

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 20-F/A**

(Amendment No. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-34958

**CHINA XINIYA FASHION LIMITED**

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of Incorporation or Organization)

2nd Floor, 90 An Ling Er Road,  
Xiamen City, Fujian Province 361010  
People's Republic of China  
(Address of Principal Executive Offices)

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2nd Floor, 90 An Ling Er Road,  
Xiamen City, Fujian Province 361010  
People's Republic of China

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Exchange on which registered</u>
Ordinary shares, par value \$0.00005 per share	New York Stock Exchange*
American depository shares, each representing 16 ordinary shares	New York Stock Exchange

\* Not for trading but only in connection with the listing on New York Stock Exchange of the American depository shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2016: **227,716,692 Ordinary Shares, par value \$0.00005 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

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## CONVENTIONS THAT APPLY TO THIS ANNUAL REPORT

Unless otherwise indicated, references in this annual report to:

- “ADRs” are to the American depositary receipts that evidence our ADSs;
- “ADSs” are to our American depositary shares. From November 23, 2010 to December 17, 2014, each ADS represented four ordinary shares, par value \$0.00005 per share. After the reverse stock split on December 18, 2014, each ADS represents 16 ordinary shares, par value \$0.00005 per share;
- “China” or the “PRC” are to the People’s Republic of China, excluding, for the purpose of this annual report only, Taiwan and the special administrative regions of Hong Kong and Macau;
- “China Xiniya,” “we,” “us,” “our company,” “the Company” and “our” refer to China Xiniya Fashion Limited, its predecessor and its consolidated subsidiaries;
- “first-tier cities” are to Beijing, Shanghai, Guangzhou and Shenzhen;
- “fourth-tier cities” are to county-level and other township-level cities in the PRC;
- “Fujian Xiniya” are to Fujian Xiniya Garments and Weaving Co., Ltd., our wholly owned subsidiary in the PRC;
- “HK\$” are to the legal currency of Hong Kong;
- “Hong Kong” are to the Hong Kong Special Administrative Region of the PRC;
- “Jinjiang Xiniya” are to Jinjiang Xiniya Garments and Weaving Co., Ltd., one of our related parties in the PRC;
- “RMB” and “Renminbi” are to the legal currency of China;
- “second- and lower-tier cities” are to second-tier cities, third-tier cities and fourth-tier cities in the PRC;
- “second-tier cities” are to provincial capital cities and the capital cities of the autonomous regions in the PRC, excluding first-tier cities;
- “shares” or “ordinary shares” are to our ordinary shares, par value \$0.00005 per share;
- “Shishi Xiniya” are to Shishi Xiniya Garments and Weaving Co., Ltd., our predecessor, one of our related parties in the PRC from October 2005 to January 2009 and an independent third party after January 2009;
- “third-tier cities” are to prefecture-level cities in the PRC, excluding first- and second-tier cities;
- “U.S. dollars” and “\$” are to the legal currency of the United States; and
- “Xiniya Hong Kong” are to Xiniya Holdings Limited, our wholly owned subsidiary in Hong Kong, which owns 100% equity interest in Fujian Xiniya.

This annual report includes our audited consolidated statements of comprehensive income/(loss) data for the years ended December 31, 2014, 2015 and 2016, and consolidated statements of financial position data as of December 31, 2015 and 2016.

We completed the initial public offering of 8,000,000 ADSs, each representing four ordinary shares, on November 29, 2010. On November 23, 2010, we listed our ADSs on the New York Stock Exchange under the symbol “XNY.” After the reverse stock split on December 18, 2014, from December 18, 2014 onwards, each ADS represents 16 ordinary shares.

## FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to our business, operating results and financial condition as well as our current expectations, assumptions, estimates and projections about our industry. All statements other than statements of historical fact in this annual report are forward-looking statements. These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under “Risk Factors,” which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements.

In some cases, these forward-looking statements can be identified by words or phrases such as “aim,” “anticipate,” “believe,” “continue,” “estimate,” “expect,” “intend,” “is/are likely to,” “may,” “plan,” “potential,” “will” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- our anticipated growth strategies;
- our future business development, financial condition and results of operations;
- market acceptance of our products and product candidates;
- our ability to manage the expansion of our operations;
- our ability to successfully develop and improve our products;
- our ability to effectively protect our intellectual property and trade secrets and not infringe on the intellectual property and trade secrets of others;
- the sufficiency of our existing and future intellectual property right protections;
- our ability to obtain and/or maintain regulatory approval for our operations;
- changes in the men’s business casual apparel industry in China;
- competition from other manufacturers of men’s business casual apparel products;
- the expected growth for the men’s business casual apparel industry in China; and
- fluctuations in general economic and business conditions in China.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this annual report and the documents that we reference in this annual report and/or file as exhibits to this annual report completely and with the understanding that our actual future results may be materially different from what we expect.

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION**

**A. Selected Financial Data**

The following selected consolidated financial data for the years ended December 31, 2012, 2013, 2014, 2015 and 2016 have been derived from our audited consolidated financial statements, which have been audited by other auditors, an independent registered public accounting firm for the years ended December 31, 2012, 2013, 2014 and 2015, and by RT LLP, an independent registered public accounting firm for the year ended December 31, 2016. The audit reports on our consolidated financial statements as of December 31, 2015 and 2016 and for the years ended December 31, 2014, 2015 and 2016 are included elsewhere in this annual report. The selected consolidated financial information for those periods and as of those dates are qualified by reference to those financial statements and the related notes, and should be read in conjunction with them and with “Item 5. Operating and Financial Review and Prospects.” The selected statements of comprehensive income data for the years ended December 31, 2012 and 2013 and the selected statements of financial position data as of December 31, 2012, 2013 and 2014 have been derived from our audited consolidated financial statements, which are not included in this annual report. Our consolidated financial statements are prepared and presented in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB. Our historical results do not necessarily indicate our results expected for any future periods.

	For the Year Ended December 31,					
	2012	2013	2014	2015	2016	
	RMB	RMB	RMB	RMB	RMB	\$
(amounts in thousands, except for per share data)						
<b>Selected Statement of Comprehensive Income/(Loss) Data</b>						
<b>Revenues</b>						
Business casual <sup>(1)</sup>	1,281,872	1,222,567	350,488	439,602	243,706	35,101
Business formal <sup>(1)</sup>	80,256	77,460	23,086	26,459	15,394	2,217
Accessories <sup>(1)</sup>	21,559	20,793	6,595	6,105	7,720	1,112
Total revenues <sup>(1)</sup>	1,383,687	1,320,820	380,169	472,166	266,820	38,430
<b>Operating costs and expenses</b>						
Cost of sales <sup>(1)</sup>	(922,326)	(932,639)	(431,540)	(741,172)	(365,066)	(52,580)
Selling and distribution expenses	(214,132)	(238,855)	(166,158)	(269,448)	(229,247)	(33,018)
Administrative expenses	(30,491)	(32,620)	(30,178)	(25,220)	(20,618)	(2,970)
Total operating costs and expenses	(1,166,949)	(1,204,114)	(627,876)	(1,035,840)	(614,931)	(88,568)
<b>Operating Income/(Loss)</b>	216,738	116,706	(247,707)	(563,674)	(348,111)	(50,138)
Interest and other income	18,953	19,491	22,271	18,095	2,822	406
<b>Income/(Loss) Before Tax</b>	235,691	136,197	(225,436)	(545,579)	(345,289)	(49,732)
Income tax (expense)/benefit	(60,240)	(39,030)	54,760	(54,760)	—	—
<b>Profit/(Loss)</b>	175,451	97,167	(170,676)	(600,339)	(345,289)	(49,732)
Earnings/(loss) per ordinary share, basic and diluted <sup>(2)</sup>	0.76	0.43	(0.75)	(2.64)	(1.52)	(0.22)
Weighted average number of ordinary shares used in computing basic and diluted earnings per ordinary share	229,544,101	227,716,692	227,716,692	227,716,692	227,716,692	227,716,692
Earnings/(loss) per ADS <sup>(3)</sup>	12.16	6.88	(12.00)	(42.24)	(24.32)	(3.52)
Dividends declared per share	N/A	N/A	N/A	N/A	N/A	N/A

(1) In reassessing its 2014 presentation of the loss on inventory buyback and the components within this line item, the Company made a determination that the components of the transaction that resulted in this loss on inventory buyback amount of RMB274,266 should be revised to reclassify and reallocate this amount between the revenue and cost of sales line items, thereby eliminating the loss on inventory buyback line item.

The Company evaluated the materiality of this revision, quantitatively and qualitatively, and concluded it did not constitute a material change to the Company’s previously issued financial statements for the year ended December 31, 2014. However, the Company elected to revise these 2014 financial statements to avoid inconsistencies with its financial statements for the year ended December 31, 2015.

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- (2) Earnings per share is calculated by dividing net income attributable to the equity holders of our company by the weighted average number of ordinary shares outstanding during each of the periods reported. The weighted average ordinary shares outstanding during the respective periods have been retrospectively adjusted to reflect the July 2010 capitalization that resulted in the issuance of 10,000 ordinary shares of China Xiniya Fashion Limited, the share split effected on November 4, 2010.
- (3) From November 23, 2010 to December 17, 2014, each ADS represented four ordinary shares. After the reverse stock split on December 18, 2014, each ADS represents 16 ordinary shares. Earnings per ADS is calculated by dividing net income attributable to the equity holders of our company by the weighted average number of ordinary shares outstanding during each of the periods reported and multiplying by 16. Earnings/(loss) per ADS during the respective periods have been retrospectively adjusted to reflect the July 2010 capitalization that resulted in the issuance of 10,000 ordinary shares of China Xiniya Fashion Limited, the share split effected on November 4, 2010 and the reverse stock split on December 18, 2014.

	As of December 31,					\$
	2012	2013	2014	2015	2016	
	RMB	RMB	RMB	RMB	RMB	
	(amounts in thousands)					
<b>Selected Statement of Financial Position Data</b>						
Cash and cash equivalents	1,096,103	806,467	985,097	203,371	35,168	5,065
Total current assets	1,611,284	1,646,724	1,537,589	913,434	506,601	72,966
Total non-current assets	37,061	26,723	75,309	21,305	39,106	5,632
Total assets	1,648,345	1,673,447	1,612,898	934,739	545,707	78,598
Total current liabilities	245,338	173,261	281,794	202,980	157,748	22,720
Net assets	1,403,007	1,500,186	1,331,104	731,759	387,959	55,878
Total shareholders' equity	1,403,007	1,500,186	1,331,104	731,759	387,959	55,878
Total liabilities and equity	1,648,345	1,673,447	1,612,898	934,739	545,707	78,598

**Exchange Rate Information**

We publish our financial statements in Renminbi. This annual report contains translations of Renminbi amounts into U.S. dollars at specified rates solely for the convenience of the reader. Unless otherwise noted, all translations from Renminbi to U.S. dollars were made at the rate as certified by the Federal Reserve Board of the United States as of December 31, 2016, which was RMB6.9430 to \$1.00. No representation is made that the Renminbi amounts referred to in this annual report could have been or could be converted into U.S. dollars at any particular rate or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of Renminbi into foreign exchange and through restrictions on foreign trade. On March 31, 2017, the exchange rate as published by the Federal Reserve Board was RMB6.8832 to \$1.00.

The following table sets forth information concerning exchange rates between the RMB and the U.S. dollar for the periods indicated.

	Certified Exchange Rate <sup>(1)</sup>			
	Period End	Average <sup>(2)</sup>	Low	High
2012	6.2301	6.2990	6.3879	6.2221
2013	6.0537	6.1412	6.2438	6.0537
2014	6.2046	6.1886	6.2256	6.1490
2015	6.4778	6.2821	6.1124	6.4896
2016	6.9430	6.6412	6.4480	6.9580
October	6.7735	6.7303	6.6685	6.7819
November	6.8837	6.8402	6.7534	6.9195
December	6.9430	6.9198	6.8771	6.9580
2017				
January	6.8768	6.8907	6.8360	6.9575
February	6.8665	6.8694	6.8517	6.8821
March	6.8832	6.8940	6.8687	6.9132

(1) The exchange rate refers to the exchange rate as set forth in the H.10 statistical release of the Federal Reserve Board.

(2) Annual averages are calculated from month-end rates. Monthly averages are calculated using the average of the daily rates during the relevant period.

## B. Capitalization and Indebtedness

Not applicable.

## C. Reasons for the Offer and Use of Proceeds

Not applicable.

## D. Risk Factors

### Risks Relating to Our Business and Our Industry

***We rely heavily on our Xiniya brand. Failure to successfully maintain or promote our brand may adversely affect our results of operations.***

We sell all our products under our Xiniya brand, from which we derive all of our revenues. Therefore, our Xiniya brand is critical for our success as we believe market perception of a brand is one of the key factors for consumers to make decisions to purchase men's apparel. Our Xiniya brand has been designed to portray a successful, stylish yet relaxed lifestyle philosophy. We incurred approximately RMB56.8 million, RMB47.6 million and RMB30.1 million (\$4.3 million) on our advertising and promotion activities in the years ended December 31, 2014, 2015 and 2016, respectively. If we are unsuccessful in promoting our Xiniya brand or fail to maintain our brand position, market perception and consumer acceptance of our Xiniya brand may diminish, and our business, results of operations and prospects may be materially adversely affected. Any negative publicity or disputes involving our Xiniya brand, products or the loss of any awards associated with our Xiniya brand could materially adversely affect our business, financial condition, results of operations and prospects.

***We rely on distributors and authorized retailers to distribute our products to end consumers, to expand our authorized retail network and to achieve our growth target. The loss of, or significant decrease in, sales to our distributors and our authorized retailers could have a material adverse effect on our financial condition and results of operations.***

As of December 31, 2016, our products were sold at one flagship outlet owned and directly operated by us and 446 authorized retail outlets, including 28 outlets owned and managed by our distributors, one flagship outlet owned and managed by our distributors, a retail website operated and managed by a distributor, 168 authorized retail outlets owned and managed by 142 authorized retailers supervised by our 12 distributors, and 248 authorized retail outlets owned and managed by 206 authorized retailers supervised by us. We generate substantially all of our revenues from the sales of our products to distributors and authorized retailers. Sales generated by our five best-performing distributors accounted for 23.7%, 21.4% and 17.5% of our revenues in 2014, 2015 and 2016, respectively. During the same periods, sales to our single largest distributor accounted for 6.4%, 5.6% and 6.8%, respectively, of our revenues.

We are subject to the following risks arising from our reliance on our distributors and authorized retailers:

- we typically enter into agreements with each of our distributors and authorized retailers for a one-year term and renew the agreements before their expiration, and the agreements we have with our existing distributors and authorized retailers may not be renewed on the same or similar terms, or at all;
- our existing distributors and authorized retailers may not continue to place orders with us at historical levels or at all, and if any of our major distributors or authorized retailers substantially reduces its volume of purchases from us or ceases its business relationship with us, our financial condition and results of operations may be materially adversely affected;
- most of the distributors of our products are given exclusivity over their respective regions (usually an entire province or municipality), and if any of them terminates or does not renew its distributorship agreement with us, we may not be able to replace it with a new distributor in a timely manner, or the replacement distributor may not be able to manage the same network of retailers or a network of retailers of similar scale; if we are unable to locate a replacement distributor, we would lose sales generated from the retail outlets in the entire region and our financial condition and results of operations could be materially adversely affected; and
- if any of our distributors and authorized retailers fails to adhere to its contractual obligation to distribute our products on an exclusive basis, our brand image and sales could be materially adversely affected.



In 2013, in order to improve sales performance in Inner Mongolia Autonomous Region and Hebei Province, we reorganized the distribution system in these areas and consolidated their management under the distributor based in Beijing. We and our existing distributors in Inner Mongolia Autonomous Region and Hebei Province mutually agreed to cease our business relationship immediately after these distributors fulfilled their obligation to distribute the 2013 Spring and Summer Collections to the authorized retailers. In February 2014, a distributor in Dalian City was merged into the distributor in Shenyang Province due to its poor sales performance.

In 2015, we acquired a retail network from five distributors in Heilongjiang Province, Fujian Province, Henan Province, Liaoning Province and Anhui Province for RMB164.5 million due to what we believe was a lack of commitment to our business. The retail network consists of 140 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us. Instead, they were direct customers of and had direct contractual relationships with these five distributors. After this acquisition, these distributors ceased contractual relationship with these authorized retailers and ceased their distributorship of our products in these five provinces. The authorized retailers became direct customers of, and now have direct contractual relationship with, our company.

In 2016, we acquired a retail network from nine distributors in Gansu and Ningxia Provinces; Eastern Shandong Province; Western Shandong Province; Guangxi Province; Shanxi Province; Jilin Province; Sichuan Province; Inner Mongolia and Hebei Provinces, Beijing and Tianjin Cities; and Chongqing City for RMB151.0 million (\$21.7 million) due to what we believe was a lack of commitment to our business. The retail network consists of 149 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us. Instead, they were direct customers of and had direct contractual relationships with these nine distributors. After this acquisition, these distributors ceased contractual relationship with these authorized retailers and ceased their distributorship of our products in these areas. The authorized retailers became direct customers of, and now have direct contractual relationship with, our company.

Due to the softening of China's economic growth and a challenging retail environment, purchase orders from our direct customers fell by 9.8% in terms of total orders for the 2014 Spring and Summer Collection, by 48% for the 2014 Fall and Winter Collection, by 40% for the 2015 Spring and Summer Collection, by 20% for the 2015 Fall Collection, by 17% for the 2016 Spring and Summer Collection, by 29% for the 2016 Fall Collection, by 45% for the 2016 Winter Collection and by 19% for the 2017 Spring and Summer Collection, when compared to the total orders for the corresponding periods in the previous year. However, there was an increase in purchase orders of 15% for the 2015 Winter Collection, when compared to the total orders of the corresponding period in the previous year.

In addition, due to the softening of China's economic growth and a challenging retail environment, a net total of 57 retail outlets were closed in 2016, consisting of 127 new retail outlets opened and 184 retail outlets closed. For the three months ended March 31, 2017, a net total of 15 retail outlets were closed, consisting of six new retail outlets opened and 21 retail outlets closed. The total number of retail outlets was 432 as of March 31, 2017. Implementation of our growth strategy involves the maintenance and expansion of our authorized retail network, which is owned and managed by third parties, requires close cooperation by our distributors and is subject to many factors beyond our control. The number and timing of new authorized outlets actually opened during any given period, and their contribution to our distributors' performance, which in turn will affect our results of operations, depend on a number of factors including, but not limited to, the following:

- availability of suitable locations;
- availability of financing to us, our distributors or authorized retailers supervised by our distributors;
- complexity of the process for applying for all necessary licenses and permits for the new outlets;
- hiring and training of qualified sales personnel;
- consumers' acceptance of our products at specific areas; and
- implementation of our sales and marketing policies at the new outlets.

If we or our distributors are unable to effectively manage these risks, we may not achieve our expansion goals and may fail to achieve our desired growth.

***A distributor's failure to distribute our products to the authorized retail network in its territory could materially adversely affect the business of the authorized retailers of an entire geographic area, as well as our reputation, brand image and results of operations.***

As most of our distributors have exclusive distribution rights over a certain province, autonomous region or municipality, the failure by such distributor to perform obligations under its distributorship agreement with us may result in a material adverse effect on the business of authorized retailers in such area. If any of our distributors becomes unable or unwilling to supply our products to authorized retailers in the area over which it has exclusive distribution rights, the business of the authorized retailers operating in that area will be materially adversely affected. In addition, if any distributor fails to manage the distribution of our products among the authorized retail outlets located in its authorized region, some authorized retail outlets may have insufficient inventory of a particular product while others outlets have excess inventory of such product, which could adversely affect the sale of our products in that region. The failure of any distributor to distribute our products according to the agreed terms may result in material adverse impact on our financial condition and results of operations. Any disruption in the retail network of our products may materially adversely affect our reputation, brand image and results of operations.

***Some of our distributors and authorized retailers may fail to pay us for their purchases in a timely manner. Such failure to make timely payment could materially adversely affect our financial condition and results of operations.***

Our distributors and authorized retailers place advance purchase orders at our sales fairs three times a year. From July 2014 to June 2015, trade receivables generally had credit terms ranging from 120 to 240 days. Beginning in July 2015, we implemented additional credit policies and credit limits with the distributors and retailers. Generally, credit limits are established for approved distributors and retailers based upon a proportion of historical customer orders (generally, 50% of prior orders). Any receivable balance in excess of the credit limit is generally due within 30 days. Receivable amounts within credit limits are generally due within 180 to 270 days. Established credit limits are subject to terms and conditions, non-compliance with such terms resulting in amounts due generally within 90 days. We may not be able to receive payment for our products on time or at all if our distributors or authorized retailers encounter financial difficulties. While we perform routine credit evaluations of the financial condition of our distributors and authorized retailers, we generally require no collateral from our distributors and authorized retailers to secure their payment obligations. As our sales increase, the amount of accounts receivable from our distributors and authorized retailers may increase. If any distributor or authorized retailer fails to pay us for its purchases in a timely manner, our financial condition and results of operations could be materially adversely affected.

Although China experienced significant economic recovery from the global financial crisis and economic downturn since 2009, a global economic crisis of similar or a more severe scale may occur. During recent years, the Chinese economy experienced a softening of economic growth, while the menswear industry is facing a downturn. The impact of the current and possible future economic downturn on our distributors and authorized retailers cannot be predicted and may be severe, causing a significant deterioration of their businesses. If that happens, they may reduce the volume of their purchase orders significantly and fail to pay us in a timely manner or at all. As a result, our financial condition and results of operations may be materially adversely affected. In addition, if there are not sufficient products in the authorized retail outlets due to the reduction in purchase volume by our distributors and authorized retailers, our brand image and reputation may be materially adversely affected.

***Consumer sales of our products are conducted by distributors and authorized retailers over whom we have limited control.***

We sell a substantial part of our products to our authorized retailers and distributors, who in turn distribute our products to end consumers through their self-managed retail outlets and through retail outlets owned and operated by authorized retailers. For authorized retailers with whom we do not have direct contractual relationships, we rely on distributors to oversee their self-managed retail outlets and retail outlets owned and managed by authorized retailers. As we have no direct control over the authorized retailers, we are only able to require them to comply with our policies, such as exclusivity, customer service, outlet image and pricing, through our distributors based on the distributorship agreements. Any deviation by our distributors and authorized retailers from our marketing and pricing policies or aggressive discounting of the retail prices of our products could result in the erosion of goodwill, a decrease in the market value of our Xiniya brand and an unfavorable public perception about the quality of our products, thus resulting in a material adverse effect on our business, financial condition, results of operations and prospects.

***We operate in a very competitive market and the intense competition we face may result in a decline in our market share and lower profit margins.***

We operate in the business and leisure apparel sector of the overall men's apparel industry in the PRC, which is highly competitive. Participants in this market include both international and domestic brands which compete in, among other things, brand loyalty, product variety, product design, product quality, marketing and promotion, retail network coverage, price and the ability to meet delivery commitments to distributors and retailers. This competition has led to leading brands continuing to gain market share at the expense of less established and lower-end brands. We may not be able to compete effectively against competitors who may have greater financial resources, greater scale of production, superior product design, better brand recognition and a wider, more diversified and established retail network. To compete effectively and maintain our market share, we may be forced to, among other actions, reduce prices, provide more sales incentives to our distributors and authorized retailers and increase selling expenditures, which may in turn materially adversely affect our profit margins and results of operations.

***We may not be able to accurately track inventory levels at our distributors or authorized retailers.***

Our ability to track the sales by our distributors to third-party retailers and the ultimate retail sales by the retailers, and consequently their respective inventory levels, is limited. We have implemented a policy requiring our distributors to provide us with their sales reports on a monthly basis and we carry out random on-site inspections of the authorized retail outlets to track their inventories. The purpose of tracking inventory levels is mainly to gather information regarding the market acceptance of our products so that we can reflect consumers' preferences in the design and development of our products for the next season. The tracking of inventory levels also helps us to understand the market recognition of our products in a particular region, and thus allows us to adjust our marketing strategy if necessary. The implementation of the policy, however, requires the distributors to accurately report the relevant data to us in a timely manner, which is largely dependent on the cooperation of our distributors. We may not always obtain the required data in time and the data our distributors provide to us may be inaccurate or incomplete.

We plan to implement an enterprise resource planning, or ERP, system that will allow us to track sales at the authorized retail outlets on a timely basis. In January 2012, we entered into an agreement to utilize and customize Burgeon Programming and Design's ERP software, which we have been using internally since January 2013. We spent approximately RMB11.0 million (\$1.6 million) on the ERP software. This ERP system is expected to facilitate the processing of basic replenishment orders from our distributors, the movement of products through our authorized retail network, and the collection of information for planning and forecasting purposes. If we are unable to roll out the ERP system as planned, we may not be able to accurately track the inventory levels of our distributors or the authorized retail outlets on a timely basis. Inaccurate, mistaken, incomplete or delayed data regarding inventory levels may mislead us resulting in poor business judgments for our marketing efforts and sales strategies. If that happens, our operations and financial results may be materially adversely affected. In addition, if our distributors or authorized retailers cannot manage inventory levels properly, their future orders of our products may be reduced, which would materially adversely affect our future business, financial condition, results of operations and prospects.

***We are heavily dependent on certain of our key management personnel and design and technical personnel. Our inability to attract, retain and motivate qualified personnel could adversely affect our business and growth prospects.***

Our success depends heavily on our ability to attract, retain and motivate key personnel, including senior managerial and design and technical personnel. In particular, we rely on the continued services of Mr. Qiming Xu, our Founder, Chairman and Chief Executive Officer, Mr. Kangkai Zeng, our Chief Operating Officer, as well Mr. Tiande Liao, our Chief Designer. Many of our key personnel have been with us since the inception of our business. We have not subscribed for key-man life or similar insurance covering our key executives and design and technical personnel. If we lose the services of any of these key employees and cannot replace them with personnel with comparable experience and expertise in a timely manner, our business and prospects may be materially adversely affected.

***Our controlling shareholder, who intends to sell its controlling stake in the Company, has substantial influence over our company and its interests may not be aligned with the interests of our other shareholders.***

Qiming Investment Limited, a British Virgin Islands company solely owned by Mr. Qiming Xu, our Founder, Chairman and Chief Executive Officer, holds a significant percentage of our voting equity. As of December 31, 2016, Mr. Xu held approximately 59.0% of our outstanding share capital. As such, Mr. Xu, through Qiming Investment Limited, has substantial influence over our business, including decisions regarding mergers, consolidations, the sale of all or substantially all of our assets, election of directors, declaration of dividends and other significant corporate actions. Our controlling shareholder may take actions that are not in the best interests of our other shareholders. These actions may be taken in many cases even if they are opposed by our other shareholders. In addition, this concentration of ownership may discourage, delay or prevent a change in control of our company, which could deprive you of an opportunity to receive a premium for your ADSs as part of a sale of our company.

Furthermore, as we announced on June 18, 2016 and discuss further below, Qiming Investment Limited entered into an agreement to sell 114,996,929 ordinary shares of the Company, or 50.5% of the total outstanding shares of the Company, to Perfect Lead International Limited and Honest Plus Investments Limited. If this transaction closes successfully, Perfect Lead International Limited and Honest Plus Investments Limited will similarly have substantial influence over our business decisions, declaration of dividends and other significant corporate actions, and may take actions that are not in the best interests of our other shareholders.

***Our operations could be materially adversely affected if we fail to effectively manage our relationships with, or lose the services of, our contract manufacturers.***

We currently outsource all of our production to third-party contractors in China. We currently use 19 contract manufacturers on a regular basis. In 2014, 2015 and 2016, approximately 36.4%, 38.9% and 42.5%, respectively, of our revenues were attributable to sales of products manufactured by our top five contract manufacturers. As we do not enter into long-term contracts with our contract manufacturers, our contract manufacturers may decide not to accept our future purchase orders on the same or similar terms, or at all. If a contract manufacturer decides to substantially reduce its volume of supply to us or to terminate its business relationship with us, we may not be able to find a proper replacement in a timely manner and may be forced to default on the agreements with our distributors and authorized retailers. This may seriously impact our revenues and adversely affect our reputation and relationships with our distributors and authorized retailers, causing a material adverse effect on our financial condition, results of operations and prospects.

Further, if any of our contract manufacturers fails to provide the required number of products meeting our quality standards, we may have to delay delivery of products to our distributors and authorized retailers, become unable to supply products at all, or even recall products previously dispatched. This could cause us to lose revenues or market share and damage our reputation, any of which could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, some contract manufacturers may not fully comply with certain laws, such as labor and environmental laws. If any of our contract manufacturers is found to have violated PRC laws and regulations, media reports on such violations may negatively affect our reputation and image, resulting in material adverse impact on our business, financial condition and results of operations.

We also provide the designs of our products to the contract manufacturers, as well as guidance for manufacturing the products ordered by us. We do not have direct control over the contract manufacturers. If any of them is involved in unauthorized production and sale of goods using our Xiniya brand, our reputation, financial condition and results of operations may be materially adversely affected.

***Our sales, results of operations and reputation could be materially adversely affected if our contract manufacturers fail to deliver products on schedule and at the level of quality expected by our distributors, authorized retailers and end consumers.***

The operation of our business requires successful coordination of several sequential and complex processes. The disruption of any of such processes could interrupt our revenue generation and result in a material adverse effect on our relationships with our distributors, authorized retailers and end consumers, our brand name and our financial performance. The manufacture of our products involves raw material and ancillary components selection, tailoring and sewing, assembly and packaging. When introducing new products, our contract manufacturers may experience delays or disruptions in adjusting or upgrading production lines, delays in expanding manufacturing capacity, disruption in manufacturing processes and failure by our business partners to adequately perform the services we need. Each and any of these may have a material adverse effect on our sales and results of operations. In addition, a failure or an interruption could occur at any stage of our product development, manufacturing and delivery processes, resulting in products not meeting the expectations of our distributors, authorized retailers and end consumers in terms of quality and delivery time, which could have a material adverse effect on our sales, results of operations and reputation.

***We may not be able to anticipate and respond in a timely manner to rapid changes in consumers' tastes and preferences.***

As our men's casual and business apparel and accessory products are closely linked with fashion and trends, our sales are dependent on our ability to cater to different consumer fashion tastes and preferences. We believe that a substantial portion of our revenues is dependent on market perception and consumers' belief that our brand represents a successful, stylish yet relaxed lifestyle philosophy, which requires continued anticipation of and responsiveness to rapidly changing market and fashion trends. Our failure to accurately anticipate and respond to market and fashion trends in a timely manner could result in our distributors and authorized retailers experiencing lower sales volumes, lower retail prices and lower profits. This could in turn negatively affect our sales to our distributors and authorized retailers in the future, as well as our financial condition and results of operations.

***We may fail to execute our growth strategy or maintain our growth rate.***

Our anticipated growth will impose significant additional responsibilities on our management, including the need to raise working capital, to identify, recruit, train and integrate additional employees and the coordination and cooperation with our distributors and authorized retailers. In addition, rapid and significant growth may place a strain on our administrative and operational infrastructure, in particular on our internal controls and financial reporting processes and systems. Should our operations expand, we expect that additional resources will be required to manage new relationships with investors, additional distributors and authorized retailers, as well as other third parties including contract manufacturers, equipment providers, consultants and others. Our ability to manage our working capital, operations and growth will require us to continue to improve our operational, financial and management controls, reporting systems and procedures. If we are unable to effectively manage our growth, it may be difficult for us to execute our business strategies and a decrease in the market demand for our products and the corresponding drop in the sales of our products could result in an accumulation of inventory in the retail network and may materially adversely affect our business, financial condition, results of operations and prospects.

***Our sales are subject to seasonality and weather conditions, which could cause our results of operations to fluctuate.***

Our industry has historically experienced seasonality, which we expect to continue. We typically achieve higher revenues from the sales of our Fall and Winter Collections and lower revenues from the sales of our Spring and Summer Collections due to seasonality of demand for men's business casual apparel and the differences in wholesale prices between our Fall and Winter Collections and our Spring and Summer Collections. As a result, our revenues, operating income and net profit have typically been higher during the third and fourth quarters than the rest of the year. In addition, extreme or unusual weather conditions, such as extended periods of warm temperatures during the winter season or cool weather during the summer season could render a portion of our inventory incompatible with such unseasonable conditions, and thus may affect our sales. Our quarterly operating results may also fluctuate from period to period based on changes in fashion trends, consumer demand and the seasonality of consumer spending on men's apparel. Therefore, any comparison of our operating results between interim and annual results may not be meaningful. Our results of operations are likely to continue to fluctuate due to seasonality.

***Any material disruption of our operations or the operations of our suppliers, distributors and/or authorized retailers from natural disasters, war, political unrest or epidemics could materially adversely affect our results of operations.***

Our operations are subject to uncertainties and contingencies beyond our control that could result in material disruptions and adversely affect our results of operations. These include but are not limited to war, riots, public disorder, civil commotion, fire, earthquake, flood and other natural calamities, epidemics, outbreaks of infectious disease, terrorism, whether locally or nationwide, or incidents such as industrial accidents, equipment failures, power failures or disruptions, the breakdown, failure or substandard performance of equipment, the improper installation or operation of equipment and the destruction of buildings, equipment and other facilities due to natural disasters, malfunction of information systems, delays in the distribution and transportation of our products or other operational problems, strikes or other labor difficulties and disruption of public infrastructure such as roads, ports or utilities. Any such disruption of our operations or the operations of our suppliers, distributors and/or retailers could cause us to disrupt, limit or delay our production, prevent us from meeting customer orders, increase our costs of production or require us to make additional capital expenditures. We currently do not carry any property insurance or business interruption insurance, and any of such incidents could materially adversely affect our results of operations.

***We may not be able to adequately protect our intellectual property rights, which could harm our brand and our business.***

We believe our trademarks and other intellectual property rights are crucial to our success. Our principal intellectual property rights include our trademarks for the Xiniya brand. Although we rely on the registration of trademarks and applicable laws to protect our intellectual property rights, these measures may not be sufficient to prevent any misappropriation of our intellectual property rights. The legal framework governing intellectual property in the PRC is still evolving and the level of protection of intellectual property rights in the PRC differs from those in more developed jurisdictions such as the United States. As a result, we may not enjoy the same level of protection of our intellectual property rights as what is typically available in such jurisdictions.

There is no assurance that third parties will not infringe on our intellectual property rights. Our efforts to enforce or defend our intellectual property rights may not be adequate, may require significant attention from our management and may be costly. We may have to initiate legal proceedings to defend the ownership of our trademarks or brand against any infringement by third parties. These legal proceedings may be costly and time-consuming and could require substantial management time and resources in an attempt to achieve a favorable outcome. The outcome of any legal actions to protect our intellectual property rights would be uncertain, and if we are unable to adequately protect or safeguard our intellectual property rights, our business, financial condition and results of operations and prospects may be adversely affected.

In addition, some websites operated by third parties which are not related to our company, our directors, management and shareholders, have domain names that are similar to our proprietary domain name, www.xiniya.com, including www.xiniya.com.cn and other websites that use the word "xiniya" or words similar to our brand name. Consumers may view such websites as being operated by or related to our company, and if any contents of such websites infringe the rights of any consumers or other third parties, there may be lawsuits against us and negative news coverage involving us. If this happens, our reputation may be materially adversely affected and our sales, financial condition and results of operations may be harmed.

***The legitimate use of trademarks or brands that are similar to our trademarks or brands by other parties may have a negative impact on the goodwill, value and image of our products.***

The laws of the PRC permit other parties to register trademarks which may be similar to our registered trademarks under certain circumstances. Such activities may cause confusion among consumers. We may not be able to prevent other parties from using trademarks that are similar to ours. Consumers may confuse our products with lower quality third-party products with similar trademarks. If this happens, the goodwill and value of our trademarks and public perception of our brand and image may be adversely affected by any inferior quality of the products and services provided by third parties who use trademarks similar to ours. A negative perception of our brand and image could have a material adverse effect on our sales, and therefore on our business, financial condition and results of operations and prospects.

***Our business could be adversely affected by claims by third parties for possible infringement of their intellectual property rights.***

We may face claims from time to time that our products infringe upon the intellectual property rights of third parties, including our competitors. If any legal proceedings against us for infringement of intellectual property rights are successful, we may be held responsible for the losses incurred by the claiming parties due to our infringement of their intellectual property rights. Further, if we are unable to obtain a license for the usage of such intellectual property rights on acceptable terms, or at all, or unable to design around such intellectual property rights, we may be prohibited from manufacturing or selling products which are dependent on the usage of such intellectual property rights. In addition, these types of proceedings and their consequences could divert management's attention from our business. All of these could have a material adverse effect on our business and results of operations.

***We may need additional capital to fund the growth of our business, which may not be available on terms acceptable to us or at all, and which, if available, could dilute your interest in our company.***

We expect that our current levels of cash and cash equivalents and cash flows from operations will be sufficient to meet our anticipated cash needs, for both working capital and capital expenditures, for at least the next 12 months. If, however, there are unforeseen changes in general business conditions or unexpected developments in our business or expansion, we may require additional cash resources. For example, we may seek to sell additional equity or debt securities or obtain a credit facility. The sale of convertible debt securities or additional equity securities could result in additional dilution to our shareholders. Furthermore, if we incur more debt, we will be liable for increased debt service costs and might have to agree to operating and financing covenants that would restrict our operations and liquidity.

Our ability to obtain additional capital on commercially acceptable terms is subject to significant risks and uncertainties, including:

- investors' perception of, and demand for, our securities;
- prevailing conditions of the capital markets in which we seek to raise funds;
- our future results of operations, financial condition and cash flows;
- PRC governmental policies relating to foreign exchange; and
- economic, political and other conditions in China.

Financing may not be available in amounts or on terms acceptable to us, if at all. Any failure to raise additional funds when needed could limit our ability to expand or develop our operations to respond to market demand or competitive challenges.

***Our operations and financial performance may be adversely affected by labor shortages, an increase in labor costs, any change to the PRC labor laws and regulations or by labor disputes.***

We operate in a labor-intensive industry. Our success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified employees. Qualified employees are in short supply and competition for these employees is intense. We incurred labor costs of RMB19.2 million in 2014, RMB15.1 million in 2015 and RMB14.0 million (\$2.0 million) in 2016, representing 3.1%, 1.5% and 2.3% of our total operating costs in each of the corresponding periods. Labor costs in the PRC have increased and may continue to increase in the future. If the labor shortage intensifies, the labor costs in the PRC may increase substantially and if we cannot pass on such increase to our customers by proportionately increasing our sales prices, our business, financial condition, results of operations and prospects may be materially adversely affected.

On June 29, 2007, the Standing Committee of the National People's Congress promulgated the Labor Contract Law of the PRC, which became effective on January 1, 2008 and was amended on July 1, 2013. The Labor Contract Law imposes greater liabilities on employers and significantly impacts the cost of an employer's decision to reduce its workforce. Further, it requires certain terminations to be based upon seniority and not merit. In the event we decide to significantly change or decrease our workforce, the Labor Contract Law could adversely affect our ability to enact such changes in a manner that is most advantageous to our business or in a timely and cost-effective manner, thus materially adversely affecting our financial condition and results of operations.

Further, labor disputes, work stoppages or slowdowns at our facility or any of our contract manufacturers or suppliers could significantly disrupt our operations or our expansion plans. Delays caused by any such disruptions could materially adversely affect our production and revenues, which could have a material adverse effect on our business and results of operations.

***We are exposed to environmental liability. Changes in existing laws and regulations or additional or stricter laws and regulations on environmental protection in China could materially adversely affect our results of operations.***

The production of certain products by our contract manufacturers, particularly leather men's apparel, footwear and leather accessories, is subject to PRC environmental protection laws and regulations. These laws and regulations require enterprises engaged in manufacturing products that may produce environmental wastes to adopt effective measures to control and properly dispose of industrial wastes. If an enterprise fails to comply with such laws or regulations and causes pollution, the environmental protection authorities may levy fines or even order the enterprise to be closed if the enterprise has caused serious pollution. We have no direct control over our contract manufacturers. If any of them fails to comply with any PRC environmental protection laws or regulations, any such violations or any media reports on such violations may negatively affect our reputation and image, resulting in a material adverse impact on our business, financial condition and results of operations.

***We may be exposed to product liability, property damage or personal injury claims, which may adversely affect our reputation and business.***

All of our products are sold in China, except for certain repurchased inventories that were sold outside of China through the Chinese local distribution channel. We may be exposed to product liability claims and we may, as a result, have to expend significant financial and managerial resources to defend against such claims. Such product liability claim risks may increase as laws on product liability begin to develop and mature in China and in other countries and regions where our products may be sold in the future. In line with common industry practice, we do not maintain product liability insurance coverage and our business, results of operations and prospects may be materially adversely affected by a successful product liability claim against us. In addition, we do not maintain third-party liability insurance against claims for property damage or personal injury. Regardless of the ultimate merits of a claim or dispute, we may face significant costs and expenses to defend against such claims or enter into settlement agreements. We may suffer serious damage to our reputation and experience a negative public perception of our brand, be subject to material monetary damages or be subject to government investigations, which could lead to fines or sanctions, all of which could have a material adverse effect on our business, prospects, financial condition, and results of operations.

