

年報 2019

Annual Report

 中國服飾控股有限公司  
CHINA OUTFITTERS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1146)

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# Corporate Information

## EXECUTIVE DIRECTORS

Mr. ZHANG Yongli  
*(Chairman and Chief Executive Officer)*  
Mr. SUN David Lee  
Ms. HUANG Xiaoyun *(Chief Financial Officer)*

## NON-EXECUTIVE DIRECTOR

Mr. WANG Wei

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. KWONG Wilson Wai Sun  
Mr. CUI Yi  
Mr. YEUNG Chi Wai

## COMPANY SECRETARY

Ms. LI Rita Yan Wing

## AUTHORISED REPRESENTATIVES

Ms. HUANG Xiaoyun  
Ms. LI Rita Yan Wing

## AUDIT COMMITTEE

Mr. KWONG Wilson Wai Sun *(Chairman)*  
Mr. CUI Yi  
Mr. YEUNG Chi Wai

## REMUNERATION COMMITTEE

Mr. CUI Yi *(Chairman)*  
Mr. ZHANG Yongli  
Mr. KWONG Wilson Wai Sun

## NOMINATION COMMITTEE

Mr. ZHANG Yongli *(Chairman)*  
Mr. YEUNG Chi Wai  
Mr. KWONG Wilson Wai Sun

## REGISTERED OFFICE

190 Elgin Avenue  
George Town  
Grand Cayman  
KY1-9005  
Cayman Islands

## HEAD OFFICE IN THE PRC

No. 9 Lane 1225, Tong Pu Road  
Pu Tuo District  
Shanghai, PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1303, 13/F.  
New East Ocean Centre  
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## WEBSITE

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

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking  
Corporation Limited  
China Merchants Bank, Hong Kong Branch  
China Construction Bank

## LEGAL ADVISOR

Herbert Smith Freehills LLP

## AUDITOR

Ernst & Young, Certified Public Accountants

# Chairman's Statement

Dear Shareholders,

I am pleased to present to you the annual report and consolidated financial statements of China Outfitters Holdings Limited (the "Company" or "China Outfitters", together with its subsidiaries, the "Group") for the year ended 31 December 2019.

In 2019, the growth of Chinese economy slowed as the growth rate of Gross Domestic Product ("GDP") was 6.1%, recording the lowest growth rate in the 28 years since 1990. The growth rate of the total retail sales of consumer goods decreased by 1.0 percentage points from 9.0% in 2018 to 8.0% in 2019. The conventional retail market is also full of challenges, retail sales of the top 100 key and large-scale retailers decreased by 0.3% as compared with the previous year.

Affected by the continued slowdown of the macro economy, the Group recorded a decrease in revenue by 8.9% from RMB898.3 million in 2018 to RMB818.7 million in 2019 and a decrease in profit attributable to ordinary equity holders of the parent by 66.9% from RMB60.2 million in 2018 to RMB19.9 million in 2019.

Despite the challenging market conditions, the Group adopted a number of positive measures during the year to continue to increase investments in branding, business digitisation, warehousing and logistics which laid a foundation for the Group's future growth.

## BRAND

The continuing implementation of the multi-brand strategy is the key to our sustainable expansion and growth. We have completed the acquisition of "Henry Cotton's" and "Marina Yachting" business during the year, making "Henry Cotton's" and "Marina Yachting" brands wholly-owned by the Company in the Greater China region. We believe that adding "Henry Cotton's" and "Marina Yachting" to the portfolio of Company's self-owned brands will be beneficial to attainment of the strategic objectives of the Company that is to increase the sales proportion from the self-owned brands.

In addition to investment in brand acquisition, we held a number of brand presentation events and fashion shows during the year. We also developed joint-promotion products and sponsored films and television dramas to further enhance brand awareness of our brands and demonstrate our customers the lifestyle represented and advocated by the brands.

## BUSINESS DIGITALISATION

We continued to implement the "Digitalisation Driven" strategy during the year. Our self-developed O2O system allows our customers to order and purchase a desired product even though the product is not available in a particular location, and the Group will then distribute the product to customers through a third-party logistics company. Sales contributed by the system increased by RMB1.4 million, or approximately 1.7%, from RMB81.6 million in 2018 to RMB83.0 million in 2019.

In 2019, we collaborated with Weimob to launch our WeChat stores and start to sell our products through the stores. The Group's customer relationship management (CRM) system has also been online during the year. We are committed to implementing customer loyalty programs and encouraging customers' repeat purchases and cross-sells to further enhance customer loyalty.

## LOGISTICS WAREHOUSING

In view of the growth of non-conventional store business such as e-commerce and new retail, the demand for warehousing operations such as single-piece logistics and direct customer delivery has increased significantly. The Group has implanted Radio Frequency Identification ("RFID") microchips into the product labels of our products to improve the overall warehousing and logistics efficiency including product receiving, positioning, picking and shipping. During the year, our logistics centers in Shanghai, Guangzhou and Dezhou were equipped with RFID identification and reading equipment to read and identify the chip and product information. We believe that with the widespread use of this new technology, our warehouse will be further transformed into a B2C logistics center that directly delivers products to customers.

## PROSPECTS

On 10 January 2020, the Group received a notice from the brand owner of "Jeep" trademark which stated that the Jeep license agreement of the Group will expire on 31 December 2020 and will not be renewed. As the number of retail points operating Jeep brand accounted for approximately 60% of the total number of retail points of the Group, the Company will discuss with the retail network partners including department stores, shopping malls and third-party retailers to change the retail points now operating Jeep brand to retail points operating the Group's self-owned brands such as MCS, Marina Yachting, London Fog and Zoo York after the expiration of the Jeep Licensing Agreement.

The outbreak of the novel coronavirus also adversely affected the business of the Group. Since the end of January 2020, more than 70% of the Group's retail points have been temporarily closed due to the epidemic. Therefore, the Group's sales in February 2020 were minimal. However, up to now, except for the retail points in Wuhan and Tianjin, 90% of the retail points have resumed operation. We hope the customer flows of the department stores and shopping malls will be recovered in April.

Despite the above challenges, we will still focus on our main objectives in 2020, which are the clearance of inventory and the conversion of Jeep retail points. At the same time, we remain committed to the "Digitalisation Driven" strategy to strengthen our competitiveness and increase sales through O2O system, WeChat stores, and customer loyalty programs.

## ACKNOWLEDGEMENT

Finally, I would also like to take this opportunity to represent the Board of Directors, and express my sincere gratitude to the colleagues on the Board and staff members of the Group for their hard work, loyal service and contribution during the year.

**Zhang Yongli**

*Chairman*

Shanghai, 25 March 2020

# Management Discussion and Analysis

## MARKET OVERVIEW

Amid the continuous slowdown of China's macro-economy, demonstrated by the weakest Gross Domestic Product growth rate ("GDP") of 6.1% for the past 29 years since 1990, the growth rate of total retail sales of consumer products has decreased by 1.0 percentage point from 9.0% in 2018 to 8.0% in 2019. Particularly, retail sales achieved by the top 100 key and large-scale retailers decreased by 0.3% in 2019.

Confronted with the ever-changing market place, the Group is searching for ways to better adapt to the competitive landscape. The Group reported a decrease in revenue by 8.9% from RMB898.3 million in 2018 to RMB818.7 million in 2019 and a decrease in profit attributable to ordinary equity holders of the parent by 66.9% from RMB60.2 million in 2018 to RMB19.9 million in 2019.

## FINANCIAL REVIEW

### Revenue

We derive our revenue primarily from retail sales of our products to our end-consumers through self-operated retail points in department stores and shopping malls in major cities in the PRC, sales of products to third-party retailers who directly manage concession counters and retail stores in other cities in the PRC where we do not operate retail points and sales of products through online channels.

Our revenue is recognised when control of goods is transferred to the customers at amount that reflect the consideration to which the Group expects to be entitled in exchange for those goods or services.

The total revenue of the Group was RMB818.7 million in 2019, representing a decrease by RMB79.6 million, or approximately 8.9% as compared to RMB898.3 million in 2018. The decrease in revenue was mainly attributable to the decrease in retail sales from self-operated retailers and sales to third-party retailers.

### *By sales channel*

Revenue from sales of products through self-operated retail points decreased by RMB64.7 million, or 9.4%, from RMB684.9 million in 2018 to RMB620.2 million in 2019 and accounted for approximately 75.7% (2018: 76.2%) of the total revenue. The decrease in revenue was primarily due to the decrease in same store sales by 12.1%. In terms of the retail channel, the revenue from outlet stores also slightly decreased by RMB3.1 million, or approximately 1.4%, from RMB221.5 million in 2018 to RMB218.4 million in 2019.

Revenue from sales of products to third-party retailers decreased by RMB13.3 million, or 8.7% from RMB152.2 million in 2018 to RMB138.9 million in 2019 and accounted for approximately 17.0% (2018: 16.9%) of the total revenue. The decrease in revenue was primarily because third-party retailers became more conservative in placing orders to purchase the products from the Group.

Revenue from sales of products through online channels decreased by RMB1.6 million, or 2.6%, from RMB61.2 million in 2018 to RMB59.6 million in 2019 and accounted for approximately 7.3% (2018: 6.9%) of the total revenue. The decrease in revenue was primarily attributable to a mixed effect of (i) a decrease in sales of products to online third-party retailers by RMB5.7 million or approximately 19.4%, from RMB29.3 million in 2018 to RMB23.6 million in

## Management Discussion and Analysis

2019; and (ii) an decrease in sales of product through our e-shops on Tmall.com and JD.com by RMB3.4 million or approximately 18.8%, from RMB18.1 million in 2018 to RMB14.7 million in 2019; and partially offset by (iii) an increase in sales from online discount platform such as VIP.com by RMB7.5 million or approximately 54.3% from RMB13.8 million in 2018 to RMB21.3 million in 2019.

The table below sets forth the breakdown of our revenue contributed by sales made through our self-operated retail points, sales to third-party retailers and sales through online channels:

	Year ended 31 December			
	2019		2018	
	Revenue RMB million	% of total revenue	Revenue RMB million	% of total revenue
Retail sales from self-operated retailers	620.2	75.7%	684.9	76.2%
Sales to third-party retailers	138.9	17.0%	152.2	16.9%
Sales from e-commerce business	59.6	7.3%	61.2	6.9%
Total	818.7	100.0%	898.3	100.0%

### By Brand

Revenue contributed from self-owned brands decreased by RMB9.6 million, or approximately 9.6%, from RMB100.5 million in 2018 to RMB90.9 million in 2019. Percentage of revenue from self-owned brands over total revenue was consistent for the both years indicated.

The table below sets forth our revenue contributed by licensed brands and self-owned brands:

	Year ended 31 December			
	2019		2018	
	Revenue RMB million	% of total revenue	Revenue RMB million	% of total revenue
Licensed brands	727.8	88.9%	797.8	88.8%
Self-owned brands	90.9	11.1%	100.5	11.2%
Total	818.7	100.0%	898.3	100.0%

### Cost of sales

Our cost of sales decreased by RMB35.2 million, or approximately 16.3%, from RMB216.0 million in 2018 to RMB180.8 million in 2019. The decrease in cost of sales was primarily due to a decrease in cost of inventories sold by RMB21.5 million from RMB238.6 million in 2018 to RMB217.1 million in 2019 due to the decrease in sales in 2019. The decrease in cost of inventories sold was partially offset by a decrease in reversal of write-down of inventories to net realisable value by RMB4.1 million from RMB40.4 million in 2018 to RMB36.3 million in 2019.

### Gross profit and gross profit margin

Our gross profit decreased by RMB44.3 million, or approximately 6.5%, from RMB682.3 million in 2018 to RMB638.0 million in 2019. Our overall gross profit margin was 77.9% in 2019, which was largely consistent with the gross profit margin of 76.0% in 2018.

### Other income and gains

Our other income and gains decreased by RMB16.9 million, or approximately 35.9%, from RMB47.1 million in 2018 to RMB30.2 million in 2019, which was primarily due to a decrease in government subsidies by RMB18.7 million and partially offset by an increase in exchange gain by RMB2.1 million during the year.

### Selling and distribution expenses

Our selling and distribution expenses decreased by RMB10.2 million, or approximately 2.1%, from RMB495.7 million in 2018 to RMB485.5 million in 2019.

Rents and concession fees for occupying concession counters within department stores and department store charges decreased by RMB5.2 million, or approximately 2.2%, from RMB234.1 million in 2018 to RMB228.9 million in 2019, which was largely due to decrease in revenue from self-operated retail points.

The labour costs related to sales and marketing staff and outsourcing costs related to sales and marketing activities increased from RMB106.9 million in 2018 to RMB113.2 million in 2019 which was primarily attributable to the increase in basic salary of the sales and marketing staff.

We incurred advertising and promotion expenses of RMB22.2 million (2018: RMB24.9 million) during the year for organizing promotion activities and spending on social media marketing to share our brand stories and product knowledge with our customers through WeChat, Weibo and mainstream websites such as Sina.com, Sohu.com etc.

Decoration fees for self-operated retail points decreased from RMB46.2 million in 2018 to RMB41.3 million in 2019 which was primarily attributable to the decrease in number of retail points opened during the year.

The other selling and distribution expenses, including royalty fees, freight and vehicle expenses, sample expenses, travelling expenses, office expenses and other operating expenses remained consistent during the two years indicated.



### Administrative expenses

Our administrative expenses increased by RMB18.9 million, or approximately 29.7%, from RMB63.6 million in 2018 to RMB82.5 million in 2019. The increase in administrative expenses was mainly due to an increase in labour cost related to managerial staff and amortisation of share option expenses by RMB18.5 million during the year.

### Impairment losses on financial assets, net

Impairment losses on financial and contract assets mainly represented credit losses arising from trade receivables of RMB1.7 million (2018: RMB4.4 million).

### Other expenses

Other expenses mainly included an impairment on goodwill of RMB42.2 million (2018: Nil), losses on disposal of joint ventures of RMB8.4 million (2018: RMB62.6 million) and an impairment on trademark — London Fog of RMB4.5 million (2018: RMB2.2 million).

### Finance income

Our finance income decreased to RMB18.5 million in 2019 as compared to that of RMB20.7 million in 2018, representing a decrease by 10.6%. The Group has deposited bank deposits of RMB305.8 million in licensed banks in Hong Kong, which accounted for approximately 79.1% of the cash and cash equivalents balance as at 31 December 2019. As the bank interest rate in Hong Kong was lower than the bank interest rate in China, the finance income decreased during the year.

### Share of profits and losses of joint ventures

Share of profits and losses of joint ventures represented share of profits of the joint venture Marina Yachting Hong Kong Limited (馬理納香港有限公司) of RMB0.2 million and share of losses of the joint venture Henry Cotton's Greater China Company Limited (亨瑞科頓大中華有限公司) of RMB0.4 million, respectively (2018: Share of losses of Henry Cotton's and Marina Yachting of RMB0.5 million and RMB1.1 million, respectively).

### Share of losses of an associate

Share of losses of an associate represented share of losses of the associate — China Mingmen Investment Group Limited (中國名門投資集團有限公司) of RMB4.5 million (2018: RMB1.2 million).

### Profit before tax

As a result of the foregoing factors, our profit before tax decreased by RMB54.2 million, or approximately 50.2%, from RMB108.0 million in the 2018 to RMB53.8 million in 2019.

### Income tax expense

Income tax expense decreased by RMB13.0 million, or approximately 27.6%, from RMB47.1 million in 2018 to RMB34.1 million in 2019, which was primarily due to (i) a decrease in current income tax by RMB9.7 million due to the decrease in profit before tax; and (ii) a decrease in deferred tax expense by RMB3.3 million from RMB4.6 million in 2018 to RMB1.3 million in 2019.

### Profit for the year

Profit for the year decreased by RMB41.1 million, or approximately 67.6%, from RMB60.8 million in 2018 to RMB19.7 million in 2019. The net profit margin decreased by 4.4 percentage points from 6.8% in 2018 to 2.4% in 2019 which was mainly because the percentage of administrative expenses over total revenue increased by 3.0 percentage points from 7.1% in 2018 to 10.1% in 2019.

### Profit attributable to ordinary equity holders of the parent

As a result of the foregoing, profit attributable to ordinary equity holders of the parent decreased by RMB40.3 million, or approximately 66.9%, from RMB60.2 million in 2018 to RMB19.9 million in 2019.

### Working Capital Management

	<b>31 December 2019</b>	31 December 2018
Inventory turnover days	<b>511</b>	330
Trade receivables turnover days	<b>49</b>	47
Trade payables turnover days	<b>72</b>	49

The increase in inventory turnover days by 181 days was mainly due to (i) the acquisition of Henry Cotton's and Marina Yachting business which resulted in a full consolidation of Henry Cotton's and Marina Yachting inventories kept by the joint ventures of RMB18.8 million; and (ii) the decrease in sales leading to an increase in turnover days of the past season inventories aged from 1 year to 3 years.

The turnover days of trade receivables and trade payables remained consistent for the two years indicated.

### Liquidity, financial position and cash flows

As at 31 December 2019, we had net current assets of approximately RMB1,004.3 million, as compared to RMB990.4 million as at 31 December 2018. The current ratio of our Group was 3.8 as at 31 December 2019, as compared to that of 3.9 as at 31 December 2018.

There was no undrawn banking facility as at 31 December 2019.

## Management Discussion and Analysis

As at 31 December 2019, we had an aggregate cash and cash equivalents, financial assets at fair value through profit or loss, pledged deposits and structured bank deposits of approximately RMB691.8 million (31 December 2018: RMB759.5 million). The table below sets forth selected cash flow data from our consolidated statement of cash flows:

	Year ended 31 December	
	2019	2018
	RMB million	RMB million
Net cash flows from operating activities	27.7	52.1
Net cash flows (used in)/from investing activities	(79.0)	27.3
Net cash flows used in financing activities	(79.2)	(0.3)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>		
<b>EQUIVALENTS</b>	<b>(130.5)</b>	79.1
Effect of foreign exchange rate changes, net	8.2	11.7
Cash and cash equivalents at beginning of year	218.2	127.4
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>95.9</b>	218.2

### *Operating activities*

Net cash flows from operating activities decreased by RMB24.4 million, or approximately 46.8%, from RMB52.1 million in 2018 to RMB27.7 million in 2019 which was primarily attributable to a mixed effect of (i) an increase in cash outflows from changes in inventories by RMB10.3 million and an increase in payment of CIT by RMB28.2 million; and partially offset by (ii) an increase in the operating cash inflows before changes in working capital by RMB20.7 million from RMB137.4 million in 2018 to RMB158.1 million in 2019.

### *Investing activities*

Net cash flows used in investing activities of RMB79.0 million mainly represented an increase in short-term deposits with original maturity of over three months of RMB76.4 million.

### *Financing activities*

Net cash flows used in financing activities mainly represented purchase of shares for the Share Award Scheme of RMB16.2 million and payment of the principal portion of lease payments of RMB63.0 million.

### **Pledge of group assets**

As at 31 December 2019, no asset of the Group was pledged as a security for bank borrowings or any other financing facilities.

### Capital commitments and contingent liabilities

As at 31 December 2019, the Group had capital commitments of approximately RMB41.8 million (31 December 2018: RMB47.7 million) and there were no significant contingent liabilities (31 December 2018: Nil).

### Foreign exchange management

We conduct business primarily in Hong Kong and the PRC with most of our transactions denominated and settled in HK\$ and RMB. To minimise foreign-exchange risks, the Group has a hedging policy in place.

### Use of proceeds from the IPO

The shares of the Company were listed on 9 December 2011 on the Stock Exchange. The total net proceeds from the IPO amounted to approximately HK\$803.9 million (equivalent to approximately RMB654.8 million), including the net proceeds from the partial exercise of the over-allotment option on 30 December 2011.

In 2019, an aggregate of HK\$65.5 million (equivalent to RMB58.0 million) was used for the acquisition of the remaining 50% equity interests in Henry Cotton's and Marina Yachting business and payment of royalties to licensors for the licensed brands and an aggregate of HK\$83.0 million (equivalent to RMB73.5 million) was used for additional working capital.

The table below sets forth the utilisation of the net proceeds from the IPO and the unused amount as at 31 December 2019. All the unused proceeds were deposited into licensed banks in the PRC and Hong Kong:

### Use of fund raised

	Percentage to total amount	Net proceeds (HK\$ million)	Utilised amount as at 31 December 2019 (HK\$ million)	Unutilised amount as at 31 December 2019 (HK\$ million)
Licensing or acquisition of additional recognised international brands	47%	380.7	343.5	37.2
Expansion and enhancement of existing logistical system	24%	193.1	193.1	—
Settlement of shareholder's loan	19%	152.8	152.8	—
General working capital	10%	77.3	77.3	—
	100%	803.9	766.7	37.2

As at 31 December 2019, the amount of unutilised IPO proceeds for licensing or acquisition of additional recognized international brands was approximately HK\$37.2 million (equivalent to RMB33.3 million). The unutilised IPO proceeds are expected to be utilised in full by the financial years ending 31 December 2020 and 31 December 2021.

## OPERATION REVIEW

### Retail and distribution network

As at 31 December 2019, our sales network comprised a total of 543 self-operated retail points, consisting of concession counters, consignment stores and standalone stores, and 298 retail points operated by our third-party retailers.

The following table sets forth the number of our self-operated retail points and retail points operated by our third-party retailers in China, Hong Kong and Taiwan by brand as at 31 December 2019 and 31 December 2018:

Brand	As at 31 December 2019			As at 31 December 2018		
	Self-operated retail points	Retail points operated by third-party retailers	Total retail points	Self-operated retail points (reclassified)	Retail points operated by third-party retailers (reclassified)	Total retail points (reclassified)
Jeep	238	276	514	242	276	518
SBPRC	144	11	155	170	10	180
London Fog	42	—	42	49	—	49
MCS	36	9	45	32	4	36
Zoo York	34	—	34	39	—	39
Barbour	17	—	17	19	—	19
LINCS	—	—	—	10	—	10
Marina						
Yachting	28	2	30	11	—	11
Others	4	—	4	4	—	4
<b>Total</b>	<b>543</b>	<b>298</b>	<b>841</b>	<b>576</b>	<b>290</b>	<b>866</b>

### Self-operated retail points

As at 31 December 2019, we had a network of 518 self-operated concession counters (31 December 2018: 557 self-operated concession counters). A majority of the concession counters are located within mainstream department stores in first and second tier cities in China, including Parkson (百盛), Golden Eagle (金鷹), MOI (茂業), Intime (銀泰), Wangfujing (王府井) etc., among which a total of 158 were outlet stores as at 31 December 2019 (31 December 2018: 180 outlet stores).

As at 31 December 2019, we had a network of 25 standalone stores (31 December 2018: 19 stores) which were located in shopping malls within major cities in the PRC to ensure a steady flow of consumers as well as to enhance our sales and brand awareness.

#### ***Retail points operated by third party retailers***

Under the current uncertain and ever-changing market conditions, our third-party retailers have become more conservative in placing orders to purchase products from the Group.

#### ***Online Channels***

We primarily sell past season products through online channels which consisted of (i) online discount platforms such as VIP.com; (ii) online third-party retailers; and (iii) our self-operated e-shops on mainstream online platforms such as Tmall.com and JD.com.

