

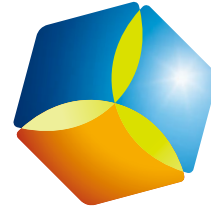
CHINA FOODS LIMITED

中國食品有限公司

Stock Code 股份代號：00506

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)



中糧
COFCO

自然之源 重塑你我

Quality
creates Value
Interim Report 中期報告
2009



Contents

目錄

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION 中期財務資料審閱報告	4
UNAUDITED INTERIM FINANCIAL INFORMATION 未經審核中期財務資料	
Condensed consolidated: 簡明綜合	
Income statement 收入報表	5
Statement of comprehensive income 全面收入報表	6
Statement of financial position 財務狀況報表	7
Statement of changes in equity 股本變動報表	9
Cash flow statement 現金流量表	11
Notes to the condensed consolidated interim financial information 簡明綜合中期財務資料附註	12
MANAGEMENT DISCUSSION AND ANALYSIS 管理層論析	31

DIRECTORS

Executive Directors

Mr. Ning Gaoning (Chairman)
Mr. Qu Zhe (Managing Director)
Mr. Mak Chi Wing, William
Mr. Zhang Zhentao
Ms. Luan Xiuju

Non-executive Directors

Mr. Ma Jianping
Ms. Wu Wenting

Independent Non-executive Directors

Mr. Stephen Edward Clark
Mr. Li Hung Kwan, Alfred
Mr. Yuen Tin Fan, Francis

AUDIT COMMITTEE

Mr. Stephen Edward Clark (Committee Chairman)
Mr. Li Hung Kwan, Alfred
Mr. Yuen Tin Fan, Francis

REMUNERATION COMMITTEE

Mr. Yuen Tin Fan, Francis (Committee Chairman)
Mr. Stephen Edward Clark
Mr. Qu Zhe

COMPANY SECRETARY

Ms. Liu Kit Yee, Linda

SOLICITORS

Conyers, Dill & Pearman

AUDITORS

Ernst & Young

董事

執行董事

寧高寧先生(主席)
曲喆先生(董事總經理)
麥志榮先生
張振濤先生
樂秀菊女士

非執行董事

馬建平先生
吳文婷女士

獨立非執行董事

祈立德先生
李鴻鈞先生
袁天凡先生

審核委員會

祈立德先生(委員會主席)
李鴻鈞先生
袁天凡先生

薪酬委員會

袁天凡先生(委員會主席)
祈立德先生
曲喆先生

公司秘書

廖潔儀女士

律師

Conyers, Dill & Pearman

核數師

安永會計師事務所

Corporate Information

公司資料

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China Limited
China CITIC Bank Corporation Limited
Bank of Communications Company Limited
Hang Seng Bank Limited
The Bank of Tokyo-Mitsubishi UFJ, Ltd., Hong Kong Branch

主要往來銀行

中國銀行(香港)有限公司
中國建設銀行股份有限公司
中國工商銀行股份有限公司
中信銀行股份有限公司
交通銀行股份有限公司
恒生銀行有限公司
三菱東京UFJ銀行香港分行

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE

33/F
Top Glory Tower
262 Gloucester Road
Causeway Bay
Hong Kong

總部

香港
銅鑼灣
告士打道262號
鵬利中心
33樓

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Progressive Limited
26/F Tesbury Tower
28 Queen's Road East
Hong Kong

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28號
金鐘匯中心26樓

COMPANY WEBSITE

www.chinafoodsltd.com

公司網站

www.chinafoodsltd.com

Report on Review of Interim Financial Information

中期財務資料審閱報告



Ernst & Young
18th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

安永會計師事務所
香港中環金融街8號
國際金融中心2期18樓

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

致中國食品有限公司董事會
(於百慕達註冊成立的有限公司)

INTRODUCTION

We have reviewed the interim financial information set out on pages 5 to 30 which comprises the condensed consolidated statement of financial position of China Foods Limited as at 30 June 2009 and the related condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the six months period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

引言

我們已審閱列載於第5頁至第30頁之中國食品有限公司中期財務資料，此中期財務資料包括於2009年6月30日的簡明綜合財務狀況報表與截至該日止六個月期間的簡明綜合收入報表、全面收入報表、股本變動報表和現金流量表以及附註解釋。根據《香港聯合交易所有限公司證券上市規則》，上市公司必須符合上市規則中的相關規定和香港會計師公會（「香港會計師公會」）頒佈的《香港會計準則》第34號（「香港會計準則第34號」）「中期財務報告」的規定編製中期財務資料。

The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

董事須負責根據香港會計準則第34號編製及列報本中期財務資料。我們的責任是根據我們的審閱對本中期財務資料作出結論。我們按照我們雙方所協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

審閱範圍

我們已根據香港會計師公會頒佈的《香港審閱工作準則》第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。中期財務資料審閱工作包括主要向負責財務會計事項的人員詢問，並應用分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此我們不會發表審核意見。

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

結論

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信中期財務資料在所有重大方面沒有按照香港會計準則第34號的規定編製。

Ernst & Young
Certified Public Accountants
Hong Kong
11 September 2009

安永會計師事務所
執業會計師
香港
2009年9月11日

Condensed Consolidated Income Statement

簡明綜合收入報表

For the six months ended 30 June 2009
截至二零零九年六月三十日止六個月

				For the six months ended 30 June 截至6月30日止六個月	
				2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註			
REVENUE	收入	4	8,191,014	8,155,556	
Cost of sales	銷售成本	6	(5,853,341)	(6,479,353)	
Gross profit	毛利		2,337,673	1,676,203	
Other income and gains	其他收入及收益	4	61,351	87,596	
Selling and distribution costs	銷售費用及分銷成本		(1,650,998)	(1,194,671)	
Administrative expenses	行政支出		(261,521)	(196,978)	
Other expenses	其他支出		(503)	(11,251)	
Finance costs	融資成本	5	(47,976)	(14,158)	
Share of profits of associates	應佔聯營公司溢利		66,623	61,545	
PROFIT BEFORE TAX	除稅前溢利	6	504,649	408,286	
Tax	稅項	7	(110,808)	(83,159)	
PROFIT FOR THE PERIOD	期內溢利		393,841	325,127	
Attributable to:	應佔方：				
Equity holders of the Company	本公司股本持有人		300,759	241,567	
Minority interests	少數股東權益		93,082	83,560	
			393,841	325,127	
DIVIDENDS	股息	8	108,306	66,993	
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股股本持有人 應佔每股盈利	9			
Basic – For profit for the period	基本－期內溢利		HK10.77 cents 港仙	HK8.65 cents 港仙	

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收入報表

For the six months ended 30 June 2009
截至二零零九年六月三十日止六個月

For the six months ended 30 June
截至六月三十日止六個月

2009	2008
二零零九年	二零零八年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

PROFIT FOR THE PERIOD	期內溢利	393,841	325,127
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額	4,867	259,637
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	期內其他全面收入(已扣除稅項)	4,867	259,637
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	期內全面收入總額(已扣除稅項)	398,708	584,764
Attributable to:	應佔方：		
Equity holders of the Company	本公司股本持有人	304,093	445,139
Minority interests	少數股東權益	94,615	139,625
		398,708	584,764

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

30 June 2009

二零零九年六月三十日

		Notes 附註	30 June 2009 2009年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2008 2008年 12月31日 HK\$'000 千港元 (Audited) (經審核)
NON-CURRENT ASSETS				
Property, plant and equipment	物業、廠房及設備	10	2,914,591	2,434,472
Investment properties	投資物業		69,925	69,884
Prepaid land premiums	預付土地金		205,344	156,502
Deposits for purchase of items of property, plant and equipment	購買物業、廠房及設備項目之按金		63,870	33,157
Goodwill	商譽		1,610,208	1,409,342
Other intangible assets	其他無形資產		41,139	36,639
Interests in associates	於聯營公司之權益		428,419	411,951
Available-for-sale investments and related advances	可供出售投資及相關墊款		210,461	211,355
Deferred tax assets	遞延稅項資產		28,890	31,365
Biological assets	生物資產		86,694	86,643
Held-to-maturity investments	持有至到期投資		40,208	-
Total non-current assets	非流動資產總值		5,699,749	4,881,310
CURRENT ASSETS				
Inventories	存貨		2,248,530	2,628,857
Accounts and bills receivable	應收賬款及票據	11	914,825	884,499
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		538,058	479,338
Due from fellow subsidiaries	同系附屬公司欠款		148	230
Due from the ultimate holding company	最終控股公司欠款		6,037	5,994
Due from the immediate holding company	直系控股公司欠款		165	160
Due from associates	聯營公司欠款		4	2,771
Due from investee companies	接受投資公司欠款		20,853	-
Tax recoverable	可收回稅項		10,845	5,790
Investments at fair value through profit or loss	按公平值列入損益之投資		12,746	9,228
Pledged deposits	抵押存款		32,234	3,002
Cash and cash equivalents	現金及現金等值項目		2,079,383	1,546,684
Total current assets	流動資產總值		5,863,828	5,566,553
CURRENT LIABILITIES				
Accounts and bills payable	應付賬款及票據	12	1,020,115	860,851
Other payables and accruals	其他應付款項及應計負債		1,615,161	1,983,809
Due to fellow subsidiaries	欠同系附屬公司款項		621,628	440,993
Due to the ultimate holding company	欠最終控股公司款項		3,717	13,731
Due to related companies	欠關連公司款項		348,941	365,898
Due to associates	欠聯營公司款項		112,776	71,273
Interest-bearing bank and other borrowings	計息銀行貸款及其他貸款		437,463	247,955
Tax payable	應付稅項		48,136	26,397
Total current liabilities	流動負債總值		4,207,937	4,010,907
NET CURRENT ASSETS	流動資產淨值		1,655,891	1,555,646
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		7,355,640	6,436,956

Condensed Consolidated Statement of Financial Position (continued)

簡明綜合財務狀況報表(續)

30 June 2009

二零零九年六月三十日

		Note	30 June 2009 2009年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2008 2008年 12月31日 HK\$'000 千港元 (Audited) (經審核)
TOTAL ASSETS LESS CURRENT LIABILITIES 資產總值減流動負債			7,355,640	6,436,956
NON-CURRENT LIABILITIES 非流動負債				
Interest-bearing bank borrowings	計息銀行貸款		500,000	-
Due to minority shareholders of subsidiaries	欠附屬公司少數股東款項		130,666	73,136
Due to the ultimate holding company	欠最終控股公司款項		22,692	22,679
Deferred income	遞延收入		8,203	8,686
Deferred tax liabilities	遞延稅項負債		15,096	7,481
Total non-current liabilities	非流動負債總值		676,657	111,982
Net assets	資產淨值		6,678,983	6,324,974
EQUITY 股本				
Equity attributable to equity holders of the Company 本公司股本持有人應佔股本				
Issued capital	已發行股本	13	279,138	279,138
Reserves	儲備		4,906,072	4,705,973
Proposed dividend	擬派股息		108,306	107,189
			5,293,516	5,092,300
Minority interests	少數股東權益		1,385,467	1,232,674
Total equity	股本總值		6,678,983	6,324,974

Condensed Consolidated Statement of Changes in Equity

簡明綜合股本變動報表

For the six months ended 30 June 2009
截至二零零九年六月三十日止六個月

		Attributable to equity holders of the Company 本公司股本持有人應佔										
		Employee Share share-based 僱員股份			Exchange fluctuation 匯兌波動			Retained profits	Proposed dividend	Minority interests	Total equity	
		Issued capital	premium account	compensation reserve	Capital reserve	Reserve funds	fluctuation reserve	Retained profits	Proposed dividend	Total	Minority interests	Total equity
		已發行 股本	股本 溢價賬	結算薪酬 儲備	資本儲備	儲備金	匯兌波動 儲備	保留溢利	擬派股息	總計	少數股東 權益	股本總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
At 1 January 2009	於2009年1月1日	279,138	-	13,195	3,240,525	181,752	469,785	800,716	107,189	5,092,300	1,232,674	6,324,974
Profit for the period	期內溢利	-	-	-	-	-	-	300,759	-	300,759	93,082	393,841
Other comprehensive income	其他全面收入	-	-	-	-	-	3,334	-	-	3,334	1,533	4,867
Total comprehensive income	全面收入總額	-	-	-	-	-	3,334	300,759	-	304,093	94,615	398,708
Transfer from retained profits	自保留溢利轉撥	-	-	-	-	3,810	-	(3,810)	-	-	-	-
Acquisition of a subsidiary	收購附屬公司	-	-	-	-	-	-	-	-	-	53,640	53,640
Contribution from a minority shareholder of a subsidiary	附屬公司少數股東出資	-	-	-	-	-	-	-	-	-	4,538	4,538
Equity-settled share option arrangements	股本結算購股權安排	-	-	4,312	-	-	-	-	-	4,312	-	4,312
Final 2008 dividend declared	宣派2008年末期股息	-	-	-	-	-	-	-	(107,189)	(107,189)	-	(107,189)
Proposed 2009 interim dividend	擬派2009年中期股息	-	-	-	-	-	-	(108,306)	108,306	-	-	-
At 30 June 2009	於2009年6月30日	279,138	-*	17,507*	3,240,525*	185,562*	473,119*	989,359*	108,306	5,293,516	1,385,467	6,678,983

* These reserve accounts comprise the consolidated reserves of HK\$4,906,072,000 (31 December 2008: HK\$4,705,973,000) in the condensed consolidated statement of financial position.