***We have a limited operating history and you should not rely on our historical financial data as an indicator of our future financial performance.***

We have a limited operating history in the men's apparel industry. You should consider our business and prospects in light of the risks and difficulties we face with a limited operating history in the competitive men's apparel industry and should not rely on our past results as an indication of our future performance. In particular, we may face challenges in planning our growth strategy and forecasting market demand accurately as a result of our limited historical data and limited experience in implementing and evaluating our business strategies. If we are unable to successfully address these risks, difficulties and challenges as a result of our limited operating history, our ability to implement our strategic initiatives could be adversely affected, which may in turn have a material adverse effect on our business, financial condition, results of operations and prospects.



***We intend to exit our core business and enter a new industry, in which we may not succeed.***

As we announced on June 18, 2016 with respect to the Xiniya Transaction and the Chutian Transaction defined and described further below, we intend to change our core business from men's fashion to lending and financial services and engage in provision of micro-loans to individuals and small enterprises .

The micro-lending industry is a new and evolving industry, particularly in China. We are subject to all risks inherent in a developing business enterprise in a new and evolving industry. Our likelihood of continued success must be considered in light of the challenges, uncertainties, expenses, difficulties, complications, and delays frequently encountered in connection with a new and evolving industry and the competitive and regulatory environment in which we will operate. China's micro-lending industry in general may be subject to uncertainties, particularly if PRC laws and regulations change in ways that do not favor our development. If that happens, there may not be an adequate market for the loan products we provide. As a new industry, there are not established players whose business models we can follow or build upon. Similarly, there is limited public information about comparable companies available for potential investors to review in making a decision about whether to invest in our company. As a micro-loan company, we may not have sufficient resources to serve our customers compared with traditional banking institutions or large financial institutions in China.

You should further consider, among other factors, our prospects for success in light of the risks and uncertainties encountered by businesses that are in their early stages of development. For example, unanticipated expenses, challenges and technical difficulties may occur and they may result in material delays in the operation of our business, in particular with respect to the new products and services on our marketplace. We may not be able to successfully address these risks and uncertainties or successfully implement our operating strategies. If we fail to do so, such failure could materially harm our business to the point of having to cease operations and could impair the value of our common stock.

***Our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern.***

Our independent registered public accounting firm has added an explanatory paragraph to their auditors' report on our December 31, 2016 consolidated financial statements which states certain factors that raise substantial doubt about the Company's ability to continue as a going concern.

***If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud, and investor confidence and the market price of our ADSs may be adversely impacted.***

We are subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, or the SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, adopted rules requiring every public company to include a management report on such company's internal control over financial reporting in its annual report, which contains management's assessment of the effectiveness of the company's internal control over financial reporting. In addition, an independent registered public accounting firm may audit and report on the effectiveness of a public company's internal control over financial reporting except where the public company is a non-accelerated filer. We are currently a non-accelerated filer.

Our management has concluded that our internal control over financial reporting was effective as of December 31, 2016. See "Item 15. Control and Procedures." Such management report was not subject to attestation by our independent registered public accounting firm, as we are a non-accelerated filer. We may continue to fail to maintain effective internal control over financial reporting and our management and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting at a reasonable assurance level in the future. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our ADSs. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

***If we grant employee stock options or other share-based compensation in the future, our net income could be materially adversely affected.***

Share-based compensation is important to attract and retain key personnel. Under our 2010 equity incentive plan, we have a significant number of ordinary shares authorized for future issuance. We may adopt other equity incentive plans in the future. Grants of share-based awards under such plans may lead to incurrence of share-based compensation expenses. We will account for compensation costs for all share-based awards using the fair value method and recognize the expenses in our consolidated statement of operations in accordance with the accounting guidance of share-based payment under IFRS, which may materially adversely affect our net income. Moreover, the additional expenses associated with share-based compensation may reduce the attractiveness of our current and future equity incentive plans.



## **Risks Relating to Conducting Business in the PRC**

Almost all of our assets are located in the PRC and all of our revenues are derived from our operations in the PRC. As a result, our operations and assets are subject to significant political, economic, legal and other uncertainties associated with doing business in the PRC, which are discussed in more detail below.

### ***Fluctuations in consumer spending caused by changes in macroeconomic conditions in the PRC may significantly affect our business and financial performance.***

All of our revenues have been generated in the PRC. Our sales and growth are dependent on consumer consumption and the continued improvement of macroeconomic conditions in the PRC, which in turn depend significantly on worldwide economic conditions and their impact on levels of consumer spending, which have recently deteriorated significantly in many countries and regions and may remain depressed for the near future. There are many factors affecting the level of consumer spending, including but not limited to, interest rates, currency exchange rates, recession, inflation, deflation, political uncertainty, taxation, stock market performance, unemployment levels and general consumer confidence. In addition, we believe that our historical growth rates were largely dependent on the general growth of the PRC economy. Due to the softening of China's economic growth and a challenging retail environment, purchase orders from distributors fell by 9.8% in total orders for the 2014 Spring and Summer Collection, by 48% for the 2014 Fall and Winter Collection, by 40% for the 2015 Spring and Summer Collection, by 20% for the 2015 Fall Collection, by 17% for the 2016 Spring and Summer Collection, by 29% for the 2016 Fall Collection, by 45% for the 2016 Winter Collection and by 19% for the 2017 Spring and Summer Collection, when compared to the total orders for the corresponding periods in the previous year. However, there was an increase in purchase orders of 15% for the 2015 Winter Collection, when compared to the total orders of the corresponding period in the previous year. We can provide no assurance that the PRC will continue to grow at historical rates, or at all, and any slowdowns or declines in the PRC economy or the world economy in general may materially adversely affect consumer spending, as well as our prospects and operating results.

### ***Our business may be materially adversely impacted by the global financial crisis and economic downturn.***

The global financial crisis and economic downturn may materially adversely impact our business, financial condition, results of operations and prospects in a number of ways, including:

- we faced severe competition during the global financial crisis and economic downturn, during which Chinese exports of men's apparel decreased causing our competitors to sell additional products that were previously destined for export into the PRC market;
- an economic slowdown or recession, or even the risk of potential economic slowdown or recession, may cause our distributors to delay, defer or cancel their purchases from us, including previously agreed purchase plans;
- under difficult economic conditions, consumers may seek to reduce discretionary spending by foregoing purchases of our products; and
- financing and other sources of liquidity may not be available on reasonable terms or at all.

These risks may be exacerbated in the event of a prolonged economic downturn or financial crisis.

### ***Changes in the laws, regulations and policies adopted by the PRC government, including in relation to the environment, labor and taxation, may adversely affect our business, growth strategies, operating results and financial condition.***

The political, economic and social conditions in the PRC differ from those in more developed countries in many respects, including structure, government involvement, level of development, growth rate, control of foreign exchange, capital reinvestment, allocation of resources, rate of inflation and trade balance position. For the past three decades, the PRC government has implemented economic reform and measures emphasizing the utilization of market forces in the development of the PRC economy. Although we believe these economic reforms and measures will have a positive effect on the PRC's overall and long-term development, the resulting changes may also have an adverse effect on our current or future business, financial condition or results of operations. Despite these economic reforms and measures, the PRC government continues to play a significant role in regulating industrial development, the allocation of natural resources, production, pricing and management of currency, and there can be no assurance that the PRC government will continue to pursue a policy of economic reform or that the current direction of reform will continue.

Our ability to successfully expand our business operations in the PRC depends on a number of factors, including macroeconomic and other market conditions and credit availability from lending institutions. Stricter lending policies in the PRC may affect our ability to obtain external financing, which may reduce our ability to implement our expansion strategies. We cannot assure you that the PRC government will not implement any additional measures to tighten lending standards or that, if any such measure is implemented, it will not adversely affect our future results of operations or profitability.

Demand for our products and our business, financial condition and results of operations may be adversely affected by the following factors:

- political instability or changes in social conditions in the PRC;
- changes in laws, regulations and administrative directives;
- measures which may be introduced to control inflation or deflation;
- changes in the rate or method of taxation; and
- reduction in tariff protection and other import and export restrictions.

These factors are affected by a number of variables which are beyond our control.

***The approval of the China Securities Regulatory Commission, or the CSRC, may be required in connection with our initial public offering that was completed in November 2010; the failure to obtain this approval, if required, could have a material adverse effect on our business, operating results and reputation as well as the trading price of our ADSs.***

On August 8, 2006, six PRC regulatory agencies, including the Ministry of Commerce, or MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the State Administration for Taxation, the State Administration for Industry and Commerce, the CSRC and the State Administration of Foreign Exchange, or SAFE, jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, which became effective on September 8, 2006 and were amended on June 26, 2009. The M&A Rules, among other things, include provisions that purport to require an offshore special purpose vehicle formed for the purpose of acquiring PRC domestic companies and controlled by PRC individuals to obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle's securities on an overseas stock exchange. On September 21, 2006, the CSRC published on its official website procedures regarding its approval of overseas listings by special purpose vehicles. The CSRC approval procedures require the filing of an application and supporting documents with the CSRC.

We completed our initial public offering in November 2010. The application of the M&A Rules with respect to our initial public offering remains unclear. Based on the advice of our PRC legal advisor, Beijing H&J Law Firm, we believe that no CSRC approval was required in the context of our initial public offering as Fujian Xiniya, a wholly foreign-owned enterprise indirectly held by us through Xiniya Hong Kong, was incorporated in the PRC prior to the implementation of the M&A Rules. However, the CSRC may disagree with this assessment. If CSRC approval was required or is retroactively required under new PRC rules or regulations but not obtained, we may face regulatory actions or other sanctions from the CSRC or other PRC regulatory agencies. In that case, the relevant regulatory agencies may impose fines and penalties on our operations in the PRC, limit our operating privileges in the PRC, or take other actions that could have a material adverse effect on our business, financial condition, results of operations, reputation and prospects. Meanwhile, any uncertainties or negative publicity regarding this CSRC approval requirement could have an adverse effect on the trading price of our ADSs.

***The M&A Rules set forth complex procedures for acquisitions conducted by foreign investors, which could make it more difficult to pursue growth through acquisitions.***

The M&A Rules established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex, including requirements in some instances that the MOFCOM be notified in advance of any change-of-control transaction in which a foreign investor takes control of a PRC domestic enterprise. In the future, we may grow our business in part by acquiring complementary businesses. Complying with the requirements of this regulation to complete such transactions could be time-consuming, and any required approval processes, including obtaining approval from the MOFCOM, may delay or inhibit our ability to complete such transactions. Any delay or inability to obtain applicable approvals to complete acquisitions could affect our ability to expand our business or maintain our market share. In addition, in the future, if any of our acquisitions were subject to the M&A Rules and were found not to be in compliance with the requirements of the M&A Rules, relevant PRC regulatory agencies may impose fines and penalties on our operations in the PRC, limit our operating privileges in the PRC, or take other actions that could have a material adverse effect on our business, financial condition, results of operations, reputation and prospects.

***PRC regulations relating to offshore investment activities by PRC residents and PRC citizens may increase the administrative burden we face and may subject our PRC resident beneficial owners or employees who are stock option holders to personal liabilities, limit our subsidiary's abilities to increase its registered capital or distribute profits to us, limit our ability to inject capital into our PRC subsidiary, or may otherwise expose us to liability under PRC law.***

SAFE has promulgated regulations that require PRC residents and PRC corporate entities to register with local branches of SAFE in connection with their direct or indirect offshore investment activities. These regulations may apply to our shareholders who are PRC residents and may apply to any offshore acquisitions that we make in the future. In accordance with the Circular on Relevant Issues Relating to Domestic Resident's Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, any PRC resident who is a direct or indirect shareholder of an offshore company is required to update his or her registration with the relevant SAFE branches, with respect to that offshore company, any material change involving an increase or decrease of capital, transfer or swap of shares, merger, division or other material event. SAFE promulgated the Notice on Further Simplifying and Improving the Administration of the Foreign Exchange Concerning Direct Investment or SAFE Circular 13, on February 13, 2015, which took effect on June 1, 2015. This notice has amended SAFE Circular 37 requiring PRC residents or entities to register with qualified banks rather than SAFE or its local branch in connection with their establishment or control of an offshore entity established for the purpose of overseas investment or financing.

There is uncertainty concerning under what circumstances residents of other countries and regions can be classified as a PRC resident. The PRC government authorities may interpret our beneficial owners' status differently or their status may change in the future. Moreover, we may not be fully informed of the identities of the beneficial owners of our company and we cannot assure you that all of our PRC resident beneficial owners will comply with SAFE regulations. The failure of our beneficial owners who are PRC residents to make any required registrations may subject us to fines and legal sanctions, and prevent us from being able to make distributions or pay dividends, as a result of which our business operations and our ability to distribute profits to you could be materially adversely affected.

On March 28, 2007, SAFE issued the Operating Procedures on Administration of Foreign Exchange regarding PRC Individuals' Participation in Employee Share Ownership Plans and Employee Stock Option Plans of Overseas Listed Companies, or the Stock Option Rule. Under the Stock Option Rule, PRC citizens who are granted stock options by an overseas publicly listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly listed company, to register with SAFE and complete certain other procedures. On February 15, 2012, SAFE promulgated the Circular on Issues related to Foreign Exchange Administration of Domestic Individuals Participating in Share Incentive Plans of Overseas Listed Companies, or SAFE Circular 7. SAFE Circular 7 replaces the Stock Option Rule and streamlines the foreign exchange control process applicable to share incentive plans implemented by offshore listed companies and extends the foreign exchange registration requirement to a wider range of share incentive plan types and certain foreign nationals residing in China. We and our PRC or foreign employees who may be granted various stock options will be subject to SAFE Circular 7 because our company is an overseas publicly listed company. If we or our PRC or foreign employees fail to comply with such regulation, we or our employees may be subject to fines and legal sanctions.

***Restrictions on foreign exchange under PRC laws may limit our ability to convert cash derived from our operating activities into foreign currencies and may materially and adversely affect the value of your investment.***

Substantially all of our revenues and operating expenses are denominated in Renminbi. Under the relevant foreign exchange regulations in the PRC, conversion of the Renminbi is permitted, without the need for SAFE approval, for "current account" transactions, which includes dividends, trade, and service-related foreign exchange transactions, subject to procedural requirements including presenting relevant documentary evidence of such transactions and conducting such transactions at designated foreign exchange banks within China who have the licenses to carry out foreign exchange business. Conversion of the Renminbi for "capital account" transactions, which includes foreign direct investment, loans and investment in negotiable instruments, is still subject to significant limitations and requires approvals from and registration with SAFE and other PRC regulatory authorities. Under our current structure, our source of funds primarily consists of dividend payments from our subsidiary in the PRC. We cannot assure you that we will be able to meet all of our foreign currency obligations or to remit profits out of China. If future changes in relevant regulations were to place restrictions on the ability of our subsidiary to remit dividend payments to us, our liquidity and ability to satisfy our third-party payment obligations and our ability to distribute dividends in respect of the ADSs could be materially adversely affected.

***We are a holding company that heavily relies on dividend payments from our subsidiaries for funding.***

We are a holding company incorporated in the Cayman Islands and operate our core business through our subsidiaries in the PRC. Therefore, the availability of funds to us to pay dividends to our shareholders depends on dividends received from these subsidiaries. If our subsidiaries incur debt or losses, such indebtedness or losses may impair its ability to pay dividends or other distributions to us. As a result, our ability to pay dividends would be affected. PRC laws require that dividends be paid only out of the net profit calculated according to the PRC accounting principles, which differ in many aspects from generally accepted accounting principles in other jurisdictions, including IFRS, and U.S. Generally Accepted Accounting Principles. PRC laws also require foreign-invested enterprises to set aside a part of their net profit as statutory reserves. These statutory reserves are not available for distribution as cash dividends. In addition, restrictive covenants in bank credit facilities or other agreements that we or our PRC subsidiaries may enter into in the future may also restrict the ability of our subsidiaries to provide capital or declare dividends to us and our ability to receive distributions. Therefore, these restrictions on the availability and usage of our major source of funding may impact our ability to pay dividends to our shareholders and ADS holders.

***Fluctuations in foreign exchange rates may adversely affect our financial condition and results of operations.***

Under our current corporate structure, our income primarily consists of dividend payments from our subsidiary in the PRC, whose sales are made in Renminbi. The value of the Renminbi against foreign currencies is subject to changes in the PRC government's policies and international economic and political developments. The Renminbi was pegged solely to the U.S. dollar prior to July 21, 2005. Effective from July 21, 2005, the Renminbi is no longer pegged solely to the U.S. dollar. Instead, it is pegged to a basket of foreign currencies determined by the People's Bank of China, against which it can rise or fall within a regulated band each day. This change in policy caused the Renminbi to appreciate by more than 20% against the U.S. dollar in the following three years. During the period between July 2008 and June 2010, the Renminbi traded within a narrow range against the U.S. dollar. However, on June 19, 2010, the People's Bank of China announced the adoption of certain measures to further reform the currency exchange system of the PRC to allow broader fluctuation of the Renminbi. In addition, the PRC government has allowed international transactions to be settled in Renminbi in 20 provinces, autonomous regions and municipalities in China. Such measures may lead to further appreciation of the Renminbi.

There has been pressure from foreign countries on the PRC to adopt a more flexible currency system that could also lead to further and more significant appreciation of the Renminbi. The Renminbi may be revalued further against the U.S. dollar or other currencies, or may be permitted to enter into a full or limited free float, which may result in an appreciation or depreciation in the value of the Renminbi against the U.S. dollar or other currencies. We cannot predict any further fluctuations of the U.S. dollar against the Renminbi, and any appreciation of the Renminbi may subject us to increased competition from imported men's apparel. Also, since our revenues and profits are denominated in Renminbi, any depreciation of the Renminbi could materially adversely affect our financial position and the value of, and any dividends payable on, our ADSs in foreign currency terms, as well as our ability to fulfill our foreign currency obligations. Moreover, fluctuations in the exchange rate between the U.S. dollar and Renminbi will affect our financial results in U.S. dollars even when there is no change in our underlying business or results of operations.

***Any change in our tax treatment may have a negative impact on our operating results.***

On March 16, 2007, the National People's Congress of the PRC promulgated the Enterprise Income Tax Law of the PRC, or the EIT Law, which came into effect on January 1, 2008 and superseded both the Foreign-invested Enterprise and Foreign Enterprise Income Tax Law and the Provisional Regulations on Enterprise Income Tax of the PRC. The EIT Law consolidated the two separate tax regimes for domestic enterprises and foreign-invested enterprises and imposed a unified enterprise income tax rate of 25% for both types of enterprises. Under the EIT Law, foreign-invested enterprises that enjoyed a preferential tax rate prior to the EIT Law's promulgation gradually transitioned to the new tax rate over five years from January 1, 2008. Foreign-invested enterprises that enjoyed a tax rate of 24% had their tax rate increased to 25% in 2008. Enterprises that enjoyed a fixed period of tax exemption and reduction prior to the EIT Law's promulgation continued to enjoy such preferential tax treatment until the expiration of such prescribed period, and for those enterprises whose preferential tax treatment had not commenced before due to lack of profit, such preferential tax treatment commenced on January 1, 2008.

Any further increase of the enterprise income tax rate applicable to our PRC subsidiaries could have a material adverse effect on our financial condition and results of operations.

***We may have exposure to greater than anticipated tax liabilities.***

Under PRC laws and regulations, arrangements and transactions among business entities may be subject to audit or challenge by the PRC tax authorities. The tax laws applicable to our business activities are subject to interpretation. We could face material and adverse tax consequences if the PRC tax authorities determine that some of our business activities are not based on arm's-length prices and adjust our taxable income accordingly. In addition, the PRC tax authorities may impose late payment fees and other penalties to us for under-paid taxes. Our consolidated net income in the future may be materially and adversely affected if we are subject to greater than anticipated tax liabilities.

***Our future worldwide income may be subject to PRC income tax.***

Under the EIT Law, if an enterprise incorporated outside the PRC has its "actual management" located within the PRC, such enterprise may be recognized as a PRC tax resident enterprise and be subject to the unified enterprise income tax rate of 25% on its worldwide income. Since most of our management is currently located in the PRC, we may be subject to PRC income tax at the rate of 25% on our worldwide income. According to the EIT Law, dividends received by a qualified PRC tax resident enterprise from another qualified PRC tax resident enterprise are exempted from enterprise income tax. It remains unclear what the detailed qualification requirements for such exemption are and whether dividends declared and paid by Fujian Xiniya and Xiniya (China) Company Limited to Xiniya Hong Kong will be exempted from enterprise income tax. Our financial performance will be adversely affected if such dividends are subject to PRC income tax.

***Dividends from Fujian Xiniya and Xiniya (China) Company Limited and dividends on our ADSs or ordinary shares and gains on the sales of our ADSs or ordinary shares may be subject to PRC withholding tax.***

We are a Cayman Islands holding company and all of our income is ultimately derived from dividends that are paid by our subsidiaries in the PRC. The prior tax regime specifically exempted withholding taxes on dividend payments from our PRC subsidiaries to non-PRC investors. However, under the EIT Law and its implementation rules, dividends payable to non-PRC resident enterprise investors that do not have an establishment or place of business in the PRC, or that have such establishment or place of business but the relevant income is not effectively connected with such establishment or place of business are subject to a 10% PRC withholding tax, which may be reduced if a non-PRC enterprise investor is eligible for the benefits of a tax treaty with the PRC that provides for a different withholding arrangement. Pursuant to a tax arrangement between the PRC and Hong Kong, companies incorporated in Hong Kong may be subject to PRC withholding tax at a rate of 5% on dividends they receive from their PRC subsidiaries of which they directly hold at least 25% equity interests. As dividends from our PRC subsidiaries will be paid to us through Xiniya Hong Kong, our Hong Kong subsidiary that owns 100% equity interests in Fujian Xiniya and Xiniya (China) Company Limited, dividends paid to Xiniya Hong Kong may be subject to PRC withholding tax at the rate of 5%. However, on October 27, 2009, the State Administration of Taxation, or the SAT, promulgated the Circular on How to Understand and Recognize the “Beneficial Owner” in Tax Treaties, or Circular 601. Circular 601 clarifies that a beneficial owner is a person having actual operations and this person could be an individual, a company or any other entity. Circular 601 expressly excludes a “conduit company” that is established for the purposes of tax avoidance and dividend transfers and is not engaged in actual operations such as manufacturing, sales and management, from being a beneficial owner. Further, the SAT promulgated the Notice on the Determination of Beneficial Ownership Under Tax Treaties on June 29, 2012, and the Notice on the Implementation of Determination of Residency Status related to the Arrangement Between the Mainland and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income on September 13, 2013. It is unclear how the abovementioned Circular 601 and notices are being implemented in practice by the SAT or its local counterparts. If Xiniya Hong Kong is not deemed to be a beneficial owner of Fujian Xiniya or Xiniya (China) Company Limited or to have residency status (as described in the notices referenced above), dividends from those entities may be subject to PRC withholding tax at the rate of 10% instead of 5%.

Moreover, under the EIT Law and its implementation rules, as discussed above, we may be treated as a PRC tax resident enterprise by the PRC tax authorities. In such case, dividends paid on our ADSs and ordinary shares and capital gain from the sale of our ADSs and ordinary shares realized by non-PRC shareholders may be treated as income from “sources within the PRC” and may be subject to a 10% PRC withholding tax, subject to reduction by an applicable tax treaty. If non-PRC shareholders are required to pay PRC withholding tax on dividends paid on our ADSs or ordinary shares or capital gains from any sales of our ADSs or ordinary shares, the value of the investment in our ADSs may be materially adversely affected.

***We may be requested to make up any unpaid contribution to the social security insurance schemes and we and our responsible officers may be subject to a late charge and other penalties.***

Under the applicable PRC laws and regulations, including the Social Insurance Law promulgated by the Standing Committee of the National People’s Congress and effective as of July 1, 2011, or the PRC Social Insurance Law, our operating subsidiary in the PRC, Fujian Xiniya, is required to make mandatory contributions to a number of social insurance schemes for its employees who are eligible for such benefits. As advised by our PRC legal advisor, Beijing H&J Law Firm, under the applicable laws and regulations issued by the national and local governments in China, Fujian Xiniya is required to contribute to these social insurance schemes representing, in the aggregate, 29.2% of the wages payable to these employees, comprising contributions to: (i) pension insurance at the rate of 18%; (ii) medical insurance at the rate of 7.5%; (iii) unemployment insurance at the rate of 2%; (iv) work-related injuries insurance at the rate of 1%; and (v) maternity insurance at the rate of 0.7%. The cumulative amount of contributions payable under the social insurance schemes for our employees as of December 31, 2016 was RMB6.2 million (\$0.9 million).

The PRC Social Insurance Law covers all employing entities within China and all individuals, including flexible employment individuals and migrant workers. However, the relevant laws and regulations were not enforced in a consistent manner across China before the PRC Social Insurance Law came into effect, particularly in relation to migrant workers, who historically did not grant the same level of benefits and protections as urban workers. As a large number of our employees are migrant workers, Fujian Xiniya did not establish a mechanism to make regular contributions to social insurance schemes in accordance with applicable laws and regulations before February 2010. While we believe that we have paid all required social contributions, our PRC legal advisor, Beijing H&J Law Firm, advised that Fujian Xiniya may be ordered by relevant higher government authorities to make additional contributions within a prescribed time limit and that late charges or penalties may apply to any outstanding contributions. As of the date of this annual report, Fujian Xiniya has not been ordered by the relevant government authorities to pay any outstanding contributions to any social insurance schemes. If we are deemed to have been noncompliant with any such laws and regulations or to have failed to make adequate contributions to any social insurance schemes, we may be subject to penalties and negative publicity, and our business, results of operations and prospects may be materially adversely affected.

***The PRC legal system has inherent uncertainties regarding the interpretation and enforcement of PRC laws and regulations which could limit the legal protections available to investors.***

Substantially all of our operations are conducted in the PRC. The PRC legal system is a civil law system based on written statutes, and prior court decisions can only be cited as reference and have almost no precedential value. Since 1979, the PRC government has been developing a comprehensive system of laws, rules and regulations in relation to economic matters, such as foreign investment, corporate organization and governance, commerce, taxation and trade. However, because of the limited volume of published cases and their non-binding nature, the interpretation and enforcement of these laws, rules and regulations involve some degree of uncertainty, which may lead to additional restrictions and uncertainty for our business and uncertainty with respect to the outcome of any legal action investors may take against us in the PRC. In addition, we cannot predict the effect of future developments in the PRC legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the pre-emption of local regulations by national laws. Any changes to such laws and regulations may materially increase our costs and regulatory exposure in complying with them.

***Any recurrence of severe acute respiratory syndrome, or SARS, pandemic avian influenza or an increase in the severity of H1N1 influenza or any other widespread public health problem could materially adversely affect our business and results of operations.***

Our business could be adversely affected by the effects of SARS, pandemic avian flu, H1N1 influenza or other epidemics or outbreaks. China reported a number of cases of SARS in 2004. Since 2005, there have been reports of occurrences of avian flu in various parts of China, including a few confirmed human cases. Since 2009, China and other countries and regions have reported several occurrences of H1N1 influenza. Any prolonged recurrence of SARS, avian flu, H1N1 influenza or any other adverse public health developments in China may have a material adverse effect on our business operations, because such incidents could result in quarantines or closures of our offices, logistics facilities and retail outlets travel and transportation restrictions, import and export restrictions and a general slowdown in the PRC economy. In addition, the World Health Organization and the PRC government may recommend or impose other measures that could cause significant interruption to our business operations. Any of the foregoing events or other unforeseen consequences of public health problems could materially adversely affect our business, financial condition and results of operations.

***If we become directly subject to the recent scrutiny, criticism and negative publicity involving U.S.-listed Chinese companies, we may have to expend significant resources to investigate and resolve any related issues, which could materially adversely impact our business operations, our reputation, and the trading price of our ADSs.***

U.S. public companies that have substantially all of their operations in China, particularly companies which have completed so-called reverse merger transactions, have been the subject of intense scrutiny, criticism and negative publicity by investors, financial commentators and regulatory agencies, such as the SEC. Much of the scrutiny, criticism and negative publicity has centered around financial and accounting irregularities and mistakes, a lack of effective internal controls over financial accounting, inadequate corporate governance policies or a lack of adherence thereto and, in many cases, allegations of fraud. Possibly, as a result of the scrutiny, criticism and negative publicity, the publicly traded stock of many U.S.-listed Chinese companies has sharply decreased in value and, in some cases, has become virtually worthless. Many of these companies are now subject to shareholder lawsuits and SEC enforcement actions and are conducting internal and external investigations into the allegations. It is not clear what effect this scrutiny, criticism and negative publicity would have on our company, our business and the trading price of our ADSs. If we become the subject of any unfavorable allegations, whether such allegations are proven to be true or untrue, we will have to expend significant resources to investigate such allegations and/or defend our company. This situation will be costly and time consuming and distract our management from growing our company. Such allegations may materially adversely impact our business operations, our reputation, and the trading price of our ADSs.

#### **Risks Relating to Our Ordinary Shares and ADSs**

***The trading prices of our ADSs are likely to be volatile, which could result in substantial losses to investors.***

The trading prices of our ADSs experienced, and may continue to experience, significant volatility. For the period from November 23, 2010 to March 31, 2017, the trading price of our ADSs on the New York Stock Exchange, or NYSE, has ranged from a low of \$0.46 per ADS to a high of \$11.44 per ADS. This may happen because of broad market and industry factors, such as the performance and fluctuation of ADSs of other companies with business operations located mainly in the PRC that have listed their securities in the United States. A number of PRC companies have listed or are in the process of listing their securities on U.S. stock markets. The securities of some of these companies have experienced significant volatility, including price declines in connection with their initial public offerings. The trading performances of these PRC companies' securities after their offerings may affect the attitudes of investors toward PRC companies listed in the United States in general and consequently may impact the trading performance of our ADSs, regardless of our actual operating performance.



In addition to market and industry factors, the price and trading volume for our ADSs may be highly volatile for factors specific to our own operations, including the following:

- variations in our revenues, earnings and cash flow;
- announcements of new investments, acquisitions, strategic partnerships, or joint ventures;
- announcements of new services and expansions by us or our competitors;
- changes in financial estimates by securities analysts;
- additions or departures of key personnel;
- release of lock-up or other transfer restrictions on our outstanding equity securities or sales of additional equity securities;
- potential litigation or regulatory investigations; and
- fluctuations in market prices for our products.

Any of these factors may result in large and sudden changes in the volume and price at which our ADSs will trade. We cannot assure you that these factors will not occur in the future.

***Our ADSs would be subject to delisting from the NYSE if we are unable to achieve and maintain compliance with the NYSE's continued listing standards.***

Under the NYSE listing rules, we are required to maintain an average closing price of our ADSs of US\$1.00 or higher over a 30-trading-day period. On June 20, 2014, we were notified by the NYSE that we were no longer in compliance with the NYSE's continued listing standards because the average per share closing price of our ADS for the consecutive 30-trading-day period ending on June 13, 2014 had fallen below the NYSE's share price requirements. Under the NYSE's rules, our ADS price and 30-trading-day average ADS price must be back above US\$1.00 within six months following receipt of the notification from the NYSE in order for us to regain compliance with the minimum share price requirement. We changed the ratio of our ADS to ordinary share from 1:4 to 1:16, effective on December 18, 2014. We were notified by the NYSE that a calculation of the price of our ADSs for the 30-trading-day period ended February 2, 2015 indicated that the price of our ADSs was above the NYSE's minimum requirement of US\$1.00 based on a 30-trading-day average and accordingly we were no longer considered below the US\$1.00 continued listing criterion.

In addition to the minimum share price requirement noted above, the NYSE's continued listing standards applicable to us also include the following: (i) the average global market capitalization is not less than US\$50 million over a consecutive 30-trading-day period and the stockholders' equity is not less than US\$50 million; and (ii) the average global market capitalization is not less than US\$15 million over a consecutive 30-trading-day period. The violation of the latter requirement will result in immediate initiation of suspension and delisting procedures. We are currently in compliance with these two NYSE criteria for continued listing. However, if we are unable to maintain compliance with such NYSE criteria for continued listing, our ADSs would be subject to suspension and delisting.

If we were unable to comply with the NYSE's continued listing standards, there may be a significant decline in the trading price, trading volume and liquidity of our ADSs. We also expect that the suspension and delisting of our ADSs would lead to decreases in analyst coverage and market-making activity relating to our ADSs, as well as reduced information about trading prices and volume. As a result, it could become significantly more difficult for our ADSs holders to sell their ADSs at prices comparable to those in effect prior to delisting or at all.

***We believe that we have been and may continue to be a passive foreign investment company for U.S. federal income tax purposes, which could result in adverse U.S. federal income tax consequences to U.S. holders of our ADSs or ordinary shares.***

A non-U.S. corporation will be considered a passive foreign investment company, or PFIC, for any taxable year if either (1) at least 75% of its gross income for such year is passive income or (2) at least 50% of the value of its assets (determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. We do not believe we were a PFIC in prior taxable years or for the taxable year ended December 31, 2016. However, we may be a PFIC in the current taxable year or a future taxable year. However, a separate determination must be made at the close of each taxable year as to whether we are a PFIC for such year. In addition, our PFIC status will depend upon the composition of our income and assets from time to time, including the value of our ADSs at any such time. Our PFIC status will also depend, in part, on how, and how quickly, we spend the cash we hold. Accordingly, we cannot assure you that we will not be a PFIC for our current taxable year ending December 31, 2017 or any future taxable year. If we are treated as a PFIC for any taxable year during which a U.S. person holds our ADSs or ordinary shares, certain adverse U.S. federal income tax consequences and additional reporting requirements could apply to that U.S. person, unless such U.S. person makes a timely “mark-to-market” election or a “deemed sale” election that may mitigate these consequences. See “Item 10. Additional Information—E. Taxation—U.S. Federal Income Taxation—Passive Foreign Investment Company.”

***Substantial future sales or perceived sales of our ADSs or ordinary shares in the public market could cause the price of our ADSs to decline.***

Sales of our ADSs or ordinary shares in the public market, or the perception that these sales could occur, could cause the market price of our ADSs to decline. As of December 31, 2016, we had 227,716,692 ordinary shares outstanding, including 93,121,696 ordinary shares represented by 5,820,106 ADSs. All ADSs are freely transferable without restriction or additional registration under the Securities Act of 1933, as amended, or the Securities Act. The remaining ordinary shares outstanding will be available for sale and, in the case of the ordinary shares that certain option holders will receive when they exercise their share options, until the later of (i) the first anniversary of the grant date, and (ii) the expiration of any relevant lock-up periods, subject to volume and other restrictions that may be applicable under Rule 144 and Rule 701 under the Securities Act. We cannot predict what effect, if any, market sales of securities held by our significant shareholders or any other shareholder or the availability of these securities for future sale will have on the market price of our ADSs.

***Our articles of association contain anti-takeover provisions that could have a material adverse effect on the rights of holders of our ADSs and ordinary shares.***

Our currently effective articles of association is our amended and restated memorandum and articles of association which limit the ability of third parties to acquire control of our company or cause us to engage in change-of-control transactions. These provisions could have the effect of depriving our shareholders of an opportunity to sell their shares at a premium over prevailing market prices by discouraging third parties from seeking to obtain control of our company in a tender offer or similar transaction. For example, our board of directors has the authority, without further action by our shareholders, to issue preferred shares in one or more series and to fix their designations, powers, preferences, privileges, and relative participating, optional or special rights and the qualifications, limitations or restrictions, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, any or all of which may be greater than the rights associated with our ordinary shares, in the form of ADS or otherwise. Preferred shares could be issued quickly with terms calculated to delay or prevent a change in control of our company or make removal of management more difficult. If our board of directors decides to issue preferred shares, the price of our ADSs may fall and the voting and other rights of the holders of our ordinary shares and ADSs may be materially and adversely affected.



***You may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law.***

We are an exempted company incorporated under the laws of the Cayman Islands. Our corporate affairs are governed by our amended and restated memorandum and articles of association, the Companies Law of the Cayman Islands (2013 Revision) and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, the decisions of whose courts are of persuasive authority, but are not binding, on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands have a less developed body of securities laws as compared to the United States. Some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States.

There is uncertainty as to whether the courts of the Cayman Islands would:

- recognize or enforce judgments of courts of the United States obtained against us based on certain civil liability provisions of U.S. securities laws; and
- entertain original actions brought against us predicated upon certain civil liability provisions of U.S. securities laws.

There is no statutory recognition in the Cayman Islands of judgments obtained in the United States, although the courts of the Cayman Islands will in certain circumstances recognize and enforce a non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits.

As a result of all of the above, public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of the board of directors or controlling shareholders than they would as public shareholders of a company incorporated in the United States.

***Certain judgments obtained against us by our shareholders may not be enforceable.***

We are a Cayman Islands company and all of our assets are located outside of the United States. Substantially all of our current operations are conducted in the PRC. In addition, most of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult or impossible for you to bring an action against us or against these individuals in the United States in the event that you believe that your rights have been infringed under the United States federal securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of the PRC may render you unable to enforce a judgment against our assets or the assets of our directors and officers.

***The voting rights of holders of ADSs are limited by the terms of the deposit agreement, and you may not be able to exercise your right to vote your ordinary shares.***

As a holder of our ADSs, you will only be able to exercise the voting rights with respect to the underlying ordinary shares in accordance with the provisions of the deposit agreement. Under the deposit agreement, you must vote by giving voting instructions to the depository. Upon receipt of your voting instructions, the depository will vote the underlying ordinary shares in accordance with these instructions. You will not be able to directly exercise your right to vote with respect to the underlying shares unless you withdraw the shares. Under our currently effective articles of association, the minimum notice period required for convening a general meeting is seven days. When a general meeting is convened, you may not receive sufficient advance notice to withdraw the shares underlying your ADSs to allow you to vote with respect to any specific matter. If we ask for your instructions, the depository will notify you of the upcoming vote and will arrange to deliver our voting materials to you. We cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depository to vote your shares. In addition, the depository and its agents are not responsible for failing to carry out voting instructions or for their manner of carrying out your voting instructions. This means that you may not be able to exercise your right to vote and you may have no legal remedy if the shares underlying your ADSs are not voted as you requested.

***The depositary for our ADSs will give us a discretionary proxy to vote our ordinary shares underlying your ADSs if you do not vote at shareholders' meetings, except in limited circumstances, which could adversely affect your interests.***

Under the deposit agreement for the ADSs, if you do not vote at shareholders' meetings, the depositary will give us a discretionary proxy to vote our ordinary shares underlying your ADSs at shareholders' meetings unless:

- we have instructed the depositary that we do not wish a discretionary proxy to be given;
- we have informed the depositary that there is substantial opposition as to a matter to be voted on at the meeting; or
- a matter to be voted on at the meeting would have a material adverse impact on shareholders.

The effect of this discretionary proxy is that if you do not vote at shareholders' meetings, you cannot prevent our ordinary shares underlying your ADSs from being voted, except under the circumstances described above. This may make it more difficult for shareholders to influence the management of our company. Holders of our ordinary shares are not subject to this discretionary proxy.

***You may not receive dividends or other distributions on our ordinary shares and you may not receive any value for them, if it is illegal or impractical to make them available to you.***

The depositary of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on ordinary shares or other deposited securities underlying our ADSs, after deducting its fees and expenses. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. However, the depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any holders of ADSs. For example, it would be unlawful to make a distribution to a holder of ADSs if it consists of securities that require registration under the Securities Act but that are not properly registered or distributed under an applicable exemption from registration. The depositary may also determine that it is not feasible to distribute certain property through the mail. Additionally, the value of certain distributions may be less than the cost of mailing them. In these cases, the depositary may determine not to distribute such property. We have no obligation to register under U.S. securities laws any ADSs, ordinary shares, rights or other securities received through such distributions. We also have no obligation to take any other action to permit the distribution of ADSs, ordinary shares, rights or anything else to holders of ADSs. This means that you may not receive distributions we make on our ordinary shares or any value for them if it is illegal or impractical for us to make them available to you. These restrictions may cause a material decline in the value of our ADSs.

***You may be subject to limitations on transfer of your ADSs.***

Your ADSs represented by American depositary receipts, or ADRs, are transferable on the books of the depositary. However, the depositary may close its books at any time or from time to time when it deems expedient in connection with the performance of its duties. The depositary may close its books from time to time for a number of reasons, including in connection with corporate events such as a rights offering, during which time the depositary needs to maintain an exact number of ADS holders on its books for a specified period. The depositary may also close its books in emergencies, and on weekends and public holidays. The depositary may refuse to deliver, transfer or register transfers of our ADSs generally when our share register or the books of the depositary are closed, or at any time if we or the depositary thinks it is advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

***Your right to participate in any future rights offerings may be limited, which may cause dilution to your holdings and you may not receive distributions with respect to the underlying ordinary shares if it is impractical to make them available to you.***

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make rights available to you in the United States unless we register the rights and the securities to which the rights relate under the Securities Act or an exemption from the registration requirements is available. Also, under the deposit agreement, the depositary will not make rights available to you unless the distribution to ADS holders of both the rights and any related securities are either registered under the Securities Act or exempted from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

In addition, the depository of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. However, the depository may, at its discretion, decide that it is inequitable or impractical to make a distribution available to any holders of ADSs. For example, the depository may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the depository may decide not to distribute such property and you will not receive such distribution.

