



克莉絲汀國際控股有限公司

CHRISTINE INTERNATIONAL HOLDINGS LIMITED

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code: 1210

二零一六年年報 Annual Report 2016



目錄 CONTENTS

公司資料 Corporate Information	2
主席致辭 Chairman's Statement	5
管理層討論及分析 Management Discussion and Analysis	9
董事及高級管理層 Directors and Senior Management	23
董事會報告 Report of the Directors	29
企業管治報告 Corporate Governance Report	54
獨立核數師報告 Independent Auditor's Report	75
綜合損益及其他全面收入報表 Consolidated Statement of Profit or Loss and Other Comprehensive Income	83
綜合財務狀況表 Consolidated Statement of Financial Position	84
綜合權益變動表 Consolidated Statement of Changes in Equity	86
綜合現金流量表 Consolidated Statement of Cash Flows	88
綜合財務報表附註 Notes to the Consolidated Financial Statements	90
財務概要 Financial Summary	172





公司資料 CORPORATE INFORMATION

董事會

執行董事

羅田安先生(主席)
許鴻森先生(於二零一六年六月三日獲委任)
林銘田先生(於二零一六年六月三日獲委任)
洪敦清先生(於二零一六年六月三日被罷免)
林煜先生(於二零一六年六月三日被罷免)

非執行董事

卓啟明先生

獨立非執行董事

高海明先生
朱念琳先生
蘇莞文女士

審核委員會

高海明先生(主席)
朱念琳先生
蘇莞文女士

薪酬委員會

朱念琳先生(主席)
蘇莞文女士
羅田安先生

提名委員會

朱念琳先生(主席)
高海明先生
羅田安先生

戰略及投資委員會

羅田安先生(主席)
高海明先生
林銘田先生(於二零一六年六月三日獲委任)
洪敦清先生(於二零一六年六月三日被罷免)

BOARD OF DIRECTORS

Executive Directors

Mr. Tien-An Lo (*Chairman*)
Mr. Hung-Sen Hsu (*appointed on 3 June 2016*)
Mr. Ming-Tien Lin (*appointed on 3 June 2016*)
Mr. Dun-Ching Hung (*removed on 3 June 2016*)
Mr. Yu Lin (*removed on 3 June 2016*)

Non-executive Director

Mr. Chi-Ming Chou

Independent non-executive Directors

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

Mr. Nianlin Zhu (*Chairman*)
Ms. Wanwen Su
Mr. Tien-An Lo

NOMINATION COMMITTEE

Mr. Nianlin Zhu (*Chairman*)
Mr. Haiming Gao
Mr. Tien-An Lo

STRATEGY AND INVESTMENT COMMITTEE

Mr. Tien-An Lo (*Chairman*)
Mr. Haiming Gao
Mr. Ming-Tien Lin (*appointed on 3 June 2016*)
Mr. Dun-Ching Hung (*removed on 3 June 2016*)



公司資料 CORPORATE INFORMATION

企業管治委員會

楊艷女士(主席)
廖維綸先生
程艷女士
卞傳紅女士

公司秘書

趙明璟先生

授權代表

羅田安先生
趙明璟先生

註冊辦事處

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

總辦事處及主要營業地點

中華人民共和國
上海
普陀區
金沙江路33號
郵編：200062

香港主要營業地點

香港
銅鑼灣
希慎道33號
利園一期
19樓1901室

CORPORATE GOVERNANCE COMMITTEE

Ms. Yan Yang (*Chairlady*)
Mr. Weilun Liao
Ms. Yan Cheng
Ms. Chuanhong Bian

COMPANY SECRETARY

Mr. Chiu Ming King

AUTHORISED REPRESENTATIVES

Mr. Tien-An Lo
Mr. Chiu Ming King

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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



公司資料 CORPORATE INFORMATION

主要股份過戶登記處

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

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號31樓

核數師

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

法律顧問

陳浩銘律師事務所與泰樂信律師事務所聯盟
香港
中環
皇后大道中8號
21樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
31/F, 148 Electric Road
North Point
Hong Kong

AUDITORS

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

LEGAL ADVISOR

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



主席致辭

CHAIRMAN'S STATEMENT

由於烘焙市場競爭多元及成本提升等客觀條件未有減緩，突破收入瓶頸或控管必要開銷皆不易，克莉絲汀國際控股有限公司（「本公司」或「克莉絲汀」）及其附屬公司（統稱「本集團」）二零一六年繼續執行關閉效益不彰門店的政策，雖減緩了營業虧損，但也抑制營業收入，專注本業拓展多元業務將是下階段努力目標。

財務回顧

二零一六年本集團繼續縮減門店營業數量，年度淨關閉了不適宜門市店74家，營業收入約人民幣925,705,000元，較前一年度減少了12.81%，關店降低了本集團成本及費用，營業成果較前一年度同期減少虧損18.30%。二零一六年，虧損金額約人民幣121,210,000元。二零一六年，每股基本虧損約為人民幣12.0仙。

鑑於本集團早年發售預付卡券尚有部分沉澱遲未兌換，為喚起老顧客的關注，且提升營業收入並降低負債，透過宣導鼓勵持卡券者儘快兌換，加之新發售預付卡券金額減少，二零一六年，營業活動現金淨流出約人民幣31,261,000元。

截至二零一六年十二月三十一日，集團現金及約當現金（含出售預付卡依政府規定存出保證金）餘額總計約人民幣510,279,000元，截至二零一六年十二月三十一日，流動比率仍能維持在103.65%水準，無金融機構或民間融資，尚能供公司正常發展及運營。

As the condition of diversified competition in the bakery industry and the increase in cost do not show signs of alleviation, it is difficult to achieve breakthrough in revenue bottleneck or control necessary expenses of the Company. Christine International Holdings Limited (“the **Company**” or “**Christine**”) and its subsidiaries (collectively “**the Group**”) continued to implement the policy of closing down inefficient stores in 2016. Although operating losses were reduced, operation revenue was curbed. The Group's target for the next stage is to focus on its main business and also to expand and diversify its business.

FINANCIAL REVIEW

The Group continued to reduce the number of stores in 2016. Net closure of loss-making stores during the year reached 74. Operating revenue was approximately RMB925,705,000 during the year ended 31 December 2016, representing a decrease of 12.81% as compared with the last year. Closure of stores led to a reduction in the Group's cost and expenses. In terms of operating results, we recorded a decrease in loss of 18.30% during the year ended 31 December 2016 compared with the last year. Loss was approximately RMB121,210,000 in 2016. Basic loss per share was approximately RMB12.0 cents in 2016.

In view of the fact that some of the pre-paid cards and coupons sold by the Group in previous years are still unredeemed, in order to arouse the attention of old customers, and to increase operating income and reduce liabilities, through encouragement of coupon holders to redeem their pre-paid cards and coupons as soon as possible, coupled with the decrease in amount of newly sold pre-paid cards, net cash outflow from operating activities amounted to approximately RMB31,261,000 in 2016.

As at 31 December 2016, the Group's cash and cash equivalents (including refundable deposits made in accordance with government regulations with regard to sales of pre-paid cards) amounted to approximately RMB510,279,000. Current ratio as at 31 December 2016 can still be maintained at a level of 103.65%. Despite without financing from financial institutions or private sectors, the Company could still maintain its development and operations.



主席致辭

CHAIRMAN'S STATEMENT

業務回顧

持續關閉不適合經營的門店，減緩虧損

延續二零一四年下半年起的關店政策，凡已發生常態大額虧損、費用持續擴大或位址不佳的不符成本效益門店，皆依既定政策關閉。二零一六年關店74家。雖然關店造成營業收入減少，但有效控制了營運開支，虧損也隨之減緩。

節慶購買熱度消減，預付卡(券)銷售衰退

中秋節向來是傳統月餅及禮券銷售高峰，隨送禮習俗改變、新生代口味轉變及禮品多元替代性，節慶禮品銷售不如以往暢旺，月餅及烘焙預付卡(券)銷售金額逐年下降，加上部分早年發售、流通在外已久的卡(券)餘額尚未兌換去化也將成為新卡(券)銷售阻力，二零一六年本公司雖積極鼓勵舊券兌換，但仍因新卡(券)銷售未能盡如人意，整體卡(券)銷售業務衰退。這亦增加了營運現金流動風險。

開發特色產品，對接批售渠道

烘焙食品銷售渠道十分多元，除本集團目前設立專業糕餅門店販賣各式產品外，便利店、大賣場、咖啡廳、網路電商、酒店餐飲等，都同屬主流銷售渠道，由於各渠道銷售性質各有差異，分工需求不同，我們嘗試與各類渠道形成合作，投入開發訂製產品，提供常溫或冷鏈成品或半成品，以合約批售型態販售，開拓新的業務型態。

BUSINESS REVIEW

Continual closure of stores that were unsuitable for operation to minimize loss

We continued the policy of closure of stores since the second half of 2014. All cost-ineffective stores recording frequent large amount of losses, continual increases in expenses or at inferior locations are closed according to the policy. During 2016, we closed 74 stores. Although the closure of the stores resulted in a reduction in operating income, it effectively controlled operating expenses and reduced losses.

Fall in purchase during festivals and reduction in sales of prepaid cards or coupons

Mid-Autumn Festival has always been the sales peak of traditional moon cakes and gift coupons. With changes in present-giving customs, changes in tastes of new generation customers and diversification and substitution of gifts, sales of festive gifts is not as popular as in the past. Sales amount of pre-paid cards or coupons of mooncakes and bakery products fell year by year. In addition, some cards or coupons sold in early years have not been redeemed and this has hindered sales of new cards or coupons. Although the Company has actively encouraged redemption of old coupons during 2016, overall sales of cards and coupons declined due to unsatisfactory performance in the sale of new cards and coupons. This also increased liquidity risks of operating cash.

Development of featured products and connection with sales channels

Sales channels of bakery products are very diversified. Apart from sales of different products in professional bakery stores set up by the Group, convenience stores, supermarkets, cafes, online e-commerce shops, hotel catering, etc., are also mainstream sales channels. As a result of difference in sales nature of various channels, demand for labour division is different. We tried to cooperate with different channels to develop customized products. We provide room temperature, cold-chain finished or semi-finished products, and sell them in contracted sales arrangements, in order to develop new business models.



主席致辭 CHAIRMAN'S STATEMENT

未來展望

提升營業額及產能利用率是二零一七年的工作方針目標，主要具體想法如下：

1. 選擇試點虧損門店，透過扭虧激勵方案，達到員工收入提升與公司業績增長雙贏狀態。
2. 成立專責部門開發代工或批售渠道，在同業分工市場中佔有一定分額，達到工廠產能利用率與公司業績增長的雙重效果。
3. 強化電子商務功能，增加網路協同夥伴，從網路市場重新拾回失去的產品市場佔有率。
4. 考慮產能成本攤提及避免營業額持續下降，門店轉型將取代關店政策，達到品牌形象轉型及維持營業規模的雙重效益。

食品安全是烘焙業最大行業風險，本集團仍一秉原則，捍衛食品安全。未來一年除了上述業務計畫，本集團在環保、社會責任及企業治理方面，也將恪守初心，從嚴律己利人，在以獲利為天職的目標下，期望也為自然環境、人群福利及社會正義而努力。

PROSPECTS

Enhancement of turnover and capacity utilization rate is the target of 2017. Our major ideas are as follows:

1. To adopt proposals to maximize staff's incentives at selected loss-making stores. Which aims to lead to a win-win situation of an increase in income of the staff of those stores and improvement in overall financial results of the Company.
2. To establish specific departments responsible for development of OEM or wholesales channel to gain certain share in that industry, so as to create the effect of simultaneous growth of factories' capacity utilization rate and the Company's financial results.
3. To strengthen the function of e-commerce sales by increasing online business partners in order to regain lost market share in the online market.
4. To consider amortization of capacity cost and avoid continual fall of turnover. The Group's policy of closure of stores will gradually be replaced by the transformation of stores, to create simultaneous benefits of rebranding and maintaining the operation scale.

Food safety is the greatest industry risk of the bakery industry. The Group adheres to its commitment to ensure food safety. In the coming year, apart from the above business plans, the Group will also adhere to its original commitment with regard to environmental, social responsibilities and corporate governance. Apart from our goal to make profits, we also wish to contribute to the environment, welfare of society and social justice.



主席致辭

CHAIRMAN'S STATEMENT

感謝

在經營成績尚無顯著提升的一年裡，轉型及發展新業務的波折不斷，耗時冗長，感謝所有股東的無限包容，不僅耐心的等候，也在經營遇到瓶頸時仍然保有信心繼續持股。本公司對未來的規劃已進入執行階段，虧損也較去年降低，希望各位股東仍能一如既往，繼續支持。

由於配合新的業務推廣重點，員工中，除了舊的同仁們扛下了更大的預算目標，二零一六年也注入了大量的新血，新同事們被賦予了新的工作使命，新舊同事間有合作分工，也有世代交替，透過磨合與協同，無形中改變了公司文化，也提升了企業競爭力。

本人於此，由衷感謝股東們與工作夥伴們，你們是企業的發展和新力量，除了感謝，本集團也許諾投入更多心力與資源，期能創造共贏互利的結果，回饋給一直支持經營團隊的各位。

APPRECIATION

In a year of no significant improvement in operating results, transformation and development of new business encountered twists and turn and took a long period of time. The Group appreciates the tolerance of all shareholders who not only wait patiently but also maintain confidence in shareholding when we face bottlenecks in our operations. The Company's future planning has entered the phase of implementation and loss was reduced compared with last year. We wish all shareholders can support us as usual.

To cope with our focus on promoting new business, besides experienced staff who bear greater estimated goals, we also recruited new staff in 2016. New staff are endowed with new work missions and there is cooperation, labour division and alternation between new and old staff. Through blending and coordination, the Company's culture is changed invisibly and its competitiveness is also enhanced.

I sincerely express our gratitude to shareholders and our staff. You are the new power of enterprise. Apart from appreciation, the Group also promises to put more efforts and resources to create win-win results to reward all of you who always support our operation team.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

營業收入

本集團二零一六年度及二零一五年度營業收入分析如下：

		二零一六年度 2016 人民幣千元 RMB'000		二零一五年度 2015 人民幣千元 RMB'000	
		營業收入 Operating Revenue	營業毛利 Gross Operating Profit	營業收入 Operating Revenue	營業毛利 Gross Operating Profit
麵包及蛋糕	Bread and cakes	671,814	254,280	772,213	299,336
月餅	Moon cakes	79,666	65,548	94,810	77,909
點心	Pastries	103,281	62,610	118,218	71,964
其他	Other	70,944	48,138	76,509	52,009
		925,705	430,576	1,061,750	501,218

二零一六年本集團營業收入約為人民幣925,705,000元，較二零一五年營業收入約人民幣1,061,750,000元減少約12.81%，主要原因係二零一六年持續關閉虧損門店74家，由於關閉虧損門店，門店總數從二零一五年底的760家減少至二零一六年底的686家。目前市況同業仍多元競爭激烈，但烘焙市場消費與日緩增，全年整體同店銷售增長率僅微幅下滑為-1.8%。

另外，以地區別分析，上海地區仍佔集團二零一六年銷售額約58.96%，較之二零一五年度的59.99%，些微下降，仍是本集團最主要收入來源，由於業態屬工廠出貨的傳統零售門店，在市區相對現烤現製的品牌研發競爭力較弱。因此，我們

FINANCIAL REVIEW

Operating Revenue

An analysis of the Group's operating revenue for the years of 2016 and 2015 is set out as follows:

The Group's operating revenue was approximately RMB925,705,000 in 2016, representing a decrease of approximately 12.81% as compared with approximately RMB1,061,750,000 in 2015. The decrease in revenue was mainly attributable to the continual closure of 74 loss-making stores in 2016. The total number of stores fell from 760 at the end of 2015 to 686 at the end of 2016, due to the closure of loss-making stores. Competition in the bakery industry was still keen but market consumption continued to rise slowly. The growth rate of overall same-store sales has slightly decreased by -1.8%.

In terms of geographical locations, sales revenue from the Group's retail outlets in Shanghai accounted for approximately 58.96% of the Group's revenue for 2016, which slightly decreased from 59.99% in 2015. The main source of the Group's revenue was still from the Shanghai market. Since we adopted a business model of selling food delivered from factories in traditional retail outlets, we were less competitive as other brands which sold freshly baked products in urban areas. As such, we continued our strategy in the previous year and reduced the number of retail outlets. For more information on



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

延續上一年度策略，減少零售門店，詳情請參閱本年報「研發展望」一節。年度關閉上海門店達51家，佔全年度淨關店數量的68.92%，區內二零一六年營業收入較二零一五年減少約人民幣91,199,000元，下降約14.32%；江蘇省、浙江省營業收入則分別較二零一五年減少約人民幣22,548,000元及人民幣22,297,000元，減幅為8.31%及14.53%。

隨74家零售門店關閉後，二零一六年主要產品麵包及蛋糕類的收入較二零一五年減少約人民幣100,399,000元，減少13%。另外，點心類及其他類產品亦受影響，銷售減少約人民幣14,937,000元及人民幣5,565,000元，減幅分別為約12.64%及7.27%；二零一六年年餅類收入亦受影響並較二零一五年減少約人民幣15,144,000元，減幅約為15.97%。

以支付工具分析，公司的銷售額源於門店之現金(及銀行卡)的銷售、禮券(及預付卡)的兌換，二零一六年現金(及銀行卡)渠道銷售額約人民幣515,573,000元，佔總銷售額的55.70%，低於二零一五年的人民幣627,284,000元約17.81%；二零一六年禮券(及預付卡)因卡券銷售放緩，兌換產品銷售額則約人民幣410,132,000元，佔總銷售額44.30%，低於二零一五年的人民幣434,466,000元約5.60%。

營業毛利

本集團二零一六年營業毛利約為人民幣430,576,000元，較二零一五年人民幣501,218,000元減少約14.09%，主要因銷貨量減少致產能利用率下降，固定成本攤銷較高，年度毛利率約為46.51%，較二零一五年的47.21%微降。

our strategy, please refer to the section headed “Research and Development Prospects” in this annual report. During the year, we recorded a closure of 51 stores in Shanghai, representing 68.92% of the net decrease in the number of retail outlets during the year. Operating revenue in this area for 2016 decreased by approximately RMB91,199,000 or approximately 14.32% as compared with 2015. We also recorded a decrease in operating revenue in Jiangsu and Zhejiang provinces of approximately RMB22,548,000 and RMB22,297,000, respectively, or 8.31% and 14.53%, respectively, as compared with 2015.

Following the closure of 74 retail stores, revenue from our main products in 2016, namely bread and cakes, decreased by approximately RMB100,399,000 or 13% as compared with 2015. In addition, both pastries and others were also affected with sales volume decreased by approximately RMB14,937,000 and RMB5,565,000, or approximately 12.64% and 7.27%, respectively. The Group’s revenue from moon cakes was also affected and decreased by approximately RMB15,144,000 or approximately 15.97% as compared with 2015.

In terms of payment methods, the Company’s revenue in retail stores was settled either in cash (and bank cards) sales or through redemption of coupons (and pre-paid cards). In 2016, revenue settled by cash (and bank cards) amounted to approximately RMB515,573,000, accounting for 55.70% of the total revenue, representing a decrease of approximately 17.81% as compared with RMB627,284,000 in 2015. Sales revenue through sales of coupons (and pre-paid cards) slowed down and amounted to approximately RMB410,132,000 in 2016, accounting for 44.30% of the total revenue, representing a decrease of approximately 5.60% as compared with RMB434,466,000 in 2015.

Gross Operating Profit

The Company’s gross operating profit was approximately RMB430,576,000 in 2016, representing a decrease of approximately 14.09% as compared with RMB501,218,000 in 2015, attributable to a decrease in production capacity utilization rate caused by a decrease in sales volume and higher fixed cost amortization. Gross profit margin for the year 2016 was approximately 46.51%, which slightly decreased as compared with 47.21% in 2015.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

其他收入

二零一六年本集團其他收入約為人民幣12,864,000元，較二零一五年約人民幣13,776,000元，減少約人民幣912,000元，主要因年度銀行結餘及現金下降致利息收入減少約人民幣754,000元。

其他收益及損失

本集團二零一六年其他損失約為人民幣21,609,000元，較二零一五年淨其他損失約人民幣33,320,000元，損失減少約人民幣11,711,000元，主要是因二零一六年提列資產減值準備較二零一五年減少約人民幣30,609,000元，該等減少由於已過期未兌換預付券因本年度兌換加速收益較二零一五年減少約人民幣15,159,000元而被部分抵銷。

分銷及銷售費用

受本集團策略性關閉部份虧損門店影響，二零一六年銷售費用約為人民幣464,092,000元，較二零一五年約人民幣541,671,000元，減少約人民幣77,579,000元，其中薪資費用雖受地區政府延續調升勞動者最低工資政策和社會福利保障制度影響，但關閉虧損門店仍使年度薪酬費用下降約人民幣31,194,000元，租賃費、水電費、裝修費用攤銷及折舊費用亦隨之減少約人民幣26,359,000元、人民幣4,046,000元、人民幣3,999,000元及人民幣1,943,000元；於二零一六年各類產品銷量隨門店數減少而下降，紙盒提袋及運輸費減少約人民幣3,923,000元及人民幣2,672,000元。

Other Income

Other income of the Group decreased by approximately RMB912,000 from approximately RMB13,776,000 in 2015 to approximately RMB12,864,000 in 2016, primarily attributable to a decrease in interest income of approximately RMB754,000 caused by a decrease in bank balances and cash for the year.

Other Gains and Losses

The Group recorded other losses of approximately RMB21,609,000 in 2016, representing a decrease in loss of approximately RMB11,711,000 as compared with net other losses of approximately RMB33,320,000 in 2015. It was mainly due to a decrease in provision for impairment of assets of approximately RMB30,609,000 in 2016 as compared with 2015, which was partially offset by the decrease in gain on expired unredeemed prepaid coupons of approximately RMB15,159,000 as compared with 2015 due to acceleration in redemption in the current year.

Distribution and Selling Expenses

Affected by the Group's strategic closure of certain loss-making stores, selling expenses decreased by approximately RMB77,579,000 from approximately RMB541,671,000 in 2015 to approximately RMB464,092,000 in 2016. Despite the effect of the ongoing increase in the minimum labour wage imposed by the local government and the influence from social welfare and security system on salary cost, annual salary expenses still decreased by approximately RMB31,194,000 because of the closure of loss-making stores. Rental expenses, utility expenses, amortization of repair expenses and depreciation expenses relating to retail stores decreased by approximately RMB26,359,000, RMB4,046,000, RMB3,999,000 and RMB1,943,000, respectively. Expenses for paper boxes and bags as well as transportation decreased by approximately RMB3,923,000 and RMB2,672,000, as sales of all types of products reduced with the cutdown on stores.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

管理費用

二零一六年管理費用約為人民幣76,244,000元，延續去年成本縮減政策，較二零一五年約人民幣84,718,000元，減少約人民幣8,474,000元，主要因二零一五年較二零一六年多支付門店設計費約人民幣4,586,000元，且二零一六年折舊費用及修理費用也減少約人民幣1,158,000元及約人民幣1,370,000元。

其他費用

二零一六年其他費用約人民幣761,000元，較二零一五年約人民幣1,718,000元減少約人民幣957,000元。

分佔一間聯營公司溢利

二零一六年分佔一間聯營公司溢利約為人民幣467,000元，係因轉投資獲利產生，較二零一五年分佔收益約人民幣382,000元，略增約人民幣85,000元。

所得稅費用

二零一六年所得稅費用約為人民幣2,411,000元，較二零一五年約人民幣2,300,000元，增加約人民幣111,000元，與上年度基本持平。

本公司擁有人應佔年內虧損及總全面支出

二零一六年度發生淨損約為人民幣121,210,000元，較二零一五年約人民幣148,351,000元，淨虧損減少約人民幣27,141,000元。淨利潤率則由二零一五年-13.97%輕微改善為二零一六年-13.09%。

Administrative Expenses

Continuing with the cost reduction policy from last year, administrative expenses decreased by approximately RMB8,474,000 from approximately RMB84,718,000 in 2015 to approximately RMB76,244,000 in 2016. This was mainly due to the fact that store design expenses in 2015 were higher than 2016 by approximately RMB4,586,000, and depreciation expenses and repair expenses relating to the back office also decreased by approximately RMB1,158,000 and approximately RMB1,370,000 in 2016.

Other Expenses

Other expenses decreased by approximately RMB957,000 from approximately RMB1,718,000 in 2015 to approximately RMB761,000 in 2016.

Share of Profit of an Associate

Share of profit of an associate was approximately RMB467,000 in 2016, which was generated by profit from investment. It represented a slight increase of approximately RMB85,000 as compared with the share of profit of approximately RMB382,000 in 2015.

Income Tax Expenses

Income tax expenses increased by approximately RMB111,000 from approximately RMB2,300,000 in 2015 to approximately RMB2,411,000 in 2016 which was at a similar level as the previous year.

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

Net losses decreased by approximately RMB27,141,000 from approximately RMB148,351,000 in 2015 to approximately RMB121,210,000 in 2016. Net profit margin slightly improved from -13.97% in 2015 to -13.09% in 2016.



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

財務狀況分析

存貨週轉天數

下表載列二零一六及二零一五年度存貨週轉天數：

		截至十二月三十一日止年度 For the years ended 31 December	
		二零一六年 2016	二零一五年 2015
存貨週轉天數(附註)	Inventory turnover days (Note)	21	20

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

本公司存貨包括原材料及產成品，二零一六年存貨週轉天數與二零一五年相同，存貨水準相近。

貿易應收款項週轉天數

下表載列二零一六及二零一五年度貿易應收款項週轉天數：

		截至十二月三十一日止年度 For the years ended 31 December	
		二零一六年 2016	二零一五年 2015
貿易應收款項週轉天數(附註)	Trade receivables turnover days (Note)	6	6

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

貿易應收款項主要是因主營業務收入產生，應收而未收回的款項，其週轉天數二零一六年與二零一五年維持不變。

ANALYSIS OF FINANCIAL POSITION

Inventory Turnover Days

The following table sets forth the inventory turnover days for 2016 and 2015:

		截至十二月三十一日止年度 For the years ended 31 December	
		二零一六年 2016	二零一五年 2015
存貨週轉天數(附註)	Inventory turnover days (Note)	21	20

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

The Company's inventories consist of raw materials and finished goods. Inventory turnover days were the same for 2016 and 2015. The inventory levels were similar.

Trade Receivables Turnover Days

The following table sets forth the trade receivables turnover days for 2016 and 2015:

		截至十二月三十一日止年度 For the years ended 31 December	
		二零一六年 2016	二零一五年 2015
貿易應收款項週轉天數(附註)	Trade receivables turnover days (Note)	6	6

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

Trade receivables are mainly for revenue generated from principal businesses and outstanding receivables, with turnover days remaining the same for both 2016 and 2015.



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

貿易應收款項之賬齡

下表載列所示日期本公司貿易應收款項之賬齡分析：

		於十二月三十一日 As of 31 December	
		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
賬齡	Age		
0~30天	0 to 30 days	10,695	12,338
31~60天	31 to 60 days	210	348
61~90天	61 to 90 days	396	381
91~180天	91 to 180 days	1,250	3,205
超過180天	Over 180 days	51	506
		12,602	16,778

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

受限銀行存款

受限銀行存款為根據商務部二零一三年第九號文件對單用途預付卡管理試行辦法的規定，存入銀行之保證金。二零一六年按銷售預付卡券餘額提撥而存放在銀行的相關保證金約人民幣52,390,000元，與二零一五年其約人民幣51,700,000元約略相當。

可供出售金融資產

本公司於二零一五年六月五日購入人民幣35,000,000元管理投資基金。

Age of Trade Receivables

The following table is an aged analysis of trade receivables of the Group as at the dates indicated:

		於十二月三十一日 As of 31 December	
		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
賬齡	Age		
0~30天	0 to 30 days	10,695	12,338
31~60天	31 to 60 days	210	348
61~90天	61 to 90 days	396	381
91~180天	91 to 180 days	1,250	3,205
超過180天	Over 180 days	51	506
		12,602	16,778

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

Restricted Bank Deposits

The restricted bank deposits were the collateral deposited with banks pursuant to the regulation of pre-paid cards management pilot scheme for bank reconciliation under Provision No. 9 by Ministry of Commerce in 2013. The relevant collateral deposited with banks according to the provision for the balance of the pre-paid cards sold for 2016 was approximately RMB52,390,000, which was approximate to that of approximately RMB51,700,000 for 2015.

Available-for-sale Financial Assets

The Company purchased managed investment fund of RMB35,000,000 on 5 June 2015.



管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

未來作重大投資或購入資本資產的計劃

除上述投資外，截至二零一六年十二月三十一日，本集團並無其他重大投資或資本資產計劃。

貿易應付款項週轉天數

下表載列二零一六及二零一五年度貿易應付款項週轉天數：

貿易應付款項週轉天數(附註) Trade payables turnover days (Note)

附註： 貿易應付款項週轉天數乃按有關期間始末的貿易應付款項結餘的算術平均值除以有關期間的銷售成本，再乘以365天計算得出。

貿易應付款項之賬齡

賬齡	Age
0~45天	0 to 45 days
46~60天	46 to 60 days
61~90天	61 to 90 days
91~180天	91 to 180 days
超過180天	Over 180 days

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

Future Plans for Material Investments and Capital Assets

Except for the aforesaid investment, the Group did not have other plans for material investments or capital assets as of 31 December 2016.

Trade Payables Turnover Days

The following table sets forth the trade payables turnover days for 2016 and 2015:

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

二零一六年 2016	二零一五年 2015
40	39

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

Age of Trade Payables

於十二月三十一日 As of 31 December

二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
48,083	50,504
4,028	5,033
119	352
21	–
932	535
53,183	56,424

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



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

預收賬款

預收賬款主要係對客戶收取的預付卡券價款，由於二零一六年預付卡券售出金額較二零一五年少，並敦促已購卡券消費者兌換以前年度購買禮券，致預付卡券餘額減少約人民幣30,497,000元。

財務政策

本集團在執行財務政策上採取審慎的財務管理策略，因而於整年內維持穩健的流動資金狀況，以確保本集團資產、負債及其他承諾的流動性結構能夠不時滿足其資金需求。本集團將利用現金餘額進行適當投資，以滿足支持本集團戰略發展的現金需求。

流動性

截至二零一六年十二月三十一日，現金及銀行存款約人民幣457,889,000元，較二零一五年底人民幣517,990,000元，減少約人民幣60,101,000元，主要是關店效益減少收入及預付卡券的銷售衰退與加快兌換，年度營業活動產生現金淨流出約人民幣31,261,000元；因添置生產資產，投資活動產生現金淨流出約人民幣28,840,000元；融資活動則未有產生現金淨流動。

二零一六年流動比率為103.65%，較二零一五年107.85%略有降低，但償債能力尚佳，財務結構健全。

重大收購

除本年報披露者外，本集團截至二零一六年十二月三十一日止年度沒有重大收購計劃。

Deposits from Customers

Deposits from customers mainly include payments received from customers for pre-paid cards and coupons. In 2016, as sales amount of pre-paid cards and coupons reduced as compared with 2015 and consumers were encouraged to redeem pre-paid cards and coupons purchased in previous years, therefore causing a decrease in the balance of outstanding pre-paid cards and coupons by approximately RMB30,497,000.

Financial Policy

The Group has adopted a prudent financial management approach towards its financial policies and thus maintained a healthy liquidity position in order to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time. The Group will utilize the balance of cash for appropriate investment to satisfy the cash requirements for supporting the strategic development of the Group.

LIQUIDITY

As at 31 December 2016, cash and bank deposits amounted to approximately RMB457,889,000, representing a decrease of approximately RMB60,101,000 as compared with RMB517,990,000 as at the end of 2015, which was mainly attributable to the net cash outflow of approximately RMB31,261,000 from operating activities during the year as a result of the decrease in income under the effect of closure of stores and decline in sales of pre-paid cards and coupons and their accelerated redemption. Net cash outflow from investing activities amounted to approximately RMB28,840,000 due to addition of production assets. There was no net cash flow incurred from financing activities.

The current ratio for 2016 was 103.65%, which was slightly lower than that of 107.85% for 2015. However, this indicated our satisfactory solvency and well-established financial structure.

MATERIAL ACQUISITIONS

Save as disclosed in this annual report, the Group did not have any plan for material acquisitions for the year ended 31 December 2016.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

負債及資本負債率

截至二零一六及二零一五年底，本集團資本負債率(按總負債除以總資產計)分別約為49.66%與45.64%，主要因二零一六年預付卡券銷售額減少及兌換加速，減少了現金餘額，提升了負債率。

銀行信用額度

截至二零一六年十二月三十一日，本集團尚有銀行信用額度人民幣300,000,000元。

債券

截至二零一六年十二月三十一日，本集團未發行任何債券。

或有負債

截至二零一六年十二月三十一日，本集團無重大或有負債。

支付承諾

依據承租門店租約，截至二零一六年十二月三十一日，本集團未來不可取消的最低合約金額約人民幣129,544,000元；未編入合併財務報表之取得物業、廠房及設備等固定資產的資本支出合約金額約人民幣14,108,000元。

資產抵押

截至二零一六年十二月三十一日，本集團無抵押任何資產。

資本架構

截至二零一六年十二月三十一日，本集團尚維持較優勢財務狀況，並無任何銀行貸款、資產抵押及應付票據。於二零一六年十二月三十一日，權益總額為約人民幣659,572,000元，較二零一五年十二月三十一日約人民幣780,446,000元減少約15.46%。截至二零一六年十二月三十一日，本公司之資本架構包括1,010,188,000股每股面值0.00001港元之普通股(「股份」)。

LIABILITIES AND GEARING RATIO

As at the end of 2016 and 2015, the Group's gearing ratio, calculated by dividing total liabilities by total assets, was approximately 49.66% and 45.64%, respectively. The decrease in sales of pre-paid cards and coupons and acceleration of redemption during 2016 resulted in a decrease in cash balance and increase in the gearing ratio.

