



中糧
COFCO
自然之源 重塑你我

China Foods Limited
中國食品有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
Stock Code 股份代號 : 506



提質增效 創新共贏

Quality Improvement and Efficiency
Enhancement Achieving Innovation
and Win-win Results

ANNUAL REPORT **2018** 年報

CORPORATE PROFILE 公司概況

China Foods Limited (“China Foods” or the “Company” and together with its subsidiaries, the “Group”), a subsidiary of COFCO Corporation (“COFCO”) and the only focused beverage platform of COFCO, is listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 506).

The Company mainly manufactures, distributes, markets and sells the Coca-Cola series products at 19 provincial-level administrative regions in the PRC through COFCO Coca-Cola Beverages Limited (“CCBL”), a 65%-owned joint-venture with The Coca-Cola Company. CCBL offers eighteen brands of products in nine major types of beverages which include sparkling drink, juice, milk drink, water, enhanced water, coffee, ready-to-drink tea, energy drink and plant-based protein drink.

中國食品有限公司(簡稱「中國食品」或「本公司」，連同其附屬公司統稱「本集團」)為中糧集團有限公司(「中糧」)的附屬公司及中糧唯一的專業化飲料業務平台，並於香港聯合交易所有限公司(簡稱「聯交所」)主板上市(股份代號：506)。

本公司目前主要通過與可口可樂公司合作成立並持有65%權益的中糧可口可樂飲料有限公司(簡稱「中可飲料」)在國內19個省級行政區域從事生產、配送、推廣和銷售可口可樂系列產品，向消費者提供包括汽水、果汁、果奶、水、功能水、咖啡、即飲茶、能量飲料及植物蛋白飲料等9大品類、18個品牌的產品。

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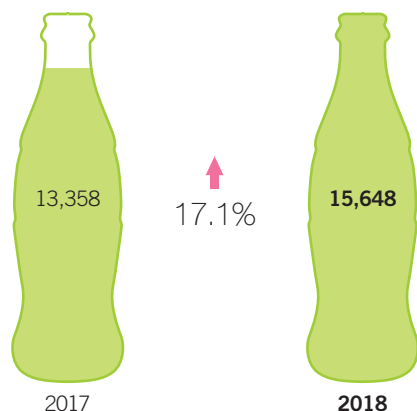
FINANCIAL HIGHLIGHTS

財務摘要

REVENUE FROM CONTINUING OPERATIONS

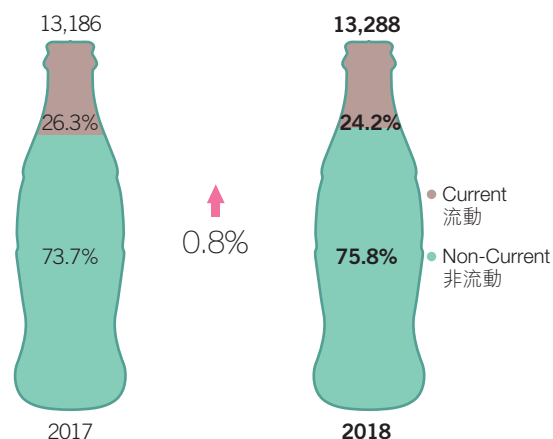
持續經營業務收入

(RMB million) (人民幣百萬元)



TOTAL ASSETS 總資產

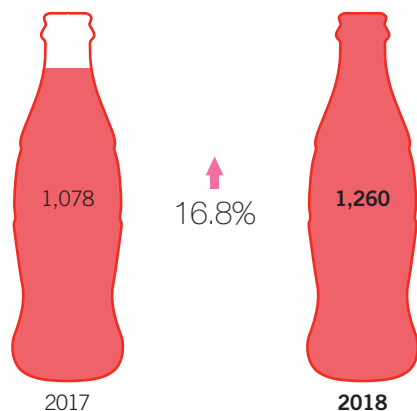
(RMB million) (人民幣百萬元)



ADJUSTED EBITDA FROM CONTINUING OPERATIONS

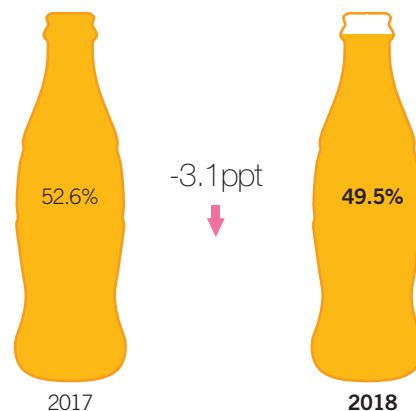
持續經營業務的經調整 EBITDA

(RMB million) (人民幣百萬元)



LIABILITY TO ASSET RATIO

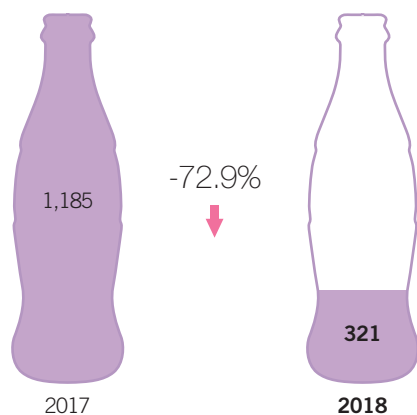
資產負債比率



EARNINGS FROM CONTINUING OPERATIONS

持續經營業務盈利

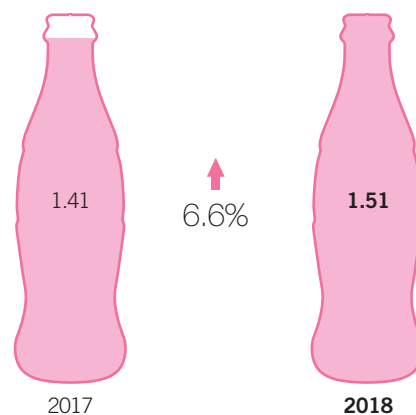
(RMB million) (人民幣百萬元)



NET ASSETS PER SHARE (Owners of the Parents)

每股淨資產 (母公司擁有人)

(RMB/share) (人民幣/每股)



The following table shows the comparison of the final results for the year ended 31 December 2018 of the Group as compared with 2017:

本集團截至2018年12月31日止年度的末期業績與2017年同期業績相比如下：

	For the year ended 31 December 2018 截至2018年 12月31日止年度 (RMB million) (人民幣百萬元)	For the year ended 31 December 2017 截至2017年 12月31日止年度 (RMB million) (人民幣百萬元)	Changes 變動
(As reported)			
Continuing operations:			
• Revenue	15,648.1	13,358.0	+17%
• Gross profit margin	35.4%	35.2%	+0.2ppt
• Distribution and selling expenses and administrative expenses margin	31.4%	32.8%	-1.4ppt
• Adjusted EBIT*	768.8	535.3	+44%
• Adjusted EBITDA^	1,259.9	1,078.4	+17%

The board of directors (the “Board”) of the Company has resolved to recommend to shareholders the payment of final dividend of RMB0.034 (equivalent to HK3.9 cents) per share for the year (2017: HK2.4 cents per share).

本公司董事會(「董事會」)決議向股東建議派發本年度之末期股息每股人民幣0.034元(相當於3.9港仙)(2017年：每股2.4港仙)。



China Foods

Adjusted EBIT* from the continuing operation represents:

持續經營業務的經調整EBIT*指：

		For the year ended 31 December 2018 截至2018年 12月31日止年度 (RMB million) (人民幣百萬元)	For the year ended 31 December 2017 截至2017年 12月31日止年度 (RMB million) (人民幣百萬元)
Profit before tax from continuing operations	持續經營業務的稅前溢利	738.2	2,211.3
Reconciliation:	對賬：		
Finance costs	融資成本	74.8	88.3
Share of profits of associates	應佔聯營公司溢利	(44.2)	(41.1)
Dividend income from available-for-sale investments	可供出售投資股息收入	-	(44.0)
Gains on disposals of Public Sale Bottling Interests (Note i)	公開出售裝瓶權益之出售收益 (附註i)	-	(1,679.2)
Adjusted EBIT*	經調整EBIT*	768.8	535.3

(Note i): One-off gains on disposal of certain subsidiaries, associates and available-for-sale investment of approximately RMB1,679.2 million in aggregate were recorded in 2017, in relation to the disposals of equity interests in certain bottling plants, which were completed on 1 April 2017 and the disposal of the interest in The Coca-Cola Bottling Unit of Shanghai Shen-Mei Beverage and Food Co., Ltd. which was completed on 1 July 2017 (together "Public Sale Bottling Interests").

(附註i)：出售若干附屬公司、聯營公司及可供出售投資的一次性收益合共約人民幣1,679.2百萬元已於2017年入賬，乃有關出售若干裝瓶廠的股權，該等出售已於2017年4月1日完成，而出售上海申美飲料食品有限公司可口可樂裝瓶部權益已於2017年7月1日完成(統稱為「公開出售裝瓶權益」)。

^ Adjusted EBITDA from continuing operations represents:

持續經營業務的經調整 EBITDA[^] 指：

		For the year ended 31 December 2018 截至 2018 年 12 月 31 日止年度 (RMB million) (人民幣百萬元)	For the year ended 31 December 2017 截至 2017 年 12 月 31 日止年度 (RMB million) (人民幣百萬元)
Adjusted EBITDA*	經調整 EBITDA*	768.8	535.3
Reconciliation:	對賬：		
Provision against inventories	存貨撥備	24.7	12.5
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	414.8	515.2
Amortisation of prepaid lease payments	預付土地租賃款項攤銷	15.1	10.1
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(4.3)	-
Impairments of property, plant and equipment	物業、廠房及設備減值	38.2	6.3
Impairment/(reversal) of receivables	應收款項減值/(減值撥回)	2.6	(1.0)
Adjusted EBITDA[^]	經調整 EBITDA[^]	1,259.9	1,078.4



China Foods

MAJOR EVENTS OF CHINA FOODS IN 2018

中國食品 2018 年大事記

40TH ANNIVERSARY OF THE COCA-COLA COMPANY'S RETURN TO CHINA WITH THE SUPPORT OF COFCO

在中糧的協助下，可口可樂公司重返中國 40 年紀念

On 13 December 1978, COFCO Corporation ("COFCO") entered into an agreement with The Coca-Cola Company at the Beijing Hotel, which, led to its establishment of bottling plants in China and distribution of Coca-Cola to major cities and tourist areas of China.

At the same time the agreement was being negotiated, the PRC and the United States were negotiating their own historic agreement to restore diplomatic relations at another meeting room on the same floor of the Beijing Hotel. On 16 December 1978, they issued a "Joint Communiqué on the Establishment of Diplomatic Relations", announcing "From 1 January 1979, the two governments will establish diplomatic relations at ambassadorial level."

1978年12月13日，中糧集團有限公司（「中糧」）與可口可樂公司在北京飯店簽訂協議，向中國內地的主要城市和旅遊區提供可口可樂，並在內地設廠灌裝銷售。

就在可口可樂與中糧商定合作協議的同時，北京飯店同一層樓另一間會議室里，中美兩國正進行恢復邦交的談判。1978年12月16日中美雙方發表《中美建交聯合公報》，宣佈「自1979年1月1日起，建立大使級外交關係」。



In January 1979, COFCO transported 3,000 unit-cases of Coca-Cola to Beijing and Guangzhou. Coca-Cola was the first foreign consumer brand returned to the China market after the reform and opening up of China.

1979年1月，由中糧安排，3,000箱可口可樂運抵北京和廣州，成為改革開放後第一個重返中國大陸市場的外國消費品牌。

A MEETING BETWEEN COFCO AND THE COCA-COLA COMPANY TO CELEBRATE THE 40TH ANNIVERSARY OF CHINA'S REFORM AND OPENING UP AND THE RETURN OF COCA-COLA TO CHINA

中糧與可口可樂公司為紀念改革開放暨 可口可樂進入中國40年舉行見面會

On 27 November 2018, Chairman and Party Secretary of COFCO, Mr. Lu Jun, met with Mr. James Quincey, President and CEO of The Coca-Cola Company, and The Coca-Cola Company's global management team at COFCO Fortune Plaza.

2018年11月27日，中糧黨組書記兼董事長呂軍先生於中糧福臨門大廈會見了可口可樂公司總裁兼首席執行官詹錕傑先生及其全球管理團隊一行。



Both parties reviewed the achievements of COFCO and The Coca-Cola Company in China during the past four decades and discussed new visions for future developments.

會談中，雙方共同回顧了四十年來中糧與可口可樂公司攜手在中國所取得的成就，並展望了未來發展的新思路。



2018 CCBL NEW PRODUCT YEAR – 35 NEW STOCK KEEPING UNITS WERE LAUNCHED 2018 中可飲料新品年——上市 35 個全新單品



CCBL NEW PRODUCT YEAR - UPGRADES AND INNOVATIONS FOR THE COCA-COLA SERIES 中可飲料新品年——經營可口可樂系列產品升級、創新



Sparkling drinks: Increase the diversity of healthy sparkling drinks with the introduction of new products such as “Fanta Zero”, “Coca-Cola Fiber +” and “Sprite Fiber +”, and the upgrading of “Schweppes Soda Water” packaging

汽水品類：拓展健康類汽水新品，上市「芬達零度」、「可口可樂纖維+」、「雪碧纖維+」系列產品，升級「怡泉蘇打水」包裝



Water: Extend the Chun Yue brand product line by introducing new offerings such as 800ml PET and 4.5 litre (new packaging) and “Chun Yue Shenxian Water”

水品類：積極拓展純悅品牌產品線，上市800ml PET、4.5L新包裝及「純悅神纖水」新品

2018 New Product Year 13 Brands 35 SKU | 2018年 新品年 13個品牌 35個SKU

Jul 七月

Aug 八月

Sep 九月

Oct 十月

Nov 十一月

Dec 十二月



Tea drinks: Target young consumers by introducing the Yo! Tea flavour series

茶品類：面向年輕消費者上市“啱！茶”系列調味茶飲料



Juice: Upgrade the product with new 1 litre juice packaging, aimed to fulfil consumer needs for ‘household consumption’ during festivals

果汁品類：產品/包裝升級，上市新一代果汁1L新包裝，滿足節日期間家庭飲用的消費者需求



Ready-to-drink coffee: Upgrade GEORGIA coffee with improved packaging and formula with fine coffee concentrate, offering two flavours such as rich aroma American coffee and mellow latte

即飲咖啡品類：喬雅咖啡全面升級，優化包裝和配方，添加精心製作的咖啡濃縮液，提供濃香美式和醇香拿鐵兩種口味

CCBL NEW PRODUCT YEAR – INTRODUCING A PREMIER WATER BRAND

中可飲料新品年——高端水品牌產品上市



Completed the design of a premier water brand and its products; introduced six SKU products from three water sources, including “ZhongKe Kamchatka”, “ZhongKe Baikal” and “ZhongKe Arxan”.

完成自有高端天然水品牌及產品的設計，上市「中可·堪察加」、「中可·貝加爾」、「中可·阿爾山」三個水源地的6個SKU產品

CCBL NEW PRODUCT YEAR

2018

YOU'RE ON THE TEAM – WORLD CUP THEMED BRAND EVENT

有你才“隊”——世界杯主題品牌活動



To ride on the World Cup fever, we launched a new packaging for bottles with the design of 31 national flags in our 2018 summer brand marketing campaign to cater for football-fanatic consumers. Offline roadshows were also held to further increase consumer engagement. A vivid World Cup theme at sales venues raised the customer preferences of Coca-Cola's brand profile and promoted product consumption. As a result, market share effectively increased during the event.

2018年夏季品牌促銷借力世界杯，打造全民熱潮。31款國旗手環瓶設計，讓志同道合的球迷夥伴共同為喜愛的球隊助威；線下路演沙龍與消費者狂歡互動；售點的世界杯主題生動化提升品牌喜好，拉動產品消費。活動期間，市場份額得到有效提升。





On 11 September, ZhongKe Kamchatka was featured in the “2018 Fourth Eastern Economic Forum”, during which the Chairman of SASAC, Mr. Xiao Yaqing, and the Chairman and Party Secretary of COFCO, Mr. Lu Jun, assessed the performance of CCBL.

9月11日，“中可•勘察加”產品亮相“2018年第四屆東方經濟論壇”，中糧黨組書記、董事長呂軍先生陪同國務院國資委主任肖亞慶先生現場調研中可飲料參展情況。



ZhongKe Baikal was first revealed at the JD 11.11 Festival and participated in the JD product origin tracing event. The results successfully demonstrated the purity of Lake Baikal water to consumers.

“中可•貝加爾”於京東11.11全球好物節首發亮相，並參與京東好物溯源活動，保障消費者能喝到來自優質水源地——貝加爾湖的純淨好水。

2018 REPRESENTATIVES OF THE COCA-COLA COMPANY VISITED CCBL'S MARKETS IN BEIJING

可口可樂公司代表走訪中可飲料北京市場



On 27-28 November, Mr. James Quincey, President and CEO of The Coca-Cola Company and the company's core management team visited CCBL's market in Beijing. Their activities included examining new channels such as online sales, new

retail supermarkets and convenience stores, as well as major sales channels such as general trade, tourism and schools. The group's visit led to a deep recognition of CCBL's market execution and efforts to broaden its sales channels.

11月27-28日，可口可樂公司全球總裁詹妮傑先生及其核心管理團隊調研中可飲料北京市場，對電商渠道、新零售超市、便利店等新興渠道和傳統渠道，旅遊及學校等重點渠道進行了走訪，對中可飲料的市場執行和新渠道的拓展給與了充分的肯定和高度的認可。

2018

CCBL WON SEVERAL AWARDS AT THE COCA-COLA CHINA REGION CONTEST FOR 2017

中可飲料在可口可樂中國區2017年度獎項評比中榮獲多項大獎

On 10 April, CCBL's bottling plants won several awards in terms of the Coca-Cola China Region Contest for production quality and safety, sustainable development, point of sales performance, sales revenue growth and business execution.

4月10日，在可口可樂中國區獎項評選中，中可飲料裝瓶廠在生產質量安全、可持續發展、售點表現、銷售收入增長、商務執行力等獎項中均獲多項獎勵。



WINN

2018

CCBL WON COCA-COLA GLOBAL CUSTOMER AND COMMERCIAL LEADERSHIP AWARDS

中可飲料獲得可口可樂全球客戶及商務領導力大獎



On 16 May, CCBL's PBMS project beat 122 outstanding entries from 32 countries and 14 bottling groups to win the 2017 GCCL (Global Customer & Commercial Leadership) Awards. The occasion marked the second time the honour had been bestowed on CCBL, after it won in the "2016 Jiajiayue Project".

5月16日，中可飲料的PBMS(合作夥伴業務管理系統)項目在全球14個裝瓶集團，32個國家，122個優秀案例中脫穎而出，獲得可口可樂2017年全球GCCL大獎(The 2017 Global Customer and Commercial Leadership Awards)。此獎項是繼中可飲料「2016年家家悅項目」後，再次獲此殊榮。



2018

DIRECTORS OF THE COMPANY VISITED MAJOR MARKETS AND PROVIDED GUIDANCE ON OPERATIONS

中國食品董事多次走訪一線市場檢查指導



During 2018, members of the Company's board of directors, including the existing Chairman of the board of directors, had paid several visits to CCBL's markets to receive work reports, inspect conditions and provide guidance on operations and to bottling plants in Chongqing, Tianjin, Shaanxi, Sichuan, Shandong, Jilin and Gansu to promote a range of business improvements.

2018年，中國食品董事會成員包括現任董事會主席多次走訪中可飲料市場，聽取工作匯報，檢查市場，指導工作，包括現任董事會主席于旭波先生，先後走訪了重慶、天津、陝西、四川、山東、吉林、甘肅等裝瓶廠，推動業務的改進。

CHAIRMAN'S STATEMENT

主席函件

Yu Xubo 于旭波
Chairman 主席



Dear Shareholders,

The year 2018 was China Foods' first full year of operation since completing the disposal of all its non-beverage businesses and beverage business merger and acquisitions (M&As) and restructuring. Under the leadership of the Board, our management team responded successfully to the challenges of slower economic growth in China and surging raw material prices, while pushing forward innovation. As a result, our revenue reached RMB15,648 million, a year-on-year increase of 17%. We recorded a total profit of RMB576 million, representing a year-on-year increase of 19% after deducting one-off gains on the M&As and restructuring last year, maintaining a strong momentum of growth.

The integration effects after the restructuring were increasingly in evidence. Newly-acquired plants continued to improve their profitability. The operating profit margin was significantly enhanced from the previous year. The gaps of various expense ratios and the turnover ratio between newly-acquired plants and our original plants will be continuously narrowed. We believe that our operational efficiency will continue to improve through further synergic optimization.

The year 2018 marked the 40th anniversary of both China's reform and opening up, and the cooperation between The Coca-Cola Company and COFCO. When Coca-Cola products returned to the China market through COFCO 40 years ago, it was the first foreign brand to enter post-reform China, which also promoted the development of a fast-moving consumer goods market in the country. Looking forward, COFCO group and The Coca-Cola Company will strive to develop CCBL as a beverage company with a full spectrum product portfolio. As a pioneer in the reform of state-owned capital investment companies, COFCO group will devote more effort toward the market-oriented reform of systems and mechanisms for brand businesses in 2019. It will further explore reforms in mixed ownership and employee stock ownership, establish and improve the incentive system for brand businesses, and integrate "market-oriented selection and employment of talents" and "market-oriented appraisal and incentives" principles to encourage and stimulate staff teams. It will consolidate the competitiveness of China Foods and promote the sustainable development of brand businesses through mechanism innovation.

Based on the above, we firmly believe that China Foods will achieve better results in 2019.

Yu Xubo
Chairman

Hong Kong, 26 March 2019

致親愛的股東：

2018年，是中國食品完成所有非飲料業務出售，飲料業務併購重組後的第一個完整經營年度。這一年，在董事會的領導下，管理團隊克服國內經濟增速放緩、主要原材料價格大幅度上漲的挑戰，銳意創新，公司營業收入達到156.48億元，同比增長17%，實現利潤總額5.76億元，剔除去年併購重組一次性收益，同比增長19%，取得了較好的增長。

重組後的整合效應持續顯現，新併入工廠盈利持續改善，經營利潤率較上年明顯提升，新購廠在各項費用率、周轉率方面與原有廠之間的差距將會不斷縮小。我們相信，通過進一步優化協同，公司經營效率會繼續提升。

2018年是中國改革開放40周年，也是可口可樂公司與中糧合作40周年。回顧過往，通過中糧，可口可樂40年前重返中國市場，成為改革開放後第一個進入中國的外國品牌，也推動了中國快消品市場的發展。展望未來，中糧集團與可口可樂公司均致力於推動中可飲料成為全品類飲料公司，戰略高度一致。中糧集團作為國有資本投資公司改革的先行者，在2019年將加大品牌業務市場化體制機制改革力度，進一步探索品牌業務混合所有制改革，員工持股改革，建立健全品牌業務激勵機制，將「選人用人的市場化」與「考核激勵市場化」配套結合，激勵員工隊伍，激發團隊活力和內生動力，通過機制創新，讓中國食品具有更強的市場競爭力，推動品牌業務持續良性發展。

基於以上，我們堅信，中國食品2019年業績定會更上一層樓。

主席
于旭波

香港，2019年3月26日

STATEMENT FROM MANAGING DIRECTOR

董事總經理函件

Luan Xiuju 樂秀菊
Managing Director 董事總經理



Dear Shareholders,

2018: NEW START, NEW HEIGHTS

The year 2018 marked the first full year of China Foods' operation as a focused beverage business platform. It was also the first full year for the newly franchised regional operation following the refranchising of Coca-Cola bottling operations in China. The overall results show that the Company maintained stable growth and the profitability of its continuing operations was enhanced. Revenue, profit, return on equity and other major operating indicators achieved budgeted targets and delivered outstanding growth.

Five major working indicators we have focused on for years met their targets in 2018. Under intensified market competition and pressure from the high cost of raw materials, we recorded higher revenue growth than sales volume increase, and an increase in total profit was higher than revenue growth. Picture of success in outlets was fulfilled and enhanced significantly, and INE scores of market execution growth continuously led in China. Improvement of the product freshness index was ranked number one in China, and various key supply chain indicators met their respective targets. The Company continued to rank first in terms of market share in NARTD sector, sparkling beverage and juice products within its operation regions.

In light of changes in consumer trends and channel structure development, in 2018 CCBL vigorously advanced innovation. Under the theme of "Quality Improvement and Efficiency Enhancement, Achieving Innovation and Win-win Results", it leveraged new products, new channels and new instruments.

- 1) 35 new SKUs were launched during the year, including upgrades of traditionally advantageous products (such as Zero Sugar series, Fiber + series and other new sparkling drinks), optimizations of emerging categories (such as the overall upgrading of GEORGIA coffee) and expansions of new products that follow consumer trends (such as "Yo! Tea", a tea drink with blended flavors targeting young consumers).

致親愛的股東：

2018年：新起點，新高峰！

2018年，是中國食品作為專業化飲料業務平台運營的第一個完整年份，也是飲料業務在可口可樂中國區業務重組後新的授權區域運營的第一個完整年份。本公司整體業績穩健增長，持續經營業務的盈利能力得到提升，收入、利潤、股本回報率等主要經營指標全面達成預算，並取得了良好的成長。

我們多年一直重點關注的五大工作指標在2018年也得到了圓滿的實現。在激烈的市場競爭和原材料成本壓力下，實現了收入增長快於銷量增長，利潤總額增長快於收入增長；售點執行水平改善顯著，市場執行分增幅繼續保持中國區領先；產品新鮮指數改善領跑中國區，各項供應鏈關鍵指標均達成預算；在經營區域內的整體行業份額、汽水份額和果汁份額繼續保持行業首位。

2018年，中可飲料面對消費趨勢、渠道結構的變化和發展，積極推動創新，利用新產品、新渠道、新工具更好地踐行「提質增效、創新共贏」的年度工作主題。

- 1) 在新產品方面，全年共上市35個全新產品，包括傳統優勢品類的升級產品（如汽水新品零度家族、纖維+系列等）、新興品類產品優化（如喬雅咖啡全面升級），以及迎合消費趨勢的全新品類拓展（如面向年輕消費者的調味茶飲料系列嗜！茶）。

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| <p>2) Our position in new retail channels was enhanced with the strengthening of e-commerce channels, Omni Channel, CVS, intelligent automatic vending machines and others. New retail channel businesses have been proportionally increased and are continuing to improve.</p> <p>3) We continued to optimize management and operational systems to improve management efficiency and control operational risks. Our PBMS (Partner Business Management System) program beat other contestants in the 122 outstanding case studies submitted by 14 bottling groups from 32 countries and was granted the Global Customer and Commercial Leadership (GCCL) award by The Coca-Cola Company.</p> | <p>2) 在新渠道方面，積極推動新零售渠道佈局，加大電商渠道、OmniChannel、CVS、智能自販機等渠道的拓展力度，新零售渠道業務佔比不斷提升。</p> <p>3) 在新工具方面，不斷優化管理系統和操作工具，提升管理效率、控制運營風險。團隊原創的PBMS(合作夥伴業務管理系統)項目在來自32個國家的14個裝瓶集團提報的122個優秀案例中脫穎而出，被授予可口可樂全球GCCL(客戶及商務領導力)大獎。</p> |
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2019: ENRICH CATEGORIES, ENHANCE PROBABILITY

In 2019, the steady growth of China's economy and the continuous urbanization have provided a good development environment for the beverage industry. The distribution channel upgrade, which brought about by the rapid development of the network economy, has enriched the consumption scenes and brought new growth opportunities for China Foods. Total beverage development strategy of The Coca-Cola Company provides favorable support for categories enrichment of China Foods.

In 2019, we will achieve our potential, seize opportunities and continue to drive business growth. Our growth opportunities are mainly from the following:

- Continuing to advance the strategy on a full spectrum of beverage products by launching new products. For sparkling beverages, we will maintain the advantages of traditional products and upgrade new products with healthy and fashionable concepts to satisfy new consumer demand and further enhance the position of the products. For juice products, we will maintain and reinforce our existing industry leadership through general product upgrades. For water products, we will narrow the gap with competitive products through a portfolio of enhanced, high-end, Chun Yue at RMB2 price point and Ice Dew at RMB1 price point. For energy drinks, ready-to-drink coffees and tea, Chinese drinks and other new

2019年：豐富品類，提升盈利！

2019年，中國經濟的穩健發展以及城鎮化程度的持續提升，為飲料行業提供了良好的發展環境。網絡經濟迅速發展帶來的渠道升級，豐富了消費場景，為中國食品帶來新的增長機會。可口可樂公司的全品類發展戰略為中國食品進一步豐富品類提供了有利的支持。

2019年，我們會挖掘潛力，把握機會，繼續推動業務成長。機會主要來源於以下幾點：

- 繼續推進全品類飲料戰略，不斷推出新品：在汽飲品類，我們在保持傳統產品優勢的同時，會通過健康時尚理念的升級新品滿足新的消費需求，進一步提升品類地位；在果汁品類，我們會通過產品全面升級保持並擴大現在的行業領先地位；在水品類，我們會通過功能水、高端水、主流水和1元水的組合戰略縮小與競品的差距；在能量飲料、即飲咖啡、即飲茶、中

products, we will work together with The Coca-Cola Company and Monster Beverage Corporation in promoting R&D and introducing more new products to satisfy consumer demand.

- Continuing to enhance our position in new retail channels. New retail channels account for an increasing proportion of the beverage consumption market. However, our market share and industrial position in new channels are far below those in traditional channels. We will continue to devote more effort to the cooperative development of new channels and the replication of our competitive advantages in traditional channels to bring new growth points to our business.
- Continuing to facilitate the building of a world-class bottler, particularly in terms of profitability. CCBL has been an important driver of Coca-Cola's global sales volume growth for years. Its contribution to global sales volume growth ranks higher than its ranking based on the sales volume. However, CCBL still lags behind certain outstanding bottlers in terms of profitability. We will gradually narrow the gap through overall benchmarking, learning from their experience, and improving management.

On behalf of the management team, I thank our shareholders for your trust and confidence in China Foods. We will continue to work hard to bring higher investment returns to shareholders.

Luan Xiuju
Managing Director

式飲料等新品類，我們會與可口可樂公司及 Monster Beverage Corporation 共同推動產品研發，上市更多新品滿足消費需求。

- 繼續推動新零售渠道的拓展：飲料消費市場新零售渠道比重不斷增加，而目前我們在新渠道中的市場份額和行業地位還遠低於傳統渠道。我們會繼續加大與新渠道合作發展的力度，複製在傳統渠道的競爭優勢，為業務帶來新的增長點。
- 繼續推動世界級裝瓶集團的建設，特別是盈利能力：中可飲料多年來一直是可口可樂全球銷量增長的重要引擎，對全球銷量增長貢獻排名遠高於銷量規模排名。但從盈利能力看，與一些優秀的裝瓶集團相比還有差距。我們會通過全面對標，學習經驗，提升管理，逐步縮小這一差距。

最後，本人謹此代表管理團隊，衷心感謝各位股東對中國食品的信任支持！中國食品團隊會繼續努力，為股東提供更好的投資回報！

董事總經理
樂秀菊

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論析



Current status

In 2017, China Foods disposed of its businesses in consumer-pack edible oils, other kitchen food products, wine and other non-beverage products, enabling it to focus on its beverage business through its control and operation of COFCO Coca-Cola Beverages Limited (“CCBL”), Coca-Cola’s sixth largest global bottling partner.

Currently, the Company’s exclusive franchise right to manufacture, market and distribute products under the Coca-Cola series encompasses 19 provincial-level administrative regions, covering 50.4% of mainland China’s population. The Company provides consumers with nine major types of beverages – namely sparkling drinks, juices, milk drinks, waters, enhanced waters, coffees, ready to-drink teas, energy drinks and plant-based protein drinks – under 18 brands.

Today, the Company employs more than 10,000 salespeople to serve over million customers. Our marketing network reaches 100% of the cities, 100% of the counties and more than 60% of the towns within our operating regions, representing more than half of all retail points in the region. Controllable distribution accounted for the majority of total sales.

業務現狀

中國食品在2017年相繼出售小包裝油及其他廚房食品產品業務、酒品類及其他非飲料業務後，只保留飲料業務，目前控股經營中糧可口可樂有限公司（「中可飲料」），為可口可樂全球第六大裝瓶合作夥伴。

目前，本公司授權經營可口可樂系列產品範圍共計19個省級行政區域，覆蓋中國內地50.4%的人口數量，並向消費者提供汽水、果汁、果奶、水、功能水、咖啡、即飲茶、能量飲料及植物蛋白飲料等9大品類、18個品牌的產品。

本公司現有銷售人員逾1萬名，服務超過百萬家以上的客戶。本公司營銷網路現已覆蓋經營區域內100%的城市、100%的縣城及超過60%的鄉鎮，佔經營區域內半數以上的零售點。其中，可控分銷的銷量佔總銷量的絕大多數。

Development strategy

As the only focused beverage business within the COFCO group, and following The Coca-Cola Company's strategy for the development of a total beverage business with "Quality Improvement and Efficiency Enhancement, Achieving Innovation and Win-win Results", in 2018 China Foods followed the industrial development trend of meeting consumer demand, boosting market status and shareholder returns, and striving to become a world-class bottler. Specific strategies are as follows:

- Quality systems: Demonstrate a firm commitment to food safety, quality and full compliance with quality standards required by the government, COFCO and The Coca-Cola Company. Implement a tracking system and enhancement mechanism to become a safe and environmentally-friendly enterprise.
- Product structure: Continue to optimise and diversify the product structure to offer appealing, high quality beverages that bring consumers enjoyment, refreshment, health and energy.
- Sales and distribution network: Provide sustainable and stable high-quality customer services in operating regions, with the most extensive geographical coverage to support a growing number of customers and robust business activities, and maintain high sales revenue growth. Meanwhile, continue to improve distribution efficiency and reduce the distribution cost of each unit case, continue to improve the productivity and adaptability of the network, and expand new sales channels based on consumption trends and retail industry developments.

發展策略

中國食品作為中糧集團唯一的專業化飲料業務平台，在可口可樂公司發展全品類飲料業務的戰略佈局下，2018年以「提質增效、創新共贏」為工作主題，順應行業發展趨勢，滿足消費者需求，不斷提升市場地位及股東回報率，致力於成為世界級裝瓶商，具體策略如下：

- 品質體系：堅持在食品安全和質量方面的承諾，嚴格執行國家、中糧及可口可樂公司質量標準，擁有監控體系和快速的改進機制，成為安全、環保明星企業。
- 產品結構：不斷優化、豐富產品結構；通過提供時尚、高品質的飲品；為消費者帶來暢爽、怡神、健康與活力。
- 營銷網路：以最高覆蓋率向經營區域內客戶提供持續穩定的優質服務，促成客戶數量的不斷增長和持續活躍，保持銷售收入的高速良性增長；同時，持續提高配銷效率，降低單箱配銷成本；不斷提升網路的產出能力和適應能力；根據消費趨勢和零售業發展，不斷拓展新的銷售渠道。

- Best benefits: Maintain the Group's higher than average profit growth among the sector than average growth for the COFCO group; continuously increase the net cash flows generated from operating and investment activities, exceeding the group's average profit growth, constantly create returns for the shareholders, and create returns for society via tax contributions, employment opportunities and charitable activities; share the enterprise's success with employees through the simultaneous realisation of individual value and enterprise development.
- Teambuilding: Employees are integrated into highly efficient, interactive teams under a corporate culture that stresses honesty, professional dedication and development, innovation and responsibility. Our culture is recognised and respected by other bottlers in the system, the industry, our business partners and shareholders.
- 最佳效益：保持集團利潤持續增長，並且增長率高於中糧集團平均水準；經營活動和投資活動所創造的淨現金流持續增長，並且其增長率高於利潤增長率，持續為股東帶來回報，以稅務貢獻、就業機會及公益投入等回報社會，並通過員工個人價值與企業發展的同步實現與員工分享企業的成功。
- 團隊建設：員工以企業文化為指引，凝結成高效互動的合作團隊，充分展現誠實守信的優秀品質、熱情敬業的職業素養、訓練有素的職業行為和創新進取的工作方式，獲得系統內、行業內、合作夥伴、股東的認同、欣賞和尊重。

Industrial environment

Based on statistics from the National Bureau of Statistics of the PRC, China's GDP achieved a year-on-year growth of 6.6% in 2018. The national economy was stable on the whole. The economy's stable development and the growth and upgrading of consumer demand contributed to high single-digit sales volume growth in the non-alcoholic ready-to-drink industry in 2018 as compared to the same period in 2017. This was mainly driven by sparkling, energy drinks and dairy products.

According to data released by Nielsen, China Foods maintained its leading position in the industry and the regions in which it operates. The total sales volume and market share by value of sparkling drinks, juices, bottled water, milk drinks and enhanced water reached 24% and 21% respectively. Sparkling drinks and juices continued to maintain a leading position, and market share of bottled water continuously improved with a year-on-year growth of 0.5 percentage points.

行業環境

根據中國國家統計局統計數據，2018年中國國內生產總值同比增長6.6%。國民經濟總體運行平穩。隨著國家經濟穩定發展，消費者需求的增長與升級，2018年非酒精即飲行業與去年同期相比，收入增長至高單位百分比，主要由汽水、能量飲料及乳製品帶動。

尼爾森發佈的資料顯示，中國食品在經營區域內繼續保持行業領先地位，參與經營的汽水、果汁、瓶裝水、果奶和功能水等品類合計銷量與銷售額份額分別約為24%和21%。汽水和果汁等主要品類繼續保持行業領先地位，瓶裝水市場份額持續改善，同比增長0.5百分點。

REVIEW OF 2018 RESULTS

Below is a summary comparison of the beverage business's 2018 and 2017 annual results:

2018年業績回顧

飲料業務2018年業績與2017年同期業績相比摘要如下：

		For the year ended 31 December 2018 截至2018年 12月31日止全年 (RMB million) (人民幣百萬元)	For the year ended 31 December 2017 截至2017年 12月31日止全年 (RMB million) (人民幣百萬元)	Change 變動率
Revenue	收入	15,648	13,358	+17.1%
Sales volume growth rate	銷量增加百分比			+17.0%
Percentage point change of gross profit margin	毛利率變動百分點			+0.2ppt

In 2018, China Foods achieved growth of 17.0% in sales volume to 1,250 million unit cases and 17.1% in revenue to approximately RMB15,648 million compared with last year with gross revenue growth surpassing sales volume growth. Among them, the new products contributed 3.5% to total sales volume and 7.2% of revenue respectively. Sales volume and revenue in original franchised territories increased by 7.4% and 8.0% respectively. Prices of our main raw materials, except white sugar, increased substantially during the year, but the sales growth of new products with higher gross profits and improvements in production efficiency offset these adverse factors, allowing for an essentially unchanged year-on-year gross profit margin.

In the first full year after China Foods completed the restructuring of its Coca-Cola businesses in China, benefits integration and restructuring of businesses continued. Efficiencies were achieved through the improvement of capacity utilisation rates at newly acquired bottlers and from the increased proportion of self-production to reduce cost of subcontracting. Optimising adjacent operating areas effectively reduced product transportation distances and saved logistics costs. The cost savings were also made through the synergistic effects of increasing warehouse utilisation rates and improving storage capacity to reduce external warehouse rental expenses. Through these measures, newly acquired bottlers significantly improved their before-tax profit margins.

2018年，中國食品業務實現銷量與收入的雙增長，分別達致約12.5億標箱及人民幣約156.48億元，對比去年同期，分別增長17.0%和17.1%，收入漲幅超過銷量。其中，新產品分別佔總銷量及收入的3.5%及7.2%。原授權區域的銷量及收入增長分別為7.4%及8.0%。年內我們的主要原材料除白糖外價格均出現較大幅度上漲，但高毛利新品銷量增長及生產效率改善有效抵銷了大宗原材料價格上漲的不利影響，毛利率同比基本持平。

在可口可樂中國區業務重組完成後中國食品的第一個完整年度裡，併購重組整合工作繼續進行，整合效益逐步顯現，主要由於新購裝瓶廠產能利用率不斷改善，自產比例進一步提升，減少代加工費用；通過優化相鄰近的經營區域，有效縮短產品運輸距離及節約物流費用；通過提升倉庫密度，提高儲存能力，減少外部倉庫租賃費，成本協同效應更為明顯。綜上，新購裝瓶廠稅前利潤率有顯著改善。

In 2018, China Foods exerted tighter control over various fees and expenses, leading to its overall expense ratio decreasing by approximately 1.6%. The Company also focused on managing capital expenditures and operating cash flow to gradually reduce finance costs. The operating profit margin was higher than that of last year. Four additional production lines were put into operation during the year. At present, the Company's annual production capacity for sparkling beverages and water is approximately 1.8 billion unit cases, a year-on-year increase of approximately 10%.

China Foods' beverage business has maintained a solid and sustainable pace of development in terms of total volume and structure.

Business development by beverage category was as follows:



Sparkling drinks

While maintaining the stable development of its core brands, China Foods also promoted new products with a higher gross profit, creating sustainable development opportunities for sparkling drinks. Among the core brands, Coca-Cola led the market in 2018 with the launch of “Nickname Bottle”, “Lyric Bottle”, “Lines Bottle”, “Code Bottle” to “Bracelet Bottle” summer promotion campaigns. With these, Coca-Cola closely followed current beverage consumption behavior and trends. Sprite's collaboration with the popular “King of Glory” mobile game and Marvel's The Avengers movie included the depiction of game and movie characters on product packaging, increasing their appeal among younger consumers. Responding to consumer health trends and modern design, we upgraded product packaging, introduced sleek canned products and increased the proportion of

2018年中國食品對費用的管理更加嚴謹，總體費用率同比下降約1.6%。與此同時，本公司注重資本性支出與經營性現金流的管理，逐步降低財務費用，經營利潤率高於去年同期水平。產能建設方面，新增4條生產線於年內投產使用。目前，本公司汽水及水的年罐裝產能約18億標箱，同比增長約10%。

中國食品飲料業務無論從總量還是結構上，均呈可持續良性發展態勢。

從品類發展看：

汽水品類

中國食品在保持核心品牌穩健發展的同時，積極推動高毛利新品，為品類帶來可持續發展的機會點。在核心品牌方面，可口可樂通過多年夏季促銷的成功推動，持續引領當下時尚潮流，從「昵稱瓶」、「歌詞瓶」、「台詞瓶」、「密語瓶」到2018年的「手環瓶」，緊扣當期熱點，引爆消費熱潮。雪碧與當下最受歡迎的手游「王者榮耀」和電影漫威家族相結合，以帶有遊戲和電影人物的產品包裝，拉升雪碧品牌年輕化，吸引目標受眾。在新品方面，針對消費者追求健康、時尚的消費趨勢，產品包裝升級，全面上市摩登罐；同時，大力推動無糖系列產品在汽水品類中的

sugar-free series products in the sparkling category. Building on the success of “Coca-Cola Zero” and “Sprite Zero”, we introduced “Sprite Fiber +” and “Coca-Cola Fiber+”, both of which use “body shaping and slimming” as their selling point, and which have maintained a high reorder rate since their debut. With the debut of “Fanta Zero” in March, a total of five new sugar-free series products were launched already.

In 2018, sparkling products’ market share by value in our operating regions increased by 0.6 of a percentage point, with a market share of over 60%, further surpassing its main competitors’ products.

佔比，在「零度可樂」和「雪碧零卡」的基礎上，推出「雪碧纖維+」及「可樂纖維+」，以「塑身減脂」為賣點，自上市以來，保持高翻單率，市場表現好於預期。加上3月上市的「芬達零卡」，無糖系列已上市了5款產品。

2018年本公司經營區域內汽水品類銷售額份額增長0.6個百分點，市佔率逾60%，進一步拋離主要競品。



Juices

In 2018, the Company continued to strengthen the distribution of its new Flower-series products. A “Spy Bottle” campaign and themed roadshows with free drinks for consumers helped to significantly increase the frequency of product consumption. Through its sponsorship of the popular “Ultimate Challenge” TV variety show and cooperation with popular IP dramas, the Company enhanced audience recognition of its “Minute Maid Triple Fruit and Flower” series products and influenced consumer preferences. At the level of retail execution, the Company increased the number of shops displaying our juice rainbow and reinforced the promotion of juice products through catering channels.



果汁品類

繼續加強新一代花語系列產品的鋪貨，2018年啟動「特工瓶」活動，結合特工主題開展消費者贈飲路演活動，飲用頻次顯著提升。通過贊助熱門電視綜藝欄目「極限挑戰」和與熱門IP劇合作，提高「美汁源三重果粒與花語」系列的知名度和消費者喜愛度。在售點執行方面，加大果汁彩虹陳列客戶數，加強果汁產品在餐飲渠道的推廣，進一步拉動消費者的購買行為。

Two strategically packaged juice products were launched in 2018. To meet demand for household consumption, a new generation of one-litre products of pulpy tropical fruit, pulpy grape and rose grape flavors was debuted. To meet growing demand for multi-packaged beverages, a 12-pack 300ml pulpy orange was also launched.

In 2018, the market share by value for juices in our operating regions was approximately 20%, which was largely unchanged on a year-on-year basis while maintaining our leading position in the industry.

2018年上市了2個策略包裝果汁產品：新一代全系列1升裝熱帶果粒、爽粒葡萄、玫瑰葡萄等三個口味的產品以應對家庭消費和在家飲用場合；另外，針對消費者對於多包裝飲料的增長需求，年內也上市了300毫升12支裝果粒橙包裝。

2018年本公司經營區域內果汁品類銷售額份額約20%，同比基本持平，繼續居於行業首位。



Water

Leveraging on market demand for water products, and separate from Ice Dew's positioning in the RMB1 water market, the Company launched Chun Yue water at the RMB2 price point. In June 2018, we also launched the new "Chun Yue Shenxian Water" in original, lime and cucumber flavors. The product targets urban youth and addresses their health and quality of life concerns by containing no sugar or calories. These products can provide 28% of the recommended daily dietary fiber intake for adults, and satisfy the demands of newly dominant urban consumer groups. At the same time, the Company explored the source water market in preparation for entering the medium-and high-end water industry. In the second half of 2018, the Company launched two Russian source waters – ZhongKe Kamchatka and ZhongKe Baikal.

In 2018, the market share by value for water in our operating regions increased by 0.5%, year-on-year.

水品類

借助水品類的市場需求，除定位於人民幣1元水市場的冰露外，重點推廣人民幣2元水的主流品牌純悅。針對在意健康和生活質量的都市年輕人市場，2018年6月上市新品「純悅神纖水」，共有原味及青檸黃瓜兩種口味，滿足成人日需28%的膳食纖維，且零糖、零熱量，滿足都市新主流消費群體需求。本公司同時積極探索水源水市場，以進入水品類中高端領域，2018年下半年分別推出2款俄羅斯水源水—中可•堪察加及中可•貝加爾。

2018年本公司經營區域內水品類銷售額份額持續改善，同比增長0.5%。

Energy drinks

In 2018, Monster (魔爪) energy drink initiated an award-winning national uncapping campaign that ran throughout the year. Monster was also integrated as a prop in the popular “Player Unknown’s Battlegrounds” game. The Company used the same theme for in-store displays and promotions to consolidate online and offline marketing. Targeting key customer channels, we continued to strengthen cooperation with petrol stations, internet cafes and gymnasiums to carry out continuous consumer promotion, gift-giving and model shop construction. In November 2018, one of the best-selling products in developed markets such as the United States – “Monster Beyond (魔爪超越)” – was launched in China, bringing consumers a whole new experience in sugar and calory free energy drinks.

能量飲料



年內，Monster (魔爪) 能量飲料開啟全國範圍揭蓋有獎活動，聯合當前最火爆的「絕地求生·全軍出擊」遊戲，將魔爪作為道具植入，與遊戲場景完美結合。線下也開展對應主題的店內陳列和促銷，做到在線、線下整合營銷。針對重點客戶渠道，不斷加強與加油站、網吧及健身房的合作，開展了持續的消費者促銷、贈飲和模範店建設工作。2018年11月推出在美國等發達市場銷量最好的產品之一「魔爪超越」，開啟了中國無糖零卡能量飲料的新篇章，為消費者帶來新的口味選擇和體驗。



Ready-to-drink teas

In May 2018, the Company introduced Yo! Tea, a Western tea drink available in iced black tea with kumquat, black tea with blended berry, and green tea with apple and kiwi flavors. “Magic” (魔性), “take off” (起飛) and “fly, don’t be restrained” positioning, a uniquely cool multilayered flavor and fashionable product packaging design based on hand gestures all aimed at giving the product youth appeal. A multimedia marketing campaign incorporating short videos, close-ups and other interactions emphasised the product’s hip-hop style. Annual sales volume results exceeded expectations.

即飲茶

2018年5月，本公司推出定位「魔性」和「起飛」的西方果味茶飲品「唷！茶」，包括冰冽金桔風味調味紅茶飲料、混合莓果風味調味紅茶飲料、蘋果奇異果風味調味綠茶飲料共計三個口味，通過唷茶的獨特清涼口感和豐富多層次果味，讓年輕人「飛一下，別拘著」。產品包裝設計結合潮流元素，三款手勢與消費者深度互動，還融入短視頻潮拍等互動玩法，將產品炫彩嘻哈的風格不斷強化，是為當下年輕消費群體打造的一款酷炫時尚飲品，全年銷量表現優於預期。



Coffee drinks

In May 2018, the Company launched two new GEORGIA products – rich aroma Americano coffee and mellow latte flavors – to create a new market segment of high-end ready-to-drink coffees. These freshly ground coffee products offered consumers appealing new tastes and high-end packaging, and their sales volume was better than expected.

Channel development

Building on its traditional channels, the Company has developed new retail channels and established an e-commerce division responsible for communication and cooperation with different e-commerce platforms. In B2B, we began cooperation with a number of major e-commerce platforms during the year and achieved good results. At the same time, a Coca-Cola operational platform was established to monitor various major indicators. We used B2C as a window for brand-building, recruiting new consumers, and nurturing and developing new products. We also cooperated with a number of e-business operators, including JD, Tmall, and He Ma, to increase our products availability, launch Double Eleven promotion activities, and increase online sales. Finally, we set up teams to provide catering and take-out services to help establish a leading position for Coca-Cola products in the O2O catering segment.

咖啡飲料

2018年5月，本公司推出喬雅全新濃香美式和醇香拿鐵兩款口味產品，打造高端醇正即飲咖啡，開闢了全新的市場分類。新產品配方升級，主打現磨濃香的咖啡口味，帶來醇正香濃的咖啡口感，同時以獨特的高端咖啡杯造型吸引消費者眼球，全年銷量表現優於預期。

從渠道發展看

除傳統渠道外，本公司積極發展新零售渠道，建立電商事業部，負責與不同電商平台溝通合作。在B2B方面，年內與多家主要電商平台啟動合作，效果良好，同時建立可口可樂運營平台監控各大指標。以B2C作為品牌建設的窗口，招募新的消費者，培育和發展新品，與多家電商包括京東、天貓及盒馬等合作，通過提高在架率及開展雙十一活動等，提升在線銷售份額。在O2O方面，以餐飲外賣生活服務為主要切入點，成立了餐飲外賣工作團隊，全力打造可口可樂產品在餐飲O2O的領導地位。

Outlook for 2019

China's economy will maintain a stable rate of growth in 2019, and driven by strong domestic demand, GDP growth is expected to continue to be higher than the global average. The reform of the individual income tax system will further increase the per capita disposable income available to citizens. These factors, along with the upgrading of consumption, are expected to contribute to steady growth for the beverage industry.

In sparkling beverage products, we will maintain the advantages of our traditional products while also developing healthy and fashionable products to both maintain our leadership and enhance profitability. We will integrate "Zero Sugar" series, "Fiber +" series and other new products and continue to promote the rapid growth of modern cans and multi-packaging products.

For juice products, we will fully upgrade existing products in 2019 to consolidate our leading industry position with a more fashionable and attractive appearance and a wide range of flavors.

For water products, we will continue to encourage consumer preference for the "Yi Lu Chun Yue" brand through themed activities and major events. We will also continue to improve the packaging structure, and exploit water use opportunities in different occasions with different-packaged products, and enhance our market share.

In the energy drinks sector, we will strengthen our communication with Monster (魔爪), formulate a development plan for the China market, launch new products catering to Chinese consumers, and increase the expansion of key channels and in-store promotions.

2019 年展望

2019年中國經濟繼續穩步發展，國內生產總值增長率預期在強勁內部需求帶動下繼續高於全球平均。個人所得稅制改革帶來居民人均可支配收入的進一步增加，同時受惠於消費升級，飲料行業預計將繼續保持穩定增長。

對於汽水品類，在保持傳統產品和渠道優勢的同時，會繼續通過健康、時尚新品的打造，保持本公司在汽水品類內的領導地位並加大領先優勢，同時提升盈利水平。包括整合「無糖」、「纖維+」系列等新品，繼續推動摩登罐、多包裝的快速成長等。

對於果汁品類，2019年將全面升級現有產品，希望通過更加時尚吸引的外觀和更加豐富的口感，擴大行業領先地位。

對於水品類，持續以「一路純悅」為品牌資產，通過主題活動和各地大型賽事活動，提升品牌喜好度。繼續完善包裝結構，把握不同用水場合，抓住不同包裝的增長機會，積極提升市場佔有率。

在能量飲料方面，與Monster(魔爪)強化溝通合作，制定適合中國市場的拓展計畫，推出迎合中國消費者口味的新產品，加大重點渠道的拓展力度和店內拉動。

As to the expansion of new retail channels, we will further refine our channel portfolio based on the development of the market channel structure, promote trial programs on B2B cooperation, and further expand customer service coverage through e-commerce partners. For B2C, we will increase the number of e-commerce partners and expand the proportion of online sales and overall beverage products and a continuous online and offline integrated strategy. In terms of O2O, we will increase the online and offline distribution of goods through catering channels, promote the display of essential packaged products, improve the tracking appraisal system, and seize business opportunities in new retail channels in the catering sector.

In 2018, the average consumption of Coca-Cola beverages in our operation regions was approximately 43 cups per capita, which is approximately 5.6% lower than the average in China and far below the global average. The Company sees a great potential for future development. China has become the largest contributor to Coca-Cola's global growth, and CCBL is an important engine driving it. The management believes that through continuous new product promotion, improved execution, channel expansion, deepening and enhancing regional integration, it will continue to boost the Company's overall performance. In summary, the Company is expected to maintain healthy growth in 2019.

在新零售渠道拓展方面，會根據市場渠道結構的發展，進一步優化自身渠道組合，全面推廣B2B成功合作試點項目，通過合作電商進一步加大客戶服務覆蓋率。在B2C方面，增加合作電商數目，持續的線上線下結合策略，提升在線銷售份額佔比及客戶整體飲料品類份額。在O2O方面，加大餐飲渠道客戶線下和線上的鋪貨，完善跟蹤評價體系，更好把握餐飲新零售渠道的生意機會。

2018年，本公司在經營區域內可口可樂飲料人均飲用量約為43杯。這一數量較中國區平均水平低約5.6%，遠低於全球平均值。這意味本公司未來巨大的成長空間。中國已成為可口可樂全球增長貢獻最大的國家，中可飲料是推動該增長的重要引擎。管理層相信，通過不斷的新品推動、執行提升、渠道拓展，以及進一步深化和推廣區域整合，會帶動本公司整體業績的持續提升。總括而言，本公司2019年業績預計會繼續保持健康增長。

FINANCIAL REVIEW

REVENUE

In 2018, sales volume growth amounted to 17.0% while revenue growth reached 17.1%, mainly attributable to the stable results from existing bottling plants, together with the stable transition and improved results of newly acquired bottling plants after the refranchising project completed in April 2017.

