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INTERIM REPORT 2018 中期報告



China
Foods
Limited
中國食品有限公司

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



CORPORATE PROFILE

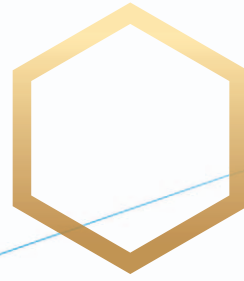
China Foods Limited (“China Foods” or the “Company” and together with its subsidiaries, the “Group”) a subsidiary of COFCO Corporation (“COFCO”) and the only focused beverage platform of COFCO and listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: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

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

公司概況

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

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



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CORPORATE INFORMATION

公司資料

DIRECTORS

Chairman and Non-executive Director

Mr. Ma Jianping

Executive Directors

Ms. Luan Xiuju (*Managing Director*)

Mr. Shen Peng

Non-executive Directors

Mr. Qin Yelong

Ms. Xiao Jianping

Independent Non-executive Directors

Mr. Stephen Edward Clark

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

AUDIT COMMITTEE

Mr. Stephen Edward Clark

(*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

REMUNERATION COMMITTEE

Mr. Mok Wai Bun, Ben (*Committee Chairman*)

Mr. Stephen Edward Clark

Mr. Ma Jianping

NOMINATION COMMITTEE

Mr. Ma Jianping (*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

EXECUTIVE COMMITTEE

Ms. Luan Xiuju (*Committee Chairman*)

Mr. Shen Peng

COMPANY SECRETARY

Ms. Liu Kit Yee, Linda

董事

主席兼非執行董事

馬建平先生

執行董事

樂秀菊女士 (*董事總經理*)

沈芃先生

非執行董事

覃業龍先生

肖建平女士

獨立非執行董事

祈立德先生 (Mr. Stephen Edward Clark)

李鴻鈞先生

莫衛斌先生

審核委員會

祈立德先生 (Mr. Stephen Edward Clark)

(*委員會主席*)

李鴻鈞先生

莫衛斌先生

薪酬委員會

莫衛斌先生 (*委員會主席*)

祈立德先生 (Mr. Stephen Edward Clark)

馬建平先生

提名委員會

馬建平先生 (*委員會主席*)

李鴻鈞先生

莫衛斌先生

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樂秀菊女士 (*委員會主席*)

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廖潔儀女士

SOLICITORS

Conyers, Dill & Pearman

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

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China CITIC Bank Corporation Limited
China Construction Bank Corporation
China Merchants Bank
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
Mizuho Bank, Ltd.
MUFG Bank, Ltd., Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited

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律師

Conyers, Dill & Pearman

核數師

德勤•關黃陳方會計師行

主要往來銀行

中國銀行(香港)有限公司
中信銀行股份有限公司
中國建設銀行股份有限公司
招商銀行
星展銀行(香港)有限公司
恒生銀行有限公司
瑞穗銀行
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MANAGEMENT DISCUSSION AND ANALYSIS

管理層論析

Current status

In 2017, China Foods disposed of the consumer-pack edible oil and other kitchen food products businesses and then the wine and other non-beverage businesses. Currently, China Foods only focuses on its beverage business through its control and operation of CCBL, which is Coca-Cola's fifth largest global bottling partner.

After completing the restructuring of Coca-Cola businesses in China in April 2017, the exclusive franchise right to manufacture, market and distribute products under the Coca-Cola series of the Company was expanded to a total of 19 provincial-level administrative regions. These include Heilongjiang, Jilin, Liaoning, Inner Mongolia, Hebei, Beijing, Tianjin, Shanxi, Shandong, Shaanxi, Gansu, Ningxia, Qinghai, Tibet, Xinjiang, Sichuan, Chongqing, Guizhou and Hunan, covering 81% of mainland China's territory and 51% of its population. The Company provides consumers with nine major types of beverages, namely sparkling drinks, juices, milk drinks, water, enhanced water, coffee, ready-to-drink tea, energy drinks and plant-based protein drinks, under 18 brands.

As of June 2018, we have more than 10 thousands salespeople serving millions customers. Our marketing network has reached 100% of the cities, 100% of the counties and over 60% towns within our operating regions, representing more than half of all retail points in the region. The sales of controllable distribution accounted for majority of total sales.

業務現狀

中國食品在2017年相繼出售小包裝油及其他廚房食品產品業務、酒品類及其他非飲料業務後，只保留飲料業務，目前控股經營中可飲料，為可口可樂全球第五大裝瓶合作夥伴。

在2017年4月可口可樂在中國區業務重組完成後，本公司授權經營可口可樂系列產品範圍擴展為黑龍江、吉林、遼寧、內蒙、河北、北京、天津、山西、山東、陝西、甘肅、寧夏、青海、西藏、新疆、四川、重慶、貴州及湖南共計19個省級行政區域，覆蓋中國內地81%的國土面積和51%的人口數量，並向消費者提供汽水、果汁、果奶、水、功能水、咖啡、即飲茶、能量飲料及植物蛋白飲料等9大品類、18個品牌的產品。

截至2018年6月，本公司擁有逾1萬名銷售人員，服務過百萬家以上的客戶。本公司營銷網路現已覆蓋經營區域內100%的城市、100%的縣城及60%以上的鄉鎮，佔經營區域內半數以上的零售點。其中，可控分銷的銷量佔總銷量的絕大多數。

Development strategy

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

- **Quality system:** Demonstrate a firm commitment to food safety, quality, and full compliance with quality standards required by the government, COFCO and The Coca-Cola Company. Implement a tracking system and enhancement mechanism to become a safe and environmental-friendly enterprise.
- **Product structure:** Continue to optimise and diversify the product structure to offer appealing, high quality beverages that bring consumers enjoyment, refreshment, health and energy.
- **Sales and distribution network:** Provide sustainable and stable high-quality customer services in its operating regions, with the most extensive geographical coverage to support the growing number of customers and their robust business activities, so as to maintain high growth in sales revenue. Meanwhile continue to improve the distribution efficiency and reduce the distribution cost of each unit case; constantly improve the productivity and adaptability of the network; and expand new sales channels based on consumption trends and retail industry developments.
- **Best benefits:** Maintain the Group's continuing profit growth by achieving higher than average growth for the system; continuously increase the net cash flows generated from operating and investment activities, exceeding the system's average profit growth and return on equity, and create returns for society via tax contributions, employment opportunities and charitable activities; share the enterprise's success with employees through the simultaneous realisation of individual value and enterprise development.

發展策略

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

- **質量體系：**堅持在食品安全和質量方面的承諾，嚴格執行國家、中糧及可口可樂質量標準，擁有監控體系和快速的改進機制，成為安全、環保明星企業。
- **產品結構：**不斷優化、豐富產品結構，通過提供時尚、高品質的飲品，為消費者帶來暢爽、怡神、健康與活力。
- **營銷網路：**以最高覆蓋率向經營區域內客戶提供持續穩定的優質服務，促成客戶數量的不斷增長和持續活躍，保持銷售收入的高速良性增長；同時，持續提高配銷效率，降低單箱配銷成本；不斷提升網絡的產出能力和適應能力；根據消費趨勢和零售業發展，不斷拓展新的銷售渠道。
- **最佳效益：**保持集團利潤持續增長，並且增長率高於系統平均水平；經營活動和投資活動所創造的淨現金流持續增長，並且其增長率高於利潤增長率，股東權益回報高於系統平均水平，以稅務貢獻、就業機會及公益投入等回報社會，並通過員工個人價值與企業發展的同步實現與員工分享企業的成功。



- **Team building:** Employees are integrated into a highly efficient, interactive team under a corporate culture that stresses honesty, dedicated professionalism, professional development, innovation and responsibility, and are recognised and appreciated by other bottlers in the system, the industry, our business partners and shareholders and gained their respect.

Industrial environment

Based on the statistics from the National Bureau of Statistics of the PRC, China's GDP achieved a year-on-year growth of 6.8% in the first half of 2018. The national economy was stable on the whole.

With the economy's stable development and the growth and upgrading of consumer demand, the sales volume of non-alcoholic ready-to-drink industry accelerated to high single digit in the first half of 2018 compared to the same period last year driven by Sparkling and emerging categories.

According to data released by Nielsen, China Foods maintained its leading position in the industry and the regions in which it operates. The total sales volume and market share by value of sparkling drinks, juices, bottled water, milk drinks and enhanced water reached 24.3% and 21% respectively. Sparkling drinks and juices continued to maintain a leading position with a year-on-year growth of 31% and 10% in sales volume.

- **團隊建設：**員工以企業文化為指引，凝結成高效互動的合作團隊，充分展現誠實守信的優秀品質、熱情敬業的職業素養、訓練有素的職業行為和創新進取的工作方式，獲得系統內、行業內、合作夥伴、股東的認同、欣賞和尊重。

行業環境

根據中國國家統計局統計數據，2018年上半年，中國國內生產總值同比增長6.8%。國民經濟總體運行平穩。

隨著國民經濟穩定發展，消費者需求的增長與升級，2018年上半年度非酒精即飲行業與去年同期相比，銷量增長至高單位百分比，由汽水及新品帶動。

尼爾森發佈的數據顯示，中國食品在經營區域內的繼續保持行業領先地位，參與經營的汽水、果汁、瓶裝水、果奶和功能水等品類合計銷量與銷售額份額分別為24.3%和21%。汽水和果汁等主要品類繼續保持行業領先地位，銷量同比分別增長31%和10%。

REVIEW OF RESULTS

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

業績回顧

飲料業務2018年中期業績與2017年中期業績相比摘要如下：

		For the six months ended 30 June 2018 截至2018年6月30日止 六個月 (RMB million) (人民幣百萬元)	For the six months ended 30 June 2017 截至2017年6月30日止 六個月 (RMB million) (人民幣百萬元)	Change 變動率
Revenue	收入	8,697.8	6,669.2	+30.4%
Sales volume growth rate	銷量增加百分比			+26.7%
Percentage point decrease of gross profit margin	毛利率下降百分點			-0.9 ppt -0.9個百分點

In the first half of 2018, China Foods achieved growth of 26.7% in sales volume and 30.4% in revenue compared with the same period last year, with revenue growth surpassing sales volume growth. The gross profit margin declined by 0.9 percentage point due to the rise in the cost of bulk raw materials. With the gradual gains in efficiency from the business integration following the merger and acquisitions, and restructuring, the profit margin before tax of newly acquired bottlers improved significantly. China Foods' beverage business has maintained a solid pace of development in terms of the total volume and structure with significant synergistic effect from the regional consolidation.

China Foods tightly controls various fees and expenses with an effective budget management system. In the first half of 2018, the overall expense ratio decreased by 1.99 percentage points, or 0.94 of a percentage point in organic terms. Meanwhile, the Company focused on management of capital expenditures and operating cash flow to gradually reduce finance costs. The operating profit margin was higher than that of the same period last year.

於2018年上半年，中國食品業務實現銷量與收入的雙增長，對比去年同期，分別增長26.7%和30.4%，且收入漲幅超過銷量。毛利率受到大宗原材料上漲影響下降0.9個百分點。由於併購重組後整合效益逐步顯現，新購裝瓶廠稅前利潤率有顯著改善。中國食品飲料業務無論從總量還是結構上，均呈良性發展態勢，區域整合效益顯著。

費用管理方面，中國食品通過有效的全面預算管理，嚴格控制各項費用支出，2018年上半年總體費用率同比下降1.99個百分點，有機口徑下降0.94個百分點。與此同時，本公司注重資本性支出與經營性現金流的管理，逐步降低財務費用，經營利潤率高於去年同期水準。

Business development by beverage category was as follows:

Sparkling drinks

While maintaining the stable development of its core brands, China Foods also promoted new products with a higher gross profit, which brought sustainable development opportunities for sparkling drinks. Among the core brands, Coca-Cola has led the market with the launch of summer promotion campaigns from “Nickname Bottle”, “Lyric Bottle”, “Lines Bottle”, “Code Bottle” to “Bracelet Bottle” in 2018. With these campaigns, Coca-Cola closely followed current hotspots in beverage consumption and at the fashionable trend. Sprite’s collaboration with the popular “King of Glory” mobile game and The Avengers movie of Marvel included the depiction of game and movie characters on product packaging, increasing its appeal among younger consumers. To meet consumer health trends, we upgraded product packaging and introduced sleek can products and improved the proportion of sugar-free series products in the sparkling category. Building on the success of “Coca-Cola Zero” and “Sprite Zero”, we introduced “Sprite Fiber +”, which has maintained a high reorder rate since its debut in March. The sales volume of sugar-free series products increased 84% year-on-year in the first half of 2018.

In the first half of 2018, the market share by value for sparkling products in our operating regions increased by 0.2 of a percentage point.



