





## Our approach to risk management

We maintain a sound and effective system of risk management and internal controls to support us in achieving high standards of corporate governance.

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# Our approach to risk management

We identify and manage both risks and opportunities, and our internal controls review the effectiveness and efficiency of our operations, the reliability of financial reporting and compliance with applicable laws and regulations – all to build a sustainable business.

## Risk Management and Internal Control

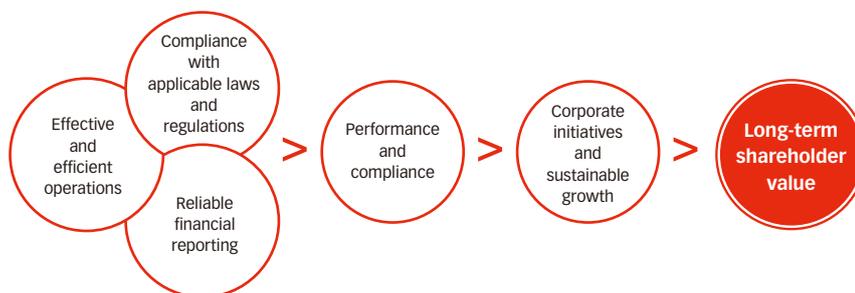
Li & Fung acknowledges that risks are inherent in our business and the markets in which we operate, and we undertake and monitor risks in pursuit of our strategic and business objectives. The challenge is to identify and then manage them so they can be understood, minimized, transferred or avoided. This demands a proactive approach to risk management and an effective group-wide risk management framework.

The Board is responsible for maintaining a sound and effective system of risk management and internal controls and for reviewing its effectiveness, which forms the development of necessary policies and procedures. We recognize that risk management is the responsibility of all of our people as an integral part of our day-to-day business process. Our system is designed to manage the risk of failure to achieve corporate objectives and aims to provide reasonable, but not absolute, assurance against material misstatement, loss or fraud.

The Board delegates to management the design, implementation and ongoing assessment of our systems of risk management and internal controls, while the Board through its Audit Committee oversees and reviews the adequacy and effectiveness of relevant financial, operational and compliance controls and risk management procedures that have been in place. The Audit Committee, in conjunction with the Risk Management and Sustainability Committee, reviews the emerging risks of the Group annually, and the risk management and internal controls in place to address those risks. Qualified professionals within the business maintain and monitor these systems of control on an ongoing basis.

Described below are the main characteristics of our risk management and internal control framework.

## Our Internal Control Framework is Designed to Achieve



### Control Environment

The scope of internal control relates to three major areas: effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations.

The Group operates within an established control environment, which is consistent with the principles outlined in Internal Control and Risk Management – A Basic Framework issued by the Hong Kong Institute of Certified Public Accountants.

### Our Governance Structure

Our governance structure enables risk identification and escalation whilst providing assurance to the Board. We assign clear roles and responsibilities for managing risk and maintain systems to facilitate the implementation of policies and guidelines. This structure comprises three layers of roles and responsibilities to manage risk and internal control as follows:

Role	Accountability	Responsibilities
Oversight	Audit Committee of the Board, Risk Management and Sustainability Committee of the Board	Oversight of corporate governance, financial reporting, risk management and internal control systems
Risk and control owner	Li & Fung Management and Operations Support Group	<ul style="list-style-type: none"> <li>Day-to-day execution and monitoring of internal control</li> <li>Strategic policies and operating guidelines formulation and execution</li> <li>Balance between business operational efficiency and exercising internal controls</li> </ul>
Risk monitoring and communication	Corporate Compliance team	<ul style="list-style-type: none"> <li>Evaluation of risk management and internal controls to identify areas for improvement</li> <li>Monitoring of corporate governance disclosure, statutory and listing rules compliance</li> <li>Undertaking of investigations</li> </ul>

### **Management of Key Risks**

Li & Fung's risk management process is embedded in our strategy formulation, business planning, capital allocation, investment decisions, internal controls and day-to-day operations. This includes risk identification, exposure evaluation, control development and execution. There is also a continual process with periodic monitoring, review and reporting to the Risk Management and Sustainability Committee. Emerging risks that may have an impact on the Group are also discussed in the Audit Committee meetings.

