



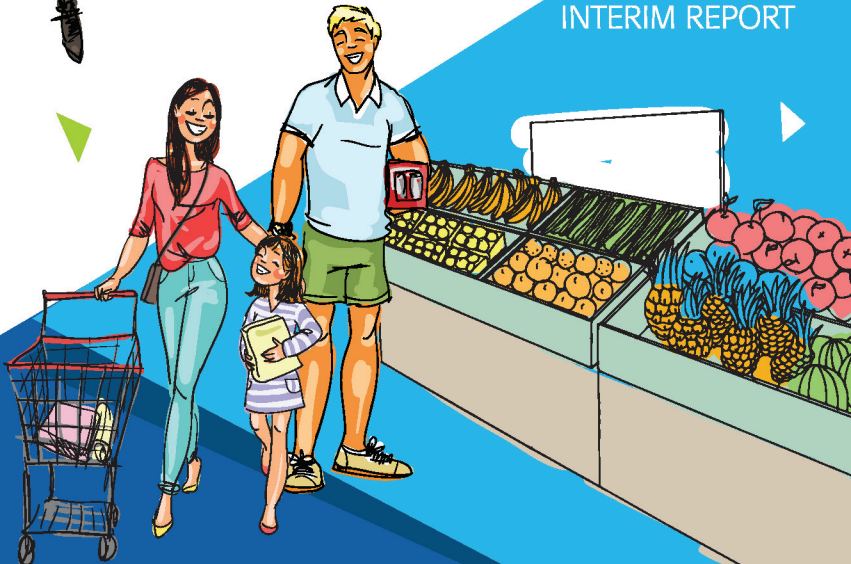
# 佳華百貨控股有限公司 JIAHUA STORES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)  
(Stock Code 股份代號: 00602)



## 2018

中期報告  
INTERIM REPORT



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# Corporate Information 公司資料

## STOCK CODE

00602

## REGISTERED OFFICE

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

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 715, 7th Floor  
Ocean Centre, Harbour City  
5 Canton Road  
Tsimshatsui  
Kowloon  
Hong Kong

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

4/F  
Jiahua Ming Yuan  
Xinhu Road  
Baoan Central District  
Shenzhen  
The PRC

## COMPANY'S WEBSITE

[www.szbj.hk](http://www.szbj.hk)

## AUDITOR

BDO Limited  
Certified Public Accountants  
25th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

## AUTHORISED REPRESENTATIVES

Mr. Zhuang Lu Kun  
Mr. Ho Yuet Lee, Leo

## 股份代號

00602

## 註冊辦事處

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

## 香港總辦事處及 主要營業地點

香港  
九龍  
尖沙咀  
廣東道5號  
海港城海洋中心  
7樓715室

## 中國總辦事處及 主要營業地點

中國  
深圳市  
寶安中心區  
新湖路  
佳華名苑  
4樓

## 公司網站

[www.szbj.hk](http://www.szbj.hk)

## 核數師

香港立信德豪會計師  
事務所有限公司  
執業會計師  
香港  
中環干諾道中111號  
永安中心  
25樓

## 授權代表

莊陸坤先生  
何悅利先生

## LEGAL ADVISERS TO THE COMPANY

### ***As to Hong Kong law***

Woo Kwan Lee & Lo  
26th Floor, Jardine House  
1 Connaught Place  
Central  
Hong Kong

### ***As to Cayman Islands law***

Conyers Dill & Pearman  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### ***As to PRC law***

Guangdong Pinfang Law Firm  
Room 412-415  
Huaye Building Longjin Road  
Baoan Second District  
Shenzhen  
The PRC

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

## 公司法律顧問

### **香港法律**

胡關李羅律師行  
香港  
中環  
康樂廣場1號  
怡和大廈26樓

### **開曼群島法律**

Conyers Dill & Pearman  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### **中國法律**

廣東品方律師事務所  
中國  
深圳市  
寶安二區  
龍井路華業大廈  
412-415室

## 主要股份過戶登記處

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

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

# Chairman's Statement

## 董事長報告

Dear Shareholders,

Traditional retailers performed poorly due to attack from e-commerce operators last year. China traditional retailers underwent successive closure of stores. New retail generation highlighted division, personalization, quality and targeted on the youth. These characteristics pushed retail industry from product-oriented to customer-oriented, resulting in enhancement of supply chain, distribution method, sales channel and customer service.

Stepping into year 2018, the emerging retail format was fast growing. Traditional retailers actively developed sales channel to keep its growing pace. The new techniques of Big Data, artificial intelligence and mobile internet, and the improvement of logistic system, integrated the supermarket and concessionaire stores with e-commerce platform to produce new industry operators which focused more on customers' experience.

The development of retail industry in the first half of 2018 was growing stably. Operating efficiency improved and innovation transformation accelerated. Integration of different perspectives led to appearance of new retail format and scene. There were three major operating characteristics. The stable growth retailer relied mainly on domestic demand. The synergy retailer employed e-commerce to expand its network. The efficient retailer kept up with operation efficiency to get sustainable result. Retailers put forward consumption enhancement by providing quality products and service, and developed integration of different technologies to differentiate customers, and to create new shopping environment, enjoyable experience, smart retailing and green recycling retailing.

尊敬的各位股東：

去年，傳統零售業表現低迷，電子商務正在對傳統零售管道圍堵追截，中國實體零售業經歷了關店潮。新時代零售標榜碎片化、個性化、品質化、年輕化成為主流的消費特徵，這些因素也推動著零售業從以商品為中心逐漸轉向以消費者為中心的觀念，供應鏈管理、物流形式、行銷方法、顧客服務也隨之升級。

踏入2018年，新興零售業態保持快速增長，傳統零售企業積極拓展銷售管道，保持良好增長態勢。在大數據、人工智能和移動互聯網等新技術推動以及日益完善的物流配送體系支撐下，超級市場、專賣店等傳統零售業態與電商平台相互融合，市場上不斷湧現出更注重消費者體驗的新業態。

2018年上半年國內零售業發展，從銷售資料來看保持平穩增長，經營效益繼續轉好，創新轉型步伐加快，跨界融合不斷深化，新業態和新場景不斷湧現。零售業呈現三個經營特點：(1)市場規模平穩增長型，由國內需求帶動。(2)零售業態協同發展型。便利店、超市、大型超市和百貨店等業態銷售額增速相對上年同期加快，典型零售企業通過電子商務銷售額增速加快。(3)以持續經營效益方針型的零售商仍持續向好。零售企業主動適應消費升級，著力提高供品質和效益，發展品質零售，通過轉方式、提品質、優服務回歸零售本質。發展跨界零售，針對不同消費群體創造新奇場景、豐富商品內容、增強購物體驗。發展智慧零售，提升購物體驗。發展綠色零售，助推循環發展。

In the first half year, growth rate of Guangdong social consumable goods slowed down. It was still leading over the country composing 10.7% with a bit lower than the average. Commodity sales increased faster than the catering area, while the proportion among city and rural area remained stable with increasing trend from rural area. Recent year, Guangdong implemented strategic plan to remove poverty and stimulate local economy. This increased rural residents' income and spending power over city area. Sales of daily necessities and office supplies went up. Holiday bargain sales increased as well, including drink, cigarette and alcohol, cosmetic and stationary. But there is a cut down trend for luxury products including jewelry, living and travelling, and automobile spending etc.

In 2018, China's retail market was running well as a result of stable economic condition and upgrade spending. From the demand side, apparel brand name expanded outlets, "healthy and experience" were still the dominant topics. The online and offline merge will be another force in 2018. From the supply side, China is the leading country in the world on establishment of shopping mall. Increase in city demand will overcome the production glut problem. The landlord will put more concern on the adverse effect on oversupply, customization, and unhealthy competition etc.

上半年，廣東實現社會消費品增速穩中放緩，零售總額繼續領先國內其他省份，總量佔全國社會消費品零售總額的10.7%，同比增幅比全國平均水平略低。商品零售增速明顯快於餐飲消費，城鄉市場發展更趨協調，鄉村市場佔比提高。近年來，廣東大力推進脫貧和實施鄉村振興戰略，農村居民收入穩步提升，且增速快於城鎮，促農村居民消費潛力持續釋放。部分生活用品及辦公用品零售保持較快增長。受大型電商加大節日促銷及部分商品消費升級影響，飲料類、煙酒類、化妝品類和文化辦公用品類保持較快增長，增速同比加快。金銀珠寶類商品消費持續低迷，住宿出行類消費及汽車類消費增速放緩。

2018年中國零售市場將在整體經濟穩定和消費升級的基礎上持續向好。從需求來看，以服裝服飾為主的國內品牌拓店意願增強，「健康」和「體驗」仍將是生活方式類消費的主要訴求，推動線上電商向線下進行管道融合，將是2018年商鋪需求的一股新勢力。從供應來看，儘管中國仍是全球建設購物中心最為活躍的國家，更多的城市零售市場將迎來供需平衡調整期，供應過剩的風險將逐步減弱。與此同時，商場及店鋪業主對於防範供應過剩、商場同質化、不良性競爭等方面的意識不斷增強。

On the contrary, there were commencements of approximately 230 new shopping malls in China during first half of 2018, being record high among five years period. New gross floor area reached approximately 18.0 million meter square with increasing trend. On one side, living standard and spending habit have been changed towards multi-purpose shopping centre with one stop leisure and sociable activities including theatre, amusement park, cinema and pet house etc. On the other side, rapid economic growth forced rental expenses going up. Sub-urban or remote area will have cost and culture rich advantage to establish large scale retail complex.

The Group maintained the stable performance as last year by making continuous renovation and improvement in our stores to give customers a fresh look. In the meantime, we have broadened our investment scope to derive more investment income. The Group will further consolidate our resources to achieve our strategy "consolidating growth vitality, reaching new horizons". By these, we hope to increase our competitive strength to overcome the new challenge from new operating environment and competitors and to get potential gains from the changing retailing industry.

另外，2018年上半年全國新開業的購物中心數量約230幢，創下了近五年來上半年同期最高紀錄。新增商業建築面積約1,800萬平方米，整體趨勢呈現增長態勢。一方面，人們生活水平和消費習慣的改變，融合了購物、吃喝玩樂等社交元素的於綜合性購物中心越來越受歡迎，而隨著商業多元化發展，購物中心的社交屬性日漸強大，一些如劇院、娛樂休憩場所、電影院、動物館等娛樂業態進駐。另一方面，經濟的快速增長，土地成本越來越高，尤其是市中心地區。因此，一二線城市郊區和三四線城市因地價相對便宜，且旅遊文化資源較為豐富，往往也會誕生一些規模較大的零售商業體。

本集團的業績表現延續了去年平穩的表現，主力店都經過精心裝潢、改造、變革及整固，帶給消費者耳目一新的景象。同時，我們亦開始擴展其他投資方面，以求取得多方面的投資收入。本集團將繼續整合資源，以「鞏固增長趨勢，開拓創新領域」的策略，在行業中增強核心競爭力，以應對陸續出現的新經營環境及新競爭者。在不斷變化的零售市場內，不斷尋求具有盈利潛質的商機。

## INDUSTRY OVERVIEW

In the first half of 2018, global economic risk increased. The growth of major economies slowed down with inflation rose and monetary policy tightened. Trade protectionism by United States ("the US") was pointing to China and Euro countries. The US economy was relatively stable providing for interest rate upward trend. Fund from new emerging market flew to the US. Even the political risk lessened and tight monetary policy sluggish, the Euro economies were weak making recovery dynamic slow. The Japanese economy was stable and growing. The emerging markets economies were risky due to massive incoming fund.

Domestic economy grew rapidly as a result of fast development of new industry and expansion of sales network of traditional retailer in China. Under the new technique brought by the Big Data, artificial intelligence and mobile internet, and the logistic advancement, traditional and e-commerce operators merged and produced new retail industry. Smart retailing begins with collecting consumer preference data, to explore product design in supply chain and delivery channel. This will lower the operating costs and speed up delivery time, enhancing customer shopping experience. Traditional retailers strengthen online to offline flow management, expand customer loyalty scheme, perform product management and value talent management, to keep its market share.

According to the statistics released by the National Bureau of Statistics of China, GDP on the Mainland amounted to RMB41,900 billion in the first half of 2018, representing a 6.8% increase over the same period last year.

## 行業概覽

2018年上半年，全球經濟遇到的風險增多，主要經濟體增長放緩、通脹上升，緊縮貨幣政策周期開始。美國對全球的貿易保護主義正在抬頭，劍指中國、歐盟等國家和地區發起貿易爭議。美國經濟增長較為平穩，提供了漸進加息的態勢，資金從新興市場國家流向美國的態勢較為顯著。歐洲經濟基本面較為疲弱，經濟復甦的動能緩慢，雖然「脫歐」等政治風波已經緩和，但貨幣緊縮政策出台的速度較為遲緩。日本經濟增長較為平穩，經濟氣氛有所提升，貨幣寬鬆延緩。新興市場經濟體外部融資較多，外匯儲備脆弱的經濟體上半年波動較大，風險機會增多。

從國內環境來看，新興業態保持快速增長，傳統零售企業積極拓展銷售渠道，繼續保持較快增長態勢。在大數據、人工智能和移動互聯網等新技術推動以及完善的物流配送體系支撐下，超市、專賣店等傳統零售業態與電商平臺深度融合，不斷湧現出更注重消費者體驗的新業態。智慧零售通過大數據收集消費需求資料，從而幫助供應鏈前端的研發設計。通過物流安排，一方面降低營運成本，另一方面讓消費者在最短時間內獲得商品，提升顧客體驗。傳統零售商要重視線上線下的流量管理，擴大客戶忠誠度管理，集中品類管理，及人才管理等措施，以保市場份額。

根據國家統計總局資料：2018年上半年國內生產總值達人民幣41.9萬億元，比去年同期增長6.8%。



In the first half of the year, total retail sales of social consumer goods was RMB18,000 billion, representing a year-on-year (YOY) growth of 9.4%. Among them, retail sales of consumer goods of the “over-the-threshold” enterprises grew by 7.5% on a YOY basis to approximately RMB7,000 billion. Based on the geographical locations of the operating units, retail sales of urban consumer goods rose by 9.2% to approximately RMB15,400 billion YOY, whereas retail sales of rural consumer goods increased by 10.5% to approximately RMB2,600 billion YOY. By consumption pattern, food and beverage revenue went up 9.9% to approximately RMB1,900 billion YOY, whereas retail sales of commodities went up 9.3% to approximately RMB16,000 billion YOY. In terms of retail sales of commodities, retail sales of commodities among “over-the-threshold” enterprises amounted to approximately RMB6,600 billion, representing an increase of 7.6%. In the first half, total domestic online retail sales amounted to RMB4,100 billion, representing a YOY growth of 30.1%. Among them, the commodity goods online retail sales grew by 29.8% on a YOY basis to approximately RMB3,100 billion, accounting for 17.4% of the total retail sales of social consumer goods. The online commodity sales for eat, wear and use categories amounted to 42.3%, 24.1% and 30.7% respectively.

