



**SAN MIGUEL BREWERY
HONG KONG LTD.**
香港生力啤酒廠有限公司

Stock Code 股份代號 : 0236

**INTERIM REPORT
January to June 2019**

中期報告
二零一九年一月至六月

BOARD OF DIRECTORS

Chairman

Ramon S. Ang (*non-executive director*)

Deputy Chairman

Carlos Antonio M. Berba (*non-executive director*)

Executive Director

Ramon G. Torralba

Non-Executive Directors

May (Michelle) W. M. Chan
Roberto N. Huang
Fumiaki Ozawa
Kenji Uchiyama
Tomoki Yamauchi

Independent Non-Executive Directors

Alonzo Q. Ancheta
David K.P. Li, GBM, JP
Reynato S. Puno
Carmelo L. Santiago
William C.M. Cheng, Alternate to David K. P. Li, GBM, JP

AUDIT COMMITTEE

David K.P. Li, GBM, JP, *Chairman*
Alonzo Q. Ancheta
Carmelo L. Santiago

REMUNERATION COMMITTEE

Reynato S. Puno, *Chairman*
Carlos Antonio M. Berba
Roberto N. Huang
David K.P. Li, GBM, JP
Carmelo L. Santiago

NOMINATION COMMITTEE

Carmelo L. Santiago, *Chairman*
Alonzo Q. Ancheta
David K.P. Li, GBM, JP
Reynato S. Puno
Kenji Uchiyama

董事

主席

蔡啓文 (非執行董事)

副主席

凱顧思 (非執行董事)

執行董事

杜華博

非執行董事

陳雲美
黃思民
小澤史晃
內山建二
山內智樹

獨立非執行董事

Alonzo Q. Ancheta
李國寶, GBM, JP
Reynato S. Puno
施雅高
鄭則民, 李國寶 GBM, JP 之替任董事

審核委員會

李國寶, GBM, JP 主席
Alonzo Q. Ancheta
施雅高

薪酬委員會

Reynato S. Puno 主席
凱顧思
黃思民
李國寶, GBM, JP
施雅高

提名委員會

施雅高 主席
Alonzo Q. Ancheta
李國寶, GBM, JP
Reynato S. Puno
內山建二

COMPANY SECRETARY

John K.L. Cheung

AUDITORS

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Certified Public Accountants
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Hong Kong

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Siu Lek Yuen
Shatin, New Territories
Hong Kong

SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Australia and New Zealand Banking Group Limited
Bank of China Limited
China Construction Bank (Asia) Corporation Limited
Guangdong Shunde Rural Commercial Bank Company Limited
Industrial and Commercial Bank of China Limited
The Bank of East Asia (China) Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited
O-Bank Co., Ltd.

公司秘書

張嘉麟

核數師

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執業會計師
香港
中環
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太子大廈八樓

律師

孖士打律師行
香港
中環
遮打道十號
太子大廈十六至十九樓

何耀棟律師事務所
香港
中環
康樂廣場一號
怡和大廈五樓

註冊辦事處

香港
新界
沙田
小瀝源
源順圍二十八號
都會廣場九樓

股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東一八三號
合和中心
十七樓一七一二至一七一六號舖

主要往來銀行

中國農業銀行股份有限公司
澳新銀行集團有限公司
中國銀行股份有限公司
中國建設銀行(亞洲)股份有限公司
廣東順德農村商業銀行股份有限公司
中國工商銀行股份有限公司
東亞銀行(中國)有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司
王道商業銀行股份有限公司

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In this report, all monetary values are expressed in Hong Kong dollars unless stated otherwise.

本報告內所有幣值，除另有註明外，均以港幣計算。

To Our Shareholders,

致各股東：

Financial Results

San Miguel Brewery Hong Kong Limited and its subsidiaries (the "Group") registered a consolidated loss of HK\$8.3 million in the first semester of 2019, compared to the consolidated loss of HK\$5.7 million for the same period in 2018. Due to a scheduled reduction of advertising and promotion support for the South China operations as its performance continues to improve, net loss attributable to equity shareholders for 2019 was HK\$6.6 million, compared to a loss of HK\$5.5 million the previous year.

The Group's consolidated revenue was HK\$266.5 million, 0.2% higher than the same period in 2018. Gross profit reached HK\$120.5 million, a 4.0% increase versus 2018, with a gross profit margin of 45.2%.

As of 30 June 2019, cash and cash equivalents and bank deposits improved to HK\$121.2 million (HK\$117.8 million as of 31 December 2018).

Loans as of 30 June 2019 was lower at HK\$102.6 million (HK\$115.6 million as of 31 December 2018). Total net assets stood at HK\$492.1 million (HK\$500.7 million as of 31 December 2018), with a loan-to-equity ratio of 0.21 (31 December 2018: 0.23).

Dividends

The Board resolved that no dividends will be declared for the six months ended 30 June 2019.

財務業績

香港生力啤酒廠有限公司及其附屬公司（「本集團」）於二零一九年上半年錄得之綜合虧損為830萬港元，對比二零一八年同期的綜合虧損為570萬港元。由於華南業務的表現持續改善，廣告及推廣補貼按計劃被削減，以致二零一九年本公司權益持有人應佔虧損為660萬港元，對比去年的虧損為550萬港元。

本集團之綜合收入為2.67億港元，較二零一八年同期高0.2%。毛利達1.21億港元，較去年高4.0%，而毛利率為45.2%。

截至二零一九年六月三十日，現金及等同現金項目和銀行存款改善至1.21億港元（二零一八年十二月三十一日：1.18億港元）。

二零一九年六月三十日之總貸款減至1.03億港元（二零一八年十二月三十一日：1.16億港元）。總資產淨值維持4.92億港元（二零一八年十二月三十一日：5.01億港元），而貸款比率為0.21（二零一八年十二月三十一日：0.23）。

股息

董事會議決不派發截至二零一九年六月三十日止六個月之股息。

Business Review

Hong Kong Operations

Our Hong Kong operations achieved a 2% improvement in sales volume in the first six months of the year. Operating losses decreased by 12% as a result of the reduction in cost-of-sales and effective management of fixed expenses. Given the overall slowing of Hong Kong's economy, we view this result as encouraging, particularly since the total beer industry contracted by 3% during this period.

The Company continued to maintain and strengthen its diversified portfolio, ensuring its brands' presence in different market segments.

In the mainstream segment, San Mig Light remained popular in both on-premise and off-premise markets in Hong Kong, registering double-digit volume and revenue growth. San Miguel Pale Pilsen, together with San Mig Light, implemented the co-brand, market-wide promotion, 輕鬆系大放送, which ran from May to June. Supported by tactical advertising on television and on the internet, the promotion was successful in generating consumption and goodwill from both the trade and consumers. A series of premium redemption promotions in convenience stores was also in place throughout the first half of the year.

Meanwhile, due to the recent situation in the districts of Central and Admiralty, the Hong Kong Tourism Board decided to cancel this year's Hong Kong Dragon Boat Carnival, of which the San Miguel brand is the exclusive beer sponsor.

In the premium, specialty, and craft beer segment, San Miguel Cerveza Negra registered double-digit volume growth compared to the same period last year.

In the lower-priced segment, which accounts for about 30% of the industry volume, Blue Ice Beer performed favorably, following efforts to further strengthen the brand. The brand revamped its secondary packaging and launched a retail chain-wide lucky draw promotion leveraging on two key messages, "Extremely Refreshing" and "Top 5 Beer Brands in Hong Kong", in April 2019.

The Company also saw growth in sales and revenue in Macau, as well as in other export markets.

業務回顧

香港業務

本年首六個月，香港業務的銷量錄得2%增長。因銷售成本下降和有效的固定開支管理，經營虧損減少了12%。由於香港經濟增長放緩，而啤酒業在這段時間收縮了3%，我們視之為一個令人鼓舞的成績。

本公司繼續維持及強化其廣泛的啤酒品牌組合，為確保在不同的啤酒市場也有我們的品牌。

在主流市場，生力清啤保持在全港現飲和非現飲場所的受歡迎程度，其銷量和收入均錄得雙位數的增長。生力啤酒聯同生力清啤於五月到六月推出了「輕鬆系大放送」的聯合品牌全市場推廣活動。以策略性的電視及網上廣告宣傳輔助，此推廣成功帶來消費，並於業務夥伴和消費者中加強商譽。在整個上半年，我們於便利店渠道也有一系列的禮品換領活動。

同時，由於近日於中環及金鐘一帶的情況，香港旅遊發展局決定取消本年度生力品牌為獨家啤酒贊助商的香港龍舟嘉年華。

在高檔、特色及手工啤酒市場中，生力黑啤的銷量較二零一八年同期錄得雙位數的增長。

在仍佔整體市場銷量30%的低價啤酒市場中，經過之前努力強化品牌，藍冰啤酒表現出色。藍冰啤酒更新了其外包裝，並在二零一九年四月份，利用其兩大重要訊息——「冰涼心透」和「連續五年全港五大啤酒之一」——去進行全零售渠道的抽獎活動。

本公司在澳門及其它出口市場的銷量及收入亦見增長。

During the period under review, the Company completed the vertical amalgamation with its wholly-owned subsidiary Ravelin Limited ("Ravelin") pursuant to Section 680, Part 13 of the Companies Ordinance ("Vertical Amalgamation"). The special resolution for the Vertical Amalgamation set out in the circular of the Company dated 4 April 2019 ("Circular") was approved by the Company's shareholders at the Extraordinary General Meeting of the Company held on 26 April 2019 and a certificate of amalgamation was issued by the Companies Registry on 19 June 2019, as a result of which Ravelin ceased to exist as an entity separate from the Company with effect from such date. As disclosed in the Circular, the Vertical Amalgamation did not have a substantial impact on the profit or loss shown in the consolidated statements of the Group, and did not have a significant effect on the assets and liabilities shown in the consolidated statements of the Group since Ravelin was a wholly-owned subsidiary of the Company.