Banking facilities

As at 31 December 2016, the Group had banking facilities of RMB300,000,000.

Debentures

As at 31 December 2016, the Group had not issued any debentures.

Contingent Liabilities

As at 31 December 2016, the Group had no material contingent liabilities.

Payment Commitments

According to the lease contracts in relation to retail stores as at 31 December 2016, the Group's future non-cancellable minimum lease payment amounted to approximately RMB129,544,000, while capital expenditure in relation to the acquisition of fixed assets such as property, plant and equipment not included in the consolidated financial statements amounted to approximately RMB14,108,000.

PLEDGED ASSETS

As at 31 December 2016, none of the Group's assets was pledged.

Capital Structure

The Group maintained a rather healthy financial position as at 31 December 2016 without any bank borrowings, pledged assets and notes payable. Total equity amounted to approximately RMB659,572,000 as at 31 December 2016, representing a decrease of approximately 15.46% from approximately RMB780,446,000 as at 31 December 2015. As at 31 December 2016, the capital structure of the Company comprised 1,010,188,000 ordinary shares of HK\$0.00001 each (the "Shares").



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

外匯及利率風險

本集團主要以人民幣進行業務交易，資金存放地利率浮動幅度不大，境外資金亦多以境外人民幣型態存放於境外銀行，管理層認為本集團營運所面臨之匯率及利率風險並不重大。因此，截至二零一六年十二月三十一日止，本集團並無採用任何金融工具避險。

資本開支計劃

本集團於二零一六年度資本支出如下：

項目 Items		人民幣千元 RMB'000
銷售通路開展 Developing sales network	購置、新添裝修及維護 Purchases, new fitting-out and repairs	11,821
	營運設備 Operation equipment	769
	小計 Sub-total	12,590
產能擴張 Expanding production capacity	廠房 Plant	25,247
	生產設備 Production equipment	2,133
	小計 Sub-total	27,380
後勤管理資本支出 Capital expenditure for back office administration	資訊科技軟件 IT software	3,351
資本支出總計 Total capital expenditures		43,321

銷售網絡資本支出包括本集團年度新開店8家工程及既有門店外觀和內裝維護；產能擴張資本支出則主要是江寧廠區土建投入及各工廠機器設備購置；後勤資本支出則為資訊科技軟件添購。

Foreign Exchange and Interest Rate Exposure

As the Group conducts business transactions principally in Renminbi, interest rate fluctuation in places where capital was deposited was not high, and our offshore capital was mainly deposited in foreign banks as offshore Renminbi, the management considered the exchange rate and interest rate risk at the Group's operational level not significant. Accordingly, the Group had not used any financial instruments for hedging purposes as at 31 December 2016.

CAPITAL EXPENDITURE PLAN

Capital expenditures of the Group for the year of 2016 were as follows:

Capital expenditure arising from developing the sales network included the project of a total of 8 stores operated by the Group during the year and the external and internal maintenance of the existing stores. Capital expenditure arising from the expansion of production capacity was mainly attributed to the expenses for conducting civil engineering projects in Jiangning facility and acquisition of machinery and equipment of different plants. Capital expenditure for back office administration was mainly related to the purchase of IT software.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

人力資源

二零一六年因關閉部份虧損門店，並持續縮編銷售人員及相應後勤人員數目，本集團於二零一六年十二月三十一日，員工人數由二零一五年十二月三十一日的5,793人減少至5,019人，人員結構大部份為門店銷售人員，年度薪資總額約人民幣323,098,000元，金額雖低於二零一五年，惟佔營業收入34.90%，較二零一五年的33.51%增長，主要是因應加強營銷功能及代工業態而調整組織，並招聘相關高階人才。員工除固定薪資，尚透過考核部門及個別考核獲得津貼及年終獎金。

本集團現階段除了推進縮減門店計劃及縮減人手，也積極獎勵業績達標員工，除了股權及獎金激勵，計劃輔以門店承包制度，力求費用降低。

未來展望

市場展望

中國烘焙行業市場從無到有，逐年增長。預計至二零二零年烘焙產品的全國銷售額將達到每年人民幣5,500億元，本公司管理層留意到以下近年來關鍵行業趨勢：

1. 烘焙整體市場持續增長。
2. 消費族群由一、二線城市向三、四線城市擴散。
3. 消費群體年齡層逐漸擴大。
4. 價格、渠道競爭依然激烈，尤其對於初級的、低成本的同質產品之銷售。

HUMAN RESOURCES

Since certain loss-making stores were closed and the number of sales personnel and corresponding back offices were continually downsized in 2016, the Group's total number of employees decreased to 5,019 as at 31 December 2016 from 5,793 as at 31 December 2015, with the major staff being sales staff in stores. Total annual payroll in 2016 amounted to approximately RMB323,098,000. Although the amount of total annual payroll was lower than that of 2015, it still accounted for 34.90% of the operating revenue, and representing an increase as compared with 33.51% in 2015, which was mainly due to organization adjustment to strengthen sales function and OEM business and recruitment of advanced talents. In addition to fixed wages, our employees may be granted departmental and personal allowances and year-end bonuses subject to performance appraisal.

Currently, apart from carrying out store-closure plans and downsizing the number of employees, the Group actively rewards employees who meet performance targets. Besides share option and bonus incentives, the Group also plans to implement a system pursuant to which certain store managers may share store profits depending on the stores' performance, with an aim to reduce costs.

FUTURE PROSPECTS

Market Outlook

China's bakery industry market continues to grow each year, and it is expected that by 2020 national sales volume of bakery products will reach RMB550 billion per year. The management of the Company observed the following key industry trends in recent years:

1. The overall bakery market continues to grow.
2. Consumption clusters spread from first and second tier cities to third and fourth tier cities.
3. The age band of consumers continually widens.
4. Competition in similar product types, price and distribution channel remains intense.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

5. 個別品牌區域化明顯，尚無在全國市場佔有絕對優勢的領軍品牌。
6. 市場競爭者採取相似營銷策略及管理技術，不易造就突出品牌。
7. 個別品牌商經營各有瓶頸，發展停滯。

鑒於以上產業現況，本公司仍樂觀預期在可見的未來，烘焙市場仍可穩定增長，並發展以下應對方式：

1. 降低以往一、二線城市開店密度，適度前進三、四線城市開展。
2. 強化客戶關係系統及線上線下服務，提升客戶服務質素。
3. 利用既有工廠規模優勢，推廣蛋糕、烘焙冷鏈產品及通路產品(定義見下文)，克服銷售地域限制。
4. 開發新品，提升生產技術，以適應多種業態環境，避免低成本的同質產品分部的競爭。

由於通脹及工資上漲，今年來各項費用攀升迅速。我們認為隨消費動態隨時應變，我們能提升業績。

5. Regionalization of individual brands is obvious. There are no leading brands having absolute advantages in the national market.
6. Market competitors adopt similar marketing strategies and management techniques, rendering it difficult for brands to stand out among competitors.
7. Individual brands encounter a bottleneck stage that hinders their development.

Despite the above observations in the industry, the Company still optimistically expects that in the foreseeable future, the bakery market will achieve steady growth. In response to the above, the Company has developed the following measures:

1. Reducing store-opening density in first and second tier cities and starting to develop in third and fourth tier cities in a moderate pace.
2. Strengthening customer relation management system and online and offline services, and enhancing customer services quality.
3. Utilizing existing scale of economy in the factories to improve the production and sale of cakes, Cold Chain Bakery Products (defined below) and Passage Products (defined below), and overcoming past geographical restrictions on sales.
4. Developing new products and enhancing production technology so as to adapt to different business environments and avoid competition in the low-cost product segment.

Various expenses rose rapidly this year as a result of inflation and increased in salary. We consider that by responding to consumption dynamics flexibly, we could improve our business results.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

研發展望

為改善營運收入及產能利用率，本公司市場營銷未來一年重點為蛋糕、烘焙冷鏈產品及通路產品，研發(「研發」)方向亦隨之調整。

- 蛋糕研發

蛋糕為高毛利率產品，但也是烘焙零售競爭激烈的產品，除了傳統烘焙門店必備販售之外，咖啡店與網店也是蛋糕銷售主流渠道。如何利用工廠量產能力同時兼顧口感與外觀，使產品具備感官與成本的優勢，是今年蛋糕產品的研發方向。

- 烘焙冷鏈產品研發

於本年報日期，本公司已有34類成熟的烘焙冷鏈產品(「**烘焙冷鏈產品**」)，適合供應家庭烘烤後食用及專業營業場所微加熱後販售，日後將更改良營業場所目前使用的烘焙冷鏈產品，盡可能取代現有的工廠預包裝產品。該等產品將於出售前經以微烤以提升溫度及味道，此舉能刺激消費並有助減少退貨。

RESEARCH AND DEVELOPMENT PROSPECTS

To improve operating revenue and capacity utilization, we will focus our marketing efforts on cakes, Cold Chain Bakery Products and Passage Products in the coming year. Our research and development (“R&D”) direction will also be adjusted accordingly.

- R&D in Cakes

Cakes are products with a high gross profit margin but are also products of intense competition in the bakery retail segment. Apart from being a necessary product for sales in traditional bakery stores, sales in coffee shops and online stores are also mainstream channels for cakes sales. Utilizing scale of production in our factories and simultaneously enhancing taste and appearance of our products to be competitive both in taste and cost, is our R&D direction regarding cakes products this year.

- R&D in Cold Chain Bakery Products

As of the date of this Annual Report, the Company has developed 34 types of cold chain bakery products (“**Cold Chain Bakery Products**”), which are products that will be slightly baked right before sale to enhance their taste. They are also suitable for household consumption after baking, and sale in business premises after slight heating. Besides, we aim to further refine the Cold Chain Bakery Products currently used by the business premises in the future to replace the existing pre-packaged products produced in the factories. As the Cold Chain Bakery Products will be slightly baked right before sale, they will be of better temperature and taste, which would stimulate our sales and help to reduce returns of our products.



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 通路產品研發

延續二零一六年開發承包代工業務，未來預計將有更大產能配置於在非自營的渠道銷售的產品，大賣場、超市、便利店、咖啡廳、酒店、中小型同業等都跟我們的業務發展方向(「**通路產品**」)一致。由於各類通路擁有的消費者需求不同，考慮保存期限、口味、包裝、價格各有差異，今年起勢必投入更多資源進行通路產品研發。

報告期後事項

於本財政年度結束後，並無發生對本集團有影響的重大報告期後事項。

- R&D in Passage Products

Following development of our OEM business in 2016, we expected that even greater production capacity will be allocated to our products sold at non-self-operated channels such as big outlets, supermarkets, convenience stores, coffee shops, hotels and medium and small bakery shops (the “**Passage Products**”), which is in line with our development directions. As a result of the varying demands of consumers from the aforesaid different channels, and in consideration of differences in products’ expiry dates, taste, packaging and price, more resources will be allocated to the R&D of Passage Products starting from this year.

EVENTS AFTER THE REPORTING PERIOD

No important event after the period affecting the Group has occurred since the end of the financial year.



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

執行董事

羅田安先生，63歲，彼於二零零八年三月獲委任為本公司董事（「董事」），並於二零一一年十二月獲委任為執行董事及主席。彼為本集團之創始人，一直負責本集團整體戰略策劃及管理。羅先生從事烘焙及零售行業逾23年，因此於烘焙及零售行業具有豐富經驗。此外，彼於企業管理方面（包括起草總體指引，實施系統化管理及制訂戰略規劃等）具有豐富經驗。羅先生目前為本集團各附屬公司之董事。羅先生自二零零八年起一直擔任本公司主要股東（定義見聯交所證券上市規則（「上市規則」））Sino Century Universal Corporation的董事。羅先生自一九九九年以來，亦一直擔任上海克莉絲汀食品有限公司董事會主席。彼自二零零九年十二月起，一直擔任上海市台灣同胞投資企業協會副會長。羅先生為本集團迄今為止的戰略制訂及發展成就的關鍵推動者。羅先生於一九八一年畢業於苗栗縣私立中興高級商工職業學校。於二零零七年，羅先生獲中國福布斯財經雜誌授予「本年度最佳創業人物」榮譽稱號。羅先生於二零一三年二月二十八日起，兼任首席執行官。

有關羅先生截至二零一六年十二月三十一日於本公司股份中的權益，請參閱本年報第38頁。

EXECUTIVE DIRECTORS

Mr. Tien-An Lo, aged 63, was appointed as a director of the Company (a “**Director**”) in March 2008 and then as an executive Director and the Chairman in December 2011. He is the founder of the Group and has been responsible for the overall strategic planning and management of the Group. Mr. Lo has extensive experience in the bakery and retail industries, having been engaged in the bakery and retail businesses for over 23 years. In addition, he has extensive experience in corporate management including drafting overall guidelines, conducting systemic management, and drawing up strategic plans. Mr. Lo is currently a director of each of the Group’s subsidiaries. Mr. Lo has served as a director of Sino Century Universal Corporation, a substantial shareholder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company since 2008. Mr. Lo has also served as the chairman of the board of directors of Shanghai Christine Foodstuff Co., Ltd. since 1999. He has served as the vice president of the Association of Taiwanese Businessmen of Shanghai since December 2009. Mr. Lo has been the key driver of the Group’s strategies and achievements to date. Mr. Lo graduated from Tian Li County Zhong Xing High Commercial Technical Private School in 1981. In 2007, Mr. Lo was named as an Entrepreneur of the Year by financial publication Forbes China. Since 28 February 2013, Mr. Lo has taken up the duties of the chief executive officer of the Company.

For details of Mr. Lo’s interest in the Shares of the Company as at 31 December 2016, please refer to page 38 of this annual report.



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

許鴻森先生，68歲，於二零一六年六月三日獲委任為執行董事。彼於一九七零年在台灣自建國商業專科學校(現稱建國科技大學)畢業。於一九八零年，彼於台灣台北市創立銷售烘焙材料之鴻傑食品原料公司。於一九九一年，彼共同創立本集團之成員公司上海克莉絲汀食品有限公司。於一九九三年，彼創立銷售烘焙材料之上海鴻達包裝飾品有限公司(「上海鴻達」)並擔任主席。

於本年報日期，許先生於其全資擁有之公司Hong Ray Holdings Ltd所持有之11,325,832股股份中擁有權益。有關許先生截至二零一六年十二月三十一日於本公司股份中的權益之進一步詳情，請參閱本年報第38頁。

林銘田先生，60歲，於二零一六年六月三日獲委任為執行董事。於一九八九年，彼成立中衛科技股份有限公司，主要從事生產衛星天線，且至今仍為主席。於一九九三年，彼成立並投資中衛實業(南京)有限公司，主要從事生產有線電話及電報設備，且至今仍為主席。於一九九三年，彼合創南京市台商協會並擔任副主席直至二零一零年。此後，彼從協會退休但保留其作為創始人之稱銜。自二零零零年起，林先生開發南京銀杏湖山莊並投資南京銀杏湖農業觀光休閒有限公司，並擔任主席至今。

Mr. Hung-Sen Hsu, aged 68, was appointed as an executive Director on 3 June 2016. He graduated from Chienkuo Commercial Junior College (currently known as Chienkuo Technology University) in 1970 in Taiwan. In 1980, he founded Hongjie Foodstuff Ingredients Company* (鴻傑食品原料公司) in Taipei City, Taiwan, which sold baking ingredients. In 1991, he co-founded Shanghai Christine Foodstuff Co. Ltd.* (上海克莉絲汀食品有限公司) a member of the Group. In 1993, he founded and has served as Chairman of Shanghai Hongda Packaging and Decorations Co., Ltd* (上海鴻達包裝飾品有限公司) (“Shanghai Hongda”), a company which sells baking ingredients.

As at the date of this annual report, Mr. Hsu is interested in 11,325,832 Shares which are held by Hong Ray Holdings Ltd, a company wholly-owned by him. For further details of Mr. Hsu’s interest in the Shares of the Company as at 31 December 2016, please refer to page 38 of this annual report.

Mr. Ming-Tien Lin, aged 60, was appointed as an executive Director on 3 June 2016. In 1989, he founded Jonsa Technologies Co. Ltd.* (中衛科技股份有限公司), primarily engaged in manufacturing satellite antennae, and remains as the chairman to date. In 1993, he founded and invested in Zhongwei Industry (Nanjing) Co., Ltd* (中衛實業(南京)有限公司), primarily engaged in the manufacture of wire telephones and telegraph equipment, and remains as the chairman to date. In 1993, he co-founded the Nanjing Taiwan Business Association* (南京市台商協會) and served as the vice-chairman until 2010. Since then, he retired from the association but preserves his title as a founder. From 2000 onwards, Mr. Lin developed Nanjing Gingko Lake* (南京銀杏湖山莊) and invested in Nanjing Gingko Lake Agriculture and Tourism Company* (南京銀杏湖農業觀光休閒有限公司), of which he serves as the chairman to date.

* 僅供識別

* For identification purposes only



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

非執行董事

卓啟明先生，65歲，於二零一一年十二月獲委任為執行董事，並於二零一五年十二月二十三日起獲調任為非執行董事。卓先生於一九九三年加入本集團。卓先生於中國烘焙行業積逾23年經驗。卓先生現為本集團兩間成員公司，即上海克莉絲汀食品有限公司及上海吉元德食品有限公司之董事。自二零零八年起卓先生亦一直擔任本公司主要股東(定義見上市規則) Sino Century Universal Corporation的董事。卓先生自一九九六年起擔任阪屋食品股份有限公司(一間於台灣註冊成立並僅於台灣生產及銷售烘焙產品的公司)之董事，並自二零零三年至二零零六年擔任超比食品企業股份有限公司(一間從事烘焙業務的公司)之董事。此外，卓先生自二零一一年起擔任上海佳果包裝製品有限公司(一間主要在上海從事製造及銷售包裝材料的公司)董事，並自一九九七年起一直擔任三久行股份有限公司(一間主要在台灣從事製造及銷售包裝材料的公司)董事。卓先生自二零零七年起於台南市糕餅商業同業公會擔任管理委員會成員。

有關卓先生截至二零一六年十二月三十一日於本公司股份中的權益，請參閱本年報第38頁。

NON-EXECUTIVE DIRECTOR

Mr. Chi-Ming Chou, aged 65, was appointed as an executive Director in December 2011 and was re-designated as a non-executive Director with effect from 23 December 2015. Mr. Chou joined the Group in 1993. Mr. Chou has more than 23 years of experience in the bakery industry in the PRC. Mr. Chou is currently a director of two members of the Group, namely Shanghai Christine Foodstuff Co., Ltd. and Shanghai Ji Yuan De Foodstuff Co., Ltd.. Mr. Chou has served as a director of Sino Century Universal Corporation, a substantial shareholder (as defined under the Listing Rules) of the Company since 2008. Mr. Chou has served as a director of Ban Wu Food Co., Ltd., a company incorporated in Taiwan that produces and sells bakery products only in Taiwan, since 1996, and served as a director of Chao Bi Food Enterprise Co., Ltd., a company engaged in bakery business, from 2003 to 2006. In addition, since 2011, Mr. Chou has served as a director of Shanghai Jia Guo Packaging Co., Ltd., a company mainly engaged in manufacture and sale of packaging materials in Shanghai, and since 1997, he has served as a director of San Jiu Xing Co., Ltd., a company mainly engaged in manufacture and sale of packaging materials in Taiwan. Mr. Chou has served as a management committee member of the Tainan City Bakery Association since 2007.

For details of Mr. Chou's interest in the Shares of the Company as at 31 December 2016, please refer to page 38 of this annual report.



董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

獨立非執行董事

高海明先生，65歲，於二零一四年十二月獲委任為獨立非執行董事。彼於二零零八年至二零一六年九月止期間曾為上海化學工業區發展有限公司(一間房地產開發公司)之三總師(總工程師、總會計師及總經濟師)辦公室高級助理，他自二零零八年開始在此公司工作。於一九九一年至二零零二年期間，彼曾為上海外高橋保稅區開發股份有限公司(一間於上海證券交易所上市之房地產開發公司(證券代碼：A股：600648；B股：900912))財務部經理、副總會計師及董事會秘書。於二零零零年至二零零二年期間及於二零零二年至二零零八年期間，彼曾先後於申高貿易有限公司(上海外高橋保稅區開發股份有限公司之附屬公司，主要負責貿易及投資)以及上海化學工業區置業有限公司(一間主要從物業租賃及銷售業務之公司)擔任董事及總經理。高先生於一九八七年十二月畢業於上海財經大學，主修會計學。彼於二零零二年五月於南澳大利亞大學取得工商管理碩士學位。於一九九四年十月，高先生獲上海市會計系列高級專業技術職務任職資格評審委員會認為高級會計師，並自一九九七年起，彼一直是上海市註冊會計師協會的非執業會員。

朱念琳先生，60歲，於二零一一年十二月獲委任為獨立非執行董事。朱先生現為中國焙烤食品糖製品工業協會理事長、中國輕工業聯合會副秘書長、中國輕工業聯合會經濟合作部主任、國家食物與營養諮詢委員會副秘書長、教育部全國食品工業職業教育教學指導委員會主任。朱先生於一九八二年自無錫輕工業學院獲得食品工程學士學位。朱先生於二零零一年在清華大學獲得工商管理碩士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Haiming Gao, aged 65, was appointed as an independent non-executive Director in December 2014. He was a senior assistant to the three offices of the chief engineer, chief accountant and chief economist (三總師(總工程師、總會計師及總經濟師)辦公室高級助理) in Shanghai Chemical Industry Park Development Co., Ltd.* (上海化學工業區發展有限公司), a real estate development company, during the period from 2008 to September 2016. He was a manager of the financial department, a vice chief accountant (副總會計師) and a board secretary of Shanghai Wai Gaoqiao Free Trade Zone Development Co. Ltd* (上海外高橋保稅區開發股份有限公司) (a real estate development company listed on the Shanghai Stock Exchange (stock codes: A shares: 600648; B shares: 900912)) between 1991 and 2002. He served as a director and general manager in Sungolden Limited (申高貿易有限公司), a subsidiary of Shanghai Wai Gaoqiao Free Trade Zone Development Co. Ltd, mainly responsible for trading and investment, between 2000 and 2002 and in Shanghai Chemical Industry Park Property Co., Ltd.* (上海化學工業區置業有限公司), a company principally engaged in leasing and sale of properties, between 2002 and 2008. Mr. Gao graduated from Shanghai University of Finance and Economics (上海財經大學) in December 1987 majoring in accounting. He obtained a master degree of business administration from University of South Australia in May 2002. Mr. Gao is a senior accountant recognized by Shanghai Accounting Senior Professional and Technical Title Qualification Evaluating Committee* (上海市會計系列高級專業技術職務任職資格評審委員會) in October 1994 and he has been a non-practicing member of Shanghai Institute of Certified Public Accountants (上海市註冊會計師協會) since 1997.

Mr. Nianlin Zhu, aged 60, was appointed as an independent non-executive Director in December 2011. Mr. Zhu is currently the president of China Association of Bakery & Confectionery Industry, a deputy secretary of China National Light Industry Council, a director of the Economic Cooperation Department of China National Light Industry Council, a deputy secretary of the State Food and Nutrition Consultant Committee, a director of Educational Steering Committee under the Ministry of Education's National Committee of Vocational Education in Food Industry. Mr. Zhu received his Bachelor Degree in food engineering from Wuxi Light Industry Institute in 1982. Mr. Zhu received his Master of Business Administration from Tsinghua University in 2001.

* For identification purposes only



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

蘇莞文女士，42歲，於二零一一年十二月獲委任為獨立非執行董事。蘇女士現任臺北醫學大學藥學院的臨床助理教授，並被聘為中華民國藥師公會全國聯合會－藥事照護委員會顧問。彼為美國麻州註冊藥劑師及台灣授證藥劑師。彼亦為美國不用藥醫師公會認證的授證總體健康諮詢師。自二零零八年至二零零九年，蘇女士擔任臺北醫學大學附設台北市立萬芳醫院卓越臨床試驗與研究中心研究員，並於二零零零年至二零零六年擔任Stop and Shop Pharmacy藥劑部經理。彼對營養及健康生活有著深刻的見解。蘇女士於一九九八年獲得美國東北大學藥學學士學位及於二零零四年獲得麻州藥學院藥學博士學位，並於二零零五年至二零零七年期間研習哥倫比亞大學附屬綜合營養學院的專業及高級健康諮詢培訓課程。

Ms. Wanwen Su, aged 42, was appointed as an independent non-executive Director in December 2011. Ms. Su is currently a clinical assistant professor in School of Pharmacy, Taipei Medical University, and Advisor of pharmaceutical care committee, Taiwan Pharmacist Association. She is a registered pharmacist in Massachusetts, USA and a certified pharmacist in Taiwan as well. She is also a certified holistic health counselor certified by the American Association of Drugless Practitioners in USA. She served as a researcher of Clinical Research Center of Excellence for Clinical Trial and Research, Taipei Medical University Wan-Fang Hospital, from 2008 to 2009 and a pharmacy manager in Stop and Shop Pharmacy, from 2000 to 2006. She has a deep understanding of nutrition and healthy living. Ms. Su obtained her Bachelor of Science in pharmacy from Northeastern University in 1998 and her Doctor of Pharmacy degree from Massachusetts College of Pharmacy and Health Sciences in 2004 and took professional and advanced health counseling training programs in Institute for Integrative Nutrition affiliated with Columbia University from 2005 to 2007.

高級管理層

廖維綸先生，49歲，獲委任為本公司財會副總裁。廖先生於二零一一年加入本集團。廖先生自一九九六年至一九九八年曾任安候建業會計師事務所審計部高級核數師；其後，廖先生自一九九八年至二零零四年擔任群益證券股份有限公司企業銀行業務部企業融資分部項目經理，並自二零零八年至二零零九年擔任榮成紙業股份有限公司主席特別助理。廖先生於一九九五年獲得輔仁大學會計學學士學位。此外，廖先生分別於一九九九年及二零零八年自台灣證券商業同業公會獲得高級證券商業務員及自台灣證券投資信託暨顧問商業同業公會獲得投信投顧業務員資質。

SENIOR MANAGEMENT

Mr. Weilun Liao, aged 49, was appointed as the Company's vice president of finance and accounting. Mr. Liao joined the Group in 2011. Mr. Liao served as a senior auditor of Audit Department of KPMG Taiwan from 1996 to 1998; following that, Mr. Liao served as a project manager of the Corporate Finance Department, Corporate Banking Division of the Capital Securities Corporation from 1998 to 2004. From 2008 to 2009, he served as a special assistant to the chairman of Long Chen Paper Co., Ltd.. Mr. Liao obtained his Bachelor Degree in accounting in Fu Jen University in 1995. In addition, Mr. Liao obtained his qualifications as a Senior Securities Specialist from Taiwan Securities Association and a Securities Investment Trust and Consulting Professional from Securities Investment Trust & Consulting Association of Taiwan, in 1999 and 2008, respectively.



董事及高級管理層

DIRECTORS AND SENIOR MANAGEMENT

蔣玉萍女士，46歲，獲委任為本公司銷售及管理副總裁。彼監管本公司在南京之整體營運，包括整體銷售管理、制定及實施公司規章以及委任高級管理層。蔣女士於工廠管理、零售門店管理及擴張方面擁有14年經驗。彼於二零零二年加入本集團。蔣女士負責本公司南京零售網絡的擴張，由一間零售門店發展至目前之80間零售門店。加入本集團前，蔣女士於一九九六年至二零零二年擔任江蘇信息賓館經理及副總經理。蔣女士於財務及人力資源管理方面擁有豐富經驗。蔣女士於二零零七年當選南京市白下區人民代表大會代表。蔣女士於一九九四年獲無錫輕工業學院食品工業科學學士學位。

黃麗萍女士，49歲，獲委任為本公司銷售及管理副總裁，主要負責浙江、無錫及蘇州的銷售及管理事宜。彼於二零零六年加入本集團。黃女士於市場推廣及採購方面擁有約15年經驗。加入本集團前，彼自二零零一年至二零零二年供職於上海康誠倉儲有限公司及自二零零四年至二零零五年供職於世琿倉儲(上海)有限公司。黃女士於一九八九年畢業於福州大學。

Ms. Yuping Jiang, aged 46, was appointed as the Company's vice president of sales and management. She oversees the Company's overall operations in Nanjing, including overall sales management, corporate rules formulation and enforcement, appointment of the senior management. Ms. Jiang has gained 14 years of experience in factory management, retail outlet management and expansion. She joined the Group in 2002. Ms. Jiang oversees the expansion of the Company's Nanjing retail network, from one retail outlet to the current 80 retail outlets. Before joining the Group, Ms. Jiang served as the manager and deputy general manager of Jiangsu Xinxin Hotel from 1996 to 2002. Ms. Jiang has extensive experience in finance and human resources management. In 2007, Ms. Jiang was elected as a deputy to the People's Congress of Baixia District, Nanjing. Ms. Jiang received her Bachelor Degree in food industry and science from Wuxi Institute of Light Industry in 1994.

Ms. Liping Huang, aged 49, was appointed as the Company's vice president of sales and management. She is mainly responsible for sales and management matters in Zhejiang, Wuxi and Suzhou. She joined the Group in 2006. Ms. Huang has approximately 15 years of experience in marketing and procurement. Before joining the Group, she worked in Shanghai Kangcheng Storage Co., Ltd. from 2001 to 2002 and in Shihu Storage (Shanghai) Co., Ltd. from 2004 to 2005. Ms. Huang graduated from Fuzhou University in 1989.



董事會報告 REPORT OF THE DIRECTORS

董事欣然提呈本公司之年報連同本集團於截至二零一六年十二月三十一日止年度的經審核綜合財務報表。

公司資料

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

主要業務

本公司的主要業務為投資控股。本公司主要附屬公司的主要業務詳情載於綜合財務報表附註38。於年內，本集團主要業務的性質並無顯著變化。本集團於截至二零一六年十二月三十一日的主要附屬公司的詳情載於綜合財務報表附註38。

業務審視

有關本集團年內業務的中肯審視載於本年報第5至8頁的「主席致辭」及第9至22頁的「管理層討論及分析」章節內。而有關本集團可能面對的風險及不明朗因素的描述，亦載於本年報第5至8頁的「主席致辭」章節內。綜合財務報表附註36還刊載了本集團的財務風險管理目標及政策。於本財政年度終結後，並無發生對本集團有影響的重大期後事項。本年報第172頁則刊載財務摘要，以財務關鍵表現指標分析本集團年內表現。此外，關於本集團環保政策、與持份者關係及對本集團有重大影響的相關法律及規例之遵守情況，均載於本年報第54至74頁的「企業管治報告」章節內。對公司業務相當可能有的未來發展的揭示，載於本年報第19至20頁的「未來展望」。

The Directors are pleased to present the Company's annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2016.

CORPORATE INFORMATION

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

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries of the Company are set out in note 38 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year. Details of the principal subsidiaries of the Group as at 31 December 2016 are set out in note 38 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the Group's business during the year is provided in the Chairman's Statement on pages 5 to 8 and Management Discussion and Analysis sections on pages 9 to 22 of this annual report. Description of possible risks and uncertainties that the Group may be facing can be found in the Chairman's Statement section on pages 5 to 8. Also, the financial risk management objectives and policies of the Group can be found in Note 36 to the consolidated financial statements. No important event after the period affecting the Group has occurred since the end of the financial year. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Summary on page 172 of this annual report. In addition, discussions on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are all contained in the Corporate Governance Report section on pages 54 to 74. The probable future business development of the Company is discussed in the paragraph headed "Future Prospects" from pages 19 to 20 of this annual report.



董事會報告 REPORT OF THE DIRECTORS

業績及股息

本集團於截至二零一六年十二月三十一日止年度的虧損及其於二零一六年十二月三十一日的財務狀況載於綜合財務報表第83至89頁。

董事會不建議就二零一六年度派發末期股息。

本公司首次公開發售所得款項的使用

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

		於二零一六年 十二月三十一日 At 31 December 2016 港元 HK\$
開設新零售門店	Opening new retail outlets	146,288,000
產能擴張	Expanding production capacity	142,662,000
新增及改善信息技術系統及研發新產品	Addition and improvement of the information technology systems and the R&D of new products	20,755,000
一般營運資金	General operating working capital	35,680,000
總計	Total	345,385,000

於二零一六年十二月三十一日未動用的所得款項結餘約為11,415,000港元，所得款項淨額暫時作為短期存款存放於香港的持牌機構。

RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2016 and its financial position as at 31 December 2016 are set out in the consolidated financial statements on pages 83 to 89.

The Board does not recommend the payment of a final dividend for 2016.

USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

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

As at 31 December 2016, the balance of unutilized proceeds amounted to approximately HK\$11,415,000 and the net proceeds are temporarily placed in short term deposits with licensed institutions in Hong Kong.



董事會報告 REPORT OF THE DIRECTORS

財務摘要

有關過往五個財政年度本集團的已公佈業績以及資產、負債及非控股權益的概要載於本年報第172頁。

物業、廠房及設備

於年內，本集團物業、廠房及設備的變動詳情，載於綜合財務報表附註13。

借款及抵押資產

本集團於二零一六年十二月三十一日維持優勢財務狀況，並無任何銀行貸款、資產抵押及應付票據。

股本

於年內，本公司的股本變動詳情載於綜合財務報表附註30。

優先購買權

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

購買、贖回或出售本公司之上市證券

於年內，本公司或任何其附屬公司概無購買、贖回或出售本公司任何上市證券。

儲備

於年內，本集團儲備變動的詳情載於本報告所載的綜合權益變動表。

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 172 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

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

BORROWINGS AND PLEDGED ASSETS

The Group retained a healthy financial position as at 31 December 2016 without any bank borrowings, pledged assets and notes payable.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 30 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity contained herein.



董事會報告

REPORT OF THE DIRECTORS

可供分派儲備

本公司之可供分派儲備指股份溢價、儲備及溢利，於二零一六年十二月三十一日，合共為約人民幣303,413,000元。根據開曼群島法例第22章公司法（1961年法例第3冊，經綜合及修訂），本公司之股份溢價可供向股東支付分派或股息，惟須遵守本公司之組織章程大綱及章程細則之條文，且緊隨建議支付派發或股息日期後，本公司能夠支付其日常業務過程中到期之債務。根據章程細則，股息可從本公司已變現或未變現之溢利或董事釐定不再需要自溢利中撥出之任何儲備中宣派及派付。在普通決議案之批准之下，股息亦可從本公司之股份溢價賬中宣派及支付。

主要供應商及客戶

於年內，本集團最大供應商佔本集團總採購額的27.63%。本集團五大供應商佔本集團總採購額的38.93%。

於年內，概無單一客戶佔本集團銷售總額之10%以上。

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

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution represent the share premium, reserves and profit which in aggregate amounted to approximately RMB303,413,000 as at 31 December 2016. Under the Companies Law, Cap 22 (Law 3 of 1961, consolidated and revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of the Company's memorandum and the Articles and provided that immediately following the date on which distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Articles, dividends may be declared and paid out of the profits of the Company, realized or unrealized or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution, dividends may also be declared and paid out of the share premium account of the Company.

MAJOR SUPPLIERS AND CUSTOMERS

During the year, the Group's largest supplier accounted for 27.63% of the Group's total purchases. The Group's five largest suppliers accounted for 38.93% of the Group's total purchases.

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

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



董事會報告

REPORT OF THE DIRECTORS

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

慈善捐贈

於年內，本集團並無作出慈善及其他捐款。

董事

於年內及截至本報告日期之董事如下：

執行董事：

羅田安先生(主席及首席執行官)
許鴻森先生(於二零一六年六月三日獲委任)
林銘田先生(於二零一六年六月三日獲委任)
洪敦清先生(於二零一六年六月三日被罷免)
林煜先生(於二零一六年六月三日被罷免)

非執行董事：

卓啟明先生

獨立非執行董事：

高海明先生
朱念琳先生
蘇莞文女士

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

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

CHARITABLE DONATIONS

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

DIRECTORS

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

Executive Directors:

Mr. Tien-An Lo (*Chairman and Chief Executive Officer*)
Mr. Hung-Sen Hsu (*appointed on 3 June 2016*)
Mr. Ming-Tien Lin (*appointed on 3 June 2016*)
Mr. Dun-Ching Hung (*removed on 3 June 2016*)
Mr. Yu Lin (*removed on 3 June 2016*)

Non-executive Director:

Mr. Chi-Ming Chou

Independent non-executive Directors:

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

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.



董事會報告 REPORT OF THE DIRECTORS

董事及高級管理層履歷

董事及本集團高級管理層的履歷詳情載於本年報第23至28頁。

董事的服務合約

許鴻森先生及林銘田先生已與本公司訂立服務合約，固定任期自二零一六年六月三日起計為期三年。卓啟明先生已與本公司訂立服務合約，固定任期自二零一五年二月二十三日起計為期三年。卓啟明先生已與本公司就其於二零一五年十二月二十三日起由執行董事調任為非執行董事之事宜訂立一份補充服務合約。除上述調任外，服務合約之所有重大條款維持不變。高海明先生已與本公司訂立服務合約，固定任期自二零一四年十二月二十九日起計為期三年。除許鴻森先生、林銘田先生、卓啟明先生及高海明先生外，各執行董事及其餘各獨立非執行董事均已與本公司訂立服務合約，固定任期自二零一五年二月二十三日起計為期三年。

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

管理合約

於年內及截至二零一六年十二月三十一日，概無訂立或存在有關本集團全部或任何大部份業務的管理及行政的合約。

BIOGRAPHIES OF DIRECTORS AND MEMBERS OF SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 23 to 28 of this Annual Report.

DIRECTORS' SERVICE CONTRACTS

Mr. Hung-Sen Hsu and Mr. Ming-Tien Lin have entered into a service contract with the Company for a fixed term of 3 years starting from 3 June 2016. Mr. Chi-Ming Chou has entered into a service contract with the Company for a fixed term of 3 years starting from 23 February 2015. A supplemental service contract has been entered into between Mr. Chi-Ming Chou and the Company with respect to the re-designation from an executive Director to a non-executive Director with effect from 23 December 2015. Except for the aforesaid re-designation, all material terms of the service contract remain unchanged. Mr. Haiming Gao has entered into a service contract with the Company for a fixed term of 3 years starting from 29 December 2014. Apart from Mr. Hung-Sen Hsu, Mr. Ming-Tien Lin, Mr. Chi-Ming Chou and Mr. Haiming Gao, each of the executive Directors and each of the other independent non-executive Directors has entered into a service contract with the Company for a fixed term of 3 years starting from 23 February 2015.

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

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year and as at 31 December 2016.



董事會報告 REPORT OF THE DIRECTORS

董事的合約權益

除本報告所披露者外，於年內及截至二零一六年十二月三十一日，本公司或任何其附屬公司概無訂立董事於其中直接或間接享有重大權益且與本集團業務有關連之重大合約。

董事於競爭業務的權益

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

董事的彌償保證

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

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

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in this report, no contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted during the year and as at 31 December 2016.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

DIRECTORS' INDEMNITIES

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

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



董事會報告

REPORT OF THE DIRECTORS

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

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

本公司已為本集團董事及高級管理人員安排適當的董事及高級管理人員責任保險。

董事資料變更

自本公司二零一六年中期報告日期以來，董事資料的變更如下：

- 1) 高海明先生已在二零一六年九月於上海化學工業區發展有限公司退休。

除上文披露者外，本公司並不知悉有其他資料根據上市規則第13.51B(1)條須予披露。

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

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

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

CHANGE IN DIRECTOR'S INFORMATION

The change in the information of directors since the date of the Company's 2016 interim report is set out below:

- 1) Mr. Haiming Gao was retired from Shanghai Chemical Industry Park Development Co., Ltd.* (上海化學工業區發展有限公司) in September 2016.

Save as disclosed above, the Company is not aware of other information which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.



董事會報告 REPORT OF THE DIRECTORS

薪酬政策

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

截至二零一六年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金。

本集團於二零一六年十二月三十一日，員工總人數為5,019人，大部份為門店銷售人員，年度薪資總額約人民幣323,098,000元，佔營業收入34.90%，較二零一五年增長1.39%。員工除固定薪資，尚透過績效考核獲得津貼及年終獎金。本集團現階段推進縮減門店計畫及人事縮編，衍生出相關人員轉崗、多技能培養、合法資遣等事項，培訓工作與調控人力成本是現階段的人力資源工作重點。

REMUNERATION POLICY

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

No Director has waived or has agreed to waive any emolument during the year ended 31 December 2016.

The Group had a total of 5,019 employees as at 31 December 2016, with the majority being sales staff in stores. Total annual payroll amounted to approximately RMB323,098,000, accounting for 34.90% of the operating revenue and representing an increase of 1.39% as compared with 2015. In addition to fixed wages, our employees may be granted other allowances and a year-end bonus subject to a performance appraisal. Currently, the Group carries out the store-closure plans and staff downsizing, leading to job rotation, multi-skills training and legal severance for related staff. At this stage, training and control of labour costs are the key focus of our human resources work.



董事會報告 REPORT OF THE DIRECTORS

董事及最高行政人員於股份、相關股份及債券的權益及淡倉

於二零一六年十二月三十一日，本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉)，或須記入本公司根據證券及期貨條例第352條須備置之登記冊之權益或淡倉，或根據上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉如下：

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

As at 31 December 2016, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

董事／ 最高行政人員姓名	身份／權益性質	普通股數目	倉位	佔本公司 已發行股本百分比 Percentage of the Company's issued share capital
Name of Directors/ chief executive	Capacity/nature of interest	Number of ordinary Shares	Position	
羅田安先生 ⁽¹⁾ Mr. Tien-An Lo ⁽¹⁾	受控制法團權益 Interest in a controlled corporation	184,212,244	好倉 Long	18.24%
卓啟明先生 ⁽²⁾ Mr. Chi-Ming Chou ⁽²⁾	受控制法團權益 Interest in a controlled corporation	25,320,365	好倉 Long	2.51%
許鴻森先生 ⁽³⁾ Mr. Hung-Sen Hsu ⁽³⁾	受控制法團權益 Interest in a controlled corporation	11,325,832	好倉 Long	1.12%

附註：

- (1) 179,762,244股股份由董事(同時亦為首席執行官)羅田安先生透過Sino Century Universal Corporation (「Sino Century」)持有。Sino Century由Goyen Investments Ltd(由Sino Century董事羅田安先生全資擁有)擁有100%權益。而4,450,000股股份由羅田安先生透過Goyen Investments Ltd持有。
- (2) 該等股份由董事卓啟明先生透過Masco International Corporation持有。Masco International Corporation由卓啟明先生全資持有。
- (3) 該等股份由董事許鴻森先生透過Hong Ray Holdings Ltd持有。Hong Ray Holdings Ltd由許鴻森先生全資持有。

Notes:

- (1) 179,762,244 Shares are held by Mr. Tien-An Lo, who is concurrently a Director and CEO, through Sino Century Universal Corporation (“Sino Century”). Sino Century is owned as to 100% by Goyen Investments Ltd, which is wholly-owned by Mr. Tien-An Lo who is a director of Sino Century. And 4,450,000 Shares are held by Mr. Tien-An Lo through Goyen Investments Ltd.
- (2) These Shares are held by Mr. Chi-Ming Chou, who is a Director, through Masco International Corporation. Masco International Corporation is wholly-owned by Mr. Chi-Ming Chou.
- (3) These Shares are held by Mr. Hung-Sen Hsu, who is a Director, through Hong Ray Holdings Ltd. Hong Ray Holdings Ltd is wholly-owned by Mr. Hung-Sen Hsu.



董事會報告

REPORT OF THE DIRECTORS

除上文所披露者外，於二零一六年十二月三十一日，概無本公司董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉），或須記入本公司根據證券及期貨條例第352條須備置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

股東的權益及淡倉

據本公司董事或最高行政人員所知，於二零一六年十二月三十一日，於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司披露之權益或淡倉，或須記入本公司根據證券及期貨條例第336條須備置之登記冊之權益或淡倉之股東（本公司董事或最高行政人員除外）如下：

Save as disclosed above, none of the Directors or the chief executive of the Company had, as at 31 December 2016, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

So far as is known to any Director or chief executive of the Company, as at 31 December 2016, Shareholders (other than Directors or the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:



董事會報告 REPORT OF THE DIRECTORS

主要股東於股份之好倉

Long Positions of Substantial Shareholders in the Shares

股東名稱	身份／權益性質	普通股數目	倉位	佔本公司 已發行股本百分比 Percentage of the Company's issued share capital
Name of shareholders	Capacity/nature of interest	Number of ordinary Shares	Position	
Sino Century ⁽¹⁾	實益擁有人 Beneficial owner	179,762,244 ⁽¹⁾	好倉 Long	17.79% ⁽¹⁾
Goyen Investments Ltd. ⁽¹⁾⁽²⁾	受控制法團權益 Interest in a controlled corporation	179,762,244 ⁽¹⁾	好倉 Long	17.79% ⁽¹⁾
	實益擁有人 Beneficial owner	4,450,000 ⁽²⁾	好倉 Long	0.44% ⁽²⁾
Sparkling Light Corporation ⁽³⁾	實益擁有人 Beneficial owner	66,921,303 ⁽³⁾	好倉 Long	6.62% ⁽³⁾
洪敦清先生 ⁽³⁾ Mr. Dun-Ching Hung ⁽³⁾	受控制法團權益 Interest in a controlled corporation	66,921,303 ⁽³⁾	好倉 Long	6.62% ⁽³⁾
Christine Princess Co. (PTC) Ltd. ("Christine Princess") ⁽⁴⁾	信託人 Trustee	75,000,000	好倉 Long	7.42%
Add Fortune Ventures Limited ⁽⁵⁾	實益擁有人 Beneficial owner	121,500,000	好倉 Long	12.03%
林煜先生 ⁽⁵⁾ Mr. Yu Lin ⁽⁵⁾	受控制法團權益 Interest in a controlled corporation	121,500,000	好倉 Long	12.03%
方敏人先生 ⁽⁵⁾ Mr. Minren Fang ⁽⁵⁾	受控制法團權益 Interest in a controlled corporation	121,500,000	好倉 Long	12.03%

附註：

Notes:

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

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

除上文所披露者外，於二零一六年十二月三十一日，本公司概無獲任何人士（本公司董事或最高行政人員除外）知會，彼於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司披露之權益或淡倉，或須記入本公司根據證券及期貨條例第336條須備置之登記冊之權益或淡倉。

Save as disclosed above, as at 31 December 2016, the Company had not been notified by any persons (other than Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.



董事會報告 REPORT OF THE DIRECTORS

首次公開發售前股份獎勵及首次公開發售前購股權

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

截至二零一六年十二月三十一日，已根據股份獎勵計劃授出以下股份：

承授人姓名 Name of grantee	獲獎授股份數目 Number of Shares awarded	於獲獎授後所持股權 概約百分比 Approximate percentage of shareholding held upon the award
朱秀萍 ⁽¹⁾ Xiuping Zhu ⁽¹⁾	4,125,000	0.41
余秋意 ⁽²⁾ Qiuyi Yu ⁽²⁾	1,125,000	0.11
蔣玉萍 Yuping Jiang	1,125,000	0.11

附註：

- (1) 朱秀萍女士已於二零一三年二月二十八日退休，並於同日卸任為本公司首席執行官。
- (2) 余秋意女士已於二零一五年四月十六日離職。

PRE-IPO SHARE AWARD AND PRE-IPO SHARE OPTIONS

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

As at 31 December 2016, the following shares have been awarded under the Share Award Scheme:

Notes:

- (1) Ms. Xiuping Zhu retired on 28 February 2013 and ceased to be the chief executive officer of the Company on the same date.
- (2) Ms. Qiuyi Yu resigned on 16 April 2015.



董事會報告 REPORT OF THE DIRECTORS

截至二零一六年十二月三十一日，已根據購股權計劃授出但尚未行使以下購股權：

As at 31 December 2016, the following share options have been granted but not yet exercised under the Share Option Scheme:

參與者類別	購股權所涉及股份數目 Number of Shares subject to the Share Options	購股權獲悉數行使後 所持股權概約百分比 Approximate percentage of shareholding held upon exercise of all the Share Options
Category of participants		
本集團高級管理層 Senior management of the Group	1,487,700	0.147
關連人士(羅井英) Connected person (Ching-Ying Lo)	79,400	0.008
其他僱員及合資格參與者 Other employees and eligible persons	5,784,994	0.573

董事收購股份或債權證的權利

除了本報告另作披露者外，於截至二零一六年十二月三十一日止年度任何時候，概無授出任何權利予任何董事、彼等各自的配偶或未滿18歲的子女，以透過收購本公司股份或債權證而獲利，彼等亦無行使任何該等權利；本公司或其任何附屬公司亦無訂立任何安排，以令董事、彼等各自的配偶或未滿18歲的子女於任何其他法人團體獲得該等權利。

Directors' Rights to Acquire Shares or Debentures

Save as otherwise disclosed in this report, at no time during the year ended 31 December 2016 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.



董事會報告 REPORT OF THE DIRECTORS

關連人士交易

本集團截至二零一六年十二月三十一日止年度之關連人士交易詳情載於本年報綜合財務報表附註37。

關於該等關連人士交易，除(i)並不被視為本公司持續關連交易(定義見上市規則第14A章)的與阿露瑪咖啡之關連人士交易，(ii)與一品軒有關銷售物業、廠房及設備之各項關連人士交易，被視為完全豁免關連交易或持續關連交易(定義見上市規則第14A章)的其他收入及經營租賃之租金收入及(iii)被視為持續關連交易(定義見上市規則第14A章)的與上海鴻達之關連人士交易(受上市規則14A.60條項下之要求規限)，綜合財務報表附註37(a)披露為關連人士交易的其他交易構成不獲豁免持續關連交易(定義見上市規則第14A章)，而董事確認本公司已按照上市規則第14A章遵守披露規定。

綜合財務報表附註37(b)披露為關連人士交易的交易均不屬於上市規則第14A章「關連交易」或「持續關連交易」之範圍，因此概不須根據上市規則第14A章遵守相關披露規定。

持續關連交易

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

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group for the year ended 31 December 2016 are set out in note 37 of the consolidated financial statements contained herein.

In relation to those related party transactions, save as (i) the related party transactions with Aroma Coffee which are not regarded as the Company's continuing connected transactions as defined under Chapter 14A of the Listing Rules; (ii) each of the related party transactions with Yi Pin Xuan regarding the sales of property, plant and equipment, other income and rental income from operating leases which are regarded as fully exempt connected transactions or continuing connected transactions as defined under Chapter 14A of the Listing Rules; and (iii) the related party transactions with Shanghai Hongda which are regarded as continuing connected transactions as defined under Chapter 14A of the Listing Rules, subject to the requirements under Rule 14A.60, the other transactions disclosed in note 37(a) of the consolidated financial statements as related party transactions constituted non-exempt continuing connected transactions as defined under Chapter 14A of the Listing Rules, and the Directors confirm that the Company had complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The transactions disclosed in note 37(b) of the consolidated financial statements as related party transactions did not fall under the scope of "Connected Transactions" or "Continuing Connected Transactions" under Chapter 14A of the Listing Rules, and therefore are not required to comply with the disclosure requirements under Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

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



董事會報告

REPORT OF THE DIRECTORS

非豁免持續關連交易

- (1) 於二零一四年八月二十六日，上海克莉絲汀食品有限公司(「上海克莉絲汀」)、上海雙紅麵包有限公司(「上海雙紅麵包」)、上海吉元德食品有限公司(「上海吉元德」)、上海克莉絲汀甜蜜藝術食品有限公司(「上海甜蜜藝術」)、南京克莉絲汀食品有限公司(「南京克莉絲汀」)、杭州丹比食品有限公司(「杭州丹比」)及吳江尚浦包裝製品有限公司(「吳江尚浦」)，該公司約31.36%實際股權由現任非執行董事卓啟明先生的聯繫人持有：即(a)卓啟明先生的外甥鄭鈺霖先生持有吳江尚浦3.95%股權；(b)卓啟明先生的外甥劉濃潔先生持有吳江尚浦3.00%股權；及(c)卓啟明先生三名子女擁有60%的公司Hao Sheng Group Holdings Limited持有吳江尚浦40.68%股權。)訂立重訂綜合供應協議(「重訂吳江綜合供應協議」)，據此，本集團同意向吳江尚浦採購紙質包裝物料(主要用於包裝月餅、麵包、蛋糕及其他烘焙產品)。有關價格乃按公平基準釐定，並與於中國境內所供應的產品現行市價可資比較。於釐定現行市價時，本集團將於下採購訂單前參考兩家或以上獨立供應商的價格。該等經協定價格及條款不高於及不遜於本集團於一般及日常業務過程中與獨立第三方訂立的價格及條款。重訂吳江綜合供應協議、其項下擬進行的持續關連交易以及截至二零一六年十二月三十一日止三個年度的相關年度上限已經本公司於二零一四年十二月十五日舉行的股東特別大會審議通過。

Non-exempt Continuing Connected Transactions

- (1) On 26 August 2014, Shanghai Christine Foodstuff Co., Ltd.* (上海克莉絲汀食品有限公司) (“**Shanghai Christine**”), Shanghai Shuanghong Bakery Co., Ltd.* (上海雙紅麵包有限公司) (“**Shanghai Shuanghong Bakery**”), Shanghai Ji Yuan De Foodstuff Co., Ltd.* (上海吉元德食品有限公司), (“**Shanghai Ji Yuan De**”), Shanghai Christine Sweet Art Foodstuff Co., Ltd.* (上海克莉絲汀甜蜜藝術食品有限公司) (“**Shanghai Sweet Art**”), Nanjing Christine Foodstuff Co., Ltd.* (南京克莉絲汀食品有限公司) (“**Nanjing Christine**”) and Hangzhou Danbi Foodstuff Co., Ltd.* (杭州丹比食品有限公司) (“**Hangzhou Danbi**”) entered into a renewed master supply agreement with Wujiang Shangpu Packing Products Co., Ltd.* (吳江尚浦包裝製品有限公司) (“**Wujiang Shangpu**”), approximately 31.36% of the effective interest of which is collectively owned by the associates of Mr. Chi-Ming Chou, currently a non-executive Director, namely (a) 3.95% by Mr. Zheng Yulin, being the nephew of Mr. Chi-Ming Chou; (b) 3.00% by Mr. Liu Nongjie, being the nephew of Mr. Chi-Ming Chou; and (c) 40.68% by Hao Sheng Group Holdings Limited, a company owned by three children of Mr. Chi-Ming Chou as to 60% (the “**Renewed Wujiang Master Supply Agreement**”), pursuant to which the Group agreed to purchase from Wujiang Shangpu paper packaging materials which are mainly used for wrapping and packaging of mooncakes, bread, cakes and other bakery products. The relevant pricing is determined on an arm’s length basis and comparable to prevailing market rates of the products supplied within the PRC. In determining the prevailing market rates, the Group will make reference to the prices from two or more independent suppliers before placing a purchase order. The prices and terms agreed are not higher and not less favourable to the Group than those available from independent third parties in the ordinary and usual course of business. The Renewed Wujiang Master Supply Agreement and the continuing connected transactions contemplated thereunder and the respective annual caps for the three years ending 31 December 2016 were approved at the extraordinary general meeting held by the Company on 15 December 2014.



董事會報告

REPORT OF THE DIRECTORS

重訂吳江綜合供應協議有效期為三年，由二零一四年一月一日起至二零一六年十二月三十一日屆滿。該份協議可由任何一方向另一方發出三個月之事先書面通知隨時予以終止。

於年內，本集團與吳江尚浦根據重訂吳江綜合供應協議擬進行之交易總金額為人民幣6,999,000元。其截至二零一六年十二月三十一日止年度之年度交易額上限為人民幣24,300,000元。

本公司於二零一六年十一月八日與吳江尚浦訂立新協議，以重訂上述交易，由二零一七年一月一日起至二零一九年十二月三十一日。有關進一步詳情請參閱本公司日期為二零一六年十一月八日的公告。

- (2) 於二零一四年八月二十六日，上海克莉絲汀、上海雙紅麵包、上海吉元德、上海甜蜜藝術、南京克莉絲汀、杭州克莉絲汀、寧波克莉絲汀、杭州丹比與上海美馨貿易有限公司(「上海美馨」)(一間由直至二零一六年六月三日的前執行董事洪敦清先生的家族全資擁有的公司)訂立一份重訂綜合供應協議(「重訂美馨綜合供應協議」)。據此，本集團同意向上海美馨採購用於生產麵包、蛋糕、點心及其他烘焙產品的若干材料(例如牛油、奶粉、乾果、果脯、酶、添加劑及蜜糖)。有關價格乃按公平基準釐定，並與於中國境內所供應的產品現行市價可資比較。於釐定現行市價時，本集團將於下採購訂單前參考兩家或以上獨立供應商的價格。該等經協定價格及條款不高於及不遜於本集團於一般及日常業務過程中與獨立第三方訂立的價格及條款。重訂美馨綜合供應協議、其項下擬進行的持續關連交易以及截至二零一六年十二月三十一日止三個年度的相關年度上限已經本公司於二零一四年十二月十五日舉行的股東特別大會審議通過。

The Renewed Wujiang Master Supply Agreement is for a term of 3 years from 1 January 2014 and expired on 31 December 2016. The agreement would be terminated at any time by either party upon three months' prior written notice to the other party.

During the year, the Group's total transaction amount with Wujiang Shangpu contemplated under the Renewed Wujiang Master Supply Agreement is RMB6,999,000. The annual cap for the year ended 31 December 2016 is RMB24,300,000.

The Company entered into a new agreement with Wujiang Shangpu on 8 November 2016 to renew the above transactions from 1 January 2017 to 31 December 2019. For further details, please refer to the Company's announcement dated 8 November 2016.

- (2) On 26 August 2014, Shanghai Christine, Shanghai Shuanghong Bakery, Shanghai Ji Yuan De, Shanghai Sweet Art, Nanjing Christine, Hangzhou Christine, Ningbo Christine and Hangzhou Danbi entered into a renewed master supply agreement with Shanghai Meixin Trade Co., Ltd.* (上海美馨貿易有限公司) ("Shanghai Meixin"), which is wholly-owned by the family of Mr. Dun-Ching Hung, a former executive Director until 3 June 2016 (the "**Renewed Meixin Master Supply Agreement**"), pursuant to which the Group agreed to purchase from Shanghai Meixin certain ingredients (such as butter, milk powder, dried fruits, preserved fruits, enzymes, additives and honey) for the production of bread, cakes, pastries and other bakery products. The relevant pricing is determined on an arm's length basis and comparable to prevailing market rates of the products supplied within the PRC. In determining the prevailing market rates, the Group will make reference to the prices from two or more independent suppliers before placing a purchase order. The prices and terms agreed are not higher and not less favourable to the Group than those available from independent third parties in the ordinary and usual course of business. The Renewed Meixin Master Supply Agreement and the continuing connected transactions contemplated thereunder and the respective annual caps for the three years ending 31 December 2016 were approved at the extraordinary general meeting held by the Company on 15 December 2014.



董事會報告

REPORT OF THE DIRECTORS

重訂美馨綜合供應協議有效期為三年，由二零一四年一月一日起至二零一六年十二月三十一日屆滿。該份協議可由任何一方向另一方發出三個月之事先書面通知隨時予以終止。

於年內，本集團與上海美馨根據重訂美馨綜合供應協議擬進行之交易總金額為人民幣5,544,000元。其截至二零一六年十二月三十一日止年度之年度交易額上限為人民幣37,200,000元。

本公司於二零一六年十一月八日與上海美馨訂立新協議，以重訂上述交易，由二零一七年一月一日起至二零一七年六月三十日。有關進一步詳情請參閱本公司日期為二零一六年十一月八日的公告。

- (3) 於二零一四年八月二十六日，上海克莉絲汀、上海雙紅麵包、上海吉元德、上海甜蜜藝術、南京克莉絲汀、杭州克莉絲汀、寧波克莉絲汀、杭州丹比及上海同燦食品有限公司(「上海同燦」)(一間由Tong Li Food Co., Ltd.全資擁有的公司，而Tong Li Food Co., Ltd.則由直至二零一六年六月三日止的前執行董事洪敦清先生全資擁有的公司Fine Up Enterprise Co., Ltd.擁有15%，而洪先生的配偶及兩名子女則合共擁有27.925%)訂立重訂綜合供應協議(「重訂上海同燦綜合供應協議」)。據此，本集團同意向上海同燦採購用於生產麵包、蛋糕、月餅及其他烘焙產品的餡料(如甜餡料及板栗)(「同燦供應品」)。由於同燦供應品為訂製產品並僅向本集團供應，且上海同燦為同燦供應品的唯一供應商，故完全沒有與其他獨立第三方供應商進行可資比較的採購交易。本集團將參考由上海同燦製造並向獨立第三方供應的與同燦供應品類似但並非同燦供應品的其他餡料價格。上海同燦以不高於向獨立第三方提供其他餡料的價格向本集團提供同燦供應品。有關價格乃按公平基準釐定，上海同燦並承諾就同燦供應品與本集團訂立的條款將不遜於與獨立第三方訂立的條款。重訂上海同燦綜合供應協議、其項下擬進行的持續關連交易以及截至二零一六年十二月三十一日止三個年度的相關年度上限已經本公司於二零一四年十二月十五日舉行的股東特別大會審議通過。

The Renewed Meixin Master Supply Agreement is for a term of 3 years from 1 January 2014 and expired on 31 December 2016. The agreement would be terminated at any time by either party upon three months' prior written notice to the other party.

During the year, the Group's total transaction amount with Shanghai Meixin contemplated under the Renewed Meixin Master Supply Agreement is RMB5,544,000. The annual cap for the year ended 31 December 2016 is RMB37,200,000.

The Company entered into a new agreement with Shanghai Meixin on 8 November 2016 to renew the above transactions from 1 January 2017 to 30 June 2017. For further details, please refer to the Company's announcement dated 8 November 2016.

- (3) On 26 August 2014, Shanghai Christine, Shanghai Shuanghong Bakery, Shanghai Ji Yuan De, Shanghai Sweet Art, Nanjing Christine, Hangzhou Christine, Ningbo Christine and Hangzhou Danbi entered into a renewed master supply agreement with Shanghai Tongcan Foodstuff Co., Ltd.* (上海同燦食品有限公司) ("Shanghai Tongcan"), which is wholly-owned by Tong Li Food Co., Ltd. which, in turn, is held as to 15% by Fine Up Enterprise Co., Ltd., a company wholly-owned by Mr. Dun-Ching Hung, a former executive Director until 3 June 2016, and 27.925% collectively by the spouse and two children of Mr. Hung (the "Renewed Shanghai Tongcan Master Supply Agreement"), pursuant to which the Group agreed to purchase from Shanghai Tongcan certain fillings for production of bread, cakes, mooncakes and other bakery products, such as sugary fillings and Chinese chestnuts ("Tongcan Supply"). Since the Tongcan Supply are tailor-made products which are solely provided to the Group and Shanghai Tongcan is the sole supplier of the Tongcan Supply, there are strictly no comparable purchase transactions with other independent third party suppliers. The Group will make reference to the prices of other fillings, which is similar to but not the same as the Tongcan Supply, produced by Shanghai Tongcan to independent third parties. The Tongcan Supply is provided to the Group at a price not higher than that of the other fillings provided by Shanghai Tongcan to independent third parties. The relevant pricing is determined on an arm's length basis, and with respect to Tongcan Supply, Shanghai Tongcan undertakes that the terms shall be no less favourable to the Group than terms available to independent third parties. The Renewed Shanghai Tongcan Master Supply Agreement and the continuing connected transactions contemplated thereunder and the respective annual caps for the three years ending 31 December 2016 were approved at the extraordinary general meeting held by the Company on 15 December 2014.



董事會報告

REPORT OF THE DIRECTORS

重訂上海同燦綜合供應協議有效期為三年，由二零一四年一月一日起至二零一六年十二月三十一日屆滿。該份協議可由任何一方向另一方發出三個月之事先書面通知隨時予以終止。

於年內，本集團與上海同燦根據重訂上海同燦綜合供應協議擬進行之交易總金額為人民幣1,045,000元。其截至二零一六年十二月三十一日止年度之年度交易額上限為人民幣11,700,000元。

本公司於二零一六年十一月八日與上海同燦訂立新協議，以重訂上述交易，由二零一七年一月一日起至二零一七年六月三十日。有關詳情請參閱本公司日期為二零一六年十一月八日的公告。

- (4) 於二零一四年八月二十六日，上海克莉絲汀、上海雙紅麵包、上海吉元德、南京克莉絲汀、杭州克莉絲汀、寧波克莉絲汀、杭州丹比及一品軒（一間由 Gourmet Holding Co., Ltd. 全資擁有的公司，而 Gourmet Holding Co., Ltd. 則由執行董事兼本公司主席羅田安先生的胞姐黃羅井英女士全資擁有）訂立新綜合供應協議（「**新一品軒綜合供應協議**」），據此，本集團同意向一品軒提供若干材料及其他雜項物料（包括麵粉、糖及食用油）。所提供的材料定價乃按公平基準，並依據本集團按現行市價物色的材料的實際價格釐定。此定價須待一品軒按新一品軒綜合加工協議（定義見下文）將克莉絲汀品牌產品的價格釐定為不超過零售價的60%後，方可作實。新一品軒綜合供應協議及新一品軒綜合加工協議的整體協定價格及條款不遜於本集團於一般及日常業務過程中與獨立第三方訂立的價格及條款。新一品軒綜合供應協議、其項下擬進行的持續關連交易以及截至二零一六年十二月三十一日止三個年度的相關年度上限已經本公司於二零一四年十二月十五日舉行的股東特別大會審議通過。

新一品軒綜合供應協議有效期為三年，由二零一四年一月一日起至二零一六年十二月三十一日屆滿。該份協議可由任何一方向另一方發出三個月之事先書面通知隨時予以終止。

The Renewed Shanghai Tongcan Master Supply Agreement is for a term of 3 years from 1 January 2014 and expired on 31 December 2016. The agreement would be terminated at any time by either party upon three months' prior written notice to the other party.

