



中糧
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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

GLOBALISATION
BUSINESS OPTIMISATION
RISKS CONTAINMENT
GLOBALISATION
BUSINESS
OPTIMISATION



ANNUAL REPORT
2019 年報

CORPORATE PROFILE

公司概況

China Foods Limited (“China Foods” or the “Company” and together with its subsidiaries, the “Group”), a subsidiary of COFCO Corporation (“COFCO”) and the only focused beverage platform of COFCO, is listed on the main board of The Stock Exchange of Hong Kong Limited (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 (“COFCO Coca-Cola”), a 65%-owned joint-venture with The Coca-Cola Company. COFCO Coca-Cola offers twenty brands of products in ten major types of beverages which include sparkling drink, juice, water, milk drink, energy drink, tea, coffee, functional nutrition drink, sports drink and plant-based protein drink.

中國食品有限公司(簡稱「中國食品」或「本公司」，連同其附屬公司統稱「本集團」)為中糧集團有限公司(「中糧」)的附屬公司及中糧唯一的專業化飲料業務平台，並於香港聯合交易所有限公司主板上市(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「中糧可口可樂」)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、水、乳飲料、能量飲料、茶、咖啡、功能型營養素飲料、運動飲料及植物蛋白飲料等10大品類、20個品牌的產品。

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FINANCIAL HIGHLIGHTS

財務摘要

REVENUE

業務收入

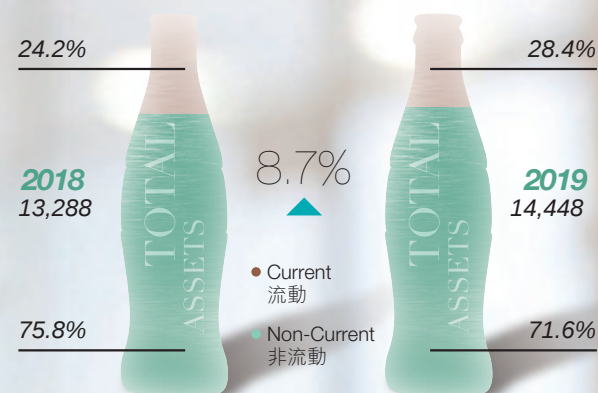
(RMB million)(人民幣百萬元)



TOTAL ASSETS

總資產

(RMB million)(人民幣百萬元)



ADJUSTED EBITDA

經調整EBITDA

(RMB million)(人民幣百萬元)



LIABILITY TO ASSET RATIO

資產負債比率



EARNINGS PER SHARE

每股盈利

(RMB cents/share)(人民幣分/每股)



NET ASSETS PER SHARE (Owners of the Parents)

每股淨資產(母公司擁有人)

(RMB/share)(人民幣/每股)



The following table shows the comparison of the final results for the year ended 31 December 2019 (the “year”) of China Foods Limited (the “Company” or “China Foods”) and its subsidiaries (together the “Group”) with the corresponding results for 2018:

中國食品有限公司(「本公司」或「中國食品」)及其附屬公司(統稱「本集團」)截至2019年12月31日止年度(「本年度」)的末期業績與2018年同期業績相比如下：

		For the year ended 31 December 2019 截至2019年 12月31日止年度 (RMB million) (人民幣百萬元)	For the year ended 31 December 2018 截至2018年 12月31日止年度 (RMB million) (人民幣百萬元)	Changes 變動
Continuing operations:	持續經營業務：			
• Revenue	• 收入	17,172.0	15,648.1	+10%
• Gross profit margin	• 毛利率	36.5%	35.4%	+1.1ppt
• Adjusted EBIT*	• 經調整EBIT*	1,025.2	768.8	+33%
• Adjusted EBITDA^	• 經調整EBITDA^	1,544.9	1,264.2	+22%

The board of directors (the “Board”) of the Company has resolved to recommend to shareholders the payment of final dividend of RMB0.044, equivalent to HK4.8 cents for the year (2018: RMB0.034, equivalent to HK3.9 cents).

本公司董事會(「董事會」)決議向股東建議向股東派發本年度之末期股息人民幣0.044元(相等於4.8港仙)(2018年：人民幣0.034元(相等於3.9港仙))。

Adjusted EBIT* represents:

經調整EBIT*指：

		For the year ended 31 December 2019 截至2019年 12月31日止年度 (RMB million) (人民幣百萬元)	For the year ended 31 December 2018 截至2018年 12月31日止年度 (RMB million) (人民幣百萬元)
Profit before tax	除稅前溢利	1,012.6	738.2
Reconciliation:	對賬：		
Finance costs	融資成本	53.6	74.8
Share of profits of associates	應佔聯營公司溢利	(41.0)	(44.2)
Adjusted EBIT*	經調整EBIT*	1,025.2	768.8

Adjusted EBITDA[^] represents:經調整EBITDA[^]指：

		For the year ended 31 December 2019 截至2019年 12月31日止年度 (RMB million) (人民幣百萬元)	For the year ended 31 December 2018 截至2018年 12月31日止年度 (RMB million) (人民幣百萬元)
Adjusted EBIT [*]	經調整EBIT [*]	1,025.2	768.8
Reconciliation:	對賬：		
Provision against inventories	存貨撥備	31.9	24.7
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	399.2	414.8
Depreciation of right-of-use assets	使用權資產折舊	39.7	—
Amortisation of prepaid lease payments	預付土地租賃款項攤銷	—	15.1
Impairment of property, plant and equipment	物業、廠房及設備減值	46.5	38.2
Impairments loss of account receivables	應收款項減值虧損	2.4	2.6
Adjusted EBITDA [^]	經調整EBITDA [^]	1,544.9	1,264.2

2019

APRIL 四月



Mr. Chen Lang, a Vice President of COFCO, appointed as the Chairman of China Foods

中糧副總裁陳朗先生接任中國食品董事長

On 26 April, Mr. Yu Xubo, the President of COFCO, resigned as the Chairman of the board of directors of China Foods due to a change of work, and was replaced by Mr. Chen Lang, a Vice President of COFCO.

於4月26日，中糧總裁于旭波先生因工作調動，辭任中國食品董事會主席職務，並由中糧副總裁陳朗先生接任。

GLOBALISATION BUSINESS OPTIMISATION

2019

MAY 五月

INTERNATIONAL PRODUCTS

A visit from the President of Coca-Cola (Latin America), its core management team and presidents of regional major bottling groups

可口可樂拉丁美洲區總裁及其核心管理團隊和區域主要裝瓶集團總裁來訪學習

On 14 May, Mr. Alfredo Rivera, the President of Coca-Cola (Latin America), its core management team and presidents of major bottling groups in Latin America, made a special visit to communicate with the key management team of COFCO Coca-Cola. The visitors also visited the Beijing market, giving special attention to new product distribution and display execution under the new retail format, and gave high recognition for the overall performance of the Beijing market to COFCO Coca-Cola Beijing team.

於5月14日，可口可樂拉丁美洲區總裁Alfredo Rivera先生及其核心管理團隊、拉丁美洲主要裝瓶集團總裁一行，專程來訪，與中糧可口可樂主要管理團隊進行了交流，並走訪調研了北京市場，重點考察了新零售業態下市場新品鋪貨與陳列執行，對北京市場的整體表現給與了充分的肯定。



2019 SEPTEMBER 九月

Coca-Cola's global hot drink project debuts at COFCO Coca-Cola
可口可樂全球熱飲項目在中糧可口可樂首發上市

On 20 September, Mr. Chen Lang, the Chairman of the Company, Mr. Manolo Arroyo, the President of Coca-Cola (Asia Pacific), and Ms. Luan Xiuju, the then Managing Director of the Company, attended the debut ceremony of Coca-Cola's global hot drink project in Chengdu. The hot drinks were specially developed for the China market by Coca-Cola at the request of COFCO Coca-Cola to meet the drinking habits and needs of China consumers. In 2019, COFCO Coca-Cola launched a total of 10 new products, which accounted for more than 8% of its sales revenue.

於9月20日，本公司主席陳朗先生、可口可樂亞太區總裁Manolo Arroyo先生、本公司時任董事總經理樂秀菊女士共同在成都啟動可口可樂全球熱飲項目的首發儀式。熱飲產品是可口可樂應中糧可口可樂要求，為中國市場特別研發的新品，更好滿足中國消費者的飲用習慣與需求。2019年，中糧可口可樂共上市10個系列新品，新品佔銷售收入比例超過8%。

RISKS
CONTAINMENTINTERNATIONAL
PRODUCTS

2019 NOVEMBER 十一月

Directors of China Foods visited COFCO Coca-Cola's Huazhong Plant
中國食品董事調研中糧可口可樂華中廠

On 7 November, a board meeting of China Foods was held in Changsha. The Chairman of the Company, Mr. Chen Lang, Non-executive Directors Ms. Xiao Jianping and Mr. Qin Yelong, and Independent Non-executive Directors Mr. Mok Wai Bun, Ben, Mr. Stephen Edward Clark and Mr. Li Hung Kwan, Alfred, had been accompanied by the then Managing Director Ms. Luan Xiuju and an Executive Director Mr. Shen Peng to visit COFCO Coca-Cola's Huazhong Plant. During the visit, the board of directors fully affirmed the plant's success in accomplishing the 2019 annual performance targets in advance, and looked forward to the team's continue efforts in achieving better results.

於11月7日，中國食品董事會會議在長沙召開。本公司主席陳朗先生、非執行董事肖建平女士、覃業龍先生，獨立非執行董事莫衛斌先生、祈立德先生、李鴻鈞先生在時任董事總經理樂秀菊女士、執行董事沈芃先生的陪同下對中糧可口可樂華中廠進行了調研。調研中，董事會對華中廠提前完成2019全年業績目標給予了充分肯定，期待華中廠團隊再接再厲，再創佳績。



2019

DECEMBER 十二月



Mr. Lu Jun, the Chairman of COFCO, visited Guiyang and assisted in the construction of a COFCO Coca-Cola Guizhou Plant

中糧董事長呂軍先生親赴貴陽，協助中糧可口可樂籌建貴州工廠

Guizhou is the only market in COFCO Coca-Cola's franchise area whose sales volume have exceeded the break-even point without a local plant. We plan to complete the land contract and begin the construction of such in 2020, with an aim to starting production in 2021.

貴州是中糧可口可樂經營區域內銷量超過盈虧平衡點尚未建廠的唯一市場。計劃在2020年完成土地簽約、啟動項目建設，爭取2021年投入生產。

On 17 December, Mr. Lu Jun, the Chairman of COFCO, accompanied by Mr. Chen Lang, a Vice President of COFCO and the Chairman of China Foods, and Ms. Luan Xiuju, the then Managing Director of China Foods, visited Guiyang. During which Mr. Lu has discussed with Ms. Shen Yiqin, the Provincial Governor of Guizhou, and Mr. Zhao Deming, the Secretary of Guiyang Municipal Committee of the CPC, the matters related to the construction of a COFCO Coca-Cola Guizhou Plant and then paid a visit to a potential site for the plant on the following day.

12月17日，中糧董事長呂軍先生親赴貴陽，拜會了貴州省長諶貽琴女士、貴陽市委書記趙德明先生就中糧可口可樂貴州工廠的籌建相關事宜進行討論。次日，呂軍董事長還親自考察了備選廠址。中糧副總裁兼中國食品董事長陳朗先生及中國食品時任董事總經理樂秀菊女士陪同會見和考察。



BUSINESS
OPTIMISATION

2019

DECEMBER 十二月

Mr. Qing Lijun appointed as the Managing Director of China Foods

慶立軍先生接任中國食品董事總經理職務

On 30 December, the Company announced that Ms. Luan Xiuju would retire from her positions as an Executive Director and the Managing Director of China Foods and be replaced by Mr. Qing Lijun, with effect from 1 January 2020.

於12月30日，本公司宣佈自2020年1月1日起樂秀菊女士因退休辭任中國食品執行董事兼董事總經理職務，並由慶立軍先生接任。



CHAIRMAN'S STATEMENT

CHAIRMAN'S STATEMENT

主席函件

Chen Lang 陳朗
Chairman 主席



Dear Shareholders,

In 2019, under the leadership and support of the board of directors and the efforts of our management team, China Foods achieved good operating results. Our revenue reached RMB17.17 billion, representing a year-on-year increase of 10%, and we recorded a total profit before tax of RMB1.01 billion, our profit from continuing operations after deducting one-off gains increased by 29%, year on year. The overall operating results showed a steady and healthy trend of growth.

These admirable results came as a result of many factors, including the steady development of China's macro economy, improvement of its overall social consumption, and various favorable operating factors such as government tax and fee reductions and especially the professionalism and effort of our management team. Also notable was the management team's effectiveness in accurately assessing risks and opportunities in the face of new consumer trends and market changes, and enhancing our competitive strengths through the introduction of new products and development of new channels. Internally, our management keep improving management effectiveness, tapping into potential of our team and improving operational quality and efficiency, which in turn enhanced profitability.

The market presents both opportunities and challenges in 2020. Despite the impact on consumption made by the epidemic at the beginning of the year, the massive potential of China's beverage market remains undiminished. COFCO and The Coca-Cola Company's strategic objectives therefore remain consistent, and applied to a full spectrum of products to enable existing businesses to meet the increasing diversified demands of our consumer. As a pioneer in the reform of state-owned capital investment companies, COFCO will also consider making better use of China Foods' listing platform and improving the branded food business's market-oriented operational mechanisms and incentive mechanisms to stimulate the vitality and drivers of the business and our team, improve market competitiveness, and maintain a path of sustainable and sound development.

The epidemic would bring huge changes to the consumer demand and channel structure of China's market, which would be an enormous challenge to all fast moving consumer goods enterprises. I have a strong faith that China Foods will be capable of quickly adjusting to address the challenges and maintain stable and healthy development.

CHEN Lang
Chairman

Hong Kong, 24 March 2020

致親愛的股東：

2019年，在董事會的領導和支持下，在管理團隊的努力下，中國食品取得了良好的經營業績。公司營業收入達到人民幣171.7億元，同比增長10%，實現除稅前溢利總額人民幣10.1億元，剔除一次性收益，持續經營利潤同比增長29%。整體經營結果體現了穩定健康的增長趨勢。

以上，得益於中國宏觀經濟的穩健發展，得益於中國整體社會消費總額的提升，得益於政府減稅降費等各項經營利好因素，更得益於管理團隊的專業和努力。管理團隊面對新的消費趨勢和市場變化，能夠準確判斷風險和機遇，通過新產品推動和新渠道拓展，保持並擴大在市場和渠道中的競爭優勢；對內不斷完善管理挖掘潛力，提升運營質量和效率，盈利能力得到持續提升。

2020年，挑戰與機遇並存。雖然年初疫情對消費有一定影響，但中國飲料市場的巨大潛力不容忽視。面對巨大潛力，中糧與可口可樂公司戰略目標高度一致，會繼續致力於推動現有業務向全品類拓展，滿足消費者日益多元化的需求。中糧作為國有資本投資公司改革的先行者，也會考慮更好地利用中國食品上市平台，完善品牌食品業務市場化運營機制和激勵機制，激發業務和團隊的活力和內生動力，提升市場競爭力，推動業務持續良性發展。

本次疫情會對中國市場消費需求和渠道結構帶來很大變化，對所有的快消品公司都將是巨大的挑戰。我相信中國食品有能力迅速調整應對挑戰，並繼續保持穩定健康發展。

主席
陳朗

香港，2020年3月24日

STATEMENT FROM MANAGING DIRECTOR

STATEMENT FROM MANAGING DIRECTOR

董事總經理函件

QING LIJUN 慶立軍
Managing Director 董事總經理



Dear Shareholders,

2019: BUSINESS OPTIMISATION, GLOBALISATION AND RISK CONTAINMENT

In 2019, China Foods' work theme was "Business Optimisation, Globalisation and Risk Containment". While maintaining steady growth, we focused on improving the quality of our operations, implemented benchmarking management to find points of weakness, and learned from the experiences of leading international branded consumer goods companies to upgrade our management system and minimize operational risks.

In 2019, China Foods achieved good operating results, with steady growth in revenue and profits and new enhancements to operating quality. Through the introduction of new and high-margin packaging products, we improved the product structure and strengthened price management to achieve growth in revenue per unit case. Through the development of ready-to-drink and new retail channels, premium customer-oriented services and super city projects, we boosted the quality of our marketing network. Through continuous upstream and downstream integration and standardized logistics operations, we improved the supply chain's operating quality and reduced the environmental risks of production. Through the consistent application of new technology, we upgraded our management tools, improved management efficiency and reduced management costs. Therefore, our revenue growth was higher than that of sales, and profit growth was higher than that of revenue, showing a healthy trend of development.

In terms of risk resistance, we continued the construction of a system for quality, safety and environmental protection and passed 174 external audits in 2019, with relevant indicators all showing improvement. Using a regular risk assessment mechanism, we comprehensively analyzed operational risks and problems and formulated measures to improve risk control, including implementation of strict fund and credit management, improving turnover of accounts receivable, lowering the asset-liability ratio and strictly controlling financial risk. Through such means, we strove to ensure the Company's operation and guarantee the rights and interests of our shareholders.

致各位股東：

2019年：高質量，國際化，防風險！

2019年，中國食品的工作主題為「高質量、國際化、防風險」。在繼續保持穩健增長的同時，著力於經營質量的提升，同時對標國際先進品牌消費品公司尋找差距、學習經驗，完善自身管理制度和系統，防範運營風險。

2019年，中國食品取得了良好的經營業績。營收規模和利潤穩健增長，經營質量也有了新的提升。我們通過新品和高毛利包裝產品的推動，提升產品結構質量，同時嚴格價格管理，實現了單標箱收入的提升；我們通過即飲渠道和新零售渠道的開發、優質客戶的聚焦服務、超級城市項目的建設等，提升營銷網絡質量；通過上下游一體化的持續推動、物流標準化操作的推動，提升供應鏈運營質量，降低質量生產環保風險；通過新技術的不斷應用，升級管理工具，提升管理效率，降低管理成本。所以，我們的收入增長高於銷量增長，利潤增長高於收入增長，呈現了健康的發展態勢。

在防範風險方面，我們不斷完善質量安全環保體系建設，2019年通過了174次外部審核，相關指標持續改進；通過定期的風險評估機制，全面分析運營風險及問題並制定改進措施，不斷完善風險控制體系；嚴格資金管理、信用管理等制度和執行，提升應收賬款周轉率，降低資產負債率，嚴控財務風險。通過以上風險控制措施，保障公司的經營和股東的權益。

In terms of learning and benchmarking management, our core management team conducted in-depth investigations of several outstanding Coca-Cola bottling groups in Europe, America and Asia. Combined with an examination of existing deficiencies, we used this knowledge to advance our experience and improve our business operations.

2020: CONSUMPTION-ORIENTED, EFFICIENCY-DRIVEN!

Though the COVID-19 epidemic outbreak will certainly impact China's overall economic development and greatly impact the development of beverage industry. Such impact, on the one hand is shown in the change in consumption mode during the epidemic, while on the other hand is reflected on new development concepts and opportunities for the industry after the epidemic. Limitations on distribution channels during the epidemic cast a negative impact on the industry as a whole. After the epidemic, however, there may be changes in consumption concepts and behaviors of consumers, retail channel structures and operation models, thus bringing opportunities and challenges to the development of the industry.

In view of the above, with consumer demand as a guide and with meeting consumer demand as the goal, Chinese Foods will adapt and embrace change.

In respect of products, we will continue to expand categories and upgrade products, supported by The Coca-Cola Company's full category development strategy. In the sparkling drinks category, we will continue to promote healthy and fashionable high-end products and packages, and expand our leading position. In the juice category, we will launch products suited to consumers in different regions and create regional super juice products. In the waters category, we will upgrade our products and develop more high-end waters, fruity waters, soda and mineral waters to meet the demands of more consumers and expand our market share. We will also increase our effort to expand product categories such as sports, energy, tea and enhanced drinks, and ready-to-drink coffee, to increase their proportion of the overall business.

在國際化學習和對標方面，核心管理團隊先後深入調研了歐洲、美洲、亞洲等多個優秀可口可樂裝瓶集團，結合現有問題學習先進經驗，不斷完善自身業務運營。

2020年：消費導向，效率引領！

2020年，年初疫情對中國整體經濟發展會有一定影響，也會對飲料行業的發展產生較大影響。這種影響一方面體現在疫情期間的消費變化上，另一方面體現在疫情過後行業新的發展理念和發展機會上。疫情期間，部分流通渠道的限制對行業整體產生負面影響，疫情過後消費者的消費理念和消費行為可能發生變化，零售渠道結構和運營模式也將發生變化，為行業發展同時帶來機遇和挑戰。

針對以上，中國食品將以消費者的需求為導向，以滿足消費者需要為目標，適應變化，在變化中取勝。

在產品方面，我們將繼續在可口可樂公司全品類發展戰略的支持下，拓展品類，升級產品。在汽品類，我們會繼續推動健康、時尚概念的高端產品和包裝，保持並擴大在汽品類的領導地位；在果汁品類，我們會針對不同地域推動適合當地消費者的產品，打造地域性超級單品果汁；在水品類，我們將聚焦產品升級，在繼續擴大主流水份額的同時，開發更多高端水、果味水、蘇打水、礦泉水等產品，滿足多人群的消費需求。同時，我們還將加大運動飲料、能量飲料、茶飲料、功能飲料、即飲咖啡等品類的拓展力度，增加其在整體業務的佔比。

In terms of channels, we will closely follow the changes in consumption concepts and behaviors of consumers, maintain our advantages in channels such as supermarkets and general eateries, continue to promote rapid development of channels such as catering, gas station, travel and transportation, expedite the footprint of new retail channels and delivery-to-home service, and satisfy the demand from consumers under different consumption scenarios.

Meanwhile, China Foods will increasingly concentrate on improving efficiency. By driving outstanding operational projects, effectively integrating existing resources, refining management, upgrading and improving management systems and tools, and enhancing our culture and capabilities of innovation, we will advance the modernization of our management system and management capabilities and achieve improvements in all aspects of operational, asset and resource input-output efficiency.

We will strive to lower the impact on the business operation of the Company and maintain a steady profitability through the above measures.

On behalf of the management team, I thank our shareholders for their trust and confidence in China Foods. We shall not cease in our efforts to bring greater returns on their investment.

QING Lijun
Managing Director

Hong Kong, 24 March 2020

在渠道方面，我們將緊跟消費者理念和行為的變化，繼續保持在商超、傳統食雜店等渠道的優勢，持續推動在餐飲、加油站、旅遊、交通等渠道的快速發展，加快在新零售渠道和到家服務的布局，滿足消費者在不同消費場景下的需求。

同時，中國食品會更加聚焦效率提升。通過卓越運營項目的推動、現有資源的有效整合、管理精細化程度的提升、管理系統和工具的升級和完善、創新文化和創新能力的提升等，進一步推進公司管理體系和管理能力現代化，實現各環節運營效率、資產效率和資源投入產出效率的提升。

通過以上，我們將努力減少疫情對公司業務運營的影響，繼續保持公司穩定的盈利水平。

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

董事總經理
慶立軍

香港，2020年3月24日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論析



CURRENT STATUS

China Foods currently holds and operates COFCO Coca-Cola Beverages Limited (“COFCO Coca-Cola”) and is an important global bottling partner of The Coca-Cola Company.

The Company’s exclusive franchise to manufacture, market and distribute products under the Coca-Cola series encompasses 19 provincial-level administrative regions, covering over 50% of the mainland China’s population. The Company provides consumers with ten major types of beverages – namely sparkling drink, juice, water, energy drink, tea, coffee, functional nutrition drink, sports drink and plant-based protein drink under 20 brands.

The Company has more than 10,000 salespersons to serve over 1.5 million customers. Our marketing network reaches 100% of the cities, 100% of the counties and more than 60% of the towns within our operating regions. Business under our control, being customer orders served directly by our sales representatives, accounts for more than 80% of our overall business.

業務現狀

中國食品目前控股經營中糧可口可樂有限公司(「中糧可口可樂」)，為可口可樂公司全球重要裝瓶合作夥伴。

本公司現授權經營可口可樂系列產品範圍共計19個省級行政區域，覆蓋中國內地逾50%的人口數量，並向消費者提供汽水、果汁、水、乳飲料、能量飲料、茶、咖啡、功能型營養素飲料、運動飲料及植物蛋白飲料等10大品類、20個品牌的產品。

本公司現有銷售人員逾1萬名，服務超過150萬家客戶。本公司營銷網路現已覆蓋經營區域內100%的城市、100%的縣城及超過60%的鄉鎮，可控業務(公司業務人員服務的客戶產出)比例佔到整體業務的80%以上。



COFCO Coca-Cola to date:

- Owns **19** bottling plants
- Operates **19** provincial level markets
- Covered **81%** of China
- Covered **51%** of China's population

今日的中糧可口可樂：

- 擁有 **19** 個裝瓶廠
- 經營 **19** 個省級市場
- 覆蓋 **81%** 的國土面積
- 覆蓋 **51%** 的中國大陸人口

DEVELOPMENT STRATEGY

Under the theme for 2019 of “Business Optimisation, Globalisation and Risk Containment”, China Foods plans to optimise product structure, rationalise network planning, strengthen teamwork and accelerate innovation while maintaining pace of growth, so as to achieve increases in profitability and industries status within the industry. In addition, the Group intends to manage strictly potential safety and environmental issues as well as financial and management risks, and to improve the construction of its risk control system, in an effort to keep abreast with and even surpass the outstanding Coca-Cola global bottler and global beverage companies in all respects. Our main development strategy for 2019 was known as 3R2S, being Revenue Growth, Route to Market, Right Execution Daily, Supply Chain Excellence and System Capability Building, the details of which are as follows:

- **Revenue Growth:** Improving price management and optimising product structure to promote sustained revenue growth. In 2019, main packaging prices were systematically managed, and targeted increase in the product unit price and the adoption of system strictly to control low-price sales helped effectively to increase the overall price. In terms of product structure optimisation, we continued to promote the expansion of new ranges of beverages such as ready-to-drink tea, ready-to-drink coffee and sports drinks. We also promoted further the growth of new high-margin products such as a series of sugar-free sparkling products, Chun Yue brand water products; and continued our efforts upgrade the packaging of existing products such as sleek can, multi-packs, mini cans and new packaging for juice and other products. As a result, our revenue recorded significant growth in 2019, and the growth rate is even higher than the sales volume growth rate.

發展策略

2019年中國食品的工作主題為「高質量、國際化、防風險」，在保持發展速度的同時優化產品結構，完善網路佈局，提升團隊能力，加速創新步伐，以實現盈利能力的持續提升和行業地位的不斷提升，同時嚴控各項安全、環保隱患及財務、管理風險，完善風控體系建設，與可口可樂全球優秀裝瓶商及全球優秀飲料企業全面對標，全面趕超。2019年的主要發展策略為3R2S，即收入增長管理(Revenue Growth)、完善網路發展(Route to Market)、提升市場執行(Right Execution Daily)、卓越供應鏈(Supply Chain Excellence)及系統能力建設(System Capability Building)，具體策略如下：

- **收入增長管理：**通過完善價格管理和優化產品結構，推動收入健康成長。2019年對於主要包裝的價格管理進一步完善，有針對性的提升產品單價，利用系統嚴控低價銷售，整體價格有效提升。在產品結構優化方面，繼續推動即飲茶、即飲咖啡、運動飲料等新品類的拓展；繼續推動無糖汽水系列產品、純悅品牌產品等高毛利新品的增長；繼續推動汽水摩登罐、多支裝、迷你罐、果汁新包裝等現有產品的包裝升級；因此，2019年收入增長顯著，且增長率高於銷量增長率。

- **Route to Market:** Collaboration through digital tools such as electronic maps and with new retail platforms such as B2B to improve network coverage and efficiency. With the aid of sales system tools, we improved the efficiency of business visits and customer service quality, in order to maintain and continuously expand the effectiveness of existing channels. Meanwhile, we also actively developed sales channels for immediate consumption such as restaurants, hotels, tourism attractions and gas stations, we strengthened distribution and promotion activities; accelerated the development of new retail channels such as B2C, O2O and intelligent automatic vending machines, so as to increase the proportion and share of revenue contributed by these new channels. Further improvement of the marketing network has enabled the Company to reach more points-of-sale and consumers through these diversified channels.
- **Right Execution Daily:** In 2019, we continued to strengthen our services to key customers and expand our service coverage to ensure the enhancement of market execution standards and sales to key customers. We made use of image recognition technology to improve the management quality and efficiency of points-of-sales. We adjusted our sales strategy to the change in consumer shopping behaviors which resulted in the development of key projects such as super cities and catering model streets. We also strengthened the market performance of new retail channels and the opportunities for increasing online sales and O2O distribution, while putting more effort towards consumption digital marketing to reach more consumers and drive consumption.
- **完善網路發展：**通過電子地圖等數字化工具以及與B2B等新零售平台的合作，不斷提升網路覆蓋及效率，通過銷售系統工具的推廣提升業務人員拜訪效率和客戶服務質量，保持並不斷加大現有網路優勢。同時積極開拓餐飲、酒店、旅遊、加油站等即飲渠道，加強鋪貨和促銷活動；加速開發B2C、O2O及智慧自動販賣機等新零售渠道，提升新渠道收入佔比和渠道份額。通過營銷網路的不斷完善，使本公司以更加多樣化的通路渠道觸達終端售點和消費者。
- **提升市場執行：**2019年繼續加強對重點客戶的服務，擴大服務覆蓋面，確保重點客戶的市場執行水平和銷售提升；利用圖像識別技術提升終端零售點執行的管理質量和效率；結合消費者購物行為的改變，全力打造超級城市、餐飲模範街等重點項目；強化新零售渠道市場表現，抓住新零售到家和到店的机会，做好線上在架率和O2O鋪貨率，同時加大消費者數字化營銷力度，更好地觸達消費者，拉動消費。

- **Supply Chain Excellence:** We continued to promote the construction of a dual prevention mechanism, improve the system standards of all links, enhance mechanism-based protection over working safety and risk management and control efforts, and provided employees with training in production safety to raise employees' awareness of safety. We continued to improve resource output efficiency, so that the two indicators of efficient water consumption and energy consumption were maintained at among the best in the global Coca-Cola system. By improving logistics distribution network efficiency and inventory management level through upgrading and promotion of our transportation and warehouse management information system, we continued to improve uniform the standard(s) for our logistics operations, so as to improve staff efficiency and throughput. As a result, the average per unit logistics cost recorded a year-on-year decrease in 2019.
- **System Capability Building:** The management continues to believe that employees are the most valuable assets and an indispensable resource for the Group's sustained development. In order to ensure the continued development of the team, the Group has introduced an annual talent review programme to conduct a comprehensive evaluation on every employee. Development plans and corresponding training programmes were organised for them according to their evaluation results and personal development interests. For every key position, a backup team was selected for targeted training. In addition to regular management training and professional training, in 2019, the manager-level backup team was specially trained to benchmark general manager, director and other main positions in accordance with the programme. At the same time, we actively encouraged innovation, made effective use of our internal "Constructive Suggestions" platform to encourage innovation in routine work and took advantage of the establishment of annual innovation awards to stimulate major innovations.
- **卓越供應鏈：**持續推進雙重預防機制建設，完善各環節制度標準，提升安全工作機制保障與風險管控力度，同時為員工提供安全生產培訓，提升員工安全意識；持續改善資源產出效率，水耗、能耗兩項指標均在全球可口可樂系統內名列前茅；通過運輸及倉庫管理信息系統的升級和推廣，持續改善物流配送網路效率及庫存管理水平；推進物流運作標準化，通過均衡作業標準化程度的提升，改善人員效率和吞吐能力，2019年物流單標箱成本同比有所下降。
- **系統能力建設：**管理層一直深信員工是最重要資產，也是本集團持續發展不可或缺的寶貴資源。為保證團隊的可持續發展，本集團設定年度人才盤點計劃，對於每位員工進行全方位評估，根據評估結果和個人發展意願，設定發展規劃和相應培訓計劃，同時為每個關鍵崗位選定後備團隊重點培養。除常規管理培訓和專業培訓外，2019年按照計劃對總經理、總監和主要崗位將經理級的後備團隊進行了專題培訓。同時，積極鼓勵創新，利用內部「好建議」平台鼓勵日常創新，利用年度創新獎項的設立激勵重大創新變革。

INDUSTRIAL ENVIRONMENT

According to statistics from the National Bureau of Statistics of the PRC, China's GDP achieved a year-on-year growth of 6.1% and the per capita consumption expenditure recorded a year-on-year growth of 8.6% in 2019. With the steady development of the national economy and the continuous improvement of the level of urbanisation, the overall revenue of the non-alcoholic ready-to-drink industry maintained a year-on-year growth in 2019. The three main product categories of the Company, namely sparkling drinks, juice and packaged water, demonstrated different industry development trends, among which, sparkling drinks and packaged water had more rapid growth in revenue, which is higher than the average for the non-alcoholic ready-to-drink industry, and the juice category recorded negative growth in revenue.

REVIEW OF RESULTS

Below is a summary comparison of the beverage business's 2019 and 2018 annual results:

行業環境

根據中國國家統計局統計數據，2019年中國國內生產總值同比增長6.1%，全國居民人均消費支出同比增長8.6%。隨著國家經濟穩健發展以及城鎮化程度的持續提升，2019年非酒精即飲行業總體收入同比保持增長，本公司三大主要品類汽水、果汁和包裝水各自行業發展態勢不一，其中汽水及包裝水行業收入較快，增長率高於非酒精即飲行業平均，而果汁行業收入則呈現負增長。

業績回顧

飲料業務2019年業績與2018年業績相比摘要如下：

		For the year ended 31 December 2019 截至2019年 12月31日止 (RMB million) (人民幣百萬元)	For the year ended 31 December 2018 截至2018年 12月31日止 (RMB million) (人民幣百萬元)	Change 變動率
Revenue	收入	17,172	15,648	+10%
Sales volume	銷量			+6%
Gross profit margin	毛利率			+1.1ppt

In 2019, China Foods continued to maintain growth in revenue and sales volume, representing an increase of 10% and 6% as compared with last year, among which new products contributed more than 8% of the revenue. The overall average price of raw materials for the year was similar to that of last year. With the increase in sales volume of high-margin products and the improvement of the packaging structure, combined with the decreased of the VAT rate, the gross profit margin improved over the same period last year. Meanwhile, the Company concentrated on the management of capital expenditures and operating cash flow, and gradually reduced the financial costs, resulting in higher profit margin than last year.

2019年，中國食品業務繼續保持收入與銷量雙增長，同比分別增長10%和6%，其中新品貢獻收入逾8%。全年原材料綜合平均價格與去年相若，在高毛利產品銷量增長及包裝結構改善，加上增值稅稅率調整的紅利下，毛利率同比有所改善。與此同時，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。

GLOBALISATION PRODUCTS BUSINESS OPTIMISATION



Business development by beverage category was as follows:

Sparkling drinks

As to the expansion of product lines, we actively accelerated the growth of “Zero Sugar” and “Fiber +” series in response to the trend of consumers’ towards healthy and fashionable products, and strengthened the promotion of modern cans and mini cans to attract consumers with more contemporary packaging. During the year, we launched a number of new flavours of sparkling drinks to provide consumers with more choices.

從品類發展看：

汽水品類

在產品線拓展方面，針對消費者追求健康、時尚的消費趨勢，積極加速「無糖」和「纖維+」系列增長，加大摩登罐和迷你罐的推動力度，以更時尚包裝吸引消費者眼球；期內推出多款新口味汽水，為消費者提供更多選擇。

As to brand promotion, we leveraged the cooperation of “Coca-Cola Zero” and the popular movie “The Avengers 4” to packages products incorporating images of the movie characters to attract target customers, which achieved good results. The *Fanta* brand launched a limited-edition “FANTA Dark Mystery” (芬達黑魔鑰) for the Halloween season, and strengthened its brand proposition of “enjoy good drinks with more fun (好喝好玩)”.

In 2019, the market share by value for sparkling drinks in our operating regions increased by 0.6 percentage point, and the market share continued to be maintained at over 60%, surpassing its main competitors' products further.

在品牌推廣方面，利用「零度可口可樂」與熱門電影—《復仇者聯盟4》合作，以帶有電影人物的產品包裝，吸引目標受眾，效果良好。芬達品牌結合萬聖節檔期，推出限量款「芬達黑魔鑰」，鞏固品牌「好喝好玩」主張。

2019年，本公司經營區域內汽水品類銷售額份額增長0.6個百分點，市佔率繼續保持逾60%，進一步拋離主要競品。



Juices

Although the overall revenue of the juice sector recorded a year-on-year decline affected by the upgrading of consumption and rising self-made beverage stores, its revenue performance outperformed its main competitive products, representing a year-on-year growth in sales revenue, mainly driven by the comprehensive upgrading of new products of the Company.

