



JIYI HOUSEHOLD INTERNATIONAL HOLDINGS LIMITED  
集一家居國際控股有限公司

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

Stock Code 股份代號 : 1495

Annual Report  
**2018** 年報



Corporate Information	公司資料	2
Chairlady's Statement	主席報告書	5
Management Discussion and Analysis	管理層討論與分析	10
Biographical Details of Directors and Senior Management	董事及高級管理層履歷	24
Report of the Directors	董事會報告	36
Corporate Governance Report	企業管治報告	62
Environmental, Social and Governance Report	環境、社會及管治報告	79
Independent Auditor's Report	獨立核數師報告	92
Consolidated Income Statement	綜合收益表	100
Consolidated Statement of Comprehensive Income	綜合全面收益表	101
Consolidated Balance Sheet	綜合資產負債表	102
Consolidated Statement of Changes in Equity	綜合權益變動表	104
Consolidated Cash Flow Statement	綜合現金流量表	105
Notes to the Consolidated Financial Statements	綜合財務報表附註	106
Five Fiscal Years Financial Summary	五個財政年度之財務概要	236

# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Executive Directors

Ms. Hou Wei (*Chairlady*)

Mr. Liu Xianxiu

Mr. Yang Baikang

(appointed on 7 November 2018)

#### Non-executive Directors

Mr. Hou Bo

Mr. Lam On Tai (resigned on 6 November 2018)

#### Independent Non-executive Directors

Mr. Ye Yihui

Mr. Ho Hin Yip

Mr. Hou Lianchang

### AUTHORISED REPRESENTATIVES

Ms. Hou Wei

Mr. Leung Wai Hong (resigned on 19 February 2019)

Mr. Lo Wai Siu (appointed on 19 February 2019)

### COMPANY SECRETARY

Mr. Leung Wai Hong (resigned on 19 February 2019)

Mr. Lo Wai Siu (appointed on 19 February 2019)

### AUDIT COMMITTEE

Mr. Ye Yihui (*Chairman*)

Mr. Ho Hin Yip

Mr. Hou Lianchang

### REMUNERATION COMMITTEE

Mr. Hou Lianchang (*Chairman*)

Mr. Liu Xianxiu

Mr. Ye Yihui

### NOMINATION COMMITTEE

Ms. Hou Wei (*Chairlady*)

Mr. Hou Lianchang

Mr. Ye Yihui

### 董事

#### 執行董事

侯薇女士 (*主席*)

劉賢秀先生

楊柏康先生

(於二零一八年十一月七日獲委任)

#### 非執行董事

侯波先生

林安泰先生 (於二零一八年十一月六日辭任)

#### 獨立非執行董事

葉義輝先生

何衍業先生

侯聯昌先生

#### 授權代表

侯薇女士

梁偉康先生 (於二零一九年二月十九日辭任)

羅偉兆先生 (於二零一九年二月十九日獲委任)

#### 公司秘書

梁偉康先生 (於二零一九年二月十九日辭任)

羅偉兆先生 (於二零一九年二月十九日獲委任)

#### 審核委員會

葉義輝先生 (*主席*)

何衍業先生

侯聯昌先生

#### 薪酬委員會

侯聯昌先生 (*主席*)

劉賢秀先生

葉義輝先生

#### 提名委員會

侯薇女士 (*主席*)

侯聯昌先生

葉義輝先生

**AUDITOR**

PricewaterhouseCoopers  
*Certified Public Accountants*  
22nd Floor, Prince's Building  
Central, Hong Kong

**LEGAL ADVISER**

Ma Tang & Co., Solicitors  
Rooms 1508-1513, Nan Fung Tower  
88 Connaught Road Central  
Hong Kong

**PRINCIPAL SHARE REGISTRAR AND  
TRANSFER OFFICE IN THE CAYMAN ISLANDS**

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

**HONG KONG SHARE REGISTRAR**

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

**REGISTERED OFFICE**

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

**核數師**

羅兵咸永道會計師事務所  
執業會計師  
香港中環  
太子大廈22樓

**法律顧問**

馬鄧律師行  
香港  
干諾道中88號  
南豐大廈1508至1513室

**開曼群島股份過戶登記總處**

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

**香港證券登記處**

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心  
17樓1712至1716號舖

**註冊辦事處**

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

## **CORPORATE INFORMATION**

### **公司資料**

#### **HEADQUARTERS**

No.2 Xianzi Middle Road  
Meixian District, Meizhou  
Guangdong Province, PRC

#### **PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Room 1405, 14th Floor, Jubilee Centre  
18 Fenwick Street, Wanchai  
Hong Kong

#### **PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited  
1 Garden Road, Central  
Hong Kong

Industrial and Commercial Bank of China (Asia) Limited  
33rd Floor, ICBC Tower  
3 Garden Road, Central  
Hong Kong

Meizhou Branch, Bank of Communications  
No.14 Xinzhong Road, Meijiang District,  
Meizhou, Guangdong Province, PRC

Guangzhou Branch, China Zheshang Bank Co, Ltd  
No.921 Guangzhou Dadao Nan,  
Guangzhou, Guangdong Province, PRC

#### **COMPANY WEBSITE**

[www.jiyihousehold.com](http://www.jiyihousehold.com)

#### **STOCK CODE**

1495

#### **總部**

中國廣東省  
梅州市梅縣區  
憲梓中路2號

#### **香港主要營業地點**

香港  
灣仔分域街18號  
捷利中心14樓1405室

#### **主要往來銀行**

中國銀行(香港)有限公司  
香港  
中環花園道1號

中國工商銀行(亞洲)有限公司  
香港  
中環花園道3號  
中國工商銀行大廈33樓

交通銀行梅州分行  
中國廣東省  
梅州市梅江區新中路14號

浙商銀行廣州分行  
中國廣東省  
廣州市廣州大道南921號

#### **公司網站**

[www.jiyihousehold.com](http://www.jiyihousehold.com)

#### **股份代號**

1495

Dear shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of Jiyi Household International Holdings Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 December 2018 ("FY2018" or the "Reporting Period"), together with the comparative figures for the corresponding year ended 31 December 2017 ("FY2017").

## **BUSINESS REVIEW**

With the shift of the Group's strategic focus from the sale and distribution of merchandise to the provision of interior design and engineering services, the Group had succeeded in achieving positive growth in terms of revenue, gross profits and net profits in FY2018. In FY2018, the provision of interior design and engineering services segment accounted for approximately 51.9% of the total revenue (FY 2017: approximately 23.9%), while the sale and distribution of merchandise segment accounted for approximately 48.1% of the total revenue (FY 2017: approximately 76.1%).

### **Provision of interior design and engineering services**

The Group achieved rapid growth in the business segment of the provision of interior design and engineering services to our customers and achieved fruitful results in FY2018. During the Reporting Period, the Group successfully won and commenced several sizeable corporate construction projects which led to significant increase in revenue. The revenue generated from the provision of interior design and engineering services increased by approximately RMB212.1 million or approximately 213.5%, from approximately RMB99.3 million in FY2017 to approximately RMB311.4 million in FY2018, and the Group recorded an increase in gross profit of approximately RMB24.4 million or approximately 296.3%, from approximately RMB8.2 million in FY2017 to approximately RMB32.6 million in FY2018. The gross profit margin increased from approximately 8.3% in FY2017 to approximately 10.5% in FY2018.

各位股東：

本人謹代表董事（「董事」）會（「董事會」）欣然呈獻集一家居國際控股有限公司（「本公司」，連同其附屬公司，統稱「本集團」）截至二零一八年十二月三十一日止年度（「二零一八財政年度」或「報告期間」）的年報，連同截至二零一七年十二月三十一日止相應年度（「二零一七財政年度」）的比較數字。

## **業務回顧**

隨著本集團之策略重心由銷售及分銷商品轉移至提供室內設計及工程服務，本集團已於二零一八財政年度在收入、毛利及純利方面成功實現正面增長。於二零一八財政年度，提供室內設計及工程服務分部收入佔總收入的約51.9%（二零一七財政年度：約23.9%），而銷售及分銷商品分部收入佔總收入的約48.1%（二零一七財政年度：約76.1%）。

### **提供室內設計及工程服務**

本集團向客戶提供室內設計及工程服務之業務分部實現快速增長，並於二零一八財政年度取得豐碩成果。於報告期間，本集團成功贏得並開始若干大型企業建設工程，並因此令收入大幅增加。提供室內設計及工程服務所產生之收入由二零一七財政年度的約人民幣99.3百萬元增加約人民幣212.1百萬元或約213.5%至二零一八財政年度的約人民幣311.4百萬元，且本集團錄得毛利由二零一七財政年度的約人民幣8.2百萬元增長約人民幣24.4百萬元或約296.3%至二零一八財政年度的約人民幣32.6百萬元。毛利率由二零一七財政年度的約8.3%增長至二零一八財政年度的約10.5%。

### **Sale and distribution of merchandise**

The sale and distribution of merchandise remained a stable source of revenue to the Group. In FY2018, with the aforementioned shift of the Group's strategic focus, the Group experienced a decrease of approximately RMB28.6 million or approximately 9.0% in revenue from the sale and distribution of merchandise from approximately RMB316.6 million in FY2017 to approximately RMB288.1 million in FY2018, in particular, the revenue from home improvement materials and furnishing products experienced a decrease of approximately 46.3% and approximately 7.8% in FY2018, respectively.

Overall, the Group recorded a consolidated net profit of approximately RMB12.1 million for FY2018, representing an increase of approximately RMB3.1 million or approximately 34.4% as compared with consolidated net profit of approximately RMB9.0 million for FY2017. Such increase was mainly resulted from the net effect of the increase in gross profit generated from the business segment of the provision of interior design and engineering services of approximately RMB24.4 million, the decrease in both selling and administrative expenses of approximately RMB3.2 million and approximately RMB1.3 million respectively, and of which the increase in consolidated net profit was offset by the decrease in gross profit generated from the sale and distribution of merchandise of approximately RMB21.5 million and the increase in net impairment loss on financial assets of approximately RMB2.6 million.

### **銷售及分銷商品**

銷售及分銷商品仍為本集團之穩定收入來源。於二零一八財政年度，隨著上文所述本集團之策略重心之轉移，本集團錄得來自銷售及分銷商品之收入由二零一七財政年度的約人民幣316.6百萬元減少約人民幣28.6百萬元或約9.0%至二零一八財政年度的約人民幣288.1百萬元，特別是二零一八財政年度來自家居裝修材料及傢俱產品之收入分別錄得減少約46.3%及約7.8%。

整體而言，本集團於二零一八財政年度錄得綜合純利約人民幣12.1百萬元，較二零一七財政年度之綜合純利約人民幣9.0百萬元增加約人民幣3.1百萬元或約34.4%。該增加主要由於提供室內設計及工程服務的業務分部產生的毛利增加約人民幣24.4百萬元，銷售及行政開支分別減少約人民幣3.2百萬元及約人民幣1.3百萬元，兩者於綜合純利之增長由銷售及分銷商品約人民幣21.5百萬元產生的毛利之減少及金融資產之減值虧損淨額約人民幣2.6百萬元之增長所抵銷。

## PROSPECTS

Since FY2017, the Group has switched its core business focus from the business segment of the sale and distribution of merchandise, to the development of the business segment of the provision of interior design and engineering services, and had achieved notable growth in terms of revenue and profits in FY2018. The significant revenue growth from the business segment of the provision of interior design and engineering services was mainly due to the commencement of construction of several sizeable corporate projects during the Reporting Period. It is even more encouraging that the Group successfully won the joint tender and became the general contractor of the construction section of two Engineering Procurement Construction (“EPC”) projects in September 2018. It was the first time for the Group to become a general contractor of the EPC project tendered by the PRC government. It is expected that such success will bring considerable revenue to the Group, and more importantly, it will bring valuable experience to the Group in securing more projects, including public-private partnership projects, from the PRC government in the future.

## 前景

自二零一七財政年度起，本集團已將其核心業務重心由銷售及分銷商品之業務分部轉移至發展提供室內設計及工程服務之業務分部，並已於二零一八財政年度在收入及溢利方面取得顯著增長。源自提供室內設計及工程服務之業務分部收入顯著增長乃主要由於報告期間若干大型企業項目開始施工。更令人鼓舞的是，本集團於二零一八年九月成功競得聯合招標，成為兩個工程採購施工（「EPC」）項目施工部分的總承包商。這是本集團首次成為由中國政府招標之EPC項目的總承包商。預期此次成功將為本集團帶來可觀收入，更為重要的是，其將為日後本集團自中國政府獲得更多項目（包括公私營合作項目）帶來寶貴經驗。



## CHAIRLADY'S STATEMENT 主席報告書

In addition to continuing to strengthen the existing business, the Group is also actively looking for new investment opportunities, in particular in the pan-cultural and entertainment industry, to enhance the Group's profitability and to maximize our shareholders' returns. As disclosed in the announcement of the Company dated 16 November 2018, the Company had entered into an agreement with Shenzhen Tianpeng Cultural Industry Limited (深圳天鵬文化產業股份有限公司), a company established in the PRC with limited liability, in relation to the possible acquisition of no less than 13 movie or television projects to be developed by the said company (the "Proposed Acquisition"). And the completion of the placing of new shares on 27 December 2018 under the general mandate granted by the shareholders of the Company and the Directors pursuant to the resolutions passed on 1 June 2018 provided funding for the Proposed Acquisition. On 19 February 2019, Jiyi Entertainment Limited, a wholly owned subsidiary of the Company, entered into an investment agreement with Xinbao Culture Media Limited, Xinfeng Culture Media Limited ("Xinfeng Culture") and Tourmaline Investment Holding Limited, pursuant to which Jiyi Entertainment Limited agreed to purchase 510 shares, representing 51% of the issued shares of Xinfeng Culture at an aggregate consideration of HK\$54,366,000. This investment is expected to bring new source of revenue to the Group and diversify the Group's business.

除持續加強現有業務外，本集團亦正積極尋求新投資機會（尤其是泛文化和娛樂行業）以提高本集團之盈利能力及最大化我們股東的回報。誠如本公司日期為二零一八年十一月十六日之公告所披露，本公司已跟深圳天鵬文化產業股份有限公司（一間於中國成立之有限公司）就有關可能收購該公司將予開發之不少於13項電影或電視項目訂立協議（「建議收購事項」）。根據本公司股東及董事於二零一八年六月一日通過決議案而授出之一般授權進行的新股配售已於二零一八年十二月二十七日完成，其為建議收購事項提供資金。於二零一九年二月十九日，集一影視投資有限公司（本公司之全資附屬公司）與信寶文化傳媒有限公司、信豐文化傳媒有限公司（「信豐文化」）及碧璽投資控股有限公司訂立投資協議，據此，集一影視投資有限公司同意購買510股股份，相當於信豐文化已發行股份之51%，總代價為54,366,000港元。該投資預期將為本集團帶來新的收入來源及多元化本集團之業務。

## APPRECIATION

On behalf of the Board, I would like to take this opportunity to thank our management and all committed staff members for their contributions to the Group and the shareholders, valued customers, suppliers, and other business partners for their continuous support. Our success would not have been possible without their dedication, contributions, efforts, time and confidence.

Yours sincerely,

**Hou Wei**  
*Chairlady*

Hong Kong, 29 March 2019

## 致謝

本人謹藉此機會代表董事會對管理層及全體盡職員工為本集團所作出的貢獻，以及股東、尊貴客戶、供應商及其他業務夥伴的持續支持，致以謝意。我們的成功與彼等之奉獻、貢獻、努力、時間投入及信任息息相關。

此致

**侯薇**  
主席

香港，二零一九年三月二十九日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL REVIEW

#### Revenue by business operations

The Group is a well-established and integrated building and home improvement materials and furnishings supplier and interior design and engineering services provider in the PRC. The Group is mainly engaged in the sale and distribution of merchandise and the provision of interior design and engineering services.

The following table sets forth the breakdown of revenue by the Group's business segments for the Reporting Period with the comparative figures of FY2017:

### 財務回顧

#### 按業務營運劃分的收入

本集團是中國具規模的綜合建築及家居裝修材料以及傢俱供應商及室內設計及工程服務供應商。本集團主要從事銷售及分銷商品和提供室內設計及工程服務。

下表載列於報告期間，按本集團業務分部劃分的收入明細，連同二零一七財政年度可資比較數字：

		For the year ended 31 December		
		截至十二月三十一日止年度		
		2018	2017	Changes
		二零一八年	二零一七年	變動
		RMB'000	RMB'000	%
		人民幣千元	人民幣千元	
Sale and distribution of merchandise	銷售及分銷商品			
– Building materials	– 建材	248,186	257,193	(3.5)
– Home improvement materials	– 家居裝修材料	20,817	38,745	(46.3)
– Furnishings	– 傢俱	19,090	20,703	(7.8)
		<b>288,093</b>	<b>316,641</b>	<b>(9.0)</b>
Provision of interior design and engineering services	提供室內設計及工程服務			
– Household	– 家居項目	641	1,571	(59.2)
– Corporate	– 企業項目	310,744	97,756	217.9
		<b>311,385</b>	<b>99,327</b>	<b>213.5</b>
Total	總計	<b>599,478</b>	<b>415,968</b>	<b>44.1</b>

Total revenue of the Group increased by approximately RMB183.5 million or approximately 44.1% from approximately RMB416.0 million for FY2017 to approximately RMB599.5 million for FY2018. Such increase was mainly driven by the growth in revenue generated from the business of the provision of interior design and engineering services, and was partially offset by the decrease in sale of home improvement materials and furnishings during the Reporting Period.

#### Revenue from sale of and distribution of merchandise

Revenue of the Group from sale and distribution of merchandise, comprising: (i) sale of building materials; (ii) sale of home improvement materials; and (iii) sale of furnishings, decreased by approximately RMB28.5 million or approximately 9.0% from approximately RMB316.6 million for FY2017 to approximately RMB288.1 million for FY2018. The decrease was a combined result of the followings:

#### Sale of building materials

Sale of building materials decreased by approximately RMB9.0 million or approximately 3.5% from approximately RMB257.2 million for FY2017 to approximately RMB248.2 million for FY2018. Such decrease was mainly due to the decrease in sales of pipes and fittings, electrical wires and cables during the Reporting Period.

本集團總收入由二零一七財政年度約人民幣416.0百萬元增加約人民幣183.5百萬元或約44.1%至二零一八財政年度約人民幣599.5百萬元。該增加乃主要歸因於提供室內設計及工程服務業務產生之收入增加，並被報告期間家居裝修材料及傢俱的銷售減少所部分抵銷。

#### 銷售及分銷商品收入

本集團銷售及分銷商品包括(i)建材銷售；(ii)家居裝修材料銷售；及(iii)傢俱銷售，所得收入由二零一七財政年度約人民幣316.6百萬元減少約人民幣28.5百萬元或約9.0%至二零一八財政年度約人民幣288.1百萬元。該減少乃因以下各項的綜合影響所致：

#### 建材銷售

建材銷售由二零一七財政年度約人民幣257.2百萬元減少約人民幣9.0百萬元或約3.5%至二零一八財政年度約人民幣248.2百萬元。該減少乃主要由於報告期間的管道管件、電線電纜銷售量減少所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Sale of home improvement materials

Sale of home improvement materials decreased by approximately RMB17.9 million or approximately 46.3% from approximately RMB38.7 million for FY2017 to approximately RMB20.8 million for FY2018. The decrease was mainly due to the decrease in sales order made by our major customers during the Reporting Period.

### Sale of furnishings

Sale of furnishings decreased by approximately RMB1.6 million or approximately 7.8% from approximately RMB20.7 million for FY2017 to approximately RMB19.1 million for FY2018. Such decrease was mainly due to the keen market competition during the Reporting Period.

### Revenue from provision of interior design and engineering services

Revenue from provision of interior design and engineering services increased by approximately RMB212.1 million or approximately 213.6% from approximately RMB99.3 million for FY2017 to approximately RMB311.4 million for FY2018. Such increase was contributed by the increase in number and size of corporate projects, and the increase in the scale of our construction projects during the Reporting Period. In view of the growing number and size of projects secured by the Group at the moment, the Group feels confident in developing this business operation continuously in the coming few years.

### 家居裝修材料銷售

家居裝修材料銷售由二零一七財政年度之約人民幣38.7百萬元減少約人民幣17.9百萬元或約46.3%至二零一八財政年度之約人民幣20.8百萬元。該減少乃主要由於於報告期間我們主要客戶的銷售訂單減少所致。

### 傢俱銷售

傢俱銷售由二零一七財政年度的約人民幣20.7百萬元減少約人民幣1.6百萬元或約7.8%至二零一八財政年度之約人民幣19.1百萬元。該減少主要由於報告期間之市場競爭激烈所致。

### 提供室內設計及工程服務之收入

提供室內設計及工程服務之收入由二零一七財政年度約人民幣99.3百萬元增加約人民幣212.1百萬元或約213.6%至二零一八財政年度約人民幣311.4百萬元。該增加乃歸因於報告期間企業工程項目數目及規模增大，以及我們建築工程規模增大。鑒於本集團目前已取得之項目數量及規模不斷增長，本集團對該業務營運於未來數年之持續發展充滿信心。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Gross profit and gross profit margin

The following table sets forth the breakdown of gross profit and gross profit margin by the Group's business segments for the Reporting Period with the comparative figures of FY2017:

### 毛利及毛利率

下表載列於報告期間，按本集團業務分部劃分的毛利及毛利率明細，連同二零一七財政年度之比較數字：

		For the year ended 31 December 截至十二月三十一日止年度			
		2018 二零一八年		2017 二零一七年	
		Gross profit 毛利	Gross profit margin 毛利率	Gross profit 毛利	Gross profit margin 毛利率
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Sale and distribution of merchandise	銷售及分銷商品				
– Building materials	– 建材	17,087	6.9	26,781	10.4
– Home improvement materials	– 家居裝修材料	3,415	16.4	11,479	29.6
– Furnishings	– 傢俱	2,872	15.0	6,593	31.8
		<b>23,374</b>	<b>8.1</b>	<b>44,853</b>	<b>14.2</b>
Provision of interior design and engineering services	提供室內設計及工程服務	32,578	10.5	8,220	8.3
Total	總計	<b>55,952</b>	<b>9.3</b>	<b>53,073</b>	<b>12.8</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

As the revenue of the Group increased by approximately RMB183.5 million or approximately 44.1% from approximately RMB416.0 million for FY2017 to approximately RMB599.5 million for FY2018, the Group's overall gross profit increased by approximately RMB2.9 million or approximately 5.4% from approximately RMB53.1 million for FY2017 to approximately RMB56.0 million for FY2018. The increase in the Group's overall gross profit was mainly due to the increase in the proportion of revenue generated from provision of interior design and engineering services during the Reporting Period.

The gross profit margin of provision of interior design and engineering services increased from approximately 8.3% for FY2017 to approximately 10.5% for the Reporting Period. With the increasing volume of corporate projects and the expansion of market share, the Group believes that the gross profit margin of this business segment will continue to increase in the future.

The gross profit margin of the business of sale and distribution of merchandise dropped from approximately 14.2% for FY2017 to approximately 8.1% for FY2018, which was mainly due to keen market competition among the market competitors during the Reporting Period.

#### Selling expenses

The Group's selling expenses decreased by approximately RMB3.1 million or approximately 17.0% from approximately RMB18.2 million for FY2017 to approximately RMB15.1 million for the Reporting Period. Such decrease was in line with the decrease in revenue from the business of sale and distribution of merchandise, and was also due to the decrease in employee benefit expenses and depreciation of property, plant and equipment, of approximately RMB2.0 million and RMB1.0 million respectively during the Reporting Period.

由於本集團收入由二零一七財政年度約人民幣416.0百萬元增加約人民幣183.5百萬元或約44.1%至二零一八財政年度約人民幣599.5百萬元，本集團整體毛利由二零一七財政年度約人民幣53.1百萬元增加約人民幣2.9百萬元或約5.4%至二零一八財政年度約人民幣56.0百萬元。本集團整體毛利率增長主要由於報告期間提供室內設計及工程服務產生的收入比例增加。

提供室內設計及工程服務的毛利率由二零一七財政年度約8.3%增長至報告期間的約10.5%。隨著企業工程量的增長及市場份額的擴張，本集團相信，該業務分部的毛利率將於日後持續增長。

銷售及分銷商品業務之毛利率由二零一七財政年度約14.2%跌至二零一八財政年度約8.1%，此乃主要由於於報告期間市場競爭者間的激烈競爭所致。

#### 銷售開支

本集團之銷售開支由二零一七財政年度之約人民幣18.2百萬元減少約人民幣3.1百萬元或約17.0%至報告期間之約人民幣15.1百萬元。該減少與來自銷售及分銷商品業務之收益減少符合，且亦由於於報告期間僱員福利開支減少以及物業、廠房及設備之折舊分別約人民幣2.0百萬元及人民幣1.0百萬元所致。

### Administrative expenses

The Group's administrative expenses decreased by approximately RMB1.3 million or approximately 8.7% from approximately RMB15.0 million for FY2017 to approximately RMB13.7 million for the Reporting Period. The decrease was mainly due to the improvements in cost control measures adopted by the Group, which results in a decrease in other expenses of approximately RMB2.7 million from approximately RMB8.2 million to approximately RMB5.5 million during the Reporting Period. The decrease in the Group's administrative expenses was partially offset by the increase in share option expenses of approximately RMB0.8 million in FY2018 (FY2017: Nil).

### Finance costs – net

The Group's net finance costs increased by approximately RMB1.1 million or approximately 18.6% from approximately RMB5.9 million for FY2017 to approximately RMB7.0 million for the Reporting Period. The increase in the Group's net finance costs was mainly due to the increase in the Group's average bank borrowings and effective interest rates during the Reporting Period.

### Profit for the year

As a result of the foregoing, the Group's profit for the year increased by approximately RMB3.1 million or approximately 34.4% from approximately RMB9.0 million for FY2017 to approximately RMB12.1 million for the Reporting Period.

### 行政開支

本集團之行政開支由二零一七財政年度約人民幣15.0百萬元減少約人民幣1.3百萬元或約8.7%至報告期間之約人民幣13.7百萬元。該減少主要由於本集團採納之成本控制措施有所改善，從而導致其他開支由約人民幣8.2百萬元減少約人民幣2.7百萬元至報告期間之約人民幣5.5百萬元。本集團行政開支的減少由二零一八財政年度之購股權開支增加約人民幣0.8百萬元（二零一七財政年度：無）所部分抵銷。

### 財務成本淨額

本集團之財務成本淨額由二零一七財政年度約人民幣5.9百萬元增加約人民幣1.1百萬元或約18.6%至報告期間約人民幣7.0百萬元。本集團財務成本淨額的增加主要由於本集團於報告期間之平均銀行借款及實際利率增加所致。

### 年內溢利

基於上述因素，本集團之年內溢利由二零一七財政年度約人民幣9.0百萬元增加約人民幣3.1百萬元或約34.4%至報告期間約人民幣12.1百萬元。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

As at 31 December 2018, the Group had a total cash and bank balances of approximately RMB116.4 million (FY2017: RMB93.0 million) mainly denominated in RMB and HK\$. The increase in total cash and bank balances was mainly due to the net proceeds received from the issuance of ordinary shares and the proceeds received from bank borrowings of approximately RMB141.7 million and RMB103 million during the Reporting Period.

As at 31 December 2018, the Group had net current assets of approximately RMB415.6 million, as compared to approximately RMB257.4 million as at 31 December 2017.

### BORROWINGS AND PLEDGE OF ASSETS

As at 31 December 2018, the Group had unutilised banking facilities for short term financing of approximately RMB20 million (FY2017: RMB108 million) and total bank borrowings of approximately RMB103 million (FY2017: RMB88.2 million).

As at 31 December 2018, the bank borrowings of the Group were secured by land use rights, investment properties and property, plant and equipment of the Group at the carrying amounts of approximately RMB2.6 million (FY2017: RMB2.8 million), RMB1.4 million (FY2017: Nil) and RMB33.4 million (FY2017: RMB42.2 million), respectively.

### CAPITAL EXPENDITURE

The Group's has no material capital expenditure during the Reporting Period (FY2017: RMB3.3 million).

### 流動資金、財政及資本資源

於二零一八年十二月三十一日，本集團之現金及銀行結餘總額約為人民幣116.4百萬元（二零一七財政年度：人民幣93.0百萬元），主要以人民幣及港元計值。現金及銀行結餘總額增加乃主要由於報告期間發行普通股之所得款項淨額及銀行借貸之所得款項約人民幣141.7百萬元及人民幣103百萬元所致。

於二零一八年十二月三十一日，本集團之流動資產淨值約為人民幣415.6百萬元，而於二零一七年十二月三十一日則約為人民幣257.4百萬元。

### 借款及資產抵押

於二零一八年十二月三十一日，本集團之未動用短期融資之銀行融資約為人民幣20百萬元（二零一七財政年度：人民幣108百萬元），而銀行借款總額約為人民幣103百萬元（二零一七財政年度：人民幣88.2百萬元）。

於二零一八年十二月三十一日，本集團之銀行借款乃由本集團賬面金額分別為約人民幣2.6百萬元（二零一七財政年度：人民幣2.8百萬元）、人民幣1.4百萬元（二零一七財政年度：無）及人民幣33.4百萬元（二零一七財政年度：人民幣42.2百萬元）之土地使用權、投資物業以及物業、廠房及設備作抵押。

### 資本開支

本集團於報告期間並無重大資本開支（二零一七財政年度：人民幣3.3百萬元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL RATIO

### 財務比率

		As at 於	
		31 December 2018 二零一八年 十二月 三十一日	31 December 2017 二零一七年 十二月 三十一日
Current ratio <sup>(1)</sup>	流動比率 <sup>(1)</sup>	2.7	2.5
Quick ratio <sup>(2)</sup>	速動比率 <sup>(2)</sup>	2.5	2.3
Gearing ratio (%) <sup>(3)</sup>	資本負債比率(%) <sup>(3)</sup>	21.0	26.3
Net debt to equity ratio (%) <sup>(4)</sup>	淨債務權益比率(%) <sup>(4)</sup>	(2.7)	(1.5)

#### Notes:

- (1) Current ratio is calculated as total current assets divided by total current liabilities.
- (2) Quick ratio is calculated as total current assets less inventories and divided by total current liabilities.
- (3) Gearing ratio is calculated as total debt divided by total equity and multiplied by 100%.
- (4) Net debt to equity ratio is calculated as total borrowings net of cash and cash equivalents and restricted cash, and divided by total equity and multiplied by 100%.

#### 附註：

- (1) 流動比率乃按流動資產總值除以流動負債總額計算。
- (2) 速動比率乃按流動資產總值減存貨再除以流動負債總額計算。
- (3) 資本負債比率乃按債項總額除以權益總額再乘以100%計算。
- (4) 淨債務權益比率乃按借款總額(扣除現金及現金等價物以及受限制現金)除以權益總額再乘以100%計算。

### FOREIGN EXCHANGE EXPOSURE

Most of the trading transactions were denominated in RMB, except for certain cost of sale, which was denominated in HK\$ and RMB. The Group is exposed to foreign exchange risk with respect mainly to HK\$ which may affect the Group's performance. The management is aware of the possible exchange rate risk exposure due to the continuing fluctuation of HK\$ and will closely monitor its impact on the performance of the Group to see if any hedging policy is necessary. The Group currently does not have any foreign currency hedging policy.

### 外匯風險

除若干銷售成本按港元及人民幣計值外，本集團之大部分貿易交易乃按人民幣計值。本集團所面對之外匯風險主要與港元有關，本集團之表現可能因此受到影響。管理層知悉港元持續波動可能引致之外匯風險，並將密切監察其對本集團表現之影響，以判斷是否必要採取任何對沖政策。本集團現時並無任何外幣對沖政策。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### RIGHTS ISSUE

On 25 April 2018, the Company proposed to raise proceeds by way of the rights issue of 172,800,000 rights shares on the basis of two rights shares for every five existing shares ("Rights Issue") held by each qualifying shareholder on the record date at the subscription price of HK\$0.60 per rights share payable in full on acceptance. The Rights Issue was fully underwritten by Xinling Limited, the Company's controlling shareholder.

After the completion of the Rights Issue on 24 July 2018, the number of total issued shares of Company increased from 432,000,000 to 604,800,000. The net proceeds from the Rights Issue, after deducting the related professional fees and expenses, was approximately HK\$101.8 million. It was planned that approximately HK\$91.6 million, representing approximately 90% of the net proceeds from the Rights Issue, would be applied for financing the capital input for several interior design and engineering projects under construction in the PRC and the remaining portion of approximately HK\$10.2 million, representing approximately 10% of the net proceeds from the Rights Issue, would be applied for general working capital for the payment of operational expenses for the Company's Hong Kong principal office, such as payment of salaries and rents and general operational expenses, etc. As at 31 December 2018, the unutilised proceeds amounted to approximately HK\$4.2 million for general working capital purposes.

Details of the Rights Issue by the Company are set out in the Company's announcements dated 25 April 2018, 26 April 2018, 16 May 2018, 25 May 2018, 14 June 2018, 15 June 2018 and 23 July 2018, circular dated 25 May 2018 and Rights Issue documents dated 28 June 2018.

### 供股

於二零一八年四月二十五日，本公司建議透過按於記錄日各合資格股東每持有五股現有股份獲發兩股供股股份的基準，以每股供股股份0.60港元的認購價（須於接納時悉數支付）供股172,800,000股供股股份（「供股」），以籌集資金。供股已由本公司控股股東欣領有限公司悉數包銷。

於二零一八年七月二十四日供股完成後，本公司已發行股份總數由432,000,000股增加至604,800,000股。經扣除有關專業費用及開支後，供股所得款項淨額約為101.8百萬港元。本公司計劃將約91.6百萬港元（相當於供股所得款項淨額約90%）用作為位於中國的若干室內設計及在建工程項目的資本投入提供資金及將餘下部分約10.2百萬港元（相當於供股所得款項淨額約10%）用作一般營運資金，以支付本公司香港總辦事處的營運開支，如支付薪金及租金以及一般營運開支等。於二零一八年十二月三十一日，用作一般營運資金用途的所得款項有約4.2百萬港元尚未動用。

本公司供股之詳情載於本公司日期為二零一八年四月二十五日、二零一八年四月二十六日、二零一八年五月十六日、二零一八年五月二十五日、二零一八年六月十四日、二零一八年六月十五日及二零一八年七月二十三日之公告、日期為二零一八年五月二十五日之通函及日期為二零一八年六月二十八日之供股文件內。

### PLACING OF NEW SHARES UNDER GENERAL MANDATE AND THE USE OF PROCEEDS

On 27 December 2018, the Company completed a placing of shares up to 86,400,000 new ordinary shares of the Company (“Placing Share”) at a placing price of HK\$0.70 per Placing Share, representing a discount of approximately 9.1% to the closing price of HK\$0.77 on the date of the placing agreement, to not less than six placees who and whose ultimate beneficial owners were third parties independent of the Company and its connected persons. The net proceeds from the placing, after deducting the related placing commission, professional fees and all related expenses, were approximately HK\$59.7 million. It was planned that approximately HK\$53.7 million, representing approximately 90% of the net proceeds from the placing, would be used for funding the possible acquisition of no less than 13 movie or television projects to be developed by the said company (the “Proposed Acquisition”) disclosed in the announcement of the Company dated 16 November 2018 and the remaining portion of approximately HK\$6.0 million, representing approximately 10% of the net proceeds from the placing, would be used by the Company as general working capital of the Group. As at 31 December 2018, the unutilised proceeds amounted to approximately HK\$45.1 million and approximately HK\$6.0 million, which were used for funding investment projects and general working capital, respectively.

Details of the placing of shares by the Company are set out in the Company’s announcements dated 10 December 2018 and 27 December 2018.

### CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 December 2018 (FY2017: Nil).

### 根據一般授權配售新股及所得款項用途

於二零一八年十二月二十七日，本公司完成按每股配售股份0.70港元（較配售協議日期之收市價0.77港元折讓約9.1%）之配售價，向不少於六名承配人配售本公司最多86,400,000股新普通股（「配售股份」），該等承配人及其最終實益擁有人均為獨立於本公司及其關連人士之第三方。於扣除相關配售佣金、專業費用及所有相關費用後，配售所得款項淨額約為59.7百萬港元。本公司計劃將約53.7百萬港元（相當於配售所得款項淨額之約90%）用於撥付可能收購上述公司將予開發之不少於13項電影或電視項目（「建議收購事項」）（有關詳情於本公司日期為二零一八年十一月十六日的公告中披露），而餘下部分約6.0百萬港元（相當於配售所得款項淨額之約10%）將由本公司用作本集團的一般營運資金。於二零一八年十二月三十一日，尚未使用的所得款項約為45.1百萬港元及約6.0百萬港元，分別用於撥付投資項目及一般營運資金。

有關本公司配售股份之詳情載於本公司日期為二零一八年十二月十日及二零一八年十二月二十七日之公告。

### 或然負債

於二零一八年十二月三十一日，本集團並無重大或然負債（二零一七財政年度：無）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### CAPITAL COMMITMENTS

The Group had no significant outstanding capital commitment as at 31 December 2018 (FY2017: Nil).

### EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2018, the employee headcount of the Group was 172 (FY2017: 153) and the total staff costs, including Directors' remuneration, amounted to approximately RMB10.5 million for the Reporting Period (FY2017: RMB12.5 million). The decrease in total staff cost was a combined result of: (i) the reduction in headcount starting from the first half year of FY2018, in particular the headcount of the store operation function, which was to tie in with the Group's business plan to develop the business of interior design and engineering services; (ii) the logistics and warehousing functions of the Group has been outsourced since the last quarter of 2017 and for the full year of the Reporting Period.

The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees. The Group conducts induction training for all of its new employees and on-going training from time to time during their employment. The nature of training offered depends on their specific field of operation.

### 資本承擔

於二零一八年十二月三十一日，本集團並無重大尚未償還之資本承擔（二零一七財政年度：無）。

### 僱員及薪酬政策

於二零一八年十二月三十一日，本集團之僱員人數為172人（二零一七財政年度：153人），及於報告期間，員工總成本（包括董事薪酬）約為人民幣10.5百萬元（二零一七財政年度：人民幣12.5百萬元）。員工總成本減少乃由：(i)為配合本集團發展室內設計及工程服務業務的商業計劃而於二零一八財政年度上半年開始減少員工人數，尤其是店舖經營職能的員工人數；(ii)本集團自二零一七年最後一季度並於報告期間全年開始外包其物流及倉儲職能的綜合影響所致。

本集團為僱員提供符合行業慣例並具競爭力的薪酬待遇及各種福利。本集團為所有新僱員進行入職培訓，並在彼等受僱期間不時提供持續培訓。所提供培訓的性質取決於彼等具體的工作領域。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The objective of the Group's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration paid to its employees (including directors and senior management), the following factors are considered:

- workload, responsibility and job complexity;
- business requirements;
- individual performance and contribution to results;
- company performance and profitability;
- retention considerations and the potential of individuals;
- corporate goals and objectives;
- market rates and changes in relevant markets, including supply and demand fluctuations and changes in competitive conditions; and
- general economic situation.

本集團薪酬政策的目標為根據業務需求及行業慣例維持公平且具競爭力的薪酬待遇。於釐定向其僱員（包括董事及高級管理層）支付的薪酬水平時會考慮以下因素：

- 工作量、職責及工作的複雜程度；
- 業務需求；
- 個人表現及對業績作出的貢獻；
- 公司表現及盈利能力；
- 留任因素及個人潛力；
- 公司目標及宗旨；
- 相關市場的市場水平及變動，包括供需變動及競爭環境轉變；及
- 整體經濟狀況。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### KEY RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

#### Business Risk

Future growth of the Group relies, to a certain extent, on the successful maintenance and expansion of the Group's sales to key customers. As a result, any loss of key customers or substantial reduction in the amount of purchase by them could significantly and adversely affect the business, results of operations, financial condition and prospects of the Group. Further, the business of the Group is currently concentrated in Meizhou of Guangdong Province. Any adverse economic or market development in this region or any other regions that the Group operates may materially and adversely affect the demand for the merchandise of the Group.

#### Operational Risk

Most of the Group's sale and distribution of merchandise are derived from merchandise procured from its suppliers. Any adverse change of the Group's relationship, including termination or change in requirements as imposed by the suppliers, with its suppliers may adversely affect the business operation of the Group. Further, the Group's operation can also be adversely affected if there occur any material delay in product delivery by the Group's suppliers.

### 主要風險及不明朗因素

本集團的財務狀況、經營業績、業務及前景可能受眾多風險及不明朗因素影響。以下為本集團識別出的主要風險及不明朗因素。除下文所述者外，可能存在本集團未獲悉或目前不屬重大但日後可能成為重大的其他風險及不明朗因素。

#### 業務風險

本集團日後的增長在一定程度上依賴成功保持及擴大對主要客戶的銷售。因此，主要客戶流失或其購買額大幅下降可能對本集團的業務、經營業績、財務狀況及前景造成重大不利影響。此外，本集團的業務目前集中在廣東省梅州。該地區或本集團經營所在的任何其他地區的任何不利經濟或市場發展可能會對本集團商品的需求造成重大不利影響。

#### 經營風險

本集團的大部分商品銷售及分銷源自向其供應商採購的商品。本集團與其供應商關係的任何不利變動（包括供應商所提出的終止或要求變動）可能會對本集團的業務經營造成不利影響。此外，倘本集團的供應商交付產品出現任何重大延遲，本集團的經營亦會受到不利影響。

### Industrial Risk

The products and services offered by the Group are mainly used for or closely related to building or home improvement purposes. Accordingly, business, results of operations and prospects of the Group are driven, to a considerable extent, by the growth of the real estate market and the relevant government policies in China.

### Financial Risk

The financial risk management of the Group are set out in note 4 to the consolidated financial statements.

### Manpower and Retention Risk

The competition for talents in the cities that the Group operates leads to the risk that the Group is not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will continue to evaluate our remuneration system and policy from time to time and target to provide attractive remuneration package to attract, retain and motivate suitable candidates and personnel.