South China Operations

The consolidated South China operations posted a slight increase in sales volume in the first half of 2019. Gross contribution improved by 4% compared to the same period in the previous year. Much of the improvement in sales volume can be attributed to San Miguel (Guangdong) Brewery Company limited ("SMGB"), which was able to lower costs and grow its exports production. Meanwhile, sales volumes of Guangzhou San Miguel Brewery Company Limited ("GSMB") declined, due to volume loss of low-margin products in very competitive markets, where deep discounts were offered. The higher-margin San Miguel and Dragon brands, however, sustained their growth momentum.

To increase visibility for San Miguel Pale Pilsen, GSMB launched a Chinese New Year merchandising drive across different night outlets as well as in Chinese restaurants and supermarkets. On the other hand, consumer promotions for San Mig Light were implemented to increase volume off-take at the outlet level. San Mig Light also launched three new videos using the campaign "Life. Best Served Light". These were shown on-site and in online advertising platforms.

In order to take advantage of the growth momentum of the Dragon brand, the Company doubled its efforts in Longjiang, launching a major merchandising program to increase visibility and consumption.

As sales volumes of higher-margin products have grown consistently over the last couple of years, we need to work harder to maintain our momentum. As we move forward, we will manage the sales volume of lower-margin products with discipline, and balance sales and profitability in this competitive market.

在回顧時期內，本公司根據公司條例第十三部第680條例與其全資附屬公司Ravelin Limited（「Ravelin」）完成了（「縱向合併」）。有關上述合併的特別決議案已闡述於二零一九年四月四日本公司的通函（「通函」）內，於二零一九年四月二十六日舉行之本公司股東特別大會獲本公司股東正式通過。而鑒於公司註冊處已於二零一九年六月十九日發出了合併證明書，Ravelin由該日起已不再是本公司之外的實體。如通函所披露，因Ravelin為本公司之全資附屬公司，本次縱向合併沒有對本集團綜合報表的損益產生重大影響，同時沒有對本集團綜合報表的資產及負債狀況產生重大影響。

華南業務

我們整體華南業務的銷量在二零一九年上半年錄得輕微的增長。收入減去變動成本對比上年同期改善了4%。銷量的改善大致來自生力廣東啤酒有限公司（「生力廣東」），它能夠把成本下降及增加出口生產。與此同時，市場提供高折扣優惠，競爭激烈，導致邊際利潤較低的產品銷量下跌，以致廣州生力啤酒有限公司（「廣州生力」）的銷量也下跌。然而，邊際利潤較高的生力啤酒及龍啤品牌繼續保持它們的升勢。

為增強生力啤酒的曝光率，廣州生力於各夜場，中式酒樓及超級市場推出了農曆新年銷售活動。另一方面，生力清啤推出消費者推廣活動以增加銷售網點的銷量。生力清啤推出了三條全新以「生活就要Light」為主題的短片，這些短片於場內及網上的廣告平台播放。

乘著龍啤的升勢，本公司在龍江鎮以雙倍力度推行重要的銷售活動去增加其曝光率及促進消費。

隨著過去幾年邊際利潤較高的產品的銷量持續增長，我們需要更努力去確保升勢持續。日後，我們會在這競爭激烈的市場規劃管理邊際利潤較低的產品之銷量，以及平衡銷量與盈利。

Outlook

We are confident that the plans and programs we have put in place will position our products in the right places where our target markets are, and result to better distribution and consumption.

We thank our employees for their hard work and perseverance. We would also like to thank the members of the Board for their guidance. Finally, we thank all our customers and business partners for their continued support, patronage, and trust.



Ramon S. Ang
Chairman

26 July 2019

展望

我們有信心，定下計劃和項目將會把我們的產品放置於合適位置，為目標市場帶來更理想的舖市及消費。

我們衷心感謝所有員工不懈的付出及堅持，以及董事會的指導。最後，我們亦感謝所有客戶和業務夥伴一直以來的支持、惠顧和信任。



主席
蔡啓文

二零一九年七月二十六日

Interim Dividend

The Board has resolved that no interim dividends be declared for 2019 (six months ended 30 June 2018: nil).

Interim Results

The interim results for the six months ended 30 June 2019 have not been audited, but were reviewed by the Company's Audit Committee on 26 July 2019.

Directors' Interests

The directors of the Company as of 30 June 2019 had the following interests in the issued shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of directors' interests required to be kept under Section 352 of the SFO:

(1) Interests in issued shares

Name	姓名	Number of ordinary shares in the Company 本公司 之普通股之股份數目	
		Number of shares held 持股數目	% of total issued shares 佔已發行股份 總數之百分比
David K. P. Li	李國寶	12,000,000	3.21%

中期股息

董事會議決不派發二零一九年度中期股息（截至二零一八年六月三十日止六個月：無）。

中期業績

截至二零一九年六月三十日止六個月之中期業績並未經審核，惟已於二零一九年七月二十六日獲本公司之審核委員會審閱。

董事之權益

按《證券及期貨條例》第352條規定備存之董事權益登記冊記錄所載，於二零一九年六月三十日之本公司董事於當日持有本公司、其控股公司、附屬公司及其他聯繫公司（定義見《證券及期貨條例》）已發行股本之實際權益如下：

(1) 已發行股本之權益

Directors' Interests (Continued)

董事之權益 (續)

(1) Interests in issued shares (Continued)

(1) 已發行股本之權益 (續)

		Number of common shares of 1 Philippine peso each in Top Frontier Investment Holdings, Inc. Top Frontier Investment Holdings, Inc. 每股面值 1 菲律賓披索之普通股之股份數目			
Name	姓名	Direct	Indirect	Total number	% of total
		ownership	ownership	of shares held	issued shares
		直接持有	間接持有	持股數目 總數	佔已發行股份 總數之百分比
Ramon S. Ang	蔡啓文	75,887	86,658,351	86,734,238	25.907003%
Carlos Antonio M. Berba	凱顧思	364	—	364	0.000109%
Roberto N. Huang	黃思民	3,039	—	3,039	0.000908%
Reynato S. Puno	Reynato S. Puno	500	—	500	0.000149%
Carmelo L. Santiago	施雅高	500	—	500	0.000149%

		Number of shares In San Miguel Corporation 生力總公司之股份數目					
Name	姓名	Types of Shares	Par Value (Philippine pesos) 面值 (菲律賓披索)	Direct	Indirect	Total	% of total
				ownership	ownership	number of shares held	issued shares
		股份類別		直接持有	間接持有	持股數目 總數	佔已發行股份 總數之百分比
Ramon S. Ang	蔡啓文	Common 普通股	5.00	1,345,429	373,623,796	374,969,225	9.724412%
Carlos Antonio M. Berba	凱顧思	Common 普通股	5.00	3,645	—	3,645	0.000095%
		Preferred 優先股	5.00	10,000	—	10,000	0.000259%
Roberto N. Huang	黃思民	Common 普通股	5.00	42,397	—	42,397	0.001100%
Reynato S. Puno	Reynato S. Puno	Common 普通股	5.00	5,000	—	5,000	0.000130%
Carmelo L. Santiago	施雅高	Common 普通股	5.00	5,000	—	5,000	0.000130%

Directors' Interests (Continued)

董事之權益 (續)

(1) Interests in issued shares (Continued)

(1) 已發行股本之權益 (續)

Name	姓名	Types of Shares	Par Value (Philippine pesos) 面值 (菲律賓披索)	Direct ownership	Indirect ownership	Number of shares in San Miguel Food and Beverage, Inc. San Miguel Food and Beverage, Inc. 之股份數目	
						Total number of shares held	% of total issued shares
				直接持有	間接持有	持股 數目總數	佔已發行股份 總數之百分比
Ramon S. Ang	蔡啓文	Common 普通股	1.00	10	—	10	0.000000%
Roberto N. Huang	黃思民	Common 普通股	1.00	10	—	10	0.000000%
		Preferred 優先股	10.00	—	3,500	3,500	0.000059%
Carmelo L. Santiago	施雅高	Common 普通股	1.00	10	—	10	0.000000%

Note:

Other than the preferred shares in San Miguel Food and Beverage, Inc. ("SMFB") which were held by Mr. Roberto N. Huang and the common shares in SMFB which were held by Mr. Carmelo L. Santiago as personal interest, all shares in SMFB were held by the Directors as corporate interests.