從品類發展看：

汽水品類

中國食品在保持核心品牌穩健發展的同時，積極推動高毛利新品，為品類帶來可持續發展的機會點。在核心品牌方面，可口可樂通過多年夏季促銷的成功推動，持續引領當下時尚潮流，從「昵稱瓶」、「歌詞瓶」、「台詞瓶」、「密語瓶」到2018年的「手環瓶」，緊扣當期熱點，引爆消費熱潮。雪碧與當下最受歡迎的手遊「王者榮耀」和電影漫威家族相結合，以帶有遊戲和電影人物的產品包裝，拉升雪碧品牌年輕化，吸引目標受眾。在新品方面，針對消費者追求健康、時尚的消費趨勢，產品包裝升級，全面上市摩登罐；同時，大力推動無糖系列產品在汽水生意中的佔比，在「零度可樂」和「雪碧零卡」的基礎上，推出「雪碧纖維+」，自3月上市以來，保持高翻單率。無糖系列產品於2018年上半年銷量同比增長84%。

於2018年上半年，本公司經營區域內汽水品類銷售額份額增長0.2個百分點。

Juices

The Company continued to strengthen the distribution of new-generation Flower series products. It initiated the Spy Bottle campaign in 2018 and held themed roadshows with free drinks for consumers, thus significantly increasing the frequency of product consumption. Through sponsorship of the “Ultimate Challenge”, a popular TV variety show, and cooperation with popular IP dramas, the Company enhanced audience recognition of its “Minute Maid Triple Fruit and Flower” series products and influenced consumer preferences. For retail execution, the Company increased the number of customers for the display of juice rainbow and reinforced the promotion of juice products through catering channels to further encourage the purchasing pattern of consumers.

果汁品類

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





Water

Leveraging on market demand for water products, and separate from the Ice Dew positioned at the RMB1 water market, the Company launched Chun Yue water at the RMB2 price point and explored domestic and overseas source water in order to enter the medium-and high-end water industry. We introduced the new “Chun Yue Shenxian Water” in June 2018 in original, lime and cucumber flavors. Containing no sugar or calories, these products can provide 28% of the recommended daily dietary fiber intake for adults, and satisfy the demands of newly dominant consumer groups in cities.

Energy drinks

“Monster (魔爪) energy drink” was launched across our operating regions in 2017. Precisely targeted marketing helped the product achieve a steady rate of development. On 1 June 2018 Monster initiated an award-winning national uncapping campaign that will run to the end of the year. Monster was also integrated as a prop in the popular Player Unknown’s Battlegrounds game. The Company used the same theme for in-store displays and promotions to consolidate online and offline marketing. Finally, Monster enhanced its cooperation with petrol stations and gymnasiums to increase its distribution through special target channels.

水品類

借助水品類的市場需求，除定位於人民幣1元水市場的冰露外，重點推廣人民幣2元水的主流品牌純悅，並積極探索國內、外水源水，以期進入水品類中高端領域。2018年6月上市新品「純悅神纖水」，共有原味及青檸黃瓜兩種口味，滿足成人日需28%的膳食纖維，且零糖、零熱量，滿足都市新主流消費群體需求。

能量飲料

從「Monster (魔爪) 能量飲料」自2017年在經營區域內全面上市以來，針對目標消費群精準營銷，穩步發展。2018年6月1日開始至年底，魔爪開啟全國範圍揭蓋有獎活動，聯合當前最火爆的「絕地求生•全軍出擊」遊戲，將魔爪作為道具植入，與遊戲場景完美結合。線下也開展對應主題的店內陳列和促銷，做到線上、線下整合營銷。在渠道拓展方面，魔爪也在不斷加強與加油站、健身房的合作，增加在特殊目標渠道的鋪貨。

Ready-to-drink teas

In May 2018, the Company introduced “Yo! Tea”, a western tea drink in fruit flavors including black tea with iced kumquat, black tea with blended berry, and green tea with apple and kiwi. Each is available in 480ml plastic bottles and 480ml cans. The product package design integrates fashion elements and conducts deep interaction with consumers through the three different hand gestures. It also incorporates short videos, close-ups and other interactions through multimedia in its marketing campaign to emphasize the products’ hip-hop style for young consumers.

即飲茶

於2018年5月，本公司推出西方果味茶飲品「啱！茶」，包括冰冽金桔風味調味紅茶飲料、混合莓果風味調味紅茶飲料、蘋果奇異果味調味綠茶飲料共計三個口味。每個口味都包含480ml塑料瓶和480ml易拉罐的兩種包裝。產品包裝設計結合潮流元素，三款手勢與消費者深度互動，還融入短視頻潮拍等互動玩法，將產品炫彩嘻哈的風格不斷強化，是為當下年輕消費群體打造的一款酷炫時尚飲品。



Coffee drinks

In May 2018, GEORGIA launched two new products, the rich aroma American coffee and mellow latte flavor. With improved formula, the products brought new tastes to consumers who are further attracted by the unique high-end coffee cup packaging. As of June, their sales volume is better than expected.

Outlook

In the second half of 2018, China's economy and beverage industry are expected to maintain stable growth. Despite the cost pressures arising from the rising costs of raw materials, the benefits of regional integration and scale derived from platform upgrading will continue to increase. China Foods will continue to upgrade its products and promote the launch of new products such as "Cola Fiber +", "Fanta Zero" and high-end source water. While promoting sales volume and revenue growth, the Company will further enhance its management of costs and fees to guarantee a stable gross profit margin and operating profit margin.

咖啡飲料

於2018年5月，喬雅在中國全新推出濃香美式和醇香拿鐵兩款口味產品，配方升級，帶來醇正香濃的咖啡口感。以獨特的高端咖啡杯造型吸引消費者眼球，截至6月，銷量表現優於預期。

展望

於2018年下半年，中國經濟與飲料行業預計將會持續平穩發展。雖然面臨原材料上漲帶來的成本壓力，但區域相連帶來的整合效益以及平台升級帶來的規模效益會進一步提升。中國食品會繼續推動產品升級，推動「可樂纖維+」、「芬達零卡」、高端水源水等新品上市。並在促進銷量和收入增長的同時，進一步加強成本、費用管理，以保證穩定的毛利率和經營利潤率。



FINANCIAL REVIEW

The primary economic environment for the Group entities is Mainland China. It is Renminbi (“RMB”) that mostly influences the performance of the Group entities and the underlying transactions, events and conditions relevant to the Group entities. Accordingly, the functional currency of the Company has been changed from Hong Kong Dollar (“HKD”) into RMB.

The presentation currency of the condensed consolidated financial statements is changed from HKD to RMB in the current year, comparative figures have been re-presented in RMB.

REVENUE

Sales volume growth amounted to 26.7% while revenue growth reached 30.4%, mainly attributable to the stable results from existing bottling plants, together with the contribution of newly acquired bottling plants after the refranchising project completed in April 2017.

GROSS PROFIT MARGIN

The overall gross profit margin from continuing operation decreased by 0.9 percentage point mainly due to the market competition and continued rise in the price of international commodities and raw material prices (apart from sugar), though we lowered manufacturing costs per unit by leveraging on the advantages from the use of new equipment for production and strengthening the vertical integration of the supply chain.

OTHER INCOME AND GAINS

One-off gains on disposal of certain subsidiaries, equity interests in associates and available-for-sale investment of approximately RMB1,560 million in aggregate were recorded in the first half of 2017, which was in relation to the disposals of equity interests in certain bottling plants in the refranchising project. No material change in other income and gains after excluding the one-off gains mention above.

財務回顧

本集團實體的主要經營環境在中國內地。人民幣(「人民幣」)是主要影響本集團實體的表現及本集團實體的相關交易、事件及狀況的貨幣。因此，本公司功能貨幣已由港元(「港元」)變更為人民幣。

簡明綜合財務報表的列報貨幣於本年度由港元變更為人民幣，比較數字以人民幣重列。

收入

銷量增長達26.7%，而收入增長達30.4%，主要歸因於原有裝瓶廠的穩定業績加上於2017年4月完成重新特許項目之後新收購裝瓶廠的貢獻。

毛利率

持續經營業務的整體毛利率下降0.9個百分點，主要由於國際大宗商品及原材料價格(白糖除外)的市場競爭及價格不斷上升，儘管我們憑著利用新設備生產的優勢和加強供應鏈垂直一體化的優勢，以降低單位生產成本。

其他收入及收益

於2017年上半年，出售若干附屬公司、聯營公司的權益及可供出售投資(有關於重新特許項目出售若干裝瓶廠的股權)錄得一次性收益合共約人民幣15.6億元。其他收入及收益經剔除上述一次性收益之後並無任何重大變動。

DISTRIBUTION AND SELLING EXPENSES RATIO/ADMINISTRATIVE EXPENSES RATIO

Distribution and selling expenses ratio of continuing operations dropped slightly by 0.3 percentage point, was mainly attributable to the improved efficiencies brought by supply chain optimization through regional integration.

Significant one-off professional fees related to the refranchising project were recorded in the corresponding interim results for 2017. The administrative expenses ratio of continuing operations decreased by 1.6 percentage points was mainly due to the decrease in professional fees and gradual gains in efficiency from the business integration in current period.

FINANCE COSTS

Finance costs were comparable to the corresponding interim results for 2017.

INCOME TAX EXPENSES

Significant income tax expense related to the gain on disposal of certain subsidiaries, equity interests in associates and available-for-sale investments of the beverage business as part of the refranchising project was recorded in the corresponding interim results for 2017. Income tax expenses increased in line with profit without considering the above mentioned impact.

LIQUIDITY AND FINANCIAL RESOURCES

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

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

分銷及銷售支出比率／行政支出比率

持續經營業務的分銷及銷售支出比率略降0.3個百分點，主要可歸因於透過區域整合實現供應鏈優化而使效率提高。

2017年相關中期業績錄得與重新特許項目有關的重大一次性專業費用。持續經營業務的行政支出比率下降1.6個百分點，主要乃由於本期間專業費用減少及業務整合效率的逐步體現而達致。

融資成本

融資成本與2017年相應中期業績相若。

所得稅支出

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

流動資金及財務資源

本公司資金部集中管理：

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

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

In the condensed consolidated statement of financial position as at 30 June 2018, the Group's unpledged cash and cash equivalents totaled approximately RMB487 million (31 December 2017: approximately RMB832 million). Net current liabilities were approximately RMB1,905 million (31 December 2017: approximately RMB1,457 million).

Having considered the (i) forecast cash flow from operating activities of continuing operation, (ii) existing financial resources and gearing level of the Group, and (iii) existing banking facilities available to the Group, the directors believe that the Group's financial resources are sufficient to fund its debt payments, day-to-day operations, contracted capital expenditures as at 30 June 2018.

CAPITAL STRUCTURE

As at and for the six months period ended 30 June 2018, the total number of issued shares of the Company remained unchanged at 2,797,223,396. In the condensed consolidated statement of financial position as at 30 June 2018, the Group had interest-bearing bank borrowings of approximately RMB1,757 million (31 December 2017: approximately RMB1,757 million).

As at 30 June 2018 and 31 December 2017, all bank and other borrowings were denominated in Renminbi, carried at annual interest rate, floating in nature, at the rate of 4.28% and will be repayable on or before 2020.

As at 30 June 2018, net assets attributable to owners of the parent were approximately RMB4,154 million (31 December 2017: approximately RMB3,957 million) and net borrowing position of the Group (interest-bearing bank and other borrowings less unpledged cash and cash equivalents) was approximately RMB1,270 million (31 December 2017: approximately RMB925 million) and the net gearing ratio (ratio of net borrowing position of the Group to net assets attributable to owners of the parent) was approximately 31% (31 December 2017: approximately 23%).

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

於2018年6月30日的簡明綜合財務狀況表中，本集團之無抵押現金及現金等值項目合共約為人民幣4.87億元(2017年12月31日：約人民幣8.32億元)。流動負債淨額約為人民幣19.05億元(2017年12月31日：約人民幣14.57億元)。

經考慮(i)持續經營業務的經營活動預測現金流量，(ii)本集團的現有財務資源及槓桿水平，及(iii)本集團可供使用的現有銀行授信，董事相信，本集團有充足財務資源清還債務，為其日常業務營運及於2018年6月30日的已訂約資本開支提供資金。

資本結構

於2018年6月30日及截至該日止六個月期間，本公司之已發行股份總數保持不變，仍為2,797,223,396股。於2018年6月30日的簡明綜合財務狀況表中，本集團有計息銀行借貸約人民幣17.57億元(2017年12月31日：約人民幣17.57億元)。

於2018年6月30日及2017年12月31日，所有銀行及其他借貸均以人民幣計值，按年利率浮息4.28%計息，並將於2020年或之前償還。

於2018年6月30日，母公司擁有人應佔淨資產約為人民幣41.54億元(2017年12月31日：約人民幣39.57億元)，本集團淨借貸(計息銀行及其他借貸減無抵押現金及現金等值項目)約為人民幣12.7億元(2017年12月31日：約人民幣9.25億元)及淨槓桿比率(本集團淨借貸對比母公司擁有人應佔淨資產比率)約為31%(2017年12月31日：約23%)。

CONTINGENT LIABILITIES AND ASSETS PLEDGED

As at 30 June 2018, the Group has no significant contingent liabilities nor assets pledged (other than certain bills payable) (31 December 2017: Nil).