果汁品類

果汁行業受消費升級，以及自製飲品店的影響，行業整體收入同比呈現下滑，但本公司在全面升級的新產品引領下，收入表現優於主要競品，同比實現銷售收入正增長。

During the year, *Minute Maid* carried out a large-scale product upgrade since its debut, with larger fruit pellets bringing consumers a pleasant taste and more colourful packaging bringing a full range of dazzling visual effects. It also captured more potential customers by its packaging, online and physical stores through new brand endorsers and marketing campaigns on different platforms. As for new products, the launch of “Minute Maid Passion Fruit” and “Minute Maid Hawthorn” further stimulated consumers’ consumption.

In 2019, the market share by value for juices in our operating regions increased by 0.2 percentage point, still maintaining our leading position in the category.

年內，美汁源進行了自上市以來最大的產品升級，更大果粒為消費者帶來愉悅口感，更耀眼包裝帶來全系列震撼視覺效果。同時通過全新品牌代言人及不同平台市場推廣，從包裝、線上、店內全面引流。在新品方面，推出「美汁源百香果」及「美汁源山楂」，進一步拉動消費者的購買行為。

2019年，公司經營區域內果汁品類銷售額份額增長0.2個百分點，繼續居於行業首位。



Water

水品類

We focused on the promotion of *Chun Yue* water at the RMB2 price point, and recorded a rapid growth in revenue during the year thanks to our continuous investment in marketing which gradually produced positive results. With the improvement of our channel distribution capacity, *Ice Dew* water at the RMB1 price point also recorded a year-on-year growth in revenue.

In 2019, in addition to the sales volume, the average price per unit case for our water category also recorded an increase, and the market share by value in our operating regions remained at last year’s level.

重點推廣2元水的主流品牌純悅產品，持續的市場投入漸見成效，年內收入呈現高速增長。憑藉渠道分銷能力提升，1元水品牌冰露產品同比也錄得不俗增長，成績斐然。

2019年，水品類除銷量外，單標箱平均售價也同時錄得數增長，公司經營區域內銷售額份額持平。

BUSINESS
OPTIMISATION


Energy drinks

能量飲料

During the year, *Monster* (魔爪) energy drink cooperated with PetroChina and Sinopec to create more than 2,000 image stores in petrol stations and service areas. In addition, through shelf displays in key channels such as gas stations, schools, Internet cafes and supermarkets, consumer free drinks and various forms of consumer promotion activities, we strove to broaden the consumer base, strengthen brand construction for the product's steady development, and achieved substantial growth in revenue.

年內，魔爪能量飲料開展與中石油及中石化合作，打造了逾2,000家加油站、服務區形象店。另外，通過在重點渠道如加油站、學校、網吧和商超的貨架陳列、消費者贈飲和多種形式的消費者促銷活動拓寬消費人群，加強品牌建設，穩步發展，收入錄得逾倍增長。



Ready-to-drink teas

即飲茶

In 2019, COFCO Coca-Cola introduced the sugar-free tea brand *Authentic Tea House* (淳茶舍) in the region for the first time, and launched "Pu'er Xiao Tea" (普洱消茶) under the *Authentic Tea House* (淳茶舍) brand with specially selected Yunnan Pu'er Tea as a raw material and providing simple and mellow Chinese tea flavor. The tea is carefully brewed, sugar-free and has its own sweetness. Premium tea leaves are used and each bottle contains dietary fiber that meets approximately 32% of adults' daily needs and helps to maintain normal intestinal function.

2019年中糧可口可樂區域首次引入無糖茶品牌淳茶舍，上市淳茶舍旗下的「普洱消茶」，產品精選雲南普洱茶葉為原料，提供樸實醇厚的中國茶風味。精心泡製，無糖但自帶甘甜。茶質優良並且每瓶含膳食纖維，滿足成人約32%每日所需，有助於維持正常的腸道功能。

The western fruit tea brand *Yo! Tea* launched last year, added tequila flavor during the year, combined with the original iced black tea with kumquat, blended berry, apple and kiwi flavours, created four cool and fashionable fruity tea drinks with different flavours for young consumers.

去年上市的西方果味茶品牌啱茶，年內新增龍舌蘭口味，結合原有的冰冽金桔、混合莓果、蘋果奇異果口味，為當下年輕消費群體打造四種不同口味的酷炫時尚果味茶飲品。

GLOBALISATION
GREAT

Ready-to-drink coffee

The domestic ready-to-drink coffee market grew rapidly with estimated annual sales of US\$2 billion and a projected compound annual growth rate of approximately 13% for 2017-2023. The Company launched a new *GEORGIA* high-end ready-to-drink coffee last year, which received an excellence response from the market. During the year, we organised a number of *GEORGIA* coffee gift-drinking activities in office buildings targeted consumer group which comprises the urban white-collar workers, which reached more than 100,000 target consumers through the campaign.

即飲咖啡

國內即飲咖啡市場增速迅猛，年銷售額預計為20億美金，2017-2023年複合增長率預估約為13%。本公司去年推出全新喬雅高端即飲咖啡，獲得市場一致好評，年內針對目標消費群體都市白領，在各主要寫字樓區域舉辦了多場喬雅咖啡贈飲活動，精準接觸逾10萬目標消費者。



Sport drinks

In May 2019, the Company launched two sport drinks: the "POWERADE Ran" designed for explosive sports and the "POWERADE Nai" designed for endurance sports, providing different formulations for different sports to improve the sport performance of consumers. The *POWERADE* brand has recorded annual sales of more than US\$2 billion in over 80 countries worldwide.

運動飲料

2019年5月，本公司上市兩款運動飲料產品：專為爆發性運動設計的「爆銳燃力」及專為耐力型運動設計的「爆銳耐力」，為不同運動提供不同配方，提高消費者的運動表現。爆銳品牌在全球80多個國家有超過20億美元的年銷售額。

Channel development:

The Company continued to expand its customer base and adjust its customer structure. During the year, the number of customers served increased by more than 40,000, mainly from Modern Trade channels (MT) (+17,000) and catering channels (+63,000) which were our focus of development. The number of customers from General Trade (GT) channel has decreased due to urban transformation and after-sale upgrades.

Catering channel: During the year, the Company established a full-time catering team to actively develop new catering customers. Through the integration of online and offline activities, it cultivated consumer consumption habits in the dining scene and increased channel revenue.

MT channel: The Company sought to exploit the opportunities arising from the rapid development of subdivision channels such as convenience stores and small supermarkets and integrated such customers into its overall management of key customers. The double-digit growth in revenue was achieved in part by a more specialised and personalized management model for this segment of the market.

GT channel: We adopted tools such as electronic maps to improve our service to high-quality sales points. Through the increase in the number of contracted customers, single-store sales increased significantly, and channel revenue also achieved double-digit growth.

E-commerce channel: The product strategy for this channel different from that of GT channels. Channel product structure was optimised by the vigorous promoting new products and high-margin products to improve profitability. Cooperation with major e-commerce platforms has driven consumption through diversified means of marketing, contributing to a revenue growth of over 50%.

Outlook

China's economy will face huge challenges in 2020. Although China and the United States have signed the first phase of a trade agreement, the economic and trade relations between the two countries are still full of uncertainties. The outbreak of the coronavirus which is having a severe impact on the world economy adds to the present uncertainties. The pressure of slowing

從渠道發展看：

本公司持續拓展客戶數量及調整客戶結構，年內服務客戶數量增加逾4萬家，主要增加在重點發展的現代渠道(+1.7萬家)和餐飲渠道(+6.3萬家)上，傳統渠道由於城市改造和售後升級，客戶數有所下降。

餐飲渠道：年內，本公司建立專職餐飲團隊，積極開發新餐飲客戶，通過線上線下活動整合，培養消費者餐飲場景消費習慣，推動渠道收入提升。

現代渠道：公司及時抓住便利店、小型超市等細分渠道快速發展的機會，將此類客戶作為小業態納入重點客戶統籌管理，以更加專業化和個性化的管理模式推動渠道收入實現雙位數增長。

傳統渠道：利用電子地圖等工具，確保服務高質量售點；通過協議客戶數量提升，單店銷量有顯著提升，渠道收入也實現雙位數增長。

電商渠道：區隔於傳統渠道的產品策略，通過大力推動新品和高毛利產品優化渠道產品結構，提升盈利能力；與主要電商平台合作，通過多樣化的營銷方式拉動消費。年度收入增長率超過50%。

展望

2020年中國經濟仍然面臨巨大挑戰。儘管中美兩國已簽署首階段貿易協議，但兩國經貿關係依然充滿不確定性。對世界經濟產生嚴重影響的冠狀病毒的爆發增加了目前的不確定性。經濟增長趨緩壓力依然較大，經濟發展速度將會從高速轉為中高速，發展模式

economic growth is still high. The pace of economic development will shift from high-speed to medium-high speed, and the mode of development will shift to focus on quality. Domestic consumption has become the main driving force for China's economic growth. The beverage industry is expected to continue to maintain steady growth in the longer term, benefiting from support of national policies.

In 2020, China Foods will continue to implement its total beverage strategy. While actively maintaining the advantages of its core categories, it will continue to increase the promotion of new products together with existing products. The growth of energy beverages and coffee is expected to continue to lead other categories in the coming few years. In addition to continuing to cultivate the development potential of *Monster* (魔爪) and *GEORGIA* brands, the Company will also cooperate with Costa Coffee in 2020 to launch high-end ready-to-drink coffee targeted at consumers pursuing a pure coffee experience, and further enrich its ready-to-drink coffee product line. For water category, we will continue our efforts to upgrade our products, increase the proportion of water products at the RMB2 price point, and accelerate the revenue and profitability growth of this category.

Furthermore, the Company will strive to achieve a revenue growth higher than the average of the industry through continuous investment in marketing, constant expansion of new products and new channels and continuous improvement of its internal management. Except the PET price fluctuate with oil price, it is expected that the prices of raw materials will fluctuate within a narrow range, and our gross profit margin will remain stable. Besides, driven by regional integration and enhanced market execution, it is expected that the overall expense ratio and profit margin of the Company will achieve continuous improvement, and healthy growth in its performance will be maintained.

將會轉為高質量發展，國內消費已經成為中國經濟增長的主要動力，受惠於國家政策幫助，預計飲料行業將繼續保持穩定增長。

2020年，中國食品會繼續推進全品類飲料戰略，在積極保持核心品類優勢的同時，持續加大新品類和現有品類推廣力度。能量飲料及咖啡品類增長預計在未來數年仍會領先其他品類，本公司除會繼續深耕魔爪及喬雅兩個品牌的發展潛力外，2020年還會與咖世家咖啡合作，推出針對追求醇正咖啡體驗消費者的高端即飲咖啡，進一步豐富即飲咖啡產品系列。水品類會繼續推動產品升級，加大2元水的佔比，加速品類收入提升和盈利能力提升。

另外，本公司會通過持續的市場投入，不斷的新品及新渠道拓展、內部管理精細化程度的不斷提升，以實現收入增長繼續優於行業平均水準的目標。除PET價格隨油價波動外，原材料價格預計以窄幅波動為主，預期毛利率會保持穩定，加上在區域整合、市場執行能力提升的帶動下，本公司整體費用率及利潤率預期會持續改善，業績保持健康發展。

FINANCIAL REVIEW

REVENUE

In 2019, sales volume growth amounted to 6% while revenue growth reached 10%. The growth of revenue and sales volume were maintained. In 2019, the overall price was effectively increased by improving price management and optimising product structure.

GROSS PROFIT MARGIN

The overall average price of raw materials throughout the year remained similar to that of the previous year. The gross profit margin improved slightly year-on-year due to the increase in sales volume of high-margin products and the improvement in our packaging structure, as well as a decrease in the VAT rate.

OTHER INCOME AND GAINS

In 2019, one-off gains on disposal of certain right-of-use assets and property, plant and equipment of approximately RMB75 million in aggregate were recorded. There were no material year-on-year change in other income and gains excluding the one-off gain mentioned above.

DISTRIBUTION AND SELLING EXPENSES RATIO/ADMINISTRATIVE EXPENSES RATIO

The distribution and selling expenses ratio for this year was basically unchanged. With the synergy effect of business integration upon the consolidation of the bottlers in our sales regions, the administrative expenses ratio further decreased.

FINANCE COSTS

Finance costs dropped by 28% as a result of the repayment of borrowings RMB760 million during 2019.

INCOME TAX EXPENSES

The overall tax rate of 2018 was relatively lower, which was mainly due to the fact that part of the taxable income of bottling plants for that year was set-off by losses in the previous years. Income tax expenses increased in line with profit in the absence of the exceptional factors mentioned above.

財務回顧

收入

2019年，銷量增長達6%，而收入增長達10%，保持收入與銷量雙增長。年內通過完善價格管理和優化產品結構，整體價格有效提升。

毛利率

全年原材料綜合平均價格與去年相若，在高毛利產品銷量增長及包裝結構改善，加上增值稅稅率調整的紅利下，毛利率同比有所改善。

其他收入及收益

年內出售使用權資產、物業及廠房及設備錄得一次性收益合共約人民幣7,500萬元，其他收入及收益同比並無任何重大變動（不包括上述一次性收益）。

分銷及銷售支出比率／行政支出比率

本年度分銷及銷售支出比率基本持平，而在裝瓶業務重組的協同效應下，行政支出比率進一步下降。

融資成本

由於2019年償還借貸人民幣7.6億元，融資成本下跌28%。

所得稅支出

2018年整體稅率較低主要由於部份裝瓶廠該年度的應課稅收入被以前年度虧損所抵扣。不計上述影響則所得稅支出與溢利保持一致增長。

LIQUIDITY AND FINANCIAL RESOURCES

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

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

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

In the consolidated statement of financial position as at 31 December 2019, the Group's unpledged cash and cash equivalents totaled approximately RMB835million (31 December 2018: approximately RMB243 million). Net current liabilities were approximately RMB2,622 million (31 December 2018: RMB2,468 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 31 December 2019.

流動資金及財務資源

本公司資金部集中管理：

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

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

於2019年12月31日的綜合財務狀況表，本集團之無抵押現金及現金等值項目合共約為人民幣8.35億元(2018年12月31日：約人民幣2.43億元)。流動負債淨額約為人民幣26.22億元(2018年12月31日：人民幣24.68億元)。

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2019年12月31日的已訂約資本開支提供資金。

CAPITAL STRUCTURE

As at and for the year ended 31 December 2019, the total number of issued shares of the Company remained unchanged at 2,797,223,396. In the consolidated statement of financial position as at 31 December 2019, the Group had interest-bearing bank borrowings of approximately RMB607 million (31 December 2018: approximately RMB1,167 million). As at 31 December 2019, all bank borrowings in Mainland China were denominated in Renminbi, carried at annual interest rate of loan prime rate -0.025% (31 December 2018: carried at annual interest rate of loan prime rate -0.025%).

As at 31 December 2019, the Group had no other borrowings (31 December 2018: Nil). As at 31 December 2019, net assets attributable to owners of the parent were approximately RMB4,540 million (31 December 2018: approximately RMB4,219 million) and net cash position of the Group (unpledged cash and cash equivalents less interest-bearing bank and other borrowings) was approximately RMB228 million (31 December 2018: net borrowing of approximately RMB923 million) and the gearing ratio (ratio of borrowing position of the Group to equity attributable to owners of the parent) was approximately 13% (31 December 2018: approximately 28%).

CONTINGENT LIABILITIES AND ASSETS PLEDGED

As at 31 December 2019, the Group has no significant contingent liabilities nor assets pledged (other than certain bills payable) (31 December 2018: 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 31 December 2019, all interest-bearing borrowings were denominated in Renminbi and recorded in the books of the subsidiaries operating in Mainland China.

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

資本結構

於2019年12月31日及截至2019年12月31日止年度，本公司之已發行股份總數保持不變，仍為2,797,223,396股股份。於2019年12月31日的綜合財務狀況表，本集團有計息銀行借貸約人民幣6.07億元(2018年12月31日：約人民幣11.67億元)。於2019年12月31日，全部於中國內地的銀行借貸以人民幣計值按貸款最優惠年利率-0.025%計息(2018年12月31日：按貸款最優惠年利率-0.025%計息)。

於2019年12月31日，本集團並無其他借貸(2018年12月31日：無)。於2019年12月31日，母公司擁有人應佔淨資產約為人民幣45.40億元(2018年12月31日：約人民幣42.19億元)，本集團淨現金(無抵押現金及現金等值項目減計息銀行借貸及其他借貸)約為人民幣2.28億元(2018年12月31日：淨借貸約為人民幣9.23億元)及槓杆比率(本集團借貸對比母公司擁有人應佔權益比率)約為13%(2018年12月31日：約28%)。

或有負債及資產抵押

於2019年12月31日，本集團並無任何重大或有負債或資產抵押(若干應付票據除外)(2018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運營的附屬公司(功能貨幣為人民幣)的賬目。就於2019年12月31日計息借貸而言，全部銀行借貸均以人民幣計值及計入於中國內地營運的附屬公司賬目。

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

HUMAN RESOURCES

As at 31 December 2019, the Group employed 19,681 staff in Mainland China and Hong Kong (31 December 2018: 19,910). Employees are paid according to their positions, performance, experience and prevailing market practices, and are provided with management and professional training.

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

The Company and its subsidiaries have no share option scheme.

CHANGE IN THE STRUCTURE OF THE GROUP

During the year, COFCO Coca-Cola, a 65%-owned subsidiary of the Company, set up an indirect wholly-owned subsidiary in Guizhou, China namely COFCO Coca-Cola Beverages (Guizhou) Limited which is mainly engaged in beverage bottling production, sale and distribution.

人力資源

於2019年12月31日，本集團於中國內地及香港共僱用19,681名僱員（2018年12月31日：19,910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。

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

本公司及其附屬公司並未有購股權計劃。

本集團之架構變動

本年度內，本公司擁有65%股權的中糧可口可樂在中國貴州成立了一家間接全資子公司中糧可口可樂飲料（貴州）有限公司，主要從事飲料裝瓶生產、銷售及配送。

**MR. CHEN LANG** 陳朗先生**CHAIRMAN AND NON-EXECUTIVE DIRECTOR****主席兼非執行董事****MR. CHEN LANG**

Mr. Chen, 54, was appointed as a non-executive director and the chairman of the board of directors of the Company in April 2019. Mr. Chen joined COFCO Corporation in April 2019 and is currently an executive vice president of COFCO Corporation, the chairman of COFCO WOMAI.COM Investment Limited (中糧我買網投資有限公司), a director of COFCO Beverages Limited, a wholly-owned subsidiary of the Company, and a director and the chairman of the board of directors of each of COFCO Coca-Cola Beverages Limited ("COFCO Coca-Cola") and COFCO Coca-Cola Beverages (China) Investment Ltd., both of which are 65%-owned subsidiaries of the Company. Currently, Mr. Chen is also a non-executive director and the chairman of the board of directors of China Mengniu Dairy Company Limited, a company listed in Hong Kong, and the visiting professor of Anhui University. In the past, Mr. Chen has served as a director and the chairman of the board of directors of China Resources Enterprise, Limited, an executive vice president of China Resources (Holdings) Company Limited, a director of CRH (Beer) Limited, the chairman of China Resources Snow Breweries (China) Investment Co., Ltd., a director of China Resources Company Limited (formerly known as China Resources National Corporation), the chief executive officer of China Resources Vanguard Co., Ltd., the chairman of China Resources Ng Fung Limited and China Resources C'estbon Beverage (China) Investment Co., Ltd. and a vice chairman and the chief executive officer of China Resources Logic Limited (now renamed as China Resources Gas Group Limited). Mr. Chen was a vice chairman of the board of directors and a member of strategy committee of Shanxi Xinghuacun Fen Wine Factory Co., Limited (山西杏花村汾酒廠股份有限公司), a company listed in Shanghai, until June 2019; and an executive director and the chairman of the board of directors of China Resources Beer (Holdings) Company Limited, a company listed in Hong Kong, until July 2019.

Mr. Chen holds a Bachelor of Economics degree from Anhui University, China and a Master of Business Administration degree from the University of San Francisco, USA.

陳朗先生

陳先生，54歲，於2019年4月獲委任為本公司非執行董事兼董事會主席。陳先生於2019年4月加入中糧集團有限公司，現為中糧集團有限公司副總裁、中糧我買網投資有限公司董事長、本公司全資附屬公司中糧飲料有限公司董事，以及本公司持有65%股權的附屬公司中糧可口可樂飲料有限公司（「中糧可口可樂」）及中糧可口可樂飲料（中國）投資有限公司的董事兼董事長。陳先生現亦為香港上市公司中國蒙牛乳業有限公司非執行董事兼董事會主席及中國安徽大學的客座教授。過去，陳先生曾擔任華潤創業有限公司董事兼董事會主席、華潤（集團）有限公司副總經理、華潤集團（啤酒）有限公司董事、華潤雪花啤酒（中國）投資有限公司董事長、中國華潤有限公司（前稱中國華潤總公司）董事、華潤萬家有限公司首席執行官、華潤五豐有限公司及華潤怡寶飲料（中國）投資有限公司的董事長，以及華潤勵致有限公司（現稱華潤燃氣控股有限公司）副主席兼行政總裁。陳先生亦曾任上海上市公司山西杏花村汾酒廠股份有限公司董事會副董事長及戰略委員會委員直至2019年6月；以及香港上市公司華潤啤酒（控股）有限公司執行董事兼董事會主席直至2019年7月。

陳先生持有中國安徽大學經濟學學士學位以及美國三藩市大學工商管理碩士學位。



MR. QING LIJUN 慶立軍先生

EXECUTIVE DIRECTORS 執行董事

MR. QING LIJUN

Mr. Qing, 50, was appointed as an executive director and the managing director of the Company in January 2020. Mr. Qing is currently a director and the chief executive officer of COFCO Coca-Cola, a 65%-owned subsidiary of the Company, and a director of certain subsidiaries of the Company. Mr. Qing joined COFCO Corporation and/or its subsidiaries (together but excluding the Company and its subsidiaries, collectively refer to as "COFCO Group") in July 1993 and has held various positions including the director of strategy department of COFCO Corporation during the period from July 2016 to March 2019. Mr. Qing was the deputy general manager of COFCO Coca-Cola during the period from December 2007 to June 2016. Mr. Qing has concurrently served as the strategy planning director of COFCO Coca-Cola during the period April 2004 to March 2014. During the period from April 2004 to June 2016, Mr. Qing has also concurrently served various positions including the director of the public relations department and the director of the finance department of COFCO Coca-Cola, the general manager of COFCO Coca-Cola Beverages (Shandong) Limited and the general manager of COFCO Coca-Cola Beverages (Beijing) Limited. Mr. Qing has served as the deputy general manager of Jilin COFCO Coca-Cola Beverages Limited during the period from June 2002 to March 2004 and a sales operation manager of COFCO Coca-Cola during April 2000 to May 2002.

Mr. Qing graduated from Renmin University of China and Guanghua School of Business Management of Peking University with a Bachelor's degree in Economics and a Master's degree in Business Administration, respectively. Mr. Qing has extensive experience in beverage production, marketing, strategy planning, finance, public relations and general management.

慶立軍先生

慶先生，50歲，於2020年1月獲委任為本公司執行董事兼董事總經理。慶先生現為本公司持有65%股權的附屬公司中糧可口可樂董事兼行政總裁及本公司若干附屬公司董事。慶先生自1993年7月加入中糧集團有限公司及／或其附屬公司(除本公司及其附屬公司外，以下統稱「中糧集團」)，並先後於中糧集團擔任多個職位，包括於2016年7月至2019年3月期間擔任中糧集團有限公司戰略部總監。慶先生於2007年12月至2016年6月期間擔任中糧可口可樂副總經理、於2004年4月至2014年3月兼任中糧可口可樂戰略規劃總監、於2004年4月至2016年6月期間還先後兼任多個職務，包括中糧可口可樂公關部總監及財務部總監、中糧可口可樂飲料(山東)有限公司和中糧可口可樂飲料(北京)有限公司總經理。於2002年6月至2004年3月期間擔任吉林中糧可口可樂飲料有限公司副總經理，以及於2000年4月至2002年5月期間擔任中糧可口可樂銷售運營經理。

慶先生先後畢業於中國人民大學及北京大學光華管理學院，分別獲經濟學學士學位及工商管理碩士學位。慶先生於飲料生產、市場營銷、戰略規劃、財務、公共關係及綜合性管理方面擁有豐富經驗。

**MR. SHEN PENG** 沈芃先生**MR. SHEN PENG**

Mr. Shen, 47, was appointed as an executive director of the Company in December 2017. Mr. Shen is currently the finance general manager of COFCO Coca-Cola, a 65%-owned subsidiary of the Company, and a director of certain subsidiaries of the Company. Mr. Shen joined COFCO Coca-Cola in 2002 and has held various finance positions in the group of COFCO Coca-Cola, including the chief financial officer of Gansu COFCO Coca-Cola Beverages Limited and the chief financial officer of COFCO Coca-Cola Beverages (Beijing) Limited. Prior to joining COFCO Coca-Cola, he was a financial analyst at Sithe (China) Holdings Ltd. and Hei (China) Ltd..

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

沈芃先生

沈先生，47歲，於2017年12月獲委任為本公司執行董事。沈先生現為本公司持有65%股權的附屬公司中糧可口可樂財務總經理及本公司若干附屬公司董事。沈先生於2002年加入中糧可口可樂，並於中糧可口可樂集團內歷任多個財務職位，包括甘肅可口可樂飲料有限公司財務總監及中糧可口可樂飲料(北京)有限公司財務總監。於加入中糧可口可樂前，彼曾於賽德(中國)控股有限公司和夏威夷發電(中國)有限公司任財務分析員。

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

**MS. XIAO JIANPING** 肖建平女士

NON-EXECUTIVE DIRECTORS 非執行董事

MS. XIAO JIANPING

Ms. Xiao, 56, was appointed as a non-executive director of the Company in January 2017. Ms. Xiao is currently a director of each of COFCO Coca-Cola and COFCO Coca-Cola Beverages (China) Investment Limited, both of which are 65%-owned subsidiaries of the Company, and a director of COFCO Wines & Spirits Investments Co., Ltd., a wholly-owned subsidiary of COFCO Corporation. Ms. Xiao was the deputy general manager and the chief accountant of China Merchandise Reserve Management Center during the period from April to November 2016. Ms. Xiao joined The China Huafu Trade & Development Group Corp. in 1999, and has held various positions in the finance department. Ms. Xiao was the chief accountant and the finance manager of The China Huafu Trade & Development Group Corp. during the period from December 2013 to April 2016. Ms. Xiao was a director of COFCO Tunhe Sugar Co., Ltd., a company listed in Shanghai, until February 2018.

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

肖建平女士

肖女士，56歲，於2017年1月獲委任為本公司非執行董事。肖女士現時同為本公司持有65%股權的附屬公司中糧可口可樂及中糧可口可樂飲料(中國)投資有限公司董事，以及中糧集團有限公司全資附屬公司中糧酒業投資有限公司董事。肖女士曾於2016年4月至11月期間擔任華商儲備商品管理中心常務副總經理兼總會計師。肖女士於1999年加入中國華孚貿易發展集團公司，並歷任多個財務部職位。肖女士於2013年12月至2016年4月期間擔任中國華孚貿易發展集團公司總會計師兼財務部經理。肖女士曾出任於上海上市的中糧屯河糖業股份有限公司的董事直至2018年2月。

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

**MR. QIN YELONG** 覃業龍先生**MR. QIN YELONG**

Mr. Qin, 57, was appointed as a non-executive director of the Company in January 2017. Mr. Qin is currently a director of each of COFCO Coca-Cola and COFCO Coca-Cola Beverages (China) Investment Limited, both of which are 65%-owned subsidiaries of the Company, and a director of China Tea Co., Ltd., a wholly-owned subsidiary of COFCO Corporation. Mr. Qin joined COFCO Group in 1992 and has held various management positions, including the vice president of COFCO International Limited during the period from September 2014 to November 2016, the deputy director of the strategy department of COFCO Corporation during the period from May 2013 to September 2014, and the general manager of COFCO Tunhe Co., Ltd., a company listed in Shanghai, during the period from September 2005 to May 2013.

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

覃業龍先生

覃先生，57歲，於2017年1月獲委任為本公司非執行董事。覃先生現時同為本公司持有65%股權的附屬公司中糧可口可樂及中糧可口可樂飲料(中國)投資有限公司董事，以及中糧集團有限公司全資附屬公司中國茶葉股份有限公司董事。覃先生於1992年加入中糧集團，曾歷任多個管理職位，包括於2014年9月至2016年11月期間擔任中糧國際有限公司副總裁、於2013年5月至2014年9月期間擔任中糧集團有限公司戰略部副總監，以及於2005年9月至2013年5月期間擔任上海上市公司中糧屯河股份有限公司總經理。

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

**MR. STEPHEN EDWARD CLARK** 祈立德先生

INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

MR. STEPHEN EDWARD CLARK

Mr. Clark, 70, was appointed as an independent non-executive director of the Company in January 2005. Mr. Clark is currently a joint managing director of The Anglo Chinese Investment Company, Limited, the chairman of the Takeovers and Mergers Panel and a member of the Takeovers Appeal Committee of the Securities and Futures Commission. Mr. Clark has served as a director of Hong Kong Securities and Investment Institute and an alternate member of the Listing Committee of The Stock Exchange of Hong Kong Limited in the past. Mr. Clark has extensive experience in corporate finance.

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

祈立德先生

祈先生，70歲，於2005年1月獲委任為本公司獨立非執行董事。祈先生現為英高投資有限公司聯席董事總經理、證券及期貨事務監察委員會收購及合併委員會主席及收購上訴委員會委員。祈先生過去曾擔任香港證券及投資學會董事及任香港聯合交易所有限公司上市委員會後補委員。祈先生於企業融資方面擁有廣泛經驗。

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

**MR. LI HUNG KWAN, ALFRED** 李鴻鈞先生**MR. LI HUNG KWAN, ALFRED**

Mr. Li, 67, was appointed as an independent non-executive director of the Company in November 2008. Mr. Li was a member of each of the Takeovers and Mergers Panel of the Securities and Futures Commission and the Listing Committee of The Stock Exchange of Hong Kong Limited and an expert member of the Finance Committee of the Kowloon Canton Railway Corporation and an executive director and the chief finance officer of Hang Lung Group Limited, a company listed in Hong Kong.

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

李鴻鈞先生

李先生，67歲，於2008年11月獲委任為本公司獨立非執行董事。李先生曾擔任證券及期貨事務監察委員會收購及合併委員會委員、香港聯合交易所有限公司上市委員會委員、九廣鐵路公司財務委員會專家成員及香港上市公司恒隆集團有限公司執行董事兼財務總監。

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

**MR. MOK WAI BUN, BEN** 莫衛斌先生**MR. MOK WAI BUN, BEN**

Mr. Mok, 71, was appointed as an independent non-executive director of the Company in August 2017. Mr. Mok is currently an independent non-executive director of Yashili International Holdings Ltd, a company listed in Hong Kong. Mr. Mok served as a senior consultant for COFCO Coca-Cola, a 65%-owned subsidiary of the Company, in 2012 and also served as the general manager of Beijing Coca-Cola Beverage Co., Ltd. from 2002 to 2011. From 1993 to 2001, Mr. Mok was the general manager of Hangzhou BC Foods Company Limited and Nanjing BC Foods Company Limited and also served as the general manager of Swire Beverages Limited responsible for overseeing bottling plants of Swire Beverages Limited in China.

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

莫衛斌先生

莫先生，71歲，於2017年8月獲委任為本公司獨立非執行董事。莫先生現為香港上市公司雅士利國際控股有限公司獨立非執行董事。莫先生於2012年擔任本公司持有65%股權的附屬公司中糧可口可樂高級顧問，並自2002年至2011年期間擔任北京可口可樂飲料有限公司總經理。自1993年至2001年期間，莫先生擔任杭州中萃食品有限公司及南京中萃食品有限公司的總經理，並亦曾任職太古飲料有限公司總經理，負責監督太古飲料有限公司在中國的裝瓶廠管理。

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

**MR. FANG XIANG** 方翔先生

SENIOR MANAGEMENT 高級管理層

MR. FANG XIANG

Mr. Fang, aged 50, joined the group of COFCO Coca-Cola in August 2004 and is currently the deputy general manager of COFCO Coca-Cola. Mr. Fang has held various positions in the group of COFCO Coca-Cola, including General Manager of Hainan COFCO Coca-Cola Beverage Co., Ltd, COFCO Coca-Cola Beverages (Sichuan) Limited, and COFCO Coca-Cola Beverages (Shandong) Limited. Mr. Fang has extensive experience in operations and management. Mr. Fang graduated from the University of Science and Technology of China with a Master's degree in MBA.

方翔先生

方先生，50歲，於2004年8月加入中糧可口可樂集團，現為中糧可口可樂副總經理。方先生在中糧可口可樂集團歷任多個職位，包括海南中糧可口可樂飲料有限公司總經理、中糧可口可樂飲料(四川)有限公司總經理、中糧可口可樂飲料(山東)有限公司總經理。方先生具有廣泛的運營及管理經驗。方先生畢業於中國科學技術大學，獲工商管理MBA碩士學位。

**MR. HU JIANZHI** 胡建智先生**MR. HU JIANZHI**

Mr. Hu, aged 48, joined COFCO Coca-Cola in May 2011 and is currently the general manager of the procurement department of COFCO Coca-Cola. Mr. Hu joined COFCO Corporation in 1993 and has held various positions in COFCO Group, including deputy general manager of the risk management division of the strategic department and assistant general manager of the oil and fats department of COFCO Corporation, and the general manager of Top Glory (London) Ltd.. Mr. Hu has extensive experience in operations and management. Mr. Hu graduated from the University of International Business and Economics with a Bachelor's degree in Economics.

胡建智先生

胡先生，48歲，自2011年5月加入中糧可口可樂，現為中糧可口可採購部總經理。胡先生於1993年加入中糧集團有限公司，歷任中糧集團多個職位，包括中糧集團戰略部風險管理部副總經理及油脂部總經理助理，以及Top Glory (London) Ltd. (鵬利(倫敦)有限公司)總經理。胡先生具有廣泛的運營及管理經驗。胡先生畢業於對外經濟貿易大學獲經濟學學士學位。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

China Foods Limited (hereinafter referred to as the “Company” or “China Foods”, together with COFCO Coca-Cola Beverages Limited (hereinafter referred to as “COFCO Coca-Cola”), a 65%-owned subsidiary, and its subsidiaries, collectively as the “Group”) follows the social responsibility philosophy of “loyalty to national policies and making people’s lives better”. In its corporate mission and responsibility, it is “dedicated to modern beverages and creating long-lasting value”, and it strives to achieve sustainable development for itself and for society.

This report is the Company’s “Environmental, Social and Governance Report” (hereinafter referred to as the “Report”). Its contents were prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Guide”) in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and are in compliance with all relevant regulations. The scope of this Report covers the major production and operational activities of the Company in China, and the reporting period is in line with the 2019 financial year. The Report’s purpose is to summarise the environmental, social and governance (ESG) performance of China Foods in 2019, and respond to the concerns of various stakeholders.