GROSS PROFIT MARGIN

Prices of our main raw materials, except white sugar, increased substantially during the year, but the sales growth of new products with higher gross profits and improvements in production efficiency offset this adverse effect of higher prices, allowing for a basically unchanged year-on-year gross profit margin.

OTHER INCOME AND GAINS

One-off gains on disposal of certain subsidiaries, equity interests in associates and available-for-sale investment of approximately RMB1,679 million in aggregate were recorded in 2017, which was in relation to the disposals of equity interests in certain bottling plants in the refranchising project. There were no material change in other income and gains after excluding the one-off gains mention above.

DISTRIBUTION AND SELLING EXPENSES RATIO/ADMINISTRATIVE EXPENSES RATIO

More marketing expenses to promote new products incurred in current year led to a slightly higher distribution and selling expenses ratio.

Significant one-off professional fees related to the refranchising project were recorded in the corresponding results for 2017. The administrative expenses ratio of continuing operations decreased by 1.7 percentage points was mainly due to the decrease in professional fees and gradual gains in efficiency from the business integration in current year.

財務回顧

收入

2018年，銷量增長達17.0%，而收入增長達17.1%，主要歸因於原有裝瓶廠的穩定業績，加上於2017年4月完成重新特許項目之後新收購裝瓶廠的貢獻。

毛利率

於本年度，我們的主要原材料價格（白糖除外）大幅增加，但毛利較高的新產品銷售增長及生產效率提高抵銷這些高價格的不利影響，毛利率同比基本持平。

其他收入及收益

於2017年，出售若干附屬公司、聯營公司的權益及可供出售投資（有關於重新特許項目出售若干裝瓶廠的股權）錄得一次性收益合共約人民幣16.79億元。其他收入及收益經剔除上述一次性收益之後並無任何重大變動。

分銷及銷售支出比率／行政支出比率

本年度推廣新產品的營銷開支增加，導致分銷及銷售支出比率輕微增加。

於2017年錄得與重新特許項目有關的一次性專業費用。持續經營業績的行政開支比率減少1.7個百分比，主要由於於本年度專業費用減少及併購重組後整合效益逐步顯現。

FINANCE COSTS

Finance costs dropped by 15% as a result of the repayment of borrowings RMB590 million during 2018.

INCOME TAX EXPENSES

Significant income tax expense related to the gain on disposal of certain subsidiaries, equity interests in associates and available-for-sale investments of the beverage business as part of the refranchising project was recorded in the corresponding results for 2017. Income tax expenses increased in line with profit in the absence of the exceptional factors mentioned above.

LIQUIDITY AND FINANCIAL RESOURCES

The Company's treasury function operates as a centralised service for:

- Reallocating financial resources within the Group;
- Procuring cost-efficient funding for the Group;
- Managing financial risks, including interest rate and foreign exchange rate risks; and
- Targeting yield enhancement opportunities.

The treasury function regularly and closely monitors its overall cash and debt positions, reviews its funding costs and maturity profiles to facilitate timely refinancing. Cash pooling is applied in Mainland China for the more efficient utilisation of cash. Also, the treasury function formulated financial risk management procedures, which are subject to periodic review by the senior management of the Company.

In the consolidated statement of financial position as at 31 December 2018, the Group's unpledged cash and cash equivalents totaled approximately RMB243 million (31 December 2017: approximately RMB832 million). Net current liabilities were approximately RMB2,468 million (31 December 2017: RMB1,457 million). The year-on-year change is mainly related to reclassification of bank borrowings RMB580 million from non-current liability to current liability due to approaching of its maturity date.

融資成本

由於2018年償還借貸人民幣5.9億元，融資成本下跌15%。

所得稅支出

2017年錄得與出售若干附屬公司、聯營公司的權益及作為重新特許項目一部分的飲料業務的可供出售投資有關的重大所得稅支出。不計上述影響則所得稅支出與溢利保持一致增長。

流動資金及財務資源

本公司資金部集中管理：

- 重新分配本集團之財務資源；
- 為本集團爭取有成本效益之資金；
- 管理利率及匯率風險在內之財務風險；及
- 抓緊提高收益之機會。

資金部定期及密切監察其整體現金及債務狀況、檢討其融資成本及到期情況以方便再融資。為更有效的使用現金，本集團已在中國內地使用現金池。此外，資金部制定財務風險管理流程，並由本公司高級管理層定期審閱。

於2018年12月31日的綜合財務狀況表，本集團之無抵押現金及現金等值項目合共約為人民幣2.43億元(2017年12月31日：約人民幣8.32億元)。流動負債淨額約為人民幣24.68億元(2017年12月31日：人民幣14.57億元)。同比變動主要因接近到期日而從非流動負債重新分類銀行借貸人民幣5.80億元至流動負債有關。

Having considered the (i) forecast cash flow from operating activities of continuing operation, (ii) existing financial resources and gearing level of the Group, and (iii) existing banking facilities available to the Group, the directors believe that the Group's financial resources are sufficient to fund its debt payments, day-to-day operations, contracted capital expenditures as at 31 December 2018.

CAPITAL STRUCTURE

As at and for the year ended 31 December 2018, the total number of issued shares of the Company remained unchanged at 2,797,223,396. In the consolidated statement of financial position as at 31 December 2018, the Group had interest-bearing bank borrowings of approximately RMB1,167 million (31 December 2017: approximately RMB1,747 million). As at 31 December 2018, all bank borrowings in Mainland China were denominated in Renminbi, carried at annual interest rate of loan prime rate -0.25% (31 December 2017: carried at annual interest rate of loan prime rate -0.25%).

As at 31 December 2018, the Group had no other borrowings (31 December 2017: approximately RMB10 million, carried at fixed, annual interest rate of 4.28%).

As at 31 December 2018, net assets attributable to owners of the parent were approximately RMB4,219 million (31 December 2017: approximately RMB3,957 million) and net borrowing position of the Group (interest-bearing bank and other borrowings less unpledged cash and cash equivalents) was approximately RMB923 million (31 December 2017: approximately RMB925 million) and the net gearing ratio (ratio of net borrowing position of the Group to net assets attributable to owners of the parent) was approximately 22% (31 December 2017: approximately 23%).

CONTINGENT LIABILITIES AND ASSETS PLEDGED

As at 31 December 2018, the Group has no significant contingent liabilities nor assets pledged (other than certain bills payable) (31 December 2017: Nil).

經考慮(i)持續經營業務的經營活動預測現金流量；(ii)本集團的現有財務資源及槓桿水平；及(iii)本集團可供使用的現有銀行授信，董事相信，本集團有充足財務資源清還債務，為其日常業務營運及於2018年12月31日的已訂約資本開支提供資金。

資本結構

於2018年12月31日及截至2018年12月31日止年度，本公司之已發行股份總數保持不變，仍為2,797,223,396股股份。於2018年12月31日的綜合財務狀況表，本集團有計息銀行借貸約人民幣11.67億元(2017年12月31日：約人民幣17.47億元)。於2018年12月31日，全部於中國內地的銀行借貸以人民幣計值按貸款最優惠年利率-0.25%計息(2017年12月31日：按貸款最優惠年利率-0.25%計息)。

於2018年12月31日，本集團並無其他借貸(2017年12月31日：約人民幣1,000萬元，按固定年利率4.28%計息)。

於2018年12月31日，母公司擁有人應佔淨資產約為人民幣42.19億元(2017年12月31日：約人民幣39.57億元)，本集團淨借貸(計息銀行借貸及其他借貸減無抵押現金及現金等值項目)約為人民幣9.23億元(2017年12月31日：約為人民幣9.25億元)及淨槓桿比率(本集團淨借貸對比母公司擁有人應佔淨資產比率)約為22%(2017年12月31日：約23%)。

或有負債及資產抵押

於2018年12月31日，本集團並無任何重大或有負債或資產抵押(若干應付票據除外)(2017年12月31日：無)。

FOREIGN EXCHANGE MANAGEMENT

Majority of monetary assets, monetary liabilities and transactions of the Group were principally denominated in Renminbi and recorded in the books of subsidiaries operating in Mainland China (functional currency as Renminbi). In respect of interest-bearing borrowings as at 31 December 2018, all interest-bearing borrowings were denominated in Renminbi and recorded in the books of the subsidiaries operating in Mainland China.

Although the Group has not used any financial instruments for hedging purposes, the treasury function actively and closely monitors foreign exchange rate exposure. The foreign exchange risk exposure at the operational level is not significant.

HUMAN RESOURCES

As at 31 December 2018, the Group employed 19,910 staff in Mainland China and Hong Kong (31 December 2017: 20,293). Employees are paid according to their positions, performance, experience and prevailing market practices, and are provided with management and professional training.

Employees in Hong Kong are provided with retirement benefits, either under a Mandatory Provident Fund exempted ORSO scheme or under the Mandatory Provident Fund scheme, as well as life insurance and medical insurance. Employees in Mainland China are provided with pension insurance, medical insurance, employment injury insurance, unemployment insurance, maternity insurance and housing fund contributions in compliance with the requirements of the laws of China. Details of these benefit schemes will set out in the “Short-term and Other Long-term Employee Benefits” under note 4 “Significant Accounting Policies” to the financial statements in this report.

The Company and its subsidiaries have no share option scheme.

外匯管理

本集團之貨幣資產、貨幣負債及交易主要以人民幣計值及計入於在中國內地運營的附屬公司(功能貨幣為人民幣)的賬目。就於2018年12月31日計息借貸而言，全部銀行借貸均以人民幣計值及計入於中國內地營運的附屬公司賬目。

儘管本集團並無使用任何金融工具用作對沖目的，本集團的資金部積極及密切監察匯率波動。運營方面的外匯風險並不重大。

人力資源

於2018年12月31日，本集團於中國內地及香港共僱用19,910名僱員(2017年12月31日：20,293名)。本集團根據僱員之崗位、表現、經驗及現時市場慣例釐定僱員薪酬，並提供管理及專業培訓予僱員。

本集團透過豁免強制性公積金職業退休計劃或強制性公積金計劃為在香港的僱員提供退休福利，並提供人壽保險及醫療保險；根據中國法律為中國內地員工提供養老保險、醫療保險、工傷保險、失業保險、生育保險及住房公積金。此等福利計劃之詳情將載於本年報財務報表附註4「重大會計政策」的「短期及其他長期僱員福利」內。

本公司及其附屬公司並未有購股權計劃。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介



MR. YU XUBO

于旭波先生

CHAIRMAN AND NON-EXECUTIVE DIRECTOR 主席兼非執行董事

MR. YU XUBO

Mr. Yu, 53, is currently a non-executive director and the chairman of the board of directors of the Company. Mr. Yu is also a director and the chairman of the board of each of COFCO Coca-Cola Beverages Limited (“CCBL”) and COFCO Coca-Cola Beverages (China) Investment Limited, both of which are 65%-owned subsidiaries of the Company. Mr. Yu joined COFCO Corporation and/or its subsidiaries (together but excluding the Company and its subsidiaries, collectively referred to as “COFCO Group”) in 1988. Mr. Yu has been the president of COFCO Corporation since April 2007 and previously served at COFCO Group in various positions including the general manager of COFCO Futures Co., Ltd. (中糧期貨有限公司) and a vice president of COFCO Corporation. Mr. Yu is currently also the managing director of COFCO (Hong Kong) Limited as well as a director of certain members of COFCO Group, and a non-executive director and the chairman of the board of China Mengniu Dairy Company Limited (“China Mengniu”), a company listed in Hong Kong. Mr. Yu was a non-executive director and the chairman of the board of directors of the Company during the period from March 2013 until August 2015 and then served as a non-executive director of the Company during the period from August 2015 until February 2016. Mr. Yu was also a non-executive director of China Mengniu until September 2016; a non-executive director and the chairman of the board of China Modern Dairy Holdings Ltd., a company listed in Hong Kong, until March 2017; a non-executive director of Noble Group Limited, a company listed in Singapore, until May 2017; and a non-executive director and the chairman of the board of China Agri-Industries Holdings Limited, a company listed in Hong Kong and an associated corporation of the Company, until January 2018.

Mr. Yu holds a Bachelor’s degree in Economics from University of International Business and Economics in Beijing and an Executive Master of Business Administration (EMBA) from China Europe International Business School.

于旭波先生

于先生，53歲，現為本公司非執行董事兼董事會主席。于先生現時為本公司持有65%股權的附屬公司中糧可口可樂飲料有限公司（「中可飲料」）及中糧可口可樂飲料（中國）投資有限公司之董事兼董事長。于先生於1988年加入中糧集團有限公司及／或其附屬公司（除本公司及其附屬公司外，以下統稱「中糧集團」）。于先生自2007年4月起任中糧集團有限公司總裁，並曾先後出任中糧集團多個職位，其中包括中糧期貨有限公司總經理及中糧集團有限公司副總裁等。于先生目前亦為中糧集團（香港）有限公司董事總經理及中糧集團若干成員公司董事，以及擔任香港上市公司中國蒙牛乳業有限公司（「中國蒙牛」）的非執行董事兼董事會主席。于先生於2013年3月至2015年8月期間曾擔任本公司的非執行董事兼董事會主席及於2015年8月至2016年2月期間擔任本公司的非執行董事。于先生亦曾任中國蒙牛非執行董事直至2016年9月、香港上市公司中國現代牧業控股有限公司非執行董事兼董事會主席直至2017年3月、新加坡上市公司 Noble Group Limited 非執行董事直至2017年5月，以及香港上市公司中國糧油控股有限公司（為本公司之相聯法團）非執行董事兼董事會主席直至2018年1月。

于先生畢業於北京對外經濟貿易大學並獲經濟學學士學位，後又獲中歐國際工商學院高級管理人員工商管理碩士學位（EMBA）。



MS. LUAN XIUJU
樂秀菊女士

EXECUTIVE DIRECTORS 執行董事

MS. LUAN XIUJU

Ms. Luan, 54, was appointed as an executive director of the Company in January 2017 and then re-designated as the managing director of the Company in December 2017. Ms. Luan is currently a director and the chief executive officer of CCBL, a 65%-owned subsidiary of the Company, and a director of certain subsidiaries of the Company. Ms. Luan joined COFCO Group in 1989 and is currently also a director of certain members of COFCO Group. Ms. Luan was an executive director of the Company during the period from March 2007 to September 2013 and the managing director of the Company during the period from February 2011 to September 2013.

Ms. Luan graduated from Renmin University of China with a Bachelor of Arts degree in economics and a Master's degree in economics, and has extensive experience in food and beverage production, marketing and general management.

樂秀菊女士

樂女士，54歲，於2017年1月獲委任為本公司執行董事並於2017年12月調任為本公司董事總經理。樂女士現為本公司持有65%股權的附屬公司中可飲料董事兼行政總裁及本公司若干附屬公司董事。樂女士於1989年加入中糧集團，現時亦於中糧集團若干成員公司出任董事職位。樂女士曾於2007年3月至2013年9月期間擔任本公司執行董事及於2011年2月至2013年9月期間擔任本公司董事總經理。

樂女士畢業於中國人民大學，獲經濟學學士學位及經濟學碩士學位，並於食品及飲料生產、營銷及綜合性管理方面擁有豐富經驗。



MR. SHEN PENG

沈芃先生

MR. SHEN PENG

Mr. Shen, 46, was appointed as an executive director of the Company in December 2017. Mr. Shen is currently the finance general manager of CCBL, a 65%-owned subsidiary of the Company, and a director of certain subsidiaries of the Company. Mr. Shen joined CCBL in 2002 and has held various finance positions in the group of CCBL, including the chief financial officer of Gansu COFCO Coca-Cola Beverages Limited and the chief financial officer of COFCO Coca-Cola Beverages (Beijing) Limited. Prior to joining CCBL, he was a financial analyst at Sithe (China) Holdings Ltd. and Hei (China) Ltd..

Mr. Shen graduated from China Foreign Affair College in 1994 and then received a Bachelor's degree in accounting management from the University of International Business and Economics in 2004, and a Master of Science degree in applied accounting and finance from Hong Kong Baptist University in 2015. Mr. Shen is a senior accountant and has over 15 years of experience in finance and accounting.

沈芃先生

沈先生，46歲，於2017年12月獲委任為本公司執行董事。沈先生現為本公司持有65%股權的附屬公司中可飲料財務總經理及本公司若干附屬公司董事。沈先生於2002年加入中可飲料，並於中可飲料集團內歷任多個財務職位，包括甘肅可口可樂飲料有限公司之財務總監及中糧可口可樂飲料(北京)有限公司之財務總監。於加入中可飲料前，彼曾於賽德(中國)控股有限公司和夏威夷發電(中國)有限公司任財務分析員。

沈先生於1994年畢業於外交學院，並於2004年獲得對外經濟貿易大學會計管理學士，及於2015年獲得香港浸會大學應用會計與金融理學碩士學位。沈先生為高級會計師並於財務及會計方面有逾十五年經驗。



MS. XIAO JIANPING
肖建平女士

NON-EXECUTIVE DIRECTORS 非執行董事

MS. XIAO JIANPING

Ms. Xiao, 55, was appointed as a non-executive director of the Company in January 2017. Ms. Xiao is currently a director of each of CCBL and COFCO Coca-Cola Beverages (China) Investment Limited, both of which are 65%-owned subsidiaries of the Company, and a director of COFCO Wines & Spirits Investments Co., Ltd., a wholly-owned subsidiary of COFCO Corporation. Ms. Xiao was the deputy general manager and the chief accountant of China Merchandise Reserve Management Center during the period from April to November 2016. Ms. Xiao joined The China Huafu Trade & Development Group Corp. in 1999, and has held various positions in the finance department. Ms. Xiao was the chief accountant and the finance manager of The China Huafu Trade & Development Group Corp. during the period from December 2013 to April 2016. Ms. Xiao was a director of COFCO Tunhe Sugar Co., Ltd., a company listed in Shanghai, until February 2018.

Ms. Xiao graduated from Party School of the Central Committee of Communist Party of China majoring in economics and management and has completed a two-year professional training course of public finance at the Graduate School of Chinese Academy of Sciences. Ms. Xiao is a senior accountant and a senior international finance manager. Ms. Xiao has extensive experience in finance and accounting.

肖建平女士

肖女士，55，於2017年1月獲委任為本公司非執行董事。肖女士現時同為本公司持有65%股權的附屬公司中可飲料及中糧可口可樂飲料(中國)投資有限公司董事，以及中糧集團有限公司全資附屬公司中糧酒業投資有限公司董事。肖女士曾於2016年4月至11月期間擔任華商儲備商品管理中心常務副總經理兼總會計師。肖女士於1999年加入中國華孚貿易發展集團公司，並歷任多個財務部職位。肖女士於2013年12月至2016年4月期間擔任中國華孚貿易發展集團公司總會計師兼財務部經理。肖女士曾出任於上海上市的中糧屯河糖業股份有限公司的董事直至2018年2月。

肖女士畢業於中共中央黨校函授學院，主修經濟管理學，並曾於中國社會科學院研究生院完成兩年制的財政學專業進修課程。肖女士為高級會計師及高級國際財務管理師。肖女士於財務及會計方面擁有豐富經驗。



MR. QIN YELONG
覃業龍先生

MR. QIN YELONG

Mr. Qin, 56, was appointed as a non-executive director of the Company in January 2017. Mr. Qin is currently a director of each of CCBL and COFCO Coca-Cola Beverages (China) Investment Limited, both of which are 65%-owned subsidiaries of the Company. Mr. Qin joined COFCO Group in 1992 and has held various management positions, including the vice president of COFCO International Limited during the period from September 2014 to November 2016, the deputy director of the strategy department of COFCO Corporation during the period from May 2013 to September 2014, and the general manager of COFCO Tunhe Co., Ltd., a company listed in Shanghai, during the period from September 2005 to May 2013.

Mr. Qin graduated from Nanchang Institute of Aeronautical Technology (now Nanchang Hangkong University) with Bachelor's degree in engineering and holds a Master's degree in technologies and economics from Tsinghua University. Mr. Qin has over 20 years of experience in business management.

覃業龍先生

覃先生，56歲，於2017年1月獲委任為本公司非執行董事。覃先生現時同為本公司持有65%股權的附屬公司中可飲料及中糧可口可樂飲料(中國)投資有限公司董事。覃先生於1992年加入中糧集團，曾歷任多個管理職位，包括於2014年9月至2016年11月期間擔任中糧國際有限公司副總裁、於2013年5月至2014年9月期間擔任中糧集團有限公司戰略部副總監，以及於2005年9月至2013年5月期間擔任上海上市公司中糧屯河股份有限公司總經理。

覃先生畢業於南昌航空工業學院(現為南昌航空大學)，獲工學學士學位及持有清華大學技術經濟專業碩士學位。覃先生於業務管理方面擁有逾二十年經驗。



**MR. STEPHEN
EDWARD CLARK**

祈立德先生

INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

MR. STEPHEN EDWARD CLARK

Mr. Clark, 69, was appointed as an independent non-executive director of the Company in January 2005. Mr. Clark is currently a joint managing director of The Anglo Chinese Investment Company, Limited, the chairman of the Takeovers and Mergers Panel and a member of the Takeovers Appeal Committee of the Securities and Futures Commission. Mr. Clark has served as a director of Hong Kong Securities and Investment Institute and an alternate member of the Listing Committee of The Stock Exchange of Hong Kong Limited in the past. Mr. Clark has extensive experience in corporate finance.

Mr. Clark holds a joint honors degree of Bachelor in history and history of art from the University of Nottingham in England and a degree of Master in business administration from the University of Witwatersrand, Johannesburg, South Africa.

祈立德先生

祈先生，69歲，於2005年1月獲委任為本公司獨立非執行董事。祈先生現為英高投資有限公司聯席董事總經理、證券及期貨事務監察委員會收購及合併委員會主席及收購上訴委員會委員。祈先生過去曾擔任香港證券及投資學會董事及任香港聯合交易所有限公司上市委員會後補委員。祈先生於企業融資方面擁有廣泛經驗。

祈先生持有英國諾定咸大學歷史及藝術史學士學位及南非約翰尼斯堡維瓦特斯蘭大學工商管理碩士學位。



**MR. LI HUNG
KWAN, ALFRED**
— 李鴻鈞先生

MR. LI HUNG KWAN, ALFRED

Mr. Li, 66, was appointed as an independent non-executive director of the Company in November 2008. Mr. Li was a member of each of the Takeovers and Mergers Panel of the Securities and Futures Commission and the Listing Committee of The Stock Exchange of Hong Kong Limited and an expert member of the Finance Committee of the Kowloon Canton Railway Corporation and an executive director and the chief finance officer of Hang Lung Group Limited, a company listed in Hong Kong.

Mr. Li holds a Bachelor of Social Sciences degree in economics and sociology from The University of Hong Kong, and is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of Institute of Chartered Accountants of Scotland. Mr. Li has more than 30 years of experience in finance and accounting.

李鴻鈞先生

李先生，66歲，於2008年11月獲委任為本公司獨立非執行董事。李先生曾擔任證券及期貨事務監察委員會收購及合併委員會委員、香港聯合交易所有限公司上市委員會委員、九廣鐵路公司財務委員會專家成員及香港上市公司恒隆集團有限公司執行董事兼財務總監。

李先生持有香港大學經濟及社會科學學士學位，並為香港會計師公會資深會員及蘇格蘭特許會計師公會會員。李先生於財務和會計領域擁有逾三十年經驗。



MR.
MOK WAI BUN, BEN
莫衛斌先生

MR. MOK WAI BUN, BEN

Mr. Mok, 70, was appointed as an independent non-executive director of the Company in August 2017. Mr. Mok is currently an independent non-executive director of Yashili International Holdings Ltd, a company listed in Hong Kong. Mr. Mok served as a senior consultant for CCBL, a 65%-owned subsidiary of the Company, in 2012 and also served as the general manager of Beijing Coca-Cola Beverage Co., Ltd. from 2002 to 2011. From 1993 to 2001, Mr. Mok was the general manager of Hangzhou BC Foods Company Limited and Nanjing BC Foods Company Limited and also served as the general manager of Swire Beverages Limited responsible for overseeing bottling plants of Swire Beverages Limited in China.

Mr. Mok was awarded a Bachelor's degree of economics from McGill University, Canada in 1975. Mr. Mok has extensive experience in beverage production, marketing and general management.

莫衛斌先生

莫先生，70歲，於2017年8月獲委任為本公司獨立非執行董事。莫先生現為香港上市公司雅士利國際控股有限公司的獨立非執行董事。莫先生於2012年擔任本公司持有65%股權的附屬公司中可飲料高級顧問，並自2002年至2011年期間擔任北京可口可樂飲料有限公司的總經理。自1993年至2001年期間，莫先生擔任杭州中萃食品有限公司及南京中萃食品有限公司的總經理，並亦曾任職太古飲料有限公司總經理，負責監督太古飲料有限公司在中國的裝瓶廠管理。

莫先生於1975年獲得加拿大麥基爾大學(McGill University)經濟學學士學位。莫先生於飲料生產、營銷及綜合性管理方面擁有豐富經驗。



MR. ZHANG JIXIANG
張吉緬先生

SENIOR MANAGEMENT 高級管理層

MR. ZHANG JIXIANG

Mr. Zhang, 56, has been an assistant general manager of the Company since May 2013 and currently also the chief operating officer of the beverage business unit of the Company. Mr. Zhang joined COFCO Group in 1987, and has served as the deputy general manager of Hainan COFCO Coca-Cola Beverages Limited since 1996 and the general manager of that company since 1999. In 2002, he was appointed as the general manager of Hunan COFCO Coca-Cola Beverages Company Limited and was appointed as the general manager of COFCO Coca-Cola Beverages (Beijing) Limited in 2010. Mr. Zhang has extensive operations and management experience and has more than 20 years of experience in the beverage industry. Mr. Zhang graduated from China Agricultural University and holds a Master of Science degree in agriculture.

張吉緬先生

張先生，56歲，自2013年5月起擔任本公司總經理助理，現時亦為本公司飲料事業部首席運營官。張先生於1987年加入中糧集團，自1996年起任職海南中糧可口可樂飲料有限公司副總經理，其後於1999年擔任該公司總經理。他於2002年獲任為湖南中糧可口可樂飲料有限公司總經理，並於2010年獲任為中糧可口可樂飲料(北京)有限公司總經理。張先生具有廣泛的運營及管理經驗，在飲料行業擁有逾二十年經驗。張先生畢業於中國農業大學，獲農學碩士學位。



MR. HU JIANZHI
胡建智先生

MR. HU JIANZHI

Mr. Hu, 47, joined CCBL in May 2011 and is currently the general manager of the procurement department of CCBL. Mr. Hu joined COFCO Corporation in 1993 and has held various positions in COFCO Group, including deputy general manager of the risk management division of the strategic department and assistant general manager of the oil and fats department of COFCO Corporation, and the general manager of Top Glory (London) Ltd.. Mr. Hu has extensive experience in operations and management. Mr. Hu graduated from the University of International Business and Economics with a Bachelor's degree in Economics.

胡建智先生

胡先生，47歲，自2011年5月加入中可飲料，現為中可飲料採購部總經理。胡先生於1993年加入中糧集團有限公司，歷任中糧集團多個職位，包括中糧集團有限公司戰略部風險管理部副總經理及油脂部總經理助理，以及Top Glory (London) Ltd. (鵬利(倫敦)有限公司)的總經理。胡先生具有廣泛的運營及管理經驗。胡先生畢業於對外經濟貿易大學獲經濟學學士學位。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



INTRODUCTION

As a leading beverage company, China Foods Limited (hereinafter referred to as “China Foods” or the “Company”, together with COFCO Coca-Cola Beverages Limited (“CCBL”), a 65%-owned subsidiary, and its subsidiaries, collectively as the “Group”) assumes the social responsibility philosophy of “loyalty to national policies and making people’s lives better”. It commits to the corporate mission and responsibility of “dedicating to modern beverages and creating long-lasting value” and striving to achieve sustainable development for itself and society.

This document is the Company’s “Environmental, Social and Governance Report” (hereinafter referred to as the “Report”). Its contents were prepared in accordance with the Environmental, Social and Governance Reporting Guide (“ESG Reporting Guide”) in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and are in compliance with all relevant regulations. The Report’s scope includes the Company’s major production and operational activities in China, and the reporting period is the 2018 financial year. The purpose of the Report is to summarise the Company’s environmental, social and governance (ESG) performance in 2018, and respond to the concerns of various stakeholders.

The Company understands that the standard of its ESG management and performance is an important factor in achieving its strategic sustainable development objectives. We hope that the Report will elicit constructive suggestions from the Company’s stakeholders to further enhance the Company’s management and performance in this area. Please send your feedback on the Report by e-mail to liuzhe@hq.cofcoko.com.

緒論

中國食品有限公司(以下簡稱「中國食品」或「本公司」，連同持有65%股權的中糧可口可樂飲料有限公司(「中可飲料」及其附屬公司統稱「本集團」)作為一家行業內領先的飲料企業，傳承「忠於國計、良於民生」的社會責任理念，致力於「奉獻時尚飲品，共創永恒價值」的企業使命和責任，努力實現企業自身和社會的可持續發展。

本報告乃本公司的《環境、社會及管治報告》(以下簡稱「本報告」)。本報告內容參照香港聯合交易所有限公司證券上市規則(簡稱「上市規則」)附錄二十七《環境、社會及管治報告指引》(簡稱「ESG指引」)而編製，並遵守了相關規定。本報告範圍涵蓋本公司在中國的主要生產運營活動，報告期與2018財政年度一致。本報告旨在向社會各界披露本公司於2018年度在環境、社會及管治(ESG)領域取得的工作成果，並應對各利益相關方之重點關切。

本公司深刻理解我們在環境、社會及管治方面的管理水平和績效表現對實現本公司可持續發展戰略目標的重要作用，我們希望通過本報告傾聽各利益相關方對本公司的良好建議，以此來進一步提升本公司在環境、社會及管治相關領域的管理水平和績效表現。如閣下對本報告有任何反饋，歡迎以電郵形式發送至：liuzhe@hq.cofcoko.com。

1. ESG MANAGEMENT SYSTEM

1.1 ESG philosophy and management structure

As one of 18 major professional platforms of COFCO Corporation (hereinafter referred to as “COFCO”), China Foods adheres to COFCO’s philosophy of “loyalty to national policies and making people’s lives better”. We strive to balance economic and social benefit in sustainable development of the Company, and integrate green concepts into our corporate development strategy. By pursuing a sustainable development of enterprise and society, economy and environment, we also promote the low-carbon economy and explore methods of reducing energy consumption, pollution and emissions in our operations. In all our activities and routine operations, we consistently adhere to the basic principal of “preserving energy resources and reducing pollutant emissions”.

1. ESG 管理體系

1.1 ESG 理念與管理架構

中國食品作為中糧集團有限公司(以下簡稱「中糧」)18大專業化平台之一，一直傳承中糧的可持續發展理念—「忠於國計、良於民生」，將經濟效益與社會效益置於企業可持續發展的天平之上，並將綠色運營融入到企業戰略發展願景。為實現企業與社會、經濟、環境的可持續發展，並大力推進低碳經濟，探索低能耗、低污染、低排放的運營模式，在商業活動及日常運營中堅持「節約能源資源，減少污染排放」的基本原則。



1. ESG MANAGEMENT SYSTEM (continued)

1.1 ESG philosophy and management structure (continued)

In keeping with China Foods' sustainable development strategy, the Company established an ESG Work Leading Group which is headed by the board of directors of the Company and operated with the participation of management as well as each relevant functional department. Driven by its own high standards of social responsibility, the Company continued to optimise its ESG management system in 2018 to enhance its performance in this important area.

1. ESG 管理體系(續)

1.1 ESG 理念與管理架構(續)

為了實現中國食品的可持續發展戰略願景，本公司成立了董事會領導、管理層負責、各相關職能部門參與的ESG工作領導小組。2018年，本公司ESG管理體系不斷完善創新，肩負高度社會責任的使命更使得本公司積極優化自身的ESG管理措施，有效提升社會責任履行能力。



1. ESG MANAGEMENT SYSTEM (continued)

1.2 Stakeholder communications and responses

Creating shared values with stakeholders is a core theme of the Company's mechanism for implementing responsibility. While developing our business and creating value for the community, we also actively identify our stakeholders and maintain a good relationship with them. A variety of communication channels enable the Company to stay fully abreast of their demands and concerns. Continuous two-way communication with stakeholders is essential for the Company to comprehensively understand its social impact, fulfil its social responsibilities, and meet the expectations of involved parties. Our key stakeholders include governmental and regulatory bodies, investors/shareholders, employees, consumers, media, suppliers, distributors, universities and colleges/research institutions, and proximate communities.

1. ESG 管理體系 (續)

1.2 利益相關方溝通與回應

為利益相關方創造共享價值是本公司責任履行機制核心議題之一。本公司在發展自身業務、創造社會價值的同時，積極主動識別利益相關方，並通過多渠道的溝通與各利益相關方建立並保持良好關係，及時瞭解他們的訴求與關切。與利益相關方保持充分的溝通，是本公司全面瞭解自身的社會影響、從而有針對性地履行社會責任、持續滿足相關方期待的基石。我們識別的主要利益相關方包括：政府及監管機構、投資人／股東、員工、消費者、媒體、供應商、經銷商、高校／科研機構、周邊社區等。

Stakeholder 利益相關方	Description of Stakeholder 相關方說明	Communication Method 溝通方式
Governmental/Regulatory bodies 政府及監管機構	Departments of Food, Taxation, Environment and Safety, etc, direct management and regulatory institutions which have the authority to exercise national or local laws and regulations (such as local governments) 食品、稅務、環保、安全等部門、地方政府等具備國家或地方法律法規執行權限的直接管理和監督機構	Important meetings, policy consultations, case reports, institutional visits, official correspondence, information disclosures, etc 重大會議、政策諮詢、情況彙報、機構考察、公文往來、信息披露等
Investors/Shareholders 投資人／股東	Natural persons/institutions holding certain shares of China Foods 持有中國食品一定份額的自然人／機構	General meetings, corporate interim and annual reports, announcements, etc 股東大會、企業中報及年報、公告等
Employees 員工	Persons who have entered into labour contracts with the Group and are serving the Group 與本集團簽訂勞動合同，服務於本集團的人員	Employee satisfaction surveys, employee activities, employee training, employee handbooks, corporate internal publications, etc 員工滿意度調查、員工活動、員工培訓、員工手冊、企業內部刊物等

1. ESG MANAGEMENT SYSTEM (continued)

1.2 Stakeholder's communication and response (continued)

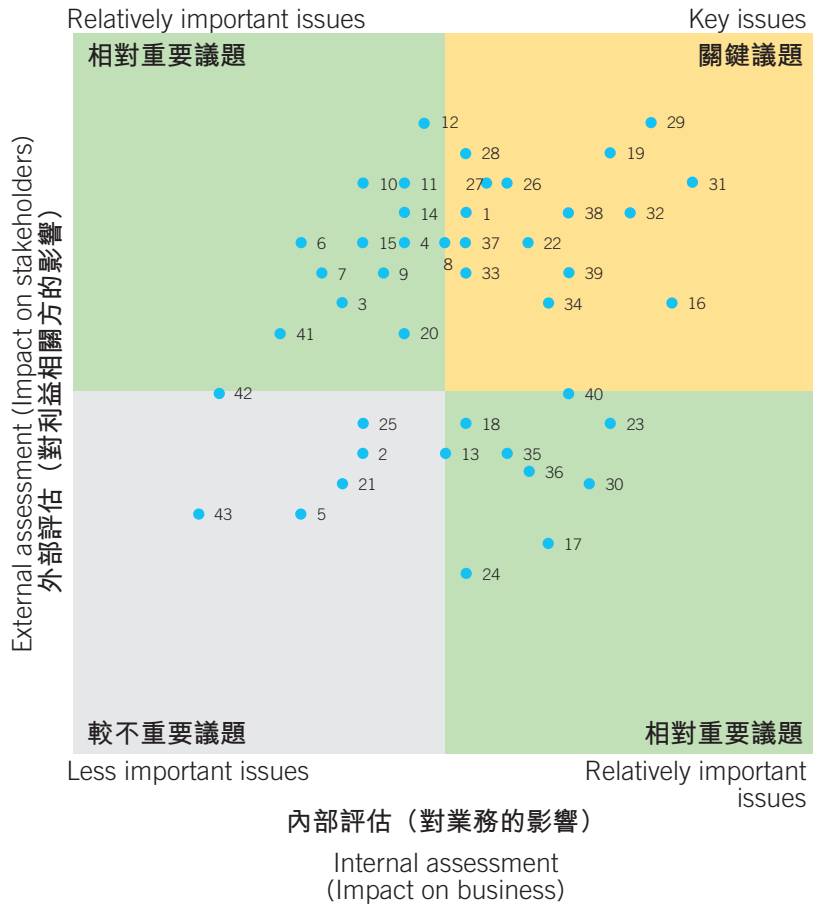
Stakeholder 利益相關方	Description of Stakeholder 相關方說明	Communication Method 溝通方式
Consumers 消費者	People who purchase and consume the products of the Group 購買和消費本集團產品的群眾	Customer service hotline, satisfaction surveys, etc 客服熱線、滿意度調查等
Media 媒體	Newspapers, television stations, websites and other relevant media organisations 報社、電視台、網站等及相關媒介機構	Corporate operation interviews, corporate culture promotions, press conferences, special activities, etc 企業經營訪談、企業文化宣傳、媒體發佈會、特色專題活動等
Suppliers 供應商	Enterprises, shops or individual businesses who supply raw materials for production and office supplies to the Group 向本集團供應生產原料及辦公用品等的企業、商鋪或個體商戶	Supplier inspections, open tender meetings, strategic cooperation negotiations, exchange visits, etc 供應商考察、公開招投標會議、戰略合作談判、交流互訪等
Distributors 經銷商	Enterprises, shops or individual businesses who conduct legitimate business of all brand products under the Group 合法經營本集團旗下各品牌產品的企業、商鋪或個體商戶	Product exhibitions, industry research, cooperation negotiations, distributor meetings, etc 產品展覽、行業調研、合作談判、經銷商會議等
Proximate communities 周邊社區	The public and communities at places of operation 運營所在地社區、社會公眾	Public welfare activities, community activities, volunteer activities, social support projects, etc 公益活動、社區活動、志願者活動、社會事業支持項目等
Universities and colleges, 高校或科研機構	Universities, colleges and research institutions which have established cooperative relations with the Group 與本集團建立合作關係的大學、學院、科研機構	Provision of internship opportunities, corporate recruitment, staff training, seminars, academic exchanges and research cooperation projects, etc 提供實習機會、企業招聘宣講、員工進修、研討會、學術交流及科研合作項目等

1. ESG 管理體系(續)

1.2 利益相關方溝通與回應(續)

1. ESG MANAGEMENT SYSTEM (continued)
1.2 Stakeholder's communication and response (continued)

1. ESG 管理體系 (續)
1.2 利益相關方溝通與回應 (續)



本集團ESG議題重要性評估矩陣¹
 Material Assessment Matrix of the Group's ESG Issues¹

Through active communication with stakeholders and by understanding their concerns and expectations, the Group identified specific areas of focus for its 2018 annual ESG initiatives. The Report accordingly covers key ESG issues such as emissions, use of resources, employee rights, product responsibility, supply chain management, anti-corruption measures, and community investment.

通過與各利益相關方的主動聯絡和溝通、瞭解他們的重點關注和期望，本集團識別出2018年度ESG行動和本報告的重點，主要涵蓋排放物、資源使用、員工權益、產品責任、供應鏈管理、反貪污和社區投資等ESG關鍵議題。

¹ Materiality Assessment Matrix of the Group's ESG Issues: The ESG issue number corresponds to the HKEX ESG reporting guide (see the "HKEX ESG Guide Index Table" in the Appendix to the Report).

¹ 本集團ESG議題重要性評估矩陣：圖中ESG議題編號與港交所ESG報告指引相對應（參見本報告附錄之「港交所ESG指引索引表」）。

2. ENVIRONMENTAL RESPONSIBILITY

China Foods is a proponent of sustainable development through a low-carbon environment, and as such, it complies with national and local environmental laws and regulations such as the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution (《中華人民共和國大氣污染防治法》), Law of the People's Republic of China on Prevention and Control of Water Pollution (《中華人民共和國水污染防治法》), Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste (《中華人民共和國固體廢物污染環境防治法》) and Law of the People's Republic of China on Environmental Impact Assessment (《中華人民共和國環境影響評價法》). At the same time, on the basis of improving its own environmental management system, the Company continuously explores viable new energy-saving and emissions-reducing technologies and techniques for its operational processes and strives to reduce the environmental impact of its activities. According to its environmental compliance assessment, no significant violations occurred in the environmental management of China Foods in 2018. The same year saw the Company's consumption of energy and water continue to decrease, reaching the highest level of national first-class standards.

2.1 Environmental management system

To further enhance the Company's standard of environmental management, China Foods encourages its subordinate production units to establish and operate their own environmental management systems with reference to the ISO14001 standard. As of the end of 2018, all 19 bottling plants under the Company had established the ISO14001 environmental management system, and all had been accredited by certification companies designated by The Coca-Cola Company.

2. 環境責任

中國食品堅持低碳環保的可持續發展理念，積極識別並遵守國家及地方層面環境領域的法律法規，如：《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》、《中華人民共和國固體廢物污染環境防治法》及《中華人民共和國環境影響評價法》等。同時，本公司在完善自身環境管理制度的基礎上，不斷探索運營過程中可行的節能減排技術及工藝，努力降低因生產運營活動對環境造成的影響，切實踐行中國食品低碳環保的可持續發展的理念。依照自身環境合規評估結果，2018年度內，中國食品在環境管理領域未發生重大違規事件，能耗水耗持續降低，均達到國家一級標準的最高水平。

2.1 環境管理體系

為進一步提升本公司的環境管理水平，中國食品積極推進下屬各生產單位參照ISO14001標準建立並運行自身的環境管理體系。截至2018年底，本公司下屬工廠範圍內共計19家裝瓶廠全部裝瓶廠均建立ISO14001環境管理體系，並通過可口可樂公司指定的認證公司審核認證。

2. ENVIRONMENTAL RESPONSIBILITY (continued)

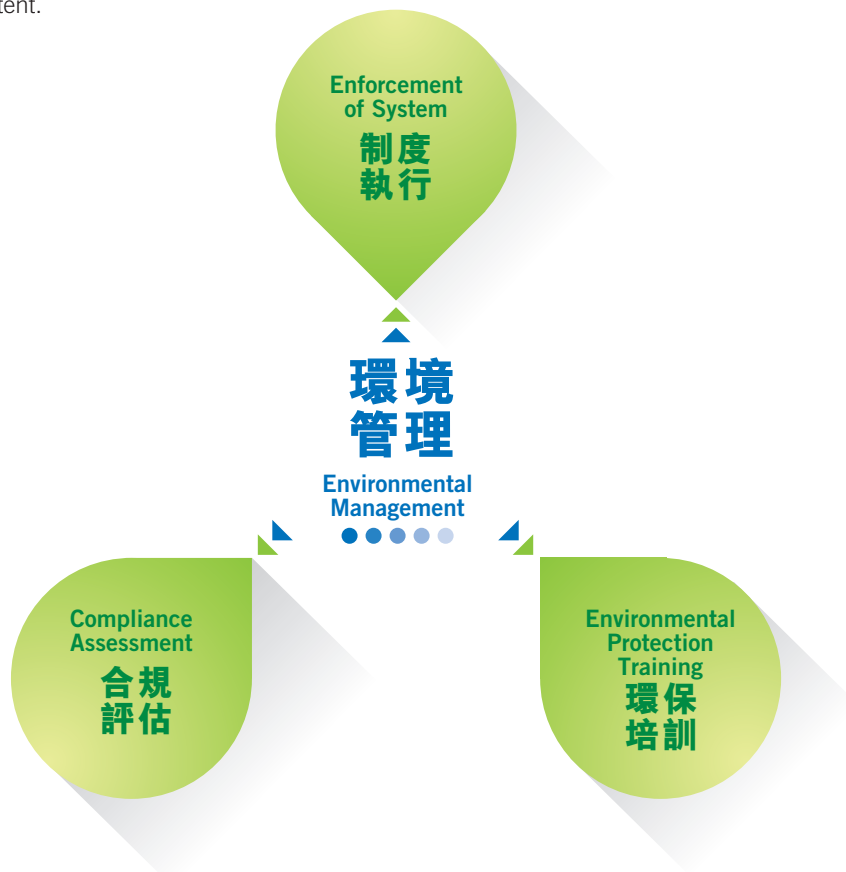
2.1 Environmental management system (continued)

The Company assumes responsibilities on environmental protection in accordance with the requirements of the Construction Plan of Energy Preservation and Emission Reduction System (2015-2017) (COFCO Zong Zi [2015] No. 146) (《排系統建設規劃(2015-2017)》(中糧總字[2015]146號)) and the Notice on Strengthening Environmental Protection Work (COFCO Zong Zi [2016] No.112) (《關於加強環境保護工作的通知》(中糧總字[2016]112號)) issued by COFCO. Great attention was paid to preventing and controlling pollution in compliance with standards on emissions. Compliance management was reinforced to prevent environmental protection risks. Environmental protection supervision was strengthened to establish an effective long-term mechanism. At the same time, China Foods focused on enhancing employee awareness of environmental protection and strengthening the concept of low-carbon sustainable development through the development of dedicated training content.

2. 環境責任(續)

2.1 環境管理體系(續)

實際管理中，本公司按照中糧發佈的《節能減排系統建設規劃(2015-2017)》(中糧總字[2015]146號)及《關於加強環境保護工作的通知》(中糧總字[2016]112號)要求，明確環保責任，嚴格環保准入；狠抓污染防治，確保達標排放；強化合規管理，防範環保風險；加強環保監管，建立長效機制。同時，中國食品注重員工環境保護意識的建立和提升，針對環境保護主題開展相應的培訓內容，從員工的思想意識中強化低碳環保的可持續發展理念。



2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.2 Total emissions and consumption

In 2018, the Group's production volume growth rate was 18%. Emissions were mainly comprised of wastewater, with total emissions of approximately 2,510,000 tonnes, an increase of 3.9% compared with that of last year. Total emissions of greenhouse gases was 23,000 tonnes, an increase of 19.8% compared with that of last year (primarily due to increased production of PET preforms). Due to the implementation of centralised treatment in 2018, 91.87 tonnes of hazardous waste was produced, an increase of 41% compared with the year 2017. Total non-hazardous waste produced was 8,135.74 tonnes, an increase of 12.3% compared with that of the last year. Total energy consumption of standard coal was approximately 48,700 tonnes. The energy consumption per unit of product was 8.01 grams of standard coal/litre of beverage. Water consumption was approximately 8,950,000 tonnes, an increase of 5.6% compared with that of the last year; and water consumption per unit of product was 1.47 litres/litre of beverage, a decrease of 5.8% compared with that of the last year. Total amount of packaging materials used in finished products was approximately 251,100 tonnes, a decrease of 1.4% compared with that of the last year.

2. 環境責任(續)

2.2 排放及消耗總量

2018年，本集團生產產品量增長率為18%。排放物主要為廢水，排放總量約為251萬噸，比去年增長3.9%；溫室氣體排放量2.3萬噸，比去年增長19.8%，主要由於加大了瓶坯自產量；所產生的有害廢棄物91.87噸，由於2018年有集中處理，較2017年增加41%；無害廢棄物8,135.74噸，較去年增長12.3%。能源消耗總量折標煤約為4.87萬噸，單位產品能耗為8.01克標準煤/升飲料；取水量約為895萬噸，比去年增長5.6%，單位產品水耗為1.47升/升飲料，比去年下降5.8%；製成品所用包裝材料的總量約為25.11萬噸，比去年下降1.4%。

2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.3 Emissions control

China Foods has strictly implemented the “Three Simultaneities” management system for environmental protection (環境保護「三同時」制度), meaning that installations for preventing and controlling pollution at construction projects must be designed, built and commissioned together with the principal part of the project, and carries out full-cycle management from the stages of design and construction to operation on all projects. At the project design stage, we identify the emissions and environmental impacts that will potentially arise from the construction and operation phases and propose corresponding measures for prevention and mitigation. In 2018, we strengthened the environmental supervision of the construction stage of ten projects. Professional firms including a design institute were engaged to carry out project design and planning, and construction work was carried out according to all relevant safety, environmental protection, occupational sanitary and health regulations and policies of the People’s Republic of China. Professional members of our project teams followed up and controlled the subsequent construction process. This enabled us to concurrently design and construct projects and put them into use effectively, minimising the impact of construction activities on the surrounding environment. After the project has gone into operation, we strictly enforce the Company’s environmental management systems and regulations to ensure that the relevant pollution control and environmental protection measures are effectively implemented.

The Company adheres to principle of reduction, reclamation and harmlessness on the solid waste management. Our plants give priority to the procurement of materials which generate less solid waste, reduce solid waste at source through precision management on the operation process, and classifying the solid waste into general solid waste and hazardous waste according to hazardous characteristics. In 2018, the total non-hazardous waste (such as paper and metals) reclamation was 600 tonnes and the hazardous waste were all transferred to third parties who have the qualifications for hazardous waste treatment.

2. 環境責任(續)

2.3 排放物控制

中國食品嚴格落實環境保護「三同時」管理制度，對所有項目從設計、施工建設到運營階段進行全周期管理；項目設計階段認真識別施工和運營階段將產生的污染物排放及潛在的環境影響，提出相應防範和治理措施；2018年10個項目施工建設階段加強環境監理工作，聘請了專業的公司含設計院進行項目的設計、規劃，按國家的相關安全、環保、職業衛生與健康的規定、政策進行施工。我方項目組有專業人員進行跟進和管控。切實做到了同時設計、同時施工，同時投入使用，將施工活動對周邊環境的影響降到最低；項目投入運營後嚴格執行公司各項環境管理制度和規定，確保相關污染治理和環境保護措施得到落實並有效運行。

在固體廢物管理方面，本公司始終堅持減量化、資源化及無害化原則，優先採購產生固體廢物少的原材料，生產過程中按照精細化管理，在源頭上減少固體廢物的產生，實現固體廢物的減量化。工廠內部根據固體廢物的危害特性分成危險廢物和一般固體廢物進行管理。2018年共回收600噸廢紙、金屬等可回收固體廢物，實現了固體廢物資源化。對於危險廢物，則嚴格按照國家規定進行管理，2018年各工廠產生的危險廢物全部交由有資質的第三方進行處理，實現了危險廢物的無害化。

2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.3 Emissions control (continued)

In 2018, our plants provided feedback based on the current regime of environmental inspection. The Company subsequently rectified all environmental protection issues that were identified, according to the requirements of environmental protection department and combining the audit findings and environment assessment of The Coca-Cola Company and COFCO. These focused on on-site management, 5S, on-site health, and other risks with the potential to adversely affect environmental protections and/or stability of operations. The environmental risks of all plants are under control.

The Group additionally used its intranet to collect, summarise and analyse the data on environmental performance indicators for each subordinate branch/subsidiary to further strengthen the tracking and monitoring of environmental performance of the Company and, based on this, formulate relevant improvement plans and future development targets.

2. 環境責任(續)

2.3 排放物控制(續)

2018年，本公司各工廠依據本次環保檢查反饋，結合環保部門要求、可口可樂公司及中糧審核發現與環境評估，針對現場管理、5S、現場衛生等有可能影響環保達標或造成運營波動的各種風險，積極開展整改，確保各工廠環保風險受控。

另外，本集團利用內部在線系統對相關環境績效指標數據進行收集、匯總和分析，範圍涵蓋各下屬分公司／子公司，進一步加強對本公司環境績效表現的跟蹤監測，以此為基礎來制定相應的改進計劃和未來發展目標。

2. ENVIRONMENTAL RESPONSIBILITY (continued)

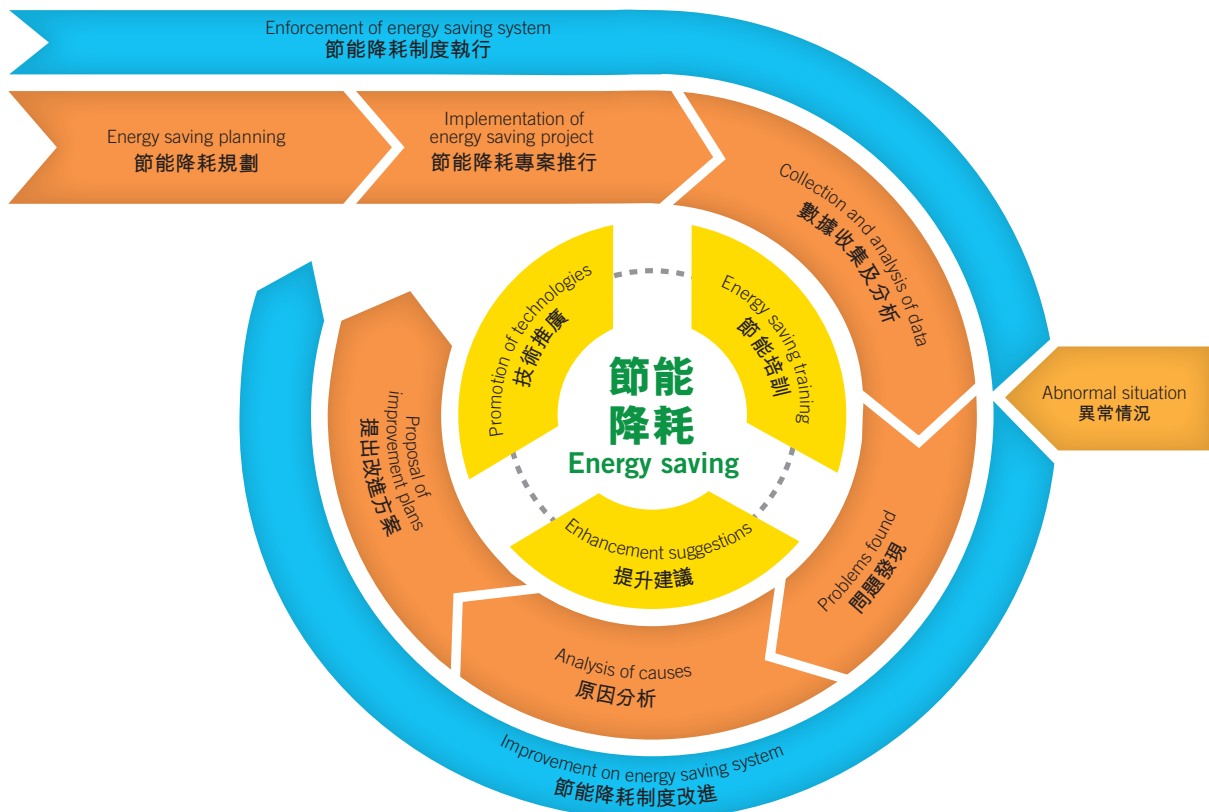
2.4 Saving Energy

China Foods is continuously exploring new measures and technologies to save energy and resources in its production and operations. It has accordingly developed energy, water and resource management and operating procedures such as the Energy Saving Management System (《節能降耗管理制度》). In day-to-day operations, in accordance with the Measures for the Management of Energy Performance Assessment (《能耗績效考核管理辦法》), production management departments issue energy consumption targets to subordinate production units on a regular basis (monthly, quarterly, semi-annual or annual), and the production units report the energy consumption data through the intranet system. Management departments assess each department's completion of their targets based on these data. For units which have failed to attain their targets, the management departments will arrange for responsible employees to analyse the causes and formulate improvement plans.