FOREIGN EXCHANGE MANAGEMENT

Majority of monetary assets, monetary liabilities and transactions of the Group were principally denominated in Renminbi and recorded in the books of subsidiaries operating in Mainland China (functional currency as Renminbi). In respect of interest-bearing borrowings as at 30 June 2018, all interest-bearing borrowings were denominated in Renminbi and recorded in the books of the subsidiaries operating in Mainland China.

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

HUMAN RESOURCES

As at 30 June 2018, the Group employed 19,686 staff in Mainland China and Hong Kong (31 December 2017: 20,293). Employees are paid according to their positions, performance, experience and prevailing market practices and are provided with management and professional training.

Employees in Hong Kong are provided with retirement benefits, either under a Mandatory Provident Fund exempted ORSO scheme or under the Mandatory Provident Fund scheme, as well as life insurance and medical insurance. Employees in Mainland China are provided with pension insurance, medical insurance, employment injury insurance, unemployment insurance, maternity insurance and housing fund contributions in compliance with the requirements of the laws of China.

Besides, the Group also encourages employee participation in continuing training programmes, seminars and e-learning courses, through which will enhance their career development and technical skills for tapping individual potentials.

或有負債及資產抵押

於2018年6月30日，本集團並無任何重大或有負債或資產抵押（若干應付票據除外）（2017年12月31日：無）。

外匯管理

本集團之貨幣資產、貨幣負債及交易主要以人民幣計值及計入於在中國內地營運的附屬公司（功能貨幣為人民幣）的賬目。就於2018年6月30日計息借貸而言，全部計息借貸均以人民幣計值及計入於中國內地營運的附屬公司賬目。

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

人力資源

於2018年6月30日，本集團於中國內地及香港共僱用19,686名僱員（2017年12月31日：20,293名）。本集團根據僱員之崗位、表現、經驗及現時市場慣例釐定僱員薪酬，並提供管理及專業培訓予僱員。

本集團透過豁免強制性公積金職業退休計劃或強制性公積金計劃為在香港的僱員提供退休福利，並提供人壽保險及醫療保險；根據中國法律為中國內地員工提供養老保險、醫療保險、工傷保險、失業保險、生育保險及住房公積金等。

另外，本集團亦鼓勵僱員通過參與持續培訓課程研討會及網上學習等培訓以提升個人對事業的全面發展和知識技能及發揮個人潛能。

CHANGE IN THE STRUCTURE OF THE GROUP

In February 2018, COFCO Coca-Cola Huazhong Beverages Limited and Hunan COFCO Coca-Cola Beverages Company Limited, two indirect wholly-owned subsidiaries of CCBL, completed the merger by absorption. After the merger, COFCO Coca-Cola Huazhong Beverages Limited took over all the assets and liabilities of Hunan COFCO Coca-Cola Beverages Company Limited, and its registered capital increased from RMB78,000,000 to RMB144,400,000. In addition, Hunan COFCO Coca-Cola Beverages Company Limited has also completed the cancellation of registration.

Hong Kong, 28 August 2018

本集團之架構變動

於2018年2月，中可飲料的兩間間接全資附屬公司中糧可口可樂華中飲料有限公司及湖南中糧可口可樂飲料有限公司透過收併完成合併。於合併後，中糧可口可樂華中飲料有限公司接管湖南中糧可口可樂飲料有限公司的所有資產及負債，及其註冊資本由人民幣78,000,000元增至人民幣144,400,000元。此外，湖南中糧可口可樂飲料有限公司亦已完成註銷登記。

香港，2018年8月28日

CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

企業管治摘要及其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2018, none of the directors of the Company (the "Director(s)") or their associates has any interest in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any Director is deemed or taken to be under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register to be kept by the Company or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

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

As at 30 June 2018, the interests and short positions of substantial shareholders in the shares and underlying shares of the Company as notified to the Company under Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register of interests of the Company required to be kept under Section 336 of the SFO, were as follows:

董事於股份及相關股份之權益及淡倉

截至2018年6月30日，本公司董事（「董事」）或彼等之聯繫人概無於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文被認為或被視作擁有的權益及淡倉），或根據證券及期貨條例第352條規定須登記於該條所指的本公司所存置之權益登記冊的權益及淡倉，或根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）所載之上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉。

主要股東及其他人士於股份及相關股份之權益及淡倉

於2018年6月30日，根據證券及期貨條例第XV部第2及第3分部而知會本公司；或根據證券及期貨條例第336條記錄於本公司所存置之權益登記冊內，主要股東於本公司股份及相關股份之權益及淡倉如下：

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

於本公司股份及相關股份之好倉總數

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

Notes:

- Long positions in the shares of the Company, other than equity derivatives such as share options, warrants or convertible bonds.
- The percentages were calculated based on the total number of shares of the Company in issue as at 30 June 2018, i.e. 2,797,223,396 shares.
- COFCO (Hong Kong) Limited ("COFCO (HK)") was deemed to be interested in 2,072,688,331 shares held by China Foods (Holdings) Limited which was a wholly-owned subsidiary of COFCO (HK).
- COFCO was deemed to be interested in 2,072,688,331 shares held by China Foods (Holdings) Limited and COFCO (HK) which were wholly-owned subsidiaries of COFCO.

Save as disclosed herein, as at 30 June 2018, the Directors were not aware of substantial shareholders and other persons who had interests or short positions in the shares or underlying shares of the Company.

附註：

- 本公司股份之好倉(權益衍生工具如購股權、認股權證或可換股債券除外)。
- 百分比乃根據本公司於2018年6月30日之已發行股份總數(即2,797,223,396股股份)計算。
- 中糧集團(香港)有限公司(「中糧香港」)被視為於中國食品(控股)有限公司(為中糧香港的全資附屬公司)所持2,072,688,331股股份中擁有權益。
- 中糧被視為於中國食品(控股)有限公司及中糧香港(均為中糧的全資附屬公司)所持合共2,072,688,331股股份中擁有權益。

除本報告披露者外，於2018年6月30日，董事並不知悉主要股東及其他人士於本公司股份或相關股份中擁有之權益或淡倉。



SHARE OPTION SCHEME

The share option scheme adopted by the Company on 21 November 2006 (the “Share Option Scheme”) expired on 20 November 2016 and all share options granted under the Share Option Scheme had been lapsed. Currently, the Company has not adopted any new share option scheme.

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 six months period ended 30 June 2018.

CORPORATE GOVERNANCE CODE

The Company has applied the principles and complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2018.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transactions. Following specific enquiries by the Company, all directors of the Company confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2018.

UPDATES ON DIRECTORS' INFORMATION

At the annual general meeting of the Company held on 1 June 2018, an ordinary resolution was passed to elect Mr. Shen Peng as executive director. Please refer to Appendix 1 to the Company's circular dated 26 April 2018 for his biography and other information.

REVIEW OF INTERIM RESULTS

The unaudited condensed consolidated interim financial information of the Group for the period has been reviewed by the Audit Committee of the Board.

INTERIM DIVIDEND

The Board did not declare the payment of an interim dividend for the interim period (30 June 2017: Nil).

購股權計劃

本公司於2006年11月21日採納購股權計劃(「購股權計劃」)已於2016年11月20日屆滿，而所有根據購股權計劃授出的購股權已經失效。目前，本公司並無採納任何新購股權計劃。

購買、出售或贖回本公司之上市證券

於截至2018年6月30日止六個月期間內，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

企業管治守則

本公司於截至2018年6月30日止六個月整個期間內一直採用上市規則附錄十四所載的《企業管治守則》之原則並遵守其所有守則條文。

董事進行證券交易

本公司已採納上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事進行證券交易之操守守則。經本公司作出具體查詢後，本公司所有董事確認彼等於截至2018年6月30日止六個月整個期間內一直遵守標準守則所載列之規定標準。

更新有關董事信息

於2018年6月1日本公司舉行的股東周年大會，一項普通決議案已獲通過選舉沈芄先生為執行董事。有關其履歷及其他資料，請參閱本公司日期為2018年4月26日的通函之附錄一。

審閱中期業績

本集團於期間內之未經審核簡明綜合中期財務資料已由董事會轄下的審核委員會審閱。

中期股息

董事會並無宣派中期期間之中期股息(2017年6月30日：無)。



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

INTRODUCTION

We have reviewed the condensed consolidated financial statements of China Foods Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 23 to 68, which comprises the condensed consolidated statement of financial position as of 30 June 2018 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and certain 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 directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion 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.

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 Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements 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.

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)

引言

我們已審閱第23頁至第68頁所載中國食品有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的簡明綜合財務報表，當中包括截至2018年6月30日的簡明綜合財務狀況表，以及截至該日止六個月的相關簡明綜合損益報表、簡明綜合全面收入報表、簡明綜合權益變動報表及簡明綜合現金流量表及若干附註解釋。香港聯合交易所有限公司證券上市規則規定編製中期財務資料報告須符合當中的相關條文及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事須負責根據香港會計準則第34號編製及呈列此等簡明綜合財務報表。我們的責任是根據審閱結果對此等簡明綜合財務報表作出結論，並根據我們雙方所協定的應聘條款僅向作為法人的閣下匯報結論，而不作其他用途。我們不會就本報告內容向任何其他人士負上或承擔任何責任。

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「實體獨立核數師對中期財務資料進行審閱」進行審閱工作。審閱此等簡明綜合財務報表包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱範圍遠小於根據香港核數準則進行的審核範圍，故我們無法保證，我們會知悉在審核中可能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 condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
28 August 2018

結論

根據我們的審閱結果，我們並無發現任何事項，致使我們相信此等簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

德勤•關黃陳方會計師行
執業會計師

香港
2018年8月28日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益報表

For the six months ended 30 June 2018
截至2018年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2018 2018年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 2017年 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
	NOTES 附註		
Continuing operation	持續經營業務		
Revenue	收入	4A	8,697,780
Cost of sales	銷售成本		(5,650,173)
			6,669,205
			(4,278,063)
Gross profit	毛利		3,047,607
Other income and gains	其他收入及收益	5	129,666
Distribution and selling expenses	分銷及銷售支出		(2,361,234)
Administrative expenses	行政支出		(215,393)
Other expenses and losses	其他支出及虧損		(15,375)
Finance costs	融資成本	6	(37,117)
Share of profit of associates	應佔聯營公司溢利		28,671
			23,291
Profit before tax from continuing operation	來自持續經營業務之除稅前溢利		576,825
Income tax expense	所得稅支出	7	(128,501)
			1,941,493
			(503,424)
Profit for the period from continuing operation	期內來自持續經營業務之溢利		448,324
			1,438,069
Discontinued operations	終止經營業務		
Loss for the period from discontinued operations	期內來自終止經營業務之虧損	8	-
			(413,781)
Profit for the period	期內溢利	9	448,324
			1,024,288
Profit for the period attributable to:	應佔期內溢利：		
Owners of the Company	本公司擁有人		252,359
Non-controlling interests	非控股權益		195,965
			672,146
			352,142
			448,324
			1,024,288
Earnings per share	每股盈利	11	
From continuing and discontinued operations	來自持續經營及終止經營業務		
Basic (cents)	基本(分)		9.02
			24.03
Diluted (cents)	攤薄(分)		N/A 不適用
			N/A 不適用
From continuing operation	來自持續經營業務		
Basic (cents)	基本(分)		9.02
			38.84
Diluted (cents)	攤薄(分)		N/A 不適用
			N/A 不適用

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收入報表

For the six months ended 30 June 2018

截至2018年6月30日止六個月

		For the six months ended 30 June	
		截至6月30日止六個月	
		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
			(Restated)
			(經重列)
Profit for the period	期內溢利	448,324	1,024,288
Other comprehensive expense	其他全面支出		
Items that may be reclassified subsequently to profit or loss:	可能重新分類至損益之項目：		
Share of other comprehensive loss of an associate, net of related income tax	應佔一間聯營公司其他全面虧損 (已扣除相關所得稅)	-	(929)
Other comprehensive expense for the period, net of tax	期內其他全面支出(已扣除稅項)	-	(929)
Total comprehensive income for the period	期內全面收入總額	448,324	1,023,359
Total comprehensive income for the period attribute to:	應佔期內全面收入總額：		
Owners of the Company	本公司擁有人	252,359	671,542
Non-controlling interests	非控股權益	195,965	351,817
		448,324	1,023,359