**ITEM 4. INFORMATION ON THE COMPANY**

**A. History and Development of the Company**

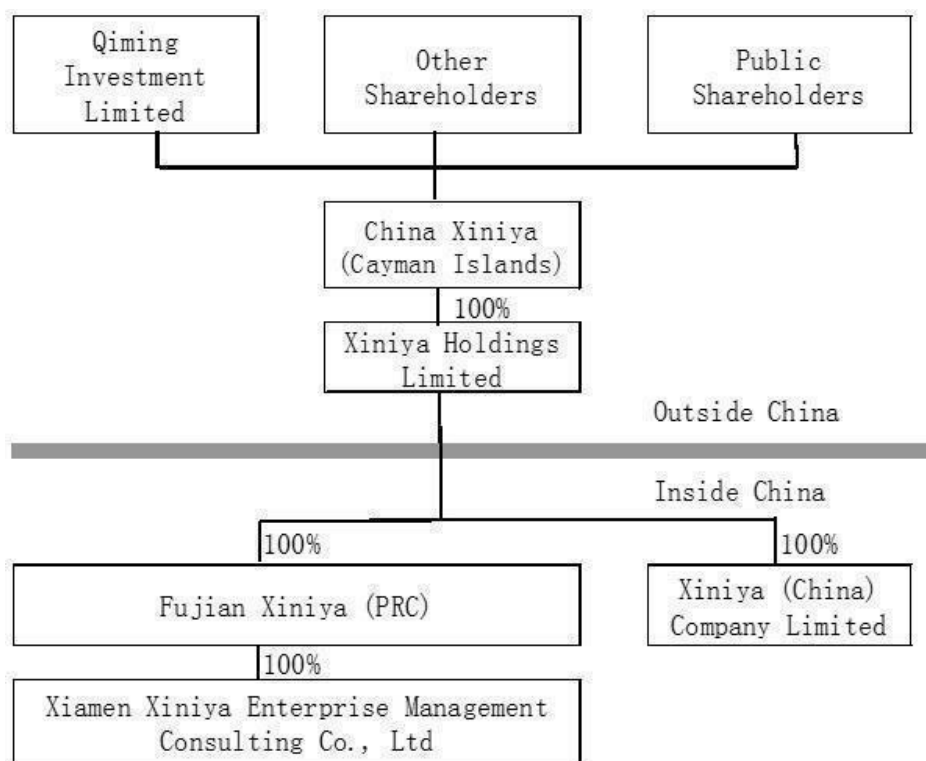
Our operating subsidiary in China, Fujian Xiniya, was established as a wholly foreign-owned enterprise on October 18, 2005. Mr. Hing Tuen Wong, a resident of Hong Kong and friend of our Founder, Chairman and Chief Executive Officer, Mr. Qiming Xu, was registered to be the sole shareholder of Fujian Xiniya. Mr. Wong and Mr. Xu had previously entered into contractual agreements in January 2005 and September 2005, respectively, both of which granted Mr. Xu effective control of Fujian Xiniya. Prior to the establishment of Fujian Xiniya, we operated our business through Shishi Xiniya, a company established in July 2000 that was controlled by Mr. Xu and his father. Upon the establishment of Fujian Xiniya, Shishi Xiniya ceased to conduct any business relating to the manufacturing and sale of garments and Mr. Xu and his father disposed of their equity interests in Shishi Xiniya to a third party.

Xiniya Hong Kong was incorporated in Hong Kong on January 16, 2009 as a limited liability company. On February 9, 2009, Xiniya Hong Kong entered into an agreement to acquire a 100% equity interest in Fujian Xiniya from Mr. Wong for consideration of HK\$10.0 million. In January 2010, the Fujian Provincial Government approved this transaction and Xiniya Hong Kong became the sole shareholder of Fujian Xiniya.

China Xiniya was incorporated in the Cayman Islands as an exempted limited liability company on June 24, 2010 primarily for the purpose of facilitating our initial public offering. On July 13, 2010, China Xiniya acquired a 100% equity interest in Xiniya Hong Kong from Mr. Wong.

Our ADSs were listed on the New York Stock Exchange on November 23, 2010. We changed the ratio of our ADS to ordinary share from 1:4 to 1:16, effective on December 18, 2014.

The following diagram illustrates our current corporate structure:



On September 23, 2011, Xiniya (China) Company Limited, a wholly owned subsidiary of Xiniya Hong Kong, was incorporated in China for the purpose of operating the planned manufacturing and logistics facilities in Quanzhou City, Fujian Province.

On December 30, 2011, Xiamen Xiniya Enterprise Management Consulting Co., Ltd, a wholly owned subsidiary of Fujian Xiniya, was incorporated in China for the purpose of operating our corporate headquarters in Xiamen City, Fujian Province.

Our principal executive offices are located at 2<sup>nd</sup> floor, 90 An Ling Er Road, Xiamen City, Fujian Province 361010, the People's Republic of China. Our telephone number at this address is (86-592) 331-5667, and our fax number is (86-592) 331-5677. Our registered office in the Cayman Islands is located at Maples Corporate Services Limited, PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

Investor inquiries should be directed to us at the address and telephone number of our principal executive offices set forth above. Our website is [www.xiniya.com](http://www.xiniya.com). The information contained on our website does not constitute a part of this annual report. Our agent for service of process in the United States is Corporation Service Company, located at 1180 Avenue of the Americas, Suite 210, New York, NY 10036.

## **B. Business Overview**

We are a leading provider of men's business casual apparel in China. We design and sell men's business casual and business formal apparel and accessories, which we market under the Xiniya brand and sell through our distribution network. Our products are sold to end consumers at authorized retail outlets owned and managed by third parties located in 20 provinces, four autonomous regions and four municipalities in China. We focus on creating products that feature a high standard of style, design, fabrics and craftsmanship. Our authorized retail network, which is owned and managed by third parties, focuses on second- and lower-tier cities, where increasing affluence has led to an improvement in living standards and most international men's apparel brands do not have a significant presence. Our target end consumers are male working professionals in China between the ages of 25 and 45 who seek fashionable clothing to suit their working and lifestyle needs. We primarily operate our business through Fujian Xiniya, our wholly owned subsidiary in China.

The men's apparel market in China has grown rapidly in recent years primarily due to enhanced living standards, increased disposable income and a rising level of style and brand consciousness among male consumers. The rapid growth in urbanization and economic prosperity in second- and lower-tier cities has also brought about a significant increase in spending power in these cities, including spending on men's apparel products.

The men's apparel market in China primarily consists of three major segments, namely the men's business formal segment, the men's casual segment and the accessories segment. The business formal segment used to account for the majority of men's apparel sales. However, as demand for fashionable leisure and casual apparel in Western styles increases, the casual segment has increased as a percentage of the men's apparel market. As a leading provider of men's business casual apparel in China, we believe we are well positioned to capitalize on the favorable economic, demographic and industry trends in this sector.

Our Xiniya brand was registered in 1993 by a garment outsourcing company managed by our Founder, Chairman and Chief Executive Officer, Mr. Qiming Xu. Fujian Xiniya was established in October 2005 and at the same time we began to develop, mainly through our distributors, an authorized retail network which, as of December 31, 2016, covered one flagship outlet owned and directly operated by us and 446 authorized retail outlets, including 28 outlets owned and managed by our distributors, one flagship outlet owned and managed by our distributor, a retail website operated and managed by a distributor, 168 authorized retail outlets owned and managed by 142 authorized retailers supervised by our 12 distributors, and 248 authorized retail outlets owned and managed by 206 authorized retailers supervised by us.

In addition, since 2005, we have diversified our product offerings from men's jackets to include an extensive portfolio of men's business casual and business apparel products, with an emphasis on business casual collections comprising jackets, pants, shirts, T-shirts, sweaters and overcoats, business formal collections and accessories. Our design team works closely with our suppliers, distributors and managers of major authorized retail outlets owned by third parties to create products using high quality fabrics and construction that are well-fitting, comfortable and exhibit attractive detailing and a unique style.

Our authorized retail outlets, which are owned and managed by third parties, are designed by us for a uniform look and feel that fits our brand image, with in-store displays that accentuate the quality and style of our products. All of these authorized retail outlets are required to sell our products exclusively. Some of these retail outlets occupy unenclosed concession areas within multi-tenant premises. We focus significant efforts on the controlled growth and effective management of our retail network, including the quality and training of our distributors and authorized retailers, as well as the coordination of our product marketing activities across China. To promote our products, we conduct multi-channel marketing campaigns to reach our target customers through advertisements in various types of media, retail sales promotions and in-store marketing activities.

We sold approximately 4,790,000, 6,278,000 and 4,021,000 units of garments in 2014, 2015 and 2016, respectively. Excluding the sales volume of repurchased inventory that was sold outside of China, our sales volume was 4,018,000, 3,067,000 and 2,342,000 units in 2014, 2015 and 2016, respectively. We currently outsource 100% of the production of our products to PRC-based third-party contract manufacturers. To ensure that our high standards of quality and timely delivery of products are met, we work with a select group of reputable and experienced manufacturers and implement a strict quality control process.

On July 18, 2016, the Company announced that the Company's controlling shareholder, Qiming Investment Limited, a British Virgin Islands company (the "Seller") controlled by the Company's Chairman and Chief Executive Officer, Qiming Xu, entered into an agreement to sell a controlling interest in the Company (the "Agreement") to Perfect Lead International Limited and Honest Plus Investments Limited, both British Virgin Islands companies (collectively the "Purchasers").

As of the date of the Agreement, the Seller beneficially owns 134,359,960 ordinary shares of the Company, accounting for approximately 59% of the total outstanding shares of the Company. Pursuant to the Agreement, the Seller will sell 114,996,929 ordinary shares of the Company (the "Seller Shares"), or 50.5% of the total outstanding shares of the Company, to the Purchasers, for an aggregate purchase price of RMB86,426,661 (US\$12,937,155), or RMB0.75 per ordinary share (or US\$1.80 per ADS), which is approximately 172.57% of the volume weighted average closing price of the shares for the fifteen (15) trading days prior to and including July 15, 2016.

The closing of the share transfer requires, among other conditions, the following to occur first: (1) the Company's board of directors and shareholders must approve the sale of Xiniya Holdings Limited, the Company's wholly owned subsidiary in Hong Kong, to Mr. Qiming Xu or his designees at a price to be determined by an independent third party valuer (the "Xiniya Transaction"); and (2) the Company must take such corporate actions as are necessary to approve the acquisition of True Silver Limited ("True Silver"), a British Virgin Islands company, which will utilize a variable interest entity (VIE) structure to operate and consolidate 70% of the financial results of Hubei Chutian Lending Company, Ltd. ("Chutian"), a PRC company engaged in the lending of small loans to customers in China, at a price to be determined by an independent third party valuer (the "Chutian Transaction"). True Silver is wholly owned by Honest Plus Investments Limited and indirectly controlled by Wei Qizhi, who is the controlling shareholder of each of the Purchasers and the founder of Chutian. As a result of the Xiniya Transaction and the Chutian Transaction, the Company's core business will be changed from men's fashion to lending and financial services. In addition, the Purchasers' designees will be appointed as directors of the board, Chairman and Chief Executive Officer of the Company to be effective immediately after the closing.

The assets and liabilities attributable to Xiniya Holding Limited and its subsidiaries, which are expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented as discontinued operations herein. See note 20 to our audited financial statements for additional information regarding these transactions.

Our net revenues from discontinued operations increased from RMB380.2 million in 2014 to RMB472.2 million in 2015 and decreased to RMB266.8 million (\$38.4 million) in 2016. We incurred a net loss from discontinued operations of RMB166.3 million, RMB598.4 million and RMB341.9 million (\$49.2 million) in 2014, 2015 and 2016, respectively.

## **Our Brand and Products**

### ***Our Brand***

We sell all our products under our Xiniya brand, from which we derive all of our revenues. Our Xiniya brand is therefore critical for our success.

Our Xiniya trademark was registered in 1993 by a garment outsourced manufacturing and processing factory controlled by the family of Mr. Qiming Xu, our Founder, Chairman and Chief Executive Officer. The trademark was licensed to us in 2005 and then transferred to us in August 2009. Our Xiniya brand is designed to project an image of successful executives and professionals who choose stylish and comfortable attire to suit a lifestyle that integrates business with leisure. We believe the wide-spread recognition of our brand throughout China, especially in second- and lower-tier cities, has been one of the key factors in our success. Second- and lower-tier cities have achieved substantial economic growth in recent years, primarily due to the PRC government's favorable policies for the development of smaller cities. As a result, the increasing affluence of households has led to an improvement in living standards. In addition, international men's apparel brands have not established any significant presence in such cities, and therefore we face less competition in these markets as compared to first-tier cities in China.

In July 2012, we entered into an agreement with Guangzhou Shuo Chen Clothing Development Co., Ltd., the Licensee, to grant it a sole license to use the registered Xiniya brand for designing, developing, marketing and selling leather shoes, bags and other goods through specialty retail outlets, including department store concessions in China, from August 1, 2012 to November 30, 2018. The scope of the license was limited to business casual leather products, excluding existing Xiniya menswear products and non-business casual leather products, which could not be sold by the Licensee over the internet or through Xiniya's existing distribution and retail channels. We retained final design approval over products developed by the Licensee. By the end of the license term, the Licensee was expected to have opened in tier one, two and three cities in China at least 300 retail outlets and/or concessions that exclusively display and sell Xiniya business casual leather products. While such licensing has had no immediate impact on our financial results, we believed that this would help to increase our retail network and brand recognition over the long term as we continued to grow our brand. In December 2015, both Xiniya and Licensee mutually agreed to terminate the licensing agreement.

## ***Our Products***

We currently offer a wide range of men's leisure and business apparel and accessories that include the following three major types:

- Business casual—including jackets, pants, shirts, T-shirts, sweaters and overcoats, which accounted for approximately 93.1% and 91.3%, respectively, of our revenues in 2015 and 2016;
- Business formal—including suits, business pants and dress shirts, which accounted for approximately 5.6% and 5.8%, respectively, of our revenues in 2015 and 2016; and
- Accessories—including ties, bags, belts, shoes and other accessories, which accounted for approximately 1.3% and 2.9%, respectively, of our revenues in 2015 and 2016.

We focus on our business casual collection, which is intended for leisure enjoyment and travel purposes. Our products feature high quality design, high quality fabrics and craftsmanship that suit our sophisticated yet casual brand image. Among other products, we have successfully designed, produced and marketed apparel made out fabrics that feature colorfastness, are resistant to sweat, tears and abrasions, absorb moisture, and are wrinkle-free, static-free and stain-free, all of which complement our customers' business and leisure lifestyle.

## ***Design and Merchandising***

We believe one of our key strengths is our internal design and product development team, which designs products that reinforce our brand image. All our products are designed by our internal design and product development team. As of December 31, 2016, our design and product development team consisted of 31 members, including six senior designers with an average of over ten years of working experience in the fashion industry in China. Our chief designer, Mr. Tiande Liao, has more than 10 years of experience as a fashion designer. Most of our senior designers are graduates of professional design schools in China. Each designer is responsible for specific areas of his or her expertise: T-shirts, jackets, shirts, suits, pants, leather products, leisure wear or knitted wears. Our products are designed to be well-fitting, comfortable and exhibit attractive detailing and a unique style.

We take our fashion inspiration from throughout the world, interpreting contemporary ideas for styles, fabrics and colors into customized products and designs to meet the lifestyle needs of our China customers. We also draw latest European fashion design inspiration from Europe by visiting several major cities in Europe. As Japanese and Korean fashions continue to gain popularity in China, our design and product development team also increasingly attends fashion shows in Japan and Korea to draw design ideas. We introduce new design elements into our product lines in each new season. Because our products are designed according to themes determined by our in-house designers for each season, we are able to offer a range of styles within each season's line while still maintaining a unified brand image.

Our design and product development team typically begins gathering market intelligence through various media channels and professional fashion information vendors one year or more in advance of the launch of our products. Our designers spend approximately one month per year traveling to major fashion centers, fashion shows and exhibitions both inside and outside China, as well as meeting with suppliers, other fashion designers and end consumers to understand market demand and develop ideas. Afterwards, the design team reconvenes to analyze the information gathered and begins to set product positioning and pricing. The actual design of the specific items of apparel is conducted over the following two to three months, after which samples are manufactured and presented to distributors and customers in the product preview conferences. We typically make minor adjustments based on the feedback received and produce the final products in time for the sales fairs.

We work with our suppliers on an exclusive basis from time to time to jointly develop innovative materials, such as wrinkle-free and water-proof fabrics, which provide functionality that matches the travel and leisure purposes of our apparel. In addition, we work closely with our distributors and managers of major retail outlets, especially during our sales fairs and product preview conferences, to receive feedback and market intelligence about local style trends and consumer preferences. Such information helps us to tailor our designs to be more suitable for specific markets. We introduce new design elements into our product lines in each new season. In each of 2014, 2015 and 2016, we introduced over 1,000 new designs to the market.

## **Production**

In 2011, we applied, through our wholly owned subsidiary Xiniya (China) Holdings Limited, to the relevant governmental authorities in Quanzhou City, Fujian Province to acquire land use rights for new manufacturing and logistics facilities. In 2011, a refundable deposit of RMB8.9 million was paid to the local China government in connection with the acquisition of land use rights. In September 2015, we made a decision to terminate the application for land use rights, and the deposit for land use rights was fully refunded.

Since 2013, we have outsourced 100.0% of our products to PRC-based third-party contract manufacturers. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—Our operations could be materially adversely affected if we fail to effectively manage our relationships with, or lose the services of, our contract manufacturers.” All of the products produced by our contract manufacturers bear the brand name Xiniya. In 2014, 2015 and 2016, we had 36, 19 and 19 contract manufacturers, respectively. Our sourcing strategy is based around the quality fabrics and production that our customers expect from our Xiniya brand. The costs of our outsourced production amounted to approximately RMB393.0 million, RMB708.8 million and RMB335.7 million (\$48.4 million) in 2014, 2015 and 2016, respectively, accounting for approximately 91.1%, 95.6% and 92.0% of our total cost of sales in the respective periods.

## **Inventory Management**

We recognize that controlling the level of inventory is important to our overall operational efficiency and cost control. Based on the purchase orders our distributors place at our sales fairs held three times each year, we are able to anticipate the demand for our products in advance and plan ahead for the orders we will be required to place with our contract manufacturers. We generally place manufacturing orders with our contract manufacturers immediately after each of the three sales fairs in a year, usually in April for our autumn products, in June for our winter products and in September for our spring and summer products, where we confirm purchase orders with our distributors and authorized retailers. This enables our contract manufacturers to have sufficient time, ranging from two to eight weeks, to produce the products and deliver to our warehouse. We deliver our products suitable for a specific season to our distributors and authorized retailers on a timely basis so that we minimize inventory at our distributors and authorized retailers.

## **Quality Control**

Product quality control is a critical aspect of our business. Our dedicated quality control team performs various quality inspection and testing procedures, including random sample testing at different stages of our production process, to ensure that our products meet or exceed the expectations of our end consumers. We also perform routine product inspections on every batch of our products and sample testing to ensure consistent quality of our products, including semi-finished and finished products.

Our quality control team regularly carries out quality control procedures on our products. We conduct on-site inspections of our contract manufacturers before we enter into business relationships with them. We also send our in-house quality control staff on-site to our contract manufacturers to monitor the entire production process. The initial product inspections are performed on-site by our staff before these products are shipped to our headquarters for further inspection and storage in our warehouse. We also provide technical training to contract manufacturers to assist them with quality control of the production processes and inspect pre-production samples and finished products from contract manufacturers. We have not encountered any material disruptions to our business as a result of the failure of any of our contract manufacturers to meet our quality standards.

## **Our Distribution Network**

All of our products are sold to customers in China, except for certain repurchased inventories that were sold outside of China through the Chinese local distribution channel. We sell substantially all of our products to our distributors and authorized retailers, after which distributors resell our products to authorized retailers, and eventually to end customers through authorized retail outlets owned and managed by distributors or authorized retailers. We believe our business model enables us to achieve growth by leveraging the resources of our distributors, as well as their expertise in retail distribution and management and local relationships.

As of December 31, 2016, our products were sold in 20 provinces, four autonomous regions and four municipalities in China, at one flagship outlet owned and directly operated by us and 446 authorized retail outlets, including 28 outlets owned and managed by our distributors, one flagship outlet owned and managed by our distributors, a retail website operated and managed by a distributor, 168 authorized retail outlets owned and managed by 142 authorized retailers supervised by our 12 distributors, and 248 authorized retail outlets owned and managed by 206 authorized retailers supervised by us. We present our products to our distributors and authorized retailers at our sales fairs, which are held three times a year, usually in April, June and September of each year.

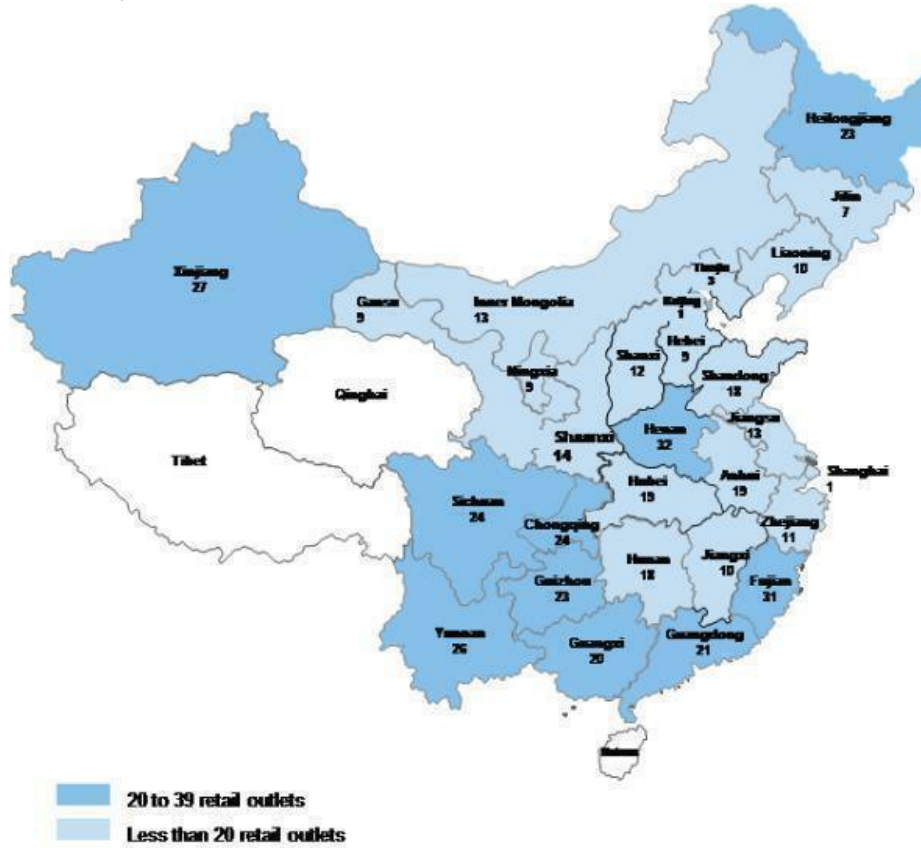
Our distributors are primarily responsible for organizing local marketing and promotional campaigns for our products. In order to motivate our distributors to continuously invest in promoting our Xiniya brand, all of our distributors are eligible to receive incentive rebates of a fixed percentage of their respective annual purchases from us. Revenues are shown net of, *inter alia*, rebates and such rebates are deducted from the accounts receivable from each of these distributors at the end of each year. In the years ended December 31, 2014, 2015 and 2016, we provided rebates to our distributors in an aggregate amount of RMB53.2 million, RMB26.9 million and RMB14.9 million (\$2.1 million), respectively. The reduction in rebates is primarily due to a decrease in revenues in 2015 and 2016 based on which the rebates were calculated. The amounts that each distributor receives are used to partially cover its marketing and business development expenses in relation to local marketing and promotional campaigns, new outlet launches and new product roll-outs, as well as recruitment of authorized retailers.



The following diagram illustrates the relationships among our company, our distributors, authorized retail outlets and end consumers as of December 31, 2016.



The map below indicates our market presence in each of the provinces, autonomous regions and municipalities in China where our authorized retail outlets were located as of December 31, 2016.





The table below sets forth the breakdown of our revenues by geographic region for the periods indicated.

	For the Year Ended December 31,						
	2014		2015		2016		
	Amount	% of	Amount	% of	Amount	% of	
	RMB	Revenues	RMB	Revenues	RMB	\$	
	(amounts in thousands, except for percentages)						
Eastern region <sup>(1)</sup>	90,463	23.8%	77,669	16.5%	52,171	7,514	19.6%
Central and southern region <sup>(2)</sup>	80,213	21.1%	73,095	15.5%	42,766	6,160	16.0%
Southwestern region <sup>(3)</sup>	59,937	15.8%	61,050	12.9%	16,543	2,383	6.2%
Northwestern region <sup>(4)</sup>	32,012	8.4%	39,346	8.3%	22,637	3,260	8.5%
Northern region <sup>(5)</sup>	17,859	4.7%	15,636	3.3%	3,907	563	1.5%
Northeastern region <sup>(6)</sup>	31,186	8.2%	10,649	2.3%	28,626	4,123	10.7%
Outside China <sup>(7)</sup>	68,499	18.0%	194,721	41.2%	100,170	14,427	37.5%
	<u>380,169</u>	<u>100.0%</u>	<u>472,166</u>	<u>100.0%</u>	<u>266,820</u>	<u>38,430</u>	<u>100.0%</u>

- (1) The eastern region includes Anhui Province, Fujian Province, Jiangsu Province, Jiangxi Province, Shandong Province, Zhejiang Province and Shanghai.
- (2) The central and southern region includes Guangdong Province, Hainan Province, Henan Province, Hubei Province, Hunan Province and Guangxi Zhuang Autonomous Region.
- (3) The southwestern region includes Guizhou Province, Sichuan Province, Yunnan Province, Chongqing and Tibet Autonomous Region.
- (4) The northwestern region includes Gansu Province, Shaanxi Province, Qinghai Province, Ningxia Autonomous Region and Xinjiang Uygur Autonomous Region.
- (5) The northern region includes Hebei Province, Shanxi Province, Inner Mongolian Autonomous Region, Beijing and Tianjin.
- (6) The northeastern region includes Heilongjiang Province, Jilin Province and Liaoning Province.
- (7) These figures are related to buyback inventory that was sold outside of China through the Chinese local distribution channel.

#### **Distributors and authorized retailers**

We enter into distributorship agreements with our distributors that are reviewed and renewed annually. Under these agreements, our distributors are granted the exclusive right to open and manage or authorize other parties to open Xiniya-branded retail outlets within a certain province or municipality, except for Guangdong Province, where we have two distributors covering different regions within the province. We believe this business model effectively eliminates competition among our distributors. Distributors that sell outside their exclusive regions are subject to penalties, which may include surrendering of profits realized from such unauthorized sales, loss of part or all of the deposit retained by us and the termination of their distributorship agreements with us. Our distributorship agreements prohibit our distributors from selling other men's apparel brands. Our distributors are also required to maintain uniform standards with respect to outlet displays, marketing activities and daily operations as set out in our operating guidelines and to provide us a sales report on a monthly basis. In 2014, 2015 and 2016, excluding buyback inventory that was sold outside of China through the Chinese local distribution channel, approximately 81.2%, 48.7% and 25.4% of our revenues were generated from sales to our distributors, respectively.

In May 2012, we recruited one new distributor in Jilin Province. Previously, we had one distributor managing both Liaoning and Jilin Provinces. With the appointment of a new distributor in Jilin Province, the existing distributor was able to focus fully on the retail outlets in Liaoning Province.

In 2013, in order to improve sales performance in Inner Mongolia Autonomous Region and Hebei Province, we reorganized the distribution system in these areas and consolidated their management under the distributor based in Beijing. We and our existing distributors in Inner Mongolia Autonomous Region and Hebei Province mutually agreed to cease our business relationship immediately after these distributors fulfilled their obligation to distribute the 2013 Spring and Summer Collections to the authorized retailers. The distributor in Beijing was responsible for the delivery of our products to authorized retailer since July 2013. In February 2014, a distributor in Dalian City was merged into the distributor in Shenyang Province due to its poor sales performance.

In 2015, we acquired a retail network from five distributors in Heilongjiang Province, Fujian Province, Henan Province, Liaoning Province and Anhui Province for RMB164.5 million due to what we believe was a lack of commitment to our business. The retail network consists of 140 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us. Instead, they were direct customers of and had direct contractual relationships with these five distributors. After this acquisition, these distributors ceased contractual relationship with these authorized retailers and ceased their distributorship of our products in these five provinces. The authorized retailers became direct customers of, and now have direct contractual relationship with, our company.

In 2016, we acquired a retail network from nine distributors in Gansu and Ningxia Provinces, Eastern Shandong Province, Western Shandong Province, Guangxi Province, Shanxi Province, Jilin Province, Sichuan Province, Inner Mongolia and Hebei Provinces, Beijing and Tianjin Cities, and Chongqing City for RMB151.0 million (\$21.7 million) due to what we believe was a lack of commitment to our business. The retail network consisted of 149 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us, and were direct customers of and had direct contractual relationships with these nine distributors. After this acquisition, these distributors ceased contractual relationship with these authorized retailers and ceased their distributorship in these areas. The authorized retailers became direct customers of, and have direct contractual relationship with, our company.

The following table summarizes by region the number of our distributors for the periods indicated.

	As of December 31,		
	2014	2015	2016
Eastern region <sup>(1)</sup>	8	6	4
Central and southern region <sup>(2)</sup>	6	5	4
Southwestern region <sup>(3)</sup>	4	4	2
Northern region <sup>(4)</sup>	2	2	—
Northeastern region <sup>(5)</sup>	3	1	—
Northwestern region <sup>(6)</sup>	3	3	2
<b>Total</b>	<b>26</b>	<b>21</b>	<b>12</b>

- (1) The eastern region includes Anhui Province, Fujian Province, Jiangsu Province, Jiangxi Province, Shandong Province, Zhejiang Province and Shanghai.
- (2) The central and southern region includes Guangdong Province, Hainan Province, Henan Province, Hubei Province, Hunan Province and Guangxi Province.
- (3) The southwestern region includes Guizhou Province, Sichuan Province, Yunnan Province, Chongqing and Tibet Autonomous Region.
- (4) The northern region includes Hebei Province, Shanxi Province, Inner Mongolian Autonomous Region, Beijing and Tianjin.
- (5) The northeastern region includes Heilongjiang Province, Jilin Province and Liaoning Province.
- (6) The northwestern region includes Gansu Province, Shaanxi Province, Qinghai Province, Ningxia Autonomous Region and Xinjiang Uygur Autonomous Region.

Excluding buyback inventory that was sold outside of China through the Chinese local distribution channel, the top three regions accounted for 60.7%, 44.9% and 46.3%, respectively, of our total revenues for the years ended December 31, 2014, 2015 and 2016. These regions have the highest concentration of sales and also represent the areas in which our products have the highest levels of acceptance in terms of price, style and functionality.

Under our distributorship agreements, distributors are permitted to sub-contract the management and operation of retail outlets to individual retailers, subject to our approval of the location and renovation plan of the retail outlets. We do not have direct contractual relationships with these authorized retailers and have no direct control over the retail outlets managed by our distributors and authorized retailers. However, we exercise influence over them through the distributorship agreements, our right to approve their locations and renovation plans as well as marketing and promotional activities conducted by us from time to time.

The following table lists by region the number of retail outlets managed by our distributors and authorized retailers for each of the periods indicated.

	As of December 31, 2014		As of December 31, 2015		As of December 31, 2016	
	Managed by Distributors	Managed by Authorized Retailers	Managed by Distributors	Managed by Authorized Retailers	Managed by Distributors	Managed by Authorized Retailers
Anhui (1)	7	32	—	32	—	19
Beijing (2)	1	—	1	—	—	1
Chongqing (2)	7	40	7	17	—	24
Fujian (1)(3)	5	40	4	27	5	25
Gansu (2)	—	13	—	9	—	9
Guangdong (4)	2	21	5	15	3	18
Guangxi (2)	7	38	6	14	—	20
Guizhou	1	46	3	17	—	23
Heilongjiang (1)	4	46	—	27	—	23
Hebei (2)	—	22	—	9	—	9
Henan (1)	5	54	—	49	—	32
Hubei	1	43	1	12	1	18
Hunan	11	34	8	19	1	17
Inner Mongolia (2)	—	33	—	13	—	13
Jiangsu	1	19	2	11	2	11
Jiangxi	2	17	1	11	2	8
Jilin (2)	—	19	—	7	—	7
Liaoning (1)	—	12	—	14	—	10
Ningxia (2)	—	9	—	9	—	9
Qinghai (5)	1	3	—	—	—	—
Shaanxi	2	32	1	13	2	12
Shandong (2)	1	21	3	15	—	18
Shanghai (6)	—	1	—	1	—	1
Shanxi (2)	1	25	1	11	—	12
Sichuan (2)	2	57	2	22	—	24
Tianjin (2)	—	3	—	3	—	3
Tibet	—	1	—	—	—	—
Xinjiang	14	47	13	22	8	19
Yunnan	7	54	7	21	5	21
Zhejiang	3	30	2	16	1	10
<b>Total</b>	<b>85</b>	<b>812</b>	<b>67</b>	<b>436</b>	<b>30</b>	<b>416</b>

- (1) In 2015, we acquired a retail network from five distributors in Heilongjiang Province, Fujian Province, Henan Province, Liaoning Province and Anhui Province. The retail network consisted of 140 authorized retail outlets. As of March 31, 2017, a total 41 authorized retail outlets were closed in these five provinces and the total number of authorized retail outlets in these provinces was 99.
- (2) In 2016, we acquired a retail network from nine distributors in Gansu and Ningxia Provinces; Eastern Shandong Province; Western Shandong Province; Guangxi Province; Shanxi Province; Jilin Province; Sichuan Province; Inner Mongolia and Hebei Provinces, Beijing and Tianjin Cities; and Chongqing City. The retail network consisted of 149 authorized retail outlets. As of March 31, 2017, a total 16 authorized retail outlets were closed in these nine provinces and three cities and the total number of authorized retail outlets in these provinces was 133.
- (3) After acquisition of retail network from five distributors in 2015, we still have one distributor in Fujian Province covering different northern region of Fujian Province, consisting five retail outlets owned and managed by the distributor and 10 authorized retail outlets owned and managed by authorized retailers as of December 31, 2016.
- (4) We currently have two distributors in Guangdong Province covering different regions within Guangdong Province.
- (5) We currently do not have a distributor covering Qinghai Province. Prior to the 2016 acquisition of retail network from distributors, our retail outlets located in Qinghai Province were authorized and supervised by our distributor for Gansu Province.
- (6) We currently do not have a distributor covering Shanghai. Our retail outlets located in Shanghai are authorized and supervised by our distributor for Zhejiang Province.

We select our distributors based on an extensive screening process, including the following criteria: experience in the men's apparel industry and in retail sales, sales channels, local networks and business resources, management capabilities, long-term growth vision, warehousing facilities, financial condition, creditworthiness, brand promotion capabilities and ability to help us implement our broader business strategies.

In order to motivate our distributors to comply with our operational and marketing policies and to preserve our ability to remove and replace distributors with unsatisfactory performance from our retail network in a timely manner, our distributorship agreements with each of our distributors are typically only for a one-year term. At the end of the term we review and evaluate each distributor and decide whether to renew a distributorship agreement, which may include new or modified terms. Such approach is consistent with the general practice in the men's apparel industry in China.

Our distributorship agreements generally include the following terms:

- **Product exclusivity:** Our distributors are required to sell only our products at Xiniya-branded retail outlets managed by them or authorized retailers.
- **Geographic exclusivity:** Each distributor is only authorized to sell our products within an exclusively defined geographical region.
- **Undertaking:** Our distributors undertake to comply with our pricing and discount policies, follow our uniform outlet design and display standards and refrain from selling other branded men's apparel products and counterfeit products.
- **Minimum purchase requirement and deposit:** Each of our distributors is expected to purchase a minimum amount of our products each year, which, for example, ranges from RMB9.0 million (\$1.3 million) to RMB31.0 million (\$4.5 million) in 2016, as specified in the respective distributorship agreements, and pay a refundable deposit to us, provided that such distributor does not materially breach its distributorship agreement with us. If a distributor fails to meet the minimum purchase amount, we have the right to terminate its distributorship agreement and withhold part or all of the deposit as a penalty.
- **Payment and delivery:** From July 2014 to June 2015, trade receivables generally had credit terms ranging from 120 to 240 days. Beginning in July 2015, we implemented additional credit policies and credit limits with its distributors and retailers. Generally, credit limits are established for approved distributors and retailers based upon a proportion of historical customer orders (generally, 50% of prior orders). Any receivable balance in excess of the credit limit is generally due within 30 days. Receivable amounts within credit limits are generally due within 180 to 270 days. Established credit limits are subject to terms and conditions, non-compliance with such terms resulting in amounts due generally within 90 days. We generally deliver our products to our distributors and authorized retailers on a monthly basis according to the seasons of the year. We make the delivery arrangements, but the distributors bear the costs of delivery and insurance.
- **Pricing:** We agree to sell our products to our distributors at a uniform price across all distributors.
- **Return of products:** We will only accept product returns from distributors for quality reasons and only if the distributors followed our standard procedures in processing the returned products.
- **Authorized retailers:** Distributors are permitted to sub-contract the operation of retail outlets to third parties, subject to our approval of the location and renovation plan. Distributors must instruct their third party retailers to comply with the relevant requirements for the retail outlets for our products included in the distributorship agreements and our pricing and discount policies, follow our uniform outlet design and display standards and refrain from selling counterfeit products. In addition, the third party authorized retailers are generally prohibited by our distributors from selling other branded men's apparel products.
- **Termination:** We have the right to terminate the agreements if the distributors fail to comply with certain provisions of the distributorship agreements, including but not limited to failure or delay in paying the deposit, sale by the distributors of counterfeit products and sales of goods outside of their designated region. Our distributors do not have termination rights under the distributorship agreements.

Excluding certain repurchased inventory that was sold outside of China through the Chinese local distribution channel, sales generated by our five best-performing distributors accounted for approximately 23.7%, 21.4% and 17.5% of our revenues in the years ended December 31, 2014, 2015 and 2016, respectively. However, the best-performing distributors varied from period to period and their respective percentages of contribution to our revenues fluctuated significantly in each of the above periods. Although we rely on distributors for the sales and marketing of our products, we believe our business is not substantially dependent on any individual distributor.

### ***Management and Growth Control of Our Authorized Retail Network***

Effective management and controlled growth of our authorized retail network is a critical element to our success. Our sales team, comprising 51 dedicated members, is primarily responsible for approaching potential distributors and authorized retailers, obtaining sales orders from them, assisting our distributors to expand the coverage of their distribution network, as well as overseeing our entire authorized retail network, including distributors, authorized retailers and all retail outlets owned and managed by third parties. We conduct unscheduled on-site inspections to randomly selected authorized retail outlets to ensure that our distributors comply with the terms in the distributorship agreements and the authorized retail outlets follow our uniform outlet design, layout and operational policies. Our sales representatives are also responsible for assisting authorized retailers in carrying out marketing activities at their authorized retail outlets. While we do not have direct contractual relationships with certain operators of retail outlets supervised by our distributors, our distributors enter into separate agreements with these retail outlet operators and require them to comply with our standard operating procedures, including design and layout of retail outlets, product exclusivity, pricing policies and customer service.

### ***Expansion Plans For Our Authorized Retail Network***

Although a net total of 57 retail outlets were closed in 2016, consisting of 127 new retail outlets opened and 184 retail outlets closed, which was primarily due to China's softening economy and a challenging retail environment, we still plan to expand our authorized retail network in China. During the three months ended March 31, 2017, a net total of 15 retail outlets were closed, consisting of six new retail outlets opened and 21 retail outlets closed. The total number of retail outlets was 432 as of March 31, 2017. The planned increase in the number of retail outlets is based on the individual expansion plans we formulated for each distributor.

### **Seasonality**

Our industry has historically experienced seasonality, which we expect to continue. We typically achieve higher sales for our Fall and Winter Collections and experience lower sales for our spring and summer products due to seasonal weather and the differences in wholesale prices between our seasonal collections. As a result, our revenues, operating income and net profit have typically been higher during the third and fourth quarters than the rest of the year. In addition, extreme or unusual weather conditions, public holidays and the seasonality of consumer spending on menswear products may cause our results of operations to fluctuate. For example, a warm winter may affect the sale of our winter products, while a cool summer may affect the sale of our summer products. Therefore, any comparison of our operating results between interim and annual results may not be meaningful. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—Our sales are subject to seasonality and weather conditions, which could cause our results of operations to fluctuate."

### **Pricing Policy**

We sell our products to our distributors and authorized retailers at uniform discounts from our suggested retail prices. We have a suggested retail price policy that applies to all our distributors and authorized retailers to help maintain brand image, ensure consistent pricing levels from region to region and prevent price competition among our distributors and authorized retailers. In determining our pricing strategies, we take into account market supply and demand, production cost and the prices of our competitors' similar products. Our sales representatives collect and record the retail prices of our products sold by our retailers. We analyze the information collected and engage in discussions with our distributors and authorized retailers to ensure that they follow our pricing policy. See "—Our Distribution Network."

### **Marketing and Advertising**

We have conducted marketing campaigns to advertise our products to our target customers through billboards and organizing regular and frequent in-store marketing activities.

We have implemented strict requirements on our authorized retail outlets with respect to the display and promotion of our products to ensure consistent branding and enhance marketing results. Our distributors are required to ensure that our marketing strategies are implemented at the retail outlets managed or supervised by them, including displaying our products according to our specifications and using our billboard advertisements. We also assign sales representatives to monitor the in-store displays of our products at various retail outlets on a regular basis to help ensure that our retailers have followed our product display policies.