During the year, we continued to participate in the just-in-time delivery program (the “**JIT Program**”) of VIP.com, which allows us to receive orders placed by customers on VIP.com and make direct distribution of the products to customers from our warehouse. The JIT Program has significantly improved the efficiency of our order-fulfillment process and enhanced customer’s shopping experience. We also actively developed new online third-party retailers for online retailing of our products.

#### ***Branding***

The continuing implementation of a multi-brand strategy is critical to our sustainable expansion and growth. We believe that our multi-brand strategy will allow us capture more market segments, take advantage of a wider range of market opportunities and ultimately increase our overall market share in China’s menswear market. Our initiatives in brand portfolio diversification and building brand equity during the year included the followings:

#### ***Henry Cotton’s and Marina Yachting***

The Group completed acquisition of 100% equity interest in the joint ventures — Henry Cotton’s Greater China Company Limited (亨瑞科頓大中華有限公司) and Marina Yachting Hong Limited (馬理納香港有限公司) during the year and Henry Cotton’s and Marina Yachting became a brand 100% owned by the Company. Adding Henry Cotton’s and Marina Yachting to the Company’s portfolio of brands augments and complements the Company’s multi-brand strategy and direct control business model.

#### ***Barbour***

From April to July 2019, Barbour collaborated with Jaguar to introduce and present the British lifestyle and Barbour products to customers of Jaguar during its promotion events to launch the new Jaguar XEL model in Guangzhou, Shenzhen, Chengdu, Xi’an, Beijing, Tianjin, Suzhou and Shanghai.

In June 2019, Barbour collaborated with the renowned British contemporary artist Mr. Hayden Kays to launch a collaboration collection into the market. Mr. Kays was invited to celebrate the launch of the collaboration at Galeries Lafayette Shopping Mall in Shanghai at the end of June.

### **Brand Presentation Events**

In March and April 2019, we held three brand presentation events in Shanghai, Changsha and Beijing to introduce and promote our brands including MCS, Henry Cotton's, Marina Yachting, Zoo York and Barbour to our customers and operators of shopping malls and department stores. Over 300 celebrities including Mr. Ethan Li (李東學先生), Mr. Rock Ji (紀煥博先生) and Ms. Lela Wang (王詩晴女士) were invited to the event in Beijing.

### **Fashion Show and public events**

In March 2019, we organised fashion shows for a number of our brands including MCS, Henry Cotton's, Marina Yachting and Barbour in Shanghai and a fashion show for Zoo York in Changsha during the 2019 Changsha Fashion Week.

### **Sponsorship of movies and TV shows**

The movie "A Lifetime Treasure" (如珠如寶) and the TV drama "My Commissioned Lovers" (婚姻合夥人) which were sponsored by the Group were broadcasted during the year.

### **Business Digitalisation**

We developed an O2O system that is tailored to our retail network and allows our customers to make purchases on demand even if the desired item is out of stock at a particular location, which in turn both enhances customers' shopping experience and drives our sales. Sales contributed by the self-developed O2O system increased by RMB1.4 million, or approximately 1.7%, from RMB81.6 million in 2018 to RMB83.0 million in 2019.

We have launched our social network-based commerce and marketing program in collaboration with Weimob (微盟) and started to sell and deliver our products on WeChat in the form of WeChat Mini Programs and WeChat Official Accounts during the year.

Our Customer Relationship Management (CRM) system has been online and we are also working on a customer loyalty program with an aim to further promote customer loyalty, encourage repeat purchases and cross-selling.

### **Design and product development**

The local design team continues to keep abreast of the latest trends and developments in new designs, through our collaborations with the international design teams from Barbour in London, LINC'S in New York, Greg Norman in Sydney and Zoo York in Hong Kong.

### **Production and supply chain**

Microchips with Radio Frequency Identification (RFID) technology have been implanted on product tags of our products. RFID reading devices have also been equipped in our logistic centers in Shanghai, Guangzhou and Dezhou during the year to read and identify product information. The use of this new technology will significantly improve our operational efficiency, from product receiving, positioning, stocktaking to order fulfillment process, and accelerate the transforming of our warehousing system into a B2C logistics center for direct distribution of product to customers.

### Outsourcing

In order to enable our management team to continuously focus on our core missions, we outsourced certain of our sales staff in self-operated retail points and substantially all the production workers in our manufacturing plant in Dezhou to a third-party outsourcing service company during the year. As a result of this arrangement, the outsourced sales staff and production workers who were formerly our employees became employees of the outsourcing service Company. As of 31 December 2019, approximately 1,780 sales representatives, store managers and production workers, were employees of the outsourcing service company.

### Employee information

As at 31 December 2019, the Group had approximately 747 full-time employees. Staff costs, including Directors' remuneration, totalled RMB111.8 million in 2019 (2018: RMB136.0 million). The Company also operated a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants for their contribution to, and continuing efforts to promote the interests of our Group. A total of 261,800,000 options under the Share Option Scheme that was granted to 100 participants (including 7 directors) remained outstanding as at 31 December 2019.

### Corporate Social Responsibility

During the year, we continued to participate in the sponsorship of "I fly" (愛飛翔) training program for village school teachers organised by the Chinese Red Cross Foundation and Cui Yong Yuan Commonwealth Foundation (崔永元公益基金) for the purpose of supporting education in rural areas of China. A total donation of approximately RMB0.2 million was made by the Group to the above program during the year.

We are also looking for opportunities to reduce the consumption of paper, electricity and other resources in order to reduce the impact to the environment and set reduction targets as appropriate.

### Prospects

The Company has received a notice of expiration from IMG Worldwide, LLC ("**IMG**") as representative for FCA US LLC ("**FCA**") on 10 January 2020. FCA and Guangdong Leaderway Garment Co., Ltd. ("**Guangdong Leaderway**"), a subsidiary of the Company, are contractual parties to a trademarks licensing agreement (the "**Jeep Licensing Agreement**") under which FCA grants Guangdong Leaderway the rights to design, manufacture and sell Jeep branded men's casual apparel (exclusive right) and accessories (non-exclusive right) in China. The notice of expiration from IMG served as a written confirmation on behalf of FCA that the Jeep Licensing Agreement will expire, by its terms, effective as at 31 December 2020 and is not intended to be renewed by FCA. Upon expiration of the Jeep Licensing Agreement, the Group shall immediately cease using the Jeep trademarks. As the number of retail points operating Jeep brand accounted for approximately 60% of the total number of retail points of the Group as at 31 December 2019, the Company will discuss with the retail network partners including department stores, shopping malls and third-party retailers to change the retail points now operating Jeep brand to retail points operating the Group's self-owned brands such as MCS, Marina Yachting, London Fog and Zoo York after the expiration of the Jeep Licensing Agreement.



## Management Discussion and Analysis

The outbreak of the novel coronavirus also imposed an adverse impact on the business of the Group. More than 70% of the retail points have been closed since late January and there was minimal sales generated in February. However, up to the date of this announcement, except for the retail points in Wuhan and Tianjin which are closed, 90% of the retail points resumed operation.

Notwithstanding the impact of the above challenges, the Board is of the view that the Group has achieved steady progress in its strategic development and will focus on the following objectives and initiatives in 2020:

- stock clearance will be the first priority of the Group in 2020 given the expiration of Jeep Licensing Agreement at the end of 2020;
- to transfer the retail points now operating Jeep brand to our self-owned brands will be another major objective in 2020;
- to encourage our sales staff and third-party retailers to use our O2O system as well as to sell products through our online stores on WeChat; and
- to leverage of our customer loyalty program to increase interactions with customers and encourage repeat purchases.

## PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the Group are summarised as below:

### Risks Relating to the Retail and Apparel Industry

***Fluctuations in consumer spending caused by changes in macroeconomic conditions in the PRC may significantly affect our business, financial condition, results of operations and prospects***

The Group derives substantially all of revenue from sales of our products in the PRC. The success of the Group's business depends on the condition and growth of the PRC consumer market, which, in turn, depends on worldwide economic conditions and individual income levels in the PRC and their impact on levels of consumer spending.

Economic growth in the PRC slowed down over the past years and there is no assurance that the robust growth rates that the PRC economy and the PRC consumer market have achieved in the past will be achieved in the future. Any further slowdowns or declines in the PRC economy or consumer spending may materially and adversely affect the Group's business, financial condition and results of operations.

### ***The Group operates in a very competitive market and faces intense competition***

The retail and apparel industry in the PRC is highly competitive, and the competitors in this market include both international and domestic companies. The Group competes against competitors primarily on brand loyalty, product variety, product design, product quality, marketing and promotion, price and the ability to meet delivery commitments to retail points. Some of the competitors may have greater financial, management, human, distribution or other

resources than the Group. The Group's results of operations and market position may be adversely affected by a number of competitive factors, including competitors increasing their operational efficiencies, adopting competitive pricing strategies, expanding their operations or adopting innovative retail sales methods or product designs etc.

### **Risks Relating to the Group**

#### ***If the Group is unable to predict or meet consumer preferences or fashion trends, the Group's products may lose their appeal to customers***

As apparel products are subject to changing consumer preferences and fashion trends, the Group's sales and profit are dependent on the Group's ability to cater to different consumer fashion tastes. Demand for the Group's products is dependent on market perception and consumers' acceptance that the Group's brands are fashionable and trendy, which require continued anticipation of and responsiveness to ever-changing market and fashion trends. The Group cannot assure that it will be successful in anticipating changing consumer preferences or developing new products to meet shifts in demand. The Group's failure to anticipate or accurately respond to market changes and fashion trends in a timely manner could result in lower sales volumes, lower selling prices or lower profits for the Group and the Group's third-party retailers. This could in turn materially and adversely affect the Group's business, financial condition and results of operations.

#### ***The Group's endeavours to launch new brands or new product lines may not be successful***

To enhance sustainable growth, the Group plans to expand and diversify our brands and products by introducing new brands and new product lines to target new consumer groups.

The launch and development of a new brand or a new product line involves considerable time and financial commitment that may impose a substantial strain on the Group's ability to manage the existing business and operations. The Group may face inherent risks and uncertainties, lack sufficient experience in the management of new brands and products, and may not be able to reach agreements with our third-party retailers for the distribution of the products under the new brands or the new product lines. Failure of any of our new brands or new products could lead to wasted resources and damage to our reputation and could materially and adversely affect our business, financial condition and results of operations.

#### ***The Group relies on licence agreements for the use of international brands in the design, manufacturing, marketing and sales of branded apparel***

The Group entered into licence agreements with a number of organisations to use their respective brands in the design, manufacturing, marketing and sales of apparel products and sales of products under these licensed brands accounted for approximately 90% of total sales.

The Group can give no assurance that the licensors will be satisfied with our performance under the licence agreements, that the licensors will not attempt to terminate the licence agreements, or that the Group will be able to renew the licence agreements on the same or similar terms, or at all. If the licence agreements are terminated or if the Group fails to renew any of them upon their expiration, the Group will be unable to continue the design, manufacturing, marketing and sales of products under that licensed brand, and our business, financial condition and results of operations will be materially and adversely affected.

***The Group relies on third-party manufacturers and suppliers for the production of a significant portion of our products and the supply of raw materials, respectively, and any interruptions in the operation of these manufacturers or suppliers may adversely affect our results of operations***

The Group relies on third-party manufacturers for the production of a significant majority portion of our products and also relies on third-party suppliers for the supply of raw materials for our own production and some of the outsourced production. These third-party manufacturers and suppliers may be unable to supply the Group with the finished goods or to provide the Group with the required raw materials, respectively. The Group may experience material disruptions in the supply of finished goods or raw materials due to any of the factors, such as changes of laws and regulations, lack of labour resources, equipment failures or property damage etc. in the future, which could materially and adversely affect our business, financial condition and results of operations.

***The Group's business is susceptible to unexpected and abnormal changes in climate***

The Group's business is susceptible to unexpected and abnormal changes in climate. For example, a warm winter may affect the sales of our winter products, while a cool summer may affect the sales of our summer products. These unexpected and abnormal changes in climate may affect the sales of the Group's products that are timed for release during a particular season.

***The Group is subject to financial risks***

The main financial risks facing the Group are foreign currency risk, credit risk and liquidity risk. Detailed discussion and analysis of the Group's financial risk, along with the management objectives and policies are set out in note 42 to the financial statement.

***The Group's business is susceptible to unexpected epidemic***

The Group's business is susceptible to unexpected epidemic. For example, the outbreak of a contagious disease may lead to a temporary closure of the retail points of the Group and thus affecting the sales of the Group's products.

# Directors and Senior Management

## EXECUTIVE DIRECTORS

**Mr. ZHANG Yongli (張永力先生)**, aged 60, is the Chairman, Chief Executive Officer and an executive director of our Company. He also serves as a director in most of the subsidiaries of our Company. Mr. Zhang joined our Group in 1999 and is primarily responsible for our Group's overall strategic planning and the management of our Group's business operations. Mr. Zhang has over 20 years of experience in the PRC menswear industry. Mr. Zhang was selected as one of the "25 Influential Chinese in Global Fashion" in 2011 by Forbes China. He was appointed as our Chief Executive Officer and executive director on 8 June 2011 and was appointed as the Chairman on 22 June 2018. Mr. Zhang was a director of Guangdong Rieys Group Co., Ltd. (廣東雷伊(集團)股份有限公司) until May 2009. Mr. Zhang is the father-in-law of Mr. Tang Jia, the Chief E-Commerce Officer of our Company.

**Mr. SUN David Lee (孫如暉先生)**, aged 54, is an executive director of our Company. He also serves as a director in a number of our subsidiaries in Hong Kong. Mr. Sun is primarily responsible for brands sourcing and transaction management. He has been an independent non-executive director of Dynasty Fine Wines Group Limited since November 2012, the shares of which are listed on the Main Board of the Stock Exchange. He was an executive director of Asia Coal Limited until 3 May 2018, the shares of which were listed on the Stock Exchange up to 17 June 2019. Mr. Sun was a director and co-founder of CEC Management Limited, the management company of China Enterprise Capital Limited ("CEC"), a China focused private equity fund. Prior to establishing CEC, he was the managing director of Pacific Alliance Group Limited, an Asia-focused alternative investment management firm. Mr. Sun was the director for strategy and business development in Asia at Interbrew (currently known as Anheuser-Busch InBev). He was also a consultant in the corporate finance and strategy practice of McKinsey & Company, Inc. in Hong Kong. Prior to his position at McKinsey, Mr. Sun practised law as an associate in the corporate group at Linklaters. Mr. Sun holds a Juris Doctor from the University of Illinois College of Law. He is a registered attorney in Illinois of the U.S. Mr. Sun was appointed as our executive director on 8 June 2011.

**Ms. HUANG Xiaoyun (黃曉雲女士)**, aged 48, is the Chief Financial Officer and an executive director of our Company. Ms. Huang joined our Group in 2000. Previously, she was a manager in our Group's financial department from 2000 to 2001. She is responsible for the financial reporting and administration of our Group's PRC operations. She has over 20 years of experience in accounting and financial management. Ms. Huang holds a Master of Business Administration Degree from The South China University of Technology. Ms. Huang was appointed as our executive director on 8 June 2011 and appointed as our Chief Financial Officer on 14 May 2012.

## NON-EXECUTIVE DIRECTOR

**Mr. WANG Wei (王瑋先生)**, aged 37, is a non-executive director of our Company. Mr. Wang is a director of Kohlberg Kravis Roberts & Co. L.P. ("KKR"), focusing on private equity transactions in the Greater China region. Prior to joining KKR, Mr. Wang worked at Orchid Asia Investment Group and McKinsey & Company. Mr. Wang has been actively involved in advising on investments in Sino Prosperity Real Estate Platform, China Cord Blood Corporation and the Company at KKR and Orchid Asia Investment Group. Mr. Wang graduated from Shanghai Jiaotong University with a Bachelor of Science degree in Economics in 2005. Mr. Wang was appointed as our non-executive director on 14 May 2012.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. KWONG Wilson Wai Sun (鄺偉信先生)**, aged 54, is an independent non-executive director of our Company. He has been appointed as an executive director of China Metal Resources Utilisation Limited, a manufacturer of recycled copper products in China, a company listed on the Main Board of the Stock Exchange, since 16 August 2013. He is also an independent non-executive director of C. Banner International Holdings Limited and Shunfeng International Clean Energy Limited, companies listed on the Main Board of the Stock Exchange, since 26 August 2011 and 16 July 2014, respectively. Mr. Kwong was appointed as an independent non-executive director of China New Higher Education Group Limited, a company listed on the Main Board of the Stock Exchange on 20 March 2017. On 15 March 2019, he was also appointed as an independent non-executive director of Koolearn Technology Holding Limited, a company listed on the Main Board of the Stock Exchange on 28 March 2019. Mr. Kwong acted as the President of Gushan Environment Energy Limited, a copper products manufacturer and biodiesel producer in China, until 16 August 2013. He has 12 years of experience in corporate finance and equity capital markets in Asia, having previously worked at a number of investment banks in Hong Kong. Prior to joining Gushan Environmental Energy Limited in 2006, he was the managing director of investment banking and he held the position as the head of Hong Kong and China equity capital markets at CLSA Equity Capital Markets Limited since March 2004. From 2002 to 2003, Mr. Kwong was a director and the head of equity capital markets for Cazenove Asia Limited. After graduating from the University of Cambridge, England with a Bachelor's degree in 1987, he qualified as a chartered accountant in the United Kingdom with KPMG in 1990 and as a chartered secretary and administrator in the United Kingdom in 1991. Mr. Kwong is currently an associate member of the Institute of Chartered Accountant in England and Wales, the Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Chartered Secretaries. Mr. Kwong was appointed as our independent non-executive director on 8 June 2011.

**Mr. CUI Yi (崔義先生)**, aged 65, is an independent non-executive director of our Company. He is the founder and director of PMC China Trading Company Limited (合力洋行(中國)有限公司), and was responsible for managing the authorised dealership of glass tube products under a German brand in the PRC and Hong Kong. Mr. Cui is also the director of Jescove Company Limited (宏銀有限公司). He has also been acting as the executive director and deputy general manager of Hong Kong Zhanyou Company Limited (香港湛佑有限公司) since 1993 and responsible for the preparation and establishment of ZIP Comayagua, S.A., a textile industrial complex, in Honduras, Central America. From 1995 to 1998, Mr. Cui was the executive director and executive general manager of the companies of ZIP Comayagua S.A., responsible for management of the textile industrial complex. From 1990 to 1991, he was the assistant general manager of Textile Development Company (上海紡織住宅開發總公司) under the Shanghai Textile Industry Council (上海紡織工業局), and he was the deputy general manager of Hainan Shenhai Enterprise Group (海南申海企業集團) under the same council in 1991, responsible for the trading of textile products and the development of overseas markets for textile products. Mr. Cui graduated from The East China University of Political Science and Law majoring in law. Mr. Cui was appointed as our independent non-executive director on 8 June 2011.

**Mr. YEUNG Chi Wai (楊志偉先生)**, aged 59, is an independent non-executive director of our Company. Mr. Yeung is the founder and director of Edwin Yeung & Company (CPA) Limited and has been practising as a certified public accountant with the firm since 1991. He has been an associate of the Chartered Association of Certified Accountants since 1988. Mr. Yeung became an associate member and a fellow member of the Hong Kong Institute of Certified Public Accountants in 1989 and 1996, respectively. He is also a member of the Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants. Mr. Yeung has been a fellow member of the Association of Chartered Certified Accountants since 1993, an associate of the Institute of Chartered Accountants in England and Wales since 2005 and a Fellow Member of CPA Australia since 2010. He was awarded the Medal of Honour by the Government of the Hong Kong Special Administrative Region (the “Government of Hong Kong”) in 2010. He was also the president of the Society of Chinese Accountants and Auditors in 2008 and is currently the chairman of its membership and promotion committee. Mr. Yeung was appointed as a vice chairman of Accounting Development Foundation Limited in 2018. He has been a member of the Chinese People’s Political Consultative Conference in Shandong Province since January 2013 and a committee member of Home Purchase Allowance Appeals Committee since 14 July 2014. He has also been a member of the Appeal Board Panel (Town Planning), an independent statutory body established by the Government of Hong Kong, since 1 October 2016. He is the immediate past chairperson of the Association of China Trend Studies (HK). He was also appointed as an independent non-executive director of Wah Sun Handbags International Holdings Limited, a company listed on the Main Board of the Stock Exchange, on 2 January 2018. Mr. Yeung was appointed as the executive council member of The Hong Kong Independent Non-Executive Director Association Limited on 20 September 2019. Mr. Yeung was appointed as our independent non-executive director on 8 June 2011.

## SENIOR MANAGEMENT

**Mr. LU Yi (呂毅先生)**, aged 41, is the Chief Branding Officer and Regional Sales Controller of our Company. He joined our Group in 2000. Previously, he was Manager of the President’s Office from 2003 to 2004 and the assistant to Chief Human Resource Officer of our Group from 2005 to 2013. He is responsible for management of licensed brands of our Group as well as business development planning and management of retail sales activities of Southern PRC.

**Mr. YAN Zhong (閻仲先生)**, aged 50, is our Regional Sales Controller of our Company. Mr. Yan joined our Group in 1999. Previously, he was the Manager for Northern Region in 1999 and Deputy General Manager for Northern Region of our Group in 2000. He is primarily responsible for the Group’s business development planning and management of retail sales activities of Northern PRC. He has over 20 years of experience in the apparel retail industry. Mr. Yan is the holder of a Bachelor’s Degree from 中國青年政治學院 (China Youth University for Political Sciences).

**Mr. WONG Hon Wing (王漢嶸先生)**, aged 51, is the Chief Procurement Officer of our Company. He joined our Group in 1999. Previously, he was the Procurement Manager of our Group in 1999. He is responsible for the purchase planning and manufacturing functions of the Group. He has over 20 years of experience in the purchase and production of apparels.

**Ms. LEUNG Shuk Yi (梁淑儀女士)**, aged 53, is the Chief Designer of our Company. She joined our group in 2002 and has over 20 years experience in design and garment of apparels. Ms. Leung holds an Honor Diploma in fashion design from the Academie Internationale de Coupe de Paris (Ecole Superieure Internationale des Modelistes du Vetement) and Ecole Bellecour Supdemod (Haute Couture) Lyon in France.

## Directors and Senior Management

**Mr. LIU Dong (劉東先生)**, aged 56, is the Chief Manufacturing Officer – Fashion of our company. He joined our Group in January 2015 and is responsible for management of our manufacturing plant in Dezhou, Shandong province. Mr. Liu has over 30 years of experience in quality management and business administration.

**Mr. YU Wenlong (余文龍先生)**, aged 56, is the Assistant President of our Company. Mr. Yu joined our Group in 1999. Previously, he was the Deputy General Manager of a subsidiary of the Group from 2007 to 2016 and the Chief Marketing Officer of our Company from 2016 to February 2019. He is primarily responsible for assisting our Chief Executive Officer for our Group's overall strategic planning and the management of our Group's business operations. Mr. Yu has over 20 years of experience in the retail and apparel industry.

**Ms. CHEUNG Laura Pui Wah (張佩華女士)**, aged 52, is the Chief Merchandising Officer of our Company. Ms. Cheung joined our Group on 12 December 2016 and is primarily responsible for developing strategies for purchasing plans and managing the buying activities of our Group. Prior to joining the Group, Ms. Cheung held several senior managerial positions in Dolce & Gabbana, Escada, Salvatore Ferragamo and Dunnu in the Asia-Pacific Region. She has over 20 years of experience in the retail and apparel industry.