2. 環境責任(續)

2.4 節能降耗

中國食品在生產運營中堅持探索和推進可行的節能降耗技術和措施，制定了《節能降耗管理制度》等一系列的能源、水資源及物料管理辦法和操作規程。在日程運營中，依照《能耗績效考核管理辦法》，由生產主管部門定期(月度、季度、半年或年度)對下級各生產單位下達能耗指標，各生產單位通過內部在線系統進行能耗數據提報，管理部門以此為基礎對各部門能耗指標的完成情況進行評估。對於未完成指標的單位，管理部門及時組織相關人員進行原因分析並制定改進計劃。



2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.4 Saving Energy (continued)

In 2018, the Group revised its energy-saving and environmental protection projects, resulting in the saving of approximately 700 tonnes of standard coal, and approximately 150,000 tonnes of water. In 2018, the Group's main energy-saving projects were as follows:

2. 環境責任(續)

2.4 節能降耗(續)

2018年，本集團積極開展節能環保項目改造，改造項目年節能量折標煤約700噸，節水量約15萬噸。2018年，本集團主要節能降耗案例如下：

No 序號	Plant 工廠	Energy-saving project in 2018 2018年節能降耗項目案例
1	CCBL Tianjin 中可飲料天津	Cooling Tower Using Recycled Water 冷卻塔使用回收水
2	CCBL Hebei 中可飲料河北	Concentrated Water Recycling Project in Water Treatment Plant 水處理濃水回收
3	CCBL Huabei 中可飲料華北	Bottle Washing Water Recycling 生產沖瓶水等回用
4	CCBL Shandong 中可飲料山東	Replace 5-Step Hot Cleaning and Sterilisation Process with 3-Step Process 三步熱清洗消毒代替五步清洗消毒
5	CCBL Gansu 中可飲料甘肅	Pre-sugar Filter Cleaning Water Recycling 前糖過濾機清洗水回收改造
6	CCBL Inner Mongolia 中可飲料內蒙	Reclaimed Water Recycling 中水回用
7	CCBL Shanxi 中可飲料山西	Using Reclaimed Water for Cooling Tower 中水回用於生產製冷機組涼水塔
8	CCBL Inner Mongolia 中可飲料內蒙	LED Lighting Technology Service LED照明技術服務
9	CCBL Jinan 中可飲料濟南	Renovation of LED Lighting LED燈改造
10	CCBL Huazhong 中可飲料華中	Frequency Control for Fresh Air System 新風系統電機變頻控制

2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.4 Saving Energy (continued)

In 2018, China Foods' subordinate plants' outstanding results in saving energy and reducing emissions earned a number of awards. Sixteen plants were named as Excellent Water-saving Enterprises of the Beverage Industry (飲料行業節水優秀企業), while 13 plants were named as Excellent Energy-saving Enterprises of the Beverage Industry (飲料行業節能優秀企業). The Group also applied energy-saving and emissions-reducing concepts to the construction of new plants. In 2018, CCBL Huazhong plant received LEED Platinum certification from the US Green Building Council after a multifaceted assessment of water resources utilisation, energy and atmosphere, materials and material resources, indoor environmental quality and innovative design. It was the first industrial enterprise in Hunan Province to receive this certification. The CCBL Inner Mongolia plant was awarded LEED Gold certification, while the CCBL Heilongjiang and CCBL Liaoning (Central) plants each received LEED Silver certification.

3. EMPLOYEE CARE

The Company strongly believes in "relying on trust, emphasising on performance, people oriented and creating a win-win situation" and is committed to providing fair and open employment opportunities for those who meet its recruitment conditions. We also provide a favourable environment for career development with opportunities for university and college graduates, and hope to attract and nurture more talent for the beverage industry.

2. 環境責任 (續)

2.4 節能降耗 (續)

2018年度，中國食品下屬工廠在踐行節能減排過程中不僅取得突出成效，同時獲得了社會各界節能減排獎項評比的豐碩成果，其中包括：16家工廠獲得飲料行業節水優秀企業稱號，13家工廠榮獲飲料行業節能優秀企業稱號。本集團還將節能減排的理念應用於新工廠的建設中。2018年，中可飲料華中廠經過水資源利用、能源與大氣、材料與材料資源、室內環境質量和創新設計等多方面評定，最終榮獲美國綠色建築委員會(LEED)最高等級鉑金認證，成為了湖南省首家獲此認證的工業企業，中可飲料內蒙廠獲得(LEED)認證金獎，中可飲料黑龍江廠獲得(LEED)認證銀獎，中可飲料遼寧(中)廠獲得(LEED)認證銀獎。

3. 員工關懷

本公司秉承「言而有信、業績至上、以人為本、共創多贏」的理念，在發展的過程中，承諾為社會各界滿足招聘條件的人士提供公平、公開的就業機會。同時，我們重視為高校畢業生提供良好的職業發展平台和機會，希望為飲料行業吸引和培養更多的優秀人才。

3. EMPLOYEE CARE (continued)

3.1 Employment and employee benefits

We strongly believe that talent is the Company's most valuable asset and the basis for ensuring its sustainable development. In its operations, the Company fully complies with laws and regulations on employment and employee rights, such as the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》), the Social Insurance Law (《社會保險法》), the Juvenile Protection Act (《未成年人保護法》), Female Workers' Labour Protection Regulations (《女職工勞動保護規定》), Measures for Paid Annual Leave (《帶薪年休假辦法》) and the Minimum Wage Regulations (《最低工資規定》). The Company has established comprehensive policies and systems for employee recruitment, labour contracts, remuneration and benefits, attendance management, training and development, performance appraisal, disciplinary policies, protection of employee interests, etc, in order to protect the basic interests of employees, eliminate discrimination by nationality, age and gender, etc, and strictly prohibit the hiring of child labour and any form of forced labour.

During the employee recruitment process, the human resources department confirms the age and identity of candidates through identity verification and qualification checks, and enters successful candidates into the human resources information management system, which is maintained regularly. Employees legally enter into labour contracts with their respective members of the Group, and pay social insurance and housing funds for employees in accordance with laws.

To regulate employee working hours, the Company has put into place systems such as attendance/leave management regulations and approves of special working hours only in accordance with laws. Employee working hours are managed by the human resources department. If an abnormal situation is discovered, the human resources department will immediately communicate a warning to the person in charge, and at the same time arrange leave or overtime payments for the affected employees.

3. 員工關懷(續)

3.1 僱傭與員工權益

我們堅信優秀的人才是公司最寶貴的財富，是保障公司可持續發展的基礎。本公司在運營過程中積極識別並遵守有關僱傭與員工權益的法律法規，如《中華人民共和國勞動合同法》、《社會保險法》、《未成年人保護法》、《女職工勞動保護規定》、《帶薪年休假辦法》及《最低工資規定》等。本公司建立了有關員工招聘、勞動合同、薪酬福利、考勤管理、培訓與發展、績效考核、紀律政策、員工權益保障等一系列政策制度，確保員工的基本權益，保證員工不因民族、年齡、性別等因素受到歧視，嚴禁僱傭童工，反對任何形式的強迫勞動。

在員工招聘過程中，人力資源部門通過對應聘人員身份覆核、資質校驗等方式確認應聘人員年齡及身份的準確性，並將成功應聘的人員信息錄入至人力資源信息管理系統中，定期進行維護。員工與各自所屬的本集團成員公司均依法簽訂勞動合同，並按法律規定為員工繳納社會保險及住房公積金。

對於工時管理，本公司建立了考勤及休假管理規定等相關制度，並按照法律規定在各地進行特殊工時的審批，由人力資源部門對員工的工作時間進行管理，發現異常情況立即與主管部門負責人進行溝通並提出警告，同時安排加班員工進行調休或支付加班費。

3. EMPLOYEE CARE (continued)

3.1 Employment and employee benefits (continued)

The Company has also compiled a Staff Handbook (《員工手冊》) to give employees a comprehensive insight to corporate culture and values, the human resources management system, employee benefits and rights, employee assessment criteria, and other matters. The Company has established staff communication and complaint mechanisms to ensure that employees can express their concerns and opinions through secure channels.

As of the end of December 2018, the Group's total number of employees was approximately 19,900, and no significant violations of relevant labour laws and regulations had occurred.

3.2 Employee development and training

The Company strongly believes in “creating a most admired professional team” and is committed to providing employees with a solid career development platform and a comprehensive training system, so that the Company can pursue development with the employees hand in hand. To this end, the Company formulated management systems and regulations such as the Training and Management System (《培訓管理制度》), Training System (《培訓體系》) and Career Development System (《職業生涯發展體系》). The Company's human resources department is responsible for the formulation and implementation of annual training plans. The human resources department of each region/plant is also responsible for cooperating with the human resources department at headquarters to implement the Company's training programmes, formulate training plans for its region/plant, and manage the relevant training records.

3. 員工關懷(續)

3.1 僱傭與員工權益(續)

與此同時，本公司頒佈了《員工手冊》，以幫助員工全面瞭解企業文化和價值觀、人力資源管理制度、員工的福利待遇和權益保障、相關考核標準等。本公司也建立了員工溝通和申訴機制，以保證員工能夠通過合理途徑提出自身的訴求和意見。

截止至2018年12月底，本集團總僱員人數約19,900人，未發生重大違反相關勞動法律法規的事件。

3.2 員工發展與培訓

一直以來，本公司堅持「擁有最受讚賞的專業團隊」的人才發展理念，堅持為員工提供良好的職業發展平台和完整的培訓體系，實現企業與員工的共同發展。本公司制定了《培訓管理制度》、《培訓體系》以及《職業生涯發展體系》等相關管理制度和規定，由本公司人力資源部負責年度培訓計劃的制定和實施。各大區／工廠人力資源部負責配合總部人力資源部推動公司培訓項目實施、制定本大區／工廠的培訓計劃並管理相關培訓記錄等。

3. EMPLOYEE CARE (continued)

3.2 Employee development and training (continued)

The Group's employee training includes:

For new employees – Induction training, including centralised and professional training organised by various departments;

General skills – Training to improve productivity and professional skills;

Professional skills – Training to enhance professional skills, including technical-and research and development-based training; and

Leadership – Training to enhance leadership ability of management staff.

The Company's training is broadly categorised as either internal or external, and includes the internal training of COFCO and the Group, the employment of external trainers to provide training for employees, and arrangements for employee participation in external open classes. In 2018, the total training provided by the Group to its employees amounted to 890,127 hours and a total of 949,705 person-times. Cumulative per capita training was 46.2 hours. In terms of training hours, classroom training accounted for 73% and online training accounted for 27%. In terms of training content, professional training, management and general knowledge respectively accounted for 73%, 6%, and 10%, while new employee training accounted for 11%.

3. 員工關懷(續)

3.2 員工發展與培訓(續)

本集團為員工提供的培訓內容主要包括：

新員工培訓 – 為新入職員工提供的入職培訓，包括統一組織的集中培訓和各部門安排的專業培訓；

通用技能培訓 – 為提升員工工作效率和職業化技能開展的培訓；

專業技能培訓 – 為提升員工專業工作技能開展的培訓，包括技術系列和研發系列培訓等；及

領導力培訓 – 為提升管理人員領導能力而組織的培訓。

本公司培訓方式分為內訓、外訓兩種形式，包括中糧和本集團內部組織的培訓、聘請外部培訓師為員工提供的培訓、安排員工參加外部公開課。2018年，本集團累計為員工提供培訓共計890,127小時，累計培訓949,705人次，累計人均培訓46.2小時。總培訓學時中，課堂培訓佔比73%，網路培訓佔比27%。從培訓類型看，專業類培訓佔比73%，管理類佔比6%，通用課程佔比10%，新員工培訓佔比11%。

3. EMPLOYEE CARE (continued)

3.2 Employee development and training (continued)

The Group has also built a platform for internal talent flow, launched internal open recruitment, promoted a reasonable accumulation of talent, and provided abundant opportunities for the staff members' career development.

3.3 Occupational health and safety

The Company strives to create a safe and healthy working environment for all employees, and abides by all national and local occupational health and safety laws and regulations including the Labor Law of the People's Republic of China (《中華人民共和國勞動法》), the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》) and the Law of the People's Republic of China on Work Safety (《中華人民共和國安全生產法》). The Group has emplaced occupational health and safety management systems including Safety Production and Occupational Hygiene Management Regulations, Measures for Safety Management of Dangerous Operations, and Measures for the Management of Safety Production and Treatment for Accidents, as well as operational safety procedures. The Company continues to expand and refine its occupational health and safety management systems in its subsidiaries/plants in order to raise their standard. As of the end of 2018, 18 of the Company's 19 production units had gained OHSAS18001 certification for occupational health and safety management systems, with the remaining unit to be audited in 2019.

3. 員工關懷(續)

3.2 員工發展與培訓(續)

同時，本集團還為員工搭建了內部人才流動平台，開展內部公開招聘，促進人才合理流動，為員工提供豐富的職業發展機會。

3.3 職業健康與安全

本公司努力為所有員工營造安全健康的工作環境。本公司積極識別並遵循國家和地方層面有關職業健康和安全管理法律法規，包括《中華人民共和國勞動法》、《中華人民共和國職業病防治法》、《中華人民共和國安全生產法》等。在職業健康和安全管理方面，本集團制定了相關制度，包含安全生產與職業衛生管理規定、危險作業安全管理辦法、安全生產事故隱患排查治理管理辦法等，同時制定了一系列的安全操作流程規定。作為提升本公司職業健康和安全管理水平的重要手段之一，本公司持續推進各下屬公司／工廠建立並運行職業健康安全體系。截至2018年底，本公司所屬的19家生產單位，18家生產單位通過了OHSAS18001職業健康安全體系認證，還有1家將在2019年進行審核。

3. EMPLOYEE CARE (continued)

3.3 Occupational health and safety (continued)

In implementing specific measures stipulated by the relevant system, the Company requires its subordinate plants to establish quality, environmental protection and safety departments, and to position safety and environmental protection specialists responsible for plant safety and the environmental protection management work. Furthermore, each plant formulates a compliance list on EHS (environment, health and safety) regulations which is renewed and maintained by the aforementioned specialists. The plants identify dangerous operational positions and potential hazards, provide their operators with personal protective equipment such as goggles, helmets, safety gloves and safety shoes, implement strict approval and supervision procedures for special operations, and provide appropriate protection measures such as fencing or lifelines where climbing is required.

As a matter of routine, the Company arranges annual medical check-ups for all employees as well as annual check-ups on occupational diseases for employees doing specific types of work. In accordance with the relevant requirements, the Company retains employee medical records for subsequent follow-ups.

During 2018, the Group recorded no fatalities related to production safety. As of the end of 2018, 1,122 working days had been lost due to work-related injuries.

4. PRODUCT LIABILITY

To fulfill its dedication to “modern beverages and creating long-lasting value”, the Group perceives quality as its first priority. It strives above all to provide consumers with consistently satisfying, safe products. The Group wholly abides by national, regional and industry laws and regulations relevant to product liability, including the Food Safety Law of the People’s Republic of China (《中華人民共和國食品安全法》), the Product Quality Law of the People’s Republic of China (《中華人民共和國產品質量法》), the Measures for the Administration of Food Production Licenses (《食品生產許可管理辦法》) and the Law of the People’s Republic of China on Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》).

3. 員工關懷(續)

3.3 職業健康與安全(續)

在落實有關制度規定的具體措施方面，本公司要求下屬工廠皆需設立質量安全環保部，並設立安全環保專員，負責廠區內安全與環境保護管理工作；各工廠內部設立了EHS(環境、健康和安全)法規遵循目錄清單，由專人負責更新維護；工廠對危險性操作崗位和潛在危害因素進行識別，為操作員工配備勞動保護設備，如護目鏡、安全帽、安全手套、安全鞋等；對特殊作業實行嚴格的審批和監管流程，並提供針對性保護措施；對需要進行登高作業的罐頂安裝了防護欄或生命索。

同時，本公司為所有員工安排年度體檢，對特殊工種員工則每年安排職業健康體檢，並按照相關要求對其檔案進行保存以便記錄跟蹤。

2018年度內，本集團未發生安全生產死亡事故，截止至2018年底，因工受傷損失的工作天數共計1,122天。

4. 產品責任

為實現「奉獻時尚飲品，共創永恒價值」的企業使命，本集團一直將產品質量保證作為日常工作的第一位，努力為消費者提供滿意放心的優質產品。本集團持續追蹤並嚴格遵守產品責任相關的國家、地區及行業法律法規，包括《中華人民共和國食品安全法》、《中華人民共和國產品質量法》、《食品生產許可管理辦法》、《中華人民共和國消費者權益保護法》等。

4. PRODUCT LIABILITY (continued)

4.1 Food quality and safety

China Foods continuously promotes a corporate culture of quality and safety through enhancements to its products and management. The Company's quality and safety system certifications have been implemented at factory level for eight consecutive years, as audited by a third-party professional certification body. As of the end of 2018, all 19 production units had attained FSSC (Food Safety System Certification) 22000 and ISO9001 certifications. In terms of management systems, in recent years, CCBL has driven the full implementation of the Consolidated Emergency Plan for Food Safety Issues (《食品安全事故綜合應急預案》), the Measures for Quality and Safety Management of Suppliers (《供應商質量安全管理辦法》), Food Safety Management Regulations (《食品安全管理規定》), the Measures for Food Additives Management (《食品添加劑管理辦法》), the Measures for Food Recall Management (《食品召回管理辦法》) and other product quality inspection related systems in subordinate enterprises.

Product safety inspection

While the Company's subordinate production units routinely conduct production inspections of raw and semi-finished materials and finished products, CCBL also frequently retains qualified third-party institutions to conduct additional regular enforcement inspections for certain nationally-required standards. Enforcement of other standards is supplemented by inspections carried out by production unit laboratories. At the start of each year, CCBL's Quality, Safety and Environmental Protection Department formulates a supervision and sampling plan which is issued to the plants. The plants subsequently conduct quarterly sampling inspections on finished and semi-finished products, raw materials, packaging materials, etc. In 2018, a total of 29,796 product batches passed the first self-inspection test, with a passing rate of 100%. The plants commissioned external qualified third-party inspection organisations to inspect 1,043 batches of self-tested products, and the passing rate was 100%.

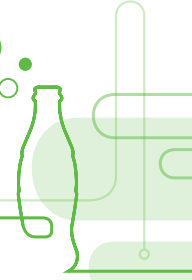
4. 產品責任(續)

4.1 食品質量和安全

中國食品持續推行企業的質量安全文化，繼續提升食品質量和安全管理水平。本公司連續八年推動和落實基層工廠的質量安全體系認證，並由第三方專業認證機構指派經驗豐富的審核專家負責審核。截至2018年底，本公司所屬正式投產的19家生產單位均通過FSSC22000及ISO9001體系的認證。在管理制度建設方面，近年來中可飲料做出了巨大努力和貢獻，在所屬企業內堅決貫徹《食品安全事故綜合應急預案》、《供應商質量安全管理辦法》、《食品安全管理規定》、《食品添加劑管理辦法》、《食品召回管理辦法》及產品品質檢驗相關制度。

產品質量檢驗

本公司下屬各生產單位一方面進行原料、半成品及成品出廠前等日常生產檢驗；另一方面，中可飲料定期聘請外部有資質的第三方機構對國家要求的部分指標進行定期檢驗，另一部分指標由各生產單位自建實驗室執行補充檢驗，以涵蓋國標要求的所有指標。同時，中可飲料的質量安全環保部每年初都會制定當年的監督抽檢計劃，並下發至各個工廠，由各工廠按季度對成品、半成品、原料包材等進行抽樣送檢。2018年，產品出廠自檢批次共計29,796，一次合格率100%。工廠委託外部有資質的第三方機構檢驗1,043批次，合格率为100%。



4. PRODUCT LIABILITY (continued)

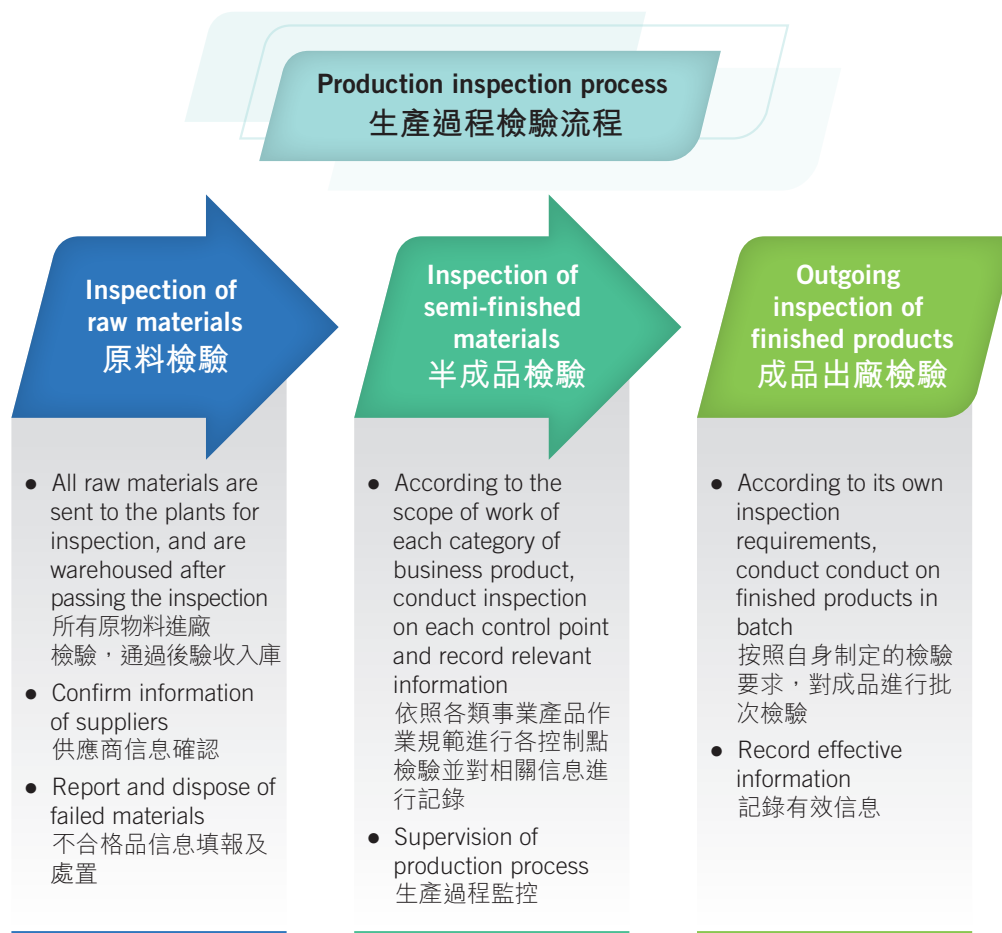
4.1 Food quality and safety (continued)

Product safety inspection (continued)

4. 產品責任(續)

4.1 食品質量和安全(續)

產品質量檢驗(續)



Special capacity building in food safety

Taking full consideration of the risks inherent to its upstream, downstream and manufacturing phases, the Company extended the HACCP management system which was traditionally applied to the manufacturing phase forward to its production base, suppliers and new product development, and backward to the customer services system.

食品安全專項能力建設

本公司充分考慮上下游和製造環節的風險，在重視傳統意義製造環節 HACCP 管理體系建設的基礎上，向前延伸至基地、供應商、新產品開發，向後延伸至通路客戶服務系統。

4. PRODUCT LIABILITY (continued)

4.1 Food quality and safety (continued)

Special capacity building in food safety (continued)

All Company's production plants have installed high-definition cameras to monitor all areas of food safety risk. Each plant also employs responsible persons to arrange monitoring frequency. For issues revealed by video surveillance, supervised corrective action is taken to ensure that such risks are brought fully under control.

Qualified third-party inspection organisations were also engaged to perform microbiological competence tests on plant laboratories. All inspected plants passed the latest round of these tests.

Prevention and emergency mechanism of food safety issues

China Foods has a system of emergency response plans for food safety incidents in its plants, and organises drills on a regular basis. The Company has also established a preventive early warning mechanism for significant hidden dangers in areas such as product quality and microbial detection. The mechanism has achieved remarkable results, reaching a 100% passing rate in sample testing. At the same time, the Company also continues to tackle Daily Quality and Safety Issues (《日常品質安全問題》) and has accordingly used risk identification and assessment to prepare a risk list and develop commensurate control measures. This approach enabled the measures to control significant risks from within the normal dynamic control process. During 2018, there were no recalls of sold or delivered products from the Group due to safety or health reasons.

4. 產品責任(續)

4.1 食品質量和安全(續)

食品安全專項能力建設(續)

本公司對所屬生產工廠所有的食品安全風險點加裝了高清攝像頭，並要求各工廠制定監控監測頻率及責任人，保證監控覆蓋到每一個風險點。對於視頻監控中發現的問題，要求進行更正行動，並通過持續監督來確保此類風險被完全控制。

此外，亦聘請有資質的第三方檢測機構對所屬工廠的實驗室進行了微生物能力測試，測試結果顯示所有檢測工廠全部通過能力檢測。

食品安全事故防範和應急機制

中國食品建立了從公司到工廠的食品安全應急預案體系，並定期組織演練。通過重大隱患專項治理，建立起預防和預警機制，其中，針對產品質量、微生物檢測等重大隱患的專項治理取得明顯效果，達到監督抽查合格率100%的目標。同時，亦持續梳理《日常質量安全問題》，通過風險識別和評估，編製風險清單，制定分級、分類管控措施，將重大隱患的管控措施固化在日常動態管理過程中。2018年度內，本集團未發生已售或已運送產品因安全和健康理由召回的事件。

4. PRODUCT LIABILITY (continued)

4.2 Customer services system

To help provide consumers with high quality products, the Group has established a customer service centre with an information service system for recording and processing information such as customer complaints, enquiries and recommendations. The Group's consumer complaint handling procedures were also developed specifically to receive and respond to complaints with an open-minded attitude, careful investigation, positive feedback and follow-up action.

In 2018, more than 219,000 calls were received by the customer service centre, and the excellent performance of its staff enable us to maintain a good relationship with our customers and further enhanced the Group's reputation. In 2018, we completed an online and continuous function upgrade of the customer information service system in all operating regions. The new system provides more convenient and efficient customer services in major sales regions, enhancing the customer experience and consumer satisfaction.

The customer service centre is committed to following up oral complaints within 24 hours and confirming written complaints within 48 hours. The customer service staff at each sales region attaches great importance to every case and makes every effort to ensure that customers are satisfied. In 2018, the completion rate for handling consumer complaints reached 97%, and the customer satisfaction rate was maintained at the high level of 95%.

4. 產品責任(續)

4.2 客戶服務體系

為消費者提供滿意放心的優質產品是我們的宗旨。本集團建立了客戶服務中心，配備了信息化的客服系統，用於記錄、轉辦、處理客戶投訴、諮詢與建議等信息。同時，亦制定了消費者投訴處理程序，針對客戶投訴，我們本著虛心接受、認真調查、積極反饋、後續跟進的處理態度，盡最大所能應對消費者的訴求。

2018年，客服中心受理話務量總計21.9萬餘起，本集團通過全天候運作的客戶服務中心，由熟練的客服坐席人員處理客戶諮詢，維護了良好的客戶關係，提升了我們服務的口碑。2018年，我們完成了全區域的客戶信息服務系統的上線及持續功能升級，能為各銷售大區提供更加方便快捷的客戶服務，讓消費者在新系統的升級改造後有了更好的體驗度，提升了客戶滿意度。

客服中心作出內部服務承諾，在24小時內跟進口頭投訴、在48小時內確認書面投訴。本公司各銷售大區客訴對接人非常重視每一起個案，竭盡全力為消費者及客戶提供優質的產品與服務。2018年，客訴結案率達到97%，客服滿意度繼續保持在95%的較高水平。

4. PRODUCT LIABILITY (continued)

4.2 Customer services system (continued)

To protect customer information, all sales orders and deliveries are completed in the Group's SAP system. Only authorised personnel can access the information and maintain the system, which effectively protects the information and privacy of customers.

4.3 Advertising, marketing and brand management

The Group fully abides by laws and regulations concerning advertising and marketing, including the Advertisement Law of the People's Republic of China (《中華人民共和國廣告法》) and the relevant regulations of COFCO. Through COFCO, the Company selects advertising and media vendors which meet its unified selection standards, and all advertisements are approved by the Company's legal department in view of controlling risk. The Company has also formulated strict assessment standards pertaining to the use of trademarks of COFCO and the Group in marketing and media. After a stringent review of their proposed use, the Company determined the suitability of the trademarks' use and reports to COFCO for approval.

In 2018, the Group committed no violations of laws and regulations relevant to advertising and marketing.

4. 產品責任(續)

4.2 客戶服務體系(續)

對於消費者信息的保護，我們的銷售訂單的下達、發貨等業務均在本集團SAP系統中完成，僅授權人員可以進行信息查閱及維護，有效保護了客戶的資料及隱私。

4.3 廣告營銷與品牌標識

本集團嚴格遵守《中華人民共和國廣告法》等廣告營銷相關的法律法規以及中糧的相關規定。本公司通過中糧統一遴選符合標準的廣告公司和媒介公司，並且所有廣告都經過公司法律部風控合規審核。對於在媒體合作、市場推廣中有關中糧、本集團商標標識的使用，本公司同樣制定有相應的嚴格評估標準，經嚴格審核後，由本公司提請品牌標識使用需求，上報中糧審批。

2018年度內，本集團未發生違反廣告營銷相關法律法規的事件。

5. SUPPLY CHAIN MANAGEMENT

In order to ensure the Company's product quality and safety and control risk from its point of origin, we continue to strengthen our supervision of our supply chain. The Company also works with suppliers to build a green and sustainable supply chain system, and has continuously improved its operational management performance as well as its cooperative partners.

Various assessment instruments are used to ensure the quality of the raw materials purchased by the Group. The Group and The Coca-Cola Company have jointly established a comprehensive supplier evaluation mechanism. A review of suppliers' social responsibilities conducted by independent third parties is one of the basic contents of on-site review. It aims at making comprehensive judgments on suppliers' environmental and social risks, including compliance of relevant laws and regulations, possession of relevant permits, engagement of child labour, and sufficient protection for workers. The Group ceases its cooperation with any supplier who fails to meet requirements, and require the said suppliers to rectify their issues within a defined time period. We also pay regular visits to suppliers who have passed the review.

The Group and The Coca-Cola Company has jointly established a proven supplier information management system, implemented whole process management from supplier access verification, regular audits and performance evaluations. We conduct comprehensive evaluations on suppliers on a regular basis, and exercise the exit system on suppliers who fail. After each assessment, we update our supplier information management system and require each unit to execute their purchases in accordance with the supplier list.

5. 供應鏈管理

為了保障公司的產品質量安全，從源頭控制風險，我們持續加強對供應鏈的質量安全監管。本公司致力於與供應商攜手打造誠信綠色可持續發展的供應鏈體系，不斷提升自身及合作夥伴的運營管理表現。

為保障所採購額原材料質量，本集團制定了各類評估工具。同時，本集團和可口可樂公司一起建立完善的供應商評估機制。由獨立第三方對供應商社會責任審核是現場審核的基本內容之一，旨在對供應商的環境及社會風險進行綜合性的判斷：包括是否遵守相關法律法規，是否獲得相關許可，是否使用童工，是否對員工有良好的勞動保護等。本集團對不符合要求的供應商會立即停止合作，並要求其在一定期限內整改。對已通過審核供應商，也會定期回訪。

本集團亦與可口可樂公司一起建立了完善的供應商信息管理系統：從供應商准入認證，定期審核和績效評估等方面進行全流程的管理。通過定期對供應商進行綜合評估，對不合格供應商執行退出機制。每次評估後會對供應商信息更新，並要求所屬各單位按照供應商清單進行相應的採購工作。

5. SUPPLY CHAIN MANAGEMENT (continued)

The Group also attaches great importance to the ethical behaviour and contractual spirit of suppliers. Our supplier contracts contain specific terms obliging both parties to prevent any improper procurements in accordance with The Coca-Cola Company's Supplier Code of Business Conduct (《可口可樂公司供應商商業行為規範》).

Number of beverage business suppliers by region

Region	2018 Data (number)
North-east	9
North China	28
Central China	4
East China	21
South China	27
North-west	7
South-west	13
Total	109

6. ANTI-CORRUPTION

"Integrity" is a core value of China Foods, and the Company maintains a "zero tolerance" stance on violations of professional and business ethics. The Company fully abides by laws and regulations such as the Criminal Law of the People's Republic of China (《人民共和國刑法》), the Law of the People's Republic of China Against Unfair Competition (《中華人民共和國反不正當競爭法》), the Interim Provisions on Banning Commercial Bribery (《關於禁止商業賄賂行為的暫行規定》) and the Opinion on Issues concerning the Application of Law in the Handling of Criminal Cases of Commercial Bribery (《關於辦理商業賄賂刑事案件適用法律若干問題的意見》), and has implemented COFCO'S regulations relevant to integrity discipline management.

5. 供應鏈管理 (續)

本集團亦十分重視供應商的商業道德及契約精神。與供應商簽署合約時有明確的條款注明雙方應按照《可口可樂公司供應商商業行為規範》，抵制一切不正當採購事件的發生。

按地區劃分飲料業務供應商數目統計

地區	2018年數據(個)
東北	9
華北	28
華中	4
華東	21
華南	27
西北	7
西南	13
合計	109

6. 反貪污

「誠信」是中國食品的核心價值觀之一，本公司對違反職業操守和商業道德的行為「零容忍」。本公司積極識別並遵循《中華人民共和國刑法》、《中華人民共和國反不正當競爭法》、《關於禁止商業賄賂行為的暫行規定》、《關於辦理商業賄賂刑事案件適用法律若干問題的意見》等相關法律法規，並積極落實中糧有關廉潔紀律管理的規定。

6. ANTI-CORRUPTION (continued)

The Company is constantly improving its internal anti-fraud systems and strengthening its corresponding mission training. The Company has implemented COFCO's 14 Provisions on COFCO Manager Professional Conduct (Revised Edition) (《中糧經理人職業操守十四條(修訂版)》), which stipulate that employees shall not “conduct business with relatives, use their authorities to seek benefits for themselves and their relatives and friends, obtain benefits from subsidiaries and customers, and take any form of rebate”. Employees found to have violated these regulations are subject to disciplinary action according to the severity of the act, until legal liability is pursued. The Company has also fully implemented the China Foods Limited Close Relatives Avoidance System (《中國食品有限公司近親屬迴避制度》) and the Rules Governing China Foods Limited Staff Indiscipline Report Award (Trial) (《中國食品有限公司員工違紀行為舉報獎勵管理辦法(試行)》) to encourage employees to actively report any violation of laws, regulations, the Company's regulations and any act which is damaging to the Company's economic interests and social reputation. Such reports can be made via channels such as the special report line and e-mail.

The Company has attached great importance to scrutinising and tightly managing all activities connected with tendering and procurement. It has implemented the Rules Governing Tender and Procurement of COFCO Coca-Cola Beverages Limited (《中糧可口可樂飲料有限公司招標採購管理辦法》), to avoid non-compliance in these areas.

In 2018, CCBL received 11 concern and clue reports and 7 were closed. No violation of regulatory violations were found upon following up.

6. 反貪污(續)

本公司長期堅持反舞弊體系建設，不斷完善內部制度，加強相關宣教培訓。本公司嚴格執行中糧頒佈的《中糧經理人職業操守十四條(修訂版)》，其中明確規定任何員工「不與親屬做生意、不利用職權為自己和親友謀利益、不向下屬公司和客戶索取利益、不拿任何形式的回扣」，一旦違反規定將根據情節輕重給予紀律處分直至追究法律責任。同時，亦貫徹落實《中國食品有限公司近親屬迴避制度》和《中國食品有限公司員工違紀行為舉報獎勵管理辦法(試行)》，鼓勵員工積極舉報任何違反法律法規和公司規定、損害公司經濟利益和社會聲譽的行為，同時設立了舉報專線和郵箱等舉報途徑。

本公司重視對招標採購工作的監督管理，制定並貫徹執行《中糧可口可樂飲料有限公司招標採購管理辦法》，避免招標採購中的舞弊等不規範行為。

2018年度內，中可飲料收到問題線索11件，處理結案7件，未發現違規違紀事項。

7. COMMUNITY INVESTMENT

“Loyalty to national policies and making people’s lives better” is the overall mission of COFCO and the motive behind the Coca-Cola China’s “We Care” sustainable development and public welfare strategies. Through “We Care”, we provide a wide range of high quality beverages to the market while at the same time fulfilling our role as a corporate citizen. The Group actively responds to the needs of communities, makes contributions in respect of environmental protection, education, sports, community and disaster relief, and encourages its employees to participate in various welfare activities in order to promote the mutual development and progress of enterprises and society.

In 2018, we launched a series of multi-form social welfare activities with participation total of 29,009 person-times. The cumulative labour hours devoted were about 85,705, while the capital invested was about RMB10.07 million.

7. 社區投資

傳承中糧「忠於國計、良於民生」的社會責任理念，以及可口可樂中國系統「我們在乎」的可持續發展與公益策略，我們在為市場和消費者提供高品質、全品類的飲料產品同時，也扮演著企業公民的角色，努力回饋社會。本集團積極響應國家號召、瞭解社區需求，在環保、教育、體育、社區及救災等領域持續投入，並鼓勵員工參與各種公益活動，推動企業與社會的共同發展與進步。

在過去的2018年度，我們開展了一系列多形式的社會公益活動，累計投入29,009人次，累計投入人工時數約85,705小時，投入資金約人民幣1,007萬元。



7. COMMUNITY INVESTMENT (continued)

Representative Cases



7. 社區投資(續)

代表性案例展示

1. Targeted Poverty Alleviation:

In 2018, CCBL continued to implement its poverty alleviation programme. For the third consecutive year, a team engaged in poverty alleviation tasks in Shiqu County, Ganzizhou, located at 4,500 metres above sea level in Sichuan Province. In total, it participated in 12 such projects including plateau animal husbandry dairy processing, agriculture, forestry science and technology industry demonstration park, and tourist area development, generating economic benefits of more than RMB3 million. From 2016-2018, with the support of COFCO, CCBL contributed an accumulated fund of RMB10.65 million to poverty alleviation projects, while its donation of fixed assets and others was approximately RMB1.33 million. These efforts helped raise five “Poverty Villages” out of poverty. The excellent performance of Wei Lai, one of the Group’s poverty alleviation team members, led him to be named as an “Outstanding Individual” in Shiqu County in 2018.

一、精準扶貧：

2018年中可飲料繼續全面落實自身承擔的扶貧任務，所派出的優秀幹部連續第三年扎根海拔4,500米的四川省甘孜州石渠縣，開展精準扶貧工作，與援助了高原畜牧業乳品加工、農林科技產業示範園、旅遊景區開發等12個精準扶貧項目，已帶動產生經濟效益人民幣300餘萬元。2016-2018年，在中糧的支持下，中可飲料援建累計投入扶貧專項資金人民幣1,065萬元，投入固定資產與捐贈物資折合約人民幣133萬元，幫扶5個「貧困村」成功摘帽。因為出色的工作表現，扶貧掛職幹部魏來被評為2018年度石渠縣對口扶貧工作「先進個人」。



7. COMMUNITY INVESTMENT (continued)

2. Environmental protection projects:

Volunteers Actions:

Each bottling plant of the Company responds to the unique environmental protection requirements of its surrounding area with voluntary actions. These can include participation in “Earth Hour”, tree planting and garbage classification education. As well as protecting communities’ environments, we educate consumers on sustainability through employee behaviour and corporate communication. In 2018, the Group invested RMB791,118 in voluntary environmental protection projects.

3. Education/Sports:

Safe School Campus:

In 2015, a series of “Safe School Campus” activities for students were launched in all the Company’s beverage business operating regions. Students’ self-protection abilities were improved with special classes covering such eventualities as fires and drowning, earthquakes, traffic safety, and self-rescue in emergencies. In 2018, CCBL promoted the “Safe School Campus” project by working with firefighting, traffic control, public security and other government departments to provide life-saving knowledge to 110,000 students from 172 schools in 13 markets. Total investment in the project was RMB966,742.

7. 社區投資(續)

二、環保項目：

環保志願者行動：

本公司屬下各裝瓶廠根據所在經營區域環境保護需求，因地制宜開展「地球一小時」、公益植樹、垃圾分類教育等環保志願者行動，在切實保護社區環境的同時，通過員工行為和企業傳播，影響更多消費者注重環保，共同維護家園的美麗。2018年，本集團為志願者環保項目投入資金人民幣791,118元。

三、教育／體育事業

平安校園：

於2015年開始在本公司飲料業務全部轄區廣泛開展「平安校園」學生安全教育系列活動。通過安全實踐課堂關注學生防火防溺水、地震、交通安全、應急自救、自護等領域，提升學生的自我保護能力。2018年，中可飲料「平安校園」項目携手各地消防、交管、公安等政府部門走進13個市場的172所學校，投入人民幣966,742元，為11萬學生提供生動的安全知識課堂。



7. COMMUNITY INVESTMENT (continued)

3. Education/Sports: (continued)

“Flowers Blossom” Relief Programme:

In 2011 CCBL launched “Flowers Blossom” with the aim to relieve the pressure of living of students, and since then our employees have continued to make one-on-one donations for students in poverty-stricken areas under the programme’s lead. Currently, “Flowers Blossom” is in effect at several bottling plants including Central China, Xinjiang, Gansu and Sichuan. More than 800 students have benefitted from the programme thus far, with the amount of subsidy granted at RMB183,400.

Promoting Football game:

CCBL has a long-term charitable interest in supporting the development of campus football. In places such as Shandong, Hunan and Inner Mongolia, our bottling plants cooperate with government departments to promote the game through hosting or co-organising a wide range of activities. We have helped to open up the field for young footballers and the next generation of players. In 2018, RMB620,000 was invested in the programme.

“COFCO Coca-Cola Cup” Youth Sports Club Football Tournament:

In 2018, a “COFCO Coca-Cola Cup” youth sports club football tournament was held by the CCBL (Huazhong) plant in Changsha City. Twenty-six youth clubs, more than 440 coaches, team leaders and athletes from the city participated. The tournament has lasted for more than a month, comprising 115 matches with a total of 531 goals recorded.

7. 社區投資(續)

三、教育/體育事業(續)

「花兒朵朵」援助計劃：

中可飲料早在2011年便發起了「花兒朵朵」援助計劃，通過公司牽線，我們的員工對貧困地區學生進行一對一持續性捐助，減輕學生在校學習階段的生活壓力。目前，「花兒朵朵」援助計劃已經在華中廠、新疆廠、甘肅廠、四川廠等多家裝瓶廠開展，累計受益學生超800名，資助金額達到人民幣183,400元。

足球運動推廣：

中可飲料持續支持校園足球發展當作長期性的公益活動。在山東、湖南、內蒙等地，我們的裝瓶廠與政府部門合作，通過主辦或協辦形式，成為當地校園足球發展的積極推動者。為足球小將開闢一片綠茵，協力培育中國足球的新希望。2018年，該項目的投入為人民幣620,000元。

「中糧可口可樂杯」青少年體育俱樂部足球賽：

2018年中可飲料華中廠舉辦的長沙市「中糧可口可樂杯」青少年體育俱樂部足球賽，共有來自全市26支青少年俱樂部、超過440名教練員、領隊、運動員參與。比賽歷時一個多月，進行115場比賽，總共打入531粒進球。



7. COMMUNITY INVESTMENT (continued)

3. Education/Sports: (continued)

Coca-Cola Mayor Cup Football Tournament:

In 2018, the CCBL (Shandong) plant organised its 21st consecutive annual “Coca-Cola Mayor Cup Football Tournament”. More than 300 teams played 885 matches, with over 6,000 participants in all.

4. Caring for the community:

Water Purification Programme:

CCBL is an important participant in a “Water Purification Programme” charity project initiated by the Coca-Cola China United One Foundation Fund (可口可樂中國聯合壹基金). The scheme assists schools and communities in remote areas to install water purification equipment, so that local children may avoid the harm from unsafe water. In 2018, the Xinjiang Poverty Alleviation and Water Purification Project was carried out in one of the Company’s beverage business areas. The project installed 50 sets of purification equipment in the Hetian area of southern Xinjiang, covering 47 schools in five counties and benefiting 20,119 teachers and students in four regions.

7. 社區投資 (續)

三、教育／體育事業 (續)

可口可樂市長杯足球賽：

2018年中可飲料山東廠連續第21年開展「可口可樂市長杯足球賽」，300餘支球隊進行了885場比賽，參與人數超過6,000人。

四、社區關懷：

淨水計劃：

中可飲料積極參與由可口可樂中國聯合壹基金發起的「淨水計劃」公益項目，該項目旨在通過幫助偏遠地區的學校和社區安裝淨水設備，來保證當地孩子免受不安全飲水的傷害。2018年，在本公司飲料業務轄區內開展的新疆扶貧與淨水計劃項目在南疆和田地區完成50台飲水設備安裝工作，覆蓋南疆四地州5個縣47所學校，惠及師生20,119人。



7. COMMUNITY INVESTMENT (continued)

4. Caring for the community: (continued)

520 Incentive Programme for Women:

The “Coca-Cola 520 Programme” is a global sustainable development project was launched by The Coca-Cola Company to empower women and realise their values. CCBL bottling plants in various areas have participated in a variety of ways, including by providing comprehensive entrepreneurial guidance and support to women who wish to or at the beginning of starting their own businesses. “Coca-Cola 520 Maternity Universities” were also launched in 11 operating regions to teach female shop owners retail business skills through online and offline courses. At the same time, we worked with Ali Tianmao Store and Jingdong Convenience to help female entrepreneurs understand new retail development trends. In 2018, CCBL carried out 63 activities and benefited 31,353 people, with an accumulated input of RMB363,942.

Community Care:

Each bottling plant under CCBL strives to work toward the genuine needs of the community. They carry out public welfare projects such as visiting welfare institutions, children requiring special attention, and elderly residents. In 2018, CCBL launched 75 such community care activities with a total investment of RMB323,936.

7. 社區投資(續)

四、社區關懷：(續)

520 婦女激勵計劃：

「可口可樂520計劃」是可口可樂公司在全球範圍內發起的、針對女性群體賦能、實現社會價值的可持續發展項目。中可飲料各裝瓶廠立足當地，充分利用各種資源，為有志創業以及創業初期的婦女提供全面的創業指導、支持，在11個業務轄區內開展「可口可樂520媽媽大學」，通過線上、線下課程培訓，向女性店主傳授零售商業技能知識，同時攜手阿里天貓小店、京東便利等平台一起為女性創業者助力，幫助她們了解新零售發展趨勢。2018年，中可飲料開展此項活動63場、受益人數達31,353人，累計投入人民幣363,942元。

社區慰問關懷：

中可飲料下屬各裝瓶廠立足社區實際，積極開展慰問福利院、特殊兒童、孤寡老人等的公益項目。幫助社區共建溫暖、和諧社會。2018年，中可飲料開展75起社區慰問活動，累計投入人民幣323,936元。



7. COMMUNITY INVESTMENT (continued)

5. Disaster relief:

Clean Drinking Water in 24 Hours Rescue Mechanism:

The operating areas of CCBL's 19 bottling plants cover 81% of mainland China and 50.4% of its population. In cases of natural disasters, the plants' strong marketing network and logistical resources are harnessed to bring such essentials as drinking water to where it is most vitally needed. In 2018, CCBL responded to the "Clean Water in 24 Hours" rescue mechanism on 16 occasions, providing more than 750,000 bottles of water to victims and rescuers in disaster-stricken areas.

7. 社區投資 (續)

五、災害援助：

淨水24小時災區飲用水救援機制：

中可飲料擁有19家裝瓶廠，覆蓋了81%的國土面積和50.4%的中國大陸人口。基於強大的營銷網絡和物流資源，在同胞有難之時，及時將飲用水運抵重災區，幫助災民緩解無水困境，在2018年共響應「淨水24小時」救援機制16次，第一時間為災區同胞和救援人員支援超過75萬瓶飲用水。

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE

附錄：港交所ESG指引索引表

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告涵蓋該內容
Aspect A1: Emissions	1	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Yes
層面 A1： 排放物		一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	2	KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Yes 是
	3	KPI A1.2 關鍵績效指標 A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Yes 是
	4	KPI A1.3 關鍵績效指標 A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (eg. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Yes 是
	5	KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate intensity (eg. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Yes 是
	6	KPI A1.5 關鍵績效指標 A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Yes 是
	7	KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表(續)

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告涵蓋該內容
Aspect A2: Use of Resources 層面A2 資源使用	8	General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Yes 是
	9	KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (eg. electricity, gas or oil) in total (kWh in '000s) and intensity (eg. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Yes 是
	10	KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (eg. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Yes 是
	11	KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Yes 是
	12	KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Yes 是
	13	KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Yes 是
Aspect A3: The Environment and Natural Resources 層面A3 環境及天然資源	14	General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Yes 是
	15	KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the Yes environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表
(續)

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告涵蓋該內容
Aspect B1: Employment	16	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Yes
層面 B1 僱傭		一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	17	KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	No 否
	18	KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	No 否
Aspect B2: Health and Safety	19	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Yes
層面 B2 健康與安全		一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	20	KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Yes 是
	21	KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	Yes 是
	22	KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表（續）

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告涵蓋該內容
Aspect B3: Development and Training 層面 B3 發展及培訓	23	General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Yes 是
	24	KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (eg. senior management, middle management). 按性別及僱員類別（如高級管理層、中級管理層等）劃分的受訓僱員百分比。	No 否
	25	KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	No 否
Aspect B4: Labour Standards 層面 B4 勞工準則	26	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Yes 是
	27	KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Yes 是
	28	KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Yes 是
Aspect B5: Supply Chain Management 層面 B5 供應鏈管理	29	General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Yes 是
	30	KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供貨商數目。	Yes 是
	31	KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供貨商的慣例，向其執行有關慣例的供貨商數目、以及有關慣例的執行及監察方法。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表(續)

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告涵蓋該內容
Aspect B6: Product Responsibility	32	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Yes
層面B6 產品責任		一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	33	KPI B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Yes 是
	34	KPI B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Yes 是
	35	KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Yes 是
	36	KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Yes 是
	37	KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者數據保障及私隱政策，以及相關執行及監察方法。	Yes 是
Aspect B7: Anti-corruption	38	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Yes
層面B7 反貪污		一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	39	KPI B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於彙報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Yes 是
	40	KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序、以及相關執行及監察方法。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表（續）

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告涵蓋該內容
Aspect B8: Community Investment 層面B8 社區投資	41	General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Yes 是
	42	KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (eg. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Yes 是
	43	KPI B8.2 關鍵績效指標 B8.2	Resources contributed (eg. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Yes 是

China Foods Limited (the “Company”) is committed to maintaining high standards of corporate governance. The board of directors of the Company (the “Board”) believes that good corporate governance standards and practices are crucial to improving the efficiency and performance of the Group and to safeguarding the interests of our shareholders, investors, customers and staff.

CORPORATE GOVERNANCE PRACTICES

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

The Company has applied the principles of the CG Code and complied with all the Code Provisions with the exception of Code Provision E.1.2 throughout the year ended 31 December 2018 (the “year”).

Under the Code Provision E.1.2 the chairman of the board should attend the annual general meeting. The former chairman of the Board, Mr. Ma Jianping, was unable to attend the annual general meeting of the Company held on 1 June 2018 due to other engagement. Ms. Luan Xiuju, executive director and the managing director of the Company, took the chair of the annual general meeting, in accordance with bye-law 73 of the bye-laws of the Company (the “Bye-Laws”), and other members of the Board were all present at that annual general meeting.

SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. The Company has made specific enquiry of all directors of the Board (“Director(s)”) regarding any non-compliance with the Model Code during the year, all Directors confirmed that they had complied with the required standards set out in the Model Code throughout the year.

中國食品有限公司(「本公司»)致力維持高水準的企業管治標準。本公司董事會(「董事會»)相信良好的企業管治水平及常規對本集團之效能及表現以及維護股東、投資者、客戶及員工之利益致為重要。

企業管治常規

本公司的企業管治常規乃根據香港聯合交易所有限公司證券上市規則(「上市規則»)附錄十四《企業管治守則》(「企業管治守則»)所載的原則及守則條文(「守則條文»)為基準。

於截至2018年12月31日止年度(「本年度»),本公司一直採用企業管治守則的原則並遵守守則條文,惟守則條文E.1.2除外。

根據守則條文E.1.2,董事會主席應出席股東周年大會。由於前董事會主席馬建平先生因有其他要務未能出席本公司於2018年6月1日舉行的股東周年大會。本公司執行董事兼董事總經理樂秀菊女士根據本公司公司細則(「公司細則»)的細則73條主持該股東周年大會,而董事會的其他成員亦有出席該股東周年大會。

董事及有關僱員的證券交易

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》(「標準守則»)作為本公司董事進行證券交易方面之操守守則。本公司已向董事會各董事(「董事»)就本年度內是否有任何未遵守標準守則作出具體查詢,全體董事確認,彼等於本年度內一直遵守標準守則所載列之規定標準。

SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES (continued)

The Company has also adopted a code for securities transactions by relevant employees (the “Employees Trading Code”) based on the Model Code concerning dealings by relevant employees in the securities of the Company. Relevant employees who are likely to be in possession of unpublished inside information of the Company and its subsidiaries (collectively the “Group”) are required to comply with the Employees Trading Code in respect of their dealings in the securities of the Company. The terms of the Employees Trading Code are no less exacting than the required standards set out in the Model Code. During the year, the Company has not received any non-compliance report from any of such employees.

THE BOARD OF DIRECTORS

Composition of the Board

The Board has in its composition a balance of skills and experience necessary for independent decision making and fulfilling its business needs.

The Board currently comprises eight Directors, namely, Mr. Yu Xubo as non-executive Director and the chairman of the Board, Ms. Luan Xiuju as an executive Director and the Managing Director, Mr. Shen Peng as executive Director, Ms. Xiao Jianping and Mr. Qin Yelong as non-executive Directors, and Mr. Stephen Edward Clark, Mr. Li Hung Kwan, Alfred and Mr. Mok Wai Bun, Ben as independent non-executive Directors. Independent non-executive Directors constitute more than one-third of the Board throughout the year and at least one of them has appropriate professional qualifications, or accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board has assessed their independence and considered that all independent non-executive Directors are independent based on the independent criteria in accordance with the requirements of the Listing Rules set out in the confirmation letter, the non-involvement of independent non-executive Directors in the daily operation and management of the Group and the absence of any relationship which would interfere with the exercise of the independent judgement.

董事及有關僱員的證券交易(續)

本公司亦已就有關僱員進行本公司證券交易採納一套根據標準守則而編製的有關僱員進行證券交易守則(「僱員交易守則」)。可能擁有有關本公司及其附屬公司(統稱「本集團」)未公開發佈的內幕消息的有關僱員必須就進行本公司證券交易遵守僱員交易守則。僱員交易守則之條款不遜於標準守則所載列之規定標準。本年度內，本公司並未有收到任何有關僱員的違規報告。

董事會

董事會的組成

董事會的成員集各方專長技能和經驗，以達致獨立決策及滿足業務需求。

董事會現時由八名董事組成。即于旭波先生為非執行董事兼董事會主席、樂秀菊女士為執行董事兼董事總經理、沈芑先生為執行董事、肖建平女士及覃業龍先生為非執行董事、及祈立德先生、李鴻鈞先生、及莫衛斌先生為獨立非執行董事。本年度內，獨立非執行董事佔董事會人數多於三分之一，且其中至少一名獨立非執行董事具備適當的專業資格，或具備適當的會計或相關的財務管理專長。本公司已收到各獨立非執行董事根據上市規則第3.13條所載有關獨立性的指引，確認其獨立性的年度確認函。董事會已評估彼等之獨立性，並經考慮根據上市規則載於確認函中獨立性準則的要求，獨立非執行董事並無參與本集團的日常營運和管理，以及不存在可能干預彼等作出獨立判決的任何關係，確認全體獨立非執行董事均屬獨立。

THE BOARD OF DIRECTORS (continued)

Composition of the Board (continued)

At as the date of this report, the Board comprises eight Directors, two of them are women. The educational background of the directors cover finance, accounting, business management, economics, engineering, sociology, history and history of art. The Company considers that the current composition of the Board has the characteristics of diversity, whether from perspectives of gender, professional background and skills.