附註：

除黃思民先生於San Miguel Food and Beverage, Inc. (「SMFB」) 所持有之優先股及施雅高先生於SMFB所持有之普通股為個人權益外，由董事持有之所有SMFB之股份均為公司權益。

Name	姓名	Direct ownership	Indirect ownership	Number of common shares of 1 Philippine peso each in San Miguel Brewery Inc. 生力啤酒廠公司每股面值1菲律賓披索之普通股之股份數目	
				Total number of shares held	% of total issued shares
		直接持有	間接持有	持股 數目總數	佔已發行股份 總數之百分比
Ramon S. Ang	蔡啓文	5,000	—	5,000	0.000033%
Carlos Antonio M. Berba	凱顧思	5,000	—	5,000	0.000033%
Alonzo Q. Ancheta	Alonzo Q. Ancheta	10,000	—	10,000	0.000065%
Roberto N. Huang	黃思民	5,000	—	5,000	0.000033%
Carmelo L. Santiago	施雅高	5,000	—	5,000	0.000033%
Kenji Uchiyama	內山建二	5,000	—	5,000	0.000033%
Tomoki Yamauchi	山內智樹	5,000	—	5,000	0.000033%

Note:

Other than the common shares in San Miguel Brewery Inc. ("SMB") which were held by Mr. Alonzo Q. Ancheta and Mr. Carmelo L. Santiago as personal interest, all common shares in SMB were held by Directors as corporate interests.

附註：

除Alonzo Q. Ancheta先生及施雅高先生於生力啤酒廠公司 (「生力啤酒廠」) 所持有作為個人權益之普通股外，由董事持有之所有生力啤酒廠之普通股均為公司權益。

Directors' Interests (Continued)

(2) Interests in underlying shares

As of 30 June 2019, the directors do not have interests in any underlying shares of the Company, its holding companies, subsidiaries and other associated corporations within the meaning of Part XV of the SFO.

All interests in the issued shares of the Company, its holding companies, subsidiaries and other associated corporations are long positions.

Apart from the foregoing, none of the directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company or any of its holding companies, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as adopted by the Company.

董事之權益 (續)

(2) 於相關股份之權益

截至二零一九年六月三十日，各董事並無擁有按《證券及期貨條例》第XV部所指的本公司、其控股公司、附屬公司及其他聯繫公司之相關股份之權益。

本公司、其控股公司、附屬公司及其他聯繫公司之所有股份權益均屬好倉。

根據本公司按《證券及期貨條例》第352條而保存之登記冊，或根據上市公司董事進行證券交易的標準守則所知會本公司之記錄，除上文所提及外，各董事，其配偶或其18歲以下之子女均無擁有本公司或其任何控股公司、附屬公司或其他聯繫公司之股份、相關股份或債權證之權益或淡倉。

Substantial shareholders' interests in shares and underlying shares

The Company has been notified of the following interests in the Company's issued shares at 30 June 2019 amounting to 5% or more of the ordinary shares in issue:

主要股東於股份及相關股份之權益

於二零一九年六月三十日，本公司獲悉下列佔本公司已發行普通股之5%或以上的本公司已發行股份權益：

Substantial shareholders	主要股東	Ordinary shares 普通股股份	
		Number of ordinary shares held 所持普通股數目	% of total issued shares 佔已發行股份總數之百分比
Iñigo Zobel (note 1)	Iñigo Zobel (附註1)	245,720,800	65.78%
Top Frontier Investment Holdings, Inc. (note 1)	Top Frontier Investment Holdings, Inc. (附註1)	245,720,800	65.78%
San Miguel Corporation (note 1)	生力總公司 (附註1)	245,720,800	65.78%
Kirin Holdings Company, Limited (note 1)	麒麟控股株式會社 (附註1)	245,720,800	65.78%
San Miguel Food and Beverage, Inc. (note 1)	San Miguel Food and Beverage, Inc. (附註1)	245,720,800	65.78%
San Miguel Brewery Inc. (note 1)	生力啤酒廠公司 (附註1)	245,720,800	65.78%
San Miguel Brewing International Limited (note 1)	生力啤酒國際有限公司 (附註1)	245,720,800	65.78%
Neptunia Corporation Limited (note 1)	立端利有限公司 (附註1)	245,720,800	65.78%
Cheung Kong (Holdings) Limited (note 2)	長江企業控股有限公司 (附註2)	23,703,000	6.34%
CK Hutchison Holdings Limited (note 2)	長江和記實業有限公司 (附註2)	23,703,000	6.34%

Notes:

(1) Iñigo Zobel, Top Frontier Investment Holdings, Inc. ("Top Frontier"), the ultimate holding company, San Miguel Corporation ("SMC"), SMFB, Kirin Holdings Company, Limited ("Kirin") (a principal shareholder of SMB), SMB, and San Miguel Brewing International Limited ("SMBIL") are all deemed to hold the above disclosed interest indirectly through Neptunia Corporation Limited ("Neptunia") in the Company because each of Inigo Zobel, Top Frontier, SMC, SMFB and Kirin holds more than one third of the voting power of SMB. SMB has a controlling interest in SMBIL and SMBIL has a controlling interest in Neptunia.

(2) Conroy Assets Limited, which holds 13,624,600 shares of the Company, and Hamstar Profits Limited, which holds 10,078,400 shares of the Company, are indirect wholly owned subsidiaries of Cheung Kong (Holdings) Limited ("CKH") and CK Hutchison Holdings Limited ("CK Hutchison").

By virtue of the SFO, CKH and CK Hutchison are deemed to be interested in the shares of the Company held by Conroy Assets Limited and Hamstar Profits Limited.

All the above interests in the shares and underlying shares of the Company are long positions.

Apart from the foregoing, no other interests required to be recorded in the register kept under Section 336 of the SFO have been notified to the Company.

附註：

(1) 由於Top Frontier Investment Holdings, Inc. (「Top Frontier」)，為最終控股公司，生力總公司及麒麟控股株式會社 (「麒麟」) (為生力啤酒廠公司 (「生力啤酒廠」) 之主要股東) 各自持有生力啤酒廠三分之一以上之投票權，生力啤酒廠持有生力啤酒國際有限公司 (「生力啤酒國際」) 之控股權益及生力啤酒國際持有立端利有限公司 (「立端利」) 之控股權益，故此TopFrontier、生力總公司、麒麟、生力啤酒廠及生力啤酒國際均被視為間接透過立端利持有於本公司之權益而有上述所披露之權益。

(2) Conroy Assets Limited 持有本公司13,624,600 股股份及Hamstar Profits Limited 持有本公司10,078,400 股股份，彼等為長江企業控股有限公司 (「長江企業控股」) 及長江和記實業有限公司 (「長和」) 之間接全權擁有附屬公司。

根據《證券及期貨條例》，長江企業控股及長和均被視為擁有由Conroy Assets Limited 及HamstarProfits Limited 持有之本公司股份之權益。

上述所有本公司之股份權益均為好倉。

除上述外，並無其他權益須按《證券及期貨條例》第336 條規定備存之登記冊通知本公司。

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 ended 30 June 2019.

Corporate Governance

The Company has applied the principles set out in the Governance Code and Corporate Governance Report (the "CG Code") as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the six months ended 30 June 2019, save for the deviation discussed below:

- All of the non-executive directors are not appointed for a specific term (Code provision A.4.1 of the CG Code) but are subject to retirement by rotation once every three years and reelection at the annual general meeting under the Company's Articles of Association.

The Company has adopted a code of conduct for securities transactions and dealings (the "Code of Conduct") based on the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code"). The terms of the Code of Conduct are no less exacting than the standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Code, including the directors of the Company, any employee of the Company, or a director or employee of a subsidiary or holding company of the Company who, because of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities.

Specific enquiry has been made of all the directors of the Company who have confirmed their compliance with the required standards set out in the Model Code and its Code of Conduct regarding directors' securities transactions during the six months ended 30 June 2019.

買賣或贖回本公司之上市證券

截至二零一九年六月三十日止之六個月內，本公司或其任何附屬公司概無購回、出售或贖回任何上市證券。

企業管治

截至二零一九年六月三十日止六個月內，本公司一直採用載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四的《企業管治守則》及《企業管治報告》（「企業管治守則」）所載的原則，惟下文所述的偏離行為除外：

- 根據本公司章程，所有非執行董事每三年須在股東周年大會輪值退任及接受重新選舉，故並無特定任期（企業管治守則條文A.4.1項）。

本公司已根據上市規則附錄十所載的《上市公司董事進行證券交易的標準守則》（「標準守則」）採納有關證券交易及買賣的守則（「操守守則」）。操守守則條款比標準守則所訂標準更高，而操守守則亦適用於該守則所界定的所有有關人士，包括本公司董事、本公司任何僱員、或本公司的附屬公司或控股公司的董事或僱員，而彼等因有關職位或受僱工作而可能擁有關於本公司或其證券的未公佈股價敏感資料。

在向本公司所有董事作出特定查詢後，彼等已確認於截至二零一九年六月三十日止六個月內有遵守標準守則及其操守守則關於董事證券交易所訂的標準。

Audit Committee

As of the date of this report, the audit committee comprised three independent non-executive directors: Mr. Alonzo Q. Ancheta, Mr. Carmelo L. Santiago and Dr. the Hon. Sir David K. P. Li, who acts as chairman of the committee.

Under its terms of reference, the audit committee shall assist the board in fulfilling its corporate governance and oversight responsibilities in relation to financial reporting system, risk management and internal control systems, and internal and external audit functions. The audit committee is further authorised by the board to investigate any activity within its terms of reference, and is tasked with recommending to the board appropriate actions emanating from such investigations. The audit committee has unrestricted access to personnel, records, internal and external auditors, risk assessment and assurance and senior management, as may be appropriate in the discharge of its functions. The audit committee may also obtain external legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers necessary in the performance of its functions.