* 該等儲備賬目構成簡明綜合財務狀況報表中的綜合儲備4,906,072,000港元(2008年12月31日: 4,705,973,000港元)。

Condensed Consolidated Statement of Changes in Equity (continued)

簡明綜合股本變動報表(續)

For the six months ended 30 June 2008
截至二零零八年六月三十日止六個月

		Attributable to equity holders of the Company 本公司股本持有人應佔										
		Employee 僱員股份			Capital reserve	Reserve funds	Exchange fluctuation reserve	Retained profits	Proposed final dividend	Minority interests	Total equity	
		Issued capital	Share premium account	share-based compensation reserve								
		已發行 股本	股本 溢價賬	結算薪酬 儲備	資本儲備	儲備金	匯兌波動 儲備	保留溢利	擬派 末期股息	總計	少數股東 權益	股本總值
Note 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
At 1 January 2008	於2008年1月1日	279,138	3,660,432	3,060	(419,907)	126,085	237,093	547,138	125,612	4,558,651	1,074,850	5,633,501
Profit for the period	期內溢利	-	-	-	-	-	-	241,567	-	241,567	83,560	325,127
Other comprehensive income	其他全面收入	-	-	-	-	-	203,572	-	-	203,572	56,065	259,637
Total comprehensive income	全面收入總額	-	-	-	-	-	203,572	241,567	-	445,139	139,625	584,764
Cancellation of share premium	股份溢價註銷	13	(3,660,432)	-	3,660,432	-	-	-	-	-	-	-
Transfer from retained profits	自保留溢利轉撥	-	-	-	-	13,156	-	(13,156)	-	-	-	-
Equity-settled share option arrangements	股本結算購股權安排	-	-	5,524	-	-	-	-	-	5,524	-	5,524
Dividends paid to minority shareholders	向少數股東支付股息	-	-	-	-	-	-	-	-	-	(36,469)	(36,469)
Final 2007 dividend declared	宣派2007年末期股息	-	-	-	-	-	-	-	(125,612)	(125,612)	-	(125,612)
At 30 June 2008	於2008年6月30日	279,138	-	8,584	3,240,525	139,241	440,665	775,549	-	4,883,702	1,178,006	6,061,708

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 June 2009
截至二零零九年六月三十日止六個月

		For the six months ended 30 June	
		截至6月30日止六個月	
		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		Notes	
		附註	
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	經營活動產生現金流入／(流出)淨額		
		627,224	(71,681)
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	投資活動產生現金流出淨額	14, 15	
		(491,878)	(254,714)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	融資活動產生現金流入／(流出)淨額		
		393,261	(119,140)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加／(減少)淨額		
		528,607	(445,535)
Cash and cash equivalents at beginning of period	期初現金及現金等值項目	1,546,684	1,396,563
Effects of foreign exchange rate changes, net	匯率變動影響，淨額	4,092	49,979
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等值項目	2,079,383	1,001,007
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	2,026,686	918,025
Non-pledged time deposits with original maturity of less than three months when acquired	存入時原於三個月內到期之無抵押定期存款	52,697	82,982
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等值項目	2,079,383	1,001,007

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

1. CORPORATE INFORMATION

China Foods Limited (the "Company") is a limited liability company incorporated in Bermuda. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company is a subsidiary of COFCO (Hong Kong) Limited ("COFCO (HK)"), a company incorporated in Hong Kong. Base on the confirmation of the board of directors, the ultimate holding company of the Company is COFCO Corporation ("COFCO"), which is a state-owned enterprise registered in the People's Republic of China (the "PRC").

During the period, the Company and its subsidiaries (collectively referred to as the "Group"), was involved in the following principal activities:

- production, sale and trading of grape wine and other wine products;
- processing, bottling and distribution of sparkling beverages and distribution of still beverages;
- distribution of retail packaged cooking oil and other related products; and
- production and distribution of chocolate and other related products.

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。其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司乃在香港註冊成立之中糧集團(香港)有限公司(「中糧香港」)之附屬公司。根據董事會之確認，本公司之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(「中糧公司」)。

期內，本公司及其附屬公司(統稱「本集團」)從事下列主要業務：

- 葡萄酒及其他酒類產品的生產、銷售及貿易；
- 加工、裝瓶及分銷碳酸飲料及分銷非碳酸飲料；
- 分銷零售型包裝烹調油及其他相關產品；及
- 生產及分銷巧克力及其他相關產品。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The condensed consolidated interim financial information is prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange. The accounting policies and basis of preparation adopted in the preparation of the interim financial information are the same as those used in the annual financial statements of the Group for the year ended 31 December 2008, except in relation to the following new Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations) that affect the Group and are adopted by the Group for the first time for the current period’s financial statements:

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of HKFRSs</i> and HKAS 27 <i>Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i>
HKFRS 2 Amendments	Amendments to HKFRS 2 <i>Share-based Payment – Vesting Conditions and Cancellations</i>
HKFRS 8	Operating Segments
HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation</i> and HKAS 1 <i>Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation</i>
HKAS 39 Amendments	Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement</i>
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives
HK(IFRIC)-Int 13	Customer Loyalty Programmes
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate
HK(IFRIC)-Int 16	Hedges of a Net Investment in a Foreign Operation

2. 編製基準及會計政策

簡明綜合中期財務資料乃根據香港會計師公會頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及聯交所證券上市規則附錄十六而編製。除下列影響本集團及本集團首次於本期間財務報告採納之新訂香港財務報告準則(「香港財務報告準則」，當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)外，編製中期期間財務資料所採納之會計政策及編製基準，與本集團截至2008年12月31日止年度之年度財務報告所採用者一致：

香港財務報告準則第1號及香港會計準則第27號(修訂本)	修訂香港財務報告準則第1號首次採納香港財務報告準則及香港會計準則第27號綜合及單獨財務報告—投資附屬公司、共同控制實體或聯營公司之成本
香港財務報告準則第2號(修訂本)	修訂香港財務報告準則第2號股份基礎付款—歸屬條件及註銷
香港財務報告準則第8號	經營分部
香港會計準則第1號(經修訂)	呈報財務報告
香港會計準則第23號(經修訂)	借貸成本
香港會計準則第32號及香港會計準則第1號(修訂本)	修訂香港會計準則第32號金融工具：呈列及香港會計準則第1號呈報財務報告—可沽售金融工具及因清盤所產生之責任
香港會計準則第39號(修訂本)	香港會計準則第39號金融工具：確認及計量
香港(國際財務報告準則詮釋委員會)—詮釋9	重估嵌入式衍生工具
香港(國際財務報告準則詮釋委員會)—詮釋13	客戶忠誠計劃
香港(國際財務報告準則詮釋委員會)—詮釋15	有關房地產興建之協議
香港(國際財務報告準則詮釋委員會)—詮釋16	海外業務投資淨額對沖

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

The adoption of the above HKFRSs has had no impact on the accounting policies of the Group and the methods of computation in the Group's condensed consolidated interim financial information.

HKFRS 8, which replaces HKAS 14 Segment Reporting, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. This standard requires disclosure of information about the Group's operating segments and replaces the requirement to determine business reporting segments of the Group. The standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. Adoption of this standard did not have any effect on the financial position or performance of the Group. The Group determined that the operating segments were the same as the business segments previously identified under HKAS 14.

HKAS 1 (Revised) introduces changes in the presentation and disclosures of financial statements. The revised standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. In addition, this standard introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group has elected to present two statements.

3. SEGMENT INFORMATION

The chief operating decision-makers of the Company review the Group's internal reports periodically in order to access performance and allocate resources of the operating segments.

The Group's operating segments are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic operating unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments.

2. 編製基準及會計政策(續)

採納上述香港財務報告準則對本集團之會計政策及本集團簡明綜合中期財務資料之計算方法並無影響。

香港財務報告準則第8號取代香港會計準則第14號「分類報告」，指明實體應當如何報告其業務分類的資料，這些資料以專供行政經營決策者決定如何在各分部間進行資源分配和評估其表現為依據。該準則規定披露本集團業務分類之資料及取代釐定本集團業務報告分部之規定。該準則還要求披露關於分部所提供的產品和服務、集團經營範圍的區域和來自集團主要客戶的收入的資料。採納該準則不會對本集團之財務狀況或表現產生任何影響。本集團認為，業務分類與先前根據香港會計準則第14號識別之業務分類相同。

香港會計準則第1號(經修訂)提出了財務報告的呈列和披露的變動。該經修訂準則區分了所有者和非所有者權益變動。權益變動表將只包括所有者的詳細交易，非所有者權益變動作為單行陳述。此外，該準則引進了全面收入報表：在單一報表或兩張相聯繫的報表中列報損益中確認的所有收入和支出項目，並且列報所有其他直接於權益中確認的已確認收入和支出項目。本集團選擇呈列兩張報表。

3. 分部資料

本公司主要業務決策人會定期查閱本集團之內部報告，以評估業務類別之表現及分配資源。

本集團之經營業務乃按業務之性質及該等業務所提供之產品及服務作出安排及分開管理。本集團每一類業務類別為每一策略業務單位所提供產品及服務之風險與回報均與其他業務類別有所不同。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

3. SEGMENT INFORMATION (continued)

Segment information is presented by the Group's operating segment. Details of the operating segments are summarised as follows:

- (a) the wineries segment is engaged in the production, sale and trading of grape wine and other wine products;
- (b) the beverages segment is engaged in the processing, bottling and distribution of sparkling beverages and distribution of still beverages;
- (c) the kitchen foods segment is engaged in the distribution of retail packaged cooking oil and other related products;
- (d) the confectionery segment is engaged in the production and distribution of chocolate and other related products; and
- (e) the corporate and others segment comprises the Group's corporate income and expense items.

No operating segments have been aggregated to form the above reportable operating segments.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices. During the period, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

The following tables present revenue and profit information regarding the Group's operating segments for the six months ended 30 June 2009 and 2008.

3. 分部資料(續)

分部資料乃按本集團之業務類別呈列。業務類別之詳情概述如下：

- (a) 酒類分部，從事生產、銷售及買賣葡萄酒及其他酒類產品；
- (b) 飲料分部，從事碳酸飲料的加工、裝瓶及分銷及非碳酸飲料的分銷；
- (c) 廚房食品分部，從事分銷零售型包裝烹調油及其他相關產品；
- (d) 糖果分部，從事生產及分銷巧克力及其他相關產品；及
- (e) 公司及其他分部，包括本集團之公司收益及開支項目。

概無經營分部被綜合組成上述可予呈報經營分部。

集團分部間之銷售及轉撥參考第三者以當時市值進行銷售之售價進行。期內，概無來自與單一外界客戶之交易收入佔本集團總收入之10%或以上。

下表呈列本集團於截至2009年及2008年6月30日止六個月按業務分部之收益及溢利資料。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

3. SEGMENT INFORMATION (continued) Six months ended 30 June 2009

3. 分部資料(續) 截至2009年6月30日止六個月

		Wineries 酒類	Beverages 飲料	Kitchen Foods 廚房食品	Confec- tionery 糖果	Corporate and others 公司及其他	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Segment revenue:	分部收益：						
Sales to external customers	銷售予外界客戶	1,570,602	3,861,041	2,587,868	171,503	-	8,191,014
Other revenue	其他收入	12,154	14,139	12,042	2,242	4,807	45,384
Segment results	分部業績	309,534	212,044	6,994	(37,654)	(20,883)	470,035
Interest and dividend income	利息及股息收入						15,967
Finance costs	融資成本						(47,976)
Share of profits of associates	應佔聯營公司溢利	-	66,623	-	-	-	66,623
Profit before tax	稅前溢利						504,649
Tax	稅項						(110,808)
Profit for the period	期內溢利						393,841

Six months ended 30 June 2008

截至2008年6月30日止六個月

		Wineries 酒類	Beverages 飲料	Kitchen Foods 廚房食品	Confec- tionery 糖果	Corporate and others 公司及其他	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Segment revenue:	分部收益：						
Sales to external customers	銷售予外界客戶	1,492,803	2,449,538	4,101,133	112,082	-	8,155,556
Other revenue	其他收入	25,769	32,264	140	6,983	(3,572)	61,584
Segment results	分部業績	315,287	159,566	(40,430)	(65,473)	(34,063)	334,887
Interest and dividend income	利息及股息收入						26,012
Finance costs	融資成本						(14,158)
Share of profits of associates (Note 14)	應佔聯營公司溢利(附註14)	-	61,545	-	-	-	61,545
Profit before tax	稅前溢利						408,286
Tax	稅項						(83,159)
Profit for the period	期內溢利						325,127

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

4. REVENUE, OTHER INCOME AND GAINS

Revenue, which is the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts during the period.