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

緒論

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

本報告乃本公司的《環境、社會及管治報告》(以下簡稱「本報告」)。本報告內容參照香港聯合交易所有限公司證券上市規則(簡稱「上市規則」)附錄二十七《環境、社會及管治報告指引》(簡稱「ESG指引」)而編製，並遵守了相關規定。本報告範圍涵蓋本公司在中國的主要生產運營活動，報告期與2019財政年度一致。本報告旨在向社會各界披露中國食品於2019年度在環境、社會及管治(ESG)領域取得的工作成果，並應對各利益相關方之重點關切。

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

1. ESG MANAGEMENT SYSTEM

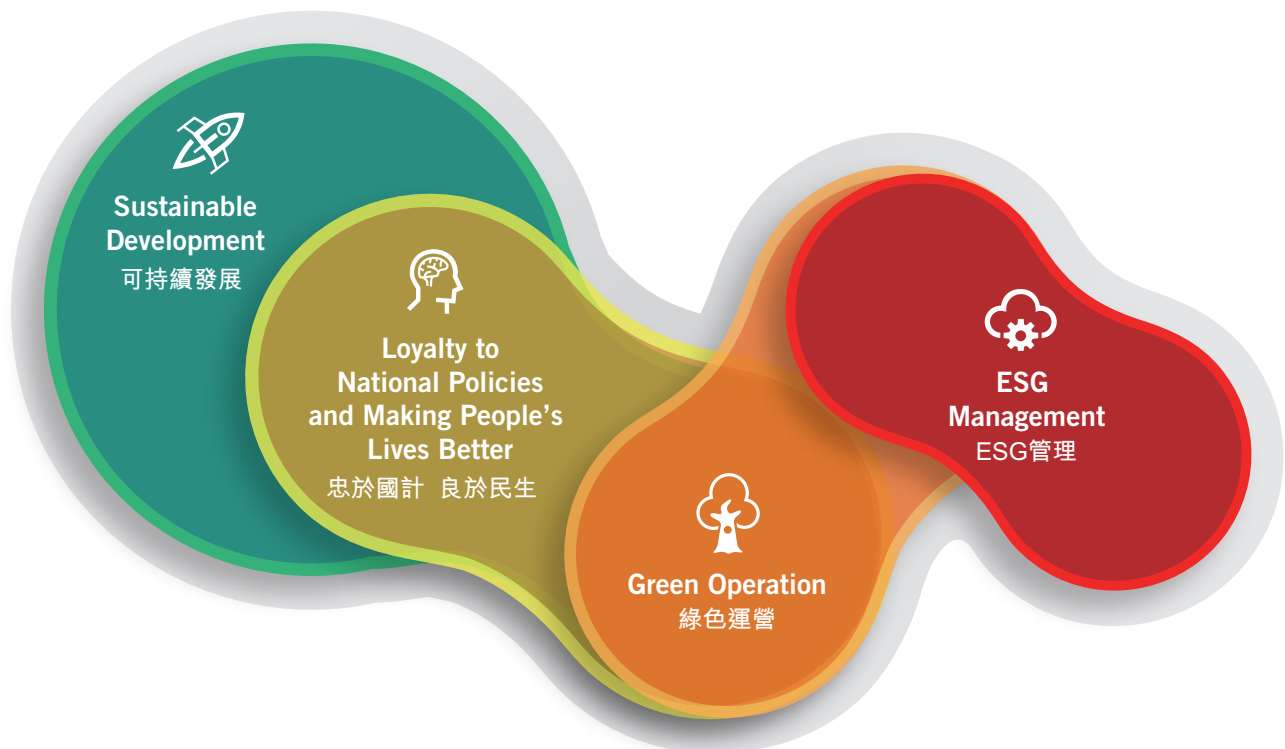
1.1 ESG philosophy and management structure

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

1. ESG管理體系

1.1 ESG理念與管理架構

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



1. ESG MANAGEMENT SYSTEM (continued)

1.1 ESG philosophy and management structure (continued)

To help realise the strategic vision of China Foods' sustainable development, the Company established an ESG Work Leading Group headed by the board of director and operated with the participation of management as well as relevant functional departments. In 2019, the Company continued to improve and make innovations to its ESG management system, actively optimised its ESG management measures, and effectively enhanced its ability to uphold its social responsibilities.

1. ESG管理體系(續)

1.1 ESG理念與管理架構(續)

為了實現中國食品的可持續發展戰略願景，本公司成立了董事會領導、管理層負責、各相關職能部門參與的ESG工作領導小組。2019年，本公司ESG管理體系不斷完善創新，在肩負高度社會責任的使命指引下，積極優化自身的ESG管理措施，有效提升社會責任履行能力。



1. ESG MANAGEMENT SYSTEM (continued)

1.2 Stakeholder communications and responses

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

1. ESG管理體系(續)

1.2 利益相關方溝通與回應

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

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

1. ESG MANAGEMENT SYSTEM (continued)

1.2 Stakeholder communications and responses (continued)

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

1. ESG管理體系(續)

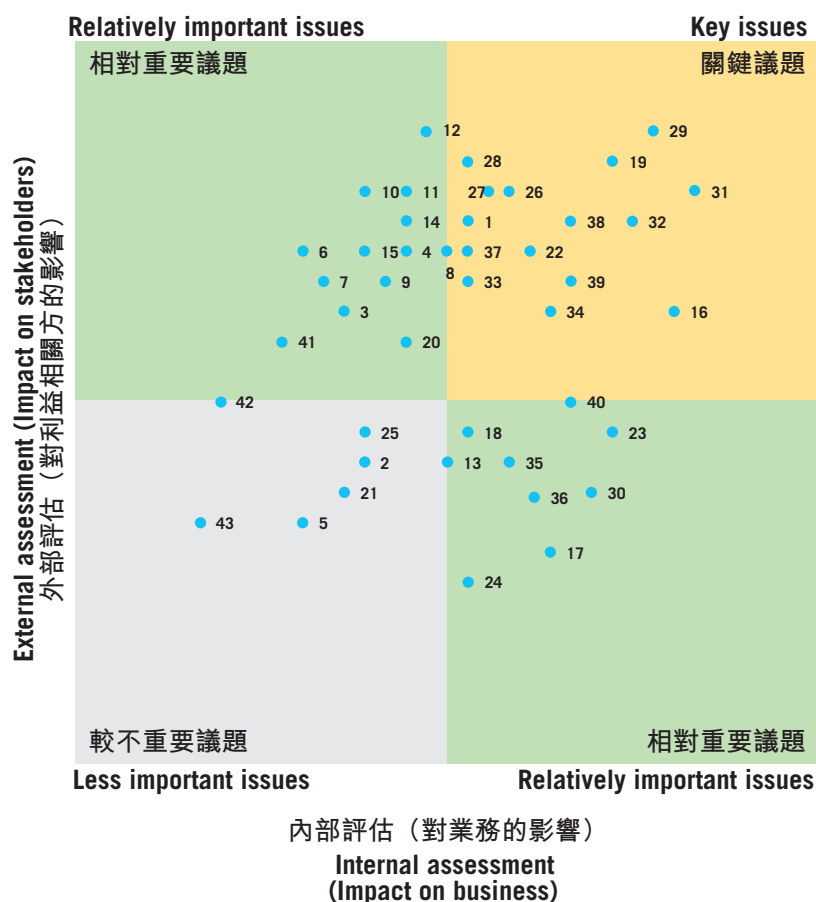
1.2 利益相關方溝通與回應(續)

1. ESG MANAGEMENT SYSTEM (continued)

1.2 Stakeholder communications and responses (continued)

1. ESG管理體系(續)

1.2 利益相關方溝通與回應(續)



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

Through actively communicating with stakeholders and by understanding their concerns and expectations, the Group identified the focus for its 2019 ESG initiatives and Report, mainly concerning key issues such as emissions, resource usage, employee rights, product responsibility, supply chain management, anti-corruption and community investment.

通過與各利益相關方的主動聯絡和溝通、了解他們的重點關注和期望，本集團識別出2019年度ESG行動和報告的重點，主要涵蓋排放物、資源使用、員工權益、產品責任、供應鏈管理、反貪污和社區投資等ESG關鍵議題。

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

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

2. ENVIRONMENTAL RESPONSIBILITY

China Foods advocates the sustainable development concept of low-carbon environmental protection, and complies with national and local environmental laws and regulations such as the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution (《中華人民共和國大氣污染防治法》), Law of the People's Republic of China on Prevention and Control of Water Pollution (《中華人民共和國水污染防治法》), Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste (《中華人民共和國固體廢物污染環境防治法》) and Law of the People's Republic of China on Environmental Impact Assessment (《中華人民共和國環境影響評價法》). On the basis of improving its own environmental management system, the Company continuously explores viable new energy-saving and emissions-reducing technologies and techniques for its operational processes and strives to reduce the environmental impact of its activities. According to its environmental compliance assessment, no significant violations occurred in the environmental management of China Foods in 2019.

2.1 Environmental management system

To further enhance China Foods' standard of environmental management, the Company encourages subordinate production units to operate their own environmental management systems with reference to the ISO 14001 standard. By the end of 2019, all 19 bottling plants under the Company had established such ISO 14001 environmental management systems, and all had been accredited by certification companies designated by The Coca-Cola Company.

2. 環境責任

中國食品堅持低碳環保的可持續發展理念，積極識別並遵守國家及地方層面環境領域的法律法規，如：《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》、《中華人民共和國固體廢物污染環境防治法》及《中華人民共和國環境影響評價法》等。同時，在完善自身環境管理制度的基礎上，不斷探索運營過程中可行的節能減排技術及工藝，努力降低因生產運營活動對環境造成的影響，切實踐行中國食品低碳環保的可持續發展的理念。依照自身環境合規評估結果，2019年度內，中國食品在環境管理領域未發生重大違規事件。

2.1 環境管理體系

為進一步提升中國食品的環境管理水平，本公司積極推進下屬各生產單位參照ISO 14001標準建立並運行自身的環境管理體系。截至2019年底，本公司下屬工廠範圍內共計19家裝瓶廠全部建立ISO 14001環境管理體系，並通過可口可樂公司指定的認證公司審核認證。

2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.1 Environmental management system (continued)

The Company assumes responsibility for environmental protection in accordance with the Construction Plan of Ecological Sustainable Development System of COFCO (2020-2022) (COFCO Zong Zi [2020] No. 65) (《中糧集團生態可持續發展系統建設規劃(2020-2022年)》中糧總字[2020]65號)) and the Notice on Strengthening Environmental Protection Work (COFCO Zong Zi [2016] No.112) (《關於加強環境保護工作的通知》(中糧總字[2016]112號)) issued by COFCO. The Company applies substantial effort to control pollution to meet the emissions standards. Compliance management is reinforced to further reduce environmental protection-related risks. Supervision of environmental protections was strengthened to establish an effective long-term mechanism. Meanwhile, China Foods enhanced employee awareness of environmental protection and the low-carbon sustainable development concept through dedicated training content.

2. 環境責任(續)

2.1 環境管理體系(續)

實際管理中，本公司按照中糧集團《中糧集團生態可持續發展系統建設規劃(2020-2022年)》(中糧總字[2020]65號)及《關於加強環境保護工作的通知》(中糧總字[2016]112號)要求，明確環保責任，嚴格環保准入；狠抓污染防治，確保達標排放；強化合規管理，防範環保風險；加強環保監管，建立長效機制。同時，中國食品注重員工環境保護意識的建立和提升，針對環境保護主題開展相應的培訓內容，從員工的思想意識中強化低碳環保的可持續發展理念。



2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.2 Total emissions and consumption

In 2019, the Group's production volume growth rate was 5%. Emissions mainly comprised of wastewater, with total emissions of approximately 2,550,000 tonnes, representing an increase of 1.3% compared with that of the previous year. Total greenhouse gas emissions was 24,000 tonnes, representing an increase of 4.3% compared with that of the previous year. Due to the centralised scrapping of forklift batteries in 2019, 144.32 tonnes of hazardous waste was produced, representing an increase of 57% compared to year 2018. Total non-hazardous waste produced was 5,708.45 tonnes, representing a decrease of 29.8% compared with that of the previous year, mainly due to a 20% decrease in solid waste generation. Total energy consumption of standard coal was approximately 47,300 tonnes. The energy consumption per unit of product was 7.89 grams of standard coal/litre of beverage. Water consumption was approximately 9,500,000 tonnes, representing an increase of 6.1% compared with that of the previous year. Water consumption per unit of product was 1.49 litres/litre of beverage, representing an increase of 1.3% compared with that of the previous year. Total amount of packaging materials used in finished products was approximately 245,200 tonnes, representing a decrease of 2.3% compared with that of the previous year.

2. 環境責任(續)

2.2 排放及消耗總量

2019年，本集團生產產品量增長率為5%。排放物主要為廢水，排放總量約為255萬噸，比去年增長1.3%；溫室氣體排放量2.4萬噸，比去年增長4.3%；所產生的有害廢棄物144.32噸，由於2019年有叉車電池的集中報廢，較2018年增加57%；無害廢棄物5,708.45噸，較去年下降29.8%，主要由於固廢產生量下降20%。能源消耗總量折標煤約為4.73萬噸，單位產品能耗為7.89克標準煤/升飲料；取水量約為950萬噸，比去年增長6.1%，單位產品水耗為1.49升/升飲料，比去年上升1.3%；製成品所用包裝材料的總量約為24.52萬噸，比去年下降2.3%。

2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.3 Emissions control

China Foods has thoroughly implemented the “Three Simultaneities” management system for environmental protection (環境保護「三同時」制度). This means that installations for preventing and controlling pollution at construction projects must be designed, built and commissioned together with the principal part of the project, and that the Company carries out full-cycle management from the stages of design and construction to operation on all projects. At the project design stage, we identify the emissions and environmental impacts that will potentially arise from the construction and operational phases and propose corresponding measures for prevention and mitigation. In 2019, we strengthened the environmental supervision of the construction stage of seven projects. Professional firms – including a design institute – were engaged to execute project design and planning, and construction work was carried out according to all relevant safety, environmental protection, occupational sanitary and health regulations and policies of the People’s Republic of China. Professional members of our project teams followed up and controlled the subsequent construction process. This enabled us to concurrently design and construct projects and put them into use effectively, minimising the impact of construction activities on the surrounding environment. After a project has entered into operation, we strictly enforce the Company’s environmental management systems and regulations to ensure that the relevant pollution control and environmental protection measures are implemented effectively.

2. 環境責任(續)

2.3 排放物控制

中國食品嚴格落實環境保護「三同時」管理制度，對所有項目從設計、施工建設到運營階段進行全周期管理：項目設計階段認真識別施工和運營階段將產生的污染物排放及潛在的環境影響，提出相應防範和治理措施；2019年7個項目施工建設階段加強環境監理工作，請專業的公司含設計院進行項目的設計、規劃，按國家的相關安全、環保、職業衛生與健康的規定、政策進行施工。我方項目組有專業人員進行跟進和管控。切實做到了同時設計、同時施工，同時投入使用，將施工活動對周邊環境的影響降到最低；項目投入運營後嚴格執行公司各項環境管理制度和規定，確保相關污染治理和環境保護措施得到落實並有效運行。

2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.3 Emissions control (continued)

The Company adheres to principles of reduction, recycling and minimal harm in its management of solid waste. Our plants prioritise the procurement of materials which generate less solid waste, reduce solid waste at source through precision management of the operational process. The plants classify solid waste into 'general' and 'hazardous' waste according to its characteristics. In 2019, a total of 1,762 tonnes of recyclable solid waste (such as waste paper and scrap metal) were recycled, realizing the recycling of solid waste. Hazardous waste was managed in strict compliance with national regulations. In 2019, all hazardous waste generated by our plants was handed over to qualified third parties for disposal, thus achieving the elimination of hazard.

In 2019, plants under the Company provided feedback based on the environmental inspection. The Company subsequently rectified all outstanding environmental protection issues within the requirements of the environmental protection department and in combination with the review findings and environment assessment of The Coca-Cola Company and COFCO. These focused on on-site management, 5S, on-site health, and other risks with the potential to adversely affect environmental protections or stability of operations. The environmental risks of all plants are currently under control.

The Group also used its intranet to collect, summarise and analyse environmental performance indicator data from each subordinate branch/subsidiary to further strengthen the tracking and monitoring of the Company's environmental performance, and based on this, formulated improvement plans and future development targets.

2. 環境責任(續)

2.3 排放物控制(續)

在固體廢物管理方面，我們始終堅持減量化、資源化、無害化原則，優先採購產生固體廢物少的原材料，生產過程中按照精細化管理，在源頭上減少固體廢物的產生，實現固體廢物的減量化。工廠內部根據固體廢物的危害特性分成危險廢物和一般固體廢物進行管理。2019年共回收1,762噸廢紙、廢金屬等可回收固體廢物，實現了固體廢物資源化。對於危險廢物，則嚴格按照國家規定進行管理，2019年各工廠產生的危險廢物全部交由有資質的第三方進行處理，實現了危險廢物的無害化。

2019年，本公司下屬各工廠依據本次環保檢查反饋，結合環保部門要求、可口可樂及中糧審核發現與環境評估，針對現場管理、5S、現場衛生等有可能影響環保達標或造成運營波動的各種風險，積極開展整改，確保各工廠環保風險受控。

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

2. ENVIRONMENTAL RESPONSIBILITY (continued)

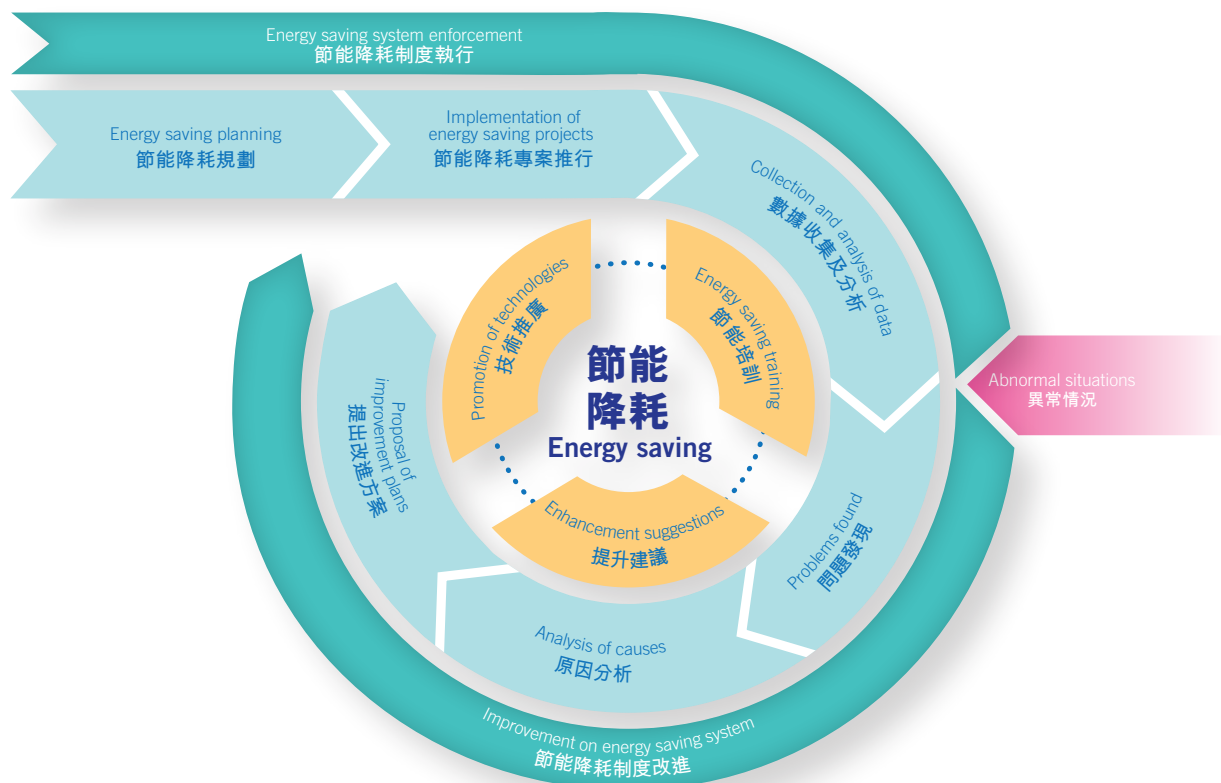
2.4 Saving energy

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

2. 環境責任(續)

2.4 節能降耗

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



2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.4 Saving energy (continued)

In 2019, with the aim to continue advance its energy- and water-saving projects, the Group executed energy-saving and environmental protection projects which resulted in savings of approximately 140 tonnes of standard coal and more than 10,000 tonnes of water. In 2019, China Foods' main energy-saving projects were as follows:

2. 環境責任(續)

2.4 節能降耗(續)

隨著節能節水項目的不斷推進，2019年，中國食品積極開展節能環保項目改造，改造項目年節能量折標煤約140噸，節水量1萬餘噸。2019年，中國食品主要節能降耗案例如下：

No. 序號	Plant 工廠	Project 項目名稱	Total investment 總投資 (RMB10 thousand) 萬元	Energy savings 節能量 (tonnes of standard coal) 噸標煤
1	Jinan 濟南	Rooftop Photovoltaic Power Generation Project (屋頂光伏發電項目) 屋頂光伏發電項目	Invested by third parties 第三方投資	33.71
2	Beijing 北京	Replacement of Energy-saving Motor Projects (更換節能電機項目) 更換節能電機項目	77.96	46.68
3	Beijing 北京	Air Energy of Tank Heater Project (暖罐機空氣能項目) 暖罐機空氣能項目	40	30.89
4	Beijing 北京	Winter Natural Cooling Project (冬季自然冷卻項目) 冬季自然冷卻項目	14.86	24.5
5	Dalian 大連	Bottle Blowing Machine Cooling Water Renovation Project (吹瓶機冷卻水改造項目) 吹瓶機冷卻水改造項目	48.75	4.95
	Total 合計		181.57	140.73

2. ENVIRONMENTAL RESPONSIBILITY (continued)

2.4 Saving energy (continued)

In 2019, China Foods' main water-saving projects were as follows:

2. 環境責任(續)

2.4 節能降耗(續)

2019年，中國食品主要節水案例如下：

No. 序號	Plant 工廠	Project 項目名稱	Total investment 總投資 (RMB 10 thousand) 萬元	Water savings 節水量 (tonnes) 噸
1	Shandong 山東	Syrup Workshop CIP Flushing Water Recovery Project(糖漿間CIP沖洗水回收項目) 糖漿間CIP沖洗水回收項目	System improvement, Nil 系統改善，零投資	1,536
2	Shandong 山東	Double Waterline Water Supply RO System Linkage Project(雙水線供水RO系統聯動項目) 雙水線供水RO系統聯動項目	System improvement, Nil 系統改善，零投資	1,200
3	Shanxi 山西	Water Treatment 2 # 3 # Activated Carbon Canister Renewal Project(水處理2#3#活性炭罐更新項目) 水處理2#3#活性炭罐更新項目	61.3	4,500
4	Shanxi 山西	Concentrated Water Reverse Osmosis System Renewal Project(濃水反滲透系統更新項目) 濃水反滲透系統更新項目	52.5	3,900
Total 合計			113.8	11,136

In 2019, the plants under China Foods achieved outstanding results with their measures to save energy and reduce emissions and obtained several awards and recognitions for such, including 18 plants of which earned the title of 'outstanding enterprise in the beverage industry' for water and energy saving. The Group also applied energy-saving and emissions-reducing concepts to the construction of new plants. In 2019, the COFCO Coca-Cola Heilongjiang plant was recognised as a "Green Factory", the Jilin and Xi'an plants were recognised as "advanced units for saving water", the Jinan plant was additionally recognised as a "Jinan environmental education base", and the Chongqing plant was named as an "Ecological Civilisation Education Base in Chongqing Liangjiang New Area".

2019年度，中國食品下屬工廠在踐行節能減排過程中不僅取得突出成效，同時獲得了社會各界節能減排獎項評比的豐碩成果，其中包括：18家工廠獲得飲料行業節水、節能優秀企業稱號。本集團還將節能減排的理念應用於新工廠的建設中。2019年，中糧可口可樂黑龍江廠獲得了「國家綠色工廠」稱號，吉林廠獲得了「吉林省節約用水先進單位」稱號，西安廠獲得了「西安市節水先進企業」稱號，濟南廠獲得了「濟南市環境教育基地」稱號，重慶廠獲得了「重慶市兩江新區生態文明教育基地」稱號。

3. EMPLOYEE CARE

The Company believes in “relying on trust, emphasising performance, people-orientated, and creating win-win situations” and is committed to providing fair and open employment opportunities for those who meet its recruitment conditions. We also strive to create favourable conditions for career development, with opportunities for university and college graduates, and aim to attract and nurture more talent in the food industry.

3.1 Employment and employee benefits

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

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

3. 員工關懷

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

3.1 僱傭與員工權益

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

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

3. EMPLOYEE CARE (continued)

3.1 Employment and employee benefits (continued)

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

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

As of the end of December 2019, the Group's total number of employees was 19,681, and no significant violations of relevant labour laws and regulations had occurred.

3.2 Employee development and training

In keeping with its desire to "create a highly regarded professional team", the Company provides employees with a solid career development platform and a comprehensive training system and has formulated management systems and regulations such as the Training and Management System (《培訓管理制度》), Training System (《培訓體系》) and Career Development System (《職業生涯發展體系》). The human resources department is responsible for the formulation and implementation of annual training plans. The human resources department of each region/plant is also responsible for cooperating with the human resources department at headquarters to implement the Company's training programmes, formulate training plans for its region/plant, and manage the relevant training records.

3. 員工關懷(續)

3.1 僱傭與員工權益(續)

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

本公司頒佈的《員工手冊》，幫助員工全面了解企業文化和價值觀、人力資源管理制度、員工的福利待遇和權益保障、相關考核標準等。本集團的員工溝通和申訴機制，保證員工能夠通過合理途徑提出自身的訴求和意見。

截止至2019年12月底，本集團總僱員人數19,681人，未發生重大違反相關勞動法律法規的事件。

3.2 員工發展與培訓

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

3. EMPLOYEE CARE (continued)

3.2 Employee development and training (continued)

The Group's employee training mainly includes:

New employees trainings:

- orientation training, including centralised training organised by the Company and professional training organised by various departments;

General skills trainings:

- Training to improve efficiency and professional skills of employees;

Professional skills trainings:

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

Leadership trainings:

- Training to enhance leadership ability of management staff of the Company.

The Group's training is broadly categorised as either internal or external, and includes the internal training of COFCO and the Group, the training provided by trainers externally engaged for employees, and arrangements for employee participation in external open classes. As of the end of 2019, the Group had provided employees with a total of 868,593 hours of training, with a cumulative training per person of 46 hours. Classroom training accounted for 86% of total training hours and online training for 14%. By training type, new employee training accounted for 9%, general skills training accounted for 21%, professional skills training accounted for 65%, and leadership training accounted for 5%.

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

3. 員工關懷(續)

3.2 員工發展與培訓(續)

本集團為員工提供的培訓內容主要包括：

新員工培訓：

- 為新入職員工提供的入職培訓，包括公司統一組織的集中培訓和各部门安排的專業培訓；

通用技能培訓：

- 為提升員工工作效率和職業化技能開展的培訓；

專業技能培訓：

- 為提升員工專業工作技能開展的培訓，包括技術系列和研發系列培訓等；

領導力培訓：

- 為提升公司管理人員領導能力而組織的培訓。

本集團培訓方式分為內訓、外訓兩種形式，包括中糧和本集團內部組織的培訓、公司聘請外部培訓師為員工提供的培訓、安排員工參加外部公開課。截止2019年底，本集團累計為員工提供培訓868,593小時，累計人均培訓46小時。總培訓學時中，從培訓形式看，課堂培訓佔比86%，網絡培訓佔比14%；從培訓類型看，新員工培訓佔比9%，通用技能培訓佔比21%，專業技能培訓佔比65%，領導力培訓佔比5%。

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

3. EMPLOYEE CARE (continued)

3.3 Occupational health and safety

The Company strives to create a safe and healthy working environment for all employees, and abides by all national and local occupational health and safety laws and regulations including the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》) and the Law of the People's Republic of China on Work Safety (《中華人民共和國安全生產法》). The Group has emplaced occupational health and safety management systems including Safety Production and Occupational Hygiene Management Regulations, Measures for Safety Management of Dangerous Operations, and Measures for the Management of Safety Production and Treatment for Accidents, as well as operational safety procedures. The Company continues to expand and refine its occupational health and safety management systems in its subsidiaries/plants in order to raise the Group's standard. As of the end of 2019, 19 production units had passed OHSAS 18001 certification for occupational health and safety management systems.

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

3. 員工關懷(續)

3.3 職業健康與安全

本公司努力為所有員工營造安全健康的工作環境。本公司積極識別並遵循國家和地方層面有關職業健康和安全管理法律法規，包括《中華人民共和國勞動法》、《中華人民共和國職業病防治法》、《中華人民共和國安全生產法》等。在職業健康和安全管理方面，本集團制定了相關制度，包含安全生產與職業衛生管理規定、危險作業安全管理辦法、安全生產事故隱患排查治理管理辦法等，同時制定了一系列的安全操作流程規定。作為提升本集團職業健康和安全管理水平的重要手段之一，本公司持續推進各下屬公司／工廠建立並運行職業健康安全管理體系。截至2019年底，本公司範圍內19家生產單位全部通過OHSAS 18001職業健康安全管理體系的認證。

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

3. EMPLOYEE CARE (continued)

3.3 Occupational health and safety (continued)

Furthermore, the Group arranges annual body check for all employees as well as annual occupational health check-ups for employees engaged in certain types of work. In accordance with the relevant requirements, the Group retains employee medical records for subsequent follow-ups.

As of the end of 2019, a total of 828 working days were lost in 2019 due to work-related injuries.

4. PRODUCT LIABILITY

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

4.1 Food quality and safety

China Foods maintains a corporate culture of quality and safety, and further enhances its product quality and safety management. The Company's quality and safety system certifications have been implemented at factory level for nine consecutive years, as reviewed by a third-party professional certification organisation. As of the end of 2019, all subordinate production enterprises of the Company had obtained FSSC 22000 and ISO 9001 certifications. In terms of management systems, in recent years COFCO Coca-Cola has driven the full implementation of the Consolidated Emergency Plan for Food Safety Issues (《食品安全事故綜合應急預案》), the Measures for Quality and Safety Management of Suppliers (《供應商質量安全管理辦法》), Food Safety Management Regulations (《食品安全管理規定》), Measures for Food Additive Management (《食品添加劑管理辦法》), Measures for Food Recall Management (《食品召回管理辦法》) and other product quality inspection-related systems involving subordinate enterprises.

3. 員工關懷(續)

3.3 職業健康與安全(續)

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

截止至2019年底，2019年因工受傷損失的工作天數共計828天。

4. 產品責任

為實現「奉獻時尚飲品，共創永恒價值」的企業使命，中國食品一直將產品質量保證作為日常工作的第一位，努力為消費者提供滿意放心的優質產品。集團持續追蹤並嚴格遵守產品責任相關的國家、地區及行業法律法規，包括《中華人民共和國食品安全法》、《中華人民共和國產品質量法》、《食品生產許可管理辦法》、《中華人民共和國消費者權益保護法》等。

4.1 食品質量和安全

中國食品持續推行公司的質量安全文化，繼續提升本公司食品質量和安全管理水平。本公司連續九年推動和落實基層工廠的質量安全體系認證，並由第三方專業認證機構指派經驗豐富的審核專家負責審核。截至2019年底，本公司所屬正式投產的企業均通過FSSC 22000及ISO 9001體系認證。在管理制度建設方面，近年來中糧可口可樂做出了巨大努力和貢獻，在所屬企業內堅決貫徹《食品安全事故綜合應急預案》、《供應商質量安全管理辦法》、《食品安全管理規定》、《食品添加劑管理辦法》、《食品召回管理辦法》及產品品質檢驗相關制度。

4. PRODUCT LIABILITY (continued)

4.1 Food quality and safety (continued)

Product quality inspection

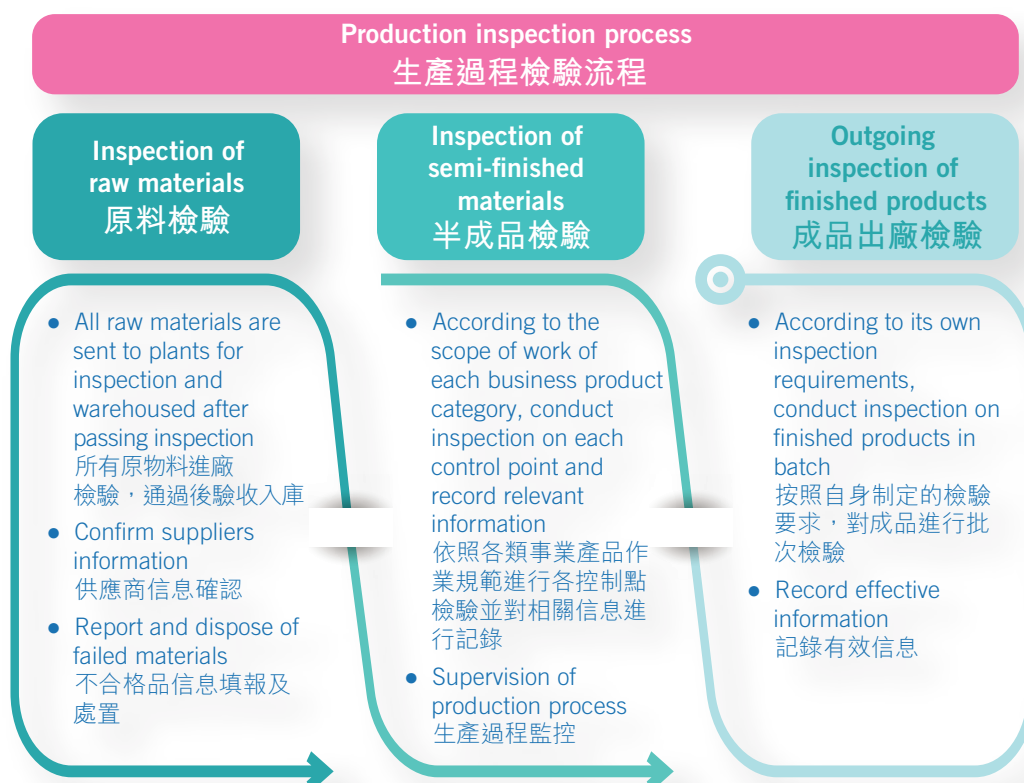
While the Company's subordinate production units routinely conduct production inspections of raw and semi-finished materials and finished products, COFCO Coca-Cola also frequently engaged external qualified third-party institutions to conduct regular inspections for certain nationally-required standards. Supplementary inspection of other standards is carried out by production unit laboratories. At the beginning of each year, COFCO Coca-Cola's Quality, Safety and Environmental Protection Department formulates a supervision and sample testing plan and delivers to each plant. The plants subsequently conduct quarterly sampling inspections on finished and semi-finished products, raw materials, packaging materials, etc. In 2019, a total of 30,814 product batches passed the first self-inspection test, with a qualification rate of 100%. The plants engaged external qualified third-party institutions to inspect 1,080 batches of self-tested products, for which the qualification rate was again 100%.

4. 產品責任(續)

4.1 食品質量和安全(續)

產品質量檢驗

本公司下屬各生產單位一方面進行原料、半成品及成品出廠前等日常生產檢驗；另一方面，中糧可口可樂定期聘請外部有資質的第三方機構對國家要求的部分指標進行定期檢驗，另一部分指標由各生產單位自建實驗室執行補充檢驗，以涵蓋國標要求的所有指標。同時，中糧可口可樂的質量安全環保部每年初都會制定當年的監督抽檢計劃，並下發至各個工廠，由各工廠按季度對成品、半成品、原料包材等進行抽樣送檢。2019年，產品出廠一次檢驗合格率自檢批次共計30,814，合格率100%。工廠委託外部有資質的第三方機構檢驗檢驗1,080批次，合格率為100%。



4. PRODUCT LIABILITY (continued)

4.1 Food quality and safety (continued)

Building special food safety capacities

Taking into consideration the risks inherent to its upstream, downstream and manufacturing phases, while emphasising the construction of the HACCP management system for traditional manufacturing process, the Company also extended its focus toward its suppliers and new product development, and backward to the customer service system.

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

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

Prevention and emergency mechanism for food safety issues

China Foods maintains a system of emergency response plans for food safety incidents in its plants, and organises drills on a regular basis. The Company also established a preventive early warning mechanism for significant hidden dangers in areas such as product quality and microbial detection. The mechanism has achieved remarkable results, reaching a 100% qualification rate in sample testing. Meanwhile, the Company also continues to tackle day-to-day quality and safety issues (《日常品質安全問題》) and has accordingly used risk identification and assessment to prepare a risk list and develop commensurate control measures. This approach enabled the measures to control significant risks from within the normal dynamic control process. In 2019, there were no recalls of sold or delivered products from the Group due to safety or health reasons.

4. 產品責任(續)

4.1 食品質量和安全(續)

食品安全專項能力建設

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

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

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

食品安全事故防範和應急機制

中國食品建立了從公司到工廠的食品安全應急預案體系，並定期組織演練。本公司通過重大隱患專項治理，建立起預防和預警機制，其中，針對產品質量、微生物檢測等重大隱患的專項治理取得明顯效果，達到監督抽查合格率100%的目標。另外，本公司持續梳理《日常質量安全問題》，通過風險識別和評估，編製風險清單，制定分級、分類管控措施，將重大隱患的管控措施固化在日常動態管理過程中。2019年度內，本集團未發生已售或已運送產品因安全 and 健康理由召回的事件。

4. PRODUCT LIABILITY (continued)

4.2 Customer service system

To provide customers with satisfying and assured quality products is our principle. The Company has established a customer service centre with an information service system for recording and processing information such as customer complaints, enquiries and recommendations. The Company's consumer complaint handling procedures were also developed specifically to receive and respond to complaints with an open mind, careful investigation, positive feedback and follow-up action in order to address requests from consumers as much as possible.

