361°

361 DEGREES INTERNATIONAL LIMITED

Stock Code: 1361

ANNUAL REPORT 2017

CONTENTS

COMPANY INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ding Wuhao（丁伍號）*(President)*
Ding Huihuang（丁輝煌）*(Chairman)*
Ding Huirong（丁輝榮）
Wang Jiabi（王加碧）

Independent Non-executive Directors

Tsui Yung Kwok（徐容國）
Liao Jianwen（廖建文）
Li Yuen Fai Roger（李苑輝）

BOARD COMMITTEES

Audit Committee

Tsui Yung Kwok（徐容國）*(Chairman)*
Liao Jianwen（廖建文）
Li Yuen Fai Roger（李苑輝）

Remuneration Committee

Liao Jianwen（廖建文）*(Chairman)*
Wang Jiabi（王加碧）
Tsui Yung Kwok（徐容國）

Nomination Committee

Li Yuen Fai Roger（李苑輝）*(Chairman)*
Tsui Yung Kwok（徐容國）
Ding Wuhao（丁伍號）

COMPANY SECRETARY

Choi Mun Duen（蔡敏端）
FCCA, HKICPA

AUTHORISED REPRESENTATIVES

Ding Wuhao（丁伍號）
Choi Mun Duen（蔡敏端）

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEAD OFFICE IN THE PRC

361° Building
Huli High-technology Park
Xiamen, Fujian Province 361009
the PRC

FACTORIES IN THE PRC

No. 165 Qianjin Road
Jiangtou Village
Chendai Town
Jinjiang City, Fujian Province
the PRC

Wuli Industrial Park
She Ma Lu
Jinjiang City
Fujian Province 362261
the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1609
Office Tower Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

STOCK CODE

01361

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust
Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG SHARE REGISTRAR

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

AUDITOR

KPMG

LEGAL ADVISERS

As to Hong Kong law:

Luk & Partners
in Association with
Morgan, Lewis & Bockius

As to Cayman Islands law:

Conyers Dill & Pearman

PRINCIPAL BANKERS

China Construction Bank Corporation
China Citic Bank International Limited
Industrial Bank Co., Ltd.
Industrial and Commercial
Bank of China

INVESTOR RELATIONS CONTACT

Tel: +852 2907 7033
Room 1609, Office Tower
Convention Plaza
1 Harbour Road
Wanchai, Hong Kong

COMPANY WEBSITE

www.361sport.com

FINANCIAL HIGHLIGHTS

FINANCIAL PERFORMANCE

Revenue increased by 2.7% to RMB5,158.2 million

Gross profit increased by 2.2% to RMB2,156.4 million

Operating profit increased by 4.0% to RMB987.6 million

Profit attributable to the equity shareholders was RMB456.7 million, representing an increase of 13.4%

Gross profit margin decreased by 0.2 percentage points to 41.8%

Basic earnings per share is RMB22.1 cents, representing an increase of 13.3%

Proposed to declare a final dividend of HK3.6 cents per share for the year ended 31 December 2017

BUSINESS PERFORMANCE

Total number of *361°* core brand stores were 5,808

Total number of *361°* retail kids' points-of-sale were 1,797 of which 617 were within the *361°* core brand authorized retail stores

Last date of registration for shareholders' entitlements to 2017 final dividend: 3 May 2018

Payment date of 2017 final dividend: on or about 4 June 2018

FIVE-YEAR FINANCIAL SUMMARY

	For the year ended 31 December				
	2017	2016	2015	2014	2013
Profitability data (RMB'000)					
Revenue	**5,158,200**	5,022,678	4,458,701	3,906,286	3,583,477
Gross profit	**2,156,385**	2,109,908	1,822,963	1,596,796	1,417,099
Operating profit	**987,552**	949,325	914,669	724,165	352,210
Profit attributable to equity shareholders	**456,706**	402,652	517,639	397,642	211,261
Earnings per share					
— basic (RMB cents)	**22.1**	19.5	25.0	19.2	10.2
— diluted (RMB cents)	**22.1**	19.5	25.0	19.2	10.2
Profitability ratios (%)					
Gross profit margin	**41.8**	42.0	40.9	40.9	39.5
Operating profit margin	**19.1**	18.9	20.5	18.5	9.8
Margin of profit attributable to equity shareholders	**8.9**	8.0	11.6	10.2	5.9
Effective income tax rate *(Note 1)*	**39.6**	40.5	32.9	33.3	31.8
Return on shareholders' equity *(Note 2)*	**8.3**	7.6	10.1	8.2	4.5
Operating ratios (as a percentage of revenue) (%)					
Advertising and promotion expenses	**9.8**	11.4	12.8	16.7	16.2
Staff costs	**9.0**	8.7	8.3	8.4	8.3
Research and development	**3.4**	3.7	3.1	2.4	2.4

Notes:

1) Effective income tax rate is equal to the income tax divided by the profit before taxation.

2) Return on shareholders' equity is equal to the profit attributable to equity shareholders divided by the average opening and closing equity attributable to equity shareholders of the Company.

FIVE-YEAR FINANCIAL SUMMARY

	As at 31 December				
	2017	2016	2015	2014	2013
Assets and liabilities data (RMB'000)					
Non-current assets	**1,392,852**	1,455,861	1,431,873	1,310,338	1,303,183
Current assets	**9,748,472**	9,033,964	7,354,779	7,224,394	5,816,122
Current liabilities	**2,744,359**	2,343,103	1,930,449	2,012,784	1,605,653
Non-current liabilities	**2,565,480**	2,729,000	1,489,746	1,485,002	772,971
Equity attributable to equity shareholders	**5,706,454**	5,303,260	5,282,572	4,965,041	4,676,346
Non-controlling interests	**125,031**	114,462	83,885	71,905	64,335
Asset and working capital data					
Current asset ratios	**3.6**	3.9	3.8	3.6	3.6
Gearing ratios (%) *(Note 3)*	**23.1**	26.7	17.1	17.6	11.0
Net asset value per share (RMB) *(Note 4)*	**2.8**	2.6	2.6	2.4	2.3
Inventory turnover days (days) *(Note 5)*	**82**	69	78	77	73
Trade and bills receivable turnover days (days) *(Note 6)*	**155**	163	160	167	205
Trade and bills payable turnover days (days) *(Note 7)*	**177**	156	169	169	158
Working capital turnover days (days)	**60**	76	69	75	120

Notes:

3) The calculation of gearing ratio is based on the interest-bearing debt divided by the total asset of the Group at the end of the year.

4) The calculation of net asset value per share is based on the net assets divided by weighted average number of ordinary shares for the year.

5) Inventory turnover days is equal to the average opening and closing inventory divided by costs of sales and multiplied by 365 days (or 366 days for 2016).

6) Trade and bills receivable turnover days is equal to the average opening and closing trade and bills receivables after allowance of doubtful debts divided by revenue multiplied by 365 days (or 366 days for 2016).

7) Trade and bills payable turnover days is equal to the average opening and closing trade and bills payables divided by cost of sales and multiplied by 365 (or 366 days for 2016).

CHAIRMAN'S STATEMENT

As a leading domestic sportswear brand, the Group strives to assume leadership in the next "Golden Decade" of China's sportswear industry.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of 361 Degrees International Limited (the "Company"), I am pleased to present the results of the Company and its subsidiaries (collectively, the "Group" or "*361°* Group") for the year ended 31 December 2017.

During the past year, the global economy has significantly recovered and China's overall economy has maintained a steady growth. In 2017, China's gross domestic product (GDP) growth climbed for the first time since the downtrend beginning from 2011. As a result, with the spending having shifted from investment to consumption, the economic growth continued to gain momentum. Amid the steady uptrend of the People's Republic of China (PRC) economy, Renminbi exchange rate continued to rise and reached record highs in the second half of the year following the sharp fall at the beginning of the year. Benefiting from the favourable macro-economic environment, domestic enterprises entered the golden era of development.

As domestic economic structure continued to undergo optimization and the upgrade of consumption advanced steadily, the Group being one of the renowned sports brands, coupled with the recovery of the sports industry in recent years, it has reached a new phase of development.

Adhering to Multi-brand Strategy to Capture Emerging Market

Currently, the Group owns three well-established brands, namely *361°*, *361°* Kids and ONE WAY (in the Greater China region only), which target the domestic general market, kids' sport and high-end outdoor sport market, respectively. During the reporting period, the three well-established brands maintained steady growth, in particular, the *361°* Kids has achieved the most outstanding performance. In recent years, given the upgrade of consumption and the continuous implementation of the "two-child policy", the business segment has delivered promising results and grown rapidly. According to the latest 2018 fall trade fair data, the order value of *361°* Kids for the third quarter of 2018 achieved satisfactory result with a low double-digit increase on a year-on-year basis. The growth of order value represented the fifteen consecutive quarterly improvement since the first quarter of 2015. Due to the early market strategy of the Group and the first mover advantage in terms of scale of operations and market share, the kids segment is expected to further drive the performance of the Group in the future.

Rapidly Developing Overseas Business to Advance Forward the Business Layout for Internationalization Initiatives

While the Group made great efforts in business development in the PRC, it also actively expanded internationally and explored overseas market. The Group has tapped into overseas markets in 2014, and set up overseas subsidiaries to operate and expand overseas business independently, with a focus on the high-end functional running and training products. In order to improve functionality and competitiveness of the products, the Group engaged international high-end professional research and development (R&D) and design team and set up R&D centre in Taiwan to provide strong support in R&D technology for the development of overseas business. During the reporting period, the Group's overseas business generated revenue of RMB89.3 million, representing an increase of 10.7% over the same period of last year. With more efforts in products R&D as well as brand image promotion, the Group's internationalization initiatives progressed steadily.

Cross-sector Cooperation in Multiple Fields to Enhance Brand Influence

In respect of brand promotion, the Group actively supported various sports events to enhance its brand influence lately. The Group was the first Chinese sports brand to become the official Olympics supplier in 2016. Furthermore, it became the official partner of the 18th Asian Games in Jakarta in 2018. Participating in major sports events not only facilitated the Group's integration of the overall business plan but also built up its brand reputation. In respect of celebrity endorsement, in addition to sports stars, the Group engaged Vision Wei, a famous Chinese pop singer and actor, to be the brand spokesperson in 2017. Vision Wei will be one of the "*361°* Asian Games Ambassadors", together with other sports celebrities, to promote Asian Games at a global level. In the future, the Group will continue to foster cross-sector cooperation amongst the sports and music sectors, sports and fashion sectors, in order to strengthen marketing strategy of the brand, reach a wider audience and explore new way to enhance brand influence.

Lastly, on behalf of the Board, I wish to extend our gratitude to all those who have worked with the *361°* Group throughout the year. We will make our best efforts to deliver excellent returns to our shareholders and play a crucial role in building a stronger China.

Ding Huihuang
Chairman

Hong Kong, 13 March 2018

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY REVIEW

In 2017, the global economy was in recovery. According to the World Economic Outlook report published by the International Monetary Fund in the autumn of 2017, the world was in an economic upturn with increasing momentum. China's GDP grew 6.9% in 2017, marking the first rebound since 2011. At the same time, China's economy maintained steady growth. Consumer spending as a percentage of economic growth increased to 58.8% and became the new driver of the PRC's steady economic development in 2017. In recent years, national policies on stimulating domestic demands and consumption also began to take effect, while the local trade structure continued to undergo optimization. Total retail sales of consumer goods in the PRC recorded a year-on-year increase of 10.2% to RMB36.6 trillion, delivering the 14th consecutive year of double-digit growth.

The year 2017 was crucial to the transformation of China towards a consumption-driven economy. As the supply-side structural reform advanced, which resolved the mismatch between the supply and demand in the consumer market, the upgrade of the consumer structure accelerated and unleashed the consumption potential. In 2017, the PRC's consumer price index (CPI) was up 1.6%, which was below the annual inflation target of 3%. As of the end of 2017, the disposable income per capita of Chinese citizen was approximately RMB26,000 and the nominal growth was 9%. Emerging industries including the sports sector were effectively supported by the sound consumer base. According to the Notice of the Total Size and Growth of China's Sports Industry in 2016 jointly published by the National Bureau of Statistics and the General Administration of Sports, the total output of China's sports industry amounted to RMB1.9 trillion in 2016, representing a year-on-year growth of 11.1%, far outpacing the GDP growth of that year. However, the sports industry only contributed 0.9% of the GDP, suggesting large room for improvement as compared to the average of 3.5% in developed countries. The manufacture of sporting goods and related products made up the largest part of the PRC's sports industry, accounting for 62.9% and RMB1.2 trillion of the total output.

Furthermore, favourable policies such as the Opinion on Accelerating the Development of the Sports Industry and Promoting Sports Consumption issued by the State Council (the "Document No. 46") supported the rapid development of China's sports industry. Being a major contributor to the sports industry, the sporting goods sector has the highest level of openness and faces the most intense competition as it enters the golden stage of development. Euromonitor International Ltd., a market research firm, predicted the market size of the PRC sporting goods industry to increase from RMB212.1 billion in 2017 to RMB356.6 billion in 2022 at an annual growth rate of 10.9%. The heated market will intensify the competition for PRC sports brands. While world-renowned brands and emerging brands further penetrate third and fourth tier cities in China, many domestic sports brands boost sales volume through various channels, pursue the multi-brand strategy to cater the diverse needs of customers and explore specific sporting goods businesses. It is expected that domestic sporting goods enterprises will mainly compete on operation efficiency and innovation in the future.

On the other hand, the rising household spending has resulted in significant growth of public awareness of sports and fitness. Traditional sports such as running and cycling have become the preferred choices and related competitions are held frequently. As of late 2017, marathons and similar sports events registered with the Chinese Athletic Association attracted approximately 3.85 million participants in total, and over 10 million of cyclists joined the cycling races organized by ministries and organisations across the country. It is expected that the year 2018 will be full of sports events again. The quadrennial World Cup, Winter Olympics, Asian Games and other international major matches will lead to an upsurge in public interest in sport and boost the overall growth of the sports industry. Driven by the upstream segment, the sporting goods sector will be benefitted from the marketing campaigns of these events.

In recent years, casual sports for the young generation has become the mainstream trend and emerging sports such as winter sports provide new alternatives for the public. Since China won the right to host the 2022 Winter Olympics, there has been increasing awareness of winter sports in the country. According to the China Snow Tourism Development Report (2017) published by the China Tourism Academy, snow tourism is expected to bring 340 million visitors to China and generate a revenue of RMB670.0 billion during the winter season from 2021 to 2022. The sector is expected drive the output of the tourism and related industries to RMB2.88 trillion. The goal of "winter sports joined by 300 million people" will be met and exceeded in 2022 and winter sports will enter a golden decade. The recent PyeongChang 2018 Olympics in South Korea is expected to build a strong participant base for the winter sports industry and rekindle people's enthusiasm towards winter sports.

BUSINESS REVIEW

361° Brand and Positioning

The Group, *361°*, is a leading sporting goods brand enterprise in China with a growing international presence. The Group designs, develops, manufactures and sells high performance, innovative and stylish sporting products to cater to the activity, athletic and casual goods needs of adults, young adults and children. The Group's positioning has been consistent since the beginning of its establishment in 2003, which is to provide high-performance driven and value-for-money sporting products targeted at the mass market.

The *361°* core brand engages in brand management, R&D, design, manufacturing and distribution for functional and professional footwear, apparel, and accessory products.

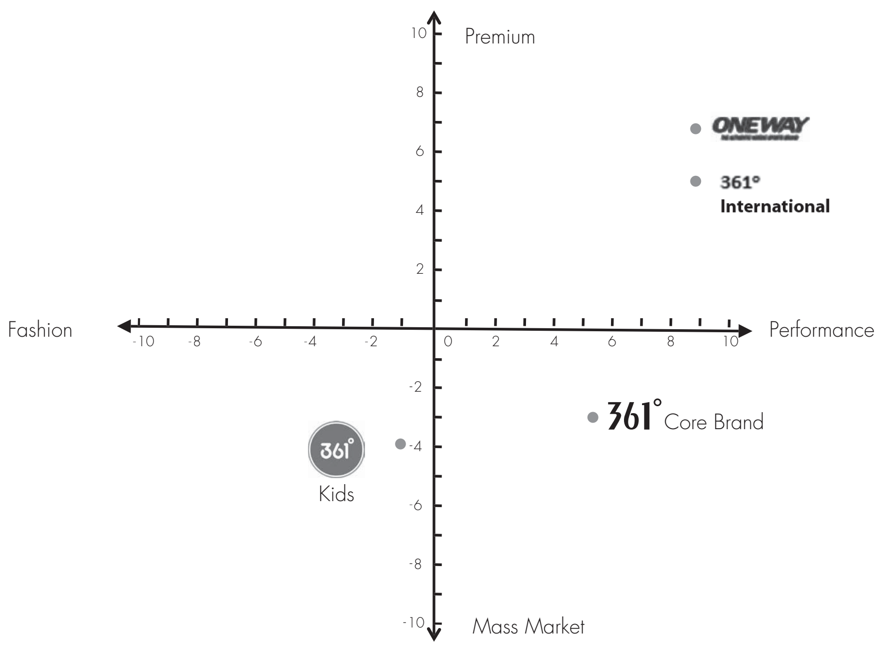
MANAGEMENT DISCUSSION AND ANALYSIS

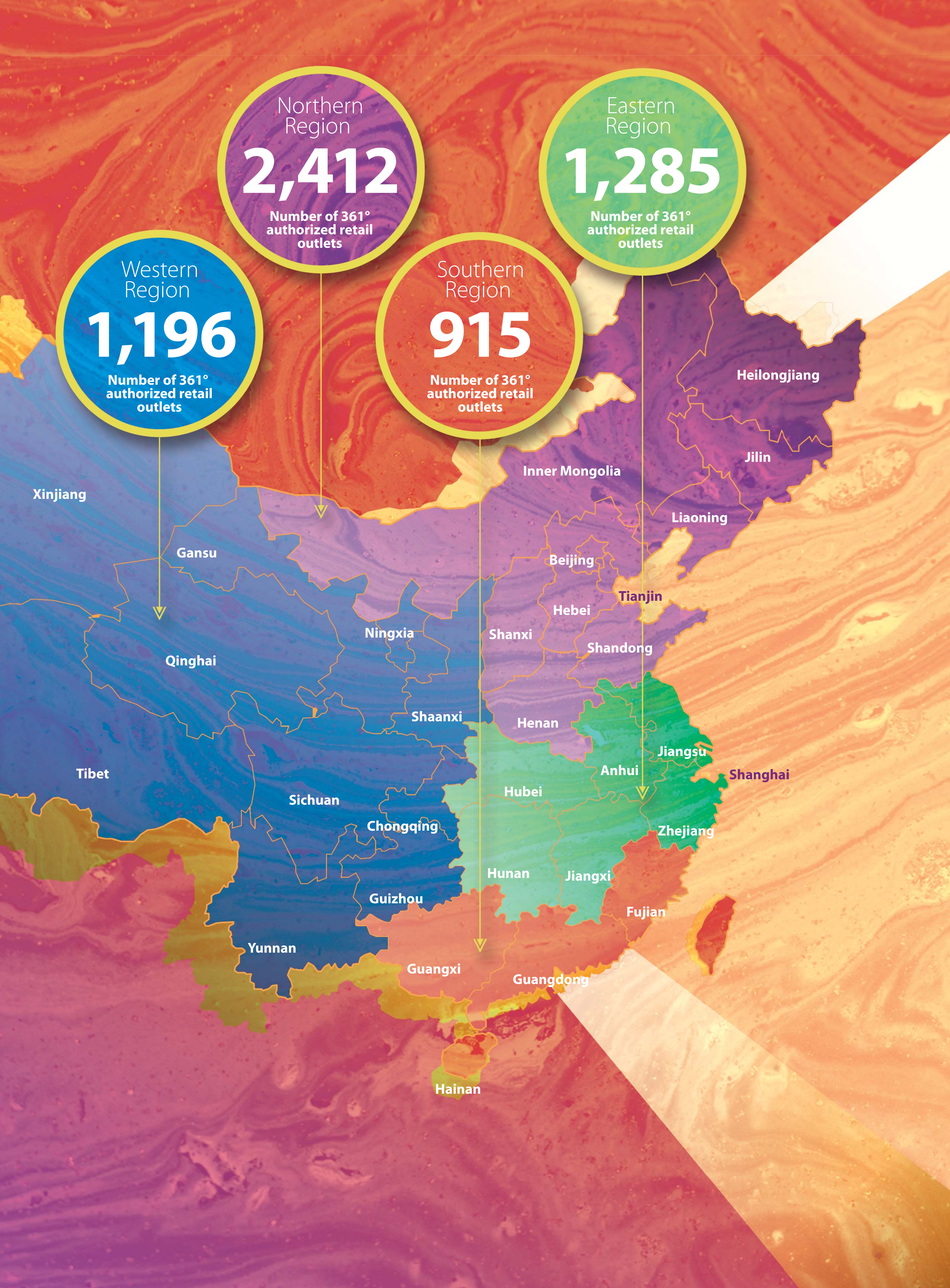
The *361°* Kids brand, which is an independently run business unit, principally caters to sporting apparel, footwear, and accessory needs of children between the ages of three to twelve.