An analysis of other income and gains is as follows:

4. 收入、其他收入及收益

收入(本集團之營業額)乃指於期內扣除退貨及貿易折扣後的已出售貨品發票淨值。

其他收入及收益分析如下：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Other income	其他收入		
Gross rental income	租金收入總額	2,924	5,025
Bank interest income	銀行利息收入	9,954	7,194
Dividend income from available-for-sale investments	可供出售投資之股息收入	6,013	18,763
Dividend income from investments at fair value through profit or loss	按公平值列入損益之投資之股息收入	-	55
Government grants	政府補助	7,494	23,327
Tax refunds	退稅	1,396	18,776
Reimbursement of advertising expense	獲補回廣告費用	11,567	-
Others	其他	15,310	8,552
		54,658	81,692
Gains	收益		
Gain on disposal of by-products and scrap items	出售副產品及廢料項目之收益	3,071	5,015
Fair value gain on investments at fair value through profit or loss	按公平值列入損益之投資之公平值收益	3,579	-
Gain on foreign exchange, net	匯兌收益淨額	-	889
Others	其他	43	-
		6,693	5,904
		61,351	87,596

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

5. FINANCE COSTS

5. 融資成本

		For the six months ended 30 June	
		截至6月30日止六個月	
		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on:	利息：		
Bank loans and overdrafts wholly repayable within five years	五年內全數償還之銀行貸款及透支	19,104	14,292
Loans from a fellow subsidiary and minority shareholders of subsidiaries	同系附屬公司及附屬公司少數股東之貸款	7,286	5,227
Others*	其他*	21,611	-
Total interest expense on financial liabilities not at fair value through profit or loss	非按公平值列入損益之金融負債利息開支總額	48,001	19,519
Less: Interest capitalised	減：已資本化利息	(25)	(5,361)
		47,976	14,158

* Others included cash discount of HK\$15,531,000 offered to certain customers if their payment are made within a stipulated period.

* 其他包括向若干在指定期間內付款之客戶提供現金折扣15,531,000港元。

6. PROFIT BEFORE TAX

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

6. 除稅前溢利

本集團之除稅前溢利乃扣除/(計入)下列各項：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold	售出存貨成本	5,831,211	6,479,353
Provision against inventories	存貨撥備	22,130	-
Cost of sales	銷售成本	5,853,341	6,479,353
Fair value loss on investments at fair value through profit or loss	按公平值列入損益之投資之公平值虧損	-	6,775
Depreciation	折舊	132,006	109,060
Recognition of prepaid land premiums	確認預付土地金	2,089	1,272
Staff costs (including directors' remuneration)	員工成本 (包括董事酬金)	467,067	270,020
Impairment/(reversal of impairment) of receivables	應收款項減值/(撥回減值)	(1,293)	2,625
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	717	1,851

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

7. TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (2008: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

7. 稅項

由於本集團於期內並未產生任何香港之應課稅溢利，故並未就香港利得稅作出撥備（2008年：無）。其他地方之應課稅溢利按本集團業務所在司法權區之現行稅率根據當地現行法例、詮釋及慣例計算。

		For the six months ended 30 June	
		截至6月30日止六個月	
		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current – Mainland China	即期－中國內地		
Provision for the period	期間撥備	108,455	81,916
Deferred	遞延稅項	2,353	1,243
Total tax charge for the period	本期間稅項支出總額	110,808	83,159

On 30 April 2009, the Ministry of Finance and the State Administration of Taxation issued the Circular on Issues Concerning Process of Enterprise Income Tax in Enterprise Restructuring Business – Cai Shui [2009] No. 59, which is effective from 1 January 2008. During the year ended 31 December 2008, the Group undertook certain intra-group restructuring activities (the "Restructuring"). Based on the above circular and other relevant tax regulations, the tax base and the tax exposure related to the Restructuring, if any, cannot be determined reliably in the view of the board of directors. Consequently, no provision thereon has been made in the interim financial statements.

於2009年4月30日，財政部及國家稅務總局頒佈了《關於企業重組業務企業所得稅處理若干問題的通知》—財稅[2009]59號，生效日期為2008年1月1日。截至2008年12月31日止年度，本集團進行了若干集團間的重組活動（「重組」）。董事會認為，根據前述的通知及其他相關稅法，與重組有關的稅基及稅務風險（如有）未能獲可靠釐定。因此，概無就此於中期財務報告中作出撥備。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

8. DIVIDENDS

8. 股息

		For the six months ended 30 June	
		截至6月30日止六個月	
		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interim – HK3.88 cents (2008: HK2.4 cents)	中期股息—每股普通股3.88港仙		
per ordinary share	(2008年：2.4港仙)	108,306	66,993

9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amount for the period is based on the profit for the period attributable to ordinary equity holders of the Company of HK\$300,759,000 (2008: HK\$241,567,000) and the weighted average of 2,791,383,356 ordinary shares (2008: 2,791,383,356) in issue during the period.

No amount of diluted earnings per share for the period has been disclosed as no diluting effect existed during the period.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2009, the Group acquired items of property, plant and equipment at a total cost of HK\$212,048,000 (2008: HK\$150,973,000), excluding property, plant and equipment acquired through business combination.

Items of property, plant and equipment with a net book value of HK\$1,749,000 (2008: HK\$3,686,000) were disposed of by the Group during the six months ended 30 June 2009, resulting in a net loss on disposal of HK\$717,000 (2008: HK\$1,851,000).

9. 本公司普通股股本持有人應佔每股盈利

期內每股基本盈利乃按本公司普通股股本持有人應佔期內溢利300,759,000港元(2008年：241,567,000港元)，以及期內已發行加權平均普通股2,791,383,356股(2008年：2,791,383,356股)計算。

期內的每股攤薄盈利未在此列示，因在期內並無攤薄效應。

10. 物業、廠房及設備

截至2009年6月30日止六個月，本集團收購物業、廠房及設備項目成本總額212,048,000港元(2008年：150,973,000港元)，不包括透過業務合併收購之物業、廠房及設備。

本集團於截至2009年6月30日止六個月內出售賬面淨值1,749,000港元(2008年：3,686,000港元)之物業、廠房及設備項目，產生出售虧損淨額717,000港元(2008年：1,851,000港元)。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

11. ACCOUNTS AND BILLS RECEIVABLE

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for 30 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables 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. Accounts and bills receivable are non-interest-bearing and are normally settled within one to three months, and one to six months, respectively.

An aged analysis of the accounts and bills receivable as at the balance sheet date, based on the invoice date and net of impairment, is as follows:

11. 應收賬款及票據

除新客戶外，本集團與其客戶之貿易條款乃主要按信貸訂立，一般規定新客戶預先付款。信貸期一般介乎30日至90日。每名客戶都設有信貸額上限。本集團尋求維持嚴格控制其未償還應收賬款，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。應收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。

於結算日之應收賬款及票據賬齡按發票日期並扣除減值分析如下：

		30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Outstanding balances with ages:	未償還結餘之賬齡如下：		
Within 3 months	三個月內	778,962	588,766
3 to 12 months	三個月至十二個月內	132,788	291,551
1 to 2 years	一年至兩年內	3,075	4,182
		914,825	884,499

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

12. ACCOUNTS AND BILLS PAYABLE

An aged analysis of accounts and bills payable at the balance sheet date, based on the invoice date, is as follows:

12. 應付賬款及票據

於結算日之應付賬款及票據賬齡按發票日期分析如下：

		30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Outstanding balances with ages:	未償還結餘之賬齡如下：		
Within 3 months	三個月內	996,209	827,482
3 to 12 months	三個月至十二個月內	22,267	25,540
1 to 2 years	一年至兩年內	1,532	7,224
Over 2 years	超過兩年	107	605
		1,020,115	860,851

Accounts and bills payable are non-interest-bearing and are normally settled within one to three months, and one to six months, respectively.

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。

13. SHARE CAPITAL Shares

13. 股本 股份

		30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Authorised:	法定：		
4,000,000,000 ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股4,000,000,000股	400,000	400,000
Issued and fully paid:	已發行及繳足：		
2,791,383,356 ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股2,791,383,356股	279,138	279,138

On 15 April 2008, the board of directors passed a resolution in relation to a share premium cancellation pursuant to Section 46 of the Companies Act 1981 of Bermuda, which has been approved by the shareholders in a special resolution on 19 May 2008, and was later approved by the registrar of companies of Bermuda on 3 June 2008. Therefore, the share premium of the Company of approximately HK\$3,660,432,000 was reduced and the Company's contributed surplus was credited for the same amount for the period ended 30 June 2008.

於二零零八年四月十五日，董事會通過了一項有關根據百慕達一九八一年公司法第46節註銷股本溢價的決議案，該決議案於二零零八年五月十九日以特別決議案方式獲股東批准，其後於二零零八年六月三日獲百慕達公司註冊處處長批准。因此，本公司削減股份溢價約3,660,432,000港元，相同金額已轉撥至本公司截至二零零八年六月三十日止期間之繳入盈餘。

13. SHARE CAPITAL (continued)

Share options

Pursuant to an ordinary resolution passed on 21 November 2006, the Company conditionally adopted a share option scheme (the "Scheme"). The Scheme became effective on 21 November 2006 (the "Effective Date") and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The purpose of the Scheme is to provide incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors (other than independent non-executive directors) and other employees of the Group.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by independent non-executive directors. In addition, any share options granted to a substantial shareholder of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period and ends on a date which is not later than five years from the date of offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer or (iii) the nominal value of a share.

13. 股本(續)

購股權

根據於二零零六年十一月二十一日通過之一項普通決議案，本公司有條件採納一項購股權計劃（「該計劃」）。該計劃於二零零六年十一月二十一日（「生效日期」）生效，除非另行取消或修訂，將自該日期起維持有效10年。

該計劃旨在鼓勵及回饋對本集團之成功經營作出貢獻之合資格參與者。該計劃之合資格參與者包括本公司董事（獨立非執行董事除外）及本集團之其他僱員。

按該計劃目前可授予而未行使之購股權於行使時可認購之本公司股份最高上限數目，相當於本公司於任何時間已發行股份之10%。於任何十二個月期間，根據該計劃授予每位合資格參與者之購股權可發行股份之最高數目在任何時間均限於本公司已發行股份之1%。超越此限制之任何進一步授出之購股權須先獲得股東於股東大會批准。

授予本公司董事、主要行政人員或主要股東或彼等任何聯繫人之購股權須先由獨立非執行董事批准。此外，於任何十二個月期間內，授予本公司主要股東或彼等任何聯繫人之任何購股權，倘超越本公司任何時間已發行股份0.1%，或按本公司股份於授出日期之價格計算的總值超過5,000,000港元，則須先由股東於股東大會批准。

購股權可於授出日期起計28日內接納。已授出購股權的行使期乃由董事釐定，並由歸屬期後開始及不得超過授出購股權日期起計5年或該計劃的屆滿日期（倘屬較早）。

購股權之行使價由董事會決定，但不得低於(i)於授出購股權之日本公司股份在聯交所之收市價；及(ii)緊接授出日期前五個交易日本公司股份在聯交所之平均收市價；或(iii)股份之面值（以最高者為準）。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

13. SHARE CAPITAL (continued)

Share options (continued)

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

On 27 September 2007, a total of 20,619,000 share options were granted to certain directors and employees of the Group in respect of their services to the Group in the forthcoming year. These share options vested in a period from 27 September 2007 to 26 September 2011 and had an exercise price of HK\$4.952 per share and exercise period from 27 September 2009 to 26 September 2014. The price of the Company's shares at the date of grant was HK\$4.95 per share.

The following share options were outstanding under the Scheme during the period:

13. 股本(續)

購股權(續)

購股權並無賦予持有人收取有關股息或於股東大會投票之權利。

於二零零七年九月二十七日，本公司就本集團若干董事及僱員於來年向本集團提供服務而授出合共20,619,000份購股權。該等購股權由二零零七年九月二十七日至二零一一年九月二十六日歸屬，行使價為每股4.952港元，行使期由二零零九年九月二十七日至二零一四年九月二十六日。於授出日期本公司股價為每股4.95港元。

於本期間，根據該計劃下列購股權未獲行使：

For the six months ended 30 June					
截至六月三十日止六個月					
2009			2008		
二零零九年			二零零八年		
Weighted average exercise price	Number of options		Weighted average exercise price	Number of options	
加權平均行使價	購股權數目		加權平均行使價	購股權數目	
HK\$ per share	'000		HK\$ per share	'000	
港元/股	千份		港元/股	千份	
At 1 January	於一月一日	4.952	18,708	4.952	20,478
Cancelled during the period	期內註銷	4.952	(374)	4.952	(194)
At 30 June	於六月三十日	4.952	18,334	4.952	20,284

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

13. SHARE CAPITAL (continued)

Share options (continued)

The vesting periods, exercise prices and exercise periods of the share options outstanding as at 30 June 2009 are as follows:

Number of options granted to 授予購股權數目			Vesting period 歸屬期間	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期間
Directors 董事 '000 千份	Employees 僱員 '000 千份	Total 合計 '000 千份			
1,820	4,291	6,111	27-9-2007 to 至 26-9-2009	4.952	27-9-2009 to 至 26-9-2014
1,820	4,291	6,111	27-9-2007 to 至 26-9-2010	4.952	27-9-2010 to 至 26-9-2014
1,820	4,292	6,112	27-9-2007 to 至 26-9-2011	4.952	27-9-2011 to 至 26-9-2014
5,460	12,874	18,334			

The Company recognised a share option expense of HK\$4,312,000 during the period (2008: HK\$5,524,000).

14. ACQUISITION OF AN ASSOCIATE

On 31 January 2008, the Group entered into a sale and purchase agreement with a connected party, Coca-Cola South Asia Holdings, Inc., to acquire a 21% share interest in Coca-Cola Bottlers Manufacturing Holdings Limited ("CCBMH"), at a cash consideration of RMB148,280,000 (approximately HK\$161,057,000). CCBMH holds a 100% equity interest in Coca-Cola Bottlers Manufacturing (Dongguan) Co., Ltd., which is principally engaged in the production of still beverages under the trademarks of The Coca-Cola Company and its affiliates. The acquisition was completed on 21 February 2008. Further details of this acquisition are set out in the Company's circular dated 21 February 2008.