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2018
於2018年6月30日

			30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
	NOTES 附註			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	4,641,762	4,658,037
Investment properties	投資物業		20,100	20,100
Prepaid lease payments	預付土地租賃款項		538,532	542,232
Prepayments for property, plant and equipment	物業、廠房及設備之預付款項		6,865	7,389
Goodwill	商譽		3,279,160	3,279,160
Investments in associates	於聯營公司之投資		737,031	708,360
Deferred tax assets	遞延稅項資產		320,545	271,495
			9,543,995	9,486,773
Current assets	流動資產			
Inventories	存貨		1,077,927	1,292,430
Accounts and bills receivables	應收賬款及票據	13	644,364	301,393
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		928,272	977,172
Due from fellow subsidiaries	同系附屬公司欠款	20	34,734	22,621
Due from the immediate holding company	直接控股公司欠款	20	138	138
Due from the ultimate holding company	最終控股公司欠款	20	71	71
Due from non-controlling shareholders of subsidiaries	附屬公司之非控股股東欠款	20	647	5,081
Due from associates	聯營公司欠款	20	26,563	9,305
Prepaid tax	預繳稅項		22,244	25,146
Pledged deposits	抵押存款		10,113	6,424
Cash and cash equivalents	現金及現金等值項目		486,724	832,063
			3,231,797	3,471,844

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2018
於2018年6月30日

			30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
		NOTES 附註		
Current liabilities	流動負債			
Accounts and bills payables	應付賬款及票據	15	1,379,148	1,112,940
Other payables and accruals	其他應付款項及應計負債		2,298,778	3,094,870
Contract liabilities	合約負債		309,762	-
Borrowings	借貸	14	780,000	-
Due to fellow subsidiaries	欠同系附屬公司款項	20	121,309	89,507
Due to the ultimate holding company	欠最終控股公司款項	20	1,336	1,336
Due to non-controlling shareholders of subsidiaries	欠附屬公司之非控股股東款項	20	9,720	17,974
Due to associates	欠聯營公司款項	20	183,358	120,065
Tax liabilities	稅項負債		53,861	492,089
			5,137,272	4,928,781
Net current liabilities	流動負債淨值		(1,905,475)	(1,456,937)
Total assets less current liabilities	資產總值減流動負債		7,638,520	8,029,836
Non-current liabilities	非流動負債			
Borrowings	借貸	14	976,620	1,756,620
Deferred income	遞延收入		207,979	210,106
Deferred tax liabilities	遞延稅項負債		62,869	38,193
			1,247,468	2,004,919
Net assets	資產淨值		6,391,052	6,024,917
Capital and reserve	資本及儲備			
Share capital	股本		293,201	293,201
Share premium and reserves	股份溢價及儲備		3,860,836	3,663,305
Equity attributable to owners of the Company	本公司擁有人應佔權益		4,154,037	3,956,506
Non-controlling interests	非控股權益		2,237,015	2,068,411
Total equity	權益總值		6,391,052	6,024,917

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動報表

For the six months ended 30 June 2018
截至2018年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Issued capital	Share premium	Employee share-based compensation reserve 僱員 股本結算 薪酬儲備	Capital reserve 資本儲備	Reserve funds 儲備金	Asset revaluation reserve 資產 重估儲備	Retained profits 保留溢利	Total	Non- controlling interests 非控股權益	Total equity 權益總值
		RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)
At 1 January 2018	於2018年1月1日	293,201	30,820	-	823,096	22,894	3,204	2,783,291	3,956,506	2,068,411	6,024,917
Profit and total comprehensive income for the period	期內溢利及其他全面收入	-	-	-	-	-	-	252,359	252,359	195,965	448,324
Final 2017 dividends declared (note 10)	已宣派2017年末期股息(附註10)	-	-	-	-	-	-	(54,828)	(54,828)	-	(54,828)
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息	-	-	-	-	-	-	-	-	(27,361)	(27,361)
At 30 June 2018	於2018年6月30日	293,201	30,820	-	823,096	22,894	3,204	2,980,822	4,154,037	2,237,015	6,391,052

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動報表

For the six months ended 30 June 2018

截至2018年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Issued capital	Share premium	Employee share-based compensation reserve 僱員 股本結算 薪酬儲備	Capital reserve	Reserve funds	Asset revaluation reserve	Retained profits	Total	Non- controlling interests	Total equity
		已發行股本	股份溢價	薪酬儲備	資本儲備	儲備金	重估儲備	保留溢利	總計	非控股權益	權益總值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(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)
At 1 January 2017 (Restated)	於2017年1月1日(經重列)	293,201	30,820	21,239	3,105,117	305,382	8,101	1,101,336	4,865,196	1,574,719	6,439,915
Profit for the period	期內溢利	-	-	-	-	-	-	672,146	672,146	352,142	1,024,288
Other comprehensive expense for the period	期內其他全面支出	-	-	-	(604)	-	-	-	(604)	(325)	(929)
Total comprehensive income/(expense) for the period	期內全面收入/(支出) 總額	-	-	-	(604)	-	-	672,146	671,542	351,817	1,023,359
Acquisition of subsidiaries (note 16)	收購附屬公司(附註16)	-	-	-	-	-	-	-	-	166,160	166,160
Release of reserves upon disposal of subsidiaries	於出售附屬公司時 解除儲備	-	-	-	-	(28,219)	-	28,219	-	-	-
Equity-settled share option arrangements	權益結算購股權安排	-	-	(1,017)	-	-	-	-	(1,017)	-	(1,017)
Transfer from retained profits	自保留溢利轉撥	-	-	-	-	1,390	-	(1,390)	-	-	-
Contribution from non- controlling shareholders of a subsidiary	一間附屬公司非控股 股東供款	-	-	-	-	-	-	-	-	36,000	36,000
Final 2016 dividends declared (note 10)	已宣派2016年末期股息 (附註10)	-	-	-	-	-	-	(28,926)	(28,926)	-	(28,926)
At 30 June 2017 (Restated)	於2017年6月30日 (經重列)	293,201	30,820	20,222	3,104,513	278,553	8,101	1,771,385	5,506,795	2,128,696	7,635,491

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2018
截至2018年6月30日止六個月

		For the six months ended 截至以下日期止六個月	
		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 2017年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前溢利		
From continuing operation	來自持續經營業務	576,825	1,941,493
From discontinued operations	來自終止經營業務	–	(382,293)
Adjustments for:	就下列項目作出調整：		
Finance costs	融資成本	37,117	36,706
Share of profits of associates	應佔聯營公司溢利	(28,671)	(23,291)
Bank interest income	銀行利息收入	(2,161)	(8,435)
Dividend income from available-for-sale investments	可供出售投資之股息收入	–	(44,011)
Impairment loss, net of reversal – account receivables	減值虧損(扣除撥回) – 應收賬款	277	73,513
Equity-settled share option expense	權益結算購股權開支	–	(1,017)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	232,668	249,087
Amortisation of other intangible assets	其他無形資產攤銷	–	1,444
Gain on disposal/write-off of property, plant and equipment	物業、廠房及設備 之出售收益/撇銷	5,025	3,743
Impairment of available-for-sale investments	可供出售投資之減值	–	591
Impairment of goodwill	商譽減值	–	421,887
Amortisation of prepaid lease payment	預付土地租賃款項攤銷	9,573	6,112
Provision against inventories	存貨撥備	4,027	10,544
Asset related government grants	資產相關的政府補助	(24,090)	(78,395)
Gain on disposal of subsidiaries	出售附屬公司收益	–	(805,367)
Gain on disposal of equity interests in associates	出售聯營公司股權收益	–	(438,106)
Gain on disposal of available-for-sale investments	出售可供出售投資收益	–	(316,845)
Foreign exchange differences	匯兌差額	(2,044)	(80,083)
		808,546	567,277

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2018
截至2018年6月30日止六個月

		For the six months ended 截至以下日期止六個月	
		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 2017年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Decrease in inventories	存貨減少	210,476	529,202
(Increase)/decrease in accounts and bills receivables	應收賬款及票據 (增加)/減少	(341,862)	11,157
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他 應收款項減少	41,641	46,877
(Increase)/decrease in amounts due from fellow subsidiaries	同系附屬公司欠款(增加)/減少	(12,113)	23,662
Increase in an amount due from the ultimate holding company	最終控股公司欠款增加	–	(330)
Decrease/(increase) in amounts due from non-controlling shareholders of subsidiaries	附屬公司非控股股東 欠款減少/(增加)	4,434	(837)
Increase in amounts due from associates	聯營公司欠款增加	(17,258)	(12,928)
Increase in accounts and bills payables	應付賬款及票據增加	266,208	207,444
Decrease in other payables and accruals	其他應付款項及應計負債減少	(825,671)	(725,441)
Increase in contract liabilities	合約負債增加	309,762	–
Increase/(decrease) in amounts due to fellow subsidiaries	欠同系附屬公司款項增加/(減少)	31,802	(381,154)
Increase in an amount due to the ultimate holding company	欠最終控股公司款項增加	–	719
Increase in amounts due to related companies	欠關連公司款項增加	–	329
(Decrease)/increase in amounts due to non-controlling shareholders of subsidiaries	欠附屬公司非控股股東 款項(減少)/增加	(8,254)	1,570
Increase/(decrease) in amounts due to associates	欠聯營公司款項增加/(減少)	63,293	(59,030)
Cash generated from operations	經營業務所得之現金	531,004	208,517
Interest paid	已付利息	(37,117)	(36,706)
Mainland China income tax paid	已付中國內地所得稅	(143,333)	(192,103)
Net cash from operating activities	經營業務所得之現金淨額	350,554	(20,292)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2018
截至2018年6月30日止六個月

		For the six months ended 截至以下日期止六個月	
		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 2017年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
INVESTING ACTIVITIES	投資活動之現金流量		
Interest received	已收利息	2,161	8,435
(Increase)/decrease in pledged deposits	抵押存款(增加)/減少	(3,689)	5,306
Dividends received from available-for-sale investments	已收可供出售投資之股息	-	44,011
Dividends received from associates	已收聯營公司股息	-	29,146
Mainland China income tax paid on investing activities	投資活動已付中國內地所得稅	(444,868)	(20,400)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	7,397	3,661
Purchases of property, plant and equipment	購置物業、廠房及設備	(253,540)	(275,112)
Acquisition of subsidiaries	收購附屬公司	-	(3,122,231)
Receipt of government grants	收到政府補助	21,963	96,358
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	-	999,881
Proceeds from disposal of equity interests in associates	出售聯營公司股權所得款項	-	483,571
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	-	400,017
Net cash used in investing activities	投資活動所用之現金淨額	(670,576)	(1,347,357)
FINANCING ACTIVITIES	融資活動		
New bank borrowings	新增銀行借款	-	3,054,551
Repayments of bank borrowings	償還銀行借款	-	(1,616,253)
Dividends paid to non-controlling shareholders of subsidiaries	向附屬公司非控股股東支付股息	(27,361)	-
Contribution from non-controlling shareholders of subsidiaries	附屬公司非控股股東供款	-	36,000
Net cash (used in)/from financing activities	融資活動(所用)/所得之現金淨額	(27,361)	1,474,298
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目(減少)/增加淨額	(347,383)	106,649
Cash and cash equivalents at 1 January	於1月1日之現金及現金等值項目	832,063	983,327
Effect of foreign exchange rate changes	匯率變動影響	2,044	32,082
CASH AND CASH EQUIVALENTS AT 30 JUNE	於6月30日之現金及現金等值項目		
represented by bank balances and cash	即銀行結餘及現金	486,724	1,122,058

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2018

截至2018年6月30日止六個月

1. CORPORATE INFORMATION

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

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

During the six months ended 30 June 2018, the Company and its subsidiaries (collectively referred to as the “Group”) were involved in processing, bottling and distribution of sparkling beverage products, and distribution of still beverage products.

The primary economic environment for the Group entities is Mainland China. It is Renminbi (“RMB”) that mostly influences the performance of the Group entities and the underlying transactions, events and conditions relevant to the Group entities. Accordingly, the functional currency of the Company has been changed from Hong Kong Dollar (“HKD”) into RMB.

The presentation currency of the condensed consolidated financial statements is changed from HKD to RMB in the current year. Comparative figures have been re-presented in RMB.

1. 公司資料

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

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

截至2018年6月30日止六個月，本公司及其附屬公司(統稱「本集團」)參與加工、裝瓶及分銷汽水飲料產品以及分銷不含氣飲料產品。

本集團實體的主要經營環境在中國內地。人民幣(「人民幣」)是主要影響本集團實體的表現及與本集團實體的相關交易、事件及狀況的貨幣。因此，本公司功能貨幣已由港元(「港元」)變更為人民幣。

簡明綜合財務報表的列報貨幣於本年度由港元變更為人民幣。比較數字以人民幣重列。

2. BASIS OF PREPARATION

The condensed consolidated financial statement is prepared in accordance with Hong Kong Accounting Standard 34 (HKAS 34) Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The condensed consolidated financial statements have been prepared on a going concern basis notwithstanding that the Group had net current liabilities of RMB1,905,475,000 at the end of the reporting period. In preparing these condensed consolidated financial statements, the directors have given careful consideration to the current and anticipated future liquidity of the Group. Taking into account, inter alia, (i) the unutilised loan facilities at the end of the reporting period, and (ii) the expected net cash inflows generated from the Group’s operations for the next twelve months. The directors are of the opinion that the Group will be able to meet its liabilities as and when they fall due. Accordingly, the directors consider that the preparation of these condensed consolidated financial statements on a going concern basis is appropriate.