### 行業風險

本集團所提供的產品及服務主要用於建築或家居裝修或與之密切相關的用途。因此，本集團的業務、經營業績及前景在很大程度上受到中國房地產市場增長以及相關政府政策的推動。

### 財務風險

本集團的財務風險管理載於綜合財務報表附註4。

### 人力及挽留風險

本集團經營所在城市的人才競爭導致本集團面臨風險，即不能吸引及挽留擁有適當及所需技能、經驗及符合本集團業務目標能力的主要人員及人才。本集團將繼續不時評估薪酬系統及政策，旨在提供具吸引力的薪酬待遇，以吸引、挽留及激勵合適人選及人員。



# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

### DIRECTORS

#### Executive Directors

**Ms. Hou Wei (侯薇)**, aged 49, was appointed as a Director on 2 February 2015 and was re-designated as an executive Director on 5 June 2015. Ms. Hou is also the chairlady and chief executive officer of the Group. She is primarily responsible for the overall management, strategic planning, business development and cooperation of the Group. In September 1999, Ms. Hou joined Guangdong Jiyi Household Building Materials Chain Co., Ltd. ("Jiyi Household") as the manager of Jiyi Household and she was later appointed as the executive director of Jiyi Household in May 2004, primarily responsible for the overall management, operation, strategic planning and the supervision of the finance and purchase department. She has about 18 years of experience in retail chain store operation and distribution of housewares and building materials. Prior to joining the Group, from July 1989 to July 1999, Ms. Hou served as a teacher of Meizhou Middle School of Meizhou (梅州市梅州中學). From October 2011 to December 2016, Ms. Hou served as a member of CPPCC Guangdong Province Meixian Committee (政協廣東省梅縣委員會). In November 2011, she received the title of "Guangdong Province Outstanding Entrepreneurs" (廣東省優秀企業家) jointly awarded by Guangdong Entrepreneurs Council (廣東企業家理事會) and Guangdong Province Economists and Entrepreneurs Association (廣東省經濟學家企業家聯誼會). In November 2012, she received the title of "Green Brand Advocates of Chinese Household Building Materials" (中國建材家居綠色品牌倡導者) awarded by China Real Estate Society (中國房地產學會) and China Building Materials Daily (中國建材報). Ms. Hou received her diploma in English from Guangdong Jiaying College (廣東嘉應學院) in the PRC in June 1989 and her graduate certificate in the advanced class of business strategy (經營方略高級研修班) from the Peking University (北京大學) in the PRC in January 2013. Ms. Hou is the sister of Mr. Hou Bo, a non-executive Director and the sister-in-law of Ms. Deng Haiming, a senior management of the Group.

### 董事

#### 執行董事

侯薇女士，49歲，於二零一五年二月二日獲委任為董事並於二零一五年六月五日調任為執行董事。侯女士亦為本集團主席兼行政總裁。彼主要負責本集團的整體管理、戰略規劃及業務發展和合作。於一九九九年九月，侯女士加入廣東集一家居建材連鎖有限公司（「集一家居」）為集一家居的經理，其後於二零零四年五月獲委任為集一家居的執行董事，主要負責整體管理、經營、戰略規劃以及監督財務及採購部。彼於連鎖店營運及分銷傢俱及建材方面擁有約18年經驗。加入本集團前，侯女士於一九八九年七月至一九九九年七月擔任梅州市梅州中學教師。自二零一一年十月至二零一六年十二月，侯女士擔任政協廣東省梅縣委員會委員。於二零一一年十一月，彼獲廣東企業家理事會及廣東省經濟學家企業家聯誼會共同頒授「廣東省優秀企業家」榮銜。於二零一二年十一月，彼獲中國房地產學會及中國建材報頒發的「中國建材家居綠色品牌倡導者」榮銜。侯女士於一九八九年六月在中國的廣東嘉應學院取得英語文憑，並於二零一三年一月在中國的北京大學取得經營方略高級研修班的畢業證書。侯女士為非執行董事侯波先生的妹妹及本集團高級管理層鄧海鳴女士的姻妹。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Liu Xianxiu (劉賢秀)**, aged 46, was appointed as an executive Director on 5 June 2015. He is primarily responsible for overall internal control and internal audit affairs of the Group. He joined the Group in July 2011 and served as an account manager and warehouse logistics manager of Jiyi Household until February 2013, primarily responsible for accounting and auditing and management of warehouse logistics. He was re-designated as a deputy chief financial officer of Jiyi Household from March 2013 to June 2013, and was appointed as the chief financial officer of Jiyi Household in July 2013, primarily responsible for the overall management of financial affairs. He was re-designated as the chief internal audit officer of Jiyi Household in September 2017, primarily responsible for the overall internal control and internal audit affairs. Prior to joining the Group, from July 1995 to November 2001, he served as the accountant of Meizhou Gas Company Limited (梅州市管道煤氣有限公司), a company which is principally engaged in supply of town gas in Meizhou, where he was primarily responsible for accounting. From November 2001 to November 2004, he was the finance manager of Meizhou Yanming Lake Tourist Resorts Company Limited (梅縣雁鳴湖旅遊度假村有限公司), a company which is principally engaged in the management of Yanming Lake Tourist Resorts (雁鳴湖旅遊度假村), primarily responsible for accounting and finance of such company. From November 2004 to July 2011, he served as the head of finance of Meizhou New Weima Ceramics Company Limited (梅州市新威馬陶瓷有限公司), a company which is principally engaged in the production of ceramics, primarily responsible for accounting and finance of such company. Mr. Liu received his diploma in financial management and computer application from South China Agricultural University (華南農業大學) in the PRC in July 1995. He received his qualification certificate of specialty and technology (intermediate accounting) (專業技術資格證書(中級會計)) from the Ministry of Finance of the PRC in May 2002.

劉賢秀先生，46歲，於二零一五年六月五日獲委任為執行董事。彼主要負責本集團的整體內部控制及內部審計事宜。彼於二零一一年七月加入本集團，擔任集一家居會計經理及倉儲物流經理，直至二零一三年二月為止，主要負責倉儲物流的會計、審計及管理。彼於二零一三年三月至二零一三年六月調任集一家居財務副總監，並於二零一三年七月獲委任為集一家居財務總監，主要負責整體財務管理。彼於二零一七年九月調任為集一家居的內部審計總監，主要負責整體內部控制及內部審計事務。於加入本集團前，彼於一九九五年七月至二零零一年十一月在梅州市管道煤氣有限公司(一家主要在梅州市從事煤氣供應的公司)擔任會計師，主要負責會計工作。於二零零一年十一月至二零零四年十一月，彼於梅縣雁鳴湖旅遊度假村有限公司(一家主要從事雁鳴湖旅遊度假村管理的公司)擔任財務經理，主要負責有關公司的會計及財務。於二零零四年十一月至二零一一年七月，彼於梅州市新威馬陶瓷有限公司(一家主要從事陶瓷生產的公司)擔任財務主管，主要負責該公司的會計及財務。劉先生於一九九五年七月在中國的華南農業大學取得財務管理及計算機應用文憑。彼於二零零二年五月取得中國財政部的專業技術資格證書(中級會計)。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Yang Bailiang (楊柏康)**, aged 53, was appointed as our executive Director on 7 November 2018. He has been the vice president of the Company since 1 November 2017 and is primarily responsible for overseeing the engineering services business of the Company's subsidiary in the PRC. Mr. Yang served in various positions in different government departments in Meizhou City, Guangdong Province, PRC. He served as the deputy mayor of the People's Government of the Triangle Town of Meijiang District in Meizhou City (梅州市梅江區三角鎮人民政府) from December 1995 to March 1999; he served as the deputy secretary of the Party Committee (黨委副書記) of the People's Government of the Triangle Town of Meijiang District in Meizhou City (梅州市梅江區三角鎮人民政府) from March 1999 to July 2002; he also served as the mayor of the People's Government of the Triangle Town of Meijiang District in Meizhou City (梅州市梅江區三角鎮人民政府) from December 2000 to July 2002; he served as the deputy director of the Meizhou Municipal Real Estate Administration Bureau (梅州市房產管理局) from July 2002 to June 2007; he served as deputy director of the Meizhou Municipal Construction Bureau (梅州市建設局) from June 2007 to February 2010; and he served as deputy director of Meizhou Municipal Housing and Urban-Rural Development Bureau (梅州市住房和城鄉建設局) from February 2010 to July 2016. He obtained his diploma in political history from Jiaying Normal College (嘉應師範專科學校) in July 1986. He obtained his graduation certificate in economic management from CPC Guangdong Provincial Party School (中共廣東省委黨校) in December 2000 and obtained his graduation certificate of the postgraduate course for world economy and political majors from Graduate School of Renmin University of China (中國人民大學研究生院) in June 2002.

楊柏康先生，53歲，於二零一八年十一月七日獲委任為執行董事。彼自二零一七年十一月一日起一直擔任本公司的副總裁，主要負責監督本公司的中國附屬公司之工程服務業務。楊先生曾于中國廣東省梅州市政府的不同部門擔任多個職位。彼於一九九五年十二月至一九九九年三月出任梅州市梅江區三角鎮人民政府副鎮長；自一九九九年三月至二零零二年七月於梅州市梅江區三角鎮人民政府出任黨委副書記；並於二零零二年十二月至二零零二年七月兼任梅州市梅江區三角鎮人民政府鎮長；自二零零二年七月至二零零七年六月於梅州市房產管理局出任副局長；自二零零七年六月至二零一零年二月於梅州市建設局出任副局長；及自二零一零年二月至二零一六年七月於梅州市住房和城鄉建設局出任副局長。彼於一九八六年七月在嘉應師範專科學校取得政史系文憑，並分別於二零零零年十二月及二零零二年六月在中共廣東省委黨校取得經濟管理課程的畢業證書及在中國人民大學研究生院取得世界經濟與政治專業研究生課程研修班的結業證書。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### Non-executive Directors

**Mr. Hou Bo** (侯波), aged 51, was appointed as a non-executive Director on 5 June 2015. He is primarily responsible for the risk management and providing supervision in the business of the Group. From September 2010 to December 2011, he has been the supervisor of Jiyi Household and from December 2011 onwards, was then appointed as the non-executive director of Jiyi Household, primarily responsible for the risk management and providing supervision in the business of Jiyi Household. Since June 2002, he has been the managing director of Meizhou Xikang Real Estate Investment Company Limited (梅州市禧康房地產投資有限公司), a company which is principally engaged in property investments, where he is primarily responsible for the overall business management. From October 2011 onwards, he has also served as the managing director of Meizhou Xikang Estate Management Company Limited (梅州市禧康物業管理有限公司), a company which is principally engaged in estate management, where he is primarily responsible for the overall business management. He received a diploma in electronics from Meizhou West Vocational and Technical College (梅州城西職業技術學校) in the PRC in July 1984. Mr. Hou is the brother of Ms. Hou Wei. He was qualified as a senior industrial construction engineer (工業建築高級工程師) recognised by the Department of Personnel of Guangdong Province (廣東省人事廳) in March 2006, and was registered as an architect with the Department of Housing and Urban Rural Construction of Guangdong Province (廣東省住房和城鄉建設廳) in August 2010.

#### 非執行董事

侯波先生，51歲，於二零一五年六月五日獲委任為非執行董事。彼主要負責本集團的風險管理及提供業務監督。彼於二零一零年九月至二零一一年十二月為集一家居主管，並自二零一一年十二月起獲委任為集一家居非執行董事，主要負責集一家居風險管理及業務監督。彼自二零零二年六月起擔任梅州市禧康房地產投資有限公司（一家主要從事物業投資的公司）的董事總經理，主要負責整體業務管理。彼自二零一一年十月起亦已擔任梅州市禧康物業管理有限公司（一家主要從事房地產管理的公司）董事總經理，主要負責整體業務管理。彼於一九八四年七月自中國的梅州城西職業技術學校取得電子專業文憑。侯先生為侯薇女士的兄長。彼於二零零六年三月獲廣東省人事廳認可為合資格工業建築高級工程師，並於二零一零年八月於廣東省住房和城鄉建設廳註冊為建築師。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Lam On Tai (林安泰)**, aged 47, was appointed as our non-executive Director on 5 June 2015 and subsequently resigned from his position on 6 November 2018 due to other business commitments. He was primarily responsible for advising on finance and investor relationship of the Group. Mr. Lam has more than 19 years of experience in banking and securities industry, in which over 16 years of experience was accumulated in advising on corporate finance relating to various listing and restructuring transactions. Mr. Lam currently serves as the managing director of Red Solar Capital Limited (緯耀資本有限公司), a company which is principally engaged in securities services, which he is primarily responsible for advising on corporate finance. Mr. Lam was also appointed as an independent non-executive director of Oi Wah Pawnshop Credit Holdings Limited (stock code: 1319), a company listed on the Main Board of the Stock Exchange, since 1 April 2017. Mr. Lam received his diploma in general business management from the Lingnan College (嶺南學院) (now known as the Lingnan University (嶺南大學)) in Hong Kong in November 1994, and his master's degree in business administration from the University of Sheffield in the United Kingdom in December 1996. He also obtained his bachelor's degree in law from the University of Wolverhampton in the United Kingdom in July 1998 through a distance learning course.

林安泰先生，47歲，於二零一五年六月五日獲委任為非執行董事，其後因其他業務承擔而於二零一八年十一月六日辭任。彼主要負責就本集團財務及投資者關係提供意見。林先生於銀行及證券行業擁有逾19年經驗，且於有關多項上市及重組交易的企業融資累積超過16年經驗。林先生目前擔任緯耀資本有限公司（一家主要從事證券服務的公司）董事總經理，主要負責就企業融資提供意見。自二零一七年四月一日起，林先生亦委任為靄華押業信貸控股有限公司（股份代號：1319）（一間於聯交所主板上市的公司）的獨立非執行董事。林先生於一九九四年十一月在香港的嶺南學院（現稱嶺南大學）取得工商管理文憑，於一九九六年十二月在英國的University of Sheffield取得工商管理碩士學位。彼亦於一九九八年七月透過遠程教育課程在英國的University of Wolverhampton取得法律學士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Ye Yihui (葉義輝)**, aged 55, was appointed as an independent non-executive Director on 6 October 2015. He has been the independent director of Jiyi Household from July 2013 onwards, primarily responsible for providing independent view and advice to the board of directors of Jiyi Household including the effectiveness of the internal control system and the audit process of Jiyi Household. Mr. Ye has over 27 years of experience in areas of finance, audit and tax. Prior to joining the Group, Mr. Ye served in various positions where he was primarily responsible for the overall management of financial affairs, operation and audit management. He worked with the Audit Bureau of Meizhou Province (梅縣審計局) from 1988 to 1998, during 1995 to 1998, he served as the supervisor, where he was primarily responsible for the audit of finance and infrastructure projects; the deputy manager of Zhuhai Huacheng Certified Public Accountants (珠海華誠會計師事務所) from February 2001 onwards, where he was primarily responsible for the management of financial affairs and operation; and the manager of Meizhou Zhengde Tax Agent Office (梅州正德稅務師事務所) from November 2010 onwards, where he was primarily responsible for the overall management and operation. He received his diploma in economics and industrial enterprise management from Guangdong Radio and TV University (廣東廣播電視大學) now known as the Open University of Guangdong (廣東開放大學) in the PRC in July 1986 and his diploma in economic management from CPC Guangdong Provincial Party Committee Party School (中共廣東省委黨校) in the PRC in July 2005 through a distance learning course. He is an auditor registered with the National Audit Office of the PRC (中華人民共和國審計署) since November 1992 and an accountant registered with Ministry of Finance of the PRC (中華人民共和國財政部) since December 1992. He has been admitted as a registered certified public accountant of Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since April 1996 and a registered tax agent of Management Center of Certified Tax Agent of Guangdong Province (廣東省註冊稅務師協會) since June 1999. He has been a member of the Council of Management Center of Certified Tax Agent of Guangdong Province (廣東省註冊稅務師協會) since March 2011.

#### 獨立非執行董事

葉義輝先生，55歲，於二零一五年十月六日獲委任為獨立非執行董事。彼自二零一三年七月起一直擔任集一家居的獨立董事，主要負責向集一家居董事會提供獨立意見及建議，包括集一家居的內部控制系統及審計流程的有效性。葉先生於財務、審計及稅務領域擁有逾27年經驗。於加入本集團前，葉先生曾擔任多個職位，主要負責整體財務管理、經營及審計管理。彼於一九八八年至一九九八年於梅縣審計局任職，於一九九五年至一九九八年任股長，主要負責財務審計及基建項目；自二零零一年二月起於珠海華誠會計師事務所擔任副經理，主要負責財務管理及營運；自二零一零年十一月起於梅州正德稅務師事務所擔任經理，主要負責整體管理及營運。彼於一九八六年七月獲中國的廣東廣播電視大學（現稱廣東開放大學）頒授經濟及工業企業管理文憑，並於二零零五年七月透過遠程學習獲中國的中共廣東省委黨校頒授經濟管理文憑。彼自一九九二年十一月起於中華人民共和國審計署註冊為審計師，並自一九九二年十二月起於中華人民共和國財政部註冊為會計師。彼自一九九六年四月獲中國註冊會計師協會認許為註冊會計師，並自一九九九年六月起為廣東省註冊稅務師協會註冊稅務師。彼自二零一一年三月起為廣東省註冊稅務師協會理事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Ho Hin Yip** (何衍業), aged 45, was appointed as an independent non-executive Director on 6 October 2015. Mr. Ho has more than 19 years of financial and auditing experience. Since April 2012, he is the financial controller and joint company secretary of Dukang Distillers Holdings Limited (stock code: BKV), a company listed on the Singapore Exchange Limited, where he is responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. Mr. Ho was also appointed as an independent non-executive director of each of China Ever Grand Financial Leasing Group Co., Ltd (formerly known as PME Group Limited) (stock code: 379) and Xinhua News Media Holdings Limited (stock code: 309), both are companies listed on the Main Board of the Stock Exchange, since December 2012 and December 2014, respectively. Mr. Ho received his bachelor's degree in business administration from the Chinese University of Hong Kong in December 1997. He was admitted as a member and a fellow member of The Association of Chartered Certified Accountants in August 2000 and August 2005, respectively. He has also been registered as a certified public accountant (Practising) of the Hong Kong Institute of Certified Public Accountants since February 2005.

何衍業先生，45歲，於二零一五年十月六日獲委任為獨立非執行董事。何先生於財務及審計方面擁有逾19年經驗。彼自二零一二年四月起為新加坡證券交易所有限公司上市公司杜康控股有限公司（股份代號：BKV）的財務總監及聯席公司秘書，負責財務及會計職能、法規及企業管治事宜。何先生亦分別自二零一二年十二月及二零一四年十二月獲委任為聯交所主板上市公司中國恒嘉融資租賃集團有限公司（前稱為必美宜集團有限公司）（股份代號：379）及新華通訊頻媒控股有限公司（股份代號：309）的獨立非執行董事。何先生於一九九七年十二月取得香港中文大學工商管理專業學士學位。彼於二零零零年八月及二零零五年八月分別獲英國特許公認會計師公會認許為會員及資深會員。彼自二零零五年二月起亦註冊為香港會計師公會的執業會計師。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Hou Lianchang** (侯聯昌), aged 51, was appointed as an independent non-executive Director on 6 October 2015. He has over 17 years of experience in legal work focusing on corporate finance practice. Since April 2000, Mr. Hou has been a lawyer with Jing Tian Law Office of Guangdong (廣東經天律師事務所), specializing in areas such as foreign investment, mergers and acquisitions, venture capital financing, asset and shareholding restructuring, and initial public offerings in overseas markets. He is also well versed in corporate structure and governance matters. From March 2012 onwards, he serves as a board member of Shenzhen Association of Trade in Services (深圳市服務貿易協會理事). Mr. Hou received his bachelor's degree in international law and his graduate certificate in the professional graduate course of economic law (經濟法專業研究生課程進修班) from Wuhan University (武漢大學) in the PRC, in December 1989 and December 2003, respectively. He is a lawyer registered with the Ministry of Justice of the PRC (中華人民共和國司法部) since September 1995.

Mr. Hou was a director of New Heng Ye Investment Development Limited (新恒業投資發展有限公司), a limited liability company incorporated in Hong Kong with a principal business of investment holding and dissolved by deregistration by the Registrar of Companies in Hong Kong as a defunct company pursuant to section 291 of the Predecessor Companies Ordinance. The aforesaid company was inactive prior to its dissolution and was dissolved in 2009.

侯聯昌先生，51歲，於二零一五年十月六日獲委任為獨立非執行董事。彼於法律工作（專攻企業融資實務）擁有逾17年經驗。自二零零零年四月起，侯先生於廣東經天律師事務所擔任律師，專責外商投資、併購、風險資本融資、資產及股權重組以及於海外市場首次公開發售等領域。彼亦熟知企業架構及管治事宜。自二零一二年三月起，彼擔任深圳市服務貿易協會理事。侯先生分別於一九八九年十二月及二零零三年十二月在中國的武漢大學取得國際法學士學位及經濟法專業研究生課程進修班畢業證書。彼自一九九五年九月起為中華人民共和國司法部註冊律師。

侯先生曾為新恒業投資發展有限公司（一家於香港註冊成立的有限公司，主要業務為投資控股，並由香港公司註冊處處長根據前公司條例第291條作為停業公司撤銷註冊而解散）的董事。上述公司於解散前不活躍並於二零零九年解散。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### SENIOR MANAGEMENT

**Mr. Leung Wai Hong** (梁偉康), aged 36, was appointed as our chief financial officer and company secretary of the Company on 26 May 2015 and subsequently resigned from his positions on 19 February 2019. He was primarily responsible for the financial and audit management, budgeting, administration and company secretarial matters of the Group. From the period of January 2014 to February 2015 and August 2014 to May 2015, he served as the financial manager and company secretary of Zhuoxin International Holdings Limited (formerly known as Gold Tat Group International Limited) (stock code: 8266), a company listed on the Growth Enterprise Market (now known as GEM) of the Stock Exchange, respectively, where he was primarily responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. Mr. Leung has more than 11 years of financial and auditing experience. Prior to joining the Group, from October 2011 to January 2014, he served as a manager of BDO Limited (香港立信德豪會計師事務所), an accounting firm, where he was primarily responsible for accounting and auditing work. Mr. Leung received his bachelor's degree in business administration in accountancy from the City University of Hong Kong in November 2006. He has been admitted as a member of the Hong Kong Institute of Certified Public Accountants since January 2010.

#### 高級管理層

梁偉康先生，36歲，於二零一五年五月二十六日獲委任為本公司之首席財務官兼公司秘書，並其後於二零一九年二月十九日辭任所擔任之職位。彼主要負責本集團的財務及審計管理、制定預算、行政管理及公司秘書事宜。彼分別於二零一四年一月至二零一五年二月以及二零一四年八月至二零一五年五月期間任聯交所創業板（現稱GEM）上市公司卓信國際控股有限公司（前稱為金達集團國際有限公司）（股份代號：8266）的財務經理及公司秘書，主要負責財務及會計事務、法律合規及公司管治事務。梁先生於財務及審計方面積逾11年經驗。於加入本集團前，彼於二零一一年十月至二零一四年一月擔任香港立信德豪會計師事務所經理，主要負責會計及審計工作。梁先生於二零零六年十一月取得香港城市大學工商管理專業學士（會計）學位。彼自二零一零年一月起獲香港會計師公會認許為會員。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

**Mr. Lo Wai Siu (羅偉兆)**, aged 31, was appointed as our chief financial officer and company secretary of the Company on 19 February 2019. He is responsible for the financial and audit management, corporate finance, investment management, investor relations, administration and company secretarial matters of the Group. Mr. Lo holds a bachelor's degree in business administration in accountancy and management information systems from the City University of Hong Kong and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Lo has extensive experience and knowledge in the areas of financial markets, corporate and management accounting, investment management and auditing. Prior to joining the Group, he worked in the audit and assurance department of PricewaterhouseCoopers Hong Kong, and later he served key managerial roles in the regional finance department (Asia Pacific region) of two multinational asset management companies. He also served as vice president of the investment management department of a financial group before joining the Company.

**Mr. Ling Yongshan (凌勇山)**, aged 47, was appointed as the executive vice president of the Group on 1 January 1999, primarily responsible for managing human resources, warehousing logistics and information technology of the Group. Since January 1999, he has been the deputy general manager of Jiyi Household and is primarily responsible for its overall management, including human resources management, sales and marketing, warehouse logistics and customer services. Since 9 January 2015, Mr. Ling has been a director of Meizhou Jisheng Household Building Materials Company Limited, an indirect wholly owned subsidiary of the Company. Mr. Ling received his graduate certificate in the advanced class of innovative entrepreneur (企業家自主創新高級研修班) from the School of Continuing Education, Tsinghua University (清華大學繼續教育學院) in the PRC in August 2012.

羅偉兆先生，31歲，於二零一九年二月十九日獲委任為本公司之首席財務官兼公司秘書。彼負責本集團的財務及審計管理、企業融資、投資管理、投資者關係及行政管理及公司秘書事宜。羅先生持有香港城市大學工商管理(會計與管理資訊系統)學士學位，亦為香港會計師公會會員。羅先生於金融市場、企業及管理會計、投資管理和審計領域具備豐富經驗和知識。於加入本集團前，羅先生曾於羅兵咸永道會計師事務所審計部任職，其後曾出任兩間跨國資產管理公司亞太區財務部管理要職。於加入本公司前，彼亦曾出任一間金融集團的投資管理部副總裁。

凌勇山先生，47歲，於一九九九年一月一日獲委任為本集團執行副總裁，主要負責管理本集團的人力資源、倉儲物流及信息技術。自一九九九年一月起，彼一直擔任集一家居的副總經理，主要負責其整體管理，包括人力資源管理、銷售及營銷、倉儲物流及客戶服務。凌先生自二零一五年一月九日起任本公司間接全資附屬公司梅州市集勝家居建材有限公司董事。凌先生於二零一二年八月取得中國的清華大學繼續教育學院企業家自主創新高級研修班畢業證書。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Ms. Deng Haiming** (鄧海鳴), aged 62, was appointed as the chief purchasing officer of the Group on 1 February 2012 and was re-designated as the vice president of the Group in June 2016. She is primarily responsible for managing and coordinating the procurement of raw materials and equipments of the Group. From October 1998 to January 2012, she served as the general manager of various branches of Jiyi Household and was primarily responsible for its overall operation and management. From February 2012 onwards, Ms. Deng serves as the chief purchasing officer of Jiyi Household and is primarily responsible for supervising the procurement of building materials and the selection of suppliers. Since 6 April 2015, Ms. Deng has been a director of Jiyi Household. She has nearly 14 years of experience in procurement and trading of building materials. Prior to joining the Group, Ms. Deng served as the labour statistics officer of Dongfeng Enterprise Group of Guangdong Meizhou Province (廣東梅州東風企業集團) from October 1979 to May 1998, where she was primarily responsible for personnel administration. Ms. Deng received her diploma in Financial Accounting from Guangdong Radio and TV University (廣東廣播電視大學) (currently known as the Open University of Guangdong (廣東開放大學) in the PRC in July 1991. Ms. Deng is the sister-in-law of Ms. Hou Wei.

鄧海鳴女士，62歲，於二零一二年二月一日獲委任為本集團採購主管並於二零一六年六月調任為本集團副總裁。彼主要負責管理及協調本集團的原材料及設備採購。一九九八年十月至二零一二年一月，彼為集一家居多家分公司的總經理，主要負責其整體經營及管理。自二零一二年二月起，鄧女士一直擔任集一家居的採購主管，主要負責監督建材採購以及揀選供應商。鄧女士自二零一五年四月六日擔任集一家居董事。彼在建材採購及貿易行業積累近14年經驗。加入本集團前，鄧女士亦於一九七九年十月至一九九八年五月擔任廣東梅州東風企業集團的勞資統計主任，主要負責人事管理。鄧女士於一九九一年七月取得由中國的廣東廣播電視大學（現稱廣東開放大學）頒授的財務會計文憑。鄧女士為侯薇女士的姻姊。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Shu Peng (舒鵬)**, aged 39, was appointed as the chief sales officer of the Group on 1 January 2014, primarily responsible for the marketing and sales management of the Group. He joined the Group in October 1999 and served as an accountant of Jiyi Household until June 2001, primarily responsible for financial accounting. From July 2001 to September 2004, he was re-designated as a purchasing manager of Jiyi Household, where he was primarily responsible for managing and coordinating the procurement of the Group. Mr. Shu then served in various positions where he was primarily responsible for the marketing and sales management. He was the sales manager of Jiyi Household from October 2004 to October 2009, the ceramic sales manager of the flagship mall under Jiyi Household from November 2009 to December 2012, and the general manager of the flagship mall under Jiyi Household from January 2013 to December 2013. From January 2014 onwards, he has been the chief marketing officer of Jiyi Household, primarily responsible for strategic planning and marketing of the Group. Mr. Shu has been a director of Shanghang County Jiyi Household Building Materials Company Limited, an indirect wholly owned subsidiary of the Company, since November 2011. Mr. Shu received his diploma in Electric Accounting from Hunan Technology College of Electrical Engineering (湖南省機電工程技術學校) in the PRC in July 1999, and a diploma in accounting from the Open University of China (中央廣播電視大學) in the PRC in July 2006.

舒鵬先生，39歲，於二零一四年一月一日獲委任為本集團銷售主管，主要負責本集團的營銷及銷售管理。彼於一九九九年十月加入本集團，任職集一家居的會計師直至二零零一年六月，主要負責財務會計。二零零一年七月至二零零四年九月，彼調任集一家居的採購經理，主要負責管理及協調本集團的採購。舒先生其後出任多個不同職位，主要負責營銷及銷售管理。二零零四年十月至二零零九年十月，彼擔任集一家居銷售經理；二零零九年十一月至二零一二年十二月擔任集一家居旗艦店陶瓷系列銷售經理，且於二零一三年一月至二零一三年十二月擔任集一家居旗艦店的總經理。自二零一四年一月起，彼一直擔任集一家居的營銷主管，主要負責本集團戰略規劃及營銷。舒先生自二零一一年十一月起擔任本公司間接全資附屬公司上杭縣集一家居建材有限公司的董事。舒先生於一九九九年七月在中國的湖南省機電工程技術學校取得會計電算化專業文憑，且於二零零六年七月在中國的中央廣播電視大學取得會計文憑。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board are pleased to present their report and the audited financial statements of the Group for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 17 to the consolidated financial statements.

### BUSINESS REVIEW AND PERFORMANCE

A review of the business of the Group and a discussion and analysis of the Group's performance during the year under review and a discussion on the Group's future business development and outlook of the Company's business, possible risks and uncertainties that the Group may be facing and important events affecting the Company occurred during the year ended 31 December 2018 are provided in the sections headed "Chairlady's Statement" and "Management Discussion and Analysis" on pages 5 to 9 and pages 10 to 23 of this annual report. An account of the Company's relationships with its key stakeholders is included in the paragraph headed "Relationships with Employees, Suppliers and Customers" of the report of the Directors on page 47 of this annual report.

An analysis of the Group's performance during the year ended 31 December 2018 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 10 to 23 of this annual report.

In addition, more details regarding the Group's performance by reference to environmental and social-related key performance indicators and policies, as well as compliance with relevant laws and regulations which have a significant impact on the Company are provided in the section headed "Environmental, Social and Governance Report" of the on pages 79 to 91 of this annual report.

董事會欣然呈列其報告及本集團截至二零一八年十二月三十一日止年度的經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。其主要附屬公司之活動載於綜合財務報表附註17。

### 業務回顧及表現

本集團業務回顧及本集團於回顧年度表現的討論及分析，以及對本集團未來業務發展及本公司業務的前景、本集團可能面臨的可能風險及不確定因素及於截至二零一八年十二月三十一日止年度發生的影響本公司的重大事項的討論載於本年報第5至9頁的「主席報告書」及第10至23頁的「管理層討論與分析」各節。本公司與其主要持份者的關係詳情載於本年報第47頁的董事會報告的「與僱員、供應商及客戶的關係」一段。

本集團截至二零一八年十二月三十一日止年度的表現分析所採用的財務表現指標載於本年報第10至23頁的「管理層討論與分析」一節。

此外，有關參考環境及社會相關關鍵表現指標及政策以及對本公司有重大影響的相關法律法規之遵守情況而定之本集團表現的更多詳情載於本年報第79至91頁的「環境、社會及管治報告」一節。

## RESULTS AND APPROPRIATIONS

The results of the Group for the Reporting Period are set out in the consolidated income statement and consolidated statement of comprehensive income on page 100 and page 101 of this report.

The Directors do not recommend the payment of a dividend and there is no arrangement that a shareholder has waived or agreed to waive any dividend.

## RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and note 29(a) to the consolidated financial statements.

## DISTRIBUTION RESERVES

Distributable reserves of the Company at 31 December 2018, calculated under the Companies Law of the Cayman Islands amounted to approximately RMB431.6 million.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Reporting Period are set out in note 14 to the consolidated financial statements.

## 業績及分派

本集團於報告期間之業績載於本報告第100頁及第101頁之綜合收益表及綜合全面收益表內。

董事不建議派付股息，概無股東放棄或同意放棄任何股息之安排。

## 儲備

年內本集團及本公司儲備變動之詳情載於綜合權益變動表及綜合財務報表附註29(a)。

## 可供分派儲備

於二零一八年十二月三十一日，本公司根據開曼群島公司法計算之可供分派儲備約為人民幣431.6百萬元。

## 物業、廠房及設備

本集團於報告期間之物業、廠房及設備變動詳情載於綜合財務報表附註14。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIVIDEND POLICY

The Company has adopted a dividend policy on 31 December 2018 (the “Dividend Policy”), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company to allow shareholders to share the Company’s profit and for the Company to retain adequate reserves for future growth.

Under the Dividend Policy, provided the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the shareholders of the Company. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others, the operating results, cash flow, financial condition, capital requirements of the Group, the interests of the shareholders and any other factors that the Board may consider appropriate. Declaration of the dividend by the Company is also subject to the Companies Laws of the Cayman Islands, the Articles of Association of the Company and any applicable laws, rules and regulations.

The Dividend Policy will continue to be reviewed from time to time and there can be no assurance that a dividend will be proposed or declared in any specific periods.

### SHARE CAPITAL

Details of movements in share capital of the Company during the Reporting Period are set out in note 22 to the consolidated financial statements.

### 股息政策

本公司已於二零一八年十二月三十一日採納股息政策（「股息政策」），據此，本公司可向本公司股東宣派及派發股息，以使股東能分享本公司之溢利成果，並為本公司未來增長保留充足儲備。

根據股息政策，倘本集團有盈利且不影響本集團的正常營運的情況下，則本公司可考慮向本公司股東宣佈及派發股息。在決定是否建議宣派股息及釐定股息的金額時，董事會應考慮（其中包括）本集團的經營業績、現金流量、財務狀況、資本要求、股東的利益及董事會可能認為適當的任何其他因素。本公司宣派股息亦須遵守開曼群島公司法、本公司的組織章程細則及任何適用法律、規則及規例下的任何限制。

股息政策將持續不時作出審閱，且概不能保證將在任何既定期間建議或宣派股息。

### 股本

本公司於報告期間之股本變動詳情載於綜合財務報表附註22。

## **BORROWINGS**

Details of the Group's borrowings as at 31 December 2018 are set out in note 25 to the consolidated financial statements.

## **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Company's articles of association and there is no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018.

## **DIRECTORS**

The Directors during the Reporting Period and up to the date of this report were:

### **Executive Directors**

Ms. Hou Wei (*Chairlady*)  
Mr. Liu Xianxiu  
Mr. Yang Baikang  
(appointed on 7 November 2018)

### **Non-executive Directors**

Mr. Hou Bo  
Mr. Lam On Tai (resigned on 6 November 2018)

## **借款**

於二零一八年十二月三十一日本集團借款的詳情載於綜合財務報表附註25。

## **優先購買權**

本公司之組織章程細則並無優先購買權之條文且根據開曼群島法律並無有關權利之限制，從而令本公司須按比例向現有股東發售新股份。

## **購買、出售或贖回本公司之上市證券**

截至二零一八年十二月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## **董事**

報告期間及截至本報告日期止董事如下：

### **執行董事**

侯薇女士(主席)  
劉賢秀先生  
楊柏康先生  
(於二零一八年十一月七日獲委任)

### **非執行董事**

侯波先生  
林安泰先生(於二零一八年十一月六日辭任)



# REPORT OF THE DIRECTORS

## 董事會報告

### Independent non-executive Directors

Mr. Ye Yihui  
Mr. Ho Hin Yip  
Mr. Hou Lianchang

In accordance with articles 108(a) and 112 of the Company's articles of association, Mr. Liu Xianxiu, Mr. Yang Baikang and Mr. Ho Hin Yip will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Company considered all of the independent non-executive Directors to be independent.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors had engaged in or were interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Reporting Period.

### 獨立非執行董事

葉義輝先生  
何衍業先生  
侯聯昌先生

根據本公司組織章程細則第108(a)及112條，劉賢秀先生、楊柏康先生及何衍業先生將於應屆股東週年大會上退任，惟合資格並願膺選連任。

本公司已自各獨立非執行董事接獲彼等各自根據上市規則第3.13條作出之獨立性年度確認。本公司認為全體獨立非執行董事均為獨立人士。

### 董事之服務合約

擬於應屆股東週年大會上膺選連任之各董事概無與本公司訂立任何服務合約（並非可於一年內不作賠償（法定賠償除外）而終止的合約）。

### 董事於競爭業務之權益

於報告期間，概無董事從事與或可能與本集團業務直接或間接競爭之任何業務或於當中擁有權益。

## **DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE**

Save for disclosed elsewhere in this annual report, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## **NON-COMPETITION UNDERTAKING**

The controlling shareholders of the Company entered into a deed of non-competition in favour of the Company dated 6 October 2015 (“Deed of Non-competition”) as set out in the paragraph headed “Relationship with Controlling Shareholders” in the Prospectus, pursuant to which the controlling shareholders of the Company have undertaken to the Company that she/it will not, and will procure her/its close associates (other than members of the Group) not to directly or indirectly be involved in or undertake any business (other than our business) that directly or indirectly competes, or may compete, with our business or undertaking, or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by the Group from time to time. The controlling shareholders have provided an annual declaration and confirmed their compliance of all the undertakings provided under the Deed of Non-competition. There are no matters which required to be deliberated by the independent non-executive Directors in relation to the compliance and enforcement of the Deed of Non-competition and it is considered that the terms of the Deed of Non-competition have been complied by the controlling shareholders.

## **董事於重大合約之權益**

除本年報其他地方所披露者外，本公司或其任何附屬公司並無作為一方訂立本公司董事於當中直接或間接擁有重大權益且於年末或本年度任何時間存續之任何重大交易、安排及合約。

## **不競爭承諾**

本公司控股股東以本公司為受益人訂立日期為二零一五年十月六日之不競爭契據（「不競爭契據」），載於招股章程「與控股股東的關係」一段，據此，本公司控股股東向本公司承諾，其將不會並將促使其緊密聯繫人（本集團成員公司除外）不直接或間接參與或進行任何與我們的業務或事業直接或間接構成競爭或可能構成競爭的業務（我們的業務除外），或於任何直接或間接與本集團不時從事的業務構成競爭的公司或業務持有股份或權益。控股股東已提供一份年度聲明並確認，彼等遵守不競爭契據所規定之全部承諾。概無與遵守及執行不競爭契據有關事項須經獨立非執行董事商討，不競爭契據之條款被認為已獲控股股東遵守。

# REPORT OF THE DIRECTORS

## 董事會報告

### CHANGE IN INFORMATION OF DIRECTOR

The changes in the information of Directors, which are required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules, are as follow:

#### Name of Director

董事姓名

Mr. Yang Baikang

*Executive Director*

楊柏康先生

執行董事

#### Change

變動

Appointed as the executive Director of the Company on 7 November 2018, primarily responsible for overseeing the engineering services business of the Company's Subsidiary in the PRC.

於二零一八年十一月七日獲委任為本公司之執行董事，主要負責在中國監督本公司附屬公司之工程服務業務。

Mr. Lam On Tai

*Non-executive Director*

林安泰先生

非執行董事

Resigned on 6 November 2018

於二零一八年十一月六日辭任

### 董事資料之變動

根據上市規則第13.51B(1)條須予披露之董事資料變動如下所示：

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are set out in the "Biographical Details of Directors and Senior Management" section on pages 24 to 35 of this report.

### 董事及高級管理層履歷

本集團董事及高級管理層履歷載於本報告第24至35頁「董事及高級管理層履歷」一節。

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**

As at 31 December 2018, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO; as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

**董事及最高行政人員於本公司股份及相關股份之權益及淡倉**

於二零一八年十二月三十一日，本公司各董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債權證中擁有根據證券及期貨條例第7及8分部規定須知會本公司及聯交所的權益及淡倉，或根據證券及期貨條例第352條須記錄於該條所指登記冊的權益及淡倉，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

**Long positions in the shares and underlying shares of the Company**

**於本公司股份及相關股份之好倉**

<b>Name of Director</b>	<b>Nature of interest</b>	<b>Number of shares</b>	<b>Approximate percentage of the issued share capital</b>
<b>董事姓名</b>	<b>權益性質</b>	<b>股份數目</b>	<b>佔已發行股本概約百分比</b>
			<i>(Note 1)</i> <i>(附註1)</i>
Ms. Hou Wei ("Ms. Hou") (Note 2) 侯薇女士（「侯女士」）（附註2）	Interest in a controlled corporation	355,492,363	51.43%
	受控法團權益	355,492,363	51.43%
	Beneficial owner (Note 4) 實益擁有人（附註4）	300,000	0.04%
Mr. Hou Bo ("Mr. Hou") (Note 3) 侯波先生（「侯先生」）（附註3）	Interest in a controlled corporation	5,562,000	0.80%
	受控法團權益	5,562,000	0.80%
	Beneficial owner (Note 4) 實益擁有人（附註4）	300,000	0.04%
Mr. Liu Xianxiu (Note 4) 劉賢秀先生（附註4）	Beneficial owner 實益擁有人	300,000	0.04%
Mr. Yang Bai Kang (Note 4) 楊柏康先生（附註4）	Beneficial owner 實益擁有人	300,000	0.04%
Mr. Ye Yihui (Note 4) 葉義輝先生（附註4）	Beneficial owner 實益擁有人	300,000	0.04%
Mr. Ho Hin Yip (Note 4) 何衍業先生（附註4）	Beneficial owner 實益擁有人	300,000	0.04%
Mr. Hou Lianchang (Note 4) 侯聯昌先生（附註4）	Beneficial owner 實益擁有人	300,000	0.04%

# REPORT OF THE DIRECTORS

## 董事會報告

### Notes:

1. The percentage figures were calculated based on 691,200,000 ordinary shares ("Shares") of the Company having a par value of HK\$0.1 each in issue as of 31 December 2018.
2. Ms. Hou was beneficially interested in 100% of the issued share capital of Xinling Limited ("Xinling"). Xining was the registered holder of 355,492,363 Shares. Under Part XV of the SFO, Ms. Hou was therefore deemed to have interests in 355,492,363 Shares in which Xinling was interested.
3. Mr. Hou was beneficially interested in 100% of the issued share capital of Jiesi Global Investments Limited ("Jiesi Global"). Jiesi Global was the registered holder of 5,562,000 Shares. Under Part XV of the SFO, Mr. Hou was therefore deemed to have interests in 5,562,000 Shares in which Jiesi Global was interested.
4. As at 2 November 2018, the Company granted Share Options of 300,000 to each of the members in the Board. For details of the exercise period and vesting period of the Share Options, please refer to the paragraph headed "Share Option Scheme" in this section on page 48 of this annual report.