ONE WAY is a professional Nordic sporting goods brand specialising in skiing, cycling, mountain hiking, outdoor and other extreme sports. The Group has established a joint venture with ONE WAY Oy of Finland, for the design, production distribution and marketing of ONE WAY products in the Greater China region. The Group holds 70% equity interests while ONE WAY Oy of Finland, our joint- venture partner, holds 30% equity interests of ONE WAY International Enterprise Limited, a subsidiary of the Company. ONE WAY is positioned as a brand of high-end and professional sporting product lines, and all its products are sold via self-operated stores run by the Group in the PRC.

We also offer product differentiation through our *361°* international business segment which specializes in high performance and functional running and cross-training products, which target markets such as Brazil, the United States, Europe and Taiwan.

The following chart is a snapshot of our brand positioning.




Northern Region
2,412
Number of 361° authorized retail outlets
Eastern Region
1,285
Number of 361° authorized retail outlets
Western Region
1,196
Number of 361° authorized retail outlets
Southern Region
915
Number of 361° authorized retail outlets
Heilongjiang
Jilin
Inner Mongolia
Liaoning
Xinjiang
Gansu
Beijing
Tianjin
Hebei
Ningxia
Shanxi
Shandong
Qinghai
Shaanxi
Henan
Jiangsu
Shanghai
Anhui
Tibet
Hubei
Sichuan
Chongqing
Zhejiang
Hunan
Jiangxi
Guizhou
Fujian
Yunnan
Guangxi
Guangdong
Hainan

MANAGEMENT DISCUSSION AND ANALYSIS

Business Model

During the review period, the distributorship business model adopted by the Group remained unchanged. The 31 exclusive distributors distributed the products under the *361°* core brand in their respective exclusive geographical territory. Distributors could choose to open stores directly, subject to approval by the Group's retail channel management department. Distributors could also choose to further distribute the products under the *361°* core brand to authorized retailers. This business model allows maximum flexibility at the provincial level for local city promotions, re-distribution of inventories within retailers and standardization of pricing.

The contracts with distributors are generally renewed annually based on satisfactory review of both operational and financial performances. The contracts bind the distributor to observe certain covenants, including safeguarding the brand identity and following the Group's pricing policy guidelines. The Group also provides training programs for distributors and authorized retailers several times a year on inventory management and authorized product knowledge. Furthermore, the Group also insists on projecting a consistent store image across our nationwide distribution network and the standardization of product display equipment and POP materials highlighting quarterly marketing themes. During the review period, we continued to encourage distributors and authorized retailers to upgrade their store layouts in-line with our eighth-generation store image, which provides more eye-catching layouts and decorations.

The Group currently hosts four trade fairs every year for the *361°* core brand to showcase new season's products, in which all distributors and authorized retailers are invited to attend. The finalized orders will be consolidated by the respective distributors, who in turn, will place such orders with the Group. The Group provides precise order guidelines to its distributors and authorized retailers in order to allow better accuracy in orders, prevent deep retail discounts, and stabilize retailers' profitability and sustainability. These trade fairs are generally hosted six months ahead of their respective display and launch seasons to allow the orders to be manufactured and delivered to the distributors.

During the review period, the Group organized four trade fairs for *361°* core brand products, namely the 2017 Winter Trade Fair, the 2018 Spring Trade Fair, the 2018 Summer Trade Fair and the 2018 Fall Trade Fair. In order to provide a preciser guidance on production according to market demand, the Group has adopted a supplementary order system in the trade fair for the fourth quarter of 2017, in which distributors and authorized retailers are encouraged to place orders in a conservative manner.

Going forward, in addition to the orders from the trade fairs, the Group will be adopting supplemental order system. Furthermore, with the rapid development of the *361°* International, ONE WAY and the Group's e-commerce, the Board has decided not to announce the data of the trade fair orders by way of announcement starting from 2018.

Retail Network

As at 31 December, 2017, the network of the *361°* core brands stores comprised of 5,808 stores, of which approximately 80% were stand-alone, street-level stores. Geographically, approximately 73.5% were located in third-tier and below cities in China, while 8.3% and 18.2% were located in first-tier and second-tier cities in China, respectively. The Group will continue to focus on enhancing store efficiency and retail sales in the future.

MANAGEMENT DISCUSSION AND ANALYSIS

Authorized retail stores of *361°* core brand by regions are listed as following:

	As at 31 December 2017		As at 31 December 2016	
	Number of *361°* authorized retail stores	**% of total number of *361°* authorized retail stores**	Number of *361°* authorized retail stores	% of total number of *361°* authorized retail stores
Eastern region[1]	**1,285**	**22.1**	1,504	23.7
Southern region[2]	**915**	**15.8**	1,014	15.9
Western region[3]	**1,196**	**20.6**	1,320	20.8
Northern region[4]	**2,412**	**41.5**	2,519	39.6
Total	**5,808**	**100**	6,357	100

Notes:

(1) Eastern region includes Jiangsu, Zhejiang, Hubei, Anhui, Hunan, Shanghai and Jiangxi.
(2) Southern region includes Guangdong, Fujian, Guangxi and Hainan.
(3) Western region includes Sichuan, Yunnan, Guizhou, Shaanxi, Xinjiang, Gansu, Chongqing, Qinghai, Ningxia and Tibet.
(4) Northern region includes Shandong, Beijing, Liaoning, Heilongjiang, Hebei, Henan, Shanxi, Jilin, Tianjin and Inner Mongolia.

Brand Promotion and Marketing

The Group generally budgeted 8% to 10% of annual revenue to brand promotion and marketing. The Group took the opportunity of sponsoring various international games which helped *361°* gained wide recognition as a credible sports brand on the international stage. *361°* successfully sponsored the 16th Asian Games in Guangzhou in 2010, the 26th Summer Universiade in Shenzhen in 2011 and the 2nd Youth Olympic Games in Nanjing in 2014, the 17th Asian Games in South Korea in 2014 and the Rio Summer Olympics and Paralympic Games in 2016. During the review period, the Group obtained the sponsorship for the 18th Asian Games 2018 in Indonesia. The Group's brands gained considerable exposures in these world-class events and further increased its branding influence world-wide.

During the review period, the Group gained exposure to target consumers effectively by sponsoring a number of professional sports teams such as China National Swimming Team, China National Cycling Team, and China National Synchronized Swimming Team.

MANAGEMENT DISCUSSION AND ANALYSIS

The following table sets forth the Group's subsisting sporting events sponsorships during the review period:

Period	Event	Capacity
2013–2017	World Women's Curling Championship	Designated Apparel Sponsor
	World Men's Curling Championship	Designated Apparel Sponsor
2014–2018	Jinmen Marathon	Designated Sportswear Sponsor
2017–2018	The 18th Asian Games 2018 in Jarkarta	Official Partner

The following table sets forth the Group's existing celebrities as our spokesperson during the review period:

Celebrities signed up	Key achievements
Mr. Stephon MARBURY	plays for the Beijing Ducks of the Chinese Basketball Association (CBA) who won three CBA championships with Beijing Ducks in 2012, 2014 and 2015, and was a winner of the CBA Finals MVP (most valuable player) in 2014–15 season and CBA International MVP in the 2012–13 season. He is also a former NBA All-Star
Mr. Jimmer FREDETTE	plays for the Shanghai Sharks of the CBA and a CBA All-Star
Mr. YANG Xu	striker of China National Football Team
Mr. Dexter LEE	two-time winner of World Junior Championships in Athletics
Mr. SUN Yang	won gold medals in the 400 m and 1,500 m freestyle at the 2012 London Olympic Games and won gold medal in the 200 metre freestyle and a silver medal in the 400 metre freestyle at the 2016 Rio Olympic Games
Ms. YE Shiwen	won gold medals in the 400 m and 200 m individual medley at the 2012 London Olympic games
Ms. LIU Xiang	won the bronze medal in 50 m backstroke at the 2015 World Aquatics Championships
Ms. ZHANG Yufei	held a world junior record in the 200 m butterfly swimming
Mr. Vision WEI Chen	a famous Chinese pop singer and actor

361° Kids

361° Kids has been in operation as an independent business unit since its launch in 2010. It products are positioned in the low- to mid-price range and primarily targets children between ages of three and twelve who are looking for active wear for participation in sports activities.

As at 31 December, 2017, there were 1,797 points-of-sale offering *361°* Kids products, of which 617 were within the *361°* core brand authorized retail stores, selling both *361°* core brand products and *361°* Kids products. Of the 1,797 points-of-sales, 570 stores were stand-alone, street levels stores. Geographically, approximately 66.0% were located in third-tier and below cities in China, while 9.9% and 24.1% were located in first- and second-tier cities in China, respectively.

Authorized points-of-sale of *361°* Kids (including those operate within the *361°* core brand authorized retail stores) by regions are set out below:

	As at 31 December 2017		As at 31 December 2016	
	Number of *361°* Kids authorized points-of-sale	**% of total number of *361°* Kids authorized points-of-sale**	Number of *361°* Kids authorized points-of-sale	% of total number of *361°* Kids authorized points-of-sale
Eastern region[(1)]	**482**	**26.8**	596	29.8
Southern region[(2)]	**371**	**20.7**	475	23.7
Western region[(3)]	**300**	**16.7**	313	15.7
Northern region[(4)]	**644**	**35.8**	616	30.8
Total	**1,797**	**100**	2,000	100

Notes:

(1) Eastern region includes Jiangsu, Zhejiang, Hubei, Anhui, Hunan, Shanghai and Jiangxi.
(2) Southern region includes Guangdong, Fujian, Guangxi and Hainan.
(3) Western region includes Sichuan, Yunnan, Guizhou, Shaanxi, Xinjiang, Gansu, Chongqing, Qinghai, Ningxia and Tibet.
(4) Northern region includes Shandong, Beijing, Liaoning, Heilongjiang, Hebei, Henan, Shanxi, Jilin, Tianjin and Inner Mongolia.

MANAGEMENT DISCUSSION AND ANALYSIS

During the review period, there were four trade fairs hosted for *361°* Kids, namely the 2017 Winter Trade Fair, the 2018 Spring Trade Fair, the 2018 Summer Trade Fair, and the 2018 Fall Trade Fair. The trade fair orders achieved satisfactory growth, which locked in the future revenue growth for the *361°* Kids segment.

The children underwear series of *361°* Kids was launched in 2017 with more products of the series to be released in the coming year to satisfy the growing demand.

During the review period, *361°* Kids contributed to 13.8% of the Group's revenue, representing a growth rate of 9.2%. This segment is expected to maintain fast growth going forward due to the rapidly rising disposable income and the relaxation of the one-child policy by the Chinese government.

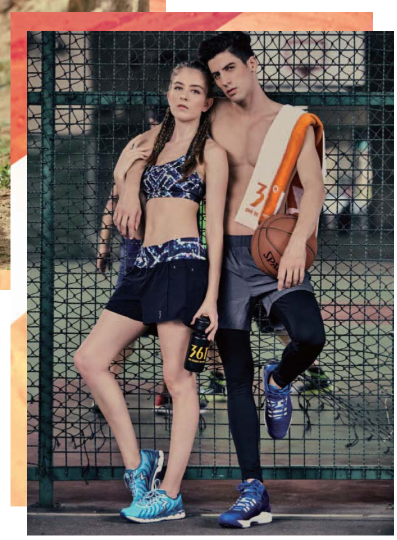
361° International

The international business segment is operated independently, supported by Taiwan based R&D team and the production is outsourced to factories in Vietnam for tariff reasons. The Group has established wholly-owned subsidiaries in Brazil, the United States and Europe, and sold *361°* International products outright to multi-brand sportswear stores in those regions through local sales teams. In other regions such as Middle East, South America and South East Asia regions, the Group has opened local *361°* boutiques and sold *361°* International products through local distributors.

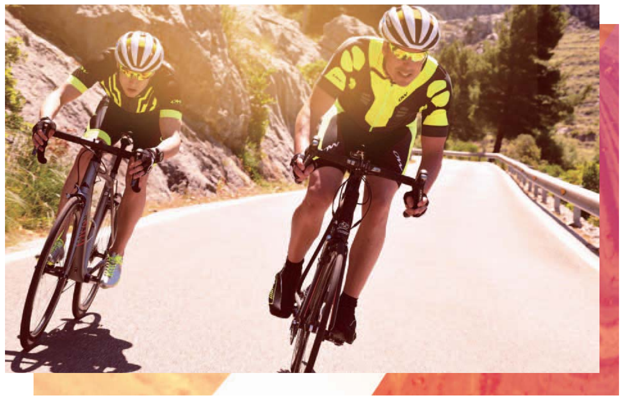
361° is still a relatively new brand in the international market but its product performance is comparable to leading international brands. *361°* International has launched a series of running shoes, of which, the *361°* Sensation has won critical acclaim, and has been recommended by Runners' World, a specialist magazine for running enthusiasts, numerous times.

During the review period, the product of *361°* Sensation 2 was awarded as the Best Debut in the Runner's World Germany Issue 4 in April 2017. It was also recommended as the 14th Best Running Shoes for Spring 2017 by Women's Running Magazine and the 23rd Best Running Shoes in Spring Shoe Guide by Runners' World Magazine. *361°* Sensation 2 was included in the Triathlete Sports 2017 Guide book in the United States. Last but not least, SPINJECT and MERAKI were selected as the Most Recommended Autumn and Winter Running Shoes by the Runner's World USA. SPINJECT was also selected as "The Best Debut" by the USA Competitor. In addition, SPIRE 3 won the ISPO Global Design Award in Munich, Germany.

As at 31 December 2017, there were 1,241, 1,030, 378 and 40 points-of-sales in multi-brand sportswear specially stores carrying *361°* products in Brazil, the United States, Europe and Taiwan, respectively. Currently, the European network covers the United Kingdom, Germany, France, Austria and Switzerland. During the review period, the Group also tapped into new markets such as Canada, Russia, Spain, Israel and Italy. The Group will continue to explore and expand into more countries with growth potential in order to promote its international products in the future. To optimize the product differentiation and meet the demands from consumption upgrading in domestic market, the Group will continue to introduce *361°* International products to more *361°* stores in China going forward. The Group considers international business to play an increasingly important role in terms of revenue contribution in the next three to five years.



During the review period, *361°* International business contributed to 1.7% of the Group's revenue, representing a growth rate of 10.7%.



ONE WAY

ONE WAY offers high-end professional products including footwear, apparel, and equipment. Its apparel uses extremely high-performance fabrics and ONE WAY is widely acknowledged as a successful brand in Northern European markets.

The ski and outdoor sportswear industry in China is still in the infant stage of development. However, the demand has already picked up pursuant to the government's supportive policies and the publicity given to winter sports on Beijing's host of the 2022 Winter Olympic Games. ONE WAY will stand to benefit due to its superior product features and its positioning in the PRC.

As at 31 December 2017, there were 46 self-operated ONE WAY stores in China. The majority of these stores were located in well-known shopping malls in China. The Group will continue to open more ONE WAY stores to lay the groundwork for its rapid growth in the future.

ONE WAY has been building up its brand in the PRC through entering exclusive cooperation agreement with China Ski Association, sponsoring the national cross country skiing team and the national ski-jumping team.

Contemporary E-Commerce

The Group conducts its modern e-commerce business mainly through its official website and other renowned e-commerce platforms in China including Tmall, Taobao, and JD. Those online platforms are authorized to sell web-exclusive products as well as helping the distributors/authorized retailers to clear their slow-moving or obsolete stocks at the retail level.

Our e-commerce business achieved exponential growth which was a result of rapid development of the e-commerce industry. During the review period, total revenue of web exclusive products of *361°* E-Commerce business contributed to 7.7% of the Group's revenue.

Production

During the review period, there has been no change to the Group's production policy to strike an equitable balance between self-production and original equipment manufacturers (OEMs), having regard to costs, production scheduling and intellectual property rights. For footwear, the Group manufactures up to about 70% of its footwear products by the two factories located in Jiangtou and Wuli in Jinjiang City, and outsources the remainder to a number of factories in the Quanzhou area in Fujian Province. Jiangtou factory houses 14 production lines and has an annual production capacity of 12 million pieces of footwear. The Wuli Industrial Complex in the Wuli Economic Zone houses nine production lines with an annual production capacity of nine million pieces of footwear. For apparel, the Group operates production facilities that have the capacity to produce 20% of the Group's needs whilst the remainder is contracted to OEMs in Fujian and Guangdong provinces.

Research and Development

The Group has been consistently strengthening its product innovation, enhancing its R&D capabilities, optimizing product design and attempting product differentiation through technology, so as to cater to demands of different markets and consumers. Regarding the R&D of *361°* products, the Group strives to continuously enhance the level of comfort, functionality and technology edge of its products through application of human factors and ergonomics principles as the theoretical basis to develop its products and testing through scientific experiments in kinesiology, with a view to improving workout performance of sports enthusiasts.

Through two major R&D systems, namely the R&D team based in Taiwan which focuses on the design of overseas product lines, and the R&D team based in Jinjiang which focuses on the design of domestic product lines, the Group timely introduced advanced materials made with cutting-edge technology and integrated popular elements into the design concept. Performance fabrics

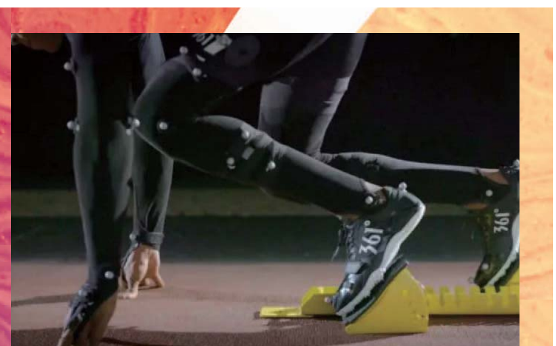
MANAGEMENT DISCUSSION AND ANALYSIS

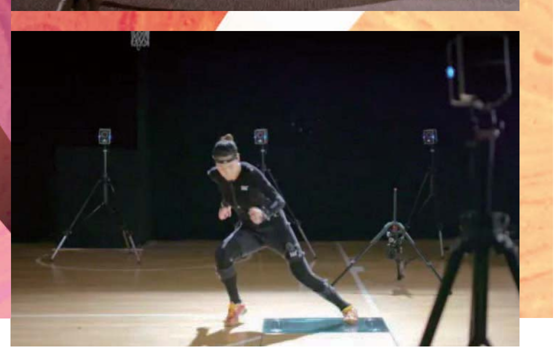
are of special interest to sporting brands and in recent years, they have been incorporated into the latest products to enhance functionality for different sports. Each high-performance fabric, such as 3M reflective patterned fabric, colorful reflective material, SORONA fabric, and Dry Smart fabric, carries its own characteristics.

The Group also builds on its self-developed technologies such as SAC-air, NFO, Quikfoam, Bumper MD, REV Air and Arch Lock to tailor each product group in footwear to specific functionalities so as to enhance performance. As at 31 December 2017, the Group obtained 273 patents. There were a total of 326 R&D staff members for footwear, 208 for apparel, 44 for accessories and kids products, respectively.

The construction of the *361°* R&D centre in Jinjiang, Fujian Province commenced in the second half of 2015 and completed in May 2017. The centre comprises five functional departments, including the human factors and ergonomics research centre for sportswear, the R&D centre for functional sportswear, technology centre for footwear/garment and the physicochemical testing centre. With the new R&D centre now in operation, the Group will gather and analyze large quantity of data collected from translating them into productivity, and provide sportswear with strong cost performance that combines technology and design to customers for enhancing their sports performance.

During the review period, the Group's expenditure on R&D accounted for 3.4% of the Group's revenue, and is expected to increase due to the Group's intensifying efforts to create a more distinctive product differentiation.





FINANCIAL REVIEW

Revenue

During the year under review, the Group recorded a year-on-year revenue growth of 2.7% to RMB5,158.2 million (2016: RMB5,022.7 million), of which, 13.8% and 1.5% of the total revenue was contributed by the Kids business and business grouped under others (namely, sales of shoe soles), respectively. The balance of 84.7% of the revenue is mainly contributed by the core brand, overseas and e-commerce businesses. The turnover in the second half of the year recorded a decrease of 4.3% as compared with the same period last year, mainly due to the delivery for 2017 winter trade fair orders were only partially completed. The balances of orders were delivered subsequently in 2018. None of the orders received in the year were cancelled and the delay of delivery was due to the winter in the PRC arrived late in 2017. As a result, the Group re-arranged the delivery schedules upon the requests of distributors due to the weather.

In the four 2017 trade fairs of *361°* core brand, the Group recorded a high single digit year-on-year growth in orders placed for spring, summer and autumn trade fairs, respectively, and a low double digit growth in orders placed for the winter trade fairs. As at 31 December 2017, the orders for the 2017 winter products were not fully delivered to distributors due to the weather mentioned above, however, the balance of the orders were delivered in January and February 2018.