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties, which are measured at fair value.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2018 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2017.

2. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號中期財務報告以及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄16的適用披露規定而編製。

儘管本集團於報告期末有流動負債淨額人民幣1,905,475,000元，簡明綜合財務報表仍按持續經營基準編製。於編製本簡明綜合財務報表時，董事已仔細考慮本集團之現有及預期未來流動資金。經考慮（其中包括）(i)於報告期末未動用之貸款授信，及(ii)本集團業務於未來十二個月產生之預期現金流入淨額，董事認為，本集團將能夠應付其到期負債。因此，董事認為按持續經營基準編製本簡明綜合財務報表乃屬適當。

3. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟投資物業按公平值計量。

除應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）導致的會計政策變動外，截至2018年6月30日止六個月簡明綜合財務報表使用的會計政策及計算方法與編製本集團截至2017年12月31日止年度之年度財務報表相同。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2018
截至2018年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2018 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current interim period. HKFRS 15 superseded HKAS 18 Revenue and the related interpretations.

The Group recognises revenue from sale of beverage products.

3. 主要會計政策(續)

應用新訂香港財務報告準則及對香港財務報告準則的修訂

於當前中期期間，本集團已首次應用以下香港會計師公會頒佈於2018年1月1日或之後的年度期間強制生效的新訂香港財務報告準則及對香港財務報告準則的修訂，以編製本集團簡明綜合財務報表：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收入及相關修訂
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號(修訂本)	以股份為基礎的支付交易的分類及計量
香港財務報告準則第4號(修訂本)	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約
香港會計準則第28號(修訂本)	作為2014年至2016年週期香港財務報告準則年度改進的一部分
香港會計準則第40號(修訂本)	投資物業轉讓

新訂香港財務報告準則及對香港財務報告準則的修訂已根據各自準則及修訂的相關過渡條文應用，導致下述會計政策、呈報金額及／或披露變動。

3.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動

本集團已於本中期期間首次採納香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號收入及相關詮釋。

本集團自銷售飲料產品確認收入。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and the related interpretations.

Key changes in accounting policies resulting from application of HKFRS 15

HKFRS 15 introduces a 5-step approach when recognising revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)

本集團已追溯應用香港財務報告準則第15號，而初始應用該準則的累計影響於初始應用日期2018年1月1日確認。初始應用日期的任何差額於期初保留溢利中確認，及並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅將該準則追溯用於2018年1月1日尚未完成的合約。因此，比較資料乃根據香港會計準則第18號收入及相關詮釋編製，故若干比較資料可能無法比較。

應用香港財務報告準則第15號導致會計政策的主要變動

香港財務報告準則第15號引入確認收入的五個步驟：

- 第一步：識別與客戶訂立的合約
- 第二步：識別合約中的履約義務
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中的履約義務
- 第五步：於本集團完成履約義務時(或就此)確認收入

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. 主要會計政策(續)

3.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動(續)

應用香港財務報告準則第15號導致會計政策的主要變動(續)

根據香港財務報告準則第15號，於(或就此)完成履約義務時，本集團確認收入，即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

履約義務指不同的商品及服務(或一組商品或服務)或一系列大致相等的不同商品及服務。

控制權隨時間轉移，而倘滿足以下其中一項標準，則收入乃參照完全滿足相關履約義務的進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約產生或強化一項資產，該資產於本集團履約時乃由客戶控制；或
- 本集團之履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之付款具有可執行之權利。

否則，收入於客戶獲得商品或服務控制權的時間點確認。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Variable consideration

For contracts that contain variable consideration (volume based rebates to customers), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)

應用香港財務報告準則第15號導致會計政策的主要變動 (續)

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或已可自客戶收取代價)，而須轉讓商品或服務予客戶之義務。

可變代價

就包含可變代價的合約(應付客戶的以數量為基礎回扣)而言，本集團可使用(a)期望價值法或(b)最可能金額估計其有權獲取的代價金額，取決於哪種方法將能更好的預測本集團有權獲取的代價金額。

可變代價的估計金額將計入交易價格，並以當可變代價相關不確定因素隨後獲解除，該入賬將不會導致重大收入撥回為限。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

Variable consideration (continued)

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Consideration payable to a customer

Consideration payable to a customer includes rebate for promotional activities at customers' location that the Company pays, or expects to pay, to the customer. Consideration payable to a customer also includes credit or other items that can be applied against amounts owed to the Company. The Group accounts for consideration payable to a customer as a reduction of the transaction price and, therefore, of revenue as the payment is not exchange for distinct good or service that the customer transfers to the Group. The Group recognises such reduction of revenue when (or as) the later of either of the following events occurs: (a) the Group recognises revenue for the transfer of the related goods or services to the customer; and (b) the Group pays or promises to pay the consideration (even if the payment is conditional on a future event).

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)

應用香港財務報告準則第15號導致會計政策的主要變動 (續)

可變對價 (續)

於各報告期末，本集團更新估計交易價格(包括更新評估可變代價的估計是否受限)以如實反映報告期末的情況及於報告期間的情況變化。

應付客戶代價

應付客戶代價包括本公司就於客戶所在位置進行促銷活動支付或預期支付客戶的回扣。應付客戶代價亦包括可用於抵銷欠付本公司款項的信貸或其他項目。本集團因而將應付客戶代價入賬作為交易價格自收入的扣減，因為付款並非用於交換客戶轉移至本集團的不同商品或服務。本集團於下列任何一項事件發生(以較遲者為準)時(或之後)確認收益減少：(a)本集團確認向客戶轉讓相關貨品或服務的收入；(b)本集團支付或承諾支付代價(即使付款以未來事件為條件)。

**3. PRINCIPAL ACCOUNTING POLICIES
(continued)****3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)****Key changes in accounting policies resulting from application of HKFRS 15 (continued)**

The following adjustment was made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2018. Line items were not affected by the changes have not been included.

3. 主要會計政策 (續)**3.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)****應用香港財務報告準則第15號導致會計政策的主要變動 (續)**

以下為對於2018年1月1日簡明綜合財務狀況表中確認的金額作出之調整。未受變動影響之項目並未計入在內。

	Note	Carrying amounts	Reclassification	Carrying amounts
		previously reported at 31 December 2017		under HKFRS 15 at 1 January 2018
	附註	於2017年12月31日 先前呈報的 賬面值 RMB'000 人民幣千元	重新分類 RMB'000 人民幣千元	根據香港財務 報表準則 第15號於2018年 1月1日賬面值 RMB'000 人民幣千元
Other payables and accruals	(i)	3,094,870	(1,205,129)	1,889,741
Contract liabilities		-	1,205,129	1,205,129

Note:

- (i) Previously included in other payables and accruals, RMB1,205,129,000 related to advance payment received from customer for purchase of the Group's products. This balance is reclassified to contract liabilities upon application of HKFRS 15.

附註：

- (i) 先前計入其他應付款項及應計負債中，人民幣1,205,129,000元與就購買本集團產品收取客戶墊款相關。該結餘於應用香港財務報告準則第15號之後重新分類至合約負債。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2018

截至2018年6月30日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

Key changes in accounting policies resulting from application of HKFRS 15 (continued)

The following table summaries the impacts of applying HKFRS15 on the Group's condensed consolidated statement of financial position as at 30 June 2018 and the condensed consolidated statement of profit or loss for the six months period then ended for each of the line items affected. Line items that were not affected by the changes have not been included.

		Notes	As reported	Adjustment	Amounts without application of HKFRS 15 不計及應用香港財務報告準則第15號的金額 RMB'000 人民幣千元
		附註	如呈報 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	
Other payables and accruals	其他應付款項及應計負債	(i)	2,298,778	309,762	2,608,540
Contract liabilities	合約負債		309,762	(309,762)	-
Revenue	收入		8,697,780	53,280	8,751,060
Distribution and selling expenses	分銷及銷售開支	(ii)	2,361,234	53,280	2,414,514

Notes:

- (i) RMB309,762,000 related to advance payment received from customer for purchase of the Group's products would have been included in other payables and accruals prior to application of HKFRS 15. Under HKFRS 15, this balance is classified as contract liabilities in the condensed consolidated statement of financial position as at 30 June 2018.
- (ii) RMB53,280,000 related to promotion expense for promotion activities performed by the distributors would have been included in distribution and selling expenses prior to application of HKFRS 15. Under HKFRS 15, this amount reduces revenue in the condensed consolidated statement of profit or loss for the six months period ended 30 June 2018.

3. 主要會計政策 (續)

3.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)

應用香港財務報告準則第15號導致會計政策的主要變動 (續)

下表概述對本集團於2018年6月30日的簡明綜合財務狀況表及截至該日止六個月期間的簡明綜合損益報表應用香港財務報告準則第15號的影響之各項目。未受變動影響之項目並未計入在內。

附註：

- (i) 於應用香港財務報告準則第15號前，與就購買本集團產品收取客戶墊款相關的人民幣309,762,000元已包括在其他應付款項及應計負債當中。根據香港財務報告準則第15號，該結餘被分類至於2018年6月30日的簡明綜合財務狀況表的合約負債中。
- (ii) 於應用香港財務報告準則第15號前，與促銷活動的促銷支出相關的人民幣53,280,000元已包括在分銷及銷售支出當中。根據香港財務報告準則第15號，該金額於截至2018年6月30日止六個月期間的簡明綜合損益報表的收入中扣減。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments and the related amendments

In the current period, the Group has applied HKFRS 9 Financial Instruments and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for i) the classification and measurement of financial assets and financial liabilities, ii) expected credit losses (“ECL”) for financial assets and iii) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

3. 主要會計政策(續)

3.2 應用香港財務報告準則第9號金融工具及相關修訂的會計政策影響及變動

於本期間，本集團已採用香港財務報告準則第9號金融工具及其他相應的香港財務報告準則修訂。香港財務報告準則第9號就i)金融資產及金融負債的分類及計量，ii)金融資產的預期信用損失(「預期信用損失」)及iii)一般對沖會計法引入新規定。

本集團已根據香港財務報告準則第9號所載的過渡條文採用香港財務報告準則第9號，即將分類及計量規定(包括減值)追溯應用於2018年1月1日(初始應用日期)尚未取消確認的工具，而並無將該等規定應用於2018年1月1日已取消確認的工具。2017年12月31日之賬面值與2018年1月1日之賬面值間的差額於期初保留溢利及其他權益的組成部分中確認，並無重列比較資料。

因此，比較資料乃根據香港會計準則第39號金融工具：確認及計量編製，故若干比較資料可能無法比較。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments and the related amendments (continued)

Key changes in accounting policies resulting from application of HKFRS 9

Classification and measurement of financial assets

Trade receivables arising from contracts with customers are initially measured in accordance with HKFRS 15.

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at amortised cost or fair value.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 主要會計政策 (續)

3.2 應用香港財務報告準則第9號金融工具及相關修訂的會計政策影響及變動 (續)

應用香港財務報告準則第9號導致會計政策的主要變動

金融資產分類及計量

與客戶簽訂合約產生的貿易應收款項初始根據香港財務報告準則第15號計量。

所有已確認金融資產屬香港財務報告準則第9號範圍內，其後按攤銷成本或公平值計量。

符合下列條件的債務工具其後按攤銷成本計量：

- 以收取合約現金流量為目的而持有金融資產之經營模式內持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合下列條件的債務工具其後按公平值計入其他全面收入（「按公平值計入其他全面收入」）計量：

- 以收取合約現金流量和出售金融資產為目的而持有資產之經營模式內持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments and the related amendments (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

Classification and measurement of financial assets (continued)

All other financial assets are subsequently measured at fair value through profit or loss (“FVTPL”), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

In addition, the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 主要會計政策 (續)

3.2 應用香港財務報告準則第9號金融工具及相關修訂的會計政策影響及變動 (續)

應用香港財務報告準則第9號導致會計政策的主要變動 (續)

金融資產分類及計量 (續)

所有其他金融資產其後按公平值計入損益(「按公平值計入損益」)計量，但在首次應用／首次確認金融資產之日，倘該股權投資並非持作買賣，亦非由於收購方在香港財務報告準則第3號業務合併所適用的業務合併中確認的或有代價，本集團可不可撤銷地選擇於其他全面收入(「其他全面收入」)呈列股權投資的其後公平值變動。

此外，本集團可能不可撤銷地指定符合攤銷成本或按公平值計入其他全面收入準則的債務投資為按公平值計入損益計量，倘若此舉可消除或顯著減少會計錯。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments and the related amendments (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including cash and cash equivalents, pledged deposits, accounts and bills receivables and other receivables). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivables. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 主要會計政策 (續)

3.2 應用香港財務報告準則第9號金融工具及相關修訂的會計政策影響及變動 (續)

應用香港財務報告準則第9號導致會計政策的主要變動 (續)

預期信用損失模式下之減值

本集團根據香港財務報告準則第9號就發生減值之金融資產(包括現金及現金等值項目、抵押存款、應收賬款及票據及其他應收款項)確認預期信用損失的虧損準備。預期信用損失的金額於各報告日期更新，以反映自初始確認後信用風險的變化。