The audit committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, *info.sanmiguel.com.hk*.

Remuneration Committee

As of the date of this report, the remuneration committee comprised three independent non-executive directors, namely, Dr. the Hon. Sir David K. P. Li, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago, and two non-executive directors, namely, Mr. Carlos Antonio M. Berba and Roberto N. Huang. The remuneration committee is chaired by an independent non-executive director, Mr. Reynato S. Puno.

The primary role of the remuneration committee under its terms of reference is to support and advise the board in fulfilling the board's responsibility to the shareholders of the Company to:

- (1) establish coherent remuneration policies and practices that will be observed and enable the Company to attract and retain top calibre executives and directors;

審核委員會

截至此報告日期，審核委員會成員由三位獨立非執行董事組成：Alonzo Q. Ancheta 先生、施雅高先生及審核委員會主席李國寶爵士。

根據其職權範圍，審核委員會協助董事會履行其有關財務匯報制度、風險管理及內部監控制度，以及內部及外聘審核功能的企業管治及監察責任。審核委員會亦獲董事會授權調查其職權範圍內的任何活動，並須根據有關調查向董事會建議合適的行動。審核委員會在履行其職能時可無限制地接觸合適人士、紀錄、內部及外聘核數師、風險評估和承諾及高級管理人員。若審核委員會認為在履行其職能時有需要，可徵詢外部法律或其他獨立專業意見，及邀請具有相關經驗及專業知識的外部人士出席。

本公司任何股東均可要求查閱審核委員會的職權範圍，而職權範圍亦登載於本公司的網站上，網址為 *info.sanmiguel.com.hk*。

薪酬委員會

截至此報告日期，薪酬委員會成員包括三位獨立非執行董事，（即：李國寶爵士、Reynato S. Puno 先生及施雅高先生）及兩位非執行董事，（即：凱顧思先生及黃思民先生）。薪酬委員會由一位獨立非執行董事 Reynato S. Puno 先生擔任主席。

薪酬委員會根據其職權範圍主要為支援及建議董事會履行對本公司股東有關如下責任：

- (1) 制定使本公司能吸引及挽留優秀行政人員及董事一致的薪酬政策及常規；

Remuneration Committee (Continued)

- (2) fairly and responsibly reward executives based on their performance and the performance of the Company, and the general pay environment; and
- (3) comply with the CG Code provisions on remuneration of directors.

The remuneration committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

Nomination Committee

As of the date of this report, the nomination committee comprised four independent non-executive directors, namely, Mr. Alonzo Q. Ancheta, Dr. the Hon. Sir David K. P. Li, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago, and one non-executive director, namely, Mr. Kenji Uchiyama. The nomination committee is chaired by an independent non-executive director, Mr. Carmelo L. Santiago.

The primary purpose of the committee is to support and advise the board in fulfilling their responsibilities to shareholders in ensuring that the board comprises individuals who are best able to discharge the responsibilities of directors having regard to the law and the highest standards of governance by:

- (1) assessing the skills required on the board;
- (2) from time to time assessing the extent to which the required skills are represented on the board;
- (3) establishing the process for the review of the performance of individual directors and the board as a whole;
- (4) establishing the process for the identification of suitable candidates for appointment to the board; and
- (5) having oversight of matters relating to corporate governance by bringing any issues to the attention of the board.

The nomination committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

薪酬委員會 (續)

- (2) 根據行政人員的表現及本公司的業績，以及宏觀支薪環境，公平及盡責地酬賞行政人員；及
- (3) 符合有關董事酬金企業管治守則條文的責任。

本公司任何股東均可要求查閱薪酬委員會的職權範圍，而職權範圍亦登載於本公司的網站上，網址為 info.sanmiguel.com.hk。

提名委員會

截至此報告日期，提名委員會成員包括四位獨立非執行董事，（即：Alonzo Q. Ancheta 先生、李國寶爵士、Reynato S. Puno 先生及施雅高先生），及一位非執行董事，（即：內山建二先生）。提名委員會由一位獨立非執行董事施雅高先生擔任主席。

委員會之主要目的乃支持董事會履行彼等對股東之責任並就此向董事會提供意見，通過下列方式確保證組成董事會之人士在法例及管治之最高標準之規限下最能夠履行董事之責任：

- (1) 評估董事會要求之技能；
- (2) 不時評估董事會所需技能所代表之程度；
- (3) 就檢討個別董事及董事會整體表現制定程序；
- (4) 就物色適合候選人以委任為董事會成員而制定程序；及
- (5) 監督有關企業管治之任何事宜產生任何問題引起董事會注意。

本公司任何股東均可要求查閱提名委員會的職權範圍，而職權範圍亦登載於本公司的網站上，網址為 info.sanmiguel.com.hk。

CONSOLIDATED INCOME STATEMENT — UNAUDITED

綜合收益表 — 未經審核

For the six months ended 30 June 2019 (Expressed in Hong Kong dollars)

截至二零一九年六月三十日止六個月（以港幣計算）

				Six months ended 30 June	
				截至六月三十日止六個月	
				2019	2018
				二零一九年	二零一八年
				\$'000	\$'000
				千元	千元
		Note			
		附註			
Revenue	收入	3		266,490	265,945
Cost of sales	銷售成本			(145,958)	(150,022)
Gross profit	毛利			120,532	115,923
Other net income	其他收益淨額			13,019	19,753
Selling and distribution expenses	銷售及分銷開支			(95,528)	(94,670)
Administrative expenses	行政開支			(40,090)	(39,683)
Other operating expenses	其他經營開支			(3,736)	(3,883)
Loss from operations	經營虧損			(5,803)	(2,560)
Finance costs	財務費用	4(a)		(2,498)	(3,155)
Loss before taxation	除稅前虧損	4		(8,301)	(5,715)
Income tax charge	所得稅	5		—	—
Loss for the period	期內虧損			(8,301)	(5,715)
Attributable to:	應佔如下：				
Equity shareholders of the Company	本公司權益持有人			(6,579)	(5,541)
Non-controlling interests	非控股權益			(1,722)	(174)
Loss for the period	期內虧損			(8,301)	(5,715)
Loss per share	每股虧損				
— Basic (cents)	— 基本 (仙)	7(a)		(1.8)	(1.5)
— Diluted (cents)	— 攤薄 (仙)	7(b)		N/A 不適用	N/A 不適用

The notes on pages 21 to 36 form part of this interim financial report.

第21至36頁之附註乃本中期財務報表之一部份。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME — UNAUDITED

綜合全面收益表 — 未經審核

For the six months ended 30 June 2019 (Expressed in Hong Kong dollars)

截至二零一九年六月三十日止六個月（以港幣計算）

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Loss for the period	期內虧損	(8,301)	(5,715)
Other comprehensive income for the period (after tax):	期內其他全面收益（除稅後）：		
Items that may be reclassified subsequently to profit or loss:	將來或會重新列入損益的項目：		
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong and monetary items that form part of the net investment in subsidiaries outside Hong Kong	因換算海外附屬公司財務報表及因換算組成集團於附屬公司之投資的貨幣項目所產生之匯兌差額	(222)	(491)
Total comprehensive income for the period	期內全面收益總額	(8,523)	(6,206)
Attributable to:	應佔如下：		
Equity shareholders of the Company	本公司權益持有人	(6,923)	(6,273)
Non-controlling interests	非控股權益	(1,600)	67
Total comprehensive income for the period	期內全面收益總額	(8,523)	(6,206)

The notes on pages 21 to 36 form part of this interim financial report.

第21至36頁之附註乃本中期財務報表之一部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION — UNAUDITED

綜合財務狀況表 — 未經審核

At 30 June 2019 (Expressed in Hong Kong dollars)

於二零一九年六月三十日 (以港幣計算)

			At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	8	358,809	362,211
Investment properties	投資物業	8	123,996	125,497
			482,805	487,708
Intangible assets	無形資產		4,771	4,771
Other tangible assets	其他有形資產		215	—
			487,791	492,479
Current assets	流動資產			
Inventories	存貨	9	46,354	42,209
Trade and other receivables	應收貿易及其他賬項	10	51,174	50,866
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司 賬項		13,643	24,087
Amounts due from a related company	應收關連公司賬項		508	3,661
Bank deposits	銀行存款	11	21,918	36,718
Cash and cash equivalents	現金及等同現金項目	11	99,256	81,091
			232,853	238,632
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他賬項	12	(83,671)	(77,515)
Lease liabilities	租賃負債		(943)	—
Loan from an intermediate holding company	中介控股公司之貸款		(25,643)	(51,394)
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司 賬項		(9,105)	(7,878)
Amounts due to related companies	應付關連公司賬項		(8,240)	(7,037)
Current tax payable	應付稅項		(313)	(313)
			(127,915)	(144,137)
Net current assets	流動資產淨值		104,938	94,495
Total assets less current liabilities	總資產減流動負債		592,729	586,974
Non-current liabilities	非流動負債			
Loan from an intermediate holding company	中介控股公司之貸款		(76,929)	(64,243)
Retirement benefit liabilities	退休福利負債		(18,900)	(17,697)
Lease liabilities	租賃負債		(469)	—
Deferred tax liabilities	遞延稅項負債		(4,366)	(4,366)
			(100,664)	(86,306)
NET ASSETS	資產淨值		492,065	500,668
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本		252,524	252,524
Other reserves	其他儲備		266,631	273,634
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益		519,155	526,158
Non-controlling interests	非控股權益		(27,090)	(25,490)
TOTAL EQUITY	權益總值		492,065	500,668

The notes on pages 21 to 36 form part of this interim financial report.

