ANNUAL REPORT
2019 年報

CABBEEN FASHION LIMITED
卡賓服飾有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
Stock code 股份代號：2030

Cabbeen

ABOUT CABBEEN
關於卡賓

Cabbeen is one of the leading Chinese designer brands.

The Group designs and sells apparels for men, women and children under four brands, namely, Cabbeen, Cabbeen Urban, Cabbeen Love and 2AM. Its retail network covers 31 provinces, autonomous regions and municipalities and several online platforms in the People's Republic of China.

卡賓是中國領先的設計師品牌之一。

本集團為旗下卡賓、卡賓都市、Cabbeen Love 及淩晨兩點四個品牌設計及銷售男士、女士及兒童服裝，其零售網絡分佈中華人民共和國 31 個省份、自治區及直轄市以及若干線上平台。

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CORPORATE INFORMATION
公司資料

BOARD OF DIRECTORS
董事會

Executive Directors
執行董事

Mr. Ziming Yang *(Chairman)*
Mr. Siu Keung Ng *(Chief Executive Officer)*
Mr. Rongqin Ke

楊紫明先生*(主席)*
吳少強先生*(行政總裁)*
柯榕欽先生

Independent Non-Executive Directors
獨立非執行董事

Mr. Yung Kwok Tsui
Mr. Honghui Chen
Mr. Ming Shu Leung

徐容國先生
陳宏輝先生
梁銘樞先生

AUDIT COMMITTEE
審核委員會

Mr. Yung Kwok Tsui *(Chairman)*
Mr. Honghui Chen
Mr. Ming Shu Leung

徐容國先生*(主席)*
陳宏輝先生
梁銘樞先生

REMUNERATION COMMITTEE
薪酬委員會

Mr. Yung Kwok Tsui *(Chairman)*
Mr. Ming Shu Leung
Mr. Siu Keung Ng

徐容國先生*(主席)*
梁銘樞先生
吳少強先生

NOMINATION COMMITTEE
提名委員會

Mr. Ziming Yang *(Chairman)*
Mr. Honghui Chen
Mr. Ming Shu Leung

楊紫明先生*(主席)*
陳宏輝先生
梁銘樞先生

CORPORATE GOVERNANCE COMMITTEE
企業管治委員會

Mr. Siu Keung Ng *(Chairman)*
Mr. Yung Kwok Tsui
Mr. Ming Shu Leung

吳少強先生*(主席)*
徐容國先生
梁銘樞先生

AUTHORIZED REPRESENTATIVES
授權代表

Mr. Siu Keung Ng
Ms. Lai Wah Wong, *FCPA*

吳少強先生
黃麗華女士，*FCPA*

COMPANY SECRETARY
公司秘書

Ms. Lai Wah Wong, *FCPA*

黃麗華女士，*FCPA*

REGISTERED OFFICE
註冊辦事處

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

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

HEADQUARTERS IN CHINA

Cabbeen Apparel Building
No. 379 Shougouling Road
Tianhe District
Guangzhou 510507
PRC

中國總部

中國
廣州市
天河區
瘦狗嶺路379號
卡賓服飾大廈
郵編510507

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A&B, 26/F, Billion Plaza II
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

香港主要營業地點

香港
九龍
長沙灣
長裕街10號
億京廣場二期26樓A及B室

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

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

開曼群島股份過戶登記處

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

HONG KONG BRANCH SHARE REGISTRAR

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

香港股份過戶登記分處

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

AUDITOR

KPMG, *Certified Public Accountants*
Public Interest Entity Auditor
registered in accordance with the
Financial Reporting Council Ordinance

核數師

畢馬威會計師事務所，*執業會計師*
於《財務滙報局條例》
下的注冊公眾利益
實體核數師

LEGAL ADVISOR AS TO HONG KONG LAW

Luk & Partners in Association with Morgan, Lewis & Bockius

香港法律顧問

陸繼鏘律師事務所與摩根路易斯律師事務所聯營

WEBSITE

www.ir.cabbeen.com

網站

www.ir.cabbeen.com

FINANCIAL HIGHLIGHTS
財務摘要

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	Changes 變動 % %
Financial highlights	**財務摘要**			
Revenue	收益	**1,274,966**	1,273,473	+0.1%
Gross profit	毛利	**560,091**	578,743	-3.2%
Profit from operation	經營溢利	**243,440**	311,032	-21.7%
Profit for the year	年內溢利	**158,142**	210,243	-24.8%
Earnings per share (RMB cents)	每股盈利（人民幣分）			
– Basic	– 基本	**23.58**	31.71	-25.6%
– Diluted	– 攤薄	**23.58**	31.68	-25.6%
Dividend per share (HK cents)	每股股息（港仙）			
– Interim dividend	– 中期股息	**7.5**	13.2	-43.2%
– Final dividend	– 末期股息	**3.0**	4.8	-37.5%
– Total dividend	– 總股息	**10.5**	18.0	-41.7%
Profitability ratios	**盈利比率**			
Gross profit margin	毛利率	**43.9%**	45.4%	-1.5 ppt 個百分點
Operating margin	經營利潤率	**19.1%**	24.4%	-5.3 ppt 個百分點
Net profit margin	純利率	**12.4%**	16.5%	-4.1 ppt 個百分點
Return on total assets[1]	資產總值回報率[1]	**7.1%**	10.0%	-2.9 ppt 個百分點
Return on equity[2]	權益回報率[2]	**12.8%**	17.9%	-5.1 ppt 個百分點
Liquidity ratios	**流動資金比率**			
Current ratio	流動比率	**1.82**	2.71	
Average inventory turnover days[3]	平均存貨周轉天數[3]	**196**	189	
Average trade and bills receivables turnover days[4]	平均貿易應收款項及應收票據周轉天數[4]	**123**	87	
Average trade and bills payables turnover days[5]	平均貿易應付款項及應付票據周轉天數[5]	**231**	243	
Capital ratio	**資金比率**			
Interest coverage ratio[6]	盈利對利息倍數[6]	**11.3**	15.6	
Net debt to equity ratio[7]	淨債權比率[7]	**7.1%**	5.7%	
Gearing ratio[8]	資產負債比率[8]	**28.7%**	24.5%	

Notes:

(1) Return on total assets equals net profit for the year divided by the closing balance of total assets.

(2) Return on equity equals net profit for the year divided by the closing balance of total shareholders' equity.

(3) Average inventory turnover days is equal to the average of the beginning and closing inventory balance divided by cost of sales and multiplied by the number of days in the year.

(4) Average trade and bills receivables turnover days is equal to the average of the beginning and closing trade and bills receivables balance divided by turnover (including value-added tax) and multiplied by the number of days in the year.

(5) Average trade and bills payables turnover days is equal to the average of the beginning and closing trade and bills payables balance divided by costs of sales and multiplied by the number of days in the year.

(6) Interest coverage ratio equals profit before interest and tax for one period divided by interest expenses of the same period.

(7) Net debt to equity ratio equals net debt divided by total equity as of the end of the year. Net debt includes all borrowings net of cash and cash equivalents.

(8) Gearing ratio equals total debts divided by total equity.

附註：

(1) 資產總值回報率等於年內純利除以資產總值年終結餘。

(2) 權益回報率等於年內純利除以股東權益總額年終結餘。

(3) 平均存貨周轉天數等於年初及年終存貨結餘的平均值除以銷售成本，再乘以年內天數。

(4) 平均貿易應收款項及應收票據周轉天數等於貿易應收款項及應收票據的年初及年終結餘的平均值除以營業額(包括增值税)，再乘以年內天數。

(5) 平均貿易應付款項及應付票據周轉天數等於貿易應付款項及應付票據的年初及年終結餘的平均值除以銷售成本，再乘以年內天數。

(6) 盈利對利息倍數等於一個期間的扣除利息及税項前溢利除以同期利息開支。

(7) 淨債權比率等於年末債務淨額除以權益總額。債務淨額包括扣除現金及現金等價物的所有借款。

(8) 資產負債比率等於債務總額除以權益總額。

CHAIRMAN'S STATEMENT

主席報告

TO ALL SHAREHOLDERS,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Cabbeen Fashion Limited (the "**Company**", stock code: 2030), I herewith present the results of the Company and its subsidiaries (collectively referred to as the "**Group**" or "**Cabbeen**") for the year ended 31 December 2019.

In 2019, the business of the Group was affected by headwind of macro-economic uncertainty, slowing growth and fierce competition in mainland China market. For the year ended 31 December 2019, revenue of the Group was generally flat and net profit decreased by 24.8% as compared to the year ended 31 December 2018. The Group's performance was affected by pressures of promotion efforts and sales discounts while the growth of e-commerce business was slowing. We expect that the apparel industry, particularly for brands targeting mid-end market like us, will be even more challenging going forward.

In addition, we acknowledge that our operations were adversely affected by the outbreak of the coronavirus in mainland China since January 2020. Our distributors temporarily closed more than 90% of retail stores from 28 January 2020 to 9 February 2020 and the operation of approximately 17% of retail stores remained suspended as of the date of this report. Given the dynamic nature of these circumstances, the duration of business disruption and reduced customer traffic, we expect that our

致各位股東:

本人謹此代表卡賓服飾有限公司(「**本公司**」,股份代號:2030)董事(「**董事**」)會(「**董事會**」),呈列本公司及附屬公司(統稱「**本集團**」或「**卡賓**」)截至二零一九年十二月三十一日止年度的業績。

於二零一九年,在宏觀經濟不明朗、中國內地經濟增長放緩以及市場競爭激烈的衝擊下,本集團業務難免會受到影響。與截至二零一八年十二月三十一日止年度比較,截至二零一九年十二月三十一日止年度,本集團的收益大致平穩,而純利則下降24.8%。本集團的業績表主要受到來自促銷活動和零售折扣上升的影響,而電商業務增長同時持續放緩。我們預期服裝行業,尤其是像我們一樣的中檔品牌,將在未來面對更大的挑戰。

此外,我們的業務自二零二零年一月起受到中國內地爆發新型冠狀病毒肺炎疫情的不利影響。由二零二零年一月二十八日至二零二零年二月九日,我們的分銷商短暫關閉了超過90%的零售店舖,且截至本報告日期,約17%的零售店舖仍然暫停營業。鑒於疫情導致業務持續被中斷及客戶流量減少,我們預期二零二零年的經營業績將會受到重大不利影響,儘管於本報告之時我們尚未能合理量化我們財務表現

operating results for 2020 will be materially and adversely affected, though we are not yet able to reasonably quantify the potential magnitude of such impact on our financial performance at the time of this annual report. We have started to cut back purchase orders for 2020 summer collection and put on hold of new shops and other material investments. We will also strengthen cost control and provide extended credit terms for our distributors. Considering uncertainty of the epidemic and the impact on our operations, we would like to maintain a higher level of liquidity for our business development and thus have adjusted the dividend payout ratio for 2019 to approximately 40%. We will strive to stay vigilant and be proactive in responding to these extraordinary circumstances and will be transparent in communicating with our shareholders about the implication for our business results.

受該等影響的程度。我們已開始削減二零二零年夏季系列產品的採購訂單，並且擱置設立新店舖及其他重大投資。我們亦將加強控制成本及提供延長信貸期予分銷商。鑒於疫情發展及疫情對我們營運的影響難以預料，我們擬為業務發展維持高水平的流動現金，因此已將二零一九年的派息比率調整至約40%。我們將保持警惕及積極應對該等特殊情況，並且將會就對我們業務的影響與股東保持溝通。

Another important development of the Group during the year ended 31 December 2019 was the Group's investment in upstream apparel production business. We believe in an era of fast-changing customer preferences, being able to respond to shifting demand and tailor production accordingly and reduce lead time are competitive advantages. However, since the order size of each stock keeping unit and scale of operations of our new brands are generally small, the Group has been facing challenges in working with quality suppliers at reasonable price and predictable lead time. Accordingly, we have started to develop our own production facilities to overcome these obstacles in supply chain management. We are aware of the costs are generally higher for smaller batch size production, and we need capable personnel to manage the factory. So, we will proceed step by step to control the cost impact on the Group's financial performance and focus on production of the Group's core products only. In addition, the upfront investments in upstream business may reduce the Group's liquidity and affect dividend payout. Nevertheless, we believe it is beneficial for the Group's long-term strategic development.

本集團於截至二零一九年十二月三十一日止年度內另一項重要發展為本集團於上游服裝生產業務的投資。我們相信在處於這個客戶喜好瞬息萬變的時代，我們須迅速回應客戶的需求，並須縮短交付時間方能在眾多競爭對手中脫穎而出。然而，鑑於新品牌各庫存單訂單量及營運規模普遍較小，本集團在向優質供應商爭取合理合作價格及實現可預測交付周期方面面臨挑戰。因此，我們已開始發展我們自有的生產設施以解決供應鏈管理的障礙。我們明白批量較小的生產成本通常較高，且我們需要管理廠房的人才。故此，我們會按步就班，以控制生產業務對本集團的財務影響，並僅集中於生產本集團的核心產品。此外，上游業務的前期投資或會減少本集團的流動資金及影響派息。縱然如此，我們相信此舉對本集團的長期策略發展有利。

Finally, on behalf of the Board, I would like to express my sincere gratitude to all staff members for their dedication and contribution, and to our shareholders and business partners for their support. We will continue with our endeavor to pursue growth of our business and create value for our shareholders.

最後，本人謹代表董事會衷心感謝全體員工的努力及貢獻，以及各位股東及合作夥伴的鼎力支持。我們將繼續努力推動本集團業務增長並為股東創造價值。

Chairman
Ziming Yang

11 March 2020

主席
楊紫明

二零二零年三月十一日

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析

2AM

CABBEEN URBAN

Cabbeen
LOVE

INDUSTRY OVERVIEW

The apparel industry is very competitive in mainland China with plenty of local and foreign brands and most of the industry players sell their products through both physical stores and online channels. Although physical store has not lost its key role, online sales have been growing strongly in past few years and fueled the business growth of many apparel companies. However, it seems that online retailing has also started to slow down due to market maturity and competition. In addition, we expect that consumers will be cautious and continue to hold off on spending on discretionary items amid the uncertain macroeconomic outlook. Accordingly, we believe that the apparel industry, particularly for brands targeting mid-end market like us, will be more challenging going forward.

行業回顧

服裝行業於中國內地的競爭非常激烈，大量本地及外國品牌以及大多數業內人士均透過實體店及線上渠道銷售其產品。雖然實體店仍然舉足輕重，但線上銷售於過去數年來勢洶洶，推動了眾多服裝公司的業務增長。然而，市場成熟和競爭似乎亦使線上零售的增長開始放緩。此外，在宏觀經濟前景不明朗的情況下，我們預期消費者將保持謹慎態度並繼續減少購買非必需品。因此，我們相信服裝行業(尤其是像我們一樣的中檔品牌)將會在未來面對更大的挑戰。

BUSINESS REVIEW

Overview

Cabbeen is a Chinese designer brand. It offers apparel and accessories for men, women, and children under the Cabbeen, Cabbeen Urban, Cabbeen Love and 2AM brands. The Group derives its revenue from sales of its products through franchise stores and online shops. Most of the products sold under its brand names are designed by the Group and majority of the products sold are manufactured by independent manufacturers in mainland China.

As of 31 December 2019, the Group had 6 wholesale distributors, 19 consignment distributors and 135 sub-distributors operating a total of 887 retail shops in mainland China and one retail shop in Cambodia. In addition, the Group operates WeChat store and other online shops on e-commerce platforms including T-mall, JD.com, vipshop and sells products to other online distributors.

業務回顧

概覽

卡賓是中國的設計師品牌。其提供男士、女士及兒童服裝及配飾，旗下品牌有卡賓、卡賓都市、Cabbeen Love及淩晨兩點。本集團所得收益乃通過特許經營店舖及網店銷售其產品。旗下品牌銷售的絕大部分產品均由本集團設計，且銷售的所有產品均為中國內地獨立生產商所生產。

截至二零一九年十二月三十一日，本集團有6名批發分銷商、19名代銷分銷商及135名二級分銷商，在中國內地共經營887間零售店舖及一間在柬埔寨的零售店舖。此外，本集團亦經營微商城及在天貓、京東、唯品會等電商平台經營其他網店及向其他線上分銷商銷售產品。

Retail channel performance

Performance of retail stores operated by the Group, its distributors and sub-distributors for the year ended 31 December 2019 are summarized below.

- Total retail revenue for the year ended 31 December 2019 decreased by 4.1% as compared to 2018. The decrease was primarily a result from weak consumption sentiment and exceptional warm weather in the first quarter of 2019.
- Retail sales revenue and same store sales from physical stores for the year ended 31 December 2019 decreased by 6.2% and 7.8%, respectively, as compared to that of 2018.
- Retail revenue from online shops increased by approximately 5.0% from RMB503.3 million for the year ended 31 December 2018 to RMB528.7 million for the year ended 31 December 2019.
- Cabbeen had 2.4 million WeChat fans and members as of 31 December 2019 (2018: 1.8 million).
- Average retail discount at physical stores for the year ended 31 December 2019 was approximately 25.7% (2018: 21.6%).
- Up to 31 January 2020, sell-through rate of the Group's 2019 collections was over 71.4%.

零售渠道表現

下文概述由本集團、分銷商及二級分銷商經營的零售店舖於截至二零一九年十二月三十一日止年度的表現。

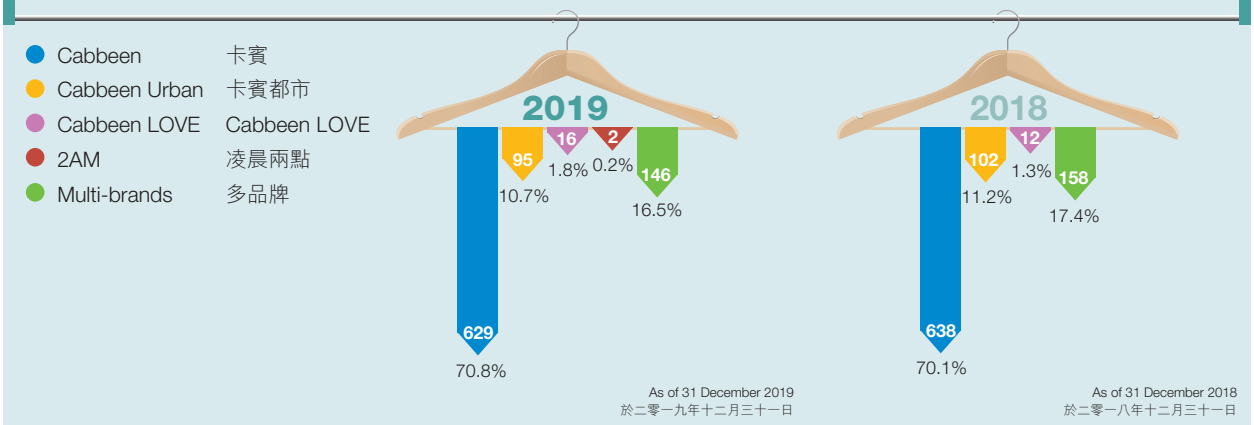
- 截至二零一九年十二月三十一日止年度，零售收益總額較二零一八年同期減少4.1%。該減少乃主要由於二零一九年第一季度消費情緒薄弱及預期氣温和暖。
- 於截至二零一九年十二月三十一日止年度，本集團的實體店舖零售金額及同店銷售與二零一八年同期相比分別減少6.2%及7.8%。
- 網上店舖所產生的零售收益由截至二零一八年十二月三十一日止年度的人民幣503.3百萬元增加逾5.0%至截至二零一九年十二月三十一日止年度的人民幣528.7百萬元。
- 於二零一九年十二月三十一日，卡賓微信粉絲及會員人數為2.4百萬(二零一八年：1.8百萬)。
- 截至二零一九年十二月三十一日止年度，實體店舖平均零售折扣約為25.7%(二零一八年：21.6%)。
- 截至二零二零年一月三十一日，本集團二零一九年系列產品的售罄率超過71.4%。

Stores network 店舖網路

Retail network by geographical regions 按地理區域劃分的零售網絡

Operation model 經營模式		As of 31 December 2019 截至二零一九年十二月三十一日 Wholesale 批發	Consignment 代銷	Total 總計	As of 31 December 2018 截至二零一八年十二月三十一日 Wholesale 批發	Consignment 代銷	Total 總計
Geographical region	**地區**						
Central China	華中	**197**	**33**	**230**	198	37	235
Southwestern China	西南	**56**	**125**	**181**	62	131	193
Southern China	華南	**22**	**250**	**272**	23	239	262
Eastern China	華東	**–**	**70**	**70**	–	61	61
Northern China	華北	**1**	**67**	**68**	1	74	75
Northwestern China	西北	**–**	**56**	**56**	–	67	67
Northeastern China	東北	**–**	**10**	**10**	–	17	17
Others	其他	**1**	**–**	**1**	–	–	–
Total	**總計**	**277**	**611**	**888**	284	626	910

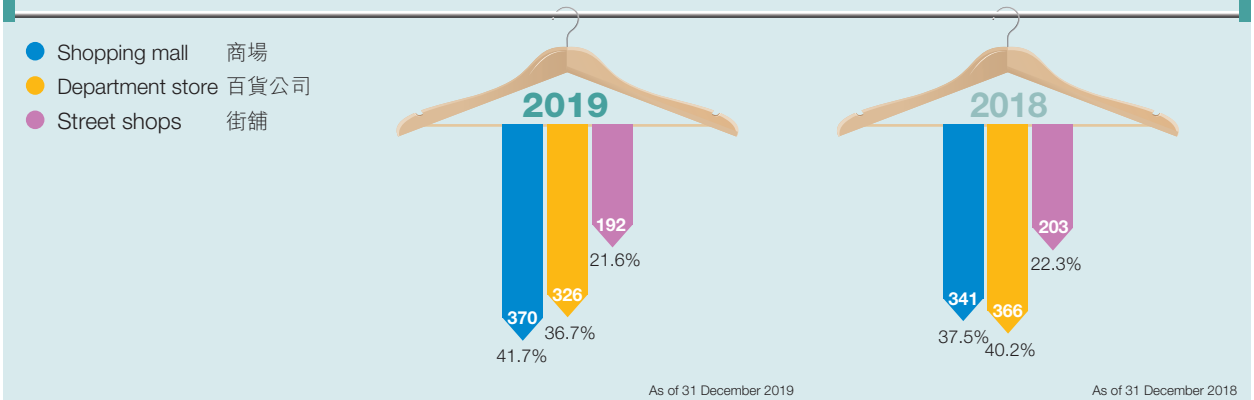
Retail outlets by brands 按品牌劃分的零售店舖



As of 31 December 2019 於二零一九年十二月三十一日

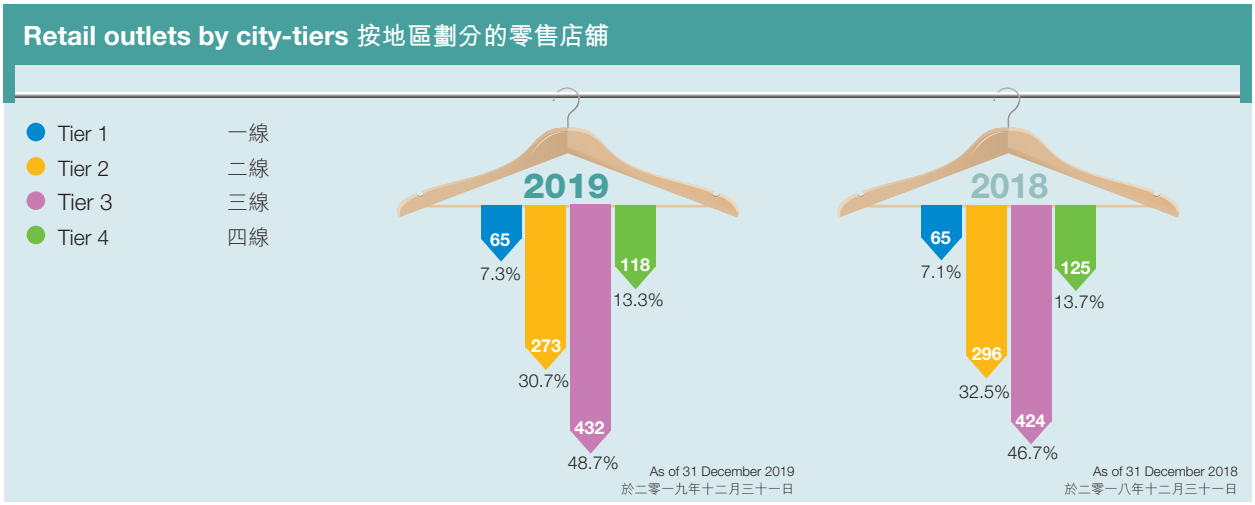
As of 31 December 2018 於二零一八年十二月三十一日

Retail outlets by channel 按渠道劃分的零售店舖



As of 31 December 2019 於二零一九年十二月三十一日

As of 31 December 2018 於二零一八年十二月三十一日



Brand building

Virtually all aspects of brand development, from product design and distribution to marketing, merchandising and shopping environments, are controlled by the Group. The Group also keeps direct communications with its end customers through WeChat platform. It can therefore monitor their shopping patterns, and provide them with information about promotional events and new product launch information.

品牌建設

從產品設計、分銷到推廣、促銷及購物環境等品牌發展的各方面，均由本集團管控。本集團亦通過微信平台與終端顧客直接溝通。因此可了解顧客的購物模式及向顧客提供促銷活動和新品發佈信息。

Design and product development

As of 31 December 2019, the Group had four design workshops in Guangzhou City, Hong Kong, Milan and Paris, respectively, with a team of 84, including 48 designers (2018: 54) joining from mainland China, other Asia countries, Hong Kong and Europe. The Group also works with design institutes and contract designers from around the world. It offered over 4,600 new stock-keeping-units (SKUs) for 2019 product collections (over 5,300 SKUs for 2018 product collections).

設計及產品開發

截至二零一九年十二月三十一日，本集團分別於廣州市、香港、米蘭及巴黎有四間工作室，團隊共有84名成員，包括48名(二零一八年：54名)來自中國內地、其他亞洲國家、香港及歐洲的設計師。本集團亦與世界各地的設計機構及合約設計師合作。本集團的二零一九年產品系列有超過4,600個新款(二零一八年產品系列：超過5,300個新款)。

Omni-Channel

The Group has invested in building omni-channel capabilities in markets with retail outlets operated by consignment distributors. Its ERP system facilitated a single view of inventory across channels, connecting physical stores directly to WeChat store. The Group offers a reserve online, pick up in store service to its customers which allows customers to select in-store inventory from WeChat platform. The Group has also started to fulfil orders from WeChat stores by shipping products either from logistic centre or consignment stores. It will continue to optimize the omni-channel services for better customer shopping experience.

全渠道

本集團已投資與代銷分銷商經營的零售店舖的市場全渠道能力建設。其ERP系統簡化了跨渠道的統一存貨視圖，直接將實體店舖與微商城相連。本集團向其客戶提供線上預訂及上門取件服務，可讓客戶自微商城挑選店內存貨。本集團亦已開始通過物流中心或代銷店舖付運產品以完成微商城的訂單。本集團將繼續優化全渠道服務以帶來更優的客戶購物體驗。

PROSPECTS

The Group believes e-commerce will continue to be a key driver of its business. Accordingly, the priority investments of the Group will be in the area of omni-channel and e-commerce, development of CRM capabilities, improving in-store experiences and investing in brand building, while it will be prudent in physical store expansion.

前景

本集團堅信電商分部將繼續擔任其業務發展的中流砥柱。因此，本集團將主要投資於全渠道及電商領域、發展CRM能力、提升店內體驗以及投資至品牌建設，並於實體店舖擴展方面保持謹慎。

In addition, the Group has invested in upstream apparel production business. It believes in an era of fast-changing customer preferences, being able to respond to shifting demand and tailor production accordingly and reduce lead time are competitive advantages. However, given the order size of each stock keeping unit and scale of operations of our new brands are generally small, the Group has been facing challenges in working with quality suppliers at reasonable price and predictable lead time. Given the obstacles in supply chain management, it considers to overcome this by developing its own production facilities. The production business has started in November 2019. It is aware of the production costs are generally higher due to the smaller batch sizes. Therefore, the Group will proceed step by step to control the cost impact on its financial performance and focus on production of core products only.

此外，本集團已投資上游服裝生產業務。我們相信在這個客戶喜好瞬息萬變的時代，我們須迅速回應客戶日新月異及訂製產品的需求，並須縮短交付時間方能在眾多競爭對手中脫穎而出。而且，鑒於新品牌各庫存單訂單量及營運規模普遍較小，本集團在向優質供應商爭取合理合作價格及實現可預測交付周期方面面臨挑戰。考慮到供應鏈管理之障礙，本集團考慮透過發展其自身生產設施克服有關困難。生產業務已於二零一九年十一月開始。我們明白由於批量較小，生產成本通常較高。因此，本集團將逐步控制影響其財務表現的成本，並僅集中於生產核心產品。

The Group's operations were adversely affected by the outbreak of the coronavirus in mainland China since January 2020. The Group's distributors temporarily closed more than 90% of our retail stores from 28 January 2020 to 9 February 2020 and the operation of approximately 17% of retail stores remained suspended as of the date of this report. Given the dynamic nature of these circumstances, the duration of business disruption and reduced customer traffic, the Company expects that its operating results for 2020 will be materially and adversely affected, though the Company is not yet able to reasonably quantify the potential magnitude of such impact on its financial performance at the time of this annual report. The Group has started to cut back purchase orders for 2020 summer collection and put on hold the opening of new shops and other material investments. The Group will also strengthen cost control and provide extended credit terms for its distributors. The Company will strive to stay vigilant and be proactive in responding to these extraordinary circumstances and will be transparent in communicating with the Company's shareholders about the implication for the Group's business results.

本集團的業務自二零二零年一月起受到中國內地爆發新型冠狀病毒肺炎疫情的不利影響。由二零二零年一月二十八日至二零二零年二月九日，本集團的分銷商短暫關閉了超過90%的零售店鋪，且截至本報告日期，約17%的零售店鋪仍然暫停營業。鑒於疫情導致業務持續被中斷及客戶流量減少，本公司二零二零年的經營業績將會受到重大不利影響，儘管於本報告之時本公司尚未能合理量化本集團財務表現受該等影響的程度。本集團已開始削減二零二零年夏季系列產品的採購訂單，並且擱置設立新店鋪及其他重大投資。本集團亦將加強控制成本及提供延長信貸期予分銷商。本公司將保持警惕及積極應對該等特殊情況，並且將會就對本集團業務的影響與股東保持溝通。

FINANCIAL REVIEW

財務回顧

Revenue

收益

Revenue by sales channel

按銷售渠道劃分的收益

		Year ended 31 December 截至十二月三十一日止年度			
		2019 二零一九年		2018 二零一八年	
		RMB'000 人民幣千元	**%**	RMB'000 人民幣千元	%
Online shops	線上店鋪	**481,545**	**37.8%**	430,481	33.8%
Offline shops	線下店鋪				
Wholesale	批發	**286,939**	**22.5%**	309,812	24.3%
Consignment	代銷	**506,482**	**39.7%**	535,853	42.1%
Self-owned	自營	**–**	**–**	1,431	0.1%
		793,421	**62.2%**	847,096	66.5%
Less: Products repurchased for consignment business	減：為代銷業務購回產品	**–**	**–**	(4,104)	(0.3%)
Net revenue	淨收益	**1,274,966**	**100.0%**	1,273,473	100.0%

Revenue by brands 按品牌劃分的收益

		Year ended 31 December 截至十二月三十一日止年度			
		2019 二零一九年		2018 二零一八年	
		RMB'000 人民幣千元	**%**	RMB'000 人民幣千元	%
Cabbeen	卡賓休閒	**1,043,175**	**81.8%**	1,071,074	84.1%
Cabbeen Urban	卡賓都市	**185,764**	**14.6%**	182,947	14.4%
Cabbeen Love	Cabbeen LOVE	**7,851**	**0.6%**	–	–
2AM	凌晨兩點	**15,610**	**1.2%**	12,700	1.0%
Others	其他	**22,566**	**1.8%**	6,752	0.5%
		1,274,966	**100.0%**	1,273,473	100.0%

Gross profit and gross profit margin

The gross profit was RMB560.1 million for the year ended 31 December 2019 compared to RMB578.7 million for the year ended 31 December 2018.

Gross profit margin decreased from 45.4% for the year ended 31 December 2018 to 43.9% for the year ended 31 December 2019. The decrease in gross profit margin was attributable to an increase in provision for sales rebates and an increase in sales discounts.

Other income

Other income primarily consists of interest income from bank deposits, government grants and net foreign exchange differences. The increase in other income from RMB58.1 million for the year ended 31 December 2018 to RMB66.8 million for the year ended 31 December 2019 was mainly due to an increase in government grant income.

毛利及毛利率

截至二零一九年十二月三十一日止年度之毛利為人民幣560.1百萬元，而截至二零一八年十二月三十一日止年度為人民幣578.7百萬元。

毛利率由截至二零一八年十二月三十一日止年度之45.4%減少至截至二零一九年十二月三十一日止年度之43.9%。毛利率減少乃由於積分返利撥備增加及提高銷售折扣。

其他收入

其他收入主要包括銀行存款的利息收入、政府補助及淨匯兑差額。其他收入由截至二零一八年十二月三十一日止年度的人民幣58.1百萬元增加至截至二零一九年十二月三十一日止年度的人民幣66.8百萬元，主要由於政府補助收入增加所致。

Selling and distribution expenses

Selling and distribution expenses consist of mainly operating cost for e-commerce sales channels, advertising and promotion, and logistics and delivery expenses. Selling and distribution expenses for the year ended 31 December 2019 amounted to RMB218.9 million, representing an increase of RMB39.5 million or 22.0%, from that of the year ended 31 December 2018. The increase of selling and distribution expenses for the year ended 31 December 2019 was attributable to more promotion expenses for online platforms and launch of new brands.

銷售及分銷開支

銷售及分銷開支主要包括電子商貿銷售渠道的經營成本、廣告及推廣以及物流及付運費用。截至二零一九年十二月三十一日止年度，銷售及分銷開支為人民幣218.9百萬元，較截至二零一八年十二月三十一日止年度增加人民幣39.5百萬元或22.0%。截至二零一九年十二月三十一日止年度，銷售及分銷開支增加乃主要由於為在線平台及推出新品牌產生更多推廣開支。

Selling and distribution expense for the year ended 31 December 2018 and 2019 mainly comprised of the following:

截至二零一八年及二零一九年十二月三十一日止年度之銷售及分銷開支主要由以下組成：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Staff costs	員工成本	**33,566**	32,501
Advertising expenses	廣告開支	**90,889**	68,968
Delivery and logistics	付運及物流	**32,662**	27,125
e-commerce platform expenses	電商平台開支	**38,006**	29,058
Others	其他	**23,792**	21,771
		218,915	179,423

Administrative and other operating expenses

Administrative and other operating expenses mainly comprise staff costs, design, research and development expenses, management consulting expenses, provision for inventories and doubtful debts, office rental, depreciation and amortization charges and other miscellaneous expenses. Administrative and other operating expenses for the year ended 31 December 2019 amounted to RMB164.5 million representing an increase of RMB18.1 million or 12.4% from the year ended 31 December 2018. The increase in administrative expenses for the year ended 31 December 2019 was mainly attributable to an increase in depreciation charges and staff costs.

行政及其他營運開支

行政及其他營運開支主要包括員工成本、設計、研發開支、管理諮詢費用、存貨及呆賬撥備、辦公室租金、折舊及攤銷費用及其他雜項開支。截至二零一九年十二月三十一日止年度，行政及其他營運開支為人民幣164.5百萬元，較截至二零一八年十二月三十一日止年度增加人民幣18.1百萬元或12.4%。截至二零一九年十二月三十一日止年度，行政開支增加乃主要由於折舊費用及員工成本增加。

Administrative and other operating expenses for the year ended 31 December 2018 and 2019 mainly comprised of the following:

截至二零一八年及二零一九年十二月三十一日止年度之行政及其他營運開支主要由以下組成：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Staff costs	員工成本	**54,999**	52,456
Research and development expenses, excludes staff costs	研發開支(員工成本除外)	**14,839**	10,893
Amortization and depreciation	攤銷及折舊	**21,828**	7,020
Auditors' remuneration	核數師酬金	**3,657**	3,443
Operating lease charges	經營租賃費用	**6,598**	9,938
Legal and professional fee	法律及專業費用	**3,771**	2,590
Impairment loss of trade and bills receivables	貿易應收款項及應收票據的減值虧損	**319**	661
Inventory write-down	存貨撇減	**37,384**	42,010
Others	其他	**21,118**	17,377
		164,513	146,388

Profit from operations

The Group recorded a profit from operations of RMB243.4 million (2018: RMB311.0 million) for the year ended 31 December 2019, representing a decrease of approximately 21.7%. Operating margin dropped from 24.4% for the year ended 31 December 2018 to 19.1% for the year ended 31 December 2019 which was a result of a decreased gross profit margin and an increase in operating expenses.

經營溢利

截至二零一九年十二月三十一日止年度，本集團錄得經營溢利人民幣243.4百萬元(二零一八年：人民幣311.0百萬元)，跌幅為約21.7%。經營利潤率由截至二零一八年十二月三十一日止年度的24.4%下降至截至二零一九年十二月三十一日止年度的19.1%，此乃由於毛利率下降及營運開支上升。

Finance costs

For the year ended 31 December 2019, the Group's finance costs amounted to RMB21.6 million (2018: RMB19.9 million) or 1.7% (2018: 1.6%) of the Group's revenue. Finance costs represent primarily interest expenses for a Hong Kong dollar bank loan of a subsidiary operated in Hong Kong. The increase in interest expenses was because of an increase in bank loan interest rate.

融資成本

截至二零一九年十二月三十一日止年度，本集團的融資成本為人民幣21.6百萬元(二零一八年：人民幣19.9百萬元)或佔本集團收益1.7%(二零一八年：1.6%)。融資成本主要為於香港經營附屬公司之以港元計值的銀行貸款的利息開支。利息開支增加乃由於銀行貸款息率上升。

Share of loss of an associate

The associated company is engaged in property development, in which the Group has 20.0% effective equity interest. The property held by this associated company is an office complex under construction in Guangzhou City, the People's Republic of China (the "**PRC**").

分佔一間聯營公司之虧損

聯營公司從事物業開發，其中本集團擁有20.0%實際股權。由此聯營公司持有的物業為一幢於中華人民共和國(「**中國**」)廣州市興建中的辦公大樓。

Income tax

For the year ended 31 December 2019, income tax expenses of the Group amounted to RMB63.6 million (2018: RMB80.7 million) and the effective tax rate was 28.7% (2018: 27.7%). The increase in effective tax rate in 2019 was attributable to an increase in non-deductible expenses.

所得稅

截至二零一九年十二月三十一日止年度，本集團的所得稅開支為人民幣63.6百萬元(二零一八年：人民幣80.7百萬元)，實際稅率為28.7%(二零一八年：27.7%)。二零一九年的實際稅率增加乃由於不能稅前抵扣的費用增加所致。

Profit for the year

Profit for the year ended 31 December 2019 decreased by 24.8% to RMB158.1 million from RMB210.2 million for the year 2018. Net profit margin for the year ended 31 December 2019 was 12.4% (2018: 16.5%). Basic and diluted earnings per share for the year ended 31 December 2019 were RMB23.58 cents (2018: RMB31.71 cents) and RMB23.58 cents (2018: RMB31.68 cents), respectively.

年內溢利

截至二零一九年十二月三十一日止年度的溢利由二零一八年的人民幣210.2百萬元減少24.8%至人民幣158.1百萬元。截至二零一九年十二月三十一日止年度的純利率為12.4%(二零一八年：16.5%)。截至二零一九年十二月三十一日止年度，每股基本及攤薄盈利分別增至人民幣23.58分(二零一八年：人民幣31.71分)及人民幣23.58分(二零一八年：人民幣31.68分)。

Other key financial ratios

Average inventory turnover days of the Group were 196 days for the year ended 31 December 2019, as compared to 189 days for the year ended 31 December 2018.

Average turnover days of trade and bills receivables increased to 123 days for the year ended 31 December 2019 as compared to 87 days for the year ended 31 December 2018, which was attributable to longer credit term granted to distributors during the year ended 31 December 2019.

Average trade and bills payable turnover days decreased from 243 days for the year ended 31 December 2018 to 231 days for the year ended 31 December 2019, which was due to change of settlement method with more trade payables were settled by bank direct fund transfer rather than 6-month bank bills.

The Group's gearing ratio was 28.7% as at 31 December 2019 (2018: 24.5%), being a ratio of sum of bank loans of RMB354.7 million (2018: RMB287.5 million) to equity. The increase in gearing ratio was mainly due to an increase in discounted commercial acceptance bills.

其他主要財務比率

截至二零一九年十二月三十一日止年度，本集團平均存貨周轉天數為196日，而截至二零一八年十二月三十一日止年度則為189日。

截至二零一九年十二月三十一日止年度，貿易應收款項及應收票據平均周轉天數增至123日，而截至二零一八年十二月三十一日止年度則為87日，此乃由於於截至二零一九年十二月三十一日止年度內向分銷商授予較長信用期。

貿易應付款項及應付票據平均周轉天數由截至二零一八年十二月三十一日止年度的243日減少至二零一九年十二月三十一日止年度的231日，原因為結算方法變更，較多貿易應付款項以銀行直接匯款方式而非以六個月銀行票據方式結清。

本集團於二零一九年十二月三十一日的資產負債比率為28.7%(二零一八年：24.5%)，即銀行貸款人民幣354.7百萬元(二零一八年：人民幣287.5百萬元)對股權的比率。資產負債比率的增加乃主要由於貼現商業承兑票據增加。

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group held cash and cash equivalents, pledged deposits, other financial assets and time deposits with initial terms of over three months totaling RMB690.1 million (31 December 2018: RMB964.9 million).

At 31 December 2019, the Group was in net debt position of RMB87.7 million (31 December 2018: RMB67.0 million). Net debt equals all borrowings net of cash and cash equivalents. The increase in net debt as of 31 December 2019 was mainly attributable to an increase in discounted commercial acceptance bills, though the effect of which was party net off by partial repayment of bank loans during the year and the transfers from time deposits with initial terms of over three months, wealth management products and pledged deposits into cash and cash equivalents.

流動資金及財務資源

於二零一九年十二月三十一日，本集團持有現金及現金等價物、已抵押存款、其他金融資產及原到期日逾三個月的定期存款合共人民幣690.1百萬元(二零一八年十二月三十一日：人民幣964.9百萬元)。

於二零一九年十二月三十一日，本集團之債務淨額狀況為人民幣87.7百萬元(二零一八年十二月三十一日：人民幣67.0百萬元)。債務淨額等於所有借款減現金及現金等價物。債務淨額於二零一九年十二月三十一日增加主要是由於貼現商業承兑票據增加，儘管其影響部分因年內已償還部分銀行貸款以及已轉撥原到期日逾三個月的定期存款、理財產品及已抵押存款至現金及現金等價物所抵銷。

The Group recorded net operating cash outflow of RMB45.7 million (2018: net operating cash inflow of RMB185.3 million) for the year ended 31 December 2019. The decrease in operating cash inflow for the year ended 31 December 2019 was mainly attributable to longer credit terms to customers and faster settlement of trade payables.

截至二零一九年十二月三十一日止年度，本集團錄得經營現金流出淨額人民幣45.7百萬元(二零一八年：經營現金流入淨額人民幣185.3百萬元)。截至二零一九年十二月三十一日止年度經營現金流入減少主要由於給予客戶較長信用期及貿易應付款項加快結清所致。

Net cash generated from investing activities for the year ended 31 December 2019 was RMB123.2 million (2018: RMB22.5 million), which represented mainly the decrease in pledged deposits and bank deposits with initial terms of over three months, net of the consideration paid for the acquisition of Shishi City Junyuan Development Company Limited (石獅市駿源發展有限公司) ("**Junyuan Development**").

截至二零一九年十二月三十一日止年度，投資活動所得現金淨額為人民幣123.2百萬元(二零一八年：人民幣22.5百萬元)，主要指減少抵押存款及原到期日逾三個月的銀行存款，扣除支付收購石獅市駿源發展有限公司(「**駿源發展**」)的代價。

Net cash used in financing activities was RMB34.0 million (2018: RMB130.3 million) for the year ended 31 December 2019. This mainly consisted of payments of dividends of RMB73.2 million, a net increase of bank loans of RMB61.1 million and payment of bank loan interests of RMB19.8 million.

截至二零一九年十二月三十一日止年度，融資活動所用現金淨額為人民幣34.0百萬元(二零一八年：人民幣130.3百萬元)，主要包括派付股息人民幣73.2百萬元、銀行貸款淨增加人民幣61.1百萬元及支付銀行貸款利息人民幣19.8百萬元。

Long term and short term bank loans as of 31 December 2018 and 31 December 2019 were at floating interest rate and were denominated in the following currencies.

截至二零一八年十二月三十一日及二零一九年十二月三十一日的長期及短期銀行貸款按浮動利率計息並按以下貨幣計值。

		At 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Short term bank loans	短期銀行貸款		
Hong Kong Dollar	港元	**240,737**	52,566
Renminbi	人民幣	**114,000**	–
		354,737	52,566
Long term bank loan	長期銀行貸款		
Hong Kong Dollar	港元	**–**	234,886

On 10 February 2017, the Group has fully drawn down a three-year term loan facility of HK$350,000,000 (equivalent to RMB303,415,000). Pursuant to the facility, the controlling shareholder shall maintain his equity interest and voting rights in the Company at a certain level, and at the same time it is subject to the fulfilment of covenants relating to certain of the Group's financial ratios. A breach of these undertakings would result in the drawn down facilities and interest becoming payable on demand. The Group regularly monitors its compliance with these covenants. During the year ended 31 December 2018 and 31 December 2019, the Group repaid a total of HK$80,000,000 according to the repayment schedule. As at 31 December 2019, none of the covenants relating to the drawn down facilities had been breached. The term loan are unsecured and carried at amortised cost of RMB240.7 million as at 31 December 2019 (2018: RMB287.5 million).