Save as disclosed above, as at 31 December 2018, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO or which were required to be kept pursuant to section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 附註：

1. 相關百分比數字乃根據於二零一八年十二月三十一日本公司已發行691,200,000股每股面值0.1港元之普通股（「股份」）計算。
2. 侯女士實益擁有欣領有限公司（「欣領」）100%之已發行股本。欣領為355,492,363股股份之登記持有人。因此，根據證券及期貨條例第XV部，侯女士被視為於欣領擁有權益的355,492,363股股份中擁有權益。
3. 侯先生實益擁有傑思環球投資有限公司（「傑思環球」）100%之已發行股本。傑思環球為5,562,000股股份之登記持有人。因此，根據證券及期貨條例第XV部，侯先生被視為於傑思環球擁有權益的5,562,000股股份中擁有權益。
4. 於二零一八年十一月二日，本公司向各董事會成員授出300,000份購股權。有關購股權之行使期及歸屬期，請參閱本年報第48頁的「購股權計劃」一節。

除上文所披露者外，於二零一八年十二月三十一日，概無本公司董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中擁有或被視為擁有任何根據證券及期貨條例第7及8分部規定須知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第352條須予記錄的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

**SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, DEBENTURES AND UNDERLYING SHARES OF THE COMPANY**

As at 31 December 2018, the following person (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

**Aggregate long positions in the Shares and underlying shares of the Company**

**主要股東於本公司股份、債權證及相關股份之權益及淡倉**

於二零一八年十二月三十一日，以下人士（本公司的董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉：

**於本公司股份及相關股份之好倉總額**

<b>Name of Shareholder</b>	<b>Nature of interest</b>	<b>Number of shares</b>	<b>Approximate percentage of the issued share capital</b>
股東名稱／姓名	權益性質	股份數目	佔已發行股本概約百分比
			(Note 1) (附註1)
Xinling (Note 2) 欣領 (附註2)	Beneficial owner 實益擁有人	355,492,363 355,492,363	51.43% 51.43%
Brainy Economist Investment Ltd. (Note 3) 睿儒投資有限公司 (附註3)	Beneficial owner 實益擁有人	69,100,000 69,100,000	9.99% 9.99%
Liaw Lin Hsiang ("Mr. Liaw") (Note 3) 廖凌祥 (「廖先生」) (附註3)	Interest in a controlled corporation 受控法團權益	69,100,000 69,100,000	9.99% 9.99%
Yiju Holdings Limited ("Yiju Holdings") (Note 4) 溢鉅控股有限公司 (「溢鉅控股」) (附註4)	Beneficial owner 實益擁有人	56,263,000 56,263,000	8.14% 8.14%

# REPORT OF THE DIRECTORS

## 董事會報告

Name of Shareholder 股東名稱／姓名	Nature of interest 權益性質	Number of shares 股份數目	Approximate percentage of the issued share capital 佔已發行股本概約百分比 (Note 1) (附註1)
Mr. Liu Shui ("Mr. Liu") (Note 4) 劉水先生(「劉先生」)(附註4)	Interest in a controlled corporation 受控制法團權益	56,263,000	8.14%
Lucky Union Int'l Co., Ltd. ("Lucky Union") (Note 5) Lucky Union Int'l Co., Ltd. (「Lucky Union」)(附註5)	Beneficial owner 實益擁有人	27,925,000	4.04%
Mr. Lin Kuan Ming ("Mr. Lin") (Note 5) 林坤銘先生(「林先生」)(附註5)	Interest in a controlled corporation 受控制法團權益	37,186,000	5.38%
Ms. Lin Ling Yu ("Ms. Lin") (Note 5) 林玲玉女士(「林女士」)(附註5)	Interest in a controlled corporation 受控制法團權益 Interest of spouse 配偶權益	27,925,000 9,261,000 9,261,000	4.04% 1.34% 1.34%

Notes:

- The percentage figures were calculated based on 691,200,000 Shares with a par value of HK\$0.1 each in issue as of 31 December 2018.
- Xining was the registered holder of 355,492,363 Shares.
- Mr. Liaw was beneficially interested in 100% of the issued share capital of Brainy Economist Investment Ltd. Brainy Economist Investment Ltd was the registered holder of 69,100,000 shares. Under Part XV of the SFO, Mr. Liaw was therefore deemed to have interests in 69,100,000 Shares in which Brainy Economist Investment Ltd was interested.

附註:

- 相關百分比數字乃根據於二零一八年十二月三十一日已發行691,200,000股每股面值0.1港元之股份計算。
- 欣領為355,492,363股股份之登記持有人。
- 廖先生實益擁有睿儒投資有限公司100%已發行股本。睿儒投資有限公司為69,100,000股股份之登記持有人。根據證券及期貨條例第XV部，廖先生因而被視為於睿儒投資有限公司擁有權益之69,100,000股股份中擁有權益。

4. Mr. Liu was beneficially interested in 100% of the issued share capital of Yiju Holdings. Yiju Holdings was the registered holder of 56,263,000 Shares. Under Part XV of the SFO, Mr. Liu was therefore deemed to have interests in 56,263,000 Shares in which Yiju Holdings was interested.
  5. Mr. Lin is deemed to be interested in a total of 37,186,000 Shares, which were held as to 9,261,000 Shares by Corporate Image Limited and 27,925,000 Shares by Lucky Union. On the other hand, Ms. Lin is deemed to be interested in a total of 37,186,000 Shares, which were held as to 27,925,000 Shares by Lucky Union and of which 9,261,000 Shares Mr. Lin is interested in. By virtue of the SFO, as Mr. Lin beneficially owns the entire issued share capital of Corporate Image Limited, he is deemed to be interested in 9,261,000 Shares held by Corporate Image Limited and Ms. Lin, as his spouse, is also deemed to be interested in these 9,261,000 Shares. Further, Mr. Lin, Ms. Lin, Ms. Lin Hsin Hui and Ms. Lin Chia Hui, the daughters of Mr. Lin and Ms. Lin, own 30%, 50%, 10% and 10% of the issued share capital of Lucky Union, respectively. By virtue of the SFO, both Mr. Lin and Ms. Lin are deemed to be interested in 27,925,000 Shares held by Lucky Union.
4. 劉先生實益擁有溢鉅控股100%之已發行股本。溢鉅控股為56,263,000股股份之登記持有人。根據證券及期貨條例第XV部，劉先生因而被視為於溢鉅控股擁有權益的56,263,000股股份中擁有權益。
  5. 林先生被視為擁有合共37,186,000股股份之權益，當中9,261,000股股份及27,925,000股股份分別由Corporate Image Limited及Lucky Union持有。另一方面，林女士被視為擁有合共37,186,000股股份之權益，當中27,925,000股股份由Lucky Union持有以及林先生於其中9,261,000股股份中擁有權益。按照證券及期貨條例，由於林先生實益擁有Corporate Image Limited之全部已發行股本，彼被視為於Corporate Image Limited持有之9,261,000股股份中擁有權益，而其配偶林女士亦被視為於該等9,261,000股股份中擁有權益。此外，林先生、林女士、林欣慧小姐及林佳慧小姐（林先生及林女士之女兒）分別擁有Lucky Union 30%、50%、10%及10%之已發行股本。按照證券及期貨條例，林先生及林女士均被視為於Lucky Union持有之27,925,000股股份中擁有權益。

Save as disclosed above, as at 31 December 2018, the Company had not been notified of any other persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零一八年十二月三十一日，本公司並無獲告知任何其他人士（本公司的董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。



### SHARE OPTION SCHEME

Pursuant to the share option scheme adopted on 6 October 2015 (“Share Option Scheme”), the Company may grant share options to any directors, employees, advisers, consultants, suppliers, customers and distributors who in the sole discretion of the Board, will contribute or have contributed to the growth and development of the Group so as to provide incentives or rewards for their contribution to the success of the Group’s operation. As at 2 November 2018, the Company granted share options to subscribe for a total of 36,000,000 ordinary shares of HK\$0.10 each in the Share Capital of the Company under the Share Option Scheme to certain eligible participants. Details of the grant of share options are disclosed in the announcement of the Company dated 2 November 2018.

Summary of the terms of the Share Option Scheme is as follows:

#### (a) Purposes

The purposes of the Share Option Scheme are to enable the Group to grant options to the eligible participants to: (i) motivate them to optimise their performance efficiently for the benefit of the Group; and (ii) attract and retain or maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

#### (b) Eligible Participants

Any employees (whether full time or part time), directors (including executive, non-executive and independent non-executive directors), advisers, consultants, suppliers, customers and distributors of the Group (“Eligible Participants”) who, in the sole opinion of the Board, will contribute or have contributed to the growth and development of the Group.

### 購股權計劃

根據於二零一五年十月六日採納之購股權計劃（「購股權計劃」），本公司可向董事會全權酌情認為將或已為本集團增長及發展作出貢獻之任何董事、僱員、顧問、諮詢師、供應商、客戶及分銷商授予購股權，以就彼等為本集團之營運的成功作出貢獻提供獎勵或回報。於二零一八年十一月二日，本公司根據購股權計劃向若干合資格人士授出購股權，以認購本公司股本中總數36,000,000股每股面值0.10港元之普通股。有關授出購股權之詳情於本公司日期為二零一八年十一月二日的公告內披露。

購股權計劃條款之概要如下：

#### (a) 目的

購股權計劃旨在令本集團能夠向合資格參與人授予購股權，以(i)激勵彼等為本集團的利益而優化其表現效率；及(ii)吸引及挽留合資格參與人或與合資格參與人保持持續的業務關係，而該等合資格參與人的貢獻，乃對或將對本集團的長遠發展有利。

#### (b) 合資格參與人

董事會全權酌情認為將或已對本集團之增長及發展作出貢獻之本集團任何僱員（不論全職或兼職）、董事（包括執行、非執行及獨立非執行董事）、顧問、諮詢師、供應商、客戶及分銷商（「合資格參與人」）。

**(c) Maximum number of Shares available for issue**

The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of listing of the Shares, being 36,000,000 Shares, unless the Company obtains the approval of the shareholders in general meeting for refreshment.

**(d) Maximum entitlement of each Eligible Participant**

The total number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Participant must not exceed 1.0% of the total number of Shares in issue; and
- (ii) a substantial shareholder of the Company or an independent non-executive director must not exceed 0.1% of the total number of Shares in issue and not exceed HK\$5.0 million in aggregate value.

**(c) 可供發行之股份最高數目**

因根據購股權計劃及本公司任何其他購股權計劃已授出而有待行使的全部尚未行使購股權獲行使而可予配發及發行的最高股份數目，合共不得超過不時已發行股份總數的30%。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份總數，不得超過於股份上市日期已發行股份總數的10%（即36,000,000股股份），除非本公司已於股東大會上獲股東批准更新。

**(d) 各合資格參與人之最高配額**

於任何12個月期間內因所授出購股權（不論已行使或尚未行使）獲行使而發行及將發行之股份總數：

- (i) 倘向各合資格參與人授出，則不得超過已發行股份總數之1.0%；及
- (ii) 倘向本公司主要股東或獨立非執行董事授出，則不得超過已發行股份總數之0.1%及總值不超過5.0百萬港元。

## REPORT OF THE DIRECTORS 董事會報告

### (e) Period within which the Shares must be taken up under an option

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

### (f) Minimum period, if any, for which an option must be held

No minimum period for which the option has to be held before it can be exercised is specified in the Share Option Scheme.

### (g) Period open for acceptance of an option and amount payable upon acceptance

An offer of grant of an option may be accepted by an Eligible Participant within 21 days from the date of the offer of grant of the option. A consideration of HK\$1.00 is payable on acceptance of the offer of grant of an option.

### (h) Basis of determining the subscription price of an option

The exercise price must be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

### (e) 根據購股權可認購股份之期限

購股權必須於授出日期起計10年或董事會於授出時可能訂明之有關較短期間內予以行使。

### (f) 購股權必須持有之最短期間（如有）

並無於購股權計劃內訂明於可行使前須持有購股權之最短期限。

### (g) 購股權可供接受之期間及於接受時應付之款項

授出購股權之要約可由合資格參與人於自授出購股權要約日期起21日內接受。於接納購股權授出要約時應付代價1.00港元。

### (h) 釐定購股權認購價之基準

行使價須至少為以下各項之最高者：(i)於授出日期聯交所每日報價表所述股份之收市價；(ii)緊接授出日期前五個交易日聯交所每日報價所述之股份平均收市價；及(iii)一股股份之面值。

**(i) Validity of the Share Option Scheme**

The Share Option Scheme has a life of 10 years and will expire on 5 October 2025 unless otherwise terminated in accordance with the terms of the Share Option Scheme.

On 2 November 2018, the Company granted a total of 36,000,000 share options (the “Share Options”) under the Share Option Scheme to subscribe for a total of 36,000,000 ordinary shares of the Company. The details of such grant of the Share Options are set out as follows:

**Total number of Share Options granted** : 36,000,000  
已授出購股權總數 36,000,000份

**Exercise price of the Share Options granted** : HK\$0.704 per share, as stated in the daily quotations sheet issued by the Stock Exchange, the closing price of the date of grant and the date immediately before the grant were HK\$0.69.  
已授出購股權的行使價 每股股份0.704港元，誠如聯交所發佈的每日報價表所報，於授出日期及緊接授出前日期的收市價為0.69港元。

**Exercise period and vesting period of the Share Options** : (a) approximately 1/3 of the Share Options offered, i.e. Share Options to subscribe for 1,833,334 Shares, shall become vested in the 7th month of the date of this offer letter (the “1st Vesting Date”) and shall be exercisable at any time during the period commencing on the 1st Vesting Date and ending on the day immediately preceding the 1st anniversary of the 1st Vesting Date (both dates inclusive);  
購股權之行使期及歸屬期 (a) 授出購股權之約三分之一（即認購1,833,334股股份的購股權）將於本要約函件日期起第7個月（「首個歸屬日期」）歸屬，並將於首個歸屬日期開始及於緊接首個歸屬日期之第1週年前當日為止（包括首尾兩日）期間內之任何時間可予行使；

**(i) 購股權計劃之有效期**

購股權計劃之有效期為十年，並將於二零二五年十月五日屆滿，除非根據購股權計劃之條款另行終止。

於二零一八年十一月二日，本公司根據購股權計劃授出合共36,000,000股購股權（「購股權」），以認購本公司合共36,000,000股普通股。有關購股權授出之詳情載列如下：

- (b) approximately 1/3 of the Share Options offered, i.e. Share Options to subscribe for 1,833,333 Shares, shall become vested in the 19th month of the date of this offer letter (the “**2nd Vesting Date**”) and shall be exercisable at any time during the period commencing on the 2nd Vesting Date and ending on the day immediately preceding the 1st anniversary of the 2nd Vesting Date (both dates inclusive); and
- (b) 授出購股權之約三分之一（即認購1,833,333股股份的購股權）將於本要約函件日期起第19個月（「**第2個歸屬日期**」）歸屬，並將於第2個歸屬日期開始及於緊接第2個歸屬日期之第1週年前當日為止（包括首尾兩日）期間內之任何時間可予行使；及
- (c) approximately 1/3 of the Share Options offered, i.e. Share Options to subscribe for 1,833,333 Shares, shall become vested in the 31st month of the date of this offer letter (the “**3rd Vesting Date**”) and shall be exercisable at any time during the period commencing on the 3rd Vesting Date and ending on the day immediately preceding the 1st anniversary of the 3rd Vesting Date (both dates inclusive)
- (c) 授出購股權之約三分之一（即認購1,833,333股股份的購股權）將於本要約函件日期起第31個月（「**第3個歸屬日期**」）歸屬，並將於第3個歸屬日期開始及於緊接第3個歸屬日期之第1週年前當日為止（包括首尾兩日）期間內之任何時間可予行使

Out of the 36,000,000 Share Options granted, 2,700,000 Share Options were granted to the Directors or substantial shareholders of the company, or any of their respective associates (as defined in the Listing Rules), details of which are as follows:

於已授出之36,000,000份購股權中，2,700,000份購股權已授予本公司之董事或主要股東或彼等各自之任何聯繫人（定義見上市規則），其詳情如下：

<b>Name of grantee</b> 承授人姓名	<b>Position(s) held with the Company</b> 於本公司擔任之職位	<b>Number of options granted</b> 購股權數目
Ms. Hou Wei 侯薇女士	Chairlady of the Board, executive Director and substantial shareholder of the Company 董事會主席、本公司執行董事及主要股東	300,000
Mr. Liu Xianxiu 劉賢秀先生	Executive Director of the Company 本公司執行董事	300,000
Mr. Yang Baikang 楊柏康先生	Executive Director of the Company (appointed on 7 November 2018) 本公司執行董事（於二零一八年十一月七日獲委任）	300,000
Mr. Hou Bo 侯波先生	Non-executive Director and the brother of the chairlady of the Board and substantial shareholder of the Company 本公司非執行董事，並為董事會主席及主要股東之兄長	300,000
Mr. Lam On Tai 林安泰先生	Non-executive Director of the Company (resigned on 6 November 2018) 本公司非執行董事（於二零一八年十一月六日辭任）	300,000
Mr. Ye Yihui 葉義輝先生	Independent non-executive Director of the Company 本公司獨立非執行董事	300,000
Mr. Hou Lianchang 侯聯昌先生	Independent non-executive Director of the Company 本公司獨立非執行董事	300,000
Mr. Ho Hin Yip 何衍業先生	Independent non-executive Director of the Company 本公司獨立非執行董事	300,000
Ms. Deng Haiming 鄧海鳴女士	Sister-in-law of the chairlady of the Board and substantial shareholder of the Company 本公司董事會主席及主要股東之姻姊	300,000

# REPORT OF THE DIRECTORS

## 董事會報告

The following table disclose details of the Company's share options held by Directors and other employees and movements in such holding during the year ended 31 December 2018:

下表披露由董事及其他僱員持有之本公司購股權以及該等購股權於截至二零一八年十二月三十一日止年度之變動詳情：

Date of grant	授出日期	Outstanding and exercisable at the beginning of the year 於年初尚未行使及可行使	As at 2 November 2018 於二零一八年十一月二日	Exercised 已行使	Cancelled 已註銷	Lapsed 已失效	Outstanding and exercisable at the end of the year 於年末尚未行使及可行使
<b>Granted to Directors</b>	<b>向董事授予</b>						
2 November 2018	於二零一八年十一月二日	-	2,700,000	-	-	-	2,700,000
<b>Granted to employees</b>	<b>向僱員授予</b>						
2 November 2018	於二零一八年十一月二日	-	33,300,000	-	-	-	33,300,000
<b>Total</b>	<b>總計</b>	-	36,000,000	-	-	-	36,000,000

The fair values of the Share Options granted under the Share Option Scheme were determined and measured using the Binomial Model on 2 November 2018. The significant inputs into the model were the exercise price shown above, risk-free interest rates of 2.02% to 2.25%, volatility of 43.4% to 46.1% and dividend yield of 0%. As any changes in the subjective input assumptions can materially affect the fair value estimates, the valuation models for the Share Options granted do not necessarily provide a reliable single measure of the fair value of the Share Options. The related accounting policy for the fair value of the Share Options granted is disclosed at note 2.23 to the consolidated financial statements.

於二零一八年十一月二日根據購股權計劃授出的購股權之公平值乃使用二項式模式釐定及計量。該模式的重大輸入數據為上述所示之行使價，無風險利率為2.02%至2.25%，波幅為43.4%至46.1%，股息收益0%。由於主觀輸入假設的任何變更可能對公平值估計產生重大影響，已授出購股權的估值模型未必提供購股權公平值的可靠單一測量。已授出購股權公平值的相關會計政策披露於綜合財務報表附註2.23。

The variables and assumptions used in computing the fair value of the Share Options are based on the Directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

計算購股權公平值所使用的有關變量及假設乃基於董事之最佳估計。購股權價值隨著若干主觀假設的不同變量而有所不同。

For details of the Share Option Scheme, please refer to the paragraph headed “Statutory and General Information – D. Other Information – 1. Share Option Scheme” in Appendix IV to the prospectus dated 27 October 2015.

### **ARRANGEMENT TO PURCHASES SHARES OR DEBENTURES**

At no time during the year ended 31 December 2018 and up to the date of this report was the Company or any of its subsidiaries or a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### **MANAGEMENT CONTRACTS**

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Reporting Period.

### **MAJOR SUPPLIERS AND CUSTOMERS**

During the Reporting Period, the Group’s five largest customers in aggregate accounted for approximately 39.1% of the Group’s total turnover. The largest customer accounted for approximately 14.2% of the Group’s total turnover.

During the Reporting Period, the Group’s five largest suppliers in aggregate accounted for approximately 54.5% of the Group’s total purchases. The largest supplier accounted for approximately 23.2% of the Group’s total purchases.

To the best of the knowledge of the Directors, none of the Directors, their respective associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company’s share capital) had an interest in these major suppliers or customers.

有關購股權計劃之詳情，請參閱日期為二零一五年十月二十七日的招股章程附錄四的「法定及一般資料—D.其他資料—1.購股權計劃」一段。

### **購買股份或債權證之安排**

於截至二零一八年十二月三十一日止年度及截至本報告日期止，本公司或其任何附屬公司概無訂立任何安排，以令本公司董事可藉收購本公司或任何其他法人團體的股份或債權證而獲得利益。

### **管理合約**

於報告期間，本公司概無訂立與本公司整體或任何主要部份業務有關之管理及行政合約或有此類合約存在。

### **主要供應商及客戶**

於報告期間，本集團五大客戶合共佔本集團總營業額約39.1%。最大客戶佔本集團總營業額約14.2%。

於報告期間，本集團五大供應商合共佔本集團總採購額約54.5%。最大供應商佔本集團總採購額約23.2%。

就董事所深知，概無董事、彼等各自之聯繫人或就董事所知擁有本公司股本逾5%以上之任何股東於此等主要供應商或客戶中擁有權益。



### RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture, and are focused on establishing relationships with customers. The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high standards of quality in the service to its customers. During the Reporting Period, there was no material and significant dispute between the Group and its suppliers and/or customers.

### CONTINUING CONNECTED TRANSACTIONS

During the Reporting Period, the Group had continuing connected transactions with certain connected persons, details of which have been disclosed in the Prospectus. Certain continuing connected transactions are exempt from one or more of the reporting, announcement, shareholders' approval and annual review requirements for the purpose of Chapter 14A of the Listing Rules.

The following are the continuing connected transactions of the Group that are subject to the reporting and annual review requirements but otherwise exempt from the shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules:

### 與僱員、供應商及客戶的關係

本集團明白僱員為寶貴資產。本集團提供有競爭力的薪酬待遇以吸引及激勵僱員。本集團定期檢討僱員的薪酬待遇並作出必要調整以符合市場標準。

本集團業務的建立在以客戶為導向的企業文化之上，並專注於與客戶建立合作關係。本集團亦明白與供應商及客戶保持良好關係對實現其近期及長期目標至關重要。為維持於行業內的市場競爭力，本集團致力持續為客戶提供優質服務。於報告期內，本集團與其供應商及／或客戶之間並無嚴重或重大爭議。

### 持續關連交易

於報告期間，本集團與若干關連人士進行持續關連交易，其詳情於招股章程中披露。若干持續關連交易就上市規則第14A章而言獲豁免遵守一項或多項申報、公告、股東批准及年度審核規定。

以下為本集團根據上市規則第14A章須遵守申報及年度審核規定，但獲豁免遵守股東批准規定的持續關連交易：

**Supply of merchandise by Jiyi Household to Meizhou Xikang Construction Company Limited (“Meizhou Xikang”)**

On 6 October 2015, Jiyi Household entered into a master supply agreement (the “Previous Master Agreement”) with Meizhou Xikang, pursuant to which our Company agreed to supply merchandise including building materials, home improvement materials and furnishings to Meizhou Xikang, for a term of three years commenced from 1 January 2015 to 31 December 2017. The prices for the merchandise to be supplied by the Group under the Previous Master Supply Agreement will be determined with reference to a number of factors, including cost of purchase, product’s attributes, customers’ spending behavior and preference, local consumption power, product’s brand as well as retail prices suggested by our suppliers, where applicable. The Group will supply the merchandise to Meizhou Xikang if the price of the products offered to Meizhou Xikang is comparable to or no less favourable to the Group than those offered to other third-party purchasers for the same or similar products.

On 12 December 2017, Jiyi Household entered into a new master supply agreement (the “Renewal Master Agreement”) with Meizhou Xikang to govern the sale and purchase of merchandise between Jiyi Household and Meizhou Xikang after the expiry of the Previous Master Agreement.

Details of the terms of the Previous Master Agreement and the Renewal Master Agreement and the transactions contemplated thereunder were set out in the Prospectus and the announcement of the Company dated 12 December 2017, respectively.

集一家居向梅州市禧康建築工程有限公司（「梅州禧康」）供應商品

於二零一五年十月六日，集一家居與梅州禧康訂立總供應協議（「前總供應協議」），據此，本公司同意向梅州禧康供應商品（包括建材、家居裝修材料及傢俱），自二零一五年一月一日起至二零一七年十二月三十一日止為期三年。本集團根據前總供應協議將予供應的商品價格將參考多項因素釐定，包括採購成本、產品屬性、客戶消費習慣及偏好、當地消費力、產品品牌及供應商建議的零售價（倘適用）。倘梅州禧康所報產品價格對本集團而言可資比較或不遜於其他第三方買家就相同或相似產品作出的報價，本集團將向梅州禧康供應商品。

於二零一七年十二月十二日，集一家居與梅州禧康訂立新總供應協議（「更新總供應協議」），以於前總供應協議屆滿後管理集一家居與梅州禧康之間的商品買賣。

前總供應協議及更新總供應協議之條款詳情及其項下擬進行之交易分別載於招股章程及本公司日期為二零一七年十二月十二日之公告。

## REPORT OF THE DIRECTORS 董事會報告

The annual caps determined by the Directors in respect of the annual maximum aggregate value (exclusive of taxes) for such continuing connected transactions under the Previous Master Agreement and the Renewal Master Agreement for the year ended 31 December 2018 and each of the two years ended 31 December 2020 were RMB6,252,000, RMB7,051,000 and RMB7,953,000, respectively. The total amount of sales to Meizhou Xikang pursuant to the Previous Master Agreement for the Reporting Period was approximately RMB1,590,000.

Meizhou Xikang is owned as to 95% by Mr. Hou Hinxiang, the father of Ms. Hou and Mr. Hou. Accordingly, Meizhou Xikang is an associate of Ms. Hou and Mr. Hou and a connected person of the Company pursuant to Chapter 14A of the Listing Rules and the entering of the Previous Master Agreement and the Renewal Master Agreement constitutes continuing connected transaction for the Company.

Pursuant to rule 14A.55 of the Listing Rules, the independent non-executive Directors confirmed that the aforesaid continuing connected transactions have been entered into: (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or on terms no less favorable to the Group than terms available to or from independent third parties; and (c) in accordance with the relevant agreements governing the respective transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

截至二零一八年十二月三十一日止年度以及截至二零二零年十二月三十一日止兩個年度各年，董事就前總供應協議及更新總供應協議項下持續關連交易的年度最高總值（不計稅）釐定的年度上限分別為人民幣6,252,000元、人民幣7,051,000元及人民幣7,953,000元。於報告期間根據前總供應協議向梅州禧康作出的總銷售額約為人民幣1,590,000元。

梅州禧康由侯女士的父親侯欣祥先生及侯先生擁有95%權益。因此，根據上市規則第14A章，梅州禧康為侯女士及侯先生的聯繫人以及本公司的關連人士，訂立前總供應協議及更新總供應協議構成本公司之持續關連交易。

根據上市規則第14A.55條，獨立非執行董事確認上述持續關連交易已：(a)於本集團的日常及一般業務過程中進行；(b)按正常商業條款或按本集團而言，不遜於給予或獲自獨立第三方的條款進行；及(c)根據相關協議規限各自交易的條款進行，而有關條款屬公平合理，且符合本公司股東的整體利益。

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued his unqualified letter containing his findings and conclusions in respect of the aforesaid continuing connected transactions in accordance with rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

### RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are set out in note 28 to the consolidated financial statements, of which certain transactions also constitute connected transactions as defined in Chapter 14 of the Listing Rules but were exempted from disclosure requirements under the Listing Rules. Save for the aforesaid and those transactions disclosed in the section headed "Continuing Connected Transactions" above, none of them constitutes a connected transaction required for disclosure under Chapter 14A of the Listing Rules. The Company also confirms it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

### PERMITTED INDEMNITY

Each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto in accordance with the Articles of Association.

根據香港會計師公會頒佈的香港鑒證業務準則第3000號「非審核或審閱過往財務資料的鑒證工作」規定，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，本公司核數師獲委聘就本集團的持續關連交易作出報告。根據上市規則第14A.56條，本公司核數師已就上述持續關連交易的審查結果及結論發出無保留意見函件。核數師函件的副本已經由本公司提交聯交所。

本公司已遵守根據上市規則第14A章之披露規定。

### 關聯方交易

於正常業務過程中進行的重大關聯方交易詳情載於綜合財務報表附註28，其中若干交易亦構成上市規則第14章所界定之關連交易，惟獲豁免遵守上市規則之披露規定。除上述者及上文「持續關連交易」一節披露的交易外，其概無構成上市規則第14A章所規定須予披露的關連交易。本公司亦確認，其已遵守上市規則第14A章之披露規定。

### 准許彌償

根據組織章程細則，本公司各董事或其他高級職員可自本公司的資產獲取彌償，以補償彼履行職責時或就此在其他方面蒙受或產生的所有損失或責任。

# REPORT OF THE DIRECTORS

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float as required under the Listing Rules throughout the year ended 31 December 2018.

### CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" on pages 62 to 78 of this report.

### COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the business and operation of the Group during the Reporting Period.

### EVENT AFTER THE REPORTING PERIOD

On 19 February 2019, Jiyi Entertainment Limited, a wholly owned subsidiary of the Company, entered an investment agreement with Xinbao Culture Media Limited, Xinfeng Culture Media Limited ("Xinfeng Culture") and Tourmaline Investment Holding Limited, pursuant to which Jiyi Entertainment Limited agreed to purchase 510 shares, representing 51% of the issued shares of Xinfeng Culture at an aggregate consideration of HK\$54,366,000. The acquisition consists of a two-step purchase and sale, including the purchase and sale of: (i) 200 issued shares of Xinfeng Culture at a consideration of HK\$21,320,000; and (ii) 310 issued shares of Xinfeng Culture at a consideration of HK\$33,046,000. The major assets of Xinfeng Culture include the income right of a movie and the right of first refusal of the income right of another three movies and media projects. As at the date of this report, HK\$21,320,000 has been paid.

Other than disclosed above, there is no material subsequent event undertaken by the Company or by the Group after 31 December 2018 and up to the date of this report.

### 足夠公眾持股量

於截至二零一八年十二月三十一日止全年度，本公司維持上市規則規定之足夠公眾持股量。

### 企業管治

本公司採納之主要企業管治常規報告載於本報告第62至78頁的「企業管治報告」內。

### 遵守相關法律法規

據董事會所知，於報告期間，本集團並未有重大違反或不遵守任何對本集團業務及運營有重大影響之適用法律及法規。

### 報告期後事項

於二零一九年二月十九日，集一影視投資有限公司（本公司之全資附屬公司）與信寶文化傳媒有限公司、信豐文化傳媒有限公司（「信豐文化」）及碧璽投資控股有限公司訂立投資協議，據此，集一影視投資有限公司同意購買510股股份，相當於信豐文化已發行股份之51%，總代價為54,366,000港元。收購事項由兩個買賣步驟組成，包括買賣：(i)信豐文化之200股已發行股份，代價為21,320,000港元；及(ii)信豐文化之310股已發行股份，代價為33,046,000港元。信豐文化之主要資產包括該電影之收入權及另外三出電影及媒體項目收入權之優先購買權。於本報告日期，已支付21,320,000港元。

除上文所披露者外，於二零一八年十二月三十一日後及直至本報告日期，本公司或本集團概無進行期後重大事項。

## **AUDITORS**

The consolidated financial statements for the year ended 31 December 2018 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Hou Wei**  
*Chairlady*

Hong Kong, 29 March 2019

## **核數師**

截至二零一八年十二月三十一日止年度之綜合財務報表已經羅兵咸永道會計師事務所審核，其將於本公司應屆股東週年大會上退任，惟合資格並願意獲續聘連任。

代表董事會

**侯薇**  
*主席*

香港，二零一九年三月二十九日

### CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standard of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and responsibility. The Board comprises three executive Directors, one non-executive Director and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (“CG Code”) set out in Appendix 14 to the Listing Rules. During the year ended 31 December 2018 and up to the date of this report, the Company has complied with the code provisions under the CG Code, save and except for the deviation to code provision A.2.1 as stated below.

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The chairlady and chief executive officer of the Company are held by Ms. Hou Wei who has extensive experience in the industry. The Board believes that Ms. Hou can provide the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. The Board also considers that the current structure of vesting the roles of chairlady and chief executive officer in the same person will not impair the balance of power and authority between the Board and the management of the Company. The Board shall review this structure from time to time to ensure appropriate and timely action to meet changing circumstances.

### 企業管治常規守則

本公司一直致力保持高水平企業管治，以保障本公司股東權益及提升企業價值及責任。董事會由三名執行董事、一名非執行董事及三名獨立非執行董事組成。董事會已採納上市規則附錄十四所載之企業管治守則（「企業管治守則」）之守則條文。於截至二零一八年十二月三十一日止年度及直至本報告日期，本公司已遵守企業管治守則項下之守則條文，惟以下守則條文第A.2.1條有所偏離者除外。

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁的角色應分開，不應由同一人擔任。本公司主席兼行政總裁為侯薇女士，其擁有豐富的行業經驗。董事會認為，侯女士可在本公司發揮強大且貫徹的領導才能，亦可有效及高效地規劃及實施業務決策及策略。董事會亦認為，目前由同一人擔任主席及行政總裁的架構不會破壞本公司董事會與管理層之間的權力平衡。董事會將不時檢討該架構，以確保及時採取適當行動應對不斷變化的情況。

## COMPLIANCE WITH MODEL CODE

The Directors have adopted the Model Code for Securities Transactions by Directors of Listed Issuer (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct for Directors in dealing in the Company’s securities. Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code throughout the year ended 31 December 2018. Relevant employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with written guidelines or no less exacting terms than the Model Code throughout the year ended 31 December 2018.

## BOARD OF DIRECTORS

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. The Board has established three board committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee (each a “Board Committee” and collectively the “Board Committees”), to oversee different areas of the Company’s affairs.

## 遵守標準守則

董事已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事買賣本公司證券之操守守則。經向全體董事進行具體查詢後，全體董事已確認彼等於截至二零一八年十二月三十一日止全年度已全面遵守標準守則所載之規定交易準則。可能擁有本集團未公開內幕消息之有關僱員亦須於截至二零一八年十二月三十一日止全年度遵守書面指引，或不遜於標準守則之條款。

## 董事會

董事會致力為本公司提供有效及負責任之領導。董事須個別及共同地為本公司及其股東之最佳利益真誠行事。董事會已設立三個董事委員會（即審核委員會、薪酬委員會及提名委員會（各自稱為「董事委員會」及統稱為該等「董事委員會」），以監督本公司不同範疇之事務。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board currently comprises three executive Directors, namely Ms. Hou Wei (chairlady and chief executive officer), Mr. Liu Xianxiu and Mr. Yang Baikang, one non-executive Director, Mr. Hou Bo and three independent non-executive Directors, namely, Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang.

Their biographical details and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 24 to 35 in this annual report. A list of the Directors identifying their roles and functions is available on the Stock Exchange’s and the Company’s website.

Save as otherwise disclosed, there is no relationship between any members of the Board, and no information relating to the Directors which is required to be disclosed pursuant to rules 13.51(2) and 13.51(B)(1) of the Listing Rules.

The Board sets the Group’s overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group’s businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organisations. These interests are updated on an annual basis and when necessary.

董事會目前包括三名執行董事（即侯薇女士（主席兼行政總裁）、劉賢秀先生及楊柏康先生）、一名非執行董事（侯波先生）及三名獨立非執行董事（即葉義輝先生、何衍業先生及侯聯昌先生）。

彼等之履歷及（如適用）彼等之家屬關係載於本年報第24至35頁「董事及高級管理層履歷」一節。列明董事角色及職能之董事名單可於聯交所及本公司網站查閱。

除另有披露者外，董事會任何成員之間概無關係，亦概無有關董事之資料須根據上市規則第13.51(2)及13.51(B)(1)條予以披露。

董事會制定本集團之整體目標及策略、監察及評估其營運及財務表現並審閱本集團之企業管治準則。其亦就年度及中期業績、主要交易、董事委任或續聘、投資政策、股息及會計政策等事宜作出決定。董事會已指派及授權執行董事及高級管理層成員負責執行其業務策略及管理本集團業務之日常營運。董事會定期檢討所委派職能及權力以確保有關委派仍屬合適。

全體董事須於首次獲委任時向董事會申報彼等同時在其他公司或機構擔任之董事或其他職務，有關利益申報每年及於需要時更新。

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive Directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the executive Directors has entered into a service contract with the Company and is appointed for a specific term of three years unless terminated by not less than three months' notice in writing served by either the executive Director or the Company.

Each of the non-executive Directors and each of the independent non-executive Directors has signed an appointment letter with the Company and is appointed for a specific term of three years.

## CORPORATE GOVERNANCE FUNCTION

The Company's corporate governance function is carried out by the Board pursuant to provision D.3.1 of the CG Code, which include: (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and relevant disclosure in the corporate governance report of the annual report of the Company.

## 委任及重選董事

企業管治守則條文第A.4.1條規定，非執行董事應以特定任期委任，並須接受重選，而守則條文第A.4.2條規定，所有為填補臨時空缺而獲委任之董事須於其獲委任後之首屆股東大會上接受股東重選，且每一名董事（包括以特定任期獲委任者）須至少每三年輪值退任一次。

各執行董事已與本公司訂立服務合約，並以三年特定任期獲委任，除非執行董事或本公司發出不少於三個月書面通知終止。

各非執行董事及各獨立非執行董事已與本公司簽署委任函，並以三年特定任期獲委任。

## 企業管治職能

董事會根據其企業管治守則第D.3.1條履行本公司的企業管治職能，其中包括：(a)制定及檢討本公司的企業管治政策及常規；(b)檢討及監察本集團董事及高級管理層的培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察本集團僱員及董事的操守準則及合規手冊（如有）；及(e)檢討本公司企業管治守則的遵守情況及在本公司年報的企業管治報告內的相關披露。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board has performed the abovementioned corporate governance functions during the year ended 31 December 2018.

### BOARD MEETINGS

The Board held six Board meetings during the year ended 31 December 2018, and a tentative schedule for four regular Board meetings for 2018 has been provided to the Directors at the beginning of the year. The attendance of each Director at the Board meetings is set out on page 62.

Between scheduled regular Board meetings, Directors may approve various matters by way of passing written resolutions. Additional Board meetings may be arranged if required. In addition, at least 14 days' notice of a regular Board meeting shall be given and the Company aims at sending the agenda and the accompanying board papers to Directors at a reasonable time before the intended date of a Board meeting.

The Company Secretary assists in preparing the agenda for the Board meeting and ensures that all applicable rules and regulations regarding Board meetings are complied with. Minutes of the Board and Board committees' meetings are kept by the Company Secretary, which are available to all Directors for inspection.

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group and the responsibilities of the external auditor to the shareholders are set out in the "Independent Auditor's Report" on pages 92 to 99.

### DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

Appropriate insurance coverage has been arranged in respect of indemnification against costs, charges, losses, expenses and liabilities that may be incurred by the Directors and officers of the Company in the execution and discharge of their duties.

董事會於截至二零一八年十二月三十一日止年度內已履行上述企業管治職能。

### 董事會會議

董事會已於截至二零一八年十二月三十一日止年度內舉行六次董事會會議，並已於年初向董事提供四次二零一八年常規董事會會議的暫定時間表。各董事出席董事會會議的情況載於第62頁。

於常規董事會會議之間，董事可以書面決議形式批准各項事宜。若有需要，可召開額外董事會會議。此外，董事會常規會議一般須發出至少14天通知，而本公司亦致力於在董事會會議預定日期前一段合理時間向董事發出議程及隨附董事會文件。

公司秘書協助準備董事會會議之議程，並確保遵守所有有關董事會會議的適用規則及法規。公司秘書亦保存董事會及董事委員會會議記錄，並供全體董事查閱。

董事確認其編製本集團綜合財務報表的責任，及外聘核數師對股東的責任載於第92至99頁的「獨立核數師報告」內。

### 董事及高級人員責任保險

本公司已就彌償本公司董事及高級人員於執行及履行彼等之職責時可能產生之成本、支出、損失、開支及負債安排合適保險。

## **DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT**

Pursuant to Code Provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. For the year ended 31 December 2018, each of the Directors has been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board.

The Company also continuously updates Directors on the latest developments regarding Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are also issued to Directors where appropriate to ensure their awareness of best corporate governance practices.

## **INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The role of the independent non-executive Directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the shareholders and the Group. They serve actively on the Board and its committees to provide their independent and objective views.

## **董事之持續專業發展**

根據企業管治守則之守則條文A.6.5條規定，所有董事均須參與持續專業發展，以培養及更新自己的知識及技能。截至二零一八年十二月三十一日止年度，各董事已獲提供相關指導材料，以確保彼等掌握公司業務的商業、法律與規管環境的最新變化，並更新有關彼等作為上市公司董事的角色、職能及職責的知識及技能。

新董事在獲委任後將會取得就任資料文件，載有所有主要法律及上市規則規定，以及有關董事應遵守之責任及義務之指引。資料文件亦包括本公司最新公告之財務報告及董事會採納之企業管治常規文件。

本公司亦持續向董事提供有關上市規則及其他適用監管規定的最新資料，以確保董事遵守該等規則及提高及提升彼等對良好企業管治常規的認識，並向董事（倘合適）發出通函或指引，以確保彼其了解最佳企業管治常規。

## **獨立非執行董事之獨立性**

獨立非執行董事的角色乃向董事會提供獨立及客觀的意見，為本集團提供足夠的制約及平衡，以保障股東及本集團之整體利益。彼等於董事會及其委員會上積極提供彼等之獨立及客觀的意見。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

In compliance with rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. Two of the independent non-executive Directors namely, Mr. Ye Yihui and Mr. Ho Hin Yip, have the appropriate professional qualifications, or accounting or related financial management expertise as required by rule 3.10(2) of the Listing Rules. The Company has received from each of the independent non-executive Directors a written confirmation of his independence and has satisfied itself of such independence in accordance with the independent guidelines as set out in rule 3.13 of the Listing Rules.

#### BOARD COMMITTEES

The Board is supported by three committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. Each Board Committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the respective websites of the Stock Exchange and the Company.