During the Year, the Group's total transaction amount with Shanghai Tongcan contemplated under the Renewed Shanghai Tongcan Master Supply Agreement is RMB1,045,000. The annual caps for the year ended 31 December 2016 is RMB11,700,000.

The Company entered into a new agreement with Shanghai Tongcan on 8 November 2016 to renew the above transactions, from 1 January 2017 to 30 June 2017. For details, please refer to the Company's announcement dated 8 November 2016.

- (4) On 26 August 2014, Shanghai Christine, Shanghai Shuanghong Bakery, Shanghai Ji Yuan De, Nanjing Christine, Hangzhou Christine, Ningbo Christine and Hangzhou Danbi entered into a new master supply agreement with Yi Pin Xuan, which is wholly-owned by Gourmet Holding Co., Ltd., which, in turn, is wholly-owned by Ms. Ching-Ying Huang Lo, being the sister of Mr. Tien-An Lo, an executive Director and the Chairman of the Company (the "**New Yi Pin Xuan Master Supply Agreement**"), pursuant to which the Group agreed to provide to Yi Pin Xuan certain ingredients and other miscellaneous items including flour, sugar and oil. The pricing for the ingredients provided is determined on an arm's length basis and based on the actual costs of the ingredients sourced by the Group at prevailing market rates. This is conditional upon Yi Pin Xuan providing the Christine-branded products at a price which is not more than 60% of the retail prices under the New Yi Pin Xuan Master Processing Agreement (as defined below). The prices and terms agreed under the New Yi Pin Xuan Master Supply Agreement and the New Yi Pin Xuan Master Processing Agreement as a whole are not less favourable to the Group than those available to independent third parties in the ordinary and usual course of business. The New Yi Pin Xuan Master Supply Agreement and the continuing connected transactions contemplated thereunder and the respective annual caps for the three years ending 31 December 2016 were approved at the extraordinary general meeting held by the Company on 15 December 2014.

The New Yi Pin Xuan Master Supply Agreement is for a term of 3 years from 1 January 2014 and expired on 31 December 2016. The agreement would be terminated at any time by either party upon three months' prior written notice to the other party.



董事會報告

REPORT OF THE DIRECTORS

於年內，本集團與一品軒根據新一品軒綜合供應協議擬進行之交易總金額為人民幣5,799,000元。其截至二零一六年十二月三十一日止年度之年度交易額上限為人民幣5,900,000元。

- (5) 於二零一四年八月二十六日，上海克莉絲汀、上海雙紅麵包、上海吉元德、南京克莉絲汀、杭州克莉絲汀、寧波克莉絲汀、杭州丹比及一品軒訂立新綜合加工協議（「**新一品軒綜合加工協議**」），據此，一品軒同意為本集團加工及生產克莉絲汀品牌產品。所供應的加工產品定價乃按公平基準釐定，並將價格定於不高於克莉絲汀品牌產品的零售價的60%。此定價須待本集團根據新一品軒綜合供應協議按實際價格（亦為現行市價）向一品軒供應材料後，方可作實。新一品軒綜合供應協議及新一品軒綜合加工協議的整體協定價格及條款不遜於本集團於一般及日常業務過程中與獨立第三方訂立的價格及條款。新一品軒綜合加工協議、其項下擬進行的持續關連交易以及截至二零一六年十二月三十一日止三個年度的相關年度上限已經本公司於二零一四年十二月十五日舉行的股東特別大會審議通過。

新一品軒綜合加工協議有效期為三年，由二零一四年一月一日起至二零一六年十二月三十一日屆滿。該份協議可由任何一方向另一方發出三個月之事先書面通知隨時予以終止。

於年內，本集團與一品軒根據新一品軒綜合加工協議擬進行之交易總金額為人民幣101,179,000元。其截至二零一六年十二月三十一日止年度之年度交易額上限為人民幣189,500,000元。

During the year, the Group's total transaction amount with Yi Pin Xuan contemplated under the New Yi Pin Xuan Master Supply Agreement is RMB5,799,000. The annual cap for the year ended 31 December 2016 is RMB5,900,000.

- (5) On 26 August 2014, Shanghai Christine, Shanghai Shuanghong Bakery, Shanghai Ji Yuan De, Nanjing Christine, Hangzhou Christine, Ningbo Christine and Hangzhou Danbi entered into a new master processing agreement with Yi Pin Xuan (the "**New Yi Pin Xuan Master Processing Agreement**"), pursuant to which Yi Pin Xuan agreed to process and produce Christine-branded products to the Group. The pricing for the processed products supplied is determined on an arm's length basis and set at a price which does not exceed 60% of the retail prices of the Christine-branded products. This is conditional upon the ingredients being supplied by the Group to Yi Pin Xuan at actual costs (which are also the prevailing market rates) pursuant to the New Yi Pin Xuan Master Supply Agreement. The prices and terms agreed under the New Yi Pin Xuan Master Supply Agreement and the New Yi Pin Xuan Master Processing Agreement as a whole are not less favourable to the Group than those available to independent third parties in the ordinary and usual course of business. The New Yi Pin Xuan Master Processing Agreement and the continuing connected transactions contemplated thereunder and the respective annual caps for the three years ending 31 December 2016 were approved at the extraordinary general meeting held by the Company on 15 December 2014.

The New Yi Pin Xuan Master Processing Agreement is for a term of 3 years from 1 January 2014 and expired on 31 December 2016. The agreement would be terminated at any time by either party upon three months' prior written notice to the other party.

During the year, the Group's total transaction amount with Yi Pin Xuan contemplated under the New Yi Pin Xuan Master Processing Agreement is RMB101,179,000. The annual cap for the year ended 31 December 2016 is RMB189,500,000.



董事會報告 REPORT OF THE DIRECTORS

本公司於二零一六年十一月八日與一品軒訂立新協議，以重訂上述第四及第五項交易，由二零一七年一月一日起至二零一九年十二月三十一日，須獲得獨立股東批准。批准該等交易之決議並未獲本公司獨立股東通過。

其後於二零一六年十二月三十日，本公司與一品軒訂立綜合加工協議。據此，本集團將按照綜合加工協議規定的質量標準向一品軒提供所有材料(包括麵粉、糖及食用油等)以加工為克莉絲汀品牌產品(主要為麵包和蛋糕，其他包括糕點)。有關詳情請參閱本公司日期為二零一六年十一月八日、二零一六年十二月十六日及二零一六年十二月三十日的公告及日期為二零一六年十一月二十八日的通函。

- (6) 本公司全資附屬公司上海克莉絲汀與上海鴻達包裝飾品有限公司(「上海鴻達」)於二零一六年一月一日訂立採購協議，自二零一六年一月一日至二零一六年十二月三十一日止期間採購若干包裝材料、即棄飲具及餐具(「二零一六年上海鴻達供應協議」)。

許鴻森先生於二零一六年六月三日獲委任為執行董事，並成為本公司的關連人士。由於上海鴻達由許先生、其配偶及其家庭成員共同全資擁有的公司鴻德國際有限公司間接控制，故上海鴻達為許先生的聯繫人。許先生獲委任後，上海鴻達成為本公司的關連人士。因此，根據上市規則第14A章，二零一六年上海鴻達供應協議下進行的持續交易構成本公司的持續關連交易。

The Company entered into new agreements with Yi Pin Xuan on 8 November 2016 to renew the above transactions numbered 4 and 5 from 1 January 2017 to 31 December 2019 subject to independent shareholders' approval, and the resolution for approving these new transactions was not passed by the independent shareholders of the Company.

Subsequently on 30 December 2016, the Company and Yi Pin Xuan entered into a master processing agreement, pursuant to which the Group will provide all ingredients (including flour, sugar and oil, etc.) to Yi Pin Xuan for Yi Pin Xuan to process them into Christine-branded products (mainly bread and cakes, with others including pastries) for the Group in accordance with the prescribed quality standards as set out in the master processing agreement. For details, please refer to the Company's announcements dated 8 November 2016, 16 December 2016 and 30 December 2016, and circular dated 28 November 2016.

- (6) On 1 January 2016, Shanghai Christine, a wholly-owned subsidiary of the Company, entered into a purchase agreement with Shanghai Hongda Packaging and Decorations Co., Ltd.* (上海鴻達包裝飾品有限公司) ("Shanghai Hongda"). During the period from 1 January 2016 to 31 December 2016, Shanghai Christine will purchase from Shanghai Hongda certain packaging materials, disposable drinking tools and tableware (the "2016 Shanghai Hongda Supply Agreement").

After Mr. Hung-Sen Hsu was appointed as executive Director on 3 June 2016, he became a connected person of the Company. Since Shanghai Hongda is directly controlled by Hontex International Limited which is wholly owned by Mr. Hsu, his spouse and family members, Shanghai Hongda is an associate of Mr. Hsu. After the appointment of Mr. Hsu, Shanghai Hongda becomes a connected person of the Company. Therefore, in accordance with Chapter 14A of the Listing Rules, continuing transactions under the 2016 Shanghai Hongda Supply Agreement constitute the Company's continuing connected transactions.



董事會報告

REPORT OF THE DIRECTORS

二零一六年上海鴻達供應協議有效期為二零一六年一月一日至二零一六年十二月三十一日。於截至二零一六年十二月三十一日止年度，本集團根據二零一六年上海鴻達供應協議向上海鴻達支付的交易金額約為人民幣2,817,000元。

由於二零一六年上海鴻達供應協議已於二零一六年十二月三十一日到期，本公司之附屬公司(包括上海克莉絲汀、上海雙紅麵包、上海吉元德、上海甜蜜藝術、南京克莉絲汀、杭州克莉絲汀、寧波克莉絲汀及杭州丹比)已於二零一六年十一月八日與上海鴻達訂立重訂綜合供應協議(「重訂上海鴻達綜合供應協議」)。於二零一七年一月一日至二零一九年十二月三十一日，上海鴻達(為執行董事許鴻森先生的聯繫人)將向本集團供應物料，包括包裝物料、即棄飲具及餐具。由於重訂上海鴻達綜合供應協議項下擬進行交易的最高適用百分比率超過0.1%但少於5%，故根據上市規則第14A章，有關交易須遵守報告、公告及年度審核的規定，惟獲豁免遵守獨立股東批准的規定。有關詳情請見本公司日期為二零一六年七月二十五日及二零一六年十一月八日的公告。

獨立非執行董事及審核委員會已審閱上述一至六項截至二零一六年十二月三十一日止年度之持續關連交易並已確認該等持續關連交易乃：

1. 於本集團之日常及一般業務過程中訂立；
2. 按一般商業條款訂立或該等交易條款不遜於獨立第三方可取得或提供的條款；及
3. 依照有關交易各自之協議條款進行，而該等條款乃屬公平合理及符合本公司及本公司股東之整體利益。

The 2016 Shanghai Hongda Supply Agreement is for a term from 1 January 2016 to 31 December 2016. For the year ended 31 December 2016, transaction amount paid by the Group to Shanghai Hongda under the 2016 Shanghai Hongda Supply Agreement was approximately RMB2,817,000.

Since the 2016 Shanghai Hongda Supply Agreement expired on 31 December 2016, the Company's subsidiaries (including Shanghai Christine, Shanghai Shuanghong Bakery, Shanghai Ji Yuan De, Shanghai Sweet Art, Nanjing Christine, Hangzhou Christine, Ningbo Christine and Hangzhou Danbi) entered into a renewed master supply agreement (the "**Renewed Shanghai Hongda Master Supply Agreement**") with Shanghai Hongda on 8 November 2016. From 1 January 2017 to 31 December 2019, Shanghai Hongda (an associate of executive Director Mr. Hung-Sen Hsu) will supply the Group with materials including packaging materials, disposable drinking tools and tableware. As the highest applicable percentage ratios for transactions contemplated under Renewed Shanghai Hongda Master Supply Agreement exceed 0.1% but are below 5%, according to Chapter 14A of the Listing Rules, relevant transactions are subject to reporting, announcement and annual review requirements but are exempt from independent shareholders' approval requirements. For details, please refer to the Company's announcements dated 25 July 2016 and 8 November 2016.

The independent non-executive Directors and audit committee have reviewed the above continuing connected transactions numbered 1 to 6 for the year ended 31 December 2016 and have confirmed that these continuing connected transactions are:

1. entered into in the ordinary and usual course of business of the Group;
2. entered into on normal commercial terms or terms no less favourable to the Group than terms available from/independent third parties; and
3. in accordance with the terms of respective agreements governing the transactions that are fair and reasonable and in the interests of the Company and the Shareholders of the Company as a whole.



董事會報告

REPORT OF THE DIRECTORS

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

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

企業管治守則

董事認為自二零一六年一月一日至二零一六年十二月三十一日，本公司已應用上市規則附錄14所載之企業管治守則及企業管治報告(「**企業管治守則**」)之原則及已遵守企業管治守則所載之適用守則條文，惟對企業管治守則守則條文第A.2.1條有偏離除外。

企業管治守則守則條文第A.2.1條

於二零一三年二月二十八日，朱秀萍女士卸任首席執行官，羅田安先生(「**羅先生**」)遂兼任首席執行官，直至公司能物色適當候選人。羅先生為本集團創辦人，擁有逾20年烘焙及零售行業經驗。董事會目前認為，由羅先生同時擔任主席兼首席執行官，將為公司提供堅定一致的領導，而不會降低董事會與公司管理層之間的權責平衡。

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

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

CORPORATE GOVERNANCE CODE

The Directors consider that the Company has applied the principles of the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) set out in Appendix 14 to the Listing Rules and complied with the applicable code provisions during the period from 1 January 2016 to 31 December 2016 as set out in the CG Code, except for the deviations to the code provision A.2.1 of the CG Code.

Code Provision A.2.1 of the CG Code

On 28 February 2013, Ms. Xiuping Zhu retired as the Chief Executive Officer (the “**CEO**”) of the Company. Mr. Tien-An Lo (“**Mr. Lo**”) was then taking up the duties of CEO until a suitable candidate is found. Mr. Lo is the founder of the Group and has over 20 years of experience in bakery and retail industry. The Board currently believes that vesting the roles of both Chairman and CEO in Mr. Lo will continue to provide the Company with strong and consistent leadership and will not impair the balance of power and authority between the Board and the management of the Company.



董事會報告 REPORT OF THE DIRECTORS

審核委員會及財務報表審閱

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

審核委員會與管理層已審閱本集團所採納之會計原則及慣例，並討論了審核、內部監控及財務申報事項，包括審閱本集團截至二零一六年十二月三十一日止年度之經審核綜合財務報表。截至二零一六年十二月三十一日止年度之綜合財務報表已經本公司外聘核數師德勤•關黃陳方會計師行審核。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則為董事進行證券交易之規定準則。經向全體董事作出具體查詢後，全體董事已確認於截至二零一六年十二月三十一日止年度，彼等已遵守標準守則載列之規定準則。

足夠公眾持股量

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

Audit Committee and Review of Financial Statements

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

The Audit Committee has reviewed with the management accounting principles and practices adopted by the Group and discussed the auditing, internal controls and financial reporting matters, including review of the audited consolidated financial statements of the Group for the year ended 31 December 2016. The consolidated financial statements for the year ended 31 December 2016 have been audited by the Company's external auditors, Deloitte Touche Tohmatsu.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the required standard for securities transactions by Directors. Specific enquiries have been made to all the Directors and all the Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2016.

SUFFICIENCY OF PUBLIC FLOAT

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



董事會報告 REPORT OF THE DIRECTORS

核數師

於年內，德勤•關黃陳方會計師行獲委聘為本公司之外聘核數師。本公司將於二零一七年股東週年大會提呈一項續聘德勤•關黃陳方會計師行為本公司外聘核數師之決議案。在過往四年內，本公司未更換核數師。

根據上市規則持續披露責任

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

代表董事會
羅田安
主席

中國上海，二零一七年三月二十四日

AUDITORS

During the year, Deloitte Touche Tohmatsu were appointed as the external auditors of the Company. A resolution will be submitted at the 2017 annual general meeting to re-appoint Deloitte Touche Tohmatsu as the external auditors of the Company. The Company has not changed its auditors in the past four years.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

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

On behalf of the Board
Tien-An Lo
Chairman

Shanghai, PRC, 24 March 2017



企業管治報告 CORPORATE GOVERNANCE REPORT

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

本公司及董事會已採納企業管治守則所載之守則條文。截至二零一六年十二月三十一日止年度，除下文披露者外，董事會認為本公司已全面遵守企業管治守則。

董事進行證券交易的標準守則

本公司已採納標準守則。本公司於向所有董事作出具體查詢後確認，所有董事確認，彼等於截至二零一六年十二月三十一日止整個年度一直遵守標準守則所載的規定標準。

董事會

董事會的組成

董事會現時由三名執行董事、一名非執行董事及三名獨立非執行董事組成。

執行董事：

羅田安先生(主席及首席執行官)
許鴻森先生(於二零一六年六月三日獲委任)
林銘田先生(於二零一六年六月三日獲委任)
洪敦清先生(於二零一六年六月三日被罷免)
林煜先生(於二零一六年六月三日被罷免)

非執行董事：

卓啟明先生

獨立非執行董事：

朱念琳先生
高海明先生
蘇莞文女士

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

The Company and the Board have adopted the code provisions of the CG Code. During the year ended 31 December 2016, the Board believes that the Company has fully complied with the CG Code except for the one disclosed below.

MODEL CODE ON SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code. Having made specific enquiry to all the Directors, the Company confirmed that all the Directors confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2016.

BOARD OF DIRECTORS

The Composition of the Board

The Board currently comprises three executive Directors, one non-executive Director and three independent non-executive Directors.

Executive Directors:

Mr. Tien-An Lo (*Chairman and Chief Executive Officer*)
Mr. Hung-Sen Hsu (*appointed on 3 June 2016*)
Mr. Ming-Tien Lin (*appointed on 3 June 2016*)
Mr. Dun-Ching Hung (*removed on 3 June 2016*)
Mr. Yu Lin (*removed on 3 June 2016*)

Non-executive Director:

Mr. Chi-Ming Chou

Independent Non-executive Directors:

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



企業管治報告 CORPORATE GOVERNANCE REPORT

董事及高級管理層的履歷詳情載於本年報第23至28頁。董事會結構平衡，董事會之組成確保集各董事專長技能及經驗，以滿足本集團之業務需求，達致獨立及均衡的判斷。各董事擁有相關專業及豐富企業及策略計劃經驗，均可為本集團業務之成功作出貢獻。

獨立非執行董事

本公司已委任三名獨立非執行董事，佔董事會成員三分之一以上，符合上市規則第3.10(1)條的規定。其中一名獨立非執行董事於會計方面擁有專業資格。獨立非執行董事所承擔之重要職能是確保及監察有關有效企業管治框架之基礎。獨立非執行董事可提供充分核查及平衡，以保障本集團及其股東之利益，其中包括檢討本年報上文所述的持續關連交易。董事會確認，本公司已收到每名獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。據此，本公司認為所有該等董事均為獨立。

非執行董事之任期

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

The biographical details of the Directors and senior management are set out on pages 23 to 28 of this annual report. The composition of the Board is well balanced which ensures that the unique expertise and experience of each Director are pooled together to meet the business needs of the Group and for the purposes of making independent well-balanced judgments. Each Director has the relevant professional and extensive corporate and strategic planning experience, and thus will contribute well to the business success of the Group.

Independent Non-executive Directors

The Company has appointed three independent non-executive Directors, representing over one third of the members of the Board in compliance with Rule 3.10(1) of the Listing Rules. One of the independent non-executive Directors has the professional qualification of accounting. The independent non-executive Directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. Their participations provide adequate checks and balances to safeguard the interests of the Group and its shareholders, including the review of the continuing connected transactions described above in this annual report. The Board confirms that the Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. On this basis, the Company considers all such Directors to be independent.

Term of Non-executive Directors

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



企業管治報告 CORPORATE GOVERNANCE REPORT

董事會的功能

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

董事會授權

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

管理功能

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

主席及首席執行官

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

於二零一三年二月二十八日，朱女士卸任首席執行官，羅田安先生遂兼任首席執行官，直至公司物色到適當候選人為止。羅先生為本集團創辦人，擁有逾20年烘焙及零售行業經驗。董事會目前認為，由羅先生同時擔任主席兼首席執行官，將為公司提供堅定一致的領導，而不會降低董事會與公司管理層之間的權責平衡。

Functions of the Board

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

Delegation by the Board

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

Management Function

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

Chairman and CEO

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

On 28 February 2013, Ms. Zhu retired as the CEO. Mr. Tien-An Lo was then taking up the duties of CEO until a suitable candidate is found. Mr. Lo is the founder of the Group and has over 20 years of experience in bakery and retail industry. The Board currently believes that vesting the roles of both Chairman and CEO in Mr. Lo will continue providing the Company with strong and consistent leadership and will not impair the balance of power and authority between the Board and the management of the Company.



企業管治報告 CORPORATE GOVERNANCE REPORT

董事之委任、重選和罷免

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

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

本公司董事及高級管理層持續培訓

於年內，本公司安排核數師為全體董事，即羅田安先生、許鴻森先生、林銘田先生、洪敦清先生(於二零一六年六月三日被罷免)、林煜先生(於二零一六年六月三日被罷免)、卓啟明先生、朱念琳先生、蘇莞文女士及高海明先生及高級管理層成員組織一節以須予公佈交易為主題的培訓課程，全體董事均已出席該培訓課程。本公司另已安排公司秘書為全體董事提供有關企業管治及法律法規變動的閱讀材料供彼等參考及細閱。董事需向法務部提供接受培訓的記錄。

Appointment, Re-election and Removal of Directors

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

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

Continuous development of Directors and senior management of the Company

During the year, the Company arranged the auditors to organize for all Directors namely, Mr. Tien-An Lo, Mr. Hung-Sen Hsu, Mr. Ming-Tien Lin, Mr. Dun-Ching Hung (removed on 3 June 2016), Mr. Yu Lin (removed on 3 June 2016), Mr. Chi-Ming Chou, Mr. Nianlin Zhu, Ms. Wanwen Su and Mr. Haiming Gao and senior management members, one training session on the topic of notifiable transactions, and all directors have attended such training session. The Company also arranged the company secretary to provide reading materials for all directors on corporate governance and changes to laws and regulations for their reference and study. Directors are requested to provide their training records to the Legal Department.



企業管治報告 CORPORATE GOVERNANCE REPORT

董事及高級管理人員的責任保險及彌償保證

本公司已安排適當責任保險以就董事及高級管理人員因公司活動產生的責任向彼等作出彌償保證。截至二零一六年十二月三十一日止年度，董事及高級管理人員並無遭索償。

董事會會議及董事會常規

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

各董事於年度所舉行的董事會及股東大會會議的出席紀錄如下：

		出席／舉行的 董事會會議次數 Number of board meetings attended/held	出席率 Attendance ratio	出席／舉行的 股東會會議次數 Number of general meeting attended/held	出席率 Attendance ratio
羅田安先生	Mr. Tien-An Lo	4/4	100%	3/3	100%
洪敦清先生 (於二零一六年六月三日被罷免)	Mr. Dun-Ching Hung (removed on 3 June 2016)	1/4	25%	3/3	100%
林煜先生(於二零一六年六月三日被罷免)	Mr. Yu Lin (removed on 3 June 2016)	1/4	25%	3/3	100%
許鴻森先生 (於二零一六年六月三日獲委任)	Mr. Hung-Sen Hsu (appointed on 3 June 2016)	3/4	75%	1/3	33.3%
林銘田先生 (於二零一六年六月三日獲委任)	Mr. Ming-Tien Lin (appointed on 3 June 2016)	2/4	50%	0/3	0%
卓啟明先生	Mr. Chi-Ming Chou	4/4	100%	2/3	66.7%
朱念琳先生	Mr. Nianlin Zhu	4/4	100%	0/3	0%
蘇莞文女士	Ms. Wanwen Su	4/4	100%	3/3	100%
高海明先生	Mr. Haiming Gao	4/4	100%	0/3	0%

除召開常規董事會會議外，主席亦於年內在並無其他執行董事出席的情況下與獨立非執行董事舉行會議。

Directors' and Senior Officers' Liability Insurance and Indemnity

The Company has arranged for appropriate liability insurance to indemnify the Directors and senior officers for their liabilities arising out of corporate activities. For the year ended 31 December 2016, no claim has been made against the Directors and senior officers.

Board Meetings and Board Practices

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

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

		出席／舉行的 董事會會議次數 Number of board meetings attended/held	出席率 Attendance ratio	出席／舉行的 股東會會議次數 Number of general meeting attended/held	出席率 Attendance ratio
羅田安先生	Mr. Tien-An Lo	4/4	100%	3/3	100%
洪敦清先生 (於二零一六年六月三日被罷免)	Mr. Dun-Ching Hung (removed on 3 June 2016)	1/4	25%	3/3	100%
林煜先生(於二零一六年六月三日被罷免)	Mr. Yu Lin (removed on 3 June 2016)	1/4	25%	3/3	100%
許鴻森先生 (於二零一六年六月三日獲委任)	Mr. Hung-Sen Hsu (appointed on 3 June 2016)	3/4	75%	1/3	33.3%
林銘田先生 (於二零一六年六月三日獲委任)	Mr. Ming-Tien Lin (appointed on 3 June 2016)	2/4	50%	0/3	0%
卓啟明先生	Mr. Chi-Ming Chou	4/4	100%	2/3	66.7%
朱念琳先生	Mr. Nianlin Zhu	4/4	100%	0/3	0%
蘇莞文女士	Ms. Wanwen Su	4/4	100%	3/3	100%
高海明先生	Mr. Haiming Gao	4/4	100%	0/3	0%

Apart from regular board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of other executive Directors during the year.



企業管治報告 CORPORATE GOVERNANCE REPORT

審核委員會

本公司已於二零一一年十二月二十七日成立審核委員會(「**審核委員會**」)，並遵照上市規則第3.21條及企業管治守則第C3段制定書面職權範圍。審核委員會之主要職責為協助董事會就財務申報程序、內部監控及風險管理制度之有效性提供獨立意見、監察審核過程及履行董事會指定之其他職務與職責。審核委員會包括三名成員，即高海明先生、蘇莞文女士及朱念琳先生。全體委員會成員包括審核委員會主席高海明先生，彼具有財務管理及會計方面之專業資格，均為獨立非執行董事。審核委員會已審閱本集團採納之會計原則及慣例，並討論了審核、內部監控及財務申報事項，包括審閱本集團截至二零一六年六月三十日止六個月之中期綜合財務報表及截至二零一六年十二月三十一日止年度之經審核綜合財務報表，其認為本公司已遵守所有相關會計準則及規定並已作出充分披露。

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

Audit Committee

The Company established an audit committee (the “**Audit Committee**”) on 27 December 2011 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the CG Code. The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board. The Audit Committee consists of three members, namely Mr. Haiming Gao, Ms. Wanwen Su and Mr. Nianlin Zhu. All of the committee members, including Mr. Haiming Gao, the chairman of the Audit Committee, who has a professional qualification in financial management and accountancy, are independent non-executive Directors. The Audit Committee has reviewed the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of the interim consolidated financial statements for the six months ended 30 June 2016 and the audited consolidated financial statements of the Group for the year ended 31 December 2016 and considered that the Company had complied with all relevant accounting standards and requirements and made adequate disclosures.

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

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



企業管治報告 CORPORATE GOVERNANCE REPORT

薪酬委員會

本公司已遵照上市規則第3.25條於二零一一年十二月二十七日成立薪酬委員會（「薪酬委員會」），並遵照企業管治守則第B1段制定書面職權範圍。薪酬委員會已採納上市規則附錄十四第B.1.2(c)段所述的第二個模式（即向董事會提交個別執行董事及高級管理層的薪酬待遇建議）。薪酬委員會之主要職責包括（但不限於）：(i)就董事及高級管理人員之整體薪酬政策及架構並就設立正式透明之程序以制定此等薪酬政策向董事會提供推薦建議；(ii)釐定董事及高級管理人員的具體薪酬待遇條款；(iii)參考董事不時議決之公司目標審閱及批准與表現掛鈎之薪酬；及(iv)就僱員福利安排進行評估並提出推薦建議。薪酬委員會包括一名執行董事及兩名獨立非執行董事，即朱念琳先生（主席）、蘇莞文女士及羅田安先生。

於年內，薪酬委員會曾召開兩次會議，並進行以下主要工作：

- 就非執行董事的薪酬向董事會提出推薦建議
- 檢討執行董事之酬金
- 檢討董事及高級管理人員之整體薪酬政策及結構

各成員於薪酬委員會會議的個別出席情況如下：

		出席／舉行的薪酬委員會會議次數	出席率
		Number of Remuneration Committee meetings attended/held	Attendance ratio
朱念琳先生	Mr. Nianlin Zhu	2/2	100%
羅田安先生	Mr. Tien-An Lo	2/2	100%
蘇莞文女士	Ms. Wanwen Su	2/2	100%

Remuneration Committee

The Company established a remuneration committee (the “**Remuneration Committee**”) on 27 December 2011 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B1 of the CG Code. The Remuneration Committee has adopted the second model described in paragraph B.1.2(c) under Appendix 14 to the Listing Rules (i.e. make recommendation to the Board on the remuneration packages of individual executive Director and senior management member). The primary duties of the Remuneration Committee include but without limitation: (i) making recommendations to the Board on the policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of the Directors and senior management; (iii) reviewing and approving performance-based remuneration by reference to corporate goals resolved by the Directors from time to time; and (iv) evaluating and making recommendations on employee benefit arrangements. The Remuneration Committee comprises one executive director and two independent non-executive directors, namely Mr. Nianlin Zhu (Chairman), Ms. Wanwen Su and Mr. Tien-An Lo.

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

- making recommendations to the Board on the remuneration of non-executive Directors
- review of the emoluments of the executive Directors
- review of the remuneration policy and structure for all Directors and senior management

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



企業管治報告 CORPORATE GOVERNANCE REPORT

高級管理層之薪酬

截至二零一六年十二月三十一日止年度，高級管理層成員(包括一名本公司董事兼首席執行官)之薪酬範圍載列如下：

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

有關董事酬金及五位最高薪酬僱員之更多詳情載於綜合財務報表附註9。

提名委員會

本公司已於二零一一年十二月二十七日成立提名委員會(「提名委員會」)，並遵照企業管治守則第A5段制定書面職權範圍。提名委員會之主要職責為檢討董事會組成以及就本公司董事之委任及罷免向董事會提供推薦建議。提名委員會包括一名執行董事，兩名獨立非執行董事，即朱念琳先生(主席)、高海明先生及羅田安先生。

在設定董事會成員組合時，提名委員會會按本公司之董事會成員多元化政策所載從多個方面考慮董事會成員多元化，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、知識及服務任期。提名委員會會討論及協定為達致董事會成員多元化的所有可計量目標，並向董事會建議有關目標以供採納。

Remuneration of Senior Management

The remuneration of the members of the senior management, including a director and chief executive officer of the Company by band for the year ended 31 December 2016 is set out below:

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

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

Nomination Committee

The Company established a nomination committee (the "Nomination Committee") on 27 December 2011 with written terms of reference in compliance with paragraph A5 of the CG Code. The primary duties of the Nomination Committee are to review the Board composition and to make recommendations to the Board on the appointment and removal of Directors of the Company. The Nomination Committee comprises one executive director and two independent non-executive directors, namely Mr. Nianlin Zhu (Chairman), Mr. Haiming Gao and Mr. Tien-An Lo.

In designing the Board's composition, the Nomination Committee would consider a number of factors as set out in the Company's Board Diversity Policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption.



企業管治報告 CORPORATE GOVERNANCE REPORT

多元化政策的可計量目標

甄選董事會成員人選將按一系列多元化範疇為基準，包括(但不限於)性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。現時董事會由七名董事組成：女性一名，男性六名；年齡在41-50歲之間的有一名，51-60歲之間兩名，61歲或以上四名；四名來自台灣，三名來自中國；教育背景方面，其中分別有兩位董事獲得碩士學位，另外有一名董事獲得博士學位。董事會成員分別在企業經營管理、烘焙、營養及健康生活、工商管理及金融、財務和會計等方面具有豐富經驗，並且通過持續學習和培訓增強業務技能。提名委員會已檢討董事會人員、架構和組成，認為董事會架構合理，董事具有多方面、多領域的經驗和技能，能使本公司維持高水準運營。董事詳情請見本年報「董事及高級管理層」一章。

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

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

Measurable Objectives of Diversity Policy

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, culture and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board currently comprises seven Directors, including 1 female and 6 male Directors. There are 1 Director at the age range of 41-50, 2 Directors at the range of 51-60 and 4 Directors aged 61 or above, of which 4 Directors are from Taiwan and 3 from China. In respect of educational background, 2 Directors have obtained master degree and 1 Director has obtained doctorate degree. The members of the Board have rich experiences in enterprise operation and management, bakery, nutrition and healthy living, management and finance, finance and accounting, and enhance their business skills through continuous learning and training. The Nomination Committee has reviewed the members, structure and composition of the Board, and is of the opinion that the rational structure of the Board and the experiences and skills of the Directors in various aspects and fields may enable the Company to maintain high standard operation. Details on the Directors are set out in the section headed "Directors and Senior Management" of this annual report.