Revenue from footwear and apparel products grew by 4.6% and 1.1%, respectively, whereas accessories decreased by 18.5% as compared to 2016. Footwear products were the key growth driver of the Group's business, which accounted for about 44.7% of the total revenue in 2017. The increase was primarily due to the Group's continuous focus on the development of footwear products and the contribution from the increased overseas' footwear sales. With the continuous improvement on the footwear products, the average wholesale selling price (the "AWP") of footwear products recorded an increase of 5.1% whereas the volume sold slightly decreased by 0.4%, as compared to 2016. The downturn of the volume sold in the year was due to the delay of order delivery of 2017 winter products.

On the apparel front, the growth driver was primarily from the sales volume with an increase of 3.1% in 2017 as compared to 2016 whereas the AWP decreased by 2.0% year-on-year because of the delayed delivery of 2017 winter apparels which generally have a higher AWP.

For accessories, the Group regards this category of products as complimentary to the footwear and apparel products and the base of product mix was wide. Owing to the change of marketing strategy, more high-priced accessories were launched in the market during the year under review. As a result, the AWP of accessories increased by 34.5% as compared to 2016 while the sales volume of accessories shrank by 39.5%, which led to the revenue on accessories decreased by 18.5% year-on-year.

To the development of overseas business, the Group was honored to be one of the sponsors of the 2016 Rio Olympic and Paralympic Games which aroused huge public awareness of the Group's brand in Brazil and worldwide and further extended in 2017. The overseas business sales increased by 10.7% to RMB89.3 million (2016: RMB80.7 million) which contributed about 1.7% of the total revenue of the Group for 2017.

The revenue of *361° Kids* grew by 9.2% in 2017 to RMB711.1 million (2016: RMB651.2 million), and accounted for 13.8% of the Group's revenue. The growth driver was from the sales volume with an increase by 14.8% whereas the AWP recorded a slight downturn of 4.9%. Such decrease in AWP was mainly due to the delay of order delivery for the 2017 winter apparels during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS

Since 30 August 2016, the Group switched the online business from the distributorship model to self-operation model and 80% equity interest of the on-line business company is owned by the Group. During the year under review, the e-commerce business has helped us generate approximately RMB399.0 million of revenue for the sales of the Group's web-exclusive products and accounted for approximately 7.7% of the total revenue for the year under review.

The revenue grouped under "Others" representing the revenue from sales of shoe soles to independent third parties by a 51% owned subsidiary. The business has been running on a joint-venture basis with a company incorporated in Taiwan since 2010. For the year under review, over 63% of this company's products were sold to the Group and the remaining portion was sold to third parties. The revenue for the year was RMB75.4 million which accounted for about 1.5% of the total revenue of the Group.

The following table sets forth a breakdown of the Group's revenue by products during the years under review:

	For the year ended 31 December 2017		For the year ended 31 December 2016		Changes
	RMB'000	**% of Revenue**	RMB'000	% of Revenue	(%)
By Products					
Revenue					
Adults					
Footwear	**2,306,195**	**44.7**	2,204,658	43.9	+4.6
Apparel	**1,987,621**	**38.5**	1,966,153	39.1	+1.1
Accessories	**77,811**	**1.5**	95,439	1.9	-18.5
Kids	**711,129**	**13.8**	651,244	13.0	+9.2
Others(1)	**75,444**	**1.5**	105,184	2.1	-28.3
Total	**5,158,200**	**100**	5,022,678	100	+2.7

Note:

(1) Others comprised of sales of shoe soles.

A table showing the number of units sold and the AWP of the Group's main products during the years under review:

	For the year ended 31 December 2017		For the year ended 31 December 2016		Changes	
	Total units sold '000	**Average wholesale selling price(1) RMB**	Total units sold '000	Average wholesale selling price(1) RMB	Units sold (%)	Average wholesale selling price (%)
By Volume and AWP						
Adults						
Footwear (pairs)	**21,337**	**108.1**	21,422	102.9	-0.4	+5.1
Apparel (pieces)	**25,909**	**76.7**	25,118	78.3	+3.1	-2.0
Accessories (pieces/pairs)	**6,874**	**11.3**	11,354	8.4	-39.5	+34.5
Kids	**11,807**	**60.2**	10,288	63.3	+14.8	-4.9

Note:

(1) Average wholesale selling price represents the revenue divided by the total units sold for the year.

Cost of Sales

Cost of sales for the Group for the year increased by 3.1% to RMB3,001.8 million (2016: RMB2,912.8 million) as compared to the previous year.

During the year under review, the cost of the self-produced footwear and apparel slightly reduced by 3.0% whereas the cost of outsourced products increased by 7.8%. The reduction was mainly due to the cost of raw material consumed for footwear reduced. The raw material cost was benefited from better pricing received from high technology material footwear suppliers as well as the increased supply from the 51% owned shoe sole business. However, the raw material cost for apparel was still high since the use of costly innovative fabric not able to obtain bargaining pricing under stiff competition. Both per unit labour cost and overheads for the internal production of footwear and apparel increased because of the production process for the new models was relatively more complicated than the products produced in previous year, which led to the increase in cost.

On the other hand, the increase in the cost of outsourced products was due to the expansion of e-commerce and the overseas businesses. The products sold by the overseas business were mainly produced by an outsourced supplier in Vietnam because of high import tariff on the PRC produced products in some of the overseas countries and thus, the cost of outsourced products increased as a result.

The following table sets forth a breakdown of cost of sales during the years under review:

	For the year ended 31 December 2017		For the year ended 31 December 2016	
	RMB'000	% of total costs of sales	RMB'000	% of total costs of sales
Footwear & Apparel (Internal Production)				
Raw materials	733,242	24.4	813,552	27.9
Labour	177,465	5.9	167,149	5.8
Overheads	323,230	10.8	291,823	10.0
	1,233,937	41.1	1,272,524	43.7
Outsourced Products				
Footwear	732,226	24.4	647,445	22.2
Apparel	979,122	32.6	931,143	32.0
Accessories	56,530	1.9	61,658	2.1
	1,767,878	58.9	1,640,246	56.3
Cost of sales	3,001,815	100.0	2,912,770	100.0

MANAGEMENT DISCUSSION AND ANALYSIS

Gross profit and gross profit margin

Gross profit was RMB2,156.4 million (2016: RMB2,109.9 million) for the year of 2017 and the gross profit margin decreased by 0.2 percentage points to 41.8%.

During the year under review, the gross profit margin of footwear increased by 2.5 percentage points whereas apparel, accessories and *361°* Kids business recorded a decrease by 2.2, 2.9 and 2.5 percentage points, respectively.

With the benefit of new design and innovated footwear, the Group has room to increase the AWP, the gross profit margin of footwear business boosted to 44.0%. Apart from the increased demand of the footwear products of the core brand, the increased sales from both overseas and on-line businesses, over 85% of sales were footwear, which also helped to enhance the gross profit margin.

On the apparel front, the gross profit margin reduced to 40.8%, the competition in apparel market was still tough, the increased cost of both in-house and outsourced production could not fully transfer to customer, which limited the pricing ability and in turn reduced the gross profit margin.

For accessories, the gross profit margin reduced to 37.7% as the Group was in the process of changing the marketing strategy.

The gross profit margin of the *361°* Kids business reduced to 41.0% from 43.5% which was due to the increase cost of production on both footwear and apparel, and the Group did not fully transfer those increase of costs to customers.

The gross profit margin of shoe soles, categorised under "Others", was 15.7%, down by 11.0 percentage points year-on-year. As the business is still in development stage, the gross profit margin therefore might be unstable.

The following tables set forth a breakdown of the gross profit and gross profit margin during the financial years under review:

	For the year ended 31 December 2017		For the year ended 31 December 2016		
	Gross profit RMB'000	Gross profit margin %	Gross profit RMB'000	Gross profit margin %	Changes percentage point
Adults					
Footwear	**1,013,504**	**44.0**	914,941	41.5	+2.5
Apparel	**810,183**	**40.8**	844,633	43.0	-2.2
Accessories	**29,319**	**37.7**	38,766	40.6	-2.9
Kids	**291,523**	**41.0**	283,448	43.5	-2.5
Others(1)	**11,856**	**15.7**	28,120	26.7	-11.0
Total	**2,156,385**	**41.8**	2,109,908	42.0	-0.2

Note:

(1) Others comprised of sales of shoe soles.

Other revenue

Other revenue of RMB179.8 million (2016: RMB112.8 million) mainly comprised of (i) accrued bank interest income of RMB85.6 million (2016: RMB76.0 million) earned from both the bank deposits in Hong Kong and the PRC; (ii) the discretionary government subsidies of RMB38.8 million (2016: RMB9.9 million) was mainly in relation to the corporate tax paid in the previous years; and (iii) the commission of RMB45.0 million earned from the selling of distributors' inventories through the e-commerce business.

Other net gain

The other net gain of RMB46.0 million was mainly attributable to the net foreign exchange gain. The Group's principal business is in the PRC and adopts Renminbi as its functional currency. The appreciation of Renminbi in the year incurred foreign exchange gains for a few subsidiaries with the use of functional currencies other than Renminbi. It is common that subsidiaries have temporary current accounts' movement among each other, the time difference of converting local currencies to Renminbi along the time of advancements and repayments may incur currency gain or loss.

Selling and distribution expenses

During the year under review, selling and distribution expenses increased by 12.3% to RMB892.0 million (2016: RMB794.2 million), representing about 17.3% (2016: 15.8%) of the Group's revenue. The increase was primarily due to the increase in the selling expenses for the e-commerce business.

The selling and distribution expenses mainly constituted advertising and promotional expenses, amounted RMB506.5 million (2016: RMB570.7 million) and accounted for approximately 9.8% (2016: 11.4%) of the Group's revenue. The reduction of advertising and promotional expenses was mainly due to one of the major event sponsorship contract, 2016 Rio Olympic and Paralympic Games, expired last year and some of the new contracts were yet to be entered into the beginning of this year. As a brand company, the Group always seeks for the right opportunity to gain public awareness with a balance use of money.

With the commencement of on-line business in September 2016, the expenses in relation to the running of this business increased, including: commission and other service fees paid to the e-platforms, such as Tmall and JD.com, was RMB85.9 million (2016: RMB29.6 million). Other selling expenses including postage, salaries, transportation increased to RMB115.3 million (2016: RMB62.6 million).

In order to support of environmental protection, the Group increased the usage of environmental-friendly packing material which increased the packing expenses in the year under review to RMB89.7 million (2016: RMB47.2 million) representing an increase by 90.2%.

Administrative expenses

Administrative expenses increased by 7.1% to RMB502.7 million for the year ended 31 December 2017 (2016: RMB469.2 million) and represented about 9.7% (2016: 9.3%) of the Group's revenue. In the year of 2016, the Group had written back RMB23.5 million provision of impairment losses which reduced the administrative expenses. By exclusion of the one-off reversal of the aforesaid provision from the administrative expenses in 2016, the administrative expenses of the year only increased by 2.3% year-on-year which was generally in line with the growth of revenue.

R&D expenses were RMB173.2 million (2016: RMB187.4 million), or 3.4% (2016: 3.7%) of the revenue for the year under review. The Group targeted the R&D expenses will be in the region of 3.4–4% of the total revenue, to enhance the products' development and competitiveness.

During the year under review, the staff salaries and welfare increased by 10.6% to RMB93.0 million as a result of the increase of a new subsidiary in Europe and the general increment of existing staff salaries.

Finance Costs

During the year under review, financing costs was RMB213.8 million (2016: RMB186.9 million), of which RMB6.5 million in relation to short-term bank borrowings and the balance of RMB207.3 million was mainly the relevant interest and cost in relation to the senior unsecured notes with an aggregate principal amount of US$400,000,000 7.25% due 2021 (the "US$ Notes") issued on 3 June 2016, amortised over the years.

As at 31 December 2017, the short-term bank borrowings were RMB12.8 million, a mortgage bank loan for financing of the acquisition of Hong Kong office.

The finance cost of the US$ Notes accrued for the year was RMB207.3 million, of which RMB195.3 million was in relation to the accrued interest for the year and RMB12.0 million was the relevant cost incurred for the issuance of senior unsecured notes amortised over the tenor of five years.

Income tax expenses

During the year under review, income tax expenses of the Group amounted to RMB306.5 million (2016: RMB286.6 million) and the effective tax rate for the year was 39.6% (2016: 40.5%). The Group's four main PRC-based operating subsidiaries were all subject to standard corporate income tax rate of 25% whereas no provision has been made for profit tax of the subsidiaries in Hong Kong since no operating income was generated in the city. As the US$ Notes were issued and listed in Hong Kong, the relevant interest and cost had been all accrued and paid by the holding company. Such finance cost was not allowed to be deducted from the taxable income of the China based operating subsidiaries, thus effective tax rate at the Group level was higher than the PRC standard corporate income tax rate of 25%.

MANAGEMENT DISCUSSION AND ANALYSIS

DIVIDEND FOR THE YEAR

The Board recommended to declare a final dividend of HK3.6 cents (equivalent to RMB3.0 cents) per share for the year ended 31 December 2017, subject to approval by the Company's shareholders at the forthcoming annual general meeting ("the AGM"). Including the interim dividend of HK7.0 cents (equivalent to RMB6.1 cents) per share for the six months ended 30 June 2017 which have already been paid, if the final dividend will be approved, total payout for the year will amount to HK10.6 cents (equivalent to RMB9.1 cents) per share or RMB188.2 million in aggregate, representing 41.2% of the profit attributable to equity shareholders of the Group for the year ended 31 December 2017. It is expected that the final dividend, if approved by Company's shareholders at the forthcoming annual general meeting of the Company, will be paid to shareholders on or about 4 June 2018.

CLOSURE OF REGISTER OF MEMBERS

The AGM of the Company will be held on Friday, 27 April 2018. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 24 April 2018 to Friday, 27 April 2018, both days inclusive, during which period no transfer of shares will be effected.

In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 23 April 2018.

The proposed final dividend is subject to the passing of an ordinary resolution by the Company's shareholders at the AGM. The record date for entitlement to the proposed final dividend is Tuesday, 8 May 2018. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 4 May 2018 to Tuesday, 8 May 2018, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 3 May 2018.

LIQUIDITY AND FINANCIAL RESOURCES

During the year ended 31 December 2017, net cash inflow from operating activities of the Group amounted to RMB831.5 million. As at 31 December 2017, cash and cash equivalents, including bank deposits and cash in hand, and fixed deposits with original maturities not exceeding three months, amounted to RMB2,116.4 million, representing a net decrease of RMB756.6 million as compared to the position as at 31 December 2016.

The net increase was mainly attributable to the following items:

	For the year ended 31 December	
	2017	2016
	RMB'000	RMB'000
Net cash generated from operating activities	**831,535**	1,131,643
Net capital expenditure	**(43,645)**	(147,593)
Dividends paid	**(146,800)**	(316,343)
Placement of pledged deposit	**(149,703)**	(63,554)
Proceeds from bank loans	**–**	61,252
Repayment of bank loans	**(62,396)**	(1,018)
Payment for repurchase of senior unsecured notes	**–**	(1,550,234)
Proceeds from issuance of senior unsecured notes	**–**	2,596,451
Placement of deposits (with maturity over three months)	**(1,068,578)**	(1,037,113)
Interest received	**84,796**	70,114
Interest paid	**(201,794)**	(198,055)
Other net cash inflow	**11**	41,724
Net (decrease)/increase in cash and cash equivalents	**(756,574)**	587,274

The positive net cash generated from operating activities amounted of RMB831.5 million for the year ended 2017 was mainly from the operating profit for the year under review and the net increase in the working capital from the decrease in the amount of trade and bills receivables and the increase in trade and other payables in the year.

During the year under review, certain capital expenditure amounted to RMB43.6 million was incurred mostly for the maintenance capital expenditures of the Wuli Industrial Park, Jinjiang. The pledged bank deposit increased by RMB149.7 million year-on-year which was principally used for the issuance of bills payable to suppliers. The Group also repaid RMB62.4 million short term bank loan, of which RMB1.1 million was the mortgage bank loan for the office in Hong Kong and the balance was used to finance the running of PRC subsidiaries. The interest payment of RMB201.8 million mainly represented the interest for the US$ Notes.

The Group's gearing ratio was 23.1% as at 31 December 2017 (2016: 26.7%). During the year under review, the Group had not entered into any interest rate swap arrangements to hedge against interest rate risks.

Other than the short-term bank borrowings, the mortgage and the US$ Notes, the Group has not used other debt instruments to finance its operations for the year ended 31 December 2017.

TREASURY POLICY AND FOREIGN EXCHANGE RISK

The Group mainly operates in the PRC with most of the transactions settled in Renminbi. Part of the Group's cash and bank deposits are denominated in Hong Kong dollars. The Group also pays declared dividends in Hong Kong dollars.

The Group manages its foreign exchange risk by matching the currency of its loans and borrowings with the Group's functional currency of major cash receipts and underlying assets as far as possible. As at 31 December 2017, only the borrowings from US$ Notes were at fixed rate and the others were at floating rate. As part of its policy, the Group continues to monitor its borrowing profiles (including fixed and floating interest rates) taking into consideration of the funding needs and market conditions to minimise the interest rate exposures. Any substantial exchange rate fluctuation of foreign currencies against Renminbi may have a financial impact on the Group.

During the year under review, the Group did not carry out any hedging activity against foreign currency risk.

PLEDGE OF ASSETS

As at 31 December 2017, a building with net book value of RMB43,010,000 (31 December 2016: RMB47,824,000) was pledged as security for a banking facility of the Group of RMB41,812,000 (31 December 2016: RMB45,004,000). The aforesaid banking facility was used to finance the acquisition of an office unit and the trading activities of a subsidiary in Hong Kong. The office unit is for the Group's own use and not for any investment purpose. Bills payable as at 31 December 2017 were secured by pledged bank deposits of RMB335.3 million.

WORKING CAPITAL MANAGEMENT

The average working capital cycle for the year ended 31 December 2017 was 60 days (2016: 76 days). The decrease was mainly due to the decrease in the trade and bills receivable turnover days and extension of the trade and bill payable turnover cycle despite the increase in inventory turnover days.

The average trade and bills receivable cycle was 155 days as at 31 December 2017 (2016: 163 days), representing a decrease by 8 days. All the trade receivables and bills receivables were within 180 days and 86.1% (2016: 87.9%) were neither considered past due nor impaired as at 31 December 2017. The Group has been staying in touch with all distributors and believes there will be further improvement in the collection of debts and the trade and bills receivable cycle.

The average inventory turnover cycle was 82 days for the year ended 31 December 2017 (2016: 69 days), representing an increase by 13 days. About 90.8% of the stock were finished goods and mainly 2017 winter and 2018 spring products. The increase in inventory was due to the experience of warmer winter in the Southern part of China in 2017 and distributors requested to delay the winter products' delivery schedule in December 2017 to January or February 2018. All these products have subsequently been arranged and delivered to distributors in January and February 2018.

For the year ended 31 December 2017, prepayments to suppliers were RMB631.4 million (2016: RMB585.9 million), representing an increase of 7.8% year-on-year. The prepayments were deposits paid to suppliers for the confirmation and acceptance of orders for production of products to fulfill the orders from 2018 spring and summer trade fairs. The balance of the other prepayments was mainly the payment in relation to the advertising contracts entered into.

MANAGEMENT DISCUSSION AND ANALYSIS

The average trade and bills payable cycle was 177 days for the year ended 31 December 2017 (2016: 156 days). During the year under review, the extension of 21 days was due to more suppliers accepted bills as the settlement for payables which allowed the Group could enjoy the credit from the banks.

SENIOR UNSECURED NOTES

On 3 June 2016, the Group issued the US$ Notes with an aggregate principal amount of US$400 million at an interest rate of 7.25% per annum due 3 June 2021 at an offering price of 99.055% of the aggregated principal amount of US$400 million and listed on the Stock Exchange in Hong Kong (bond stock code: 5662). The net proceeds were mainly used for the finance of redemption of the RMB1.5 billion 7.5% senior unsecured notes due 2017 issued in September 2014 (bond stock code: 85992), development of overseas business and general working capital purposes.

CONTINGENT LIABILITIES

For the year ended 31 December 2017, the Group did not have any material contingent liabilities.

MATERIAL ACQUISITIONS AND DISPOSALS

For the year ended 31 December 2017, the Group had no material acquisitions or disposal of subsidiaries or associates.

SIGNIFICANT INVESTMENTS

For the year ended 31 December 2017, the Group had no significant investments.

As at the date of this report, the Group does not have any future plans for material investment or capital assets for the year ending 31 December 2018 .