The biographies of the Board members are set out in the “Directors and Senior Management Profile” on pages 36 to 43 of this annual report. To the best knowledge of the Board, none of the Directors are involved in any relationship as defined in Appendix 16 to the Listing Rules. The Company has also maintained on its website (www.chinafoodsltd.com) (the “Company’s Website”) and the HKExnews website of Hong Kong Exchange and Clearing Limited (the “HKEx”) (www.hkexnews.hk) (the “HKEx’s Website”) an updated list of its Directors identifying their roles and functions. Composition of the Board, by category of Directors, is explicitly identified in all the Company’s corporate communications.

Board Diversity Policy

The Board has adopted a board diversity policy (available on the Company’s Website) in August 2013 setting out the approach to achieve diversity on the Board. The Board believes that a diversity of perspectives can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, work and professional experience, skills, knowledge and length of service. All appointment of the members of the Board will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. The ultimate decision will be based on merits of the candidates and the contribution they will bring to the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The nomination committee has primary responsibility for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board and, in carrying out this responsibility, will give adequate consideration to the board diversity policy.

The Board will from time to time review the board diversity policy, as appropriate, to ensure its effectiveness.

董事會 (續)

董事會的組成 (續)

於本報告日期，董事會包括八名董事，其中兩名為女性。董事們的教育背景涉及金融、會計、工商管理、經濟、機械工程、社會學、歷史及藝術史，本公司認為其董事會目前之組成無論於性別、專業背景及技能方面考慮均具有多元化特點。

董事會成員之履歷載於本年報第36至43頁之「董事及高級管理層簡介」內。就董事會所知悉，各董事概無涉及上市規則附錄十六所界定的任何一種關係。本公司亦已於其網站 (www.chinafoodsltd.com) (「本公司網站」) 及香港交易及結算所有限公司 (「香港交易所」) 之「披露易」網站 (www.hkexnews.hk) (「香港交易所網站」) 上載其董事之最新名單以識別其角色及職責。本公司所有公司通訊中亦已明確地按董事類別披露董事會的組成。

董事會成員多元化政策

於2013年8月董事會已採納董事會成員多元化政策 (於本公司網站可供查閱)，當中載有達致董事會多元化的方針。董事會認為通過多個方面以考慮達致多元化的觀點，包括 (但不局限於) 性別、年齡、文化及教育背景、工作及專業經驗、技能、知識及服務任期。所有董事會成員的委任均以用人唯才為原則，並在考慮人選時會按客觀標準並適當考慮董事會成員多元化的裨益。最終將按人選的材幹及其可為董事會帶來提供的貢獻而作決定。本公司明白並深信董事會成員多元化對提升本公司的表現素質裨益良多。提名委員會肩負物色及提名具備合適資格可擔任董事會成員的人選供董事會批准的主要職責，並在履行此職責時，將充分考慮董事會成員多元化政策。

董事會將在適當時候檢討董事會多元化政策，以確保其行之有效。

THE BOARD OF DIRECTORS (continued)

Board Meeting and General Meeting

The Board conducts at least four regular Board meetings a year at approximately quarterly intervals with additional Board meetings as and when required.

Notices for regular Board meetings or Board committee meetings are sent to Directors or Board committee members at least fourteen (14) days prior to such meetings, Directors or Board committee members were invited to include and matters which they thought appropriate in the agenda. For ad hoc meetings, shorter notice may be given.

The company secretary assists the chairman of the Board or other committees of the Board in preparing the agenda for meetings and ensures that all relevant rules and regulations for meeting proceedings are followed. Board papers were sent to the Directors at least three (3) days before the intended dates of Board meetings or Board committee meetings (or other agreed period).

It is the practice of the Company to record in sufficient detail of matters considered and decisions reached, including concerns raised or dissenting views expressed, by the Board and Board committees. Draft and final versions of minutes of Board meetings and/or Board committee meetings are sent to Directors or committee members (as the case may be) for their comment and records respectively, in both cases within a reasonable time after the meetings. The decision of the Board can be made by written resolutions.

All minutes of Board meetings and Board committee meetings are kept by the company secretary and are available to all Directors for inspection. Every Board member has unrestricted access to the advice and services of the company secretary to enable them to discharge their duties effectively, and has the liberty to seek external professional advice if so required. The cost of procuring these professional services will be borne by the Company.

In case a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, such matter will be discussed through an actual meeting and will not be dealt with by written resolutions. Independent non-executive Directors with no conflict of interest will be present at such meetings.

董事會(續)

董事會及股東大會

董事會每年最少舉行四次常規會議，大約每季一次，並於有需要時召開額外的董事會會議。

召開董事會或董事會委員會常規會議的通告均於該等會議召開前最少十四天發給董事或董事會委員會成員。董事或董事會委員會成員獲應邀將其認為適當的事項納入議程中。就其他特別會議，則可能發出較短時間的通知。

公司秘書協助董事會或其他董事會委員會主席準備會議議程，及確保遵守有關會議程序的所有適用規則及規例。董事會或董事會委員會會議的相關會議文件，最少在董事會或董事會委員會會議日期的三天前(或協定的其他時間內)發送給董事。

本公司設有慣例，董事會及董事會委員會會議中考慮的事項及達致的決定做出足夠的記錄，其中包括董事提出的疑問或表達的反對意見。董事會及／或董事會委員會會議記錄的初稿及終稿會於會議舉行後合理時間內發送給董事或委員會成員(視乎情況而定)，初稿供他們提供意見，終稿則作為其記錄。董事會決議可以書面決議方式作出。

所有董事會及董事會委員會會議記錄均由公司秘書保管，以備董事查閱。每位董事會成員可不受限制地取得公司秘書的意見和服務，以便他們能有效執行其職務及可自由於有需要時尋求外界的專業意見。採用該等專業服務的費用將由本公司承擔。

倘主要股東或董事在董事會將予考慮之事項中存在董事會認為重大的利益衝突，有關事宜將於實際會議上討論，並不會以書面決議方式處理。在有關事宜中並無利益衝突之獨立非執行董事將會出席該等之會議。

THE BOARD OF DIRECTORS (continued)**Board Meeting and General Meeting (continued)**

Directors play active role in the Company's meetings through contribution of their opinions and active participating in discussion. During the year, other than resolutions passed by the Board in writing, a total of five Board meetings and an annual general meeting at which the external auditor attended were held and the attendance of such meetings by each Director is set out below. In the following table, the figures in brackets means the total number of meetings held during each Director's tenure throughout the year:

Name of Director	董事姓名	Board Meetings* 董事會會議*	Annual General Meeting (Note 2) 股東周年大會 (附註2)
Executive Directors			
Ms. Luan Xiuju	樂秀菊女士	4/(5)	1/(1)
Mr. Shen Peng	沈芑先生	5/(5)	1/(1)
Non-executive Directors			
Mr. Ma Jianping (Chairman) (Note 1)	馬建平先生(主席)(附註1)	4/(5)	0/(1)
Ms. Xiao Jianping	肖建平女士	4/(5)	1/(1)
Mr. Qin Yelong	覃業龍先生	4/(5)	1/(1)
Independent Non-executive Directors			
Mr. Stephen Edward Clark	祈立德先生	5/(5)	1/(1)
Mr. Li Hung Kwan, Alfred	李鴻鈞先生	5/(5)	1/(1)
Mr. Mok Wai Bun, Ben	莫衛斌先生	5/(5)	1/(1)

* During the year, one of the Board meetings was related to continuing connected transaction, in which non-executive Directors and an executive Director who are related to COFCO Corporation ("COFCO") had abstained from attending or voting at the Board meeting.

Notes:

1. Mr. Ma Jianping resigned as non-executive Director and the chairman of the Board on 4 January 2019.
2. The annual general meeting of the Company was held on 1 June 2018, and more details are set out in the circular of the Company dated 26 April 2018 and the poll results announcement of the Company dated 1 June 2018.

董事會(續)**董事會及股東大會(續)**

董事透過發表其意見及積極參與討論，在本公司的會議上擔當重要的角色。本年度內，除了由董事會簽署通過的書面決議外共舉行五次董事會會議及一次有外聘核數師出席的股東周年大會，每位董事於該等會議之出席情況載列如下。就下表而言，括號內數字指於本年度內各董事任期內舉行的會議總數：

* 本年度內，當中有一次董事會會議與持續關連交易有關，其中與中糧集團有限公司(「中糧」)有關的非執行董事及一名執行董事已在董事會會議上放棄參與投票。

附註：

1. 於2019年1月4日，馬建平先生辭去非執行董事及董事會主席職務。
2. 本公司之股東周年大會已於2018年6月1日舉行，詳情載於本公司日期為2018年4月26日的通函，以及本公司日期為2018年6月1日的投票表決結果公告。

THE BOARD OF DIRECTORS (continued)

Responsibilities of the Board

The Board, led by the chairman, is responsible for the leadership and control of the Company, and be collectively responsible for formulating the Company's overall strategies and policies, reviewing and monitoring financial and operating performance, reviewing the effectiveness of risk management and internal control systems, supervising and managing management's performance of the Company and approval of matters or transactions of a material nature or those requiring disclosure under the Listing Rules.

The Board delegates the day-to-day management, administration and operation of the Company and implementation of the strategies and policies set by the Board to the management under the leadership of the managing director.

Corporate Governance Function

No corporate governance committee has been established and the Board is responsible for performing the corporate governance function such as developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring the training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the CG Code and disclosure in the corporate governance report contained in the annual report of the Company.

During the year, the Board has performed the corporate functions by reviewing the Company's corporate governance practices.

Nomination, Appointment and Election/Re-Election of Directors

During the year, the Company has adopted a nomination policy (available on the Company's Website) which provides a framework and sets standards to assist the nomination committee in identifying and nominating suitable candidates for the Board's consideration and to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

董事會(續)

董事會的責任

董事會由主席領導，負責領導及監控本公司、制訂本公司整體策略及政策、評估及監察財務及營運表現、檢討風險管理及內部監控系統之成效、監督及管理本公司管理層之表現，以及批准重大或根據上市規則須予以披露的事宜或交易。

董事會委託由董事總經理領導的管理層，負責本公司之日常管理、行政及營運工作，以及落實董事會制定的策略及政策。

企業管治職能

由於並無成立企業管治委員會，因此由董事會負責執行企業管治職能，如制定及檢討本公司企業管治之政策及常規、檢討及監控董事及高級管理層的培訓及持續專業發展、本公司之政策及常規以符合法律及監管規定；以及本公司遵守企業管治守則之情況及載於本公司年報內的企業管治報告之披露。

本年度內，董事會已透過檢討本公司的企業管理常規以履行企業管治職能。

董事提名、委任及選舉／重選董事

本年度內，本公司已採納董事提名政策（於本公司網站可供查閱），以協助提名委員會識別及提名合適人選以供董事會考慮，並確保董事會成員具備切合本公司業務所需的技巧、經驗及多元化觀點的要求提供框架及設定標準。

THE BOARD OF DIRECTORS (continued)

Nomination, Appointment and Election/Re-Election of Directors (continued)

Pursuant to bye-law 111 of the Bye-laws, each Director (including those appointed for specific terms) shall be subject to retirement by rotation at least once every three years and the retiring Directors shall be eligible for re-election. Director who is appointed either to fill a casual vacancy or as an additional director to the Board shall hold office until the first general meeting of the Company after his appointment and be subject to election at such meeting pursuant to bye-law 94 of the Bye-laws. Any further re-appointment of an independent non-executive Director, who has served the Company for more than nine years, will be subject to separate resolution to be approved by the shareholders. The director who shall retire from office at the forthcoming annual general meeting of the Company is set out on page 115 of this annual report.

All Directors (including non-executive Directors and independent non-executive Directors) were appointed for specific terms of three years and all existing Directors have signed formal appointment letters with the Company with respect to their directorship with the Company.

Continuous Professional Development

All Directors, including non-executive Directors and independent non-executive Directors, should keep abreast of their collective responsibilities as directors and of the business and activities of the Group. Each newly appointed Director would receive from the chairman of the Board or executive Directors' briefings on the operations and business of the Group and an induction package to ensure that he has a proper understanding on his responsibilities under the relevant statutes, laws, rules and regulations.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. From time to time, the company secretary disseminates information on the latest development regarding the Listing Rules and other applicable regulatory requirements to the Directors to ensure compliance and enhance their awareness of good corporate governance practices. The Company will organise seminars on specific topics of significance or interest for Directors and management staff and sponsors Directors to attend professional development seminars or other programmes where necessary.

董事會(續)

董事提名、委任及選舉/重選董事(續)

根據公司細則的細則111條，每位董事(包括設有特定委任年期的董事)須最少每三年輪席退任一次，且合資格膺選連任。根據公司細則的細則94條獲委任以填補董事會臨時空缺或為新增董事的董事任期一直至其委任後本公司的首個股東大會時結束，並須於該會上膺選。在重新委任任何已服務董事會超過九年之獨立非執行董事時，將由股東以獨立決議案批准通過。將於本公司即將舉行的股東周年大會上退任的董事載於本年度報告第115頁。

所有董事(包括非執行董事及獨立非執行董事)的委任均設有特定三年的委任年期。而所有現任董事均已就其出任本公司的董事職務與本公司簽訂正式的委任函。

持續專業發展

所有董事(包括非執行董事及獨立非執行董事)均須及時瞭解彼等作為董事之集體職責及本集團之業務及動向。每位新任董事於彼獲委任後從董事會主席或執行董事接受有關本集團營運及業務的介紹，及獲提供啟導文件，確保其對相關條例、法例、規則及法規下的責任有適當程度的瞭解。

本公司鼓勵所有董事參與持續專業發展，以發展及重溫其知識及技能。公司秘書不時向董事提供上市規則以及其他適用監管規定的最新發展概況，以確保董事遵守良好的企業管治常規，並提升其對良好企業管治常規的意識。本公司會為董事及管理人員組織有重要性的或值得關注的專題講座。如有需要，本公司亦會資助董事出席專業發展講座或其他課程。

THE BOARD OF DIRECTORS (continued)**Continuous Professional Development (continued)**

According to the records provided by the Directors, a summary of training received by the Directors during the year is set out below:

董事會(續)**持續專業發展(續)**

按董事提供的記錄，董事於本年度內所接受培訓之概要載列如下：

Name of Director	董事姓名	Attending briefings, seminars, conference and/or reading materials relevant to the director's duties and responsibilities 參與簡報會、培訓會、大型會議及／或閱讀與董事職責及職務有關的資料
Executive Directors	執行董事	
Ms. Luan Xiuju	樂秀菊女士	✓
Mr. Shen Peng	沈芃先生	✓
Non-executive Directors	非執行董事	
Mr. Ma Jianping (<i>Chairman</i>) (<i>Note 1</i>)	馬建平先生(<i>主席</i>)(<i>附註1</i>)	✓
Ms. Xiao Jianping	肖建平女士	✓
Mr. Qin Yelong	覃業龍女士	✓
Independent Non-executive Directors	獨立非執行董事	
Mr. Stephen Edward Clark	祈立德先生	✓
Mr. Li Hung Kwan, Alfred	李鴻鈞先生	✓
Mr. Mok Wai Bun, Ben	莫衛斌先生	✓

Note:

1. Mr. Ma Jianping resigned as non-executive Director and the chairman of the Board on 4 January 2019.

附註：

1. 於2019年1月4日，馬建平先生辭去非執行董事及董事會主席職務。

Directors' Insurance

During the year, the Company arranged appropriate insurance for Directors and officers of the Group.

董事的保險

本年度內，本公司已為本集團董事及高級管理人員投購了適當的保險。

CHAIRMAN AND MANAGING DIRECTOR

The roles of chairman and managing director are segregated and discharged by different individuals. Currently, the chairman of the Board is Mr. Yu Xubo who was appointed on 4 January 2019, while the managing director of the Company is Ms. Luan Xiuju. Mr. Ma Jianping was the chairman of the Board until 4 January 2019.

主席及董事總經理

主席及董事總經理之角色已被區分並由不同人士擔任。目前，董事會主席為于旭波先生（於2019年1月4日獲委任），而本公司董事總經理則由樂秀菊女士出任。馬建平先生為董事會主席，直至2019年1月4日止。

The chairman of the Board is responsible for the leadership and effective running of the Board, and ensuring all significant and key issues are discussed and where required, resolved by the Board in a timely manner.

董事會主席負責領導及有效管理董事會並確保所有重大及主要事項由董事會於必要情況下及時商討並解決。

CHAIRMAN AND MANAGING DIRECTOR (continued)

The managing director of the Company is delegated with the authority and responsibility to manage the businesses of the Company in all aspects effectively, implement major strategies, make day-to-day decision and coordinate overall business operation and regularly report to the Board.

BOARD COMMITTEES

The Board has established four committees, namely, the executive committee, the audit committee, the remuneration committee and the nomination committee, to oversee corresponding aspects of the Company's affairs. All Board committees of the Company have defined terms of reference.

EXECUTIVE COMMITTEE

The executive committee currently consists of two executive Directors, namely, Ms. Luan Xiuju who is the chairwoman of this committee, and Mr. Shen Peng.

The terms of reference of the executive committee are available on the Company's Website. The primary responsibility of the executive committee is to deal with and supervise the day-to-day business operations, management and administration of the Group. There is no minimum meeting requirements and the executive committee shall meet as and when necessary for proper discharge of its duties.

REMUNERATION COMMITTEE

The remuneration committee currently consists of three members, including two independent non-executive Directors, namely, Mr. Mok Wai Bun, Ben who is the chairman of this committee, and Mr. Stephen Edward Clark, and a non-executive Director and the chairman of the Board, namely, Mr. Yu Xubo. Mr. Ma Jianping, a former non-executive director and the chairman of the Board has ceased to be a member of the remuneration committee since his resignation took effect from 4 January 2019.

主席及董事總經理(續)

本公司董事總經理獲授予權力及職責以有效管理本公司各方面之業務、實施主要策略、作出日常決策並協調整體業務經營及定期向董事會匯報。

董事委員會

董事會成立了四個委員會，分別為執行委員會、審核委員會、薪酬委員會及提名委員會，以監督本公司事務的有關範疇。本公司所有董事會委員會均有制定其職權範圍書。

執行委員會

執行委員會目前由兩名執行董事組成，包括樂秀菊女士(為該委員會女主席)及沈芃先生。

執行委員會的職權範圍書已刊載於本公司網站。執行委員會之首要責任是處理及監督本集團日常業務的營運、管理及行政。執行委員會並無規定最少會議次數，將於需要時舉行會議以適當履行其職責。

薪酬委員會

薪酬委員會目前由三名成員組成，包括兩名獨立非執行董事，莫衛斌先生(為該委員會主席)及祈立德先生(Mr. Stephen Edward Clark)以及一名非執行董事兼董事會主席于旭波先生。前非執行董事兼董事會主席馬建平先生自2019年1月4日起辭任後，已不再是薪酬委員會成員。

REMUNERATION COMMITTEE (continued)

The terms of the remuneration committee are available on the website of the Company's Website and the HKEx's Website. The duties of the remuneration committee are mainly to make recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management and make recommendations to the Board on the remuneration packages of individual executive Directors and senior management including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration packages of individual non-executive Directors.

During the year, the remuneration committee held one meeting and the attendance by each committee member is set out below. In the following table, the figures in brackets means the total number of meetings held during each member's tenure throughout the year ended 31 December 2018:

Name of Committee Member	委員會成員姓名	Attendance/ Number of Meetings 出席／會議次數
Mr. Mok Wai Bun, Ben (<i>Chairman</i>)	莫衛斌先生(主席)	1/(1)
Mr. Stephen Edward Clark	祈立德先生	1/(1)
Mr. Ma Jianping	馬建平先生	1/(1)

The following is a summary of the work performed by the remuneration committee during the year:

- reviewed the Company's remuneration policy and structure for Directors and senior management;
- reviewed the remunerations of Directors and senior management for the year 2017;
- reviewed the performance of all executive Directors and senior management and made recommendation to the Board on bonuses for 2017; and
- reviewed and made recommendation to the Board on the remunerations of Directors and senior management for the year 2018.

薪酬委員會(續)

薪酬委員會的職權範圍書已刊載於本公司網站及香港交易所網站。薪酬委員會之主要職責為就本公司董事及高級管理層之薪酬政策及架構向董事會提供推薦建議。同時，亦就每位執行董事及高級管理層之個人薪酬待遇，包括非金錢利益、退休金福利及賠償金額(包括任何因喪失或終止職務或委任的賠償)；以及就每位非執行董事的薪酬待遇向董事會提出建議。

本年度內，薪酬委員會舉行了一次會議，每位委員會成員之出席情況載列如下。就下表而言，括號內數字指於截至2018年12月31日止年度期間各成員任期內舉行的會議總數：

薪酬委員會於本年度內的工作概要如下：

- 本公司董事及高管薪酬政策及架構回顧；
- 2017年董事及高管薪酬情況回顧；
- 審閱全體執行董事及高管的表現，並向董事會就2017年獎金情況提出建議；及
- 審閱並向董事會就有關董事及高管2018年薪酬情況提出建議。

REMUNERATION COMMITTEE (continued)

For the year ended 31 December 2018, the remuneration of senior management (excluding directors of the Company) falls into three bands, 2 individuals in the range of RMB1,000,001 to RMB1,500,000; and 1 individual in the range of RMB2,000,001 to RMB3,000,000. Such amount includes pension scheme contributions.

Details of the remuneration of the Company's directors for the year ended 31 December 2018 are set out in the note 13 to the financial statements of this annual report.

NOMINATION COMMITTEE

The nomination committee currently consists of three members, including a non-executive Director and the chairman of the Board, namely Mr. Yu Xubo, who is the chairman of this committee and two independent non-executive Directors, namely Mr. Li Hung Kwan, Alfred and Mr. Mok Wai Bun, Ben. Mr. Ma Jianping, a former non-executive director and the chairman of the Board, has ceased to be the chairman of the nomination committee since his resignation took effect from 4 January 2019.

The terms of reference of the nomination committee are available on the Company's Website and the HKEx's Website. The duties of the nomination committee are mainly to review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify suitable candidates for appointment as directors; make recommendations to the Board on appointment or re-appointment of Directors and succession planning for Directors; and assess the independence of independent non-executive Directors and review whether non-executive Directors (including independent non-executive Directors) are spending enough time to fulfill their duties annually.

In assessing the Board composition, the nomination committee would take into account various aspects set out in the board diversity policy.

In recommending candidates for appointment to the Board, the nomination committee would consider candidates on merit against objective criteria and with regards to the benefits of diversity of the Board.

薪酬委員會(續)

截至2018年12月31日止年度應付高級管理層(不包括本公司董事)之薪酬介乎人民幣1,000,001元至人民幣1,500,000元範圍2人;及介乎人民幣2,000,001元至人民幣3,000,000元範圍1人,上述金額計入退休金計劃供款。

本公司董事截至2018年12月31日止年度的酬金詳情在於本年報的財務報表附註13。

提名委員會

提名委員會目前由三名成員組成,包括一名非執行董事兼董事會主席,于旭波先生(為該委員會的主席);以及兩名獨立非執行董事李鴻鈞先生及莫衛斌先生。前非執行董事兼董事會主席馬建平先生於2019年1月4日起辭任後,已不再擔任提名委員會主席。

提名委員會的職權範圍書已刊載於本公司網站及香港交易所網站。提名委員會之主要職責為審閱董事會之架構、規模及成員組合,並就有關董事會之任何建議變動提出推薦建議,以配合本公司之企業策略;物色合適人士以委任為董事;就董事之委任或重新委任以及繼任計劃向董事會提出推薦建議;及評估獨立非執行董事之獨立性;以及非執行董事(包括獨立非執行董事)是否付出足夠的時間以履行其職責作年度評估。

在評核董事會組成時,提名委員會考慮董事會多元化政策所載列的範疇。

在向董事會推薦候選人時,提名委員會會根據客觀標準考慮候選人的長處,並顧及董事會多元化的裨益。

NOMINATION COMMITTEE (continued)

During the year, no new director was appointed.

During the year, the nomination committee held one meeting and the attendance by each committee member is set out below. In the following table, the figures in brackets means the total number of meetings held during each member's tenure throughout the year ended 31 December 2018:

Name of Committee Member	委員會成員姓名	Attendance/ Number of Meetings 出席／會議次數
Mr. Ma Jianping (<i>Chairman</i>)	馬建平先生(主席)	1/(1)
Mr. Li Hung Kwan, Alfred	李鴻鈞先生	1/(1)
Mr. Mok Wai Bun, Ben	莫衛斌先生	1/(1)

The following is a summary of the work performed by the nomination committee during the year:

- reviewed the structure, size and composition of the Board;
- reviewed the time required from non-executive Directors (including independent non-executive Directors) and assessed whether they are spending enough time to fulfill their duties; and
- assessed the independence of independent non-executive Directors.

AUDIT COMMITTEE

The audit committee currently consists of three independent non-executive Directors, namely, Mr. Stephen Edward Clark who is the chairman of this committee, Mr. Li Hung Kwan, Alfred and Mr. Mok Wai Bun, Ben.

提名委員會(續)

於本年度內，並沒有委任新董事。

本年度內，提名委員會舉行了一次會議，每位委員會成員之出席情況載列如下。就下表而言，括號內數字指於截至2018年12月31日止年度期間各成員任期內舉行的會議總數：

提名委員會於本年度內的工作概要如下：

- 檢討董事會的架構、規模及成員組成；
- 檢討非執行董事(包括獨立非執行董事)所需投放的時間；以及評估彼等是否有否付出足夠時間以履行職責；及
- 評估獨立非執行董事的獨立性。

審核委員會

審核委員會目前由三名獨立非執行董事組成，包括祈立德先生(Mr. Stephen Edward Clark)(為該委員會主席)、李鴻鈞先生及莫衛斌先生。

AUDIT COMMITTEE (continued)

The terms of reference of the audit committee are available on the Company's Website and the HKEx's Website. The duties of the audit committee are mainly to assist the Board to ensure objectivity and credibility of financial reporting, and ensuring effective risk management and internal control systems of the Company are in place. The audit committee's responsibilities also include the appointment, compensation and supervision of the external auditor. The audit committee is further authorised by the Board to investigate any activity within its terms of reference, and may make recommendations to the Board to take appropriate actions emanating from such investigations.

During the year, the audit committee held two meetings and the attendance by each committee member is set out below. In the following table, the figures in brackets means the total number of meetings held during each member's tenure throughout the year ended 31 December 2018:

Name of Committee Member	委員會成員姓名	Attendance/ Number of Meetings 出席／會議次數
Mr. Stephen Edward Clark (<i>Chairman</i>)	祈立德先生(主席)	2/(2)
Mr. Li Hung Kwan, Alfred	李鴻鈞先生	2/(2)
Mr. Mok Wai Bun, Ben	莫衛斌先生	2/(2)

The following is a summary of the work performed by the audit committee during the year:

- reviewed and made recommendations for the Board's approve on 2017 annual results announcement, the audited consolidated financial statements for the year ended 31 December 2017; 2018 interim results announcement, and the unaudited interim financial statements for the six months ended 30 June 2018;
- reviewed matters relating to the Group's financial and accounting policies and practices;
- reviewed continuing connected transactions of the Group for the year ended 31 December 2017 and for the period ended 30 June 2018 respectively;

審核委員會(續)

審核委員會的職權範圍書已刊載於本公司網站及香港交易所網站。審核委員會的職責主要是協助董事會確保財務報告的客觀性和可信性，並確保本公司具備有效的風險管理和內部控制制度。審核委員會的職責還包括外聘核數師的任命、薪酬和監督。審核委員會進一步獲董事會授權調查其職權範圍內的任何活動，並根據有關調查向董事會提出適當的行動建議。

本年度內，審核委員會舉行了兩次會議，每位委員會成員之出席情況載列如下。就下表而言，括號內數字指於截至2018年12月31日止年度期間各成員任期內舉行的會議總數：

審核委員會於本年度內的工作概要如下：

- 審閱並向董事會提出批准2017年全年業績公告、截至2017年12月31日止年度的經審核綜合財務報表、2018年中期業績公告；以及截至2018年6月30日止六個月的未經審核中期財務報表的推薦建議；
- 審閱本集團採用的財務及會計政策及常規的相關事宜；
- 審閱本集團截至2017年12月31日止年度及截至2018年6月30日止期間的持續關連交易；

AUDIT COMMITTEE (continued)

- reviewed external auditor's management letter;
- reviewed the internal audit results and the effectiveness of the Group's internal control and risk management systems in twice;
- approved the internal audit plan for the year of 2018;
- reviewed and assessed the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes;
- made recommendation to the Board on the appointment of Deloitte Touche Tohmatsu as external auditor of the Company;
- reviewed improvements made in the Company's finance function; and
- met with the external auditor to discuss the general scope of their audit work for the financial year ended 31 December 2018.

AUDITORS' REMUNERATION

During the year, the fees paid or to be payable to the Company's external auditor are set out below:

Services rendered	所提供的服務	Fees paid/payable 已付／應付的費用 RMB'000 人民幣千元
Annual audit services	年度審計服務	1,321
Non-audit services*	非審計服務*	566
Total	合計	1,887

* Such services included, among others, interim review, results announcements review, compliance review relating to continuing connected transactions, and tax advisory services.

審核委員會(續)

- 審閱外聘核數師給予管理層的《審核情況說明函件》；
- 兩次審閱內部審計結果及本集團的內部監控系統及風險管理系統的有效性；
- 批准2018年年度的內部審計計劃；
- 檢討並評估本集團會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程是否充足；
- 就委任德勤•關黃陳方會計師行為本公司的外聘核數師向董事會提出推薦建議；
- 審閱本公司財務功能的改善情況；及
- 與外聘核數師會面，就截至2018年12月31日止財政年度核數工作的一般範圍進行討論。

核數師的酬金

本年度內，向本公司的外聘核數師已支付或應支付的費用載列如下：

* 該等服務其中包括中期報告審閱、業績公告審閱、持續關連交易的合規審閱及稅務諮詢服務費。

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors, which is responsible for overseeing the preparation of annual financial statements, receive monthly management accounts and updates on the Group's performance and financial position and prospects prepared by management of the Company on a regular basis. Management of the Company was required to provide detailed report(s) and explanation to enable the Board make an informed assessment of the financial and other information put forward for its approval. In preparing the financial statements for the year ended 31 December 2018, the Board adopted appropriate accounting policies consistently, made prudent and reasonable judgements and estimates. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements of the Company on a going-concern basis.

The Board is committed to present a balanced, clear and comprehensible assessment of the Group's affairs to its shareholders and the public in a timely manner. The annual and interim results of the Company are published in accordance with the disclosure requirements under the Listing Rules.

The reporting responsibilities of the Directors and the external auditor are further set out in the "Independent Auditor's Report" of this annual report. For other financial disclosures required under the Listing Rules are disclosed pursuant to statutory requirements.

The Company is committed to ensuring compliance with regulatory requirements under the Listing Rules, applicable laws and regulations in handling connected transactions. Accordingly, the Company implemented various internal control mechanisms to capture and monitor connected transactions to ensure that connected transactions are conducted under normal commercial terms or on terms that are fair and reasonable and properly disclosed and (if necessary) approved by the independent shareholders of the Company in accordance with the Listing Rules. Connected persons will be required to abstain from voting in the general meetings. Details of the connected transactions of the Company during the year are set out in the "Report of the Directors" of this annual report.

問責及核數

財務匯報

董事有監督年度財務報表的編製的責任，而董事則定期收到由本公司管理層編製的月度管理賬目及有關本集團表現、財務狀況及前景的最新資料。本公司管理層需提供詳細報告及解釋，以使董事會能夠對所提供的財務及其他資料作出知情評估及批准。在編製截至2018年12月31日止年度的財務報表時，董事會貫徹採用合適的會計政策、作出審慎合理的判斷及估計。董事會並不知悉有關任何事件或情況的重大不確定性可能對本公司持續經營的能力產生重大質疑。因此，董事已按照持續經營基準編製本公司的綜合財務報表。

董事會致力為股東及公眾適時地就本集團的事務提供持平、清晰及全面的評估。本公司的全年及中期業績年已根據上市規則的披露要求刊發。

董事及外聘核數師之申報責任於本年報之「獨立核數師報告」內進一步闡述。就上市規則項下所規定之其他財務披露事項已根據法例規定作出披露。

本公司致力確保關連交易的處理符合上市規則、適用法例及規例項下之監管規定。因此，本公司推行多項內部監控機制，以落實及監控關連交易，確保關連交易按一般商業條款或屬公平合理之條款進行，並已妥為披露且(如需要)根據上市規則獲本公司獨立股東批准。關連人士將按要求在股東大會上放棄投票。本公司於本年度內進行之關連交易詳情載於本年報「董事會報告」內。

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control

The Board acknowledges its responsibility for maintaining comprehensive and effective risk management and internal control systems, and for reviewing the effectiveness of these systems through the audit committee of the Board.

Sound risk management and internal control systems are based on the Company's good business ethics and culture, the quality and capabilities of its employees, the direction of the Board, and also the efficiency and capabilities of management.

Management of the Company, under the Board supervision, is responsible for the design, implementation and monitoring of the risk management and internal control systems.

The Group has established a sound and comprehensive risk management and internal control system, formed a systematic and effective system on segregation of duty and three lines of defense in risk management, with each of the business units as the first line of defense; the business supervision and inspection departments at all levels as the second line of defense; and internal audit department and supervision department as the third line of defense.

The Group has established its risk management and internal control systems based on the COSO (Committee of Sponsoring Organisation of the Treadway Commission) risk management framework.

The Group's risk management covers the Company's headquarters and its subsidiaries, covering various risks faced in operation and management, and focusing on and continuously monitor the key risks.

According to the risk management strategy, the Group conducts a comprehensive risk assessment every two years in combination with the Group's strategic and business objectives and changes in the market environment. Identify major risks that adversely affect the achievement of strategic objectives and prioritise the identified risks based on a set of standard criteria and formulate a risk mitigation plan to monitor the risk to an acceptable level.

問責及核數(續)

風險管理及內部監控

董事會確認其對維持全面及有效的風險管理和內部監控制度承擔責任，並通過董事會之審核委員會檢討這些系統的有效性。

健全的風險管理和內部控制體系是基於本公司良好的商業道德與文化、員工的素質與能力、董事會的方向以及管理層的效率與能力。

本公司的管理層在董事會的監督下，負責風險管理和內部監控系統的設計，實施和監督。

本集團已經建立起完善的全面風險管理和內部監控體系，形成了科學有效的職責分工體系，建立了風險管理三道防線，即業務部門為第一道防線；各級業務監督檢查部門為第二道防線；內審部和監察部為第三道防線。

本集團依照 COSO (Committee of Sponsoring Organisations of the Treadway Commission) 的風險管理框架搭建風險管理及內部監控系統。

本集團的風險管理工作覆蓋本公司總部及各附屬公司，內容涵蓋經營管理中面臨的各種風險，並對其中的關鍵風險進行重點關注和持續監督。

根據風險管理策略，結合本集團的戰略和經營目標，以及市場環境的變化，本集團每兩年實施一次全面風險評估。識別對實現戰略目標造成不利影響的主要風險，並根據一套標準準則評估及排列所識別風險的優先次序，制定風險緩解計劃以便將風險監控至可接受水準。

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control (continued)

The Group has consistently dealt with and monitored the major risks that were assessed and identified the responsible departments and accountable persons, the management process and the corresponding reporting mechanism.

The Group's monitoring work usually consists of:

Analysis and review: through conducting annual budget and strategic plan reviews and other forms to set the Company's development goals, and determine business plans and development strategies. Senior management holds regular general managers meetings and operation analysis meetings to discuss major strategies, policy and overall issues of the Company. Each affiliated company holds regular internal management meetings to analyze budget execution, sales management, production management and risk control matters.

Work management: reports of work are reviewed by management personnel who are responsible for the relevant functions;

Physical monitoring: ensuring the safety of equipment, inventory and other assets, and conducting regular inspections;

Analysis of operational indicators: conducting analysis of operational and financial data on regular basis to ensure early identification of existing problems, so that any necessary rectification works can be done in a timely manner; and

Separation of duties: responsibilities of employees are divided according to the principle of separation of duties, so that the checks and balances are strengthened and the probability and risk of errors are reduced.

The Group has established effective systems and procedures to ensure that employees are able to identify, document and report on operational, financial and compliance information while performing their duties.

The Group has established an internal audit department and a supervision department which report directly to the senior management and the audit committee of the Company.

問責及核數(續)

風險管理及內部監控(續)

本集團對評估出的重大風險進行持續的應對和監督，明確責任部門和責任人，管理流程及相應報告機制。

本集團的監控工作通常包括：

分析與檢討：每年通過預算會議及戰略匯報會等形式，明確本公司發展目標，確定業務經營計劃及發展戰略。高級管理層定期召開總經理會議和運營分析會，商討本公司戰略性、政策性和全域性的重大問題。各所屬公司定期召開內部管理會議，分析預算執行情況、銷售管理、生產管理及風險控制等有關情況。

工作管理：由負責有關職能的管理人員審閱相關工作報告；

實物監控：確保設備、存貨及其他資產的安全性並定期接受檢查；

運營指標分析：定期分析運營及財務資料，及時發現存在的問題，在必要時進行糾正；及

職責分離：根據職責分離的原則劃分員工的職責，加強制衡作用，減少出錯的概率和風險。

本集團已經制定有效的制度和程序，確保員工在履職時可以識別、記錄和彙報有關運營、財務和合規方面的資訊。

本集團已設立具有獨立性的內審部和監察部，直接向本公司高級管理層及審核委員會匯報。

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control (continued)

The internal audit department assists the audit committee to assess the effectiveness of the Group's risk management and internal control systems and attends meetings of the audit committee at least twice a year, and reports on the work it has undertaken and its principal audit findings.

The Group has also designed and formulated appropriate policies and control measures to safeguard its assets against unauthorized use and disposition, and to ensure compliance with applicable laws, rules and regulations. The Company maintains reliable accounting records, and financial information in accordance with the relevant accounting standards and reporting requirements, and properly identifies and manages risks that may affect the performance of the Company.

Such systems and internal controls are designed to manage, rather than eliminate, the risk of failure to achieve business objectives. They can only provide reasonable, and not absolute, assurance against material misstatement or loss.

In respect of 2018, the Board has reviewed, through the audit committee, the work of the internal audit department, and its audit findings in relation to the risk management and internal control systems (including financial, operational and compliance controls), and considers the risk management and internal control systems of the Group are effective and adequate, and that the Company had complied with the Code Provision on risk management and internal control. The qualifications and experience of the staff of the Group's accounting, financial reporting and internal audit functions, and the training programmes, budgets and the resources available to these functions have been reviewed and are considered to be adequate.

INSIDE INFORMATION

The Company has formulated the "Inside Information Disclosure Policies and Guidelines of China Foods Limited", which has set out clearly the procedures of identification, report and disclosure of inside information to ensure that the Company is able to disclose inside information properly on a timely, fair and lawful manner, and keep confidential before such information is approved appropriately, so as to enhance the market transparency and provide better protection for shareholders and investors.

問責及核數(續)

風險管理及內部監控(續)

內審部協助審核委員會來評估本集團的風險管理和內部監控系統的有效性，並每年出席審核委員會的會議至少兩次，對已展開的工作及其主要審計結果作出報告。

本集團已訂立及制定合適的政策及監控措施，以確保保障資產不會在未經許可下使用與處置，並確保遵守適合法例、法則及條例。本公司根據相關會計準則及匯報規定保存可靠的會計記錄及財務資料，以及適當地識別及管理可能影響本公司表現的風險。

該等系統及內部監控的訂立旨在管理而非消除未能實現業務目標的風險，且只能作出合理而非絕對的保證可以防範重大事實陳述或損失。

就2018年而言，董事會已通過審核委員會審核內審部的工作及其有關風險管理及內部監控(包括財務、營運及合規監控)的審計結果，並認為本集團的風險管理及內部監控系統是有效及充足的，並且本公司已遵守有關風險管理及內部監控的守則條文。經檢討本集團會計、財務報告和內部審計職能的工作人員的經驗，以及培訓計劃，預算和資源認為均屬充足。

內幕消息

本公司已制定《中國食品有限公司內幕消息披露政策及指引》，明確識別、上報及披露內幕消息的程序，以確保本公司能夠及時公平合法妥善地披露內幕消息，並在適當批准該等消息前維持保密，以提升市場透明度及為投資者提高更佳保障。

WHISTLE-BLOWING POLICY

The Group formulated a whistle-blowing policy to ensure inappropriate business practices and conducts are properly reported and handled. The discipline supervision department provided an email address and telephone number for whistle-blowing and formulated procedures for handling whistle-blowing matters, and the whistleblower protection system. For cases in action, they are recorded in detail, tracked and monitored, and report significant accusations and results of treatment at a regular meeting to the audit committee.

COMPANY SECRETARY

Ms. Liu Kit Yee, Linda has been the company secretary of the Company since 2004. During the year, Ms. Liu undertook not less than 15 hours of the relevant professional training to update her skills and knowledge.

SHAREHOLDERS' RIGHTS

Convening of Special General Meetings on Requisition by Shareholders

Pursuant to the bye-law 68 of Bye-laws and section 74 of the Companies Act 1981 of Bermuda, shareholders shall have a right to request the Board to convene a special general meeting of the Company ("SGM"). Shareholders holding in aggregate of not less than one-tenth (10%) of the paid-up capital of the Company may send a written requisition to the Board to request for convene a SGM.

The written requisition, duly signed by the requisitionists, may consist of several documents in like form each signed by one or more requisitionists, must state the purposes of the meeting and must be deposited at the registered office of the Company. The Company would take appropriate actions and make necessary arrangements.

If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the said date.

A meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.

舉報政策

本集團已制定舉報政策，以確保任何不適當商業操守及行為均被舉報和妥善處理。監察部設置了舉報郵箱及電話，並建立了舉報事項處理程序、標準及舉報人保護制度等。對於已經訴訟的案件，詳細記錄並跟蹤監控，並於審核委員會的定期會議上匯報重要的檢舉事項及處理成果。

公司秘書

廖潔儀女士自2004年起出任本公司公司秘書。本年度內，廖女士接受不少於15個小時的相關專業培訓以更新其技巧及知識。

股東權利

應股東要求召開股東特別大會

根據公司細則的細則68條及百慕達一九八一年公司法第74條，股東有權要求董事會召開本公司的股東特別大會（「股東特別大會」）。持有本公司合共不少於十分之一（10%）繳足股本的股東可向董事會發出請求書以召開股東特別大會。

經提請人簽妥的請求書（可以包含多份相同檔各由一名或多名提請人簽署）須列明會議目的並送交本公司註冊辦事處。本公司於接獲有效請求書時，將採取適當行動及作出必要安排。

倘若董事未能於收到提請人要求後二十一日內召開股東大會，提出要求的提請人或他們任何一人佔他們的總投票權超逾一半，可自行召開股東大會，惟該股東大會必須收到請求後三個月內召開。

由提請人召開的會議的召開形式應該與董事召開該等會議的形式相同（或盡可能接近）。

SHAREHOLDERS' RIGHTS (continued)

Procedures for Making Proposals at General Meetings by Shareholders

The following shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any member(s) representing not less than one-twentieth (5%) of the total voting rights of all the members of the Company; or
- (b) not less than 100 members holding shares in the Company.

The requisition specifying the proposal desired to be put forward at the general meeting, duly signed by the requisitionists, may consist of several documents in like form each signed by one or more requisitionists, must be deposited at the registered office of the Company, together with a sum reasonably sufficient to meet the Company's expenses in giving effect thereto, not less than six weeks before the general meeting (in case of a requisition requiring notice of a resolution) or not less than one week before the general meeting (in case of any other requisition). The Company would take appropriate actions and make necessary arrangements once a valid requisition is received.

Procedures for Director's Nomination and Election by Shareholders

If a shareholder wishes to propose a person other than a retiring director for election as a director at a general meeting, the shareholder should lodge at the principal office of the Company in Hong Kong at 33/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, (a) a written notice signed by such shareholder (other than the proposed person) duly qualified to attend and vote at the meeting of his/her intention to propose such person for election and (b) a written notice by the proposed person indicating his/her willingness to be elected together with the personal information of the proposed person as required by Rule 13.51(2) of the Listing Rules and consent of publication of his/her personal information.

The period during which the aforesaid notice may be given shall be seven days (or such other period as determined and announced by the Board). Such period will commence on the day after the dispatch of the notice of general meeting and end no later than seven days prior to the date of such general meeting. The Company would take appropriate actions and make necessary arrangements, once valid notice is received.

股東權利(續)

股東於股東大會提呈建議的程序

以下股東有權於本公司股東大會提呈建議(可於會議上正式提呈的建議)以供考慮:

- (a) 佔本公司總投票權不少於二十分之一(5%)的任何成員;或
- (b) 不少於100位持有本公司股份的股東。

經提請人簽妥並載列建議的請求書(可以包含多份相同文件各由一名或多名提請人簽署)連同足夠的金額以支付本公司就有關要求的安排所產生的開支須於股東大會前不少於六星期(倘為要求決議案的通告的請求)或於股東大會前不少於一星期(倘為其他請求)送交本公司註冊辦事處。本公司於接獲有效請求書時,將採取適當行動及作出必要安排。

股東提名及選舉董事的程序

如股東擬於股東大會提名退任董事以外的人士參選董事,有關股東須遞交(a)由正式合資格出席該次大會及於大會上投票的股東(被提名人士以外的人士)簽署確認表明有意提名該人士參選及(b)該被提名人士簽署確認有意參選的書面通知連同根據上市規則第13.51(2)條被提名人士的個人資料及刊發其個人資料的同意書至本公司於香港的總辦事處,地址為香港銅鑼灣告士打道262號中糧大廈33樓。

可發出上述通知的期間須為七日(或由董事會決定及宣佈的其他期間)。有關期間將於股東大會通告寄發翌日開始,及最遲於有關股東大會日期前七日完結。本公司於接獲有效請求書後,將採取適當行動及作出必要安排。

SHAREHOLDERS' RIGHTS (continued)**Communication with Shareholders (continued)**

The Company attaches great importance to communicate with shareholders, both individual and institutional, and the shareholders communication policy was adopted by the Company on 30 March 2012 to ensure the shareholders and potential investors are provided with the Company's information in a timely and effective manner.

The means to communicate with the shareholders and the investment community used by the Company including the following:

- i. corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the Company's Website and the HKEx's Website;
- ii. corporate announcements are made through The Stock Exchange of Hong Kong Limited and published on the Company's website and the HKEx's website;
- iii. corporate information is made available on the website of the Company;
- iv. annual and special general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and management executives; and
- v. Tricor Progressive Limited, the Hong Kong branch share registrar and transfer office of the Company serves the shareholders in respect of share registration, dividend payment and related matters.

Shareholders may at any time send their written enquiries and concerns to the Company, either by post or facsimiles, together with his/her contact details, such as postal address, email address or fax number, via the company secretary whose contact details are as follows:

The Company Secretary
China Foods Limited
33/F., COFCO Tower
262 Gloucester Road
Causeway Bay, Hong Kong
Telephone: (852) 2833 0388
Fax: (852) 2833 0380

股東權利(續)**與股東溝通(續)**

本公司極重視與股東，包括個人及機構股東之間的溝通。本公司於2012年3月30日採納股東溝通政策，以確保適時地及有效地向股東及有意投資者提供本公司的資料。

本公司利用以下若干途徑與股東及投資大眾溝通：

- i. 企業通訊如年度報告、中期報告及通函均以印刷形式刊發，同時刊載於本公司網站及香港交易所網站可供瀏覽；
- ii. 定期透過香港聯合交易所有限公司作出公佈，並將公佈刊載於本公司網站及香港交易所網站；
- iii. 於本公司網站提供企業資料；
- iv. 股東周年大會及股東特別大會為股東提供平台，向董事及高級管理層反映意見及交流觀點；及
- v. 本公司之香港股份過戶登記分處卓佳廣進有限公司可為股東提供股份過戶登記、股息派付及相關事宜之服務。

股東可隨時以書面形式(不論郵寄或傳真)連同其詳細聯絡資料(如郵寄地址、電郵地址或傳真號碼)經公司秘書向本公司發出查詢及提出關注事項，公司秘書的聯絡詳情如下：

公司秘書
中國食品有限公司
香港銅鑼灣
告士打道262號
中糧大廈33樓
電話號碼：(852) 2833 0388
傳真號碼：(852) 2833 0380

SHAREHOLDERS' RIGHTS (continued)

Constitutional Documents

There was no change to the Company's memorandum of association and Bye-Laws during the year. A copy of the latest consolidated version of the Company's memorandum of association and Bye-Laws is available on the Company's website and the HKEx's website.

INVESTOR RELATIONS

We have always believed that maintaining a high standard, effective and multi-channel communication system and ensuring the transparency and timeliness of information disclosure enables investors to accurately understand the latest developments of the Group. It also helps to enhance investors' confidence and shareholders' value.

Our strategic objectives of investor relations function have been clearly defined as follows:

- 1) to raise the profile of the Company as a leading participant in the industry, that is in line with our strategic positioning within the COFCO Group;
- 2) to build a long-term and trusting shareholder base;
- 3) to enhance the knowledge of our investors about the Company; and
- 4) to understand the key concerns of the investment community and provide timely feedback to our management, and to make constant improvement based on the constructive feedback.

Interactions between the Company and the investor community:

We believe effective communication and fair information disclosure builds investor confidence, and also facilitates constructive feedbacks for continuous improvement.

股東權利(續)

憲章文件

本公司組織章程大綱及公司細則於本年度內概無變動。本公司組織章程大綱及公司細則的最新綜合版本已刊載於本公司網站及香港交易所網站。

投資者關係

我們一直堅信保持高水準、有效而多渠道的溝通機制，確保訊息披露的透明度和及時性，能使投資者準確知悉本集團最新的業務發展，有助提升投資者信心和股東價值。

投資者關係的策略目標已清晰界定如下：

- 1) 與本公司在中糧集團內的策略定位一致，提升本公司作為行業的領導者形象；
- 2) 建立一群長期互信的股東組合；
- 3) 增強投資者對本公司的瞭解；及
- 4) 瞭解投資界的主要關注點並及時向管理層回饋，並借著建設性的回饋促進持續改善。

本公司與投資界之間的互動：

我們相信有效的溝通和公平資訊披露能為投資者建立信心，並借著建設性的回饋促進持續改善。

INVESTOR RELATIONS (continued)

In 2018, apart from disclosing transparent and fair financial and operational information in annual and interim reports and having direct communicate with shareholders at annual general meeting, we have also effectively bridging the Company and the investment community through:

- Interactive communications between our management and investors/analysts directly at post-results briefings, investor annual conferences/seminar and regular investor meetings; and
- Collection of market feedback, such as research reports and market views, for the review of our management.

投資者關係(續)

於2018年，(除了在年報及中報中披露透明和公平的財務及營運資訊，以及在股東周年大會上與股東直接交流外)我們亦透過以下途徑有效地將本公司與投資界聯繫起來：

- 管理層與投資者／分析師在業績後簡報會、投資者年度會議／研討會和定期的投資者會議中直接互動交流；及
- 收集市場回饋(如研究報告和市場看法)給管理層審閱。



REPORT OF THE DIRECTORS

董事會報告

The board of directors of the Company (the “Board”) is pleased to present its report together the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2018, which were approved by the Board on 26 March 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Currently, the Company through its subsidiaries operates beverage business.

BUSINESS REVIEW

A business review of the Group’s performance for the year ended 31 December 2018 and material factors underlying its results and financial position, principal risks and uncertainties facing the Group, as well as the Group’s business outlook can be found in the sections headed “Chairman Statement”, “Statement from Managing Director”, “Management Discussion and Analysis” and “Notes to Financial Statements” in this report. Such review and discussion form parts of this report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group’s main operations are carried out by the Company’s subsidiaries in the PRC while the Company itself is listed on the Hong Kong Stock Exchange. The Group’s operations are regulated by Hong Kong and PRC laws. For the year ended 31 December 2018 and up to the date of this report, the Board was not aware of any non-compliance with the relevant laws and regulations that have a significant impact on the Company.

Please refer to the discussions in this report, the “Corporate Governance Report” and the “Environmental, Social and Governance Report” for further details of the Group’s compliance with the relevant laws and regulations.

CORPORATE GOVERNANCE

In view of the Board, the Company has applied the principles and complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year. Details of the Company’s work in corporate governance during the year are disclosed in the “Corporate Governance Report”.

本公司董事會(「董事會」)欣然提呈彼於2019年3月26日批准截至2018年12月31日止年度之本公司及其附屬公司(統稱「本集團」)之報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。目前，本公司透過旗下附屬公司從事飲料業務。

業務審視

有關本集團截至2018年12月31日止年度表現的業務回顧及有關其業績及財務情況，本集團面臨的主要風險及不確定性的重大因素，以及本集團未來業務展望，詳載於本報告的「主席函件」、「董事總經理函件」、「管理層論析」及「財務報表附註」數節內。該等回顧及討論構成本董事會報告之一部份。

遵守法律及法規

本集團的主要業務營運由本公司在中國的附屬公司進行，而本公司本身在香港聯交所上市。本集團的營運受香港及中國法律規管。截至2018年12月31日止年度及直至本報告之日期，董事會並無得悉任何違反相關法律及法規而對本公司有重大影響的事情。

有關本集團遵守相關法律及法規的進一步詳情亦載於本報告、「企業管治報告」及「環境、社會及管治報告」內。

企業管治

董事會認為於整個年度內本公司已一直採用香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載《企業管治守則》之原則並遵守其所有守則條文。本公司於本年度內之企業管治工作詳情載於「企業管治報告」內。

ENVIRONMENTAL POLICIES AND PERFORMANCE

Discussion on the Group's environmental policies and performance is contained in the "Environmental, Social and Governance Report".

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2018 and the state of affairs of the Company and the Group as of that date are set out in the consolidated financial statements on pages 130 to 240.

There was no interim dividend declared for the six months ended 30 June 2018 (30 June 2017: NIL).

The Board now recommends the payment of a final dividend of RMB0.034 (equivalent to HK3.9 cents (31 December 2017: HK2.4 cents) per ordinary share for the year ended 31 December 2018, subject to the approval obtained at the annual general meeting to be held on Tuesday, 4 June 2019. The proposed final dividend for the year ended 31 December 2018 will be distributed on or after Friday, 5 July 2019 to shareholders of the Company whose names appear on the register of members of the Company on Friday, 14 June 2019. As disclosed in the Company's announcement made on 9 June 2013, the Company received the approvals of State Administration of Taxation of the People's Republic of China which confirmed that (i) the Company is regarded as a Chinese resident enterprise; and (ii) relevant enterprise income tax policies shall be applicable to the Company starting from 1 January 2013. Thus, the Company will withhold 10% enterprise income tax when it distributes the final dividend for the year ended 31 December 2018 to non-resident enterprise shareholders of the Company.

CLOSURE OF REGISTER OF MEMBERS

For determining the shareholders' eligibility to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Thursday, 30 May 2019 to Tuesday, 4 June 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 29 May 2019.