We also market our products through our consumer loyalty program managed by our distributors. Any consumer can receive a free membership card if the purchase of our products reaches a threshold amount, which amount is determined by each distributor managing such program and varies from region to region in China. Each time they purchase our products, consumers can accumulate points and receive certain discounts pursuant to the policies set by the distributor that issues the membership card. The program is aimed at encouraging repeat transactions by our consumers and is an important element of our consumer retention program.

In the years ended December 31, 2014, 2015 and 2016, our total advertising and promotional expenses amounted to approximately RMB56.8 million, RMB47.6 million and RMB30.1 million (\$4.3 million), respectively, which accounted for approximately 14.9%, 10.1% and 11.3% of our revenues in the respective periods.

### **Intellectual Property Rights**

We have more than 30 registered trademarks in China and one registered trademark in Hong Kong. We have registered our primary domain name www.xiniya.com. Shishi Xiniya transferred the Xiniya trademark and the related trademarks to us in two transactions in August 2008 and March 2009, which were approved by the relevant government authority in July and August 2009, respectively. We believe our trademarks have significant value and we intend to continue to vigorously protect them against infringement.

In April 2006, Shishi Xiniya brought a trademark infringement claim against a third party for intellectual property rights infringement for registering an Internet domain name similar to the one owned by Shishi Xiniya. The defendant was ordered by the court to, among other actions, cease using and de-register the infringing domain name. As part of the judgment, the court also judged the Xiniya trademark to be a “Well-Known Trademark” in China according to the “Interpretations of the Supreme Court regarding Several Issues on the Application of Laws in the Trial of Civil Disputes Involving Internet Domain Names” issued by the Supreme Court of the PRC in 2001.

Except as disclosed above, we have not been involved in any material intellectual property rights infringement claims or litigation.

### **Competition**

The men’s retail apparel industry is highly competitive in China. We believe the principal bases upon which we compete are quality, design, the breadth of our retail network, customer service and price. We believe that our primary competitive advantages are consumer recognition of our brand name and our presence in many second- and lower-tier cities in China.

The men’s business casual apparel segment in China is relatively fragmented but there are a small number of market leaders. We compete primarily with domestic men’s apparel brands, including, among others, Lilanz, Septwolves, Joe One, Seven Brand and K-Boxing.

We believe the intense competition in China’s men’s apparel industry will continue in the future. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—We operate in a very competitive market and the intense competition we face may result in a decline in our market share and lower profit margins.” We will continue to place our focus on the business casual segment within the rapidly growing men’s apparel market in China and we believe the quickly expanding China retail consumer market will position ourselves well to capitalize on favorable economic, demographic and industry trends.

### **Insurance**

All of our products are manufactured by our contract manufacturers. In addition, we do not own most of the retail outlets of our products and we have implemented a series of measures to minimize our inventory. As a result, our management has determined that the limited nature of any potential losses caused by any accident or incident does not warrant the purchase of property insurance. In line with the general practice of our industry in China, we do not maintain business interruption insurance, product liability insurance or key-man life insurance with respect to our executive officers.

### **Regulation**

Set forth below are summaries of major PRC laws and regulations applicable to our operations and business.

### ***Wholly Foreign-Owned Enterprise***

The establishment, operation and management of corporate entities in China are governed by the Company Law of the PRC, or the Company Law, which was promulgated on December 29, 1993 and subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005 and December 28, 2013. The Company Law also applies to foreign-invested limited liability companies. According to the Company Law, where laws on foreign investment have other stipulations, such stipulations shall apply.

The establishment and approval procedures, registered capital requirement, foreign exchange, accounting practices, taxation and labor matters of a wholly foreign-owned enterprise are regulated by the Wholly Foreign-owned Enterprise Law of the PRC, or the Wholly Foreign-owned Enterprise Law, which was promulgated on April 12, 1986 and subsequently amended on October 31, 2000 as well as the Implementation Regulation of the Wholly Foreign-owned Enterprise Law, which was promulgated on December 12, 1990 and subsequently amended on April 12, 2001 and February 19, 2014.

Investment in the PRC conducted by foreign investors and foreign-owned enterprises is governed by the Guidance Catalogue of Industries for Foreign Investment, or the Catalogue, the latest edition of which was amended and promulgated on March 10, 2015 and became effective as of April 10, 2015. The Catalogue is a tool that PRC policymakers have used to manage and direct foreign investment. The Catalogue divides industries into four basic categories: permitted, encouraged, restricted and prohibited. Industries not listed in the Catalogue are generally open to foreign investment unless specifically prohibited under other PRC regulations. Foreign-invested enterprises in encouraged industries are often permitted to establish wholly foreign-owned enterprises, while foreign-invested enterprises in the restricted category may only be permitted to set up equity or contractual joint ventures, in some cases with the Chinese partner required to be the majority shareholder. Restricted category projects are also subject to approvals of higher-level governmental agencies. Foreign investment is not allowed for the industries in the prohibited category. The area of production of men's apparel, which includes the production of business and casual men's apparel, belongs to the category of permitted foreign investment industries.

### ***Product Quality***

The principal legal provisions governing product liability are set out in the Product Quality Law, which was promulgated on February 22, 1993 and amended on July 8, 2000.

Pursuant to the Product Quality Law, a seller bears the obligations:

- to adopt a check-for-acceptance system for stock replenishment to examine the quality certificates and other labels of such stock;
- to take measures in keeping products for sale in good quality;
- not to sell defective or deteriorated products or products which have been publicly ordered to cease sales;
- to sell products with labels that comply with the relevant provisions;
- not to forge the origin of a product, or falsely use the name and address of another producer;
- not to forge or falsely use product quality marks such as authentication marks; and
- not to mix impurities or imitations into the products, substitute a fake product for a genuine one, a defective product for a high-quality one, or pass off a substandard product as a qualified one in the sale of products.

Pursuant to the Product Quality Law, a producer shall:

- be responsible for the quality of products it produces;
- not produce products that have been publicly ordered to cease production;
- not forge the origin of a product, or to forge or falsely use the name and address of another producer;
- not forge or falsely use product quality marks such as authentication marks of another producer;
- not mix impurities or imitations into the products, substitute a fake product for a genuine one, a defective product for a high-quality one, or pass off a substandard product as a qualified one in the production;
- ensure that the marks on the products or the packaging of the products are true; and
- ensure that, for products that are easily broken, inflammable, explosive, toxic, erosive or radioactive and products that cannot be handled upside down in the process of storage or transportation or for which there are other special requirements, the packaging thereof must meet the corresponding requirements, carry warning marks or warnings written in Chinese or draw attention to the method of handling in accordance with the relevant provisions of the state.

Violations of the Product Quality Law may result in the imposition of fines. In addition, the seller or producer will be ordered to suspend its operations and its business license will be revoked. Criminal liability may be incurred in serious cases.

According to the Product Quality Law, consumers or other victims who suffer injury or property losses due to product defects may demand compensation from the producer as well as the seller. Where the responsibility lies with the producer, the seller shall, after settling compensation, have the right to recover such compensation from the producer, and vice versa.

The Tort Law of the PRC, or the Tort Law, was adopted and promulgated by the Standing Committee of the National People's Congress on December 26, 2009 and became effective as of July 1, 2010. The Tort Law provides that, in the event of death or serious personal injuries caused by defective products, the entity that manufactures or distributes such defective products with the knowledge of such defects shall be subject to punitive damages.

### ***Consumer Protection***

The principal legal provisions for the protection of consumer interests are set out in the Consumer Protection Law, which was promulgated on October 31, 1993, as amended on October 25, 2013. The Consumer Protection Law became effective on January 1, 1994 and sets out standards of behavior which business operators must observe in their dealings with consumers, including the following:

- goods and services provided to consumers must comply with the Product Quality Law and other relevant laws and regulations, including requirements regarding personal safety and protection of property;
- providing consumers with true information and advertising concerning goods and services, as well as providing true and clear answers to questions raised by consumers concerning the quality and use of goods or services provided by them;



- issuing purchase or service vouchers to consumers in accordance with relevant national regulations or business practices or upon the request of a consumer;
- ensuring the quality, functionality, applications and duration of use of the goods or services under normal use and ensuring that the actual quality of the goods or services are consistent with that displayed in advertising materials, product descriptions or samples;
- properly performing its responsibilities for guaranteed repair, replacement and return or other liability in accordance with national regulations or any agreement with the consumer; and
- not setting unreasonable or unfair terms for consumers or excluding themselves from civil liability for undermining the legal rights and interests of consumers by means of standard contracts, circulars, announcements, shop notices, etc.

Violations of the above Consumer Protection Law may result in the imposition of fines. In addition, the business operator will be ordered to suspend its operations and its business license will be revoked. Criminal liability may be incurred in serious cases.

According to the Consumer Protection Law, a consumer whose legal rights and interests are prejudiced during the purchase or use of goods may demand compensation from the seller. Where the responsibility lies with the manufacturer or another seller that provides the goods to the seller, the seller shall, after settling compensation, have the right to recover such compensation from that manufacturer or that other seller. Consumers or other injured parties who suffer injury or property losses due to product defects in commodities may demand compensation from the manufacturer as well as the seller. Where the responsibility lies with the manufacturer, the seller shall, after settling compensation, have the right to recover such compensation from the manufacturer, and vice versa.

#### ***Trademark Law***

The principal legal provisions for the protection of trademarks and intellectual property are set out in the PRC Trademark Law, which was promulgated on August 23, 1982 and subsequently amended on February 22, 1993, October 27, 2001 and August 30, 2013. The PRC Trademark Law became effective on March 1, 1983 and seeks to improve the administration of trademarks, protect the right to the exclusive use of trademarks and encourage producers and operators to guarantee the quality of their goods and services and maintain the reputation of their trademarks, so as to protect the interests of consumers and of producers and operators.

Under this law, any of the following acts shall be an infringement upon the right to the exclusive use of a registered trademark:

- using a trademark which is identical with or similar to the registered trademark on the same kind of commodities or similar commodities without a license from the registrant of that trademark;
- selling commodities that infringe upon the right to the exclusive use of a registered trademark;
- forging, manufacturing without authorization the marks of a registered trademark of others, or selling the marks of a registered trademark forged or manufactured without authorization;
- changing a registered trademark and putting the commodities with the changed trademark into the market without the consent of the registrant of that trademark; and
- causing other damage to the right to the exclusive use of a registered trademark of another person.

In the event of any above mentioned acts which infringe upon the right to the exclusive use of a registered trademark, the infringer would be subjected to a fine, ordered to stop the infringement acts immediately and compensate the infringed party for losses.

### ***Environmental Protection Laws***

According to the Environmental Protection Law, which was amended on April 24, 2014 and became effective on January 1, 2015, the entities that cause environmental pollution and other public hazards shall incorporate the work of environmental protection into their plans and establish a responsibility system for environmental protection. These entities shall adopt effective measures to prevent and control the pollution and harm caused to the environment by waste gas, waste water, waste residues, dust, malodorous gases, radioactive substances, noise, vibration and electromagnetic radiation generated in the course of production, construction or other activities. Installations for the prevention and control of pollution at a construction project shall be designed, built and commissioned together with the principal part of the project. No permission shall be given for a construction project to be commissioned or used, until its installations for the prevention and control of pollution are examined and considered up to the standard by the competent department of the environmental protection administration that examined and approved the environmental impact statement.

According to the Law of the PRC on Prevention and Control of Environmental Pollution by Noise effective as of March 1, 1997, new construction project, expansion, or reconstruction project that discharges pollutants into air shall be subject to the state regulations on environmental protection of construction projects. Industrial enterprises that discharge noise during industrial production with fixed facilities shall report to the local environmental protection department categories and quantities of their existing facilities for discharging noise, and the noise volume of noise discharged under their normal operation conditions as well as treating facilities against noise, and also submit to the same department technical information concerning prevention and control of noise pollution. Entities discharge noise exceeding the relevant standards shall pay the discharge fee subject to the regulations.

According to the Law of the PRC on Prevention and Control of Atmospheric Pollution, which was amended on August 29, 2015 and became effective on January 1, 2016, new construction project, expansion, or reconstruction project that discharges pollutants into air shall be subject to the state regulations on environmental protection of construction projects. Entities that discharge atmospheric pollutants shall report to the local administrative department of environmental protection their existing discharge and treatment facilities for pollutants and the categories, quantities and concentrations of pollutants discharged under normal operation conditions and submit to the same department their technical information concerning prevention and control of atmospheric pollution. The PRC implements a system of collecting fees for discharging pollutants on the basis of the categories and quantities of the atmospheric pollutants discharged, and establishing reasonable standards for collecting the fees therefore according to the needs of strengthening prevention and control of atmospheric pollution and economic and technological conditions.

According to the Law of the PRC on Prevention and Control of Environmental Pollution by Solid Waste effective as of April 1, 2005, as subsequently amended on June 29, 2013 and April 24, 2015, producers, distributors, importers and users of a product shall be responsible for the prevention and control of the solid wastes it generates or discharges.

According to the Law of the PRC on Prevention and Control of Water Pollution, which was amended on February 28, 2008 and became effective on June 1, 2008, new construction projects, expansion and reconstruction projects and other installations on water that directly or indirectly discharge pollutants into a body of water shall be subject to the state regulations on environmental protection of construction projects. Enterprises and institutions that discharge pollutants directly or indirectly into a body of water shall report to and register with the local environmental protection department their existing facilities for discharging and treating pollutants, and the categories, quantities and concentrations of pollutants discharged under their normal operation conditions, and also submit to the same department technical information concerning prevention and control of water pollution. Enterprises and institutions that directly discharge pollutants into a body of water shall pay a pollutant discharge fee according to the category and quantity of the pollution and the collection standard of the pollutant discharge fee.

### ***Labor Contract Law***

The PRC Labor Contract Law was promulgated on June 29, 2007, as amended on December 28, 2012, became effective on July 1, 2013. According to the Labor Contract Law of PRC labor contracts shall be entered into if labor relationships are to be established between an entity and its employees. The entity cannot require the employees to work in excess of the time limit as permitted under the relevant labor laws and regulations and shall pay to the employees' wages which are no lower than local standards on minimum wages. The entity shall establish and perfect its system for labor safety and sanitation, strictly abide by rules and standards on labor safety and sanitation, educate employees in labor safety and sanitation in the PRC.

### ***Production Safety Law***

According to the PRC Production Safety Law effective as of November 1, 2002, as subsequently amended on August 27, 2009 and August 31, 2014, the production facilities shall be equipped with the conditions for safe production as provided in the Production Safety Law and other relevant laws, administrative regulations, national standards and industrial standards. Any entity that is not equipped with the conditions for safe production may not engage in production and business operation activities. The entity shall offer education and training programs to the employees thereof regarding production safety. The designing, manufacturing, installation, using, checking, maintenance, reforming and obsolescence of safety equipment shall be in conformity with the national standards or industrial standards. In addition, the production facilities shall provide labor protection articles that meet the national standards or industrial standards to the employees thereof, supervise and educate them to wear or use these articles according to the prescribed rules.

### ***Social Insurance Regulations***

According to the PRC Social Insurance Law and the Rules on Implementing the PRC Social Insurance Law, both effective as of July 1, 2011, the state shall establish a social insurance system including basic pension insurance, basic medical insurance, unemployment insurance, work-related injury insurance and maternity insurance, and both employers and individuals shall pay social insurance premiums. Migrant workers shall participate in social insurance schemes, and foreigners employed within the territory of the PRC shall participate in social insurance as well. Violations of the PRC Social Insurance Law may result in the imposition of fines, and criminal liability may be incurred in serious cases.

According to Interim Regulations concerning the Levy of Social Insurance effective as of January 22, 1999 and Interim Measures concerning the Management of the Registration of Social Insurance effective as of March 19, 1999, employers in the PRC shall conduct the registration of social insurance with the competent authorities, and make contributions to the basic pension insurance, basic medical insurance and unemployment insurance for their employees.

According to the Regulations on Occupational Injury Insurance effective as of January 1, 2004, as subsequently amended on December 20, 2010, employers in the PRC shall pay the occupational injury insurance fees for their employees.

### ***Foreign Exchange Registration of Offshore Investment by PRC Residents***

On July 4, 2014, SAFE promulgated the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles, or SAFE Circular 37, which replaced the former circular commonly known as "SAFE Circular 75" promulgated by SAFE on October 21, 2005. SAFE Circular 37 requires PRC residents to register with local branches of SAFE in connection with their direct establishment or indirect control of an offshore entity, for the purpose of overseas investment and financing, with such PRC residents' legally owned assets or equity interests in domestic enterprises or offshore assets or interests, referred to in SAFE Circular 37 as a "special purpose vehicle." SAFE Circular 37 further requires amendment to the registration in the event of any significant changes with respect to the special purpose vehicle, such as increase or decrease of capital contributed by PRC individuals, share transfer or exchange, merger, division or other material event. In the event that a PRC shareholder holding interests in a special purpose vehicle fails to fulfill the required SAFE registration, the PRC subsidiaries of that special purpose vehicle may be prohibited from making profit distributions to the offshore parent and from carrying out subsequent cross-border foreign exchange activities, and the special purpose vehicle may be restricted in its ability to contribute additional capital into its PRC subsidiary. Furthermore, failure to comply with the various SAFE registration requirements described above could result in liability under PRC law for evasion of foreign exchange controls. SAFE promulgated the Notice on Further Simplifying and Improving the Administration of the Foreign Exchange Concerning Direct Investment in February 2015, which took effect on June 1, 2015. This notice has amended SAFE Circular 37 requiring PRC residents or entities to register with qualified banks rather than SAFE or its local branch in connection with their establishment or control of an offshore entity established for the purpose of overseas investment or financing.

### ***Foreign Currency Exchange***

The principal regulation governing foreign currency exchange in China is the Foreign Exchange Administration Rules of the PRC, or the Foreign Exchange Administration Rules, promulgated on January 29, 1996, as subsequently amended on January 14, 1997 and August 1, 2008. Under these rules, RMB is generally freely convertible for payments of current account items, such as trade and service-related foreign exchange transactions and dividend payments, but not freely convertible for capital account items, such as capital transfer, direct investment, investment in securities, derivative products or loan unless prior approval of SAFE is obtained.

Under the Foreign Exchange Administration Rules, foreign-invested enterprises in the PRC may purchase foreign exchange without the approval of SAFE for paying dividends by providing certain evidencing documents, such as board resolutions and tax certificates, or for trade and services-related foreign exchange transactions by providing commercial documents evidencing such transactions. They are also allowed to retain foreign currency, subject to an approval by SAFE of a cap amount, to satisfy foreign exchange liabilities. In addition, foreign exchange transactions involving overseas direct investment or investment and exchange in securities and derivative products abroad are subject to registration with SAFE and approval or file with the relevant governmental authorities if necessary.

On November 19, 2012, SAFE promulgated the Circular of Further Improving and Adjusting Foreign Exchange Administration Policies on Foreign Direct Investment, which substantially amends and simplifies the current foreign exchange procedure. Pursuant to this circular, the opening of various special purpose foreign exchange accounts, such as pre-establishment expenses accounts, foreign exchange capital accounts and guarantee accounts, the reinvestment of RMB proceeds by foreign investors in the PRC, and remittance of foreign exchange profits and dividends by a foreign-invested enterprise to its foreign shareholders no longer require the approval or verification of SAFE, and multiple capital accounts for the same entity may be opened in different provinces, which was not possible previously. In addition, SAFE promulgated the Circular on Printing and Distributing the Provisions on Foreign Exchange Administration over Domestic Direct Investment by Foreign Investors and the Supporting Documents in May 2013, which specifies that the administration by SAFE or its local branches over direct investment by foreign investors in the PRC shall be conducted by way of registration and banks shall process foreign exchange business relating to the direct investment in the PRC based on the registration information provided by SAFE and its branches.

On February 28, 2015, SAFE promulgated the Notice on Further Simplifying and Improving the Administration of the Foreign Exchange Concerning Direct Investment, or SAFE Notice 13. After SAFE Notice 13 became effective on June 1, 2015, instead of applying for approvals regarding foreign exchange registrations of foreign direct investment and overseas direct investment from SAFE, entities and individuals will be required to apply for such foreign exchange registrations from qualified banks. The qualified banks, under the supervision of SAFE, will directly examine the applications and conduct the registration.

#### ***Dividend Distribution***

The EIT Law prescribes a standard withholding tax rate of 20% on dividends and other PRC sourced passive income of non-resident enterprises. The Implementation Rules reduced the rate from 20% to 10%. The central government of the PRC and the government of Hong Kong signed the Arrangement between the Mainland of the PRC and Hong Kong for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income on August 21, 2006, or the Arrangement. According to the Arrangement, no more than 5% withholding tax shall apply to dividends paid by a PRC company to a Hong Kong resident, provided that the recipient is a company that holds at least 25% of the equity interests of the PRC company and is deemed as the “beneficial owner” under the Arrangement. On October 27, 2009, the SAT promulgated Circular 601, which clarifies that a beneficial owner shall be a person having actual operations and this person could be an individual, a company or any other entity. Circular 601 expressly excludes a “conduit company” that is established for the purposes of avoiding tax and dividend transfers and is not engaged in any actual operations from being a beneficial owner. Further, the SAT promulgated the Notice on the Determination of Beneficial Ownership Under Tax Treaties on June 29, 2012, and the Notice on the Implementation of the Determination of Residency Status related to the Arrangement Between the Mainland and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and Prevention of Fiscal Evasion with Respect to Taxes on Income on September 13, 2013. It is unclear how the abovementioned Circular 601 and notices are being implemented in practice by the SAT or its local counterparts.

#### ***Provisions Regarding Mergers and Acquisitions of Domestic Enterprises by Foreign Investors***

On August 8, 2006, six PRC regulatory agencies, including MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the State Administration for Taxation, the State Administration for Industry and Commerce, the CSRC and SAFE, jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, or the M&A Rules, which became effective on September 8, 2006 and were amended on June 26, 2009. The M&A Rules, among other things, include provisions that purport to require an offshore special purpose vehicle formed for the purpose of acquiring PRC domestic companies and controlled by PRC individuals to obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle’s securities on an overseas stock exchange. On September 21, 2006, the CSRC published on its official website procedures regarding its approval of overseas listings by special purpose vehicles. The CSRC approval procedures require the filing of an application and supporting documents with the CSRC.

### **C. Organizational Structure**

For a description of our organizational structure, see “Item 4. Information on the Company—A. History and Development of the Company.”

#### **D. Property, Plant and Equipment**

Our corporate headquarters are located in Xiamen City, Fujian Province, where we lease approximately 1,137 square meters of office space from a related party. We also lease warehousing facility of approximately 4,898 square meters in Jinjiang City, Fujian Province from a related party. As of the date of this annual report, we manage one flagship store in Jinjiang City, Fujian Province with approximately 316 square meters of space leased from a related party.

In October 2005, we signed an operating lease with Jinjiang Xiniya, a company controlled by Ms. Wushe Wu, the mother of Mr. Qiming Xu, our Founder, Chairman and Chief Executive Officer, relating to 18,000 square meters of property, which includes a warehousing facility of 6,000 square meters, administrative areas of 6,000 square meters and employee residential areas of 6,000 square meters. The term of the lease was ten years starting from October 2005 and the lease amount is RMB960,000 in 2006 and RMB984,000 for each subsequent year during the term of the lease.

In March 2011, we signed a five-year operating lease agreement from April 1, 2011 to March 31, 2016 for our design and development and sales and marketing centers in Xiamen City, Fujian Province, where we lease approximately 1,516 square meters of office space.

In December 2014, we signed a three-year operating lease agreement with Yi Ya (Xiamen) Accessories Limited Company, a company controlled by Ms. Wushe Wu from January 1, 2015 to December 31, 2017 for our design and development and sales and marketing centers in Xiamen City, Fujian Province, where we lease approximately 1,137 square meters of office space. The lease amount is RMB273,000 per year. In 2015, our corporate headquarters also moved to this location.

In April 2015, we signed a three-year renewable operating lease agreement with Jinjiang Xiniya, a company controlled by Ms. Wushe Wu, relating to 4,898 square meters of warehousing facility in Jinjiang City, Fujian Province and 316 square meters of flagship store in Jinjiang City, Fujian Province. The term of the lease is three years from May 2015 to April 2018 and the lease amount is RMB558,000 per year for the warehousing facility and RMB233,000 per year for the flagship store.

#### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our financial statements and the related notes included elsewhere in this annual report. This discussion contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Item 3. Key Information—D. Risk Factors" and elsewhere in this annual report.*

##### **A. Operating Results**

###### **Overview**

We are a leading provider of men's business casual apparel in China. We design men's business casual and business formal apparel and accessories, which we market under the Xiniya brand and sell through our distribution and retail network. Our products are sold to end consumers at authorized retail outlets owned and managed by third parties located in 20 provinces, four autonomous regions and four municipalities in China, except for certain repurchased inventories that were sold outside of China through the Chinese local distribution channel. We focus on creating products that feature a high standard of style, design, fabrics and craftsmanship. Our authorized retail network, which is owned and managed by third parties, focuses on second- and lower-tier cities, where increasing affluence has led to an improvement in living standards and most international men's apparel brands do not have a significant presence. Our target end consumers are male working professionals in China between the ages of 25 and 45 who seek fashionable clothing to suit their working and lifestyle needs. We operate our business through Fujian Xiniya, our wholly owned subsidiary in China.

We currently derive all of our revenues from the sale of men's casual and business apparel products, including business casual collections comprising jackets, pants, shirts, T-shirts, sweaters and overcoats, business formal collections and accessories. Except for certain repurchased inventories that were sold outside of China through the Chinese local distribution channel, our products are sold to customers in China under our Xiniya brand. We sell substantially all of our products to our authorized retailers and distributors who then resell our products to authorized retailers, and retail customers through authorized retail outlets managed or supervised by such distributors. The retail outlets owned and managed by third parties within our authorized retail network are designed by us for a uniform look and feel that fits our brand image, with in-store displays that accentuate the quality and style of our products. All of these retail outlets within our authorized retail network are required to sell our products exclusively. We also have one flagship outlet owned and managed by us. In 2014, 2015 and 2016, we sold approximately 4,790,000, 6,278,000 and 4,021,000 units of garments, respectively. Excluding the sales volume of repurchased inventory that was sold outside of China, our sales volume was 4,018,000, 3,067,000 and 2,342,000 units in 2014, 2015 and 2016, respectively. Since 2013, we have outsourced 100% of the garment production to PRC-based third-party contract manufacturers.

On July 18, 2016, the Company announced that the Company's controlling shareholder, Qiming Investment Limited, a British Virgin Islands company controlled by the Company's Chairman and Chief Executive Officer, Qiming Xu, entered into an agreement to sell a controlling interest in the Company to Perfect Lead International Limited and Honest Plus Investments Limited, both British Virgin Islands companies. The assets and liabilities attributable to Xiniya Holding Limited and its subsidiaries, which are expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented as discontinued operations herein. Our remaining operations are presented as continuing operations herein.

Our revenues from discontinued operations increased from RMB380.2 million in 2014 to RMB472.2 million in 2015 and decreased to RMB266.8 million (\$38.4 million) in 2016. We incurred a net loss from discontinued operations of RMB166.3 million, RMB598.4 million and RMB341.9 million (\$49.2 million) in 2014, 2015 and 2016, respectively.

#### **Factors Affecting our Financial Performance and Results of Operations**

We believe the most significant factors affecting our financial performance are:

- Economic growth, level of per capita disposable income and consumer spending patterns in the PRC;
- Our relationships with, and the business performance of, our distributors and their authorized retailers;
- Our ability to maintain and enhance the recognition of our Xiniya brand;
- Our ability to address the needs and preferences of our target consumers in a timely manner;
- Seasonality;
- Competition;
- Our relationships with, and the performance of, our contract manufacturers; and
- Taxation.

### ***Economic Growth, Level of Per Capita Disposable Income and Consumer Spending Patterns in the PRC***

We conduct all of our operations in the PRC and our financial results may be materially affected by changes in economic conditions, level of per capita disposable income and consumer spending patterns in the PRC. Economic growth in China contributes to the growth in disposable income and consumer spending, which is a critical driver for all consumer products, including ours. We believe that consumer purchasing power typically increases as a result of the increase in disposable income. In addition, the continuous development of the PRC economy increases opportunities for business and leisure travel in China, which creates significant demand for leisure and business menswear products. As the middle class in China is expanding along with the growth of the PRC economy, we believe both the number of our target consumers and their spending power will increase accordingly, which will positively contribute to our results of operations. On the other hand, any slowdown or decline in the PRC economy may adversely affect consumer demand in general and the demand for our products and therefore negatively affect our financial performance and results of operations. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Conducting Business in the PRC—Fluctuations in consumer spending caused by changes in macroeconomic conditions in the PRC may significantly affect our business and financial performance.” In addition, any change in consumption patterns in the PRC or a less than expected increase in consumer spending for men’s leisure and business apparel could materially adversely affect our financial condition and results of operations.

### ***Our Relationships with, and the Business Performance of, Our Distributors and Their Authorized Retailers***

We sell substantially all of our products to our authorized retailers and distributors who then resell our products to authorized retailers, and retail customers through authorized retail outlets managed or supervised by such distributors. Our ability to achieve higher revenues through increasing sales volume and the average unit prices of our products is directly affected by the performance of our distributors and their authorized retailers. As most of our distributors are exclusively in charge of the sales of our products in a particular region, we may lose our market share in an entire region if any of our distributors breaches its distributorship agreement with us, decides not to renew its distributorship agreement with us, sells their retail network under their supervision to any third party or becomes bankrupt. We provide rebates to our distributors, and such rebates are settled by offsetting the accounts receivable from each distributor at the end of the year. In 2015 and 2016, we had a reduction in rebates, which was primarily due to a decrease in revenues based on which the rebates were calculated. In the years ended December 31, 2014, 2015 and 2016, we provided rebates to our distributors in an aggregate amount of RMB53.2 million, RMB26.9 million and RMB14.9 million (\$2.1 million), respectively. Excluding certain repurchased inventory that was sold outside of China through the Chinese local distribution channel, our five largest distributors accounted for an aggregate of 23.7%, 21.4% and 17.5% of our revenues for the years ended December 31, 2014, 2015 and 2016, respectively.

As we do not have direct contractual relationships with certain operators of the authorized retail outlets, we rely on the distributors to manage and supervise the operation of the authorized retailers. These authorized retail outlets have a significant influence on consumers’ perception of our products. Any deviation by the retailers from our retail policies may adversely impact the popularity of our products and our business reputation. In addition, we rely on our distributors to expand the retail networks of our products by opening more retail outlets themselves or developing more third-party retailers.

Therefore, the achievement of our business goals and the expansion of our operations are dependent on our relationship with, our ability to supervise and manage, and the business performance of, our distributors and their retail networks. If we cannot maintain and strengthen our relationship with our distributors, or if a number of our distributors experience difficulties with their operations, our financial performance and results of operations may be materially adversely affected. See also “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—We rely on distributors and authorized retailers to distribute our products to end consumers, to expand our authorized retail network and to achieve our growth target. The loss of, or significant decrease in, sales to our distributors could have a material adverse effect on our financial condition and results of operations,” “—A distributor’s failure to distribute our products to the authorized retail network under its jurisdiction could materially adversely affect the business of the authorized retailers of an entire geographic area, as well as our reputation, brand image and results of operations,” and “—Consumer sales of our products are conducted by distributors and authorized retailers over whom we have limited control.”

### ***Our Ability to Maintain and Enhance the Recognition of Our Xiniya Brand***

We currently sell all our products under our Xiniya brand, from which we derive all of our revenues. Therefore, the strength of our Xiniya brand is a critical component of our success. We incurred approximately RMB56.8 million, RMB47.6 million and RMB30.1 million (\$4.3 million) on our advertising and marketing activities for the years ended December 31, 2014, 2015 and 2016, respectively. In 2015 and 2016, we incurred lower advertising and promotional expenses as a result of fewer billboard advertisements. We also work closely with our distributors and their authorized retailers in devising localized marketing strategies and campaigns that are partly subsidized by us through a sales incentive rebate program. We plan to continue to work closely with our distributors and their authorized retailers to promote our Xiniya brand as we expand our business. We expect our target consumers will become increasingly brand conscious as they are presented with more product options in the leisure and business menswear market. If we are unsuccessful in promoting our Xiniya brand or fail to maintain our brand position, market perception and consumer acceptance of our brand may diminish, and our business, results of operations and prospects may be materially adversely affected. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—We rely heavily on our Xiniya brand. Failure to successfully maintain or promote our brand may adversely affect our results of operations.”



***Our Ability to Address the Needs and Preferences of our Target End Consumers in a Timely Manner***

Our target end consumers are male working professionals between the age of 25 and 45. The acceptance and popularity of our products among our target end consumers are largely determined by our ability to satisfy their evolving needs for business and leisure travel, anticipate and reflect their rapidly changing fashion preferences in our products and price our products within an acceptable range. In this regard, we currently implement a policy to track the inventory levels of our distributors by requiring them to provide sales reports on a monthly basis, mainly to gather information regarding the market acceptance of our products so as to reflect consumer preferences in the design of our products for the next season. Our failure to anticipate accurately and respond to market and fashion trends in a timely manner could result in our distributors and their authorized retailers experiencing lower sales volumes, lower retail prices and lower profits, which in turn could materially adversely affect our results of operations and prospects. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—We may not be able to anticipate and respond in a timely manner to rapid changes in consumers’ tastes and preferences.”

***Seasonality***

Our industry has historically experienced seasonality, which we expect to continue. We typically achieve higher sales for our Fall and Winter Collections and experience lower sales for our spring and summer products due to seasonality of demand for business and leisure menswear and the differences in wholesale prices between our seasonal collections. As a result, our revenues, operating income and net profit have typically been higher during the third and fourth quarters than the rest of the year. In addition, extreme or unusual weather conditions, public holidays and the seasonality of consumer spending on menswear products may cause our results of operations to fluctuate. For example, a warm winter may affect the sale of our winter products, while a cool summer may affect the sale of our summer products. Therefore, any comparison of our operating results between interim and annual results may not be meaningful. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—Our sales are subject to seasonality and weather conditions, which could cause our results of operations to fluctuate.”

***Competition***

The men’s retail apparel industry in China is highly competitive. We compete primarily with domestic men’s apparel brands on the bases of quality, design, the breadth of our authorized retail network, customer service and price. We have limited ability to set price levels of our products in our target markets and occasionally adjust the prices of our products from time to time to be comparable with the prevailing market prices of similar products offered by our competitors. We believe that our primary competitive advantages are consumer recognition of our brand name and our authorized retail network coverage in many second- and lower-tier cities in China. Our major competitors include, among others, Lilanz, Septwolves, Joe One, Seven Brand and K-Boxing. We believe the intense competition in China’s men’s apparel industry will continue in the future. We may not be able to compete effectively against competitors who may have greater financial resources, greater scale of production, superior product design, better brand recognition and a wider, more diversified and established retail network. To compete effectively and to maintain and increase our market share, we may be forced to, among other actions, reduce prices, provide more sales incentives to our distributors and increase expenditures on advertising, which may in turn materially adversely affect our profit margins and other results of operations. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—We operate in a very competitive market and the intense competition we face may result in a decline in our market share and lower profit margins.”

***Our Relationships with, and the Performance of, our Contract Manufacturers***

We engage contract manufacturers to manufacture all of our products, which are then sold by us to our distributors and authorized retailers. In 2014, 2015 and 2016, we had 36, 19 and 19 contract manufacturers, respectively. We believe that our outsourcing arrangements allow us to leverage the expertise and resources of contract manufacturers, and meet the increasing demand for our products during peak production seasons. However, we are also subject to risks as a result of such outsourcing arrangement. For example, if a contract manufacturer determines to end its business relationship with us or fails to provide the required number of products meeting our quality standards in a timely manner, we may be forced to default under our agreements with our distributors, which could have an adverse effect on the sales of our products to end consumers at the retail outlets. Our reputation and brand name may also be adversely affected by possible violations of laws and regulations by our contract manufacturers. See “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—Our operations could be materially adversely affected if we fail to effectively manage our relationships with, or lose the services of, our contract manufacturers.”



**Revenues**

*From Discontinued Operations*

Our revenue increased from RMB380.2 million in 2014 to RMB472.2 million in 2015 and decreased to RMB266.8 million (\$38.4 million) in 2016.

Our revenues increased to RMB472.2 million in 2015 primarily due to an increase in sales volume, partially offset by a decrease in average unit selling price. The increase was attributed to a decrease in revenue reduction arising from inventory repurchased, as we bought back RMB391.5 million worth of inventory from distributors in 2015, of which provision for estimated sales return of RMB45.4 million and provision for constructive obligation of RMB249.0 million were provided in 2014, and the revenue reduction arising from repurchased inventory decreased by RMB155.3 million from RMB252.4 million in 2014 to RMB97.1 million in 2015. Provision for constructive obligation for the inventory to be repurchased is an offset against our revenues. The increase was also attributed to a decrease in provision for constructive obligation for inventory to be repurchased by RMB141.7 million from RMB249.0 million in 2014 to RMB107.3 million in 2015. In addition, the increase was attributed to an increase in sales of repurchased inventory by RMB42.8 million from RMB68.5 million in 2014 to RMB111.3 million in 2015, and the repurchased inventory was adjusted to its net realizable value. In 2015, the sales of RMB111.3 million repurchased inventory represented inventory repurchased in 2014 that was sold in January 2015 for RMB45.8 million and inventory repurchased in 2015 that was sold for RMB65.5 million. The increase in revenue was partially offset by a decrease in revenue that excluded the impact of the inventory repurchased and provision for constructive obligation for the inventory to be repurchased. The revenue, net of sales rebates and provision for estimated sales return, decreased by RMB247.8 million from RMB813.1 million in 2014 to RMB565.3 million in 2015, the decrease was mainly attributed to a decrease in the number of our authorized retail outlets from 898 as of December 31, 2014 to 504 as of December 31, 2015 as well as the softening of China's economic growth and a challenging retail environment.

Our revenue decreased by RMB205.4 million (\$29.6 million) from RMB472.2 million in 2015 to RMB266.8 million (\$38.4 million) in 2016 primarily due to a decrease in sales volume and average unit sales price. The decrease in sales volume was mainly attributable to a decrease in the number of our authorized retail outlets from 504 as of December 31, 2015 to 447 as of December 31, 2016, which resulted in a decrease in revenue by RMB274.2 million (\$39.5 million) from RMB565.3 million in 2015 to RMB291.1 million (\$41.9 million) in 2016. The decrease in revenues in 2016 was also attributable to softening of China's economic growth and a challenging retail environment. In addition, the decrease in revenue was attributable to an increase in revenue reduction arising from inventory repurchased, as we bought back RMB294.2 million (\$42.4 million) worth of inventory from certain distributors in 2016, of which provision for constructive obligation of RMB169.7 million (\$24.4 million) was provided in 2015, and the revenue reduction arising from repurchased inventory increased by RMB27.4 million (\$3.9 million) from RMB97.1 million in 2015 to RMB124.5 million (\$17.9 million) in 2016. The decrease was also attributed to a decrease in sales of repurchased inventory by RMB11.1 million (\$1.6 million) from RMB111.3 million in 2015 to RMB100.2 million (\$14.4 million) in 2016. The decrease was partially offset by a decrease in provision for constructive obligation for inventory to be repurchased by RMB107.3 million (\$15.5 million) from RMB107.3 million in 2015 to nil in 2016.

The following table sets forth our revenues, cost of sales, gross profit, gross profit margin, number of units sold and average unit selling price of our products for the periods indicated.

	<b>For the Year Ended December 31,</b>			
	<b>2014</b>	<b>2015</b>	<b>2016</b>	
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>\$</b>
	<b>(amounts in thousands, except average unit selling price)</b>			
Revenues <sup>(1)</sup>	380,169	472,166	266,820	38,430
Cost of sales <sup>(1)</sup>	(431,540)	(741,172)	(365,066)	(52,580)
Gross loss <sup>(1)</sup>	(51,371)	(269,006)	(98,246)	(14,150)
Gross profit margin	(13.5)%	(57.0)%	(36.8)%	—
Number of units sold	4,790	6,278	4,021	—
Average unit selling price <sup>(2)</sup>	79.4	75.2	66.4	—

(1) In reassessing its 2014 presentation of the loss on inventory buyback and the components within this line item, the Company made a determination that the components of the transaction that resulted in this loss on inventory buyback amount of RMB274,266 should be revised to reclassify and reallocate this amount between the revenue and cost of sales line items, thereby eliminating the loss on inventory buyback line item.

The Company evaluated the materiality of this revision, quantitatively and qualitatively, and concluded it did not constitute a material change to the Company's previously issued financial statements for the year ended December 31, 2014. However, the Company elected to revise these 2014 financial statements to avoid inconsistencies with its financial statements for the year ended December 31, 2015.

(2) Average unit selling price is calculated by dividing the revenues for the year/period by the number of units sold. However, the price of any particular unit may vary significantly depending on the type of apparel and accessories.

*From Continuing Operations*

We had no revenue from continuing operations for the years ended December 31, 2014, 2015 and 2016.

**Breakdown of Revenues from Discontinued Operations by Product Line**

We currently derive all of our revenues from the sale of men's casual and business apparel products, including business casual collections comprising jackets, pants, shirts, T-shirts, sweaters and overcoats, business formal collections and accessories. Our products feature progressive designs, high-tech fabrics and high quality craftsmanship that complement our sophisticated yet casual brand image.

The table below sets forth a breakdown of our revenues by product line for the periods indicated.