於二零一七年二月十日，本集團已悉數提取三年期貸款融資350,000,000港元(相當於人民幣303,415,000元)。根據該融資，控股股東於本公司之股權及投票權將維持在一定水平，同時其須達成有關本集團若干財務比率的契諾。倘違反該等承諾，須按要求支付已提取之融資及利息。本集團定期監控其遵守該等契諾之情況。於截至二零一八年十二月三十一日止年度及截至二零一九年十二月三十一日止年度，本集團根據償還時間表支付總值80,000,000港元。於二零一九年十二月三十一日，概無有關已提取融資之契諾遭違反。於二零一九年十二月三十一日，該定期貸款為無抵押及按攤銷成本人民幣240.7百萬元(二零一八年：人民幣287.5百萬元)列賬。

On 20 December 2019, the Group accepted bank facilities relating to a three-year term loan facilities in an aggregate amount of HK$350,000,000 offered by a licensed bank in Hong Kong. Pursuant to the facility, the controlling shareholder shall maintain his equity interest and voting rights in the Company at a certain level, and at the same time it is subject to the fulfilment of covenants relating to certain of the Group's financial ratios. A breach of these undertakings would result in the drawn down facilities and interest becoming payable on demand. As of 31 December 2019, the facilities were not utilized.

於二零一九年十二月二十日，本集團接納有關由香港一家持牌銀行授出總金額為350,000,000港元的三年期貸款融資的銀行融資。根據該融資，控股股東將按若干水平保留其於本公司的股權及投票權，同時，其須達成有關若干本集團財務比率的契諾。違反該等承諾將導致所提取融資及利息須按要求償還。於二零一九年十二月三十一日，並無動用融資。

As at 31 December 2019, the Group had unutilized banking facilities amounted to RMB471.4 million.

於二零一九年十二月三十一日，本集團未動用銀行融資人民幣471.4百萬元。

The Group adopts a set of centralized financing and treasury policies in order to ensure the Group's funds are utilized efficiently. The Group's liquidity position remains healthy and the Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements.

本集團採納一套集中式融資及庫務政策以確保有效運用本集團資金。本集團維持健全的流動資金狀況，備有充足現金及可動用銀行融資以應付其承擔及營運資金所需。

The Group's primary objectives for managing its capital are to safeguard the Group's ability to provide returns to shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder's returns that might be possible with higher level of borrowings and the advantages and security based on a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

本集團管理資本的首要目標為保障本集團透過因應風險水平為產品定價以及以合理成本取得融資，從而為股東帶來回報及為其他權益持有人帶來利益的能力。本集團積極定期審視及管理其資本架構，以期在可能須透過增加借款而爭取更高股東回報與維持穩健資本狀況帶來的好處及安全之間取得平衡，並且因應經濟情況的變化調整資本架構。

SIGNIFICANT INVESTMENTS

On 3 July 2019, a resolution was passed at the Company's adjourned extraordinary general meeting (the "**Adjourned EGM**") to approve the acquisition of the entire registered capital of Junyuan Development by the Group for a tentative consideration of RMB105.5 million (the "**Junyuan Acquisition**"), details of which were disclosed in the Company's announcement dated 17 May 2019 and circular dated 6 June 2019.

重大投資

於二零一九年七月三日，一項決議案在本公司的股東特別大會續會(「**股東特別大會續會**」)上獲通過，以批准本集團收購駿源發展的全部註冊資本，暫定代價為人民幣105.5百萬元(「**駿源收購**」)，有關詳情於本公司日期為二零一九年五月十七日的公告及日期為二零一九年六月六日的通函中披露。

The Junyuan Acquisition was completed on 10 July 2019 (the "**Junyuan Acquisition Completion Date**") after all the conditions precedent as set out in the equity transfer agreement were met. At the Junyuan Acquisition Completion Date, total assets and total liabilities of Junyuan Development was RMB175.3 million and RMB67.7 million, respectively. The final consideration was RMB107.6 million.

於股權轉讓協議所載的所有先決條件獲達成後，駿源收購已於二零一九年七月十日完成(「**駿源收購完成日期**」)。於駿源收購完成日期，駿源發展的總資產及總負債分別為人民幣175.3百萬元及人民幣67.7百萬元。最終代價為人民幣107.6百萬元。

Juanyun Development has no business operations and its assets mainly consist of the land and buildings situated in Shishi city, Fujian Province of mainland China. Total assets of Junyuan Development was approximately 7.4% of the Group's total asset value as of 31 December 2019. For the period from Junyuan Acquisition Completion Date to year end date, Junyuan Development recorded a net loss of RMB6.3 million, which represented 4.0% of the Group's net profit for the year ended 31 December 2019.

駿源發展並無經營業務，而其資產主要包括位於中國內地福建省石獅市的土地及樓宇。駿源發展的總資產為本集團截至二零一九年十二月三十一日的總資產約7.4%。由駿源收購完成日期起直至年結日止期間，駿源發展錄得虧損淨額為人民幣6.3百萬元，佔本集團截至二零一九年十二月三十一日止年度純利的4.0%。

The Group believes in an era of fast-changing customer preferences, being able to respond to shifting demand and tailor production accordingly and reduce lead time are competitive advantages. Given the obstacles in supply chain management the Group has been encountered, it considers to overcome this by developing its own production facilities. The Group has utilized part of the properties held by Junyuan Development for its own production lines. The Group will explore other options to best utilize the remaining area of the properties, including partnership with existing or other suppliers to develop enhanced production facilities. Enhancing the relevant production facilities in the properties would involve upgrades of information system and machinery, and will enable better managed manufacturing operations and allow the Group and its strategic suppliers to collect and share data about customer demands, production schedules, and inventory levels. These enhancements will enable the supply chains to respond quickly to changing market conditions and customer demands. The management of the Company is of the view that such centralized production facilities have the added benefit of being close to the Group's existing logistics center, which is located at sections of Liantang, Gushan, Dongan Villages, Hanjiang Town, Shihu Road East, Shishi City, Fujian Province, the PRC (中國福建省石獅市石湖路東側蚶江鎮蓮塘、古山、東安村段), for the development of the Group's e-commerce business and multi-brand strategy.

本集團相信，在這個客戶喜好瞬息萬變的時代，本集團須迅速回應客戶的需求，並須縮短交付時間方能在眾多競爭對手中脫穎而出。考慮到本集團所遇到的供應鏈管理之障礙，本集團考慮透過發展其自身生產設施克服有關困難。本集團已為其自有生產線動用駿源發展所持有的部分物業。本集團將發掘其他方案以最有效利用該等物業餘下的面積，包括與現有或其他供應商合作發展優化生產設施。優化相關生產設施將涉及升級資訊系統及機器，可幫助更好地管理製造運作及允許本集團及其策略供應商蒐集及分享有關客戶需求、生產計劃及存貨水平的數據。該等優化將使供應鏈對瞬息萬變的市場狀況及客戶需求作出快速反應。本公司的管理層認為，該等集中化生產設施就發展本集團的電商業務及多品牌策略而言另有臨近本集團現有物流中心(位於中國福建省石獅市石湖路東側蚶江鎮蓮塘、古山、東安村段)的優勢。

FOREIGN CURRENCY RISKS

The Group mainly operates in mainland China with most of the transactions originally denominated and settled in RMB. However, the Group pays dividends in Hong Kong dollars and majority of its bank loans are also denominated in Hong Kong dollars. Accordingly, the Group is exposed to foreign exchange risk arising from Hong dollar against RMB.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and to mitigate the impact on exchange rate fluctuations by entering into currency hedge arrangement if necessary. During the years ended 31 December 2018 and 2019, no forward foreign exchange or hedging contracts had been entered into by the Group.

外匯風險

本集團主要於中國內地營運業務，大部分交易以人民幣計值及結算。然而，本集團以港元派付股息，而其大部分銀行貸款亦以港元計值。因此，本集團面臨主要由港元兑換人民幣所產生的外匯風險。

本集團管理其外幣風險之方式為定期審視其淨外幣風險，並於有需要時訂立貨幣對沖安排，以減輕匯率波動帶來的影響。截至二零一八年及二零一九年十二月三十一日止年度，本集團概無訂立任何遠期外匯或對沖合約。

PLEDGE OF ASSETS

As at 31 December 2019, deposits with certain banks of approximately RMB119.8 million in total (2018: RMB240.5 million) and trade receivables of RMB114.0 million (2018: Nil) were pledged as securities for bank loans and bills payable facilities. The pledged bank deposits will be released upon the settlement of relevant loans and bills payable.

資產抵押

於二零一九年十二月三十一日，總額約人民幣119.8百萬元(二零一八年：人民幣240.5百萬元)的若干銀行存款及人民幣114.0百萬元(二零一八年：無)的應收賬款已抵押作為銀行貸款及應付票據融資的擔保。已抵押銀行存款將於清償相關貸款及應付票據後解除。

CAPITAL COMMITMENTS AND CONTINGENCIES

As at 31 December 2019, the Group had total capital commitments of RMB81.5 million (2018: RMB30.1 million), primarily related to ERP system upgrades, decoration cost of an office in Guangzhou City and investments in production facilities.

As at 31 December 2018 and 2019, the Group had no material contingent liabilities.

資本承擔及或然負債

於二零一九年十二月三十一日，本集團有資本承擔總額人民幣81.5百萬元(二零一八年：人民幣30.1百萬元)，主要與升級ERP系統、裝修位於廣州市的辦公室以及投資生產設施有關。

於二零一八年及二零一九年十二月三十一日，本集團並無重大或然負債。

HUMAN RESOURCES

As at 31 December 2019, the Group had 454 employees (2018: 404 employees). Total staff costs, including directors emoluments, for the period amounted to approximately RMB88.6 million (2018: RMB85.0 million). Annual increment and year-end performance bonus mechanism were incorporated in the Group's remuneration policy to retain, reward and motivate individuals for their contributions to the Group. Share options are granted to eligible employees to recognise their contribution and provide incentives to achieve better performance in coming years.

人力資源

於二零一九年十二月三十一日，本集團有454名僱員(二零一八年：404名僱員)。期內總員工成本(包括董事薪酬)約為人民幣88.6百萬元(二零一八年：人民幣85.0百萬元)。本集團薪酬政策內設有年度薪酬遞增及年終表現獎勵機制，藉此挽留人才、獎償及激勵員工對本集團所作的貢獻。購股權亦發放予合資格僱員，作為對彼等貢獻之認同，並提供獎賞以鼓勵於未來爭取更好的表現。

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 16 April 2020 to Tuesday, 21 April 2020 (both days inclusive) for the purpose of determining the shareholders who are entitled to attend and vote at the forthcoming annual general meeting of the Company (the "**2020 AGM**"). In order to qualify for attending and voting at the 2020 AGM, all transfers accompanied by the relevant share certificate must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 15 April 2020.

In addition, subject to the approval of the proposed final dividend by the shareholders at the 2020 AGM on Tuesday, 21 April 2020, the register of members will be closed on Monday, 27 April 2020 for the purpose of determining shareholders who qualify for the proposed final dividend. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 24 April 2020.

暫停股份過戶登記

本公司將於二零二零年四月十六日(星期四)至二零二零年四月二十一日(星期二)(首尾兩天包括在內)暫停辦理股份過戶登記手續，以確定符合資格出席本公司應屆股東週年大會(「**二零二零年股東週年大會**」)並於會上投票的股東的身份。為符合資格出席二零二零年股東週年大會並於會上投票，股東最遲須於二零二零年四月十五日(星期三)下午四時三十分前，將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

此外，倘股東於二零二零年四月二十一日(星期二)舉行的二零二零年股東週年大會批准擬派末期股息，本公司將於二零二零年四月二十七日(星期一)暫停辦理股份過戶登記手續，以確定符合資格收取擬派末期股息的股東。為符合資格收取擬派末期股息，股東最遲須於二零二零年四月二十四日(星期五)下午四時三十分前，將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK3.0 cents (2018: HK4.8 cents) per ordinary share for the financial year. Including the interim dividend paid for the year ended 31 December 2019, total dividend payout for the year is approximately HK$70.2 million (equivalent to approximately RMB63.2 million) (2018: HK$120.3 million, equivalent to approximately RMB104.2 million) or a dividend payout ratio of 40% (2018: 50%). Subject to shareholders' approval at the forthcoming annual general meeting of the Company, the final dividend will be paid in cash on or around 8 May 2020 to shareholders whose names appear on the register of members of the Company on Monday, 27 April.

末期股息

董事會建議就本財政年度派付末期股息每股普通股3.0港仙(二零一八年：4.8港仙)。計及截至二零一九年十二月三十一日止年度派付的中期股息，全年共派息約70.2百萬港元(相當於約人民幣63.2百萬元)(二零一八年：120.3百萬港元，相當於約人民幣104.2百萬元)或派息率40%(二零一八年：50%)。本公司將於二零二零年五月八日或前後以現金向於二零二零年四月二十七日(星期一)名列本公司股東名冊的股東派付末期股息，惟須待股東於本公司即將舉行的股東週年大會批准。

DIVIDEND POLICY

The declaration, payment and amount of dividends will be subject to the Company's discretion. Dividends may be paid only out of its distributable reserves as permitted under the relevant laws. Holders of the shares will be entitled to receive such dividends pro rata according to the amounts paid up or credited as paid up on the shares. Subject to the factors described above, the Company has adopted a general dividend policy since the financial year ended 31 December 2018 of declaring and paying dividends on semi-annual basis of not more than 50% of its total net profit attributable to equity holders of the Company. The Board would review the Company's dividend policy from time to time considering factors including but not limited to debt covenants, capital investment and business plan and macroeconomic and social environment.

股息政策

股息之宣派、派付及款額將由本公司酌情決定。股息僅可自有關法例許可下，其可供分派儲備派付。股份持有人將有權按股份之繳足或入賬列作繳足股款為比例收取有關股息。於上訴因素規限下，本公司自截至二零一八年十二月三十一日止財政年度已採納一般股息政策，以半年基準宣派及派付不超過本公司股權持有人應佔純利總額50%之股息。董事會將不時審閱本公司的股息政策，當中考慮的因素包括但不限於債務契諾、資本投資及業務計劃及宏觀經濟和社會環境。

The Board is committed to upholding a high standard of corporate governance and business ethics in the firm belief that they are essential for enhancing investors' confidence and maximizing shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of stakeholders, and to comply with increasingly stringent regulatory requirements as well as fulfill its commitment to excellence in corporate governance.

董事會致力秉持高水平的企業管治及商業道德標準，堅信此乃提升投資者信心及增加股東回報的必然舉措。董事會不時檢討其企業管治慣例以符合權益持有人日益提高的期望、遵守愈發嚴格的監管規定並履行其對卓越企業管治的承擔。

After reviewing the Company's corporate governance practices and the relevant regulations of the Corporate Governance Code and Corporate Governance Report (the "**CG Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Board is satisfied that the Company complied with the CG Code provisions for the entire year ended 31 December 2019.

經審閱本公司的企業管治慣例以及香港聯合交易所有限公司證券上市規則(「**上市規則**」)附錄十四所載企業管治守則及企業管治報告(「**企業管治守則**」)的相關規例，董事會信納本公司於截至二零一九年十二月三十一日止整個年度已遵守企業管治守則之守則條文。

BOARD OF DIRECTORS

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

董事會

董事會承諾為本公司提供有效及負責任的領導。董事須個別及共同地為本公司及其股東最佳利益真誠行事。董事會已成立四個董事會委員會，即審核委員會、薪酬委員會、提名委員會及企業管治委員會(各自稱為「**董事會委員會**」及統稱為「**該等董事會委員會**」)，以監察本公司事務的不同範疇。

The Board currently comprises three executive Directors, namely Mr. Ziming Yang, Mr. Siu Keung Ng and Mr. Rongqin Ke and three independent non-executive Directors, namely, Mr. Yung Kwok Tsui, Mr. Honghui Chen and Mr. Ming Shu Leung.

董事會現時包括三名執行董事楊紫明先生、吳少強先生及柯榕欽先生，以及三名獨立非執行董事徐容國先生、陳宏輝先生及梁銘樞先生。

Their biographical details and (where applicable) their family relationships are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 54 to 60 in this annual report. A list of the Directors identifying their roles and functions are available on the websites of the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

彼等的履歷詳情及(如適用)彼等的親屬關係載於本年報第54至60頁「董事及高級管理層履歷詳情」一節。列明董事角色及職能的董事名單可於本公司及香港聯合交易所有限公司(「**聯交所**」)網站查閱。

Mr. Ziming Yang, the chairman of the Board (the "**Chairman**") and an executive Director of the Company, is the brother-in-law of Mr. Rongqin Ke, who is an executive Director of the Company. Save as disclosed herein, there are no other financial, business, family or other material/relevant relationships among members of the Board.

本公司董事會主席(「**主席**」)兼執行董事楊紫明先生為本公司執行董事柯榕欽先生的姻兄。除本年報所披露者外，董事會成員之間概無其他財務、業務、親屬或其他重大／相關關係。

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

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

The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of directors and senior management. The Board also reviews the disclosures in the Corporate Governance Report to ensure compliance.

董事會亦負責制定、檢討及監察本集團的企業管治政策及慣例與遵守法律及法規情況，以及董事及高級管理層的培訓及持續專業發展。董事會亦審閱企業管治報告內的披露資料以確保符合要求。

All Board members have separate and independent access to the Group's senior management to fulfill their duties. Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request.

各董事會成員可分別獨立接觸本集團的高級管理層，以履行彼等的職責。相關董事亦可要求徵詢獨立專業意見，協助彼等履行職責，費用由本集團承擔。

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

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

BOARD COMMITTEES

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

董事會委員會

董事會獲得多個委員會包括審核委員會、提名委員會、薪酬委員會及企業管治委員會支援。各董事會委員會均設經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於本公司及聯交所網站可供查閱。

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

所有該等董事會委員會均獲提供足夠資源以履行其職務，包括於需要時取得管理層或專業意見。

(i) Audit Committee

The Audit Committee was established on 8 October 2013. The Audit Committee comprises three Independent non-executive Directors, namely Mr. Yung Kwok Tsui, Mr. Honghui Chen, and Mr. Ming Shu Leung. Mr. Yung Kwok Tsui, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

The principal responsibilities 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 systems, and relationship with external auditors of the Group, overseeing the audit process and performing other duties and such responsibilities as assigned by the Board. The Audit Committee meets with the Company's external and internal auditors, and reviews their audit plans, the internal audit programs, the results of their examinations as well as their evaluations of the system of risk management and internal control.

(i) 審核委員會

審核委員會於二零一三年十月八日成立。審核委員會包括三名獨立非執行董事徐容國先生、陳宏輝先生及梁銘樞先生。徐容國先生擁有合適專業資格且具備會計事務經驗，獲委任為審核委員會主席。

審核委員會的主要職責為協助董事會，就財務申報過程、內部監控及風險管理系統是否有效及維持與本集團外聘核數師關係提供獨立意見、監督審核過程及履行董事會委派的其他職責及有關責任。審核委員會與本公司之外聘核數師及內部核數師會晤，並審閱其審核計劃、內部審核程序、其審查及評估風險管理及內部監控系統之結果。

The Audit Committee held 2 meetings during the year ended 31 December 2019. Major work completed by the Audit Committee during the year includes:

- reviewed the Group's annual report, interim financial information and annual financial statements;
- reviewed significant accounting and audit issues;
- reviewed the external auditor's qualifications, independence and performance;
- reviewed the external auditor's management letter and the management's response;
- reviewed annual internal audit plans;
- assisted the Board to evaluate on the effectiveness of financial reporting procedures and internal control system;
- advised on material event or drawing the attention of the management on related risks;
- reviewed the adequacy and effectiveness of the Group's systems of internal control and risk management; and
- reviewed connected transactions entered into by the Group or subsisting during the year

審核委員會於截至二零一九年十二月三十一日止年度舉行兩次會議。審核委員會於年內完成的重要工作包括：

- 審閱本集團的年報、中期財務資料及年度財務報表；
- 審閱主要會計及核數事宜；
- 審閱外聘核數師的資格、獨立身份及表現；
- 審閱外聘核數師的管理層函件及管理層的回應；
- 審閱年度內部審核計劃；
- 協助董事會評估財務申報流程及內部監控系統的有效性；
- 就重大事件提供意見或敦請管理層垂注有關風險；
- 審閱本集團內部監控及風險管理系統的合適性及有效性；及
- 審閱於本年度由本集團訂立或存續之關連交易。

(ii) Remuneration Committee

The Remuneration Committee was established on 8 October 2013. The Remuneration Committee comprises two independent non-executive Directors and one Executive Director, namely Mr. Yung Kwok Tsui, Mr. Ming Shu Leung and Mr. Siu Keung Ng. Mr. Yung Kwok Tsui is the chairman of the Remuneration Committee. The principal responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the overall remuneration structure and policy for all Directors and senior management as well as the specific remuneration packages for the executive Directors and senior management and on the establishment of a formal and transparent process for developing such remuneration policy. No Director takes part in any discussion on his own remuneration. The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each director's workload, performance, responsibility, job complexity and the Group's performance are taken into account.

The Remuneration Committee held one meeting during the year ended 31 December 2019 and has reviewed the remuneration policy and structure relating to the Directors and senior management of the Company and the Company's share option scheme.

(ii) 薪酬委員會

薪酬委員會於二零一三年十月八日成立。薪酬委員會包括兩名獨立非執行董事徐容國先生及梁銘樞先生以及一名執行董事吳少強先生。徐容國先生為薪酬委員會主席。薪酬委員會的主要職責為檢討全體董事及高級管理層的整體薪酬架構及政策以及執行董事及高級管理層的個別薪酬組合，及就制定此等薪酬政策設立正規而具透明度的程序，並就以上事項向董事會提供建議。概無董事參與有關其本身薪酬的任何討論。本公司對薪酬政策的目標是根據業務所需及行業慣例，確保薪酬待遇公平及具競爭力。本公司因應市場水準、各董事的工作量、表現、職責、工作難度及本集團表現等因素，釐定向董事會成員支付的薪酬及袍金水平。

薪酬委員會於截至二零一九年十二月三十一日止年度內舉行一次會議，檢討有關董事及本公司高級管理層的薪酬政策及架構以及本公司之購股權計劃。

The remuneration of the members of the senior management of the Group by band for the year ended 31 December 2019 is set out below:

截至二零一九年十二月三十一日止年度按範圍劃分本集團高級管理層成員的酬金載列如下：

Remuneration bands 酬金範圍		Number of persons 人數
Nil to HK$1,000,000	零至1,000,000港元	7
HK$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	2
HK$1,500,001 to HK$2,000,000	1,500,001港元至2,000,000港元	1

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 6 and 7 to the financial statements.

根據上市規則附錄十六須予披露的有關董事酬金及五名最高薪酬僱員的進一步詳情載於財務報表附註6及7。

(iii) Nomination Committee

The Nomination Committee was established on 8 October 2013. It comprises one executive Director and two independent non-executive Directors, namely Mr. Ziming Yang, Mr. Honghui Chen and Mr. Ming Shu Leung. Mr. Ziming Yang is the chairman of the Nomination Committee. The principal responsibilities of the Nomination Committee are to review the composition of the Board, including its structure, size and diversity at least annually to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group. It is also responsible for considering and recommending to the Board suitably qualified persons to become a member of the Board, monitor the succession planning of Directors and assess the independence of independent non-executive Directors. The Nomination Committee will also give consideration to the Board Diversity Policy (as defined below) when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy (as defined below), so as to develop and review measurable objectives for the implementing the Board Diversity Policy (as defined below) and to monitor the progress on achieving these objectives.

The Nomination Committee held one meeting during the year ended 31 December 2019 and reviewed the size, diversity and composition of the Board.

(iii) 提名委員會

提名委員會於二零一三年十月八日成立。委員會包括一名執行董事楊紫明先生以及兩名獨立非執行董事陳宏輝先生及梁銘樞先生。楊紫明先生為提名委員會主席。提名委員會的主要職責為最少每年檢討董事會的組成一次，內容包括其架構、規模及多元化，以確保董事會在切合本集團業務所需的專業知識、技能及經驗方面取得平衡。提名委員會亦負責考慮及向董事會推薦適當合資格人士加入董事會、監察董事繼任安排以及評估獨立非執行董事的獨立身份。提名委員會於物色適當合資格人選成為董事會成員時，亦考慮董事會多元化政策(定義見下文)，而董事會將檢討董事會多元化政策(定義見下文)以為執行董事會多元化政策(定義見下文)訂立及檢討可計量目標，並監察達成該等目標的進度。

提名委員會於截至二零一九年十二月三十一日止年度內舉行一次會議，檢討董事會的規模、多元化及組成。

(iv) Corporate Governance Committee

The Corporate Governance Committee was established on 8 October 2013. It comprises one executive Director and two independent non-executive Directors, namely Mr. Siu Keung Ng, Mr. Yung Kwok Tsui and Mr. Ming Shu Leung. Mr. Siu Keung Ng is the chairman of the Corporate Governance Committee. The principal responsibilities of the Corporate Governance Committee are to review and monitor the Company's policies and practices on corporate governance, the training and continuous professional development of the Company's Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and to review the Company's compliance with the CG Code set out in Appendix 14 to the Listing Rules.

The Corporate Governance Committee held one meeting during the year ended 31 December 2019 and has reviewed the Group's corporate governance policies and practices and sufficiency of training to the Company's Directors and senior management.

(iv) 企業管治委員會

企業管治委員會於二零一三年十月八日成立。委員會包括一名執行董事吳少強先生以及兩名獨立非執行董事徐容國先生及梁銘樞先生。吳少強先生為企業管治委員會主席。企業管治委員會的主要職責為檢討及監察本公司的企業管治政策及慣例、本公司董事及高級管理層的培訓及持續專業發展、本公司的政策及慣例是否遵守法律及監管規定，並檢討本公司遵守上市規則附錄十四所載企業管治守則的合規情況。

企業管治委員會於截至二零一九年十二月三十一日止年度內舉行一次會議，檢討本集團的企業管治政策及慣例以及向本公司董事及高級管理層提供的培訓是否充足。

(v) Independent Board Committee

An independent committee of the Board, comprising all of the independent non-executive Directors, was formed for the purpose of advising the independent shareholders in respect of an acquisition of entire equity interest in Junyuan Development (i.e. the "Junyuan Acquisition"). Junyuan Development is a company established under the laws of the People of China and was wholly owned by Mr. Ziming Yang, the Chairman, an executive Director and a controlling shareholder of the Company.

The Independent Board Committee held two meetings during the year ended 31 December 2019 to review as to whether the terms of the Junyuan Acquisition were fair and reasonable, on normal commercial terms or better and were in the interests of the Group and its shareholders as a whole.

(v) 獨立董事委員會

本公司已成立由全體獨立非執行董事組成的獨立董事委員會，以就收購駿源發展全部股權(即「駿源收購」)向獨立股東提供意見。駿源發展為一間根據中國人民法律成立的公司，由本公司主席、執行董事兼控股股東楊紫明先生全資擁有。

獨立董事委員會於截至二零一九年十二月三十一日止年度舉行兩次會議，以審議駿源收購的條款是否屬公平合理、按一般商業條款或更佳條款訂立並符合本集團及其股東的整體利益。

BOARD MEETINGS

Board meetings are held regularly and at least four times a year at approximately quarterly intervals. For regular Board meetings, notices of at least 14 days are given to facilitate maximum attendance of the Directors and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the Chairman or the Company Secretary to include matters in the agenda for regular board meetings. At the meeting, the Directors are provided with the relevant documents to be considered and approved. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the board meeting is held. Minutes of Board meetings are taken by the Company Secretary or a duly appointed secretary of the Board meeting and are open for inspection by any Director.

董事會會議

董事會會議定期舉行，每年至少四次，約每季度舉行一次。就定期董事會會議而言，董事於舉行相關會議前最少14天接獲通知，以便更多董事出席會議，而議程(連同開會文件)於相關會議舉行前最少3天送呈各董事。董事可向主席或公司秘書建議於定期董事會會議議程內增加事項。於會議上，董事獲提供相關文件以供考慮及批准。於董事會會議召開後合理時間內，全體董事均獲發會議記錄的初稿及定稿，以供彼等提供意見和記錄存檔。董事會會議記錄由公司秘書或正式委任的董事會會議秘書負責保存，可公開由任何董事查閱。

The table below sets out the attendance of each Director at the annual general meeting (the "**AGM**"), Adjourned EGM, the meetings of the Board and other Board committees held during the year:

下表載列各董事出席年內舉行的股東週年大會(「**股東週年大會**」)、股東特別大會續會、董事會會議及其他董事會委員會會議的情況：

		Meetings attended/held 出席／舉行會議							
		AGM 股東週年大會	Adjourned EGM 股東特別大會續會	Board 董事會	Audit Committee 審核委員會	Remuneration committee 薪酬委員會	Nomination committee 提名委員會	Corporate governance committee 企業管治委員會	Independent board committee 獨立董事委員會
Executive Directors	**執行董事**								
Mr. Ziming Yang	楊紫明先生	1/1	0/1	5/6	N/A 不適用	N/A 不適用	1/1	N/A 不適用	N/A 不適用
Mr. Siu Keung Ng	吳少強先生	1/1	1/1	6/6	N/A 不適用	1/1	N/A 不適用	1/1	N/A 不適用
Mr. Rongqin Ke	柯榕欽先生	0/1	0/1	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors	**獨立非執行董事**								
Mr. Yung Kwok Tsui	徐容國先生	1/1	1/1	6/6	2/2	1/1	N/A 不適用	1/1	2/2
Mr. Honghui Chen	陳宏輝先生	0/1	1/1	6/6	2/2	N/A 不適用	1/1	N/A 不適用	2/2
Mr. Ming Shu Leung	梁銘樞先生	0/1	1/1	6/6	2/2	1/1	1/1	1/1	2/2

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors and independent non-executive Directors of the Company has entered into a service contract with the Company for a term of three years commencing from 28 October 2019, subject to his retirement and re-election at annual general meeting in accordance with the Company's articles of association.

In accordance with the Company's articles of association, a person may be appointed as a Director either by the shareholders in general meeting or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the shareholders. In addition, all Directors are required to retire by rotation at least once every three years at the annual general meeting, and are eligible for re-election by the shareholders.

委任及重選董事

本公司各執行董事及獨立非執行董事均與本公司訂有服務合約，任期為自二零一九年十月二十八日起計三年，惟須根據本公司的組織章程細則於股東週年大會退任及重選。

根據本公司的組織章程細則，任何人士均可由股東於股東大會上或由董事會委任為董事。任何獲董事會委任為新增董事或委任以填補臨時空缺的董事的任期僅直至下屆股東大會為止，惟彼等符合資格由股東重選。此外，全體董事均須最少每隔三年於股東週年大會上輪值告退，並符合資格由股東重選。

BOARD NOMINATION POLICY

The Nomination Committee shall endeavor to find individuals of high integrity who have a solid record of accomplishment in their chosen fields and who possess the qualifications, qualities and skills to effectively represent the best interests of the Group and its shareholders. Candidates will be selected for their ability to exercise good judgment, and to provide practical insights and diverse perspectives. Candidates also will be assessed in the context of the then-current composition of the Board, the operating requirements of the Group. In conducting this assessment, the Nomination Committee will, in connection with its assessment and recommendation of candidates for director, consider diversity (including, but not limited to, gender, race, ethnicity, age, experience and skills) and such other factors as it deems appropriate given the then current and anticipated future needs of the Board and the Company, and to maintain a balance of perspectives, qualifications, qualities and skills on the Board.

董事會提名政策

提名委員會致力於物色誠實守信並在彼等從事之領域擁有紮實成就及相關資格、資質及技能的人士加入本公司的董事會，以有效代表本集團及其股東的最佳權益。提名委員會甄選候選人時，將考慮及評估候選人的判斷力、提供實際及多元角度意見的能力、當時的董事會成員的架構和本集團的業務需求。於進行有關評估時，提名委員會不僅考慮有關董事候選人的評估及推薦建議，亦考慮董事會成員的多樣性(包括但不限於性別、人種、民族、年齡、經驗及技能)及其認為符合董事會及本公司當時及預期未來需求的有關其他因素，以保持董事會觀點、資格、資質及技能的平衡。

The Nomination Committee considers the following qualifications at a minimum to be required of any Board members in recommending to the Board potential new board members, or the continued service of existing members:

- the highest professional and personal ethics;
- broad experience in business;
- ability to provide insights and practical wisdom based on their experience and expertise;
- commitment to enhancing shareholder value;
- sufficient time to effectively carry out their duties; their service on other boards of public companies should be limited to a reasonable number;
- compliance with legal and regulatory requirements; and
- ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with senior management of the Group.

在向董事會建議潛在新董事會成員或留任現有成員時，提名委員會認為董事成員至少須滿足以下資格：

- 最高的職業及個人道德；
- 豐富的從業經驗；
- 能夠根據彼等之經驗及專業知識提供意見及實踐智慧；
- 致力於提升股東價值；
- 有效履行職責的充足時間；彼等對其他公眾公司董事會的服務應限制在合理數目內；
- 遵守法律及法規的規定；及
- 能夠與其他董事會成員建立良好工作關係並促進董事會與本集團高級管理層的工作關係。

BOARD DIVERSITY POLICY

Pursuant to the CG Code, the Board adopted a board diversity policy (the "**Board Diversity Policy**") on 8 October 2013. The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on the Company's Board Nomination Policy and a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's core markets and distribution channels.

The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

董事會多元化政策

根據企業管治守則，董事會於二零一三年十月八日採納董事會多元化政策(「**董事會多元化政策**」)。本公司明白並深信董事會成員多元化所帶來的裨益。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗、不同觀點方面取得平衡。挑選候選人時會基於本公司的董事會提名政策及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、專業或其他經驗、技術及知識。董事會亦有意維持適當比例的具有本集團的核心市場及分銷渠道經驗的董事。

最終決定乃基於選定候選人的能力及將會董事會帶來的貢獻作出，其中充分考慮董事會多元化的裨益及董事會的需要，而非專注於單一層面。

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

董事及行政人員的保險

本公司已就其董事及行政人員可能會面對的法律訴訟作出適當的投保安排。

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

All Directors are aware of their responsibilities to the shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties. In addition, briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to the Board during Board meetings to ensure compliance and enhance their awareness of good corporate governance practices. In November 2019, the Company, together with its legal adviser, organized a training session to provide the Directors with an update on the Listing Rules.

董事持續培訓及專業發展

全體董事均知悉彼等對股東的責任，履行彼等的職責時以應有的謹慎、技能和勤勉行事，致力推動本集團的發展。全體董事每月均獲提供有關本公司表現及財務狀況的最新資料，以便董事會整體及各董事履行職務。此外，於董事會會議期間，各董事獲提供有關上市規則及其他適用監管規定的最新發展簡介及最新資料，確保有關規定獲得遵守及加強董事對良好企業管治常規的意識。於二零一九年十一月，本公司連同其法律顧問舉辦了一次培訓，向各董事提供上市規則的最新資料。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the year ended 31 December 2019 and up to the date of this announcement, the roles of the Chairman and chief executive officer are separate and are not performed by the same individual as this ensures better checks and balances and hence better corporate governance. Mr. Ziming Yang holds the position of the Chairman, who is primarily responsible for strategic positioning. Mr. Siu Keung Ng serves as the chief executive officer, who is primarily responsible for the operations and business development of the Group.

主席及行政總裁

於截至二零一九年十二月三十一日止年度及截至本公告日期，主席及行政總裁的角色已有區分，且並非由同一人士兼任，此可確保較好的制衡作用，從而達至更佳的企業管治。楊紫明先生擔任主席，主要負責制定策略。吳少強先生擔任行政總裁，主要負責本集團營運及業務發展。

Mr. Siu Keung Ng will step down as chief executive officer of the Group and Mr. Ziming Yang will hold the positions of Chairman and chief executive officer with effect from 12 March 2020. Mr. Ng will continue to be an executive Director of the Company. Such practice deviates from Code Provision A.2.1 which stipulates that the roles of Chairman and chief executive officer should be separate and should not be performed by the same individual.

吳少強先生將辭任本集團行政總裁，而楊紫明先生將擔任主席及行政總裁的職位，於二零二零年三月十二日起生效。吳先生將繼續擔任本公司的執行董事。此做法偏離守則條文第A.2.1條，該條文列明主席與行政總裁的角色應分開，不應由同一人擔任。

In view of Mr. Yang's extensive experience in the industry and deep understanding of the Group's businesses, the Board believes that vesting the roles of both Chairman and chief executive officer in Mr. Yang provides the Group with strong and consistent leadership, allows for more effective planning and execution of long-term business strategies and enhances efficiency in decision-making.

鑑於楊先生在行業中擁有豐富經驗，並對本集團業務具有深厚知識，董事會相信由楊先生兼任主席及行政總裁的職位可為本集團提供強而有力且貫徹一致的領導，並可更有效規劃及執行長期業務策略並提升作出決策的效率。

As all major decisions are made in consultation with members of the Board and relevant Board committees, and there are independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

由於所有主要決策均經諮詢董事會成員及相關董事委員會後作出，且董事會的獨立非執行董事會提出獨立見解，故董事會認為已有足夠保障措施確保董事會權力足夠平衡。董事會將持續檢討及監督本公司的常規，以遵守企業管治守則並維持本公司高水平的企業管治常規。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

獨立非執行董事的獨立身份

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

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. One of the independent non-executive Directors has the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

為遵守上市規則第3.10(1)條及3.10A條，本公司已委任三名獨立非執行董事，超過董事會人數三分之一。按上市規則第3.10(2)條的規定，其中一名獨立非執行董事具備合適會計專業資格或相關財務管理專業知識。

Each independent non-executive Director has submitted annual confirmation of his independence to the Company pursuant to rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all of the independent non-executive Directors are independent.

各獨立非執行董事已按上市規則第3.13條規定，向本公司提交其年度獨立身份確認書。根據該等確認書的內容，本公司認為全體獨立非執行董事均屬獨立。

SECURITIES TRANSACTIONS BY DIRECTORS

董事進行證券交易

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding Directors' securities transactions (the "**Securities Dealing Code**"). Upon specific enquiries, all Directors confirmed that they have complied with the relevant provisions of the Securities Dealing Code throughout the year ended 31 December 2019.

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則作為本公司有關董事進行證券交易的行為守則(「**證券交易守則**」)。經作出特定查詢後，全體董事均已確認彼等於截至二零一九年十二月三十一日止整個年度一直遵守證券交易守則的相關條文。

Senior management who, because of their office in the Company, are likely to be in possession of inside information, have also been requested to comply with the provisions of the Securities Dealing Code when dealing in the Company's shares.

因受聘於本公司而可能獲得內幕消息的高級管理層，於買賣本公司股份時亦須遵守證券交易守則的條文。

COMPANY SECRETARY

公司秘書

Ms. Lai Wah Wong, the Company Secretary of the Company, is a full-time employee of the Group and has day-to-day knowledge of the Company's affairs. She also serves as the secretary of the Audit Committee, the Nomination Committee, the Remuneration Committee, the Corporate Governance Committee and other board committees as organised by the Board from time to time. Ms. Wong is responsible for advising the Board through the Chairman and/or the chief executive officer on governance matters.

本公司公司秘書黃麗華女士為本集團全職僱員，熟悉本公司的日常事務。其亦擔任審核委員會、提名委員會、薪酬委員會、企業管治委員會及董事會不時組織的其他董事委員會的秘書。黃女士負責就管治事宜透過主席及／或行政總裁向董事會提供意見。

During the financial year, the Company Secretary complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of the Company Secretary is set out in the section headed "Biographical Details of Directors and Senior Management" on pages 54 to 60 in the annual report.

於財政年度內，公司秘書已遵守上市規則第3.29條下相關專業培訓規定。公司秘書的履歷詳情載於本年報第54至60頁「董事及高級管理層履歷詳情」一節。

RISK MANAGEMENT AND INTERNAL CONTROL

風險管理及內部監控

The Board recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control system. The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage operational risks. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions. The controls built into the risk management system are intended to manage, not eliminate, significant risks in the Group's business environment.

董事會確認其確保本公司維持健全有效風險管理及內部監控系統的責任。本集團的內部監控系統乃為確保資產不會被不當挪用及未經授權處理以及管理經營風險而設計。本集團的內部監控檢討涵蓋主要財務、營運及合規監控以及風險管理職能。風險管理系統中設立的監控乃為管理而非消除本集團業務環境的重大風險。

The Group's risk management framework includes the following elements:

本集團的風險管理框架包括以下部分：

- identify significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business;
- develop necessary measures to manage those risks;
- monitor and review the effectiveness of such measures.

- 識別本集團業務環境的重大風險及評估該等風險對本集團業務的影響；
- 制定必要措施以管理該等風險；
- 監察及檢討有關措施的有效性。

The implementation of risk management framework of the Group was assisted by the Group's internal audit department so that the Group could ensure new and emerging risks relevant to the Group's operation are promptly identified by management, assess the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the action plans. These are on-going processes and our Audit Committee reviews periodically the Group's risk management systems.

本集團內部審計部門協助執行本集團風險管理框架，因此本集團能確保與本集團營運有關的新出現風險可由管理層立即識別，評估執行計劃的充分性以管理該等風險以及監控及評估執行計劃的有效性。上述均為持續程序且審核委員會定期檢討本集團風險管理系統。

Audit committee reported to the Board the implementation of the Group's risk management and internal control policy which, among other things, included the determination of risk factors, evaluation of risk level the Group could take and effectiveness of risk management measures. Based on the reports from the Group's internal control department and the Audit Committee, the Board considers the Group's risk management and internal control system is adequate and effective and the Group has complied with the provisions on risk management and internal controls as set out in the CG Code.

審核委員會向董事會呈報本集團的風險管理及內部監控政策的執行情況，其中包括釐定風險因素、評估本集團能承受的風險級別及風險管理措施的有效性。根據本集團內部監控部門及審核委員會報告，董事會認為，本集團的風險管理及內部監控系統屬適當及有效且本集團已遵守企業管治守則所載之風險管理及內部監控條文。

DIRECTORS' RESPONSIBILITY IN PREPARING FINANCIAL STATEMENTS

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

董事負責編製財務報表

董事會明白本身有責任根據國際會計準則理事會頒佈的國際財務報告準則及公司條例編製本公司賬目，真實公平反映本集團於本年度的事務狀況、業績及現金流量。本公司已根據審慎及合理的判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉任何可能影響本公司業務或致令本公司持續經營能力成疑的事件或狀況的重大不確定因素。

EXTERNAL AUDITOR

KPMG has been appointed as the external auditor of the Company. The Audit Committee has been notified of the nature and the service charges of non-audit services performed by KPMG and considered that such services have no adverse effect on the independence of the external auditor.

外聘核數師

畢馬威會計師事務所已獲委任為本公司的外聘核數師。審核委員會已獲知會畢馬威會計師事務所提供非核數服務的性質及服務收費，認為有關服務對外聘核數師的獨立身份並無不利影響。

During the year, the fees payable to KPMG or its affiliated firms comprise service charges for the following:

於本年度，應付畢馬威會計師事務所或其聯屬公司的費用包括下列項目的服務費：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Statutory audit	法定審核	**2,200**	2,200
Review of interim results	審閱中期業績	**800**	800
Internal control review	內部監控審閱	**200**	200
Other non-audit services	其他非審計服務	**–**	117

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year under review.

於回顧年度，董事會與審核委員會就挑選及委任外聘核數師並無任何意見分歧。

NON-COMPETE UNDERTAKING BY CONTROLLING SHAREHOLDERS

Mr. Ziming Yang, Acute Result Holdings Limited ("**Acute Result**"), Ascend Fame Limited ("**Ascend Fame**"), Prime Ascend Limited ("**Prime Ascend**") are the controlling shareholders (within the meaning of the Listing Rules) of the Company (the "**Controlling Shareholders**"). Each of the Controlling Shareholders has confirmed to the Company that none of them is engaged in, or interested in any business (other than the Group) which directly or indirectly competes or may compete with the business of the Group. To protect the Group from any potential competition, the Controlling Shareholders have given an irrevocable non-compete undertaking in the Group's favour on 8 October 2013 (the "**Deed of Non-competition**").

控股股東作出的不競爭承諾

楊紫明先生、銳成控股有限公司(「**銳成**」)、昇譽有限公司(「**昇譽**」)及元陞有限公司(「**元陞**」)為本公司控股股東(「**控股股東**」，具上市規則涵義)。各控股股東已向本公司確認，彼等概無從事任何與本集團業務直接或間接構成或可能構成競爭的業務(本集團業務除外)，亦無於該等業務中擁有權益。為保障本集團免於面對任何潛在競爭，控股股東已於二零一三年十月八日向本集團作出不可撤回不競爭承諾(「**不競爭契據**」)。

In order to properly manage any potential or actual conflict of interests between the Group and the Controlling Shareholders in relation to the compliance and enforcement of the non-compete undertaking, the Company has adopted the following corporate governance measures:

為妥善管理本集團與控股股東之間有關遵守及執行不競爭承諾的任何潛在或實際利益衝突，本公司已採納以下企業管治措施：

(a) the independent non-executive Directors will review, on an annual basis, the compliance with the undertaking given by the Controlling Shareholders under the Deed of Non-competition;

(a) 獨立非執行董事將每年檢討控股股東遵守不競爭契據項下承諾的情況；

(b) the Controlling Shareholders undertake to provide all information requested by the Company which is necessary for the annual review by the independent non-executive Directors and the enforcement of the Deed of Non-competition;

(b) 控股股東承諾提供本公司所要求就獨立非執行董事進行年度檢討及不競爭契據執行情況所必要的一切資料；

(c) the Company will disclose decisions on matters reviewed by the independent non-executive Directors relating to compliance and enforcement of the non-compete undertaking of the Controlling Shareholders under the Deed of Non-competition in the annual reports of the Company; and

(c) 本公司將透過本公司年報披露獨立非執行董事有關檢討控股股東遵守及執行不競爭契據項下不競爭承諾事宜的任何決定；及

(d) the Controlling Shareholders will make an annual declaration on compliance with their undertaking under the Deed of Non-competition in the annual report of the Company.