第 21 至 36 頁之附註乃本中期財務報表之一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY — UNAUDITED

綜合權益變動表 — 未經審核

For the six months ended 30 June 2019 (Expressed in Hong Kong dollars)

截至二零一九年六月三十日止六個月（以港幣計算）

		Attributable to equity shareholders of the Company 本公司權益持有人應佔部份						
		Share capital	Capital reserve	Exchange fluctuation reserve	Retained profits	Sub-total	Non-controlling interests	Total equity
		股本	資本儲備	匯兌波動儲備	收益儲備	合計	非控股權益	權益總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
Balance at 1 January 2018	於二零一八年一月一日	252,524	112,970	79,797	165,800	611,091	(26,280)	584,811
Changes in equity for the six months ended 30 June 2018:	截止二零一八年六月三十日止六個月之權益變動：							
Loss for the period	期內虧損	—	—	—	(5,541)	(5,541)	(174)	(5,715)
Other comprehensive income	其他全面收益	—	—	(732)	—	(732)	241	(491)
Balance at 30 June 2018 and 1 July 2018	於二零一八年六月三十一日及於二零一八年七月一日結餘	252,524	112,970	79,065	160,259	604,818	(26,213)	578,605
Changes in equity for the six months ended 31 December 2018:	截止二零一八年十二月三十一日止六個月之權益變動：							
Loss for the period	期內虧損	—	—	—	(68,015)	(68,015)	(358)	(68,373)
Other comprehensive income	其他全面收益	—	—	(2,761)	(7,884)	(10,645)	1,081	(9,564)
Balance at 31 December 2018 and Balance at 1 January 2019	於二零一八年十二月三十一日及於二零一九年一月一日結餘	252,524	112,970	76,304	84,360	526,158	(25,490)	500,668
Effect on equity due to adoption of HKFRS 16	因採納香港財務報告準則第十六號對權益的影響	—	—	—	(80)	(80)	—	(80)
Adjusted balance at 1 January 2019	於二零一九年一月一日經調整結餘	252,524	112,970	76,304	84,280	526,078	(25,490)	500,588
Changes in equity for the six months ended 30 June 2019:	截止二零一九年六月三十日止六個月之權益變動：							
Loss for the period	期內虧損	—	—	—	(6,579)	(6,579)	(1,722)	(8,301)
Other comprehensive income	其他全面收益	—	—	(344)	—	(344)	122	(222)
Balance at 30 June 2019	於二零一九年六月三十日結餘	252,524	112,970	75,960	77,701	519,155	(27,090)	492,065

The notes on pages 21 to 36 form part of this interim financial report.

第 21 至 36 頁之附註乃本中期財務報表之一部份。

CONDENSED CONSOLIDATED CASH FLOW STATEMENT — UNAUDITED

簡明綜合現金流量表 — 未經審核

For the six months ended 30 June 2019 (Expressed in Hong Kong dollars)

截至二零一九年六月三十日止六個月（以港幣計算）

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
	Note 附註		
Cash generated from operations	經營業務之現金流入	25,132	10,189
Income tax — Tax paid in Hong Kong	所得稅 — 香港以外稅金支出	—	—
Net cash generated from operating activities	經營業務之現金流入淨額	25,132	10,189
Net cash generated from/(used in) investing activities	經營業務之現金流入／ (流出) 淨額	9,122	(41,319)
Net cash used in financing activities	融資活動之現金流出淨額	(15,403)	(28,775)
Net increase/(decrease) in cash and cash equivalents	現金及等同現金項目之 淨額增加／(減少)	18,851	(59,905)
Cash and cash equivalents at 1 January	於一月一日之現金及 等同現金項目結存	81,091	130,146
Effect of foreign exchange rates changes	匯率變動之影響	(686)	(343)
Cash and cash equivalents at 30 June	於六月三十日之現金及 等同現金項目結存	99,256	69,898

The notes on pages 21 to 36 form part of this interim financial report.

第21至36頁之附註乃本中期財務報表之一部份。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期財務報告附註

(除另有指示，均按港幣計算)

1 BASIS OF PREPARATION

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 26 July 2019.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2018 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2019 annual financial statements. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2018 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The interim financial report is unaudited but has been reviewed by the Company's Audit Committee.

The financial information relating to the financial year ended 31 December 2018 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for the financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The company has delivered the financial statements for the year ended 31 December 2018 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance. The company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

1 編製的準則

本中期財務報告乃根據香港聯合交易所有限公司證券上市規則（「上市規則」）及香港會計師公會所頒佈之香港會計準則第34號「中期財務報告」之適用的規定所編製而成。本中期財務報告於二零一九年七月二十六日獲授權刊發。

編製本中期財務報告所採用之會計政策，與編製二零一八年度經審核財務報表所採用者一致，惟採納必需於二零一九年年度財務報表內反映之會計政策變動則除外。會計政策變動詳情載於附註2。

按香港會計準則第34號編製的中期報告，管理層須於應用集團會計政策的過程及報告資產及負債、收入及支出之金額時作出判斷、估計及假設，因此實際數字或有不同於有關估計。

本中期財務報告包括簡明綜合財務報表，並以附註就重要的事件及交易作出解釋，以闡明二零一八年度經審核財務報表以來財務狀況之變動和表現。本簡明綜合中期未經審核財務報表及有關附註並不包括所有須於一份按香港財務報告準則編製的財務報表所要披露的資料。

本中期財務報告未經審核，惟已經本公司之審核委員會審閱。

於本未經審核中期財務報告顯示有關截至二零一八年十二月三十一日止年度之財務資料是節錄自有關年度之財務報表，並不構成公司有關年度之法定財務報表。根據香港公司條例（第622章）第436條披露的該等法定財務報表的進一步資料如下：

本公司已根據公司條例第662(3)條及附表6第3部的規定，向公司註冊處處長交付截至二零一八年十二月三十一日止的年度財務報表。本公司之核數師已就該財務報表發表報告，該報告沒有發表保留意見、沒有提及審計師在不發表保留意見的情況下強調注意的任何事項，亦沒有根據公司條例第406(2)、407(2)或(3)條作出陳述。

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of amendments of HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 16, *Leases*
- HK(IFRIC) 23, *Uncertainty over income tax treatments*
- Annual Improvements to HKFRSs 2015-2017 Cycle

Except for HKFRS 16, *Leases*, none of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 16, *Leases*

HKFRS 16 replaces HKAS 17, *Leases*, and the related interpretations, HK(IFRIC) 4, *Determining whether an arrangement contains a lease*, HK(SIC) 15, *Operating leases — incentives*, and HK(SIC) 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

The Group has initially applied HKFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

(a) Changes in the accounting policies

(i) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

2 會計政策變動

香港會計師公會已頒佈多項對香港財務報告準則的修定，並於本集團及本公司的今個會計期間首次生效。其中下列會計準則之發展與本集團之財務報表有關：

- 香港財務報告準則第十六號「租賃」
- 香港（國際財務報告詮釋委員會）詮釋第二十三號稅項處理不確定性
- 香港財務報告準則年度改進（二零一五至二零一七年週期）

除香港財務報告準則第十六號「租賃」外，採納該等修訂未有對本集團在本期及過往的業績及財務狀況構成重大財務影響。本集團並未採用任何於本期會計期間尚未生效的新準則或詮釋。

香港財務報告準則第十六號「租賃」

香港財務報告準則第十六號取代香港會計準則第十七號「租賃」及相關詮釋、香港（國際財務報告詮釋委員會）詮釋第四號「釐定安排是否包括租賃」、香港詮釋常務委員會詮釋第十五號「經營租賃 — 優惠」及香港詮釋常務委員會詮釋第二十七號「評估涉及租賃法律形式交易的內容」。其就承租人引入單一會計模式，並規定承租人就所有租賃確認使用權資產及租賃負債，惟租期為十二個月或以下的租賃（「短期租賃」）及低價值資產的租賃除外。出租人的會計規定則大致保留香港會計準則第十七號的規定。

本集團已自二零一九年一月一日起首次應用香港財務報告準則第十六號。本集團已選用經修訂追溯法，並因而確認首次應用的累積影響作為對於二零一九年一月一日權益期初餘額的調整。比較資料未被重列且繼續根據香港會計準則第十七號呈報。本集團概無重列比較資料，並繼續根據香港會計準則第十七號呈報。

有關過往會計政策變動的性質和影響及所採用的過渡性選擇的進一步詳情載列如下：

(a) 會計政策變動

(i) 租賃的新定義

租賃定義的變動主要與控制權的概念有關。香港財務報告準則第十六號根據客戶是否在某一時段內控制已識別資產的使用（其可由指定使用量釐定）而對租賃作出定義。當客戶有權指示可識別資產的用途以及從該用途中獲得絕大部分經濟利益時，即表示擁有控制權。

2 CHANGES IN ACCOUNTING POLICIES (Continued)

HKFRS 16, Leases (Continued)

(a) Changes in the accounting policies (Continued)

(i) *New definition of a lease (Continued)*

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases.

Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

(ii) *Lessee accounting*

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets.

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. For the Group, low-value assets are typically laptops or office furniture. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

2 會計政策變動 (續)

香港財務報告準則第十六號「租賃」(續)

(a) 會計政策變動 (續)

(i) 租賃的新定義

香港財務報告準則第十六號內租賃的新定義僅適用於本集團於二零一九年一月一日或之後訂立或變更的合約。就於二零一九年一月一日之前訂立的合約而言，本集團已採用過渡性可行的權宜方法以豁免屬租賃或包含租賃的現有安排的過往評估。

因此，先前根據香港會計準則第十七號評估為租賃的合約繼續根據香港財務報告準則第十六號入賬列為租賃，而先前評估為非租賃服務安排的合約則繼續入賬列為未生效合約。

(ii) 承租人會計處理方法

香港財務報告準則第十六號剔除先前香港會計準則第十七號要求承租人將租賃分類為經營租賃或融資租賃的規定。反之，當本集團為承租人，其須將所有租賃資本化，包括先前根據香港會計準則第十七號分類為經營租賃的租賃，惟該等短期租賃及低價值資產租賃除外。

當合約包含租賃部分及非租賃部分，本集團選擇不區分非租賃部分及將各租賃部分及任何關聯非租賃部分入賬列為所有租賃的單一租賃部分。

倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將租賃資本化。就本集團而言，低價值資產通常為筆記型電腦或辦公室家具。與該等未資本化租賃相關的租賃付款於租期按系統基準確認為開支。

當租賃已資本化，租賃負債初步按租期應付租賃付款現值確認，並按租賃中所隱含的利率貼現，或倘該利率不能輕易釐定，則以相關遞增借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計量。租賃負債的計量並不包括不依賴指數或利率的可變租賃付款，因此可變租賃付款於其產生的會計期間在損益中扣除。

2 CHANGES IN ACCOUNTING POLICIES (Continued)

HKFRS 16, Leases (Continued)

(a) Changes in the accounting policies (Continued)

(ii) Lessee accounting (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(iii) Leasehold investment property

Under HKFRS 16, the Group is required to account for all leasehold properties as investment properties when these properties are held to earn rental income and/or for capital appreciation ("leasehold investment properties"). The adoption of HKFRS 16 does not have a significant impact on the Group's financial statements as the Group previously elected to apply HKAS 40, Investment properties, to account for all of its leasehold properties that were held for investment purposes as at 31 December 2018. Consequentially, these leasehold investment properties continue to be carried at cost less accumulated amortization and impairment.

2 會計政策變動 (續)

香港財務報告準則第十六號「租賃」(續)

(a) 會計政策變動 (續)

(ii) 承租人會計處理方法 (續)

於資本化租賃時確認的使用權資產初步按成本計量，其中包括租賃負債的初始金額，加上於開始日期或之前作出的任何租賃付款以及任何所產生的初始直接成本。倘適用，使用權資產的成本亦包括拆卸及移除相關資產或還原相關資產或該資產所在工地而產生的估計成本，按其現值貼現並扣減任何所收的租賃優惠。

使用權資產隨後按成本減累計折舊及減值虧損列賬。

倘指數或利率變化引致未來租賃付款出現變動，或本集團預期根據剩餘價值擔保應付的估計金額產化變化，或就本集團是否合理確定將行使購買、續租或終止選擇權的有關重新評估產生變化，則租賃負債將重新計量。倘以這種方式重新計量租賃負債，則應當對使用權資產的賬面值進行相應調整，而倘使用權資產的賬面值已調減至零，則應於損益列賬。

(iii) 租賃投資物業

根據香港財務報告準則第十六號，倘租賃物業乃為賺取租金收入及／或為資本增值而持有，則本集團須將所有該等租賃物業以投資物業入賬（「租賃投資物業」）。由於本集團先前選擇應用香港會計準則第四十號投資物業對其所有於二零一八年十二月三十一日為投資目的而持有之租賃物業進行會計處理，因此採納香港財務報告準則第十六號對本集團財務報表並無重大影響。故此，該等租賃投資物業繼續以成本減累計攤銷及減值列賬。

2 CHANGES IN ACCOUNTING POLICIES (Continued)

HKFRS 16, Leases (Continued)

(b) Critical accounting judgements and sources of estimation uncertainty in applying the above accounting policies

(i) Determining the lease term

As explained in the above accounting policies, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

(c) Transitional impact

At the date of transition to HKFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019.

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 December 2019;

2 會計政策變動 (續)

香港財務報告準則第十六號「租賃」(續)

(b) 應用上述會計政策時作出之重大會計判斷及存在之估計不明朗因素之來源

(i) 釐定租賃期

誠如上述會計政策所闡述，租賃負債以租賃期內應付租賃付款的現值進行初步確認。於開始日期釐定包含本集團可行使的續租權的租賃租期時，本集團會評估行使續租權之可能性，並考慮到所有能形成經濟誘因促使本集團行使續租權之相關事實及情況（包括有利條款、已作出之租賃裝修及該相關資產對本集團經營之重要性）。倘發生重大事件或情況出現重大變動而該等事件或變動受本集團控制，則將重新評估租賃期。租賃期的任何延長或縮短均會影響於未來年度確認的租賃負債及使用權資產金額。

(c) 過渡影響

於過渡至香港財務報告準則第十六號當日（即二零一九年一月一日），本集團就先前分類為經營租賃的租賃按餘下租賃付款現值釐定餘下租期及計量租賃負債，並已使用二零一九年一月一日之相關遞增借款利率進行貼現。

為緩解香港財務報告準則第十六號的過渡，本集團於首次應用香港財務報告準則第十六號當日採用下列確認豁免及可行權宜方法：

- (i) 本集團已選擇不就租賃（其餘下租期於首次應用香港財務報告準則第十六號當日起計十二個月內屆滿（即租期於二零一九年十二月三十一日或之前完結））確認租賃負債及使用權資產應用香港財務報告準則第十六號的規定；

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2 CHANGES IN ACCOUNTING POLICIES (Continued)

HKFRS 16, Leases (Continued)

(c) Transitional impact (Continued)

- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment);

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position:

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第十六號影響之綜合財務狀況表項目：	Carrying amount as at 31 Dec 2018 於二零一八年十二月三十一日之賬面值 \$'000 千元	Capitalisation of operating leases contracts 經營租賃合約資本化 \$'000 千元	Carrying amount as at 1 Jan 2019 於二零一九年一月一日之賬面值 \$'000 千元
Assets	資產			
Property, plant and equipment	物業、機器及設備	487,708	1,958	489,666
Liabilities	負債			
Leases liabilities	租賃負債	—	(2,038)	(2,038)
Equity	權益			
Reserves	儲備	(273,634)	80	(273,554)

The analysis of the net book value of the Group's right-of-use assets by class of underlying asset at the end of the reporting period and at the date of transition to HKFRS 16 is as follows:

下列為本集團按相關資產類別劃分之使用權資產於結算日及過渡至香港財務報告準則第十六號當日之賬面淨值分析：

		At 30 June 2019 於二零一九年六月三十日 \$'000 千元	At 31 December 2018 於二零一八年十二月三十一日 \$'000 千元
Interest in leasehold land held for own use, carried at depreciated cost	以折舊成本列賬的自用而持有的租賃土地權益	60,743	61,885
Other properties leased for own use, carried at depreciated cost	以折舊成本列賬的租賃以供自用的其他物業	1,332	1,792
Machinery and equipment leased for own use, carried at depreciated cost	以折舊成本列賬的租賃以供自用的機器及設備	91	166
		62,166	63,843

2 CHANGES IN ACCOUNTING POLICIES (Continued)

HKFRS 16, Leases (Continued)

(c) Transitional impact (Continued)

(ii) (Continued)

The remaining contractual maturities of the Group's lease liabilities at the end of the reporting period and at the date of transition to HKFRS 16 are as follows:

		At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Within 1 year	一年內	943	1,072
After 1 year but within 5 years	一年後但五年內	469	966
		1,412	2,038

(iii) Impact on the financial result

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the amortisation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported loss from operations in the Group's consolidated income statement, as compared to the results if HKAS 17 had been applied during the year

2 會計政策變動 (續)

香港財務報告準則第十六號「租賃」(續)

(c) 過渡影響 (續)

(ii) (續)

下列為本集團於結算日及過渡至香港財務報告準則第十六號當日之租賃負債尚餘合約期限：

(iii) 對財務業績的影響

在於二零一九年一月一日初始確認使用權資產及租賃負債後，本集團（作為承租人）須確認租賃負債的未償還餘額中產生的利息開支以及使用權資產的攤銷，而非過往以直線基準確認租期內經營租賃產生的租賃開支的政策。與倘於年內應用香港會計準則第十七號所得的業績相比，此對本集團綜合收益表中錄得的經營虧損產生正面影響。

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2 CHANGES IN ACCOUNTING POLICIES (Continued)

HKFRS 16, Leases (Continued)

(c) Transitional impact (Continued)

(iii) Impact on the financial result (Continued)

The following tables may give an indication of the estimated impact of adoption of HKFRS 16 on the Group's financial result for the six months ended 30 June 2019, by adjusting the amounts reported under HKFRS 16 in these interim financial statements to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply to 2019 instead of HKFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under HKAS 17.

