



克莉絲汀國際控股有限公司 CHRISTINE INTERNATIONAL HOLDINGS LIMITED

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

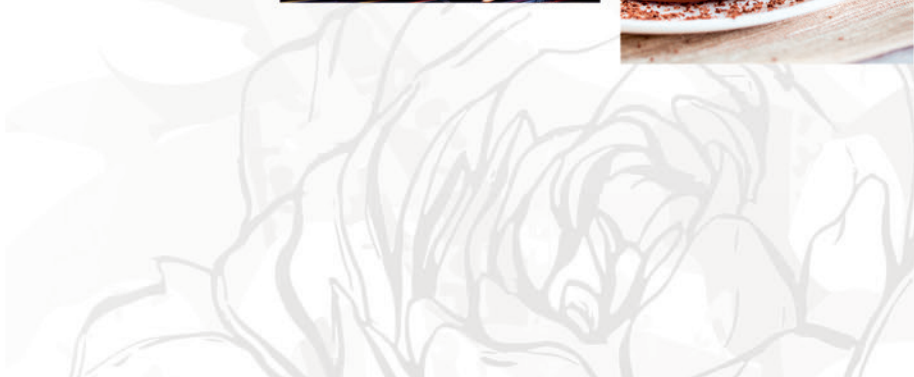
股份代號 Stock Code: 1210



年報
Annual Report



2017



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公司資料

CORPORATE INFORMATION

董事會

董事

洪敦清先生(於二零一七年十一月十七日獲委任)
林煜先生(於二零一七年十一月十七日獲委任)
林園先生(於二零一七年十一月十七日獲委任)
石偉光先生(於二零一七年十一月十七日獲委任)

執行董事

林銘田先生
詹益昇先生(於二零一七年十一月十六日獲委任)
盧文強先生(於二零一七年十一月十六日獲委任)
江若嫻女士(於二零一七年十一月十六日獲委任)
羅田安先生(於二零一七年十一月十七日被罷免)
許鴻森先生(於二零一七年六月二日退任)

非執行董事

卓啟明先生

獨立非執行董事

高海明先生
朱念琳先生
蘇莞文女士

審核委員會

高海明先生(主席)
朱念琳先生
蘇莞文女士

薪酬委員會

朱念琳先生(主席)
蘇莞文女士
羅田安先生(於二零一七年十一月十七日被罷免)

提名委員會

朱念琳先生(主席)
高海明先生
羅田安先生(於二零一七年十一月十七日被罷免)

戰略及投資委員會

高海明先生
林銘田先生
羅田安先生(於二零一七年十一月十七日被罷免)

BOARD OF DIRECTORS

Directors

Mr. Dun-Ching Hung (appointed on 17 November 2017)
Mr. Yu Lin (appointed on 17 November 2017)
Mr. Yuan Lin (appointed on 17 November 2017)
Mr. Weiguang Shi (appointed on 17 November 2017)

Executive Directors

Mr. Ming-Tien Lin
Mr. I-Sheng Chan (appointed on 16 November 2017)
Mr. Wen-Chian Lu (appointed on 16 November 2017)
Ms. Jo-Hsien Chiang (appointed on 16 November 2017)
Mr. Tien-An Lo (removed on 17 November 2017)
Mr. Hung-Sen Hsu (retired on 2 June 2017)

Non-executive Director

Mr. Chi-Ming Chou

Independent non-executive Directors

Mr. Haiming Gao
Mr. Nianlin Zhu
Ms. Wanwen Su

AUDIT COMMITTEE

Mr. Haiming Gao (Chairman)
Mr. Nianlin Zhu
Ms. Wanwen Su

REMUNERATION COMMITTEE

Mr. Nianlin Zhu (Chairman)
Ms. Wanwen Su
Mr. Tien-An Lo (removed on 17 November 2017)

NOMINATION COMMITTEE

Mr. Nianlin Zhu (Chairman)
Mr. Haiming Gao
Mr. Tien-An Lo (removed on 17 November 2017)

STRATEGY AND INVESTMENT COMMITTEE

Mr. Haiming Gao
Mr. Ming-Tien Lin
Mr. Tien-An Lo (removed on 17 November 2017)

公司資料

CORPORATE INFORMATION

企業管治委員會

楊艷女士(主席)
廖維綸先生
卞傳紅女士
王慧玲女士(於二零一八年三月二十三日獲委任)
程艷女士(於二零一七年十一月二十四日離任)

公司秘書

趙明璟先生

授權代表

江若嫻女士(於二零一八年三月二十三日獲委任)
趙明璟先生

註冊辦事處

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

總辦事處及主要營業地點

中華人民共和國
上海
普陀區
金沙江路33號
郵編：200062

香港主要營業地點

香港
銅鑼灣
希慎道33號
利園一期
19樓1901室

CORPORATE GOVERNANCE COMMITTEE

Ms. Yan Yang (*Chairlady*)
Mr. Weilun Liao
Ms. Chuanhong Bian
Ms. Huiling Wang (*appointed on 23 March 2018*)
Ms. Yan Cheng (*resigned on 24 November 2017*)

COMPANY SECRETARY

Mr. Chiu Ming King

AUTHORISED REPRESENTATIVES

Ms. Jo-Hsien Chiang (*appointed on 23 March 2018*)
Mr. Chiu Ming King

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

No. 33 Jinshajiang Road
Putuo District
Shanghai 200062
People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1901, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong



公司資料

CORPORATE INFORMATION

主要股份過戶登記處

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

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道 148 號 21 樓
2103B 室

核數師

德勤 • 關黃陳方會計師行
執業會計師
香港
金鐘道 88 號
太古廣場一期
35 樓

法律顧問

陳浩銘律師事務所與泰樂信律師事務所聯盟
香港
中環
皇后大道中 8 號
21 樓

PRINCIPAL 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 BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B
21/F, 148 Electric Road
North Point
Hong Kong

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F
One Pacific Place
88 Queensway
Hong Kong

LEGAL ADVISOR

H.M. Chan & Co
in association with Taylor Wessing
21/F
No. 8 Queen's Road Central
Central
Hong Kong

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

收入

克莉絲汀國際控股有限公司(「本公司」)，連同其附屬公司統稱「本集團」截至二零一七年及二零一六年十二月三十一日止年度收入及毛利分析如下：

		截至十二月三十一日止年度			
		二零一七年		二零一六年	
		2017		2016	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
		收入	毛利	收入	毛利
		Revenue	Gross Profit	Revenue	Gross Profit
麵包及蛋糕	Bread and cakes	575,725	205,920	671,814	254,280
月餅	Moon cakes	67,550	54,834	79,666	65,548
點心	Pastries	96,872	58,028	103,281	62,610
其他	Other	64,899	45,836	70,944	48,138
		805,046	364,618	925,705	430,576

截至二零一七年十二月三十一日止年度本集團收入約為人民幣805,046,000元，較截至二零一六年十二月三十一日止年度收入約人民幣925,705,000元減少約13.03%，主要原因係二零一七年關閉門店51家，期間雖也開設13家門店，門店總數仍從截至二零一六年十二月三十一日的686家減少至二零一七年十二月三十一日的648家，二零一七年門店的減少及新店運營期尚短對收入產生不利影響。除此，二零一七年烘焙同業以連鎖、加盟、個性化精品門店、休閒咖啡廳、奢華下午茶、便利店、大賣場、外送、電商等形式高度競爭之外，其他具替代性的食品如特色小食、飲料、零嘴等也雨後春筍般崛起，提供不同消費選擇，加劇了市場多元競爭，致本集團全年整體同店銷售增長率下滑10.38%。

FINANCIAL REVIEW

Revenue

An analysis of Christine International Holdings Limited's (the "Company", together with its subsidiaries, the "Group") revenue and gross profit by product types for the years ended 31 December 2017 and 2016 is set out as follows:

		截至十二月三十一日止年度			
		二零一七年		二零一六年	
		2017		2016	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
		收入	毛利	收入	毛利
		Revenue	Gross Profit	Revenue	Gross Profit
麵包及蛋糕	Bread and cakes	575,725	205,920	671,814	254,280
月餅	Moon cakes	67,550	54,834	79,666	65,548
點心	Pastries	96,872	58,028	103,281	62,610
其他	Other	64,899	45,836	70,944	48,138
		805,046	364,618	925,705	430,576

The Group's revenue was approximately RMB805,046,000 for the year ended 31 December 2017, representing a decrease of approximately 13.03% as compared with approximately RMB925,705,000 for the year ended 31 December 2016. The decrease in revenue was mainly attributable to the closure of 51 stores during 2017. Despite the opening of 13 stores in 2017, the total number of stores fell from 686 as at 31 December 2016 to 648 as at 31 December 2017. As a result, our revenue was negatively affected by the decrease in the number of stores and the short operation period of the new stores. Moreover, in addition to the intense competition in the form of chain stores in 2017, franchised stores, individualized boutique stores, leisure cafe, luxury afternoon tea, convenience stores, hypermarkets, delivery orders, and e-commerce in the bakery industry, other alternative foodstuffs including signatory refreshment, beverage and snacks are also emerging at an astonishing speed. The provision of different consumption options intensified the diversified market competition, and thereby led to a decrease by 10.38% in the growth rate of overall same-store sales operated by the Group throughout the year.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

以地區別分析，上海地區截至二零一七年十二月三十一日市年度佔集團收入約58.05%，與截至二零一六年十二月三十一日止年度的58.96%約略一致，仍沿襲以往，是公司最主要收入來源，由於傳統烘焙實體店面對多元飲食新市場的侵蝕而擠壓營運規模，年度關閉上海門店27家，佔全年度關店數量的52.94%，上海截至二零一七年十二月三十一日止年度收入較二零一六年十二月三十一日止年度減少約人民幣78,454,000元，下降約14.38%；江蘇省、浙江省收入則分別較截至二零一六年十二月三十一日止年度減少約人民幣24,540,000元及人民幣17,665,000元，減幅分別為9.86%及13.47%。

由於門店減少及預付卡券銷售減緩，截至二零一七年十二月三十一日止年度主要產品麵包及蛋糕類營業額較截至二零一六年十二月三十一日止年度分別減少約人民幣96,089,000元，減幅為14.30%，另外，點心類及其他類產品亦受影響，較截至二零一六年十二月三十一日止年度銷售分別減少約人民幣6,409,000元及人民幣6,045,000元，減幅分別約6.21%及8.52%；因送禮減量及年輕世代消費偏好轉變，二零一七年月餅消費市場持續消退，月餅類營業額較截至二零一六年十二月三十一日止年度減少約人民幣12,116,000元，減幅約為15.21%。

以支付工具分析，公司的銷售額源於門店之現金(及銀行卡)的銷售、禮券(及預付卡)的兌換，二零一七年現金(及銀行卡)渠道銷售額約人民幣456,538,000元，佔總收入的56.71%，低於二零一六年的人民幣515,573,000元約11.45%；二零一七年禮券(及預付卡)因卡券銷售放緩，兌換產品銷售額則約人民幣348,508,000元，佔總收入43.29%，低於二零一六年的人民幣410,132,000元約15.03%。

In terms of geographical location, Shanghai remains the main source of the Group's revenue. Revenue from the Group's retail outlets in Shanghai accounted for approximately 58.05% of the Group's revenue for the year ended 31 December 2017, which remained at par as compared with 58.96% for the year ended 31 December 2016. Since the business scale of traditional physical bakery stores was diminishing due to the invasion of new and diversified dietary industry market, we closed down 27 stores in Shanghai during the year, representing 52.94% of the decrease in the number of closed retail outlets during the year. Revenue in Shanghai for the year ended 31 December 2017 decreased by approximately RMB78,454,000 or approximately 14.38% as compared with the year ended 31 December 2016. We also recorded a decrease in revenue in Jiangsu and Zhejiang provinces of approximately RMB24,540,000 and RMB17,665,000, respectively, or 9.86% and 13.47%, respectively, as compared with the year ended 31 December 2016.

Due to the decrease in the number of retail outlets and slow down of sales of prepaid cards and coupons, revenue from major products of bread and cakes for the year ended 31 December 2017 decreased by approximately RMB96,089,000, or 14.30%, as compared with that for the year ended 31 December 2016. Moreover, revenue from pastries and other products were also impacted, and decreased by approximately RMB6,409,000 and RMB6,045,000, or approximately 6.21% and 8.52%, respectively, as compared with that for the year ended 31 December 2016. Given the reduction of offering of gifts and change in consumption preference of the younger generation, the consumption market of moon cakes remained sluggish in 2017, thus the revenue from moon cakes decreased by approximately RMB12,116,000, or approximately 15.21%, as compared with that for the year ended 31 December 2016.

In terms of payment methods, the Company's sales revenue in retail outlets was settled either in cash (and bank cards) or through redemption of coupons (and prepaid cards). In 2017, sales revenue settled by cash (and bank cards) amounted to approximately RMB456,538,000, accounting for 56.71% of the total revenue, which was lower than the RMB515,573,000 in 2016 by approximately 11.45%. Given the slow down of sales of coupons and prepaid cards in 2017, sales revenue through redemption of coupons (and prepaid cards) amounted to approximately RMB348,508,000, accounting for 43.29% of the total revenue, which was lower than the RMB410,132,000 in 2016 by approximately 15.03%.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

毛利

本公司截至二零一七年十二月三十一日止年度毛利約為人民幣364,618,000元，較截至二零一六年十二月三十一日止年度人民幣430,576,000元減少約15.32%，減少主要因銷貨量減少致產能利用率下降，固定成本攤銷較高，年度毛利率約為45.29%，較截至二零一六年十二月三十一日止年度的46.51%微降。

其他收入

截至二零一七年十二月三十一日止年度本集團其他收入約為人民幣21,566,000元，較截至二零一六年十二月三十一日止年度約人民幣12,864,000元，增加約人民幣8,702,000元，主要來自本年度認列投資理財產品收益約人民幣8,691,000元。

其他收益及虧損

本集團截至二零一七年十二月三十一日止年度其他虧損約為人民幣2,567,000元，較截至二零一六年十二月三十一日止年度淨其他虧損約人民幣21,609,000元，虧損減少約人民幣19,042,000元，主要是因(i)杭州丹比食品有限公司(本公司之附屬公司)處置物業、廠房及設備收益為人民幣5,551,000元、(ii)未兌換券轉列收益較前期增加約人民幣4,485,000元、及(iii)截至二零一七年十二月三十一日止年度並無商譽減值虧損，而二零一六年則有商譽減值虧損確認約人民幣14,838,000元。然而，上述部分由(i)二零一七年物業、廠房及設備減值虧損撥備較二零一六年增加約人民幣3,233,000元及(ii)年末外匯評估所產生的匯兌虧損約人民幣2,651,000元所抵消。

Gross Profit

The Company's gross profit was approximately RMB364,618,000 for the year ended 31 December 2017, representing a decrease of approximately 15.32% as compared with RMB430,576,000 for the year ended 31 December 2016. Such decrease was mainly attributable to the decrease in sales volume, which led to the drop in production capacity utilization rate and higher fixed cost amortisation. Gross profit margin for the year 2017 was approximately 45.29%, which slightly decreased as compared with 46.51% for the year ended 31 December 2016.

Other Income

Other income of the Group increased by approximately RMB8,702,000 from approximately RMB12,864,000 for the year ended 31 December 2016 to approximately RMB21,566,000 for the year ended 31 December 2017, primarily attributable to the recognition of gain of approximately RMB8,691,000 from wealth management products during the year.

Other Gains and Losses

The Group recorded other losses of approximately RMB2,567,000 for the year ended 31 December 2017, representing a reduction in loss of approximately RMB19,042,000 as compared with net other losses of approximately RMB21,609,000 in 2016. The change was mainly due to (i) the recognition of a gain on disposal of property, plant and equipment of RMB5,551,000 relating to Hangzhou Danbi Foodstuff Co., Ltd. (a subsidiary of the Company), (ii) an increase in gain on unredeemed prepaid coupons by approximately RMB4,485,000 as compared with the previous year, and (iii) no impairment loss of goodwill for the year ended 31 December 2017 while goodwill impairment loss of approximately RMB14,838,000 was recognised in 2016. However, the aforesaid were partly offset by (i) an increase in provision for impairment loss of property, plant and equipment by approximately RMB3,233,000 in 2017 as compared with that for 2016, and (ii) the exchange loss of approximately RMB2,651,000 incurred by the evaluation of foreign currencies at the end of the year.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

分銷及銷售開支

由於關閉部份門店，截至二零一七年十二月三十一日止年度銷售開支約為人民幣432,055,000元，較截至二零一六年十二月三十一日止年度約人民幣464,092,000元，減少約人民幣32,037,000元，其中薪資費用雖延續調升勞動者最低工資，但門店關閉仍使年度薪費用下降約人民幣15,463,000元，為稍減緩短期人力成本負擔，本集團人力同步採行委外派遣，因而增加外部成本約人民幣5,838,000元，而租賃費、水電費、廣告費及折舊費用亦隨門店數減少而下降，分別減少約人民幣13,383,000元、人民幣4,639,000元、人民幣2,146,000元及人民幣2,218,000元。

行政開支

截至二零一七年十二月三十一日止年度行政開支約為人民幣76,473,000元，較截至二零一六年十二月三十一日止年度約人民幣76,244,000元，增加約人民幣229,000元。增加主要因無形資產攤銷費增長約人民幣475,000元；隨部份職工轉化為派遣人力，派遣費用增加約人民幣836,000元，而薪資費用減少人民幣約2,754,000元。另外停產設備折舊費及專業諮詢費較前期增加約人民幣1,458,000元及約人民幣1,640,000元，裝修費則減少約人民幣1,351,000元。

其他開支

截至二零一七年十二月三十一日止年度其他開支約人民幣465,000元，較截至二零一六年十二月三十一日止年度約人民幣761,000元減少約人民幣296,000元。

Distribution and Selling Expenses

As a result of the closure of certain stores, selling expenses decreased by approximately RMB32,037,000 from approximately RMB464,092,000 for the year ended 31 December 2016 to approximately RMB432,055,000 for the year ended 31 December 2017. Despite the effect of the ongoing increase in the minimum labour wage, annual salary expenses decreased by approximately RMB15,463,000 due to the closure of stores. In order to reduce short-term labour costs, the Group simultaneously adopted outsourcing of human resources, which led to an increase by approximately RMB5,838,000 in external labour costs, while rental expenses, utility expenses, advertising expenses and depreciation expenses also decreased, along with the decrease in retail outlets, by approximately RMB13,383,000, RMB4,639,000, RMB2,146,000 and RMB2,218,000, respectively.

Administrative Expenses

Administrative expenses increased by approximately RMB229,000 from approximately RMB76,244,000 for the year ended 31 December 2016 to approximately RMB76,473,000 for the year ended 31 December 2017. Such a change was mainly due to an increase in the amortisation of intangible assets by approximately RMB475,000; and the fact that, with the outsourcing of some staff, the outsourcing assignment expenses increased by approximately RMB836,000, while salary expenses decreased by approximately RMB2,754,000. In addition, depreciation expenses on shutdown equipment and professional consulting fees increased by approximately RMB1,458,000 and approximately RMB1,640,000 as compared with the previous period, while renovation fees decreased by approximately RMB1,351,000.

Other Expenses

Other expenses decreased by approximately RMB296,000 from approximately RMB761,000 for the year ended 31 December 2016 to approximately RMB465,000 for the year ended 31 December 2017.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

分佔一間聯營公司(虧損)/溢利

截至二零一七年十二月三十一日止年度分佔一間聯營公司虧損約為人民幣70,000元，係因轉投資虧損產生。截至二零一六年十二月三十一日止年度本集團錄得分佔一間聯營公司溢利約人民幣467,000元。

所得稅開支

截至二零一七年十二月三十一日止年度所得稅開支約為人民幣3,208,000元，較截至二零一六年十二月三十一日止年度約人民幣2,411,000元，增加約人民幣797,000元，主要係因持續虧損，不予確認遞延所得稅資產，所得稅開支高於上年。

本公司擁有人應佔年內虧損及全面開支總額

截至二零一七年十二月三十一日止年度發生淨虧損約為人民幣128,654,000元，截至二零一六年十二月三十一日止年度淨虧損約人民幣121,210,000元，虧損增加約人民幣7,444,000元。二零一七年的淨利潤率則由二零一六年的-13.09%下降為-15.98%。

財務狀況分析

存貨週轉天數

下表載列截至二零一七年及二零一六年十二月三十一日止年度存貨週轉天數：

	截至十二月三十一日止年度	
	For the years ended 31 December	
	二零一七年 2017	二零一六年 2016
存貨週轉天數 (附註)	25	21

附註：存貨週轉天數乃按存貨期初及期末結餘之算術平均值除以有關年度之銷貨成本，再乘以365天計算得出。

Share of (Loss)/Profit of an Associate

Share of loss of an associate for the year ended 31 December 2017 was approximately RMB70,000, which was generated by investment losses. For the year ended 31 December 2016, the Group recorded a share of profit of an associate of approximately RMB467,000.

Income Tax Expense

Income tax expenses increased by approximately RMB797,000 from approximately RMB2,411,000 for the year ended 31 December 2016 to approximately RMB3,208,000 for the year ended 31 December 2017, which was mainly due to deferred income tax assets not recognised as a result of continual losses, therefore resulting in the higher income tax expenses as compared with the previous year.

Loss and Total Comprehensive Expense for the Year Attributable to Owners of the Company

Net losses increased by approximately RMB7,444,000 from approximately RMB121,210,000 for the year ended 31 December 2016 to approximately RMB128,654,000 for the year ended 31 December 2017. Net profit margin decreased from -13.09% in 2016 to -15.98% in 2017.

ANALYSIS OF FINANCIAL POSITION

Inventory Turnover Days

The following table sets forth the inventory turnover days for the years ended 31 December 2017 and 2016:

	截至十二月三十一日止年度	
	For the years ended 31 December	
	二零一七年 2017	二零一六年 2016
存貨週轉天數 (附註)	25	21

Note: Inventory turnover days are calculated based on the arithmetic mean of the opening and closing balance of inventories divided by cost of sales for the relevant year and multiplied by 365 days.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本公司存貨包括原材料及產成品，二零一七年因備料去化較慢，存貨周轉天數略高於二零一六年。

貿易應收款項週轉天數

下表載列截至二零一七年及二零一六年十二月三十一日止年度貿易應收款項週轉天數：

貿易應收款項週轉天數（附註） Trade receivables turnover days

7

6

附註：貿易應收款項週轉天數乃按貿易應收款項期初及期末結餘之算術平均值除以有關年度之銷貨收入，再乘以365天計算得出。

貿易應收款項主要是因主營業務收入產生，應收而未收回的款項，其週轉天數二零一七年與二零一六年相比變化不大。

貿易應收款項之賬齡

下表載列所示日期本公司貿易應收款項之賬齡分析：

賬齡	Age
0~30天	0 to 30 days
31~60天	31 to 60 days
61~90天	61 to 90 days
91~180天	91 to 180 days
超過180天	Over 180 days

The Company's inventories consist of raw materials and finished goods. There was an increase in the inventory turnover days for 2017 as compared with 2016 as the usage of raw materials was slower in 2017.

Trade Receivables Turnover Days

The following table sets forth the trade receivables turnover days for the years ended 31 December 2017 and 2016:

截至十二月三十一日止年度

For the years ended
31 December

二零一七年 2017	二零一六年 2016
---------------	---------------

Note: Trade receivables turnover days are calculated based on the arithmetic mean of the opening and closing balance of trade receivables divided by the sales revenue for the relevant year and multiplied by 365 days.

Trade receivables are mainly outstanding receivables arising from revenue generated from principal businesses, of which the turnover days of 2017 did not have a significant change as compared with 2016.

Age of Trade Receivables

The following table sets forth an aging analysis of the trade receivables of the Company as at the dates indicated:

於十二月三十一日

As of 31 December

二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
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13,179

10,695

1,492

210

233

396

1,212

1,250

128

51

16,244

12,602

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本公司銷貨主要是以現金或客戶兌換券卡。在本集團獨立門店中消費，並無放賬情形，但在設置於百貨公司或賣場的店中店，提供場地的出租方通常代收本公司銷貨款項，於其後30至60天內支付本公司。

受限銀行存款

受限銀行存款為根據商務部二零一三年第九號文件對單用途預付卡管理試行辦法的規定，存入銀行之保證金。截至二零一七年十二月三十一日止年度按銷售預付卡券餘額提撥而存放在銀行的相關保證金約人民幣52,911,000元，與截至二零一六年十二月三十一日止年度其約人民幣52,390,000元約略相當。

貿易應付款項週轉天數

下表載列截至二零一七年及二零一六年十二月三十一日止年度貿易應付款項週轉天數：

貿易應付款項週轉天數（附註）	Trade payables turnover days (Note)
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附註：貿易應付款項週轉天數乃按有關年度始末的貿易應付款項結餘的算術平均值除以有關年度的銷售成本，再乘以365天計算得出。

The Company's sales were mainly settled either in cash or through redemption of coupons by customers. There was no credit payment for transactions which took place in the Group's self-operated retail stores. However, for those retail stores located in department stores or supermarkets, lessors who provided those sites usually collect the sales revenue on the Company's behalf and settled such amounts within 30 to 60 days thereafter.

Restricted Bank Deposits

The restricted bank deposits were the collateral deposited with banks pursuant to the regulation of Administrative Measures for Single-Purpose Commercial Prepaid Cards (for Trial Implementation) under Provision No.9 issued by Ministry of Commerce in 2013. The relevant collateral deposited with banks according to the provision for the balance of the prepaid cards sold for the year ended 31 December 2017 was approximately RMB52,911,000, which was approximate to that of approximately RMB52,390,000 for the year ended 31 December 2016.

Trade Payables Turnover Days

The following table sets forth the trade payables turnover days for the years ended 31 December 2017 and 2016:

截至十二月三十一日止年度
For the years ended
31 December

二零一七年 2017	二零一六年 2016
---------------	---------------

43

40

Note: Trade payables turnover days are calculated based on the arithmetic mean of the opening and closing balance of the trade payables divided by the cost of sales for the relevant year and multiplied by 365 days.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

貿易應付款項之賬齡

下表載列所示日期本公司貿易應付款項之賬齡分析：

		於十二月三十一日	
		As of 31 December	
		二零一七年	二零一六年
		2017	2016
		人民幣千元	人民幣千元
		RMB'000	RMB'000
賬齡	Age		
0~45天	0 to 45 days	42,396	48,083
46~60天	46 to 60 days	2,959	4,028
61~90天	61 to 90 days	145	119
91~180天	91 to 180 days	711	21
超過180天	Over 180 days	5,552	932
		51,763	53,183

本公司對供應商的貿易付款條件通常是45~60天，其他應付款尚包括應付工資及雜項應付款。

預收賬款

預收賬款主要係對客戶收取的預付卡券價款，由於二零一七年預付卡券售出金額較二零一六年少，致預付卡券餘額減少約人民幣35,579,000元。

可供出售金融資產

本公司於二零一五年六月五日投資人民幣35,000,000元管理投資基金，已於截至二零一七年十二月三十一日止年度到期悉數贖回。

未來重大投資及資本資產計劃

本集團於本年度報告日期尚無其他重大投資或資本資產計劃。

Age of Trade Payables

The following table sets forth an aging analysis of the trade payables of the Company as at the dates indicated:

		於十二月三十一日	
		As of 31 December	
		二零一七年	二零一六年
		2017	2016
		人民幣千元	人民幣千元
		RMB'000	RMB'000
賬齡	Age		
0~45天	0 to 45 days	42,396	48,083
46~60天	46 to 60 days	2,959	4,028
61~90天	61 to 90 days	145	119
91~180天	91 to 180 days	711	21
超過180天	Over 180 days	5,552	932
		51,763	53,183

The Company's credit terms for trade payables due to suppliers generally range from 45 to 60 days. Other payables include wage payables and sundry payables.

Deposits from Customers

Deposits from customers mainly include payments received from customers for prepaid cards and coupons. In 2017, sales amount of prepaid cards and coupons reduced as compared with 2016, therefore causing a decrease in the balance of outstanding prepaid cards and coupons by approximately RMB35,579,000.

Available-for-sale Financial Asset

The Company invested in managed investment fund of RMB35,000,000 on 5 June 2015, and had it fully redeemed during the year ended 31 December 2017 when it matured.

Future Plans for Material Investments and Capital Assets

The Group did not have other plans for material investments or capital assets as of the date of this annual report.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務及庫務政策

本集團在執行財務及庫務政策上採取審慎的財務管理策略，考慮現金部份逐年下降，為維持穩健的流動資金狀況，與金融機構建立長期往來關係或取得授信額度，以確保本集團資產、負債及其他承諾的流動性結構能夠不時滿足其資金及財務需求。

重大收購及出售

除本報告披露者外，本集團截至二零一七年十二月三十一日止年度沒有重大收購或出售附屬公司、聯營公司及合營公司。

重大投資

本集團截至二零一七年十二月三十一日止年度沒有持有重大投資。

流動性及財務資源

截至二零一七年十二月三十一日，現金及銀行存款約人民幣328,030,000元，較截至二零一六年十二月三十一日人民幣457,889,000元，減少約人民幣129,859,000元，主要是收入下滑、前期稅金於本期支付及預附卡券的銷售衰退，年度營業活動產生現金淨流出約人民幣173,730,000元；主要因處置金融資產獲利，投資活動產生現金淨流入約人民幣43,871,000元；融資活動則未有產生現金淨流動。

我們的現金及銀行存款將用於資助我們的運營及資本支出。

截至二零一七年十二月三十一日流動比率為93.13%，較截至二零一六年十二月三十一日103.65%流動性轉差。

Financial and Treasury Policy

The Group has adopted a prudent financial management approach towards its financial and treasury policies. Considering the year-on-year decline in cash positions, we established long-term relationships with financial institutions or obtained credit lines to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding and treasury requirements from time to time so as to maintain a stable liquidity position.

Material Acquisitions and Disposals

Save as disclosed in this report the Group did not have any material acquisition or disposal of subsidiaries, associates and joint ventures for the year ended 31 December 2017.

Significant Investment

The Group did not have any significant investment held for the year 31 December 2017.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2017, cash and bank deposits amounted to approximately RMB328,030,000, representing a decrease of approximately RMB129,859,000 as compared with RMB457,889,000 as at 31 December 2016, which was mainly attributable to the net cash outflow of approximately RMB173,730,000 from operating activities during the year as a result of a decline in revenue, the payment of tax for the previous period in the current period and a decrease in sales of prepaid cards and coupons. Net cash inflow from investing activities amounted to approximately RMB43,871,000 mainly due to proceeds from disposal of available-for-sale financial assets. There was no net cash flow incurred from financing activities.

Our cash and bank deposits will be used to fund our operations and capital expenditures.

The current ratio as at 31 December 2017 was 93.13%, which was lower than 103.65% as at 31 December 2016.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

負債

資本負債率

截至二零一七年及二零一六年十二月三十一日，本集團資本負債率(按總負債除以總資產計)分別約為50.72%與49.66%，主要因截至二零一七年十二月三十一日止年度收入下降及預付卡券銷售額減少，減少了現金餘額，提升了負債率。

銀行借款

截至二零一七年十二月三十一日，本集團無未償還的銀行借款。

銀行信用額度

截至二零一七年十二月三十一日，本集團尚有銀行信用額度待批核。

債券

截至二零一七年十二月三十一日，本集團未發行任何債券。

或有負債

截至二零一七年十二月三十一日，本集團無重大或有負債。

支付承諾

依據承租門店租約，截至二零一七年十二月三十一日，本集團未來不可取消的最低合約金額約人民幣186,921,000元；未編入合併報表之取得物業、廠房及設備等固定資產的資本支出合約金額約人民幣10,459,000元。

LIABILITIES

Gearing Ratio

As at 31 December 2017 and 2016, the Group's gearing ratio, calculated by dividing total liabilities by total assets, was approximately 50.72% and 49.66%, respectively. The decrease in revenue and in sales revenue of prepaid cards and coupons during the year ended 31 December 2017 resulted in a decrease in cash balance and increase in the gearing ratio.

Bank Borrowings

As at 31 December 2017, the Group had no outstanding bank borrowings.

Banking Facilities

As at 31 December 2017, the Group had banking facilities to be approved.

Debentures

As at 31 December 2017, the Group had not issued any debentures.

Contingent Liabilities

As at 31 December 2017, the Group had no material contingent liabilities.

Payment Commitments

According to the lease contracts in relation to retail outlets, as at 31 December 2017, the Group's future minimum lease payment under non-cancellable leases amounted to approximately RMB186,921,000, while capital expenditure in relation to the acquisition of fixed assets including property, plant and equipment not included in the consolidated statements amounted to approximately RMB10,459,000.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

資產抵押

於二零一七年十二月三十一日，本集團無抵押任何資產。

資本架構

本集團於二零一七年十二月三十一日尚無任何銀行貸款、資產抵押及應付票據。權益總額為約人民幣530,931,000元，較上年減幅約為19.50%。於二零一七年十二月三十一日，本公司之資本架構包括1,010,188,000股每股面值0.00001港元之普通股（「股份」）。

外匯及利率風險

本集團主要以人民幣進行業務交易，資金存放地利率浮動幅度不大，境外資金亦多以境外人民幣型態存放於境外銀行，管理層認為本集團營運所面臨之匯率及利率風險並不重大。因此，截至二零一七年十二月三十一日止，本集團並無採用任何金融工具避險。

Pledged Assets

As at 31 December 2017, none of the Group's assets were pledged.

Capital Structure

As at 31 December 2017, the Group had no bank borrowings, pledged assets and notes payable. Total equity amounted to approximately RMB530,931,000, representing a decrease of approximately 19.50% as compared with that for the previous year. As at 31 December 2017, the capital structure of the Company comprised 1,010,188,000 ordinary shares of HK\$0.00001 each (the "Shares").

Foreign Exchange and Interest Rate Exposure

As the Group conducts business transactions principally in Renminbi, interest rate fluctuation in places where capital was deposited was not high, and our offshore capital was mainly deposited in foreign banks as offshore Renminbi, the management considered the exchange rate and interest rate risk at the Group's operational level not significant. Accordingly, the Group had not used any financial instruments for hedging purposes as at 31 December 2017.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

資本開支

本集團截至二零一七年十二月三十一日止年度資本支出如下：

項目 Items		人民幣千元 RMB'000
銷售通路開展 Sales network development	購置、新添裝修及維護 Purchases, new fitting-out and repairs	9,714
	營運設備 Operation equipment	2,700
	小計 Subtotal	12,414
產能擴張 Production capacity expansion	廠房 Plant	2,976
	生產設備 Production equipment	5,485
	小計 Subtotal	8,461
後勤管理資本支出 Capital expenditure for backoffice administration	資訊科技軟件 IT software	125
資本支出總計 Total capital expenditures		21,000

銷售通路開展資本支出包括本集團於二零一七年新開店13家工程，既有門店外觀和內裝維護及下沙工廠宿舍裝修；產能擴張資本支出則主要是江寧廠區土建投入及各工廠機器設備購置；後勤資本支出則為資訊科技軟件添購。

CAPITAL EXPENDITURES

Capital expenditures of the Group for the year ended 31 December 2017 were as follows:

Capital expenditure arising from sales network development included the project of opening 13 outlets operated by the Group during 2017, the external and internal maintenance of the existing outlets and dormitory fitting-out for Xiasha factory. Capital expenditure arising from production capacity expansion was mainly attributed to the expenses for conducting civil engineering projects in Jiangning facility and acquisition of machinery and equipment for plants. Capital expenditure for back office administration was mainly related to the purchase of IT software.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本公司首次公開發售所得款項的使用

有關本公司首次公開發售所得款項的使用，請參閱本年報第33頁的「本公司首次公開發售所得款項的使用」。

人力資源

二零一七年度因關閉部份門店，縮編員工以零售門店銷售人員為主，工廠及管理人員亦隨之減少，截至二零一七年十二月三十一日，本集團員工總人數為4,680人(截至二零一六年十二月三十一日：5,019)，人員結構仍大部份為零售門店銷售人員，年度薪資總額約人民幣298,074,000元(二零一六年：人民幣323,098,000元)，金額雖低於二零一六年，惟佔二零一七年收入37.03%，較佔二零一六年收入34.90%有增長。

為改善業績，二零一七年度招聘方向以極富熱情的年輕員工為主，亦與人力資源公司合作，以提升招聘效率及人員素質。

本公司董事(「董事」)、高級管理層成員及其他僱員的薪酬政策乃根據彼等的經驗、所負責任及一般市場情況釐定。員工除固定薪資，尚透過考核部門及個別考核獲得津貼及年終獎金。任何酌情花紅及其他獎勵金均與本集團表現及董事、高級管理層成員及其他僱員的個人表現掛鉤。本集團鼓勵其僱員自我發展，並提供適當的在職培訓。

除有關產品知識、標準化服務及門店清潔的現有培訓之外，我們亦將零售員工的培訓重點放在產品展示、設備操作、飲料製作及配送服務上，以應對新店擴張。

USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

For details of the Company's use of net proceeds from its initial public offering, please refer to "Use of proceeds from the Company's Initial Public Offering" on page 33 of this annual report.

HUMAN RESOURCES

Given the closure of certain retail stores and the downsizing of our employees team mainly came from sales personnel in retail stores, this led to a corresponding decrease in the number of employees in our plants and management personnel during the year 2017. As at 31 December 2017, the Group's total number of employees amounted to 4,680 (as at 31 December 2016: 5,019), with the majority being sales staff in retail stores. Total annual payroll in 2017 amounted to approximately RMB298,074,000 (2016: RMB323,098,000). Although the amount of total annual payroll was lower than that of 2016, it still accounted for 37.03% of the revenue in 2017, and represented an increase as compared with 34.90% of revenue in 2016.

With the aim to improve sales result, during the year 2017 we targeted to recruit mainly young employees with high enthusiasm. We also cooperated with human resources companies to achieve higher recruitment efficiency and staff quality.

The remuneration policy for the directors (the "Directors") of the Company, senior management members and other employees is based on their experience, level of responsibility and general market conditions. In addition to fixed wages, our employees may be granted departmental and personal allowances and year-end bonuses subject to performance appraisal. Any discretionary bonus and other merit payments are linked to the performance of our Group and the individual performance of our Directors, senior management members and other employees. The Group encourages self-development of its employees and provides on-the-job training where appropriate.

Besides the existing training on product knowledge, standardized services and outlet cleaning, we also focus the training of retail employees on product display, equipment operation, beverage production and delivery services to cope with new store expansion.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

未來展望

市場展望

中國烘焙市場行業規模快速增長，總體市規模僅次於美國，以258億美元位居全球第二，近五年複合增長率達11.93%，而人均消費量僅6.6公斤／年，飲食習慣相近的香港及日本則分別為15.9公斤／年及23.4公斤／年，美國及英國更分別達到39.8公斤／年及46.3公斤／年，由此可推測消費市場增長空間及增速皆仍具較大潛力。目前市場概況及短期趨勢彙述如下：

行業優勢：

- (i) 國民可支配消費所得穩定攀高，有助烘焙市場整體增長；
- (ii) 國家產業政策支持，對生產環節及市場流通等其他環節明確了食品安全規範；
- (iii) 行務多品種及多面向的行業供給，透過高度行銷誘發消費；
- (iv) 生產技術進步推進了產品多樣化及生產高效能；及
- (v) 市場份額向品牌企業集中，有利提升產品安全質量。

行業面臨壓力：

- (i) 食品安全問題頻傳，影響消費信心；
- (ii) 行業准入門檻低，產品同質化嚴重；及
- (iii) 各類餐飲、食品、飲料皆為潛在競爭者。

本集團在享有行業優勢之餘，更具挑戰的是如何應對行業內面臨的壓力。本集團堅持初心，制定策略及以高標準控制食品安全，加強差異化產品研發（「研發」），同時製造美食，以迎接烘焙業快速發展的時代。

FUTURE PROSPECTS

Market Outlook

The industry scale of China's bakery market has been growing rapidly, with a total market of US\$25.8 billion, ranking second in the world following the U.S.. Its compound growth rate for the recent five years was 11.93%. However, the consumption per capita in the China's bakery industry market was only 6.6kg/year, while that in Hong Kong and Japan with a similar dietary habit was 15.9kg/year and 23.4kg/year, respectively; and the consumption per capita in the U.S. and U.K. even reached 39.8kg/year and 46.3kg/year, respectively. It can accordingly be inferred that the China's bakery consumption market has a high growth potential in both market capacity and pace. The current market overview and short-term trend are as follows:

Industry advantages:

- (i) National disposable income rises steadily, which is beneficial to the overall growth of bakery market;
- (ii) National industry policy support, with clear specifications on food safety during the production process, market circulation process and other processes;
- (iii) Diversified and multidimensional offerings of the industry can induce consumption through vigorous marketing;
- (iv) Progress in production technologies advances product diversification and high production efficiency; and
- (v) Concentration of market share towards branded enterprises helps improve product safety and quality.

Pressures faced by the industry:

- (i) Frequent occurrence of food quality issues affects consumption confidence;
- (ii) Industry entry barrier is low with serious homogenization of products; and
- (iii) Potential competition from various catering, food and beverage.

While enjoying the industrial advantages, the Group faces more challenges in coping with the pressures within the industry. Adhere to the Group's intention at the very beginning, the Group will formulate strategies and high standards to control food safety, enhance the research and development ("R&D") of differentiating products and make gourmet food in order to embrace the fast-growing era of bakery industry.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

研發展望

本集團大多數零售門店經營販售包裝麵包，為改善包裝麵包缺乏熱度與香氣及現場蛋糕賣象單調的短版，二零一七年起推展新店型，增加現場簡易烤制程序，並開發蛋糕模組式裱花工藝，以增添消費誘因，對於傳統特色產品也投入口味改良，期望產品重振以往吸引力，研發部門針對以上重點產品制訂研發方向：

(i) 冷鏈產品研發

研製全熟冷凍麵包，自工廠配送門店後，再經微烘烤於現場販售，降低現場製作成本，同時兼具現製效果。

(ii) 蛋糕研發

近年來蛋糕市場著重特色與個人化，少樣量產漸無法滿足消費需求，蛋糕研發方向不僅講究口味推陳出新，外觀也追求變化也是重點，不同於以往工廠量產後直接出貨或上架陳列，本公司發展門店現場模組化簡易裱花工藝，以求產品個性化。

(iii) 特色產品研發

本公司特色產品如蟹派及年輪蛋糕等，是傳統熱銷的糕點，隨著消費族群世代交替，市場對產品的口味要求也有不同，本集團嚐試透過研發迎向市場需求，再造以往熱銷盛況。

報告期後事項

報告期後直至本年度報告日期，並無發生重大事項。

Research and Development Prospects

Most of the Group's retail stores sell packaged bread. In order to improve the lack of heat and aroma of packaged bread, and the monotonous appearance of cakes sold on-site, since 2017, we have introduced new store types, and added a simple on-site baking process and developed the decoration techniques with cake module to attract the consumers and also invested in the improvement of taste for traditional featured products, with the aim to reviving the past attractiveness of our products. The R&D department determined the R&D direction regarding the above key products:

(i) R&D in Cold Chain Products

We developed fully baked frozen bread to be slightly re-baked and sold on-site after distribution from the factory to stores, reducing the cost of on-site baking while having the effect of on-site baking.