**Mr. LI Zhuoping (李卓平先生)**, aged 40, is the Chief Technology Officer of our Company. Mr. Li joined the Group in 2003. Previously, he was the Deputy General Manager of a subsidiary of the Group from 2014 to 2016. Mr. Li is primarily responsible for development and implementation of the information technology systems of the Group. He has over 15 years of experience in the information technology industry as well as the retail and apparel industry.

**Mr. YAN Yi (嚴逸先生)**, aged 36, is the Assistant President of our Company. He is primarily responsible for assisting our Chief Executive Officer for our Group's overall strategic planning and the management of our Group's business operations. Previously, he was the assistant to our Chief Financial Officer from 2012 to 2016. Mr. Yan has over 10 years of experience in auditing and accounting. Prior to joining our Group, he worked in the assurance and advisory services department of Ernst & Young from 2005 to 2011 after receiving a Bachelor degree in Business Administration from the Sun Yat-sen University in 2005.

**Mr. HUANG Xiaosheng (黃曉晟先生)**, aged 35, is the Chief Marketing Officer of our Company. He is primarily responsible for the assessment of the authorisation of third-party retailers of our Group in the PRC and maintaining our business and strategic relationships with them. Mr. Huang joined our Group in 2017. Previously, he was the assistant to our chief sales officer from 2017 to February 2019. Mr. Huang has over 10 years of experience in the retail and apparel industry. Prior to joining our Group, he was the controller responsible for organisation development of the JNBY Group (江南布衣集團) from 2016 to 2017, and was the retail operation controller of the "H+" brand of the IHAPPY Group (海貝集團) from 2013 to 2015. Mr. Huang graduated from the Shanghai University of Finance and Economics with a Bachelor of Business Administration degree in 2007.

**Mr. TANG Jia (唐嘉先生)**, aged 32, is the Chief E-Commerce Officer of our Company since April 2019. He is primarily responsible for management of the Group's online business and new retail programs. Prior to joining the Group, Mr. Tang was the manager of the corporate banking division at China Everbright Bank Shanghai Branch Putuo Sub Branch (中國光大銀行上海分行普陀支行). He graduated from the Chengdu University of Technology (成都理工大學) with a Bachelor degree in Science in 2010. Mr. TANG is the son-in-law of Mr. ZHANG Yongli, Chairman and Chief Executive Officer of the Company.

# Corporate Governance Report

## CORPORATE GOVERNANCE PRACTICES

The board of directors (the “Directors”) of the Company (the “Board”) is committed to achieving high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value and formulate its business strategies and policies.

The Company has adopted the principles and code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) as the basis of the Company’s corporate governance practices.

The Board is of the view that throughout the year ended 31 December 2019, the Company has complied with all the code provisions as set out in the CG Code, except for code provision A.2.1, as disclosed below under the sub-section “Chairman and Chief Executive Officer” of this report.

## DIRECTORS’ AND EMPLOYEES’ SECURITIES TRANSACTIONS

The Company has devised its own code of conduct regarding Directors’ dealings in the Company’s securities and securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company (the “Code of Conduct”) on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code and Code of Conduct throughout the year ended 31 December 2019.

No incident of non-compliance of the Code of Conduct by the employees was noted by the Company.

## BOARD OF DIRECTORS

The Board currently comprises 7 members, consisting of 3 Executive Directors, 1 Non-executive Director, and 3 Independent Non-executive Directors as follows:

*Executive Directors:*

Mr. ZHANG Yongli (*Chairman and Chief Executive Officer*)

Mr. SUN David Lee

Ms. HUANG Xiaoyun

*Non-executive Director:*

Mr. WANG Wei

*Independent Non-executive Directors:*

Mr. KWONG Wilson Wai Sun

Mr. CUI Yi

Mr. YEUNG Chi Wai



The biographical information of the Directors are set out in the section headed “Directors and Senior Management” on pages 19 to 22 of the annual report for the year ended 31 December 2019.

None of the members of the Board is related to one another.

### **Chairman and Chief Executive Officer**

According to code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company deviates from this code provision because both the chairman (“Chairman”) and chief executive officer (“CEO”) positions of the Company are held by Mr. ZHANG Yongli. The Board believes that vesting the roles of Chairman and CEO in the same person provides the Group with strong and consistent leadership and allows for efficient business planning and decisions under the current situation.

### **Independent Non-executive Directors**

During the year ended 31 December 2019, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors, representing at least one-third of the Board, with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the Independent Non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors are independent.

### **Non-executive Directors and Directors’ Re-election**

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

Each of the Directors is appointed for a specific term of three years and is subject to retirement by rotation once every three years.

### **Responsibilities, Accountabilities and Contributions of the Board and Management**

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Directors take decisions objectively in the interests of the Company.

All Directors, including Non-executive Director and Independent Non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

### **Continuous Professional Development of Directors**

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for Directors will be arranged and reading material on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

A summary of training received by Directors according to the records provided by the Directors is as follows:

<b>Director</b>	<b>Training on corporate governance, regulatory development and other relevant topics</b>
<i>Executive Directors</i>	
Mr. ZHANG Yongli	✓
Mr. SUN David Lee	✓
Ms. HUANG Xiaoyun	✓
<i>Non-executive Director</i>	
Mr. WANG Wei	✓
<i>Independent Non-executive Directors</i>	
Mr. KWONG Wilson Wai Sun	✓
Mr. CUI Yi	✓
Mr. YEUNG Chi Wai	✓

## BOARD COMMITTEES

The Board has established the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All the said Board committees of the Company are established with defined written terms of reference, which are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of the said Board committees are Independent Non-executive Directors and the list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2 of the annual report.

### Audit Committee

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer, internal auditor or external auditors before submission to the Board;
- To review the adequacy and effectiveness of the Company's financial controls system, risk management and internal control systems and effectiveness of internal audit function;

- To review the relationship with the external auditors by reference to the scope of audit performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors; and
- To review arrangements by which employees, in confidence can raise concerns about possible improprieties in financial reporting, internal control or other matters and to ensure proper arrangements are in place for the fair and independent investigation of such concerns and appropriate follow up action.

The Audit Committee oversees the risk management and internal control systems and internal audit function of the Group, reviews the internal audit report submitted by the internal auditor, reports to the Board on any material issues, and makes recommendations to the Board.

The Audit Committee held three meetings during the year to review interim and annual financial results and reports in respect of the year ended 31 December 2019 and significant issues on the financial reporting and compliance procedures, effectiveness of risk management and internal control systems and internal audit function, scope of work and appointment of external auditors and arrangements for employees to raise concerns about possible improprieties.

The Audit Committee also met the external auditors twice during the year without the presence of the Executive Directors.

### Remuneration Committee

The primary functions of the Remuneration Committee include the following:

- To make recommendations on the establishment of procedures for developing the remuneration policy and structure for the Executive Directors and the senior management, which policy shall ensure that no director or any of his/her associates will participate in deciding his/her own remuneration;
- To review and approve the remuneration packages of the Executive Directors and the senior management by reference to the performance of the individual and the Company as well as market practice and conditions;
- To make recommendations on the remuneration packages of the Non-executive Directors and Independent Non-executive Directors by reference to the performance of the individual and the Company as well as market practice and conditions; and
- To review and approve the compensation arrangements for the Executive Directors and the senior management in connection with any loss or termination of their offices or appointments.

The Human Resources Department is responsible for collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration.

The Remuneration Committee met once during the year to review and make recommendation to the Board on the remuneration policy and structure of the Company, and to determine the remuneration packages of the Executive Directors and senior management and other related matters.

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and the senior management.

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

	<b>Number of persons</b>
Nil to RMB1,000,000	14
RMB1,000,001 to RMB2,000,000	2
RMB2,000,001 to RMB3,000,000	1
RMB3,000,001 to RMB4,000,000	—
RMB4,000,001 to RMB5,000,000	—
RMB5,000,001 to RMB6,000,000	—
RMB6,000,001 to RMB7,000,000	—
RMB7,000,001 to RMB8,000,000	—
RMB8,000,001 to RMB9,000,000	—
RMB9,000,001 to RMB10,000,000	1

### Nomination Committee

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment or re-appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of Independent Non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character and integrity, qualifications, experience, time commitments and independence (for appointment of Independent Non-executive Directors) and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee met once during the year to review the structure, size and composition of the Board and the independence of the Independent Non-executive Directors and to consider the qualifications of the retiring Directors standing for election at the annual general meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

### Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board and is available on the website of the Company. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In relation to reviewing and assessing the Board composition, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural background, religion, ethnicity, nationality and sexual orientation, in addition to educational background, professional experience, skills, knowledge and length of service.

Pursuant to the Board Diversity Policy, the Nomination Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

The Nomination Committee will review the Policy annually, which include an assessment of the effectiveness of the Policy and discuss any revisions that may be required and recommend any such revisions to the Board for approval.

### Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of Independent Non-executive Directors on the Board and independence of the proposed Independent Non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings. During the year ended 31 December 2019, there was no change in the composition of the Board.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

### Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Code of Conduct, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

### ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board and Board Committees meetings and the general meetings of the Company held during the year ended 31 December 2019 is set out in the table below:

Director	Attendance/Number of Meetings				Annual General Meeting
	Board	Nomination Committee	Remuneration Committee	Audit Committee	
Mr. ZHANG Yongli	4/4	1/1	1/1	—	1/1
Mr. SUN David Lee	4/4	—	—	—	1/1
Ms. HUANG Xiaoyun	4/4	—	—	3/3	1/1
Mr. WANG Wei	4/4	—	—	—	1/1
Mr. KWONG Wilson Wai Sun	4/4	1/1	1/1	3/3	1/1
Mr. CUI Yi	4/4	—	1/1	3/3	1/1
Mr. YEUNG Chi Wai	4/4	1/1	—	3/3	1/1

Apart from regular Board meetings, the Chairman also held meetings with the Independent Non-executive Directors without the presence of Executive Directors and Non-executive Director during the year.

### DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2019.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

## AUDITOR'S REMUNERATION

For the year ended 31 December 2019, the remuneration paid for services provided by the auditor is roughly as follows:

Service Category	Fees Paid/Payable (RMB'000)
Audit and review services	2,798
Non-audit services	—
	2,798

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including sales and marketing, financial reporting, human resources and information technology.

The Company's risk management and internal control systems have been developed with the following principles, features and processes:

### Principles of Risk Management and Internal Control Systems

The principal aim of the Company's risk management and internal control systems is to manage and mitigate business risks, with a view to enhancing the value of shareholders' investments and safeguarding assets.

### Main Features of Risk Management and Internal Control Systems

The key elements of the Company's risk management and internal control systems include the establishment of a risk register to keep track of and document identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

A risk matrix is also adopted to determine risk rating after evaluation of the risk by the likelihood and the impact of the risk event. The risk ratings reflect the level of management's attention and risk treatment effort required.



### **Process Used to Identify, Evaluate and Manage Significant Risk**

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

The management, in coordination with division/department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The management has confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2019.

### **Process Used to Review Effectiveness of the Risk Management and Internal Control Systems and to Resolve Material Internal Control Defects**

The Internal Audit Department is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2019, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

Whistleblowing procedures are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

### **COMPANY SECRETARY**

The Company has engaged Tricor Services Limited, external service provider, and Ms. LI Rita Yan Wing has been appointed as the Company's company secretary. Its primary contact person at the Company is Ms. HUANG Xiaoyun, an Executive Director of the Company.

### **SHAREHOLDERS' RIGHTS**

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

### Putting Forward Proposals at General Meetings

To put forward proposals at an annual general meeting, or extraordinary general meeting, the shareholders should submit a written notice of those proposals with the detail contact information to the company secretary at the Company's principal place of business in Hong Kong at Room 1303, 13/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong. The request will be verified with the Company's Share Registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary will ask the Board to include the resolution in the agenda for the general meeting.

The notice period to be given to all the shareholders for consideration of the proposal raised by the shareholders concerned at annual general meeting, or extraordinary general meeting varies according to the nature of the proposal as follows:

- At least 21 clear days' notice (the notice period must include 20 clear business days) in writing if the proposal constitutes an ordinary resolution of the Company in an annual general meeting.
- At least 21 clear days' notice (the notice period must include 10 clear business days) in writing if the proposal constitutes a special resolution of the Company in an extraordinary general meeting.
- At least 14 clear days' notice (the notice period must include 10 clear business days) in writing if the proposal constitutes an ordinary resolution of the Company in an extraordinary general meeting.

### Convening an Extraordinary General Meeting by Shareholders

Any two or more shareholders of the Company deposit a written requisition, specifying the objects of the meeting and signed by the requisitionists, at the company secretary at the Company's principal place of business in Hong Kong at Room 1303, 13/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

Any one shareholder of the Company which is a recognised clearing house (or its nominee(s)) deposits a written requisition, specifying the objects of the meeting and signed by the requisitioner, at the company secretary at the Company's principal place of business in Hong Kong at Room 1303, 13/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

The request will be verified with the Company's Share Registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary will ask the Board to include the resolution in the agenda for the extraordinary general meeting.

If the Directors do not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, provided that any meeting so convened shall not be held after the expiration of 3 months from the date of deposit of the requisition.

### Putting Forward Enquiries to the Board

The enquiries must be in writing with contact information of the requisitionists and deposited at the company secretary at the Company's principal place of business in Hong Kong at Room 1303, 13/F., New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong or by email at [william\\_yan@cohl-hk.com](mailto:william_yan@cohl-hk.com).

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

### INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. The Chairman of the Board, all other members of the Board including Non-executive Directors, Independent Non-executive Directors, and the chairmen of all Board committees (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries.

During the year under review, the Company has not made any significant changes to its Articles of Association. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

### Policies relating to Shareholders

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Dividends may be proposed and/or declared by the Board depending on the following factors:

- operations;
- earnings;
- financial condition;
- cash requirements and availability;
- capital expenditure;
- future development requirements;
- business conditions and strategies;
- interests of shareholders;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

Any final dividend for a financial year will be subject to the shareholders' approval.

# Report of the Directors

The Board has pleasure in presenting the report together with the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2019.

## **PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2019.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a review of the business of the Group, a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position, a description of the risks and uncertainties facing the Group, and an indication of the future development of the business of the Group, is set out under sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 3 to 18 of this Annual Report. Those discussions form part of this Report of the Directors.

## **SUSTAINABILITY**

The Group is committed to contributing to the sustainability of the environment and community in which it conducts its business and considers this essential to maintain its long-term competitiveness.

### **Environmental Policies and Performance**

The Group recognises the importance of environmental protection and is committed to environmental-friendly development as a part of social responsibility. The Group achieves this through utilisation resources efficiently and effectively in its operations to reduce impacts on environment and compliance with the relevant environmental laws, standards, policies and practices of environmental protection, seeking to contribute to the improvement of ecological environment and sustainable development. The Group continues to improve the environmental performance as an integral and fundamental part of the business strategy and operating methods.

### **Relationships with Key Stakeholders**

The Company strives to maintain harmonious relationship with its stakeholders including its customers, suppliers and employees. This includes providing quality products and services to customers, developing effective and mutual beneficial working relationships with its suppliers, and offering competitive remuneration package with safety working environments to employees.

## **COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS**

The compliance with legislative and regulatory provisions in all jurisdictions in which the Group operates is a key ethical value fundamental to the Group. The Group mainly conducts its business in the PRC while the Company is incorporated in the Cayman Islands and is listed on the Stock Exchange in Hong Kong. Therefore, the Company and the Group shall comply with relevant laws and regulations in the PRC, the Cayman Islands and Hong Kong.

During the year ended 31 December 2019 and up to the date of this report, the Board was unaware of any non-compliance with relevant laws and regulations that had a significant impact on the business and operations of the Group.

## **RESULTS AND DIVIDENDS**

The Group's profit for the year ended 31 December 2019 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 53 to 149 of the annual report.

The Board does not recommend to declare any final dividends for the year ended 31 December 2019.

## **SUMMARY FINANCIAL INFORMATION**

A summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out on page 150 of the annual report. This summary does not form part of the audited financial statements.

## **PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES**

Details of movements in the property, plant and equipment of the Group, and investment properties of the Group during the year ended 31 December 2019 are set out in notes 14 and 15 to the financial statements, respectively.

## **SHARE CAPITAL**

Details of movements in the Company's share capital during the year ended 31 December 2019 are set out in note 32 to the financial statements.

Details of other equity-linked agreements are included in the section "SHARE OPTION SCHEMES" below.

## **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 was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## **PURCHASE, REDEMPTION OR SALE OF SHARES OF THE COMPANY**

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities, except for the trustee of the Employees' Share Award Scheme adopted by the Board on 4 November 2014 (the "Scheme"). Pursuant to the terms of the rules and trust deed of the Scheme, a total of 101,400,000 shares of the Company at a total consideration of about HK\$18,288,000 (equivalent of RMB16,203,000) were purchased on the Stock Exchange for the year ended 31 December 2019.

## **RESERVES**

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2019 are set out in note 35 to the financial statements and in the consolidated statement of changes in equity respectively.

## **DISTRIBUTABLE RESERVES**

At 31 December 2019, the Company's reserves, including contributed surplus less the accumulated loss, available for distribution, calculated in accordance with the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Companies Law"), amounted to approximately RMB1,122.3 million. Under the Companies Law, a company may make distribution to its shareholders out of contributed surplus under certain circumstances.

## **CHARITABLE CONTRIBUTIONS**

During the year, the Group made charitable contributions totalling RMB0.2 million.

## **MAJOR CUSTOMERS AND SUPPLIERS**

During the year ended 31 December 2019, the aggregate sales attributable to the Group's five largest customers and the sales attributable to the Group's largest customer were approximately 17.0% and 3.8%, respectively, of the Group's total sales.

The aggregate purchases attributable to the Group's five largest suppliers and the purchases attributable to the Group's largest supplier were approximately 27.6% and 8.1%, respectively, of the Group's total purchases during the year ended 31 December 2019.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the any of the five largest customers or suppliers of the Group.

## DIRECTORS

During the year ended 31 December 2019 and up to the date of this report, the Directors were:

*Executive Directors:*

Mr. ZHANG Yongli (*Chairman and Chief Executive Officer*)

Mr. SUN David Lee

Ms. HUANG Xiaoyun

*Non-executive Directors:*

Mr. WANG Wei

Mr. KWONG Wilson Wai Sun\*

Mr. CUI Yi\*

Mr. YEUNG Chi Wai\*

\* Independent Non-executive Directors

In accordance with the Company's articles of association, Mr. ZHANG Yongli, Ms. HUANG Xiaoyun and Mr. YEUNG Chi Wai will retire from the Board by rotation and will offer themselves for re-election at the annual general meeting ("AGM").

The Company has received annual confirmations of independence from each of the Independent Non-executive Directors, and as at the date of this report still considers them to be independent.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 19 to 22 of the annual report.

## DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service agreement with the Company for an initial fixed term of three years commencing from 8 June 2011 until terminated by not less than three months' notice in writing served by either party on the other or in accordance with the terms set out in the respective service contracts.

The Non-Executive Director Mr. WANG Wei has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from 14 May 2012 until terminated by not less than three months' notice in writing served by either party on the other or in accordance with the terms set out in the respective letters of appointment.

Each of the Independent Non-executive Directors has entered into a letter of appointment with the Company and is appointed for an initial fixed term of three years commencing from 8 June 2011 until terminated by not less than three months' notice in writing served by either party on the other or in accordance with the terms set out in the respective letters of appointment.

Apart from the foregoing, no Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' REMUNERATION

The primary duties of the Remuneration Committee are mainly to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group; review performance based remuneration and ensure none of the Directors is involved in determining his/her own remuneration. Details of Directors' remuneration are set out in note 9 to the financial statements.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No Director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during or at the end of the year ended 31 December 2019.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests and short positions of the Directors and chief executives in the shares and underlying shares and debentures of the Company or 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 pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long Positions in Ordinary Shares and Underlying Shares of the Company:

Name of director	Nature of Interest	Number of Ordinary Shares Owned	Underlying Shares Interested (Note 1)	Total	Percentage of the Company's issued Share Capital (%)
Mr. ZHANG Yongli	Beneficial owner	9,028,000	3,000,000	12,028,000	0.35
	Corporate interest (Note 2)	839,748,000	—	839,748,000	24.37
Mr. SUN David Lee	Beneficial owner	452,000	10,000,000	10,452,000	0.30
Ms. HUANG Xiaoyun	Beneficial owner	190,600,000	20,000,000	210,600,000	6.11
Mr. WANG Wei	Beneficial owner	—	3,000,000	3,000,000	0.09
Mr. KWONG Wilson Wai Sun	Beneficial owner	—	3,000,000	3,000,000	0.09
Mr. CUI Yi	Beneficial owner	—	3,000,000	3,000,000	0.09
Mr. YEUNG Chi Wai	Beneficial owner	—	3,000,000	3,000,000	0.09



## Report of the Directors

Note:

- (1) The number of underlying shares represents the shares in which the Directors are deemed to be interested as a result of holding share options.
- (2) CEC Outfitters Limited, holding 839,748,000 shares (long position) of the Company, was wholly owned by Vinglory Holdings Limited (“Vinglory”) and Vinglory was wholly owned by Mr. ZHANG Yongli.

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executives had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

### SHARE OPTION SCHEME

The Company operates a share option scheme (“Share Option Scheme”) and it was conditionally approved by the written resolutions of the shareholders passed on 25 November 2011 (the “Resolutions”). The details of the share option scheme are as follows:

#### 1. Summary of Terms

1. The purpose of the scheme To provide incentive and/or reward to Eligible Persons (as defined below) for their contribution to, and continuing efforts to promote the interests of, the Company.
2. The participants of the scheme The Board may, at its absolute discretion, offer options to subscribe for such number of shares of the Company in accordance with the terms set out in the Share Option Scheme to:
  - a) any proposed executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group, any full-time or part-time Employee, or a person for the time being seconded to work full-time or part-time for any member of the Group;
  - b) a director or proposed director (including an independent non-executive director) of any member of the Group;
  - c) a direct or indirect shareholder of any member of the Group;
  - d) a supplier of goods or services to any member of the Group;
  - e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group;

- f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and
- g) an associate of any of the foregoing persons.

(the persons referred above are the “Eligible Persons”).

- |    |  |   |
|----|--|---|
| 3. | The total number of securities available for issue under the scheme together with the percentage of the issued shares that it represents as at the date of the annual report       | At the annual general meeting held on 14 May 2018, the shareholders approved the refreshment of the scheme mandate limit of the Share Option Scheme after which the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme is 344,545,000 Shares, representing 10% of the issued shares as at the date of this report. |
| 4. | The maximum entitlement of each participant under the scheme   | No option may be granted to any one person such that the total number of shares issued and to be issued upon exercise of 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.   |
| 5. | The period within which the securities must be taken up under an option  | The period shall be determined and notified by the Board to the grantee during which period the option may be exercised and in any event shall not exceed ten years commencing from the date on which the offer in relation to such option is accepted.   |
| 6. | The minimum period, if any, for which an option must be held before it can be exercised  | There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Board.   |
| 7. | The amount, if any, payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid | The offer of a grant of share options may be accepted on or not later than 21 days after the date of the offer with a consideration of HK\$1 being payable by the grantee.  |

8. The basis of determination of the exercise price
- The subscription price in respect of any particular option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant Option (and shall be stated in the letter containing the offer of the grant of the Option) but the subscription price shall be at least the highest of:
- (a) the closing price of a Share in the Company as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a Business Day;
  - (b) the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the offer date; and
  - (c) the nominal value of a Share.
9. The remaining life of the scheme
- The Share Option Scheme will remain in force for a period of 10 years from 25 November 2011, until 24 November 2021, after which period no further Option shall be granted. In respect of Options remaining outstanding on the expiration of the 10-year period, the provisions of the Share Option Scheme shall remain in full force and effect.