(d) 控股股東將每年於本公司年報內就遵守彼等於不競爭契據項下承諾作出聲明。

The Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between the Controlling Shareholders and their respective associates and the Group and to protect the interests of the shareholders, in particular, the minority shareholders.

董事認為，上述企業管治措施足以管理控股股東及彼等各自的聯繫人與本集團之間任何潛在利益衝突，以及保障股東(尤其是少數股東)的利益。

Each of the Controlling Shareholders has confirmed to the Company that he/it has complied with the Deed of Non-competition. The independent non-executive Directors of the Company have reviewed the status of compliance and enforcement of the Deed of Non-competition and confirmed that all the undertakings thereunder have been complied with.

各控股股東已向本公司確認，其已遵守不競爭契據。本公司獨立非執行董事已檢討不競爭契據的遵守及執行情況，並確認契據項下一切承諾已獲遵守。

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHTS

The Company aims to, via its corporate governance structure, enable all its shareholders an equal opportunity to exercise their rights in an informed manner and allow all shareholders to engage actively with the Company. Under the Company's articles of association, the shareholder communication policy and other relevant internal procedures of the Company, the shareholders of the Company enjoy, among others, the following rights:

(i) Participation at general meetings

The general meetings of the Company provide an opportunity for direct communication between the Board and the shareholders. The Company encourages the participation of the shareholders through annual general meetings and other general meetings where the shareholders meet and exchange views with the Board, and to exercise their right to vote at meetings. The Company shall arrange notices of meetings and circulars containing details on proposed resolutions to be sent to the shareholders no less than 20 business days before the meeting. At general meetings, separate resolutions are proposed on each substantial issue, including the election of individual Directors.

(ii) Enquiries and proposals to the Board

The Company encourages shareholders to attend shareholders' meetings and make proposals by either directly raising questions on both operational and governance matters to the Board and Board Committees at the general meetings or providing written notice of such proposals for the attention of the Company Secretary at the registered office of the Company in Hong Kong currently situated at Unit A&B, 26 Floor, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon or via email to ir@cabbeen.com.

與股東溝通及股東權利

本公司旨在透過其企業管治架構，讓全體股東有平等機會在知情情況下行使其權利，並讓全體股東積極參與本公司事務。根據本公司的組織章程細則、股東溝通政策及本公司其他相關內部程序，本公司股東可享(其中包括)以下權利：

(i) 參加股東大會

本公司的股東大會提供機會讓董事會與股東直接溝通。本公司鼓勵股東透過出席股東週年大會及其他股東大會參與本公司事務，會上股東可與董事會會面及交流意見，及行使其投票權利。本公司將安排於舉行大會前不少於20個營業日向股東發出大會通告及載有提呈決議案詳情的通函。於股東大會上，將就各重大事項(包括選舉個別董事)提呈獨立決議案。

(ii) 向董事會查詢及提出建議

本公司鼓勵股東出席股東大會，並透過以下方式作出建議：於股東大會向董事會及董事會委員會就有關營運及管治事宜直接提問，或將有關建議以書面形式送交本公司的香港註冊辦事處，現時地址為九龍長沙灣長裕街10號億京廣場二期26樓A及B室，或電郵至ir@cabbeen.com以呈交公司秘書。

(iii) Convening extraordinary general meetings

The Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of 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 having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company Secretary and deposited at the registered office of the Company in Hong Kong currently situated at Unit A&B, 26 Floor, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions under the Company's articles of association or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

(iii) 召開股東特別大會

董事可酌情隨時召開股東特別大會。於提呈有關要求當日擁有權利於股東大會投票的本公司繳足股本不少於十分之一的一名或多名股東亦可要求召開股東特別大會。有關要求應以書面方式向董事或公司秘書提出，並送交本公司的香港註冊辦事處，現時地址為九龍長沙灣長裕街10號億京廣場二期26樓A及B室，以要求董事就處理有關要求所指任何事務召開股東特別大會。有關大會須於提出有關要求後兩個月內舉行。倘於提出有關要求後二十一(21)日內董事仍未著手召開有關大會，則提出要求的人士可以相同形式召開大會，而提出要求人士因董事未有因應要求召開大會而產生的一切合理開支將由本公司向提出要求的人士償付。

本公司組織章程細則或開曼群島第22章公司法(一九六一年第3號法案，經綜合及修訂)概無有關股東在股東大會提出建議的程序的規定(提名候選董事的建議除外)。股東可根據上文所載程序召開股東特別大會以處理有關書面要求提出的任何事務。

The notice of annual general meeting together with the accompanying circular setting out the relevant information as required under the Listing Rules are sent to shareholders at least 20 clear business days prior to the meeting. Poll voting has been adopted for decision-making at shareholders' meetings to ensure that each share is entitled to one vote. Details of the poll voting procedures are set out in the circular sent to shareholders prior to the meeting and explained at the commencement of the meeting. Voting results are posted on the Company's website on the day of the annual general meeting.

股東週年大會通告連同上市規則規定須列明相關資料的隨附通函於大會前至少20個完整營業日向股東發出。於股東大會上的決定乃採納按股數投票表決方式，以確保每股股份均有一票投票權。投票表決程序的詳情載於在大會前寄發予股東的通函，並於大會開始時加以解釋。投票表決結果於股東週年大會當日在本公司網站公佈。

(iv) Procedures for proposing a person for election as a Director

Pursuant to the Article 85 of the articles of associations of the Company, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice (as defined therein) signed by a Member (as defined therein) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

(iv) 提名人士參選董事的程序

根據本公司的組織章程細則第85條，除非獲董事推薦參選，或由正式合資格出席大會並可於會上投票的股東(定義見組織章程細則)(並非擬參選者)簽署通知(定義見組織章程細則)，表明擬提名相關人士參選，且獲提名人士簽署該通知表明願意參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事。上述通知須呈交總辦事處或過戶登記處，通知期不得少於七(7)日，如該等通知是於就選舉董事而召開股東大會的通告寄發後始呈交，則呈交該(等)通知的期間為就選舉董事而召開股東大會的通告寄發後翌日起計至不遲於該股東大會舉行日期前七(7)日。

CONSTITUTIONAL DOCUMENTS

There was no change in the memorandum and articles of association of the Company during the year ended 31 December 2019.

章程文件

於截至二零一九年十二月三十一日止年度，本公司的組織章程大綱及細則概無變動。

EXECUTIVE DIRECTORS

Mr. Ziming Yang (楊紫明), aged 48, is the founder of the Group. He is also the chairman of the Board of the Company. He was appointed as an executive Director on 3 November 2011. Mr. Yang is primarily responsible for overall corporate strategies, planning and business development, and leads the Group's design and research and development team. From 12 March 2020 onwards, Mr. Yang will also be the chief executive officer of the Company.

Mr. Yang first started his fashion and wholesale of apparel business in April 1992. In October 1997, Mr. Yang began to design and wholesale Cabbeen branded apparel. Mr. Yang has over 20 years of experience in design. He has been one of the most famous designers in China, who won the award for "Best Menswear Designer"* (最佳男裝設計師) at the China International Fashion Week* (中國國際時裝週) in 2009 and "The 14th China Fashion Design Top Award"* (第14屆中國時裝設計金頂獎), which is the top honor in apparel design in China in 2010. Mr. Yang was accredited as "2010 Quanzhou Economic Figure" (2010年度泉州經濟人物) and was the member of the 10th China Young Entrepreneurs Association (第十屆中國青年企業家協會會員) in 2010. In 2011, he was the honorable president of Shishi Textile & Garments Commerce Chamber's Council (石獅市紡織服裝商會理事會名譽會長) and a committee member of the 11th Committee of All-China Youth Federation (中華全國青年聯合會第十一屆委員會委員). In 2012, Mr. Yang was the first president of the Fashion Designers' Association of Fujian Province* (福建省服裝設計師協會第一屆會長) and the honorable president of Quanzhou APEC Commerce Chamber's Council* (泉州APEC商務協會名譽會長). In March 2013, Mr. Yang became the consulting professor of Beijing Institute of Fashion Technology (北京服裝學院). In April 2014, Fujian Normal University (福建師範大學) appointed Mr. Yang as a guest professor. In addition, Mr. Yang is currently the vice president and a member of the standing committee and the arts committee of the China Fashion Designers Association (中國服裝設計師協會). Mr. Yang has been the vice president of the

執行董事

楊紫明先生，48歲，本集團創辦人。彼亦為本公司董事會主席。彼於二零一一年十一月三日獲委任為執行董事。楊先生主要負責整體公司策略、規劃及業務發展並領導本集團的設計及研發團隊。自二零二零年三月十二日起，楊先生亦將為本公司行政總裁。

楊先生最初於一九九二年四月開始其時裝及服裝批發業務。一九九七年十月，楊先生開始設計及批發Cabbeen品牌服裝。楊先生在設計方面擁有逾二十年經驗。彼為中國最知名設計師之一，於二零零九年中國國際時裝週榮獲「最佳男裝設計師」獎，並於二零一零年榮獲中國服裝設計最高榮譽的「第14屆中國時裝設計金頂獎」。楊先生於二零一零年獲評為「2010年度泉州經濟人物」，並為第十屆中國青年企業家協會會員。二零一一年，彼為石獅市紡織服裝商會理事會名譽會長及中華全國青年聯合會第十一屆委員會委員。二零一二年，楊先生擔任福建省服裝設計師協會第一屆會長及泉州APEC商務協會名譽會長。二零一三年三月，楊先生出任北京服裝學院顧問教授。二零一四年四月，楊先生獲福建師範大學聘任為客座教授。此外，楊先生現為中國服裝設計師協會

standing committee of the China Garment Association* (中國服裝協會) since October 2013. In April 2013, Mr. Yang was awarded as 2012 Innovative person of China textile industry* (2012中國紡織行業年度創新人物) by The Association of China Textile Industry* (中國紡織工業聯合會). In 2015, Mr. Yang was awarded the "New China Annual Award for Artistic Innovation"* (新中國藝術創新年度大獎) by the China Fashion Designers Association and New China Clothing Industry Innovation & Development Fund* (新中國服裝產業創新發展基金會). Since August 2019, Mr. Yang has been a consultant for the Guangdong branch of the China Fashion Designers Association. He also participated in the design and production of the apparel used for the civilian parade held during the 70th anniversary of the People's Republic of China. Since 2020, Mr. Yang has been an anti-drug ambassador for Shishi city.

副主席及常務理事會理事和藝術委員會委員。楊先生亦自二零一三年十月起擔任中國服裝協會理事會副會長。在二零一三年四月，楊先生獲中國紡織工業聯合會評為2012年中國紡織行業年度創新人物。二零一五年，楊先生榮獲中國服裝設計師協會和新中國服裝產業創新發展基金會共同頒發的「新中國藝術創新年度大獎」。二零一九年八月起，楊先生擔任中國服裝設計師協會廣東代表處顧問，並參與設計、製作慶祝中華人民共和國成立70周年大會群眾遊行服裝。二零二零年，楊先生為石獅市禁毒宣傳形象大使。

Mr. Yang received his EMBA in Sun Yat-Sen University (中山大學) in June 2011. Mr. Yang is the brother-in-law of Mr. Rongqin Ke (柯榕欽) who is also our executive Director.

楊先生於二零一一年六月取得中山大學EMBA。楊先生為執行董事柯榕欽先生的姻兄。

Mr. Siu Keung Ng (吳少強), aged 49, is one of the founding members of the Group and has been appointed as an executive Director of the Company on 18 February 2013. Mr. Siu Keung Ng is primarily responsible for overall corporate planning and strategy execution and is the chief executive officer of the Group since July 2010. Mr. Ng will step down as chief executive officer with effect from 12 March 2020. He will remain as an executive Director and one of the authorized representatives of the Company, and will be responsible for investor relations and legal matters of the Company.

吳少強先生，49歲，本集團創辦人之一，於二零一三年二月十八日獲委任為本公司執行董事。吳少強先生主要負責整體公司規劃及策略執行，自二零一零年七月起出任本集團的行政總裁。吳先生將辭任行政總裁，於二零二零年三月十二日日起生效。彼將繼續擔任本公司的執行董事及其中一名授權代表，並將會負責本公司投資者關係及法律事宜。

Mr. Ng has over 20 years of experience in various aspects, including business operation, management, sales, procurement, financial and human resource. Mr. Ng obtained his bachelor's degree in material engineering majoring in forge craft and equipment from Shanghai Jiao Tong University (上海交通大學) in July 1992.

吳先生於包括業務營運、管理、銷售、採購、財務及人力資源等多個範疇擁有逾二十年經驗。吳先生於一九九二年七月獲上海交通大學材料工程學士學位，主修熔爐工藝及設備。

Mr. Rongqin Ke (柯榕欽), aged 45, is one of the founding members of the Group and has been appointed as an executive Director of the Company on 18 February 2013. Mr. Rongqin Ke is primarily responsible for supply chain, human resources and financial management. Mr. Ke has over 20 years of experience in various aspects, including manufacturing, product design and research and development and procurement.

柯榕欽先生，45歲，本集團創辦人之一，於二零一三年二月十八日獲委任為本公司執行董事。柯榕欽先生主要負責供應鏈、人力資源及財務管理。柯先生於包括製造、產品設計、研發及採購等多個範疇擁有逾二十年經驗。

Mr. Ke obtained his diploma certificate in business administration from Hunan University of Technology (湖南工業大學) in January 2008. Mr. Ke was accredited as "2011-2012 Top Ten Professional Managers of Apparel Industry in Guangdong Province"* (2011-2012年度廣東省服裝行業十佳職業經理人) in August 2012. He completed the EMBA program at Lingnan College of Sun Yat-Sen University (中山大學嶺南學院) in June 2013.

柯先生於二零零八年一月取得湖南工業大學工商管理文憑。柯先生於二零一二年八月獲評為「2011-2012年度廣東省服裝行業十佳職業經理人」。彼於二零一三年六月在中山大學嶺南學院完成EMBA課程。

Mr. Rongqin Ke is the brother-in-law of Mr. Ziming Yang.

柯榕欽先生為楊紫明先生的姻弟。

INDEPENDENT NON-EXECUTIVE DIRECTORS

獨立非執行董事

Mr. Yung Kwok Tsui (徐容國), aged 51, is an independent non-executive Director and was appointed to the Board on 18 February 2013. Mr. Tsui has over 20 years of extensive experience in auditing and accounting, including experience from corporations and an international accounting firm. Mr. Tsui joined Ju Teng International Holdings Limited (巨騰國際控股有限公司) (stock code: 3336) in August 2004 and has been the company's executive director and chief financial officer since its listing in the Stock Exchange and served as the company secretary from August 2004 to March 2017.

徐容國先生，51歲，獨立非執行董事，於二零一三年二月十八日獲委任加入董事會。徐先生於審計及會計方面擁有逾二十年豐富經驗，曾任職多家企業及一家國際會計師事務所。徐先生於二零零四年八月加入巨騰國際控股有限公司(股份代號：3336)，並自該公司於聯交所上市後擔任其執行董事及財務總監，並於二零零四年八月至二零一七年三月擔任該公司之公司秘書。

He has also respectively been an independent non-executive director of Shenguan Holdings (Group) Limited (神冠控股(集團)有限公司) (stock code: 829) since September 2009, SITC International Holdings Company Limited (海豐國際控股有限公司) (stock code: 1308)

彼亦分別自二零零九年九月、二零一零年九月及二零一八年七月起出任聯交所上市公司神冠控股(集團)有限公司(股份代號：829)、海豐國際控股有限公司(股份代號：1308)及英恒科技控股有限公司(股份代號：1760)的獨立

since September 2010 and Intron Technology Holdings Limited (英恒科技控股有限公司) (stock code: 1760) since July 2018, all of which are listed on the Stock Exchange. Mr. Tsui was also an independent non-executive director of 361 Degrees International Limited (361度國際有限公司) (stock code: 1361) from September 2012 to May 2019.

非執行董事。自二零一二年九月至二零一九年五月，徐先生亦為361度國際有限公司(股份代號：1361)的獨立非執行董事。

Mr. Tsui obtained his bachelor's degree of business in accounting from Curtin University of Technology in August 1992 and his master's degree of corporate governance from The Hong Kong Polytechnic University in December 2007. Mr. Tsui has been a member of Hong Kong Institute of Certified Public Accountants since February 1997, a member of Chartered Accountants Australia and New Zealand since June 2000, and a member of CPA Australia since September 1996. He has also been a member of The Hong Kong Institute of Chartered Secretaries since December 2007.

徐先生於一九九二年八月獲Curtin University of Technology的會計商業學士學位，並於二零零七年十二月獲香港理工大學的企業管治碩士學位。徐先生自一九九七年二月起為香港會計師公會會員、自二零零零年六月起為澳洲及紐西蘭特許會計師協會會員及自一九九六年九月起為澳洲會計師公會會員。彼亦自二零零七年十二月起為香港特許秘書公會會員。

Mr. Honghui Chen (陳宏輝), aged 48, is an independent non-executive Director and was appointed to the Board on 18 February 2013. Mr. Chen has over 20 years of extensive experience teaching universities in the fields of management, economics and corporate social responsibility. From July 1993 to June 2003, Mr. Chen worked in Wuhan University of Science and Technology, primarily teaching management and economics. From July 2003 till now, Mr. Chen has worked in Sun Yat-Sen University, primarily teaching courses including strategic management and corporate social responsibility. Mr. Chen had been granted the title of deputy professor from April 2004 to July 2008 and has been subsequently granted the title of professor since July 2008. Mr. Chen had also been the deputy dean of Lingnan College in Sun Yat-Sen University from November 2007 to March

陳宏輝先生，48歲，獨立非執行董事，於二零一三年二月十八日獲委任加入董事會。陳先生擁有逾二十年在大學教授管理、經濟及企業社會責任學科的豐富經驗。一九九三年七月至二零零三年六月，陳先生在武漢科技大學任教，主要教授管理及經濟。二零零三年七月至今，陳先生一直在中山大學任教，主要教授的課程包括戰略管理及企業社會責任。陳先生於二零零四年四月至二零零八年七月獲授副教授職銜，並於隨後自二零零八年七月起獲授教授

2012 and has been the director of the Research Center for Corporate Social Responsibility at Lingnan College of Sun Yat-Sen University* (中山大學嶺南學院企業社會責任研究中心主任) from July 2009 and the chair of the Department of Business Management at Lingnan College of Sun Yat-Sen University* (中山大學嶺南學院經濟管理系主任), respectively. From 2004 till now, Mr. Chen has done various researches on the topics of corporate social responsibility and strategic management and economics efficiency, which were subsidies by the PRC or local government. The essay written by Mr. Chen in 2007 was accredited as the Second Prize of The Philosophy and Society Science Outstanding Achievement in Guangdong Province* (廣東省哲學社會科學優秀成果二等獎).

職銜。陳先生於二零零七年十一月至二零一二年三月亦曾任中山大學嶺南學院副院長，並自二零零九年七月起一直分別擔任中山大學嶺南學院企業社會責任研究中心主任及中山大學嶺南學院經濟管理系主任。二零零四年至今，陳先生曾就企業社會責任及企業戰略管理以及經濟效率等題目進行多項研究，有關研究均由中國或地方政府資助。陳先生於二零零七年完成的論文獲頒發廣東省哲學社會科學優秀成果二等獎。

Mr. Chen has been the independent director of Guangzhou Grandbuy Co., Ltd. (廣州市廣百股份有限公司) (SZSE stock code: 002187) since September 2016 and of China National Accord Medicines Corporation Ltd (廣東天波資訊技術股份有限公司) (SZSE stock code: 0020028) on 14 March 2017, both companies are listed on the Shenzhen Stock Exchange.

陳先生由二零一六年九月起及於二零一七年三月十四日分別為深圳交易所上市公司廣州市廣百股份有限公司(深圳交易所股份代號：002187)及廣東天波資訊技術股份有限公司(深圳交易所股份代號：0020028)的獨立董事。

Mr. Chen obtained the Qualification of Teacher of the PRC in 1996. He also obtained his doctoral degree in enterprise management from Zhejiang University in June 2003.

陳先生於一九九六年取得中國教師資質。彼亦於二零零三年六月獲浙江大學頒發企業管理博士學位。

Mr. Ming Shu Leung (梁銘樞), aged 44, was appointed as an independent non-executive Director on 18 February 2013. Mr. Leung founded internet private equity fund Harmony Capital as founding partner in January 2018. Mr. Leung has been the company secretary of China ITS (Holdings) Co., Ltd. (中國智能交通系統(控股)有限公司), a company listed on the Stock Exchange (stock code: 1900), since January 2008 and the chief financial officer of this company from January 2008 to January 2018. He has also been an independent non-executive director of Comtec Solar Systems Group Limited (卡姆丹克太陽能系統集團有限公司) (stock code: 712) since June 2008 Sun King Power Electronics Group Limited (stock code: 580) since March 2017, and Renrui Human Resources Technology Holdings Limited (stock code: 6919) since November 2019, all of which are listed on the Stock Exchange.

梁銘樞先生，44歲，於二零一三年二月十八日獲委任為獨立非執行董事。梁先生二零一八年一月創立互聯網私募基金和諧資本任創始合夥人。自二零零八年一月起，梁先生一直擔任聯交所上市公司中國智能交通系統(控股)有限公司(股份代號：1900)的公司秘書及於二零零八年一月至二零一八年一月擔任該公司之財務總監。彼自二零零八年六月、二零一七年三月及二零一九年十一月起亦為聯交所上市公司卡姆丹克太陽能系統集團有限公司(股份代號：712)、賽晶電力電子集團有限公司(股份代號：580)及人瑞人才科技控股有限公司(股份代號：6919)的獨立非執行董事。

Mr. Leung has over 15 years of experience in the areas of corporate finance and accounting. Mr. Leung started his professional career at PricewaterhouseCoopers in Hong Kong as an auditor in 1998. He then worked at the global corporate finance division of Arthur Andersen & Co. in Hong Kong, which subsequently merged with PricewaterhouseCoopers, until December 2000. From July 2001 to February 2003, Mr. Leung also worked as a business consultant in Market Catalyst International (Hong Kong) Limited, where he advised companies on issues of strategy, organization and operations. Mr. Leung then spent approximately three years from February 2003 to January 2006 at CDC Corporation, a NASDAQ-listed company, as a senior manager in the mergers and acquisitions department, and as the chief financial officer of China.com Inc., a subsidiary of CDC Corporation and a company listed on the Stock Exchange. From February 2006 to October 2006, Mr. Leung served as the chief financial officer of Beijing Xinwei Telecom Technology Co., Ltd., a related party of 大唐電信科技股份有限公司 (Datang Telecom Technology Co., Ltd., a company listed on The Shanghai Stock Exchange) which is engaged in the development of telecommunication standard and manufacture of telecommunication equipment. From

梁先生在公司財務及會計方面擁有逾十五年經驗。梁先生於一九九八年在羅兵咸永道會計師事務所香港辦事處開始其核數師專業事業。彼其後於香港安達信會計師事務所(其後與羅兵咸永道會計師事務所合併)的全球公司融資部任職至二零零零年十二月。二零零一年七月至二零零三年二月，梁先生亦曾擔任卓進市場策動(香港)有限公司的業務顧問，就策略、組織及營運等事宜向公司提供意見。其後，梁先生自二零零三年二月起至二零零六年一月約三年間，在納斯達克上市公司CDC Corporation擔任併購部高級經理，並在CDC Corporation的附屬公司中華網科技公司(聯交所上市公司)擔任首席財務官。二零零六年二月至二零零六年十月，梁先生擔任上海證券交易所上市公司大唐電信科技股份有限公司(從事電信標準開

November 2006 to January 2008, he served as the chief financial officer of Beijing Lingtu Spacecom Technology Co., Ltd (北京靈圖星訊科技有限公司), a subsidiary of Beijing Lingtu Software Co., Ltd (北京靈圖軟件技術有限公司), a PRC digital mapping and navigation software company.

Mr. Leung obtained his bachelor's degree in arts with first class honor in accountancy from The City University of Hong Kong in June 1998 and a master's degree in accountancy from The Chinese University of Hong Kong in November 2001. He is a fellow member of the Association of Chartered Certified Accountants (FCCA) and a fellow member of The Hong Kong Institute of Certified Public Accountants (FCPA).

發，並為電信設備製造商)的關聯方北京信威通信技術股份有限公司的首席財務官。二零零六年十一月至二零零八年一月，彼擔任中國電子地圖及導航軟件公司北京靈圖星訊科技有限公司(北京靈圖軟件技術有限公司的附屬公司)的首席財務官。

梁先生於一九九八年六月獲香港城市大學頒發會計第一級榮譽文學學士學位，並於二零零一年十一月獲香港中文大學頒發會計碩士學位。彼為英國特許公認會計師公會資深會員及香港會計師公會資深會員。

SENIOR MANAGEMENT

Ms. Lai Wah Wong (黃麗華), aged 45, is the chief financial officer of the Group. Ms. Wong is also the company secretary and one of the authorized representatives of the Company. Ms. Wong joined the group in April 2012 and is primarily responsible for overall financial management and company secretarial affairs and coordination of investor relations. Ms. Wong has over 20 years of experience in auditing, tax and financial management. Prior to joining us, she had worked in international accounting firms and other companies listed on the main board of the Stock Exchange. Ms. Wong obtained her bachelor's degree of arts in accounting at The Hong Kong Polytechnic University in 1997 and master's degree of science in corporate finance at The Hong Kong University of Science and Technology in 2014. She is also a fellow member of The Hong Kong Institute of Certified Public Accountants.

高級管理層

黃麗華女士，45歲，為本集團財務總監。黃女士亦為本公司秘書及本公司其中一名授權代表。黃女士於二零一二年四月加入本集團，主要負責整體財務管理、公司秘書事宜及統籌投資者關係。黃女士於審計、稅務及財務管理方面擁有逾二十年經驗。加入我們之前，彼曾任職於國際會計師行及其他聯交所主板上市公司。黃女士於一九九七年取得香港理工大學會計文學學士學位及於二零一四年取得香港科技大學企業融資理學碩士學位。彼亦為香港會計師公會資深會員。

The Directors are pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

董事欣然提呈本集團截至二零一九年十二月三十一日止年度的年報，連同經審核綜合財務報表。

PRINCIPAL PLACE OF BUSINESS

The Company was incorporated in the Cayman Islands and is domiciled in Hong Kong and has its registered office at Unit A&B, 26/F, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong. The Group's principal place of business is in the PRC.

主要營業地點

本公司在開曼群島註冊成立，並以香港為居駐地，其註冊辦事處位於香港九龍長沙灣長裕街10號億京廣場二期26樓A及B室。本集團的主要營業地點位於中國。

PRINCIPAL ACTIVITIES

The principal activities of the Group are wholesaling and retailing of branded menswear and related accessories in the PRC. The principal activities and other particulars of the subsidiaries are set out in note 14 to the financial statements.

主要業務

本集團的主要業務為於中國批發及零售品牌男裝及相關配飾。附屬公司的主要業務及其他資料載於財務報表附註14。

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, aggregate sales to the Group's largest and five largest customers accounted for 9.9% (2018: 11.5%) and 35.1% (2018: 38.5%), respectively, of the Group's total revenue for the year.

主要客戶及供應商

截至二零一九年十二月三十一日止年度，向本集團的最大及五大客戶銷售總額分別佔本集團年內總營業額的9.9%（二零一八年：11.5%）及35.1%（二零一八年：38.5%）。

Aggregate purchases from the Group's largest and five largest suppliers of OEM products accounted for 12.4% (2018: 11.5%) and 34.2% (2018: 28.3%), respectively, of the Group's total purchases from suppliers for the year ended 31 December 2019.

向本集團的外包產品最大及五大供應商採購總額分別佔本集團截至二零一九年十二月三十一日止年度自供應商採購總額的12.4%（二零一八年：11.5%）及34.2%（二零一八年：28.3%）。

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

董事、彼等的聯繫人或本公司任何股東（就董事所知擁有本公司已發行股本超過5%的股東）於年內任何時間概無於本集團五大客戶及供應商中擁有任何權益。

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the latest five financial years is set out on page 263 of the annual report. This summary does not form part of the audited consolidated financial statements.

五年財務概要

本集團於最近五個財政年度的業績及資產以及負債概要載於年報第263頁。該概要並不屬於經審核綜合財務報表的組成部分。

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2019 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 98 to 262 of the annual report.

財務報表

本集團截至二零一九年十二月三十一日止年度的溢利以及本公司及本集團於該日的事務狀況載於本年報第98至262頁的綜合財務報表內。

RESERVES

Details of movements in reserves of the Company and the Group are set out in note 26 to the financial statements and in the consolidated statement of changes in equity, respectively.

儲備

本公司及本集團的儲備變動詳情分別載於財務報表附註26及綜合權益變動表內。

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Group's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately RMB65.3 million.

可供分派儲備

於二零一九年十二月三十一日，本集團的可供分派儲備約為人民幣65.3百萬元，乃根據開曼群島法律第22章公司法(一九六一年第3號法例，經綜合及修訂)計算所得。

DIVIDEND

On 5 August 2019, the Company declared an interim dividend of HK7.5 cents (2018: HK13.2 cents) per ordinary share for the six months ended 30 June 2019. The Directors now recommend the payment of a final dividend of HK3.0 cents (2018: HK4.8 cents) per ordinary share in respect of the year ended 31 December 2019.

股息

本公司已於二零一九年八月五日宣派截至二零一九年六月三十日止六個月的中期股息每股普通股7.5港仙(二零一八年：13.2港仙)。董事現建議就截至二零一九年十二月三十一日止年度派付末期股息每股普通股3.0港仙(二零一八年：4.8港仙)。

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to RMB201,000 (2018: RMB85,000).

慈善捐款

本集團於年內的慈善捐款為人民幣201,000元(二零一八年：人民幣85,000元)。

NON-CURRENT ASSETS

Details of acquisitions and other movements of non-current assets (including investment properties, other property, plant and equipment, interests in leasehold land held for own use under operating leases, intangible assets and interest in an associate) are set out in notes 9 to 13 to the consolidated financial statements.

非流動資產

非流動資產(包括投資物業，其他物業、廠房及設備，經營租賃下持有作自用之租賃土地權益，無形資產以及於一間聯營公司的權益)的購置及其他變動詳情載於綜合財務報表附註9至13。

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 26 to the consolidated financial statements.

股本

本公司股本年內變動詳情載於綜合財務報表附註26。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2019.

購買、出售或贖回本公司的上市證券

截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司均無購回、贖回或出售本公司任何上市證券。

BUSINESS REVIEW

Business overview and financial performance

The review of the Group's business and financial performance for the year ended 31 December 2019 are provided in the section "Management Discussion and Analysis" in this annual report.

業務回顧

業務回顧及財務表現

截至二零一九年十二月三十一日止年度，有關本集團業務及財務表現的回顧載於本年報「管理層討論及分析」一節。

Principal risks and uncertainties

A number of factors may affect the results and business operations of the Group, some of which are inherent to fashion business and some are from external sources. Major risks are summarized below.

主要風險及不確定因素

本集團的業績及業務營運受多個因素的影響，若干為服裝業所固有，若干則來源於外界。主要風險概述如下。

(i) Fashion risk

Our success depends on our ability to define products trends and anticipate, gauge and react to changing consumer demands in a timely manner. Failure to anticipate and respond timely to changing consumer preferences could lead to lower sales and excess inventory levels. With respect to each design concept, it is important to have the right volume of stocks and strike the right balance in the mix between fashion basics and the latest trends. To track the acceptance of our fashion concept in the market closely, we introduce products in different batches throughout the season and will further shorten the product development cycle in order to reduce the lead time between production and delivery to customers. In addition, shopping patterns and the length of product seasons can vary in different parts of mainland China. Fashion designs which are popular in one province of mainland China at a given time may not be as popular in another local market.

(i) 時尚風險

我們的成功取決於我們把握時尚趨勢、預測、評估並及時應對不斷變化的消費者需求的能力。未能預測並及時應對不斷變化的消費者喜好可能降低我們的銷售額及導致過高的存貨水平。就各項產品設計而言，掌握適當的存貨量，及於服裝設計元素及時裝流行趨勢之間取得適當平衡至關重要。為密切追蹤我們的時裝理念在市場上的接受程度，我們於一季內分批推出產品，並將進一步縮短產品開發週期，以減少產品生產與交付予客戶之間的時間。此外，購物模式及產品銷售季節長度因中國內地不同省份地域而異。於特定時間在中國內地某個省份流行的時裝設計不一定會在另一個當地市場流行。

(ii) Intense competition

We compete not only with local Chinese menswear brands, but also with other international fashion brands. Areas of competition include product designs, production costs, marketing programs, customer services. If we do not respond timely to our competitors, our costs may increase or the consumer demand for our products may decline and our revenue and profits would decrease.

(ii) 競爭激烈

我們的競爭對手不僅來自中國本土男裝品牌，亦來自其他國際時裝品牌。競爭的領域包括產品設計、生產成本、營銷計劃及客戶服務。倘我們無法及時應對競爭對手的挑戰，或會導致我們的成本增加或客戶對我們的產品需求下降，以及我們的收益及溢利減少。

(iii) Macroeconomic and social environment

The risk exists that negative macroeconomic changes may result in negative changes in the business environment. Fashion products may be considered as discretionary items for customers. Slower consumer spending may result in reduced demand for our products, reduced orders from our distributors, order cancellations, higher discounts, increased inventories, lower revenue and margins. It is therefore important that the Group is aware of any such changes of economic environment and adjusts its store opening plan, buying volume and business plan under different market conditions.

(iii) 宏觀經濟及社會環境

存在不利的宏觀經濟變化或會導致業務環境發生不利變動的風險。消費者可能將時裝產品視為非必需消費品。消費支出放緩或會導致對我們產品的需求減少、來自分銷商的訂單減少、取消訂單、增加銷售折扣、存貨增加、收益及利潤下降。因此，本集團需及時關注經濟環境的任何變化，並根據不同市況調整開店計劃、產品購買量及業務規劃。

In addition, if any event which materially and adversely affect the social environment of the markets where we operate arises, such as the outbreak of novel coronavirus in the PRC since January 2020, such event may cause a significant impact on our ability to operate business in a normal manner. Such event may cause disruptions to our normal business activities, manufacturing of products by us and/or our suppliers, logistics involved in distributing our products, among other aspects of our business. The Group's operating results and financial condition may be materially and adversely affected as a result.

此外，倘發生任何對我們經營所在市場的社會環境造成重大不利影響的事件(如自二零二零年一月起在中國爆發新型冠狀病毒肺炎疫情)，則有關事件可能會對我們正常經營業務的能力造成重大影響。有關事件或會導致我們正常的業務活動、我們及／或我們供應商生產產品、涉及分銷我們產品的物流及我們業務的其他方面遭到中斷。本集團的經營業績及財務狀況可能會因此而受到重大不利影響。

(iv) Supply chain

We operate manufacturing facilities in Fujian, the PRC since November 2019 for producing some of our core products. We still depend upon independent manufacturers to produce majority of our products and materials. Any disruption in the supply of fabric, raw materials and products from suppliers may cause problems in our supply chain. We have no long-term contracts with any of our suppliers and we may need to compete with other companies for fabrics, raw materials and apparel products. Nevertheless, we have developed long-standing relationships with a number of our vendors so as to minimize the impact from any supply disruptions and ensure we can locate alternative suppliers of comparable quality at a reasonable price all the time. For the year ended 31 December 2019, 34.5% (2018: 28.3%) of our products were produced by our top five suppliers and we have more than five years' business relationship with these suppliers.

(iv) 供應鏈

我們自二零一九年十一月於中國福建就供生產我們某些核心產品經營生產設施，並依賴獨立生產商生產我們大部分產品及材料。供應商中斷供應任何面料、原材料及產品可能導致我們的供應鏈出現問題。我們並無與任何供應商訂有長期合約，故我們可能需就面料、原材料及服裝產品與其他公司進行競爭。然而，我們已與多家供應商建立長期的合作關係，以盡力減少任何供應中斷的影響，並確保我們能夠隨時按合理價格找到類似質素的其他供應商。截至二零一九年十二月三十一日止年度，我們34.5%(二零一八年：28.3%)的產品由五大供應商生產，而我們與該等供應商已擁有逾五年的業務合作關係。

(v) Financial conditions of our distributors

We extend credit to our distributors based on as assessments of their financial conditions, repayment history and sales performance of the retail outlets operated by them, generally without requiring collateral. To assist in the scheduling of production of our products, our customers could place orders four to five months ahead of delivery under our sales fair ordering system. These advance orders may be cancelled and the risk of cancellation may increase when dealing with distributors struggling with financial difficulties. A slowing economy could also adversely affect the financial conditions of our customers, which in turn could have an adverse effect on our results of operation. In addition, product sales are dependent in part on an appealing store environment to attract consumers, which requires continuing investments by distributors. Distributors that experience financial difficulties may fail to make such investments and result in lower sales and orders for our products.

(v) 分銷商的財務狀況

我們根據分銷商財務狀況、支付記錄及其營運的零售店舖的銷售表現，來評估彼等可獲得的信用期。我們一般不會要求分銷商提供抵押品。為配合產品的生產安排，客戶可根據我們的展銷會訂單系統於貨品交付前四至五個月下單。該等預訂單可能被取消，而當與遭遇財務困難的分銷商交易時，取消的風險將會增加。經濟放緩亦對我們客戶的財務狀況造成不利影響，從而對我們的經營業績造成不利影響。此外，產品銷售在一定程度上依賴具吸引力的店舖環境以吸引消費者，這需要分銷商的持續投資。遭遇財務困難的分銷商可能無法作出有關投資，並會導致我們的產品銷售量及訂單減少。

(vi) Information system

We are dependent on information technology systems and networks, including the internet and third-party hosted services across many of our operating activities, including sales and distribution, ordering and purchases, sales and distribution, inventory management in all retail outlets, e-commerce business, customer relationship management, digital marketing and financial reporting. Any material disruption or slowdown of our IT systems, including a disruption or slowdown caused by our failure to successfully upgrade our systems, system failures, viruses or cyber attacks could cause a loss of data or operation interruption. Therefore, we invest continuously in our IT and ERP system so as to keep up with the technology security and availability and integrity of critical operation data.

(vi) 資訊系統

我們依賴資訊科技系統及網絡，包括互聯網及外包雲端服務，涉及我們的眾多經營活動，包括銷售及分銷、採購、所有零售店舖的銷售及分銷、存貨管理、電子商務、客戶關係管理、數字營銷及財務報告。我們的資訊科技系統如出現任何嚴重中斷或減速，包括因我們未能成功更新我們的系統、系統故障、病毒或網絡攻擊而引起的中斷或減速，均可能導致數據丟失或運作中斷。因此，我們持續投資於資訊科技及ERP系統，以確保技術安全以及重要營運數據的可用性及完整性。

(vii) Reputational risk

Cabbeen is one of the leading Chinese fashion causal designer brands and our success depends on our ability to maintain and enhance our brand image and reputation. Maintaining and promoting our brands will depend on our product design, marketing efforts and product quality. In addition, effect of our marketing activities depends on our ability to adapt to the rapid changing media environment, including social media and online advertising campaigns. Should existing and potential customers lose confidence in Cabbeen/or one of its brands, or in the industry in general, because of negative publicity, the Group's sales would decrease. To safeguard and manage the brand, it is important that the Group continues to uphold its brand value, corporate image, product safety and maintain high business ethics. In addition, it is also important that communication with our shareholders, customers and other stakeholders is accurate, transparent and reliable.

(viii) Weather

Extreme weather conditions in the areas in which our retail stores, suppliers and customers are located could adversely affect our operating results and financial condition.

Key Relationships

(i) Employees

To remain competitive in the retail apparel industry, we must attract, develop, and retain skilled employees in our design, merchandising, supply chain, marketing, and other functions.

(vii) 聲譽風險

卡賓為中國領先的時尚休閒設計師品牌之一，我們的成功取決於我們維持並提升我們品牌形象及聲譽的能力。維持並提升我們的品牌將取決於我們的產品設計、營銷力度及產品質素。此外，我們的營銷活動的效果將取決於我們適應快速變化的媒體環境的能力，包括社交媒體及網絡廣告活動。倘由於負面宣傳，現有及潛在客戶對卡賓／或其任何品牌或整個行業失去信心，本集團的銷售將會下降。為維護及管理品牌，本集團繼續維護其品牌價值、公司形象、產品安全及維持高度的商業道德至關重要。此外，與我們的股東、客戶及其他持份者保持準確、透明及可靠的溝通亦相當重要。

(viii) 天氣

我們的零售店舖、供應商及客戶所在地區的極端天氣狀況可能對我們的經營業績及財務狀況造成不利影響。

重要關係

(i) 僱員

為維持在服裝零售業的競爭優勢，我們必須在我們的設計、銷售、供應鏈、市場推廣以及其他方面吸引、發展並挽留有才能的僱員。

We strive to motivate employees with a clear career path and opportunities for advancement and improvement of their skills. We provide pre-employment and on-the-job training and development opportunities to our staff members. The training programs cover areas such as managerial skills, sales and production, customer services, quality control, sales fairs planning, workplace ethics and training of other areas relevant to the industry.

我們致力以清晰的事業發展路徑以及提高及完善技能的機會激勵僱員。我們為員工提供職前及在職培訓及發展機會。培訓課程包括管理技能、銷售與生產、客戶服務、質量監控、展銷會策劃、工作操守及其他與行業相關範疇的培訓。

We conduct employee engagement survey across its Hong Kong and mainland China operations once a year. We seriously consider all those valuable feedback from our employees for enhancing workplace productivity and harmony.

我們每年就其香港及中國內地業務進行一次僱員滿意度調查。我們會慎重考慮僱員有關提升工作效率及和諧工作氣氛的所有寶貴反饋意見。

In addition, we offer competitive remuneration packages to employees and have also adopted share option schemes to recognize and reward the contribution of the employees to the growth and development of the Group.

此外，我們為僱員提供具競爭力的薪酬待遇及亦已採納購股權計劃，以表揚及獎勵對本集團增長與發展作出貢獻的員工。

(ii) Suppliers

We have developed long-standing relationships with a number of our vendors and take great care to ensure that they share our commitment to quality and ethics. We carefully select our suppliers and require them to satisfy certain assessment criteria including track record, experience, financial strength, reputation, ability to produce high-quality products and quality control effectiveness. We also require our suppliers to comply with our anti-bribery policy.

(ii) 供應商

我們已與多家供應商建立長期的合作關係，並盡力確保其遵守我們對質素及道德的承諾。我們審慎挑選供應商，並要求其滿足若干評估標準，包括往績記錄、經驗、財務實力、聲譽、生產高質素產品的能力及質量控制效力。我們亦要求供應商遵守我們的反賄賂政策。

(iii) Distributors

We sell our products to end customers through third-party distributors. We work with our distributors like we are business partners and ensure we share the view for upholding our brand value and customer services, specifically focusing on attracting and retaining customers in order to drive sales growth. We and our distributors reach an agreement on retail sales target and store expansion plan before they place their orders. We require our distributors and sub-distributors to comply with our retail policies, including but not limited to nationwide product retail selling price, standard store images, promotional activities and use of our ERP system. We also monitor the financial condition and repayment history of our distributors, and retail sales performance of the stores operated by them.

(iii) 分銷商

我們透過第三方分銷商向終端客戶出售產品。我們與分銷商緊密合作開展業務，確保於提升我們的品牌價值及客戶服務方面，尤其是專注於吸引和維繫顧客促進銷售增長，達成一致觀點。分銷商向我們下單之前，首先會與我們就零售目標及店舖擴張計劃達成一致意見。我們要求分銷商及二級分銷商遵守我們的零售政策，包括但不限於全國產品零售價格、標準店舖形象、促銷活動及使用我們的ERP系統。我們亦會監督分銷商的財務狀況及支付記錄以及其經營店舖的零售表現。

(iv) Customers

We are committed to offer a broad and diverse range of inspiring, value-for money, good-quality fashion with our various brands to our customers. We also stay connected with our customers. We maintain our VIP database and have ongoing communications with our customers through mainly social media. We also work with our distributors and provide training to their key sales personnel to provide quality and value-added customer services at retail channel.

(iv) 客戶

我們旗下的品牌均致力為客戶提供多元化、啟發靈感的、物有所值的優質時裝產品。我們亦與客戶保持聯繫。我們維護VIP數據庫，並主要透過社交媒體與客戶保持溝通。我們亦與分銷商合作，提供培訓予其主要銷售人員，以於零售店舖提供優質及增值的客戶服務。

Environmental Policies

We are committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. We strive to minimize our environmental impact by saving electricity and encouraging recycle of office supplies and other materials. We also require our own factory and factories of our suppliers to operate in strict compliance with the relevant environmental regulations and rules and possess all necessary permission and approval from the relevant Chinese regulators.