The Group's share of the fair values of the identifiable assets and liabilities of CCBMH as at the date of acquisition is HK\$201,959,000, which resulted in an excess of fair value of net assets acquired over cost of HK\$40,902,000 recognised as an income included in the "share of profits of associates" on the face of the condensed consolidated income statement.

15. BUSINESS COMBINATION

During the period ended 30 June 2009, a 65% equity interest owned subsidiary of the Company, COFCO Coca-Cola Beverages Limited ("CBL") acquired a 40% interest in Beijing Coca-cola Beverage Co. Ltd. ("Beijing Bottler") from Coca-Cola China Industries Limited at a cash consideration of RMB270,000,000 (equivalent to HK\$307,479,000) (the "Acquisition"). Beijing Bottler was then a 35% equity interest owned associate of CBL.

13. 股本(續)

購股權(續)

於二零零九年六月三十日未獲行使購股權之歸屬期間、行使價及行使期間如下：

14. 收購一間聯營公司

於2008年1月31日，本集團與關聯方Coca-Cola South Asia Holdings, Inc. 訂立買賣協議，以現金代價人民幣148,280,000元(約161,057,000港元)收購Coca-Cola Bottlers Manufacturing Holdings Limited (「CCBMH」)21%之股份權益。CCBMH持有可口可樂裝瓶商生產(東莞)有限公司(主要從事生產貼有可口可樂公司及其聯營公司商標的非碳酸飲料產品)100%權益。收購事項於2008年2月21日完成。該收購事項之進一步詳情載於本公司2008年2月21日之通函。

於收購之日，本集團應佔CCBMH之可識別資產及負債之公平值為201,959,000港元，因而導致所收購資產淨值公平值比成本高出40,902,000港元，此項已於簡明綜合收入報表內「應佔聯營公司溢利」一項下確認為收入。

15. 業務合併

截至2009年6月30日止期間，本公司擁有65%股本權益之附屬公司中糧可口可樂飲料有限公司(「中可飲料公司」)以現金代價人民幣270,000,000元(相當於307,479,000港元)向Coca-Cola China Industries Limited收購北京可口可樂飲料有限公司(「北京裝瓶廠」)40%權益(「收購事項」)。北京裝瓶廠當時為中可飲料公司擁有35%權益之聯營公司。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

15. BUSINESS COMBINATION (continued)

A summary of the fair values of the identifiable assets and liabilities of Beijing Bottler as at the date of the Acquisition and the corresponding carrying amounts immediately before the Acquisition was as follows:

15. 業務合併(續)

於收購事項之日，北京裝瓶廠之可識別資產及負債之公平值及緊接收購事項前相應之賬面值概要如下：

		Fair value recognised on acquisition 收購時確認 之公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	450,282	429,484
Inventories	存貨	120,767	110,688
Accounts receivable	應收賬款	112,220	112,220
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	78,179	78,179
Cash and bank balances	現金及銀行結餘	16,903	16,903
Accounts and bills payable	應付賬款及票據	(309,112)	(309,112)
Other payables and accruals	其他應付款項及應計負債	(96,331)	(96,333)
Interest-bearing bank borrowings	計息銀行貸款	(147,514)	(147,514)
Tax payable	應付稅項	(3,141)	(3,141)
Deferred tax liabilities	遞延稅項負債	(7,720)	-
Minority interests	少數股東權益	(53,633)	(47,843)
		160,900	143,531
Goodwill on acquisition	收購時產生之商譽	200,409	
		361,309	
Satisfied by:	以下列方式支付：		
Cash consideration	現金代價	307,479	
Investment in an associate	於聯營公司之投資	53,830	
		361,309	

Out of the cash consideration equivalent to HK\$307,479,000, an amount of HK\$193,448,000 was paid during the period, and the remaining amount of HK\$114,031,000 was directly settled by a minority shareholder of a subsidiary on behalf of CBL, which is determined as a non-cash item and included in the balance of due to minority shareholders of subsidiaries in non-current liabilities.

在相當於307,479,000港元的現金代價中，其中為數193,448,000港元之款項已於期內支付，而餘款114,031,000港元則直接由附屬公司的少數股東代中可飲料公司支付，此款項已確定為非現金項目，並已計入非流動負債內欠附屬公司少數股東款項之結餘當中。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

15. BUSINESS COMBINATION (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the Acquisition is as follows:

		HK\$'000 千港元
Cash consideration paid	已付現金代價	(193,448)
Cash and bank balances acquired	所購入現金及銀行結存	16,903
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary		(176,545)

15. 業務合併(續)

就收購事項產生之現金及現金等值項目流出淨額分析如下：

16. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

Save as disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the period:

16. 關連人士交易

(a) 與關連人士之交易

除財務報表其他部份所披露者外，本集團於本期間內與關連人士進行之重大交易如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (Unaudited) (未經審核)
Transactions with fellow subsidiaries:	與同系附屬公司之交易：		
Sales of goods	銷售貨品	46	11,455
Purchases of goods	購買貨品	1,442,105	2,412,532
Reimbursement of advertising expense	獲補回廣告費用	11,567	-
Operating lease rental paid	已付經營租約租金	7,205	3,332
Interest expense	利息支出	1,717	5,227
Transactions with the ultimate holding company:	與最終控股公司之交易：		
Sales of goods	銷售貨品	274	6,574
Operating lease rental paid	已付經營租約租金	1,358	-
Transactions with associates:	與聯營公司之交易：		
Sales of goods	銷售貨品	6,379	5,789
Purchases of goods	購買貨品	565,653	-
Transactions with related companies#:	與關連公司之交易#：		
Purchases of goods	購買貨品	821,745	1,423,890

Related companies are companies under significant influence by the Group's ultimate holding company.

關連公司指受本集團最終控股公司重大影響的公司。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

16. RELATED PARTY TRANSACTIONS (continued)

(b) Outstanding balances with related parties

Except for the following, the balances with the holding companies, fellow subsidiaries, related companies and minority shareholders of the Group's subsidiaries as at the balance sheet date were unsecured, interest-free and had no fixed terms of repayment:

- (1) the loans from a fellow subsidiary of HK\$71,480,000 (31 December 2008: HK\$146,277,000), which bear interest at rates ranging from 4.37% to 4.86% (31 December 2008: 5.04% to 6.57%) per annum;
- (2) the amounts due to minority shareholders of subsidiaries of HK\$130,667,000 (31 December 2008: HK\$73,136,000), which are not repayable within one year from the balance sheet date and bear interest prevailing at the market rate except for an amount of HK\$114,031,000 which bears interest of 2.78% per annum; and
- (3) the amount due to the ultimate holding company of HK\$22,692,000 (31 December 2008: HK\$22,679,000), which is not repayable within one year from the balance sheet date.

(c) Compensation of key management personnel of the Group

16. 關連人士交易(續)

(b) 關連人士之未償還結餘

除下列者外，控股公司、同系附屬公司、關連公司及本集團附屬公司少數股東於結算日之結餘乃無抵押、免息及無固定還款期：

- (1) 同系附屬公司欠款71,480,000港元(二零零八年十二月三十一日：146,277,000港元)，按年息4.37厘至4.86厘計息(二零零八年十二月三十一日：5.04厘至6.57厘)；
- (2) 欠附屬公司少數股東款項130,667,000港元(二零零八年十二月三十一日：73,136,000港元)，毋須自結算日起一年內償還並須按當前市場利率計息，惟一筆114,031,000港元之款項除外，其須按年利率2.78厘計息；及
- (3) 欠最終控股公司款項22,692,000港元(二零零八年十二月三十一日：22,679,000港元)，毋須自結算日起一年內償還。

(c) 本集團主要管理層人員之報酬

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short term employee benefits	短期僱員福利	2,294	2,105
Pension scheme contributions	退休金計劃供款	82	65
Equity-settled share option expenses	股本結算購股權開支	669	926
Total compensation paid to key management personnel	付予主要管理層人員之報酬總額	3,045	3,096

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

16. RELATED PARTY TRANSACTIONS (continued)

(d) Transactions 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 period, the Group had transactions with State-owned Enterprises including, but not limited to, sales and purchases of processed foodstuffs and raw materials. The directors consider that transactions with other State-owned Enterprises are activities in the ordinary course of the business, and that dealings of the Group have not been significantly or underlyingly 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. Having due regard to the substance of the relationships, the directors of the Company are of the opinion that none of these transactions is a material related party transaction that requires separate disclosure.

17. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties under operating lease arrangements. Leases for office properties are negotiated for terms ranging from one to ten years.

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

16. 關連人士交易(續)

(d) 與其他國有企業之交易

本集團於一個由中國政府直接或間接通過其各級機關、聯屬公司或其他機構擁有或控制的企業(統稱「國有企業」)為主的經濟環境中經營。期內，本集團與國有企業進行之交易包括但不限於銷售及採購經加工食品及原材料。董事認為，與其他國有企業進行之交易均屬於日常業務過程進行之業務，本集團之交易並無因本集團及該等國有企業最終由中國政府控制或擁有而受到重大或相關影響。本集團亦制定有關產品及服務之定價政策，而該等政策不會視乎客戶是否屬國有企業而制定。經慎重考慮該等關係之實質，本公司董事認為，該等交易並不屬於需要單獨披露之重大關連人士交易。

17. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業，辦公室物業租約經協商之租期由1年至10年不等。

於結算日，本集團根據不可撤銷經營租約應付之未來最低租金總額如下：

		30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年內	35,267	37,954
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	35,657	46,875
After five years	五年後	49,490	98,031
		120,414	182,860

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

30 June 2009

二零零九年六月三十日

18. CAPITAL COMMITMENTS

In addition to the operating lease commitments detailed in note 17 above, the Group had the following capital commitments at the balance sheet date:

18. 資本承擔

除上文附註17所載之經營租約承擔外，本集團於結算日之資本承擔如下：

		30 June 2009 二零零九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital commitments in respect of property, plant and equipment:	就物業、廠房及設備之資本承擔：		
Contracted, but not provided for	已訂約但未撥備	44,128	49,250
Acquisition of an additional interest in an associate:	收購於一間聯營公司之額外權益：		
Contracted, but not provided for	已訂約但未撥備	-	306,161
Investment in an subsidiary:	於一間附屬公司之投資：		
Contracted, but not provided for	已訂約但未撥備	122,698	-
Additional investment in an associate:	於一間聯營公司之額外投資：		
Authorised but not contracted for	已授權但未訂約	29,278	-
		196,104	355,411

Other than disclosed above, the Group did not have any significant commitments or contingent liabilities as at the balance sheet date (31 December 2008: Nil).

除上文所披露者外，本集團於結算日並無任何重大承擔或或然負債(二零零八年十二月三十一日：無)。

19. APPROVAL OF THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

The condensed consolidated interim financial information was approved and authorised for issue by the board of directors on 11 September 2009.

19. 簡明綜合中期財務資料之批准

簡明綜合中期財務資料於二零零九年九月十一日經董事會批准及授權刊發。

Management Discussion and Analysis

管理層論析

- The turnover for the six months ended 30 June 2009 (the “interim period”) was HK\$8,191 million, representing an increase of 0.4% over the corresponding period of last year.
- Profit attributable to equity holders of the Company for the interim period amounted to HK\$301 million, 24.5% more than that in the corresponding period of last year.
- Basic earnings per share for the interim period were HK10.77 cents, an increase of 24.5% compared with HK8.65 cents per share in the corresponding period of last year.
- The board of directors recommended the payment of an interim dividend of HK3.88 cents per share for the interim period to shareholders whose names appear on the register of members on 16 October 2009.
- 截至2009年6月30日止六個月(「中期期間」)之營業額為81.91億港元，較去年同期增加0.4%。
- 中期期間之本公司股本持有人應佔溢利為3.01億港元，較去年同期增加24.5%。
- 中期期間之每股基本盈利為10.77港仙，較去年同期每股8.65港仙增加24.5%。
- 董事會建議向於2009年10月16日名列股東名冊之股東派發中期期間之中期股息每股3.88港仙。

WINES BUSINESS

The Group’s wine business is principally engaged in the production, marketing and sale of wines under the “Greatwall” and “長城” brands in China, as well as the brewing and processing, brand management and sales of yellow rice wine in a smaller scale. The business is vertically integrated, ranging from the management of vineyards, wine-making, marketing and sales to brand management and development. The Group currently owns three wineries and two chateaus in Yantai, Shacheng and Changli.

During the period under review, sales volume of “Greatwall” wine rose by 1.7% over the corresponding figure of the previous year from 57,700 tonnes to 58,700 tonnes. The sales turnover amounted to HK\$1,571 million, representing an increase of 5.2% over the same period of the previous year. The gross profit margin improved to 57.9% when compared with the corresponding figure of last year of 56.1%.

Though a positive growth was recorded in sales volume and sales turnover, the growth rate was lower than that of the past year’s figure. This setback in growth was attributable to the fact that the overall sales volume of the wine industry was hindered by the prevailing financial crisis. Since mid 2008, the sales volume of the industry began to grow at a slower pace. In particular, the sales of catering channels, including hotels and restaurants, were affected significantly. During the period from the end of last year to April this year, overall industry output reported a negative growth. Given that “Greatwall” has a nationwide sales network, the drop in sales along the coastal areas was offset by the promising growth in certain non-traditional regions including Central, Northern and Southwestern China. Accordingly, “Greatwall” maintained stable sales overall. It is encouraging to note from the latest industry statistics that the consumption demand of wine appears to have bottomed. Taking advantage of the improvement of macro-economic environment, the sales volume of “Greatwall” wine is expected to increase again in the second half of the year.