存續期預期信用損失指相關工具的預期使用期內所有可能的違約事件產生之預期信用損失。相反，12個月預期信用損失(「12個月預期信用損失」)指預期於報告日期後12個月內可能發生的違約事件導致之存續期預期信用損失部分。評估乃根據本集團的歷史信用損失經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團通常就應收賬款確認存續期預期信用損失。該等資產的預期信用損失將使用適當組別的撥備矩陣進行集體評估。

對於所有其他工具，本集團計量的虧損準備等於12個月預期信用損失，除非自初始確認後信用風險顯著增加，則本集團確認存續期預期信用損失。是否應確認存續期預期信用損失的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加而定。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments and the related amendments (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

Impairment under ECL model (continued)

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 主要會計政策 (續)

3.2 應用香港財務報告準則第9號金融工具及相關修訂的會計政策影響及變動 (續)

應用香港財務報告準則第9號導致會計政策的主要變動 (續)

預期信用損失模式下之減值 (續)

信用風險顯著增加

於評估自初始確認後信用風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。

特別是，在評估信用風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信用評級實際或預期顯著惡化；
- 外部市場信用風險指標的顯著惡化，如信貸利差，債務人的信用違約掉期價格大幅增加；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；及
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments and the related amendments (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

Impairment under ECL model (continued)

Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

3. 主要會計政策 (續)

3.2 應用香港財務報告準則第9號金融工具及相關修訂的會計政策影響及變動 (續)

應用香港財務報告準則第9號導致會計政策的主要變動 (續)

預期信用損失模式下之減值 (續)

信用風險顯著增加 (續)

儘管如上文所述，倘於報告日期債務工具被釐定為低信用風險，則本集團假設債務工具的信用風險並未大幅增加。倘若 i) 違約風險低，ii) 借款人在短期內履行其合約現金流量義務的能力很強及 iii) 較長時期內經濟形勢和經營環境存在不利變化但未必一定降低借款人履行其合約現金流量義務的能力，則該債務工具被視為具有較低信用風險。本集團認為，如債務工具擁有內部及外界信用評級為按國際認同定義的「投資級別」，則其具有低信用風險。

計量及確認預期信用損失

預期信用損失之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments and the related amendments (continued)

Key changes in accounting policies resulting from application of HKFRS 9 (continued)

Impairment under ECL model (continued)

Measurement and recognition of ECL (continued)

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with the corresponding adjustment recognised through a loss allowance account.

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The application of ECL model has no material impact on retained profits or other comprehensive income at 1 January 2018.

The application of HKFRS 9 has no material impact on the classification and measurement (including impairment) of financial assets and financial liabilities at 1 January 2018.

3. 主要會計政策 (續)

3.2 應用香港財務報告準則第9號金融工具及相關修訂的會計政策影響及變動 (續)

應用香港財務報告準則第9號導致會計政策的主要變動 (續)

預期信用損失模式下之減值 (續)

計量及確認預期信用損失 (續)

一般而言，預期信用損失為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間估計的差額，按初始確認時釐定之實際利率貼現。

利息收入乃根據金融資產之賬面總額計算，除非金融資產發生信用減值，在此情況下，利息收入根據金融資產之攤銷成本計算。

本集團於損益中確認所有金融工具之減值收益或虧損，而相應調整於虧損備抵賬中確認。

於2018年1月1日，本公司董事根據香港財務報告準則第9號之規定，使用無需付出不必要成本或能力而可得之合理且可支持的資料審閱及評估本集團現有的金融資產是否存在減值。應用預期信用損失模型對2018年1月1日之保留溢利或其他全面收入並無重大影響。

應用香港財務報告準則第9號對於2018年1月1日的金融資產及金融負債的分類及計量(包括減值)並無重大影響。

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4A. REVENUE

Disaggregation of revenue

		For the six months ended 30 June 2018 截至2018年 6月30日止六個月
		Beverage 飲料
		RMB'000 人民幣千元
		(Unaudited) (未經審核)
Types of goods	商品類型	
Sparkling drinks	汽水	5,753,971
Water	水品類	1,279,699
Juices	果汁	1,120,528
Others	其他	543,582
Total	總計	8,697,780
Timing of revenue recognition	確認收入的時間	
A point in time	某個時間點	8,697,780

4B. OPERATING SEGMENT INFORMATION

After the wine segment, kitchen food segment and the others segment were disposed of during 2017, the Group's revenue and consolidated results are mainly derived from processing, bottling and distribution of sparkling and still beverages, which is regarded as a single reportable segment in a manner consistent with the way in which information is reported internally to the Group's senior management for the purpose of resource arrangement and performance assessment. Accordingly, no segment information is presented.

Geographical information

All revenue of the continuing operation of the Group is derived from customers operating in Mainland China and over 90% of the Group's non-current assets, other than deferred tax assets, are situated in Mainland China, hence no geographical information is presented in accordance with HKFRS 8 Operating Segments.

4A. 收入

收入分類

4B. 經營分部資料

於2017年內出售酒品類分部、廚房食品分部及其他分部後，本集團的收入及綜合業績主要來自加工、裝瓶及分銷汽水及不含氣飲料，就用於資源安排和績效評估而言，該分部被視為單一報告分部，呈報方式與向本集團高級管理人員內部報告信息的方式一致。因此，並無呈列分部資料。

地域資料

本集團持續經營業務之全部收入源於中國內地經營的客戶，以及本集團除遞延稅項資產外的非流動資產超過90%位於中國內地，故並無根據香港財務報告準則第8號經營分部呈列地域資料。

4B. OPERATING SEGMENT INFORMATION (continued)**Information about major customers**

During the current period, there was no revenue derived from a single customer which accounted for 10% or more of the Group's revenue (2017: Nil).

4B. 經營分部資料(續)**主要客戶資料**

於當前期間，並無來自單一客戶之收入佔本集團收入的10%或以上(2017年：無)。

5. OTHER INCOME AND GAINS**5. 其他收入及收益**

		For the six months ended 截至以下日期止六個月	
		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 2017年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Continuing operation	持續經營業務		
Other income	其他收入		
Compensation income (Note i)	補償收入(附註i)	52,933	–
Subcontracting service	代加工服務	26,565	15,694
Government grants (Note ii)	政府補貼(附註ii)	24,090	30,110
Sale of by-products and scrap items	銷售副產品及廢料項目	5,920	6,712
Bank interest income	銀行利息收入	2,161	5,724
Dividend income from available-for-sale investments	可供出售投資的股息收入	–	44,011
Others	其他	11,737	3,617
		123,406	105,868
Gains	收益		
Foreign exchange differences, net	匯兌差額，淨額	2,044	–
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	4,216	–
Gain on disposal of subsidiaries (Note 17)	出售附屬公司收益(附註17)	–	805,367
Gain on disposal of the equity interests in associates	出售聯營公司股權收益	–	438,106
Gain on disposal of available-for-sale investments	出售可供出售投資收益	–	316,845
		6,260	1,560,318
		129,666	1,666,186

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5. OTHER INCOME AND GAINS (continued)

Note i: Compensation income represents amount received from the holding company of non-controlling shareholder of a subsidiary of the Company for system related expenses incurred.

Note ii: Various government grants were granted for investments in certain provinces in Mainland China in which the Company's subsidiaries operate. Government grants for which related expenditure has not yet been undertaken are included in deferred income (non-current portion) and other payables and accruals (current portion) in the condensed consolidated statement of financial position, respectively. There are no unfulfilled conditions or contingencies relating to these grants.

5. 其他收入及收益(續)

附註 i：補償收入指就系統產生的相關支出收取本公司一家附屬公司非控股股東之控股公司的款項。

附註 ii：本集團已獲授多項政府補助，用作投資本公司附屬公司經營所在之中國內地若干省份。政府補助相關的未承諾支出已分別包括在簡明綜合財務狀況表中的遞延收入(非流動部份)及其他應付款項及應計負債(流動部份)內。有關補助並無任何尚未符合之條件或其他或有事項。

6. FINANCE COSTS

6. 融資成本

		For the six months ended	
		截至以下日期止六個月	
		30 June 2018	30 June 2017
		2018年	2017年
		6月30日	6月30日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
			(Restated)
			(經重列)
Continuing operation	持續經營業務		
Interest on bank loans	銀行貸款之利息	36,899	36,059
Interest on loans from non-controlling shareholders of a subsidiary	附屬公司非控股股東貸款之利息	218	482
		37,117	36,541

7. INCOME TAX EXPENSE

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 (six months ended 30 June 2017: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates. Pursuant to the approvals issued by the State Administration of Taxation of the PRC during 2013, the Company and certain of its subsidiaries are regarded as Chinese Resident Enterprises (collectively the “CREs”) and relevant enterprise income tax policies of the PRC are applicable to the CREs commencing from 1 January 2013.

7. 所得稅支出

由於本集團於期內概無任何於香港產生的應課稅溢利，故並無就香港利得稅作出撥備（截至2017年6月30日止六個月：無）。其他地區之應課稅溢利之稅項乃根據本集團經營所在之司法權區之現行稅率計算。根據中國國家稅務總局於2013年發出之批文，本公司及若干附屬公司被視為中國居民企業（統稱「中國居民企業」），中國相關企業所得稅政策由2013年1月1日起適用於中國居民企業。

		For the six months ended	
		截至以下日期止六個月	
		30 June 2018	30 June 2017
		2018年	2017年
		6月30日	6月30日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
			(Restated)
			(經重列)
Continuing operation	持續經營業務		
Current tax	即期稅項		
PRC enterprise income tax	中國企業所得稅	153,958	540,053
Over provision in prior years	過往年度超額撥備		
PRC enterprise income tax	中國企業所得稅	(1,083)	–
Deferred tax	遞延稅項		
Current year	當前年度	(24,374)	(36,629)
Total tax charge for the period	期內稅項支出總額	128,501	503,424

The share of tax attributable to associates amounting to RMB9,606,000 (six months ended 30 June 2017: RMB8,145,000) is included in “Share of profits of associates” in the condensed consolidated statement of profit or loss.

聯營公司應佔稅項人民幣9,606,000元（截至2017年6月30日止六個月：人民幣8,145,000元），乃計入簡明綜合損益報表中「應佔聯營公司溢利」。

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8. DISCONTINUED OPERATIONS

(1) Disposal of the kitchen food segment

On 25 May 2017, COFCO Food Sales & Distribution Co., Ltd., (“COFCO Food Sales & Distribution”) a former wholly-owned subsidiary of the Company, entered into an equity transfer agreement with COFCO Fortune Holdings Limited, a wholly-owned subsidiary of China Agri-Industries Holdings Limited (“China Agri”), a fellow subsidiary of the Company, pursuant to which COFCO Food Sales & Distribution agreed to transfer its entire equity interest in COFCO Fortune Food Sales & Distribution Co., Ltd., a subsidiary of the Group’s then kitchen food segment for a total consideration of RMB1,050 million (the “Transaction”). The Transaction was completed in September 2017. The comparative figures in the condensed consolidated statement of profit or loss have been restated to re-present the kitchen food segment as a discontinued operation.

The profit for the six months ended 30 June 2017 from the discontinued kitchen food segment is set out below.

8. 終止經營業務

(1) 出售廚房食品分部

於2017年5月25日，本公司的前全資附屬公司中糧食品營銷有限公司(「中糧營銷」)與本公司的同系附屬公司中國糧油控股有限公司(「中糧控股」)的全資附屬公司COFCO Fortune Holdings Limited訂立一份股權轉讓協議，據此，中糧營銷同意轉讓其於本集團當時的廚房食品分部的附屬公司中糧福臨門食品營銷有限公司的全部股權，代價總額為人民幣1,050百萬元(「該交易」)。該交易於2017年9月完成。簡明綜合損益報表的比較數據已予重列以重新呈列廚房食品分部為終止經營業務。

終止經營廚房食品分部於截至2017年6月30日止六個月的溢利載列如下。

		For the six months ended 30 June 2017 截至2017年6月30日止六個月 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue	收入	5,885,596
Cost of sales	銷售成本	(5,391,261)
Other income	其他收入	3,752
Distribution and selling expenses	分銷及銷售支出	(466,545)
Administrative expenses	行政支出	(7,973)
Other expenses and losses	其他支出及虧損	(35)
Profit before tax	除稅前溢利	23,534
Income tax expense	所得稅支出	(4,221)
Profit for the period	期內溢利	19,313

8. DISCONTINUED OPERATIONS (continued)

(1) Disposal of the kitchen food segment (continued)

During the six months ended 30 June 2017, the kitchen food segment contributed RMB111,068,000 to the Group's net operating cash flows, RMB31,994,000 in respect of investing activities and nil in respect of financing activities.