環保政策

我們關注保護自然資源並致力創建環保型的工作環境。我們透過節約用電及鼓勵回收辦公用品及其他材料，努力降低對環境的影響。我們亦要求我們的自有廠房及供應商經營廠房時嚴格遵守有關環保法規及規則，並取得有關中國監管機構的所有必要許可及批文。

Compliance with Laws and Regulations

The Group's operations are mainly carried out by the Company's subsidiaries in mainland China while the Company itself is listed on the Stock Exchange. Our establishment and operations accordingly shall comply with relevant laws and regulations in mainland China and Hong Kong. During the year ended 31 December 2019 and up to the date of this report, the Group has complied with all the relevant laws and regulations in mainland China and Hong Kong.

遵守法律及法規

本集團的業務主要由本公司於中國內地的附屬公司進行，而本公司本身於聯交所上市。我們的成立及營運須遵守中國內地及香港的有關法律及法規。截至二零一九年十二月三十一日止年度及直至本報告日期，本集團已遵守中國內地及香港的所有有關法律及法規。

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules throughout the year ended 31 December 2019 and at any time up to the date of this annual report.

足夠公眾持股量

根據本公司可取得的公開資料及就本公司董事於本年報日期所知，本公司於截至二零一九年十二月三十一日止年度及於截至本年報日期的任何時間一直維持上市規則所指定的公眾持股量。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands where the Company is incorporated.

優先購股權

根據本公司組織章程細則或開曼群島(即本公司註冊成立地點)的法律，概無有關優先購股權的條文。

DIRECTORS

The Directors during the financial year were:

Executive Directors

Mr. Ziming Yang *(Chairman)*
Mr. Siu Keung Ng
Mr. Rongqin Ke

Independent non-executive Directors

Mr. Yung Kwok Tsui
Mr. Honghui Chen
Mr. Ming Shu Leung

董事

本財政年度的董事為：

執行董事

楊紫明先生*(主席)*
吳少強先生
柯榕欽先生

獨立非執行董事

徐容國先生
陳宏輝先生
梁銘樞先生

Each of the executive Directors and independent non-executive Directors of the Company has entered into a service contract with the Company for a term of three years commencing from 28 October 2019 subject to his retirement and re-election at annual general meeting in accordance with the Company's articles of association. The details of the remuneration of each of the Directors are revealed on note 6 to the consolidated financial statements.

本公司各執行董事及獨立非執行董事已與本公司訂立服務合約，任期為自二零一九年十月二十八日起計三年，惟須根據本公司的組織章程細則於股東週年大會退任及重選。各董事的薪酬詳情已於綜合財務報表附註6披露。

Details of the Directors' biographies have been set out on pages 54 to 60 of the annual report. In accordance with article 84 of the Company's articles of association, Mr. Ziming Yang and Mr. Ming Shu Leung will retire from the Board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

董事的履歷詳情載於年報第54至60頁。根據本公司組織章程細則第84條，楊紫明先生及梁銘樞先生將於應屆股東週年大會自董事會輪值告退，惟彼等符合資格並願意膺選連任。

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

本集團概無與擬將於應屆股東週年大會膺選連任的董事訂有不可於一年內由本公司或其任何附屬公司終止而免付賠償(法定賠償除外)的未屆滿服務合約。

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 ended 31 December 2019.

管理合約

截至二零一九年十二月三十一日止年度，概無就本集團整體或任何業務重大部分的管理及行政工作訂立或存有任何合約。

CONFIRMATION OF INDEPENDENCE

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

獨立身份確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立身份確認書，並認為全體獨立非執行董事均為獨立人士。

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the section "Connected Transactions" and note 29 to the consolidated financial statements, no contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year under review.

董事所佔合約權益

除「關連交易」一節及綜合財務報表附註29所披露者外，概無於年終結算日或回顧年度任何時間存續、由本公司或其任何控股公司、附屬公司或同系附屬公司所訂立而本公司董事於當中擁有重大權益的重大合約。

CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section "Connected Transactions" and in note 29 to the consolidated financial statements, there had been no contract of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries.

重大合約

除「關連交易」一節及綜合財務報表附註29所披露者外，本公司或其任何附屬公司概無與本公司或其任何附屬公司的控股股東(定義見上市規則)訂立重大合約。

COMPETING BUSINESS

None of the Directors of the Company had any interest in any competing business with the Company or any of its subsidiaries during the year under review. Each of the Controlling Shareholders has complied with the non-compete undertaking given by them to the Company under the Deed of Non-competition on 8 October 2013. The independent non-executive Directors of the Company have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with throughout the year ended 31 December 2019.

競爭業務

於回顧年度，本公司董事概無於與本公司或其任何附屬公司競爭的任何業務中擁有任何權益。各控股股東已遵守其於二零一三年十月八日根據不競爭契據向本公司出具的不競爭承諾。本公司獨立非執行董事已檢討不競爭承諾的遵守及執行情況，並確認於截至二零一九年十二月三十一日止整個年度所有相關承諾已獲得遵守。

PERMITTED INDEMNITY

Pursuant to the Articles of Association of the Company, applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices. Such permitted indemnity provision has been in force throughout the year under review. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

獲准許彌償

根據本公司組織章程細則、適用法律及法規，各董事就彼等或彼等任何一人基於其職位履行其職務而產生或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得彌償，確保避免就此受損。該等獲准許彌償條文已於整個回顧年度內生效。本公司已就本集團董事及最高行政人員購買合適的董事及最高行政人員的責任保險。

CONNECTED TRANSACTIONS

Certain related party transactions for the year as disclosed in note 29 to the consolidated financial statements also constituted connected transactions as defined under the Listing Rules. Details of such connected transactions (as defined under the Listing Rules) are set out below:

關連交易

約干於綜合財務報表附註29披露的年內關聯方交易亦構成上市規則項下所界定的關連交易。有關關連交易(定義見上市規則)的詳情載列如下：

Acquisition of entire equity interest of Junyuan Development

On 3 July 2019, a resolution was passed at the Company's Adjourned EGM to approve the acquisition of the entire registered capital of Junyuan Development by the Group for a tentative consideration of RMB105.5 million (i.e. the Junyuan Acquisition), details of which were disclosed in the Company's announcement dated 17 May 2019 and circular dated 6 June 2019.

收購駿源發展的全部股權

於二零一九年七月三日，本公司的股東特別大會續會通過一項決議案，以批准本集團收購駿源發展的全部註冊資本，暫定代價為人民幣105.5百萬元(即駿源收購)，有關詳情已於本公司日期為二零一九年五月十七日的公告及日期為二零一九年六月六日的通函內披露。

The Junyuan Acquisition was completed on 10 July 2019 after all the conditions precedent as set out in the equity transfer agreement were met. At the Junyuan Acquisition Completion Date, total assets and total liabilities of Junyuan Development was RMB175.3 million and RMB67.7 million, respectively. The final consideration was RMB107.6 million.

待股權轉讓協議所載的所有先決條件達成後，駿源收購已於二零一九年七月十日完成。於駿源收購完成日期當日，駿源發展的總資產及總負債分別為人民幣175.3百萬元及人民幣67.7百萬元。最終代價為人民幣107.6百萬元。

Lease of properties from Junyuan Development

Junyuan Development was wholly owned by Mr. Ziming Yang, the Chairman and an executive Director and a controlling shareholder (within the meaning of the Listing Rules) of the Company, until 10 July 2019 on which the Group completed the Junyuan Acquisition. Junyuan Development was therefore a connected person of the Company under Chapter 14A of the Listing Rules before 10 July 2019.

The Group entered into lease agreements with Junyuan Development on 31 May 2018 to lease certain premises at Shishi City, Fujian Province, from Junyuan Development for a term of one year commencing from 1 June 2018 to 31 May 2019 (the "**2018 Leases**"). Total rental payable by the Group under the lease agreements amounted to RMB1,601,546.

Upon expiry of the 2018 Leases, the Group entered into new lease agreements with Junyuan Development on 31 May 2019 to continue to lease the relevant premises for another year from 1 June 2019 to 31 May 2020 ("**2019 Leases**"). Total rental payable by the Group under the 2019 Leases amounted to RMB1,389,545.

2018 Leases and 2019 Leases were fully exempt from the annual review, independent shareholders' approval and all disclosure requirements under Chapter 14A of the Listing Rules as they were entered into on normal commercial terms, the applicable percentage ratios (as defined under the Listing Rules) were less than 5% and the aggregate annual amount payable by the Group to Junyuan Development was less than HK$3,000,000.

The transactions contemplated under the 2018 Leases and 2019 Leases constitute continuing connected transactions on the part of the Company under Chapter 14A of the Listing Rules. During the period from 1 January 2019 to 9 July 2019, total rental paid or payable by the Group under the above leases amounted to RMB787,000.

向駿源發展租賃物業

駿源發展由本公司主席、執行董事兼控股股東(定義見上市規則)楊紫明先生全資擁有,直至二零一九年七月十日本集團完成駿源收購。因此,於二零一九年七月十日前,根據上市規則第14A章,駿源發展為本公司關連人士。

本集團於二零一八年五月三十一日與駿源發展訂立租賃協議,以向駿源發展租賃位於福建省石獅市之若干物業,租期由二零一八年六月一日起至二零一九年五月三十一日止為期一年(「**二零一八年租賃**」)。本集團根據租賃協議應付之租金總額為人民幣1,601,546元。

於二零一八年租賃屆滿後,本集團於二零一九年五月三十一日與駿源發展訂立新租賃協議,以繼續租賃相關物業,租期由二零一九年六月一日至二零二零年五月三十一日止為期一年(「**二零一九年租賃**」)。本集團根據二零一九年租賃應付之租金總額為人民幣1,389,545元。

二零一八年租賃及二零一九年租賃乃按一般商業條款訂立,且適用百分比率(定義見上市規則)低於5%,且本集團應付駿源發展的全年款項總額少於3,000,000港元,故悉數獲豁免遵守上市規則第14A章項下之年度審閱、獨立股東批准及所有披露規定。

根據上市規則第14A章,二零一八年租賃及二零一九年租賃項下擬進行之交易構成本公司之持續關連交易。於二零一九年一月一日至二零一九年七月九日期間,本集團根據上述租賃已付或應付之租金總額為人民幣787,000元。

Opinion from the independent non-executive Directors on the connected transactions

The Directors (including all independent non-executive Directors) have reviewed the above connected transactions and confirmed that these transactions were entered into:

(1) in the ordinary and usual course of business of the Group;

(2) on normal commercial terms or better; and

(3) in accordance with the relevant agreements governing them and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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

獨立非執行董事對關連交易的意見

董事(包括全體獨立非執行董事)已審閱上述關連交易，並確認該等交易：

(1) 於本集團一般及日常業務過程中訂立；

(2) 按一般商業條款或更佳條款進行；及

(3) 根據監管交易的相關協議及按公平合理且符合本公司股東整體利益的條款進行。

本公司已就上述關連交易遵守上市規則第14A章之披露規定。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 December 2019, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")), as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in Appendix 10 to the Listing Rules, were as follows:

董事及主要行政人員於證券的權益

於二零一九年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「**證券及期貨條例**」)第XV部)的股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例第352條須存置之登記冊內的權益及淡倉，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)須另行知會本公司及聯交所的權益及淡倉如下：

Long positions in the Company

於本公司的好倉

Name of director 董事姓名		Number of shares held 所持有股份數目	Number of underlying shares comprised in options[5] 購股權所涉及相關股份數目[5]	Total 總計	Approximate percentage of shares in issue[6] 佔已發行股份概約百分比[6]
Mr. Ziming Yang[1][2][3][4]	楊紫明先生[1][2][3][4]	405,243,209	200,000	405,443,209	60.64%
Mr. Siu Keung Ng	吳少強先生	2,926,000	1,300,000	4,226,000	0.6321%
Mr. Rongqin Ke	柯榕欽先生	3,850,000	2,300,000	6,150,000	0.9198%

(1) Acute Result, Ascend Fame and Prime Ascend are wholly-owned and controlled by Mr. Ziming Yang and Mr. Ziming Yang is therefore deemed to be interested in all the shares in which Acute Result, Ascend Fame and Prime Ascend are interested.

(1) 銳成、昇譽及元陞由楊紫明先生全資擁有及控制，因此，楊紫明先生被視為於銳成、昇譽及元陞享有權益的全部股份中擁有權益。

(2) Multiplus International Limited ("**Multiplus**") is owned as to 99% by Ms. Liting Ke and 1% by Mr. Ziming Yang. By virtue of a shareholders' agreement dated 31 July 2012 by and between Ms. Liting Ke and Mr. Ziming Yang in addition to the voting right attached to the share Mr. Ziming Yang holds in Multiplus, he also has the right to control the exercise of the voting rights attached to all the shares in Multiplus held by Ms. Liting Ke. Accordingly, Mr. Ziming Yang is deemed to be interested in all the shares in which Multiplus is interested.

(2) 豐衡國際有限公司(「**豐衡**」)由柯麗婷女士擁有99%權益及由楊紫明先生擁有1%權益。根據柯麗婷女士與楊紫明先生所訂立日期為二零一二年七月三十一日的股東協議，除楊紫明先生於豐衡持有的股份所附投票權外，彼亦有權控制行使由柯麗婷女士持有的豐衡全部股份所附投票權。因此，楊紫明先生被視為於豐衡擁有權益的全部股份中擁有權益。

(3) Ms. Ke Liting was granted 200,000 share options pursuant to Share Option Scheme (as defined below) of the Company.

(3) 柯麗婷女士根據本公司購股權計劃(定義見下文)獲授200,000份購股權。

(4) Mr. Ziming Yang is the spouse of Ms. Liting Ke. Accordingly, Mr. Yang is deemed to be interested in all the shares in which Ms. Liting Ke is interested.

(5) These represent interest in underlying shares of the Share Option Schemes granted (as defined below) by the Company.

(6) Based on a total of 668,593,000 issued shares of the Company as at 31 December 2019.

Saved as disclosed above, as at 31 December 2019, none of the Directors and the chief executives of the Company and their respective associates had any interests and 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) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(4) 楊紫明先生為柯麗婷女士的配偶。因此，楊先生被視為於柯麗婷女士擁有權益的全部股份中擁有權益。

(5) 此為本公司授出的購股權計劃(定義見下文)的相關股份權益。

(6) 基於二零一九年十二月三十一日的合共668,593,000股本公司已發行股份計算。

除上文披露者外，於二零一九年十二月三十一日，概無董事及本公司主要行政人員以及彼等各自的聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例第352條須存置之登記冊內的任何權益及淡倉，或根據標準守則須另行知會本公司及聯交所的任何權益及淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, the persons or corporations (not being a Director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

主要股東的權益及淡倉

於二零一九年十二月三十一日，以下人士或法團(非董事或本公司主要行政人員)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定須予存置登記冊的權益或淡倉：

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of shareholding interest[5] 持股權概約百分比[5]
Ms Liting Ke[1][2][3] 柯麗婷女士[1][2][3]	Interest in a controlled corporation/ Interest of spouse 於受控法團的權益／配偶的權益	405,443,209	60.64%
Acute Result[2][4] 銳成[2][4]	Beneficial owner 實益擁有人	242,493,209	36.27%
Ascend Fame[2][4] 昇譽[2][4]	Beneficial owner 實益擁有人	52,500,000	7.85%
Keen Network[2][4] 建協[2][4]	Beneficial owner 實益擁有人	31,500,000	4.71%
Prime Ascend[2][4] 元陞[2][4]	Interest in a controlled corporation 於受控法團的權益	31,500,000	4.71%
Multiplus[3] 豐衡[3]	Beneficial owner 實益擁有人	78,750,000	11.78%

(1) Ms. Liting Ke is the spouse of Mr. Ziming Yang. Accordingly, Ms. Liting Ke is deemed to be interested in all the shares in which Mr. Ziming Yang is interested.

(2) Acute Result, Ascend Fame and Prime Ascend are wholly-owned and controlled by Mr. Ziming Yang and Mr. Ziming Yang is therefore deemed to be interested in all the shares in which Acute Result, Ascend Fame and Prime Ascend are interested.

(1) 柯麗婷女士為楊紫明先生的配偶。因此，柯麗婷女士被視為於楊紫明先生享有權益的全部股份中擁有權益。

(2) 銳成、昇譽及元陞由楊紫明先生全資擁有及控制，因此，楊紫明先生被視為於銳成、昇譽及元陞享有權益的全部股份中擁有權益。

(3) Multiplus is owned as to 99% by Ms. Liting Ke and 1% by Mr. Ziming Yang. By virtue of a shareholders' agreement dated 31 July 2012 by and between Ms. Liting Ke and Mr. Ziming Yang, in addition to the voting right attached to the share Mr. Ziming Yang holds in Multiplus, he also has the right to control the exercise of the voting rights attached to all the shares in Multiplus held by Ms. Liting Ke. Accordingly, Mr. Ziming Yang is deemed to be interested in all the shares in which Multiplus is interested.

(4) Keen Network Holdings Limited ("**Keen Network**") is owned as to 33.33% by Prime Ascend, 33.33% by Dominant Success Holdings Limited ("**Dominant Success**") and 33.33% by Rosy Connect Investments Limited ("**Rosy Connect**"). Prime Ascend is directly and wholly-owned by Mr. Ziming Yang. Dominant Success is directly and wholly-owned by Mr. Siu Keung Ng. Rosy Connect is directly and wholly-owned by Mr. Rongqin Ke. Mr. Ziming Yang, Mr. Siu Keung Ng and Mr. Rongqin Ke are executive Directors of the Company.

By virtue of a shareholders' agreement dated 31 July 2012 by and among the shareholders of Keen Network, in addition to the voting rights attached to the shares in Keen Network that it holds, Prime Ascend also has the right to control the exercise of the voting rights attached to all the shares in Keen Network held by other shareholders. Accordingly, Prime Ascend is deemed to be interested in all the shares in which Keen Network is interested.

(5) Based on a total of 668,593,000 issued shares of the Company as at 31 December 2019.

Save as disclosed above, as at 31 December 2019, the Directors were not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEMES

The Company adopted a pre-initial public offering share option scheme (the "**Pre-IPO Share Option Scheme**") and a share option scheme (the "**Share Option Scheme**") on 8 October 2013 for the purpose of providing incentives and rewards to eligible participants who contribute to the Group.

(3) 豐衡由柯麗婷女士擁有99%權益及由楊紫明先生擁有1%權益。根據柯麗婷女士與楊紫明先生所訂立日期為二零一二年七月三十一日的股東協議，除楊紫明先生於豐衡持有的股份所附投票權外，彼亦有權控制行使由柯麗婷女士持有的豐衡全部股份所附投票權。因此，楊紫明先生被視為於豐衡享有權益的全部股份中擁有權益。

(4) 建協控股有限公司(「**建協**」)由元陞、Dominant Success Holdings Limited(「**Dominant Success**」)、錦匯投資有限公司(「**錦匯**」)各自擁有33.33%權益。元陞由楊紫明先生直接全資擁有。Dominant Success由吳少強先生直接全資擁有。錦匯由柯榕欽先生直接全資擁有。楊紫明先生、吳少強先生及柯榕欽先生均為本公司執行董事。

根據由建協股東之間所訂立日期為二零一二年七月三十一日的股東協議，除其持有的建協股份所附投票權外，元陞亦有權控制行使由其他股東持有的建協全部股份所附投票權。因此，元陞被視為於建協享有權益的全部股份中擁有權益。

(5) 基於本公司於二零一九年十二月三十一日的合共668,593,000股已發行股份計算。

除上文披露者外，於二零一九年十二月三十一日，董事並不知悉有任何其他人士或法團於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定須予存置登記冊的權益或淡倉。

購股權計劃

本公司於二零一三年十月八日採納首次公開發售前購股權計劃(「**首次公開發售前購股權計劃**」)及購股權計劃(「**購股權計劃**」)，為對本集團作出貢獻的合資格參與者提供鼓勵及獎賞。

Pre-IPO Share Option Scheme

The Company adopted the Pre-IPO Share Option Scheme on 8 October 2013 for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Options to subscribe for an aggregate of 8,520,000 shares of the Company (the "**Pre-IPO Share Options**") were granted on 8 October 2013. The exercise price per Share is HK$2.024, being 80% of the initial public offering price. No further option could be granted under the Pre-IPO Share Option Scheme after 8 October 2013. All Pre-IPO Share Options granted under the Pre-IPO Share Option Scheme may be exercised during the option period commencing from the first anniversary of the Listing Date to the date falling 10 years from the grant date of the Pre-IPO Share Options and can only be exercised in the following manner:

(i) 30% of each Pre-IPO Share Options may be exercised from the first anniversary of the Listing Date;

(ii) 60% of each Pre-IPO Share Options may be exercised from the second anniversary of the Listing Date; and

(iii) 100% of each Pre-IPO Share Options may be exercised from the third anniversary of the Listing Date.

首次公開發售前購股權計劃

本公司於二零一三年十月八日採納首次公開發售前購股權計劃，旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其貢獻現時或將會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。於二零一三年十月八日，已授出可認購合共8,520,000股本公司股份之購股權(「**首次公開發售前購股權**」)。每股股份之行使價為2.024港元，為初步公開發售價80%。於二零一三年十月八日後，不可再根據首次公開發售前購股權計劃授出購股權。所有根據首次公開發售前購股權計劃授出的首次公開發售前購股權可於購股權期間(自上市日期首週年起至首次公開發售前購股權授出日期起滿十年當日)行使，且僅可按以下方式行使：

(i) 各項首次公開發售前購股權的30%可於上市日期首週年起行使；

(ii) 各項首次公開發售前購股權的60%可於上市日期兩週年起行使；及

(iii) 各項首次公開發售前購股權的100%可於上市日期三週年起行使。

Details of the Pre-IPO Share Options as at 31 December 2019 are as follows:

於二零一九年十二月三十一日首次公開發售前購股權詳情如下：

Name	姓名	Outstanding as at 1 January 2019 於二零一九年一月一日尚未行使	Exercised during the year ended 31 December 2019 截至二零一九年十二月三十一日止年度已行使	Lapsed during the year ended 31 December 2019 截至二零一九年十二月三十一日止年度已失效	Cancelled during the year ended 31 December 2019 截至二零一九年十二月三十一日止年度已注銷	Outstanding as at 31 December 2019 於二零一九年十二月三十一日尚未行使
Directors	**董事**					
Mr. Siu Keung Ng	吳少強先生	900,000	–	–	–	900,000
Mr. Rongqin Ke	柯榕欽先生	700,000	–	–	–	700,000
Others	**其他**	1,550,000	–	(200,000)	–	1,350,000
Total	**總計**	**3,150,000**	**–**	**(200,000)**	**–**	**2,950,000**

The total number of shares available for issue under the Pre-IPO Share Option Scheme is 2,950,000, representing approximately 0.44% of the total number of Company's issued shares as at the date of this report, i.e. 668,593,000 shares.

根據首次公開發售前購股權計劃可予發行的股份總數為2,950,000股，佔本年報日期本公司已發行股本總數(即668,593,000股股份)約0.44%。

Share Option Scheme

The Company adopted the Share Option Scheme on 8 October 2013 for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing on 28 October 2013.

購股權計劃

本公司於二零一三年十月八日採納購股權計劃，旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其貢獻現時或將會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。購股權計劃自二零一三年十月二十八日起計十年期間內維持有效，惟購股權計劃可根據本身的規則提前終止。

Eligible participants of the Scheme include any proposed, full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; any Directors or proposed Director (including non-executive Director and independent non-executive Directors) of the Company or any of its subsidiaries; any direct or indirect shareholder of the Company or any of its subsidiaries; and any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries. The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the shares in issue as at the Listing Date, i.e. 70,000,000 shares.

計劃的合資格參與者包括本公司或其任何附屬公司的任何建議、全職或兼職僱員、行政人員或高級職員；本公司或其任何附屬公司的任何董事或建議董事(包括非執行董事及獨立非執行董事)；本公司或其任何附屬公司的任何直接或間接股東；及本公司或其任何附屬公司的任何諮詢人、顧問、供應商、客戶及代理。因行使根據購股權計劃及本集團任何其他計劃將予授出的所有購股權而可能發行的最高股份數目，合共不得超過於上市日期已發行股份的10%(即70,000,000股股份)。

No option may be granted to any participant of the Share Option Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time.

倘因任何購股權計劃參與者行使在截至最近授出日期起計任何12個月期間內已向該名人士授出及將向其授出的購股權獲行使而已發行及將予發行的股份總數超過本公司不時已發行股本的1%，則不得向該名人士授出任何購股權。

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised; however, the Board may, subject to the provisions of the Listing Rules, in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as it may think fit. Participants of the Share Option Scheme are required to pay the Company a nominal consideration in total HK$1.00 upon acceptance of the grant on or before 30 days after the offer date. The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

(a) the nominal value of a share;

(b) the closing price of a share as stated in the Stock Exchange's daily quotations sheets on the offer date; and

(c) the average closing price of a share as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five Business Days (as defined in the Listing Rules) immediately preceding the offer date.

購股權可於董事會釐定的期間根據購股權計劃的條款隨時行使，惟有關期間不得超過授出日期起計10年。購股權毋須被持有一定期限方可行使；然而，根據上市規則規定，如董事會認為恰當，可全權酌情於提呈授出購股權時在購股權計劃所載之上施加有關購股權的任何條件、約束或限制。購股權計劃參與者須於要約日期起計30日或之前接納所獲授購股權時向本公司支付合共1.00港元之名義代價。購股權行使價乃由董事會全權酌情釐定，惟不得低於下列最高者：

(a) 股份面值；

(b) 於要約日期聯交所每日報價表所列股份收市價；及

(c) 緊接要約日期前五個營業日(定義見上市規則)香港聯交所每日報價表所列股份平均收市價。

Details of movements in the share options as at 31 December 2019 which have been granted under the Share Option Scheme are as follows:

於二零一九年十二月三十一日根據購股權計劃授出的購股權的變動詳情如下：

Name 姓名	Outstanding as at 1 January 2019 於二零一九年一月一日尚未行使	Granted during the year ended 31 December 2019 截至二零一九年十二月三十一日止年度已授出	Exercised during the year ended 31 December 2019 截至二零一九年十二月三十一日止年度已行使	Cancelled during the year ended 31 December 2019 截至二零一九年十二月三十一日止年度已注銷	Outstanding as at 31 December 2019 於二零一九年十二月三十一日尚未行使	Exercise Price (HK$) 行使價(港元)	Date of grant 授出日期	Exercisable period 行使期
Directors **董事**								
Mr. Ng Siu Keung 吳少強先生	400,000	–	–	–	400,000	3.54	13 June 2018 二零一八年六月十三日	13 June 2023 – 12 June 2028 二零二三年六月十三日至二零二八年六月十二日
Mr. Ke Rongqin 柯榕欽先生	800,000	–	–	–	800,000	2.19	3 August 2017 二零一七年八月三日	3 Aug 2022 – 2 Aug 2027 二零二二年八月三日至二零二七年八月二日
Mr. Ke Rongqin 柯榕欽先生	800,000	–	–	–	800,000	3.54	13 June 2018 二零一八年六月十三日	13 June 2023 – 12 June 2028 二零二三年六月十三日至二零二八年六月十二日
Employees **僱員**	4,800,000	–	–	(800,000)	4,000,000	2.19	3 August 2017 二零一七年八月三日	3 Aug 2022 – 2 Aug 2027 二零二二年八月三日至二零二七年八月二日
Employees **僱員**	6,200,000	–	–	(800,000)	5,400,000	3.54	13 June 2018 二零一八年六月十三日	13 June 2023 – 12 June 2028 二零二三年六月十三日至二零二八年六月十二日
Total **總計**	13,000,000	–	–	(1,600,000)	11,400,000			

As at the date of this report, the total number of shares available for issue under the Share Option Scheme was 68,000,000, representing approximately 10.17% of the Company's issued share capital, and the remaining life of the Share Option Scheme was about 3 years and 8 months. No share options granted the Share Option Scheme were lapsed during the year ended 31 December 2019.

於本報告日期，根據購股權計劃可供發行的股份總數為68,000,000股，相當於本公司已發行股本約10.17%，購股權計劃的剩餘年期約為三年零八個月。截至二零一九年十二月三十一日止年度並無根據購股權計劃授出的購股權失效。

ARRANGEMENT FOR DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in "Share Option Schemes" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director of the Company or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

董事購買股份或債權證的安排

除上文「購股權計劃」所披露者外，於年內任何時間，概無向任何本公司董事或彼等各自的配偶或未成年子女授出透過收購本公司股份或債權證而獲益的權利，亦無該等權利獲彼等行使，本公司、其控股公司或其任何附屬公司並無參與訂立任何安排讓本公司董事可透過收購本公司或任何其他法團的股份或債務證券(包括債權證)而獲利。

RETIREMENT SCHEMES

The Group participates in defined contribution retirement benefit schemes organized by the PRC municipal and provincial government authorities for the Group's eligible employees in the PRC, and operates a Mandatory Provident Fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 24 to the consolidated financial statements.

退休計劃

本集團就本集團合資格的中國僱員參與由中國省及市政府機關組織的界定供款退休福利計劃，並為香港僱員安排參與強制性公積金計劃。該等退休計劃的詳情載於綜合財務報表附註24。

EVENTS AFTER THE REPORTING PERIOD

Except as disclosed in note 32 to the consolidated financial statements regarding the outbreak of coronavirus in mainland China in January 2020, there were no significant events after the reporting period of the Group.

報告期後事件

除綜合財務報表附註32所披露關於二零二零年一月於中國爆發新型肺炎疫情外，本集團報告期後概無任何重大事件。

AUDITOR

The consolidated financial statements for the year ended 31 December 2019 have been audited by KPMG, who shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming annual general meeting.

核數師

截至二零一九年十二月三十一日止年度的綜合財務報表已獲畢馬威會計師事務所審核，其將退任並符合資格及願意接受續聘。本公司將於應屆股東週年大會提呈決議案，以續聘畢馬威會計師事務所為本公司核數師。

By order of the Board

Ziming YANG
Chairman

Hong Kong, 11 March 2020

承董事會命

主席
楊紫明

香港，二零二零年三月十一日

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

Independent auditor's report
to the shareholders of Cabbeen Fashion Limited
(incorporated in the Cayman Islands with limited liability)

獨立核數師報告
致卡賓服飾有限公司股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Cabbeen Fashion Limited ("the Company") and its subsidiaries ("the Group") set out on pages 98 to 262, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

意見

我們已審核列載於第98頁至262頁卡賓服飾有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、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。

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 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為,綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴集團於二零一九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的披露規定妥為編製。

BASIS FOR OPINION

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

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的香港核數準則(「香港核數準則」)進行審核。我們於該等準則項下的責任在本報告「*核數師就審核綜合財務報表須承擔的責任*」一節中詳述。根據香港會計師公會之*專業會計師道德守則*(「守則」)及開曼群島中任何與我們審核綜合財務報表有關的道德要求，我們獨立於　貴集團，並已遵循該等要求及守則履行其他道德責任。我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for 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.

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。我們在整體審核綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

Revenue recognition **收益確認**	
Refer to note 2 to the consolidated financial statements and the accounting policies on page 171. *參閱綜合財務報表附註2及第171頁的會計政策。*	
The Key Audit Matter **關鍵審核事項**	**How the matter was addressed in our audit** **在審核中的處理方法**
Revenue principally comprises sales of menswear goods to distributors and via consignees. 收益主要包括向分銷商及透過代銷商銷售男裝貨品。 Each year, the Group enters into a framework distribution agreement or a consignment agreement with each distributor or consignee and manufactures and sells its products in accordance with the terms of separate purchase orders. 貴集團每年與各分銷商或代銷商訂立框架分銷協議或代銷協議，並根據各採購訂單的條款製造及銷售其產品。 For sales to distributors, once the products are collected from the designated warehouse by the distributor, the control of the goods is considered to have been transferred to the distributor and revenue is recognised at that point. 就向分銷商作出的銷售而言，產品一旦由分銷商從指定倉庫提取，有關貨品的控制權將視為已轉移予分銷商，並於該時間點確認收益。	Our audit procedures to assess the recognition of revenue included the following: 我們評估收益確認的審核程序包括以下方面： • assessing the design, implementation and operating effectiveness of management's key internal controls over revenue recognition; 評估管理層有關收益確認的關鍵內部控制的設計、實施及運作成效； • inspecting agreements with distributors and consignees, on a sample basis, to understand the terms of the sales transactions including the terms of delivery and acceptance, applicable rebates arrangements and any sales return arrangements to assess the Group's revenue recognition criteria with reference to the requirements of the prevailing accounting standards; 按樣本基準檢查與分銷商及代銷商的協議，以了解銷售交易的條款，包括交付及接受的條款、適用的回扣安排及任何銷貨退回安排，從而參考現行會計準則的規定評估　貴集團的收益確認標準；

Revenue recognition **收益確認**	
Refer to note 2 to the consolidated financial statements and the accounting policies on page 171. *參閱綜合財務報表附註2及第171頁的會計政策。*	
The Key Audit Matter **關鍵審核事項**	**How the matter was addressed in our audit** **在審核中的處理方法**
For sales via consignees, once the products are sold to end users by the consignee, the control of the goods is considered to have been transferred to the consignee and revenue is recognised at that point. The Group receives confirmations from consignees on a monthly basis of both the transaction amounts and balances due to the Group. 就透過代銷商作出的銷售而言，產品一旦透過代銷商售予終端用戶，有關貨品的控制權將視為已轉移予代銷商，並於該時間點確認收益。 貴集團每月接收代銷商有關交易金額及應付 貴集團款項結餘的確認書。 We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Group and because there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations. 我們把收益確認列為關鍵審核事項，因為收益是貴集團的關鍵績效指標之一，而當中涉及管理層為達到特定目標或預期而操控收益確認時間的固有風險。	• assessing, on a sample basis, whether revenue transactions recorded during the financial year had been recognised in the appropriate financial period by comparing the transactions selected with relevant underlying documentation, including goods delivery notes or monthly confirmations from consignees and the terms of sale as set out in the distribution or consignment agreements; 按樣本基準透過比較所選交易與相關支持文件，包括發貨單或來自代銷商的每月確認書及分銷或代銷協議所載的銷售條款，評估於財政年度內記錄的收益交易是否已於適當的財政期間確認； • assessing, on a sample basis, whether specific revenue transactions around the financial year end had been recognised in the appropriate financial period by comparing the transactions selected with relevant underlying documentation, including goods delivery notes or monthly confirmations from consignees and the terms of sale as set out in the distribution or consignment agreements; 按樣本基準透過比較所選交易與相關支持文件，包括發貨單或來自代銷商的每月確認書及分銷或代銷協議所載的銷售條款，評估於財政年度末前後的特定收益交易是否已於適當的財政期間確認；

Revenue recognition **收益確認**	
Refer to note 2 to the consolidated financial statements and the accounting policies on page 171. *參閱綜合財務報表附註2及第171頁的會計政策。*	
The Key Audit Matter **關鍵審核事項**	**How the matter was addressed in our audit** **在審核中的處理方法**
	• assessing, on a sample basis, whether sales rebates during the financial year had been recognised in the appropriate financial period by reconciling the movements in sales rebates accruals, recalculating the sales rebates recognised during the financial year on the basis of the terms as set out in the distribution or consignment agreements and comparing sales rebates payments during the financial year to confirmations from distributors or consignees and other relevant underlying documentation; 按樣本基準透過協調應計銷售回扣變動、根據分銷或代銷協議所載的條款重新計算於財政年度內確認的銷售回扣，及比較財政年度內的銷售回扣付款與來自分銷商或代銷商的確認書及其他相關支持文件，評估於財政年度內的銷售回扣是否已於適當的財政期間確認； • identifying significant credit notes issued and sales returns from the sales ledger after the financial year end and inspecting relevant underlying documentation to assess if the related revenue had been accounted for in the appropriate financial period in accordance with the requirements of the prevailing accounting standards; 識別於財政年度末後從銷貨賬中所發出的重要貸記單及銷貨退回，並檢查相關支持文件，從而評估相關收益是否已根據現行會計準則的規定於適當的財政期間入賬；

Revenue recognition **收益確認**	
Refer to note 2 to the consolidated financial statements and the accounting policies on page 171. *參閱綜合財務報表附註2及第171頁的會計政策。*	
The Key Audit Matter **關鍵審核事項**	**How the matter was addressed in our audit** **在審核中的處理方法**
	• inspecting significant manual adjustments to revenue during the reporting period, enquiring of management as to the reasons for such adjustments and comparing details of the adjustments with relevant underlying documentation. 檢查於報告期內對收益所作的重要手動調整，向管理層查詢作出有關調整的理由及比較調整詳情與相關支持文件。

Valuation of inventories **存貨估值**	
Refer to note 16 to the consolidated financial statements and the accounting policies on page 162. *參閱綜合財務報表附註16及第162頁的會計政策。*	
The Key Audit Matter **關鍵審核事項**	**How the matter was addressed in our audit** **在審核中的處理方法**
Sales of inventories in the fashion industry can be volatile with consumer demand changing according to current fashion trends. 由於消費者需求會因應當前的潮流趨勢而不斷變動，時裝行業的存貨銷售可能出現波動。 The Group typically sells or disposes of off-season inventories at a markdown from the original price to make room for new season inventories in its stores. Accordingly, the actual future selling prices of some inventories may fall below their purchase costs. 貴集團一般折價出售或處理過季存貨，以於其店舖為新季存貨騰出空間。因此，若干存貨的實際未來售價或會低於其採購成本。 Management considers several factors in determining the appropriate level of inventory provisions, including inventory ageing, historical rates of sales at normal price levels and at markdown prices, and the channels available for selling off-season inventories. 管理層於釐定適當的存貨撥備水平時考慮多項因素，包括存貨賬齡、於正常價格水平及按減價價格的歷史銷售率以及銷售過季存貨的可用渠道。	Our audit procedures to assess the valuation of inventories included the following: 我們評估存貨估值的審核程序包括以下方面： • assessing whether the inventory provisions at the reporting date were calculated in a manner consistent with the Group's inventory provision policy by recalculating the inventory provisions based on percentages and other parameters in the Group's inventory provision policy and considering the application of the Group's inventory provision policy with reference to the requirements of the prevailing accounting standards; 根據　貴集團存貨撥備政策的百分比及其他參數重新計算存貨撥備及參考現行會計準則的規定考慮　貴集團存貨撥備政策的應用，藉以評估於報告日期的存貨撥備是否按與　貴集團存貨撥備政策一致的方式計算； • assessing, on a sample basis, whether items in the inventory ageing report were classified within the appropriate ageing bracket by comparing the barcode tags for the inventory items selected with relevant purchase documents; 按樣本基準透過比較所選存貨項目的條碼標籤與相關採購文件，評估存貨賬齡報告中的項目是否歸入適當的賬齡組別； • performing a retrospective review by comparing the carrying values of inventories as at 31 December 2018 with sales prices achieved during the current year, to assess the reliability of management's write-down and provisioning process; 透過將二零一八年十二月三十一日之存貨賬面值與本年度之售價進行比較，作出追溯檢討以評估管理層撇減及撥備流程之可靠性；

Valuation of inventories **存貨估值**	
Refer to note 16 to the consolidated financial statements and the accounting policies on page 162. *參閱綜合財務報表附註16及第162頁的會計政策。*	
The Key Audit Matter **關鍵審核事項**	**How the matter was addressed in our audit** **在審核中的處理方法**
We identified the valuation of inventories as a key audit matter because of the significant judgement exercised by management in determining the appropriate levels of inventory provisions which involves predicting the amounts of inventories which will be unsold at the end of each season and the markdowns necessary to sell such off-season inventories on a discounted basis through outlets and other channels in future years. Both of these factors can be inherently uncertain and could be subject to management bias. 我們把存貨估值列為關鍵審核事項，因為管理層在釐定適當的存貨撥備水平時行使重大判斷，而當中涉及預測於各個季度末未售的存貨數量及於未來數年透過折扣店及其他渠道降價出售該等過季存貨所需作出的折扣。該等因素均存在固有不確定性，並可能受管理層偏好所規限。	• evaluating the Group's inventory provision policy by comparing management's expectation of the amounts of inventories which are unlikely to be sold in the foreseeable future at current prices and the corresponding expectation of markdowns with historical sales amounts and markdown data for the current and prior years provided by management; and 透過比較管理層對不大可能於可見將來按當前價格出售的存貨數量的預期及相應的折扣預期與管理層所提供的當前及過往年度的歷史銷售數額及折扣數據，評估　貴集團的存貨撥備政策；及 • enquiring of the management and senior members of the sales team about any expected changes in plans for markdowns or disposals of off-season inventories and comparing the carrying value of inventories to actual prices for sales transactions subsequent to the reporting date on a sample basis. 向管理層及銷售團隊的高級管理人員詢問有關折扣或處理過季存貨計劃的任何預期變動，並按樣本基準比較存貨賬面值與報告日期後銷售交易的實際價格。

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

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

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

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

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

綜合財務報表以外的其他資料及我們就此發出的核數師報告

董事須對其他資料承擔責任。其他資料包括年報中所包含的所有資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未考慮其他資料。我們不對其他資料發表任何形式的核證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已完成的工作認為其他資料出現重大錯誤陳述，我們須報告此一事實。我們就此並無須報告事項。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定編製及真實而公允地列報該等綜合財務報表，並負責董事認為編製綜合財務報表所必需的有關內部控制，以確保綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估　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)。除非董事有意將　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，否則董事須採用以持續經營為基礎的會計法。

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

董事獲審核委員會協助履行其監督　貴集團財務報告流程的責任。

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

核數師就審核綜合財務報表須承擔的責任

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

我們的目標是合理確定整體而言此等綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包含審核意見的核數師報告。本報告僅為　閣下(作為整體)而編製，並無其他用途。我們並不就本報告之內容對任何其他人士承擔任何義務或負上任何責任。

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

合理確定屬高層次的核證，但不能擔保根據香港核數準則進行的審核工作總能發現所存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤，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，被視為重大錯誤陳述。

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

我們根據香港核數準則進行審核的工作之一，是運用專業判斷，在整個審核過程中抱持職業懷疑態度。我們亦：

- 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.

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應這些風險設計及執行審核程序，以及獲得充足及適當的審核憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險比未能發現由於錯誤而導致的重大錯誤陳述風險更高。

- 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.

- 了解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對　貴集團的內部控制的有效性發表意見。

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

- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。

- 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.

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有可能對　貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若我們總結認為有重大不確定因素，我們需要在核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則出具非標準無保留意見。我們的結論是基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致　貴集團不再具有持續經營的能力。

- 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.

- 評估綜合財務報表(包括資料披露)的整體列報、架構和內容，以及綜合財務報表是否已公允地反映相關交易及事項。

- 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.

- 就　貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。我們須負責指導、監督和執行集團的審核工作。我們須為我們的審核意見承擔全部責任。

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

我們就(其中包括)審核工作的計劃範圍和時間以及重大審核發現(包括我們在審核過程中發現的任何內部控制的重大缺失)與審核委員會進行溝通。

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

我們亦向審核委員會作出聲明，確認我們已遵守有關獨立性的道德要求，並就所有被合理認為可能影響我們獨立性的關係和其他事宜以及相關保障措施(如適用)，與審核委員會進行溝通。

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

我們通過與審核委員會溝通，確定哪些是本期綜合財務報表審核工作的最重要事項，即關鍵審核事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則我們會在核數師報告中描述此等事項。

The engagement partner on the audit resulting in this independent auditor's report is Ng Yu Hei.

負責此審核項目與簽發獨立核數師報告的項目合夥人為吳宇希。

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

11 March 2020

畢馬威會計師事務所
執業會計師
香港中環
遮打道十號
太子大廈八樓

二零二零年三月十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
綜合損益及其他全面收益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列示）

		Note 附註	**2019 二零一九年 RMB'000 人民幣千元**	2018 二零一八年 (Note) （附註） RMB'000 人民幣千元
Revenue	**收益**	2	**1,274,966**	1,273,473
Cost of sales	銷售成本		**(714,875)**	(694,730)
Gross profit	**毛利**		**560,091**	578,743
Other income	其他收入	3	**66,777**	58,100
Selling and distribution expenses	銷售及分銷開支		**(218,915)**	(179,423)
Administrative and other operating expenses	行政及其他營運開支		**(164,513)**	(146,388)
Profit from operations	**經營溢利**		**243,440**	311,032
Finance costs	融資成本	4(a)	**(21,608)**	(19,891)
Share of loss of an associate	分佔一間聯營公司之虧損		**(46)**	(190)
Profit before taxation	**除税前溢利**	4	**221,786**	290,951
Income tax expense	所得税開支	5(a)	**(63,644)**	(80,708)
Profit for the year	**年內溢利**		**158,142**	210,243
Attributable to:	**以下各方應佔：**			
Equity shareholders of the Company	本公司權益股東		**157,644**	211,888
Non-controlling interests	非控股權益		**498**	(1,645)
Profit for the year	**年內溢利**		**158,142**	210,243

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Renminbi)(以人民幣列示)

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) (附註) RMB'000 人民幣千元
Other comprehensive income for the year	**年內其他全面收益**			
Item that may be reclassified subsequently to profit or loss:	可能於其後重新分類到損益的項目：			
– Exchange differences on translation of the financial statements of operations outside the mainland China	– 換算中國內地境外業務的財務報表的匯兑差額		**710**	1,200
Total comprehensive income for the year	**年內全面收益總額**		**158,852**	211,443
Attributable to:	**以下各方應佔：**			
Equity shareholders of the Company	本公司權益股東		**158,354**	213,088
Non-controlling interests	非控股權益		**498**	(1,645)
Total comprehensive income for the year	**年內全面收益總額**		**158,852**	211,443
Earnings per share (RMB cents)	**每股盈利(人民幣分)**	8		
Basic	基本		**23.58**	31.71
Diluted	攤薄		**23.58**	31.68

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c)(i).

附註： 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據此方法，比較資料不予重列。見附註1(c)(i)。

The notes on pages 105 to 262 form part of these financial statements. Details of dividends payable to equity shareholders of the Company are set out in note 26(b).