	For the Year Ended December 31,						
	2014		2015		2016		
	Amount	% of	Amount	% of	Amount	% of	
	RMB	Revenues	RMB	Revenues	RMB	\$	Revenues
	(amounts in thousands, except for percentages)						
Business casual <sup>(1)</sup>	350,488	92.2%	439,602	93.1%	243,706	35,101	91.3%
Business formal <sup>(1)</sup>	23,086	6.1%	26,459	5.6%	15,394	2,217	5.8%
Accessories <sup>(1)</sup>	6,595	1.7%	6,105	1.3%	7,720	1,112	2.9%
	<u>380,169</u>	<u>100.0%</u>	<u>472,166</u>	<u>100.0%</u>	<u>266,820</u>	<u>38,430</u>	<u>100.0%</u>

(1) In reassessing its 2014 presentation of the loss on inventory buyback and the components within this line item, the Company made a determination that the components of the transaction that resulted in this loss on inventory buyback amount of RMB274,266 should be revised to reclassify and reallocate this amount between the revenue and cost of sales line items, thereby eliminating the loss on inventory buyback line item.

The Company evaluated the materiality of this revision, quantitatively and qualitatively, and concluded it did not constitute a material change to the Company's previously issued financial statements for the year ended December 31, 2014. However, the Company elected to revise these 2014 financial statements to avoid inconsistencies with its financial statements for the year ended December 31, 2015.

We derive the substantial majority of our revenues from the sale of our business casual apparel, which represented 92.2%, 93.1% and 91.3% of our total revenues for the years ended December 31, 2014, 2015 and 2016, respectively. Revenues from sales of our business formal apparel represented 6.1%, 5.6% and 5.8% of our total revenues for the years ended December 31, 2014, 2015 and 2016, respectively. Our revenues from sales of accessories represented 1.7%, 1.3% and 2.9%, respectively, of our total revenues for the years ended December 31, 2014, 2015 and 2016.

**Breakdown of Revenues from Discontinued Operations by Sales Channel**

We sell our products to our distributors who then resell our products to authorized retailers and to our authorized retailers, and retail end consumers through retail outlets managed or authorized by such authorized retailers. For the inventory repurchased in 2014, 2015 and 2016, we sold the repurchased inventory outside of China through the Chinese local distribution channel. After acquisition of retail network from certain distributors in 2015 and 2016, we sell our products directly to certain authorized retailers. We also sell our products through our flagship outlet in Jinjiang City, Fujian Province.

The table below sets forth the breakdown of our revenues by sales channel for the periods indicated.

	For the Year Ended December 31,						
	2014		2015		2016		
	Amount	% of	Amount	% of	Amount	% of	
	RMB	Revenues	RMB	Revenues	RMB	\$	Revenues
	(amounts in thousands, except for percentages)						
Distributors	308,694	81.2%	229,949	48.7%	67,779	9,762	25.4%
Distributors (products sold outside of China) <sup>(1)</sup>	68,499	18.0%	194,722	41.2%	100,170	14,427	37.5%
Authorized retailers	—	—	43,828	9.3%	96,756	13,936	36.3%
Flagship outlet	2,976	0.8%	3,667	0.8%	2,115	305	0.8%
	<u>380,169</u>	<u>100.0%</u>	<u>472,166</u>	<u>100.0%</u>	<u>266,820</u>	<u>38,430</u>	<u>100.0%</u>

(1) In 2015, inventory of RMB194.7 million was sold outside of China through the Chinese local distribution channel at its net realizable value. The sales of RMB194.7 million represented RMB45.8 million inventory repurchased in 2014 that was sold in January 2015, RMB65.5 million inventory repurchased in 2015 and RMB83.4 million related to our inventory.

Revenues generated from sales to distributors accounted for 81.2%, 48.7% and 25.4%, respectively, of our total revenues for the years ended December 31, 2014, 2015 and 2016, respectively.

**Operating Costs and Expenses**

*From Discontinued Operations*

The following table sets forth our operating costs and expenses for the periods indicated, both in absolute amounts and as a percentage of our revenues.

	For the Year Ended December 31,						
	2014		2015		2016		
	Amount	% of	Amount	% of	Amount	Amount	% of
	RMB	Revenues	RMB	Revenues	RMB	\$	Revenues
	(amounts in thousands, except for percentages)						
Cost of sales	431,540	113.5%	741,172	157.0%	365,066	52,580	136.8%
Selling and distribution expenses <sup>(1)</sup>	164,439	43.3%	269,448	57.1%	229,247	33,018	85.9%
Administrative expenses	26,399	6.9%	21,458	4.5%	16,655	2,399	6.2%
Total operating costs and expenses	<u>622,378</u>	<u>163.7%</u>	<u>1,032,078</u>	<u>218.6%</u>	<u>610,968</u>	<u>87,997</u>	<u>229.0%</u>

(1) We do not incur significant purchasing, receiving or warehousing costs for our inventory.

*From Continued Operations*

	For the Year Ended December 31,						
	2014		2015		2016		
	Amount	% of	Amount	% of	Amount	Amount	% of
	RMB	Revenues	RMB	Revenues	RMB	\$	Revenues
	(amounts in thousands, except for percentages)						
Cost of sales	—	—	—	—	—	—	—
Selling and distribution expenses	1,719	—	—	—	—	—	—
Administrative expenses	3,779	—	3,762	—	3,963	571	—
Total operating costs and expenses	<u>5,498</u>	<u>—</u>	<u>3,762</u>	<u>—</u>	<u>3,963</u>	<u>571</u>	<u>—</u>

**Cost of Sales**

*From Discontinued Operations*

Cost of sales includes purchases from our contract manufacturers, design and development expenses, sales taxes, cost of sales of repurchased inventory, inventory to be repurchased under constructive obligation and provision for estimated sales return.

Our cost of sales increased from RMB431.5 million in 2014 to RMB741.2 million in 2015. The increase was attributed to a decrease in cost of sales reduction arising from inventory repurchased by RMB180.3 million from the net realizable value of RMB114.3 million in 2014 to an additional write down of RMB66.0 million in 2015. We bought back RMB391.5 million worth of inventory from distributors in 2015 which was written down by RMB315.8 million to its net realizable value of RMB75.7 million. Additionally, the net realizable value was reduced by provision for estimated sales return of RMB28.9 million in 2014 and provision for constructive obligation for inventory to be repurchased of RMB112.8 million in 2014 which resulted in additional write down of RMB66.0 million. The increase was also attributed to a decrease in provision for constructive obligation for inventory to be repurchased by RMB89.8 million from RMB112.8 million in 2014 to RMB23.0 million in 2015. In addition, the increase was attributed to an increase in the sales of repurchased inventory (which was adjusted to its net realizable value) by RMB42.8 million from RMB68.5 million in 2014 to RMB111.3 million in 2015. The sales of RMB111.3 million repurchased inventory represented inventory repurchased in 2014 that was sold in January 2015 for RMB45.8 million and inventory repurchased in 2015 that was sold for RMB65.5 million. The remaining repurchased inventory in 2015 was carried at its net realizable value of RMB10.3 million.

Our cost of sales decreased by RMB376.1 million (\$54.2 million) from RMB741.2 million in 2015 to RMB365.1 million (US\$52.6 million) in 2016. The decrease was consistent with the decrease in our revenue, which resulted in a decrease in purchases by RMB290.3 million (\$41.8 million). The decrease in purchases was mainly attributable to a decrease in the number of our authorized retail outlets from 504 as of December 31, 2015 to 447 as of December 31, 2016 as well as softening of China's economic growth and a challenging retail environment, which resulted in a decrease in cost of sales by RMB290.3 million (\$41.8 million) or 52.4% from RMB554.5 million in 2015 to RMB264.2 million (\$38.1 million) in 2016. The decrease was also attributed to an increase in cost of sales reduction arising from inventory repurchased by RMB106.7 million (\$15.4 million) from an additional write down of RMB66.0 million in 2015 to the net realizable value of RMB40.7 million (\$5.9 million). The decrease was partially offset by a decrease in provision for constructive obligation for inventory to be purchased by RMB23.0 million (\$3.3 million) from RMB23.0 million in 2015 to nil in 2016.

In 2014, 2015 and 2016, we sold approximately 4,790,000, 6,278,000 and 4,021,000 units of garments, respectively.

The following table sets forth a breakdown of our cost of sales for the periods indicated.

	For the Year Ended December 31,						
	2014		2015		2016		
	Amount	% of	Amount	% of	Amount	Amount	% of
	RMB	Cost of Sales	RMB	Cost of Sales	RMB	\$	Cost of Sales
	(amounts in thousands, except for percentages)						
Purchases	392,975	91.1%	708,841	95.6%	335,728	48,355	92.0%
Design and development expenses	35,822	8.3%	32,330	4.4%	29,338	4,225	8.0%
Tax	2,743	0.6%	1	—	—	—	—
	<u>431,540</u>	<u>100.0%</u>	<u>741,172</u>	<u>100.0%</u>	<u>365,066</u>	<u>52,580</u>	<u>100.0%</u>

The table below sets forth the breakdown of our cost of sales by product line for the periods indicated:

	For the Year Ended December 31,						
	2014		2015		2016		
	Amount	% of Cost of Sales	Amount	% of Cost of Sales	Amount	% of Cost of Sales	
RMB		RMB		RMB	\$		
(amounts in thousands, except for percentages)							
Business casual	394,871	91.5%	692,127	93.4%	335,291	48,292	91.9%
Business formal	26,024	6.0%	41,874	5.6%	22,062	3,177	6.0%
Accessories	7,902	1.8%	7,170	1.0%	7,713	1,111	2.1%
Taxes	2,743	0.7%	1	—	—	—	—
<b>Total</b>	<b>431,540</b>	<b>100.0%</b>	<b>741,172</b>	<b>100.0%</b>	<b>365,066</b>	<b>52,580</b>	<b>100.0%</b>

*From Continuing Operations*

We had no cost of sales from continuing operations for the years ended December 31, 2014, 2015 and 2016.

*Selling and Distribution Expenses*

*From Discontinued Operations*

Selling and distribution expenses primarily include advertising and promotion expenses, expenses relating to shop rack, signage and various outlet-related accessories for authorized retail outlets, freight expenses, sales fair expenses, marketing planning expenses, training expenses, traveling expenses, flagship outlet renovation amortization and rental expenses, and packaging expenses. Our selling and distribution expenses from discontinuing operations were RMB164.4 million, RMB269.4 million and RMB229.2 million (\$33.0 million) in 2014, 2015 and 2016, respectively.

In 2016, we acquired a retail network from nine distributors in Gansu and Ningxia Provinces; Eastern Shandong Province, Western Shandong Province, Guangxi Province, Shanxi Province, Jilin Province, Sichuan Province, Inner Mongolia and Hebei Provinces, Beijing and Tianjin Cities, and Chongqing City for RMB151.0 million (\$21.7 million). We recorded an intangible asset for RMB25.6 million (\$3.7 million) which represented the estimated fair value of the retail network acquired. The estimated fair value was based on present value analysis on the probability that the asset's expected future economic benefits embodied in the asset will flow to us, the total price paid to acquire the retail network, RMB125.4 million (\$18.1 million) was expensed. The retail network consists of 149 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us. Instead, they were direct customers of and had direct contractual relationships with these nine distributors. After this acquisition, these distributors ceased contractual relationship with these authorized retailers and ceased their distributorship of our products in these areas. The authorized retailers became direct customers of, and now have direct contractual relationship with, our company.

In 2015, we acquired a retail network from five distributors in Heilongjiang Province, Fujian Province, Henan Province, Liaoning Province and Anhui Province for RMB164.5 million. We recorded an intangible asset for RMB14.5 million which represented the estimated fair value of the retail network acquired. The estimated fair value was based on present value analysis on the probability that the expected future economic benefits embodied in the asset will flow to us, the total price paid to acquire the retail network, RMB149.9 million was expensed. The retail network consists of 140 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us. Instead, they were direct customers and had direct contractual relationship with these five distributors. After this acquisition, these distributors ceased their contractual relationship with these authorized retailers and ceased their distributorship of our products in these five provinces. The authorized retailers became direct customers of, and now have direct contractual relationship with, our company.

In 2014, 2015 and 2016, we recorded advertising expenses of RMB55.1 million, RMB47.6 million and RMB30.1 million (\$4.3 million), respectively, in connection with billboard advertisements across 20 provinces in China. For the years ended December 31, 2014, 2015 and 2016, our advertising and promotion expenses represented 14.5%, 10.1% and 11.3%, respectively, of our revenues.

In 2014, we paid for shop rack, signage and various outlet-related accessories for 180 new retail outlets and refurbished 169 existing retail outlets, including expanding floor space for 44 existing retail outlets. In 2015, we paid for shop rack, signage and various outlet-related accessories for 127 new retail outlets and refurbished 107 existing retail outlets, including expanding floor space for 25 existing retail outlets. In 2016, we paid for shop rack, signage and various outlet-related accessories for 127 new retail outlets and refurbished 93 existing retail outlets. The refurbishment of existing retail outlets is expected to upgrade an outdated brand image, help to attract new end consumers and improve the presentation of our products to end consumers, all in an effort to enhance retail outlet sales in the future. For the years ended December 31, 2014, 2015 and 2016, these expenses were RMB81.4 million, RMB52.1 million and RMB51.9 million (\$7.5 million) respectively and represented 21.4%, 11.0% and 19.5%, respectively, of our revenues.

We recorded training expenses of RMB3.3 million, RMB2.8 million and RMB3.0 million (\$0.4 million) in 2014, 2015 and 2016 respectively in connection with professional fees paid to external professional trainers for training provided to our distributors, authorized retailers, store managers and retail sales staff across China in order to improve sales performance of each authorized retail outlet. These training courses covered areas such as management of store, inventory and sales staff, management of store performance goals, resource allocation, training of store manager and sales staff to improve their services to end consumers, which include color matching skills, apparel display, etiquette and so forth.

We recorded consultancy expenses of RMB5.7 million, RMB4.3 million and RMB3.5 million (\$0.5 million) in 2014, 2015 and 2016 respectively in connection with consultancy fees paid to professional consultants for devising promotional plans and activities for authorized retail outlets; and for concept, design, printing and distributing magazines showcasing our Spring / Summer and Fall / Winter Collections, authorized retailer recruitment booklets and retail channel training booklets.

We recorded packaging expenses for delivering goods to our distributors and printing expenses for Xiniya brand shopper bags of RMB10.6 million, RMB6.0 million and RMB5.8 million (\$0.8 million) in 2014, 2015 and 2016 respectively.

In 2014, we owned and operated one flagship outlet in Quanzhou City and our distributors owned and operated three other flagship outlets in Bi Jie City in Guizhou Province, Harbin City in Heilongjiang Province and Urumqi City in Xinjiang Autonomous Region as a distributor in Liaoning Province closed one flagship outlet. In 2015, our distributors owned and are operating flagship outlets in Bi Jie City in Guizhou Province, Harbin City in Heilongjiang Province and Urumqi City in Xinjiang Province. After we acquired retail network from our five distributors, a flagship outlet which previously owned by a distributor, was converted to a flagship outlet owned and operated by an authorized retailer. In 2016, our distributor owned and is operating a flagship outlet in Urumqi City in Xinjiang Province. We recorded RMB2.7 million, RMB1.8 million and RMB1.1 million (\$0.2 million) in flagship outlet renovation and rental expenses in 2014, 2015 and 2016 respectively.

We do not incur significant purchasing, receiving or warehousing costs for our inventory. We account for freight expenses as selling and distribution expenses. We recorded RMB3.6 million, RMB3.0 million and RMB3.0 million (\$0.4 million) in freight expenses in 2014, 2015 and 2016, respectively. For the years ended December 31, 2014, 2015 and 2016, freight expenses represented 0.9%, 0.6% and 1.1%, respectively, of our revenues. Our gross margin may not be comparable to those of the companies who account for these amounts as cost of sales.

#### *From Continuing Operations*

Our selling and distribution expenses from continuing operations were RMB1.7 million, nil and nil in 2014, 2015 and 2016, respectively.

#### **Administrative Expenses**

##### *From Discontinued Operations*

Our administrative expenses were RMB26.4 million, RMB21.5 million and RMB16.7 million (\$2.4 million) in 2014, 2015 and 2016, respectively, and consisted primarily of salary, social insurance, office rental, transportation, telecommunication, share-based compensation and other expenses, as well as professional fees and public company listing fees.

Salary and social insurance payments to our staff decreased from approximately RMB15.2 million in 2014 to RMB11.0 million in 2015 and further to RMB10.0 million (\$1.4 million) primarily due to the reduction in headcount. For the years ended December 31, 2014, 2015 and 2016, salary and social insurance expenses represented 4.0%, 2.3% and 3.7%, respectively, of our revenues.

We incurred professional and listing related fees of RMB1.0 million, RMB0.4 million and RMB0.9 million (\$0.1 million) in 2014, 2015 and 2016, respectively.

We incurred office rental, electricity, office, transportation, telecommunication and other expenses of RMB6.9 million, RMB5.5 million and RMB4.4 million (\$0.6 million) in 2014, 2015 and 2016, respectively.

##### *From Continuing Operations*

Our administrative expenses from continuing operations were RMB3.8 million, RMB3.8 million and RMB4.0 million (\$0.6 million) in 2014, 2015 and 2016, respectively.

We incurred professional and listing related fees of RMB2.7 million, RMB2.7 million and RMB2.8 million (\$0.4 million) in 2014, 2015 and 2016, respectively.

#### **Taxation**

See “Item 10. Additional Information—E. Taxation.”

#### **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with IFRS. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We consider the policies discussed below to be critical to an understanding of our financial statements as their application places the most significant demands on our management’s judgment. When reviewing our financial statements, you should take into account:

- our critical accounting policies discussed below;
- the related judgment made by our management and other uncertainties affecting the application of these policies;
- the sensitivity of our reported results to changes in prevailing facts and circumstances and our related estimates and assumptions; and
- the risks and uncertainties described under “Risk Factors.”

See note 3 to our audited financial statements for additional information regarding our critical accounting policies.

## **Revenue Recognition**

We recognize our revenue when the risks and rewards of ownership have transferred, the buyer has ownership of the goods, revenue can be reliably measured and it is probable that the economic benefits will flow to us, and when specific criteria have been met for each of our activities as described below.

*Sales of goods—distributors and authorized retailers.* We sell a range of menswear products to distributors and authorized retailers. Our menswear products are bought by distributors and authorized retailers without any buyback obligation or arrangements, without any consignment arrangement, without any right of return arrangement by distributors and authorized retailers or any other similar rights. Revenues are recognized upon delivery of products to distributors and authorized retailers and when there is no unfulfilled obligation that could affect acceptance of products by distributors and authorized retailers. Delivery costs do not occur until the products have been delivered to the specific location and the risk of loss has been transferred to distributors and authorized retailers. Delivery (freight) costs to distributors and authorized retailers incurred by us are recorded in selling and distribution expenses.

Revenues are recorded based on the price specified in the sales contracts, net of value-added tax and sales rebates. Although none of the distributor agreements contained or contain any right of return provisions or other similar rights, we implemented an initiative in 2014 and 2015 to repurchase certain excessive inventory from certain distributors to further strengthen the relationships with authorized retailers and distributors. Provisions for estimated sales return are netted against revenue in 2014 and 2015. Sales rebates are estimated based on anticipated annual purchases and the annual rebates are settled by offsetting the accounts receivables from each of these distributors at the end of the year. We accept product returns from distributors for quality reasons and only if the distributors follow our procedures in processing the returned products. We estimate and provide for returns based on historical data. No element of financing is deemed present as credit provided to distributors and authorized retailers is consistent with market practice. Credit provided was credit periods of 30 to 240 days from 2013 to June 2014 and credit period of 120 days to 240 days from July 2014 to June 2015. Beginning in July 2015, we implemented additional credit policies and credit limits with our distributors and retailers. Generally, credit limits are established for approved distributors and retailers based upon a proportion of historical customer orders (generally, 50% of prior orders). Any receivable balance in excess of the credit limit is generally due within 30 days. Receivable amounts within credit limits are generally due within 180 to 270 days. Established credit limits are subject to terms and conditions, non-compliance with such terms resulting in amounts due generally within 90 days.

*Sales of goods—retail.* We operate one flagship outlet for the sale of our products. Revenues generated from this outlet are recognized at the time of register receipt. Retail sales returns within three days will be accepted only for quality reasons. Accumulated experience is used to estimate and provide for such returns at the time of sale. We do not operate any retail customer loyalty programs. Loyalty programs may be offered by distributors and authorized retailers, who bear all related program costs.

*Interest income.* Interest income is recognized using the effective interest method.

### *Provision for Sales Return*

Provision for sales return is estimated based on historical sales return. We reassess the provision for sales return at each statement of financial position date based on current market conditions and adjust provision, if necessary.

### *Provision for Liability*

The provision for liability represents a provision for constructive obligation to repurchase certain inventory from certain distributors in subsequent years. Although none of the distributor agreements contained or contains any right of return provisions or other similar rights, we made a determination in 2014, 2015 and 2016 that reacquiring excess inventory from certain distributors would further strengthen the relationship with our distributors. Subject to market conditions, the inventory repurchase initiative implemented in 2014 gave rise to a similar expectation from customers that we may implement a similar inventory repurchase initiative in subsequent years which in management's judgment gave rise to a constructive obligation under IAS 37 (Provisions, Contingent Liabilities and Contingent Assets). We reassess the provision for constructive liability at each statement of financial position date based on current market conditions and adjust provision, if necessary.

### *Impairment of Intangible Assets*

We assess the value in use of intangible assets. The assessment is based on indication of impairment loss. We reassess the impairment loss at each statement of financial position date and makes provisions, if necessary.

### *Impairment of Trade and Other Receivables*

We assess the collectability of trade and other receivables. Such assessment is based on the credit history of customers and current market conditions. We reassess the impairment losses at each statement of financial position date and make provisions, if necessary.

### *Net Realizable Value of Inventories*

Net realizable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on current market conditions and the historical expense of selling products of a similar nature. Changes in selling price could be significant as a result of changed competitive conditions.

### *Income Tax*

We are required to pay income taxes in the PRC. In order to determine the provision for income taxes, we have to exercise critical judgment. During the ordinary course of our business, there may be ultimate determinations on income taxes that contain uncertainty. We recognize liabilities for expected taxes based on our estimates of whether additional taxes may be due. When the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

### *Going concern*

The assessment of our ability to execute our strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.



**Share-based Compensation**

In December 2010, we established the 2010 Equity Incentive Plan to help recruit and retain key employees, directors or consultants by providing incentives through the granting of equity awards. Under the 2010 Equity Incentive Plan, we may issue equity awards in the form of share options, restricted shares, or share appreciation rights. The maximum aggregate number of shares that may be issued pursuant to all awards is 23,200,000. No awards were made under the plan during the year ended December 31, 2016.

In connection with our initial public offering in November 2010, Mr. Qiming Xu, our Founder, Chairman and Chief Executive Officer, granted ordinary shares held by him to certain employees in recognition of their contributions to our growth in the past and in order to give them an equity-based incentive to encourage their continued employment with us.

We will recognize share-based compensation in relation to awards issued under the 2010 Equity Incentive Plan and the agreement between Mr. Xu and certain employees in our statement of comprehensive income based on the fair value of the equity awards on the date of the grant, and considering any applicable performance criteria and estimated forfeitures, with compensation expense recognized over the period in which the recipient is required to provide service to us in exchange for the equity award.

The estimation of share awards that will ultimately vest requires judgment, and to the extent actual results differ from estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. We will consider various factors when estimating expected forfeitures, including historical experience. Actual results may differ substantially from these estimates.

The fair value of share options granted to employees and directors under the 2010 Equity Incentive Plan will be determined using option pricing models, which consider the exercise price relative to the market value of the underlying shares, the expected share price volatility, the risk-free interest rate and the dividend yield, and the estimated period of time option grants will be outstanding before they are ultimately exercised.

For shares granted to employees, the fair value of the shares will be measured as the difference between the market price of our ordinary shares, adjusted to take into account the terms and conditions upon which the shares were granted (except for vesting conditions that are excluded from the measurement of fair value) and the purchase price of the grant. Adjustments to the market price of the ordinary shares could arise, for example, if the employee is not entitled to receive dividends during the vesting period.

The share-based compensation expenses will be categorized as cost of sales, selling and distribution expenses, or administrative expenses, depending on the job functions of the grantees.

**Results of Operations from Discontinued Operations**

The following tables present our summary statements of operations for each of the years ended December 31, 2014, 2015 and 2016. Our historical results presented below are not necessarily indicative of the results for any future periods.

	<b>For the Year Ended December 31,</b>			
	<b>2014</b>	<b>2015</b>	<b>2016</b>	
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>\$</b>
<b>Revenues</b>				
Business casual <sup>(1)</sup>	350,488	439,602	243,706	35,101
Business formal <sup>(1)</sup>	23,086	26,459	15,394	2,217
Accessories <sup>(1)</sup>	6,595	6,105	7,720	1,112
Total revenues <sup>(1)</sup>	380,169	472,166	266,820	38,430
<b>Operating Costs and Expenses</b>				
Cost of sales <sup>(1)</sup>	(431,540)	(741,172)	(365,066)	(52,580)
Selling and distribution expenses	(164,439)	(269,448)	(229,247)	(33,018)
Administrative expenses	(26,399)	(21,458)	(16,655)	(2,399)
Total operating costs and expenses	(622,378)	(1,032,078)	(610,968)	(87,997)
<b>Operating Loss</b>	(242,209)	(559,912)	(344,148)	(49,567)
Interest and other income	21,185	16,319	2,296	331
<b>Loss Before Tax</b>	(221,024)	(543,593)	(341,852)	(49,236)
Income tax benefit/(expense)	54,760	(54,760)	—	—
<b>Net Loss</b>	(166,264)	(598,353)	(341,852)	(49,236)
<b>Other comprehensive loss</b>				
Exchange difference on translation of financial statements of entities outside the mainland of the People's Republic of China	(681)	(994)	(1,489)	(214)
<b>Total comprehensive loss for the year</b>	(166,945)	(599,347)	(343,341)	(49,450)
<b>Net loss margin (%)</b>	(43.7)%	(126.7)%	(128.1)%	(128.1)%

(1) In reassessing its 2014 presentation of the loss on inventory buyback and the components within this line item, we made a determination that the components of the transaction that resulted in this loss on inventory buyback amount of RMB274,266 should be revised to reclassify and reallocate this amount between the revenue and cost of sales line items, thereby eliminating the loss on inventory buyback line item.

We evaluated the materiality of this revision, quantitatively and qualitatively, and concluded it did not constitute a material change to the previously issued financial statements for the year ended December 31, 2014. However, we elected to revise these 2014 financial statements to avoid inconsistencies with its financial statements for the year ended December 31, 2015.

**Year ended December 31, 2016 compared to year ended December 31, 2015**

*Revenues*

Our revenue decreased by RMB205.4 million (\$29.6 million) or 43.5% from RMB472.2 million in 2015 to RMB266.8 million (\$38.4 million) in 2016 primarily due to a decrease in sales volume and average unit sales price. Sales volume decreased from 6,278,000 units in 2015 to 4,021,000 units in 2016, which resulted in a RMB160.0 million (\$23.0 million) decrease in revenue. Average unit sales price decreased from RMB75.2 in 2015 to RMB66.4 (\$9.6) in 2016, which resulted in a RMB45.4 million (\$6.5 million) decrease in revenue. The decrease in sales volume was mainly attributable to a decrease in the number of our authorized retail outlets from 504 as of December 31, 2015 to 447 as of December 31, 2016, which resulted in a decrease in revenue by RMB274.2 million (\$39.5 million) from RMB565.3 million in 2015 to RMB291.1 million (\$41.9 million) in 2016. The decrease in revenues in 2016 was also attributable to softening of China's economic growth and a challenging retail environment. In addition, the decrease in revenue was attributed to an increase in revenue reduction arising from inventory repurchased, as we bought back RMB294.2 million (\$42.4 million) worth of inventory from certain distributors in 2016, of which provision for constructive obligation of RMB169.7 million (\$24.4 million) was provided in 2015, and the revenue reduction arising from repurchased inventory increased by RMB27.4 million (\$3.9 million) from RMB97.1 million in 2015 to RMB124.5 million (\$17.9 million) in 2016. The decrease was also attributed to a decrease in sales of repurchased inventory by RMB11.1 million (\$1.6 million) from RMB111.3 million in 2015 to RMB100.2 million (\$14.4 million) in 2016. The decrease was partially offset by a decrease in provision for constructive obligation for inventory to be repurchased by RMB107.3 million (\$15.5 million) from RMB107.3 million in 2015 to nil in 2016.

Revenue generated from the sales of our business casual apparel products decreased by RMB195.9 million (\$28.2 million) or 44.6% from RMB439.6 million in 2015 to RMB243.7 million (\$35.1 million) in 2016. This decrease was attributed to a decrease in sales volume from 5,710,000 units in 2015 to 3,568,000 units in 2016, which resulted in a RMB153.7 million (\$22.1 million) decrease in revenue. Also, the decrease was attributed to a decrease in average unit sales price from RMB77.0 in 2015 to RMB68.3 (\$9.8) in 2016, which resulted in a RMB42.2 million (\$6.1 million) decrease in revenue.

Revenue generated from the sales of our business formal apparel products decreased by RMB11.1 million (\$1.6 million) or 41.9% from RMB26.5 million in 2015 to RMB15.4 million (\$2.2 million) in 2016. This decrease was attributed to a decrease in sales volume from 401,000 units in 2015 to 252,000 units in 2016, which resulted in RMB7.5 million (\$1.1 million) decrease in revenue. Also, the decrease was attributed to a decrease in average unit sales price from RMB66.0 in 2015 to RMB61.1 (\$8.8), which resulted in a RMB3.6 million (\$0.5 million) decrease in revenue.

Revenue generated from sales of our accessory products increased by RMB1.6 million (\$0.2 million) or 26.2% from RMB6.1 million in 2015 to RMB7.7 million (\$1.1 million) in 2016. The increase was attributed to an increase in sales volume from 167,000 units in 2015 to 201,000 units in 2016, which resulted in a RMB1.2 million (\$0.2 million) increase in revenue. Also, the increase was attributed to an increase in average unit sales price from RMB36.6 in 2015 to RMB38.4 (\$5.5) in 2016, which resulted in a RMB0.4 million (\$0.1 million) increase in revenue.

*Cost of Sales*

Our cost of sales decreased by RMB376.1 million (\$54.2 million) or 87.2% from RMB741.2 million in 2015 to RMB365.1 million (US\$52.6 million) in 2016. The decrease was consistent with the decrease in our revenue, which resulted in a decrease in purchases by RMB290.3 million (\$41.8 million). The decrease in purchases was mainly attributable to a decrease in the number of our authorized retail outlets from 504 as of December 31, 2015 to 447 as of December 31, 2016 as well as softening of China's economic growth and a challenging retail environment, which resulted in a decrease in cost of sales by RMB290.3 million (\$41.8 million) or 52.4% from RMB554.5 million in 2015 to RMB264.2 million (\$38.1 million) in 2016. The decrease was also attributed to an increase in cost of sales reduction arising from inventory repurchased by RMB106.7 million (\$15.4 million) from an additional write down of RMB66.0 million in 2015 to the net realizable value of RMB40.7 million (\$5.9 million). The decrease was partially offset by a decrease in provision for constructive obligation for inventory to be purchased by RMB23.0 million (\$3.3 million) from RMB23.0 million in 2015 to nil in 2016.

*Selling and Distribution Expenses*

Our selling and distribution expenses decreased by RMB40.2 million (\$5.8 million) or 14.9% from RMB269.4 million in 2015 to RMB229.2 million (\$33.0 million) in 2016, primarily due to the decrease in advertising and promotion expenses, and retail network acquisition cost.

In 2016, we acquired a retail network from nine distributors in Gansu and Ningxia Provinces; Eastern Shandong Province; Western Shandong Province; Guangxi Province; Shanxi Province; Jilin Province; Sichuan Province; Inner Mongolia and Hebei Provinces, Beijing and Tianjin Cities; and Chongqing City for RMB151.0 million (\$21.7 million). We recorded an intangible asset for RMB25.6 million (\$3.7 million) which represented the estimated fair value of the retail network acquired. The estimated fair value was based on present value analysis on the probability that the asset's expected future economic benefits will flow to us, the total price paid to acquire the retail network, RMB125.4 million (\$18.1 million) was expensed in 2016, a decrease of RMB24.5 million (\$3.5 million) or 16.3% from RMB149.9 million in 2015. The retail network consists of 149 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us. Instead, they were direct customers of and had direct contractual relationships with these nine distributors. After this acquisition, these distributors ceased contractual relationship with these authorized retailers and ceased their distributorship of our products in these areas. The authorized retailers became direct customers of, and now have direct contractual relationship with, our company.

Our advertising and promotion expenses decreased by RMB17.5 million (\$2.5 million) or 36.8% from RMB47.6 million in 2015 to RMB30.1 million (\$4.3 million) in 2016, primarily due to reduction in billboard advertisements in 2016. These billboards are intended to enhance brand awareness of our products and are specifically targeted at travelers and prospective authorized retailers.

The percentage of selling and distribution expenses compared to our total revenues increased from 57.1% in 2015 to 85.9% in 2016.

*Administrative Expenses*

Our administrative expenses decreased by RMB4.8 million (\$0.7 million) or 22.3% from RMB21.5 million in 2015 to RMB16.7 million (\$2.4 million) in 2016. The percentage of administrative expenses compared to our total revenue increased from 4.6% in 2015 to 7.4% in 2016. Salaries and related costs decreased by RMB1.0 million (\$0.1 million) or 9.1% from RMB11.0 million in 2015 to RMB10.0 million (\$1.4 million) in 2016, primarily due to decrease in headcount. Office rental, electricity, office, transportation, telecommunication and other expenses decreased by RMB1.1 million (\$0.2 million) or 20.0% from RMB5.5 million in 2015 to RMB4.4 million (\$0.6 million) in 2016, primarily due to cost cutting initiatives.



*Interest and Other Income*

Interest and other income decreased by RMB14.0 million (\$2.0 million) or 85.9%, from RMB16.3 million in 2015 to RMB2.3 million (\$0.3 million) in 2016, mainly due to lower time deposits placed with banks in 2016 as compared to 2015.

*Income Tax Benefits/(Expenses)*

As a result of the foregoing factors, our loss before taxation decreased from RMB543.6 million in 2015 to RMB341.9 million (\$49.2 million) in 2016. Accordingly, our income tax expenses decreased by RMB54.8 million (\$7.9 million) or 100.0% from RMB54.8 million in 2015 to nil in 2016.

*Loss for the Year and Net Margin*

As a result of the foregoing factors, our net loss decreased by RMB256.5 million (\$36.9 million) or 42.9% from RMB598.4 million in 2015 to RMB341.9 million (\$49.2 million) in 2016. Our net margin increased from a negative of 126.7% in 2015 to a negative 128.1% in 2016.

*Other Comprehensive Loss*

Other comprehensive loss increased by RMB0.5 million (\$0.1 million) or 50.0% from an exchange loss of RMB1.0 million in 2015 to an exchange loss of RMB1.5 million (\$0.2 million) in 2016, mainly due to appreciation of the United States dollar against the Renminbi, which caused the exchange differences on translation of financial statements of entities outside the mainland of the PRC, namely our company and Xiniya Hong Kong.

**Year ended December 31, 2015 compared to year ended December 31, 2014**

*Revenues*

Our revenues increased by RMB92.0 million or 24.2% from RMB380.2 million in 2014 to RMB472.2 million in 2015. The increase was attributed to an increase in sales volume from 4,790,000 units in 2014 to 6,278,000 units in 2015, which resulted in a RMB121.4 million increase in revenue. Excluding the sales volume of repurchased inventory that was sold outside of China, our sales volume in 2015 was 3,067,000 units. The increase was partially offset by a decrease in average unit sales price from RMB79.4 in 2014 to RMB75.2 in 2015, which resulted in a RMB29.4 million decrease in revenue. The increase was attributed to a decrease in revenue reduction arising from inventory repurchase, under which we bought back RMB391.5 million worth of inventory from distributors in 2015, of which provision for estimated sales return of RMB45.4 million and provision for constructive obligation of RMB249.0 million were provided in 2014. The inventory repurchase as reduction in revenue decreased by RMB155.3 million from RMB252.4 million in 2014 to RMB97.1 million. Provision for constructive obligation for the inventory to be repurchased is an offset against our revenues. The increase was also attributed to a decrease in provision for constructive obligation for inventory to be repurchased by RMB141.7 million from RMB249.0 million in 2014 to RMB107.3 million in 2015. In addition, the increase was attributed to an increase in sales of repurchased inventory by RMB42.8 million from RMB68.5 million in 2014 to RMB111.3 million, the repurchased inventory was adjusted to its net realizable value. In 2015, the sales of RMB111.3 million repurchased inventory represented inventory repurchased in 2014 that was sold in January 2015 for RMB45.8 million and inventory repurchased in 2015 that was sold for RMB65.5 million. The increase in revenue was partially offset by a decrease in revenue that excluded the impact of the inventory repurchase and provision for constructive obligation for the inventory to be repurchased. The revenue, net of sales rebates and provision for estimated sales return, decreased by RMB247.8 million from RMB813.1 million in 2014 to RMB565.3 million in 2015, the decrease was mainly attributed to a decrease in the number of our authorized retail outlets from 898 as of December 31, 2014 to 504 as of December 31, 2015 as well as the softening of China's economic growth and a challenging retail environment.

Revenues generated from the sales of our business casual apparel products increased by RMB89.1 million or 25.4% from RMB350.5 million in 2014 to RMB439.6 million in 2015. This increase was attributed to an increase in sales volume from 4,279,000 units in 2014 to 5,710,000 units in 2015, which resulted in a RMB117.2 million increase in revenue. The increase was partially offset by a decrease in average unit sales price from RMB81.9 in 2014 to RMB77.0 in 2015, which resulted in a RMB28.1 million decrease in revenue.

Revenues generated from the sales of our business formal apparel products increased by RMB3.4 million or 14.7% from RMB23.1 million in 2014 to RMB26.5 million in 2015. The increase was attributed to an increase in sales volume from 335,000 units in 2014 to 401,000 units in 2015, which resulted in RMB4.5 million increase in revenue. The increase was partially offset by a decrease in average unit sales price from RMB68.9 in 2014 to RMB66.0 in 2015, which resulted in a RMB1.1 million decrease in revenue.

Revenues generated from the sales of our accessory products decreased by RMB0.5 million or 7.6% from RMB6.6 million in 2014 to RMB6.1 million in 2015. The decrease was due to a decrease in average unit sales price from RMB37.5 in 2014 to RMB36.6 in 2015, which resulted in a RMB0.2 million decrease in revenue, and a decrease in sales volume from 176,000 units in 2014 to 167,000 units in 2015, which resulted in a RMB0.3 million decrease in revenue.

*Cost of Sales*

Our cost of sales increased by RMB309.7 million or 71.8% from RMB431.5 million in 2014 to RMB741.2 million in 2015. The increase was attributed to a decrease in cost of sales reduction arising from inventory repurchase by RMB180.3 million from the net realizable value of RMB114.3 million in 2014 to an additional write down of RMB66.0 million in 2015. We bought back RMB391.5 million worth of inventory from distributors in 2015 which was written down by RMB315.8 million to its net realizable value of RMB75.7 million, the net realizable value was reduced by provision for estimated sales return of RMB28.9 million in 2014 and provision for constructive obligation for inventory to be repurchased of RMB112.8 million in 2014 which resulted in additional write down of RMB66.0 million. The increase was also attributed to a decrease in provision for constructive obligation for inventory to be repurchased by RMB89.8 million from RMB112.8 million in 2014 to RMB23.0 million in 2015. In addition, the increase was attributed to an increase in the sales of repurchased inventory (which was adjusted to its net realizable value) by RMB42.8 million from RMB68.5 million in 2014 to RMB111.3 million in 2015. The sales of RMB111.3 million repurchased inventory represented inventory repurchased in 2014 that was sold in January 2015 for RMB45.8 million and inventory repurchased in 2015 that was sold for RMB65.5 million. The remaining repurchased inventory in 2015 was carried at its net realizable value of RMB10.3 million.

### *Selling and Distribution Expenses*

Our selling and distribution expenses increased by RMB105.0 million or 63.9% from RMB164.4 million in 2014 to RMB269.4 million in 2015, primarily due to the fact that the retail network acquisition cost was expensed off. The increase was partially offset by decreases in advertising and promotion expenses, shop rack expenses, packaging expenses and consultancy expenses.

In 2015, we acquired a retail network from five distributors in Heilongjiang Province, Fujian Province, Henan Province, Liaoning Province and Anhui Province for RMB164.5 million. We recorded an intangible asset for RMB14.5 million which represented the estimated fair value of the retail network acquired. The estimated fair value was based on present value analysis on the probability that the expected future economic benefits embodied in the asset will flow to us, the total price paid to acquire the retail network, RMB149.9 million was expensed. The retail network consists of 140 authorized retail outlets. Before this acquisition, these authorized retailers did not have direct contractual relationship with us. Instead, they were direct customers and had direct contractual relationship with these five distributors. After this acquisition, these distributors ceased their contractual relationship with these authorized retailers and ceased their distributorship of our products in these five provinces. The authorized retailers became direct customers of, and now have direct contractual relationship with, our company.

