

年報 2021

---

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)

# Contents

	Pages
<b>CORPORATE INFORMATION</b>	2
<b>CHAIRMAN'S STATEMENT</b>	3
<b>MANAGEMENT DISCUSSION AND ANALYSIS</b>	5
<b>DIRECTORS AND SENIOR MANAGEMENT</b>	18
<b>CORPORATE GOVERNANCE REPORT</b>	22
<b>REPORT OF THE DIRECTORS</b>	35
<b>INDEPENDENT AUDITOR'S REPORT</b>	48
<b>AUDITED FINANCIAL STATEMENTS</b>	
<b>Consolidated Statement of Profit or Loss</b>	53
<b>Consolidated Statement of Comprehensive Income</b>	54
<b>Consolidated Statement of Financial Position</b>	55
<b>Consolidated Statement of Changes in Equity</b>	57
<b>Consolidated Statement of Cash Flows</b>	58
<b>Notes to Financial Statements</b>	61
<b>FINANCIAL SUMMARY</b>	154

# 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

One Nexus Way  
Camana Bay  
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  
9 Science Museum Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

## WEBSITE

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

## HONG KONG BRANCH 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 Shareholder,

I hereby 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 2021.

In 2021, there are still sporadic outbreaks of the novel coronavirus disease ("COVID-19") in a number of cities in China, and the lockdown measures caused by the spread of the pandemic have also prevented department stores and shopping malls from recovering customer flows. Therefore, the conventional retail market in the PRC is still relatively sluggish. In the meantime, due to the Group's termination of the licensing business of Jeep branded menswear, the Group reported a decrease in revenue by RMB404.3 million, or approximately 55.6%, from RMB727.8 million in 2020 to RMB323.5 million in 2021. The loss attributable to owners of the parent increased by RMB29.6 million, or approximately 24.2%, from RMB122.2 million in 2020 to RMB151.8 million in 2021.

Despite the challenging and ever-changing market place, the Group continued to increase investment in development of its self-owned brands, business digitization, business diversification and personnel structure to lay a foundation for future growth. Therefore, 2021 is a milestone year in the process of the Group's transformation.

## DEVELOPMENT OF SELF-OWNED BRANDS

In 2021, the Group has made steady strategic progress on development of the business of its self-owned brands. Revenue contributed from self-owned brands increased by RMB110.4 million, or approximately 1.6 times, from RMB69.8 million in 2020 to RMB180.2 million in 2021. Percentage of revenue from self-owned brands over total revenue also increased from 9.6% in 2020 to 55.7% in 2021. The proportion of revenue contributed by self-owned brands to the Group's total revenue exceeded half for the first time. In addition, On 31 December 2021, we terminated 8-year-cooperation with J Barbour & Sons Limited on the sale of Barbour branded products in the PRC, for the purpose of furthering focus on the development of our self-owned brands, which mainly include MCS and Marina Yachting.

During the year, in order to further enhance the brand awareness of MCS, we cooperated with Focus Media (「分眾傳媒」). The MCS 21 Spring Summer season advertising were shown on over 1,000 elevator TV displays in mainstream office buildings and shopping malls covering the first and second tier cities in China including Beijing, Shanghai, Chengdu etc. The Group also actively increased its brand presence by sharing brand stories and product knowledge with fans and target audience through social media such as WeChat, Weibo, Xiaohongshu (「小紅書」) and Douyi (「抖音」).

## BUSINESS DIGITALIZATION

The Group firmly believes that the combination of new technology and retail will revolutionize the retail industry in the PRC. How to efficiently use Internet tools to acquire customers will be a core competency of retail enterprises. Therefore, the Group remained commitment to its "digital-driven strategy" during the year. In 2021, the Group cooperated with Weimob (「微盟」) and launched the "Cloud Stores" based on WeChat, which enable the Group's conventional stores in different regions of the country to open their own online stores on WeChat, thereby providing consumers with differentiated products and services. The Cloud Stores have also been connected to the Group's customer relationship management system to facilitate effective communication between sales staff and VIP customers. The revenue contributed by Cloud Stores since the launch in September 2021 was RMB1.6 million.

## BUSINESS DIVERSIFICATION

On 13 December 2021, a subsidiary of the Company entered into a cooperation framework agreement with Dianshi Technology (「典石科技」) and Xuanying Yunhao Partnership (「宣映雲浩合夥企業」), where the three parties agreed to establish a joint venture company principally engaged in the management and operation of children's clothing brands. The Group believes that the joint venture company will leverage and integrate the advantage of each shareholder in terms of branding, supply chain, digital marketing and sales channels to better expand the children's clothing market in the PRC.

## PERSONNEL STRUCTURE

During the year, in order to further strengthen the Group's sales management and expand sales channels, Mr. LU Yi was appointed as the Chief Sales Officer, Vice President of the Company and continued to serve as the Regional Sales Controller – South Region and Mr. YAN Zhong was appointed as the Vice President of the Company and continued to serve as the Regional Sales Controller – North Region. In addition, the former Chief Design Officer Ms. LEUNG Shuk Yi retired during the year, and Ms. QIN Yue was appointed as the Chief Design Officer of the Company. We believe that the above adjustment on personnel structure will enable the Group's organizational structure to better adapt to the rapidly changing market and new retail models.

## PROSPECT

Looking forward to 2022, with the rapid spread of the Omicron variant virus, the pandemic tends to spread out nationwide again, which will bring new and huge challenges to the conventional retail market. Despite the weak market sentiment, we will still focus on the main goal, which is to develop our self-owned brand and adhere to the “digital-driven” strategy. The Group will continue to use Internet and digital tools, such as O2O system, WeChat Store, Cloud Store, Customer Loyalty Program etc. to further enhance competitiveness and increase sales scale of the Group. We will also actively explore new business opportunities, including brand licensing, group purchase, wholesale and consignment of non-clothing products etc.

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 difficult and challenging year.

**Zhang Yongli**

*Chairman*

Shanghai

21 March 2022

# Management Discussion and Analysis

## MARKET OVERVIEW

During the year ended 31 December 2021, with the impact of the novel coronavirus (“COVID-19”) pandemic on the macro-economy in China has significantly reduced, the growth rate of China’s Gross Domestic Product (“GDP”) was 8.1%. The growth rate of total retail sales of consumer products also increased by 12.5%. Particularly, retail sales achieved by the top 100 key and large-scale retailers increased by 8.2% in 2021.

Despite the recovery of the macro-economy and retail market, the Group reported a decrease in revenue by 55.6% from RMB727.8 million in 2020 to RMB323.5 million in 2021 and an increase in loss attributable to owners of the parent by 24.2% from RMB122.2 million in 2020 to RMB151.8 million in 2021.

## 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 stated at the net invoiced value of goods sold after trade discounts.

The total revenue of the Group was RMB323.5 million in 2021, representing a decrease by RMB404.3 million, or approximately 55.6% as compared to RMB727.8 million in 2020.

### *By sales channel*

Revenue from sales of products through self-operated retail points decreased by RMB272.9 million, or approximately 49.8%, from RMB548.5 million in 2020 to RMB275.6 million in 2021 and accounted for approximately 85.2% (2020: 75.4%) of the total revenue. Such decrease was mainly attributable to the decrease of sales of Jeep branded products as the Jeep licensing agreement was terminated on 31 December 2020. In terms of the retail channel, the revenue from outlet stores also decreased by RMB117.2 million, or approximately 56.3%, from RMB208.2 million in 2020 to RMB91.0 million in 2021.

Revenue from sales of products to third-party retailers decreased by RMB66.0 million, or approximately 73.4%, from RMB89.9 million in 2020 to RMB23.9 million in 2021 and accounted for approximately 7.4% (2020: 12.3%) of the total revenue. The decrease in revenue from sales of products to third-party retailers was mainly due to the decrease in number of retail points operated by third-party retailers attributable to the closure of Jeep branded stores by the third-party retailers due to the termination of Jeep licensing agreement.

## Management Discussion and Analysis

Revenue from sales of products through online channels decreased by RMB65.4 million, or approximately 73.2%, from RMB89.4 million in 2020 to RMB24.0 million in 2021 and accounted for approximately 7.4% (2020: 12.3%) of the total revenue. The decrease in revenue was primarily attributable to (i) a decrease in sales of products through WeChat stores by RMB14.2 million, or approximately 69.6%, from RMB20.4 million in 2020 to RMB6.2 million in 2021; (ii) a decrease in sales of product through our e-shops on mainstream e-commerce platform such as Tmall.com and JD.com by RMB27.4 million, or approximately 77.6%, from RMB35.3 million in 2020 to RMB7.9 million in 2021; (iii) a decrease in sales of products to online third-party retailers by RMB17.6 million, or approximately 77.5%, from RMB22.7 million in 2020 to RMB5.1 million in 2021; and (iv) a decrease in sales from online discount platform such as VIP.com by RMB6.2 million, or approximately 56.4%, from RMB11.0 million in 2020 to RMB4.8 million in 2021.

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			
	2021		2020	
	Revenue RMB million	% of total revenue	Revenue RMB million	% of total revenue
Retail sales from self-operated retailers	275.6	85.2%	548.5	75.4%
Sales to third-party retailers	23.9	7.4%	89.9	12.3%
Sales through online channels	24.0	7.4%	89.4	12.3%
Total	323.5	100.0%	727.8	100.0%

### By Brand

Revenue contributed from self-owned brands increased by RMB110.4 million, or approximately 1.6 times, from RMB69.8 million in 2020 to RMB180.2 million in 2021. Percentage of revenue from self-owned brands over total revenue also increased from 9.6% in 2020 to 55.7% in 2021.

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

	Year ended 31 December			
	2021		2020	
	Revenue RMB million	% of total revenue	Revenue RMB million	% of total revenue
Self-owned brands	180.2	55.7%	69.8	9.6%
Licensed brands	143.3	44.3%	658.0	90.4%
Total	323.5	100.0%	727.8	100.0%

### Cost of sales

Our cost of sales decreased by RMB121.8 million, or approximately 48.6%, from RMB250.7 million in 2020 to RMB128.9 million in 2021. The decrease in cost of sales was primarily due to (i) a decrease in cost of inventories sold by RMB170.3 million from RMB240.2 million in 2020 to RMB69.9 million in 2021 due to the decrease in revenue; and partially offset by (ii) an increase in inventory provisions by RMB48.5 million due to the decrease in sales of aged inventories.

### Gross profit and gross profit margin

Our gross profit decreased by RMB282.5 million, or approximately 59.2%, from RMB477.1 million in 2020 to RMB194.6 million in 2021. Our overall gross profit margin decreased by 5.4 percentage points from 65.6% in 2020 to 60.2% in 2021 which was mainly due to the increase in inventory provisions. Save for the provisions, our gross profit margin would have been 69.2% in 2021 as compared with 38.4% in 2020. The increase in gross profit margin excluding inventory provisions was mainly due to the increase in selling prices while in last year the selling prices were reduced for clearance of Jeep branded products.

### Other income and gains

Our other income and gains decreased by RMB4.2 million, or approximately 19.6%, from RMB21.4 million in 2020 to RMB17.2 million in 2021, which was primarily due to the decrease in one-off consulting service income by RMB2.6 million and a decrease in foreign exchange gains by RMB1.1 million.

### Selling and distribution expenses

Our selling and distribution expenses decreased by RMB133.6 million, or approximately 32.6%, from RMB409.3 million in 2020 to RMB275.7 million in 2021.

Rents and concession fees for occupying concession counters within department stores and department store charges decreased by RMB64.1 million, or approximately 33.5%, from RMB191.3 million in 2020 to RMB127.2 million in 2021, 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 decreased from RMB96.8 million in 2020 to RMB83.4 million in 2021 which was primarily attributable to the decrease in number of sales and marketing staff.

Consumables and decoration fees for self-operated retail points increased from RMB19.6 million in 2020 to RMB23.7 million in 2021 which was primarily attributable to the increase in number of retail points opened during the year and decoration fees incurred for change of Jeep store image to MCS store image for certain stores.

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



### Administrative expenses

Our administrative expenses decreased by RMB7.1 million, or approximately 11.9%, from RMB59.6 million in 2020 to RMB52.5 million in 2021. The decrease in administrative expenses was mainly due to a decrease in amortisation of share option expenses by RMB2.9 million and a decrease in depreciation of property, plant and equipment by RMB3.3 million during the year.

### Impairment losses on financial assets, net

These mainly represented impairment of other receivables of RMB6.3 million and partially offset by a reversal of credit losses arising from trade and bills receivables of RMB4.2 million (2020: an impairment of trade and bills receivables of RMB2.7 million).