EMPLOYEES AND EMOLUMENTS

As at 31 December 2017, the Group employed a total of 8,555 full time employees which included management staff, technicians, salespersons and workers. For the year ended 31 December 2017, the Group's total remuneration of employees was RMB466.3 million, representing 9.0% of the Group's revenue. The Group's emolument policies, based on the performance of individual employees, are formulated to attract talent and retain quality staff. Apart from the mandatory provident fund scheme, which is operating in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees, the state-managed retirement pension scheme for the PRC based employees and medical insurance, discretionary bonuses and employee share options are also awarded to employees according to the assessment of individual performance. The Group believes its strength lies in the quality of its employees and has placed a great emphasis on fringe benefits. The Group also continuously offers comprehensive training to employees in order to foster a learning culture which could strengthen employees' professional knowledge and skills.

PROSPECTS

The Chinese government has been continuing to support the development of the Chinese sports industry since 2014 by launching a series of encouraging policies and measures, which will encourage sport participation by the general public, thus driving a growing demand for sportswear products. However, competition will remain intense but the Group is well positioned to lead and outperform in the next "Golden Decade" of China's sportswear industry through the implementation of its multi-brand strategy by focusing on the five pillars which are *361°* core brands, *361°* Kids, *361°* International, E-commerce, and ONE WAY.

Our goal is not only to become a reputable and leading sportswear brand in China by being a professional running products provider, but also a respectable world-class sportswear company in the long run. We will further utilize our R&D resources and apply innovative technologies to offer competitive and differentiated products to satisfy the specific needs of customers at all levels. In addition, we will continue to implement retail-oriented strategy to help our distributors and authorized retailers maximize profitability and enhance store efficiency. We are encouraging our distributors and authorized retailers to migrate to the eighth generation of store layouts, which will significantly increase the store efficiency and potentially increase retail sales. We believe with such strategies in place, we will be able to capture the growth in this next "Golden Decade" of China's sportswear industry.

REPORT OF THE DIRECTORS

The Directors are pleased to present the annual report together with the audited financial statements for the year ended 31 December 2017.

BUSINESS REVIEW

General

For the review of the business of the Group for the year ended 31 December 2017, please refer to the section headed "Management Discussion and Analysis — Business review" on pages 9 to 18 of this report.

Principal risks and uncertainties facing the Group

The following section lists out the key risks and uncertainties faced by the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined below. Besides, this annual report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

Risks pertaining to the sportswear market in the PRC

The Group's business is subject to laws and regulations applicable to the sportswear industry in the PRC. These laws and regulations are subject to change and their interpretation and enforcement involve uncertainties that could limit the legal protections available to the Group. In addition, the PRC legal system is based in part on government policies that may have retrospective effect, which could cause uncertainties to the Group's business as it will not be possible to predict the effect of future developments in the PRC legal system, including promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the pre-emption of local regulations by national laws. If any of the Group's past operations are deemed to be non-compliant with PRC law, the Group may be subject to penalties and the Group's business and operations may be adversely affected.

Risks pertaining to the distributorship model

The Group relies primarily on a number of third-party distributors for sales of the Group's products. Each distributors has exclusive distribution rights over a certain geographical area, the failure by such distributor to perform its obligations under its distributorship agreement with the Group may result in a material adverse effect on the business of the authorized retailers in such area. Besides, the Group does not have direct control over the authorized retailers to ensure their compliance with the Group's policies, including operational requirements, exclusivity, customer service, store image and pricing. Non-compliance with the Group's policies may cause material adverse effect on the business, financial condition, results of operations and prospects of the Group.

Operational risks

The Group's operation is subject to a number of risk factors distinctive to the sportswear market. Default on the part of the Group's distributors, suppliers and joint ventures partners, and inadequacies or failures of internal processes, people and systems or other external factors may have various levels of negative impact on the results of operations. Additionally, accidents may happen despite systems and policies set up for their prevention, which may lead to financial loss, litigation, or damage in reputation.

Past performance and forward looking statements risks

The performance and the results of operation of the Group as set out in this annual report are historical in nature and past performance is not a guarantee of future performance. This annual report may contain forward-looking statements and opinions that involve risks and uncertainties. Actual results may also differ materially from expectations discussed in such forward-looking statements and opinions. Neither the Group nor the Directors, employees or agents of the Group assume any obligations or liabilities in the event that any of the forward-looking statements or opinions does not materialize or turns out to be incorrect.

Post year-end events

Except as disclosed in this annual report, since 31 December 2017, being the end of the financial year under review, no important event has occurred affecting the Group.

Analysis of key financial performance indicators

For details of the key financial performance indicators to the performance the Group's business, please refer to "Financial Summary" on pages 4 and 5 of this annual report.

Environmental policies and performance

The Group emphasizes in environmental protection during its production process and doing its part in curbing the global climate change.

The Group continues to update the requirements of the relevant environmental laws and regulations applicable to it to ensure compliance. The Group does not produce material waste nor emit material quantities of pollutants during its production process. During the year under review, the Group has complied with the relevant environmental laws and regulations applicable to it in all material respects, including waste water emission permit, solid waste disposal requirements and others.

The Group has also adopted measures in order to achieve efficient use of resources, energy saving and waste reduction. The measures include wastewater and solid waste managements, noise control, greenhouse gas emission and resources management.

The Company will separately publish the Environmental, Social and Governance Report for the year ended 31 December 2017 in compliance with Appendix 27 of the Listing Rules in due course.

Compliance with laws and regulations

The Group continues to update the requirement of the relevant laws and regulations in various countries, particularly in the PRC and Hong Kong, applicable to it to ensure compliance. Substantially a majority of the Group's assets are located in the PRC and the Group's revenue is mainly derived from operations in the PRC. The Group was listed on the Stock Exchange of Hong Kong on 30 June 2009. During the year under review, the Group complied with the relevant laws and regulations in various countries applicable to it in all material respects.

Account of the Group's key relationships

(i) Employees

The Group offers a comprehensive range of staff facilities and fringe benefits to attract, retain and motivate employees. Key personnel have been part of the management team since the inception of business. During the year under review, the Group considered the relationship with employees was well and the turnover rate was acceptable.

(ii) Suppliers

The Group's suppliers include raw material suppliers and contract manufacturers. A majority of footwear is produced by the Group itself while the Group outsources a portion of manufacturing of its footwear products, majority of apparel products, and all of its accessories products to third-party contract manufacturers. All key suppliers have a close and long term relationship with the Group. During the year under review, the Group considered the relationship with its suppliers was well and stable.

(iii) Distributors

The Group adopted the distributorship model for its products in the PRC ever since the beginning of 2008. Under this model, the Group primarily sells products to distributors in the PRC under distributorship agreements, which generally have a term of one year. Each of the distributors has exclusive distribution right over a certain geographical area in the PRC. The Group maintains very good relationship with all the distributors, with the number of distributors being always about 31 with a low turnover rate.

(iv) Authorized retailers

The Group sells products primarily to distributors in the PRC, who in turn sell the same to authorized retailers. Authorized retailers then sell products to consumers. The Group's distributors enter into separate agreements with authorized retailers and require them to comply with the Group's standard operating procedures or policies, which include guidelines on the design and layout of authorized retail outlets, product pricing and customer service. The Group keeps a good relationship with all the authorized retailers through distributors, who act as the bridge of communication.

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is incorporated in the Cayman Islands and has its registered office at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, Cayman Islands. Its principal place of business in Hong Kong is at Room 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the Company's subsidiaries are set out in note 11 to the financial statements on pages 81 to 82 of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the sales and purchases attributable to the major customers and suppliers of the Group respectively during the financial year is as follows:

	Percentage of the Group's total	
	sales	**purchases**
The largest customer	9%	
Five largest customers in aggregate	32%	
The largest supplier		9%
Five largest suppliers in aggregate		30%

At no time during the year have the directors, their close associates or any shareholder of the Company (which to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2017 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 52 to 104 of this annual report.

TRANSFER TO RESERVES AND DIVIDENDS

Profits attributable to equity shareholders, before dividends, of RMB456,706,000 (2016: RMB402,652,000) have been transferred to reserves. Other movements in reserves are set out in the consolidated statement of changes in equity.

An interim dividend of HK7.0 cents per share (2016: HK5.8 cents per share) was paid on 18 September 2017. The Directors recommend, subject to the Company shareholders' approval at the forthcoming AGM, the payment of a final dividend of HK3.6 cents per share (2016: HK1.1 cents per share) for the year ended 31 December 2017.

CHARITABLE DONATIONS

Charitable donations made by the Group during the financial year amounted to RMB32,000 (2016: RMB200,000).

FIXED ASSETS

Details of the movements in fixed assets during the year are set out in note 10 to the financial statements.

SENIOR UNSECURED NOTES

Details of the US$ Notes issued by the Company are set out in note 19 to the financial statements.

REPORT OF THE DIRECTORS

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 22(c) to the financial statements.

PURCHASES, SALES OR BUY-BACKS OF THE COMPANY'S SECURITIES

The Company or any of its subsidiaries did not make any purchase, sale or buy-back of listed securities of the Company for the year ended 31 December 2017.

PRE-EMPTIVE RIGHTS

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

DIRECTORS

The Directors during the financial year were:

Executive Directors

Mr. Ding Huihuang, Chairman
Mr. Ding Wuhao, President
Mr. Ding Huirong, Vice President
Mr. Wang Jiabi, Vice President

Independent non-executive Directors

Mr. Tsui Yung Kwok
Dr. Liao Jianwen
Mr. Li Yuen Fai Roger

Pursuant to Article 84 of the Articles at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation.

By virtue to Article 84 (1) of the Articles, Mr. Ding Huihuang, Mr. Ding Huirong and Mr. Wang Jiabi will retire from office by rotation at the forthcoming AGM, being eligible, each of them will offer themselves for re-election.

DIRECTOR'S SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

PERMITTED INDEMNITY PROVISION

Under the Articles, generally, the Directors shall be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses for acts done, concurred in or omitted in when discharging their duties in the affairs of the Company, other than any matter in respect of any fraud or dishonesty.

In addition, the Company has taken out and maintained insurance for the Directors against liabilities to third parties that may be incurred in the course of performing their duties as at the date of this report.

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

As at 31 December 2017, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited ("the Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by the directors of Company (the "Model Code") contained in the Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") were as follows:

LONG AND SHORT POSITION IN THE COMPANY

Name of Director	Long/short position	Nature of interest	*Note*	Number of shares (ordinary shares)	Percentage
Mr. Ding Wuhao	Long	Interest in controlled corporation	*(1)*	340,066,332	16.46%
Mr. Ding Huihuang	Long	Interest in controlled corporation	*(2)*	324,066,454	15.67%
Mr. Ding Huirong	Long	Interest in controlled corporation	*(3)*	324,066,454	15.67%
Mr. Wang Jiabi	Long	Interest in controlled corporation	*(4)*	168,784,611	8.16%

Notes:

(1) Mr. Ding Wuhao is deemed to be interested in 340,066,332 shares of the Company held by Dings International Company Limited by virtue of it being controlled by Mr. Ding Wuhao. He is the brother-in-law of both Mr. Ding Huihuang and Mr. Ding Huirong.

(2) Mr. Ding Huihuang is deemed to be interested in 324,066,454 shares of the Company held by Ming Rong International Company Limited by virtue of it being controlled by Mr. Ding Huihuang. He is the elder brother of Mr. Ding Huirong and the brother-in-law of Mr. Ding Wuhao.

(3) Mr. Ding Huirong is deemed to be interested in 324,066,454 shares of the Company held by Hui Rong International Company Limited by virtue of it being controlled by Mr. Ding Huirong. He is the brother of Mr. Ding Huihuang and the brother-in-law of Mr. Ding Wuhao.

(4) Mr. Wang Jiabi is deemed to be interested in 168,784,611 shares of the Company held by Jia Wei International Co, Ltd. by virtue of it being controlled by Mr. Wang Jiabi.

Apart from the foregoing, as at 31 December 2017, none of the Directors or chief executive of the Company or any of their spouses or children under eighteen years of age had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company, or any of its holding companies, subsidiaries or other associated corporations (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time was the Company, or any of its holding companies or subsidiaries a party to any arrangements to enable any Director and chief executive of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporations (within the meaning of Part XV of the SFO).

REPORT OF THE DIRECTORS

SHARE OPTION SCHEME

The Company adopted a share option scheme on 10 June 2009 ("the Share Option Scheme") for the purpose of motivating eligible persons to optimise their future contributions to the Group and/or reward them for their past contributions, 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.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the total number of shares in issue at 30 June 2009, i.e. 200,000,000 shares. No options 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 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.

An option may be exercised in accordance with the terms of the Share Option Scheme any time during a period as determined by the board of Directors and not exceeding 10 years from the date of the grant under the Share Option Scheme. There is no minimum period for which an option must be held before it can exercised. Participants of the Share Option Scheme are required to pay the Company HK$1.0 upon acceptance of the grant on or before 28 days after the offer date. The exercise price of the options is determined by the board of Directors 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 Hong Kong 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 immediately preceding the offer date.

The Share Option Scheme shall be valid and effective for a period of 10 years from 30 June 2009, after which no further options will be granted or offered.

No options have been granted under the Share Option Scheme up to 31 December 2017.

As at the date of this annual report, the total number of shares available for issue under the Share Option Scheme was 200,000,000 shares, which represented approximately 9.67% of the Company's issued share capital, and the remaining life of the Share Option Scheme was about 1 year and 4 months.

Apart from the foregoing, at no time during the year was the Company, or any of its holding companies or subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2017, so far as is known to any director or chief executive of the company, the persons (other than the directors and the chief executive of the company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were directly or indirectly, interested in 10% of more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group were as follows:

Name of shareholders	*Note*	Nature of interest	Long/Short position in ordinary shares held[1]	Percentage of total issued shares
Dings International Company Limited	*(2)*	Beneficial owner	L 340,066,332	16.46%
Ming Rong International Company Limited	*(3)*	Beneficial owner	L 324,066,454	15.67%
Hui Rong International Company Limited	*(4)*	Beneficial owner	L 324,066,454	15.67%
Jia Wei International Co., Ltd.	*(5)*	Beneficial owner	L 168,784,611	8.16%
Jia Chen International Co., Ltd.	*(6)*	Beneficial owner	L 168,784,611	8.16%
Wang Jiachen	*(6)*	Interest in controlled corporation	L 168,784,611	8.16%

Notes:

1. The letter "L" indicates long position whereas the letter "S" indicates short position.

2. The entire issued share capital of Dings International Company Limited is owned by Mr. Ding Wuhao, an executive director and the president of the Company. Mr. Ding Wuhao is the brother-in-law of Mr. Ding Huihuang and Mr. Ding Huirong.

3. The entire issued share capital of Ming Rong International Company Limited is owned by Mr. Ding Huihuang, an executive director and the chairman of the Company. Mr. Ding Huihuang is the brother-in-law of Mr. Ding Wuhao and the brother of Mr. Ding Huirong.

4. The entire issued share capital of Hui Rong International Company Limited is owned by Mr. Ding Huirong, an executive director. Mr. Ding Huirong is the brother-in-law of Mr. Ding Wuhao and the brother of Mr. Ding Huihuang.

5. The entire issued share capital of Jia Wei International Co., Ltd. is owned by Mr. Wang Jiabi, an executive director. Mr. Wang Jiabi is the brother of Mr. Wang Jiachen.

6. The entire issued share capital of Jia Chen International Co., Ltd. is owned by Mr. Wang Jiachen, who is the brother of Mr. Wang Jiabi. Jia Chen International Co., Ltd. is interested in 168,784,611 shares of the Company.

REPORT OF THE DIRECTORS

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Directors are satisfied that the Company has maintained the prescribed minimum public float under Rule 8.08 of the Listing Rules.

MANAGEMENT CONTRACTS

Other than Directors' service contracts and employment contracts with the Group's senior management in full-time employment, no contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 December 2017.

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company, or any of its holding companies or subsidiaries was a party, and in which director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2017, none of the Directors or their respective associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group. Please also refer to the paragraph headed "Compliance with the Deed of Non-competition" below.

COMPLIANCE WITH THE DEED OF NON-COMPETITION

Each of Mr. Ding Wuhao, Dings International Company, Mr. Ding Huihuang, Ming Rong International Company Limited, Mr. Ding Huirong and Hui Rong International Company Limited (collectively the "Covenantors" and each a "Covenantor") confirmed that, as at 31 December 2017, he/it had complied with the terms of the deed of non-competition ("Deed of Non-competition") dated 10 June 2009 signed by each of them in favour of the Group.

To monitor the compliance of the terms of the Deed of Non-competition by the Covenantors, the independent non-executive Directors have reviewed, among others, the business activities undertaken by the Covenantors (if any) outside of the Group. Based on the result of such review, the independent non-executive Directors are satisfied that the Covenantors have complied with the terms of the Deed of Non-competition for the year ended 31 December 2017.

BANK LOANS

Particulars of bank loans of the Group as at 31 December 2017 are set out in note 18 to the financial statements.

RELATED PARTY TRANSACTIONS

The related party transactions conducted during the year under review as disclosed in note 25 to the financial statements did not constitute connected transactions as defined under Chapter 14A of the Listing Rules.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group is set out on pages 4 and 5 of this annual report.

RETIREMENT SCHEMES

The Group operates a Mandatory Provident Fund Scheme ("the MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the plan vest immediately.

The employees of the subsidiaries of the Company in the PRC are members of the retirement schemes operated by the local authorities. The subsidiaries are required to contribute a certain percentage of the eligible employees' salaries to these schemes to fund the benefits. The only obligation of the Group with respect to these schemes is the required contributions under the schemes.

The Group's total contributions to retirement schemes charged to the consolidated income statement during the year ended 31 December 2017 amounted to RMB22,037,000 (2016: RMB22,614,000).

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

CORPORATE GOVERNANCE CODE PRACTICES

In the opinion of the Directors, the Company applied the principles and complied with all the code provisions as set out in the Corporate Governance Code contained in the Appendix 14 of the Listing Rules during the year under review other than the inadvertent oversight to include the statement that the Company has established an internal audit function under code provision C.2.1 of the CG Code to be set out in the corporate governance report to the annual report of the Company for the year ended 31 December 2016.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules. Upon the Company's enquires, all the Directors have confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 December 2017.

AUDIT COMMITTEE

The Audit Committee has reviewed with management and the external auditors the accounting principles and policies adopted by the Group and the audited annual consolidated financial statements for the year ended 31 December 2017.

AUDITORS

KPMG will retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order and on behalf of the board of Directors

DING HUIHUANG
Chairman

Hong Kong, 13 March 2018

CORPORATE GOVERNANCE REPORT

The Company has made continuous effort to ensure high standards of corporate governance. The principles of corporate governance adopted by the Company emphasizes a quality board, sound internal controls and accountability to shareholders. These are based upon our established ethical corporate culture.

CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company applied the principles and complied with all the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in the Appendix 14 to the Listing Rules during the year ended 31 December 2017 other than the inadvertent oversight to include the statement that the Company has established an internal audit function under code provision C.2.1 of the CG Code to be set out in the corporate governance report to the annual report of the Company for the year ended 31 December 2016.

COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct for securities transactions. Having made specific enquiries with all of the Directors, all of the Directors confirmed that they had complied with the required standards set out in the Model Code for the year under review.

BOARD OF DIRECTORS

The overall management of the business of the Group is vested in the Board. Key responsibilities of the Board include formulation of the Group's overall strategies and policies, setting of performance targets, evaluation of business performance, oversight of management, include designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement. The management was delegated the authority and responsibilities by the Board for the day-to-day management and operations of the Group.

For the year ended 31 December 2017 and as at 31 December 2017, the Board comprised of four executive Directors and three independent non-executive Directors. Biographical details of the current Directors and the relationships between the Directors (if any) are set out in the section headed "Directors and Senior Management" of this annual report.

Among the members of the Board, Mr. Ding Huihuang and Mr. Ding Huirong are brothers and Mr. Ding Wuhao is the brother-in-law of both Mr. Ding Huihuang and Mr. Ding Huirong.

CORPORATE GOVERNANCE

The Board is entrusted with the overall responsibility of: (i) developing and reviewing the Company's policies and practices on corporate governance and make recommendations to the Board; (ii) reviewing and monitoring the training and continuous professional development of the Company's Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring codes of conduct and compliance manuals (if any) applicable to the Company's employees and Directors; and (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

During the year under review, the Board reviewed and monitored the training and continuous professional development of the Directors and company secretary of the Company in compliance with the CG Code and the Listing Rules. Further, the Board reviewed and monitored the Group's policies and practices, and noted that the Group had complied with the relevant legal and regulatory requirements in all material respects during the year under review. The Board also reviewed the employees' manual applicable to the employees of the Company. Lastly, the Board has reviewed the Company's compliance with the CG Code and the disclosure of this Corporate Governance Report.