		Amounts reported under HKFRS 16	Add back amortisation and interest expenses under HKFRS 16	Less estimated amounts relating to operating lease as if under HKAS 17	Hypothetical amounts for 2019 as if under HKAS 17	Amounts reported for 2018 under HKAS 17
Financial results for the six months ended 30 Jun 2019 impacted by the adoption of HKFRS 16	受採納香港財務報告準則第十六號影響的截至二零一九年六月三十日止六個月財務業績	根據香港財務報告準則第十六號呈報的金額 \$'000 千元	加回根據香港財務報告準則第十六號折舊及利息開支 \$'000 千元	扣除假設根據香港會計準則第十七號有關經營租賃的估計金額 \$'000 千元	假設根據香港會計準則第十七號作出的二零一九年假設金額 \$'000 千元	根據香港會計準則第十七號呈報的二零一八年金額 \$'000 千元
Loss from operation	經營虧損	(5,803)	1,589	(1,614)	(5,828)	(2,560)
Finance cost	財務費用	(2,498)	19	—	(2,479)	(3,155)
Loss before taxation	除稅前虧損	(8,301)	1,608	(1,614)	(8,307)	(5,715)

2 會計政策變動 (續)

香港財務報告準則第十六號「租賃」(續)

(c) 過渡影響 (續)

(iii) (續)

下表或可顯示採納香港財務報告準則第十六號對本集團截至二零一九年六月三十日止六個月的財務業績產生的估計影響，方法為將該等中期財務報表中根據香港財務報告準則第十六號所呈報的金額與根據香港會計準則第十七號本應確認的假設金額進行比較(倘該被取代標準繼續適用於二零一九年而非香港財務報告準則第十六號)，以及將該等二零一九年假設金額與根據香港會計準則第十七號編製的二零一八年實際相應金額進行比較。

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3 Revenue and Segment Reporting

(a) Revenue

The principal activities of the Group are the manufacture and distribution of bottled, canned and draught beers.

As the Group's revenue is entirely attributable to these activities, no analysis by activity is provided.

Revenue represents the invoiced value of products sold, net of discounts, returns, value added tax and consumption tax.

(b) Segment Reporting

(i) Segment results, assets and liabilities

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the periods ended 30 June 2019 and 2018 is set out below:

		Six months ended 30 June 截至六月三十日止六個月					
		Hong Kong 香港		Mainland China 中國內地		Total 總數	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Revenue from external customers	外界客戶收入	179,274	178,629	87,216	87,316	266,490	265,945
Inter-segment revenue	分部間收入	237	241	—	—	237	241
Reportable segment revenue	須予呈報分部收入	179,511	178,870	87,216	87,316	266,727	266,186
Reportable segment (loss)/profit from operations (adjusted EBIT)	須予呈報分部經營(虧損)/盈利(經調整稅前息前盈利)	(5,501)	(6,242)	(1,097)	2,855	(6,598)	(3,387)

		Hong Kong 香港		Mainland China 中國內地		Total 總數	
		At 30 June 2019 於二零一九年 六月三十日	At 31 December 2018 於二零一八年 十二月三十一日	At 30 June 2019 於二零一九年 六月三十日	At 31 December 2018 於二零一八年 十二月三十一日	At 30 June 2019 於二零一九年 六月三十日	At 31 December 2018 於二零一八年 十二月三十一日
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Reportable segment assets	須予呈報分部資產	999,490	1,012,981	106,092	103,271	1,105,582	1,116,252
Reportable segment liabilities	須予呈報分部負債	183,116	188,432	426,035	422,786	609,151	611,218

3 收入及分部資料呈報

(a) 收入

本集團之主要業務為製造及分銷樽裝、罐裝及桶裝啤酒。

由於本集團全部收入均來自該業務，故並無提供有關業務類別的分析。

收入指所出售產品之發票總值扣除折扣、退回、增值稅及商品稅。

(b) 分部資料呈報

(i) 分部業績、資產及負債

截至二零一九年及二零一八年六月三十日止，有關提供予本集團最高層行政管理人員以分配資源及評價分部表現之資料載列如下：

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3 Revenue and Segment Reporting (Continued)

(b) Segment Reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

3 收入及分部資料呈報 (續)

(b) 分部資料呈報 (續)

(ii) 須予呈報分部收入、損益、資產及負債之對帳

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Revenue	收入		
Reportable segment revenue	須予呈報分部收入	266,727	266,186
Elimination of inter-segment revenue	分部之間收入撤銷	(237)	(241)
Consolidated revenue	綜合收入	266,490	265,945
Loss	虧損		
Reportable segment loss from operations	須予呈報分部經營虧損	(6,598)	(3,387)
Interest income from bank deposits	銀行存款之利息收入	745	863
Gain on disposal of fixed assets	出售非流動資產之淨盈利	16	1
Net foreign exchange loss	匯兌淨虧損	(45)	(105)
Interest expense on loan from an intermediate holding company	中介控股公司貸款利息支出	(2,400)	(3,087)
Interest expense on lease liabilities	租賃負債利息支出	(19)	—
Consolidated loss before taxation	綜合稅前虧損	(8,301)	(5,715)
		At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Assets	資產		
Reportable segment assets	須予呈報分部資產	1,105,582	1,116,252
Elimination of inter-segment receivables	分部之間應收賬項撤銷	(384,938)	(385,141)
Consolidated total assets	綜合總資產	720,644	731,111
Liabilities	負債		
Reportable segment liabilities	須予呈報分部負債	609,151	611,218
Elimination of inter-segment payables	分部之間應付賬項撤銷	(384,938)	(385,141)
		224,213	226,077
Deferred tax liabilities	遞延稅項負債	4,366	4,366
Consolidated total liabilities	綜合總負債	228,579	230,443

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3 Revenue and Segment Reporting (Continued)

(b) Segment Reporting (Continued)

(iii) Geographic information

The following table sets out information about the geographic location of (i) the Group's revenue from external customers and (ii) the Group's noncurrent assets ("specified non-current assets"). The geographic location of customers is based on the country of establishment of each customer. The geographic location of the specified non-current assets is based on the physical location of the assets, in the case of property, plant and equipment, investment properties and right-of-use of assets under leases, and the location of the operation to which they are allocated, in the case of intangible assets.

3 收入及分部資料呈報 (續)

(b) 分部資料呈報 (續)

(iii) 地區資料

下表載列有關(i) 本集團外界客戶收入及(ii) 本集團非流動資產、無形資產及其他有形資產(「指定非流動資產」)之地理位置資料。客戶之地理位置是根據每名客戶成立地點所在國家而定。指定非流動資產之地理位置是根據資產之實際位置(倘屬固定資產及其他有形資產)及獲劃撥有關資產之營運地點(倘屬無形資產)而定。

		Revenue from external customers 外界客戶收入		Specified non-current assets 指定非流動資產	
		Six months ended 30 June 截至六月三十日止六個月	At 30 June	At 31 December	
		2019 二零一九年	2018 於二零一八年	2019 於二零一九年	2018 於二零一八年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Hong Kong (place of domicile)	香港(成立地點)	130,308	132,707	455,987	462,456
Mainland China	中國內地	47,860	50,439	31,804	30,023
Philippines	菲律賓	85,487	80,031	—	—
Others	其他國家	2,835	2,768	—	—
		136,182	133,238	31,804	30,023
		266,490	265,945	487,791	492,479

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4 Loss before taxation

4 除稅前虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Loss before taxation is arrived at after charging/(crediting):	除稅前虧損已扣除/(計入)下列項目：		
(a) Finance costs	(a) 財務費用		
Interest expense on loan from an intermediate holding company wholly repayable within five years	須於五年內全數償還之中介控股公司貸款利息支出	2,400	3,087
Interest expense on lease liabilities	租賃負債利息支出	19	—
Bank charges	銀行費用	79	68
		2,498	3,155
(b) Staff costs	(b) 員工薪酬		
Retirement costs	退休金成本	5,775	5,889
Salaries, wages and other benefits	薪金、工資及其他福利	60,949	61,610
		66,724	67,499
(c) Other items	(c) 其他項目		
Amortisation	租賃土地款項攤銷		
— Land lease premium	— 租賃土地款項	—	1,289
— Right-of-use asset — leasehold land and properties	— 使用權資產 — 租賃土地及物業	1,053	—
— Right-of-use asset — machinery	— 使用權資產 — 機器	536	—
Depreciation	折舊		
— Property, plant and equipment	— 物業、機器及設備	7,557	9,070
— Investment properties	— 投資物業	2,356	2,359
Costs of inventories	存貨成本	144,486	148,958
Provision for impairment losses on trade and other receivables	應收貿易及其他賬項之減值撥備	32	210

5 Income tax

5 所得稅

Taxation in the consolidated income statement represents:

綜合收益表之所得稅指：

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元
Current tax — Outside Hong Kong	本期稅項 — 香港以外		
— Provision for the period	— 期內撥備	—	—
Deferred tax	遞延稅項		
— Origination and reversal of temporary differences	— 暫時差額之出現及回撥	—	—
Income tax charge	所得稅支出	—	—

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5 Income tax (Continued)

In March 2018, the Hong Kong Government introduced a two-tiered profits tax rate regime by enacting the Inland Revenue (Amendment) (No. 3) Ordinance 2018 (the "Ordinance"). Under the two-tiered profits tax rate regime, the first \$2 million of assessable profits of qualifying corporations is taxed at 8.25% and the remaining assessable profits at 16.5%. The Ordinance is effective from the year of assessment 2018-2019.