(ii) R&D in Cakes

In recent years, the cake market has focused on features and personalization. Limited mass production is unable to meet consumer demand. The R&D direction of cake not only attaches great importance to innovation of tastes, but also looks for changes in appearance. The Company developed the process of on-site modularization of simple decoration for personalized products, which is different from the direct delivery or on-shelf display after the mass production in factory in the past.

(iii) R&D in featured products

The Company's featured products such as "Crab Pie" and "Annual Ring" are the traditional bestselling delicacies. With the dramatic change in the generation of consumers, there are different requirements for product taste in the market. The Group has stepped up its efforts in order to meet the market demands through R&D and recreate the satisfactory sales as in the past.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the reporting period up to the date of this annual report.



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

董事

林煜先生，40歲，於二零一七年十一月十七日獲委任為董事。彼先前於二零一五年七月獲委任為非執行董事，並於二零一五年十二月二十三日起獲調任為執行董事直至二零一六年六月三日。林先生為瑞得投資管理有限公司之創始人，並自二零一三年三月起獲委任為其董事。彼於二零零八年十一月至二零一零年五月期間於太平資產管理有限公司(為其股份於聯交所主板上市的中國太平保險控股有限公司(股份代號：966)之附屬公司)擔任投資經理，於二零零五年九月至二零零八年二月期間於西部證券股份有限公司(該公司於二零一二年五月在深圳證券交易所上市(股份代號：002673.SZ))資產管理部擔任投資經理，及於二零零三年四月至二零一零年八月期間於百瑞信託投資有限責任公司投資經理。

林先生於一九九九年七月於南京大學商學院工商管理系畢業，並取得管理學學士學位。彼於二零零二年七月於中國人民大學財政金融學院金融系取得金融學碩士學位。

有關林先生截至二零一七年十二月三十一日於本公司股份中的權益，請參閱本年報第41頁。

DIRECTORS

Mr. Yu Lin, aged 40, was appointed as a Director on 17 November 2017. Previously, he was appointed as the non-executive Director in July 2015 and re-designated as the executive Director with effect from 23 December 2015 until 3 June 2016. Mr. Lin is the founder of Raiderly Holdings Limited and has been appointed as its director since March 2013. He was an investment manager of Taiping Asset Management Company Limited* (太平資產管理有限公司), a subsidiary of China Taiping Insurance Holdings Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 996), from November 2008 to May 2010, an investment manager in asset management department of Western Securities Co., Ltd.* (西部證券股份有限公司資產管理部), a company listed on the Shenzhen Stock Exchange in May 2012 (stock code: 002673.SZ) from September 2005 to February 2008, and an investment manager of Bairui Trust Investment Company Limited* (百瑞信託投資有限責任公司) from April 2003 to August 2005.

Mr. Lin graduated from the faculty of business administration of Nanjing University Business School (南京大學商學院) in July 1999 and obtained a bachelor's degree in management. He obtained a master degree in finance from the faculty of finance of the Finance School of Renmin University of China (中國人民大學財政金融學院金融系) in July 2002.

For details of Mr. Lin's interest in the Shares of the Company as at 31 December 2017, please refer to page 41 of this annual report.

* 僅供識別

* For identification purposes only

董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

洪敦清先生，71歲，於二零一七年十一月十七日獲委任為董事。彼先前於二零一一年十二月至二零一六年六月三日獲委任為執行董事，彼時負責制訂本集團行政管理方面的總體政策及指引。洪先生於烘焙及貿易行業積逾28年經驗。自二零零八年以來，洪先生一直擔任本公司前控股股東Sino Century Universal Corporation的董事(於二零一五年十月十九日，隨著當時Sino Century Universal Corporation按比例分配其所持有本公司股份予其當時之登記股東的重組完成後，Sino Century Universal Corporation不再為本公司之控股股東，但仍為本公司之主要股東(定義見香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」))。自一九九三年以來，洪先生一直擔任上海廣燦食品有限公司董事會主席。自一九八七年以來，洪先生一直擔任台灣同燦貿易有限公司董事會主席。洪先生熟悉生食材料加工及買賣企業的管理及營運。

有關洪先生截至二零一七年十二月三十一日於本公司股份中的權益，請參閱本年報第41頁。

林園先生，54歲，於二零一七年十一月十七日獲委任為董事。彼於一九八九年十二月畢業於深圳大學，獲得電子與計算機科學文憑。林先生擁有超過20年之資本市場經驗。彼自二零零四年二月起獲委任為無錫錫東汽車廣場有限公司之董事、自二零零六年十二月起獲委任為深圳市林園投資管理有限責任公司之董事會主席及為華潤信託林園系列基金之基金經理。

有關林先生截至二零一七年十二月三十一日於本公司股份中的權益，請參閱本年報第41頁。

Mr. Dun-Ching Hung, aged 71, was appointed as a Director on 17 November 2017. Previously, he was appointed as an executive Director in December 2011 until 3 June 2016 and was responsible for formulation of overall policy and guidelines in respect of the Group's administration and management. Mr. Hung has over 28 years of experience in the bakery and trade industries. Since 2008, Mr. Hung has served as a director of Sino Century Universal Corporation, the former controlling shareholder of the Company (On 19 October 2015, immediately following the completion of the then restructuring, the shares of the Company held by Sino Century Universal Corporation were distributed to its then registered shareholders on a pro-rata basis, and Sino Century Universal Corporation has ceased to be the controlling shareholder but remains as a substantial shareholder of the Company (as defined under the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Since 1993, Mr. Hung has served as the chairman of the board of directors of Shanghai Guang Can Foodstuff Co., Ltd. Since 1987, Mr. Hung has served as the chairman of the board of directors of Taiwan Tong Can Trading Co., Ltd.. Mr. Hung is familiar with the management and operation of processing and trading of raw-food materials enterprises.

For details of Mr. Hung's interest in the Shares of the Company as at 31 December 2017, please refer to page 41 of this annual report.

Mr. Yuan Lin, aged 54, was appointed as a Director on 17 November 2017. He graduated from Shenzhen University in December 1989 with a diploma of Electronics and Computer Science. Mr. Lin has over 20 years' experience investing in capital market. He has been appointed as a director by Wuxi Xidong Car Square Company Limited since February 2004, chairman of the board of Shenzhen Linyuan Investment Management Company Limited since December 2006 and fund manager of the Lin Yuan funds under China Resources Trust.

For details of Mr. Lin's interest in the Shares of the Company as at 31 December 2017, please refer to page 41 of this annual report.

* 僅供識別

* For identification purposes only



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

石偉光先生，53歲，於二零一七年十一月十七日獲委任為董事。彼於一九八六年七月畢業於同濟大學，獲得建築材料工程高分子材料專門化專業的工學學士學位。石先生擁有將近二十年之食品工業和資本市場投資經驗。彼自二零一六年七月起獲委任為北京厚生投資管理中心(有限合夥)之董事總經理，主管項目投資和管理。彼自二零零八年四月至二零一六年六月出任大眾食品控股有限公司關係維護總監及金鑼肉食集團戰略運營副總裁，主要負責該集團的戰略發展及資本市場有關的業務。自一九九二年七月至二零零八年四月，石先生擔任Macro Engineering & Technology Inc.之董事及中國首席代表，負責建立並監管多個國家的合資公司業務。

Mr. Weiguang Shi, aged 53, was appointed as a Director on 17 November 2017. He graduated from Tongji University in July 1986 with a bachelor's degree in engineering specializing in polymer specialization in construction materials engineering. Mr. Shi has approximately 20 years' experience in food industry and capital market. He has been appointed as the managing director of Beijing Hosen Investment Management Center (L.P.) since July 2016 and is responsible for overseeing and supervising project investments and managements. He was the director of investor relationship of People's Food Holdings Limited and vice president on strategy and operation of Jinluo Meat Products Group since April 2008 to June 2016, and his primary duties were strategic investment decisions and capital market related businesses of the group. Since July 1992 to April 2008, Mr. Shi is the director of Macro Engineering & Technology Inc. and its chief representative in China and was responsible for establishing and supervising several joint venture businesses.

執行董事

詹益昇先生，65歲，於二零一七年十一月十六日獲委任為執行董事。彼自一九九五年十月起出任台灣傑瑞社會福利發展基金會董事。自二零零七年十月起，彼出任本公司間接全資附屬公司南京克莉絲汀食品有限公司總經理。自二零一一年十月起，彼出任台灣聯合營建發展基金會榮譽董事長。自一九八八年三月至一九九九年八月期間，彼擔任啟阜集團總裁。自一九九三年一月至一九九九年八月期間，彼擔任台灣啟阜建設工程股份有限公司董事長。此外，自一九九四年二月至二零一一年十月期間，彼擔任台灣聯合營建發展基金會董事長。

EXECUTIVE DIRECTORS

Mr. I-Sheng Chan, aged 65, was appointed as an executive Director on 16 November 2017. He has served as a director of Taiwan Jerry Social Welfare Development Foundation* (台灣傑瑞社會福利發展基金會) since October 1995. He has held the position of the managing director of Nanjing Christine Foodstuff Co., Ltd.* (南京克莉絲汀食品有限公司), an indirect wholly-owned subsidiary of the Company, since October 2007. Since October 2011, he has served as the honorary chairman of the Taiwan Union Construction Development Foundation. He served as the president of CHIEFI Group from March 1988 to August 1999. From January 1993 to August 1999, he served as the chairman of Taiwan CHIEFI Construction Engineering Co., Ltd.* (台灣啟阜建設工程股份有限公司). Besides, he served as the chairman of Taiwan Union Construction Development Foundation from February 1994 to October 2011.

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董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

盧文強先生，45歲，於二零一七年十一月十六日獲委任為執行董事。彼於二零零四年畢業於西弗吉尼亞大學，獲得勞工關係專業碩士學位。盧先生擁有多年人事管理經驗。自二零一二年，彼擔任東奧有限公司人事部總經理。自二零一五年起，彼擔任神基科技股份有限公司（於台灣證券交易所上市的公司，股份代號為3005）資深人事經理。自二零一七年二月至今，彼擔任本公司間接全資附屬公司上海克莉絲汀食品有限公司人才戰略發展中心總監。

江若嫻女士，63歲，於二零一七年十一月十六日獲委任為執行董事。彼畢業於台灣中興商工職校，彼擁有豐富的企業管理經驗。自一九八五年二月至二零零零年九月期間擔任百年食品有限公司總經理。自二零零四年一月至二零零七年十一月擔任南京克莉絲汀科技軟管實業有限公司副總經理。本公司首席執行官羅田安先生（「羅先生」）與江女士為夫妻關係。

有關江女士截至二零一七年十二月三十一日於本公司股份中的權益，請參閱本年報第41頁。

林銘田先生，61歲，於二零一六年六月三日獲委任為執行董事。於一九八九年，彼成立中衛科技股份有限公司，主要從事生產衛星天線，且至今仍為主席。於一九九三年，彼成立並投資中衛實業（南京）有限公司，主要從事生產有線電話及電報設備，且至今仍為主席。於一九九三年，彼合創南京市台商協會並擔任副主席直至二零一零年。此後，彼從協會退休但保留其作為創始人之稱銜。自二零零零年起，林先生開發南京銀杏湖山莊並投資南京銀杏湖農業觀光休閒有限公司，並擔任主席至今。

* 僅供識別

Mr. Wen-Chian Lu, aged 45, was appointed as an executive Director on 16 November 2017. He graduated from West Virginia University in 2004 with a master degree majored in Labor Relations. Mr. Lu has years of experience in human resources management. Since 2012, he has served as the managing director of the Human Resources Department in Dong Ao Corporation Limited* (東奧有限公司). Since 2015, he has served as the senior human resources manager of Getac Technology Corporation (神基科技股份有限公司) (a company listed on the Taiwan Stock Exchange, stock code: 3005). From February 2017 to date, he has served as the chief supervisor of Talent Strategy Development Center in Shanghai Christine Foodstuff Co. Ltd.* (上海克莉絲汀食品有限公司), an indirect wholly-owned subsidiary of the Company.

Ms. Jo-Hsien Chiang, aged 63, was appointed as an executive Director on 16 November 2017. She graduated from Taiwan Chung Xing Commercial Vocational High School* (台灣中興商工職校). She is experienced in enterprise management. From February 1985 to September 2000, she served as the general manager of Hundred Years Food Limited* (百年食品有限公司). From January 2004 to November 2007, she served as the vice general manager of Nanjing Christine S&T Hose Co., Ltd.* (南京克莉絲汀科技軟管實業有限公司). Mr. Tien-An Lo ("Mr. Lo"), the chief executive officer of the Company, and Ms. Chiang are husband and wife.

For details of Ms. Chiang's interest in the Shares of the Company as at 31 December 2017, please refer to page 41 of this annual report.

Mr. Ming-Tien Lin, aged 61, was appointed as an executive Director on 3 June 2016. In 1989, he founded Jonsa Technologies Co. Ltd.* (中衛科技股份有限公司), primarily engaged in manufacturing satellite antennae, and remains as the chairman to date. In 1993, he founded and invested in Zhongwei Industry (Nanjing) Co., Ltd.* (中衛實業(南京)有限公司), primarily engaged in the manufacture of wire telephones and telegraph equipment, and remains as the chairman to date. In 1993, he co-founded the Nanjing Taiwan Business Association* (南京市台商協會) and served as the vice-chairman until 2010. Since then, he retired from the association but preserves his title as a founder. From 2000 onwards, Mr. Lin developed Nanjing Gingko Lake* (南京銀杏湖山莊) and invested in Nanjing Gingko Lake Agriculture and Tourism Company* (南京銀杏湖農業觀光休閒有限公司), of which he serves as the chairman to date.

* For identification purposes only



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

非執行董事

卓啟明先生，66歲，於二零一一年十二月獲委任為執行董事，並於二零一五年十二月二十三日起獲調任為非執行董事。卓先生於一九九三年加入本集團。卓先生於中國烘焙行業積逾24年經驗。卓先生現為本集團兩間成員公司，即上海克莉絲汀食品有限公司及上海吉元德食品有限公司之董事。自二零零八年起卓先生亦一直擔任本公司主要股東(定義見上市規則)Sino Century Universal Corporation的董事。卓先生自一九九六年起擔任阪屋食品股份有限公司(一間於台灣註冊成立並僅於台灣生產及銷售烘焙產品的公司)之董事，並自二零零三年至二零零六年擔任超比食品企業股份有限公司(一間從事烘焙業務的公司)之董事。此外，卓先生自二零一一年起擔任上海佳果包裝製品有限公司(一間主要在上海從事製造及銷售包裝材料的公司)董事，並自一九九七年起一直擔任三久行股份有限公司(一間主要在台灣從事製造及銷售包裝材料的公司)董事。卓先生自二零零七年起於台南市糕餅商業同業公會擔任管理委員會成員。

有關卓先生截至二零一七年十二月三十一日於本公司股份中的權益，請參閱本年報第41頁。

NON-EXECUTIVE DIRECTOR

Mr. Chi-Ming Chou, aged 66, was appointed as an executive Director in December 2011 and was re-designated as a non-executive Director with effect from 23 December 2015. Mr. Chou joined the Group in 1993. Mr. Chou has more than 24 years of experience in the bakery industry in the PRC. Mr. Chou is currently a director of two members of the Group, namely Shanghai Christine Foodstuff Co., Ltd. and Shanghai Ji Yuan De Foodstuff Co., Ltd.. Mr. Chou has served as a director of Sino Century Universal Corporation, a substantial shareholder (as defined under the Listing Rules) of the Company since 2008. Mr. Chou has served as a director of Ban Wu Food Co., Ltd., a company incorporated in Taiwan that produces and sells bakery products only in Taiwan, since 1996, and served as a director of Chao Bi Food Enterprise Co., Ltd., a company engaged in bakery business, from 2003 to 2006. In addition, since 2011, Mr. Chou has served as a director of Shanghai Jia Guo Packaging Co., Ltd., a company mainly engaged in manufacture and sale of packaging materials in Shanghai, and since 1997, he has served as a director of San Jiu Xing Co., Ltd., a company mainly engaged in manufacture and sale of packaging materials in Taiwan. Mr. Chou has served as a management committee member of the Tainan City Bakery Association since 2007.

For details of Mr. Chou's interest in the Shares of the Company as at 31 December 2017, please refer to page 41 of this annual report.



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

獨立非執行董事

高海明先生，66歲，於二零一四年十二月獲委任為獨立非執行董事。彼於二零零八年至二零一六年九月止期間曾為上海化學工業區發展有限公司(一間房地產開發公司)之三總師(總工程師、總會計師及總經濟師)辦公室高級助理。於一九九一年至二零零二年期間，彼曾為上海外高橋保稅區開發股份有限公司(一間於上海證券交易所上市之房地產開發公司(證券代碼：A股：600648；B股：900912))財務部經理、副總會計師及董事會秘書。於二零零零年至二零零二年期間及於二零零二年至二零零八年期間，彼曾先後於申高貿易有限公司(上海外高橋保稅區開發股份有限公司之附屬公司，主要負責貿易及投資)以及上海化學工業區置業有限公司(一間主要從事物業租賃及銷售業務之公司)擔任董事及總經理。高先生於一九八七年十二月畢業於上海財經大學，主修會計學。彼於二零零二年五月於南澳大利亞大學取得工商管理碩士學位。於一九九四年十月，高先生獲上海市會計系列高級專業技術職務任職資格評審委員會認可為高級會計師，並自一九九七年七月起，彼一直是上海市註冊會計師協會的非執業會員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Haiming Gao, aged 66, was appointed as an independent non-executive Director in December 2014. He was a senior assistant to the three offices of the chief engineer, chief accountant and chief economist (三總師(總工程師、總會計師及總經濟師)辦公室高級助理) in Shanghai Chemical Industry Park Development Co., Ltd.* (上海化學工業區發展有限公司), a real estate development company, during the period from 2008 to September 2016. He was a manager of the financial department, a vice chief accountant (副總會計師) and a board secretary of Shanghai Wai Gaoqiao Free Trade Zone Development Co. Ltd* (上海外高橋保稅區開發股份有限公司) (a real estate development company listed on the Shanghai Stock Exchange (stock codes: A shares: 600648; B shares: 900912)) between 1991 and 2002. He served as a director and general manager in Sungolden Limited (申高貿易有限公司), a subsidiary of Shanghai Wai Gaoqiao Free Trade Zone Development Co. Ltd, mainly responsible for trading and investment, between 2000 and 2002 and in Shanghai Chemical Industry Park Property Co., Ltd.* (上海化學工業區置業有限公司), a company principally engaged in leasing and sale of properties, between 2002 and 2008. Mr. Gao graduated from Shanghai University of Finance and Economics (上海財經大學) in December 1987 majoring in accounting. He obtained a master degree of business administration from University of South Australia in May 2002. Mr. Gao is a senior accountant recognised by Shanghai Accounting Senior Professional and Technical Title Qualification Evaluating Committee* (上海市會計系列高級專業技術職務任職資格評審委員會) in October 1994 and he has been a non-practicing member of Shanghai Institute of Certified Public Accountants (上海市註冊會計師協會) since 1997.

* 僅供識別

* For identification purposes only



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

朱念琳先生，61歲，於二零一一年十二月獲委任為獨立非執行董事。朱先生現為中國焙烤食品糖製品工業協會理事長、中國輕工業聯合會副秘書長、中國輕工業聯合會經濟合作部主任、國家食物與營養諮詢委員會副秘書長、教育部全國食品工業職業教育教學指導委員會主任。朱先生於一九八二年自無錫輕工業學院獲得食品工程學士學位。朱先生於二零零一年在清華大學獲得工商管理碩士學位。

蘇莞文女士，43歲，於二零一一年十二月獲委任為獨立非執行董事。蘇女士現任台北醫學大學藥學院的臨床助理教授，並被聘為中華民國藥師公會全國聯合會一藥事照護委員會顧問。彼為美國麻州註冊藥劑師及台灣授證藥劑師。彼亦為美國不用藥醫師公會認證的授證總體健康諮商師。自二零零八年至二零零九年，蘇女士擔任台北醫學大學附設台北市立萬芳醫院卓越臨床試驗與研究中心研究員，並於二零零零年至二零零六年擔任Stop and Shop Pharmacy藥劑部經理。彼對營養及健康生活有著深刻的見解。蘇女士於一九九八年獲得美國東北大學藥學學士學位及於二零零四年獲得麻州藥學院藥學博士學位，並於二零零五年至二零零七年期間研習哥倫比亞大學附屬綜合營養學院的專業及高級健康諮商培訓課程。

Mr. Nianlin Zhu, aged 61, was appointed as an independent non-executive Director in December 2011. Mr. Zhu is currently the president of China Association of Bakery & Confectionery Industry, a deputy secretary of China National Light Industry Council, a director of the Economic Cooperation Department of China National Light Industry Council, a deputy secretary of the State Food and Nutrition Consultant Committee, a director of Educational Steering Committee under the Ministry of Education's National Committee of Vocational Education in Food Industry. Mr. Zhu received his Bachelor Degree in food engineering from Wuxi Light Industry Institute in 1982. Mr. Zhu received his Master of Business Administration from Tsinghua University in 2001.

Ms. Wanwen Su, aged 43, was appointed as an independent non-executive Director in December 2011. Ms. Su is currently a clinical assistant professor in School of Pharmacy, Taipei Medical University, and Advisor of pharmaceutical care committee, Taiwan Pharmacist Association. She is a registered pharmacist in Massachusetts, USA and a certified pharmacist in Taiwan as well. She is also a certified holistic health counselor certified by the American Association of Drugless Practitioners in USA. She served as a researcher of Clinical Research Center of Excellence for Clinical Trial and Research, Taipei Medical University Wan-Fang Hospital, from 2008 to 2009 and a pharmacy manager in Stop and Shop Pharmacy, from 2000 to 2006. She has a deep understanding of nutrition and healthy living. Ms. Su obtained her Bachelor of Science in pharmacy from Northeastern University in 1998 and her Doctor of Pharmacy degree from Massachusetts College of Pharmacy and Health Sciences in 2004 and took professional and advanced health counseling training programs in Institute for Integrative Nutrition affiliated with Columbia University from 2005 to 2007.

董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

高級管理層

羅田安先生，64歲，於二零一三年二月二十八日起，兼任首席執行官。彼於二零零八年三月至二零一七年十一月止期間為本公司董事，以及自二零一一年十二月至二零一七年十一月止期間遂擔任執行董事及主席。彼為本集團之創始人，一直負責本集團整體戰略策劃及管理。羅先生從事烘焙及零售行業逾24年，因此於烘焙及零售行業具有豐富經驗。此外，彼於企業管理方面(包括起草總體指引，實施系統化管理及制訂戰略規劃等)具有豐富經驗。羅先生目前為本集團各附屬公司之董事。羅先生自二零零八年起一直擔任本公司主要股東(定義見上市規則)Sino Century Universal Corporation的董事。羅先生自一九九九年以來，亦一直擔任上海克莉絲汀食品有限公司董事會主席。彼自二零零九年十二月起，一直擔任上海市台灣同胞投資企業協會副會長。羅先生為本集團迄今為止的戰略制訂及發展成就的關鍵推動者。羅先生於一九八一年畢業於苗栗縣私立中興高級商工職業學校。於二零零七年，羅先生獲中國福布斯財經雜誌授予「本年度最佳創業人物」榮譽稱號。羅先生與本公司執行董事江若嫻女士為夫妻關係。

有關羅先生截至二零一七年十二月三十一日於本公司股份中的權益，請參閱本年報第41頁。

廖維綸先生，50歲，獲委任為本公司財會副總裁。廖先生於二零一一年加入本集團。廖先生自一九九六年至一九九八年曾任安候建業會計師事務所審計部高級核數師；其後，廖先生自一九九八年至二零零四年擔任群益證券股份有限公司企業銀行業務部企業融資分部項目經理，並自二零零八年至二零零九年擔任榮成紙業股份有限公司主席特別助理。廖先生於一九九五年獲得輔仁大學會計學學士學位。此外，廖先生分別於一九九九年及二零零八年自台灣證券商業同業公會獲得高級證券商業業務員及自台灣證券投資信託暨顧問商業同業公會獲得投信投顧業務員資質。

SENIOR MANAGEMENT

Mr. Tien-An Lo, aged 64, has taken up the duties of the chief executive officer of the Company since 28 February 2013. He was a Director of the Company during the period from March 2008 to November 2017 and was subsequently an executive Director and the Chairman during the period from December 2011 to November 2017. He is the founder of the Group and has been responsible for the overall strategic planning and management of the Group. Mr. Lo has extensive experience in the bakery and retail industries, having been engaged in the bakery and retail businesses for over 24 years. In addition, he has extensive experience in corporate management including drafting overall guidelines, conducting systemic management, and drawing up strategic plans. Mr. Lo is currently a director of each of the Group's subsidiaries. Mr. Lo has served as a director of Sino Century Universal Corporation, a substantial shareholder (as defined under the Listing Rules) of the Company since 2008. Mr. Lo has also served as the chairman of the board of directors of Shanghai Christine Foodstuff Co., Ltd. Since 1999. He has served as the vice president of the Association of Taiwanese Businessmen of Shanghai since December 2009. Mr. Lo has been the key driver of the Group's strategies and achievements to date. Mr. Lo graduated from Tian Li County Zhong Xing High Commercial Technical Private School in 1981. In 2007, Mr. Lo was named as an Entrepreneur of the Year by financial publication Forbes China. Mr. Lo and Ms. Jo-Hsien Chiang, the executive Director of the Company are husband and wife.

For details of Mr. Lo's interest in the Shares of the Company as at 31 December 2017, please refer to page 41 of this annual report.

Mr. Weilun Liao, aged 50, was appointed as the Company's vice president of finance and accounting. Mr. Liao joined the Group in 2011. Mr. Liao served as a senior auditor of Audit Department of KPMG Taiwan from 1996 to 1998; following that, Mr. Liao served as a project manager of the Corporate Finance Department, Corporate Banking Division of the Capital Securities Corporation from 1998 to 2004. From 2008 to 2009, he served as a special assistant to the chairman of Long Chen Paper Co., Ltd.. Mr. Liao obtained his Bachelor Degree in accounting in Fu Jen University in 1995. In addition, Mr. Liao obtained his qualifications as a Senior Securities Specialist from Taiwan Securities Association and a Securities Investment Trust and Consulting Professional from Securities Investment Trust & Consulting Association of Taiwan, in 1999 and 2008, respectively.



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

蔣玉萍女士，47歲，獲委任為本公司銷售及管理副總裁。彼監管本公司在南京之整體營運，包括整體銷售管理、制定及實施公司規章以及委任高級管理層。蔣女士於工廠管理、零售門店管理及擴張方面擁有15年經驗。彼於二零零二年加入本集團。蔣女士負責本公司南京零售網絡的擴張，由一間零售門店發展至目前之80間零售門店。加入本集團前，蔣女士於一九九六年至二零零二年擔任江蘇信息賓館經理及副總經理。蔣女士於財務及人力資源管理方面擁有豐富經驗。蔣女士於二零零七年當選南京市白下區人民代表大會代表。蔣女士於一九九四年獲無錫輕工業學院食品工業科學學士學位。

黃麗萍女士，50歲，獲委任為本公司銷售及管理副總裁，主要負責浙江、無錫及蘇州的銷售及管理事宜。彼於二零零六年加入本集團。黃女士於市場推廣及採購方面擁有約16年經驗。加入本集團前，彼自二零零一年至二零零二年供職於上海康誠倉儲有限公司及自二零零四年至二零零五年供職於世琥倉儲(上海)有限公司。黃女士於一九八九年畢業於福州大學。

Ms. Yuping Jiang, aged 47, was appointed as the Company's vice president of sales and management. She oversees the Company's overall operations in Nanjing, including overall sales management, corporate rules formulation and enforcement, appointment of the senior management. Ms. Jiang has gained 15 years of experience in factory management, retail outlet management and expansion. She joined the Group in 2002. Ms. Jiang oversees the expansion of the Company's Nanjing retail network, from one retail outlet to the current 80 retail outlets. Before joining the Group, Ms. Jiang served as the manager and deputy general manager of Jiangsu Xinxi Hotel from 1996 to 2002. Ms. Jiang has extensive experience in finance and human resources management. In 2007, Ms. Jiang was elected as a deputy to the People's Congress of Baixia District, Nanjing. Ms. Jiang received her Bachelor Degree in food industry and science from Wuxi Institute of Light Industry in 1994.

Ms. Liping Huang, aged 50, was appointed as the Company's vice president of sales and management. She is mainly responsible for sales and management matters in Zhejiang, Wuxi and Suzhou. She joined the Group in 2006. Ms. Huang has approximately 16 years of experience in marketing and procurement. Before joining the Group, she worked in Shanghai Kangcheng Storage Co., Ltd. from 2001 to 2002 and in Shihu Storage (Shanghai) Co., Ltd. from 2004 to 2005. Ms. Huang graduated from Fuzhou University in 1989.



董事會報告

REPORT OF THE DIRECTORS

董事欣然提呈本公司之年報連同本集團於截至二零一七年十二月三十一日止年度的經審核綜合財務報表。

公司資料

本公司為於二零零八年三月十一日在開曼群島註冊成立的受豁免有限公司。於二零一二年二月二十三日(「上市日期」)，透過按發售價每股1.60港元初步提呈250,000,000股股份，股份成功開始於聯交所買賣。其後，因行使本公司於上市日期就首次公開發售而授出的超額配股權，本公司額外發行10,188,000股股份。

主要業務

本公司的主要業務為投資控股。本公司主要附屬公司的主要業務詳情載於綜合財務報表附註38。於年內，本集團主要業務的性質並無顯著變化。本集團於截至二零一七年十二月三十一日的主要附屬公司的詳情載於綜合財務報表附註38。

The Directors are pleased to present the Company's annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2017.

CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 11 March 2008. On 23 February 2012 (the "Listing Date"), the Shares successfully commenced dealing on the Stock Exchange by initially offering 250,000,000 Shares at the offer price of HK\$1.60 per Share. The Company subsequently issued 10,188,000 additional Shares pursuant to the exercise of the over-allotment option granted by the Company in connection with the initial public offering on the Listing Date.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries of the Company are set out in note 38 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year. Details of the principal subsidiaries of the Group as at 31 December 2017 are set out in note 38 to the consolidated financial statements.



董事會報告

REPORT OF THE DIRECTORS

業務審視

有關本集團年內業務及事務的中肯審視載於本年報第5至19頁的「管理層討論及分析」章節內。本年報第188頁則刊載管理層討論與分析以及財務摘要，以財務關鍵表現指標分析本集團年內表現。綜合財務報表附註36還刊載了本集團的財務風險管理目標及政策。於本財政年度終結後，並無發生對本集團有影響的重大期後事項。此外，關於本集團環保政策、與持份者關係及對本集團有重大影響的相關法律及規例之遵守情況，均載於本年報第60至88頁的「企業管治報告」章節內。我們與董事及員工之間的重要關係可參閱本年報第17頁「人力資源」一段及本年報第20至28頁的「董事及高級管理層」一節。對公司業務相當可能有的未來發展的揭示，載於本年報第18至19頁的「未來展望」。

BUSINESS REVIEW

A fair review of the Group's business and affairs during the year is provided in the Management Discussion and Analysis section on pages 5 to 19 of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Management Discussion and Analysis section as well as the Financial Summary on page 188 of this annual report. Also, the financial risk management objectives and policies of the Group can be found in Note 36 to the consolidated financial statements. No important event after the period affecting the Group has occurred since the end of the financial year. In addition, discussions on the Group's environmental policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are all contained in the Corporate Governance Report section on pages 60 to 88. Our key relationship with our Directors and employees can be found under "Human Resources" paragraph on page 17 and "Directors and Senior Management" section on pages 20 to 28 of this annual report. The probable future business development of the Company is discussed in the paragraph headed "Future Prospects" on pages 18 to 19 of this annual report.



董事會報告

REPORT OF THE DIRECTORS

風險及不確定因素

截至二零一七年十二月三十一日止年度，由於來自競爭對手及其他業務的激烈競爭，我們繼續面臨烘焙行業的風險及不確定因素。有關詳情，請參閱本年報第18頁的「未來展望－市場展望」。我們繼續對錄得多次虧損、開支持續擴大或位址處劣的不符成本效益門店採取關閉政策。人力成本及原材料增加亦是本集團於營運中面臨的其他類型的持續風險及不確定因素。所有該等風險及不確定因素均導致我們的持續虧損及虧損門店關閉。為應對該情況，我們爭取更有效地利用資源並探索新機遇。有關詳情，請參閱本年報第19頁的「未來展望－研發展望」。此外，食品安全仍是烘焙業最大行業風險，本集團仍一秉原則，捍衛食品安全。未來一年，除上述業務計劃外，本集團在環保、社會責任及企業治理方面，也將恪守初心，從嚴律己利人，在以獲利為天職的目標下，期望也為自然環境、人群福利及社會正義而努力。

業績及股息

本集團於截至二零一七年十二月三十一日止年度的虧損及其於二零一七年十二月三十一日的財務狀況載於綜合財務報表第95至101頁。

董事會（「**董事會**」）不建議就二零一七年度派發末期股息。

RISKS AND UNCERTAINTIES

During the year ended 31 December 2017, we continued to face risks and uncertainties in the bakery industry due to intense competition from competitors and other businesses. For details, please refer to “Future Prospects - Market Outlook” on page 18 of this annual report. We continued to adopt the policy of closing down cost-ineffective stores recording frequent losses, continual increases in expenses or at inferior locations. The increase in labour costs and raw materials are also other types of ongoing risks and uncertainties that our Group faces in our operations. All these risks and uncertainties have led to our continual loss and closing down of loss-making stores. To cope with this, we strive to utilise our resources more efficiently and explore new opportunities. For details, please refer to “Future Prospects - Research and Development Prospects” on page 19 of this annual report. Moreover, food safety continues to be the greatest industry risk of the bakery industry. The Group adheres to its commitment to ensure food safety. In the coming year, apart from the above business plans, the Group will also adhere to its original commitment with regard to environmental, social responsibilities and corporate governance. Apart from our goal to make profits, we also wish to contribute to the environment, welfare of society and social justice.

RESULTS AND DIVIDENDS

The Group’s loss for the year ended 31 December 2017 and its financial position as at 31 December 2017 are set out in the consolidated financial statements on pages 95 to 101.

The board (the “**Board**”) of Directors does not recommend the payment of a final dividend for 2017.

董事會報告

REPORT OF THE DIRECTORS

本公司首次公開發售所得款項的使用

本公司因於上市日期在聯交所上市及於二零一二年三月十六日行使超額配股權發行新股而所得款項淨額為356,800,000港元，該款額擬或已按照本公司日期為二零一二年二月十日的招股章程「未來計劃及所得款項用途」一節所載的擬定用途使用。所得款項用途概述如下：

USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

The net proceeds from the Company's issue of new Shares at the time of its listing on the Stock Exchange on the Listing Date and pursuant to the exercise of the over-allotment option on 16 March 2012 amounted to HK\$356,800,000. Such net proceeds are intended to be or have been applied in accordance with the proposed applications as set out in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 10 February 2012. A summary of the use of proceeds is set out below:

項目	Items	截至二零一七年十二月三十一日止累積金額 Accumulated amounts as of 31 December 2017 千港元 HK\$'000
開設新零售門店	Opening new retail outlets	146,288
產能擴張	Expanding production capacity	142,662
新增及改善信息技術系統及研發新產品	Addition and improvement of the information technology systems and the R&D of new products	22,209
一般營運資金	General working capital	35,680
總計	Total	346,839

於二零一七年十二月三十一日未動用的所得款項淨額結餘約為9,961,000港元，未動用的所得款項淨額暫時作為短期存款存放於香港的持牌機構。

As at 31 December 2017, the balance of unutilised net proceeds amounted to approximately HK\$9,961,000 and the unutilised net proceeds are temporarily placed as short term deposits with licensed institutions in Hong Kong.

財務摘要

有關過往五個財政年度本集團的已公佈業績以及資產、負債及非控股權益的概要載於本年報第188頁。

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 188 of this annual report.

物業、廠房及設備

於年內，本集團物業、廠房及設備的變動詳情，載於綜合財務報表附註13。

PROPERTY, PLANT AND EQUIPMENT

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



董事會報告

REPORT OF THE DIRECTORS

借款及抵押資產

本集團於二零一七年十二月三十一日維持優勢財務狀況，並無任何銀行貸款、資產抵押及應付票據。

股本

於年內，本公司的股本變動詳情載於綜合財務報表附註29。

優先購買權

本公司章程細則(「章程細則」)或開曼群島法例並無要求本公司向本公司現有股東(「股東」)按比例提呈新股的有關優先購買權的規定。

購買、贖回或出售本公司之上市證券

截至二零一七年十二月三十一日止年度，本公司或任何其附屬公司概無購買、贖回或出售本公司任何上市證券。

儲備

於年內，本集團儲備變動的詳情載於第98頁的綜合權益變動表。

BORROWINGS AND PLEDGED ASSETS

The Group retained a healthy financial position as at 31 December 2017 without any bank borrowings, pledged assets and notes payable.

SHARE CAPITAL

Details of movements in the Company's Share capital during the year are set out in note 29 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2017.

RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 98.



董事會報告

REPORT OF THE DIRECTORS

可供分派儲備

本公司之可供分派儲備指股份溢價、儲備及溢利，於二零一七年十二月三十一日，合共為約人民幣176,895元。根據開曼群島法例第22章公司法(1961年法例第3冊，經綜合及修訂)，本公司之股份溢價可供向股東支付分派或股息，惟須遵守本公司之組織章程大綱及章程細則之條文，且緊隨建議支付派發或股息日期後，本公司能夠支付其日常業務過程中到期之債務。根據章程細則，股息可從本公司已變現或未變現之溢利或董事釐定不再需要自溢利中撥出之任何儲備中宣派及派付。在普通決議案之批准之下，股息亦可從本公司之股份溢價賬中宣派及支付。

主要供應商及客戶

於年內，本集團最大供應商佔本集團總採購額的6.17%。本集團五大供應商佔本集團總採購額的20.4%。

於年內，概無單一客戶佔本集團銷售總額之10%以上。

本集團五大供應商中，上海一品軒食品有限公司(「一品軒」)為本公司之關連人士。持續關連交易之詳情載於下文「持續關連交易」一節。

除上文所披露者外，概無董事或任何彼等聯繫人士(定義見上市規則)或任何股東(其中，就本公司董事所知擁有超過5%本公司已發行股本者)於本集團五大供應商中擁有任何實益權益。

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution represent the share premium, reserves and profit which in aggregate amounted to approximately RMB176,895 as at 31 December 2017. Under the Companies Law, Cap 22 (Law 3 of 1961, consolidated and revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to Shareholders subject to the provisions of the Company's memorandum and the Articles and provided that immediately following the date on which 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. In accordance with the Articles, dividends may be declared and paid out of the profits of the Company, realised or unrealised or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution, dividends may also be declared and paid out of the share premium account of the Company.

MAJOR SUPPLIERS AND CUSTOMERS

During the year, the Group's largest supplier accounted for 6.17% of the Group's total purchases. The Group's five largest suppliers accounted for 20.4% of the Group's total purchases.

During the year, no single customer accounted for over 10% of the Group's total sales.

Among our five largest suppliers, Shanghai Yi Pin Xuan Foodstuff Co., Ltd. (上海一品軒食品有限公司) ("Yi Pin Xuan") is our connected person. Details of the continuing connected transactions are set out in the section headed "Continuing Connected Transactions" below.

Saved as disclosed above, none of the Directors or any of their associates (as defined under the Listing Rules) or any Shareholders (which, to the best knowledge of the Directors of the Company, own more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest suppliers.

董事會報告

REPORT OF THE DIRECTORS

慈善捐贈

於年內，本集團並無作出慈善及其他捐款。

董事

於年內及截至本報告日期之董事如下：

董事：

洪敦清先生(於二零一七年十一月十七日獲委任)
林煜先生(於二零一七年十一月十七日獲委任)
林園先生(於二零一七年十一月十七日獲委任)
石偉光先生(於二零一七年十一月十七日獲委任)

執行董事：

林銘田先生
詹益昇先生(於二零一七年十一月十六日獲委任)
盧文強先生(於二零一七年十一月十六日獲委任)
江若嫻女士(於二零一七年十一月十六日獲委任)
羅田安先生(於二零一七年十一月十七日被罷免)
許鴻森先生(於二零一七年六月二日退任)

非執行董事：

卓啟明先生

獨立非執行董事：

高海明先生
朱念琳先生
蘇莞文女士

本公司已收到各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認。本公司認為所有獨立非執行董事均符合上市規則第3.13條所載的獨立性指引，且按照指引條款已屬獨立。

CHARITABLE DONATIONS

During the year, the Group made no charitable and other donations.

DIRECTORS

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

Directors:

Mr. Dun-Ching Hung (*appointed on 17 November 2017*)
Mr. Yu Lin (*appointed on 17 November 2017*)
Mr. Yuan Lin (*appointed on 17 November 2017*)
Mr. Weiguang Shi (*appointed on 17 November 2017*)

Executive Directors:

Mr. Ming-Tien Lin
Mr. I-Sheng Chian (*appointed on 16 November 2017*)
Mr. Wen-Chian Lu (*appointed on 16 November 2017*)
Ms. Jo-Hsien Chiang (*appointed on 16 November 2017*)
Mr. Tien-An Lo (*removed on 17 November 2017*)
Mr. Hung-Sen Hsu (*retired on 2 June 2017*)

Non-executive Director:

Mr. Chi-Ming Chou

Independent non-executive Directors:

Mr. Haiming Gao
Mr. Nianlin Zhu
Ms. Wanwen Su

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. The Company is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.



董事會報告

REPORT OF THE DIRECTORS

董事及高級管理層履歷

董事及本集團高級管理層的履歷詳情載於本年報第20至28頁。

董事的服務合約

林煜先生、洪敦清先生、林園先生及石偉光先生已各自與本公司訂立服務合約，初始任期自二零一七年十一月十七日起計為期三年，委任可於任何一方向另一方發出不少於一個月之通知予以終止，且在任何情況下，彼須根據章程細則於股東週年大會上輪席告退及膺選連任。

詹益昇先生、盧文強先生及江若嫻女士已各自與本公司訂立服務合約，固定任期自二零一七年十一月十六日起計為期三年，並須根據章程細則於股東週年大會上輪席告退及膺選連任。

林銘田先生已與本公司訂立服務合約，初始任期自二零一六年六月三日起計為期三年，委任可於任何一方向另一方發出不少於一個月之通知予以終止，且在任何情況下，彼須根據章程細則於股東週年大會上輪席告退及膺選連任。

卓啟明先生已與本公司訂立服務合約，固定任期自二零一五年二月二十三日起計為期三年。卓啟明先生已與本公司就其於二零一五年十二月二十三日起由執行董事調任為非執行董事之事宜訂立一份補充服務合約。除上述調任外，服務合約之所有重大條款維持不變。彼須根據章程細則於股東週年大會上輪席告退及膺選連任。

BIOGRAPHIES OF DIRECTORS AND MEMBERS OF SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 20 to 28 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Yu Lin, Mr. Dun-Ching Hung, Mr. Yuan Lin and Mr. Weiguang Shi has entered into a service contract with the Company for an initial term of three years commencing from 17 November 2017 which can be terminated by either party serving on the other not less than one month's notice, and in any event is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles.