Our advertising and promotion expenses decreased by RMB7.5 million or 13.6% from RMB55.1 million in 2014 to RMB47.6 million in 2015, primarily due to reduction in billboard advertisements across 20 provinces in 2015. These billboards are intended to enhance brand awareness of our products and are specifically targeted at travelers and prospective authorized retailers.

Our shop rack expenses decreased by RMB29.3 million or 36.0% from RMB81.4 million in 2014 to RMB52.1 million in 2015. As part of our overall strategy to unify the image of authorized retail outlets, we have been paying for shop rack, signage and various outlet-related accessories for authorized retail outlets opened or refurbished. In 2015, we paid for shop rack, signage and various outlet-related accessories for 127 new retail outlets and refurbished 107 existing retail outlets, including expanding floor space for 25 existing retail outlets. The refurbishment of existing retail outlets is expected to upgrade an outdated brand image, help attract new end consumers and improve the presentation of our products, all in an effort to enhance retail outlet sales in the future.

Our packaging expenses decreased by RMB4.6 million or 43.4% from RMB10.6 million in 2014 to RMB6.0 million in 2015, primarily due to decrease in sales.

Our consultancy expenses decreased by RMB1.4 million or 24.6% from RMB5.7 million in 2014 to RMB4.3 million in 2015, primarily due to cost cutting initiatives.

The percentage of selling and distribution expenses compared to our total revenues increased from 43.2% in 2014 to 57.1% in 2015.

### *Administrative Expenses*

Our administrative expenses decreased by RMB4.9 million or 18.6% from RMB26.4 million in 2014 to RMB21.5 million in 2015 and the percentage of administrative expenses compared to our total revenues decreased from 6.9% in 2014 to 4.6% in 2015. Salaries and related costs decreased by RMB4.2 million or 27.6% from RMB15.2 million in 2014 to RMB11.0 million in 2015, primarily due to the decrease in headcount. Office rental, electricity, office, transportation, telecommunication and other expenses decreased by RMB1.4 million or 20.3% from RMB6.9 million in 2014 to RMB5.5 million in 2015, primarily due to cost cutting initiatives.

### *Interest and Other Income*

Interest and other income decreased by RMB4.9 million or 23.1%, from RMB21.2 million in 2014 to RMB16.3 million in 2015, mainly due to lower time deposits placed with banks in 2015 as compared to 2014.

### *Income Tax Benefit/(Expense)*

As a result of the foregoing factors, our loss before taxation increased from RMB221.0 million in 2014 to RMB543.6 million in 2015. Accordingly, our income tax benefit decreased by RMB109.6 million or 200.0% from income tax benefit of RMB54.8 million in 2014 to income tax expense of RMB54.8 million, primarily due to the provision for deferred tax allowance.

### *Loss for the Year and Net Margin*

As a result of the foregoing factors, our net loss increased by RMB432.1 million or 259.8% from RMB166.3 million in 2014 to RMB598.4 million in 2015. Our net margin increased from a negative of 43.7% in 2014 to a negative 126.7% in 2015.

### *Other Comprehensive Income/(Loss)*

Other comprehensive loss increased by RMB0.3 million or 42.9% from an exchange loss of RMB0.7 million in 2014 to an exchange loss of RMB1.0 million in 2015, mainly due to appreciation of the United States dollar against the Renminbi, which caused the exchange differences on translation of financial statements of entities outside the mainland of the PRC, namely our company and Xiniya Hong Kong.

**B. Liquidity and Capital Resources****Liquidity**

Our independent registered public accounting firm has added an explanatory paragraph to their auditors' report on our December 31, 2015 and 2016 consolidated financial statements which states certain factors that raise substantial doubt about the Company's ability to continue as a going concern.

Our ongoing cash requirements include payments of our employees' salaries and benefits, office and logistics facility rentals, payment to our contract manufacturers and other operational expenses. Our anticipated cash needs also include costs associated with the expansion of our business and our sales force and our working capital requirements. We have financed our operations primarily through capital contributions and cash flows from operations.

We are a holding company, and conduct substantially all of our business through Fujian Xiniya, our PRC operating subsidiary. We rely on dividends paid by Fujian Xiniya and Xiniya Hong Kong for our cash needs, including the funds necessary to pay dividends and other cash distributions to our shareholders, to service any debt we may incur and to pay our operating expenses. The payment of dividends by entities organized in the PRC is subject to limitations. Current PRC regulations permit our subsidiaries to pay dividends to us only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, our operating subsidiary in the PRC is required to set aside a certain amount of its after-tax profits each year, if any, to fund certain statutory reserves. These reserves are not distributable as cash dividends. As of December 31, 2016, a total of RMB641.8 million (\$92.4 million), including RMB519.2 million (\$74.8 million) of registered capital and RMB122.6 million (\$17.7 million) of statutory reserves, was not available for distribution to us in the form of dividends.

The following table sets forth a summary of our cash flows for the periods indicated.

	<b>For the Year Ended December 31,</b>			
	<b>2014</b>	<b>2015</b>	<b>2016</b>	
	<b>RMB</b>	<b>RMB</b>	<b>RMB</b>	<b>\$</b>
	<b>(amounts in thousands)</b>			
Net cash generated by/(used in) operating activities	112,968	(723,066)	(34,348)	(4,947)
Net cash generated by/(used in) investing activities	65,723	(58,625)	(134,116)	(19,317)
Net cash used in financing activities	—	—	—	—
Cash and cash equivalents at beginning of year	806,467	985,097	203,371	29,292
Cash and cash equivalents at end of year	985,097	203,371	35,168	5,065

As of December 31, 2016, our cash and cash equivalents amounted to RMB35.2 million (\$5.1 million). Our cash and cash equivalents consist of cash on hand, cash deposited in banks and time deposit with banks with original maturities of three months or less. We believe that our current levels of cash and cash equivalents, time deposits held at banks and cash flows from operations will be sufficient to meet our anticipated cash needs for at least the next 12 months.

**Cash Flow Generated By/(Used in) Operating Activities**

Our net cash generated by/(used in) operating activities primarily consists of loss before taxation, as adjusted by depreciation of property, plant and equipment, amortization for intangible assets, retail network acquisition expense, interest income, foreign exchange differences and changes in assets and liabilities, which include trade receivables, prepayments to suppliers, inventories, other receivables and prepayments, trade payables, deposits received from distributors, other payables and accruals.

Our net cash used in operating activities for the year ended December 31, 2016 was RMB34.3 million (\$4.9 million), which mainly consisted of (i) loss before taxation of RMB345.3 million (\$49.7 million) (ii) increase in inventories of RMB48.5 million (\$7.0 million) due to the receipt of 2017 Spring / Summer Collection in the fourth quarter of 2016 which will be delivered to customers in 2017; (iii) decrease in other payables and accruals of RMB43.1 million (\$6.2 million) due mainly to increase in provision for estimated sales return; and (iv) increase in other receivables and prepayments of RMB35.9 million (\$5.2 million) due mainly to increase in value added tax credit which resulted from inventory repurchased from certain distributors, as mainly offset by (i) retail network acquisition expenses of RMB125.4 million (\$18.1 million); (ii) increase in trade receivables of RMB287.9 million (\$41.5 million) due to collections; and (iii) decrease in prepayments to suppliers of RMB20.8 million (\$3.0 million) due to lower orders placed with suppliers.

Our net cash used in operating activities for the year ended December 31, 2015 was RMB723.1 million, which mainly consisted of (i) increase in trade receivables of RMB291.1 million primarily due to change in credit policy; (ii) decrease in provision for liability of RMB136.2 million due to utilization of such provision arising from inventory repurchase; and (iii) loss before taxation of RMB545.6 million, as mainly offset by decrease in inventory of RMB83.4 million primarily due to sales and the expensing off of the retail network acquisition cost of RMB149.9 million.

Our net cash generated by operating activities for the year ended December 31, 2014 was RMB113.0 million, which mainly consisted of (i) decrease in trade receivable of RMB301.9 million primarily due to collection from distributors during the year and the inventory repurchase which was offset with the trade receivable; (ii) decrease in prepayments to suppliers of RMB32.6 million primarily due to reduction in orders by distributors; and (iii) a provision for liability of RMB136.2 million arising from constructive obligation of inventory repurchase initiative in 2014, as mainly offset by (i) loss before taxation of RMB225.4 million, (ii) increase in inventory of RMB65.8 million primarily due to inventory repurchase from certain distributors; and (iii) decrease in deposits received from distributors of RMB36.5 million primarily due to reduction in orders by distributors.

**Cash Flow Provided by/(Used in) Investing Activities**

Our net cash used in investing activities for the year ended December 31, 2016 was primarily related to the purchase of a retail network of RMB151.0 million (\$21.7 million) from nine distributors, in part offset by received of interest from time deposit of RMB16.8 million (\$2.4 million).

Our net cash used in investing activities for the year ended December 31, 2015 was primarily related to the purchase of a retail network of RMB164.5 million from five distributors, in part offset by withdrawal of time deposit of RMB70.0 million to fund the purchase of a retail network and received of interest from time deposit of RMB28.4 million.

Our net cash generated by investing activities for the year ended December 31, 2014 was primarily related to decrease in time deposits of RMB60.0 million held at banks with maturity over three months and interest received from bank of RMB5.5 million.

**Cash Flow Used in Financing Activities**

We did not have financing activities for the year ended December 31, 2014, 2015 and 2016.

**Capital Resources**

Our capital expenditures, consisting of the purchase of motor vehicles, machinery, leasehold improvements, furniture, fixtures and office equipment, were RMB0.1 million, RMB3.4 million and nil in 2014, 2015 and 2016, respectively. Historically, we have financed our operations primarily through cash flows from operations and have not relied on any other sources to finance our operations. We intend to explore other options to finance our operations in the future, including short-term or long-term credit facilities and offerings of debt or equity securities.

**C. Research and Development**

We have not made, and do not expect to make significant expenditures on research and development. See “Item 4. Information on the Company—B. Business Overview—Design and Merchandising” and “Item 4. Information on the Company—B. Business Overview—Intellectual Property Rights.”

**D. Trend Information**

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the year ended December 31, 2016 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

**E. Off-Balance Sheet Arrangements**

We did not have any off-balance sheet commitments or arrangements as of December 31, 2016. We have not entered into, nor do we expect to enter into, any off-balance sheet arrangements. We also have not entered into any financial guarantees or other commitments to guarantee the payment obligations of third parties. In addition, we have not entered into any derivative contracts that are indexed to our equity interests and classified as shareholders’ equity. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or research and development services with us.

**F. Tabular Disclosure of Contractual Obligations**

The following table sets forth our contractual obligations as of December 31, 2016.

	Payments Due By Period			
	Total	Less Than 1 Year	1-3 Years	More Than 5 Years
	(RMB in thousands)			
Debt Obligations	—	—	—	—
Capital (Finance) Lease Obligations	—	—	—	—
Operating Lease Obligations	1,328	1,064	264	—
Purchase Obligations	112,708	112,708	—	—
Other Long-Term Liabilities	—	—	—	—

Operating lease obligations are mainly related to the lease agreement we entered into with Jinjiang Xiniya for our warehousing facility and a flagship outlet in Jinjiang City, Fujian Province and the lease agreements for our fashion design and sales and marketing facilities in Xiamen City, Fujian Province. As of December 31, 2016, we had purchase obligations of RMB112.7 million (\$16.2 million) for purchase orders placed with our contract manufacturers.

**G. Safe Harbor**

See “Forward-Looking Statements.”

**ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****A. Directors and Senior Management**

The following table sets forth information regarding our directors and executive officers as of the date of this annual report.

<b>Name</b>	<b>Age</b>	<b>Position/ Title</b>
Qiming Xu	49	Chairman and Chief Executive Officer
Kangkai Zeng	42	Director and Chief Operating Officer
Alvin Ang	46	Independent Director
Jianxin Chen	67	Independent Director
Chee Jiong Ng	47	Chief Financial Officer
Tiande Liao	37	Chief Designer

**Mr. Qiming Xu**, age 49, is the founder, Chairman of our board of directors and Chief Executive Officer of our company. Mr. Xu has more than 29 years of experience in China's men's apparel industry. He began to manage his family's garment business in 1987 and has engaged in the wholesale men's apparel business since 1993. From February 1993 to December 2005, Mr. Xu served as general manager and executive director of Shishi Xiniya and was responsible for its overall business development, strategic planning and corporate management. Mr. Xu is also a standing director of the Quanzhou Textile and Garment Chamber of Commerce and a standing director of the Shishi City Hubin District Chamber of Commerce. Mr. Xu completed a diploma program for chief executive officers of enterprises in Senior Business Management at the School of Continuing Education, Tsinghua University. Mr. Xu is a cousin of Mr. Kangkai Zeng.

**Mr. Kangkai Zeng**, age 42, is our director and chief operating officer. Mr. Zeng is also a director of Fujian Xiniya. He has been with our company since August 1995 and has worked with Mr. Xu in the men's apparel industry for more than 20 years. His responsibilities include overall business development, strategic planning and corporate management. From July 2000 to October 2005, Mr. Zeng served as deputy general manager and general manager of Shishi Xiniya and was responsible for the Company's business development and internal corporate management. He completed a diploma program in Advanced Business Management at the School of Continuing Education, Tsinghua University. Mr. Zeng is a cousin of Mr. Qiming Xu.

**Mr. Alvin Ang**, age 46, has been an independent non-executive director of our company since December 2011. Mr. Ang has served as the group chief financial officer of Cathay Pigments Holdings Limited, a company that has multinational subsidiaries that specialize in iron oxide pigments in the color chemical industry, since August 2007. Mr. Ang has more than 19 years of experience in the accounting profession. Prior to joining Cathay Pigments Holdings Limited, Mr. Ang was an associate director at Stone Forest Consulting, the advisory arm of Singapore public accounting entity RSM Chio Lim LLP, which Mr. Ang joined in January 2006 to help establish its Sarbanes-Oxley compliance division. From December 1996 to January 2006, Mr. Ang worked at PricewaterhouseCoopers Singapore. After the implementation of the Sarbanes-Oxley Act of 2002, he led teams from PricewaterhouseCoopers on Sarbanes-Oxley attestation assignments for significant subsidiaries of U.S.-listed companies. Mr. Ang received his accountancy qualification from the Chartered Association of Certified Accountants in Singapore in 1996.

**Mr. Jianxin Chen**, age 67, has been an independent non-executive director of our company since June 2014. Mr. Chen is the Executive President of the Fujian Textile Article Association, the Executive Chairman of Fujian Garment & Garment Article Association and the Executive Chairman of Fujian Leather and Synthetic Leather Industry Association. Mr. Chen graduated with a chemistry and chemical engineering degree from Fuzhou University in China.

**Mr. Chee Jiong Ng**, age 47, joined our company as our chief financial officer in June 2010. Mr. Ng has more than 20 years of experience in the finance sector and has served in various management roles at several companies before joining our company. He is primarily responsible for overall financial management of our company. Before joining our company, Mr. Ng was a financial consultant in Beijing UGO Ltd. From June 2006 to August 2009, Mr. Ng served as a senior manager in PricewaterhouseCoopers Beijing. From July 2005 to May 2006, Mr. Ng worked at AIR-SYS Refrigeration Engineering Technology (Beijing) Co., Ltd. as financial controller. From November 1995 to June 2005, Mr. Ng worked at PricewaterhouseCoopers Singapore and held several positions, including senior manager. Mr. Ng has been qualified as a Certified Public Accountant of the Australian Society of Certified Public Accountants since 1999. Mr. Ng received his bachelor's degree in Economics from the University of Sydney, Australia and his master's degree in Commerce from the University of New South Wales, Australia.

**Mr. Tiande Liao**, age 37, is the Chief Designer and has been with Xiniya since May 2007. Mr. Liao has more than 10 years of experience as a fashion designer and graduated from a professional fashion design school in 2002. From March 2005 to April 2007, Mr. Liao worked at Shishi City Western Regions Weilong Garment Development Co. Ltd. as senior designer and assistant to the Chief Designer. From June 2003 to February 2005, Mr. Liao worked at Xiamen Fuxiang Dress Co., Ltd. as a designer. From July 2002 to May 2003, Mr. Liao worked at Wei Lanxi Garment Development Co., Ltd. as a designer.

The business address of each of our directors and executive officers is c/o China Xiniya Fashion Limited, 2<sup>nd</sup> Floor, 90 An Ling Er Road, Xiamen City, Fujian Province 361010, People's Republic of China.

**B. Compensation****Compensation of Directors and Executive Officers**

Our directors and executive officers receive compensation in the form of annual salaries and bonuses. While we do not have a specific bonus plan setting the calculation of our annual bonuses, each director and executive officer is entitled to receive an annual discretionary bonus based upon his or her performance of such amount as shall be determined by the board of directors. In addition, we make statutory contributions to a number of social insurance schemes for our executive officers.

Mr. Qiming Xu, our controlling shareholder and Chairman, has agreed to grant to each of Mr. Kangkai Zeng, Mr. Chee Jiong Ng and Ms. Meiting Cai certain of our ordinary shares held by him according to a pre-determined schedule of grants. The grant to each of these executive officers represents less than 1% of our outstanding ordinary shares.

In 2016, the aggregate cash compensation we paid to our directors and executive officers was approximately RMB4.0 million (\$0.6 million), the total social insurance contributions made for our executive officers was approximately RMB167,000 (\$24,000). In addition, fees paid to our independent directors were RMB300,000 (\$43,000) in 2016. Except as disclosed above, no other compensation or benefits in kind were paid or granted to our executive officers in 2016.

## 2010 Equity Incentive Plan

We adopted an equity incentive plan effective upon the completion of our initial public offering. Our 2010 equity incentive plan provides for the grant of options, share appreciation rights, restricted shares, restricted share units, and other share-based awards. The maximum aggregate number of our ordinary shares that may be issued under the 2010 equity incentive plan is 23,200,000. The purpose of the plan is to attract and retain the best available personnel for positions of substantial responsibility, provide additional incentive to employees, directors and consultants and promote the success of our business. Our board of directors believes that our company's long-term success is dependent upon our ability to attract and retain superior individuals who, by virtue of their ability, experience and qualifications, make important contributions to our business.

**Options.** The exercise price of incentive stock options must be at least equal to the fair market value of our ordinary shares on the date of grant except pursuant to a transaction under Section 424(a) of the Internal Revenue Code. However, the exercise price of all other options may be as determined by the administrator. The term of an incentive stock option may not exceed ten years, except that with respect to any participant who owns 10% of the voting power of all classes of our outstanding shares as of the grant date, the term must not exceed five years and the exercise price must equal at least 110% of the fair market value on the grant date. The administrator of our 2010 equity incentive plan determines the term of all other options. After termination of an employee, director or consultant, he or she may exercise his or her options for the period of time stated in the option agreement. Generally, if termination is due to death or disability, the option will remain exercisable for twelve months. In all other cases, the option will generally remain exercisable for three months.

**Restricted shares.** Restricted share awards are ordinary shares that vest in accordance with terms and conditions established by the administrator and set forth in an award agreement. The administrator will determine the number of restricted shares granted to any employee and may impose whatever conditions to vesting it determines to be appropriate.

**Share appreciation rights.** Share appreciation rights allow the recipient to receive the appreciation in the fair market value of our ordinary shares between the date of grant and the exercise date. The exercise price of share appreciation rights granted under our plan may be as determined by the administrator. Share appreciation rights expire under the same rules that apply to options on the date as determined by the administrator.

**Performance units and performance shares.** Performance units and performance shares are awards that will result in a payment to a participant only if performance goals established by the administrator are achieved or the awards otherwise vest. The administrator will establish organizational or individual performance goals in its discretion, which, depending on the extent to which they are met, will determine the number and the value of performance units and performance shares to be paid out to participants.

**Restricted share units.** Restricted share units are similar to awards of restricted shares, and are typically settled when the award vests or at some later date if the date of settlement is deferred. Restricted share units may consist of restricted shares, performance shares or performance unit awards, and the administrator may set forth restrictions based on the achievement of specific performance goals.

**Amendment and termination.** Our 2010 equity incentive plan will automatically terminate in 2020, unless we terminate it sooner. Our board of directors has the authority to amend, alter, suspend or terminate the plan provided such action does not impair the rights of any participant with respect to any outstanding awards.

## C. Board Practices

### Board of Directors

Our board of directors currently consists of four directors. Two independent directors joined the board on December 22, 2011 and June 1, 2014, respectively. Under the New York Stock Exchange Listed Company Manual, or the NYSE Rules, U.S. domestic listed companies are required to have a majority independent board, which is not required under the Companies Law of the Cayman Islands, our home country.

### Terms of Directors and Executive Officers

Our directors are not subject to a term of office and will hold office until such times as they resign or are removed from office by ordinary resolutions or as otherwise described below. Mr. Qiming Xu has served as our director since June 24, 2010. Mr. Kangkai Zeng has served as our director since October 15, 2010. Mr. Alvin Ang has served as our director since December 22, 2011. Mr. Jianxin Chen has served as our director since June 1, 2014. Any director can be removed from office by ordinary resolution. A director will be removed from office automatically if, among other things, the director becomes bankrupt or has become of unsound mind. Our officers are appointed by and serve at the discretion of our board of directors.



## **Committees of the Board of Directors**

We established an audit committee, a compensation committee and a nominating and corporate governance committee upon the completion of our initial public offering. The NYSE Rules require U.S. domestic listed companies to have an audit committee of at least three members, a compensation committee and a nominating/corporate governance committee, each composed entirely of independent directors. These requirements differ from the Companies Law of the Cayman Islands. As described below, our audit committee, compensation committee and our nominating and corporate governance committee are each composed of two members, both of whom are independent directors.

### ***Audit Committee***

Our audit committee consists of Mr. Alvin Ang, and Mr. Jianxin Chen and is chaired by Mr. Ang, a director with accounting and financial management expertise as required by the relevant rules set forth in NYSE Rules. Each of Mr. Ang, and Mr. Chen satisfies the “independence” requirements of Section 303A of the NYSE Rules and Rule 10A-3 under the Exchange Act. Our board of directors has determined that Mr. Alvin Ang qualifies as “audit committee financial expert” as defined in Item 16A of Form 20-F. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- appointing our independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by our independent auditors;
- reviewing with our independent auditors any audit problems or difficulties and management’s response;
- reviewing and approving all proposed related party transactions;
- discussing the annual audited financial statements with management and our independent auditors;
- reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of our current material weaknesses in internal control;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- such other matters that are specifically delegated to our audit committee by our board of directors from time to time;
- meeting separately and periodically with management and our internal and independent auditors; and
- reporting regularly to the full board of directors.

### ***Compensation Committee***

Our compensation committee consists of Mr. Alvin Ang and Mr. Jianxin Chen and is chaired by Mr. Ang. Each of Mr. Ang and Mr. Chen satisfies the “independence” requirements of the NYSE Rules. Our compensation committee assists the board in reviewing and approving the compensation structure of our directors and executive officers, including all forms of compensation to be provided to our directors and executive officers. Members of the compensation committee are not prohibited from direct involvement in determining their own compensation. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- approving and overseeing the compensation package for our executive officers;
- reviewing and making recommendations to the board with respect to the compensation of our directors;
- reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, evaluating the performance of our chief executive officer in light of those goals and objectives and setting the compensation level of our chief executive officer based on this evaluation; and
- reviewing periodically and making recommendations to the board regarding any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

### ***Nominating and Corporate Governance Committee***

Our nominating and corporate governance committee consists of Mr. Alvin Ang and Mr. Jianxin Chen and is chaired by Mr. Ang. Each of Mr. Ang and Mr. Chen satisfies the “independence” requirements of the NYSE Rules. The nominating and corporate governance committee assists the board of directors in identifying individuals qualified to become our directors and in determining the composition of the board and its committees. The nominating and corporate governance committee is responsible for, among other things:

- identifying and recommending to the board nominees for election or re-election to the board, or for appointment to fill any vacancy;
- reviewing annually with the board the current composition of the board in light of the characteristics of independence, age, skills, experience and availability of service to us;
- identifying and recommending to the board the directors to serve as members of the board’s committees;
- advising the board periodically with respect to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations and making recommendations to the board on all matters of corporate governance and on any corrective action to be taken; and
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

## Interested Transactions

A director may vote in respect of any contract or transaction in which he or she is interested, provided that the nature of the interest of any directors in such contract or transaction is disclosed by him or her at or prior to its consideration and any vote in that matter, unless he or she is disqualified to vote by the chairman of the relevant board meeting.

## Remuneration and Borrowing

The directors may determine remuneration to be paid to the directors. The compensation committee will assist the directors in reviewing and approving the compensation structure for the directors. The directors may exercise all the powers of our company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures or other securities whether outright or as security for any debt obligations of our company or of any third party.

## Qualification

There is no shareholding qualification for directors.

## Employment Agreements

We have entered into employment agreements with all of our executive officers. Under these agreements, each of our executive officers is employed for a specified time period. We may terminate his or her employment for cause at any time for certain acts of such executive officer, including but not limited to a conviction of a felony, or any gross negligence by the executive officer in connection with the performance of his or her duties that have resulted in material and demonstrable financial harm to us. Upon termination for cause, the executive officer is entitled to the base salary only. We may terminate the employment agreement at any time without cause and upon termination without cause, the employee is generally entitled to a severance payment. An executive officer may resign from our company, in which case such executive officer is generally entitled to his or her base salary only.

Each executive officer has agreed to hold, both during and subsequent to the terms of his or her agreement, in confidence and not to use, except in pursuance of his or her duties in connection with the employment, any of our confidential information, technological secrets, commercial secrets and know-how. Our executive officers have also agreed to disclose to us all inventions, designs and techniques resulted from work performed by them, and to assign us all right, title and interest of such inventions, designs and techniques.

## D. Employees

We had 198, 140 and 143 employees as of December 31, 2014, 2015 and 2016, respectively. The following table sets forth by function the number of our employees as of December 31, 2016:

	<b>As of December 31, 2016</b>
<b>Functions</b>	
Sales & Marketing	51
Quality Control & Warehouse	32
Design & Product Development	31
Administration	29
<b>Total</b>	<b>143</b>

We offer our employees competitive compensation packages and various training programs, and as a result we have been able to attract and retain qualified personnel. We believe that we maintain a good working relationship with our employees and we have not experienced any significant labor disputes or any difficulty in recruiting staff for our operations. Our employees are not represented by any collective bargaining agreements or labor unions.

As required by PRC regulations, we participate in various employee benefit plans that are organized by municipal and provincial governments, including pension, medical, unemployment, work-related injuries and maternity benefit plans. We are required under PRC law to make contributions to the employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of our employees, up to a maximum amount specified by the local government from time to time. Members of the retirement plan are entitled to a pension equal to a fixed proportion of the salary prevailing at the member's retirement date. However, the relevant laws and regulations are not enforced in a consistent manner across China, particularly in relation to migrant workers who historically have not been granted the same level of benefits and protections as urban workers. As a large number of our employees are migrant workers, Fujian Xiniya did not establish a mechanism to make regular contributions to the social insurance schemes in accordance with applicable laws and regulations. On March 3, 2010, the Labor and Social Security Bureau of Jinjiang City confirmed that it would not require Fujian Xiniya to pay any accrued contributions that may have been deemed unpaid as at February 28, 2010 and would not impose any related penalties. As of December 31, 2016, Fujian Xiniya has paid all required social contributions since February 2010. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Our Business and Our Industry—We may be requested to make up any unpaid contribution to the social security insurance schemes and we and our responsible officers may be subject to a late charge and other penalties." The total amount of contributions we made to employee benefit plans for the years ended December 31, 2014, 2015 and 2016 was approximately RMB2.8 million, RMB2.1 million and RMB2.0 million (\$0.3 million), respectively.



## E. Share Ownership

The following table sets forth information with respect to the beneficial ownership, within the meaning of Rule 13(d)(3) of the Exchange Act, of our ordinary shares, as of the date of this annual report, by:

- each of our directors and executive officers; and
- each person known to us to own beneficially more than 5% of our ordinary shares.

	Shares Beneficially Owned	
	(1)(2)	
	Number	%
<b>Directors and Executive Officers</b>		
Qiming Xu <sup>(3)</sup>	134,359,960	59.0
Kangkai Zeng <sup>(4)</sup>	116,000	0.1
Alvin Ang	—	—
Jianxin Chen	—	—
Chee Jiong Ng	119,036	0.1
Tiande Liao	—	—
All directors and executive officers as a group	<u>134,594,996</u>	<u>59.2</u>

- (1) Beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act and includes voting or investment power with respect to the ordinary shares. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included shares that the person has the right to acquire within 60 days.
- (2) Percentage of beneficial ownership of each listed person is based on 227,716,692 ordinary shares outstanding as of the date of this annual report.
- (3) Consists of 134,359,960 shares held through Qiming Investment Limited, a British Virgin Islands company. Mr. Qiming Xu is the sole director of Qiming Investment Limited.
- (4) Consists of 116,000 shares granted by Mr. Qiming Xu upon the completion of our initial public offering.

## ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### A. Major Shareholders

Please refer to “Item 6. Directors, Senior Management and Employees—E. Share Ownership.”

As of December 31, 2016, we had 227,716,692 ordinary shares issued and outstanding, and Deutsche Bank Trust Company Americas, as the depository of our ADS facility, was the only record holder of our ordinary shares in the United States, holding 93,121,696 ordinary shares or 5,820,106 ADSs or approximately 40.9% of our total outstanding ordinary shares. The number of beneficial owners of our ADSs in the United States is likely much larger than the number of record holders of our ordinary shares in the United States.

None of our existing shareholders has voting rights that differ from the voting rights of our other shareholders. To the best of our knowledge, we are not directly or indirectly controlled by another corporation, by any foreign government or by any other natural or legal person, severally or jointly, not disclosed in this annual report. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

### B. Related Party Transactions

After the completion of our initial public offering on November 29, 2010, we adopted an audit committee charter, which requires that the audit committee review all related party transactions on an ongoing basis and all such transactions be approved by the committee. Set forth below is a description of all of our material related party transactions since the beginning of 2012 up to the date of this annual report.

#### Lease of Facilities from Jinjiang Xiniya

In October 2005, we signed a property lease with Jinjiang Xiniya, a company controlled by Ms. Wushe Wu, relating to 18,000 square meters of property, which includes a warehousing facility of 6,000 square meters, flagship outlet of 1,200 square meters, administrative areas of 4,800 square meters and employee residential areas of 6,000 square meters. The term of the lease was ten years through December 2015 and the lease amount was and was RMB960,000 in 2006 and RMB984,000 for each subsequent year during the term of the lease.

In April 2015, we signed a three-year renewal operating lease agreement with Jinjiang Xiniya Garments and Weaving Co., Ltd, a company controlled by Ms. Wushe Wu, from May 1, 2015 to April 30, 2018 for the warehousing facility of 4,898 square meter and a flagship outlet of 316 square meters. The lease amounts are RMB558,000 per year for the warehouse and RMB233,000 per year for the flagship outlet.

**Lease of Office from Yi Ya (Xiamen) Accessories Limited Company**

In December 2014, we signed a three-year operating lease agreement with Yi Ya (Xiamen) Accessories Limited Company, a company controlled by Ms. Wushe Wu, from January 1, 2015 to December 31, 2017 for our design and development and sales and marketing centers in Xiamen City, Fujian Province, where we lease approximately 1,137 square meters of office space. The lease amount is RMB273,000 per year.

**C. Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION**

**A. Consolidated Statements and Other Financial Information**

See “Item 18. Financial Statements.”

**Legal and Administrative Proceedings**

We are currently not involved in any legal or administrative proceedings that, individually or in the aggregate, are expected to have a potential material adverse effect on our financial position or profitability, and we are not aware of any pending or threatened legal or administrative proceedings against us that could have such an effect.

**Dividend Policy**

Our board of directors has complete discretion on whether to pay dividends, subject to the approval of our shareholders. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant. If we pay any dividends, we will pay our ADS holders to the same extent as holders of our ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable there under. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

We are a holding company, and we rely on dividends paid by our operating subsidiary in China for our cash needs, including the funds necessary to pay dividends and other cash distributions to our shareholders, service any debt we may incur and pay our operating expenses. The payment of dividends in China is subject to limitations. Regulations in the PRC currently permit payment of dividends by our PRC subsidiaries only out of their accumulated profits as determined in accordance with accounting standards and regulations in China. Each of our PRC subsidiaries is required to set aside at least 10% of its after-tax profits each year to contribute to its reserve fund until the accumulated balance of the reserve fund reaches 50% of its registered capital. Each of our PRC subsidiaries is also required to reserve a portion of its after-tax profits to its employee welfare and bonus fund, the amount of which is determined by its board of directors. These funds are not distributable in cash dividends.

**B. Significant Changes**

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

**ITEM 9. THE OFFER AND LISTING****A. Offer and Listing Details**

Our ADSs, each representing four of our ordinary shares, have been listed on the New York Stock Exchange since November 23, 2010 under the symbol “XNY.” From November 23, 2010 to December 17, 2014, each ADS represented four ordinary shares. After the reverse stock split on December 18, 2014, each ADS represents 16 ordinary shares from December 18, 2014 onwards. The table below shows, for the periods indicated, the high and low closing prices of our ADSs on the New York Stock Exchange for our ADSs. The closing price for our ADSs on the New York Stock Exchange on March 31, 2017 was \$1.49 per ADS.

	Market Price Per ADS	
	High	Low
	(\$)	(\$)
2012	2.31	0.96
2013	2.19	0.92
2014	2.98	0.46
2015	2.44	1.39
2016	3.65	0.81
Quarterly Highs and Lows		
First quarter 2015	2.25	1.66
Second quarter 2015	2.44	1.81
Third quarter 2015	2.00	1.39
Fourth quarter 2015	1.97	1.55
First quarter 2016	1.93	1.03
Second quarter 2016	1.40	0.93
Third quarter 2016	3.65	0.81
Fourth quarter 2016	1.85	1.15
Monthly Highs and Lows		
October 2016	1.85	1.44
November 2016	1.70	1.21
December 2016	1.55	1.15
January 2017	2.12	1.15
February 2017	1.60	1.25
March 2017	1.70	1.38

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Our ADSs, have been listed on the New York Stock Exchange since November 23, 2010 under the symbol “XNY.” From November 23, 2010 to December 17, 2014, each ADS represented four ordinary shares. After the reverse stock split on December 18, 2014, each ADS represents 16 ordinary shares.

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION****A. Share Capital**

Not applicable.

## **B. Memorandum and Articles of Association**

We incorporate by reference into this annual report the description of our amended and restated memorandum and articles of association contained in our registration statement on Form F-1 (File No. 333-170368), as amended. Our shareholders adopted our amended and restated memorandum and articles of association by special resolutions passed on November 4, 2010. Our amended and restated memorandum and articles of association became effective on November 29, 2010.

## **C. Material Contracts**

We have not entered into any material contracts other than in the ordinary course of business and other than those described in “Item 4. Information on the Company” or elsewhere in this annual report.

## **D. Exchange Controls**

The Cayman Islands currently has no exchange control restrictions. See also “Item 4. Information on the Company—B. Business Overview — Regulation — Foreign Currency Exchange” for information regarding foreign exchange controls in the PRC.

## **E. Taxation**

### **Cayman Islands Taxation**

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within, the jurisdiction of the Cayman Islands. The Cayman Islands is not party to any double tax treaties that are applicable to any payments made to or by our company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

### **PRC Taxation**

The following discussion describes the material PRC tax consequences of an investment in the ADSs or ordinary shares under present PRC law. Under the EIT Law and its implementation rules, both of which became effective on January 1, 2008, an enterprise established outside the PRC with its “actual management” within the PRC is considered a PRC tax resident enterprise. The “actual management” of an enterprise is defined as the organizational body that effectively exercises overall management and control over production and business operations, personnel, finance and accounting and properties of the enterprise. It remains unclear how the PRC tax authorities will interpret such a broad definition. Although we are incorporated in the Cayman Islands and the immediate holding company of our PRC subsidiaries is incorporated in Hong Kong, substantially all of our management members are based in the PRC. It remains unclear how the PRC tax authorities will interpret the PRC tax resident treatment of an offshore company, like us, having indirect ownership interests in PRC enterprises through intermediary holding vehicles. If we are classified as a PRC tax resident enterprise, dividends on our ADSs and ordinary shares and capital gains from sales of our ADSs and ordinary shares realized by non-PRC enterprise shareholders may be regarded as income from “sources within the PRC” and may be subject to 10% PRC withholding tax, subject to reduction by an applicable treaty.

### **U.S. Federal Income Taxation**

The following discussion describes the material U.S. federal income tax consequences to U.S. Holders (defined below) under present U.S. law of an investment in the ADSs or ordinary shares. This discussion applies only to U.S. Holders that hold the ADSs or ordinary shares as capital assets and that have the U.S. dollar as their functional currency. This discussion is based on the tax laws of the United States as in effect on the date of this annual report and on U.S. Treasury regulations in effect or, in some cases, proposed, as of the date of this annual report, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below.

The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as:

- banks;
- certain financial institutions;
- insurance companies;
- broker dealers;
- U.S. expatriates;
- traders that elect to mark to market;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- persons holding an ADS or ordinary share as part of a straddle, hedging, conversion or integrated transaction; or
- persons that actually or constructively own 10% or more of our voting stock.

The discussion below of the U.S. federal income tax consequences to “U.S. Holders” will apply to you if you are a beneficial owner of ADSs or ordinary shares and you are:

- an individual citizen or resident of the United States for U.S. federal income tax purposes;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) located or organized in or under the laws of the United States, any State thereof or the District of Columbia;
- an estate whose income is subject to U.S. federal income taxation regardless of its source; or
- a trust that is subject to the supervision of a court within the United States and the control of one or more U.S. persons or has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If you are a partner in a partnership (including any entity treated as a partnership for U.S. federal income tax purposes) that holds ADSs or ordinary shares, your tax treatment generally will depend on your status and the activities of the partnership. Partners in partnerships holding ADSs or ordinary shares should consult their own tax advisors as to the U.S. federal income tax consequences of their investment in ADSs or ordinary shares.

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with their terms. If you hold ADSs, you should be treated as the holder of the underlying ordinary shares represented by those ADSs for U.S. federal income tax purposes.

#### ***Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares***

Subject to the PFIC rules discussed below, the gross amount of all of our distributions to you with respect to the ADSs or ordinary shares will be included in your gross income as dividend income on the date of receipt by the depository, in the case of ADSs, or by you, in the case of ordinary shares, to the extent that the distribution is paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from other U.S. corporations.

With respect to non-corporate U.S. Holders, including individual U.S. Holders, dividends on the ADSs would constitute “qualified dividend income” and, thus, be taxed at the lower applicable capital gains rate, provided that (1) either (a) the ADSs are readily tradable on an established securities market in the United States or (b) we are eligible for the benefits of a qualifying income tax treaty with the United States that includes an exchange of information program, (2) we are not a PFIC (as discussed below) for either our taxable year in which the dividend was paid or the preceding taxable year and (3) certain holding period requirements are met. Under U.S. Internal Revenue Service authority, ADSs representing ordinary shares are considered for the purpose of clause (1) above to be readily tradable on an established securities market in the United States if they are listed on NYSE, as our ADSs are. If we are treated as a “resident enterprise” for PRC tax purposes, we may also be eligible for the benefits of the income tax treaty between the United States and the PRC. You should consult your tax advisors regarding the availability of the lower rate for dividends paid with respect to our ADSs or ordinary shares.

Dividends will constitute foreign source income for U.S. foreign tax credit limitation purposes. If the dividends are qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the U.S. foreign tax credit limitation will be limited to the gross amount of the dividend, multiplied by the reduced rate divided by the highest rate of tax normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. Dividends distributed by us with respect to ADSs or ordinary shares will generally constitute “passive category income” but could, in the case of certain U.S. Holders, constitute “general category income.”

If PRC withholding taxes apply to dividends paid to you with respect to the ADSs or ordinary shares, as described under “—PRC Taxation,” such withholding taxes may be treated as foreign taxes eligible for credit against your U.S. federal income tax liability. You should consult your own tax advisors regarding the creditability of any PRC tax.

To the extent that the amount of any distribution exceeds our current and accumulated earnings and profits, it will be treated first as a tax-free return of your tax basis in your ADSs or ordinary shares, and to the extent the amount of the distribution exceeds your tax basis in the ADSs or ordinary shares, the excess will be taxed as capital gain. We do not intend to calculate our earnings and profits under U.S. federal income tax principles. Therefore, you should expect that a distribution with respect to the ADSs or ordinary shares will generally be treated as a dividend.

#### ***Taxation of Disposition of ADSs or Ordinary Shares***

Subject to the PFIC rules discussed below, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of an ADS or ordinary share equal to the difference between the amount realized (in U.S. dollars) for the ADS or ordinary share and your tax basis (in U.S. dollars) in the ADS or ordinary share. The gain or loss generally will be capital gain or loss. If you are a non-corporate U.S. Holder, including an individual U.S. Holder, who has held the ADS or ordinary share for more than one year, you may be eligible for reduced tax rates under current law. The deductibility of capital losses is subject to limitations. Any such gain or loss that you recognize will generally be treated as U.S. source income or loss for foreign tax credit limitation purposes. If PRC tax were to be imposed on any gain from the disposition of the ADSs or ordinary share, as described under “—PRC Taxation,” you would only be able to claim a foreign tax credit for the amount withheld to the extent that you have foreign source income. However, if you are eligible for the benefits of the income tax treaty between the United States and the PRC, you may elect to treat such gains as PRC source income. You should consult your own tax advisors regarding the creditability of any PRC tax.