環保政策及表現

關於本集團的環保政策及表現載於「環境、社會及管治報告」內。

業績及股息

截至2018年12月31日止年度本集團之溢利，及本公司與本集團於該日之業務狀況，載於綜合財務報表第130頁至第240頁。

截至2018年6月30日止六個月並無宣派中期股息(2017年6月30日：無)。

董事會現建議派發截至2018年12月31日止年度末期股息每股普通股人民幣0.034元(相等於3.9港仙)(2017年12月31日：2.4港仙)(惟須於2019年6月4日(星期二)舉行的股東周年大會上獲得批准)。該截至2018年12月31日止年度之建議末期股息將於2019年7月5日(星期五)或之後向在2019年6月14日(星期五)名列本公司股東名冊的本公司股東派發。誠如本公司日期為2013年6月9日的公告披露，本公司收到中華人民共和國國家稅務總局批覆，確認本公司(i)被認定為中國居民企業，及(ii)自2013年1月1日起適用企業所得稅相關稅收政策。因此，本公司向本公司的非居民企業股東派發截至2018年12月31日止年度的末期股息時將代扣10%企業所得稅款。

暫停辦理過戶登記手續

為釐定股東出席即將舉行的股東周年大會並於會上投票的資格，本公司將於2019年5月30日(星期四)至2019年6月4日(星期二)(包括首尾兩天)暫停辦理股份過戶登記手續。為符合資格出席並於即將舉行的股東周年大會上投票，所有辦理登記的股份過戶文件連同有關股票最遲須於2019年5月29日(星期三)下午4時30分前送達本公司在香港的股份過戶登記分處卓佳廣進有限公司，地址為香港皇后大道東183號合和中心22樓。

CLOSURE OF REGISTER OF MEMBERS (continued)

For determining the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 13 June 2019 to Friday, 14 June 2019, both days inclusive, during which period no transfer of shares will be registered. The ex-dividend date will be Tuesday, 11 June 2019. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 12 June 2019.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements, is set out on page 241. This summary does not form part of the audited consolidated financial statements.

DIVIDEND POLICY

During the year, the Company has adopted a dividend policy, pursuant to which the Company may declare and distribute dividends to the shareholders of the Company to allow shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders of the Company. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's financial results, the overall financial position of the Group, the relevant financial covenants of the Group, liquidity position and capital requirement of the Group, surplus received from the Company's subsidiaries and any other factors that the Board deem appropriate. The Company's ability to pay dividends is also subject to the requirements of the Listing Rules and all relevant applicable laws, rules and regulations in the Bermuda, Hong Kong and the Company's memorandum and association and bye-laws (the "Bye-laws").

暫停辦理過戶登記手續(續)

為釐定股東獲派建議之末期股息之權利，本公司將於2019年6月13日(星期四)至2019年6月14日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。除淨日為2019年6月11日(星期二)。為符合資格獲派建議之末期股息，所有辦理登記的股份過戶文件連同有關股票最遲須於2019年6月12日(星期三)下午4時30分前送達本公司的香港股份過戶登記分處卓佳廣進有限公司，地址為香港皇后大道東183號合和中心22樓。

財務資料概要

本集團過往五個財政年度之業績及資產、負債及非控股權益概要(摘錄自己刊發之經審核綜合財務報表)載於第241頁，該概要並非經審核綜合財務報表之一部份。

股息政策

本年度內，本公司已採納股息政策，據此本公司可向本公司股東宣派及派發股息，使股東能分享本公司之溢利成果，同時使本公司能為未來增長保留充足儲備。

董事會擁有絕對酌情權決定派付任何股息的建議，而任何末期股息之宣派均須經本公司股東批准，方可作實。在建議派發任何股息時，董事會亦將考慮(其中包括)本集團財務業績，本集團整體財政狀況，本集團之相關財務契諾，本集團流動資金狀況及資本，本公司附屬公司所帶來之盈餘及董事會認為屬適當之任何其他因素。本公司能否派付股息亦須受上市規則之規定及所有相關百慕達、香港及本公司組織章程大綱及公司細則「公司細則」之適用法律、規則及規例。

DIVIDEND POLICY (continued)

The Board will continually review the dividend policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the dividend policy at any time, and the dividend policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

SHARE CAPITAL

There were no movements in the Company's authorised or issued share capital during the year.

SHARE OPTION SCHEME

The Company and its subsidiaries have no share option scheme.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

RESERVES

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

DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to approximately RMB2,855,718,000, of which RMB95,106,000 has been proposed as a final dividend for the year.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Company and the Group during the year are set out in notes 17 and 18 to the financial statements, respectively.

股息政策(續)

董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策。股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾，及／或令本公司有義務須隨時或不時宣派股息。

股本

於本年度內，本公司的註冊股本及已發行股本並沒有變動。

購股權計劃

本公司及其附屬公司並未有購股權計劃。

優先購買權

公司細則或百慕達法例並無關於要求本公司須向現有股東按比例基準發售新股份之優先購買權規定。

儲備

本年度內，本公司及本集團之儲備變動詳情分別載於財務報表附註43，以及綜合權益變動報表。

可供分派儲備

於2018年12月31日，本公司根據百慕達一九八一年公司法計算之可供分派儲備約為人民幣2,855,718,000元，其中人民幣95,106,000元為本年度建議派發之末期股息。

物業、廠房及設備及投資物業

本公司及本集團於本年度內之物業、廠房及設備及投資物業變動之詳情，分別載於財務報表附註17及18。

MAJOR CUSTOMERS AND SUPPLIERS

During the year, less than 5% of the Group's total sales were attributable to the Group's five largest customers. Approximately 44% of the Group's total purchases were attributable to the Group's five largest suppliers, with the largest supplier accounting for approximately 19%.

Apart from the Company's ultimate controlling shareholder, COFCO Corporation ("COFCO"), which is one of the Group's five largest suppliers, none of the directors of the Company ("Director(s)") or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the other four largest suppliers or the five largest customers of the Group.

DIRECTORS

The Directors during the year and up to the date of this report were:

Executive Directors:

Ms. Luan Xiuju
Mr. Shen Peng

Non-executive Directors:

Mr. Yu Xubo (*Chairman*) ^(Note 1)
Mr. Ma Jianping ^(Note 2)
Ms. Xiao Jianping
Mr. Qin Yelong

Independent Non-executive Directors:

Mr. Stephen Edward Clark
Mr. Li Hung Kwan, Alfred
Mr. Mok Wai Bun, Ben

Notes:

1. Mr. Yu Xubo was appointed as non-executive Director and the chairman of the Board with effective from 4 January 2019.
2. Mr. Ma Jianping resigned as non-executive Director and the chairman of the Board with effective from 4 January 2019.

主要客戶及供應商

本年度內，本集團對五名最大客戶的銷售額佔本集團總銷售額的比例低於5%。本集團五名最大供應商的採購額約佔本集團總採購額的44%，最大供應商約佔19%。

除本公司之最終控股股東中糧集團有限公司（「中糧」）為本集團五名最大供應商之一外，本公司董事（「董事」）或彼等的任何緊密聯繫人或任何股東（據董事所知擁有逾5%本公司之已發行股本者）概無於本集團其餘四名最大供應商或五名最大客戶中擁有任何實益權益。

董事

於本年度內及截至本報告日期，董事如下：

執行董事：

樂秀菊女士
沈芄先生

非執行董事：

于旭波先生（*主席*）^(附註1)
馬建平先生 ^(附註2)
肖建平女士
覃業龍先生

獨立非執行董事：

祈立德先生 (Mr. Stephen Edward Clark)
李鴻鈞先生
莫衛斌先生

附註：

1. 于旭波先生獲委任為非執行董事兼董事會主席，自2019年1月4日起生效。
2. 馬建平先生已辭任非執行董事兼董事會主席，自2019年1月4日起生效。

DIRECTORS (continued)

All Directors including non-executive Directors and independent non-executive Directors are appointed with specific terms.

According to bye-law 94 of the Bye-laws, any director appointed by the Board either to fill a casual vacancy or as an additional director to the Board shall hold office only until the first general meeting of the Company after his appointment and be subject to election at such meeting. In this regard, Mr. Yu Xubo will retire and, being eligible, offer himself for election at the forthcoming annual general meeting.

The Company considers that all the independent non-executive Directors are independent pursuant to the criteria set out in Rule 3.13 of the Listing Rules and that a confirmation of independence has been received from each of them.

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

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Biographical details of the Company's Directors and Senior Management are set out in the "Directors and Senior Management Profile" on pages 36 to 45 of this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

No Director had a material interest, either directly or indirectly, in any transactions, arrangements and contract of significance to the Group's business to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party during the year.

DIRECTORS' REMUNERATION

The Board is authorised by the shareholders to fix the directors' remuneration at general meetings. The directors' emoluments are determined by the Board based on the recommendation by the remuneration committee of the Board with reference to their job complexity, workload and responsibilities and the Company's remuneration policy. Details of the Directors' emoluments for the year are set out in note 13 to the financial statements.

董事(續)

所有董事包括非執行董事及獨立非執行董事均具特定委任年期。

根據公司細則的細則94條，任何獲董事會委任以填補董事會臨時空缺或為新增董事的董事任期一直至其委任後本公司首個股東大會並須於該會上膺選。在這方面，于旭波先生將於即將舉行之股東周年大會上退任，並符合資格及願意膺選。

根據上市規則第3.13條所載之準則，本公司認為獨立非執行董事均為獨立人士，並已收到每位獨立非執行董事有關獨立性的確認書。

於即將舉行之股東周年大會上選舉之董事與本公司或其任何附屬公司之間概無訂立任何本公司或其任何附屬公司須給予賠償(法定賠償除外)始可於一年內終止之服務合約。

董事及高級管理層簡介

本公司董事及高級管理層的詳細履歷載於本年報第36頁至第45頁的「董事及高級管理層簡介」。

董事在交易、安排及合約中的權益

本年度內，董事概無在對本集團業務有重大影響之任何交易、安排及合約(本公司、其任何控股公司、附屬公司或同系附屬公司乃合約訂約方)中直接或間接擁有重大權益。

董事酬金

於股東大會上，股東授權董事會釐定董事酬金。董事薪酬乃由董事會根據董事會之薪酬委員會的建議並參照他們的工作複雜度、工作量及職責以及本公司的薪酬政策而釐定。本年度之董事酬金詳情載於財務報表附錄13。

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws, every Director shall be entitled to be indemnified by the Company out of the assets of the Company against all losses or liabilities which he/she may sustain or incur or about the execution and discharge of his/her duties or in relation thereto. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year.

MANAGEMENT CONTRACTS

No contracts concerning management or administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

CONVERTIBLE SECURITIES, WARRANTS, OPTIONS OR SIMILAR RIGHTS

There is no conversion or subscription rights under any convertible securities, warrants or options or similar rights issued or granted by the Company or any of its subsidiaries during the year or subsisted at the end of the year. In addition, no equity-linked agreements were entered into by the Company, or existed during the year.

DIRECTORS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, none of the Directors has any interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which will have to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any Director is deemed or taken to be under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register to be kept by the Company or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

獲准許之彌償條文

根據公司細則，各董事有權就所有在執行及履行本身職責時或就此蒙受或招致或與之有關之損失或負債，獲得本公司從本公司之資產中撥付賠償。本年度內，本公司已就本公司董事及高級人員投購適當的董事及高級人員責任險。

管理合約

本年度內，概無訂立或存在與本集團全部或任何重大部分業務的管理及行政相關之合約。

可換股證券、認股權證、購股權或類似權利

於本年度內及本年度結束時，本公司及其任何附屬公司概無發行或授出任何附帶兌換或認購權的可換股證券、認股權證、或購股權或類似權利。此外，本公司概無訂立或於本年度存在之股票掛鈎協議。

董事於股份及相關股份之權益及淡倉

截至2018年12月31日，董事概無於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括根據證券及期貨條例有關條文董事被認為或被視作擁有的權益及淡倉），或根據證券及期貨條例第352條規定須登記於該條所指的本公司所存置的權益登記冊的權益及淡倉，或根據上市規則所載之《上市公司董事進行證券交易的標準守則》須知會本公司及聯交所的權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

As at 31 December 2018, the interests and short positions of substantial shareholders in the shares and underlying shares of the Company as notified to the Company under Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register of interests of the Company required to be kept under Section 336 of the SFO, were as follows:

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

於2018年12月31日，根據證券及期貨條例第XV部第2及第3分部而知會本公司；或根據證券及期貨條例第336條記錄於本公司所存置之權益登記冊內，主要股東於本公司股份及相關股份之權益及淡倉如下：

Aggregate long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉總數

Name of substantial shareholder 主要股東名稱	Number of shares held (Note 1) 所持股份數目(附註1)			Approximate percentage of issued shares 佔已發行股份的概約百分比 (Note 2) (附註2)
	Directly beneficially owned 直接實益擁有	Through controlled corporations 透過受控法團	Total 總數	
China Foods (Holdings) Limited 中國食品(控股)有限公司	2,072,688,331	–	2,072,688,331	74.10%
COFCO (Hong Kong) Limited 中糧集團(香港)有限公司	–	2,072,688,331 (Note 3) (附註3)	2,072,688,331	74.10%
COFCO 中糧	–	2,072,688,331 (Note 4) (附註4)	2,072,688,331	74.10%

Notes:

- Long positions in the shares of the Company, other than equity derivatives such as share options, warrants or convertible bonds.
- The percentages were calculated based on the total number of shares of the Company in issue as at 31 December 2018, i.e. 2,797,223,396 shares.
- COFCO (Hong Kong) Limited ("COFCO (HK)") was deemed to be interested in 2,072,688,331 shares held by China Foods (Holdings) Limited which was a wholly-owned subsidiary of COFCO (HK).
- COFCO was deemed to be interested in 2,072,688,331 shares held by China Foods (Holdings) Limited and COFCO (HK) which were wholly-owned subsidiaries of COFCO.

附註：

- 本公司股份之好倉(股本衍生工具如購股權、認股權證或可換股債券除外)。
- 百分比乃根據本公司於2018年12月31日之已發行股份總數(即2,797,223,396股股份)計算。
- 中糧集團(香港)有限公司(「中糧香港」)被視為於中國食品(控股)有限公司(為中糧香港的全資附屬公司)所持2,072,688,331股股份中擁有權益。
- 中糧被視為於中國食品(控股)有限公司及中糧香港(均為中糧的全資附屬公司)所持合共2,072,688,331股股份中擁有權益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

Aggregate long positions in the shares and underlying shares of the Company (continued)

Save as disclosed herein, as at 31 December 2018, the Directors were not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company.

CONTINUING CONNECTED TRANSACTION

During the year, the Group conducted the following transactions with certain connected persons of the Company. These transactions constituted connected transactions or continuing continued transactions and are subject to reporting requirements under Chapter 14A of the Listing Rules.

1. 2015 FINANCIAL SERVICES AGREEMENT

On 11 December 2015, the Company, COFCO Foods Sales & Distribution Co., Ltd. (中糧食品營銷有限公司) (“Sales & Distribution Co.”), a then wholly-owned subsidiary of the Company, and COFCO Finance Corporation Limited (“COFCO Finance”) entered into a financial services agreement for a term commencing from 1 January 2016 and expiring on 31 December 2018 (the “2015 Financial Services Agreement”). Pursuant to the 2015 Financial Services Agreement, COFCO Finance shall provide the Group depository services, fund transfer services, entrustment loan services and the other financial services. Details of the 2015 Financial Services Agreement were disclosed in an announcement of the Company dated 11 December 2015.

Reference is made to the announcements of the Company dated 16 October 2017 and 18 December 2017, and the circular of the Company dated 6 November 2017 in relation to the disposal of the Company's disposal of its entire equity interest in certain wholly-owned subsidiaries of the Company in accordance with the terms and conditions of the sale and purchase agreement entered into between the Company and China Foods Holdings Limited, an indirect wholly-owned subsidiary of COFCO, on 16 October 2017 (the “Disposal”). The Disposal includes the disposal of the holding company of the Sales & Distribution Co..

主要股東及其他人士於股份及相關股份之權益及淡倉(續)

於本公司股份及相關股份之好倉總數(續)

除本報告披露者外，於2018年12月31日，董事並不知悉有其他人士於本公司股份或相關股份中擁有之權益或淡倉。

持續關連交易

本年度內，本集團與本公司若干關連人士進行以下交易。該等交易構成關連交易或持續關連交易，及須遵守上市規則第14A章的申報要求。

1. 2015年財務服務協議

於2015年12月11日，本公司、中糧食品營銷有限公司(「營銷公司」)(本公司之前全資附屬公司)與中糧財務有限責任公司(「中糧財務」)訂立財務服務協議，期限自2016年1月1日起至2018年12月31日止(「2015年財務服務協議」)。根據2015年財務服務協議，中糧財務將向本集團成員提供存款、資金劃轉服務、委託貸款服務，以及其金融服務。2015年財務服務協議詳情已於本公司日期為2015年12月11日的公告中披露。

茲提述本公司日期為2017年10月16日及2017年12月18日的公告，以及本公司日期為2017年11月6日的通函，內容有關本公司根據於2017年10月16日與中國食品控股有限公司(中糧的間接全資附屬公司)簽訂的買賣協議出售本公司若干全資附屬公司的權益(「出售事項」)。出售事項包括出售營銷公司的控股公司。

CONTINUING CONNECTED TRANSACTIONS (continued)

1. 2015 FINANCIAL SERVICES AGREEMENT (continued)

As Sales & Distribution Co. is no longer a subsidiary of the Company after the completion of the Disposal took place on 18 December 2017, there has been no transaction carried out under the 2015 Financial Services Agreement since 18 December 2017 and throughout the financial year ended 31 December 2018.

2. 2017 COFCO MUTUAL PROVISION AGREEMENT

On 10 November 2017, the Company and COFCO entered into a mutual provision of products and services agreement for a term of three years commencing from 1 January 2018 and expiring on 31 December 2020 (the “2017 COFCO Mutual Provision Agreement”). Pursuant to the 2017 COFCO Mutual Provision Agreement, the COFCO and its subsidiaries (collectively “COFCO Group”) and COFCO’s associates shall supply certain raw materials, packaging materials, products and provide certain services to the Group while the Group shall supply certain consumer products and provide certain services to the COFCO Group and COFCO’s associates. Details of the 2017 COFCO Mutual Provision Agreement were disclosed in an announcement of the Company dated 10 November 2017 (the “2017 Announcement”) and a circular of the Company dated 30 November 2017.

For the year ended 31 December 2018, (a) the total amount paid/payable by the Group to the COFCO Group and COFCO’s associates for the purchase of products, raw materials, packaging materials, services and others was approximately RMB1,114.9 million, and (b) the total amount paid/payable by COFCO Group and COFCO’s associates to the Group for the purchase of consumer products, services and others was approximately RMB3.93 million.

持續關連交易(續)

1. 2015年財務服務協議(續)

由於營銷公司於2017年12月18日完成出售事項後不再為本公司的附屬公司，因此，於2017年12月18日完成出售事項後以及截至2018年12月31日止的整個財政年度內並無於2015年財務服務協議項下進行任何交易。

2. 2017年中糧產品及服務互供協議

於2017年11月10日，本公司與中糧訂立產品及服務互供協議，期限為三年，自2018年1月1日起至2020年12月31日止(「2017年中糧產品及服務互供協議」)。根據2017年中糧產品及服務互供協議，中糧及其附屬公司(統稱「中糧集團」)及中糧之聯繫人將向本集團供應若干原材料、包裝材料、產品及若干服務；而本集團將向中糧集團及中糧之聯繫人供應若干消費性產品及提供若干服務。2017年中糧產品及服務互供協議的詳情已於本公司日期為2017年11月10日的公告(「2017年公告」)及本公司日期為2017年11月30日的通函中披露。

截至2018年12月31日止年度，(a)本集團就採購產品、原材料、包裝材料、服務及其他向中糧集團及中糧之聯繫人支付／應付的總金額約為人民幣11.149億元；及(b)中糧集團及中糧之聯繫人就採購消費性產品、服務及其他向本集團支付／應付的總金額約為人民幣393萬元。

CONTINUING CONNECTED TRANSACTIONS (continued)

3. 2017 CONCENTRATE PURCHASE AGREEMENT

On 10 November 2017, the Company and Coca-Cola (Shanghai) Company Limited (“Coca-Cola (Shanghai)”) entered into a concentrate purchase agreement for a term of three years commencing from 1 January 2018 and expiring on 31 December 2020 (the “2017 Concentrate Purchase Agreement”). Pursuant to the 2017 Concentrate Purchase Agreement, members of the Group with prior written approval from Coca-Cola (Shanghai) shall purchase concentrates from Coca-Cola (Shanghai) at prices determined by Coca-Cola (Shanghai). Details of the 2017 Concentrate Purchase Agreement were disclosed in the 2017 Announcement.

For the year ended 31 December 2018, the total amount paid/payable by the Group to Coca-Cola (Shanghai) for the purchase of concentrates was approximately RMB1,978 million.

4. 2017 STILL BEVERAGES PURCHASE AGREEMENT

On 10 November 2017, the Company and Coca-Cola Bottlers Management Service (Shanghai) Limited (“Coca-Cola Bottlers (Shanghai)”) entered into a still beverages purchase agreement for a term of three years commencing from 1 January 2018 and expiring on 31 December 2020 (the “2017 Still Beverages Purchase Agreement”). Pursuant to the 2017 Still Beverages Purchase Agreement, certain members of the Group shall purchase still beverages from the Coca-Cola Bottlers (Shanghai) for distribution and resale within designated areas in the PRC. Details of the 2017 Still Beverages Purchase Agreement were disclosed in the 2017 Announcement.

For the year ended 31 December 2018, the total amount paid/payable by the Group to the Coca-Cola Bottlers (Shanghai) for the purchase of still beverages was approximately RMB2,279 million.

持續關連交易 (續)

3. 2017年濃縮液購銷協議

於2017年11月10日，本公司與可口可樂(上海)有限公司(「可口可樂(上海)」)訂立濃縮液購銷協議，期限為三年，自2018年1月1日起至2020年12月31日止(「2017年濃縮液購銷協議」)。根據2017年濃縮液購銷協議，經可口可樂(上海)事先書面確認的本集團成員將以可口可樂(上海)釐訂的價格向可口可樂(上海)採購濃縮液。2017年濃縮液購銷協議的詳情已於2017年公告中披露。

截至2018年12月31日止年度，本集團就採購濃縮液向可口可樂(上海)支付／應付的總金額約為人民幣19.78億元。

4. 2017年不含氣飲料購銷協議

於2017年11月10日，本公司與可口可樂裝瓶商管理服務(上海)有限公司(「可口可樂裝瓶(上海)」)訂立不含氣飲料購銷協議，期限為三年，自2018年1月1日起至2020年12月31日止(「2017年不含氣飲料購銷協議」)。根據2017年不含氣飲料購銷協議，本集團若干成員將向可口可樂裝瓶商(上海)採購不含氣飲料於中國指定區域內分銷及轉售。2017年不含氣飲料購銷協議的詳情已於2017年公告中披露。

截至2018年12月31日止年度，本集團就採購不含氣飲料向可口可樂裝瓶商(上海)支付／應付的總金額約為人民幣22.79億元。

CONTINUING CONNECTED TRANSACTIONS (continued)

5. 2017 PACKAGING MATERIALS AND SERVICES PROVISION AGREEMENT

On 10 November 2017, Tianjin Coca-Cola Beverage Co., Ltd. (“Tianjin Bottler”), a deemed subsidiary of the Company and Tianjin Shifa Zijiang Packaging Co., Ltd. (“Zijiang”) entered into a provision of packaging materials and services agreement for a term of three years commencing from 1 January 2018 and expiring on 31 December 2020 (the “2017 Packaging Materials and Services Provision Agreement”). Pursuant to the 2017 Packaging Materials and Services Provision Agreement, Zijiang shall supply packaging materials and provide conversion services and other services to Tianjin Bottler. Details of the 2017 Packaging Materials and Services Provision Agreement were disclosed in the 2017 Announcement.

For the year ended 31 December 2018, the total amount paid/payable by the Tianjin Bottler to Zijiang for the purchase of packaging materials and conversion services was approximately RMB31 million.

6. 2018 FRAMEWORK AGREEMENT

On 13 November 2018, COFCO Coca-Cola Beverages Limited (“CCBL”) (a 65%-owned subsidiary of the Company) entered into the framework agreement with Coca-Cola Bottlers Manufacturing Holdings Limited (“CCBMHL”), (The Coca-Cola Company and CCBL indirectly holds 38% and 21% interest, respectively), a connected person of the Company, for a term of two years from 1 January 2018 to 31 December 2019 (the “2018 Framework Agreement”). Pursuant to the 2018 Framework Agreement, relevant members of the CCBL and its subsidiaries (“CCBL Group”) shall provide processing services to the relevant members of the CCBMHL and its subsidiaries (“CCBMHL Group”) based on the business needs of the relevant members of the CCBMHL Group. The annual caps with respect to the transactions contemplated under the 2018 Framework Agreement for the financial year ending 31 December 2018 and 31 December 2019 are RMB160 million and RMB200 million, respectively. Details of the 2018 Framework Agreement were disclosed an announcement of the Company dated 13 November 2018.

持續關連交易(續)

5. 2017年包裝材料供應及服務協議

於2017年11月10日，天津可口可樂飲料有限公司(「天津裝瓶廠」)(視為本公司的附屬公司)與天津實發一紫江包裝有限公司(「紫江」)訂立包裝材料供應及服務協議，期限為三年，自2018年1月1日起至2020年12月31日止(「2017年包裝材料供應及服務協議」)。根據2017年包裝材料供應及服務協議，紫江將向天津裝瓶廠供應包裝材料及提供來料加工服務及其他服務。2017年包裝材料供應及服務協議的詳情已於2017年公告中披露。

截至2018年12月31日止年度，天津裝瓶廠就採購包裝材料及來料加工服務向紫江支付／應付的總金額約為人民幣3,100萬元。

6. 2018年框架協議

於2018年11月13日，中糧可口可樂飲料有限公司(「中可飲料」)(本公司擁有65%權益的附屬公司)與本公司的關連人士Coca-Cola Bottlers Manufacturing Holdings Limited(「CCBMHL」)(可口可樂公司及中可飲料分別間接持有38%權益及21%權益)訂立框架協議，自2018年1月1日至2019年12月31日止，為期兩年(「2018年框架協議」)。根據2018年框架協議，中可飲料及其附屬公司的相關成員公司「中可飲料集團」應根據CCBMHL及其附屬公司(「CCBMHL集團」)的相關成員公司的業務需求，向CCBMHL集團的相關成員公司提供加工服務。截至2018年12月31日及2019年12月31日止財政年度於2018年框架協議項下擬進行交易的上限分別為人民幣1.6億元及人民幣2.0億元。2018年框架協議的詳情已於本公司日期為2018年11月13日的公告中披露。

CONTINUING CONNECTED TRANSACTIONS (continued)

6. 2018 FRAMEWORK AGREEMENT (continued)

For the year ended 31 December 2018, the total amount paid/payable by the CCBMHL Group to the CCBL Group for the provision of processing services was approximately RMB 157 million.

7. 2018 FINANCIAL SERVICES AGREEMENT

On 14 December 2018, the Company, COFCO Coca-Cola Supply Chain (Tianjin) Limited (中糧可口可樂供應鏈(天津)有限公司) (“Supply Chain (Tianjin)”), an indirect non-wholly owned subsidiary of the Company, and COFCO Finance entered into a financial services agreement for a term of three years from 14 December 2018 to 13 December 2021 (the “2018 Financial Services Agreement”).

Pursuant to the 2018 Financial Services Agreement, COFCO Finance shall provide Supply Chain (Tianjin) and the Group depository services, fund transfer services, entrustment loan services and the other financial services. The annual caps in respect of the maximum daily deposit amount (including the corresponding interest accrued thereon) placed by the Group with COFCO Finance for the period from 14 December 2018 to 13 December 2019, 14 December 2019 to 13 December 2020 and 14 December 2020 to 13 December 2021 are RMB250 million, RMB300 million and RMB400 million, respectively. Details of the 2018 Financial Services Agreement were disclosed in the announcement of the Company dated 14 December 2018.

For the year ended 31 December 2018, the maximum daily deposit amount (including the corresponding interest accrued thereon) placed by the Group with COFCO Finance was approximately RMB32.34 million.

持續關連交易(續)

6. 2018年框架協議(續)

截至2018年12月31日止年度，CCBMHL集團就提供加工服務向中可飲料集團支付／應支付的總金額約為人民幣1.57億元。

7. 2018年財務服務協議

本公司、中糧可口可樂供應鏈(天津)有限公司(「供應鏈(天津)」)(本公司間接非全資附屬公司)與中糧財務於2018年12月14日訂立財務服務協議，自2018年12月14日起至2021年12月13日止，為期三年(「2018年財務服務協議」)。

根據2018年財務服務協議，中糧財務將向供應鏈(天津)及本集團提供存款、資金劃轉服務、委託貸款服務，以及其他金融服務。就本集團向中糧財務存放的每日最高存款金額(包括就此應計相應利息)於2018年12月14日至2019年12月13日、2019年12月14日至2020年12月13日及2020年12月14日至2021年12月13日期間分別為人民幣2.5億元、人民幣3億元及人民幣4億元。2018年財務服務協議詳情已於本公司日期為2018年12月14日的公告中披露。

截至2018年12月31日止年度，本集團於中糧財務存放的每日最高存款金額(包括就此應計利息)約為人民幣3,234萬元。

ANNUAL REVIEW OF CONTINUING CONNECTED TRANSACTIONS

The Company's auditor, Deloitte Touche Tohmatsu ("Deloitte"), was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Deloitte have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions numbered 2 to 7 disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The independent non-executive Directors have reviewed the above continuing connected transactions numbered 2 to 7 for the year ended 31 December 2018 and the report of the Company's auditors, and confirmed that these continuing connected transactions were:

1. entered into in the ordinary and usual course of business of the Company;
2. either on normal commercial terms or, on terms no less favourable to the Company than terms available to or from (as appropriate) independent third parties; and
3. in accordance with the terms of respective agreements governing the transactions and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year, no Directors are considered to have interests in any business which is likely to compete directly or indirectly with that of the Group.

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

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

持續關連交易之年度審閱

本公司核數師德勤•關黃陳方會計師行「德勤」已獲聘請根據香港會計師公會發出的香港審驗應聘服務準則第3000號(修訂版)的「歷史財務資料審計或審閱以外的審驗應聘」,及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出匯報。德勤已根據上市規則第14A.56條出具無保留意見函件,函件載有對上述本集團已披露的第2至7項持續關連交易的發現和總結。本公司已將有關核數師函件副本送呈聯交所。

獨立非執行董事已審閱上述截至2018年12月31日止年度之第2至7項的持續關連交易及本公司核數師的報告,並確認該等持續關連交易乃:

1. 於本公司日常業務過程中進行;
2. 按一般商業條款進行,或按不遜於給予本公司或來自(視情況而定)獨立協力廠商之條款進行;及
3. 根據約束該等交易之相應協議條款進行,公平合理且符合本公司及其股東的整體利益。

董事於競爭業務之權益

本年度內,概無董事被視為於可能直接或間接與本集團業務構成競爭之任何業務中擁有權益。

購買、出售或贖回本公司之上市證券

本年度內,本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

SUFFICIENCY OF PUBLIC FLOAT

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

CORPORATE GOVERNANCE

Information on the Company's corporate governance practices set out in the "Corporate Governance Report" on pages 87 to 109 of this annual report.

DONATIONS

During the year, the Group made charitable and other donations amounting to approximately RMB5,000,000.

REVIEW BY THE AUDIT COMMITTEE

The audit committee has reviewed with the auditor of the Company the audited financial statements for the year ended 31 December 2018 and has also discussed auditing, internal control and financial reporting matters, including the review of the accounting practices and principles adopted by the Group.

AUDITORS

Ernst & Young retired as auditor of the Company upon expiration of its term of office at the 2018 annual general meeting ("2018 AGM") on 1 June 2018. Deloitte was appointed as auditor of the Company to fill the vacancy and its appointment was approved by shareholders of the Company at 2018 AGM.

The consolidated financial statements for the year ended 31 December 2018 have been audited by Deloitte who retire and, being eligible, offer itself for re-appointment. A resolution for the re-appointment of Deloitte as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

YU Xubo
Chairman

Hong Kong
26 March 2019

足夠公眾持股量

根據本公司所得之公開資料及董事所知，於本報告日期，本公司全部已發行股本中至少有25%由公眾人士持有。

企業管治

本公司的企業管治常規資料載於本年報第87頁至第109頁的「企業管治報告」內。

捐贈

本年度內，本集團的慈善及其他捐贈約為人民幣5,000,000元。

審核委員會審閱

審核委員會已與本公司核數師審閱截至2018年12月31日止年度的經審核財務報表，並已就審計、內部監控及財務報告事宜（包括審閱本集團採納的會計常規及原則）進行討論。

核數師


安永會計師事務所於任期屆滿後於2018年6月1日舉行之2018年股東周年大會（「2018年股東周年大會」）上退任為本公司核數師。德勤獲委任為本公司核數師以填補空缺。而其委聘已於2018年股東周年大會上獲本公司股東批准。

截至2018年12月31日止年度之綜合財務報表已由德勤審核，其任期已經屆滿，惟符合資格，願意應聘連任。續聘德勤為本公司核數師之決議案將於應屆股東周年大會上提呈。

謹代表董事會

主席
于旭波

香港
2019年3月26日



To the shareholders of China Foods Limited
(Incorporated in Bermuda with limited liability)

致中國食品有限公司全體股東
(於百慕達註冊成立的有限公司)

OPINION

意見

We have audited the consolidated financial statements of China Foods Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 130 to 240, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師(以下簡稱「我們」)已審計列載於第130頁至第240頁中國食品有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2018年12月31日的綜合財務狀況表與截至該日止年度的綜合損益報表、綜合全面收入表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而公允地反映了 貴集團於2018年12月31日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

意見的基礎

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

關鍵審計事項

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
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Fair value of franchise rights and impairment assessment of franchise rights and goodwill

We have identified the fair value of franchise rights and the impairment assessment of franchise rights and goodwill of beverage cash-generating units as a key audit matter due to the significance of the balance and the significant management judgement and estimations involved in fair value determination and impairment assessment.

As disclosed in note 20 to the consolidated financial statements, as at 1 January 2018 and 31 December 2018, the Group had franchise rights and goodwill of RMB3,506,274,000. The fair value determination and impairment assessment performed by management involves judgements and key estimations as set out below:

- Budgeted gross margins; and
- Discount rate

Details of the key management estimations are disclosed in notes 5 and 20 to the consolidated financial statements.

OTHER MATTER

The consolidated financial statements (before the change of presentation and functional currencies and restatement of goodwill and franchise rights as set out in notes 1 and 20, respectively to the consolidated financial statements) of the Group for the year ended 31 December 2017 were audited by another auditor who expressed an unmodified opinion on those statements on 27 March 2018.

關鍵審計事項(續)

關鍵審計事項	該事項在審計中是如何應對的
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特許經營權公平值及特許經營權及商譽減值評估

由於結餘的重大性及公平值釐定及減值評估所涉及的重大管理層判斷及估計，吾等已識別飲料現金產生單位特許經營權的公平值及特許經營權以及商譽的減值評估為關鍵審計事宜。

如綜合財務報表附註20所披露，於2018年1月1日及2018年12月31日，貴集團的特許經營權及商譽為人民幣3,506,274,000元。管理層進行的公平值釐定及減值評估所涉及的判斷及關鍵估計載列於下文：

- 預測的總利潤；及
- 折現率

關鍵管理層估計的詳情披露於綜合財務報表附註5及20。

其他事項

貴集團截至2017年12月31日止年度之綜合財務報表(分別於綜合財務報表附註1及20所載之呈列之功能貨幣變動及重列商譽和特許權之前)由另一名核數師審核，其於2018年3月27日就該等報表發表無保留意見。

Our procedures in relation to fair value determination of franchise rights and impairment assessment of franchise rights and goodwill included:

- Evaluating the methodology and discount rate used in determining the fair value of franchise rights and the recoverable amount of the cash-generating units by consulting valuation specialists;
- Evaluating the key estimations, including the budgeted gross margins, by comparing to the Group's historical information; and
- Evaluating management's sensitivity analysis over the key estimations applied in the impairment assessment.

吾等關於特許經營權公平值釐定及特許經營權及商譽減值評估包括：

- 透過諮詢估值專家評估釐定特許經營權公平值及現金產生單位的可收回金額所用方法及折現率；
- 透過比較貴集團的歷史資料評估關鍵估計(包括預測的總利潤)；及
- 評價管理層對減值評估所用關鍵估計的敏感度分析。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大不一致或者似乎存在重大錯報。基於我們已執行的工作，如果我們認為其他信息存在重大錯報，我們需要報告該事實。在這方面，我們無任何事項需要報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而公允的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於舞弊或錯誤而導致的重大錯報所需的內部控制負責。

在擬備綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層負責監督貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於舞弊或錯誤而導致的重大錯報取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）按照百慕達公司法第90條報告，除此之外本報告並無其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯報存在時總能發現。錯報可以由舞弊或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯報可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於舞弊或錯誤而導致綜合財務報表存在重大錯報的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於舞弊可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因舞弊而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提醒使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mak Chi Lung.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong

26 March 2019

核數師就審計綜合財務報表承擔的責任(續)

- 評價綜合財務報表的整體列報、結構和內容，包括披露，以及綜合財務報表是否公允反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是麥志龍。

德勤•關黃陳方會計師事務所
執業會計師

香港

2019年3月26日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益報表

For the Year ended 31 December 2018 截至2018年12月31日止年度

		NOTES 附註	Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Continuing operation	持續經營業務			
Revenue	收入	6	15,648,051	13,357,992
Cost of sales	銷售成本		(10,106,740)	(8,661,123)
Gross profit	毛利		5,541,311	4,696,869
Other income and gains	其他收入及收益	8	228,637	1,952,739
Distribution and selling expenses	分銷及銷售支出		(4,467,172)	(3,767,620)
Administrative expenses	行政支出		(450,848)	(613,937)
Other expenses and losses	其他支出及虧損		(83,106)	(9,503)
Finance costs	融資成本	9	(74,835)	(88,344)
Share of profits of associates	應佔聯營公司溢利		44,168	41,133
Profit before tax from continuing operation	持續經營業務之除稅前溢利		738,155	2,211,337
Income tax expense	所得稅支出	10	(161,790)	(588,788)
Profit for the year from continuing operation	持續經營業務之年度溢利	12	576,365	1,622,549
Discontinued operations	終止經營業務			
Profit for the year from discontinued operations	終止經營業務之年度溢利	11	-	380,127
Profit for the year	年度溢利		576,365	2,002,676
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利			
- from continuing operation	- 來自持續經營業務		320,858	1,185,354
- from discontinued operations	- 來自終止經營業務		-	374,293
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利		320,858	1,559,647
Profit for the year attributable to non-controlling interests	非控股權益應佔年內溢利			
- from continuing operation	- 來自持續經營業務		255,507	437,195
- from discontinued operations	- 來自終止經營業務		-	5,834
Profit for the year attributable to non-controlling interests	非控股權益應佔年內溢利		255,507	443,029
Earnings per share	每股盈利	16		
From continuing and discontinued operations	來自持續經營及終止經營業務			
Basic (cents)	基本(分)		11.47	55.76
Diluted (cents)	攤薄(分)		N/A 不適用	55.76
From continuing operation	來自持續經營業務			
Basic (cents)	基本(分)		11.47	42.38
Diluted (cents)	攤薄(分)		N/A 不適用	42.38

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Year ended 31 December 2018 截至2018年12月31日止年度

綜合全面收入報表

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Profit for the year	年內溢利	576,365	2,002,676
Other comprehensive expense Item that may be reclassified subsequently to profit or loss:	其他全面支出 其後可能重新分類至損益 之項目：		
Share of other comprehensive loss of associates, net of related income tax	應佔聯營公司其他 全面虧損 (已扣除相關所得稅)	-	(1,546)
Other comprehensive expense for the year, net of income tax	年內其他全面支出 (已扣除所得稅)	-	(1,546)
Total comprehensive income for the year	年內全面收入總額	576,365	2,001,130
Total comprehensive income for the year attribute to:	應佔年內全面收入總額：		
Owners of the Company	本公司擁有人	320,858	1,558,642
Non-controlling interests	非控股權益	255,507	442,488
		576,365	2,001,130

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2018 2018年12月31日

			31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	4,886,534	4,658,037
Investment properties	投資物業	18	20,100	20,100
Prepaid lease payments	預付土地租賃款項	19	529,445	542,232
Prepayments for property, plant and equipment	物業、廠房及設備之預付款項		4,126	7,389
Intangible assets	無形資產	20	3,506,274	3,506,274
Interests in associates	於聯營公司之權益	21	742,028	708,360
Deferred tax assets	遞延稅項資產	30	379,390	271,495
			10,067,897	9,713,887
Current Assets	流動資產			
Inventories	存貨	22	1,650,318	1,292,430
Accounts receivables	應收賬款	23	304,788	299,480
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	24	566,129	497,356
Due from fellow subsidiaries	同系附屬公司欠款	38	23,892	22,621
Due from the immediate holding company	直系控股公司欠款	38	138	138
Due from the ultimate holding company	最終控股公司欠款	38	71	71
Due from non-controlling shareholders of subsidiaries	附屬公司之非控股股東欠款	38	359	5,081
Due from associates	聯營公司欠款	21	19,743	9,305
Due from other related party	其他關聯公司欠款	38	385,665	481,729
Prepaid tax	預繳稅項		18,254	25,146
Pledged bank deposits	抵押銀行存款	25	7,961	6,424
Bank balances and cash	銀行結餘及現金	25	243,235	832,063
			3,220,553	3,471,844

At 31 December 2018 2018年12月31日

			31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Current Liabilities	流動負債			
Accounts and bills payables	應付賬款及票據	26	606,811	930,858
Other payables and accruals	其他應付款項及應計負債	27	2,695,379	3,090,958
Borrowings	借貸	28	580,000	-
Contract liabilities	合約負債	29	1,341,686	-
Due to fellow subsidiaries	欠同系附屬公司款項	38	152,685	89,507
Due to the ultimate holding company	欠最終控股公司款項	38	1,336	1,336
Due to non-controlling shareholders of subsidiaries	欠附屬公司之非控股股東款項	38	6,749	17,974
Due to associates	欠聯營公司款項	21	163,330	120,066
Due to other related party	欠其他關聯公司款項	38	110,539	185,993
Tax liabilities	稅項負債		29,978	492,089
			5,688,493	4,928,781
Net Current Liabilities	流動負債淨值		(2,467,940)	(1,456,937)
Total Assets Less Current Liabilities	資產總值減流動負債		7,599,957	8,256,950
Non-Current Liabilities	非流動負債			
Borrowings	借貸	28	586,500	1,756,620
Deferred income	遞延收入		204,355	210,106
Deferred tax liabilities	遞延稅項負債	30	95,666	38,193
			886,521	2,004,919
Net assets	資產淨值		6,713,436	6,252,031
Capital and Reserves	資本及儲備			
Share capital	股本	31	293,201	293,201
Share premium and reserves	股份溢價及儲備		3,925,711	3,663,305
Equity attributable to owners of the Company	本公司擁有人應佔權益		4,218,912	3,956,506
Non-controlling interests	非控股權益		2,494,524	2,295,525
Total Equity	權益總值		6,713,436	6,252,031

The consolidated financial statements on pages 130 to 240 were approved and authorised for issue by the board of directors on 26 March 2019 and are signed on its behalf by:

於2019年3月26日董事會批准及授權發行第130至240頁的綜合財務報表，並由以下人士代表簽署：

LUAN Xiuju
樂秀菊
Director
董事

SHEN Peng
沈芃
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動報表

For the Year ended 31 December 2018 截至2018年12月31日止年度

Attributable to owners of the Company
本公司擁有人應佔

		Issued capital 已發行股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Employee share-based compensation reserve 僱員股本結算薪酬儲備 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Reserve funds 儲備金 RMB'000 人民幣千元	Asset revaluation reserve 資產重估儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 權益總值 RMB'000 人民幣千元
At 31 December 2016 (Restated) (note 1)	於2016年12月31日(經重列) (附註1)	293,201	30,820	21,239	3,105,117	305,382	8,101	1,101,336	4,865,196	1,574,719	6,439,915
Adjustment to non-controlling interest as a result of recognition of franchise rights (note 20)	因確認特許經營權調整 非控股權益(附註20)	-	-	-	-	-	-	-	-	104,844	104,844
At 1 January 2017 (Restated)	於2017年1月1日(經重列)	293,201	30,820	21,239	3,105,117	305,382	8,101	1,101,336	4,865,196	1,679,563	6,544,759
Profit for the year	年度溢利	-	-	-	-	-	-	1,559,647	1,559,647	443,029	2,002,676
Other comprehensive expense for the year	年度其他全面開支	-	-	-	(1,005)	-	-	-	(1,005)	(541)	(1,546)
Total comprehensive (expense)/income for the year	年度全面(開支)/收入總額	-	-	-	(1,005)	-	-	1,559,647	1,558,642	442,488	2,001,130
Acquisition of subsidiaries (Restated) (note 32)	收購附屬公司(經重列) (附註32)	-	-	-	-	-	-	-	-	269,941	269,941
Equity-settled share option arrangements	權益結算購股權安排	-	-	(1,017)	-	-	-	-	(1,017)	-	(1,017)
Transfer to reserve funds	轉撥至儲備金	-	-	-	-	3,322	-	(3,322)	-	-	-
Forfeiture or expiry of share options	購股權失效或到期	-	-	(20,222)	-	-	-	20,222	-	-	-
Release of reserves upon disposal subsidiaries	於出售附屬公司後解除儲備	-	-	-	(80,009)	(285,810)	(4,897)	370,716	-	(54,373)	(54,373)
Special dividends (note 15)	特別股息(附註15)	-	-	-	(2,201,007)	-	-	(236,382)	(2,437,389)	-	(2,437,389)
Final 2016 dividend declared	已宣派2016年末期股息	-	-	-	-	-	-	(28,926)	(28,926)	-	(28,926)
Contribution from non-controlling shareholders of a subsidiary	一間附屬公司非控股股東注資	-	-	-	-	-	-	-	-	36,000	36,000
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息	-	-	-	-	-	-	-	-	(78,094)	(78,094)
At 31 December 2017 (Restated) (note 1 and note 20)	於2017年12月31日(經重列) (附註1及附註20)	293,201	30,820	-	823,096	22,894	3,204	2,783,291	3,956,506	2,295,525	6,252,031
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	-	-	-	-	-	320,858	320,858	255,507	576,365
Final 2017 dividend declared (note 15)	已宣派2017年末期股息(附註15)	-	-	-	-	-	-	(58,452)	(58,452)	-	(58,452)
Transfer to reserve fund	轉撥至儲備金	-	-	-	-	640	-	(640)	-	-	-
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息	-	-	-	-	-	-	-	-	(56,508)	(56,508)
At 31 December 2018	於2018年12月31日	293,201	30,820	-	823,096	23,534	3,204	3,045,057	4,218,912	2,494,524	6,713,436

note*

The Group's capital reserve includes:

- the differences between the consideration and the book value of the share of net assets acquired/disposed of when there is a change in the ownership interest of a subsidiary, without a loss of control;
- share of other comprehensive income of an associate; and
- the contributed surplus which represents:
 - the excess value of the shares acquired over the nominal value of the Company's shares issued in exchange therefor under the group reorganisation in 1991, less the goodwill arising on the acquisition of subsidiaries and associates which remains eliminated against the capital reserve; and
 - the excess value of the shares acquired over the nominal value of the Company's shares issued in exchange therefor under the reorganisation as completed during the year ended 31 December 2006.

附註*

本集團資本儲備包括：

- 在尚未失去控制權的情況下，倘附屬公司所有者權益出現變動，所收購/出售資產淨值之代價與所佔所收購/出售資產淨值之賬面值之差額；
- 應佔一間聯營公司其他全面收入；及
- 繳入盈餘，即：
 - 於1991年集團重組時所收購股份之價值超過本公司因此而發行之股份面值之數額，減去仍然在資本儲備中扣除之收購附屬公司及聯營公司所產生之商譽；及
 - 根據截至2006年12月31日止年度完成的重組所收購股份之價值超過本公司因此而發行之股份面值之數額。

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year ended 31 December 2018 截至2018年12月31日止年度

綜合現金流量表

			2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Restated) (經重列)
OPERATING ACTIVITIES				
經營活動				
Profit before tax:	除稅前溢利：			
From continuing operation	來自持續經營業務		738,155	2,211,337
From discontinued operations	來自已終止經營業務	11	-	419,968
Adjustments for:	就以下項目作出調整：			
Finance costs	融資成本	9	74,835	88,488
Share of profits of associates	應佔聯營公司溢利		(44,168)	(41,133)
Bank interest income	銀行利息收入	8	(5,023)	(16,086)
Dividend income from available-for-sale investments	可供出售投資之股息收入		-	(44,011)
Impairment loss, net of reversal	減值虧損，扣除撥備			
– property, plant and equipment	– 物業、廠房及設備	17	38,181	6,298
– available-for-sale investments	– 可供出售投資		-	619
– goodwill	– 商譽	20	-	414,222
– receivables subject to ECL	– 預期信用損失下的應收款項		2,568	83,931
Equity-settled share option expense	權益結算購股權開支		-	(1,017)
Amortisation of intangible assets	無形資產攤銷		-	2,574
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17	414,843	515,154
Fair value gains on investment properties	投資物業公平值收益		-	(200)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損		2,470	6,856
Amortisation of prepaid lease payment	預付土地租賃款項攤銷	19	15,121	13,261
Provision against inventories	存貨撥備		24,688	62,825
Asset related government grants	資產相關的政府補助		(93,501)	(160,220)
Gain on disposal of subsidiaries	出售附屬公司收益	11,33	-	(1,693,511)
Gain on disposal of equity interests in associates	出售聯營公司股權收益	8	-	(438,106)
Gain on disposal of available-for-sale investments	出售可供出售投資收益	8	-	(435,735)
Operating cash flows before movements in working capital	營運資本變動前經營現金流量		1,168,169	995,514

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Restated) (經重列)
Increase in contract liabilities	合約負債增加	312,048	-
(Increase)/decrease in inventories	存貨(增加)/減少	(382,576)	169,551
(Increase)/decrease in accounts receivables	應收賬款(增加)/減少	(5,856)	172,366
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(36,618)	(17,973)
(Increase)/decrease in amounts due from fellow subsidiaries	同系附屬公司欠款(增加)/減少	(1,271)	102,149
Decrease in an amount due from the ultimate holding company	最終控股公司欠款減少	-	8,412
Increase in an amount due from the immediate holding company	直接控股公司欠款增加	-	(3)
Decrease/(increase) in an amount due from other related party	其他關聯公司欠款減少/(增加)	96,064	(346,116)
Decrease/(increase) in amounts due from non-controlling shareholders of subsidiaries	附屬公司非控股股東欠款減少/(增加)	4,722	(4,440)
(Increase)/decrease in amounts due from associates	聯營公司欠款(增加)/減少	(10,438)	13,122
Decrease in accounts and bills payables	應付賬款及票據減少	(324,047)	(451,701)
Increase in other payables and accruals	其他應付款項及應計負債增加	634,059	470,855
Increase/(decrease) in amounts due to fellow subsidiaries	欠同系附屬公司款項增加/(減少)	63,178	(413,029)
Decrease in an amount due to the ultimate holding company	欠最終控股公司款項減少	-	(19,673)
(Decrease)/increase in an amount due to other related party	欠其他關聯公司款項(減少)/增加	(75,454)	120,158
Increase in amounts due to non-controlling shareholders of subsidiaries	欠附屬公司非控股股東款項增加	3,525	4,061
Increase/(decrease) in amounts due to associates	欠聯營公司款項增加/(減少)	53,764	(1,055)
Cash generated from operations	經營業務所得之現金	1,499,269	802,198
Interest paid	已付利息	(74,835)	(88,488)
Mainland China income tax paid	已付中國內地所得稅	(149,896)	(266,677)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得之現金淨額	1,274,538	447,033

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		NOTES 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Restated) (經重列)
INVESTING ACTIVITIES	投資活動			
Interest received	已收利息	8	5,023	16,086
Withdrawal of pledged bank deposits	提取已抵押銀行存款		16,046	64,694
Placement of pledged bank deposits	存放已抵押銀行存款		(17,583)	(39,356)
Dividends received from associates	已收聯營公司股息		-	28,617
Dividends received from available-for-sale investments	已收可供出售投資之股息		-	44,011
Mainland China income tax paid on investing activities	投資活動已付中國內地所得稅		(444,868)	(22,784)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		5,577	8,975
Purchases of property, plant and equipment	購置物業、廠房及設備		(686,305)	(675,880)
Receipt of government grants	收到政府補助		87,750	176,037
Proceeds from disposal of equity interests in associates	出售聯營公司股權所得款項		-	483,571
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項		-	597,053
Acquisition of subsidiaries	收購附屬公司	32	-	(2,946,442)
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	8,33	-	4,871,387
NET CASH (USED IN) FROM INVESTING ACTIVITIES	投資活動(所用)所得現金淨額		(1,034,360)	2,605,969
FINANCING ACTIVITIES	融資活動			
New bank loans raised	已籌集新增銀行借款		-	3,170,749
Repayments of bank borrowings	償還銀行借款	34	(590,120)	(3,835,326)
Repayments of other borrowings	償還其他借款		-	(12,320)
Contribution from a non-controlling shareholder of a subsidiary	附屬公司非控股股東供款		-	36,000
Dividends paid	已付股息	34	(167,628)	(2,402,844)
Dividends paid to non-controlling shareholders of subsidiaries	向附屬公司非控股股東支付股息	34	(71,258)	(118,625)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額		(829,006)	(3,162,366)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目減少淨額		(588,828)	(109,364)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日之現金及現金等值項目		832,063	1,013,476
Effect of foreign exchange rate changes	匯率變動影響		-	(72,049)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER REPRESENTED BY BANK BALANCES AND CASH	於12月31日之現金及現金等值項目即銀行結餘及現金		243,235	832,063

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

1. CORPORATE INFORMATION

China Foods Limited (the “Company”) is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company is a subsidiary of China Foods (Holdings) Limited, a company incorporated in the British Virgin Islands. In the opinion of the directors of the Company (the “Directors”), the ultimate holding company is COFCO Corporation, which is a state-owned enterprise registered in the Peoples Republic of China (the “PRC”).

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were involved in processing, bottling and distribution of sparkling beverage products, and distribution of still beverage products.

The primary economic environment for the Group entities is Mainland China. It is Renminbi (“RMB”) that mostly influences the performance of the Group entities and the underlying transactions, events and conditions relevant to the Group entities. Accordingly, the functional currency of the Company has been changed from Hong Kong Dollar (“HKD”) into RMB retrospectively. The presentation currency of the consolidated financial statements is also changed from HKD to RMB in the current year. Comparative figures have been re-presented in RMB.

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared on a going concern basis notwithstanding that the Group had net current liabilities of RMB2,467,940,000 at the end of the reporting period. In preparing these consolidated financial statements, the Directors have given careful consideration to the current and anticipated future liquidity of the Group. Taking into account, inter alia, (i) the unutilised loan facilities at the end of the reporting period, and (ii) the expected net cash inflows generated from the Group’s operations for the next twelve months. The Directors are of the opinion that the Group will be able to meet its liabilities as and when they fall due. Accordingly, the Directors consider that the preparation of these consolidated financial statements on a going concern basis is appropriate.