The following are considered material risks faced by the Group and are managed as such:

#### **1. OPERATIONS RISK MANAGEMENT**

We have adopted a tailored governance structure with defined lines of responsibility and appropriate delegation of authority. This is characterized by the establishment of an Operations Support Group (OSG) to centralize the business support functions and exercise control over global treasury activities, financial and management reporting, human resources (HR), corporate services, legal and information technology systems. This ensures adequate segregation of duties and checks and balances between OSG and management so that all material transactions, activities, processes, wrongdoings or irregularities can be identified.

All controls of major operations are supplemented with written policies and Key Operating Guidelines (KOGs) tailored to the needs of the respective operating groups in the markets in which we operate. These policies and KOGs cover key risk management and control standards for our operations worldwide, including the businesses of our different operating groups, commitments, credit control and advance payments, capital expenditure, authorizations and approvals for payment processes, and product liability insurance. They also cover administrative activities including information technology use, business travel, HR processes, training sponsorship and procedures for handling grievances. Our policies and KOGs are periodically reviewed and amended when considered necessary in line with the dynamic changes in our business environment and operations.

Contingency and business continuity plans, crisis management including fire drills, preparedness for pandemics and natural disasters and failover tests of key operating systems are also examined periodically to evaluate effectiveness. In 2016, no significant corrective action needs to be taken.

## 2. FINANCIAL AND CAPITAL RISK MANAGEMENT

The Board approves the Company's Three-Year Plan financial budgets and reviews its operating and financial performance and key performance indicators against the budget on a semiannual basis. Monthly updates are also provided to the Board to give timely and comprehensive assessments of the Group's performance, position, prospects and economy. Management closely monitors actual financial performance at both the Group and operating group levels on a quarterly and monthly basis.

The Group has adopted a principle of minimizing financial and capital risks. Details of our financial and capital risk management covering market risk (including foreign exchange risk, price risk, cash flow and fair value interest rate risk), credit risk and liquidity risk are set out in *Notes 35 and 36* to the "Financial statements" on pages 214 to 217.

## 3. INVESTMENT RISK MANAGEMENT

The Investment Committee (comprising the Honorary Chairman, Group Chairman, Executive Directors and senior management) reviews strategic investments and acquisitions under a rigorous investment process. Significant investments and acquisitions (with consideration above a threshold pre-set by the Board) also require Board approval. Procedures are in place to monitor the ongoing post-acquisition performance of the investments.

Management also monitors the integration process of newly-acquired businesses through a structured post-acquisition integration program focusing on the alignment of operational and financial controls with the Group's standards and practices. Any significant integration issues must be reported to the Risk Management and Sustainability Committee.

## 4. REPUTATION RISK MANAGEMENT

The reputation capital of Li & Fung is built on its long-established standards of ethics in conducting business. Our core ethical practices, as endorsed by the Board, are set out in our Code of Conduct and Business Ethics (Code), available at our internal and external websites, for all Directors and employees. A number of accompanying policies, guidelines and procedures covering anti-bribery, gifts, entertainment and hospitality, declaration of interest and whistleblowing were created to set a framework for our people to make decisions and comply with both the ethical and behavioral standards of Li & Fung. For ease of reference and as a constant reminder, the Code and the accompanying policies and guidelines are available on One Family, our internal communications platform.

All employees are required to abide by the Code and they must apply business principles and ethics which are consistent with those expected by the Board and the Company's Shareholders and other stakeholders. Employees are also required to declare any conflicts of interest when they arise, and any reported conflicts are followed up by our HR, Legal and/or Corporate Governance divisions. Training sessions are regularly held throughout our global operations to reiterate the Company's zero tolerance approach to bribery and the importance of proper business ethics. An electronic learning platform for all employees will be launched in 2017 to further strengthen employees' awareness of the Company's ethical values. Any ethical cases or concerns raised through our guidelines on whistleblowing and reporting of concerns are investigated independently. Disciplinary actions, including summary dismissal or police involvement, will also be taken for serious cases.