### Other expenses

Other expenses mainly included (1) impairment of property, plant and equipment of RMB4.1 million for the production facilities in our manufacturing plant in Dezhou; and (2) impairment on trademarks – Zoo York and Henry Cotton's of RMB1.8 million and RMB2.7 million, respectively. (2020: impairment on trademarks of Zoo York of RMB29.5 million, London Fog of RMB13.2 million, Henry Cotton's RMB12.2 million and Artful Dodger of RMB10.9 million, respectively). The impairment made on trademarks was mainly because the Group will focus on developing the business of MCS brand and Marina Yachting brand in recent years and less resources will be allocated to develop the business of other self-owned brands including Zoo York, London Fog, Henry Cotton's and Artful Dodger.

### Finance income

Our finance income decreased to RMB14.5 million in 2021 as compared to that of RMB15.9 million in 2020, representing a decrease by 8.8%. The decrease in finance income was mainly due to (i) the decrease in balance of cash and cash equivalents; and (ii) the decrease in interest rate in short-term deposits as well as the decrease in return rate in wealth management products.

### 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 RMB0.9 million (2020: RMB1.6 million).

### Loss before tax

As a result of the foregoing factors, loss before tax increased by RMB51.1 million, or approximately 78.4%, from RMB65.2 million in 2020 to RMB116.3 million in 2021.

### Income tax expense

Income tax expense decreased by RMB19.0 million, or approximately 34.9%, from RMB54.5 million in 2020 to RMB35.5 million in 2021, which was primarily due to (i) a decrease in current income tax by RMB5.9 million from RMB8.6 million in 2020 to RMB2.7 million in 2021 due to the decrease in profit before tax of certain PRC operating entities; and (ii) a decrease in deferred tax expense by RMB12.9 million from RMB45.8 million in 2020 to RMB32.9 million in 2021. The deferred tax expense charged during the year mainly represented net amount of reversal of deferred tax assets for deductible temporary differences arising from impairment of assets of RMB13.5 million and losses available for offsetting against future taxable profits of RMB17.6 million, as the Group does not expect to generate sufficient taxable income in future to utilise these temporary differences.

### Loss for the year

The Group reported a loss for the year of RMB151.9 million in 2021 (2020: RMB119.7 million).

### Loss attributable to owners of the parent

As a result of the foregoing, the loss attributable to owners of the parent increased by RMB29.6 million, or approximately 24.2%, from RMB122.2 million in 2020 to RMB151.8 million in 2021.

### Working Capital Management

	<b>31 December 2021</b>	31 December 2020
Inventory turnover days	<b>577</b>	341
Trade receivables turnover days	<b>95</b>	59
Trade payables turnover days	<b>57</b>	45

The increase in inventory turnover days by 236 days was mainly because (i) an increase in turnover days of inventories aged within 1 year by 196 days from 208 days as at 31 December 2020 to 404 days as at 31 December 2021, which was primarily due to the increase in procurement in 2021; and (ii) an increase in turnover days of inventories aged between 1 year to 3 years by 40 days from 133 days as at 31 December 2020 to 173 days as at 31 December 2021, which was primarily due to the decrease in revenue of aged inventories.

The increase in trade receivables turnover days by 36 days was mainly because of the decrease of sales proportion from third-party retailers where payment in advance is required prior to the delivery of products.

The turnover days in trade payables remained consistent for the both years indicated.

### Liquidity, financial position and cash flows

As at 31 December 2021, we had net current assets of approximately RMB893.2 million, as compared to RMB1,010.2 million as at 31 December 2020. The current ratio of our Group was 4.8 times as at 31 December 2021, as compared to that of 4.4 times as at 31 December 2020.

There was no undrawn banking facility as at 31 December 2021.

As at 31 December 2021, we had an aggregate financial assets at fair value through profit or loss, structured bank deposits and cash and cash equivalents of approximately RMB556.8 million (31 December 2020: RMB702.3 million). The table below sets forth selected cash flow data from our consolidated statement of cash flows:

	Year ended 31 December	
	2021	2020
	RMB million	RMB million
Net cash flows (used in)/from operating activities	(72.6)	127.3
Net cash flows (used in)/from investing activities	(24.7)	139.4
Net cash flows used in financing activities	(47.6)	(65.1)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(144.9)</b>	201.6
Effect of foreign exchange rate changes, net	1.6	(26.2)
Cash and cash equivalents at beginning of year	271.3	95.9
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>128.0</b>	271.3

#### Operating activities

Net cash flows from operating activities decreased by RMB199.9 million, from a cash inflow of RMB127.3 million in 2020 to a cash outflow of RMB72.6 million in 2021, which was primarily attributable (i) an increase in cash outflows from changes in inventories by RMB100.0 million due to the increase in procurement; and (ii) a decrease in the operating cashflows before changes in working capital by RMB115.7 million from RMB126.3 million in 2020 to RMB10.6 million in 2021.

#### Investing activities

Net cash flows from investing activities of RMB24.7 million mainly represented purchases of items of property, plant and equipment of RMB31.8 million during the year.

#### Financing activities

Net cash flows from financing activities mainly represented payment of the principal portion of lease payments of RMB47.6 million during the year.

### Pledge of group assets

As at 31 December 2021, 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 2021, the Group had capital commitments of approximately RMB27.7 million (31 December 2020: RMB34.5 million) and there were no significant contingent liabilities (31 December 2020: 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.

## OPERATION REVIEW

### Retail and distribution network

As at 31 December 2021, our sales network comprised a total of 310 self-operated retail points, consisting of concession counters, consignment stores and standalone stores, and 45 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 Mainland China and Taiwan by brand as at 31 December 2021 and 31 December 2020:

Brand	As at 31 December 2021			As at 31 December 2020		
	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)
SBPRC	123	10	133	155	10	165
MCS	142	30	172	169	16	185
Marina Yachting	29	2	31	45	2	47
London Fog	3	—	3	25	—	25
Zoo York	8	—	8	27	—	27
Others	5	3	8	14	2	16
<b>Total</b>	<b>310</b>	<b>45</b>	<b>355</b>	<b>435</b>	<b>30</b>	<b>465</b>

### **Self-operated retail points**

As at 31 December 2021, we had a network of 296 self-operated concession counters (31 December 2020: 420 self-operated concession counters). A majority of the concession counters are located within mainstream department stores in the first and second tier cities in China, including Bailian (百聯), Golden Eagle (金鷹), MOI (茂業), Intime (銀泰), Inzone (銀座), Wangfujing (王府井) etc., among which a total of 84 were outlet stores as at 31 December 2021 (31 December 2020: 137 outlet stores).

As at 31 December 2021, we had a network of 14 standalone stores (31 December 2020: 15 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**

As at 31 December 2021, we had a total of 45 retail points that were operated by third-party retailers, which remained consistent as compared to that of 30 retail points as at 31 December 2020.

### **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; (iii) our self-operated e-shops on mainstream online platforms such as Tmall.com, JD.com etc.; and (iv) our WeChat stores.

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. 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.

On 31 December 2021, the Group terminated its 8-year-cooperation with J Barbour & Sons Limited on the sale of Barbour branded products in the PRC. It’s in line with the Group’s strategy to shift its focus from operation of licensing brands to self-owned brands mainly including “MCS” and “Marina Yachting” in recent years. Our initiatives in building brand equity during the year included the following:

In 2021, the MCS 21 Spring Summer season advertising were shown on over 1,000 elevator TV displays in mainstream office buildings and shopping malls covering the first and second tier cities in China including Beijing, Shanghai, Chengdu etc. The Group also increased its brand presence by sharing brand stories and product knowledge with target audience through social media such as WeChat, Weibo, Xiaohongshu (小紅書) and Douyin (抖音).

The Group also sponsored apparel products of “MCS” and “Marina Yachting” for the TV drama “the Fifth Facade” (第五立面) during the year.

### Business Digitalization

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 decreased by RMB53.8 million, or approximately 62.1%, from RMB86.7 million in 2020 to RMB32.9 million in 2021.

We also launched our social network-based commerce and marketing program in collaboration with Weimob and started to sell and deliver our products on WeChat in the form of WeChat Mini Programs and WeChat Official Accounts. Total revenue derived from the WeChat stores was RMB6.2 million in 2021 (2020: RMB20.4 million).

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

### Formation of a Joint Venture Company

On 13 December 2021, Guangdong Junrui Industrial Co., Ltd. (廣東君瑞實業有限公司, "Guangdong Junrui"), an indirect wholly-owned subsidiary of the Company entered into a cooperation framework agreement with Zhejiang Dianshi Technology Co., Ltd. (浙江典石科技有限公司, "Dianshi Technology") and Ningbo Meishan Free Trade Port Zone Xuanying Yunhao Investment Management Partnership LP (寧波梅山保稅港區宣映雲浩投資管理合夥企業(有限合夥), "Xuanying Yunhao Partnership"), pursuant to which the three parties agreed to establish a joint venture company. The Joint Venture Company will be principally engaged in the management and operation of children's clothing brands, including the establishment, incubation, agency and acquisition of brands, and provision of related supply chain finance and services from product planning and category planning to production, storage, delivery and sales channel promotion. Guangdong Junrui will hold 51% equity interest in the joint venture. Therefore, the joint venture will be an indirect non-wholly owned subsidiary of the Company upon incorporation.

Dianshi Technology is a limited company incorporated in the PRC and is principally engaged in the provision of community marketing services. Dianshi Technology is a subsidiary owned by Shenghua Lande Scitech Limited (浙江升華蘭德科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on GEM (stock code: 8106).

Xuanying Yunhao Partnership is a limited partnership established in the PRC, mainly engaged in, amongst others, the provision of a series of investment management services.

### Outsourcing

In order to enable our management team to continuously focus on our core missions, we outsourced substantially all of our sales staff in self-operated retail points and the production workers in our manufacturing plant in Dezhou to a third-party outsourcing service company. As at 31 December 2021, approximately 1,171 sales representatives, store managers and production workers, were employees of the outsourcing service company (31 December 2020: 1,500).

### Employee information

As at 31 December 2021, the Group had approximately 374 full-time employees (31 December 2020: 530). Staff costs, including Directors' remuneration, totalled RMB36.8 million in 2021 (2020: RMB56.0 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 229,800,000 options under the Share Option Scheme that was granted to 83 participants (including 7 directors) remained outstanding as at 31 December 2021.

### Corporate Social Responsibility

Being a responsible corporate citizen, we continued to look 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

Notwithstanding the challenging and ever-changing market place, 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 2022:

- to increase the average store sales of MCS, SBPRC and Marina Yachting stores by leveraging the Group's digital tools including O2O system, WeChat Stores and social media such as Xiaohongshu (小紅書) and Douyin (抖 音) etc.;
- to continue to roll-out the customer loyalty program to increase interactions with customers and increase repeat purchases;
- to develop new online and offline third-party retailers to expand the retail network;
- to explore new businesses opportunities such as brand licensing, group purchases, consignment sales of non-apparel products on our WeChat stores etc; and
- stock clearance of aged inventories.

### FINAL DIVIDENDS

The Board does not recommend to declare any final dividends in 2021 (2020: Nil).

## 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 44% 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 41 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 62, 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 56, 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 of Hong Kong Limited (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 50, 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 39, 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. He has been appointed as a director of Tonghua Dongbao Pharmaceutical Co., Ltd. (通化東寶藥業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600867), with effect from 29 September 2020. 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** (鄭偉信先生), aged 56, is an independent non-executive director of our Company. He has been appointed as an executive director of China Metal Resources Utilization Limited, a manufacturer of recycled copper products in China and 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. On 20 March 2017, 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 19 April 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 and the Hong Kong Institute of Certified Public Accountants. Mr. Kwong was appointed as our independent non-executive director on 8 June 2011.

**Mr. CUI Yi** (崔義先生), aged 67, 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.

## Directors and Senior Management

**Mr. YEUNG Chi Wai** (楊志偉先生), aged 61, 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 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 and Golden Century International Holdings Group Limited, companies listed on the Main Board of the Stock Exchange, on 2 January 2018 and 6 April 2020 respectively. 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 43, is the Vice President, Chief Sales 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 52, is the Vice President and 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 53, 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.

**Mr. LIU Dong** (劉東先生), aged 58, 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 58, 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 54, 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 42, 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 38, 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 37, 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 34, 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.

**Ms. QIN Yue** (秦岳女士), aged 41, is the Chief Design Officer of our Company and is primarily responsible for design of garment and apparel. She joined our Group in 2004. Previously, she was the assistant to the Chief Design Officer from 2012 to 2021. Ms. Qin has approximately 20-year-experience in design of garment and apparel. Ms. Qin graduated from the Beijing Institute of Fashion Technology (北京服裝學院) with a Bachelor degree in Arts in 2004.

# 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, formulate its business strategies and policies and enhance transparency and accountability.

The Company has adopted the principles and code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to 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 2021, the Company has complied with all the code provisions in effect during 2021 as set out in the CG Code, except for code provision A.2.1 (which had been re-numbered as code provision C.2.1 since 1 January 2022), as disclosed below under the sub-section “Chairman and Chief Executive Officer” of this report.