Each of Mr. I-Sheng Chan, Mr. Wen-Chian Lu and Ms. Jo-Hsien Chiang has entered into a service contract with the Company for a fixed term of three years commencing from 16 November 2017, and is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles.

Mr. Ming-Tien Lin has entered into a service contract with the Company for an initial term of three years commencing from 3 June 2016 which can be terminated by either party serving on the other not less than one month's notice, and in any event is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles.

Mr. Chi-Ming Chou has entered into a service contract with the Company for a fixed term of three years starting from 23 February 2015. A supplemental service contract has been entered into between Mr. Chi-Ming Chou and the Company with respect to the re-designation from an executive Director to a non-executive Director with effect from 23 December 2015. Except for the aforesaid re-designation, all material terms of the service contract remain unchanged. He is subject to retirement by rotation and re-election at the annual general meeting in accordance to the Articles.



董事會報告

REPORT OF THE DIRECTORS

高海明先生已與本公司訂立服務合約，初始任期自二零一四年十二月二十九日起計為期三年，初始年期將於屆滿後自動另續三年，惟何何一方可於當時年期屆滿前至少一個月向另一方發出書面通知終止則除外。彼須根據章程細則於股東週年大會上輪席告退及膺選連任。

除上述董事外，其餘各獨立非執行董事均已與本公司訂立服務合約，固定任期自二零一五年二月二十三日起計為期三年，固定年期將於屆滿後自動另續三年，惟任何一方可於當時年期屆滿前至少一個月向另一方發出書面通知終止則除外。彼等須根據章程細則於股東週年大會上輪席告退及膺選連任。

董事概無與本公司或其任何附屬公司訂立不可於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

管理合約

於年內及截至二零一七年十二月三十一日，概無訂立或存在有關本集團全部或任何大部份業務的管理及行政的合約。

董事的合約權益

除本報告所披露者外，於年內及截至二零一七年十二月三十一日，本公司或任何其附屬公司概無訂立董事於其中直接或間接享有重大權益且與本集團業務有關連之重大合約。

Mr. Haiming Gao has entered into a service contract with the Company for a fixed term of three years commencing from 29 December 2014. The initial term shall be automatically renewed for another term of three years upon expiry of the initial term unless terminated by either party by giving notice in writing to the other party at least one month prior to the expiry of the then term. He is subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles.

Apart from the aforesaid Directors, each of the other independent non-executive Directors has entered into a service contract with the Company for a fixed term of three years starting from 23 February 2015. The fixed term shall be automatically renewed for another term of three years upon expiry of the then term unless terminated by either party by giving notice in writing to the other party at least one month prior to the expiry of the then term. They are subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles.

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

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 and as at 31 December 2017.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS

Save as disclosed in this report, no transaction, arrangement or contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted during the year and as at 31 December 2017.



董事會報告

REPORT OF THE DIRECTORS

董事於競爭業務的權益

除本年報所披露者外，於年內及截至本年報日期，概無董事或彼等各自的聯繫人從事與本集團業務構成或可能構成競爭的任何業務，或於有關業務中擁有任何權益。

董事的彌償保證

根據章程細則的規定，本公司每名董事均可從本公司的資產及溢利獲得彌償保證，該董事就其職務執行其職責時因作出、發生的任何作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害賠償及開支，可就此獲保證免受任何損害。

任何董事毋須就其他人士的行為、待遇、疏忽或過失而負責，亦毋須為符合規定以致參與任何待遇或為本公司向其寄存或存入任何款項或財產作保管用途的任何銀行或其他人士或為本公司賴以投放或投資任何款項的任何抵押不充份或不足或為該董事執行其職務時發生或與之有關的任何其他損失、不幸事故或損害而負責，惟彌償保證不適用於任何與該董事欺詐或不忠誠有關的事宜。

每名股東同意放棄其原可因任何董事在履行本公司職責時採取的任何行動或未能採取任何行動而針對該董事提起的任何申索或起訴權利(不論個別或根據或憑藉本公司的權利)，惟該權利的放棄不適用於任何與該董事欺詐或不忠誠有關的任何事宜。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as disclosed herein, during the year and up to the date of this annual report, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or may compete with the businesses of the Group.

DIRECTORS' INDEMNITIES

Pursuant to the Articles, every Director shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which such Director shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of his duty in his office.

None of the Directors shall be answerable for the acts, receipts, neglects or defaults of the other or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of his office, or in relation thereto; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director.

Each Shareholder agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; provided that such waiver shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director.

董事會報告

REPORT OF THE DIRECTORS

開曼群島法律並不限制章程細則規定之對高級人員及董事作出彌償保證範圍，惟不包括法院認為違反公眾政策之條文（例如，表示對觸犯法律之後果作出彌償保證）除外。

本公司已為本集團董事及高級管理人員安排適當的董事及高級管理人員責任保險。

稅項減免

本公司並不知悉任何股東因彼等的持股而可用的稅項減免。股東如對購買、持有、處置、買賣有關股份或行使有關股份任何權利的稅務影響有任何疑問，務請諮詢彼等的專業顧問。

董事會變動

自本公司二零一七年年報日期以來之董事會變動載列如下：

- (1) 詹益昇先生、盧文強先生及江若嫻女士已獲委任為執行董事，自二零一七年十一月十六日起生效。
- (2) 隨股東於本公司於二零一七年十一月十七日召開之股東特別大會上批准後，林煜先生、洪敦清先生、林園先生及石偉光先生已獲委任為董事，自二零一七年十一月十七日起生效。
- (3) 根據本公司於二零一七年十一月十七日召開之股東特別大會之投票結果，羅田安先生已被罷免董事職務，自二零一七年十一月十七日起生效。此外，羅先生已不再擔任本公司董事會主席、本公司戰略及投資委員會主席、各薪酬委員會及提名委員會成員，並於同日生效。

Cayman Islands law does not limit the extent to which the Articles may provide for indemnification of officers and directors, except to the extent any such provision may be held by the court to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

CHANGES IN THE BOARD OF DIRECTORS

The changes in the Board since the date of the Company's 2017 interim report are set out below:

- (1) Mr. I-Sheng Chan, Mr. Wen-Chian Lu and Ms. Jo-Hsien Chiang have been appointed as executive Directors with effect from 16 November 2017.
- (2) Following the approval by the Shareholders at the extraordinary general meeting of the Company held on 17 November 2017, Mr. Yu Lin, Mr. Dun-Ching Hung, Mr. Yuan Lin and Mr. Weiguang Shi have been appointed as Directors with effect from 17 November 2017.
- (3) Following the poll results at the extraordinary general meeting of the Company held on 17 November 2017, Mr. Lo was removed as a Director with effect from 17 November 2017. In addition, Mr. Lo has ceased to be the chairman of the Board, the chairman of the strategy and investment committee, members of each of the remuneration committee and nomination committee of the Company with effect from the same date.



董事會報告

REPORT OF THE DIRECTORS

董事資料變更

本公司並不知悉有任何資料根據上市規則第 13.51B(1) 條須予披露。

薪酬政策

根據股東於每年股東週年大會上的授權，董事會擁有釐定董事薪酬的一般權力。薪酬委員會會審查執行董事的薪酬，並根據董事的資格、經驗、職責、責任及表現以及本集團的表現及業績釐定其酬金。對於獨立非執行董事，其薪酬由董事會根據薪酬委員會的建議釐定。董事及五名最高薪人士的薪酬詳情載於綜合財務報表附註 9。

截至二零一七年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金。

本集團於二零一七年十二月三十一日，員工總人數為 4,680 人，大部份為門店銷售人員，年度薪資總額約人民幣 298,074,000 元，佔我們收入 37.03%，較二零一六年增長 34.90%。員工除固定薪資，尚透過績效考核獲得津貼及年終獎金。本集團現階段推進縮減門店計畫及人事縮編，衍生出相關人員轉崗、多技能培養、合法資遣等事項，培訓工作與調控人力成本是現階段的人力資源工作重點。

CHANGE IN DIRECTOR'S INFORMATION

The Company is not aware of any information which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

REMUNERATION POLICY

The Board has the general power of determining the Directors' remuneration, subject to authorisation of the Shareholders at the annual general meeting each year. The remuneration of the executive Directors is subject to review by the Remuneration Committee, and their remuneration is determined with reference to the Directors' qualifications, experience, duties, responsibilities and performance and results of the Group. As for the independent non-executive Directors, remuneration is determined by the Board, upon recommendation from the Remuneration Committee. Details of the emoluments of the Directors and the five highest paid individuals are set out in note 9 to the consolidated financial statements.

No Director has waived or has agreed to waive any emolument during the year ended 31 December 2017.

The Group had a total of 4,680 employees as at 31 December 2017, with the majority being sales staff in stores. Total annual payroll amounted to approximately RMB298,074,000, accounting for 37.03% of our revenue and representing an increase as compared with 34.90% of revenue in 2016. In addition to fixed wages, our employees may be granted other allowances and a year-end bonus subject to performance appraisal. Currently, the Group carries out the store-closure plans and staff downsizing, leading to job rotation, multi-skills training and legal severance for related staff. At this stage, training and control of labour costs are the key focuses of our human resources work.

董事會報告

REPORT OF THE DIRECTORS

董事及最高行政人員於股份、相關股份及債券的權益及淡倉

於二零一七年十二月三十一日，本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉)，或須記入本公司根據證券及期貨條例第352條須備置之登記冊之權益或淡倉，或根據上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉如下：

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

As at 31 December 2017, the interests or short positions of the Directors and the 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 Futures Ordinance (“SFO”)) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

董事／ 最高行政人員姓名	身份／權益性質	普通股數目	倉位	佔本公司 已發行股本百分比 Percentage of the Company's issued share capital
Name of Directors/ chief executive	Capacity/nature of interest	Number of ordinary Shares	Position	
林煜先生 ⁽¹⁾ Mr. Yu Lin ⁽¹⁾	受控制法團權益 Interest in a controlled corporation	121,500,000	好倉 Long	12.03%
卓啟明先生 ⁽²⁾ Mr. Chi-Ming Chou ⁽²⁾	受控制法團權益 Interest in a controlled corporation	25,320,365	好倉 Long	2.51%
洪敦清先生 ⁽³⁾ Mr. Dun-Ching Hung ⁽³⁾	受控制法團權益 Interest in a controlled corporation	68,571,303	好倉 Long	6.79%
林園先生 ⁽⁴⁾ Mr. Yuan Lin ⁽⁴⁾	受控制法團權益 實益擁有人 Beneficial owner	3,458,000 338,000	好倉 好倉 Long	0.34% 0.03%
江若嫻女士 ⁽⁵⁾ Ms. Jo-Hsien Chiang ⁽⁵⁾	配偶權益 Interest of spouse	184,212,244	好倉 Long	18.24%
羅田安先生 ⁽⁵⁾ Mr. Tien-An Lo ⁽⁵⁾	受控制法團權益 Interest in a controlled corporation	184,212,244	好倉 Long	18.24%



董事會報告

REPORT OF THE DIRECTORS

附註：

- (1) 該等股份由董事林煜先生透過Add Fortune Ventures Limited持有。Add Fortune Ventures Limited由林煜先生及方敏人先生分別擁有50.5%及49.5%權益。
- (2) 該等股份由非執行董事卓啟明先生透過Masco International Corporation持有。Masco International Corporation由卓啟明先生全資持有。
- (3) 該等股份由董事洪敦清先生透過Sparkling Light Corporation持有，Sparkling Light Corporation由洪敦清先生全資持有。
- (4) 林園先生持有本公司338,000股股份，並於其擔任基金經理之林園中國投資基金所持有之本公司3,458,000股股份中擁有權益，該等股份合共佔本公司已發行普通股股本約0.37%。
- (5) 由於江若嫻女士為本公司首席執行官兼主要股東羅田安先生的配偶，而羅田安先生透過Sino Century Universal Corporation持有本公司184,212,244股股份。根據證券及期貨條例第XV部，江女士被視為於羅田安先生持有股份中擁有權益。

除上文所披露者外，於二零一七年十二月三十一日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉)，或須記入本公司根據證券及期貨條例第352條須備置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

Notes:

- (1) These Shares are held by Mr. Yu Lin, who is a Director, through Add Fortune Ventures Limited. Add Fortune Ventures Limited is owned as to 50.5% by Mr. Yu Lin and 49.5% by Mr. Minren Fang.
- (2) These Shares are held by Mr. Chi-Ming Chou, who is a non-executive Director, through Masco International Corporation. Masco International Corporation is wholly-owned by Mr. Chi-Ming Chou.
- (3) These Shares are held by Mr. Dun-Ching Hung, who is a Director, through Sparkling Light Corporation, which is wholly-owned by Mr. Dun-Ching Hung.
- (4) Mr. Yuan Lin holds 338,000 Shares of the Company and is interested in 3,458,000 Shares of the Company which are held by Linyuan China Investment Fund, of which Mr. Lin serves as the fund manager, representing in aggregate approximately 0.37% of the issued ordinary share capital of the Company.
- (5) Since Ms. Jo-Hsien Chiang is the spouse of Mr. Tien-An Lo, and 184,212,244 Shares of the Company are held by Mr. Tien-An Lo, who is the chief executive officer and a substantial shareholder of the Company, through Sino Century Universal Corporation, Ms. Chiang was deemed to be interested in the Shares in which Mr. Tien-An Lo was interested within the meaning of Part XV of the SFO.

Save as disclosed above, none of the Directors or the chief executive of the Company had, as at 31 December 2017, any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事會報告

REPORT OF THE DIRECTORS

股東的權益及淡倉

據本公司董事或最高行政人員所知，於二零一七年十二月三十一日，於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司披露之權益或淡倉，或須記入本公司根據證券及期貨條例第336條須備置之登記冊之權益或淡倉之股東(本公司董事或最高行政人員除外)如下：

主要股東於股份之好倉

股東名稱	身份／權益性質	普通股數目	倉位	佔本公司 已發行股本百分比
Name of Shareholders	Capacity/nature of interest	Number of ordinary Shares	Position	Percentage of the Company's issued share capital
Sino Century ⁽¹⁾	實益擁有人 Beneficial owner	184,212,244	好倉 Long	18.24%
Goyen Investments Ltd. ⁽¹⁾	受控制法團權益 Interest in a controlled corporation	184,212,244	好倉 Long	18.24%
Sparkling Light Corporation ⁽²⁾	實益擁有人 Beneficial owner	68,571,303	好倉 Long	6.79%
Christine Princess Co. (PTC) Ltd. (“Christine Princess”) ⁽³⁾	信託人 Trustee	75,000,000	好倉 Long	7.42%
Add Fortune Ventures Limited ⁽⁴⁾	實益擁有人 Beneficial owner	121,500,000	好倉 Long	12.03%
方敏人先生 ⁽⁴⁾ Mr. Minren Fang ⁽⁴⁾	受控制法團權益 Interest in a controlled corporation	121,500,000	好倉 Long	12.03%

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

So far as is known to any Director or chief executive of the Company, as at 31 December 2017, Shareholders (other than Directors or the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long Positions of Substantial Shareholders in the Shares

董事會報告

REPORT OF THE DIRECTORS

附註：

- (1) Sino Century由Goyen Investments Ltd擁有100%權益。Goyen Investments Ltd.由羅田安先生全資擁有。
- (2) Sparkling Light Corporation由洪敦清先生全資擁有。
- (3) Christine Princess為一家於英屬處女群島註冊成立之信託公司，其以信託形式為管理層僱員持有本公司股權。
- (4) Add Fortune Ventures Limited由林煜先生及方敏人先生分別擁有50.5%及49.5%權益。

除上文所披露者外，於二零一七年十二月三十一日，本公司概無獲任何人士(本公司董事或最高行政人員除外)知會，彼於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司披露之權益或淡倉，或須記入本公司根據證券及期貨條例第336條須備置之登記冊之權益或淡倉。

Notes:

- (1) Sino Century is owned as to 100% by Goyen Investments Ltd. Goyen Investments Ltd. is wholly-owned by Mr. Tien-An Lo.
- (2) Sparkling Light Corporation is wholly-owned by Mr. Dun-Ching Hung.
- (3) Christine Princess is a trust company incorporated in the British Virgin Islands, which holds its equity interest in the Company on trust for the benefit of management employees.
- (4) Add Fortune Ventures Limited is owned as to 50.5% and 49.5% by Mr. Yu Lin and Mr. Minren Fang, respectively.

Save as disclosed above, as at 31 December 2017, the Company had not been notified by any persons (other than Directors or 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 under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

董事會報告

REPORT OF THE DIRECTORS

首次公開發售前股份獎勵及首次公開發售前購股權

於二零一一年十二月二十七日，一名股東 Christine Princess 採納股份獎勵計劃及購股權計劃（統稱「計劃」）。計劃涉及 Christine Princess 將所持本公司之現有股份轉讓予計劃之合資格參與者。本公司不會就計劃發行新股，亦不會就本公司新證券授出任何購股權，因此計劃不在上市規則第 17 章之規管範圍，且不受其規管。董事認為股份獎勵及購股權的授出於其授出日期及其後財務期間均對財務報表產生影響。有關之影響已於本年報之綜合財務報表附註 31 內披露。計劃的條款摘要載於本公司日期為二零一二年二月十日的招股章程附錄六「D. 其他信息」一節。根據計劃所獎授股份之禁售期自獎授當日起計為期三年，及股份獎勵計劃已於二零一五年屆滿。

截至二零一七年十二月三十一日，已根據股份獎勵計劃授出以下股份：

承授人姓名獲獎授股份數目

Name of grantee

朱秀萍⁽¹⁾

Xiuping Zhu⁽¹⁾

余秋意⁽²⁾

Qiuyi Yu⁽²⁾

蔣玉萍

Yuping Jiang

附註：

(1) 朱秀萍女士已於二零一三年二月二十八日退休，並於同日卸任為本公司首席執行官。

(2) 余秋意女士已於二零一五年四月十六日離職。

PRE-IPO SHARE AWARD AND PRE-IPO SHARE OPTIONS

On 27 December 2011, Christine Princess, being a Shareholder, adopted the Share Award Scheme and the Share Option Scheme (collectively named as the "Schemes"). The Schemes involve the transfer of existing Shares held by Christine Princess in the Company to eligible participants under the Schemes. No new Shares will be issued by the Company for the purposes of the Schemes, nor will there be any grant of options over new securities of the Company and accordingly, the Schemes do not fall within the ambit of, and are not subject to, the regulations under Chapter 17 of the Listing Rules. The Directors consider the grant of the Share Award and the Share Options has impact on the financial statements since the date of grant and the subsequent financial periods. Such impact is disclosed in note 31 to the consolidated financial statements of this annual report. A summary of the terms of the Schemes has been set out in Appendix VI to the prospectus of the Company dated 10 February 2012 under the section headed "D. OTHER INFORMATION". The Shares awarded under the Scheme are subject to a lock-up period of three years commencing from the date of award, and the Share Award Scheme was expired in year 2015.

As at 31 December 2017, the following Shares have been awarded under the Share Award Scheme:

於獲獎授後所持股權

Number of Shares awarded

概約百分比

Approximate percentage of shareholding held upon the award

4,125,000

0.41

1,125,000

0.11

1,125,000

0.11

Notes:

(1) Ms. Xiuping Zhu retired on 28 February 2013 and ceased to be the chief executive officer of the Company on the same date.

(2) Ms. Qiuyi Yu resigned on 16 April 2015.

董事會報告

REPORT OF THE DIRECTORS

截至二零一七年十二月三十一日，已根據購股權計劃授出但尚未行使以下購股權：

As at 31 December 2017, the following share options have been granted but not yet exercised under the Share Option Scheme:

參與者類別	購股權所涉及股份數目	購股權獲悉數行使後 所持股權概約百分比
Category of participants	Number of Shares subject to the Share Options	Approximate percentage of shareholding held upon exercise of all the Share Options
本集團高級管理層 Senior management of the Group	1,487,700	0.356
關連人士 (羅井英) Connected person (Ching-Ying Lo)	79,400	0.019
其他僱員及合資格參與者 Other employees and eligible persons	2,613,657	0.625

董事收購股份或債權證的權利

除了本年報另作披露者外，於截至二零一七年十二月三十一日止年度任何時候，概無授出任何權利予任何董事、彼等各自的配偶或未滿 18 歲的子女，以透過收購本公司股份或債權證而獲利，彼等亦無行使任何該等權利；本公司或其任何附屬公司亦無訂立任何安排，以令董事、彼等各自的配偶或未滿 18 歲的子女於任何其他法人團體獲得該等權利。

Directors' Rights to Acquire Shares or Debentures

Save as otherwise disclosed in this annual report, at no time during the year ended 31 December 2017 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

董事會報告

REPORT OF THE DIRECTORS

關連人士交易

本集團截至二零一七年十二月三十一日止年度之關連人士交易詳情載於本年報綜合財務報表附註37。

關於該等關連人士交易，除(i)並不被視為本公司持續關連交易(定義見上市規則第14A章)的與阿露瑪咖啡之關連人士交易，及(ii)與一品軒有關經營租賃租金收入之關連人士交易被視為完全豁免持續關連交易(定義見上市規則第14A章)，綜合財務報表附註37(a)披露為關連人士交易的其他交易構成不獲豁免關連交易或持續關連交易(定義見上市規則第14A章)，而董事確認本公司已按照上市規則第14A章遵守披露規定。

綜合財務報表附註37(b)披露關於本公司董事及最高行政人員之薪酬的關連人士交易已構成上市規則第14A章所界定的關連交易。然而，根據上市規則第14A章，這些交易可豁免報告，公告及獨立股東批准規定。關於本公司主要管理人員(董事和最高行政人員除外)報酬的關連人士交易並未落入上市規則14A章所界定的關連交易或持續關連交易。

持續關連交易

本集團已與不同人士進行了若干交易，根據上市規則，該等人士為本公司的關連人士。根據上市規則，該等交易被視為持續關連交易，並須根據上市規則的規定於本年報內披露。持續關連交易的詳情如下：

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group for the year ended 31 December 2017 are set out in note 37 of the consolidated financial statements contained herein.

In relation to those related party transactions, save as (i) the related party transactions with Aroma Coffee which are not regarded as the Company's continuing connected transactions as defined under Chapter 14A of the Listing Rules; and (ii) the related party transactions with Yi Pin Xuan regarding the rental income from operating leases which are regarded as fully exempt continuing connected transactions as defined under Chapter 14A of the Listing Rules; the other transactions disclosed in note 37(a) of the consolidated financial statements as related party transactions constituted non-exempt connected transaction or continuing connected transactions as defined under Chapter 14A of the Listing Rules, and the Directors confirm that the Company had complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The related party transactions as disclosed in note 37(b) of the consolidated financial statements in respect of the remuneration of directors and chief executives of the Company constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. However, these transactions are exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The related party transactions in respect of the remuneration of key management personnel (other than directors and chief executives) of the Company did not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

The Group had entered into certain transactions with parties which are connected persons of the Company under the Listing Rules. These transactions are considered to be continuing connected transactions under the Listing Rules, which need to be disclosed herein in compliance with the requirements under the Listing Rules. Details of the continuing connected transactions are as follows:

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非豁免持續關連交易

- (1) 於二零一六年十一月八日，上海克莉絲汀食品有限公司(「上海克莉絲汀」)、上海雙紅麵包有限公司(「上海雙紅麵包」)、上海吉元德食品有限公司(「上海吉元德」)、上海克莉絲汀甜蜜藝術食品有限公司(「上海甜蜜藝術」)、南京克莉絲汀食品有限公司(「南京克莉絲汀」)、杭州克莉絲汀食品有限公司(「杭州克莉絲汀」)、寧波克莉絲汀食品有限公司(「寧波克莉絲汀」)、杭州丹比食品有限公司(「杭州丹比」)及吳江尚浦包裝製品有限公司(「吳江尚浦」)，該公司約31.36%實際股權由現任非執行董事卓啟明先生的聯繫人持有：即(a)卓啟明先生的外甥鄭鈺霖先生持有吳江尚浦3.95%股權；(b)卓啟明先生的外甥劉濃潔先生持有吳江尚浦3.00%股權；及(c)卓啟明先生三名子女擁有60%的公司Hao Sheng Group Holdings Limited持有吳江尚浦40.68%股權。)訂立重訂吳江尚浦綜合供應協議(「重訂吳江尚浦綜合供應協議」)，據此，吳江尚浦向本集團供應紙質包裝物料(主要用於包裝月餅、麵包、蛋糕及其他烘焙產品)。有關價格乃按公平基準釐定，並與於中國境內所供應的類似產品現行市價可資比較。於釐定現行市價時，本集團將於下採購訂單前參考兩家或以上獨立供應商的價格。該等經協定價格及條款不高於及不遜於本集團於一般及日常業務過程中與獨立第三方訂立的價格及條款。為釐定現行市價，本集團與用於包裝月餅及烘焙產品的紙質包裝物料供應商保持定期聯絡，並將緊貼該等產品的最新價格。由於重訂吳江尚浦綜合供應協議項下擬進行交易的最高適用百分比率超過0.1%但少於5%，故根據上市規則第14A章，有關交易須遵守申報、公告及年度審核的規定，惟獲豁免遵守獨立股東批准的規定。

Non-exempt Continuing Connected Transactions

- (1) On 8 November 2016, Shanghai Christine Foodstuff Co., Ltd.* (上海克莉絲汀食品有限公司) (“**Shanghai Christine**”), Shanghai Shuanghong Bakery Co., Ltd.* (上海雙紅麵包有限公司) (“**Shanghai Shuanghong Bakery**”), Shanghai Ji Yuan De Foodstuff Co., Ltd.* (上海吉元德食品有限公司), (“**Shanghai Ji Yuan De**”), Shanghai Christine Sweet Art Foodstuff Co., Ltd.* (上海克莉絲汀甜蜜藝術食品有限公司) (“**Shanghai Sweet Art**”), Nanjing Christine Foodstuff Co., Ltd.* (南京克莉絲汀食品有限公司) (“**Nanjing Christine**”), Hangzhou Christine Foodstuff Co., Ltd.* (杭州克莉絲汀食品有限公司) (“**Hangzhou Christine**”) and Ningbo Christine Foodstuff Co., Ltd.* (寧波克莉絲汀食品有限公司) (“**Ningbo Christine**”) and Hangzhou Danbi Foodstuff Co., Ltd.* (杭州丹比食品有限公司) (“**Hangzhou Danbi**”) entered into a renewed master supply agreement with Wujiang Shangpu Packing Products Co., Ltd.* (吳江尚浦包裝製品有限公司) (“**Wujiang Shangpu**”), approximately 31.36% of the effective interest of which is collectively owned by the associates of Mr. Chi-Ming Chou, currently a non-executive Director, namely (a) 3.95% by Mr. Zheng Yulin, being the nephew of Mr. Chi-Ming Chou; (b) 3.00% by Mr. Liu Nongjie, being the nephew of Mr. Chi-Ming Chou; and (c) 40.68% by Hao Sheng Group Holdings Limited, a company owned by three children of Mr. Chi-Ming Chou as to 60% (the “**Renewed Wujiang Shangpu Master Supply Agreement**”), pursuant to which Wujiang Shangpu supplied to the Group paper packaging materials which are mainly used for wrapping and packaging of mooncakes, bread, cakes and other bakery products. The relevant pricing is determined on an arm’s length basis and comparable to prevailing market rates of similar products supplied within the PRC. In determining the prevailing market rates, the Group will make reference to the prices from two or more independent suppliers before placing a purchase order. The prices and terms agreed are not higher and not less favourable to the Group than those available from independent third parties in the ordinary and usual course of business. The Group maintains regular contacts with the suppliers of paper packaging materials for the wrapping and packaging of mooncakes and bakery products, and will keep abreast of the latest prices of such products for the purpose of determining prevailing market rates. As the highest applicable percentage ratio of the transactions contemplated under each of the Renewed Wujiang Shangpu Master Supply Agreement exceeds 0.1% but is less than 5%, therefore such transaction is subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

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重訂吳江尚浦綜合供應協議有效期為三年，由二零一七年一月一日起至二零一九年十二月三十一日屆滿。

於年內，本集團與吳江尚浦根據重訂吳江尚浦綜合供應協議擬進行之交易總金額為人民幣7,208,000元。其截至二零一七年十二月三十一日止年度之年度交易額上限為人民幣8,988,000元。

- (2) 於二零一六年十一月八日，上海克莉絲汀、上海雙紅麵包、上海吉元德、上海甜蜜藝術、南京克莉絲汀、杭州克莉絲汀、寧波克莉絲汀、杭州丹比與上海美馨貿易有限公司(「上海美馨」)(一間由直至二零一六年六月三日的前執行董事以及於二零一七年十一月十七日再被委任為董事的洪敦清先生的家族全資擁有的公司)訂立一份重訂綜合供應協議(「重訂上海美馨綜合供應協議」)。據此，上海美馨向本集團供應用於生產麵包、蛋糕、點心及其他烘焙產品的若干材料(例如牛油、奶粉、乾果、果脯、酶、添加劑及蜜糖)。有關價格乃按公平基準釐定，並與於中國境內所供應的產品現行市價可資比較。於釐定現行市價時，本集團將於下採購訂單前參考兩家或以上獨立供應商的價格。該等經協定價格及條款不高於及不遜於本集團於一般及日常業務過程中與獨立第三方訂立的價格及條款。為釐定現行市價，本集團與蛋糕及烘焙產品的材料及原材料生產商保持定期聯絡，並將緊貼該等材料及原材料的最新價格。由於按合併基準計算的重訂上海美馨綜合供應協議及重訂上海同燦綜合供應協議項下擬進行之交易的最高適用百分比率超過0.1%但少於5%，故根據上市規則第14A章，有關交易須遵守申報、公告及年度審核的規定，惟獲豁免遵守獨立股東批准的規定。

The Renewed Wujiang Shangpu Master Supply Agreement is for a term of 3 years from 1 January 2017 and will expire on 31 December 2019.

During the year, the Group's total transaction amount with Wujiang Shangpu contemplated under the Renewed Wujiang Shangpu Master Supply Agreement is RMB7,208,000. The annual cap for the year ended 31 December 2017 is RMB8,988,000.

- (2) On 8 November 2016, Shanghai Christine, Shanghai Shuanghong Bakery, Shanghai Ji Yuan De, Shanghai Sweet Art, Nanjing Christine, Hangzhou Christine, Ningbo Christine and Hangzhou Danbi entered into a renewed master supply agreement with Shanghai Meixin Trade Co., Ltd.* (上海美馨貿易有限公司) ("Shanghai Meixin"), which is wholly-owned by the family of Mr. Dun-Ching Hung, a former executive Director until 3 June 2016 and a Director being appointed again on 17 November 2017 (the "Renewed Shanghai Meixin Master Supply Agreement"), pursuant to which Shanghai Meixin supplied to the Group certain ingredients (such as butter, milk powder, dried fruits, preserved fruits, enzymes, additives and honey) for the production of bread, cakes, pastries and other bakery products. The relevant pricing is determined on an arm's length basis and comparable to prevailing market rates of the products supplied within the PRC. In determining the prevailing market rates, the Group will make reference to the prices from two or more independent suppliers before placing a purchase order. The prices and terms agreed are not higher and not less favourable to the Group than those available from independent third parties in the ordinary and usual course of business. The Group maintains regular contacts with manufacturers of ingredients and raw materials for cakes and bakery products and will keep abreast of the latest prices of such ingredients and raw materials for the purpose of determining prevailing market rates. As the highest applicable percentage ratio of the transactions contemplated under each of the Renewed Shanghai Meixin Master Supply Agreement and the Renewed Shanghai Tongcan Master Supply Agreement, on an aggregate basis exceeds 0.1% but is less than 5%, therefore such transaction is subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

* 僅供識別

* For identification purposes only



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重訂上海美馨綜合供應協議有效期為六個月，由二零一七年一月一日起至二零一七年六月三十日屆滿。

此外，上海克莉絲汀(為其本身及代表上海吉元德、上海雙紅麵包、南京克莉絲汀、寧波克莉絲汀、杭州丹比(包括寧波分公司)、上海甜蜜藝術及上海帝球餐飲管理有限公司)已於二零一七年七月一日與上海美馨訂立採購協議，以就上海克莉絲汀向上海美馨採購若干材料(如力嬌酒、朗姆酒、濃縮果汁、水果罐頭、咖啡、煉乳、淡奶、奶粉、乾果、果脯、酵素、添加劑、果醬、可可粉、巧克力糖漿及蜂蜜)，期限由二零一七年七月一日起至二零一七年十二月三十一日止(「二零一七年上海美馨採購協議」)。

洪敦清先生於二零一七年十一月十七日獲委任為董事後，成為本公司的關連人士。由於上海美馨由洪敦清先生家族全資擁有，因此，上海美馨為洪敦清先生的聯繫人。因此，上海美馨於洪敦清先生獲委任為董事後成為本公司關連人士。自二零一七年十一月十七日起，二零一七年上海美馨採購協議項下的持續交易從而已構成上市規則第十四A章項下本公司的持續關連交易，並受上市規則第14A.60(1)條要求的規限。

The Renewed Meixin Master Supply Agreement is for a term of 6 months from 1 January 2017 and expired on 30 June 2017.

Besides, Shanghai Christine, for itself and on behalf of Shanghai Ji Yuan De, Shanghai Shuanghong Bakery, Nanjing Christine, Ningbo Christine, Hangzhou Danbi (including the Ningbo branch), Shanghai Sweet Art and Shanghai Diqu Coffee Catering Management Co., Ltd.* (上海帝球餐飲管理有限公司), entered into a procurement agreement with Shanghai Meixin on 1 July 2017, for the procurement of certain ingredients (such as liquor, rum, condensed juice, canned fruits, coffee, condensed milk, evaporated milk, milk powder, dried fruits, preserved fruits, enzymes, additives, fruit jam, cocoa powder, chocolate syrup and honey) by Shanghai Christine from Shanghai Meixin for the period from 1 July 2017 to 31 December 2017 (the “**2017 Shanghai Meixin Procurement Agreement**”).

Upon the appointment of Mr. Dun-Ching Hung as a Director on 17 November 2017, Mr. Dun-Ching Hung becomes a connected person of the Company. As Shanghai Meixin is wholly-owned by the family of Mr. Dun-Ching Hung, it is therefore an associate of Mr. Dun-Ching Hung. Accordingly, Shanghai Meixin becomes a connected person of the Company upon the appointment of Mr. Dun-Ching Hung as a Director. The continuing transactions under the 2017 Shanghai Meixin Procurement Agreement thus have constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules since 17 November 2017, and are subject to the requirements under Rule 14A.60 (1) of the Listing Rules.

* 僅供識別

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二零一七年上海美馨採購協議項下材料的價格範圍如下：

The price ranges for the ingredients under the 2017 Shanghai Meixin Procurement Agreement are as follows:

	每箱價格 Price per box
奶粉、可可粉、咖啡、煉乳及淡奶： Milk powder, cocoa powder, coffee, condensed milk and evaporated milk:	人民幣240元至人民幣1,200元 RMB240 to RMB1,200
乾果、果脯及水果罐頭： Dried, preserved fruits and canned fruits:	人民幣150元至人民幣2,200元 RMB150 to RMB2,200
酵素： Enzymes:	人民幣80元至人民幣130元 RMB80 to RMB130
添加劑： Additives:	人民幣110元至人民幣800元 RMB110 to RMB800
果醬、力嬌酒、朗姆酒、濃縮果汁： Fruit jam, liquer, rum and condensed juice:	人民幣140元至人民幣1,600元 RMB140 to RMB1,600
巧克力糖漿及蜂蜜： Chocolate syrup and honey:	人民幣170元至人民幣1,200元 RMB170 to RMB1,200

所採購材料的上述定價乃按公平基準釐定，並參考中國境內所供應同類或類似材料的現行市價。

The above fixed pricing for the ingredients procured was determined on an arm's length basis with reference to the prevailing market prices of the same or similar ingredients supplied within the PRC.

上海美馨供應該等材料的價格不得高於以及優惠程度未及本集團於日常及一般業務過程中從獨立第三方所獲得者。為釐定現行市價，本集團與蛋糕及烘焙產品的材料生產商保持定期聯絡，並將緊貼該等材料的最新價格。

The prices of ingredients supplied by Shanghai Meixin shall not be higher and not be less favourable to the Group than those available from independent third parties in the ordinary and usual course of business. The Group maintains regular contacts with manufacturers of ingredients for cakes and bakery products and will keep abreast of the latest prices of such ingredients for the purpose of determining the prevailing market rates.

倘若上海美馨根據二零一七年上海美馨採購協議供應的材料價格高於從獨立第三方所獲得者，上海克莉絲汀有權終止二零一七年上海美馨採購協議。

In the event that the prices of ingredients supplied by Shanghai Meixin under the 2017 Shanghai Meixin Procurement Agreement are higher than those available from independent third party, Shanghai Christine is entitled to terminate the 2017 Shanghai Meixin Procurement Agreement.

截止二零一七年六月三十日止六個月內，本集團與上海美馨根據重訂上海美馨綜合供應協議擬進行之交易總金額為人民幣1,368,000元，截止二零一七年十二月三十一日止六個月內，本集團與上海美馨根據上海美馨採購協議擬進行之交易總金額為人民幣557,000元。因此，於年內，本集團與上海美馨根據重訂美馨綜合供應協議擬進行之交易總金額為人民幣1,925,000元。根據重訂上海美馨綜合供應協議，其截至二零一七年六月三十日止六個月交易額上限為人民幣6,787,000元。二零一七年上海美馨採購協議並未釐定交易上限。

During the six months ended 30 June 2017, the Group's total transaction amount with Shanghai Meixin contemplated under the Renewed Shanghai Meixin Master Supply Agreement is RMB1,368,000, and during the six months ended 31 December 2017, the Group's total transaction amount with Shanghai Meixin contemplated under the 2017 Shanghai Meixin Procurement Agreement is RMB557,000. Therefore, during the year, the Group's total transaction amount with Shanghai Meixin contemplated under the Renewed Shanghai Meixin Master Supply Agreement and the 2017 Shanghai Meixin Procurement Agreement is RMB1,925,000. The cap for the six months ended 30 June 2017 under the Renewed Shanghai Meixin Master Supply Agreement is RMB6,787,000. There is no cap in the 2017 Shanghai Meixin Procurement Agreement.

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(3) 於二零一六年十一月八日，上海克莉絲汀、上海雙紅麵包、上海吉元德、上海甜蜜藝術、南京克莉絲汀、杭州克莉絲汀、寧波克莉絲汀、杭州丹比及上海同燦食品有限公司(「上海同燦」)(一間於二零一七年六月三十日前由 Tong Li Food Co., Ltd. 全資擁有的公司，而 Tong Li Food Co., Ltd. 則由直至二零一六年六月三日的前執行董事以及於二零一七年十一月十七日再次被委任為董事的洪敦清先生全資擁有的公司 Fine Up Enterprise Co., Ltd. 擁有 15%，而洪先生的配偶及兩名子女則合共擁有 27.925%) 訂立重訂綜合供應協議(「重訂上海同燦綜合供應協議」)。據此，上海同燦向本集團供應用於生產麵包、蛋糕、月餅及其他烘焙產品的餡料(如甜餡料及板栗)(「同燦供應品」)。由於同燦供應品為訂製產品並僅向本集團供應，且上海同燦為同燦供應品的唯一供應商，故完全沒有與其他獨立第三方供應商進行可資比較的採購交易。本集團將參考由上海同燦製造並向獨立第三方供應的與同燦供應品類似但並非同燦供應品的其他餡料價格。上海同燦以不高於向獨立第三方提供其他餡料的價格向本集團提供同燦供應品。有關價格乃按公平基準釐定，上海同燦並承諾就同燦供應品與本集團訂立的條款將不遜於與獨立第三方訂立的條款。

重訂上海同燦綜合供應協議有效期為六個月，由二零一七年一月一日起至二零一七年六月三十日屆滿。

於上述期間內，本集團與上海同燦根據重訂上海同燦綜合供應協議擬進行之交易總金額為人民幣 771,000 元。其截至二零一七年六月三十日止六個月交易額上限為人民幣 1,271,000 元。

* 僅供識別

(3) On 8 November 2016, Shanghai Christine, Shanghai Shuanghong Bakery, Shanghai Ji Yuan De, Shanghai Sweet Art, Nanjing Christine, Hangzhou Christine, Ningbo Christine and Hangzhou Danbi entered into a renewed master supply agreement with Shanghai Tongcan Foodstuff Co., Ltd.* (上海同燦食品有限公司) (“**Shanghai Tongcan**”), which, before 30 June 2017, is wholly-owned by Tong Li Food Co., Ltd. which, in turn, is held as to 15% by Fine Up Enterprise Co., Ltd., a company wholly-owned by Mr. Dun-Ching Hung, a former executive Director until 3 June 2016 and a Director being appointed again on 17 November 2017 and 27.925% collectively by the spouse and two children of Mr. Hung (the “**Renewed Shanghai Tongcan Master Supply Agreement**”), pursuant to which Shanghai Tongcan supplied to the Group certain fillings for production of bread, cakes, mooncakes and other bakery products, such as sugary fillings and Chinese chestnuts (“**Tongcan Supply**”). Since the Tongcan Supply are tailor-made products which are solely provided to the Group and Shanghai Tongcan is the sole supplier of the Tongcan Supply, there are strictly no comparable purchase transactions with other independent third party suppliers. The Group will make reference to the prices of other fillings, which is similar to but not the same as the Tongcan Supply, produced by Shanghai Tongcan to independent third parties. The Tongcan Supply is provided to the Group at a price not higher than that of the other fillings provided by Shanghai Tongcan to independent third parties. The relevant pricing is determined on an arm’s length basis, and with respect to Tongcan Supply, Shanghai Tongcan undertakes that the terms shall be no less favourable to the Group than terms available to independent third parties.

The Renewed Shanghai Tongcan Master Supply Agreement is for a term of 6 months from 1 January 2017 and expired on 30 June 2017.

During the aforesaid period, the Group’s total transaction amount with Shanghai Tongcan contemplated under the Renewed Shanghai Tongcan Master Supply Agreement is RMB771,000. The cap for the six months ended 30 June 2017 is RMB1,271,000.