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

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



企業管治報告 CORPORATE GOVERNANCE REPORT

於年內，提名委員會曾召開兩次會議，並進行以下工作：

- 檢討董事會之架構、人數、組成及多元化(包括(但不限於)性別、年齡、文化及教育背景或專業經驗)以及獨立非執行董事之獨立性
- 考慮於股東週年大會上重選之退任董事之資歷

各成員於提名委員會會議的個別出席情況如下：

		出席／舉行的提名委員會會議次數 Number of Nomination Committee meetings attended/held	出席率 Attendance ratio
朱念琳先生	Mr. Nianlin Zhu	2/2	100%
高海明先生	Mr. Haiming Gao	2/2	100%
羅田安先生	Mr. Tien-An Lo	2/2	100%

企業管治委員會

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

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

- review of the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the Board and the independence of the independent non-executive directors
- consideration of the qualifications of the retiring directors standing for re-election at the annual general meeting

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

Corporate Governance Committee

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



企業管治報告 CORPORATE GOVERNANCE REPORT

企業管治委員會負責執行企業管治職能。本公司採納企業管治守則守則條文第D.3.1條作為企業管治委員會履行其企業管治職能的責任。二零一六年期間，企業管治委員會已就企業管治職能履行以下責任：

1. 檢討本公司的企業管治政策及常規以及向董事作出推薦意見；
2. 檢討及監察董事及高級管理人員的培訓及持續專業發展；
3. 檢討及監察本公司的政策及常規以符合法定及監管規定；
4. 檢討及監察僱員及董事所適用的行為守則及合規手冊；及
5. 審閱本公司遵守上市規則附錄十四(企業管治守則及企業管治報告)的情況。

The Corporate Governance Committee is responsible for performing the corporate governance duties. The Company adopted code provision D.3.1 of the CG Code as the duties of the Corporate Governance Committee in performing its corporate governance functions. During the year of 2016, the Corporate Governance Committee has performed the following duties in respect of its corporate governance function:

1. reviewing the Company's policies and practices on corporate governance and make recommendations to the Board;
2. reviewing and monitoring the training and continuous professional development of Directors and senior management;
3. reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
4. reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and
5. reviewing the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).

		出席／舉行的 企業管治委員會 會議次數 Number of Corporate Governance Committee meetings attended/held	出席率 Attendance ratio
廖維綸先生	Mr. Weilun Liao	12/12	100%
楊艷女士	Ms. Yan Yang	12/12	100%
程艷女士	Ms. Yan Cheng	2/12	16.7%
卞傳紅女士	Ms. Chuanhong Bian	12/12	100%



企業管治報告

CORPORATE GOVERNANCE REPORT

戰略及投資委員會

董事會已於二零一三年三月二十二日成立戰略及投資委員會（「**戰略及投資委員會**」），並制定書面職權範圍。戰略及投資委員會之主要職責包括（但不限於）：(1)就有關潛在投資之工作、重大決定、研究結果及推薦意見或經戰略及投資委員會審閱、分析或評估之戰略投資交易向董事會報告；(2)提醒董事會上市規則項下有關任何經審閱、分析或評估之潛在投資交易之披露規定；(3)瞭解各項投資之背景；(4)確保各項投資符合地方政策及規例；(5)於董事會授權之權限內透過審閱、分析、評估及批准投資機遇嚴格執行其權力；及(6)如需要，適時向董事會報告。自二零一六年一月一日起直至二零一六年六月三日，戰略及投資委員會由三名成員組成，即羅田安先生（主席）、洪敦清先生及高海明先生。洪敦清先生於二零一六年六月三日被罷免，執行董事林銘田先生自二零一六年六月三日起獲委任為戰略及投資委員會成員，自二零一六年六月三日起，戰略及投資委員會包括兩名執行董事及一名獨立非執行董事，即羅田安先生（主席）、林銘田先生及高海明先生。

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

STRATEGY AND INVESTMENT COMMITTEE

The Board has established a Strategy and Investment Committee (the “**Strategy and Investment Committee**”) on 22 March 2013 with written terms of reference. The primary duties of the Strategy and Investment Committee include, without limitation: (1) report to the Board on its work, significant decisions, findings and recommendation in connection with the potential investment or strategic investment reviewed, analyzed or evaluated; (2) remind the Board of the disclosure requirements under the Listing Rules in connection with any potential strategic investment reviewed, analyzed or evaluated; (3) get informed of the backgrounds of the investments; (4) ensure the investments are in compliance with local policies and regulations; (5) execute its powers strictly within the authorities granted by the Board through reviewing, analyzing, evaluating and approving investment opportunities; and (6) timely report to the Board if necessary. From 1 January 2016 to 3 June 2016, the Strategy and Investment Committee comprised three members, namely Mr. Tien-An Lo (Chairman), Mr. Dun-Ching Hung and Mr. Haiming Gao. Mr. Dun-Ching Hung was removed on 3 June 2016, and Mr. Ming-Tien Lin, being an executive Director, has been appointed to be a member of the Strategy and Investment Committee since 3 June 2016. From 3 June 2016, the Strategy and Investment Committee comprises of two executive directors and one independent non-executive director, namely Mr. Tien-An Lo (Chairman), Mr. Ming-Tien Lin and Mr. Haiming Gao.

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



企業管治報告 CORPORATE GOVERNANCE REPORT

問責性及審核

董事對財務報表的責任

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

董事確認彼等編製本公司截至二零一六年十二月三十一日止年度財務報表的責任。本公司核數師就其對財務報表責任的聲明載於本年報的獨立核數師報告。並無任何可引致嚴重質疑本公司持續經營能力之事件或情況相關的重大不確定因素。

風險管理與內部監控

宗旨及目標

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

監控框架

董事會

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

ACCOUNTABILITY AND AUDIT

Directors' Responsibility for the Financial Statements

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

The Directors have acknowledged their responsibility for preparing the financial statements of the Company for the year ended 31 December 2016. The Statement of the Company's auditor as to its responsibility for the financial statements is set out in the Independent Auditor's Report of this annual report. There are no material uncertainties relating to events or circumstances which would significantly cast doubt over the Company's ability to operate as a going concern.

Internal Control and Risk Management

Objectives and Goals

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

Monitoring framework

Board of Directors

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



企業管治報告 CORPORATE GOVERNANCE REPORT

審核委員會

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

管理層

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

內部審核部門

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

Audit Committee

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

Management

- Properly design, implement and supervise risk management and monitoring systems and ensure that they are effectively implemented;
- Respond promptly to and follow up the findings of internal or external auditors' investigations on internal control matters;
- Assure the Board of Directors of effectiveness of risk management and monitoring system.

Internal audit department

- Supervise and inspect the effectiveness of internal control;
- Report in accordance with the internal audit work procedures of enterprise internal control deficiencies found in supervision and inspection.



企業管治報告 CORPORATE GOVERNANCE REPORT

監控方法及方式

管理層已採取多種方式對內控環境實施監控。

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

風險管理

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

1. 風險識別：董事會和管理層確認影響公司目標實現的內部和外部風險因素。

Monitoring methods

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

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

Risk Management

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

1. Risk identification: the Board of Directors and management identify internal and external risk factors that affect realization of the Company's objectives.



企業管治報告 CORPORATE GOVERNANCE REPORT

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| <p>2. 風險評估：董事會和管理層根據風險因素發生的可能性和影響，確定管理風險的方法。</p> <p>3. 風險處理：董事會和管理層根據公司風險承受能力和風險偏好選擇風險管理策略。</p> <p>4. 風險監控與檢討：公司內審部門每年6月對集團及分子公司上半年的內部控制運行情況進行檢查，針對檢查過程中發現的控制缺陷提出整改建議。每年底，內審部門再對各公司下半年的內部控制運行情況進行檢查，同時對各公司上半年控制缺陷的整改情況進行跟蹤，確保各公司的缺陷已整改完畢，並向審核委員會匯報風險管理的綜合意見，通過向業務單位分享風險知識以提升公司風險管理水平。</p> | <p>2. Risk assessment: the Board of Directors and management determine the method of managing risks based on the likelihood and impact of risk factors.</p> <p>3. Risk processing: The Board and management select risk management strategies based on the Company's risk tolerance and risk preference.</p> <p>4. Risk monitoring and review: In June each year, the Company's internal audit department examines the internal control operation of the Group and its subsidiaries covering the first half of the year and puts forward the rectification suggestions for the control defects found in the inspection process. At the end of each year, the internal audit department will check the operation of the internal control of various companies covering the second half of the year, while tracking the rectification of control deficiencies of various companies covering the first half of the year to ensure that various companies' defects have been rectified. It also reports overall comments to the audit committee on risk management. The Company's risk management level is enhanced through sharing risk knowledge with different business units.</p> |
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內部監控

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

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

1. 財務報告管理：
- 已建立適當的監控措施，確保全面、準確、及時記錄會計及管理資料；
 - 每月向全體董事提供財務報表，以表明公司經營情況、財務狀況及前景評估；

Internal control

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

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

1. Financial Reporting Management:
- Appropriate monitoring measures have been established to ensure a comprehensive, accurate and timely record of accounting and management information;
 - Issue financial statements to all Directors on a monthly basis to show the Company's operating conditions, financial status and outlook assessment;



企業管治報告 CORPORATE GOVERNANCE REPORT

1. 外部審計師每年審核以保證綜合財務報表的編製符合公認會計準則、本公司會計政策及適用的法律法規。
2. 內幕信息處理與披露：本集團按照公司責任政策和相關程序規定監管內幕信息的處理與披露，以確保適當批准披露相關信息前維持保密，並以有效率及一致的方式發布相關信息。
3. 通過設置意見箱、舉報電話和舉報郵箱的方式，鼓勵員工就財務彙報、內部控制及其他事宜中可能出現的不當行為進行舉報，並由內部審計部門進行調查取證，並在情況屬實後向董事會報告。
4. 內審部門每半年檢查公司對相關法律法規的遵守情況，確保公司的各項經營活動符合法律及法規。

董事會及審核委員會已審閱本集團的風險管理與內部監控系統，以及內審部門的職責與工作，並未發現任何可能對本集團的該系統的有效性及充分性，內審職能的獨立性、客觀性及有效性產生不利影響的重大問題。

此外，獨立非執行董事每季度對本公司內部控制措施及有關法律法規的合規記錄進行了審查，並確認了本公司截至二零一六年十二月三十一日止年度的合規記錄。

1. External auditors audit consolidated financial statements every year to ensure consolidated financial statements are prepared in accordance with generally accepted accounting principles, the Company's accounting policies and applicable laws and regulations.
2. Insider Information Processing and Disclosure: The Group regulates the handling and disclosure of insider information in accordance with the Company's responsibility policy and related procedures to ensure confidentiality prior to the appropriate disclosure of relevant information and to disseminate relevant information in an efficient and consistent manner.
3. Through measures such as the setting up of suggestion box, whistle-blowing telephone and whistle-blowing mailbox, we encourage employees to report any misconduct which may arise from financial reporting, internal control and other issues. Internal audit department will undertake investigation and collect relevant evidence, and will report to the Board of Directors if the issues are confirmed.
4. Internal audit department semi-annually checks the compliance of the Company with relevant laws and regulations to ensure that the Company's business activities are in compliance with the laws and regulations.

The Board of Directors and the Audit Committee have reviewed the Group's risk management and internal control systems, as well as the responsibilities and work of the internal audit department, and have not found any major problem which may adversely affect the effectiveness and adequacy of the Group's system, the independence, objectivity and effectiveness of the internal audit function.

In addition, the independent non-executive Directors have reviewed the Company's compliance records on the internal control measures and the relevant laws and regulations quarterly, and confirmed the Company's compliance records for the year ended 31 December 2016.



企業管治報告 CORPORATE GOVERNANCE REPORT

環境、社會及管治報告

有關本集團環境保護措施及表現、員工關係及其他環境、社會及管治相關風險的更多信息，請參閱本集團「二零一六年環境、社會及管治報告」，該報告將於二零一七年六月底前獨立上傳至本公司及聯交所網站。

核數師酬金

於年內，應付本公司核數師德勤•關黃陳方會計師行之酬金分析載列如下：

		就所提供 服務已付/ 應付之費用 Fees paid/ payable for services rendered 人民幣千元 RMB'000
核數服務：	Audit service:	
二零一六年度核數服務	Audit services for 2016	2,400
非核數服務：	Non-audit service:	不適用
總計	Total	2,400

公司秘書及本公司主要聯絡人

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

遵照上市規則第3.29條，於截至二零一六年十二月三十一日止年度，趙先生已接受不少於15個小時相關專業培訓以更新其技能及知識。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") REPORT

For more information on the Group's environmental protection practices and performance, employee relations, and other ESG-related risks, please refer to the Group's ESG Report 2016, which will be separately uploaded to the websites of the Company and the Stock Exchange by the end of June 2017.

AUDITORS' REMUNERATION

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

COMPANY SECRETARY AND PRIMARY CONTACT OF THE COMPANY

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

In compliance with Rule 3.29 of the Listing Rules, during the year ended 31 December 2016, Mr. Chiu has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge.



企業管治報告 CORPORATE GOVERNANCE REPORT

投資者關係及股東權利

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

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

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

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

INVESTOR RELATIONSHIP AND SHAREHOLDER RIGHTS

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

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

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

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



企業管治報告 CORPORATE GOVERNANCE REPORT

股東召開股東特別大會的程序

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

於股東大會上提呈議案的程序

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

關於建議他人參選董事的事宜，可於本公司網站查閱有關程序。

環保政策

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

Procedures for shareholders to convene an extraordinary general meeting

In accordance with article 58 of the Articles, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

Procedures for putting forward proposals at general meeting

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

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

Environmental Policy

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



企業管治報告 CORPORATE GOVERNANCE REPORT

持份者關係

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

遵守相關法律及法規

於年內，本集團並沒有出現嚴重違反或未有遵守適用法律及法規的情況。

於年內，本公司並無修改其組織章程。組織章程的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考組織章程以取得有關其權利的詳情。

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

股東及投資者可向本公司寄發書面查詢或要求。聯絡詳情如下：

地址： 中華人民共和國上海市普陀區金沙江路33號

傳真： 86-21-6286-3333

電子郵件： info@christine.com.cn

本公司將盡快處理及詳細解答查詢。

Relationships with Stakeholders

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

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

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

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

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

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

Fax: 86-21-6286-3333

Email: info@christine.com.cn

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



獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

致克莉絲汀國際控股有限公司股東

(於開曼群島註冊成立之有限公司)

意見

我們已審核載於第83至171頁之克莉絲汀國際控股有限公司(「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)綜合財務報表，當中包括於二零一六年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒布的香港財務報告準則(「**香港財務報告準則**」)真實而公平反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及貴集團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披露要求妥為編製。

意見的基礎

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

TO THE SHAREHOLDERS OF CHRISTINE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Christine International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 83 to 171, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“**the Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

關鍵審核事項

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

關鍵審核事項

Key audit matter

商譽減值評估

Assessment of goodwill impairment

We identified the impairment assessment of goodwill arising from acquisitions of businesses as a key audit matter due to significance of the Group's goodwill in the context of the Group's consolidated financial statements, combined with the judgments involved in management's impairment assessment of goodwill.

Hangzhou Danbi Food Co., Ltd ("Hangzhou Danbi") is mainly engaged in producing and selling bakery products such as bread and cakes.

A goodwill amounted to RMB20,147,000 was recognised in Group's previous acquisition of Hangzhou Danbi.

我們把收購業務所產生商譽的減值評估列為關鍵審核事項，是因為 貴集團商譽在 貴集團綜合財務報表中之重要性，以及管理層就商譽減值評估作出之判斷。

杭州丹比食品有限公司（簡稱「杭州丹比」）主要從事生產及銷售麵包、蛋糕等烘焙產品。

貴集團先前對杭州丹比進行收購時，確認商譽人民幣20,147,000元。

KEY AUDIT MATTERS

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

在審核中的處理方法

How our audit addressed the key audit matter

Our procedures in relation to the impairment assessment of goodwill arising from acquisitions included:

- Inquiring the management on their understanding and method used for the impairment assessment of goodwill;
- Evaluating the reasonableness of key inputs and assumptions used by management in estimations of value in use, including estimation of cash inflows/outflows and the discount rate applied;

我們就收購所產生商譽的減值評估的程序包括：

- 就管理層對商譽的減值評估的理解及所用方法對其作出查詢；
- 評估管理層在使用價值估算中使用的關鍵投入和假設的合理性，包括估計現金流入／流出和所應用之貼現率；

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

關鍵審核事項

Key audit matter

As disclosed in Note 17 to the consolidated financial statements, in 2016, the recoverable amount of Hangzhou Danbi cash-generating unit has been determined based on a value in use calculation, which uses cash flow projection based on financial budgets approved by the management.

An impairment of goodwill of RMB14,838,000 was recognised for the year ended 31 December 2016.

As set out in Note 4 to the consolidated financial statements, the impairment assessment of goodwill is dependent on future cash flows expected and a suitable discount rate. Details of such judgements are disclosed in Note 17.

誠如綜合財務報表附註17所披露，於二零一六年，杭州丹比現金產生單位之可收回金額已按使用價值計算而釐定。計算使用價值乃根據基於管理層核准的財務預算之現金流量預測作出。

截至二零一六年十二月三十一日止年度，確認商譽減值人民幣14,838,000元。

誠如綜合財務報表附註4所示，商譽減值評估乃基於估計未來現金流及合適之折現率。該等判斷詳情於附註17披露。

在審核中的處理方法

How our audit addressed the key audit matter

- Comparing cash flow projections to supporting evidence, such as approved budgets, and evaluating the reasonableness of these budgets with reference to the past performance and our knowledge of the business;
- Performing a sensitivity analysis for the key assumptions;
- Assessing the reasonableness of management's impairment assessment of goodwill in accordance with the requirements of the relevant accounting standard.
- 將現金流量預測與支持證據，如核准預算進行比較，並參考過去業績和我們對業務的知識來評估這些預算的合理性；
- 就關鍵假設進行敏感度分析；
- 按照有關會計準則的要求評核管理層對商譽的減值評估的合理性。



獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

關鍵審核事項

Key audit matter

物業、廠房及設備減值

Impairment of property, plant and equipment

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

As disclosed in Note 13 to the consolidated financial statements, as at 31 December 2016, the Group had property, plant and equipment other than buildings and construction-in-progress of RMB108,248,000.

As a result of the Group's operating loss in the recent years, the management carried out a review on the recoverable amount of property, plant and equipment of each cash generating unit. The review led to the recognition of impairment loss of RMB11,170,000 in respect of leasehold improvements relevant to one newly established plant for the year ended 31 December 2016.

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

誠如綜合財務報表附註13所披露，於二零一六年十二月三十一日，貴集團擁除樓宇及在建工程以外的物業、廠房及設備為人民幣108,248,000元。

由於近年來 貴集團經營虧損，管理層對各個現金產生單位的物業、廠房及設備的可收回金額進行了檢討。該檢討導致截至二零一六年十二月三十一日止年度就與一新建廠房有關之租賃物業裝修確認減值虧損人民幣11,170,000元。

在審核中的處理方法

How our audit addressed the key audit matter

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

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

我們就管理層對物業、廠房及設備的減值評估的程序包括：

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



獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

其他資料

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

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

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

董事及負責管治的人士就綜合財務報表須承擔的責任

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

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

負責管治的人士負責監督 貴集團的財務報告過程。

OTHER INFORMATION

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

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

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

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

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

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

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



獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

核數師就審核綜合財務報表承擔的責任

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

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

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

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

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

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



獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

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

出具本獨立核數師報告的審核項目合夥人為黃淑雄。

德勤•關黃陳方會計師行
執業會計師
香港

二零一七年三月二十四日

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

The engagement partner on the audit resulting in the independent auditor's report is Jacky Wong Suk Hung.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

24 March 2017

綜合損益及其他全面收入報表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

		附註 NOTES	二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
收益	Revenue	5	925,705	1,061,750
銷售成本	Cost of sales		(495,129)	(560,532)
毛利	Gross profit		430,576	501,218
其他收入	Other income	6	12,864	13,776
其他收益及虧損	Other gains and losses	7	(21,609)	(33,320)
分銷及銷售開支	Distribution and selling expenses		(464,092)	(541,671)
行政開支	Administrative expenses		(76,244)	(84,718)
其他開支	Other expenses		(761)	(1,718)
分佔一間聯營公司溢利	Share of profit of an associate	18	467	382
除稅前虧損	Loss before taxation	8	(118,799)	(146,051)
所得稅開支	Income tax expense	10	(2,411)	(2,300)
本公司擁有人應佔 年內虧損及全面 開支總額	Loss and total comprehensive expense for the year attributable to owners of the Company		(121,210)	(148,351)
每股虧損－基本及攤薄(仙)	Loss per share – Basic and diluted (cents)	12	(12.0)	(14.7)

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一六年十二月三十一日 At 31 December 2016

			二零一六年 2016	二零一五年 2015
		附註 NOTES	人民幣千元 RMB'000	人民幣千元 RMB'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	13	507,810	547,941
預付土地租賃款項	Prepaid lease payments for land	14	74,093	76,294
無形資產	Intangible assets	15	17,570	16,712
租金按金	Rental deposits		10,295	11,389
購買非流動資產之按金	Deposits for purchase of non-current assets	16	26,221	28,259
商譽	Goodwill	17	–	14,838
於一間聯營公司之投資	Investment in an associate	18	2,792	2,325
可供出售金融資產	Available-for-sale financial assets	24	–	35,000
遞延稅項資產	Deferred tax assets	19	24,092	25,001
			662,873	757,759
流動資產	Current assets			
存貨	Inventories	20	28,581	29,286
貿易及其他應收款項	Trade and other receivables	21	62,537	74,133
應收關連公司款項	Amounts due from related companies	22	10,875	4,929
受限制銀行存款	Restricted bank deposits	23	52,390	51,700
可供出售金融資產	Available-for-sale financial assets	24	35,000	–
銀行結餘及現金	Bank balances and cash	25	457,889	517,990
			647,272	678,038
流動負債	Current liabilities			
貿易及其他應付款項	Trade and other payables	26	152,701	121,468
顧客按金	Deposit from customers	27	461,364	491,861
應付關連公司款項	Amounts due to related companies	28	3,644	8,197
應付稅項	Tax payables		2,063	2,443
應付股息	Dividend payable		4,708	4,708
			624,480	628,677
流動資產淨額	Net current assets		22,792	49,361
總資產減流動負債	Total assets less current liabilities		685,665	807,120

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一六年十二月三十一日 At 31 December 2016

		附註 NOTES	二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities	19	24,141	24,254
遞延收入	Deferred income	29	1,952	2,420
			659,572	780,446
股本及儲備	Capital and reserves			
股本	Share capital	30	8	8
儲備	Reserves		659,564	780,438
本公司擁有人應佔 權益總額	Total equity attributable to owners of the Company		659,572	780,446

第83至171頁之綜合財務報表於二零一七年三月二十四日獲董事會批准及授權刊發，並由以下董事代為簽署：

羅田安
Tien-An Lo
董事
DIRECTOR

許鴻森
Hung-Sen Hsu
董事
DIRECTOR

The consolidated financial statements on pages 83 to 171 were approved and authorized for issue by the Board of Directors on 24 March 2017 and are signed on its behalf by:

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

本公司擁有人應佔
Attributable to owners of the Company

		儲備 Reserves						合計	合計
		股本	股份溢價	特別儲備	其他儲備	法定盈餘儲備	保留盈利	合計	合計
		Share capital	Share premium	Special reserve	Other reserve	Statutory surplus reserves	Retained earnings	Total	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000 (附註a) (Note a)	人民幣千元 RMB'000 (附註b) (Note b)	人民幣千元 RMB'000 (附註c) (Note c)	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一五年一月一日之結餘	Balance at 1 January 2015	8	311,833	235,868	11,593	110,990	257,569	927,853	927,861
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	-	-	-	-	-	(148,351)	(148,351)	(148,351)
確認以權益結算及以股份為基礎之付款(附註31)	Recognition of equity-settled share-based payments (Note 31)	-	-	-	936	-	-	936	936
購股權沒收	Share options forfeited	-	-	-	(2,322)	-	2,322	-	-
溢利分配	Profit appropriation	-	-	-	-	606	(606)	-	-
於二零一五年十二月三十一日之結餘	Balance at 31 December 2015	8	311,833	235,868	10,207	111,596	110,934	780,438	780,446
年內虧損及全面開支總額	Loss and total comprehensive expense for the year	-	-	-	-	-	(121,210)	(121,210)	(121,210)
確認以權益結算及以股份為基礎之付款(附註31)	Recognition of equity-settled share-based payments (Note 31)	-	-	-	336	-	-	336	336
購股權沒收	Share options forfeited	-	-	-	(2,312)	-	2,312	-	-
溢利分配	Profit appropriation	-	-	-	-	456	(456)	-	-
於二零一六年十二月三十一日之結餘	Balance at 31 December 2016	8	311,833	235,868	8,231	112,052	(8,420)	659,564	659,572

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

附註：

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

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

Notes:

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

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

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016


		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
經營活動	OPERATING ACTIVITIES		
除稅前虧損	Loss before taxation	(118,799)	(146,051)
調整：	Adjustments for:		
利息收入	Interest income	(6,381)	(7,135)
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	2,199	212
撥回呆賬撥備	Reversal of allowance for doubtful debts	-	(1,085)
分佔一間聯營公司溢利	Share of profit of an associate	(467)	(382)
物業、廠房及設備折舊	Depreciation of property, plant and equipment	66,084	87,640
無形資產攤銷	Amortization of intangible assets	2,493	1,764
預付租賃款項攤銷	Amortization of prepaid lease payment	2,113	2,122
物業、廠房及設備減值虧損	Impairment loss on property, plant and equipment	11,170	51,308
商譽減值虧損	Impairment loss on goodwill	14,838	5,309
以股份為基礎之付款開支	Share-based payment expense	336	936
解除與資產有關之政府補助	Release of asset-related government grants	(468)	(506)
營運資金變動前經營活動 現金流量	Operating cash flows before movements in working capital	(26,882)	(5,868)
貿易及其他應收款項減少	Decrease in trade and other receivables	10,938	6,179
租金按金減少	Decrease in rental deposits	1,094	1,475
受限制銀行存款增加	Increase in restricted bank deposits	(690)	(11,511)
應收關連公司款項(減少) 增加	(Decrease) increase in amounts due from related companies	(5,946)	37,805
存貨減少	Decrease in inventories	705	3,671
貿易及其他應付款項增加(減少)	Increase (decrease) in trade and other payables	26,565	(23,605)
顧客按金(減少)增加	(Decrease) increase in deposit from customers	(30,497)	66,806
應付關連公司款項(減少)增加	(Decrease) increase in amounts due to related companies	(4,553)	2,235
經營活動(所用)所得現金	Cash (used in) generated from operations	(29,266)	77,187
已付所得稅	Income taxes paid	(1,995)	(2,869)
經營活動(所用)所得現金淨額	Net cash (used in) generated from operating activities	(31,261)	74,318

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
投資活動	INVESTING ACTIVITIES		
已收利息	Interest received	2,386	5,531
出售物業、廠房及 設備所得款項	Proceeds from disposal of property, plant and equipment	648	–
出售其他金融資產所得款項	Proceeds from disposal of other financial assets	577,895	449,404
收購其他金融資產	Acquisition of other financial assets	(573,900)	(447,800)
收購可供出售金融資產	Acquisition of available-for-sale financial assets	–	(35,000)
購置無形資產	Purchase of intangible assets	(3,351)	(215)
購買物業、廠房及設備	Purchase of property, plant and equipment	(32,518)	(36,793)
投資活動所用現金淨額	Net cash used in investing activities	(28,840)	(64,873)
現金及現金等價物(減少)增加淨額	Net (decrease) increase in cash and cash equivalents	(60,101)	9,445
於一月一日之現金及現金等價物	Cash and cash equivalents at 1 January	517,990	508,545
於十二月三十一日之現金及現金等價物 (包括銀行結餘及現金)	Cash and cash equivalents (comprising bank balances and cash) at 31 December	457,889	517,990



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

1. 一般資料

本公司乃於二零零八年三月十一日在開曼群島註冊成立之受豁免有限公司，其股份自二零一二年二月二十三日起在香港聯合交易所有限公司（「聯交所」）主板上市。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司乃一間投資控股公司。其於中華人民共和國（「中國」）設立之附屬公司主要從事烘焙產品生產及銷售。其附屬公司主要業務詳情載於附註38。

綜合財務報表以人民幣（「人民幣」）呈列，與本公司及其附屬公司之功能貨幣相同。

1. GENERAL

The Company was incorporated on 11 March 2008 as an exempted company with limited liability in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 23 February 2012. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. Its subsidiaries established in the People’s Republic of China (the “**PRC**”) are primarily engaged in the production and sales of bakery products. The detailed principal activities of its subsidiaries are set out in Note 38.

The consolidated financial statements are presented in Renminbi (“**RMB**”), which is the same as the functional currency of the Company and its subsidiaries.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)

於本年度強制生效之香港財務報告準則修訂

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

香港財務報告準則第11號 之修訂	收購共同經營權益之 會計處理
香港會計準則第1號之修訂	披露措施
香港會計準則第16號及 香港會計準則第38號之修訂	釐清可接納之折舊及 攤銷方法
香港會計準則第16號及 香港會計準則第41號之修訂	農業：生產性植物
香港財務報告準則第10號、 香港財務報告準則第12號 及香港會計準則第28號 之修訂	投資實體：應用綜合 入賬之例外情況
香港財務報告準則之修訂	香港財務報告準則 二零一二年至 二零一四年週期之 年度改進

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

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

**Amendments to HKFRSs that are mandatorily
effective for the current year**

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

Amendments to HKFRS 11	Accounting for Acquisitions of Interest in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012–2014 Cycle

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂

本集團並未提早應用以下已頒佈而尚未生效的新訂香港財務報告準則及香港財務報告準則之修訂：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	客戶合約收益及相關修訂 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第2號之修訂	以股份付款交易的分類及計量 ¹
香港財務報告準則第4號之修訂	對香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具 ¹
香港財務報告準則第15號之修訂	澄清香港財務報告準則第15號客戶合約收益 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或出繳 ³
香港會計準則第7號之修訂	披露措施 ⁴
香港會計準則第12號之修訂	就未實現虧損確認遞延稅項資產 ⁴

1 於二零一八年一月一日或其後開始之年度期間生效。

2 於二零一九年一月一日或其後開始之年度期間生效。

3 於待定期日或其後開始之年度期間生效。

4 於二零一七年一月一日或其後開始之年度期間生效。

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and related Amendments ¹
HKFRS 16	Leases ²
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 7	Disclosure Initiative ⁴
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁴

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

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

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

4 Effective for annual periods beginning on or after 1 January 2017.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第9號「金融工具」

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

香港財務報告準則第9號之主要規定：

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


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

HKFRS 9 Financial Instruments

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

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

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



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第9號「金融工具」(續)

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

未來應用香港財務報告準則第9號可能對本集團金融資產之分類及計量產生重大影響。本集團可供出售投資(包括按成本減去任何減值後入賬之可供出售投資)將透過損益按公平值計量或指定為透過其他全面收入按公平值列賬(惟須符合指定條件)。此外，預期信貸虧損模式可能導致須就按攤銷成本計量的本集團金融資產尚未產生的信貸虧損提早計提撥備。然而，在本集團進行詳細檢討前，對香港財務報告準則第9號的影響作出合理估計並不切實可行。

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

HKFRS 9 Financial Instruments (Cont’d)

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

Application of HKFRS 9 in the future may have a material impact on the classification and measurement of the Group’s financial assets. The Group’s available-for-sale investments, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfillment of the designation criteria). In addition, the expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised cost. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until the Group performs a detailed review.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第15號「來自客戶合約之收益」

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

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

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


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

HKFRS 15 Revenue from Contracts with Customers

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

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

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



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第15號「來自客戶合約之收益」 （續）

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

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

本公司董事預期日後應用香港財務報告準則第15號或會導致更多披露，但本公司董事預期應用香港財務報告準則第15號不會對於各個報告期間確認收入的時間及金額產生重大影響。

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

HKFRS 15 Revenue from Contracts with Customers (Cont’d)

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

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

The directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognized in the respective reporting periods.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第16號「租賃」

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

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

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

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

HKFRS 16 Leases

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

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

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

2. 應用新訂及經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港財務報告準則第16號「租賃」（續）

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

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

此外，香港財務報告準則第16號要求更詳盡之披露。

如附註32所披露，於二零一六年十二月三十一日，本集團作為承租人擁有不可撤銷經營租賃承擔人民幣129,544,000元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃之定義，因此本集團將就所有該等租賃確認使用權資產及相應的負債，除非有關租賃於應用香港財務報告準則第16號後符合低價值或短期租賃。此外，應用新規定可能導致上文所述計量、呈列及披露發生變動。然而，於本公司董事完成詳盡審閱前，提供有關財務影響之合理估計並不切實際。

除上述者外，本公司董事預期，應用新訂香港財務報告準則及香港財務報告準則之修訂不會對本集團的未來綜合財務報表中確認的金額造成重大影響。

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

HKFRS 16 Leases (Cont’d)


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

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2016, the Group as lessee has non-cancellable operating lease commitments of RMB129,544,000 as disclosed in Note 32. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognize a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors of the Company complete a detailed review.