All Board Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

為遵守上市規則第3.10(1)條及3.10A條，本公司已委任三名獨立非執行董事，超過董事會人數三分之一。按上市規則第3.10(2)條的規定，其中兩名獨立非執行董事（即葉義輝先生及何衍業先生）具備合適專業資格或會計或相關財務管理專業知識。本公司已根據上市規則第3.13條所載獨立指引，自各獨立非執行董事收取獨立性確認書，並信納全體獨立非執行董事均屬獨立。

#### 董事委員會

董事會獲得三個委員會（即審核委員會、提名委員會及薪酬委員會）支援。各董事委員會均設經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於聯交所及本公司各自的網站可供查閱。

所有董事委員會均獲提供足夠資源以履行其職責，包括於被視為有需要時取得管理或專業意見。

### **Audit Committee**

As at 31 December 2018 and the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang. Mr. Ye Yihui, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the external and internal audit processes, to develop and review the Group's policies and to perform other duties and responsibilities as assigned by the Board.

There were four meetings of the Audit Committee held during the year ended 31 December 2018. The attendance of each Director at the Audit Committee meetings is set out on page 72. During the year under review, the members of the Audit Committee reviewed the accounting principles and practices adopted by the Group, reviewed the consolidated financial statements of the Group for the year ended 31 December 2017 and for the six months ended 30 June 2018, reviewed the risk assessment results, the internal audit activities for 2018 and discussed the audit plans for the year ended 31 December 2018 with the external auditor.

In addition, the Audit Committee held one meeting in March 2019. The Audit Committee reviewed the Group's annual results for the year ended 31 December 2018.

The Audit Committee monitors the audit and non-audit services rendered to the Group by the external auditor and ensures that the engagement of external auditor in non-audit services will not impair its audit independence or objectivity.

### **審核委員會**

於二零一七年十二月三十一日及本報告日期，審核委員會包括三名獨立非執行董事（即葉義輝先生、何衍業先生及侯聯昌先生）。葉義輝先生具備適當專業資格及於會計事務之經驗，獲委任為審核委員會主席。

審核委員會的主要職責為透過提供有關本集團財務申報程序、風險管理及內部監控制度有效性的獨立意見協助董事會監督外部及內部審核程序、制定及檢討本集團的政策以及履行董事會指派的其他職務及職責。

於截至二零一八年十二月三十一日止年度內共舉行四次審核委員會會議。各董事於各審核委員會會議的出席情況載於第72頁。於回顧年度，審核委員會成員已檢討本集團採納之會計原則及慣例、審閱本集團截至二零一七年十二月三十一日止年度及截至二零一八年六月三十日止六個月之綜合財務報表、檢討二零一八年的風險評估結果及內部審計活動並與外部核數師討論截至二零一八年十二月三十一日止年度的審計計劃。

此外，審核委員會於二零一九年三月共舉行一次會議。審核委員會審核本集團截至二零一八年十二月三十一日止年度的年度業績。

審核委員會監控由外聘核數師向本集團提供的審核及非審核服務，並確保委聘外聘核數師提供非審核服務將不會損害其審核獨立性或客觀性。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

For the year ended 31 December 2018, the fees in respect of the audit and non-audit services provided to the Group by PricewaterhouseCoopers, is set out as follows:

於截至二零一八年十二月三十一日止年度，就羅兵咸永道會計師事務所向本集團提供的審核及非審核服務而支付的費用載列如下：

		<b>Fee 費用 RMB 人民幣</b>
Statutory audit services	法定審核服務	1,650,000
Non-statutory audit services	非法定審核服務	—

### Remuneration Committee

As at 31 December 2018 and the date of this report, the Remuneration Committee comprises two independent non-executive Directors and one executive Director, namely Mr. Hou Lianchang, Mr. Ye Yihui and Mr. Liu Xianxiu. Mr. Hou Lianchang is the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee include (but without limitation): (i) making recommendations to the Directors regarding the Group's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration packages of our Directors and senior management; (iii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme.

There was one meeting of the Remuneration Committee held during the year ended 31 December 2018. The attendance of each Director at the Remuneration Committee meeting is set out on page 72. During the year under review, the members of the Remuneration Committee reviewed the existing remuneration policy and package of all existing Directors and senior management.

### 薪酬委員會

於二零一八年十二月三十一日及本報告日期，薪酬委員會包括兩名獨立非執行董事及一名執行董事，即侯聯昌先生、葉義輝先生及劉賢秀先生。侯聯昌先生為薪酬委員會主席。薪酬委員會的主要職責包括（但不限於）：(i)就本集團所有董事及高級管理層的薪酬政策及架構和設立制定薪酬政策的正式及透明程序向董事提供建議；(ii)就董事及高級管理層的薪酬待遇向董事會提供建議；(iii)參照董事會的企業目標和目的，審閱及批准管理層的薪酬建議；及(iv)考慮及批准根據購股權計劃向合資格參與人授出購股權。

於截至二零一八年十二月三十一日止年度內已舉行一次薪酬委員會會議。各董事於薪酬委員會會議的出席情況載於第72頁。於回顧年度，薪酬委員會成員已檢討全體現有董事及高級管理層的現有薪酬政策及方案。

Details of the Directors' emoluments for the year ended 31 December 2018 are set out in note 9 and 30 to the consolidated financial statements.

The emoluments paid to each of four members of senior management of the Company was between RMB0 to RMB1 million for the year ended 31 December 2018.

### **Nomination Committee**

As at 31 December 2018 and the date of this report, the Nomination Committee comprises two independent non-executive Directors and one executive Director, namely Mr. Hou Lianchang, Mr. Ye Yihui and Ms. Hou Wei. Ms. Hou Wei is the Chairlady of the Nomination Committee. The primary duties of the Nomination Committee is to identify individuals suitably qualified to become Board members and select, or make recommendations to the Board on the selection of, individuals nominated for directorships.

There was one meeting of the Nomination Committee held during the year ended 31 December 2018. The attendance of each Director at the Nomination Committee meeting is set out on page 62. During the year under review, the members of the Nomination Committee reviewed the structure, size and composition of the Board and reviewed the objectives set for implementing the board diversity policy.

The Company believes that diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and the legitimate interests of the Company's principal shareholders. All Board's appointment will be based on the merits of the candidates and the Board believes that doing so will be consistent with achieving a diversity of perspectives.

截至二零一八年十二月三十一日止年度的董事酬金詳情載於綜合財務報表附註9及30。

截至二零一八年十二月三十一日止年度，本公司支付予本公司四位高級管理層成員之酬金介乎於人均人民幣0元至人民幣1百萬元之間。

### **提名委員會**

於二零一八年十二月三十一日及本報告日期，提名委員會包括兩名獨立非執行董事及一名執行董事，即侯聯昌先生、葉義輝先生及侯薇女士。侯薇女士為提名委員會主席。提名委員會的主要職責為物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供建議。

於截至二零一八年十二月三十一日止年度內已舉行一次提名委員會會議。各董事於提名委員會會議的出席情況載於第62頁。於回顧年度，提名委員會成員已檢討董事會的架構、規模及組成並檢討為實施董事會多元化政策而設定之目標。

本公司相信董事會多元化可透過考慮多個因素而達成，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務年期及本公司的主要股東的正當利益。所有董事會的委任將根據候選人擇優遴選，而董事會相信此將與實現多元化角度一致。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The individual attendance records of each Director at the physical meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee and at the general meeting of the Company during the year ended 31 December 2018 are set out below:

截至二零一八年十二月三十一日止年度，各董事出席董事會、審核委員會、薪酬委員會及提名委員會會議以及本公司股東大會之個別出席記錄載列如下：

		Number of physical meetings attended/held during his/her tenure				
		於其任期內出席／舉行之會議數目				
Name of Director		Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting
董事姓名		董事會	審核委員會	薪酬委員會	提名委員會	股東大會
<b>Executive Directors</b>	<b>執行董事</b>					
Ms. Hou Wei	侯薇女士	6/6	N/A 不適用	N/A 不適用	1/1	1/1
Mr. Liu Xianxiu	劉賢秀先生	6/6	N/A 不適用	1/1	N/A 不適用	0/1
Mr. Yang Baikang	楊柏康先生	1/6	N/A 不適用	N/A 不適用	N/A 不適用	0/1
(appointed on 7 November 2018)	(於二零一八年十一月七日獲委任)					
<b>Non-executive Directors</b>	<b>非執行董事</b>					
Mr. Hou Bo	侯波先生	6/6	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Lam On Tai	林安泰先生	4/6	N/A 不適用	N/A 不適用	N/A 不適用	1/1
(resigned on 6 November 2018)	(於二零一八年十一月六日辭任)					
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Ye Yihui	葉義輝先生	6/6	4/4	1/1	1/1	1/1
Mr. Ho Hin Yip	何衍業先生	6/6	4/4	N/A 不適用	N/A 不適用	1/1
Mr. Hou Lianchang	侯聯昌先生	6/6	4/4	1/1	1/1	1/1

## FINANCIAL REPORTING

The Board acknowledges its responsibility to prepare the Group's financial statements which give a true and fair view of the Group's state of affairs, results and cash flows for the year and in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Hong Kong Companies Ordinance. The Group has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgements and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and not aware of any material uncertainties relating to events or conditions that may affect the business of the Group or cast doubts on its ability to continue as going concern.

The responsibilities of the Company's external auditors with respect to financial reporting are set out in the section headed "Independent Auditor's Report" in this annual report.

## INTERNAL CONTROL AND RISK MANAGEMENT

The Board recognises its responsibility to ensure the Group maintains a sound and effective internal control and risk management system. However, risk-taking is an inherent element of the Group's business and operation. The Group's risk management and internal control systems are designed to management rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also designed to safeguard assets against misappropriation and unauthorised disposition and to manage operational risks. Review of the Group's internal controls covering major financial, operational and compliance control as well as risk management functions. The Group's risk management framework includes the following elements:

## 財務報告

董事會明白本身有責任根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製本集團財務報表，而有關報表須真實公平反映本集團於本年度的事務狀況、業績及現金流量。本集團已根據審慎及合理判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉與可能影響本集團業務或致令本集團持續經營能力成疑之事件或狀況有關的任何重大不確定因素。

本公司外聘核數師就財務申報承擔的責任載於本年報「獨立核數師報告」一節。

## 內部監控及風險管理

董事會確認其確保本集團維持健全有效內部監控及風險管理系統的責任。然而，風險承擔乃本集團業務及營運內在要素。本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。其亦乃為確保資產不會被不當挪用及未經授權處理以及管理經營風險而設計。對本集團內部監控的審閱涵蓋主要財務、營運及合規監控，以及風險管理職能。本集團的風險管理體系包括以下要素：

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

- identify significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business;
  - develop necessary measures to manage those risks; and
  - monitor and review the effectiveness of such measures.
- 識別本集團營運環境的重大風險及評估該等風險對本集團業務的影響；
  - 設計必要措施管理該等風險；及
  - 監控及檢討有關措施的有效性。

The implementation of risk management framework of the Group was assisted by the Group's internal audit department which was responsible for the internal audit function so that the Group could ensure new and emerging risks relevant to the Group's operation are promptly identified by management, assess the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the action plans.

本集團負責內部審計職能的內部審計部門協助實施本集團的風險管理體系，以使本集團確保涉及本集團營運的新近出現之風險可被管理層即時識別，評估管理該等風險之執行方案的充足性並監控及評估執行方案的有效性。

With respect to procedures and internal controls for the handling and dissemination of inside information, the Group: i) carries out its daily operation with regards to the "Guidance on Disclosure of Inside Information" issued by the Securities and Futures Commission of Hong Kong; and ii) closely communicates with its legal advisor regarding whether the relevant information is likely to have impact on the price of the shares of the Company or their trading volume and thus is considered as inside information that needs to be disclosed pursuant to the Inside Information Provisions under Part XIVA of the SFO and the Listing Rules.

就有關處理及發佈內幕消息的程序及內部監控而言，本集團：i)按照香港證券及期貨事務監察委員會頒佈的「內幕消息披露指引」開展其日常營運；及ii)與其法律顧問就相關信息是否有可能對本公司股價或其交易量產生影響進行密切溝通，從而被視為須根據證券及期貨條例第XIVA部內幕消息條文及上市規則予以披露的內幕消息。

The Company's Audit Committee is responsible for reporting to the Board the implementation of the Group's risk management, internal control policy which among other things, included the determination of risk factors, evaluation of risk level the Group could take and effectiveness of risk management measures. During the Reporting Period, a review was conducted by the Audit Committee together with the Group's internal audit department in compliance with Code Provision C.2 of the CG Code. The Board acknowledges the review of the effectiveness of the risk management and risk control systems should be an on-going process and plans to conduct reviews quarterly commencing from the coming financial year. For resolving defects and weaknesses of internal controls and accounting procedures of the Group which the external auditors and the Group's internal audit department have identified and reported to the Company, the Company would pay full attention to the recommendations made by the external auditors and the Group's internal audit department and make appropriate improvements. Based on the reports from the Group's internal control department and the Audit Committee, the Board considers the Group's risk management and internal control system is adequate and effective and the Group has complied with the provisions on risk management and internal controls as set out in the CG code.

## COMPANY SECRETARY

Mr. Lo Wai Siu has been appointed as company secretary of the Company on 19 February 2019. He fulfills the requirements under rule 3.28 of the Listing Rules. The biographical details of Mr. Lo Wai Siu is set out in the paragraph headed "Biographical Details of Directors and Senior Management" on page 33 of this annual report.

Mr. Leung Wai Hong had been appointed as company secretary of the Company from 26 May 2015 to 19 February 2019. He fulfills the requirements under rule 3.28 of the Listing Rules. The biographical details of Mr. Leung Wai Hong is set out in the paragraph headed "Biographical Details of Directors and Senior Management" on page 32 of this annual report.

本公司審核委員會負責向董事會報告本集團的風險管理、內部控制政策的實施情況，其中包括釐定風險因素、評估本集團可承受之風險等級及風險管理措施的有效性。於報告期間，審核委員會連同本集團內部審計部門根據企業管治守則之守則條文第C.2條進行審閱。董事會明白風險管理及風險監控系統之審閱有效性須按持續性基準，並計劃自未來財政年度起實施季度審閱。外聘核數師及本集團的內部審計部門已識別本集團的內部監控及會計程序的正在解決的瑕疵及薄弱環節，並已向本公司報告。本公司將充分重視外部核數師及本集團的內部審計部門作出的推薦建議並作出適當改善措施。基於本集團內部控制部門及審核委員會的報告，董事會認為本集團的風險管理及內部控制系統乃為充分有效及本集團已遵守企業管治報告所載之風險管理及內部控制的條文。

## 公司秘書

羅偉兆先生已於二零一九年二月十九日獲委任為本公司之公司秘書。彼達到上市規則第3.28條之要求。羅偉兆先生之履歷載於本年報第33頁「董事及高級管理層履歷」一段。

梁偉康先生曾於二零一五年五月二十六日至二零一九年二月十九日獲委任為本公司公司秘書。彼達到上市規則第3.28條之要求。梁偉康先生之履歷載於本年報第32頁「董事及高級管理層履歷」一段。

### SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. The Company shall in each year hold a general meeting as its annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings ("EGM").

#### Right to convene EGM

Any two or more members of the Company, at the date of the deposit of a written requisition holding not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings, shall at all times have the right to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

The written requisition must specify the objects of the meeting, signed by the requisitionists and deposit it with the Company Secretary of the Company at the Company's principal place of business in Hong Kong at Room 1405, 14th Floor, Jubilee Centre, 18 Fenwick Street, Wanchai, Hong Kong.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the EGM to be held within a further 21 days, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the EGM, but any EGM shall not be held after the expiration of three months from the date of deposit of the requisition.

An EGM so convened by the requisitionists shall be convened in the same manner, as nearly possible, as that in which meetings are to be convened by the Board.

### 股東權利

本公司股東大會為股東及董事會提供溝通機會。本公司應每年舉行股東大會作為其股東週年大會。除股東週年大會以外的所有股東大會為股東特別大會（「股東特別大會」）。

#### 召開股東特別大會的權利

任何兩名或以上於書面請求發出日期持有不少於十分之一有權於股東大會上投票的本公司已繳足股本的股東，隨時有權要求董事會就該請求處理指定的任何事務召開股東特別大會。

書面請求必須述明會議的目的，由請求人簽署並交本公司公司秘書，地址為本公司的香港主要營業地點香港灣仔分域街18號捷利中心14樓1405室。

倘董事會於該請求書交付日期起計21天內未有正式落實將於往後21天內召開股東特別大會，請求人或任何佔全體一半以上總表決權的人士可自行召開股東特別大會，惟任何股東特別大會不得在交付請求日期起計三個月屆滿後舉行。

由請求人如此召開的股東特別大會須盡可能以接近董事會召開股東大會的方式召開。

### **Right to put enquiries to the Board**

Shareholders may, at any time, direct questions or requests for information to the Directors or management through the communication channel provided in “Contact Us” section in the Company’s website at [www.jiyihousehold.com](http://www.jiyihousehold.com) or in writing and sent by post to the Company’s principal place of business in Hong Kong.

### **Right to put forward proposals at general meetings**

As a matter of Cayman Islands law, no shareholders are permitted to propose new resolutions at the general meetings if the intention to propose the new resolutions is not specified in the notice convening the general meeting. However, procedures for proposing candidate(s) for election as Directors at a shareholder’s meeting are set out in the Corporate Governance section of the “Investor Relations” section of the Company’s website at [www.jiyihousehold.com](http://www.jiyihousehold.com).

### **向董事會作出查詢的權利**

股東可於任何時間透過本公司網站 ([www.jiyihousehold.com](http://www.jiyihousehold.com)) 的「聯繫我們」一節所提供的溝通渠道或以書面及郵寄至本公司香港主要營業地點向董事或管理層指出疑問或要求資料。

### **於股東大會提呈議案的權利**

就開曼群島法例而言，倘提呈新決議案的意向並未於召開股東大會的通告上指明，概無股東獲准於股東大會提呈新決議案。然而，於股東大會上建議董事候選人的程序載於本公司網站 ([www.jiyihousehold.com](http://www.jiyihousehold.com)) 的「投資者關係」一節的企業管治一節。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INVESTORS RELATIONS

The Company believes that communicating with its shareholders, investors and other stakeholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner. The Company's website has a dedicated "Investor Relations" section which publishes the following information:

- the Board, committee charters, key corporate governance policies and constitutional documents;
- announcements, press and release made to the market and media;
- annual and half yearly reports and all material information lodged with the Stock Exchange; and
- notices of general meetings and explanatory materials, if any.

During the year ended 31 December 2018, there had been no significant change in the Company's constitutional documents.

### 投資者關係

本公司相信透過電子方式（特別是其網站）與其股東、投資者及其他持份者溝通乃為及時和便捷的資料發佈方式。本公司網站具有公告以下資料的「投資者關係」章節：

- 董事會、委員會章程、主要企業管治政策及章程文件；
- 公告、向市場及媒體作出的新聞發佈；
- 年度及半年度報告及呈交聯交所的所有重大資料；及
- 股東大會通告及說明材料（如有）。

於截至二零一八年十二月三十一日止年度，本公司章程文件並無重大變動。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Group is committed to ethical corporate citizenship and to promoting sustainability in all of its activities. We demonstrate these commitments through transparent and responsible management of our environment and social values. These values respect and are informed by those of all of our stakeholders, including the communities with which we interact. The requirements listed below apply to the Group's operations. Every subsidiary, each manager and employee, as well as any contractor performing work on behalf of the Group must support this policy.

### STAKEHOLDER ENGAGEMENT

The Group understands the importance of developing long-term relationships and constant dialogues with various stakeholders. We seek to balance the views and interests of these various constituencies through constructive conversation.

#### Shareholders

The Company has established a number of efficient channels of distributing information to its shareholders. The Company regularly reviews these channels to ensure its effectiveness and ensure effective and timely dissemination of relevant information to its shareholders at all times. Shareholders are also encouraged to raise any question to the Company Secretary.

#### Customers

The Group is committed to providing quality services and products to achieve customer satisfaction. Customer feedback is invaluable as the Group operates in extremely competitive markets. Under different product categories, we have a designated team serving key customers. We also have experienced sales attendants on site who would introduce brands and products based on customers' requirement, and assist the customers by offering advice and guidance on product functions, features, dimensions and installations. To better serve our customers or potential customers who do not visit our sales outlets, we have service hotlines for handling inquiries from them.

本集團致力於成為遵守道德的企業公民及於其所有活動中推廣可持續發展。我們透過透明及負責任的環境及社會價值觀踐行該等承諾。該等價值觀尊重我們所有持份者（包括我們接觸的社區）且彼等知悉該等價值觀。下文所列要求適用於本集團的營運。每間附屬公司、每名經理及僱員以及代表本集團開展工作的任何承包商須支持本政策。

### 與持份者溝通

本集團深知與各持份者發展長期關係及持續對話的重要性。我們透過具建設性的交談平衡各支持者的意見及權益。

#### 股東

本公司建立多個有效渠道以向其股東分發資料。本公司定期檢討該等渠道以確保其效用以及確保隨時有效及時向其股東發佈有關資料。本公司亦鼓勵股東向公司秘書提問。

#### 客戶

本集團致力於提供優質服務及產品以令客戶滿意。由於本集團經營所在市場之競爭極其激烈，故客戶反饋極其重要。不同產品類別項下均有指定團隊服務主要客戶。我們亦於現場指派有經驗的銷售服務人員，其根據客戶需求介紹品牌及產品，並透過就產品功能、特點、尺寸及安裝提供意見及指引協助客戶。為更好地服務未前往我們銷售門店的客戶或潛在客戶，我們已備有服務熱線以處理其問詢。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Employees

The Group had 172 employees as at 31 December 2018. The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees. The Group conducts induction training for all of its new employees and on-going training from time to time during their employment. The nature of training offered depends on their specific field of operation. As the Group continues its expansion, opportunities are always available for hardworking employees.

### Suppliers

The Group is committed to upholding laws and regulations that are relevant to its business and closely monitor the Group's policies relating to maintaining of business ethics.

### Government

The Group is mainly engaged in the sale and distribution of merchandise and the provision of interior design and engineering services. These activities are mainly subject to the jurisdictions of laws of the PRC. Along with different government laws, rules and regulations, each operating company makes tremendous effort to ensure that it is complied with the relevant laws and regulations.

## ENVIRONMENTAL

### Environmental Conservation and Emission Reduction

Environmental conservation remains a key focus for the Group. Therefore, we are dedicated to maintaining our energy consumption and emission at low level in every single step. The conscientious use of resources and adoption of best practices across the Group's businesses underlie its commitment to safeguarding the environment. The Group encourages environmental protection, complies with relevant environmental legislations and promotes awareness towards environmental protection to the employees.

### 僱員

於二零一八年十二月三十一日，本集團有172名僱員。本集團向僱員提供與行業常規相稱的具競爭力薪酬待遇及提供多項附加福利。本集團為其所有新僱員開展入職培訓及於其僱用期間不時提供持續培訓。所提供培訓的性質視乎其特定營運領域而定。由於本集團繼續擴張，努力工作僱員的機會無時不在。

### 供應商

本集團致力於遵守與其業務有關的法律及法規並緊密監視本集團與商業道德有關的政策。

### 政府

本集團主要從事銷售及分銷商品以及提供室內設計及工程服務。該等活動主要須遵守中國法律司法權區的規定。連同不同政府法律、規則及法規，各營運公司作出巨大努力以確保遵守相關法律及法規。

### 環境

### 環境保護及減排

環境保護仍為本集團的主要關注點。因此，我們於每個步驟中例行節能及按低水平排放。於本集團的業務中謹慎使用資源及採納最佳常規彰顯其保護環境的承諾。本集團鼓勵保護環境、遵守相關環境法律及向僱員強調環保意識。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In light of the nature of business and operation, the Group does not involve in production of related air, water, land pollutions, greenhouse gas, hazardous waste and non-hazardous waste and does not have any direct or significant impact on the environment and natural resources. Nevertheless, the Group is aware that the daily operation of the office and warehouse consume paper, electricity and water. The Group recognises the impact caused by these consumptions and the production of waste. For the past several years, the Group has been putting emphasis in energy conservation, rolling out IT initiatives to help decrease unnecessary wastage and reduce carbon emission and adopting different policies on use of resources with an aim to reduce the impact on the environment.

### Use of Resources

The Group is committed to protecting the environment by enhancing our operational efficiency and energy efficiency to reduce energy, water, paper and waste by following initiatives:

#### Paper

- Using E-fax to minimise printing needs
- Handling documents electronically except for formal documents
- Using recycled paper and double-sided printing except for formal and confidential documents

#### Paper Consumption: 1.2 tonnes (2017: 1.5 tonnes)

Total consumption of paper of the Group was about 1.2 tonnes (FY2017: 1.5 tonnes).

就業務性質及經營而言，本集團並無造成空氣污染、水質污染及土地污染，亦無產生溫室氣體、有害廢棄物及無害廢棄物，對環境及自然資源並未產生任何直接或重大影響。儘管如此，本集團了解了辦公室之日常運營及倉庫紙張消耗、耗電及耗水情況。本集團確認該等消耗及廢棄物生產造成之影響。於過去多年來，本集團一直強調能源保護，不斷在資訊科技方面推行各項措施，以期減少不必要的廢棄物及降低碳排放量，並針對資源使用採納不同政策旨在減少對環境的影響。

### 使用資源

本集團致力於透過以下措施提高我們的營運效率及能源效率，減少能源、水、紙張及廢棄物而保護環境：

#### 紙張

- 使用網上傳真，盡量減少印刷需求
- 以電子方式處理文件（正式文件除外）
- 使用循環紙張及雙面打印紙張（正式及機密文件除外）

#### 紙張耗用量：1.2噸（二零一七年：1.5噸）

本集團的總耗紙量為約1.2噸（二零一七財政年度：1.5噸）。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Electricity

- The use of electricity in the office of the Group must comply the principles of power saving, safety first, high efficiency and low consumption
- Light and electronic appliances like air-conditioners, computers, photocopy machines, printers in workplace must be turned off when not in use

**Electricity Consumption: 876,612 kwh (FY2017: 822,709 kwh)**

Total consumption of electricity at the Group's headquarter and other subsidiaries in the PRC was 583,164 kWh (kilowatt-hour) (FY2017: 694,883 kWh) and 293,448 kWh (FY2017: 187,826 kWh) respectively, which produced about 458 tonnes carbon (FY2017: 545 tonnes carbon) and 230 tonnes carbon (FY2017: 147 tonnes carbon) respectively (Assuming that 0.785 kg (kilogram) of carbon will be produced by 1 kWh electricity consumption).

### Water

Posting notices at common areas of the office reminding staff members to reduce water consumption and the importance of water saving.

**Water Consumption: 4,734 m<sup>3</sup> (FY2017: 7,013 m<sup>3</sup>)**

Total consumption of water at the Group's headquarter and other subsidiaries in the PRC was 4,155 m<sup>3</sup> (cubic meter) (FY2017: 5,972 m<sup>3</sup>) and 579 m<sup>3</sup> (FY2017: 1,041 m<sup>3</sup>) respectively. The Group had not encountered any issue in sourcing water that is fit for purpose.

The consumption of electricity and water reported above are stated in the total amount of their measuring units. As the Group is operating a variety of store portfolios, intensity data (e.g per store or per gross sales area) were not prepared because such indicators may not be meaningful.

### Stationery and Furniture

Reusing stationery, furniture and equipment among offices and branches instead of buying new ones or disposing of such materials.

### 電力

- 本集團辦公室用電必須遵守節能、安全第一、高效及低消耗的原則
- 照明及電子設備（如工作場所內的空調、電腦、複印機及打印機）須確保於不再使用時關閉

**耗電：876,612 千瓦時（二零一七財政年度：822,709 千瓦時）**

本集團總部及中國其他附屬公司總耗電量分別為583,164千瓦時（二零一七財政年度：694,883千瓦時）及293,448千瓦時（二零一七財政年度：187,826千瓦時），產生分別約458噸碳（二零一七財政年度：545噸碳）及230噸碳（二零一七財政年度：147噸碳）（假設1千瓦時耗電量將產生0.785千克碳）。

### 水

在辦公室公用地方張貼告示，提醒員工節約用水及其重要性。

**用水：4,734 立方米（二零一七財政年度：7,013 立方米）**

本集團總部及中國其他附屬公司總耗水量為4,155立方米（二零一七財政年度：5,972立方米）及579立方米（二零一七財政年度：1,041立方米）。本集團並未求取適用水源遇到任何問題。

上述報告的耗電量及耗水量乃以其計量單位之總量呈列。由於本集團經營多種店舖組合，故強度數據（如按店舖或按銷售面積）並未編寫，因有關指標可能不具意義。

### 文具及傢俬

在辦公室及分公司重用文具、傢俬及設備，代替購買新用品或棄用該等用品。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Waste

Encouraging recycling through installation of plastic, paper and aluminum recycling boxes at the headquarters.

### Packaging

During the course of the Group's business operation, it does not generally involve the use of packaging materials and thus its impacts on the environment are considered to be minimal.

### The Environment and Natural Resources

During the year, with the support of pursuing green practices of the entire Group, we achieved a decrease of approximately 1% and approximately 20% in consumption of electricity and paper respectively. The consumption of water of the Group decreased by approximately 32% during the year ended 31 December 2018.

Save as disclosed above, the Group's business has no direct or significant impact on the environment and natural resources

## SOCIAL

### Employment

The Group adopts fair and open recruitment mechanism with all positions being openly recruited regardless of age, gender, race, nationality, religion, marital status or disability. Apart from internal transfers, all vacancies are published to public via different recruiting channels such as advertisement, online recruitment channels, recruitment fairs, recruitment through Personnel Exchange Center and recommendation.

A formal induction together with a tour of the workplace is provided to all employees on the first day of employment. This aims to welcome the new employees and give them a better understanding of the Group. A brief introduction of employee handbook is provided to ensure new employees are aware of relevant policies and code of conduct. Employee handbook together with various guidelines and benefits are uploaded on the Group's intranet network for the access for all staff members.

### 廢棄物

透過在總部設置膠樽、廢紙及鋁罐回收箱，鼓勵循環再造。

### 包裝

於本集團業務運營過程中通常不涉及使用包裝材料，因此其對環境之影響視為微乎其微。

### 環境及自然資源

年內，在整個集團支持推行綠色運動下，電及紙張消耗分別減少約1%及約20%。於截至二零一八年十二月三十一日止年度，本集團的水耗下降約32%。

除上述者外，本集團的業務對環境及自然資源並未產生直接或重大的影響。

## 社會

### 僱傭

本集團採納公平公開的招聘機制，所有崗位均會進行公開招聘，不論年齡、性別、種族、國籍、宗教信仰、婚姻狀況或殘疾與否。除內部調職外，所有空缺均會透過廣告、網上招聘渠道、招聘會、人才交流中心招聘及推薦等不同招聘渠道對外公開。

全部僱員均於入職首日接受正式入職培訓並參觀工作場所，旨在迎新及加深彼等對本集團的瞭解。制定僱員手冊簡介以確保新入職僱員知悉相關政策及行為操守。僱員手冊連同各項指引及福利均上載至本集團內聯網以供全體員工瀏覽。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

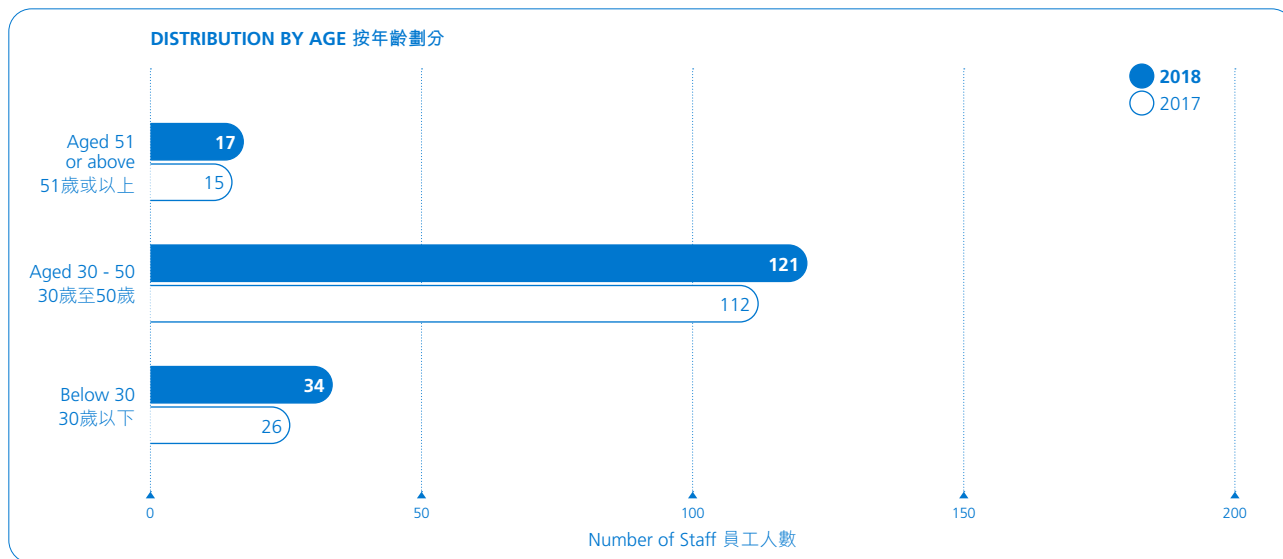
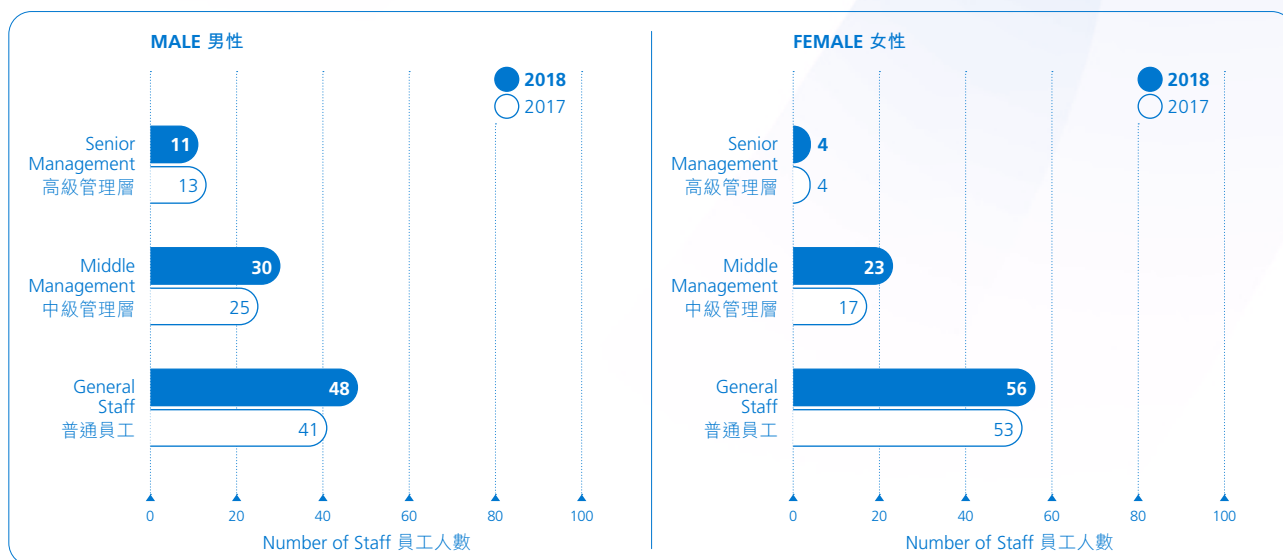
## 環境、社會及管治報告

As at 31 December 2018, the Group complied with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and all other relevant Hong Kong/PRC employment laws and regulations that deal with working hours and rest period and had a total of 172 (as at 31 December 2017: 153) full time employees. Breakdowns of the current employees by position and gender, age and years of service are set forth below respectively:

於二零一八年十二月三十一日，本集團遵守香港法例第57章僱傭條例及有關工作時間及假期的所有其他相關香港／中國僱傭法律及法規，共有172名（於二零一七年十二月三十一日：153名）全職僱員。分別按職位、性別、年齡以及年資劃分的現有僱員分析載列如下：

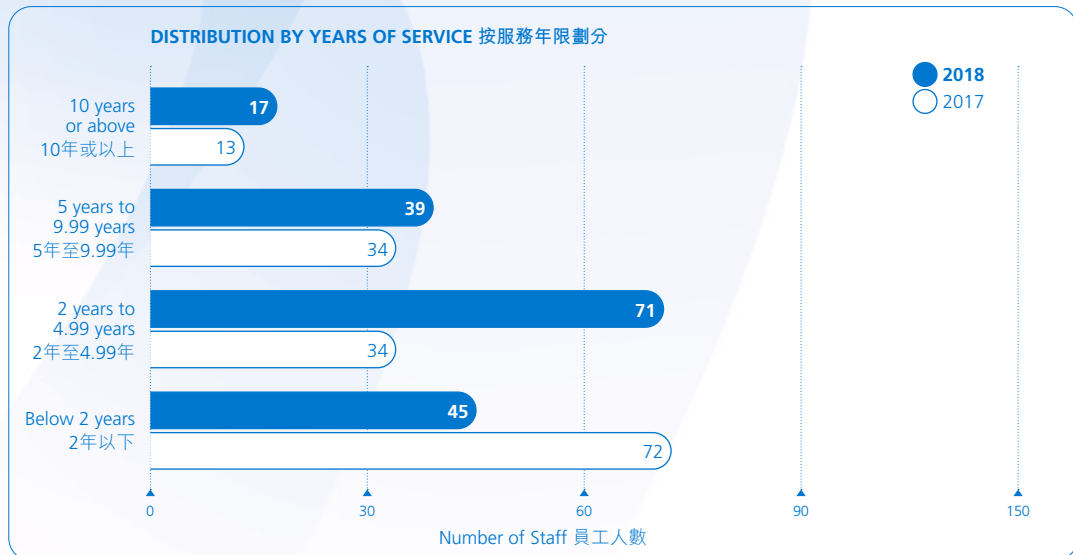
### STAFF DISTRIBUTION BY POSITION AND GENDER

### 按職位及性別劃分



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



The Group achieved relatively lower turnover rate in general frontline positions and young workforce, as well as expanded its total headcount due to business expansion. The total number of employees was increased by approximately 12.4%. Such decrease was mainly contributed by the drop of the staff aged below 50 who mostly were the frontline staff with fewer years of service and the staff of logistics and warehousing department due to the Group having outsourced the logistics and warehousing functions since the last quarter of 2017. On the other hand, the turnover rate for the management team was comparatively low which was reflected by the steady number of senior management employees.

The Group strives to provide a work environment with equal opportunities regardless of gender and age. As at 31 December 2018, the Group's male to female employee maintained at nearly 1:1. The Group had also recruited from a diverse age group. Around 70% of our workforce were fell in the age group of 30-50, while around 20% and 10% were in the age groups of below 30 and 51 or above, respectively.

本集團錄得一般前線職位及年青人員的流失率相對較低，並因業務拓展而擴充其總人數。僱員總數增加約12.4%。有關減少主要來自50歲以下員工人數下跌，當中大部分為服務年限較少的前線員工以及物流及倉儲部門的員工，有關減少的原因為本集團自二零一七年最後一季開始外包物流及倉儲職能。另一方面，高級管理人員數目穩定，反映出管理團隊的流失率相對較低。

本集團致力提供平等機會的工作環境而不論性別及年齡。於二零一八年十二月三十一日，本集團的男女僱員比例維持於近1:1。本集團亦已從不同年齡組別招聘人手。約70%的員工來自30至50歲的年齡組別，約20%及10%員工分別來自30歲以下及51歲或以上的年齡組別。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Health and Safety

The Group strives to promote safety awareness, improve occupational environment and reduce occupational risks. The Group continuously promotes safety awareness among employees and committed to providing a healthy and safe working environment for our employees and complies with the relevant laws and regulations. The Group has dedicated adequate resources and effort to uphold and improve the Group's safety management measures in order to reduce the risks relating to labour safety, such as:

#### Guidelines

- Adopting written guidelines and policies for work safety and occupational health safety
- Ensuring a healthy and safe workplace and compliance with all relevant workplace health and safety laws

#### Insurance

- Maintaining various insurance policies of endowment insurance, medical insurance, unemployment insurance, industrial injury insurance, maternity insurance, and housing accumulation fund for employees' compensation and liability

#### Other safety Measures

- Conducting fire drill regularly and demonstration of the use of fire extinguisher so as to enhance the fire safety awareness
- Providing regular training sessions on accident prevention and management to the employees

### 健康與安全

本集團致力提高安全意識，改善工作環境，降低職業安全風險。本集團不斷提高僱員的安全意識，致力為僱員提供健康安全的工作環境，並遵守相關法律及法規。本集團投放充裕資源，努力實踐及改善本集團的安全管理措施，減低與勞工安全有關的風險，例如：

#### 指引

- 就工作安全及職業健康安全事宜採納書面指引及政策
- 確保工作環境健康安全，並遵循一切相關職業安全及健康法例

#### 保險

- 為僱員之補償及責任投購多項保險（養老保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金）

#### 其他安全措施

- 定期舉辦火警演習，示範滅火器用法，提高防火意識
- 向僱員提供有關事故防止及管理的常規培訓課程

### Work Related Injury

- There was no injury case related to work during the years ended 31 December 2018 and 2017

### DEVELOPMENT AND TRAINING

The Group believes that investing in employees is essential to the future strength and success of its business. The Group conducts various internal trainings for different level of staff members. There is a general regular training section to all employees once a month during the morning meeting. For new employees, they are required to take a one-weeks' training on specific job duty. The managers of each department will take turns to different departments to provide training on product knowledge, sales skills, store management, market development and business operation and etc.

Besides, the Group also encourages and offers the opportunities for its staff members to take external training from the suppliers.

All these trainings are designed to enhance and broaden employees' skill sets.

The Group encourages communication and interaction of the staff members with the management. The Group provides a wide spectrum of informal communication platforms regularly. There are advisory boxes in the office, and regular experience sharing between middle and senior management. Through these gatherings, management is alerted to the issues raised by staff members and can carry out responsive measures to improve operations if appropriate. Besides, this enhanced the sense of belongs of staff members.