Additionally, our business partners, our suppliers are required to acknowledge their understanding of our Li & Fung Supplier Code of Conduct, which stipulates our ethical standards and requirements for doing business and emphasizes our zero tolerance to any kind of bribery, use of child labor or serious health and safety issue. As outlined in "Our supply chain" section, suppliers are periodically subject to compliance audit to ensure their compliance with our Supplier Code of Conduct.

Our internal audit program integrates the assessment of compliance with the Code and the accompanying policies, guidelines and procedures. The Internal Audit team assesses the significance and risk profiles (e.g. country specific, labor intensity, compliance culture, corruption vulnerability, complexity of regulations, transaction complexity) of the Group's business, operations and processes when determining the audit scope. The scope of internal audits covers the following in respect of the Code:

- Reviewing compliance with the Code and relevant policies and guidelines during the onsite audit of global offices and operations, including business transactions and related documentation
- Reviewing the Code self-assessment program completed by global offices with relevant supporting documentation
- Conducting interactive forums, training and/or individual meetings with management and our people to ensure a culture of good corporate governance, risk identification and compliance is embedded in operations

We are committed to upholding the ten principles of the United Nations' Global Compact regarding human rights, labor, environment and anti-corruption. As included in our Code, we uphold the International Labour Organization's core conventions for the elimination of forced, compulsory or underage labor, elimination of discrimination in respect of employment and occupation, and respect for freedom of association and collective bargaining. We also acknowledge our responsibility to maintain a respectful workplace that is free of all forms of discrimination or harassment. In 2016, one sexual harassment case was reported and the convicted staff was dismissed as mentioned in "Our people" section.

## 5. REGULATORY COMPLIANCE RISK MANAGEMENT

The Corporate Compliance team is comprised of the Corporate Governance and Corporate Secretarial teams. Under the supervision of the Group Chief Compliance and Risk Management Officer and in conjunction with designated internal and external legal advisors, the teams regularly review adherence to relevant laws and regulations, Listing Rules compliance, public disclosure requirements and our standards of compliance practices.

## 6. INFORMATION TECHNOLOGY RISK MANAGEMENT

E-commerce in China continued to grow in 2016. Singles' Day was the most prominent e-commerce event, where the volume of orders we received was around 42 times more than the normal monthly volume. The team, systems and processes we have in place successfully helped our customers to manage and ship the huge volume of orders seamlessly within five business days. We will continue to ensure efficiency of our systems and leverage them across our operations, with rigorous diligence to needed investment.

We continue to develop our core operating systems including further consolidation of our global freight management system, with the completion of the first phase of CargoWise in all markets, and our financial system, E1, which is being rolled out in the US and Europe. Further our customer portal continues to be adopted by more customers, as the single gateway for information sharing and visibility of operations for our customers.

To capture data in the supply chain end-to-end, we are extending our focus to the activities before a purchase order is received. We hosted a series of workshops to identify any overlaps in processes, accountability and systems used. The findings from the workshops were used to build the framework of our digital platform, a key strategic initiative.

Although functional design of applications and business to business integration is the primary focus for speed, accuracy and productivity, we have taken additional steps over 2016 to increase adoption, ease of use and productivity through improvement in user experience and user interface of our applications. Moving forward, we will continue to brand and unify our applications for a seamless experience to further drive improved user adoption.

Mitigating cyber security risks continues to be our strategic focus. To protect the company from financial loss and significant reputational damage due to the sophisticated and ever-evolving cyberattacks, we have taken a three-tiered approach to protect us from cybercrime: user awareness, technology and incident response. We continue to provide security awareness training to educate our people. We also invested in several state-of-the-art protection tools and managed security services to enhance and to ensure our infrastructure availability. By leveraging security vendors' expertise, we have developed comprehensive security incident handling procedures to cope with various types of security incidents, allowing us to respond to security incidents 24/7 effectively.