酒業

本集團的酒類業務主要是在國內從事「長城」及「Greatwall」葡萄酒的生產、市場推廣和銷售。同時兼有少量黃酒的釀造加工、品牌運營及銷售業務。從經營葡萄園、釀酒、市場推廣及銷售延伸到品牌管理及開發、屬縱向一體業務。本集團目前在煙台、沙城和昌黎擁有三間酒廠和兩家酒莊。

回顧期內，「長城」葡萄酒的銷量由去年的57,700噸上升至58,700噸，較去年同期增加1.7%，銷售額為15.71億港元，較去年同期上升5.2%。毛利率由去年同期的56.1%上升至57.9%。

雖然銷量和銷售額仍然錄得正增長，但幅度較過去幾年有所放緩，這是因為在金融危機打擊下，葡萄酒行業整體銷售放緩所致。自2008年中開始，行業的銷售增速已開始減慢，其中對酒店及飯店等餐飲渠道影響較大，去年底至今年4月的行業產量更出現負增長。不過，「長城」在全國性的銷售佈點相對平均，非傳統重點區域如華中、華北、西南等地區的良好增長抵銷了沿海區域銷售的下滑，令整體業績得以持平。令人鼓舞的是，最新的行業數據顯示，葡萄酒終端消費需求已從低位反彈，我們期望隨著宏觀經濟環境的好轉，「長城」葡萄酒的銷售能在下半年重現良好的增長勢頭。

Although the short term results were hampered by a downturn in economic growth, the wine industry in China still holds substantial growth potential in the longer term. Consequently, we are considering the establishment of a vineyard and winery in Ningxia Hui Autonomous Region. With respect to brand tactics, we continue to put our marketing focus on an elite range of wine, with the intention of promoting "Greatwall" brand as a whole. In order to further promote brand awareness and customers' loyalty, we began to advertising Chateau Sungod on CCTV in July. Our Chateau Junding range will also be promoted as a high quality, prestige brand targeting consumers with high disposable income through an exclusive club membership initiative. We have also been actively expanding into the imported wine business with a view to support our business growth.

In the Shaoxing wine category, in the first half of the year, the industry went through a five month period of low growth with an average sales increased by only 4.6%. Against this background, our Shaoxing wine sales stood out from its peers by increasing turnover by 46% over the corresponding period of last year to HK\$19 million.

BEVERAGES BUSINESS

The Group's Coca-Cola beverages bottling group is one of the three principal Coca-Cola beverages bottling groups in the PRC. We currently operate a total of ten bottling plants and hold minority interests in seven other bottling plants. The ten bottling plants are engaged in the production and bottling and sale and distribution of Coca-Cola sparkling beverages, as well as the sale and distribution of Coca-Cola still beverages such as juice beverages, water and tea in twelve provinces, autonomous regions and four other cities in the PRC under a franchise from The Coca-Cola Company.

During the period under review, the consolidated turnover of the business was HK\$3,861 million, representing an increase of 57.6% over the corresponding period of last year. This strong growth was attributable to the consolidation of our Beijing bottling plant into the Group's beverages business earlier this year, as well as the further expansion of our distribution system and a corresponding increase in the number of accounts we service, which enabled us to achieve a continuous growth in our franchised territories and record an increase of 65% in sales volume.

儘管短期業績受到了經濟增速放緩的影響，但從長期看，中國葡萄酒行業的增長潛力依然巨大。因此我們積極進行產區佈局，上半年我們開始籌劃於寧夏回族自治區建設葡萄園和酒廠。品牌策略方面，我們繼續通過推廣高端酒莊酒來提升「長城」品牌的整體形象。桑干酒莊的廣告於7月份開始在中央電視台亮相，進一步提升品牌的知名度和忠誠度。君頂酒莊則以會員俱樂部方式來凝聚高端消費族群，打造品牌的優越感和價值感。我們也在積極推動進口酒業務的發展，藉以進一步促進業務的發展。

紹興酒方面，上半年行業亦經歷長達五個月的低增長期，平均銷售額增長僅4.6%，惟公司業績仍能優於同業，銷售額為1,900萬港元，同比增長46%。

飲料業務

本集團旗下的可口可樂飲料裝瓶集團是中國的三大可口可樂裝瓶集團之一，目前控股十個裝瓶廠以及於另外七個裝瓶廠持有少數權益。該十個裝瓶廠獲可口可樂授權在中國十二個省、自治區及其四個城市生產、裝瓶、銷售及分銷可口可樂碳酸飲料、並銷售及分銷果汁、水和茶等可口可樂非碳酸飲料。

於回顧期內，該業務綜合營業額為38.61億港元，較去年同期增長57.6%。這樣高速增長是由於我們的北京裝瓶廠在本年初併入本集團之飲料業務，以及我們分銷系統的進一步發展及客戶數目相應增加，使得我們在授權銷售區域持續增長，銷量增長率達到65%。

Management Discussion and Analysis

管理層論析

In the first half of 2009, as a result of our marketing activities including outdoor displays, sampling and thematic activities, our sparkling beverages recorded a double-digit sales growth, outperforming the average sales growth for Coca-Cola sparkling beverages as well as that for all sparkling beverages in China. We saw a very strong growth in the sales of Coca-Cola Zero, which helped boost the overall growth in sales of sparkling beverages. In the still beverages category, our market share in the juice beverages segment has continued to increase. We introduced two new juice beverages under the "Minute Maid" brand, namely *Tropical* and *White Grape*, which were well received in the market. We expect that our market share in the tea beverages segment will grow further since we launched a summer promotion for "Original Leaf" in June and July 2009. We plan to keep us abreast of consumers' needs and diversify our product mix through the introduction of new products and flavors.

Our bottling plants in Jiangxi and Xinjiang were put into commission during the year. In addition, the bottling plant in Inner Mongolia commenced construction in June 2009. These new bottling plants will enable us to enjoy a stronger competitive edge through more efficient product and service delivery at lower costs, and they also provide a base from which to expand distribution and outlet coverage, in the bottling plants' respective regions.

KITCHEN FOOD BUSINESS

The kitchen foods business is mainly engaged in the distribution and sales of consumer-pack edible oil and seasoning sauces in the PRC under brand "福臨門". During the period under review, the sales volume of our kitchen foods business decreased by 13.5% over the previous corresponding figure to 270,000 tonnes. Sales turnover amounted to HK\$2,588 million, representing a drop of 36.9% over the corresponding period last year.

The decrease in sales volume was mainly due to the inclusion last year of the sale of government reserved oil distributed through our sales channels to stabilise the price of edible oils in the market. During the period under review, both of the sales volume and gross margin returned to a normal level as the price restrictions on edible oil were lifted by the end of last year. As the prices of raw materials have remained stable and we have optimised our product range with the result that gross margin rose to 11.9% from the corresponding figure of last year of 3.6%.

During the period under review, we benefited from rising consumer demand for premium healthy edible oil, upgrading of the brand image of "福臨門" and effective promotion programme. Sales of our premium range of products with 20% average gross margin such as peanut oil, corn oil and sunflower oil grew at a much faster pace. The percentage of our premium range products against the overall sales was 42.2%. In addition, the Company had completed the development of and the preparation for a new line of corn oil products during the first half of the year. The product line will be launched into the market in the second half of the year and we target to establish it as an benchmark amongst products of a similar category.

2009年上半年，由於我們進行了一系列戶外廣告、贈飲和主題活動等市場活動，使我們的碳酸飲料業務達到兩位數增長，超過可口可樂中國區碳酸飲料的平均增長率，也超過全國所有碳酸飲料品類的平均增長率。「零度可口可樂」銷售增長強勁，對整體碳酸飲料的銷售增長起到了一定的促進作用。在非碳酸飲料方面，我們的果汁飲料市場份額持續提升。我們推出了「美汁源」品牌熱帶果粒和粒爽葡萄兩款新口味果汁飲料，獲得了不俗的市場反應。今年6、7月份我們啟動了「原葉茶」的夏季促銷活動，預計將會進一步提升我們在茶飲料中的市場份額。我們計劃通過新產品及新口味的推出，我們的產品組合更加豐富，更好地滿足消費者需要。

江西和新疆裝瓶廠於本年正式投產運營，內蒙古裝瓶廠也在今年6月份破土動工。這些新裝瓶廠將使我們能在各裝瓶廠所在地區以更高效及更低成本的產品及配送服務提升業務競爭力，亦為擴充分銷及提升店舖覆蓋提供基地。

廚房食品業務

廚房食品業務主要以「福臨門」等品牌在中國分銷及銷售小包裝食用油和調味品。回顧期內，我們的廚房食品銷量為270,000噸，較去年同期減少13.5%。銷售額為25.88億港元，較去年同期減少36.9%。

銷量較去年下降的主要原因是因為去年的銷量包含了因物價飛漲，政府為確保市場食用油正常供應而透過公司渠道銷售的儲備油。回顧期內，由於食用油的價格管制已經於去年底解除，銷量和毛利率均已回復正常水平。受惠於原材料價格保持穩定以及我們對產品結構持續優化，毛利率由去年同期的3.6%上升至11.9%。

回顧期內，我們受益於消費者對高端健康油種的需求上升、「福臨門」品牌形象的提升以及有效的渠道推廣，毛利率較高的一線油類產品如花生油、玉米油和葵花籽油增長勢頭強勁。毛利率平均達到20%的一線產品於整體銷售額中佔比達到42.2%。另外，公司於上半年完成了新一代玉米油產品的開發和準備，將於下半年正式在市場推出，我們的目標是成為同類產品的行業標準。

Building on the widespread consumer acceptance of the “福臨門” brand, during the period under review, the sales volume of seasoning sauces reached 922 tonnes. The sales turnover of HK\$19.73 millions was more than triple that of last year’s corresponding figure. We are continuing to explore new sales channels for our range of seasoning sauces to improve our market penetration for this product.

We also expect to benefit from the expansion of our parent company’s edible oil processing capacity in the future. The composite production base of COFCO Corporation in Tianjin which is expected to be completed by the end of 2010 will be equipped with a processing capability of 1.6 million tonnes of edible oil per annum. This will enable us to expand our presence in the markets of Northeast and Northern China.

CONFECTIONERY BUSINESS

The Group is engaged in the production and distribution of chocolate and confectionery products in the PRC under “金帝” and “Le Conte” brands. During the period under review, the performance improved considerably when compared with the same period of last year as the new management team has made considerable efforts in a number of areas to improve its managerial structure, operational efficiency, logistists and distribution system, product range and distributors’ management. The turnover rose by 53% to HK\$171 million when compared with the same period of last year.

During the period under review, the gross profit margin of our confectionery business increased from 39.3% to 44.1%. This was mainly due to lower raw material costs, increased product prices and improved product range. The high margin products accounted for an increasing proportion of the total sales turnover. In addition, the management placed much less reliance on providing large discounts to its customers, thereby improving the gross profit margin.

Our brand rebuilding project was launched during the period. We have collaborated with an internationally renowned advertising agency to reposition our “金帝” and “Le Conte” brand series: Whereas, “金帝” and “Le Conte” brands will be aimed at women in the 22 to 35 year age group, emphasising the mellow richness of pure cocoa in order to build a brand image of sincerity, elegance and quality. Our “Just Me” brand will focus on younger consumers in the 16 to 24 year age group and will present in a cheery, sweet, pleasurable and relaxing image. Meanwhile, we have reformulated the recipes of our four major products including milk chocolate, dark chocolate, nuts chocolate egg and “Just Me” products in order to improve the flavour of our existing range. In addition, we have also redesigned the packaging. The new range is expected to be launched in the market at the peak season in the second half of the year. This will be supported by a new branding advertisement aired at the same time, which is expected to improve the results for the second half of the year.