Except as described above, the directors of the Company do not anticipate that the application of the remaining new and amendments to HKFRSs will have a material effect on the amounts recognized in the Group’s consolidated financial statements in future.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策

綜合財務報表根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例(「公司條例」)規定之適用披露事項。

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

歷史成本通常按交換貨品及服務時所付代價之公平值計算。

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

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

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

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

主要會計政策載列如下。

綜合基準

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

綜合基準(續)

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

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

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

業務合併

業務收購採用收購法入賬。於業務合併中轉撥之代價按公平值計量，其計算方式為本集團轉撥之資產、本集團欠付被收購方前擁有人之負債及本集團就交換被收購方控制權所發行之股權於收購日期之公平值總和。與收購事項有關之成本通常於產生時在損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Basis of consolidation (Cont'd)

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

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

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

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

業務合併(續)

於收購日期，所收購可識別資產及所承擔負債按其公平值確認。

- 遞延稅項資產或負債及有關僱員福利安排之負債或資產分別遵循香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認和計量；
- 與被收購方以股份為基礎支付交易或為替代被收購方以股份為基礎支付安排而訂立之本集團以股份為基礎支付安排有關之負債或股本工具，於收購日期根據香港財務報告準則第2號以股份為基礎之支付計量(見下文會計政策)；及
- 根據香港財務報告準則第5號持作出售非流動資產及已終止經營業務分類為持作出售之資產(或出售組合)按該準則計量。

商譽按所轉撥之代價、任何非控股權益於被收購方中所佔金額及收購方先前所持被收購方股權之公平值(如有)之和超出所收購可識別資產及所承擔負債於收購日期之淨額計量。倘經重估後，所收購可識別資產及所承擔負債於收購日期之淨額超出所轉撥之代價、任何非控股權益於被收購方中所佔金額及收購方先前所持被收購方股權之公平值(如有)之和，則超出部份即時於損益中確認為議價收購收益。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Business combinations (Cont'd)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

- Deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below); and
- Assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amounts of the identifiable assets acquired and the liabilities assumed as at acquisition date. If after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

商譽

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

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

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

於出售相關現金產生單位時，釐定出售損益金額時須計入應佔商譽金額。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)


Goodwill

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

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

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

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

於聯營公司之投資

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

聯營公司之業績及資產與負債採用權益會計法併入該等綜合財務報表。根據權益法，於聯營公司之投資初步按成本值於綜合財務狀況表確認，隨後就確認本集團分佔該等聯營公司之損益及其他全面收益作出調整。倘本集團分佔一間聯營公司虧損超出本集團於該聯營公司之權益(包括實質上構成本集團於聯營公司淨投資一部份之任何長期權益)，則本集團停止就其分佔之其他虧損確認入賬。本集團會就額外虧損作出確認，惟僅限於本集團須承擔法律或推定責任或須代聯營公司支付款項。

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Investments in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

於聯營公司之投資(續)

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

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

收益確認

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

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

銷售貨品之收益於貨品交付及其所有權轉移時確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Investments in associates (Cont'd)

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

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

Revenue recognition

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

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

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

收益確認(續)

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

本集團就確認經營租賃收益之會計政策於下列有關租賃之會計政策闡述。

租賃

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

本集團作為出租人

經營租賃之租金收入按相關租約年期以直線基準於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Revenue recognition (Cont'd)

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

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

Leasing

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

The Group as lessor

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

租賃(續)

本集團作為承租人

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

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

作自用之租賃土地

在中國，所有土地均為國有或集體所有，而並不存在個人土地所有權。本集團已購得若干土地之使用權。就該等權利所付地價被視為經營租賃預付款，於綜合財務狀況表中列作「預付租賃款項」，並於租期內以直線基準攤銷。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Leasing (Cont'd)

The Group as lessee

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

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

Leasehold land for own use

All land in the PRC is state-owned or collectively-owned and no individual land ownership right exists. The Group acquired the rights to use certain land. The premiums paid for such rights are treated as prepayments for operating leases and presented as "prepaid lease payments for land" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

外幣

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

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額於其產生期間在損益中確認。

政府補助

政府補助於出現合理保證本集團將會遵守附帶之條件及收取補助前，均不會確認。

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Foreign currencies

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

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

Government grants

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

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

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

退休福利成本

國有退休福利計劃之供款於僱員提供服務而有權獲得供款時列作開支。

短期僱員福利

短期僱員福利(包括工資及薪金、年假及病假)為扣除任何已付金額。

僱員有關工資及薪金、年假及病假之應計福利乃於提供有關服務期間，按預期交換有關服務需支付之未貼現福利金額確認負債。

以股份為基礎之付款安排

以權益結算及以股份為基礎之付款交易

向僱員授出購股權/股份

所獲服務之公平值參考所授出購股權/股份於授出日期之公平值釐定，並於歸屬期內按直線法支銷，而權益作相應增加作為股東出資(「其他儲備」)。

於報告期末，本集團修訂其對預期最終歸屬之購股權數目之估計。於歸屬期內修訂原有估計之影響(如有)於損益內確認，以使累計開支反映已修訂估計，其他儲備亦作相應調整。

購股權在歸屬期後被沒收時，過往於「其他儲備」確認的款項將轉撥至「保留盈利」。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Retirement benefit costs

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

Short-term employee benefits

Short-term employee benefits (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the amount of benefits expected to be paid in exchange for that service.

Share-based payment arrangement


Equity-settled share-based payment transactions

Share options/shares granted to employees

The fair value of services received determined by reference to the fair value of share options/shares granted at the date of grant is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity as contribution from shareholders ("other reserve").

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other reserve.

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



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

稅項

所得稅開支指現時應付稅項與遞延稅項之和。

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Taxation

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

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

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

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

稅項(續)

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

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

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Taxation (Cont'd)


Deferred tax liabilities are recognised for taxable differences associated with the investments in subsidiaries and an associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備包括持有用於生產或提供貨品或服務或作行政用途之租賃土地及樓宇(下文所述在建工程除外)，按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

用作生產、供應或行政用途之興建中物業按成本減任何已確認減值虧損列賬。成本包括專業費用及(就合資格資產而言)根據本集團會計政策撥充資本之借款成本。該等物業於完工並可供作擬定用途時分類至物業、廠房及設備之適當類別。該等資產按與其他物業資產相同之基準，於資產可供作其擬定用途時開始折舊。

折舊按資產估計可使用年期以直線法撇銷資產(在建工程除外)之成本減其剩餘價值確認。估計可使用年期、剩餘價值及折舊方法會在各報告期末檢討，而任何估計變動之影響按前瞻基準入賬。

物業、廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生之任何收益或虧損按出售所得款項與資產賬面值之差額釐定，並於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Property, plant and equipment

Property, plant and equipment including leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below), are stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

無形資產

獨立收購之無形資產

具備有限可使用年期之獨立收購無形資產按成本減累計攤銷及累計減值虧損列賬。具備有限可使用年期之無形資產攤銷於其估計可使用年期以直線基準確認。估計可使用年期及攤銷方法會於各報告期末檢討，估計之任何變動影響按前瞻基準列賬。具備無限可使用年期之獨立收購無形資產按成本減任何其後累計減值虧損列賬。

於業務合併收購之無形資產

於業務合併收購之無形資產與商譽分開確認，並於收購日期以公平值初步確認(被視作其成本)。

初步確認後，於業務合併收購之無形資產根據與獨立收購無形資產之相同基準，按成本減累計攤銷及累計減值虧損呈報。

無形資產於出售時或預期使用或出售不會帶來未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at costs less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

有形及無形資產(商譽除外)減值

於報告期末，本集團檢討其具備有限可使用年期之有形及無形資產賬面值以釐定該等資產有否出現任何減值虧損跡象。倘存在任何有關跡象，則估計該等資產之可收回金額以釐定減值虧損之程度(如有)。倘無法估計個別資產之可收回金額，則本集團將估計該項資產所屬現金產生單位之可收回金額。倘能識別合理一致之分配基準，亦會將企業資產分配至個別現金產生單位，或另行分配至可按合理一致之分配基準識別之現金產生單位最小組別。

可收回金額為公平值減銷售成本與使用價值兩者之較高者。於評定使用價值時，估計未來現金流量以稅前貼現率貼現至現值，稅前貼現率反映貨幣時間價值之現時市場評估及估計未來現金流量未經調整對資產特定之風險。

倘資產(或現金產生單位)之可收回金額估計少於其賬面值，則資產(或現金產生單位)之賬面值調低至可收回金額。在分配減值虧損時，先將減值虧損分配以降低任何商譽之賬面值(如適用)，再根據該單位各項資產之賬面值按比例分配至該單位之其他資產。資產的賬面值不會減至低於其最高公平值減出售成本(如能計量)或使用價值(如能釐定)及零。原應分配至該資產的減值虧損金額按比例分配至該單位的其他資產。減值虧損即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Impairment of tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

有形及無形資產(商譽除外)減值(續)

倘減值虧損於其後撥回，則資產(或現金產生單位)賬面值增至經修訂之估計可收回金額，惟增加後之賬面值不得超過在過往年度並未確認資產(或現金產生單位)減值虧損時應釐定之賬面值。減值虧損之撥回即時於損益確認。

存貨

存貨按成本與可變現淨值兩者之較低者列賬。存貨成本按加權平均法計算。可變現淨值指存貨之估計售價減全部估計完工成本及出售所需成本。

金融工具

金融資產及金融負債於集團實體成為工具合約條文一方時確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(透過損益以公平值列賬之金融資產及金融負債除外)直接應佔之交易成本於初步確認時在金融資產或金融負債之公平值計入或扣除(如適用)。收購透過損益以公平值列賬之金融資產或金融負債直接應佔之交易成本即時於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Impairment of tangible and intangible assets other than goodwill (Cont'd)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

金融工具(續)

金融資產

本集團金融資產分類為「可供出售」金融資產以及「貸款及應收款項」。該分類取決於金融資產之性質及用途，並於初步確認時確定。所有定期購入或出售之金融資產於交易日確認及終止確認。定期購入或出售指於市場規則或慣例所設定之既定時間內規定交收資產而購入或出售金融資產。

實際利率法

實際利率法為計算有關期間債務工具攤銷成本及利息收入分配之方法。實際利率是將估計未來現金收入(包括為實際利率組成部份之已付或已收所有費用及點子、交易費用及其他溢價或折讓)按債務工具預計年期或(倘適用)較短期間準確貼現至初步確認時之賬面淨值之利率。

利息收入按債務工具之實際利率基準確認。

貸款及應收款項

貸款及應收款項為具有固定或可釐定付款且於活躍市場上並無報價之非衍生金融資產。於初步確認後，貸款及應收款項(包括租金按金、貿易及其他應收款項、應收關連公司款項、其他金融資產、銀行結餘及現金以及已抵押銀行存款)使用實際利率法按攤銷成本減任何減值計量。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Financial instruments (Cont'd)

Financial assets

The Group's financial assets are classified into 'available-for-sale' financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including rental deposits, trade and other receivables, amounts due from related companies, other financial assets, bank balances and cash and restricted bank deposits) are measured at amortised cost using the effective interest method, less any impairment.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

貸款及應收款項(續)

利息收入乃應用實際利率確認，惟倘確認利息將不重大的短期應收款項則除外。

可供出售金融資產

可供出售金融資產為指定為此類別或並無歸類為透過損益按公平值列賬的金融資產、貸款及應收款項或持有至到期的投資的非衍生工具。

可供出售金融資產於報告期末按公平值計量。公平值的變動於其他全面收入確認，直至金融資產出售或確定出現減值為止，在此情況下，先前在投資重估儲備確認的累計收益或虧損重新分類至損益。

金融資產減值

於報告期末會評估金融資產(透過損益以公平值列賬者除外)是否出現減值跡象。倘有任何客觀證據表明，初步確認金融資產後發生之一宗或多宗事項導致投資之估計未來現金流量受到影響，則該金融資產被視為減值。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Loans and receivables (Cont'd)

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables, or held-to-maturity investments.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

減值之客觀證據可能包括：

- 發行人或交易對方出現嚴重財務困難；或
- 違反合約，如欠繳或拖欠利息或本金付款；或
- 借款人很有可能將宣告破產或進行財務重組。

就若干類別金融資產(如貿易應收款項)而言，經評估並無個別減值之資產其後按整體基準評估是否減值。應收款項組合之客觀減值證據包括本集團過往收款經驗、組合內延遲付款超過平均信貸期之數目增加以及全國或地方經濟狀況出現與拖欠應收款項有關之明顯變動。

就按攤銷成本列賬之金融資產而言，已確認減值虧損金額相當於資產賬面值與以該金融資產原訂實際利率折現之估計未來現金流量現值間之差額。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

所有金融資產減值虧損會直接於金融資產賬面值中作出扣減，惟貿易應收款項則除外，其賬面值會透過採用撥備賬作出扣減。撥備賬之賬面值變動會於損益中確認。當貿易應收款項被視為不可收回時，於撥備賬內撇銷。其後收回先前被撇銷之金額計入撥備賬。撥備賬之賬面值變動於損益內確認。

就按攤銷成本計量之金融資產而言，倘於往後期間其減值虧損金額減少，而該減少可客觀地與確認減值後發生之事項有關，則先前確認之減值虧損透過損益撥回，惟該投資於撥回減值當日之賬面值不得超過該投資於未確認減值時之攤銷成本。

金融負債及股本工具

由集團實體發行之債務及股本工具按合約安排內容以及金融負債及股本工具之定義分類為金融負債或股本。

股本工具

股本工具為證明一間實體資產具有剩餘權益(經扣除其所有負債後)之任何合約。本集團發行之股本工具按已收所得款項減直接發行成本確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

其他金融負債

其他金融負債(包括貿易及其他應付款項、應付關連公司款項及應付股息)其後以實際利率法按攤銷成本計量。

實際利率法

實際利率法為計算有關期間金融負債之攤銷成本及攤分利息開支之方法。實際利率為將估計未來現金支付款項(包括為實際利率組成部份之已付或已收所有費用及點子、交易成本及其他溢價或折讓)按金融負債之預計年期或(如適用)較短期間準確貼現至初步確認時賬面淨值之利率。

利息開支按實際利率基準確認。

終止確認

本集團僅於從資產收取現金流量之合約權利屆滿時，或當其將金融資產及該資產所有權之絕大部份風險及回報轉讓予另一實體時，方會終止確認金融資產。倘本集團既無轉讓亦無保留所有權之絕大部份風險及回報，並繼續控制已轉讓資產，則本集團繼續按持續參與之幅度確認該資產並確認相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，則本集團繼續確認該金融資產，並同時確認已收所得款項之有抵押借款。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Other financial liabilities

Other financial liabilities (including trade and other payables, amounts due to related companies, and dividend payable) are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

3. 主要會計政策(續)

金融工具(續)

終止確認(續)

終止確認金融資產時，資產賬面值與已收及應收代價與已於其他全面收入中確認並於權益累計之累計盈虧總額之差額於損益確認。

當且僅當本集團責任被解除、註銷或屆滿時，本集團方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額於損益確認。

4. 估計不明朗因素之關鍵主要來源

於應用附註3所述之本集團會計政策時，董事須對未能即時透過其他來源確定之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設基於過往經驗及其他被視為有關之因素。實際結果可能與該等估計有所不同。

估計及相關假設以持續基準進行審閱。倘對會計估計之修訂僅影響進行估計修訂之期間，則於該期間確認，或倘修訂會影響目前及未來期間，則會於修訂期間及未來期間確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Financial instruments (Cont'd)

Derecognition (Cont'd)


On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. CRITICAL KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

4. 估計不明朗因素之關鍵主要來源(續)

估計不明朗因素之主要來源

以下為涉及未來之主要假設以及於報告期末之估計不明朗因素之其他主要來源，其具有造成於下個財政年度對資產及負債賬面值作出重大調整之重大風險。

估計商譽減值

釐定商譽是否減值需要估計按使用價值基準釐定之獲分配商譽之現金產生單位之可收回金額。使用價值計算需要董事估計預期有關現金產生單位所產生之未來現金流量及合適貼現率，以計算現值。倘實際未來現金流量較預期為少，則可能產生重大減值虧損。

於二零一六年十二月三十一日，商譽之賬面值為零(二零一五年：人民幣14,800,000元)及人民幣14,800,000元(二零一五年：人民幣5,300,000元)減值虧損。

4. CRITICAL KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating units to which goodwill has been allocated which is determined based on value in use. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

As at 31 December 2016, the carrying amount of goodwill was zero (2015: RMB14.8 million) and RMB14.8 million (2015: RMB5.3 million) impairment loss has been recognized.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

4. 估計不明朗因素之關鍵主要來源(續)

估計不明朗因素之主要來源(續)

物業、廠房及設備、無形資產以及預付土地租賃款項減值

誠如上文附註3所述，本集團會審閱其物業、廠房及設備、無形資產及預付土地租賃款項之賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。釐定物業、廠房及設備、無形資產及預付土地租賃款項是否減值須對該等資產之使用價值及公平值減出售成本作出估計。使用價值計算要求該實體估計預期持續使用該等資產及其最終出售將產生之未來現金流量及合適貼現率以計算現值。倘實際未來現金流量較預期為少，則可能產生重大減值虧損。

於二零一六年十二月三十一日，本集團確認有關物業、廠房及設備的減值虧損人民幣106,600,000元(二零一五年：人民幣95,400,000元)。

4. CRITICAL KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Impairment of property, plant and equipment, intangible assets and prepaid lease payments for land

As described in Note 3 above, the Group reviews the carrying amounts of its property, plant and equipment, intangible assets and prepaid lease payment for land to determine whether there is any indication that those assets have suffered an impairment loss. Determining whether property, plant and equipment, intangible assets and prepaid lease payment for land are impaired requires an estimation of the value in use of the assets and the fair value less costs of disposal. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the continuing use of the assets and from its ultimate disposal and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

As of 31 December 2016, the Group has recognised an impairment loss of RMB106.6 million in relation to property, plant and equipment (2015: RMB95.4 million).

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

4. 估計不明朗因素之關鍵主要來源(續)

估計不明朗因素之主要來源(續)

確認遞延稅項資產

於二零一六年十二月三十一日，與貿易應收款項壞賬撥備、物業、廠房及設備暫時差額以及已確認銷售、應計工資及稅項虧損暫時差額有關之遞延稅項資產人民幣24,092,000元(二零一五年：人民幣25,001,000元)已於綜合財務狀況表中確認。由於無法預知未來溢利來源，故並無就稅項虧損人民幣411,081,000元(二零一五年：人民幣312,185,000元)確認遞延稅項資產。遞延稅項資產是否能夠變現主要取決於未來是否有足夠可動用溢利或應課稅暫時差額。倘所產生之實際未來溢利少於預期，則可能產生遞延稅項資產重大撥回，並將於發生撥回期間在損益中確認。

物業、廠房及設備之可使用年期及剩餘價值

誠如上文附註3所述，本集團會於各報告期末審閱物業、廠房及設備之估計可使用年期及剩餘價值。於本年度，物業、廠房及設備若干項目之可使用年期及剩餘價值並無變動。

4. CRITICAL KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Recognition of deferred tax assets

At 31 December 2016, deferred tax assets of RMB24,092,000 (2015: RMB25,001,000) in relation to bad-debt provision of trade receivables, temporary differences of property, plant and equipment and temporary differences of sales recognized, payroll accruals and tax losses have been recognised in the consolidated statements of financial position. No deferred tax asset has been recognised on the tax losses of RMB411,081,000 (2015: RMB312,185,000) due to the unpredictability of future profit streams. The realisability of the deferred tax assets mainly depends on whether sufficient profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

Useful lives and residual value of property, plant and equipment

As described in Note 3 above, the Group reviews the estimated useful lives and residual value of property, plant and equipment at the end of each reporting period. For the current year, there was no change in the useful lives and residual value of certain items of property, plant and equipment.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

5. 分部資料

主要營運決策者(「主要營運決策者」)會整體地審視本集團，並僅向主要營運決策者內部報告有關按產品種類之收益分析，而不包括任何其他資源分配及表現評估之酌情資料。因此，本集團並無呈列經營分部資料。

按產品種類之收益分析

麵包及蛋糕	Bread and cakes
月餅	Moon cakes
點心	Pastries
其他	Others

地區資料

本集團所有收益、除稅前虧損、資產及負債均源自或位於中國，因而並無呈列地區資料。

於二零一六年及二零一五年，並無單一客戶貢獻本集團總收益逾10%。

5. SEGMENT INFORMATION

The chief operating decision maker (“CODM”) reviews the Group as a whole and internal reports reported to the CODM included only revenue analysis by product types and no other discretionary information is prepared for resource allocation and performance assessment. Therefore, no operating segment information is presented.

Revenue analysis by product types

		收益	
		Revenue	
		二零一六年	二零一五年
		2016	2015
		人民幣千元	人民幣千元
		RMB'000	RMB'000
麵包及蛋糕	Bread and cakes	671,814	772,213
月餅	Moon cakes	79,666	94,810
點心	Pastries	103,281	118,218
其他	Others	70,944	76,509
		925,705	1,061,750

Geographical information

All of the Group's revenue, loss before taxation, assets and liabilities were derived from or located in the PRC, and therefore no geographical information is presented.

No single customer contributed over 10% of the total revenue of the Group for both 2016 and 2015.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

6. 其他收入

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
利息收入	Interest income	6,381	7,135
政府補助(附註)	Government grants (Note)	6,015	6,135
解除與資產有關之政府補助	Release of asset-related government grants	468	506
		12,864	13,776

附註：該等金額主要指位於中國之集團實體因作出突出之貢獻而自地方機關獲得之無條件獎勵，用以鼓勵其業務發展。該等補助入賬列作即期財務支援，未來將不產生相關成本且與任何資產無關。

6. OTHER INCOME

Note: The amounts primarily represented unconditional incentives received from local authorities by the group entities located in the PRC for eminent contribution and encouragement of its business development. These grants are accounted for as immediate financial support without future related costs to be incurred and unrelated to any assets.

7. 其他收益及虧損

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
到期未兌換提貨券所產生之收益 (附註)	Gain on expired unrepresented coupons (Note)	1,825	16,984
出售物業、廠房及設備虧損	Loss on disposal of property, plant and equipment	(2,199)	(212)
匯兌收益	Exchange gains	3,270	3,929
出售廢料及其他材料之 (虧損)收益	(Loss) gain on disposal of scrap and other materials	(66)	479
物業、廠房及設備減值虧損	Impairment loss of property, plant and equipment	(11,170)	(51,308)
商譽減值虧損	Impairment loss of goodwill	(14,838)	(5,309)
其他	Others	1,569	2,117
		(21,609)	(33,320)

附註：本集團向顧客發行及出售不可退款提貨券用於在固定未來期限內兌換本集團產品。於提貨券到期後，本集團無義務接受顧客兌換。該等金額指經計及到期後授予顧客之額外寬限期後，本集團認為其全部合約及推定責任均已全面履行而可解除提貨券負債時已確認之收益。

7. OTHER GAINS AND LOSSES

Note: The Group issues and sells coupons to the customers which are non-refundable and are redeemed in exchange for products of the Group within a fixed future period. After the expiry of the coupons, the Group has no obligation to accept their redemption by the customers. The amounts represented the gains recognised upon the release of the coupon liabilities when the Group considered that all its contractual and constructive obligations had been fully discharged after taking into account an additional grace period granted to customers after expiry.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

8. 除稅前虧損

除稅前虧損已扣除下列項目：

8. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging:

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
董事薪酬	Directors' remuneration	2,191	2,169
退休福利計劃供款	Contribution to retirement benefits schemes	42,785	46,496
其他員工成本	Other staff costs	278,122	307,075
		323,098	355,740
物業、廠房及設備折舊	Depreciation of property, plant and equipment	66,084	87,640
無形資產攤銷	Amortization of intangible assets	2,493	1,764
出售物業、廠房及設備虧損	Loss on disposal of property, plant and equipment	2,199	212
以下經營租賃之租金	Operating lease rentals in respect of		
– 土地使用權	– land use rights	2,113	2,122
– 租賃零售門店	– rented retail outlets	148,373	175,569
核數師薪酬	Auditor's remuneration	2,447	2,496
確認為開支之存貨成本	Cost of inventories recognised as expenses	495,129	560,532
撥回計提呆賬	Reversal of allowance for doubtful debts	–	(1,085)
就物業、廠房及設備確認 減值虧損	Impairment loss recognised in respect of property, plant and equipment	11,170	51,308
就商譽確認減值虧損	Impairment loss recognised in respect of goodwill	14,838	5,309

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

9. 董事及首席執行官酬金

(a) 董事及首席執行官酬金：

		執行董事					非執行董事	獨立非執行董事			總計
		Executive Directors					Non-executive Director	Independent Non-executive Directors			
		羅田安*	林銘田**	許鴻森**	林煜**	洪敦清**	卓啟明	高海明	朱念琳	蘇莞文	
		Tien-An Lo*	Ming Tien Lin**	Hung-Sen Hsu**	Yu Lin**	Dun-Ching Hung**	Chi-Ming Chou	Haiming Gao	Nianlin Zhu	Wanwen Su	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
二零一六年	2016										
薪金及其他福利	Salaries and other benefit	1,236	22	22	22	22	43	143	143	143	1,796
表現掛鉤花紅 (附註)	Performance related bonus (Note)	400	-	-	-	-	-	-	-	-	400
總酬金	Total emoluments	1,636	22	22	22	22	43	143	143	143	2,196
二零一五年	2015										
薪金及其他福利	Salaries and other benefit	1,236	-	-	18	43	43	143	143	143	1,769
表現掛鉤花紅 (附註)	Performance related bonus (Note)	400	-	-	-	-	-	-	-	-	400
總酬金	Total emoluments	1,636	-	-	18	43	43	143	143	143	2,169

* 首席執行官

** 林銘田先生及許鴻森先生於二零一六年六月三日起獲委任為執行董事，以替代林煜先生及洪敦清先生。

附註： 表現掛鉤花紅參考個人表現及市場趨勢釐定。

上述執行董事酬金主要為彼等就管理本集團事宜提供服務而發放。

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(a) Directors' and chief executive's emoluments:

		執行董事					非執行董事	獨立非執行董事			總計
		Executive Directors					Non-executive Director	Independent Non-executive Directors			
		羅田安*	林銘田**	許鴻森**	林煜**	洪敦清**	卓啟明	高海明	朱念琳	蘇莞文	
		Tien-An Lo*	Ming Tien Lin**	Hung-Sen Hsu**	Yu Lin**	Dun-Ching Hung**	Chi-Ming Chou	Haiming Gao	Nianlin Zhu	Wanwen Su	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
二零一六年	2016										
薪金及其他福利	Salaries and other benefit	1,236	22	22	22	22	43	143	143	143	1,796
表現掛鉤花紅 (附註)	Performance related bonus (Note)	400	-	-	-	-	-	-	-	-	400
總酬金	Total emoluments	1,636	22	22	22	22	43	143	143	143	2,196
二零一五年	2015										
薪金及其他福利	Salaries and other benefit	1,236	-	-	18	43	43	143	143	143	1,769
表現掛鉤花紅 (附註)	Performance related bonus (Note)	400	-	-	-	-	-	-	-	-	400
總酬金	Total emoluments	1,636	-	-	18	43	43	143	143	143	2,169

* Chief executive

** Mr. Ming Tien Lin and Mr. Hung-Sen Hsu were appointed executive directors to replace Mr. Yu Lin and Mr. Dun-Ching Hung from 3 June 2016.

Note: The performance related bonus is determined by reference to the individual performance and market trend.

The executive directors' emoluments shown above were for their service in connection with the management of the affairs of the Group.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

9. 董事及首席執行官酬金(續)

(a) 董事及首席執行官酬金：(續)

上述非執行董事及獨立執行董事酬金為彼等擔任本集團董事提供服務而發放。

於二零一六年及二零一五年，概無向董事支付任何其他袍金、退休福利或其他酬金。

於年內，本集團概無向董事支付酬金，作為吸引彼等加入本集團或於加入本集團時之獎勵或作為離職補償。於年內，概無董事放棄任何酬金。

(b) 五名最高薪人士

本集團五名最高薪人士包括一名(二零一五年：一名)本公司董事，其酬金載於上文附註之披露內。其餘四名(二零一五年：四名)人士之酬金如下：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
薪金及其他福利	Salaries and other benefits	1,630	1,690
退休福利計劃供款	Contribution to retirement benefits schemes	130	129
股份付款	Share-based payment	53	127
酌情及表現掛鈎獎勵付款 (附註)	Discretionary and performance related incentive payments (Note)	90	90
		1,903	2,036

附註： 表現掛鈎獎勵付款參考個人表現及市場趨勢釐定。

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Cont'd)

(a) Directors' and chief executive's emoluments: (Cont'd)

The non-executive directors' and independent non-executive directors' emoluments shown above were for their service as directors of the Group.

No other fees, retirement benefits or other emoluments have been paid to the directors for both 2016 and 2015.

During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2015: one) was director of the Company whose emoluments are included in the disclosures in note above. The emoluments of the remaining four (2015: four) individuals were as follows:

Note: The performance related incentive payment is determined by reference to the individual performance and market trend.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

9. 董事及首席執行官酬金(續)

(b) 五名最高薪人士(續)

五名最高薪人士酬金介乎下列範圍：

		人數 Number of individuals	
		二零一六年 2016	二零一五年 2015
零至1,000,000港元	Nil to HK\$1,000,000	4	4
1,500,001港元至2,000,000港元	HK\$1,500,001 to HK\$2,000,000	1	1

年內，本集團概無向五名最高薪人士支付酬金作為彼等加盟本集團或加盟後之獎勵或離職賠償。年內，五名最高薪人士概無放棄任何酬金。

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Cont'd)

(b) Five highest paid individuals (Cont'd)

The five highest paid individuals' emoluments were within the following bands:

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the five highest paid individuals has waived any emoluments during the year.

10. 所得稅開支

中國企業所得稅(「企業所得稅」)	PRC enterprise income tax ("EIT")	1,745	975
過往年度(超額撥備)撥備不足	(Over) under provision in respect of prior years	(130)	35
		1,615	1,010

遞延稅項(附註19)	Deferred tax (Note 19)	796	1,290
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稅項開支總額	Total tax expense	2,411	2,300
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本公司及Christine International Holdings (BVI) Co., Ltd. (「Christine BVI」)均於可豁免所得稅之國家註冊。

10. INCOME TAX EXPENSES

	二零一六年 2016	二零一五年 2015
	人民幣千元 RMB'000	人民幣千元 RMB'000
中國企業所得稅(「企業所得稅」)	1,745	975
過往年度(超額撥備)撥備不足	(130)	35
	1,615	1,010
遞延稅項(附註19)	796	1,290
稅項開支總額	2,411	2,300

The Company and Christine International Holdings (BVI) Co., Ltd. ("Christine BVI") are registered in countries where income tax is exempted.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

10. 所得稅開支(續)

由於本集團之收入並非產生自或源自香港，故並未作出香港利得稅撥備。

根據中國企業所得稅法及企業所得稅法實施條例，中國附屬公司適用稅率為25%。

根據中國相關稅法及實施條例，自二零零八年一月一日起，屬「非稅務居民企業」(未在中國設立經營機構或場所；或在中國設有經營機構或場所，但相關收入與經營機構或場所並無實際聯繫)的投資者就中國附屬公司賺取的溢利而所賺取及向其應收的利息或股息須繳納預扣所得稅，惟以該等利息或股息源自中國為限。在此情況下，中國附屬公司支付予離岸集團實體的利息或股息須按10%或更低協定稅率繳納預扣稅。因此，已根據中國附屬公司將予支付的預期股息就預扣所得稅作出撥備。

10. INCOME TAX EXPENSES (Cont'd)

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in nor is derived from Hong Kong.

Under the Law of the PRC on EIT and Implementation Regulations of the EIT Law, the tax rate applicable to the PRC subsidiaries is 25%.

Under the relevant tax law and implementation regulations in the PRC, withholding income tax is applicable to interest or dividends earned and payable to investors that are "non-tax resident enterprises", which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, in respect of profits earned by PRC subsidiaries since 1 January 2008 to the extent such interest or dividends have their sources within the PRC. Under such circumstances, interest or dividends paid by the PRC subsidiaries to offshore group entities shall be subject to the withholding income tax at 10% or a lower treaty rate. Therefore, withholding income tax has been provided for based on the anticipated dividends to be paid by the PRC subsidiaries.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

10. 所得稅開支(續)

年內稅項支出可與會計虧損之對賬如下：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
除稅前虧損	Loss before taxation	(118,799)	(146,051)
按適用稅率計算之所得稅開支 (附註)	Income tax expense calculated at applicable tax rate (Note)	(29,700)	(36,513)
釐定應課稅溢利時不可扣稅開支 之影響	Effect of expenses that are not deductible in determining taxable profit	3,718	1,818
過往年度(超額撥備)撥備不足	(Over) under provision in respect of prior years	(130)	35
分佔聯營公司溢利之影響	Effect on share of profit of an associate	(117)	(95)
未確認可扣減暫時差額之影響	Effect of unrecognised deductible temporary differences	3,629	13,491
未確認稅項虧損之影響	Effect of unrecognised tax losses	25,011	23,564
於損益中確認之所得稅開支	Income tax expense recognised in profit or loss	2,411	2,300

附註： 所得稅開支基本按中國實體之法定企業所得稅稅率25%計算。

10. INCOME TAX EXPENSES (Cont'd)

The tax charge for the year can be reconciled to the accounting loss as follows:

Note: Income tax expense is basically calculated at the rate of 25% which is the statutory EIT rate of the PRC entities.