第105至262頁所載附註為該等財務報表組成部分。有關應付本公司權益股東的股息詳情載於附註26(b)。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

(Expressed in Renminbi)（以人民幣列示）

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) （附註） RMB'000 人民幣千元
Non-current assets	**非流動資產**			
Investment properties	投資物業	9	**128,753**	39,607
Other property, plant and equipment	其他物業、廠房及設備	10	**176,016**	59,326
Interests in leasehold land held for own use under operating leases	經營租賃下持作自用之租賃土地之權益	11	**–**	22,811
Intangible assets	無形資產	12	**33,299**	37,393
Prepayments for acquisition of plant and equipment	收購廠房及設備之預付款項		**8,460**	1,039
Interest in an associate	於一間聯營公司之權益	13	**49,303**	49,349
Deferred tax assets	遞延稅項資產	15(b)	**32,455**	33,257
			428,286	242,782
Current assets	**流動資產**			
Inventories	存貨	16	**383,716**	383,578
Trade and other receivables	貿易及其他應收款項	17	**738,863**	506,393
Other financial assets	其他金融資產	18	**–**	60,000
Deposits with banks with original maturity date over three months	原到期日逾三個月的銀行存款		**303,254**	443,944
Pledged bank deposits	已抵押銀行存款	19	**119,824**	240,485
Cash and cash equivalents	現金及現金等價物	20	**266,992**	220,484
			1,812,649	1,854,884
Current liabilities	**流動負債**			
Bank borrowings	銀行借款	21	**354,737**	52,566
Trade and other payables	貿易及其他應付款項	22	**591,510**	597,395
Current taxation	即期稅項	15(a)	**46,673**	34,895
Lease Liabilities	租賃負債	23	**1,380**	–
			994,300	684,856
Net current assets	**流動資產淨值**		**818,349**	1,170,028
Total assets less current liabilities	**資產總值減流動負債**		**1,246,635**	1,412,810
Non-current liabilities	**非流動負債**			
Bank borrowings	銀行借款	21	**–**	234,886
Lease liabilities	租賃負債	23	**6,937**	–
Deferred tax liabilities	遞延稅項負債	15(b)	**3,876**	4,168
			10,813	239,054

		Note 附註	**2019 二零一九年 RMB'000 人民幣千元**	2018 二零一八年 (Note) (附註) RMB'000 人民幣千元
NET ASSETS	**資產淨值**		**1,235,822**	1,173,756
CAPITAL AND RESERVES	**資本及儲備**	26		
Share capital	股本		**5,214**	5,214
Reserves	儲備		**1,199,527**	1,112,743
Total equity attributable to equity shareholders of the Company	**本公司權益股東應佔總權益**		**1,204,741**	1,117,957
Non-controlling interests	**非控股權益**		**31,081**	55,799
TOTAL EQUITY	**總權益**		**1,235,822**	1,173,756

Approved and authorised for issue by the board of directors on 11 March 2020.

經董事會於二零二零年三月十一日批准及授權刊發。

Mr. Siu Keung Ng
吳少強先生
Chief Executive Officer and Executive Director
行政總裁兼執行董事

Mr. Rongqin Ke
柯榕欽先生
Executive Director
執行董事

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c)(i).

附註： 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據此方法，比較資料不予重列。見附註1(c)(i)。

The notes on pages 105 to 262 form part of these financial statements.

第105至262頁所載附註為該等財務報表組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列示）

			Attributable to equity shareholders of the Company 本公司權益股東應佔									
		Note 附註	Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital redemption reserve 資本贖回儲備 RMB'000 人民幣千元	Capital reserves 資本儲備 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年一月一日		5,203	6,060	384	42,308	45,575	(4,594)	928,920	1,023,856	31,440	1,055,296
Changes in equity for 2018:	於二零一八年的權益變動：											
Profit for the year	年內溢利		–	–	–	–	–	–	211,888	211,888	(1,645)	210,243
Other comprehensive income for the year	年內其他全面收益		–	–	–	–	–	1,200	–	1,200	–	1,200
Total comprehensive income for the year	年內全面收益總額		–	–	–	–	–	1,200	211,888	213,088	(1,645)	211,443
Dividend declared	已宣派股息	26(b)	–	–	–	–	–	–	(122,328)	(122,328)	–	(122,328)
Shares issued under share option scheme	根據購股權計劃發行股份	26(c)(ii)	11	3,135	–	(972)	–	–	–	2,174	–	2,174
Transfer between reserves	儲備間調撥		–	–	–	(1,454)	–	–	1,454	–	–	–
Equity-settled share-based transactions	權益結算以股份為基礎的交易	4(b)	–	–	–	1,167	–	–	–	1,167	–	1,167
Appropriation to statutory reserves	轉至法定儲備		–	–	–	–	4,131	–	(4,131)	–	–	–
Capital injected by non-controlling interests	非控股權益注資		–	–	–	–	–	–	–	–	26,004	26,004
As at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日		**5,214**	**9,195**	**384**	**41,049**	**49,706**	**(3,394)**	**1,015,803**	**1,117,957**	**55,799**	**1,173,756**
Changes in equity for 2019:	於二零一九年的權益變動：											
Profit for the year	年內溢利		**–**	**–**	**–**	**–**	**–**	**–**	**157,644**	**157,644**	**498**	**158,142**
Other comprehensive income for the year	年內其他全面收益		**–**	**–**	**–**	**–**	**–**	**710**	**–**	**710**	**–**	**710**
Total comprehensive income for the year	年內全面收益總額		**–**	**–**	**–**	**–**	**–**	**710**	**157,644**	**158,354**	**498**	**158,852**
Dividend declared	已宣派股息	26(b)	**–**	**–**	**–**	**–**	**–**	**–**	**(73,200)**	**(73,200)**	**–**	**(73,200)**
Shares issued under share option scheme	根據購股權計劃發行股份	26(c)(ii)	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Transfer between reserves	儲備間調撥		**–**	**–**	**–**	**(441)**	**–**	**–**	**441**	**–**	**–**	**–**
Equity-settled share-based transactions	權益結算以股份為基礎的交易	4(b)	**–**	**–**	**–**	**1,630**	**–**	**–**	**–**	**1,630**	**–**	**1,630**
Appropriation to statutory reserves	轉至法定儲備		**–**	**–**	**–**	**–**	**3,863**	**–**	**(3,863)**	**–**	**–**	**–**
Capital reduced by a non-controlling interest	非控股權益扣減的資本		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(25,216)**	**(25,216)**
As at 31 December 2019	於二零一九年十二月三十一日		**5,214**	**9,195**	**384**	**42,238**	**53,569**	**(2,684)**	**1,096,825**	**1,204,741**	**31,081**	**1,235,822**

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c)(i).

附註： 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據此方法，比較資料不予重列。見附註1(c)(i)。

The notes on pages 105 to 262 form part of these financial statements.

第105至262頁所載附註為該等財務報表組成部分。

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Renminbi)（以人民幣列示）

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) （附註） RMB'000 人民幣千元
Operating activities	**經營活動**			
Cash generated from operations	經營活動所得現金	20(b)	**6,019**	264,869
Income tax paid	已付所得稅			
– PRC income tax paid	– 中國已付所得稅		**(51,682)**	(79,594)
Net cash (used in)/ generated from operating activities	**經營活動（所用）／所得淨現金**		**(45,663)**	185,275
Investing activities	**投資活動**			
Payment for the purchase of investment property, other property, plant and equipment	購買投資物業、其他物業、廠房及設備付款		**(204,997)**	(29,574)
Payment for the purchase of intangible assets	購買無形資產付款		**(2,261)**	(3,612)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		**962**	6,021
Net decrease of deposits with banks with original maturity date over three months	原到期日逾三個月的銀行存款減少淨額		**140,690**	8,916
Net decrease/(increase) in pledged bank deposits	已抵押銀行存款減少／（增加）淨額		**120,661**	(135,470)
Proceeds from disposal of financial assets	出售金融資產之所得款項		**60,000**	333,702
Payments for the purchase of financial assets	購買金融資產付款		**–**	(141,000)
Proceeds from repayment of other loans receivables	收回其它應收借款所得款項		**–**	65,840
Investment in an associate	投資於聯營公司		**–**	(50,000)
Loans to an associate	向一間聯營公司提供貸款		**(10,000)**	(47,840)
Interest received	已收利息		**18,113**	15,539
Net cash generated from investing activities	**投資活動所得淨現金**		**123,168**	22,522

CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)
綜合現金流量表(續)

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Renminbi)(以人民幣列示)

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) (附註) RMB'000 人民幣千元
Financing activities	**融資活動**			
Proceeds from bank borrowings	銀行借款所得款項	20(c)	**194,000**	–
Repayment of bank borrowings	償還銀行借款	20(c)	**(132,916)**	(17,372)
Dividends paid	已付股息	26(b)	**(73,200)**	(122,328)
Interest paid	已付利息		**(19,834)**	(18,827)
Proceeds from issue of shares	發行股份所得款項	26(c)(ii)	**–**	2,174
Capital contribution by non-controlling interests of subsidiaries	附屬公司非控股權益注資		**–**	26,004
Capital element of lease rentals paid	已付租金的資本部分		**(1,916)**	**–**
Interest element of lease rentals paid	已付租金的利息部分		**(162)**	**–**
Net cash use in financing activities	**融資活動所用淨現金**		**(34,028)**	(130,349)
Net increase in cash and cash equivalents	**現金及現金等價物增加淨額**		**43,477**	77,448
Cash and cash equivalents at 1 January	**於一月一日的現金及現金等價物**		**220,484**	134,593
Effect of foreign exchange rate changes	外匯匯率變動影響		**3,031**	8,443
Cash and cash equivalents at 31 December	**於十二月三十一日的現金及現金等價物**	20(a)	**266,992**	220,484

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c)(i).

附註： 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據此方法，比較資料不予重列。見附註1(c)(i)。

The notes on pages 105 to 262 form part of these financial statements.

第105至262頁所載附註為該等財務報表組成部分。

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs"), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("IASs") and Interpretations issued by the International Accounting Standards Board ("IASB"). These financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("SEHK"). Significant accounting policies adopted by the Group are disclosed below.

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

1 主要會計政策

(a) 合規聲明

該等財務報表乃按照所有適用國際財務報告準則(「國際財務報告準則」)而編製。國際財務報告準則包括由國際會計準則理事會(「國際會計準則理事會」)頒佈的所有適用的個別國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋。該等財務報表亦符合香港公司條例的適用披露規定以及香港聯合交易所有限公司(「香港聯交所」)證券上市規則的適用披露規定。本集團所採用主要會計政策披露如下。

國際會計準則理事會已頒佈若干新訂及經修訂國際財務報告準則，該等準則於本集團現行會計期間首次生效或可提早採納。附註1(c)載列有關首次應用該等發展導致的任何會計政策變動的資料，前提為其於該等財務報表所反映的當前及過往會計期間與本集團相關。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in an associate.

These financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand, as the Group's principal activities were carried out in the PRC. RMB is the functional currency for the Company's subsidiaries established in the mainland China. The functional currency of the Company and the Company's subsidiaries outside the mainland China are Hong Kong dollars.

These financial statements are prepared on the historical cost basis except that financial assets at fair value through profit or loss which are stated at their fair value as explained in the accounting policies below (note 1(g)).

1 主要會計政策(續)

(b) 編製財務報表的基準

截至二零一九年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「本集團」)及本集團於一間聯營公司的權益。

由於本集團於中國進行主要業務活動,該等財務報表以人民幣(「人民幣」)呈列,湊整至最接近千元。人民幣為本公司於中國內地成立的附屬公司的功能貨幣。本公司及本公司於中國內地境外附屬公司的功能貨幣為港元。

該等財務報表按歷史成本基準編製,惟下文會計政策所述按公平值計入損益的金融資產按公平值呈列(附註1(g))除外。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements *(Continued)*

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

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

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 30.

1 主要會計政策(續)

(b) 編製財務報表的基準*(續)*

管理層在編製符合國際財務報告準則的財務報表時，須作出判斷、估計及假設，該等判斷、估計及假設會影響政策的應用以及資產、負債、收入及開支的呈報金額。該等估計及相關假設乃基於過往經驗及因應當時情況相信為合理的多項其他因素，而所得結果構成用作判斷顯然無法透過其他來源得知資產及負債賬面值的基準。實際結果可能有別於該等估計。

各項估計及相關假設會持續檢討。會計估計的修訂如僅影響修訂期間，則有關修訂於該期間內確認。如該項會計估計的修訂影響該期間及未來期間，則有關修訂會於該期間及未來期間內確認。

有關管理層在應用國際財務報告準則時所作出對財務報表有重大影響的判斷，以及估計不確定因素的主要來源，乃於附註30論述。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

The IASB has issued a new IFRS, IFRS 16, Leases, and a number of amendments to IFRSs that are first effective for the current accounting period of the Group. Except for IFRS 16, Leases, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to IFRS 3, Definition of a business.

1 主要會計政策(續)

(c) 會計政策變動

國際會計準則理事會已頒佈於本集團當前會計期間首次生效的一項新國際財務報告準則、國際財務報告準則第16號「租賃」及國際財務報告準則的多項修訂。除國際財務報告準則第16號「租賃」外，概無變動對如何編製或呈報當前期間或過往期間的本集團業績及財務狀況產生重大影響。

除國際財務報告準則第3號「業務的定義」修訂本外，本集團並未採納任何於當前會計期間尚未生效的新訂準則或詮釋。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases

IFRS 16 replaces IAS 17, Leases, and the related interpretations, IFRIC 4, Determining whether an arrangement contains a lease, SIC 15, Operating leases – incentives, and SIC 27, Evaluating the substance of transactions involving the legal form of a lease. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low-value assets. The lessor accounting requirements are brought forward from IAS 17 substantially unchanged.

IFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」

國際財務報告準則第16號取代國際會計準則第17號「租賃」及相關詮釋、國際財務報告詮釋委員會詮釋第4號「釐定一項安排是否包含租賃」、常設詮釋委員會第15號「經營租賃－優惠」及常設詮釋委員會第27號「評估涉及租賃法律形式交易的內容」。國際財務報告準則第16號為承租人引入單一會計處理模式，規定承租人須就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下的租賃(「短期租賃」)及低價值資產租賃除外。出租人會計處理規定大致沿用國際會計準則第17號。

國際財務報告準則第16號亦引入額外定性及定量披露規定，旨在令財務報表使用者得以評估租賃對實體的財務狀況、財務表現及現金流量的影響。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

The Group has initially applied IFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under IAS 17.

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

a. New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. IFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

本集團自二零一九年一月一日首次應用國際財務報告準則第16號。本集團已選擇使用經修訂追溯法，並因此將首次應用的累計影響確認為對在二零一九年一月一日權益期初結餘的調整。比較資料不予重列，並繼續根據國際會計準則第17號呈報。

有關過往會計政策變動的性質及影響以及已應用的過渡選擇的進一步詳情載列如下：

a. 租賃的新定義

租賃定義的變動主要涉及控制權的概念。國際財務報告準則第16號根據客戶是否於一段時間內控制已識別資產的使用來定義租賃，而這可透過已界定的使用量來釐定。倘客戶既有權主導已識別資產的使用，亦有權自有關使用中獲得絕大部分經濟利益，則控制權已獲轉移。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

a. New definition of a lease *(Continued)*

The Group applies the new definition of a lease in IFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under IAS 17 continue to be accounted for as leases under IFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

a. 租賃的新定義*(續)*

本集團僅對於二零一九年一月一日或之後訂立或變更的合約應用國際財務報告準則第16號的租賃新定義。對二零一九年一月一日之前訂立的合約，本集團已採用過渡可行權宜方法豁免先前對現有安排是否屬於或包含租賃的評估。因此，先前根據國際會計準則第17號評估為租賃的合約繼續按國際財務報告準則第16號入賬列為租賃，而先前評估為非租賃服務安排的合約繼續入賬列為未生效合約。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

b. Lessee accounting and transitional impact

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in note 28(b). For an explanation of how the Group applies lessee accounting, see note 1(m)(i).

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

b. 承租人會計處理及過渡影響

國際財務報告準則第16號取消了國際會計準則第17號先前所規定承租人須將租賃分類為經營租賃或融資租賃的做法。根據新做法，倘本集團身為承租人，則須資本化所有租賃，包括先前根據國際會計準則第17號分類為經營租賃的租賃，惟短期租賃及低價值資產租賃獲豁免。就本集團而言，該等新資本化租賃主要與附註28(b)所披露的物業、廠房及設備有關。有關本集團如何應用承租人會計處理，請參閱附註1(m)(i)的解釋。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

b. Lessee accounting and transitional impact *(Continued)*

At the date of transition to IFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 4.75%.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

b. 承租人會計處理及過渡影響*(續)*

於過渡至國際財務報告準則第16號當日(即二零一九年一月一日)，本集團釐定剩餘租期，按剩餘租賃付款的現值計量先前分類為經營租賃的租賃的租賃負債，並使用於二零一九年一月一日的相關增量借款利率貼現。用於釐定剩餘租賃付款現值的增量借款利率的加權平均數為4.75%。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

b. Lessee accounting and transitional impact *(Continued)*

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

(i) the Group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before 31 December 2019;

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

b. 承租人會計處理及過渡影響*(續)*

為順暢過渡至國際財務報告準則第16號，本集團於首次應用國際財務報告第16號當日採用以下確認豁免及可行權宜方法：

(i) 就剩餘租期自首次應用國際財務報告準則第16號當日起計十二個月內到期(即租期於二零一九年十二月三十一日或之前屆滿)的租賃，本集團選擇不應用國際財務報告準則第16號的規定確認租賃負債及使用權資產；

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

b. Lessee accounting and transitional impact *(Continued)*

(ii) when measuring the lease liabilities at the date of initial application of IFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and

(iii) when measuring the right-of-use assets at the date of initial application of IFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 31 December 2018 as an alternative to performing an impairment review.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

b. 承租人會計處理及過渡影響*(續)*

(ii) 於首次應用國際財務報告準則第16號當日計量租賃負債時，本集團對具有合理相似特徵的租賃組合(例如在相似經濟環境下就相似類別相關資產具有相似剩餘租期之租賃)採用單一貼現率；及

(iii) 當計量於首次應用國際財務報告準則第16號當日之使用權資產時，本集團依賴過往對二零一八年十二月三十一日繁重合約撥備之評估，作為進行減值審閱之替代。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

b. Lessee accounting and transitional impact *(Continued)*

The following table reconciles the operating lease commitments as disclosed in note 28(b) as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號,「租賃」*(續)*

b. 承租人會計處理及過渡影響*(續)*

下表為二零一八年十二月三十一日的經營租賃承擔(於附註28(b) 披露)與於二零一九年一月一日的已確認租賃負債的期初結餘的對賬:

		1 January 2019 二零一九年一月一日 RMB'000 人民幣千元
Operating lease commitments at 31 December 2018	於二零一八年十二月三十一日的經營租賃承擔	6,074
Less: commitments relating to leases exempt from capitalisation:	減:豁免資本化的租賃承擔:	
– short-term leases and other leases with remaining lease term ending on or before 31 December 2019	– 剩餘租期於二零一九年十二月三十一日或之前屆滿的短期租賃及其他租賃	(5,399)
– leases of low-value assets	– 低價值資產租賃	(167)
		508
Less: total future interest expenses	減:未來利息開支總額	(11)
Total lease liabilities recognised at 1 January 2019	於二零一九年一月一日確認的租賃負債總額	497

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

b. Lessee accounting and transitional impact *(Continued)*

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position at 31 December 2018.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

b. 承租人會計處理及過渡影響*(續)*

先前分類為經營租賃的租賃的使用權資產已按與就剩餘租賃負債確認金額相同的金額確認，並按於二零一八年十二月三十一日於財務狀況表確認與該租賃有關的任何預付或應計租賃款項予以調整。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

b. Lessee accounting and transitional impact *(Continued)*

The following table summarises the impacts of the adoption of IFRS 16 on the Group's consolidated statement of financial position:

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號,「租賃」*(續)*

b. 承租人會計處理及過渡影響*(續)*

下表概述採納國際財務報告準則第16號對本集團綜合財務狀況表的影響:

		Carrying amount at 31 December 2018 於二零一八年十二月三十一日的賬面值 RMB'000 人民幣千元	Capitalisation of operating lease contracts 經營租賃合同資本化 RMB'000 人民幣千元	Carrying amount at 1 January 2019 於二零一九年一月一日的賬面值 RMB'000 人民幣千元
Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16:	綜合財務狀況表內受採納國際財務報告準則第16號影響的項目:			
Other properties, plant and equipment	其他物業、廠房及設備	59,326	23,445	82,771
Interests in leasehold land held for own use under operating leases	經營租賃下持作自用之租賃土地之權益	22,811	(22,811)	–
Total non-current assets	**非流動資產總值**	**242,782**	**634**	**243,416**
Trade and other receivables	貿易及其他應收款項	506,393	(137)	506,256
Total current assets	**流動資產總值**	**1,854,884**	**(137)**	**1,854,747**
Lease liabilities (current)	租賃負債(流動)	–	497	497
Current liabilities	**流動負債**	**684,856**	**497**	**685,353**
Net current assets	**流動資產淨值**	**1,170,028**	**(634)**	**1,169,394**
Total assets less current liabilities	**資產總值減流動負債**	**1,412,810**	**–**	**1,412,810**
Net assets	**資產淨值**	**1,173,756**	**–**	**1,173,756**

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

c. Impact on the financial result and cash flows of the Group

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss, as compared to the results if IAS 17 had been applied during the year.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

c. 對本集團財務業績及現金流量的影響

於二零一九年一月一日初步確認使用權資產及租賃負債後，本集團作為承租人須確認就租賃負債未償還結餘而應計的利息開支以及使用權資產折舊，而非按先前政策在租賃期內以直線法確認經營租賃項下產生的租金開支。與假設於年內應用國際會計準則第17號得出的結果相比，這個做法對本集團綜合損益表內呈報的經營溢利產生正面影響。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

c. Impact on the financial result and cash flows of the Group *(Continued)*

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see note 20(c)). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under IAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under IAS 17. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (see note 20(d)).

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

c. 對本集團財務業績及現金流量的影響 *(續)*

於現金流量表中，本集團作為承租人須將根據資本化租賃支付的租金劃分為本金部分及利息部分(見附註20(c))。該等部分分類為融資現金流出(與處理先前根據國際會計準則第17號分類為融資租賃的租賃的方式相似)，而非如國際會計準則第17號項下將經營租賃分類為經營現金流出。因此，儘管現金流量總額未受影響，採納國際財務報告準則第16號導致現金流量表內的現金流量呈列發生重大變化(見附註20(d))。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

c. Impact on the financial result and cash flows of the Group *(Continued)*

The following tables give an indication of the estimated impact of the adoption of IFRS 16 on the Group's financial result and cash flows for the year ended 31 December 2019, by adjusting the amounts reported under IFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under IAS 17 if this superseded standard had continued to apply in 2019 instead of IFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under IAS 17.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

c. 對本集團財務業績及現金流量的影響 *(續)*

下表闡明於截至二零一九年十二月三十一日止年度採納國際財務報告準則第16號對本集團財務業績及現金流量之估計影響，方法為調整於該等綜合財務報表根據國際財務報告準則第16號呈報的金額，以計算假設已被取代的國際會計準則第17號於二零一九年繼續適用(而非應用國際財務報告準則第16號)而應確認的估計假設金額，並將二零一九年的該等假設金額與根據國際會計準則第17號編製的二零一八年實際相應金額進行比較。

(Expressed in Renminbi unless otherwise indicated)
(除另行指明者外，以人民幣列示)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

1 主要會計政策(續)

(c) Changes in accounting policies (Continued)

(c) 會計政策變動(續)

(i) IFRS 16, Leases (Continued)

(i) 國際財務報告準則第16號，「租賃」(續)

c. Impact on the financial result and cash flows of the Group (Continued)

c. 對本集團財務業績及現金流量的影響(續)

		2019 二零一九年				2018 二零一八年
		Amounts reported under IFRS 16 根據國際財務報告準則第16號呈報的金額 (A) RMB'000 人民幣千元	Add back: IFRS 16 depreciation and interest expense 加回：根據國際財務報告第16號計算的折舊及利息開支 (B) RMB'000 人民幣千元	Deduct: Estimated amounts related to operating leases as if under IAS 17 (note 1) 減：假設應用國際會計準則第17號而得出的經營租賃相關估計金額 (附註1) (C) RMB'000 人民幣千元	Hypothetical amounts for 2019 as if under IAS 17 假設應用國際會計準則第17號而得出的二零一九年假設金額 (D=A+B-C) RMB'000 人民幣千元	Compared to amounts reported for 2018 under IAS 與二零一八年根據國際會計準則第17號呈報的金額比較 RMB'000 人民幣千元
Financial result for year ended 31 December 2019 impacted by the adoption of IFRS 16:	截至二零一九年十二月三十一日止年度受採納國際財務報告第16號所影響的財務業績：					
Profit from operations	經營溢利	243,440	2,896	(2,941)	243,395	311,032
Financial cost	融資成本	(21,608)	162	-	(21,446)	(19,891)
Profit before taxation	除稅前溢利	221,786	3,058	(2,941)	221,903	290,951
Profit for the period	期內溢利	158,142	3,058	(2,941)	158,259	210,243

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

c. Impact on the financial result and cash flows of the Group *(Continued)*

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

c. 對本集團財務業績及現金流量的影響*(續)*

		2019 二零一九年			2018 二零一八年
		Amounts reported under IFRS 16 根據國際財務報告準則第16號呈報的金額 (A) RMB'000 人民幣千元	Estimated amounts related to operating leases as if under IAS 17 (note 1 & 2) 假設應用國際會計準則第17號而得出的經營租賃相關估計金額 (附註1及2) (B) RMB'000 人民幣千元	Hypothetical amounts for 2019 as if under IAS 17 假設應用國際會計準則第17號而得出的二零一九年假設金額 (C=A+B) RMB'000 人民幣千元	Compared to amounts reported under IAS 17 與根據國際會計準則第17號呈報的金額比較 RMB'000 人民幣千元
Line items in the consolidated cash flow statement for year ended 31 December 2019 impacted by the adoption of IFRS 16:	截至二零一九年十二月三十一日止年度綜合現金流量表內受採納國際財務準則第16號所影響的項目：				
Cash generated from operations	經營活動所得現金	6,019	(2,078)	3,941	264,869
Net cash (used in)/ generated from operating activities	經營活動(所用)／所得淨現金	**(45,663)**	**(2,078)**	**(47,741)**	185,275
Capital element of lease rentals paid	已付租金之資本部分	**(1,916)**	**1,916**	**-**	-
Interest element of lease rentals paid	已付租金之利息部分	**(162)**	**162**	**-**	-
Net cash used in financing activities	融資活動所用淨現金	**(34,028)**	**2,078**	**(31,950)**	(130,349)

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

c. Impact on the financial result and cash flows of the Group *(Continued)*

Note 1: The "estimated amounts related to operating leases" is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if IAS 17 had still applied in 2019. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under IAS 17, if IAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if IAS 17 still applied.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號,「租賃」*(續)*

c. 對本集團財務業績及現金流量的影響*(續)*

附註1:「經營租賃相關估計金額」為假設國際會計準則第17號於二零一九年仍然適用而應分類為經營租賃的租賃於二零一九的估計現金流量金額。進行該估計時,已假設租金與現金流量之間並無差異,而且(假設國際會計準則第17號於二零一九年仍然適用)所有於二零一九年新訂立的租賃應根據國際會計準則第17號分類為經營租賃。任何潛在淨稅務影響均忽略不計。

附註2:於該影響表中,該等現金流出由融資重新分類至經營以計算經營活動所得淨現金及融資活動所用淨現金的假設金額,猶如國際會計準則第17號仍然適用。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

d. Leasehold investment property

Under IFRS 16, the Group is required to account for all leasehold properties as investment properties when these properties are held to earn rental income and/or for capital appreciation ("leasehold investment properties"). The adoption of IFRS 16 does not have a significant impact on the Group's financial statements as the Group previously elected to apply IAS 40, *Investment properties,* to account for all of its leasehold properties that were held for investment purposes as at 31 December 2018. Consequentially, these leasehold investment properties continue to be carried at cost.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

d. 租賃投資物業

根據國際財務報告準則第16號，本集團持有該等物業以賺取租金收入及／或資本增值時，須將所有租賃物業作為投資物業入賬(「租賃投資物業」)。採納國際財務報告準則第16號對本集團之財務報表並無重大影響，原因是本集團過往已選擇將於二零一八年十二月三十一日為投資目的而持有之所有租賃物業根據國際會計準則第40號「*投資物業*」入賬。因此，該等租賃投資物業繼續按成本列賬。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(i) IFRS 16, Leases *(Continued)*

e. Lessor accounting

The Group leases out a number of items of plants and warehouses as the lessor of operating leases. The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under IAS 17.

(ii) Amendments to IFRS 3, Definition of a business

In October 2018 IASB issued amendments to IFRS 3 *Business combinations* – "Definition of a business". The amendments:

- clarify that a business must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(i) 國際財務報告準則第16號，「租賃」*(續)*

e. 出租人會計處理

本集團作為經營租賃的出租人出租若干廠房及倉庫。本集團作為出租人所適用的會計政策大致沿用國際會計準則第17號項下的會計政策。

(ii) 國際財務報告準則第3號修訂本，業務的定義

於二零一八年十月，國際會計準則理事會頒佈國際財務報告準則第3號業務合併-「業務的定義」修訂本。有關修訂包括：

- 澄清業務必須包括至少一項投入及一個實質過程，而合者結合對創造產出的能力有重大貢獻；
- 刪除有關市場參與者是否有能力替換任何缺失的投入或過程並持續製造產出的評估；
- 加入指引及說明性例子以協助實體評估是否已取得實質過程；

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies *(Continued)*

(ii) Amendments to IFRS 3, Definition of a business *(Continued)*

- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs; and

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

These amendments are mandatory for transactions occurring in the first annual reporting period beginning on or after 1 January 2020 and earlier application is permitted. These amendments are expected to primarily impact the accounting by the Group for the acquisition of subsidiaries, in particular where the substance of the acquisition is the purchase of a group of similar assets. The Group has early adopted these amendments, prospectively to transactions for which the acquisition date is on or after 1 January 2019.

1 主要會計政策(續)

(c) 會計政策變動*(續)*

(ii) 國際財務報告準則第3號修訂本，業務的定義*(續)*

- 收窄業務及產出的定義，將重點放在向客戶提供的商品和服務上，並刪除有關降低成本能力的提述；及

- 加入選擇性的集中度測試，簡化所收購的一組活動及資產是否屬於業務的評估。

該等修訂強制應用於二零二零年一月一日或之後開始的首個年度報告期內發生的交易，而且容許提前應用。預期該等修訂主要影響本集團有關收購附屬公司(尤其是當收購的實質為購買一組同類資產時)的會計處理。本集團已提前採納該等修訂，採用未來適用法用於收購日期為二零一九年一月一日或之後的交易。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Subsidiaries and non-controlling interests

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

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

1 主要會計政策(續)

(d) 附屬公司及非控股權益

附屬公司指本集團控制的實體。倘本集團因參與實體而面對回報有所不同的風險或有權享有回報，並且有能力透過其權力影響實體的該等回報，則本集團控制該實體。於評估本集團是否有權力時，僅考慮(由本集團及其他方持有的)實質權利。

於附屬公司的投資自控制權開始之日至控制權終止當日計入綜合財務報表內。集團內公司間結餘、交易及集團內公司間交易所產生現金流量及任何未變現溢利，在編製綜合財務報表時予以全數對銷。集團內公司間交易所產生的未變現虧損則僅在並無出現減值證據的情況下按與對銷未變現收益相同的方法對銷。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Subsidiaries and non-controlling interests *(Continued)*

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

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (note 1(n)(ii)).

1 主要會計政策(續)

(d) 附屬公司及非控股權益*(續)*

非控股權益指並非由本公司直接或間接應佔附屬公司的權益，而本集團並未與該等權益的持有人協定任何附加條款，以使本集團整體上對該等權益產生符合金融負債定義的合約責任。就每項業務合併而言，本集團可選擇以公平值或按非控股權益分佔附屬公司可識別資產淨值的份額計量任何非控股權益。

非控股權益在綜合財務狀況表的權益中呈列，獨立於本公司權益股東應佔權益。非控股權益應佔本集團業績於綜合損益及其他全面收益表賬面呈列，作為年內損益總額及全面收益總額在非控股權益與本公司權益股東之間的分配結果。

於本公司的財務狀況表中，於附屬公司的投資按成本減減值虧損(附註1(n)(ii))列賬。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(n)(ii)). Any acquisition date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

1 主要會計政策(續)

(e) 聯營公司

聯營公司是指本集團或本公司可以對其發揮重大影響力但並非控制或共同控制其管理(包括參與財務及經營決策)之實體。

於聯營公司的投資，除已歸類為持作出售(或計入歸為持作出售之出售組別內)外，乃按權益法於綜合財務報表入賬。根據權益法，該項投資初步以成本入賬，並就本集團分佔該投資對象可識別資產淨值的收購日期公平值超出投資成本(如有)的差額作出調整。投資成本包括購買價、收購該投資的直接應佔其他成本，及構成本集團權益投資一部份的於該聯營公司的任何直接投資。其後該項投資因應本集團在收購後應佔該投資對象資產淨值的變動及任何投資相關的減值虧損而作出調整(見附註1(n)(ii))。於收購日超出成本的任何差額、本集團應佔該投資對象收購後的除稅後業績及年內任何減值虧損均在綜合損益表內確認，而本集團應佔該投資對象收購後的其他全面收益的除稅後項目，則在綜合損益及其他全面收益表內確認。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Goodwill

Goodwill represents the excess of:

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(n)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

1 主要會計政策(續)

(f) 商譽

商譽指：

(i) 已轉讓代價之公平值、被收購方任何非控股權益之金額及本集團先前所持被收購方股權之公平值之總和；超出

(ii) 於收購日期所計量被收購方可識別資產及負債之公平值淨值的部分。

如(ii)項之金額大於(i)項，則有關差額即時於損益中確認為議價購買之收益。

商譽按成本減累計減值虧損列賬。業務合併產生之商譽被分配至各個現金產生單位或各組現金產生單位(預期會產生合併協同效益)，並須每年作減值測試(見附註1(n)(ii))。

年內出售單一現金產生單位時，任何購入商譽之應佔金額於計算出售之損益時計入在內。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries and an associate, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 27(e). These investments are subsequently accounted for as follows, depending on their classification.

Investments other than equity investments

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

– amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 1(x)(ii)).

1 主要會計政策(續)

(g) 其他債務及股本證券投資

本集團於債務及股本證券投資(於附屬公司及聯營公司的投資除外)政策載列於下文。

本集團在承諾購入／出售投資當日確認／終止確認債務及股本證券投資。投資初步按公平值加直接應佔交易成本列報，惟按公平值計入損益(按公平值計入損益)列賬之投資除外，該等投資之交易成本直接於損益內確認。有關本集團釐定金融工具公平值的方法的解釋，見附註27(e)。該等投資隨後根據其分類按以下方法入賬。

於股本投資以外的投資

本集團持有的非股本投資歸入以下其中一個計量類別：

– 按攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為支付本金及利息。投資所得利息收入乃使用實際利率法計算(見附註1(x)(ii))。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Other investments in debt and equity securities *(Continued)*

Investments other than equity investments *(Continued)*

– fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

– fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

1 主要會計政策(續)

(g) 其他債務及股本證券投資*(續)*

於股本投資以外的投資*(續)*

– 按公平值計入其他全面收益(按公平值計入其他全面收益)(可劃轉)，倘投資的合約現金流量僅包括本金及利息付款，且投資乃於其目的為同時收取合約現金流量及出售的業務模式中持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入(使用實際利率法計算)及匯兑收益及虧損於損益確認。當投資被取消確認，於其他全面收益累計的金額從權益劃轉至損益。

– 按公平值計入損益(按公平值計入損益)，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益(可劃轉)的標準。投資的公平值變動(包括利息)於損益確認。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Other investments in debt and equity securities *(Continued)*

Equity investments

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

1 主要會計政策(續)

(g) 其他債務及股本證券投資 *(續)*

股本投資

於股本證券的投資分類為按公平值計入損益，除非股本投資並非持作買賣用途，且於初次確認投資時，本集團選擇指定投資為按公平值計入其他全面收益(不可劃轉)，以致公平值的後續變動於其他全面收益確認。有關選擇乃按工具個別作出，惟僅當發行人認為投資符合權益定義時方可作出。於作出有關選擇後，於其他全面收益累計的金額繼續保留於公平值儲備(不可劃轉)，直至投資被出售為止。出售時，於公平值儲備(不可劃轉)累計的金額轉撥至保留盈利，而非透過損益賬劃轉。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Investment property

Investment properties are buildings and land which are owned or held under a leasehold interest (see note 1(m)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are measured initially at cost. The cost of purchased investment properties comprises their purchases price and any direct attributable expenditures. Investment properties are accounted for using the cost model and stated in the statement of financial position at cost less accumulated depreciation and impairment loss (see note 1(n)(ii)). The cost of investment properties, less their estimated residual value and accumulated impairment loss, is depreciated using the straight-line method over its estimated useful life as follow:

• Interests in leasehold land	remaining term of the lease
• buildings	20 years

Rental income from investment properties is accounted for as described in note 1(x)(v).

1 主要會計政策(續)

(h) 投資物業

投資物業乃為賺取租金收入及／或為資本升值而根據租賃權益(見附註1(m))而擁有或持有的樓宇及土地。投資物業包括為目前尚未確定的未來用途而持有的土地，以及為未來投資物業用途而正在施工或發展的物業。

投資物業初步以成本計量。已購買投資物業的成本包括其購買價及任何直接應佔開支。投資物業使用成本模型入賬，並於財務狀況表內按成本減累計折舊及減值虧損列賬(見附註1(n)(ii))。投資物業成本減估計剩餘價值及累計減值虧損使用直線法於其估計可使用年期(如下所述)內折舊：

• 租賃土地權益	租賃剩餘租期
• 樓宇	20年

投資物業的租金開支乃按附註1(x)(v)所述入賬。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedge the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

(j) Other property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (note 1(n)(ii)):

- buildings, including buildings held for own use which are situated on leasehold land classified as held under operating leases (see note1(k)) and right-of-use assets arising from leases of underlying building (see note1(m)); and
- other items of plant and equipment.

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

No depreciation is provided in respect of construction in progress.

1 主要會計政策(續)

(i) 衍生金融工具

衍生金融工具初步按公平值確認。於各報告期末，公平值會重新計量。重新計量公平值產生的盈虧即時於損益中重新確認，惟符合現金流量對沖會計處理或對沖海外業務淨投資的衍生工具於重新計量時所得盈虧之確認則須視乎所對沖項目之性質而定。

(j) 其他物業、廠房及設備

以下物業、廠房及設備項目按成本減去累計折舊及減值虧損(附註1(n)(ii))列賬：

- 樓宇(包括持作自用之樓宇(位於分類為經營租賃下持有之租賃土地上(見附註1(k)))及產生自相關樓宇的租賃的使用權資產(見附註1(m))；及
- 其他廠房及設備項目。

自建物業、廠房及設備項目的成本包括物料成本、直接勞工成本，及如適用，初步估計拆卸及搬遷項目以及恢復項目所在地原貌的成本，以及適當比例的生產經常費用及借款成本(附註1(z))。

概無就在建工程計提任何折舊。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Other property, plant and equipment *(Continued)*

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

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

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

– Leasehold land and buildings	Remaining term of the lease
– Leasehold improvements	Shorter of 3 – 5 years or remaining term of the lease
– Plant and machinery	5 – 10 years
– Motor vehicles	4 – 5 years
– Furniture, fixtures and equipment	3 – 5 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

1 主要會計政策(續)

(j) 其他物業、廠房及設備*(續)*

報廢或出售物業、廠房及設備項目所產生的收益或虧損以該項目的出售所得款項淨額與其賬面值之間的差額釐定，並於報廢或出售當日在損益內確認。

物業、廠房及設備項目的折舊按下列估計可使用年期，以直線法撇銷其成本減其估計剩餘價值(如有)計算：

- 位於租賃土地上的樓宇按未屆滿租期及其估計可使用年期(即不超過完工日期後50年)(以較短者為準)折舊。

– 租賃土地及樓宇	租賃剩餘租期
– 租賃物業裝修	3至5年或租賃尚餘期限的較短者
– 廠房及機器	5至10年
– 汽車	4至5年
– 傢俬、裝置及設備	3至5年

資產的可使用年期及其剩餘價值(如有)均於每年進行審閱。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Interests in leasehold land held for own use under operating leases

Interests in leasehold land held for own use under operating leases represent cost of acquiring land use rights paid to the PRC's governmental authorities. Land use rights are stated at cost less accumulated amortisation and impairment losses (see note 1(n)(ii)). Amortisation is charged to profit or loss on a straight-line basis over the period of the lease term of the right which is 41-48 years.

(l) Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (note 1(n)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Computer software	5-10 years
Distribution network and trademark	20 years

1 主要會計政策(續)

(k) 經營租賃下持作自用之租賃土地之權益

經營租賃下持作自用之租賃土地之權益指支付予中國政府機構之收購土地使用權之成本。土地使用權按成本減累計攤銷及減值虧損(見附註1(n)(ii))列賬。攤銷於土地使用權租賃期41至48年內以直線法自損益扣除。

(l) 無形資產

本集團購入的無形資產按成本減累計攤銷(如估計可使用年期屬有限)及減值虧損(附註1(n)(ii))列賬。

可使用年期有限的無形資產攤銷於資產的估計可使用年期內以直線法自損益扣除。下列可使用年期有限的無形資產自其可供使用日期起進行攤銷及其估計可使用年期如下:

電腦軟件	5至10年
分銷網絡及商標	20年

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Intangible assets *(Continued)*

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

(m) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

1 主要會計政策(續)

(l) 無形資產*(續)*

攤銷期間及方法均於每年進行審閱。

如無形資產的可使用年期被評估為無限期，則該等無形資產不會被攤銷。有關無形資產的可使用年期為無限期的任何結論，會每年審閱以釐定事件及情況是否繼續支持該資產的無限期可使用年期評估。倘不繼續支持，則可使用年期評估由無限期變為有限期，並自變化的日期根據上述年期有限的無形資產攤銷政策採用未來適用法處理。

(m) 租賃資產

於合約開始時，本集團評估合約是否屬於或包括租賃。倘合約為換取代價而轉移已識別資產在一段期間內的使用控制權，則該合約屬於或包括租賃。倘客戶既有權主導已識別資產的使用又有權從有關使用中獲取絕大部分經濟利益，則表示控制權已經轉移。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Leased assets *(Continued)*

(i) As a lessee

(A) Policy applicable from 1 January 2019

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

1 主要會計政策(續)

(m) 租賃資產(續)

(i) 作為承租人

(A) 自二零一九年一月一日起適用的政策

於租賃開始日期,本集團確認使用權資產及租賃負債,惟租期為十二個月或以下的短期租賃及低價值資產(就本集團而言主要為筆記本電腦及辦公室傢具)的租賃除外。倘本集團就低價值資產訂立租賃,則本集團決定是否要將資產按個別情況資本化。與未資本化的租賃相關的租賃付款於租期內有系統地確認為開支。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(A) Policy applicable from 1 January 2019 *(Continued)*

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

1 主要會計政策(續)

(m) 租賃資產*(續)*

(i) 作為承租人*(續)*

(A) 自二零一九年一月一日起適用的政策*(續)*

倘租賃已資本化，則租賃負債初步按租賃期內應付租賃款項的現值確認，並使用租賃隱含的利率或(倘該利率難以釐定)相關增量借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則使用實際利率法計算。並非視乎指數或利率而定的可變租賃付款不計入租賃負債的計量，因此可變租賃付款於其產生的會計期間內在損益中扣除。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(A) Policy applicable from 1 January 2019 *(Continued)*

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(j) and 1(n)(ii)).

1 主要會計政策(續)

(m) 租賃資產*(續)*

(i) 作為承租人*(續)*

(A) 自二零一九年一月一日起適用的政策*(續)*

於租賃資本化時確認的使用權資產初步按成本計量，其中包括租賃負債的初始金額加上於開始日期或之前作出的任何租賃付款以及已產生的任何初始直接成本。於適用情況下，使用權資產的成本亦包括為拆卸並移除相關資產或復修相關資產或該資產所在地點的估計成本，並貼現至其現值再減去任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬(見附註1(j)及1(n)(ii))。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(A) Policy applicable from 1 January 2019 *(Continued)*

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'other property, plant and equipment' and presents lease liabilities separately in the statement of financial position.

1 主要會計政策(續)

(m) 租賃資產*(續)*

(i) 作為承租人*(續)*

(A) 自二零一九年一月一日起適用的政策*(續)*

倘指數或利率有變導致未來租賃付款有變，或本集團預期根據剩餘價值擔保應付的估計金額有變，或因重新評估本集團是否將合理確定行使購買、延期或終止選擇權而引起變動，則重新計量租賃負債。倘在此等情況下重新計量租賃負債，則應對使用權資產的賬面值作相應調整，或倘使用權資產的賬面值已調減至零，則相應調整於損益入賬。

本集團將不符合投資物業定義的使用權資產呈列為「其他物業、廠房及設備」並在財務狀況表內單獨呈列租賃負債。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Leased assets *(Continued)*

(i) As a lessee *(Continued)*

(B) Policy applicable prior to 1 January 2019

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

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

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

1 主要會計政策(續)

(m) 租賃資產*(續)*

(i) 作為承租人*(續)*

(B) 二零一九年一月一日前適用的政策

於比較期內，絕大部分與所有權有關的風險及回報並無轉移至本集團的租賃乃分類為經營租賃。

在本集團使用根據經營租賃持有的資產時，根據租賃作出的付款在租期所涵蓋的會計期間內在損益內等額分期扣除，除非有更具代表性的基準衡量從租賃資產獲取利益的模式。已收取的租賃優惠在損益內確認為已作出的租賃付款淨值總額的組成部分。或有租金將於其產生的會計期間自損益扣除。

(ii) 作為出租人

在本集團為出租人的情況下，本集團於租賃開始時釐定各項租賃屬於融資租賃抑或經營租賃。倘租賃將絕大部分附帶於相關資產所有權的風險及回報轉移至承租人，則分類為融資租賃。倘並非如此，則有關租賃分類為經營租賃。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets

(i) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loans to associates);
- debt securities measured at FVOCI (recycling); and
- lease receivables.