Overall, China has stable economy and heading to a better development stage. This supports the development of a high quality product retail market in the country. Nevertheless, there are inconsistencies in external environment and makes domestic structure adjustments begin. The country tried to expand domestic demand to boost economy. According to slogan “To stable growth, to make reform, to adjust structure, to care for people’s livelihood, and to prevent risk”, the next half year will be a promising period.

上半年，社會消費品零售總額約人民幣18,000億元，同比增長9.4%。其中，限額以上企業消費品零售總額約人民幣7,000億元，同比增長7.5%。按經營單位所在地分，城鎮消費品零售額約人民幣15,400億元，同比增長9.2%；鄉村消費品零售額約人民幣2,600億元，增長10.5%。按消費形態分，餐飲收入約人民幣1,900億元，同比增長9.9%；商品零售約人民幣16,000億元，增長9.3%。在商品零售中，限額以上企業商品零售總額約人民幣6,600億元，增長7.6%。上半年，全國網上零售額人民幣4,100億元，同比增長30.1%。其中，實物商品網上零售額人民幣3,100億元，增長29.8%，佔社會消費品零售總額的比重為17.4%。在實物商品網上零售額中，吃、穿和用類商品分別增長42.3%、24.1%和30.7%。

總體來說，上半年國民經濟延續總體平穩、穩中向好的發展態勢，支撐經濟邁向高品質市場發展的有利條件積累增多，為實現全年經濟目標打下良好基礎。但外部環境不確定性增多，國內結構調整正處於攻關期。堅持以供給側結構性改革為主線，持續擴大有效需求，著力振興實體經濟。繼續以「穩增長、促改革、調結構、惠民生、防風險」為口號，確保下半年經濟平穩運行。

The Group will continue to make use of its core advantages. From the traditional retail aspect, we will endeavour to extend the reach of our development into neighborhood areas as we have a base in Shenzhen, in an effort to retain and broaden our share in the retail market. For other investment area, the Group will continuously find suitable investment opportunities, and extend the Group's exposure in other retail industry sectors to increase the sales variety.

It is my great pleasure to report to you that building on a wide array of 12 large-sized outlets (one being sub-leasing properties) of the Group covering an area of approximately 160,000 sq.m as at 30 June 2018, the Group has sustained a stable performance as last year with increase in operating profit. Total revenue of the Group for the period up by 6.3% from approximately RMB346.8 million during the first half of 2017 to approximately RMB368.7 million in 2018. In contrast, net profit attributable to shareholders down by 25.5% from approximately RMB24.2 million in the first half of 2017 to approximately RMB18.0 million for the six months ended 30 June 2018.

## DIVIDENDS

The Board believes that, backed with its sound financial position and cash flows, the Group will be able to finance the investments for its ongoing development. The Group will strive to offer a reasonable dividend distribution as a recognition to the Shareholders of the Company (the "Shareholders") for their support to the Group.

本集團繼續穩中求進，合理利用核心優勢。在實體零售方面，以深圳為中心，開發周邊之地區，保存並擴大本身的零售市場佔有率。在其他投資方面，集團會不斷找尋合適的投資機會，擴大集團在各零售業務的範疇，增加銷售的多元性。

本人現向大家報告，於二零一八年六月三十日，本集團擁有旗下有大型分店12家（其中一家為轉租物業），面積約達16萬平方米，在經營溢利上升的情況下，仍具上年度穩定的表現。於期內本集團總收入額達到約人民幣3億6,870萬元，與二零一七年上半年的約人民幣3億4,680萬元相比，上升約6.3%。股東應佔溢利總額由二零一七年上半年約人民幣2,420萬元下降25.5%至截至二零一八年六月三十日止六個月約人民幣1,800萬元。

## 股息

董事會相信穩健的財務狀況及現金流量將可有利支持集團持續發展所需的投資。本集團將竭力提供合理的派息作回報，以回饋本公司股東（「股東」）對本集團的支持。

## FUTURE PROSPECT

Facing the current market challenge, the Group will continue to operate traditional retail stores as our base. By increasing the customer headcount to boost sales and to control our costs, we hope to over perform the annual budget target. With the spirit of reformation and innovation to consolidate the existing stores, we are working hard to enhance our stores by optimizing sales mix and uplifting the brand name level. This will create a customer centered lifestyle shopping experience. New sales mode including beverage+parenthood+leisure+retail, or shopping centre etc. The Group will create operational uniqueness by the resources and ability. The Group will also make use of the online application and retail stores combined advantage to develop the online and offline operation model, to explore and develop market demand, and to upgrade customer shopping experience.

Our Group is well-prepared to meet potential difficulties and challenges ahead. Riding on our edges and resources within the industry, we will cautiously move ahead. I strongly believe that the Group is prepared to make use of our competitive advantage to grasp every opportunity exist in the retail industry.

## APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to express my sincere appreciation to the shareholders, suppliers, customers and business partners for their long-term support, and thank all staff for their dedication and contribution to the Group.

**Zhuang Lu Kun**  
Chairman

Shenzhen, the PRC  
30 August 2018

## 未來展望

面對當前市場的考驗，集團將繼續以營運為中心，以提高客流為目標，提升銷售，開源節流，力爭超額完成年度業績目標。秉著變革與創新，不進則退的精神，鞏固現有老店，優化商品結構，升級品牌，加大以消費者為中心場景及體驗式行銷，努力創建以消費者為中心的零售形式。集團將也將不斷探索新的商業模式，如餐飲+親子+樂園+零售，或者購物中心，借力公司資源和運營能力，打造企業經營特色，樹立百佳華的競爭優勢。而集團也將充分利用自主的線上應用程式和實體優勢，整合線上與線下資源，發揮運營、市場產品需求與研發，充分利用移動互聯網工具，促進線下實體店的銷售，提高顧客的體驗度。

本集團的團隊已做好一切準備，以面對一切困難。充分利用本集團在行業中的優勢與資源，穩紮走好每一步。本人相信，集天時地利人和的我們，會在百貨零售業中爭取每一個發展機會。

## 致謝

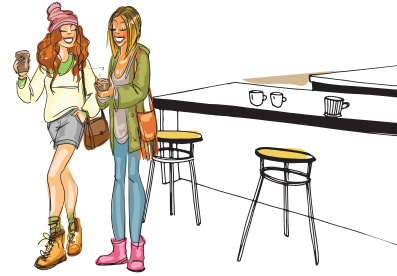
本人謹代表董事會向廣大股東、供應商、客戶以及合作夥伴，對本集團長期以來的支持，以及本集團上下全體同仁一直以來的貢獻，致以衷心的感謝。

董事長  
莊陸坤

中國，深圳  
二零一八年八月三十日

# Management Discussion and Analysis

## 管理層討論及分析



### BUSINESS REVIEW

For the six months ended 30 June 2018, the Group recorded revenue of approximately RMB368.7 million, representing a year-on-year (YOY) increase of approximately 6.3%. Gross profit amounted to approximately RMB49.0 million, representing a YOY increase of approximately 9.4%; while operating profit was approximately RMB23.2 million, representing a YOY decrease of approximately 32.3%. Profit attributable to owners of the Company was approximately RMB18.0 million, representing a YOY decrease of 25.5%. There were 12 stores (Bantian Shenzhen store newly commenced) during the period. Group revenue increased attributable to change of operating direction. To keep the strength of old stores by continuous upgrade renovation and redistribution of sales floor. To avoid loss incurred for assets misallocation by opening of new stores. More importantly, the Group has expanded the business scope to extend its marketing image, aiming to derive additional returns and to gain new retail experience, for the preparation of future development. Sales of goods decreased by approximately RMB1.5 million,

### 業務回顧

集團截至二零一八年六月三十日止六個月，收入約為人民幣3億6,870萬元，同比上升約6.3%；毛利額約為人民幣4,900萬元，同比上升約9.4%；經營溢利約為人民幣2,320萬元，同比下降約32.3%；母公司權益持有人應佔溢利約為人民幣1,800萬元，同比下降約25.5%。期內之分店數目12家（深圳坂田店開始營業）。集團收入增加，主要由於改變經營方針，著力保留老店實力，不斷升級工程及變更業務面積，應對新一代消費模式，亦減少開立新店，避免錯配資源致經營虧損。另開拓新零售業務範疇，增強集團的市場形象，爭取額外回報及吸取新零售經驗，以準備未來拓展方向。商品銷售減少約人民幣150萬元，專櫃佣金及租金收入分別增加約人民幣70萬元及約人民幣80萬元，投資物業收入增加約人民幣10萬元，銷售食物及餐飲收入增加

## Management Discussion and Analysis 管理層討論及分析



commissions and rental income from concessionaire, increased by approximately RMB0.7 million and RMB0.8 million respectively, rental income from investment properties increased by approximately RMB0.1 million, sales of food and catering increased by approximately RMB3.7 million and interest income from factoring services increased by approximately RMB2.0 million. Besides, rental income from sub-leasing of shopping mall of RMB16.0 million started and received during the period. The Group has adopted positive operating strategy with value-added service in retail stores. Besides, we continuously searched for other potential profit opportunities and planned for the expansion of store network.

Recapping on the first half of 2018, the Group has the following operation highlights.

約人民幣370萬元，及來自保理服務之利息收入增加約人民幣200萬元。另外，期內新增分租商場物業租金收入約人民幣1,600萬元。集團繼續採取積極穩健的經營策略，對實體零售作增值服務，亦對其他投資項目找尋及發展具利潤機會，並開始計畫來年之分店網路及購物中心拓展之籌備工作。

回顧2018年之上半年，集團於營運方面作出了以下重大亮點。

### Commence its first shopping mall to pave way for future development

The first shopping mall operated by the Group has commenced business in Longgang Bantian. During the period, it was under its infant stage and has built up its own customer base and reputation. It was located at the busiest street in the district and provided adequate shopping choice and leisure activities to the neighborhood residents and visitors within 3 km shopping circle. There were large-scale promotional activities and festival shows. Among them, these included hot topics activities focusing on recreational and love affair targeting the youth and teenager. There was also festival based such as lantern festival and women's day. Some are children based such as the talent show and singing contest. Some are western style such as the Las Vegas carnival etc. As part of the tenants are still under the privileged rent-free period, net operating loss incurred from the shopping mall during the period. It is expected that the shopping mall business will bring profitable result to the Group upon expansion of customer base, change of sales mix and tight cost control etc.

### Enhance layout of main stores to provide new shopping environment

To overcome the fierce competition from competitors and online operators, some measures have been carried out in our main stores. Frequent replacement of popular brand name, addition of snack food court (say Sichuan noodle, Guangdong beef combo, meat muffin and Taiwanese dessert in Gongming store), opening of cinema, organizing outdoor bargain sales and festival activities, coordinate stock management, and introduction of virtual reality game house. Training course was held for management and salesperson for selling technique. Promotional technique was provided to promoter of concessionaire counter. In addition, the Group has maintained good relationship with suppliers and concessionaire in order to make promotional and sales campaign running smooth.

### 開立集團首家購物中心，為未來拓展鋪路

集團第一家自家營運的購物中心正式於龍崗區坂田全面營業。期內，購物中心處於開業培養期，從客流情況看出人氣及周邊顧客知名度增加，取得滿意表現。購物中心位於深圳龍崗區坂田最繁華地帶，商圈3公里範圍內競爭優勢明顯，無論從購物體驗、提供的業態組合均能滿足周邊家庭消費群體的需求。期內，已舉辦多場大型活動及假日活動以吸引市民及遊客到場參與及消費。熱門主題包括以休閒、玩樂為主，抓住年輕人喜愛的熱門手遊及熱點性共用男友，吸引年輕群體到店；以中國節日為題的元宵猜燈謎風俗，遊園會；以婦女節為主題的會員插花活動；以小朋友為題的兒童才藝及表演比賽；以外國景點為主題，打造拉斯維加斯競技嘉年華之夜等；由於部份商戶處於優惠免租期，購物中心收支仍未取得平衡。展望未來於客流引進、銷售形式、費用控制方面繼續下工夫，有望為集團帶來可觀利潤。

### 升級主力分店排場，提供新一代體驗消費

為抗衡商場周邊同業競爭者及網上電商衝擊，主力分店已採取一系列營運措施。其中包括品牌商不定期更換，新增餐飲小食區(如公明店之特色小食如重慶擔擔麵，廣東牛雜，煎餅，肉夾膜，臺式甜品等)，設立電影院，增加戶外促銷活動，舉辦大型節假日活動，協調貨源管理，引進虛擬實體等；另外針對銷售技巧，對部門管理人員進行交流及相關培訓，提升專業技巧；對專櫃導購員的專業技能(包括商品資料知識、銷售技巧、服務技巧、商品陳列及搭配、連帶技巧、投訴處理方式等)進行培訓及考核；並加強與供應商關係管理及維護及增加對特賣、品牌櫃內行銷活動的設計和多管道推廣。

## Management Discussion and Analysis 管理層討論及分析

Dispose of a subsidiary operating the main theme restaurants and goose pot restaurant to alleviate investment fund pressure

The Group has disposed of its subsidiary operating four Hello Kitty restaurants (located at Nanshan district, Longgang district (Longgang Center and Bantian) and Baoan district of Shenzhen) and one Chinese style goose pot restaurant (located at Longgang district of Shenzhen). As the restaurants are still in its infant stage, there is longer investment horizon and will create pressure on the investment fund of the Group. After careful consideration and market survey, the Group has found an interested buyer for package buyout. The western restaurant targeted on youth and family for their quality spending. The Chinese restaurant produced village style tasting and cooking recipe targeting on the matured and old fashioned customers. As the disposal price was reasonable and has positive effect to the Group, it was decided to proceed the disposal to obtain fund for other alternative investments.

Reform corporate risk management mechanism to reduce corporate risk

The risk management department has put forward various measures to enhance the management and monitoring program. The three divisions perform different functions. The internal audit division enacted and established operational audit framework by defining job boundary and limit, and by updating office manual for workflow control. Besides, internal scrutineering and supervision of the tendering and goods acceptance have been extended. The internal audit division reformed the anti-corruption system and mechanism, addressed integrity undertaking on the job and established audit procedure system and scope on project base. The legal division revised the staff reward and punishment regulation, rule of contract management, and control approval procedure as a mean to avoid possible legal risk.