借助於「福臨門」品牌廣受消費者歡迎的優勢，回顧期內，調味品銷量達到922噸，銷售額達到1,973萬港元，較去年同期增加逾三倍。我們現正繼續開發新銷售渠道，提升調味品產品的市場滲透率。

我們亦預期可受益於母公司未來在食用油加工方面的產能擴張。預計於2010年底落成的中糧集團天津糧油綜合生產基地包括了年產160萬噸食用油加工能力，將更加有利於我們開拓東北和華北市場。

糖果業務

本集團以「金帝」和「Le Conte」品牌在中國生產和分銷巧克力和糖果產品。回顧期內，在新管理層完善管理架構、提升運營效率、改善物流配送系統、改良產品結構及優化經銷商管理等多管齊下的努力下，業績較去年同期顯著改善。營業額較去年同期大幅上升53%，達到1.71億港元。

回顧期內，糖果業務毛利率得到提升，從39.3%提升至44.1%，主要是受惠於原材料價格回落、產品提價以及產品結構優化，高毛利率的產品系列佔銷售總額有所提升。另外，管理層改變了以往依靠高折扣的營銷模式，也對毛利率產生了正面的貢獻。

品牌重塑計劃於期內正式展開，我們和國際知名廣告仲介機構一起探討和制定「金帝」及「Le Conte」系列品牌定位方案：「金帝」及「Le Conte」品牌將定位於22—35歲女性，產品突出純正可可的醇厚口感，塑造坦誠率真、有氣質、有品位的品牌形象。「美滋滋」品牌將定位16—24歲的年輕人，將塑造活潑、可愛、愜意和放鬆的品牌形象。與此同時，我們對旗下四大主打品類牛奶巧克力、黑巧克力、果仁蛋和美滋滋系列產品的配方進行了改良，藉此改善整體產品的口味。另外，全線產品包裝亦已重新設計。預計新配方、新包裝的產品將在下半年銷售旺季推向市場，再加上新的品牌廣告同時推出，預期會帶來下半年業績的改善。

Management Discussion and Analysis

管理層論析

FINANCIAL REVIEW

Supplemental information to segment results of the Group for the six months ended 30 June 2009, with comparative figures, are set out below:

財務回顧

本集團截至2009年6月30日止六個月分部業績之補充資料連同比較數字載列如下：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2009	2008
		二零零九年	二零零八年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		(%)	(%)
Growth of revenue by segment:	按業務類別劃分之收入增長：		
– Wineries	– 酒類	5.2	38.1
– Beverages	– 飲料	57.6	56.0
– Kitchen Foods	– 廚房食品	-36.9	170.6
– Confectionery	– 糖果	53.0	-12.2
Contribution of revenue by segment:	按業務類別劃分之收入貢獻：		
– Wineries	– 酒類	19.2	18.3
– Beverages	– 飲料	47.1	30.0
– Kitchen Foods	– 廚房食品	31.6	50.3
– Confectionery	– 糖果	2.1	1.4
Gross profit margin by segment (excluding Beverages):	按業務類別(不包括飲料)劃分之毛利率：		
– Wineries	– 酒類	57.9	56.1
– Kitchen Foods	– 廚房食品	11.9	3.6
– Confectionery	– 糖果	44.1	39.3
Selling and distribution costs to revenue ratio by segment (excluding Beverages):	按業務類別(不包括飲料)劃分，銷售及分銷成本對收入比率：		
– Wineries	– 酒類	34.1	32.8
– Kitchen Foods	– 廚房食品	11.3	4.2
– Confectionery	– 糖果	58.1	91.6
Segment result to revenue ratio:	分部業績對收入比率：		
– Wineries	– 酒類	19.7	21.1
– Beverages	– 飲料	5.5	6.5
– Kitchen Foods	– 廚房食品	0.3	-1.0
– Confectionery	– 糖果	-22.0	-58.4
Effective tax rate of the Group (Note 1)	本集團實際稅率(附註1)	25.6	25.4

Note:

1. The calculation of effective tax rate of the Group is based on tax divided by adjusted profit before tax after excluding the contributions by share of profits of associates and dividend income.

附註：

1. 本集團實際稅率乃按稅項除以經調整除稅前溢利(不包括分佔聯營公司溢利貢獻及股息收入)計算。

Management Discussion and Analysis

管理層論析

REVENUE

The Group's total revenue for the interim period increased slightly by 0.4% over the corresponding period of last year. It was mainly caused by the net impacts of 36.9% drop in revenue of Kitchen Foods segment and 57.6% growth in revenue of Beverage segment.

COST OF SALES AND GROSS PROFIT

The Group's cost of sales for the interim period dropped by 9.7% over the corresponding period of last year. As a result, overall gross profit significantly increased by 39.5%, with overall gross profit margin improved from 20.6% to 28.5%. The improvement of overall gross profit margin was mainly due to the resumption of raw material cost to a relatively lower price level of Kitchen Foods segment and continuing enhancement of product mix in all segments.

SELLING AND DISTRIBUTION COSTS

Selling and distribution costs to revenue ratio of all segments of the Group rose for the interim period except for Confectionery segment, as driven by promotional related expenditures. The promotional related expenditures were mainly spent on the brands and the products, in an effective and efficient way, that were in line with the Group's long term, committed developing strategy.

ADMINISTRATIVE EXPENSES

Administrative expenses increased by 32.8% over the corresponding period of last year, which mainly driven by the increase in number of administrative headcounts and office expenditures, together with the effect of consolidation of Beijing bottling plant during the interim period.

FINANCE COSTS

Finance costs increased by 2.4 times over the corresponding period of last year, as driven by the addition of interest-bearing bank and other borrowings.

收入

本集團於中期期間之總收入較去年同期微升0.4%，主要原因為廚房食品業務類別之收入下降36.9%，以及飲料業務類別之收入增加57.6%之淨影響所致。

銷售成本及毛利

本集團於中期期間之銷售成本較去年同期減少9.7%。因此，整體毛利大幅增加39.5%，整體毛利率由20.6%增加至28.5%。整體毛利率上升，主要原因為廚房食品業務類別之原材料成本回復至較低價格水平，以及各業務類別持續優化產品組合。

銷售及分銷成本

就本集團各業務類別(糖果業務類別除外)而言，中期期間之銷售及分銷成本對收入比率皆有所上升，此乃由於推廣活動產生相關開支。本集團貫徹其長遠而堅定之發展策略，以效益及效率為前提下，投入推廣相關開支主要用於提升品牌及產品。

行政開支

行政開支較去年同期增加32.8%，主要原因為行政人員數目及辦公室開支增加，加上受到中期期間合併北京裝瓶廠之影響所致。

融資成本

融資成本較去年同期增加2.4倍，主要由於增加計息銀行及其他借貸所致。

LIQUIDITY AND FINANCIAL RESOURCES

The Company's treasury function sets financial risk management procedures, which are also subject to periodic review by the Company's internal audit function. This treasury function operates as a centralized service for managing financial risks, including interest rate and foreign exchange rate risks, providing cost-efficient funding to the Group and targeting yield enhancement opportunities.

As at 30 June 2009, the Group's equity attributable to equity holders of the Company stood at HK\$5,294 million, representing an increase of 4% compared with that as at 31 December 2008. As at 30 June 2009, the Group's unpledged cash and bank deposits totalled approximately HK\$2,079 million (31 December 2008: approximately HK\$1,547 million), and the Group's net current assets were approximately HK\$1,656 million (31 December 2008: approximately HK\$1,556 million).

Considering the unpledged cash and bank deposits and current bank and other borrowings and banking facilities available to the Group, the management believes that the Group's financial resources are sufficient for its debt payments, day-to-day operations and capital expenditures.

Held-to-maturity investments represented corporate bonds with expected redemption dates falling within the coming two years or three years. The Company has no exposure in mortgage-backed securities, collateralized debt obligations or similar asset classes.

The Group's monetary assets, liabilities and transactions are principally denominated in Renminbi, Hong Kong dollars, United States dollars and Pounds Sterling. The management is of the view that the exchange rate risk exposure of the Group is limited.

The Company cautiously uses derivatives principally interest rate swaps, for financial risk management purpose only, in hedging future cash flows against the exposure caused by interest rate volatility. Entering into derivative transactions for speculative purposes and investing liquidity resources in financial products with significant underlying leverage or derivative exposure are absolutely prohibited in the Company's treasury function.

流動資金和財務資源

本公司之庫務部門制定財務風險管理程序，並由本公司內部審核部門定期審閱。該庫務部門集中管理包括利率及匯率風險在內之財務風險，為本集團提供有成本效益之資金，並抓緊提高收益之機遇。

於2009年6月30日，本集團之本公司股本持有人應佔權益為52.94億港元，較2008年12月31日本集團之本公司股本持有人應佔權益增長4%。於2009年6月30日，本集團之無抵押現金及銀行存款合共約為20.79億港元(2008年12月31日：約15.47億港元)。本集團之流動資產淨值約為16.56億港元(2008年12月31日：約15.56億港元)。

經計及無抵押現金及銀行存款及現時可供本集團使用之銀行及其他借貸及銀行融資，管理層相信本集團有充足財務資源清還債務，及為其日常業務運營及資本開支提供資金。

持有至到期投資指預期贖回日期為未來兩年期內或三年期內之公司債券。本公司並無抵押擔保證券、抵押債務承擔或類似資產類別之風險。

本集團之貨幣資產、負債及交易主要以人民幣、港元、美元及英鎊計值。管理層認為，本集團所承受之匯率風險不大。

為了就匯率波動所產生之風險對未來現金流量作出對沖，本公司審慎規劃對衍生工具(主要為利率掉期)之使用，以達致財務風險管理目的。本公司庫務部門絕對禁止為投機目的而參與衍生工具交易及將流動資金投資於具重大相關槓桿作用或衍生工具風險之財務產品。

Management Discussion and Analysis

管理層論析

CAPITAL STRUCTURE

During the period under review, there were no changes to the share capital of the Company. As at 30 June 2009, the total number of issued shares of the Company was 2,791,383,356 shares.

As at 30 June 2009, the Group had borrowings including certain interest-bearing bank and other borrowings and minority shareholders of subsidiaries totalling HK\$1,068 million (31 December 2008: HK\$321 million). HK\$500 million of the bank loans drawn down during the current period bore an annual interest rate of HIBOR plus 0.85%, other borrowings of HK\$114 million drawn down during the current period bore an annual interest rate of 2.78%. All other bank borrowings carried annual interest rates ranging between 1.71% and 4.86% (31 December 2008: between 4.54% and 6.48%).

As at 30 June 2009, net assets attributable to equity holders of the Company were HK\$5,294 million (31 December 2008: HK\$5,092 million) and net cash of the Group (unpledged cash and bank deposits less and interest-bearing bank and other borrowings and minority shareholders of subsidiaries) was HK\$1,011 million (31 December 2008: HK\$1,226 million).

CONTINGENT LIABILITIES AND ASSETS PLEDGED

As at 30 June 2009, the Group had no material contingent liabilities.

As at 30 June 2009, certain bank loans of the Group were secured by charges over certain investment properties, property, plant, equipment and time deposits of the Group with net book value of approximately HK\$215 million (31 December 2008: HK\$88 million).

EMPLOYEE AND REMUNERATION POLICY

As at 30 June 2009, the Group employed approximately 14,200 staff in mainland China and Hong Kong (31 December 2008: 11,500). 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 basic social insurance and housing fund in compliance with the requirements of the laws of China. Details concerning these employee benefit schemes are set out in the paragraph headed "SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES" under sub-heading "Employee Benefits" in the 2008 Annual Report of the Company.

The Company adopted a share option scheme on 21 November 2006 (the "Option Scheme") for a term of ten years and the purpose of the Option Scheme is to reward eligible employees of the Group (including executive directors and non-executive directors of the Company) based on individual merits.

資本結構

於回顧期內，本公司之股本並無任何變動。於2009年6月30日，本公司的已發行股本總數為2,791,383,356股股份。

於2009年6月30日，本集團之借貸包括若干計息銀行貸款及其他貸款及附屬公司少數股東之貸款合共10.68億港元（2008年12月31日：3.21億港元）。於本期間提用之銀行貸款5億港元之年利率乃按香港銀行同業拆息加0.85厘計算，而於本期間提用之其他貸款1.14億港元之年利率則按2.78厘計算。所有其他銀行借貸按介乎1.71厘至4.86厘之年利率計息（2008年12月31日：介乎4.54厘至6.48厘）。

於2009年6月30日，本公司股本持有人應佔淨資產為52.94億港元（2008年12月31日：50.92億港元），本集團淨現金（無抵押現金及銀行存款減計息銀行及其他借貸，以及附屬公司少數股東之貸款）為10.11億港元（2008年12月31日：12.26億港元）。

或然負債及資產抵押

於2009年6月30日，本集團並無任何重大或然負債。

於2009年6月30日，本集團若干銀行貸款乃以本集團賬面淨值約2.15億港元（2008年12月31日：0.88億港元）之若干投資物業、物業、廠房及設備和定期存款作抵押。

僱員和薪酬政策

於2009年6月30日，本集團於中國內地及香港共有僱員約14,200人（2008年12月31日：11,500人）。本集團根據員工之崗位、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員工。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；為中國內地員工提供中國法律要求的基本社會保險及住房公積金。此等福利計劃之詳情載於本公司2008年年報內「主要會計政策概要」中的「僱員福利」一段。

於2006年11月21日，本公司採納購股權計劃（「購股權計劃」），為期十年。購股權計劃旨在依據僱員個人表現獎勵本集團合資格僱員（包括本公司執行董事及非執行董事）。

Management Discussion and Analysis

管理層論析

As at 31 December 2008, a total of 18,708,000 options of the Company remained outstanding. During the period, no options were granted pursuant to the terms of the Option Scheme, while a total of 374,000 options were cancelled. Accordingly, as at 30 June 2009, the total number of outstanding options of the Company was 18,334,000. Share options granted under the Option Scheme are valid for seven years, exercisable in five years after 24 months from the date on which they are granted subject to the satisfaction of certain requirements under the Option Scheme.

CHANGE IN THE STRUCTURE OF THE GROUP

During the period under review, a subsidiary of the Company completed the acquisition of a 40% interest in Beijing Coca-Cola Beverage Co., Ltd. on 9 January 2009. Details of the acquisition were set out in a circular of the Company dated 27 August 2007.

Save as the aforesaid, there were no material changes in the structure of the Group.

INTERIM DIVIDEND

The board of directors declared the payment of an interim dividend of HK3.88 cents per share in respect of the six months ended 30 June 2009, which will be payable on 29 October 2009 to shareholders whose names appear on the Register of Members of the Company on 16 October 2009 (the "Record Date").

According to the Notice Regarding Matters on Determination of Tax Residence Status of Chinese-controlled Offshore Incorporated Enterprises under Rules of Effective Management dated 22 April 2009 issued by the State Administration of Taxation of the People's Republic of China (the "PRC"), the Enterprise Income Tax Law of the People's Republic of China (the "Enterprise Income Tax Law") and the Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China (the "Implementation Rules"), all implemented from 1 January 2008, since the Company is an offshore incorporated company and is, among others, controlled by a Chinese enterprise, the Company is likely to be regarded as a Chinese resident enterprise and, if so, it could be required to withhold a 10% enterprise income tax when it distributes the interim dividend to its enterprise shareholders other than those enterprises which are duly incorporated in the PRC or under the laws of foreign countries (or regions) but with PRC-based de facto management bodies (such enterprises are defined as resident enterprises in the Enterprise Income Tax Law). The withholding and payment obligation lies with the Company.