* For identification purposes only

董事會報告

REPORT OF THE DIRECTORS

(4) 於二零一六年十二月三十日，上海克莉絲汀及一品軒（一間由 Gourmet Holding Co., Ltd. 全資擁有的公司，而 Gourmet Holding Co., Ltd. 則由現任主要股東兼首席執行官兼前執行董事兼本公司前主席羅田安先生的胞姐黃羅井英女士全資擁有）訂立新綜合加工協議（「**新一品軒綜合加工協議**」），據此，本集團將向一品軒提供所有原材料（包括麵粉、糖及油等），待一品軒按照新一品軒綜合加工協議載列的已訂明的品質標準為本集團加工成克莉絲汀品牌產品（主要為麵包及蛋糕，以及點心等其他產品）。因此，一品軒將僅就該等克莉絲汀品牌產品提供加工服務。所提供的加工服務的定價已經訂約方按公平原則釐定。就一品軒所加工的各项克莉絲汀品牌產品而言，本集團將向一品軒支付加工費用，金額相當於該克莉絲汀品牌產品零售價的 12%。

該加工費用乃經參考 (i) 一品軒所須承擔各項克莉絲汀品牌產品的生產成本（包括勞工成本、加工設備成本以及相關開支），該成本估計為各項克莉絲汀品牌產品零售價的 10%；及 (ii) 一品軒將收取的利潤率，比率為各項克莉絲汀品牌產品零售價的 2%。該等加工費用無論如何不得高於其他獨立第三方服務供應商就相若性質及規模服務所收取的費用。於下達加工訂單前，本集團將參考兩家或以上獨立第三方服務供應商的報價。本集團與一品軒協定的加工費用及條款不得較本集團於日常及一般業務過程中自獨立第三方服務供應商所獲者更高且不遜於自獨立第三方服務供應商所獲者。本集團與點心產品加工服務供應商維持定期聯絡，並將密切關注該等產品的最新加工費用，以確保新一品軒綜合加工協議項下擬進行的交易的定價屬公平合理。

(4) On 30 December 2016, Shanghai Christine entered into a new master processing agreement with Yi Pin Xuan, which is wholly-owned by Gourmet Holding Co., Ltd., which, in turn, is wholly-owned by Ms. Ching-Ying Huang Lo, being the sister of Mr. Tien-An Lo, a current substantial shareholder and chief executive officer, and former executive Director and the former Chairman of the Company (the “**New Yi Pin Xuan Master Processing Agreement**”), pursuant to which the Group will provide all ingredients (including flour, sugar and oil, etc.) to Yi Pin Xuan for Yi Pin Xuan to process them into Christine-branded products (mainly bread and cakes, with others including pastries) for the Group in accordance with the prescribed quality standards as set out in the New Yi Pin Xuan Master Processing Agreement. Accordingly, Yi Pin Xuan will only provide processing services in respect of such Christine-branded products. The pricing for the processing services to be provided has been determined on an arm’s length basis between the parties. For each Christine-branded product processed by Yi Pin Xuan, the Group will pay Yi Pin Xuan a processing fee which is 12% of the retail price of that Christine-branded product.

Such processing fee is determined with reference to (i) the production cost (including labour costs, costs of processing equipment and related expenses) of each Christine-branded product to be borne by Yi Pin Xuan, which is estimated to be 10% of the retail price of each Christine-branded product; and (ii) a profit margin to be charged by Yi Pin Xuan, which is 2% of the retail price of each Christine-branded product. Such processing fees shall not, in any event, be higher than the fees for services with comparable nature and scale charged by other independent third party service providers. Before placing processing orders, the Group will make reference to the quotations from two or more independent third party service providers. The processing fees and terms agreed between the Group and Yi Pin Xuan shall not be higher and not less favourable to the Group than those available from independent third party service providers in the ordinary and usual course of business. The Group maintains regular contact with processing service providers of pastries products, and will keep abreast of the latest processing fees of such products for the purpose of ensuring that the pricing of the transactions contemplated under the New Yi Pin Xuan Master Processing Agreement are fair and reasonable.



董事會報告

REPORT OF THE DIRECTORS

新一品軒綜合加工協議有效期為三年，由二零一七年一月一日起至二零一九年十二月三十一日屆滿。

於年內，本集團與一品軒根據新一品軒綜合加工協議擬進行之交易總金額為人民幣 14,773,000 元。其截至二零一七年十二月三十一日止年度之年度交易額上限為人民幣 20,000,000 元。

- (5) 本公司全資附屬公司上海克莉絲汀與上海鴻達包裝飾品有限公司(「上海鴻達」)於二零一六年十一月八日訂立一份重訂綜合供應協議(「重訂上海鴻達綜合供應協議」)，據此，上海鴻達向本集團供應物料，包括包裝物料、即棄飲具及餐具。

上海鴻達由鴻達國際有限公司全資擁有，而該公司由鴻德國際有限公司(由直至二零一七年六月二日的前執行董事許鴻森先生、其配偶及其家庭成員全資擁有的公司)擁有 33.75% 權益，因此上海鴻達為許鴻森先生的聯繫人兼本公司的關連人士。

所供應產品的定價將按公平基準釐定，並與於中國境內所供應產品的現行市價可資比較。於釐定現行市價時，本集團將於下採購訂單前參考兩間或以上獨立供應商的價格。向本集團提供經協定價格及條款將不高於及不遜於日常及一般業務過程中由獨立第三方提供的價格及條款。為釐定現行市價，本集團與包裝物料、即棄飲具及餐具供應商保持定期聯絡，並將緊貼有關產品的最新價格。

The New Yi Pin Xuan Master Processing Agreement is for a term of three years from 1 January 2017 and will expire on 31 December 2019.

During the year, the Group's total transaction amount with Yi Pin Xuan contemplated under the New Yi Pin Xuan Master Processing Agreement is RMB14,773,000. The annual cap for the year ended 31 December 2017 is RMB20,000,000.

- (5) On 8 November 2016, Shanghai Christine, a wholly-owned subsidiary of the Company, entered into a renewed Master Supply Agreement with Shanghai Hongda Packaging and Decorations Co., Ltd.* (上海鴻達包裝飾品有限公司) ("Shanghai Hongda"), pursuant to which Shanghai Hongda supplied materials including packaging materials, disposable drinkware and cutlery to the Group (the "Renewed Shanghai Hongda Master Supply Agreement").

Shanghai Hongda is wholly-owned by Hongda International Co., Ltd.* (鴻達國際有限公司), which in turn is owned as to 33.75% by Hong Tex International Co., Ltd.* (鴻德國際有限公司), a company wholly-owned by Mr. Hung-Sen Hsu, a former executive Director until 2 June 2017, his spouse and his family members, and therefore Shanghai Hongda is an associate of Mr. Hsu-Sen Hsu and a connected person of the Company.

The pricing for the products supplied will be determined on an arm's length basis and comparable to prevailing market rates of the products supplied within the PRC. In determining the prevailing market rates, the Group will make reference to the prices from two or more independent suppliers before placing a purchase order. The prices and terms agreed will not be higher and not less favourable to the Group than those available from independent third parties in the ordinary and usual course of business. The Group maintains regular contacts with suppliers of packaging materials, disposable drinkware and cutlery, and will keep abreast of the latest prices of such products for the purpose of determining prevailing market rates.

* 僅供識別

* For identification purposes only

董事會報告

REPORT OF THE DIRECTORS

重訂上海鴻達綜合供應協議有效期為三年，二零一七年一月一日至二零一九年十二月三十一日屆滿。於截至二零一七年十二月三十一日止年度，本集團根據重訂上海鴻達綜合供應協議向上海鴻達支付的交易金額約為人民幣5,283,000元。其截至二零一七年十二月三十一日止年度之年度交易額上限為人民幣6,250,000元。

年內本公司於釐定該等交易的價格及條款時已遵守上述持續關連交易各自協議所載的定價政策機制。內部審核部門亦已審核該等交易及相關內部控制程序，並向獨立非執行董事提供相關結果以協助彼等進行年度審核。

獨立非執行董事及審核委員會(「**審核委員會**」)已審閱上述一至五項截至二零一七年十二月三十一日止年度之持續關連交易並已確認該等持續關連交易乃：

- (1) 於本集團之日常及一般業務過程中訂立；
- (2) 按一般商業條款或更優條款訂立；及
- (3) 依照有關交易各自之協議條款進行，而該等條款乃屬公平合理及符合本公司及股東之整體利益。

The Renewed Shanghai Hongda Master Supply Agreement is for a term of three years from 1 January 2017 and will expire on 31 December 2019. For the year ended 31 December 2017, transaction amount paid by the Group to Shanghai Hongda under the Renewed Shanghai Hongda Master Supply Agreement was approximately RMB5,283,000. The annual cap for the year ended 31 December 2017 is RMB6,250,000.

The Company has followed the pricing policies and mechanisms set out in the respective agreements for the above continuing connected transactions when determining the prices and terms of those transactions during the year. The internal audit department has also reviewed these transactions and the related internal control procedures, and provided the relevant findings to the independent non-executive Directors to assist them in performing their annual review.

The independent non-executive Directors and the audit committee (the “**Audit Committee**”) have reviewed the above continuing connected transactions numbered 1 to 5 for the year ended 31 December 2017 and have confirmed that these continuing connected transactions are:

- (1) entered into in the ordinary and usual course of business of the Group;
- (2) entered into on normal commercial terms or better; and
- (3) in accordance with the terms of respective agreements governing the transactions that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

董事會報告

REPORT OF THE DIRECTORS

董事會已根據上市規則第 14A.56 條的要求委任核數師按以上持續關連交易履行某些程序。核數師按照香港會計師公會所頒佈的香港該證工作準則 3000「歷史財務信息審計或審閱以外的鑒證服務」，以及參照由其發出的實務說明第 740 號「關於香港上市規則所述持續關聯交易的核數師函件」，確認有關持續關連交易：

- (1) 經由董事會批准；
- (2) 於所有重大方面乃按照本集團的定價政策(若交易涉及由本集團提供貨品或服務)而進行；
- (3) 於所有重大方面乃根據有關交易的協議條款進行；及
- (4) 並無超逾上限。

企業管治守則

董事認為自二零一七年一月一日至二零一七年十二月三十一日，本公司已應用上市規則附錄 14 所載之企業管治守則及企業管治報告(「企業管治守則」)之原則及已遵守企業管治守則所載之適用守則條文，惟對企業管治守則守則條文第 A.2.1 條有偏離除外。

In accordance with the requirement of Rule 14A.56 of the Listing Rules, the Board has engaged the auditors to perform certain procedures on the above continuing connected transactions. The auditors have reviewed the above transactions in accordance with Hong Kong standards on Assurance Engagement 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions Under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants, and confirmed that the continuing connected transactions:

- (1) have received the approval of the Board;
- (2) are, in all material respects, in accordance with the pricing policies of the Group if the transactions involve provision of goods or services by the Group;
- (3) have been entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (4) have not exceeded the caps.

CORPORATE GOVERNANCE CODE

The Directors consider that the Company has applied the principles of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) set out in Appendix 14 to the Listing Rules and complied with the applicable code provisions during the period from 1 January 2017 to 31 December 2017 as set out in the CG Code, except for the deviation to the code provision A.2.1 of the CG Code.

董事會報告

REPORT OF THE DIRECTORS

企業管治守則守則條文第 A.2.1 條

於二零一三年二月二十八日，朱秀萍女士卸任本公司首席執行官，羅田安先生遂兼任主席及首席執行官。羅先生為本集團創辦人，擁有逾21年烘焙及零售行業經驗。董事會認為，當時由羅先生同時擔任主席兼首席執行官，會為公司提供堅定一致的領導，而不會降低董事會與公司管理層之間的權責平衡。

根據本公司於二零一七年十一月十七日舉行之股東特別大會之投票結果，羅先生已被罷免董事職務，自二零一七年十一月十七日起，羅先生已不再擔任董事會主席。

違反上市規則第 3.10A 條及第 3.11 條

於二零一七年十一月十七日委任四名新任董事後，董事會由十二名成員組成，其中三名為獨立非執行董事。因此，自二零一七年十一月十七日起至本年報日期，本公司未能符合上市規則第 3.10A 條，當中規定獨立非執行董事的人數必須佔董事會成員人數至少三分之一。

因本公司未能根據上市規則第 3.11 條於四名新任董事委任生效日期起計三個月內物色適當人選擔任獨立非執行董事，本公司自二零一八年二月十七日起已違反上市規則第 3.11 條。

Code Provision A.2.1 of the CG Code

On 28 February 2013, Ms. Xiuping Zhu retired as the Chief Executive Officer (the “CEO”) of the Company. Mr. Tien-An Lo was then taking up the duties of both the Chairman and CEO. Mr. Lo is the founder of the Group and has over 21 years of experience in bakery and retail industry. The Board believes that vesting the roles of both Chairman and CEO in Mr. Lo at that time would continue to provide the Company with strong and consistent leadership and would not impair the balance of power and authority between the Board and the management of the Company.

Following the poll results at the extraordinary general meeting of the Company held on 17 November 2017, Mr. Lo was removed as a Director. With effect from 17 November 2017, Mr. Lo has ceased to be the Chairman of the Board.

BREACHES OF RULES 3.10A AND 3.11 OF THE LISTING RULES

Following the appointment of four new Directors on 17 November 2017, the Board comprises twelve members, among which three of them are independent non-executive Directors. Therefore, from 17 November 2017 up to the date of this annual report, the Company is not in compliance with Rule 3.10A of the Listing Rules, which stipulates that the number of independent non-executive directors shall represent at least one-third of the board.

As the Company has failed to identify a suitable candidate to be the independent non-executive Director within three months from the date of appointment of the four new Directors pursuant to Rule 3.11 of the Listing Rules, such failure has constituted a breach of Rule 3.11 of the Listing Rules since 17 February 2018.



董事會報告

REPORT OF THE DIRECTORS

審核委員會及財務報表審閱

本公司審核委員會已遵照上市規則第3.21條規定及企業管治常規守則C3段制定書面職權範圍。審核委員會的主要職責為協助董事會就財務報告程序、內部監控及風險管理制度的有效性提供獨立意見、監察審核過程以及履行董事會指定的其他職務與職責。

審核委員會與管理層已審閱本集團所採納之會計原則及慣例，並討論了審核、內部監控及財務申報事項，包括審閱本集團截至二零一七年十二月三十一日止年度之經審核綜合財務報表。截至二零一七年十二月三十一日止年度之綜合財務報表已經本公司外聘核數師德勤•關黃陳方會計師行審核。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則為董事進行證券交易之規定準則。經向全體董事(包括現任董事及於截至二零一七年十二月三十一日止年度內曾任董事之前任董事)作出具體查詢後，全體董事(包括現任董事及於截至二零一七年十二月三十一日止年度內曾任董事之前任董事)已確認於截至二零一七年十二月三十一日止年度，彼等已遵守標準守則載列之規定準則。

足夠公眾持股量

根據本公司可公開獲得的資料及就董事所知，於本年報日期，本公司全部已發行股本的至少25%乃由公眾人士持有。

Audit Committee and Review of Financial Statements

The Audit Committee has adopted written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the CG Code. The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee has reviewed with the management accounting principles and practices adopted by the Group and discussed the auditing, internal controls and financial reporting matters, including review of the audited consolidated financial statements of the Group for the year ended 31 December 2017. The consolidated financial statements for the year ended 31 December 2017 have been audited by the Company's external auditors, Deloitte Touche Tohmatsu.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the required standard for securities transactions by Directors. Specific enquiries have been made to all the Directors, including the existing Directors and the former Directors who had been Directors during the year ended 31 December 2017, and all the Directors, including the existing Directors and the former Directors who had been Directors during the year ended 31 December 2017, have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2017.

SUFFICIENCY OF PUBLIC FLOAT

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



董事會報告

REPORT OF THE DIRECTORS

核數師

於年內，德勤•關黃陳方會計師行獲委聘為本公司之外聘核數師。本公司將於二零一八年股東週年大會提呈一項續聘德勤•關黃陳方會計師行為本公司外聘核數師之決議案。在過往三年內，本公司未更換核數師。

根據上市規則持續披露責任

本公司並無上市規則第 13.20、13.21 及 13.22 條項下的任何其他披露責任。

代表董事會
江若嫻
執行董事

中國上海，二零一八年三月二十三日

AUDITORS

During the year, Deloitte Touche Tohmatsu were appointed as the external auditors of the Company. A resolution will be submitted at the 2018 annual general meeting to re-appoint Deloitte Touche Tohmatsu as the external auditors of the Company. The Company has not changed its auditors in the past three years.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

On behalf of the Board
Jo-Hsien Chiang
Executive Director

Shanghai, PRC, 23 March 2018



企業管治報告

CORPORATE GOVERNANCE REPORT

董事會根據上市規則及相關適用的法律法規，為了創造讓本公司能穩定可持續發展的環境以及提高股東的信心及保障股東利益，致力建立一個內部高效的企業管治常規及程序。

本公司及董事會已採納企業管治守則所載之守則條文。截至二零一七年十二月三十一日止年度，除下文披露者外，董事會認為本公司已全面遵守企業管治守則，惟守則條文第A.2.1條除外。

董事進行證券交易的標準守則

本公司已採納標準守則。本公司於向所有董事(包括現任董事及於截至二零一七年十二月三十一日止年度內曾任董事之前任董事)作出具體查詢後確認，所有董事(包括現任董事及於截至二零一七年十二月三十一日止年度內曾任董事之前任董事)確認，彼等於截至二零一七年十二月三十一日止整個年度一直遵守標準守則所載的規定標準。

董事會

董事會的組成

董事會現時由十二名成員組成，包括四名董事、四名執行董事、一名非執行董事及三名獨立非執行董事組成。

董事：

洪敦清先生(於二零一七年十一月十七日獲委任)
林煜先生(於二零一七年十一月十七日獲委任)
林園先生(於二零一七年十一月十七日獲委任)
石偉光先生(於二零一七年十一月十七日獲委任)

With an aim of creating an environment for the solid sustainable growth of the Company and to enhance Shareholders' confidence and protect Shareholders' interests, the Board is committed to establishing an internally high efficiency of corporate governance practices and procedures in accordance with the Listing Rules and relevant applicable laws and regulations.

The Company and the Board have adopted the code provisions of the CG Code. During the year ended 31 December 2017, the Board believes that the Company has fully complied with the CG Code except for code provision A.2.1 disclosed below.

MODEL CODE ON SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code. Having made specific enquiries to all the Directors, including the existing Directors and the former Directors who had been Directors during the year ended 31 December 2017, the Company confirmed that all the Directors, including the existing Directors and the former Directors who had been Directors during the year ended 31 December 2017, have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2017.

BOARD OF DIRECTORS

The Composition of the Board

The Board currently comprises twelve members, including four Directors, four executive Directors, one non-executive Director and three independent non-executive Directors.

Directors:

Mr. Dun-Ching Hung (appointed on 17 November 2017)
Mr. Yu Lin (appointed on 17 November 2017)
Mr. Yuan Lin (appointed on 17 November 2017)
Mr. Weiguang Shi (appointed on 17 November 2017)

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執行董事：

林銘田先生
詹益昇先生(於二零一七年十一月十六日獲委任)
盧文強先生(於二零一七年十一月十六日獲委任)
江若嫻女士(於二零一七年十一月十六日獲委任)
羅田安先生(於二零一七年十一月十七日被罷免)(附註)
許鴻森先生(於二零一七年六月二日退任)

註： 截至二零一七年十一月十七日，羅先生為董事會主席。羅先生及執行董事江若嫻女士為夫妻。

非執行董事：

卓啟明先生

獨立非執行董事：

朱念琳先生
高海明先生
蘇莞文女士

董事及高級管理層的履歷詳情載於本年報第20至28頁。董事會結構平衡，董事會之組成確保集各董事專長技能及經驗，以滿足本集團之業務需求，達致獨立及均衡的判斷。各董事擁有相關專業及豐富企業及策略計劃經驗，均可為本集團業務之成功作出貢獻。

Executive Directors:

Mr. Ming-Tien Lin
Mr. I-Sheng Chan (appointed on 16 November 2017)
Mr. Wen-Chian Lu (appointed on 16 November 2017)
Ms. Jo-Hsien Chiang (appointed on 16 November 2017)
Mr. Tien-An Lo (removed on 17 November 2017) (Note)
Mr. Hung-Sen Hsu (retired on 2 June 2017)

Note: Mr. Lo was the Chairman of the Board until 17 November 2017. Mr. Lo and Ms. Jo-Hsien Chiang, an executive Director, are husband and wife.

Non-executive Director:

Mr. Chi-Ming Chou

Independent Non-executive Directors:

Mr. Nianlin Zhu
Mr. Haiming Gao
Ms. Wanwen Su

The biographical details of the Directors and senior management are set out on pages 20 to 28 of this annual report. The composition of the Board is well balanced which ensures that the unique expertise and experience of each Director are pooled together to meet the business needs of the Group and for the purposes of making independent well-balanced judgments. Each Director has the relevant professional and extensive corporate and strategic planning experience, and thus will contribute well to the business success of the Group.



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獨立非執行董事

於二零一七年一月一日至二零一七年十一月十六日止期間，本公司已委任三名獨立非執行董事，佔董事會成員三分之一，符合上市規則第3.10(1)條及第3.10A條的規定。於二零一七年十一月十七日委任四名新任董事後，董事會由十二名成員組成，其中三名為獨立非執行董事。因此，自二零一七年十一月十七日起，本公司未能符合上市規則第3.10A條，當中規定獨立非執行董事的人數必須佔董事會成員人數至少三分之一。因本公司未能根據上市規則第3.11條於上述四名新任董事委任生效日期起計三個月內物色適當人選擔任獨立非執行董事，本公司自二零一八年二月十七日起已違反上市規則第3.11條。自二零一七年十一月十七日起，董事會一直積極物色及接觸具備相關行業背景及經驗並適合擔任新獨立非執行董事的候選人。然而，截至本年度報告日期，董事會尚未收到該等候選人正面回應。為重新遵守上市規則第3.10A條規定，董事會目前繼續物色及聯絡董事會整體可接納的適當獨立非執行董事候選人，包括透過向專業法律或會計顧問尋求建議。本公司將於適當時候就有關事宜另行刊發公告。

其中一名獨立非執行董事於會計方面擁有專業資格。獨立非執行董事所承擔之重要職能是確保及監察有關有效企業管治框架之基礎。獨立非執行董事可提供充分核查及平衡，以保障本集團及其股東之利益，其中包括檢討本年報上文所述的持續關連交易。董事會確認，本公司已收到每名獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。據此，本公司認為所有該等董事均為獨立。

Independent Non-executive Directors

During the period from 1 January 2017 to 16 November 2017, the Company has appointed three independent non-executive Directors, and representing one-third of the members of the Board in compliance with Rules 3.10(1) and 3.10A of the Listing Rules. Following the appointment of four new Directors on 17 November 2017, the Board comprises twelve members, among which three of them are independent non-executive Directors. Therefore, from 17 November 2017 onwards, the Company is not in compliance with Rule 3.10A of the Listing Rules, which stipulates that the number of independent non-executive directors shall represent at least one-third of the board. As the Company has failed to identify a suitable candidate to be the independent non-executive Director within three months from the date of the aforementioned appointment of the four new Directors pursuant to Rule 3.11 of the Listing Rules, such failure has constituted a breach of Rule 3.11 of the Listing Rules since 17 February 2018. Since 17 November 2017, the Board has been actively identifying and approaching candidates with relevant industry background and experience suitable to be a new independent non-executive Director. However, as of the date of this annual report, the Board has not received a positive response from those candidates. The Board is currently working towards the aim of re-complying with the requirements under Rule 3.10A of the Listing Rules by continuing identifying and liaising with suitable independent non-executive Director candidates acceptable to the Board as a whole, including through seeking recommendations from professional legal or accounting advisers. Further announcement will be made by the Company in relation to such matter as and when appropriate.

One of the independent non-executive Directors has the professional qualification of accounting. The independent non-executive Directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. Their participations provide adequate checks and balances to safeguard the interests of the Group and its Shareholders, including the review of the continuing connected transactions described above in this annual report. The Board confirms that 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. On this basis, the Company considers all such Directors to be independent.

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非執行董事之任期

各非執行董事(包括獨立非執行董事)已與本公司簽訂有特定任期的服務協議，固定任期均為三年，須於獲委任後首屆股東週年大會上膺選連任。根據章程細則，三分之一的董事須至少每三年於股東週年大會輪席告退一次。退任董事合資格於其退任的股東週年大會上重選連任。非執行董事卓啟明先生已與本公司續訂服務協議，並已就調任為非執行董事事宜與本公司訂立一份補充服務協議，任期由二零一五年二月二十三日起計為期三年，上述年期屆滿後自動另續三年。獨立非執行董事高海明先生之任期為從委任日期起計為期三年，上述年期屆滿後自動另續三年。而獨立非執行董事朱念琳先生及獨立非執行董事蘇莞文女士亦均已與本公司續訂服務協議，任期由二零一五年二月二十三日起計為期三年，上述年期屆滿後自動另續三年。

董事會的功能

董事會監督本公司業務及事務的管理。董事會的主要職責是確保本公司的持續運作，並確保其管理方式既符合股東之整體最佳利益，又顧及其他權益持有人的利益。董事會將日常營運、業務策略及日常管理的職權及責任轉授予首席執行官及高級管理層。

Term of Non-executive Directors

Each of the non-executive Directors (including independent non-executive Directors) has entered into service agreements with the Company for a specific term of three years and are required to offer themselves for re-election at the first annual general meeting following their appointment. Pursuant to the Articles, one-third of the Directors are subject to retirement by rotation at the annual general meeting at least once every three years. Retiring Directors are eligible for re-election at the annual general meeting at which he or she retires. Mr. Chi-Ming Chou, a non-executive Director, has renewed his service agreement with the Company and a supplemental service agreement has also been entered into between him and the Company with respect to the re-designation as a non-executive Director for a term of three years commencing from 23 February 2015, the aforesaid term shall be automatically renewed for another term of three years upon expiry of the term. The term of Mr. Haiming Gao, an independent non-executive Director, commenced from the date of appointment for a term of three years, the aforesaid term shall be automatically renewed for another term of three years upon expiry of the term. Both of Mr. Nianlin Zhu, an independent non-executive Director, and Ms. Wanwen Su, an independent non-executive Director, have renewed their service agreements with the Company for a term of three years commencing from 23 February 2015, the aforesaid term shall be automatically renewed for another term of three years upon expiry of the term.

Functions of the Board

The Board supervises the management of the business and affairs of the Company. The primary duty of the Board is to ensure the ongoing operation of the Company and to ensure that it is managed in the best interests of the Shareholders as a whole while taking into account the interests of other stakeholders. The Board delegates the authority and responsibility of daily operations, business strategies and day-to-day management to the Chief Executive Officer (“CEO”) and the senior management.

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董事會授權

為協助董事會履行其職務及促進有效管理，董事會將其若干職能轉授予審核委員會、薪酬委員會、提名委員會、戰略及投資委員會、企業管治委員會及高級管理層。

管理功能

董事會與管理層之間的職責劃分乃由本公司章程大綱及細則釐定。日常決策事項之職權已由董事會轉授予管理層。

主席及首席執行官

企業管治守則守則條文第A.2.1條規定，主席及首席執行官應由不同人士擔任，以確保職權及權力分佈平衡。

於二零一三年二月二十八日，朱秀萍女士卸任首席執行官，羅先生遂兼任主席及首席執行官。羅先生為本集團創辦人，擁有逾24年烘焙及零售行業經驗。董事會認為，當時由羅先生同時擔任主席兼首席執行官，會為公司提供堅定一致的領導，而不會降低董事會與公司管理層之間的權責平衡。

根據本公司於二零一七年十一月十七日舉行之股東特別大會之投票結果，羅先生已被罷免董事職務，自二零一七年十一月十七日起，羅先生已不再擔任董事會主席但仍擔任首席執行官。

董事會正努力物色合適人選填補羅先生被罷免後的董事會主席空缺。

Delegation by the Board

To assist the Board in execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to the Audit Committee, Remuneration Committee, Nomination Committee, Strategy and Investment Committee, Corporate Governance Committee and the senior management.

Management Function

The division of responsibility between the Board and management is determined by the Memorandum and Articles of the Company. The authority of making daily decisions has been delegated by the Board to the management.

Chairman and CEO

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be served by different individuals to achieve a balance of authority and power.

On 28 February 2013, Ms. Xiuping Zhu retired as the CEO. Mr. Lo was then taking up the duties of both the Chairman and CEO. Mr. Lo is the founder of the Group and has over 24 years of experience in bakery and retail industry. The Board believes that vesting the roles of both Chairman and CEO in Mr. Lo at that time would continue to provide the Company with strong and consistent leadership and would not impair the balance of power and authority between the Board and the management of the Company.

Following the poll results at the extraordinary general meeting of the Company held on 17 November 2017, Mr. Lo was removed as a Director. With effect from 17 November 2017, Mr. Lo has ceased to be the Chairman of the Board but remains as the CEO.

The Board is now making an effort to seek a suitable candidate to fill the vacancy of the position of the Chairmen of the Board after the removal of Mr. Lo.



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董事之委任、重選和罷免

各董事、各執行董事、非執行董事及獨立非執行董事已與本公司簽訂有特定任期的服務協議，並須每三年於股東週年大會上輪值告退至少一次。根據章程細則規定，退任之董事可膺選連任。根據章程細則規定，任何經董事會委任之董事之任期僅至本公司下屆股東週年大會（不論屬填補董事會臨時空缺或於現有董事會增加成員）止，惟該等董事屆時可膺選連任。

股東可於董事任期屆滿前隨時於按照本公司章程細則召開及舉行的任何股東大會上罷免董事，而不論本公司章程細則有任何相反規定或本公司與有關董事訂有任何協議。

本公司董事及高級管理層持續培訓

於年內，本公司已安排公司秘書為全體董事（即洪敦清先生、林煜先生、林園先生、石偉光先生（上述董事均於二零一七年十一月十七日獲委任）、詹益昇先生、盧文強先生、江若嫻女士（上述董事均於二零一七年十一月十六日獲委任）、羅田安先生（於二零一七年十一月十七日被罷免）、許鴻森先生（於二零一七年六月二日退任）、林銘田先生、卓啟明先生、高海明先生、朱念琳先生及蘇莞文女士）（其中包括）提供有關企業管治及法律法規變動的閱讀材料供彼等參考及細閱。董事需向法務部提供接受培訓的記錄。

Appointment, Re-election and Removal of Directors

Each of the Directors, the executive Directors, non-executive Director and independent non-executive Directors has entered into a service contract with the Company for a specific term and is subject to retirement by rotation at an annual general meeting at least once every three years. The retiring Director shall be eligible for re-election under the Articles. Under the Articles, any Director appointed by the Board, either to fill a casual vacancy in the Board or as an addition to the existing Board, shall hold office only until the next annual general meeting of the Company and shall be eligible for re-election.

Shareholders may, at any general meeting convened and held in accordance with the Company's Articles, remove a Director at any time before the expiration of his/her period of office notwithstanding anything to the contrary in the Company's Articles or in any agreement between the Company and such Director.

Continuous development of Directors and senior management of the Company

During the year, the Company has arranged the company secretary to provide reading materials for all the Directors, namely Mr. Dun-Ching Hung, Mr. Yu Lin, Mr. Yuan Lin, Mr. Weiguang Shi (all the said Directors were appointed on 17 November 2017), Mr. I-Sheng Chan, Mr. Wen-Chian Lu, Ms. Jo-Hsien Chiang (all the said Directors were appointed on 16 November 2017), Mr. Tien-An Lo (removed on 17 November 2017), Mr. Hung-Sen Hsu (retired on 2 June 2017), Mr. Ming-Tien Lin, Mr. Chi-Ming Chou, Mr. Haiming Gao, Mr. Nianlin Zhu and Ms. Wanwen Su, on, among others, corporate governance and changes to laws and regulations for their reference and study. Directors are requested to provide their training records to the Legal Department.



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董事及高級管理人員的責任保險及彌償保證

本公司已安排適當責任保險以就董事及高級管理人員因公司活動產生的責任向彼等作出彌償保證。截至二零一七年十二月三十一日止年度，董事及高級管理人員並無遭索償。

董事會會議及董事會常規

董事會定期開會，會議每年四次，每次於召開之日提前 14 天通知各董事，以便全體董事皆有機會出席。會議議程在諮詢各董事後制定，董事皆有機會提出商討事項列入會議議程。

Directors' and Senior Officers' Liability Insurance and Indemnity

The Company has arranged for appropriate liability insurance to indemnify the Directors and senior officers for their liabilities arising out of corporate activities. For the year ended 31 December 2017, no claim has been made against the Directors and senior officers.

Board Meetings and Board Practices

The Board is scheduled to meet regularly and four times in one year. A notice of meeting shall be given to all Directors at least 14 days prior to the date of the meeting to enable all Directors to attend the meetings. The agenda of the meeting shall be determined after consulting each Director so that each Director is given the opportunity to include his/her proposals into the agenda.

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各董事於年度所舉行的董事會及股東大會會議的出席紀錄如下：

The attendance of each Director at all the board meetings and general meetings during the year is as follows:

		出席／舉行的 董事會會議次數 Number of board meetings attended/held	出席率 Attendance ratio	出席／舉行的 股東會會議次數 Number of general meeting attended/held	出席率 Attendance ratio
洪敦清先生 (於二零一七年十一月十七日獲委任)	Mr. Dun-Ching Hung (appointed on 17 November 2017)	0/0	N/A 不適用	0/0	N/A 不適用
林煜先生 (於二零一七年十一月十七日獲委任)	Mr. Yu Lin (appointed on 17 November 2017)	0/0	N/A 不適用	0/0	N/A 不適用
林園先生 (於二零一七年十一月十七日獲委任)	Mr. Yuan Lin (appointed on 17 November 2017)	0/0	N/A 不適用	0/0	N/A 不適用
石偉光先生 (於二零一七年十一月十七日獲委任)	Mr. Weiguang Shi (appointed on 17 November 2017)	0/0	N/A 不適用	0/0	N/A 不適用
詹益昇先生 (於二零一七年十一月十六日獲委任)	Mr. I-Sheng Chan (appointed on 16 November 2017)	0/0	N/A 不適用	1/1	100%
盧文強先生 (於二零一七年十一月十六日獲委任)	Mr. Wen-Chian Lu (appointed on 16 November 2017)	0/0	N/A 不適用	1/1	100%
江若嫻女士 (於二零一七年十一月十六日獲委任)	Ms. Jo-Hsien Chiang (appointed on 16 November 2017)	0/0	N/A 不適用	1/1	100%
羅田安先生 (於二零一七年十一月十七日被罷免)	Mr. Tien-An Lo (removed on 17 November 2017)	4/4	100%	2/2	100%
許鴻森先生 (於二零一七年六月二日退任)	Mr. Hung-Sen Hsu (retired on 2 June 2017)	1/1	100%	0/1	0%
林銘田先生	Mr. Ming-Tien Lin	1/4	25%	0/2	0%
卓啟明先生	Mr. Chi-Ming Chou	1/4	25%	2/2	100%
朱念琳先生	Mr. Nianlin Zhu	2/4	50%	0/2	0%
蘇莞文女士	Ms. Wanwen Su	3/4	75%	2/2	100%
高海明先生	Mr. Haiming Gao	2/4	50%	0/2	0%

除召開常規董事會會議外，主席亦於二零一七年一月一日至二零一七年十一月十七日止期間在並無其他執行董事出席的情況下與獨立非執行董事舉行會議。

未出席相關股東大會的董事已與其他董事跟進以了解及討論相關事宜。

Apart from regular board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of other executive Directors during the period from 1 January 2017 to 17 November 2017.

The Directors who had not attended the relevant general meeting(s) have followed-up with the other Directors to understand and discuss the subject matters.

企業管治報告

CORPORATE GOVERNANCE REPORT

審核委員會

本公司已於二零一一年十二月二十七日成立審核委員會，並遵照上市規則第3.21條及企業管治守則第C3段制定書面職權範圍。審核委員會之主要職責為協助董事會就財務申報程序、內部監控及風險管理制度之有效性提供獨立意見、監察審核過程及履行董事會指定之其他職務與職責。審核委員會包括三名成員，即高海明先生、蘇莞文女士及朱念琳先生。全體委員會成員包括審核委員會主席高海明先生，彼具有財務管理及會計方面之專業資格，均為獨立非執行董事。審核委員會已審閱本集團採納之會計原則及慣例，並討論了審核、內部監控及財務申報事項，包括審閱本集團截至二零一七年六月三十日止六個月之中期綜合財務報表及截至二零一七年十二月三十一日止年度之經審核綜合財務報表，其認為本公司已遵守所有相關會計準則及規定並已作出充分披露。

於年內，審核委員會曾召開兩次會議。各成員於審核委員會會議的個別出席情況如下：

		出席／舉行的 審核委員會 會議次數 Number of Audit Committee meetings attended/held	出席率 Attendance ratio
高海明先生	Mr. Haiming Gao	2/2	100%
朱念琳先生	Mr. Nianlin Zhu	0/2	0%
蘇莞文女士	Ms. Wanwen Su	2/2	100%

未出席審核委員會會議的獨立非執行董事已與其他審核委員會成員跟進以了解及討論相關事宜。

Audit Committee

The Company established the Audit Committee on 27 December 2011 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the CG Code. The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board. The Audit Committee consists of three members, namely Mr. Haiming Gao, Ms. Wanwen Su and Mr. Nianlin Zhu. All of the committee members, including Mr. Haiming Gao, the chairman of the Audit Committee, who has a professional qualification in financial management and accountancy, are independent non-executive Directors. The Audit Committee has reviewed the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of the interim consolidated financial statements for the six months ended 30 June 2017 and the audited consolidated financial statements of the Group for the year ended 31 December 2017 and considered that the Company had complied with all relevant accounting standards and requirements and made adequate disclosures.

During the year, the Audit Committee has held two meetings. The attendance of each member at the Audit Committee meetings is set out in the following table:

The independent non-executive Director who had not attended the Audit Committee meetings have followed-up with the other Audit Committee members to understand and discuss the subject matters.

企業管治報告

CORPORATE GOVERNANCE REPORT

薪酬委員會

本公司已遵照上市規則第3.25條於二零一一年十二月二十七日成立薪酬委員會(「薪酬委員會」)，並遵照企業管治守則第B1段制定書面職權範圍。薪酬委員會已採納上市規則附錄十四第B.1.2(c)段所述的第二個模式(即向董事會提交個別執行董事及高級管理層的薪酬待遇建議)。薪酬委員會之主要職責包括(但不限於)：(i)就董事及高級管理人員之整體薪酬政策及架構並就設立正式透明之程序以制定此等薪酬政策向董事會提供推薦建議；(ii)釐定董事及高級管理人員的具體薪酬待遇條款；(iii)參考董事不時議決之公司目標審閱及批准與表現掛鈎之薪酬；及(iv)就僱員福利安排進行評估並提出推薦建議。因自二零一七年十一月十七日起，羅田安先生已被罷免董事職務，並不再擔任薪酬委員會成員，薪酬委員會目前由兩名成員組成，即朱念琳先生(主席)及蘇莞文女士，以上成員均為獨立非執行董事。因薪酬委員會的職權範圍規定薪酬委員會應最少由三名成員組成，自二零一七年十一月十七日起，薪酬委員會之組成並未能符合薪酬委員會職權範圍的規定。董事會將經適當考慮後委任一名薪酬委員會的新成員。本公司將於適當時候就該委任作出進一步公告。

Remuneration Committee

The Company established a remuneration committee (the “**Remuneration Committee**”) on 27 December 2011 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B1 of the CG Code. The Remuneration Committee has adopted the second model described in paragraph B.1.2(c) under Appendix 14 to the Listing Rules (i.e. make recommendation to the Board on the remuneration packages of individual executive Director and senior management member). The primary duties of the Remuneration Committee include but without limitation: (i) making recommendations to the Board on the policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of the Directors and senior management; (iii) reviewing and approving performance-based remuneration by reference to corporate goals resolved by the Directors from time to time; and (iv) evaluating and making recommendations on employee benefit arrangements. Due to the removal of Mr. Tien-An Lo as a Director on 17 November 2017, Mr. Tien-An Lo ceased to be the member of the Remuneration Committee. The Remuneration Committee currently consists of two members, namely Mr. Nianlin Zhu (Chairman) and Ms. Wanwen Su, both of them are independent non-executive Directors. Since the terms of reference of the Remuneration Committee provides that such committee should consist of a minimum of three members, the composition of the Remuneration Committee is not in compliance with the requirement of the terms of reference of the Remuneration Committee from 17 November 2017. The Board will appoint a new member for the Remuneration Committee after due consideration. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

企業管治報告

CORPORATE GOVERNANCE REPORT

於年內，薪酬委員會曾召開兩次會議，並進行以下主要工作：

- (1) 就非執行董事的薪酬向董事會提出推薦建議；
- (2) 檢討執行董事之酬金；及
- (3) 檢討董事及高級管理人員之整體薪酬政策及結構(包括任何與表現掛鈎之薪酬)。

各成員於薪酬委員會會議的個別出席情況如下：

During the year, the Remuneration Committee has held two meetings and performed the following main tasks:

- (1) making recommendations to the Board on the remuneration of non-executive Directors;
- (2) reviewing the emoluments of the executive Directors; and
- (3) reviewing the remuneration policy and structure (including any performance-based remuneration) for all Directors and senior management.

The attendance of each member at the Remuneration Committee meetings is set out in the following table:

		出席／舉行的 薪酬委員會 會議次數 Number of Remuneration Committee meetings attended/held	出席率 Attendance ratio
朱念琳先生	Mr. Nianlin Zhu	2/2	100%
羅田安先生 (於二零一七年十一月十七日 被罷免)	Mr. Tien-An Lo (removed on 17 November 2017)	2/2	100%
蘇莞文女士	Ms. Wanwen Su	2/2	100%

企業管治報告

CORPORATE GOVERNANCE REPORT

高級管理層之薪酬

截至二零一七年十二月三十一日止年度，高級管理層成員（包括一名於二零一七年一月一日至十一月十七日止期間曾本公司董事兼首席執行官之人士）之薪酬範圍載列如下：

薪酬範圍	Remuneration bands	人數 Number of individuals
港幣 1,000,000 元及以下	HK\$1,000,000 and under	4
港幣 1,000,001 元至港幣 1,500,000 元	HK\$1,000,001 to HK\$1,500,000	—
港幣 1,500,001 元至港幣 2,000,000 元	HK\$1,500,001 to HK\$2,000,000	1
港幣 2,000,001 元至港幣 2,500,000 元	HK\$2,000,001 to HK\$2,500,000	—

有關董事酬金及五位最高薪酬僱員之更多詳情載於綜合財務報表附註9。

提名委員會

本公司已於二零一一年十二月二十七日成立提名委員會（「提名委員會」），並遵照企業管治守則第A5段制定書面職權範圍。提名委員會之主要職責為檢討董事會組成以及就本公司董事之委任及罷免向董事會提供推薦建議。因自二零一七年十一月十七日起，羅田安先生已被罷免董事職務，並不再擔任提名委員會成員，提名委員會目前由兩名成員組成，即朱念琳先生（主席）及高海明先生，以上成員均為獨立非執行董事。因提名委員會的職權範圍規定提名委員會應最少由三名成員組成，自二零一七年十一月十七日起，提名委員會之組成並未能符合提名委員會職權範圍的規定。董事會將經適當考慮後委任一名提名委員會的新成員，並將於適當時候就有關委任另行發表公告。

Remuneration of Senior Management

The remuneration of the members of the senior management, including a person who has been a director during the period from 1 January to 17 November 2017 and chief executive officer of the Company by band for the year ended 31 December 2017 is set out below:

Further particulars regarding directors' remuneration and the five highest paid employees are set out in note 9 to the consolidated financial statements.