Attendance of each Director at the Board and committee meetings held during the year under review is summarized as follows:

	Training courses	Board Meeting *iv*	Annual General Meeting *iv*	Audit Committee *iv*	Remuneration Committee *iv*	Nomination Committee *iv*
Executive Directors						
Mr. Ding Huihuang (Chairman)	*i*	4/4	1/1	N/A	N/A	N/A
Mr. Ding Wuhao (President)	*i*	4/4	0/1	N/A	N/A	1/1
Mr. Ding Huirong (Vice President)	*i*	4/4	1/1	N/A	N/A	N/A
Mr. Wang Jiabi (Vice President)	*i*	4/4	1/1	N/A	1/1	N/A
Independent Non-executive Directors						
Dr. Liao Jianwen	*i*	3/4	0/1	3/3	1/1	N/A
Mr. Tsui Yung Kwok	*i, ii*	4/4	1/1	3/3	1/1	1/1
Mr. Li Yuen Fai Roger	*i, iii*	4/4	1/1	3/3	N/A	1/1

Notes:

i. Directors who attended Corporate Governance training course organised by the Company's legal adviser during the year under review.

ii. Directors who attended courses organised by legal advisers during the year.

iii. Directors who attended courses organised by the Hong Kong Institute of Certified Public Accountants.

iv. Number of meetings attended/number of meetings held.

The Chairman held one meeting with all the independent non-executive Directors without the presence of other executive Directors to discuss of the Company's business during the year under review.

The composition of the Board is well balanced with the Directors having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The executive Directors and independent non-executive Directors bring a variety of experience and expertise to the Company. In determining the independence of the independent non-executive Directors, the Board follows the requirements as set out in Rule 3.13 of the Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

THE ROLES OF THE CHAIRMAN AND PRESIDENT

The divisions of responsibilities between the Chairman of the Board, Mr. Ding Huihuang, and the President, Mr. Ding Wuhao, who effectively performs the functions of the chief executive officer of the Group, are clearly defined and have been approved by the Board.

The Chairman leads the Board in the determination of its strategy and in the achievement of its objectives. He is primarily responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda.

The President is directly in charge of the daily operations of the Group and are accountable to the Board for the financial and operational performance of the Group.

APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 30 June 2009 which is renewable upon expiry, subject to compliance with the Listing Rules and termination in accordance with the provisions of the service contract or by either party giving the other not less than three months' prior written notice.

Each of the independent non-executive Directors has entered into a service contract with the Company for an initial term of three years from their respective dates of appointment which is renewable upon expiry, subject to compliance with the Listing Rules and termination in accordance with the provisions of the service contract or by either party giving the other not less than three months' prior written notice.

In accordance with the Company's articles of association, each year, one third of the Directors (including executive Directors and independent non-executive Directors) for the time being will retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years at the general meeting.

TERMS OF APPOINTMENT OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from 30 June 2009, renewable upon expiry, and each of such service contracts was renewed on 30 June 2012 and 30 June 2015, respectively. Mr. Tsui Yung Kwok, Dr. Liao Jianwen and Mr. Li Yuen Fai Roger, independent non-executive Directors, have entered into a service contract with the Company for a term of three years commencing from 1 September 2012, 1 June 2014 and 1 July 2016, respectively, which are also renewable upon expiry. The service contract of Mr. Tsui Yung Kwok has been renewed to the effect that the term of his existing service contract is three years commencing from 1 September 2015, and further revised a new term on 1 July 2016.

No Director has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

COMPANY SECRETARY

Ms. Choi Mun Duen, the company secretary of the Company, reports to Mr. Ding Wuhao, the President. The details of her biographical is set out in the section headed "Director and Senior Management" of this annual report. Ms. Choi has also confirmed that she has taken no less than 15 hours relevant professional training during the financial year.

BOARD COMMITTEES

As an integral part of good corporate governance practices, the Board has established the following Board committees to oversee particular aspects of the Group's affairs. These committees are governed by their respective written terms of reference approved by the Board.

AUDIT COMMITTEE

The audit committee of the Board (the "Audit Committee") was established on 10 June 2009 with written terms of reference in compliance with the CG Code. During the reporting period, the Audit Committee comprised three members who all are independent non-executive Directors, namely, Mr. Tsui Yung Kwok, Dr. Liao Jianwen and Mr. Li Yuen Fai Roger. Mr. Tsui Yung Kwok is the chairman of the Audit Committee.

The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2017, including the accounting principles and practice adopted by the Group.

The primary duties of the Audit Committee are mainly to: (i) make recommendations to the Board on the appointment, reappointment and removal of the external auditors; (ii) approve the remuneration and terms of engagement of the external auditors, and any questions of its resignation or dismissal; (iii) review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; (iv) discuss with the external auditors regarding the nature and scope of the audit and reporting obligations before the audit commences; (v) develop and implement policy on engaging an external auditors to supply non-audit services, identifying and making recommendations on any matters where action or improvement is needed; (vi) monitor integrity of the Company's financial statements, annual report, accounts and half-year report; (vii) review significant financial reporting judgements contained in them; and (viii) assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems. In reviewing these reports before their submission to the Board, the Audit Committee has focused particularly on:

(i) any changes in accounting policies and practices;

(ii) major judgmental areas;

(iii) significant adjustments resulting from audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards; and

(vi) compliance with the Listing Rules and legal requirements in relation to financial reporting.

The duties of the Audit Committee also include reviewing the arrangements which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control, risk management systems or other matters. The Audit Committee has ensured that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up actions, and acts as the key representative body for overseeing the Company's relations with the external auditors.

The Audit Committee held three meetings during the year ended 31 December 2017 with two meetings having been attended by external auditors. The meetings discussed the auditing, internal audit function, internal controls and financial reporting matters of the Company. The Audit Committee has: (i) considered significant or unusual items that are, or may need to be, reflected in the reports and accounts and matters that have been put forward by the Company's staff responsible for the accounting and financial reporting function as well as external auditors; (ii) oversighted the Company's financial reporting system and internal control procedures to review the Company's financial controls, internal control and risk management systems; (iii) reviewed the effectiveness of internal audit function by the review of internal audit reports and meeting with the head of internal audit department; and (iv) discussed with the management about the internal control system of the Company to ensure that management has performed its duty to have an effective internal control system. The discussion also included (a) the adequacy of resources; (b) staff qualifications and experience; (c) training programmes and budget of the Company's accounting and financial reporting function; (d) major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings; (e) ensured co-ordination between the internal and external auditors; (f) ensured the internal audit function is adequately resourced and has appropriate standing within the Company; (g) reviewed and monitored the effective of the internal audit function of the Group; (h) review of the Group's financial and accounting policies and practices and the external auditors' management letter; (i) material queries raised by the external auditors to management about accounting records, and financial accounts and systems of control as well as management's responses. During the year under review, the Audit Committee has also reviewed the consolidated financial statements of the Group for the six months ended 30 June 2017 and the year ended 31 December 2017. For the details of members' attendance of the Audit Committee's meeting, please refer to the table on P.37.

REMUNERATION COMMITTEE

The remuneration committee of the Board (the "Remuneration Committee") was established on 10 June 2009 with written terms of reference in compliance with the CG Code. During the reporting period, the Remuneration Committee comprised three members, namely, Mr. Wang Jiabi, Dr. Liao Jianwen and Mr. Tsui Yung Kwok. Dr. Liao Jianwen, an independent non-executive Director, is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include to: (i) make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; (iii) make recommendation to the Board on the remuneration packages of individual executive Directors and senior management including benefits in kind, pension rights and compensation payments; (iv) make recommendations to the Board on the remuneration of non-executive Directors; (v) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; (vi) review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; and (vii) ensure that no director or any of his associates is involved in deciding his own remuneration.

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence.

The emolument of the Directors are recommended by the Remuneration Committee, having regard to the Company's operating results, individual performance, experience, responsibility, workload and time devoted to the Company and comparable market statistics. Each of the executive Directors is entitled to a basic salary which is reviewed annually. In addition, each of the executive Directors may receive a discretionary bonus as the Board may recommend, the aggregate amount for all executive Directors shall not exceed 5% of the audited consolidated net profits after tax of the Group for the relevant financial year. Such amount has to be approved by the Remuneration Committee.

The Remuneration Committee held one meeting to assess performance of the executive Directors, and review and approve the remuneration packages of Directors and senior management of the Group during the year ended 31 December 2017.

For the details of members' attendance of the Remuneration Committee Meeting, please refer to the table on P.37.

NOMINATION COMMITTEE

The nomination committee of the Board (the "Nomination Committee") was established on 10 June 2009 with written terms of reference in compliance with the CG Code. During the reporting year, the Nomination Committee comprised of three members, namely Mr. Ding Wuhao, Mr. Tsui Yung Kwok and Mr. Li Yuen Fai Roger. Mr. Li Yuan Fai Roger is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include to: (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board annually and make recommendations on any proposed changes to the Board to complement the corporate's strategy; (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of independent non-executive Directors; and (iv) make recommendations to the Board on the appointment or reappointment of Directors and succession planning for directors, in particular the Chairman and the President of the Company.

The Nomination Committee held one meeting in the year ended 31 December 2017 to nominate the members of Board for retirement and re-election at the forthcoming AGM and to review the structure, size and composition of the Board. For the details of members' attendance of the Nomination Committee meeting, please refer to P.37.

The Company has adopted the board diversity policy on 29 August 2013 (the "Board Diversity Policy"). The purpose of the Board Diversity Policy is to set out the basic principles to be followed to ensure that the Board has appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance. Under the Board Diversity Policy, the selection of Board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to, gender, race, language, cultural background, educational background, industry experience and professional experience, which are the measurable objectives for implementing the Board Diversity Policy.

The Nomination Committee has primary responsibility for identifying suitably qualified candidates to become members of the Board and shall give adequate consideration to the Board Diversity Policy in selection of Board candidates. Board nomination and appointments will continue to be made on merit basis based on the Group's business needs from time to time with adequate consideration of diversity of Board members.

The Nomination Committee is also responsible for reviewing the Board Diversity Policy, developing and reviewing measureable objectives for implementing the policy and monitoring the progress on achieving these measurable objectives. The review of the Board Diversity Policy and the measureable objectives shall be carried out at least annually to ensure the continued effectiveness of the Board.

During the year under review, the Nomination Committee considered the Board Diversity Policy and whether the Board had the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance. After due consideration, the Nomination Committee has concluded that based on the Company's existing business model and specific needs, the current composition of the Board satisfies the Board Diversity Policy for the year under review.

CORPORATE GOVERNANCE REPORT

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Remuneration of the members of the senior management by band for the year ended 31 December 2017 is set out below:

Remuneration bands (HK$)	Number of persons
HK$1,500,001 to HK$2,000,000	1
HK$2,000,001 to HK$2,500,000	2
HK$2,500,001 to HK$3,000,000	1
HK$3,000,001 to HK$3,500,000	1

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 7 and 8 to the financial statements, respectively.

DIRECTORS' RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for each financial year which give a true and fair view of the state of affairs of the Group. However, the above statement should be read in conjunction with, but distinguished from, the independent auditor's report in the section headed "Independent Auditor's Report" which acknowledges the reporting responsibilities of the Group's auditor.

Auditors' Remuneration

During the year ended 31 December 2017, the remuneration paid or payable to the external auditors, in respect of their audit services are as follows:

	2017
Statutory audit services	RMB3,960,000

During the year ended 31 December 2017, the external auditors did not provide any non-audit services.

Risk Management and Internal Control

The Board acknowledges its responsibility for ensuring that sound and effective internal control systems are maintained so as to safeguard the Group's assets and the interest of shareholders. The Board has developed and established its systems of internal control and risk management and established the internal audit function. The Board is also responsible for reviewing and maintaining an adequate internal control system to safeguard the interests of the shareholders and the assets of the Company.

During the year under review, the Board conducted reviews of the internal control systems of the Company from time to time and considered that such the internal control systems of the Company had been implemented effectively. The reviews covered all material controls, including financial, operational and compliance controls, internal audit function and risk management functions. The Board also considered the Group's adequacy of resources, qualifications and experience of staff in its accounting and financial reporting functions, and their training programmes and budget. Based on the reviews carried out during the year under review, the Board is of the view that the risk management system, the internal control system and the internal audit function are effective and adequate.

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHTS

Relationship with Investors

The Board recognises that effective and timely communication with the Company's investors plays a crucial role in maintaining existing investors' confidence and attracting new investors, so the Group continuously places great importance on proactive communication with its existing and potential investors.

The Group's Investor Relations Department has maintained close communication with shareholders and investors through email, conference call, one-on-one meetings, attending broker conferences, and non-deal roadshows, to ensure that investors and shareholders have received the Company's updates in a fair and timely manner and to facilitate their investment decision-making. Company site visits, trade fairs, store visits and other events are also arranged to deepen investors' understanding of our business and operations. The investors may also check our Investor Relations website at www.ir.361sport.com where the Group's announcements, financial information, stock quotes, analyst coverage, press releases and other information are posted. The Group welcomes all investors to continue to give their opinions and suggestions to the Group. Please feel free to contact our Investor Relations Department at nina@361sportshk.com.

During the review period, we were honored to win the "Best Investor Relations Company — Small Cap", "Best Investor Relations Officer — Small Cap", and "Best Investor Meeting — Small Cap" at the Hong Kong Investor Relations Association 3rd Investor Relations Awards", which demonstrated investors' recognition of our continuous pursuit of excellence and commitment to best practices in investor relations.

Voting by Poll

Resolutions put to vote at the general meetings of the Company (other than on procedural and administrative matters) are taken by poll. Procedures regarding the conduct of voting by poll are explained to the shareholders at the commencement of each general meeting, and questions from shareholders regarding the voting procedures are answered. Results of votings would be declared at the meeting and published on the websites of the Stock Exchange and the Company respectively.

Convening of extraordinary general meeting on requisition by Shareholders

Pursuant to Articles 57 of the articles of association of the Company, each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

The Board may whenever it thinks fit call extraordinary general meetings. Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for putting forward proposals at general meetings

Any shareholder of the Company who wishes to put forward proposals at general meetings of the Company shall submit such proposals to the Board in writing for the Board's consideration not less than 7 days prior to the date of a general meeting through the Company Secretary whose contact details are set out in the paragraph "Procedures for directing shareholders' enquiries to the Board" below.

Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the company secretary whose contact details are as follows:

The Company Secretary
361 Degrees International Limited
Room 1609, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong
Email: 361@361sportshk.com
Tel No.: +852 2907 7088
Fax No.: +852 2907 7198

The Company Secretary shall forward shareholders' enquiries and concerns to the Board and/or relevant Board committees of the Company, where appropriate, in order for the Board to respond to such enquires.

Constitutional Documents

There was no change in the memorandum and articles of association of the Company during the year ended 31 December 2017.

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive Directors

Mr. Ding Wuhao (丁伍號), aged 52, joined the Group in June 2003 and has been the President of the Company since August 2008. He is primarily responsible for the Group's overall strategies, planning and business development. He has over 20 years of experience in the PRC sportswear industry. Since December 2006, he has been a member of the Chinese People's Political Consultative Conference ("CPPCC") Fujian Province Jinjiang City Committee (中國人民政治協商會議福建省晉江市委員會). In October 2008, he received the award of the "2008 Most Socially Responsible Entrepreneur in China" (2008年度中國最具社會責任企業家) by the Annual Selection Organising Committee of China Human Resources Management (中國人力資源管理年度評選組委會). In May 2009, he received the "Contribution Award for China TV Sports Programmes" (中國體育電視貢獻獎)by CCTV Sports Channel (中央電視台體育頻道). In 2010, he was awarded "Top Ten Chinese Entrepreneur of Integrity of the Year (創業中國年度十大誠信人物獎)" by "Example for China (《榜樣中國》)", "Outstanding Contribution Award for Asian Games (亞運突出貢獻獎)" by 16th Asian Games Organizing Committee (第十六屆亞運會組委會), and "Outstanding Contribution Award of Asian Games (亞洲體育傑出貢獻獎)" by Olympic Council of Asia (亞洲奥林匹克理事會). In 2011, he was awarded "The Most Caring Chinese Entrepreneur on Staff's Development (中國最關注員工發展企業家)" at the eighth session of China Human Resource Management Innovation Summit (第八屆中國人力資源管理創新高峰會) and "Top Ten Youth Business Leader in Asia (亞洲十大青年商業領袖)" by Forbes. He completed a CEO in China's Enterprise/Finance program at the Cheung Kong Graduate School of Business in August 2012. Mr. Ding is the brother- in-law of Mr. Ding Huihuang and Mr. Ding Huirong, both of whom are executive Directors. Mr. Ding is the sole director and sole shareholder of Dings International Company Limited, a substantial shareholder of the Company.

Mr. Ding Huihuang (丁輝煌), aged 52, joined the Group in June 2003. He was appointed as an executive Director in August 2008 and is the chairman of the Company. He is primarily responsible for overall strategies, operation planning and footwear production. He has over 20 years of experience in the PRC sportswear industry. He was awarded the "Top Ten Outstanding Youths in China Industrial Economy" (中國工業經濟十大傑出青年) by the Organising Committee of China Industry Forum (中國工業論壇組委會) in January 2008 and the "Top Ten Outstanding Youth Entrepreneurs of Quanzhou City" (泉州市十大傑出青年企業家) jointly issued by 18 governmental and commercial institutions in Quanzhou City, Fujian Province, the PRC in February 2007. He has been a standing member of the third committee of Quanzhou City Shoe Commercial Association (泉州市鞋業商會) and a vice chairman of Fujian Province Shoe Industry Association (福建省鞋業行業協會) since January 2006 and January 2007 respectively. Mr. Ding is the elder brother of Mr. Ding Huirong and the brother-in-law of Mr. Ding Wuhao, both of whom are executive Directors. Mr. Ding is the sole director and sole shareholder of Ming Rong International Company Limited, a substantial shareholder of the Company.

Mr. Ding Huirong (丁輝榮), aged 46, joined the Group in June 2003 and was appointed as an executive Director in August 2008 and is a vice president of the Company. He is primarily responsible for financial management and infrastructure construction management of the Company, more specifically the construction of the new production facility and warehouse of the Group at the Wuli Industrial Park. He has over 20 years of experience in financial management. Mr. Ding is the younger brother of Mr. Ding Huihuang and the brother-in- law of Mr. Ding Wuhao, both executive Directors. Mr. Ding is the sole director and sole shareholder of Hui Rong International Company Limited, a substantial shareholder of the Company.

Mr. Wang Jiabi (王加碧), aged 60, joined the Group in June 2003 and was appointed as an executive Director in August 2008 and is a vice president of the Company. He is primarily responsible for the human resources and external public relationship. Mr. Wang has over 20 years of experience in the PRC sportswear industry. He has completed an EMBA programme offered by Peking University (北京大學) in January 2010. Mr. Wang is the sole director and sole shareholder of Jia Wei International Co., Ltd., a substantial shareholder of the Company.

Independent non-executive Directors

Mr. Tsui Yung Kwok (徐容國), aged 49, joined the Group in September 2012 and is an independent non-executive Director. Mr. Tsui has over 20 years of experience in accounting and finance. He was awarded a bachelor degree in Business (Accounting) from Curtin University of Technology, Australia and a master degree in Corporate Governance from The Hong Kong Polytechnic University. He is currently the chief financial officer and an executive director of Ju Teng International Holdings Limited (Stock code: 03336). He is also an independent non-executive director of Shenguan Holdings (Group) Limited (Stock code: 00829), SITC International Holdings Limited (Stock code: 01308) and Cabbeen Fashion Limited (Stock code: 02030). Mr. Tsui is a member of Chartered Accountants Australia and New Zealand, CPA Australia, the Hong Kong Institute of Chartered Secretaries and HKICPA.

Dr. Liao Jianwen (廖建文), aged 50, joined the Group in June 2014 and is an independent non-executive Director. Dr. Liao is the Chief Strategy Officer of the JD Group (京東集團). His professional experience spans across North America and Asia. He was the Associate Dean, Academic Director of Innovation Center, and Professor of Managerial Practice in Strategy, Innovation and Entrepreneurship at the Cheung Kong Graduate School of Business. He was also a tenured associate professor at the Stuart School of business, Illinois Institute of Technology during 2006 to 2012. Additionally, he held various visiting professor positions at Hong Kong University of Science and Technology, China European International Business School (the "CEIBS") and Peking University. Dr. Liao is primarily engaged in cross disciplinary research in strategy, innovation and entrepreneurship, and in particular the area of business transformation through digital technologies. He has won several awards for his research and teaching, including the research grant awards from the US Small Business Administration in 2007 and 2008 and the Excellence in Teaching Award in 2009 at Stuart School of Business at Illinois Institute of Technology. Dr. Liao also serves as an independent director at Colour Life Services Group Co. (Stock code: 01778), Fantasia Group (Stock Code: 01777) and Merchant Shekou (Stock Code: 001979.SZ). Dr. Liao received his Bachelor of Engineering from Northeastern University in July 1988, his Master of Economics from Renmin University of China in February 1991 and his Ph.D of Business Administration from Southern Illinois University at Carbondale, United States in August 1996.