In 2019, more than 201,000 calls were received by the customer service centre, and the excellent performance of our staff and the 24-hours customer service center enables us to maintain a good relationship with our customers and further enhance our service reputation. In 2019, we centralised the management of telephone work to achieve an efficient standardised quality of service. We actively sought multichannel communications using platforms such as WeChat customer service to make contact with and provide quick service to customers.

The customer service centre is committed to following up oral complaints within 24 hours and confirming written complaints within 48 hours. Customer service staff at each sales region assign great importance to every case and make every effort to ensure customer satisfaction. In 2019, the completion rate for handling consumer complaints reached 98%, and customer satisfaction was maintained at a high level.

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

4. 產品責任(續)

4.2 客戶服務體系

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

2019年，客服中心受理話務量總計20.1萬餘起，我們通過全天候運作的客戶服務中心，由熟練的客服坐席人員處理客戶諮詢，維護了良好的客戶關係，提升了我們服務的口碑。2019年，我們將話務工作中央化管理，以達到規範高效的服務質量，同時積極尋求微信客服等多渠道溝通方式與客戶建立聯繫，提供快捷服務。

客服中心作出內部服務承諾，在24小時內跟進口頭投訴、在48小時內確認書面投訴。本公司各銷售大區客訴對接人非常重視每一起個案，竭盡全力為消費者及客戶提供優質的產品與服務。2019年，客訴結案率達到98%，客戶滿意度始終保持較高水平。

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

4. PRODUCT LIABILITY (continued)

4.3 Advertising, marketing and brand management

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

In 2019, the Group committed no violations of laws and regulations relevant to advertising and marketing.

5. SUPPLY CHAIN MANAGEMENT

Various assessment instruments are used to ensure the quality of raw and packaging materials purchased by the Group. A review of suppliers' social responsibility conducted by independent third parties is one of the basic elements of on-site review. It aims at making comprehensive judgments on suppliers' environmental and social risks, including compliance with relevant laws and regulations, possession of appropriate permits, engagement of child labour, and sufficient protection for workers. To facilitate this, the Group and The Coca-Cola Company have jointly established a comprehensive supplier evaluation mechanism. The Group ceases its cooperation with any supplier who fails to meet requirements, and require the said suppliers to rectify their issues within a defined time period. Only when the rectification is qualified will our cooperative relationship be resumed. For suppliers that passed the review, we make regular return visits to find and solve problems in a timely manner.

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

4. 產品責任(續)

4.3 廣告營銷與品牌標識

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

2019年度內，本集團未發生違反廣告營銷相關法律法規的事件。

5. 供應鏈管理

為保障公司所採購原材料及包裝材料質量，本公司制定了各類評估工具。由獨立第三方對供應商社會責任審核是現場審核的基本內容之一，旨在對供應商的環境及社會風險進行綜合性的判斷：包括是否遵守相關法律法規，是否獲得相關許可，是否使用童工，是否對員工有良好的勞動保護等。同時，本公司同可口可樂一起建立完善的供應商評估機制。本集團對不符合要求的供應商會立即停止合作，並要求其在一定期限內整改。整改合格，才能恢復合作。對已通過審核供應商，也會定期回訪，及時發現問題解決問題。

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

5. SUPPLY CHAIN MANAGEMENT (continued)

With The Coca-Cola Company, the Company has jointly established a proven supplier information management system, implemented whole process management from supplier access verification, social responsibility audits, Coca-Cola's technical approval, regular audits and performance evaluations. The Company conducts comprehensive and regular evaluations of suppliers, and exercise the exit system for suppliers who fail. After each assessment, we update the supplier information management system and require each unit to execute their purchases in accordance with the supplier list.

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

COFCO Coca-Cola beverage business suppliers, by region

Region	Data for 2019 (Number)
Northeast	12
North China	27
Central China	4
East China	21
South China	28
Northwest	6
Southwest	14
Total	112

5. 供應鏈管理(續)

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

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

中糧可口可樂按地區劃分供應商數目統計

地區	2019年數據(個)
東北地區	12
華北地區	27
華中地區	4
華東地區	21
華南地區	28
西北地區	6
西南地區	14
合計	112

6. ANTI-CORRUPTION

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

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

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

In 2019, COFCO Coca-Cola received eight notices of concern and all these cases were handled, with no major violations being subsequently identified.

6. 反貪污

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

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

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

2019年度內，中糧可口可樂飲料收到問題線索8件，處理結案8件，未發現重大違規違紀事項。

7. COMMUNITY INVESTMENT

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

In 2019, we launched a series of social welfare activities in various forms with a total of 19,151 participants. The cumulative labour hours devoted were approximately 76,493 hours, and the capital invested was approximately RMB11.96 million.

7. 社區投資

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

在過去的2019年度，我們開展了一系列多形式的社會公益活動，累計投入19,151人次，累計投入人工時數約76,493小時，投入資金約人民幣1,196萬元。



INVESTMENT
COMMUNITY

7. COMMUNITY INVESTMENT (continued)

1. Targeted Poverty Alleviation: (continued)

Featured poverty alleviation: (continued)

In poverty-stricken Lintan County in Gansu Province, the COFCO Coca-Cola Gansu Plant cooperated with local women's federations to give local women training on the traditional Tao embroidery “洮綉” and help them to increase family incomes.

In Urumqi, Xinjiang, the COFCO Coca-Cola Xinjiang Plant, Redstone Fund and Urumqi Real Estate Bureau jointly opened Urumqi's first public welfare Nang pancake store, providing the venue, equipment and other resources to help Nang-makers find jobs and increase their incomes.

In Zaozhuang, Shandong, the sewing of spring chicken is a local traditional festive handicraft, and people often put it on children on the first day of spring, hoping that they will grow up healthily during the coming year. In 2019, the COFCO Coca-Cola Shandong Plant and Zaozhuang Xiwangzhuang West Village Committee provided poor families with folk craft training during the farming off-season, and repurchased their hand-made spring chicken dolls as promotional gifts for COFCO Coca-Cola Shandong Plant retail sales. The income of the less privileged families improved while promoting traditional handicraft.

7. 社區投資(續)

一、精準扶貧：(續)

特色扶貧：(續)

在甘肅省級貧困縣之一的臨潭縣，中糧可口可樂甘肅廠與當地婦聯共同發力，培訓當地婦女刺綉技藝，以傳統手工技藝「洮綉」幫助提升家庭收入，擺脫貧困現狀。

在新疆烏魯木齊，中糧可口可樂新疆廠攜手紅石基金、烏魯木齊房產局共同開設烏魯木齊首家公益惠民饅房，為貧困打囊師傅提供場地、設備等資源支持，幫助其實現就業增收。

在山東棗莊，春雞是當地的年俗手工藝品，民眾常在立春當天將其系在孩童身上，以期盼來年健康成長。2019年，中糧可口可樂山東廠與棗莊西王莊西村村委組織農閑時貧困家庭培訓其重拾民間手藝，並將做好的春雞回購作為中糧可口可樂山東廠銷售產品在賣場內的促銷禮品，在弘揚傳統民俗手工技藝的同時，以幫助提升貧困家庭收入。

7. COMMUNITY INVESTMENT (continued)

Representative Cases



7. 社區投資(續)

代表性案例展示



1. Targeted Poverty Alleviation:

Fixed-point poverty alleviation:

In 2019, COFCO Coca-Cola implemented poverty alleviation tasks assigned by the Group's party organisation. For the fourth consecutive year, a team was engaged to carry out poverty alleviation tasks in Shiqu County, Ganzizhou (located 4,500 metres above sea level in Sichuan Province), participating in 12 property alleviation projects including plateau animal husbandry dairy processing, agriculture, forestry science and technology industry demonstration park and tourist area development. With the support of COFCO Group, COFCO Coca-Cola contributed RMB8,000,000 to poverty alleviation projects in Shiqu County in 2019. It purchased agricultural products of approximately RMB2,034,300 in value, helped to sell approximately RMB827,900 worth of agricultural products, and trained 72 basic-level cadres and 23 technicians. As of the year-end, we helped raise nine villages out of poverty, benefiting 2,134 impoverished persons. The excellent performance of Han Kun (韓琨), one of the Group's poverty alleviation team members, led him to be recognised as an "Outstanding Individual" in Shiqu County in 2019.

一、精準扶貧：

定點扶貧：

2019年中糧可口可樂執行集團黨組部署下達的扶貧任務，所派出的優秀幹部連續第四年扎根海拔4,500米的四川省甘孜州石渠縣，開展精準扶貧工作，援建與援助了高原畜牧業乳品加工、農林科技產業示範園、旅遊景區開發等12個精準扶貧項目。2019年，在中糧集團的支持下，中糧可口可樂對石渠縣投入幫扶資金人民幣8,000,000元，購買貧困地區農產品約人民幣2,034,300萬元、幫助銷售農產品約人民幣827,900元、培訓基層幹部72人、培訓技術人員23人，截至當年，已累計幫扶9個「貧困村」成功摘帽，惠及貧困人口2,134人。因為出色的工作表現，扶貧掛職幹部韓琨被評為2019年度石渠縣對口扶貧工作「先進個人」。

COMMUNITY INVESTMENT



7. COMMUNITY INVESTMENT (continued)

1. Targeted Poverty Alleviation: (continued)

Featured poverty alleviation:

In 2019, COFCO Coca-Cola launched featured alleviation projects in 17 of the provinces in which it operates. These were based on the individual characteristics of each area and the brands, channels, public welfare and other resources of its local bottling plants, with the aim of helping to overcome poverty through skill-, employment- and education-based methods. In 2019, a total of 54 specific poverty alleviation activities was held by COFCO Coca-Cola benefiting 56,273 persons, with the projects directly yielding RMB161,450 in economic benefits.

In the Liaoning Huayuankou area, the COFCO Coca-Cola Liaoning Plant, the Huayuankou Economic Zone Social Administration Bureau of Dalian City, the Dalian Evening News and masters of paper-cutting, an intangible cultural heritage, joined to help impoverished women in rural areas to practise folk art and sell their works through e-commerce channels. Sale proceeds were donated back to the local paper-cutting intangible cultural heritage protection base.

7. 社區投資(續)

一、精準扶貧：(續)

特色扶貧：

2019年中糧可口可樂結合貧困地區特點及所在地裝瓶廠品牌、渠道、公益等多方面資源，在所經營業務的17個省內開展特色扶貧項目，以技能扶貧、就業扶貧、教育扶貧等多種方式，幫助貧困地區打贏脫貧攻堅。2019年，中糧可口可樂陸續開展54場特色扶貧專項活動，幫扶人數達到56,273人，由項目已直接帶動產生經濟效益人民幣161,450元。

在遼寧花園口地區，中糧可口可樂遼寧廠聯合大連市花園口經濟區社會管理局、大連晚報社，牽頭民間非物質文化遺產剪紙藝人，幫助鄉村貧困婦女繼承民間藝術，並依託電商渠道，將藝術作品推向市場，將所得善款回捐當地剪紙非遺保護基地，形成閉環。



7. COMMUNITY INVESTMENT (continued)

2. Environmental protection projects:

World Without Waste:

In response to calls for a “Green China” and “Cities without Waste”, as well as Coca-Cola’s own vision of a “World Without Waste”, COFCO Coca-Cola carried out public welfare environmental protection projects such as waste classification education, bottle recycling activities and RPET recycling derivatives exhibitions in its operating areas, contributing to the ecological well-being with practical actions. In 2019, the Group carried out 85 “World Without Waste” environmental protection activities with a total investment of RMB970,600.

COFCO Coca-Cola environmental volunteer actions:

COFCO Coca-Cola bottling plants carried out environmental volunteer actions such as Earth Hour, tree planting and beach cleaning in their respective operating regions in response to the environmental protection needs. While protecting communities environments, we educated consumers on environmental protection and cherish the beauty of our home through employee behaviour and corporate communication. In 2019, the Group invested RMB144,500 in voluntary environmental projects.

7. 社區投資(續)

二、環保項目：

天下無廢環保項目：

中糧可口可樂積極響應「綠色中國」與「無廢城市」的號召，結合可口可樂「天下無廢」願景，在經營區域開展垃圾分類教育、舊瓶回收環保活動、RPET回收衍生品展等公益環保項目，以實際行動助力打贏生態文明攻堅。2019年，本集團在各經營區域開展「天下無廢」環保項目活動85次，投入資金人民幣970,600元。

中糧可口可樂環保志願者行動：

中糧可口可樂各裝瓶廠根據所在經營區域環境保護需求，因地制宜開展地球一小時、公益植樹、公益淨灘等環保志願者行動，在切實保護社區環境的同時，通過員工行為和企業傳播，影響更多消費者注重環保，共同維護家園的美麗。2019年，本集團為志願者環保項目投入資金人民幣144,500元。

INVESTMENT

COMMUNITY



7. COMMUNITY INVESTMENT (continued)

3. Education/Sport

Empowerment of youth:

COFCO Coca-Cola launched various youth entrepreneurship, vocational training and social practice projects for college students. These aimed to help students realise their own value and enhance their future competitiveness. In 2019, COFCO Coca-Cola carried out 37 times of various youth training programmes and engaged more than 8,700 students, with a total investment of RMB407,600.

National sports promotion:

To implement the "Healthy China" initiative in 2019, COFCO Coca-Cola lent its support to national fitness exercises by organising environmental protection charity runs, charity step donations and other activities to promote the healthy exercise habit and positive lifestyle. In 2019, 46 charity running activities were held by COFCO Coca-Cola, with more than 64,370,000 participants.

7. 社區投資(續)

三、教育／體育事業

青年成長賦能：

中糧可口可樂面向高校大學生開展各類青年創業、職業技能培訓、社會實踐項目，旨在以青年成長賦能為主要方式，幫助青年學生挖掘自我價值，提升未來職場核心競爭力，2019年，中糧可口可樂累計開展各類青年培訓37場，覆蓋學生人數達8,700餘人，投入資金人民幣407,600元。

全民運動推廣：

為踐行「健康中國」行動，2019年，中糧可口可樂積極支持全民健身運動，組織開展環保公益跑、公益捐步等活動，以推廣健康的運動習慣與積極樂觀的生活方式，2019年，中糧可口可樂開展各類公益跑活動46場，活動影響人次達6,437餘萬人。



7. COMMUNITY INVESTMENT (continued)

3. Education/Sport (continued)

Coca-Cola Mayor Cup Football Tournament:

In 2019, the COFCO Coca-Cola Shandong Plant organised its 22nd consecutive annual Coca-Cola Mayor Cup Football Tournament. The event attracted more than 6,000 participants. It included the “Star of Hope” summer camp organised in cooperation with the Qingdao campus football association, which attracted thousands of players from primary and secondary schools in Shandong province.

Investment in such activities has been greatly reduced last year, with funding of RMB966,742 on Safe School Campus and RMB183,400 on the Flowers Blossom project.

4. Caring for the community:

Water purification programme:

In Xinjiang, COFCO Coca-Cola was a participant a “100 water purification units, 100 schools” (百台百校) programme initiated by China International Economic and Technological Exchange Centre of the Ministry of Commerce, Xinjiang Uygur Autonomous Region Poverty Alleviation Office, Coca-Cola China and Shenzhen One Foundation Charity Foundation (深圳壹基金公益基金會). The project aims to provide children in remote local schools and communities with safe drinking water. In 2019, a total of 170 water purification equipment sets was donated to 167 primary and secondary schools in 14 counties and 37 towns in four regions of southern Xinjiang, benefiting 78,000 teachers and students.

7. 社區投資(續)

三、教育／體育事業(續)

「可口可樂」市長杯足球賽：

2019年中糧可口可樂山東廠連續第22年開展「可口可樂」市長杯足球賽，參與人數超過6,000人；與青島市校園足協合作的「希望之星」夏令營，吸引了數千名山東全省各地的中小學生足球運動員參與。

活動投資大幅度減少，其中去年項目：平安校園人民幣966,742元，花朵朵朵人民幣183,400元。

四、社區關懷：

淨水計劃：

中糧可口可樂積極參與由商務部中國國際經濟技術交流中心、新疆維吾爾自治區扶貧辦、可口可樂中國和深圳壹基金公益基金會共同發起的新疆扶貧與淨水計劃「百台百校」項目，該項目旨在通過幫助偏遠地區的學校和社區安裝淨水設備，來保證當地孩子免受不安全飲水的傷害。2019年，該項目為南疆4地州14個縣、37個鄉167所中小學捐贈總計170台淨水設備，惠及師生7.8萬人。

COMMUNITY INVESTMENT



7. COMMUNITY INVESTMENT (continued)

4. Caring for the community: (continued)

520 Incentive Programme for Women:

The Coca-Cola 520 Programme is a global sustainable development project to empower women and help them realise their social value. COFCO Coca-Cola bottling plants have participated in a variety of ways and made use of different resources, including providing comprehensive entrepreneurial guidance and support to women who wish to start or run their own business. Coca-Cola 520 Maternity Universities were also launched in 10 operating regions to teach female shop owners retail business skills through online and offline courses. We also worked with Suning Store to help female entrepreneurs understand new retail development trends. In 2019, COFCO Coca-Cola carried out 36 activities and benefited 65,071 people, with an accumulated input of RMB209,590.

Community care:

Each bottling plant under COFCO Coca-Cola strives to fulfil the genuine needs of the community through public welfare projects such as blood donation, condolences to special groups, and volunteer service to help build a warm and harmonious society. In 2019, COFCO Coca-Cola launched 160 community care activities with a total investment of RMB523,034.

7. 社區投資(續)

四、社區關懷：(續)

520婦女激勵計劃：

可口可樂520計劃是可口可樂在全球範圍內發起的、針對女性群體賦能、實現社會價值的可持續發展項目。中糧可口可樂各裝瓶廠立足當地，充分利用各種資源，為有志創業以及創業初期的婦女提供全面的創業指導、支持，在10個業務轄區內開展可口可樂520媽媽大學，通過線上、線下課程培訓，向女性店主傳授零售商業技能知識，同時攜手蘇寧小店一起為女性創業者助力，幫助她們了解新零售發展趨勢。2019年，中糧可口可樂開展此項活動36場、受益人數達65,071人，合計投入人民幣209,590元。

社區關懷：

中糧可口可樂下屬各裝瓶廠立足社區實際，積極開展公益獻血、特殊群體慰問、公益志願服務等項目，幫助社區共建溫暖、和諧社會。2019年，中糧可口可樂開展160起社區慰問活動，合計投入人民幣523,034元。



7. COMMUNITY INVESTMENT (continued)

5. Disaster relief

Clean Drinking Water in 24 Hours rescue mechanism:

COFCO Coca-Cola owned 19 bottling plants covering 81% of China and 51% of its population. In cases of natural disaster, the plants' strong marketing network and logistical resources are harnessed to bring essentials such as drinking water to where it is vitally needed. In 2019, COFCO Coca-Cola responded to the "Clean Water in 24 Hours" rescue mechanism on 15 occasions, providing more than 600,000 bottles of water to victims and rescuers in disaster-stricken areas.

7. 社區投資(續)

五、災害援助：

淨水24小時災區飲用水救援機制：

中糧可口可樂擁有19家裝瓶廠，覆蓋了81%的國土面積和51%的中國大陸人口。基於強大的營銷網絡和物流資源，在同胞有難之時，及時將飲用水運抵重災區，幫助災民緩解無水困境，在2019年共響應「淨水24小時」救援機制15次，第一時間為災區同胞和救援人員支援超過60萬瓶飲用水。

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE

附錄：港交所ESG指引索引表

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告內容是否涵蓋
Aspect A1: Emissions	1	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Yes
層面A1： 排放物		一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	2	KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Yes 是
	3	KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Yes 是
	4	KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (eg. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Yes 是
	5	KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate intensity (eg. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Yes 是
	6	KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Yes 是
	7	KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Yes 是
Aspect A2 Use of Resources	8	General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Yes
層面A2 資源使用		一般披露	有效使用資源(包括能源、水及其他原材料)的政策。	是
	9	KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (eg. electricity, gas or oil) in total (kWh in '000s) and intensity (eg. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Yes 是
	10	KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (eg. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表 (續)

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告內容是否涵蓋
	11	KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Yes 是
	12	KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Yes 是
	13	KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Yes 是
Aspect A3 The Environment and Natural Resources 層面A3 環境及天然資源	14	General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Yes 是
	15	KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of operation activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Yes 是
Aspect B1 Employment 層面B1 僱傭	16	General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Yes 是
	17	KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	No 否
	18	KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	No 否

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表
(續)

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告內容是否涵蓋
Aspect B2 Health and Safety	19	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Yes
層面B2 健康與安全		一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	20	KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	No 否
	21	KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數。	Yes 是
	22	KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Yes 是
Aspect B3 Development and Training	23	General Disclosure	Policies on improving employee knowledge and skills for discharging duties at work. Description of training activities.	Yes
層面B3 發展及培訓		一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	是
	24	KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (eg. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	No 否
	25	KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	No 否
Aspect B4 Labour Standards	26	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Yes
層面B4 勞工準則		一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	27	KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Yes 是
	28	KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表 (續)

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告內容是否涵蓋
Aspect B5 Supply Chain Management 層面B5 供應鏈管理	29	General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Yes 是
	30	KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供貨商數目。	Yes 是
	31	KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供貨商的慣例，向其執行有關慣例的供貨商數目、以及有關慣例的執行及監察方法。	Yes 是
Aspect B6 Product Responsibility 層面B6 產品責任	32	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Yes
	32	一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	33	KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Yes 是
	34	KPI B6.2 關鍵績效指標B6.2	Number of products and services related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Yes 是
	35	KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Yes 是
	36	KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Yes 是
	37	KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者數據保障及私隱政策，以及相關執行及監察方法。	Yes 是

APPENDIX: ESG GUIDELINES OF THE STOCK EXCHANGE (continued)

附錄：港交所ESG指引索引表
(續)

Aspect 議題層面	No. 議題編號	Attributes 議題屬性	Description of Subject 議題描述	Contents covered in the Report 本報告內容是否涵蓋
Aspect B7 Anti-corruption	38	General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Yes
層面B7 反貪污		一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	是
	39	KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Yes
		關鍵績效指標B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	是
	40	KPI B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored.	Yes
		關鍵績效指標B7.2	描述防範措施及舉報程序、以及相關執行及監察方法。	是
Aspect B8 Community Investment	41	General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Yes
層面B8 社區投資		一般披露	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	是
	42	KPI B8.1	Focus areas of contribution (eg. education, environmental concerns, labour needs, health, culture, sport).	Yes
		關鍵績效指標B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	是
	43	KPI B8.2	Resources contributed (eg. money or time) to the focus area.	Yes
		關鍵績效指標B8.2	在專注範疇所動用資源(如金錢或時間)。	是

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

CORPORATE GOVERNANCE PRACTICES

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

The Company has applied the principles of the CG Code and complied with all the Code Provisions throughout the year ended 31 December 2019 (the “year”).

SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

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

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

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

企業管治常規

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

於截至2019年12月31日止年度(「本年度」)，本公司一直採用企業管治守則的原則並遵守守則條文。

董事及有關僱員的證券交易

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

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

THE BOARD OF DIRECTORS

Responsibilities of the Board

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

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

CHAIRMAN AND MANAGING DIRECTOR

The roles of chairman and managing director are clearly defined to ensure their respective independence. Set out below are the chairman of the Board and the chief executive office (or managing director, in the case of the Company) during the year and up to the date of this report:

Period 期間	Chairman 主席	Managing Director 董事總經理
Until 4 January 2019 至2019年1月4日	Ma Jianping 馬建平	Luan Xiuju 樂秀菊
From 4 January 2019 until 26 April 2019 由2019年1月4日至2019年4月26日	Yu Xubo 于旭波	Luan Xiuju 樂秀菊
From 26 April 2019 until 1 January 2020 由2019年4月26日至2020年1月1日	Chen Lang 陳朗	Luan Xiuju 樂秀菊
From 1 January 2020 由2020年1月1日	Chen Lang 陳朗	Qing Lijun 慶立軍

董事會

董事會的責任

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

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

主席及董事總經理

主席與董事總經理的角色有清晰的界定，以確保其各自的獨立性。以下為本年度內及截至本報告日期止的董事會主席及行政總裁（就本公司而言則為董事總經理）名單：

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

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

Composition of the Board

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

At present, the Board comprises eight Directors, namely, Mr. Chen Lang as a non-executive Director and the chairman of the Board, Mr. Qing Lijun as an executive Director and the managing Director, Mr. Shen Peng as an executive Director, Ms. Xiao Jianping and Mr. Qin Yelong as non-executive Directors, and Mr. Stephen Edward Clark, Mr. Li Hung Kwan, Alfred and Mr. Mok Wai Bun, Ben as independent non-executive Directors.

The Board members have no financial, business, family or other material or relevant relationships with each other. The composition of the Board has satisfied the requirements under Rules 3.1(1) and (2) and 3.10A of the Listing Rules for the Board to have at least three independent non-executive directors which represents more than one-third of the Board, and at least one of them has appropriate professional qualifications, or accounting or related financial management expertise. The Company has received from each independent non-executive director an annual confirmation of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board has assessed their independence and considered that all independent non-executive directors are independent based on the independent criteria in accordance with the requirements of the Listing Rules set out in the confirmation letter, the non-involvement of independent non-executive directors in the daily operation and management of the Group and the absence of any relationship which would interfere with the exercise of the independent judgement.

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

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

董事會的組成

董事會的成員集各方專長技能和經驗，以達致獨立決策及滿足業務需求。

目前，董事會由八名董事組成，即陳朗先生為非執行董事兼董事會主席、慶立軍先生為執行董事兼董事總經理、沈凡先生為執行董事、肖建平女士及覃業龍先生為非執行董事、及祈立德先生、李鴻鈞先生、及莫衛斌先生為獨立非執行董事。

董事會成員間並無任何財務、業務、家族或其他重大或相關關係。董事會的組成已滿足上市規則第3.1(1)和(2)條以及上市規則第3.10A條的要求，即董事會至少應有三名獨立非執行董事，佔董事會的三分之一以上，並且其中至少有一個具備適當的專業資格，或具備適當的會計或相關財務管理專長。本公司已收到各獨立非執行董事根據上市規則第3.13條所載有關獨立性的指引，確認其獨立性的年度確認函。董事會已評估彼等之獨立性，並經考慮根據上市規則載於確認函中獨立性準則的要求，獨立非執行董事並無參與本集團的日常營運和管理，以及不存在可能干預彼等作出獨立判決的任何關係，確認全體獨立非執行董事均屬獨立。

At as the date of this report, one out of eight members of the Board is a woman. The educational background of the directors cover finance, accounting, business management, economics, engineering, sociology, history and history of art. The Company considers that the current composition of the Board has the characteristics of diversity, whether from perspectives of gender, professional background and skills.

The biographies of the Board members are set out in “Directors and Senior Management Profile” on pages 31 to 40 of this annual report. To the best knowledge of the Board, none of the directors are involved in any relationship as defined in Appendix 16 to the Listing Rules. The Company has also maintained on its website (www.chinafoodsltd.com) (the “Company’s Website”) and the HKExnews website of Hong Kong Exchange and Clearing Limited (the “HKEx”) (www.hkexnews.hk) (the “HKEx’s Website”) an updated list of its directors identifying their roles and functions. Composition of the Board, by category of directors, is explicitly identified in all the Company’s corporate communications.

Board Diversity Policy

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

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

於本報告日期，八名董事會成員中有一名為女性。董事們的教育背景涉及金融、會計、工商管理、經濟、機械工程、社會學、歷史及藝術史，本公司認為其董事會目前之組成無論於性別、專業背景及技能方面考慮均具有多元化特點。

董事會成員之履歷載於本年報第31頁至第40頁之「董事及高級管理層簡介」內。就董事會所知悉，各董事概無涉及上市規則附錄十六所界定的任何一種關係。本公司亦已於其網站(www.chinafoodsltd.com) (「本公司網站」)及香港交易及結算所有限公司(「香港交易所」)之「披露易」網站(www.hkexnews.hk) (「香港交易所網站」)上載其董事之最新名單以識別其角色及職責。本公司所有公司通訊中亦已明確地按董事類別披露董事會的組成。

董事會成員多元化政策

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

董事會將在適當時候檢討董事會多元化政策，以確保其行之有效。

Nomination, Appointment and Election/Re-Election of Directors

The Company has adopted a nomination policy (available on the Company's Website) in November 2018 which provides a framework and sets standards to assist the nomination committee in identifying and nominating suitable candidates for the Board's consideration and to ensure that the Board members has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

Pursuant to bye-law 111 of the bye-laws of the Company (the "Bye-laws"), each director (including those appointed for specific terms) shall be subject to retirement by rotation at least once every three years and the retiring Directors shall be eligible for re-election. Director who is appointed either to fill a casual vacancy or as an additional director to the Board shall hold office until the first general meeting of the Company after his/her appointment and be subject to election at such meeting pursuant to bye-law 94 of the Bye-laws. Pursuant to the CG Code, any further re-appointment of an independent non-executive director, who has served the Company for more than nine years, will be subject to separate resolution to be approved by the Shareholders. The directors who shall retire from office at the forthcoming annual general meeting of the Company are set out on pages 110 to 111 of this annual report.

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

Board Meeting and General Meeting

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

董事提名、委任及選舉／重選董事

本公司於2018年11月採納董事提名政策(於本公司網站可供查閱)，該政策提供了框架及標準，協助提名委員會識別及提名合適人選以供董事會考慮，以確保董事會成員具備切合公司業務所需的技巧、經驗及多元化觀點的要求。

根據本公司公司細則(「公司細則」)的細則111條，每位董事(包括設有特定委任年期的董事)須最少每三年輪席退任一次，且合資格膺選連任。根據公司細則的細則94條獲委任以填補董事會臨時空缺或為新增董事的董事任期一直至其委任後本公司的首個股東大會時結束，並須於該會上膺選。根據企業管治守則，在重新委任任何已服務董事會超過九年之獨立非執行董事時，將需要由股東以獨立決議案批准通過。將於本公司即將舉行的股東周年大會上退任的董事載於本年度報告第110頁至第111頁。

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

董事會及股東大會

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

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

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

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

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

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

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

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

本公司的慣例是充分記錄董事會及董事會委員在會議中所考慮的事項及達致的決定，其中包括董事提出的關注或表達的不同觀點。董事會及／或董事會委員會會議記錄的初稿及終稿會於會議舉行後合理時間內發送給董事或委員會成員（視乎情況而定），初稿供他們提供意見，終稿則作為其記錄。董事會的決議亦可以書面決議方式作出。

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

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

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

董事透過發表其意見及積極參與討論，在本公司的會議上擔當重要的角色。本年度內，除由全體董事簽署通過的書面決議外共舉行四次董事會會議及一次有外聘核數師出席的股東周年大會，每位董事於該等會議之出席情況載列如下。就下表而言，括號內數字指於本年度內各董事在任期間舉行的會議總數：

Name of Director	董事姓名	Board Meetings 董事會會議	Annual General Meeting (Note 5) 股東周年大會 (附註5)
Executive Directors	執行董事		
Ms. Luan Xiuju (Note 1)	樂秀菊女士(附註1)	4/(4)	1/(1)
Mr. Shen Peng	沈芄先生	4/(4)	1/(1)
Non-executive Directors	非執行董事		
Mr. Ma Jianping (Note 2)	馬建平先生(附註2)	N/A不適用	N/A不適用
Mr. Yu Xubo (Note 3)	于旭波先生(附註3)	1/(1)	N/A不適用
Mr. Chen Lang (Chairman) (Note 4)	陳朗先生(主席)(附註4)	3/(3)	1/(1)
Ms. Xiao Jianping	肖建平女士	4/(4)	1/(1)
Mr. Qin Yelong	覃業龍先生	4/(4)	1/(1)
Independent Non-executive Directors	獨立非執行董事		
Mr. Stephen Edward Clark	祈立德先生	4/(4)	1/(1)
Mr. Li Hung Kwan, Alfred	李鴻鈞先生	4/(4)	1/(1)
Mr. Mok Wai Bun, Ben	莫衛斌先生	4/(4)	1/(1)

Notes:

- Ms. Luan Xiuju resigned as an executive Director with effect from 1 January 2020.
- Mr. Ma Jianping resigned as a non-executive Director and the chairman of the Board with effect from 4 January 2019.
- Mr. Yu Xubo was appointed as a non-executive Director and the chairman of the Board with effect from 4 January 2019. Mr. Yu then resigned as non-executive Director and the chairman of the Board with effect from 26 April 2019.
- Mr. Chen Lang was appointed as a non-executive Director and the chairman of the Board with effect from 26 April 2019.
- The annual general meeting of the Company was held on 4 June 2019, and more details are set out in the circular of the Company dated 25 April 2019, the supplemental circular of the Company dated 3 May 2019 and the poll results announcement of the Company dated 4 June 2019.

附註：

- 樂秀菊女士辭任執行董事，自2020年1月1日起生效。
- 馬建平先生辭任非執行董事及董事會主席，自2019年1月4日起生效。
- 于旭波先生獲委任為非執行董事及董事會主席，自2019年1月4日起生效。于先生其後辭任非執行董事及董事會主席，自2019年4月26日起生效。
- 陳朗先生獲委任為非執行董事及董事會主席，自2019年4月26日起生效。
- 本公司之股東周年大會已於2019年6月4日舉行，詳情載於本公司日期為2019年4月25日的通函、本公司日期為2019年5月3日的補充通函，以及本公司日期為2019年6月4日的投票表決結果公告。

Continuous Professional Development

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

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

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

持續專業發展

所有董事(包括非執行董事及獨立非執行董事)均應當了解彼等作為董事之集體職責及本集團之業務及動向。每位新任董事於彼獲委任後會從本公司主席或執行董事處得到有關本集團營運及業務的介紹，及獲提供啟導文件，確保其對相關條例、法例、規則及法規下的責任有適當程度的了解。

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

按董事提供的記錄，董事於本年度內所接受培訓之概要載列如下：

Name of Director	董事姓名	Attending briefings, seminars, conference and/or reading materials relevant to the director's duties and responsibilities 參與簡報會、培訓會、大型會議及／或閱讀與董事職責及職務有關的資料
Executive Directors	執行董事	
Ms. Luan Xiuju	樂秀菊女士	✓
Mr. Shen Peng	沈芑先生	✓
Non-executive Directors	非執行董事	
Mr. Ma Jianping (resigned on 4 January 2019)	馬建平先生(2019年1月4日辭任)	
Mr. Yu Xubo (resigned on 26 April 2019)	于旭波先生(2019年4月26日辭任)	
Mr. Chen Lang (<i>Chairman</i>)	陳朗先生(主席)	✓
Ms. Xiao Jianping	肖建平女士	✓
Mr. Qin Yelong	覃業龍女士	✓
Independent Non-executive Directors	獨立非執行董事	
Mr. Stephen Edward Clark	祈立德先生	✓
Mr. Li Hung Kwan, Alfred	李鴻鈞先生	✓
Mr. Mok Wai Bun, Ben	莫衛斌先生	✓

Directors' Insurance

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

Corporate Governance Function

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

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

BOARD COMMITTEES

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

EXECUTIVE COMMITTEE

During the year, the executive committee consists of two executive directors, namely, Ms. Luan Xiuju who was the chairwoman of the executive committee until her resignation as the executive director and the managing director of the Company took effect from 1 January 2020, and Mr. Shen Peng. Currently, the chairman of the executive committee is Mr. Qing Lijun.

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

董事的保險

本年度內，本公司已為本集團董事及高級管理人員投購了適當的保險。

企業管治職能

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

本年度內，董事會已透過檢討本公司的企業管理常規以履行企業管治職能。

董事委員會

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

執行委員會

本年度內，執行委員會由兩名執行董事組成，包括自2020年1月1日起辭任為本公司執行董事兼董事總經理的樂秀菊女士（為執行委員會女主席）及沈芄先生。目前，執行委員會的主席為慶立軍先生。

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

REMUNERATION COMMITTEE

The remuneration committee currently consists of three members, including two independent non-executive Directors, namely, Mr. Mok Wai Bun, Ben who is the chairman of this committee, and Mr. Stephen Edward Clark, and a non-executive Director and the chairman of the Board, namely, Mr. Chen Lang. Mr. Ma Jianping and Mr. Yu Xubo, each of them is a former non-executive director and also the chairman of the Board, ceased to be a member of the remuneration committee upon their resignations which took effect from 4 January 2019 and 26 April 2019, respectively.