Nomination Committee

The Company established a nomination committee (the "Nomination Committee") on 27 December 2011 with written terms of reference in compliance with paragraph A5 of the CG Code. The primary duties of the Nomination Committee are to review the Board composition and to make recommendations to the Board on the appointment and removal of Directors of the Company. Due to the removal of Mr. Tien-An Lo as a Director on 17 November 2017, Mr. Tien-An Lo ceased to be the member of the Nomination Committee. The Nomination Committee currently consists of two members, namely Mr. Nianlin Zhu (Chairman) and Mr. Haiming Gao, both of them are independent non-executive Directors. Since the terms of reference of the Nomination Committee provides that such committee should consist of a minimum of three members, the composition of the Nomination Committee is not in compliance with the requirement of the terms of reference of the Nomination Committee from 17 November 2017. The Board will appoint a new member for the Nomination Committee after due consideration. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會多元化政策的可計量目標

於檢討董事會組成時，提名委員會將考慮董事會成員多元化政策所載各個方面，包括但不限於性別、年齡、文化及教育背景、專業資格、技術、知識以及行業與地區經驗。提名委員會將在必要時討論及議定達致董事會多元化的可衡量目標，並推薦董事會採納。在物色及挑選董事人選時，提名委員會在向董事會推薦前將考慮人選品格、資格、經驗、獨立性及對公司策略構成必要補充的其他有關標準並達致董事會多元化。根據提名委員會對截至二零一七年十二月三十一日止年度的審核，提名委員會認為，這些可衡量的目標已經圓滿實施，董事會對公司的公司治理和業務發展需求有足夠的多元化。董事詳情請見本年報「董事及高級管理層」一章。

在董事會作出委任之前，提名委員會將評估董事會之技能、知識及經驗，並根據評估結果就特定委任職位之職能及所需能力編製說明。提名委員會在物色合適人選時應（如適用及合適）：

- (1) 使用公開廣告或外聘顧問之服務幫助物色人選；
- (2) 考慮來自各類不同背景之人選；及
- (3) 以客觀標準擇優錄用，考慮履行職務所需時間。

Measurable Objectives of Board Diversity Policy

In reviewing the composition of the Board, the Nomination Committee would take into account various aspects set out in the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity before making recommendation to the Board. Based on the Nomination Committee's review for the year ended 31 December 2017, the Nomination Committee considers that these measurable objectives have been satisfactorily implemented and that there is sufficient diversity in the Board for the Company's corporate governance and business development needs. Details on the Directors are set out in the section headed "Directors and Senior Management" of this annual report.

Before appointments are made by the Board, the Nomination Committee will evaluate the skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee will (where applicable and appropriate):

- (1) use public advertisement or the services of external consultants to facilitate the search;
- (2) consider candidates from a wide range of backgrounds; and
- (3) consider candidates on merit and against objective criteria, taking into account the amount of time required to be devoted to the position.

企業管治報告

CORPORATE GOVERNANCE REPORT

於年內，提名委員會曾召開兩次會議，並進行以下工作：

- (1) 檢討董事會之架構、人數、組成及多元化(包括但不限於)性別、年齡、文化及教育背景或專業經驗)及多元化政策達標的情況及其成效以及獨立非執行董事之獨立性；及
- (2) 考慮於股東週年大會上重選之退任董事之資歷。

各成員於提名委員會會議的個別出席情況如下：

During the year, the Nomination Committee has held two meetings and performed the following work:

- (1) reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the Board and achievement of objectives pursuant to the board diversity policy and effectiveness of the board diversity policy and the independence of the independent non-executive Directors; and
- (2) considering the qualifications of the retiring Directors standing for re-election at the annual general meeting.

The attendance of each member at the Nomination Committee meetings is set out in the following table:

		出席／舉行的 提名委員會 會議次數 Number of Nomination Committee meetings attended/held	出席率 Attendance ratio
朱念琳先生	Mr. Nianlin Zhu	2/2	100%
高海明先生	Mr. Haiming Gao	2/2	100%
羅田安先生 (於二零一七年十一月十七日 被罷免)	Mr. Tien-An Lo (removed on 17 November 2017)	2/2	100%

企業管治報告

CORPORATE GOVERNANCE REPORT

企業管治委員會

本公司於二零一一年十二月二十七日成立企業管治委員會（「**企業管治委員會**」），並遵照企業管治守則第D.3.1段制定書面職權範圍。企業管治委員會之主要職責為實施本公司之內部監控規則及就企業管治事宜提供意見及指導。企業管治委員會每月舉行會議，委員會成員須向公司秘書報告，而公司秘書則於董事會季度會議上向董事會報告。企業管治委員會目前由本公司採購部經理楊艷女士擔任主席，其他成員包括本公司副總裁廖維綸先生、本公司集團財務部總監卞傳紅女士及本公司首席執行官之助理兼工會主席王慧玲女士。企業管治委員會不包括任何獨立非執行董事，非執行董事或執行董事。

企業管治委員會成員變更

本公司集團人力資源部經理程艷女士於二零一七年十一月二十四日辭任企業管治委員會成員。於二零一七年十一月二十四日至二零一八年三月二十三日止期間，企業管治委員會由三名成員組成，即楊艷女士、廖維綸先生及卞傳紅女士。因企業管治委員會的職權範圍規定企業管治委員會應最少由四名成員組成，於二零一七年十一月二十四日至二零一八年三月二十三日止期間，企業管治委員會之組成並未能符合企業管治委員會職權範圍的規定。自二零一八年三月二十三日起，王慧玲女士獲委任為企業管治委員會成員。

Corporate Governance Committee

The Company established a corporate governance committee (the “**Corporate Governance Committee**”) on 27 December 2011 with written terms of reference in compliance with paragraph D.3.1 of the CG Code. The primary duty of the Corporate Governance Committee is to implement the Company’s internal control rules and advise and provide guidance on matters relating to corporate governance. The Corporate Governance Committee holds meetings monthly and members of the Committee are required to report to the Company Secretary, who reports to the Board during the quarterly Board meetings. The Corporate Governance Committee is chaired by Ms. Yan Yang, the manager of the purchase department of the Company, and consists of Mr. Weilun Liao, the vice president of the Company, Ms. Chuanhong Bian, the director of the group finance department of the Company, and Ms. Huiling Wang, the assistant to CEO and the chairlady of trade union of the Company. The Corporate Governance Committee does not comprise any independent non-executive Director, non-executive Director or executive Director.

CHANGE OF MEMBER OF CORPORATE GOVERNANCE COMMITTEE

Ms. Yan Cheng, the manager of the group human resources department of the Company, resigned as member of the Corporate Governance Committee on 24 November 2017. During the period from 24 November 2017 to 23 March 2018, the Corporate Governance Committee consists of three members, namely Ms. Yan Yang, Mr. Weilun Liao and Ms. Chuanhong Bian. Since the terms of reference of the Corporate Governance Committee provides that such committee should consist of a minimum of four members, the composition of the Corporate Governance Committee is not in compliance with the requirement of the terms of reference of the Corporate Governance Committee during the period from 24 November 2017 to 23 March 2018. With effect from 23 March 2018, Ms. Huiling Wang has been appointed as a member of the Corporate Governance Committee.



企業管治報告

CORPORATE GOVERNANCE REPORT

企業管治委員會負責執行企業管治職能。本公司採納企業管治守則守則條文第D.3.1條作為企業管治委員會履行其企業管治職能的責任。截至二零一七年十二月三十一日止年度，企業管治委員會已就企業管治職能履行以下責任：

- (1) 檢討本公司的企業管治政策及常規以及向董事作出推薦意見；
- (2) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (3) 檢討及監察本公司的政策及常規以符合法定及監管規定；
- (4) 檢討及監察僱員及董事所適用的行為守則及合規手冊；
- (5) 審閱本公司遵守上市規則附錄十四(企業管治守則及企業管治報告)的情況；
- (6) 按月檢討及監察由各部門主管實施之企業管治措施；及
- (7) 管理及監察本公司關連交易之狀況及按月監察持續關連交易的上限。

The Corporate Governance Committee is responsible for performing the corporate governance duties. The Company adopted code provision D.3.1 of the CG Code as the duties of the Corporate Governance Committee in performing its corporate governance functions. During the year ended 31 December 2017, the Corporate Governance Committee has performed the following duties in respect of its corporate governance functions:

- (1) reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- (2) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (3) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (4) reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors;
- (5) reviewing the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report);
- (6) reviewing and monitoring the corporate governance measures conducted by respective departments on a monthly basis; and
- (7) supervising and monitoring the circumstances involving the connected transactions of the Company and monitoring the annual caps of the continuing connected transactions.

企業管治報告

CORPORATE GOVERNANCE REPORT

各成員於企業管治委員會會議的個別出席情況如下：

The attendance of each member at the Corporate Governance Committee meeting is set out in the following table:

		出席／舉行的 企業管治委員會 會議次數	出席率
		Number of Corporate Governance Committee meetings attended/held	Attendance ratio
廖維綸先生	Mr. Weilun Liao	12/12	100%
楊艷女士	Ms. Yan Yang	12/12	100%
程艷女士(於二零一七年 十一月二十四日辭任)	Ms. Yan Cheng (resigned on 24 November 2017)	0/11	0%
卞傳紅女士	Ms. Chuanhong Bian	12/12	100%
王慧玲(於二零一八年 三月二十三日獲委任)	Ms. Huiling Wang (appointed on 23 March 2018)	0/0	不適用N/A



企業管治報告

CORPORATE GOVERNANCE REPORT

戰略及投資委員會

董事會已於二零一三年三月二十二日成立戰略及投資委員會（「**戰略及投資委員會**」），並制定書面職權範圍。戰略及投資委員會之主要職責包括（但不限於）：(i) 就有關潛在投資之工作、重大決定、研究結果及推薦意見或經戰略及投資委員會審閱、分析或評估之戰略投資交易向董事會報告；(ii) 提醒董事會上市規則項下有關任何經審閱、分析或評估之潛在投資交易之披露規定；(iii) 了解各項投資之背景；(iv) 確保各項投資符合地方政策及規例；(v) 於董事會授權之權限內透過審閱、分析、評估及批准投資機遇嚴格執行其權力；及(vi) 如需要，適時向董事會報告。因自二零一七年十一月十七日起，羅田安先生已被罷免董事職務，並不再擔任戰略及投資委員會成員及主席，戰略及投資委員會目前由兩名成員組成，即非執行董事林銘田先生及獨立非執行董事高海明先生。此外，戰略及投資委員會主席自羅田安先生被罷免後出現空缺。因戰略及投資委員會的職權範圍規定戰略及投資委員會應最少由三名成員組成，自二零一七年十一月十七日起，戰略及投資委員會之組成並未能符合戰略及投資委員會職權範圍的規定。董事會將經適當考慮後委任一名戰略及投資委員會的新成員及主席。

於年內，本集團並無任何重大投資。因此，戰略及投資委員會於年內並無召開任何會議。

STRATEGY AND INVESTMENT COMMITTEE

The Board has established a Strategy and Investment Committee (the “**Strategy and Investment Committee**”) on 22 March 2013 with written terms of reference. The primary duties of the Strategy and Investment Committee include, without limitation: (i) reporting to the Board on its work, significant decisions, findings and recommendation in connection with the potential investment or strategic investment reviewed, analysed or evaluated; (ii) reminding the Board of the disclosure requirements under the Listing Rules in connection with any potential strategic investment reviewed, analysed or evaluated; (iii) getting informed of the backgrounds of the investments; (iv) ensuring the investments are in compliance with local policies and regulations; (v) executing its powers strictly within the authorities granted by the Board through reviewing, analysing, evaluating and approving investment opportunities; and (vi) timely reporting to the Board if necessary. Due to the removal of Mr. Tien-An Lo as a Director on 17 November 2017, Mr. Tien-An Lo ceased to be the member and the chairman of the Strategy and Investment Committee. The Strategy and Investment Committee currently consists of two members, namely Mr. Ming-Tien Lin, a non-executive Director, and Mr. Haiming Gao, an independent non-executive Director. In addition, since the removal of Mr. Tien-An Lo, the position of the chairman of the Strategy and Investment Committee has been vacant. Since the terms of reference of the Strategy and Investment Committee provides that such committee should consist of a minimum of three members, the composition of the Strategy and Investment Committee is not in compliance with the requirement of the terms of reference of the Strategy and Investment Committee from 17 November 2017. The Board will appoint a new member and the chairman for the Strategy and Investment Committee after due consideration.

During the year, the Group had no material investments. Accordingly, the Strategy and Investment Committee has not held any meeting during the year.

企業管治報告

CORPORATE GOVERNANCE REPORT

問責性及審核

董事對財務報表的責任

董事負責根據國際會計準則委員會頒佈的香港財務報告準則及香港公司條例的披露規定編製財務報表，真實而公允地呈列本集團的事務狀況。

董事確認彼等編製本公司截至二零一七年十二月三十一日止年度財務報表的責任。本公司核數師就其對財務報表責任的聲明載於本年報的獨立核數師報告。並無任何可引致嚴重質疑本公司持續經營能力之事件或情況相關的重大不確定因素。

風險管理與內部監控

宗旨及目標

董事會為本集團的風險管理與內部監控系統有效運行提供合理保證。該系統旨在保證公司經營管理合法合規，保障公司資產安全及公司財務報告、相關信息真實完整。

監控框架

董事會

- 監督內部控制的建立健全和有效實施；
- 明確企業發展戰略及重要決策，並設立企業可接受的風險承受度；及
- 明確各專門委員會及管理層的職責權限，為董事會決策提供支持。

ACCOUNTABILITY AND AUDIT

Directors' Responsibility for the Financial Statements

The Directors are responsible for the preparation of the financial statements that give a true and fair view of the state of affairs of the Group in accordance with the Hong Kong Financial Reporting Standards issued by the International Accounting Standards Board (IASB) and the disclosure requirements of the Hong Kong Companies Ordinance.

The Directors have acknowledged their responsibility for preparing the financial statements of the Company for the year ended 31 December 2017. The Statement of the Company's auditor as to its responsibility for the financial statements is set out in the Independent Auditor's Report of this annual report. There are no material uncertainties relating to events or circumstances which would significantly cast doubt over the Company's ability to operate as a going concern.

Internal Control and Risk Management

Objectives and Goals

The Board provides reasonable assurance for the effective operation of the Group's risk management and internal control system. The system aims to ensure the operation and management of the Company complies with laws and regulations and ensure the security of the Company's assets and the truthfulness and completeness of the Company's financial reports and relevant information.

Monitoring framework

Board of Directors

- Supervising the establishment of internal control and its sound and effective implementation;
- Clear enterprise development strategy and important decision-making, and establishing enterprise's acceptable risk tolerance level; and
- Clarifying the responsibilities and rights of various special committees and management, and providing support for the Board's decision-making.

企業管治報告

CORPORATE GOVERNANCE REPORT

審核委員會

- 監督公司內部審查制度的制定及內部控制評價工作的實施；
- 審核公司的財務信息及其披露；及
- 充分掌握內部和外部審計師在內部控制檢查的工作範圍，必要時就重大問題與外部審計師進行溝通。

管理層

- 妥善設計、實施及監督風險管理及監控系統，並確保其得以有效執行；
- 對內部或外部審計師提出的有關內部監控事宜的調查結果作出及時回應及跟進；及
- 向董事會確保風險管理及監控系統的有效性。

內部審核部門

- 對內部監控的有效性進行監督檢查；及
- 對監督檢查中發現的內部控制缺陷，按照企業內部審計工作程序進行報告。

Audit Committee

- Supervising the formulation of internal audit system of the Company and the implementation of work on internal control evaluation;
- Reviewing the Company's financial information and its disclosure; and
- Fully grasping the scope of work of internal and external auditors in the inspection of internal control and if necessary, communicating with external auditors about significant issues.

Management

- Properly designing, implementing and supervising risk management and monitoring systems and ensuring that they are effectively implemented;
- Responding promptly to and following up the findings of internal or external auditors' investigations on internal control matters; and
- Assuring the Board of effectiveness of risk management and monitoring system.

Internal audit department

- Supervising and inspecting the effectiveness of internal control; and
- Reporting in accordance with the internal audit work procedures of enterprise internal control deficiencies found in supervision and inspection.



企業管治報告

CORPORATE GOVERNANCE REPORT

監控方法及方式

管理層已採取多種方式對內控環境實施監控：

- (1) 方法：管理層積極與相關員工溝通，審閱內控手冊及相關文件在設計層面的不足之處，採取有效措施進行改善。對風險管理及內部監控審閱的範圍及結果每年呈報審核委員會並經其審核。
- (2) 內控手冊及操作指引：制定內控手冊及相關制度以保障資產安全，以免未經授權使用或處置，確保遵守法律規定、維持適當會計記錄，以提供可靠財務資料供內部使用或對外披露。
- (3) 信息系統及技術：公司信息系統覆蓋業務層面、財務層面和管理層面，公司為員工嚴格設置操作權限，避免不相容職責未分離，所有人員的系統權限均已獲得授權許可。
- (4) 報告及差異分析：定期對分子公司進行財務分析和預算執行分析，及時了解各公司的經營情況。

Monitoring methods

Management has adopted a variety of methods to monitor internal control environment:

- (1) Methods: The management actively communicates with relevant staff, reviews deficiencies of the design of internal control manual and related documents and makes improvements through effective measures. Reporting the scope of inspection of risk management and internal control and results to Audit Committee for assessment every year.
- (2) Internal control manual and operational guidelines: Developing internal control manuals and related systems to ensure the safety of assets in order to avoid unauthorised use or disposal, ensuring compliance with legal requirements, maintaining appropriate accounting records to provide reliable financial information for internal use or external disclosure.
- (3) Information system and technology: The Company's information system covers business level, financial level and management level. The Company sets up stringent rights of operation for its staff to avoid non-separation of incompatible duties. The system rights of all staff have been authorised.
- (4) Reporting and differences analysis: Executing financial analysis and budget execution analysis on subsidiaries and developing a timely understanding of numerous companies' operation situation.

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風險管理

風險管理過程包括：風險識別、風險評估、風險處理及風險監控與檢討。公司管理層在審核委員會和內部審計部門的協助下負責風險管理及內部監控系統的設計、實施及檢查，並向董事會或審核委員會提交相關定期報告。

- (1) 風險識別：董事會和管理層確認影響公司目標實現的內部和外部風險因素。
- (2) 風險評估：董事會和管理層根據風險因素發生的可能性和影響，確定管理風險的方法。
- (3) 風險處理：董事會和管理層根據公司風險承受能力和風險偏好選擇風險管理策略。
- (4) 風險監控與檢討：公司內審部門每年6月對集團及分子公司上半年的風險管理及內部控制運行情況進行檢查，針對檢查過程中發現的控制缺陷提出整改建議。每年底，內審部門再對各公司下半年的風險管理及內部控制運行情況進行檢查，同時對各公司上半年控制缺陷的整改情況進行跟踪，確保各公司的缺陷已整改完畢，並向審核委員會匯報風險管理及內部控制的綜合意見，通過向業務單位分享風險知識以提升公司風險管理水平。截至二零一七年十二月三十一日止年度，上述檢討已由內部審核部門執行。

Risk Management

Risk management processes include: risk identification, risk assessment, risk processing and risk monitoring and review. The management of the Company is responsible for the design, implementation and inspection of risk management and internal control systems with the assistance of the Audit Committee and the internal audit department and submit the relevant periodic reports to the Board or the Audit Committee.

- (1) Risk identification: The Board and management identify internal and external risk factors that affect realization of the Company's objectives.
- (2) Risk assessment: The Board and management determine the method of managing risks based on the likelihood and impact of risk factors.
- (3) Risk processing: The Board and management select risk management strategies based on the Company's risk tolerance and risk preference.
- (4) Risk monitoring and review: In June each year, the Company's internal audit department examines the risk management and internal control operation of the Group and its subsidiaries covering the first half of the year and puts forward the rectification suggestions for the control defects found in the inspection process. At the end of each year, the internal audit department will check the operation of the risk management and internal control of various companies covering the second half of the year, while tracking the rectification of control deficiencies of various companies covering the first half of the year to ensure that various companies' defects have been rectified. It also reports overall comments to the Audit Committee on risk management and internal control. The Company's risk management level is enhanced through sharing risk knowledge with different business units. The above reviews have been performed by the internal audit department during the year ended 31 December 2017.



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內部監控

公司內審部門每半年對經營、財務及合規方面的內部控制進行檢查，向管理層報告審查結果，針對相關問題，內審部門提出改進建議以強化公司內部控制。內部審核結果及整改計劃及時向審核委員會和董事會匯報。

董事會獲悉，管理層已逐步實施充分內部監控系統及確保本公司的營運、財務及合規範疇有效運作。

(1) 財務報告管理：

- 已建立適當的監控措施，確保全面、準確、及時記錄會計及管理資料；
- 每月向全體董事提供財務報表，以表明公司經營情況、財務狀況及前景評估；及
- 外部審計師每年審核以保證綜合財務報表的編製符合公認會計準則、本公司會計政策及適用的法律法規。

(2) 內幕信息處理與披露：本集團按照公司責任政策和相關程序規定監管內幕信息的處理與披露，以確保適當批准披露相關信息前維持保密，並以有效率及一致的方式發布相關信息。

Internal control

The internal audit department of the Company semi-annually inspects the internal control of such aspects as operation, finance and compliance, reports the results of the review to the management, and makes suggestions for improvement in the internal control of the Company. The results of the internal audit and rectification plan shall be reported to the Audit Committee and the Board in a timely manner.

The Board was informed that the management has gradually implemented a comprehensive internal monitoring system and ensured the effective operation of the Company's operating, financial and compliance aspects.

(1) Financial Reporting Management:

- Appropriate monitoring measures have been established to ensure a comprehensive, accurate and timely record of accounting and management information;
- Issuing financial statements to all Directors on a monthly basis to show the Company's operating conditions, financial status and outlook assessment; and
- External auditors auditing consolidated financial statements every year to ensure consolidated financial statements are prepared in accordance with generally accepted accounting principles, the Company's accounting policies and applicable laws and regulations.

(2) Inside Information Processing and Disclosure: The Group regulates the handling and disclosure of inside information in accordance with the Company's responsibility policy and related procedures to ensure confidentiality prior to the appropriate disclosure of relevant information and to disseminate relevant information in an efficient and consistent manner.



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CORPORATE GOVERNANCE REPORT

董事會持續評估任何無法預料及重大事件可能對本公司股價或其成交量帶來之影響，並決定有關資料應否被視為內幕消息，及是否須根據上市規則第13.09及13.10條以及證券及期貨條例第XIVA部項下內幕消息條文在合理實際可行情況下盡快披露。執行董事亦根據董事會不時授權負責批准本公司擬刊發之若干公告及／或通函。

- (3) 通過設置意見箱、舉報電話和舉報郵箱的方式，鼓勵員工就財務匯報、內部控制及其他事宜中可能出現的不當行為進行舉報，並由內部審計部門進行調查取證，並在情況屬實後向董事會報告。
- (4) 內審部門每半年檢查公司對相關法律法規的遵守情況，確保公司的各項經營活動符合法律及法規。

The Board continuously assesses the likely impact of any unexpected and significant event that may impact the price of the Company's Shares or their trading volume, and decides whether the relevant information is considered as inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Directors also have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

- (3) Through measures such as the setting up of suggestion box, whistle-blowing telephone and whistle-blowing mailbox, we encourage employees to report any misconduct which may arise from financial reporting, internal control and other issues. Internal audit department will undertake investigation and collect relevant evidence, and will report to the Board if the issues are confirmed.
- (4) Internal audit department semi-annually checks the compliance of the Company with relevant laws and regulations to ensure that the Company's business activities are in compliance with the laws and regulations.



企業管治報告

CORPORATE GOVERNANCE REPORT

董事會承認，其負責風險管理及內部監控系統及審閱其效益。該系統乃就管理而非消除未能達成業務目標的風險而設，且僅可就重大錯誤陳述或損失作出合理而非絕對保證。於截至二零一七年十二月三十一日止年度，董事會及審核委員會已審閱本集團的風險管理與內部監控系統(透過(其中包括)審閱其程序及確認本公司在會計、內部審計、財務報告、風險管理及內部監控職能方面的資源、員工資歷及經驗是否足夠)，以及內審部門的職責與工作，並未發現任何可能對本集團的該系統的有效性及充分性，內審職能的獨立性、客觀性及有效性產生不利影響的重大問題。董事會及審核委員會認為風險管理及內部監控系統對本集團運營屬有效且充分。

有關本集團所面對的主要風險之詳情，本年報第18頁的「未來展望－市場展望」及本年報第31頁的「風險及不確定因素」。

此外，獨立非執行董事每季度對本公司內部控制措施及有關法律法規的合規記錄進行了審查，並確認了本公司截至二零一七年十二月三十一日止年度的合規記錄。除本年報所披露者外，截至二零一七年十二月三十一日止年度，並無發現嚴重違反法律法規的情況。

The Board acknowledged that it is responsible for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. During the year ended 31 December 2017, the Board and the Audit Committee have reviewed the Group's risk management and internal control systems (through, among others, reviewing their processes as well as confirming the adequacy of the resources and staff qualifications and experiences of the Company's accounting, internal audit, financial reporting, risk management and internal control functions), as well as the responsibilities and work of the internal audit department, and have not found any major problem which may adversely affect the effectiveness and adequacy of the Group's system, the independence, objectivity and effectiveness of the internal audit function. The Board and the Audit Committee consider that the risk management and internal control systems effective and adequate for the Group's operation.

For details of the significant risks faced by the Company, please refer to "Future Prospects-Market Outlook" on page 18 of this annual report and "Risks and Uncertainties" on page 31 of this annual report.

In addition, the independent non-executive Directors have reviewed the Company's compliance records on the internal control measures and the relevant laws and regulations quarterly, and confirmed the Company's compliance records for the year ended 31 December 2017. Save as disclosed in this annual report, during the year ended 31 December 2017, no material breach of the relevant laws and regulations was found.

企業管治報告 CORPORATE GOVERNANCE REPORT

環境、社會及管治報告

有關本集團環境保護措施及表現、員工關係及其他環境、社會及管治相關風險的更多信息，請參閱本集團「二零一七年環境、社會及管治報告」，該報告將於二零一八年六月底前獨立上傳至本公司及聯交所網站。

核數師酬金

於年內，應付本公司核數師德勤•關黃陳方會計師行之酬金分析載列如下：

核數服務：
二零一七年度核數服務
非核數服務
總計

Audit service:
Audit services for 2017
Non-audit service
Total

2,300
—
2,300

公司秘書及本公司主要聯絡人

本公司委任外聘服務供應商 Vistra Corporate Services (HK) Limited 企業服務執行董事趙明璟先生為公司秘書。彼在本公司的主要聯絡人為本公司財會副總裁廖維綸先生。

遵照上市規則第 3.29 條，於截至二零一七年十二月三十一日止年度，趙先生已接受不少於 15 個小時相關專業培訓以更新其技能及知識。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) REPORT

For more information on the Group’s environmental protection practices and performance, employee relations, and other ESG-related risks, please refer to the Group’s ESG Report 2017, which will be separately uploaded to the websites of the Company and the Stock Exchange by the end of June 2018.

AUDITORS’ REMUNERATION

An analysis of the remuneration payable to Deloitte Touche Tohmatsu, the Company’s auditors, during the year is set out as follows:

就所提供服務
已付／應付之費用
**Fees paid/
payable for
services
rendered**
人民幣千元
RMB’000

COMPANY SECRETARY AND PRIMARY CONTACT OF THE COMPANY

The Company engages Mr. Chiu Ming King, the executive director of Corporate Services of Vistra Corporate Services (HK) Limited, external service provider, as its company secretary. His primary contact at the Company is Mr. Weilun Liao, the vice president of finance and accounting of the Company.

In compliance with Rule 3.29 of the Listing Rules, during the year ended 31 December 2017, Mr. Chiu has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge.



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CORPORATE GOVERNANCE REPORT

投資者關係及股東權利

本公司的股東週年大會將仍為與股東對話的主要論壇。本公司鼓勵股東參與過程及發問有關擬建議決議案及本集團經營的問題。本公司章程細則容許有權出席股東大會及於股東大會上投票的股東委任一名以上代理人代表該股東出席及投票，並規定該代理人毋須為本公司股東。

企業管治守則守則條文第E.1.3條規定發行人應於股東週年大會舉行前至少20個完整營業日及於所有其他股東大會舉行前至少10個完整營業日安排向股東發出通知。

本公司的外聘核數師獲邀出席本公司的股東週年大會並將協助董事回應股東有關進行審計及核數師報告編製及其內容的查詢。

於股東大會上提出的所有決議案將根據上市規則以投票表決方式進行表決，而投票結果將於各屆股東大會舉行後於本公司及聯交所網站刊登。

股東召開股東特別大會的程序

根據章程細則第58條，任何一名或多名於提交呈請當日持有不少於附帶本公司股東大會表決權的本公司繳足股本十分之一的股東，於任何時候均有權透過向董事會或本公司秘書發出書面呈請，要求董事會召開股東特別大會，以處理有關呈請中指明的任何事項；且該大會應於提交該呈請後兩個月內舉行。倘於提交呈請後21日內，董事會未能召開該大會，則提交呈請的人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生的合理開支。

INVESTOR RELATIONSHIP AND SHAREHOLDER RIGHTS

The Company's annual general meeting remains the principal forum for dialogue with Shareholders. Shareholders are encouraged to participate in the proceedings and ask questions about the resolutions being proposed and the operations of the Group. The Company's Articles allows a Shareholder entitled to attend and vote to appoint more than one proxy to attend and vote on behalf of the Shareholder and also provides that a proxy need not be a Shareholder of the Company.

Code provision E.1.3 of the CG Code stipulates that the issuer should arrange for the notice to Shareholders to be sent in the case of the annual general meeting at least 20 clear business days before the meeting and in the case of all other general meetings at least 10 clear business days before the meeting.

The Company's external auditor is invited to attend the Company's annual general meeting and will assist the Directors in addressing queries from Shareholders relating to the conduct of the audit and the preparation and content of the auditors' report.

All resolutions put forward at Shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each Shareholder meeting.

Procedures for Shareholders to Convene an Extraordinary General Meeting

In accordance with Article 58 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company 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 months after the deposit of such requisition. If within 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.



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CORPORATE GOVERNANCE REPORT

於股東大會上提呈議案的程序

開曼群島公司法(二零一二年修訂版)並無規定允許股東於股東大會上提呈新的決議案。然而，擬提呈決議案的股東可按章程細則第58條，要求召開股東特別大會並於會上提呈決議案。第58條的要求及程序載列於上文。

關於建議他人參選董事的事宜，可於本公司網站查閱有關程序。

環保政策

本公司矢志促進環境和社會的可持續發展。除了恪守國家相關法令，為達法定標準而進行相應投資之外，也參考發達國家的同業做法，為可持續經營及自我提升預作準備。

持份者關係

本公司深明在可持續發展的路上，員工、顧客及供應商是本公司可持續發展里程的關鍵。本集團期待員工、顧客及供應商都是企業成長道路上的夥伴，既分享利益，也在企業品牌增長中共業。

Procedures for Putting Forward Proposals at General Meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2012 Revision). However, Shareholders who wish to propose resolutions may follow Article 58 of the Articles for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 58 are set out above.

As regards proposing a person for election as a director, the procedures are available on the website of the Company.

Environmental Policy

The Company is committed to the sustainable development of the environment and the society. Apart from making corresponding investment that complies with relevant national laws and reaches statutory standards, we have also referred to the practices of industry players in developed countries and prepared for sustainable management and self-improvement.

Relationships with Stakeholders

The Company recognises that the employees, customers and suppliers of the Company are keys to the sustainability journey of the Company. The Group expects employees, customers and suppliers to be the companions along the way to business growth who share benefits and same experience in brand growth.



企業管治報告

CORPORATE GOVERNANCE REPORT

遵守相關法律及法規

除本年報披露者外，於年內，本集團並沒有出現其他嚴重違反或未有遵守適用法律及法規的情況。

於年內，本公司並無修改其章程細則。章程細則的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考章程細則以取得有關其權利的詳情。

本公司的網站 www.christine.com.cn 載有本公司公開披露的財務資料、年報、新聞發佈、公佈、股東提名他人參選董事的程序及公司發展。

股東及投資者可向本公司寄發書面查詢或要求。聯絡詳情如下：

地址： 中華人民共和國上海市普陀區金沙江路33號

傳真： 86-21-6286-3333

電子郵件： info@christine.com.cn

本公司將盡快處理及詳細解答查詢。

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

Save as disclosed in this annual report, during the year, there was no other material breach of or non-compliance with the applicable laws and regulations by the Group.

During the year, the Company has not made any changes to its Articles. The latest version of the Articles is available on the websites of the Company and the Stock Exchange. Shareholder may refer to the Articles for details of their rights.

The Company maintains a website at www.christine.com.cn which contains the Company's publicly disclosed financial information, annual reports, news releases, announcements, the procedures that Shareholders can use to propose a person for election as a Director and corporate developments.

Shareholders and investors may send written enquiries or requests to the Company as follows:

Address: No. 33, Jinshajiang Road, Putuo District, Shanghai, The People's Republic of China

Fax: 86-21-6286-3333

Email: info@christine.com.cn

Enquiries will be dealt with in a timely and informative manner.

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

德勤

致克莉絲汀國際控股有限公司股東

(於開曼群島註冊成立之有限公司)

意見

我們已審核載於第95至187頁之克莉絲汀國際控股有限公司(「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)綜合財務報表，當中包括於二零一七年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而公平反映了貴集團於二零一七年十二月三十一日之綜合財務狀況及貴集團截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例披露要求妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈之香港審核準則(「**香港審核準則**」)進行我們之審核工作。我們就該等準則承擔之責任於本報告「核數師就審核綜合財務報表承擔之責任」中進一步闡述。根據香港會計師公會之專業會計師道德守則(「**守則**」)，我們獨立於貴集團，且我們已履行守則中的其他道德責任。我們相信，我們所獲得之審核憑證充足及適當，以為我們之意見提供基礎。

Deloitte.

TO THE SHAREHOLDERS OF CHRISTINE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Christine International Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as "**the Group**") set out on pages 95 to 187, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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**"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告

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關鍵審核事項

關鍵審核事項是根據我們的專業判斷，對當前期間綜合財務報表的審核之中最為重要的事項。該等事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨的意見。

關鍵審核事項

Key audit matter

物業、廠房及設備減值

Impairment of property, plant and equipment

我們把物業、廠房及設備的減值評估列為關鍵審核事項，是因為 貴集團物業、廠房及設備在 貴集團綜合財務報表中之重要性，以及管理層就物業、廠房及設備減值評估作出之判斷。

誠如綜合財務報表附註13所披露，於二零一七年十二月三十一日，貴集團擁有除樓宇及在建工程以外的物業、廠房及設備之賬面淨值為人民幣341,026,000元。

由於近年來 貴集團經營虧損，管理層對各個現金產生單位的物業、廠房及設備的可收回金額進行了檢討。該檢討導致截至二零一七年十二月三十一日止年度就租賃物業裝修確認減值虧損人民幣10,708,000元及就與產生虧損零售門店相關之裝置及設備確認減值虧損人民幣3,695,000元。

We identified the impairment of property, plant and equipment as a key audit matter due to significance of the Group's property, plant and equipment in the context of the Group's consolidated financial statements, combined with the judgments involved in the management's impairment assessment of property, plant and equipment.

As disclosed in Note 13 to the consolidated financial statements, as at 31 December 2017, the Group had net book value of property, plant and equipment other than construction-in-progress of RMB341,026,000.

As a result of the Group's operating loss in the recent years, the management carried out a review on the recoverable amount of property, plant and equipment of each cash-generating unit. The review led to the recognition of an impairment loss of RMB10,708,000 in respect of leasehold improvements and RMB3,695,000 in respect of fixtures and office equipment relevant to loss-making retail outlets for the year ended 31 December 2017.

KEY AUDIT MATTERS

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

在審核中的處理方法

How our audit addressed the key audit matter

我們就管理層對物業、廠房及設備的減值評估的程序包括：

- 就管理層對出現減值跡象及其用於物業、廠房及設備的減值評估的方法對其進行查詢；
- 將現金流量預測與支持證據(如核准預算)進行比較，並參考過去業績和我們的業務知識來評估這些預算的合理性；
- 就關鍵假設進行敏感度分析，如預計收入增長率；及
- 按照有關會計準則的要求評估管理層對物業、廠房及設備的減值評估的合理性。

Our procedures in relation to the management's assessment of impairment of property, plant and equipment included:

- Inquiring the management on their determination of impairment indication and their method used for the impairment assessment of property, plant and equipment;
- Comparing cash flow projections to supporting evidence, such as approved budgets, and evaluating the reasonableness of these budgets with reference to the past performance and our knowledge of the business;
- Performing a sensitivity analysis for the key assumptions, such as projected growth rate for revenue; and
- Assessing the reasonableness of the management's impairment assessment of property, plant and equipment in accordance with the requirements of the relevant accounting standard.



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其他資料

貴公司董事對其他資料負責。其他資料包括年度報告所載的資料，惟不包括綜合財務報表及我們就此發出的核數師報告。

我們就綜合財務報表的意見並不涵蓋其他資料，我們亦不就其他資料發表任何形式的鑒證結論。

於我們審核綜合財務報表時，我們的責任乃閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況有重大抵觸，或者似乎存在重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們須報告該事實。於此方面，我們並無任何報告。

董事及負責管治的人士就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及落實董事釐定對編製綜合財務報表屬必要的內部監控，以使該等綜合財務報表不會存在由於欺詐，或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)，除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

負責管治的人士負責監督 貴集團的財務報告過程。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.



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核數師就審核綜合財務報表承擔的責任

我們的目標乃就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照雙方所協定的委聘條款僅向閣下(作為整體)出具包括我們意見的核數師報告。除此之外本報告別無其他目的。我們不就本報告的內容向任何其他人士負責或承擔責任。合理保證屬高水平的核證，惟根據香港審核準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤引起，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

於根據香港核數準則進行審核的過程中，我們運用職業判斷，保持職業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對此等風險，以及取得充足及適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。

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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。
- 就董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，確定是否存在與事件或情況有關的重大不確定性，從而可能對貴集團持續經營的能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要於核數師報告中提請使用者注意綜合財務報表中的相關披露。假如有關披露不足，則須修訂我們之意見。我們的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否以達致公平陳述之方式反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審核。我們對我們的審核意見承擔全部責任。
- 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.



獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

我們與負責管治的人士就(其中包括)審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括我們在審核過程中識別的內部監控的任何重大缺失。

我們亦向負責管治的人士作出聲明，確認我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事項，以及相關的防範措施(如適用)。

從與負責管治的人士溝通的事項中，我們釐定對當前期間綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律或法規不允許對某件事項作出公開披露，或於極端罕見的情況下，倘合理預期於我們報告中披露某事項而造成的負面後果將會超過其產生的公眾利益，則我們決定不應於報告中傳達該事項。

出具本獨立核數師報告的審核項目合夥人為黃淑雄。

德勤 • 關黃陳方會計師行
執業會計師
香港

二零一八年三月二十三日

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

From the matters communicated with those charged with governance, 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 the independent auditor's report is Jacky Wong Suk Hung.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

23 March 2018

綜合損益及其他全面收入報表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		附註 NOTES	二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
收益	Revenue	5	805,046	925,705
銷售成本	Cost of sales		(440,428)	(495,129)
毛利	Gross profit		364,618	430,576
其他收入	Other income	6	21,566	12,864
其他收益及虧損	Other gains and losses	7	(2,567)	(21,609)
分銷及銷售開支	Distribution and selling expenses		(432,055)	(464,092)
行政開支	Administrative expenses		(76,473)	(76,244)
其他開支	Other expenses		(465)	(761)
分佔一間聯營公司(虧損)溢利	Share of (loss) profit of an associate	17	(70)	467
除稅前虧損	Loss before taxation	8	(125,446)	(118,799)
所得稅開支	Income tax expense	10	(3,208)	(2,411)
本公司擁有人應佔 年內虧損及全面開支總額	Loss and total comprehensive expense for the year attributable to owners of the Company		(128,654)	(121,210)
每股虧損－基本及攤薄(仙)	Loss per share - Basic and diluted (cents)	12	(12.7)	(12.0)

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一七年十二月三十一日 At 31 December 2017

		附註 NOTES	二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	13	452,849	507,810
預付土地租賃款項	Prepaid lease payments for land	14	73,313	74,093
無形資產	Intangible assets	15	15,639	17,570
租金按金	Rental deposits		11,273	10,295
購買非流動資產之按金	Deposits for purchase of non-current assets	16	19,072	26,221
商譽	Goodwill	30	–	–
於一間聯營公司之投資	Investment in an associate	17	–	2,792
遞延稅項資產	Deferred tax assets	18	–	24,092
			572,146	662,873
流動資產	Current assets			
存貨	Inventories	19	32,006	28,581
貿易及其他應收款項	Trade and other receivables	20	69,303	62,537
應收關連公司款項	Amounts due from related companies	21	23,081	10,875
受限制銀行存款	Restricted bank deposits	22	52,911	52,390
可供出售金融資產	Available-for-sale financial assets	23	–	35,000
銀行結餘及現金	Bank balances and cash	24	328,030	457,889
			505,331	647,272
流動負債	Current liabilities			
貿易及其他應付款項	Trade and other payables	25	107,832	152,701
顧客按金	Deposit from customers	26	425,785	461,364
應付關連公司款項	Amounts due to related companies	27	2,538	3,644
應付稅項	Tax payables		1,759	2,063
應付股息	Dividend payable		4,708	4,708
			542,622	624,480
流動(負債)資產淨額	Net current (liabilities) assets		(37,291)	22,792
總資產減流動負債	Total assets less current liabilities		534,855	685,665
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities	18	2,440	24,141
遞延收入	Deferred income	28	1,484	1,952
			530,931	659,572

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一七年十二月三十一日 At 31 December 2017

		附註 NOTES	二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
股本及儲備	Capital and reserves			
股本	Share capital	29	8	8
儲備	Reserves		530,923	659,564
本公司擁有人應佔 權益總額	Total equity attributable to owners of the Company		530,931	659,572

第95至187頁之綜合財務報表於二零一八年三月二十三日獲董事會批准及授權刊發，並由以下董事代為簽署：

The consolidated financial statements on pages 95 to 187 were approved and authorised for issue by the Board of Directors on 23 March 2018 and are signed on its behalf by:

江若嫻
Jo-Hsien Chiang
DIRECTOR
董事

盧文強
Wen-Chian Lu
DIRECTOR
董事

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		本公司擁有人應佔								
		Attributable to owners of the Company								
		儲備								
		Reserves								
						法定	保留盈利			
						盈餘儲備	(虧絀)			
股本	股份溢價	特別儲備	其他儲備	Statutory	Retained	小計	合計			
Share	Share	Special	Other	surplus	earnings	Sub-Total	Total			
capital	premium	reserve	reserve	reserves	(deficit)	Sub-Total	Total			
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		(附註 a)	(附註 b)	(附註 c)						
		(Note a)	(Note b)	(Note c)						
於二零一六年一月一日之結餘	Balance at 1 January 2016	8	311,833	235,868	10,207	111,596	110,934	780,438	780,446	
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	-	-	-	-	-	(121,210)	(121,210)	(121,210)	
確認以權益結算及以股份為基礎之付款(附註 31)	Recognition of equity-settled share-based payments (Note 31)	-	-	-	336	-	-	336	336	
購股權沒收	Share options forfeited	-	-	-	(2,312)	-	2,312	-	-	
溢利分配	Profit appropriation	-	-	-	-	456	(456)	-	-	
於二零一六年十二月三十一日之結餘	Balance at 31 December 2016	8	311,833	235,868	8,231	112,052	(8,420)	659,564	659,572	
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	-	-	-	-	-	(128,654)	(128,654)	(128,654)	
確認以權益結算及以股份為基礎之付款(附註 31)	Recognition of equity-settled share-based payments (Note 31)	-	-	-	13	-	-	13	13	
購股權沒收	Share options forfeited	-	-	-	(2,276)	-	2,276	-	-	
溢利分配	Profit appropriation	-	-	-	-	140	(140)	-	-	
於二零一七年十二月三十一日之結餘	Balance at 31 December 2017	8	311,833	235,868	5,968	112,192	(134,938)	530,923	530,931	

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

附註：

- (a) 該結餘指因上海克莉絲汀食品有限公司（「上海克莉絲汀」）於二零零八年自非控股權益收購上海吉元德食品有限公司（「上海吉元德」）剩餘8%權益及上海克莉絲汀、上海雙紅麵包有限公司（「上海雙紅麵包」）及南京克莉絲汀食品有限公司（「南京克莉絲汀」）之實繳股本及儲備而產生並在籌備本公司股份於香港聯合交易所有限公司上市而進行之集團重組完成後確認為特別儲備之儲備（「聯交所」）。
- (b) 其他儲備指於購股權歸屬期間按直線法確認為開支之發行在外購股權公平值。
- (c) 根據相關中國（定義見附註1）法律及法規以及本公司中國附屬公司之組織章程細則，中國附屬公司須將其根據適用於中國所設立企業之相關會計原則及財務法規（「中國公認會計原則」）編製之財務報表內所呈報之除稅後溢利之10%撥入法定盈餘儲備。當法定盈餘儲備餘額達至相關中國附屬公司註冊資本之50%時，可停止向法定盈餘儲備撥款。

法定盈餘儲備可用於彌補往年之虧損（如有），及用於以資本化發行方式轉增股本。然而，在中國附屬公司將法定盈餘儲備轉增股本時，未轉增股本之儲備餘額不得低於相關中國附屬公司註冊資本之25%。

Notes:

- (a) The balance represented the reserve arising from Shanghai Christine Foodstuff Co., Ltd. (“**Shanghai Christine**”) acquired the remaining 8% interest in Shanghai Ji Yuan De Foodstuff Co., Ltd. (“**Shanghai Ji Yuan De**”) from non-controlling interest in 2008 and the paid in capital and reserve of Shanghai Christine, Shanghai Shuanghong Bakery Co., Ltd. (“**Shanghai Shuang Hong Bakery**”) and Nanjing Christine Foodstuff Co., Ltd. (“**Nanjing Christine**”) recognised as special reserve upon completion of group reorganisation in preparation for the listing of the Company’s shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
- (b) Other reserve represents fair values of outstanding share options recognised as expense over their vesting periods on a straight-line basis.
- (c) Pursuant to the relevant PRC (as defined in Note 1) laws and regulations and the Articles of Association of the Company’s PRC subsidiaries, the PRC subsidiaries are required to appropriate 10% of their profit after taxation reported in their financial statements prepared in accordance with relevant accounting principles and financial regulations applicable to enterprises established in the PRC (the “**PRC GAAP**”) to the statutory surplus reserves. The appropriation to statutory surplus reserves may cease if the balance of the statutory surplus reserves has reached 50% of the registered capital of the relevant PRC subsidiaries.

The statutory surplus reserves can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue. However, when converting the statutory surplus reserves of the PRC subsidiaries into capital, the balance of such reserve remaining unconverted must not be less than 25% of the registered capital of the relevant PRC subsidiaries.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
經營活動	OPERATING ACTIVITIES		
除稅前虧損	Loss before taxation	(125,446)	(118,799)
調整：	Adjustments for:		
利息收入	Interest income	(5,507)	(6,381)
於出售分類為可供出售投資確認之收益	Gain recognised on disposal of investment classified as available-for-sale	(8,691)	–
出售物業、廠房及設備之(收益)虧損	(Gain) loss on disposal of property, plant and equipment	(5,551)	2,199
出售一間聯營公司之收益	Gain on disposal of an associate	(2,278)	–
分佔一間聯營公司虧損(溢利)	Share of loss (profit) of an associate	70	(467)
物業、廠房及設備折舊	Depreciation of property, plant and equipment	58,962	66,084
無形資產攤銷	Amortisation of intangible assets	2,056	2,493
預付土地租賃款項攤銷	Amortisation of prepaid lease payments for land	2,113	2,113
物業、廠房及設備減值虧損	Impairment loss of property, plant and equipment	14,403	11,170
商譽減值虧損	Impairment loss of goodwill	–	14,838
以股份為基礎之付款開支	Share-based payment expense	13	336
解除與資產有關之政府補助	Release of asset-related government grants	(468)	(468)
營運資金變動前經營活動現金流量	Operating cash flows before movements in working capital	(70,324)	(26,882)
貿易及其他應收款項(增加)減少	(Increase) decrease in trade and other receivables	(6,732)	10,938
租金按金(增加)減少	(Increase) decrease in rental deposits	(978)	1,094
受限制銀行存款增加	Increase in restricted bank deposits	(521)	(690)
應收關連公司款項增加	Increase in amounts due from related companies	(12,206)	(5,946)
存貨(增加)減少	(Increase) decrease in inventories	(3,425)	705
貿易及其他應付款項(減少)增加	(Decrease) increase in trade and other payables	(41,738)	26,565
顧客按金減少	Decrease in deposit from customers	(35,579)	(30,497)
應付關連公司款項增加減少	Decrease in amounts due to related companies	(1,106)	(4,553)
經營活動所用現金	Cash used in operations	(172,609)	(29,266)
已付所得稅	Income taxes paid	(1,121)	(1,995)
經營活動所用現金淨額	Net cash used in operating activities	(173,730)	(31,261)

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
投資活動	INVESTING ACTIVITIES		
已收利息	Interest received	3,834	2,386
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	8,022	648
出售一間聯營公司所得款項	Proceeds from disposal of an associate	5,000	–
出售其他金融資產所得款項	Proceeds from disposal of other financial assets	415,873	577,895
出售可供出售金融資產所得款項	Proceeds from disposal of available-for-sale financial assets	43,691	–
收購其他金融資產	Acquisition of other financial assets	(414,200)	(573,900)
購置無形資產	Purchase of intangible assets	(125)	(3,351)
購買土地使用權	Purchase of land use right	(1,367)	–
購買物業、廠房及設備	Purchase of property, plant and equipment	(16,857)	(32,518)
投資活動所得(所用)現金淨額	Net cash generated from (used in) investing activities	43,871	(28,840)
現金及現金等價物減少淨額	Net decrease in cash and cash equivalents	(129,859)	(60,101)
於一月一日之現金及現金等價物	Cash and cash equivalents at 1 January	457,889	517,990
於十二月三十一日之現金及現金等價物 (指銀行結餘及現金)	Cash and cash equivalents at 31 December, represented by bank balances and cash	328,030	457,889

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

1. 一般資料

本公司乃於二零零八年三月十一日在開曼群島註冊成立之受豁免有限公司，其股份於二零一二年二月二十三日在聯交所主板上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司乃一間投資控股公司。其於中華人民共和國（「中國」）設立之附屬公司主要從事烘焙產品生產及銷售。其附屬公司之主要活動詳情載於附註38。

綜合財務報表以人民幣（「人民幣」）呈列，與本公司及本集團之功能貨幣相同。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度強制生效之香港財務報告準則修訂

本集團已於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之修訂：

香港會計準則第7號之修訂	披露措施
香港會計準則第12號之修訂	就未實現虧損確認遞延稅項資產
香港財務報告準則第12號之修訂	作為香港財務報告準則二零一四年至二零一六年週期之年度改進之一部分

本公司董事認為在本年度應用香港財務報告準則修訂本對本集團於本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載的披露並無重大影響。

1. GENERAL

The Company was incorporated on 11 March 2008 as an exempted company with limited liability in the Cayman Islands and its shares are listed on the Main Board of the Stock Exchange with effect from 23 February 2012. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company is an investment holding company. Its subsidiaries established in the People's Republic of China (the "PRC") are primarily engaged in the production and sales of bakery products. The detailed principal activities of its subsidiaries are set out in Note 38.

The consolidated financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company and the Group.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

Amendments to HKAS 7	<i>Disclosure Initiative</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i>
Amendments to HKFRS 12	<i>As part of the Annual Improvements to HKFRSs 2014 - 2016 Cycle</i>

The directors of the Company concluded that the application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

綜合財務報表附註

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截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並未提早應用以下已頒佈而尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號 金融工具¹

香港財務報告準則第15號 客戶合約收益及相關修訂¹

香港財務報告準則第16號 租賃²

香港財務報告準則第17號 保險合約⁴

香港(國際財務報告詮釋委員會)－詮釋第22號 外幣交易及預付代價¹

香港(國際財務報告詮釋委員會)－詮釋第23號 所得稅處理的不確定性²

香港財務報告準則第2號之 以股份付款交易的分類及計量¹

香港財務報告準則第4號之 對香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具¹

香港財務報告準則第9號之 提早還款特性及負補償²

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9 *Financial Instruments*¹

HKFRS 15 *Revenue from Contracts with Customers and the related Amendments*¹

HKFRS 16 *Leases*²

HKFRS 17 *Insurance Contracts*⁴

HK(IFRIC) - Int 22 *Foreign Currency Transactions and Advance Consideration*¹

HK(IFRIC) - Int 23 *Uncertainty over Income Tax Treatments*²

Amendments to HKFRS 2 *Classification and Measurement of Share-based Payment Transactions*¹

Amendments to HKFRS 4 *Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts*¹

Amendments to HKFRS 9 *Prepayment Features with Negative Compensation*²

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

本集團並未提早應用以下已頒佈而尚未生效的新訂及經修訂香港財務報告準則：（續）

香港財務報告準則第 10 號 及香港會計準則第 28 號 之修訂	投資者與其聯營公司或 合營企業之間的資產 出售或出繳 ³
香港會計準則第 40 號之 修訂	投資物業轉移 ¹
香港會計準則第 28 號之 修訂	於聯營公司及合營公司 之長期權益 ²
香港會計準則第 28 號之 修訂	作為香港財務報告準則 二零一四年至二零一六 年週期之年度改進 之一部分 ¹
香港財務報告準則之修訂	香港財務報告準則 二零一五年至 二零一七年週期之 年度改進 ²

1 於二零一八年一月一日或之後開始年度期間生效。

2 於二零一九年一月一日或之後開始年度期間生效。

3 於待定期限或其後開始之年度期間生效。

4 於二零二一年一月一日或之後開始年度期間生效。

除下文所述之新訂及經修訂香港財務報告準則及詮釋外，董事預期應用所有其他新訂及經修訂香港財務報告準則及詮釋於可見將來將不會對綜合財務報表造成重大影響。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective: (Continued)

Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³</i>
Amendments to HKAS 40	<i>Transfer of Investment Property¹</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures²</i>
Amendments to HKAS 28	<i>As part of the Annual Improvements to HKFRSs 2014 - 2016 Cycle¹</i>
Amendments to HKFRSs	<i>Annual Improvements to HKFRSs 2015 - 2017 Cycle²</i>

1 Effective for annual periods beginning on or after 1 January 2018.

2 Effective for annual periods beginning on or after 1 January 2019.

3 Effective for annual periods beginning on or after a date to be determined.

4 Effective for annual periods beginning on or after 1 January 2021.

Except for the new and revised HKFRSs and Interpretations mentioned below, the Directors anticipate that the application of all other new and amendments to HKFRSs and Interpretations will have no material impact on the consolidated financial statements in the foreseeable future.

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2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號引進有關金融資產、金融負債、一般對沖會計處理方法及金融資產減值規定之分類及計量之新規定。

於本集團相關的香港財務報告準則第9號之主要規定：

- 所有屬香港財務報告準則第9號範圍內之已確認金融資產其後均須按攤銷成本或公平值計量。尤其是，按商業模式持有而目的為收取合約現金流量之債務投資，以及僅為支付本金及未償還本金利息之合約現金流量之債務投資，一般均於其後會計期間結束時按攤銷成本計量。於目的為同時收回合約現金流及出售金融資產之業務模式中持有之債務工具，以及金融資產合約條款令於特定日期產生之現金流純粹為支付本金及未償還本金之利息的債務工具，一般按透過其他全面收入按公平值列賬之方式計量。所有其他金融資產均於其後會計期間按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，以於其他全面收入呈報股本投資（並非持作買賣者）公平值其後變動，只有股息收入一般於損益確認。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 *Financial Instruments*

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 which are relevant to the Group are:

- All recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (“**FVTOCI**”). All other financial assets are measured at their fair value at subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」（續）

- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

根據本集團於二零一七年十二月三十一日的金融工具及風險管理政策，本公司董事預期應用香港財務報告準則第9號有以下潛在影響：

分類及計量

- 所有其他金融資產及金融負債將繼續按目前根據香港會計準則第39號計量之相同基準計量。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 *Financial Instruments* (Continued)

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group’s financial instruments and risk management policies as at 31 December 2017, the Directors anticipate the following potential impact on application of HKFRS 9:

Classification and measurement

- All financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」（續）

減值

一般而言，本公司董事預期應用香港財務報告準則第9號的預期信貸虧損模式將導致本集團於應用香港財務報告準則第9號後，就本集團按攤銷成本計量之財務資產以及其他須作出減值撥備之項目之尚未產生的信貸虧損提前撥備。

根據本公司董事的評估，倘若本集團須應用預期信貸虧損模式，則本集團於二零一八年一月一日將予確認的累計減值虧損金額將較根據香港會計準則第39號確認的累計金額略微增加，主要是由於貿易及其他應收款項以及財務機構存款之預期信貸虧損撥備。按預期信貸虧損模式確認的進一步減值將減少於二零一八年一月一日的期初保留溢利及增加遞延稅項資產。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 *Financial Instruments* (Continued)

Impairment

In general, the Directors anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group's financial assets measured at amortised costs and other items that subject to the impairment provisions upon application of HKFRS 9 by the Group.

Based on the assessment by the directors of the Company, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by the Group as at 1 January 2018 would be slightly increased as compared to the accumulated amount recognised under HKAS 39 mainly attributable to expected credit losses provision on trade and other receivables, and deposits with financial institutions. Such further impairment recognised under expected credit loss model would reduce the opening retained profits and increase the deferred tax assets at 1 January 2018.

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2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第15號「來自客戶合約之收益」

香港財務報告準則第15號制定一項單一全面模式供實體用作將自客戶合約所產生的收益入賬。於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋的收益確認指引。

香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收益金額，應為能夠反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收益的五個步驟：

- 第一步：識別與客戶訂立的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中的履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 15 *Revenue from Contracts with Customers*

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第15號「來自客戶合約之收益」（續）

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收益，即於特定履約責任相關商品或服務的「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求更詳盡的披露。

於二零一六年，香港會計師公會頒佈對香港財務報告準則第15號之澄清，內容有關識別履約責任、主體對代理代價及發牌的應用指引。

本集團向顧客發行及出售不可退款提貨券用於在固定未來期限內兌換本集團產品。過往經驗顯示，顧客可能並不總會行使其所有權利，而現時，該等未行使權利將於提貨券到期時確認為其他收入，誠如附註7所披露。於應用香港財務報告準則第15號後，考慮到可變代價估計之約束，本集團將按照顧客已行使權利所佔比例模式將該等未行使的權利確認為收入。

除上所披露外，董事已預計應用香港財務報告準則第15號不會對各報告期間確認收入的時間及金額產生重要影響。此外，應用香港報告準則第15號會導致綜合財務報表中更多披露。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 15 *Revenue from Contracts with Customers* (Continued)

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The Group issues and sells coupons to the customers which are non-refundable and are redeemed in exchange for products of the Group within a fixed future period. Past experience shows that customers may not always exercise all their rights and currently, those unexercised rights will be recognized as other income upon coupons expiry as disclosed in Note 7. Upon application of HKFRS 15, the Group would recognise those unexercised rights as revenue in proportion to the pattern of rights excised by the customers, taking into account of constrain in the estimation of variable consideration.

Except as disclosed above, the Directors do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods. In addition, the application of HKFRS 15 would result in more disclosures in the consolidated financial statements in the future.

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2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號將於生效時取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及租賃低值資產外，經營租賃與融資租賃的差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，而其後乃按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債初步按並非於該日支付之租賃付款現值計量。其後，租賃負債會就利息及租賃付款以及（其中包括）租賃修訂的影響而作出調整。就現金流量分類而言，本集團現時將有關自用之租賃土地之前期預付租賃付款呈列為投資現金流量，而其他經營租賃付款則呈列為營運現金流量。於應用香港財務報告準則第16號後，有關租賃負債之租賃付款將分配為本金及利息部份（分別呈列為本集團融資及營運現金流量）。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 16 *Leases*

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing and operating cash flows respectively by the Group.

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2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第16號「租賃」（續）

根據香港會計準則第17號，本集團已確認就土地（本集團為承租人）之預付租賃付款。應用香港財務報告準則第16號將視乎本集團單獨或於倘擁有資產時將呈列之相應有關資產之同一項目內呈列使用權資產而可能導致該等資產之分類發生潛在變動。

與承租人會計處理相反，香港財務報告準則第16號充分推進香港會計準則第17號之出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求更詳盡之披露。

如附註32所披露，於二零一七年十二月三十一日，本集團作為承租人擁有不可撤銷經營租賃承擔人民幣186,921,000元。初步評估顯示，該等安排將符合租賃之定義。於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應的負債，除非有關租賃符合低價值或短期租賃。

此外，本集團現時認為已支付之可退回租賃按金人民幣11,273,000元為適用香港會計準則第17號之租賃項下之權利。根據香港財務報告準則第16號項下租賃付款之定義，該等按金並非與使用相關資產權利有關的付款。因此，該等按金之賬面值或會調整為攤銷成本且有關調整被視為額外租賃付款。已付可退回租賃按金之調整將計入使用權資產之賬面值。

此外，應用新規定或會導致上文所述的計量、呈列及披露之變動。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

HKFRS 16 *Leases* (Continued)

Under HKAS 17, the Group has already recognised prepaid lease payments for lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2017, the Group as lessee has non-cancellable operating lease commitments of RMB186,921,000 as disclosed in Note 32. A preliminary assessment indicates that these arrangements would meet the definition of a lease. Upon application of HKFRS 16, the Group would recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of RMB11,273,000 as rights under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be included in the carrying amount of right-of-use assets.

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

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3. 主要會計政策

綜合財務報表根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露事項。

誠如下文會計政策所闡釋，除於各報告期末按公平值計量的若干金融工具外，綜合財務報表按歷史成本基準編製。

歷史成本通常按交換貨品及服務時所付代價之公平值計算。

公平值是指在市場參與者於計量日期進行之有序交易中出售一項資產所收取的價格或轉移一項負債所支付之價格，而不論該價格是否可直接觀察所得或採用其他估值技術估計得出。於估計資產或負債之公平值時，本集團計及市場參與者於計量日期就該資產或負債進行定價時將會考慮之有關特徵。於該等綜合財務報表中用作計量及／或披露用途之公平值均按此基準釐定，惟香港財務報告準則第2號「以股份為基礎之付款」範疇內之以股份為基礎之付款交易、香港會計準則第17號「租賃」範疇內之租賃交易及與公平值類似但並非公平值之計量（例如，香港會計準則第2號「存貨」中之可變現淨值或香港會計準則第36號「資產減值」中之使用價值）除外。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. 主要會計政策(續)

此外，就財務報告而言，公平值計量按公平值計量之輸入數據之可觀察程度及該等輸入數據整體對公平值計量之重要性劃分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體於計量日期可獲得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據為可直接或間接觀察之資產或負債輸入數據(計入第一級之報價除外)；及
- 第三級輸入數據為資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。本公司在下列情況下取得控制權：

- 具有對投資對象之權力；
- 因參與投資對象業務而承擔可變回報之風險或享有可變回報之權利；及
- 能夠使用其權力以影響其回報金額。

倘事實及情況顯示上文所列控制權之三項元素之一項或多項有變，則本集團重新評估其是否控制投資對象。

附屬公司於本集團取得該附屬公司之控制權時綜合入賬，並於本集團喪失對該附屬公司之控制權時終止綜合入賬。具體而言，自本集團取得控制權當日起直至本集團不再控制附屬公司當日止，於年內收購或出售之附屬公司收支均計入綜合損益及其他全面收入報表。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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3. 主要會計政策(續)

綜合基準(續)

附屬公司之財務報表於必要時會作出調整，以使其會計政策與本集團之會計政策一致。

所有集團內公司間之資產與負債、權益、收入、開支及與本集團成員公司間交易相關之現金流量會於綜合賬目時悉數對銷。

商譽

業務收購所產生之商譽以於收購業務之日確立之成本減任何累計減值虧損(如有)列賬。

就減值測試而言，因合併之協同效益而受惠之本集團各現金產生單位(或現金產生單位組別，即代表基於內部管理目的所記錄之商譽最低水平且不會超過一個經營分部)。

獲分配商譽之現金產生單位(或現金產生單位組別)每年或當該單位出現減值跡象時更頻繁進行減值測試。獲分配商譽之現金產生單位(或現金產生單位組別)於報告期間結束前進行減值測試。倘可收回金額低於其賬面值，則先將減值虧損分配以降低任何商譽賬面值，再根據該單位(或現金產生單位組別)各項資產之賬面值按比例分配至其他資產。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less any accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that are expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

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3. 主要會計政策(續)

商譽(續)

於出售相關現金產生單位時，於釐定出售損益(或本集團監控商譽之現金產生單位組別內之任何現金產生單位)金額時須計入應佔商譽金額。

本集團就收購聯營公司產生之商譽之政策載列如下。

於聯營公司之投資

聯營公司乃本集團對其擁有重大影響之實體。重大影響指有權參與投資對象之財務及營運政策決定，但並無控制或共同控制該等政策。

聯營公司之業績及資產與負債採用權益會計法併入該等綜合財務報表。按權益會計法入賬的聯營公司的財務報表，乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。根據權益法，於聯營公司之投資初步按成本值於綜合財務狀況表確認，隨後就確認本集團分佔該等聯營公司之損益及其他全面收益作出調整。除損益及其他全面收益外聯營公司資產淨值之變動不予入賬，除非有關變動導致本集團所持所有權權益變動。倘本集團分佔一間聯營公司虧損超出本集團於該聯營公司之權益(包括實質上構成本集團於聯營公司淨投資一部份之任何長期權益)，則本集團停止就其分佔之其他虧損確認入賬。本集團會就額外虧損作出確認，惟僅限於本集團須承擔法律或推定責任或須代聯營公司支付款項。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill (Continued)

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating units in which the Group monitors goodwill).

The Group's policy for goodwill arising on the acquisition of an associate is described below.

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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3. 主要會計政策(續)

於聯營公司之投資(續)

於投資對象成為一間聯營公司當日，聯營公司之投資採用權益法入賬。於收購聯營公司之投資時，投資成本超過本集團應佔投資對象可識別資產及負債之公平淨值之部分將確認為商譽，並計入投資賬面值。本集團應佔可識別資產及負債之公平淨值超過投資成本之部分，經重新評估後即時於收購投資期間在損益內確認。

香港會計準則第39號之規定適用於釐定是否有必要就本集團於一間聯營公司之投資確認減值虧損，如有必要，則將投資之全部賬面值(包括商譽)作為單一資產根據香港會計準則第36號透過比較其可收回金額(使用價值與公平值減出售成本之較高者)與賬面值測試有否減值。已確認之任何減值虧損構成投資賬面值之一部份。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認該減值虧損之撥回。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates (Continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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3. 主要會計政策(續)

於聯營公司之投資(續)

倘本集團對聯營公司失去重大影響力，其入賬列作出售被投資方的全部權益，所產生的損益於損益確認。此外，本集團會將先前在其他全面收入就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收入確認之收益或虧損，會於出售相關資產或負債時重新分類至損益，本集團會於出售相關聯營公司時將收益或虧損由權益重新分類至損益(作為重新分類調整)。

倘某一集團實體與其聯營公司交易，則與該聯營公司進行交易所產生之溢利及虧損僅於聯營公司之權益與本集團無關之情況下，方會在本集團綜合財務報表確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investments in associates (Continued)

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal of the relevant associate.

When a group entity transacts with an associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.



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3. 主要會計政策(續)

收益確認

收益按已收及應收代價之公平值計量。收益已就估計客戶退貨、回扣及其他類似津貼作出扣減。

當收益金額能可靠地衡量、未來經濟利益可能流入本集團、以及符合下文所述本集團的各業務的特定條件時便會確認收益。

銷售貨品之收益於貨品交付及其所有權轉移時確認。

利息收入乃參照未償還本金，根據時間基準按適用實際利率累計。適用實際利率指透過金融資產預計年期將估計未來現金收入準確貼現至該資產於初步確認時之賬面淨值之利率。

本集團就確認經營租賃收益之會計政策於下列有關租賃之會計政策闡述。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

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3. 主要會計政策(續)

租賃

倘租約條款將所有權絕大部份風險及回報轉移至承租人，則租約會分類為融資租賃。所有其他租約分類為經營租賃。

本集團作為出租人

經營租賃之租金收入按相關租約年期以直線基準於損益確認。

本集團作為承租人

經營租賃付款(包括以經營租賃持有土地的收購成本)按相關租期以直線基準確認為開支，惟另一系統基準為更具代表性之時間模式(在該模式下，租賃資產產生之經濟利益被耗盡)除外。經營租賃項下產生之或然租金於產生期間確認為開支。

倘為訂立經營租賃而取得租賃獎勵，則該等獎勵確認為負債。獎勵利益總額按直線基準確認為租金費用減少，惟另一系統基準為更具代表性之時間模式(在該模式下，租賃資產產生之經濟利益被耗盡)除外。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

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3. 主要會計政策(續)

租賃(續)

租賃土地及樓宇

當本集團就一項包括租賃土地及樓宇元素的物業權益付款時，本集團根據對於各元素所有權附帶的絕大部分風險及回報是否已轉移至本集團之評估而獨立評估各元素之分類，除非明確顯示兩項元素均屬經營租賃則除外，在此情況下，整項物業入賬列作經營租賃。具體而言，整項代價(包括任何一次性預付款項)按租賃土地及樓宇元素於初步確認時之租賃權益相對公平值之比例在租賃土地與樓宇元素之間分配。

倘能夠可靠地分配有關付款，則入賬列作經營租賃的租賃土地權益於綜合財務狀況表內呈列為「預付租賃款項」，並於租期內按直線法攤銷。倘若無法在租賃土地與樓宇元素之間可靠地分配付款，則整項物業一般會按租賃土地屬融資租賃之方式分類。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing (Continued)

Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

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3. 主要會計政策(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易按交易日期之適用匯率確認。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。按歷史成本以外幣入賬之非貨幣項目不作換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額於其產生期間在損益中確認。

政府補助

政府補助於出現合理保證本集團將會遵守附帶之條件及收取補助前，均不會確認。

政府補助於本集團確認該等補助擬作補償之有關成本為開支之期間內按系統基準在損益中確認。尤其是，主要條件為本集團應購買、興建或以其他方式購入非流動資產之政府補助於綜合財務狀況表確認為遞延收入，並在有關資產之可使用年期內按有系統之合理基準轉撥至損益。

作為補償已產生之開支或虧損而應收取或為給予本集團即時財務支持而無日後相關成本之政府補助，於其應收取期間在損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.



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3. 主要會計政策(續)

退休福利成本

國有退休福利計劃之供款於僱員提供服務而有權獲得供款時列作開支。

短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應得的福利(例如工資及薪金、年假以及病假)確認負債。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Retirement benefit costs

Payments to state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. 主要會計政策(續)

以股份為基礎之付款安排

以權益結算及以股份為基礎之付款交易

向僱員授出購股權

向僱員及提供類似服務之其他人士作出之以權益結算以股份為基礎之付款按股本工具於授出日期的公平值計量。

於授出日期釐定並無計及所有非市場歸屬條件的以權益結算及以股份為基礎付款之公平值於歸屬期內按直線法支銷，而權益作相應增加作為股東出資(其他儲備)。於報告期末，本集團修訂其對預期根據所有相關非市場歸屬條件之評估歸屬之股本工具數目之估計。於歸屬期內修訂原有估計之影響(如有)於損益內確認，以使累計開支反映已修訂估計，其他儲備亦作相應調整。

購股權在歸屬期後被沒收時，過往於其他儲備確認的款項將轉撥至保留盈利。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Share-based payment arrangement

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity as contribution from shareholders (other reserve). At the end of the reporting period, the Group revises its estimates of the number of equity instruments expected to vest based on assessment of all relevant non-marketing vesting conditions. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other reserve.

When the share options are forfeited after the vesting date, the amount previously recognised in other reserve will be transferred to retained earnings.

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3. 主要會計政策(續)

稅項

所得稅開支指現時應付稅項與遞延稅項之和。

應付即期稅項按年內應課稅溢利計算。由於於其他年度應課稅或可扣減之收支項目以及毋須課稅或不可扣之項目所致，應課稅溢利與綜合損益及其他全面收入報表中呈報之除稅前虧損不同。本集團按報告期末已頒佈或實質頒佈之稅率計算即期稅項負債。

遞延稅項就綜合財務報表之資產及負債賬面值與計算應課稅溢利所採用之相應稅基兩者間之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。倘應課稅溢利可能足以抵銷該等可扣減暫時差額，則就所有可扣減暫時差額確認遞延稅項資產。倘暫時差額因商譽或初步確認一項不影響應課稅溢利或會計溢利交易之資產及負債(業務合併除外)而產生，則遞延稅項資產及負債不予確認。此外，如該等暫時差額因商譽初步確認而產生，則遞延稅項負債不予確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'loss before taxation' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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3. 主要會計政策(續)

稅項(續)

遞延稅項負債就與於附屬公司及一間聯營公司之投資相關之應課稅暫時差額確認，惟倘本集團可控制暫時差額之撥回及暫時差額可能不會於可見將來撥回則除外。與該等投資相關之可扣減暫時差額所產生之遞延稅項資產，僅在可能有可動用暫時差額利益之足夠應課稅溢利，並預期於可見將來撥回時確認。

遞延稅項資產之賬面值會於報告期末作檢討，並扣減至應課稅溢利不可能足以收回全部或部份資產為止。

遞延稅項資產及負債按預期於清償負債或變現資產期間適用之稅率計量，並根據報告期末前已頒佈或實質頒佈之稅率(及稅法)計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還其資產及負債賬面值方式之稅務結果。

即期及遞延稅項於損益中確認，除非該等稅項與其他全面收入或直接於權益確認之項目有關，在此情況下，即期及遞延稅項亦分別於其他全面收入或直接於權益中確認。倘即期稅項或遞延稅項因業務合併首次會計處理而產生，則稅務影響會納入業務合併之會計處理中。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with the investments in subsidiaries and an associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備包括持有用於生產或提供貨品或服務或作行政用途之樓宇(下文所述在建工程除外)，按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

用作生產、供應或行政用途之興建中物業按成本減任何已確認減值虧損列賬。根據本集團會計政策，成本包括合資格資產之專業費用。該等物業於完工並可供作擬定用途時分類至物業、廠房及設備之適當類別。該等資產按與其他物業資產相同之基準，於資產可供作其擬定用途時開始折舊。

折舊按資產估計可使用年期以直線法撇銷資產(在建工程除外)之成本減其剩餘價值確認。估計可使用年期、剩餘價值及折舊方法會在各報告期末檢討，而任何估計變動之影響按前瞻基準入賬。

物業、廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生之任何收益或虧損按出售所得款項與資產賬面值之差額釐定，並於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below), are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees for qualifying assets in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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3. 主要會計政策(續)

無形資產

獨立收購之無形資產

具備有限可使用年期之獨立收購無形資產按成本減累計攤銷及任何累計減值虧損列賬。具備有限可使用年期之無形資產攤銷於其估計可使用年期以直線基準確認。估計可使用年期及攤銷方法會於各報告期末檢討，估計之任何變動影響按前瞻基準列賬。

於業務合併收購之無形資產

於業務合併收購之無形資產與商譽分開確認，並於收購日期以公平值初步確認(被視作其成本)。

初步確認後，於業務合併收購之無形資產根據與獨立收購無形資產之相同基準，按成本減累計攤銷及累計減值虧損呈報。

無形資產於出售時或預期使用或出售不會帶來未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at costs less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

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3. 主要會計政策(續)

有形及無形資產(商譽除外)減值

於報告期末，本集團檢討其具備有限可使用年期之有形及無形資產賬面值以釐定該等資產有否出現任何減值虧損跡象。倘存在任何有關跡象，則估計相關資產之可收回金額以釐定減值虧損之程度(如有)。

倘無法估計個別資產之可收回金額，則本集團將估計該項資產所屬現金產生單位之可收回金額。倘能識別合理一致之分配基準，亦會將企業資產分配至個別現金產生單位，或另行分配至可按合理一致之分配基準識別之現金產生單位最小組別。

可收回金額為公平值減銷售成本與使用價值兩者之較高者。於評定使用價值時，估計未來現金流量以稅前貼現率貼現至現值，稅前貼現率反映貨幣時間價值之現時市場評估及估計未來現金流量未經調整對資產(或現金產生單位)特定之風險。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment on tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of 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 (or a cash generating unit) for which the estimates of future cash flows have not been adjusted.

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3. 主要會計政策(續)

有形及無形資產(商譽除外)減值(續)

倘資產(或現金產生單位)之可收回金額估計少於其賬面值，則資產(或現金產生單位)之賬面值調低至可收回金額。在分配減值虧損時，先將減值虧損分配以降低任何商譽之賬面值(如適用)，再根據該單位各項資產之賬面值按比例分配至該單位之其他資產。資產的賬面值不會減至低於其最高公平值減出售成本(如能計量)或使用價值(如能釐定)及零。原應分配至該資產的減值虧損金額按比例分配至該單位的其他資產。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則資產(或現金產生單位)賬面值增至經修訂之估計可收回金額，惟增加後之賬面值不得超過在過往年度並未確認資產(或現金產生單位)減值虧損時應釐定之賬面值。減值虧損之撥回即時於損益確認。

存貨

存貨按成本與可變現淨值兩者之較低者列賬。存貨成本按加權平均法計算。可變現淨值指存貨之估計售價減全部估計完工成本及出售所需成本。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment on tangible and intangible assets other than goodwill (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

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3. 主要會計政策(續)

金融工具

金融資產及金融負債於集團實體成為工具合約條文一方時確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(透過損益以公平值列賬之金融資產及金融負債除外)直接應佔之交易成本於初步確認時在金融資產或金融負債之公平值計入或扣除(如適用)。收購透過損益以公平值列賬之金融資產或金融負債直接應佔之交易成本即時於損益確認。

金融資產

本集團金融資產分類為可供出售金融資產以及貸款及應收款項。該分類取決於金融資產之性質及用途，並於初步確認時確定。所有定期購入或出售之金融資產於交易日確認及終止確認。定期購入或出售指於市場規則或慣例所設定之既定時間內規定交收資產而購入或出售金融資產。

實際利率法

實際利率法為計算有關期間債務工具攤銷成本及利息收入分配之方法。實際利率是將估計未來現金收入(包括為實際利率組成部份之已付或已收所有費用及點子、交易費用及其他溢價或折讓)按債務工具預計年期或(倘適用)較短期間準確貼現至初步確認時之賬面淨值之利率。

利息收入按債務工具之實際利率基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into available-for-sale financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

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3. 主要會計政策(續)

金融工具(續)

金融資產(續)

貸款及應收款項

貸款及應收款項為具有固定或可釐定付款且於活躍市場上並無報價之非衍生金融資產。於初步確認後，貸款及應收款項(包括租金按金、貿易及其他應收款項、應收關連公司款項、其他金融資產、銀行結餘及現金以及受限制銀行存款)使用實際利率法按攤銷成本減任何減值計量。

利息收入乃應用實際利率確認，惟倘確認利息將不重大的短期應收款項則除外。

可供出售金融資產

可供出售金融資產為指定為分類為(a)貸款及應收款項、(b)持有至到期投資或(c)按公平值計入損益之金融資產之非衍生工具。

可供出售金融資產於報告期末按公平值計量。使用實際利率法計算之有關利息收入可供出售金融資產之賬面值變動於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including rental deposits, trade and other receivables, amounts due from related companies, other financial assets, bank balances and cash and restricted bank deposits) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in the carrying amount of available-for-sale financial assets relating to interest income calculated using the effective interest method, are recognised in profit or loss.

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3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

於報告期末會評估金融資產(透過損益以公平值列賬者除外)是否出現減值跡象。倘有任何客觀證據表明，初步確認金融資產後發生之一宗或多宗事項導致投資之估計未來現金流量受到影響，則該金融資產被視為減值。

減值之客觀證據可能包括：

- 發行人或交易對方出現嚴重財務困難；或
- 違反合約，如欠繳或拖欠利息或本金付款；或
- 借款人很有可能將宣告破產或進行財務重組。

應收款項組合之客觀減值證據包括本集團過往收款經驗、組合內延遲付款超過30至60日信貸期之數目增加以及全國或地方經濟狀況出現與拖欠應收款項有關之明顯變動。

就按攤銷成本列賬之金融資產而言，已確認減值虧損金額相當於資產賬面值與以該金融資產原訂實際利率折現之估計未來現金流量現值間之差額。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 30 to 60 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

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3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

所有金融資產減值虧損會直接於金融資產賬面值中作出扣減，惟貿易應收款項則除外，其賬面值會透過採用撥備賬作出扣減。撥備賬之賬面值變動會於損益中確認。當貿易應收款項被視為不可收回時，於撥備賬內撇銷。其後收回先前被撇銷之金額計入損益賬。

就按攤銷成本計量之金融資產而言，倘於往後期間其減值虧損金額減少，而該減少可客觀地與確認減值後發生之事項有關，則先前確認之減值虧損透過損益撥回，惟該投資於撥回減值當日之賬面值不得超過該投資於未確認減值時之攤銷成本。

金融負債及股本工具

由集團實體發行之債務及股本工具按合約安排內容以及金融負債及股本工具之定義分類為金融負債或股本。

股本工具

股本工具為證明一間實體資產具有剩餘權益(經扣除其所有負債後)之任何合約。本集團發行之股本工具按已收所得款項減直接發行成本確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

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3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

其他金融負債

其他金融負債(包括貿易及其他應付款項、應付關連公司款項及應付股息)其後以實際利率法按攤銷成本計量。

實際利率法

實際利率法為計算有關期間金融負債之攤銷成本及攤分利息開支之方法。實際利率為將估計未來現金支付款項(包括為實際利率組成部份之已付或已收所有費用及點子、交易成本及其他溢價或折讓)按金融負債之預計年期或(如適用)較短期間準確貼現至初步確認時賬面淨值之利率。

利息開支按實際利率基準確認。

終止確認

本集團僅於從資產收取現金流量之合約權利屆滿時，或當其將金融資產及該資產所有權之絕大部份風險及回報轉讓予另一實體時，方會終止確認金融資產。倘本集團既無轉讓亦無保留所有權之絕大部份風險及回報，並繼續控制已轉讓資產，則本集團確認其於資產的保留權益及其就可能須支付款項的相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，則本集團繼續確認該金融資產，並同時確認已收所得款項之有抵押借款。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities

Other financial liabilities (including trade and other payables, amounts due to related companies, and dividend payable) are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

終止確認(續)

終止確認金融資產時，資產賬面值與已收及應收代價與已於其他全面收入中確認並於權益累計之累計盈虧總額之差額於損益確認。

當且僅當本集團責任被解除、註銷或屆滿時，本集團方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition (Continued)

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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4. 估計不明朗因素之主要來源

於應用附註3所述之本集團會計政策時，董事須對未能即時透過其他來源確定之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設基於過往經驗及其他被視為有關之因素。實際結果可能與該等估計有所不同。

估計及相關假設以持續基準進行審閱。倘對會計估計之修訂僅影響進行估計修訂之期間，則於該期間確認，或倘修訂會影響目前及未來期間，則會於修訂期間及未來期間確認。

以下為涉及未來之主要假設以及於報告期末之估計不明朗因素之其他主要來源，其具有造成於下個財政年度對資產及負債賬面值作出重大調整之重大風險。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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4. 估計不明朗因素之主要來源(續)

物業、廠房及設備、無形資產以及預付土地租賃款項減值

誠如附註3所述，本集團會審閱其物業、廠房及設備、無形資產及預付土地租賃款項之賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。釐定物業、廠房及設備、無形資產及預付土地租賃款項是否減值須對該等資產之使用價值及公平值減出售成本作出估計。使用價值計算要求該實體估計預期持續使用該等資產及其最終出售將產生之未來現金流量及合適貼現率以計算現值。倘實際未來現金流量較預期為少，則可能產生重大減值虧損。

於二零一七年十二月三十一日，有關物業、廠房及設備的減值虧損為人民幣121,000,000元(二零一六年：人民幣106,600,000元)。

確認遞延稅項資產

於二零一七年十二月三十一日，由於無法預知未來溢利來源，故物業、廠房及設備折舊及減值、應計工資及貿易應收賬款呆賬撥備方面並無就稅項虧損人民幣515,370,000元(二零一六年：人民幣411,081,000元)及可扣減暫時差額人民幣153,021,000元(二零一六年：人民幣139,567,000元)確認遞延稅項資產。遞延稅項資產是否能夠變現主要取決於未來是否有足夠可動用溢利或應課稅暫時差額。倘所產生之實際未來溢利少於預期，則可能產生遞延稅項資產重大撥回，並將於發生撥回期間在損益中確認。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment of property, plant and equipment, intangible assets and prepaid lease payments for land

As described in Note 3, the Group reviews the carrying amounts of its property, plant and equipment, intangible assets and prepaid lease payment for land to determine whether there is any indication that those assets have suffered an impairment loss. Determining whether property, plant and equipment, intangible assets and prepaid lease payment for land are impaired requires an estimation of the value in use of the assets and the fair value less costs of disposal. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the continuing use of the assets and from its ultimate disposal and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

As of 31 December 2017, the accumulated impairment loss in relation to property, plant and equipment was RMB121.0 million (2016: RMB106.6 million).