## **PFIC Considerations**

A non-U.S. corporation is considered to be a PFIC for any taxable year if either:

- at least 75% of its gross income for such year is passive income; or
- at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income.

For the purposes of the PFIC tests described above, we will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

We believe that we were a PFIC in prior taxable years, but believe we were not a PFIC for the taxable year ended December 31, 2016. However, we may be a PFIC in the current taxable year or a future taxable year. However, a separate determination must be made at the close of each year as to whether we are a PFIC for such year. In particular, our PFIC status may be determined in large part based on the market price of our ADSs and ordinary shares, which is likely to fluctuate. Our PFIC status will also be affected by how, and how quickly, we spend the cash we hold. Accordingly, there can be no assurance that we will not be a PFIC for our current taxable year ending December 31, 2017 or any future taxable year. If we are a PFIC for any year during which you hold ADSs or ordinary shares, unless you make a “mark-to-market” election or a “deemed sale” election, as discussed below, we will continue to be treated as a PFIC for all succeeding years during which you hold ADSs or ordinary shares. In addition, for the purposes of the PFIC rules, you would be deemed to own your proportionate share of any of our subsidiaries that are treated as PFICs.

If we are a PFIC for any taxable year during which you hold ADSs or ordinary shares, you will be subject to special tax rules with respect to any “excess distribution” that you receive and any gain you realize from a sale or other disposition (including a pledge) of the ADSs or ordinary shares, unless you make a “mark-to-market” election or a “deemed sale” election as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the three preceding taxable years or your holding period for the ADSs or ordinary shares will be treated as an excess distribution. Under these special tax rules:

- the excess distribution or gain will be allocated ratably over your holding period for the ADSs or ordinary shares;
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we became a PFIC, will be treated as ordinary income; and
- the amount allocated to each other year will be subject to the highest tax rate in effect for that year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

The tax liability for amounts allocated to years prior to the year of disposition or “excess distribution” cannot be offset by any net operating losses for such years, and gains (but not losses) realized on the sale of the ADSs or ordinary shares cannot be treated as capital gain, even if you hold the ADSs or ordinary shares as capital assets.

If we are treated as a PFIC with respect to you for any taxable year, to the extent any of our subsidiaries are also PFICs or we make direct or indirect equity investments in other entities that are PFICs, you will be deemed to own shares in such lower-tier PFICs that are directly or indirectly owned by us in that proportion that the value of our equity that you own bears to the value of all of our equity, and you may be subject to the rules described above with respect to the shares of such lower-tier PFICs that you would be deemed to own. You should consult your tax advisors regarding the application of the PFIC rules to any of our subsidiaries.

Alternatively, you may make a mark-to-market election to potentially mitigate the adverse U.S. federal income tax consequences of holding an equity interest in a PFIC. If you make a timely mark-to-market election for the ADSs or ordinary shares, the tax treatment described in the three preceding paragraphs would not apply to you. Instead, you will include in income each year an amount equal to the excess, if any, of the fair market value of the ADSs or ordinary shares as of the close of your taxable year over your adjusted tax basis in such ADSs or ordinary shares. You are allowed a deduction for the excess, if any, of the adjusted tax basis of the ADSs or ordinary shares over their fair market value as of the close of the taxable year. However, deductions are allowable only to the extent of any net mark-to-market gains on the ADSs or ordinary shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs or ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ADSs or ordinary shares, as well as to any loss realized on the actual sale or disposition of the ADSs or ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs or ordinary shares. Your tax basis in the ADSs or ordinary shares will be adjusted to reflect any such income or loss amounts.

The mark-to-market election is available only for “marketable stock,” which is stock that is regularly traded in other than de minimis quantities on at least 15 days during each calendar quarter on a qualified exchange or other market, as defined in applicable U.S. Treasury regulations. The ADSs are listed on the NYSE, which is a qualified exchange for this purpose. Consequently, if the ADSs are considered to be regularly traded on the NYSE, the mark-to-market election should be available to you with respect to the ADSs. Although there can be no assurances in this regard, the ADSs should be treated as regularly traded on the NYSE for this purpose for the calendar year ended December 31, 2016. However, because a mark-to-market election cannot be made for equity interests in any lower-tier PFICs that we may own, you may become or continue to be subject to the PFIC rules described above regarding excess distributions and gains with respect to an indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes. A mark-to-market election generally must be made for the first taxable year in which you hold stock of a PFIC, and is made by filing Internal Revenue Service Form 8621 with your original or amended U.S. federal income tax return on or before the due date (including extensions) of the return. If you do not make a mark-to-market election for the first taxable year in which you hold stock of a PFIC but you subsequently make the election, the excess distribution rules will generally apply to any appreciation in the stock’s value compared to its tax basis as of the effective date of the election, as well as certain distributions with respect to, and dispositions of, the stock and such consequences will apply during the year of election. You should consult your tax advisors as to the availability and desirability of a mark-to-market election, as well as the impact of such election on interests in any lower-tier PFICs.

If we have been a PFIC in one or more prior taxable years during which you held ADSs or ordinary shares, but cease to be a PFIC in a later taxable year, and you have not previously made a mark-to-market election, we will continue to be treated as a PFIC with respect to you unless you make a deemed sale election. If you make a deemed sale election, you will be deemed to have sold the ADSs or ordinary shares you hold at their fair market value as on the last day of the last year during which we were a PFIC. Any gain from such deemed sale would be subject to the U.S. federal income tax consequences applicable to excess distributions described above. You should consult your tax advisors as to the availability and desirability of a deemed sale election.

If you hold ADSs or ordinary shares in any year in which we are a PFIC, you will be required to file U.S. Internal Revenue Service Form 8621 (or any other form that may be required by future guidance) with respect to any distributions received on the ADSs or ordinary shares, any gain realized on the disposition of ADSs or ordinary shares, any reportable election (including a mark-to-market election) or, for taxable years ending on or after December 31, 2017, on an annual basis as described in the Instructions for Form 8621, subject to certain exceptions based on the value of PFIC stock held. You should consult your tax advisor regarding any reporting requirements that may apply to you. In addition, we do not intend to prepare or provide you with the information necessary to make a “qualified electing fund” election with respect to your ADSs or ordinary shares.

You are urged to consult your tax advisor regarding the application of the PFIC rules to your investment in ADSs or ordinary shares.

#### **Information Reporting and Backup Withholding**

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale, exchange or redemption of ADSs or ordinary shares may be subject to information reporting to the U.S. Internal Revenue Service and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes any other required certification or who is otherwise exempt from backup withholding. If you are required to establish your exempt status, generally you must provide such certification on Internal Revenue Service Form W-9. You should consult your tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the U.S. Internal Revenue Service and furnishing any required information.

In addition, certain U.S. Holders who are individuals that hold certain foreign financial assets (which may include our ADSs or ordinary shares) may be required to report information relating to such assets, subject to certain exceptions. You should consult your own tax advisors regarding the effect, if any, of this requirement on your ownership and disposition of our ADSs or ordinary shares.

#### **F. Dividends and Paying Agents**

Not applicable.

#### **G. Statement by Experts**

Not applicable.

#### **H. Documents on Display**

We have filed this annual report on Form 20-F, including exhibits, with the SEC. As permitted by the SEC, in Item 19 of this annual report, we incorporate by reference certain information we have filed with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this annual report.

You may read and copy this annual report, including the exhibits incorporated by reference in this annual report, at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549 and at the SEC’s regional offices in New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms and their copy charges.

The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information concerning registrants that file electronically with the SEC. Our annual report and some of the other information submitted by us to the SEC may be accessed through this website.

As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

Our financial statements have been prepared in accordance with IFRS. We will furnish our shareholders with annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with IFRS.

#### **I. Subsidiary Information**

For a list of our subsidiaries, see “Item 4. Information on the Company—A. History and Development of the Company.”

## ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

### Foreign Exchange Risk

Our financial statements are expressed in Renminbi. The change in value of the Renminbi against the U.S. dollar and other currencies is affected by, among other things, changes in China's political and economic conditions. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the Renminbi to the U.S. dollar. Under the new policy, the Renminbi is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy caused the Renminbi to appreciate by more than 20% against the U.S. dollar in the following three years. During the period between July 2008 and June 2010, the Renminbi traded within a narrow range against the U.S. dollar. However, on June 19, 2010, the People's Bank of China announced the adoption of certain measures to further reform the currency system of the PRC to allow broader fluctuation of the Renminbi. In addition, the PRC government has allowed international transactions to be settled in Renminbi in 20 provinces, autonomous regions and municipalities in China. However, with the announcement by the People's Bank of China to devalue the Renminbi in a move to support exports and boost the role of market pricing, the Renminbi has experienced significant depreciation against the U.S. dollar. For example, in August 2015, the PRC government allowed the Renminbi to depreciate by more than 4% against the U.S. dollar. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future, and certain measures may lead to the further appreciation of the Renminbi. There remains significant international pressure on the PRC government to adopt an even more flexible currency policy, which also could result in a further and more significant appreciation of the Renminbi against the U.S. dollar.

Substantially all of our sales are denominated in Renminbi. As we rely entirely on dividends paid to us by our operating subsidiary in the PRC, any significant revaluation of the Renminbi may have a material effect on our revenues and financial condition, and the value of, and any dividends payable on, our ADSs in U.S. dollars. For example, to the extent we need to convert U.S. dollars into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we receive from the conversion. Conversely, if we determine to convert our Renminbi profits into U.S. dollars for the purpose of making payments for dividends on our ordinary shares or ADSs or for other business purposes, appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amount available to us.

### Commodity Price Risk

The principal raw materials used in our products are fabrics such as cotton, wool, polyester and blended fabrics and accessories, such as zippers and buttons. We are exposed to fluctuations in the prices of these raw materials, which are affected by regional supply and demand conditions. There may be significant increases in the pricing levels of some of our principal raw materials. We may not be able to pass on the increased costs of raw materials, including increased costs from our contract manufacturers, to our distributors. Fluctuations in the prices of raw materials could adversely affect our financial performance. We historically have not entered into any commodity derivative instruments to hedge the potential commodity price changes.

### Interest Rate Risk

Our exposure to interest rate risk primarily relates to our interest income generated by excess cash, which is mostly held in interest-bearing bank deposits provided by domestic banks. Interest-earning instruments carry a degree of interest rate risk. We have not been exposed nor do we anticipate being exposed to material risks due to changes in market interest rates. However, our future interest income may fall short of expectations due to changes in market interest rates. We have not used, and do not expect to use in the future, any derivative financial instruments to hedge our interest risk exposure.

## ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

### A. Debt Securities

Not applicable.

### B. Warrants and Rights

Not applicable.

### C. Other Securities

Not applicable.



## D. American Depositary Shares

### Fees and Charges Payable to the Depositary

Deutsche Bank Trust Company Americas, the depositary of our ADS facility, may charge the following service fees, provided, however, that no fees shall be payable upon distribution of cash dividends so long as the charging of such fee is prohibited by the New York Stock Exchange, upon which the ADSs are listed:

<u>Service</u>	<u>Fees</u>
<ul style="list-style-type: none"><li>• Issuance or distribution of ADSs, including distributions made pursuant to stock dividends or other free distributions of stock, bonus distributions, stock splits or other distributions (except where converted to cash)</li></ul>	Up to \$0.05 per ADS issued
<ul style="list-style-type: none"><li>• Surrender of ADSs for cancellation and withdrawal of deposited securities, including cash distributions made pursuant to a cancellation or withdrawal</li></ul>	Up to \$0.05 per ADS surrendered
<ul style="list-style-type: none"><li>• Distribution of cash proceeds, including cash dividends or sale of rights and other entitlements (not made pursuant to a cancellation or withdrawal)</li></ul>	Up to \$0.05 per ADS held
<ul style="list-style-type: none"><li>• Distribution of ADSs upon the exercise of rights</li></ul>	Up to \$0.05 per ADS issued
<ul style="list-style-type: none"><li>• Operation and maintenance costs in administering the ADSs</li></ul>	Up to \$0.05 per ADS held, such fee to be assessed against holders of record on an annual basis as of the date or dates set by the depositary as it sees fit and collected at the sole discretion of the depositary by billing such holders for such fee or by deducting such fee from one or more cash dividends or other cash distributions

Holders and beneficial owners of our ADSs, as well persons depositing our ordinary shares and persons surrendering ADSs for cancellation and for withdrawal of deposited securities, will be required to pay the following charges:

- taxes (including applicable interest and penalties) and other governmental charges;
- such registration fees as may from time to time be in effect for the registration of our ordinary shares or other deposited securities on the share register and applicable to transfers of our ordinary shares or other deposited securities to or from the name of the custodian, the depositary or any nominees upon the making of deposits and withdrawals, respectively;
- such cable, telex, facsimile and electronic transmission and delivery expenses as are expressly provided in the deposit agreement to be at the expense of the person depositing or withdrawing our ordinary shares or the holders and beneficial owners of our ADSs;
- the expenses and charges incurred by the depositary in the conversion of foreign currency;
- such fees and expenses as are incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to our ordinary shares, the deposited securities, ADSs and ADRs;
- the fees and expenses incurred by the depositary in connection with the delivery of deposited securities, including any fees of a central depository for securities in the local market, where applicable; and
- any additional fees, charges, costs or expenses that may be incurred by the depositary from time to time.

The depositary fees payable upon the issuance and cancellation of ADSs are typically paid to the depositary bank by the brokers (on behalf of their clients) receiving the newly issued ADSs from the depositary bank and by the brokers (on behalf of their clients) delivering the ADSs to the depositary bank for cancellation. The brokers in turn charge these fees to their clients. Depositary fees payable in connection with distributions of cash or securities to ADS holders and the depositary services fee are charged by the depositary bank to the holders of record of ADSs as of the applicable ADS record date.

The depositary fees payable for cash distributions are generally deducted from the cash being distributed or by selling a portion of distributable property to pay the fees. In the case of distributions other than cash (i.e., share dividends, rights), the depositary bank charges the applicable fee to the ADS record date holders concurrent with the distribution. In the case of ADSs registered in the name of the investor (whether certificated or uncertificated in direct registration), the depositary bank sends invoices to the applicable record date ADS holders. In the case of ADSs held in brokerage and custodian accounts (via DTC), the depositary bank generally collects its fees through the systems provided by DTC (whose nominee is the registered holder of the ADSs held in DTC) from the brokers and custodians holding ADSs in their DTC accounts. The brokers and custodians who hold their clients' ADSs in DTC accounts in turn charge their clients' accounts the amount of the fees paid to the depositary banks.

In the event of refusal to pay the depositary fees, the depositary bank may, under the terms of the deposit agreement, refuse the requested service until payment is received or may set off the amount of the depositary fees from any distribution to be made to the ADS holder.

#### **Fees and Payments From the Depositary to Us**

The depositary has agreed to reimburse us for a portion of certain expenses we incur that are related to establishment and maintenance of the ADR program, including investor relations expenses. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not related to the amounts of fees the depositary collects from investors. As of December 31, 2016, we received from the depositary reimbursement totaling \$1,044,262 for our ADR program-related expenses.

## PART II

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

See “Item 10. Additional Information” for a description of the rights of holders of our ordinary shares, which remain unchanged.

We completed our initial public offering of 32,000,000 ordinary shares, represented by 8,000,000 ADSs, at \$11.00 per ADS on November 29, 2010, after our ordinary shares and ADSs were registered under the Securities Act and all of the registered securities were sold. The aggregate price of the offering amount registered and sold was \$88.0 million, of which we received net proceeds of approximately \$79.6 million. The effective date of our registration statement on Form F-1 (File No. 333-170368) was November 22, 2010.

Through 2016, we used the net proceeds received from our initial public offering as follows:

- approximately RMB125.0 million (\$18.0 million) for our marketing and promotional campaigns;
- approximately RMB8.0 million (\$1.2 million) for flagship outlets;
- approximately RMB15.6 million (\$2.2 million) for rolling out an ERP system;
- approximately RMB36.8 million (\$5.3 million) for the new design and development and sales and marketing centers; and
- approximately RMB59.7 million (\$8.6 million) for working capital purposes.

As of December 31, 2016, we had total cash, cash equivalents of RMB35.2 million (\$5.1 million).

### ITEM 15. CONTROLS AND PROCEDURES

#### A. Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Exchange Act. Based on that evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this annual report.

#### B. Management’s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined under Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with IFRS and includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company’s assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with international financial reporting standards, and that a company’s receipts and expenditures are being made only in accordance with authorizations of a company’s management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of a company’s assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance with respect to the preparation and presentation of consolidated financial statement and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act of 2002 and related rules as promulgated by the SEC, management assessed the effectiveness of the our internal control over financial reporting as of December 31, 2016 using criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in May 2013. Based on management’s assessment using those criteria, management concluded that our internal control over financial reporting was effective as of December 31, 2016.

**C. Attestation Report for the Independent Registered Public Accounting Firm**

Not applicable.

**D. Changes in Internal Control Over Financial Reporting**

Our management has worked, and will continue to work to strengthen our internal controls over financial reporting. There were no other changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Mr. Alvin Ang qualifies as “audit committee financial expert” as defined in Item 16A of Form 20-F. Each of the members of our audit committee satisfies the “independence” requirements of Section 303A of the NYSE Rules and Rule 10A-3 under the Exchange Act. See “Item 6. Directors, Senior Management and Employees.”

**ITEM 16B. CODE OF ETHICS**

Our board of directors has adopted a code of ethics that applies to our directors, officers, employees and agents. We have filed our code of business conduct and ethics as an exhibit to our registration statement on Form F-1 (File No. 333-170368). We hereby undertake to provide to any person without charge, a copy of our code of business conduct and ethics within ten working days after we receive such person’s written request.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by our independent registered public accounting firms, other auditors and RT LLP, for the year ended December 31, 2015 and 2016, respectively. We did not pay any other fees to other auditors and RT LLP during the periods indicated below.

	Year Ended December 31,		
	2015	2016	
	RMB	RMB	\$
	(in thousands)		
Audit fees <sup>(1)</sup>	757	497	72
Audit-related fees <sup>(2)</sup>	142	30	4
Tax fees <sup>(3)</sup>	—	—	—
All other fees <sup>(4)</sup>	—	155	22

- (1) “Audit fees” means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our independent registered public accounting firm for the audit of our annual financial statements that are normally provided in connection with statutory and regulatory filings or engagements for those fiscal years.
- (2) “Audit-related fees” means the aggregate fees billed in each of the fiscal years listed for assurance and related services by our independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported under “Audit fees.” Services comprising the fees disclosed under category of “Audit-related fees” involve principally general audit-related services for the years ended December 31, 2015 and 2016.
- (3) “Tax fees” means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our independent registered public accounting firm for tax compliance, tax advice, and tax planning.
- (4) “All other fees” means the aggregate fees billed in each of the fiscal years listed for products and services provided by our independent registered public accounting firm, other than the services reported in the other categories.

The audit committee of our board of directors is directly responsible for the appointment, retention, evaluation, compensation, oversight and termination of the work of the independent auditors employed by our company. Pursuant to the audit committee charter adopted by the board of directors on November 4, 2010, the committee has the authority and responsibility to appoint, retain and terminate our independent auditors and has the sole authority to pre-approve any audit and non-audit services, including tax services, to be provided by our independent auditors. In addition, the audit committee has the power to pre-approve the hiring of any employee or former employee of the independent auditors who was a member of our company’s audit team during the preceding two fiscal years, or the hiring of any employee or former employee of the independent auditors (within the preceding two fiscal years) for a senior position within our company, regardless of whether that person was a member of our company’s audit team.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

In August 2011, our board of directors authorized a share repurchase program effective September 1, 2011, under which we could repurchase up to \$1.8 million worth of our issued and outstanding ADSs from the open market from time to time before December 31, 2012. In addition, our Founder, Chairman and Chief Executive Officer Mr. Qiming Xu could repurchase up to \$200,000 and our chief financial officer Mr. Chee Jiong Ng may repurchase up to \$50,000 worth of our issued and outstanding ADSs from the open market from time to time before December 31, 2012 with their respective personal funds.

Through the date of this annual report, we have purchased 4,283,308 of our ordinary shares in the form of ADSs for a total purchase price of approximately \$1,678,958, Mr. Qiming Xu has purchased 475,960 of our ordinary shares in the form of ADSs for a total purchase price of approximately \$186,540 and Mr. Chee Jiong Ng has purchased 119,036 of our ordinary shares in the form of ADSs for a total purchase price of approximately \$46,631. The average sale price of these purchases was \$1.57. All repurchased ordinary shares had been retired and cancelled. The repurchases were made on the open market at prevailing market prices or in block trades and subject to restrictions relating to volume, price and timing.

The following table sets forth information related to purchases of our ADSs under the program made by us, Mr. Qiming Xu and Mr. Chee Jiong Ng in the aggregate:

<b>Period</b>	<b>Total number of ADSs purchased</b>	<b>Average price paid per ADS (1)</b>	<b>Total number of ADSs purchased as part of publicly announced program</b>	<b>Approximate dollar value of ADSs that may yet be purchased under the program</b>
		<b>\$</b>		<b>\$</b>
September 2011	55,321	2.32	55,321	1,921,875
October 2011	63,913	2.00	119,234	1,793,750
November 2011	63,924	2.00	183,158	1,665,625
December 2011	69,900	1.83	253,058	1,537,500
January 2012	63,505	2.02	316,563	1,409,375
February 2012	61,601	2.08	378,164	1,281,250
March 2012	64,935	1.97	443,099	1,153,125
April 2012	72,866	1.76	515,965	1,025,000
May 2012	83,007	1.54	598,972	896,875
June 2012	51,056	1.51	650,028	768,750
July 2012	85,512	1.26	735,540	640,625
August 2012	99,116	1.17	834,656	512,500
September 2012	110,905	1.12	945,561	384,375
October 2012	81,207	1.12	1,026,768	256,250
November 2012	90,801	1.26	1,117,569	128,125
December 2012	102,007	1.26	1,219,576	—

(1) The average price paid per ADS is calculated using the execution price for each repurchase including commissions paid to brokers.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

We are a "foreign private issuer" (as such term is defined in Rule 3b-4 under the Exchange Act), and from November 23, 2010 to December 17, 2014, each ADS represented four ordinary shares. After the reverse stock split on December 18, 2014, each ADS represents 16 ordinary shares. Our ADSs are listed on the New York Stock Exchange, or NYSE. Under Section 303A of the NYSE Rules, NYSE-listed companies that are foreign private issuers are permitted to follow home country practice in lieu of the corporate governance provisions specified by the NYSE with limited exceptions. The following summarizes a certain significant way in which our corporate governance practices differ from those followed by domestic companies under the listing standards of the NYSE:

- The NYSE Rules require domestic companies to have a majority of independent directors on a company's board, whereas two of our four board members are independent.
- The NYSE Rules require domestic companies to have a minimum of three members on company's audit committee, whereas our audit committee is comprised of two members.
- The NYSE Rules require that domestic companies with non-management directors meet at regularly scheduled executive sessions without management. Our non-management directors have not met in executive sessions without management, and there is no requirement under the laws of the Cayman Islands that our non-management directors meet in executive sessions.

We have followed and intend to continue to follow the applicable corporate governance standards under the NYSE Rules.

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

**PART III**

**ITEM 17. FINANCIAL STATEMENTS**

We have elected to provide financial statements pursuant to Item 18.

**ITEM 18. FINANCIAL STATEMENTS**

See “Index to Consolidated Financial Statements” on page F-1 for a list of all financial statements filed as part of this annual report.

**ITEM 19. EXHIBITS**

The following exhibits are furnished along with this annual report or are incorporated by reference as indicated.

<b>Number</b>	<b>Description of Document</b>
1.1*	Form of Amended and Restated Memorandum and Articles of Association of China Xiniya Fashion Limited
2.1*	Specimen Certificate for Ordinary Shares
2.2*	Form of Deposit Agreement, including form of American Depositary Receipts
2.3**	Form of Amendment to Deposit Agreement, including form of American Depositary Receipts
4.1*	Form of 2010 Equity Incentive Plan
4.2*	Form of Employment Agreement between China Xiniya Fashion Limited and a Senior Executive Officer of China Xiniya Fashion Limited
4.3*	English Translation of the Form of Franchise Provincial General Distributorship Contract
4.4*	English Translation of the Franchise Provincial General Distributorship Contract between Fujian Xiniya Garments and Weaving Co., Ltd. and Hangzhou Beili Trading Co., Ltd. dated November 27, 2009
4.5*	English Translation of the Franchise Provincial General Distributorship Contract between Fujian Xiniya Garments and Weaving Co., Ltd. and Fuzhou Xiangmao Trading Co., Ltd. dated November 27, 2009
4.6*	English Translation of the Franchise Provincial General Distributorship Contract between Fujian Xiniya Garments and Weaving Co., Ltd. and Guangzhou Kunlun Shijia Garments Co., Ltd. dated November 27, 2009
4.7*	English Translation English translation of the Trademark License Agreement among Fujian Xiniya Garments and Weaving Co., Ltd., Wang Chuiyi and Guangzhou Shuochen Apparels Development Co., Ltd. dated August 1, 2012
8.1	List of Subsidiaries of China Xiniya Fashion Limited
11.1*	Code of Business Conduct and Ethics of China Xiniya Fashion Limited
<a href="#">12.1</a>	<a href="#">Certification of Chief Executive Officer required by Section 302 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">12.2</a>	<a href="#">Certification of Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">13.1</a>	<a href="#">Certification of Chief Executive Officer required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">13.2</a>	<a href="#">Certification of Chief Financial Officer required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>

\* Incorporated by reference to our Registration Statement on Form F-1 (File No. 333-170368) filed with the Securities and Exchange Commission, as declared effective on November 22, 2010.

\*\* Incorporated by reference to Exhibit (a)(2) to the Post-Effective Amendment No. 1 to our Registration Statement Form on F-6 (File No. 333-170489) filed with the Securities and Exchange Commission on November 25, 2014.

**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**CHINA XINIYA FASHION LIMITED**

Date: May 1, 2017

By: /s/ Qiming Xu  
Name: Qiming Xu  
Title: Chairman and Chief Executive Officer



CHINA XINIYA FASHION LIMITED  
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders  
 China Xiniya Fashion Limited and subsidiaries

We have audited the accompanying consolidated statements of financial position of China Xiniya Fashion Limited and subsidiaries (“the Company”) as of December 31, 2016, and the related consolidated statements of comprehensive loss, changes in equity and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the Company’s financial statements for the year ended December 31, 2015, which were audited by other auditors whose report expressed an unqualified opinion on those statements dated 29 April 2016, has been furnished to us.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of China Xiniya Fashion Limited and subsidiaries as of December 31, 2016, and the results of their operations and cash flows for the year then ended in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has incurred recurring losses for each of the years ended December 31, 2016, 2015 and 2014 of approximately RMB345.2 million, RMB600.3 million and RMB170.7 million, respectively, and used net cash in operating activities in 2016 and 2015 of approximately RMB34.3 million and RMB 723.1 million, respectively. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ RT LLP  
 Singapore  
 April 27, 2017

RT LLP  
 Chartered Accountants  
 UEN : T08L08111  
 RT ADVISORY PTE LTD  
 UEN : 2015309799W  
 RT LINKS PTE LTD  
 UEN : 201542846E  
 RT ACADEMY PTE LTD  
 UEN : 201527798H  
 RT ASEAN PTE LTD  
 UEN : 201537050N  
 RT BUSINESS ADVISORY  
 SDN BHD  
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 Member of RT ASEAN Network and Independent Member of BKR International



**CHINA XINIYA FASHION LIMITED**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
(Expressed in Thousands of Chinese Renminbi Yuan, except share and per share amounts)  
For the Years Ended December 31, 2014, 2015 and 2016

	Notes	(Re- presented) (Note 20) 2014	(Re- presented) (Note 20) 2015	2016
<b>Continuing operation:</b>				
Revenue		—	—	—
Cost of sales		—	—	—
Gross loss		—	—	—
Interest and other income		1,086	1,776	526
Selling and distribution expenses		(1,719)	—	—
Administrative expenses		(3,779)	(3,762)	(3,963)
Loss before taxation		(4,412)	(1,986)	(3,437)
Income tax expense		—	—	—
Loss from continuing operation		(4,412)	(1,986)	(3,437)
<b>Discontinued operation:</b>				
Loss from discontinued operation	20	(166,264)	(598,353)	(341,852)
Total loss for the year		(170,676)	(600,339)	(345,289)
Other comprehensive loss for the year:				
Exchange differences on translation of financial statements of entities outside the mainland of the People's Republic of China		(681)	(994)	(1,489)
Total comprehensive loss for the year		(171,357)	(601,333)	(346,778)
Loss per share for loss from continuing and discontinued operations—				
Basic and diluted per share (in RMB)	7	(0.75)	(2.64)	(1.52)
From continuing operation (in RMB)	7	(0.02)	(0.01)	(0.02)
From discontinued operation (in RMB)	7	(0.73)	(2.63)	(1.50)
Weighted average number of shares outstanding in the year	7	227,716,692	227,716,692	227,716,692

The annexed notes form an integral part of and should be read in conjunction with the consolidated financial statements.

**CHINA XINIYA FASHION LIMITED**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Thousands of Chinese Renminbi Yuan)  
As at December 31, 2015 and 2016

	Notes	2015	2016
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	3,843	—
Intangible assets	9	17,462	—
<b>Total non-current assets</b>		<u>21,305</u>	<u>—</u>
<b>Current assets</b>			
Cash and cash equivalents	11	203,371	—
Trade receivables	12	569,522	—
Prepayments to suppliers		46,050	—
Inventories	13	14,364	—
Other receivables and prepayments	14	80,127	—
<b>Total current assets</b>		<u>913,434</u>	<u>—</u>
<b>Total non-current and current assets</b>		<u>934,739</u>	<u>—</u>
Assets of disposal group classified as held for sale	20	—	545,707
<b>Total assets</b>		<u>934,739</u>	<u>545,707</u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	15	77	77
Additional paid-in capital	15	519,077	519,077
Statutory reserve	16	122,615	122,615
Currency translation reserve		(18,475)	(16,986)
Retained earnings/(accumulated losses)		108,465	(236,824)
<b>Total equity</b>		<u>731,759</u>	<u>387,959</u>
<b>Current liabilities</b>			
Trade payables		6,913	—
Deposits received from distributors and authorized retailers	17	58,300	—
Other payables and accruals	18	51,054	518
Provision for liability	19	84,300	—
Current income tax payable		2,413	—
<b>Total current liabilities</b>		<u>202,980</u>	<u>518</u>
Liabilities of disposal group classified as held for sale	20	—	157,230
<b>Total liabilities</b>		<u>202,980</u>	<u>157,748</u>
<b>Total equity and liabilities</b>		<u>934,739</u>	<u>545,707</u>

The annexed notes form an integral part of and should be read in conjunction with the consolidated financial statements.

**CHINA XINIYA FASHION LIMITED**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Thousands of Chinese Renminbi Yuan)  
For the Years Ended December 31, 2014, 2015 and 2016

	Attributable to the Company's Equity Holders					Total equity
	Share Capital (note 15)	Additional paid-in capital (note 15)	Statutory Reserve (note 16)	Currency translation reserve	Retained earnings	
Balance at January 1, 2014	77	519,077	122,615	(20,150)	878,567	1,500,186
Other comprehensive loss for the year— currency translation differences	—	—	—	681	—	681
Loss for the year	—	—	—	—	(170,676)	(170,676)
Share-based compensation	—	—	—	—	913	913
Balance at December 31, 2014	77	519,077	122,615	(19,469)	708,804	1,331,104
Other comprehensive loss for the year— currency translation differences	—	—	—	994	—	994
Loss for the year	—	—	—	—	(600,339)	(600,339)
Balance at December 31, 2015	77	519,077	122,615	(18,475)	108,465	731,759
Other comprehensive loss for the year— currency translation differences	—	—	—	1,489	—	1,489
Loss for the year	—	—	—	—	(345,289)	(345,289)
Balance at December 31, 2016	77	519,077	122,615	(16,986)	(236,824)	387,959

The annexed notes form an integral part of and should be read in conjunction with the consolidated financial statements.

**CHINA XINIYA FASHION LIMITED**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Expressed in Thousands of Chinese Renminbi Yuan)**  
**For the Years Ended December 31, 2014, 2015 and 2016**

	2014	2015	2016
<b>Cash flows from operating activities:</b>			
Loss before taxation			
Continue operation	(4,412)	(1,986)	(3,437)
Discontinued operation	(221,024)	(543,593)	(341,852)
Loss for the year	(225,436)	(545,579)	(345,289)
Adjustments for:			
Depreciation for property, plant and equipment	3,732	2,485	1,558
Amortization for intangible assets	2,187	3,466	2,765
Retail network acquisition expense	—	149,905	125,390
Intangible assets written off	—	—	3,347
Loss on disposal of property, plant and equipment	—	387	30
Interest income	(20,201)	(11,981)	(2,296)
Foreign exchange loss	742	1,029	1,228
Share-based compensation	913	—	—
Operating loss before working capital changes	(238,063)	(400,288)	(213,267)
Decrease/(increase) in trade receivable	301,891	(291,076)	287,888
Decrease in prepayments to suppliers	32,645	2,090	20,750
(Increase)/decrease in inventories	(65,758)	83,436	(48,541)
Increase in other receivables and prepayments	(26,280)	(38,414)	(35,946)
Increase/(decrease) in trade payables	19,694	(38,375)	15,071
Decrease in deposits received from distributors	(36,500)	(5,100)	(11,920)
Increase/(decrease) in other payables and accruals	5,422	16,561	(43,122)
Increase/(decrease) in provision for liability	136,200	(51,900)	(5,261)
Cash generated by/(used in) operating activities	129,251	(723,066)	(34,348)
Income tax paid	(16,283)	—	—
Net cash generated by/(used in) operating activities	112,968	(723,066)	(34,348)
<b>Cash flows from investing activities:</b>			
Increase in time deposits held at banks with maturity over three months	60,000	70,000	—
Proceeds from the disposal of property, plant and equipment	345	1,998	83
Acquisition of property, plant and equipment	(90)	(3,397)	—
Acquisition of retail network	—	(164,454)	(150,974)
Refund of deposit for land use rights	—	8,854	—
Interest received	5,468	28,374	16,775
Net cash provided by/(used in) investing activities	65,723	(58,625)	(134,116)
Net increase/(decrease) in cash and cash equivalents	178,691	(781,691)	(168,464)
Cash and cash equivalents at beginning of the year	806,467	985,097	203,371
Exchange (losses)/gains on cash and cash equivalents	(61)	(35)	261
Cash and cash equivalents at end of the year	985,097	203,371	35,168

The annexed notes form an integral part of and should be read in conjunction with the consolidated financial statements.

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization, principal activities, going concern and management's plans**

China Xiniya Fashion Limited (the "Company") and its subsidiaries (collectively, the "Group") designs and markets business casual apparel to retail customers in the People's Republic of China ("PRC") through a network of authorized retail outlets owned and managed by authorized retailers and distributors. The Company was incorporated under the laws of Cayman Islands in June 2010 and is listed on the New York Stock Exchange. The address of its registered office is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

The consolidated financial statements for the three years ended December 31, 2014, 2015 and 2016 were authorized for issue by resolution of the board of directors on April 27, 2017. All of the Group's customers are primarily located in the PRC.

**Going concern and management's plans**

These consolidated financial statements have been prepared on a going concern basis, which assumes the Group will continue its operations in the foreseeable future and that the Group will be able to realize its assets and discharge its liabilities in the normal course of operations. The Group has incurred recurring losses for each of the years ended December 31, 2016, 2015 and 2014 of approximately RMB345.2 million, RMB600.3 million and RMB170.7 million, respectively, and used net cash in operating activities in 2016 and 2015 of approximately RMB34.3 million and RMB723.1 million, respectively. The Group has funded these losses primarily through cash generated from operations over the years.

As of December 31, 2016, the Group's cash balances totaled RMB35 million. The Group has taken an intensive review of operations and expenditures, including selling, distribution and administration expenses, to identify and eliminate inefficiencies and redundancies in order to preserve cash while maintaining the business. Given the Group's existing cash balances and projected cash generated by, and used in, operating activities, the Group believes that it will have sufficient liquidity to fund its operating activities, and react as necessary to market changes, which may include inventory repurchases (if any), and acquisitions of retail networks from distributors, capital expenditure and working capital needs for at least twelve months from December 31, 2016. These consolidated financial statements do not reflect adjustments to the carrying value of assets and liabilities, reported expenses and statement of financial position classification that would be necessary if going concern assumption was not appropriate. These adjustments could be material.

**2. Summary of significant accounting policies**

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

(a) Basis of preparation and statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and related interpretations ("IFRS") as issued by the International Accounting Standards Board ("IASB") which have been consistently applied. The consolidated financial statements have been prepared on the historical cost and accrual basis. The consolidated financial statements of the Group are presented in Chinese Renminbi Yuan ("RMB").

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are discussed in Note 3.

(b) Consolidation

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognized in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

IFRS 10, Consolidated Financial Statements, builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. Specifically, the Company evaluated its agreements and relationships with its distributors and determined that, in the context of IFRS 10, the Company does not have control over its distributors through either (a) power over the distributor (b) exposure or rights, to variable returns from involvement with the distributor; or (c) the ability to use power over the distributor to affect the amount of the distributors returns. The rights and obligations under the distributor agreements allow the Company to manage and protect certain operational and display issues related to the Company's brand and do not provide control, as defined in IFRS 10, over the distributors. Therefore, adoption of these amendments on January 1, 2013, did not have a material impact on the Company's consolidated financial statements.

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Details of subsidiaries are as follows:

Name of company	Place of incorporation	Particular of issued and fully paid up capital	Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
Xiniya Holdings Limited	Hong Kong	HK\$100	100%	100%	-	Investment holding
Fujian Xiniya Garments and Weaving Co., Ltd	PRC	HK\$370,000,000	100%	-	100%	Design and wholesaling of menswear and accessories
Xiniya (China) Company Limited	PRC	RMB160,000,000	100%	-	100%	Dormant
Xiamen Xiniya Enterprise Management Consulting Co., Ltd	PRC	RMB1,000,000	100%	-	100%	Operating corporate headquarters

(c) Segments

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

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). As the Group's operations are conducted in the People's Republic of China ("PRC"), the consolidated financial statements are presented in Chinese Renminbi Yuan ("RMB"), which is the Group's presentation and functional currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statements of comprehensive income/(loss).

(iii) Group companies

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

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (b) income and expenses for each statement of comprehensive income/(loss) are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting exchange differences are recognized in other comprehensive income/(loss).



**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use. Expenditures incurred after property, plant and equipment have been put into operation, such as repairs and maintenance, is normally expensed in the period in which incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, and the expenditure of the item can be measured reliably, the expenditure is capitalized as an additional cost of that asset.

Expenditures relating to shop rack, signage and various outlet-related accessories for authorized retail outlets are expensed in the period in which incurred.

Depreciation is calculated on a straight-line basis, considering any estimated residual values, over the following estimated useful lives:

Motor vehicles and machinery	10 years
Furniture, fixtures and office equipment	5 years
Leasehold improvements	3-5 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2(g)).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the statements of comprehensive income/(loss).

(f) Intangible assets

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. Costs of an acquired retail network are capitalized based on fair value at the date of acquisition. These costs are amortized over their estimated useful lives of five years.

(g) Impairment of non-financial assets

An assessment is made at each statement of financial position date of whether there is any indication of impairment of the Group's property, plant and equipment, and intangible assets, or whether there is any indication that an impairment loss previously recognized for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's value in use or its net selling price.

An impairment loss is recognized only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is expensed in the period in which it arises.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

A reversal of an impairment loss is credited to the statements of comprehensive income/(loss) in the period in which it arises. There was no impairment recorded during the years ended December 31, 2014, 2015 and 2016.

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(h) Cash and cash equivalents and time deposits

For the purpose of the consolidated cash flow statements, cash and cash equivalents consist of cash on hand and in banks, and time deposits with banks with original maturities of three months or less. Time deposits with original maturities over three months represent amounts held by financial institutions, which generally mature within four to twelve months. Time deposits with original maturities over three months are reported within cash flows from investing activities in the consolidated statements of cash flows.

(i) Trade and other receivables

Trade and other receivables are measured on initial recognition at fair value, and are subsequently measured at amortized cost using the effective interest rate method, except where the effect of discounting would be immaterial.

In such cases, the receivables are stated at cost less impairment losses for doubtful accounts. Appropriate allowances for estimated doubtful accounts are recognized in the statements of comprehensive income/(loss) when there is objective evidence that the receivable is impaired. The allowance recognized is measured as the difference between the receivable's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed on initial recognition.

(j) Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined using the weighted average method, and in the case of work in progress and finished goods, comprises raw material, direct labor and those overheads that have been incurred (based on normal operating capacity) in bringing the inventories to their present location and condition. Net realizable value is calculated as the actual or estimated selling price less all further costs of completion and the estimated costs necessary to make the sale.

(k) Financial liabilities

Financial liabilities include trade payables and other payables and accruals that are initially measured at cost, which approximates fair value, and subsequently measured at amortized cost, using the effective interest rate method, unless the effect of discounting would be immaterial. In such cases, they are stated at cost. These financial liabilities are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

(l) Provisions

Provisions are recognized when it is probable that present obligations will lead to an outflow of economic resources which can be estimated reliably. The timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of each reporting period, including the risks and uncertainties associated with the present obligation. Any reimbursement expected to be received in the course of settlement of the present obligation is recognized as a separate asset, not exceeding the amount of the related provision. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. In addition, long term provisions are discounted to their present values, where time value of money is material.