A total of 273,000,000 share options under the Share Option Scheme were granted on 10 December 2018 at a consideration of HK\$1 paid by each participant.

Each half (1/2) of the 164,800,000 share options would become vested and exercisable on 10 December 2019 and 2020, respectively.

Each quarter (1/4) of the 108,200,000 share options would become vested and exercisable on 10 December 2019, 2020, 2021 and 2022, respectively.

All vested options shall be exercisable until 9 December 2023.

Share options under the Share Option Scheme do not confer rights on the holders to dividends or to vote at shareholders' meetings.

## 2. Outstanding Share Options Granted

As at 31 December 2019, 100 participants including 7 current Directors remain interested in 261,800,000 outstanding share options under the Share Option Scheme.

Details of movements of share options under the Share Option Scheme during the year ended 31 December 2019 are set out below:

Category of grantees	Name of director	Date of grant	Exercise price (HK\$)	Outstanding at 1.1.2019	Granted during the year	Exercised during the year	Cancelled during the year	Forfeited during the year	Outstanding at 31.12.2019	Vesting and exercise period
Executive director	Mr. ZHANG Yongli	10 December 2018	0.2114	3,000,000	-	-	-	-	3,000,000	Note 1
Executive director	Mr. SUN David Lee	10 December 2018	0.2114	10,000,000	-	-	-	-	10,000,000	Note 1
Executive director	Ms. HUANG Xiaoyun	10 December 2018	0.2114	20,000,000	-	-	-	-	20,000,000	Note 1
Non-executive director	Mr. WANG Wei	10 December 2018	0.2114	3,000,000	-	-	-	-	3,000,000	Note 1
Independent non-executive director	Mr. KWONG Wilson Wai Sun	10 December 2018	0.2114	3,000,000	-	-	-	-	3,000,000	Note 1
Independent non-executive director	Mr. CUI Yi	10 December 2018	0.2114	3,000,000	-	-	-	-	3,000,000	Note 1
Independent non-executive director	Mr. YEUNG Chi Wai	10 December 2018	0.2114	3,000,000	-	-	-	-	3,000,000	Note 1
Employees in aggregate	-	10 December 2018	0.2114	218,000,000	-	-	-	11,200,000	206,800,000	Note 2
Consultant	-	10 December 2018	0.2114	10,000,000	-	-	-	-	10,000,000	Note 1

Note 1: Half of the outstanding options as at 31 December 2019 is vested and exercisable on 10 December 2019, and another half of the outstanding options as at 31 December 2019 shall become vested and exercisable on 10 December 2020. All vested options shall be exercisable until 9 December 2023.

Note 2: 76,775,000 of the outstanding options as at 31 December 2019 is vested and exercisable on 10 December 2019, and another 76,775,000 of the outstanding options as at 31 December 2019 should become vested and exercisable on 10 December 2020, whereas 53,250,000 outstanding options should become vested and exercisable on 10 December 2021 and 2022 in equal portions. All vested options shall be exercisable until 9 December 2023.

Save as disclosed above, no share option granted under the Share Option Scheme was granted, exercised, forfeited, lapsed or cancelled during the year ended 31 December 2019.

## MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the year ended 31 December 2019.

## CONTRACT OF SIGNIFICANCE

No contracts of significance in relation to the Group's business in which the Company, any of its subsidiaries or fellow subsidiaries, or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the year ended 31 December 2019.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the following interests and short positions of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO or were otherwise notified to the Company:

### Long positions in Ordinary Shares and Underlying Shares of the Company:

Name	Notes	Nature of Interest	Number of Shares	Percentage of the Company's Issued Share Capital (Note 7)
Mr. ZHANG Yongli	(1)	Corporate interest	839,748,000	24.37
	(1)	Beneficial owner	12,028,000	0.35
Vinglory Holdings Limited	(1)	Corporate interest	839,748,000	24.37
CEC Outfitters Limited	(1)	Beneficial owner	839,748,000	24.37
The Li Family (PTC) Limited	(2)	Trustee	269,336,000	7.82
Ms. LAM Lai Ming	(2)	Other	269,336,000	7.82
Mr. LI Gabriel	(2)	Other	269,336,000	7.82
YM Investment Limited	(3)	Corporate interest	269,336,000	7.82
Orchid Asia IV Investment, Limited	(3)	Corporate interest	264,048,000	7.66
Orchid Asia IV Group, Limited	(3)	Corporate interest	264,048,000	7.66
Orchid Asia IV Group Management, Limited	(3)	Corporate interest	264,048,000	7.66
OAIV Holdings, L.P.	(3)	Corporate interest	264,048,000	7.66
Orchid Asia IV, L.P.	(3)	Beneficial owner	264,048,000	7.66
Mr. KRAVIS Henry Roberts	(4)	Corporate interest	285,366,000	8.28
Mr. ROBERTS George R.	(4)	Corporate interest	285,366,000	8.28
KKR Management LLC	(4)	Corporate interest	285,366,000	8.28
KKR & Co. L.P.	(4)	Corporate interest	285,366,000	8.28
KKR Group Limited	(4)	Corporate interest	285,366,000	8.28
KKR Fund Holdings GP Limited	(4)	Corporate interest	285,366,000	8.28
KKR Group Holdings L.P.	(4)	Corporate interest	285,366,000	8.28
KKR Fund Holdings L.P.	(4)	Corporate interest	285,366,000	8.28
KKR China Growth Limited	(4)	Corporate interest	285,366,000	8.28
KKR SP Limited	(4)	Corporate interest	285,366,000	8.28
KKR Associates China Growth L.P.	(4)	Corporate interest	285,366,000	8.28
KKR China Growth Fund L.P.	(4)	Corporate interest	285,366,000	8.28
KKR China Apparel Limited	(4)	Beneficial owner	285,366,000	8.28
Ms. HUANG Xiaoyun	(5)	Beneficial owner	210,600,000	6.11
Mr. SHEN Chengjian	(6)	Beneficial owner	112,150,000	3.25
	(6)	Interest of spouse	168,904,000	4.90
Ms. XIAO Wenqing	(6)	Beneficial owner	168,904,000	4.90
	(6)	Interest of spouse	112,150,000	3.25
Ms. ZHANG Kailun		Beneficial owner	173,000,000	5.02

Notes:

- (1.1) CEC Outfitters Limited, holding 839,748,000 shares (long position) of the Company, was wholly owned by Vinglory and Vinglory was wholly owned by Mr. ZHANG Yongli.
- (1.2) Mr. ZHANG Yongli held interests in a total of 12,028,000 shares (long position) of the Company, including 3,000,000 underlying shares interested as a result of holding share options.
- (2) YM Investment Limited, holding 269,336,000 shares (long position) of the Company, was owned by The Li 2007 Family Trust with Mr. LI Gabriel and Ms. LAM Lai Ming as founders and The Li Family (PTC) Limited as trustee.
- (3) YM Investment Limited held interests in a total of 269,336,000 shares (long position) in the Company by virtue of its control over the following corporations, which held direct interests in the Company:
- (3.1) Orchid Asia IV, L.P. held 264,048,000 shares (long position) in the Company. Orchid Asia IV, L.P. was wholly owned by OAIV Holdings, L.P. which was in turn wholly owned by Orchid Asia IV Group Management, Limited. Orchid Asia IV Group Management, Limited was wholly owned by Orchid Asia IV Group, Limited which was in turn wholly owned by Orchid Asia IV Investment, Limited. Orchid Asia IV Investment, Limited was owned as to 92.61% by YM Investment Limited.
- (3.2) Orchid Asia IV Co-Investment, Limited held 5,288,000 shares (long position) in the Company. Orchid Asia IV Co-Investment Limited was a wholly owned subsidiary of YM Investment Limited.
- (4) KKR China Apparel Limited, holding 285,366,000 shares (long position) of the Company, was owned as to 90% by KKR China Growth Fund L.P. KKR Associates China Growth L.P. (“KKR Associates”) is the general partner of KKR China Growth Fund L.P. KKR SP Limited is the voting partner of KKR Associates while KKR China Growth Limited is the general partner of KKR Associates. KKR China Growth Limited was wholly owned by KKR Fund Holdings L.P. KKR Fund Holdings GP Limited is the general partner of KKR Fund Holdings L.P. KKR Group Holdings L.P. is the general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings G.P. Limited. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR Group Limited was wholly owned by KKR & Co. L.P. while KKR Management LLC is the general partner of KKR & Co. L.P. Each of Mr. KRAVIS Henry Roberts and Mr. ROBERTS George R. is a designated member of KKR Management LLC. Mr. KRAVIS Henry Roberts and Mr. ROBERTS George R. disclaim any beneficial ownership interest in the shares held by KKR China Apparel Limited. The interest in 285,366,000 shares (long position) relates to the same block of shares in the Company.
- (5) Ms. HUANG Xiaoyun held interests in a total of 210,600,000 shares (long position) of the Company, including 20,000,000 underlying shares interested as a result of holding share options.
- (6) Mr. SHEN Chengjian held interests in 112,150,000 shares (long position) of the Company and his spouse Ms. XIAO Wenqing held 168,904,000 shares (long position) of the Company. Mr. Shen is deemed to be interested in the 168,904,000 shares held by Ms. Xiao and Ms. Xiao is deemed to be interested in the 112,150,000 shares held by Mr. Shen.
- (7) The percentage is calculated based on the total number of issued shares of the Company as at 31 December 2019.

Save as disclosed above, as at 31 December 2019, no person, other than the Directors and chief executives of the Company, whose interests are set out in the section “Directors’ and chief executives’ interests and short positions in shares and underlying shares and debentures” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## **RIGHTS TO PURCHASE SHARES OR DEBENTURES OF DIRECTORS**

Save as disclosed under the sections headed “Directors’ and chief executives’ interests and short positions in shares and underlying shares and debentures” and “Share option schemes” above, at no time during the year ended 31 December 2019 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire such rights in any other body corporate.

## **CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS**

During the year ended 31 December 2019, the Group has not entered into any connected transaction or continuing connected transaction which should be disclosed pursuant to the requirements of Chapter 14A of the Listing Rules.

## **COMPLIANCE WITH THE DEED OF NON-COMPETITION**

During the year, none of the controlling shareholders of CEC Outfitters Limited, Vinglory, nor any of their respective associates is a director or a shareholder of any business apart from the business of the Group which competes or likely to compete, either directly or indirectly, with the business of the Group.

## **DISCLOSURES PURSUANT TO RULES 13.21 AND 13.22 OF THE LISTING RULES**

The Board is not aware of any circumstances resulting in the responsibility of disclosure under Rules 13.21 and 13.22 of the Listing Rules.

## **SUFFICIENCY OF PUBLIC FLOAT**

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

## **DIRECTORS’ INTERESTS IN A COMPETING BUSINESS**

During the year ended 31 December 2019 and up to the date of this report, none of the Directors has any interest in business, which competes or may compete with the business of the Group.

## **REMUNERATION POLICY**

The Group’s remuneration policies are formulated on the performance of individual employee and on the basis of the salary trends in the PRC and Hong Kong, and will be reviewed regularly. Subject to the Group’s profitability, the Group may also distribute discretionary bonus to its employees as an incentive for their contribution to the Group. The Group has adopted the Share Option Scheme for its employees.

## **PENSION SCHEME**

Details of the retirement benefits plans of the Group are set out in note 2.4 under the heading “Other employee benefits” to the financial statements.

## EVENT AFTER THE REPORTING PERIOD

Details of the significant event took place subsequent to 31 December 2019 of the Group are set out in note 43 to the financial statements.

## CORPORATE GOVERNANCE

A report on the principal governance practices adopted by the Company is set out on pages 23 to 34 of the annual report.

## AUDIT COMMITTEE

The Company established the Audit Committee pursuant to the Resolutions in compliance with Rule 3.21 of the Listing Rules. The primary duties of the Audit Committee are mainly to make recommendation to the Board on the appointment and removal of external auditors, review the financial statements and material advice in respect of financial reporting and oversee the risk management and internal control systems and internal audit function of the Group. At present, the Audit Committee of the Company consists of three members who are Mr. KWONG Wilson Wai Sun, Mr. CUI Yi and Mr. YEUNG Chi Wai. Mr. KWONG Wilson Wai Sun is the chairman of the Audit Committee. The Company's and the Group's financial statements for the year ended 31 December 2019 have been reviewed by the Audit Committee.

## DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing these financial statements for the year ended 31 December 2019, the Directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are reasonable; and have prepared the financial statements on the going concern basis. The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

## AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming AGM.

ON BEHALF OF THE BOARD

**ZHANG Yongli**

*Chairman*  
Shanghai

25 March 2020



# Independent Auditor's Report



**To the shareholders of China Outfitters Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of China Outfitters Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 53 to 149, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the “IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the 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”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## 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 of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
<i>Write-down of inventories to net realisable value</i>	
<p>The Group is principally engaged in the business of design, manufacturing and sale of apparel products. As at 31 December 2019, the inventory balance of the Group amounted to RMB285,576,000. The extent of write-down and reversal of write-down of the Group's apparel products to net realisable value is subject to changing customer demands and fashion trends, and this involves significant judgement and increases the level of estimation uncertainty. Related changes in the estimation might have a significant impact on the consolidated financial statements.</p> <p>The disclosure of write-down and reversal of write-down of inventories to net realisable value is included in notes 3 and 8 to the consolidated financial statements.</p>	<p>Our audit procedures included reviewing the impairment test schedule prepared by management, evaluating management's inventory ageing reports, selecting samples covering each ageing period of the ageing reports and tracing back to the original goods receipts and invoices to evaluate the ageing period in the ageing reports, performing financial analytical review on inventory turnover days and comparing the turnover days with those for other listed entities of the same industry where available, performing subsequent sales review on the inventory consumptions, reviewing the test of inventory's net realisable value performed by management, and performing stock taking procedures at the end of the year.</p>
<i>Impairment of Goodwill</i>	
<p>As at the year ended 2019, the Group has goodwill with a net carrying amount of approximately RMB34,467,000 by acquisition of menswear business through business combinations.</p> <p>The Group performs impairment reviews of Goodwill at each year end based on a five-year forecast of operating performance, cash flows and key assumptions such as growth rates and discount rates.</p> <p>For the year ended 2019, an impairment loss on goodwill of RMB42,169,000 was recognised in the consolidated statement of profit and loss.</p> <p>Management made assumptions of the long-term growth rate, the discount rate and the assumptions underlying future operating cash flows based on their forecast and estimation on the future development of the menswear business, which involved significant judgement and estimations. The judgement and estimations may be affected by unexpected changes in future market or economic conditions or significant events or circumstance related to the menswear business.</p> <p>The disclosures of impairment of goodwill are included in notes 3, 8 and 20 to the consolidated financial statements.</p>	<p>Our audit procedures included obtaining the approved five-year forecast and budget from senior management, discussing with management on significant assumptions, including management's development plan and related supporting evidence, comparing the assumptions used with the historical performance and growth rates, conducting research of China's apparel retail market and industrial figures from available public external data with regard to customer demand, market development, and growth rates to evaluate the assumptions, and involving our internal specialist to assist us with our review of the impairment assessment model.</p>

**Key audit matter**

**How our audit addressed the key audit matter**

*Impairment of intangible assets with indefinite lives*

The Group classified the trademarks of "London Fog", "Artful Dodger", "Zoo York", "MCS", "Henry Cotton's" and "Marina Yachting" as intangible assets with indefinite lives. The Group performs impairment reviews of the carrying values of trademarks as at each year end based on a forecast of operating performance, cash flows and key assumptions such as growth rates and discount rates. The impairment of these trademarks recognised in profit or loss amounted to RMB4,521,000 during the year ended 31 December 2019.

Management made assumptions of the long-term growth rate, the discount rate and the assumptions underlying future operating cash flows based on their forecast and estimation on the future development of the menswear business, which involved significant judgement and estimations. Related changes in the estimations might have a significant impact on the consolidated financial statements.

The disclosures of impairment of intangible assets with indefinite lives are included in notes 3, 8 and 21 to the consolidated financial statements.

Our audit procedures included obtaining the approved five-year forecast and budget from senior management, discussing with management on significant assumptions, including management's market strategy and related supporting evidence, comparing the assumptions used with the historical figures and growth rates, conducting research of market and industrial figures from available public external data with regard to customer demand, market development, commodity prices, and growth rates to evaluate the assumptions, and involving our internal specialist to assist us with our review of the impairment assessment model.

**OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT**

The directors of the Company are responsible for the other information. The other information comprises 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.

## **RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our 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.

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

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

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

## Independent Auditor's Report

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is LAW KWOK KEE.

### **Ernst & Young**

*Certified Public Accountants*

22/F, CITIC Tower

1 Tim Mei Avenue,

Central, Hong Kong

25 March 2020

# Consolidated Statement of Profit or Loss

Year ended 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
<b>REVENUE</b>	5	<b>818,747</b>	898,295
Cost of sales		<b>(180,751)</b>	(215,983)
Gross profit		<b>637,996</b>	682,312
Other income and gains	5	<b>30,168</b>	47,135
Selling and distribution expenses		<b>(485,534)</b>	(495,697)
Administrative expenses		<b>(82,511)</b>	(63,573)
Impairment losses on financial assets, net	8	<b>(1,686)</b>	(4,371)
Other expenses		<b>(55,105)</b>	(79,880)
Operating profit		<b>43,328</b>	85,926
Finance income	6	<b>18,523</b>	20,726
Finance costs	7	<b>(3,404)</b>	—
Share of profits and losses of:			
Joint ventures		<b>(160)</b>	2,563
An associate		<b>(4,484)</b>	(1,242)
<b>PROFIT BEFORE TAX</b>	8	<b>53,803</b>	107,973
Income tax expense	11	<b>(34,098)</b>	(47,138)
<b>PROFIT FOR THE YEAR</b>		<b>19,705</b>	60,835
Attributable to:			
Owners of the parent		<b>19,930</b>	60,179
Non-controlling interests		<b>(225)</b>	656
		<b>19,705</b>	60,835
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>			
Basic and diluted			
— For profit for the year	13	<b>RMB0.58 cents</b>	RMB1.76 cents

# Consolidated Statement of Comprehensive Income

Year ended 31 December 2019

	2019 RMB'000	2018 RMB'000
<b>PROFIT FOR THE YEAR</b>	<b>19,705</b>	60,835
<b>OTHER COMPREHENSIVE INCOME</b>		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements	<b>9,261</b>	13,152
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	<b>9,261</b>	13,152
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:		
Equity investments designated at fair value through other comprehensive income:		
Changes in fair value	<b>10,797</b>	(35,398)
Income tax effect	<b>(2,795)</b>	5,345
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	<b>8,002</b>	(30,053)
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX</b>	<b>17,263</b>	(16,901)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>36,968</b>	43,934
Attributable to:		
Owners of the parent	<b>37,193</b>	43,276
Non-controlling interests	<b>(225)</b>	658
	<b>36,968</b>	43,934

# Consolidated Statement of Financial Position

31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	270,795	255,315
Investment properties	15	46,306	48,724
Right-of-use assets	16(b)	86,734	—
Prepaid land lease payments	16(a)	—	40,368
Investments in joint ventures	17	—	37,129
Investment in an associate	18	9,818	14,039
Equity investments designated at fair value through other comprehensive income	19	37,503	26,172
Goodwill	20	34,467	72,123
Other intangible assets	21	163,381	124,889
Deferred tax assets	23	189,324	188,096
Total non-current assets		838,328	806,855
<b>CURRENT ASSETS</b>			
Inventories	24	285,576	220,751
Properties under development	25	169,123	145,438
Trade and bills receivables	26	104,628	113,166
Prepayments and other receivables	27	109,069	89,728
Dividend receivable		—	5,136
Financial assets at fair value through profit or loss	28	30,000	225,000
Structured bank deposits	28	275,221	101,958
Pledged deposits	29	—	4,911
Cash and cash equivalents	29	386,610	427,581
Total current assets		1,360,227	1,333,669
<b>CURRENT LIABILITIES</b>			
Trade and bills payables	30	38,172	36,548
Other payables and accruals	31	131,119	134,038
Lease liabilities	16(c)/22	40,098	—
Tax payable		146,528	172,714
Total current liabilities		355,917	343,300
<b>NET CURRENT ASSETS</b>		1,004,310	990,369
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1,842,638	1,797,224



Consolidated Statement of Financial Position

31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities	16(c)/22	7,409	—
Deferred tax liabilities	23	22,496	18,894
Total non-current liabilities		29,905	18,894
Net assets		1,812,733	1,778,330
<b>EQUITY</b>			
<b>Equity attributable to owners of the parent</b>			
Share capital	32	280,661	280,661
Shares held for share award scheme	34	(26,234)	(10,031)
Reserves	35	1,558,736	1,507,905
Non-controlling interests		1,813,163 (430)	1,778,535 (205)
Total equity		1,812,733	1,778,330

**ZHANG Yongli**  
Director

**HUANG Xiaoyun**  
Director

# Consolidated Statement of Changes in Equity

Year ended 31 December 2019

	Attributable to the owners of the parent												Non-controlling interests RMB'000	Total equity RMB'000
	Share capital RMB'000 (note 32)	Shares held for Share Award Scheme RMB'000 (note 34)	Capital redemption reserve RMB'000	Merger reserve RMB'000 (note 35(a))	Acquisition reserve RMB'000 (note 35(b))	Share option reserve RMB'000 (note 33)	Fair value reserve of financial assets at fair value through other comprehensive income RMB'000	Statutory surplus reserve RMB'000 (note 35(c))	Exchange fluctuation reserve RMB'000	Retained profits RMB'000	Total RMB'000			
At 1 January 2019	280,661	(10,031)	543	389,848	(184,468)	853	(33,714)	62,536	21,924	1,250,383	1,778,535	(205)	1,778,330	
Profit for the year	–	–	–	–	–	–	–	–	–	19,930	19,930	(225)	19,705	
Other comprehensive income for the year:														
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	–	–	–	–	–	–	8,002	–	–	–	8,002	–	8,002	
Exchange differences on translation of financial statements	–	–	–	–	–	–	–	–	9,261	–	9,261	–	9,261	
Total comprehensive income for the year	–	–	–	–	–	–	8,002	–	9,261	19,930	37,193	(225)	36,968	
Appropriations to statutory surplus reserve	–	–	–	–	–	–	–	3,232	–	(3,232)	–	–	–	
Share award scheme arrangements	–	(16,203)	–	–	–	–	–	–	–	–	(16,203)	–	(16,203)	
Equity-settled share option arrangements	–	–	–	–	–	13,638	–	–	–	–	13,638	–	13,638	
At 31 December 2019	280,661	(26,234)	543*	389,848*	(184,468)*	14,491*	(25,712)*	65,768*	31,185*	1,267,061*	1,813,163	(430)	1,812,733	

\* These reserve accounts comprise the consolidated reserves of RMB1,558,736,000 (2018: RMB1,507,905,000) in the consolidated statement of financial position.