### 工傷

- 於截至二零一八年及二零一七年十二月三十一日止年度並無任何工傷事件

### 發展及培訓

本集團認為投資於僱員對其業務的未來壯大及成功至關重要。本集團為各級別員工舉行各項內部培訓。於每月一次的早會上均設有面向所有僱員的一般定期培訓環節。就新僱員而言，彼等須參加為期一周的專項工作培訓。各部門經理輪流為各部門提供有關產品知識、銷售技巧、倉儲管理、市場開發及業務營運等方面的培訓。

此外，本集團亦鼓勵員工及為其提供機會參與供應商提供的外部培訓。

所有此等培訓均旨在提升及拓展僱員的技能組合。

本集團鼓勵員工與管理層進行溝通及交流。本集團定期提供廣泛的非正式溝通平台。辦公室設有諮詢箱，中高級管理層之間亦會分享經驗。透過此等聚會，管理層留意到員工提出的事宜，並可採取對應措施以改善營運（倘適用）。此外，此舉亦增強了員工的歸屬感。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Furthermore, the Group arranged some regular and irregular activities to facilitate as communication platforms for the management and staff members such as follows:

- Chinese New Year Gathering (“新春團拜會”) is the most prestigious event of the year, attended by all staff in the Group. Lots of lucky draws and games make the evening full of energy and excitement. This event provided chances to appreciate all of the staff members with for the effort during the year.
- The Group believes that happy staff makes happy customers and endeavor to provide happy working environment. The Group promotes the relationship between staff to make them like family members. To promote work life balance, the Group organised several wellness activities like hiking on 8 March 2018 (3.8國際婦女節團隊拓展活動) and climbing the Baisui Mountain (“百歲山”團隊素質拓展活動) and Tianbaigong Mountain (“天伯公”團隊素質拓展活動) in the past years.

### Labour Standards

The Group believes in nurturing and developing top talents regardless of race, gender, age, religious belief, pregnancy, marital status, family status or disability.

The Group also has policies to ensure all employees and job applicants enjoy equal opportunities and fair treatment. All employees have the right to complain in case of discrimination, suspected misconduct and illegal acts via established procedures. The Group will investigate each complaint thoroughly, resolving it fairly and in the strictest confidence. The Group is also in compliance with all relevant laws and regulations.

此外，本集團為管理層及員工安排若干定期及不定期活動以加強交流，例如：

- 新春團拜年會乃一年中最受歡迎的活動，本集團全體員工均會參加。大量幸運抽獎及遊戲令該晚充滿活力及刺激。該活動可令全體員工分享年度成果。
- 本集團認為快樂的員工會帶來快樂的客戶並致力提供快樂的工作環境。本集團促進員工之間的關係以令彼等猶如家庭成員。為促進工作與生活平衡，本集團組織多項健康活動，如二零一八年三月八日之3.8國際婦女節團隊拓展活動以及往年之「百歲山」團隊素質拓展活動及「天伯公」團隊素質拓展活動。

### 勞工標準

本集團重視培育及發展優秀人才，不分種族、性別、年齡、宗教信仰、懷孕、婚姻狀況、家庭狀況或殘疾與否。

本集團亦設有政策以確保所有僱員及求職者均可享有同等機會及公平待遇。倘在規定程序內出現任何歧視、疑視不當行為及違法行為，所有僱員均有權投訴。本集團將對各次投訴進行徹底調查，公平解決及高度保密。本集團亦遵守所有相關法律法規。

### Supply Chain Management

The Group believes that sourcing and selection of suppliers play a crucial part in enriching our brand and product mix. The assessment on suppliers places emphasis on their market positioning, image of their brand projected, product design, production capacity, quality and price range, anticipated market acceptance of their products, supply lead time, reliability, creditworthiness and past experiences in conducting business with them. The Group's procurement team regularly looks for quality suppliers in the market, and will engage new suppliers upon their satisfaction of our internal review and approval, which includes interview with their responsible personnel and site visit to the suppliers' premises.

### Product Responsibility

To enhance customers' satisfaction of the merchandise, the Group has stringent control over the quality of merchandise. The Group carefully selects suppliers, and pursuant to the supply or distribution agreements. The Group's suppliers shall ensure the quality of products and may also be required to provide us with the after-sale services for the products sold to the Group. The Group conducts inspections on the quality, measurement and other specifications of the merchandise before accepting delivery from the suppliers. The Group is entitled to return or exchange the products to the suppliers if they are found to be defective or otherwise in unsaleable condition.

### 供應鏈管理

本集團認為供應商的來源及篩選對於豐富我們的品牌及產品組合而言至關重要。對供應商的評估側重於其市場定位、設立的品牌形象、產品設計、生產能力、質量及價格範圍、其產品的預期市場接納程度、供應提前期、可靠性、信譽及與其進行業務的過往經驗。本集團的採購團隊定期於市場物色優質供應商，並待其符合我們的內部審批要求時聘用新供應商，這包括與其負責人訪談及到供應商工廠進行現場視察等。

### 產品責任

為提升客戶對商品的滿意度，本集團對商品質量實行嚴加控制。本集團審慎選擇供應商，並遵守供應或分銷協議。本集團之供應商須確保產品質量，及亦或會就其銷售予本集團的產品要求提供售後服務，本集團於接納供應商的交付前就商品的質量、尺寸及其他規範進行檢查。倘發現殘次或因其他問題而不可出售，本集團有權向供應商退換產品。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In general, no products return or exchange by customers is allowed except for malfunctions of or manufacturing defects in products. Nevertheless, to foster customer loyalty and enhance customer satisfaction, the Group may allow product return or exchange to be made with a valid receipt within seven days after purchase provided that the merchandise is in good and saleable condition. The Group also offers product warranty period of one to three years depending on the nature of merchandise. During the warranty period, the Group provides maintenance and repair services to the customers for free and will also exchange any defective products for free on the condition that such products have been installed in accordance with the manual and were used under normal conditions. Defective products could be returned to the suppliers for repair or replacement if the relevant supplier is found to be liable for such defect.

For the years ended 31 December 2018 and 31 December 2017, the Group has not identified any non-compliance cases relating to product responsibility.

### Anti-Corruption

The Group takes its fraud prevention or anti-corruption responsibilities very seriously. In addition to the ongoing review of the effectiveness of the internal control systems, the Group has established a whistleblowing policy to direct employees to report to the Group's internal audit department about possible improprieties in any matter related to the Group. The Group also established policy and guidelines about fraud prevention. They are Commercial Bribery Control Rule (《商業賄賂防範守則》), Financial Fraud and Complaint Rule and Fraud Prevention (《財政舞弊防範及檢舉制度》), Inspection and Reporting Procedures (《反腐審查及報告程序》) and Management Override Prevention Policy (《防止管理層越權政策》).

During the years ended 31 December 2018 and 31 December 2017, no legal case regarding corruption was brought against the Group or its employees. Also, there were no material cases of non-compliance with laws and regulations on anti-money laundering in the PRC and Hong Kong.

一般而言，不允許客戶退換產品，除非產品出現故障或製造缺陷。然而，為培養客戶忠誠度及提升客戶滿意度，本集團允許在購買七天內憑有效收據退換產品，惟商品須完好及可銷。本集團亦根據商品的性質提供一至三年的保修期。於保修期間，本集團向客戶提供免費保養及維修服務，及對根據手冊組裝且在正常條件下使用的殘次產品進行免費更換。倘發現相關供應商須對有關殘次承擔責任，則殘次產品將退還予供應商，以進行維修或更換。

截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度，本集團並未發現任何有關產品責任的不合規事件。

### 反貪污

本集團嚴格履行其預防詐騙及反貪污的責任。除持續檢討內部監控系統的有效性外，本集團已建立僱員直接舉報政策，以就有關本集團的任何事宜的可能不正當行為向本集團內部審核部門報告。本集團亦制定有關預防詐騙的政策及指引，即《商業賄賂防範守則》、《財政舞弊防範及檢舉制度》、《反腐審查及報告程序》及《防止管理層越權政策》。

截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度，並無發生有關本集團或其僱員貪污的法律案件。此外，並無發生不遵守中國及香港有關反洗錢法律法規的重大案件。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Community Investment

The awareness of corporate social responsibility has been increasing in the market. The Group realises the importance of different stakeholders' expectations. In achieving long term, stable and healthy business prosperity and growth, the Group strives to balance the interests between stakeholders and is committed to improve the community's wellbeing.

The Group encourages the employees to play an active role in the communities where they live and work. In the past years, the Group was engaged in different events with an aim to fulfill its social responsibility. For example, in the past few years, the Group launched "Jiyi Inspirational Student Fund" (集一勵志助學金) for the poor but outstanding students in Meizhou Jiaying University (梅州市嘉應大學), aiming at providing better environment for those hardworking and ambitious students to achieve their dreams.

The Group will continue to explore other means to contribute more to the environment and strive to facilitate the building of a healthy and sustainable society.

### 社區投資

市場上企業社會責任意識不斷增強。本集團意識到不同股東預期的重要性。為實現長期、穩健的業務繁榮及增長，本集團致力於維持股東間的利益平衡，並完善社區福利。

本集團一直鼓勵僱員積極參與生活及工作所在社區之事務。於過往多年內，本集團從事不同事宜以履行其社會責任。例如，於過往幾年內，本集團向梅州市嘉應大學品學兼優的貧困生發放「集一勵志助學金」，以為該等勤奮好學，有志向的學生提供更好的環境，以實現彼等之夢想。

本集團將持續探索其他方式以為環境作出更多貢獻，並致力於促進建設健康及可持續發展社會。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



羅兵咸永道

To the Shareholders of  
**Jiyi Household International Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*

致集一家居國際控股有限公司股東  
*(於開曼群島註冊成立的有限公司)*

### OPINION

### 意見

#### What we have audited

#### 吾等已審計的內容

The consolidated financial statements of Jiyi Household International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 100 to 235, which comprise:

集一家居國際控股有限公司（「貴公司」）及其附屬公司（「貴集團」）列載於第100至235頁的綜合財務報表，包括：

- the consolidated balance sheet as at 31 December 2018;
  - the consolidated income statement for the year then ended;
  - the consolidated statement of comprehensive income for the year then ended;
  - the consolidated statement of changes in equity for the year then ended;
  - the consolidated cash flow statement for the year then ended; and
  - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
- 於二零一八年十二月三十一日之綜合資產負債表；
  - 截至該日止年度之綜合收益表；
  - 截至該日止年度之綜合全面收益表；
  - 截至該日止年度之綜合權益變動表；
  - 截至該日止年度之綜合現金流量表；及
  - 綜合財務報表附註，包括主要會計政策概要。

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong  
T: +852 2289 8888, F: +852 2810 9888, [www.pwchk.com](http://www.pwchk.com)

### **Our opinion**

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **BASIS FOR OPINION**

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

### **吾等的意見**

吾等認為，該等綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而中肯地反映了 貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

### **意見的基礎**

吾等已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。吾等在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

吾等相信，吾等所獲得的審計憑證能充足及適當地為吾等的審計意見提供基礎。

### **獨立性**

根據香港會計師公會頒佈的專業會計師道德守則（以下簡稱「守則」），吾等獨立於 貴集團，並已履行守則中的其他專業道德責任。

# **INDEPENDENT AUDITOR'S REPORT**

## **獨立核數師報告**

### **KEY AUDIT MATTERS**

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

A key audit matter is identified in our audit as follows:

### **關鍵審計事項**

關鍵審計事項是根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在吾等審計整體綜合財務報表及出具意見時進行處理的。吾等不會對該等事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

**Key Audit Matter**  
**關鍵審計事項**

**Revenue recognition on interior design and engineering services**  
**室內設計及工程服務的收入確認**

Refer to Note 5 Critical accounting estimates and assumptions and Note 6 to the consolidated financial statements.

請參閱綜合財務報表附註5關鍵會計估計及判斷及附註6。

The Group recognised revenue of interior design and engineering services by measuring the progress towards complete satisfaction of the performance obligation at year end. Revenue arising from interior design and engineering services represents 52% of the Group's total revenue for the year ended 31 December 2018.

貴集團透過計量於年末完全履行履約責任之進度確認內部裝修及工程服務收益。室內設計及工程服務產生的收入佔 貴集團截至二零一八年十二月三十一日止年度的總收入之52%。

The progress was measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the construction cost incurred up to the balance sheet date as a percentage of total estimated for each project. The estimated total contract costs involve management's estimation of the material costs and labour costs.

進度乃基於本集團為完成履約責任而產生的支出或投入進行計量，並參考截至資產負債表日期產生的建築成本佔各項目估計總成本的比例。估計總合約成本涉及管理層對材料成本及勞工成本的估計。

We focused on this area due to the significance to the consolidated financial statements and the degree of management's estimation applied.

吾等專注於該領域，由於其對綜合財務報表的重要性及管理層的估計所應用的程度。

**How our audit addressed the Key Audit Matter**  
**吾等的審計如何處理關鍵審計事項**

We evaluated and tested the controls that the Group designed and implemented over the review and approval of the estimated total contract costs.

吾等評估及測試 貴集團對審核及批准估計總合約成本設計及實施的控制。

We examined the estimated total contract costs by project on a sample basis through

吾等通過以下方法根據項目抽樣檢查估計總合約成本

- comparing the detail cost items and quantities in the estimated total contract costs with the items and quantities described in the service contracts to assess the completeness of the costs;
- 比較估計總合約成本的詳細成本項目及數量與服務合約所述的項目及數量，以評估成本的完整性；
- tracing the unit cost of materials to the Group's purchase unit cost;
- 追溯材料單位成本至 貴集團的採購單位成本；
- comparing the labour cost with labour subcontract; and
- 比較勞工成本與勞工分包合約；及
- analyzing the gross profit rate of the construction contracts.
- 分析建築合約的毛利率。

We also compared the estimated total contract costs prepared by management and actual cost for those completed projects on a sample basis to evaluate reliability of the estimation made by management on estimated total contract costs.

吾等亦抽樣比較管理層編製的估計總合約成本與已完成項目的實際成本，以評估管理層對估計總合約成本作出的估計可靠性。

Based on the above, we found that the estimates made by management were supportable by the available evidence. 基於上述事項，吾等有可得證據支持管理層作出的估計。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the annual report (but does not include the consolidated financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this auditor's report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the board of directors and take appropriate action considering our legal rights and obligations.

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### 其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及吾等的核數師報告，預計將於本核數師報告日期後向我們提供。

吾等對綜合財務報表的意見並不涵蓋其他信息，吾等亦不對該等其他信息發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審計，吾等的責任是於取得上述其他信息時閱讀相關信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

當吾等閱讀年報時，如果吾等認為當中存在重大錯誤陳述，吾等須考慮吾等的法定權利及義務向董事會溝通有關事宜，並採取適當行動。

### 董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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

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

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

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

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會負責監督 貴集團的財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

吾等的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向 閣下（作為整體）報告吾等的意見，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則吾等應當發表非無保留意見。吾等的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審計的方向、監督和執行。吾等為審計意見承擔全部責任。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Lam Sung Wan.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 29 March 2019

除其他事項外，吾等與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括吾等在審計中識別出內部監控的任何重大缺陷。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，吾等確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。吾等在核數師報告中描述這些事項，除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在吾等報告中溝通某事項造成的負面後果超過產生的公眾利益，吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是林崇雲先生。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一九年三月二十九日

# CONSOLIDATED INCOME STATEMENT

## 綜合收益表

Year ended 31 December  
截至十二月三十一日止年度

		Note 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Revenue from contracts with customers	與客戶的合約收入	6	559,478	415,968
Cost of sales	銷售成本	6, 8	(543,526)	(362,895)
<b>Gross profit</b>	<b>毛利</b>		<b>55,952</b>	53,073
Selling expenses	銷售開支	8	(15,075)	(18,243)
Administrative expenses	行政開支	8	(13,670)	(14,969)
Net impairment losses on financial assets	金融資產之減值虧損淨額	19	(2,600)	–
Other income and gains – net	其他收入及收益淨額	7	550	732
<b>Operating profit</b>	<b>經營溢利</b>		<b>25,157</b>	20,593
Finance income	財務收入	10	224	118
Finance costs	財務成本	10	(7,244)	(6,013)
Finance costs – net	財務成本淨額	10	(7,020)	(5,895)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>		<b>18,137</b>	14,698
Income tax expense	所得稅開支	11	(6,064)	(5,717)
<b>Profit for the year, all attributable to equity holders of the Company</b>	<b>年內溢利，全部由本公司權益持有人應佔</b>		<b>12,073</b>	8,981
<b>Earnings per share attributable to equity holders of the Company for the year</b>	<b>本公司權益持有人年內應佔每股盈利</b>			
– Basic (RMB cents per share)	– 基本（每股人民幣分）	12	2.37	2.08
– Diluted (RMB cents per share)	– 攤薄（每股人民幣分）	12	2.37	2.08

The notes on pages 106 to 235 are an integral part of these consolidated financial statements.

第106至235頁附註為該等綜合財務報表之組成部分。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

Year ended 31 December  
截至十二月三十一日止年度

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
<b>Profit for the year</b>	年內溢利	<b>12,073</b>	8,981
<b>Other comprehensive income:</b>	其他全面收益：		
<i>Items that may be reclassified to profit or loss</i>	<i>可能重新分類至損益之項目</i>		
Currency translation differences	貨幣匯兌差額	<b>(593)</b>	(938)
<b>Total comprehensive income for the year, all attributable to equity holders of the Company</b>	年內全面收益總額，全部由本公司權益持有人應佔	<b>11,480</b>	8,043

The notes on pages 106 to 235 are an integral part of these consolidated financial statements.

第106至235頁附註為該等綜合財務報表之組成部分。

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

As at 31 December  
於十二月三十一日

		Note 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	58,002	72,515
Investment properties	投資物業	15	1,377	–
Land use rights	土地使用權	16	2,582	2,823
Intangible assets	無形資產		425	484
Other receivables	其他應收款項	19	7,817	–
Deferred tax assets	遞延稅項資產	21	3,970	1,750
			<b>74,173</b>	<b>77,572</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	18	41,315	38,127
Due from customers on construction contracts	應收客戶之建築合約款	3.1	–	51,517
Contract assets	合約資產	6(a)	194,312	–
Trade and other receivables	貿易及其他應收款項	19	309,695	247,284
Restricted cash	受限制現金		–	300
Cash and cash equivalents	現金及現金等價物	20	116,391	92,970
			<b>661,713</b>	<b>430,198</b>
<b>Total assets</b>	<b>資產總值</b>		<b>735,886</b>	<b>507,770</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>本公司權益持有人 應佔股本及儲備</b>			
Share capital	股本	22	58,190	35,638
Share premium	股份溢價	22	363,001	243,832
Other reserves	其他儲備	23	(52,947)	(53,300)
Retained earnings	保留盈利		121,564	108,754
<b>Total equity</b>	<b>權益總額</b>		<b>489,808</b>	<b>334,924</b>

## CONSOLIDATED BALANCE SHEET 綜合資產負債表

As at 31 December  
於十二月三十一日

		Note 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>LIABILITIES</b>	<b>負債</b>			
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	24	125,001	71,383
Due to customers on construction contracts	應付客戶之建築合約款	3.1	–	3,240
Contract liabilities	合約負債	6(a)	2,811	–
Bank borrowings	銀行借款	25	103,000	88,200
Current income tax liabilities	即期所得稅負債		15,266	10,023
			<b>246,078</b>	<b>172,846</b>
<b>Total liabilities</b>	<b>負債總額</b>		<b>246,078</b>	<b>172,846</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>735,886</b>	<b>507,770</b>

The financial statements on pages 106 to 235 were approved by the Board of Directors on 29 March 2019 and were signed on its behalf.

第106至235頁的財務報表已於二零一九年三月二十九日獲董事會批准，並由下列董事代表簽署。

**Ms. Hou Wei**  
侯薇女士

**Mr. Liu Xianxiu**  
劉賢秀先生



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔				Total Equity 權益總額 RMB'000 人民幣千元
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	
For the year ended 31 December 2017	截至二零一七年 十二月三十一日止年度					
Balance at 1 January 2017	於二零一七年 一月一日的結餘	35,638	243,832	(52,362)	99,773	326,881
<b>Comprehensive income:</b>	<b>全面收益：</b>					
Profit for the year	年內溢利	-	-	-	8,981	8,981
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>					
Currency translation differences	貨幣匯兌差額	-	-	(938)	-	(938)
<b>Balance at 31 December 2017</b>	<b>於二零一七年 十二月三十一日的結餘</b>	<b>35,638</b>	<b>243,832</b>	<b>(53,300)</b>	<b>108,754</b>	<b>334,924</b>
For the year ended 31 December 2018	截至二零一八年 十二月三十一日止年度					
Adjustment on adoption of HKFRS 9, net of tax	採納香港財務報告準則 第9號之調整，扣除稅項	-	-	-	737	737
Balance at 1 January 2018	於二零一八年 一月一日的結餘	35,638	243,832	(53,300)	109,491	335,661
<b>Comprehensive income:</b>	<b>全面收益：</b>					
Profit for the year	年內溢利	-	-	-	12,073	12,073
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>					
Currency translation differences	貨幣匯兌差額	-	-	(593)	-	(593)
<b>Transactions with owners:</b>	<b>與擁有人的交易：</b>					
Share issuance	股份發行	22	119,169	-	-	141,721
Share based payment	以股份為基礎之付款	23	-	946	-	946
<b>Balance at 31 December 2018</b>	<b>於二零一八年 十二月三十一日的結餘</b>	<b>58,190</b>	<b>363,001</b>	<b>(52,947)</b>	<b>121,564</b>	<b>489,808</b>

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

Year ended 31 December  
截至十二月三十一日止年度

		Note 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Cash flows from operating activities</b>	<b>經營活動現金流量</b>			
Cash (used in)/generated from operations	業務(所用)/所得現金	26(a)	(123,268)	9,764
Interest paid	已付利息		(6,533)	(5,862)
Income tax paid	已付所得稅		(3,286)	(2,786)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額		(133,087)	1,116
<b>Cash flows from investing activities</b>	<b>投資活動現金流量</b>			
Payments for property, plant and equipment	物業、廠房及設備付款		(9)	(3,328)
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備之所得款項	26(b)	303	—
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額		294	(3,328)
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>			
Proceeds from bank borrowings	銀行借款所得款項		104,300	155,000
Repayments of bank borrowings	償還銀行借款		(89,500)	(164,800)
Net proceeds from issuance of ordinary shares	發行普通股所得款項淨額	22	141,721	—
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額		156,521	(9,800)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加/(減少)淨額</b>		<b>23,728</b>	<b>(12,012)</b>
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		92,970	105,804
Exchange losses on cash and cash equivalents	現金及現金等價物匯兌虧損		(307)	(822)
<b>Cash and cash equivalents at end of the year</b>	<b>年末現金及現金等價物</b>	20	<b>116,391</b>	<b>92,970</b>

The notes on pages 106 to 235 are an integral part of these consolidated financial statements.

第106至235頁附註為該等綜合財務報表之組成部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1 GENERAL INFORMATION

Jiyi Household International Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 2 February 2015 as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands. The address of the Company’s registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The address of its principal place of business is Room 1405, 14/F., Jubilee Centre, 18 Fenwick Street, Wanchai, Hong Kong.

The Company is an investment holding company and its subsidiaries (together, the “Group”) are principally engaged in the business of sale and distribution of building and home improvement materials and furnishings and provision of interior design and engineering services in the People’s Republic of China (the “PRC”). The controlling shareholder of the Group is Xinling Limited, a company incorporated in the British Virgin Islands (“BVI”) which is wholly-owned by Ms. Hou Wei (“Ms. Hou”).

The Company had its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 6 November 2015.

These financial statements are presented in thousands of Renminbi (“RMB”), unless otherwise stated.

These consolidated financial statements have been approved for issue by the board of directors of the Company on 29 March 2019.

### 1 一般資料

集一家居國際控股有限公司（「本公司」）於二零一五年二月二日於開曼群島根據開曼群島公司法（經修訂）註冊成立為獲豁免有限公司。本公司註冊辦事處的地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands。其主要營業地點的地址為香港灣仔分域街18號捷利中心14樓1405室。

本公司為一間投資控股公司，而其附屬公司（統稱「本集團」）主要在中華人民共和國（「中國」）從事銷售及分銷建築及家居裝修材料及傢俱以及提供室內設計及工程服務的業務。本集團的控股股東為欣領有限公司，乃為一間於英屬處女群島（「英屬處女群島」）註冊成立及由侯薇女士（「侯女士」）全資擁有的公司。

本公司於二零一五年十一月六日於香港聯合交易所有限公司（「聯交所」）主板首次上市。

除另有指明外，該等財務報表乃以人民幣（「人民幣」）千元呈列。

該等綜合財務報表已於二零一九年三月二十九日由本公司董事會批准刊發。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements of Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

#### 2.1.1 Changes in accounting policies and disclosures

(a) *New standards, amendments and interpretations adopted by the Group*

The Group has applied the following new standards, amendments and interpretations for the first time for their annual reporting period commencing 1 January 2018:

- *HKFRS 9 Financial Instruments;*

## 2 重大會計政策概要

編製該等綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策於全年呈列之內容貫徹應用。

### 2.1 編製基準

本公司綜合財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）及香港公司條例（第622章）披露規定編製。綜合財務報表乃按歷史成本慣例編製。

按照香港財務報告準則編製財務報表需要使用若干重大會計估計，亦要求管理層在應用本集團的會計政策時作出判斷。涉及高度判斷或高度複雜性的範疇，或涉及對綜合財務報表屬尤其重大假設和估計的範疇，有關範疇在附註5中披露。

#### 2.1.1 會計政策及披露的變更

(a) 本集團所採納的新訂準則、修訂及詮釋

本集團已就二零一八年一月一日開始的年度報告期間首次採納下列新訂準則、修訂及詮釋：

- 香港財務報告準則第9號「金融工具」；

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.1 Basis of preparation (Continued)

##### 2.1.1 Changes in accounting policies and disclosures

(Continued)

(a) *New standards, amendments and interpretations adopted by the Group*  
(Continued)

- *HKFRS 15 Revenue from Contracts with Customers;*
- *Classification and Measurement of Share-based Payment Transactions – Amendments to HKFRS 2;*
- *Annual Improvements 2014-2016 cycle;*
- *Transfers to Investment Property – Amendments to Hong Kong Accounting Standard (the “HKAS”) 40; and*
- *Interpretation 22 Foreign Currency Transactions and Advance Consideration.*

The Group had to change its accounting policies and make certain retrospective adjustments following the adoption of HKFRS 9 and HKFRS 15. Most of the other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

### 2 重大會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 2.1.1 會計政策及披露的變更 (續)

(a) 本集團所採納的新訂準則、修訂及詮釋 (續)

- 香港財務報告準則第15號「與客戶的合約收入」；
- 以股份為基礎之付款交易的分類及計量－香港財務報告準則第2號（修訂本）；
- 二零一四年至二零一六年週期之年度改進；
- 轉撥投資物業－香港會計準則（香港會計準則）第40號（修訂本）；及
- 詮釋第22號「外幣交易及預付代價」。

在採用香港財務報告準則第9號及香港財務報告準則第15號之後，本集團需要改變會計政策並作出若干追溯性調整。上文所列的大多數其他修訂對過往期間確認的金額並無任何影響，且預計不會對當前或未來期間造成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

#### 2.1 Basis of preparation (Continued)

##### 2.1.1 Changes in accounting policies and disclosures (Continued)

###### (b) *New standards, amendments and interpretations not yet adopted by the Group*

Certain new standards, amendments and interpretations have been published that are not mandatory for 31 December 2018 reporting period and have not been early adopted by the Group.

#### 2.1 編製基準 (續)

##### 2.1.1 會計政策及披露的變更 (續)

###### (b) 本集團尚未採納的新訂準則、修訂及詮釋

若干新訂準則、修訂及詮釋已頒佈惟於二零一八年十二月三十一日報告期間並未強制生效且未獲本集團提早採納。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

#### 2.1 Basis of preparation (Continued)

##### 2.1.1 Changes in accounting policies and disclosures (Continued)

(b) *New standards, amendments and interpretations not yet adopted by the Group*  
(Continued)

### 2 重大會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 2.1.1 會計政策及披露的變更 (續)

(b) 本集團尚未採納的新訂準則、修訂及詮釋 (續)

**Effective for accounting periods beginning on or after**  
就下列日期或之後開始之會計期間生效

HKFRS 16 香港財務報告準則 第16號	Leases 租賃	1 January 2019 二零一九年一月一日
HK (HKFRIC) 23 香港 (國際財務報告詮釋委員會) 詮釋第23號	Uncertainty over Income Tax Treatments 所得稅處理之不確定性	1 January 2019 二零一九年一月一日
Amendments to HKFRS 9 香港財務報告準則 第9號 (修訂本)	Prepayment Features with Negative Compensation 提早還款特性及負補償	1 January 2019 二零一九年一月一日
Amendments to HKAS 28 香港會計準則 第28號 (修訂本)	Long-term Interests in Associates and Joint Ventures 於聯營公司及合營企業之長期權益	1 January 2019 二零一九年一月一日
Annual Improvements Project 年度改進項目	Annual Improvements to HKFRS Standards 2015-2017 Cycle 二零一五年至二零一七年週期之 香港財務報告準則年度改進	1 January 2019 二零一九年一月一日

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2 重大會計政策概要 (續)

#### 2.1 Basis of preparation (Continued)

#### 2.1 編製基準 (續)

##### 2.1.1 Changes in accounting policies and disclosures (Continued)

##### 2.1.1 會計政策及披露的變更 (續)

(b) *New standards, amendments and interpretations not yet adopted by the Group (Continued)*

(b) 本集團尚未採納的新訂準則、修訂及詮釋 (續)

		<b>Effective for accounting periods beginning on or after</b> 就下列日期或之後開始之會計期間生效
Amendments to HKAS 19 香港會計準則第19號 (修訂本)	Plan Amendment, Curtailment or Settlement 修訂、縮減或結算計劃	1 January 2019 二零一九年一月一日
Amendments to HKAS 1 and HKAS 28 香港會計準則第1號及香港會計準則第28號 (修訂本)	Conceptual Framework for Financial Reporting 財務報告概念框架 Definition of Material 重大的定義	1 January 2020 二零二零年一月一日 1 January 2020 二零二零年一月一日
Amendments to HKAS 3 香港會計準則第3號 (修訂本)	Definition of Business 業務的定義	1 January 2020 二零二零年一月一日
HKFRS 17 香港財務報告準則第17號	Insurance Contracts 保險合約	1 January 2021 二零二一年一月一日
HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號	Sale or contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間的資產出售或出資	To be determined 尚待釐定



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.1 Basis of preparation (Continued)

##### 2.1.1 Changes in accounting policies and disclosures

(Continued)

- (b) *New standards, amendments and interpretations not yet adopted by the Group*  
(Continued)

The Group is in the process of assessing the potential impact of the above new standards, amendments and interpretations that are relevant to the Group upon initial application. According to the preliminary assessment made by the directors of the Company, except for HKFRS 16 as described below, management does not anticipate any significant impact on the Group's financial position and results of operation upon adopting the above new standards, amendments and interpretations. The management of the Group plans to adopt these new standards, amendments and interpretations when they become effective.

### 2 重大會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 2.1.1 會計政策及披露的變更 (續)

- (b) 本集團尚未採納的新訂準則、修訂及詮釋 (續)

本集團正在評估上述與本集團有關的新訂準則、修訂及詮釋於首次應用後可能產生的影響。根據本公司董事作出的初步評估，除下文香港財務報告準則第16號所述外，管理層預計採納上述新訂準則、修訂及詮釋不會對本集團的財務狀況及經營業績造成任何重大影響。本集團管理層擬於該等新訂準則、修訂及詮釋生效時予以採納。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

### 2.1 Basis of preparation (Continued)

#### 2.1.1 Changes in accounting policies and disclosures (Continued)

##### (b) New standards and interpretations not yet adopted (Continued)

HKFRS 16, "Leases"

##### Nature of change

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

### 2.1 編製基準 (續)

#### 2.1.1 會計政策及披露的變更 (續)

##### (b) 尚未採納的新訂準則及詮釋 (續)

香港財務報告準則第16號「租賃」

##### 變動之性質

香港財務報告準則第16號於二零一六年一月頒佈。由於經營及融資租賃之區分被剔除，故其將導致絕大部份租賃於資產負債表內確認。根據該項新訂準則，資產（使用租賃項目之權利）及支付租金之金融負債均予以確認。唯一例外是短期及低價值之租賃。

出租人之會計處理將不會出現重大改變。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

#### 2.1 Basis of preparation (Continued)

##### 2.1.1 Changes in accounting policies and disclosures (Continued)

- (b) *New standards and interpretations not yet adopted (Continued)*

HKFRS 16, "Leases" (Continued)

##### Impact

The Group has reviewed all of the Group's leasing arrangements in light of the new lease accounting rules of HKFRS 16. The accounting for lessor will not significantly change. The standard will affect primarily the accounting for the Group's operating leases.

As at the reporting date, the Group has non-cancellable operating lease commitments of RMB32,482,000, of which approximately RMB250,000 relate to short-term leases. The Group expects that the adoption of HKFRS 16 as compared with the current accounting policy would result in significant impact on the Group's assets and liabilities, financial performance and cash flow classification. Upon adoption of HKFRS 16, the Group will recognise a liability reflecting these future lease payments and right-of-use assets, unless the underlying asset is of low value or they are short-term lease, in its balance sheets.

### 2 重大會計政策概要 (續)

#### 2.1 編製基準 (續)

##### 2.1.1 會計政策及披露的變更 (續)

- (b) *尚未採納的新訂準則及詮釋 (續)*

香港財務報告準則第16號  
「租賃」(續)

##### 影響

根據香港財務報告準則第16號內的新租賃會計規則，本集團已審閱本集團的所有租賃安排。出租人之會計處理將不會出現重大改變。該準則將主要影響本集團對經營租賃的會計處理。

於報告期，本集團的不可撤銷經營租賃承擔為人民幣32,482,000元。於該等承擔中，約人民幣250,000元與短期租賃有關。相較現時的會計政策，本集團預期採納香港財務報告準則第16號會對本集團的資產及負債、財務表現現金流量分類造成重大影響。於採納國際財務報告準則第16號後，本集團將在其資產負債表中確認反映該等未來租賃付款及使用權資產的一項負債，除非相關資產價值低或屬短期租賃。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

### 2.1 Basis of preparation (Continued)

#### 2.1.1 Changes in accounting policies and disclosures (Continued)

- (b) *New standards and interpretations not yet adopted (Continued)*

HKFRS 16, "Leases" (Continued)

#### Impact (Continued)

The Group's activities as a lessor are not material and hence the Group does not expect any significant impact on the financial statements. However, some additional disclosures will be required from next year.

#### Date of adoption

The Group will apply the standard from its mandatory adoption date of 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to its first adoption.

### 2.1 編製基準 (續)

#### 2.1.1 會計政策及披露的變更 (續)

- (b) *尚未採納的新訂準則及詮釋 (續)*

香港財務報告準則第16號「租賃」(續)

#### 影響 (續)

本集團作為出租人的業務並不重大，因此，本集團預期不會對財務報表產生任何重大影響。然而，下一年度將須作出若干額外披露。

#### 採納日期

本集團將自該準則強制採納日期二零一九年一月一日起應用該準則。本集團有意採用簡化的過渡方法，且不會就其首次採納前的年度重述比較數字。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

##### (a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

## 2 重大會計政策概要 (續)

### 2.2 附屬公司

#### 2.2.1 綜合

附屬公司指本集團對其具有控制權的實體(包括結構性實體)。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益,並有能力透過其對該實體的權力影響此等回報時,本集團即被視為控制該實體。附屬公司在控制權轉移至本集團當日起合併入賬,並在控制權終止當日起取消綜合入賬。

##### (a) 業務合併

本集團利用收購法將業務合併入賬。收購附屬公司所轉讓的代價是所轉讓資產、被收購方的前擁有人所產生負債及本集團發行的股權的公平值。所轉讓代價包括或然代價安排所產生的任何資產或負債公平值。在業務合併中所收購可識別的資產以及所承擔負債及或然負債,初步按於收購日期的公平值計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

##### (a) Business combinations (Continued)

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

## 2 重大會計政策概要 (續)

### 2.2 附屬公司 (續)

#### 2.2.1 綜合 (續)

##### (a) 業務合併 (續)

本集團以逐項收購基準確認被收購方的任何非控股權益。被收購方的非控股權益為現時擁有權權益及賦予其持有人按實體資產淨值應佔比例，且於清盤時可按公平值或被收購方可識別資產淨值中現時擁有權權益的比例的已確認金額計量。非控股權益的所有其他部分乃按其收購日期的公平值計量，惟按香港財務報告準則要求的另一計量基準除外。

收購相關成本在產生時支銷。

倘業務合併分階段完成，收購方先前持有的被收購方的股本權益於收購日期的賬面值乃按收購日期的公平值重新計量；有關重新計量產生的任何損益於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

##### (a) Business combinations (Continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

## 2 重大會計政策概要 (續)

### 2.2 附屬公司 (續)

#### 2.2.1 綜合 (續)

##### (a) 業務合併 (續)

本集團將轉讓的任何或然代價按收購日期的公平值確認。或然代價(被視為一項資產或負債)公平值的其後變動在損益中確認。分類為權益的或然代價不會重新計量,後續結算於權益中列賬。

所轉讓代價、於被收購方任何非控股權益數額及於被收購方任何之前股權在收購日期的公平值超出所收購可識別資產淨值的公平值的金額記錄為商譽。倘所轉讓代價、已確認非控股權益及先前所持權益計量的總和低於所購入附屬公司(若為議價收購)資產淨值的公平值,則該差額直接在綜合收益表中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.2 Subsidiaries (Continued)

#### 2.2.1 Consolidation (Continued)

(a) *Business combinations (Continued)*

Intra-Group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

(b) *Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

## 2 重大會計政策概要 (續)

### 2.2 附屬公司 (續)

#### 2.2.1 綜合 (續)

(a) *業務合併 (續)*

集團間內部交易、結餘及因集團公司間交易產生的未變現收益予以對銷。未變現虧損亦予以對銷，除非交易提供轉讓資產減值之憑證，則另當別論。附屬公司所報告的金額已於必要時作出調整，以與本集團會計政策一致。

(b) *不導致控制權變動的附屬公司擁有人權益變動*

不導致失去控制權的非控股權益交易入賬列作權益交易—即以彼等為擁有人的身份與附屬公司擁有人進行交易。任何已付代價公平值與所收購相關應佔附屬公司資產淨值賬面值的差額計入權益。向非控股權益出售的盈虧亦計入權益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.2 Subsidiaries (Continued)

##### 2.2.1 Consolidation (Continued)

###### (c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

### 2 重大會計政策概要 (續)

#### 2.2 附屬公司 (續)

##### 2.2.1 綜合 (續)

###### (c) 出售附屬公司

當本集團不再擁有控制權，於實體之任何保留權益按失去控制當日之公平值重新計量，而賬面值變動於損益內確認。公平值為就保留權益（作為聯營公司、合營企業或金融資產）之其後會計處理之初步賬面值。此外，先前就該實體於其他全面收益確認之任何款項乃按猶如本集團已直接出售相關資產或負債之情況列賬。其意味著先前於其他全面收益內確認之款項根據適用香港財務報告準則所指定／允許者，重新分類至損益或轉移至另一權益類別。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

### 2.2 Subsidiaries (Continued)

### 2.2 附屬公司 (續)

#### 2.2.2 Separate financial statements

#### 2.2.2 單獨財務報表

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

於附屬公司的投資乃按成本扣除減值列賬。成本包括投資直接應佔成本。本公司按已收及應收股息將附屬公司業績入賬。

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收入總額或倘該投資於單獨財務報表內的賬面值超出投資對象資產淨值（包括商譽）於綜合財務報表內的賬面值，則於收到該等股息時須對該等投資進行減值測試。

### 2.3 Segment reporting

### 2.3 分部報告

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief executive officer of the Company that makes strategic decisions.

經營分部的報告方式須與主要經營決策者獲提供的內部報告的方式一致。主要經營決策者負責分配資源及評估經營分部表現，並已被識別為作出策略決定的本公司行政總裁。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of the Company and certain of its overseas subsidiaries is HK dollars (HKD). As the major operations of the Group are within the PRC, the Group presents its consolidated financial statements in RMB, unless otherwise stated.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

## 2 重大會計政策概要 (續)

### 2.4 外幣換算

#### (a) 功能及呈列貨幣

本集團各實體的財務報表所載項目以該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。本公司及其若干海外附屬公司的功能貨幣為港元(「港元」)。由於本集團主要業務在中國境內，除另有說明外，本集團以人民幣列示其綜合財務報表。

#### (b) 交易及結餘

外幣交易採用交易日期的匯率換算為功能貨幣。結算此等交易產生的外匯損益以及將外幣計值的貨幣資產和負債以年末匯率換算產生的外匯損益一般在損益確認。倘彼等有關符合作現金流量對沖及符合作投資淨額對沖或於海外經營中投資淨額部分應佔收益及虧損，則於權益中遞延。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

### 2.4 Foreign currency translation (Continued)

### 2.4 外幣換算 (續)

#### (b) Transactions and balances (Continued)

#### (b) 交易及結餘 (續)

Foreign exchange gains and losses that relate to borrowings are presented in the income statement, within finance costs. All other foreign exchange gains and losses are presented in the income statement on a net basis within other gains/(losses).

借款相關外匯損益於收益表財務成本內呈列。所有其他外匯損益均於收益表其他收益／(虧損)內按淨額基準呈列。

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss, and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

以外幣為單位按公平值列賬之非貨幣性項目，按照確定公平值當日之匯率折算。非貨幣性資產及負債（例如按公平值計入損益的權益）的折算差額在損益中確認為公平值盈虧的一部份，而非貨幣性資產（例如分類為按公平值計入其他全面收益之權益）的折算差額在其他綜合收益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.4 Foreign currency translation (Continued)

##### (c) Group companies

The results and financial position of all the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transaction); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

### 2 重大會計政策概要 (續)

#### 2.4 外幣換算 (續)

##### (c) 集團公司

倘本集團的所有實體(其中並無任何實體持有惡性通脹經濟的貨幣)的業績及財務狀況所用的功能貨幣有別於呈列貨幣,將按以下方式換算為呈列貨幣:

- (i) 於各資產負債表列賬的資產及負債均按照該資產負債表當日的收市匯率換算;
- (ii) 各收益表的收入及開支均按照平均匯率換算,除非此項平均匯率未能合理反映交易日現行匯率的累積影響則除外,於此情況下則按照交易日的匯率換算該等收入及開支;及
- (iii) 所有產生的貨幣換算差額乃於其他全面收益中確認。

購入境外實體所產生的商譽及公平值調整視為該境外實體的資產及負債,並按期末匯率折算。產生的貨幣換算差額乃於其他全面收益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.4 Foreign currency translation (Continued)

#### (c) Group companies (Continued)

##### (iv) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

## 2 重大會計政策概要 (續)

### 2.4 外幣換算 (續)

#### (c) 集團公司 (續)

##### (iv) 出售境外業務及部分出售

於出售境外業務(即出售本集團於境外業務的全部權益或導致失去對包含境外業務的附屬公司控制權的出售、導致失去對包含境外業務的合營企業共同控制權的出售、或導致失去對包含境外業務的聯營企業重大影響力的出售)時,在權益內與該項業務相關並歸屬於本公司擁有人所有累計匯兌差額均重新分類至損益。

倘部分出售不會導致本集團失去對包含境外業務附屬公司的控制權,則該累計匯兌差額的應佔比例會重新歸屬予非控股權益且不會於損益確認。就所有其他部分出售(即本集團於聯營企業或合營企業的所有權權益有所下降,惟不會導致本集團失去重大影響力或共同控制權),累計匯兌差額的應佔比例則重新分類至損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.5 Land use rights

Land use rights are up-front payments to acquire long-term interests in the usage of land. They are stated at cost and charged to the income statement over the remaining period of the lease on a straight-line basis, net of any impairment losses.