On 1 January 2022, the amendments to the Corporate Governance Code (the “New CG Code”) came into effect and the requirements under the New CG code will apply to corporate governance reports for financial year commencing on or after 1 January 2022. The Board will continue to review and enhance its corporate governance practice of the Company to ensure compliance with the New CG Code and align with the latest developments.

## 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 2021.

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 18 to 21 of the annual report for the year ended 31 December 2021.

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 (which has been re-numbered as code provision C.2.1 since 1 January 2022), 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 2021, 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**

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

All the Directors of the Company are subject to retirement by rotation and re-election at the annual general meetings. Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Company’s Articles of Association also provides that any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.



### **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 2021 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 2021 is set out below:

	<b>Number of persons</b>
Nil to RMB1,000,000	16
RMB1,000,001 to RMB2,000,000	1
RMB2,000,001 to RMB3,000,000	—
RMB3,000,001 to RMB4,000,000	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 2021, 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 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 2021 is set out in the table below:

Director	Attendance/Number of Meetings				
	Board	Nomination Committee	Remuneration Committee	Audit Committee	Annual General Meeting
Mr. ZHANG Yongli	4/4	1/1	1/1	—	1/1
Mr. SUN David Lee	4/4	—	—	—	1/1
Ms. HUANG Xiaoyun	4/4	—	—	—	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 2021.

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 2021, the remuneration paid for services provided by the auditor is roughly as follows:

Service Category	Fees Paid/Payable (RMB'000)
Audit and review services	2,303
Non-audit services	—
	2,303

## 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 2021.

### **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 2021, 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, an external service provider, and Ms. LI Yan Wing Rita 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.



For the year ended 31 December 2021, Ms. LI Yan Wing Rita has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

## 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 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 branch share registrar 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 branch share registrar 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 requisitionist(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 the relevant laws and regulations.

### **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 2021.

## **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 2021.

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 17 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 2021 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 loss for the year ended 31 December 2021 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 153 of the annual report.

The Board does not recommend to declare any final dividends for the year ended 31 December 2021.

## **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 154 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 2021 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 2021 are set out in note 32 to the financial statements.

Details of other equity-linked agreements are included in the section "SHARE OPTION SCHEME" 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 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## **RESERVES**

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2021 are set out in note 43 to the financial statements and in the consolidated statement of changes in equity respectively.

## **DISTRIBUTABLE RESERVES**

At 31 December 2021, the Company's reserves, including contributed surplus less the accumulated losses, 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 RMB669.5 million. Under the Companies Law, a company may make distribution to its shareholders out of contributed surplus under certain circumstances.

## **MAJOR CUSTOMERS AND SUPPLIERS**

During the year ended 31 December 2021, the aggregate sales attributable to the Group's five largest customers and the sales attributable to the Group's largest customer were approximately 12.4% and 4.3%, 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 32.3% and 8.9%, respectively, of the Group's total purchases during the year ended 31 December 2021.

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 2021 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

## Report of the Directors

In accordance with the Company's articles of association, Mr. Zhang Yongli, Mr. Huang Xiaoyun and Mr. Wang Wei will retire from the Board by rotation and will offer themselves for re-election at the forthcoming 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 18 to 21 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 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 2021.

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

As at 31 December 2021, 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 (the "Model Code") contained in Appendix 10 to the Listing Rules, 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 ShareCapital (%)
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	320,600,000	20,000,000	340,600,000	9.89
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

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 2021, 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.



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

As at 31 December 2021, 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
Ms. HUANG Xiaoyun	(2)	Beneficial owner	340,600,000	9.89
Mr. KRAVIS Henry Roberts	(3)	Corporate interest	285,366,000	8.28
Mr. ROBERTS George R.	(3)	Corporate interest	285,366,000	8.28
KKR Management LLC	(3)	Corporate interest	285,366,000	8.28
KKR & Co. L.P.	(3)	Corporate interest	285,366,000	8.28
KKR Group Limited	(3)	Corporate interest	285,366,000	8.28
KKR Fund Holdings GP Limited	(3)	Corporate interest	285,366,000	8.28
KKR Group Holdings L.P.	(3)	Corporate interest	285,366,000	8.28
KKR Fund Holdings L.P.	(3)	Corporate interest	285,366,000	8.28
KKR China Growth Limited	(3)	Corporate interest	285,366,000	8.28
KKR SP Limited	(3)	Corporate interest	285,366,000	8.28
KKR Associates China Growth L.P.	(3)	Corporate interest	285,366,000	8.28
KKR China Growth Fund L.P.	(3)	Corporate interest	285,366,000	8.28
KKR China Apparel Limited	(3)	Beneficial owner	285,366,000	8.28
Mr. SHEN Chengjian	(4)	Beneficial owner	112,150,000	3.26
	(4)	Interest of spouse	168,904,000	4.90
Ms. XIAO Wenqing	(4)	Beneficial owner	168,904,000	4.90
	(4)	Interest of spouse	112,150,000	3.26
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) Ms. HUANG Xiaoyun held interests in a total of 340,600,000 shares (long position) of the Company, including 20,000,000 underlying shares interested as a result of holding share options.
- (3) 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.
- (4) 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.
- (5) The percentage is calculated based on the total number of issued shares of the Company as at 31 December 2021.

Save as disclosed above, as at 31 December 2021, 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.

## SHARE OPTION SCHEME

The Company operates a share option scheme (the "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 | <p>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:</p> <p>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;</p> |

- 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 2021, 83 participants including 7 current Directors remain interested in 229,800,000 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 2021 are set out below:

Category of grantees	Name of director	Date of grant	Exercise price (HK\$)	Outstanding at 1.1.2021	Granted during the year	Exercised during the year	Cancelled during the year	Forfeited during the year	Outstanding at 31.12.2021	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	192,100,000	-	-	-	17,300,000	174,800,000	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 2021 was vested and became exercisable on 10 December 2019, and another half of the outstanding options as at 31 December 2021 was vested and became exercisable on 10 December 2020. All vested options shall be exercisable until 9 December 2023.

Note 2: 64,475,000 of the outstanding options as at 31 December 2021 was vested and became exercisable on 10 December 2019, and another 64,475,000 of the outstanding options as at 31 December 2021 was vested and became exercisable on 10 December 2020, whereas 22,925,000 outstanding options became vested and exercisable on 10 December 2021 and another 22,925,000 outstanding options shall become vested and exercisable on 10 December 2022. 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 2021.

## 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 2021.

## 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 2021.

## 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 2021 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 2021, 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 2021 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 2021 of the Group are set out in note 42 to the financial statements.

## **CORPORATE GOVERNANCE**

A report on the principal governance practices adopted by the Company is set out on pages 22 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 2021 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 2021, 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 shall 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

21 March 2022



# Independent Auditor's Report



Ernst & Young  
27/F, One Taikoo Place,  
979 King's Road,  
Quarry Bay, Hong Kong

安永會計師事務所  
香港鰂魚涌  
英皇道979號  
太古坊1座27樓

Tel 電話: +852 2846 9888  
Fax 傳真: +852 2868 4432  
ey.com

## 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 153, which comprise the consolidated statement of financial position as at 31 December 2021, 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 2021, 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***Inventories provision*

The Group is principally engaged in the business of design, manufacturing and sale of apparel products. As at 31 December 2021, the inventory balance of the Group amounted to RMB224,298,000. The Group makes provision for inventories by comparing the cost to net realisable value which is subject to changing customer demands and fashion trends. This involves significant judgement and increases the level of estimation uncertainty, which might have a significant impact on the consolidated financial statements.

The accounting policies, significant accounting judgements and estimates, and recognition of inventories provision are included in notes 2.4, 3 and 8 to the consolidated financial statements.

We assessed the process and methods used by management to make allowance for inventories. Our assessment 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.

We performed financial analytical review on inventory turnover days and compared the turnover days with those for other listed entities of the same industry where available.

We assessed management's determination of inventory's net realisable value by performing subsequent sales review on the inventory consumptions.

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment of intangible assets with indefinite lives</i></p>	
<p>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 test on each trademark as at each year end, based on forecast of operating performance and cash flows of the cash-generating unit to which the trademark belongs. The impairment loss of these trademarks amounting to RMB4,558,000 was recognised in the consolidated statement of profit or loss during the year ended 31 December 2021.</p>	<p>We obtained management’s approved five-year forecast and budget, and compared forecasts to business plans and previous forecasts to actual results to assess management’s forecasts.</p> <p>We tested key assumptions used in the calculations by conducting research of China’s apparel retail market and industrial figures from available public external data. We involved our internal valuation specialist to assist us in evaluation of discount rate, long-term growth rate and impairment assessment model.</p>
<p>Management made impairment assessment based on the forecast and estimation on the future development of each cash-generating unit, which involved significant judgement and estimates, including long-term growth rate, discount rate and assumptions underlying future operating cash flows. The judgement and estimations may be affected by unexpected changes in future market or economic conditions or significant events or circumstance related to the cash-generating unit.</p>	<p>We reviewed and assessed the adequacy of the related disclosures in the consolidated financial statements.</p>
<p>The accounting policies, significant accounting judgements and estimates, and disclosures of impairment of intangible assets with indefinite lives are included in notes 2.4, 3, 8 and 18 to the consolidated financial statements.</p>	

## 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, 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, actions taken to eliminate threats or safeguards applied.

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*

Hong Kong

21 March 2022

# Consolidated Statement of Profit or Loss

Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>REVENUE</b>	5	<b>323,509</b>	727,755
Cost of sales		<b>(128,898)</b>	(250,689)
Gross profit		<b>194,611</b>	477,066
Other income and gains	5	<b>17,230</b>	21,437
Selling and distribution expenses		<b>(275,725)</b>	(409,338)
Administrative expenses		<b>(52,522)</b>	(59,562)
Impairment losses on financial assets, net		<b>(2,115)</b>	(2,673)
Other expenses		<b>(9,304)</b>	(103,187)
Operating loss		<b>(127,825)</b>	(76,257)
Finance income	6	<b>14,476</b>	15,894
Finance costs	7	<b>(2,041)</b>	(3,222)
Share of losses of:			
An associate		<b>(927)</b>	(1,613)
<b>LOSS BEFORE TAX</b>	8	<b>(116,317)</b>	(65,198)
Income tax expense	11	<b>(35,546)</b>	(54,456)
<b>LOSS FOR THE YEAR</b>		<b>(151,863)</b>	(119,654)
Attributable to:			
Owners of the parent		<b>(151,815)</b>	(122,154)
Non-controlling interests		<b>(48)</b>	2,500
		<b>(151,863)</b>	(119,654)
<b>LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>			
Basic and diluted			
– For loss for the year	13	<b>RMB(4.62) cents</b>	RMB(3.68) cents

# Consolidated Statement of Comprehensive Income

Year ended 31 December 2021

	2021 RMB'000	2020 RMB'000
<b>LOSS FOR THE YEAR</b>	<b>(151,863)</b>	(119,654)
<b>OTHER COMPREHENSIVE LOSS</b>		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements	<b>(11,110)</b>	(39,231)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	<b>(11,110)</b>	(39,231)
Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods:		
Equity investments designated at fair value through other comprehensive (loss)/income:		
Changes in fair value	<b>(10,828)</b>	5,839
Income tax effect	<b>2,411</b>	(1,459)
Net other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods	<b>(8,417)</b>	4,380
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX</b>	<b>(19,527)</b>	(34,851)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	<b>(171,390)</b>	(154,505)
Attributable to:		
Owners of the parent	<b>(171,342)</b>	(157,005)
Non-controlling interests	<b>(48)</b>	2,500
	<b>(171,390)</b>	(154,505)

# Consolidated Statement of Financial Position

31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	252,492	266,435
Investment properties	15	45,537	47,746
Right-of-use assets	16(a)	63,651	79,797
Other intangible assets	18	86,082	92,273
Investment in an associate	19	6,530	7,662
Equity investments designated at fair value through other comprehensive income	20	32,134	42,962
Long-term prepayments	21	23,113	–
Deferred tax assets	22	105,810	142,115
Total non-current assets		615,349	678,990
<b>CURRENT ASSETS</b>			
Inventories	23	224,298	183,308
Properties under development	24	190,195	175,503
Trade and bills receivables	25	38,960	130,560
Prepayments and other receivables	26	120,167	113,982
Financial assets at fair value through profit or loss	27	21,937	213,456
Structured bank deposits	27	306,900	217,519
Cash and cash equivalents and time deposit with original maturity of over three months	28	227,995	271,293
Total current assets		1,130,452	1,305,621
<b>CURRENT LIABILITIES</b>			
Trade payables	29	15,782	24,210
Other payables and accruals	30	73,252	115,491
Lease liabilities	16(b), 31	23,491	32,776
Tax payable		124,701	122,919
Total current liabilities		237,226	295,396
<b>NET CURRENT ASSETS</b>		893,226	1,010,225
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1,508,575	1,689,215



Consolidated Statement of Financial Position  
31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities	16(b), 31	4,164	8,894
Deferred tax liabilities	22	16,739	22,560
Total non-current liabilities		20,903	31,454
Net assets		1,487,672	1,657,761
<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	(30,946)	(30,946)
Reserves	35	1,238,041	1,405,976
Non-controlling interests		1,487,756 (84)	1,655,691 2,070
Total equity		1,487,672	1,657,761

ZHANG Yongli

Director

HUANG Xiaoyun

Director

# Consolidated Statement of Changes in Equity

Year ended 31 December 2021

	Attributable to the owners of the parent												
	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	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2021	280,661	(30,946)	543	389,848	(184,468)	18,736	(21,332)	66,280	(8,046)	1,144,415	1,655,691	2,070	1,657,761
Loss for the year	-	-	-	-	-	-	-	-	-	(151,815)	(151,815)	(48)	(151,863)
Other comprehensive loss for the year:													
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	(8,417)	-	-	-	(8,417)	-	(8,417)
Exchange differences on translation of financial statements	-	-	-	-	-	-	-	-	(11,110)	-	(11,110)	-	(11,110)
Total comprehensive loss for the year	-	-	-	-	-	-	(8,417)	-	(11,110)	(151,815)	(171,342)	(48)	(171,390)
Equity-settled share option arrangements	-	-	-	-	-	1,301	-	-	-	-	1,301	-	1,301
Acquisition of non-controlling interests	-	-	-	-	2,106	-	-	-	-	-	2,106	(2,106)	-
At 31 December 2021	280,661	(30,946)	543*	389,848*	(182,362)*	20,037*	(29,749)*	66,280*	(19,156)*	992,600*	1,487,756	(84)	1,487,672

\* These reserve accounts comprise the consolidated reserves of RMB1,238,041,000 (2020: RMB1,405,976,000) in the consolidated statement of financial position.