(2) Disposal of the wine segment and the others segment

On 16 October 2017, the Company entered into an equity transfer agreement with China Foods (Holdings) Limited, the immediate holding company of the Company, pursuant to which the Company agreed to transfer its entire equity interest in COFCO Wines & Spirits Holdings Limited, COFCO Premier Brands Limited, Global Lander Limited and Superb Vision Limited, comprising of the wine segment and the others segment for a total consideration of RMB1,187 million (the "Disposal"), and the Company would receive payment of RMB3,107 million from China Foods (Holdings) Limited before the date of completion of the Disposal for the settlement of loans owned to the Company by the relevant members of those companies to be disposed of. The Disposal was completed in December 2017. The comparative figures in the condensed consolidated statement of profit or loss have been restated to re-present the wine segment and the others segment as discontinued operations.

The loss for the six months ended 30 June 2017 from the discontinued wine segment and the others segment is set out below.

8. 終止經營業務(續)

(1) 出售廚房食品分部(續)

截至2017年6月30日止六個月，廚房食品分部為本集團經營現金流淨額貢獻人民幣111,068,000元、就投資活動貢獻人民幣31,994,000元及並無向融資活動作出貢獻。

(2) 出售酒品類分部及其他分部

於2017年10月16日，本公司與本公司直接控股公司中國食品(控股)有限公司訂立一份股權轉讓協議，據此，本公司同意轉讓其於組成酒品類分部及其他分部的附屬公司中糧酒業控股有限公司、COFCO Premier Brands Limited、環宇泛達有限公司及Superb Vision Limited的全部股權，代價總額為人民幣1,187百萬元(「出售事項」)及本公司預期於出售事項完成前自中國食品(控股)有限公司收取人民幣3,107百萬元以償還該等出售公司相關成員公司結欠本公司的貸款。出售事項於2017年12月完成。簡明綜合損益報表的比較數據已予重列以重新呈列酒品類分部及其他分部為終止經營業務。

終止經營酒品類分部及其他分部於截至2017年6月30日止六個月的虧損載列如下。

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8. DISCONTINUED OPERATIONS (continued)

(2) Disposal of the wine segment and the others segment (continued)

8. 終止經營業務(續)

(2) 出售酒品類分部及其他分部(續)

		For the six months ended 30 June 2017 截至2017年6月30日止六個月 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue	收入	1,217,120
Cost of sales	銷售成本	(661,862)
Other income	其他收入	36,461
Distribution and selling expenses	分銷及銷售支出	(440,898)
Administrative expenses	行政支出	(89,939)
Finance costs	融資成本	(165)
Impairment of goodwill	商譽減值	(421,887)
Other expenses and losses	其他支出及虧損	(44,657)
Loss before tax	除稅前虧損	(405,827)
Income tax expense	所得稅支出	(27,267)
Loss for the period	期內虧損	(433,094)

During the six months ended 30 June 2017, the wine segment and the others segment incurred net operating cash outflows of RMB115,340,000, net investing cash outflows of RMB76,089,000 and contributed RMB36,000,000 in respect of financing activities.

截至2017年6月30日止六個月，酒品類分部及其他分部產生經營現金流出淨額人民幣115,340,000元、投資活動現金流出淨額人民幣76,089,000元及就融資活動貢獻人民幣36,000,000元。

9. PROFIT FOR THE PERIOD

Profit for the period from continuing operation has been arrived at after charging:

9. 期內溢利

持續經營業務期內溢利乃扣除以下各項後達致：

		For the six months ended 截至以下日期止六個月	
		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 2017年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
(a)	Cost of sales		
	Cost of inventories sold	5,646,146	4,275,778
	Provision against inventories	4,027	2,285
		5,650,173	4,278,063
(b)	Other items		
	Depreciation of property, plant and equipment	232,668	196,164
	Amortisation of prepaid lease payments	9,573	4,172
	Write-off of property, plant and equipment*	9,241	2,250
	Impairment loss of receivables*	277	73

* The items are included in "other expenses and losses" in the condensed consolidated statement of profit or loss.

* 該等項目計入簡明綜合損益報表的「其他支出及虧損」中。

10. DIVIDEND

During the current interim period, a final dividend of HK2.4 cents per share in respect of the year ended 31 December 2017 (2017: HK1.2 cents per share in respect of the year ended 31 December 2016) was declared to the owners of the Company. The aggregate amount of the final dividend declared in the interim period amounted to RMB54,828,000 (2017: RMB28,926,000).

10. 股息

於當前中期期間，有關截至2017年12月31日止年度的末期股息每股2.4港仙(2017年：有關截至2016年12月31日止年度的末期股息每股1.2港仙)已宣派予本公司擁有人。於中期期間宣派的末期股息總額為人民幣54,828,000元(2017年：人民幣28,926,000元)。

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11. EARNINGS PER SHARE

From continuing and discontinued operations

The calculation of basic earnings per share amount for the period ended 30 June 2018 is based on the profit for the period attributable to owners of the Company of RMB252,359,000 (six months ended 30 June 2017: RMB672,146,000), and the weighted average number of ordinary shares of 2,797,223,396 (six months ended 30 June 2017: 2,797,223,396) in issue during the period.

From continuing operation

The calculation of basic earnings per share from continuing operation for the period ended 30 June 2018 is based on the profit from continuing operation for the period attributable to owners of the Company of RMB252,359,000 (six months ended 30 June 2017: RMB1,086,303,000), and weighted average number of ordinary shares of 2,797,223,396 (six months ended 30 June 2017: 2,797,223,396) in issue during the period.

No adjustment has been made to the basic earnings per share amounts presented for the six months ended 30 June 2017 in respect of the dilution as the impact of the Company's share options outstanding had no dilutive effect on the basic profit per share amounts presented.

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2018, the Group acquired property, plant and equipment at a total cost of RMB228,815,000 (six months ended 30 June 2017: RMB364,926,000), and disposed of property, plant and equipment with a total net carrying amount of RMB3,181,000 (six months ended 30 June 2017: RMB7,293,000).

11. 每股盈利

來自持續經營及終止經營業務

截至2018年6月30日止期間每股基本盈利數額乃按本公司擁有人應佔期內溢利人民幣252,359,000元(截至2017年6月30日止六個月：人民幣672,146,000元)，以及期內已發行普通股之加權平均數2,797,223,396股(截至2017年6月30日止六個月：2,797,223,396股)計算。

來自持續經營業務

截至2018年6月30日止期間持續經營業務每股基本盈利數額乃按本公司擁有人應佔期內持續經營業務溢利人民幣252,359,000元(截至2017年6月30日止六個月：人民幣1,086,303,000元)，以及期內已發行普通股之加權平均數2,797,223,396股(截至2017年6月30日止六個月：2,797,223,396股)計算。

由於本公司尚未行使購股權對所呈列每股基本盈利金額並無攤薄影響，故並無對截至2017年6月30日止六個月所呈列每股基本盈利金額作出攤薄調整。

12. 物業、廠房及設備

於截至2018年6月30日止六個月，本集團收購物業、廠房及設備之成本總額為人民幣228,815,000元(截至2017年6月30日止六個月：人民幣364,926,000元)，出售物業、廠房及設備之賬面淨值總額為人民幣3,181,000元(截至2017年6月30日止六個月：人民幣7,293,000元)。

13. ACCOUNTS AND BILLS RECEIVABLES

13. 應收賬款及票據

		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Accounts and bills receivables	應收賬款及票據	645,082	303,220
Allowance	撥備	(718)	(1,827)
		644,364	301,393

The Group gives credit term to key customers, while for other customers, payment in advance or payment on delivery is normally required. The Group seeks to maintain strict control over its outstanding receivables and every plant has credit control commissioner to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's accounts receivable relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its accounts and bills receivable balances. Accounts and bills receivables are non-interest-bearing.

An ageing analysis of the Group's accounts and bills receivables as at the end of the reporting period, based on the invoice date and net of allowance, is as follows:

本集團向主要客戶提供信貸期限，而對於其他客戶，一般需要預付貨款或貨到付款。本集團尋求維持嚴格控制其未償還應收賬款及每個工廠設有信貸控制專員，務求將信貸風險減至最低。高級管理層定期審核逾期結餘。鑒於上述原因，以及本集團涉及大量不同客戶之應收賬款，故信貸風險之集中程度並不嚴重。本集團並無就其應收賬款及票據結餘持有任何抵押品或其他信用增級工具。應收賬款及票據為不計息。

於報告期末之本集團應收賬款及票據賬齡按發票日期並扣除撥備分析如下：

		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Within 6 months	六個月內	643,667	152,382
6 to 12 months	六個月至十二個月內	697	148,998
1 to 2 years	一年至兩年內	-	13
		644,364	301,393

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13. ACCOUNTS AND BILLS RECEIVABLES (continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information.

14. BORROWINGS

The bank borrowings carry interest at variable rate of Loan Prime Rate (LPR)-0.25% and are repayable in semi-annual instalments over a period of two years from 15 August 2018. The borrowings are unsecured.

15. ACCOUNTS AND BILLS PAYABLES

An ageing analysis of the Group's accounts and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Within 3 months	三個月內	1,210,880	1,065,003
3 to 12 months	三個月至十二個月內	121,401	41,281
1 to 2 years	一年至兩年內	42,977	4,516
Over 2 years	超過兩年	3,890	2,140
		1,379,148	1,112,940

At 30 June 2018, certain of the Group's bills payables were secured by the Group's bank deposits amounting to RMB10,113,000 (31 December 2017: RMB6,424,000).

13. 應收賬款及票據(續)

作為本集團信貸風險管理的一部分，本集團使用債務人賬齡評估其客戶的減值，因為該等客戶由大量具有共同風險特徵的小型客戶組成，共同風險特徵為客戶根據合約條款支付所有到期款項的能力之代表。估計損失率乃根據債務人預期年期內的可觀察歷史違約率，並就可獲得的前瞻性資料進行調整。

14. 借貸

銀行借貸按可變利率銀行基礎利率-0.25%計息及於自2018年8月15日起計兩年期間內每半年分期償還。借貸屬無抵押。

15. 應付賬款及票據

於報告期末之本集團應付賬款及票據賬齡按發票日期分析如下：

於2018年6月30日，本集團若干應付票據由本集團銀行存款人民幣10,113,000元(2017年12月31日：人民幣6,424,000元)予以擔保。

16. BUSINESS COMBINATION

On 17 November 2016, COFCO Coca-Cola Beverages Limited (“CCBL”), a 65%-owned subsidiary of the Company, entered into the non-public sale equity transfer master agreement with The Coca-Cola Company (“KO”) and Swire Beverages Holdings Limited (“Swire”) pursuant to which:

- (i) KO procured its subsidiaries to transfer to CCBL all the issued share capital in Coca-Cola (Chongqing) Beverages Ltd, Coca-Cola (Jilin) Beverages Ltd, Coca-Cola Liaoning (Central) Beverages Ltd, and Coca-Cola (Heilongjiang) Beverages Ltd., 93.75% of the issued share capital in Coca-Cola Liaoning (North) Beverages Ltd, 89.3% of the issued share capital in Coca-Cola (Sichuan) Beverages Ltd, 75% of the issued share capital in Coca-Cola (Shanxi) Beverages Ltd, and 60% of the issued share capital in Coca-Cola Liaoning (South) Beverages Ltd, (collectively the “CBL Companies”), for an aggregate base consideration of RMB2,900,000,000; and
- (ii) Swire procured its subsidiaries to transfer to CCBL all the issued share capital in Swire Coca-Cola Beverages Shaanxi Limited (“Coca-Cola Shaanxi”) for an aggregate base consideration of RMB487,000,000;

The CBL Companies and Coca-Cola Shaanxi are engaged in the processing, bottling and distribution of sparkling beverage products, and distributing still beverage products in various regions in Mainland China.

On 1 April 2017, the aforementioned acquisitions in relation to the CBL Companies and Coca-Cola Shaanxi were completed.

The Group has elected to measure the non-controlling interest in the CBL companies at the non-controlling interest's proportionate share of respective identifiable net assets.