#### 2.6 Property, plant and equipment

All property, plant and equipment are stated at historical costs less accumulated depreciation and impairment charge. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

### 2 重大會計政策概要 (續)

#### 2.5 土地使用權

土地使用權乃為獲取使用土地長期權益而預先支付的款項。該預付款項乃按成本列賬並於租約剩餘期間內以直線法於收益表中扣減，扣除任何減值虧損。

#### 2.6 物業、廠房及設備

所有物業、廠房及設備乃按歷史成本減累計折舊及減值開支後列賬。歷史成本包括收購該等項目直接產生的開支。

後續成本只有在與該項目相關的未來經濟利益很有可能流入本集團，而該項目的成本能可靠計量時，方會計入資產的賬面值或確認為一項獨立資產（如適用）。被置換部分的賬面值須取消確認。所有其他維修及保養成本在所產生的財政期間於收益表中支銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings (including the property improvement)	10-30 years
Motor vehicles	5-10 years
Furniture, fittings and equipment	5-10 years
Leasehold improvements	5-10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Construction in progress is property, plant and equipment on which construction work has not been completed and stated at cost. Cost includes acquisition and construction expenditure incurred, interest and other direct costs attributable to the development. Depreciation is not provided on construction in progress until the related asset is completed for intended use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within 'Other income and gains – net' in the income statement.

### 2 重大會計政策概要 (續)

#### 2.6 物業、廠房及設備 (續)

折舊均以直線法計算，以於估計可使用年期將其成本分配至其剩餘值，詳情如下：

樓宇 (包括物業裝修)	10-30年
汽車	5-10年
傢俬、裝置及設備	5-10年
租賃物業裝修	5-10年

於各報告期末，本集團會對資產的剩餘值及可使用年期進行審閱，並作出調整 (如適用)。

在建工程指建造工程仍未完成的物業、廠房及設備，按成本列賬。成本包括所產生的購置及建造開支、利息及與發展有關的其他直接成本。在建工程不計提折舊，直至相關資產完工可作擬定用途為止。

倘資產的賬面值超過其估計可收回金額，則資產賬面值將即時撇減至其可收回金額 (附註2.9)。

出售盈虧乃按所得款項與賬面值比較所釐定，於收益表「其他收入及收益淨額」中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.7 Investment properties

Investment properties, principally comprising land use rights and buildings that are held for leasing purpose, are measured initially at cost. Subsequent expenditures incurred in relation to an investment property is included in the cost of the investment property when it is probable that the associated economic benefits will flow to the Group and its cost can be reliably measured; otherwise, the expenditures are recognised in profit or loss in the period in which they are incurred.

When an owner-occupied property is transferred for earning rentals or for capital appreciation, the carrying amounts of land use rights and buildings are reclassified as investment property at the date of the transfer.

The Group adopts the cost model for subsequent measurement of the investment properties. Investment properties are depreciated or amortised to their estimated net residual values over their estimated useful lives. The estimated useful lives, the estimated net residual values expressed as a percentage of cost and the annual depreciation/amortisation rates are as follows:

	Estimated useful lives 預計使用年期	Estimated residual value rate 估計剩餘價值率	Annual depreciation/ amortisation rate 年折舊／攤銷率
Buildings 樓宇	21 years 年	5%	2.63%-3.17%
Land use rights 土地使用權	30 years 年	—	3.33%

### 2 重大會計政策概要 (續)

#### 2.7 投資物業

投資物業(主要包括持作租賃用途的土地使用權及樓宇)按成本進行初始計量。如果與投資資產有關的經濟利益很可能流入本集團且其成本能可靠地計量,則與投資物業有關產生的後續支出計入投資物業成本。其他後續支出,在發生時計入當期損益。

自用房地產的用途改變為賺取租金或資本增值時,自改變之日起,土地使用權及樓宇之賬面值重新分類為投資物業。

本集團採用成本模式對投資物業進行後續計量。投資物業乃於其預計使用年期折舊或攤銷至其預計剩餘價值淨額。預計使用年期、估計剩餘價值淨額(按成本百分比表示)及年折舊／攤銷率列示如下:

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

### 2.7 Investment properties (Continued)

The estimated useful lives, residual values and the depreciation/amortisation rates applied are reviewed and adjusted as appropriate at each reporting date.

An investment property is derecognised on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected. The net amount of proceeds from sale, transfer, retirement or damage of an investment property after its carrying amount and related taxes and expenses is recognised in profit or loss.

The carrying amount of investment properties is reduced to the recoverable amount if the recoverable amount is below the carrying amount (Note 2.9).

### 2.7 投資物業 (續)

預計使用年期、淨殘值及折舊／攤銷率於各報告日期進行覆核並作適當調整。

當投資物業被處置、或者永久退出使用且預期並無未來經濟利益時，終止確認該項投資物業。投資物業出售、轉讓、報廢或毀損的所得款項淨額扣除其賬面值 and 相關稅費後計入損益。

當投資物業的可收回金額低於其賬面值時，賬面值減至可收回金額 (附注 2.9)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.8 Intangible assets

Intangible assets represent computer software. Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Amortisation is calculated using the straight-line basis to allocate the cost of the computer software over their estimated useful lives of 5 to 10 years.

### 2.9 Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

## 2 重大會計政策概要 (續)

### 2.8 無形資產

無形資產指電腦軟件。與維護電腦軟件程式有關的成本乃於產生時確認為開支。攤銷使用直線基準計算，以在其估計可使用年期5到10年內分配電腦軟件成本。

### 2.9 非金融資產減值

如有事項發生或情況變化表明其賬面值可能無法收回時，則須攤銷的資產也需要進行減值檢討。當某項資產的賬面值超出可回收金額時，則超出部分確認為減值虧損。可回收金額指資產公平值扣除出售成本後的價值與可使用價值兩者之中較高者。就評估減值而言，資產按獨立可識別現金流量（現金產生單位）的最低水平歸類。對除商譽外蒙受減值的非金融資產在每個報告日期評估是否可能撥回減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2 重大會計政策概要 (續)

#### 2.10 Investments and financial assets

#### 2.10 投資及金融資產

##### (a) Classification

##### (a) 分類

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

自二零一八年一月一日起，本集團按以下計量類別對其金融資產進行分類：

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

- 其後將按公平值（計入其他全面收益或計入損益）計量之金融資產；及
- 將按攤銷成本計量之金融資產。

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

分類取決於實體管理金融資產及現金流量合約條款之業務模式。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.10 Investments and financial assets (Continued)

##### (a) Classification (Continued)

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (the “FVOCI”).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

##### (b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### 2 重大會計政策概要 (續)

#### 2.10 投資及金融資產 (續)

##### (a) 分類 (續)

就按公平值計量之資產而言，收益及虧損將於損益或其他全面收益記賬。就並非持作買賣之股本工具投資而言，其收益及虧損之計量將取決於本集團是否於初始確認時已作出不撤回選擇，按公平值計入其他全面收益（「按公平值計入其他全面收益」）將股本投資列賬。

本集團當且僅當管理該等資產之業務模式改變時，方會重新分類債務投資。

##### (b) 確認及終止確認

常規購買及出售的金融資產於交易日確認，交易日即本集團承諾購買或出售資產的日期。在收取來自投資的現金流量的權利屆滿或已轉讓，且本集團已實質上轉讓所有權的所有風險和報酬時，有關金融資產將終止確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2 重大會計政策概要 (續)

#### 2.10 Investments and financial assets (Continued)

#### 2.10 投資及金融資產 (續)

##### (c) Measurement

##### (c) 計量

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (the “FVPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

於初始確認時，本集團按公平值（如為並非按公平值計入損益（「按公平值計入損益」）的金融資產，則加上購買金融資產時直接應佔之交易成本）計量金融資產。按公平值計入損益列賬之金融資產之交易成本於損益內列作開支。

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

釐定具嵌入衍生工具之金融資產之現金流量是否僅為支付本金及利息時，需從金融資產之整體進行考慮。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.10 Investments and financial assets (Continued)

##### (c) Measurement (Continued)

###### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the income statement.

### 2 重大會計政策概要 (續)

#### 2.10 投資及金融資產 (續)

##### (c) 計量 (續)

###### 債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該項資產之現金流量特點。本集團將其債務工具分類為三種計量類別：

- 攤銷成本：為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。該等金融資產之利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於損益確認，並於其他收益／（虧損）中與外匯收益及虧損一併列示。減值虧損於收益表中作為獨立項目列示。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2 重大會計政策概要 (續)

#### 2.10 Investments and financial assets (Continued)

#### 2.10 投資及金融資產 (續)

##### (c) Measurement (Continued)

##### (c) 計量 (續)

###### Debt instruments (Continued)

###### 債務工具 (續)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the income statement.

- 按公平值計入其他全面收益：持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則按公平值計入其他全面收益計量。賬面值變動計入其他全面收益，惟於損益中確認之減值收益或虧損、利息收入及外匯收益及虧損之確認除外。當金融資產終止確認時，先前於其他全面收益確認之累計收益或虧損由權益重新分類至損益並於其他收益／（虧損）中確認。該等金融資產之利息收入採用實際利率法計入財務收入。外匯收益及虧損呈列於其他收益／（虧損）中，而減值虧損則於收益表中作為獨立項目列示。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.10 Investments and financial assets (Continued)

##### (c) Measurement (Continued)

###### Debt instruments (Continued)

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

###### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### 2 重大會計政策概要 (續)

#### 2.10 投資及金融資產 (續)

##### (c) 計量 (續)

###### 債務工具 (續)

- 按公平值計入損益：不符合攤銷成本標準或按公平值計入其他全面收益之資產乃按公平值計入損益計量。隨後按公平值計入損益計量之債務投資之收益或虧損於損益中確認，並於產生期間按淨額呈列於其他收益／（虧損）中。

###### 股本投資

本集團所有股本投資隨後按公平值計量。倘本集團管理層已選擇將股本投資之公平值收益及虧損於其他全面收益呈列，則終止確認投資後，概無後續重新分類公平值收益及虧損至損益。本集團收取付款之權利確立時，有關投資之股息繼續於損益中確認為其他收入。

按公平值計入損益之金融資產公平值變動乃於收益表中其他收益／（虧損）中確認（如適用）。按公平值計入其他全面收益計量之股本投資減值虧損（及減值虧損之撥回）不會與其他公平值變動分開呈報。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2 重大會計政策概要 (續)

#### 2.10 Investments and financial assets (Continued)

#### 2.10 投資及金融資產 (續)

##### (d) Impairment

##### (d) 減值

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. See Note 4 for further details. For other receivables, impairment are measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable as occurred since initial recognition, then impairment is measured as lifetime expected credit losses. While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

自二零一八年一月一日起，本集團按前瞻性基準評估按攤銷成本列賬之債務工具相關之預期信貸虧損。所採用減值方法視乎信貸風險是否大幅增加而定。就貿易應收款項而言，本集團應用香港財務報告準則第9號允許的簡化法，在初始確認應收款項時確認整個存續期的預期虧損。更多詳情見附註4。就其他應收款項而言，減值按12個月預期信貸虧損或存續期預期信貸虧損計量，視乎自初始確認後信貸風險是否顯著增加而定。倘應收款項之信貸風險自初始確認後顯著增加，則減值按存續期預期信貸虧損計量。儘管現金及現金等價物亦須遵守香港財務報告準則第9號的減值規定，惟已識別的減值虧損並不重大。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.10 Investments and financial assets (Continued)

##### (e) Accounting policies applied until 31 December 2017

###### Classification

Until 31 December 2017, the Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those that are not expected to be realised within the normal operating cycle of the business. These are classified as non-current assets. Loans and receivables comprise trade and other receivables, restricted cash and cash equivalents.

### 2 重大會計政策概要 (續)

#### 2.10 投資及金融資產 (續)

##### (e) 截至二零一七年十二月三十一日應用之會計政策

###### 分類

截至二零一七年十二月三十一日，本集團將金融資產劃分為貸款及應收款項。分類方法視乎所收購金融資產的目的而定。管理層於初始確認時釐定其金融資產分類。

貸款及應收款項為有固定或可釐定付款額且並無在活躍市場上報價的非衍生金融資產。該等項目計入流動資產，惟預期並不會於業務的一般營運週期內變現者則除外。該等項目分類為非流動資產。貸款及應收款項包括貿易應收款項及其他應收款項、受限制現金及現金等價物。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.10 Investments and financial assets (Continued)

#### (e) Accounting policies applied until 31 December 2017 (Continued)

##### Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

## 2 重大會計政策概要 (續)

### 2.10 投資及金融資產 (續)

#### (e) 截至二零一七年十二月三十一日應用之會計政策 (續)

##### 確認及計量

常規購買及出售的金融資產於交易日確認，交易日即本集團承諾購買或出售資產的日期。投資初步按公平值加並非按公平值計入損益列賬的所有金融資產的交易成本確認。按公平值計入損益列賬的金融資產初步按公平值確認，且交易成本於綜合收益表內支銷。在收取來自投資的現金流量的權利已屆滿或已轉讓，且本集團已實質上轉讓所有權的所有風險及回報時，有關金融資產將終止確認。貸款及應收款項其後使用實際利率法按攤銷成本列賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.10 Investments and financial assets (Continued)

##### (e) Accounting policies applied until 31 December 2017 (Continued)

###### Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

### 2 重大會計政策概要 (續)

#### 2.10 投資及金融資產 (續)

##### (e) 截至二零一七年十二月三十一日應用之會計政策 (續)

###### 減值

本集團會於各報告期末評估是否存在客觀證據證明某項金融資產或某一組金融資產出現減值。惟當有客觀證據證明於初步確認資產後發生一宗或多宗事件導致減值（「虧損事件」），而該宗或該等虧損事件對該項金融資產或該組金融資產於估計未來現金流量構成可合理估計的影響，有關金融資產方為出現減值及產生減值虧損。

減值的證據可能包括以下指標：債務人或一組債務人正處於重大財政困難、違約或拖欠利息或本金付款、有可能彼等將進入破產程序或進行其他財務重組、以及當有可觀察數據顯示，估計未來現金流量有可計量的減少，例如欠款變動或與違約相關的經濟狀況。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2 重大會計政策概要 (續)

#### 2.10 Investments and financial assets (Continued)

##### (e) Accounting policies applied until 31 December 2017 (Continued)

##### Impairment (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

#### 2.10 投資及金融資產 (續)

##### (e) 截至二零一七年十二月三十一日應用之會計政策 (續)

##### 減值 (續)

就貸款及應收款項類別而言，虧損金額乃按資產賬面值與按金融資產原實際利率貼現的估計未來現金流量現值（不包括尚未產生的未來信貸虧損）間的差額計量。資產賬面值會予以削減，而虧損金額會於綜合收益表中確認。

若在較後期間，減值虧損金額減少，而該減少可客觀上與確認減值後發生的事件有關（例如債務人信貸評級改善），則之前確認撥回的減值虧損會於綜合收益表中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### 2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprising purchases and other incidental cost, are determined using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2 重大會計政策概要 (續)

#### 2.11 抵銷金融工具

當存在一項可依法強制執行的權利可抵銷已確認金額且有意以淨額結算或同時變現資產及償付債務，則金融資產及負債可予抵銷，且將有關淨額列入資產負債表內。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時必須可強制執行。

#### 2.12 存貨

存貨按成本及可變現淨值的較低者列賬。成本（包括購買及其他附帶成本）按加權平均法釐定。可變現淨值乃於日常業務過程中的估計售價減適用的可變銷售開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

### 2.13 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. See Note 2.10 for further information about the Group's accounting for trade and other receivables.

### 2.14 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks and with original maturities of three months or less.

### 2.13 貿易及其他應收款項

貿易應收款項是在日常業務過程中向客戶銷售商品或服務而應收客戶的款項。若貿易及其他應收款項預期將於一年或一年以內收回（或更長但在正常業務經營週期內），則分類為流動資產；否則，呈列為非流動資產。

貿易及其他應收款項初步按公平值確認，其後採用實際利率法以攤銷成本扣除減值撥備計量。見附註2.10有關本集團貿易及其他應收款項會計處理的更多信息。

### 2.14 現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括手頭現金、銀行活期存款及原於三個月或以內到期的存款。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.15 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### 2.16 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

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

## 2 重大會計政策概要 (續)

### 2.15 股本

普通股分類為權益。

發行新股或購股權直接應佔的新增成本於扣除稅項後在權益中列為所得款項減少。

### 2.16 貿易應付款項

貿易應付款項是在日常業務過程中向供應商取得貨品或服務而形成的支付義務。若貿易應付款項於一年或一年以內(或更長但在業務正常經營週期內)到期支付,則分類為流動負債;否則,呈列為非流動負債。

貿易應付款項初步按公平值確認,並於其後採用實際利率法按攤銷成本計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

### 2.17 Contract assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or provide services to the customer. The combination of those rights and performance obligations gives rise to a net asset or a net liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the measure of the remaining rights exceeds the measure of the remaining performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if the measure of the remaining performance obligations exceeds the measure of the remaining rights.

### 2.18 Borrowings

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

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### 2.17 合約資產及負債

與客戶訂立合約後，本集團取得從客戶收取代價的權利，並承擔將貨物轉讓予客戶或向客戶提供服務的履約義務。該等權利及履約義務結合導致淨資產或淨負債，視乎剩餘權利與履約義務之間的關係而定。如餘下權利的計量超過餘下履約義務的計量，合約為資產，並確認為合約資產。相反，如餘下履約義務的計量超過餘下權利的計量，合約為負債，並確認為合約負債。

### 2.18 借款

借款初步按公平值減產生的交易成本確認。借款其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值之間的任何差額乃採用實際利率法於借款期內於收益表確認。

除非本集團擁有無條件權利，可遞延至報告期末後至少12個月結算負債，否則借款分類為流動負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.19 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 2.20 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

### 2 重大會計政策概要 (續)

#### 2.19 借款成本

直接歸屬於收購、興建或生產合資格資產(須經較長籌備期方可作預期用途或銷售的資產)的一般及特定借款成本會加入該等資產的成本中,直至資產大致上備妥可作預期用途或銷售為止。

所有其他借款成本於產生期間於損益確認。

#### 2.20 政府補助

政府補助乃於有合理保證將收取補助後及本集團將遵守一切附帶條件時,按其公平值確認。

與成本有關的政府補助於補助與擬補償成本配對所需的期間內,在收益表中遞延及確認。

與物業、廠房及設備有關的政府補助列入非流動負債作為遞延政府補助及按直線基準於有關資產的預期年期內計入收益表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

### 2.21 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### 2.21 即期及遞延所得稅

本期的稅項開支包括即期和遞延稅項。除與在其他全面收益或直接在權益中確認的項目有關的稅項外，其餘均在收益表中確認。於此情況下，稅項亦分別在其他全面收益或直接在權益中確認。

#### (a) 即期所得稅

即期所得稅支出按本公司附屬公司及聯營公司經營及產生應課稅收入所在國家於結算日已頒佈或實際頒佈的稅法計算。管理層定期就適用稅務法規詮釋評估報稅情況，並於適當時按預期向稅務機關繳付的金額基準作出撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.21 Current and deferred income tax (Continued)

##### (b) Deferred income tax

###### *Inside basis differences*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

### 2 重大會計政策概要 (續)

#### 2.21 即期及遞延所得稅 (續)

##### (b) 遞延所得稅

###### *內在差異*

遞延所得稅以負債法就資產及負債的稅基與其於綜合財務表中的賬面值之間的暫時性差額確認。然而，倘遞延稅項負債源自商譽初步確認時並未確認，倘遞延所得稅乃源自業務合併以外交易初步確認的資產或負債，而在交易時並不影響會計或應課稅溢利或虧損，則不予入賬處理。遞延所得稅以結算日已頒佈或實際頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債清償後採用的稅率（及法例）而釐定。

遞延所得稅資產將予以確認，惟僅以日後將取得應課稅溢利而可動用暫時性差額作抵扣者為限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.21 Current and deferred income tax (Continued)

#### (b) Deferred income tax (Continued)

##### *Outside basis differences*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

## 2 重大會計政策概要 (續)

### 2.21 即期及遞延所得稅 (續)

#### (b) 遞延所得稅 (續)

##### *外在差異*

對於附屬公司、聯營公司及合營安排的投資產生的應課稅暫時性差額，計提遞延所得稅負債撥備，惟本集團控制暫時性差額撥回時間，以及暫時性差額在可預見將來很可能不會撥回的遞延所得稅負債，則作別論。一般而言，本集團無法控制聯營公司的暫時性差異的撥回。僅當存在協議賦予本集團能力於可預見未來控制暫時性差額的撥回時，因聯營公司的未分配溢利產生的有關應課稅暫時性差額的遞延稅項負債不予確認。

就於附屬公司、聯營公司及合營安排的投資產生的可扣減暫時性差額確認遞延所得稅資產，但只限於暫時性差額很可能在將來撥回，並有充足的應課稅溢利抵銷可用的暫時性差額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.21 Current and deferred income tax (Continued)

##### (c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### 2.22 Employee benefits

##### Pension obligations

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to certain ceiling. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employee payables under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in an independent fund managed by the PRC government. The Group's contributions to these plans are expensed as incurred.

### 2 重大會計政策概要 (續)

#### 2.21 即期及遞延所得稅 (續)

##### (c) 對銷

當有法定可執行權利將即期稅項資產與即期稅務負債對銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅實體或不同應課稅實體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相對銷。

#### 2.22 僱員福利

##### 退休金責任

根據中國的規章及法規，本集團位於中國的僱員參與多項由中國相關市級及省級政府組織的定額供款退休福利計劃，據此，本集團及僱員每月須對該等計劃作出按僱員薪金百分比計算得出的供款（設有若干上限）。市級及省級政府承諾會承擔根據上述計劃應付予所有現有及未來的退休中國僱員的退休福利責任。除每月供款外，本集團並無進一步責任向其僱員提供退休付款及其他退休後福利。該等計劃的資產乃與本集團的其他資產分開，並由中國政府所管理的獨立基金持有。本集團向該等計劃作出的供款於產生時支銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.22 Employee benefits (Continued)

#### *Housing funds, medical insurances and other social insurances*

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable.

### 2.23 Share-based payment

#### *Share option scheme*

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees, consultants and customers as consideration for equity instruments (options) of the Group. The fair value of the services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;

## 2 重大會計政策概要 (續)

### 2.22 僱員福利 (續)

#### *住房公積金、醫療保險及其他社會保險*

本集團的中國僱員有權參與多項政府監管的住房公積金、醫療保險及其他僱員社會保險計劃。本集團每月按僱員工資的若干百分比向該等基金供款（設有若干上限）。本集團對該等基金的義務僅限於繳納供款。

### 2.23 以股份為基礎付款

#### *購股權計劃*

本集團設有以股本支付的股份補償計劃，以本集團的股本工具（購股權）作為獲得僱員、顧問及客戶服務之代價。為獲取授予購股權而提供的服務的公平值確認為費用。列作開支的總金額乃參照已授出購股權的公平值釐定：

- 包括任何市場表現情況；



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.23 Share-based payment (Continued)

##### *Share option scheme (Continued)*

- excluding the impact of any service and non-market performance vesting conditions; and
- including the impact of any non-vesting conditions.

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

### 2 重大會計政策概要 (續)

#### 2.23 以股份為基礎付款 (續)

##### *購股權計劃 (續)*

- 不包括任何有關服務及非市場表現的歸屬條件；及
- 包括任何非歸屬條件。

非市場表現及服務條件包括在有關預期歸屬的購股權數目的假設中。列作開支的總金額乃在歸屬期確認，歸屬期即符合所有特定歸屬條件的期間。此外，於某些情況下，僱員可能於授出日期之前提供服務，因此會估計於授出日期的公平值以確認服務開始期間至授出日期之期間內的開支。於各報告期末，本集團會根據非市場表現及服務條件修改其估計預期將歸屬的購股權數目，在收益表確認修訂原來估計產生之影響（如有），並對權益進行相應的調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.23 Share-based payment (Continued)

#### *Share option scheme (Continued)*

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

### 2.24 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## 2 重大會計政策概要 (續)

### 2.23 以股份為基礎付款 (續)

#### *購股權計劃 (續)*

於購股權獲行使時，本公司發行新股份。收取的所得款扣除任何直接歸屬交易成本計入股本（面值）及股份溢價。

### 2.24 撥備

如本集團因過往事件而須承擔現有的法定或推定責任，在償付該責任時很可能引致資源流出，且流出的數額已作出可靠的估計，則需確認撥備。重組撥備包括租賃終止罰款及僱員終止付款。未來經營虧損不予確認撥備。

倘有多項類似責任，償付責任會否引致資源流出則經考慮責任的整體類別後釐定。即使相同類別責任中任何一項引致資源流出的可能性或不大，仍須確認撥備。

撥備乃以預期用以須償付責任的開支，按反映當時市場對金錢時間價值的評估及該責任的特有風險的稅前費率計算的現值計量。隨時間推移而增加的撥備確認為利息開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.25 Revenue recognition

#### (a) Revenue from contracts with customers

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of discounts and after eliminating sales with the Group companies. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below.

Revenues are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;

## 2 重大會計政策概要 (續)

### 2.25 收入確認

#### (a) 與客戶的合約收入

收入按於本集團一般業務過程中銷售貨品及服務時的已收或應收代價的公平值計量。收入於對銷集團公司銷售後扣除折扣呈列。當收入的數額能夠可靠計量；當未來經濟利益將有可能流入有關實體；及當本集團每項活動均符合具體條件時（如下文所述），本集團方確認收入。

收益於資產控制權轉移至客戶時確認。視乎合約條款及適用於合約的法律，資產控制權可隨時間或於某一時間點轉移。倘本集團在履約過程中滿足下列條件，則資產控制權隨時間轉移：

- 提供客戶同時收取及消耗的所有利益；

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

### 2.25 Revenue recognition (Continued)

#### (a) Revenue from contracts with customers (Continued)

- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset is transferred over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

### 2.25 收入確認 (續)

#### (a) 與客戶的合約收入 (續)

- 本集團履約時創建並提升客戶所控制的資產；或
- 沒有創建對本集團有替代用途的資產，且本集團可強制執行其權利收回至今已完履約部分的款項。

倘資產控制權隨時間轉移，收益會參考整個合約期間完成履約義務的進度進行確認。否則，收益於客戶獲得資產控制權時的某一時間點確認。

完成履約責任的進度乃基於本集團為完成履約責任而產生的支出或投入進行計量，並參考截至報告期末產生的合約成本佔各項合約估計總成本的比例。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.25 Revenue recognition (Continued)

##### (a) Revenue from contracts with customers

(Continued)

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

##### *Construction contract revenue*

For construction contract services, the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced and thus the Group satisfies a performance obligation and recognises revenue over time, by reference to completion of the specific transaction assessed on the basis of the costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

### 2 重大會計政策概要 (續)

#### 2.25 收入確認 (續)

##### (a) 與客戶的合約收入 (續)

於釐定交易價格時，倘融資成分屬重大，本集團將就其影響調整承諾代價金額。

##### *建築合約收入*

就建築合約服務而言，當資產被創造或增強時，客戶控制資產或在建工程，本集團因此達成履約責任並隨時間確認收入，並經參照報告期末產生的成本佔每份合約的總估計成本的百分比評估的特定交易的完成情況進行確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.25 Revenue recognition (Continued)

#### (a) Revenue from contracts with customers

(Continued)

##### *Sale of goods – wholesale*

The Group sells a range of furniture and household building materials. Sales are recognised when control of the products has transferred, being when the products are delivered to the wholesaler, the wholesaler has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the wholesaler, and either the wholesaler has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

No element of financing is deemed present as the sales are made within a credit term of 360 days, which is consistent with market practice.

As receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

## 2 重大會計政策概要 (續)

### 2.25 收入確認 (續)

#### (a) 與客戶的合約收入 (續)

##### *貨品銷售-批發*

本集團銷售一系列傢私及家居建材。銷售於產品控制權轉移時，即產品交付至批發商確認，批發商可全權酌情選擇渠道和價格銷售產品，且概無未履行義務可影響批發商接納產品。當產品運送至指定地點，產品陳舊及損失之風險已轉移至批發商，及批發商按照銷售合約接納產品，或接納條款已告失效，或本集團有客觀證據證明所有接納標準均已達成時，交付即告完成。

由於貨品銷售於信貸期360天內，故不被視為存在融資因素，此與市場常規一致。

應收款項於交付貨品時確認，因為該時點正是付款到期前僅因時間流逝而令代價成為無條件之時。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.25 Revenue recognition (Continued)

##### (a) Revenue from contracts with customers

(Continued)

###### Sale of goods – retail

The Group operates a chain of retail stores selling household furniture and household building materials. Revenue from the sale of goods is recognised when a Group entity sells a product to the customer.

##### (b) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired receivables is recognised using the original effective interest rate.

##### (c) Rental income

Rental income is recognised in profit or loss on a Straight-line basis over the terms of the leases.

### 2 重大會計政策概要 (續)

#### 2.25 收入確認 (續)

##### (a) 與客戶的合約收入 (續)

###### 貨品銷售-零售

本集團經營一系列零售店鋪，銷售家居傢私及家居建材。銷售貨品所得收入於集團實體向客戶售出產品時確認。

##### (b) 利息收入

利息收入按時間比例使用實際利率法確認。倘應收款項減值，本集團將賬面值撇減至其可收回款項（為以該工具的原實際利率折現的估計未來現金流量），並繼續釋出該折現作為利息收入。減值應收款項的利息收入使用原實際利率確認。

##### (c) 租金收入

租金收入於租賃期內以直線法於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

### 2.26 Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases where the Group is a lessor is recognised in income statement on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

### 2.27 Dividend distribution

Dividend distribution to the company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

## 3 CHANGES IN ACCOUNTING POLICIES

The Group adopted HKFRS 9 and HKFRS 15 from 1 January 2018, which result in changes in accounting policies (new policies are described in Note 2) and adjustments to the amounts recognised in the consolidated financial statements.

## 2 重要會計政策概要 (續)

### 2.26 租賃

擁有權的絕大部分風險和回報不由本集團(作為承租人)承讓的租賃分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何獎勵金),於租賃期內以直線法在損益扣除。

本集團(作為出租人)經營租賃之租金收入於租賃期內按直線法於收益表確認。有關租賃資產根據其性質列入資產負債表。

### 2.27 股息分派

向本公司股東分派的股息於本公司股東或董事(如適用)批准股息的期間在本集團的財務報表內確認為負債。

## 3 會計政策變動

本集團自二零一八年一月一日起已採納香港財務報告準則第9號及香港財務報告準則第15號,此導致會計政策產生變動(誠如附註2內闡述之新政策)及綜合財務報表內確認之金額須作調整。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 CHANGES IN ACCOUNTING POLICIES (Continued)

In accordance with the transitional provisions of HKFRS 9, comparative figures have not been restated. Adjustments to carrying amounts of financial assets or liabilities are recognised at the beginning of the current reporting period, with the difference recognised in opening retained earnings.

#### 3.1 Impact on the financial statements

The following table shows the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. The adjustments are explained in more detail below.

### 3 會計政策變動 (續)

根據香港財務報告準則第9號過渡條文，並無重列可資比較數字。對金融資產或負債之賬面值作出之調整於本報告期初確認，而差額於期初保留盈利確認。

#### 3.1 對財務報表的影響

下表示列就各單獨項目確認之調整。並無載列不受有關變動影響之項目。有關調整根據準則於下文詳細說明。

		31 December 2017 二零一七年 十二月 三十一日 As originally presented	HKFRS 9 香港財務 報告準則 第9號 RMB'000 人民幣千元	HKFRS 15 香港財務 報告準則 第15號 RMB'000 人民幣千元	1 January 2018 二零一八年 一月一日 Restated 經重列 RMB'000 人民幣千元
Consolidated balance sheet (extract)	綜合資產負債表 (摘錄)				
Contract assets	合約資產	-	-	51,517	51,517
Due from customers on construction contracts	應收客戶工程合約款項	51,517	-	(51,517)	-
Contract liabilities	合約負債	-	-	13,606	13,606
Due to customers on construction contracts	應付客戶工程合約款項	3,240	-	(3,240)	-
Trade and other payables	貿易及其他應付款項	10,366	-	(10,366)	-
Trade and other receivables	貿易及其他應收款項	247,284	982	-	248,266
Deferred income tax assets	遞延所得稅資產	1,750	(245)	-	1,505
Retained earnings	保留盈利	108,754	737	-	109,491

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 CHANGES IN ACCOUNTING POLICIES (Continued)

#### 3.2 HKFRS 9 Financial Instruments – Impact of adoption

HKFRS 9 replaces the provisions of HKAS 39 Financial Instruments (“HKAS 39”) that relate to the recognition, classification and measurement of financial assets and financial liabilities; derecognition of financial instruments; impairment of financial assets and hedge accounting. HKFRS 9 also significantly amends other standards dealing with financial instruments such as HKFRS 7 Financial Instruments – Disclosures.

The total impact on the Group’s retained earnings and reserves due to classification and measurement of financial instruments as at 1 January 2018 is as follows:

### 3 會計政策變動 (續)

#### 3.2 香港財務報告準則第9號金融工具–採用影響

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(「香港會計準則第39號」)中涉及金融資產及金融負債的確認、分類及計量；金融工具的終止確認；金融資產的減值及對沖會計的條款。香港財務報告準則第9號亦對其他與金融工具相關的準則(例如：香港財務報告準則第7號金融工具–披露)進行重大修正。

於二零一八年一月一日，本集團的保留盈利及儲備由於金融工具的分類及計量受到的影響如下：

			Retained earnings 保留盈利
		Note 附註	RMB’000 人民幣千元
Increase in impairment provision for trade receivables and contract assets	貿易應收款項及合約資產減值撥備的增加	(a)	(982)
Increase in deferred tax assets relating to impairment provisions	與減值撥備有關的遞延稅項資產的增加		<u>245</u>
Total adjustments from adoption	採用新準則導致的總調整		<u>(737)</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 CHANGES IN ACCOUNTING POLICIES (Continued)

#### 3.2 HKFRS 9 Financial Instruments – Impact of adoption (Continued)

##### (a) Impairment of financial assets

The Group has four types of financial assets at amortised cost subject to HKFRS 9's new expected credit loss model:

- Trade receivables
- Contract assets
- Other receivables
- Restricted cash and cash equivalents

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets.

### 3 會計政策變動 (續)

#### 3.2 香港財務報告準則第9號金融工具–採用影響 (續)

##### (a) 金融資產減值

根據香港財務報告準則第9號的新預期信貸虧損模式，本集團有以下四類按攤銷成本列值之金融資產：

- 貿易應收款項
- 合約資產
- 其他應收款項
- 受限制金額及現金等價物

本集團須根據香港財務報告準則第9號就該等每類資產修訂其減值方法。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 CHANGES IN ACCOUNTING POLICIES (Continued)

#### 3.2 HKFRS 9 Financial Instruments – Impact of adoption (Continued)

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

###### (i) Trade receivables and contract assets

For trade receivables and contract assets, the Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which requires the use of the lifetime expected loss provision for all trade receivables and contract assets. RMB982,000 was reversed in retained earnings as at 1 January 2018 for those trade receivables and contract assets whose credit risk has been assessed as low and for which the impairment methodology described in note 4.1(c) has been applied. Note 4.1(c) reconciles the loss allowance as at 1 January 2018 to that at the end of the year.

### 3 會計政策變動 (續)

#### 3.2 香港財務報告準則第9號金融工具-採用影響 (續)

##### (a) 金融資產減值 (續)

###### (i) 貿易應收款項及合約資產

就貿易應收款項而言，本集團採用簡化法提供香港財務報告準則第9號所述之預期信貸虧損，其要求就所有貿易應收款項及合約資產計提存續期內預期信貸虧損撥備。就信貸風險評估為低並應用附註4.1(c)所述減值方法的該等貿易應收賬款及合約資產，本集團於保留盈利撥回人民幣982,000元。附註4.1(c)載列於二零一八年一月一日的虧損撥備與年末虧損撥備的對賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 CHANGES IN ACCOUNTING POLICIES (Continued)

#### 3.2 HKFRS 9 Financial Instruments – Impact of adoption (Continued)

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

###### (ii) Other receivables

The Group has determined that reliably assessing the probability of default at the initial recognition of each financial asset classified as other receivable would result in undue cost and effort. As permitted by HKFRS 9, the credit provision is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. The adoption of the expected loss approach under HKFRS 9 has not resulted in any additional impairment loss for other receivables as at 1 January 2018.

###### (iii) Restricted cash and cash and cash equivalents

Restricted cash and cash and cash equivalents are also subject to the impairment of HKFRS 9, the identified impairment loss was immaterial.

### 3 會計政策變動 (續)

#### 3.2 香港財務報告準則第9號金融工具–採用影響 (續)

##### (a) 金融資產減值 (續)

###### (ii) 其他應收款項

本集團認為於分類為其他應收款項的每項金融資產的初始確認時有效地評估壞賬的可能性會產生不必要的成本。香港財務報告準則第9號准許信貸撥備乃按12個月預期信貸虧損或存續期預期信貸虧損計量，視乎自初始確認後信貸風險有否顯著增加。根據香港財務報告準則第9號採用預期信貸虧損法並無導致其他應收款項於二零一八年一月一日產生任何額外減值虧損。

###### (iii) 受限制現金及現金等價物

受限制現金及現金等價物亦須遵守香港財務報告準則第9號之減值規定，惟已識別的減值虧損並不重大。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 CHANGES IN ACCOUNTING POLICIES (Continued)

#### 3.3 HKFRS 15 Revenue from Contracts with Customers – Impact of adoption

Impairment losses of financial assets are presented separately in the income statement. As a result, the Group presented impairment losses amounting to RMB2,600,000 as “Net impairment losses on financial assets” in the income statement for the year ended 31 December 2018.

The Group has adopted HKFRS 15 Revenue from Contracts with Customers from 1 January 2018 which resulted in changes in accounting policies. The Group adopted HKFRS 15 using the modified retrospective approach which means that the cumulative impact of the adoption (if any) will be recognised in retained earnings as at 1 January 2018 and that comparatives will not be restated.

Reclassifications were made as at 1 January 2018 to be consistent with the terminology used under HKFRS 15. Contract assets previously presented as “due from customers on construction contracts” and contract liabilities previously presented as “due to customers on construction contracts” were reclassified as at 1 January 2018 to align with the terminology used under HKFRS 15.

### 3 會計政策變動 (續)

#### 3.3 香港財務報告準則第15號與客戶的合約收入－採納的影響

金融資產的減值虧損於收益表內單獨呈列。因此，本集團將截至二零一八年十二月三十一日止年度的減值虧損人民幣2,600,000元於收益表內呈列為「金融資產之減值虧損淨額」。

本集團已自二零一八年一月一日起採納香港財務報告準則第15號客戶合約收益，此舉導致會計政策變動。本集團採納香港財務報告準則第15號時採用經修訂追溯法，意味著採納的累計影響（如有）將於二零一八年一月一日的保留盈利中確認，而比較資料將不予重列。

重新分類於二零一八年一月一日進行，以符合香港財務報告準則第15號所用詞彙。先前呈列為「應收客戶之建築合約款」的合約資產及先前呈列為「應付客戶之建築合約款」的合約負債已於二零一八年一月一日重新分類，以符合香港財務報告準則第15號所用詞彙。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3 CHANGES IN ACCOUNTING POLICIES (Continued)

#### 3.3 HKFRS 15 Revenue from Contracts with Customers – Impact of adoption (Continued)

The Group does not expect to have any contracts with material consideration where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Other than the reclassification of contract assets and contract liabilities, the adoption of HKFRS 15 did not result in any impact to the retained earnings as at 1 January 2018 as the timing of revenue recognition on sales of products and provision of services is not changed.

### 3 會計政策變動 (續)

#### 3.3 香港財務報告準則第15號與客戶的合約收入－採納的影響 (續)

在承諾貨物轉移至客戶與客戶付款之間的時間超過一年的情況下，本集團不預期有任何重大代價合約。因此，本集團並未就貨幣時間價值調整任何交易價格。

除合約資產及合約負債的重新分類外，由於銷售產品及提供服務的收入確認的時間並未改變，採納香港財務報告準則第15號並未對於二零一八年一月一日的保留盈利造成任何影響。

## **4 FINANCIAL RISK MANAGEMENT**

### **4.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Group treasury identifies and evaluates in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, non-derivative financial instrument and investment of excess liquidity.

#### **(a) Foreign exchange risk**

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to HKD. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group is presently not using any forward exchange contracts to hedge against foreign exchange risk as management considers its exposure minimal.

## **4 財務風險管理**

### **4.1 財務風險因素**

本集團業務涉及多項財務風險：外匯風險、利率風險、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

本集團的司庫與本集團各營運單位緊密合作以進行識別及評估。董事會提供整體風險管理的書面原則，以及涵蓋具體範疇的書面政策，例如外匯風險、利率風險、信貸風險、非衍生金融工具及以過剩流動資金進行投資。

#### **(a) 外匯風險**

本集團面臨來自多種貨幣風險的外匯風險，主要涉及港元。外匯風險來自未來商業交易、已確認資產及負債及境外業務投資淨額。

本集團透過監控其外匯收款及付款程度管理其外匯交易風險。本集團確保其不時的外匯風險淨額維持於可接受水平。本集團現時不用任何遠期外匯合約以對沖遠期外匯風險，因為管理層認為其風險極小。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (a) Foreign exchange risk (Continued)

As of 31 December 2018, the directors considered that the Group did not bear significant foreign exchange risk as the amount of financial assets and liabilities denominated in foreign currency was not material (2017: Same).

##### (b) Interest rate risk

Other than bank balances with variable interest rates, the Group has no other significant interest-bearing assets. Management does not anticipate significant impact to interest-bearing assets resulted from the changes in interest rates, because the interest rates of bank balances are not expected to change significantly.

As the Group has no long-term borrowings, management considers the exposure to interest rate risk is low.