1. 公司資料

中國食品有限公司(「本公司」)為一家於百慕達註冊成立之有限責任公司。本公司之註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司乃在英屬維爾京群島註冊成立之中國食品(控股)有限公司之附屬公司。本公司董事(「董事」)認為，最終控股公司為於中華人民共和國(「中國」)註冊的國有企業中糧集團有限公司。

於本年度，本公司及其附屬公司(統稱「本集團」)參與加工、裝瓶及分銷汽水飲料產品以及分銷不含氣飲料產品。

本集團實體的主要經營環境在中國內地。人民幣(「人民幣」)是主要影響本集團實體的表現與本集團實體的相關交易、事件及狀況的貨幣。因此，本公司功能貨幣已由港元(「港元」)追溯變更為人民幣。簡明綜合財務報表的列報貨幣於本年度由港元變更為人民幣。比較數字以人民幣重列。

2. 編製基準

儘管本集團於報告期末有流動負債淨額人民幣2,467,940,000元，本財務資料乃按持續經營基準編製。在編製此等綜合財務報表時，董事已審慎考慮本集團目前及預期未來的流動資金。經考慮(其中包括)(i)於報告期末尚未使用的貸款授信；及(ii)本集團未來十二個月透過經營業務所產生的預期現金流入淨額。董事認為，本集團將能夠應付其到期負債。因此，董事認為按持續經營基準編製此等綜合財務報表乃屬適當。

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and Amendments to HKFRSs that are Mandatorily Effective for the Current Year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year.

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 Revenue and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and the related interpretations.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度強制生效之香港財務報告準則新訂及修訂本

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之新訂及修訂本。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收入及相關修訂
香港（國際財務報告詮釋委員會）—詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號（修訂本）	以股份為基礎的支付交易的分類及計量
香港財務報告準則第4號（修訂本）	應用香港財務報告準則第9號金融工具時一併應用香港財務報告準則第4號保險合約
香港會計準則第28號（修訂本）	作為香港財務報告準則2014年至2016年週期之年度改進之一部份
香港會計準則第40號（修訂本）	投資物業轉讓

除下文所述者外，於本年度應用香港財務報告準則之新訂及修訂本對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載列之披露並無構成重大影響。

香港財務報告準則第15號來自客戶合約的收入

本集團已於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號取代了香港會計準則第18號收入及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而初始應用該準則之累計影響於初始應用日期2018年1月1日確認。初始應用日期之任何差額於期初保留溢利中確認及並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅對於2018年1月1日尚未完成的合約追溯應用該準則。因此，若干比較資料未必能與根據香港會計準則第18號收入及相關詮釋所編製的比較資料作出比較。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are Mandatorily Effective for the Current Year (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

The Group recognises revenue from sale of beverage products. Information about the Group's performance obligation and the accounting policies resulting from application of HKFRS 15 are disclosed in notes 6 and 4 respectively.

Summary of effects arising from initial application of HKFRS 15

The following adjustment was made to the amounts recognised in the consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

	Carrying amounts previously reported at 31 December 2017 於2017年12月31日 先前已呈報的賬面值 RMB'000 人民幣千元	Reclassification 重新分類 RMB'000 人民幣千元	Carrying amounts under HKFRS 15 1 January 2018 根據香港財務報告準則第15號 於2018年1月1日 的賬面值 RMB'000 人民幣千元	
Other payables and accruals Contract liabilities	其他應付款項及應計負債 合約負債	3,090,958 –	(1,029,638) 1,029,638	2,061,320 1,029,638

Previously included in other payables and accruals, RMB1,029,638,000 related to advance payment received from customer for purchase of the Group's products. This balance is reclassified to contract liabilities upon application of HKFRS 15.

The following table summaries the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018 and its consolidated statement of profit or loss for the current year for each of the line items affected. Line items that were not affected by the changes have not been included.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之香港財務報告準則新訂及修訂本(續)

香港財務報告準則第15號來自客戶合約的收入(續)

本集團自銷售飲料產品確認收入。有關本集團因應用香港財務報告準則第15號產生的履約義務及會計政策分別披露於附註6及4。

首次應用香港財務報告準則第15號所產生之影響概要

於2018年1月1日之綜合財務狀況表已確認以下調整之金額。沒有受變動影響之項目不包括在內。

先前計入其他應付款項及應計負債中，人民幣1,029,638,000元與就購買本集團產品收取客戶墊款相關。該結餘於應用香港財務報告準則第15號之後重新分類至合約負債。

下表概述應用香港財務報告準則第15號對本集團於2018年12月31日的綜合財務狀況表及本年度綜合損益報表的影響之各項目。未受變動影響之項目並未計入在內。

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are Mandatorily Effective for the Current Year (continued)

HKFRS 15 Revenue from Contracts with Customers
(continued)

Summary of effects arising from initial application of HKFRS 15
(continued)

Impact on the consolidated statement of financial position

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之香港財務報告準則新訂及修訂本(續)

香港財務報告準則第15號來自客戶合約的收入(續)

首次應用香港財務報告準則第15號所產生之影響概要(續)

對綜合財務狀況表的影響

			As reported	Adjustment	Amounts without application of HKFRS 15
		Note	如呈報 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	不計及應用香港財務報告準則第15號的金額 RMB'000 人民幣千元
		附註			
Other payables and accruals	其他應付款項及應計負債	(a)	2,695,379	1,341,686	4,037,065
Contract liabilities	合約負債		1,341,686	(1,341,686)	–
Impact on the consolidated statement of profit and loss			對綜合損益報表的影響		

			As reported	Adjustment	Amounts without application of HKFRS 15
		Note	如呈報 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	不計及應用香港財務報告準則第15號的金額 RMB'000 人民幣千元
		附註			
Revenue	收入		15,648,051	143,303	15,791,354
Distribution and selling expenses	分銷及銷售開支	(b)	4,467,172	143,303	4,610,475
Profit for the year	年度溢利		576,365	–	576,365

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are Mandatorily Effective for the Current Year (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

Summary of effects arising from initial application of HKFRS 15 (continued)

Impact on the consolidated statement of cash flows

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之香港財務報告準則新訂及修訂本(續)

香港財務報告準則第15號來自客戶合約的收入(續)

首次應用香港財務報告準則第15號所產生之影響概要(續)

對綜合現金流量表的影響

			As reported	Adjustment	Amounts without application of HKFRS 15
	Note		如呈報	調整	不計及應用香港財務報告準則第15號的金額
	附註		RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元
			(c)		
OPERATING ACTIVITIES	經營業務				
Increase other payables and accruals	其他應付款項及應計負債增加	(a)	634,059	312,048	946,107
Increase in contract liabilities	合約負債增加		312,048	(312,048)	–
Cash generated from operations	經營業務所得之現金		1,499,269	–	1,499,269
(a) RMB1,341,686,000 related to advance payment received from customer for purchase of the Group's products would have been included in other payables and accruals prior to application of HKFRS 15. Under HKFRS 15, this balance is classified as contract liabilities in the consolidated statement of financial position as at 31 December 2018. Cash flow movements have been adjusted accordingly.				(a) 於應用香港財務報告準則第15號前，與就購買本集團產品收取客戶墊款相關的人民幣1,341,686,000元已包括在其他應付款項及應計負債當中。根據香港財務報告準則第15號，該結餘被分類至於2018年12月31日的綜合財務狀況表的合約負債中。現金流量變動已相應調整。	
(b) RMB143,303,000 related to promotion expense for promotion activities performed by the distributors would have been included in distribution and selling expenses prior to application of HKFRS 15. Under HKFRS 15, this amount reduces revenue in the consolidated statement of profit or loss for the year ended 31 December 2018.				(b) 於應用香港財務報告準則第15號前，與促銷活動的促銷支出相關的人民幣143,303,000元已包括在分銷及銷售支出當中。根據香港財務報告準則第15號，該金額於截至2018年12月31日止年度的綜合損益報表的收入中扣減。	
(c) For the purposes of reporting cash flows from operating activities under indirect method for the year ended 31 December 2018, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2018 as disclosed above.				(c) 就根據間接法呈報截至2018年12月31日止年度經營活動現金流量而言，營運資金變動已根據上文所披露2018年1月1日期初財務狀況表計算。	

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3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are Mandatorily Effective for the Current Year (continued)

HKFRS 9 Financial Instruments and the Related Amendments

In the current year, the Group has applied HKFRS 9 Financial Instruments and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for i) the classification and measurement of financial assets and financial liabilities, ii) expected credit losses (“ECL”) for financial assets and, iii) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

Accounting policies resulting from application of HKFRS 9 are disclosed in note 4.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本年度強制生效之香港財務報告準則新訂及修訂本（續）

香港財務報告準則第9號金融工具及相關修訂

於本年度，本集團已採用香港財務報告準則第9號金融工具及其他相應的香港財務報告準則修訂。香港財務報告準則第9號就i)金融資產及金融負債的分類及計量，ii)金融資產的預期信用損失（「預期信用損失」）及，iii)一般對沖會計法引入新規定。

本集團已根據香港財務報告準則第9號所載的過渡條文採用香港財務報告準則第9號，即將分類及計量規定（包括預期信用損失模式下的減值）追溯應用於2018年1月1日（初始應用日期）尚未取消確認的工具，而並無將該等規定應用於2018年1月1日已取消確認的工具。2017年12月31日之賬面值與2018年1月1日之賬面值間的差額於期初保留溢利中確認，並無重列比較資料。

因此，比較資料乃根據香港會計準則第39號金融工具：確認及計量編製，故若干比較資料可能無法比較。

應用香港財務報告準則第9號產生的會計政策披露於附註4。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs that are Mandatorily Effective for the Current Year (continued)

HKFRS 9 Financial Instruments and the Related Amendments (continued)

Impairment under ECL model

As at 1 January 2018, the Directors reviewed and assessed the Group’s existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The application of ECL model has no material impact on retained profits or other comprehensive income at 1 January 2018.

Summary of effect arising from initial application of HKFRS 9

The application of HKFRS 9 has no material impact on the classification and measurement (including impairment) of financial assets and financial liabilities at 1 January 2018.

Amendments to HKAS 40 Transfers of Investment Property

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (i.e. a change in use is not limited to completed properties).

At the date of initial application, the Group assessed the classification of certain properties based on conditions existing at that date. There is no impact to the classification at 1 January 2018.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之香港財務報告準則新訂及修訂本(續)

香港財務報告準則第9號金融工具及相關修訂(續)

預期信用損失模式下之減值

於2018年1月1日，董事根據香港財務報告準則第9號之規定，使用無需付出不必要成本或能力而可得之合理且可支持的資料審閱及評估本集團現有的金融資產是否存在減值。應用預期信用損失模式對2018年1月1日之保留溢利或其他全面收入並無重大影響。

首次應用香港財務報告準則第9號產生的影響概要

應用香港財務報告準則第9號對於2018年1月1日的金融資產及金融負債的分類及計量(包括減值)並無重大影響。

香港會計準則第40號(修訂本)投資物業轉讓

該修訂澄清，轉讓至投資物業或由投資物業轉讓需要評估物業是否符合投資物業的定義或已不再符合投資物業的定義，並以證據證明已發生使用變更。該修訂進一步澄清，除香港會計準則第40號所列的情況外，其他情況可能會證明使用情況有所改變，在建物業也有可能改變使用情況(即使用變動不限於已竣工物業)。

於首次應用日期，本集團根據該日已存在的狀況評估若干物業的分類，對於2018年1月1日之分類並無影響。

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3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs in Issue but not yet Effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ³
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKFRS 3	Definition of a Business ⁴
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an investor and its Associate or Joint Venture ²
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁵
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement ¹
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle ¹

¹ Effective for annual periods beginning on or after 1 January 2019

² Effective for annual periods beginning on or after a date to be determined

³ Effective for annual periods beginning on or after 1 January 2021

⁴ Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

⁵ Effective for annual periods beginning on or after 1 January 2020

Except for the new and amendments to HKFRSs mentioned below, the Directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並未提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性 ¹
香港財務報告準則第3號（修訂本）	業務的定義 ⁴
香港財務報告準則第9號（修訂本）	具有負補償的提前償付特徵 ¹
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營公司之間的資產出售或投入 ²
香港會計準則第1號及香港會計準則第8號（修訂本）	重大的定義 ⁵
香港會計準則第19號（修訂本）	計劃修訂、縮減或支付 ¹
香港會計準則第28號（修訂本）	於聯營公司或合營企業之長期權益 ¹
香港財務報告準則（修訂本）	香港財務報告準則2015年至2017年週期的年度改進 ¹

¹ 於2019年1月1日或之後開始年度期間生效

² 於待定期限或以後開始之年度期間生效

³ 於2021年1月1日或之後開始年度期間生效

⁴ 對收購日期為2020年1月1日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購生效

⁵ 於2020年1月1日或之後開始年度期間生效

除下文所述新訂及經修訂香港財務報告準則外，董事預計應用所有其他新訂及修訂香港財務報告準則在可預見未來將不會對綜合財務報表產生重大影響。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs in Issue but not yet Effective (continued)

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group, upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance to the nature, as appropriate.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外，香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修改的規定。

除短期租賃及低價值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債初步按租賃款項(非當日支付)的現值計量。隨後，租賃負債會就(其中包括)利息及租賃款項以及租賃修改的影響作出調整。就現金流量分類而言，經營租賃款項呈列為經營現金流量。就現金流量分類而言，本集團目前將提前預付租賃款項呈列為有關自用租賃土地及分類為投資物業者的投資現金流量，而其他經營租賃款項呈列為經營現金流量。於應用香港財務報告準則第16號時，本集團將有關租賃負債的租賃款項分配至呈列為融資現金流量的本金及利息部分，提前預付租賃款項將繼續根據性質呈列為投資或經營現金流量(如適用)。

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3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs in Issue but not yet Effective (continued)

HKFRS 16 Leases (continued)

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of RMB80,911,000 as disclosed in note 36(a). A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC)-Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profits without restating comparative information.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

根據香港會計準則第17號，本集團已就融資租賃安排確認一項資產及相關融資租賃負債，以及租賃土地（本集團為承租人）的預付租賃款項。應用香港財務報告準則第16號可能導致該等資產在分類上的潛在變動，取決於本集團個別或在擁有對應相關資產情況下該等資產呈列的同一項目內呈列使用權資產。

除亦適用於出租人的若干規定外，香港財務報告準則第16號實質上沿用香港會計準則第17號的出租人會計規定，及繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求詳盡披露。

誠如附註36(a)所披露，於2018年12月31日，本集團擁有不可撤銷經營租賃承擔人民幣80,911,000元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃的定義。採納香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應的負債，除非符合低價值或短期租賃。

應用新規定可能令上文所述的計量、呈列及披露產生變動。本集團擬選用可行及適宜之方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）—詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而對於先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）—詮釋第4號並非識別為包括租賃的合約，則不應應用該準則。因此，本集團不會重新評估合約是否為或包括於首次應用日期前已存在的租賃。此外，作為承租人本集團擬選用追溯調整法應用香港財務報告準則第16號並將確認首次應用對期初保留溢利的累計影響，惟不會重列比較資料。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and Amendments to HKFRSs in Issue but not yet Effective (continued)

Amendments to IFRS 3 Definition of a Business

The amendments clarify the definition of a business and provide additional guidance with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or an asset acquisition. Furthermore, an optional concentration test is introduced to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The amendments will be mandatorily effective to the Group prospectively for acquisition transactions completed on or after 1 January 2020.

Amendments to IAS 1 and IAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgements. The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group's annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

對國際財務報告準則第3號業務的定義之修訂

該修訂闡明業務的定義，就目的是協助各實體確定交易是應作為業務合併還是作為資產購置入賬提供額外指引。此外，引入一個新增可選的測試，容許可簡化評估一系列必須的活動和資產是否為業務。該修訂將對本集團預期於2020年1月1日或之後完成的收購交易強制生效。

對國際會計準則第1號及國際會計準則第8號重大的定義之修訂

該修訂透過於作出重大判斷時加入額外指引及解釋完善重大的定義。該修訂亦符合所有香港財務報告準則的定義，並將對本集團於2020年1月1日開始的年度期間強制生效。應用該修訂預期不會對本集團的財務狀況及表現產生重大影響，但可能影響於綜合財務報表的呈列及披露。

4. 主要會計政策

本綜合財務報表乃根據香港會計師公會所頒佈的香港財務報告準則而編製。此外，本綜合財務報表亦按香港聯合交易所有限公司證券上市規則(「上市規則」)及按香港公司條例的要求作出適當披露。

綜合財務報表按歷史成本基準編製，以公平值計量之投資物業及若干金融工具則除外，於載列於下文之會計政策中解釋。

歷史成本一般根據貨品及服務交易所付出之公平值計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are within the scope of HKAS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

4. 主要會計政策(續)

公平值為市場於計量日在有序交易中出售資產所收取的價格或轉讓的負債所支付的價格，不論該價格是否可直接觀察或以其他估值技巧估計。在估計資產或負債之過程中，本集團已計算該資產或負債之特性，倘若市場參與人將考慮該特性而於計量日對該資產或負債出價。於綜合財務報表作為計量及／或披露公平值均按此基準而釐定，包含在香港財務報告準則第2號「以股代款」範圍內之以股份為基礎支付之交易，包含在香港會計準則第17號範圍內之租賃交易，及若干類似公平值但並非公平值之計量，如香港會計準則第2號存貨可變現淨值或香港會計準則第36號資產之減值使用價值等則除外。

非金融資產之公平值計量計及市場參與者通過使用其資產之最高及最佳用途或將其出售予將使用其最高及最佳用途之另一市場參與者，而能夠產生經濟利益之能力。

就按公平值交易的金融工具及投資物業以及於其後期間使用不可觀察輸入數據計量公平值的估值技術而言，估值技術會進行調整，以致初步確認時估值技術的結果等於交易價格。

此外，作為財務呈報用途，用於計量公平值的輸入數據的可觀察程度和重要性來決定的公平值架構級別分類(第一、第二及第三級別)，陳述如下：

- 第一級別輸入數據為於活躍市場之標價(未經調整)，以識別資產或負債，而該實體於計量日可作評估；
- 第二級別輸入數據為除了第一級別所含標價之外直接地或間接地可觀察之資產或負債；及
- 第三級別輸入數據為資產或負債的不可觀察之輸入數據。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

The principal accounting policies are set out below.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

4. 主要會計政策(續)

所採用主要會計政策如下。

合併基準

本綜合財務報表包括本公司及由本公司及其附屬公司所控制企業。當本公司符合以下要素時，則取得控制權：

- 可對投資對象行使權力；
- 因參與被投資對象而就浮動回報承擔風險或享有權利；及
- 有能力行使其權力以影響其回報。

倘有事實及情況顯示上文所述三個控制元素其中一項或超過一項之改變，本集團重新評估是否已控制投資對象。

當本集團獲得一附屬公司之控制權開始綜合該附屬公司，而當本集團失去該附屬公司之控制權時結束綜合。尤其是年內所購入或出售附屬公司之收入及支出由本集團獲得控制權當日起包括在綜合損益表直至本集團停止該附屬公司之控制權日期為止。

損益及其他全面收益之每個項目均歸屬於本公司之擁有人及非控制性權益。該等附屬公司之總全面收益歸屬於本公司之擁有人及非控制性權益，即使導致非控制性權益之業績為赤字結餘。

凡本集團成員公司之間的交易所產生的集團間資產及負債、權益、收入、支出及現金流均於合併時全額抵銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Business Combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that deferred tax assets or liabilities are recognised and measured in accordance with HKAS 12 Income Taxes.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

4. 主要會計政策(續)

業務合併

收購業務採用收購法入賬。業務合併中轉讓之代價按公平值計量，即按本集團所轉讓資產、本集團向被收購方前擁有人所承擔負債及本集團就交換被收購方控制權所發行股權於收購日期之公平值總和計算。收購相關成本一般於產生時在損益表確認。

於收購日期，所收購可識別資產及所承擔負債乃按之公平值確認，惟根據香港會計準則第12號所得稅確認及計量之遞延稅項資產或負債除外。

商譽按所轉讓代價、非控制性權益佔被收購方之任何金額，以及收購方以往持有之被收購方股權(如有)之公平值之總和，高於所收購可識別資產及所承擔負債於收購日期之淨額之差額計量。倘重新評估後，所收購可識別資產與所承擔負債之淨額高於所轉讓代價、非控制性權益佔被收購方之任何金額，以及收購方以往持有之被收購方股權(如有)之公平值之總和，則差額即時在損益表確認為議價收購收益。

屬現有擁有權權益並賦予其持有人權利於清盤時按比例分佔相關附屬公司淨資產之非控制性權益，可初步按非控股權益按比例分佔被收購方可識別資產淨值之已確認金額或按公平價值計量。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating units in which the Group monitors goodwill).

The Group's policy for goodwill arising on the acquisition of an associate is described as below.

Investments in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

4. 主要會計政策(續)

商譽

收購業務所產生的商譽按收購業務當日確定的成本(見上文之會計政策)減累計減值虧損(如有)列賬。

進行減值測試時，商譽會分配至預期可受惠於合併的協同效益之本集團各有關現金產生單位或現金產生單位組，其乃為內部管理目的監控商譽之最小單位，且並不大於經營分部。

獲分配商譽之現金產生單位(或現金產生單位組)會每年進行減值測試，或於有跡象顯示單位可能出現減值時更頻繁地進行減值測試。對於個別呈報期間所進行收購產生之商譽，獲分配商譽之現金產生單位(或現金產生單位組)於須該呈報期結算日前進行減值測試。倘可收回金額少於該單位之賬面值，則首先分配減值虧損以減低任何分配至該單位之商譽的賬面值，其後按該單位(或現金產生單位組)內各資產賬面值之比例分配至其他資產。

於出售有關現金產生單位(或本集團監察商譽的現金產生單位組內的任何現金產生單位)時，在釐定出售損益時會計入應佔商譽金額。

本集團收購聯營公司所產生之商譽的政策於下文概述。

於聯營公司之投資

聯營公司指本集團對其有重大影響力的實體。重大影響力指有權參與被投資方的財政及經營政策決定，但並非控制或共同控制該等政策。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in Associates (continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assess whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. 主要會計政策(續)

於聯營公司之投資(續)

聯營公司的業績及資產與負債乃按權益會計法併入該等綜合財務報表。用作權益會計處理的聯營公司財務報表乃採用本集團在類似情況下就類似交易及事件所用的統一會計政策編製。根據權益法，於聯營公司的投資初步按成本於綜合財務狀況表內確認，隨後進行調整以確認本集團應佔聯營公司的損益或其他全面收入。損益及其他全面收入以外的聯營公司資產淨值變動不會入賬，除非該等變動導致本集團持有的擁有權權益出現變動。當本集團應佔聯營公司的虧損超過其於該聯營公司的權益(包括實質上屬於本集團於聯營公司投資淨額一部分的任何長期權益)時，本集團不再額外確認應佔虧損。額外虧損僅於本集團有法定或推定責任或須代表該聯營公司支付款項時予以確認。

在被投資方成為一間聯營公司當日，於聯營公司之投資會採用權益法入賬。於收購聯營公司之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

本集團評估是否存在任何客觀證據，證明於聯營公司的投資可能出現減值。倘存在任何客觀證據時，投資之全部賬面值(包括商譽)將視作單一資產並按香港會計準則第36號資產減值透過將其可收回金額(即使用價值與公允值減出售成本之較高者)與賬面值作比較以進行減值測試。任何已確認之減值虧損會成為投資賬面值之一部分。倘投資之可收回金額其後回升，減值虧損之任何撥回會按照香港會計準則第36號確認。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in Associates (continued)

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. The difference between the carrying amount of the associate and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal of the relevant associate.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Revenue from Contracts with Customers (upon application of HKFRS 15 in accordance with transitions in note 3)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

4. 主要會計政策 (續)

於聯營公司之投資 (續)

當本集團對聯營公司不再有重大影響，則入賬列為出售該被投資公司之全數權益，產生之收益或虧損於損益中確認。聯營公司賬面值與出售聯營公司相關權益所得款項之間的差額，乃計入釐定出售聯營公司的收益或虧損。此外，本集團就該聯營公司先前確認於其他全面收益的所有數額（按相同基準），猶如直接出售該聯營公司的相關資產或負債予以入賬。因此，倘該聯營公司先前確認於其他全面收益的收益或虧損會在相關資產或負債出售時重新分類至損益中，則本集團會在出售相關聯營公司時將此收益或虧損由權益重新分類至損益（作為重新分類的調整）。

當集團實體與本集團聯營公司交易時，與聯營公司交易產生之溢利及虧損將於本集團之綜合財務報表中確認，惟僅受與本集團無關之聯營公司之權益所規限。

客戶合約收入 (根據附註3 過渡應用香港財務報告準則第15號之後)

根據香港財務報告準則第15號，於(或就此)完成履約義務時，本集團確認收入，即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

履約義務指不同的商品及服務(或一組商品或服務)或一系列大致相等的不同商品及服務。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from Contracts with Customers (upon application of HKFRS 15 in accordance with transitions in note 3) (continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for a presented on a net basis.

4. 主要會計政策(續)

客戶合約收入(根據附註3過渡應用香港財務報告準則第15號之後)(續)

控制權隨時間轉移，而倘滿足以下其中一項標準，則收入乃參照完全滿足相關履約義務的進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約產生或強化一項資產，該資產於本集團履約時乃由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之付款具有可執行之權利。

否則，收入於客戶獲得商品或服務控制權的時間點確認。

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或已可自客戶收取代價)，而須轉讓商品或服務予客戶之義務。

與合約相關之合約資產及合約負債按淨額基準列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from Contracts with Customers (upon application of HKFRS 15 in accordance with transitions in note 3) (continued)

Variable consideration

For contracts that contain variable consideration, such as volume related discount, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Consideration Payable to a Customer

Consideration payable to a customer includes rebate for promotional activities at customers' location that the Company pays, or expects to pay, to the customer. Consideration payable to a customer also includes credit or other items that can be applied against amounts owed to the Company. The Group accounts for consideration payable to a customer as a reduction of the transaction price and, therefore, of revenue as the payment is not exchange for distinct good or service that the customer transfers to the Group. The Group recognises such reduction of revenue when (or as) the later of either of the following events occurs: (a) the Group recognises revenue for the transfer of the related goods or services to the customer; and (b) the Group pays or promises to pay the consideration (even if the payment is conditional on a future event).

4. 主要會計政策 (續)

客戶合約收入 (根據附註3過渡應用香港財務報告準則第15號之後) (續)

可變代價

就包含可變代價的合約 (以數量為基礎的回扣) 而言, 本集團可使用 (a) 期望價值法或 (b) 最可能金額估計其有權獲取的代價金額, 取決於哪種方法將能更好的預測本集團有權獲取的代價金額。

可變代價的估計金額將計入交易價格, 並以當可變代價相關不確定因素隨後獲解除, 該入賬將不會導致重大收入撥回為限。

於各報告期末, 本集團更新估計交易價格 (包括更新評估可變代價的估計是否受限) 以如實反映報告期末的情況及於報告期間的情況變化。

應付客戶代價

應付客戶代價包括本公司就於客戶所在位置進行促銷活動支付或預期支付客戶的回扣。應付客戶代價亦包括可用於抵銷欠付本公司款項的信貸或其他項目。本集團因而將應付客戶代價入賬作為交易價格自收入的扣減, 因為付款並非用於交換客戶轉移至本集團的不同商品或服務。本集團於下列任何一項事件發生 (以較遲者為準) 時 (或之後) 確認收益減少: (a) 本集團確認向客戶轉讓相關貨品或服務的收入; (b) 本集團支付或承諾支付代價 (即使付款以未來事件為條件)。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition (prior to 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

Service income is recognised when services are provided.

Dividend income from investments is recognised when the rights to receive payment have been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as Lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as Lessee

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

Leasehold Land

Payment made for leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

4. 主要會計政策(續)

收益確認(於2018年1月1日之前)

收益按已收或應收代價的公允值計量。收益乃就估計客戶退貨、回扣及其他類似津貼作出扣減。

收益乃於收益金額能可靠計量，未來經濟利益可能流入本集團及本集團各項業務均符合下述特定準則時予以確認。

銷售貨物的收益於貨物交付且擁有權已轉移時確認。

服務收入於提供服務時確認。

投資之股息收入於收取款項之權利確定時確認。

利息收入按時間基準計算，參考未償還本金及適用的實際利率，即通過金融資產的預定期限將估計未來現金收入，初步認可準確折現為該資產的賬面淨值的利率。

經營租賃之租金收入於相關租賃期限內按直線法於損益確認。

租賃

租賃條款將絕大部分擁有權的風險及回報轉移予承租人的租賃均分類為融資租約。所有其他租賃則分類為經營租約。

本集團作為承租人

經營租賃之租金收入於相關租賃期限內按直線法於損益確認。

本集團作為承租人

經營租約付款(包括根據經營租約獲取土地之成本)於租期內按直線法確認為開支。

租賃土地

租賃土地付款在綜合財務狀況表「預付租賃付款」入賬列作經營租約並按直線法於租期內攤銷。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign Currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Borrowing Costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Retirement Benefit Costs

Payments to state-managed defined contribution retirement benefit schemes/the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

4. 主要會計政策(續)

外幣

在編製各個別集團實體的財務報表時，以該實體的功能貨幣以外幣(外幣)結算的交易按交易當日的匯率確認。於呈報期結束時，以外幣定值的貨幣項目按該日的通行匯率重新換算。以公平值列賬並以外幣定值的非貨幣項目按釐定公平值當日的通行匯率重新換算。按歷史成本以外幣計量的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額於產生期間的損益確認。

借貸成本

所有其他借貸成本於產生期間在損益確認。

政府補助

政府補助於可合理確認本集團將遵守政府補助所附條件及將收取該補助時方會確認。

政府補助於本集團確認補助所擬定賠償的有關成本為支出的期間有系統地於損益確認。具體而言，主要條件為本集團須購買、建設或以其他方式收購非流動資產的政府補助於綜合財務狀況表確認為遞延收入並按系統及合理的基準於有關資產之可使用年期轉撥至損益。

退休福利成本

向國家管理界定供款退休金福利計劃／及強制性公積金計劃的付款於僱員提供服務而合資格享有供款時確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Short-term and Other Long-term Employee Benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax, because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary 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 profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

4. 主要會計政策(續)

短期及其他長期僱員福利

短期僱員福利乃按僱員提供服務時預期將支付之未貼現福利金額確認。所有短期僱員福利均作為開支確認，惟其他香港財務報告準則規定或允許計入資產成本之福利除外。

僱員之應計福利(包括工資及薪金、年假及病假)乃於扣除已支付之金額後確認負債。

就其他長期員工福利確認的負債，按本集團預計在截至報告日期就員工提供的服務預計未來現金流出的現值計量。由於服務成本、利息和重新計量產生的負債賬面價值變動計入當期損益，除非另有香港財務報告準則要求或允許將其納入資產成本。

稅項

所得稅開支指現時應付稅項與遞延稅項總和。

現時應付稅項根據年內應課稅溢利計算。因收入或開支為於其他年度應課稅或可扣稅之收入或開支項目，及毋須課稅及不可扣稅的項目，應課稅溢利與除稅前溢利存在差異。本集團即期稅項負債乃按呈報期結算日已頒佈或已實質頒佈的稅率計算。

遞延稅項根據綜合財務報表所列資產及負債賬面值與計算應課稅溢利所用相應稅基間的暫時差額確認。一般情況下，所有應納稅暫時性差異產生的遞延所得稅負債均予確認。遞延所得稅資產只在很可能取得能利用該可抵扣暫時性差異來抵扣的應納稅所得額的限度內予以確認。一般所有應課稅暫時。若於一項交易中，商譽或初步確認其他資產與負債所產生之暫時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產與負債。此外，倘暫時差額乃於初步確認商譽時產生，遞延稅項負債將不會確認。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4. 主要會計政策 (續)

稅項 (續)

遞延稅項負債就投資附屬公司相關的應課稅暫時差額確認，惟本集團可控制暫時差額撥回，且不大可能於可見將來撥回暫時差額則除外。有關該投資及權益之可扣稅暫時差額產生的遞延稅項資產，僅以有足夠應課稅溢利可抵銷暫時差額利益為限，且預期暫時差額於可見將來撥回時確認。

遞延稅項資產的賬面值於各呈報期結算日進行檢討，會一直扣減至不再有足夠應課稅溢利收回全部或部分資產為止。

遞延稅項資產及負債基於呈報期結算日已頒佈或實質頒佈的稅率（及稅法）按清償負債或變現資產期間的預期適用稅率計量。

遞延稅項負債及資產的計量反映本集團預期於呈報期結算日收回或結算資產及負債賬面值的方式產生的稅務影響。

就計量遞延稅項而言，利用公平值模型計量的投資物業之賬面值乃假設通過銷售全數收回。

若存在以當期所得稅負債抵銷當期所得稅資產的法定權利，且遞延所得稅資產及負債與由同一稅務機關徵收的所得稅相關，且本集團擬以淨額為基礎結算當期所得稅資產及負債時，遞延所得稅資產與遞延所得稅負債方可相互抵銷。

即期及遞延稅項於損益確認。倘即期稅項或遞延稅項因業務合併初步入賬產生，則稅務影響納入業務合併入賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, Plant and Equipment

Property, plant and equipment including buildings, and plant, machinery and equipment for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than properties under construction less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The annual rates of depreciation are as follows:

Buildings	2% to 18%
Plants, machinery and equipment	6% to 33.3%

Property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備(包括生產或供應貨品或服務或管理用途的樓宇(下文所述在建工程除外))按成本減日後累計折舊及累計減值虧損(如有)於綜合財務狀況表入賬。

用作生產、供應或行政用途的在建物業按成本扣除任何已確認減值虧損後列賬。成本包括專業費用。該等物業於完成時及可隨時作擬定用途時分類至物業、廠房及設備的適當類別。該等資產於可隨時作擬定用途時按與其他物業資產相同的基準開始計提折舊。

資產(在建物業除外)的折舊乃於估計可使用年期內以直線法衝銷其成本減剩餘價值確認。於各呈報期結算日檢討估計可使用年期、剩餘價值及折舊方法，並按預期基準將估計的任何變動的影響入賬。折舊年化率如下：

樓宇	2%至18%
廠房、機器及設備	6%至33.3%

物業、廠房及設備於出售或預計未來不會因繼續使用該資產而產生任何經濟利益時取消確認。物業、廠房及設備處置或報廢時產生的任何收益或虧損按資產的出售所得款項與賬面值間的差額計算，並於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment Properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses.

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

4. 主要會計政策(續)

投資物業

投資物業是持有以賺取租金及／或為資本增值之物業。

投資物業包括任何直接歸屬開支初始以成本計量。初步確認後，投資物業以公平值計量。投資物業公平值變動產生的收益及虧損於其出現期間列入損益。

一項投資物業於出售或當該投資物業永久停止使用，及預計從出售中沒有未來經濟利益時終止確認。終止確認之物業所產生的任何收益或虧損（以出售所得款項淨額及資產賬面值之間的差異計算）於該物業終止確認期間列入損益。

無形資產

單獨取得的使用年期確定的無形資產，應按成本減去累計攤銷額和累計減值損失後的餘額列示。

業務合併中取得的並且與商譽分開確認的無形資產按其在購買日的公平值（即被視為該等無形資產的成本）進行初始確認。

攤銷額在無形資產的固定使用年期內按直線法確認。預計使用年期及攤銷方法會在每一報告期末進行覆核，並採用未來適用法對估計變更的影響進行核算。單獨取得的具無限使用年期確定的無形資產，應按成本減去累計攤銷額和累計減值損失後的餘額列示。

無形資產在處置時，或在使用或處置時預計不會產生經濟利益時，會進行核銷。無形資產在核銷時產生的利得或損失由計量處置所得款項的淨額和資產賬面價值的差額所得，該利得或損失計入資產核銷的當期損益。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment on Tangible and Intangible Assets other than Goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of tangible and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

4. 主要會計政策(續)

有形資產及無形資產的減值(除商譽外)

在報告期末，本集團覆核其使用壽命有限的有形資產和無形資產的賬面價值以確定是否存在任何跡象顯示這些資產已發生減值損失。如果存在此類跡象，則會對資產的可收回金額作出估計，以確定減值損失的程度(如有)。具備無限可使用年期之無形資產最少每年及當有跡象顯示可能出現減值時進行減值測試。

單獨估計有形資產和無形資產的賬面價值。如果無法估計單個資產的可收回金額，本集團會估計該資產所屬的現金產出單元的可收回金額。如果可以識別一個合理和一致的分配基礎，總部資產也分配至單個現金產出單元，若不能分配至單個現金產出單元，則將總部資產按能識別的、合理且一致的基礎分配至最小的現金產出單元組合。

可收回金額是指公平值減去銷售成本後的餘額和使用價值兩者中的較高者。在評估使用價值時，預計未來現金流量會採用稅前折現率折現為現值，該稅前折現率反映對貨幣時間價值的當前市場評價及該資產(或現金產出單元)未針對該風險調整估計未來現金流量的特有的風險。

如果資產(或現金產出單元)的可收回金額估計低於其賬面金額，則將該資產(或現金產出單元)的賬面金額減至其可收回金額。分攤資產減值損失時，應當先抵減商譽的賬面金額(如適用)，再根據資產組中除商譽之外的其他各項資產的賬面金額所佔比重，按比例抵減其他各項資產的賬面金額。抵減後的各資產的賬面金額不得低於以下三者之中最高者：該資產的公平值減去處置費用後的淨額(如可確定的)、該資產預計未來現金流量的現值(如可確定的)和零。因此而導致的未能分攤的減值損失金額，應當按照相關資產組中其他各項資產的賬面金額所佔比重進行分攤，減值損失計入當期損益。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Financial Instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4. 主要會計政策(續)

存貨

存貨是以存貨成本和可變現淨值兩者中的較低者列賬。存貨成本採用加權平均法計量。可變現淨值是以日常業務過程中的估計售價減去完成生產及銷售所需的估計成本後所得數額。

金融工具

金融資產和金融負債當實體成為金融工具合同條款的訂約方時予以確定。所有常規方式購買或出售的金融資產應以交易日為基礎進行確認和終止確認。常規方式購買或出售是指按照法規或市場慣例所確立的時間安排來交付資產的金融資產的購買或出售。

除與客戶簽訂的合同產生的貿易應收款項自2018年1月1日起開始按照香港財務報告準則第15條進行計量外，金融資產和金融負債以公平值進行初始計量。被歸入收購或發行金融資產和金融負債的直接應佔的交易費用於初始確認時計入金融資產或金融負債的公平值，或從中扣除。

實際利率法是計算金融資產或金融負債攤餘成本以及在相關期間內分配利息收支的一種方法。實際利率是指將金融工具在預計存續期或更短期間內(如適當)的估計未來現金收款額(包括支付或收取的構成實際利率組成部分的所有費用和貼息、交易費用以及其他溢價或折價)折現為該工具初始確認時賬面淨額所使用的利率。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets are subsequently measured at fair value through profit or loss.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including accounts receivables, other receivables, due from related parties, pledged bank deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

4. 主要會計政策(續)

金融工具(續)

金融資產

金融資產之分類及計量(根據附註3過渡於應用香港財務報告準則第9號後)

符合下列條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之經營模式內持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合下列條件的金融資產其後按公平值計入其他全面收入計量：

- 以收取合約現金流量和出售金融資產為目的而持有資產之經營模式內持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有金融資產其後按公平值計入損益計量。

攤銷成本及利息收入

後續以攤餘成本計量的金融資產的利息收入採用實際利率法計量。利息收入應根據金融資產的賬面總額乘以實際利率法來計算。

金融資產之減值(根據附註3過渡於應用香港財務報告準則第9號後)

本集團根據香港財務報告準則第9號就發生減值之金融資產(包括應收賬款、其他應收款項、應收關連方款項、抵押存款以及銀行結餘)確認預期信用損失的虧損準備。預期信用損失的金額於各報告日期更新，以反映自初始確認後信用風險的變化。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivables. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

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

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (根據附註3過渡於應用香港財務報告準則第9號後) (續)

存續期預期信用損失指相關工具的預期使用期內所有可能的違約事件產生之預期信用損失。相反，12個月預期信用損失(「12個月預期信用損失」)指預期於報告日期後12個月內可能發生的違約事件導致之存續期預期信用損失部分。評估乃根據本集團的歷史信用損失經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團通常就應收賬款確認存續期預期信用損失。該等資產的預期信用損失將使用適當組別的撥備矩陣進行集體評估。

對於所有其他工具，本集團計量的虧損準備等於12個月預期信用損失，除非自初始確認後信用風險顯著增加，則本集團確認存續期預期信用損失。是否應確認存續期預期信用損失的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加而定。

信貸風險大幅增加

於評估自初始確認後信用風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(根據附註3過渡於應用香港財務報告準則第9號後)(續)

信貸風險大幅增加(續)

特別是，在評估信用風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信用評級實際或預期顯著惡化；
- 外部市場信用風險指標的顯著惡化，如信貸利差，債務人的信用違約掉期價格大幅增加；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；及
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

儘管如上文所述，倘於報告日期債務工具被釐定為低信用風險，則本集團假設債務工具的信用風險並未大幅增加。倘若i)違約風險低，ii)借款人在短期內履行其合約現金流量義務的能力很強及iii)較長時期內經濟形勢和經營環境存在不利變化但未必一定降低借款人履行其合約現金流量義務的能力，則該債務工具被視為具有較低信用風險。本集團認為，如債務工具擁有內部及外界信用評級為按國際認同定義的「投資級別」，則其具有低信用風險。

本集團定期監控用以識別信用風險有否顯著增加的標準之效益，且修訂標準(如適當)來確保標準能在金額逾期前識別信用風險顯著增加。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (根據附註3過渡於應用香港財務報告準則第9號後) (續)

違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人 (包括本集團) 還款 (未計及本集團所持任何抵押品) 時發生。

信用減值金融資產

金融資產在一項或以上違約事件 (對該金融資產估計未來現金流量構成不利影響) 發生時維持信用減值。金融資產維持信用減值的證據包括有關下列事件的可觀察數據：

- 發行人或借款人的重大財困；
- 違反合約 (如違約或逾期事件)；
- 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- 借款人將可能陷入破產或其他財務重組；或
- 因財務困難導致金融資產無法在活躍市場繼續交易。

撇銷政策

資料顯示對手方處於嚴重財困及無實際收回可能時 (例如對手方被清盤或已進入破產程序時)，本集團則撇銷金融資產。經考慮法律意見後 (倘合適)，遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets (continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL effects on unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in receivable, the cash accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the basis:

- Ageing;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with the corresponding adjustment is recognised through a loss allowance account.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

預期信貸損失之計量及確認

預期信用損失之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性質料作調整。預期信用損失的預估乃無偏概率加權平均金額，以各自發生違約的風險為權重確定。

一般而言，預期信用損失為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之有效利率貼現)。

倘預期信用損失按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 賬齡；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入根據金融資產的賬面總額計算，但金融資產發生信用減值的情況除外，此時利息收入根據金融資產的攤餘成本計算。

本集團通過調整損失撥備賬戶於損益中確認所有金融工具的減值損益。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets are classified into the following specified categories: loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including accounts receivables, deposits and other receivables, due from related parties, pledged bank deposits, and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation;

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (於2018年1月1日應用香港財務報告準則第9號之前)

金融資產分類為以下具體類別：貸款及應收款項。金融資產的分類取決於其性質及用途並在初始確認時予以確定。正常情況下買入及出售之金融資產於交易日確認。正常情況下買入及出售指於規例或市場慣例一般設定之期間內交付金融資產之買入或出售。

貸款及應收款項

貸款及應收款項指固定或可釐定付款金額而活躍市場中並無報價之非衍生金融資產。於初始確認後，貸款及應收款項 (包括應收賬款、按金及其他應收款項、應收關連方款項、已抵押銀行存款以及銀行結餘及現金) 以實際利率法按已攤銷成本減任何減值虧損列賬。

利息收入使用實際利率計算並予以確認，惟利息確認甚微之短期應收款項除外。

金融資產減值 (於2018年1月1日應用香港財務報告準則第9號之前)

本集團於報告期末評估金融資產是否存在減值跡象。如果存在客觀證據表明金融資產初始確認後發生的一個或多個事項影響到投資的預計未來現金流量，則該金融資產被視為已減值。

對於其他所有金融資產，客觀減值證據包括：

- 發行人或交易對方出現重大財務困難；或
- 合同違約，例如拖欠利息或本金的支付；或
- 借款人很可能破產或進行財務重組。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Assets (continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (continued)

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 50 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of accounts receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When an account receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(於2018年1月1日應用香港財務報告準則第9號之前)

應收款項組合出現減值的客觀證據包括本集團過往收款記錄、組合內超過平均信貸期50日的還款數目上升，以及國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

對於按攤餘成本計量的金融資產，減值損失的金額為該金融資產的賬面金額與按其初始實際利率折現的預計未來現金流量現值之間的差額。

除了通過使用備抵賬戶抵減其賬面金額的應收款項外，金融資產發生減值損失時會直接衝減該金融資產的賬面金額。撥備賬之賬面值變動於損益確認。當一項應收賬款被視為不可收回，則應與撥備賬戶進行衝銷。之後收回此前已衝銷金額應計入損益。

金融資產終止確認

僅於獲取金融資產所產生的現金流量的合同權利到期，或者將金融資產及該資產所有權上幾乎所有的風險及報酬轉讓給另一主體的情況下，本集團才終止確認金融資產。

以攤餘成本計量的金融資產終止確認時，將資產的賬面價值及已收和應收對價之和的差額計入當期損益。

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial Liabilities and Equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liability

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including accounts and bills payables, other payables and accruals, borrowings and amounts due to related parties are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when and only when the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid or payable is recognised in profit and loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

4. 主要會計政策 (續)

金融工具 (續)

金融負債及權益

分類為債務或收益

分類為債務或權益債務工具和權益工具會根據合同安排的實質以及金融負債和權益工具的定義分類為金融負債或權益。

權益工具

權益工具是指證明主體扣除所有負債後的資產的剩餘利益的合同。由本公司發行的權益工具以取得的收入扣除直接發行成本後的金額確認。

金融負債

所有金融負債其後使用實際利率法按攤銷成本計量。

按攤銷成本列賬之金融負債

金融負債包括應付賬款及應付票據、其他應付款項及應計費用、借款及應付關聯方款項其後使用實際利率法按攤銷成本計量。

終止確認金融負債

僅在本集團的義務已經履行、解除或到期時，本集團才終止確認金融負債。終止確認的金融負債的賬面金額與所支付／應支付的對價之間的差額會計入損益。

抵銷金融資產及金融負債

當且僅當本集團現時擁有合法可強制執行權利抵銷有關已確認金額，而且有意以淨額方式結算，或同時變現資產及清償負債時，方會將財務資產與財務負債相互抵銷，並將抵銷後之淨額於財務狀況表中呈列。

5. 關鍵會計判斷和估計不確定性的關鍵來源

在採用附註4所述的本集團會計政策時，本公司董事必須對從其他來源並不易得出的資產及負債的賬面金額作出判斷、估計和假設。估計和相關假設是基於以往經驗及其他被視為相關的因素而作出的，而實際結果可能與此類估計存在差異。

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5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

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

Critical Judgements in Applying Accounting Policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Recognition of Intangible Assets with Indefinite Useful Lives related to Franchise Rights

The Group has been granted franchise rights relating to bottling and distribution in certain territories in Mainland China. The Group believes the franchise rights will continue to be renewed at each expiration date and have therefore assigned indefinite useful lives to those franchise rights. Significant management judgement is required to determine the amount of franchise rights with indefinite useful lives that can be recognized, based upon the probability of renewal at expiration date and future economic benefits that can flow to the Group. Further details are contained in note 20 to the consolidated financial statements.

Key Sources of Estimation Uncertainty

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

Impairment of Goodwill and Franchise Rights with Indefinite Useful Life

The Group determines whether goodwill and franchise rights with indefinite useful life is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which goodwill and the franchise rights with indefinite useful life is allocated. Estimating the value in use requires the Group to make an estimate of the budgeted growth margins from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill and franchise rights with indefinite useful life at 31 December 2018 was RMB3,506,274,000 (2017: RMB3,506,274,000). More details are given in note 20 to the consolidated financial statements.

5. 關鍵會計判斷和估計不確定性的關鍵來源(續)

本集團會持續地對上述估計和相關假設進行覆核。如果會計估計的變更僅對變更的當期構成影響，則在變更的當期予以確認，或者如果變更對當期和未來期間均構成影響，則同時在變更的當期和未來期間內予以確認。

採用會計政策時的關鍵判斷

以下為本公司董事在採用本集團會計政策過程中所作的、對合併財務報表中確認的金額最具重大影響的關鍵判斷(見下文)。

確認與特許經營權相關之具無限定可使用年期之無形資產

本集團就裝瓶及分銷於中國大陸若干地區授出特許經營權。本集團認為，將於各屆滿日期繼續續新特許經營權，因此向該等特許經營權分配無限定可使用年期。管理層重大判斷須根據於屆滿日期續新的概率及將流入本集團的未來經濟利益釐定可確認之無限定可使用年期特許經營權之金額。進一步詳情載於綜合財務報表附註20。

估計不明朗因素之主要來源

以下為存在重大風險之未來主要假設及於報告期末存在的其他主要估計不明朗原因，極可能會導致須對下一個財政年度資產及負債賬面值作出重大調整。

商譽及具無限定可使用年期之特許經營權減值

本集團至少每年釐定商譽及具無限定可使用年期之特許經營權有否出現減值。有關釐定需估計商譽及具無限定可使用年期之特許經營權所獲分配至之現金產生單位之使用價值。就估計使用價值而言，本集團需估計現金產生單位的預計增長率及挑選合適貼現率以計算該等現金流量之現值。於2018年12月31日，商譽及具可使用年期之特許經營權之賬面值為人民幣3,506,274,000元(2017年：人民幣3,506,274,000元)。更多詳情載於財務報表附註20。

5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical Judgements in Applying Accounting Policies (continued)

Deferred Tax Assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2018 was RMB16,212,000 (2017: RMB27,334,000). The amount of unrecognised tax losses at 31 December 2018 was RMB179,520,000 (2017: RMB127,305,000). Further details are contained in note 30 to the consolidated financial statements.

6. REVENUE

A. For the year ended 31 December 2018

Disaggregation of revenue from contracts with customers

5. 關鍵會計判斷和估計不確定性的關鍵來源 (續)

採用會計政策時的關鍵判斷 (續)

遞延稅項資產

倘應課稅溢利可供扣減虧損，則會就未使用稅項虧損確認遞延稅項資產。釐定可予確認的遞延稅項資產數額，須管理層根據可能出現未來應課稅溢利的時間及數額連同未來稅務計劃策略作出重大判斷。與已確認稅項虧損有關的遞延稅項資產於2018年12月31日的賬面值為人民幣16,212,000元(2017年：人民幣27,334,000元)。於2018年12月31日的未確認稅項虧損金額為人民幣179,520,000元(2017年：人民幣127,305,000元)。進一步詳情載於綜合財務報表附註30。

6. 收入

A. 截至2018年12月31日止年度

客戶合約收入分類

		For the year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元
Types of goods	商品類型	
Sparkling drinks	汽水	11,427,782
Juices	果汁	2,255,625
Water	水晶類	1,319,519
Others	其他	645,125
Total	總計	15,648,051
Timing of revenue recognition	確認收入的時間	
A point in time	一次性計入	15,648,051

For the year ended 31 December 2018 截至2018年12月31日止年度

6. REVENUE (continued)

A. For the year ended 31 December 2018 (continued)

The Group sells sparkling and still beverage products to its customers, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the customer's specific location. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility on selling the goods and bears the risks of obsolescence and loss in relation to the goods. Payment in advance or payment on delivery is typically required from customers, except for certain customers granted with credit term ranging from 7 to 90 days upon delivery.

All Group's sale of goods are for periods of one year or less, as permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

B. For the year ended 31 December 2017

Revenue represents the invoiced value of goods sold during the year, after allowance for returns and trade discounts.

7. OPERATING SEGMENT

After the wine segment, kitchen food segment and the others segment were disposed of during 2017, the Group's revenue and consolidated results are mainly derived from processing, bottling and distribution of sparkling and still beverages, which is regarded as a single operating segment in a manner consistent with the nature of the products and production process, the types of customers for their products, the methods used to distribute their products, and the nature of the regulatory environment. Accordingly, no segment information is presented.

Geographical information

All revenue of the continuing operation of the Group is derived from customers operating in Mainland China and over 90% of the Group's non-current assets, other than deferred tax assets, are situated in Mainland China, hence no geographical information is presented in accordance with HKFRS 8 Operating Segments.

Information about major customers

During the current year, there was no revenue derived from a single customer which accounted for 10% or more of the Group's revenue (2017: Nil).

6. 收入(續)

A. 截至2018年12月31日止年度(續)

本集團向其客戶銷售汽水及不含汽飲料產品，收入於商品控制權轉讓時確認，即商品交付至客戶指定地點時。於交付後，客戶可全權酌情決定發貨方式及商品售價，並承擔轉售商品之主要責任及商品報廢及損失之風險。除已獲授發貨後介乎7至90日信貨期的若干客戶外，一般要求預付貨款或貨到付款。

所有公司的商品銷售均在一年或更短時間內完成，香港財務報告準則第15號允許被分配至這些合同的交易價款不做披露。

B. 截至2017年12月31日止年度

收入指年內銷售商品發票價值減去退貨撥備及貿易折扣之淨值。

7. 經營分部

於2017年內出售酒品類分部、廚房食品分部及其他分部後，本集團的收入及綜合業績主要來自加工、裝瓶及分銷汽水及不含氣飲料，就產品特徵和生產過程的性質，客戶的類型，分銷產品的方法以及監管環境，該分部被視為單一經營分部。因此，並無呈列分部資料。

地域資料

本集團持續經營業務之全部收入源於中國內地經營的客戶，以及本集團除遞延稅項資產外的非流動資產超過90%位於中國內地，故並無根據香港財務報告準則第8號經營分部呈列地域資料。

主要客戶資料

在本年度，並無來自單一客戶之收入佔本集團收入的10%或以上(2017年：無)。

8. OTHER INCOME AND GAINS

An analysis of other income and gains from the continuing operation is as follows:

8. 其他收入及收益

持續經營業務的其他收入及收益分析如下：

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Continuing operation	持續經營業務		
Other income	其他收入		
Government grants (note i)	政府補貼(附註i)	93,501	85,304
Compensation income (note ii)	補償收入(附註ii)	52,933	906
Sale of by-products and scrap items	銷售副產品及廢料項目	23,831	18,713
Commission income	代加工收入	23,286	84,311
Bank interest income	銀行利息收入	5,023	11,348
Gross rental income	租金收入總額	2,356	2,937
Dividend income from available-for-sale investments	可供出售投資的股息 收入	-	44,011
Others	其他	23,354	24,411
		224,284	271,941
Gains	收益		
Gain on disposal of subsidiaries	出售附屬公司收益	-	805,367
Gain on disposal of equity interests in associates	出售聯營公司權益之 收益	-	438,106
Gain on disposal of available-for-sale investments	出售可供出售投資之 收益	-	435,735
Gain from changes in fair value of investment properties	投資物業之公平值 變動收益	-	200
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備收益	4,353	-
Net foreign exchange gains	匯兌差額淨收益	-	1,390
		4,353	1,680,798
		228,637	1,952,739

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8. OTHER INCOME AND GAINS (continued)

note i: Various government grants were granted for investments in certain provinces in Mainland China in which the Company's subsidiaries operate. Government grants for which related expenditure has not yet been undertaken are included in deferred income (non-current portion) and other payables and accruals (current portion) in the consolidated statement of financial position, respectively. There are no unfulfilled conditions or contingencies relating to these grants.

note ii: Compensation income represents amount received from the holding company of non-controlling shareholder of a subsidiary of the Company for system related expenses incurred.