16. 業務合併

於2016年11月17日，本公司擁有65%權益之附屬公司中糧可口可樂飲料有限公司(「中可飲料」)與可口可樂公司(「可口可樂」)及太古飲料控股有限公司(「太古」)訂立公開出售產權轉讓總合約，據此：

- (i) 可口可樂促使其附屬公司向中可飲料轉讓可口可樂(重慶)飲料有限公司、可口可樂(吉林)飲料有限公司、可口可樂遼寧(中)飲料有限公司及可口可樂(黑龍江)飲料有限公司之全部已發行股本以及可口可樂遼寧(北)飲料有限公司93.75%已發行股本、可口可樂(四川)飲料有限公司89.3%已發行股本、可口可樂(山西)飲料有限公司75%已發行股本及可口可樂遼寧(南)飲料有限公司60%已發行股本(上述公司統稱為「可樂飲料公司」)，基本代價總額為人民幣2,900,000,000元；及
- (ii) 太古促使其附屬公司向中可飲料轉讓陝西太古可口可樂飲料有限公司(「可口可樂陝西」)之全部已發行股本，基本代價總額為人民幣487,000,000元；

可樂飲料公司及可口可樂陝西在中國內地各地區從事汽水產品的加工、裝瓶及分銷及不含氣飲料產品的分銷。

於2017年4月1日，上述有關可樂飲料公司及可口可樂陝西的收購已完成。

本集團已選擇按非控股權益應佔可樂飲料公司之可識別資產淨值之比例計量非控股權益。

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16. BUSINESS COMBINATION (continued)

The fair values of the identifiable assets and liabilities of the CBL Companies and Coca-Cola Shaanxi as at the date of acquisition were as follows:

16. 業務合併(續)

可樂飲料公司及可口可樂陝西於收購日期之可識別資產及負債公平值如下：

		Fair value recognised on acquisition 於收購時 確認之公平值 RMB'000 人民幣千元 (Restated) (經重列)
Property, plant and equipment	物業、廠房及設備	2,685,174
Prepaid lease payments	預付土地租賃款項	131,110
Deferred tax assets	遞延稅項資產	24,679
Inventories	存貨	436,356
Accounts receivable	應收賬款	532,582
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	572,059
Cash and cash equivalents	現金及現金等值項目	424,938
Accounts payable	應付賬款	(909,621)
Other payables and accruals	其他應付款項及應計負債	(1,098,329)
Interest-bearing bank borrowings	計息銀行借貸	(997,645)
Tax liabilities	稅項負債	(26,308)
Deferred income	遞延收入	(26,208)
Deferred tax liabilities	遞延稅項負債	(9,018)
Total identifiable net assets at fair value	按公平值計量之可識別資產淨值總額	1,739,769
Non-controlling interests	非控股權益	(166,160)
		1,573,609
Goodwill on acquisition	收購商譽	1,973,560
		3,547,169
Satisfied by:	以下列方式償付：	
Cash	現金	3,547,169

The Group incurred transaction costs of RMB43,710,000 for this acquisition. These transaction costs have been expensed and are included in profit or loss.

本集團就是項收購產生交易成本人民幣43,710,000元。該等交易成本已予支銷並計入損益。

16. BUSINESS COMBINATION (continued)

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

16. 業務合併(續)

有關收購所涉及之現金及現金等值項目流出淨額分析如下：

		RMB'000 人民幣千元 (Restated) (經重列)
Cash consideration	現金代價	(3,547,169)
Cash and bank balances acquired	購入之現金及銀行結餘	424,938
Net outflow of cash and cash equivalents in respect of the acquisition	收購所涉及之現金及 現金等值項目流出淨額	(3,122,231)

Since the acquisition, the CBL Companies and Coca-Cola Shaanxi contributed RMB1,516,355,000 to the Group's revenue and RMB17,584,000 to the profit of the condensed consolidated profit for the six months ended 30 June 2017.

自收購事項以來，可樂飲料公司及可口可樂陝西為本集團貢獻收入人民幣1,516,355,000元及為截至2017年6月30日止六個月之簡明綜合溢利貢獻溢利人民幣17,584,000元。

Had the combination taken place at the beginning of the reporting period, the revenue and profit from continuing operation of the Group for the six months ended 30 June 2017 would have been RMB7,433,782,000 and RMB1,476,961,000, respectively.

倘合併於報告期初進行，本集團於截至2017年6月30日止六個月之持續經營業務收入及溢利將分別為人民幣7,433,782,000元及人民幣1,476,961,000元。

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17. DISPOSAL OF SUBSIDIARIES

The details of disposed subsidiaries during the six months ended 30 June 2017 are as follows.

17. 出售附屬公司

於截至2017年6月30日止六個月已出售附屬公司之詳情如下：

		RMB'000 人民幣千元 (Restated) (經重列)
Net assets disposed of:	出售資產淨值如下：	
Property, plant and equipment	物業、廠房及設備	282,823
Prepaid lease payments	預付土地租賃款項	30,782
Prepayments for property, plant and equipment	物業、廠房及設備之預付款項	25
Goodwill	商譽	91,351
Deferred tax assets	遞延稅項資產	8,723
Inventories	存貨	81,029
Accounts and bills receivables	應收賬款及票據	21,428
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	16,109
Due from fellow subsidiaries	同系附屬公司欠款	2,621
Prepaid tax	預繳稅項	2,960
Pledged deposits	抵押存款	2,399
Cash and cash equivalents	現金及現金等值項目	45,524
Accounts and bills payables	應付賬款及票據	(132,915)
Other payables and accruals	其他應付款項及應計負債	(132,345)
Due to fellow subsidiaries	欠同系附屬公司款項	(74,375)
Due to associates	欠聯營公司款項	(6,101)
		240,038
Gain on disposal of subsidiaries	出售附屬公司收益	805,367
		1,045,405
Satisfied by	以下列方式償付：	
Cash	現金	1,045,405

**17. DISPOSAL OF SUBSIDIARIES
(continued)**

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Cash consideration	現金代價	1,045,405
Cash and cash equivalents disposed of	出售之現金及現金等值項目	(45,524)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司之現金及現金等值項目流入淨額	999,881

17. 出售附屬公司(續)

有關出售附屬公司之現金及現金等值項目流入淨額分析如下：

18. OPERATING LEASE ARRANGEMENTS**(a) The Group as lessee**

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases falling due as follows:

		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Within one year	一年內	34,185	43,067
In the second to fifth years, inclusive	第二至第五年，包括首尾兩年	32,637	29,491
After five years	五年後	3,278	181
		70,100	72,739

Operating lease payments represent rental payable by the Group for certain of its office properties, leases are negotiated for terms ranging from one to five years.

18. 經營租約安排**(a) 本集團作為承租人**

於報告期末，本集團根據不可撤銷經營租約應付之未來最低租金總額之承擔如下：

經營租約付款代表本集團為其若干辦公室物業之應付租金，有關租約經協商之租期由一至五年不等。

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18. OPERATING LEASE ARRANGEMENTS (continued)

(b) The Group as lessor

The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms of six months. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
Within one year 1年內	599	594

19. CAPITAL COMMITMENTS

Commitments for the acquisition of
property, plant and equipment

18. 經營租約安排(續)

(b) 本集團作為出租人

本集團根據經營租約安排出租其投資物業，經協商之租期為六個月。一般而言，租約之條款亦規定租戶支付按金，並訂明可定期根據當時市況調整租金。於報告期末，本集團根據其與租戶訂立之不可撤銷經營租約應收之未來最低租金總額如下：

19. 資本承擔

	30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 RMB'000 人民幣千元 (Restated) (經重列)
購買物業、廠房及設備之承擔	365,976	218,172

20. RELATED PARTY TRANSACTIONS

20. 關連人士交易

- (a) Apart from the transactions and balances disclosed elsewhere in the financial information, the Group had the following material transactions with related parties during the period:

- (a) 除財務資料其他地方所披露之交易及結餘外，本集團於期間內與關連人士進行之重大交易如下：

		For the six months ended 截至以下日期止六個月	
		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 2017年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Transactions with fellow subsidiaries:	與同系附屬公司之交易：		
Sales of goods	銷售貨品	2,538	92,728
Purchases of goods	購買貨品	406,952	4,709,032
Service fee income	服務費收入	-	2,746
Rental expenses	租金支出	7,542	7,058
Service fee expenses	服務費支出	3,480	4,140
Transactions with the ultimate holding company:	與最終控股公司之交易：		
Purchases of goods	購買貨品	6	17
Rental expenses	租金支出	-	10,264
Service fee expenses	服務費支出	-	781
Transactions with associates:	與聯營公司之交易：		
Sales of goods	銷售貨品	15,925	84
Purchases of goods	購買貨品	759,802	758,421
Service fee income	服務費收入	1,776	2,605
Commission income	佣金收入	28,236	24,169
Transactions with related companies#:	與關連公司之交易#：		
Purchases of goods	購買貨品	124,126	83,545

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

關連公司為受本集團最終控股公司重大影響之公司。

These transactions were carried out in accordance with normal commercial terms and conditions mutually agreed by the parties involved.

該等交易乃根據各參與方互相議定之正常商業條款及條件進行。

20. RELATED PARTY TRANSACTIONS (continued)

(b) Transaction with a related party

Pursuant to certain licensing agreements entered into between a former subsidiary of the Group and COFCO Corporation, the Group was granted the exclusive rights to use certain trademarks for its kitchen food business. The kitchen food business was disposed in September 2017, the licensing fee for prior period were waived by COFCO Corporation.

(c) Commitments with related parties

Pursuant to certain lease agreements entered into between the Group and COFCO Plaza Development Co., Ltd., a subsidiary of COFCO Corporation, the Group's future minimum lease payments amounted to approximately RMB21,070,000 as at 30 June 2018 (31 December 2017: RMB12,560,000).

(d) Outstanding balances with related parties and non-controlling shareholders of the Group's subsidiaries

Except for amounts due to non-controlling shareholders of a subsidiary of the Group of RMB10,120,000 (31 December 2017: RMB 10,120,000) which are unsecured, interest bearing at the rate of 4.28% (31 December 2017: 4.28%) and are not repayable within one year; the remaining balances with the holding companies, fellow subsidiaries, associates, related companies and non-controlling shareholders of the Group's subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

20. 關連人士交易 (續)

(b) 與一名關連人士之交易

根據本集團之前附屬公司與中糧集團有限公司訂立之若干特許協議，本集團獲授獨家許可權，可於其廚房食品業務使用若干商標。廚房食品業務已於2017年9月出售，而出售前期間之特許權費用獲中糧集團有限公司豁免。

(c) 與一名關連人士之承諾

根據本集團與中糧集團有限公司一間附屬公司中糧廣場發展有限公司訂立的若干租賃協議，於2018年6月30日本集團未來最低租賃付款額約為人民幣21,070,000元(2017年12月31日：人民幣12,560,000元)。

(d) 關連人士及本集團附屬公司非控股股東之未償還餘額

除欠付本集團附屬公司非控股股東款項人民幣10,120,000元(2017年12月31日：人民幣10,120,000元)為無抵押、按4.28厘(2017年12月31日：4.28厘)計息及毋須於一年內償還外，與本集團附屬公司之控股公司、同系附屬公司、聯營公司、關連公司及非控股股東的其餘結餘均無抵押、免息且無固定還款期。

**20. RELATED PARTY TRANSACTIONS
(continued)****20. 關連人士交易(續)****(e) Compensation of key management
personnel of the Group****(e) 本集團主要管理層人員之報酬**

		For the six months ended 截至以下日期止六個月	
		30 June 2018 2018年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	30 June 2017 2017年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)
Short term employee benefits	短期僱員福利	1,810	3,670
Equity-settled share option expense	權益結算購股權開支	–	59
Pension scheme contributions	退休計劃供款	79	216
Total compensation paid to key management personnel	付予主要管理層人員之 報酬總額	1,889	3,945




NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2018

截至2018年6月30日止六個月



20. RELATED PARTY TRANSACTIONS (continued)

(f) Transactions and balances with other state-owned enterprises

The Group operates in an economic environment predominated by enterprises directly or indirectly owned or controlled by the PRC government through its numerous authorities, affiliates or other organisations (collectively “State-owned Enterprises”). During the current period, the Group entered into extensive transactions covering, but not limited to, sales of goods, purchases of raw materials, property, plant and equipment and other assets, receiving of services, and making deposits and borrowings with certain State-owned Enterprises, other than COFCO Corporation and its affiliates, at terms comparable to those with non-state-owned enterprises. The directors consider that transactions with those State-owned Enterprises were entered into in the ordinary and usual course of business of the Group, and that dealings of the Group have not been significantly or unduly affected by the fact that the Group and those State-owned Enterprises are ultimately controlled or owned by the PRC government. The Group has also established pricing policies for products and services, and such policies do not depend on whether or not the customers are State-owned Enterprises.

21. FAIR VALUE MEASURES OF FINANCIAL INSTRUMENTS

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

22. APPROVAL OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the board on 28 August 2018.



20. 關連人士交易 (續)

(f) 與其他國有企業之交易及結餘

本集團營運的經營環境中的企業大多為中國政府通過其眾多機關、聯屬機構或其他組織直接或間接擁有或控制的企業(統稱「國有企業」)。於當前期間內，本集團與某些國有企業進行的廣泛交易包括但不限於銷售產品、購買原材料、物業、廠房及設備及其他資產，接受服務，並在中糧集團有限公司及其聯屬公司以外的國有企業存款和借款，這些交易的條款與非國有企業交易條款相似。董事認為，與該等國有企業的交易為在本集團日常業務過程中進行的活動，且本集團與該等中國政府最終控制或擁有的國有企業的貿易並沒有受到重大或不當影響。本集團還制定產品和服務的定價政策，而這些政策並不取決於客戶是否為國有企業。

21. 金融工具之公平值計量

本公司董事認為，簡明綜合財務報表中按攤銷成本列賬之金融資產及負債之賬面值與彼等的公平值相若。

22. 簡明綜合財務報表之批准

該等簡明綜合財務報表於2018年8月28日經董事會批准及授權刊發。



中糧
COFCO

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