When the possible outflow of economic resources, as a result of present obligations, is considered improbable or remote, or the amount to be provided cannot be measured reliably, no contingent liability is recognized.

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(m) Share capital

The transaction costs of an equity transaction are accounted for as a deduction from equity (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. These incremental costs include registration and other regulatory fees, amounts paid to legal, accounting and other professional advisors, printing costs and stamp duties, excluding management salaries, items normally included in general and administrative expenses or other recurring costs. Specifically, legal and accounting fees do not include any fees that would have been incurred in the absence of such issuance.

Where the Company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs, is included in equity attributable to the Company's equity holders.

(n) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods in the ordinary course of the Group's activities. Revenue is shown net of value-added tax and rebates and is generally higher for the Group's Fall and Winter Collections and lower for spring and summer products due to seasonal weather and the differences in selling prices for seasonal collections. Accordingly, revenues, operating income and profits are typically higher in the second half of the year. The Group's fashion collections are completely different from year to year.

The Group recognizes revenue when the risks and rewards of ownership have transferred, the buyer has ownership of the goods, revenue and costs incurred can be reliably measured and it is probable that the economic benefits will flow to the entity, and when specific criteria have been met for each of the Group's activities as described below.

(i) Sales of goods—distributors and authorized retailers

The Group sells a range of menswear products to distributors and authorized retailers. The Group's menswear products are bought by distributors and authorized retailers and the Group sells its menswear products to distributors and authorized retailers without any inventory repurchase obligation or arrangements, without any consignment arrangement, without any right of return arrangements by distributors and authorized retailers or any other similar rights. Revenues are recognized upon delivery of products to distributors and authorized retailers and when there is no unfulfilled obligation that could affect acceptance of products by distributors and authorized retailers. Delivery costs do not occur until the products have been delivered to the specific location and the risk of loss has been transferred to distributors and authorized retailers. The Group does not incur significant purchasing, receiving or warehousing costs. The Group does not charge its customers for delivery costs and handling fees. Delivery (freight) costs to distributors and authorized retailers incurred by the Group are recorded in selling and distribution expenses.

Revenues are recorded based on the price specified in the sales contracts, net of value-added tax and sales rebates. Although none of the distributor agreements contained or contain any right of return provisions or other similar rights, the Group implemented an initiative in 2014 and 2015 to buyback certain excessive inventory from certain distributors to further strengthen the relationships with authorized retailers and distributors. Provisions for estimated sales return are netted against revenue in 2014 and 2015. Sales rebates are estimated based on anticipated annual purchases and the annual rebates are settled by offsetting the accounts receivables from each of these distributors at the end of the year. The Group accepts product returns from distributors for quality reasons and only if the distributors follow Group procedures in processing the returned products. Accumulated experience is used to estimate and provide for returns. Sales rebates are estimated based on anticipated annual purchases. No element of financing is deemed present as credit provided to distributors and authorized retailers is consistent with market practice.

(ii) Sales of goods—retail

The Group operates one retail outlet for the sale of menswear products. Revenues are recognized at the time of register receipt.

Retail sales returns within three days will be accepted only for quality reasons. Accumulated experience is used to estimate and provide for such returns at the time of sale. The Group does not operate any retail customer loyalty programs. Loyalty programs may be offered by distributors and authorized retailers who bear all related program costs.

(iii) Interest income

Interest income is recognized using the effective interest method.

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(o) Advertising

Expenditure on advertising and promotion activities is recognized as an expense when it is incurred. The Group's promotion costs include payments under endorsement contracts. Accounting for endorsement payments is based upon specific contract provisions. Generally, endorsement payments are expensed on a straight-line basis over the terms of the contracts after giving recognition to performance compliance provisions of the contracts. Prepayments under the contracts are included in other receivables and prepayments.

(p) Share-based payments

In December 2010, the Company established the 2010 Equity Incentive Plan to help recruit and retain key employees, directors or consultants by providing incentives through the granting of equity awards. Under the 2010 Equity Incentive Plan, the Company may issue equity awards in the form of share options, restricted shares, or share appreciation rights. The maximum aggregate number of shares that may be issued pursuant to all awards is 23,200,000. No awards were made under the plan during the years ended December 31, 2014, 2015 and 2016.

During 2014, Mr. Xu, the Chief Executive Officer of the Company, granted ordinary shares held by him to certain employees of the Company in recognition of services performed. Share-based compensation for such services has been recorded as expense in each of these respective years (Note 5).

The Group recognizes share-based compensation in relation to awards issued under the 2010 Equity Incentive Plan and the agreement between Mr. Xu and certain employees in the statements of comprehensive income/(loss) based on the fair value of the equity awards on the date of the grant, and considering any applicable performance criteria and estimated forfeitures, with compensation expense recognized over the period in which the recipient is required to provide service to the Group in exchange for the equity award.

The estimation of share awards that ultimately vest requires judgment, and to the extent actual results differ from estimates, such amounts are recorded as a cumulative adjustment in the period estimates are revised. The Company will consider various factors when estimating expected forfeitures, including historical experience. Actual results may differ substantially from these estimates.

The fair value of share options granted to employees and directors under the 2010 Equity Incentive Plan is determined using option pricing models, which consider the exercise price relative to the market value of the underlying shares, the expected share price volatility, the risk-free interest rate and the dividend yield, and the estimated period of time option grants are outstanding before they are ultimately exercised.

For shares granted to employees, the fair value of the shares is measured as the difference between the market price of the Company's ordinary shares, adjusted to take into account the terms and conditions upon which the shares were granted (except for vesting conditions that are excluded from the measurement of fair value) and the purchase price of the grant. Adjustments to the market price of the ordinary shares could arise, for example, if the employee is not entitled to receive dividends during the vesting period.

The share-based compensation expenses are categorized as cost of sales, selling and distribution expenses, or administrative expenses, depending on the job functions of the grantees.

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(q) Income tax

Income tax expense/(benefit) comprises current and deferred tax.

Current tax is the expected tax payable on the taxable income for each year using tax rates enacted or substantially enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years. The PRC corporate income tax is provided at rates applicable to an enterprise in the PRC on taxable income.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable income, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which deductible temporary differences can be utilized.

(r) Value added tax ("VAT")

Sales of goods in the PRC are subject to VAT at 17% (output VAT). Input tax on purchases can be deducted from output VAT. The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of other receivables or other payables in the statement of financial position. Revenues, expenses and assets are recognized net of VAT except:

- Where the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables are stated with VAT included.

(s) Social benefits contributions

Pursuant to the relevant regulations of the PRC government, the Group's PRC subsidiaries participate in a local municipal government social benefits plan, and is required to contribute a certain percentage of the basic salaries of its employees to fund their retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees. The Group's only obligation is to pay the ongoing required contributions. Contributions are charged to expense as incurred. There are no provisions whereby forfeited contributions may be used to reduce future contributions. Amounts contributed during the years ended December 31, 2014, 2015 and 2016, are discussed in Note 5.

(t) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases. Annual rentals applicable to such operating leases are charged to expense on a straight-line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognized in the statements of comprehensive income/(loss) as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the statements of comprehensive income/(loss) in the accounting period in which they are incurred.

(u) Disposal groups (or non-current assets) held-for-sale and discontinued operations

Disposal groups (or non-current assets) are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The disposal groups or the non-current assets (except for certain assets as explained below) are stated at the lower of carrying amount and fair value less costs to sell. Deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries and associates) and investment properties, which are classified as held for sale, would continue to be measured in accordance with the significant accounting policies set out elsewhere in Note 2.

A discontinued operation is a component of the group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group and which represent a separate major line of business or geographic area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in the income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognized on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

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**Recent accounting pronouncements**

Certain new standards, amendments and interpretations to existing standards have been published but are not yet effective and have not yet been adopted by the Group. Management anticipates that all of the relevant pronouncements will be adopted by the Group for the first period following the effective date of the pronouncement. Information on new standards and amendments, that are expected to be relevant, is provided below.

**IFRS 9 Financial Instruments:**

IFRS 9, published in July 2014, replaces the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Group is currently assessing the impact of IFRS 9 on its consolidated financial statements.

**IFRS 15 Revenue from Contracts with Customers:**

The IASB has issued IFRS 15 Revenue from Contracts with Customers. The standard replaces IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfer of Assets From Customers and SIC 31 Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contract with customers. This standard is effective for annual periods beginning on or after January 1, 2018, and permits early adoption. The Company is in the process of determining the impact of IFRS 15 on its consolidated financial statements.

**IFRS 16 Leases**

In January 2016 the IASB issued IFRS 16 Leases. IFRS 16 replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosures of leases. This standard is effective for annual periods beginning on or after January 1, 2019. Early application is permitted for entities that apply IFRS 15 Revenue from Contracts with Customers at or before the date of initial application of IFRS 16. The Group is currently assessing impact of IFRS 16 on its consolidated financial statements.

There are no other IFRSs or related interpretations that are not yet effective that would be expected to have a material impact on the Group's consolidated financial statements.

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**3. Critical accounting estimates and management judgment**

Estimates are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Estimates and assumptions are made concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of property, plant and equipment

Management assesses the value in use of property, plant and equipment. The assessment is based on indication of impairment loss. Management reassesses the impairment loss at each statement of financial position date and makes provisions, if necessary.

(b) Impairment of intangible assets

Management assesses the value in use of intangible assets. The assessment is based on indication of impairment loss. Management reassesses the impairment loss at each statement of financial position date and makes provisions, if necessary.

(c) Impairment of trade and other receivables

Management assesses the collectability of trade and other receivables. This estimate is based on the credit history of customers and current market conditions. Management reassesses the impairment loss at each statement of financial position date and makes provisions, if necessary.

(d) Net realizable value of inventories

The net realizable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on current market conditions and the historical experience of selling products of a similar nature. Changes in selling price could be significant as a result of increasing or decreasing competition.

(e) Income tax

The Group's PRC subsidiaries are liable for income taxes in the PRC and its Hong Kong subsidiary is liable for income taxes on profits earned in Hong Kong; however, interest earned on deposits with authorized Hong Kong financial institutions is tax exempt. Significant judgement is required in determining the provision for income taxes. There may be claims for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for expected tax issues based on estimates of whether additional taxes will be due. When the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

(f) Provision for estimated sales return

Management assesses the provision for estimated sales return. This estimate is based on accumulated experience and current market conditions. Management reassesses the provision for estimated sales return at each statement of financial position date and adjust provisions, if necessary.

(g) Provision for liability

Management assesses the provision for constructive liability. This estimate is based on current market conditions. Management reassesses the provision for constructive liability at each statement of financial position date based on current market conditions and adjusts provision, if necessary. See Note 19.

(h) Going concern

The assessment of the Group's ability to execute its strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.



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**4. Revision of prior period consolidated financial statements**

In 2014, the Company observed that the slowdown in China's economy resulted in a slowdown in demand in menswear and, in turn, led to oversupply in the menswear market and excess inventory across the retail network of many menswear companies. In response, in 2014, the Company initiated, at its own discretion and without any prior obligation to do so, an inventory buyback program. The Company presented a loss on inventory buyback of RMB274,266, as a separate line item in the 2014 consolidated statements of comprehensive loss in arriving at gross profit (loss). The RMB274,266 consisted of the inventory repurchased of RMB252,414 as a reduction in revenue, repurchased inventory of RMB114,348 as a reduction in cost of sales, estimated repurchase price of inventory from other distributors of RMB249,000 less the estimated net realizable value of such inventory to be repurchased of RMB112,800. This amount also included sales of repurchased inventory through a local distribution channel for net realizable value of RMB68,499 and the cost of sales of this inventory.

In reassessing its 2014 presentation of the loss on inventory buyback and the components within this line item, the Company made a determination that the components of the transaction that resulted in this loss on inventory buyback amount of RMB274,266 should be revised to reclassify and reallocate this amount between the revenue and cost of sales line items, thereby eliminating the loss on inventory buyback line item.

The Company evaluated the materiality of this revision, quantitatively and qualitatively, and concluded it did not constitute a material change to the Company's previously issued consolidated financial statements for the year ended December 31, 2014. However, the Company elected to revise these 2014 consolidated financial statements to avoid inconsistencies with its financial statements for the year ended December 31, 2015. Accordingly, the Company revised previously reported results for the year ended December 31, 2014. The effects of this revision on the Company's consolidated statements of comprehensive income/(loss) for the year ended December 31, 2014 was as follows:

	<b>As Previously Reported 2014 RMB'000</b>	<b>Reclassification 2014 RMB'000</b>	<b>As Revised 2014 RMB'000</b>
Revenue	813,084	(432,915)	380,169
Cost of sales	(590,189)	158,649	(431,540)
Loss on inventory buyback	(274,266)	274,266	—
Gross loss	(51,371)	—	(51,371)

This revision did not have any effect on 2014 comprehensive loss or loss per share, or the Company's 2014 statements of financial position, changes in equity, or cash flows.

**5. Loss before taxation**

Loss before taxation is arrived at as follows:

	<b>Year Ended December 31,</b>		
	<b>2014 RMB'000</b>	<b>2015 RMB'000</b>	<b>2016 RMB'000</b>
After charging:			
Cost of sales - purchases	392,975	708,841	335,728
Cost of sales - design and development expenses	35,822	32,330	29,338
Cost of sales - tax	2,743	1	—
Depreciation*	3,732	2,485	1,558
Amortization for intangible assets	2,187	3,466	2,765
Retail network acquisition expensed	—	149,905	125,390
Freight expenses	3,645	3,026	3,031
Advertising and promotion	56,796	47,550	30,071
Directors			
—salaries and related costs	2,190	2,128	1,944
—social benefits contribution	48	48	48
—share-based compensation	—	—	—
Key management personnel (other than directors)			
—salaries and related costs	2,832	2,331	2,337
—social benefits contribution	115	119	119
—share-based compensation	913	—	—
Other than directors and key management personnel			
—salaries and related costs	11,855	8,522	6,397
—social benefits contribution	2,679	1,937	1,787
—share-based compensation	—	—	—

\* Depreciation expenses of approximately RMB147,000, RMB175,000 and RMB153,000 have been included in cost of sales – design and development expenses for the years ended December 31, 2014, 2015 and 2016, respectively.

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**6. Income tax expense**

The Company is a tax exempted company incorporated in the Cayman Islands. In addition, dividend payments by the Company are not subject to withholding taxes. No provision for Hong Kong Profits Tax has been made as the subsidiary incorporated in Hong Kong had no assessable profits earned or derived from Hong Kong during the years ended December 31, 2014, 2015 and 2016. Payments of dividends by Hong Kong companies are not subject to Hong Kong withholding tax. The subsidiaries incorporated in the PRC other than Hong Kong are governed by the Income Tax Law of the PRC concerning Foreign Investment and Foreign Enterprises and various local income tax laws. Dividends paid by our PRC operating subsidiaries may be subject to withholding taxes of 5%-10%.

	Year Ended December 31,		
	2014 (Re-presented) RMB'000	2015 (Re-presented) RMB'000	2016 RMB'000
Current tax:			
Current tax on profit/(loss) for the year			
- continuing operations	—	—	—
- discontinued operations (Note20)	—	—	—
Total current tax	—	—	—
Deferred tax:			
Origination of temporary differences	(54,760)	—	—
Deferred tax assets not recognized	—	54,760	—
Total deferred tax	(54,760)	54,760	—
Income tax (benefit)/expense attributable to:			
- continuing operations	—	—	—
- discontinued operations (Note20)	(54,760)	54,760	—
	(54,760)	54,760	—

The reconciliation between tax expense and accounting profit/(loss) at applicable tax rates of 25% is as follows:

	Year Ended December 31,		
	2014 Re-presented RMB'000	2015 Re-presented RMB'000	2016 RMB'000
Loss before taxation:			
- continuing operations	(4,412)	(1,986)	(3,437)
- discontinued operations(Note20)	(221,024)	(543,593)	(341,852)
Total loss before tax	(225,436)	(545,579)	(345,289)
Computed expected income tax benefit	(56,359)	(136,395)	(86,322)
Effect of different tax rates	1,364	529	911
Income not subject to tax	(7)	(5)	(1)
Expenses not deductible for tax purposes	139	102	36
Tax losses for which no deferred income tax asset was recognized	103	135,769	85,376
Change in deferred tax assets not recognized	—	54,760	—
Income tax (benefit)/expense	(54,760)	54,760	—

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**7. Loss per share**

Basic and diluted earnings per share are calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of ordinary shares outstanding during the year, excluding ordinary shares purchased by the Company and held as treasury shares.

The weighted average ordinary shares outstanding were 227,716,692 for 2014, 2015 and 2016.

From November 23, 2010 to December 17, 2014, each ADS represented four ordinary shares. After the reverse stock split on December 18, 2014, each ADS represents 16 ordinary shares from December 18, 2014 onwards. Earnings per ADS is calculated by dividing net income attributable to the equity holders of our company by the weighted average number of ordinary shares outstanding during each of the periods reported and multiplying by 16. Earnings/(loss) per ADS during the respective periods have been retrospectively adjusted to reflect the July 2010 capitalization that resulted in the issuance of 10,000 ordinary shares of China Xiniya Fashion Limited, the share split effected on November 4, 2010 and the reverse stock split on December 18, 2014.

**8. Property, plant and equipment**

	<b>Motor vehicles and machinery</b>	<b>Furniture, fixtures and office equipment</b>	<b>Leasehold improvements</b>	<b>Total</b>
	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>
<b>Cost</b>				
At January 1, 2015	2,005	4,901	10,079	16,985
Additions	—	5	3,392	3,397
Disposals	(3)	(3,186)	(6,015)	(9,204)
At December 31, 2015	2,002	1,720	7,456	11,178
Disposals	(233)	—	(2,502)	(2,735)
Reclassified to disposal group (Note 20)	(1,769)	(1,720)	(4,954)	(8,443)
At December 31, 2016	—	—	—	—
<b>Accumulated depreciation</b>				
At January 1, 2015	736	2,872	8,061	11,669
Charge for the year	188	485	1,812	2,485
Disposals	(3)	(2,138)	(4,678)	(6,819)
At December 31, 2015	921	1,219	5,195	7,335
Charge for the year	166	262	1,130	1,558
Disposals	(120)	—	(2,502)	(2,622)
Reclassified to disposal group (Note 20)	(967)	(1,481)	(3,823)	(6,271)
At December 31, 2016	—	—	—	—
<b>Net Book Value</b>				
At December 31, 2015	1,081	501	2,261	3,843
At December 31, 2016	—	—	—	—

All property, plant and equipment held by the Group are located in the PRC.

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**9. Intangible assets**

	<b>Acquired computer software licenses</b>	<b>Acquired retail network</b>	<b>Total</b>
	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>
<b>Cost</b>			
At January 1, 2015	11,034	—	11,034
Additions	—	14,549	14,549
At December 31, 2015	11,034	14,549	25,583
Additions	—	25,584	25,584
Disposals	—	(4,013)	(4,013)
Reclassified to disposal group (Note 20)	(11,034)	(36,120)	(47,154)
At December 31, 2016	—	—	—
<b>Accumulated amortization</b>			
At January 1, 2015	4,655	—	4,655
Charge for the year	2,187	1,279	3,466
At December 31, 2015	6,842	1,279	8,121
Charge for the year	1,276	1,489	2,765
Disposals	—	(666)	(666)
Reclassified to disposal group (Note 20)	(8,118)	(2,102)	(10,220)
At December 31, 2016	—	—	—
<b>Net Book Value</b>			
At December 31, 2015	4,192	13,270	17,462
At December 31, 2016	—	—	—

In 2015, the Group acquired a retail network from five distributors in Heilongjiang Province, Fujian Province, Henan Province, Liaoning Province and Anhui Province for RMB164.4 million. The Group recorded an intangible asset for RMB14.5 million which represented the estimated fair value of the retail network acquired. The estimated fair value was based on present value analysis on the probability that the expected future economic benefits embodied in the asset will flow to the Group. The remaining cost paid to acquire the retail network of RMB149.9 million was expensed. The retail network consisted of 140 authorized retail outlets.

In 2016, the Group acquired a retail network from nine distributors in Gansu and Ningxia Provinces; Eastern Shandong Province; Western Shandong Province; Guangxi Province; Shanxi Province; Jilin Province; Sichuan Province; Inner Mongolia and Hebei Provinces, Beijing and Tianjin Cities; and Chongqing City for RMB151.0 million. The Group recorded an intangible asset for RMB25.6 million which represented the estimated fair value of the retail network acquired. The estimated fair value was based on present value analysis on the probability that the expected future economic benefits embodied in the asset will flow to the Group. The remaining cost paid to acquire the retail network of RMB125.4 million was expensed. The retail network consists of 149 authorized retail outlets.

Before acquisition, these authorized retailers did not have direct contractual relationship with the Group. Instead, they were direct customers of these distributors and had direct contractual relationship with these distributors. After acquisition, these distributors ceased contractual relationship with these authorized retailers and ceased their distributorship of the Group's products in these regions. The authorized retailers became direct customers of, and now have direct contractual relationships with, the Group.

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**10. Deferred tax assets**

At December 31, 2016, deferred tax assets were not recognized as management determined it is not probable that sufficient taxable profit will be available to allow the benefit of all of that deferred tax asset to be utilized. The Group did not recognize deferred tax assets of RMB174.7 million in respect of accumulated losses amounting to RMB698.7 million. Losses amounting to RMB40.6 million, RMB389.4 million and RMB268.7 million expire in 2019, 2020 and 2021, respectively.

**11. Cash and cash equivalents**

	As at December 31,	
	2015	2016
	RMB'000	RMB'000
Cash on hand	45	36
Cash at bank	203,326	35,132
Reclassified to disposal group held-for-sale (Note 20)	—	(35,168)
Cash and cash equivalent per consolidated statement of cash flows	<u>203,371</u>	<u>—</u>

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**12. Trade receivables**

In 2014 and through June 2015, trade receivables generally had credit terms ranging from 120 to 240 days. Beginning in July 2015, the Group implemented additional credit policies and credit limits with its distributors and retailers. Generally, credit limits are established for approved distributors and retailers based upon a proportion of historical customer orders (generally, 50% of prior orders). Any receivable balance in excess of the credit limit is generally due within 30 days. Receivable amounts within credit limits are generally due within 180 to 270 days. Established credit limits are subject to terms and conditions, non-compliance with such terms resulting in amounts due generally within 90 days.

The aging analysis of trade receivables as at December 31, 2015 and 2016 was as follows:

	As at December 31,	
	2015	2016
	RMB'000	RMB'000
—within 30 days	204,552	14,575
—31 to 60 days	70,807	82,082
—61 to 90 days	72,377	89,381
—91 to 120 days	83,600	45,565
—121 to 150 days	48,477	21,143
—151 to 180 days	24,043	5,774
—181 to 210 days	20,414	2,536
—211 to 240 days	33,174	4,230
—241 to 270 days	12,078	5,905
—271 to 300 days	—	7,495
—301 to 330 days	—	2,129
—331 to 360 days	—	819
Reclassified to disposal group held-for-sale (Note 20)	—	(281,634)
	569,522	—

Management considers the following factors when determining the collectability of specific customer accounts: customer credit-worthiness, past transaction history with the customer, current economic and industry trends and changes in customer payment terms. Past due balances and other higher risk amounts are reviewed individually for collectability. During the years ended December 31, 2015 and 2016, there were no trade receivables written off and no allowance for uncollectible amounts, as the Group has not had any history of non-recoverable receivables.

**13. Inventories**

	As at December 31,	
	2015	2016
	RMB'000	RMB'000
Raw materials	718	795
Finished goods	42,340	91,963
Less: Provision for inventory	(28,694)	(29,853)
Reclassified to disposal group held-for-sale (Note 20)	—	(62,905)
	14,364	—

During the years ended December 31, 2015 and 2016, the Group recorded inventory write downs to net realizable value of RMB29.8 million (2015: RMB28.7 million). The write-downs are included in the Cost of Sales in the Consolidated Statements of Comprehensive Income.

In 2015 and 2016, although the Group did not have an obligation or arrangement to reacquire excess inventory from its distributors, the Group made a determination in 2015 and 2016 that reacquiring excess inventory from certain distributors in 2015 and 2016 would further strengthen the relationship with the distributors and retail partners. The Group bought back approximately RMB391.5 million and RMB330.3 million of inventory from certain distributors in 2015 and 2016, respectively. The buyback inventory was written down by RMB315.8 million and RMB233.9 million to its net realizable value of RMB75.7 million and RMB96.4 million in 2015 and 2016, respectively. The Group sold the repurchased inventory outside of China through the Chinese local distribution channel for RMB111.3 million and RMB100.2 million in 2015 and 2016, respectively. The sales of RMB111.3 million repurchased inventory represented inventory repurchased in 2014 that was sold in January 2015 for RMB45.8 million and inventory repurchased in 2015 that was sold for RMB65.5 million. The sales of RMB100.2 million repurchased inventory represented inventory repurchased in 2016. As of December 31, 2015 and 2016, the remaining repurchased inventory was written down to net realizable value of RMB10.3 million and RMB4.5 million, respectively.

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**14. Other receivables and prepayments**

	As at December 31,	
	2015	2016
	RMB'000	RMB'000
Value added tax credit	50,688	86,634
Income tax credit	14,600	14,600
Prepaid expenses	360	360
Interest receivable	14,479	—
Reclassified to disposal group held-for-sale (Note 20)	—	(101,594)
	<u>80,127</u>	<u>—</u>

**15. Share capital and additional paid-in capital**

(a) Authorized share capital

In June 2010, China Xiniya Fashion Limited was incorporated in the Cayman Islands with an authorized share capital of one billion shares, par value of US\$0.00005, of which 20,000 shares were issued at incorporation.

(b) Issued share capital and additional paid-in capital

	Number of Shares (thousands)	Ordinary shares RMB'000	Additional paid-in capital RMB'000	Total RMB'000
At December 31, 2015 and 2016	<u>227,717</u>	<u>77</u>	<u>519,077</u>	<u>519,154</u>

**16. Statutory reserve**

In accordance with the relevant laws and regulations of the PRC, entities established in the PRC are required to transfer 10% of profits after taxation (in accordance with the accounting regulations of the PRC) to a statutory reserve, until the reserve balance reaches 50% of the entity's registered capital. The reserve may be used to offset accumulated losses or to increase the registered capital, subject to approval from the PRC authorities, and are not available for dividend distribution to equity owners. No transfer was required in 2015 and 2016.



**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****17. Deposits received from distributors and authorized retailers**

Deposits received from distributors and authorized retailers represent refundable deposits under agreements and for orders placed with the Group.

**18. Other payables and accruals**

	As at December 31,	
	2015	2016
	RMB'000	RMB'000
Provision for estimated sales return	41,244	79,039
Accrued liabilities	8,283	11,577
Provision for withholding tax	1,527	1,527
Reclassified to disposal group held-for-sale (Note 20)	—	(91,625)
	<u>51,054</u>	<u>518</u>

Although none of the distributor agreements contained or contains any right of return provisions or other similar rights, based on current market conditions, the Group may implement a similar inventory buyback initiative when necessary. Therefore, the Group has established an allowance for sales return as of December 31, 2015 and 2016.

Accrued liabilities consist mainly of professional fees, transport costs, shop rack expenses, accrued wages and related staff welfare charges.

**19. Provision for liability**

The provision for liability represents a provision for constructive obligation to buyback certain inventory from certain distributors in subsequent years. Although none of the distributor agreements contained or contains any right of return provisions or other similar rights, the Group made a determination in 2014 and 2015 that reacquiring excess inventory from certain distributors would further strengthen the relationship with its distributors. Subject to market conditions, the inventory buyback initiative implemented in 2014 gave rise to a similar expectation from customers that the Group may implement a similar inventory buyback initiative in subsequent years which in management's judgment gave rise to a constructive obligation under IAS 37 (Provisions, Contingent Liabilities and Contingent Assets). A constructive obligation for the inventory to be repurchased of RMB84.3 million was recorded at December 31, 2015. The provision for constructive obligation of RMB84.3 million at December 31, 2015 represents the estimated repurchase price of inventory from distributors of RMB107.3 million, less the estimated net realizable value of such inventory to be repurchased of RMB23.0 million.

	2015	2016
	RMB'000	RMB'000
At January 1	136,200	84,300
Provision for the year	107,522	26,711
Inventory repurchase (reduction in provision)	(159,422)	(111,011)
At December 31	<u>84,300</u>	<u>—</u>

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**20. Group held-for-sale**

On July 18, 2016, the Company announced that the Company's controlling shareholder, Qiming Investment Limited, a British Virgin Islands company (the "Seller") controlled by the Company's Chairman and Chief Executive Officer, Qiming Xu, entered into an agreement to sell a controlling interest in the Company (the "Agreement") to Perfect Lead International Limited and Honest Plus Investments Limited, both British Virgin Islands companies (collectively the "Purchasers").

As of the date of the Agreement, the Seller beneficially owns 134,359,960 ordinary shares of the Company, accounting for approximately 59% of the total outstanding shares of the Company. Pursuant to the Agreement, the Seller will sell 114,996,929 ordinary shares of the Company (the "Seller Shares"), or 50.5% of the total outstanding shares of the Company, to the Purchasers, for an aggregate purchase price of RMB86,426,661 (US\$12,937,155), or RMB0.75 per ordinary share (or US\$1.80 per ADS), which is approximately 172.57% of the volume weighted average closing price of the shares for the fifteen (15) trading days prior to and including July 15, 2016.

The closing of the above-mentioned share transfer requires, among other conditions, the following to occur first: (1) the Company's board of directors and shareholders must approve the sale of Xiniya Holdings Limited, the Company's wholly owned subsidiary in Hong Kong, to Mr. Qiming Xu or his designees at a price to be determined by an independent third party valuer (the "Xiniya Transaction"); and (2) the Company must take such corporate actions as are necessary to approve the acquisition of True Silver Limited ("True Silver"), a British Virgin Islands company, which will utilize a variable interest entity (VIE) structure to operate and consolidate 70% of the financial results of Hubei Chutian Lending Company, Ltd. ("Chutian"), a PRC company engaged in the lending of small loans to customers in China, at a price to be determined by an independent third party valuer (the "Chutian Transaction"). True Silver is wholly-owned by Honest Plus Investments Limited and indirectly controlled by Wei Qizhi who is the controlling shareholder of each of the Purchasers and the founder of Chutian. As a result of the Xiniya Transaction and the Chutian Transaction, the Company's core business will be changed from men's fashion to lending, which will be expanded to broader financial services in the future. In addition, the Purchasers' designees will be appointed as directors of the board, Chairman and Chief Executive Officer of the Company to be effective immediately after the closing.

The Seller and Purchasers also simultaneously entered into a voting agreement and irrevocable proxy, pursuant to which the Seller appoints the Purchasers as proxies authorized to vote all of the Seller Shares at any meeting of the shareholders of the Company and in connection with any corporate action by the shareholders of the Company related to the Xiniya Transaction and the Chutian Transaction. The closing of the purchase and sale of the Seller Shares will occur no more than ten (10) business days after all conditions precedent to the closing have been satisfied or waived.

The assets and liabilities attributable to Xiniya Holding Limited and its subsidiaries, which are expected to be sold within next twelve months from December 31, 2016, have been classified as a disposal group held for sale and are presented separately in the balance sheet. The proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and liabilities and, accordingly, no impairment loss has been recognized on the classification of these assets classified as held for sale.

(a) The results of the discontinued operation and the re-presentation of the disposal group are as follows:

	Notes	2014 RMB'000	2015 RMB'000	2016 RMB'000
Revenue	4	380,169	472,166	266,820
Cost of sales	4	(431,540)	(741,172)	(365,066)
Gross loss		(51,371)	(269,006)	(98,246)
Interest and other income		21,185	16,319	2,296
Selling and distribution expenses		(164,439)	(269,448)	(229,247)
Administrative expenses		(26,399)	(21,458)	(16,655)
Loss before tax from discontinued operation	5	(221,024)	(543,593)	(341,852)
Income tax benefit/(expense)	6	54,760	(54,760)	—
Net loss after taxation from discontinued operation		(166,264)	(598,353)	(341,852)

(b) The impact of the discontinued operation on the cash flows of the Group is as follows:

	2014 RMB'000	2015 RMB'000	2016 RMB'000
Operating cash inflows/(outflows)	112,968	(732,066)	(34,348)
Investing cash inflows/(outflows)	65,723	(58,625)	(134,116)
Total cash inflows/(outflows)	178,691	(781,691)	(168,464)

As a result of foregoing, the assets and liabilities related to Xiniya Holdings Limited and its subsidiaries have been presented as held for sale:

(c) Assets of disposal group classified as held for sale

	Notes	2016 RMB'000
Property, plant and equipment	8	2,172
Intangible assets	9	36,934
Cash and cash equivalents	11	35,168
Trade receivables	12	281,634
Prepayments to suppliers		25,300
Inventories	13	62,905
Other receivables and prepayments	14	101,594
Total		545,707

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**20. Group held-for-sale (Continued)**

(d) Liabilities of disposal group classified as held for sale

	<u>Notes</u>	<u>2016</u> <u>RMB'000</u>
Trade payables		16,812
Deposits received from distributors	17	46,380
Other payables and accruals	18	91,625
Current income tax payable		2,413
<b>Total</b>		<u>157,230</u>
Net assets directly associated with disposal group classified as held-for-sale		<u>388,477</u>

**21. Commitments**

***Operating lease commitments***

The Group lease office space and warehousing facility from which it conducts operations. These leases are three years with rights of renewal.

Future minimum lease payments under non-cancellable operating leases for properties located in the PRC are as follows:

	<b>As at December 31</b>	
	<u>2015</u> <u>RMB'000</u>	<u>2016</u> <u>RMB'000</u>
Less than one year	1,064	1,064
Between one and five years	1,328	264
<b>At December 31</b>	<u>2,392</u>	<u>1,328</u>

***Purchase commitments***

At December 31, 2015 and 2016, the Group had outstanding purchase orders for approximately RMB153.8 million and RMB112.7 million, respectively.

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**22. Financial Risk Management Objectives—Policies**

The Group's activities expose it to a variety of financial risks. Generally, the Group employs a conservative strategy regarding its risk management. As the Group's exposure to market risk is kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes.

As at December 31, 2015 and 2016, the Group's financial instruments consisted primarily of cash and bank balances, trade and other receivables, and trade and other payables.

(a) Interest rate risk

The Group's interest rate risk arises from bank deposits placed with financial institutions. The Group has no other significant exposure to interest rate risk.

(b) Foreign exchange risk

The Group's exposure to foreign exchange risk is mainly arising from US dollar bank balances, interest income arising from foreign currency bank deposits, transactions with professional parties outside China, the New York Stock Exchange listing maintenance fees and exchange differences on the translation of consolidated financial statements of entities outside the mainland of the PRC. The Group maintains US dollar bank balances to pay fees and expenses denominated in US dollars.

(c) Credit risk

The carrying amounts of trade receivables and other receivables represent the maximum exposure to credit risk in relation to its financial assets. The Group has significant concentrations of credit risk as its top ten customers comprise approximately 44.5% and 53.0% of the trade receivables balance at December 31, 2015 and 2016, respectively. These customers accounted for approximately 43.1%, 41.6% and 30.7%, of revenues for the years ended December 31, 2014, 2015 and 2016, respectively. No single customer accounted for more than 10% of revenues for the years ended December 31, 2014, 2015 and 2016.

Ongoing credit evaluation is performed on the customers' financial condition and generally, no collateral is requested from customers. The provision for impairment losses for doubtful accounts is based upon a review of the expected collection of all trade and other receivables.

No impairment loss was recognized at December 31, 2016 as no impairment indicators were present based on the aging at December 31, 2016 and the Group's historical collection experience.

(d) Fair value

The fair values of the financial assets and liabilities are not materially different from their carrying amounts because of their immediate or short term maturity.

(e) Liquidity risk

Financial liabilities are generally due within four months. The Group has sufficient working capital to meet its obligations when due.

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**23. Capital management**

The Group's objectives for managing capital, composed of equity and cash and cash equivalents, are:

- (a) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns to shareholders and benefits for other stakeholders;
- (b) To support the Group's stability and growth; and
- (c) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders' returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected investment opportunities. The Group currently does not have a formal dividend policy. There have been no changes in the Group's capital management policies for the years ended December 31, 2014, 2015 and 2016.

Other than as disclosed in Note 15, the Company is not subject to a capital requirements imposed by any regulators or by any other external source.

**24. Related party transactions**

The Group's ultimate parent is Qiming Investment Limited (incorporated in the British Virgin Islands). The Group's ultimate controlling party is Mr. Qiming Xu, the Company's founder and Chief Executive Officer. In addition to the transactions and balances detailed elsewhere in the notes to the consolidated financial statements, the Group had the following transactions with related parties.

	Year Ended December 31,		
	2014	2015	2016
	RMB'000	RMB'000	RMB'000
Property lease rental paid to a related party	984	1,128	1,064

Property lease rental paid represents payments to an entity controlled by Mr. Xu's family. The lease was for ten years through December 2015 and provided for annual rent of RMB984,000, and included a warehousing facility of 6,000 square meters, flagship outlet of 1,200 square meters, administrative areas of 4,800 square meters and employee residential areas of 6,000 square meters.

In December 2014, the Group signed a three-year operating lease agreement with Yi Ya (Xiamen) Accessories Limited Company, a company controlled by Ms. Wushe Wu, the mother of Mr. Qiming Xu, our Founder, Chairman and Chief Executive Officer, from January 1, 2015 to December 31, 2017 for the design and development and sales and marketing centers in Xiamen City, Fujian Province, where the Group leases approximately 1,137 square meters of office space. The lease amount is RMB273,000 per year. In 2015, the corporate headquarter moved to this new premise.

In April 2015, the Group signed a three-year renewable operating lease agreement with Jinjiang Xiniya Garments and Weaving Co., Ltd, a company controlled by Ms. Wushe Wu, the mother of Mr. Qiming Xu, the Founder, Chairman and Chief Executive Officer, from May 1, 2015 to April 30, 2018 for the warehousing facility of 4,898 square meters and a flagship outlet of 316 square meters. The lease amounts are RMB558,000 per year for the warehouse and RMB233,000 per year for the flagship outlet.

During the years ended December 31, 2014, 2015 and 2016, compensation expenses related to shares granted to employees by Mr. Xu were approximately RMB0.9 million, nil and nil, respectively, based on the quoted market price of the Company's ADRs and estimated forfeitures. There was no unrecognized compensation cost at December 31, 2016. See Note 5 for key management compensation disclosure.

**25. Subsequent Events**

We evaluated events that occurred subsequent to December 31, 2016 for disclosure in the consolidated financial statements and notes to the consolidated financial statements.

**CHINA XINIYA FASHION LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****26. Comparative figures**

Due to discontinued operation as disclosed in Note 20, certain re-presentation have been made to the December 31, 2014 and 2015 consolidated statements of comprehensive loss to enhance comparability with the current year's presentation. The items re-presented were as follows:

	<b>2014</b>		
	<b>After</b>	<b>Before</b>	<b>Difference</b>
	<b>re-presentation</b>	<b>re-presentation</b>	
	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>
Revenue	—	380,169	(380,169)
Cost of sales	—	(431,540)	431,540
Gross loss	—	(51,371)	51,371
Interest and other income	1,086	22,271	(21,185)
Selling and distribution expenses	(1,719)	(166,158)	164,439
Administrative expenses	(3,779)	(30,178)	26,399
Loss before taxation from continued operation	(4,412)	(225,436)	221,024
Income tax benefits	—	54,760	(54,760)
Loss from discontinued operation	(166,264)	—	(166,264)
Net loss after taxation from discontinued operation	(170,676)	(170,676)	—
	<b>2015</b>		
	<b>After</b>	<b>Before</b>	<b>Difference</b>
	<b>re-presentation</b>	<b>re-presentation</b>	
	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>
Revenue	—	472,166	(472,166)
Cost of sales	—	(741,172)	741,172
Gross loss	—	(269,006)	269,006
Interest and other income	1,776	18,095	(16,319)
Selling and distribution expenses	—	(269,448)	269,448
Administrative expenses	(3,762)	(25,220)	21,458
Loss before taxation from continued operation	(1,986)	(545,579)	543,593
Income tax benefits	—	(54,760)	54,760
Loss from discontinued operation	(598,353)	—	(598,353)
Net loss after taxation from discontinued operation	(600,339)	(600,339)	—

## CERTIFICATION

I, Qiming Xu, certify that:

1. I have reviewed this amended annual report on Form 20-F/A of China Xiniya Fashion Limited (the “Company”);
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting.
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 1, 2017

By: /s/ Qiming Xu  
Name: Qiming Xu  
Title: Chief Executive Officer

## CERTIFICATION

I, Chee Jiong Ng, certify that:

1. I have reviewed this amended annual report on Form 20-F/A of China Xiniya Fashion Limited (the “Company”);
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting.
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 1, 2017

By: /s/ Chee Jiong Ng

Name: Chee Jiong Ng

Title: Chief Financial Officer



## CERTIFICATION

In connection with the amended annual report of China Xiniya Fashion Limited (the "Company") on Form 20-F/A for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to such officer's knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2017

By: /s/ Qiming Xu  
Name: Qiming Xu  
Title: Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

## CERTIFICATION

In connection with the amended annual report of China Xiniya Fashion Limited (the "Company") on Form 20-F/A for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to such officer's knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2017

By: /s/ Chee Jiong Ng

Name: Chee Jiong Ng

Title: Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.