The statutory tax rate applicable to the subsidiaries established in the People's Republic of China ("PRC") was 25% (2018: 25%). No provision for current taxation has been made for the subsidiaries established in the PRC because the entities sustained losses for taxation purposes. During the year, the Group received a tax refund from the PRC tax authority in relation to the re-investment of retained profits

6 Dividends

The Board resolved that no dividends will be declared for the six months ended 30 June 2019 (2018: Nil)

7 Loss per share

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company for the six months ended 30 June 2019 of \$6,579,000 (30 June 2018: \$5,541,000) and on 373,570,560 ordinary shares (at 30 June 2018: 373,570,560 ordinary shares), being the number of ordinary shares in issue throughout the period.

(b) Diluted loss per share

The diluted loss per share is not presented as the Company does not have dilutive potential ordinary share for both periods presented.

8 Non-current assets

5 所得稅 (續)

二零一八年三月，香港政府通過「2018年稅務(修訂)(第3號)條例」(「修訂條例」)，引入利得稅兩級制。根據利得稅兩級制，合資格公司的首二百萬港元應評稅利潤的稅率為8.25%，而餘下的應評稅利潤則為16.5%。該條例自二零一八至二零一九課稅年度起生效。

於中國成立的附屬公司的法定稅率為25%(二零一八年：25%)。各家於中華人民共和國(「中國」)成立的附屬公司均由於錄得稅項虧損，故並無就本期內稅項作出撥備。

6 股息

董事會議決不派發截至二零一九年六月三十日止六個月之股息(二零一八年：無)。

7 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司權益持有人截至二零一九年六月三十日止六個月應佔虧損共6,579,000元(截至二零一八年六月三十日止六個月：5,541,000元)及本期間內已發行之373,570,560股普通股(於二零一八年六月三十日：373,570,560股普通股)計算。

(b) 攤薄之每股虧損

攤薄之每股虧損並未予列出，因本公司並沒有具攤薄性的潛在普通股存在。

8 非流動資產

	Property, plant and equipment 物業、機器及設備					Total
	Other Property, plant and equipment	Interests in leasehold land held for own use under operating leases	Right-of-use assets held under leases	Investment properties		
	其他物業、 機器及設備 \$'000 千元	在經營租賃下 自用而持有的 租賃土地權益 \$'000 千元	因租賃而持有的 使用權資產 \$'000 千元	投資物業 \$'000 千元		總計 \$'000 千元
Net book value:	賬面淨值：					
At 1 January 2019	於二零一九年一月一日	288,939	73,272	—	125,497	487,708
Exchange adjustments	匯兌調整	(15)	—	(89)	—	(104)
Additions	添置	4,512	—	1,958	855	7,325
Disposals	出售	(622)	—	—	—	(622)
Reclassification	重新分類	11,386	(73,272)	61,886	—	—
Depreciation/amortisation for the period	期內折舊/攤銷	(7,557)	—	(1,589)	(2,356)	(11,502)
At 30 June 2019	於二零一九年六月三十日	296,643	—	62,166	123,996	482,805

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9 Inventories

9 存貨

		At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Products in hand and in process	現有產品及在製品	31,908	26,757
Materials and supplies	物料及供應	14,446	15,452
		46,354	42,209

10 Trade and other receivables

10 應收貿易及其他賬項

The ageing of trade receivables (net of loss allowance) as at the end of the reporting period is as follows:

應收貿易賬項（扣除撥備）於結算日之賬齡如下：

		At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Current	未到期	32,422	32,964
Less than 1 month past due	過期日少於一個月	7,860	5,140
1 to 3 months past due	過期日為一至三個月	1,209	1,095
More than 3 months but less than 12 months past due	過期日為三個月至十二個月	957	910
More than 12 months past due	過期日多於十二個月	336	252
		42,784	40,361

The general credit period is payment by the end of the month following the month in which sales took place. Therefore, all the current balances above are within two months from the invoice date.

一般信貸於銷售月份後的月份完結時到期。因此，上述所有未到期結餘均在發票日期後兩個月內到期。

Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

管理層備有信貸政策，並會持續監察該等信貸風險。

The credit terms given to the customers vary and are generally based on the financial strength of the individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

信貸乃因應個別客戶之財務狀況而釐定。為有效地管控有關應收貿易賬項之信貸風險，本集團會定期評估顧客之信用狀況。

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11 Cash and cash equivalents

		At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Bank deposits within three months of maturity when placed	存放時到期日為三個月內的銀行存款	28,070	13,006
Cash at bank and in hand	銀行結存及現金	71,186	68,085
Cash and cash equivalents in the consolidated statement of financial position and condensed consolidated cash flow statement	綜合財務狀況表及綜合現金流量表中的現金及等同現金項目	99,256	81,091
Bank deposits with more than three months to maturity when placed	存放時到期日為超過三個月的銀行存款	21,918	36,718

12 Trade and other payables

The ageing of trade payables as at the end of the reporting period is as follows:

		At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Current and less than 1 month past due	未到期及過期日少於一個月	38,058	32,200
1 to 3 months past due	過期日為一至三個月	441	984
3 to 6 months past due	過期日為三至六個月	38	43
More than 6 months past due	過期日多於六個月	33	200
		38,570	33,427

The Group's general payment terms are one to two months from the invoice date. Therefore, the current and less than 1 month past due balances above are mostly within two to three months from the invoice date.

12 應付貿易及其他賬項

應付貿易賬項於結算日之賬齡如下：

本集團的一般付款條款是於發票日期後一至兩個月內到期。因此，上述未到期及過期日少於一個月的結餘大部份均在發票日後兩至三個月內到期。

13 Capital commitments

Capital commitments outstanding at 30 June 2019 not provided for in the interim financial report were as follows:

		At 30 June 2019 於二零一九年 六月三十日 \$'000 千元	At 31 December 2018 於二零一八年 十二月三十一日 \$'000 千元
Contracted for	已訂約	3,858	9,064
Authorised but not contracted for	已批准但未訂約	6,539	4,168
		10,397	13,232

13 資本承擔

於二零一九年六月三十日，未在中期財務報表中撥備之未付資本承擔詳情如下：

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14 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in this interim financial report, the Group entered into the following material related party transactions:

Transaction with group companies

	Note 附註	Amounts 金額		Due from/(to) balances 應收/(付)結存	
		Six months ended 30 June 截至六月三十日止六個月		At 30 June 2019	At 31 December 2018
		2019 二零一九年 \$'000 千元	2018 二零一八年 \$'000 千元	於二零一九年 六月三十日 \$'000 千元	於二零一八年 十二月三十一日 \$'000 千元
Purchases from:	購自				
— intermediate holding company	— 中介控股公司	1,050	921	(324)	(84)
— fellow subsidiaries	— 同系附屬公司	1,601	1,709	(375)	—
— related companies	— 關連公司	12,960	12,776	(5,505)	(3,377)
Sales to:	售予				
— intermediate holding company	— 中介控股公司	85,487	80,034	13,632	24,067
— fellow subsidiaries	— 同系附屬公司	58	58	—	—
Royalty payments to:	支付專利權費用予				
— intermediate holding company	— 中介控股公司	544	77	(115)	(11)
— a related company	— 關連公司	927	987	(2,735)	(3,660)
Sales of raw materials to fellow subsidiary	原料售予 同系附屬公司	—	2	—	—
Interest expense payable to an intermediate holding company	利息支出 中介控股公司	2,400	3,088	(346)	(459)
Advertising and promotion subsidy from an intermediate holding company	收中介控股公司廣告及 市場推廣補貼	—	7,383	—	—

(i) Sales to and purchases from group companies were carried out at terms mutually agreed by both parties.

Related companies are related to the Group as their ultimate holding company has a significant influence over the Group.

(ii) Royalties are payable to intermediate holding companies and a minority shareholder for the use of certain trademarks pursuant to relevant licensing agreements.

(iii) Interest expense was paid for the loan from an intermediate holding company.

(iv) Advertising and promotion subsidy was received from an intermediate holding company for promotion of certain brands in the PRC.

These transactions also constitute connected transactions under the Listing Rules, except for the purchases from related companies, which the directors do not consider to be connected transactions under the Listing Rules.

14 重大關連人士交易

除本中期財務報表另有披露之交易及結餘外，本集團已訂立以下重大關連人士交易：

集團內主要關連交易

(i) 此等交易按雙方同意之條款進行。

關連公司與本集團有關連因其最終控股公司對本集團有重大影響。

(ii) 專利權是指就有關特許合同所訂，因使用個別商標支付予中介控股公司及一非控股股東的費用。

(iii) 利息支出乃支付從中介控股公司獲得的貸款。

(iv) 從中介控股公司收取的廣告及市場推廣補貼乃補貼若干品牌在中國的推廣。

根據上市規則，此等交易（購自關連公司之交易除外）構成關連交易。因應有關條例，本公司董事對購自關連公司之交易不考慮為關連交易。



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