11. 股息

本公司於年內並無派付、宣派或建議派付任何股息，自報告期結束起亦無建議派付任何股息(二零一五年：無)。

12. 每股虧損

每股基本虧損乃按年內本公司擁有人應佔虧損及截至二零一六年十二月三十一日止年度及截至二零一五年十二月三十一日止年度1,010,188,000股已發行股份計算。

截至二零一六年十二月三十一日止年度，概無任何發行在外之潛在普通股。

11. DIVIDENDS

No dividends were paid, declared or proposed during the year, nor has any dividend been proposed since the end of the reporting period (2015: Nil).

12. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to the owners of the Company for the year and 1,010,188,000 issued shares for the year ended 31 December 2016 and year ended 31 December 2015.

There were no potential ordinary shares outstanding for the year ended 31 December 2016.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

13. 物業、廠房及設備

13. PROPERTY, PLANT AND EQUIPMENT

		租賃物業裝修 Leasehold improvements 人民幣千元 RMB'000	樓宇 Buildings 人民幣千元 RMB'000	機器及設備 Machinery and equipment 人民幣千元 RMB'000	汽車 Motor vehicles 人民幣千元 RMB'000	裝置及 辦公設備 Fixtures and office equipment 人民幣千元 RMB'000	在建工程 Construction- in-progress 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
成本	Cost							
於二零一五年一月一日	At 1 January 2015	179,773	502,625	420,758	18,468	141,502	74,910	1,338,036
添置	Additions	17,232	20	3,053	804	1,479	23,051	45,639
轉讓	Transfer	8,349	-	1,446	-	205	(10,000)	-
出售	Disposals	(9,701)	-	(111)	(578)	(1,156)	-	(11,546)
於二零一五年 十二月三十一日	At 31 December 2015	195,653	502,645	425,146	18,694	142,030	87,961	1,372,129
添置	Additions	11,821	261	2,133	268	501	24,986	39,970
轉讓	Transfer	176	421	2,650	-	-	(3,247)	-
出售	Disposals	-	-	(2,867)	(1,501)	(1,248)	-	(5,616)
於二零一六年 十二月三十一日	At 31 December 2016	207,650	503,327	427,062	17,461	141,283	109,700	1,406,483
累計折舊及減值	Accumulated depreciation and impairment							
於二零一五年一月一日	At 1 January 2015	155,521	137,436	282,271	12,799	108,547	-	696,574
年內折舊	Depreciation for the year	21,495	31,987	24,320	1,326	8,512	-	87,640
出售	Disposals	(9,701)	-	(92)	(520)	(1,021)	-	(11,334)
於損益確認減值 虧損	Impairment losses recognised in profit or loss	1,408	-	49,626	-	274	-	51,308
於二零一五年 十二月三十一日	At 31 December 2015	168,723	169,423	356,125	13,605	116,312	-	824,188
年內折舊	Depreciation for the year	12,187	44,042	3,025	1,214	5,616	-	66,084
出售	Disposals	-	-	(224)	(1,351)	(1,194)	-	(2,769)
於損益確認減值虧損	Impairment losses recognised in profit or loss	11,170	-	-	-	-	-	11,170
於二零一六年 十二月三十一日	At 31 December 2016	192,080	213,465	358,926	13,468	120,734	-	898,673
賬面淨值	Net book value							
於二零一六年 十二月三十一日	At 31 December 2016	15,570	289,862	68,136	3,993	20,549	109,700	507,810
於二零一五年 十二月三十一日	At 31 December 2015	26,930	333,222	69,021	5,089	25,718	87,961	547,941

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

13. 物業、廠房及設備(續)

本集團尚未就位於中國賬面值於二零一六年十二月三十一日為人民幣9,954,000元(二零一五年：人民幣11,198,000元)之樓宇取得業權證書。

上述物業、廠房及設備項目(在建工程除外)經計及其估計剩餘價值後於估計可使用年期內以直線法按下列年率折舊：

租賃物業裝修	租期或三年之估計可使用年期兩者中之較短者
樓宇	2.5%-4.5%
機器及設備	9%
汽車	18%
裝置及辦公設備	18%

本集團樓宇位於中國之土地，以長期及中期租約持有。

於本年度確認之減值虧損

年內，由於本集團之財務表現未如理想，管理層審核此製造廠房及其他相關資產各現金產生單位(「現金產生單位」)之可收回金額。該等資產包括本集團之租賃物業裝修、機器及設備以及裝置及辦公設備。該審核導致須確認減值虧損人民幣11,200,000元(二零一五年：人民幣51,300,000元)。相關資產之可收回金額乃按其使用價值釐定。計量使用價值所用之稅前貼現率為每年13.8%(二零一五年：14.0%)。

減值虧損已計入損益內「其他收益及虧損」項目。

13. PROPERTY, PLANT AND EQUIPMENT

(Cont'd)

The Group has not obtained the title certificates for the buildings located in the PRC with carrying amounts of RMB9,954,000 as at 31 December 2016 (2015: RMB11,198,000).

The above items of property, plant and equipment (other than construction in progress) are depreciated over their estimated useful lives after taking into account their estimated residual value on a straight-line basis at the following rates per annum:

Leasehold improvements	The shorter of the lease term or estimated useful lives of three years
Buildings	2.5%-4.5%
Machinery and equipment	9%
Motor vehicles	18%
Fixtures and office equipment	18%

The Group's buildings are located on land in the PRC under long and medium-term leases.

Impairment losses recognised in the current year

During the year, as a result of the poor financial performance of the Group, the management carried out a review of the recoverable amount of manufacturing plant and other related assets of each cash generating unit (the "CGU"). These assets includes Group's leasehold improvement, machinery and equipment and fixtures and office equipment. The review led to the recognition of an impairment loss of RMB11.2 million (2015: RMB51.3 million). The recoverable amount of the relevant assets has been determined on the basis of their value in use. The pre-tax discount rate used in measuring value in use was 13.8% (2015: 14.0%) per annum.

The impairment losses have been included in profit or loss in the 'other gains and losses' line item.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

14. 預付土地租賃款項

14. PREPAID LEASE PAYMENTS FOR LAND

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
賬面值	CARRYING AMOUNT		
於年初	At the beginning of the year	78,318	80,440
年內扣除	Charged for the year	(2,113)	(2,122)
於年末	At the end of the year	76,205	78,318
減：將於下個年度內扣除之 即期部份(計入貿易及 其他應收款項)	Less: Current portion to be charged within next year included in trade and other receivables	2,112	2,024
非即期部份	Non-current portion	74,093	76,294

該金額指位於中國之中期經營租賃土地，並按直線法於38至50年租期內攤銷。

The amount represents medium-term operating leasehold lands located in the PRC and is amortized on a straight-line basis over the lease term of 38 to 50 years.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

15. 無形資產

15. INTANGIBLE ASSETS

		軟件 Software 人民幣千元 RMB'000	商標 Trademark 人民幣千元 RMB'000	銷售網絡 Sales network 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
成本	COST				
於二零一五年一月一日	At 1 January 2015	9,354	10,635	5,860	25,849
添置	Additions	215	–	–	215
於二零一五年 十二月三十一日	At 31 December 2015	9,569	10,635	5,860	26,064
添置	Additions	3,351	–	–	3,351
於二零一六年 十二月三十一日	At 31 December 2016	12,920	10,635	5,860	29,415
攤銷	AMORTISATION				
於二零一五年一月一日	At 1 January 2015	3,325	2,749	1,514	7,588
年內扣除	Charge for the year	939	532	293	1,764
於二零一五年 十二月三十一日	At 31 December 2015	4,264	3,281	1,807	9,352
年內扣除	Charge for the year	1,668	532	293	2,493
於二零一六年 十二月三十一日	At 31 December 2016	5,932	3,813	2,100	11,845
賬面值	CARRYING VALUES				
於二零一六年 十二月三十一日	At 31 December 2016	6,988	6,822	3,760	17,570
於二零一五年 十二月三十一日	At 31 December 2015	5,305	7,354	4,053	16,712

以上無形資產具有有限可使用年期，以直線法按以下年率攤銷：

The above intangible assets have definite useful lives which are amortised on a straight-line basis at the following rates per annum:

軟件	20%	Software	20%
商標	5%	Trademark	5%
銷售網絡	5%	Sales network	5%

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

16. 購買非流動資產之按金

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
購買以下各項之按金	Deposits for purchase in respect of		
– 土地使用權	– Land use rights	5,000	5,000
– 物業、廠房及設備(附註)	– Property, plant and equipment (Note)	21,221	23,259
		26,221	28,259

附註：於二零一六年十二月三十一日之結餘包括向關連公司上海一品軒食品有限公司(「一品軒」，詳情參閱附註22(a))償還人民幣18,108,000元(二零一五年：人民幣18,108,000元)之款項，以購買設備。於本報告日期，上述交易仍在進行中。

16. DEPOSITS FOR PURCHASE OF NON-CURRENT ASSETS

Note: The balance as at 31 December 2016 includes a prepayment of RMB18,108,000 to Shanghai Yi Pin Xuan Foodstuff Co., Ltd. ("Yi Pin Xuan") (a related company, see details in Note 22(a)) for purchase of equipment (2015: RMB18,108,000). At the date of this report, the above mentioned transactions are still in progress.

17. 商譽

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
成本	COST		
年初及年末	At the beginning and end of the year	14,838	20,147
減值	IMPAIRMENT		
於年內及年末確認的減值虧損	Impairment loss recognised in the year, and at the end of the year	(14,838)	(5,309)
賬面值	CARRYING VALUES	–	14,838

該等款項指來自收購杭州丹比食品有限公司(「杭州丹比」)100%權益，即杭州丹比於過往年度之現金產生單位之商譽。於二零一六年十二月三十一日，杭州丹比現金產生單位之賬面金額亦包括物業、廠房及設備以及無形資產人民幣30,673,000元。於二零一六年十二月三十一日，杭州丹比現金產生單位之可收回金額估計低於杭州丹比現金產生單位之賬面金額。故此，於年內確認商譽減值人民幣14,838,000元。

17. GOODWILL

The amount represents the goodwill arose from the acquisition of 100% interest in Hangzhou Danbi Food Co., Ltd. ("Hangzhou Danbi"), the Hangzhou Danbi CGU in prior year. The carrying amount of the Hangzhou Danbi CGU as at 31 December 2016 also include property, plant and equipment and intangible assets of RMB30,673,000. As at 31 December 2016, the recoverable amount of the Hangzhou Danbi CGU is assessed to be lower than the carrying amount of the Hangzhou Danbi CGU. Thus, an impairment of goodwill of RMB14,838,000 was recognized in the year.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

17. 商譽(續)

可收回金額之基準及主要相關假設概述如下：

杭州丹比現金產生單位之可收回金額根據使用價值計算釐定。有關計算會採用按管理層所批准涵蓋五年期間財政預算得出之現金流量預測及13.8% (二零一五年：14.0%) 稅前貼現率。超過五年期間之現金流量使用零增長(二零一五年：0%) 推算。計算使用價值時之其他主要假設與現金流入/流出估計有關，其中包括預算銷售額及毛利率，該項估計基於杭州丹比現金產生單位之過往表現及管理層對市場發展之預期而作出。

17. GOODWILL (Cont'd)

The basis of the recoverable amount and the major underlying assumptions are summarised below:

The recoverable amount of the Hangzhou Danbi CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period and a pre-tax discount rate of 13.8% (2015: 14.0%). The cash flows beyond the five-year period are extrapolated using zero growth rate (2015: 0%). Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows, including budgeted sales and gross margin, which is based on the Hangzhou Danbi CGU's past performance and management's expectations for the market development.

18. 於一間聯營公司之投資

18. INVESTMENT IN AN ASSOCIATE

	二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
於一間聯營公司之非上市投資成本	1,916	1,916
分佔收購後溢利，扣除已收股息	876	409
	2,792	2,325

於二零一六年及二零一五年十二月三十一日，本集團於以下聯營公司擁有權益：

As at 31 December 2016 and 2015, the Group has interest in the following associate:

聯營公司名稱	成立地點及日期	註冊資本	本集團應佔股權	主要業務
Name of associate	Place and date of establishment	Registered capital	Attributable equity interest of the Group	Principal activity
阿露瑪咖啡(上海)有限公司 (「阿露瑪咖啡」)	中國 二零一六年十二月二十九日	120,000,000日圓	25%	生產及銷售咖啡產品
Aroma Coffee (Shanghai) Co., Ltd. (「Aroma Coffee」)	PRC 29 December 2016	JPY120,000,000	25%	Producing and selling coffee products

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

18. 於一間聯營公司之投資(續)

該聯營公司之財務資料概要：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
流動資產	Current assets	17,678	13,964
非流動資產	Non-current assets	1,464	2,027
流動負債	Current liabilities	(7,973)	(6,691)
資產淨值	Net assets	11,169	9,300
本集團於阿露瑪咖啡之 所有權權益比例	Proportion of the Group's ownership interest in Aroma Coffee	25%	25%
本集團於阿露瑪咖啡之 權益賬面值	Carrying amount of the Group's interest in Aroma Coffee	2,792	2,325
		截至 二零一六年 十二月三十一日 止年度 Year ended 31/12/2016 人民幣千元 RMB'000	截至 二零一五年 十二月三十一日 止年度 Year ended 31/12/2015 人民幣千元 RMB'000
年內收益	Revenue for the year	27,384	31,806
年內溢利	Profit for the year	1,871	1,526
本集團分佔該聯營公司之 年內溢利	Group's share of profit of the associate for the year	467	382

18. INVESTMENT IN AN ASSOCIATE

(Cont'd)

Summarised financial information of the associate:

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

19. 遞延稅項

於本年度及過往年度，已確認主要遞延稅項資產(負債)及相關變動如下：

		未分派溢利 之預扣稅	無形資產重估	貿易應收款項 壞賬撥備	物業、廠房 及設備之 暫時差額	已確認銷售及 應計工資之 暫時差額	未變現溢利	應課稅虧損	合計
		Withholding tax on undistributed profits	Revaluation of intangible assets	Bad debt provision of trade receivables	Temporary differences of property, plant and equipment	Temporary differences of sales recognised and payroll accruals	Unrealised profit	Taxable losses	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一五年一月一日	At 1 January 2015	(21,910)	(3,058)	370	1,122	7,274	236	18,003	2,037
於本年度綜合損益及 其他全面收入報表中 (扣除)計入	(Charge) credit to consolidated statement of profit or loss and other comprehensive income for the year	-	206	(270)	531	(1,650)	(107)	-	(1,290)
於二零一五年 十二月三十一日	At 31 December 2015	(21,910)	(2,852)	100	1,653	5,624	129	18,003	747
於本年度綜合損益及 其他全面收入報表中 (扣除)計入	(Charge) credit to consolidated statement of profit or loss and other comprehensive income for the year	-	206	-	300	(1,326)	24	-	(796)
於二零一六年 十二月三十一日	At 31 December 2016	(21,910)	(2,646)	100	1,953	4,298	153	18,003	(49)

用作財務報告用途之遞延稅項結餘分析如下：

The following is the analysis of the deferred tax balances for financial reporting purposes:

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
遞延稅項資產	Deferred tax assets	24,092	25,001
遞延稅項負債	Deferred tax liabilities	(24,141)	(24,254)
		(49)	747

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

19. 遞延稅項(續)

本集團於二零一六年十二月三十一日之未動用稅項虧損為人民幣483,095,000元(二零一五年：人民幣384,199,000元)，可供抵銷未來溢利。已就有關虧損確認遞延稅項資產人民幣72,014,000元(二零一五年十二月三十一日：人民幣72,014,000元)。由於無法預知各實體之未來溢利來源，故並無就餘下人民幣411,081,000元確認遞延稅項資產(二零一五年：人民幣312,185,000元)。該等稅項虧損將於二零一七年至二零二一年屆滿如下：

年份	Year	二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
二零一六年	2016	–	880
二零一七年	2017	673	673
二零一八年	2018	79,300	79,300
二零一九年	2019	137,078	137,078
二零二零年	2020	94,254	94,254
二零二一年	2021	99,776	–
		411,081	312,185

於二零一六年及二零一五年，本集團並無動用任何稅項虧損。

於二零一六年十二月三十一日，本集團廠房及設備折舊及減值之可扣減暫時差額為人民幣139,567,000元(二零一五年：人民幣125,052,000元)，可供抵銷未來溢利。由於無法預知各實體之未來溢利來源，故並無確認遞延稅項資產。

19. DEFERRED TAXATION (Cont'd)

The Group has unutilised tax losses of RMB483,095,000 as at 31 December 2016 (2015: RMB384,199,000) available for offset against future profits. A deferred tax asset has been recognised in respect of RMB72,014,000 (31 December 2015: RMB72,014,000) of such losses. No deferred tax assets has been recognised in respect of the remaining RMB411,081,000 (2015: RMB312,185,000) due to the unpredictability of future profit streams of the respective entities. The tax losses will expire from 2017 to 2021 as follows:

The Group has not utilised any tax losses in 2016 and 2015.

The Group has deductible temporary differences of RMB139,567,000 (2015: RMB125,052,000) in respect of depreciation and impairment of plant and equipment as at 31 December 2016 available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams of the respective entities.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

19. 遞延稅項(續)

根據企業所得稅法，自二零零八年一月一日起，中國附屬公司就其所賺取之溢利宣派股息時需繳納預扣稅。由於本集團可控制暫時差額撥回時間，而暫時差額於可見將來很可能不會撥回，因此並無就二零一六年十二月三十一日中國附屬公司保留溢利應佔之暫時差額約人民幣315,456,000元(二零一五年：人民幣311,248,000元)於該等財務報表中作出遞延稅項撥備。

19. DEFERRED TAXATION (Cont'd)

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. No deferred taxation has been provided in these financial statements in respect of the temporary differences attributable to the retained profits of the PRC subsidiaries amounting to approximately RMB315,456,000 (2015: RMB311,248,000) as at 31 December 2016 as the Group is able to control the timing of the reversal of such temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

20. 存貨

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
原材料	Raw materials	18,117	17,027
製成品	Finished goods	10,464	12,259
		28,581	29,286

20. INVENTORIES

21. 貿易及其他應收款項

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
貿易應收款項	Trade receivables	12,996	17,172
減：呆賬撥備	Less: Allowance for doubtful debts	(394)	(394)
		12,602	16,778
向供應商墊款	Advance to suppliers	3,523	4,828
土地及零售門店之預付租賃款項	Prepaid lease payments for land and retail outlets	41,091	45,794
預付費用	Prepaid expenses	523	207
其他應收款項	Other receivables	4,798	6,526
		62,537	74,133

21. TRADE AND OTHER RECEIVABLES

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

21. 貿易及其他應收款項(續)

下文為於各報告期末貿易應收款項(經扣除呆賬撥備)按發票日期之賬齡分析：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
賬齡	Age		
0至30天	0 to 30 days	10,695	12,338
31至60天	31 to 60 days	210	348
61至90天	61 to 90 days	396	381
91至180天	91 to 180 days	1,250	3,205
超過180天	Over 180 days	51	506
		12,602	16,778

本集團之貿易應收款項主要為應收百貨商店、超市及現金消費卡發行商之款項。

本集團大部份銷售以現金進行或由顧客預付款項。於本集團自營零售門店直銷的本集團產品並無信貸期。於百貨商店及超市之零售門店之銷售所得款項一般乃由百貨商店及超市在產品售出後30至60天內收取並支支付予本集團。銷售現金消費者信用卡後30天內，現金消費者信用卡發行機構收取有關銷售所得款項並交付予本集團。

21. TRADE AND OTHER RECEIVABLES (Cont'd)

The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoiced date at the end of each reporting period:

The Group's trade receivables are mainly due from department stores, supermarkets and cash consumer card issuers.

Most of the Group's sales are conducted in cash or prepaid by the customers. There is no credit period for direct sales of the Group's products from the self-owned retail outlets. Sales proceeds from retail outlets which are located in department stores and supermarkets are normally collected and paid to the Group by the department stores and supermarkets within 30 to 60 days after the sales of the products. Sales proceeds from cash consumer card are collected and paid to the Group by the cash consumer card issuers within 30 days after the sales of the products.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

21. 貿易及其他應收款項(續)

本集團將及時監控及審核百貨商店、超市及現金消費卡發行商之信用狀況。由於該等百貨商店、超市及現金消費卡發行商聲譽良好且與本集團有長期合作關係，故本集團管理層認為本集團並無面臨重大信貸風險。

本集團貿易應收款項結餘包括於二零一六年十二月三十一日賬面值約為人民幣1,700,000元之應收款項(二零一五年：人民幣4,100,000元)。於報告日期，該等款項已逾期，惟本集團尚未就其作出減值虧損撥備。本集團認為該等應收款項可被收回。本集團並無就該等結餘持有任何抵押品。

下文為已逾期但未減值之貿易應收款項之賬齡：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
賬齡	Age		
61至90天	61 to 90 days	396	381
91至180天	91 to 180 days	1,250	3,205
超過180天	Over 180 days	51	506
		1,697	4,092

21. TRADE AND OTHER RECEIVABLES

(Cont'd)

The Group will monitor and review the credit conditions of the department stores, supermarkets and cash consumer card issuers on a timely basis. The Group's management considers that the Group has no significant credit risks because those department stores, supermarkets and cash consumer card issuers have good reputation and long term relationship with the Group.

Included in the Group's trade receivable balance are debtors with carrying amounts of approximately RMB1.7 million as at 31 December 2016 (2015: RMB4.1 million), which are past due at the reporting date for which the Group has not provided for impairment loss. The Group considers these receivables can be collected. The Group does not hold any collateral over these balances.

The following is the aging of trade receivables which are past due but not impaired:

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

21. 貿易及其他應收款項(續)

呆賬撥備之變動：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
年初	Beginning of the year	394	1,479
計入損益之撥備	Credited to profit or loss	–	(1,085)
年末	End of the year	394	394

22. 應收關連公司款項

(a) 除綜合財務報表其他地方所披露之資料外，本集團與其關連人士之關係如下：

名稱

Name

與本公司之關係

Relationship with the Company

一品軒
Yi Pin Xuan

由本公司董事羅田安先生之家族直系親屬黃羅井英女士控制之公司
A company controlled by Ms. Ching-Ying Huang Lo, who is a close member of the family of Mr. Tien-An Lo, director of the Company

Christine Princess Co., (PTC) Ltd.
(「Christine Princess」)

以信託形式為管理層僱員持有本公司股權之信託公司

Christine Princess Co., (PTC) Ltd.
(「Christine Princess」)

A trust company holding equity interest in the Company on trust for the benefit of management employees.

21. TRADE AND OTHER RECEIVABLES

(Cont'd)

Movement in the allowance for doubtful debts:

22. AMOUNTS DUE FROM RELATED COMPANIES

(a) In addition to information disclosed elsewhere in the consolidated financial statements, the relationships between the Group and its related parties are as follows:

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

22. 應收關連公司款項(續)

- (b) 於報告期末，本集團與各關連人士之未償還結餘如下：

		結餘		年內最高未償還金額	
		Balance		Maximum amount	
		outstanding during the year			
		二零一六年	二零一五年	二零一六年	二零一五年
		2016	2015	2016	2015
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
一品軒	Yi Pin Xuan	10,663	4,782	11,098	44,315
Christine Princess	Christine Princess	212	147	212	147
		10,875	4,929		

本集團與一品軒之結餘為出售原料之貿易相關應收款項及採購原料之預付款項，信貸期為30天及賬齡為30天以內。

於二零一六年及二零一五年十二月三十一日，本集團與Christine Princess之結餘為非貿易性質。

23. 受限制銀行存款

於二零一六年十二月三十一日，受限制銀行存款人民幣52,390,000元(二零一五年：人民幣51,700,000元)存置於銀行作為根據中國商務部於二零一二年十二月二十七日頒佈之規例向客戶發行提貨券之抵押。

22. AMOUNTS DUE FROM RELATED COMPANIES (Cont'd)

- (b) As at the end of the reporting period, the Group has outstanding balances with the related parties as follows:

The balance with Yi Pin Xuan was trade-related receivables for sales of materials with a credit period of 30 days and prepayment for purchase of goods and was aged within 30 days.

The balance with Christine Princess as at 31 December 2016 and 2015 were non-trade in nature.

23. RESTRICTED BANK DEPOSITS

As at 31 December 2016, the restricted bank deposits amounting to RMB52,390,000 (2015: RMB51,700,000) are placed to bank as security for coupons issued to customers according to the regulation issued by Ministry of Commerce of the PRC on 27 December 2012.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

24. 可供出售金融資產

非上市管理投資基金	Unlisted managed investment fund
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債務工具投資指存放於中國若干持牌信託公司的資金，該等公司繼而把資金投入若干海外投資。投資的預期回報為每年12厘。投資將自目前報告期間結束起計一年內到期，並列作流動資產。

25. 銀行結餘及現金

銀行結餘及現金包括現金及原到期日為三個月或以內之短期存款。

於二零一六年十二月三十一日，銀行結餘及現金按介乎0.35%至2%（二零一五年：0.35%至3.30%）之市場年利率計息。

26. 貿易及其他應付款項

貿易應付款項	Trade payables
應付工資及福利	Payroll and welfare payable
其他應付稅項	Other tax payable
應付退休金	Pension payable
其他應付款項及應計費用	Other payables and accruals
收購物業、廠房及設備之應付款項	Payables for acquisition of property, plant and equipment

24. AVAILABLE-FOR-SALE FINANCIAL ASSET

二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
35,000	35,000

The debt instrument investment represent fund placed into certain licensed trust company in the PRC, which in turn placed the fund in certain overseas investment. The investment carries expected return of 12% per annum. The investment will mature within one year from the end of the current reporting period and are presented as a current asset.

25. BANK BALANCES AND CASH

Bank balances and cash comprise cash and short-term deposits with an original maturity of three months or less.

Bank balances and cash carry interest at market rates ranging from 0.35% to 2% (2015: 0.35% to 3.30%) per annum at 31 December 2016.

26. TRADE AND OTHER PAYABLES

二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
53,183	56,424
17,780	23,679
34,961	2,379
2,559	2,883
32,563	29,116
11,655	6,987
152,701	121,468

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

26. 貿易及其他應付款項(續)

供應商一般給予本集團45至60天信貸期。於各報告期末，根據發票日期呈列之貿易應付款項之賬齡分析如下：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
賬齡	Age		
0至45天	0 to 45 days	48,083	50,504
46至60天	46 to 60 days	4,028	5,033
61至90天	61 to 90 days	119	352
91至180天	91 to 180 days	21	–
超過180天	Over 180 days	932	535
		53,183	56,424

27. 顧客按金

於顧客按金中，於二零一六年十二月三十一日，約人民幣457,353,000元(二零一五年：人民幣489,041,000元)為提貨券(包括紙質提貨券及預付卡)負債，該等款項為本集團向顧客所發售提貨券之餘額。該等提貨券於售出時記作負債，並於顧客用以兌換本集團產品時記作收益，或本集團全部合約及推定責任於屆滿後給予顧客之額外寬限期內均已解除後確認為其他收入。除提貨券負債外，顧客按金餘額主要指來自大宗採購之公司已收預付款及訂做產品之個人按金。

26. TRADE AND OTHER PAYABLES (Cont'd)

The Group normally is allowed a credit term of 45 to 60 days by its suppliers. The following is an aged analysis of trade payables presented based on the invoiced date at the end of the reporting period:

27. DEPOSIT FROM CUSTOMERS

Among the deposit from customers, there were approximately RMB457,353,000 (2015: RMB489,041,000) of coupon (including paper coupon and pre-paid card) liabilities as at 31 December 2016, which represented the balances of the coupons issued and sold to the customers by the Group. Those coupons are recorded as liabilities when sold and released as revenue when redeemed by the customers in exchange for products of the Group, or recognised as other income after all contractual and constructive obligations of the Group have been discharged after taking into account an additional grace period granted to customers after expiry. Other than coupon liabilities, the remaining balance of deposit from customers primarily represented the prepayment received from corporates for bulk purchases and deposits from individuals for made-to-order products.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

28. 應付關連公司款項

- (a) 除於綜合財務報表其他地方所披露之資料外，本集團與其關連公司之關係如下：

名稱

Name

與本公司之關係

Relationship with the Company

上海美馨貿易有限公司(「美馨」)(附註)
Shanghai Meixin Trade Co., Ltd.
 (“Meixin”) (Note)

由董事洪敦清先生控制之公司
A company controlled by a director, Mr. Dun-Ching Hung

吳江尚浦包裝製品有限公司(「吳江尚浦」)
Wujiang Shangpu Packaging Products
Co., Ltd. (“Wujiang Shangpu”)

由董事卓啟明先生及其家族控制之公司
A company controlled by a director, Mr. Chi-Ming Chou and his family

同燦貿易有限公司(「同燦」)(附註)
Tongcan Trade Limited Company
 (“Tongcan”) (Note)

由董事洪敦清先生及其家族控制之公司
A company controlled by a director, Mr. Dun-Ching Hung and his family

上海鴻達包裝飾品有限公司(「上海鴻達」)
Shanghai HongDa Decorations and
Packaging Company (“Shanghai
HongDa”)

由董事許鴻森先生及其家族控制之公司
A company controlled by a director, Mr. Hung-Sen Hsu and his family

阿露瑪咖啡(上海)有限公司
(「阿露瑪咖啡」)
Aroma Coffee (Shanghai) Co., Ltd
 (“Aroma Coffee”)

由克莉絲汀持有25%股份之公司
A company 25% shares owned by Christine

附註： 美馨及同燦自二零一六年六月三日(即洪敦清先生不再為本集團董事當日)起不再為本集團之關連人士。

Note: Meixin and Tongcan ceased to be related parties of the Group since 3 June 2016 when Mr. Dun-Ching Hung was no longer the director of the Group.

28. AMOUNTS DUE TO RELATED COMPANIES

- (a) In addition to information disclosed elsewhere in the consolidated financial statements, the relationships between the Group and its related parties are as follows:

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

28. 應付關連公司款項(續)

- (b) 於報告期末，本集團與各關連人士之未償還結餘如下：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
美馨	Meixin	–	3,817
一品軒	Yi Pin Xuan	–	1,049
吳江尚浦	Wujiang Shangpu	1,588	1,237
同燦	Tongcan	–	2,060
阿露瑪咖啡	Aroma Coffee	772	34
上海鴻達	Shanghai HongDa	1,284	–
		3,644	8,197

結餘為貿易性質，信貸期介乎45天至60天之間。以下為於各報告期末應付關連公司款項之賬齡分析。

28. AMOUNTS DUE TO RELATED COMPANIES (Cont'd)

- (b) As at the end of the reporting period, the Group has outstanding balances with the related parties as follows:

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
賬齡	Age		
0至45天	0 to 45 days	3,631	6,124
46至60天	46 to 60 days	2	2,054
61至90天	61 to 90 days	–	–
91至180天	91 to 180 days	–	–
超過180天	Over 180 days	11	19
總計	Total	3,644	8,197

The balances are trade in nature with a credit term ranging from 45 days to 60 days. The following is an aged analysis of amounts due to related companies at the end of each reporting period.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

29. 遞延收入

根據當地政府之通知，本集團一間全資附屬公司於二零一零年四月獲授補助約人民幣6,245,000元以補償其因廠房拆遷而蒙受之開支及損失。補助中與補償營運中斷及舊廠房裝修成本有關之金額約人民幣1,342,000元已於拆遷後在截至二零一一年十二月三十一日止年度之損益中確認。餘額人民幣4,903,000元已遞延，並將於有關資產可使用年期內在損益中確認。約人民幣468,000元已於截至二零一六年十二月三十一日止年度計入損益(二零一五年：人民幣506,000元)。

30. 股本

29. DEFERRED INCOME

Pursuant to a notice from the local government, a wholly-owned subsidiary of the Group was granted a subsidy of approximately RMB6,245,000 in April 2010 in order to compensate for the expenditures and losses arising from the dismantlement and relocation of the plant. Approximately RMB1,342,000 of the subsidy that relates to the compensation of suspension of operation and decoration cost of the old plant was recognised in profit or loss during the year ended 31 December 2011 upon dismantlement and relocation. The remaining RMB4,903,000 has been deferred and would be recognised in profits or loss over the useful lives of the relevant assets. Approximately RMB468,000 (2015: RMB506,000) has been released to profit and loss during the year ended 31 December 2016.