於2008年12月31日，本公司尚未行使之購股權總數有18,708,000份。於回顧期內，本公司並無根據購股權計劃之條款授出任何購股權，惟合共374,000份購股權已註銷。因此，於2009年6月30日，本公司尚未行使之購股權總數有18,334,000份。根據購股權計劃授出之購股權的有效期為七年，可於授出購股權日期起二十四個月後於五年內行使，惟須符合購股權計劃項下的若干規定。

本集團架構之變動

於回顧期內，本公司的附屬公司於2009年1月9日完成收購北京可口可樂飲料有限公司的40%權益。有關收購的詳情載於本公司日期為2007年8月27日的通函。

除上述披露者外，本集團之架構概無出現任何重大變動。

中期股息

董事會宣佈派付截至2009年6月30日止六個月之中期股息每股3.88港仙，中期股息將於2009年10月29日派發予於2009年10月16日（「登記日」）名列本公司股東名冊之股東。

根據全部於2008年1月1日起執行的中華人民共和國（「中國」）國家稅務總局發出日期為2009年4月22日之《關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知》、《中華人民共和國企業所得稅法》（「《企業所得稅法》」）及《中華人民共和國企業所得稅法實施條例》（「《實施條例》」），本公司是境外註冊並且（其中包括）由一家中資企業控股的公司，很可能被認定為中國居民企業，並且，如果是的話，本公司可能需要向並非為依法在中國境內成立，或者依照外國（或地區）法律成立但實際管理機構在中國境內的企業（該等企業在《企業所得稅法》中所定義為居民企業）的企業股東派發中期股息時代扣10%的企業所得稅。代扣代繳企業所得稅是本公司的義務。

Management Discussion and Analysis

管理層論析

In respect of all shareholders whose names appear on the Company's Register of Members on the Record Date and who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees such as securities companies and banks, and other entities or organizations, which are all considered as enterprise shareholders), the Company will distribute the interim dividend after deducting the enterprise income tax of 10%. The Company will not withhold and pay income tax in respect of the interim dividend payable to any natural person shareholders whose names appear on the Company's Register of Members on the Record Date.

If any enterprise shareholder listed on the Company's Register of Members considers itself to be a resident enterprise and does not wish the Company to withhold the 10% enterprise income tax, it shall lodge with Tricor Progressive Limited documents from its governing tax authority confirming that the Company is not required to withhold and pay the enterprise income tax in respect of the dividend to which it is entitled no later than 4:00 p.m. on Tuesday, 13 October 2009.

If anyone would like to change the identity of the shareholders in the Register of Members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government authorities and adhere strictly to the information set out in the Company's Register of Members on the Record Date.

In the event that the Company is not regarded as a Chinese resident enterprise and hence no enterprise income tax should have been withheld, to the extent that such tax remains in the custody of the Company and so far as it is legally able to do so, the Company will procure such tax to be refunded to the relevant enterprise shareholders in respect of whom enterprise income tax had been withheld pursuant to the arrangements set out above. The Company would make a further announcement in such event.

CLOSURE OF REGISTERS OF MEMBERS

The Register of Members of the Company will be closed from Wednesday, 14 October 2009 to Friday, 16 October 2009, both days inclusive, during which period no transfer of shares will be registered. To qualify for the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Tuesday, 13 October 2009.

對於在登記日名列本公司股東名冊的所有以非個人名義登記的股東(包括香港中央結算(代理人)有限公司, 企業代理人或受託人如證券公司、銀行等, 或其他組織及團體皆被視為企業股東), 本公司將於扣除10%的企業所得稅後派發中期股息; 對於在登記日名列本公司股東名冊的所有自然人股東, 本公司將不就應付的中期股息代扣代繳所得稅。

如任何名列本公司股東名冊上的企業股東認為其為居民企業而不希望本公司代扣代繳上述10%的企業所得稅, 請不遲於2009年10月13日(星期二)下午四時正向卓佳廣進有限公司呈交其主管稅務機關所出具以證明本公司毋須就其所享有之股息代扣代繳企業所得稅之文件。

如任何人需更改股東身份, 請向代理人或信託機構查詢相關手續。本公司將嚴格根據相關法律及有關政府部門的要求並依照登記日的本公司股東名冊代扣代繳非居民企業股東的企業所得稅。

假若本公司不被認為中國居民企業, 因而不需代扣代繳企業所得稅, 而該等稅款依然是在本公司的保管之中, 在法律允許的情況下, 本公司將促使該等根據以上安排扣繳的稅款退還給相關企業股東。本公司將適時就該等事項發出公告。

暫停辦理過戶登記手續

本公司的股東名冊將自2009年10月14日(星期三)至2009年10月16日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。為符合獲派上述中期股息的資格, 所有過戶文件連同有關股票須於2009年10月13日(星期二)下午四時正前送達本公司於香港之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28號金鐘匯中心26樓。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2009, the interests and short positions of the directors and their associates in the shares and underlying shares of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which are required 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 and short positions which they have taken or were deemed to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register of members of 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 Issuers contained in The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") (together, "Discloseable Interests") were as follows:

(a) Discloseable Interests in the shares and underlying shares of the Company

董事於股份、相關股份之權益及淡倉

截至2009年6月30日，董事及彼等之聯繫人於本公司或其任何相聯法團(定義見《證券及期貨條例》(「證券及期貨條例」)第XV部)之股份及相關股份擁有之權益及淡倉而須根據證券及期貨條例第XV部第7及第8分部(包括據此有關條文彼等被視作或視為擁有之權益及淡倉)知會本公司及香港聯合交易所有限公司(「聯交所」)、或須根據「證券及期貨條例」第352條記錄於本公司所存置登記冊內、或須根據《聯交所證券上市規則》(「上市規則」)所載《上市發行人董事進行證券交易的標準守則》規定知會本公司及聯交所者(合稱「須披露權益」)記錄如下：

(a) 於本公司之股份及相關股份之須披露權益

Name of director 董事姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Total number of shares 股份總數	Approximate percentage of issued share capital 約佔已發行 股本百分比 (Note 3) (附註3)
Mr. Ning Gaoning 寧高寧先生	Beneficial owner 實益擁有	880,000 (Note 2) (附註2)	880,000	0.03%
Mr. Qu Zhe 曲詰先生	Beneficial owner 實益擁有	670,000 (Note 1) (附註1)	1,550,000	0.06%
	Beneficial owner 實益擁有	880,000 (Note 2) (附註2)		
Mr. Mak Chi Wing, William 麥志榮先生	Beneficial owner 實益擁有	800,000 (Note 2) (附註2)	800,000	0.03%
Mr. Ma Jianping 馬建平先生	Beneficial owner 實益擁有	800,000 (Note 2) (附註2)	800,000	0.03%
Mr. Zhang Zhentao 張振濤先生	Beneficial owner 實益擁有	700,000 (Note 2) (附註2)	700,000	0.03%
Ms. Luan Xiuju 樂秀菊女士	Beneficial owner 實益擁有	700,000 (Note 2) (附註2)	700,000	0.03%
Ms. Wu Wenting 吳文婷女士	Beneficial owner 實益擁有	700,000 (Note 2) (附註2)	700,000	0.03%

Management Discussion and Analysis

管理層論析

Notes:

1. Long positions in the shares of the Company, other than pursuant to equity derivatives such as share options, warrants or convertible bonds.
2. Long positions in the underlying shares of the Company under share options granted to directors pursuant to a share option scheme of the Company.
3. The percentages are calculated based on the total number of shares of the Company in issue as at 30 June 2009, i.e., 2,791,383,356 shares.

附註：

1. 本公司股份之好倉(根據股本衍生工具如購股權、認股權證或可換股債券除外)。
2. 根據本公司購股權計劃授予董事之購股權項下本公司相關股份之好倉。
3. 百分比乃根據本公司於2009年6月30日之已發行股份總數(即2,791,383,356股)計算。

(b) Discloseable Interests in the shares and underlying shares of an associated corporation, China Agri-Industries Holdings Limited (“China Agri”)

(b) 於一家相聯法團(中國糧油控股有限公司(「中國糧油控股」))之股份及相關股份之須披露權益

Name of director 董事姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Total number of shares 股份總數	Approximate percentage of issued share capital 約佔已發行 股本百分比 (Note 2) (附註2)
Mr. Ning Gaoning 寧高寧先生	Beneficial owner 實益擁有	700,000 (Note 1) (附註1)	700,000	0.02%

Notes:

1. Long positions in the underlying shares of China Agri under share options granted to Mr. Ning Gaoning pursuant to a share option scheme of China Agri.
2. The percentage is calculated based on the total number of shares of China Agri in issue as at 30 June 2009, i.e., 3,857,532,839 shares.

附註：

1. 根據中國糧油控股購股權計劃授予寧高寧先生之購股權項下中國糧油控股相關股份之好倉。
2. 百分比乃根據中國糧油控股於2009年6月30日之已發行股份總數(即3,857,532,839股)計算。

Save as disclosed herein, as at 30 June 2009, none of the directors or their associates had any other Discloseable Interests.

除本報告所披露者外，於2009年6月30日，董事或其聯繫人概無任何其他須披露權益。

Management Discussion and Analysis

管理層論析

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

The interests and short positions of substantial shareholders (as defined in the Listing Rules) in the shares and underlying shares of the Company as at 30 June 2009, as recorded in the register of interests required to be kept under Section 336 of the SFO, were as follows:

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

The Company had been notified of the following substantial shareholders' interests in the shares and underlying shares as at 30 June 2009:

主要股東及其他人士於股份及相關股份之權益及淡倉

於2009年6月30日，根據「證券及期貨條例」第336條存置之權益登記冊所記錄，主要股東(定義見「上市規則」)於本公司股份及相關股份之權益及淡倉如下：

(a) 於本公司股份及相關股份之好倉總額

本公司得悉，於2009年6月30日，以下主要股東持有股份及相關股份之權益：

Substantial shareholders 主要股東	Notes 附註	Capacity and nature of interest 身份及權益性質	Number of shares held 所持股份數目	Approximate percentage of aggregate interests in issued share capital* 約佔已發行股本權益總額百分比*
Wide Smart Holdings Limited ("Wide Smart")	(1)	Directly beneficially owned 直接實益擁有	1,922,550,331	68.87%
COFCO (BVI) No. 108 Limited ("COFCO BVI")	(1)	Directly beneficially owned 直接實益擁有	140,000,000	5.02%
COFCO (Hong Kong) Limited ("COFCO (HK)")	(1)	Directly beneficially owned 直接實益擁有	10,138,000	0.36%
中糧集團(香港)有限公司 (「中糧香港」)	(1) & (2)	Through controlled corporations 透過受控法團	2,062,550,331	73.89%
COFCO Corporation ("COFCO") 中糧集團有限公司 (「中糧公司」)	(1) & (3)	Through controlled corporations 透過受控法團	2,072,688,331	74.25%

Notes:

- (1) Long positions in the shares of the Company.
- (2) COFCO (HK) is deemed to be interested in 2,062,550,331 shares in aggregate held by Wide Smart and COFCO BVI since COFCO (HK) is entitled to control the exercise of or exercise one-third or more of the voting power at general meetings of Wide Smart and COFCO BVI.
- (3) COFCO is deemed to be interested in 2,072,688,331 shares in aggregate held by Wide Smart, COFCO BVI and COFCO (HK) since COFCO is entitled to control the exercise of or exercise one-third or more of the voting power at general meetings of Wide Smart, COFCO BVI and COFCO (HK).

* The percentages are calculated based on the total number of shares of the Company in issue as at 30 June 2009, i.e., 2,791,383,356 shares.

附註：

- (1) 本公司股份之好倉。
- (2) 中糧香港被視為於Wide Smart及COFCO BVI所持共2,062,550,331股股份中擁有權益，因為中糧香港有權於Wide Smart和COFCO BVI之股東大會上控制行使或行使三分之一或以上投票權。
- (3) 中糧公司被視為於Wide Smart、COFCO BVI及中糧香港所持共2,072,688,331股股份中擁有權益，因為中糧公司有權於Wide Smart、COFCO BVI及中糧香港之股東大會上控制行使或行使三分之一或以上投票權。

* 百分比乃根據本公司於2009年6月30日之已發行股份總數(即2,791,383,356股)計算。

Mr. Ning Gaoning, being an executive director and the chairman of the board, is also the chairman of COFCO, a director of Wide Smart and the chairman of COFCO (HK). Mr. Qu Zhe, being the managing director, is also an assistant to president of COFCO. Mr. Mak Chi Wing, William, being an executive director, is also the chief financial officer of COFCO (HK). Mr. Ma Jianping, being a non-executive director, is also the director of the strategy department of COFCO. Ms. Wu Wenting, being a non-executive director, is also the director of the internal audit department of COFCO.

(b) Aggregate short positions in the shares and underlying shares of the Company

As at 30 June 2009, the Company had not been notified of any short positions being held by any substantial shareholder in the shares or underlying shares of the Company.