Other financial assets measured at fair value, including units in bond funds, equity securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

1 主要會計政策(續)

(n) 信貸虧損及資產減值

(i) 金融工具、合約資產及租賃應收款項之信貸虧損

本集團就下列各項的預期信貸虧損確認虧損撥備：

- 按攤銷成本計量的金融資產(包括現金及現金等價物、貿易及其他應收款項以及向聯營公司提供貸款)；
- 按公平值計入其他全面收益計量的債務證券(可劃轉)；及
- 租賃應收款項。

以公平值計量的其他金融資產，包括債券基金單位、按公平值計入損益計量的股本證券、指定按公平值計入其他全面收益的股權證券(不可劃轉)及衍生金融資產，均不受限於預期信貸虧損的評估。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

預期信貸虧損計量

預期信貸虧損乃以概率加權估計的信貸虧損。信貸虧損以所有預期現金短缺(即根據合約應付予本集團的現金流量及本集團預期收取的現金流量之間的差額)的現值計量。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurement of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

倘貼現影響屬重大，預期短缺現金將使用以下貼現率貼現：

- 固定利率金融資產、貿易及其他應收款項及合約資產：初始確認釐定時的實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；
- 租賃應收款項須統詞：管理應收租賃款項管理中使用的折現率。

於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

在計量預期信貸虧損時，本集團考慮合理及有理據而毋須付出不必要的成本或努力獲得的資料。這包括過去事件、當前狀況和未來經濟狀況預測等資料。

預期信貸虧損基於下列其中一個基準計量：

- 12個月預期信貸虧損：預期於報告日期後12個月內可能發生的違約事件而導致的虧損；及
- 整個存續期的預期信貸虧損：預期於採用預期信貸虧損模式的項目在預期年限內所有可能發生的違約事件而導致的虧損。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Loss allowances for trade receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments (including loan commitments issued), the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

貿易應收款項、租賃應收款項及合約資產的虧損撥備一般乃按等同於整個存續期的預期信貸虧損的金額計量。這些金融資產的預期信貸虧損是利用基於本集團過往信貸虧損經驗的撥備矩陣進行估算，並按於報告日期債務人的個別因素及對當前及預測整體經濟狀況的評估進行調整。

對於所有其他金融工具(包括已發行的貸款承諾)，集團確認相當於12個月預期信貸虧損的虧損撥備，除非自初始確認以來金融工具的信用風險顯著增加，在這種情況下，虧損撥備計量等於整個存續期的預期信貸虧損的金額。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 180 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

信貸風險大幅上升

評估金融工具(包括貸款承諾)的信貸風險自初始確認以來有否大幅上升時,本集團會比較於報告日期及於初始確認日期評估的金融工具發生違約的風險。作出該重新評估時,本集團認為,倘(i)借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸承擔;或(ii)金融資產已逾期180日,則發生違約事件。本集團會考慮合理可靠的定量及定性資料,包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due date;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

具體而言，評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸測評的實際或預期顯著惡化(如有)；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對集團責任的能力有重大不利影響。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

取決於金融工具的性質，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初始確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益中確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整，惟於按公平值計入其他全面收益計量(可劃轉)之債務證券之投資除外。有關投資之虧損撥備於其他全面收益內確認並於公平值儲備中累計(可劃轉)。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Basis of calculation of interest income

Interest income recognised in accordance with note 1(x)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

計算利息收益的基準

根據附註1(x)(ii)確認的利息收入乃根據金融資產之總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入乃根據金融資產之攤銷成本(即總賬面值減虧損撥備)計算。

於各報告日期，集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人有重大財務困難；
- 違約，例如拖欠或未能償還利息或本金；
- 借款人可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境出現重大變動而對債務人造成不利影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments, contract assets and lease receivables *(Continued)*

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(i) 金融工具、合約資產及租賃應收款項之信貸虧損*(續)*

撇銷政策

若日後實際上不可收回款項,則會撇銷(部分或全部)金融資產、租賃應收款項或合約資產的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益內確認為減值撥回。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- investment property;
- other property, plant and equipment, including right-of-use assets;
- pre-paid interests in leasehold land classified as being held under an operating lease;
- intangible assets;
- goodwill; and
- investments in subsidiaries and associate in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(ii) 其他非流動資產減值

本集團會於各報告期結束時檢討內部及外部資料來源，以確定下列資產是否減值(商譽除外)，或過往確認的減值虧損是否不再存在或已經減少：

- 投資物業；
- 其他物業、廠房及設備(包括使用權資產)；
- 分類為經營租賃下持有之租賃土地之預付權益；
- 無形資產；
- 商譽；及
- 本公司財務狀況表項下於附屬公司及聯營公司的投資。

倘存在任何有關跡象，則會估計資產的可收回金額。此外，就商譽、未可使用的無形資產及可使用年期為無限的無形資產而言，不論是否存在任何減值跡象，均會每年估計其可回收金額。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(ii) Impairment of other non-current assets *(Continued)*

Calculation of recoverable amount

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

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(ii) 其他非流動資產減值*(續)*

計算可收回金額

資產的可收回金額為其公平值減出售成本與使用價值之間的較高者。於評估使用價值時,估計未來現金流量乃按能反映現時市場對貨幣時間價值及資產特定風險的評估的稅前貼現率貼現至其現值。倘資產所產生現金流入大致上不能獨立於其他資產所產生的現金流入,則就能獨立產生現金流入的最小資產組別(即現金產生單位)釐定可收回金額。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(ii) Impairment of other non-current assets *(Continued)*

– Recognition of impairment losses

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

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(ii) 其他非流動資產減值*(續)*

– 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過可收回金額，則於損益確認減值虧損。分配就現金產生單位確認的減值虧損時，首先削減該現金產生單位(或該組單位)所獲分配之任何商譽的賬面值，其後按比例削減該單位(或該組單位)內其他資產的賬面值，惟資產的賬面值不會減至低於其公平值扣減出售成本(如能計量)或使用價值(如能釐定)。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(ii) Impairment of other non-current assets *(Continued)*

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(ii) 其他非流動資產減值*(續)*

– 減值虧損撥回

就商譽以外的資產而言，倘用以釐定可收回金額的估計出現有利變動，有關減值虧損將予撥回；但商譽的減值虧損不會撥回。

撥回的減值虧損以在過往年度並無確認減值虧損的情況下原應釐定的資產賬面值為限。撥回的減值虧損乃於確認撥回的年度內計入損益。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Credit losses and impairment of assets *(Continued)*

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(n)(i)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

1 主要會計政策(續)

(n) 信貸虧損及資產減值*(續)*

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須根據國際會計報告準則第34號中期財務報告，就財政年度首六個月編製中期財務報告。於中期期末，本集團應用的減值測試、確認及撥回標準與其將於財政年度末所應用者相同(見附註1(n)(i))。

在中期期間就商譽所確認之減值虧損不會在其後期間撥回。即使僅在該中期所屬的財政年度終結時才評估減值並確認沒有虧損或所確認的虧損較少，也不會撥回減值虧損。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Inventories

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

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

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

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

1 主要會計政策(續)

(o) 存貨

存貨以成本及可變現淨值兩者中的較低者入賬。

成本乃使用加權平均成本公式計算，並包括所有採購成本、轉換成本及將存貨運至現址及使其達至現時狀況所產生的其他成本。

可變現淨值乃於日常業務過程中的估計售價，減去估計完成的成本及進行銷售所需的估計成本。

於出售存貨時，該等存貨的賬面值在相關收入確認的期間確認為開支。存貨撇減至可變現淨值的金額及存貨的所有虧損在撇減或出現虧損的期間確認為開支。存貨的任何撇減撥回金額確認為存貨金額的減少，並於撥回發生期間確認為開支。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(x)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(q)).

(q) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(n)(i)).

1 主要會計政策(續)

(p) 合約負債

合約負債乃於客戶在本集團確認相關收益前支付代價時確認(見附註1(x))。倘本集團於本集團確認相關收益前有無條件接納代價的權利，則合約負債亦將予以確認。於此情況下，相應的應收款項亦將予以確認(見附註1(q))。

(q) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。

應收款項以實際利率法減信貸虧損撥備按攤銷成本列賬(見附註1(n)(i))。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(z)).

(s) Trade and other payables

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

(t) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance, with policy set out in note 1(n)(i).

1 主要會計政策(續)

(r) 計息借款

計息借款初始按公平值減交易成本計量，於初始確認，計息借款乃使用實際利率法按攤銷成本呈列。利息收入乃根據本集團借款成本的會計政策確認(見附註1(z))。

(s) 貿易及其他應付款項

貿易及其他應付款項初始按公平值確認，其後按攤銷成本列賬，除非貼現的影響並不重大，在此情況下則按成本列賬。

(t) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、銀行及其他金融機構的活期存款，以及可隨時兑換為已知數額現金的短期高流動性投資，該等投資所面對的價值變動風險並不重大，並於購入起計三個月內到期。現金及現金等價物乃根據附註1(n)(i)所載的政策評估預期信貸虧損。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

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

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the People's Republic of China (the "PRC") are recognised as an expense in profit or loss as incurred.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

1 主要會計政策(續)

(u) 僱員福利

(i) 短期僱員福利及界定供款退休計劃的供款

薪金、年度花紅、有薪年假、界定供款退休計劃供款以及非貨幣性福利成本均在僱員提供相關服務的年度內計算。倘付款或結算遭遞延，且影響重大，則該等金額按其現值列賬。

根據中華人民共和國(「中國」)有關勞工規則及法規向當地適當界定供款退休計劃作出的供款於產生期間在損益內確認為開支。

(ii) 以股份為基礎付款

授予僱員購股權之公平值確認為僱員成本，相應的增加會於權益項下資本儲備反映。公平值在授出日期採用二項式期權定價模式，並計及授出購股權之條款及條件計量。倘僱員須符合歸屬條件方可無條件享有購股權，則購股權之估計總公平值會於考慮購股權將歸屬之可能性後在歸屬期內分攤。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Employee benefits *(Continued)*

(ii) Share-based payments *(Continued)*

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

1 主要會計政策(續)

(u) 僱員福利(續)

(ii) 以股份為基礎付款(續)

於歸屬期內,本公司會檢討預期歸屬的購股權數目。所導致於過往年度確認累計公平值的任何調整乃扣自/計入有關檢討年度的損益,除非原有的僱員支出符合確認為資產的資格而資本儲備作出相應調整則作別論。於歸屬日,本公司調整確認為一項支出的款額,以反映歸屬的實際購股權數目(連同資本儲備的相應調整),惟倘沒收僅因未達致與本公司股份的市價有關的歸屬條件則除外。股權款額乃於資本儲備中確認,直至購股權獲行使(當其計入就已發行股份於股本確認的金額時)或購股權屆滿(當其直接轉出至保留溢利時)為止。

(iii) 辭退福利

辭退福利乃於以下之較早者確認:當本集團不再可以撤回該等福利之提供時與當其確認涉及辭退福利付款的重組成本時。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Income tax

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

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

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

1 主要會計政策(續)

(v) 所得稅

年內所得稅包括即期稅項及遞延稅項資產與負債的變動。即期稅項及遞延稅項資產與負債的變動均在損益內確認，惟倘與於其他全面收益或直接於權益中確認的項目有關，則有關稅項金額分別於其他全面收益或直接於權益中確認。

即期稅項為年內應課稅收入的預期應付稅項，採用於報告期結束時已頒佈或實質已頒佈的稅率計算，以及就過往年度應付稅項作出的任何調整。

遞延稅項資產及負債分別由可扣減及應課稅暫時性差額所產生，暫時性差額即資產及負債就財務報告而言的賬面值與其稅基兩者之間的差額。遞延稅項資產亦會因未動用稅項虧損及未動用稅項抵免而產生。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Income tax *(Continued)*

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

1 主要會計政策(續)

(v) 所得税*(續)*

除若干有限例外情況，所有遞延税項負債及所有遞延税項資產均於日後可能有應課税溢利用以抵銷可動用資產時確認。可支持確認產生自可扣減暫時性差額的遞延税項資產的日後應課税溢利包括該等將產生自撥回現有應課税暫時性差額的數額，惟該等差額須與相同税務機關及相同應課税實體有關，並預期於撥回可扣減暫時性差額的同一期間或產生自遞延税項資產的税項虧損可承後或承前結轉的期間撥回。在釐定現有應課税暫時性差額是否支持確認由未動用税項虧損及抵免產生的遞延税項資產時採用相同的標準，即倘該等暫時性差額與相同税務機關及相同應課税實體有關，且預期在可動用税項虧損或抵免期間內撥回則會計入該等暫時性差額。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Income tax *(Continued)*

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

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

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

1 主要會計政策(續)

(v) 所得稅*(續)*

已確認的遞延稅項金額乃按資產及負債賬面值的預期變現或清償方式，使用於報告期結束時已頒佈或實質已頒佈的稅率計量。遞延稅項資產及負債並無貼現。

遞延稅項資產的賬面值會於各報告期結束時審閱，並減至不再可能有足夠應課稅溢利以利用有關稅務優惠時為止。任何減幅會於可能有足夠應課稅溢利時撥回。

當確認派付相關股息之負債時，源於派息之額外所得稅乃予確認。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Income tax *(Continued)*

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

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

1 主要會計政策(續)

(v) 所得税*(續)*

即期税項結餘及遞延税項結餘及其變動會分開列示，並不予抵銷。即期税項資產與即期税項負債，以及遞延税項資產與遞延税項負債只會在本集團有合法可執行權利以即期税項資產抵銷即期税項負債，並在符合下列附加條件的情況下，才可互相抵銷：

- 倘屬即期税項資產及負債，本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或
- 倘屬遞延税項資產及負債，該資產及負債須與相同税務機關就以下其中一項徵收的所得税有關：
  - 相同應課税實體；或
  - 不同應課税實體，計劃在預期有重大金額的遞延税項負債或資產須予清償或收回的每個未來期間，按淨額基準變現即期税項資產及清償即期税項負債，或同時變現即期税項資產及清償即期税項負債。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(w) Provisions and contingent liabilities

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

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

(x) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of Group's assets under leases in the ordinary course of the Group's business.

1 主要會計政策(續)

(w) 撥備及或有負債

倘本集團或本公司因過去事項須承擔法律或推定責任，而履行該責任很可能須付出經濟效益及能夠作出可靠估計時，為未確定時間或金額的其他負債計提撥備。倘貨幣時間值重大，則按履行責任預計所需開支的現值計提撥備。

當須付出經濟效益的可能性不大，或其金額未能可靠估計時，便會將該責任披露為或有負債，惟經濟效益流出的可能性極低者除外。倘可能責任僅視乎一項或多項未來事項是否發生才能確定是否存在，亦會披露為或有負債，惟經濟效益流出的可能性極低者除外。

(x) 收益及其他收入

本集團將其日常業務過程中源自銷售貨品、提供服務或租賃項下讓渡本集團資產使用權的收入分類為收入。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Revenue and other income

(Continued)

Revenue is recognised when control over a product or service is transferred to the customers, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Further details of the Group's revenue and other income recognition polices are as follows:

(i) Sale of goods

Revenue is recognised when the customer accepts and takes the control of the products. Revenue represented the sales value of goods sold less returns, discounts, rebates and value added tax ("VAT").

In the comparative period, revenue from sales of goods was recognised when the customer had accepted the related risks and rewards of ownership.

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(n)(i)).

1 主要會計政策(續)

(x) 收益及其他收入*(續)*

當產品或服務的控制權按本集團預期有權獲取的承諾代價數額(不包括代表第三方收取的金額)轉移至客戶或承租人有權動用資產時，收入予以確認。收入不包括增值税或其他銷售税，並經扣除任何貿易折扣。

有關本集團收益及其他收入確認政策的進一步詳情載列如下：

(i) 銷售貨品

收益在客戶取得並控制產品時確認。收益指已售貨品的銷售價值，扣除退貨、折扣、回扣及增值税(「增值税」)。

於比較期間，銷售貨品的收益於客戶承擔所有權的相關風險及收益時確認。

(ii) 利息收入

利息收入於產生時以實際利率法確認。就按攤銷成本計量或按公平值計入其他綜合收益(可劃轉)且並無出現信貸減值的金融資產而言，則資產的總賬面值以實際利率適用。就出現信貸減值的金融資產而言，實際利率應用於資產的攤銷成本(即扣除虧損撥備的總賬面值)(見附註1(n)(i))。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Revenue and other income *(Continued)*

(iii) E-commerce service income

E-commerce service income is recognised when the consigned goods from distributors sold through the Group's online shops are took possession and accepted by end customers.

(iv) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same year in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful lives of the asset by way of reduced depreciation expense.

Unconditional discretionary government grants from the local municipal government authorities are recognised in the profit or loss as other revenue when there is reasonable assurance that they will be received.

1 主要會計政策(續)

(x) 收益及其他收入*(續)*

(iii) 電子商務服務收入

電子商務服務收入於分銷商透過本集團的網店出售的代銷貨品由終端客戶取得並或其接納時予以確認。

(iv) 政府補助

政府補助將於收到合理保證及本集團將符合附帶條件時，初步於財務狀況表確認。補償本集團所產生開支的補助，於產生開支的相同年度按系統基準在損益內確認為收益。補償本集團一項資產成本的補助會於資產的賬面值中扣減，然後於資產的可使用年期內採用降低折舊費用法於損益內確認。

來自當地市政府機關無條件的政府酌情補助乃於有合理理由認為會取得有關款項時在損益中確認為其他收益。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Revenue and other income *(Continued)*

(v) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

(y) Translation of foreign currencies

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

1 主要會計政策(續)

(x) 收益及其他收入*(續)*

(v) 經營租賃租金收入

經營租賃項下之應收租金收入乃於租賃期涵蓋之期間內以等額分期方式於損益確認，惟倘有其他基準更能代表使用租賃資產所得利益之模式則除外。

(y) 外幣換算

年內，外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債則按報告期結束時的匯率換算。匯兑收益及虧損於損益中確認。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(y) Translation of foreign currencies *(Continued)*

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated, of fair value are translated using the foreign exchange rates ruling of dates, the fair value was measured.

The results of operations outside mainland China are translated into Renminbi at the average exchange rates for the year which approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi at the closing foreign exchange rates ruling at the end of reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation outside mainland China, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

1 主要會計政策(續)

(y) 外幣換算*(續)*

以外幣按歷史成本計算的非貨幣資產及負債採用交易日的匯率換算。交易日期為公司初始確認有關非貨幣資產或負債的日期。按公平值呈列的以外幣計值的非貨幣資產及負債乃使用計量公平值當日通行的匯率進行換算的公平值呈列。

中國內地境外業務的業績按年內與交易日匯率相若的平均匯率換算為人民幣。財務狀況表內的項目按報告期結束時的收市匯率換算為人民幣。由此產生的匯兑差額於其他全面收益內確認並單獨於匯兑儲備權益中累積。

於出售中國內地境外的業務時，與該海外業務相關的累計匯兑差額在出售損益獲確認時由權益重新分類至損益。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(z) Borrowing costs

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

(aa) Research and development

Expenditure on research activities is recognised as an expense in the year in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised as an expense in the year which it is incurred.

1 主要會計政策(續)

(z) 借款成本

收購、建造或生產需要長時間方可投入擬定用途或銷售的資產直接應佔的借款成本，將予資本化為該資產成本的一部分。其他借款成本則於產生期間支銷。

(aa) 研發

研究活動產生的開支在其產生年度確認為支出。如果某項產品或程序在技術和商業上可行，而且本集團有充足的資源及有意完成開發工作，開發活動的開支便會予以資本化。資本化開支包括物料成本、直接勞工成本及適當比例的經常費用。其他開發開支則在其產生年度確認為支出。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(bb) Related parties

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

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

(ii) has significant influence over the Group; or

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

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

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

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

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

1 主要會計政策(續)

(bb) 關聯方

(a) 倘屬以下人士，即該人士或該人士的近親與本集團有關聯：

(i) 控制或共同控制本集團；

(ii) 對本集團有重大影響力；或

(iii) 為本集團或本集團母公司的主要管理層成員。

(b) 倘符合下列任何條件，即實體與本集團有關聯：

(i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。

(ii) 一間實體為另一間實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。

(iii) 兩間實體均為同一第三方的合營企業。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(bb) Related parties *(Continued)*

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

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

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

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

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

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

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

1 主要會計政策(續)

(bb) 關聯方*(續)*

(b) 倘符合下列任何條件，即實體與本集團有關聯：*(續)*

(iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

(v) 實體為本集團或與本集團有關聯的實體就僱員利益設立的離職福利計劃。

(vi) 實體受(a)所識別人士控制或共同控制。

(vii) (a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

(viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

一名人士的近親是指與該實體交易時預期可影響該人士或受該人士影響的家庭成員。

1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(cc) Segment reporting

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

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

The Group operates in a single segment of sale of menswear goods. Accordingly, no segmental analysis is presented.

1 主要會計政策(續)

(cc) 分部報告

於財務報表之營運分部及各分部項目之金額乃於財務報表中確認，並定期向本集團最高行政管理層提供以分配資源及評估本集團各業務類別及地域位置之表現。

個別重大營運分部不會因財務報告而綜合入賬，惟各分部具有類似的經濟性質，以及產品與服務的性質、生產過程的性質、客戶類型或級別、分銷產品或提供服務所採用方法及監管環境的性質相似的情況除外。個別不屬重大的營運分部如符合絕大部分該等標準，則可綜合入賬。

本集團經營單一分部男裝貨品銷售。因此，並無呈列分部分析。

2 REVENUE

The principal activities of the Group are the sale of menswear and related accessories in the People's Republic of China (the "PRC"). Revenue represents the sales value of goods sold less returns, discounts and value added taxes.

Disaggregation of revenue by sales channels is as follows:

2 收益

本集團之主要活動為於中華人民共和國(「中國」)銷售男裝及相關飾品。收益指貨品的銷售價值減去退貨、折讓及增值稅。

按銷售渠道區分的收益:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Online shops	線上店鋪	**481,545**	430,481
Offline shops	線下店鋪		
Wholesales	批發	**286,939**	309,812
Consignment	代銷	**506,482**	535,853
Self-owned	自營	**–**	1,431
		793,421	847,096
Less: Products repurchased for consignment business	減:為代銷業務購回產品	**–**	(4,104)
Net Revenue	淨收益	**1,274,966**	1,273,473

During the year ended 31 December 2019, no single customer contributed to 10% or more of the Group's revenue (2018: two). The amount of sales to these customers during the year ended 31 December 2018 was RMB269,814,000. Details of concentrations of credit risk arising from these customers are set out in note 27(a).

截至二零一九年十二月三十一日止年度,概無單一客戶佔本集團收益10%或以上(二零一八年:兩名)。截至二零一八年十二月三十一日止年度向該等客戶的銷售額為人民幣269,814,000元。有關該等客戶所產生的集中信貸風險詳情載於附註27(a)。

3 OTHER INCOME 3 其他收入

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interest income	利息收入	**17,968**	14,775
Government grants (i)	政府補助(i)	**45,340**	34,973
Rental income from investment property (ii)	投資物業租金收入(ii)	**7,501**	2,634
Depreciation of investment property	投資物業折舊	**(8,563)**	(1,607)
Net (loss)/gain on sale of promotion and display materials	銷售推廣及展示材料的淨(虧損)／收益	**(957)**	1,084
Net foreign exchange loss	外匯虧損淨額	**(1,995)**	(6,322)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	**81**	1,362
Net fair value gain on financial assets at fair value through profit or loss	按公平值計入損益的金融資產的公平值淨收益	**621**	846
Others	其他	**6,781**	10,355
		66,777	58,100

Notes:

(i) Government grants in the years ended 31 December 2018 and 2019 represented unconditional cash awards granted by government authorities.

(ii) The Group leases out investment properties under operating leases. The leases typically run for an initial period of 1 to 5 years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually adjusted every year to reflect market rentals. None of the leases includes variable lease payments.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

附註：

(i) 於截至二零一八年及二零一九年十二月三十一日止年度的政府補助指政府部門授予的無條件現金獎勵。

(ii) 本集團根據經營租賃租出投資物業。租賃一般初步為期1至5年，並可在重新商討所有條款後的日期重續租賃。租賃付款一般每年調整以反映市場租金。概無租賃包括可變動租賃付款。

不可撤銷經營租賃項下未貼現租賃付款將由本集團於以下未來期間收取：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
within 1 year	一年內	**3,494**	3,677
After 1 year but with 5 year	一年後但五年內	**5,755**	11,950
After 5 year	五年後	**–**	–
		9,249	15,627

4 PROFIT BEFORE TAXATION

4 除税前溢利

Profit before taxation is arrived at after charging:

除税前溢利已扣除：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) (附註) RMB'000 人民幣千元
(a) Finance costs	**融資成本**		
Interest on bank borrowings and discounting of bank acceptance bills	銀行借款利息及銀行承兑票據貼現	**21,446**	19,891
Interest on lease liabilities	租賃負債利息	**162**	–
		21,608	19,891

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c)(i).

附註： 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據此方法，比較資料不予重列。見附註1(c)(i)。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(b) Staff costs	**員工成本**		
Salaries, wages and other benefits	薪金、工資及其他福利	**77,368**	73,821
Contributions to defined contribution retirement plans (note 24)	界定供款退休計劃供款(附註24)	**5,834**	5,763
Termination benefits	辭退福利	**3,733**	4,206
Equity settled share-based payment expenses (note 25)	權益結算以股份為基礎的付款開支(附註25)	**1,630**	1,167
		88,565	84,957

4 PROFIT BEFORE TAXATION (Continued) 4 除税前溢利(續)

Profit before taxation is arrived at after charging: 除税前溢利已扣除：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(c) Other items	**其他項目**		
Amortisation	攤銷		
– land lease premium	– 土地租賃費用	**–**	501
– intangible assets	– 無形資產	**6,355**	6,162
Depreciation	折舊		
– owned property, plant and equipment	– 自有物業、廠房及設備	**12,577**	6,519
– investment property	– 投資物業	**8,563**	1,607
– right of use asset (i)	– 使用權資產(i)	**2,896**	–
Impairment loss	減值虧損		
– trade and other receivables	– 貿易及其他應收款項	**319**	661
Inventory write-down	存貨撇減	**37,384**	42,010
Operating lease charges in respect of properties	關於物業的經營租賃費用		
– minimum lease payments	– 最低租賃付款	**–**	9,714
– contingent rentals	– 或有租金	**–**	224
Auditors' remuneration	核數師酬金	**3,567**	3,443
Research and development cost (ii)	研發成本(ii)	**26,737**	24,300
Cost of inventories (iii) (note 16(b))	存貨成本(iii)（附註16(b)）	**752,259**	736,740

4 PROFIT BEFORE TAXATION (Continued)

Profit before taxation is arrived at after charging/(crediting): (Continued)

Notes:

(i) The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 1(c)(i).

(ii) For the year ended 31 December 2019, research and development costs include staff costs of employees in the design, research and development department of RMB11,898,000 (2018: RMB13,407,000) which are included in the staff costs as disclosed in note 4(b).

(iii) Cost of inventories includes carrying amount of inventories sold and write down of inventories.

4 除税前溢利(續)

除税前溢利已扣除／(計入)：(續)

附註：

(i) 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並調整於二零一九年一月一日的期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃的租賃相關的使用權資產。於二零一九年一月一日初步確認使用權資產後，本集團作為承租人須確認使用權資產折舊，而非按先前政策在租賃期內以直線法確認經營租賃項下產生的租金開支。根據此方法，比較資料不予重列。見附註1(c)(i)。

(ii) 截至二零一九年十二月三十一日止年度，研發成本分別包括設計、研究及開發部門僱員的員工成本人民幣11,898,000元(二零一八年：人民幣13,407,000元)，有關金額計入附註4(b)所披露員工成本內。

(iii) 存貨成本包括已售存貨的賬面值及存貨撇減。

5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

5 綜合損益及其他全面收益表中的所得稅

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

(a) 綜合損益及其他全面收益表中的所得稅指：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current tax	**即期稅項**		
PRC Corporate Income Tax (iv)	中國企業所得稅(iv)	**54,978**	84,936
(Over)/under-provision in respect of prior years	過往年度的撥備（超額）／不足	**(101)**	43
Hong Kong Profits Tax (ii)(iii)	香港利得稅(ii)(iii)	**4,722**	28
PRC withholding tax	中國預扣稅		
– dividend (v)	– 股息(v)	**2,500**	8,500
– others	– 其他	**1,035**	1,902
		63,134	95,409
Deferred tax	**遞延稅項**		
Origination and reversal of temporary differences (note 15(b))	產生及撥回暫時性差額（附註15(b)）	**510**	(14,701)
		63,644	80,708

Notes:

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

(ii) For the years ended 31 December 2019 and 2018, the provision for Hong Kong Profits Tax was calculated at 16.5% of the estimated assessable profits for the year.

(iii) The provision for Hong Kong Profits Tax for 2019 is taken into account a reduction granted by the Hong Kong SAR Government of 75% of the tax payable for the year of assessment 2018-19 subject to a maximum reduction of $20,000 for each business (2018: a maximum reduction of $30,000 was granted for the year of assessment 2017-18 and was taken into account in calculating the provision for 2018).

附註：

(i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及法規，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。

(ii) 截至二零一九年及二零一八年十二月三十一日止年度，香港利得稅撥備按年內估計應課稅溢利的16.5%計算。

(iii) 二零一九年香港利得稅撥備計及香港特區政府就二零一八至一九評稅年度授出的減免，即每間企業應付稅項的75%，最高減免20,000港元(二零一八年：就二零一七至一八評稅年度授出最高30,000港元的減免並已在計算二零一八年的撥備時計及)。

5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents: *(Continued)*

Notes: (Continued)

(iv) The statutory income tax rate applicable to the Company's subsidiaries in the mainland China is 25% for the year ended 31 December 2019 (2018: 25%).

(v) According to the Corporate Income Tax Law and its implementation rules, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008. In addition, under the Sino-Hong Kong Double Tax Arrangement and its relevant regulations, a qualified Hong Kong tax resident will be liable for withholding tax at the rate of 5% for dividend income derived from the PRC if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interests of the PRC company. Deferred tax liabilities have been provided for in this regard based on the expected dividends to be distributed from these subsidiaries in the foreseeable future in respect of the profits generated since 1 January 2008. The Group adopted 5% withholding tax rate for the years ended 31 December 2018 and 31 December 2019.

Dividend withholding tax represents tax charged by the PRC tax authority and dividend distributed by the Group and subsidiary in the mainland China during the year.

5 綜合損益及其他全面收益表中的所得税(續)

(a) 綜合損益及其他全面收益表中的所得税指：*(續)*

附註：(續)

(iv) 截至二零一九年十二月三十一日止年度適用於本公司附屬公司之中國大陸法定所得税率為25%(二零一八年：25%)。

(v) 根據企業所得税法及其實施細則，非中國企業居民就自二零零八年一月一日起產生的溢利應收中國企業的股息須按10%的税率繳納預扣税，除非經税收協定或安排削減。此外，根據內地與香港避免雙重徵税安排及其有關法規，倘香港税務居民為「實益擁有人」並持有中國公司的25%或以上的股權，則合資格的香港税務居民將須就於中國產生的股息收入按5%的税率繳納預扣税。已根據該等附屬公司就自二零零八年一月一日起產生的溢利於可預見未來將予分派預期股息就此計提遞延税項負債。本集團已就截至二零一八年十二月三十一日及二零一九年十二月三十一日止年度採納5%的預扣税。

股息預扣税指中國税務機關就本集團及於中國內地的附屬公司年內分派的股息扣除的税項。

5 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

5 綜合損益及其他全面收益表中的所得稅(續)

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

(b) 稅項開支與按適用稅率計算的會計溢利的對賬：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	**221,786**	290,951
Notional tax on profit before taxation, calculated at the standard tax rates applicable to the respective tax jurisdictions	按適用於各稅務權區標準稅率計算的除稅前溢利的名義稅項	**58,046**	72,693
Effect of non-deductible expenses	不可扣稅開支的影響	**2,982**	1,007
Effect of non-taxable income	毋須課稅收入的影響	**(692)**	(642)
Effect of tax losses not recognised	未確認稅項虧損的影響	**864**	3,672
(Over)/under-provision in prior years	過往年度的撥備(超額)／不足	**(101)**	43
PRC dividend withholding tax (Note 15(b))	中國股息預扣稅(附註15(b))	**1,971**	1,748
Other withholding tax	其他預扣稅	**1,035**	1,902
Others	其他	**(461)**	285
Actual tax expense	實際稅項開支	**63,644**	80,708

6 DIRECTORS' EMOLUMENTS

The details of directors' emoluments are disclosed as follows:

6 董事薪酬

董事薪酬詳情披露如下：

		Directors' fee 董事袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Retirement scheme contributions 退休計劃供款 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	Equity-settled share-based payments (note ii) 以股份為基礎的股權結算付款(附註ii) RMB'000 人民幣千元	2019 Total 二零一九年總計 RMB'000 人民幣千元
Executive directors	**執行董事**							
Mr. Ziming Yang	楊紫明先生	720	728	–	26	1,474	–	1,474
Mr. Siu Keung Ng	吳少強先生	249	550	–	36	835	70	905
Mr. Rongqin Ke	柯榕欽先生	167	156	–	23	346	222	568
Independent non-executive directors	**獨立非執行董事**							
Mr. Yung Kwok Tsui	徐容國先生	318	–	–	–	318	–	318
Mr. Honghui Chen	陳宏輝先生	318	–	–	–	318	–	318
Mr. Ming Shu Leung	梁銘樞先生	318	–	–	–	318	–	318
Total	**總計**	2,090	1,434	–	85	3,609	292	3,901

(Expressed in Renminbi unless otherwise indicated)
(除另行指明者外，以人民幣列示)

6 DIRECTORS' EMOLUMENTS (Continued)

6 董事薪酬(續)

		Directors' fee 董事袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Retirement scheme contributions 退休計劃供款 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	Equity-settled share-based payments (note ii) 以股份為基礎的股權結算付款(附註ii) RMB'000 人民幣千元	2018 Total 二零一八年總計 RMB'000 人民幣千元
Executive directors	**執行董事**							
Mr. Ziming Yang	楊紫明先生	–	16	–	25	41	–	41
Mr. Siu Keung Ng	吳少強先生	143	299	–	54	496	37	533
Mr. Rongqin Ke	柯榕欽先生	165	158	–	45	368	153	521
Mr. Qiang Wei (i)	韋強先生(i)	64	56	–	15	135	–	135
Independent non-executive directors	**獨立非執行董事**							
Mr. Yung Kwok Tsui	徐容國先生	307	–	–	–	307	–	307
Mr. Honghui Chen	陳宏輝先生	307	–	–	–	307	–	307
Mr. Ming Shu Leung	梁銘樞先生	307	–	–	–	307	–	307
Total	**總計**	1,293	529	–	139	1,961	190	2,151

Notes:

(i) Mr. Qiang Wei resigned as an executive director with effect from 19 May 2018.

(ii) These represent the estimated value of share options granted to the directors under the Company's share option schemes. The value of these share options is measured according to the Group's accounting policies for share based payment transactions as set out in note 1(u)(ii).

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share Option Schemes" in Report of The Directors and note 25.

附註：

(i) 韋強先生已自二零一八年五月十九日起辭任執行董事。

(ii) 該等金額指根據本公司之購股權計劃向董事授出的購股權的估計價值。該等購股權的價值乃根據附註1(u)(ii)所載本集團就以股份為基礎付款交易的會計政策而計量。

該等實物福利詳情，包括主要條款及所授出購股權數目於董事會報告「購股權計劃」一段及附註25披露。

7 INDIVIDUAL WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2018: two) are directors whose emoluments are disclosed in note 6 above. The aggregate of the emoluments in respect of the remaining individuals are as follows:

7 最高薪酬人士

五名最高薪酬人士中包括兩名董事(二零一八年：兩名)，彼等的薪酬於上文附註6披露。餘下個別人士的薪酬總額如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他薪酬	**3,034**	2,834
Contributions to retirement benefit scheme	退休福利計劃供款	**65**	86
Discretionary bonus	酌情花紅	**–**	–
Equity settled share-based payments	以股份為基礎的股權結算付款	**567**	343
		3,666	3,263

The emoluments of the three (2018: three) individuals with the highest emoluments are within the following bands:

三名(二零一八年：三名)最高薪酬人士的薪酬介乎下列範圍：

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
HK$500,000 to HK$1,000,000	500,000港元至1,000,000港元	**–**	1
HK$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	**2**	1
HK$1,500,001 to HK$2,000,000	1,500,001港元至2,000,000港元	**1**	1

8 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB157,644,000 (2018: RMB211,888,000) and the weighted average number of 668,593,000 ordinary shares (2018: 668,157,000) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

8 每股盈利

(a) 每股基本盈利

每股基本盈利乃以本公司普通權益持有人應佔溢利人民幣157,644,000元(二零一八年：人民幣211,888,000元)及年內的已發行普通股加權平均數668,593,000股(二零一八年：668,157,000股)為基準計算如下：

普通股加權平均數

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Issued ordinary shares at 1 January	於一月一日的已發行普通股	**668,593**	667,264
Effect of share options exercised (note 26(c)(ii))	行使購股權的影響（附註26(c)(ii)）	**–**	893
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數	**668,593**	668,157

8 EARNINGS PER SHARE (Continued)

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB157,644,000 (2018: RMB211,888,000) and the weighted average number of ordinary shares of 668,593,000 shares (2018: 668,907,000), calculated as follows:

Weighted average number of ordinary shares (diluted)

8 每股盈利(續)

(b) 每股攤薄盈利

每股攤薄盈利乃以本公司普通股權持有人應佔溢利人民幣157,644,000元(二零一八年:人民幣211,888,000元)及普通股加權平均數668,593,000股(二零一八年:668,907,000股)為基準計算如下:

普通股加權平均數(攤薄)

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數	**668,593**	668,157
Effect of deemed issue of shares under the Company's share option scheme for nil consideration (note 25)	視作根據本公司購股權計劃以零代價發行股份的影響(附註25)	**–**	750
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日的普通股加權平均數(攤薄)	**668,593**	668,907

9 INVESTMENT PROPERTIES 9 投資物業

		RMB'000 人民幣千元
Cost:	**成本：**	
At 1 January 2018	於二零一八年一月一日	–
Reclassification from other property plant and equipment	自其他物業、廠房及設備重新分類	42,990
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	42,990
Additions	添置	97,709
At 31 December 2019	於二零一九年十二月三十一日	140,699
Accumulated depreciation:	**累計折舊：**	
At 1 January 2018	於二零一八年一月一日	–
Reclassification from other property plant and equipment	自其他物業、廠房及設備重新分類	1,776
Charge for the year	年內扣除	1,607
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	3,383
Charge for the year	年內扣除	8,563
At 31 December 2019	於二零一九年十二月三十一日	11,946
Net book value:	**賬面淨值：**	
At 31 December 2019	於二零一九年十二月三十一日	128,753
At 31 December 2018	於二零一八年十二月三十一日	39,607

Investment properties of the Group are situated in the PRC.

本集團的投資物業位於中國。

Assets leased out under operating leases

The Group leases out investment properties under operating leases. The lease typically runs for an initial period of 1 to 5 year, with an option to renew the lease after that date at which time all terms are renegotiated. The leases do not include contingent rentals.

經營租賃項下租出的資產

本集團根據經營租賃租出投資物業。租賃的初始存續期間通常為1至5年，其後可選擇續訂租約，屆時所有條款均重新磋商。租賃並不包括或然租金。

All properties held under operating leases that would otherwise meet the definition of investment properties are classified as investment properties.

於經營租賃項下持有的所有物業另行符合投資物業定義者分類為投資物業。

The carrying amount of the investment properties was not materially different from its fair value as at 31 December 2018 and 31 December 2019.

於二零一八年十二月三十一日及二零一九年十二月三十一日，投資物業的賬面值與其公平值相比並無重大差異。

10 OTHER PROPERTY, PLANT AND EQUIPMENT

10 其他物業、廠房及設備

(1) Reconciliation of carrying amount

(1) 賬面值對賬

		Ownership interests in land and other properties held for own use carried at cost 按成本入賬的持作自用之土地及其他物業之擁有權權益 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Motor vehicles 傢俬、裝置汽車 RMB'000 人民幣千元	Furniture, fixtures and equipment 及設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	**成本：**							
At 1 January 2018	於二零一八年一月一日	–	28,358	43,053	10,953	30,002	22,820	135,186
Additions	添置	–	46	6,186	3,203	1,252	27,567	38,254
Disposals	出售	–	(4,784)	(4,458)	(150)	(1,813)	–	(11,205)
Transfer	轉撥	–	2,761	33,183	–	–	(35,944)	–
Reclassification to investment property	重新分類至投資物業	–	–	(42,990)	–	–	–	(42,990)
Exchange adjustment	匯兌調整	–	14	–	76	119	–	209
At 31 December 2018	於二零一八年十二月三十一日	–	26,395	34,974	14,082	29,560	14,443	119,454
Impact on initial application of IFRS16 (Note)	首次應用國際財務報告準則第16號之影響(附註)	24,528	–	–	–	–	–	24,528
At 1 January 2019	於二零一九年一月一日	24,528	26,395	34,974	14,082	29,560	14,443	143,982
Additions	添置	31,051	838	57,695	3,660	2,847	13,488	109,579
Disposals	出售	–	–	(426)	(1,371)	(851)	–	(2,648)
Transfer	轉撥	–	750	13,079	–	–	(13,829)	–
Exchange adjustment	匯兌調整	–	5	–	27	39	–	71
At 31 December 2019	於二零一九年十二月三十一日	55,579	27,988	105,322	16,398	31,595	14,102	250,984
Accumulated depreciation:	**累計折舊：**							
At 1 January 2018	於二零一八年一月一日	–	25,343	2,571	9,913	24,283	–	62,110
Charge for the year	年內扣除	–	1,935	1,693	232	2,659	–	6,519
Written back on disposals	出售撥回	–	(4,457)	(616)	(96)	(1,652)	–	(6,821)
Reclassification to investment property	重新分類至投資物業	–	–	(1,776)	–	–	–	(1,776)
Exchange adjustment	匯兌調整	–	14	–	61	21	–	96
At 31 December 2018	於二零一八年十二月三十一日	–	22,835	1,872	10,110	25,311	–	60,128
Impact on initial application of IFRS 16 (note)	首次應用國際財務報告準則第16號的影響(附註)	1,083	–	–	–	–	–	1,083
At January 2019	於二零一九年一月一日	1,083	22,835	1,872	10,110	25,311	–	61,211
Charge for the year	年內扣除	2,896	2,953	5,697	1,524	2,403	–	15,473
Written back on disposals	出售撥回	–	–	(371)	(621)	(775)	–	(1,767)
Exchange adjustment	匯兌調整	–	5	–	25	21	–	51
At 31 December 2019	於二零一九年十二月三十一日	3,979	25,793	7,198	11,038	26,960	–	74,968
Net book value:	**賬面淨值：**							
At 31 December 2019	於二零一九年十二月三十一日	51,600	2,195	98,124	5,360	4,635	14,102	176,016
At 31 December 2018	於二零一八年十二月三十一日	–	3,560	33,102	3,972	4,249	14,443	59,326

Note: The Group has initially applied IFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. See note 1(c)(i).

附註： 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號並調整於二零一九年一月一日的期初結餘，以確認與租賃有關的使用權資產(其先前根據國際會計準則第17號分類為經營租賃)。見附註1(c)(i)。

10 OTHER PROPERTY, PLANT AND EQUIPMENT (Continued)

10 其他物業、廠房及設備(續)

(2) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

(2) 使用權資產

按相關資產級別劃分之使用權資產賬面淨值分析如下：

	Note 附註	31 December 2019 二零一九年十二月三十一日 RMB'000 人民幣千元	1 January 2019 二零一九年一月一日 RMB'000 人民幣千元
Ownership interests in leasehold land held for own use, carried at the depreciated cost 持作自用之租賃土地之擁有權權益（按折舊成本入賬）	(i)	**43,258**	22,811
Other properties leased for own use, carried at the depreciated cost 租賃作自用之其他物業(按折舊成本入賬）	(ii)	**8,342**	634
		51,600	23,445

Note: (i) Ownership interests in leasehold land held for own use

Ownership interests in leasehold land held for own use represented the Group's land use rights on leasehold land located in the PRC. Lump sum payments were made upfront to acquire these land use rights.

(ii) Other properties leased for own use

The Group has obtained the right to use other properties as its warehouses and office through tenancy agreements. The leases typically run for an initial period of 2 to 5 years. Lease payments are usually increased every year to reflect market rentals.