8. 其他收入及收益(續)

附註i: 本集團已獲授多項政府補助，用作投資本公司在中國內地若干省份之附屬公司經營。相關支出未發生的政府補助已分別包括在綜合財務狀況表中的遞延收入(非流動部份)及其他應付款項及應計負債(流動部份)內。該等補助並無任何尚未符合之條件或或有事項。

附註ii: 補償收入指就系統產生的相關支出收取本公司一家附屬公司非控股股東之控股公司的款項。

9. FINANCE COSTS

9. 融資成本

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Continuing operation	持續經營業務		
Interest on bank loans	銀行貸款之利息	74,835	87,548
Interest on loans from non-controlling shareholders of a subsidiary	附屬公司非控股股東貸款之利息	-	796
		74,835	88,344

10. INCOME TAX EXPENSE

10. 所得稅支出

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Continuing operation	持續經營業務		
Current tax	即期稅項		
PRC enterprise income tax	中國企業所得稅	213,295	600,262
(Over) under provision in prior years	過往年度(超額撥備)/ 撥備不足		
PRC enterprise income tax	中國企業所得稅	(1,083)	1,427
Deferred tax	遞延稅項		
Current year	當前年度	(50,422)	(12,901)
		161,790	588,788

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HKD2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Accordingly, starting from the current year, the Hong Kong profits tax is calculated at 8.25% on the first HKD2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HKD2 million.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)引入利得稅兩級制。該條例草案於2018年3月28日簽署成為法律，並於次日刊登憲報。根據利得稅兩級制，合資格集團實體首2百萬港元溢利將按8.25%的稅率繳稅，超過2百萬港元的溢利將按16.5%的稅率繳稅。不符合兩級制利得稅資格的集團實體的溢利將繼續按16.5%之劃一稅率徵收稅項。

董事認為，實施利得稅兩級制所涉及之金額與綜合財務報表並無重大關係。因此，自本年度起，首2百萬港元之估計應課稅溢利按8.25%計算香港利得稅，而2百萬港元以上之估計應課稅溢利則按16.5%計算香港利得稅。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本集團中國附屬公司稅率兩年均為25%。

從其他地區賺取應課稅溢利則按照本集團經營業務所在司法管轄區所奉行之現行稅率計算稅項。

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10. INCOME TAX EXPENSE (continued)

Pursuant to the approvals issued by the State Administration of Taxation of the PRC in 2013, the Company and certain of its subsidiaries are regarded as Chinese Resident Enterprises (collectively the "CREs") and relevant enterprise income tax policies of the PRC are applicable to the CREs commencing from 1 January 2013.

The tax charge for the year can be reconciled to the profit before tax per consolidate statement of profit or loss as follows:

10. 所得稅支出(續)

根據2013年中國國家稅務總局發出之批文，本公司及若干附屬公司被視為中國居民企業(統稱「中國居民企業」)，中國相關企業所得稅政策由2013年1月1日起適用於中國居民企業。

本年稅項支出可與綜合損益報表中除所得稅前利潤調節一致，如下所示：

		Year ended 31/12/2018 截至2018年12月31日止年度		Year ended 31/12/2017 截至2017年12月31日止年度	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元 (Restated) (經重列)	%
Profit before tax from continuing operation	持續經營業務之稅前溢利	738,155		2,211,337	
Profit before tax from discontinued operations	終止經營業務之稅前溢利	-		419,968	
		738,155		2,631,305	
Tax at the statutory tax rates	按法定稅率計算之稅項	184,539	25.0	665,831	25.3
Income tax at concessionary rate	按優惠稅率計算之所得稅	(4,346)	(0.6)	(7)	-
Tax effect of share of profit of associates	分佔聯營公司溢利之稅務影響	(11,042)	(1.5)	(10,102)	(0.4)
Tax effect of income not taxable for tax purpose	毋須課稅收益之稅務影響	(14,656)	(2.0)	(17,933)	(0.7)
Tax effect of expenses not deductible for tax purpose	不可扣稅費用之稅務影響	1,821	0.2	176,758	6.7
(Over)/under provision in respect of prior year	過往年度(超額撥備)/撥備不足	(1,083)	(0.1)	10,509	0.4
Adjustments of deferred tax of previous periods	過往期間遞延稅項之調整	11,161	1.5	10,866	0.4
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(6,345)	(0.9)	(216,270)	(8.2)
Tax losses not recognised	未確認稅損	1,741	0.2	14,811	0.6
Income tax expenses and effective tax rate for the year	本年度所得稅支出及有效稅率	161,790	21.9	634,463	24.1
Tax charge from continuing operation at the effective rate	持續經營業務按有效稅率計算之稅項支出	161,790	21.9	588,788	22.4
Tax charge from discontinued operations at the effective rate	終止經營業務按有效稅率計算之稅項支出	-	-	45,675	1.7

10. INCOME TAX EXPENSE (continued)

The share of tax attributable to associates amounting to RMB11,042,000 (2017: RMB10,102,000) is included in "Share of profits of associates" in the consolidated statement of profit or loss.

10. 所得稅支出(續)

聯營公司應佔稅項人民幣11,042,000元(2017年：人民幣10,102,000元)，乃計入綜合損益報表中「應佔聯營公司溢利」。

11. DISCONTINUED OPERATIONS**(1) Disposal of the kitchen food segment**

On 25 May 2017, COFCO Food Sales & Distribution Co., Ltd. ("COFCO Food Sales & Distribution"), a former wholly-owned subsidiary of the Company, entered into an equity transfer agreement with COFCO Fortune Holdings Limited, a wholly-owned subsidiary of China Agri-Industries Holdings Limited, a fellow subsidiary of the Company, pursuant to which COFCO Food Sales & Distribution agreed to transfer its entire equity interest in COFCO Fortune Food Sales & Distribution Co., Ltd., a subsidiary of the Group's then kitchen food segment for a total consideration of RMB1,050 million (the "Transaction"). The Transaction was completed in September 2017.

The net assets of the kitchen food segment as at the date of disposal were as follows:

11. 終止經營業務**(1) 出售廚房食品分部**

於2017年5月25日，本公司的前全資附屬公司中糧食品營銷有限公司(「中糧營銷」)與本公司的同系附屬公司中國糧油控股有限公司的全資附屬公司COFCO Fortune Holdings Limited訂立一份股權轉讓協議，據此，中糧營銷同意轉讓其於本集團當時的廚房食品分部的附屬公司中糧福臨門食品營銷有限公司的全部股權，代價總額為人民幣1,050百萬元(「該交易」)。該交易於2017年9月完成。

廚房食品分部於出售日期的資產淨值如下：

		RMB'000 人民幣千元 (Restated) (經重列)
Property, plant and equipment	物業、廠房及設備	5,054
Inventories	存貨	779,904
Accounts and bills receivables	應收賬款及票據	465,010
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	186,892
Due from fellow subsidiaries	同系附屬公司欠款	76,240
Bank balances and cash	銀行結餘及現金	23,606
Accounts and bills payables	應付賬款及票據	(51,324)
Other payables and accruals	其他應付款項及應計負債	(550,299)
Due to fellow subsidiaries	欠同系附屬公司款項	(902,407)
		32,676
Gain on disposal of discontinued operation	出售終止經營業務之收益	1,017,336
		1,050,012
Satisfied by:	以下列方式償付：	
Cash	現金	1,050,012

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11. DISCONTINUED OPERATIONS (continued)**(1) Disposal of the kitchen food segment (continued)**

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of kitchen food segment is as follows:

11. 終止經營業務(續)**(1) 出售廚房食品分部(續)**

有關出售廚房食品分部之現金及現金等值項目流入淨額分析如下：

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Cash consideration	現金代價	1,050,012
Cash and cash equivalents disposed of	於出售時之現金及現金等值項目	(23,606)
Net inflow of cash and cash equivalents in respect of the disposal of discontinued operation	有關出售終止經營業務之現金及 現金等值項目流入淨額	1,026,406

11. DISCONTINUED OPERATIONS (continued)**(1) Disposal of the kitchen food segment (continued)**

The results of the kitchen food segment for the period from January 2017 to September 2017 are presented below:

11. 終止經營業務 (續)**(1) 出售廚房食品分部 (續)**

廚房食品分部於2017年1月至2017年9月止期間的業績呈列如下：

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Revenue	收入	8,572,980
Cost of sales	銷售成本	(7,797,931)
Other income and gains	其他收入及收益	3,147
Distribution and selling expenses	分銷及銷售支出	(753,018)
Administrative expenses	行政支出	(7,080)
Other expenses and losses	其他支出及虧損	(35)
Profit before tax from discontinued operation	終止經營業務之除稅前溢利	18,063
Income tax expense	所得稅支出	(4,221)
Profit for the year from discontinued operation	終止經營業務之年度溢利	13,842
Post-tax gain on disposal of discontinued operation	出售終止經營業務之稅後收益	1,017,336
Profit for the year attributable to discontinued operation	終止經營業務應佔之年度溢利	1,031,178
Profit before tax attributable to discontinued operation	終止經營業務應佔之除稅前溢利	1,035,399
Income tax expense attributable to discontinued operation	終止經營業務應佔之所得稅支出	(4,221)
Profit for the year attributable to discontinued operation	終止經營業務應佔之年度溢利	1,031,178

For the year ended 31 December 2018 截至2018年12月31日止年度

11. DISCONTINUED OPERATIONS (continued)**(1) Disposal of the kitchen food segment (continued)**

The net cash flows incurred by the kitchen food segment for the period from January 2017 to September 2017 are as follows:

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Operating activities	經營活動	(164,297)
Investing activities	投資活動	(3,291)
Net cash outflow	現金流出淨額	(167,588)
Earnings per share:	每股盈利：	
Basic, attributable to discontinued operation	基本，終止經營業務	RMB36.86 cents 人民幣36.86分
Diluted, attributable to discontinued operation	攤薄，終止經營業務	N/A 不適用

The calculations of basic and diluted earnings per share attributable to discontinued operation are based on:

計算終止經營業務應佔的每股基本及攤薄盈利乃基於：

		Year ended 2017 截至2017年止年度
Profit for the year attributable to owners of the Company from discontinued operation	本公司擁有人應佔終止經營業務的年內溢利	RMB1,031,178,000 人民幣1,031,178,000元
Weighted average number of ordinary shares for the purpose of basic earnings per share (note 16)	就每股基本盈利而言之普通股加權平均數(附註16)	2,797,223,396

(2) Disposal of the wine segment and the others segment

On 16 October 2017, the Company entered into an equity transfer agreement with China Foods (Holdings) Limited, the immediate holding company of the Company, pursuant to which the Company agreed to transfer its entire equity interest in COFCO Wines & Spirits Holdings Limited, COFCO Premier Brands Limited, Global Lander Limited and Superb Vision Limited, comprising of the wine segment and the others segment for a total consideration of RMB1,187 million (the "Disposal"), and the Company would receive payment of RMB3,107 million from China Foods (Holdings) Limited before the date of completion of the Disposal for the settlement of loans owned to the Company by the relevant members of those companies to be disposed of. The Disposal was completed in December 2017.

11. 終止經營業務(續)**(1) 出售廚房食品分部(續)**

廚房食品分部於2017年1月至2017年9月止期間產生的現金流量淨額如下：

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Operating activities	經營活動	(164,297)
Investing activities	投資活動	(3,291)
Net cash outflow	現金流出淨額	(167,588)
Earnings per share:	每股盈利：	
Basic, attributable to discontinued operation	基本，終止經營業務	RMB36.86 cents 人民幣36.86分
Diluted, attributable to discontinued operation	攤薄，終止經營業務	N/A 不適用

計算終止經營業務應佔的每股基本及攤薄盈利乃基於：

		Year ended 2017 截至2017年止年度
Profit for the year attributable to owners of the Company from discontinued operation	本公司擁有人應佔終止經營業務的年內溢利	RMB1,031,178,000 人民幣1,031,178,000元
Weighted average number of ordinary shares for the purpose of basic earnings per share (note 16)	就每股基本盈利而言之普通股加權平均數(附註16)	2,797,223,396

(2) 出售酒品類分部及其他分部

於2017年10月16日，本公司與本公司直接控股公司中國食品(控股)有限公司訂立一份股權轉讓協議，據此，本公司同意轉讓其於組成酒品類分部及其他分部的附屬公司中糧酒業控股有限公司、COFCO Premier Brands Limited、環宇泛達有限公司及Superb Vision Limited的全部股權，代價總額為人民幣1,187百萬元(「出售事項」)及本公司預期於出售事項完成前自中國食品(控股)有限公司收取人民幣3,107百萬元以償還該等出售公司相關成員公司結欠本公司的貸款。出售事項於2017年12月完成。

11. DISCONTINUED OPERATIONS (continued)**(2) Disposal of the wine segment and the others segment (continued)**

The net assets of the wine segment and the others segment as at the date of disposal were as follows:

11. 終止經營業務 (續)**(2) 出售酒品類分部及其他分部 (續)**

酒品類分部及其他分部於出售日期的資產淨值如下：

		RMB'000 人民幣千元 (Restated) (經重列)
Property, plant and equipment	物業、廠房及設備	1,351,536
Investment properties	投資物業	9,300
Prepaid lease payments	預付土地金	141,970
Prepayments for property, plant and equipment	物業、廠房及設備之預付款項	1,173
Other intangible assets	其他無形資產	7,183
Interests in associates	於聯營公司之投資	10,397
Deferred tax assets	遞延稅項資產	4,680
Inventories	存貨	1,345,465
Accounts and bills receivables	應收賬款及票據	487,220
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	404,591
Due from fellow subsidiaries	同系附屬公司欠款	60,672
Due from the ultimate holding company	最終控股公司欠款	2,571
Prepaid tax	預繳稅項	3,565
Pledged bank deposits	抵押銀行存款	10,937
Bank balances and cash	銀行結餘及現金	1,447,794
Accounts and bills payables	應付賬款及票據	(281,705)
Other payables and accruals	其他應付款項及應計負債	(351,574)
Due to fellow subsidiaries	欠同系附屬公司款項	(80,312)
Tax liabilities	稅項負債	(4,867)
Deferred income	遞延收入	(71,927)
Deferred tax liabilities	遞延稅項負債	(22,210)
Non-controlling interests	非控股權益	(54,373)
		4,422,086
Loss on disposal of discontinued operations	出售終止經營業務之虧損	(129,192)
		4,292,894
Satisfied by:	以下列方式償付：	
Cash	現金	4,292,894

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11. DISCONTINUED OPERATIONS (continued)**(2) Disposal of the wine segment and the others segment (continued)**

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of the wine segment and the others segment is as follows:

11. 終止經營業務(續)**(2) 出售酒品類分部及其他分部(續)**

有關出售酒品類分部及其他分部之現金及現金等值項目流入淨額分析如下：

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Cash consideration	現金代價	4,292,894
Cash and cash equivalents disposed of	於出售時之現金及現金等值項目	(1,447,794)
Net inflow of cash and cash equivalents in respect of disposal of discontinued operations	有關出售終止經營業務之現金及現金等值項目流入淨額	2,845,100

11. DISCONTINUED OPERATIONS (continued)**(2) Disposal of the wine segment and the others segment (continued)**

The results of the wine segment and the others segment for the year are presented below:

11. 終止經營業務 (續)**(2) 出售酒品類分部及其他分部 (續)**

酒品類分部及其他分部於本年度的業績呈列如下：

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Revenue	收入	2,363,717
Cost of sales	銷售成本	(1,418,116)
Other income and gains	其他收入及收益	112,761
Distribution and selling expenses	分銷及銷售支出	(831,513)
Administrative expenses	行政支出	(210,555)
Finance costs	融資成本	(144)
Other expenses and losses	其他支出及虧損	(502,389)
Loss before tax from discontinued operations	終止經營業務之除稅前虧損	(486,239)
Income tax expense	所得稅支出	(35,620)
Loss for the year from discontinued operations	終止經營業務之年度虧損	(521,859)
Post-tax loss on disposal of discontinued operations	出售終止經營業務之稅後虧損	(129,192)
Loss for the year attributable to discontinued operations	終止經營業務應佔之年度虧損	(651,051)
Loss before tax attributable to discontinued operations	終止經營業務應佔之除稅前虧損	(615,431)
Income tax expense attributable to discontinued operations	終止經營業務應佔之所得稅支出	(35,620)
Loss for the year attributable to discontinued operations	終止經營業務應佔之年度虧損	(651,051)

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11. DISCONTINUED OPERATIONS (continued)**(2) Disposal of the wine segment and the others segment (continued)**

The net cash flows incurred by the wine segment and the others segment are as follows:

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Operating activities	經營活動	28,835
Investing activities	投資活動	(16,308)
Financing activities	融資活動	1,078,864
Net cash inflow	現金流入淨額	1,091,391
Loss per share:	每股虧損：	
Basic, attributable to discontinued operations	基本，終止經營業務	RMB23.27 cents 人民幣23.27分
Diluted, attributable to discontinued operations	攤薄，終止經營業務	N/A 不適用

The calculations of basic and diluted loss per share attributable to discontinued operations are based on:

計算終止經營業務應佔的每股基本及攤薄虧損乃基於：

		Year ended 31/12/2017 截至2017年 12月31日 止年度 (Restated) (經重列)
Loss for the year attributable to owners of the Company from discontinued operations	本公司擁有人應佔終止經營業務的本年度虧損	RMB651,051,000 人民幣651,051,000元
Weighted average number of ordinary shares for the purpose of basic earnings per share (note 16)	就每股基本盈利而言之普通股加權平均數(附註16)	2,797,223,396

11. 終止經營業務(續)**(2) 出售酒品類分部及其他分部(續)**

酒品類分部及其他分部產生之現金流量淨額如下：

12. PROFIT FOR THE YEAR

Profit for the year from continuing operation has been arrived at after charging/(crediting):

12. 本年度溢利

持續經營業務之年內溢利乃經扣除/(計入)以下各項後達致：

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
(a) Cost of sales	(a) 銷售成本		
Cost of inventories sold	售出存貨成本	10,082,052	8,648,603
Provision against inventories	存貨撥備	24,688	12,520
		10,106,740	8,661,123
(b) Other items	(b) 其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	414,843	515,154
Amortisation of prepaid lease payments	預付土地租賃款項攤銷	15,121	13,261
Total depreciation and amortisation	折舊及攤銷總額	429,964	528,415
Capitalised in inventories	存貨資本化	(25,240)	(8,299)
		404,724	520,116
Employee benefit expense (including directors' and chief executive's remuneration (note 13))	僱員福利開支(包括董事及最高行政人員薪酬(附註13))	1,652,192	924,728
Wages and salaries	工資及薪金		
Equity-settled share option expense	以權益結算的購股權開支	-	(1,017)
Pension schemes contributions	退休計劃供款	230,423	103,197
Auditor's remuneration	核數師薪酬	1,887	3,652
Impairment property, plant and equipment	物業、廠房及設備減值	38,181	6,298
Impairment/(reversal) of receivables	應收款項減值/(撥回)	2,568	(1,048)

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remunerations for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

(a) Executive Directors

		Ms. Luan Xiuju ¹ 樂秀菊女士 ¹ RMB'000 人民幣千元	Mr. Shen Peng ² 沈芄先生 ² RMB'000 人民幣千元	Mr. Jiang Guojin ³ 江國金先生 ³ RMB'000 人民幣千元	Mr. Zhou Chenguang ⁴ 周晨光先生 ⁴ RMB'000 人民幣千元	Mr. Wu Fei ⁵ 吳飛先生 ⁵ RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2018	2018年						
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,559	550	-	-	-	2,109
Discretionary bonuses	酌情花紅	1,706	570	-	-	-	2,276
Pension schemes contributions	退休計劃供款	125	125	-	-	-	250
		3,390	1,245	-	-	-	4,635
2017	2017年						
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,632	566	1,165	407	770	4,540
Discretionary bonuses	酌情花紅	1,545	294	1,319	237	869	4,264
Equity-settled share option expense	權益結算購股權開支	8	-	-	-	7	15
Pension schemes contributions	退休計劃供款	138	98	221	78	130	665
		3,323	958	2,705	722	1,776	9,484

¹ Ms. Luan Xiuju was appointed as an executive director of the Company with effect from 17 January 2017 and was appointed as the chief executive of the Company with effect from 29 December 2017.

² Mr. Shen Peng was appointed as an executive director of the Company with effect from 29 December 2017.

³ Mr. Jiang Guojin resigned as an executive director and the chief executive of the Company with effect from 29 December 2017.

¹ 樂秀菊女士獲委任為本公司執行董事，自2017年1月17日起生效，並獲委任為本公司最高行政人員，自2017年12月29日起生效。

² 沈芄先生獲委任為本公司執行董事，自2017年12月29日起生效。

³ 江國金先生辭任本公司執行董事及最高行政人員，自2017年12月29日起生效。

13. 董事及高級行政人員酬金

根據適用上市規則及公司條例披露之本年度董事及高級行政人員酬金載列如下：

(a) 執行董事

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)**(a) Executive Directors (continued)**

⁴ Mr. Zhou Chenguang resigned as an executive director of the Company with effect from 29 December 2017.

⁵ Mr. Wu Fei resigned as an executive director of the Company with effect from 1 April 2017.

The executive director's emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

(b) Non-Executive Directors**13. 董事及高級行政人員酬金 (續)****(a) 執行董事 (續)**

⁴ 周晨光先生辭任本公司執行董事，自2017年12月29日起生效。

⁵ 吳飛先生辭任本公司執行董事，自2017年4月1日起生效。

上述執行董事酬金為彼等管理本公司及本集團事務有關的服務支付之酬金。

(b) 非執行董事

		Mr. Ma Jianping ⁶ 馬建平先生 ⁶ RMB'000 人民幣千元	Mr. Qin Yelong ⁷ 覃業龍先生 ⁷ RMB'000 人民幣千元	Ms. Xiao Jianping ⁷ 肖建平女士 ⁷ RMB'000 人民幣千元	Mr. Wang Zhiying ⁸ 王之盈先生 ⁸ RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2018	2018年	-	-	-	-	-
2017	2017年					
Equity-settled share option expense	權益結算購股權開支	6	-	-	-	6
		6	-	-	-	6

⁶ Mr. Ma Jianping resigned as a non-executive director of the Company with effect from 4 January 2019.

⁷ Mr. Qin Yelong and Ms. Xiao Jianping were appointed as non-executive directors of the Company with effect from 17 January 2017.

⁸ Mr. Wang Zhiying resigned as a non-executive director of the Company with effect from 17 January 2017.

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

⁶ 馬建平先生辭任本公司非執行董事，自2019年1月4日起生效。

⁷ 覃業龍先生及肖建平女士獲委任為本公司非執行董事，自2017年1月17日起生效。

⁸ 王之盈先生辭任本公司非執行董事，自2017年1月17日起生效。

上述非執行董事酬金為彼等作為非執行董事提供服務而支付之酬金。

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)**(c) Independent Non-executive Directors**

The fees paid to independent non-executive directors during the year were as follows:

		Mr. Stephen Edward Clark 祈立德先生 RMB'000 人民幣千元	Mr. Li Hung Kwan, Alfred 李鴻鈞先生 RMB'000 人民幣千元	Mr. Mok Wai Bun, Ben ⁹ 莫衛斌先生 ⁹ RMB'000 人民幣千元	Mr. Paul Kenneth Etchells ¹⁰ 包逸秋先生 ¹⁰ RMB'000 人民幣千元	Mr. Yuen Tin Fan, Francis ¹¹ 袁天凡先生 ¹¹ RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2018	2018年						
Fees	袍金	320	320	320	-	-	960
2017	2017年						
Fees	袍金	324	324	112	74	209	1,043

⁹ Mr. Mok Wai Bun, Ben was appointed as an independent non-executive director of the Company with effect from 29 August 2017.

¹⁰ Mr. Paul Kenneth Etchells resigned as an independent non-executive director of the Company with effect from 1 April 2017.

¹¹ Mr. Yuen Tin Fan, Francis resigned as an independent non-executive director of the Company with effect from 29 August 2017.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

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

13. 董事及高級行政人員酬金(續)**(c) 獨立非執行董事**

於年內已付獨立非執行董事之袍金載列如下：

		Mr. Paul Kenneth Etchells ¹⁰ 包逸秋先生 ¹⁰ RMB'000 人民幣千元	Mr. Yuen Tin Fan, Francis ¹¹ 袁天凡先生 ¹¹ RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2018	2018年			
Fees	袍金	-	-	960
2017	2017年			
Fees	袍金	74	209	1,043

⁹ 莫衛斌先生獲委任為本公司獨立非執行董事，自2017年8月29日起生效。

¹⁰ 包逸秋先生辭任本公司獨立非執行董事，自2017年4月1日起生效。

¹¹ 袁天凡先生辭任本公司獨立非執行董事，自2017年8月29日起生效。

上述獨立非執行董事酬金為彼等作為本公司董事提供服務而支付之酬金。

於本年度，概無董事或主要行政人員放棄或同意放棄任何酬金的安排。

14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included two directors (2017: two), details of whose remuneration are set out in note 13 above. Details of the remuneration for the year of the remaining three (2017: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,602	4,513
Discretionary bonuses	酌情花紅	3,392	2,887
Equity-settled share option expense	權益結算購股權開支	–	16
Pension scheme contributions	退休計劃供款	306	357
		8,300	7,773

The number of the highest paid employees who are not the Directors whose remuneration fell within the following bands is as follows:

最高薪僱員(非董事)之薪酬介於下列組別之人數如下:

		2018 2018年 No. of employees 僱員數目	2017 2017年 No. of employees 僱員數目
HKD2,500,001 to HKD3,000,000	2,500,001 港元至3,000,000 港元	–	1
HKD3,000,001 to HKD3,500,000	3,000,001 港元至3,500,000 港元	3	2
		3	3

In prior years, the non-director and non-chief executive highest paid employees were granted share options of the Company in respect of their services to the Group. The fair value of these options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the prior year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

於過往年度，非董事及非首席執行官最高薪酬僱員就彼等對本集團提供的服務獲授予本公司的購股權。該等購股權的公平值已於歸屬期間的損益報表內確認，於授出日期釐定以及去年財務報表中包括的金額已包括於上述非董事及非最高行政人員最高薪酬僱員的酬金披露內。

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15. DIVIDENDS**15. 股息**

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Dividends for ordinary shareholders of the Company recognised as distribution during the year	本年度確認為分派之本公司普通股股東之股息		
2017 final—HK2.4 cents (2017: final dividend of HK1.2 cents in respect of the year ended 31 December 2016) per ordinary share	2017年末期—2.4港仙 (2017年：截至2016年12月31日止年度之末期股息1.2港仙) 每股普通股	58,452	28,926
2017 special—HKD1.03 per ordinary share	2017年特別股息—每股普通股1.03港仙	—	2,437,389
		58,452	2,466,315

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2018 of HK3.9 cents (2017: HK2.4 cents) per ordinary share, in an aggregate amount of HKD109,092,000, equivalent to RMB95,106,000 (2017: HKD67,133,000, equivalent to RMB58,452,000), has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming general meeting.

於報告期末後，董事已建議派發就截至2018年12月31日止年度之末期股息每股3.9港仙(2017年：2.4港仙)(總金額為109,092,000港元(相當於人民幣95,106,000元)(2017年：67,133,000港元(相當於人民幣58,452,000元)))且待於股東周年大會上獲股東批准。

16. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to the owners of the Company is based on the following data:

Earnings figures are calculated as follows:

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利	320,858	1,559,647
Less: Profit for the year from discontinued operations	減：來自終止經營的年內溢利	-	374,293
Earnings for the purpose of basic earnings per share from continuing operation	就計算持續經營業務每股基本盈利之盈利	320,858	1,185,354
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share from continuing operations	就計算持續經營業務每股基本盈利之普通股加權平均數	2,797,223,396	2,797,223,396

No adjustment has been made to the basic earnings per share amounts presented for the year ended 31 December 2017 in respect of a dilution because the impact of the share options outstanding had no dilutive effect on the basic earnings per share amounts presented.

From discontinued operations

Basic and diluted earnings per share for the discontinued operations is RMB nil cents per share (2017: RMB13.38 cents per share), based on the profit for the year from the discontinued operations of RMB nil (2017: RMB374,293,000) and the denominators detailed above for both basic and diluted earnings per share.

16. 每股盈利

本公司擁有人應佔每股基本盈利之計算乃基於以下數據：

盈利數據乃按以下各項計算：

	Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Profit for the year attributable to owners of the Company	320,858	1,559,647
Less: Profit for the year from discontinued operations	-	374,293
Earnings for the purpose of basic earnings per share from continuing operation	320,858	1,185,354
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share from continuing operations	2,797,223,396	2,797,223,396

由於尚未行使購股權對所呈列每股基本盈利金額未帶來攤薄影響，故並無對截至2017年12月31日止年度所呈列每股基本盈利金額作出有關攤薄的調整。

來自已終止經營業務

根據已終止經營業務年內溢利人民幣零元(2017年：人民幣374,293,000元)及上文詳述每股基本及攤銷盈利的分母，已終止經營業務每股基本及攤薄盈利為每股人民幣零元(2017年：每股人民幣0.1338元)。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Freehold land 永久業權 土地 RMB'000 人民幣千元	Buildings 樓宇 RMB'000 人民幣千元	Plant, machinery and equipment 廠房、機械 及設備 RMB'000 人民幣千元	Bearer plants 生產性植物 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本						
At 1 January 2017	於2017年1月1日	73,340	1,930,667	3,695,942	106,964	445,710	6,252,623
Additions	添置	-	22,369	361,646	-	329,924	713,939
Acquisition of subsidiaries (note 32)	收購附屬公司(附註32)	-	832,242	1,407,996	-	1,291	2,241,529
Disposals	出售	-	(3,298)	(12,533)	-	-	(15,831)
Disposal of subsidiaries (notes 11)	出售附屬公司(附註11)	(73,340)	(881,797)	(1,359,438)	(106,964)	(169,827)	(2,591,366)
Reclassification	重新分類	-	307,594	248,705	-	(556,299)	-
At 31 December 2017	於2017年12月31日	-	2,207,777	4,342,318	-	50,799	6,600,894
Additions	添置	-	77,930	240,185	-	371,453	689,568
Disposals	出售	-	(23,599)	(322,351)	-	-	(345,950)
Reclassification	重新分類	-	194,457	40,824	-	(235,281)	-
At 31 December 2018	於2018年12月31日	-	2,456,565	4,300,976	-	186,971	6,944,512
DEPRECIATION AND IMPAIRMENT	折舊及減值						
At 1 January 2017	於2017年1月1日	-	666,938	1,977,449	11,794	-	2,656,181
Provided for the year	年內撥備	-	103,042	409,432	2,680	-	515,154
Disposal of subsidiaries (notes 11)	出售附屬公司(附註11)	-	(260,354)	(959,948)	(14,474)	-	(1,234,776)
Impairment loss recognised in profit or loss	於損益確認的減值虧損	-	-	6,298	-	-	6,298
At 31 December 2017	於2017年12月31日	-	509,626	1,433,231	-	-	1,942,857
Provided for the year	年內撥備	-	93,951	320,892	-	-	414,843
Impairment loss recognised in profit or loss	於損益確認的減值虧損	-	4,468	33,713	-	-	38,181
Eliminated on disposals	於出售時抵銷	-	(21,980)	(315,923)	-	-	(337,903)
At 31 December 2018	於2018年12月31日	-	586,065	1,471,913	-	-	2,057,978
CARRYING VALUES	賬面值						
At 31 December 2018	於2018年12月31日	-	1,870,500	2,829,063	-	186,971	4,886,534
At 31 December 2017	於2017年12月31日	-	1,698,151	2,909,087	-	50,799	4,658,037

17. PROPERTY, PLANT AND EQUIPMENT (continued)

An impairment of RMB38,181,000 (2017: RMB6,298,000) was recognised for certain property, plant and equipment with an aggregate carrying amount of RMB38,181,000 (2017: RMB6,298,000) during the year because those property, plant and equipment had been dormant and/or obsolete.

At 31 December 2018, certificates of ownership in respect of certain buildings of the Group in Mainland China with an aggregate net carrying amount of RMB276,738,000 (2017: RMB265,146,000) had not been issued by the relevant PRC authorities.

17. 物業、廠房及設備(續)

因本年內若干物業、廠房及設備已經閒置和/或廢棄，故賬面值合計為人民幣38,181,000元(2017年：人民幣6,298,000元)的該等物業、廠房及設備確認人民幣38,181,000元(2017年：人民幣6,298,000元)的減值。

於2018年12月31日，本集團於中國內地賬面淨值合共人民幣276,738,000元(2017年：人民幣265,146,000元)的若干樓宇尚未獲相關中國機關發出所有權證。

18. INVESTMENT PROPERTIES**18. 投資物業**

		RMB'000 人民幣千元 (Restated) (經重列)
FAIR VALUE	公平值	
At 1 January 2017	於2017年1月1日	29,200
Net increase in fair value recognised in profit or loss	於損益確認的公平值增加淨額	200
Disposal of subsidiaries (note 11)	出售附屬公司(附註11)	(9,300)
At 31 December 2017	於2017年12月31日	20,100
Net increase in fair value recognised in profit or loss	於損益確認的公平值增加淨額	-
At 31 December 2018	於2018年12月31日	20,100

The Group's investment properties consist of one (2017: one) commercial property in Mainland China. The Directors have determined that the investment property are commercial property based on the nature, characteristics and risks of each property.

The fair value of the Group's investment properties as at 31 December 2018 and 2017 has been arrived at on the basis of a valuation carried out on the respective dates by Savills Valuation and Professional Services Limited, independent qualified professional valuers not connected to the Group.

The investment properties are leased to third parties under operating leases, further detail of which are included in note 36(b) to the financial statements.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

本集團之投資物業包括於中國內地的一項(2017年：一項)商用物業。董事根據各投資物業之性質、特點及風險，確立投資物業為商用物業。

本集團於2018年及2017年12月31日之公平值乃根據第一太平戴維斯估值及專業顧問有限公司於該等日期進行之估值達致，估值師與本集團概無關連。

投資物業根據融資租約租賃予第三方，有關進一步詳情在於財務報表附註36(b)。

於估計該等物業公平值時，物業的最高及最佳用途為目前用途。

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18. INVESTMENT PROPERTIES (continued)**Fair value hierarchy**

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

		Level 3	Fair value as at 31/12/2018 於2018年 12月31日 之公平值 RMB'000 人民幣千元	Level 3	Fair value as at 31/12/2017 於2017年 12月31日 之公平值 RMB'000 人民幣千元
Investment properties	投資物業		20,100		20,100

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

18. 投資物業(續)**公平值層級**

有關本集團投資物業詳情及於報告期末公平值層級之資料載列如下：

下表概述在對投資物業進行估值時所採用的估值方法及主要參數：

	Valuation technique 估值方法	Significant unobservable inputs 主要不可觀察參數	Range or weighted average 範圍或加權平均	
			2018 2018年	2017 2017年
Commercial properties 商用物業	Discounted cash flow method 貼現現金流量法	Estimated rental value (per sq.m and per month) 估計租賃價值 (每平方米及每月)	RMB66 to RMB75 人民幣66元至 人民幣75元	RMB70 to RMB74 人民幣70元至 人民幣74元
		Rent growth (p.a.) 租金漲幅(每年)	0%	0%
		Long term vacancy rate 長期空置率	10%	10%
		Discount rate 貼現率	7%	7%

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset.

按照貼現現金流量法，公平值乃採用有關資產年期內所有權的權益及負債的假設進行估計。該方法涉及對物業權益的一連串現金流量的預測。市場衍生的貼現率適用於預測現金流量以便確立與資產有關的收入來源的現值。

18. INVESTMENT PROPERTIES (continued)**Fair value hierarchy (continued)**

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income is then discounted.

An increase/decrease in the estimated rental value and the market rent growth rate per annum in isolation would result in an increase/decrease in the fair value of the investment properties. An increase/decrease in the long term vacancy rate and the discount rate in isolation would result in a decrease/increase in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and an opposite change in the long term vacancy rate and the discount rate.

19. PREPAID LEASE PAYMENTS**18. 投資物業(續)****公平值層級(續)**

現金流量的持續時間及流入額和流出額的具體時間乃由租金檢討、租約續租及相關轉租、重建或翻新等事件決定。適當的持續時間受市場行為(為物業類別的特性)影響。定期現金流量按總收益扣除空置、不可回收費用、收賬損失、租賃獎勵、維護費用、代理和佣金成本及其他經營和管理費用估算。該一連串定期經營收入淨額進行貼現處理。

估計租賃價值及市場租金年增長率單獨增加/減少將導致投資物業的公平值增加/減少。長期空置率及貼現率單獨大幅增加/減少將導致投資物業的公平值減少/增加。一般而言，就估計租賃價值作出的假設變動會伴隨着租金年增長率及貼現率出現正向變動，而長期空置率出現反向變動。

19. 預付土地租賃款項

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Restated) (經重列)
Carrying amount at 1 January	於1月1日之賬面值	559,687	415,626
Provided for the year	年內撥備	(15,121)	(13,261)
Disposal of subsidiaries (note 11)	出售附屬公司(附註11)	-	(141,970)
Acquisition of subsidiaries (note 32)	收購附屬公司(附註32)	-	299,292
Carrying amount at 31 December	於12月31日之賬面值	544,566	559,687
Current asset included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之流動資產	15,121	17,455
Non-current asset	非流動資產	529,445	542,232
		544,566	559,687

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20. INTANGIBLE ASSETS

20. 無形資產

		Goodwill	Franchise rights Note* 特許經營權 附註*	Total
		商譽 RMB'000 人民幣千元 (Restated) (經重列)	RMB'000 人民幣千元 (Restated) (經重列)	總計 RMB'000 人民幣千元 (Restated) (經重列)
Cost	成本			
At 1 January 2017	於2017年1月1日	1,195,288	419,375	1,614,663
Acquisition of subsidiaries (Note 32)	收購附屬公司(附註32)	1,065,733	1,240,100	2,305,833
Disposal of subsidiaries	出售附屬公司	(414,222)	-	(414,222)
At 31 December 2017 and 2018	於2017年及2018年12月31日	1,846,799	1,659,475	3,506,274
Impairment	減值			
At 1 January 2017	於2017年1月1日	-	-	-
Impairment loss recognized	已確認減值虧損	414,222	-	414,222
Eliminated on disposal	於出售時抵銷	(414,222)	-	(414,222)
At 31 December 2017 and 2018	於2017年及2018年12月31日	-	-	-
Carrying amount	賬面值			
At 31 December 2018	於2018年12月31日	1,846,799	1,659,475	3,506,274
At 31 December 2017	於2017年12月31日	1,846,799	1,659,475	3,506,274

Note* The previously reported goodwill included certain franchise rights of RMB1,659,475,000, which related to the Group's bottling and distribution rights in certain regions in Mainland China acquired in prior years' business combinations. The franchise rights of RMB419,375,000 acquired before 1 January 2017 and RMB1,240,100,000 acquired in 2017 are now separately identified and recognised; and the corresponding non-controlling interests of RMB104,844,000 and RMB227,114,000 as at 1 January 2017 and 31 December 2017, respectively are adjusted retrospectively. The consolidated total assets and net assets as at 1 January 2017 and 31 December 2017 are increased by RMB104,844,000 and RMB227,114,000, respectively. The basic and diluted earnings per share for the year ended 31 December 2017 are not affected.

The amounts of franchise rights represented their fair value at the respective acquisition dates, which have been arrived at on the basis of a valuation carried out by an independent qualified professional valuer.

The franchise rights have been assigned indefinite useful lives as the Group believes those franchise rights will continue to be renewed at each expiration date.

附註* 先前呈報商譽包括若干特許經營權人民幣1,659,475,000元，與本集團在中國內地若干地區之裝瓶及分銷權(於過往年度業務合併時收購)有關。於2017年1月1日之前收購的特許經營權人民幣419,375,000元及於2017年收購的特許經營權人民幣1,240,100,000元當前單獨識別及確認；以及於2017年1月1日及2017年12月31日已分別追溯調整相應非控股權益人民幣104,844,000元及人民幣227,114,000元。於2017年1月1日及2017年12月31日，綜合資產總值及資產淨值分別增加人民幣104,844,000元及人民幣227,114,000元。截至2017年12月31日止年度，每股基本及攤薄盈利並未受影響。

特許經營權指於各收購日期之公平值，乃由獨立專業估值師按估值基準釐定。

特許經營權已被指定具有無限可使用年期，乃由於本集團相信該特許經營權將繼續於各到期日續新。

20. INTANGIBLE ASSETS (continued)**Impairment Testing of Goodwill and Franchise Rights with Indefinite Useful Lives**

Goodwill and franchise rights with indefinite useful lives acquired through business combinations is allocated to the beverage cash-generating unit for impairment testing.

The recoverable amount of the cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections was 11% (2017: 12%) and cash flows beyond the five-year period are extrapolated using a growth rate of 3% (2017: 3%).

Assumptions were used in the value in use calculation of the cash-generating unit for 31 December 2018 and 2017. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the years immediately before the budget year.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant units.

In year 2017, in view that the wine business has been loss making in recent years and it is not considered probable that profits will be available in the foreseeable future, an impairment loss of RMB414,222,000 was recognised for goodwill in relation to the wine cash-generating unit. The wine cash-generating unit was disposed of in December 2017.

20. 無形資產(續)**商譽及具有無限可使用年期之特許經營權減值測試**

於業務合併收購之商譽及具有無限可使用年期特許經營權被分配至飲料現金產生單位作減值測試。

上述各現金產生單位之可收回款額，乃根據使用價值釐定。使用價值則按照高級管理層批准涵蓋五年期間財政預算下運用現金流量預算計算。現金流量預算所應用之貼現率為11% (2017年：12%)，而超過五年期間的現金流乃按3% (2017年：3%)之增長率予以推測。

於2018年及2017年12月31日，在計算現金產生單位之使用價值時，已應用若干假設。以下載述管理層設定現金流量預算所依據之每一關鍵假設，以進行商譽減值測試：

預算毛利率 – 用作釐定預算毛利率所指定價值之基準，為緊接預算年度前若干年度取得之平均毛利率。

貼現率 – 所使用貼現率為計算稅項前，並反映相關單位所涉及之特定風險。

於2017年，鑑於近年來酒品類業務虧損，且在可見將來不大可能獲得溢利，因此就酒品類業務確認商譽減值虧損人民幣414,222,000元。酒品類現金產生單位已於2017年12月被出售。

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21. INTERESTS IN ASSOCIATES**21. 於聯營公司之權益**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Interests in associates	於聯營公司之權益	742,028	708,360

The amounts due from and to associates included in current assets and current liabilities of RMB19,743,000 (2017: RMB9,305,000) and RMB163,330,000 (2017: RMB120,066,000), respectively, are unsecured, interest-free and are repayable on demand.

計入流動資產及流動負債之聯營公司欠款及欠聯營公司款項分別為人民幣19,743,000元(2017年：人民幣9,305,000元)及人民幣163,330,000元(2017年：人民幣120,066,000元)，均為無抵押、免息及按要求償還。

Details of each of the Group's associates at the end of the reporting period are as follows:

報告期末本集團聯營公司之詳情載列如下：

Name of entity 實體名稱	Country of incorporation/ registration 成立/註冊 成立國家	Proportion of ownership interest held by the Group 本集團所持所有權 百分比		Principal activities 主要活動
		2018 2018年 (note) (附註)	2017 2017年 (note) (附註)	
Coca-Cola Bottlers Manufacturing Holdings Limited	Hong Kong 香港	13.7%	13.7%	Investment holdings 投資控股
Coca-Cola Bottlers Manufacturing (Dongguan) Company Limited 可口可樂裝瓶商生產(東莞)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Wuhan) Company Limited 可口可樂裝瓶商生產(武漢)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Foshan) Company Limited 可口可樂裝瓶商生產(佛山)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷

21. INTERESTS IN ASSOCIATES (continued)

21. 於聯營公司之權益(續)

Name of entity 實體名稱	Country of incorporation/ registration 成立/註冊 成立國家	Proportion of ownership interest held by the Group 本集團所持所有權 百分比		Principal activities 主要活動
		2018 2018年 (note) (附註)	2017 2017年 (note) (附註)	
Coca-Cola Bottlers Manufacturing (Hangzhou) Company Limited 可口可樂裝瓶商生產(杭州)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Suzhou) Company Limited 可口可樂裝瓶商生產(蘇州)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Jinan) Company Limited 可口可樂裝瓶商生產(濟南)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Shijiazhuang) Company Limited 可口可樂裝瓶商生產(石家莊)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Management Service (Shanghai) Company Limited 可口可樂裝瓶商管理服務(上海)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Nanning) Company Limited 可口可樂裝瓶商生產(南寧)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Yingkou) Company Limited 可口可樂裝瓶商生產(營口)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
CBPC Limited	Hong Kong 香港	21.7%	21.7%	Procurement of raw materials for Coca-Cola bottlers in Mainland China 在中國內地為可口可樂裝瓶廠採購原料

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21. INTERESTS IN ASSOCIATES (continued)

note: The Group is able to exercise significant influence over the associates as the boards of these companies comprise representatives of the Group, who participate in the policy making process. Accordingly, they are accounted for as associates of the Group. All of the above associates are indirectly held through a 65% owned subsidiary of the Company.

Aggregate information of associates that are not individually material:

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
The Group's share of profit	本集團應佔溢利	44,168	41,133
The Group's share of other comprehensive income	本集團應佔其他全面收益	-	15,488
The Group's share of total comprehensive income	本集團應佔全面收益總額	44,168	56,621
Dividends declared by associates	聯營公司已宣派股息	(10,500)	-
Aggregate carrying amount at 31 December	於12月31日之賬面總值	742,028	708,360

21. 於聯營公司之權益(續)

附註：因為該等公司之董事會中有本集團之代表，參與政策制定過程，本集團從而能夠對聯營公司行使重大影響，因此，彼等被當作本集團之聯營公司。所有上述聯營公司均由本公司持有65%股權的附屬公司間接持有。

個別非重大聯營公司的滙總信息：

22. INVENTORIES**22. 存貨**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Raw materials	原料	486,273	427,819
Finished goods	製成品	1,164,045	864,611
		1,650,318	1,292,430

23. ACCOUNTS RECEIVABLES**23. 應收賬款及票據**

		31/12/2018	31/12/2017
		2018年	2017年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元 (Restated) (經重列)
Accounts receivables	應收賬款	307,073	301,307
Allowance	撥備	(2,285)	(1,827)
		304,788	299,480

The Group gives credit term to key customers, while for other customers, payment in advance or payment on delivery is normally required. The Group seeks to maintain strict control over its outstanding receivables and has a credit control commissioner to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's accounts receivable relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its accounts receivable balances. Accounts receivables are non-interest-bearing.

The following is an aged analysis of accounts receivables, net of allowance for credit loss, presented based on the date of the delivery of goods:

本集團授予關鍵客戶信貸期，而對於其他客戶則通常須預收款項或於交貨時收款。本集團尋求維持嚴格控制其未償還應收賬款及設有信貸控制專員，務求將信貸風險減至最低。高級管理層定期審核逾期結餘。鑒於上述，以及本集團涉及大量不同客戶之應收賬款，故信貸風險之集中程度並不嚴重。本集團並無就其應收賬款結餘持有任何抵押品或其他信用增級。應收賬款為不計息。

以下為按交貨日期應收賬款的賬齡分析(扣除信貸虧損撥備淨額)：

		31/12/2018	31/12/2017
		2018年	2017年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元 (Restated) (經重列)
Within 6 months	六個月內	297,106	150,469
6 to 12 months	六至十二個月	7,682	148,998
1 to 2 years	一至兩年	-	13
		304,788	299,480

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23. ACCOUNTS RECEIVABLES (continued)

Ageing of accounts receivables which are past due but not impaired:

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Within 1 year	一年內	29,027	41,230

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Details of impairment assessment of accounts receivables for the year ended 31 December 2018 are set out in note 41.

Movement in the allowance for doubtful debts during the year ended 31 December 2017:

		31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
1 January	1月1日	112,401
Impairment losses recognised	已確認減值虧損	19,928
Acquisition of subsidiaries	收購附屬公司	7,894
Written-offs	撇銷	(3,014)
Disposal of subsidiaries	出售附屬公司	(135,382)
31 December	12月31日	1,827

In 2017, included in the above provision for impairment of accounts receivable is a provision for individually impaired accounts receivable with a carrying amount before provision of RMB3,998,000.

23. 應收賬款及票據 (續)

已逾期但並無減值之應收賬款之賬齡：

已逾期但無減值的應收款項乃與本集團多名往績記錄良好之獨立客戶有關。根據過往經驗，董事認為，由於應收款項的信貨質素並無發生重大變動及仍視為可悉數收回，故毋需就有關結餘計提減值撥備。

有關截至2018年12月31日止年度應收賬款減值評估的詳情載於附註41。

於截至2017年12月31日止年度，呆賬撥備變動：

於2017年，計入上述應收賬款減值為撥備前賬面值人民幣3,998,000元之個別減值應收賬款。

24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES**24. 預付款項、按金及其他應收款項**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Prepayment to suppliers	預付供應商款項	306,397	213,252
VAT recoverable	可收回增值稅	134,209	156,947
Prepaid marketing expenses	預付營銷開支	99,913	105,792
Others	其他	25,610	21,365
		566,129	497,356

25. BANK BALANCE AND CASH**25. 銀行結餘及現金**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Cash and bank balances	現金及銀行結餘	243,235	832,063
Pledged bank deposits	抵押銀行存款	7,961	6,424
		251,196	838,487
Less: Pledged bank deposits for bills payable (note 26)	減：就應付票據抵押之銀行存款(附註26)	(7,961)	(6,424)
Cash and cash equivalents	現金及現金等值項目	243,235	832,063

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

存放於銀行之現金乃按每日銀行存款利率計算之浮息利率賺取利息。銀行結餘及抵押存款存入最近並無違約記錄之信譽良好之銀行。

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26. ACCOUNTS AND BILLS PAYABLES

The following is an aged analysis of accounts payables presented based on the invoice date.

		31/12/2018	31/12/2017
		2018年	2017年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元 (Restated) (經重列)
Within 3 months	3個月內	535,792	882,921
3 to 12 months	3個月至12個月內	53,777	41,281
1 to 2 years	1年至2年內	10,651	4,516
Over 2 years	超過2年	6,591	2,140
		606,811	930,858

The accounts and bills payables are non-interest-bearing and are normally settled in one to three months and one to six months, respectively.

Certain of the Group's bills payable are secured by the pledge of the Group's bank deposits amounting to RMB7,961,000 (2017: RMB6,424,000).

26. 應付賬款及票據

應付賬款賬齡分析按發票日期呈列如下：

應付賬款及票據為不計息，一般的付款期分別為一至三個月及一至六個月。

本集團若干應付票據以金額為人民幣7,961,000元(2017年：人民幣6,424,000元)之本集團銀行存款予以擔保。

27. OTHER PAYABLES AND ACCRUALS**27. 其他應付款項及應計負債**

		31/12/2018	31/12/2017
		2018年	2017年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(經重列)
Accrued marketing expense	應計營銷開支	622,550	340,342
Deposit for fridges	冰箱按金	457,867	463,287
Sales rebate	銷售回扣	407,884	242,189
Accrued payroll	應計工資	277,245	213,212
Accrued expense	應計開支	245,401	364,970
Tax element of contract liabilities	合約負債稅項	214,730	175,105
Payables for purchase of property, plant and equipment	購置物業、廠房及設備 的應付款項	158,081	88,455
Accrued logistics expense	應計物流開支	85,321	72,920
Accrued utility expense	應計公用設施開支	30,137	14,437
Advances from customers	客戶墊款	-	1,029,638
Others	其他	196,163	86,403
		2,695,379	3,090,958

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28. BORROWINGS**28. 借款**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Bank loans	銀行貸款	1,166,500	1,746,500
Other loans	其他貸款	–	10,120
		1,166,500	1,756,620
Unsecured	無抵押	1,166,500	1,756,620
The carrying amounts of the above borrowings are repayable:	上述借款賬面值為應償還：		
Within one year	一年內	580,000	–
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年期間	586,500	1,756,620
		1,166,500	1,756,620
Amounts due within one year shown under current liabilities	流動負債列示一年內到期之款項	580,000	–
Amounts shown under non-current liabilities	於非流動負債下列示之款項	586,500	1,756,620

The borrowings carry an interest rate of loan prime rate -0.25%. The amounts due are based on scheduled repayment dates set out in the loan agreements.

借款按最優惠貸款利率-0.25%收取利息。到期款項乃根據貸款協議所載計劃還款日期計算。

29. CONTRACT LIABILITIES**29. 合約負債**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	1/1/2018* 2018年 1月1日* RMB'000 人民幣千元
Sales of beverages	銷售飲料	1,341,686	1,029,638
Current	流動	1,341,686	1,029,638

* The amounts in this column are after the adjustments from the application of HKFRS 15.

The followings table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

* 本欄內金額乃於應用香港財務報告準則第15號後調整。

下表載列本年度就遠期合約負債確認之收入金額。

		Sales of beverages 銷售飲料 RMB'000 人民幣千元
Revenue recognized that was included in the contract liability balance at the beginning of the year	於年初計入合約負債結餘之 已確認收入	1,029,638

30. DEFERRED TAX ASSETS AND LIABILITIES**30. 遞延稅項資產及負債**

The following is the analysis of the deferred tax balances for financial reporting purposes:

下表載列就財務報告用途而編製的遞延稅項結餘分析：

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Deferred tax assets	遞延稅項資產	379,390	283,576
Deferred tax liabilities	遞延稅項負債	(95,666)	(50,274)
		283,724	233,302

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30. DEFERRED TAX ASSETS AND LIABILITIES (continued)

The following are the major deferred tax liabilities and assets recognised and movements thereon:

30. 遞延稅項資產及負債(續)

下文載列已確認主要遞延負債及資產及其變動：

		Provision against inventories	ECL provision of receivables	Tax losses	Accruals	Unrealised profits	Deferred income	Impairment of property, plant and equipment	Accelerated tax depreciation	Fair value adjustments	Others	Total
		存貨撥備	信用損失撥備	稅項虧損	應計費用	未變現溢利	遞延收入	及設備減值	累計稅項折舊	公平值調整	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	937	4,074	37,572	88,586	4,201	14,332	2,106	-	(29,371)	6,898	129,335
Acquisition of subsidiaries (note 32)	收購附屬公司(附註32)	978	1,618	-	56,132	-	-	72,818	-	(51,829)	4,135	83,852
Disposal of subsidiaries (notes 11 and 33)	出售附屬公司(附註11及33)	(149)	(4,281)	-	(8,223)	-	-	-	-	22,210	(750)	8,807
Charged to profit and loss	於損益扣除	1,728	(847)	(10,238)	806	(550)	19,452	(7,744)	-	8,716	(15)	11,308
At 31 December 2017	於2017年12月31日	3,494	564	27,334	137,301	3,651	33,784	67,180	-	(50,274)	10,268	233,302
Charged to profit and loss	於損益扣除	3,146	1,588	(11,122)	81,811	14,965	827	2,718	(52,720)	7,328	1,881	50,422
At 31 December 2018	於2018年12月31日	6,640	2,152	16,212	219,112	18,616	34,611	69,898	(52,720)	(42,946)	12,149	283,724

The Group has tax losses arising in Mainland China of RMB179,520,000 (2017: RMB127,305,000) that are available for offsetting against future taxable profits to a maximum period of five years of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the EIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China or offshore incorporated enterprises which are regarded as CREs. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. Pursuant to the approvals received by the Company from the State Administration of Taxation of the PRC, the Company and most of its subsidiaries are regarded as CREs and relevant enterprise income tax policies shall be applicable to the Company and these subsidiaries starting from 1 January 2013. As a result, the Company and these subsidiaries are therefore no longer liable for withholding taxes on dividends distributed by their subsidiaries established in Mainland China in respect of retained earnings generated. No deferred tax has been recognised for withholding taxes on the unremitted earnings of the Group subsidiaries or associates established in Mainland China at 31 December 2018 (2017: Nil).