	Attributable to the owners of the parent												
	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	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2020	280,661	(26,234)	543	389,848	(184,468)	14,491	(25,712)	65,768	31,185	1,267,081	1,813,163	(430)	1,812,733
Loss for the year	-	-	-	-	-	-	-	-	-	(122,154)	(122,154)	2,500	(119,654)
Other comprehensive loss for the year:													
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	-	-	-	-	-	-	4,380	-	-	-	4,380	-	4,380
Exchange differences on translation of financial statements	-	-	-	-	-	-	-	-	(39,231)	-	(39,231)	-	(39,231)
Total comprehensive loss for the year	-	-	-	-	-	-	4,380	-	(39,231)	(122,154)	(157,005)	2,500	(154,505)
Appropriations to statutory surplus reserve	-	-	-	-	-	-	-	512	-	(512)	-	-	-
Share award scheme arrangements	-	(4,712)	-	-	-	-	-	-	-	-	(4,712)	-	(4,712)
Equity-settled share option arrangements	-	-	-	-	-	4,245	-	-	-	-	4,245	-	4,245
At 31 December 2020	280,661	(30,946)	543	389,848	(184,468)	18,736	(21,332)	66,280	(8,046)	1,144,415	1,655,691	2,070	1,657,761

# Consolidated Statement of Cash Flows

Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before tax		<b>(116,317)</b>	(65,198)
Adjustments for:			
Finance income	6	<b>(14,476)</b>	(15,894)
Finance costs	7	<b>2,041</b>	3,222
Share of loss of an associate		<b>927</b>	1,613
Dividend income from equity investments at fair value through other comprehensive income	5	<b>(629)</b>	(1,213)
(Gain)/Loss on disposal of items of property, plant and equipment	8	<b>(129)</b>	79
Fair value (gains)/losses, net:			
Financial assets at fair value through profit or loss		<b>(646)</b>	1,319
Covid-19-related rent concessions from lessors	16	<b>–</b>	(7,814)
Depreciation of items of property, plant and equipment	14	<b>17,092</b>	20,916
Depreciation of investment properties	15	<b>2,453</b>	2,406
Depreciation of right-of-use assets	16	<b>47,689</b>	66,032
Amortisation of other intangible assets	18	<b>1,429</b>	1,589
Impairment of other intangible assets	18	<b>4,558</b>	67,402
Impairment of items of property, plant and equipment	14	<b>4,121</b>	–
Impairment of goodwill		<b>–</b>	34,467
Write-down of inventories to net realisable value		<b>59,037</b>	10,479
(Reversal of impairment)/Impairment of trade and bills receivables, net	25	<b>(4,180)</b>	2,673
Impairment of other receivables	26	<b>6,295</b>	–
Equity-settled share option expense	33	<b>1,301</b>	4,245
		<b>10,566</b>	126,323
(Increase)/Decrease in inventories		<b>(100,027)</b>	71,575
Increase in properties under development		<b>(14,692)</b>	(2,500)
Decrease/(Increase) in trade and bills receivables		<b>95,780</b>	(28,602)
Increase in prepayments and other receivables		<b>(12,480)</b>	(2,831)
Decrease in trade payables		<b>(8,428)</b>	(13,962)
(Decrease)/Increase in other payables and accruals		<b>(42,239)</b>	6,938
Cash generated from operations		<b>(71,520)</b>	156,941
Withholding tax paid		<b>–</b>	(80)
PRC corporate income tax paid		<b>(1,090)</b>	(29,573)
Net cash flows (used in)/from operating activities		<b>(72,610)</b>	127,288

Consolidated Statement of Cash Flows  
Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
Net cash flows (used in)/from operating activities		<b>(72,610)</b>	127,288
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment		<b>(31,838)</b>	(25,482)
Proceeds from disposal of items of property, plant and equipment		<b>532</b>	2,525
Additions to other intangible assets		<b>(426)</b>	(531)
Disposal of a subsidiary		<b>–</b>	245
Dividends received from listed investments		<b>629</b>	1,213
(Increase)/Decrease in short term deposits with original maturity of over three months		<b>(100,000)</b>	290,718
Interest received from bank deposits		<b>12,556</b>	9,972
Interest received from structured bank deposits and wealth management products		<b>1,920</b>	6,045
Decrease/(Increase) in structured bank deposits and wealth management products		<b>102,784</b>	(127,073)
Repayment from third parties		<b>26,526</b>	29,672
Loans to third party entities		<b>(37,796)</b>	(29,000)
Interest received from third parties		<b>432</b>	–
Acquisition of subsidiaries		<b>–</b>	(18,858)
Net cash flows (used in)/from investing activities		<b>(24,681)</b>	139,446
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Purchase of shares for share award scheme	34	<b>–</b>	(4,712)
Principal portion of lease payments	16	<b>(47,599)</b>	(60,340)
Net cash flows used in financing activities		<b>(47,599)</b>	(65,052)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>			
		<b>(144,890)</b>	201,682
Effect of foreign exchange rate changes, net		<b>1,592</b>	(26,281)
Cash and cash equivalents at beginning of year		<b>271,293</b>	95,892
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>127,995</b>	271,293

## Consolidated Statement of Cash Flows

Year ended 31 December 2021

	Notes	2021 RMB'000	2020 RMB'000
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances		76,055	253,214
Time deposits		151,940	18,079
Cash and cash equivalents as stated in the consolidated statement of financial position	28	227,995	271,293
Less: Time deposits with original maturity of over three months		(100,000)	–
Cash and cash equivalents as stated in the consolidated statement of cash flows		127,995	271,293

# Notes to Financial Statements

31 December 2021

## 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 One Nexus Way, Camana Bay, 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, manufacture, 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, and property development in the PRC. 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	100	—	Investment holding
London Fog (China) Limited	Hong Kong	RMB9,000,000	100	—	Holding trademarks and investment holding
Manhattan (China) Limited	Hong Kong	RMB10,000,000	75	—	Investment holding

## 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 Doright Fashion Co., Ltd. (上海同瑞服飾有限公司) <sup>## (1)</sup>	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) <sup>## (1)</sup>	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) <sup>## (2)</sup>	PRC	RMB500,000	—	100	Sale of menswear and accessories
Guangdong Leaderway Garment Co., Ltd. (廣東利威製衣有限公司) <sup>## (2)</sup>	PRC	RMB3,000,000	—	100	Manufacture and sale of menswear and accessories
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
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

## 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 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. (菱科斯(上海)服飾有限公司) <sup># (1)</sup>	PRC	HK\$10,000,000	—	100	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
Huangshan Ruikai Trading Co., Ltd. (黃山瑞凱商貿有限公司) <sup># (2)</sup>	PRC	RMB5,000,000	—	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 %	
Tianjin Ruilang Management Consulting Co., Ltd. (天津瑞朗企業管理諮詢有限公司) <sup># (2)</sup>	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) <sup># (2)</sup>	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) <sup># (2)</sup>	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) <sup># (2)</sup>	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) <sup># (2)</sup>	PRC	RMB1,000,000	—	100	Sale of menswear and accessories
Suzhou Gerui Fashion Co., Ltd. (宿州歌瑞服飾有限公司) <sup># (2)</sup>	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) <sup># (2)</sup>	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 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) <sup># (1)</sup>	PRC	HK\$5,000,000	—	100	Retail trading of fashion apparel and complementary 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 %	
MCS Outfitters (Shanghai) Limited (上海曼瑟斯服飾有限公司) <sup># (2)</sup>	PRC	RMB500,000	—	100	Manufacture and sale of menswear and accessories
Harvard (Asia) Limited	Hong Kong	HK\$1	100	—	Property holding
Excel Win International Investment Limited	Seychelles	US\$1	100	—	Investment holding
Henry Cotton's Greater China Company Limited	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)</sup>	PRC	HK\$1,500,000	—	100	Sale of menswear and accessories
Henry Cotton's Greater China Brands S.a.r.l.	Luxembourg	€108,900	—	100	Trademark holding
Marina Yachting Hong Kong Limited	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)</sup>	PRC	HK\$1,500,000	—	100	Sale of menswear and accessories
Marina Yachting Greater China Brands S.a.r.l.	Luxembourg	€17,400	—	100	Trademark 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. (太原瑞昕企業管理諮詢有限公司) <sup># (2)</sup>	PRC	RMB1,000,000	—	100	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 %	
Hangzhou Muye Brand Management Co., Ltd. (杭州沐野品牌管理有限公司) <sup># (4)</sup>	PRC	RMB10,000,000	—	51	Management and operation of children's clothing brands
Panland Investment Co., Ltd. (普德投資有限公司) <sup>(5)</sup>	Macao	MOP30,000	—	100	Trademark holding
Artway Design Co., Ltd. (雅薈設計有限公司) <sup>(5)</sup>	Macao	MOP30,000	—	100	Apparel design

<sup>#</sup> 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.

<sup>\*</sup> 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 deregistered two subsidiaries, Wuhan Ruizhen Management Consulting Co., Ltd. and Jinan MCS Coffee Co., Ltd..
- (4) During the year, the Group established a Company Hangzhou Muye Brand Management Co., Ltd. with two third party companies. The Group owns control of Hangzhou Muye Brand Management Co., Ltd.
- (5) During the year, the Group acquired a 100% equity interest in Panland Investment Co., Ltd. and acquired a 100% equity interest in Artway Design Co., Ltd. Further details of these acquisitions are included in note 38 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 Group for the year ended 31 December 2021. 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 revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	<i>Interest Rate Benchmark Reform</i>
Amendment to IFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021</i> (early adopted)

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

The nature and the impact of the revised IFRSs are described below:

- (a) Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of IFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity’s financial instruments and risk management strategy. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest-bearing bank and other borrowings.
- (b) Amendment to IFRS 16 issued in March 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted. The amendment did not have any impact on the financial position and performance of the Group as the Group did not have any rent concessions arising as a direct consequence of the covid-19 pandemic during the year.

## 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>Reference to the Conceptual Framework</i> <sup>1</sup>
Amendments to IFRS 10 and IAS 28	<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 IFRS 17	<i>Insurance Contracts</i> <sup>2,4</sup>
Amendments to IFRS 17	<i>Initial Application of IFRS 17 and IFRS 9 – Comparative Information</i> <sup>2</sup>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> <sup>2</sup>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> <sup>2</sup>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i> <sup>2</sup>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> <sup>2</sup>
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> <sup>1</sup>
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i> <sup>1</sup>
<i>Annual Improvements to IFRS Standards 2018-2020</i>	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS16, and IAS 41 <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023

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

<sup>4</sup> As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023

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

Amendments to IFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is 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 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 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 resulting from a downstream transaction 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 was removed by the IASB in December 2015 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 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to IFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.



## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Amendments to IAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

*Annual Improvements to IFRS Standards 2018-2020* sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- IFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

## 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 investment 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.

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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

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.

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 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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Business combinations and goodwill (Continued)

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.

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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Fair value measurement (Continued)

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. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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.

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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 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, other than construction in progress, 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 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 fair value, which reflects market conditions at the end of the reporting period.

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.



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 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.

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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Leases

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. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### *(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	2 to 5 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 lease. 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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Leases (Continued)

#### Group as a lessee (Continued)

##### (b) Lease liabilities (Continued)

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.