附註： (i)持作自用之租賃土地之擁有權權益

持作自用之租賃土地之擁有權權益指本集團位於中國的租賃土地的土地使用權。收購該等土地使用權前已作出一次性付款。

(ii)租賃作自用的其他物業

本集團已透過租賃協議獲得使用其他物業作為倉庫及辦公室的權利。該租賃一般初步為期2至5年。租賃付賃通常每年增加以反映市場租金。

10 OTHER PROPERTY, PLANT AND EQUIPMENT (Continued)

10 其他物業、廠房及設備(續)

(2) Right-of-use assets *(Continued)*

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

(2) 使用權資產*(續)*

與於損益確認的租賃相關的開支項目分析如下:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的使用權資產折舊支出:		
Ownership interests in leasehold land held for own use	持作自用之租賃土地之擁有權權益	**868**	–
Other properties leased for own use	租賃作自用的其他物業	**2,028**	–
Interest on lease liabilities (note 4(a))	租賃負債利息(附註4(a))	**162**	–
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	與剩餘租期於二零一九年十二月三十一日或之前屆滿之短期租賃及其他租賃相關的開支	**6,394**	–
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets	與低價值資產租賃(不包括低價值資產的短期租賃)相關的開支	**204**	–
Total minimum lease payments for leases previously classified as operating leases under IAS 17	先前根據會計準則第17號分類為經營租賃的最低租賃付款總額	**–**	9,714
Variable lease payments not included in the measurement of lease liabilities	計量租賃負債時並無計及的可變租賃付款	**–**	224

10 OTHER PROPERTY, PLANT AND EQUIPMENT (Continued)

(2) Right-of-use assets *(Continued)*

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 1(c)(i).

During the year, additions to right-of-use assets were primarily related to the capitalised lease payments payable under new tenancy agreements and newly acquired leasehold land.

Details of total cash outflow for leases, the maturity analysis of lease liabilities and the future cash outflows arising from leases that are not yet commenced are set out in notes 20(d), 23 and 28(a), respectively.

10 其他物業、廠房及設備(續)

(2) 使用權資產*(續)*

附註： 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號，並已調整於二零一九年一月一日之期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃之租賃相關之使用權資產。於二零一九年一月一日首次確認使用權資產後，本集團(作為承租人)須確認使用權資產之折舊，而不是按先前政策在租賃期內按直線基準確認經營租賃項下產生的租金開支。根據該做法，並無重列比較資料。請參閱附註1(c)(i)。

年內，使用權資產的添置主要與根據新租賃協議應付之已資本租賃付款及新收購租賃土地有關。

有關租賃現金流出總額、租賃負債的到期日分析及尚未開始租賃產生之未來現金流出之詳情，請分別參閱附註20(d)、23及28(a)。

11 INTERESTS IN LEASEHOLD LAND HELD FOR OWN USE UNDER OPERATING LEASES

11 經營租賃下持作自用之租賃土地之權益

		RMB'000 人民幣千元
Cost:	**成本：**	
At 1 January 2018 and 31 December 2018	於二零一八年一月一日及二零一八年十二月三十一日	23,894
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號的影響(附註)	(23,894)
At 1 January 2019 and 31 December 2019	於二零一九年一月一日及二零一九年十二月三十一日	–
Accumulated amortisation:	**累計攤銷：**	
At 1 January 2018	於二零一八年一月一日	582
Charge for the year	年內扣除	501
At 31 December 2018	於二零一八年十二月三十一日	1,083
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號的影響(附註)	(1,083)
At 1 January 2019 and 31 December 2019	於二零一九年一月一日及二零一九年十二月三十一日	–
Net book value:	**賬面淨值：**	
At 31 December 2019	於二零一九年十二月三十一日	–
At 31 December 2018	於二零一八年十二月三十一日	22,811

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. The depreciated carrying amount of the Group's leasehold land located in the PRC which were previously included in interests in leasehold land held for own use under operating leases are also identified as a right-of-use asset. Under this approach, the comparative information is not restated. See Note 1(c)(i).

附註：本集團於二零一九年一月一日已使用經修訂追溯法首次應用國際財務報告準則第16號，並已調整期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃的租賃相關的使用權資產。本集團位於中國的租賃土地(其根據經營租賃先前已計入為持作自用之租賃土地之權益)亦識別為使用權資產。根據該做法，並無重列比較資料。請參閱附註1(c)(i)。

Interests in leasehold lands held for own use under operating leases represented the Group's land use rights on leasehold land located in the PRC.

經營租賃下持作自用之租賃土地之權益指本集團位於中國之租賃土地之土地使用權。

At 31 December 2018, the remaining useful life of the land use rights was 46 years.

於二零一八年十二月三十一日，土地使用權的餘下可使用年期為46年。

12 INTANGIBLE ASSETS 12 無形資產

		Computer software 電腦軟件 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	**成本：**			
At 1 January 2018	於二零一八年一月一日	59,469	9,050	68,519
Additions	添置	3,612	–	3,612
Disposals	出售	(320)	–	(320)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	62,761	9,050	71,811
Additions	添置	2,261	–	2,261
At 31 December 2019	於二零一九年十二月三十一日	65,022	9,050	74,072
Accumulated amortisation:	**累計攤銷：**			
At 1 January 2018	於二零一八年一月一日	26,064	2,237	28,301
Charge for the year	年內扣除	6,162	–	6,162
Written back on disposals	於出售時撥回	(45)	–	(45)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	32,181	2,237	34,418
Charge for the year	年內扣除	6,355	–	6,355
At 31 December 2019	於二零一九年十二月三十一日	38,536	2,237	40,773
Net book value:	**賬面淨值：**			
At 31 December 2019	於二零一九年十二月三十一日	26,486	6,813	33,299
At 31 December 2018	於二零一八年十二月三十一日	30,580	6,813	37,393

12 INTANGIBLE ASSETS (Continued)

The amortisation charge of intangible assets for the year is included in "administrative and other operating expenses" and "selling and distribution expenses" in the consolidated statement of profit or loss and other comprehensive income.

12 無形資產(續)

年內無形資產攤銷費用乃計入綜合損益及其他全面收益表項下的「行政及其他營運開支」及「銷售及分銷開支」。

13. INTEREST IN AN ASSOCIATE

Particulars of the associate which is an unlisted domestic enterprise incorporated and with business in the PRC whose quoted market price is not available:

13 於一間聯營公司的權益

該聯營公司(為一間於中國註冊成立並進行業務的非上市境內企業，其市場報價並不可得)的詳情如下：

Name of associate 聯營公司名稱	Particulars of issued and paid up capital 已發行及已繳足資本詳情	Proportion of ownership interest 擁有權權益比例 Group's effective interest 本集團的實際權益	Held by the Company 本公司所持有	Held by a subsidiary 附屬公司所持有	Principal activity 主要活動
Guangzhou Huazhi Investments Co., Ltd. ("Huazhi Investments")* (note) 廣州華智投資有限公司(「華智投資」)(附註)	RMB100,000,000 人民幣100,000,000元	33%	–	33%	Properties construction 物業建造

* The English translation of the Company name is for reference only. The official name of the Company is in Chinese.

* 公司名稱的英文翻譯僅供識別。正式的官方公司名稱為中文。

Note: The associate is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

附註： 該聯營公司乃使用權益法在綜合財務報表內入賬。該聯營公司的財務資料概要於作出任何會計政策差異調整，並與綜合財務報表的賬面值進行對賬後披露如下：

13. INTEREST IN AN ASSOCIATE (Continued) 13 於一間聯營公司的權益(續)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Gross amounts of the associate	聯營公司的總金額		
Current assets	流動資產	**413,661**	253,022
Non-current assets	非流動資產	**6**	3
Current liabilities	流動負債	**(162,591)**	(136,611)
Non-current liabilities	非流動負債	**(134,800)**	–
Equity	權益	**116,276**	116,414
Revenue	收益	**–**	–
Loss for the year	年內虧損	**(138)**	(686)
Total comprehensive income	全面收入總額	**(138)**	(686)
Reconciled to the Group's interests in the associate	與本集團於聯營公司的權益對賬		
Gross amounts of net assets of the associate	聯營公司資產淨值總額	**116,276**	116,414
Group's effective interest	本集團的實際權益	**33%**	33%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	**38,371**	38,417
Goodwill	商譽	**10,932**	10,932
Carrying amount in the consolidated financial statements	於綜合財務報表內的賬面值	**49,303**	49,349

(Expressed in Renminbi unless otherwise indicated)
(除另行指明者外，以人民幣列示)

14 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

14 於附屬公司的投資

下表僅載列對本集團業績、資產或負債有重大影響的附屬公司詳情。除另有指明外，所持股份屬普通股。

Name of company 公司名稱	Place of incorporation and business 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及繳足資本詳情	Proportion of ownership interest 擁有權權益比例			Principal activities 主要活動
			Group's effective interest 本集團的實際權益	Held by the Company 本公司所持有	Held by the subsidiaries 附屬公司所持有	
Cabbeen Clothing China Co., Ltd.* (i) ("Cabbeen China") 卡賓服飾(中國)有限公司(i)(「卡賓中國」)	PRC 中國	HK$50,000,000 50,000,000港元	100%	–	100%	Wholesale of menswear 批發男裝
Guangzhou Cabbeen Clothing Co., Ltd.* (i) 廣州市卡賓服飾有限公司(i)	PRC 中國	HK$20,000,000 20,000,000港元	100%	–	100%	Wholesale of menswear 批發男裝
Quanzhou Mijie Electronic Commerce Co., Ltd.* 泉州市邁捷電子商務有限公司	PRC 中國	Nil 零	100%	–	100%	Wholesale of menswear 批發男裝
Guangzhou Zixi Enterprise Management Co., Ltd.* (i) 廣州市紫曦企業管理有限公司(i)	PRC 中國	HK$8,000,000 8,000,000港元	100%	–	100%	Trademark holding and retail of menswear 商標持有及男裝零售
Guangzhou Cabbeen Clothing Trading Co., Ltd.* 廣州卡賓服飾貿易有限公司	PRC 中國	RMB6,000,000 人民幣6,000,000元	100%	–	100%	Online sales of menswear 電商男裝銷售
Guangzhou Huazhi Development Co., Ltd.* 廣州華智置業發展有限公司	PRC 中國	RMB65,000,000 人民幣65,000,000元	60.6%	–	60.6%	Real estate development 房地產開發
Junyuan Development Co., Ltd.* 石獅市駿源發展有限公司	PRC 中國	RMB6,616,885 人民幣6,616,885元	100%	–	100%	Properties holding 物業持有

Note: (i) The subsidiaries are wholly foreign-owned enterprises in the PRC.

* The English translation of the companies' names is for reference only. The official names of these companies are in Chinese.

附註： (i) 該等附屬公司為中國外商獨資企業。

* 該等公司的英文譯名僅供參考。該等公司的中文名稱為官方名稱。

14 INVESTMENTS IN SUBSIDIARIES (Continued)

14 於附屬公司的投資(續)

The following table lists out the information relating to Guangzhou Huazhi Development Co., Ltd. ("Huazhi Development"), the subsidiary of the Group which have material non–controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter–company elimination.

下表載列有關廣州華智置業發展有限公司(「華智發展」)(本集團擁有重大非控股權益之附屬公司)之資料。下列財務資料概要指扣除任何公司間對銷前之金額。

Huazhi Development:

華智發展：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
NCI percentage	非控股權益百分比	**39.4%**	39.4%
Current assets	流動資產	**51,552**	47,984
Non-current assets	非流動資產	**49,765**	49,810
Current liabilities	流動負債	**(34,261)**	(32,003)
Non-current liabilities	非流動負債	**–**	–
Net assets	資產淨值	**67,056**	65,791
Carrying amount of NCI	非控股權益面值	**26,420**	25,922
Revenue	收益	**–**	–
Profit/(loss) for the year	年內溢利／(虧損)	**1,265**	(209)
Total comprehensive income/(loss)	全面收益／(虧損)總額	**1,265**	(209)
Profit/(loss) allocated to NCI	分配至非控股權益之溢利／(虧損)	**498**	(82)
Dividend paid to NCI	派付予非控股權益之股息	**–**	–
Cash flows from operating activities	經營活動現金流量	**12**	(16)
Cash flows from investing activities	投資活動現金流量	**–**	(97,840)
Cash flows from financing activities	融資活動現金流量	**–**	98,000

15 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

15 綜合財務狀況表內的所得稅

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

(a) 綜合財務狀況表內的即期稅項指：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
PRC Corporate Income Tax	中國企業所得稅	**41,140**	34,084
Hong Kong Profits Tax	香港利得稅	**5,533**	811
		46,673	34,895

(b) Deferred tax assets and liabilities recognised:

(b) 已確認的遞延稅項資產及負債：

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

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

(i) 遞延稅項資產及負債的各部分變動

於綜合財務狀況表確認的遞延稅項資產／(負債)的組成部分及年內變動如下：

Deferred tax arising from: 以下各項所產生遞延稅項：		Inventory provision 存貨撥備 RMB'000 人民幣千元	Allowances for doubtful debts 呆賬撥備 RMB'000 人民幣千元	Accrued expenses 應計開支 RMB'000 人民幣千元	Unrealised profits 未變現溢利 RMB'000 人民幣千元	PRC dividend withholding tax relating to the undistributed profits of the Company's PRC subsidiaries* 有關本公司中國附屬公司未分派溢利的中國股息預扣稅* RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	13,022	–	4,715	7,371	(10,720)	14,388
Credited to profit or loss (note 5(a))	計入損益(附註5(a))	2,877	165	2,743	2,164	6,752	14,701
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	15,899	165	7,458	9,535	(3,968)	29,089
Credited/(debited) to profit or loss (note 5(a))	計入／(扣除)損益(附註5(a))	1,276	80	4,873	(7,268)	529	(510)
At 31 December 2019	二零一九年十二月三十一日	17,175	245	12,331	2,267	(3,439)	28,579

15 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(b) Deferred tax assets and liabilities recognised: *(Continued)*

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

* The amount included the provision of withholding tax on profits of the PRC subsidiaries amounting to RMB1,971,000 for the year ended 31 December 2019 (2018: RMB1,748,000), and the reversal of deferred tax liabilities on withholding tax upon distribution of dividends amounting to RMB2,500,000 during the year ended 31 December 2019 (2018: RMB8,500,000).

15 綜合財務狀況表內的所得稅(續)

(b) 已確認的遞延稅項資產及負債：*(續)*

(i) 遞延稅項資產及負債的各部分變動*(續)*

* 該金額包括就截至二零一九年十二月三十一日止年度之中國附屬公司溢利作出的預扣稅撥備人民幣1,971,000元(二零一八年：人民幣1,748,000元)，及於截至二零一九年十二月三十一日止年度就派息後的預扣稅作出的遞延稅項負債撥回人民幣2,500,000元(二零一八年：人民幣8,500,000元)。

(ii) Reconciliation to the consolidated statement of financial position

(ii) 綜合財務狀況表對賬

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Net deferred tax asset recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項資產淨值	**32,455**	33,257
Net deferred tax liability recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項負債淨額	**(3,876)**	(4,168)
		28,579	29,089

15 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(c) Deferred tax assets not recognised

The Group did not recognise deferred tax assets in respect of cumulative tax losses of certain PRC subsidiaries of RMB15,329,000 (2018: RMB14,761,000), which will expire in five years under the current tax legislation. The tax effect on such tax losses has not been recognised as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

(d) Deferred tax liabilities not recognised

Deferred tax liabilities in respect of the PRC dividend withholding tax relating to certain undistributed profits of the Company's PRC subsidiaries were not recognised as the Company controls the dividend policy of these subsidiaries. Based on the assessment made by management as at the end of each reporting period, it was determined that the undistributed profits of RMB1,007,387,000 (2018: RMB900,710,000) of the Company's PRC subsidiaries would not be distributed in the foreseeable future.

15 綜合財務狀況表內的所得稅(續)

(c) 未確認的遞延稅項資產

本集團並無確認有關若干中國附屬公司的累計稅項虧損人民幣15,329,000元(二零一八年:人民幣14,761,000元)的遞延稅項資產,其在現行稅法項下將於五年後屆滿。由於相關實體日後不大可能於相關稅務權區有能用以抵銷虧損的應課稅溢利,故並無確認有關該等稅項虧損的稅務影響。

(d) 未確認的遞延稅項負債

並無確認與本公司中國附屬公司的若干未分派溢利有關的中國股息預扣稅的遞延稅項負債,原因為本公司控制該等附屬公司的股息政策。按照管理層於各報告期結束時作出的評估,已決定本公司中國附屬公司的未分派溢利人民幣1,007,387,000元(二零一八年:人民幣900,710,000元)將不會於可見將來分派。

16 INVENTORIES

16 存貨

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

(a) 綜合財務狀況表的存貨包括：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Raw materials	原材料	**27,016**	22,373
Work in progress	在製品	**3,861**	–
Finished goods	製成品	**352,839**	361,205
		383,716	383,578

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

(b) 確認為開支並計入損益的存貨金額分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Carrying amount of inventories sold	已出售存貨的賬面值	**714,875**	694,730
Inventory write-down	存貨撇減	**37,384**	42,010
		752,259	736,740

17 TRADE AND OTHER RECEIVABLES 17 貿易及其他應收款項

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	**609,597**	363,867
Bills receivable	應收票據	**25,000**	–
Less: Loss allowance	減：虧損撥備	**(980)**	(661)
Trade and bills receivables	貿易應收款項及應收票據	**633,617**	363,206
Prepayments to suppliers	向供應商預付款項	**233**	124
Other deposits, prepayments and receivables (Note)	其他按金、預付款項及應收款項(附註)	**105,013**	143,063
		738,863	506,393

Note: Included in other deposits, prepayment and receivable, as at 31 December 2019:

Short-term loans with total face value of RMB57,840,000 (2018: RMB47,840,000) were lent to Huazhi Investments, an associated company of the Group, among which RMB25,840,000 (2018: RMB 15,840,000) bears an interest at 30% above The People's Bank of China ("PBOC") base interest rate and RMB32,000,000 (2018: RMB32,000,000) bears an interest at 7% (2018: 30% above PBOC base interest rate). The loans were recorded at amortized cost as at 31 December 2019.

附註： 於二零一九年十二月三十一日的其他按金、預付款項及應收款項包括：

向華智投資(本集團的聯營公司)借出賬面總值為人民幣57,840,000元的短期貸款(二零一八年：人民幣47,840,000元)，其中包括人民幣25,840,000元(二零一八年：人民幣15,840,000元)按中國人民銀行(「中國人民銀行」)基準利率上浮30%計息，而人民幣32,000,000元(二零一八年：32,000,000元)則按7%計息(二零一八年：按中國人民銀行基準利率上浮30%)。該等貸款乃於二零一九年十二月三十一日按攤銷成本入賬。

All of the current trade and other receivables are expected to be recovered or recognised as expense within one year, except for the Group's deposits of RMB2,520,000 (2018: RMB1,966,000), which are expected to be recovered after more than one year.

所有即期貿易及其他應收款項預期將於一年內收回或確認為開支，惟預期將於超過一年後收回的本集團按金人民幣2,520,000元(二零一八年：人民幣1,966,000元)除外。

17 TRADE AND OTHER RECEIVABLES (Continued)

The Group accepts bank acceptance bills from major banks in the PRC for settlement of trade debts. The management considered that the risk of these bills relates substantially to credit risk. Accordingly, when these bills were transferred by either discounting or endorsement, they were derecognised as a financial asset.

At 31 December 2019, the Group transferred bank acceptance bills totalling RMB158,468,000 (2018: RMB257,030,000), and derecognised as financial assets. These bank acceptance bills will mature six months from the date of issue.

(a) Ageing analysis

Ageing analysis of trade and bills receivables based on invoice date and net of loss allowance as at 31 December 2019 and 2018 are as follows:

17 貿易及其他應收款項(續)

本集團就結清貿易債項接納中國主要銀行的銀行承兑票據。管理層認為該等票據的風險主要與信貸風險有關。因此，當該等票據透過貼現或背書轉讓時，其已終止確認為金融資產。

於二零一九年十二月三十一日，本集團已轉讓總額為人民幣158,468,000元(二零一八年：人民幣257,030,000元)的銀行承兑票據，並終止確認為金融資產。該等銀行承兑票據將自發行日期起計六個月到期。

(a) 賬齡分析

於二零一九年及二零一八年十二月三十一日的貿易應收款項及應收票據扣除虧損撥備後根據發票日期的賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 3 months	三個月以內	**295,176**	292,839
More than 3 months but within 6 months	三個月以上六個月以內	**307,278**	69,794
More than 6 months but within 1 year	六個月以上一年以內	**31,163**	573
More than 1 year	一年以上	**–**	–
		633,617	363,206

Trade and bills receivables are due within 180-270 days from the date of billing. Further details on the Group's credit policy are set out in note 27(a).

貿易應收款項及應收票據於開票日期起計180至270日內到期。有關本集團信貸政策的進一步詳情載於附註27(a)。

17 TRADE AND OTHER RECEIVABLES (Continued)

17 貿易及其他應收款項(續)

(b) Impairment of trade and bills receivables

The movement in the loss allowance for trade receivables during the year, including components measured individually and using the expected credit loss provision matrix, is as follows:

(b) 貿易應收款項及應收票據的減值

年內之貿易應收款項虧損撥備變動(包括個別計量及使用預期信貸虧損撥備矩陣的組成部分)如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At 1 January	於一月一日	**661**	–
Impairment loss recognised	確認減值虧損	**319**	661
At 31 December	於十二月三十一日	**980**	661

18 OTHER FINANCIAL ASSETS

18 其他金融資產

		At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元
Wealth management products	理財產品	–	60,000
		–	60,000

These were principal-guaranteed wealth management products issued by a bank in the PRC with maturity period within one year as at 31 December 2018, which were settled during the year ended 31 December 2019.

此屬於於二零一八年十二月三十一日由中國之銀行發行的於一年內到期的保本型理財產品，其於截止二零一九年十二月三十一日止年度內結清。

19 PLEDGED BANK DEPOSITS

Bank deposits have been pledged as security for bills payable (note 22) and banking facilities. The pledged bank deposits will be released upon the settlement of relevant bills payable and expiration of banking facilities.

19 已抵押銀行存款

銀行存款已抵押作為應付票據(附註22)及銀行授信的擔保。已抵押銀行存款將於清償有關應付票據或銀行授信到期後解除。

20 CASH AND CASH EQUIVALENTS

20 現金及現金等價物

(a) Cash and cash equivalents comprise:

(a) 現金及現金等價物包括：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cash at bank and on hand	銀行存款及手頭現金	**256,493**	211,198
Other deposit	其他存款	**10,499**	9,286
Cash and cash equivalents in the consolidated financial position	於綜合財務狀況表的現金及現金等價物	**266,992**	220,484

At 31 December 2019, cash and cash equivalents placed with banks in mainland China amounted to RMB251,300,000 (2018: RMB210,877,000). Remittance of funds out of mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

於二零一九年十二月三十一日，存置於中國內地銀行的現金及現金等價物為人民幣251,300,000元(二零一八年：人民幣210,877,000元)。自中國內地匯出的資金須遵守中國政府頒佈的外匯管制的相關規則及法規。

20 CASH AND CASH EQUIVALENTS (Continued)

20 現金及現金等價物(續)

(b) Reconciliation of profit before taxation to cash generated from operations:

(b) 除税前溢利與經營活動所得現金的對賬：

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) (附註) RMB'000 人民幣千元
Profit before taxation	除税前溢利		**221,786**	290,951
Adjustments for:	調整：			
Depreciation	折舊	4(c)	**24,036**	8,126
Amortisation of intangible assets	無形資產攤銷	4(c)	**6,355**	6,162
Amortisation of lease prepayments	租賃預付款項攤銷	4(c)	**–**	501
Share of loss of an associate	分佔一間聯營公司虧損		**46**	190
Finance costs	融資成本	4(a)	**21,608**	19,891
Net foreign exchange loss	外匯虧損淨額		**2,110**	7,838
Interest income	利息收入	3	**(17,968)**	(14,775)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備收益淨額	3	**(81)**	(1,362)
Net fair value gain on financial assets at fair value through profit or loss	按公平值計入損益的金融資產的公平值淨收益	3	**(621)**	(846)
Equity settled share-based payment expenses	權益結算以股份為基礎的付款開支	4(b)	**1,630**	1,167
Changes in working capital:	營運資金變動：			
Increase in inventories	存貨增加		**(138)**	(46,526)
Increase in trade and other receivables	貿易及其他應收款項增加		**(247,022)**	(14,295)
(Decrease)/increase in trade and other payables	貿易及其他應付款項(減少)／增加		**(5,722)**	7,847
Cash generated from operations	經營活動所得現金		**6,019**	264,869

20 CASH AND CASH EQUIVALENTS (Continued)

(b) Reconciliation of profit before taxation to cash generated from operations: *(Continued)*

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets and lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Previously, cash payments under operating leases made by the Group as a lessee of RMB10,738,000 were classified as operating activities in the consolidated cash flow statement. Under IFRS 16, except for short-term lease payments, payments for leases of low value assets and variable lease payments not included in the measurement of lease liabilities, all other rentals paid on leases are now split into capital element and interest element (see note 20(c)) and classified as financing cash outflows. Under the modified retrospective approach, the comparative information is not restated. Further details on the impact of the transition to IFRS 16 are set out in note 1(c)(i).

(c) Reconciliation of liabilities arising from financing activities

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

20 現金及現金等價物(續)

(b) 除税前溢利與經營活動所得現金的對賬：*(續)*

附註： 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號，並已調整於二零一九年一月一日之期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃之租賃相關之使用權資產及租賃負債。先前，本集團(作為承租人)根據經營租賃作出之現金付款人民幣10,738,000元已在綜合現金流量表中分類為經營活動。根據國際財務報告準則第16號，除短期租賃付款、低價值資產租賃付款及於計量租賃負債時並無計入之可變租賃付款外，已就租賃支付之所有其他租金現時已劃分為本金部分及利息部分(見附註20(c))並已分類為融資現金流出。根據經修訂追溯法，並無重列比較資料。有關過渡至國際財務報告準則第16號之影響之進一步詳情載於附註1(c)(i)。

(c) 融資活動所產生負債之對賬

下表載列融資活動所產生本集團負債之變動詳情，包括現金及非現金變動。融資活動產生之負債指現金流量已或未來現金流量將於本集團綜合現金流量表分類為融資活動產生之現金流量的負債。

20 CASH AND CASH EQUIVALENTS (Continued)

20 現金及現金等價物(續)

(c) Reconciliation of liabilities arising from financing activities *(Continued)*

(c) 融資活動所產生負債之對賬 *(續)*

		Bank Loans and other borrowings 銀行貸款及其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	**於二零一八年一月一日**	288,097	–	288,097
Changes from financing cash flows:	**融資現金流量之變動:**			
Repayment of bank loans	償還銀行貸款	(17,372)	–	(17,372)
Total changes from financing cash flows	融資現金流量之變動總額	(17,372)	–	(17,372)
Exchange adjustments	**匯兑調整**	15,194	–	15,194
Other change:	**其他變動**			
Amortization on other borrowings cost	**其他借款成本攤銷**	1,533	–	1,533
At 31 December 2018	**於二零一八年十二月三十一日**	287,452	–	287,452

20 CASH AND CASH EQUIVALENTS (Continued)

20 現金及現金等價物(續)

(c) Reconciliation of liabilities arising from financing activities *(Continued)*

(c) 融資活動所產生負債之對賬 *(續)*

		Bank Loans and other borrowings 銀行貸款及其他借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號之影響(附註)	–	497	497
At 1 January 2019	**於二零一九年一月一日**	287,452	497	287,949
Changes from financing cash flows:	**融資現金流量之變動：**			
Proceeds from new bank loans	新銀行貸款之所得款項	194,000	–	194,000
Repayment of bank loans	償還銀行貸款	(132,916)	–	(132,916)
Capital element of lease rentals paid	已付租金之資本部分	–	(1,916)	(1,916)
Interest element of lease rentals paid	已付租金之利息部分	–	(162)	(162)
Total changes from financing cash flows	融資現金流量之變動總額	61,084	(2,078)	59,006
Exchange adjustments	**匯兑調整**	4,451	–	4,451
Other change:	**其他變動：**			
Amortization on other borrowings cost	**其他借款成本攤銷**	1,750	–	1,750
Interest expenses	**利息開支**	–	162	162
Increase in lease liabilities from entering into new leases during the period	**期內來自訂立新租賃之租賃負債增加**	–	9,736	9,736
At 31 December 2019	**於二零一九年十二月三十一日**	354,737	8,317	363,054

Note: The Group has initially applied IFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. See notes 1(c)(i) and 20(b).

附註： 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並已調整於二零一九年一月一日之期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃之租賃相關之租賃負債。請參閱附註1(c)(i)及20(b)。

20 CASH AND CASH EQUIVALENTS (Continued)

20 現金及現金等價物(續)

(d) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

(d) 有關租賃現金流出總額

就租賃計入現金流量表之款項包括下列各項：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 (Note) (附註) RMB'000 人民幣千元
Within operating cash flows 於經營現金流量內	**(7,765)**	(10,738)
Within investing cash flows 於投資現金流量內	**(21,315)**	–
Within financing cash flows 於融資現金流量內	**(2,078)**	–
	(31,158)	(10,738)

Note:

As explained in note 20(b), the adoption of IFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated.

附註：

誠如附註20(b)所述，採納國際財務報告準則第16號導致若干租賃已付租金之現金流量分類變動。比較金額並無重列。

These amounts relate to the following:

該等金額與下列各項有關：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Lease rentals paid 已付租賃租金	**(9,843)**	(10,738)
Purchase of leasehold properties 購買租賃物業	**(21,315)**	–
	(31,158)	(10,738)

21 BANK BORROWINGS

Bank borrowings are repayable as follows:

21 銀行借款

銀行借款乃按以下所示償還：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within one year	於一年內	**354,737**	52,566
After 1 year but within 2 years	於1年後但於2年內	**–**	234,886
		354,737	287,452

Bank borrowings as of 31 December 2018 and 31 December 2019 were carried at amortized cost.

於二零一八年十二月三十一日及二零一九年十二月三十一日之銀行借款按攤銷成本計量。

As at 31 December 2019, bank borrowings of RMB 114,000,000 (2018: Nil) were pledged with the Group's respective trade receivables with the same amount.

於二零一九年十二月三十一日，銀行借款人民幣114,000,000元(二零一八年：無)已以本集團相同金融之各別貿易應收款項抵押。

As at 31 December 2019, bank borrowings of RMB 240,737,000 (2018: RMB287,452,000) were unsecured, and drawn down under a loan facility of HK$350,000,000.

於二零一九年十二月三十一日，銀行借款人民幣240,737,000元(二零一八年：人民幣287,452,000元)為無抵押，並已根據貸款融資提取350,000,000港元。

At 31 December 2019, the banking facilities of the Group were amounted to RMB712,235,000 (2018: RMB789,113,000). The facilities were utilised to the extent of RMB240,737,000 (2018: RMB287,452,000). All of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's financial ratios, and at the same time, one of them further requires the controlling shareholder to maintain his equity interest and voting rights in the Company at certain level. A breach of these undertakings would result that the drawn down facilities and interest would become payable on demand. The Group regularly monitors its compliance with these covenants. As at 31 December 2018 and 31 December 2019, none of the covenants relating to the drawn down facilities had been breached.

於二零一九年十二月三十一日，本集團之銀行融資達人民幣712,235,000元(二零一八年：人民幣789,113,000元)。該等融資已動用人民幣240,737,000元(二零一八年：人民幣287,452,000元)。所有本集團之銀行融資均須遵守與本集團若干財務比率有關之契諾，同時，其中一項進一步要求控股股東維持其於本公司之股權及投票權至若干水平。違反該等承諾將導致已提取之融資及利息成為按要求償還。本集團會定期監察該等契諾之遵守情況。於二零一八年十二月三十一日及二零一九年十二月三十一日，有關提取融資之契諾並無遭違反。

22 TRADE AND OTHER PAYABLES 22 貿易及其他應付款項

		At 31 December 2019 於二零一九年十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於二零一八年十二月三十一日 RMB'000 人民幣千元
Trade payables	貿易應付款項	**298,743**	123,153
Bills payable (note (a))	應付票據(附註(a))	**137,040**	345,784
Trade and bills payables (note (b))	貿易應付款項及應付票據(附註(b))	**435,783**	468,937
Contract liabilities	合約負債	**61,168**	52,381
Other payables and accruals	其他應付款項及應計費用	**94,559**	76,077
		591,510	597,395

22 TRADE AND OTHER PAYABLES (Continued)

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

(a) Bills payable as at 31 December 2019 were secured by pledged bank deposits of RMB89,824,000 (2018: RMB140,485,000) (note 19).

(b) An ageing analysis of the trade and bills payables based on the invoice date is as follows:

22 貿易及其他應付款項(續)

所有貿易及其他應付款項預期將於一年內結付或確認為收入或按要求償還。

(a) 二零一九年十二月三十一日的應付票據以已抵押銀行存款人民幣89,824,000元(二零一八年：人民幣140,485,000元)作抵押(附註19)。

(b) 貿易應付款項及應付票據根據發票日期的賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 3 months	三個月以內	**324,309**	320,370
More than 3 months but within 6 months	三個月以上六個月以內	**105,598**	140,323
More than 6 months but within 1 year	六個月以上一年以內	**4,667**	5,147
More than 1 year	一年以上	**1,209**	3,097
		435,783	468,937

23 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to IFRS 16:

23 租賃負債

本集團租賃負債於本報告期末及過往報告期間末以及於過渡至國際財務報告準則第16號日期的剩餘合約到期日如下：

		At 31 December 2019 於二零一九年十二月三十一日		At 1 January 2019 於二零一九年一月一日		At 31 December 2018 於二零一八年十二月三十一日	
		Present value of the minimum lease payments 最低租賃付款現值 RMB'000 人民幣	Total minimum lease payments 最低租賃付款總值 RMB'000 人民幣	Present value of the minimum lease payments 最低租賃付款現值 RMB'000 人民幣	Total minimum lease payments 最低租賃付款總值 RMB'000 人民幣	Present value of the minimum lease payments 最低租賃付款現值 RMB'000 人民幣	Total minimum lease payments 最低租賃付款總值 RMB'000 人民幣
Within 1 year	一年內	1,380	1,747	497	508	–	–
After 1 year but within 2 years	一年後但兩年內	1,509	1,806	–	–	–	–
After 2 years but within 5 years	兩年後但五年內	5,428	5,868	–	–	–	–
		8,317	9,421	497	508	–	–
Less: total future interest expenses	減：未來利息開支總額		(1,104)		(11)		–
Present value of lease liabilities	租賃負債現值		8,317		497		–

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. These liabilities have been aggregated with the brought forward balances relating to leases previously classified as finance leases. Comparative information as at 31 December 2018 has not been restated and relates solely to leases previously classified as finance leases. Further details on the impact of the transition to IFRS 16 are set out in note 1(c)(i).

附註： 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並已調整於二零一九年一月一日之期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃之租賃相關之租賃負債。該等負債已與有關先前分類為融資租賃之租賃承前結餘合併計算。於二零一八年十二月三十一日之比較數字並無重列且僅與先前分類為融資租賃之租賃有關。有關過渡至國際財務報告準則第16號之影響之進一步詳情載於附註1(c)(i)。

24 EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

The PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the "Schemes") organised by the PRC municipal and provincial government authorities whereby the PRC subsidiaries are required to make contributions at the rate of 14% to 16% of the eligible employees' salaries to the Schemes. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes.

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

The Group has no other material obligation for the payment of pension benefits beyond the contributions described above.

24 僱員退休福利

界定供款退休計劃

本集團的中國附屬公司參與由中國市級及省級政府機構所成立的界定供款退休福利計劃(「該計劃」)，據此，中國附屬公司須以合資格僱員薪金的14%至16%的比率向該計劃作出供款。本集團已積累所需供款，於供款到期時匯付予各地方政府機關。地方政府機關就向該計劃涵蓋的退休僱員支付退休金承擔責任。

本集團亦根據香港強制性公積金計劃條例，為於香港僱傭條例項下司法權區僱用的僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員各自須向計劃供款，供款額為僱員有關收入的5%，惟不得超過每月相關收入30,000港元的上限。向計劃作出的供款即時歸屬。

除上文所述供款外，本集團於退休金福利付款方面並無其他重大責任。

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company has two share option schemes namely, the Pre-IPO Employee Share Option Scheme (the Pre-IPO Share Option Scheme) and the Share Option Scheme, which were adopted on 8 October 2013.

(a) Pre-IPO Share Option Scheme

On 8 October 2013, the Company granted options to subscribe for an aggregate of 8,520,000 shares of the Company to its directors, employees and one of its distributors, under the Pre-IPO Share Option Scheme at an exercise price of HK$2.024, being 80% of the initial public offering price. No further option could be granted under the Pre-IPO Share Option Scheme after 8 October 2013. Options granted had vesting periods of 1 to 3 years commencing from 28 October 2013, being the date of the listing of the Company on the Main Board of the Stock Exchange. Each option gives the holders the right to subscribe for one ordinary share in the Company.

Pursuant to the rules of the share option scheme, options will lapse when the grantee ceases to be an employee of the Group for reasons other than death, permanent disability, retirement and transfer of employment to related parties, or terminates the business with the Group.

25 權益結算以股份為基礎的交易

本公司設有兩項購股權計劃,即首次公開發售前僱員購股權計劃(首次公開發售前購股權計劃)及購股權計劃,該等計劃於二零一三年十月八日採納。

(a) 首次公開發售前購股權計劃

於二零一三年十月八日,本公司根據首次公開發售前購股權計劃向其董事、僱員及其分銷商之一授出可認購合共8,520,000股本公司股份之購股權,行使價為2.024港元(即首次公開發售價之80%)。於二零一三年十月八日後不可根據首次公開發售前購股權計劃授出其他購股權。已授出購股權之歸屬期為自二零一三年十月二十八日(即本公司於聯交所主板上市日期)起計1至3年。每份購股權賦予持有人權利認購一股本公司普通股。

根據購股權計劃的規則,倘承授人因身故、永久殘障、退休及調職至關聯方以外的原因而不再為本集團僱員或其終止與本集團的業務,則購股權將告失效。

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

25 權益結算以股份為基礎的交易(續)

(a) Pre-IPO Share Option Scheme *(Continued)*

(a) 首次公開發售前購股權計劃*(續)*

The number of pre-IPO share options outstanding and exercisable as at year end dates are as follows:

於年結日尚未行使及可予行使之首次公開發售前購股權數目如下：

		2019 二零一九年	2018 二零一八年
Outstanding as at 1 January	於一月一日尚未行使	**3,150,000**	6,199,000
Exercised during the year	年內已行使	**–**	(1,329,000)
Lapsed during the year	年內已失效	**(200,000)**	(1,720,000)
Outstanding as at 31 December	於十二月三十一日尚未行使	**2,950,000**	3,150,000
Exercisable as at 31 December	於十二月三十一日可予行使	**2,950,000**	3,150,000

The weighted average closing price immediately before the date on which share options were exercised during the year ended 31 December 2018 was HK$2.55.

於截至二零一八年十二月三十一日止年度，緊接購股權獲行使日期前之加權平均收市價為2.55港元。

The share options outstanding at 31 December 2019 had a weighted average remaining contractual life of 3.8 years (2018: 4.8 years).

於二零一九年十二月三十一日尚未行使購股權之加權平均剩餘合約年期為3.8年(二零一八年：4.8年)。

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) Share Option Scheme

(i) Pursuant to the Share Option Scheme, the directors of the Company are authorised, at their discretion, to invite eligible participants, including employees and directors of any company in the Group, to take up options at a nominal consideration of HK$1 to subscribe for shares of the Company to a maximum of 70,000,000 shares.

Pursuant to the rules of the share option scheme, options will lapse when the grantee ceases to be an employee of the Group for reasons other than death, permanent disability, retirement and transfer of employment to related parties, or terminates the business with the Group.

On 3 August 2017 and 13 June 2018 (the "Date of Offer"), the Company offered 6,000,000 and 7,400,000 options respectively to two of its directors and certain employees. The options have vesting periods of 5 years commencing from the Date of Offer and have a contractual life of 10 years. Each option gives the holders the right to subscribe for one ordinary share in the Company.

The Company did not grant any options under the Share Option Scheme during the year ended 31 December 2019.

25 權益結算以股份為基礎的交易(續)

(b) 購股權計劃

(i) 根據購股權計劃，本公司董事獲授權酌情邀請合資格的參與者，包括本集團任何公司的僱員及董事，按1港元的名義代價接納購股權以認購本公司之股份，最多為70,000,000股股份。

根據購股權計劃的規則，倘承授人因身故、永久殘障、退休及調職至關聯方以外的原因而不再為本集團僱員或其終止與本集團的業務，則購股權將告失效。

於二零一七年八月三日及二零一八年六月十三日(「要約日期」)，本公司分別向其兩名董事及若干僱員提呈6,000,000份及7,400,000份購股權。該等購股權之歸屬期為自要約日期起計5年，合約年期為10年。每份購股權賦予持有人權利認購一股本公司普通股。

本公司於截至二零一九年十二月三十一日止年度並無根據購股權計劃授出任何購股權。

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) Share Option Scheme *(Continued)*

(i) *(Continued)*

Details of movements in the share options which have been granted under the Share Option Scheme are as follows:

25 權益結算以股份為基礎的交易(續)

(b) 購股權計劃(續)

(i) *(續)*

已根據購股權計劃授出的購股權變動詳情載列如下：

		Options granted on 3 August 2017 with exercise price of HK$2.19 於二零一七年八月三日授出的行使價為2.19港元的購股權	Options granted on 13 June 2018 with exercise price of HK$3.54 於二零一八年六月十三日授出的行使價為3.54港元的購股權	Total 總計
Outstanding at 1 January 2018	於二零一八年一月一日尚未行使	6,000,000	–	6,000,000
Granted	已授出	–	7,400,000	7,400,000
Lapsed	已失效	(400,000)	–	(400,000)
Outstanding at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日尚未行使	5,600,000	7,400,000	13,000,000
Lapsed	已失效	(800,000)	(800,000)	(1,600,000)
At 31 December 2019	於二零一九年十二月三十一日	4,800,000	6,600,000	11,400,000

There were 11,400,000 (2018: 13,000,000) share options outstanding and none of which was exercisable as at 31 December 2018 and 31 December 2019.

於二零一八年十二月三十一日及二零一九年十二月三十一日存有11,400,000份(二零一八年：13,000,000份)尚未行使購股權，其中並無可予行使者。

The share options outstanding at 31 December 2019 had a weighted average remaining contractual life of 8.1 years. (2018: 9.1 years)

於二零一九年十二月三十一日的尚未行使購股權的加權平均剩餘合約年期為8.1年(二零一八年：9.1年)。

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) Share Option Scheme *(Continued)*

(ii) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial option pricing model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the a binomial option pricing model.

25 權益結算以股份為基礎的交易(續)

(b) 購股權計劃*(續)*

(ii) 購股權公平值及假設

作為授出購股權之回報而收取之服務之公平值乃參照所授出購股權之公平值而計量。所授出購股權之估計公平值採用二項式期權定價模式計量。購股權之合約年期作為該模式之一項輸入數據。提早行使預期已納入二項式期權定價模式。

		2018 二零一八年
Fair value at measurement date	於計量日期之公平值	**HK$港元0.99-1.01**
Share price	股價	**HK$港元3.54**
Exercise price	行使價	**HK$港元3.54**
Expected volatility (expressed as weighted average volatility used in the modelling under binomial lattice model)	預期波幅(按二項式點陣模式項下模型所採用之加權平均波幅列示)	**37.30%**
Option life (expressed as weighted average life used in the modelling under binomial lattice model)	購股權年期(按二項式點陣模式項下模型所採用之加權平均年期列示)	**10 years年**
Expected dividends	預期股息	**4.80%**
Risk-free interest rate (based on Hong Kong Government Bond)	無風險利率(根據香港政府債券得出)	**2.35%**

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) Share Option Scheme *(Continued)*

(ii) Fair value of share options and assumptions *(Continued)*

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

25 權益結算以股份為基礎的交易(續)

(b) 購股權計劃*(續)*

(ii) 購股權公平值及假設*(續)*

預期波幅乃基於過往波幅(按購股權加權平均剩餘年期計算)，並根據公開可得資料就未來波幅的任何預期變動作出調整。預期股息乃以過往股息為基準。主觀輸入數據假設變動或會對公平值估計產生重大影響。

購股權乃根據服務條件而授出。此條件並無計入所得服務於授出日期之公平值計量。授出購股權並無附帶任何市場條件。

26 CAPITAL, RESERVES AND DIVIDENDS

26 資本、儲備及股息

(a) Movements in components of equity

(a) 權益部分變動

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

本集團綜合權益各部分的年初及年終結餘的對賬載於綜合權益變動表。本公司權益個別部分於年初至年終的變動詳情載列如下：

Company 本公司		Note 附註	Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital redemption reserves 資本贖回儲備 RMB'000 人民幣千元	Capital reserves 資本儲備 RMB'000 人民幣千元	Exchange reserve 匯兑儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2018	**於二零一八年一月一日的結餘**		5,203	6,060	384	4,954	(4,813)	46,133	57,921
Changes in equity for 2018:	**二零一八年的權益變動：**								
Total comprehensive income for the year	年內全面收益總額		–	–	–	–	3,071	163,495	166,566
Shares issued under share option scheme	根據購股權計劃發行股份	26(c)(ii)	11	3,135	–	(972)	–	–	2,174
Transfer between reserves	儲備間調撥		–	–	–	(1,454)	–	1,454	–
Equity settled share-based transactions	權益結算以股份為基礎的交易		–	–	–	1,167	–	–	1,167
Dividends declared	已宣派股息	26(b)	–	–	–	–	–	(122,328)	(122,328)
Balance at 31 December 2018 and 1 January 2019	**於二零一八年十二月三十一日及二零一九年一月一日的結餘**	31	5,214	9,195	384	3,695	(1,742)	88,754	105,500
Changes in equity for 2019:	**二零一九年的權益變動：**								
Total comprehensive income for the year	年內全面收益總額		–	–	–	–	1,813	35,182	36,995
Shares issued under share option scheme	根據購股權計劃發行股份	26(c)(ii)	–	–	–	–	–	–	–
Transfer between reserves	儲備間調撥		–	–	–	(441)	–	441	–
Equity settled share-based transactions	權益結算以股份為基礎的交易		–	–	–	1,630	–	–	1,630
Dividends declared	已宣派股息	26(b)	–	–	–	–	–	(73,200)	(73,200)
Balance at 31 December 2019	**於二零一九年十二月三十一日的結餘**	31	5,214	9,195	384	4,884	71	51,177	70,925

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

26 資本、儲備及股息(續)

(a) Movements in components of equity *(Continued)*

(a) 權益部分變動*(續)*

Note:

The Group, including the company, has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated and there is no net effect on the opening balance of the company's equity as at 1 January 2019. See notes 1(c)(i) and 31.