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

During the year, other than resolutions passed by all members of the remuneration committee in writing, two meetings of the remuneration committee were held and the attendance of the meeting by each committee member is set out below. In the following table, the figures in brackets means the total number of meetings held during each member's tenure throughout the year:

Name of Committee Member	委員會成員姓名	Attendance/ Number of Meetings 出席／會議次數
Mr. Mok Wai Bun, Ben (<i>Chairman</i>)	莫衛斌先生(主席)	2/(2)
Mr. Stephen Edward Clark	祈立德先生	2/(2)
Mr. Ma Jianping (<i>Note 1</i>)	馬建平先生(附註1)	0/(1)
Mr. Yu Xubo (<i>Note 2</i>)	于旭波先生(附註2)	N/A不適用
Mr. Chen Lang (<i>Note 3</i>)	陳朗先生(附註3)	1/(1)

Note:

1. Mr. Ma Jianping ceased to be a member of the remuneration committee with effect from 4 January 2019.
2. Mr. Yu Xubo was appointed as a member of the remuneration committee with effect from 4 January 2019 and then ceased to be a member of the remuneration committee with effect from 26 April 2019.
3. Mr. Chen Lang was appointed as a member of the remuneration committee with effect from 26 April 2019.

薪酬委員會

薪酬委員會目前由三名成員組成，包括兩名獨立非執行董事，莫衛斌先生(為該委員會主席)及祈立德先生(Mr. Stephen Edward Clark)以及一名非執行董事兼董事會主席陳朗先生。各自為前非執行董事兼董事會主席的馬建平先生及于旭波先生，自彼分別於2019年1月4日及2019年4月26日辭任生效後，已不再擔任薪酬委員會成員。

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

本年度內，除由全體薪酬委員會會員簽署通過的書面決議外，薪酬委員會舉行了二次會議，每位委員會成員之出席情況載列如下。就下表而言，括號內數字指於本年度內各成員在任期間舉行的會議總數：

附註：

1. 馬建平先生不再擔任薪酬委員會成員，自2019年1月4日起生效。
2. 于旭波先生獲委任為薪酬委員會成員，自2019年1月4日起生效，及後自2019年4月26日起不再擔任薪酬委員會成員。
3. 陳朗先生獲委任為薪酬委員會成員，自2019年4月26日起生效。

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

- reviewed the remuneration policy and structure for Directors and senior management;
- reviewed the remunerations of all Directors and senior management for the year 2018 and made a recommendation to the Board on the remunerations of all Directors and senior management for the year 2019;
- reviewed the performance evaluation of all executive Directors and senior management and made a recommendation to the Board on bonuses for the year 2018;
- considered the incentive scheme proposal for executive Directors and senior management and made a recommendation to the Board on the same; and
- reviewed letters of appointment of an executive Director, non-executive Directors and independent non-executive directors who were newly appointed/re-appointed and made recommendations to the Board on their remuneration packages, respectively.

For the year ended 31 December 2019, the remuneration of senior management (excluding directors of the Company) falls into three bands, one (1) individual in the range of RMB1,000,001 to RMB1,500,000, one (1) individual in the range of RMB1,500,001 to RMB2,000,000, and one (1) individual in the range of RMB2,000,001 to RMB2,500,000. Such amount includes pension scheme contributions.

Details of the remuneration of the Company's directors for the year ended 31 December 2019 are set out in the note 12 to the financial statements of this annual report.

薪酬委員會於本年度內的工作概要如下：

- 檢討董事及高級管理人員薪酬政策及架構；
- 檢討2018年全體董事和高級管理人員的薪酬，並就2019年全體董事和高級管理人員的薪酬向董事會提出建議；
- 檢討所有執行董事及高級管理人員的績效表現評估，並就2018年的花紅向董事會提出建議；
- 審議執行董事和高級管理人員的激勵方案提案，並就此向董事會提出建議；及
- 審閱新任命／重新任命的執行董事、非執行董事和獨立非執行董事的委任書，並就其薪酬待遇分別向董事會提出建議。

截至2019年12月31日止年度應付高級管理人員（不包括本公司董事）之薪酬介乎人民幣1,000,001元至人民幣1,500,000元範圍者為一人，介乎人民幣1,500,001元至人民幣2,000,000元範圍者為一人及介乎人民幣2,000,001元至人民幣2,500,000元範圍者為一人，上述金額計入退休金計劃供款。

本公司董事截至2019年12月31日止年度的酬金詳情在於本年報的財務報表附註12。

NOMINATION COMMITTEE

The nomination committee currently consists of three members, including a non-executive Director and the chairman of the Board, namely Mr. Chen Lang, who is the chairman of the nomination committee and two independent non-executive Directors, namely Mr. Li Hung Kwan, Alfred and Mr. Mok Wai Bun, Ben. Mr. Ma Jianping and Mr. Yu Xubo, each of them is a former non-executive directors and the chairman of the Board, ceased to be the chairman of the nomination committee upon their resignations which took effect from 4 January 2019 and 26 April 2019, respectively.

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

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

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

提名委員會

提名委員會目前由三名成員組成，包括一名非執行董事兼董事會主席，陳朗先生（為提名委員會的主席）；以及兩名獨立非執行董事李鴻鈞先生及莫衛斌先生。各自為前非執行董事兼董事會主席的馬建平先生及于旭波先生，自彼分別於2019年1月4日及2019年4月26日起辭任生效後，已不再擔任提名委員會主席。

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

在檢討董事會組成時，提名委員會考慮董事會多元化政策所載列的各個範疇。

在推薦候選人加入董事會時，提名委員會將根據客觀標準並就董事會多元化的好處考慮具有才幹的候選人，並參考本公司的提名政策。

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

本年度內，提名委員會舉行了三次會議，每位委員會成員之出席情況載列如下。就下表而言，括號內數字指於本年度內各成員在任期間舉行的會議總數：

Name of Committee Member	委員會成員姓名	Attendance/ Number of Meetings 出席／會議次數
Mr. Ma Jianping (Note 1)	馬建平先生 (附註1)	0/(1)
Mr. Yu Xubo (Note 2)	于旭波先生 (附註2)	1/(1)
Mr. Chen Lang (Chairman) (Note 3)	陳朗先生 (主席) (附註3)	1/(1)
Mr. Li Hung Kwan, Alfred	李鴻鈞先生	3/(3)
Mr. Mok Wai Bun, Ben	莫衛斌先生	3/(3)

Note:

1. Mr. Ma Jianping ceased to be a member and the chairman of the nomination committee with effect from 4 January 2019.
2. Mr. Yu Xubo was appointed as a member and the chairman of the nomination committee with effect from 4 January 2019 and then ceased to be a member and the chairman of the nomination committee with effect from 26 April 2019.
3. Mr. Chen Lang was appointed as a member and the chairman of the nomination committee with effect from 26 April 2019.

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

- reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board;
- reviewed the time required from non-executive directors (including independent non-executive Directors) and assessed whether they are spending enough time to fulfill their duties;
- assessed the independence of independent non-executive directors;
- made recommendation to the Board on the election of a non-executive director at the 2019 annual general meeting; and
- made recommendations to the Board on the appointments of two non-executive directors and an executive director, and the re-appointments of two non-executive directors and an independent non-executive director.

附註：

1. 馬建平先生不再擔任提名委員會成員及主席，自2019年1月4日起生效。
2. 于旭波先生獲委任為提名委員會成員及主席，自2019年1月4日起生效，及後自2019年4月26日起不再擔任提名委員會成員及主席。
3. 陳朗先生獲委任為提名委員會成員及主席，自2019年4月26日起生效。

提名委員會於本年度內的工作概要如下：

- 檢討董事會的架構、規模及成員組成（包括技能、知識和經驗）；
- 檢討非執行董事（包括獨立非執行董事）所需投放的時間；以及評估彼等是否付出足夠時間以履行職責；
- 評估獨立非執行董事的獨立性；
- 於2019年股東周年大會上，就一名非執行董事的選舉向董事會提出推薦建議；及
- 就任命兩名非執行董事和一名執行董事，以及重新任命兩名非執行董事和一名獨立非執行董事，向董事會提出推薦建議。

AUDIT COMMITTEE

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

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

Besides having discussed with the auditor the nature and scope of the audit and reporting obligations before the audit commences, the audit committee held two meetings during the year. The attendance of the meetings by each committee member is set out below. In the following table, the figures in brackets means the total number of meetings held during each member's tenure throughout the year:

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

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

- reviewed and made recommendations to the Board on the approval of the 2018 annual results announcement, the audited consolidated financial statements for the year ended 31 December 2018; 2019 interim results announcement, and the unaudited interim financial statements for the six months ended 30 June 2019;

審核委員會

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

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

除在核數工作開始前與核數師討論核數性質和範疇以及有關匯報責任外，審核委員會在本年內還舉行了兩次會議。每位委員會成員之出席情況載列如下。就下表而言，括號內數字指於本年度內各成員在任期間內舉行的會議總數：

審核委員會於本年度內的工作概要如下：

- 審閱並向董事會提出批准2018年全年業績公告、截至2018年12月31日止年度的經審核綜合財務報表、2019年中期業績公告；以及截至2019年6月30日止六個月的未經審核中期財務報表的推薦建議；

- reviewed matters relating to the Company's financial and accounting policies and practices;
 - reviewed external auditor's management letter in respect of the financial year ended 31 December 2018;
 - reviewed continuing connected transactions of the Group for the financial year ended 31 December 2018 and for the six-months ended 30 June 2019;
 - reviewed and assessed the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budgets;
 - made recommendations to the Board matters where improvement on financial function was needed;
 - reviewed the internal audit results and the effectiveness of the Group's risk management and internal control systems twice;
 - reviewed and approved the internal audit plan for the year 2019; and
 - made recommendation to the Board on the re-appointment of Deloitte Touche Tohmatsu as external auditor of the Company.
- 審閱本公司採用的財務及會計政策及常規的相關事宜；
 - 審閱外聘核數師給予管理層有關截至2018年12月31日止財政年度的《審核情況說明函件》；
 - 審閱本集團截至2018年12月31日止財政年度及截至2019年6月30日止六個月的持續關連交易；
 - 檢討並評估本集團會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；
 - 就財務功能須改善的事項向董事會提出建議；
 - 兩次審閱內部審計結果及本集團的風險管理及內部監控系統的有效性；
 - 審閱並批准2019年內審工作計劃；及
 - 就續聘德勤•關黃陳方會計師行為本公司的外聘核數師向董事會提出推薦建議。

AUDITORS' REMUNERATION

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

Services rendered	所提供的服務	Fees paid/payable 已付／應付的費用 RMB'000 人民幣千元
Annual audit services	年度審計服務	1,499
Non-audit services*	非審計服務*	843
Total	合計	2,342

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

核數師的酬金

本年度內，向本公司的外聘核數師已支付或應支付的費用載列如下：

* 該等服務其中包括中期報告審閱、業績公告審閱及持續關連交易的合規審閱。

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors, which is responsible for overseeing the preparation of annual financial statements, receive monthly management accounts and updates on the Group's performance and financial position and prospects prepared by management of the Company on a regular basis. Management of the Company was required to provide a detailed report(s) and explanation to enable the Board to make an informed assessment of the financial and other information put forward for its approval. In preparing the financial statements for the year ended 31 December 2019, the Board adopted appropriate accounting policies consistently, made prudent and reasonable judgements and estimates. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements of the Company on a going-concern basis.

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

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

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

問責及核數

財務匯報

董事有監督年度財務報表編製的責任，而董事則定期收到由本公司管理層編製的月度管理賬目及有關本集團表現、財務狀況及前景的最新資料。本公司管理層需要向董事會提供詳細報告及解釋，以便他們能夠對需要批准的財務及其他信息進行知情評估。在編製截至2019年12月31日止年度財務報表時，董事會貫徹採用合適的會計政策、作出審慎合理的判斷及估計。董事會並不知悉有關任何事件或情況的重大不確定性可能對本公司持續經營能力產生重大質疑。因此，董事已按照持續經營基準編製本公司的綜合財務報表。

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

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

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

Risk Management and Internal Control

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

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

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

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

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

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

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

風險管理及內部監控

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

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

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

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

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

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

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

In 2019, the internal audit department worked together with the management, the general manager of each bottling plant and various functional departments to conduct a comprehensive risk assessment in according to the requirement of the Board. The audit department has summarised and prioritized the evaluation results, and identified the ten risks at the highest scores level as the major risks faced by the Group in 2019.

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

All bottling plants and departments had implemented risk management measures in a serious and proactive manner, and relevant major risks have been effectively controlled. There has been no material risk event occurred within the Group in 2019.

The Group's monitoring work usually consists of:

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

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

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

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

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

2019年，根據董事會的要求，內審部組織管理層、裝瓶廠總經理和各職能部門開展了全面風險評估工作。內審部對評估結果進行了匯總和排序，取評分最高的前十大風險為本集團2019年面對的重大風險。

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

各裝瓶廠和各部門認真積極實施風險應對措施，相關重大風險均得到了有效管控。2019年本集團未發生重大風險事項。

本集團的監控工作通常包括：

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

工作管理：由負責有關職能的管理人員審閱相關工作報告。

實物監控：確保設備、存貨及其他資產的安全性並定期接受檢查。

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

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

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

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

In 2019, the audit department completed the annual audit plan and audit requirements approved by the management and the Audit Committee. Based on risk assessments and the needs of the management, the audit department conducted internal control audits and special audits in the important risk areas of the Group. It has focused on the rectification of problems found during the audit, and have effectively promoted management improvements and reduced operating risks.

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

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

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

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

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

2019年，內審部已經完成了管理層和審核委員會批准的年度審計計劃和審計需求。內審部在風險評估和管理需求的基礎上，對本集團重要風險領域進行了內部監控審計和專項審計，並著重進行審計發現問題的跟進整改，有效地促進了管理的改善，有效減低了經營風險。

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

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

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

In respect of 2019, the Board has reviewed, through the audit committee, the work of the internal audit department, and its audit findings in relation to the risk management and internal control systems (including financial, operational and compliance controls), and considers the risk management and internal control systems of the Group are effective and adequate, and that the Company had complied with the Code Provision on risk management and internal control. The qualifications and experience of the staff of the Group's accounting, financial reporting and internal audit functions, and the training programmes, budgets and the resources available to these functions have been reviewed and are considered to be adequate.

INSIDE INFORMATION

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

WHISTLE-BLOWING POLICY

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

COMPANY SECRETARY

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

就2019年而言，董事會已通過審核委員會審核內審部的工作及其有關風險管理及內部監控(包括財務、營運及合規監控)的審計結果，並認為本集團的風險管理及內部監控系統是有效及充足的，並且本公司已遵守有關風險管理及內部監控的守則條文。經檢討本集團會計、財務報告和內部審計職能的工作人員的經驗，以及培訓計劃，預算和資源認為均屬充足。

內幕消息

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

舉報政策

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

公司秘書

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

SHAREHOLDERS' RIGHTS

Convening of Special General Meetings on Requisition by Shareholders

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

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

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

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

Procedures for Making Proposals at General Meetings by Shareholders

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

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

股東權利

應股東要求召開股東特別大會

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

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

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

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

股東於股東大會提呈建議的程序

以下股東有權於本公司股東大會提呈建議（可於會議上正式提呈的建議）以供考慮：

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

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

Procedures for Director's Nomination and Election by Shareholders

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

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

Communication with Shareholders

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

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

股東提名及選舉董事的程序

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

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

與股東溝通

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

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

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

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

The Company Secretary

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

Constitutional Documents

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

本公司利用以下若干途徑與股東及投資大眾溝通：

- i. 企業通訊，例如年度報告、中期報告及通函均以印刷形式及通過本公司網站及香港交易所網站以電子方式向股東提供；
- ii. 企業公告定期透過聯交所作出公佈，並將公佈刊載於本公司網站及香港交易所網站；
- iii. 於本公司網站提供企業資料；
- iv. 股東周年大會及股東特別大會為股東提供平台，向董事及高級管理層反映意見及交流觀點；及
- v. 本公司在香港的股份過戶登記分處卓佳廣進有限公司可為股東提供股份過戶登記、股息派付及相關事宜之服務。

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

公司秘書

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

憲章文件

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

INVESTOR RELATIONS

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

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

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

Interactions between the Company and the investor community:

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

In 2019, apart from disclosing transparent and fair financial and operational information in annual and interim reports and having direct communicate with shareholders at annual and special general meetings, we have also effectively bridging the Company and the investment community through:

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

投資者關係

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

投資者關係的策略目標已清晰界定如下：

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

本公司與投資界之間的互動：

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

於2019年，（除了在年報及中報中披露透明和公平的財務及營運資訊，以及在股東周年大會及股東特別大會上與股東直接交流外）我們亦透過以下途徑有效地將本公司與投資界聯繫起來：

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

The board of directors of the Company (the “Board”) is pleased to present its report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2019 (the “year”), which were approved by the Board on 24 March 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Currently, the Company through its subsidiaries operates beverage business. There were no changes in the nature of the Group’s principle activities during the year.

BUSINESS REVIEW

A business review of the Group’s performance for the year ended 31 December 2019 and material factors underlying its results and financial position, principal risks and uncertainties facing the Group, as well as the Group’s business outlook can be found in the sections headed “Chairman Statement”, “Statement from Managing Director”, “Management Discussion and Analysis” and “Notes to Financial Statements” in this report. Such review and discussion form parts of this report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group’s main operations are carried out by the Company’s subsidiaries in the PRC while the Company itself is listed on the Hong Kong Stock Exchange. The Group’s operations are regulated by Hong Kong and PRC laws. For the year ended 31 December 2019 and up to the date of this report, the Board was not aware of any non-compliance with the relevant laws and regulations that have a significant impact on the Company.

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

本公司董事會（「董事會」）欣然提呈彼於2020年3月24日批准截至2019年12月31日止年度（「本年度」）之本公司及其附屬公司（統稱「本集團」）之報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。目前，本公司透過旗下附屬公司從事飲料業務。本集團的主要業務在性質上並無重大變動。

業務審視

有關本集團截至2019年12月31日止年度表現的業務回顧及有關其業績及財務情況，本集團面臨的主要風險及不確定性的重大因素，以及本集團未來業務展望，詳載於本報告的「主席函件」、「董事總經理函件」、「管理層論析」及「財務報表附註」數節內。該等回顧及討論構成本董事會報告之一部份。

遵守法律及法規

本集團的主要業務營運由本公司在中國的附屬公司進行，而本公司則在香港聯交所上市。本集團的營運受香港及中國法律規管。截至2019年12月31日止年度及直至本報告之日期，董事會並無得悉任何違反相關法律及法規而對本公司有重大影響的事情。

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

CORPORATE GOVERNANCE

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

ENVIRONMENTAL POLICIES AND PERFORMANCE

Discussion on the Group’s environmental policies and performance is contained in the “Environmental, Social and Governance Report”.

RESULTS AND DIVIDENDS

The Group’s profit for the year ended 31 December 2019 and the state of affairs of the Company and the Group as of that date are set out in the consolidated financial statements on pages 126 to 212.

There was no interim dividend declared for the six months ended 30 June 2019 (30 June 2018: NIL).

The Board now recommends the payment of a final dividend of RMB0.044 (equivalent to HK4.8 cents (31 December 2018: HK3.9 cents) per ordinary share for the year ended 31 December 2019, subject to the approval obtained at the annual general meeting to be held on Tuesday, 2 June 2020. The proposed final dividend for the year ended 31 December 2019 will be distributed on or around Friday, 3 July 2020 to shareholders of the Company whose names appear on the register of members of the Company on Friday, 12 June 2020. As disclosed in the Company’s announcement made on 9 June 2013, the Company received the approvals of State Administration of Taxation of the People’s Republic of China which confirmed that (i) the Company is regarded as a Chinese resident enterprise; and (ii) relevant enterprise income tax policies shall be applicable to the Company starting from 1 January 2013. Thus, the Company will withhold 10% enterprise income tax when it distributes the final dividend for the year ended 31 December 2019 to non-resident enterprise shareholders of the Company.

企業管治

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

環保政策及表現

關於本集團的環保政策及表現載於「環境、社會及管治報告」內。

業績及股息

截至2019年12月31日止年度本集團之溢利，及本公司與本集團於該日之業務狀況，載於綜合財務報表第126頁至第212頁。

截至2019年6月30日止六個月並無宣派中期股息(2018年6月30日：無)。

董事會現建議派發截至2019年12月31日止年度末期股息每股普通股人民幣0.044元(相等於4.8港仙)(2018年12月31日：3.9港仙)(惟須於2020年6月2日(星期二)舉行的股東周年大會上獲得批准)。該截至2019年12月31日止年度之建議末期股息將於2020年7月3日(星期五)或前後向在2020年6月12日(星期五)名列本公司股東名冊的本公司股東派發。誠如本公司日期為2013年6月9日的公告披露，本公司收到中華人民共和國國家稅務總局批覆，確認本公司(i)被認為中國居民企業，及(ii)自2013年1月1日起適用企業所得稅相關稅收政策。因此，本公司向本公司的非居民企業股東派發截至2019年12月31日止年度的末期股息時將代扣10%企業所得稅款。

CLOSURE OF REGISTER OF MEMBERS

For determining the shareholders' eligibility to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 27 May 2020.

For determining the shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 11 June 2020 to Friday, 12 June 2020, both days inclusive, during which period no transfer of shares will be registered. The ex-dividend date will be Tuesday, 9 June 2020. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 10 June 2020.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements, is set out on page 213 of this annual report. This summary does not form part of the audited consolidated financial statements.

暫停辦理過戶登記手續

為釐定股東出席即將舉行的股東周年大會並於會上投票的資格，本公司將於2020年5月28日(星期四)至2020年6月2日(星期二)(包括首尾兩天)暫停辦理股份過戶登記手續。為符合資格出席並於即將舉行的股東周年大會上投票，所有辦理登記的股份過戶文件連同有關股票最遲須於2020年5月27日(星期三)下午4時30分前送達本公司在香港的股份過戶登記分處卓佳廣進有限公司，地址為香港皇后大道東183號合和中心54樓。

為釐定股東獲派建議之末期股息之權利，本公司將於2020年6月11日(星期四)至2020年6月12日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。除淨日為2020年6月9日(星期二)。為符合資格獲派建議之末期股息，所有辦理登記的股份過戶文件連同有關股票最遲須於2020年6月10日(星期三)下午4時30分前送達本公司在香港的股份過戶登記分處卓佳廣進有限公司，地址為香港皇后大道東183號合和中心54樓。

財務資料概要

本集團過往五個財政年度之業績及資產、負債及非控股權益概要(摘錄自己刊發之經審核綜合財務報表)載於本年報第213頁，該概要並非經審核綜合財務報表之一部份。

DIVIDEND POLICY

The Company adopted a dividend policy in November 2018. Pursuant to the dividend policy, the Company may declare and distribute dividends to the shareholders of the Company to allow shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

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

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

SHARE CAPITAL

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

SHARE OPTION SCHEME

The Company and its subsidiaries have no share option scheme.

PRE-EMPTIVE RIGHTS

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

股息政策

本公司於2018年11月採納股息政策。根據該股息政策，本公司可向本公司股東宣派及派發股息，使股東能分享本公司之溢利成果，同時使本公司能為未來增長保留充足儲備。

董事會對派付任何股息的建議擁有絕對酌情權決定，而任何末期股息之宣派均須經本公司股東批准，方可作實。在建議派發任何股息時，董事會亦將考慮(其中包括)本集團財務業績，本集團整體財政狀況，本集團之相關財務契諾，本集團流動資金狀況及資本，本公司附屬公司所帶來之盈餘及董事會認為屬適當之任何其他因素。本公司能否派付股息亦須受上市規則之規定及所有百慕達、香港及本公司組織章程大綱及公司細則「公司細則」之相關適用法律、規則及規例。

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

股本

於本年度內，本公司的註冊股本及已發行股本並沒有變動。

購股權計劃

本公司及其附屬公司並沒有購股權計劃。

優先購買權

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 44 to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to approximately RMB2,762,752,000, of which RMB123,078,000 has been proposed as a final dividend for the year.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Company and the Group during the year are set out in notes 16 and 19 to the financial statements, respectively.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, less than 5% of the Group's total sales were attributable to the Group's five largest customers. Approximately 69% of the Group's total purchases were attributable to the Group's five largest suppliers, with the largest supplier accounting for approximately 29%.

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

儲備

本年度內，本公司及本集團之儲備變動詳情分別載於財務報表附註44，以及綜合權益變動報表。

可供分派儲備

於2019年12月31日，本公司根據百慕達一九八一年公司法計算之可供分派儲備約為人民幣2,762,752,000元，其中人民幣123,078,000元為本年度建議派發之末期股息。

物業、廠房及設備及投資物業

本公司及本集團於本年度內之物業、廠房及設備及投資物業變動之詳情，分別載於財務報表附註16及19。

主要客戶及供應商

本年度內，本集團對五名最大客戶的銷售額佔本集團總銷售額的比例低於5%。本集團五名最大供應商的採購額約佔本集團總採購額的69%，最大供應商約佔29%。

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

DIRECTORS

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

Current Board Members

Executive Directors:

Mr. Qing Lijun (appointed on 1 January 2020)

Mr. Shen Peng

Non-executive Directors:

Mr. Chen Lang (Chairman) (appointed on 26 April 2019)

Ms. Xiao Jianping

Mr. Qin Yelong

Independent Non-executive Directors:

Mr. Stephen Edward Clark

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

Ex-Directors

Mr. Yu Xubo (resigned on 26 April 2019)

Mr. Ma Jianping (resigned on 4 January 2019)

Ms. Luan Xiuju (resigned on 1 January 2020)

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

Each Director shall be subject to retirement by rotation at least once every three years as required by bye-law 111(A) of the Bye-laws. Accordingly, Ms. Xiao Jianping, Mr. Qin Yelong, Mr. Stephen Edward Clark and Mr. Li Hung Kwan, Alfred will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

董事

於本年度內及截至本報告日期，董事如下：

現任董事會成員

執行董事：

慶立軍先生(2020年1月1日獲委任)

沈芄先生

非執行董事：

陳朗先生(主席)(2019年4月26日獲委任)

肖建平女士

覃業龍先生

獨立非執行董事：

祈立德先生(Mr. Stephen Edward Clark)

李鴻鈞先生

莫衛斌先生

前任董事

于旭波先生(2019年4月26日辭任)

馬建平先生(2019年1月4日辭任)

樂秀菊女士(2020年1月1日辭任)

所有董事包括非執行董事及獨立非執行董事均具特定委任年期。

根據公司細則的細則111(A)條，每位董事須最少每三年輪值退任一次。據此，肖建平女士、覃業龍先生、祈立德先生(Mr. Stephen Edward Clark)及李鴻鈞先生將於即將舉行之股東周年大會上退任，並符合資格及願意膺選連任。

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

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

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

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Biographical details of the Company's Directors and Senior Management are set out in the "Directors and Senior Management Profile" on pages 31 to 40 of this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

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

DIRECTORS' REMUNERATION

The Board is authorised by the shareholders to fix the directors' remuneration at general meetings. The Directors' emoluments are determined by the Board based on the recommendation by the remuneration committee of the Board with reference to their job complexity, workload and responsibilities and the Company's remuneration policy. Details of the Directors' emoluments for the year are set out in note 12 to the financial statements.

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

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

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

董事及高級管理層簡介

本公司董事及高級管理層的詳細履歷載於本年報第31頁至第40頁的「董事及高級管理層簡介」。

董事在交易、安排及合約中的權益

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

董事酬金

於股東大會上，股東授權董事會釐定董事酬金。董事薪酬乃由董事會根據董事會之薪酬委員會的建議並參照他們的工作複雜度、工作量及職責以及本公司的薪酬政策而釐定。本年度之董事酬金詳情載於財務報表附錄12。

PERMITTED INDEMNITY PROVISION

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

MANAGEMENT CONTRACTS

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

CONVERTIBLE SECURITIES, WARRANTS, OPTIONS OR SIMILAR RIGHTS

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

DIRECTORS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, none of the Directors has any interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which will have to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any Director is deemed or taken to be under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register to be kept by the Company or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

獲准許之彌償條文

根據公司細則，各董事有權就其在執行及履行本身職責時或就此蒙受或招致或與之有關之所有損失或負債，獲得本公司從本公司之資產中撥付賠償。本年度內，本公司已為本公司董事及高級人員購買適當的董事及高級人員責任保險。

管理合約

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

可換股證券、認股權證、購股權或類似權利

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

董事於股份及相關股份之權益及淡倉

截至2019年12月31日，董事概無於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括根據證券及期貨條例有關條文董事被認為或被視作擁有的權益及淡倉），或根據證券及期貨條例第352條規定須登記於該條所指的本公司所存置的權益登記冊的權益及淡倉，或根據上市規則所載之《上市公司董事進行證券交易的標準守則》須知會本公司及聯交所的權益及淡倉。

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

As at 31 December 2019, 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:

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

主要股東及其他人士於股份及相關股份之權益及淡倉

於2019年12月31日，根據證券及期貨條例第XV部第2及第3分部而知會本公司；或根據證券及期貨條例第336條記錄於本公司所存置之權益登記冊內，主要股東於本公司股份及相關股份之權益及淡倉如下：

於本公司股份及相關股份之好倉總數

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

Notes:

1. Long positions in the shares of the Company, other than equity derivatives such as share options, warrants or convertible bonds.
2. The percentages were calculated based on the total number of shares of the Company in issue as at 31 December 2019, i.e. 2,797,223,396 shares.
3. COFCO (Hong Kong) Limited ("COFCO (HK)") was deemed to be interested in 2,072,688,331 shares held by China Foods (Holdings) Limited, a wholly-owned subsidiary of COFCO (HK).
4. COFCOC Corporation through its wholly-owned subsidiary, COFCO (HK), was deemed to be interested 2,072,688,331 shares.

Save as disclosed herein, as at 31 December 2019, the Directors were not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company.

附註：

1. 本公司股份之好倉（股本衍生工具如購股權、認股權證或可換股債券除外）。
2. 百分比乃根據本公司於2019年12月31日之已發行股份總數（即2,797,223,396股股份）計算。
3. 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。
4. 中糧集團有限公司透過全資附屬公司中糧香港被視為於2,072,688,331股股份有權益。

除本報告披露者外，於2019年12月31日，董事並不知悉有其他人士於本公司股份或相關股份中擁有之權益或淡倉。

CONTINUING CONNECTED TRANSACTION

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

1. 2017 COFCO MUTUAL PROVISION AGREEMENT

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

For the year ended 31 December 2019, (a) the total amount paid/payable by the Group to the COFCO Group and COFCO’s associates for the purchase of products, raw materials, packaging materials, services and others was approximately RMB1,212 million, and (b) the total amount paid/payable by COFCO Group and COFCO’s associates to the Group for the purchase of consumer products, services and others was approximately RMB3.98 million.

持續關連交易

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

1. 2017年中糧產品及服務互供協議

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

截至2019年12月31日止年度，(a)本集團就採購產品、原材料、包裝材料、服務及其他向中糧集團及中糧之聯繫人支付／應付的總金額約為人民幣12.12億元；及(b)中糧集團及中糧之聯繫人就採購消費性產品、服務及其他向本集團支付／應付的總金額約為人民幣398萬元。

2. 2017 CONCENTRATE PURCHASE AGREEMENT

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

For the year ended 31 December 2019, the total amount paid/payable by the Group to Coca-Cola (Shanghai) for the purchase of concentrates was approximately RMB2,125 million.

3. 2017 STILL BEVERAGES PURCHASE AGREEMENT

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

For the year ended 31 December 2019, the total amount paid/payable by the Group to the Coca-Cola Bottlers (Shanghai) for the purchase of still beverages was approximately RMB2,196 million.

2. 2017年濃縮液購銷協議

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

截至2019年12月31日止年度，本集團就採購濃縮液向可口可樂(上海)支付／應付的總金額約為人民幣21.25億元。

3. 2017年不含氣飲料購銷協議

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

截至2019年12月31日止年度，本集團就採購不含氣飲料向可口可樂裝瓶商(上海)支付／應付的總金額約為人民幣21.96億元。

4. 2017 PACKAGING MATERIALS AND SERVICES PROVISION AGREEMENT

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

For the year ended 31 December 2019, the total amount paid/payable by the Tianjin Bottler to Zijiang for the purchase of packaging materials and conversion services was approximately RMB26.45 million.

5. 2018 FRAMEWORK AGREEMENT

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

For the year ended 31 December 2019, the total amount paid/payable by the CCBMHL Group to the COFCO Coca-Cola Group for the provision of processing services was approximately RMB157 million.

4. 2017年包裝材料供應及服務協議

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

截至2019年12月31日止年度，天津裝瓶廠就採購包裝材料及來料加工服務向紫江支付／應付的總金額約為人民幣2,645萬元。

5. 2018年框架協議

於2018年11月13日，中糧可口可樂飲料有限公司（「中糧可口可樂」）（本公司擁有65%權益的附屬公司）與本公司的關連人士Coca-Cola Bottlers Manufacturing Holdings Limited（「CCBMHL」）（可口可樂公司及中糧可口可樂分別間接持有38%權益及21%權益）訂立框架協議，自2018年1月1日至2019年12月31日止，為期兩年（「2018年框架協議」）。根據2018年框架協議，中糧可口可樂及其附屬公司的相關成員公司「中糧可口可樂集團」應根據CCBMHL及其附屬公司（「CCBMHL集團」）的相關成員公司的業務需求，向CCBMHL集團的相關成員公司提供加工服務。2018年框架協議的詳情已於本公司日期為2018年11月13日的公告中披露。

截至2019年12月31日止年度，CCBMHL集團就提供加工服務向中糧可口可樂集團支付／應支付的總金額約為人民幣1.57億元。

6. 2018 FINANCIAL SERVICES AGREEMENT

On 14 December 2018, the Company, COFCO Coca-Cola Supply Chain (Tianjin) Limited (中糧可口可樂供應鏈(天津)有限公司) (“Supply Chain (Tianjin)”), an indirect non-wholly owned subsidiary of the Company, and COFCO Finance Corporation Limited (“COFCO Finance”) entered into a financial services agreement for a term of three years from 14 December 2018 to 13 December 2021 (the “2018 Financial Services Agreement”). Pursuant to the 2018 Financial Services Agreement, COFCO Finance shall provide Supply Chain (Tianjin) and the Group depository services, fund transfer services, entrustment loan services and the other financial services. Details of the 2018 Financial Services Agreement were disclosed in the announcement of the Company dated 14 December 2018.

During the period from 1 January 2019 to 13 December 2019, the maximum daily deposit amount (including the corresponding interest accrued thereon) placed by the Group with COFCO Finance was approximately RMB250 million and during the period from 14 December 2019 to 31 December 2019, the maximum daily deposit amount (including the corresponding interest accrued thereon) placed by the Group with COFCO Finance was approximately RMB300 million.

7. 2019 ENTRUSTED PROCESSING FRAMEWORK AGREEMENT

On 2 December 2019, COFCO Coca-Cola entered into an entrusted processing framework agreement with CCBMHL for a term of three years from 1 January 2020 to 31 December 2022 (the “2019 Entrusted Processing Framework Agreement”). Pursuant to the 2019 Entrusted Processing Framework Agreement, relevant members of the COFCO Coca-Cola Group shall provide processing services to the relevant members of the CCBMHL Group based on the business needs of the relevant members of the CCBMHL Group. The annual caps with respect to the transactions contemplated under the 2019 Entrusted Processing Framework Agreement for the financial years ending 31 December 2020, 31 December 2021 and 31 December 2022 are RMB250 million, RMB260 million and RMB270 million, respectively. Details of the 2019 Entrusted Processing Framework Agreement were disclosed in an announcement of the Company dated 2 December 2019.