##### (c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of retail stores (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). Lease payments on short-term leases 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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 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.

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:

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Investments and other financial assets (Continued)

#### **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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of financial assets (Continued)

#### 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).

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 and bills 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                          |

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Impairment of financial assets (Continued)

#### Simplified approach

For trade and bills 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.

### 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 payables, lease liabilities and other payables.

#### Subsequent measurement

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

#### 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.



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 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.

### 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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Income tax (Continued)

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
- 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, and 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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 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, for which it is intended to compensate, are expensed.

### 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 with 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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Revenue recognition (Continued)

#### 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.

#### 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 transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 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.

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.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 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.

### 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, joint ventures and associates 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 exchange rates that approximate to those prevailing at the dates of the transactions.

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 22.



### 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 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 2021 was nil (2020: nil). Further details are given in note 17.

#### ***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 14 and note 18.

### 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

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) the apparel products and accessories segment engaged in the business of the design, manufacture, marketing and sale of apparel products and accessories in the PRC with a focus on menswear; and
- (b) the property development segment engaged in the business of the development properties in the PRC.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group’s profit/loss before tax except that interest income, non-lease-related finance costs, dividend income, fair value gains/losses from the Group’s financial instruments as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, cash and cash equivalents, equity investments at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

#### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2021	Apparel products and accessories RMB'000	Property development RMB'000	Total RMB'000
<b>Segment revenue</b>			
Sales to external customers	323,509	—	323,509
Reconciliation:			
Elimination of intersegment sales			—
Revenue			323,509
<b>Segment results</b>	(112,374)	(4)	(112,378)
Reconciliation:			
Elimination of intersegment results			(9,434)
Interest income			14,476
Dividend income and unallocated gains			7,589
Corporate and other unallocated expenses			(16,570)
Loss before tax			(116,317)
<b>Segment assets</b>	1,012,111	214,470	1,226,581
Reconciliation:			
Elimination of intersegment receivables			(204,050)
Elimination of capitalised interest expense			(19,462)
Corporate and other unallocated assets			742,732
Total assets			1,745,801
<b>Segment liabilities</b>	107,085	213,654	320,739
Reconciliation:			
Elimination of intersegment payables			(204,050)
Corporate and other unallocated liabilities			141,440
Total liabilities			258,129

4. OPERATING SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2021	Apparel products and accessories RMB'000	Property development RMB'000	Total RMB'000
<b>Other segment information</b>			
Reversal of impairment of trade and bills receivables, net	(4,180)	—	(4,180)
Impairment of other intangible assets	4,558	—	4,558
Impairment of property, plant and equipment	4,121	—	4,121
Depreciation and amortisation	66,210	—	66,210
Capital expenditure*	28,414	18,542	46,956

\* Capital expenditure consists of additions to property, plant and equipment, long-term prepayments, other intangible assets and properties under development.

#### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

<b>Year ended 31 December 2020</b>	Apparel products and accessories RMB'000	Property development RMB'000	Total RMB'000
<b>Segment revenue</b>			
Sales to external customers	727,755	—	727,755
Reconciliation:			
Elimination of intersegment sales			—
Revenue			727,755
<b>Segment results</b>	(68,960)	(138)	(69,098)
Reconciliation:			
Elimination of intersegment results			(3,451)
Interest income			15,894
Dividend income and unallocated gains			8,027
Corporate and other unallocated expenses			(16,570)
Loss before tax			(65,198)
<b>Segment assets</b>	1,054,795	187,929	1,242,724
Reconciliation:			
Elimination of intersegment receivables			(170,000)
Elimination of capitalised interest expense			(10,028)
Corporate and other unallocated assets			921,915
Total assets			1,984,611
Segment liabilities	164,262	187,109	351,371
Reconciliation:			
Elimination of intersegment payables			(170,000)
Corporate and other unallocated liabilities			145,479
Total liabilities			326,850

#### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2020	Apparel products and accessories RMB'000	Property development RMB'000	Total RMB'000
<b>Other segment information</b>			
Impairment of trade and bills receivables, net	2,673	—	2,673
Impairment of goodwill	34,467	—	34,467
Impairment of other intangible assets	67,402	—	67,402
Depreciation and amortisation	88,537	—	88,537
Capital expenditure	26,013	6,380	32,393

#### Geographical information

##### (a) Revenue from external customers

	2021 RMB'000	2020 RMB'000
Taiwan	4,664	5,214
Hong Kong	—	693
Mainland China	318,845	721,848
	<b>323,509</b>	727,755

The revenue information above is based on the locations of the customers.

##### (b) Non-current assets

	2021 RMB'000	2020 RMB'000
Hong Kong	44,770	47,673
Mainland China	432,635	446,240
	<b>477,405</b>	493,913

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

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:

	2021 RMB'000	2020 RMB'000
Revenue from contracts with customers	323,509	727,755

### Revenue from contracts with customers

#### (i) Disaggregated revenue information

##### For the year

	2021 RMB'000	2020 RMB'000
<b>Type of goods</b>		
Sale of apparel and accessories	323,509	727,755
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	323,509	727,755

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period:

	2021 RMB'000	2020 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
<i>Sale of apparel and accessories</i>	21,670	13,380

#### (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.

## 5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

	2021 RMB'000	2020 RMB'000
<b>Other income</b>		
Government subsidies*	7,931	8,128
Gross rental income from investment property operating leases:		
Other lease payments, including fixed payments	4,845	4,227
Royalty income <sup>^</sup>	1,295	1,099
Dividend income from equity investments at fair value through other comprehensive income	629	1,213
Sale of software	368	1,330
Sale of consumables, net	47	253
Consulting service income	—	2,600
	<b>15,115</b>	18,850
<b>Other gains</b>		
Exchange gain, net	951	2,001
Fair value gains, net:		
Financial assets at fair value through profit or loss	646	—
Others	518	586
	<b>2,115</b>	2,587
	<b>17,230</b>	21,437

\* 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, subject to the government's further discretion.

<sup>^</sup> This represents the brand licensing income received from third-party licensees for the use of the Group's trademarks on underwear products and household appliances in the PRC.



## 6. FINANCE INCOME

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Interest income on bank deposits	<b>12,191</b>	4,907
Interest income on structured bank deposits and wealth management products	<b>1,920</b>	10,640
Others	<b>365</b>	347
	<b>14,476</b>	15,894

## 7. FINANCE COSTS

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Interest on lease liabilities	<b>2,041</b>	3,222

## 8. LOSS BEFORE TAX

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

	Notes	2021 RMB'000	2020 RMB'000
Cost of inventories sold		69,861	240,210
Depreciation of property, plant and equipment	14	17,092	20,916
Depreciation of investment properties	15	2,453	2,406
Depreciation of right-of-use assets	16	47,689	66,032
Amortisation of other intangible assets	18	1,429	1,589
Auditor's remuneration		2,303	2,460
Employee benefit expenses (including Directors' remuneration (note 9)):			
Wages and salaries		32,366	50,857
Equity-settled share option expense		1,301	4,245
Pension scheme contributions*		3,106	924
		<b>36,773</b>	56,026
Outsourced labour costs		63,816	72,551
Impairment of goodwill**		—	34,467
Impairment of other intangible assets**	18	4,558	67,402
Impairment of property, plant and equipment**	14	4,121	—
Fair value (gains)/losses, net:			
Financial assets at fair value through profit or loss			
— wealth management products		(646)	1,319
Dividend income from equity investments at fair value through other comprehensive income	5	(629)	(1,213)
(Reversal of impairment)/Impairment of trade and bills receivables, net***	25	(4,180)	2,673
Impairment of other receivables***	26	6,295	—
Lease payments not included in the measurement of lease liabilities	16(c)	44,078	76,180
Write-down of inventories to net realisable value, net^		59,037	10,479
(Gain)/Loss on disposal of items of property, plant and equipment		(129)	79

**8. LOSS BEFORE TAX (CONTINUED)**

- \* As at 31 December 2021, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2020: Nil).
- \*\* The impairment of goodwill, other intangible assets and property, plant and equipment are included in "Other expenses" in the consolidated statement of profit or loss.
- \*\*\* The reversal of impairment/impairment of trade and bills receivables, impairment of other receivables are included in "Impairment losses on financial assets, net" in the consolidated statement of profit or loss.
- ^ The 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 Rules Governing the Listing of Securities on the Stock Exchange (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>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Fees	<b>2,678</b>	2,803
Other emoluments:		
Salaries, allowances and benefits in kind	<b>2,985</b>	3,127
Equity-settled share option expenses	<b>131</b>	800
Pension scheme contributions	<b>21</b>	17
	<b>3,137</b>	3,944
	<b>5,815</b>	6,747

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>	<b>Equity-settled share option expenses</b>	<b>Total remuneration</b>
	RMB'000	RMB'000	RMB'000
<b>2021</b>			
KWONG Wilson Wai Sun (鄭偉信)	<b>219</b>	<b>9</b>	<b>228</b>
CUI Yi (崔義)	<b>219</b>	<b>9</b>	<b>228</b>
YEUNG Chi Wai (楊志偉)	<b>219</b>	<b>9</b>	<b>228</b>
	<b>657</b>	<b>27</b>	<b>684</b>
<b>2020</b>			
KWONG Wilson Wai Sun (鄭偉信)	229	53	282
CUI Yi (崔義)	229	53	282
YEUNG Chi Wai (楊志偉)	229	53	282
	687	159	846

There were no other emoluments payable to the independent non-executive directors during the year (2020: Nil).

## 9. DIRECTORS' REMUNERATION (CONTINUED)

### (b) Executive directors and non-executive directors

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Equity- settled share option expenses RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
<b>2021</b>					
Executive directors:					
ZHANG Yongli (張永力)	996	2,190	9	—	3,195
SUN David Lee (孫如暉)	413	—	29	15	457
HUANG Xiaoyun (黃曉雲)	413	795	57	6	1,271
	<b>1,822</b>	<b>2,985</b>	<b>95</b>	<b>21</b>	<b>4,923</b>
Non-executive director:					
WANG Wei (王瑋)	199	—	9	—	208
	<b>199</b>	<b>—</b>	<b>9</b>	<b>—</b>	<b>208</b>
	<b>2,021</b>	<b>2,985</b>	<b>104</b>	<b>21</b>	<b>5,131</b>

## 9. DIRECTORS' REMUNERATION (CONTINUED)

### (b) Executive directors and non-executive directors (Continued)

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Equity- settled share option expenses RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
<b>2020</b>					
Executive directors:					
ZHANG Yongli (張永力)	1,042	2,293	53	—	3,388
SUN David Lee (孫如暉)	433	—	178	16	627
HUANG Xiaoyun (黃曉雲)	433	834	357	1	1,625
	1,908	3,127	588	17	5,640
Non-executive director:					
WANG Wei (王瑋)	208	—	53	—	261
	208	—	53	—	261
	2,116	3,127	641	17	5,901

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 three directors (2020: four), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining two (2020: one) highest paid employees who are neither the director nor chief executive of the Company are as follows:

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Salaries, allowances and benefits in kind	<b>859</b>	429
Equity-settled share option expenses	<b>33</b>	107
Pension scheme contributions	<b>30</b>	18
	<b>922</b>	554

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

	<b>Number of employees</b>	
	<b>2021</b>	2020
Nil to HK\$1,000,000	<b>2</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 2021.

## 11. INCOME TAX EXPENSE (CONTINUED)

	2021 RMB'000	2020 RMB'000
Current — PRC		
Charge for the year	2,651	8,644
Deferred (note 22)	32,895	45,812
<b>Total tax charge for the year</b>	<b>35,546</b>	54,456

A reconciliation of the tax expense applicable to loss 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:

	2021		2020	
	RMB'000	%	RMB'000	%
Loss before tax	(116,317)		(65,198)	
Tax charge at the statutory tax rate	(29,079)	25	(16,300)	25
Entities subject to lower statutory income tax rates	(1,242)	1	5,583	(9)
Effect of withholding tax on distributable profits of certain PRC subsidiaries	(5,700)	5	248	—
Effect of withholding tax on service fees	2,434	(2)	80	—
Losses attributable to an associate	232	—	403	(1)
Adjustments in respect of current tax of previous periods	—	—	(2,174)	3
Tax losses utilised from previous periods	(27,908)	24	(7,314)	11
Tax losses not recognised	50,234	(43)	74,547	(114)
Deductible temporary differences not recognised	46,575	(40)	—	—
Others	—	—	(617)	1
<b>Tax charge at the Group's effective tax rate</b>	<b>35,546</b>	<b>(30)</b>	54,456	(84)



## 12. DIVIDENDS

The Board does not recommend any final dividends for the years ended 31 December 2021 and 31 December 2020.

## 13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic loss per share is based on the loss for the year attributable to ordinary equity holders of the parent of RMB151,815,000 (2020: the loss of RMB122,154,000) and the weighted average number of ordinary shares of 3,282,916,000 (2020: 3,316,441,507) in issue during the year.