Recognition of deferred tax assets

At 31 December 2017, no deferred tax asset has been recognised on the tax losses of RMB515,370,000 (2016: RMB411,081,000) and deductible temporary differences of RMB153,021,000 (2016: RMB139,567,000) in respect of depreciation and impairment of property, plant and equipment, payroll accruals and bad debt allowance for trade receivables due to the unpredictability of future profit streams. The realisability of the deferred tax assets mainly depends on whether sufficient profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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4. 估計不明朗因素之主要來源(續)

物業、廠房及設備之可使用年期及剩餘價值

誠如附註3所述，本集團會於各報告期末審閱物業、廠房及設備之估計可使用年期及剩餘價值。於本年度，物業、廠房及設備若干項目之可使用年期及剩餘價值並無變動。

5. 分部資料

主要營運決策者(「主要營運決策者」)、本公司首席執行官會整體地審視本集團，並僅向主要營運決策者內部報告有關按產品種類之收益分析，而不包括任何其他資源分配及表現評估之酌情資料。因此，本集團並無呈列經營分部資料。

按產品種類之收益分析

麵包及蛋糕	Bread and cakes
月餅	Moon cakes
點心	Pastries
其他	Others

地區資料

本集團所有收益、除稅前虧損、資產及負債均源自或位於中國，因而並無呈列地區資料。

於二零一七年及二零一六年，並無單一客戶貢獻本集團總收益逾10%。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Useful lives and residual value of property, plant and equipment

As described in Note 3, the Group reviews the estimated useful lives and residual value of property, plant and equipment at the end of each reporting period. For the current year, there was no change in the useful lives and residual value of certain items of property, plant and equipment.

5. SEGMENT INFORMATION

The chief operating decision maker (CODM), the Chief Executive Officer of the Company reviews the Group as a whole and internal reports reported to the CODM included only revenue analysis by product types and no other discretionary information is prepared for resource allocation and performance assessment. Therefore, no operating segment information is presented.

Revenue analysis by product types

		收益 Revenue	
		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
麵包及蛋糕	Bread and cakes	575,725	671,814
月餅	Moon cakes	67,550	79,666
點心	Pastries	96,872	103,281
其他	Others	64,899	70,944
		805,046	925,705

Geographical information

All of the Group's revenue, loss before taxation, assets and liabilities were derived from or located in the PRC, and therefore no geographical information is presented.

No single customer contributed over 10% of the total revenue of the Group for both 2017 and 2016.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

6. 其他收入

6. OTHER INCOME

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
於出售分類為可供出售 投資確認之收益	Gain recognised on disposal of investment classified as available-for-sale	8,691	–
利息收入	Interest income	5,507	6,381
政府補助（附註）	Government grants (Note)	6,900	6,015
解除與資產有關之政府補助	Release of asset-related government grants	468	468
		21,566	12,864

附註：該等金額主要指位於中國之集團實體因作出突出貢獻而自地方機關獲得之無條件獎勵，用以鼓勵其業務發展。該等補助入賬列作即期財務支援，未來將不產生亦與任何資產無關的相關成本。

Note: The amounts primarily represented unconditional incentives received from local authorities by the group entities located in the PRC for eminent contribution and encouragement of its business development. These grants are accounted for as immediate financial support without future related costs to be incurred and unrelated to any assets.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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7. 其他收益及虧損

7. OTHER GAINS AND LOSSES

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
到期未兌換提貨券所產生之收益 (附註 a)	Gain on expired unrepresented coupons (Note a)	6,310	1,825
出售一間聯營公司之收益 (附註 17)	Gain on disposal of an associate (Note 17)	2,278	–
出售物業、廠房及設備之 收益(虧損)(附註 b)	Gain (loss) on disposal of property, plant and equipment (Note b)	5,551	(2,199)
向員工償付費用(附註 b)	Compensation expenses paid to employees (Note b)	(1,041)	–
匯兌(虧損)收益	Exchange (loss) gain	(2,651)	3,270
出售廢料及其他材料之虧損	Loss on disposal of scrap and other materials	(53)	(66)
物業、廠房及設備之減值虧損	Impairment loss of property, plant and equipment	(14,403)	(11,170)
商譽減值虧損	Impairment loss of goodwill	–	(14,838)
租金收入	Rental income	771	1,080
其他	Others	671	489
		(2,567)	(21,609)

附註：

- (a) 本集團向顧客發行及出售不可退款提貨券用於在固定未來期限內兌換本集團產品。於提貨券到期後，本集團無義務接受顧客兌換。該等金額指經計及到期後授予顧客之額外寬限期後，本集團認為其全部合約及推定責任均已全面履行而可解除提貨券負債時已確認之收益。
- (b) 於二零一七年一月，杭州丹比與浙江省地方政府訂立廠房拆除協議，並獲得拆除補償為人民幣7,900,000元。拆除補償總額，扣除已付僱員之估計搬遷開支及物業、廠房及設備賬面值及因拆除已向員工償付費用人民幣1,041,000元後，確認出售物業、廠房及設備的損益。

Notes:

- (a) The Group issues and sells coupons to the customers which are non-refundable and are redeemed in exchange for products of the Group within a fixed future period. After the expiry of the coupons, the Group has no obligation to accept their redemption by the customers. The amounts represented the gains recognised upon the release of the coupon liabilities when the Group considered that all its contractual and constructive obligations had been fully discharged after taking into account an additional grace period granted to customers after expiry.
- (b) In January 2017, Hangzhou Danbi entered into a dismantlement of the plant agreement with local government in Zhejiang province and received dismantlement compensation of RMB7,900,000. Total dismantlement compensation, net of carrying amounts of property, plant and equipment, was recognised as gain and loss on disposal of property, plant and equipment, and compensation expenses of RMB1,041,000 resulting from dismantlement were paid to employee.

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8. 除稅前虧損

除稅前虧損已扣除(計入)下列項目：

董事薪酬	Directors' remuneration
退休福利計劃供款	Contribution to retirement benefits schemes
其他員工成本	Other staff costs
物業、廠房及設備折舊	Depreciation of property, plant and equipment
無形資產攤銷	Amortisation of intangible assets
出售物業、廠房及設備(收益)虧損	(Gain) loss on disposal of property, plant and equipment
以下經營租賃之租金	Operating lease rentals in respect of
– 預付土地租賃款	– prepaid lease payments for land
– 租賃零售門店	– rented retail outlets
核數師薪酬	Auditor's remuneration
確認為開支之存貨成本	Cost of inventories recognised as expenses
就以下各項確認減值虧損	Impairment loss recognised in respect of
– 物業、廠房及設備	– property, plant and equipment
– 商譽	– goodwill

8. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging (crediting):

二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
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2,190	2,196
37,780	42,785
256,245	278,117

296,215	323,098
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58,962	66,084
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2,056	2,493
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(5,551)	2,199
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2,113	2,113
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138,280	148,374
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2,300	2,447
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440,428	495,129
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14,403	11,170
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–	14,838
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截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

9. 董事及首席執行官及員工酬金

(a) 董事及首席執行官酬金如下：

	董事										非執行董事				總計
	董事					執行董事					Non-executive director	獨立非執行董事		首席執行官	
	Directors					Executive Directors					Non-executive director	Independent non-executive directors		Chief Executive	
	林煜****	洪敦清****	林靈****	石偉光****	江若曠****	林銘田	許鴻森**	詹益昇***	盧文強***	卓啟明	高海明	朱念琳	蘇莞文	羅田安*	
	Yu	Dun-Ching	Yuan	Weiguang	Jo-Hsien	Ming-Tien	Hung-Sen	I-Sheng	Wen-Chian	Chi-Ming	Haiming	Nianlin	Wanwen	Tien-An	Total
	Lin****	Hung****	Lin****	Shi****	Chiang****	Lin	Hsu**	Chan***	Lu***	Chou	Gao	Zhu	Su	Lo*	Total
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000

二零一七年 2017

薪金及其他福利	Salaries and other benefit	-	-	-	-	-	43	19	-	-	43	143	143	143	1,236	1,770
表現掛鈎花紅(附註)	Performance related bonus(Note)	-	-	-	-	-	-	-	-	-	-	-	-	-	420	420
總酬金	Total emoluments	-	-	-	-	-	43	19	-	-	43	143	143	143	1,656	2,190

	董事										非執行董事				總計	
	董事					執行董事					Non-executive director	獨立非執行董事		Chief Executive		
	Directors					Executive Directors					Non-executive director	Independent non-executive directors		Chief Executive		
	羅田安*	林銘田	許鴻森	洪敦清****	卓啟明	高海明	朱念琳	蘇莞文								
	Tien-An Lo*	Ming-Tien Lin	Hung-Sen Hsu	Yu Lin****	Dun-Ching Hung****	Chi-Ming Chou	Haiming Gao	Nianlin Zhu	Wanwen Su							Total
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000

二零一六年

薪金及其他福利	Salaries and other benefit	1,236	22	22	22	22	43	143	143	143	1,796
表現掛鈎花紅(附註)	Performance related bonus(Note)	400	-	-	-	-	-	-	-	-	400
總酬金	Total emoluments	1,636	22	22	22	22	43	143	143	143	2,196

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9. 董事及首席執行官及員工酬金 (續)

(a) 董事及首席執行官酬金如下：(續)

- * 羅田安先生自二零一七年十一月十七日起不再為執行董事。
- ** 許鴻森先生自二零一七年六月二日起不再為執行董事。
- *** 詹益昇先生、盧文強先生及江若嫻女士自二零一七年十一月十六日起獲委任為執行董事。
- **** 林煜先生及洪敦清先生自二零一六年六月三日起不再為執行董事，並自二零一七年十一月十七日起獲委任為董事。林園先生及石偉光先生自二零一七年十一月十七日起獲委任為董事。

附註：表現掛鈎花紅參考個人表現釐定。

上述執行董事酬金主要為彼等就管理本集團事宜提供服務而發放。

上述非執行董事及獨立執行董事酬金為彼等擔任本集團董事提供服務而發放。

於二零一七年及二零一六年，概無向董事支付任何其他袍金、退休福利或其他酬金。

於年內，本集團概無向董事支付酬金，作為吸引彼等加入本集團或於加入本集團時之獎勵或作為離職補償。於年內，概無董事放棄任何酬金。

9. DIRECTORS' AND CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(Continued)

(a) Directors' and chief executive's emoluments are as follows: (Continued)

- * Mr. Tien-An Lo ceased to be executive director from 17 November 2017.
- ** Mr. Hung-Sen Hsu ceased to be executive director from 2 June 2017.
- *** Mr. I-Sheng Chan, Mr. Wen-Chian Lu and Ms. Jo-Hsien Chiang were appointed executive directors from 16 November 2017.
- **** Mr. Yu Lin and Mr. Dun-Ching Hung ceased to be executive directors from 3 June 2016 and were appointed as directors from 17 November 2017. Mr. Yuan Lin and Mr. Weiguang Shi were appointed as directors from 17 November 2017.

Note: The performance related bonus is determined by reference to the individual performance.

The executive directors' emoluments shown above were for their service in connection with the management of the affairs of the Group.

The non-executive directors' and independent non-executive directors' emoluments shown above were for their service as directors of the Group.

No other fees, retirement benefits or other emoluments have been paid to the directors for both 2017 and 2016.

During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

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9. 董事及首席執行官及員工酬金 (續)

(b) 五名最高薪人士

本集團五名最高薪人士包括一名(二零一六年：一名)本公司董事，其酬金載於上文附註之披露內。其餘四名(二零一六年：四名)人士之酬金如下：

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
薪金及其他福利	Salaries and other benefits	1,557	1,630
退休福利計劃供款	Contribution to retirement benefits schemes	61	130
股份付款	Share-based payment	1	53
酌情及表現掛鈎獎勵付款 (附註)	Discretionary and performance related incentive payments (Note)	105	90
		1,724	1,903

附註：表現掛鈎獎勵付款參考個人表現及市場趨勢釐定。

9. DIRECTORS' AND CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(Continued)

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2016: one) was director of the Company whose emoluments are included in the disclosures in note above. The emoluments of the remaining four (2016: four) individuals are as follows:

Note: The performance related incentive payment is determined by reference to the individual performance and market trend.

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9. 董事及首席執行官及員工酬金 (續)

(b) 五名最高薪人士 (續)

五名最高薪人士(包括董事)酬金介乎下列範圍：

零至 1,000,000 港元	Nil to Hong Kong dollars ("HK\$") 1,000,000
1,500,001 港元至 2,000,000 港元	HK\$1,500,001 to HK\$2,000,000

年內，本集團概無向五名最高薪人士支付酬金作為吸引彼等加盟本集團或加盟後之獎勵或離職賠償。年內，五名最高薪人士概無放棄任何酬金。

9. DIRECTORS' AND CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(Continued)

(b) Five highest paid individuals (Continued)

The emoluments for the five highest paid individuals (including director) were within the following bands:

		人數 Number of individuals	
		二零一七年 2017	二零一六年 2016
零至 1,000,000 港元	Nil to Hong Kong dollars ("HK\$") 1,000,000	4	4
1,500,001 港元至 2,000,000 港元	HK\$1,500,001 to HK\$2,000,000	1	1

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the five highest paid individuals has waived any emoluments during the year.

10. 所得稅開支

中國企業所得稅(「企業所得稅」)	PRC enterprise income tax ("EIT")
過往年度撥備不足(超額撥備)	Under (over) provision in respect of prior years
817	
遞延稅項(附註18)	Deferred tax (Note 18)
2,391	
稅項開支總額	Total tax expense
3,208	

本公司及Christine International Holdings (BVI) Co., Ltd.(「Christine BVI」)均於可豁免所得稅之國家註冊。

由於本集團之收入並非產生自或源自香港，故並未作出香港利得稅撥備。

10. INCOME TAX EXPENSE

		二零一七年 2017	二零一六年 2016
		人民幣千元 RMB'000	人民幣千元 RMB'000
中國企業所得稅(「企業所得稅」)	PRC enterprise income tax ("EIT")	587	1,745
過往年度撥備不足(超額撥備)	Under (over) provision in respect of prior years	230	(130)
817		817	1,615
遞延稅項(附註18)	Deferred tax (Note 18)	2,391	796
稅項開支總額	Total tax expense	3,208	2,411

The Company and Christine International Holdings (BVI) Co., Ltd. ("Christine BVI") are registered in countries where income tax is exempted.

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in nor is derived from Hong Kong.

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10. 所得稅開支 (續)

根據中國企業所得稅法及企業所得稅法實施條例，中國附屬公司適用稅率為25%。

根據中國相關稅法及實施條例，自二零零八年一月一日起，屬「非稅務居民企業」(未在中國設立經營機構或場所；或在中國設有經營機構或場所，但相關收入與經營機構或場所並無實際聯繫)的投資者就中國附屬公司賺取的溢利而所賺取及向其應收的利息或股息須繳納預扣所得稅，惟以該等利息或股息源自中國為限。在此情況下，中國附屬公司支付予離岸集團實體的利息或股息須按10%或更低協定稅率繳納預扣稅。因此，已根據中國附屬公司將予支付的預期股息就預扣所得稅作出撥備。

年內稅項支出可與會計虧損之對賬如下：

10. INCOME TAX EXPENSE (Continued)

Under the Law of the PRC on EIT (the "EIT law") and Implementation Regulations of the EIT Law, the tax rate applicable to the PRC subsidiaries is 25%.

Under the relevant tax law and implementation regulations of the PRC, withholding income tax is applicable to interest or dividends earned and payable to investors that are "non-tax resident enterprises", which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, in respect of profits earned by PRC subsidiaries since 1 January 2008 to the extent such interest or dividends have their sources within the PRC. Under such circumstances, interest or dividends paid by the PRC subsidiaries to offshore group entities shall be subject to the withholding income tax at 10% or a lower treaty rate. Therefore, withholding income tax has been provided for based on the anticipated dividends to be paid by the PRC subsidiaries.

The tax charge for the year can be reconciled to the accounting loss as follows:

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
除稅前虧損	Loss before taxation	(125,446)	(118,799)
按適用稅率計算之所得稅開支 (附註a)	Income tax expense calculated at applicable tax rate (Note a)	(31,362)	(29,700)
釐定應課稅溢利時不可扣稅開支 之影響	Effect of expenses that are not deductible in determining taxable profit	2,289	3,718
過往年度撥備不足(超額撥備)	Under (over) provision in respect of prior years	230	(130)
分佔聯營公司虧損(溢利)之影響	Effect on share of loss (profit) of an associate	18	(117)
未確認可扣減暫時差額之影響	Effect of unrecognised deductible temporary differences	3,364	3,629
未確認稅項虧損之影響	Effect of unrecognised tax losses	26,072	25,011
遞延稅項結餘之撥回(附註b)	Reversal of deferred taxation balances (Note b)	2,597	-
於損益中確認之所得稅開支	Income tax expense recognised in profit or loss	3,208	2,411

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10. 所得稅開支 (續)

附註：

- (a) 所得稅開支基本按中國實體之法定企業所得稅稅率25%計算。
- (b) 於二零一七年，由於無法預知各實體之未來溢利來源，故本集團就物業、廠房及設備折舊及減值、應計工資以及應收貿易賬款呆賬撥備之暫時差額撥回遞延稅項資產人民幣24,507,000元。由於本集團可控制暫時差額撥回時間，而暫時差額於可見將來很可能不會撥回，故本集團就二零一七年未分配溢利之預扣稅撥回遞延稅項負債人民幣21,910,000元。

11. 股息

本公司於年內並無派付、宣派或建議派付任何股息，自報告期結束起亦無建議派付任何股息(二零一六年：無)。

12. 每股虧損

每股基本虧損乃按年內本公司擁有人應佔虧損及截至二零一七年十二月三十一日止年度及截至二零一六年十二月三十一日止年度1,010,188,000股已發行股份計算。

截至二零一七年十二月三十一日止年度，概無任何發行在外之潛在普通股。

10. INCOME TAX EXPENSE (Continued)

Notes:

- (a) Income tax expense is basically calculated at the rate of 25% which is the statutory EIT rate of the PRC entities.
- (b) In 2017, the Group reverses the deferred tax assets of RMB24,507,000 in respect of temporary differences of depreciation and impairment of property, plant and equipment, payroll accruals and bad debt allowance for trade receivables due to the unpredictability of future profit streams of the respective entities. The Group reverses the deferred tax liabilities of RMB21,910,000 in respect of withholding tax on undistributed profits in 2017, as the Group is able to control the timing of the reversal of such temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

11. DIVIDENDS

No dividends were paid, declared or proposed during the year, nor has any dividend been proposed since the end of the reporting period (2016: Nil).

12. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to the owners of the Company for the year and 1,010,188,000 issued shares for the years ended 31 December 2017 and 2016.

There were no potential ordinary shares outstanding for the year ended 31 December 2017.

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13. 物業、廠房及設備

13. PROPERTY, PLANT AND EQUIPMENT

		租賃物業裝修 Leasehold improvements	樓宇 Buildings	機器及設備 Machinery and equipment	汽車 Motor vehicles	裝置及 辦公設備 Fixtures and office equipment	在建工程 Construction- in-progress	合計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
成本	Cost							
於二零一六年一月一日	At 1 January 2016	195,653	502,645	425,146	18,694	142,030	87,961	1,372,129
添置	Additions	11,821	261	2,133	268	501	24,986	39,970
轉讓	Transfer	176	421	2,650	-	-	(3,247)	-
出售	Disposals	-	-	(2,867)	(1,501)	(1,248)	-	(5,616)
於二零一六年十二月三十一日	At 31 December 2016	207,650	503,327	427,062	17,461	141,283	109,700	1,406,483
添置	Additions	9,714	246	5,485	278	2,422	2,730	20,875
轉讓	Transfer	499	-	108	-	-	(607)	-
出售	Disposals	-	(2,652)	(897)	(293)	(1,517)	-	(5,359)
於二零一七年十二月三十一日	At 31 December 2017	217,863	500,921	431,758	17,446	142,188	111,823	1,421,999
累計折舊及減值	Accumulated depreciation and impairment							
於二零一六年一月一日	At 1 January 2016	168,723	169,423	356,125	13,605	116,312	-	824,188
年內折舊	Depreciation for the year	12,187	44,042	3,025	1,214	5,616	-	66,084
出售	Disposals	-	-	(224)	(1,351)	(1,194)	-	(2,769)
於損益確認減值虧損	Impairment losses recognised in profit or loss	11,170	-	-	-	-	-	11,170
於二零一六年十二月三十一日	At 31 December 2016	192,080	213,465	358,926	13,468	120,734	-	898,673
年內折舊	Depreciation for the year	10,355	21,358	22,081	1,127	4,041	-	58,962
出售	Disposals	-	(1,052)	(209)	(263)	(1,364)	-	(2,888)
於損益確認減值虧損	Impairment losses recognised in profit or loss	10,708	-	-	-	3,695	-	14,403
於二零一七年十二月三十一日	At 31 December 2017	213,143	233,771	380,798	14,332	127,106	-	969,150
賬面淨值	Net book value							
於二零一七年十二月三十一日	At 31 December 2017	4,720	267,150	50,960	3,114	15,082	111,823	452,849
於二零一六年十二月三十一日	At 31 December 2016	15,570	289,862	68,136	3,993	20,549	109,700	507,810

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13. 物業、廠房及設備(續)

本集團尚未就位於中國賬面值於二零一七年十二月三十一日為人民幣8,710,000元（二零一六年：人民幣9,954,000元）之樓宇取得業權證書。

上述物業、廠房及設備項目（在建工程除外）經計及其估計剩餘價值後於估計可使用年期內以直線法按下列年率折舊：

	租期或三年之 估計可使用年期 兩者中之較短者
租賃物業裝修	
樓宇	2.5%-4.5%
機器及設備	9%
汽車	18%
裝置及辦公設備	18%

於本年度確認之減值虧損

年內，由於本集團之財務表現未如理想，管理層審核此製造廠房及其他相關資產各現金產生單位（「現金產生單位」）之可收回金額。截至二零一七年十二月三十一日，本集團擁有除在建工程以外的物業、廠房及設備為人民幣341,026,000元。該審核導致須確認減值虧損人民幣14,400,000元（二零一六年：人民幣11,200,000元）。相關資產之可收回金額乃按其使用價值釐定。計量使用價值所用之稅前貼現率為每年13.9%（二零一六年：13.8%）。

減值虧損已計入損益內「其他收益及虧損」項目。

13. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group has not obtained the title certificates for the buildings located in the PRC with carrying amounts of RMB8,710,000 as at 31 December 2017 (2016: RMB9,954,000).

The above items of property, plant and equipment (other than construction-in-progress) are depreciated over their estimated useful lives after taking into account their estimated residual value on a straight-line basis at the following rates per annum:

	The shorter of the lease term or estimated useful lives of three years
Leasehold improvements	
Buildings	2.5%-4.5%
Machinery and equipment	9%
Motor vehicles	18%
Fixtures and office equipment	18%

Impairment losses recognised in the current year

During the year, as a result of the poor financial performance of the Group, the management carried out a review of the recoverable amount of manufacturing plant and other related assets of each cash-generating unit (the "CGU"). As at 31 December 2017, the Group had property, plant and equipment other than construction-in-progress of RMB341,026,000. The review led to the recognition of an impairment loss of RMB14.4 million (2016: RMB11.2 million). The recoverable amount of the relevant assets has been determined on the basis of their value in use. The pre-tax discount rate used in measuring value in use was 13.9% (2016: 13.8%) per annum.

The impairment losses have been included in profit or loss in the "other gains and losses" line item.

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14. 預付土地租賃款項

14. PREPAID LEASE PAYMENTS FOR LAND

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
賬面值	CARRYING AMOUNT		
於年初	At the beginning of the year	76,205	78,318
添置	Addition	1,367	–
年內扣除	Charged for the year	(2,113)	(2,113)
於年末	At the end of the year	75,459	76,205
減：將於下個年度內 扣除之即期部份 (計入貿易及其他應收款項)	Less: Current portion to be charged within next year included in trade and other receivables	2,146	2,112
非即期部份	Non-current portion	73,313	74,093

該金額指位於中國之中期經營租賃土地，並按直線法於38至50年租期內攤銷。

The amount represents medium-term operating leasehold lands located in the PRC and is amortised on a straight-line basis over the lease term of 38 to 50 years.

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15. 無形資產

15. INTANGIBLE ASSETS

		軟件 Software 人民幣千元 RMB'000	商標 Trademark 人民幣千元 RMB'000	銷售網絡 Sales network 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
成本	COST				
於二零一六年一月一日	At 1 January 2016	9,569	10,635	5,860	26,064
添置	Additions	3,351	—	—	3,351
於二零一六年 十二月三十一日	At 31 December 2016	12,920	10,635	5,860	29,415
添置	Additions	125	—	—	125
於二零一七年 十二月三十一日	At 31 December 2017	13,045	10,635	5,860	29,540
攤銷	AMORTISATION				
於二零一六年一月一日	At 1 January 2016	4,264	3,281	1,807	9,352
年內扣除	Charge for the year	1,668	532	293	2,493
於二零一六年 十二月三十一日	At 31 December 2016	5,932	3,813	2,100	11,845
年內扣除	Charge for the year	1,231	532	293	2,056
於二零一七年 十二月三十一日	At 31 December 2017	7,163	4,345	2,393	13,901
賬面值	CARRYING VALUES				
於二零一七年 十二月三十一日	At 31 December 2017	5,882	6,290	3,467	15,639
於二零一六年 十二月三十一日	At 31 December 2016	6,988	6,822	3,760	17,570

以上無形資產具有有限可使用年期，以直線法按以下年率攤銷：

軟件
商標
銷售網絡

The above intangible assets have definite useful lives which are amortised on a straight-line basis at the following rates per annum:

Software 20%
Trademark 5%
Sales network 5%

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16. 購買非流動資產之按金

16. DEPOSITS FOR PURCHASE OF NON-CURRENT ASSETS

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
購買以下各項之按金	Deposits for purchase in respect of		
– 土地使用權	– Land use rights	5,000	5,000
– 物業、廠房及設備(附註)	– Property, plant and equipment (Note)	14,072	21,221
		19,072	26,221

附註：於二零一七年十二月三十一日之結餘包括向關連公司上海一品軒食品有限公司(「一品軒」，詳情參閱附註22(a))償還人民幣11,741,000元(二零一六年：人民幣18,108,000元)之款項，以購買設備。於本報告日期，上述交易仍在進行中。

Note: The balance as at 31 December 2017 includes a prepayment of RMB11,741,000 to Shanghai Yi Pin Xuan Foodstuff Co., Ltd. ("Yi Pin Xuan") (a related company, see details in Note 22(a)) for purchase of equipment (2016: RMB18,108,000). At the date of this report, the above mentioned transactions are still in progress.

17. 於一間聯營公司之投資

17. INVESTMENT IN ASSOCIATES

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
於一間聯營公司之非上市投資成本	Cost of unlisted investment in an associate	–	1,916
分佔收購後溢利，扣除已收股息	Share of post-acquisition profits, net of dividends received	–	876
		–	2,792

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17. 於一間聯營公司之投資(續)

於過往年度，本集團持有阿露瑪咖啡(上海)有限公司(「阿露瑪咖啡」)之25%權益並入賬列為於一間聯營公司之投資。於二零一七年三月，本集團向第三方出售於阿露瑪咖啡25%權益，所得款項為人民幣5,000,000元。該交易導致於損益確認收益，計算如下：

17. INVESTMENT IN ASSOCIATES (Continued)

In prior year, the Group held 25% interest in Aroma Coffee (Shanghai) Co., Ltd. (“**Aroma Coffee**”) and accounted for the investment as an associate. In March 2017, the Group disposed 25% interest in Aroma Coffee to a third party for proceeds of RMB5,000,000. The transaction has resulted in the recognition of gain in profit or loss, calculated as follows:

		二零一七年 2017 人民幣千元 RMB'000
出售所得款項	Proceeds of disposal	5,000
減：出售日期投資賬面值	Less: carrying amount of the investment on the date of disposal	(2,722)
出售一間聯營公司之收益	Gain on disposal of an associate	2,278

該聯營公司之財務資料概要：

Summarised financial information of the associate:

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
流動資產	Current assets	–	17,678
非流動資產	Non-current assets	–	1,464
流動負債	Current liabilities	–	(7,973)
資產淨值	Net assets	–	11,169
本集團於阿露瑪咖啡之 所有權權益比例	Proportion of the Group's ownership interest in Aroma Coffee	–	25%
本集團於阿露瑪咖啡 之權益賬面值	Carrying amount of the Group's interest in Aroma Coffee	–	2,792

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17. 於一間聯營公司之投資(續)

		截至二零一七年 三月三十一日 止三個月 Three months ended 31/3/2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
收益	Revenue	6,358	27,384
(虧損)溢利	(Loss) Profit	(280)	1,871
本集團分佔該聯營公司之 (虧損)溢利	Group's share of (loss) profit of an associate	(70)	467

17. INVESTMENT IN ASSOCIATES (Continued)

18. 遞延稅項

於本年度及過往年度，已確認主要遞延稅項資產(負債)及相關變動如下：

18. DEFERRED TAXATION

The following are the major deferred taxation assets (liabilities) recognised and movements thereon during the current and prior years:

		未分派溢利 之預扣稅 Withholding tax on undistributed profits	無形 資產重估 Revaluation of intangible assets	貿易 應收款項 壞賬撥備 Bad debt provision of trade receivables	物業、 廠房及設備 之暫時差額 Temporary differences of property, plant and equipment	應計工資之 暫時差額 Temporary differences of payroll accruals	未變現 溢利 Unrealised profit	應課稅 虧損 Taxable losses	合計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一六年一月一日	At 1 January 2016	(21,910)	(2,852)	100	1,653	5,624	129	18,003	747
於本年度綜合損益及其他全面 收入報表中計入(扣除)	Credit (charge) to consolidated statement of profit or loss and other comprehensive income for the year	—	206	—	300	(1,326)	24	—	(796)
於二零一六年十二月三十一日	At 31 December 2016	(21,910)	(2,646)	100	1,953	4,298	153	18,003	(49)
於本年度綜合損益及其他全面 收入報表中計入(扣除)	Credit (charge) to consolidated statement of profit or loss and other comprehensive income for the year	21,910	206	(100)	(1,953)	(4,298)	(153)	(18,003)	(2,391)
於二零一七年十二月三十一日	At 31 December 2017	—	(2,440)	—	—	—	—	—	(2,440)

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18. 遞延稅項(續)

於二零一七年，由於無法預知各實體之未來溢利來源，故本集團就物業、廠房及設備折舊及減值、應計工資以及應收貿易賬款呆賬撥備之暫時差額撥回遞延稅項資產人民幣24,507,000元。由於本集團可控制暫時差額撥回時間，而暫時差額於可見將來很可能不會撥回，故本集團就二零一七年未分配溢利之預扣稅撥回遞延稅項負債人民幣21,910,000元。

用作財務報告用途之遞延稅項結餘分析如下：

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
遞延稅項資產	Deferred tax assets	-	24,092
遞延稅項負債	Deferred tax liabilities	(2,440)	(24,141)
		(2,440)	(49)

本集團於二零一七年十二月三十一日之未動用稅項虧損為人民幣515,370,000元(二零一六年：人民幣483,095,000元)，可供抵銷未來溢利。於二零一七年十二月三十一日，有關虧損之確認遞延稅項資產為零(二零一六年：人民幣72,014,000元)。由於無法預知各實體之未來溢利來源，故並無就餘下人民幣515,370,000元確認遞延稅項資產(二零一六年：人民幣411,081,000元)。該等稅項虧損將於二零一八年至二零二二年屆滿如下：

18. DEFERRED TAXATION (Continued)

In 2017, the Group reverses the deferred tax assets of RMB24,507,000 in respect of temporary differences of depreciation and impairment of property, plant and equipment, payroll accruals and bad debt allowance for trade receivables due to the unpredictability of future profit streams of the respective entities. The Group reverses the deferred tax liabilities of RMB21,910,000 in respect of withholding tax on undistributed profits in 2017, as the Group is able to control the timing of the reversal of such temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

The following is the analysis of the deferred tax balances for financial reporting purposes:

The Group has unutilised tax losses of RMB515,370,000 as at 31 December 2017 (2016: RMB483,095,000) available for offset against future profits. As at 31 December 2017, deferred tax assets recognised in respect of such losses were nil (2016: RMB72,014,000). No deferred tax assets have been recognised in respect of remaining RMB515,370,000 (2016: RMB411,081,000) due to the unpredictability of future profit streams of the respective entities. The tax losses will expire from 2018 to 2022 as follows:

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18. 遞延稅項(續)

年份 Year		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
二零一七年	2017	–	673
二零一八年	2018	79,300	79,300
二零一九年	2019	137,078	137,078
二零二零年	2020	94,254	94,254
二零二一年	2021	99,776	99,776
二零二二年	2022	104,962	–
		515,370	411,081

於二零一七年及二零一六年，本集團並無動用任何稅項虧損。

於二零一七年十二月三十一日，本集團物業、廠房及設備折舊及減值、應計工資及貿易應收款項呆賬撥備之可扣減暫時差額為人民幣153,021,000元(二零一六年：人民幣139,567,000元)，可供抵銷未來溢利。由於無法預知各實體之未來溢利來源，故並無確認遞延稅項資產。

根據企業所得稅法，自二零零八年一月一日起，中國附屬公司就其所賺取之溢利宣派股息時須繳納預扣稅。由於本集團可控制暫時差額撥回時間，而暫時差額可能不會於可見未來撥回，故並無就二零一七年十二月三十一日中國附屬公司保留溢利應佔暫時差額約人民幣349,855,000元(二零一六年：人民幣315,456,000元)於該等財務報表中作出遞延稅項撥備。

18. DEFERRED TAXATION (Continued)

The Group has not utilised any tax losses in 2017 and 2016.

The Group has deductible temporary differences of RMB153,021,000 (2016: RMB139,567,000) in respect of depreciation and impairment of property, plant and equipment, payroll accruals and bad debt allowance for trade receivables as at 31 December 2017 available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams of the respective entities.

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. No deferred taxation has been provided in these financial statements in respect of the temporary differences attributable to the retained earnings of the PRC subsidiaries amounting to approximately RMB349,855,000 (2016: RMB315,456,000) as at 31 December 2017 as the Group is able to control the timing of the reversal of such temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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19. 存貨

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
原材料	Raw materials	21,428	18,117
製成品	Finished goods	10,578	10,464
		32,006	28,581

19. INVENTORIES

20. 貿易及其他應收款項

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
貿易應收款項	Trade receivables	16,638	12,996
減：呆賬撥備	Less: Allowance for doubtful debts	(394)	(394)
		16,244	12,602
向供應商墊款	Advance to suppliers	4,337	3,523
土地及零售門店之預付租賃款項	Prepaid lease payments for land and retail outlets	42,162	41,091
預付費用	Prepaid expenses	349	523
其他應收款項	Other receivables	3,646	4,798
其他可收回稅項	Other tax recoverable	2,565	–
		69,303	62,537

20. TRADE AND OTHER RECEIVABLES

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20. 貿易及其他應收款項(續)

下文為於各報告期末貿易應收款項(經扣除呆賬撥備)按發票日期之賬齡分析：

賬齡	Age	二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
0至30天	0 to 30 days	13,179	10,695
31至60天	31 to 60 days	1,492	210
61至90天	61 to 90 days	233	396
91至180天	91 to 180 days	1,212	1,250
超過180天	Over 180 days	128	51
		16,244	12,602

本集團之貿易應收款項主要為應收百貨商店、超市及現金消費卡發行商之款項。

本集團大部份銷售以現金進行或由顧客預付款項。於本集團自營零售門店直銷的本集團產品並無信貸期。於百貨商店及超市之零售門店之銷售所得款項一般乃由百貨商店及超市在產品售出後30至60天內收取並支付予本集團。銷售現金消費者信用卡後30天內，現金消費者信用卡發行機構收取有關銷售所得款項並交付予本集團。

本集團將及時監控及審核百貨商店、超市及現金消費卡發行商之信用狀況。由於該等百貨商店、超市及現金消費卡發行商聲譽良好且與本集團有長期合作關係，故本集團管理層認為本集團並無面臨重大信貸風險。

20. TRADE AND OTHER RECEIVABLES

(Continued)

The following is an aging analysis of trade receivables net of allowance for doubtful debts presented based on the invoiced date at the end of each reporting period:

	二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
	13,179	10,695
	1,492	210
	233	396
	1,212	1,250
	128	51
	16,244	12,602

The Group's trade receivables are mainly due from department stores, supermarkets and cash consumer card issuers.

Most of the Group's sales are conducted in cash or prepaid by the customers. There is no credit period for direct sales of the Group's products from the self-owned retail outlets. Sales proceeds from retail outlets which are located in department stores and supermarkets are normally collected and paid to the Group by the department stores and supermarkets within 30 to 60 days after the sales of the products. Sales proceeds from cash consumer card are collected and paid to the Group by the cash consumer card issuers within 30 days after the sales of the products.

The Group will monitor and review the credit conditions of the department stores, supermarkets and cash consumer card issuers on a timely basis. The Group's management considers that the Group has no significant credit risks because those department stores, supermarkets and cash consumer card issuers have good reputation and long term relationship with the Group.

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20. 貿易及其他應收款項(續)

本集團貿易應收款項結餘包括於二零一七年十二月三十一日賬面值約為人民幣1,600,000元之應收款項(二零一六年:人民幣1,700,000元)。於報告日期,該等款項已逾期,惟本集團尚未就其作出減值虧損撥備。本集團認為該等應收款項可被收回。本集團並無就該等結餘持有任何抵押品。

下文為已逾期但未減值之貿易應收款項之賬齡:

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
賬齡	Age		
61至90天	61 to 90 days	233	396
91至180天	91 to 180 days	1,212	1,250
超過180天	Over 180 days	128	51
		1,573	1,697

呆賬撥備之變動:

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
年初及年末	Beginning and end of the year	394	394

20. TRADE AND OTHER RECEIVABLES

(Continued)

Included in the Group's trade receivable balance are debtors with carrying amounts of approximately RMB1.6 million as at 31 December 2017 (2016: RMB1.7 million), which are past due at the reporting date for which the Group has not provided for impairment loss. The Group considers these receivables can be collected. The Group does not hold any collateral over these balances.

The following is the aging of trade receivables which are past due but not impaired:

Movement in the allowance for doubtful debts:

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21. 應收關連公司款項

- (a) 除綜合財務報表其他地方所披露之資料外，本集團與其關連人士之關係如下：

名稱
Name

一品軒

Yi Pin Xuan

Christine Princess Co.,(PTC) Ltd.
(「Christine Princess」)

Christine Princess Co., (PTC) Ltd. (“Christine Princess”) A trust company holding equity interest in the Company on trust for the benefit of management employees.

- (b) 於報告期末，本集團與各關連人士之未償還結餘如下：

		結餘		年內最高未償還金額	
		Balance		Maximum amount outstanding during the year	
		二零一七年	二零一六年	二零一七年	二零一六年
		2017	2016	2017	2016
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
一品軒	Yi Pin Xuan	22,877	10,663	25,132	11,098
Christine Princess	Christine Princess	204	212	212	212
		23,081	10,875		

本集團與一品軒之結餘為加工費預付款項。於二零一六年十二月三十一日，本集團與一品軒簽署一份委託生產協議。本集團將於30天信貸期內向一品軒提供所有材料以加工為克莉絲汀品牌產品以及預付款項。

21. AMOUNTS DUE FROM RELATED COMPANIES

- (a) In addition to information disclosed elsewhere in the consolidated financial statements, the relationships between the Group and its related parties are as follows:

與本公司之關係

Relationship with the Company

於二零一七年十一月十七日前由本公司董事羅田安先生之家族直系親屬黃羅井英女士控制之公司

A company controlled by Ms. Ching-Ying Huang Lo, who is a close member of the family of Mr. Tien-An Lo, director of the Company before 17 November 2017.

以信託形式為管理層僱員持有本公司股權之信託公司。

on trust for the benefit of management employees.

- (b) As at the end of the reporting period, the Group has outstanding balances with the related parties as follows:

		結餘		年內最高未償還金額	
		Balance		Maximum amount outstanding during the year	
		二零一七年	二零一六年	二零一七年	二零一六年
		2017	2016	2017	2016
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
一品軒	Yi Pin Xuan	22,877	10,663	25,132	11,098
Christine Princess	Christine Princess	204	212	212	212
		23,081	10,875		

The balance with Yi Pin Xuan was prepayment for processing. In December 2016, the Group signed an agreement with Yi Pin Xuan for consigned manufacturing. The Group will provide all ingredients to Yi Pin Xuan to process them into Christine-branded products within a credit period of 30 days and prepayments.

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22. 受限制銀行存款

於二零一七年十二月三十一日，受限制銀行存款人民幣52,911,000元(二零一六年：人民幣52,390,000元)存置於銀行作為根據中國商務部於二零一二年十二月二十七日頒佈之規例向客戶發行提貨券之抵押。

23. 可供出售金融資產

債務工具投資指存放於中國若干持牌信託公司的資金，該等公司繼而把資金投入若干海外投資。投資的預期回報為每年12厘。投資已於年內到期並按預期利率結算。

24. 銀行結餘及現金

銀行結餘及現金包括現金及原到期日為三個月或以內之短期存款。

於二零一七年十二月三十一日，銀行結餘及現金按介乎0.30%至1.95%(二零一六年：0.35%至2.00%)之市場年利率計息。

22. RESTRICTED BANK DEPOSITS

As at 31 December 2017, the restricted bank deposits amounting to RMB52,911,000 (2016: RMB52,390,000) are placed to bank as security for coupons issued to customers according to the regulation issued by the Ministry of Commerce of the PRC on 27 December 2012.

23. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
非上市管理投資基金 Unlisted managed investment fund	–	35,000

The debt instrument investment represent fund placed into certain licensed trust company in the PRC, which in turn placed the fund in certain overseas investment. The investment carries expected return of 12% per annum. The investment has been matured during the year and was settled with expected interest rate.

24. BANK BALANCES AND CASH

Bank balances and cash comprise cash and short-term deposits with an original maturity of three months or less.