出售一家經營主題餐廳及鵝煲項目之附屬公司，減輕集團資金壓力

集團前年開始開立了一家附屬公司經營四家吉蒂貓主題西餐廳(分別位於深圳南山區、龍崗區中心城及坂田街道、及寶安中心區)及一家中式小菜店—肥權鵝燻煲(位於龍崗坂田區)。由於仍在業務培養階段，業績還需時間建立。加上餐飲業投入方面比較大，對集團資金有一定壓力。經過周詳考慮及市場調研後，期內物色了一家對項目有興趣之買家，打包作收購。西餐廳以年輕人及家庭親子為亮點，迎合近年升級消費的潮流。中式餐廳以老鄉村口味及獨特食物配方，主打成熟一輩及懷舊消費群。由於定價合理及出售計劃對集團有正面影響，集團決定出售項目並運用出售款作其他可行投資。

完善企業風險管理機制，減低企業風險

期內風控中心推進管理提升，優化風險監控程式。三個主要部門各自分工。內控部制定及搭建業務流程內控體系框架，理清跨部門職能邊界和基礎管控模式，同時全面梳理管理手冊，制定內控和重大風險管理的制度流程檔。另外，開展了系列內控檢查與監督，參與重大工程項目驗收並監督各類招標過程的關鍵環節。另一方面，審計部建立了反舞弊制度與機制，全面落實了管理人員、員工、合作商三方廉潔承諾機制，制定了內部審計制度流程檔及界定審計工作範圍以及專案類型。法務部根據案例修訂《員工懲處管理制度》，處理非訴事項，修訂了《合同管理制度》和《合同審批流程》，逐步規範合同管理過程，防範法律風險。

## OUTLOOK AND PROSPECT

In the first half year, the Group has formulated a series of measure to enhance sales turnover and to avoid unnecessary costs, so as to achieve management target. Moreover, the Group aimed to consolidate the existing stores by reform and innovation. By this, improvement in sales mix, upgrade brand name, enhance shopping experience to provide new shopping experience to customers.

In addition, the Group has explored new commercial retail mode, including shopping mall, trial experience, internet plus, and tasteful consumption. With the online resource and shopping outlets, and the synergy of online offline capacity, the Group is able to provide a one-stop shopping experience to customers.

The year 2018 has both opportunity and challenge existed, the Group has prepared to cope with all difficulties, to make use of our core competency in the industry.

Looking ahead, China is still under the fast pace of development stage. The macro-economic condition has significant impact to the industry. Rapid growth in information technology has direct and critical effect to the industry. The directors are confident towards the future. The mission of the Group is to become one of the major operators in the retail industry.

## 未來展望及前景

上半年，通過一系列營運管理，集團將繼續以商業為本質，以營運為中心，提升銷售，開源節流，力爭超額完成年度業績目標。另秉著變革與創新，不進則退的精神，鞏固現有的老店，優化商品結構，升級品牌，加大以消費者為中心場景行銷、體驗式行銷，努力創建以消費者為中心的零售形式。

集團將也將不斷探索新一代的商業模式，包括購物中心，體驗模式，互聯網+，品味消費等綜合零售，打造企業經營特色，樹立集團的競爭優勢。而集團也將充分利用自主的線上應用程式和實體優勢，整合線上與線下資源，發揮運營、市場產品需求與研發各自的功能作用，充分利用移動互聯網工具，提高顧客的體驗度。

二零一八年機遇與挑戰並存，本集團的團隊已做好一切準備，以面對一切困難，充分利用本集團在行業中的實力優勢，脫穎而出。

展望未來，中國仍處於快速發展階段。國內及國外之環境變化對零售業有一定的影響。加上近年資訊科技的迅速發展及擴張，對零售行業亦有很大影響。董事對本集團的業務前景充滿信心。本集團的任務乃成為中國零售業中的主要綜合企業之一。



The Group will follow the trends, more innovative, and expand its income source and improve its operating performance through other means like merger and acquisition to enhance its competitive advantage, to explore new business opportunities and to uplift the value of the Company.

## RISK MANAGEMENT

The activities of the Group expose it to a variety of financial risks, including foreign currency risk, credit risk, interest rate risk and liquidity risk.

### (i) Foreign currency risk

The Group has operation in the PRC so that the majority of the Group's revenues, expenses and cashflows are denominated in Renminbi (RMB). Assets and liabilities of the Group are mostly denominated in RMB or HK Dollars. Any significant exchange rate fluctuations of foreign currencies against RMB may have financial impact to the Group.

### (ii) Credit risk

For the operation and management of retail stores and other related businesses and food and catering business, the Group has no significant concentrations of credit risk. Most of the sales transactions were settled in cash basis or by credit card payment. Credit risk on cash and bank balances is mitigated as cash is deposited in banks of high credit rating. The Group's exposure to credit risk mainly arises from loan receivables from factoring business. In respect of loan receivables, the Group's policy is that all customers who wish to obtain loans from the Group are subject to management review. The Group holds collaterals directly or indirectly to cover its risks associated with loan receivables. The credit and investment policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

本集團將積極緊隨當今零售業變革潮流，積極創新，並繼續透過合併與收購來改善營運表現及擴大收入，從而進一步加強其核心競爭力。本集團亦將繼續開發新商機，以擴充資產，提高公司之價值。

## 風險管理

本集團業務承受各種財務風險，包括外幣風險、信貸風險、利率風險及流動資金風險。

### (i) 外幣風險

本集團於中國經營業務，故本集團大部分收入、開支及現金流量均以人民幣計值，而本集團大部分資產及負債均以人民幣或港元計值。外幣兌人民幣匯率的任何重大波動可能對本集團造成財務影響。

### (ii) 信貸風險

就經營及管理零售店及其他相關業務以及食物及餐飲業務而言，本集團的信貸風險並無出現重大集中情況。大部分銷售交易以現金或信用卡付款結算。現金及銀行結餘的信貸風險已因現金存於享有高度信貸評級的銀行而減低。本集團面對的信貸風險主要來自保理業務的應收貸款產生。就應收貸款而言，本集團的政策規定所有擬向本集團獲得貸款的客戶須經管理層審核。本集團直接或間接持有抵押物以涵蓋其與應收貸款有關的風險。信貸及投資政策在過往年度一直由本集團沿用，有效地將本集團承擔之信貸風險限制在理想水平。

(iii) Interest rate risk

The Group's exposure to interest rate risk mainly arises from cash and bank balances. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk.

(iv) Liquidity risk

The Group's policy is to maintain sufficient cash and bank balances and have available funding to meet its working capital requirements. The Group's liquidity is dependent upon the cash received from its customers. The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

The Group did not use any financial instrument for hedging purposes and the Group did not have any hedging instrument outstanding during the six months ended 30 June 2018.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

(iii) 利率風險

本集團面對的利率風險主要因現金及銀行結餘產生。本集團並無採用任何衍生工具合約對沖其利率風險。本集團並無制定管理利率風險的政策。

(iv) 流動資金風險

本集團的政策為維持充足現金及銀行結餘，並取得資金以配合其營運資金需要。本集團的流動資金依賴自客戶收取的現金。本公司董事信納，本集團將能於可見未來全數履行其到期財務承擔。

本集團並無使用任何財務工具作對沖用途，且本集團在截至二零一八年六月三十日止六個月並無使用任何對沖工具。

本集團的資金管理政策，是保障本集團按持續經營基準繼續營運的能力，以為股東帶來回報，同時兼顧其他權益持有人的利益，並維持最佳的資本結構以減低資金成本。

## EMPLOYEE AND REMUNERATION POLICIES

As at 30 June 2018, the Group had approximately 1,419 employees in the PRC and Hong Kong. The Group continues to recruit high calibre people and provides continuing education and training for employees to help upgrading their skills and knowledge as well as developing team spirit on an on-going basis. For the period, total staff costs were approximately RMB54.8 million. Competitive remuneration packages and performance-based bonuses are structured to commensurate with individual responsibilities, qualification, experience and performance.

The Group also provides other staff benefit such as mandatory provident fund and share option schemes (details of which were set out in the section head “Corporate Governance and Other Information”).

## CONTINGENT LIABILITIES

As at 30 June 2018, the Group has no significant contingent liabilities.

## SUBSEQUENT EVENTS

The Group has disposed of the financial assets at fair value through other comprehensive income subsequent to 30 June 2018.

The Group did not have any other significant events taken place subsequent to 30 June 2018.

## 僱員及薪酬政策

於二零一八年六月三十日，本集團於中港兩地聘有約1,419名僱員。本集團繼續招聘優秀人才，並為僱員提供持續教育與培訓，以不斷提高僱員的技術及知識，並培養團隊精神。於期內，員工總成本約為人民幣5,480萬元。本集團按個別僱員的職責、資歷、經驗及表現訂立具競爭力的薪酬待遇與按表現釐定的花紅。

本集團亦提供其他員工福利，如強積金及購股權計劃（詳情載於「企業管治及其他資料」一節）。

## 或然負債

於二零一八年六月三十日，本集團並無重大或然負債。

## 結算日後事項

於二零一八年六月三十日後，本集團已出售按公平值計入其他全面收益之財務資產。

本集團於二零一八年六月三十日後並無其他任何重大結算日後事項。

## FINANCIAL REVIEW

### Revenue

The Group's revenue amounted to RMB368.7 million for the six months ended 30 June 2018, representing an increase of 6.3% as compared to RMB346.8 million in the corresponding period of 2017. The increase was principally attributable from the increase in rental income from sub-leasing of shopping mall, with the improvement of income from sales of food and catering, and interest income from factoring services. In addition, commission from concessionaire sales, and rental income from sub-leasing of shop premises have also recorded mild increase. However, the drop in sales of goods has partly offset the overall increase of income.

Sales of goods decreased by 0.6% to RMB252.3 million for the six months ended 30 June 2018 from RMB253.8 million in the corresponding period of 2017, principally due to the external competitive environment and enhancement of store outlook in two main stores. The new store in Bantian was still in infant stage and yet contribute significantly to the overall sales turnover. Sales of goods as a percentage of the Group's total revenue was 68.4% for the six months ended 30 June 2018 as compared to 73.2% in the corresponding period of 2017.

Commission from concessionaire sales increased slightly by 1.3% to RMB56.5 million for the six months ended 30 June 2018 from RMB55.8 million in the corresponding period of 2017, mainly due to addition of new store in Bantian and extensive promotional activities of stores. Commission from concessionaire sales as a percentage of the Group's total revenue was 15.3% for the six months ended 30 June 2018 as compared to 16.1% for the corresponding period of 2017.

### 財務回顧

#### 收入

截至2018年6月30日止六個月，本集團的收入約人民幣3億6,870萬元，較2017年同期約人民幣3億4,680萬元增加6.3%。收入增加主要由於新增的分租購物中心的租金收入，加上銷售食物及餐飲及來自保理服務之利息收入均有所增加。而且，專賣銷售所得佣金，分租店舖物業的租金收入均錄得溫和升幅。不過，銷售貨品方面錄得輕微下降以抵銷整體升幅。

銷售貨品由2017年同期約人民幣2億5,380萬元減少0.6%至截至2018年6月30日止六個月約人民幣2億5,230萬元，主要由於外圍競爭環境激烈及兩家主力店之店舖內觀升級影響。新開的坂田店仍在培養階段，未對整體銷售產生重大正面作用。截至2018年6月30日止六個月銷售貨品佔本集團總收入的百分比為68.4%，而2017年同期則為73.2%。

專賣銷售所得佣金由2017年同期約人民幣5,580萬元微增1.3%至截至2018年6月30日止六個月約人民幣5,650萬元，主要由於新增坂田店及各分店加大促銷活動因素。截至2018年6月30日止六個月，專賣銷售所得佣金佔本集團總收入的百分比為15.3%，而2017年同期則為16.1%。

## Management Discussion and Analysis 管理層討論及分析

Rental income from sub-leasing of shop premises going up by 3.0% to RMB27.9 million for the six months ended 30 June 2018 from RMB27.1 million for the corresponding period in 2017, mainly due to signing of new tenancy agreements and expansion of leasing floor area in Guangxi stores. Rental income as a percentage of the Group's total revenue was 7.6% for the six months ended 30 June 2018 as compared to 7.8% for the corresponding period of 2017.

Rental income from investment properties increased slightly by 2.1% to RMB5.4 million for the six months ended 30 June 2018 from RMB5.3 million for the corresponding period in 2017, mainly due to entering of new rental increment period of some tenancies. Rental income from investment properties as a percentage of the Group's total revenue was 1.5% for the six months ended 30 June 2018 as compared to 1.5% for the corresponding period of 2017.

Rental income from sub-leasing of a shopping mall was RMB16.0 million for the six months ended 30 June 2018 due to the commencement of rental income tenancy from September 2017 onward in Bantian shopping mall. Rental income from sub-leasing of a shopping mall as a percentage of the Group's total revenue was 4.3% for the six months ended 30 June 2018.

Interest income from factoring services tripled to RMB2.6 million for the six months ended 30 June 2018 from RMB0.6 million for the corresponding period in 2017, mainly due to the addition of a new customer which is a major supplier of a telecommunication giant. Interest income from factoring services as a percentage of the Group's total revenue was 0.7% for the six months ended 30 June 2018 as compared to 0.2% for the corresponding period of 2017.

Sales of food and catering doubled to RMB7.9 million for the six months ended 30 June 2018 from RMB4.2 million for the corresponding period in 2017, mainly due to the opening of Uniwalk store in late October 2017, making altogether two main theme restaurant stores. Sales of food and catering as a percentage of the Group's total revenue was 2.1% for the six months ended 30 June 2018 as compared to 1.2% for the corresponding period of 2017.

分租店舖物業的租金收入由2017年同期約人民幣2,710萬元稍增3.0%至截至2018年6月30日止六個月約人民幣2,790萬元，主要由於廣西分店簽訂了新租戶及增加租賃面積所致。分租店舖物業的租金收入佔截至2018年6月30日止六個月本集團總收入的百分比為7.6%，而2017年同期則為7.8%。

投資物業租金收入由2017年同期約人民幣530萬元略增2.1%至截至2018年6月30日止六個月約人民幣540萬元，主要由於部份租戶進入新遞增期所致。投資物業租金收入佔截至2018年6月30日止六個月本集團總收入的百分比為1.5%，而2017年同期則為1.5%。

分租商場物業的租金收入截至2018年6月30日止六個月約人民幣1,600萬元，坂田購物中心之租金收入租賃期計算由2017年9月開始。分租商場物業租金的收入佔截至2018年6月30日止六個月本集團總收入的百分比為4.3%。

來自保理服務之利息收入由2017年同期約人民幣60萬元大增三倍至截至2018年6月30日止六個月約人民幣260萬元，主要由於取得一大型電訊企業之主要供應商之新客戶業務所致。來自保理服務之利息收入佔截至2018年6月30日止六個月本集團總收入的百分比為0.7%，而2017年同期則為0.2%。

銷售食物及餐飲收入由2017年同期約人民幣420萬元增加一倍至截至2018年6月30日止六個月約人民幣790萬元，主要由於壹方中心店於去年10月底正式開業，令主題餐廳店舖增至兩家。來自銷售食物及餐飲收入佔截至2018年6月30日止六個月本集團總收入的百分比為2.1%，而2017年同期則為1.2%。

## Management Discussion and Analysis

### 管理層討論及分析

#### Other operating revenue

Other operating revenue increased by 8.7% to RMB51.5 million for the six months ended 30 June 2018 from RMB47.4 million in the corresponding period in 2017, mainly due to increase in government subsidies.