Save as disclosed herein, as at 30 June 2009, the Company had not been notified of any persons other than the substantial shareholders above who had long positions or short positions in the shares or underlying shares of the Company, which are required to be recorded in the register of interests required to be kept under Section 336 of the SFO.

Save as disclosed herein, as at 30 June 2009, the directors are not aware of any director being a director or employee of the entities which had interests or short position in shares or underlying shares of the Company as disclosed above.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 21 November 2006 (the "Scheme"). The following are the principal terms of the Scheme:

1. Purpose of the Scheme

To attract, retain and motivate senior management personnel and key employees of the Company, and provide eligible participants with an opportunity to acquire proprietary interests in the Company and to encourage eligible participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

2. Participants of the Scheme

Participants of the Scheme include (i) any executive or non-executive directors of any members of the Group; (ii) any senior executives, key technical staff, professional staff, managers, employees of any members of the Group; or (iii) any other individuals as may be proposed by the board. For the avoidance of doubts, participants do not include independent non-executive directors.

執行董事及董事會主席寧高寧先生亦為中糧公司之主席、Wide Smart之董事及中糧香港之主席。董事總經理曲喆先生亦為中糧公司之總裁助理。執行董事麥志榮先生亦為中糧香港之財務總監，非執行董事馬建平先生亦為中糧公司戰略部總監。非執行董事吳文婷女士亦為中糧公司審計部總監。

(b) 於本公司股份及相關股份之淡倉總額

於2009年6月30日，本公司並無獲悉任何主要股東持有本公司股份或相關股份之任何淡倉。

除本報告披露者外，於2009年6月30日，本公司並無獲悉除上述主要股東之外之任何其他人士持有本公司股份或相關股份之好倉或淡倉，而須記入按照證券及期貨條例第336條規定存置之權益登記冊。

除本報告披露者外，截至2009年6月30日，董事並不知悉任何董事為上文披露的於本公司股份或相關股份中擁有權益或淡倉的實體的董事或僱員。

購股權計劃

本公司已於2006年11月21日採納購股權計劃（「該計劃」）。以下為購股權計劃之主要條款：

1. 該計劃之目的

吸引、挽留及激勵本公司高級管理層人員及主要僱員，讓合資格參與者藉此在本公司購入所有人權益，鼓勵合資格參與者致力為本公司及其股東整體利益提升本公司及其股份之價值。

2. 該計劃之參與者

該計劃之參與者包括(i)本集團任何成員公司之任何執行或非執行董事；(ii)本集團任何成員公司之任何高級行政人員、主要技術人員、專業人員、經理、僱員；或(iii)董事會可能建議之任何其他人士。為免生疑問，參與者並不包括獨立非執行董事。

3. Total number of shares available for issue under the Scheme

The total number of shares which may be issued upon the exercise of all options granted under the Scheme and all other share option schemes of the Company must not exceed 10% of the number of shares in issue from time to time. As at 30 June 2009, a total of 18,334,000 shares (representing approximately 0.66% of the issued share capital of the Company) may be issued by the Company if all options which were granted under the Scheme have been exercised.

4. Maximum entitlement of each participant under the Scheme

The total number of shares issued and to be issued upon exercise of the options granted to any grantee (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares in issue (the "Individual Limited") at the relevant time. Any further grant of options in excess of the Individual Limited shall be subject to shareholders' approval with such grantee and his associates abstaining from voting.

5. Period within which the shares must be taken up under an option

The directors may in their absolute discretion determine the period during which an option may be exercised, save that in any event such period of time shall not exceed a period of seven years commencing on the date of acceptance of the option and expiring on the last date of such seven-year period, subject to early termination thereof as provided in the Scheme.

6. Minimum period for which an option must be held before it can be exercised

An option must be held for a minimum period of two years from the date of grant before it can be exercised. In addition, an option shall be subject to the following vesting schedule:

Periods 期間

- Upon and after the second anniversary of the grant but no later than the third anniversary of the grant
- Upon and after the third anniversary of the grant but no later than the fourth anniversary of the grant
- Upon and after the fourth anniversary of the grant

7. Time of acceptance and the amount payable on acceptance of the option

The offer of an option made pursuant to the Scheme may be accepted within 28 days from the date of the offer and the amount payable on acceptance of the option is HK\$1.

3. 該計劃項下可供發行之股份總數

根據該計劃及本公司所有其他購股權計劃授出之所有購股權獲行使後可予發行之股份總數不得超過本公司不時之已發行股份總數之10%。於2009年6月30日，倘根據該計劃已授出的購股權已獲悉數行使，本公司可予發行之股份總數為18,334,000股股份(佔本公司已發行股本約0.66%)。

4. 該計劃項下每名參與者之最高限額

向任何承授人授出之購股權(包括已行使及未行使之購股權)行使後發行及將會發行之股份總數在任何十二個月期間內不得超過本公司於相關時間已發行股份1%(「個別限額」)。進一步授出任何超過個別限額之購股權須經股東批准，而有關承授人及其聯繫人均須放棄投票。

5. 根據購股權須認購股份之期限

董事可全權酌情釐定行使購股權之期限，惟在任何情況下，該期限不得超過由接納購股權當日起計七年，並於七年期限最後一日屆滿，惟符合該計劃所載有關提早終止之條文者則除外。

6. 購股權行使前必須持有之最短期限

購股權於行使前須自授出日期起持有最短兩年時間。此外，購股權須受以下歸屬時間表限制：

Percentage of an option which may be exercised 可行使之購股權百分比

- 自授出日期起計第二週年或
其後但不遲於第三週年 33%
- 自授出日期起計第三週年或
其後但不遲於第四週年 67%
- 自授出日期起計第四週年或其後 100%

7. 接納購股權之期限及應付款項

根據該計劃，授出之購股權必須於授出日期起計二十八天內獲接納，而就接納購股權應付款項為1港元。

Management Discussion and Analysis

管理層論析

8. Basis for determining the exercise price

The exercise price shall be determined by the board and shall be the higher of (a) the closing price of the shares as stated in the daily quotation sheets issued by The Stock Exchange on the date of the offer; (b) the average closing prices of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of the offer; or (c) the nominal value of a share.

9. Duration of the Scheme

The Scheme is valid until 20 November 2016.

10. Movement of share options

Details of the movements in the share options during the end of the period review are as follows:

8. 釐定行使價之基準

行使價為董事會釐定，並須為以下三項之最高者：(a)於授出當日聯交所每日報價表所載股份收市價；(b)於緊接授出之日前五個營業日聯交所每日報價表所載股份之平均收市價；或(c)股份之面值。

9. 該計劃之有效期

該計劃之有效期於2016年11月20日屆滿。

10. 購股權之變動

於本回顧期結束時，購股權之變動詳情如下：

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目					Date of grant of share options 授出購股權日期	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 HK\$ 港元	Price of Company's share 本公司股價	
	At 1 January 2009 於2009年1月1日	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled during the period 期內註銷	At 30 June 2009 於2009年6月30日				At grant date of options 於授出購股權之日 HK\$ 港元	At exercise date of options 於購股權行使之日 HK\$ 港元
Directors										
Mr. Ning Gaoning 寧高寧先生	880,000	-	-	-	880,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
Mr. Qu Zhe 曲詰先生	880,000	-	-	-	880,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
Mr. Mak Chi Wing, William 麥志榮先生	800,000	-	-	-	800,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
Mr. Ma Jianping 馬建平先生	800,000	-	-	-	800,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
Mr. Zhang Zhentao 張振濤先生	700,000	-	-	-	700,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
Ms. Luan Xiuju 樂秀菊女士	700,000	-	-	-	700,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
Ms. Wu Wenting 吳文婷女士	700,000	-	-	-	700,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
Other employees										
In aggregate 合計	13,248,000	-	-	(374,000)	12,874,000	27.09.2007	27.09.2009 – 26.09.2014	4.952	4.95	-
	18,708,000	-	-	(374,000)	18,334,000					

Management Discussion and Analysis

管理層論析

CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the directors, during the six months ended 30 June 2009, the Company complied with the principles and code provisions of the Code on Corporate Governance Practices (the "Code") set out in Appendix 14 to the Listing Rules, except for the following deviation:

Code Provision E.1.2

Code provision E.1.2 provides that the chairman of the board should attend the Company's annual general meeting. The chairman of the board did not attend the annual general meeting of the Company held on 8 June 2009 due to other commitments.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listing Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Upon specific enquiries of all directors, each of them confirmed that he/she complied with the required standards set out in the Model Code during the six months ended 30 June 2009.

The Company has also adopted a code for securities transactions by relevant employees to govern securities transactions of those employees who may possess or have access to price sensitive information.

OTHER CHANGES IN DIRECTORS' INFORMATION

Other changes in Directors' information since the date of the 2008 Annual Report are set out below.

企業管治常規守則

董事認為於截至2009年6月30日止六個月期間，本公司一直遵守上市規則附錄十四所載企業管治常規守則（「守則」）之原則及守則條文，惟對下述守則條文有所偏離：

守則條文E.1.2

守則條文E.1.2規定董事會主席應出席本公司之股東週年大會。董事會主席因處理其他事務未能出席2009年6月8日舉行的股東週年大會。

董事及有關僱員進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易之標準守則》（「標準守則」）作為董事進行證券交易之行為守則。於向所有董事作出具體查詢後，每位董事均確認他／她於截至2009年6月30日止六個月期間遵守標準守則所載列之規定標準。

本公司亦已採納了《有關僱員進行證券交易守則》以規管可能擁有或得悉影響股價敏感資料的僱員之證券交易。

董事資料之其他變動

自2008年年報日期起，董事資料之其他變動載列如下。

Director

董事

Appointment

委任

(effective)

(生效期)

Cessation of Office

職務終止

(effective)

(生效期)

Ning Gaoning

- Lippo China Resources Limited
– non-executive director
- China Mengniu Dairy Company Limited
– non-executive director and Vice-chairman

寧高寧

- * 力寶華潤有限公司 – 非執行董事
- * 中國蒙牛乳業有限公司
– 非執行董事及副主席

27 August 2009
2009年8月27日

24 August 2009
2009年8月24日

Ma Jianping

- China Mengniu Dairy Company Limited
– non-executive director

馬建平

- * 中國蒙牛乳業有限公司
– 非執行董事

27 August 2009
2009年8月27日

Stephen Edward Clark

- Securities and Futures Commission
– Chairman of Takeovers and Mergers Panel

祈立德

- * 證券及期貨事務監察委員會
– 收購及合併委員會主席

1 April 2009
2009年4月1日

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Main Board Listing Rules.

除上述披露之資料外，概無其他資料須根據主板上市規則第13.51B(1)條予以披露。

Management Discussion and Analysis

管理層論析

REMUNERATION COMMITTEE

A remuneration committee was established by the Company with specific written terms of reference in accordance with the requirements of the Code. The primary duties of the remuneration committee include, without limitation, establishing a formal and transparent procedure for developing policies on remuneration, determining the terms of the specific remuneration package of each executive director and senior management. The remuneration committee comprises two independent non-executive directors and one executive director. The remuneration committee is chaired by Mr. Yuen Tin Fan, Francis. The other committee members are Mr. Stephen Edward Clark and Mr. Qu Zhe.

AUDIT COMMITTEE

The Company has established an audit committee with specific written terms of reference in accordance with the requirements of the Code. The primary duties of the audit committee are to review and supervise the Group's financial reporting process and internal control procedures. During the period under review, the audit committee consists of three members who are independent non-executive directors. The audit committee is chaired by Mr. Stephen Edward Clark. The other committee members are Mr. Li Hung Kwan, Alfred and Mr. Yuen Tin Fan, Francis.

The audit committee has reviewed the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2009 together with the management and the independent auditors of the Company and has reviewed the internal auditors' report for the period under review with the Company's internal auditor.

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 period under review.

By Order of the Board
China Foods Limited
Qu Zhe
Managing Director

Hong Kong, 11 September 2009

薪酬委員會

本公司根據守則之要求設立具備明確書面職權範圍之薪酬委員會。薪酬委員會主要職責包括但不限於就薪酬政策制訂正式及透明的程序，及釐定各執行董事及高層管理人員之具體薪酬福利條款。薪酬委員會由兩名獨立非執行董事及一名執行董事組成。薪酬委員會主席為袁天凡先生，其他成員為祈立德先生及曲喆先生。

審核委員會

本公司已根據守則之要求設立有具備明確書面職權範圍之審核委員會。審核委員會主要職責為檢討及監察本集團的財務報告程序及內部監控程序。於回顧期內，審核委員會由三名獨立非執行董事組成。審核委員會主席為祈立德先生，其他成員為李鴻鈞先生及袁天凡先生。

審核委員會已聯同本公司之管理層及獨立核數師審閱本集團截至2009年6月30日止六個月之未經審核簡明綜合中期業績，並與本公司內部審核人員審閱了回顧期內之內部審核報告。

購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於回顧期內並無購買、出售或贖回本公司任何上市證券。

承董事會命
中國食品有限公司
董事總經理
曲喆

香港，2009年9月11日



中糧
COFCO

自然之源 重塑你我

China Foods Limited
中國食品有限公司

33rd Floor, Top Glory Tower,
262 Gloucester Road,
Causeway Bay, Hong Kong
香港銅鑼灣
告士打道262號
鵬利中心33樓

Tel 電話 852 2833 0388
Fax 傳真 852 2833 0380

www.chinafoodsltd.com



Inside pages of this report are printed on environmental friendly paper
本報告之內頁以環保紙印製

Concept, design and printing: iOne Financial Press Limited
www.ione.com.hk