	Attributable to the owners of the parent												Non-controlling interests RMB'000	Total equity RMB'000
	Share capital RMB'000 (note 32)	Shares held for Share Award Scheme RMB'000 (note 34)	Capital redemption reserve RMB'000	Merger reserve RMB'000 (note 35(a))	Acquisition reserve RMB'000 (note 35(b))	Share option reserve RMB'000 (note 33)	Fair value reserve of financial assets at fair value through other comprehensive income RMB'000	Statutory surplus reserve RMB'000 (note 35(c))	Exchange fluctuation reserve RMB'000	Retained profits RMB'000	Total RMB'000			
At 31 December 2017	280,661	(9,781)	543	389,848	(186,036)	14,014	(2,787)	60,988	8,774	1,178,878	1,735,102	705	1,735,807	
Effect of adoption of IFRS 9	–	–	–	–	–	–	(874)	–	–	(1,140)	(2,014)	–	(2,014)	
At 1 January 2018 (restated)	280,661	(9,781)	543	389,848	(186,036)	14,014	(3,661)	60,988	8,774	1,177,738	1,733,088	705	1,733,793	
Profit for the year	–	–	–	–	–	–	–	–	–	60,179	60,179	656	60,835	
Other comprehensive income for the year:														
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	–	–	–	–	–	–	(30,053)	–	–	–	(30,053)	–	(30,053)	
Exchange differences on translation of financial statements	–	–	–	–	–	–	–	–	13,150	–	13,150	2	13,152	
Total comprehensive income for the year	–	–	–	–	–	–	(30,053)	–	13,150	60,179	43,276	658	43,934	
Appropriations to statutory surplus reserve	–	–	–	–	–	–	–	1,548	–	(1,548)	–	–	–	
Lapse of share options	–	–	–	–	–	(14,014)	–	–	–	14,014	–	–	–	
Share award scheme arrangements	–	(250)	–	–	–	–	–	–	–	–	(250)	–	(250)	
Equity-settled share option arrangements	–	–	–	–	–	853	–	–	–	–	853	–	853	
Acquisition of non-controlling interests	–	–	–	–	1,568	–	–	–	–	–	1,568	(1,568)	–	
At 31 December 2018	280,661	(10,031)	543	389,848	(184,468)	853	(33,714)	62,536	21,924	1,250,383	1,778,535	(205)	1,778,330	

# Consolidated Statement of Cash Flows

Year ended 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		<b>53,803</b>	107,973
Adjustments for:			
Finance income	6	<b>(18,523)</b>	(20,726)
Finance costs	7	<b>3,404</b>	—
Share of losses/(profits) of joint ventures		<b>160</b>	(2,563)
Share of loss of an associate		<b>4,484</b>	1,242
Dividend income from equity investments at fair value through other comprehensive income	5	<b>(2,020)</b>	(1,351)
Losses on remeasurement of the previously held interests in joint ventures	8	<b>8,415</b>	62,563
Gain on disposal of items of property, plant and equipment		<b>(238)</b>	(375)
Fair value loss, net:			
Financial assets at fair value through profit or loss	8	<b>—</b>	458
Depreciation of items of property, plant and equipment	8	<b>17,230</b>	16,277
Depreciation of investment properties	8	<b>2,418</b>	1,692
Depreciation of right-of-use assets	8	<b>61,743</b>	—
Amortisation of prepaid land lease payments	8	<b>—</b>	1,048
Amortisation of other intangible assets	8	<b>1,572</b>	1,572
Impairment of other intangible assets	8	<b>4,521</b>	2,250
Impairment of goodwill	8	<b>42,169</b>	—
Reversal of write-down of inventories to net realisable value	8	<b>(36,326)</b>	(40,372)
Impairment of trade receivables, net	8	<b>1,686</b>	4,371
Impairment of other receivables, net	8	<b>—</b>	2,500
Equity-settled share option expense	8	<b>13,638</b>	853
		<b>158,136</b>	137,412
Increase in inventories		<b>(54,210)</b>	(43,881)
Increase in properties under development		<b>(5,351)</b>	(30,853)
Decrease in trade and bills receivables		<b>6,997</b>	1,265
Decrease in prepayments and other receivables		<b>10,942</b>	38,691
(Decrease)/Increase in trade and bills payables		<b>(112)</b>	8,314
Decrease in other payables and accruals		<b>(30,437)</b>	(18,135)
		<b>85,965</b>	92,813
Cash generated from operations		<b>85,965</b>	92,813
Withholding tax paid		<b>(625)</b>	(11,277)
PRC corporate income tax paid		<b>(57,648)</b>	(29,435)
		<b>27,692</b>	52,101
Net cash flows from operating activities		<b>27,692</b>	52,101

Consolidated Statement of Cash Flows

Year ended 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
Net cash flows from operating activities		27,692	52,101
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment		(32,887)	(50,567)
Proceeds from disposal of items of property, plant and equipment		991	1,091
Dividends received from a joint venture		—	4,959
Dividends received from listed investments		2,020	1,351
Increase in short term deposits with original maturity of over three months		(76,430)	(141,982)
Interest received from bank deposits		6,531	8,109
Interest received from structured bank deposits		10,981	10,778
Decrease in structured bank deposits		21,737	167,777
Repayment of a loan from a third party		—	30,000
Loan to a joint venture		—	(7,541)
Loan to third party entities		(7,687)	—
Acquisition of subsidiaries	36	(4,212)	3,332
Net cash flows (used in)/from investing activities		(78,956)	27,307
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Purchase of shares for share award scheme	34	(16,203)	(250)
Principal portion of lease payments	16	(62,957)	—
Net cash flows used in financing activities		(79,160)	(250)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>			
Effect of foreign exchange rate changes, net		8,112	11,657
Cash and cash equivalents at beginning of year		218,204	127,389
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>95,892</b>	<b>218,204</b>

## Consolidated Statement of Cash Flows

Year ended 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances		90,464	130,983
Time deposits		296,146	296,598
Cash and cash equivalents as stated in the consolidated statement of financial position	29	386,610	427,581
Time deposits with original maturity of less than three months when acquired, pledged as security for issuing of bank acceptance notes		—	4,911
Less: Time deposits with original maturity of over three months		(290,718)	(214,288)
Cash and cash equivalents as stated in the consolidated statement of cash flows		95,892	218,204

# Notes to Financial Statements

31 December 2019

## 1. CORPORATE AND GROUP INFORMATION

The Company was incorporated in the Cayman Islands on 7 March 2011 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands. The address of its principal place of business is Room 1303, 13/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 9 December 2011 (the "Listing Date").

The principal activity of the Company is investment holding. The Group is principally engaged in the business of design, manufacturing, marketing and sale of apparel products and accessories in the People's Republic of China (the "PRC", or "China" which excludes, for the purpose of this report, the Hong Kong Special Administrative Region of the PRC or Hong Kong, the Macau Special Administrative Region of the PRC or Macau, and Taiwan), with a focus on menswear. There has been no significant change in the Group's principal activities during the year.

### Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Company name	Registration place	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct %	Indirect %	
Doright Group Limited	BVI	US\$1	100	—	Investment holding
CEC Menswear Limited	Hong Kong	HK\$100	—	100	Investment holding
Faith Enterprise Limited	Hong Kong	HK\$100	—	100	Investment holding
Sky Trend Hong Kong Investment Limited	Hong Kong	HK\$10,000	—	100	Investment holding
Zoo York (China) Limited	Hong Kong	HK\$10,000	88	—	Investment holding
Lincs (China) Limited	Hong Kong	HK\$13,750,000	84	—	Investment holding
London Fog (China) Limited ("London Fog (China)")	Hong Kong	RMB9,000,000	100	—	Holding trademarks and investment holding
Manhattan (China) Limited	Hong Kong	RMB10,000,000	75	—	Investment holding
Shanghai Doright Fashion Co., Ltd. (上海同瑞服飾有限公司) ("Shanghai Doright")** (1)	PRC	US\$8,500,000	—	100	Manufacture and sale of menswear, womenswear and accessories
Dezhou Sino-Union Garment Co., Ltd. (德州中合服飾有限公司) ("DZ Sino-union")** (1)	PRC	US\$600,000	—	100	Manufacture and sale of menswear and accessories
Dezhou Suomanke Fashion Co., Ltd (德州索曼克服飾有限公司)** (2)	PRC	RMB500,000	—	100	Sale of menswear and accessories
Guangdong Leaderway Garment Co., Ltd. (廣東利威製衣有限公司)** (2)	PRC	RMB3,000,000	—	100	Manufacture and sale of menswear and accessories

**1. CORPORATE AND GROUP INFORMATION** (Continued)**Information about subsidiaries** (Continued)

Company name	Registration place	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct %	Indirect %	
Shanghai Baowei Fashion Co., Ltd. (上海保威服飾有限公司)* <sup>(2)</sup>	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Shanghai Bolderway Fashion Co., Ltd. (上海保德威服飾有限公司)* <sup>(2)</sup>	PRC	RMB6,000,000	—	100	Sale of menswear, womenswear and accessories
Beijing Bolderway Fashion Co., Ltd. (北京保德威服飾有限公司)* <sup>(2)</sup>	PRC	RMB3,000,000	—	100	Sale of menswear, womenswear and accessories
Guangzhou Ruitang Trading Co., Ltd. (廣州瑞唐貿易有限公司)* <sup>(2)</sup>	PRC	RMB500,000	—	100	Retail trading of menswear and accessories
Shanghai Jiancheng Trading Co., Ltd. (上海簡成商貿有限公司)* <sup>(2)</sup>	PRC	RMB3,000,000	—	100	Sale of menswear and accessories
London Fog (Shanghai) Fashion Co., Ltd. (倫頓弗格(上海)服飾有限公司)* <sup>(2)</sup>	PRC	RMB10,000,000	—	100	Sale of menswear, womenswear and accessories
Shanghai Ruiguo Fashion Co., Ltd. (上海瑞國服飾有限公司)* <sup>(1)</sup>	PRC	US\$1,000,000	100	—	Sale of menswear, womenswear and accessories
Shanghai Ruihe Fashion Co., Ltd. (上海瑞合服飾有限公司)* <sup>(2)</sup>	PRC	RMB5,000,000	—	100	Sale of menswear, womenswear and accessories
Shanghai Manhattan Fashion Co., Ltd. (上海曼克頓服飾有限公司)* <sup>(1)</sup>	PRC	US\$1,000,000	—	75	Sale of menswear
Shanghai Ruiguo Real Estate Co., Ltd. (上海瑞國置業有限公司)* <sup>(2)</sup>	PRC	RMB5,000,000	—	100	Property development, operation and management
Shanghai Ruiquan Information Technology Co., Ltd. (上海瑞全信息科技有限公司)* <sup>(2)</sup>	PRC	RMB1,000,000	—	100	Sale of software
Zoo York (Shanghai) Fashion Co., Ltd. (卓約(上海)服飾有限公司)* <sup>(1)</sup>	PRC	HK\$1,200,000	—	100	Sale of menswear and accessories
Lincs (Shanghai) Fashion Co., Ltd. (麥科斯(上海)服飾有限公司)* <sup>(1)</sup>	PRC	HK\$10,000,000	—	84	Sale of menswear and accessories
Shanghai Greg Norman Fashion Co., Ltd. (上海籍恩服飾有限公司)* <sup>(2)</sup>	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Wuxi Pulande Technology Co., Ltd. (無錫普蘭德科技有限公司)* <sup>(2)</sup>	PRC	RMB40,000,000	—	100	Purchase and sale of menswear and accessories

## 1. CORPORATE AND GROUP INFORMATION (Continued)

### Information about subsidiaries (Continued)

Company name	Registration place	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct %	Indirect %	
Jinan MCS Coffee Co., Ltd. (濟南曼瑟斯咖啡有限公司) # (2)	PRC	RMB100,000	—	100	Sale of coffee
Huangshan Ruikai Trading Co., Ltd. (黃山瑞凱商貿有限公司) # (2)	PRC	RMB5,000,000	—	100	Purchase and sale of menswear and accessories
Jiangxi Yunrui Fashion Co., Ltd. (江西雲瑞服飾有限公司) # (2)	PRC	RMB5,000,000	—	100	Sale of menswear and accessories
Tianjin Ruilang Management Consulting Co., Ltd. (天津瑞朗企業管理諮詢有限公司) # (2)	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Chengdu Ruilang Management Consulting Co., Ltd. (成都市瑞琅企業管理諮詢有限公司) # (2)	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Changsha Ruiting Management Consulting Co., Ltd. (長沙瑞霆企業管理諮詢有限公司) # (2)	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Wuhan Ruizhen Management Consulting Co., Ltd. (武漢瑞臻企業管理諮詢有限公司) # (2)	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Jinan Ruiting Management Consulting Co., Ltd. (濟南瑞廷企業管理諮詢有限公司) # (2)	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Suzhou Gerui Fashion Co., Ltd. (宿州格瑞服飾有限公司) # (2)	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Guangdong Junrui Industrial Co., Ltd. (廣東君瑞實業有限公司) # (2)	PRC	RMB45,000,000	—	100	Holding and leasing of properties
Focus Asia Investment Holdings Limited	Seychelles	US\$1	100	—	Investment holding
MCS Apparel Hong Kong Limited	Hong Kong	HK\$35,645,730	50	50	Purchase and sale of menswear and accessories
MCS Apparel Macao Company Limited	Macao	MOP\$6,511,900	—	100	Retail trading of fashion apparel and complementary accessories
MCS Greater China Brands S.a.r.l.	Luxembourg	€12,500	—	100	Holding trademarks
MCS Trading (Shanghai) Limited (意美勁貿易(上海)有限公司) # (1)	PRC	HK\$5,000,000	—	100	Retail trading of fashion apparel and complementary accessories
MCS Outfitters (Shanghai) Limited (上海曼瑟斯服飾有限公司) # (2)	PRC	RMB500,000	—	100	Manufacture and sale of menswear and accessories



**1. CORPORATE AND GROUP INFORMATION** (Continued)**Information about subsidiaries** (Continued)

Company name	Registration place	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct %	Indirect %	
Harvard (Asia) Limited <sup>(3)</sup>	Hong Kong	HK\$1	100	—	Property holding
Henry Cotton's Greater China Company Limited ("HC HK") <sup>(4)</sup>	Hong Kong	HK\$11,362,718	50	50	Sale of menswear and accessories
Shanghai Henry Cotton's Fashion Co., Ltd. (上海亨瑞科頓服飾有限公司) <sup># (1) (4)</sup>	PRC	HK\$1,500,000	—	100	Sale of menswear and accessories
Henry Cotton's Greater China Brands S.a.r.l. <sup>(4)</sup>	Luxembourg	€108,900	—	100	Holding trademarks Marina Yachting
Hong Kong Limited ("MY HK") <sup>(4)</sup>	Hong Kong	HK\$400	50	50	Sale of menswear and accessories
Marina Yachting Outfitters (Shanghai) Ltd. (上海馬理納服飾有限公司) <sup># (1) (4)</sup>	PRC	HK\$1,500,000	—	100	Sale of menswear and accessories
Marina Yachting Greater China Brands S.a.r.l. <sup>(4)</sup>	Luxembourg	€17,400	—	100	Trademarks holding
Beijing Ruixin Management Consulting Co., Ltd. (北京瑞歆企業管理諮詢有限公司) <sup># (2)</sup>	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Taiyuan Ruixin Management Consulting Co., Ltd. (太原瑞歆企業管理諮詢有限公司) <sup># (2)</sup>	PRC	RMB1,000,000	—	100	Sale of menswear and accessories

# The English names of the Company's subsidiaries registered in the PRC represent the translated names of these companies as no English names have been registered.

\* These companies are hereinafter collectively referred to as the "PRC Doright Group" which was acquired in 2006.

Notes:

(1) Wholly-foreign-owned enterprises under PRC law.

(2) Limited liability companies under PRC law.

(3) During the year, the Group acquired a 100% interest of Harvard (Asia) Limited. Harvard (Asia) Limited principally engaged in property holding in Hong Kong and did not carry out any significant business transactions except for holding a sole property in Hong Kong.

(4) During the year, the Group acquired a 100% interest in Excel Win International Investment Limited ("Excel Win"), which held the rest of a 50% interests in Henry Cotton's Greater China Company Limited, Shanghai Henry Cotton's Fashion Co., Ltd. and Henry Cotton's Greater China Brands S.a.r.l. (collectively "HC Group") and Marina Yachting Hong Kong Limited, Marina Yachting Outfitters (Shanghai) Ltd. and Marina Yachting Greater China Brands S.a.r.l. (collectively "MY Group"). Accordingly, the Group has obtained control of HC Group and MY Group during the year. Further details of this acquisition are included in note 36 to the consolidated financial statements.

## 2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IAS”) and Interpretations) issued by the International Accounting Standards Board (the “IASB”), and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments designated at fair value through other comprehensive income and financial assets at fair value through profit or loss which have been measured at fair value. These consolidated financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries and a trust (the “Share Award Scheme Trust”), a controlled special purpose entity, are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

## 2.1 BASIS OF PREPARATION *(Continued)*

### Basis of consolidation *(Continued)*

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

The Board of directors (the "Board") has approved a share award scheme (the "Share Award Scheme") to provide incentives to employees of the Group and to retain and encourage employees for the continual operation and development of the Group. Pursuant to the rules of the Share Award Scheme, the Group has set up the Share Award Scheme Trust for the purpose of administering the Share Award Scheme and holding the award shares before they vest. As the Group has the power to govern the financial and operating policies of the Share Award Scheme Trust and derives benefits from the contributions of the employees, who have been awarded the awarded shares through their continued relationship with the Group, the Group is required to consolidate the Share Award Scheme Trust under IAS 27 (Revised) Separate Financial Statements.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i>
IFRS 16	<i>Leases</i>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
IFRIC-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to IFRSs 2015–2017 Cycle</i>	<i>Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23</i>

Except for the amendments to IFRS 9 and IAS 19, and *Annual Improvements 2015–2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and impact of the new and revised IFRSs are described below:

- (a) IFRS 16 replaces IAS 17 *Leases*, 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*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in IAS 17.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

### (a) (Continued)

The Group adopted IFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019, and the comparative information for 2018 was not restated and continues to be reported under IAS 17.

#### ***New definition of a lease***

Under IFRS 16, a contract is, or contains a lease if the contract conveys a 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 obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

#### ***As a lessee – Leases previously classified as operating leases***

##### *Nature of the effect of adoption of IFRS 16*

The Group has lease contracts for various items of property and retail stores. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under IFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

##### *Impacts on transition*

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and recognised separately as lease liabilities at the consolidated statement of financial position. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

(a) (Continued)

### *As a lessee – Leases previously classified as operating leases (Continued)*

#### *Impacts on transition (Continued)*

All these assets were assessed for any impairment based on IAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at amortized cost, the Group has continued to include them as investment properties at 1 January 2019. They continue to be measured at amortized cost applying IAS 40.

The Group has used the following elective practical expedients when applying IFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics when measuring the lease liability at 1 January 2019
- Excluding initial direct cost from the measurement of the right-of-use asset at the date of initial application

**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (Continued)

(a) (Continued)

**Financial impact at 1 January 2019**

The impact arising from the adoption of IFRS 16 as at 1 January 2019 was as follows:

	<b>Increase/ (decrease)</b>
	RMB'000
<b>Assets</b>	
Increase in right-of-use assets	85,287
Decrease in prepaid land lease payments	(40,368)
Decrease in prepayments, other receivables and other assets	(1,049)
Increase in total assets	43,870
<b>Liabilities</b>	
Increase in other payables and accruals	43,870
Increase in total liabilities	43,870

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

	RMB'000
<b>Operating lease commitments as at 31 December 2018</b>	49,407
Weighted average incremental borrowing rate as at 1 January 2019	4.52%
Discounted operating lease commitments as at 1 January 2019	43,870
Lease liabilities as at 1 January 2019	43,870

(b) Amendments to IAS 28 clarify that the scope exclusion of IFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies IFRS 9, rather than IAS 28, including the impairment requirements under IFRS 9, in accounting for such long-term interests. IAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates upon adoption of the amendments on 1 January 2019 and concluded that the long-term interests in associates continue to be measured at amortised cost in accordance with IFRS 9. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

- (c) IFRIC 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any significant impact on the financial position or performance of the Group.

## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, which have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3	<i>Definition of a Business</i> <sup>1</sup>
Amendments to IFRS 9, IAS 39 and IFRS 7	<i>Interest Rate Benchmark Reform</i> <sup>1</sup>
Amendments to IFRS 10 and IAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
IFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below:

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

*(Continued)*

Amendments to IFRS 9, IAS 39 and IFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IFRS 10 and IAS 28 (2011) address an inconsistency between the requirements in IFRS 10 and in IAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 (2011) was removed by the IASB in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Investments in associates and joint ventures *(Continued)*

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of an associate and joint ventures is included in the consolidated statement of profit or loss and the consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate or joint ventures are eliminated to the extent of the Group's investments in the associate or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of the associate or joint ventures is included as part of the Group's investments in the associate or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Business combinations and goodwill** *(Continued)*

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

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### **Fair value measurement**

The Group measures its equity investments and certain structured bank deposits with floating interest rate at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Fair value measurement *(Continued)*

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Impairment of non-financial assets *(Continued)*

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (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); and
  - (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 parent of the Group.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2%
Plant and machinery	9%
Motor vehicles	11%
Office and other equipment	19%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings and plant and machinery under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment or investment properties when completed and ready for use.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Investment properties

Investment properties are interests in lands and buildings (including the leasehold property held as a right-of-use asset (2018: leasehold property under an operating lease) which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is provided using the straight-line method to write off the cost of the investment properties over the estimated useful lives. Where the carrying amount of an investment property is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the item can be measured reliably. All other repairs and maintenance costs are expensed in profit or loss for the period in which they are incurred.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

### Properties under development

Properties under development are stated at cost, which include all development expenditures, including land costs, interest charges and other costs directly attributable to such properties.

Properties under development are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle.

Properties under development are valued at the lower of cost and net realisable value at the end of the reporting period and any excess of cost over net realisable value of an individual item of properties under development is accounted for as a provision. Net realisable value is based on estimated selling price in the ordinary course of business as determined by management with reference to the prevailing market conditions, less further costs expected to be incurred to completion and selling and marketing costs.

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Intangible assets (other than goodwill)** *(Continued)*

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

### **Licensing agreements**

Licensing agreements acquired in a business combination are stated at cost less any impairment losses and are amortised on the straight-line basis over their respective estimated useful lives ranging from two to seven years.

### **Retail networks**

Retail networks acquired in a business combination represent flagship stores and department stores operated by the PRC Doright Group at the acquisition date. The retail networks are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of twenty years, being the operation tenure of the group companies engaged in the retail business.