#### Purchase of and changes in inventories

Purchase of and changes in inventories amounted to RMB211.2 million for the six months ended 30 June 2018, representing a decrease of 0.9% as compared with RMB213.2 million in the corresponding period of 2017, due to decline in sales of goods and tight cost control measure. As a percentage of sales of goods, purchase of and changes in inventories was 81.2% for the six months ended 30 June 2018 as compared with 82.6% in the same period of 2017.

#### Staff costs

Staff costs increased by 14.5% to RMB54.8 million for the six months ended 30 June 2018 from RMB47.9 million in the corresponding period of 2017, primarily due to the commencement of business in shopping mall and new restaurant.

#### Depreciation

Depreciation increased by 5.9% to RMB16.8 million for the six months ended 30 June 2018 from RMB15.9 million in the corresponding period in 2017. The increase was mainly due to commencement of business in shopping mall and new restaurant.

#### Operating lease rental expenses

Operating lease rental expenses increased by 109.3% to RMB57.8 million for the six months ended 30 June 2018 from RMB27.6 million in the corresponding period of 2017. The increase was mainly due to commencement of business in shopping mall and new restaurant, and the adjustment of rental expenses upon renewal of tenancies of two main stores.

#### 其他經營收入

其他經營收入由2017年同期約人民幣4,740萬元增加8.7%至截至2018年6月30日止六個月約人民幣5,150萬元，主要由於來自政府補貼收入增加所致。

#### 存貨採購及變動

截至2018年6月30日止六個月，存貨採購及變動金額約人民幣2億1,120萬元，較2017年同期約人民幣2億1,320萬元減少0.9%，主要由於銷售貨品下跌及成本控制所致。截至2018年6月30日止六個月，存貨採購及變動佔銷售貨品收入百分比為81.2%，而2017年同期佔82.6%。

#### 員工成本

員工成本由2017年同期約人民幣4,790萬元增長14.5%至截至2018年6月30日止六個月約人民幣5,480萬元，主要由於購物中心業務及餐飲業務拓展所致。

#### 折舊

截至2018年6月30日止六個月，折舊由2017年同期約人民幣1,590萬元增加5.9%至約人民幣1,680萬元。主要由於購物中心業務及餐飲業務拓展所致。

#### 經營租賃租金開支

經營租賃租金開支由2017年同期約人民幣2,760萬元增加109.3%至截至2018年6月30日止六個月約人民幣5,780萬元。增加主要由於購物中心業務及餐飲業務拓展，及兩家主力店續簽租賃協議後調整租金所致。

#### Other operating expenses

Other operating expenses, increased by RMB0.9 million from RMB0.2 million for the six months ended 30 June 2017 to RMB1.1 million in the corresponding period of 2018. This was primarily due to commencement of business in shopping mall.

#### Operating profit

As a result of the reasons mentioned above, the Group's operating profit amounted to RMB23.2 million for the six months ended 30 June 2018 as compared with the operating profit of the Group of RMB34.3 million for the six months ended 30 June 2017.

#### Income tax expense

Income tax expense amounted to RMB5.2 million for the six months ended 30 June 2018, representing a decrease of 48.6% from RMB10.1 million in the corresponding period of 2017, mainly due to decrease of operating profit before tax. The effective tax rate applicable to the Group for the six months ended 30 June 2018 were 25% for general subsidiaries (15% for Guangxi subsidiary). In addition, pursuant to the PRC Corporate Income Tax Law, the Group is liable to withholding taxes on dividends distributed by subsidiaries established in China. The applicable tax rate is 10%.

#### Profit attributable to equity Shareholders of the Company

As a result of the aforementioned, profit attributable to Shareholders amounted to RMB18.0 million for the six months ended 30 June 2018, representing a drop of 25.5% as compared with the profit of RMB24.2 million in the corresponding period of 2017.

#### 其他營運開支

截至2018年6月30日止六個月的其他營運開支約人民幣110萬元，較2017年同期約人民幣20萬元增加約90萬元，主要由於購物中心業務拓展所致。

#### 經營溢利

基於上述原因，本集團於截至2018年6月30日止六個月的經營溢利約人民幣2,320萬元，而本集團於截至2017年6月30日止六個月之經營溢利則錄得約人民幣3,430萬元。

#### 所得稅開支

所得稅開支由2017年同期約人民幣1,010萬元減少48.6%至截至2018年6月30日止六個月約人民幣520萬元，主要由於除所得稅前經營溢利減少所致。截至2018年6月30日止六個月，適用於本集團一般附屬公司的實際稅率為25%（廣西稅率為15%）。此外，根據中國企業所得稅法，本集團須就於中國成立的附屬公司所分派的股息繳付預扣稅，適用稅率為10%。

#### 本公司權益股東應佔溢利

基於上文所述，截至2018年6月30日止六個月股東應佔溢利約人民幣1,800萬元，較2017年同期溢利約人民幣2,420萬元下跌25.5%。

## USE OF PROCEEDS RAISED FROM LISTING

The net proceeds raised from the Company's newly issued and listed shares on the Stock Exchange in 8 May 2007 (after deduction of related issuance expenses) amounted to approximately HK\$265,000,000. As of 30 June 2018, approximately HK\$206,957,000 of the proceeds so raised was used, and the unused proceeds of approximately HK\$58,043,000 was deposited with banks, the security of which was adequately ensured.

Details of the used proceeds raised of approximately HK\$206,957,000 are set out as follows:

- as to approximately HK\$29,000,000 for acquisition of the business of a retail chain in Shenzhen, the PRC;
- as to approximately HK\$28,300,000 for opening of new stores in Yanbu Foshan and Ronggui Foshan, the PRC;
- as to approximately HK\$8,750,000 for opening of a new store in Nanning Guangxi, the PRC;
- as to approximately HK\$4,350,000 for opening of two new stores in Xinan Baoan Shenzhen, the PRC;
- as to approximately HK\$10,400,000 for opening of a new store in Luohu Shenzhen, the PRC;
- as to approximately HK\$15,800,000 for opening of a new store in Buji Shenzhen, the PRC;
- as to approximately HK\$14,300,000 for opening of another new store in Nanning Guangxi, the PRC;
- as to approximately HK\$3,690,000 for opening of a new supermarket in Bantian Longgang, Shenzhen, the PRC;

## 上市所得款項用途

本公司於二零零七年五月八日在聯交所新發行上市股份籌集的所得款項淨額，在扣除相關的發行費用後相等於約265,000,000港元。於二零一八年六月三十日，已動用所籌得款項約206,957,000港元，尚未動用的所得款項約58,043,000港元存放在銀行，其安全性有足夠保證。

已動用所籌得款項約206,957,000港元之詳情載列如下：

- 約29,000,000港元用作收購中國深圳連鎖零售店業務；
- 約28,300,000港元用作於中國佛山鹽步及佛山容桂開設新店舖；
- 約8,750,000港元用作於中國廣西南寧開設新店舖；
- 約4,350,000港元用作於中國寶安新安街道辦開設兩家新店舖；
- 約10,400,000港元用作於中國深圳羅湖區開設新店舖；
- 約15,800,000港元用作於中國深圳布吉開設新店舖；
- 約14,300,000港元用作於中國廣西南寧開設一家新店舖；
- 約3,690,000港元用作於中國深圳龍崗區坂田開設新超市；



## Management Discussion and Analysis 管理層討論及分析

- as to approximately HK\$8,800,000 for opening of a theme restaurant and two beverage kiosks in Shenzhen, the PRC;
  - as to approximately HK\$3,600,000 for opening of a theme restaurant and a Chinese restaurant in Baoan and Longgang Shenzhen, the PRC respectively;
  - as to approximately HK\$9,200,000 for setting up of a procurement centre in Shiyan Shenzhen, the PRC;
  - as to approximately HK\$12,042,000 for the purchase of transportation equipment;
  - as to approximately HK\$15,000,000 for the purchase of office equipment;
  - as to approximately HK\$3,000,000 for the upgrade of the MIS;
  - as to approximately HK\$725,000 to promote the Company's brand image; and
  - as to approximately HK\$40,000,000 for the refurbishments of existing retail stores.
- 約8,800,000港元用作於中國深圳開設一家主題餐廳及兩家茶店；
  - 約3,600,000港元分別用作中國深圳寶安區及龍崗區開設一家主題餐廳及一家中式餐廳；
  - 約9,200,000港元用作於中國深圳石岩開設配送中心；
  - 約12,042,000港元用作於購置運輸工具；
  - 約15,000,000港元用作於購買辦公室設備；
  - 約3,000,000港元用作改良管理資訊系統；
  - 約725,000港元用作提升本公司的品牌形象；及
  - 約40,000,000港元用作翻新現有的零售店。

The unused proceeds will be used by the Company for the purposes as set out in the section headed "Future plans and use of proceeds" in the prospectus of the Company dated 8 May 2007 and subsequent announcements related to the adjustment of use of IPO proceeds.

未動用之所得款項將由本公司動用作本公司日期為二零零七年五月八日之售股章程「未來計劃及所得款項用途」一節及以後之調整上市募集資金用途公告內所述用途。

# Interim Condensed Consolidated Statement of Comprehensive Income

## 簡明中期綜合全面收益表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Notes 附註	
<b>Revenue</b>	收入	4	<b>368,708</b>
Cost of inventories sold	已售存貨成本		<b>(211,219)</b>
			<b>157,489</b>
Other operating income	其他經營收入	4	<b>51,466</b>
Selling and distribution costs	分銷成本		<b>(164,034)</b>
Administrative expenses	行政開支		<b>(30,991)</b>
Gain on disposal of a subsidiary	出售一間附屬公司 得益		<b>10,374</b>
Other operating expenses	其他經營開支		<b>(1,091)</b>
Operating profit before income tax	除所得稅前經營溢利	5	<b>23,213</b>
Income tax expense	所得稅開支	6	<b>(5,198)</b>
<b>Profit and total comprehensive income for the period attributable to:</b>	以下人士期內應佔 溢利及全面收入：		
- Owners of the Company	- 母公司權益 持有人		<b>18,015</b>
			24,177
<b>Earnings per share for profit attributable to the owners of the Company during the period</b>	期內本公司擁有人 應佔溢利之每股 盈利		
- Basic and diluted (RMB cents)	- 基本及攤薄 (人民幣分)	8	<b>1.74</b>
			2.33

# Interim Condensed Consolidated Statement of Financial Position 簡明中期綜合財務狀況表

As at 30 June 2018 於二零一八年六月三十日

		At 30 June 2018 於二零一八年 六月 三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2017 於二零一七年 十二月 三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	160,179	171,127
Investment properties	投資物業	290,800	290,800
Prepaid land lease	預付土地金	12,532	12,662
Intangible assets	無形資產	872	6,369
Deposits paid	已付按金	22,250	19,517
Available-for-sale financial assets	可供出售金融資產	-	3,235
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之財務資產	3,235	-
		<b>489,868</b>	<b>503,710</b>
<b>Current assets</b>	<b>流動資產</b>		
Inventories and consumables	存貨及易耗品	46,740	47,190
Trade receivables	應收貿易賬款	63,042	45,493
Deposits paid, prepayments and other receivables	已付按金、預付款項及其他應收款項	62,237	57,206
Cash and bank balances	現金及銀行結餘	265,803	288,817
		<b>437,822</b>	<b>438,706</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade payables	應付貿易賬款	139,925	194,499
Coupon liabilities, deposits received, other payables and accruals	票息負債、已收按金、其他應付款項及應計費用	126,379	111,203
Contract liabilities	合約負債	8,152	-
Dividend payable	應付股息	19,816	-
Amount due to a director	應付一名董事款項	59	59
Provision for tax	稅項撥備	12,898	14,393
		<b>307,229</b>	<b>320,154</b>

Interim Condensed Consolidated  
Statement of Financial Position  
簡明中期綜合財務狀況表

As at 30 June 2018 於二零一八年六月三十日

		At 30 June 2018 於二零一八年 六月 三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2017 於二零一七年 十二月 三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Net current assets</b>	流動資產淨值	<b>130,593</b>	118,552
<b>Total assets less current liabilities</b>	總資產減流動負債	<b>620,461</b>	622,262
<b>Non-current liabilities</b>	非流動負債		
Deferred tax liabilities	遞延稅項負債	<b>22,486</b>	22,486
<b>Net assets</b>	資產淨值	<b>597,975</b>	599,776
<b>EQUITY</b>	權益		
Share capital	股本	<b>10,125</b>	10,125
Reserves	儲備	<b>587,850</b>	589,651
<b>Equity attributable to the owners of the Company</b>	本公司擁有人應佔權益	<b>597,975</b>	599,776

# Interim Condensed Consolidated Statement of Cash Flows 簡明中期綜合現金流量表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Net cash (outflow) inflow from operating activities	經營業務現金流(出)入淨額	<b>(18,283)</b>	22,659
Net cash outflow from investing activities	投資活動現金流出淨額	<b>(4,731)</b>	(11,519)
Net cash outflow from financing activities	融資活動現金流出淨額	<b>-</b>	(8,969)
<b>(Decrease) Increase in cash and cash equivalents</b>	現金及現金等價物(減少)增加	<b>(23,014)</b>	2,171
<b>Cash and cash equivalents at 1 January</b>	於一月一日之現金及現金等價物	<b>288,817</b>	328,610
<b>Cash and cash equivalents at 30 June</b>	於六月三十日之現金及現金等價物	<b>265,803</b>	330,781

# Interim Condensed Consolidated Statement of Changes in Equity

## 簡明中期綜合權益變動表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

	Share capital	Share premium	Statutory reserve	Statutory welfare reserve	Property revaluation reserve	Merger reserve	Other reserve	Translation reserve	Retained profits	Dividend proposed	Total equity	
	股本	股份溢價	法定儲備	福利基金	物業重估儲備	合併儲備	其他儲備	換算儲備	保留溢利	擬派股息	權益總額	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Unaudited for the six months ended 30 June 2018	截至二零一八年六月三十日止											
At 1 January 2018	六個月未經審核	10,125	252,478	64,715	2,285	431	12,373	182	969	238,703	19,816	599,776
Profit and total comprehensive income for the period	於二零一八年一月一日	-	-	-	-	-	-	-	-	-	-	-
Dividend paid for 2017	期內溢利及全面收益總額	-	-	-	-	-	-	-	18,015	-	-	18,015
Transfer to statutory reserve	二零一七年股息	-	-	-	-	-	-	-	-	(19,816)	-	19,816
	轉移至法定儲備	-	-	2,173	-	-	-	-	-	(2,173)	-	-
At 30 June 2018	於二零一八年六月三十日	10,125	252,478	66,888	2,286	431	12,373	(182)	(969)	254,545	-	597,975
Unaudited for the six months ended 30 June 2017	截至二零一七年六月三十日止											
At 1 January 2017	六個月未經審核	10,125	252,478	59,223	2,286	431	12,373	(182)	(969)	230,812	25,004	581,581
Profit and total comprehensive income for the period	於二零一七年一月一日	-	-	-	-	-	-	-	-	-	-	-
Dividend paid for 2016	期內溢利及全面收益總額	-	-	-	-	-	-	-	24,177	-	-	24,177
	預繳法定儲備	-	-	4,029	-	-	-	-	(4,029)	-	-	-
	二零一六年股息	-	-	-	-	-	-	-	-	(25,004)	-	(25,004)
At 30 June 2017	於二零一七年六月三十日	10,125	252,478	63,252	2,286	431	12,373	(182)	(969)	250,960	-	590,754

# Notes to the Interim Condensed Financial Statements

## 簡明中期財務報表附註

### 1. CORPORATE INFORMATION AND BASIS OF PREPARATION

Jiahua Stores Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries are operation and management of retail stores and other related businesses, provision of factoring services and operation of restaurant in the PRC.