附註：

本集團(包括本公司)已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列，且對本公司於二零一九年一月一日之權益期初結餘並無影響。詳情請參閱附註1(c)(i)及31。

(b) Dividends

(b) 股息

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

(i) 歸屬於本年度應付本公司權益股東的股息

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interim dividend declared and paid of HK$0.075 per ordinary share (2018: HK$0.132 per ordinary share)	已宣派及已支付的中期股息每股普通股0.075港元(二零一八年：每股普通股0.132港元)	**45,672**	76,658
Final dividend proposed after the end of the reporting period of HK$0.03 per ordinary share (2018: HK$0.048 per ordinary share)	於報告期結束後擬派的末期股息每股普通股0.03港元(二零一八年：每股普通股0.048港元)	**20,058**	27,524
		65,730	104,182

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於報告期結束後擬派的末期股息並無在報告期末確認為負債。

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

26 資本、儲備及股息(續)

(b) Dividends *(Continued)*

(b) 股息*(續)*

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

(ii) 歸屬於上一財政年度但於本年度批准及派付的應付本公司權益股東的股息

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Final dividend proposed after the end of the reporting period of HK$0.048 per ordinary share (2018: HK$0.085 per ordinary share)	於報告期結束後擬派的末期股息每股普通股0.048港元(二零一八年：每股普通股0.085港元)	**27,528**	45,670

(c) Share capital

(c) 股本

(i) Authorised and issued share capital

(i) 法定及已發行股本

		2019 二零一九年 No. of shares 股份數目	HK$'000 千港元	RMB'000 人民幣千元	2018 二零一八年 No. of shares 股份數目	HK$'000 千港元	RMB'000 人民幣千元
Authorised:	法定：						
Ordinary shares of HK$0.01 each	每股面值0.01港元之普通股	**10,000,000,000**	**100,000**	**79,208**	10,000,000,000	100,000	79,208
Ordinary shares, issued and fully paid:	已發行繳足普通股：						
At 1 January	於一月一日	**668,593,000**	**6,686**	**5,214**	667,264,000	6,672	5,203
Shares issued under share option scheme (note 26(c)(ii))	根據購股權計劃發行股份(附註26(c)(ii))	**-**	**-**	**-**	1,329,000	14	11
At 31 December	於十二月三十一日	**668,593,000**	**6,686**	**5,214**	668,593,000	6,686	5,214

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(c) Share capital *(Continued)*

(i) Authorised and issued share capital *(Continued)*

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

(ii) Shares issued under share option scheme

During the 31 December 2018, options were exercised to subscribe for a total of 1,329,000 ordinary shares in the Company at a consideration of RMB2,174,000, of which RMB11,000 and RMB2,163,000 were credited to share capital and the share premium account respectively. The amount of RMB972,000 was transferred from the capital reserve to the share premium account in accordance with policy set out in the note 1(u)(ii).

There was no share options granted or exercised during the year ended 31 December 2019.

26 資本、儲備及股息(續)

(c) 股本*(續)*

(i) 法定及已發行股本*(續)*

權益股東有權收取不時宣派的股息，並有權就每股股份於本公司股東大會上投一票。所有普通股就本公司剩餘資產享有同等地位。

(ii) 根據購股權計劃發行股份

於二零一八年十二月三十一日，已行使購股權認購合共1,329,000股本公司普通股，代價為人民幣2,174,000元，其中人民幣11,000元及人民幣2,163,000元已分別計入股本及股份溢價賬。為數人民幣972,000元的金額已根據附註1(u)(ii)所載政策自資本儲備轉撥至股份溢價賬。

概無購股權於截至二零一九年十二月三十一日止年度獲授出或行使。

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

26 資本、儲備及股息(續)

(d) Nature and purpose of reserves

(d) 儲備的性質及用途

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the Company's share premium account are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the course of business.

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬上的資金可分派予股東，前提為緊隨建議派發股息當日之後，本公司仍有能力在業務過程中清償到期欠債。

(ii) Capital reserve

Capital reserves comprise the followings:

(ii) 資本儲備

資本儲備包括以下項目：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
The Group	**本集團**		
Equity settled share-based transactions (Note 25)	權益結算以股份為基礎的交易(附註25)	**4,745**	3,556
Arising from reorganisation (notes (i) and (ii))	因重組產生(附註(i)及(ii))	**37,493**	37,493
		42,238	41,049
The Company	**本公司**		
Equity settled share-based transactions (Note 25)	權益結算以股份為基礎的交易(附註25)	**4,745**	3,556
Arising from reorganisation (note (ii))	因重組產生(附註(ii))	**139**	139
		4,884	3,695

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(d) Nature and purpose of reserves *(Continued)*

(ii) Capital reserve *(Continued)*

Notes:

(i) On 18 May 2009, the controlling shareholder sold his entire equity interest in Cabbeen China to Cabbeen China Investments Limited ("Cabbeen Investments"), so that Cabbeen Investments became the holding company of Cabbeen China. The consideration for the transaction was RMB11,200,000. The difference of RMB37,354,000 between the initial cash consideration and the capital of Cabbeen China was recorded as a capital reserve.

(ii) On 31 July 2012, the Company issued and allotted 100 shares with par value of HK$0.01 each as a consideration to purchase the entire issued share capital of Grandfull International Holdings Limited ("Grandfull International") and Cabbeen International Holdings Limited from the controlling shareholder. The difference of RMB139,000 between the purchase consideration and the share capital of Grandfull International and Cabbeen International Holdings Limited was recorded as an increase of shareholder's contribution in capital reserve.

26 資本、儲備及股息(續)

(d) 儲備的性質及用途*(續)*

(ii) 資本儲備*(續)*

附註：

(i) 於二零零九年五月十八日，控股股東將其於卡賓中國的全部股權出售予卡賓中國投資有限公司(「卡賓投資」)，故卡賓投資成為卡賓中國的控股公司。該交易的代價為人民幣11,200,000元。最初現金代價與卡賓中國資本間的差額人民幣37,354,000元計入資本儲備。

(ii) 於二零一二年七月三十一日，本公司發行及配發100股每股面值0.01港元的股份，作為向控股股東購買君富國際控股有限公司(「君富國際」)及卡賓國際控股有限公司全部已發行股本的代價。購買代價與君富國際及卡賓國際控股有限公司的股本之間的差額人民幣139,000元於資本儲備中作為股東出資的增加入賬。

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(d) Nature and purpose of reserves *(Continued)*

(iii) Capital redemption reserve

Capital redemption reserve represents the nominal amount of the shares repurchased.

(iv) Statutory reserve

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the mainland China are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of profits to parent companies.

The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside mainland China which are dealt with in accordance with the accounting policies set out in note 1(y).

26 資本、儲備及股息(續)

(d) 儲備的性質及用途*(續)*

(iii) 資本贖回儲備

資本贖回儲備指購回股份之面值。

(iv) 法定儲備

按中國的法規規定，本公司於中國內地成立及營運的附屬公司須將其按中國會計規則及法規釐定的除税後溢利(經抵銷往年虧損後)的約10%撥入法定盈餘儲備，直至儲備結餘達註冊資本的50%為止。撥款予該儲備須於向母公司分派溢利前進行。

法定儲備待相關機構批准後方可用以抵銷累計虧損或增加附屬公司的資本，惟於有關使用後的結餘不得低於其註冊資本的25%。

(v) 匯兑儲備

匯兑儲備包括因換算中國內地境外業務財務報表而產生的所有外匯差額，此換算乃根據附註1(y)所載會計政策處理。

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(d) Nature and purpose of reserves *(Continued)*

(v) Distributability of reserves

At 31 December 2019, the aggregate amount of reserves available for distribution to equity shareholders of the Company was RMB65,327,000 (2018: RMB99,902,000). After the end of the reporting period the directors propose a final dividend of HK$0.03 (2018: HK$0.048) per ordinary share (note 26(b)).

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for its equity shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

26 資本、儲備及股息(續)

(d) 儲備的性質及用途*(續)*

(v) 儲備的分派能力

於二零一九年十二月三十一日，可供分派予本公司權益股東的儲備總額為人民幣65,327,000元(二零一八年：人民幣99,902,000元)。於報告期結束後，董事建議派付末期股息每股普通股0.03港元(二零一八年：0.048港元)(附註26(b))。

(e) 資本管理

本集團管理資本的首要目標為保障本集團持續經營的能力，透過因應風險水平為產品定價以及以合理成本取得融資，繼續為權益股東帶來回報及為其他權益股東帶來利益。

本集團積極定期審視及管理其資本架構，以期在爭取在更高水平的借款下可能實現的更高股東回報與維持穩健資本狀況的好處及安全之間維持平衡，並且因應經濟情況的變化調整資本架構。

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(e) Capital management *(Continued)*

The Group monitors its capital structure with reference to its debt position. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. The Group's debt to asset ratio, being the Group's total liabilities over its total assets, at 31 December 2019 was 45% (2018: 44%).

The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group recognizes right-of-use assets and corresponding lease liabilities for some leases previously accounted for as operating leases as from 1 January 2019. This caused a slight increase in the Group's total debt, but no significant impact on 1 January 2019 when compared to its position as at 31 December 2018.

26 資本、儲備及股息(續)

(e) 資本管理*(續)*

本集團參照其債務情況監察資本架構。本集團的策略是保持權益與債務的適當平衡，確保有足夠營運資金支付債務。於二零一九年十二月三十一日，本集團的債務資產比率(即本集團的總負債除以總資產所得比率)為45%(二零一八年：44%)。

本集團已使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，本集團自二零一九年一月一日起確認原入賬列作經營租賃之部分租賃之使用權資產及相關租賃負債。其導致本集團債務總額較其於二零一八年十二月三十一日的狀況輕微增加，但並無對二零一九年一月一日之狀況造成重大影響。

26 CAPITAL, RESERVES AND DIVIDENDS (Continued)

26 資本、儲備及股息(續)

(e) Capital management *(Continued)*

The Group's adjusted net debt-to-assets ratio at the end of the current and previous reporting periods and at the date of transition to IFRS 16 was as follows:

(e) 資本管理*(續)*

本集團於本報告期間末及過往報告期間末以及於過渡至國際財務報告準則第16號日期的經調整債務與資產淨比率如下：

		31 December 2019 二零一九年十二月三十一日	1 January 2019 二零一九年一月一日 (Note) (附註)	31 December 2018 二零一八年十二月三十一日 (Note) (附註)
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Current liabilities	流動負債	994,300	685,353	684,856
Non-current liabilities	非流動負債	10,813	239,054	239,054
Current assets	流動資產	1,812,649	1,854,747	1,854,884
Non-current assets	非流動資產	428,286	243,416	242,782
Debt to asset ratio	債務資產比率	45%	44%	44%

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated. See note 1(c)(i).

附註： 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並調整於二零一九年一月一日的期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃的租賃相關的租賃負債。根據此方法，比較資料不予重列。見附註1(c)(i)。

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

本公司或其任何附屬公司均不受外界施加的資本規定所限制。

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables, deposits with banks and other financial assets. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

27 金融工具的金融風險管理及公平值

本集團於日常業務過程中產生信貸、流動資金、利率及貨幣風險。下文説明本集團面臨該等風險的狀況及本集團管理該等風險所採用的金融風險管理政策及慣例。

(a) 信貸風險

信貸風險指交易對手未能履行其合約義務而使本集團產生財務虧損的風險。本集團的信貸風險主要來自貿易及其他應收款項、銀行存款及其他金融資產。管理層已實施信貸政策，並持續監察該等信貸風險。

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

(a) Credit risk *(Continued)*

(i) Trade and other receivables

Credit evaluations are performed on customers requiring credit terms. These evaluations focus on the customer's history of making payments and current abilities to pay and take into account information specific to the customer as well as to the economic environment.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. As at 31 December 2019, 19% (2018: 23%) of the total trade and bills receivables were concentrated in one customer, and 60% (2018: 58%) of the total trade and bills receivables were concentrated in five customers of the Group.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. As at 31 December 2019, the Group does not provide any guarantees which would expose the Group to credit risk.

27 金融工具的金融風險管理及公平值(續)

(a) 信貸風險*(續)*

(i) 貿易及其他應收款項

本公司對要求信用期的客戶進行信貸評估。該等評估的重點在於客戶的支付記錄及現時的支付能力，並考慮客戶以及經濟環境的特定資料。

本集團承受的信貸風險主要受各客戶個人特徵的影響，因此倘本集團承受個別客戶的重大風險，則會使信貸風險重大集中。於二零一九年十二月三十一日，貿易應收款項及應收票據總額的19%(二零一八年：23%)集中於一個客戶，而貿易應收款項及應收票據總額的60%(二零一八年：58%)集中於本集團的五個客戶。

最高信貸風險指經扣除任何減值撥備後綜合財務狀況表內各金融資產的賬面值。於二零一九年十二月三十一日，本集團未提供將使本集團承受信貸風險的任何擔保。

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

(a) Credit risk *(Continued)*

(i) Trade and other receivables *(Continued)*

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade and bills receivables as at 31 December 2019:

27 金融工具的金融風險管理及公平值(續)

(a) 信貸風險*(續)*

(i) 貿易及其他應收款項*(續)*

本集團按等同於整個有效期的預期信貸虧損的金額計量貿易應收款項之虧損撥備,其乃使用提列矩陣進行計算。由於本集團過往的信貸虧損並未就不同客戶分部顯示重大不同虧損模式,基於逾期狀態的虧損撥備不會進一步於本集團不同客戶基礎之間進一步區分。

下表載列於二零一九年十二月三十一日本集團面臨信貸風險敞口的資料及貿易應收款項及應收票據及合約資產的預期信貸虧損:

2019 二零一九年		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.05%	633,865	(317)
1-90 days past due	逾期1至90日	1.00%	732	(7)
91-180 days past due	逾期91至180日	50.00%	–	–
More than 180 days past due	逾期超過180日	100.00%	–	–
			634,597	(324)

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

(a) Credit risk *(Continued)*

(i) Trade and other receivables *(Continued)*

27 金融工具的金融風險管理及公平值(續)

(a) 信貸風險*(續)*

(i) 貿易及其他應收款項*(續)*

2018 二零一八年		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	0.05%	362,814	(181)
1-90 days past due	逾期1至90日	1.00%	125	(1)
91-180 days past due	逾期91至180日	50.00%	898	(449)
More than 180 days past due	逾期超過180日	100.00%	30	(30)
			363,867	(661)

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

(a) Credit risk *(Continued)*

(i) Trade and other receivables *(Continued)*

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 17.

As at 31 December 2019, the Group had transferred bank acceptance bills totalling RMB158,468,000 (2018: RMB257,030,000), which were derecognised as financial asset. The transferees have recourse right to the Group in case of default by the issuing banks. In such cases, the Group would have to repurchase these bank acceptance bill at face value. These bank acceptance bills mature six months from respective dates of issue and the Group's maximum loss in case of default are RMB158,468,000 (2018: RMB257,030,000) as at 31 December 2019.

27 金融工具的金融風險管理及公平值(續)

(a) 信貸風險*(續)*

(i) 貿易及其他應收款項*(續)*

預期虧損率乃根據過往2年的實際虧損經驗得出。該等比率會作出調整以反映已蒐集歷史數據的期間的經濟狀況、當前狀況及本集團對應收款項預期期間的經濟狀況的觀點的差異。

有關本集團所承受來自貿易及其他應收款項的信貸風險進一步定量披露載於附註17。

於二零一九年十二月三十一日，本集團已轉讓銀行承兑票據合共人民幣158,468,000元(二零一八年：人民幣257,030,000元)，該等銀行承兑票據已終止確認為金融資產。倘發證銀行違約，承讓人對本集團有追索權。在此情況下，本集團將不得不按面值購回該等銀行承兑票據。該等銀行承兑票據自其各自的發行日期起計六個月到期，如出現違約，本集團於二零一九年十二月三十一日承受的最大虧損為人民幣158,468,000元(二零一八年：人民幣257,030,000元)。

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

(a) Credit risk *(Continued)*

(i) Trade and other receivables *(Continued)*

The Group considers that the credit risk associated with bank acceptance bills issued by major banks in the PRC to be insignificant.

At 31 December 2019, the Group lent three loans with total face value of RMB57,840,000 to Huazhi Investments, an associated company of the Group, which are repayable by January 2020 and March 2020. Based on the financial position and the economic environment the associate operates, the Group considers that the credit risk associated with above loans to be insignificant.

27 金融工具的金融風險管理及公平值(續)

(a) 信貸風險*(續)*

(i) 貿易及其他應收款項*(續)*

本集團認為有關由中國主要銀行出具之銀行承兑票據之信貸風險屬微不足道。

於二零一九年十二月三十一日，本集團向本集團聯營公司華智投資借出三項賬面總值為人民幣57,840,000元的貸款，分別應於二零二零年一月及二零二零年三月償還。根據該聯營公司的財務狀況及經營的經濟環境，本集團認為與上述貸款有關的信貸風險並不重大。

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

(a) Credit risk *(Continued)*

(ii) Deposits with banks

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

(iii) Other financial assets

The Group entered into a wealth management products with bank during the years ended 31 December 2018. The management considers that the counterparties are the banks with high credit rating and, therefore, the default risk is remote.

As at 31 December 2019, the Group did not enter into any wealth management product with bank.

27 金融工具的金融風險管理及公平值(續)

(a) 信貸風險*(續)*

(ii) 銀行存款

本集團透過在信貸評級卓著的金融機構存款減低信貸風險。由於銀行信貸評級良好，管理層預計任何對手方均不會不履行其責任。

(iii) 其他金融資產

於截至二零一九年及二零一八年十二月三十一日止年度，本集團與銀行訂立若干理財產品。管理層認為對手方為具高信貸評級的銀行，故違約風險極低。

於二零一九年十二月三十一日，本集團與銀行並無訂立任何理財產品。

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

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the management and directors when the borrowings exceed certain predetermined levels of authority.

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, if any, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

All non-interest bearing financial liabilities and discounted bills of the Group are carried at amount not materially different from their contractual undiscounted cash flow as all the financial liabilities are with maturities within one year or repayable on demand at the end of the reporting period.

27 金融工具的金融風險管理及公平值(續)

(b) 流動資金風險

本集團內的個別經營實體負責其本身的現金管理，包括現金盈餘的短期投資及募集貸款以應付預期的現金需求，惟倘借款超出若干預定的授權水平，則須取得管理層及董事批准。

本集團的政策乃定期監察流動資金需求及其借貸契諾(如有)的遵守情況，以確保其維持充裕現金儲備及自主要金融機構取得足夠的承諾資金，以應付短期及長期的流動資金需求。

由於所有金融負債於一年內屆滿或須於報告期結束時應要求償還，故本集團的所有免息金融負債及貼現票據均按與其合約未貼現現金流量相近的金額計算。

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

(b) Liquidity risk *(Continued)*

The contractual undiscounted cash flow and carrying amount of financial liabilities as at the end of the reporting period are set out as follows:

27 金融工具的金融風險管理及公平值(續)

(b) 流動資金風險*(續)*

於報告期末，金融負債的合約未貼現現金流量及賬面值載列如下：

31 December 2019 二零一九年十二月三十一日		Carrying amount 賬面值 RMB'000 人民幣千元	Contractual undiscounted cash flow 合約未貼現現金流量 Total 總計 RMB'000 人民幣千元	Within 1 year or on demand 一年內或應要求 RMB'000 人民幣千元	More than 1 year but less than 2 year 一年以上兩年以內 RMB'000 人民幣千元	More than 2 year but less than 5 years 兩年以上五年以內 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元
Bank borrowings	銀行借款	354,737	356,822	356,822	–	–	–
Trade and bills payables	貿易應付款項及應付票據	435,783	435,783	435,783	–	–	–
Other payables and accruals	其他應付款項及應計費用	94,559	94,559	94,559	–	–	–
Lease liabilities	租賃負債	8,317	9,421	1,747	1,806	5,868	–
		893,396	896,585	888,911	1,806	5,868	–

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Other lease liabilities include amounts recognised at the date of transition to IFRS 16 in respect of leases previously classified as operating leases under IAS 17 and amounts relating to new leases entered into during the year. Under this approach, the comparative information is not restated. See note 1(c)(i).

附註： 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並已調整於二零一九年一月一日之期初結餘以確認與先前根據國際會計準則第17號分類為經營租賃之租賃相關之租賃負債。其他租賃負債包括就先前根據國際會計準則第17號分類為經營租賃之租賃過渡至國際財務報告準則第16號當日確認之金額及有關年內所訂立新租賃的金額。根據此方法，比較資料不予重列。見附註1(c)(i)。

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

27 金融工具的金融風險管理及公平值(續)

(b) Liquidity risk *(Continued)*

(b) 流動資金風險*(續)*

31 December 2018 二零一八年十二月三十一日		Carrying amount 賬面值 RMB'000 人民幣千元	Contractual undiscounted cash flow 合約未貼現現金流量 Total 總計 RMB'000 人民幣千元	Within 1 year or on demand 一年內或應要求 RMB'000 人民幣千元	More than 1 year but less than 2 year 一年以上兩年以內 RMB'000 人民幣千元	More than 2 year but less than 5 years 兩年以上五年以內 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元
Bank borrowings	銀行借款	287,452	310,043	54,267	255,776	–	–
Trade and bills payables	貿易應付款項及應付票據	468,937	468,937	468,937	–	–	–
Other payables and accruals	其他應付款項及應計費用	76,077	76,077	76,077	–	–	–
		832,466	855,057	599,281	255,766	–	–

(c) Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank borrowings carried at variable rates, which exposes the Group to cash flow interest rate risk. The effective interest rate of the bank borrowings of the Group as at 31 December 2019 was 6.87% (2018: 6.70%).

(c) 利率風險

利率風險指金融工具的公平值或未來現金流量將會因市場利率的變化而波動的風險。本集團的利率風險主要來自按浮息計算的銀行借款，令本集團面臨現金流量利率風險。於二零一九年十二月三十一日，本集團的銀行借款實際利率為6.87%(二零一八年：6.70%)。

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

(c) Interest rate risk *(Continued)*

Sensitivity analysis

At 31 December 2019, it is estimated that a general increase/decrease of 1% in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax for the year and retained profits by approximately RMB2,935,000 (2018: RMB2,400,000). Other components of equity would not be affected by the changes in interest rates.

The sensitivity analysis above indicates the impact on the Group's profit for the year and retained profits that would arise assuming that there is an annualised impact on interest income and expense by a change in interest rates. The analysis has been performed on the same basis for 2018.

(d) Currency risk

Individual companies within the Group have limited foreign currency risk as most of the transactions are denominated in the same currency as the functional currency of the operation in which they relate. The Group's functional currency is RMB as all the turnover are within the PRC. With the natural hedging of the revenue and costs being denominated in RMB, the Group's transactional foreign exchange exposure was insignificant.

27 金融工具的金融風險管理及公平值(續)

(c) 利率風險*(續)*

敏感度分析

於二零一九年十二月三十一日，估計當利率整體上升／下降1%而所有其他變量保持不變，本集團年內除税後溢利及保留溢利將減少／增加約人民幣2,935,000元(二零一八年：人民幣2,400,000元)。股權的其他部分不會受利率變動的影響。

上述敏感度分析顯示假設利率變動對全年利息收入及開支產生影響情況下對本集團年內溢利及保留溢利造成的影響。該分析乃按二零一八年的相同基準進行。

(d) 貨幣風險

本集團旗下個別公司的外幣風險有限，原因為大多數交易均以與其經營相關的功能貨幣相同的貨幣計賬。本集團的功能貨幣為人民幣，原因為其所有交易均在中國進行。由於收益及成本均以人民幣計賬已自然對沖，本集團之交易外匯風險微不足道。

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

(e) Fair value

(i) Financial assets measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

27 金融工具的金融風險管理及公平值(續)

(e) 公平值

(i) 按公平值計量的金融資產

公平值等級

下表按國際財務報告準則第13號公平值計量所界定的三個公平值等級，列示本集團金融工具於報告期末按經常性準則計量的公平值。公平值計量所歸入的等級參照估值技術所用輸入數據的可觀察性及重要性釐定如下：

- 第一級估值：僅使用第一級輸入數據，即相同資產或負債於計量日於活躍市場的報價(未經調整)計量的公平值。
- 第二級估值：使用第二級輸入數據，即不符合第一級標準的可觀察輸入數據，且不使用重要不可觀察輸入數據計量的公平值。不可觀察輸入數據指並無可得市場數據的輸入數據。
- 第三級估值：使用重要不可觀察輸入數據計量的公平值。

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

(e) Fair value *(Continued)*

(i) Financial assets measured at fair value *(Continued)*

Fair value hierarchy *(Continued)*

As at 31 December 2019, the Group has no financial asset measured at fair value (2018: RMB60,000,000).

27 金融工具的金融風險管理及公平值(續)

(e) 公平值*(續)*

(i) 按公平值計量的金融資產*(續)*

公平值等級*(續)*

於二零一九年十二月三十一日，本集團並無任何按公平值計量的金融資產(二零一八年：人民幣60,000,000元)

		Fair value at 31 December 2018 於二零一八年十二月三十一日的公平值	Fair value measurements as at 31 December 2018 categorised into 於二零一八年十二月三十一日的公平值計量分類為		
			Level 1 第一級	Level 2 第二級	Level 3 第三級
		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
Recurring fair value measurements	**經常性公平值計量**				
Assets:	資產：				
Financial asset at fair value through profit or loss (note 18)	按公平值計入損益的金融資產(附註18)				
– Wealth management products	– 理財產品	60,000	–	60,000	–

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

(e) Fair value *(Continued)*

(i) Financial assets measured at fair value *(Continued)*

Fair value hierarchy *(Continued)*

During the years ended 31 December 2018 and 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of wealth management products in Level 2 is the estimated amount that the Group would receive at the end of the reporting period, taking into account the current creditworthiness of the wealth management products counterparties.

27 金融工具的金融風險管理及公平值(續)

(e) 公平值*(續)*

(i) 按公平值計量的金融資產*(續)*

公平值等級*(續)*

截至二零一八年及二零一九年十二月三十一日止年度，第一級與第二級之間並無任何轉移，亦無轉入或轉出第三級。本集團政策為於報告期末在公平值等級間出現轉移時確認轉移。

第二級公平值計量所用之估值技術及輸入數據

第二級內理財產品之公平值為本集團將於報告期末收取之估計金額，當中計及理財產品交易方之當前信用。

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

(e) Fair value *(Continued)*

(i) Financial assets measured at fair value *(Continued)*

Information about Level 3 fair value measurements

The fair value of conversion option embedded in convertible loan was determined using binomial lattice model and the significant unobservable input used in the fair value measurement was expected volatility. The fair value measurement was positively correlated to the expected volatility. The convertible loan was repaid at August 2018.

The movements during the period in the balance of these Level 3 fair value measurements are as follows:

27 金融工具的金融風險管理及公平值(續)

(e) 公平值*(續)*

(i) 按公平值計量的金融資產*(續)*

有關第三級公平值計量之資料

可轉換貸款內含之轉換權之公平值乃採用二項式點陣模式釐定，而公平值計量所用之重要不可觀察輸入數據為預期波幅。公平值計量與預期波幅呈正相關關係。可轉換貸款已於二零一八年八月償還。

期內該等第三級公平值計量結餘之變動如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Conversion option embedded in convertible loan:	可轉換貸款內含之轉換權：		
Reclassification	重新分類	–	47,245
At 1 January/On issue day	於一月一日／發行日	–	52,404
Changes in fair value recognised in profit or loss during the period	期內於損益確認之公平值變動	–	(2,865)
Repayment of the loan	貸款還款	–	(49,539)
At 31 December	於十二月三十一日	–	–
Total loss for the period included in profit or loss for assets held at the end of the reporting period	就報告期末所持資產計入損益之期內虧損總額	–	(2,865)

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

(e) Fair value *(Continued)*

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2018 and 2019.

27 金融工具的金融風險管理及公平值(續)

(e) 公平值*(續)*

(ii) 並非按公平值列賬之金融資產及負債的公平值

於二零一八年及二零一九年十二月三十一日，本集團按成本或攤銷成本列賬之金融工具的賬面值與其公平值並無重大差異。

28 COMMITMENTS

(a) Capital commitments

Capital commitments outstanding at 31 December 2019 not provided for in the financial statements were as follows:

28 承擔

(a) 資本承擔

於二零一九年十二月三十一日，未於財務報表計提撥備的未履行資本承擔如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Contracted for	已訂約	**29,525**	7,790
Authorised but not contracted for	已授權惟未訂約	**51,975**	22,272
		81,500	30,062

In addition, the Group was committed at 31 December 2019 to enter into a lease of five years that is not yet commenced, the lease payments under which amounted to RMB1,806,000 per annum.

此外，本集團承諾於二零一九年十二月三十一日訂立一份尚未開始的五年期租賃，根據該租賃每年租賃付款為人民幣1,806,000元。

28 COMMITMENTS (Continued)

(b) Operating leases commitments

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

28 承擔(續)

(b) 經營租賃承擔

於二零一八年十二月三十一日，根據不可撤銷經營租賃應付的未來最低租賃付款總額如下：

		2018 二零一八年 RMB'000 人民幣千元
Within 1 year	一年內	5,864
After 1 year but within 5 years	一年後五年內	210
		6,074

The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under IAS 17. The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (see note 1(c)(i)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position in accordance with the policies set out in note 1(m).

本集團為根據國際會計準則第17號先前分類為經營租賃的租賃項下持有若干物業的承租人。本集團已使用經修訂追溯法首次應用國際財務報告準則第16號。根據此方法，本集團已於二零一九年一月一日調整期初餘額以確認有關該等租賃的租賃負債(見附註1(c)(i))。自二零一九年一月一日起，未來租賃付款根據附註1(m)所載的政策於財務狀況表中確認為租賃負債。

29 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into the following material related party transactions.

(a) Transactions with related parties

The operating lease charges in respect of properties paid and payable to Shishi City Junyuan Development Co., Ltd. ("Junyuan Development") (石獅市駿源發展有限公司) amounted to RMB787,000 (2018: RMB2,111,000) for the year ended 31 December 2019, which constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. However those transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1).

On 17 May 2019, Cabbeen Fashion China Limited ("Cabbeen China") entered into the equity transfer agreement with Precise Investment Limited ("Precise Investment"), Junyuan Development and Mr. Yang Ziming, pursuant to which Cabbeen China agreed to acquire from Precise Investment the entire registered capital of Junyuan Development for a consideration of RMB107,607,000. The equity transfer agreement was approved by the independent shareholders by way of poll at the adjourned extraordinary general meeting held on 3 July 2019. The transaction was completed in July 2019, which constitutes a connected transaction as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section headed "Connected Transactions" of the Reports of the Directors.

29 重大關聯方交易

除財務報表其他部分披露的關聯方資料外，本集團訂立以下重大關聯方交易。

(a) 與關聯方交易

於截至二零一九年十二月三十一日止年度就物業已付及應付石獅市駿源發展有限公司(「駿源發展」)之經營租賃費用為人民幣787,000元(二零一八年：人民幣2,111,000元)，其構成上市規則第14A章所界定之持續關連交易。而且，該等交易已獲豁免遵守上市規則第14A章之披露規定，原為該等交易低於上市規則第14A.76(1)條之最低豁免水平。

於二零一九年五月十七日，卡賓服飾(中國)有限公司(「卡賓中國」)與精卓投資有限公司(「精卓投資」)、駿源發展及楊紫明先生訂立股權轉讓協議，據此，卡賓中國同意自精卓投資收購駿源發展全部註冊資本，代價為人民幣107,607,000元。股權轉讓協議已獲獨立股東於二零一九年七月三日舉行之股東特別大會續會上以投票方式批准。收購事項已經於二零一九年七月完成，其構成上市規則第14A章所界定的關連交易。上市規則第14A章規定之披露載於董事會報告「關連交易」一節。

29 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(a) Transactions with related parties *(Continued)*

During the year ended 31 December 2018, the Group lent RMB 32,000,000 to Huazhi Investment, an associated company of the Group, which was with an interest rate at 30% above PBOC base interest rate per annum and repayable by September 2019. By the time the loan receivable from Huazhi Investment become due, the Group extended the repayment period of the loan to March 2020. During the year ended 31 December 2019, the Group lent another loan of RMB10,000,000 to Huazhi Investment, which was with an interest rate at 7% per annum and repayable by March 2020. This loan was subsequently settled in January 2020. None of the above related party transactions falls under the definition of connected transaction as defined in Chapter 14A of the Listing Rules.

29 重大關聯方交易(續)

(a) 與關聯方交易*(續)*

截至二零一八年十二月三十一日止年度，本集團向本集團聯營公司華智投資借出人民幣32,000,000元的貸款，有關款項應於二零一九年九月償還，並按中國人民銀行基準年利率上浮30%計息。當來自華智投資的應收貸款到期時，本集團將貸款的還款期延期至二零二零年三月。截至二零一九年十二月三十一日止年度，本集團向華智投資借出另一筆人民幣10,000,000元的貸款，該筆貸款應於二零二零年三月前償還並按年利率7%計算。該貸款其後已於二零二零年一月結清。上述關聯方交易均不符合上市規則第14A章所界定的關連交易的定義。

29 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

29 重大關聯方交易(續)

(b) Key management personnel compensation

(b) 主要管理人員薪酬

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 6 and certain of the highest paid employees as disclosed in note 7, is as follows:

本集團主要管理人員酬金(包括支付予附註6所披露的本公司董事及附註7所披露的若干最高薪僱員的款項)如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	**8,035**	6,596
Contributions to retirement benefit scheme	退休福利計劃供款	**364**	582
Discretionary bonus	酌情花紅	**–**	–
Equity settled share-based payment expenses	權益結算以股份為基礎的付款開支	**1,630**	1,167
		10,029	8,345

Total remuneration is included in "staff costs" (note 4(b)).

薪酬總額載於「員工成本」(附註4(b))。

30 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in condition and assumptions are factors to be considered when reviewing the financial statements. The principal accounting policies are set forth in note 1. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

(a) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale. These estimates are based on the current market conditions and the historical experience of selling products with similar nature. It could change significantly as a result of change in customer preference and competitor actions in response to the industry situation. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversals of write-down made in prior years and affect the Group's net assets value. The Group reassesses these estimates at the end of each reporting period.

30 重大會計估計及判斷

估計及判斷會以經驗及其他因素(包括因應當時情況認為屬對未來事件的合理預期)為基準持續評估。

重要會計政策的選擇、影響該等政策應用的判斷及其他不明朗因素以及所呈報業績對條件及假設變動的敏感度均為審閱財務報表時考慮的因素。主要會計政策載列於附註1。本集團相信，以下重要會計政策涉及編製財務報表所使用最為重要的判斷及估計。

(a) 存貨的可變現淨值

存貨的可變現淨值乃於日常業務過程中的估計售價，減估計完成的成本及進行銷售所需的估計成本。該等估計乃基於目前市況及銷售類似性質產品的過往經驗。其可能因客戶偏好的變動及競爭對手針對行業狀況採取的行動而出現重大變化。假設的任何變動將增加或減少過往年度作出的存貨撇減的金額或有關撇減撥回，並影響本集團的資產淨值。本集團於各報告期末重新評估該等估計。

30 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

30 重大會計估計及判斷(續)

(b) Impairment of trade and other receivables

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of reporting period. Where the estimation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

(b) 貿易及其他應收款項減值

本集團透過評估預期信貸虧損估計貿易應收款項的虧損撥備。這需要運用估計及判斷。預期信貸虧損乃根據跟集團的過往信貸虧損經驗，就具體債務人的因素作出之調整及於報告期末對當前及預期整體經濟狀況作出的評估得出。倘估計與初始估計出現差異，有關差異將影響貿易應收款項的賬面值，因此，有關估計期間的減值虧損會出現變動。本集團會在預期期限內不斷評估貿易應收款項的預期信貸虧損。

(c) Bank acceptance bills

As set out in note 27(a)(i), the Group considers that the credit risk associated with bank acceptance bills issued by major banks in the PRC to be insignificant. The Group monitors the credit risk of issuing banks. The judgement to derecognise bank acceptance bills upon discounting or endorsement is reviewed when the credit risk of issuing banks deteriorates significantly.

(c) 銀行承兑票據

如附註27(a)(i)所述，本集團認為中國主要銀行發行的銀行承兑票據相關的信貸風險並不重大。本集團監察發行銀行的信貸風險。當發行銀行的信貸風險顯著惡化時，貼現或背書後終止確認銀行承兑票據的判斷將加以審閱。

31 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 31 公司財務狀況表

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Non-current asset	**非流動資產**			
Investments in subsidiaries	於附屬公司的投資	14	**8,490**	7,205
Current assets	**流動資產**			
Other receivables	其他應收款項		**256,928**	213,464
Cash and cash equivalents	現金及現金等價物		**585**	557
			257,513	214,021
Current liability	**流動負債**			
Other payables and accruals	其他應付款項及應計費用		**195,078**	115,726
			195,078	115,726
Net current assets	**流動資產淨值**		**62,435**	98,295
NET ASSETS	**資產淨值**		**70,925**	105,500
CAPITAL AND RESERVES	**資本及儲備**	26(a)		
Capitals	資本		**5,214**	5,214
Reserves	儲備		**65,711**	100,286
NET ASSETS	**資產淨值**		**70,925**	105,500

Approved and authorised for issue by the board of directors on 11 March 2020.

經董事會於二零二零年三月十一日批准及授權刊發。

Mr. Siu Keung Ng
吳少強先生
Chief Executive Officer and Executive Director
行政總裁兼執行董事

Mr. Rongqin Ke
柯榕欽先生
Executive Director
執行董事

32 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

The coronavirus outbreak since early 2020 has brought about additional uncertainties in the Group's operating environment and has impacted the Group's operations and financial position and performance.

The Group has been closely monitoring the impact of the developments on the Group's businesses and has put in place contingency measures. These contingency measures include: cutting back purchase orders for 2020 summer collection; putting on hold the opening of new shops and other material investments; providing extended credit terms for its distributors. The Group will keep its contingency measures under review as the situation evolves.

As far as the Group's businesses are concerned, the outbreak has materially and adversely impacted the sales, some debtors' repayment abilities and turnover of inventory. As the extent to which the coronavirus outbreak will continue is uncertain, it is not practicable to estimate the full financial effect that the coronavirus outbreak may have on the Group's businesses as at the date when the financial statements are authorized to issue.

32 報告期後非調整事項

自二零二零年初爆發新型冠狀病毒肺炎疫情，本集團之經營環境已充斥額外不明朗因素，亦已影響本集團之業務及財務狀況及表現。

本集團已一直密切注視事態發展對本集團業務之影響，並已採取緊急應對措施。該等緊急應對措施包括：削減二零二零年夏季系列產品之採購訂單；擱置開設新店舖及其他重大投資；提供延長信貸期予分銷商。本集團將根據事態發展不斷審查其緊急應對措施。

就本集團業務而言，疫情爆發已對銷售、部分債務人之償還負債及存貨周轉造成重大不利影響。由於冠狀病毒持續爆發之程度依然尚未確定，因此難以估計冠狀病毒爆發時對於財務報表獲授權刊發之日本集團之整體財務影響。

33 COMPARATIVE FIGURES

The Group has initially applied IFRS 16 using the modified retrospective approach at 1 January 2019. Under the Transition method chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 1(c).

33 比較數字

本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據所選用之過渡法，並無重列比較數字。有關會計政策變動之進一詳情載於附註1(c)。

34 ULTIMATE CONTROLLING PARTY

As at 31 December 2019, the directors consider the ultimate controlling party of the Company to be Mr. Ziming Yang.

34 最終控股方

於二零一九年十二月三十一日，董事認為本公司的最終控股方為楊紫明先生。

35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

Up to the date of issue of these financial statements, the IASB has issued a number of amendments which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

35 截至二零一九年十二月三十一日止年度已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響

截至本財務報表刊發日期，國際會計準則理事會已頒佈多項修訂，該等修訂於截至二零一九年十二月三十一日止年度尚未生效，且於本財務報表並未採用。以下為可能與本集團相關的有關準則。

	Effective for accounting periods beginning on or after **於下列日期或之後開始的會計期間生效**
Amendment to IAS 1 and IAS 8, *Definition of a material* 國際會計準則第1號及國際會計準則第8號之修訂，*重大的定義*	1 January 2020 二零二零年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正評估該等修訂、新訂準則及詮釋於首次應用期間所產生之影響。現階段本集團並未發現其可能對綜合財務報表構成重大影響。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue	收益	**1,274,966**	1,273,473	1,089,106	1,160,799	1,356,486
Cost of sales	銷售成本	**(714,875)**	(694,730)	(551,493)	(604,829)	(730,032)
Gross profit	毛利	**560,091**	578,743	537,613	555,970	626,454
Other income	其他收入	**66,777**	58,100	42,786	51,709	56,805
Selling and distribution expenses	銷售及分銷開支	**(218,915)**	(179,423)	(153,392)	(160,425)	(121,607)
Administrative and other operating expenses	行政及其他營運開支	**(164,513)**	(146,388)	(125,671)	(194,198)	(166,811)
Profit from operations	經營溢利	**243,440**	311,032	301,336	253,056	394,841
Finance cost	融資成本	**(21,608)**	(19,891)	(16,555)	(5,848)	(3,137)
Share of loss of an associate	分佔一間聯營公司的虧損	**(46)**	(190)	–	–	–
Profit before taxation	除税前溢利	**221,786**	290,951	284,781	247,208	391,704
Income tax	所得税	**(63,644)**	(80,708)	(81,568)	(65,519)	(104,146)
Profit for the year	年內溢利	**158,142**	210,243	203,213	181,689	287,558
Earnings per share	每股盈利					
Basic (RMB)	基本(人民幣)	**0.24**	0.32	0.29	0.26	0.40
Diluted (RMB)	攤薄(人民幣)	**0.24**	0.32	0.29	0.25	0.40

FIVE YEARS SUMMARY (CONTINUED)
五年概要(續)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Non-current assets	**非流動資產**					
Investment properties	投資物業	**128,753**	39,607	–	–	–
Property, plant and equipment	物業、廠房及設備	**176,016**	59,326	73,076	57,521	29,817
Interests in leasehold land held for own use under operating lease	經營租賃下持作自用之租賃土地之權益	**–**	22,811	23,312	23,319	–
Intangible assets	無形資產	**33,299**	37,393	40,218	34,848	35,297
Prepayments for acquisition of plant and equipment	收購廠房及設備之預付款項	**8,460**	1,039	9,744	–	–
Other loans receivables	其他應收貸款	**–**	–	64,118	–	–
Interest in an associate	於一間聯營公司的權益	**49,303**	49,349	–	–	–
Deferred tax assets	遞延稅項資產	**32,455**	33,257	26,158	37,786	24,368
		428,286	242,782	236,626	153,474	89,482
Current assets	**流動資產**					
Inventories	存貨	**383,716**	383,578	337,052	328,813	266,765
Trade and other receivables	貿易及其他應收款項	**738,863**	506,393	445,829	465,086	485,917
Other financial assets	其他金融資產	**–**	60,000	253,159	21,400	10,000
Deposits with banks with original maturity date over three months	原到期日逾三個月的銀行存款	**303,254**	443,944	452,860	275,400	288,622
Pledged bank deposits	已抵押銀行存款	**119,824**	240,485	105,015	239,068	428,375
Cash and cash equivalents	現金及現金等價物	**266,992**	220,484	134,593	222,885	294,543
		1,812,649	1,854,884	1,728,508	1,552,652	1,774,222
Current liabilities	**流動負債**					
Bank borrowings	銀行借款	**354,737**	52,566	16,636	127,095	220,479
Trade and other payables	貿易及其他應付款項	**591,510**	597,395	590,042	555,696	704,182
Current tax payable	應付即期稅項	**46,673**	34,895	19,929	30,041	26,758
Lease liabilities	租賃負債	**1,380**	–	–	–	–
		994,300	684,856	626,607	712,832	951,419
Non-current liabilities	**非流動負債**					
Bank borrowings	銀行借款	**–**	234,886	271,461	–	–
Lease liabilities	租賃負債	**6,937**	–	–	–	–
Deferred tax liabilities	遞延稅項負債	**3,876**	4,168	11,770	11,577	15,384
		10,813	239,054	283,231	11,577	15,384
Net assets	**資產淨值**	**1,235,822**	1,173,756	1,055,296	981,717	896,901
Capital and reserves	**資金及儲備**					
Share capital	股本	**5,214**	5,214	5,203	5,583	5,580
Reserves	儲備	**1,199,527**	1,112,743	1,018,653	976,134	891,321
		1,204,741	1,117,957	1,023,856	981,717	896,901
Non-controlling interests	**非控股權益**	**31,081**	55,799	31,440	–	–
Total equity	總權益	**1,235,822**	1,173,756	1,055,296	981,717	896,901

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