### **Trademarks**

The trademarks of “London Fog”, “Artful Dodger”, “Zoo York”, “MCS”, “Henry Cotton’s” and “Marina Yachting” are classified as intangible assets with indefinite useful lives. The directors are of the opinion that the trademarks will contribute cash flows for an indefinite period and the legal rights of the trademarks are capable of being renewed at minimal cost. The trademarks are stated at cost less any impairment losses.

### **Leases (applicable from 1 January 2019)**

The Group assesses at contract inception whether a 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.

### **Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Leases (applicable from 1 January 2019) *(Continued)*

#### *Group as a lessee (Continued)*

##### *(a) Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	20 to 50 years
Retail stores	1 to 10 years
Office and warehouse	2 to 6 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

##### *(b) Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are recognised separately as lease liabilities.



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### **Leases (applicable from 1 January 2019)** *(Continued)*

#### **Group as a lessee** *(Continued)*

##### *(c) Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of office building (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

#### **Group as a lessor**

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, are accounted for as finance leases.

### **Leases (applicable before 1 January 2019)**

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Leases (applicable before 1 January 2019) *(Continued)*

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

### Investments and other financial assets

#### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade and bills receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade and bills receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

## **2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(Continued)*

### **Investments and other financial assets** *(Continued)*

#### ***Initial recognition and measurement*** *(Continued)*

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### ***Subsequent measurement***

The subsequent measurement of financial assets depends on their classification as follows:

#### ***Financial assets at amortised cost (debt instruments)***

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### ***Financial assets designated at fair value through other comprehensive income (equity instruments)***

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

#### ***Financial assets at fair value through profit or loss***

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes structured bank deposits with floating interest rates whose cash flow characteristics fail the SPPI criteria or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Impairment of financial assets *(Continued)*

#### *General approach (Continued)*

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are one year past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

#### *Simplified approach*

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Financial liabilities

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, lease liabilities and other payables.

#### *Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follow:

#### **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### **Treasury shares**

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Income tax *(Continued)*

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Revenue recognition

#### *Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

#### *Sale of products*

Revenue from the sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

#### *Revenue from other sources*

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

#### *Other income*

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

### Share-based payments

The Company operates share option schemes and the Share Award Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including Directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the binomial option pricing model, further details of which are given in note 33 and note 34 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefit expense. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss recognised for a period represents the movement in the cumulative expense as at the beginning and end of that period.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Share-based payments *(Continued)*

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options and awarded shares through new issue of shares is reflected as additional share dilution in the computation of earnings per share.

### Shares held for the Share Award Scheme

As disclosed in note 34 to the financial statements, the Group has set up the Share Award Scheme Trust for the Share Award Scheme, where the Share Award Scheme Trust purchases shares issued by the Group, the consideration paid by the Company, including any directly attributable incremental costs, is presented as "Shares held for Share Award Scheme" and deducted from the Group's equity.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Other employee benefits

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF scheme.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Foreign currencies

The functional currency of the Company is Hong Kong dollars, these financial statements are presented in RMB. The turnover of the Group is entirely contributed by the business in Mainland China and the presentation currency of RMB could provide users of the financial statements with more comparable information with other companies in similar industries. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain Hong Kong and overseas subsidiaries and joint ventures are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Property lease classification – Group as lessor*

The Group has entered into property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the property and the present value of the minimum lease payments not amounting to substantially all the fair value of the property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

#### *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

#### Tax

Determining income tax provisions requires the Group to make judgements on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions in accordance with prevailing tax regulations and makes tax provisions accordingly.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 23 below.

### **3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES** *(Continued)*

#### **Estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### ***Write-down of inventories to net realisable value***

A write-down of inventories to net realisable value is made based on the estimated net realisable value of the inventories. The assessment of the write-down involves management's judgement and estimates on market conditions. Where the actual outcome or expectation in future is different from the original estimate, the differences will have an impact on the carrying amounts of inventories and the write-down/reversal of write-down of inventories in the year in which the estimate has been changed.

#### ***Impairment of goodwill***

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2019 was RMB34,467,000 (2018: RMB72,123,000). More details are given in note 20 below.

#### ***Impairment of non-financial assets (other than goodwill)***

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Intangible assets with indefinite life are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the assets or cash-generating units and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note 21 below.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

#### Estimation uncertainty *(Continued)*

##### *Leases – Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

### 4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the business of the design, manufacturing, marketing and sale of apparel products and accessories in the PRC, with a focus on menswear.

IFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to segments and to assess their performance. The information reported to the Directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, does not contain profit or loss information of each product line and the Directors reviewed the financial results of the Group as a whole reported under IFRSs. Therefore, the operations of the Group constitute one single reportable segment. Accordingly, no operating segment is presented.

All of the external revenues of the Group during the financial year presented are attributable to customers established in the PRC, the place of domicile of the Group’s operating entities. Since the principal non-current assets held by the Group are all located in the PRC, no geographical information required by IFRS 8 is presented.

No revenue from a single external customer amounted to 10% or more of the Group’s revenue during the financial year presented.



**5. REVENUE, OTHER INCOME AND GAINS**

An analysis of revenue is as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Revenue from contracts with customers	<b>818,747</b>	898,295

**(i) Disaggregated revenue information**

**For the year ended 31 December 2019**

	<b>Total</b>
	<b>RMB'000</b>
<b>Type of goods</b>	
Sale of apparel and accessories	<b>818,747</b>
<b>Timing of revenue recognition</b>	
Goods transferred at a point in time	<b>818,747</b>

**5. REVENUE, OTHER INCOME AND GAINS** (Continued)**Revenue from contracts with customers** (Continued)**(ii) Performance obligations**

Information about the Group's performance obligations is summarised below:

*Sale of apparel and accessories*

The performance obligation is satisfied upon delivery of the products and payment is generally due within 30 to 90 days from delivery, except for third-party retailers, where payment in advance is normally required.

	2019 RMB'000	2018 RMB'000
<b>Other income</b>		
Government subsidies*	19,955	38,675
Gross rental income from investment property operating leases:		
Other lease payments, including fixed payments	3,662	3,832
Exchange gain	2,093	—
Dividend income from equity investments at fair value through other comprehensive income	2,020	1,351
Sale of software	1,790	1,647
Sale of consumables, net	153	66
External order processing income	48	969
Others	447	595
	<b>30,168</b>	47,135

\* These represent incentive subsidies provided by local governments as a measure to attract investments in these localities. The amounts of these subsidies are generally determined by reference to value-added tax, corporate income tax, city maintenance and construction tax and other taxes paid by the Group's operating entities in these localities, but are subject to the further discretion of the government.

**6. FINANCE INCOME**

	2019 RMB'000	2018 RMB'000
Interest income on bank deposits	11,531	8,109
Interest income on structured bank deposits	6,531	12,153
Others	461	464
	<b>18,523</b>	20,726

**7. FINANCE COSTS**

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Interest on lease liabilities	<b>3,404</b>	—

**8. PROFIT BEFORE TAX**

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
Cost of inventories sold		<b>217,077</b>	238,649
Depreciation of property, plant and equipment	14	<b>17,230</b>	16,277
Depreciation of investment properties	15	<b>2,418</b>	1,692
Depreciation of right-of-use assets	16	<b>61,743</b>	—
Amortisation of prepaid land lease payments		—	1,048
Amortisation of other intangible assets	21	<b>1,572</b>	1,572
Auditor's remuneration		<b>2,798</b>	2,753
Employee benefit expenses (including Directors' remuneration (note 9)):			
Wages and salaries		<b>90,032</b>	118,542
Equity-settled share option expense		<b>13,638</b>	853
Pension scheme contributions*		<b>8,094</b>	16,640
		<b>111,764</b>	136,035
Outsourced labor costs		<b>49,695</b>	—
Impairment of goodwill**	20	<b>42,169</b>	—
Impairment of other intangible assets***	21	<b>4,521</b>	2,250
Fair value losses, net:			
Financial assets at fair value through profit or loss — structured bank deposits		—	458
Dividend income from equity investments at fair value through other comprehensive income	5	<b>(2,020)</b>	(1,351)
Losses on remeasurement of the previously held interests in joint ventures	36	<b>8,415</b>	62,563
Impairment of trade receivables, net		<b>1,686</b>	4,371
Lease payments under operating leases in respect of buildings and retail stores		—	187,680
Lease payments not included in the measurement of lease liabilities	16(d)	<b>111,523</b>	—
Reversal of write-down of inventories to net realisable value, net^		<b>(36,326)</b>	(40,372)
Write-off of uncollectible other receivables		—	2,500

**8. PROFIT BEFORE TAX** *(Continued)*

- \* As at 31 December 2019, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2018: Nil).
- \*\* The impairment of goodwill is included in "Other expenses" in the consolidated statement of profit or loss.
- \*\*\* The impairment of other intangible assets is included in "Other expenses" in the consolidated statement of profit or loss.
- ^ The reversal of write-down of inventories to net realisable value is included in "Cost of sales" in the consolidated statement of profit or loss.

**9. DIRECTORS' REMUNERATION**

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Fees	<b>2,860</b>	2,440
Other emoluments:		
Salaries, allowances and benefits in kind	<b>3,190</b>	3,153
Equity-settled share option expense	<b>2,645</b>	161
Performance bonus	<b>6,196</b>	—
Pension scheme contributions	<b>45</b>	76
	<b>12,076</b>	3,390
	<b>14,936</b>	5,830

During prior years, certain directors were granted share options, in respect of their services to the Group, under the Share Option Scheme of the Company, further details of which are set out in note 33 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosure.

**9. DIRECTORS' REMUNERATION** (Continued)**(a) Independent non-executive Directors**

The remuneration paid to independent non-executive Directors during the year was as follows:

	<b>Fees</b> RMB'000	<b>Equity-settled share option expense</b> RMB'000	<b>Total remuneration</b> RMB'000
<b>2019</b>			
KWONG Wilson Wai Sun (鄭偉信)	234	176	410
CUI Yi (崔義)	234	176	410
YEUNG Chi Wai (楊志偉)	234	176	410
	<b>702</b>	<b>528</b>	<b>1,230</b>
<b>2018</b>			
KWONG Wilson Wai Sun (鄭偉信)	200	11	211
CUI Yi (崔義)	200	11	211
YEUNG Chi Wai (楊志偉)	200	11	211
	600	33	633

There were no other emoluments payable to the independent non-executive Directors during the year (2018: Nil).

**9. DIRECTORS' REMUNERATION** (Continued)**(b) Executive Directors and non-executive Directors**

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Performance bonus RMB'000	Equity- settled share option expenses RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
<b>2019</b>						
Executive Directors:						
ZHANG Yongli (張永力)	1,063	2,339	6,196	177	19	9,794
SUN David Lee (孫如曄)	441	—	—	588	16	1,045
HUANG Xiaoyun (黃曉雲)	441	851	—	1,176	10	2,478
	1,945	3,190	6,196	1,941	45	13,317
Non-executive Director:						
WANG Wei (王瑋)	213	—	—	176	—	389
	213	—	—	176	—	389
	2,158	3,190	6,196	2,117	45	13,706
<b>2018</b>						
Executive Directors:						
LO Peter (路嘉星) *	300	—	—	—	8	308
ZHANG Yongli (張永力)	600	2,460	—	11	38	3,109
SUN David Lee (孫如曄)	380	—	—	35	15	430
HUANG Xiaoyun (黃曉雲)	380	693	—	71	15	1,159
	1,660	3,153	—	117	76	5,006
Non-executive Director:						
WANG Wei (王瑋)	180	—	—	11	—	191
	180	—	—	11	—	191
	1,840	3,153	—	128	76	5,197

\* Mr. LO Peter has tendered his resignation as an executive director of the Company with effect from 22 June 2018.

**9. DIRECTORS' REMUNERATION** *(Continued)***(b) Executive Directors and non-executive Directors** *(Continued)*

There was no arrangement under which a Director or the chief executive waived or agreed to waive any remuneration during the year.

**10. FIVE HIGHEST PAID EMPLOYEES**

The five highest paid employees during the year included four Directors (2018: four), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining one (2018: one) highest paid employee who is neither a Director nor chief executive of the Company are as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Salaries, allowances and benefits in kind	<b>225</b>	428
Equity-settled share option expense	<b>353</b>	35
Pension scheme contributions	<b>10</b>	15
	<b>588</b>	478

The remuneration of the non-director and non-chief executive highest paid employee fell within the following band:

	<b>Number of employees</b>	
	<b>2019</b>	2018
Nil to HK\$1,000,000	<b>1</b>	1

During prior years, share options were granted to one non-Director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 33 to the financial statements. The fair value of these options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

## 11. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The Company incorporated in the Cayman Islands and its subsidiary incorporated in the BVI are exempted from taxation.

No provision for Hong Kong profits tax has been made, as the Group had no assessable profits derived from or earned in Hong Kong during the year.

In accordance with the relevant PRC income tax rules and regulations, the Group's subsidiaries registered in the PRC were subject to Corporate Income Tax ("CIT") at a statutory rate of 25% on their respective taxable income for the year ended 31 December 2019.

	2019 RMB'000	2018 RMB'000
Current — PRC		
Charge for the year	32,814	42,491
Deferred (note 23)	1,284	4,647
<b>Total tax charge for the year</b>	<b>34,098</b>	47,138

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate (i.e., statutory tax rate) to the effective tax rate, are as follows:

	2019 RMB'000	%	2018 RMB'000	%
Profit before tax	53,803		107,973	
Tax charge at the statutory tax rate	13,451	25	26,993	25
Entities subject to lower statutory income tax rates	1,511	3	3,456	5
Effect of withholding tax on distributable profits of certain PRC subsidiaries	4,382	8	3,021	3
Effect of withholding tax on service fees	1,306	2	2,439	2
Profits and losses attributable to an associate	1,121	2	311	—
Profits and losses attributable to joint ventures	40	—	(641)	(1)
Adjustments in respect of current tax of previous periods	(5,405)	(10)	(7,344)	(7)
Tax losses utilised from previous periods	(3,338)	(6)	(816)	(1)
Tax losses not recognised	21,499	40	19,336	18
Others	(469)	(1)	383	—
<b>Tax charge at the Group's effective tax rate</b>	<b>34,098</b>	<b>63</b>	47,138	44



**12. DIVIDENDS**

The Board does not recommend to declare any final dividends for the years ended 31 December 2019 and 31 December 2018.

**13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT**

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 3,406,958,767 (2018: 3,425,479,627) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2019 and 31 December 2018 in respect of a dilution as the impact of the outstanding share options under the Share Option Scheme had an anti-dilutive effect on the basic earnings per share amounts presented.

The calculation of basic earnings per share is based on:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
<b>Earnings</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	<b>19,930</b>	60,179
<b>Number of shares</b>		
	<b>2019</b>	2018
<b>Shares</b>		
Weighted average number of ordinary shares in issue	<b>3,445,450,000</b>	3,445,450,000
Weighted average number of shares purchased for the Share Award Scheme	<b>(38,491,233)</b>	(19,970,373)
Adjusted weighted average number of ordinary shares in issue used in the basic earnings per share calculation	<b>3,406,958,767</b>	3,425,479,627

**14. PROPERTY, PLANT AND EQUIPMENT**

	<b>Buildings</b>	<b>Plant and machinery</b>	<b>Motor vehicles</b>	<b>Office and other equipment</b>	<b>Construction in process</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018 net of accumulated depreciation	230,873	3,691	5,020	2,134	—	241,718
Additions	45,310	1,859	1,380	2,018	—	50,567
Transferred to investment properties	(21,551)	—	—	—	—	(21,551)
Acquisition from a subsidiary	—	—	—	82	—	82
Disposals	—	(5)	(679)	(32)	—	(716)
Depreciation provided during the year	(12,269)	(795)	(1,743)	(1,470)	—	(16,277)
Exchange realignment	1,401	—	—	91	—	1,492
At 31 December 2018 and 1 January 2019, net of accumulated depreciation	243,764	4,750	3,978	2,823	—	255,315
Additions	22,281	1,089	2,963	3,530	3,024	32,887
Disposals	(571)	(2)	(175)	(6)	—	(754)
Depreciation provided during the year	(13,103)	(939)	(2,113)	(1,075)	—	(17,230)
Exchange realignment	574	—	—	3	—	577
At 31 December 2019, net of accumulated depreciation	252,945	4,898	4,653	5,275	3,024	270,795
At 31 December 2018:						
Cost	312,630	12,318	15,456	21,891	—	362,295
Accumulated depreciation	(68,866)	(7,568)	(11,478)	(19,068)	—	(106,980)
Net carrying amount	243,764	4,750	3,978	2,823	—	255,315
At 31 December 2019:						
Cost	335,222	13,375	14,990	25,402	3,024	392,013
Accumulated depreciation	(82,277)	(8,477)	(10,337)	(20,127)	—	(121,218)
Net carrying amount	252,945	4,898	4,653	5,275	3,024	270,795

As at 31 December 2019, one certificate of ownership in respect of a warehouse in Chengdu with a net carrying amount of approximately RMB4,448,000 (2018: one certificate of ownership in respect of a warehouse in Chengdu with a net carrying amount of approximately RMB4,714,000) has not been issued by the relevant PRC authority. The Group is in the process of obtaining the relevant certificate.

**15. INVESTMENT PROPERTIES**

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Cost at 1 January, net of accumulated depreciation	<b>48,724</b>	28,865
Transfer from property, plant and equipment and prepaid land lease payments, net	—	21,551
Depreciation provided during the year	<b>(2,418)</b>	(1,692)
At 31 December	<b>46,306</b>	48,724
At 31 December:		
Cost	<b>48,724</b>	58,702
Accumulated depreciation	<b>(2,418)</b>	(9,978)
Net carrying amount	<b>46,306</b>	48,724

The Group's investment properties are situated in the PRC and are leased to third parties under operating leases, further summary details of which are included in note 16 below.

The Group's investment properties were revalued on 31 December 2019 by Dezhou Tianqu Assets Appraisals Co., Ltd. (德州天衢資產評估有限公司), independent professionally qualified valuers, at RMB889,169,000 (31 December 2018: RMB89,526,000) on an open market, existing use basis.

**Fair value hierarchy**

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	<b>Fair value measurement as at 31 December 2019 using</b>			<b>Total</b>
	<b>Quoted prices in active markets (Level 1) RMB'000</b>	<b>Significant observable inputs (Level 2) RMB'000</b>	<b>Significant unobservable inputs (Level 3) RMB'000</b>	
Investment properties	—	—	89,169	89,169

**15. INVESTMENT PROPERTIES** *(Continued)***Fair value hierarchy** *(Continued)*

	Fair value measurement as at 31 December 2018 using			Total RMB'000		
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000			
	Investment properties	—	—		89,526	89,526

**16. LEASES****The Group as a lessee**

The Group has lease contracts for retail stores used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 20 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of retail stores generally have lease terms between one and three years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include variable lease payments, which are further discussed below.

**(a) Prepaid land lease payments (before 1 January 2019)**

	<b>Total</b> RMB'000
Carrying amount at 1 January 2018	42,465
Recognised in profit or loss during the year	(1,048)
Carrying amount at 31 December 2018	41,417

**16. LEASES** (Continued)**The Group as a lessee** (Continued)**(b) Right-of-use assets**

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Right-of-use assets		
	Prepaid land lease payments RMB'000	Plant and properties RMB'000	Total RMB'000
As at 1 January 2019	41,417	43,870	85,287
Additions	—	63,190	63,190
Depreciation charge	(1,048)	(60,695)	(61,743)
As at 31 December 2019	40,369	46,365	86,734

**(c) Lease liabilities**

The carrying amount of lease liabilities and the movements during the year are as follows:

	2019 Lease liabilities RMB'000
Carrying amount at 1 January	43,870
New leases	63,190
Accretion of interest recognised during the year	3,404
Payments	(62,957)
Carrying amount at 31 December	47,507
Analysed into:	
Current portion	40,098
Non-current portion	7,409

The maturity analysis of lease liabilities is disclosed in note 22 to the financial statements.

**16. LEASES** *(Continued)***The Group as a lessee** *(Continued)***(d) The amounts recognised in profit or loss in relation to leases are as follows:**

	<b>2019</b>
	<b>RMB'000</b>
Interest on lease liabilities	<b>3,404</b>
Depreciation charge of right-of-use assets	<b>61,743</b>
Variable lease payments not included in the measurement of lease liabilities (included in selling expenses)	<b>111,523</b>
<b>Total amount recognised in profit or loss</b>	<b>176,670</b>

**(e) Variable lease payments**

The Group leased a number of the retail stores and units in shopping malls which contain variable lease payment terms that are based on the Group's turnover generated from the retail stores. The amounts of variable lease payments recognised in profit or loss for the current year for these leases are RMB111,523.

**(f)** The total cash outflow for leases are disclosed in note 37(c), to the financial statements.

**The Group as a lessor**

The Group leases its investment properties (note 15) consisting of four properties under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB3,662,000 (2018: RMB3,832,000), details of which are included in note 5 to the financial statements.

**16. LEASES** *(Continued)***The Group as a lessor** *(Continued)*

At 31 December 2019, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
After one year but within two years	<b>5,654</b>	5,236
After two years but within three years	<b>4,440</b>	5,698
After three years but within four years	<b>3,863</b>	3,480
After four years but within five years	<b>830</b>	3,337
After five years	—	—
	<b>14,787</b>	17,751

**17. INVESTMENTS IN JOINT VENTURES**

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Share of net assets	—	33,449
Goodwill on acquisition	—	—
	—	33,449
Loans to joint ventures	—	3,680
	—	37,129

On 30 December 2019, the Group obtained control of Henry Cotton's Greater China Company Limited and Marina Yachting Hong Kong Limited through acquiring a 100% interest in Excel Win International Investment Limited, the joint shareholder of Henry Cotton's Greater China Company Limited and Marina Yachting Hong Kong Limited, and Henry Cotton's Greater China Company Limited and Marina Yachting Hong Kong Limited have no longer been joint ventures of the Group since then. Further details are included in note 36 to the consolidated financial statements.