The unaudited interim condensed consolidated financial statements (“Interim Condensed Financial Statements”) of the Company and its subsidiaries (collectively known as the “Group”) for the six months ended 30 June 2018 (the “period”) have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange.

The Interim Condensed Financial Statements have been prepared in accordance with the same accounting policies adopted in the audited financial information of the Company for the year ended 31 December 2017 (the “2017 Annual Financial Statements”), except for the accounting policy changes that are expected to be reflected in the 2018 annual financial statements. Details of these changes in accounting policies are set out in note 2.

### 1. 集團資訊及編製基準

佳華百貨控股有限公司(「本公司」)於開曼群島註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司主要業務為投資控股。本公司附屬公司之主要業務為於中國經營及管理零售店及其他相關業務，保理業務及經營餐廳。

本公司及其附屬公司(合稱「本集團」)截至二零一八年六月三十日止六個月(「期內」)的未經審核簡明中期綜合財務報表(「簡明中期財務報表」)乃按照香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及聯交所證券上市規則附錄16的適用披露規定編製。

除預期於二零一八年年末財務報表反映的會計政策變動外，簡明中期財務報表乃按與編製本公司截至二零一七年十二月三十一日止年度之經審核財務資料(「二零一七年年末財務報表」)所採用的相同會計政策編製。該等會計政策變動的詳情載於附註2。

## 1. CORPORATE INFORMATION AND BASIS OF PREPARATION (CONTINUED)

The HKICPA has issued a number of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) that are first effective for the current accounting period of the Group and the Company. The Group has not applied any new standard, amendment or interpretation that is not yet effective for the current accounting period.

The preparation of Interim Condensed Financial Statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a period to date basis. Actual results may differ from these estimates.

The Interim Condensed Financial Statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the audited financial information of the Company for the year ended 31 December 2017.

## 2. CHANGES IN ACCOUNTING POLICIES

### (a) Overview

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group’s financial statements:

- HKFRS 9, Financial instruments
- HKFRS 15, Revenue from contracts with customers

## 1. 集團資訊及編製基準 (續)

香港會計師公會已頒佈多項於本集團及本公司當前會計期間首次生效之香港財務報告準則(「香港財務報告準則」)修訂本。而本集團並無應用任何於本會計期間尚未生效之新準則、修訂本或詮釋。

按照香港會計準則第34號編製簡明中期財務報表時，管理層須對影響政策之應用以及期內截至目前為止之資產、負債、收入及開支之呈報金額作出判斷、估計及假設。實際結果與此等估計或有差異。

簡明中期財務報表未包括所有於年度財務報表內要求之所需資料及披露，應與本公司截至二零一七年十二月三十一日止年度之經審核財務資料一併閱讀。

## 2. 會計政策變動

### (a) 概覽

香港會計師公會已頒佈多項於本集團的當前會計期間首次生效的新訂《香港財務報告準則》及《香港財務報告準則》之修訂，當中與本集團財務報表相關的修訂如下：

- 《香港財務報告準則》第9號，金融工具
- 《香港財務報告準則》第15號，客戶合約收入



## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

### (a) Overview (Continued)

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

The Group has been impacted by HKFRS 9 in relation to classification of financial assets and measurement of credit losses, and impacted by HKFRS 15 in relation to presentation of contract liabilities. Details of the changes in accounting policies are discussed in note 2(b) for HKFRS 9 and note 2(c) for HKFRS 15.

Under the transition methods chosen, the Group recognises the cumulative effects of the initial application of HKFRS 9 and HKFRS 15 as an adjustment to the opening statement of financial position at 1 January 2018. Comparative information is not restated.

### (b) HKFRS 9, Financial instruments

HKFRS 9 replaces HKAS 39, Financial instruments: recognition and measurement. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

## 2. 會計政策變動(續)

### (a) 概覽(續)

本集團並無應用任何於當前會計期間尚未生效的新訂準則或詮釋。

本集團就分類金融資產及計量信貸虧損受到《香港財務報告準則》第9號影響，就呈列合約負債受到《香港財務報告準則》第15號影響。有關會計政策變動的詳情，《香港財務報告準則》第9號於附註2(b)討論及《香港財務報告準則》第15號於附註2(c)討論。

在現行所選的過渡方法下，本集團已將初步應用《香港財務報告準則》第9號及《香港財務報告準則》第15號的累積效應確認為對二零一八年一月一日期初財務狀況表所作的調整。比較資料並無重列。

### (b) 《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號取代《香港會計準則》第39號，金融工具：確認及計量。其載列確認及計量金融資產、金融負債以及買賣非金融項目的若干合約的規定。

## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

### (b) HKFRS 9, Financial instruments (Continued)

The Group has applied HKFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening statement of financial position at 1 January 2018. Therefore, comparative information continues to be reported under HKAS 39.

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

#### (i) **Classification of financial assets and financial liabilities**

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

## 2. 會計政策變動(續)

### (b) 《香港財務報告準則》第9號，金融工具(續)

本集團已根據過渡規定對於二零一八年一月一日已存在的項目追溯應用《香港財務報告準則》第9號。本集團已將初步應用的累積效應確認為對於二零一八年一月一日期初財務狀況表所作的調整。因此，比較資料持續根據《香港會計準則》第39號報告。

有關過往會計政策變動的性質及影響以及過渡方法的進一步詳情載列如下：

#### (i) **金融資產及金融負債的分類**

《香港財務報告準則》第9號將金融資產分類為三個主要類別：按攤銷成本計量、按公允價值計入其他全面收入及按公允價值計入損益。該等類別取代《香港會計準則》第39號的類別：持有至到期投資、貸款及應收款項、可供出售金融資產及按公允價值計入損益的金融資產。《香港財務報告準則》第9號項下的金融資產乃根據管理金融資產的業務模式及其合約現金流特徵分類。

## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

(b) HKFRS 9, Financial instruments (Continued)

**(i) Classification of financial assets and financial liabilities (Continued)**

Non-equity investments held by the Group are classified into one of the following measurement categories:

- 1 amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method;
- 2 FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income. Any impairment, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognized in profit and loss. When the investment is derecognized, the amount accumulated in other comprehensive income is recycled from equity to profit or loss; or

## 2. 會計政策變動(續)

(b) 《香港財務報告準則》第9號，金融工具(續)

**(i) 金融資產及金融負債的分類(續)**

本集團持有的非股本投資分類為以下其中一種計量類別：

- 1 攤銷成本，倘所持投資用作收回合約現金流（僅代表本金及利息付款）。投資的利息收入按實際利率法計算；
- 2 按公允價值計入其他全面收入（轉入損益），倘投資之合約現金流僅包括本金及利息付款，並且投資以目的為同時收回合約現金流及出售的業務模式持有。公允價值變動於其他全面收入內確認。任何減值，利息收入（按實際利率法計算）及匯兌盈虧於損益內確認。當終止確認該投資時於其他全面收入內累計的金額由權益轉入損益；或

## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

### (b) HKFRS 9, Financial instruments (Continued)

#### (i) **Classification of financial assets and financial liabilities (Continued)**

- 3 FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment and interests are recognised in profit or loss.

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI (non-recycling), are recognised in profit or loss.

## 2. 會計政策變動(續)

### (b) 《香港財務報告準則》第9號，金融工具(續)

#### (i) **金融資產及金融負債的分類(續)**

- 3 按公允價值計入損益，倘該投資不符合按攤銷成本或按公允價值計入其他全面收入(轉入損益)計量的標準。該投資的公允價值變動及利息於損益內確認。

於股本證券之投資被分類為按公平值計入損益，除非該等股權投資並非以貿易目的而持有且於初始確認投資時，本集團選擇指定投資按公平值計入其他全面收益(不得轉入損益)，因此，公平值的其後變動於其他全面收益確認。該等選擇以個別工具基準作出，並僅於發行人認為投資符合股本定義時方可作出。作出該選擇後，於其他全面收益累計之金額仍將保留在公平值儲備(不得轉入損益)直至出售投資為止。於出售時，於公平值儲備(不得轉入損益)累計之金額轉入保留盈利，且不會轉入損益。股本證券投資之股息(不論分類為按公平值計入損益或按公平值計入其他全面收益(不得轉入損益))均於損益確認。

## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

### (b) HKFRS 9, Financial instruments (Continued)

#### (i) **Classification of financial assets and financial liabilities (Continued)**

The significant financial assets of the Group at 31 December 2017 included trade and loan receivables and cash and cash equivalents which are still measured at amortised cost under HKFRS 9, there is no material impact on the carrying amounts of the assets on adoption of HKFRS 9.

The measurement categories for all financial liabilities remain the same, except for financial guarantee contracts, if any.

The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

#### (ii) **Credit losses**

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the expected credit loss (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

## 2. 會計政策變動(續)

### (b) 《香港財務報告準則》第9號，金融工具(續)

#### (i) **金融資產及金融負債的分類(續)**

由於本集團於二零一七年十二月三十一日的主要金融資產包括仍以《香港財務報告準則》第9號之分攤成本計量之應收貿易賬款及貸款及現金及現金等價物，故採納《香港財務報告準則》第9號並無對該等資產的賬面值造成重大影響。

所有金融負債的計量類別維持不變，惟財務擔保合約(如有)除外。

初步應用《香港財務報告準則》第9號對於二零一八年一月一日所有金融負債的賬面值並無影響。

#### (ii) **信貸虧損**

《香港財務報告準則》第9號以預期信貸虧損模式取代《香港會計準則》第39號中的「已產生虧損」模式。預期信貸虧損模式須持續計量與金融資產有關的信貸風險，故確認預期信貸虧損較根據《香港會計準則》第39號中的「已產生虧損」會計模式確認之時間為早。

## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

### (b) HKFRS 9, Financial instruments (Continued)

#### (ii) Credit losses (Continued)

The Group applies the new ECL model to financial assets measured at amortised cost (including cash and cash equivalents, and trade and other receivables). As the Group's credit risk is limited by the nature of its retail sales model and the short maturity periods of the financial assets the Group invests in, this change in accounting policy does not have a significant impact.

#### (iii) Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- 1 Information relating to comparative periods has not been restated. The information presented for 2017 continues to be reported under HKAS 39 and thus may not be comparable with the current period.

## 2. 會計政策變動(續)

### (b) 《香港財務報告準則》第9號，金融工具(續)

#### (ii) 信貸虧損(續)

本集團就按攤銷成本計量的金融資產(包括現金及現金等價物，及貿易及其他應收款項)應用新預期信貸虧損模式。由於本集團的信貸風險受其零售銷售模式之性質及本集團所投資之金融資產於短期內到期所限制，此會計政策之變動並無構成重大影響。

#### (iii) 過渡

因採納《香港財務報告準則》第9號的會計政策變動已獲追溯應用，惟下列敘述除外：

- 1 有關比較期間的資料未獲重列。二零一七年呈列的資料持續根據《香港會計準則》第39號報告，故可能無法與當期比較。

## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

### (b) HKFRS 9, Financial instruments (Continued)

#### (iii) Transition (Continued)

2 The following assessment has been made on the basis of the facts and circumstances that existed at 1 January 2018 (the date of initial application of HKFRS 9 by the Group):

- the determination of the business model within which a financial asset is held.
- the designation of certain investments in equity instruments not held for trading to be classified as at FVOCI (non-recycling).

### (c) HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specified the accounting for construction contracts.

## 2. 會計政策變動(續)

### (b) 《香港財務報告準則》第9號，金融工具(續)

#### (iii) 過渡(續)

2 以下評估乃以於二零一八年一月一日(貴集團首次應用香港財務報告準則第9號之日)存在的事實及情況為基準而編製：

- 釐定持有金融資產的業務模式。
- 指定將分類為按公平值計入其他全面收益(不可轉撥)的非交易性權益工具的若干投資。

### (c) 《香港財務報告準則》第15號，客戶合約收入

《香港財務報告準則》第15號建立確認客戶合約收入及若干成本的全面框架。《香港財務報告準則》第15號取代《香港會計準則》第18號，收入(包括銷售貨物及提供服務所產生的收入)及《香港會計準則》第11號，建造合約(訂明建造合約的會計處理方法)。

## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

### (c) HKFRS 15, Revenue from contracts with customers (Continued)

The Group has elected to use the cumulative effect transition method. Comparative information has not been restated and continues to be reported under HKAS 11 and HKAS 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 January 2018.