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (a) 外匯風險 (續)

於二零一八年十二月三十一日，由於各類外幣金融資產和外幣金融負債金額較小，董事認為本集團承擔的外匯風險不重大（二零一七年：相同）。

##### (b) 利率風險

除浮動利率的銀行結餘外，本集團並無其他重大計息資產。管理層預測利率變動不會對計息資產帶來重大影響，因為預期銀行結餘的利率不會出現重大變動。

由於本集團並無長期借款，故管理層認為所面臨的利率風險為低。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (c) Credit risk

The Group is exposed to credit risk if counterparties fail to make payments as they fall due in respect of:

- trade receivables and contract assets
- other receivables
- Restricted cash and cash and cash equivalents

From 1 January 2018, the following credit risk modelling applies:

The Group considers the probability of default upon initial recognition of financial asset and whether there has been a significant increase in credit risk on an ongoing basis at each reporting date. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (c) 信貸風險

本集團因交易對方可能於以下情況無法支付到期款項而承受信貸風險：

- 貿易應收款項及合約資產
- 其他應收款項
- 受限制現金及現金等價物

自二零一八年一月一日起，應用以下信貸風險模式：

本集團在初始確認金融資產時考慮違約的可能性，以及資產於各報告日期是否會出現信貸風險持續顯著增加。為評估信貸風險是否顯著增加，本集團會將資產於報告日期發生違約的風險與於初始確認日期發生違約的風險進行比較，並會計及可獲得之合理可靠前瞻性資料。以下指標需要重點考慮：

- 內部信貸評級
- 外部信貸評級

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increases in credit risk on other financial instruments of the same borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers and changes in the operating results of the borrower.

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (c) 信貸風險 (續)

- 實際或預期的營業、財務和經濟狀況出現重大不利變動而預期會導致借款人償還到期債務的能力產生重大變化
- 借款人的經營業績實際或者預期發生重大變化
- 該借款人的其他金融工具之信貸風險顯著增加
- 借款人預期表現或者行為發生重大變化，包括借款人付款情況變動及借款人之經營業績變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

To measure the expected credit losses of trade receivables, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information. The loss allowance provision as at 1 January 2018 and 31 December 2018 are determined as follows:

##### (i) Trade receivables and contract assets

1 January 2018	二零一八年一月一日	Current 即期 RMB'000 人民幣千元	Over 0 to 1 year certain 零至一年 RMB'000 人民幣千元	Over 1 to 2 years 一年至兩年 RMB'000 人民幣千元	Over 2 to 3 years 兩年至三年 RMB'000 人民幣千元	Over 3 years 超過三年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Customers in relation to interior design and engineering services</b>	<b>與室內設計及工程服務相關的客戶</b>						
Effective expected loss rate	實際預期虧損率	-	-	-	30.00%	-	0.13%
Gross carrying amount	賬面總值	-	26,530	1,344	127	237	28,238
Loss allowance provision	虧損準備撥備	-	-	-	(38)	-	(38)
<b>Customers in relation to sale and distribution of merchandise</b>	<b>與銷售及分銷商品相關的客戶</b>						
Effective expected loss rate	實際預期虧損率	0.16%	1.10%	20.94%	-	-	0.05%
Gross carrying amount	賬面總值	157,422	1,821	287	-	-	159,530
Loss allowance provision	計提虧損準備	(255)	(20)	(60)	-	-	(335)

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (c) 信貸風險 (續)

為計量貿易應收款項的預期信貸虧損，貿易應收款項根據共有的信貸風險特徵及逾期天數進行分組。預期信貸虧損亦計入前瞻性資料。於二零一八年一月一日及二零一八年十二月三十一日的虧損準備撥備釐定如下：

##### (i) 貿易應收款項及合約資產

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

##### (i) Trade receivables and contract assets (Continued)

31 December 2018	二零一八年十二月三十一日	Current 即期 RMB'000 人民幣千元	Over 0 to 1 year certain 零至一年 RMB'000 人民幣千元	Over 1 to 2 years 一至兩年 RMB'000 人民幣千元	Over 2 to 3 years 兩年至三年 RMB'000 人民幣千元	Over 3 years 超過三年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Customers in relation to interior design and engineering services</b>	<b>與室內設計及工程服務相關的客戶</b>						
Effective expected loss rate	實際預期虧損率	-	-	-	65.28%	-	0.11%
Gross carrying amount	賬面總值	-	78,650	6,313	144	-	85,107
Loss allowance provision	虧損準備撥備	-	-	-	(94)	-	(94)
<b>Customers in relation to sale and distribution of merchandise</b>	<b>與銷售及分銷商品相關的客戶</b>						
Effective expected loss rate	實際預期虧損率	0.16%	2.09%	100.00%	100.00%	-	1.70%
Gross carrying amount	賬面總值	88,481	79,615	783	287	-	169,166
Loss allowance provision	計提虧損準備	(143)	(1,666)	(783)	(287)	-	(2,879)

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (c) 信貸風險 (續)

##### (i) 貿易應收款項及合約資產 (續)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

##### (i) Trade receivables and contract assets (Continued)

The loss allowance provision for trade receivables reconciles to the opening loss allowance for that provision as follows:

At 31 December 2017  
(calculated under HKAS 39)

Amounts restated through opening retained earnings

At 1 January 2018  
(calculated under HKFRS 9)

Provision for impairment on trade receivables

At 31 December 2018  
(calculated under HKFRS 9)

The Group considers the expected credit loss of contract assets is low, as there was no historical credit loss for contract assets and the relevant credit risk will be low with reference to forward looking information.

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (c) 信貸風險 (續)

##### (i) 貿易應收款項及合約資產 (續)

貿易應收款項之虧損撥備與期初虧損撥備之對賬如下：

於二零一七年十二月三十一日  
(根據香港會計準則第39號計算)

通過期初保留盈利重列金額

於二零一八年一月一日  
(根據香港財務報告準則第9號計算)

貿易應收款項之減值撥備

於二零一八年十二月三十一日  
(根據香港財務報告準則第9號計算)

本集團認為，合約資產之預期信貸虧損為低，此乃由於過往並無有關合約資產的信貸虧損，且經參照前瞻性資料，相關信貸風險為低。

**Trade receivables**  
貿易應收款項  
RMB'000  
人民幣千元

1,355

(982)

373

2,600

2,973

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

###### (ii) Other receivables

Other receivables mainly includes deposits and others receivables. The Group considers that they have low credit risk.

###### (iii) Restricted cash and cash and cash equivalents

To manage risk arising from restricted cash and cash and cash equivalents, the Group mainly transacts with state-owned or reputable financial institutions in the PRC and reputable international institutions outside of the PRC. The expected credit loss is close to zero.

##### (d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities.

The Group's primary cash requirements have been for additions of and upgrades on property, plant and equipment, payment of debts and payment for purchases and operating expenses. The Group finances its working capital requirements through a combination of internal resources and bank borrowings, as necessary.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure it maintains sufficient cash and cash equivalents and has available funding through adequate amount of committed credit facilities to meet its working capital requirements.

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (c) 信貸風險 (續)

###### (ii) 其他應收款項

其他應收款項主要包括按金及其他應收款項。本集團認為其信貸風險較低。

###### (iii) 受限制現金及現金等價物

為管理受限制現金及現金等價物所帶來之風險，本集團主要與中國境內的國有或具信譽的金融機構及中國境外的具信譽的國際機構進行交易。預期信貸虧損幾乎接近於零。

##### (d) 流動資金風險

審慎的流動資金風險管理意味著維持足夠現金及現金等價物及透過款額充裕的已承諾信貸融資以維持可供動用資金。

本集團的主要現金需求來自添置及升級物業、廠房及設備、支付相關債項以及採購款項及經營開支。本集團透過結合內部資源及銀行借款（如必要）撥付其營運資金需求。

本集團的政策是定期監察現時及預期的流動資金需求，以確保其維持充裕的現金及現金等價物，以及透過充裕的已承諾信貸融資以維持可供動用資金，從而應付其營運資金需求。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.1 Financial risk factors (Continued)

##### (d) Liquidity risk (Continued)

The following table details the remaining contractual maturities at each of the reporting dates of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on interest rates at the year-end dates) and the earliest date the Group may be required to pay.

#### As at 31 December 2017

Trade and other payables (\*)  
Borrowings, including interest payables

#### As at 31 December 2018

Trade and other payables (\*)  
Borrowings, including interest payables

\* It excluded advances from customers, other taxes payables, salaries and staff welfare payables, accrued operating lease expenses and withholding individual income tax in respect of dividends.

### 4 財務風險管理 (續)

#### 4.1 財務風險因素 (續)

##### (d) 流動資金風險 (續)

下表詳列各報告日期本集團金融負債的餘下合約到期日，乃根據合約未折現現金流量（包括使用合約利率或（倘為浮息）根據於年末日期的利率計算的利息支付）及本集團可能須作出支付的最早日期得出。

Less than  
1 year  
一年內  
RMB'000  
人民幣千元

#### 於二零一七年十二月三十一日

貿易及其他應付款項(\*) 35,547  
借款，包括應付利息 91,704

127,251

#### 於二零一八年十二月三十一日

貿易及其他應付款項(\*) 77,749  
借款，包括應付利息 105,765

183,514

\* 其不包括客戶墊款、其他應付稅項、應付薪金及員工福利、應計經營租賃開支及有關派付股息之預扣個人所得稅。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.2 Capital management

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.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total capital. Total borrowings referred to "bank borrowings" as shown in the consolidated balance sheets. Total capital is calculated as "equity" as shown in the consolidated balance sheets plus total borrowings.

The gearing ratios at 31 December 2018 and 2017 were as follows:

Bank borrowings	銀行借款
Total equity	權益總額
Total capital	資本總額
Gearing ratio	槓桿比率

### 4. 財務風險管理 (續)

#### 4.2 資本管理

本集團管理資本的目標旨在保障本集團持續經營的能力，以為股東提供回報及為其他利益相關者提供利益，並維持最佳資本架構以降低資本成本。

為維持或調整資本架構，本集團可調整派付予股東的股息金額、發行新股份或出售資產以減低債務。

與業界其他同儕一樣，本集團根據槓桿比率監控資本。該比率按借款總額除以資本總額計算。借款總額指綜合資產負債表所示的「銀行借款」。資本總額按綜合資產負債表顯示的「權益」加上借款總額計算。

於二零一八年及二零一七年十二月三十一日的槓桿比率如下：

#### As at 31 December 於十二月三十一日

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
103,000	88,200
489,808	334,924
592,808	423,124
21%	26%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4 FINANCIAL RISK MANAGEMENT (Continued)

#### 4.3 Fair value estimation

The financial instruments carried at fair value by valuation method are analysed into three levels as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group has no financial assets and liabilities that are measured at fair value as at 31 December 2018 (2017: Nil)

#### 4.4 Fair value of financial assets and liabilities measured at amortised cost

The fair values of financial assets and liabilities measured at amortised cost approximate their carrying amounts.

### 4. 財務風險管理 (續)

#### 4.3 公平值估計

以估值法計算以公平值入賬的金融工具分析為以下三個層級：

- 相同資產或負債於活躍市場的報價（未經調整）（第一級）。
- 第一級報價以外的資產或負債的直接（即價格）或間接（即源自價格）的可觀察輸入數據（第二級）。
- 資產或負債並非以可觀察市場數據為基準的輸入數據（即不可觀察輸入數據）（第三級）。

於二零一八年十二月三十一日，本集團並無按公平值計量的金融資產及負債（二零一七年：無）。

#### 4.4 按攤銷成本計量之金融資產及負債之公平值

按攤銷成本計量之金融資產及負債之公平值與其賬面值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below.

#### (a) Revenue recognition

The Group recognised revenue from interior design and engineering services by measuring the progress towards complete satisfaction of the performance obligation at year end. The progress was measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to construction cost incurred up to the balance sheet date as a percentage of total estimated cost for each project. Significant assumptions are required to estimate the total contract costs and in making these estimates, management has relied on past experience and industry knowledge. Management monitors the progress of the contracts and reviews periodically the estimated total costs for each contract as the contract progresses. If the actual costs differ from management's estimates, the revenue, cost of sales and provision for foreseeable losses will be adjusted.

### 5 關鍵會計估計及判斷

本集團根據過往經驗及其他因素（包括在有關情況下認為屬合理之對未來事件的期望）不斷評估估計及判斷。

本集團對未來作出估計和假設。按照定義，所得的會計估計很少會相等於其相關實際結果。下文論述很可能導致下個財政年度的資產和負債的賬面值作出重大調整的估計和假設的重大風險。

#### (a) 收入確認

本集團透過計量於年末完全履行履約責任之進度確認內部裝修及工程服務收益。進度乃基於本集團為完成履約責任而產生的支出或投入進行計量，並參考截至資產負債表日期產生的建築成本佔各項目估計總成本的比例。須作出重大假設以估計合約成本總額，並於作出此等估計時，管理層倚賴過往經驗及行業知識。管理層監察合約進度，並於合約進行時定期檢討各合約的估計成本總額。倘實際成本與管理層的估計有別，則收入、銷售成本及可預見虧損撥備將予調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

#### (b) Useful lives of property, plant and equipment

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

#### (c) Expected credit loss of trade receivables and contract assets

The policy for impairment of trade receivables and contract assets of the Group is based on the evaluation of recoverability and aging analysis of trade receivables and contract costs as well as other quantitative and qualitative information and on management's judgement and assessment of the forward-looking information. Significant judgement and estimates is required in assessing the ultimate realisation of these receivables, based on the current creditworthiness, the past collection history and subsequent settlements of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provisions may be required.

### 5 關鍵會計估計及假設 (續)

#### (b) 物業、廠房及設備的可使用年期

本集團的管理層釐定其物業、廠房及設備的估計可使用年期及因此有關的折舊費用。該估計乃以具類似性質及功能的物業、廠房及設備的實際可使用年期的過往經驗為基準。其可因科技創新及競爭對手因應嚴峻的行業週期而作出的行為而出現顯著變化。倘可使用年期較先前所估計的年期為短，則管理層將增加折舊費用，或將撇銷或撇減已棄置或出售的陳舊技術或非策略性的資產。

#### (c) 貿易應收款項及合約資產之預期信貸虧損

本集團有關貿易應收款項及合約資產減值之政策乃基於對貿易應收款項及合約成本之可收回程度評估及賬齡分析及其他定量及定性資料以及管理層對前瞻性資料的判斷及評估。於評估該等應收款項之最終變現時須基於各客戶之當前信譽、過往回收記錄以及期後結算作出重大判斷及估計。倘本集團客戶之財務狀況惡化，導致彼等付款能力減弱，則可能需要額外撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

#### (d) Provision for inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group evaluates ageing analysis of inventories and compares the carrying value of inventories to their respective net realisable values. A considerable amount of judgment is required in determining such allowances. If conditions which have impact on the net realisable value of inventories deteriorate, additional allowances may be required.

#### (e) Income taxes and deferred taxation

The Group is subject to income tax in different jurisdictions. Estimation and judgment is required in determining the amount of the provision for income tax. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact on the income tax and deferred taxation provisions in the period in which such determination is made.

In accordance with the corporate income tax laws in the PRC, a 10% withholding tax will be levied on the dividend declared by Guangdong Jiyi Household Building Materials Chain Co., Ltd. ("Jiyi Household") established in the PRC to their foreign investors starting from 1 January 2008. During the year, the directors reassessed the dividend policy of its major subsidiary established in the PRC, Jiyi Household. Based on the Group's current business plan and financial position, no retained earnings as at 31 December 2018 of Jiyi Household will be distributed to its non-PRC registered intermediate holding company. No deferred tax liability has been provided by the Group for the earnings expected to be retained by Jiyi Household and not to be remitted out of the PRC in the foreseeable future.

### 5 關鍵會計估計及判斷 (續)

#### (d) 存貨撥備

於釐定陳舊及滯銷存貨的撥備金額時，本集團評估存貨的賬齡分析，並將存貨的賬面值與其各自可變現淨值作比較。於釐定有關撥備時須進行大量判斷。倘影響存貨可變現淨值的條件惡化時便須作出額外撥備。

#### (e) 所得稅及遞延稅項

本集團須於多個司法權區繳納所得稅。於釐定所得稅撥備金額時需作出估計及判斷。就有關交易及計算方式而言，於日常業務過程中就其作出的最終稅項釐定並不明確。倘此等事宜的最後稅務結果有別於初步確認金額，則有關差額將影響作出有關釐定期間的所得稅及遞延稅項撥備。

根據中國企業所得稅法，在中國成立的廣東集一家居建材連鎖有限公司（「集一家居」）自二零零八年一月一日起向其境外投資者宣派的股息將徵收10%的預扣稅。於本年度，本公司董事重新評估集一家居（在中國成立之主要附屬公司）之股息政策。根據本集團現時的業務計劃及財務狀況，集一家居截至二零一八年十二月三十一日並無保留盈利將分派予其並非在中國註冊的間接控股公司。本集團並無就集一家居預期保留且於可預見將來不會匯出中國的盈利撥備任何遞延稅項負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION

The chief operating decision-maker (“CODM”) has been identified as the chief executive officer of the Company. The chief executive officer reviews the Group’s internal reporting in order to assess performance and allocate resources. The chief executive officer has determined the operating segments based on these reports. The chief executive officer considers the business from product and service perspectives, and determines that the Group has the following operating segments:

- (i) Sale and distribution of merchandise; and
- (ii) Provision of interior design and engineering services

The CODM assesses the performance of the operating segments mainly based on the segment revenue and gross profit of each operating segment. As the CODM did not use the analysis of the assets and liabilities to allocate resources or evaluate the performance of the operating segments, the Company did not assess the total assets or total liabilities for any of the reportable segments.

### 6 分部資料

本公司的最高行政人員被確定為主要經營決策者（「主要經營決策者」）。最高行政人員審閱本集團的內部報告以評估表現及分配資源。最高行政人員已根據該等報告確定經營分部。最高行政人員從產品及服務角度考慮業務，並確定本集團有以下經營分部：

- (i) 銷售及分銷商品；及
- (ii) 提供室內設計及工程服務

主要經營決策者主要根據各經營分部的分部收入及毛利評估其表現。由於主要經營決策者並無使用該等資產及負債之分析，以分配資源或評估經營分部之表現，本公司不會就任何可呈報分部評估資產總值或負債總額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

The segment information provided to the CODM for the reportable segments is as follows:

### 6 分部資料 (續)

就可報告分部向主要經營決策者提供的分部資料如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Segment Revenue</b>	<b>分部收入</b>		
– Sale and distribution of merchandise	– 銷售及分銷商品		
Total segment revenue	分部收入總額	<b>326,815</b>	346,176
Inter-segment revenue	分部間收入	<b>(38,722)</b>	(29,535)
		<hr/>	<hr/>
Revenue from external customers	來自外部客戶的收入	<b>288,093</b>	316,641
		<hr/>	<hr/>
– Provision of interior design and engineering services	– 提供室內設計及工程服務		
Total segment revenue	分部收入總額	<b>312,748</b>	105,174
Inter-segment revenue	分部間收入	<b>(1,363)</b>	(5,847)
		<hr/>	<hr/>
Revenue from external customers	來自外部客戶的收入	<b>311,385</b>	99,327
		<hr/>	<hr/>
		<b>599,478</b>	415,968
		<hr/>	<hr/>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

#### Segment Cost

- Sale and distribution of merchandise
- Provision of interior design and engineering services

#### 分部成本

- 銷售及分銷商品
- 提供室內設計及工程服務

#### Segment gross profit

- Sale and distribution of merchandise
- Provision of interior design and engineering services

#### 分部毛利

- 銷售及分銷商品
- 提供室內設計及工程服務

### 6 分部資料 (續)

Year ended 31 December  
截至十二月三十一日止年度

2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
<b>264,719</b>	271,788
<b>278,807</b>	91,107
<b>543,526</b>	362,895

Year ended 31 December  
截至十二月三十一日止年度

2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
<b>23,374</b>	44,853
<b>32,578</b>	8,220
<b>55,952</b>	53,073



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

### 6 分部資料 (續)

Year ended 31 December  
截至十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Segment gross profit</b>	<b>分部毛利</b>	<b>55,952</b>	53,073
Other income and gains – net	其他收入及收益淨額	<b>550</b>	732
Selling expenses	銷售開支	<b>(15,075)</b>	(18,243)
Administrative expenses	行政開支	<b>(13,670)</b>	(14,969)
Net impairment losses on financial assets	金融資產之減值虧損淨額	<b>(2,600)</b>	–
Finance costs – net	財務成本淨額	<b>(7,020)</b>	(5,895)
Income tax expense	所得稅開支	<b>(6,064)</b>	(5,717)
<b>Profit for the year</b>	<b>年內溢利</b>	<b>12,073</b>	8,981

During the year, all revenues of the Group were derived from the PRC.

年內，本集團所有收入均來自中國。

Non-current assets are mainly located in PRC as at 31 December 2018 (2017: Same).

於二零一八年十二月三十一日，非流動資產主要位於中國（二零一七年：相同）。

For the year ended 31 December 2018, revenue of approximately RMB117,943,000 and approximately RMB69,961,000, accounting for approximately 20% and approximately 12% of the Group's total revenue, respectively were derived from two external customers, (2017: approximately RMB47,479,000, approximately 11.4%). These revenues were attributed to the provision of interior design and engineering services segment.

截至二零一八年十二月三十一日止年度，約人民幣117,943,000元及約人民幣69,961,000元之收入（分別佔本集團總收入約20%及約12%）來自兩名外部客戶（二零一七年：約人民幣47,479,000元，約11.4%）。該等收入乃歸屬於提供室內設計及工程服務分部。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

#### (a) Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to sale and distribution of merchandise:

Contract assets	合約資產
Contract liabilities	合約負債

The Group has recognised the following assets and liabilities related to interior design and engineering service contracts:

Contract assets	合約資產
Contract liabilities	合約負債

### 6 分部資料 (續)

#### (a) 與客戶相關的合約資產及負債

本集團已確認以下與銷售及分銷商品有關的資產及負債：

31 December 2018 二零一八年 十二月 三十一日 <i>RMB'000</i> 人民幣千元	1 January 2018 二零一八年 一月 一日 <i>RMB'000</i> 人民幣千元
—	—
<b>2,355</b>	<b>10,366</b>

本集團已確認以下與室內設計及工程服務合約有關的資產及負債：

31 December 2018 二零一八年 十二月 三十一日 <i>RMB'000</i> 人民幣千元	1 January 2018 二零一八年 一月 一日 <i>RMB'000</i> 人民幣千元
<b>194,312</b>	51,517
<b>456</b>	3,240

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

#### (a) Assets and liabilities related to contracts with customers (Continued)

##### (i) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

Sale and distribution of merchandise	銷售及分銷商品
Interior design and engineering services	室內設計及工程服務

### 6 分部資料 (續)

#### (a) 與客戶相關的合約資產及負債 (續)

##### (i) 與合約負債有關的確認收入

下表顯示於本報告期之確認收入中與結轉合約負債有關的數額。

#### Year ended 31 December 截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
9,855	5,264
3,240	1,554
<b>13,095</b>	<b>6,818</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

#### (a) Assets and liabilities related to contracts with customers (Continued)

##### (ii) Unsatisfied long-term engineering contracts

The following table shows unsatisfied performance obligations resulting from fixed-price long-term interior design and engineering service contracts.

Aggregate amount of the transaction price allocated to long-term engineering contracts that are partially or fully unsatisfied as at 31 December	於十二月三十一日 分配至部分或完全 未履行的長期工程 合約的交易價格總額
--	---

Note: Pursuant the transitional provisions of HKFRS 15, the transaction price allocated to (partially) unsatisfied performance obligations as at 31 December 2017 is not required to be disclosed.

### 6 分部資料 (續)

#### (a) 與客戶相關的合約資產及負債 (續)

##### (ii) 未履行的長期工程合約

下表顯示固定價格長期室內設計及工程服務合約中產生的未履行履約責任。

As at 31 December  
於十二月三十一日

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>899,475</b>	Note 附註

附註：根據香港財務報告準則第15號的過渡性條文所准許，於二零一七年十二月三十一日分配至（部分）未履行履約責任的交易價格無須披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

#### (a) Assets and liabilities related to contracts with customers (Continued)

##### (iii) Unsatisfied long-term engineering contracts (Continued)

Management expects that 52% of the transaction price allocated to the unsatisfied performance obligations as at 31 December 2018 amounting to approximately RMB464,620,000 will be recognised as revenue in the following year. The remaining 48% of the balance amounting to approximately RMB434,855,000 will be recognised in 2020 and 2021. The amounts disclosed above do not include variable consideration which is constrained.

All other service contracts are for periods of one year or less or are billed based on time incurred. Pursuant to the HKFRS 15, the transaction prices allocated to these unsatisfied contracts are not required to be disclosed.

### 6 分部資料 (續)

#### (a) 與客戶相關的合約資產及負債 (續)

##### (iii) 未履行的長期工程合約 (續)

管理層預計，於二零一八年十二月三十一日分配至未達成履約責任交易價格的52%，即約人民幣464,620,000元，將於下一年確認為收入。剩餘48%的結餘約人民幣434,855,000元將於二零二零年及二零二一年確認。上述披露的金額不包括受限制的可變代價。

所有其他服務合約的期限為一年或以內，或根據其產生的時間計費。根據香港財務報告準則第15號之准許，分配至該等未履行合約的交易價格無須披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 6 SEGMENT INFORMATION (Continued)

#### (b) Disaggregation of revenue from contract with customers

The Group derives revenue from the transfer of goods in the following major product lines at a point in time and the provision of interior design and engineering services in the following major service lines over time:

Sale and distribution of merchandise	銷售及分銷商品
– recognised at a point in time	– 於某一時間點確認
– Building materials	– 建材
– Home improvement	– 家居裝修
– Furnishings	– 家俱
Provision of interior design and engineering services	提供室內設計及工程服務
– recognised over time	– 隨時間確認
– Household	– 家居
– Corporate	– 企業

### 6 分部資料 (續)

#### (b) 分拆與客戶的合約收入

本集團之收入來源於在某一時間點轉讓以下主要產品線的貨品及在一段期間內提供以下主要服務線的室內設計及工程服務：

#### Year ended 31 December 截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
248,186	257,193
20,817	38,745
19,090	20,703
<b>288,093</b>	<b>316,641</b>
641	1,571
310,744	97,756
<b>311,385</b>	<b>99,327</b>
<b>599,478</b>	<b>415,968</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 7 OTHER INCOME AND GAINS – NET

### 7 其他收入及收益淨額

Year ended 31 December  
截至十二月三十一日止年度

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
Rental income	租金收入	787	–
Government grants relating to costs	與成本有關的政府補助	–	905
Others	其他	<b>(237)</b>	<b>(173)</b>
		<b>550</b>	<b>732</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 8 EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses and administrative expenses are analysed as follows:

### 8 按性質劃分的開支

包括銷售成本、銷售開支及行政開支的開支分析如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本	262,619	270,595
Cost of services provided	已提供服務成本	274,546	87,966
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊 (附註14)	7,738	8,776
Amortisation of land use rights (Note 16)	土地使用權攤銷(附註16)	96	96
Amortisation of intangible assets	無形資產攤銷	58	54
Employee benefit expenses (Note 9)	僱員福利開支(附註9)	10,480	12,454
Rental fees and property management fees	租賃費用及物業管理費用	4,381	4,471
Other tax expenses	其他稅項開支	1,976	2,050
Provision for/(Reversal of) write-down of inventories (Note 18)	存貨撇減撥備/(撥回) (附註18)	641	(588)
Reversal of impairment of trade and other receivables and prepayments (Note 19)	貿易及其他應收款項以及 預付款項減值撥回 (附註19)	(272)	(1,660)
Auditor's remuneration – audit services	核數師薪酬—核數服務	1,650	1,650
Delivery and installation expenses	運輸及安裝開支	1,195	1,251
Travel expenses	差旅開支	846	800
Share options expenses	購股權開支	789	—
Other expenses	其他開支	5,528	8,192
<b>Total</b>	<b>總計</b>	<b>572,271</b>	<b>396,107</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

### 9 僱員福利開支（包括董事薪酬）

Year ended 31 December  
截至十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Wages, allowance and bonus	工資、津貼及花紅	9,096	10,358
Share options granted to directors and employees	授予董事及僱員之購股權	127	—
Retirement scheme contributions (a)	退休計劃供款 (a)	660	1,037
Other social insurance and housing funds	其他社會保險及住房公積金	597	1,059
		<b>10,480</b>	<b>12,454</b>

#### (a) Pensions – defined contribution scheme

Employees of the Group's PRC subsidiaries are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group contributes funds which are calculated on fixed percentage of 14% for the year ended 31 December 2018 (2017: 14%~15%) of the employees' salaries (subject to a floor and cap) as set by local municipal governments to each scheme locally to fund the retirement benefits of the employees.

#### (a) 退休金 – 界定供款計劃

中國附屬公司的僱員須參與當地市政府管理及運作的定額供款退休計劃。本集團向當地的各項計劃作出供款，為僱員的退休福利提供資金，有關截至二零一八年十二月三十一日止年度的供款金額按當地市政府設定的僱員薪金（設下限及上限）的固定百分比14%（二零一七年：14%至15%）計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four directors (2017: four) whose emoluments are reflected in the analysis shown in note 30. The emoluments paid to the remaining one individual (2017: one) during the year ended 31 December 2018 are as follows:

Wages, allowance and bonus	工資、津貼及花紅
Share options	購股權
Retirement scheme contribution	退休計劃供款

During the year, no directors or any of the five highest paid individuals of the companies now comprising the Group waived any emoluments and no emoluments were paid by the companies now comprising the Group to any of the directors or five highest paid individuals as an inducement to join or upon joining the companies now comprising the Group or as compensation for loss of office.

### 9 僱員福利開支(包括董事薪酬)(續)

#### (b) 五名最高薪酬人士

本集團於本年度的五名最高薪酬人士中包括四名董事(二零一七年:四名),其薪酬於附註30的分析中反映。於截至二零一八年十二月三十一日止年度支付予餘下一名(二零一七年:一名)人士的薪酬如下:

#### Year ended 31 December 截至十二月三十一日止年度

<b>2018</b>	2017
二零一八年	二零一七年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元
<b>738</b>	763
<b>7</b>	-
<b>16</b>	16
<b>761</b>	779

於本年度,並無本集團現時旗下各公司的董事或任何五名最高薪酬人士放棄任何薪酬,且本集團現時旗下各公司亦無向任何董事或五名最高薪酬人士支付薪酬作為彼等加入本集團現時旗下各公司或加入時的獎勵或作為離職補償。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

#### 9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

##### (b) Five highest paid individuals (Continued)

The emoluments of the individual fell within the following band:

Emolument band  
Nil – HKD1,000,000

酬金範圍  
零 – 1,000,000港元

#### 9 僱員福利開支（包括董事薪酬）（續）

##### (b) 五名最高薪酬人士（續）

個別人士酬金於以下範圍內：

##### Number of individual 個別人士人數

2018 二零一八年	2017 二零一七年
<u>1</u>	<u>1</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 10 FINANCE COSTS – NET

### 10 財務成本淨額

Year ended 31 December  
截至十二月三十一日止年度

	2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
Finance income: – Interest income on short-term bank deposits	(224)	(118)
Finance costs: – Interest expense on bank borrowings	6,594	5,964
Interest expense on long-term receivables	650	–
Others	–	49
	<b>7,244</b>	<b>6,013</b>
Net finance costs	<b>7,020</b>	<b>5,895</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 11 INCOME TAX EXPENSE

### 11 所得稅開支

Year ended 31 December  
截至十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current income tax	即期所得稅	8,529	5,677
Deferred income tax (Note 21)	遞延所得稅 (附註21)	(2,465)	40
		<b>6,064</b>	<b>5,717</b>

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate applicable to profit of the Group as follows:

本集團除所得稅前溢利的稅項與採用適用於本集團溢利的稅率計算的理論金額有如下差異：

Year ended 31 December  
截至十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	18,137	14,698
Tax calculated at the tax rate of 25%	按稅率25%計算的稅項	4,534	3,675
Difference in overseas tax rates	海外稅率之差額	1,264	-
Expenses not deductible for tax purposes	不可扣減稅項之開支	168	1,424
Temporary differences for which no deferred tax assets were recognised	未確認為遞延稅項資產之暫時性差額	98	618
		<b>6,064</b>	<b>5,717</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 11 INCOME TAX EXPENSE (Continued)

#### Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from the Cayman Islands income tax.

#### BVI income tax

The Company's subsidiary in the BVI was incorporated under International Business Companies Act of the BVI and, accordingly, is exempted from the BVI income tax.

#### Hong Kong profits tax

Entities incorporated in Hong Kong are subject to Hong Kong profits tax at a rate at 16.5% for the year ended 31 December 2018 (2017: 16.5%) on the estimated assessable profit for the year. No Hong Kong profits tax had been provided for as there was no business operation that is subject to Hong Kong profits tax during the year.

### 11 所得稅開支 (續)

#### 開曼群島所得稅

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此，獲豁免繳納開曼群島所得稅。

#### 英屬處女群島所得稅

本公司之附屬公司乃根據英屬處女群島國際商業公司法於英屬處女群島註冊成立，因此，獲豁免繳納英屬處女群島所得稅。

#### 香港利得稅

於香港註冊成立的實體截至二零一八年十二月三十一日止年度須就本年度估計應課稅繳納16.5% (二零一七年: 16.5%) 的香港利得稅。由於年內並無須繳納香港利得稅的業務營運，故並未就香港利得稅作出撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 11 INCOME TAX EXPENSE (Continued)

#### PRC enterprise income tax ("EIT")

The entities incorporated in the PRC are subject to EIT. All PRC enterprises are subject to a standard EIT rate of 25%.

#### PRC withholding tax ("WHT")

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a WHT of 10%. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%. During the year, the directors of the Company reassessed the dividend policy of its major subsidiary established in the PRC, Jiyi Household, based on the Group's current business plan and financial position. No retained earnings as at 31 December 2018 of Jiyi Household will be distributed to its non-PRC registered intermediate holding company and as such, no deferred tax liability has been provided by the Group for the earnings expected to be retained by Jiyi Household and not to be remitted out of the PRC in the foreseeable future.

### 11 所得稅開支 (續)

#### 中國企業所得稅 (「企業所得稅」)

於中國註冊成立的實體均須繳納企業所得稅。所有的中國企業均須按標準的企業所得稅稅率25%繳納企業所得稅。

#### 中國預扣稅 (「預扣稅」)

根據適用的中國稅務法規，於中國成立的公司就二零零八年一月一日之後賺取的溢利向境外投資者分派股息通常須繳納10%預扣稅。倘於香港註冊成立的境外投資者符合中國與香港訂立的雙邊稅務條約安排項下的條件及規定，則相關預扣稅稅率將從10%降至5%。於年內，本公司董事根據本集團現時的業務計劃及財務狀況重新評估其在中國成立的主要附屬公司集一家居的股息政策。集一家居於二零一八年十二月三十一日並無保留盈利將分派予其並非在中國註冊的間接控股公司，因此，本集團並無就集一家居預期將保留且於可見將來不會匯出中國的盈利撥備任何遞延稅項負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 12 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

Profit attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔溢利 (人民幣千元)
Weighted average number of ordinary shares in issue (thousands of shares) (a)	已發行普通股之加權平均數 (千股) (a)
Basic earnings per share (RMB cents per share)	每股基本盈利(每股人民幣分)

(a) As disclosed in note 22, the Company completed the rights issue of 172,800,000 new shares and placing of 86,400,000 new shares during the year. The number of total issued shares of the Company increased from 432,000,000 to 691,200,000.

### 12 每股盈利

每股基本盈利乃按本公司權益持有人應佔溢利除以年內已發行之普通股加權平均數計算。

Year ended 31 December 截至十二月三十一日止年度	
2018 二零一八年	2017 二零一七年
12,073	8,981
509,405	432,000
2.37	2.08

(a) 如附註22所披露，於年內，本公司已完成以供股方式發行172,800,000股新股份及配售86,400,000股新股份。本公司已發行股份總數從432,000,000股增加至691,200,000股。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 12 EARNINGS PER SHARE (Continued)

#### (b) Options

Share options granted to employees, consultants as well as customers under the share option scheme are considered to be potential ordinary shares. They are included in the determination of diluted earnings per share if they are dilutive. Details relating to the options are set out in note 23.

The 36,000,000 share options granted on 2 November 2018 are not included in the calculation of diluted earnings per share because they are anti-dilutive for the year ended 31 December 2018.

- (c) For the years ended 31 December 2018 and 2017, diluted earnings per share are the same as basic earnings per share due to the absence of dilutive potential ordinary shares as at 31 December 2018 and 2017.

### 13 DIVIDEND

The directors of the Company do not propose payment of a final dividend for the year ended 31 December 2018 (2017: Nil).

### 12 每股盈利 (續)

#### (b) 購股權

根據購股權計劃授予僱員、顧問及客戶之購股權被視為潛在普通股。倘該等購股權具有攤薄作用，則該等購股權於釐定每股攤薄盈利時納入。有關購股權之詳情載於附註23。

於二零一八年十一月二日授出的36,000,000份購股權並無納入每股攤薄盈利之計算，原因為其於截至二零一八年十二月三十一日止年度具有反攤薄作用。

- (c) 截至二零一八年及二零一七年十二月三十一日止年度，每股攤薄盈利與每股基本盈利相同，原因為於二零一八年及二零一七年十二月三十一日並無攤薄潛在普通股。

### 13 股息

本公司董事不建議就截至二零一八年十二月三十一日止年度派付任何末期股息(二零一七年：無)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 14 PROPERTY, PLANT AND EQUIPMENT

### 14 物業、廠房及設備

		Buildings	Motor vehicles	Furniture, fittings and equipment	Leasehold improvements	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	傢具、裝修及設備 RMB'000 人民幣千元	租賃裝修 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	41,188	3,716	431	9,947	19,967	75,249
Additions	添置	–	103	610	92	5,410	6,215
Transfer	轉讓	–	–	–	20,201	(20,201)	–
Disposals	出售	–	(3)	(2)	–	–	(5)
Depreciation	折舊	(1,765)	(475)	(150)	(6,386)	–	(8,776)
Exchange difference	匯兌差額	–	(168)	–	–	–	(168)
Closing net book amount	期末賬面淨值	<u>39,423</u>	<u>3,173</u>	<u>889</u>	<u>23,854</u>	<u>5,176</u>	<u>72,515</u>
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度						
Cost	成本	51,392	4,588	2,023	51,649	5,176	114,828
Accumulated depreciation	累計折舊	(11,969)	(1,415)	(1,134)	(27,795)	–	(42,313)
Net book amount	賬面淨值	<u>39,423</u>	<u>3,173</u>	<u>889</u>	<u>23,854</u>	<u>5,176</u>	<u>72,515</u>
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	39,423	3,173	889	23,854	5,176	72,515
Additions	添置	–	–	9	–	–	9
Transfer to Investment properties (Note 15)	轉撥至投資物業 (附註15)	(1,232)	–	–	–	–	(1,232)
Other transfer	其他轉撥	923	–	–	(468)	(455)	–
Disposals	出售	–	(270)	(6)	(5,158)	(174)	(5,608)
Depreciation	折舊	(1,772)	(441)	(257)	(5,268)	–	(7,738)
Exchange difference	匯兌差額	–	56	–	–	–	56
Closing net book amount	期末賬面淨值	<u>37,342</u>	<u>2,518</u>	<u>635</u>	<u>12,960</u>	<u>4,547</u>	<u>58,002</u>
Cost	成本	50,592	4,026	1,104	46,359	4,547	106,628
Accumulated depreciation	累計折舊	(13,250)	(1,508)	(469)	(33,399)	–	(48,626)
Net book amount	賬面淨值	<u>37,342</u>	<u>2,518</u>	<u>635</u>	<u>12,960</u>	<u>4,547</u>	<u>58,002</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 14 PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's buildings are located in Mainland China. The lease period of land use rights on which the buildings are located is 38 years. As at 31 December 2018, the remaining lease period of such Group's land use rights was 30.67 years (2017: 31.67 years).

As at 31 December 2018, bank borrowings of RMB103,000,000 (2017: RMB79,000,000) were secured by land use right, investment properties and property, plant and equipment at the carrying amount of RMB2,582,000 (2017: RMB2,823,000), RMB1,377,000 (2017: Nil), RMB33,397,000 (2017: RMB42,246,000) (Note 25), respectively.

Depreciation of property, plant and equipment has been charged to the consolidated income statement (Note 8) as follows:

Selling expenses	銷售開支
Administrative expenses	行政開支

### 14 物業、廠房及設備 (續)

本集團的樓宇位於中國內地。樓宇所在的土地使用權租期為38年。於二零一八年十二月三十一日，有關本集團土地使用權之剩餘租期為30.76年（二零一七年：31.67年）。

於二零一八年十二月三十一日，銀行借款人民幣103,000,000元（二零一七年：人民幣79,000,000元）分別由賬面值約人民幣2,582,000元（二零一七年：人民幣2,823,000元）、人民幣1,377,000元（二零一七年：零）、人民幣33,397,000元（二零一七年：人民幣42,246,000元）的土地使用權、投資物業以及物業、廠房及設備作抵押（附註25）。

物業、廠房及設備的折舊已於綜合收益表（附註8）列支，情況如下：

#### Year ended 31 December 截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
5,909	6,264
1,829	2,512
<b>7,738</b>	<b>8,776</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 INVESTMENT PROPERTIES

### 15 投資物業

As at 31 December

於十二月三十一日

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
Opening balance at 1 January	於一月一日之期初結餘	-	-
Transfer from property, plant and equipment ( <i>Note 14</i> )	轉自物業、廠房及設備 (附註14)	1,232	-
Transfer from land use rights ( <i>Note 16</i> )	轉自土地使用權 (附註16)	145	-
Closing balance at 31 December	於十二月三十一日 之期末結餘	<u>1,377</u>	<u>-</u>

Amounts recognised in profit or loss for investment properties:

就投資物業於損益確認之金額：

Year ended 31 December

截至十二月三十一日止年度

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
Rental income	租金收入	787	-
Direct operating expenses from property that generated rental income	產生租金收入之物業 之直接經營開支	-	-
Direct operating expenses from property that did not generate rental income	不產生租金收入之物業 之直接經營開支	-	-
		<u>-</u>	<u>-</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 15 INVESTMENT PROPERTIES (Continued)

The Group's investment properties are located in Mainland China. The lease period of land use rights of which the investment properties are located is 38 years. As at 31 December 2018, the remaining lease period of such Group's land use rights was 30.67 years (2017: 31.67 years).

As at 31 December 2018, bank borrowings of RMB103,000,000 (2017: RMB79,000,000) were secured by land use right, investment properties and property, plant and equipment at the carrying amount of approximately RMB2,582,000 (2017: RMB2,823,000), RMB1,377,000 (2017: Nil), RMB33,397,000 (2017: RMB42,246,000) (Note 25), respectively.

As at 31 December 2018, the fair value of investment properties is RMB9,424,000.