**17. INVESTMENTS IN JOINT VENTURES** *(Continued)***(i) Henry Cotton's Greater China Company Limited**

The following table illustrates the summarised financial information of Henry Cotton's Greater China Company Limited reconciled to the carrying amount in the financial statements at the acquisition date of 30 December 2019:

	<b>30 December 2019 RMB'000</b>	31 December 2018 RMB'000
Cash and cash equivalents	<b>278</b>	1,974
Other current assets	<b>14,382</b>	14,660
Current assets	<b>14,660</b>	16,634
Non-current assets	<b>36,023</b>	35,963
Current financial liabilities (excluding trade and other payables)	<b>(5,793)</b>	(8,938)
Other current liabilities	<b>(3,884)</b>	(2,027)
Current liabilities	<b>(9,677)</b>	(10,965)
Net assets	<b>41,006</b>	41,632
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	<b>50%</b>	50%
Group's share of net assets of the joint venture	<b>20,503</b>	20,816
Carrying amount of the investment	<b>20,503</b>	20,816
Revenue	<b>167</b>	103
Income tax expense	<b>74</b>	(278)
Other comprehensive income/(loss)	<b>85</b>	(559)
Loss and total comprehensive loss for the year	<b>(461)</b>	(1,621)



**17. INVESTMENTS IN JOINT VENTURES** (Continued)**(ii) Marina Yachting Hong Kong Limited**

The following table illustrates the summarised financial information of Marina Yachting Hong Kong Limited reconciled to the carrying amount in the financial statements at the acquisition date of 30 December 2019:

	<b>30 December 2019 RMB'000</b>	31 December 2018 RMB'000
Cash and cash equivalents	<b>3,523</b>	1,461
Other current assets	<b>12,838</b>	11,561
Current assets	<b>16,361</b>	13,022
Non-current assets	<b>32,734</b>	32,152
Current financial liabilities (excluding trade and other payables)	<b>(1,404)</b>	(2,789)
Other current liabilities	<b>(18,705)</b>	(9,759)
Current liabilities	<b>(20,109)</b>	(12,548)
Net assets	<b>28,986</b>	32,626
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	<b>50%</b>	50%
Group's share of net assets of the joint venture	<b>14,493</b>	16,313
Carrying amount of the investment	<b>14,493</b>	16,313
Revenue	<b>3,371</b>	2,195
Income tax expense	<b>175</b>	(839)
Other comprehensive loss	<b>(81)</b>	(180)
Loss and total comprehensive loss for the year	<b>(984)</b>	(2,641)

**18. INVESTMENT IN AN ASSOCIATE**

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Share of net assets	<b>9,221</b>	13,784
Goodwill on acquisition	<b>1,065</b>	1,065
Exchange realignment	<b>(468)</b>	(810)
	<b>9,818</b>	14,039

Particulars of the Group's material associate are as follows:

<b>Name</b>	<b>Particulars of issued shares held</b>	<b>Place of registration and business</b>	<b>Percentage of ownership interest attributable to the Group</b>	<b>Principal activities</b>
China Mingmen Investment Group Limited	Ordinary shares	Hong Kong	40	Development, manufacture and sale of alcohol and drink products

China Mingmen Investment Group Limited, which is considered an associate of the Group, is accounted for using the equity method.

**18. INVESTMENT IN AN ASSOCIATE** *(Continued)*

The following table illustrates the summarised financial information of China Mingmen Investment Group Limited reconciled to the carrying amount in the consolidated financial statements:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Cash and cash equivalents	<b>182</b>	518
Other current assets	<b>2,803</b>	9,182
Current assets	<b>2,985</b>	9,700
Non-current assets	<b>20,222</b>	23,784
Other current liabilities	<b>(1,325)</b>	(1,050)
Current liabilities	<b>(1,325)</b>	(1,050)
Net assets	<b>21,882</b>	32,434
Reconciliation to the Group's interest in an associate:		
Proportion of the Group's ownership	<b>40%</b>	40%
Group's share of net assets of an associate	<b>8,753</b>	12,974
Goodwill on acquisition	<b>1,065</b>	1,065
Carrying amount of the investment	<b>9,818</b>	14,039
Revenue	<b>114</b>	4
Other comprehensive loss	<b>(2,191)</b>	(466)
Loss and total comprehensive loss for the year	<b>(11,211)</b>	(3,107)

## 19. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2019 RMB'000	2018 RMB'000
<b>Equity investments designated at fair value through other comprehensive income</b>		
Listed equity investment, at fair value		
Guangdong Shaoneng Group Co., Ltd.	35,928	24,769
Unlisted equity investment, at fair value		
CCF Investment Limited	1,575	1,403
	<b>37,503</b>	26,172

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the year ended 31 December 2019, the Group received dividends in the total amount of RMB2,020,000 from Guangdong Shaoneng Group Co., Ltd.

## 20. GOODWILL

	RMB'000
Cost and net carrying amount:	
At 1 January 2018	70,697
Acquisition from a subsidiary	1,426
At 31 December 2018	72,123
At 1 January 2019	72,123
Acquisition from a subsidiary (note 36)	4,513
Impairment during the year	(42,169)
Cost and net carrying amount at 31 December 2019	34,467
At 31 December 2019:	
Cost	76,636
Accumulated impairment	(42,169)
Net carrying amount	<b>34,467</b>

## 20. GOODWILL *(Continued)*

Goodwill acquired through business combinations is allocated to the Group's cash-generating units (the "Menswear cash-generating units") for impairment testing.

The recoverable amount of the Menswear cash-generating units has been determined based on a value in use calculation using cash flow projections from financial budgets covering a five-year period approved by senior management. For the year ended 31 December 2019, the discount rate applied to the cash flow projections is 19.0% (2018: 19.0%) and cash flows beyond the five-year period are extrapolated using a growth rate of 3% (2018: 3%) which does not exceed the projected long-term average growth rate for the relevant industry in Mainland China.

Assumptions were used in the value in use calculation of the Menswear cash-generating units. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

### **Budgeted gross profit margins**

Budgeted gross profit margins are based on average values achieved historically. These are adjusted over the budget period in accordance with anticipated efficiency improvements and expected market developments.

### **Discount rates**

The discount rates used are before tax and reflect specific risks relating to the Menswear cash-generating units.

Based on the result of the impairment test, the recoverable amount of Menswear cash-generating units was lower than the carrying amount of Menswear cash-generating units. Accordingly, management had determined that there was an impairment of the goodwill and recognized an impairment charge of RMB42,169,000 (2018: nil), which was recorded within other expenses in the consolidated statement of profit or loss. The impairment was due to the decrease in recoverable amount of Menswear cash-generating units, taking account of the expiration of the Licensing Agreement of JEEP trademarks by the end of 31 December 2020 as detailed in note 43(b).

**21. OTHER INTANGIBLE ASSETS**

	<b>Licensing agreements</b>	<b>Retail networks</b>	<b>Trademarks</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018, net of accumulated amortisation and impairment	6,617	2,221	72,462	81,300
Acquisition from a subsidiary	—	—	43,994	43,994
Amortisation charged during the year	(1,323)	(249)	—	(1,572)
Impairment during the year	—	—	(2,250)	(2,250)
Exchange realignment	—	—	3,417	3,417
At 31 December 2018 and 1 January 2019, net of accumulated amortisation and impairment	5,294	1,972	117,623	124,889
Acquisition from a subsidiary (note 36)	—	—	43,015	43,015
Amortisation charged during the year	(1,323)	(249)	—	(1,572)
Impairment during the year	—	—	(4,521)	(4,521)
Exchange realignment	—	—	1,570	1,570
At 31 December 2019, net of accumulated amortisation and impairment	<b>3,971</b>	<b>1,723</b>	<b>157,687</b>	<b>163,381</b>
At 31 December 2018:				
Cost	97,460	4,981	157,703	260,144
Accumulated amortisation and impairment	(92,166)	(3,009)	(40,080)	(135,255)
Net carrying amount	5,294	1,972	117,623	124,889
At 31 December 2019:				
Cost	<b>97,460</b>	<b>4,981</b>	<b>205,359</b>	<b>307,800</b>
Accumulated amortisation and impairment	<b>(93,489)</b>	<b>(3,258)</b>	<b>(47,672)</b>	<b>(144,419)</b>
Net carrying amount	<b>3,971</b>	<b>1,723</b>	<b>157,687</b>	<b>163,381</b>

The Group has classified the trademarks of “London Fog”, “Artful Dodger”, “Zoo York”, “MCS”, “Henry Cotton’s” and “Marina Yachting” as intangible assets with indefinite lives.

## 21. OTHER INTANGIBLE ASSETS *(Continued)*

The Group has performed impairment reviews of the carrying values of trademarks as at 31 December 2019 based on a value in use calculation using cash flow projections from financial budgets covering a five-year period approved by senior management. For the year ended 31 December 2019, the discount rates applied to the cash flow projection were 32.0% (2018: 20.0%) for “London Fog”, 30.0% (2018: 27.0%) for “Artful Dodger”, 38.0% (2018: 24.0%) for “Zoo York”, 18.0% for “MCS” (2018: 19.2%), 18.0% for “Henry Cotton’s” and 18.0% for “Marina Yachting” and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2018: 3%) which does not exceed the projected long term average growth rate for the relevant industry in Mainland China. Based on the result of the impairment test, the recoverable amounts of the trademarks of “London Fog”, “Artful Dodger”, “Zoo York”, “MCS”, “Henry Cotton’s” and “Marina Yachting” were RMB21,525,000, RMB14,974,000, RMB41,266,000 RMB74,096,000, RMB19,536,000 and RMB27,220,000 as at 31 December 2019, respectively. Accordingly, management determined that there was impairment of the trademark of “London Fog”, and recognised an impairment charge of RMB4,521,000 (2018: impairment of the trademarks of “London Fog” of RMB2,250,000), which was recorded within other expenses in the consolidated statement of profit or loss.

### **Budgeted gross profit margins**

Budgeted gross profit margins are based on average values achieved historically. These are adjusted over the budget period in accordance with anticipated efficiency improvements and expected market developments.

### **Discount rates**

The discount rates used are before tax and reflect specific risks relating to the Menswear cash-generating units and the trademarks with indefinite lives.

In the opinion of the Directors, any reasonably possible change in the key assumptions on which the recoverable amounts are based would not cause the carrying amounts of trademarks with indefinite lives to exceed their recoverable amounts, respectively.

**22. LEASE LIABILITIES**

	31 December 2019			31 December 2018		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
<b>Current</b>						
Lease liabilities (note 16(c))	4.35-4.75	2020	40,098	—	—	—
<b>Non-current</b>						
Lease liabilities (note 16(c))	4.75	2021-2025	7,409	—	—	—

Analysed into:

	2019 RMB'000	2018 RMB'000
Within one year	40,098	—
In the second year	4,954	—
In the third to sixth years, inclusive	2,455	—
	7,409	—
	47,507	—



**23. DEFERRED TAX**

The movements in deferred tax assets and liabilities during the year are as follows:

**Deferred tax assets**

	Impairment of assets RMB'000	Unrealised profits RMB'000	Losses available for offsetting against future taxable profits RMB'000	Fair value adjustments from financial instruments RMB'000	Total RMB'000
At 1 January 2018	151,540	9,918	16,305	929	178,692
Effect of adoption of IFRS 9	494	—	—	—	494
At 1 January 2018 (restated)	152,034	9,918	16,305	929	179,186
Acquisition from a subsidiary	2,174	—	3,315	—	5,489
Deferred tax credited/(charged) to the consolidated statement of profit or loss and the consolidated statement of comprehensive income during the year (note 11)	(8,974)	(1,375)	8,425	5,345	3,421
At 31 December 2018 and 1 January 2019	145,234	8,543	28,045	6,274	188,096
Acquisition from a subsidiary (note 36)	1,109	—	—	—	1,109
Deferred tax credited/(charged) to the consolidated statement of profit or loss and the consolidated statement of comprehensive income during the year (note 11)	(853)	5,888	(2,121)	(2,795)	119
At 31 December 2019	145,490	14,431	25,924	3,479	189,324

The Group had tax losses arising in the PRC of approximately RMB162,182,000 and RMB164,057,000 as at 31 December 2019 and 2018, respectively, that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of the losses amounting to RMB58,486,000 as at 31 December 2019 (31 December 2018: RMB51,877,000) as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the taxable losses can be utilised.

**23. DEFERRED TAX** *(Continued)***Deferred tax assets** *(Continued)*

The Group has recognised deferred tax assets in respect of the losses arising in the PRC of approximately RMB103,696,000 as at 31 December 2019 (31 December 2018: RMB112,180,000), the utilisation of which is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences. The amount of deferred tax assets is based on the profit forecast approved by the management of the Group.

**Deferred tax liabilities**

	Fair value adjustments arising from acquisitions RMB'000	Fair value adjustments from financial instruments RMB'000	Withholding tax on distributable profits of the PRC subsidiaries RMB'000	Total RMB'000
At 1 January 2018	4,824	—	22,105	26,929
Effect of adoption of IFRS 9	—	114	—	114
At 1 January 2018 (restated)	4,824	114	22,105	27,043
Acquisition from a subsidiary	—	—	405	405
Deferred tax transferred out in respect of withholding tax paid by a PRC subsidiary	—	—	(11,277)	(11,277)
Deferred tax charged/(credited) to the consolidated statement of profit or loss and the consolidated statement of comprehensive income during the year (note 11)	(184)	(114)	3,021	2,723
At 31 December 2018 and 1 January 2019	4,640	—	14,254	18,894
Acquisition from a subsidiary (note 36)	—	—	29	29
Deferred tax transferred out in respect of withholding tax paid by a PRC subsidiary	—	—	(625)	(625)
Deferred tax charged/(credited) to the consolidated statement of profit or loss and the consolidated statement of comprehensive income during the year (note 11)	(184)	—	4,382	4,198
At 31 December 2019	4,456	—	18,040	22,496

**23. DEFERRED TAX** *(Continued)***Deferred tax liabilities** *(Continued)*

Pursuant to the PRC Corporate Income Tax Law (the “New CIT Law”) which was approved and became effective on 1 January 2008, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective on 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding tax on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

At 31 December 2019, the Group has not recognised deferred tax liabilities of RMB23,411,000 (2018: RMB24,053,000) in respect of temporary differences relating to the unremitted profits of the Group’s subsidiaries established in the PRC amounting to RMB468,228,000 (2018: RMB481,056,000), that would be payable on the distribution of these profits as the Company controls the dividend policy of these subsidiaries and it is probable that these profits will not be distributed in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

**24. INVENTORIES**

	<b>2019</b>	2018
	<b>RMB’000</b>	RMB’000
Raw materials	<b>15,434</b>	16,587
Work in progress	<b>7,164</b>	8,805
Finished goods	<b>262,978</b>	195,359
	<b>285,576</b>	220,751

**25. PROPERTIES UNDER DEVELOPMENT**

	<b>2019</b>	2018
	<b>RMB’000</b>	RMB’000
Properties under development	<b>169,123</b>	145,438

The Group’s properties under development are located in the PRC and situated on leasehold land with long term leases. Properties under development are classified under current assets as it is expected to be realised in the Group’s normal operating cycle.

**26. TRADE AND BILLS RECEIVABLES**

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Trade receivables	<b>114,746</b>	121,475
Bills receivable	—	123
Impairment	<b>(10,118)</b>	(8,432)
	<b>104,628</b>	113,166

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, and the balances of bills receivable, are as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Trade receivables		
Within 1 month	<b>90,508</b>	93,763
1 to 2 months	<b>6,917</b>	9,825
2 to 3 months	<b>2,230</b>	3,738
Over 3 months	<b>4,973</b>	5,717
	<b>104,628</b>	113,043
Bills receivable	—	123
	<b>104,628</b>	113,166

**26. TRADE AND BILLS RECEIVABLES** (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
At beginning of year	<b>8,432</b>	4,061
Impairment losses, net	<b>1,686</b>	4,371
At end of year	<b>10,118</b>	8,432

An impairment analysis is performed at each reporting date using a provision matrix or individually assessed to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

**As at 31 December 2019**

	<b>Gross carrying amount</b>	<b>Expected credit losses</b>	<b>Expected credit loss rate</b>
	<b>RMB'000</b>	<b>RMB'000</b>	
Individually assessed	<b>1,727</b>	<b>1,727</b>	<b>100%</b>
Based on provision matrix	<b>113,019</b>	<b>8,391</b>	<b>7.42%</b>
	<b>114,746</b>	<b>10,118</b>	

  

	<b>Ageing as at 31 December 2019</b>		
	<b>Within one year</b>	<b>Over one year</b>	<b>Total</b>
Expected credit loss rate	<b>2.19%</b>	<b>100.00%</b>	
Gross carrying amount (RMB'000)	<b>106,976</b>	<b>6,043</b>	<b>113,019</b>
Expected credit losses (RMB'000)	<b>2,348</b>	<b>6,043</b>	<b>8,391</b>

**26. TRADE AND BILLS RECEIVABLES** (Continued)

As at 31 December 2018

	Gross carrying amount RMB'000	Expected credit losses RMB'000	Expected credit loss rate
Individually assessed	5,346	5,346	100%
Based on provision matrix	116,129	3,086	2.66%
	121,475	8,432	

  

	Ageing as at 31 December 2018		Total
	Within one year	Over one year	
Expected credit loss rate	1.27%	100.00%	
Gross carrying amount (RMB'000)	114,499	1,630	116,129
Expected credit losses (RMB'000)	1,456	1,630	3,086

**27. PREPAYMENTS AND OTHER RECEIVABLES**

	2019 RMB'000	2018 RMB'000
Prepayments	38,544	46,040
Deposits and other receivables	70,525	43,688
	109,069	89,728

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default. As at 31 December 2019, the probability of default and the loss given default of prepayments and other receivables was estimated to be minimal.

**28. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/STRUCTURED BANK DEPOSITS**

	2019 RMB'000	2018 RMB'000
<b>Financial assets at fair value through profit or loss</b>		
Structured bank deposits, at fair value	30,000	225,000
<b>Structured bank deposits</b>		
Structured bank deposits, in licensed banks in the PRC, at amortised cost	275,221	101,958

The above structured bank deposits at fair value at 31 December 2019 were wealth management products issued by banks in the PRC. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

**29. PLEDGED DEPOSITS AND CASH AND CASH EQUIVALENTS**

	2019 RMB'000	2018 RMB'000
Cash and bank balances	90,464	130,983
Time deposits	296,146	301,509
	<b>386,610</b>	432,492
Less: Pledged deposits	—	(4,911)
Cash and cash equivalents	<b>386,610</b>	427,581

\* There is no bank deposit pledged for issuing of bank acceptance notes as at 31 December 2019 (2018: RMB4,911,000).

At the end of the reporting period, the cash and bank balances and time deposits of the Group denominated in Hong Kong Dollar ("HK\$"), United States Dollar ("US\$") and Euro ("€") amounted to RMB285,856,000, RMB9,694,000 and RMB71,000, respectively (2018: RMB310,400,000, RMB3,603,000 and RMB89,000, respectively). The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term deposits are made for varying periods of between seven days and twelve months depending on the immediate cash requirements of the Group, and earn interest at the respective short term deposit rates. The bank balances and short term deposits are deposited with creditworthy banks with no recent history of default.

**30. TRADE AND BILLS PAYABLES**

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Trade payables		
Within 30 days	<b>32,629</b>	26,873
31 to 90 days	<b>376</b>	3,639
91 to 180 days	<b>281</b>	1,136
181 to 360 days	<b>4,886</b>	1,600
	<b>38,172</b>	33,248
Bills payables	—	3,300
	<b>38,172</b>	36,548

The trade and bills payables are non-interest-bearing and are normally settled on terms of 30 to 45 days.

**31. OTHER PAYABLES AND ACCRUALS**

	Notes	<b>2019</b>	2018
		<b>RMB'000</b>	RMB'000
Contract liabilities	(a)	<b>41,323</b>	47,336
Other payables	(b)	<b>47,032</b>	36,821
Accruals		<b>32,851</b>	37,164
Other taxes payable		<b>9,913</b>	12,717
		<b>131,119</b>	134,038

Notes:

(a) Details of contract liabilities as at 31 December 2019 and 1 January 2019 are as follows:

	<b>31 December</b>	1 January
	<b>2019</b>	2019
	<b>RMB'000</b>	RMB'000
<i>Short-term advances received from customers</i>		
Sale of goods	<b>41,323</b>	47,336

(b) Other payables are non-interest-bearing and are due within one year.



**32. SHARE CAPITAL****Shares**

	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Issued and fully paid:		
3,445,450,000 (2018: 3,445,450,000) ordinary shares	<b>344,545</b>	344,545
Equivalent to RMB'000	<b>280,661</b>	280,661

**Share options**

Details of the Company's share option schemes and the share options issued under the schemes are included in note 33 to the financial statements.

**33. SHARE OPTION SCHEME**

The Company adopted a share option scheme (the "Share Option Scheme"), approved by the written resolutions of the shareholders passed on 25 November 2011 (the "Resolutions").

The Company operates the "Share Option Scheme" for the purpose of providing incentives and/or rewards to eligible participants for their contribution to and continuing efforts to promote the interest of the Company. Eligible participants of the Share Option Scheme include a) any proposed executive Director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group; b) a Director or proposed Director (including an independent non-executive Director) of any member of the Group; c) a direct or indirect shareholder of any member of the Group; d) a supplier of goods or services to any member of the Group; e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and g) an associate of any of the foregoing persons. The Share Option Scheme became effective on 9 December 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares to be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share options granted and yet to be exercised under any other scheme of the Company shall not, in aggregate, exceed 6% of the total number of shares in issue on the Listing Date (assuming that the Over-allotment Option is not exercised) until the expiration of the period from the Listing Date to the fourth anniversary of the Listing Date and 30% of the shares of the Company in issue from time to time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

**33. SHARE OPTION SCHEME** *(Continued)*

Share options granted to a Director, chief executive or a substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive Directors, excluding the independent non-executive Director who or whose associates are the grantee. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 30 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the board of directors (the "Board"), and commences after a certain vesting period and ends on a date which is not later than ten years from the date of grant of the share options.

The exercise price in respect of any particular option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the exercise price shall be at least the highest of: (a) the closing price of a share as stated in the Stock Exchange's daily quotation sheet on the offer date, which must be a business day; (b) the average of the closing prices of a share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (c) the nominal value of a share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The movement in share options during the year is presented below:

	2019		2018	
	Weighted average exercise price HK\$ per share	Number of options '000	Weighted average exercise price HK\$ per share	Number of options '000
At beginning of period	0.2114	273,000	—	—
Granted during the year	—	—	0.2114	273,000
Forfeited during the period	0.2114	(11,200)	—	—
At end of period	0.2114	261,800	0.2114	273,000

**33. SHARE OPTION SCHEME** *(Continued)*

The exercise price and exercise period of the share options outstanding at the end of 2019 are as follows:

Date of grant	Number of options '000	Exercise price HK\$ per share	Exercise Period
10 December 2018	104,275	0.2114	10 December 2019 to 9 December 2023
10 December 2018	104,275	0.2114	10 December 2020 to 9 December 2023
10 December 2018	26,625	0.2114	10 December 2021 to 9 December 2023
10 December 2018	26,625	0.2114	10 December 2022 to 9 December 2023

The fair value of the share options under the Share Option Scheme granted was estimated at RMB22,720,000. During the year, 11,200,000 share options became forfeited as three of the grantees resigned. The Company recognised a share option expense of RMB13,638,000 during the year ended 31 December 2019 (2018: RMB853,000).

The fair value of the share options under the Share Option Scheme granted was estimated as at the date of grant, using the binomial option pricing model, taking into account the terms and conditions upon which the share options were granted. The following table lists the inputs to the model used:

Dividend yield (%)	0.00
Expected volatility (%)	58.41
Risk-free interest rate (%)	2.77
Weighted average share price (HK\$ per share)	0.21

The expected volatility may not necessarily reflect the actual outcome.

No other feature of the share options granted was incorporated into the measurement of fair value.

No share option was exercised during the year. As at 31 December 2019, the Company had 261,800,000 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 261,800,000 additional ordinary shares of the Company and additional share capital of HK\$26,180,000 (equivalent to RMB23,451,520) and share premium of HK\$29,164,520 (equivalent to RMB26,124,994) (before issue expenses).

At the date of approval of these financial statements, the Company had 261,800,000 share options outstanding under the Share Option Scheme, which represented approximately 7.6% of the Company's shares in issue as at that date.

### 34. SHARE AWARD SCHEME

The Company adopted a share award scheme (the "Share Award Scheme"), approved by the resolutions of the Board passed on 4 November 2014.