Further details of the nature and effect of the changes on previous accounting policies are set out below:

#### (i) **Presentation of contract assets and contract liabilities**

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

## 2. 會計政策變動(續)

### (c) 《香港財務報告準則》第15號，客戶合約收入(續)

本集團已選擇使用累積效應過渡方法。比較資料並未重列且持續根據《香港會計準則》第11號及《香港會計準則》第18號報告。依《香港財務報告準則》第15號所允許，本集團僅就於二零一八年一月一日前尚未完成的合約應用新規定。

有關過往會計政策變動的性質及影響的進一步詳情載列如下：

#### (i) **合約資產及合約負債的呈列**

根據《香港財務報告準則》第15號，應收款項僅在本集團可無條件享有代價的情況下獲確認。倘本集團於無條件享有合約中所承諾貨物及服務的代價前，確認相關收入，則享有該代價的權利被分類為合約資產。同樣地，合約負債(而非應付款項)於顧客支付代價(或按合約規定須支付代價且款項已到期)時，在本集團確認相關收入前獲確認。就與顧客的單一合約而言，呈列淨合約資產或淨合約負債。就多個合約而言，不相關合約的合約資產及合約負債不會以淨額基準呈列。



## 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

(c) HKFRS 15, Revenue from contracts with customers (Continued)

**(i) Presentation of contract assets and contract liabilities (Continued)**

To reflect these changes in presentation, the Group has made the following adjustment at 1 January 2018, as a result of the adoption of HKFRS 15:

“Coupon liabilities” amounting to RMB12.9 million as at 1 January 2018, which were mainly related to sales of prepaid cards are now shown as a separate line item as “contract liabilities” on the face of the consolidated statement of financial position.

**(ii) Other impacts**

The Group’s assessment is that the impact of HKFRS 15 in other areas including customer rights of return, principle vs agent arrangements, customer financing and other income from aged unutilized prepaid cards is not significant as either the respective volume of transactions are not material or the new standard has not led to a change in accounting treatment.

## 2. 會計政策變動(續)

(c) 《香港財務報告準則》第15號，客戶合約收入(續)

**(i) 合約資產及合約負債的呈列(續)**

為在呈列中反映該等變動，本集團已於二零一八年一月一日因採納《香港財務報告準則》第15號而作出下列調整：

於二零一八年一月一日「票息負債」達人民幣1,290萬元，其主要與銷售預付卡有關，現在於綜合財務狀況表上以獨立一行項目「合約負債」列示。

**(ii) 其他影響**

根據本集團的評估，由於個別交易量並不重大，或新準則並未導致會計處理的變動，故《香港財務報告準則》第15號對其他領域(包括客戶退貨權、主事人或代理人安排、客戶融資及來自舊有未使用預付卡之其他收入)的影響並不重大。

### 3. SEGMENT INFORMATION

The Group has identified its operating segments and prepared segment information based on regular internal financial information about resources allocation to the Group's business components and review of these components' performance. There are three business components/operating segments, which are operation and management of retail stores and other related businesses, food and catering, and provision of factoring services (2017: operation and management of retail stores and other related businesses, food and catering, and provision of factoring services).

Certain comparative amounts in segment information have been re-presented to conform to the current year's presentation for better presentation.

### 3. 分部資料

就管理而言，本集團已辨識其經營分類及根據本集團有關的內部財務訊息對業務組成部分的資源分配及對該等組成部分表現的審閱編製分類資料。期內，本集團有三個業務組成部分／經營分類，即經營及管理零售店及其他相關業務，食物及餐飲，及提供保理服務（二零一七年：經營及管理零售店及其他相關業務，食物及餐飲，及提供保理服務）。

分類資料中的若干比較金額已重新呈列以符合本年度呈列以作更佳呈報。

### 3. SEGMENT INFORMATION (CONTINUED)

### 3. 分部資料(續)

		Operation and management of retail stores and other related businesses 經營及管理 零售店及其他 相關業務 (Unaudited) (未經審核) RMB'000 人民幣千元	Food and catering 食物及餐飲 (Unaudited) (未經審核) RMB'000 人民幣千元	Provision of factoring services 提供 保理服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Consolidated 合併 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Six months ended 30 June 2018</b>	<b>截至二零一八年 六月三十日止六個月</b>				
Segment revenue	分類收益	358,192	7,902	2,614	368,708
Segment results	分類業績	23,503	(9,638)	1,637	15,502
Gain on disposal of a subsidiary	出售一間附屬公司得益		10,374		10,374
Unallocated corporate expenses	未分配企業開支				(2,663)
Operating profit before income tax	除所得稅前經營溢利				23,213
Income tax expense	所得稅開支				(5,198)
Profit for the period	期年內溢利				18,015
<b>Other segment information</b>	<b>其他分類資料</b>				
Interest income	利息收入	(2,791)	(4)	(15)	(2,810)
Additions to non-current assets	非流動資產添置	16,961	8,295	-	25,256
Amortisation of intangible assets	無形資產攤銷	58	1,596	-	1,654
Amortisation of prepaid land lease	預付土地金攤銷	130	-	-	130
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13,877	2,901	12	16,790
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	170	-	-	170
Obsolete inventories written off	陳舊存貨撇銷	467	-	-	467

### 3. SEGMENT INFORMATION (CONTINUED)

### 3. 分部資料(續)

		Operation and management of retail stores and other related businesses 經營及管理 零售店及其他 相關業務 (Unaudited) (未經審核) RMB'000 人民幣千元	Food and catering 食物及餐飲 (Unaudited) (未經審核) RMB'000 人民幣千元	Provision of factoring services 提供 保理服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Consolidated 合併 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>At 30 June 2018</b>	<b>於二零一八年六月三十日</b>				
Segment assets	分類資產	868,328	-	54,766	923,094
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益 之財務資產				3,235
Other unallocated corporate assets	其他未分配企業資產				1,361
<b>Total assets</b>	<b>總資產</b>	<b>868,328</b>	<b>-</b>	<b>54,766</b>	<b>927,690</b>
Segment liabilities	分類負債	293,025	-	385	293,410
Provision for taxation	稅項撥備				12,898
Deferred tax liabilities	遞延稅項負債				22,486
Unallocated corporate liabilities	未分配企業負債				921
<b>Total liabilities</b>	<b>總負債</b>	<b>293,025</b>	<b>-</b>	<b>385</b>	<b>329,715</b>

### 3. SEGMENT INFORMATION (CONTINUED)

### 3. 分部資料(續)

		Operation and management of retail stores and other related businesses 經營及管理 零售店及其他 相關業務 (Unaudited) (未經審核) RMB'000 人民幣千元	Food and catering 食物及餐飲 (Unaudited) (未經審核) RMB'000 人民幣千元	Provision of factoring services 提供 保理服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Consolidated 合併 (Unaudited) (未經審核) RMB'000 人民幣千元
Six months ended 30 June 2017	截至二零一七年 六月三十日止六個月				
Segment revenue	分類收益	342,041	4,157	637	346,835
Segment results	分類業績	42,539	(5,936)	338	36,941
Other unallocated corporate expenses	其他未分配企業開支				(2,653)
Operating profit before income tax	除所得稅前經營溢利				34,288
Income tax expense	所得稅開支				(10,111)
Profit for the period	期內溢利				24,177
<b>Other segment information</b>	<b>其他分類資料</b>				
Interest income	利息收入	(2,731)	(4)	(15)	(2,750)
Additions to non-current assets	非流動資產添置	7,252	2,595	-	9,847
Amortisation of intangible assets	無形資產攤銷	58	2,325	-	2,383
Amortisation of prepaid land lease	預付土地金攤銷	131	-	-	131
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14,578	1,280	2	15,860
Obsolete inventories written off	陳舊存貨撇銷	622	-	-	622

### 3. SEGMENT INFORMATION (CONTINUED)

### 3. 分部資料(續)

		Operation and management of retail stores and other related businesses 經營及管理 零售店及其他 相關業務 (Audited) (經審核) RMB'000 人民幣千元	Food and catering 食物及餐飲 (Audited) (經審核) RMB'000 人民幣千元	Provision of factoring services 提供 保理服務 (Audited) (經審核) RMB'000 人民幣千元	Consolidated 合併 (Audited) (經審核) RMB'000 人民幣千元
At 31 December 2017	於二零一七年 十二月三十一日				
Segment assets	分類資產	864,666	23,884	47,313	935,863
Available-for-sales financial assets	可供出售金融資產				3,235
Other unallocated corporate assets	其他未分配企業資產				3,318
<b>Total assets</b>	<b>總資產</b>				<b>942,416</b>
Segment liabilities	分類負債	300,816	3,261	258	304,335
Provision for taxation	稅項撥備				14,393
Deferred tax liabilities	遞延稅項負債				22,486
Unallocated corporate liabilities	未分配企業負債				1,426
<b>Total liabilities</b>	<b>總負債</b>				<b>342,640</b>

### 3. SEGMENT INFORMATION (CONTINUED)

The PRC is the country of domicile of the Group. The country of domicile is determined by referring to the country which the Group regards as its home country, has the majority of operations and centre of management.

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets, including available-for-sales financial assets, are principally attributable to a single geographical region, which is the PRC.

#### Information about a major customer

There was no single customer that contributed to 10% or more of the Group's revenue for the six months ended 30 June 2017 and 2018.

### 3. 分部資料(續)

本集團之註冊國家為中國。註冊國家乃指本集團視作其基地之國家，為其大部分業務及管理中心所在地。

由於本集團之收入及非流動資產(包括可供出售金融資產)主要來自單一地區(即中國)，故並無獨立呈列按地區分部劃分之分部資料分析。

#### 關於主要客戶的資料

於截至二零一七及二零一八年六月三十日止六個月，概無單一客戶佔本集團收益10%或以上。

#### 4. REVENUE AND OTHER OPERATING INCOME

The Group is principally engaged in operation and management of retail stores and other related businesses, provision of factoring services and sales of food and catering (2017: operation and management of retail stores and other related businesses, provision of factoring services and sales of food and catering). Revenue, which is also the Group's turnover, represents invoiced value of goods sold after allowances for returns and discounts, commission from concessionaire sales, rental income, sales of food and catering, and interest income from factoring services. Revenue recognised during the period is as follows:

#### 4. 收入及其他經營收入

本集團主要業務為經營及管理零售店及其他相關業務、提供保理服務及銷售食物及餐飲（二零一七年：經營及管理零售店及其他相關業務、提供保理服務及銷售食物及餐飲）。收入（亦為本集團之營業額），指售出貨品扣除退貨及折扣、專櫃銷售所得佣金、租金收入、銷售食物及餐飲及提供保理服務所產生的利息之後的發票價值。期內確認的收入如下：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收入</b>		
Sales of goods	銷售貨品	<b>252,330</b>	253,828
Commission from concessionaire sales	專賣銷售所得佣金	<b>56,510</b>	55,807
Rental income from sub-leasing of shop premises	分租店舖物業的租金收入	<b>27,944</b>	27,123
Rental income from investment properties	投資物業的租金收入	<b>5,392</b>	5,283
Rental income from sub-leasing of a shopping mall	分租商場物業的租金收入	<b>16,014</b>	-
Interest income from factoring services	來自保理服務之利息收入	<b>2,614</b>	637
Sales of food and catering	銷售食物及餐飲	<b>7,904</b>	4,157
		<b>368,708</b>	346,835
<b>Other operating income</b>	<b>其他經營收入</b>		
Interest income	利息收入	<b>2,810</b>	2,750
Government grants	政府補貼	<b>3,881</b>	753
Administration and management fee income from suppliers	來自供應商的行政及管理費收入	<b>31,636</b>	29,153
Others	其他	<b>13,139</b>	14,697
		<b>51,466</b>	47,353



## 5. OPERATING PROFIT BEFORE INCOME TAX

## 5. 除所得稅前經營溢利

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年 RMB'000 人民幣千元 <b>(Unaudited)</b> (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Operating profit is arrived at after charging:	經營溢利已扣除以下項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>16,790</b>	15,860
Amortisation of prepaid land lease	預付土地金攤銷	<b>130</b>	131
Amortisation of intangible assets	無形資產攤銷	<b>1,654</b>	2,383
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	<b>170</b>	-
Operating lease rentals in respect of land and buildings	土地及樓宇的營運租賃租金	<b>57,750</b>	27,589
Obsolete inventories written-off	撇銷陳舊存貨	<b>467</b>	622
Staff costs, including directors' emoluments	員工成本，包括董事酬金		
- salaries and other benefits	- 薪金及其他福利	<b>49,275</b>	43,149
- contributions to pension scheme	- 退休金計劃供款	<b>5,553</b>	4,744
and crediting:	及已計入：		
Rental income from investment properties	投資物業之租金收入	<b>5,391</b>	5,283
Sub-letting of properties	分租物業		
- Base rents	- 基本租金	<b>25,496</b>	24,532
- Contingent rents*	- 或然租金*	<b>2,448</b>	2,591
		<b>27,944</b>	27,123

\* Contingent rents are calculated based on a percentage of the relevant sales of the tenants pursuant to the rental agreements.

\* 或然租金乃根據租賃協議按租戶相關銷售的若干百分比計算。

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

Six months ended 30 June  
 截至六月三十日止六個月

2018 二零一八年 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
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Current income tax	即期所得稅
PRC enterprise income tax	中國企業所得稅

5,198

10,111

The Group is not subject to any taxation under the jurisdiction of the Cayman Islands and British Virgin Islands during the period (six months ended 30 June 2017: Nil).

本集團於期內毋須繳納任何開曼群島及英屬處女群島司法權區之稅項(截至二零一七年六月三十日止六個月: 無)。

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits in Hong Kong for the period (six months ended 30 June 2017: Nil).

由於本集團於期內並無來自香港的估計應課稅溢利，故並無就香港利得稅作出撥備(截至二零一七年六月三十日止六個月: 無)。

Subsidiaries of the Company established in the PRC (except for Guangxi which corporate income tax rate was 15% (2017: 15%) pursuant to the privilege under the China's Western Development Program (西部大開發)) were subject to PRC enterprise income tax at the rate of 25% for the year under the income tax rules and regulations of the PRC (2017: 25%).

本公司其他於中國成立之附屬公司(除廣西外，根據西部大開發計劃而其有關所得稅率為15%(二零一七年: 15%))於本年度須根據中國所得稅條例及法規按25%稅率繳納中國企業所得稅(二零一七年: 25%)。

## 6. INCOME TAX EXPENSE (CONTINUED)

Pursuant to the Detailed Implementation Regulations for implementation of the new Corporate Income Tax Law of the PRC issued on 6 December 2007, a 10% withholding income tax shall be levied on the dividends remitted by the companies established in the PRC to their foreign investors starting from 1 January 2008. Dividends declared or proposed out from the profits generated by the PRC companies after 1 January 2008 shall be subject to this withholding income tax.