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2021 and 31 December 2020 in respect of a dilution as the impact of the share options outstanding under the Share Option Scheme had an anti-dilutive effect on the basic loss per share amounts presented.

The calculation of basic loss per share is based on:

	2021 RMB'000	2020 RMB'000
<b>Losses</b>		
Loss attributable to owners of the parent, used in the basic loss per share calculation	(151,815)	(122,154)
	2021	2020
<b>Shares</b>		
Weighted average number of ordinary shares in issue	3,445,450,000	3,445,450,000
Less: Weighted average number of shares purchased for the Share Award Scheme	(162,534,000)	(129,008,493)
Adjusted weighted average number of ordinary shares in issue used in the basic loss per share calculation	3,282,916,000	3,316,441,507

## 14. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Office and other equipment RMB'000	Construction in process RMB'000	Total RMB'000
At 1 January 2020 net of accumulated depreciation	252,945	4,898	4,653	5,275	3,024	270,795
Additions	19,203	654	114	4,689	822	25,482
Transfer to investment properties	—	—	—	—	(3,846)	(3,846)
Disposals	—	(3)	(21)	(2,579)	—	(2,603)
Depreciation provided during the year	(14,088)	(900)	(1,701)	(4,227)	—	(20,916)
Exchange realignment	(2,640)	—	—	163	—	(2,477)
At 31 December 2020 and 1 January 2021, net of accumulated depreciation	255,420	4,649	3,045	3,321	—	266,435
Transfer to investment properties	(244)	—	—	—	—	(244)
Additions	7,349	187	1,107	82	—	8,725
Disposals	(115)	(49)	(172)	(90)	—	(426)
Depreciation provided during the year	(14,374)	(1,046)	(1,430)	(242)	—	(17,092)
Impairment	—	(3,525)	—	(596)	—	(4,121)
Exchange realignment	(779)	—	—	(6)	—	(785)
At 31 December 2021, net of accumulated depreciation and impairment	247,257	216	2,550	2,469	—	252,492
At 31 December 2020:						
Cost	351,113	13,982	14,682	23,842	—	403,619
Accumulated depreciation	(95,693)	(9,333)	(11,637)	(20,521)	—	(137,184)
Net carrying amount	255,420	4,649	3,045	3,321	—	266,435
At 31 December 2021:						
Cost	354,753	13,846	14,930	22,045	—	405,574
Accumulated depreciation and impairment	(107,496)	(13,630)	(12,380)	(19,576)	—	(153,082)
Net carrying amount	247,257	216	2,550	2,469	—	252,492

#### 14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 December 2021, certificate of ownership in respect of a warehouse with a net carrying amount of approximately RMB3,785,000 (2020: RMB4,142,000) has not been issued by the relevant PRC authority. The Group is in the process of obtaining the relevant certificate.

A manufacturing centre of the Group located in Dezhou, Shandong Province, PRC is allocated to the Group's menswear manufacture cash-generating unit for impairment testing.

The recoverable amount of the menswear manufacture cash-generating unit 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 2021, the discount rate applied to the cash flow projection was 18.0% (2020: 19.0%).

Assumptions were used in the value in use calculation of the menswear manufacture cash-generating unit. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of property, plant and equipment.

##### **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 rate used is before tax and reflects specific risks relating to the menswear manufacture cash-generating unit.

Based on the result of the impairment test, the recoverable amount of Menswear manufacture cash-generating unit was lower than its carrying amount. Accordingly, management had determined that there was an impairment of the certain plant, machinery and office and other equipment, and recognised impairment losses of RMB3,525,000 and RMB596,000 respectively (2020: nil and nil), which were recorded within other expenses in the consolidated statement of profit or loss.

## 15. INVESTMENT PROPERTIES

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Cost at 1 January, net of accumulated depreciation	<b>47,746</b>	46,306
Transfer from property, plant and equipment	<b>244</b>	3,846
Depreciation provided during the year	<b>(2,453)</b>	(2,406)
At 31 December	<b>45,537</b>	47,746
At 31 December:		
Cost	<b>63,647</b>	63,403
Accumulated depreciation	<b>(18,110)</b>	(15,657)
Net carrying amount	<b>45,537</b>	47,746

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 2021 by Dezhou Tianqu Assets Appraisals Co., Ltd. (德州天衢資產評估有限公司), independent professionally qualified valuers, at RMB108,103,000 (31 December 2020: RMB103,307,000) on an open market, existing use basis.

## 15. INVESTMENT PROPERTIES (CONTINUED)

### Fair value hierarchy

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

Fair value measurement as at 31 December 2021 using				
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Investment properties	—	—	108,103	108,103

  

Fair value measurement as at 31 December 2020 using				
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Investment properties	—	—	103,307	103,307

## 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 two and five 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) 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		
	Leasehold land RMB'000	Plant and properties RMB'000	Total RMB'000
As at 1 January 2020	40,369	46,365	86,734
Additions	—	59,095	59,095
Depreciation charge	(1,048)	(64,984)	(66,032)
As at 31 December 2020 and 1 January 2021	39,321	40,476	79,797
Additions	—	31,543	31,543
Depreciation charge	(1,048)	(46,641)	(47,689)
As at 31 December 2021	38,273	25,378	63,651

## 16. LEASES (CONTINUED)

### The Group as a lessee (Continued)

#### (b) Lease liabilities

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

	<b>2021</b>	2020
	<b>Lease liabilities</b>	Lease liabilities
	<b>RMB'000</b>	RMB'000
Carrying amount at 1 January	<b>41,670</b>	47,507
New leases	<b>31,543</b>	59,095
Accretion of interest recognised during the year	<b>2,041</b>	3,222
Covid-19-related rent concessions from lessors	—	(7,814)
Payments	<b>(47,599)</b>	(60,340)
Carrying amount at 31 December	<b>27,655</b>	41,670
Analysed into:		
Current portion	<b>23,491</b>	32,776
Non-current portion	<b>4,164</b>	8,894

The maturity analysis of lease liabilities is disclosed in note 31 to the financial statements.

#### (c) The amounts recognised in profit or loss in relation to leases are as follows:

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Interest on lease liabilities	<b>2,041</b>	3,222
Depreciation charge of right-of-use assets	<b>47,689</b>	66,032
Variable lease payments not included in the measurement of lease liabilities (included in selling expenses)	<b>43,743</b>	76,180
Expense relating to short-term leases (included in selling expenses)	<b>335</b>	—
Covid-19-related rent concessions from lessors	—	7,814
Total amount recognised in profit or loss	<b>93,808</b>	153,248

## 16. LEASES (CONTINUED)

### The Group as a lessee (Continued)

#### (d) 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 amount of variable lease payments recognised in profit or loss for the current year for these leases was RMB43,743,000.

(e) The total cash outflow for leases is disclosed in note 36(c) to the financial statements.

### The Group as a lessor

The Group leases its investment properties (note 15) consisting of five 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 RMB4,845,000 (2020: RMB4,227,000), details of which are included in note 5 to the financial statements.

At 31 December 2021, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2021 RMB'000	2020 RMB'000
After one year but within two years	6,830	4,684
After two years but within three years	4,361	4,459
After three years but within four years	2,442	2,369
After four years but within five years	2,255	1,654
After five years	11,491	8,264
	<b>27,379</b>	21,430



## 17. GOODWILL

	RMB'000
Cost and net carrying amount:	
At 1 January 2020	34,467
Impairment during the year	(34,467)
Cost and net carrying amount at 31 December 2020 and 2021	—
At 31 December 2021:	
Cost	76,636
Accumulated impairment	(76,636)
Net carrying amount	—

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

The recoverable amount of the Menswear cash-generating unit 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 2021, the discount rate applied to the cash flow projections was 16.0% (2020: 19.0%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2020: 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 unit. 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 rate used is before tax and reflects specific risks relating to the Menswear cash-generating unit.

Based on the result of the impairment test, the recoverable amount of Menswear cash-generating unit was lower than its carrying amount. Accordingly, management had determined that there was an impairment of the goodwill and recognised an impairment charge of nil (2020: RMB34,467,000 which was recorded within other expenses in the consolidated statement of profit or loss).

## 18. OTHER INTANGIBLE ASSETS

	Licensing agreements RMB'000	Retail networks RMB'000	Trademarks RMB'000	Software RMB'000	Total RMB'000
At 1 January 2020, net of accumulated amortisation and impairment	3,971	1,723	157,687	—	163,381
Additions	—	—	—	531	531
Amortisation charged during the year	(1,323)	(249)	—	(17)	(1,589)
Impairment during the year	—	(1,474)	(65,928)	—	(67,402)
Exchange realignment	—	—	(2,648)	—	(2,648)
At 31 December 2020 and 1 January 2021, net of accumulated amortisation and impairment	2,648	—	89,111	514	92,273
Additions	—	—	—	426	426
Amortisation charged during the year	(1,323)	—	—	(106)	(1,429)
Impairment during the year	—	—	(4,558)	—	(4,558)
Exchange realignment	—	—	(630)	—	(630)
At 31 December 2021, net of accumulated amortisation and impairment	1,325	—	83,923	834	86,082
At 31 December 2020:					
Cost	97,460	4,981	205,359	531	308,331
Accumulated amortisation and impairment	(94,812)	(4,981)	(116,248)	(17)	(216,058)
Net carrying amount	2,648	—	89,111	514	92,273
At 31 December 2021:					
Cost	97,460	4,981	205,359	957	308,757
Accumulated amortisation and impairment	(96,135)	(4,981)	(121,436)	(123)	(222,675)
Net carrying amount	1,325	—	83,923	834	86,082

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.

## 18. OTHER INTANGIBLE ASSETS (CONTINUED)

The Group has performed impairment reviews of the carrying values of trademarks as at 31 December 2021 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 2021, the discount rates applied to the cash flow projection were 18.0% (2020: 32.0%) for “London Fog”, 18.0% (2020: 30.0%) for “Artful Dodger”, 18.0% (2020: 38.0%) for “Zoo York”, 18.0% (2020: 18.0%) for “MCS”, 18.0% (2020: 18.0%) for “Henry Cotton’s” and 18.0% (2020: 18.0%) for “Marina Yachting” and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2020: 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 “Zoo York” and “Henry Cotton’s” were lower than their carrying amounts as at 31 December 2021. Accordingly, management determined that there was impairment of the trademarks of “Zoo York” and “Henry Cotton’s”, and recognised impairment of “Zoo York” of RMB1,824,000 and “Henry Cotton’s” of RMB2,734,000 respectively (2020: impairment of “London Fog” of RMB13,225,000, “Artful Dodger” of RMB10,921,000, “Zoo York” of RMB29,537,000, and “Henry Cotton’s” of RMB12,245,000, respectively), which were recorded within other expenses in the consolidated statement of profit or loss.

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

### 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 unit 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.

## 19. INVESTMENT IN AN ASSOCIATE

	2021 RMB'000	2020 RMB'000
Share of net assets	6,869	7,568
Goodwill on acquisition	1,065	1,065
Exchange realignment	(1,404)	(971)
	<b>6,530</b>	7,662

## 19. INVESTMENT IN AN ASSOCIATE (CONTINUED)

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

Name	Particulars of issued shares held	Place of registration and business	Percentage of ownership interest attributable to the Group	Principal activities
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.

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

	2021 RMB'000	2020 RMB'000
Cash and cash equivalents	115	58
Other current assets	—	945
Current assets	115	1,003
Non-current assets	15,931	17,618
Other current liabilities	(2,384)	(2,128)
Current liabilities	(2,384)	(2,128)
Net assets	13,662	16,493
Reconciliation to the Group's interest in an associate:		
Proportion of the Group's ownership	40%	40%
Group's share of net assets of an associate	5,465	6,597
Goodwill on acquisition	1,065	1,065
Carrying amount of the investment	6,530	7,662
Revenue	4	—
Other comprehensive loss	(3,283)	(2,288)
Loss and total comprehensive loss for the year	(2,317)	(4,032)

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

	2021 RMB'000	2020 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.	31,824	41,767
Unlisted equity investment, at fair value		
CCF Investment Limited	310	1,195
	<b>32,134</b>	42,962

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 2021, the Group received dividends in the total amount of RMB629,000 from Guangdong Shaoneng Group Co., Ltd.

## 21. LONG-TERM PREPAYMENTS

	2021 RMB'000	2020 RMB'000
Prepayments for purchase of properties	16,088	—
Prepayments for leasehold improvements*	7,025	—
	<b>23,113</b>	—

\* These represent prepayments for leasehold improvements for the Group's properties held for self-use.