30. SHARE CAPITAL

		股份數目 Number of shares 二零一六年及 二零一五年 2016 & 2015 千股 '000
法定 年初及年末0.00001港元	Authorised At beginning and end of year at HK\$0.00001	10,000,000

		股份數目 Number of shares 二零一六年及 二零一五年 2016 & 2015	股本 Share capital 二零一六年及 二零一五年 2016 & 2015 人民幣千元 RMB'000
已發行及繳足 年初及年末每股面值0.00001港元	Issued and fully paid At beginning and end of year at HK\$0.00001 each	1,010,188,000	8

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

31. 以股份為基礎之付款交易

如本公司日期為二零一二年二月十日之招股章程所詳述，首次公開發售前股份獎勵計劃（「**股份獎勵計劃**」）及首次公開發售前購股權計劃（「**購股權計劃**」）獲本公司股東Christine Princess Co. (PTC) Ltd.（「**Christine Princess**」）於二零一一年十二月二十七日批准及採納。授出該等計劃旨在確認及認可若干僱員之貢獻，並激勵彼等於未來向本集團作出貢獻。股份獎勵計劃及購股權計劃涉及Christine Princess將所持本公司之現有股份轉讓予股份獎勵計劃及購股權計劃之合資格參與者。

a) 股份獎勵計劃

上市前，於二零一二年一月十八日，Christine Princess所持6,375,000股本公司現有股份已根據股份獎勵計劃獎勵予合資格僱員。根據股份獎勵計劃所獎授股份之禁售期自獎授當日起計為期三年，在此期間，承授人不得出售或以其他方式處理獲獎授股份，轉讓價為於緊接獎勵日期前最後經審核每股資產淨值之25%。

於授出日期採用柏力克－舒爾斯定價模式釐定之股份公平值為7,276,000港元（相等於人民幣5,923,000元）。

截至二零一六年十二月三十一日止年度，本集團並未就授出股份而確認任何開支（二零一五年：人民幣20,000元）。

31. SHARE-BASED PAYMENT TRANSACTIONS

As detailed in prospectus of the Company dated 10 February 2012, a pre-IPO share award scheme (the “**Share Award Scheme**”) and a pre-IPO share option scheme (the “**Share Option Scheme**”) were approved and adopted by Christine Princess Co. (PTC) Ltd. (“**Christine Princess**”), a shareholder of the Company, on 27 December 2011. The schemes have been granted to recognise and acknowledge the contribution of certain employees and to encourage their future contribution to the Group. The Share Award Scheme and Share Option Scheme would involve the transfer of existing shares held by Christine Princess in the Company to eligible participants under the Share Award Scheme and the Share Option Scheme.

a) Share Award Scheme

Prior to the Listing, on 18 January 2012, 6,375,000 existing shares of the Company held by Christine Princess were awarded to the eligible employees under the Share Award Scheme. The shares awarded under the Share Award Scheme are subject to a lock-up period of three years commencing from the date of award during which the grantee shall not sell or otherwise dispose of the awarded shares, with a transfer price of 25% of the last audited net asset value per share immediately before the date of award.

The fair values of the shares determined at the date of grant using the Black-Scholes pricing model were HK\$7,276,000 (equivalent to RMB5,923,000).

The Group did not recognise any expenses for the year ended 31 December 2016 (2015: RMB20,000) in relation to share award granted.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

31. 以股份為基礎之付款交易(續)

b) 購股權計劃

同日，可認購 Christine Princess 所持合共 17,003,200 股本公司現有股份之購股權根據購股權計劃授予合資格僱員。根據購股權計劃所授出購股權之歸屬期為自授出有關購股權授出當日起計為期五年，在此期間，向承授人授出之購股權將於授出日期第二個、第三個、第四個及第五個週年日各歸屬 25%，並可於各週年日期起計一年內行使。

於授出日期採用二項式模型釐定之股份及購股權公平值為 14,039,000 港元(相等於人民幣 11,428,000 元)。

31. SHARE-BASED PAYMENT TRANSACTIONS

(Cont'd)

b) Share Option Scheme

On the same date, options to subscribe for an aggregate of 17,003,200 existing shares of the Company held by Christine Princess were granted to the eligible employees under the Share Option Scheme. The options subject to the Share Option Scheme are subject to a vesting period of five years commencing from the date of grant of such options during which 25% of the options granted to a grantee will vest on each of the second, third, fourth and fifth anniversary of the date of grant and be exercisable within one year from such anniversary.

The fair values of the shares and options determined at the date of grant using the Binomial model were HK\$14,039,000 (equivalent to RMB11,428,000).

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

31. 以股份為基礎之付款交易(續)

b) 購股權計劃(續)

下表列示本集團僱員所持本公司購股權變動：

		購股權數目 Number of share options	
		二零一六年 2016 千股 '000	二零一五年 2015 千股 '000
於一月一日尚未行使	Outstanding as at 1 January	7,352	10,991
年內沒收	Forfeited during the year	(3,171)	(3,639)
總計	Total	4,181	7,352

用於計算購股權公平值之假設如下：

	購股權類別 Option type			
	二零一二年 A類 2012A	二零一二年 B類 2012B	二零一二年 C類 2012C	二零一二年 D類 2012D
授出日期之股價	1.60港元	1.60港元	1.60港元	1.60港元
Grant date share price	HK\$1.60	HK\$1.60	HK\$1.60	HK\$1.60
行使價	0.80港元	0.80港元	0.80港元	0.80港元
Exercise price	HK\$0.80	HK\$0.80	HK\$0.80	HK\$0.80
購股權年期	2年	3年	4年	5年
Option life	2 years	3 years	4 years	5 years

31. SHARE-BASED PAYMENT TRANSACTIONS

(Cont'd)

b) Share Option Scheme (Cont'd)

The table below discloses the movement of the Company's share options held by the Group's employees:

The following assumptions were used to calculate the fair value of share options:

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

31. 以股份為基礎之付款交易(續)

b) 購股權計劃(續)

下表披露僱員於年內所持本公司購股權之變動。

		購股權數目 Number of options				
		於二零一六年 一月一日 尚未行使 Outstanding as at 1/1/2016	年內授出 Granted during the year	年內行使 Exercised during the year	年內沒收 Forfeited during the year	於二零一六年 十二月 三十一日 尚未行使 Outstanding as at 31/12/2016
購股權類別：	Option Type:					
二零一二年B類	2012B	2,450,698	–	–	2,450,698	–
二零一二年C類	2012C	2,450,698	–	–	360,319	2,090,379
二零一二年D類	2012D	2,450,698	–	–	360,319	2,090,379
		7,352,094	–	–	3,171,336	4,180,758
於年末行使	Exercisable at the end of the year					2,090,379
加權平均 行使價(港元)	Weighted average exercise price (HK\$)	0.8	不適用 N/A	不適用 N/A	0.8	0.8

31. SHARE-BASED PAYMENT TRANSACTIONS

(Cont'd)

b) Share Option Scheme (Cont'd)

The following table discloses movements of the Company's share options held by employees during the year.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

31. 以股份為基礎之付款交易(續)

b) 購股權計劃(續)

下表披露僱員於去年所持本公司購股權之變動。

		購股權數目 Number of options				於二零一五年 十二月 三十一日 尚未行使 Outstanding as at 31/12/2015	
		於二零一五年 一月一日 尚未行使 Outstanding as at 1/1/2015	年內授出 Granted during the year	年內行使 Exercised during the year	年內沒收 Forfeited during the year		
購股權類別：	Option Type:						
二零一二年A類	2012A	2,747,747	–	–	2,747,747	–	–
二零一二年B類	2012B	2,747,747	–	–	297,049	2,450,698	2,450,698
二零一二年C類	2012C	2,747,747	–	–	297,049	2,450,698	2,450,698
二零一二年D類	2012D	2,747,747	–	–	297,049	2,450,698	2,450,698
		10,990,988	–	–	3,638,894	7,352,094	7,352,094
於年末行使	Exercisable at the end of the year						2,450,698
加權平均 行使價(港元)	Weighted average exercise price (HK\$)	0.8	不適用 N/A	不適用 N/A	0.8		0.8

截至二零一六年十二月三十一日止年度，本集團已就所授購股權確認開支總額人民幣336,000元(二零一五年：人民幣936,000元)。

31. SHARE-BASED PAYMENT TRANSACTIONS

(Cont'd)

b) Share Option Scheme (Cont'd)

The following table discloses movements of the Company's share options held by employees during prior year.

		購股權數目 Number of options				於二零一五年 十二月 三十一日 尚未行使 Outstanding as at 31/12/2015	
		於二零一五年 一月一日 尚未行使 Outstanding as at 1/1/2015	年內授出 Granted during the year	年內行使 Exercised during the year	年內沒收 Forfeited during the year		
購股權類別：	Option Type:						
二零一二年A類	2012A	2,747,747	–	–	2,747,747	–	–
二零一二年B類	2012B	2,747,747	–	–	297,049	2,450,698	2,450,698
二零一二年C類	2012C	2,747,747	–	–	297,049	2,450,698	2,450,698
二零一二年D類	2012D	2,747,747	–	–	297,049	2,450,698	2,450,698
		10,990,988	–	–	3,638,894	7,352,094	7,352,094
於年末行使	Exercisable at the end of the year						2,450,698
加權平均 行使價(港元)	Weighted average exercise price (HK\$)	0.8	不適用 N/A	不適用 N/A	0.8		0.8

The Group recognised the total expenses of RMB336,000 for the year ended 31 December 2016 (2015: RMB936,000) in relation to share options granted.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

32. 經營租賃承擔

本集團作為承租人

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
年內根據經營租賃就租賃 零售門店支付之最低租賃付款	Minimum lease payments made in respect of rented retail outlets under operating leases during the year	147,700	174,288
或然租金	Contingent rentals	674	1,281
		148,374	175,569

若干門店之經營租金按最低保證租金或按銷售額計算之租金中之較高者釐定。於報告期末，本集團根據不可撤銷經營租賃須於以下期限內就租賃零售門店支付之未來最低租賃付款如下：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
一年內	Within one year	37,954	73,800
第二至第五年(包括首尾兩年)	In the second to fifth year inclusive	83,062	135,635
五年以後	After five years	8,528	15,708
		129,544	225,143

上述租賃承擔僅指基本租金，並不包括就本集團租賃若干零售門店應付之或然租金。一般而言，該等或然租金採用預定比率參考相關門店之營業額計算。預先估計有關應付或然租金金額並不切實可行。

32. OPERATING LEASE

The Group as lessee

The operating lease rentals of certain outlet stores are determined based on the higher of a minimum guaranteed rental or a rate based on sales. At the end of the reporting period, the Group was committed to make the following future minimum lease payments in respect of rented retail outlets under non-cancellable operating leases which fall due as follows:

The above lease commitments represent basic rents only and do not include contingent rents payable in respect of certain retail outlets leased by the Group. In general, these contingent rents are calculated with reference to the turnover of relevant outlets using pre-determined rate. It is not practicable to estimate in advance the amount of such contingent rent payable.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

32. 經營租賃承擔(續)

本集團作為出租人

年內，本集團與一品軒訂立分租安排(附註37(a))所賺取之租金收入為人民幣1,080,000元(二零一五年：人民幣1,080,000元)。

於報告期末，本集團已與租客就下列未來最低租賃付款訂約：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
一年內	Within one year	1,080	1,080
第二至第五年(包括首尾兩年)	In the second to fifth year inclusive	–	1,080
		1,080	2,160

33. 承擔及或然負債

已訂約但未於綜合財務報表就
有關收購物業、廠房及
設備撥備之資本開支

Capital expenditure contracted for but not
provided in the consolidated financial
statements in respect of the acquisition of
property, plant and equipment

二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
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14,108	21,919
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於報告期末，本集團並無重大或然負債。

32. OPERATING LEASE (Cont'd)


The Group as lessor

Rental income earned by the Group from sub-lease arrangement with Yi Pin Xuan (Note 37(a)) during the year was RMB1,080,000 (2015: RMB1,080,000).

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

33. COMMITMENTS AND CONTINGENCIES

The Group had no significant contingent liabilities at the end of the reporting period.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

34. 退休福利計劃

中國附屬公司之僱員均為中國政府運作之國家管理退休福利計劃成員。中國附屬公司須按其薪金成本之指定百分比向退休福利計劃作出供款，以為相關福利提供資金。本集團對退休福利計劃之唯一責任即為作出指定之供款。於二零一六年十二月三十一日，尚未繳付之應付退休福利計劃供款為人民幣2,559,000元(二零一五年：人民幣2,883,000元)。

35. 資本風險管理

本集團管理其資本以確保本集團旗下各實體將可持續經營，而股東亦可透過優化債務及權益結餘取得最大回報。自去年起，本集團之整體策略概無變動。本集團之資本架構包括債務及本公司擁有人應佔權益(包括已發行股本、儲備及保留盈利)。

本集團管理層會及時審閱資本架構。作為審閱其中一部份，管理層考慮資本成本及有關各類資本之風險。本集團管理層將通過派付股息、發行新股及發行債券(倘需要)平衡其整體資本架構。

34. RETIREMENT BENEFIT SCHEMES

Employees of the PRC subsidiaries are members of a state-managed retirement benefit scheme operated by the PRC government. The PRC subsidiaries are required to contribute a specified percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions. As at 31 December 2016, the outstanding payable for retirement benefit scheme contributions amounted to RMB2,559,000 (2015: RMB2,883,000).

35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year. The capital structure of the Group consists of debt and equity attributable to owners of the Company, comprising issued share capital, reserves and retained earnings.

The Group's management reviews the capital structure on a timely basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. The Group's management will balance its overall capital structure through payment of dividend, new share issues and the issue of debt if necessary.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

36. 金融工具

(a) 金融工具類別

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
金融資產	Financial assets		
貸款及應收款項(包括現金及現金等價物)	Loans and receivables (including cash and cash equivalents)	549,770	674,312
可供出售投資	Available-for-sales investments	35,000	35,000
金融負債	Financial liabilities		
攤銷成本	Amortised cost	92,257	92,162

(b) 財務風險管理目標及政策

本集團之主要金融工具包括貿易及其他應收款項、租金按金、銀行結餘及現金、受限制銀行存款、可供出售金融資產、貿易及其他應付款項及應收(應付)關連公司款項及應付股息。該等金融工具之詳情於有關附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層對該等風險進行管理及監控，以確保能夠以及時及有效之方式實施適當措施。

利率風險

本集團承擔之利率風險有限，原因為本集團並無計息金融資產／負債(銀行結餘除外)。日後利率變動將不會對本集團之業績產生重大影響，原因為本集團之浮息銀行結餘及其他金融資產均屬短期性質。因此，並無呈列利率敏感度分析。

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
Financial assets	Financial assets		
Loans and receivables (including cash and cash equivalents)	Loans and receivables (including cash and cash equivalents)	549,770	674,312
Available-for-sales investments	Available-for-sales investments	35,000	35,000
Financial liabilities	Financial liabilities		
Amortised cost	Amortised cost	92,257	92,162

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, rental deposit, bank balances and cash, restricted bank deposits, available-for-sale financial assets, trade and other payables and amounts due from (to) related companies and dividend payables. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

The Group has limited exposure to interest rate risk because the Group has no interest-bearing financial assets/liabilities other than bank balances. The future variations in interest rates will not have a significant impact on the results of the Group, as the Group's variable-rate bank balances are all short-term in nature. Therefore, no interest rate sensitivity analysis is presented.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

貨幣風險

本集團承擔之外匯風險主要由本集團以港元計值之銀行結餘產生。除以港元計值之銀行結餘外，集團實體於報告期末並無以外幣計值之任何其他貨幣資產或負債。

於二零一六年十二月三十一日，本集團以港元計值之銀行結餘賬面值約為人民幣47,368,000元(二零一五年：人民幣47,007,000元)。

本集團目前並無外幣對沖政策，但本公司董事對外匯風險進行密切監控，並將於需要時考慮對沖重大外幣風險。

本敏感度分析詳述本集團對於人民幣兌港元升值及貶值5%(二零一五年：5%)的敏感度，反映管理層對於外幣匯率合理可能變動的評估。敏感度分析僅包括截至報告期末以外幣計值的尚未償還貨幣項目(假設該等項目於整個年度尚未償還)。倘人民幣兌港元升值或貶值5%(二零一五年：5%)，除稅後虧損將增加/減少人民幣2,368,000元(二零一五年：人民幣2,350,000元)。

36. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)


Currency risk

The Group's exposure to foreign currency risk is arising mainly from the bank balances of the Group which are denominated in HK\$. Except for the bank balances denominated in HK\$, the group entities did not have any other monetary assets or liabilities denominated in foreign currencies as at the end of the reporting period.

The carrying amounts of the Group's bank balances that are denominated in HK\$ as at 31 December 2016 are approximately RMB47,368,000 (2015: RMB47,007,000).

The Group currently does not have a foreign currency hedging policy but the directors of the Company monitor foreign exchange exposure by closely monitoring the foreign exchange risk profile and will consider hedging significant foreign currency exposure should the need arise.

This sensitivity analysis details the Group's sensitivity to a 5% (2015:5%) increase and decrease in RMB against HK\$ which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items as at the end of reporting period assuming they were outstanding for the entire year. There will be an increase/decrease in post-tax loss of RMB2,368,000 (2015: RMB2,350,000) where RMB strengthen/weaken 5% (2015: 5%) against HK\$.



綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險

本集團因對手方未能履行責任導致本集團產生財務虧損而承受之最高信貸風險源自綜合財務狀況表分別確認之金融資產賬面值。

本集團大部分銷售以現金或顧客預付方式進行。本集團之貿易應收款項主要為應收百貨商店及現金消費卡發行商之款項。

本集團將及時密切監控及審核百貨商店及現金消費卡發行商之信用狀況。此外，本集團之其他應收款項主要包括有輕微違約風險之租金按金。本集團會於報告期末檢討其他各項應收款項之可收回金額，以確保就不可收回金額計提足夠減值虧損。就此而言，本公司董事認為，本集團之信貸風險得以大幅降低。綜合財務狀況表所示金額已扣除應收呆賬撥備(如有)，其乃由本集團管理層根據過往經驗及彼等對當時經濟環境之評估估計得出。

就本集團其他金融資產及銀行結餘產生之信貸風險而言，由於交易對手均為位於中國之國有銀行，因此本集團面臨因交易對手違約之信貸風險有限。

36. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statements of financial position.

Most of the Group's sales are conducted in cash or prepaid by the customers. The Group's trade receivables are primarily due from department stores and cash consumer card issuers.

The Group will closely monitor and review the credit conditions of the department stores and cash consumer card issuers on a timely basis. In addition, the Group's other receivables primarily consist of rental deposits which have a low risk of default. The Group reviews the recoverable amount of each individual other receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. The amounts presented in the consolidated statements of financial position are net of allowances for doubtful receivables, if any, estimated by the Group's management based on prior experience and their assessment of the current economic environment.

With respect to credit risk arising from the other financial assets and bank balances of the Group, the Group's exposure to credit risk arising from the default of counterparties is limited as the counterparties are state-owned banks located in the PRC.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

本集團存放於多家銀行之流動資金有集中信貸風險。然而，銀行結餘之信貸風險有限，原因為大部份交易對手為信譽良好及／或具良好信貸評級之銀行。

本集團並無其他重大信貸風險集中情況，信貸風險分散於多名交易對手及顧客。

流動資金風險

董事會肩負管理流動資金風險之最終責任，而董事會已建立一個合適之流動資金風險管理框架，用以管理本集團短期、中期及長期資金及流動資金管理需求。本集團透過保持充足之儲備、銀行信貸以及持續對預測及實際現金流量進行監察，藉以管理流動資金風險。

流動資金及利息風險表

下表詳列本集團於報告期末其非衍生金融負債之餘下合約到期日。下表根據本集團可能須還款之最早日期所計算之金融負債未貼現現金流量編製。

36. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

The Group has concentration of credit risk on liquid funds which are deposited with several banks. However, the credit risk on bank balances is limited because the majority of the counterparties are banks with good reputation and/or good credit rating.

The Group has no other significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities, and by continuously monitoring forecast and actual cash flows.

Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its non derivative financial liabilities at the end of the reporting period. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金及利息風險表(續)

		加權平均 實際利率 Weighted average effective interest rate %	按要求或 少於1個月 On demand or less than 1 month 人民幣千元 RMB'000	1至3個月 1-3 months 人民幣千元 RMB'000	3個月至1年 3 months to 1 year 人民幣千元 RMB'000	未貼現 現金流總額 Total undiscounted cash flows 人民幣千元 RMB'000	賬面值 Carrying amount 人民幣千元 RMB'000
於二零一六年十二月三十一日		31 December 2016					
非衍生金融負債		Non-derivative financial liabilities					
貿易及其他應付款項	Trade and other payables	不適用 N/A	83,905	-	-	83,905	83,905
應付關連公司款項	Amount due to related companies	不適用 N/A	3,644	-	-	3,644	3,644
應付股息	Dividend payable	不適用 N/A	4,708	-	-	4,708	4,708
			92,257	-	-	92,257	92,257
於二零一五年十二月三十一日		31 December 2015					
非衍生金融負債		Non-derivative financial liabilities					
貿易及其他應付款項	Trade and other payables	不適用 N/A	79,257	-	-	79,257	79,257
應付關連公司款項	Amount due to related companies	不適用 N/A	8,197	-	-	8,197	8,197
應付股息	Dividend payable	不適用 N/A	4,708	-	-	4,708	4,708
			92,162	-	-	92,162	92,162

36. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity and interest risk tables (Cont'd)

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

36. 金融工具(續)

(c) 金融工具之公平值

本集團部份金融資產於各報告期末按公平值計量。下表提供有關根據公平值計量的輸入數據的可觀察程度如何釐定該等金融資產之公平值(特別是所使用的估值技巧及輸入數據)，及公平值計量所劃分之公平值級別水平(一至三級)之資料。

金融項目	於下列日期的公平值	公平值級別	公平值計量基準/ 估值技巧及主要輸入數據		
				Fair value hierarchy	Basis of fair value measurement/ valuation technique(s) and key inputs
Financial item	Fair value as at				
	於二零一六年 十二月三十一日 31/12/2016 人民幣千元 RMB'000	於二零一五年 十二月三十一日 31/12/2015 人民幣千元 RMB'000			
可供出售金融資產	Available-for-sales financial assets	35,000	35,000	第二級 Level 2	公貼現現金流量。未來現金流量乃根據投資的預期回報估計。 Discounted cash flow. Future cash flows are estimated based on expected return of the investment.

按攤銷成本列賬之金融資產及金融負債之公平值根據基於貼現現金流量分析之公認定價模式，使用當前市場可觀察交易之價格釐定。

董事認為，於綜合財務報表內按攤銷成本列賬之金融資產及金融負債賬面值與其公平值相若。

36. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value of financial instruments

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

The fair values of financial assets and financial liabilities at amortised cost are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair value.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

37. 關連人士交易

- (a) 於年內，除綜合財務報表別處披露交易外，本集團與關連人士曾訂立以下交易：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
購買貨品及原料	Purchase of goods and materials		
– 美馨(附註)	– Meixin (Note)	5,544	14,850
– 阿露瑪咖啡	– Aroma Coffee	1,613	1,126
– 一品軒	– Yi Pin Xuan	101,179	112,500
– 吳江尚浦	– Wujiang Shangpu	6,999	12,826
– 同燦(附註)	– Tongcan (Note)	1,045	5,592
– 上海鴻達(附註)	– Shanghai HongDa (Note)	2,817	–
		119,197	146,894
銷售原料	Sales of materials		
– 一品軒	– Yi Pin Xuan	5,799	5,056
– 同燦(附註)	– Tong Can (Note)	83	78
		5,882	5,134
銷售物業、廠房及設備	Sales of property, plant and equipment		
– 一品軒	– Yi Pin Xuan	9	142
經營租賃租金收入	Rental income from operating leases		
– 一品軒	– Yi Pin Xuan	1,080	1,080

附註： 與美馨及同燦之交易於二零一六年一月一日至二零一六年六月三日進行，原因為其於二零一六年六月三日不再為本集團之關連人士，而與上海鴻達之交易於二零一六年六月三日至二零一六年十二月三十一日進行，原因為其於二零一六年六月三日成為本集團之關連人士。

本集團與對手方議定價格後訂立上述關連人士交易。

37. RELATED PARTY TRANSACTIONS

- (a) During the year, except as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties:

Note: The transaction with Meixin and Tongcan was from 1 January 2016 to 3 June 2016, since they ceased to be related parties of the Group on 3 June 2016, and the transaction with Shanghai HongDa was from 3 June 2016 to 31 December 2016, since it became a related party of the Group on 3 June 2016.

The Group entered into the above related party transactions upon the prices agreed with the counterparties.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

37. 關連人士交易(續)

(b) 主要管理人員酬金

本公司董事及本集團其他主要管理人員於年內之薪酬如下：

		二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
基本薪金、津貼及福利	Basic salaries, allowances and benefits	3,356	3,386
僱傭後福利	Post-employment benefit	130	129
以股份為基礎之付款	Share-based payments	53	127
		3,539	3,642

主要管理人員薪酬經考慮個人績效及市場趨勢後釐定。

37. RELATED PARTY TRANSACTIONS

(Cont'd)

(b) Key management compensation

The remuneration of directors of the Company and other members of key management of the Group during the year was as follows:

	二零一六年 2016 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000
基本薪金、津貼及福利	3,356	3,386
僱傭後福利	130	129
以股份為基礎之付款	53	127
	3,539	3,642

The remuneration of key management is determined having regard to the performance of individuals and market trends.

38. 本公司主要附屬公司之詳情

於報告期末，本集團附屬公司之詳情載列如下。

附屬公司名稱 Name of subsidiary	註冊成立/ 成立地點及日期 Place and date of incorporation/ establishment	已發行及繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本集團應佔股權 於十二月三十一日 Attributable equity interest of the Group At 31 December		主要業務 Principal activity
			二零一六年 2016	二零一五年 2015	
Christine BVI*	英屬處女群島 (「英屬處女群島」) 二零零八年三月十一日	股本1美元	100%	100%	投資控股
Christine BVI*	British Virgin Islands (“BVI”) 11 March 2008	Share capital US\$1	100%	100%	Investment holding
泰昇國際集團有限公司	香港 二零零八年一月十七日	股本1,001港元	100%	100%	投資控股
Deluxe International Holdings Limited	Hong Kong 17 January 2008	Share capital HK\$1,001	100%	100%	Investment holding

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Group's subsidiaries at the end of the reporting period are set out below.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

38. 本公司主要附屬公司之詳情(續)

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Cont'd)

附屬公司名稱 Name of subsidiary	註冊成立/ 成立地點及日期 Place and date of incorporation/ establishment	已發行及繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本集團應佔股權 於十二月三十一日 Attributable equity interest of the Group At 31 December		主要業務 Principal activity
			二零一六年 2016	二零一五年 2015	
上海克莉絲汀 Shanghai Christine	中國外商獨資企業 ([外商獨資企業]) 一九九三年一月十九日 PRC as a wholly-owned foreign investment enterprise ("WFOE") 19 January 1993	註冊資本 12,970,000美元 Registered capital US\$12,970,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海吉元德 Shanghai Ji Yuan De	中國內資企業 一九九三年十一月八日 PRC as a domestic enterprise 8 November 1993	註冊資本人民幣 107,271,216元 Registered capital RMB107,271,216	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海克莉絲汀甜蜜 藝術食品有限公司 Shanghai Sweet Art Foodstuff Co., Ltd.	中國內資企業 二零零六年六月六日 PRC as a domestic enterprise 6 June 2006	註冊資本人民幣 5,000,000元 Registered capital RMB5,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
南京克莉絲汀 Nanjing Christine	中國中外合資企業 二零零二年七月十八日 PRC as a sino foreign equity joint venture enterprise 18 July 2002	註冊資本 54,800,000美元 Registered capital US\$54,800,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海雙紅麵包 Shanghai Shuang Hong Bakery	中國外商獨資企業 一九九八年三月十八日 PRC as a WFOE 18 March 1998	註冊資本人民幣 30,000,000元 Registered capital RMB30,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
杭州丹比 Hangzhou Danbi	中國內資企業 一九九八年五月十九日 PRC as a domestic enterprise 19 May 1998	註冊資本 1,406,000美元 Registered capital US\$1,406,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海可莉 Shanghai Keli Foodstuff Co., Ltd.	中國內資企業 二零一零年三月三日 PRC as a domestic enterprise 3 March 2010	註冊資本 人民幣100,000元 Registered capital RMB100,000	100%	100%	銷售烘焙產品 Selling bakery products

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

38. 本公司主要附屬公司之詳情(續)

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Cont'd)

附屬公司名稱 Name of subsidiary	註冊成立/ 成立地點及日期 Place and date of incorporation/ establishment	已發行及繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本集團應佔股權 於十二月三十一日 Attributable equity interest of the Group At 31 December		主要業務 Principal activity
			二零一六年 2016	二零一五年 2015	
金達國際貿易有限公司 Jinda International Trade Co. Ltd.	香港 二零零三年十一月四日 Hong Kong 4 November 2003	股本100,000港元 Share capital HK\$100,000	100%	100%	投資控股 Investment holding
杭州克莉絲汀食品有限公司 Hangzhou Christine Foodstuff Co., Ltd	中國外商獨資企業 二零零三年十一月十七日 PRC as a WOFE 17 November 2003	註冊資本 20,000,000美元 Registered capital US\$20,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
寧波克莉絲汀食品有限公司 Ningbo Christine Foodstuff Co., Ltd	中國外商獨資企業 二零一四年三月十九日 PRC as a WOFE 19 March 2014	註冊資本人民幣 25,000,000元 Registered capital RMB25,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
南京克莉絲汀餐飲管理 有限公司 Nanjing Christine Catering Management Co., Ltd	中國外商獨資企業 二零一五年十月二十日 PRC as a WOFE 20 October 2015	註冊資本人民幣 5,000,000元 Registered capital RMB5,000,000	100%	100%	生產及銷售烘焙產品 Producing and selling bakery products
上海帝球餐飲管理有限公司 Diqu Coffee Catering Management Co., Ltd	中國外商獨資企業 二零一五年八月二十七日 PRC as a WOFE 27 August 2015	註冊資本人民幣 2,000,000元 Registered capital RMB2,000,000	100%	100%	生產及銷售烘焙 產品及咖啡 Producing and selling bakery products and coffee

* 由本公司直接持有

* Directly held by the Company

概無附屬公司於年內或年末已發行任何債務證券。

None of the subsidiaries had issued any debt securities during the year or at the end of the year.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

39. 有關本公司財務狀況之資料

39. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		二零一六年 十二月三十一日 31/12/2016 人民幣千元 RMB'000	二零一五年 十二月三十一日 31/12/2015 人民幣千元 RMB'000
非流動資產	Non-current assets		
於附屬公司之權益	Interest in subsidiaries	185,516	185,450
流動資產	Current assets		
銀行結餘及現金	Bank balances and cash	61,839	60,692
流動負債	Current liabilities		
應付股息	Dividend payable	4,708	4,708
其他流動負債	Other current liabilities	829	829
		5,537	5,537
流動資產淨額	Net current assets	56,302	55,155
總資產流動負債	Total assets less current liabilities	241,818	240,605
資本及儲備	Capital and reserves		
股本	Share capital	8	8
儲備	Reserve	241,810	240,597
本公司擁有人應佔總權益	Total equity attributable to owners of the Company	241,818	240,605

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零一六年十二月三十一日止年度 For the year ended 31 December 2016

39. 有關本公司財務狀況之資料(續)

儲備變動：

		股本	股份溢價及 累計業績	總計
		Share capital	Share premium and accumulated results	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一五年一月一日之結餘	Balance at 1 January 2015	8	240,220	240,228
年內溢利及全面開支總額	Profit and total comprehensive income for the year	–	377	377
於二零一五年十二月 三十一日之結餘	Balance at 31 December 2015	8	240,597	240,605
於二零一六年一月一日之結餘	Balance at 1 January 2016	8	240,597	240,605
年內溢利及全面開支總額	Profit and total comprehensive income for the year	–	1,213	1,213
於二零一六年十二月 三十一日之結餘	Balance at 31 December 2016	8	241,810	241,818

39. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Movement in reserve:

財務概要

FINANCIAL SUMMARY

截至十二月三十一日止年度

Year ended 31 December

		二零一二年 2012 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000	二零一四年 2014 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
業績	Results					
收益	Revenue	1,388,032	1,379,767	1,253,110	1,061,750	925,705
除稅前溢利(虧損)	Profit (loss) before taxation	29,525	(21,605)	(135,960)	(146,051)	(118,799)
所得稅開支	Income tax expense	(9,440)	(15,810)	(14,825)	(2,300)	(2,411)
年內溢利(虧損)及 全面收入(虧損)總額	Profit (loss) and total comprehensive income (loss) for the year	20,085	(37,415)	(150,785)	(148,351)	(121,210)
以下人士應佔： 本公司擁有人	Attributable to: Owners of the Company	20,085	(37,415)	(150,785)	(148,351)	(121,210)

於十二月三十一日

As at 31 December

		二零一二年 2012 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000	二零一四年 2014 人民幣千元 RMB'000	二零一五年 2015 人民幣千元 RMB'000	二零一六年 2016 人民幣千元 RMB'000
資產及負債	Assets and liabilities					
總資產	Total assets	2,048,320	1,853,005	1,538,138	1,435,797	1,310,145
總負債	Total liabilities	904,070	776,258	610,277	655,351	650,573
		1,144,250	1,076,747	927,861	780,446	659,572
本公司擁有人應佔權益	Equity attributable to owners of the Company	1,144,250	1,076,747	927,861	780,446	659,572