本集團來自中國內地之稅損為人民幣179,520,000元(2017年：人民幣127,305,000元)可供產生虧損之公司在日後最長達五年之期間用於抵銷未來應課稅溢利。由於該等虧損來自已處於虧損狀態一段時間之附屬公司，而且不認為有應課稅溢利可供動用該等稅損，故並無就該等虧損確認遞延稅項資產。

根據中國企業所得稅法，在中國內地成立之外資企業或在國外註冊成立之中國居民企業向外國投資者宣派股息，有關股息須繳納10%之預扣稅。此規定於2008年1月1日生效並適用於2007年12月31日之後獲得之盈利。根據本公司獲中國國家稅務局頒發的批文，本公司及其大部份附屬公司被認定為中國居民企業，及自2013年1月1日起適用有關企業所得稅法。因此，本公司及此等附屬公司將無須就其於中國內地成立之附屬公司產生的保留盈利分派的股息繳納預扣稅。於2018年12月31日，並未就本集團在中國內地成立之附屬公司或聯營公司之未匯付盈利預扣稅確認遞延稅項(2017年：無)。

31. SHARE CAPITAL OF THE COMPANY**31. 本公司股本**

		Number of shares 股份數目	Share capital 股本 (Restated) (經重列) HKD'000 千港元
Authorised: 4,000,000,000 ordinary shares of HKD0.10 each	法定： 4,000,000,000 股每股面值 0.10 港元之普通股	4,000,000,000	400,000
Issued and fully paid At 1 January and 31 December 2017 and 2018 2,797,223,396 ordinary shares of HKD0.10 each	已發行及繳足 於2017年及2018年 1月1日及12月31日 2,797,223,396 股每股 面值0.10 港元之普通股	2,797,223,396	279,722
Equivalent to RMB'000	等於人民幣千元		293,201

32. BUSINESS COMBINATIONS**32. 業務合併**

On 17 November 2016, COFCO Coca-Cola Beverages Limited ("CCBL"), a 65%-owned subsidiary of the Company, entered into the non-public sale equity transfer master agreement with The Coca-Cola Company ("KO") and Swire Beverages Holdings Limited ("Swire") pursuant to which:

- (i) KO procured its subsidiaries to transfer to CCBL all the issued share capital in Coca-Cola (Chongqing) Beverages Ltd., Coca-Cola (Jilin) Beverages Ltd., Coca-Cola Liaoning (Central) Beverages Ltd., and Coca-Cola (Heilongjiang) Beverages Ltd., 93.75% of the issued share capital in Coca-Cola Liaoning (North) Beverages Ltd., 89.3% of the issued share capital in Coca-Cola (Sichuan) Beverages Ltd., 75% of the issued share capital in Coca-Cola (Shanxi) Beverages Ltd., and 60% of the issued share capital in Coca-Cola Liaoning (South) Beverages Ltd., (collectively the "CBL Companies"), for an aggregate base consideration of RMB2,900,000,000;

於2016年11月17日，本公司擁有65%權益之附屬公司中糧可口可樂飲料有限公司（「中可飲料」）與可口可樂公司（「可口可樂」）及太古飲料控股有限公司（「太古」）訂立非公開出售產權轉讓總合約，據此：

- (i) 可口可樂已促使其附屬公司向中可飲料轉讓可口可樂（重慶）飲料有限公司、可口可樂（吉林）飲料有限公司、可口可樂遼寧（中）飲料有限公司及可口可樂（黑龍江）飲料有限公司之全部已發行股本以及可口可樂遼寧（北）飲料有限公司93.75%已發行股本、可口可樂（四川）飲料有限公司89.3%已發行股本、可口可樂（山西）飲料有限公司75%已發行股本及可口可樂遼寧（南）飲料有限公司60%已發行股本（統稱「中可飲料公司」），基本代價總額為人民幣2,900,000,000元；

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32. BUSINESS COMBINATIONS (continued)

(ii) Swire procured its subsidiaries to transfer to CCBL all the issued share capital in Swire Coca-Cola Shaanxi Beverages Ltd. (“Coca-Cola Shaanxi”) for an aggregate base consideration of RMB487,000,000; and

(iii) Such base considerations shall be subject to customary closing accounts adjustments by reference to the net cash balance and the working capital level of each entities as at the date of completion.

The CBL Companies and Coca-Cola Shaanxi are engaged in the processing, bottling and distribution of sparkling beverage products, and the distribution of still beverage products in various regions in Mainland China.

On 1 April 2017, the aforementioned acquisitions in relation to the CBL Companies and Coca-Cola Shaanxi were completed.

The Group has elected to measure the non-controlling interest in the CBL Companies at the non-controlling interest's proportionate share of respective identifiable net assets.

32. 業務合併(續)

(ii) 太古已促使其附屬公司向中可飲料轉讓陝西太古可口可樂飲料有限公司(「可口可樂陝西」)之全部已發行股本，基本代價總額為人民幣487,000,000元；及

(iii) 有關基本代價須待參考各實體於完成日期之現金結餘淨額及營運資金水平就慣常交割賬目作出調整。

中可飲料公司及可口可樂陝西在中國內地各地區從事汽水產品的加工、裝瓶及分銷及不含氣飲料產品的分銷。

於2017年4月1日，上述有關中可飲料公司及可口可樂陝西的收購已完成。

本集團已選擇按非控股權益應佔中可飲料公司各自之可識別資產淨值之比例計量該等公司之非控股權益。

32. BUSINESS COMBINATIONS (continued)

The fair values of the identifiable assets and liabilities of the CBL Companies and Coca-Cola Shaanxi as at the date of acquisition were as follows:

32. 業務合併(續)

中可飲料公司及可口可樂陝西於收購日期之可識別資產及負債公平值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時確認 之公平值 RMB'000 人民幣千元 (Restated) (經重列)
Property, plant and equipment	物業、廠房及設備	17	2,241,529
Intangible assets	無形資產	20	1,240,100
Prepaid lease payments	預付土地金	19	299,292
Deferred tax assets	遞延稅項資產	30	95,967
Inventories	存貨		452,450
Accounts receivable	應收賬款		417,608
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項		243,041
Bank balances and cash	銀行結餘及現金		591,803
Accounts payable	應付賬款		(854,677)
Other payables and accruals	其他應付款項及應計負債		(930,303)
Bank borrowings	銀行借貸		(997,645)
Tax liabilities	稅項負債		(18,389)
Deferred income	遞延收入		(26,208)
Deferred tax liabilities	遞延稅項負債	30	(12,115)
Total identifiable net assets at fair value	按公平值計量之可識別 資產淨值總額		2,742,453
Non-controlling interests	非控股權益		(269,941)
			2,472,512
Goodwill arising on acquisition	收購產生之商譽	20	1,065,733
Satisfied by:	以下列方式償付：		
Cash	現金		3,538,245

The fair value of the accounts receivable and other receivables as at the date of acquisition amounted to RMB417,608,000 and RMB243,041,000, respectively. The gross contractual amounts receivable and other receivables were RMB425,502,000 and RMB243,320,000, respectively, of which accounts receivable of RMB7,894,000 and other receivables of RMB278,766 are expected to be uncollectible.

於收購日期應收賬款及其他應收款項之公平值分別為人民幣417,608,000元及人民幣243,041,000元。應收貿易賬款及其他應收款項總合約金額分別為人民幣425,502,000元及人民幣243,320,000元，當中人民幣7,894,000元之應收賬款及人民幣278,766元之其他應收款項預計無法收回。

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32. BUSINESS COMBINATIONS (continued)

The Group incurred transaction costs of RMB44,095,000 for this acquisition. These transaction costs were expensed and included in profit or loss during the year ended 31 December 2017.

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition is follows:

		RMB'000 人民幣千元 (Restated) (經重列)
Cash consideration	現金代價	(3,538,245)
Cash and cash equivalents acquired	購入之現金及現金等值項目	591,803
Net outflow of cash and cash equivalents in respect of the acquisition	收購所涉及之現金及現金等值項目 流出淨額	(2,946,442)

Since the acquisition, the CBL Companies and Coca-Cola Shaanxi contributed RMB4,557,384,000 to the Group's revenue and profit of RMB133,160,000 to the consolidated profit for the year ended 31 December 2017.

Had the combination taken place at the beginning of the reporting period, the revenue from the continuing operation of the Group and the profit of the Group for the year 2017 would have been RMB14,867,564,000 and RMB2,003,420,000, respectively.

32. 業務合併(續)

本集團就是項收購產生交易成本人民幣44,095,000元。於截至2017年12月31日止年度該等交易成本已予支銷並計入損益。

有關收購所涉及之現金及現金等值項目流出淨額分析如下：

		RMB'000 人民幣千元 (Restated) (經重列)
Cash consideration	現金代價	(3,538,245)
Cash and cash equivalents acquired	購入之現金及現金等值項目	591,803
Net outflow of cash and cash equivalents in respect of the acquisition	收購所涉及之現金及現金等值項目 流出淨額	(2,946,442)

自收購以來，中可飲料公司及可口可樂陝西為本集團貢獻收入人民幣4,557,384,000元及為截至2017年12月31日止年度之綜合溢利貢獻溢利人民幣133,160,000元。

倘合併於報告期初進行，於2017年，本集團之持續經營業務收入及本集團溢利將分別為人民幣14,867,564,000元及人民幣2,003,420,000元。

33. DISPOSAL OF SUBSIDIARIES

The details of disposal of subsidiaries, other than those related to the discontinued operations included in note 11 to the consolidated financial statements, during the year ended 31 December 2017 are as follows:

33. 出售附屬公司

於截至2017年12月31日止年度出售附屬公司之詳情(載於綜合財務報表附註11有關終止經營業務之詳情除外)載列如下:

			31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
		<i>Notes</i> <i>附註</i>	
Net assets disposed of:	出售資產淨值如下:		
Property, plant and equipment	物業、廠房及設備	17	282,823
Prepaid lease payments	預付土地租賃款項	19	30,782
Prepayments for property, plant and equipment	購買物業、廠房及設備之預付款項		25
Goodwill	商譽		91,351
Deferred tax assets	遞延稅項資產		8,723
Inventories	存貨		81,029
Accounts and bills receivables	應收賬款及票據		21,428
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		16,109
Due from fellow subsidiaries	同系附屬公司欠款		2,621
Prepaid tax	預繳稅項		2,960
Pledged deposits	抵押存款		2,399
Bank balance and cash	銀行結餘及現金		45,524
Accounts and bills payables	應付賬款及票據		(132,915)
Other payables and accruals	其他應付款項及應計負債		(132,345)
Due to fellow subsidiaries	欠同系附屬公司款項		(74,375)
Due to associates	欠聯營公司款項		(6,101)
			240,038
Gain on disposal of subsidiaries	出售附屬公司收益	8	805,367
			1,045,405
Satisfied by	以下列方式償付:		
Cash	現金		1,045,405
Net cash inflow arising on disposal:	出售時產生之現金流入淨額:		
Cash consideration	現金代價		1,045,405
Less: Cash and cash equivalents disposed of	減: 於出售時之現金及現金等值項目		(45,524)
			999,881

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34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**Changes in liabilities arising from financing activities****34. 融資活動產生負債之對賬****融資活動產生負債之變動**

		Dividend payables 應付股息 RMB'000 人民幣千元 (Included in other payables and accruals and tax liabilities) (計入其他應付款項及應計負債以及稅項負債)	Borrowings 借款 RMB'000 人民幣千元
At 1 January 2017 (Restated)	於2017年1月1日(經重列)	100,986	1,423,552
Acquisition of subsidiaries	收購附屬公司	–	997,645
Dividends declared	已宣派股息	2,544,409	–
Financing cash flows	融資現金流量	(2,521,469)	(664,577)
At 1 January 2018 (Restated)	於2018年1月1日(經重列)	123,926	1,756,620
Dividends declared	已宣派股息	114,960	–
Financing cash flows	融資現金流量	(238,886)	(590,120)
At 31 December 2018	於2018年12月31日	–	1,166,500

35. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities.

35. 或有負債

於報告期末，本集團並無任何重大或有負債。

36. OPERATING LEASE**(a) The Group as lessee**

	31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Minimum lease payments paid under operating leases during the year	103,904	104,950

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases falling due as follows:

於報告期末，本集團根據到期不可撤銷經營租約應付之未來最低租金總額如下：

	31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Within one year	41,896	43,068
In the second to fifth year, inclusive	35,174	29,492
After five years	3,841	181
	80,911	72,741

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 2 years and rentals are fixed for an average of 1.5 years.

經營租約付款代表本集團為其若干辦公室物業之應付租金。經協商之平均租期為兩年，且1.5年內之平均租金保持不變。

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36. OPERATING LEASE (Continued)**(b) The Group as lessor**

The Group leases its investment properties (note 18) under operating lease arrangements, with leases negotiated for terms of six months. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Within one year	於一年內	1,083	594

37. CAPITAL COMMITMENTS**36. 經營租約(續)****(b) 本集團作為出租人**

本集團根據經營租約安排出租其投資物業(附註18)，經協商之租期為六個月。一般而言，租約之條款亦規定租戶支付按金，並訂明可定期根據當時市況調整租金。

於報告期末，本集團根據其與租戶訂立之不可撤銷經營租約應收之未來最低租金總額如下：

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	有關綜合財務報表內已訂約但尚未確認之物業、廠房及設備之資本承擔	254,207	218,172

38. RELATED PARTY TRANSACTIONS

- (a) Apart from the transactions and balances disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

		Year ended 31/12/2018 2018年 12月31日 RMB'000 人民幣千元	Year ended 31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Transactions with fellow subsidiaries:	與同系附屬公司之交易：		
Sales of goods*	銷售貨品*	3,930	160,208
Purchases of goods*	購買貨品*	1,092,000	7,206,050
Service fee income*	服務費收入*	-	2,478
Rental expenses*	租金支出*	15,120	19,483
Service fee expenses*	服務費支出*	9,560	4,751
Interest expenses	利息支出	-	144
Transactions with the ultimate holding company:	與最終控股公司之交易：		
Sales of goods*	銷售貨品*	16	31
Rental expenses*	租金支出*	6	18,619
Service fee expenses*	服務費支出*	-	1,274
Transactions with associates:	與聯營公司之交易：		
Sales of goods	銷售貨品	-	14
Purchases of goods*	購買貨品*	2,279,020	2,035,574
Commission income	代加工收入	156,950	76,010
Rental expenses	租金支出	5,960	5,648
Transactions with related companies#:	與關連公司之交易#：		
Purchases of goods*	購買貨品*	2,005,243	1,704,081

* These related party transactions constituted continuing connected transactions discloseable in accordance with the Listing Rules.

Related companies are companies under significant influence of the Group's ultimate holding company and subsidiaries of the minority shareholder of the Company's subsidiary.

These transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.

38. 關連人士交易

- (a) 除財務報表其他地方所披露之交易及結餘外，本集團於本年度內與關連人士進行之重大交易如下：

* 該等關連人士交易根據上市規則規定，構成須予披露之持續關連交易。

關連公司為受本集團最終控股公司重大影響之公司和公司之子公司之少數股東之子公司。

該等交易乃按根據各參與方互相議定之條款及條件進行。

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38. RELATED PARTY TRANSACTIONS (Continued)

(b) Other transactions with related parties and a non-controlling shareholder of the Group's subsidiaries

- (i) Pursuant to certain licensing agreements entered into between a former subsidiary of the Group and COFCO Corporation, the Group was granted the exclusive right of use certain trademarks for its kitchen food business. The kitchen food business was disposed in September 2017. The licensing fees for the prior year were waived by COFCO Corporation.
- (ii) During the year ended 31 December 2017, the Group disposed of a subsidiary, namely COFCO Food Sales & Distribution Co., Ltd., to a subsidiary of the Company's ultimate holding company. Further details of the transaction are included in note 11(1) to the consolidated financial statements.
- (iii) During the year ended 31 December 2017, the Group disposed of three subsidiaries, namely COFCO Wines & Spirits Holdings Limited, COFCO Premier Brands Limited, Global Lander Limited and Superb Vision Limited, to the Company's immediate holding company. Further details of the transaction are included in note 11(2) to the consolidated financial statements.

(c) Commitments with related parties

Pursuant to certain lease agreements entered into between the Group and COFCO Plaza Development Co. Ltd., a subsidiary of COFCO Corporation, the Group's future minimum lease payments amounted to approximately RMB15,314,000 at 31 December 2018 (2017: RMB12,560,000).

(d) Outstanding balances with related parties and non-controlling shareholders of the Group's subsidiaries

Except for amounts due to non-controlling shareholders of a subsidiary of the Group of RMB10,120,000 in 2017 (included in note 28 borrowings as other loans) which were unsecured, born interest at the rate of 4.28%, the remaining balances with the holding companies, fellow subsidiaries, associates, related companies and non-controlling shareholders of the Group's subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

38. 關連人士交易(續)

(b) 與關連人士及一名本集團附屬公司的非控股股東之其他交易

- (i) 根據本集團與中糧集團有限公司訂立之若干特許協議，本集團獲授獨家許可權，可於其廚房食品業務使用若干商標。廚房食品業務已於2017年9月出售。而過往年度該特許權費用獲中糧集團有限公司豁免。
- (ii) 截至2017年12月31日止年度，本集團出售一間附屬公司中糧食品營銷有限公司予本公司最終控股公司的一間附屬公司。有關交易的進一步詳情載於綜合財務報表附註11(1)內。
- (iii) 截至2017年12月31日止年度，本集團出售三間附屬公司中糧酒業控股有限公司、COFCO Premier Brands Limited、環宇泛達有限公司及Superb Vision Limited予本公司直接控股公司。有關交易的進一步詳情載於綜合財務報表附註11(2)內。

(c) 與關連人士之承諾

根據本集團與中糧集團有限公司一間附屬公司中糧廣場發展有限公司訂立的若干租賃協議，於2018年12月31日本集團未來最小租賃付款額約為人民幣15,314,000元(2017年：人民幣12,560,000元)。

(d) 關連人士及本集團附屬公司非控股股東之未償還餘額

除於2017年欠本集團附屬公司非控股股東貸款人民幣10,120,000元(計入附註28作為其他貸款之其他借款)為無抵押及按4.28厘計息與本集團附屬公司之控股公司、同系附屬公司、聯營公司、關連公司及非控股股東的其餘結餘均無抵押、免息且無固定還款期。

38. RELATED PARTY TRANSACTIONS (Continued)**(e) Compensation of key management personnel of the Group**

The remuneration of directors and other members of key management during the year was as follows:

		Year ended 31/12/2018 2018年 12月31日 RMB'000 人民幣千元	Year ended 31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Short term employee benefits	短期僱員福利	21,183	12,423
Equity-settled share option expense	權益結算購股權開支	15	20
Pension scheme contributions	退休計劃供款	1,221	892
Total compensation paid to key management personnel	付予主要管理人員之報酬總額	22,419	13,335

Further details of directors' and the chief executive's emoluments are included in note 13 to the consolidated financial statements.

38. 關連人士交易 (續)**(e) 本集團主要管理人員之報酬**

於本年度，董事及其他主要管理人員之薪酬載列如下：

董事及最高行政人員酬金的進一步詳情載於財務報表附註13。

(f) Transactions and balances with other state-owned enterprises

The Group operates in an economic environment predominated by enterprises directly or indirectly owned or controlled by the PRC government through its numerous authorities, affiliates or other organisations (collectively "State-owned Enterprises"). During the year, the Group entered into extensive transactions covering, but not limited to, sales of goods, purchases of raw materials, property, plant and equipment and other assets, receiving of services, and making deposits and borrowings with certain State-owned Enterprises, other than COFCO Corporation and its affiliates, on terms comparable to those with non-state-owned enterprises. The Directors consider that transactions with those State-owned Enterprises were entered into in the ordinary and usual course of business of the Group, and that dealings of the Group have not been significantly or unduly affected by the fact that the Group and those State-owned Enterprises are ultimately controlled or owned by the PRC government. The Group has also established pricing policies for products and services, and such policies do not depend on whether or not the customers are State-owned Enterprises.

(f) 與其他國有企業的交易及結餘

本集團運營的經濟環境中的企業大多為中國政府通過其眾多機關、聯屬機構或其他組織直接或間接擁有或控制的企業(統稱「國有企業」)。本年度本集團與某些國有企業進行的廣泛交易包括但不限於銷售產品、購買原材料、物業、廠房及設備及其他資產，接受服務，並在中糧集團有限公司及其聯屬公司以外的國有企業存款和借款，這些交易的條款與非國有企業交易條款相似。董事認為，與該等國有企業的交易為在本集團日常業務過程中進行的活動，且本集團與那些中國政府最終控制或擁有的國有企業的交易並沒有受到重大或不當影響。本集團還制定產品和服務的定價政策，而這些政策並不取決於客戶是否為國有企業。

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39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY**(a) General information of subsidiaries**

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

39. 有關本公司附屬公司之詳情**(a) 附屬公司一般資料**

於報告期末本公司直接及間接持有之附屬公司的詳情載列如下：

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊成立及 經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2018 2018年 %	2017 2017年 %	
Polar Treasure Limited 極富有限公司	Hong Kong 香港	HKD2 2港元	100	100	Investment holding 投資控股
COFCO Beverages Limited 中糧飲料有限公司	Samoa 薩摩亞	USD1 1港元	100	100	Investment holding 投資控股
COFCO Coca-Cola Beverages Limited 中糧可口可樂飲料有限公司	Hong Kong 香港	HKD2,524,855,402 2,524,855,402港元	65	65	Investment holding 投資控股
COFCO Beverages (Nanjing) Limited 中糧飲料(南京)有限公司	Samoa 薩摩亞	USD3,800,001 3,800,001美元	65	65	Investment holding 投資控股
COFCO Beverages (Hangzhou) Limited 中糧飲料(杭州)有限公司	Samoa 薩摩亞	USD4,000,001 4,000,001美元	65	65	Investment holding 投資控股
COFCO Beverages (Guangzhou) Limited 中糧飲料(廣州)有限公司	Samoa 薩摩亞	USD11,720,001 11,720,001美元	65	65	Investment holding 投資控股
COFCO Beverages (Hunan) Limited 中糧飲料(湖南)有限公司	Samoa 薩摩亞	USD1 1美元	65	65	Investment holding 投資控股
COFCO Beverages (Beijing) Limited 中糧飲料(北京)有限公司	Samoa 薩摩亞	USD6,825,001 6,825,001美元	65	65	Investment holding 投資控股
COFCO Beverages (CCBMH) Limited 中糧飲料湖南(香港)有限公司	Samoa 薩摩亞	USD1 1美元	65	65	Investment holding 投資控股
COFCO Beverages Hunan (HK) Limited 中糧飲料北京(香港)有限公司	Hong Kong 香港	HKD62,400,001 62,400,001港元	65	65	Investment holding 投資控股
COFCO Beverages Beijing (HK) Limited 中糧飲料北京(香港)有限公司	Hong Kong 香港	HKD53,235,001 53,235,001港元	65	65	Investment holding 投資控股
COFCO Beverages Qingdao Company Limited 中糧飲料青島有限公司	Samoa 薩摩亞	USD20,134,375 20,134,375美元	65	65	Investment holding 投資控股

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**39. 有關本公司附屬公司之詳情 (續)****(a) General information of subsidiaries (Continued)****(a) 附屬公司一般資料(續)**

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊成立及經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2018 2018年 %	2017 2017年 %	
COFCO Beverages (Qingdao) Limited 中糧飲料(青島)有限公司	Samoa 薩摩亞	USD1 1美元	65	65	Investment holding 投資控股
COFCO Beverages (Hainan) Limited 中糧飲料(海南)有限公司	Samoa 薩摩亞	USD4,387,501 4,387,501美元	65	65	Investment holding 投資控股
COFCO Beverages Tianjin (Samoa) Limited 中糧飲料天津(薩摩亞)有限公司	Samoa 薩摩亞	HKD13,623,897 13,623,897港元	65	65	Investment holding 投資控股
COFCO Beverages Qingdao (HK) Limited 中糧飲料青島(香港)有限公司	Hong Kong 香港	HKD82,454,768.01 82,454,768.01港元	65	65	Investment holding 投資控股
COFCO Beverages Hainan (HK) Limited 中糧飲料海南(香港)有限公司	Hong Kong 香港	HKD143,052,501 143,052,501港元	65	65	Investment holding 投資控股
COFCO Beverages (Xinjiang) Limited 中糧飲料(新疆)有限公司	Samoa 薩摩亞	USD1 1美元	65	65	Investment holding 投資控股
COFCO Beverages (Xinjiang) Limited 中糧飲料(新疆)有限公司	Hong Kong 香港	HKD1 1港元	65	65	Investment holding 投資控股
COFCO Beverages (Jiangxi) Limited 中糧飲料(江西)有限公司	Samoa 薩摩亞	USD1 1美元	65	65	Investment holding 投資控股
COFCO Beverages (Jiangxi) Limited 中糧飲料(江西)有限公司	Hong Kong 香港	HKD1 1港元	65	65	Investment holding 投資控股
COFCO Beverages Tianjin (HK) Limited 中糧飲料天津(香港)有限公司	Hong Kong 香港	HKD60,450,001 60,450,001港元	65	65	Investment holding 投資控股
COFCO Beverages Qingdao (Samoa) Limited 中糧飲料天津(薩摩亞)有限公司	Samoa 薩摩亞	HKD12,000,000 12,000,000港元	65	65	Investment holding 投資控股
COFCO Beverages Beijing (Samoa) Limited 中糧飲料北京(薩摩亞)有限公司	Samoa 薩摩亞	HKD100,000 100,000港元	65	65	Investment holding 投資控股

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39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**39. 有關本公司附屬公司之詳情 (續)****(a) General information of subsidiaries (Continued)****(a) 附屬公司一般資料 (續)**

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊成立及 經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2018 2018年 %	2017 2017年 %	
COFCO Coca-Cola Beverages (China) Investment Ltd.	PRC	USD110,000,000	65	65	Investment holding
中糧可口可樂飲料(中國)投資有限公司	中國	110,000,000美元			投資控股
COFCO Coca-Cola Beverages (Shanxi) Limited	PRC	USD10,000,000	48.75 [#]	48.75 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(山西)有限公司	中國	10,000,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Shaanxi) Limited	PRC	USD20,000,000	65	65	Beverage bottling production, sale and distribution
中糧可口可樂飲料(陝西)有限公司	中國	20,000,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Liaoning (South) Beverages Limited	PRC	RMB72,000,000	39 [#]	39 [#]	Beverage bottling production, sale and distribution
中糧可口可樂遼寧(南)飲料有限公司	中國	人民幣72,000,000元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Liaoning (North) Beverages Limited	PRC	USD23,500,000	60.94	60.94	Beverage bottling production, sale and distribution
中糧可口可樂遼寧(北)飲料有限公司	中國	23,500,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Liaoning (Central) Beverages Limited	PRC	USD13,000,000	65	65	Beverage bottling production
中糧可口可樂遼寧(中)飲料有限公司	中國	13,000,000美元			飲料裝瓶生產
COFCO Coca-Cola Beverages (Heilongjiang) Limited	PRC	USD44,000,000	65	65	Beverage bottling production, sale and distribution
中糧可口可樂飲料(黑龍江)有限公司	中國	44,000,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Jilin) Limited	PRC	USD18,000,000	65	65	Beverage bottling production, sale and distribution
中糧可口可樂飲料(吉林)有限公司	中國	18,000,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Sichuan) Limited	PRC	USD17,000,000	58.05	58.05	Beverage bottling production, sale and distribution
中糧可口可樂飲料(四川)有限公司	中國	17,000,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Chongqing) Limited	PRC	USD72,000,000	65	65	Beverage bottling production, sale and distribution
中糧可口可樂飲料(重慶)有限公司	中國	72,000,000美元			飲料裝瓶生產、銷售及配送

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**39. 有關本公司附屬公司之詳情 (續)****(a) General information of subsidiaries (Continued)****(a) 附屬公司一般資料(續)**

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊成立及經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2018 2018年 %	2017 2017年 %	
COFCO Coca-Cola Supply Chain (Tianjin) Limited	PRC	RMB10,000,000	63.5	63.5	Wholesale and retail of pre-packaged foods, raw and auxiliary materials, supply chain information consultation, management services and others
中糧可口可樂供應鏈(天津)有限公司	中國	人民幣10,000,000元			批發及零售預包裝食品、原輔料、供應鏈信息諮詢、管理服務及其他
Zhongke Enterprise Management (Tianjin) Limited	PRC	RMB3,000,000	65	65	Enterprise management service and consulting, business information consulting, marketing planning, and computer information system development, consulting, promotion and service
中可企業管理(天津)有限公司	中國	人民幣3,000,000元			企業管理服務及諮詢、業務信息諮詢、營銷策劃、計算機信息系統開發、諮詢、升級及服務
COFCO Coca-Cola Beverages (Tianjin) Limited	PRC	USD15,500,000	32.5[#]	32.5 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(天津)有限公司	中國	15,500,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Hebei) Limited	PRC	RMB83,000,000	32.5[#]	32.5 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(河北)有限公司	中國	人民幣83,000,000元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Inner Mongolia) Limited	PRC	RMB48,000,000	43.55[#]	43.55 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(內蒙古)有限公司	中國	人民幣48,000,000元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Shandong) Limited	PRC	USD12,500,000	48.75[#]	48.75 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(山東)有限公司	中國	12,500,000美元			飲料裝瓶生產、銷售及配送

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39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**(a) General information of subsidiaries (Continued)****39. 有關本公司附屬公司之詳情 (續)****(a) 附屬公司一般資料 (續)**

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊成立及 經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company		Principal activities 主要活動
			2018 2018年 %	2017 2017年 %	
COFCO Coca-Cola Beverages (Jinan) Limited 中糧可口可樂飲料(濟南)有限公司	PRC 中國	USD5,000,000 5,000,000美元	48.75 [#]	48.75 [#]	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Huazhong Beverages Limited 中糧可口可樂華中飲料有限公司	PRC 中國	RMB144,400,000 人民幣144,400,000元	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
Gansu COFCO Coca-Cola Beverages Limited 甘肅中糧可口可樂飲料有限公司	PRC 中國	USD5,000,000 5,000,000美元	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
Tibet COFCO Coca-Cola Commerce & Trade Limited 西藏中糧可口可樂商貿有限公司	PRC 中國	RMB2,000,000 人民幣2,000,000元	65	65	Beverage sale and distribution 飲料銷售及配送
COFCO Coca-Cola Beverages (Xinjiang) Limited 中糧可口可樂飲料(新疆)有限公司	PRC 中國	RMB60,000,000 人民幣60,000,000元	52	52	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Beijing) Limited 中糧可口可樂飲料(北京)有限公司	PRC 中國	USD19,500,000 19,500,000美元	48.75 [#]	48.75 [#]	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Huabei Beverages Limited 中糧可口可樂華北飲料有限公司	PRC 中國	RMB78,000,000 人民幣78,000,000元	58.5	58.5	Beverage bottling production 飲料裝瓶生產
Beijing Cheng Xiang Foods Co., Ltd 北京盛翔食品有限公司	PRC 中國	RMB58,211,932 人民幣58,211,932元	48.75 [#]	48.75 [#]	Wholesale of packaged foods 批發預包裝食品

[#] These subsidiaries are accounted for as subsidiaries by virtue of the Company's indirect control over them through a 65% owned subsidiary, which control these subsidiaries.

[#] 該等附屬公司為本公司通過持股65%之子公司間接控制。

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**(b) Details of non-wholly owned subsidiaries that have material non-controlling interests**

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立及主要業務地點	Proportion of ownership interests and voting rights held by Non-controlling interests 非控股權益所持的所有權及投票權之百分比		Profit allocated to non-controlling interests 分配予非控股權益之溢利		Accumulated non-controlling interests 累計非控股權益	
		31/12/2018 2018年 12月31日	31/12/2017 2017年 12月31日	31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元
Coca-Cola Bottlers Manufacturing Holdings Limited ("CCBMH")	Hong Kong 香港	35%	35%	147,315	339,669	2,017,218	1,869,903

Summarised financial information in respect of CCBL is set out below. The summarised financial information below represents amounts before intragroup eliminations.

39. 有關本公司附屬公司之詳情 (續)**(b) 有關擁有重大非控股權益之非全資附屬公司之詳情**

下表載列本集團擁有重大控股權益之非全資附屬公司的詳情：

有關中可飲料之財務資料概要載列如下。下文所載財務資料概要為集團內公司間抵銷前金額。

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
CCBL and subsidiaries	中可飲料及附屬公司		
Non-current assets	非流動資產	10,241,714	9,887,708
Current assets	流動資產	3,146,683	3,260,907
Current liabilities	流動負債	(5,875,894)	(5,041,448)
Non-current liabilities	非流動負債	(886,521)	(2,004,919)
Equity attributable to owners of the Company	本公司擁有人應佔權益	5,814,630	5,342,580
Non-controlling interest	非控股權益	811,352	759,668

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39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)**

		Year ended 31/12/2018 2018年 12月31日 RMB'000 人民幣千元	Year ended 31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Revenue	收入	15,648,051	13,357,995
Expense	開支	(15,067,809)	(12,304,821)
Profit for the year	年內溢利	580,242	1,053,174
Total comprehensive income for the year	年內全面收益總額	580,242	1,053,174

		Year ended 31/12/2018 2018年 12月31日 RMB'000 人民幣千元	Year ended 31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Net cash inflow from operating activities	經營活動產生之現金流入淨額	1,278,799	1,446,436
Net cash outflow from investing activities	投資活動產生之現金流出淨額	(1,005,970)	(1,465,396)
Net cash (outflow) inflow from financing activities	融資活動產生之現金(流出)流入淨額	(661,378)	617,910
Net cash (outflow) inflow	(現金流出)現金流入淨額	(388,549)	598,950

39. 有關本公司附屬公司之詳情 (續)**(b) 有關擁有重大非控股權益之非全資附屬公司之詳情 (續)**

40. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank borrowings disclosed in note 28, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital, share premium and reserves.

The management reviews the capital structure on an annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital.

The gearing ratio at the end of the reporting period was as follows:

40. 資本風險管理

本集團管理其資本，以確保本集團的實體能夠持續經營，同時透過優化債務及股權平衡最大限度地提高股東回報。自去年起本集團整體策略保持不變。

本集團資本架構包括債務淨額，其中包括附註28所披露銀行借款(已扣減銀行結餘及現金)及本公司擁有人應佔權益(包括已發行股本、股份溢價及儲備)。

管理層按年審閱資本架構。作為該審閱的一部分，管理層將考慮資本成本及與各類別資本相關的風險。

於報告期末之債務比率載列如下：

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Debt (note 28)	債務(附註28)	1,166,500	1,756,620
Less: Cash and cash equivalents	減：現金及現金等值項目	(243,235)	(832,063)
Net debt	債務淨額	923,265	924,557
Equity	權益	4,218,912	3,956,506
Net debt to equity ratio	債務淨額對權益比率	22%	23%

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41. FINANCIAL INSTRUMENT**41. 金融工具****Categories of financial instruments****金融工具類別**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬之 金融資產	1,011,462	-
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括 現金及現金等值項目)	-	1,678,277
		1,011,462	1,678,277
Financial liabilities	金融負債		
Amortised cost	攤銷成本	4,688,599	4,988,568

Financial Risk Management Objectives and Policies

The Group's major financial instruments including accounts receivables, deposits and other receivables, due from related parties, bank balances and cash, accounts and bills payable, other payables and accruals, borrowings, and amounts due to related parties. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include interest rate risk, currency risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

金融風險管理目標及政策

本集團主要金融工具包括應收賬款、按金及其他應收款項、關連人士欠款、銀行結餘及現金、應付賬款及票據、其他應付款項及應計費用、借款、欠關連人士款項。有關該等金融工具之詳情於各附註披露。與該等金融工具相關之風險包括利率風險、貨幣風險、信貸風險及流動資金風險。有關如何減輕該等風險之政策載列如下。管理層管理及監管該等風險，以確保及時及有效的執行適當措施。

41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Currency risk*

The Group mainly operates in Mainland China with most of the Group's monetary assets, liabilities and transactions denominated in RMB. The carrying amounts of the Group's foreign currency denominated monetary assets (mainly bank deposit) at the end of the reporting period are as follows:

		Assets 資產	
		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
HKD	港元	10,457	228,267
USD	美元	265	3,049

The Group manages its foreign exchange risk by performing regular reviews of the Group net foreign exchange exposures and may enter into currency forward contracts, when necessary, to manage its foreign exchange exposure.

41. 金融工具(續)**金融風險管理目標及政策(續)***貨幣風險*

本集團主要於中國內地經營，而本集團之絕大部份貨幣資產、負債及交易則主要以人民幣計值。於報告期末，本集團以外幣計值貨幣資產之賬面值(包括銀行存款)載列如下：

本集團管理外匯風險乃透過定期審查本集團之外匯風險淨額，並可能簽訂貨幣遠期合約(倘必要)，以管理其外匯風險。

		2018 2018年 (Increase)/ decrease in profit after tax 除稅後溢利 (增加)/減少 RMB'000 人民幣千元	2017 2017年 (Increase)/ decrease in profit after tax 除稅後溢利 (增加)/減少 RMB'000 人民幣千元 (Restated) (經重列)
RMB – USD	人民幣 – 美元		
Appreciation of RMB by 5%	人民幣升值5%	(10)	(115)
Depreciation of RMB by 5%	人民幣貶值5%	10	115
RMB – HKD	人民幣 – 港元		
Appreciation of RMB by 5%	人民幣升值5%	(392)	(8,560)
Depreciation of RMB by 5%	人民幣貶值5%	392	8,560

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41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Interest rate risk*

The Group is exposed to cash flow interest rate risk in relation to variable rate bank balances and variable-rate bank borrowings. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and bank borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

Total interest income from financial assets that are measured at amortised cost is as follows:

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元
Other income	其他收入	
Financial assets at amortised cost	按攤銷成本列賬之金融資產	5,023

Total interest income from financial assets that are measured at amortised cost is as follows:

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Other income	其他收入	
Loans and receivables (including bank balances and cash)	貸款及應收款項 (包括銀行結餘及現金)	11,348

41. 金融工具(續)**金融風險管理目標及政策(續)***利率風險*

本集團承受與浮息銀行結餘及浮息銀行借款相關之現金流量利率風險。本集團現金流量利率風險主要集中於銀行結餘及銀行借款利率波動。本集團旨在以浮動利率維持借款。本集團通過評估利率水平及前景所產生的任何利率變動所產生的潛在影響管理其利率風險。

按攤銷成本計量之金融資產利息收入總額載列如下：

		Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元
Other income	其他收入	
Financial assets at amortised cost	按攤銷成本列賬之金融資產	5,023

按攤銷成本計量之金融資產利息收入總額載列如下：

		Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Other income	其他收入	
Loans and receivables (including bank balances and cash)	貸款及應收款項 (包括銀行結餘及現金)	11,348

41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Interest rate risk (Continued)*

Interest expense on financial liabilities not measured at fair value through profit or loss:

41. 金融工具 (續)**金融風險管理目標及政策 (續)***利率風險 (續)*

並非按公平值計量列入損益之金融負債利息開支：

	Year ended 31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至2017年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (經重列)
Financial liabilities at amortised cost	74,835	88,344
按攤銷成本列賬之 金融負債		

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point (2017: 100 basis points) increase or decrease in variable-rate bank borrowings are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the Directors consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates had been 100 basis points (2017: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2018 would decrease/increase by RMB8,749,000 (2017: decrease/increase by RMB13,140,000).

敏感度分析

下列的敏感度分析乃根據利率於報告期末所面臨的利率風險而釐定。編製該分析乃假設於報告期末未償還金融工具於全年內仍未償還。浮息銀行借款增加或減少100個基點(2017年：100個基點)用於向內部主要管理人員報告利率風險時應用，作為管理層對利率可能變動的合理評估。由於董事認為面對來自浮息銀行結餘之現金流量利率風險乃不重大，故敏感度分析不包括銀行結餘。

倘利率上升／下降100個基點(2017年：100個基點)及所有其他變量保持不變，本集團於截至2018年12月31日止年度稅後溢利將減少／增加人民幣8,749,000元(2017年：減少／增加人民幣13,140,000元)。

For the year ended 31 December 2018 截至2018年12月31日止年度

41. FINANCIAL INSTRUMENT (Continued)

Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment

As at 31 December 2018, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals. Other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Accounts receivables consist of a large number of customers, spread across diverse geographical areas. The Group performs impairment assessment under ECL model upon application of HKFRS 9 (2017: incurred loss model) on accounts balances on provision matrix.

The credit risk on pledged bank deposits, and cash and cash equivalents is limited because the counterparties are major state-owned financial institutions in the PRC.

41. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估

於2018年12月31日，本集團因交易對手方未能履行責任而將導致財務損失的最高信貸風險，來源綜合財務狀況表所載列相關已確認金融資產的賬面值。

為將信貸風險減至最低，本集團管理層已委派團隊，負責釐定信貸限額及信貸審批。並採取其他監控措施以確保跟進收回逾期債項。應收賬款包括數目龐大且分佈地區廣泛之客戶。於應用香港財務報告準則第9號後，本集團根據預期信用損失模式(2017年：已產生虧損模式)對矩陣撥備的賬項結餘進行減值評估。

已抵押銀行存款及現金及現金等值項目之信貸風險有限，原因為交易對手為中國主要國有金融機構。

41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Credit risk and impairment assessment (Continued)*

The Group's credit risk grading assessment comprises the following categories:

41. 金融工具(續)**金融風險管理目標及政策(續)***信貸風險及減值評估(續)*

本集團信貸風險評級包括以下類別：

Internal credit rating 內部信貸評級	Description 詳情	Accounts receivables 應收賬款	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手的違約風險較低，且並無任何逾期款項	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失	12-month ECL 12個月預期信用損失
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle after due date 債務人通常於到期日後償還及通常於到期日後結算	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失	12-month ECL 12個月預期信用損失
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 透過內部資料或外部資源，信貸風險自初始確認起顯著加劇	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失
Loss 虧損	There is evidence indicating the asset is credit-impaired 有跡象表明該資產存在信貸減值	Lifetime ECL credit-impaired 已信貸減值之全期預期信用損失	Lifetime ECL credit-impaired 已信貸減值之全期預期信用損失
Write-off 核銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有跡象表明債務人陷入嚴重的財務困境，因而本集團收回款項的希望渺茫	Amount is written off 款項已核銷	Amount is written off 款項已核銷

For the year ended 31 December 2018 截至2018年12月31日止年度

41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Credit risk and impairment assessment (Continued)*

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

41. 金融工具(續)**金融風險管理目標及政策(續)***信貸風險及減值評估(續)*

下表詳述本集團須進行預期信用損失評估之金融資產之信貸風險：

2018	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount
2018年	附註	外界信用評級	內部信用評級	12個月或全期預期信用損失	總賬面值 RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本列賬的金融資產					
Bank balances 銀行結餘	25	A	N/A 不適用	12-month ECL 12個月預期 信貸虧損	251,196
Other receivables 其他應收款項	N/A 不適用	N/A 不適用	(note i) (附註 i)	12-month ECL 12個月預期 信貸虧損	32,248
Accounts receivables 應收賬款	23	N/A 不適用	(note ii) (附註 ii)	Lifetime ECL (not credit-impaired) 全期預期信貸 虧損(並無發生 信用減值)	307,073
Due from related parties 關連人士欠款	N/A 不適用	N/A 不適用	(note i) (附註 i)	12-month ECL 12個月預期 信貸虧損	429,868

notes:

- i. For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

附註：

- i. 就內部信用風險管理而言，本集團使用逾期資料評估信貸風險是否已自初始確認以來顯著增加。

Not past due/No
fixed repayment
terms
並無逾期/無固定
還款期限
RMB'000
人民幣千元

Other receivables	其他應收款項	32,248
Due from related parties	關聯公司欠款	429,868

- ii. For accounts receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, grouped by ageing.

- ii. 就應收賬款而言，本集團應用香港財務報告準則第9號簡化法按全期預期信用損失計量虧損準備。本集團使用撥備矩陣釐定該等項目之預期信用損失(按賬齡分組)。

41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Liquidity risk*

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

41. 金融工具(續)**金融風險管理目標及政策(續)***流動資金風險*

下表詳述本集團之金融負債之剩餘合約年期詳情。下表乃根據本集團須還款之最早日期計算其金融負債之未貼現現金流量作出。其他非衍生金融負債之到期日按協定還款日期釐定。

下表包括利息及本金現金流量。倘利息流量為浮息，則未貼現金額為源自各報告期末的利率。

		Weighted average interest rate	On demand less than 1 year	1 to 5 years	Total undiscounted cash flows	Carrying amount at 31 December
		加權平均利率	按通知1年內 RMB'000 人民幣千元	1至5年 RMB'000 人民幣千元	未貼現現金 流量總額 RMB'000 人民幣千元	於12月31日 之賬面值 RMB'000 人民幣千元
At 31 December 2018	於2018年12月31日					
Accounts and bills payables	應付賬款及票據	-	606,811	-	606,811	606,811
Financial liabilities included in other payables and accruals	計入其他應付款項及應計負債之金融負債	-	2,480,649	-	2,480,649	2,480,649
Due to related parties	欠關連人士款項	-	434,639	-	434,639	434,639
Borrowings	貸款	4.28%	600,520	617,841	1,218,361	1,166,500
			4,122,619	617,841	4,740,460	4,688,599
At 31 December 2017	於2017年12月31日					
Accounts and bills payables	應付賬款及票據	-	927,439	3,419	930,858	930,858
Financial liabilities included in other payables and accruals	計入其他應付款項及應計負債之金融負債	-	1,886,214	-	1,886,214	1,886,214
Due to related parties	欠關連人士款項	-	414,876	-	414,876	414,876
Borrowings	貸款	4.28%	75,096	1,774,854	1,849,950	1,756,620
			3,303,625	1,778,273	5,081,898	4,988,568

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮動利率之波動有別於報告期末所釐定估計利率，則計入上表的浮息工具之金額亦會有變。

For the year ended 31 December 2018 截至2018年12月31日止年度

42. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's financial instruments approximated to their fair values largely due to the short term maturities of the instruments or they bearing floating interest rates if they have long term maturities.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

42. 金融工具之公平值計量

於報告期末，本集團金融工具之賬面值與其公平值相若，主要由於該等工具到期期間較短或到期期間較長但按浮動利率計算。

金融資產及負債之公平值以該工具於自願交易方（而非強迫或清倉銷售）當前交易下之可交易金額入賬。

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**43. 本公司之財務狀況表**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元	31/12/2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Non-current Assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	18	13
Investments in subsidiaries	於附屬公司之投資	1,769,560	1,769,560
		1,769,578	1,769,573
Current Assets	流動資產		
Prepayments	預付款項	42,640	243
Due from subsidiaries	附屬公司欠款	1,482,392	1,745,714
Due from the immediate holding company	直接控股公司欠款	138	138
Cash and cash equivalents	現金及現金等值項目	6,074	206,366
		1,531,244	1,952,461
Current Liabilities	流動負債		
Other payables and accruals	其他應付款項及應計負債	4,523	21,468
Due to subsidiaries	欠附屬公司款項	116,560	387,667
Tax payable	應付稅項	-	77,463
		121,083	486,598
Net Current Assets	流動資產淨值	1,410,161	1,465,863
Net assets	資產淨值	3,179,739	3,235,436
Equity	權益		
Issued capital	已發行股本	293,201	293,201
Reserves	儲備	2,886,538	2,942,235
Total equity	權益總值	3,179,739	3,235,436

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Movement in the Company's reserves:

43. 本公司之財務狀況表(續)

本公司儲備變動如下：

		Share premium account	Employee share-based compensation reserve	Contributed surplus	Retained profits	Total
		股份溢價賬	僱員股本結算薪酬儲備購股權儲備	繳入盈餘	保留溢利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017 (Restated)	於2017年1月1日(經重列)	30,820	21,239	4,495,338	962,624	5,510,021
Equity-settled share option arrangements	權益結算購股權安排	-	(1,017)	-	-	(1,017)
Forfeiture or expiry of share options	購股權沒收或到期	-	(20,222)	-	20,222	-
Loss for the year	年度虧損	-	-	-	(100,454)	(100,454)
Final 2016 dividend declared	已宣派2016年末期股息	-	-	-	(28,926)	(28,926)
Interim 2017 dividend (Note 15)	2017年中期股息(附註15)	-	-	(2,201,007)	(236,382)	(2,437,389)
At 31 December 2017 (Restated)	於2017年12月31日(經重列)	30,820	-	2,294,331	617,084	2,942,235
Loss for the year	年度虧損	-	-	-	2,755	2,755
Final 2017 dividend declared	已宣派2017年末期股息	-	-	-	(58,452)	(58,452)
At 31 December 2018	於2018年12月31日	30,820	-	2,294,331	561,387	2,886,538

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board on 26 March 2019.

44. 財務報表之批准

財務報表於2019年3月26日經董事會批准及授權刊發。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated and reclassified as appropriate, is set out below:

本集團過去五個財政年度之業績及資產、負債與非控股權益概要乃摘錄自己刊發之經審核綜合財務報表，並經重列及適當重新分類，有關內容載於下文：

		Year ended 31 December 截至12月31日止年度				
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Restated) (經重列)	2016 2016年 RMB'000 人民幣千元 (Restated) (經重列)	2015 2015年 RMB'000 人民幣千元 (Restated) (經重列)	2014 2014年 RMB'000 人民幣千元 (Restated) (經重列)
CONTINUING OPERATION	持續經營業務					
REVENUE	收入	15,648,051	13,357,992	9,779,222	10,032,361	9,833,231
PROFIT/(LOSS) FROM OPERATING ACTIVITIES	經營溢利/(虧損)	768,822	2,258,548	580,632	616,592	566,372
Finance costs	融資成本	(74,835)	(88,344)	(21,724)	(39,355)	(41,435)
Share of profits of associates	應佔聯營公司溢利	44,168	41,133	63,237	58,455	73,885
PROFIT BEFORE TAX	除稅前溢利	738,155	2,211,337	622,145	635,692	598,822
Income tax expense	所得稅開支	(161,790)	(588,788)	(144,562)	(177,986)	(108,639)
PROFIT FOR THE YEAR FROM THE CONTINUING OPERATION	持續經營業務之年度溢利	576,365	1,622,549	477,583	457,706	490,183
DISCONTINUED OPERATIONS	終止經營業務					
Profit/(loss) for the year from discontinued operations	終止經營業務之年度溢利/(虧損)	-	380,127	166,686	(216,527)	(468,756)
PROFIT/(LOSS) FOR THE YEAR	年度溢利/(虧損)	576,365	2,002,676	644,269	241,179	21,427
Attributable to:	應佔方：					
Owners of the parent	母公司擁有人	320,858	1,559,647	432,843	44,434	(176,953)
Non-controlling interests	非控股權益	255,507	443,029	211,426	196,745	198,380
		576,365	2,002,676	644,269	241,179	21,427
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS	資產、負債及非控股權益					
TOTAL ASSETS	總資產	13,288,450	13,185,731	14,437,153	14,030,984	14,499,113
TOTAL LIABILITIES	總負債	(6,575,014)	(6,933,700)	(7,892,394)	(8,017,949)	(7,986,636)
NON-CONTROLLING INTERESTS	非控股權益	(2,494,524)	(2,295,525)	(1,679,563)	(1,411,310)	(1,867,888)
		4,218,912	3,956,506	4,865,196	4,601,725	4,644,589

CORPORATE INFORMATION

公司資料

DIRECTORS

Chairman and Non-executive Director

Mr. Yu Xubo

Executive Directors

Ms. Luan Xiuju (*Managing Director*)

Mr. Shen Peng

Non-executive Directors

Ms. Xiao Jianping

Mr. Qin Yelong

Independent Non-executive Directors

Mr. Stephen Edward Clark

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

AUDIT COMMITTEE

Mr. Stephen Edward Clark

(*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

REMUNERATION COMMITTEE

Mr. Mok Wai Bun, Ben (*Committee Chairman*)

Mr. Stephen Edward Clark

Mr. Yu Xubo

NOMINATION COMMITTEE

Mr. Yu Xubo (*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

EXECUTIVE COMMITTEE

Ms. Luan Xiuju (*Committee Chairwoman*)

Mr. Shen Peng

COMPANY SECRETARY

Ms. Liu Kit Yee, Linda

董事

主席兼非執行董事

于旭波先生

執行董事

樂秀菊女士 (*董事總經理*)

沈芃先生

非執行董事

肖建平女士

覃業龍先生

獨立非執行董事

祈立德先生 (Mr. Stephen Edward Clark)

李鴻鈞先生

莫衛斌先生

審核委員會

祈立德先生 (Mr. Stephen Edward Clark)

(*委員會主席*)

李鴻鈞先生

莫衛斌先生

薪酬委員會

莫衛斌先生 (*委員會主席*)

祈立德先生 (Mr. Stephen Edward Clark)

于旭波先生

提名委員會

于旭波先生 (*委員會主席*)

李鴻鈞先生

莫衛斌先生

執行委員會

樂秀菊女士 (*委員會女主席*)

沈芃先生

公司秘書

廖潔儀女士

SOLICITORS

Conyers, Dill & Pearman

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of China (Hong Kong) Limited
China CITIC Bank Corporation Limited
China Construction Bank Corporation
China Merchants Bank
CMB Wing Lung Bank Limited
DBS Bank (Hong Kong) Limited
Mizuho Bank, Ltd.
MUFG Bank, Ltd., Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited
VTB Bank (Public Joint-Stock Company) Shanghai Branch

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

33/F., COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

**BRANCH SHARE REGISTRAR AND
TRANSFER OFFICE IN HONG KONG**

Tricor Progressive Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY WEBSITE

www.chinafoodsltd.com

律師

Conyers, Dill & Pearman

核數師

德勤•關黃陳方會計師事務所

主要往來銀行

中國農業銀行股份有限公司
中國銀行(香港)有限公司
中信銀行股份有限公司
中國建設銀行股份有限公司
招商銀行
招商永隆銀行有限公司
星展銀行(香港)有限公司
瑞穗銀行
三菱UFJ銀行香港分行
香港上海滙豐銀行有限公司
俄羅斯外資銀行公眾股份公司上海分行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港總辦事處

香港
銅鑼灣
告士打道262號
中糧大廈33樓

香港股份過戶登記分處

卓佳廣進有限公司
香港
皇后大道東183號
合和中心22樓

公司網站

www.chinafoodsltd.com



FINANCIAL CALENDAR

財務日誌

ANNOUNCEMENT OF ANNUAL RESULTS

Tuesday, 26 March 2019

CLOSURE OF REGISTER OF MEMBERS

For determining the shareholders' eligibility to attend and vote at the Annual General Meeting: Thursday, 30 May 2019 to Tuesday, 4 June 2019 (both days inclusive)

For determining the shareholders' entitlement to the proposed final dividend: Thursday, 13 June 2019 to Friday, 14 June 2019 (both days inclusive)

ANNUAL GENERAL MEETING

Tuesday, 4 June 2019

DIVIDENDS

Interim dividend: NIL

Proposed final dividend: RMB0.034, equivalent to HK3.9 cents, per share (Payable on or after Friday, 5 July 2019)

全年業績公佈

2019年3月26日(星期二)

暫停股份過戶登記

為確定股東出席股東周年大會並於會上投票的資格：2019年5月30日(星期四)至2019年6月4日(星期二)(首尾兩天包括在內)

為確定股東獲派建議之末期股息的權利：2019年6月13日(星期四)至2019年6月14日(星期五)(首尾兩天包括在內)

股東周年大會

2019年6月4日(星期二)

股息

中期股息：無

建議之末期股息：人民幣每股0.034元(相當於3.9港仙)(於2019年7月5日(星期五)或之後派付)



中糧
COFCO

自然之源 重塑你我



33rd Floor, COFCO Tower, 262 Gloucester Road,
Causeway Bay, Hong Kong

香港銅鑼灣告士打道262號中糧大廈33樓

Tel 電話 (852) 2833 0388

Fax 傳真 (852) 2833 0380

www.chinafoodsltd.com