## 22. 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 2020	145,490	14,431	25,924	3,479	189,324
Deferred tax charged to the consolidated statement of profit or loss and the consolidated statement of comprehensive income during the year (note 11)	(38,221)	(6,794)	(733)	(1,461)	(47,209)
At 31 December 2020 and 1 January 2021	107,269	7,637	25,191	2,018	142,115
Deferred tax charged/(credited) to the consolidated statement of profit or loss and the consolidated statement of comprehensive income during the year (note 11)	(13,456)	(7,637)	(17,623)	2,411	(36,305)
At 31 December 2021	93,813	—	7,568	4,429	105,810

The Group had tax losses arising in the PRC of approximately RMB447,189,000 and RMB309,265,000 as at 31 December 2021 and 2020, 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 RMB350,310,000 as at 31 December 2021 (31 December 2020: RMB208,499,000) 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.

The Group has recognised deferred tax assets in respect of the losses arising in the PRC of approximately RMB94,621,000 as at 31 December 2021 (31 December 2020: RMB100,766,000), 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.

## 22. DEFERRED TAX (CONTINUED)

### Deferred tax liabilities

	Fair value adjustments arising from acquisitions RMB'000	Withholding tax on distributable profits of the PRC subsidiaries RMB'000	Total RMB'000
At 1 January 2020	4,456	18,040	22,496
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)	248	64
At 31 December 2020 and 1 January 2021	4,272	18,288	22,560
Deferred tax charged to the consolidated statement of profit or loss and the consolidated statement of comprehensive income during the year (note 11)	(122)	(5,699)	(5,821)
At 31 December 2021	4,150	12,589	16,739

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 2021, the Group has not recognised deferred tax liabilities of RMB20,763,000 (2020: RMB23,668,000) in respect of temporary differences relating to the unremitted profits of the Group's subsidiaries established in the PRC amounting to RMB415,262,000 (2020: RMB473,361,000), 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.

## 23. INVENTORIES

	2021 RMB'000	2020 RMB'000
Raw materials	8,697	12,399
Work in progress	3,527	5,744
Finished goods	212,074	165,165
	<b>224,298</b>	183,308

## 24. PROPERTIES UNDER DEVELOPMENT

	2021 RMB'000	2020 RMB'000
Properties under development	190,195	175,503

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 they are expected to be realised in the Group's normal operating cycle.

## 25. TRADE AND BILLS RECEIVABLES

	2021 RMB'000	2020 RMB'000
Trade receivables	47,286	142,454
Bills receivable	285	897
Impairment	(8,611)	(12,791)
	<b>38,960</b>	130,560

The Group's trading terms with its customers are mainly on credit, except for third-party retailers, 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 and bills 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 and bills receivable balances. Trade and bills receivables are non-interest-bearing.



## 25. TRADE AND BILLS RECEIVABLES (CONTINUED)

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

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Within 1 month	<b>29,433</b>	98,553
1 to 2 months	<b>4,863</b>	19,893
2 to 3 months	<b>1,059</b>	5,370
Over 3 months	<b>3,605</b>	6,744
	<b>38,960</b>	130,560

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

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
At beginning of year	<b>12,791</b>	10,118
(Reversal of impairment losses)/Impairment losses, net	<b>(4,180)</b>	2,673
At end of year	<b>8,611</b>	12,791

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 and bills receivables are written off if past due for more than one year and are not subject to enforcement activity.

## 25. TRADE AND BILLS RECEIVABLES (CONTINUED)

As at 31 December 2021

	Gross carrying amount (RMB'000)	Expected credit losses (RMB'000)	Expected credit loss rate
Individually assessed	234	234	100%
Based on provision matrix	47,337	8,377	17.70%
	<b>47,571</b>	<b>8,611</b>	

  

	Ageing as at 31 December 2021		Total
	Within one year	Over one year	
Expected credit loss rate	2.77%	100.00%	
Gross carrying amount (RMB'000)	40,068	7,269	47,337
Expected credit losses (RMB'000)	1,108	7,269	8,377

As at 31 December 2020

	Gross carrying amount (RMB'000)	Expected credit losses (RMB'000)	Expected credit loss rate
Individually assessed	234	234	100%
Based on provision matrix	143,117	12,557	8.77%
	<b>143,351</b>	<b>12,791</b>	

  

	Ageing as at 31 December 2020		Total
	Within one year	Over one year	
Expected credit loss rate	2.90%	100.00%	
Gross carrying amount (RMB'000)	134,458	8,659	143,117
Expected credit losses (RMB'000)	3,898	8,659	12,557

## 26. PREPAYMENTS AND OTHER RECEIVABLES

	Note	2021 RMB'000	2020 RMB'000
Prepayments		41,427	58,761
Deposits and other receivables		83,535	53,721
Deposit from a related party	38(b)	1,500	1,500
		126,462	113,982
Impairment allowance		(6,295)	—
		120,167	113,982

Included in deposits and other receivables are loans and related interest receivables from three third parties at amounts of RMB16,434,000 (31 December 2020: RMB16,832,000), RMB5,553,000 (31 December 2020: RMB5,292,000) and RMB12,331,000 (31 December 2020: nil), respectively, which are interest-bearing at 2.5%, 5.22% and 4.25% per annum, respectively. The loans are unsecured and repayable in one year.

The Group's loans to third parties are subject to approval by the executive committee or the board of directors, depending on the amount lent.

Except for the loans receivable and interest receivables from third parties, other receivables are unsecured, non-interest-bearing and repayment on demand.

Management makes periodic collective assessments for other receivables as well as individual assessment on the recoverability of other receivables based on historical settlement records, past experience and other factors. As at 31 December 2021, a provision for impairment of RMB6,295,000 (31 December 2020: nil) for the above loans receivable and interest receivables was made with loss rates applied ranging from 8% to 90%.

The carrying amount of the remaining prepayments and other receivables that were neither past due nor impaired relates to other debtors for whom there was no recent history of default.

Details of impairment assessment of financial assets included in prepayments and other receivables for the year ended 31 December 2021 are set out in note 41.

The movement in the loss allowance for impairment of prepayments and other receivables is as follows:

	2021 RMB'000	2020 RMB'000
At beginning of year	—	—
Impairment losses, net	6,295	—
At end of year	6,295	—

## 27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS AND STRUCTURED BANK DEPOSITS

	2021 RMB'000	2020 RMB'000
<b>Financial assets at fair value through profit or loss</b>		
Wealth management products, at fair value	<b>21,937</b>	213,456
<b>Structured bank deposits</b>		
Structured bank deposits, in licensed banks in the PRC, at amortised cost	<b>306,900</b>	217,519

The above financial assets at fair value at 31 December 2021 were wealth management products issued by securities companies 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.

## 28. CASH AND CASH EQUIVALENTS AND TIME DEPOSIT WITH ORIGINAL MATURITY OF OVER THREE MONTHS

	2021 RMB'000	2020 RMB'000
Cash and bank balances	<b>76,055</b>	253,214
Time deposits	<b>151,940</b>	18,079
	<b>227,995</b>	271,293
Less: Time deposit with original maturity of over three months	<b>(100,000)</b>	–
Cash and cash equivalents	<b>127,995</b>	271,293

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 RMB31,276,000, RMB14,497,000 and RMB52,000, respectively (2020: RMB17,809,000, RMB14,288,000 and nil, 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.

## 29. TRADE 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>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Trade payables		
Within 30 days	<b>11,385</b>	19,318
31 to 90 days	<b>1,983</b>	2,012
91 to 180 days	<b>476</b>	222
181 to 360 days	<b>1,938</b>	2,658
	<b>15,782</b>	24,210

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

## 30. OTHER PAYABLES AND ACCRUALS

	Notes	<b>2021</b>	2020
		<b>RMB'000</b>	RMB'000
Contract liabilities	(a)	<b>14,404</b>	32,271
Other payables	(b)	<b>40,416</b>	45,316
Accruals		<b>10,630</b>	27,804
Other taxes payable		<b>7,662</b>	10,002
Payables to related parties	38(b)	<b>140</b>	98
		<b>73,252</b>	115,491

Notes:

(a) Details of contract liabilities as at 31 December 2021 and 1 January 2021 are as follows:

	<b>31 December 2021</b>	1 January 2021
	<b>RMB'000</b>	RMB'000
<i>Short-term advances received from customers</i>		
Sale of goods	<b>14,404</b>	32,271

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

### 31. LEASE LIABILITIES

	31 December 2021			31 December 2020		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
<b>Current</b>						
Lease liabilities (note 16(b))	4.35-4.75	2022	23,491	4.35-4.75	2021	32,776
<b>Non-current</b>						
Lease liabilities (note 16(b))	4.75	2023-2026	4,164	4.75	2022-2025	8,894

Analysed into:

	2021 RMB'000	2020 RMB'000
Within one year	23,491	32,776
In the second year	3,781	5,093
In the third to fifth years, inclusive	383	3,801
	4,164	8,894
	27,655	41,670

### 32. SHARE CAPITAL

#### Shares

	2021 HK\$'000	2020 HK\$'000
<b>Issued and fully paid:</b>		
3,445,450,000 (2020: 3,445,450,000) ordinary shares	344,545	344,545
Equivalent to RMB'000	280,661	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, remained 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.

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, 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.

### 33. SHARE OPTION SCHEME (CONTINUED)

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:

	2021		2020	
	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 year	0.2114	247,100	0.2114	261,800
Forfeited during the year	0.2114	(17,300)	0.2114	(14,700)
At end of year	0.2114	229,800	0.2114	247,100

The exercise price and exercise period of the share options outstanding at the end of 2021 are as follows:

Date of grant	Number of options '000	Exercise price HK\$ per share	Exercise period
10 December 2018	91,975	0.2114	10 December 2019 to 9 December 2023
10 December 2018	91,975	0.2114	10 December 2020 to 9 December 2023
10 December 2018	22,925	0.2114	10 December 2021 to 9 December 2023
10 December 2018	22,925	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, 17,300,000 share options became forfeited as ten of the grantees resigned and one of the grantees retired. The Company recognised a share option expense of RMB1,301,000 during the year ended 31 December 2021 (2020: RMB4,245,000).



**33. SHARE OPTION SCHEME (CONTINUED)**

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 2021, the Company had 229,800,000 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 229,800,000 additional ordinary shares of the Company and additional share capital of HK\$22,980,000 (equivalent to RMB18,788,448) and share premium of HK\$25,599,720 (equivalent to RMB20,930,331) (before issue expenses).

At the date of approval of these financial statements, the Company had 229,800,000 share options outstanding under the Share Option Scheme, which represented approximately 6.7% 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.

### 34. SHARE AWARD SCHEME (CONTINUED)

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.

No shares of the Company were purchased by the Trustee during the year ended 31 December 2021 (2020: The Trustee purchased 40,000,000 shares of the Company at a total cost (including related transaction costs) of HK\$5,424,000 (equivalent to RMB4,712,000)).

The Board has not yet granted any shares to any employees from 4 November 2014 to 31 December 2021.

### 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. 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 RMB31,543,000 (2020: RMB59,095,000) and RMB31,543,000 (2020: RMB59,095,000), respectively, in respect of lease arrangements for plant and properties.

During the year, the Group had non-cash addition to acquisition reserve of RMB2,106,000 (2020: nil) and deduction of non-controlling interests of RMB2,106,000 (2020: nil), respectively, in respect of acquisition of non-controlling interests.

#### (b) Changes in liabilities arising from financing activities

##### 2021

	Lease liabilities RMB'000
At 1 January 2021	41,670
Changes from financing cash flows	(47,599)
New leases	31,543
Interest expense	2,041
At 31 December 2021	27,655

##### 2020

	Lease liabilities RMB'000
At 1 January 2020	47,507
Changes from financing cash flows	(60,340)
New leases	59,095
Interest expense	3,222
Covid-19-related rent concessions from lessors	(7,814)
At 31 December 2020	41,670

### 36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Within operating activities	<b>44,078</b>	76,180
Within financing activities	<b>47,599</b>	60,340
	<b>91,677</b>	136,520

### 37. COMMITMENTS

(a) The Group had the following capital commitments at the end of the reporting period:

	<b>2021</b>	2020
	<b>RMB'000</b>	RMB'000
Contracted, but not provided for:		
Buildings	<b>27,705</b>	34,545
	<b>27,705</b>	34,545

### 38. RELATED PARTY TRANSACTIONS

(a) Other transactions with related parties:

- (i) During the year, the Group granted a loan amounted to RMB1,200,000 to Shanghai Shuncheng Intelligent Technology Co., Ltd., whose key management personnel was Zhang Yongli, the chairman and chief executive officer of the Group. The loan granted to Shanghai Shuncheng Intelligent Technology Co., Ltd. bore interest at 5% per annum and was repayable on demand. The loan was repaid in December 2021.
- (ii) During the year, the Group acquired a 100% interest in Panland Investment Co., Ltd. registered in Macao, 80% of which was acquired from Sun Jing who is the spouse of Zhang Yongli, the chairman and chief executive officer of the Group at a consideration of RMB19,000 and 20% of which was acquired from Huang Xiaoyun, an executive director and the chief financial officer of the Group at a consideration of RMB5,000.
- (iii) During the year, the Group acquired a 100% interest in Artway Design Co., Ltd. registered in Macao, 80% of which was acquired from Sun Jing who is the spouse of Zhang Yongli, the chairman and chief executive officer of the Group at a consideration of RMB19,000 and 20% of which was acquired from Huang Xiaoyun, an executive director and the chief financial officer of the Group at a consideration of RMB5,000.
- (iv) During the year, the Group purchased product tags amounting to RMB502,000 (2020: RMB260,000) from Wuxi Hengye Software Technology Co., Ltd. ("Wuxi Hengye"), whose key management personnel was Zhang Yongli, chairman and chief executive officer of the Group. Sun Jing, the spouse of Zhang Yongli, is a minority shareholder and holds 21.7% equity interest in Wuxi Hengye. The purchases were made on mutually agreed terms.
- (v) During the year, the Group provided rental services amounting to RMB222,000 (2020: RMB278,000) to Wuxi Hengye. The rental services were made on mutually agreed terms.