6. 2018年財務服務協議

本公司、中糧可口可樂供應鏈(天津)有限公司(「供應鏈(天津)」)(本公司間接非全資附屬公司)與中糧財務有限責任公司(「中糧財務」)。於2018年12月14日訂立財務服務協議，自2018年12月14日起至2021年12月13日止，為期三年(「2018年財務服務協議」)。根據2018年財務服務協議，中糧財務將向供應鏈(天津)及本集團提供存款、資金劃轉服務、委託貸款服務，以及其他金融服務。2018年財務服務協議詳情已於本公司日期為2018年12月14日的公告中披露。

於2019年1月1日至2019年12月13日期間，本集團於中糧財務存放的每日最高存款金額(包括就此應計利息)約為人民幣2.5億元；而於2019年12月14日至2019年12月31日期間，本集團於中糧財務存放的每日最高存款金額(包括就此應計利息)約為人民幣3億元。

7. 2019委託加工框架協議

於2019年12月2日，中糧可口可樂與CCBMHL訂立框架協議，自2020年1月1日至2022年12月31日止，為期三年(「2019委託加工框架協議」)。根據2019委託加工框架協議，中糧可口可樂集團應根據CCBMHL集團的相關成員公司的業務需求，向CCBMHL集團的相關成員公司提供加工服務。截至2020年12月31日、2021年12月31日及2022年12月31日止財政年度於2019委託加工框架協議項下擬進行交易的上限分別為人民幣2.5億元、人民幣2.6億元及人民幣2.7億元。2019年框架協議的詳情已於本公司日期為2019年12月2日的公告中披露。

ANNUAL REVIEW OF CONTINUING CONNECTED TRANSACTIONS

The Company's auditor, Deloitte Touche Tohmatsu ("Deloitte"), was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Deloitte have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions numbered 1 to 6 disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The independent non-executive Directors have reviewed the above continuing connected transactions numbered 1 to 6 for the year ended 31 December 2019 and the report of the Company's auditors, and confirmed that these continuing connected transactions were:

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

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

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

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

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

持續關連交易之年度審閱

本公司核數師德勤•關黃陳方會計師行「德勤」已獲聘請根據香港會計師公會發出的香港審驗應聘服務準則第3000號(修訂版)的「歷史財務資料審計或審閱以外的審驗應聘」，及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出匯報。德勤已根據上市規則第14A.56條出具無保留意見函件，函件載有對上述本集團已披露的第1至6項持續關連交易的發現和總結。本公司已將有關核數師函件副本送呈聯交所。

獨立非執行董事已審閱上述截至2019年12月31日止年度之第1至6項的持續關連交易及本公司核數師的報告，並確認該等持續關連交易乃：

1. 於本公司日常業務過程中進行；
2. 按一般商業條款進行，或按不遜於給予本公司或來自(視情況而定)獨立第三方之條款進行；及
3. 根據約束該等交易之相應協議條款進行，公平合理且符合本公司及其股東的整體利益。

董事於競爭業務之權益

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

購買、出售或贖回本公司之上市證券

本年度內，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

SUFFICIENCY OF PUBLIC FLOAT

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

CORPORATE GOVERNANCE

Information on the Company's corporate governance practices set out in the "Corporate Governance Report" on pages 81 to 104 of this annual report.

DONATIONS

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

REVIEW BY THE AUDIT COMMITTEE

The audit committee has reviewed with the auditor of the Company the audited financial statements for the year ended 31 December 2019 and has also discussed auditing, internal control and financial reporting matters, including the review of the accounting practices and principles adopted by the Group.

AUDITORS

Deloitte Touche Tohmatsu ("Deloitte") was first appointed as auditor of the Company with effect from 1 June 2018 upon the retirement of Ernst & Young.

The consolidated financial statements for the year ended 31 December 2019 have been audited by Deloitte who retire and, being eligible, offer itself for re-appointment. A resolution for the re-appointment of Deloitte as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

CHEN Lang

Chairman

Hong Kong
24 March 2020

足夠公眾持股量

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

企業管治

本公司的企業管治常規資料載於本年報第81頁至第104頁的「企業管治報告」內。

捐贈

本年度內，本集團的慈善及其他捐贈約為人民幣5,000,000元。

審核委員會審閱

審核委員會已與本公司核數師審閱截至2019年12月31日止年度的經審核財務報表，並已就審計、內部監控及財務報告事宜（包括審閱本集團採納的會計常規及原則）進行討論。

核數師

安永會計師事務所退任後，德勤•關黃陳方會計師行（「德勤」）於2018年6月1日首次獲委任為本公司核數師。

截至2019年12月31日止年度之綜合財務報表已由德勤審核，其任期已經屆滿，惟符合資格，願意應聘連任。續聘德勤為本公司核數師之決議案將於應屆股東周年大會上提呈。

謹代表董事會

主席

陳朗

香港
2020年3月24日



德勤

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

OPINION

We have audited the consolidated financial statements of China Foods Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 126 to 212, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

致中國食品有限公司全體股東
(於百慕達註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第126頁至第212頁中國食品有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2019年12月31日的綜合財務狀況表與截至該日止年度的綜合損益報表、綜合全面收入報表、綜合權益變動報表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而公允地反映了貴集團於2019年12月31日的綜合財務狀況及貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

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

關鍵審計事項

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

KEY AUDIT MATTERS (continued)

Key audit matter

How our audit addressed the key audit matter

Impairment assessment of franchise rights and goodwill

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

As disclosed in note 20 to the consolidated financial statements, as at 31 December 2019, the Group had franchise rights and goodwill of RMB1,659,475,000 and RMB1,846,799,000 respectively. The impairment assessment performed by management involves judgements and key estimations as set out below:

- Budgeted gross margins; and
- Discount rate

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

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

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

關鍵審計事項(續)

關鍵審計事項

該事項在審計中是如何應對的

特許經營權及商譽減值評估

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

如綜合財務報表附註20所披露，於2019年12月31日，貴集團的特許經營權及商譽分別為人民幣1,659,475,000元及人民幣1,846,799,000元。管理層進行的公平值釐定及減值評估所涉及的判斷及關鍵估計載列於下文：

- 預測的總利潤；及
- 折現率

關鍵管理層估計的詳情披露於綜合財務報表附註5及20。

吾等關於特許經營權及商譽減值評估包括：

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

OTHER INFORMATION

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

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

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

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

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

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

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

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

其他信息

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

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

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

董事就綜合財務報表須承擔的責任

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

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

治理層負責監督貴集團的財務報告過程。

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

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

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

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

核數師就審計綜合財務報表承擔的責任

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

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

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

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

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

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

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

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

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

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

出具本獨立核數師報告的審計項目合夥人是麥志龍。

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong

24 March 2020

德勤•關黃陳方會計師事務所
執業會計師

香港

2020年3月24日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益報表

For the year ended 31 December 2019 截至2019年12月31日止年度

		NOTES 附註	Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Revenue	收入	6	17,172,027	15,648,051
Cost of sales	銷售成本	11	(10,898,054)	(10,106,740)
Gross profit	毛利		6,273,973	5,541,311
Other income and gains	其他收入及收益	8	228,832	228,637
Distribution and selling expenses	分銷及銷售支出		(4,974,622)	(4,467,172)
Administrative expenses	行政支出		(465,541)	(450,848)
Other expenses and losses	其他支出及虧損		(37,440)	(83,106)
Finance costs	融資成本	9	(53,626)	(74,835)
Share of profits of associates	應佔聯營公司溢利		41,033	44,168
Profit before tax	除稅前溢利		1,012,609	738,155
Income tax expense	所得稅開支	10	(236,773)	(161,790)
Profit for the year	年內溢利	11	775,836	576,365
Profit for the year attributable to	應佔年內溢利			
– Owners of the Company	– 本公司擁有人		417,789	320,858
– Non-controlling interests	– 非控股權益		358,047	255,507
			775,836	576,365
Earnings per share	每股盈利			
Basic (cents)	基本(分)	15	14.94	11.47
Diluted (cents)	攤薄(分)		N/A 不適用	N/A 不適用

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入報表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Profit and other comprehensive income for the year	年內溢利及其他全面收入	775,836	576,365
Total comprehensive income for the year attributable to:	應佔年內全面收入總額：		
– Owners of the Company	– 本公司擁有人	417,789	320,858
– Non-controlling interests	– 非控股權益	358,047	255,507
		775,836	576,365

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019 2019年12月31日

		NOTES	31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
		附註		
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	5,062,681	4,886,534
Right-of-use assets	使用權資產	17	622,093	–
Prepaid lease payments	預付租賃款項	18	–	529,445
Investment properties	投資物業	19	–	20,100
Prepayments for property, plant and equipment	物業、廠房及設備之預付款項		1,850	4,126
Intangible assets	無形資產	20	3,508,312	3,506,274
Interests in associates	於聯營公司之權益	21	769,810	742,028
Deferred tax assets	遞延稅項資產	32	373,327	379,390
			10,338,073	10,067,897
Current Assets	流動資產			
Inventories	存貨	22	1,889,648	1,650,318
Accounts receivables	應收賬款	23	329,407	304,788
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	24	548,746	566,129
Due from fellow subsidiaries	同系附屬公司欠款	38	17,801	23,892
Due from the immediate holding company	直接控股公司欠款	38	–	138
Due from the ultimate holding company	最終控股公司欠款	38	–	71
Due from non-controlling shareholders of subsidiaries	附屬公司之非控股股東欠款	38	2,034	359
Due from associates	聯營公司欠款	21	13,749	19,743
Due from other related party	其他關聯公司欠款	38	369,844	385,665
Prepaid tax	預繳稅項		75,801	18,254
Debt instruments at fair value through other comprehensive income	按公平值計入其他全面收入之債務工具	25	19,436	–
Pledged bank deposits	抵押銀行存款	26	9,036	7,961
Bank balances and cash	銀行結餘及現金	26	834,789	243,235
			4,110,291	3,220,553

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019 2019年12月31日

		NOTES	31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
Current Liabilities	流動負債			
Accounts and bills payables	應付賬款及票據	27	760,381	606,811
Other payables and accruals	其他應付款項及應計負債	28	3,095,609	2,695,379
Borrowings	借貸	29	606,500	580,000
Lease liabilities	租賃負債	30	31,149	–
Contract liabilities	合約負債	31	1,587,175	1,341,686
Due to fellow subsidiaries	欠同系附屬公司款項	38	176,253	152,685
Due to the ultimate holding company	欠最終控股公司款項	38	–	1,336
Due to non-controlling shareholders of subsidiaries	欠附屬公司之非控股股東款項	38	1,200	6,749
Due to associates	欠聯營公司款項	21	157,250	163,330
Due to other related party	欠其他關聯公司款項	38	243,316	110,539
Tax liabilities	稅項負債		73,707	29,978
			6,732,540	5,688,493
Net Current Liabilities	流動負債淨值		(2,622,249)	(2,467,940)
Total Assets Less Current Liabilities	總資產減流動負債		7,715,824	7,599,957
Non-Current Liabilities	非流動負債			
Borrowings	借貸	29	–	586,500
Deferred income	遞延收入		207,045	204,355
Deferred tax liabilities	遞延稅項負債	32	131,950	95,666
Lease liabilities	租賃負債	30	64,474	–
			403,469	886,521
			7,312,355	6,713,436
Capital and Reserves	資本及儲備			
Share capital	股本	33	293,201	293,201
Share premium and reserves	股份溢價及儲備		4,247,266	3,925,711
Equity attributable to owners of the Company	本公司擁有人應佔權益		4,540,467	4,218,912
Non-controlling interests	非控股權益		2,771,888	2,494,524
Total Equity	權益總值		7,312,355	6,713,436

The consolidated financial statements on pages 126 to 212 were approved and authorised for issue by the board of directors on 24 March 2020 and are signed on its behalf by:

於2020年3月24日董事會批准及授權發行第126頁至第212頁的綜合財務報表，並由以下人士代表簽署：

QING Lijun
慶立軍
Director
董事

SHEN Peng
沈芃
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動報表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控股權益	
		Issued capital 已發行股本	Share premium 股份溢價	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 總計		Total equity 權益總值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2017 (note 20)	於2017年12月31日 (附註20)	293,201	30,820	823,096	22,894	3,204	2,783,291	3,956,506	2,295,525	6,252,031
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	-	-	-	-	320,858	320,858	255,507	576,365
Final 2017 dividend declared (note 14)	已宣派2017年末期股息 (附註14)	-	-	-	-	-	(58,452)	(58,452)	-	(58,452)
Transfer to reserve fund	轉撥至儲備金	-	-	-	640	-	(640)	-	-	-
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息	-	-	-	-	-	-	-	(56,508)	(56,508)
At 31 December 2018	於2018年12月31日	293,201	30,820	823,096	23,534	3,204	3,045,057	4,218,912	2,494,524	6,713,436
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	-	-	-	-	417,789	417,789	358,047	775,836
Final 2018 dividend declared (note 14)	已宣派2018年末期股息 (附註14)	-	-	-	-	-	(96,234)	(96,234)	-	(96,234)
Transfer to reserve fund	轉撥至儲備金	-	-	-	1,088	-	(1,088)	-	-	-
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息	-	-	-	-	-	-	-	(80,683)	(80,683)
At 31 December 2019	於2019年12月31日	293,201	30,820	823,096	24,622	3,204	3,365,524	4,540,467	2,771,888	7,312,355

*The Group's capital reserve includes:

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

*本集團資本儲備包括：

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

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	NOTES 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit before tax:	除稅前溢利：		
From continuing operation	來自持續經營業務	1,012,609	738,155
Adjustments for:	就以下項目作出調整：		
Finance costs	融資成本	53,626	74,835
Share of profits of associates	應佔聯營公司溢利	(41,033)	(44,168)
Bank interest income	銀行利息收入	(5,100)	(5,023)
Impairment loss, net of reversal	減值虧損，扣除撥備		
– property, plant and equipment	– 物業、廠房及設備	46,515	38,181
– receivables subject to ECL	– 預期信用損失下的應收款項	2,440	2,568
Depreciation of property, plant and equipment	物業、廠房及設備折舊	399,204	414,843
Amortisation of intangible assets	無形資產攤銷	286	–
Depreciation of right-of-use assets	使用權資產折舊	39,697	–
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)/虧損	(75,194)	2,470
Amortisation of prepaid lease payment	預付土地租賃款項攤銷	–	15,121
Provision against inventories	存貨撥備	31,878	24,688
Asset related government grants	資產相關的政府補助	(79,790)	(93,501)
Operating cash flows before movements in working capital	營運資本變動前經營現金流量	1,385,138	1,168,169
Increase in contract liabilities	合約負債增加	245,489	312,048
Increase in inventories	存貨增加	(271,208)	(382,576)
Increase in accounts receivables	應收賬款增加	(27,059)	(5,856)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少/(增加)	100,193	(36,618)
Decrease/(increase) in amounts due from fellow subsidiaries	同系附屬公司欠款減少/(增加)	6,091	(1,271)
Decrease in an amount due from the ultimate holding company	最終控股公司欠款減少	71	–
Decrease in an amount due from the immediate holding company	直接控股公司欠款減少	138	–
Decrease in an amount due from other related party	其他關聯公司欠款減少	15,821	96,064
(Increase)/decrease in amounts due from non-controlling shareholders of subsidiaries	附屬公司之非控股股東欠款(增加)/減少	(1,675)	4,722
Decrease/(increase) in amounts due from associates	聯營公司欠款減少/(增加)	5,994	(10,438)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	NOTES 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Increase in debt instruments at fair value through other comprehensive income	按公平值計入其他全面收入之債務工具增加	(19,436)	–
Increase/(decrease) in accounts and bills payables	應付賬款及票據增加/(減少)	153,570	(324,047)
Increase in other payables and accruals	其他應付款項及應計負債增加	423,867	634,059
Increase in amounts due to fellow subsidiaries	欠同系附屬公司款項增加	23,568	63,178
Decrease in an amount due to the ultimate holding company	欠最終控股公司款項減少	(1,336)	–
Increase/(decrease) in an amount due to other related party	欠其他關聯公司款項增加/(減少)	132,777	(75,454)
(Decrease)/increase in amounts due to non-controlling shareholders of subsidiaries	欠附屬公司之非控股股東款項(減少)/增加	(5,549)	3,525
(Decrease)/increase in amounts due to associates	欠聯營公司款項(減少)/增加	(6,080)	53,764
Cash generated from operations	經營業務所得之現金	2,160,374	1,499,269
Interest paid	已付利息	(50,826)	(74,835)
Income tax paid	已付所得稅	(208,244)	(149,896)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	1,901,304	1,274,538
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	5,100	5,023
Withdrawal of pledged bank deposits	提取已抵押銀行存款	18,266	16,046
Placement of pledged bank deposits	存放已抵押銀行存款	(19,341)	(17,583)
Income tax paid on investing activities	投資活動已付所得稅	–	(444,868)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	60,130	5,577
Purchases of property, plant and equipment	購置物業、廠房及設備	(702,820)	(686,305)
Purchases of intangible assets	購置無形資產	(2,324)	–
Receipt of government grants	收到政府補助	82,480	87,750
Dividends received from associates	已收聯營公司股息	13,251	–
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(545,258)	(1,034,360)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

		NOTES 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
FINANCING ACTIVITIES	融資活動			
New bank loans raised	已籌集新增銀行借款	34	200,000	–
Repayments of bank borrowings	償還銀行借款	34	(760,000)	(590,120)
Repayments of lease liabilities	償還租賃負債	34	(27,575)	–
Dividends paid	已付股息	34	(96,234)	(167,628)
Dividends paid to non-controlling shareholders of subsidiaries	向附屬公司之非控股股東支付股息	34	(80,683)	(71,258)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額		(764,492)	(829,006)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加／(減少)淨額		591,554	(588,828)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日之現金及現金等值項目		243,235	832,063
CASH AND CASH EQUIVALENTS AT 31 DECEMBER REPRESENTED BY BANK BALANCES AND CASH	於12月31日之現金及現金等值項目即銀行結餘及現金		834,789	243,235

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

1. CORPORATE INFORMATION

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

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

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

The consolidated financial statements are presented in Renminbi (“RMB”), which is the Company’s functional currency.

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared on a going concern basis notwithstanding that the Group had net current liabilities of RMB2,622,249,000 at the end of the reporting period. In preparing these consolidated financial statements, the Directors have given careful consideration to the current and anticipated future liquidity of the Group. Taking into account, inter alia, (i) the unutilised loan facilities at the end of the reporting period, and (ii) the expected net cash inflows generated from the Group’s operations for the next twelve months. The Directors are of the opinion that the Group will be able to meet its liabilities as and when they fall due. Accordingly, the Directors consider that the preparation of these consolidated financial statements on a going concern basis is appropriate.

1. 公司資料

中國食品有限公司(「本公司」)為一家於百慕達註冊成立的有限責任公司。本公司之註冊辦事處位於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的中國食品(控股)有限公司的附屬公司。本公司董事(「董事」)認為，最終控股公司為於中華人民共和國(「中國」)註冊的國有企業中糧集團有限公司。

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

綜合財務報表以人民幣(「人民幣」)列報，人民幣為本公司的功能貨幣。

2. 編製基準

儘管本集團於報告期末有流動負債淨額人民幣2,622,249,000元，本綜合財務報表按持續經營基準編製。在編製此等綜合財務報表時，董事已審慎考慮本集團目前及預期未來的流動資金。經考慮(其中包括)(i)於報告期末尚未使用的貸款授信；及(ii)本集團未來十二個月透過經營業務所產生的預期現金流入淨額，董事認為，本集團將能夠應付其到期負債。因此，董事認為按持續經營基準編製此等綜合財務報表乃屬適當。

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

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

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year.

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效之新訂及經修訂香港財務報告準則

於本年度，本集團首次應用以下由香港會計師公會(「香港會計師公會」)頒佈之新訂香港財務報告準則及修訂本。

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號(修訂本)	具有負補償的提前償付特徵
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算
香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益
香港財務報告準則(修訂本)	香港財務報告準則2015年至2017年週期的年度改進

除下文所述者外，於本年度應用香港財務報告準則之新訂及修訂本對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載列之披露並無構成重大影響。

香港財務報告準則第16號租賃

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

租賃的定義

本集團已選擇可行權宜方法，對先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)一詮釋第4號釐定安排是否包含租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包含租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於2019年1月1日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

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

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

HKFRS 16 Leases (Continued)

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iv. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of buildings, machinery and equipment in the PRC was determined on a portfolio basis; and
- v. used hindsight based on facts and circumstances as at date of initial application in determination options.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 4.3%.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃(續)

作為承租人

本集團已追溯應用香港財務報告準則第16號，並將累計影響於初始應用日期(即2019年1月1日)確認。

於2019年1月1日，本集團透過應用香港財務報告準則第16.C8(b)(ii)號過渡確認額外租賃負債及使用權資產，其金額相等於相關租賃負債。於初始應用日期的任何差額已於年初保留溢利確認，且並無重列比較資料。

於過渡時應用香港財務報告準則第16號項下的經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 依賴香港會計準則37號撥備、或然負債及或然資產作為減值覆核的替代方法，評估租賃是否為虧損性；
- ii. 選擇對租期在首次應用日起12個月內之租賃不會確認使用權資產及租賃負債；
- iii. 於首次應用日期計量使用權資產時不包含初始直接成本；
- iv. 就類似經濟環境內相似類別相關資產的類似剩餘租期的租賃組合應用單一貼現率。尤其是，若干於中國的樓宇、機器及設備租賃的貼現率按組合基準釐定；及
- v. 根據初始應用日期的事實及情況，於事後釐定選擇。

就先前分類為經營租賃之租賃確認租賃負債時，本集團已應用於初始應用日期相關集團實體的增量借款利率。所應用的加權平均增量借款利率為4.3%。

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

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

HKFRS 16 Leases (Continued)
As a lessee (Continued)

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)
香港財務報告準則第16號租賃(續)
作為承租人(續)

	Note	At 1 January 2019 於2019年1月1日 RMB'000 人民幣千元
Operating lease commitments disclosed as at 31 December 2018	於2018年12月31日披露的經營租賃承諾	80,911
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款率折現的租賃負債	67,205
Add: Lease liabilities resulting from lease modifications of existing leases	加：修訂現有租賃所產生的租賃負債 (a)	3,963
Recognition of lease liabilities	租賃負債的確認	20,011
Less: Recognition exemption-short-term leases	減：確認豁免－短期租賃	32,954
Recognition exemption-low value assets	確認豁免－低價值資產	41
Lease liabilities upon application of HKFRS16 as at 1 January 2019	於2019年1月1日應用香港財務報告準則第16號確認的租賃負債	58,184
Analysed as	分析	
Current	流動	18,806
Non-current	非流動	39,378
		58,184

(a) The Group renewed the leases by entering into new lease contracts which commence after date of initial application, these new contracts are accounted as lease modifications of the existing contracts upon application of HKFRS 16.

(a) 本集團於初始應用日期後通過訂立新租賃合約續訂租約，該等新合約應用香港財務報告準則第16號入賬作為現有合約的租賃修訂。

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

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

HKFRS 16 Leases (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

	Note 附註	Right-of-use assets 使用權資產 RMB'000 人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號確認的經營租賃相關的使用權資產	58,184
Reclassified from prepaid lease payments	從預付租賃款項中重新分類 (b)	544,566
		602,750

(b) Upfront payments for leasehold lands in the PRC for own used properties were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to RMB15,121,000 and RMB529,445,000, respectively were reclassified to right-of-use assets.

At the date of initial application, the adoption of HKFRS 16 leases has no impact to the retained earnings of the Group as at 1 January 2019. The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本年度強制生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

作為承租人（續）

使用權資產於2019年1月1日的賬面金額包括下列各項：

(b) 於中國作自用物業的租賃土地的預付款項於2018年12月31日分類為預付租賃款項。於應用香港財務報告準則第16號後，預付租賃款項的流動及非流動部分分別為人民幣15,121,000元及人民幣529,445,000元，已重新分類至使用權資產。

於初始應用日期，採納香港財務報告準則第16號租賃對本集團於2019年1月1日的保留盈利並無影響。以下為對於2019年1月1日的綜合財務狀況表中所確認金額作出的調整。並無包括不受變動影響的細列項目。

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

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

HKFRS 16 Leases (Continued)
As a lessee (Continued)

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)
香港財務報告準則第16號租賃(續)
作為承租人(續)

		Note	Carrying amounts previously reported at 31 December 2018 先前於2018年12月31日呈報的賬面值 RMB'000 人民幣千元	Adjustments 經調整 RMB'000 人民幣千元	Carrying amounts under HKFRS 16 at 1 January 2019 於2019年1月1日香港財務報告準則第16號項下的賬面值 RMB'000 人民幣千元
Current Assets	流動資產				
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	(c)	566,129	(15,121)	551,008
Non-current Assets	非流動資產				
Prepaid lease payments	預付租賃款項	(c)	529,445	(529,445)	–
Right-of-use assets	使用權資產		–	602,750	602,750
Current Liabilities	流動負債				
Lease liabilities	租賃負債		–	(18,806)	(18,806)
Non-Current Liabilities	非流動負債				
Lease liabilities	租賃負債		–	(39,378)	(39,378)

(c) For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening statement of financial position as at 1 January 2019 as disclosed above.

(c) 就截至2019年12月31日止年度按間接法計量的經營活動現金流量而言，營運資金的變動根據上文所披露於2019年1月1日的期初財務狀況表計算。

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

New and amendments to HKFRSs in issue but not yet effective

HKFRSs

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2021
- ² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1 January 2020

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

The directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

香港財務報告準則

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第3號(修訂本)	業務的定義 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之間的資產出售或投入 ³
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義 ⁴
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革 ⁴

- ¹ 於2021年1月1日或之後開始的年度期間生效
- ² 對收購日期為2020年1月1日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購生效
- ³ 於待定日期或以後開始之年度期間生效
- ⁴ 於2020年1月1日或之後開始的年度期間生效

除上述新訂香港財務報告準則及準則修訂本外，經修訂財務報告概念框架已於2018年刊發。其相關修訂，提述香港財務報告準則概念框架的修訂本將於2020年1月1日或之後開始的年度期間生效。

本公司董事預計應用所有其他新訂及經修訂香港財務報告準則在可預見未來將不會對綜合財務報表產生重大影響。

4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

4. 主要會計政策

本綜合財務報表乃根據香港會計師公會所頒佈的香港財務報告準則而編製。此外，本綜合財務報表亦按香港聯合交易所有限公司證券上市規則（「上市規則」）及按香港公司條例的要求作出適當披露。

綜合財務報表按歷史成本基準編製，以公平值計量之若干投資物業則除外，於載列於下文之會計政策中解釋。

歷史成本一般根據貨品及服務交易所付出之公平值計算。

公平值為市場於計量日在有序交易中出售資產所收取的價格或轉讓的負債所支付的價格，不論該價格是否可直接觀察或以其他估值技巧估計。在估計資產或負債之過程中，本集團已計算該資產或負債之特性，倘若市場參與人將考慮該特性而於計量日對該資產或負債出價。於綜合財務報表作為計量及／或披露公平值均按此基準而釐定，包含在香港財務報告準則第2號「以股代款」範圍內之以股份為基礎支付之交易，包含在香港財務報告準則第16號（自2019年1月1日起）或香港會計準則第17號（於應用香港財務報告準則第16號前）範圍內之租賃交易，及若干類似公平值但並非公平值之計量，如香港會計準則第2號存貨可變現淨值或香港會計準則第36號資產之減值使用價值等則除外。

非金融資產之公平值計量計及市場參與者通過使用其資產之最高及最佳用途或將其出售予將使用其最高及最佳用途之另一市場參與者，而能夠產生經濟利益之能力。

就按公平值交易的金融工具及投資物業以及於其後期間使用不可觀察輸入數據計量公平值的估值技術而言，估值技術會進行調整，以致初步確認時估值技術的結果等於交易價格。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

4. 主要會計政策(續)

此外，作為財務呈報用途，用於計量公平值的輸入數據的可觀察程度和重要性來決定的公平值架構級別分類(第一、第二及第三級別)，陳述如下：

- 第一級別輸入數據為實體於計量日可取得之相同資產或負債於活躍市場之標價(未經調整)；
- 第二級別輸入數據為除了第一級別所含標價之外直接地或間接地可觀察之資產或負債輸入數據；及
- 第三級別輸入數據為資產或負債的不可觀察輸入數據。

所採用主要會計政策如下。

合併基準

本綜合財務報表包括本公司及由本公司及其附屬公司所控制企業。當本公司符合以下要素時，則取得控制權：

- 可對投資對象行使權力；
- 因參與被投資對象而就浮動回報承擔風險或享有權利；及
- 有能力行使其權力以影響其回報。

倘有事實及情況顯示上文所述三個控制元素其中一項或超過一項之改變，本集團重新評估是否已控制投資對象。

當本集團獲得一附屬公司之控制權開始綜合該附屬公司，而當本集團失去該附屬公司之控制權時結束綜合。尤其是年內所購入或出售附屬公司之收入及支出由本集團獲得控制權當日起包括在綜合損益表直至本集團停止該附屬公司之控制權日期為止。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business Combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that deferred tax assets or liabilities are recognised and measured in accordance with HKAS 12 Income Taxes.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

4. 主要會計政策(續)

合併基準(續)

損益及其他全面收益之每個項目均歸屬於本公司之擁有人及非控制性權益。該等附屬公司之總全面收益歸屬於本公司之擁有人及非控制性權益，即使導致非控制性權益之業績為赤字結餘。

凡本集團成員公司之間的交易所產生的集團間資產及負債、權益、收入、支出及現金流均於合併時全額抵銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

業務合併

收購業務採用收購法入賬。業務合併中轉讓之代價按公平值計量，即按本集團所轉讓資產、本集團向被收購方前擁有人所承擔負債及本集團就交換被收購方控制權所發行股權於收購日期之公平值總和計算。收購相關成本一般於產生時在損益表確認。

於收購日期，所收購可識別資產及所承擔負債乃按之公平值確認，惟根據香港會計準則第12號所得稅確認及計量之遞延稅項資產或負債除外。

商譽按所轉讓代價、非控制性權益佔被收購方之任何金額，以及收購方以往持有之被收購方股權(如有)之公平值之總和，高於所收購可識別資產及所承擔負債於收購日期之淨額之差額計量。倘重新評估後，所收購可識別資產與所承擔負債之淨額高於所轉讓代價、非控制性權益佔被收購方之任何金額，以及收購方以往持有之被收購方股權(如有)之公平值之總和，則差額即時在損益表確認為議價收購收益。

屬現有擁有權權益並賦予其持有人權利於清盤時按比例分佔相關附屬公司淨資產之非控制性權益，可初步按非控股權益按比例分佔被收購方可識別資產淨值之已確認金額或按公平價值計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

The Group's policy for goodwill arising on the acquisition of an associate is described as below.

Investments in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

4. 主要會計政策(續)

商譽

收購業務所產生的商譽按收購業務當日確定的成本(見上文之會計政策)減累計減值虧損(如有)列賬。

進行減值測試時，商譽會分配至預期可受惠於合併的協同效益之本集團各有關現金產生單位(或現金產生單位組)，其乃為內部管理目的監控商譽之最小單位，且並不大於經營分部。

獲分配商譽之現金產生單位(或現金產生單位組)會每年進行減值測試，或於有跡象顯示單位可能出現減值時更頻繁地進行減值測試。對於個別呈報期間所進行收購產生之商譽，獲分配商譽之現金產生單位(或現金產生單位組)於須該呈報期結算日前進行減值測試。倘可收回金額少於該單位之賬面值，則首先分配減值虧損以減低任何分配至該單位之商譽的賬面值，其後按該單位(或現金產生單位組)內各資產賬面值之比例分配至其他資產。

本集團收購聯營公司所產生之商譽的政策於下文概述。

於聯營公司之投資

聯營公司指本集團對其有重大影響力的實體。重大影響力指有權參與被投資方的財政及經營政策決定，但並非控制或共同控制該等政策。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in Associates (Continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assess whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any assets including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. 主要會計政策(續)

於聯營公司之投資(續)

聯營公司的業績及資產與負債乃按權益會計法併入該等綜合財務報表。用作權益會計處理的聯營公司財務報表乃採用本集團在類似情況下就類似交易及事件所用的統一會計政策編製。根據權益法，於聯營公司的投資初步按成本於綜合財務狀況表內確認，隨後進行調整以確認本集團應佔聯營公司的損益或其他全面收入。損益及其他全面收入以外的聯營公司資產淨值變動不會入賬，除非該等變動導致本集團持有的擁有權益出現變動。當本集團應佔聯營公司的虧損超過其於該聯營公司的權益(包括實質上屬於本集團於聯營公司投資淨額一部分的任何長期權益)時，本集團不再額外確認應佔虧損。額外虧損僅於本集團有法定或推定責任或須代表該聯營公司支付款項時予以確認。

在被投資方成為一間聯營公司當日，於聯營公司之投資會採用權益法入賬。於收購聯營公司之投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

本集團評估是否存在任何客觀證據，證明於聯營公司的投資可能出現減值。倘存在任何客觀證據時，投資之全部賬面值(包括商譽)將視作單一資產並按香港會計準則第36號資產減值透過將其可收回金額(即使用價值與公允值減出售成本之較高者)與賬面值作比較以進行減值測試。任何已確認之減值虧損會成為投資賬面值的一部分。倘投資之可收回金額其後回升，減值虧損之任何撥回會按照香港會計準則第36號確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in Associates (Continued)

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Revenue from Contracts with Customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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 or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

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

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

4. 主要會計政策(續)

於聯營公司之投資(續)

當一個集團實體與本集團聯營公司交易時，與聯營公司交易產生之溢利及虧損將於本集團之綜合財務報表中確認，惟僅受與本集團無關之聯營公司之權益所規限。

客戶合約收入

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。

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。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from Contracts with Customers (Continued)

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Variable consideration

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

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

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

Consideration payable to a customer

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

4. 主要會計政策(續)

客戶合約收入(續)

與合約相關之合約資產及合約負債按淨額基準列賬。

可變代價

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

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

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

應付客戶代價

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 3)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of machinery and equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

4. 主要會計政策(續)

租賃

租賃的定義(根據附註3的過渡性應用香港財務報告準則第16號)

倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。

就首次應用當日或之後訂立或修訂之合約而言，本集團根據香港財務報告準則第16號項下的定義，於開始或修訂日期評估合約是否為租賃或包含租賃(如適用)。有關合約不會被重新評估，除非合約中之條款與條件隨後被改動。

本集團作為承租人(根據附註3的過渡性應用香港財務報告準則第16號)

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於自初始日期起租期為12個月或以下之辦公場所物業租賃。其亦適用於低價值資產租賃的確認。短期租賃的租賃付款和低價值資產的租賃在租賃期內按直線法確認為費用。

使用權資產

使用權資產成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初步直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定之狀況之過程中所產生的估計成本。

使用權資產按成本減任何累計折舊及減值虧損，並就任何重新計量租賃負債作出調整。使用權資產按直線基準於估計可使用年期與租期之間之較短者計提折舊。

本集團在綜合財務狀況表中將使用權資產列為單獨的項目。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees; and
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option;
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

4. 主要會計政策(續)

租賃(續)

本集團作為出租人(根據附註3的過渡性應用香港財務報告準則第16號)(續)
可退還的租賃押金

已支付的可退還租賃押金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬，並初步按公允值計量。初始確認時對公允值的調整被視為額外的租賃付款，並包括在使用權資產成本中。

租賃負債

租賃負債於租賃開始日，本集團按當時尚未支付的租賃付款額的現值確認併計量租賃負債。在計算租賃付款的現值時，如果租賃中隱含的利率難以確定，則本集團在租賃開始日使用增量借款利率。

租賃付款包括：

- 固定付款(包括實質上是固定之付款)減任何應收租賃優惠；
- 取決於一項指數或比率之可變租賃付款；
- 剩餘價值擔保下預期支付之金額；及
- 本集團可合理確定將予行使的購買選擇權之行使價；
- 倘租期反映本集團會行使終止選擇權，則為終止租賃而支付之罰款。

反映市場租金變動之可變租賃付款初步使用於開始日期之市場租金計量。不會視乎指數或比率而定之可變租賃付款並無計入租賃負債及使用權資產計量，並在觸發付款之事件或情況出現之期間確認為開支。

於開始日期後，租賃負債乃透過增計利息及租賃付款進行調整。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group as a lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

4. 主要會計政策(續)

租賃(續)

本集團作為出租人(根據附註3的過渡性應用香港財務報告準則第16號)(續)
租賃負債(續)

倘出現以下情況，本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權之評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。

租賃修改

倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 修改透過加入使用一項或以上相關資產之權利擴大租賃範圍；及
- 租賃代價增加，增加之金額相當於範圍擴大對應之單獨價格及為反映特定合約之實際情況而對該單獨價格進行之任何適當調整。

就未作為單獨租賃入賬之租賃修改而言，本集團按透過使用修改生效日期之經修訂貼現率貼現經修訂租賃付款之經修改租賃之租期重新計量租賃負債。

本集團作為承租人(於2019年1月1日前)

凡租賃之條款將擁有權之絕大部分風險及回報轉移至承租人之租賃分類為融資租賃。所有其他租賃均分類為經營租賃。

經營租賃付款(包括根據經營租賃所持土地的收購成本)按租期以直線法確認為開支。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign Currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Borrowing Costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Retirement Benefit Costs

Payments to state-managed defined contribution retirement benefit schemes/the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

4. 主要會計政策(續)

外幣

在編製各個別集團實體的財務報表時，以該實體的功能貨幣以外貨幣（外幣）結算的交易按交易當日的匯率確認。於呈報期結束時，以外幣定值的貨幣項目按該日的通行匯率重新換算。以公平值列賬並以外幣定值的非貨幣項目按釐定公平值當日的通行匯率重新換算。按歷史成本以外幣計量的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額於產生期間的損益確認。

借貸成本

所有其他借貸成本於產生期間在損益確認。

政府補助

政府補助於可合理確認本集團將遵守政府補助所附條件及將收取該補助時方會確認。

政府補助於本集團確認補助所擬定賠償的有關成本為支出的期間有系統地於損益確認。具體而言，主要條件為本集團須購買、建設或以其他方式收購非流動資產的政府補助於綜合財務狀況表確認為遞延收入並按系統及合理的基準於有關資產之可使用年期轉撥至損益。

退休福利成本

向國家管理界定供款退休金福利計劃／及強制性公積金計劃的付款於僱員提供服務而合資格享有供款時確認為開支。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Short-term and Other Long-term Employee Benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

4. 主要會計政策(續)

短期及其他長期僱員福利

短期僱員福利乃按僱員提供服務時預期將支付之未貼現福利金額確認。所有短期僱員福利均作為開支確認，惟其他香港財務報告準則規定或允許計入資產成本之福利除外。

僱員之應計福利(包括工資及薪金、年假及病假)乃於扣除已支付之金額後確認負債。

就其他長期員工福利確認的負債，按本集團預計在截至報告日期就員工提供的服務預計未來現金流出的現值計量。由於服務成本、利息和重新計量產生的負債賬面價值變動計入當期損益，除非另有香港財務報告準則要求或允許將其納入資產成本。

稅項

所得稅開支指現時應付稅項與遞延稅項總和。

現時應付稅項根據年內應課稅溢利計算。因收入或開支為其他年度應課稅或可扣稅之收入或開支項目，及毋須課稅及不可扣稅的項目，應課稅溢利與除稅前溢利存在差異。本集團即期稅項負債乃按呈報期結算日已頒佈或已實質頒佈的稅率計算。

遞延稅項根據綜合財務報表所列資產及負債賬面值與計算應課稅溢利所用相應稅基間的暫時差額確認。一般情況下，所有應納稅暫時性差異產生的遞延所得稅負債均予確認。遞延所得稅資產只在很可能取得能利用該可抵扣暫時性差異來抵扣的應納稅所得額的限度內予以確認一般所有應課稅暫。若於一項交易中，商譽或初步確認其他資產與負債所產生之暫時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產與負債。此外，倘暫時差額乃於初步確認商譽時產生，遞延稅項負債將不會確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purpose of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sales.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

4. 主要會計政策(續)

稅項(續)

遞延稅項負債就投資附屬公司相關的應課稅暫時差額確認，惟本集團可控制暫時差額撥回，且不大可能於可見將來撥回暫時差額則除外。有關該投資及權益之可扣稅暫時差額產生的遞延稅項資產，僅以有足夠應課稅溢利可抵銷暫時差額利益為限，且預期暫時差額於可見將來撥回時確認。

遞延稅項資產的賬面值於各呈報期結算日進行檢討，會一直扣減至不再有足夠應課稅溢利收回全部或部分資產為止。

遞延稅項資產及負債基於呈報期結算日已頒佈或實質頒佈的稅率(及税法)按清償負債或變現資產期間的預期適用稅率計量。

遞延稅項負債及資產的計量反映本集團預期於呈報期結算日收回或結算資產及負債賬面值的方式產生的稅務影響。

就計量遞延稅項而言，利用公平值模型計量的投資物業之賬面值乃假設通過銷售全數收回。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號所得稅規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, Plant and Equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than properties under construction less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The annual rates of depreciation are as follows:

Buildings	2% to 18%
Plants, machinery and equipment	6% to 33.3%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4. 主要會計政策(續)

稅項(續)

若存在以當期所得稅負債抵銷當期所得稅資產的法定權利，且遞延所得稅資產及負債與由同一稅務機關徵收的所得稅相關，遞延所得稅資產與遞延所得稅負債方可相互抵銷。

即期及遞延稅項於損益確認。倘即期稅項或遞延稅項因業務合併初步入賬產生，則稅務影響納入業務合併入賬。

物業、廠房及設備

物業、廠房及設備(包括生產或供應貨品或服務或管理用途的樓宇(下文所述在建工程除外))按成本減日後累計折舊及累計減值虧損(如有)於綜合財務狀況表入賬。

用作生產、供應或行政用途的在建物業按成本扣除任何已確認減值虧損後列賬。成本包括直接因資產移至所需地點及使用其狀態能夠以管理層預期方式運作之任何成本。該等資產於可隨時作擬定用途時按與其他物業資產相同的基準開始計提折舊。

資產(在建物業除外)的折舊乃於估計可使用年期內以直線法衝銷其成本減剩餘價值確認。於各呈報期結算日檢討估計可使用年期、剩餘價值及折舊方法，並按預期基準將估計的任何變動的影響入賬。折舊年化率如下：

樓宇	2%至18%
廠房、機器及設備	6%至33.3%

物業、廠房及設備的項目於出售或預計未來不會因繼續使用該資產而產生任何經濟利益時取消確認。物業、廠房及設備處置或報廢時產生的任何收益或虧損按資產的出售所得款項與賬面值間的差額計算，並於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses.