Mr. Li Yuen Fai Roger (李苑輝), aged 57, joined the Group in July 2016 and is an independent non-executive Director. Mr. Li has over 30 years of experience in corporate finance, accounting, auditing, corporate administration and business development. He is currently the sole practitioner for Roger Li & Co, a certified public accountant firm in Hong Kong from 2003. Mr. Li is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Taxation Institution of Hong Kong and was a member of the 7th, 8th and 9th Member of People's Political and Consultative Congress of Heilongjiang Province in the People's Republic of China and was appointed as the Economic Advisor of the Government of Chengde City of Hebei Province in the People's Republic of China in 1995.

SENIOR MANAGEMENT

Mr. Lu Ning (盧寧), aged 50, is the brand president of the Group in charge of the footwear business, apparel business, product centre and operation department of the Group. He has over 20 years experiences in managing international renowned sportswear brands. He joined the Group in March 2013. Mr. Lu received his bachelor's degree in Economic Investment from the Nanjing University (南京大學) in 1996 and enrolled the Executive Master of Business Administration (EMBA) at the China Europe International Business Schoo (中歐國際工商學院) in March 2011.

Mr. Lin Bing Huang (林炳煌), aged 60, is the general manager of International Business Department of the Group and primarily responsible for the development and daily operation of the Group's overseas business. He has over 30 years experiences in managing international renowned sportswear brands. He joined the Group in August 2013. Mr. Lin received his bachelor's degree in International Trade from Tunghai University (東海大學) in Taiwan.

Ms. Choi Mun Duen (蔡敏端), aged 49, is the chief financial officer, an authorized representative and the company secretary of the Group and is responsible for the overall financial management and company secretarial functions of the Group. She joined the Group in October 2008. Ms. Choi has over 20 years of experience in auditing, finance and accounting. She received her bachelor's degree in accounting and finance from University of Glamorgan in the U.K. She is a certified public accountant of the HKICPA and a fellow member of the ACCA.

Ms. Zhan Xiao Xiao (詹瀟瀟), aged 36, is the vice-president of investor relations and is primarily responsible for the Group's investor relations programme. She joined the Group in October 2015. Ms. Zhan has over 10 years of experience in corporate finance, investor relations, corporate governance and management from her previous positions in investment banking, communication advisory and Hong Kong Listed Company. She received her bachelor's degree from Peking University, majoring in International Relations and double majoring in Economics. She received her master's degree from the University of Pennsylvania in 2005, majoring in International Political Economy.

Mr. Chen Jian Ci (陳建次), aged 47, is the vice president of supply chain management center and primarily responsible for overall planning in warehouse, logistics and network, integrating data stream and managing enterprise information system deployment of the Group. He has over 15 years of experience in information system related works and has worked in world renowned enterprises. He joined the Group in December 2011. Mr. Chen received his bachelor's degree in information management from Tamkang University (淡江大學) in Taiwan in 1995.

Mr. James Edward Monahan, aged 51, is the vice president of one of the wholly-owned subsidiaries of the Group in the United States, and primarily responsible for directing the introduction and growth of the Group's brands in the United States, Canada, Mexico and Central America. He has over 25 years of experience in the sporting goods industry with a leading international sports brand, including global roles in both product creation and marketing. He joined the Group in May 2014. Mr. Monahan received his bachelor's degree in education from Montclair State University in the United States.

Mr. Jurian Elstgeest, aged 45, is the managing director of one of the wholly-owned subsidiaries of the Group in Europe, and primarily responsible for managing and establishment of the Group's brand and business in the Europe, the Middle East and Africa. He has over 20 years of experience in sporting goods retail and with sports brands, managing retail buying, sales, product, brand and business expansion. Mr. Elstgeest joined the Group in June 2016. He received his Bachelor in Fashion Management at the Hogeschool in Amsterdam.

INDEPENDENT AUDITOR'S REPORT

KPMG

Independent auditor's report to the shareholders of
361 Degrees International Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of 361 Degrees International Limited ("the Company") and its subsidiaries ("the Group") set out on pages 52 to 104, which comprise the consolidated statement of financial position as at 31 December 2017, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Revenue recognition: Distributor arrangements

Refer to note 3 to the consolidated financial statements on page 71 and the accounting policy 1(r) on page 67.

The Key Audit Matter	How the matter was addressed in our audit
Revenue of the Group mainly comprises sales of footwear, apparel and accessories through its network of distributors. The Group enters into framework distribution agreements with its distributors every year. According to the terms of the distribution agreements, revenue is recognised when the goods are received and accepted by the distributors, which is considered to be the point in time when the related risks and rewards of ownership of the goods are transferred to the distributors. The Group sources, manufactures and sells its products based on purchase orders placed by the distributors during several trade fairs held by the Group during the year. We have identified the recognition of revenue from distribution arrangements as a key audit matter because revenue is one of the key performance indicators of the Group and because there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.	Our audit procedures to address the recognition of revenue from distribution arrangements included the following: • inspecting all distribution agreements signed in the current year and considering whether the distribution agreements contained terms allowing the distributors to make any sales returns; • comparing, for a sample of sales transaction just before and just after the financial year end, details in the sales invoices to the relevant goods delivery notes, which were signed by the distributors to indicate their acceptance of the goods, to assess if the related revenue had been recognised in the appropriate financial period on the basis of the terms of sales as set out in the distribution agreements; • inspecting all sales returns during the reporting period and after the financial year end to assess whether sales returns had been accounted for in the appropriate financial period; • obtaining external confirmations of the value of sales transactions for the year ended 31 December 2017 and outstanding trade receivable balances as at that date directly from distributors, on a sample basis; • inspecting the sales invoices and related goods delivery notes with the distributors' signed acceptance for sales transactions for the year ended 31 December 2017 where the distributors did not return the requested confirmations; • inspecting significant manual adjustments to revenue during the reporting period, enquiring of management the reasons for such adjustments and comparing the details of the adjustments to relevant underlying documentation.

INDEPENDENT AUDITOR'S REPORT

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Kim Tak.

KPMG
Certified Public Accountants

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

13 March 2018

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 31 December 2017 (Expressed in Renminbi)

	Note	2017 RMB'000	2016 RMB'000
Revenue	3	**5,158,200**	5,022,678
Cost of sales		**(3,001,815)**	(2,912,770)
Gross profit		**2,156,385**	2,109,908
Other revenue	4	**179,838**	112,824
Other net gain/(loss)	4	**46,043**	(10,021)
Selling and distribution expenses		**(891,995)**	(794,185)
Administrative expenses		**(502,719)**	(469,201)
Profit from operations		**987,552**	949,325
Loss on repurchase of senior unsecured notes	19	**–**	(55,068)
Finance costs	5(a)	**(213,761)**	(186,935)
Profit before taxation	5	**773,791**	707,322
Income tax	6(a)	**(306,516)**	(286,592)
Profit for the year		**467,275**	420,730
Attributable to:			
Equity shareholders of the Company		**456,706**	402,652
Non-controlling interests		**10,569**	18,078
Profit for the year		**467,275**	420,730
Earnings per share	9		
Basic (cents)		**22.1**	19.5
Diluted (cents)		**22.1**	19.5

The notes on pages 59 to 104 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 22(b).

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2017 (Expressed in Renminbi)

	2017 RMB'000	2016 RMB'000
Profit for the year	**467,275**	420,730
Other comprehensive income for the year		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of financial statements	**93,288**	(65,621)
Total comprehensive income for the year	**560,563**	355,109
Attributable to:		
Equity shareholders of the Company	**549,994**	337,031
Non-controlling interests	**10,569**	18,078
Total comprehensive income for the year	**560,563**	355,109

The notes on pages 59 to 104 form part of these financial statements. There was no tax effect relating to the components of other comprehensive income.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at 31 December 2017 (Expressed in Renminbi)

	Note	2017 RMB'000	2016 RMB'000
Non-current assets			
Property, plant and equipment	10	**1,122,775**	1,207,903
Interests in leasehold land held for own use under operating leases	10	**114,285**	117,108
		1,237,060	1,325,011
Other financial asset	12	**6,763**	6,763
Deposits and prepayments	14	**95,815**	101,586
Deferred tax assets	21(b)	**53,214**	22,501
		1,392,852	1,455,861
Current assets			
Inventories	13	**813,751**	540,593
Trade debtors	14	**1,928,889**	2,036,914
Bills receivable	14	**220,900**	184,405
Deposits, prepayments and other receivables	14	**727,536**	667,727
Pledged bank deposits	15&16	**335,283**	185,580
Deposits with banks	16	**3,605,691**	2,537,113
Cash and cash equivalents	16	**2,116,422**	2,881,632
		9,748,472	9,033,964
Current liabilities			
Trade and other payables	17	**2,263,505**	1,927,674
Bank loans	18	**12,814**	76,236
Current taxation	21(a)	**468,040**	339,193
		2,744,359	2,343,103
Net current assets		**7,004,113**	6,690,861

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at 31 December 2017 (Expressed in Renminbi)

	Note	2017 RMB'000	2016 RMB'000
Total assets less current liabilities		**8,396,965**	8,146,722
Non-current liabilities			
Interest-bearing borrowings	19	**2,565,480**	2,726,929
Deferred tax liabilities	21(b)	**–**	2,071
		2,565,480	2,729,000
NET ASSETS		**5,831,485**	5,417,722
CAPITAL AND RESERVES			
Share capital	22(c)	**182,298**	182,298
Reserves		**5,524,156**	5,120,962
Total equity attributable to equity shareholders of the Company		**5,706,454**	5,303,260
Non-controlling interests		**125,031**	114,462
TOTAL EQUITY		**5,831,485**	5,417,722

Approved and authorised for issue by the board of directors on 13 March 2018.

Director *Director*

The notes on pages 59 to 104 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2017 (Expressed in Renminbi)

		Attributable to equity shareholders of the Company									
	Note	Share capital RMB'000	Share premium RMB'000	Capital reserve RMB'000	Other reserve RMB'000	Statutory reserve RMB'000	Exchange reserve RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2016		182,298	67,059	156,252	90,489	545,845	(72,049)	4,312,678	5,282,572	83,885	5,366,457
Changes in equity for 2016:											
Profit for the year		–	–	–	–	–	–	402,652	402,652	18,078	420,730
Other comprehensive income		–	–	–	–	–	(65,621)	–	(65,621)	–	(65,621)
Total comprehensive income		–	–	–	–	–	(65,621)	402,652	337,031	18,078	355,109
Contribution by owners		–	–	–	–	–	–	–	–	12,279	12,279
Business combination		–	–	–	–	–	–	–	–	220	220
Appropriation to statutory reserve		–	–	–	–	11,181	–	(11,181)	–	–	–
Dividends declared and paid during the year	22(b)	–	(67,059)	(156,252)	–	–	–	(93,032)	(316,343)	–	(316,343)
Balance at 31 December 2016		182,298	–	–	90,489	557,026	(137,670)	4,611,117	5,303,260	114,462	5,417,722
Balance at 1 January 2017		**182,298**	**–**	**–**	**90,489**	**557,026**	**(137,670)**	**4,611,117**	**5,303,260**	**114,462**	**5,417,722**
Changes in equity for 2017:											
Profit for the year		**–**	**–**	**–**	**–**	**–**	**–**	**456,706**	**456,706**	**10,569**	**467,275**
Other comprehensive income		**–**	**–**	**–**	**–**	**–**	**93,288**	**–**	**93,288**	**–**	**93,288**
Total comprehensive income		**–**	**–**	**–**	**–**	**–**	**93,288**	**456,706**	**549,994**	**10,569**	**560,563**
Appropriation to statutory reserve		**–**	**–**	**–**	**–**	**1,672**	**–**	**(1,672)**	**–**	**–**	**–**
Dividends declared and paid during the year	22(b)	**–**	**–**	**–**	**–**	**–**	**–**	**(146,800)**	**(146,800)**	**–**	**(146,800)**
Balance at 31 December 2017		**182,298**	**–**	**–**	**90,489**	**558,698**	**(44,382)**	**4,919,351**	**5,706,454**	**125,031**	**5,831,485**

The notes on pages 59 to 104 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2017 (Expressed in Renminbi)

	Note	2017 RMB'000	2016 RMB'000
Operating activities			
Profit before taxation		**773,791**	707,322
Adjustments for:			
Depreciation	5(c)	**117,855**	107,927
Amortisation of land lease premium	5(c)	**2,823**	2,152
Finance costs	5(a)	**213,761**	186,935
Interest income	4	**(85,564)**	(75,984)
Loss on repurchase of senior unsecured notes	19	**–**	55,068
Net loss on disposal of property, plant and equipment	4	**28**	256
Dividend income from investments in securities		**–**	(3,838)
Reversal of impairment losses on trade receivables	5(c)	**–**	(23,500)
Effect of foreign exchange rates changes		**(69,245)**	49,932
Changes in working capital:			
(Increase)/decrease in inventories		**(273,158)**	11,364
Decrease in trade debtors		**108,025**	218,524
(Increase)/decrease in bills receivable		**(36,495)**	51,105
Increase in deposits, prepayments and other receivables		**(59,040)**	(20,472)
Increase in trade and other payables		**349,207**	60,402
Cash generated from operations		**1,041,988**	1,327,193
People's Republic of China ("PRC") income tax paid		**(210,453)**	(195,550)
Net cash generated from operating activities		**831,535**	1,131,643
Investing activities			
Payment for the purchase of property, plant and equipment		**(43,645)**	(147,593)
Proceeds from disposal of property, plant and equipment		**11**	239
Payment for the acquisition of a subsidiary, net of cash acquired		**–**	14,581
Proceeds of capital reduction of investments in securities		**–**	10,787
Dividends received from investments in securities		**–**	3,838
Increase in pledged bank deposits		**(149,703)**	(63,554)
Increase in deposits with banks		**(1,068,578)**	(1,037,113)
Interest received		**84,796**	70,114
Net cash used in investing activities		**(1,177,119)**	(1,148,701)

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2017 (Expressed in Renminbi)

	Note	2017 RMB'000	2016 RMB'000
Financing activities			
Proceeds from senior unsecured notes	*16(b)*	**–**	2,596,451
Repurchase of senior unsecured notes	*16(b)*	**–**	(1,550,234)
Proceeds from bank loans	*16(b)*	**–**	61,252
Repayment of bank loans	*16(b)*	**(62,396)**	(1,018)
Interest paid	*16(b)*	**(201,794)**	(198,055)
Dividends paid	*22(b)*	**(146,800)**	(316,343)
Proceeds from investors		**–**	12,279
Net cash (used in)/generated from financing activities		**(410,990)**	604,332
Net (decrease)/increase in cash and cash equivalents		**(756,574)**	587,274
Cash and cash equivalents at 1 January	*16(a)*	**2,881,632**	2,286,225
Effect of foreign exchange rate changes		**(8,636)**	8,133
Cash and cash equivalents at 31 December	*16(a)*	**2,116,422**	2,881,632

The notes on pages 59 to 104 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2017 comprise the Company and its subsidiaries (together referred to as the "Group").

The Company and other investment holding subsidiaries incorporated in the Cayman Islands, the British Virgin Islands (the "BVI") and Hong Kong have their functional currency in Hong Kong dollars and subsidiaries established in the PRC have their functional currency in Renminbi ("RMB"). As the Group mainly operates in the PRC, RMB is used as the presentation currency of the Group's financial statements. All financial information presented is rounded to the nearest thousand except otherwise stated. The measurement basis used in the preparation of the financial statements is the historical costs basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

(c) Change in accounting policies

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these impact on the accounting policies of the Group. However, additional disclosure has been included in note 16(b) to satisfy the new disclosure requirements introduced by the amendments to HKAS 7, Statement of cash flows: Disclosure initiative, which require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

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

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see note 1(e)). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

(e) Subsidiaries and non-controlling interests

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

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(l) or (m) depending on the nature of the liability.

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

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Subsidiaries and non-controlling interests (Continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(i)), unless the investment is classified as held for sale.

(f) Other investments in equity securities

Investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 1(i)).

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

(g) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(i)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initiate estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(t)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

— Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion

— Plant and machinery	5–10 years
— Office equipment and other fixed assets	2–10 years
— Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Leased assets

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

(i) Classification of assets leased to the Group

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

(i) Impairment of assets

(i) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

— significant financial difficulty of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

— significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and

— a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Impairment of assets (Continued)

(i) Impairment of investments in equity securities and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

— For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.

— For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

  If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Impairment of assets (Continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that property, plant and equipment, interests in leasehold land held for own use under operating leases, non-current deposits and prepayments and investment in subsidiary may be impaired or an impairment loss previously recognised no longer exists or may have decreased.

If any such indication exists, the asset's recoverable amount is estimated.

— *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

— *Reversals of impairment losses*

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(j) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

Bills receivable are derecognised if substantially all the risks and rewards of ownership of the bills receivable are transferred. If substantially all the risks and rewards of ownership of bills receivable are retained, the bills receivable are continued to be recognised in the statement of financial position.

(l) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(m) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(o) Employee benefits

Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contribution to relevant local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

— in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

— in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either;

  — the same taxable entity; or

  — different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Sale of goods

Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts and goods return.

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method.

(iii) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of subsidiaries with functional currency other than RMB are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a subsidiary with functional currency other than RMB, the cumulative amount of the exchange differences relating to that subsidiary is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(u) Research and development and advertising

Expenditure on research and development and advertising activities is recognised as an expense in the period in which it is incurred. Prepayment for advertising are recognised as an expense in equal instalments over the periods covered by the agreement term.

(v) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(w) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

No geographic information is shown as the revenue and profit from operations of the Group are mainly derived from activities in the PRC.

2 ACCOUNTING JUDGEMENT AND ESTIMATES

(a) Sources of estimation uncertainty

Notes 23 contain information about the assumptions and their risk factors relating to fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

(i) Useful lives of property, plant and equipment

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

(ii) Impairment losses on trade debtors and bills receivable

The Group recognises impairment losses on doubtful debts based on an assessment of the recoverability of trade debtors and bills receivable. Impairments are applied to trade debtors and bills receivable where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and doubtful debts expenses in the period in which such estimate has been changed.

(iii) Other impairment losses

If circumstances indicate that carrying value of investment in subsidiary, property, plant and equipment, interest in leasehold land held for own use under operating leases, non-current deposits and prepayments and other financial assets may not be recoverable, these assets may be considered impaired, and an impairment loss may be recognised in accordance with HKAS 36, *Impairment of assets*. The carrying amounts of these assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amount may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the net selling prices and the value in use. It is difficult to estimate precisely selling prices because quoted market prices for the Group's assets are not readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgment relating to revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and amount of operating costs.

(iv) Net realisable value of inventories

The Group recognises write-down on inventories based on an assessment of the net realisable value of the inventories. Write-down is applied to the inventories where events or changes in circumstances indicate that the net realisable value is less than cost. The determination of net realisable value requires the use of judgment and estimates. Where the expectation is different from the original estimates, such difference will impact carrying value of the inventories and write-down on inventories charged to profit or loss in the period in which such estimate has been changed.

(Expressed in thousands of Renminbi unless otherwise indicated)

2 ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

(a) Sources of estimation uncertainty (Continued)

(v) Income taxes

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations.

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are manufacturing and trading of sporting goods, including footwear, apparel, accessories and others in the PRC. Revenue represents the sales value of goods sold less returns, discounts and value added taxes and other sales taxes.

Revenue by product type is as follows:

	2017 **RMB'000**	2016 RMB'000
Footwear	**2,646,927**	2,533,420
Apparel	**2,345,971**	2,280,530
Accessories	**89,858**	103,544
Others	**75,444**	105,184
	5,158,200	5,022,678

The Group's customer base is diversified and has two (2016: one) customers with whom transactions have exceeded 10% of the Group's revenues. In 2017, revenues from sales of footwear, apparel, accessories and others in both reportable segments (see note 3(b)) to the two (2016: one) customers, including sales to entities which are known to the Group to be under common control with these customers, were approximately RMB695 million and RMB649 million (2016: approximately RMB655 million) respectively. Details of concentrations of credit risk arising from these customers are set out in note 23(a)(i).

Further details regarding the Group's principal activities are disclosed below:

(b) Segment reporting

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

— Adults: this segment derives revenue from manufacturing and trading of adults sporting goods.

— Kids: this segment derives revenue from trading of kids sporting goods.

The Group's revenue and results were primarily derived from sales in the PRC and the principal assets employed by the Group were located in the PRC during the year. Accordingly, no analysis by geographical segments has been provided for the year. In addition, no information on segment assets and liabilities was prepared for review by the Group's most senior executive management for the year for the purpose of resource allocation and performance assessment.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(i) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments. The measure used for reporting segment profit is gross profit.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2017 and 2016 is set out below.