Bank balances and cash carry interest at market rates ranging from 0.30% to 1.95% (2016: 0.35% to 2.00%) per annum at 31 December 2017.

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25. 貿易及其他應付款項

25. TRADE AND OTHER PAYABLES

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
貿易應付款項	Trade payables	51,763	53,183
應付工資及福利	Payroll and welfare payable	14,218	17,780
其他應付稅項	Other tax payable	–	34,961
應付退休金	Pension payable	2,273	2,559
其他應付款項及應計費用	Other payables and accruals	31,054	32,563
收購物業、廠房及設備之應付款項	Payables for acquisition of property, plant and equipment	8,524	11,655
		107,832	152,701

供應商一般給予本集團45至60天信貸期。於各報告期末，根據發票日期呈列之貿易應付款項之賬齡分析如下：

The Group normally is allowed a credit term of 45 to 60 days by its suppliers. The following is an aging analysis of trade payables presented based on the invoiced date at the end of the reporting period:

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
賬齡	Age		
0至45天	0 to 45 days	42,396	48,083
46至60天	46 to 60 days	2,959	4,028
61至90天	61 to 90 days	145	119
91至180天	91 to 180 days	711	21
超過180天	Over 180 days	5,552	932
		51,763	53,183

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26. 顧客按金

於顧客按金中，於二零一七年十二月三十一日，約人民幣421,171,000元(二零一六年：人民幣457,353,000元)為提貨券(包括紙質提貨券及預付卡)負債，該等款項為本集團向顧客所發售提貨券之餘額。該等提貨券於售出時記作負債，並於顧客贖回用以兌換本集團產品時記作收益，或本集團全部合約及推定責任於屆滿後給予顧客之額外寬限期內均已解除後確認為其他損益。除提貨券負債外，顧客按金餘額主要指來自大宗採購之公司已收預付款及訂做產品之個人按金。

27. 應付關連公司款項

- (a) 除於綜合財務報表其他地方所披露之資料外，本集團與其關連公司之關係如下：

名稱 Name	與本公司之關係 Relationship with the Company
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上海美馨貿易有限公司(「美馨」)(附註) Shanghai Meixin Trade Co., Ltd. (“Meixin”) (Note)	由董事洪敦清先生控制之公司 A company controlled by a director, Mr. Dun-Ching Hung
吳江尚浦包裝製品有限公司(「吳江尚浦」) Wujiang Shangpu Packaging Products Co., Ltd (“Wujiang Shangpu”)	由董事卓啟明先生及其家族控制之公司 A company controlled by a director, Mr. Chi-Ming Chou and his family
同燦貿易有限公司(「同燦」)(附註) Tongcan Trade Limited Company (“Tongcan”) (Note)	由董事洪敦清先生及其家族控制之公司 A company controlled by a director, Mr. Dun-Ching Hung and his family
上海鴻達包裝飾品有限公司(「上海鴻達」) Shanghai HongDa Decorations and Packaging Company (“Shanghai HongDa”)	由董事許鴻森先生及其家族控制之公司 A company controlled by a director, Mr. Hung-Sen Hsu and his family
阿露瑪咖啡(上海)有限公司(「阿露瑪咖啡」)(附註) Aroma Coffee (Shanghai) Co., Ltd. (“Aroma Coffee”) (Note)	由本公司持有25%股份之公司 A company 25% shares owned by the Company

26. DEPOSIT FROM CUSTOMERS

Among the deposit from customers, there were approximately RMB421,171,000 (2016: RMB457,353,000) of coupon (including paper coupon and pre-paid card) liabilities as at 31 December 2017, which represented the balances of the coupons issued and sold to the customers by the Group. Those coupons are recorded as liabilities when sold and released as revenue when redeemed by the customers in exchange for products of the Group, or recognised as other gains and losses after all contractual and constructive obligations of the Group have been discharged after taking into account an additional grace period granted to customers after expiry. Other than coupon liabilities, the remaining balance of deposit from customers primarily represented the prepayment received from corporates for bulk purchases and deposits from individuals for made-to-order products.

27. AMOUNTS DUE TO RELATED COMPANIES

- (a) In addition to information disclosed elsewhere in the consolidated financial statements, the relationships between the Group and its related parties are as follows:

與本公司之關係 Relationship with the Company
--

由董事洪敦清先生控制之公司 A company controlled by a director, Mr. Dun-Ching Hung
由董事卓啟明先生及其家族控制之公司 A company controlled by a director, Mr. Chi-Ming Chou and his family
由董事洪敦清先生及其家族控制之公司 A company controlled by a director, Mr. Dun-Ching Hung and his family
由董事許鴻森先生及其家族控制之公司 A company controlled by a director, Mr. Hung-Sen Hsu and his family
由本公司持有25%股份之公司 A company 25% shares owned by the Company

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27. 應付關連公司款項(續)

- (a) 除於綜合財務報表其他地方所披露之資料外，本集團與其關連公司之關係如下：(續)

附註：美馨及同燦自二零一七年六月三日起不再為本集團之關連人士。美馨自二零一七年十一月十七日（洪敦清先生獲委任為本集團董事時）起成為本集團關連人士。由於洪敦清先生出售其於同燦之所有權益，同燦不再為關連人士。

於二零一七年三月，本集團向一名獨立第三方 Marubeni (Shanghai) Co., Ltd 出售於阿露瑪咖啡的全部權益。

- (b) 於報告期末，本集團與各關連人士之未償還結餘如下：

27. AMOUNTS DUE TO RELATED COMPANIES (Continued)

- (a) In addition to information disclosed elsewhere in the consolidated financial statements, the relationships between the Group and its related parties are as follows: (Continued)

Note: Meixin and Tongcan ceased to be related parties of the Group since 3 June 2017. Meixin became the related parties of the Group since 17 November 2017 when Mr. Dun-Ching Hung was appointed the director of the Group. Tongcan was no longer the related parties as Mr. Dun-Ching Hung disposed of all interests in Tongcan.

In March 2017, the Group disposed of all interests in Aroma Coffee to Marubeni (Shanghai) Co., Ltd., an independent third party.

- (b) As at the end of the reporting period, the Group has outstanding balances with the related parties as follows:

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
美馨	Meixin	310	–
吳江尚浦	Wujiang Shangpu	925	1,588
阿露瑪咖啡	Aroma Coffee	–	772
上海鴻達	Shanghai HongDa	1,303	1,284
		2,538	3,644

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27. 應付關連公司款項(續)

- (b) 於報告期末，本集團與各關連人士之未償還結餘如下：(續)

結餘為貿易性質，信貸期介乎45天至60天之間。以下為於各報告期末應付關連公司款項之賬齡分析。

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
賬齡	Age		
0至45天	0 to 45 days	2,333	3,631
46至60天	46 to 60 days	21	2
61至90天	61 to 90 days	3	–
91至180天	91 to 180 days	3	–
超過180天	Over 180 days	178	11
總計	Total	2,538	3,644

28. 遞延收入

根據當地政府之通知，本集團一間全資附屬公司於二零一零年四月獲授補助約人民幣6,245,000元以補償其因廠房拆遷而蒙受之開支及損失。補助中與補償營運中斷及舊廠房裝修成本有關之金額約人民幣1,342,000元已於拆遷後在截至二零一一年十二月三十一日止年度之損益中確認。餘額人民幣4,903,000元已遞延，並將於有關資產可使用年期內在損益中確認。約人民幣468,000元已於截至二零一七年十二月三十一日止年度計入損益(二零一六年：人民幣468,000元)。

27. AMOUNTS DUE TO RELATED COMPANIES (Continued)

- (b) As at the end of the reporting period, the Group has outstanding balances with the related parties as follows: (Continued)

The balances are trade in nature with a credit term ranging from 45 days to 60 days. The following is an aging analysis of amounts due to related companies at the end of each reporting period.

28. DEFERRED INCOME

Pursuant to a notice from the local government, a wholly-owned subsidiary of the Group was granted a subsidy of approximately RMB6,245,000 in April 2010 in order to compensate for the expenditures and losses arising from the dismantlement and relocation of the plant. Approximately RMB1,342,000 of the subsidy that relates to the compensation of suspension of operation and decoration cost of the old plant was recognised in profit or loss during the year ended 31 December 2011 upon dismantlement and relocation. The remaining RMB4,903,000 has been deferred and would be recognised in profits or loss over the useful lives of the relevant assets. Approximately RMB468,000 (2016: RMB468,000) has been released to profit or loss during the year ended 31 December 2017.

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29. 股本

		股份數目 二零一七年及 二零一六年 Number of shares 2017 & 2016 千股 '000
法定 年初及年末0.00001 港元	<i>Authorised</i> At beginning and end of year at HK\$0.00001	10,000,000

29. SHARE CAPITAL

		股份數目 二零一七年及 二零一六年 Number of shares 2017 & 2016	股本 二零一七年及 二零一六年 Share capital 2017 & 2016 人民幣千元 RMB'000
已發行及繳足 年初及年末每股面值0.00001 港元	<i>Issued and fully paid</i> At beginning and end of year at HK\$0.00001 each	1,010,188,000	8

30. 商譽

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
成本 年初及年末	COST At the beginning and end of the year	20,147	20,147
減值 年初	IMPAIRMENT At the beginning of the year	(20,147)	(5,309)
於年內確認的減值虧損	Impairment loss recognised in the year	-	(14,838)
年末	At the end of the year	(20,147)	(20,147)
賬面值	CARRYING VALUES	-	-

該等款項指來自收購杭州丹比100%權益，即杭州丹比於過往年度之現金產生單位之商譽。於二零一六年十二月三十一日，杭州丹比現金產生單位之可收回金額估計低於杭州丹比現金產生單位之賬面金額，故於當年確認商譽減值人民幣14,838,000元。於二零一七年十二月三十一日商譽賬面值為零(二零一六年：零)。

The amount represents the goodwill arose from the acquisition of 100% interest in Hangzhou Danbi, the Hangzhou Danbi CGU in prior year. As at 31 December 2016, the recoverable amount of the Hangzhou Danbi CGU was assessed to be lower than the carrying amount of the Hangzhou Danbi CGU, and an impairment of goodwill of RMB14,838,000 was recognized. The carrying amount of the goodwill was nil as at 31 December 2017 (2016: Nil).

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31. 以股份為基礎之付款交易

如本公司日期為二零一二年二月十日之招股章程所詳述，首次公開發售前購股權計劃（「購股權計劃」）獲本公司股東 Christine Princess Co. (PTC) Ltd.（「Christine Princess」）於二零一一年十二月二十七日批准及採納。授出該等計劃旨在確認及認可若干僱員之貢獻，並激勵彼等於未來向本集團作出貢獻。購股權計劃涉及 Christine Princess 將所持本公司之現有股份轉讓予購股權計劃之合資格參與者。

a) 購股權計劃

同日，可認購 Christine Princess 所持合共 17,003,200 股本公司現有股份之購股權根據購股權計劃授予合資格僱員。根據購股權計劃所授出購股權之歸屬期為自授出有關購股權授出當日起計為期五年，在此期間，向承授人授出之購股權將於授出日期第二個、第三個、第四個及第五個週年日各歸屬 25%，並可於各週年日期起計一年內行使。

於授出日期採用二項式模型釐定之股份及購股權公平值為 14,039,000 港元（相等於人民幣 11,428,000 元）。

31. SHARE-BASED PAYMENT TRANSACTIONS

As detailed in prospectus of the Company dated 10 February 2012, a pre-IPO share option scheme (the “Share Option Scheme”) were approved and adopted by Christine Princess Co. (PTC) Ltd. (“Christine Princess”), a shareholder of the Company, on 27 December 2011. The schemes have been granted to recognise and acknowledge the contribution of certain employees and to encourage their future contribution to the Group. Share Option Scheme would involve the transfer of existing shares held by Christine Princess in the Company to eligible participants under the Share Option Scheme.

a) Share Option Scheme

On the same date, options to subscribe for an aggregate of 17,003,200 existing shares of the Company held by Christine Princess were granted to the eligible employees under the Share Option Scheme. The options subject to the Share Option Scheme are subject to a vesting period of five years commencing from the date of grant of such options during which 25% of the options granted to a grantee will vest on each of the second, third, fourth and fifth anniversary of the date of grant and be exercisable within one year from such anniversary.

The fair values of the shares and options determined at the date of grant using the Binomial model were HK\$14,039,000 (equivalent to RMB11,428,000).

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31. 以股份為基礎之付款交易(續)

a) 購股權計劃(續)

下表列示本集團僱員所持本公司購股權變動：

		購股權數目 Number of share options	
		千股 '000	
		二零一七年 2017	二零一六年 2016
於一月一日尚未行使	Outstanding as at 1 January	4,181	7,352
年內沒收	Forfeited during the year	(2,214)	(3,171)
總計	Total	1,967	4,181

用於計算購股權公平值之假設如下：

	購股權類別 Option type		
	二零一二年 B類 2012B	二零一二年 C類 2012C	二零一二年 D類 2012D
授出日期之股價	1.60 港元	1.60 港元	1.60 港元
Grant date share price	HK\$1.60	HK\$1.60	HK\$1.60
行使價	0.80 港元	0.80 港元	0.80 港元
Exercise price	HK\$0.80	HK\$0.80	HK\$0.80
購股權年期	3 年	4 年	5 年
Option life	3 years	4 years	5 years

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

a) Share Option Scheme (Continued)

The table below discloses the movement of the Company's share options held by the Group's employees:

The following assumptions were used to calculate the fair value of share options:

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31. 以股份為基礎之付款交易(續)

a) 購股權計劃(續)

下表披露僱員於年內所持本公司購股權之變動。

		購股權數目 Number of options				
		於二零一七年 一月一日 尚未行使 Outstanding as at 1/1/2017	年內 授出 Granted during the year	年內 行使 Exercised during the year	年內 沒收 Forfeited during the year	於二零一七年 十二月三十一日 尚未行使 Outstanding as at 31/12/2017
購股權類別:	Option Type:					
二零一二年C類	2012C	2,090,379	-	-	2,090,379	-
二零一二年D類	2012D	2,090,379	-	-	123,747	1,966,632
		4,180,758	-	-	2,214,126	1,966,632
於年末行使	Exercisable at the end of the year					1,966,632
加權平均行使價(港元)	Weighted average exercise price (HK\$)	0.8	不適用 N/A	不適用 N/A	0.8	0.8

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

a) Share Option Scheme (Continued)

The following table discloses movements of the Company's share options held by employees during the year.

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31. 以股份為基礎之付款交易(續)

a) 購股權計劃(續)

下表披露僱員於去年所持本公司購股權之變動。

		購股權數目 Number of options					
		於 二零一六年 一月一日 尚未行使 Outstanding as at 1/1/2016	年內授出 Granted during the year	年內行使 Exercised during the year	年內沒收 Forfeited during the year	於 二零一六年 十二月三十一日 尚未行使 Outstanding as at 31/12/2016	
購股權類別:	Option Type:						
二零一二年B類	2012B	2,450,698	-	-	2,450,698	-	
二零一二年C類	2012C	2,450,698	-	-	360,319	2,090,379	
二零一二年D類	2012D	2,450,698	-	-	360,319	2,090,379	
		7,352,094	-	-	3,171,336	4,180,758	
於年末行使	Exercisable at the end of the year					2,090,379	
加權平均行使價(港元)	Weighted average exercise price (HK\$)	0.8	不適用 N/A	不適用 N/A	0.8	0.8	

截至二零一七年十二月三十一日止年度，本集團已就所授購股權確認開支總額人民幣13,000元(二零一六年：人民幣336,000元)。

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

a) Share Option Scheme (Continued)

The following table discloses movements of the Company's share options held by employees during prior year.

		購股權數目 Number of options					
		於 二零一六年 一月一日 尚未行使 Outstanding as at 1/1/2016	年內授出 Granted during the year	年內行使 Exercised during the year	年內沒收 Forfeited during the year	於 二零一六年 十二月三十一日 尚未行使 Outstanding as at 31/12/2016	
購股權類別:	Option Type:						
二零一二年B類	2012B	2,450,698	-	-	2,450,698	-	
二零一二年C類	2012C	2,450,698	-	-	360,319	2,090,379	
二零一二年D類	2012D	2,450,698	-	-	360,319	2,090,379	
		7,352,094	-	-	3,171,336	4,180,758	
於年末行使	Exercisable at the end of the year					2,090,379	
加權平均行使價(港元)	Weighted average exercise price (HK\$)	0.8	不適用 N/A	不適用 N/A	0.8	0.8	

The Group recognised the total expenses of RMB13,000 for the year ended 31 December 2017 (2016: RMB336,000) in relation to share options granted.

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32. 經營租賃承擔

本集團作為承租人

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
年內根據經營租賃就租賃 零售門店支付之最低租賃付款	Minimum lease payments made in respect of rented retail outlets under operating leases during the year	137,534	147,700
或然租金	Contingent rentals	746	674
		138,280	148,374

若干門店之經營租金按最低保證租金或按銷售額計算之租金中之較高者釐定。於報告期末，本集團根據不可撤銷經營租賃須於以下期限內就租賃零售門店支付之未來最低租賃付款如下：

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
一年內	Within one year	61,199	37,954
第二至第五年(包括首尾兩年)	In the second to fifth year inclusive	122,294	83,062
五年以後	After five years	3,428	8,528
		186,921	129,544

上述租賃承擔僅指基本租金，並不包括就本集團租賃若干零售門店應付之或然租金。一般而言，該等或然租金採用預定比率參考相關門店之營業額計算。預先估計有關應付或然租金金額並不切實可行。

32. OPERATING LEASE

The Group as lessee

The operating lease rentals of certain retail outlets are determined based on the higher of a minimum guaranteed rental or a rate based on sales. At the end of the reporting period, the Group was committed to make the following future minimum lease payments in respect of rented retail outlets under non-cancellable operating leases which fall due as follows:

The above lease commitments represent basic rents only and do not include contingent rents payable in respect of certain retail outlets leased by the Group. In general, these contingent rents are calculated with reference to the turnover of relevant outlets using pre-determined rate. It is not practicable to estimate in advance the amount of such contingent rent payable.

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32. 經營租賃承擔(續)

本集團作為出租人

年內，本集團與一品軒訂立分租安排(附註37(a))所賺取之租金收入為人民幣771,000元(二零一六年：人民幣1,080,000元)。

於報告期末，本集團已與租客就下列未來最低租賃付款訂約：

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
一年內	Within one year	-	771

33. 承擔及或然負債

已訂約但未於綜合財務報表就
有關收購物業、廠房及
設備撥備之資本開支

Capital expenditure contracted for but not
provided in the consolidated financial statements
in respect of the acquisition of property,
plant and equipment

二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
10,459	14,108

於報告期末，本集團並無重大或然負債。

34. 退休福利計劃

中國附屬公司之僱員均為中國政府運作之國家管理退休福利計劃成員。中國附屬公司須按其薪金成本之指定百分比向退休福利計劃作出供款，以為相關福利提供資金。本集團對退休福利計劃之唯一責任即為作出指定之供款。於二零一七年十二月三十一日，尚未繳付之應付退休福利計劃供款為人民幣2,273,000元(二零一六年：人民幣2,559,000元)。

32. OPERATING LEASE (Continued)

The Group as lessor

Rental income earned by the Group from sub-lease arrangement with Yi Pin Xuan (Note 37(a)) during the year was RMB771,000 (2016: RMB1,080,000).

At the end of the reporting period, the Group had contracted with tenant for the following future minimum lease payments:

33. COMMITMENTS AND CONTINGENCIES

The Group had no significant contingent liabilities at the end of the reporting period.

34. RETIREMENT BENEFIT SCHEMES

Employees of the PRC subsidiaries are members of a state-managed retirement benefit scheme operated by the PRC government. The PRC subsidiaries are required to contribute a specified percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions. As at 31 December 2017, the outstanding payable for retirement benefit scheme contributions amounted to RMB2,273,000 (2016: RMB2,559,000).

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35. 資本風險管理

本集團管理其資本以確保本集團旗下各實體將可持續經營，而股東亦可透過優化債務及權益結餘取得最大回報。自去年起，本集團之整體策略概無變動。本集團之資本架構包括債務及本公司擁有人應佔權益(包括已發行股本、儲備及保留盈利)。

本集團管理層會及時審閱資本架構。作為審閱其中一部份，管理層考慮資本成本及有關各類資本之風險。本集團管理層將通過派付股息、發行新股及發行債券(倘需要)平衡其整體資本架構。

36. 金融工具

(a) 金融工具類別

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
金融資產	Financial assets		
貸款及應收款項(包括現金及現金等價物)	Loans and receivables (including cash and cash equivalents)	435,185	548,849
可供出售金融資產	Available-for-sale financial assets	–	35,000
金融負債	Financial liabilities		
攤銷成本	Amortised cost	87,496	92,257

35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year. The capital structure of the Group consists of debt and equity attributable to owners of the Company, comprising issued share capital, reserves and retained earnings.

The Group's management reviews the capital structure on a timely basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. The Group's management will balance its overall capital structure through payment of dividend, new share issues and the issue of debt if necessary.

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

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36. 金融工具(續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括貿易及其他應收款項、租金按金、銀行結餘及現金、受限制銀行存款、可供出售金融資產、貿易及其他應付款項及應收(應付)關連公司款項及應付股息。該等金融工具之詳情於有關附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層對該等風險進行管理及監控，以確保能夠以及時及有效之方式實施適當措施。

利率風險

本集團承擔之利率風險有限，原因為本集團並無計息金融資產／負債(銀行結餘除外)。日後利率變動將不會對本集團之業績產生重大影響，原因為本集團之浮息銀行結餘及其他金融資產均屬短期性質。因此，並無呈列利率敏感度分析。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, rental deposits, bank balances and cash, restricted bank deposits, available-for-sale financial assets, trade and other payables and amounts due from (to) related companies and dividend payables. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

The Group has limited exposure to interest rate risk because the Group has no interest-bearing financial assets/liabilities other than bank balances. The future variations in interest rates will not have a significant impact on the results of the Group, as the Group's variable-rate bank balances are all short-term in nature. Therefore, no interest rate sensitivity analysis is presented.

綜合財務報表附註

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36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

貨幣風險

本集團承擔之外匯風險主要由本集團以港元計值之銀行結餘產生。除以港元計值之銀行結餘外，集團實體於報告期末並無以外幣計值之任何其他貨幣資產或負債。

於二零一七年十二月三十一日，本集團以港元計值之銀行結餘賬面值約為人民幣40,297,000元(二零一六年：人民幣47,368,000元)。

本集團目前並無外幣對沖政策，但董事對外匯風險進行密切監控，並將於需要時考慮對沖重大外幣風險。

本敏感度分析詳述本集團對於人民幣兌港元升值及貶值5%(二零一六年：5%)的敏感度，反映管理層對於外幣匯率合理可能變動的評估。敏感度分析僅包括截至報告期末以外幣計值的尚未償還貨幣項目(假設該等項目於整個年度尚未償還)。倘人民幣兌港元升值或貶值5%(二零一六年：5%)，除稅後虧損將增加/減少人民幣2,015,000元(二零一六年：人民幣2,368,000元)。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Currency risk

The Group's exposure to foreign currency risk is arising mainly from the bank balances of the Group which are denominated in HK\$. Except for the bank balances denominated in HK\$, the group entities did not have any other monetary assets or liabilities denominated in foreign currencies as at the end of the reporting period.

The carrying amounts of the Group's bank balances that are denominated in HK\$ as at 31 December 2017 are approximately RMB40,297,000 (2016: RMB47,368,000).

The Group currently does not have a foreign currency hedging policy but the Directors monitor foreign exchange exposure by closely monitoring the foreign exchange risk profile and will consider hedging significant foreign currency exposure should the need arise.

This sensitivity analysis details the Group's sensitivity to a 5% (2016:5%) increase and decrease in RMB against HK\$ which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items as at the end of reporting period assuming they were outstanding for the entire year. There would be an increase/decrease in post-tax loss of RMB2,015,000 (2016: RMB2,368,000) where RMB strengthen/weaken 5% (2016:5%) against HK\$.

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36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險

本集團因對手方未能履行責任導致本集團產生財務虧損而承受之最高信貸風險源自綜合財務狀況表分別確認之金融資產賬面值。

本集團大部分銷售以現金或顧客預付方式進行。本集團之貿易應收款項主要為應收百貨商店及現金消費卡發行商之款項。

本集團將及時密切監控及審核百貨商店及現金消費卡發行商之信用狀況。此外，本集團之其他應收款項主要包括有輕微違約風險之租金按金。本集團會於報告期末檢討其他各項應收款項之可收回金額，以確保就不可收回金額計提足夠減值虧損。就此而言，董事認為，本集團之信貸風險得以大幅降低。綜合財務狀況表所示金額已扣除應收呆賬撥備(如有)，其乃由本集團管理層根據過往經驗及彼等對當時經濟環境之評估估計得出。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Most of the Group's sales are conducted in cash or prepaid by the customers. The Group's trade receivables are primarily due from department stores and cash consumer card issuers.

The Group will closely monitor and review the credit conditions of the department stores and cash consumer card issuers on a timely basis. In addition, the Group's other receivables primarily consist of rental deposits which have a low risk of default. The Group reviews the recoverable amount of each individual other receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced. The amounts presented in the consolidated statement of financial position are net of allowances for doubtful receivables, if any, estimated by the Group's management based on prior experience and their assessment of the current economic environment.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

就本集團其他金融資產及銀行結餘產生之信貸風險而言，由於交易對手均為位於中國之國有銀行，因此本集團面臨因交易對手違約之信貸風險有限。

本集團存放於多家銀行之流動資金有集中信貸風險。然而，銀行結餘之信貸風險有限，原因為大部份交易對手為信譽良好及／或具良好信貸評級之銀行。

本集團並無其他重大信貸風險集中情況，信貸風險分散於多名交易對手及顧客。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

With respect to credit risk arising from the other financial assets and bank balances of the Group, the Group's exposure to credit risk arising from the default of counterparties is limited as the counterparties are state-owned banks located in the PRC.

The Group has concentration of credit risk on liquid funds which are deposited with several banks. However, the credit risk on bank balances is limited because the majority of the counterparties are banks with good reputation and/or good credit rating.

The Group has no other significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險

董事會肩負管理流動資金風險之最終責任，而董事會已建立一個合適之流動資金風險管理框架，用以管理本集團短期、中期及長期資金及流動資金管理需求。本集團透過保持充足之儲備、銀行信貸以及持續對預測及實際現金流量進行監察，藉以管理流動資金風險。

截至二零一七年十二月三十一日，本集團之流動負債淨額為人民幣37,291,000元。考慮到本集團之提貨券負債的歷史結算及增加模式及內部財務資源，本集團自報告期末起於未來至少12個月內擁有足夠的營運資金，董事認為流動資金風險顯著降低，本集團能夠繼續持續經營。

流動資金及利息風險表

下表詳列本集團於報告期末其非衍生金融負債之餘下合約到期日。下表根據本集團可能須還款之最早日期所計算之金融負債未貼現現金流量編製。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities, and by continuously monitoring forecast and actual cash flows.

As at 31 December 2017, the Group has net current liabilities of RMB37,291,000. Taking into account of the historical settlement and addition pattern of the coupon liabilities and the financial resources of the Group, the Group has sufficient working capital for at least the next 12 months commencing from the end of the reporting period, the Directors consider the liquidity risk is significantly reduced and the Group is able to be continued as a going concern.

Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities at the end of the reporting period. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金及利息風險表(續)

		加權平均 實際利率 Weighted average effective interest rate %	按要求或 少於1個月 On demand or less than 1 month 人民幣千元 RMB'000	未貼現 現金流總額 Total undiscounted cash flows 人民幣千元 RMB'000	賬面值 Carrying amount 人民幣千元 RMB'000
於二零一七年 十二月三十一日	31 December 2017				
非衍生金融負債	Non-derivative financial liabilities				
貿易及其他應付款項	Trade and other payables	N/A不適用	80,250	80,250	80,250
應付關連公司款項	Amount due to related companies	N/A不適用	2,538	2,538	2,538
應付股息	Dividend payable	N/A不適用	4,708	4,708	4,708
			87,496	87,496	87,496
於二零一六年 十二月三十一日	31 December 2016				
非衍生金融負債	Non-derivative financial liabilities				
貿易及其他應付款項	Trade and other payables	N/A不適用	83,905	83,905	83,905
應付關連公司款項	Amount due to related companies	N/A不適用	3,644	3,644	3,644
應付股息	Dividend payable	N/A不適用	4,708	4,708	4,708
			92,257	92,257	92,257

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity and interest risk tables (Continued)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36. 金融工具(續)

(c) 金融工具之公平值

本集團部份金融資產於各報告期末按公平值計量。下表提供有關根據公平值計量的輸入數據的可觀察程度如何釐定該等金融資產之公平值(特別是所使用的估值技巧及輸入數據)，及公平值計量所劃分之公平值級別水平(一至三級)之資料。

金融項目 Financial item	於下列日期的公平值 Fair value as at		公平值級別 Fair value hierarchy	公平值計量基準/估值技巧及主要輸入數據 Basis of fair value measurement/ valuation technique(s) and key inputs
	於二零一七年 十二月三十一日 31/12/2017 人民幣千元 RMB'000	於二零一六年 十二月三十一日 31/12/2016 人民幣千元 RMB'000		
可供出售金融資產 Available-for-sale financial assets	—	35,000	第二級 Level 2	貼現現金流量。未來現金流量乃根據投資的預期回報估計。 Discounted cash flow. Future cash flows are estimated based on expected return of the investment.

按攤銷成本列賬之金融資產及金融負債之公平值根據基於貼現現金流量分析之公認定價模式，使用當前市場可觀察交易之價格釐定。

董事認為，於綜合財務報表內按攤銷成本列賬之金融資產及金融負債賬面值與其公平值相若。

36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

The fair values of financial assets and financial liabilities at amortised cost are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair value.

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37. 關連人士交易

- (a) 於年內，除綜合財務報表別處披露交易外，本集團與關連人士曾訂立以下交易：

37. RELATED PARTY TRANSACTIONS

- (a) During the year, except as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties:

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
購買貨品及原料	Purchase of goods and materials		
— 美馨 (附註a)	— Meixin (Note a)	1,078	5,544
— 阿露瑪咖啡 (附註a)	— Aroma Coffee (Note a)	101	1,613
— 一品軒	— Yi Pin Xuan	—	101,179
— 吳江尚浦	— Wujiang Shangpu	7,208	6,999
— 同燦 (附註a)	— Tongcan (Note a)	771	1,045
— 上海鴻達	— Shanghai HongDa	5,283	2,817
		14,441	119,197
支付加工費	Processing fee paid to		
— 一品軒	— Yi Pin Xuan	14,773	—
銷售原料	Sales of materials		
— 一品軒	— Yi Pin Xuan	—	5,799
— 同燦 (附註a)	— Tongcan (Note a)	—	83
		—	5,882
銷售物業、廠房及設備	Sales of property, plant and equipment		
— 一品軒	— Yi Pin Xuan	—	9
購買物業、廠房及設備	Purchase of property, plant and equipment		
— 一品軒	— Yi Pin Xuan	5,791	—
經營租賃租金收入	Rental income from operating leases		
— 一品軒	— Yi Pin Xuan	771	1,080

綜合財務報表附註

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37. 關連人士交易(續)

(a) (續)

附註：

- (a) 與同燦之交易於二零一七年一月一日至二零一七年六月二日進行，原因為其於二零一七年六月三日不再為本集團之關連人士。與上海美馨之交易於二零一七年一月一日至二零一七年六月二日以及於二零一七年十一月十七日至二零一七年十二月三十一日進行，原因為其於二零一七年六月三日不再為本集團之關連人士及於二零一七年十一月十七日成為本集團之關連人士。與阿露瑪咖啡之交易於二零一七年一月一日至二零一七年三月三十一日進行，原因為其於二零一七年四月一日不再為本集團之關連人士。
- (b) 本集團與對手方議定價格後訂立上述關連人士交易。

(b) 主要管理人員酬金

本公司董事及本集團其他主要管理人員於年內之薪酬如下：

		二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
基本薪金、津貼及福利	Basic salaries, allowances and benefits	3,318	3,356
僱傭後福利	Post-employment benefit	61	130
以股份為基礎之付款	Share-based payments	1	53
		3,380	3,539

主要管理人員薪酬經考慮個人績效及市場趨勢後釐定。

37. RELATED PARTY TRANSACTIONS

(Continued)

(a) (Continued)

Notes:

- (a) The transaction with Tongcan was from 1 January 2017 to 2 June 2017, since it ceased to be a related party of the Group on 3 June 2017. The transaction with Meixin was from 1 January 2017 to 2 June 2017 and 17 November 2017 to 31 December 2017, since it ceased to be a related party of the Group on 3 June 2017 and it became a related party of the Group on 17 November 2017. The transaction with Aroma Coffee was from 1 January 2017 to 31 March 2017, since it ceased to be a related party of the Group on 1 April 2017.
- (b) The Group entered into the above related party transactions upon the prices agreed with the counterparties.

(b) Key management compensation

The remuneration of directors of the Company and other members of key management of the Group during the year is as follows:

	二零一七年 2017 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
The remuneration of key management is determined having regard to the performance of individuals and market trends.		

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38. 本公司主要附屬公司之詳情

於報告期末，本集團附屬公司之詳情載列如下。

附屬公司名稱 Name of subsidiary	註冊成立/ 成立/營運地點及日期 Place and date of incorporation/establishment/ operation	已發行及繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本集團應佔股權 於十二月三十一日 Attributable equity interest of the Group At 31 December		主要業務 Principal activity
			二零一七年 2017	二零一六年 2016	
			Christine BVI*	英屬處女群島 ([英屬處女群島]) 二零零八年三月十一日 British Virgin Islands ("BVI") 11 March 2008	
泰昇國際集團有限公司 Deluxe International Holdings Limited	香港 二零零八年一月十七日 Hong Kong 17 January 2008	股本1,001港元 Share capital HK\$1,001	100%	100%	投資控股 Investment holding
上海克莉絲汀 Shanghai Christine	中國外商獨資企業 ([外商獨資企業]) 一九九三年一月十九日 PRC as a wholly-owned foreign investment enterprise ("WFOE") 19 January 1993	註冊資本 12,970,000美元 Registered capital US\$12,970,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Group's subsidiaries at the end of the reporting period are set out below.

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38. 本公司主要附屬公司之詳情(續)

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY(Continued)

附屬公司名稱 Name of subsidiary	註冊成立/ 成立/營運地點及日期 Place and date of incorporation/establishment/ operation	已發行及繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本集團應佔股權 於十二月三十一日 Attributable equity interest of the Group At 31 December		主要業務 Principal activity
			二零一七年 2017	二零一六年 2016	
上海吉元德 Shanghai Ji Yuan De	中國內資企業 一九九三年十一月八日 PRC as a domestic enterprise 8 November 1993	註冊資本 人民幣107,271,216元 Registered capital RMB107,271,216	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海克莉絲汀甜蜜藝術 食品有限公司 Shanghai Sweet Art Foodstuff Co., Ltd.	中國內資企業 二零零六年六月六日 PRC as a domestic enterprise 6 June 2006	註冊資本 人民幣5,000,000元 Registered capital RMB5,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
南京克莉絲汀 Nanjing Christine	中國中外合資企業 二零零二年七月十八日 PRC as a sino foreign equity joint venture enterprise 18 July 2002	註冊資本 54,800,000美元 Registered capital US\$54,800,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海雙紅麵包 Shanghai Shuang Hong Bakery	中國外商獨資企業 一九九八年三月十八日 PRC as a WOFE 18 March 1998	註冊資本 人民幣30,000,000元 Registered capital RMB30,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
杭州丹比 Hangzhou Danbi	中國內資企業 一九九八年五月十九日 PRC as a domestic enterprise 19 May 1998	註冊資本 1,406,000美元 Registered capital US\$1,406,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

38. 本公司主要附屬公司之詳情(續)

附屬公司名稱 Name of subsidiary	註冊成立/ 成立/營運地點及日期 Place and date of incorporation/establishment/ operation	已發行及繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本集團應佔股權 於十二月三十一日 Attributable equity interest of the Group At 31 December		主要業務 Principal activity
			二零一七年 2017	二零一六年 2016	
上海可莉食品有限公司 Shanghai Keli Foodstuff Co., Ltd.	中國內資企業 二零一零年三月三日 PRC as a domestic enterprise 3 March 2010	註冊資本 人民幣100,000元 Registered capital RMB100,000	100%	100%	銷售烘焙產品 Selling bakery products
金達國際貿易有限公司 Jinda International Trade Co., Ltd.	香港 二零零三年十一月四日 Hong Kong 04 November 2003	股本 100,000港元 Share capital HK\$100,000	100%	100%	投資控股 Investment holding
杭州克莉絲汀食品有限公司 Hangzhou Christine Foodstuff Co., Ltd.	中國外商獨資企業 二零零三年十一月十七日 PRC as a WOFE 17 November 2003	註冊資本 20,000,000美元 Registered capital US\$20,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
寧波克莉絲汀食品有限公司 Ningbo Christine Foodstuff Co., Ltd.	中國外商獨資企業 二零一四年三月十九日 PRC as a WOFE 19 March 2014	註冊資本 人民幣25,000,000元 Registered capital RMB25,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
南京克莉絲汀餐飲 管理有限公司 Nanjing Christine Catering Management Co., Ltd.	中國外商獨資企業 二零一五年十月二十日 PRC as a WOFE 20 October 2015	註冊資本 人民幣5,000,000元 Registered capital RMB5,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海帝球餐飲管理有限公司 Diqu Coffee Catering Management Co., Ltd.	中國外商獨資企業 二零一五年八月二十七日 PRC as a WOFE 27 August 2015	註冊資本 人民幣2,000,000元 Registered capital RMB2,000,000	100%	100%	生產及銷售烘焙產品及咖啡 Producing and selling bakery products and coffee

* 由本公司直接持有

概無附屬公司於年內或年末已發行任何債務證券。

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY(Continued)

附屬公司名稱 Name of subsidiary	註冊成立/ 成立/營運地點及日期 Place and date of incorporation/establishment/ operation	已發行及繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本集團應佔股權 於十二月三十一日 Attributable equity interest of the Group At 31 December		主要業務 Principal activity
			二零一七年 2017	二零一六年 2016	
上海可莉食品有限公司 Shanghai Keli Foodstuff Co., Ltd.	中國內資企業 二零一零年三月三日 PRC as a domestic enterprise 3 March 2010	註冊資本 人民幣100,000元 Registered capital RMB100,000	100%	100%	銷售烘焙產品 Selling bakery products
金達國際貿易有限公司 Jinda International Trade Co., Ltd.	香港 二零零三年十一月四日 Hong Kong 04 November 2003	股本 100,000港元 Share capital HK\$100,000	100%	100%	投資控股 Investment holding
杭州克莉絲汀食品有限公司 Hangzhou Christine Foodstuff Co., Ltd.	中國外商獨資企業 二零零三年十一月十七日 PRC as a WOFE 17 November 2003	註冊資本 20,000,000美元 Registered capital US\$20,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
寧波克莉絲汀食品有限公司 Ningbo Christine Foodstuff Co., Ltd.	中國外商獨資企業 二零一四年三月十九日 PRC as a WOFE 19 March 2014	註冊資本 人民幣25,000,000元 Registered capital RMB25,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
南京克莉絲汀餐飲 管理有限公司 Nanjing Christine Catering Management Co., Ltd.	中國外商獨資企業 二零一五年十月二十日 PRC as a WOFE 20 October 2015	註冊資本 人民幣5,000,000元 Registered capital RMB5,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海帝球餐飲管理有限公司 Diqu Coffee Catering Management Co., Ltd.	中國外商獨資企業 二零一五年八月二十七日 PRC as a WOFE 27 August 2015	註冊資本 人民幣2,000,000元 Registered capital RMB2,000,000	100%	100%	生產及銷售烘焙產品及咖啡 Producing and selling bakery products and coffee

* Directly held by the Company

None of the subsidiaries had issued any debt securities during the year or at the end of the year.

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截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

39. 有關本公司財務狀況之資料

39. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		二零一七年 十二月三十一日 31/12/2017 人民幣千元 RMB'000	二零一六年 十二月三十一日 31/12/2016 人民幣千元 RMB'000
非流動資產	Non-current asset		
於附屬公司之權益	Interest in subsidiaries	187,179	185,516
流動資產	Current asset		
銀行結餘及現金	Bank balances and cash	54,453	61,839
流動負債	Current liabilities		
應付股息	Dividend payable	4,708	4,708
其他流動負債	Other current liabilities	829	829
		5,537	5,537
流動資產淨額	Net current assets	48,916	56,302
總資產減流動負債	Total assets less current liabilities	236,095	241,818
資本及儲備	Capital and reserves		
股本	Share capital	8	8
儲備	Reserves	236,087	241,810
本公司擁有人應佔總權益	Total equity attributable to owners of the Company	236,095	241,818

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一七年十二月三十一日止年度 For the year ended 31 December 2017

39. 有關本公司財務狀況之資料(續)

儲備變動：

		儲備 Reserves 人民幣千元 RMB'000
於二零一六年一月一日之結餘	Balance at 1 January 2016	240,597
年內溢利及全面收入總額	Profit and total comprehensive income for the year	1,213
於二零一六年十二月三十一日之結餘	Balance at 31 December 2016	241,810
於二零一七年一月一日之結餘	Balance at 1 January 2017	241,810
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	(5,723)
於二零一七年十二月三十一日之結餘	Balance at 31 December 2017	236,087

40. 比較數字

本集團已重新分類若干比較數字以與本年度呈列一致，而董事認為可更好地呈列綜合財務報表。

39. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Movement in reserves:

40. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation, which in the opinion of the directors, provides for better presentation to the consolidated financial statements.

財務概要

FINANCIAL SUMMARY

		截至十二月三十一日止年度				
		Year ended 31 December				
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		2013	2014	2015	2016	2017
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
業績	Results					
收益	Revenue	1,379,767	1,253,110	1,061,750	925,705	805,046
除稅前虧損	Loss before taxation	(21,605)	(135,960)	(146,051)	(118,799)	(125,446)
所得稅開支	Income tax expense	(15,810)	(14,825)	(2,300)	(2,411)	(3,208)
年內虧損及 全面開支總額	Loss and total comprehensive expense for the year	(37,415)	(150,785)	(148,351)	(121,210)	(128,654)
以下人士應佔： 本公司擁有人	Attributable to: Owners of the Company	(37,415)	(150,785)	(148,351)	(121,210)	(128,654)
		於十二月三十一日				
		As at 31 December				
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		2013	2014	2015	2016	2017
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
資產及負債	Assets and liabilities					
總資產	Total assets	1,853,005	1,538,138	1,435,797	1,310,145	1,077,477
總負債	Total liabilities	776,258	610,277	655,351	650,573	546,546
		1,076,747	927,861	780,446	659,572	530,931
本公司擁有人應佔權益	Equity attributable to owners of the Company	1,076,747	927,861	780,446	659,572	530,931




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