### 16 LAND USE RIGHT

### 15 投資物業(續)

本集團的投資物業位於中國內地。投資物業所在的土地使用權租期為38年。於二零一八年十二月三十一日，有關本集團土地使用權之剩餘租期為30.67年(二零一七年：31.67年)。

於二零一八年十二月三十一日，銀行借款人民幣103,000,000元(二零一七年：人民幣79,000,000元)分別由賬面值約人民幣2,582,000元(二零一七年：人民幣2,823,000元)、人民幣1,377,000元(二零一七年：零)、人民幣33,397,000元(二零一七年：人民幣42,246,000元)的土地使用權、投資物業以及物業、廠房及設備作抵押(附註25)。

於二零一八年十二月三十一日，投資物業之公平值為人民幣9,424,000元。

### 16 土地使用權

Opening net book amount	期初賬面淨值
Amortisation (Note 8)	攤銷(附註8)
Transfer to Investment properties (Note 15)	轉撥至投資物業(附註15)
Closing net book amount	期末賬面淨值

#### Year ended 31 December 截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
2,823	2,919
(96)	(96)
(145)	-
<b>2,582</b>	<b>2,823</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 16 LAND USE RIGHT (Continued)

### 16 土地使用權 (續)

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost	成本	3,437	3,630
Accumulated amortisation	累計攤銷	(855)	(807)
Net book amount	賬面淨值	2,582	2,823

The Group's land use rights are located in Mainland China. The lease period of land use rights is 38 years. As at 31 December 2018, the remaining lease period of the Group's land use rights was 30 years (2017: 31 years).

本集團的土地使用權位於中國內地。土地使用權的租期為38年。於二零一八年十二月三十一日，本集團土地使用權之剩餘租期為30年（二零一七年：31年）。

As at 31 December 2018, the bank borrowings of RMB103,000,000 (2017: RMB79,000,000) of the Group were secured by land use rights, investment properties and property, plant and equipment of the Group at the carrying amounts of approximately RMB2,582,000 (2017: RMB2,823,000), RMB1,377,000 (2017: Nil) and RMB33,397,000 (2017: RMB42,246,000) (Note 25), respectively.

於二零一八年十二月三十一日，本集團銀行借款人民幣103,000,000元（二零一七年：人民幣79,000,000元）分別由本集團賬面值約人民幣2,582,000元（二零一七年：人民幣2,823,000元）、人民幣1,377,000元（二零一七年：零）及人民幣33,397,000元（二零一七年：人民幣42,246,000元）的土地使用權、投資物業以及物業、廠房及設備作抵押（附註25）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 17 SUBSIDIARIES

### 17 附屬公司

Company name 公司名稱	Place of incorporation and kind of legal entity 註冊成立地點及 法律實體種類	Principal activities and place of operation 主要業務及營運地點	Particulars of issued share capital and debt securities 已發行股本及 債務證券之詳情	Proportion of ordinary shares directly held by parent 母公司直接 持有之普通股比例		Proportion of ordinary shares held by the Group 本集團持有之 普通股比例	
				2018 二零一八年 (%)	2017 二零一七年 (%)	2018 二零一八年 (%)	2017 二零一七年 (%)
<b>Directly owned:</b> 直接擁有:							
Zhan Yun Holdings Limited 展韻控股有限公司	BVI, limited liability company 英屬處女群島, 有限公司	Investment holding, British Virgin Island 投資控股, 英屬處女群島	50,000 ordinary shares of USD1 each 50,000股每股 面值1美元的普通股	100%	100%	100%	100%
<b>Indirectly owned:</b> 間接擁有:							
Jiyi Investments Limited 集一投資有限公司	Hong Kong, limited liability company 香港, 有限公司	Investment holding, Hong Kong 投資控股, 香港	1 ordinary share of HK\$1 each 1股每股面值1港元的 普通股	-	-	100%	100%
Jiyi Entertainment Limited 集一影視投資有限公司	Hong Kong, limited liability company 香港, 有限公司	Investment holding, Hong Kong 投資控股, 香港	1 ordinary share of HK\$1 each 1股每股面值1港元的 普通股	100%	-	100%	-
Meizhou Jisheng Household Building Materials Company Limited 梅州市集勝家居建材有限公司	PRC, limited liability company 中國, 有限公司	Investment holding 投資控股	RMB2,000,000 人民幣2,000,000元	-	-	100%	100%
Guangdong Jiyi Xinya Decoration and Design Construction Company Limited 廣東集一信雅裝飾設計工程有限公司	PRC, limited liability company 中國, 有限公司	Provision of interior design and engineering services 提供室內設計及工程服務	RMB10,100,000 人民幣10,100,000元	-	-	100%	100%
Shanghang County Jiyi Household Building Materials Company Limited 上杭縣集一家居建材有限公司	PRC, limited liability company 中國, 有限公司	Sales of household building materials 銷售家居建材	RMB3,000,000 人民幣3,000,000元	-	-	100%	100%
Zhongshan Jiyi Household Building Materials Company Limited 中山市集一家居建材有限公司	PRC, limited liability company 中國, 有限公司	Sales of household building materials 銷售家居建材	RMB1,300,000 人民幣1,300,000元	-	-	100%	100%
Changting County Jiyi Household Building Materials Company Limited 長汀縣集一家居建材有限公司	PRC, limited liability company 中國, 有限公司	Sales of household building materials 銷售家居建材	RMB1,000,000 人民幣1,000,000元	-	-	100%	100%

All the companies now comprising the Group have adopted 31 December as their financial year-end date.

本集團現時旗下所有公司均採納十二月三十一日為其財政年度年結日。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 18 INVENTORIES

Merchandises	商品
Less: provision for impairment of inventories	減：存貨減值撥備
Inventories – net	存貨淨值

The cost of inventories included in cost of sales and cost of providing services during the years ended 31 December 2018 amounted to RMB537,165,000 (2017: RMB358,561,000).

Movements on the Group's provision for impairment of inventories are as follows:

At beginning of the year	年初
Provision for/(reversal of) write-down of inventories	存貨撇減撥備／(撥回)
At end of the year	年末

The write-down of inventories to net realizable value amount to RMB641,000 (2017: Reversed RMB588,000). These were recognized as an expense during the year ended 31 December 2018 and included in "cost of sales" in income statement.

### 18 存貨

As at 31 December  
於十二月三十一日

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
42,318	38,489
<u>(1,003)</u>	<u>(362)</u>
<b>41,315</b>	<b>38,127</b>

截至二零一八年十二月三十一日止年度，計入銷售成本及提供服務成本的存貨成本為人民幣537,165,000元（二零一七年：人民幣358,561,000元）。

本集團的存貨減值撥備變動如下：

As at 31 December  
於十二月三十一日

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
362	950
<u>641</u>	<u>(588)</u>
<b>1,003</b>	<b>362</b>

撇減存貨至可變現淨值為人民幣641,000元（二零一七年：撥回人民幣588,000元）。截至二零一八年十二月三十一日止年度，該等金額已確認為開支並列入收益表的「銷售成本」內。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 19 TRADE AND OTHER RECEIVABLES

### 19 貿易及其他應收款項

As at 31 December  
於十二月三十一日

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Current portion</b>	<b>流動部分</b>		
Trade receivables due from third parties (a)	應收第三方貿易應收款項(a)	253,897	180,902
Trade receivables due from a related party (a) (Note 28)	應收一名關聯方貿易應收款項(a) (附註28)	376	6,866
		<b>254,273</b>	<b>187,768</b>
Trade receivables	貿易應收款項		
Less: allowance for impairment of trade receivables	減：貿易應收款項減值撥備	<b>(2,973)</b>	<b>(1,355)</b>
		<b>251,300</b>	<b>186,413</b>
Trade receivables – net	貿易應收款項－淨額		
Prepayments	預付款項	42,430	56,324
Less: allowance for impairment of prepayments (b)	減：預付款項減值撥備(b)	<b>(571)</b>	<b>(843)</b>
		<b>41,859</b>	<b>55,481</b>
Prepayments – net	預付款項－淨額		
Notes receivable	應收票據	–	274
Deposits	按金	7,279	4,332
Deductible input VAT	抵扣增值稅進項稅金	5,262	–
Proceeds receivable from disposal of leasehold improvements (c)	出售租賃裝修之應收所得款項(c)	1,950	–
Other receivables	其他應收款項	2,045	784
		<b>309,695</b>	<b>247,284</b>
<b>Non-current portion</b>	<b>非流動部分</b>		
Deposits (d)	按金(d)	4,350	–
Proceeds receivable from disposal of leasehold improvements (c)	出售租賃裝修之應收所得款項(c)	3,467	–
		<b>7,817</b>	<b>–</b>
		<b>317,512</b>	<b>247,284</b>

The fair values of trade and other receivables approximate to their carrying values.

貿易及其他應收款項的公平值與其賬面值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 19 TRADE AND OTHER RECEIVABLES (Continued)

#### (a) Trade receivables

The credit period granted to customers is between 0 to 360 days. The ageing analysis of the trade receivables based on the date of sales is as follows:

Up to 6 months	最多六個月
6 to 12 months	六至十二個月
Over 1 to 2 years	超過一年至兩年
Over 2 to 3 years	超過兩年至三年
Over 3 years	超過三年

### 19 貿易及其他應收款項 (續)

#### (a) 貿易應收款項

授予客戶的信貸期介乎0至360天。按銷售日期的貿易應收款項賬齡分析如下：

As at 31 December

於十二月三十一日

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
113,641	124,512
53,490	59,440
85,928	3,165
927	414
287	237
<b>254,273</b>	<b>187,768</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 19 TRADE AND OTHER RECEIVABLES (Continued)

#### (b) Provision for impairment of prepayments

At beginning of the year	於年初
(Reversal of)/provision for impairment	減值(撥回)/撥備
At end of the year	於年末

- (c) The Group disposed the leasehold improvements of a renovated shop of a net book value of RMB5,158,000 to an independent third party succeeding the lease of the shop this year. The proceed is settled by instalment before 31 December 2022. The current and non-current portion of the proceed amounted to RMB1,950,000 and RMB3,467,000, respectively.
- (d) The Group paid RMB5,000,000 to the Meizhou Housing and Urban Rural Planning and Construction Bureau as a refundable deposit to guarantee the fulfilment of wages payment to those immigrant labours. The amount will be recovered upon completion of the engineering construction, which is expected to be completed in two to three years.

### 19 貿易及其他應收款項(續)

#### (b) 預付款項之減值撥備

Year ended 31 December  
截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
843	—
(272)	843
<b>571</b>	<b>843</b>

- (c) 於本年度成功取得店鋪之租賃後，本集團向一名獨立第三方出售賬面淨值為人民幣5,158,000元之翻新店鋪租賃裝修。該所得款項乃於二零二二年十二月三十一日之前按分期付款償付。流動部分及非流動部分分別為人民幣1,950,000元及人民幣3,467,000元。
- (d) 本集團向梅州市住房和城鄉建設局支付人民幣5,000,000元作為可退還之按金，以保證向該等農民工完成工資支付。該金額將於完成工程建設後（預期將於兩至三年內完成）收回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 19 TRADE AND OTHER RECEIVABLES (Continued)

- (e) The carrying amounts of the Group's trade and other receivables (excluded prepayments) are denominated in the following currencies:

RMB	人民幣
HK\$	港元

The maximum exposure to credit risk as at 31 December 2018 is the carrying values of each class of receivables mentioned above. The Group did not hold any collateral as security for these receivables.

### 19 貿易及其他應收款項 (續)

- (e) 本集團貿易及其他應收款項 (除預付款項外) 之賬面值乃按以下貨幣計值:

As at 31 December

於十二月三十一日

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
270,243	191,316
148	487
<b>270,391</b>	<b>191,803</b>

於二零一八年十二月三十一日面臨的最高信貸風險為上述各類應收款項的賬面值。本集團並無持有任何抵押品作為該等應收款項的抵押。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 20 CASH AND CASH EQUIVALENTS

### 20 現金及現金等價物

As at 31 December  
於十二月三十一日

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
Cash at banks and on hand	銀行及手頭現金	<b>116,391</b>	92,970

The carrying amounts of cash and cash equivalents approximate to their fair values and represent maximum exposure to credit risk.

現金及現金等價物的賬面值與其公平值相若，已體現所面對的最高信貸風險。

The carrying amounts of cash at banks and on hand are denominated in:

銀行及手頭現金的賬面值以下列貨幣計值：

As at 31 December  
於十二月三十一日

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
RMB	人民幣	<b>69,281</b>	87,385
HK\$	港元	<b>47,110</b>	5,342
USD	美元	-	243
Cash at banks and on hand	銀行及手頭現金	<b>116,391</b>	92,970

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 21 DEFERRED INCOME TAX

As no deferred income tax liabilities were recognised, there are no offsetting amounts as at 31 December 2018 (2017: Nil).

### 21 遞延所得稅

由於並無確認任何遞延所得稅負債，於二零一八年十二月三十一日，並無抵銷款項（二零一七年：無）。

As at 31 December

於十二月三十一日

Deferred tax assets:

– to be recovered within 12 months

遞延稅項資產：

– 十二個月內將予收回

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>3,970</b>	<b>1,750</b>

The movements in deferred tax assets are as follows:

遞延稅項資產變動如下：

Deferred tax assets:

遞延稅項資產：

		Accrued rental	Accrued payroll	Provision for impairment of trade and other receivables	Provision for impairment of inventories	Tax loss	Profit from internal transaction	Total
		應計租金 RMB'000 人民幣千元	應計工資 RMB'000 人民幣千元	貿易及 其他應收款項 減值撥備 RMB'000 人民幣千元	存貨 減值撥備 RMB'000 人民幣千元	稅項虧損 RMB'000 人民幣千元	內部 交易溢利 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2017 (Charged)/credited to profit or loss	於二零一七年一月一日 自損益(扣除)/入賬	385	201	966	238	-	-	1,790
		635	(112)	(416)	(147)	-	-	(40)
At 31 December 2017	於二零一七年 十二月三十一日	1,020	89	550	91	-	-	1,750
Change in accounting policies	會計政策變動	-	-	(245)	-	-	-	(245)
At 1 January 2018 Credited/(charged) to profit or loss	於二零一八年一月一日 自損益入賬/(扣除)	1,020	89	305	91	-	-	1,505
		600	-	581	160	718	406	2,465
At 31 December 2018	於二零一八年 十二月三十一日	1,620	89	886	251	718	406	3,970

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 21 DEFERRED INCOME TAX (Continued)

#### Deferred tax assets: (Continued)

At 31 December 2018, the Group did not recognise deferred income tax assets of RMB283,000 (2017: RMB871,000) in respect of losses amounting to RMB1,715,000 (2017: RMB3,484,000) as it is not probable that future taxable profits against which the losses can be utilised to offsetting the losses. The estimated tax losses are subject to approval by the relevant tax authorities.

### 22 SHARE CAPITAL AND SHARE PREMIUM

Ordinary shares, issued and fully paid:

### 21 遞延所得稅 (續)

#### 遞延稅項資產：(續)

於二零一八年十二月三十一日，本集團並無就人民幣1,715,000元（二零一七年：人民幣3,484,000元）之虧損確認遞延所得稅資產人民幣283,000元（二零一七年：人民幣871,000元），原因是該等虧損不大可能被用於抵銷未來應課稅溢利。估計稅項虧損須待有關稅務機關批准後，方可作實。

### 22 股本及股份溢價

普通股（已發行及繳足）：

		Share capital 股本	Share premium 股份溢價
		Number of ordinary shares 普通股數目	RMB'000 人民幣千元
At 1 January 2017 and 31 December 2017	於二零一七年一月一日及 二零一七年十二月三十一日	432,000,000	35,638
Rights issue (a)	供股(a)	172,800,000	15,035
New shares placing (b)	配售新股份(b)	86,400,000	7,517
At 31 December 2018	於二零一八年十二月三十一日	691,200,000	58,190

(a) On 24 July 2018, the Company completed the rights issue of 172,800,000 shares at HK\$0.60 each with a net proceeds of RMB89,250,000.

(b) On 27 December 2018, the Company allotted and issued 86,400,000 new ordinary shares at HK\$0.70 each with a net proceeds of RMB52,471,000.

(a) 於二零一八年七月二十四日，本公司完成以供股方式按每股0.60港元發行172,800,000股股份，所得款項淨額為人民幣89,250,000元。

(b) 於二零一八年十二月二十七日，本公司以每股0.70港元配發及發行86,400,000股新普通股，所得款項淨額為人民幣52,471,000元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 23 OTHER RESERVE

### 23 其他儲備

		Currency translation difference 貨幣 換算差額 RMB'000 人民幣千元	Share based Payment 以股份 為基礎付款 RMB'000 人民幣千元	Merger reserve 合併儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	2,488	–	(54,850)	(52,362)
Other comprehensive income	其他全面收益	(938)	–	–	(938)
At 31 December 2017	於二零一七年十二月三十一日	1,550	–	(54,850)	(53,300)
At 1 January 2018	於二零一八年一月一日	1,550	–	(54,850)	(53,300)
Other comprehensive income	其他全面收益	(593)	–	–	(593)
Share based payments (a)	以股份為基礎付款(a)	–	946	–	946
At 31 December 2018	於二零一八年十二月三十一日	957	946	(54,850)	(52,947)

#### (a) Shared based payment

In order to provide incentives and rewards to eligible participants for their contribution or potential contribution to the Group, the Company adopted share option scheme on 6 October 2015. The total amount of shares and any other option schemes of the Company must not exceed 36,000,000 shares.

On 2 November 2018, the Company granted 36,000,000 share options to certain directors, senior management, employees, consultants and customers of the Group. These share options have exercise price at HK\$0.704 with exercise period of 3 years starting from 7 months after the grant date. Under the plan, participants are granted options which only vest subject to grantees continuing to be an employee of the Group or providing service to the Group through each vesting date. Please refer to "Share Option Scheme" under the "Report of the Directors" for details.

#### (a) 以股份為基礎付款

本公司已於二零一五年十月六日採納購股權計劃，旨在就合資格參與人對本集團所作貢獻或潛在貢獻向彼等提供鼓勵及獎勵。本公司之股份總數及任何其他股權計劃不得超過36,000,000股。

於二零一八年十一月二日，本公司向本集團若干董事、高級管理層、僱員、顧問及客戶授出36,000,000股購股權。該等購股權行使價為0.704港元，行使期為3年，自授出當日後7個月開始。根據該計劃，參與者獲授購股權，須待承授人於各歸屬當日繼續成為本集團僱員或為本集團提供服務，方可歸屬。詳情請參閱「董事報告」之「購股權計劃」。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 23 OTHER RESERVE (Continued)

#### (a) Shared based payment (Continued)

As at 31 December 2018, none of these share options have been forfeited.

### 23 其他儲備 (續)

#### (a) 以股份為基礎付款 (續)

於二零一八年十二月三十一日，概無該等購股權已被沒收。

		Average exercise price	Total Number of options
		平均行使價	購股權 數目總額
As at 1 January 2018	於二零一八年一月一日	–	–
Granted during the year	年內授出	HKD0.704 0.704港元	36,000,000
Exercised during the year	年內獲行使	–	–
Forfeited during the year	年內被沒收	–	–
As at 31 December 2018	於二零一八年十二月三十一日	HKD0.704 0.704港元	36,000,000

Grant date	授出日期	Expiry date 屆滿日期	Exercise price 行使價	Share options 購股權
2 November 2018	二零一八年十一月二日	1 May 2020 二零二零年五月一日	HKD0.704 0.704港元	12,000,000
		1 May 2021 二零二一年五月一日	HKD0.704 0.704港元	12,000,000
		1 May 2022 二零二二年五月一日	HKD0.704 0.704港元	12,000,000
				36,000,000

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 23 OTHER RESERVE (Continued)

#### (a) Shared based payment (Continued)

Weighted average remaining contractual life of options outstanding	2.33 year
--	-----------

The Group has used the Binomial Model to determine the fair value of the options as at the grant date, which is to be expensed over the relevant vesting period. The fair value of the share options granted ranged from HKD0.144 to HKD0.240 per share option.

Other than the exercise price mentioned above, significant judgement on parameters, such as risk free rate, dividend yield and expected volatility, are required to be made by the directors in applying the Binomial Model, which are summarized as below.

Risk-free interest rate	2.02% – 2.25%
Volatility	43.4% – 46.1%
Dividend yield	0%

### 23 其他儲備 (續)

#### (a) 以股份為基礎付款 (續)

尚未行使購股權的加權平均餘下合約年期	2.33年
--------------------	-------

本集團已使用二項式模型釐定購股權於授出日期的公平值，並作為相關歸屬期之開支。已授出購股權之公平值介乎每份購股權0.144港元至0.240港元。

除以上所提及的行使價外，董事在應用二項式模型時須對無風險利率、股息收益率及預期波幅等參數作出重要判斷，現概述如下：

無風險利率	2.02%-2.25%
波幅	43.4%-46.1%
股息收益率	0%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 24 TRADE AND OTHER PAYABLES

### 24 貿易及其他應付款項

As at 31 December  
於十二月三十一日

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
Trade payables (a)	貿易應付款項(a)	75,441	31,434
Notes payable	應付票據	–	1,000
Advances from customers	客戶墊款	–	10,366
Salaries and staff welfare payables	應付薪金及員工福利	1,165	1,256
Other tax payables	其他應付稅項	23,310	4,134
Accrued operating lease expenses	應計經營租賃開支	6,481	4,080
Withholding individual income tax in respect of dividend payment	有關派付股息之 預扣個人所得稅	16,000	16,000
Other payables	其他應付款項	2,604	3,113
		<b>125,001</b>	<b>71,383</b>

The fair values of trade and other payables approximate their carrying values.

貿易及其他應付款項的公平值與其賬面值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 24 TRADE AND OTHER PAYABLES (Continued)

- (a) The ageing analysis of trade payables based on invoice date were as follows:

Up to 3 months	最多三個月
3 to 6 months	三至六個月
6 to 12 months	六至十二個月
Over 12 months	超過十二個月

The credit period secured by the Group's suppliers ranges from 0 to 180 days.

- (b) The carrying amounts of trade and other payables (excluded advance from customers, salaries and staff welfare payables, other tax payables, accrued operating lease expenses, withholding individual income tax) are denominated in the following currencies:

RMB	人民幣
HK\$	港元

### 24 貿易及其他應付款項 (續)

- (a) 貿易應付款項基於發票日期的賬齡分析如下：

As at 31 December 於十二月三十一日	
2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
51,940	18,373
5,568	5,013
11,825	4,281
6,108	3,767
<b>75,441</b>	<b>31,434</b>

本集團供應商授予的信貸期介乎0至180天。

- (b) 貿易及其他應付款項(不包括客戶墊款、應付薪金及員工福利、其他應付稅項、應計經營租賃開支、預扣個人所得稅)之賬面值乃按以下貨幣計值：

As at 31 December 於十二月三十一日	
2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
77,679	35,268
366	279
<b>78,045</b>	<b>35,547</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 25 BANK BORROWINGS

### 25 銀行借款

As at 31 December  
於十二月三十一日

Secured bank borrowings

有抵押銀行借款

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>103,000</b>	<b>88,200</b>

The bank borrowings of the Group were secured by property, plant and equipment, investment properties and land use rights as at 31 December 2018. The bank borrowings were also jointly guaranteed by Ms. Hou and Mr. Deng Jianshen, husband of Ms. Hou.

本集團銀行借款分別以於二零一八年十二月三十一日的物業、廠房及設備、投資物業以及土地使用權作抵押。銀行借款亦由侯女士及鄧建申先生（侯女士的丈夫）聯合擔保。

The weighted average effective interest rates of the bank borrowings are as follows:

銀行借款的加權平均實際利率如下：

Year ended 31 December  
截至十二月三十一日止年度

Bank borrowings

銀行借款

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>6.61%</b>	<b>5.64%</b>

The carrying amounts of the Group's borrowings were approximate to their fair values as at 31 December 2018 as the interest rates of most of the bank borrowings were having variable interest rates and the original terms were within one year.

於二零一八年十二月三十一日，由於大部分銀行借款利率為浮動利率且初始年期為一年以內，故本集團借款的賬面值與其公平值相若。

The carrying amounts of bank borrowings are all denominated in RMB.

銀行借款賬面值均以人民幣計值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 CASH FLOW INFORMATION

### 26 現金流量資料

(a) Reconciliation of profit before income tax to cash generated from operations:

(a) 除所得稅前溢利與經營所產生現金的對賬

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	18,137	14,698
Adjustments for:	就以下各項作出調整：		
Finance costs (Note 10)	財務成本 (附註10)	7,244	5,846
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊 (附註14)	7,738	8,776
Amortisation of land use rights (Note 16)	土地使用權攤銷 (附註16)	96	96
Amortisation of intangible assets	無形資產攤銷	58	54
Loss on disposal of property, plant and equipment – net	出售物業、廠房及設備的虧損淨額	309	5
Provision for/(reversal of provision for) write-down of inventories (Note 18)	存貨撇減撥備 / (撥回撥備) (附註18)	641	(588)
Net impairment losses on financial assets	金融資產之減值虧損淨額	2,600	–
Reversal of impairment of trade and other receivables (Note 19)	貿易及其他應收款項減值撥回 (附註19)	(272)	11,600
Share-based payment	以股份為基礎付款	946	–
Changes in working capital:	營運資金變動：		
Increase in inventories	存貨增加	(3,829)	(7,364)
Increase in operating receivables	經營應收款項增加	(211,380)	(23,111)
Increase in operating payables	經營應付款項增加	54,444	13,012
Cash (used in)/generated from operations	經營 (所用) / 所得現金	<b>(123,268)</b>	9,764

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 CASH FLOW INFORMATION (Continued)

(b) In the consolidated cash flow statements, proceeds from disposal of properties, plant and equipment comprise:

### 26 現金流量資料 (續)

(b) 於綜合現金流量表內，出售物業、廠房及設備的所得款項包括：

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Net book amount (Note 14)	賬面淨值 (附註14)	5,608	5
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(309)	(5)
Proceeds receivables for disposal of leasehold improvement (Note 19(c))	出售租賃裝修之應收所得款項 (附註19(c))	(5,417)	—
Output VAT payable	應付增值稅進項稅金	421	—
Proceeds from disposal	出售所得款項	303	—

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 26 CASH FLOW INFORMATION (Continued)

(c) Net cash reconciliation:

Cash and cash equivalents	現金及現金等價物
Borrowings – repayable within one year	借款 – 須於一年內償還
<b>Net cash</b>	<b>現金淨額</b>
Cash and cash equivalents	現金及現金等價物
Gross debt – fixed interest rates	總債務 – 固定利率
Gross debt – floating interest rates	總債務 – 浮動利率
<b>Net cash</b>	<b>現金淨額</b>

### 26 現金流量資料 (續)

(c) 現金淨額對賬：

<b>As at 31 December</b>	
於十二月三十一日	
<b>2018</b>	2017
二零一八年	二零一七年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元
<b>116,391</b>	92,970
<b>(103,000)</b>	(88,200)
<b>13,391</b>	4,770
<b>116,391</b>	92,970
<b>(13,000)</b>	(5,000)
<b>(90,000)</b>	(83,200)
<b>13,391</b>	4,770

		<b>Cash and cash equivalents</b>	<b>Borrowings</b>	<b>Total</b>
		現金及 現金等價物 RMB'000 人民幣千元	借款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Net cash as at 31 December 2017	於二零一七年 十二月三十一日 之現金淨額	92,970	(88,200)	4,770
Cash flow	現金流量	23,728	(14,800)	8,928
Foreign exchange adjustments	外匯調整	(307)	–	(307)
<b>Net cash as at 31 December 2018</b>	<b>於二零一八年 十二月三十一日 之現金淨額</b>	<b>116,391</b>	<b>(103,000)</b>	<b>13,391</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 27 OPERATING LEASE COMMITMENTS

#### (f) Operating lease commitments – as lessor

The Group leases out certain of its office premises under non-cancellable operating lease agreements. The Group had future aggregate minimum lease receivables under non-cancellable operating leases as follows:

Not later than one year	不遲於一年
Later than one year and not later than five years	遲於一年但不遲於五年

### 27 經營租賃承擔

#### (f) 經營租賃承擔—作為出租人

本集團根據不可撤銷的經營租賃協議租出若干其辦公室物業。本集團根據不可撤銷的經營租賃的未來最低應收租金總額如下：

As at 31 December  
於十二月三十一日

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
380	—
195	—
<b>575</b>	<b>—</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 27 OPERATING LEASE COMMITMENTS (Continued)

#### (g) Operating lease commitments – as lessee

The Group leases certain of its office premises under non-cancellable operating lease agreements. The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

Not later than one year	不遲於一年
Later than one year and not later than five years	遲於一年但不遲於五年
Later than five years	遲於五年

### 27 經營租賃承擔 (續)

#### (g) 經營租賃承擔—作為承租人

本集團根據不可撤銷的經營租賃協議租用若干辦公室物業。本集團在該等不可撤銷經營租賃下的未來最低租賃付款總額如下：

**As at 31 December**  
於十二月三十一日

2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
3,390	824
12,811	15,948
16,281	16,281
32,482	33,053

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 28 RELATED PARTY TRANSACTIONS

The directors of the Company are of the view that the following companies and individuals were related parties that had transactions or balances with the Group during the year:

Name of the related party 關聯方姓名／名稱	Principal business activities 主要業務活動	Relationship with the Group 與本集團的關係
Ms. Hou Wei 侯薇女士		Controlling Shareholder 控股股東
Meizhou Xikang Construction Company Limited ("Meizhou Xikang") 梅州市禧康建築工程有限公司 (「梅州禧康」)	Architectural Engineering 建築工程	An entity is significantly influenced by a close member of the family of the Controlling Shareholder 受到控股股東家族近親的重大影響的一家實體
Mr. Wen Jingfeng ("Mr. Wen") 溫敬鋒先生(「溫先生」)		Son of Ms. Deng Haiming, key management 鄧海鳴女士之子，為主要管理層

Except as disclosed in note 25, the Group had the following related party transactions for the year ended 31 December 2018 and 2017.

### 28 關聯方交易

年內，本公司董事認為下列公司及個人為與本集團有交易或結餘的關聯方：

除附註25所披露者外，本集團於截至二零一八年及二零一七年十二月三十一日止年度有以下關聯方交易。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 28 RELATED PARTY TRANSACTIONS (Continued)

#### (a) Key management compensation

Wages, allowance and bonus	工資、津貼及花紅
Share based payment	以股份為基礎付款
Contributions to pension plans and others	退休金計劃供款及其他

### 28 關聯方交易 (續)

#### (a) 主要管理層的薪酬

**Year ended 31 December**  
截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
2,589	2,576
127	-
145	145
2,861	2,721

#### (b) Transactions with related parties

The following transactions were carried out between the Group and related parties. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

#### (b) 與關聯方的交易

本集團與關聯方已進行以下交易。本公司董事認為，關聯方交易乃於正常業務過程中按本集團與有關關聯方商定之條款進行。

**Year ended 31 December**  
截至十二月三十一日止年度

Sales to Meizhou Xikang	銷售予梅州禧康
Provision of engineering services to Meizhou Xikang	向梅州禧康提供工程服務
Rental paid to Mr. Wen	向溫先生支付的租金

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
1,590	5,291
381	1,117
39	35

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 28 RELATED PARTY TRANSACTIONS (Continued)

### 28 關聯方交易 (續)

#### (c) Balance with a related party

#### (c) 與關聯方的結餘

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Contract assets – Meizhou Xikang	合約資產—梅州禧康	1,536	–
Trade and other receivables – Meizhou Xikang	貿易及其他應收款項 – 梅州禧康	376	6,866
Amount due from Meizhou Xikang	應收梅州禧康款項	1,912	6,866

The balance due from a related party are denominated in RMB, unsecured, interest free and are repayable on demand.

As at 31 December 2018, trade receivables of RMB123,000 (2017: RMB123,000) due from Meizhou Xikang was past due but not impaired.

應收一名關聯方結餘以人民幣計值，屬無抵押、免息及須按要求償還。

於二零一八年十二月三十一日，應收梅州禧康的貿易應收款項人民幣123,000元（二零一七年：人民幣123,000元）為已逾期但未減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY      29 本公司的資產負債表及儲備變動

#### Balance sheet of the Company

#### 本公司的資產負債表

		As at 31 December 於十二月三十一日	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		Note 附註	
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment in a subsidiary	於一家附屬公司的投資	<u>161,401</u>	<u>154,299</u>
<b>Current assets</b>	<b>流動資產</b>		
Amounts due from shareholders	應收股東款項	377	358
Amounts due from subsidiaries	應收附屬公司款項	214,350	119,330
Cash and cash equivalents	現金及現金等價物	47,004	4,901
Prepayments and other receivables	預付款項及其他應收款項	<u>7,949</u>	<u>365</u>
		<u>269,680</u>	<u>124,954</u>
<b>Total assets</b>	<b>資產總值</b>	<u>431,081</u>	<u>279,253</u>
<b>EQUITY</b>	<b>權益</b>		
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔股本及儲備</b>		
Share capital	股本	58,190	35,638
Share premium	股份溢價	363,001	243,832
Other reserves	其他儲備	a 23,774	10,154
Accumulated losses	累計虧損	a (14,249)	(10,638)
<b>Total equity</b>	<b>權益總額</b>	<u>430,716</u>	<u>278,986</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

### 29 本公司的資產負債表及儲備變動(續)

#### Balance sheet of the Company (Continued)

#### 本公司的資產負債表(續)

As at 31 December  
於十二月三十一日

		2018 二零一八年 <i>RMB'000</i> 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
<b>LIABILITIES</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	365	267
<b>Total liabilities</b>	<b>負債總額</b>	<b>365</b>	<b>267</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>431,081</b>	<b>279,253</b>

Note  
附註

The balance sheet of the Company was approved by the Board of Directors on 29 March 2019 and was signed on its behalf.

本公司的資產負債表於二零一九年三月二十九日獲董事會批准並經以下董事簽署。

**Ms. Hou Wei**  
侯薇女士

**Mr. Liu Xianxiu**  
劉賢秀先生

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)      29 本公司的資產負債表及儲備變動(續)

#### Balance sheet of the Company (Continued)

#### 本公司的資產負債表(續)

#### (a) Reserve movement of the Company

#### (a) 本公司的儲備變動

		Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	19,041	(6,430)
Loss for the year	年內虧損	-	(4,208)
Currency translation	貨幣匯兌	(8,887)	-
		<u>10,154</u>	<u>(10,638)</u>
At 31 December 2017	於二零一七年十二月三十一日		
<b>At 1 January 2018</b>	<b>於二零一八年一月一日</b>	<b>10,154</b>	<b>(10,638)</b>
Loss for the year	年內虧損	-	(3,611)
Currency translation	貨幣匯兌	12,674	-
Share based payment (Note 23)	以股份為基礎之付款(附註23)	946	-
		<u>23,774</u>	<u>(14,249)</u>
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>		



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 30 BENEFITS AND INTERESTS OF DIRECTORS

### 30 董事的利益及權益

#### (a) Directors' and chief executive's emoluments

The remuneration of each director and the chief executive officer of the Company is set out below:

For the year ended 31 December 2018:

#### (a) 董事及最高行政人員的薪酬

本公司各董事及最高行政人員的薪酬載列如下：

截至二零一八年十二月三十一日止年度：

Name of Directors	董事姓名	Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking 就擔任董事(無論本公司或其相關附屬公司)的人士的服務已付或應收的薪酬				
		Fees	Salary	Employer's contribution to a retirement benefit scheme 僱主對退休福利計劃作出的供款	Share option	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Executive Directors</b>						
	執行董事					
	Ms. Hou (i)	820	121	26	7	974
	Mr. Yang Baikang (ii)	32	-	-	7	39
	Mr. Liu Xianxiu	205	81	16	7	309
		<u>1,057</u>	<u>202</u>	<u>42</u>	<u>21</u>	<u>1,322</u>
<b>Non-executive Director</b>						
	非執行董事					
	Mr. Hou Bo	205	-	-	7	212
	Mr. Lam On Tai (iii)	174	-	-	50	224
		<u>379</u>	<u>-</u>	<u>-</u>	<u>57</u>	<u>436</u>
<b>Independent non-executive Director</b>						
	獨立非執行董事					
	Mr. Ho Hin Yip	205	-	-	7	212
	Mr. Ye Yihui	103	-	-	7	110
	Mr. Hou Lianchang	103	-	-	7	110
		<u>411</u>	<u>-</u>	<u>-</u>	<u>21</u>	<u>432</u>
<b>Total</b>	<b>總計</b>	<u>1,847</u>	<u>202</u>	<u>42</u>	<u>99</u>	<u>2,190</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 30 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

### 30 董事的利益及權益 (續)

#### (a) Directors' and chief executive's emoluments (Continued)

#### (a) 董事及最高行政人員的薪酬 (續)

For the year ended 31 December 2017:

截至二零一七年十二月三十一日止年度：

Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking  
就擔任董事(無論本公司或其相關附屬公司)的人士的服務已付或應收的薪酬

Name of Directors	董事姓名	Fees 袍金 RMB'000 人民幣千元	Salary 薪金 RMB'000 人民幣千元	Employer's contribution to a retirement benefit scheme 僱主對退休福利計劃作出的供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Executive Directors</b>					
Ms. Hou (i)	侯女士(i)	830	121	27	978
Mr. Liu Xianxiu	劉賢秀先生	208	78	16	302
		<u>1,038</u>	<u>199</u>	<u>43</u>	<u>1,280</u>
<b>Non-executive Director</b>					
Mr. Hou Bo	侯波先生	208	-	-	208
Mr. Lam On Tai	林安泰先生	208	-	-	208
		<u>416</u>	<u>-</u>	<u>-</u>	<u>416</u>
<b>Independent non-executive Director</b>					
Mr. Ho Hin Yip	何衍業先生	208	-	-	208
Mr. Ye Yihui	葉義輝先生	104	-	-	104
Mr. Hou Lianchang	侯聯昌先生	104	-	-	104
		<u>416</u>	<u>-</u>	<u>-</u>	<u>46</u>
<b>Total</b>	<b>總計</b>	<u>1,870</u>	<u>199</u>	<u>43</u>	<u>2,112</u>

(i) Ms. Hou is also the chief executive officer.

(i) 侯女士亦為行政總裁。

(ii) Mr. Yang Baikang was appointed on 7 November 2018.

(ii) 楊柏康先生於二零一八年十一月七日獲委任。

(iii) Mr. Lam On Tai was resigned on 6 November 2018.

(iii) 林安泰先生於二零一八年十一月六日辭任。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 30 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (b) Directors' retirement benefits

No director's retirement benefits subsisted at the end of the year or at any time during the year.

#### (c) Directors' termination benefits

No director's termination benefits subsisted at the end of the year or at any time during the year.

#### (d) Consideration provided to third parties for making available directors' services

No consideration provided to third parties for making available directors' services subsisted at the end of the year or at any time during the year.

#### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors subsisted at the end of the year or at any time during the year.

#### (f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 30 董事的利益及權益 (續)

#### (b) 董事退休福利

概無董事退休福利於年末或年內任何時間仍然有效。

#### (c) 董事離職福利

概無董事離職福利於年末或年內任何時間仍然有效。

#### (d) 就獲提供董事服務而向第三方提供的代價

概無就獲提供董事服務而向第三方提供的代價於年末或年內任何時間仍然有效。

#### (e) 有關以董事、相關董事的受控制法團及關連實體為受益人的貸款、準貸款及其他交易的資料

概無有關以董事、相關董事的受控制法團及關連實體為受益人的貸款、準貸款及其他交易於年末或年內任何時間仍然有效。

#### (f) 董事於交易、安排或合約之重大權益

本公司於年末或年內任何時間概無訂立任何本公司董事直接或間接擁有重大權益及與本公司業務有關且仍然存在之重大交易、安排及合約。

### **31 SUBSEQUENT EVENTS**

On 19 February 2019, Jiyi Entertainment Limited, a wholly owned subsidiary of the Company, entered an investment agreement with Xinbao Culture Media Limited, Xinfeng Culture Media Limited (“Xinfeng Culture”) and Tourmaline Investment Holding Limited, pursuant to which Jiyi Entertainment Limited agreed to purchase 510 shares, representing 51% of the issued shares of Xinfeng Culture at an aggregate consideration of HKD54,366,000. The acquisition consists of a two-step purchase and sale, including the purchase and sale of (i) 200 issued shares of Xinfeng Culture at a consideration of HKD21,320,000; and (ii) 310 issued shares of Xinfeng Culture at a consideration of HKD33,046,000. The major assets of Xinfeng Culture include the income right of a movie and the right of first refusal of the income right of another three movies and media projects. As at the date of this report, HKD21,320,000 has been paid.

### **31 期後事項**

於二零一九年二月十九日，集一影視投資有限公司（本公司之全資附屬公司）與信寶文化傳媒有限公司、信豐文化傳媒有限公司（「信豐文化」）及碧璽投資控股有限公司訂立投資協議，據此，集一影視投資有限公司同意購買510股股份，相當於信豐文化已發行股份之51%，總代價為54,366,000港元。收購事項由兩個買賣步驟組成，包括買賣(i)信豐文化之200股已發行股份，代價為21,320,000港元；及(ii)信豐文化之310股已發行股份，代價為33,046,000港元。信豐文化之主要資產包括該電影之收入權及另外三出電影及媒體項目收入權之優先購買權。於本報告日期，21,320,000港元已支付。

# FIVE FISCAL YEARS FINANCIAL SUMMARY

## 五個財政年度之財務概要

### RESULTS

### 業績

For the year ended 31 December

截至十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Revenue	收入	<u>599,478</u>	<u>415,968</u>	<u>382,835</u>	<u>348,668</u>	<u>333,818</u>
Profit before income tax	除所得稅前溢利	<u>18,137</u>	14,698	26,187	45,433	54,611
Income tax expenses	所得稅開支	<u>(6,064)</u>	<u>(5,717)</u>	<u>(8,590)</u>	<u>(14,162)</u>	<u>(12,607)</u>
Profit for the year	年內溢利	<u>12,073</u>	<u>8,981</u>	<u>17,597</u>	<u>31,271</u>	<u>42,004</u>
Total comprehensive income attributable to equity holders of the Company	本公司權益持有人應佔全面收入總額	<u>11,480</u>	<u>8,043</u>	<u>19,162</u>	<u>32,194</u>	<u>42,004</u>

### ASSETS AND LIABILITIES

### 資產及負債

At 31 December

於十二月三十一日

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Total assets	資產總值	<u>735,886</u>	<u>507,770</u>	<u>487,313</u>	<u>437,011</u>	<u>308,383</u>
Total liabilities	負債總額	<u>246,078</u>	<u>172,846</u>	<u>160,432</u>	<u>176,811</u>	<u>133,213</u>
Total equity	權益總額	<u>489,808</u>	<u>334,924</u>	<u>326,881</u>	<u>260,200</u>	<u>175,170</u>

JIYI HOUSEHOLD INTERNATIONAL HOLDINGS LIMITED

集一家居國際控股有限公司