	Adults		Kids		Total	
	2017 RMB'000	2016 RMB'000	**2017 RMB'000**	2016 RMB'000	**2017 RMB'000**	2016 RMB'000
Revenue from external customers	**4,447,071**	4,371,434	**711,129**	651,244	**5,158,200**	5,022,678
Inter-segment revenue	**60,125**	–	**–**	–	**60,125**	–
Reportable segment revenue	**4,507,196**	4,371,434	**711,129**	651,244	**5,218,325**	5,022,678
Cost of sales	**(2,634,518)**	(2,544,974)	**(427,193)**	(367,796)	**(3,061,711)**	(2,912,770)
Reportable segment profit (gross profit)	**1,872,678**	1,826,460	**283,936**	283,448	**2,156,614**	2,109,908

(ii) Reconciliations of reportable segment revenues and profit or loss

	2017 RMB'000	2016 RMB'000
Revenue		
Reportable segment revenue	**5,218,325**	5,022,678
Elimination of unrealized inter-segment revenue	**(60,125)**	–
Consolidated revenue *(note 3(a))*	**5,158,200**	5,022,678
Profit		
Reportable segment profit	**2,156,614**	2,109,908
Elimination of inter-segment profits	**(229)**	–
Reportable segment profit derived from group's external customers	**2,156,385**	2,109,908
Other revenue	**179,838**	112,824
Other net gain/(loss)	**46,043**	(10,021)
Selling and distribution expenses	**(891,995)**	(794,185)
Administrative expenses	**(502,719)**	(469,201)
Loss on repurchase of senior unsecured notes	**–**	(55,068)
Finance costs	**(213,761)**	(186,935)
Consolidated profit before taxation	**773,791**	707,322

(Expressed in thousands of Renminbi unless otherwise indicated)

4 OTHER REVENUE AND NET GAIN/(LOSS)

	2017 RMB'000	2016 RMB'000
Other revenue		
Bank interest income	**85,564**	75,984
Government grants	**38,774**	9,884
Others	**55,500**	26,956
	179,838	112,824
Other net gain/(loss)		
Net loss on disposal of property, plant and equipment	**(28)**	(256)
Net foreign exchange gain/(loss)	**46,071**	(9,765)
	46,043	(10,021)

Government grants of RMB38,774,000 (2016: RMB9,884,000) were received from several local government authorities for the Group's contribution to local economies, of which the entitlement was unconditional and under the discretion of the relevant authorities.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

		2017 RMB'000	2016 RMB'000
(a)	**Finance costs**		
	Interest on bank and other borrowings *(note 16(b))*	6,457	1,785
	Finance charges on senior unsecured note *(note 16(b)&19)*	207,304	185,150
	Total interest expense on financial liabilities not carried at fair value through profit or loss	213,761	186,935
(b)	**Staff costs**		
	Contributions to defined contribution retirement plans	22,037	22,614
	Salaries, wages and other benefits	444,242	412,778
		466,279	435,392
(c)	**Other items**		
	Auditors' remuneration		
	— audit services	3,960	3,760
	— other services	–	418
	Amortisation of land lease premium	2,823	2,152
	Depreciation	117,855	107,927
	Reversal of impairment losses on trade receivables *(note 14(b))*	–	(23,500)
	Operating lease charges in respect of properties	9,157	9,360
	Research and development costs *	173,189	187,396
	Cost of inventories **	3,001,815	2,912,770

* Research and development costs include RMB61,888,000 (2016: RMB50,008,000) relating to staff costs of employees in the research and development department, which amount is also included in the total staff costs as disclosed in note 5(b).

** Cost of inventories include RMB263,611,000 (2016: RMB268,612,000) relating to staff costs and depreciation, which amounts are also included in the respective total amounts disclosed separately above or in note 5(b) for each of these types of expenses.

(Expressed in thousands of Renminbi unless otherwise indicated)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Income tax in the consolidated statement of profit or loss represents:

	2017 RMB'000	2016 RMB'000
Current tax — PRC income tax		
Provision for the year	337,199	277,175
Under-provision in respect of prior years	2,101	1,661
	339,300	278,836
Deferred tax		
Origination and reversal of temporary differences	(32,784)	7,756
	306,516	286,592

(i) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

(ii) No provision has been made for Profits Tax in Hong Kong, Brazil, USA and Netherlands as the Group did not earn any income subject to Profits Tax in Hong Kong, Brazil, USA and Europe during the year.

(iii) All PRC subsidiaries are subject to income tax at 25% for the year ended 31 December 2017 (2016: 25%) under the Enterprise Income Tax law ("EIT law").

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2017 RMB'000	2016 RMB'000
Profit before taxation	773,791	707,322
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	252,738	249,132
Tax effect of non-deductible expenses	23,387	25,096
Tax effect of non-taxable income	(560)	(1,547)
Under-provision in prior years	2,101	1,661
Withholding tax on dividends	28,850	12,250
Actual tax expense	306,516	286,592

NOTES TO THE FINANCIAL STATEMENTS

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7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	2017			
	Directors' fees RMB'000	**Salaries, allowances and other benefits in kind RMB'000**	**Retirement scheme contributions RMB'000**	**Total RMB'000**
Executive directors				
Ding Wuhao	**–**	**1,316**	**15**	**1,331**
Ding Huihuang	**–**	**1,061**	**15**	**1,076**
Ding Huirong	**–**	**1,050**	**15**	**1,065**
Wang Jiabi	**–**	**626**	**15**	**641**
Independent non-executive directors				
Liao Jianwen	**347**	**–**	**–**	**347**
Tsui Yung Kwok	**468**	**–**	**–**	**468**
Li Yuen Fai	**351**	**–**	**–**	**351**
	1,166	**4,053**	**60**	**5,279**

	2016			
	Directors' fees RMB'000	Salaries, allowances and other benefits in kind RMB'000	Retirement scheme contributions RMB'000	Total RMB'000
Executive directors				
Ding Wuhao	–	1,361	15	1,376
Ding Huihuang	–	1,120	15	1,135
Ding Huirong	–	1,082	15	1,097
Wang Jiabi	–	648	15	663
Independent non-executive directors				
Yan Man Sing *(note 7(1))*	241	–	–	241
Liao Jianwen	360	–	–	360
Tsui Yung Kwok	421	–	–	421
Li Yuen Fai *(note 7(2))*	180	–	–	180
	1,202	4,211	60	5,473

Notes:

(1) Mr. Yan Man Sing resigned as independent non-executive director on 1 July 2016.

(2) Mr. Li Yuen Fai was appointed as independent non-executive director on 1 July 2016.

(Expressed in thousands of Renminbi unless otherwise indicated)

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, no one (2016: no one) is director whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the five (2016: five) individuals are as follows:

	2017 RMB'000	2016 RMB'000
Salaries and other emoluments	**9,988**	10,578
Retirement scheme contributions	**161**	183
	10,149	10,761

The emoluments of the five (2016: five) individuals with the highest emoluments are within the following bands:

	2017 Number of individuals	2016 Number of individuals
HK$1,500,001 to HK$2,000,000	**1**	1
HK$2,000,001 to HK$2,500,000	**2**	2
HK$2,500,001 to HK$3,000,000	**1**	1
HK$3,000,001 to HK$3,500,000	**1**	1

9 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB456,706,000 (2016: RMB402,652,000) and the weighted average of 2,067,602,000 ordinary shares (2016: 2,067,602,000 ordinary shares) in issue during the year.

(b) Diluted earnings per share

For the year ended 31 December 2016 and 2017, diluted earnings per share is the same as basic earnings per share as the Company did not have dilutive potential shares outstanding during the year.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

10 PROPERTY, PLANT AND EQUIPMENT AND LEASEHOLD LAND

	Buildings RMB'000	Plant and machinery RMB'000	Office equipment and other fixed assets RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Sub-total RMB'000	Interests in leasehold land held for own use under operating leases RMB'000	Total RMB'000
Cost:								
At 1 January 2016	1,161,666	228,729	145,624	31,715	6,600	1,574,334	133,118	1,707,452
Acquisition from a business combination	–	–	151	–	–	151	–	151
Exchange adjustments	3,031	27	166	–	–	3,224	–	3,224
Additions	711	9,953	72,591	1,176	54,439	138,870	–	138,870
Transfer	36,173	–	11,470	–	(47,643)	–	–	–
Disposals	–	(874)	(2,084)	(319)	–	(3,277)	–	(3,277)
At 31 December 2016	1,201,581	237,835	227,918	32,572	13,396	1,713,302	133,118	1,846,420
Accumulated depreciation and amortisation:								
At 1 January 2016	166,910	103,457	104,961	24,560	–	399,888	13,858	413,746
Exchange adjustments	237	14	115	–	–	366	–	366
Charge for the year	65,662	19,287	20,272	2,706	–	107,927	2,152	110,079
Written back on disposals	–	(716)	(1,875)	(191)	–	(2,782)	–	(2,782)
At 31 December 2016	232,809	122,042	123,473	27,075	–	505,399	16,010	521,409
Net book value:								
At 31 December 2016	968,772	115,793	104,445	5,497	13,396	1,207,903	117,108	1,325,011

(Expressed in thousands of Renminbi unless otherwise indicated)

10 PROPERTY, PLANT AND EQUIPMENT AND LEASEHOLD LAND (Continued)

	Buildings RMB'000	Plant and machinery RMB'000	Office equipment and other fixed assets RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Sub-total RMB'000	Interests in leasehold land held for own use under operating leases RMB'000	Total RMB'000
Cost:								
At 1 January 2017	1,201,581	237,835	227,918	32,572	13,396	1,713,302	133,118	1,846,420
Exchange adjustments	(3,697)	(53)	(7)	–	–	(3,757)	–	(3,757)
Additions	88	8,269	8,213	1,174	18,296	36,040	–	36,040
Transfer	12,416	–	–	–	(12,416)	–	–	–
Disposals	–	–	–	(391)	–	(391)	–	(391)
At 31 December 2017	1,210,388	246,051	236,124	33,355	19,276	1,745,194	133,118	1,878,312
Accumulated depreciation and amortisation:								
At 1 January 2017	232,809	122,042	123,473	27,075	–	505,399	16,010	521,409
Exchange adjustments	(453)	(26)	(4)	–	–	(483)	–	(483)
Charge for the year	67,084	21,347	28,285	1,139	–	117,855	2,823	120,678
Written back on disposals	–	–	–	(352)	–	(352)	–	(352)
At 31 December 2017	299,440	143,363	151,754	27,862	–	622,419	18,833	641,252
Net book value:								
At 31 December 2017	910,948	102,688	84,370	5,493	19,276	1,122,775	114,285	1,237,060

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(Expressed in thousands of Renminbi unless otherwise indicated)

10 PROPERTY, PLANT AND EQUIPMENT AND LEASEHOLD LAND (Continued)

As at 31 December 2017, a property with net book value of RMB43,010,000 (2016: RMB47,824,000) was pledged as security for a banking facility of the Group of RMB41,812,000 (2016: RMB45,004,000).

The analysis of net book value of properties is as follows:

	2017 RMB'000	2016 RMB'000
In Hong Kong — medium-term leases	43,010	47,824
In PRC — medium-term leases	982,223	1,038,056
	1,025,233	1,085,880
Representing:		
Buildings	910,948	968,772
Interest in leasehold land held for own use under operating leases	114,285	117,108
	1,025,233	1,085,880

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

11 INVESTMENTS IN SUBSIDIARIES

Particulars of the Group's subsidiaries are set out as below. The class of shares held is ordinary unless otherwise stated.

			Proportion of ownership interest			
Name of company	**Place of establishment/ incorporation and business**	**Particulars of issued and paid up capital**	**Group's effective interest**	**Held by the Company**	**Held by a subsidiary**	**Principal activity**
Sanliuyidu Holdings Company Limited	BVI	100 shares of US$1 each	100%	100%	–	Investment holding
361 Enterprise Company Limited	Hong Kong	1 share	100%	–	100%	Investment holding
361 Investment Company Limited	Hong Kong	1 share	100%	–	100%	Investment holding
361 Degrees (HK) Investment Limited	Hong Kong	1 share	87%	–	100%	Investment holding
Sanliuyidu (Fujian) Sports Goods Co., Ltd 三六一度（福建）體育用品有限公司 *(Notes (i) and (iv))*	PRC	HK$280,000,000	100%	–	100%	Manufacture and trading of sporting goods
Sanliuyidu (China) Co., Ltd 三六一度（中國）有限公司 *(Notes (i) and (iv))*	PRC	HK$560,000,000	100%	–	100%	Manufacture and trading of sporting goods
Sanliuyidu Xiamen Industry & Trade Co., Limited 三六一度（廈門）工貿有限公司 *(Notes (ii) and (iv))*	PRC	RMB100,000,000	100%	–	100%	Trading of sporting goods
Sanliuyidu (Fujian) Shoes and Plastics Technology Co., Ltd 三六一度（福建）鞋塑科技有限公司 *(Notes (iii) and (iv))*	PRC	HK$120,000,000	51%	–	51%	Manufacture and trading of shoes soles
361 Degrees Children's Clothing Co., Ltd. 三六一度童裝有限公司 *(Note (i) and (iv))*	PRC	HK$80,000,000	87%	–	100%	Trading of children sporting goods
Yue Lei International Limited 宇彌國際有限公司	Hong Kong	100,000 shares	100%	–	100%	Trading of sporting goods
361 Degrees Kids Wear Holdings Limited	BVI	1 share of US$1 each	100%	–	100%	Investment holding
361 Degrees Kids Wear Limited	Cayman Islands	1,000,000 shares of HK$0.01 each	87%	–	87%	Investment holding
361 Degrees Kids Wear Investment Limited	BVI	1 share of US$1 each	87%	–	100%	Investment holding
One Way International Enterprise Limited 萬唯國際實業有限公司	Hong Kong	10,000 shares	70%	–	70%	Investment holding
Zhonglan Sports Goods Co. Ltd 中蘭体育用品有限公司 *(Note (i) and (iv))*	PRC	RMB 49,910,463	70%	–	100%	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

11 INVESTMENTS IN SUBSIDIARIES (Continued)

Name of company	Place of establishment/ incorporation and business	Particulars of issued and paid up capital	Proportion of ownership interest: Group's effective interest	Proportion of ownership interest: Held by the Company	Proportion of ownership interest: Held by a subsidiary	Principal activity
Wangwei (Xiamen) Industry & Trade Co., Limited 望唯（廈門）工貿有限公司 *(Note (ii) and (iv))*	PRC	RMB5,000,000	70%	–	100%	Trading of sporting goods
361 USA, Inc	United States	USD19	100%	–	100%	Trading of sporting goods
Yue Lei do Brasil Comercio, Importacao e Exportacao de Artigos Esportivos Ltda	Brazil	57,039,243 shares of RIO$1 each	100%	–	100%	Trading of sporting goods
Quanzhou Jinjiang Jiangtou Minhai Gas Station Ltd. 泉州晉江江頭閩海加油站有限公司 *(Note (ii) and (iv))*	PRC	RMB25,100,000	51%	–	51%	Operating of gas station
Duoyidu (Quanzhou) E-commerce Co.,Ltd. 多一度（泉州）電子商務有限公司 *(Note (ii) and (iv))*	PRC	RMB1,000,000	80%	–	80%	Distribution and sales of the Group's *361°* products via the e-commerce platform
361° Europe Holding B.V.	Netherlands	EURO100	100%	–	100%	Investment holding
361° Europe B.V.	Netherlands	EURO100	100%	–	100%	Trading of sporting goods
Sanliuyidu (Xiamen) Investment Management Consulting Co., Ltd. 三六一度（廈門）投資管理諮詢有限公司 *(Note (ii) and (iv))*	PRC	RMB1,000,000	100%	–	100%	Investment holding
Quanzhou Shenghong Trading Co., Ltd. 泉州市晟鴻商務有限公司 *(Note (ii) and (iv))*	PRC	RMB1,000,000	100%	–	100%	Trading of sporting goods

Notes:

(i) These entities are wholly foreign owned enterprises established in the PRC.

(ii) These entities are limited liability companies established in the PRC.

(iii) The entity is a sino-foreign equity joint venture enterprise registered in the PRC.

(iv) The English translation of the company names is for reference only. The official names of these companies are in Chinese.

(Expressed in thousands of Renminbi unless otherwise indicated)

12 OTHER NON-CURRENT FINANCIAL ASSET

	2017 RMB'000	2016 RMB'000
Unlisted available-for-sale equity securities	**6,763**	6,763

13 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

	2017 RMB'000	2016 RMB'000
Raw materials	**52,310**	36,131
Work in progress	**22,719**	24,225
Finished goods	**738,722**	480,237
	813,751	540,593

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2017 RMB'000	2016 RMB'000
Carrying amount of inventories sold	**3,001,815**	2,912,770

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

14 TRADE AND OTHER RECEIVABLES

	2017 RMB'000	2016 RMB'000
Trade debtors		
Trade debtors	1,985,544	2,093,569
Less: allowance for doubtful debts *(note 14(b))*	(56,655)	(56,655)
	1,928,889	2,036,914
Bills receivable	220,900	184,405
Deposits, prepayments and other receivables		
Current		
Deposits	1,209	1,234
Prepayments	658,781	598,907
Other receivables	67,546	67,586
	727,536	667,727
Non-current		
Deposits and prepayments	95,815	101,586

As at 31 December 2017, the Group endorsed certain bank acceptance bills totalling RMB342,860,000 (2016: RMB169,105,000) to suppliers for settling trade payables of the same amount on a full recourse basis. The Group have derecognised these bills receivable and the payables to suppliers in their entirety. These derecognised bank acceptance bills had a maturity date of less than six months from the end of the reporting period. In the opinion of the directors, the Group have transferred substantially all the risks and rewards of ownership of these bills and has discharged its obligation of the payables to its suppliers, and the Group have limited exposure in respect of the settlement obligation of these bills receivable under the relevant PRC rules and regulations should the issuing banks fail to settle the bills on maturity date. The Group considered the issuing banks of the bills are of good credit quality and the non-settlement of these bills by the issuing banks on maturity is not probable.

Included in prepayments are amounts prepaid to suppliers of RMB631,381,000 (2016: RMB585,861,000).

All of the trade debtors, bills receivable and current portion of deposits, prepayments and other receivables are expected to be recovered or recognised as expenses within one year.

(Expressed in thousands of Renminbi unless otherwise indicated)

14 TRADE AND OTHER RECEIVABLES (Continued)

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors and bills receivable, based on the invoice date and net of allowance for doubtful debts, is as follows:

	2017 RMB'000	2016 RMB'000
Within 90 days	1,634,103	2,070,022
Over 90 days but within 180 days	515,686	151,297
	2,149,789	2,221,319

Trade debtors and bills receivable are due within 30 — 180 days from the date of billing. Further details on the Group's credit policy are set out in note 23(a).

(b) Impairment of trade debtors and bills receivable

Impairment losses in respect of trade debtors and bills receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly (see note 1(i)(i)).

The movement in the allowance for doubtful debts during the year is as follows:

	2017 RMB'000	2016 RMB'000
At 1 January	56,655	80,155
Impairment loss reversed	–	(23,500)
At 31 December	56,655	56,655

At 31 December 2017, the Group's trade debtors of RMB328,774,000 (2016: RMB297,066,000) were individually determined to be impaired. The individually impaired receivables related to customers which management assessed that a portion of the receivables were doubtful. Consequently, specific allowances for doubtful debts of RMB56,655,000 (2016: RMB56,655,000) were recognised. The Group does not hold any collateral over these balances.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

14 TRADE AND OTHER RECEIVABLES (Continued)

(c) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

	2017 RMB'000	2016 RMB'000
Neither past due nor impaired	1,850,404	1,951,561
Within 30 days past due	17,300	15,844
Over 30 days but within 90 days past due	9,966	13,503
Amount past due	27,266	29,347
	1,877,670	1,980,908

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

15 PLEDGED BANK DEPOSITS

Bank deposits are pledged to banks as security for certain banking facilities (see note 18).

(Expressed in thousands of Renminbi unless otherwise indicated)

16 CASH AND BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

(a) Cash and bank deposits comprise:

	2017 RMB'000	2016 RMB'000
Pledged bank deposits	335,283	185,580
Deposits with banks		
— More than three months to maturity when placed	3,605,691	2,537,113
— Within three months to maturity when placed	38,583	80,219
Cash at bank and on hand	2,077,839	2,801,413
Cash and bank deposits	6,057,396	5,604,325
Represented by:		
Pledged bank deposits	335,283	185,580
Deposits with banks	3,605,691	2,537,113
Cash and cash equivalents	2,116,422	2,881,632
	6,057,396	5,604,325

At 31 December 2017, the balances that were placed with banks or on hand in the PRC and included in the pledged bank deposits, deposits with banks and cash and cash equivalents amounted to RMB5,838,942,000 (2016: RMB4,913,860,000). Remittance of funds out of the PRC is subject to the exchange restriction imposed by the PRC government.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

	Bank loans RMB'000 (Note 18)	Senior unsecured notes RMB'000 (Note 19)	Total RMB'000
At 1 January 2017	76,236	2,726,929	2,803,165
Changes from financing cash flows:			
Repayment of bank loans	(62,396)	–	(62,396)
Interest paid	(6,457)	(195,337)	(201,794)
Total changes from financing cash flows	(68,853)	(195,337)	(264,190)
Exchange adjustments	(1,026)	(173,416)	(174,442)
Other changes:			
Interest expenses *(note 5(a))*	6,457	207,304	213,761
Total other changes	6,457	207,304	213,761
At 31 December 2017	**12,814**	**2,565,480**	**2,578,294**

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

17 TRADE AND OTHER PAYABLES

	2017 RMB'000	2016 RMB'000
Trade creditors	588,956	681,843
Bills payable	983,658	652,686
Receipts in advance	83,797	88,036
Other payables and accruals	607,094	505,109
	2,263,505	1,927,674

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

Bills payable as at 31 December 2017 and 2016 were secured by pledged bank deposits as disclosed in note 15.