## 7. DIVIDEND

- (a) The Board of Directors does not recommend the payment of an interim dividend for the period (six months ended 30 June 2017: Nil).
- (b) Dividend attributable to the previous financial year, approved and paid during the period:

## 6. 所得稅開支(續)

根據於二零零七年十二月六日頒佈的中國新企業所得稅法實施條例，由二零零八年一月一日起，將對在中國成立的公司向其海外投資者宣派的股息徵收10%的預扣所得稅。於二零零八年一月一日後，以中國公司產生的溢利宣派或建議宣派的股息須繳納預扣所得稅。

## 7. 股息

- (a) 董事會不建議派付期內中期股息(截至二零一七年六月三十日止六個月：無)。
- (b) 於期間批准及派付之過往財政年度股息：

### For the six months ended 截至六月三十日止六個月

30 June 2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
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Final dividend in respect of the previous year, approved and paid during the period, of RMB1.91 cents (six months ended 30 June 2017: RMB2.41 cents) per share	於期間內批准及派付之過往年度末期股息每股人民幣1.91分(截至二零一七年六月三十日止六個月：人民幣2.41分)
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**19,816**

**25,004**

## 8. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to the owners of the Company for the period of approximately RMB18,015,000 (six months ended 30 June 2017: approximately RMB24,177,000) and the weighted average number of approximately 1,037,500,002 (six months ended 30 June 2017: approximately 1,037,500,002) ordinary shares in issue during the period.

Diluted earnings per share were same as the basic earnings per share as the exercise price of the Company's outstanding options were higher than the average market price for the periods and there were no other potential dilutive ordinary shares in existence during the periods.

## 9. CAPITAL EXPENDITURES

During the period, the Group incurred capital expenditures of approximately RMB25,256,000 (six months ended 30 June 2017: approximately RMB9,847,000) which mainly related to the acquisition of leasehold improvements, plant and machinery, furniture, fixtures and equipment and motor vehicles and tools.

## 8. 每股盈利

每股基本盈利按期內本公司擁有人應佔溢利約人民幣18,015,000元(截至二零一七年六月三十日止六個月:約人民幣24,177,000元)及期內已發行普通股加權平均數約1,037,500,002股(截至二零一七年六月三十日止六個月:約1,037,500,002股)計算。

由於本公司尚未行使購股權之行使價高於期內平均市價,故每股攤薄盈利與每股基本盈利相同及期內並無其他具攤薄潛力之普通股。

## 9. 資本開支

期內,本集團產生資本開支約人民幣25,256,000元(截至二零一七年六月三十日止六個月:約人民幣9,847,000元),主要與購置租賃物業裝修、廠房及機器、家具、裝置及設備,及汽車及工具有關。

## 10. TRADE RECEIVABLES

All of the Group's sales are on cash basis except for trade receivables from certain bulk sales of merchandise to corporate customers, rental income receivables from tenants and loan receivables from provision of factoring services. The credit terms offered to the customers or tenants from operation and management of retail stores are generally for a period of one to three months, while to customers from factoring services are generally for a period of one to nine months. Trade receivables were non-interest-bearing, except for trade receivables from factoring services.

The aging analysis of the Group's trade receivables, based on invoice dates, is as follows:

Within 30 days	30日內
31 – 60 days	31至60日
61 – 180 days	61至180日
181 – 365 days	181至365日
Over 1 year	一年以上

## 10. 應收貿易賬款

除若干向企業客戶作出的大量商品銷售、應收租客的租金收入及應收保理業務的貸款賬款外，本集團所有銷售均以現金進行。授予此等經營及管理零售店的客戶或租客的信貸期一般為一至三個月。而授予保理業務之客戶的信貸期一般為一至九個月。除源自保理業務外，應收貿易賬款為免息。

本集團應收貿易賬款按發票日期的賬齡分析如下：

At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
23,096	8,795
17,569	25,027
21,663	11,242
332	282
382	147
<b>63,042</b>	<b>45,493</b>

## 11. CASH AND BANK BALANCES

		<b>At 30 June 2018</b>	At 31 December 2017
		於二零一八年 六月三十日	於二零一七年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Audited)
		<b>(未經審核)</b>	(經審核)
Cash at banks and in hand	銀行及手頭現金	<b>231,050</b>	151,150
Bank deposits maturing within three months	於三個月內到期的 銀行存款	<b>14,753</b>	107,667
Cash and cash equivalents for the purpose of statement of cash flows	現金流量表的現金及 現金等價物	<b>245,803</b>	258,817
Bank deposits maturing over three months	於三個月以外到期的 銀行存款	<b>20,000</b>	30,000
		<b>265,803</b>	288,817

## 12. TRADE PAYABLES

The credit terms granted by suppliers are generally for a period of 30 to 60 days.

The aging analysis of the trade payables, based on invoice dates, is as follows:

		<b>At 30 June 2018</b>	At 31 December 2017
		於二零一八年 六月三十日	於二零一七年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Audited)
		<b>(未經審核)</b>	(經審核)
Within 30 days	30日內	<b>37,315</b>	105,662
31 – 60 days	31至60日	<b>75,187</b>	56,804
61 – 180 days	61至180日	<b>21,465</b>	19,530
181 – 365 days	181至365日	<b>825</b>	4,345
Over 1 year	一年以上	<b>5,133</b>	8,158
		<b>139,925</b>	194,499

## 11. 現金及銀行結餘

## 12. 應付貿易賬款

供應商授出的信貸期一般為30至60日。

應付貿易賬款按發票日期的賬齡分析如下：

### 13. OPERATING LEASE ARRANGEMENTS

(a) Group as lessee

The total future minimum lease payments under non-cancellable operating leases in respect of land and buildings payable to independent third parties are as follows:

Within one year	一年內
In the second to fifth years	第二年至第五年
After five years	五年後

### 13. 經營租賃安排

(a) 本集團作為承租人

根據不可撤銷土地及樓宇經營租賃須於未來應付獨立第三方之最低租賃付款總額如下：

At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
63,655	47,730
219,955	83,555
191,170	19,063
<b>474,780</b>	<b>150,348</b>

### 13. OPERATING LEASE ARRANGEMENTS (CONTINUED)

(a) Group as lessee (continued)

The total future minimum lease payments under non-cancellable operating leases in respect of land and buildings payable to related companies, Shenzhen Baijiahua Group Company Limited (“BJH Group”) and Shenzhen Jiahua Real Estate Development Company Limited (“JH Real Estate”), companies in which Mr. Zhuang Lu Kun and Mrs. Zhuang Su Lan, the wife of Mr. Zhuang Lu Kun, have beneficial interests, are as follows:

Within one year	一年內
In the second to fifth years	第二年至第五年
After five years	五年後

### 13. 經營租賃安排(續)

- (a) 本集團作為承租人(續)  
 根據不可撤銷土地及樓宇經營租賃須於未來應付本公司董事莊陸坤先生及莊素蘭女士(莊陸坤先生妻子)擁有實益權益的關連公司深圳市百佳華集團有限公司(「百佳華集團」)及深圳市佳華房地產開發有限公司(「佳華房地產」)的最低租賃付款總額如下:

At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
35,359	33,000
100,568	103,074
206,271	226,189
<b>342,198</b>	<b>362,263</b>



### 13. OPERATING LEASE ARRANGEMENTS (CONTINUED)

(a) Group as lessee (continued)

The Group leases a number of land and buildings under operating leases. The leases run for initial periods of one to fifteen years, with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and respective landlords. None of the leases include contingent rentals.

(b) Group as lessor

The Group sub-leases out a number of land and buildings under operating leases. One of the leases run for an initial period of ten years and is cancellable with four months' notice. The rentals on this lease are calculated based on a percentage of the relevant sales of the tenants pursuant to the rental agreement. Contingent rents recognised in the profit or loss during the six months ended 30 June 2017 and 2018 are disclosed in note 5 to these financial statements. All other leases are cancellable with one to two months' notice.

The Group leases the investment properties under operating lease run for initial periods of six to ten years.

### 13. 經營租賃安排(續)

(a) 本集團作為承租人(續)

本集團根據經營租賃租用多項土地及樓宇。租賃初步為期一至十五年，並可選擇於約滿日或本集團與有關業主雙方協定之日期重續租期。租賃並無包括或然租金。

(b) 本集團作為出租人

本集團根據經營租賃分租多項土地及樓宇。其中一項租賃初步為期十年，並可於發出四個月通知後予以撤銷。此項租賃的租金乃按租賃協議項下租戶相關銷售的百分比計算。截至二零一七年及二零一八年六月三十日止六個月，在損益確認的或然租金已於財務報表附註5披露。所有其他租賃可發出一至兩個月通知後予以撤銷。

本集團根據經營租賃租用投資物業，初步租期為六至十年。

### 13. OPERATING LEASE ARRANGEMENTS (CONTINUED)

(b) Group as lessor (continued)

The total future minimum lease receivables under non-cancellable operating leases from independent third parties are as follows:

Within one year	一年內
In the second to fifth years	第二年至第五年
After five years	五年後

The total future minimum lease receivables under non-cancellable operating lease from related parties, namely JH Real Estate and BJH Group, companies in which Mr. Zhuang Lu Kun and Mrs. Zhuang Su Lan, the wife of Mr. Zhuang Lu Kun, have beneficial interests, is as follow:

Within one year	一年內
In the second to fifth years	第二年至第五年
After five years	五年後

### 13. 經營租賃安排(續)

(b) 本集團作為出租人(續)  
根據不可撤銷經營租賃應收獨立第三方之未來最低租金總額如下：

At 30 June 2018 於二零一八年六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2017 於二零一七年十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
36,461	37,660
113,168	122,582
58,641	67,875
<b>208,270</b>	<b>228,117</b>

根據不可撤銷經營租賃，未來應收關連方佳華房地產及百佳華集團(莊陸坤先生及莊素蘭女士(莊陸坤先生妻子)擁有實益權益)之最低租賃付款總額如下：

At 30 June 2018 於二零一八年六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2017 於二零一七年十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
2,923	2,923
9,653	9,905
7,777	8,986
<b>20,353</b>	<b>21,814</b>

## 14. RELATED PARTY TRANSACTIONS

In addition to those transactions and balances detailed elsewhere in this Interim Condensed Financial Statements, the following transactions were carried out with related parties:

### (a) Transactions with BJH Group

## 14. 關連人士交易

除本簡明中期財務報表其他部分詳列之交易及結餘外，以下為與關連人士進行之交易：

### (a) 與百佳華集團之交易

#### Six months ended 30 June

截至六月三十日止六個月

		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Operating lease rentals paid in respect of land and buildings	有關土地及樓宇支付的經營租賃租金	(6,955)	(6,468)
Operating lease rentals arrangement in respect of land and buildings	有關土地及樓宇的經營租賃租金安排	-	(2,755)
Operating lease rentals income in respect of land and buildings	有關土地及樓宇的經營租賃租金收入	(1,096)	(1,164)
Rental income arrangement	租金收入安排	-	414
Utilities income arrangement	水電費收入安排	-	257

## 14. RELATED PARTY TRANSACTIONS (CONTINUED)

- (a) Transactions with BJH Group (continued)
- (i) The amounts were determined in accordance with the terms of the underlying agreements.
- (ii) BJH Group (as tenant) entered into lease arrangements with certain independent third parties (as landlords) to lease certain premises rented by the Group. The Group paid rental expenses of these premises as disclosed above directly to the landlords and not to BJH Group.

Pursuant to a lease agreement dated 28 April 2002 between 深圳市中鵬展實業有限公司 (“Zhong Peng Zhan”) (as landlord) and BJH Group (as tenant), BJH Group leases store premises for a term of 15 years commencing from 16 November 2002 and expiring on 15 November 2017. Pursuant to a supplemental lease agreement dated 1 March 2004 between Zhong Peng Zhan and BJH Group, Zhong Peng Zhan has consented that BJH Group can provide the store premises for occupation by the Group. Zhong Peng Zhan also consented that the Group shall pay the rental under this lease agreement directly to Zhong Peng Zhan and BJH Group has guaranteed the timely payment of rentals to Zhong Peng Zhan by the Group.

The lease has been renewed under the name of the Group on 16 November 2017.

## 14. 關連人士交易(續)

- (a) 與百佳華集團之交易(續)
- (i) 該款項乃根據相關協議條款釐定。
- (ii) 百佳華集團作為租戶與若干獨立第三方作為業主訂立租賃安排，以租賃若干由本集團租用的物業。本集團就上文披露的該等物業直接向業主而非百佳華集團支付租金開支。

根據深圳市中鵬展實業有限公司(「中鵬展」，作為業主)與百佳華集團(作為租戶)所訂立日期為二零零二年四月二十八日的租賃協議，百佳華集團租賃店舖物業，租期為十五年，由二零零二年十一月十六日起至二零一七年十一月十五日屆滿。根據中鵬展與百佳華集團所訂立日期為二零零四年三月一日的補充租賃協議，中鵬展同意百佳華集團提供店舖物業供本集團佔用。中鵬展亦同意本集團直接向中鵬展支付此租賃協議項下租金，而百佳華集團已保證本集團準時向中鵬展支付租金。

此租賃協議已於二零一七年十一月十六日以本集團名義續約。

## 14. RELATED PARTY TRANSACTIONS (CONTINUED)

- (a) Transactions with BJH Group (continued)
- (iii) BJH Group (as landlord) entered into certain sub-lease arrangements with an independent third party (as tenant) to sub-lease part of the retail stores which were rented by the Group. BJH Group received the rental income and utilities income as disclosed above on behalf of the Group. Pursuant to a supplemental agreement dated 6 November 2006 between BJH Group and the Group, BJH Group confirmed that the Group was entitled to the rental income as landlord from the independent third party commencing 1 March 2004. The rentals were determined in accordance with the terms of underlying agreements.
- (b) During the six months ended 30 June 2018, the Group leased properties from JH Real Estate. The operating lease rental expenses were approximately RMB5,497,000 (six months ended 30 June 2017: approximately RMB1,813,000). The amount was determined in accordance with the terms of the underlying agreement.

During the six months ended 30 June 2018, the Group leased properties to JH Real Estate, the operating lease rental receivable was approximately RMB365,000 (six months ended 30 June 2017: 365,000). The amount was determined in accordance with the terms of the underlying agreement.