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets acquired in a business combination with indefinite useful lives are coined at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

4. 主要會計政策(續)

投資物業

投資物業是持有以賺取租金及／或為資本增值之物業。

投資物業包括任何直接歸屬開支初始以成本計量。初步確認後，投資物業以公平值計量。投資物業公平值變動產生的收益及虧損於其出現期間列入損益。

一項投資物業於出售或當該投資物業永久停止使用，及預計從出售中沒有未來經濟利益時終止確認。終止確認之物業所產生的任何收益或虧損(以出售所得款項淨額及資產賬面值之間的差異計算)於該物業終止確認期間列入損益。

無形資產

單獨取得的使用年期確定的無形資產，應按成本減去累計攤銷額和累計減值損失後的餘額列示。

業務合併中取得的並且與商譽分開確認的無形資產按其在購買日的公平值(即被視為該等無形資產的成本)進行初始確認。

攤銷額在無形資產的固定使用年期內按直線法確認。預計使用年期及攤銷方法會在每一報告期末進行覆核，並採用未來適用法對估計變更的影響進行核算。單獨取得的具無限使用年期確定的無形資產，應按成本減去累計攤銷額和累計減值損失後的餘額列示。

無形資產在處置時，或在使用或處置時預計不會產生經濟利益時，會進行核銷。無形資產在核銷時產生的利得或損失由計量處置所得款項的淨額和資產賬面價值的差額所得，該利得或損失計入資產核銷的當期損益。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on Property, Plant and Equipment, Right-of-use Assets and Intangible Assets other than Goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units.

4. 主要會計政策(續)

物業、廠房及設備、使用權資產及無形資產的減值(除商譽外)

在報告期末，本集團覆核其使用壽命有限的物業、廠房及設備、使用權資產和無形資產的賬面價值以確定是否存在任何跡象顯示這些資產已發生減值損失。如果存在此類跡象，則會對資產的可收回金額作出估計，以確定減值損失的程度(如有)。具備無限可使用年期之無形資產最少每年及當有跡象顯示可能出現減值時進行減值測試。

單獨估計物業、廠房及設備、使用權資產和無形資產的可收回金額。如果無法估計單個資產的可收回金額，本集團會估計該資產所屬的現金產生單位的可收回金額。

此外，本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，於可識別合理一致的分配基準時，公司資產亦會分配至個別現金產生單位，否則有關資產會分配至可識別合理一致分配基準的現金產生單位最小組別。

可收回金額是指公平值減去銷售成本後的餘額和使用價值兩者中的較高者。在評估使用價值時，預計未來現金流量會採用稅前折現率折現為現值，該稅前折現率反映對貨幣時間價值的當前市場評價及該資產(或現金產生單位)未針對該風險調整估計未來現金流量的特有的風險。

如果資產(或現金產生單位)的可收回金額估計低於其賬面金額，則將該資產(或現金產生單位)的賬面金額減至其可收回金額。當公司資產或部分公司資產不能按合理及一致基準分配至現金產生單位時，本集團會比較一組現金產生單位的賬面金額(包括分配至該組現金產生單位的公司資產或部分公司資產的賬面金額)與該組現金產生單位的可收回金額。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Financial Instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4. 主要會計政策(續)

存貨

存貨是以存貨成本和可變現淨值兩者中的較低者列賬。存貨成本採用加權平均法計量。可變現淨值是以日常業務過程中的估計售價減去完成生產及銷售所需的估計成本後所得數額。

金融工具

金融資產和金融負債當實體成為金融工具合同條款的訂約方時予以確定。所有常規方式購買或出售的金融資產應以交易日為基礎進行確認和終止確認。常規方式購買或出售是指按照法規或市場慣例所確立的時間安排來交付資產的金融資產的購買或出售。

除與客戶簽訂的合同產生的貿易應收款項按照香港財務報告準則第15條進行計量外，金融資產和金融負債以公平值進行初始計量。被歸入收購或發行金融資產和金融負債的直接應佔的交易費用於初始確認時計入金融資產或金融負債的公平值，或從中扣除。

實際利率法是計算金融資產或金融負債攤銷成本以及在相關期間內分配利息收支的一種方法。實際利率是指將金融工具在預計存續期或更短期間內(如適當)的估計未來現金收款額(包括支付或收取的構成實際利率組成部分的所有費用和貼息、交易費用以及其他溢價或折價)折現為該工具初始確認時賬面淨額所使用的利率。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

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

All other financial assets are subsequently measured at fair value through profit or loss.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in other comprehensive income and accumulated under the heading of FVTOCI reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to other comprehensive income without reducing the carrying amounts of these debt instruments. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

4. 主要會計政策(續)

金融工具(續)

金融資產

金融資產之分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

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

符合下列條件的金融資產其後按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量：

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

所有其他金融資產其後按公平值計入損益計量。

攤銷成本及利息收入

後續以攤銷成本計量的金融資產的利息收入採用實際利率法計量。利息收入應根據金融資產的賬面總額乘以實際利率法來計算。

分類為按公平值計入其他全面收入的債務工具

分類為按公平值計入其他全面收入的債務工具的賬面值因使用實際利率法計算利息收入的其後變動及外匯收益及損失於損益確認。該債務工具賬面值的所有其他變動於其他全面收入確認，並於權益變動下累計。減值準備於損益中確認，並對其他全面收益作出相應調整，而不減少該債務工具的賬面值。終止確認該等債務工具時，之前於其他全面收入確認的累計收益或虧損將重新分類至損益。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including accounts receivables, other receivables, due from related parties, debt instrument at FVTOCI, pledged bank deposits and bank balances) which are subject to impairment under HKFRS 9. 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.

Significant increase in credit risk

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

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

金融資產之減值

本集團對根據國際財務報告準則第9號須進行減值金融資產(包括應收賬款、其他應收款項、應收關連方款項、按公平值計入其他全面收入的債務工具、抵押存款以及銀行結餘)使用預期信用損失(「預期信用損失」)模型進行減值評估。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。

信貸風險大幅增加

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Significant increase in credit risk (Continued)

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

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

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

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

信貸風險大幅增加(續)

特別是，在評估信用風險是否顯著增加時，會考慮以下資料：

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

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

本集團定期監控用以識別信用風險有否顯著增加的標準之效益，且修訂標準(如適當)來確保標準能在金額逾期前識別信用風險顯著增加。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

信用減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時維持信用減值。金融資產維持信用減值的證據包括有關下列事件的可觀察數據：

- 發行人或借款人的重大財困；
- 違反合約(如違約或逾期事件)；
- 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- 借款人將可能陷入破產或其他財務重組；或
- 因財務困難導致金融資產無法在活躍市場繼續交易。

撇銷政策

資料顯示對手方處於嚴重財困及無實際收回可能時(例如對手方被清盤或已進入破產程序時)，本集團則撇銷金融資產。經考慮法律意見後(倘合適)，遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL effects on unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the basis:

- Nature of financial instruments;
- Ageing;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount with exception of accounts receivables, other receivables and due from related parties where the corresponding adjustment is recognised through a loss allowance account.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

預期信用損失之計量及確認

預期信用損失之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。預期信用損失的預估乃無偏概率加權平均金額，以各自發生違約的風險為權重確定。

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

倘預期信用損失按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具的性質；
- 賬齡；
- 債務人的性質、規模及行業；及
- 外部信用評級(倘有)。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入根據金融資產的賬面總額計算，但金融資產發生信用減值的情況除外，此時利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益中確認減值損益，惟應收賬款、其他應收款項及應收關聯方款項除外，相應調整透過虧損撥備賬確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liability and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liability

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including accounts and bills payables, other payables and accruals, borrowings and amounts due to related parties are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when and only when the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid or payable is recognised in profit and loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產終止確認

僅於獲取金融資產所產生的現金流量的合同權利到期，或者將金融資產及該資產所有權上幾乎所有的風險及報酬轉讓給另一主體的情況下，本集團才終止確認金融資產。

以攤銷成本計量的金融資產終止確認時，將資產的賬面價值及已收和應收對價之和的差額計入當期損益。

金融負債及權益

分類為債務或收益

分類為債務或權益債務工具和權益工具會根據合同安排的實質以及金融負債和權益工具的定義分類為金融負債或權益。

權益工具

權益工具是指證明主體扣除所有負債後的資產的剩餘利益的合同。由本公司發行的權益工具以取得的收入扣除直接發行成本後的金額確認。

金融負債

所有金融負債其後使用實際利率法按攤銷成本計量。

按攤銷成本列賬之金融負債

金融負債包括應付賬款及應付票據、其他應付款項及應計負債、借款及欠關聯方款項其後使用實際利率法按攤銷成本計量。

終止確認金融負債

僅在本集團的義務已經履行、解除或到期時，本集團才終止確認金融負債。終止確認的金融負債的賬面金額與所支付或應支付的對價之間的差額會計入損益。

抵銷金融資產及金融負債

當且僅當本集團現時擁有合法可強制執行權利抵銷有關已確認金額，而且有意以淨額方式結算，或同時變現資產及清償負債時，方會將財務資產與財務負債相互抵銷，並將抵銷後之淨額於財務狀況表中呈列。

5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment assessment of franchise rights and goodwill

The Group determines whether goodwill and franchise rights with indefinite useful life is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which goodwill and the franchise rights with indefinite useful life is allocated. Estimating the value in use requires the Group to make an estimate of the budgeted gross margins from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill and franchise rights with indefinite useful life at 31 December 2019 was RMB3,506,274,000 (2018: RMB3,506,274,000). More details are given in note 20 to the consolidated financial statements.

5. 關鍵會計判斷和估計不確定性的關鍵來源

在採用附註4所述的本集團會計政策時，本公司董事必須對從其他來源並不易得出的資產及負債的賬面金額作出判斷、估計和假設。估計和相關假設是基於以往經驗及其他被視為相關的因素而作出的，而實際結果可能與此類估計存在差異。

本集團會持續地對上述估計和相關假設進行覆核。如果會計估計的變更僅對變更的當期構成影響，則在變更的當期予以確認，或者如果變更對當期和未來期間均構成影響，則同時在變更的當期和未來期間內予以確認。

估計不明朗因素之主要來源

以下為存在重大風險之未來主要假設及於報告期末存在的其他主要估計不明朗原因，極可能會導致須對下一個財政年度資產及負債賬面值作出重大調整。

特許經營權及商譽減值

本集團至少每年釐定商譽及具無限定可使用年期之特許經營權有否出現減值。有關釐定需估計商譽及具無限定可使用年期之特許經營權所獲分配至之現金產生單位之使用價值。就估計使用價值而言，本集團需估計現金產生單位的預計增長率及挑選合適貼現率以計算該等現金流量之現值。於2019年12月31日，商譽及具無限定可使用年期之特許經營權之賬面值為人民幣3,506,274,000元(2018年：人民幣3,506,274,000元)。更多詳情載於綜合財務報表附註20。

6. REVENUE

Disaggregation of revenue from contracts with customers

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Types of goods	商品類型		
Sparkling drinks	汽水	12,621,050	11,427,782
Juices	果汁	2,269,742	2,255,625
Water	水品類	1,507,733	1,319,519
Others	其他	773,502	645,125
Total	總計	17,172,027	15,648,051
Timing of revenue recognition	確認收入的時間		
A point in time	某個時間點	17,172,027	15,648,051

The Group sells sparkling and still beverage products to its customers, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the customer's specific location. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility on selling the goods and bears the risks of obsolescence and loss in relation to the goods. Payment in advance or payment on delivery is typically required from customers, except for certain customers granted with credit term ranging from 7 to 90 days upon delivery.

All of the Group's contracts for sale of goods are for periods of one year or less, as permitted under HKFRS 15, the transaction price allocated to unsatisfied contracts is not disclosed.

6. 收入

客戶合約收入分類

本集團向其客戶銷售汽水及不含汽飲料產品，收入於商品控制權轉讓時確認，即商品交付至客戶指定地點時。於交付後，客戶可全權酌情決定分銷方式及商品售價，並承擔轉售商品之主要責任及商品報廢及損失之風險。除已獲授發貨後介乎7至90日信貸期的若干客戶外，一般要求預付貨款或貨到付款。

所有本集團的商品銷售合約均在一年或更短時間內完成，香港財務報告準則第15號允許被分配至尚未履行合約的交易價款不作披露。

7. OPERATING SEGMENT

The Group's revenue and consolidated results are mainly derived from processing, bottling and distribution of sparkling and still beverages, which is regarded as a single operating segment in a manner consistent with the nature of the products and production process, the types of customers for their products, the methods used to distribute their products, and the nature of the regulatory environment. Accordingly, no segment information is presented.

Geographical information

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

Information about major customers

During the current year, there was no revenue derived from a single customer which accounted for 10% or more of the Group's revenue (2018: Nil).

7. 經營分部

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，該分部被視為單一經營分部，呈報方式與產品性質及產品加工、根據產品劃分的客戶類型、用於分銷產品的方式及監管環境性質一致。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。

主要客戶資料

在本年度，並無來自單一客戶之收入佔本集團收入的10%或以上(2018年：無)。

8. OTHER INCOME AND GAINS

An analysis of other income and gains from the continuing operation is as follows:

8. 其他收入及收益

持續經營業務的其他收入及收益分析如下：

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Other income	其他收入		
Government grants (note 1)	政府補助(附註1)	79,790	93,501
Sale of by-products and scrap items	銷售副產品及廢料項目	23,064	23,831
Processing services	加工服務	22,032	23,286
Bank interest income	銀行利息收入	5,100	5,023
Compensation income (note 2)	補償收入(附註2)	—	52,933
Others	其他	23,652	25,710
		153,638	224,284
Gains	收益		
Gain on disposal of right-of-use assets and property, plant and equipment (note 3)	出售使用權資產及物業、廠房及設備收益(附註3)	75,194	4,353
		228,832	228,637

Note 1: Various government grants were granted for investments in certain provinces in Mainland China in which the Company's subsidiaries operate. Government grants for which related expenditure has not yet been undertaken are included in deferred income (non-current portion) and other payables and accruals (current portion) in the consolidated statement of financial position, respectively. There are no unfulfilled conditions or contingencies relating to these grants.

附註1：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辦支出已分別包括在綜合財務狀況表中的遞延收入(非即期部份)及其他應付款項及應計負債(即期部份)內。該等補助並無任何尚未符合之條件或有事項。

Note 2: Compensation income in 2018 represents amount received from the holding company of non-controlling shareholder of the Company for system related expenses incurred.

附註2：2018年補償收入指就系統產生的相關支出收取本公司非控股股東之控股公司的款項。

Note 3: During the year, COFCO Coca-Cola Huazhong Beverages Limited disposed of its right-of-use assets and property, plant and equipment in relation to its old factory at a gain of RMB63,686,000.

附註3：於本年度，中糧可口可樂華中飲料有限公司出售有關其舊工廠的使用權資產及物業、廠房及設備，收益為人民幣63,686,000元。

9. FINANCE COSTS

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Interest on bank loans	銀行貸款之利息	50,823	74,835
Interest on lease liabilities	租賃負債之利息	2,800	—
Other	其他	3	—
		53,626	74,835

9. 融資成本

10. INCOME TAX EXPENSE

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Current tax	即期稅項		
PRC enterprise income tax	中國企業所得稅	190,831	213,295
Under/(over) provision in prior years	過往年度撥備不足/ (超額撥備)		
PRC enterprise income tax	中國企業所得稅	3,595	(1,083)
Deferred tax	遞延稅項		
Current year	當前年度	42,347	(50,422)
		236,773	161,790

10. 所得稅開支

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HKD2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Accordingly, the Hong Kong profits tax is calculated at 8.25% on the first HKD2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HKD2 million.

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)引入利得稅兩級制。該條例草案於2018年3月28日簽署成為法律，並於次日刊登憲報。根據利得稅兩級制，合資格集團實體首2百萬港元溢利將按8.25%的稅率繳稅，而超過2百萬港元的溢利將按16.5%的稅率繳稅。不符合兩級制利得稅資格的集團實體的溢利將繼續按16.5%之劃一稅率徵收稅項。

董事認為，實施利得稅兩級制所涉及之金額與綜合財務報表並無重大關係。因此，首2百萬港元之估計應課稅溢利按8.25%計算香港利得稅，而2百萬港元以上之估計應課稅溢利則按16.5%計算香港利得稅。

10. INCOME TAX EXPENSE (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

Pursuant to the approvals issued by the State Administration of Taxation of the PRC in 2013, the Company and certain of its subsidiaries are regarded as Chinese Resident Enterprises (collectively the "CREs") and relevant enterprise income tax policies of the PRC are applicable to the CREs commencing from 1 January 2013.

The tax charge for the year can be reconciled to the profit before tax per consolidate statement of profit or loss as follows:

10. 所得稅開支(續)

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司適用中國企業所得稅率兩年均為25%。

從其他地區賺取應課稅溢利則按照本集團經營業務所在司法管轄區所奉行之現行稅率計算稅項。

根據2013年中國國家稅務總局發出之批文，本公司及若干附屬公司被視為中國居民企業(統稱「中國居民企業」)，中國相關企業所得稅政策由2013年1月1日起適用於中國居民企業。

本年稅項支出可與綜合損益報表中除稅前溢利調節一致，如下所示：

		Year ended 31/12/2019 截至2019年12月31日止年度		Year ended 31/12/2018 截至2018年12月31日止年度	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Profit before tax	除稅前溢利	1,012,609		738,155	
Tax at the statutory tax rates	按法定稅率計算之稅項	253,152	25.0	184,539	25.0
Income tax at concessionary rate	按優惠稅率計算之所得稅	—	—	(4,346)	(0.6)
Tax effect of share of profits of associates	分佔聯營公司溢利之稅務影響	(10,258)	(1.0)	(11,042)	(1.5)
Tax effect of income not taxable for tax purpose	毋須課稅收益之稅務影響	(13,448)	(1.3)	(14,656)	(2.0)
Tax effect of expenses not deductible for tax purpose	不可扣稅費用之稅務影響	2,095	0.2	1,821	0.2
Under/(over) provision in respect of prior year	過往年度撥備不足／(超額撥備)	3,595	0.4	(1,083)	(0.1)
Adjustments of deferred tax of previous periods	過往期間遞延稅項之調整	—	—	11,161	1.5
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(3,746)	(0.4)	(6,345)	(0.9)
Tax losses not recognised	未確認稅損	5,383	0.5	1,741	0.2
Income tax expenses and effective tax rate for the year	本年度所得稅支出及實際稅率	236,773	23.4	161,790	21.8

The share of tax attributable to associates amounting to RMB10,258,000 (2018: RMB11,042,000) is included in "Share of profits of associates" in the consolidated statement of profit or loss.

聯營公司應佔稅項人民幣10,258,000元(2018年：人民幣11,042,000元)，乃計入綜合損益報表中「應佔聯營公司溢利」。

11. PROFIT FOR THE YEAR

11. 年內溢利

Profit for the year has been arrived at after charging/(crediting):

年內溢利乃經扣除／(計入)以下各項後達致：

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
(a) Cost of sales	(a) 銷售成本		
Cost of inventories sold	售出存貨成本	10,866,176	10,082,052
Provision against inventories	存貨撥備	31,878	24,688
		10,898,054	10,106,740
(b) Other items	(b) 其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	399,204	414,843
Depreciation of right-of-use assets	使用權資產折舊	39,697	—
Amortisation of prepaid lease payments	預付土地租賃款項攤銷	—	15,121
Total depreciation and amortisation	折舊及攤銷總額	438,901	429,964
Capitalised in inventories	存貨資本化	(22,898)	(25,240)
		416,003	404,724
Employee benefit expense, including directors' and chief executive's remuneration	僱員福利開支(包括董事及最高行政人員薪酬)		
Wages and salaries	工資及薪金	1,938,730	1,652,192
Pension schemes contributions	退休計劃供款	243,514	230,423
Total	總計	2,182,244	1,882,615
Auditor's remuneration	核數師薪酬	2,342	1,887
Impairment of property, plant and equipment	物業、廠房及設備減值	46,515	38,181
Impairment of receivables	應收款項減值	2,440	2,568

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remunerations for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

(a) Executive Directors

		Ms. Luan Xiuju 樂秀菊女士 RMB'000 人民幣千元	Mr. Shen Peng 沈芃先生 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2019	2019年			
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,574	785	2,359
Discretionary bonuses	酌情花紅	1,636	486	2,122
Pension schemes contributions	退休計劃供款	477	269	746
		3,687	1,540	5,227
2018	2018年			
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,559	550	2,109
Discretionary bonuses	酌情花紅	1,706	570	2,276
Pension schemes contributions	退休計劃供款	125	125	250
		3,390	1,245	4,635

The executive director's emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

根據適用上市規則及公司條例披露之本年度董事及高級行政人員酬金載列如下：

(a) 執行董事

上述執行董事酬金為彼等管理本公司及本集團事務有關的服務支付之酬金。

(b) Non-Executive Directors

		Mr. Chen Lang ¹ 陳朗先生 ¹ RMB'000 人民幣千元	Mr. Yu Xubo ² 于旭波先生 ² RMB'000 人民幣千元	Mr. Ma Jianping ³ 馬建平先生 ³ RMB'000 人民幣千元	Mr. Qin Yelong 覃業龍先生 RMB'000 人民幣千元	Ms. Xiao Jianping 肖建平女士 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2019	2019年	-	-	-	-	-	-
2018	2018年	-	-	-	-	-	-

¹ Mr. Chen Lang was appointed as a non-executive director of the Company with effect from 26 April 2019.

² Mr. Yu Xubo was appointed as a non-executive director of the Company with effect from 4 January 2019, and resigned as a non-executive director of the Company with effect from 26 April 2019.

³ Mr. Ma Jianping resigned as a non-executive director of the Company with effect from 4 January 2019.

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

¹ 陳朗先生獲委任為本公司非執行董事，自2019年4月26日起生效。

² 于旭波先生獲委任為本公司非執行董事，自2019年1月4日起生效，並辭任本公司非執行董事，自2019年4月26日起生效。

³ 馬建平先生辭任本公司非執行董事，自2019年1月4日起生效。

上述非執行董事酬金為彼等作為本公司或其附屬公司董事提供服務而支付之酬金。

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)**12. 董事及高級行政人員酬金(續)****(c) Independent Non-executive Directors****(c) 獨立非執行董事**

The fees paid to independent non-executive directors during the year were as follows:

於年內已付獨立非執行董事之袍金載列如下：

		Mr. Stephen Edward Clark 祈立德先生 RMB'000 人民幣千元	Mr. Li Hung Kwan, Alfred 李鴻鈞先生 RMB'000 人民幣千元	Mr. Mok Wai Bun, Ben 莫衛斌先生 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2019	2019年				
Fees	袍金	365	365	365	1,095
2018	2018年				
Fees	袍金	320	320	320	960

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

上述獨立非執行董事酬金為彼等作為本公司董事提供服務而支付之酬金。

There was no arrangement under which a director or the chief executive waives or agreed to waive any remuneration during the year. There was no compensation for the loss of office as a director in connection with the management of the affairs of any member of the Group.

於本年度，概無董事或主要行政人員放棄或同意放棄任何酬金的安排。概無董事因管理本集團任何成員公司事務不再為董事而獲得補償。

Certain executive directors of the Company are entitled to bonus payments which are determined in relation to revenue growth, profit, market share, and quality measures.

本公司若干執行董事有權收取花紅，該等花紅乃根據收益增長、溢利、市場份額及質量措施釐定。

13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included one director (2018: two), details of whose remuneration are set out in note 12 above. Details of the remuneration for the year of the remaining four (2018: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,136	4,602
Discretionary bonuses	酌情花紅	4,082	3,392
Pension scheme contributions	退休計劃供款	1,677	306
		11,895	8,300

The number of the highest paid employees who are not the Directors whose remuneration fell within the following bands is as follows:

13. 五名最高薪酬之僱員

年內本集團五名最高薪酬之僱員，包括一名董事(2018年：兩名)，其酬金詳情載於上文附註12。年內，其餘四名(2018年：三名)最高薪酬之非本公司董事或首席執行官僱員之年度酬金載列如下：

最高薪酬僱員(非董事)之薪酬介於下列組別之人數如下：

		2019 2019年 No. of employees 僱員數目	2018 2018年 No. of employees 僱員數目
HKD3,000,000 to HKD3,500,000	3,000,000港元至3,500,000港元	2	3
HKD3,500,001 to HKD4,000,000	3,500,001港元至4,000,000港元	2	—
		4	3

For the year ended 31 December 2019 截至2019年12月31日止年度

14. DIVIDENDS

14. 股息

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Dividends for ordinary shareholders of the Company recognised as distribution during the year	本年度確認為分派的本公司普通股股東之股息		
2018 final – HK3.9 cents (2018: final dividend of HK2.4 cents in respect of the year ended 31 December 2017) per ordinary share	2018年末期－每股普通股3.9港仙(2018年：有關截至2017年12月31日止年度末期股息2.4港仙)	96,234	58,452

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2019 of HKD4.8 cents (2018: HKD3.9 cents) per ordinary share, in an aggregate amount of HKD134,267,000, equivalent to RMB123,078,000 (2018: HKD109,092,000, equivalent to RMB96,234,000), has been proposed by the Directors and is subject to approval by the shareholders in the forthcoming general meeting.

於報告期末後，董事已建議派發有關截至2019年12月31日止年度之末期股息每股普通股4.8港仙(2018年：3.9港仙)，總金額為134,267,000港元，相當於人民幣123,078,000元(2018年：109,092,000港元(相當於人民幣96,234,000元)且待於即將舉行股東大會上獲股東批准。

15. EARNINGS PER SHARE

15. 每股盈利

The calculation of basic earnings per share attributable to the owners of the Company is based on the following data:

本公司擁有人應佔每股基本盈利之計算乃基於以下數據：

Earnings figures are calculated as follows:

盈利數據乃按以下各項計算：

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	417,789	320,858
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	就計算每股基本盈利之普通股加權平均數	2,797,223,396	2,797,223,396

No diluted earnings per share for both 2019 and 2018 were presented as there are no potential ordinary shares in issue for both 2019 and 2018.

由於2019年及2018年並無已發行潛在普通股，故於2019年及2018年並無呈列每股股份攤薄盈利。

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Plant, machinery and equipment 廠房、機械 及設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本				
At 1 January 2018	於2018年1月1日	2,207,777	4,342,318	50,799	6,600,894
Additions	添置	77,930	240,185	371,453	689,568
Disposals	出售	(23,599)	(322,351)	–	(345,950)
Reclassification	重新分類	194,457	40,824	(235,281)	–
At 31 December 2018	於2018年12月31日	2,456,565	4,300,976	186,971	6,944,512
Additions	添置	23,246	424,199	254,114	701,559
Disposals	出售	(72,582)	(508,802)	–	(581,384)
Reclassification	重新分類	75,156	216,200	(291,356)	–
At 31 December 2019	於2019年12月31日	2,482,385	4,432,573	149,729	7,064,687
DEPRECIATION AND IMPAIRMENT	折舊及減值				
At 1 January 2018	於2018年1月1日	509,626	1,433,231	–	1,942,857
Provided for the year	年內撥備	93,951	320,892	–	414,843
Impairment loss recognised in profit or loss	於損益確認的減值虧損	4,468	33,713	–	38,181
Eliminated on disposals	於出售時核銷	(21,980)	(315,923)	–	(337,903)
At 31 December 2018	於2018年12月31日	586,065	1,471,913	–	2,057,978
Provided for the year	年內撥備	87,198	312,006	–	399,204
Impairment loss recognised in profit or loss	於損益確認的減值虧損	1,602	44,913	–	46,515
Eliminated on disposals	於出售時核銷	(46,042)	(455,649)	–	(501,691)
At 31 December 2019	於2019年12月31日	628,823	1,373,183	–	2,002,006
CARRYING VALUES	賬面值				
At 31 December 2019	於2019年12月31日	1,853,562	3,059,390	149,729	5,062,681
At 31 December 2018	於2018年12月31日	1,870,500	2,829,063	186,971	4,886,534

An impairment of RMB46,515,000 (2018: RMB38,181,000) was recognised for certain property, plant and equipment with an aggregate carrying amount of RMB46,515,000 (2018: RMB38,181,000) during the year because those property, plant and equipment had been dormant and/or obsolete.

At 31 December 2019, certificates of ownership of all buildings of the Group in Mainland China had been issued by the relevant PRC authorities. At 31 December 2018, certificates of ownership of building of the Group in Mainland China with an aggregate net carrying amount of RMB276,738,000 had not been issued by the relevant PRC authorities.

因本年內若干物業、廠房及設備已經閒置及／或廢棄，故賬面值合計為人民幣46,515,000元（2018年：人民幣38,181,000元）的該等物業、廠房及設備確認人民幣46,515,000元（2018年：人民幣38,181,000元）的減值。

於2019年12月31日，本集團於中國內地的所有樓宇已獲相關中國機關發出所有權證。於2018年12月31日，賬面淨值合共人民幣276,738,000元的若干樓宇尚未獲相關中國機關發出所有權證。

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Leasehold land 租賃土地 RMB'000 人民幣千元	Leased property 租賃物業 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日					
Carrying amount	賬面值	544,566	34,677	20,011	3,496	602,750
As at 31 December 2019	於2019年12月31日					
Carrying amount	賬面值	526,287	77,354	16,809	1,643	622,093
Depreciation charge for the year ended 31 December 2019	截至2019年12月31日止年度折舊支出	15,105	19,537	3,202	1,853	39,697
Expense relating to short-term leases	有關短期租賃的開支					70,211
Expense relating to leases of low-value assets	有關租賃低價值資產的開支					18
Total cash outflow for leases	租賃現金流出總額					98,238
Additions to right-of-use assets	添置使用權資產					62,214

For both years, the Group leases various warehouses and equipment for its operations. Lease contracts are entered into for fixed term of 6 months to 10 years, but may have extension and termination options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests.

The Group has obtained the land use right certificates for all leasehold lands.

兩年期間，本集團就其營運租賃多個倉庫及設備。租賃合約固定為期六個月至十年，惟可選擇延期及終止。租賃條款乃按個別基準磋商，並包含廣泛的不同條款及條件。於釐定租賃期及評估不可撤銷期間的期限時，本集團應用合約的定義，並釐定合約可強制執行的期間。

此外，本集團擁有幾處主要以生產設施為主的工業建築和辦公樓。本集團為該等物業權益（包括相關租賃土地）的註冊擁有人。一次性支付全部款項，以獲取這些財產權益。

本集團已取得所有租賃土地的土地使用權證。

18. PREPAID LEASE PAYMENTS

18. 預付土地租賃款項

		2018 2018年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	559,687
Provided for the year	年內撥備	(15,121)
Carrying amount at 31 December	於12月31日之賬面值	544,566
Current asset included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之流動資產	15,121
Non-current asset	非流動資產	529,445
		544,566

19. INVESTMENT PROPERTIES

19. 投資物業

		RMB'000 人民幣千元
FAIR VALUE	公平值	
At 1 January 2018 and 31 December 2018	於2018年1月1日及12月31日	20,100
Transfers to property, plant and equipment	轉撥至物業、廠房及設備	(20,100)
At 31 December 2019	於2019年12月31日	—

In 2018, the Group's investment properties consist of one commercial property in Mainland China, the Directors have determined the investment property are commercial property based on the nature, characteristics and risks of the property. The fair value of the property as at 31 December 2018 has been arrived at on the basis of a valuation carried out on the respective dates by Savills Valuation and Professional Services Limited, independent qualified professional valuers not connected to the Group.