### 38. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Outstanding balances with related parties:

- (i) The Group had an outstanding balance of RMB38,000 (31 December 2020: RMB38,000) due to Sun Jing, the spouse of Zhang Yongli, the chairman and chief executive officer of the Group. The balance is unsecured, interest-free and has no fixed terms of repayment.
- (ii) The Group had an outstanding balance of RMB10,000 (31 December 2020: RMB10,000) due to Huang Xiaoyun, an executive director and the chief financial officer of the Group. The balance is unsecured, interest-free and has no fixed terms of repayment.
- (iii) The Group had an outstanding balance of RMB42,000 (31 December 2020: nil) due to Wuxi Hengye. The balance is unsecured, interest-free and has no fixed terms of repayment.
- (iv) The Group had an outstanding deposit of RMB1,500,000 (31 December 2020: RMB1,500,000) due from Wuxi Hengye. The balance is unsecured, interest-free and has no fixed terms of repayment.
- (v) The Group had an outstanding deposit of RMB50,000 (31 December 2020: RMB50,000) due to Wuxi Hengye. The balance is unsecured, interest-free and has no fixed terms of repayment.

(c) Compensation of key management personnel of the Group, including directors' remuneration as detailed in note 9 above, is as follows:

	2021 RMB'000	2020 RMB'000
Fees	2,678	2,803
Salaries, allowances and benefits in kind	5,204	5,775
Equity-settled share option expenses	338	2,101
Pension scheme contributions	189	84
<b>Total compensation paid to key management personnel</b>	<b>8,409</b>	10,763

38(a)(ii)&(iii) constituted connected transactions as defined in Chapter 14A of the Listing Rules. The Company is of the view that both transactions were de minimis transactions and were therefore fully exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Rule 14A.76(1) of the Listing Rules ("Fully Exempt CT").

### 39. 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:

**2021**

Financial assets	Financial assets at fair value through profit or loss	Financial assets designated 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 designated at fair value through other comprehensive income	—	32,134	—	32,134
Trade and bills receivables	—	—	38,960	38,960
Financial assets included in prepayments and other receivables (note 26)	—	—	78,740	78,740
Financial assets at fair value through profit or loss	21,937	—	—	21,937
Structured bank deposits	—	—	306,900	306,900
Cash and cash equivalents	—	—	227,995	227,995
	21,937	32,134	652,595	706,666

### 39. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

2020

Financial assets	Financial assets at fair value through profit or loss	Financial assets designated 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 designated at fair value through other comprehensive income	—	42,962	—	42,962
Trade and bills receivables	—	—	130,560	130,560
Financial assets included in prepayments and other receivables (note 26)	—	—	55,221	55,221
Financial assets at fair value through profit or loss	213,456	—	—	213,456
Structured bank deposits	—	—	217,519	217,519
Cash and cash equivalents	—	—	271,293	271,293
	213,456	42,962	674,593	931,011
<b>Financial liabilities</b>			<b>Financial liabilities at amortised cost</b>	
			<b>2021</b>	2020
			<b>RMB'000</b>	RMB'000
Trade payables			<b>15,782</b>	24,210
Lease liabilities			<b>27,655</b>	41,670
Financial liabilities included in other payables and accruals (note 30)			<b>40,556</b>	45,414
			<b>83,993</b>	111,294



#### 40. 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	
	2021 RMB'000	2020 RMB'000	2021 RMB'000	2020 RMB'000
<b>Financial assets</b>				
Equity investments designated at fair value through other comprehensive income	32,134	42,962	32,134	42,962
Financial assets at fair value through profit or loss	21,937	213,456	21,937	213,456
	<b>54,071</b>	256,418	<b>54,071</b>	256,418

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.

#### 40. 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 2021

	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	31,824	—	—	31,824
Equity investments designated at fair value through other comprehensive income — unlisted	—	—	310	310
Financial assets at fair value through profit or loss	—	21,937	—	21,937
	31,824	21,937	310	54,071

#### 40. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

##### Fair value hierarchy (Continued)

##### Assets measured at fair value (Continued)

As at 31 December 2020

	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	41,767	–	–	41,767
Equity investments designated at fair value through other comprehensive income – unlisted	–	–	1,195	1,195
Financial assets at fair value through profit or loss	–	213,456	–	213,456
	41,767	213,456	1,195	256,418

The movements in fair value measurements within Level 3 during the year are as follows:

	2021 RMB'000	2020 RMB'000
Equity investments designated at fair value through other comprehensive income – unlisted		
At 1 January	1,195	1,575
Total losses recognised in other comprehensive loss	(885)	(380)
At 31 December	310	1,195

##### Liabilities measured at fair value

The Group did not have any financial liabilities measured at fair value as at 31 December 2021 (2020: Nil).

## 41. 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\$ 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):

	Increase/ (decrease) in HK\$ exchange rate %	Increase/ (decrease) in equity* RMB'000
<b>31 December 2021</b>		
If RMB weakens against HK\$	5	(15,063)
If RMB strengthens against HK\$	(5)	15,063
31 December 2020		
If RMB weakens against HK\$	5	(14,736)
If RMB strengthens against HK\$	(5)	14,736

\* Excluding retained profits

#### 41. 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 2021

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. 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		Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade and bills receivables*	—	—	—	47,571	47,571
Financial assets included in prepayments and other receivables					
– Normal**	63,048	—	—	—	63,048
– Doubtful**	16,434	—	5,553	—	21,987
Cash and cash equivalents					
– Not yet past due	227,995	—	—	—	227,995
	307,477	—	5,553	47,571	360,601

#### 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Credit risk (Continued)

##### Maximum exposure and year-end staging as at 31 December 2020

	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade and bills receivables*	—	—	—	143,351	143,351
Financial assets included in prepayments and other receivables					
— Normal**	55,221	—	—	—	55,221
Cash and cash equivalents					
— Not yet past due	271,293	—	—	—	271,293
	326,514	—	—	143,351	469,865

\* For trade and bills receivables to which the Group applies the simplified approach for impairment, information is disclosed in note 25 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”.

##### 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.

#### 41. 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 2021			Total RMB'000
	On demand RMB'000	Less than 1 year RMB'000	Over 1 year RMB'000	
Trade payables	—	15,782	—	15,782
Lease liabilities	—	24,141	4,265	28,406
Financial liabilities included in other payables and accruals	—	40,556	—	40,556
	—	80,479	4,265	84,744

  

	31 December 2020			Total RMB'000
	On demand RMB'000	Less than 1 year RMB'000	Over 1 year RMB'000	
Trade payables	—	24,210	—	24,210
Lease liabilities	—	34,376	9,316	43,692
Financial liabilities included in other payables and accruals	—	45,414	—	45,414
	—	104,000	9,316	113,316

#### 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### 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.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes trade 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:

	2021 RMB'000	2020 RMB'000
Trade payables	15,782	24,210
Financial liabilities included in other payables and accruals	40,556	45,414
Less: Cash and cash equivalents	(227,995)	(271,293)
Net debt	(171,657)	(201,669)
Capital	1,487,756	1,655,691
Capital and net debt	1,316,099	1,454,022
Gearing ratio	—	—

#### 42. EVENTS AFTER THE REPORTING PERIOD

There have been no events subsequent to the year end which require adjustment of or disclosure in the financial statements or notes thereto.



### 43. 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>2021</b>	2020
	<b>RMB'000</b>	RMB'000
<b>NON-CURRENT ASSETS</b>		
Property	<b>26,259</b>	27,678
Other intangible assets	<b>6,876</b>	10,476
Investments in subsidiaries	<b>1,059,488</b>	1,227,146
<b>Total non-current assets</b>	<b>1,092,623</b>	1,265,300
<b>CURRENT ASSETS</b>		
Prepayments and other receivables	<b>16,409</b>	17,348
Amounts due from subsidiaries	<b>165,195</b>	167,524
Cash and cash equivalents	<b>251,262</b>	257,594
<b>Total current assets</b>	<b>432,866</b>	442,466
<b>CURRENT LIABILITIES</b>		
Amounts due to subsidiaries	<b>474,611</b>	495,837
Other payables and accruals	<b>260</b>	203
<b>Total current liabilities</b>	<b>474,871</b>	496,040
<b>NET CURRENT LIABILITIES</b>	<b>(42,005)</b>	(53,574)
<b>Net assets</b>	<b>1,050,618</b>	1,211,726
<b>EQUITY</b>		
Issued capital	<b>280,661</b>	280,661
Shares held for share award scheme (note)	<b>(30,946)</b>	(30,946)
Reserves (note)	<b>800,903</b>	962,011
<b>Total equity</b>	<b>1,050,618</b>	1,211,726

#### 43. 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 2020	543	2,646,255	14,491	(26,234)	188,119	(1,523,916)	1,299,258
Total comprehensive loss for the year	—	—	—	—	(82,243)	(285,483)	(367,726)
Equity-settled share option arrangements	—	—	4,245	—	—	—	4,245
Share Award Scheme	—	—	—	(4,712)	—	—	(4,712)
As at 31 December 2020 and 1 January 2021	543	2,646,255	18,736	(30,946)	105,876	(1,809,399)	931,065
Total comprehensive loss for the year <sup>^</sup>	—	—	—	—	4,920	(167,329)	(162,409)
Equity-settled share option arrangements	—	—	1,301	—	—	—	1,301
As at 31 December 2021	543	2,646,255	20,037	(30,946)	110,796	(1,976,728)	769,957

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 capital when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

<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 RMB170,601,000 in the Company's financial statements for the year ended 31 December 2021. 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 2021.

#### 44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 21 March 2022.

# 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:

	<b>2021</b>	2020	2019	2018	2017
	<b>RMB'000</b>	RMB'000	RMB'000	RMB'000	RMB'000
<b>Results</b>					
REVENUE	<b>323,509</b>	727,755	818,747	898,295	918,340
Cost of sales	<b>(128,898)</b>	(250,689)	(180,751)	(215,983)	(291,912)
Gross profit	<b>194,611</b>	477,066	637,996	682,312	626,428
Other income and gains	<b>17,230</b>	21,437	30,168	47,135	25,698
Selling and distribution expenses	<b>(275,725)</b>	(409,338)	(485,534)	(495,697)	(477,177)
Administrative expenses	<b>(52,522)</b>	(59,562)	(82,511)	(63,573)	(59,612)
Impairment losses on financial assets, net	<b>(2,115)</b>	(2,673)	(1,686)	(4,371)	(796)
Other expenses	<b>(9,304)</b>	(103,187)	(55,105)	(79,880)	(46,621)
Finance income	<b>14,476</b>	15,894	18,523	20,726	28,664
Finance costs	<b>(2,041)</b>	(3,222)	(3,404)	—	(4,398)
Share of profits and losses of:					
Joint ventures	<b>—</b>	—	(160)	2,563	1,454
An associate	<b>(927)</b>	(1,613)	(4,484)	(1,242)	(456)
(LOSS)/PROFIT BEFORE TAX	<b>(116,317)</b>	(65,198)	53,803	107,973	93,184
Income tax expense	<b>(35,546)</b>	(54,456)	(34,098)	(47,138)	(37,405)
(LOSS)/PROFIT FOR THE YEAR	<b>(151,863)</b>	(119,654)	19,705	60,835	55,779
Attributable to:					
Owners of the parent	<b>(151,815)</b>	(122,154)	19,930	60,179	54,850
Non-controlling interests	<b>(48)</b>	2,500	(225)	656	929
	<b>2021</b>	2020	2019	2018	2017
	<b>RMB'000</b>	RMB'000	RMB'000	RMB'000	RMB'000
<b>Assets, Liabilities and Non-controlling interests</b>					
TOTAL ASSETS	<b>1,745,801</b>	1,984,611	2,198,555	2,140,524	2,076,776
TOTAL LIABILITIES	<b>258,129</b>	326,850	385,822	362,194	340,969
Non-controlling interests	<b>(84)</b>	2,070	(430)	(205)	705