## 14. 關連人士交易 (續)

- (a) 與百佳華集團之交易(續)
- (iii) 百佳華集團作為業主與一名獨立第三方作為租戶訂立若干分租安排，以分租由本集團租用的部分零售店。百佳華集團已代表本集團收取上文所披露租金收入及公用服務收入。根據百佳華集團與本集團所訂立日期為二零零六年十一月六日的補充協議，百佳華集團確認，本集團有權由二零零四年三月一日起以業主身分向該名獨立第三方收取租金收入。租金乃根據相關協議條款釐定。
- (b) 於截至二零一八年六月三十日止六個月，本集團向佳華房地產租用物業。經營租約租金開支約人民幣5,497,000元(截至二零一七年七月三十日止六個月：約人民幣1,813,000元)。該等款項乃按相關協議條款釐定。

於截至二零一八年六月三十日止六個月，本集團向佳華房地產出租物業，應收營運租賃租金約人民幣365,000元(截至二零一七年六月三十日止六個月：人民幣365,000)。該等款項乃按相關協議條款釐定。

## 14. RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Compensation of key management personnel

Wages, salaries and allowances  
 (short-term employee benefits)  
 Pension costs – defined  
 contribution retirement  
 scheme (post-employment  
 benefits)

工資、薪金及津貼  
 (短期員工福利)  
 退休金成本  
 一定額供款  
 退休計劃  
 (離職後福利)

1,784

84

1,868

1,868

85

1,953

## 15. PROFESSIONAL TAX ADVICE RECOMMENDED

If the shareholders of the Company are unsure about the taxation implications of purchasing, holdings, disposing of, dealing in, or the exercise of any rights in relation to, the shares, they are advised to consult an expert.

## 16. TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to shareholders by reason of their holding of the Company's securities.

## 14. 關連人士交易 (續)

(c) 主要管理人員酬金

### Six months ended 30 June

截至六月三十日止六個月

2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
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1,784

84

1,868

1,868

85

1,953

## 15. 建議尋求專業稅務意見

倘若本公司股東對購買、持有、出售、買賣股份或行使任何有關股份之權利的稅務影響有所疑問，彼等應諮詢專家意見。

## 16. 稅務減免

本公司並不知悉股東因持有本公司證券而可享有之任何稅務減免。

## 17. PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) when the Directors' Report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

## 17. 獲准許之彌償條文

本公司已就其董事及高級管理層可能會面對由企業活動產生之法律行動，為董事及行政人員之職責作適當投保安排。基於董事利益之獲准許彌償條文根據公司條例（香港法例第622章）第470條之規定於董事編製之董事報告按照公司條例（香港法例第622章）第391(1) (a)條獲通過時生效。

## 18. COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS THAT HAVE A SIGNIFICANT IMPACT ON THE COMPANY

The Group is continuously monitoring their compliance to ensure that the Group abides by such laws and regulations from time to time. Besides those general laws and regulations such as the Company Law of the PRC, the Listing Rules of Hong Kong Stock Exchange, the Group has also complied in all material respects with all the laws and regulations that have a significant impact on the business of the Group.

## 18. 遵守對公司有重大影響的有關法律及規例情況

本集團持續監控相關遵守情況，以確保本集團可持續遵守對公司有重大影響的有關法律及規例。除遵守中國公司法、香港聯交所上市規則等常規法律、規例外，於報告期內，本集團亦在各重大方面遵守對本集團業務有重要影響的法律及規例。

## 19. APPROVAL OF THE INTERIM CONDENSED FINANCIAL STATEMENTS

The Interim Condensed Financial Statements were approved and authorised for issue by the Board of Directors on 30 August 2018.

## 19. 批准簡明中期財務報表

簡明中期財務報表於二零一八年八月三十日獲董事會批准及授權刊發。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2018, the interests or short positions of the Directors and chief executives in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (a) were required notification 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 any such Director and chief executives is taken or deemed to have under such provisions of the SFO); or which (b) were required pursuant to Section 352 of the SFO to be entered into the register maintained by the Company; or which (c) were required, pursuant to Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

### 董事及最高行政人員於本公司或其相聯法團股份及相關股份的權益及淡倉

於二零一八年六月三十日，董事及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）的股份及相關股份中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括任何有關董事及最高行政人員根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉）；或(b)根據證券及期貨條例第352條須載入本公司所存置登記冊內的權益或淡倉；或(c)根據上市規則所載上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

### Ordinary Shares of HK\$0.01 each of the Company

本公司每股面值0.01港元的普通股

Name 姓名	Capacity 身分	Number of shares/ Underlying Shares Held 所持股份/相關股份數目			Percentage of Issued Shares 佔已發行 股份百分比
		Personal Interest 個人權益	Family Interest 家族權益	Total Interest 權益總額	
Mr. Zhuang Lu Kun (“Mr. Zhuang”) 莊陸坤先生 （「莊先生」）	Beneficial Owner 實益擁有人	617,985,000	67,500,000 (Note 1) (附註1)	685,485,000	66.07%
Mr. Zhuang Xiao Xiong 莊小雄先生	Beneficial Owner 實益擁有人	75,000,000	-	75,000,000	7.23%



Note:

- (1) 67,500,000 Shares are held by Mrs. Zhuang Su Lan ("Mrs. Zhuang"). Since Mrs. Zhuang is the spouse of Mr. Zhuang, under the SFO, Mr. Zhuang is deemed to be interested in the said Shares held by Mrs. Zhuang.

All the interests disclosed above represent long position in the shares and underlying shares of the Company.

Other than those disclosed in note 14 to the interim condensed financial statements (which were approved by the independent non-executive Directors and in the opinion of the Directors were carried out on normal commercial terms and in ordinary course of the Group's business), no contracts of significance in relation to the Group's business to which the Company, its holding company, fellow subsidiaries or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period. At no time during the Period was the Company, its holding company, fellow subsidiaries or any of its subsidiaries a party of any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, none of Directors, nor their associates, had any other interests or short positions in the shares and underlying shares of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required notification 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 any such Director or chief executive is taken or deemed to have under such provisions of the SFO); or which (b) were required pursuant to Section 352 of the SFO to be entered into the register maintained by the Company; or which (c) were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company or the Stock Exchange.

附註：

- (1) 67,500,000 股股份由莊素蘭女士（「莊太太」）持有。由於莊太太為莊先生的配偶，故根據證券及期貨條例，莊先生被視作於莊太太持有的上述股份中擁有權益。

上文披露的所有權益指於本公司股份及相關股份的好倉。

除簡明中期財務報表附註14披露者（經獨立非執行董事批准且董事認為乃於本集團日常業務中按一般商業條款進行）外，於期終及期內任何時間，本公司、其控股公司、同系附屬公司或其任何附屬公司概無訂立任何與本集團業務有關，且董事於當中直接或間接擁有重大權益的重大合約。於期內任何時間，本公司、其控股公司、同系附屬公司或其任何附屬公司概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體的股份或債券而獲益。

除上文披露者外，董事及彼等的聯繫人士概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份及相關股份中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括任何有關董事或主要行政人員根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉）；或(b)根據證券及期貨條例第352條須載入本公司所存置登記冊內的權益或淡倉；或(c)根據上市規則所載標準守則須知會本公司及聯交所的權益及淡倉。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2018, according to the register kept by the Company pursuant to Section 336 of the SFO, and so far as was known to any Director, the following persons (other than the interests of certain Directors disclosed under the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any associated Corporation" above), had an interest or short position in the shares and 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:

Name 姓名	Type of interest 權益種類	Capacity 身份	Personal Interest 個人權益	Family Interest 家族權益	Total 總計	Approximate percentage of shareholding 股權概約百分比
Mrs. Zhuang 莊太	Personal 個人利益	Beneficial owner 實益擁有人	67,500,000	617,985,000 (Note 1) (附註1)	685,485,000	66.07%

Note:

- (1) 617,985,000 Shares are held by Mr. Zhuang. Since Mr. Zhuang is the spouse of Mrs. Zhuang, under the SFO, Mrs. Zhuang is deemed to be interested in the said Shares held by Mr. Zhuang.

Save as disclosed above, there was no other person known to the Directors, other than the Directors, who, as at 30 June 2018, had an interest or a short position in the shares and 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.

## DIVIDEND DISTRIBUTION

The directors do not recommend payment of an interim dividend for the Period.

## 主要股東權益

於二零一八年六月三十日，按照本公司根據證券及期貨條例第336條存置的登記冊所示，及據董事所知悉，除上文「董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份及債券的權益及淡倉」一節所披露若干董事之權益外，下列人士於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或淡倉：

Name 姓名	Type of interest 權益種類	Capacity 身份	Personal Interest 個人權益	Family Interest 家族權益	Total 總計	Approximate percentage of shareholding 股權概約百分比
Mrs. Zhuang 莊太	Personal 個人利益	Beneficial owner 實益擁有人	67,500,000	617,985,000 (Note 1) (附註1)	685,485,000	66.07%

附註：

- (1) 該617,985,000股股份由莊先生持有。由於莊先生為莊太的配偶，故根據證券及期貨條例，莊太被視作於莊先生持有的上述股份中擁有權益。

除上文披露者外，於二零一八年六月三十日，就董事所知，除董事外概無任何人士於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或淡倉。

## 股息分派

董事不建議派付期內中期股息。

## PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

## SHARE OPTION SCHEME

The Company has a Pre-IPO Share Option Scheme (the "Scheme"). The purpose of the Scheme is to provide the Company with a means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Directors, employees of and consultants, professional and other advisers to the Group.

During the six months ended 30 June 2018, there were no outstanding Options.

## CORPORATE GOVERNANCE CODE

The Company complied with the code provisions of the Corporate Governance Code (the "Code") and Corporate Governance Report set out in Appendix 14 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The Company had complied with the provisions of the Code throughout the Period save as disclosed below.

Code Provision A.6.7 of the Code requires that Independent Non-executive Directors should attend general meeting. Due to other commitments, one Independent Non-executive Directors of the Company had not attended the annual general meeting of the Company held on 30 May 2018.

Code provision E.1.2 of the Code requires that the chairman of the board should attend the annual general meeting. Mr. Zhuang Lu Kun, the Chairman of the Board was unable to attend the annual general meeting of the Company held on 30 May 2018 due to his other business engagements.

## 買賣或贖回本公司的上市證券

本公司或其任何附屬公司於期內並無買賣或贖回本公司任何上市證券。

## 購股權計劃

本公司設有上市前購股權計劃(該「計劃」)。該計劃旨在可讓本公司激勵、獎勵、酬謝、補償董事、本集團僱員及顧問、專業人士及其他諮詢顧問及/或向彼等給予利益。

於截至二零一八年六月三十日止六個月，概無尚未行使購股權。

## 企業管治

本公司已遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載企業管治守則(「守則」)及企業管治報告項下守則條文。除下文所披露外，本公司於期內一直遵守守則之條文。

根據守則下之守則條文A.6.7條，獨立非執行董事應出席股東大會。本公司壹名獨立非執行董事因其他事務而並無出席本公司於二零一八年五月三十日舉行的股東周年大會。

根據守則下之守則條文E.1.2條，董事會主席應出席本公司之股東周年大會。由於董事會主席莊陸坤先生公務繁忙，故未能出席本公司於二零一八年五月三十日舉行的股東周年大會。

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as the Company’s own code for securities transactions by its Directors. Following specific detailed enquiries made with all Directors, the Company confirms that all Directors have fully complied with the required standards set out in the Model Code during the six months ended 30 June 2018.

## REMUNERATION COMMITTEE

The Company has established a remuneration committee on 30 April 2007. The remuneration committee, which comprises the three Independent Non-executive Directors and one Executive Director, is responsible for reviewing and determining the appropriate remuneration policies of the Directors and senior management and making recommendations to the Board from time to time.

## NOMINATION COMMITTEE

The Company has established a nomination committee on 30 April 2007. The nomination committee, which comprises the three Independent Non-executive Directors and one Executive Directors, is responsible for determining the criteria for identifying candidates suitably qualified, reviewing nominations for the appointment of Directors to the Board and making recommendations to the Board regarding any proposed changes.

## 進行證券交易的標準守則

董事會已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為本公司本身有關董事進行證券交易的準則。經向全體董事作出具體詳細查詢後，本公司確認，全體董事於截至二零一八年六月三十日止六個月期間一直全面遵守標準守則所載規定準則。

## 薪酬委員會

本公司於二零零七年四月三十日成立薪酬委員會。薪酬委員會由三名獨立非執行董事及一名執行董事組成，負責檢討及釐定董事及高級管理人員的合適薪酬政策，並不時向董事會提出推薦意見。

## 提名委員會

本公司於二零零七年四月三十日成立提名委員會。提名委員會由三名獨立非執行董事及一名執行董事組成，負責釐定甄選合資格人選的標準、審閱委任董事加入董事會的提名及就任何建議變動向董事會提出推薦意見。

## AUDIT COMMITTEE

The Company has established an audit committee on 30 April 2007 in compliance with the Rule 3.21 of the Listing Rules. The audit committee, which comprises the three Independent Non-executive Directors, has reviewed the accounting principles and practices adopted by the Company as well as internal control and financial reporting matters, including the review of the unaudited interim results for the six months ended 30 June 2018. The financial statements of the Company for the six months ended 30 June 2018 have been reviewed and approved by the audit committee, who are of the opinion that such statements comply with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

## INTERIM REPORT

The 2018 Interim Report will be despatched to shareholders and published on the Stock Exchange's website ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company's website ([www.szbj.com](http://www.szbj.com)) in due course.

On behalf of the Board  
**Jiahua Stores Holdings Limited**

**Zhuang Lu Kun**  
*Chairman*

Shenzhen, the PRC  
30 August 2018

As at the date of this report,  
the Board comprises:

*Executive Directors:*  
Zhuang Lu Kun, Zhuang Pei Zhong,  
Zhuang Xiao Xiong

*Independent Non-executive Directors:*  
Chin Kam Cheung, Sun Ju Yi, Ai Ji

## 審核委員會

本公司已根據上市規則第3.21條於二零零七年四月三十日成立審核委員會。審核委員會由三名獨立非執行董事組成，已審閱本公司採納的會計原則及慣例，以及內部監控及財務申報事宜，包括審閱截至二零一八年六月三十日止六個月的未經審核中期業績。本公司截至二零一八年六月三十日止六個月的財務報表已經審核委員會審閱及批准，且審核委員會認為，有關財務報表符合適用會計準則、上市規則及法規規定，且已作出足夠披露。

## 中期報告

二零一八年中期報告將於適當時候向股東寄發，並於聯交所網站 ([www.hkex.com.hk](http://www.hkex.com.hk)) 及本公司網站 ([www.szbj.com](http://www.szbj.com)) 內刊登。

代表董事會  
**佳華百貨控股有限公司**


*董事長*  
**莊陸坤**

中國，深圳  
二零一八年八月三十日

於本報告日期，  
董事會成員包括：

*執行董事：*  
莊陸坤、莊沛忠、  
莊小雄

*獨立非執行董事：*  
錢錦祥、孫聚義、艾及



香港地址：香港九龍尖沙咀廣東道5號海港城海洋中心7樓715室  
電話：(00852) 3620 2368

Hong Kong Address: Suite 715, 7/F, Ocean Centre, Harbour City,  
5 Canton Road, Tsimshatsui, Kowloon  
Tel: (00852) 3620 2368

**[www.szbjh.com](http://www.szbjh.com)**