The specific purposes and objectives of the Share Award Scheme are to:

- (a) recognise the contributions by certain employees and to give incentives to them in order to retain them for the continual operation and development of the Group; and
- (b) attract suitable personnel for further development of the Group.

To facilitate the implementation of the Share Award Scheme, a trust deed is entered into by the Group and South Zone Holding Limited (the "Trustee") pursuant to which the Trustee shall purchase and hold shares for the benefit of certain employees of the Group and any subsidiary and in such manner as the Board may determine from time to time.

The Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date being 4 November 2014 unless being early terminated by a resolution of the Board.

The Board may from time to time at its absolute discretion, select any employee (excluding any excluded employee) for participation in the Share Award Scheme as a selected employee and grant to such selected employee the award shares for free or at a price/consideration per award share determined by the Board at its sole discretion.

The Trustee will hold the shares and any income derived from them in accordance with the terms of the trust deed.

The Trustee purchased 101,400,000 shares of the Company at a total cost (including related transaction costs) of HK\$18,288,000 (equivalent to RMB16,203,000) during the year ended 31 December 2019 (2018: The Trustee purchased 1,372,000 shares of the Company at a total cost (including related transaction costs) of HK\$292,000 (equivalent to RMB250,000)).

The Board has not yet granted any shares to any employees from 4 November 2014 to 31 December 2019.

### 35. RESERVES

The amounts of the Group's reserves and the movements therein for the current year and the prior year are presented in the consolidated statement of changes in equity on page 57 of the financial statements.

- (a) The merger reserve represents the difference between the nominal value of shares of the subsidiaries acquired pursuant to the corporate reorganisation (the "Reorganisation") and the nominal value of the Company's shares issued in exchange therefor.
- (b) The acquisition reserve represents the differences between considerations paid and the book value of the share of net assets acquired in respect of the acquisition of non-controlling interests.
- (c) In accordance with the Company Law of the PRC, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory net profit after tax (after offsetting any prior years' losses), determined in accordance with generally accepted accounting principles in the PRC, to the statutory surplus reserve. When the balance of the statutory surplus reserve reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase the registered capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the registered capital after these usages.

### 36. BUSINESS COMBINATION

On 30 December 2019, the Group acquired a 100% interest of Excel Win International Investment Limited. Excel Win International Investment Limited held the rest of a 50% interest in Henry Cotton's Greater China Company Limited, a previous joint venture of the Group which is engaged in the sale of apparel products with the brand "Henry Cotton's". Upon completion of the share purchase, the Company held 100% of the equity interest in Excel Win International Investment Limited and Henry Cotton's Greater China Company Limited. The consideration for the acquisition consists of: (i) cash of HK\$15,000,000 (equivalent to RMB13,470,000); and (ii) the fair value of the equity interest in Henry Cotton's Greater China Company Limited previously held by the Company immediately before the acquisition of RMB13,156,000. As a result of the remeasurement of equity interest in Henry Cotton's Greater China Company Limited from its carrying amount immediately before the acquisition of RMB20,503,000 to its fair value of RMB13,156,000, a loss of RMB7,347,000 (note 8) was recognised in the consolidated statement of profit or loss during the year ended 31 December 2019.

**36. BUSINESS COMBINATION** *(Continued)*

The fair values of the identifiable assets and liabilities of Henry Cotton's Greater China Company Limited as at the date of acquisition were as follows:

	Notes	RMB'000
Other intangible assets	21	17,960
Deferred tax assets	23	582
Inventories		5,252
Trade and bills receivables		4
Prepayments and other receivables		9,325
Cash and cash equivalents		278
Trade and bills payables		(379)
Other payables and accruals		(4,606)
Tax payable		(934)
Dividend payable		(3,757)
Total identifiable net assets at fair value		23,725
Goodwill on acquisition	20	2,901
		26,626
Satisfied by:		
Cash		13,470
Fair value of previously held equity interest remeasured as at the date of acquisition		13,156
		26,626

**36. BUSINESS COMBINATION** *(Continued)*

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	RMB'000
30% of Cash consideration <sup>#</sup>	(4,041)
Exchange alignment	66
Cash and cash equivalents acquired	278
Net outflow of cash and cash equivalents included in cash flows used in investing activities	(3,697)

On 30 December 2019, the Group acquired a 100% interest in Excel Win International Investment Limited. Excel Win International Investment Limited held the rest of a 50% interest in Marina Yachting Hong Kong Limited, a previous joint venture of the Group which is engaged in the sale of apparel products with the brand "Marina Yachting". Upon completion of the share purchase, the Company held 100% of the equity interest in Excel Win International Investment Limited and Marina Yachting Hong Kong Limited. The consideration for the acquisition consists of: (i) cash of HK\$15,000,000 (equivalent to RMB13,470,000); and (ii) the fair value of the equity interest of RMB13,425,000 in Marina Yachting Hong Kong Limited previously held by the Company immediately before the acquisition. As a result of the remeasurement of equity interest in Marina Yachting Hong Kong Limited from its carrying amount immediately before the acquisition of RMB14,493,000 to its fair value of RMB13,425,000, a loss of RMB1,068,000 (note 8) was recognised in the consolidated statement of profit or loss during the year ended 31 December 2019.

**36. BUSINESS COMBINATION** (Continued)

The fair values of the identifiable assets and liabilities of Marina Yachting Hong Kong Limited as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition RMB'000
Other intangible assets	21	25,055
Deferred tax assets	23	527
Inventories		13,566
Trade and bills receivables		141
Prepayments and other receivables		2,554
Cash and cash equivalents		3,523
Trade and bills payables		(1,357)
Other payables and accruals		(16,740)
Tax payable		(553)
Dividend payable		(1,404)
Deferred tax liabilities		(29)
Total identifiable net assets at fair value		25,283
Goodwill on acquisition	20	1,612
		26,895
Satisfied by:		
Cash		13,470
Fair value of previously held equity interest remeasured as at the date of acquisition		13,425
		26,895

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	RMB'000
30% of Cash consideration <sup>#</sup>	(4,041)
Exchange alignment	3
Cash and cash equivalents acquired	3,523
Net outflow of cash and cash equivalents included in cash flows used in investing activities	(515)

<sup>#</sup> As agreed by relevant parties, 30% of cash consideration was paid on the acquisition date, and the remaining cash consideration shall be paid within 60 days after the completion of the acquisition.



**36. BUSINESS COMBINATION** *(Continued)*

Since the acquisition, Henry Cotton's Greater China Company Limited contributed nil to the Group's revenue and generated loss of RMB1,358,000 to the consolidated profit for the year ended 31 December 2019, and Marina Yachting Hong Kong Limited contributed nil to the Group's revenue and generated loss of RMB1,712,000 to the consolidated profit for the year ended 31 December 2019.

Had the business combinations taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB819,566,000 and RMB16,315,000, respectively.

**37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS****(a) Major non-cash transactions**

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB63,190,000 and RMB63,190,000, respectively, in respect of lease arrangements for plant and properties (2018: Nil).

**(b) Changes in liabilities arising from financing activities**

	<b>Lease liabilities</b>
	RMB'000
At 1 January 2019	43,870
Changes from financing cash flows	(62,957)
New leases	63,190
Interest expense	3,404
At 31 December 2019	47,507

**(c) Total cash outflows for leases**

The total cash outflow for leases included in the statement of cash flows is as follows:

	<b>2019</b>
	RMB'000
Within operating activities	<b>111,523</b>
Within financing activities	<b>62,957</b>
	<b>174,480</b>

**38. COMMITMENTS**

(a) The Group had the following capital commitments at the end of the reporting period:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Contracted, but not provided for:		
Buildings	<b>41,750</b>	47,725
	<b>41,750</b>	47,725

**(b) Operating lease commitments as at 31 December 2018**

The Group leased certain of its plant and properties under operating lease arrangement. Leases for plant and properties were negotiated for terms ranging from one to three years.

As at 31 December 2018 the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018
	RMB'000
Within one year	38,275
In the second to fifth years, inclusive	11,132
	49,407

**39. RELATED PARTY TRANSACTIONS**

Compensation of key management personnel of the Group, including Directors' remuneration as detailed in note 9 above, is as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Fees	<b>2,860</b>	2,440
Salaries, allowances and benefits in kind	<b>4,472</b>	4,674
Equity-settled share option expenses	<b>6,873</b>	461
Performance Bonus	<b>6,196</b>	—
Pension scheme contributions	<b>198</b>	224
Total compensation paid to key management personnel	<b>20,599</b>	7,799

None of the transactions with related parties as described above falls under the definition of "connected transaction" or "continuing connected transaction" under the Listing Rules.

**40. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

**2019**

Financial assets	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	Held for trading RMB'000	Equity instruments RMB'000	RMB'000	RMB'000
Equity investments at fair value through other comprehensive income	—	37,503	—	37,503
Trade and bills receivables	—	—	104,628	104,628
Financial assets included in prepayments and other receivables (note 27)	—	—	70,525	70,525
Financial assets at fair value through profit or loss	30,000	—	—	30,000
Structured bank deposits	—	—	275,221	275,221
Cash and cash equivalents	—	—	386,610	386,610
	30,000	37,503	836,984	904,487

**40. FINANCIAL INSTRUMENTS BY CATEGORY** (Continued)

2018

Financial assets	Financial assets	Financial assets	Financial assets at amortised cost RMB'000	Total RMB'000
	at fair value through profit or loss	at fair value through other comprehensive income		
	Held for trading RMB'000	Equity instruments RMB'000		
Equity investments at fair value through other comprehensive income	—	26,172	—	26,172
Trade and bills receivables	—	—	113,166	113,166
Financial assets included in prepayments and other receivables (note 27)	—	—	43,688	43,688
Financial assets at fair value through profit or loss	225,000	—	—	225,000
Structured bank deposits	—	—	101,958	101,958
Pledged bank deposits	—	—	4,911	4,911
Cash and cash equivalents	—	—	427,581	427,581
	225,000	26,172	691,304	942,476

Financial liabilities	Financial liabilities at amortised cost	
	2019 RMB'000	2018 RMB'000
Trade and bills payables	38,172	36,548
Lease liabilities	47,507	—
Financial liabilities included in other payables and accruals (note 31)	47,032	36,821
	132,711	73,369

**41. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

The carrying amounts and fair values of the Group's instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2019 RMB'000	2018 RMB'000	2019 RMB'000	2018 RMB'000
<b>Financial assets</b>				
Equity investments designated at fair value through other comprehensive income	37,503	26,172	37,503	26,172
Financial assets at fair value through profit or loss	30,000	225,000	30,000	225,000
	<b>67,503</b>	251,172	<b>67,503</b>	251,172

Management has assessed that the fair values of cash and cash equivalents, the current portion of pledged deposits, structured bank deposits, trade and bills receivables, trade and bills payables, financial assets included in prepayments and other receivables, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the value of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity investments are based on quoted market prices.

The Group invests in unlisted investments, which represent wealth management products issued by banks in the PRC. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

For the fair value of the unlisted equity investments at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

**41. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS** *(Continued)***Fair value hierarchy**

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

**Assets measured at fair value**

As at 31 December 2019

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets Level 1 RMB'000	Significant observable inputs Level 2 RMB'000	Significant unobservable inputs Level 3 RMB'000	
Equity investments designated at fair value through other comprehensive income — listed	35,928	—	—	35,928
Equity investments designated at fair value through other comprehensive income — unlisted	—	—	1,575	1,575
Financial assets at fair value through profit or loss	—	30,000	—	30,000
	35,928	30,000	1,575	67,503

**41. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS** (Continued)**Fair value hierarchy** (Continued)**Assets measured at fair value** (Continued)

As at 31 December 2018

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets Level 1 RMB'000	Significant observable inputs Level 2 RMB'000	Significant unobservable inputs Level 3 RMB'000	
Equity investments designated at fair value through other comprehensive income — listed	24,769	—	—	24,769
Equity investments designated at fair value through other comprehensive income — unlisted	—	—	1,403	1,403
Financial assets at fair value through profit or loss	—	225,000	—	225,000
	24,769	225,000	1,403	251,172

The movements in fair value measurements within Level 3 during the year are as follows:

	2019 RMB'000	2018 RMB'000
Equity investments at fair value through other comprehensive income — unlisted		
At 1 January	1,403	15,008
Total gains/losses recognised in other comprehensive loss	172	(13,605)
At 31 December	1,575	1,403

**Liabilities measured at fair value**

The Group did not have any financial liabilities measured at fair value as at 31 December 2019 (2018: Nil).

## 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, the current portion of pledged bank deposits and structured bank deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade and bills payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The Directors review and agree policies for managing each of these risks and they are summarised below:

### Foreign currency risk

All of the Group's turnover and substantially all of the Group's cost of sales and operating expenses are denominated in RMB. Accordingly, the transactional currency exposures of the Group are not significant. However, the Group's financial assets and liabilities including certain cash and cash equivalents denominated in Hong Kong dollars ("HK\$") and United States dollars ("US\$") are subject to foreign currency risk. Therefore, the fluctuations in the exchange rates of RMB against these foreign currencies could affect the Group's results of operations.

There are limited hedging instruments available in the PRC to reduce the Group's exposure to exchange rate fluctuations between RMB and other currencies. To date, the Group has not entered into any hedging transactions in an effort to reduce the Group's exposure to foreign currency exchange risks. While the Group may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited and the Group may not be able to hedge the Group's exposure successfully, or at all.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the HK\$ and US\$ against RMB exchange rate, with all other variables held constant, of the Group's equity (due to changes in the fair values of monetary assets and liabilities):

	<b>Increase/ (decrease) in HK\$ exchange rate</b>	<b>Increase/ (decrease) in equity*</b>
	%	RMB'000
31 December 2019		
If RMB weakens against HK\$	5	(15,667)
If RMB strengthens against HK\$	(5)	15,667
31 December 2018		
If RMB weakens against HK\$	5	(15,903)
If RMB strengthens against HK\$	(5)	15,903

\* Excluding retained profits



**42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** *(Continued)***Credit risk**

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

**Maximum exposure and year-end staging as at 31 December 2019**

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2019. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

	12-month ECLs		Lifetime ECLs		RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	—	—	—	104,628	104,628
Financial assets included in prepayments and other receivables					
— Normal**	70,525	—	—	—	70,525
Cash and cash equivalents					
— Not yet past due	386,610	—	—	—	386,610
	<b>457,135</b>	<b>—</b>	<b>—</b>	<b>104,628</b>	<b>561,763</b>

\* For trade receivables to which the Group applies the simplified approach for impairment, information is disclosed in note 26 to the financial statements.

\*\* The credit quality of the financial assets included in prepayments and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

**42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued)**Maximum exposure and year-end staging as at 31 December 2018**

	12-month ECLs		Lifetime ECLs		Simplified approach RMB'000	RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000			
Trade receivables*	—	—	—		113,043	113,043
Bills receivable						
— Not yet past due	123	—	—		—	123
Financial assets included in prepayments and other receivables						
— Normal**	43,688	—	—		—	43,688
Pledged deposits						
— Not yet past due	4,911	—	—		—	4,911
Cash and cash equivalents						
— Not yet past due	427,581	—	—		—	427,581
	476,303	—	—		113,043	589,346

**Liquidity risk**

The Group monitors its exposure to liquidity risk by monitoring the current ratio, which is calculated by comparing the current assets with the current liabilities.

The Group's policy is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

**42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued)**Liquidity risk** (Continued)

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	31 December 2019			Total RMB'000
	On demand RMB'000	Less than 1 year RMB'000	Over 1 year RMB'000	
Trade and bills payables	—	38,172	—	38,172
Lease liabilities	—	44,981	8,544	53,525
Financial liabilities included in other payables and accruals	—	47,032	—	47,032
	—	130,185	8,544	138,729

  

	31 December 2018			Total RMB'000
	On demand RMB'000	Less than 1 year RMB'000	Over 1 year RMB'000	
Trade and bills payables	—	36,548	—	36,548
Financial liabilities included in other payables and accruals	—	36,821	—	36,821
	—	73,369	—	73,369

**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and shareholders' value. The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the reporting period.

**42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** *(Continued)***Capital management** *(Continued)*

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes trade and bills payables and financial liabilities included in other payables and accruals less cash and cash equivalents. Capital represents equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
Trade and bills payables	<b>38,172</b>	36,548
Financial liabilities included in other payables and accruals	<b>47,032</b>	36,821
Less: Cash and cash equivalents	<b>(386,610)</b>	(427,581)
Net debt	<b>(301,406)</b>	(354,212)
Capital — equity attributable to owners of the parent	<b>1,813,163</b>	1,778,535
Capital and net debt	<b>1,511,757</b>	1,424,323
Gearing ratio	—	—

**43. EVENTS AFTER THE REPORTING PERIOD**

- (a) The existence of novel coronavirus (COVID-19) was confirmed in early 2020 and the virus has spread across mainland China and beyond, causing disruptions to businesses and economic activity. The Group has taken prompt preventive measures to mitigate the adverse impact of the outbreak on its business. The Group will keep continuous attention on the change of situation and make timely response and adjustments in the future, assess and react actively to its impacts on the financial position and operating results of the Group. Up to the date of the report, the assessment is still in progress.

Given the dynamic nature of these circumstances, the related impact on our Group's consolidated results of operations, cash flows and financial condition could not be reasonably estimated at this stage and will be reflected in the Group's 2020 interim and annual financial statements.

- (b) The Group has received a notice of expiration from IMG Worldwide, LLC ("IMG") as representative for FCA US LLC ("FCA") on 10 January 2020. FCA and Guangdong Leaderway Garment Co., Ltd. ("Guangdong Leaderway"), a subsidiary of the Group, are contractual parties to a trademark licensing agreement (the "Licensing Agreement") which FCA grants Guangdong Leaderway the rights to design, manufacture and sell Jeep branded men's casual apparel (exclusive right) and accessories (non-exclusive right) in the People's Republic of China. The notice of expiration from IMG served as a written confirmation on behalf of FCA that the Licensing Agreement will expire, by its terms, effective as at 31 December 2020 and is not intended to be renewed by FCA. Upon expiration of the Licensing Agreement, the Group shall immediately cease using the Jeep trademarks.

**44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	<b>2019</b>	2018
	<b>RMB'000</b>	RMB'000
<b>NON-CURRENT ASSETS</b>		
Property	<b>30,146</b>	30,219
Other intangible assets	<b>49,253</b>	48,176
Investments in subsidiaries	<b>1,549,218</b>	1,567,602
Investments in joint ventures	—	18,931
<b>Total non-current assets</b>	<b>1,628,617</b>	1,664,928
<b>CURRENT ASSETS</b>		
Prepayments and other receivables	<b>3,657</b>	4,723
Amounts due from joint ventures	—	11,075
Amounts due from subsidiaries	<b>120,562</b>	100,467
Cash and cash equivalents	<b>296,540</b>	275,246
<b>Total current assets</b>	<b>420,759</b>	391,511
<b>CURRENT LIABILITIES</b>		
Amounts due to subsidiaries	<b>454,012</b>	389,836
Other payables and accruals	<b>15,445</b>	735
<b>Total current liabilities</b>	<b>469,457</b>	390,571
<b>NET CURRENT (LIABILITIES)/ASSETS</b>	<b>(48,698)</b>	940
<b>Net assets</b>	<b>1,579,919</b>	1,665,868
<b>EQUITY</b>		
Issued capital	<b>280,661</b>	280,661
Shares held for share award scheme (note)	<b>(26,234)</b>	(10,031)
Reserves (note)	<b>1,325,492</b>	1,395,238
<b>Total equity</b>	<b>1,579,919</b>	1,665,868

**44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY** *(Continued)*

Note:

A summary of the Company's reserves is as follows:

	Capital redemption reserve RMB'000	Contributed surplus RMB'000	Share option reserve RMB'000	Shares held for Share Award Scheme RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
As at 1 January 2018	543	2,646,255	14,014	(9,781)	181,390	(1,542,309)	1,290,112
Total comprehensive income for the year	—	—	—	—	5,248	89,244	94,492
Lapse of share options	—	—	(14,014)	—	—	14,014	—
Equity-settled share option arrangements	—	—	853	—	—	—	853
Share Award Scheme	—	—	—	(250)	—	—	(250)
As at 31 December 2018 and 1 January 2019	543	2,646,255	853	(10,031)	186,638	(1,439,051)	1,385,207
Total comprehensive loss for the year <sup>^</sup>	—	—	—	—	1,481	(84,865)	(83,384)
Equity-settled share option arrangements	—	—	13,638	—	—	—	13,638
Share Award Scheme	—	—	—	(16,203)	—	—	(16,203)
As at 31 December 2019	543	2,646,255	14,491	(26,234)	188,119	(1,523,916)	1,299,258

The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Reorganisation detailed in the prospectus of the Company dated 29 November 2011, over the nominal value of the Company's shares issued in exchange therefor.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire.

<sup>^</sup> The total comprehensive loss for the year was mainly attributable to the impairment provided on the carrying amount of investments in subsidiaries of RMB93,978,000 in the Company's financial statements for the year ended 31 December 2019. The provisions have no effect on the consolidated statement of financial position, the consolidated statement of profit or loss, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the year ended 31 December 2019.

**45. APPROVAL OF THE FINANCIAL STATEMENTS**

The financial statements were approved and authorised for issue by the Board on 25 March 2020.

# Financial Summary

A summary of the results and of the assets, liabilities and non-controlling interest of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below:

	2019 RMB'000	2018 RMB'000	2017 RMB'000	2016 RMB'000	2015 RMB'000
<b>Results</b>					
REVENUE	818,747	898,295	918,340	902,005	1,012,764
Cost of sales	(180,751)	(215,983)	(291,912)	(334,588)	(347,307)
Gross profit	637,996	682,312	626,428	567,417	665,457
Other income and gains	30,168	47,135	25,698	36,127	30,041
Selling and distribution expenses	(485,534)	(495,697)	(477,177)	(456,764)	(497,309)
Administrative expenses	(82,511)	(63,573)	(59,612)	(60,344)	(61,486)
Impairment losses on financial assets, net	(1,686)	(4,371)	(796)	—	—
Other expenses	(55,105)	(79,880)	(46,621)	(19,162)	(9,063)
Finance income	18,523	20,726	28,664	34,629	44,619
Finance costs	(3,404)	—	(4,398)	(6,681)	(12,003)
Share of profits and losses of:					
Joint ventures	(160)	2,563	1,454	484	(4,112)
An associate	(4,484)	(1,242)	(456)	—	—
PROFIT BEFORE TAX	53,803	107,973	93,184	95,706	156,144
Income tax expense	(34,098)	(47,138)	(37,405)	(52,351)	(53,434)
PROFIT FOR THE YEAR	19,705	60,835	55,779	43,355	102,710
Attributable to:					
Owners of the parent	19,930	60,179	54,850	45,403	104,837
Non-controlling interests	(225)	656	929	(2,048)	(2,127)
	2019 RMB'000	2018 RMB'000	2017 RMB'000	2016 RMB'000	2015 RMB'000
<b>Assets, Liabilities and Non-controlling interests</b>					
TOTAL ASSETS	2,198,555	2,140,524	2,076,776	2,383,663	2,352,610
TOTAL LIABILITIES	385,822	362,194	340,969	726,307	729,819
Non-controlling interests	(430)	(205)	705	(126)	1,825