In 2017, we are pursuing ISO 27001 certification – a well-defined Information Security Management System framework for international best practice in information security controls and systems interoperability. As this ISO27001 certification includes all physical, technical and compliance controls in information risk management process for an organization, we will further enhance our security efforts in protecting our users and company from cyber threats.

### **Risk Management Monitoring**

In conjunction with the Audit Committee, the Risk Management and Sustainability Committee regularly monitors and updates the Group's risk profile and exposure and reviews the effectiveness of the system of internal control in mitigating risks. Key risk areas covered by the Committees include reputation, business credit, financial and operational risks of our supply chain operations, investment and acquisitions, taxation, inventory and receivable management, group-wide insurance, HR, contingency and disaster recovery, IT governance, corporate responsibility and sustainability, and specific risks such as operational and adaptation risks arising from climate change.

### **Internal and External Audit**

#### **Internal Audit**

The internal audit function is carried out by the Corporate Governance team and its mission, authority, roles and responsibilities were formalized under internal audit charter adopted by the Audit Committee. Under the supervision of the Group Chief Compliance and Risk Management Officer, it independently reviews compliance with Group policies and guidelines, legal and regulatory requirements, risk management and internal controls and evaluates their adequacy and effectiveness. The Group Chief Compliance and Risk Management Officer reports all major findings and recommendations to the Audit Committee on a regular basis.

The Corporate Governance team's Internal Audit plan is linked to the Group's Three-Year Plan and is reviewed and endorsed by the Audit Committee.

The principal tasks of the Corporate Governance team include:

- Preparation of an internal audit plan using a risk-based assessment methodology that covers the Group's significant operations over a three-year cycle
- Review of all operations, controls and compliance with KOGs and corporate policies, rules and regulations. The audit scope covers significant controls including financial, operational and compliance controls, and risk management policies and procedures
- Review of special areas of concerns or risks as raised by the Audit Committee, the Risk Management and Sustainability Committee or senior management
- Conduct independent investigation of cases related to the potential/actual violation of the Company's Code

Major audit findings and recommendations from the Corporate Governance team, and management's response to these findings and recommendations, are presented at Audit Committee meetings. The implementation of all recommendations is followed up on a three-month basis and the status is reported to the Audit Committee at its meetings.

As part of the annual review of the effectiveness of the Group's risk management and internal control systems for 2016, management conducted an Internal Control Self-Assessment of business operations and relevant accounting functions. The Corporate Governance team has independently performed a post-assessment review of the findings noted in the self-assessment programs and considered that sound internal control practices were in place for 2016.

### **External Audit**

Our external auditor, PricewaterhouseCoopers (PwC), performs independent statutory audits of the Group's financial statements. To facilitate the audit, the external auditor attended all meetings of both the Audit Committee and the Risk Management and Sustainability Committee. The external auditor also reports to the Audit Committee any significant weaknesses in our internal control procedures which come to its notice during the course of the audit. PwC noted no significant internal control weaknesses in its audit for 2016.

### **Overall Assessment**

Based on the respective assessments made by management and the Corporate Governance team and also taking into account the results of the work conducted by the external auditor for the purpose of its audit, the Audit Committee considered that for 2016:

- The risk management and internal controls and accounting systems of the Group were in place and functioning effectively, and were designed to provide reasonable but not absolute assurance that material assets were protected, business risks attributable to the Group were identified and monitored, material transactions were executed in accordance with management's authorization and the financial statements were reliable for publication
- There was an ongoing process in place for identifying, evaluating and managing the significant risks faced by the Group
- The resources, qualifications, experience, training programs and budget of the employees of the Group's accounting and financial reporting and internal audit functions were adequate