As of the end of the reporting period, the ageing analysis of trade creditors and bills payable (which are included in trade and other payables), is as follows:

	2017 RMB'000	2016 RMB'000
Due within 1 month or on demand	256,181	263,985
Due after 1 month but within 3 months	388,178	360,030
Due after 3 months but within 6 months	659,453	710,514
Due after 6 months but within 12 months	268,802	–
	1,572,614	1,334,529

(Expressed in thousands of Renminbi unless otherwise indicated)

18 BANK LOANS

At 31 December 2017, the bank loans were repayable within one year or on demand and secured as follows:

	2017 RMB'000	2016 RMB'000
Secured bank loans	**12,814**	14,983
Unsecured bank loans	**–**	61,253
	12,814	76,236

The amounts of banking facilities and the utilisation at the end of each reporting period are set out as follows:

	2017 RMB'000	2016 RMB'000
Facilities amount	**4,381,812**	4,685,004
Utilisation at the end of the reporting period		
— Bills payable	**983,658**	652,686
— Bank loans	**12,814**	76,236
	996,472	728,922

For the years ended 31 December 2017 and 2016, bank loans and bills payable of the Group were secured by a property and pledged bank deposits (see notes 10 and 15). The Group's bank loans were not subject to any covenants.

19 NON-CURRENT INTEREST-BEARING BORROWINGS

(a) The analysis of the carrying amount of non-current interest-bearing borrowings is as follows:

	2017 RMB'000	2016 RMB'000
Senior unsecured notes due 2021 *(note 19(b)(i))*	**2,565,480**	2,726,929
	2,565,480	2,726,929

All of the non-current interest-bearing borrowings are carried at amortised cost.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

19 NON-CURRENT INTEREST-BEARING BORROWINGS (Continued)

(b) Significant terms and repayment schedule of non-bank borrowings

(i) Senior unsecured notes due 2021

On 3 June 2016, the Company issued senior unsecured notes with principal amount of USD400,000,000 due 2021 (the "USD Notes"). The USD Notes are interest bearing at 7.25% per annum, and payable on a semi-annual basis in arrears. The maturity date of the USD Notes is 3 June 2021. The effective interest rate of the USD Notes is 7.86% per annum.

(ii) Senior unsecured notes due 2017

On 12 September 2014, the Company issued senior unsecured notes with principal amount of RMB1,500,000,000 due 2017 (the "CNH Notes"). The CNH Notes are interest bearing at 7.5% per annum, and payable on a semi-annual basis in arrears. The maturity date of the CNH Notes is 12 September 2017. The effective interest rate of the CNH Notes is 8.42% per annum.

The Group fully repurchased the CNH Notes with principal amount of RMB1,500,000,000 in 2016. All the repurchased CNH Notes were cancelled on or before 5 October 2016. There were no outstanding CNH Notes as at 31 December 2016 and 2017.

20 EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiaries participate in a defined contribution retirement benefit scheme ("the Scheme") organised by the PRC municipal government authority in the Fujian Province whereby the Group is required to make contributions to the Scheme at rates which ranged from 16% to 19% of the eligible employees' relevant salaries. The local government authority is responsible for the entire pension obligations payable to retired employees.

The Group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the plan vest immediately.

The Group has no other material obligation for the payment of pension benefits associated with the Scheme and the MPF scheme beyond the annual contributions described above.

21 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

	2017 **RMB'000**	2016 RMB'000
Balance at the beginning of the year	**339,193**	255,907
Under-provision in respect of prior years	**2,101**	1,661
Provision for PRC income tax for the year	**337,199**	277,175
Payment during the year	**(210,453)**	(195,550)
	468,040	339,193

(Expressed in thousands of Renminbi unless otherwise indicated)

21 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (Continued)

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Allowance for doubtful debts RMB'000	Withholding tax on dividends RMB'000	Expenses deductible on paid basis RMB'000	Income taxable on receipt basis RMB'000	Total RMB'000
Deferred tax arising from:					
At 1 January 2016	20,038	(2,500)	13,057	(2,409)	28,186
(Charged)/credited to profit or loss	(5,875)	2,500	(4,025)	(356)	(7,756)
At 31 December 2016	14,163	–	9,032	(2,765)	20,430
At 1 January 2017	**14,163**	**–**	**9,032**	**(2,765)**	**20,430**
Credited/(charged) to profit or loss	**–**	**–**	**34,053**	**(1,269)**	**32,784**
At 31 December 2017	**14,163**	**–**	**43,085**	**(4,034)**	**53,214**

(ii) Reconciliation to the consolidated statement of financial position

	2017 RMB'000	2016 RMB'000
Net deferred tax assets recognised in the consolidated statement of financial position	**53,214**	22,501
Net deferred tax liabilities recognised in the consolidated statement of financial position	**–**	(2,071)
	53,214	20,430

(c) Deferred tax liabilities not recognised

Pursuant to the EIT law, 10% withholding tax is levied on the foreign investor, (foreign investors which are registered in Hong Kong and meet certain requirements specified in the relevant tax regulations in the PRC may be entitled to a preferential 5% rate), in respect of dividend distributions arising from profit earned by a foreign investment enterprise in the PRC after 1 January 2008.

At 31 December 2017, the Group has not recognised deferred tax liabilities of RMB257,197,000 (2016: RMB247,041,000) in respect of temporary differences relating to the undistributed profits of subsidiaries amounting to RMB5,143,930,000 (2016: RMB4,940,824,000) that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

22 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Note	Share capital RMB'000	Share premium RMB'000	Exchange reserve RMB'000	Retained profits RMB'000	Total RMB'000
Balance at 1 January 2016		182,298	67,059	(91,023)	143,410	301,744
Changes in equity for 2016:						
Profit for the year		–	–	–	212,215	212,215
Other comprehensive income		–	–	10,912	–	10,912
Total comprehensive income for the year		–	–	10,912	212,215	223,127
Dividends declared and paid during the year	*22(b)*	–	(67,059)	–	(249,284)	(316,343)
Balance at 31 December 2016		182,298	–	(80,111)	106,341	208,528
Balance at 1 January 2017		**182,298**	**–**	**(80,111)**	**106,341**	**208,528**
Changes in equity for 2017:						
Profit for the year		**–**	**–**	**–**	**227,401**	**227,401**
Other comprehensive income		**–**	**–**	**(347)**	**–**	**(347)**
Total comprehensive income for the year		**–**	**–**	**(347)**	**227,401**	**227,054**
Dividends declared and paid during the year	*22(b)*	**–**	**–**	**–**	**(146,800)**	**(146,800)**
Balance at 31 December 2017		**182,298**	**–**	**(80,458)**	**186,942**	**288,782**

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

22 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year

	2017 RMB'000	2016 RMB'000
Interim dividend declared and paid of HK7.0 cents per ordinary share (2016: HK5.8 cents per ordinary share)	**126,124**	103,380
Special dividend declared and paid (2016: HK5.8 cents per ordinary share)	**–**	103,380
Final dividend proposed after the end of the reporting period of HK3.6 cents per ordinary share (2016: HK1.1 cents per ordinary share)	**62,028**	20,676
	188,152	227,436

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2017 RMB'000	2016 RMB'000
Final dividend in respect of the previous financial year, approved and paid during the year, of HK1.1 cents per ordinary share (2016: HK6.3 cents per ordinary share)	**20,676**	109,583

(c) Share capital

	2017		2016	
	Number of shares '000	Amount HK$'000	Number of shares '000	Amount HK$'000
Authorised:				
Ordinary shares of HK$0.1 each	**10,000,000**	**1,000,000**	10,000,000	1,000,000

	Number of shares '000	Amount HK$'000	Amount RMB'000
Ordinary shares, issued and fully paid:			
At 1 January 2016, 31 December 2016, 1 January 2017 and 31 December 2017	2,067,602	206,760	182,298

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

22 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(d) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) Capital reserve

On 9 June 2009, 361 Enterprise Company Limited entered into an agreement with a shareholder of the Company whereby repayment of amounts due to the shareholder by 361 Enterprise Company Limited totalling HK$177,216,000 (equivalent to RMB156,252,000) was waived. The waiver of repayment was reflected as a reduction in the amounts due to a shareholder of the Company and a corresponding increase in capital reserve.

(iii) Other reserve

On 25 July 2008, the shareholders transferred the entire equity interest in Sanliuyidu (Fujian) Sports Goods Co., Ltd. and the business of Sanliuyidu (Hong Kong) Sports Goods Co., Ltd. to 361 Enterprise Company Limited for cash consideration of HK$1. The difference between the historical carrying value of equity acquired and acquisition consideration is treated as an equity movement and recorded in "Other reserve".

On 23 December 2013, 361 Degrees Kids Wear Limited allotted shares to non-controlling interests, which represented 13% of its enlarged share capital, and received a total consideration of RMB16,225,000. The difference between the net assets shared by the non-controlling interests and consideration received was treated as an equity movement and recorded in "Other reserve".

(iv) Statutory reserve

Pursuant to applicable PRC regulations, certain PRC subsidiaries are required to appropriate 10% of their profit-after-tax (after offsetting prior year losses) to the reserve until such reserve reaches 50% of the registered capital. The transfer to the reserve must be made before distribution of dividends to shareholders. The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase registered capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from translation of the financial statements of entities with functional currency other than RMB. The reserve is dealt with in accordance with the accounting policy set out in note 1(s).

(e) Distributability of reserves

At 31 December 2017, the aggregate amount of reserves available for distribution to equity shareholders of the Company was RMB106,484,000 (2016: RMB26,230,000). After the end of the reporting period, the directors proposed a final dividend of HK3.6 cents (2016: HK1.1 cents) per ordinary share, amounting to RMB62,028,000 (2016: RMB20,676,000). This dividend has not been recognised as a liability at the end of the reporting period.

22 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services 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 returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors capital with reference to its debt position. The Group's strategy was to maintain the equity and debt in a balanced position and ensure there were adequate working capital to service its debt obligation. The Group's gearing ratio, being the Group's interest bearing debt over its total assets, as at 31 December 2017 was 23% (2016: 27%).

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

23 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate, commodity price and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from the movements in its own equity share price.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

(i) Trade debtors, bills receivable and deposits, prepayments and other receivables

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade debtors and bills receivable are due within 30 to 180 days from the date of billing. Debtors with balances that are more than 1 year from the date of billing are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 17% (2016: 12%) and 41% (2016: 36%) of the total trade debtors and bills receivable were due from the Group's largest customer, and the five largest customers respectively.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose the Group or the Company to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 14.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

23 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

(ii) Deposits with banks

The Group mitigates its exposure to credit risk by placing deposits with financial institutions with established credit ratings. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowing exceeds certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

	2017 Contractual undiscounted cash outflow					2016 Contractual undiscounted cash outflow				
	Within 1 year or on demand RMB'000	More than 1 year but within 2 years RMB'000	More than 2 years but less than 5 years RMB'000	Total RMB'000	Carrying amount at 31 December RMB'000	Within 1 year or on demand RMB'000	More than 1 year but within 2 years RMB'000	More than 2 years but less than 5 years RMB'000	Total RMB'000	Carrying amount at 31 December RMB'000
Bank loans	13,131	–	–	13,131	12,814	79,377	–	–	79,377	76,236
Senior unsecured note	189,452	189,452	2,802,581	3,181,485	2,565,480	202,289	202,289	3,194,778	3,599,356	2,726,929
Trade and other payables	2,179,708	–	–	2,179,708	2,179,708	1,839,638	–	–	1,839,638	1,839,638
Total	2,382,291	189,452	2,802,581	5,374,324	4,758,002	2,121,304	202,289	3,194,778	5,518,371	4,642,803

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank loans, senior unsecured notes, pledged bank deposits, deposits with banks and cash and cash equivalents. Borrowings, deposits and cash and cash equivalents at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not use financial derivatives to hedge against the interest rate risk. The Group's interest rate profile as monitored by management is set out in (i) below.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

23 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Interest rate risk (Continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings (being interest-generating financial liabilities less cash at bank and on hand and pledged bank deposits) at the end of the reporting period.

	2017 Effective interest rate %	2017 Amount RMB'000	2016 Effective interest rate %	2016 Amount RMB'000
Fixed rate borrowings/(deposits)				
Deposits with banks	**1.95 — 2.15**	**(3,605,691)**	1.50 — 1.95	(2,537,113)
Cash and cash equivalents	**1.48**	**(38,583)**	1.48	(80,219)
Senior unsecured notes	**7.86**	**2,565,480**	7.86	2,726,929
Pledged bank deposits	**0.30 — 1.55**	**(335,283)**	0.30 — 3.20	(185,580)
Bank loans	**–**	**–**	3.2 — 4.57	61,253
		(1,414,077)		(14,730)
Variable rate borrowings/(deposits)				
Cash and cash equivalents	**0.001 — 0.42**	**(2,062,502)**	0.001 — 0.42	(2,790,593)
Bank loans	**2.47**	**12,814**	2.47	14,983
		(2,049,688)		(2,775,610)
Total net deposits		**(3,463,765)**		(2,790,340)

(ii) Sensitivity analysis

At 31 December 2017, it is estimated that a general increase/decrease of 100 basis points in both saving and lending interest rates, with all other variables held constant, would have increased/decreased the Group's profit after tax and retained profits by approximately RMB15,526,000 (2016: RMB20,962,000). Other components of consolidated equity would not be affected by the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2016.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

23 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Currency risk

The Group is exposed to currency risk primarily through bank deposits and senior unsecured notes that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily Hong Kong dollars ("HKD") and United States dollars ("USD").

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year end date.

Exposure of foreign currencies (expressed in RMB)

	2017			2016		
	Hong Kong dollars RMB'000	**United States dollars RMB'000**	**Renminbi RMB'000**	Hong Kong dollars RMB'000	United States dollars RMB'000	Renminbi RMB'000
Cash and bank deposits	**975**	**82,336**	**2,093**	1,096	645,153	2,090
Amounts due from group companies	**–**	**–**	**1,518,110**	–	–	954,397
Senior unsecured notes	**–**	**(2,565,480)**	**–**	–	(2,726,929)	–
Net exposure arising from recognised assets and liabilities	**975**	**(2,483,144)**	**1,520,203**	1,096	(2,081,776)	956,487

(ii) Sensitivity analysis

The following table indicates the approximate change in the Group's profit after tax and retained profits that would arise if the foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variable remained constant. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

	2017		2016	
	Increase/ (decrease) in foreign exchange rates	**Effect on profit after tax and retained profits RMB'000**	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits RMB'000
Hong Kong dollars	**5%**	**37**	5%	41
	(5%)	**(37)**	(5%)	(41)
Renminbi	**5%**	**76,010**	5%	47,824
	(5%)	**(76,010)**	(5%)	(47,824)

(Expressed in thousands of Renminbi unless otherwise indicated)

23 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit after tax and retained profits measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2016.

(e) Commodity price risk

The major raw materials used in the production of the Group's products include leathers, polymers and plastics. The Group is exposed to fluctuations in the prices of these raw materials which are influenced by global as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group historically has not entered into any commodity derivative instruments to hedge the potential commodity price changes.

(f) Business risk

The Group's primary business is the design, manufacturing and distribution of branded sports footwear, apparel and related accessories. The Group's financial results are influenced by the rapidity with which designs are copied by competitors and reproduced at much lower prices, as well as by the Group's ability to continue to create new designs that find favour in the market place, maintain a larger network of distributors, manufacture sufficient quantities to meet fashionable sales, and dispose of excess inventories without excessive losses. Based on these factors, the Group may experience significant fluctuations in its future financial results.

(g) Fair value measurement

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2017 and 2016.

24 COMMITMENTS

(a) Contractual commitments outstanding at 31 December 2017 not provided for in the financial statements were as follows:

	2017 **RMB'000**	2016 RMB'000
Advertising and marketing expenses	**166,133**	148,847

(b) Capital commitments outstanding at 31 December 2017 not provided for in the financial statements were as follows:

	2017 **RMB'000**	2016 RMB'000
Contracted for	**5,168**	12,599

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

24 COMMITMENTS (Continued)

(c) At 31 December 2017, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2017 **RMB'000**	2016 RMB'000
Within 1 year	**4,773**	3,076
After 1 year but within 5 years	**3,869**	5,471
	8,642	8,547

The Group is the lessee in respect of a number of warehouses and offices held under operating leases. The leases run for an initial period of one to eight years with options to renew the lease when all terms are renegotiated. None of the leases include contingent rentals.

25 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed in elsewhere in the consolidated financial statements, the Group enter into the following related party transactions:

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

	2017 **RMB'000**	2016 RMB'000
Short-term employee benefits	**29,782**	29,857
Post-employment benefits	**593**	668
	30,375	30,525

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

(Expressed in thousands of Renminbi unless otherwise indicated)

26 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	2017 RMB'000	2016 RMB'000
Non-current asset			
Investment in subsidiary		**1**	1
Current assets			
Amounts due from subsidiaries		**2,788,595**	2,436,765
Cash and cash equivalents		**947**	1,007
Interest receivables		**487**	4,832
Deposits with banks		**105,691**	537,113
		2,895,720	2,979,717
Current liabilities			
Amounts due to subsidiaries		**28,950**	28,387
Other payables		**12,509**	15,874
		41,459	44,261
Net current assets		**2,854,261**	2,935,456
Total assets less current liabilities		**2,854,262**	2,935,457
Non-current liability			
Interest-bearing borrowings		**2,565,480**	2,726,929
NET ASSETS		**288,782**	208,528
CAPITAL AND RESERVES	*22(a)*		
Share capital		**182,298**	182,298
Reserves		**106,484**	26,230
TOTAL EQUITY		**288,782**	208,528

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in thousands of Renminbi unless otherwise indicated)

27 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
HKFRS 9, *Financial instruments*	1 January 2018
HKFRS 15, *Revenue from contracts with customers*	1 January 2018
HK(IFRIC) 22, *Foreign currency transactions and advance consideration*	1 January 2018
HKFRS 16, *Leases*	1 January 2019
HK(IFRIC) 23, *Uncertainty over income tax treatments*	1 January 2019

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 9 and HKFRS 15, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ending 30 June 2018. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that financial report.

HKFRS 9, Financial instruments

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

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 on a retrospective basis. The Group plans to adopt HKFRS 9 initially on 1 January 2018.

27 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

HKFRS 9, Financial instruments (Continued)

Expected impacts of the new requirements on the Group's financial statements are as follows:

(a) Classification and measurement

HKFRS 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):

— 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 interest revenue, impairment and gains/losses on disposal will be recognised in profit or loss.

— 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.

The Group has assessed that its financial assets currently measured at amortised cost will continue with their classification and measurements upon the adoption of HKFRS 9.

With respect to the Group's financial assets currently classified as "available-for-sale", these are investments in equity securities which the Group has the option to irrevocably designate as FVTOCI (without recycling) on transition to HKFRS 9. The Group plans to elect this designation option for the investments held on 1 January 2018 and will recognise any fair value changes in respect of these investments in other comprehensive income as they arise. The Group is in the process of making an assessment of what the impact on the available-for-sale investments is expected to be on adoption of HKFRS 9.

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's 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 will not have any impact on the Group on adoption of HKFRS 9.

(b) Impairment

The new impairment model in HKFRS 9 replaces the "incurred loss" model in HKAS 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 either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. The Group has assessed how its impairment provisions would be affected by the new model. So far it has concluded that there would be no material impact for the application of the new impairment requirements.

(c) Hedge accounting

HKFRS 9 does not fundamentally change the requirements relating to measuring and recognising ineffectiveness under HKAS 39. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting. The Group did not have any hedging relationships as at 31 December 2017.

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27 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, *Revenue*, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specifies the accounting for revenue from construction contracts. The Group has assessed that the new revenue standard is not likely to have significant impact on the Group's financial results from 2018 onwards.

HKFRS 15 is effective for annual periods beginning on or after 1 January 2018. The Group plans to adopt HKFRS 15 initially on 1 January 2018.

HKFRS 16, Leases

As disclosed in note 1(h), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessee.

Once HKFRS 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.

HKFRS 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.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

361 DEGREES
INTERNATIONAL LIMITED

INCORPORATED IN THE CAYMAN ISLANDS WITH LIMITED LIABILITY

THIS ANNUAL REPORT IS PRINTED ON ENVIRONMENTALLY FRIENDLY PAPER