During the year ended 31 December 2019, the property has been transferred to property, plant and equipment as the Group has occupied the property during the year for its own operation use.

於2018年，本集團的投資物業包括一項位於中國內地的商業物業，董事根據該物業的性質、特徵及風險釐定該投資物業為商業物業。該物業於2018年12月31日的公平值乃根據與本集團並無關連的獨立合資格專業估值師第一太平戴維斯估值及專業顧問有限公司於各日期進行的估值釐定。

截至2019年12月31日止年度，由於本集團於年內佔用該物業作自用，該物業已轉撥至物業、廠房及設備。

19. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

		Level 3	Fair value as at 31/12/2018
		第3級	於2018年12月31日之公平值
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Investment properties	投資物業	20,100	20,100

19. 投資物業(續)

公平值層級

於報告期末，本集團的投資物業詳情及有關公允值層級的資料如下：

20. INTANGIBLE ASSETS

20. 無形資產

		Goodwill 商譽 RMB'000 人民幣千元	Franchise rights 特許經營權 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本				
At 1 January and 31 December 2018	於2018年1月1日及12月31日	1,846,799	1,659,475	–	3,506,274
Additions	添置	–	–	2,324	2,324
At 31 December 2019	於2019年12月31日	1,846,799	1,659,475	2,324	3,508,598
AMORTISATION	攤銷				
At 1 January and 31 December 2018	於2018年1月1日及12月31日	–	–	–	–
Charge for the year	年內支出	–	–	286	286
At 31 December 2019	於2019年12月31日	–	–	286	286
CARRYING AMOUNT	賬面值				
At 31 December 2019	於2019年12月31日	1,846,799	1,659,475	2,038	3,508,312
At 31 December 2018	於2018年12月31日	1,846,799	1,659,475	–	3,506,274

20. INTANGIBLE ASSETS (Continued)

The franchise right related to the Group's bottling and distribution rights in certain regions in Mainland China acquired in prior years' business combinations. The amounts of franchise rights represented their fair value at the respective acquisition dates, which have been arrived at on the basis of a valuation carried out by an independent qualified professional valuer.

The franchise rights have been assigned indefinite useful lives as the Group believes those franchise rights will continue to be renewed at each expiration date.

Impairment Testing of Goodwill and Franchise Rights with Indefinite Useful Lives

Goodwill and franchise rights with indefinite useful lives acquired through business combinations is allocated to the beverage cash-generating unit for impairment testing.

The recoverable amount of the cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections was 11% (2018: 11%) and cash flows beyond the five-year period are extrapolated using a growth rate of 3% (2018: 3%).

Assumptions were used in the value in use calculation of the cash-generating unit for 31 December 2019 and 2018. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing:

Budgeted gross margins-The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year.

Discount rates-The discount rates used are before tax and reflect specific risks relating to the relevant units.

20. 無形資產(續)

特許經營權與本集團於過往年度業務合併中在中國大陸某些地區的裝瓶及分銷權有關。特許經營權的金額代表其在各個收購日的公平值，該等資料價格乃根據合資格獨立專業估值師進行估值所得出。

特許經營權已被指定具有無限可使用年期，乃由於本集團相信該特許經營權將繼續於各到期日續新。

商譽及具有無限可使用年期之特許經營權減值測試

於業務合併收購之商譽及具有無限可使用年期特許經營權被分配至飲料現金產生單位作減值測試。

上述各現金產生單位之可收回款額，乃根據使用價值釐定。使用價值則按照高級管理層批准涵蓋五年期間財政預算下運用現金流量預算計算。現金流量預算所應用之貼現率為11% (2018年：11%)，而超過五年期間的現金流乃按3% (2018年：3%)之增長率予以推測。

於2019年及2018年12月31日，在計算現金產生單位之使用價值時，已應用若干假設。以下載述管理層設定現金流量預算所依據之每一關鍵假設，以進行減值測試：

預算毛利率—用作釐定預算毛利率所指定價值之基準，為緊接預算年度前之年度取得之平均毛利率。

貼現率—所使用貼現率為計算稅項前，並反映相關單位所涉及之特定風險。

21. INTERESTS IN ASSOCIATES

21. 於聯營公司之權益

		31/12/2019 2019年12月31日 RMB'000 人民幣千元	31/12/2018 2018年12月31日 RMB'000 人民幣千元
Interests in associates	於聯營公司之權益	769,810	742,028

The amounts due from and to associates included in current assets and current liabilities of RMB13,749,000 (2018: RMB19,743,000) and RMB157,250,000 (2018: RMB163,330,000), respectively, are unsecured, interest-free and are repayable on demand.

計入流動資產及流動負債之聯營公司欠款及欠聯營公司款項分別為人民幣13,749,000元(2018年：人民幣19,743,000元)及人民幣157,250,000元(2018年：人民幣163,330,000元)，均為無擔保、免息及按要求償還。

Details of each of the Group's associates at the end of the reporting period are as follows:

報告期末本集團各聯營公司之詳情載列如下：

Name of entity 實體名稱	Country of incorporation/ registration 成立／註冊 成立國家	Proportion of ownership interest/voting rights held by the Group 本集團所持所有權／投票股 百分比		Principal activities 主要活動
		2019 2019年 (note) (附註)	2018 2018年 (note) (附註)	
Coca-Cola Bottlers Manufacturing Holdings Limited	Hong Kong 香港	13.7%	13.7%	Investment holdings 投資控股
Coca-Cola Bottlers Manufacturing (Dongguan) Company Limited 可口可樂裝瓶商生產(東莞)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Wuhan) Company Limited 可口可樂裝瓶商生產(武漢)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Foshan) Company Limited 可口可樂裝瓶商生產(佛山)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Hangzhou) Company Limited 可口可樂裝瓶商生產(杭州)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Suzhou) Company Limited 可口可樂裝瓶商生產(蘇州)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Jinan) Company Limited 可口可樂裝瓶商生產(濟南)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷

21. INTERESTS IN ASSOCIATES (Continued)

21. 於聯營公司之權益(續)

Name of entity 實體名稱	Country of incorporation/ registration 成立/註冊 成立國家	Proportion of ownership interest/voting rights held by the Group 本集團所持所有權/投票股 百分比		Principal activities 主要活動
		2019 2019年 (note) (附註)	2018 2018年 (note) (附註)	
Coca-Cola Bottlers Manufacturing (Shijiazhuang) Company Limited 可口可樂裝瓶商生產(石家莊)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Management Service (Shanghai) Company Limited 可口可樂裝瓶商管理服務(上海)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Nanning) Company Limited 可口可樂裝瓶商生產(南寧)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
Coca-Cola Bottlers Manufacturing (Yingkou) Company Limited 可口可樂裝瓶商生產(營口)有限公司	PRC 中國	13.7%	13.7%	Beverage bottling production, sale and distribution 飲料瓶生產、銷售及分銷
CBPC Limited	Hong Kong 香港	21.7%	21.7%	Price negotiate service 洽談價格服務

Note: The Group is able to exercise significant influence over the associates as the boards of these companies comprise representatives of the Group, who participate in the policy making process. Accordingly, they are accounted for as associates of the Group. All of the above associates are indirectly held through a 65% owned subsidiary of the Company. All of the above associates are not individually material.

附註：因為該等公司之董事會中有本集團之代表參與政策制定過程，本集團從而能夠對聯營公司行使重大影響，因此，彼等被當作本集團之聯營公司。所有上述聯營公司均由本公司持有65%股權的附屬公司間接持有。上述所有聯營公司均非個別重要。

Aggregate information of associates that are not individually material:

個別非重大聯營公司的滙總信息：

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
The Group's share of profit	本集團應佔溢利	41,033	44,168
Dividends declared by associates	聯營公司已宣派股息	(13,251)	(10,500)
Aggregate carrying amount at 31 December	於12月31日之賬面總值	769,810	742,028

22. INVENTORIES**22. 存貨**

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Raw materials	原料	383,070	486,273
Finished goods	製成品	1,506,578	1,164,045
		1,889,648	1,650,318

23. ACCOUNTS RECEIVABLES**23. 應收賬款**

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Accounts receivables	應收賬款	330,521	307,073
Allowance	撥備	(1,114)	(2,285)
		329,407	304,788

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

The following is an aged analysis of accounts receivables, net of allowance for credit loss, presented based on the date of the delivery of goods:

本集團授予關鍵客戶信貸期，而對於其他客戶則通常須預收款項或於交貨時收款。本集團尋求維持嚴格控制其未償還應收賬款及設有信貸控制專員，務求將信貸風險減至最低。高級管理層定期審核逾期結餘。鑒於本集團涉及大量不同客戶之應收賬款，故信貸風險之集中程度並不嚴重。本集團並無就其應收賬款結餘持有任何抵押品或其他信用增級。應收賬款為不計息。

以下為按交貨日期應收賬款的賬齡分析(扣除信用損失撥備)：

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Within 6 months	六個月內	318,106	297,106
6 to 12 months	六至十二個月	11,301	7,682
		329,407	304,788

23. ACCOUNTS RECEIVABLES (Continued)

Ageing of accounts receivables which are past due but not impaired:

		31/12/2019	31/12/2018
		2019年	2018年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	一年內	21,232	29,027

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Details of impairment assessment of accounts receivables are set out in note 41.

23. 應收賬款(續)

已逾期但並無減值之應收賬款之賬齡：

已逾期但並無減值的應收款項乃與本集團多名往績記錄良好之獨立客戶有關。根據過往經驗，董事認為，由於應收款項的信貨質素並無發生重大變動及仍視為可悉數收回，故毋需就有關結餘計提減值撥備。

有關應收賬款減值評估的詳情載於附註41。

24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		31/12/2019	31/12/2018
		2019年	2018年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayment to suppliers	預付供應商款項	217,209	306,397
VAT recoverable	可收回增值稅	147,052	134,209
Receivable for disposal of property plant and equipment	出售物業、廠房及設備應收款項	97,931	—
Prepaid marketing expenses	預付營銷開支	51,847	99,913
Others	其他	34,707	25,610
		548,746	566,129

25. DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		31/12/2019	31/12/2018
		2019年	2018年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bills receivables	應收票據	19,436	—

24. 預付款項、按金及其他應收款項**25. 以公平值計入其他全面收入的債務工具**

26. BANK BALANCE AND CASH

26. 銀行結餘及現金

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	834,789	243,235
Pledged bank deposits	抵押銀行存款	9,036	7,961
		843,825	251,196
Less: Pledged bank deposits for bills payable (note 27)	減：就應付票據抵押之銀行存款(附註27)	(9,036)	(7,961)
Cash and cash equivalents	現金及現金等值項目	834,789	243,235

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

存放於銀行之現金乃按每日銀行存款利率計算之浮息利率賺取利息。銀行結餘及抵押存款存入最近並無違約記錄之信譽良好之銀行。

27. ACCOUNTS AND BILLS PAYABLES

27. 應付賬款及票據

The following is an aged analysis of accounts payables presented based on the invoice date.

應付賬款賬齡分析按發票日期呈列如下。

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Within 3 months	三個月內	647,059	535,792
3 to 12 months	三個月至十二個月內	105,525	53,777
1 to 2 years	一年至兩年內	5,813	10,651
Over 2 years	超過兩年	1,984	6,591
		760,381	606,811

The accounts and bills payables are non-interest-bearing and are normally settled in one to three months and one to six months, respectively.

應付賬款及票據為不計息，一般的付款期分別為一至三個月及一至六個月。

Certain of the Group's bills payable are secured by the pledge of the Group's bank deposits amounting to RMB9,036,000 (2018: RMB7,961,000).

本集團若干應付票據以金額為人民幣9,036,000元(2018年：人民幣7,961,000元)之本集團銀行存款予以擔保。

28. OTHER PAYABLES AND ACCRUALS

28. 其他應付款項及應計負債

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Accrued marketing expense	應計營銷開支	625,754	622,550
Sales rebate	銷售回扣	568,339	407,884
Deposit for fridges	冰箱按金	461,308	457,867
Accrued expense	應計開支	438,333	275,538
Accrued payroll	應計工資	376,903	277,245
Tax element of contract liabilities	合約負債稅項	206,333	214,730
Payables for purchase of property, plant and equipment	購置物業、廠房及設備的應付款項	134,444	158,081
Accrued logistics expense	應計物流開支	73,796	85,321
Taxes payable	應繳稅款	30,657	19,715
Others	其他	179,742	176,448
		3,095,609	2,695,379

29. BORROWINGS

29. 借款

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Unsecured bank loans	無抵押銀行貸款	606,500	1,166,500
The carrying amounts of the above borrowings are repayable:	上述借款賬面值為應償還：		
Within one year	一年內	606,500	580,000
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年期間	—	586,500
		606,500	1,166,500
Amounts due within one year shown under current liabilities	流動負債列示一年內到期之款項	606,500	580,000
Amounts shown under non-current liabilities	於非流動負債下列示之款項	—	586,500

The borrowings carry an interest rate of loan prime rate -0.025%. The amounts due are based on scheduled repayment dates set out in the loan agreements.

借款按最優惠貸款利率-0.025%收取利息。到期款項乃根據貸款協議所載計劃還款日期計算。

30. LEASE LIABILITIES

30. 租賃負債

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元
Within one year	一年內	31,149
Within a period of more than one year but not more than two years	超過一年但不多於兩年內的期間	22,369
Within a period of more than two years but not more than five years	超過兩年但不多於五年內的期間	41,349
Within a period of more than five years	五年以上	756
		95,623
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下顯示的12個月到期的應付款項	31,149
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下顯示的12個月後應付款項	64,474

31. CONTRACT LIABILITIES

31. 合約負債

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Sales of beverages	銷售飲料	1,587,175	1,341,686
Current	流動	1,587,175	1,341,686

The followings table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

下表載列本年度就遠期合約負債確認之收入金額。

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Revenue recognized that was included in the contract liability balance at the beginning of the year	於年初計入合約負債結餘之已確認收入	1,341,686	1,029,638

32. DEFERRED TAX ASSETS AND LIABILITIES

The following is the analysis of the deferred tax balances for financial reporting purposes:

		31/12/2019 2019年12月31日 RMB'000 人民幣千元	31/12/2018 2018年12月31日 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	373,327	379,390
Deferred tax liabilities	遞延稅項負債	(131,950)	(95,666)
		241,377	283,724

The following are the major deferred tax liabilities and assets recognised and movements thereon:

下表載列就財務報告用途而編製的遞延稅項結餘分析：

下文載列已確認主要遞延負債及資產及其變動：

		Provision against inventories	ECL provision of receivables	Tax losses	Accruals	Unrealised profits	Deferred income	Impairment of property, plant and equipment	Accelerated tax depreciation	Fair value adjustments	Others	Total
		存貨撥備	信用損失撥備	稅項虧損	應計費用	未變現溢利	遞延收入	物業、廠房 及設備減值	累計稅項折舊	公平值調整	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於2018年1月1日	3,494	564	27,334	137,301	3,651	33,784	67,180	-	(50,274)	10,268	233,302
Charged (credit) to profit and loss	於損益扣除(計入)	3,146	1,588	(11,122)	81,811	14,965	827	2,718	(52,720)	7,328	1,881	50,422
At 31 December 2018	於2018年12月31日	6,640	2,152	16,212	219,112	18,616	34,611	69,898	(52,720)	(42,946)	12,149	283,724
Charged (credit) to profit and loss	於損益扣除(計入)	1,798	401	(10,535)	66	9,709	(1,442)	(7,599)	(38,105)	3,264	96	(42,347)
At 31 December 2019	於2019年12月31日	8,438	2,553	5,677	219,178	28,325	33,169	62,299	(90,825)	(39,682)	12,245	241,377

The Group has tax losses arising in Mainland China of RMB177,863,000 (2018: RMB179,520,000) that are available for offsetting against future taxable profits to a maximum period of five years of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

本集團來自中國內地之稅損為人民幣177,863,000元(2018年：人民幣179,520,000元)可供產生虧損之公司在日後最長達五年之期間用於抵銷未來應課稅溢利。由於該等虧損來自處於虧損狀態一段時間之附屬公司，而且不認為有應課稅溢利可供動用該等稅損，故並無就該等虧損確認遞延稅項資產。

32. DEFERRED TAX ASSETS AND LIABILITIES (Continued)

The PRC subsidiaries of the Group had unrecognised tax losses available to offset against future profits as follows:

32. 遞延稅項資產及負債(續)

本集團的中國附屬公司有未確認的稅項虧損可用於抵銷未來利潤，具體如下：

		31/12/2019	31/12/2018
		2019年	2018年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Year of expiry	屆滿年份		
2019	2019年	–	23,188
2020	2020年	57,613	57,613
2021	2021年	62,859	62,859
2022	2022年	11,937	11,937
2023	2023年	23,923	23,923
2024	2024年	21,531	–
		177,863	179,520

Pursuant to the EIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China or offshore incorporated enterprises which are regarded as CREs. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. Pursuant to the approvals received by the Company from the State Administration of Taxation of the PRC, the Company and most of its subsidiaries are regarded as CREs and relevant enterprise income tax policies shall be applicable to the Company and these subsidiaries starting from 1 January 2013. As a result, the Company and these subsidiaries are therefore no longer liable for withholding taxes on dividends distributed by their subsidiaries established in Mainland China in respect of retained earnings generated. No deferred tax has been recognised for withholding taxes on the unremitted earnings of the Group subsidiaries or associates established in Mainland China at 31 December 2019 (2018: Nil).

根據中國企業所得稅法，在中國內地成立之外資企業或在國外註冊成立之中國居民企業向外國投資者宣派股息，有關股息須繳納10%之預扣稅。此規定於2008年1月1日生效並適用於2007年12月31日之後獲得之盈利。根據本公司獲中國國家稅務局頒發的批文，本公司及其大部份附屬公司被認定為中國居民企業，及自2013年1月1日起適用有關企業所得稅法。因此，本公司及此等附屬公司將無須就其於中國內地成立之附屬公司產生的保留盈利分派的股息繳納預扣稅。於2019年12月31日，並未就本集團在中國內地成立之附屬公司或聯營公司之未匯付盈利預扣稅確認遞延稅項(2018年：無)。

33. SHARE CAPITAL OF THE COMPANY

33. 本公司股本

		Number of shares 股份數目	Share capital 股本 HKD'000 千港元
Authorised: 4,000,000,000 ordinary shares of HKD0.10 each	法定： 4,000,000,000股每股面值 0.10港元之普通股	4,000,000,000	400,000
Issued and fully paid At 1 January and 31 December 2018 and 2019 2,797,223,396 ordinary shares of HKD0.10 each	已發行及繳足 於2018年及2019年 1月1日及12月31日 2,797,223,396股每股面 值0.10港元之普通股	2,797,223,396	279,722
Equivalent to RMB'000	等於人民幣千元		293,201

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

34. 融資活動產生負債之對賬

下表詳列本集團融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債指現金流量已被或未來現金流量將於本集團綜合現金流量表中分類為融資活動現金流量的負債。

		Lease Liabilities 租賃負債	Dividend payables 應付股息	Borrowings 借款
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(Included in other payables and accruals) (計入其他應付款項 及應計負債)		
At 1 January 2018 (Restated)	於2018年1月1日(經重列)	—	123,926	1,756,620
Dividends declared	已宣派股息	—	114,960	—
Financing cash flows	融資現金流量	—	(238,886)	(590,120)
At 31 December 2018	於2018年12月31日	—	—	1,166,500
Adjustment upon application of HKFRS 16	應用香港財務報告準則 第16號後作出的調整	58,184	—	—
As at 1 January 2019 (Restated)	於2019年1月1日(經重列)	58,184	—	1,166,500
Dividends declared	已宣派股息	—	215,017	—
Financing cash flows	融資現金流量	(28,027)	(176,917)	(560,000)
Interest expense	利息支出	2,800	—	—
New leases entered	新訂立租賃	62,666	—	—
At 31 December 2019	於2019年12月31日	95,623	38,100	606,500

35. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities.

35. 或有負債

於報告期末，本集團並無任何重大或有負債。

36. OPERATING LEASE**The Group as lessee**

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Minimum lease payments paid under operating leases during the year	年內根據經營租約已付最低租賃款項	103,904

The Group had commitments for future minimum lease payments under non-cancellable operating leases falling due as follows:

36. 經營租約**本集團作為承租人**

本集團根據到期不可撤銷經營租約應付之未來最低租金總額如下：

		31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Within one year	於一年內	41,896
In the second to fifth year, inclusive	第二至五年(包括首尾兩年)	35,174
After five years	五年以上	3,841
		80,911

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 2 years and rentals are fixed for an average of 1.5 years.

經營租約付款代表本集團為其若干辦公室物業之應付租金。經協商之平均租期為兩年，且1.5年內之平均租金保持不變。

37. CAPITAL COMMITMENTS**37. 資本承擔**

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	有關綜合財務報表內已訂約但尚未確認之物業、廠房及設備之資本承擔	359,239	254,207

38. RELATED PARTY TRANSACTIONS

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

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Transactions with fellow subsidiaries:	與同系附屬公司之交易：		
Sales of goods	銷售貨品	3,980	3,930
Purchases of goods	購買貨品	1,184,870	1,092,000
Rental expenses	租金支出	16,306	15,120
Service fee expenses	服務費支出	11,066	9,560
Transactions with the ultimate holding company:	與最終控股公司之交易：		
Sales of goods	銷售貨品	78	16
Transactions with associates:	與聯營公司之交易：		
Purchases of goods	購買貨品	2,195,731	2,279,020
Processing services	加工服務	156,969	156,950
Transactions with related companies#:	與關連公司之交易#：		
Purchases of goods	購買貨品	2,124,800	2,005,243

All of above related party transactions constituted continuing connected transactions discloseable in accordance with the Listing Rules.

Related companies are subsidiaries of the minority shareholder of the Company's subsidiary.

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

38. 關連人士交易

(a) 除財務報表其他地方所披露之交易及結餘外，本集團於本年度內與關連人士進行之重大交易如下：

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Transactions with fellow subsidiaries:	與同系附屬公司之交易：		
Sales of goods	銷售貨品	3,980	3,930
Purchases of goods	購買貨品	1,184,870	1,092,000
Rental expenses	租金支出	16,306	15,120
Service fee expenses	服務費支出	11,066	9,560
Transactions with the ultimate holding company:	與最終控股公司之交易：		
Sales of goods	銷售貨品	78	16
Transactions with associates:	與聯營公司之交易：		
Purchases of goods	購買貨品	2,195,731	2,279,020
Processing services	加工服務	156,969	156,950
Transactions with related companies#:	與關連公司之交易#：		
Purchases of goods	購買貨品	2,124,800	2,005,243

上述所有關聯交易均構成根據上市規則可予披露的持續關連交易。

關連公司為本公司之子公司的少數股東之子公司。

該等交易乃按根據各參與方互相議定之條款及條件進行。

38. RELATED PARTY TRANSACTIONS (Continued)**(b) Compensation of key management personnel of the Group**

The remuneration of directors and other members of key management during the year was as follows:

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	14,699	21,183
Equity-settled share option expense	權益結算購股權開支	–	15
Pension scheme contributions	退休計劃供款	2,424	1,221
Total compensation paid to key management personnel	付予主要管理人員之報酬總額	17,123	22,419

Further details of directors' and the chief executive's emoluments are included in note 12 to the consolidated financial statements.

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

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

38. 關連人士交易 (續)**(b) 本集團主要管理人員之報酬**

於本年度，董事及其他主要管理人員之薪酬載列如下：

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	14,699	21,183
Equity-settled share option expense	權益結算購股權開支	–	15
Pension scheme contributions	退休計劃供款	2,424	1,221
Total compensation paid to key management personnel	付予主要管理人員之報酬總額	17,123	22,419

董事及最高行政人員酬金的進一步詳情載於綜合財務報表附註12。

(c) 與其他國有企業的交易及結餘

本集團運營的經濟環境中的企業大多為中國政府通過其眾多機關、聯屬機構或其他組織直接或間接擁有或控制的企業(統稱「國有企業」)。本年度本集團與某些國有企業進行的廣泛交易包括但不限於銷售產品、購買原材料、物業、廠房及設備及其他資產，接受服務，並在中糧集團有限公司及其聯屬公司以外的國有企業存款和借款，此等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交易並沒有受到重大或不當影響。本集團還制定產品和服務的定價政策，有關政策並不取決於客戶是否為國有企業。

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY**39. 有關本公司附屬公司之詳情****(a) General information of subsidiaries**

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

(a) 附屬公司一般資料

於報告期末本公司直接及間接持有之附屬公司的詳情載列如下：

Name of subsidiary	Place of Registration and operation	Paid up issued/ registered capital	Proportion ownership interest held by the Company		Principal activities
附屬公司名稱	註冊及 經營地點	已發行繳足／ 註冊資本	本公司所持所有權百分比		主要活動
			2019 2019年 %	2018 2018年 %	
Polar Treasure Limited	Hong Kong	—	—	100	Investment holding
極富有限公司	香港				投資控股
COFCO Beverages Limited	Samoa	USD1	100	100	Investment holding
中糧飲料有限公司	薩摩亞	1美元			投資控股
COFCO Coca-Cola Beverages Limited	Hong Kong	HKD2,524,855,402	65	65	Investment holding
中糧可口可樂飲料有限公司	香港	2,524,855,402港元			投資控股
COFCO Beverages (Nanjing) Limited	Samoa	—	—	65	Investment holding
中糧飲料(南京)有限公司	薩摩亞				投資控股
COFCO Beverages (Hangzhou) Limited	Samoa	—	—	65	Investment holding
中糧飲料(杭州)有限公司	薩摩亞				投資控股
COFCO Beverages (Guangzhou) Limited	Samoa	—	—	65	Investment holding
中糧飲料(廣州)有限公司	薩摩亞				投資控股
COFCO Beverages (Hunan) Limited	Samoa	USD1	65	65	Investment holding
中糧飲料(湖南)有限公司	薩摩亞	1美元			投資控股
COFCO Beverages (Beijing) Limited	Samoa	USD6,825,001	65	65	Investment holding
中糧飲料(北京)有限公司	薩摩亞	6,825,001美元			投資控股
COFCO Beverages (CCBMH) Limited	Samoa	USD1	65	65	Investment holding
	薩摩亞	1美元			投資控股
COFCO Beverages Hunan (HK) Limited	Hong Kong	HKD62,400,001	65	65	Investment holding
中糧飲料湖南(香港)有限公司	香港	62,400,001港元			投資控股
COFCO Beverages Beijing (HK) Limited	Hong Kong	HKD53,235,001	65	65	Investment holding
中糧飲料北京(香港)有限公司	香港	53,235,001港元			投資控股
COFCO Beverages Qingdao Company Limited	Samoa	USD20,134,375	65	65	Investment holding
	薩摩亞	20,134,375美元			投資控股

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

39. 有關本公司附屬公司之詳情 (續)

(a) General information of subsidiaries (Continued)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊及 經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2019 2019年 %	2018 2018年 %	
COFCO Beverages (Qingdao) Limited 中糧飲料(青島)有限公司	Samoa 薩摩亞	USD1 1美元	65	65	Investment holding 投資控股
COFCO Beverages (Hainan) Limited 中糧飲料(海南)有限公司	Samoa 薩摩亞	USD4,387,501 4,387,501美元	65	65	Investment holding 投資控股
COFCO Beverages Tianjin (Samoa) Limited 中糧飲料天津(薩摩亞)有限公司	Samoa 薩摩亞	HKD13,623,897 13,623,897港元	65	65	Investment holding 投資控股
COFCO Beverages Qingdao (HK) Limited 中糧飲料青島(香港)有限公司	Hong Kong 香港	HKD82,454,768.01 82,454,768.01港元	65	65	Investment holding 投資控股
COFCO Beverages Hainan (HK) Limited 中糧飲料海南(香港)有限公司	Hong Kong 香港	HKD143,052,501 143,052,501港元	65	65	Investment holding 投資控股
COFCO Beverages (Xinjiang) Limited 中糧飲料(新疆)有限公司	Samoa 薩摩亞	USD1 1美元	65	65	Investment holding 投資控股
COFCO Beverages (Xinjiang) Limited 中糧飲料(新疆)有限公司	Hong Kong 香港	HKD1 1港元	65	65	Investment holding 投資控股
COFCO Beverages (Jiangxi) Limited 中糧飲料(江西)有限公司	Samoa 薩摩亞	–	–	65	Investment holding 投資控股
COFCO Beverages (Jiangxi) Limited 中糧飲料(江西)有限公司	Hong Kong 香港	HKD1 1港元	65	65	Investment holding 投資控股
COFCO Beverages Tianjin (HK) Limited 中糧飲料天津(香港)有限公司	Hong Kong 香港	HKD60,450,001 60,450,001港元	65	65	Investment holding 投資控股
COFCO Beverages Qingdao (Samoa) Limited 中糧飲料青島(薩摩亞)有限公司	Samoa 薩摩亞	HKD12,000,000 12,000,000港元	65	65	Investment holding 投資控股
COFCO Beverages Beijing (Samoa) Limited 中糧飲料北京(薩摩亞)有限公司	Samoa 薩摩亞	HKD100,000 100,000港元	65	65	Investment holding 投資控股

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**39. 有關本公司附屬公司之詳情 (續)****(a) General information of subsidiaries (Continued)****(a) 附屬公司一般資料(續)**

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊及 經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2019 2019年 %	2018 2018年 %	
COFCO Coca-Cola Beverages (China) Investment Ltd.* 中糧可口可樂飲料(中國)投資有限公司*	PRC 中國	USD110,000,000 110,000,000美元	65	65	Investment holding 投資控股
COFCO Coca-Cola Beverages (Shanxi) Limited* 中糧可口可樂飲料(山西)有限公司*	PRC 中國	USD10,000,000 10,000,000美元	48.75 [#]	48.75 [#]	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Shaanxi) Limited* 中糧可口可樂飲料(陝西)有限公司*	PRC 中國	USD20,000,000 20,000,000美元	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Liaoning (South) Beverages Limited* 中糧可口可樂遼寧(南)飲料有限公司*	PRC 中國	RMB72,000,000 人民幣72,000,000元	39 [#]	39 [#]	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Liaoning (North) Beverages Limited* 中糧可口可樂遼寧(北)飲料有限公司*	PRC 中國	USD23,500,000 23,500,000美元	60.94	60.94	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Liaoning (Central) Beverages Limited* 中糧可口可樂遼寧(中)飲料有限公司*	PRC 中國	USD13,000,000 13,000,000美元	65	65	Beverage bottling production 飲料裝瓶生產
COFCO Coca-Cola Beverages (Heilongjiang) Limited* 中糧可口可樂飲料(黑龍江)有限公司*	PRC 中國	USD44,000,000 44,000,000美元	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Jilin) Limited* 中糧可口可樂飲料(吉林)有限公司*	PRC 中國	USD18,000,000 18,000,000美元	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Sichuan) Limited* 中糧可口可樂飲料(四川)有限公司*	PRC 中國	USD17,000,000 17,000,000美元	58.05	58.05	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Chongqing) Limited* 中糧可口可樂飲料(重慶)有限公司*	PRC 中國	USD72,000,000 72,000,000美元	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

39. 有關本公司附屬公司之詳情 (續)

(a) General information of subsidiaries (Continued)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊及 經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2019 2019年 %	2018 2018年 %	
COFCO Coca-Cola Supply Chain (Tianjin) Limited**	PRC	RMB10,000,000	63.5	63.5	Wholesale and retail of pre-packaged foods, raw and auxiliary materials, supply chain information consultation, management services and others
中糧可口可樂供應鏈(天津)有限公司**	中國	人民幣10,000,000元			批發及零售預包裝食品、原輔料、供應鏈信息諮詢、管理服務及其他
Zhongke Enterprise Management (Tianjin) Limited*	PRC	RMB3,000,000	65	65	Enterprise management service and consulting, business information consulting, marketing planning, and computer information system development, consulting, promotion and service
中可企業管理(天津)有限公司*	中國	人民幣3,000,000元			企業管理服務及諮詢、業務信息諮詢、營銷策劃、計算機信息系統開發、諮詢、升級及服務
COFCO Coca-Cola Beverages (Tianjin) Limited**	PRC	USD15,500,000	32.5 [#]	32.5 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(天津)有限公司**	中國	15,500,000美元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Hebei) Limited**	PRC	RMB83,000,000	32.5 [#]	32.5 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(河北)有限公司**	中國	人民幣83,000,000元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Inner Mongolia) Limited**	PRC	RMB48,000,000	43.55 [#]	43.55 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(內蒙古)有限公司**	中國	人民幣48,000,000元			飲料裝瓶生產、銷售及配送
COFCO Coca-Cola Beverages (Shandong) Limited**	PRC	USD12,500,000	48.75 [#]	48.75 [#]	Beverage bottling production, sale and distribution
中糧可口可樂飲料(山東)有限公司**	中國	12,500,000美元			飲料裝瓶生產、銷售及配送

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**(a) General information of subsidiaries (Continued)****39. 有關本公司附屬公司之詳情 (續)****(a) 附屬公司一般資料(續)**

Name of subsidiary 附屬公司名稱	Place of Registration and operation 註冊及 經營地點	Paid up issued/ registered capital 已發行繳足/ 註冊資本	Proportion ownership interest held by the Company 本公司所持所有權百分比		Principal activities 主要活動
			2019 2019年 %	2018 2018年 %	
COFCO Coca-Cola Beverages (Jinan) Limited*	PRC	USD5,000,000	48.75 [#]	48.75 [#]	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
中糧可口可樂飲料(濟南)有限公司*	中國	5,000,000美元			
COFCO Coca-Cola Huazhong Beverages Limited*	PRC	RMB144,400,000	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
中糧可口可樂華中飲料有限公司*	中國	人民幣144,400,000元			
Gansu COFCO Coca-Cola Beverages Limited*	PRC	USD5,000,000	65	65	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
甘肅中糧可口可樂飲料有限公司*	中國	5,000,000美元			
Tibet COFCO Coca-Cola Commerce & Trade Limited*	PRC	RMB2,000,000	65	65	Beverage sale and distribution 飲料銷售及配送
西藏中糧可口可樂商貿有限公司*	中國	人民幣2,000,000元			
COFCO Coca-Cola Beverages (Xinjiang) Limited**	PRC	RMB60,000,000	52	52	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
中糧可口可樂飲料(新疆)有限公司**	中國	人民幣60,000,000元			
COFCO Coca-Cola Beverages (Beijing) Limited**	PRC	USD19,500,000	48.75 [#]	48.75 [#]	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
中糧可口可樂飲料(北京)有限公司**	中國	19,500,000美元			
COFCO Coca-Cola Huabei Beverages Limited**	PRC	RMB78,000,000	58.5	58.5	Beverage bottling production 飲料裝瓶生產
中糧可口可樂華北飲料有限公司**	中國	人民幣78,000,000元			
Beijing Cheng Xiang Foods Co., Ltd**	PRC	RMB58,211,932	48.75 [#]	48.75 [#]	Wholesale of packaged foods 批發預包裝食品
北京盛翔食品有限公司**	中國	人民幣58,211,932元			
COFCO Coca-Cola Beverages (Guizhou) Limited*	PRC	RMB81,120,000	65	–	Beverage bottling production, sale and distribution 飲料裝瓶生產、銷售及配送
中糧可口可樂飲料(貴州)有限公司*	中國	人民幣81,120,000元			

[#] These subsidiaries are accounted for as subsidiaries by virtue of the Company's indirect control over them through a 65% owned subsidiary, which controls these subsidiaries.

[#] 該等附屬公司為本公司通過持股65%之子公司間接控制。

* Wholly-foreign-owned enterprise

* 外商獨資企業

** Sino-foreign equity joint ventures

** 中外合資企業

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**(b) Details of non-wholly owned subsidiaries that have material non-controlling interests**

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立及主要業務地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持的所有權及投票權之百分比		Profit allocated to non-controlling interests 分配予非控股權益之溢利		Accumulated non-controlling interests 累計非控股權益	
		31/12/2019	31/12/2018	31/12/2019	31/12/2018	31/12/2019	31/12/2018
		2019年	2018年	2019年	2018年	2019年	2018年
		12月31日	12月31日	12月31日	12月31日	12月31日	12月31日
				RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
COFCO Coca-Cola Beverages Limited ("COFCO Coca-Cola") 中糧可口可樂飲料有限公司 (「中糧可口可樂」)	Hong Kong 香港	35%	35%	229,240	147,315	2,246,458	2,017,218

Summarised financial information in respect of COFCO Coca-Cola is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關中糧可口可樂之財務資料概要載列如下。下文所載財務資料概要為集團內公司間抵銷前金額。

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
COFCO Coca-Cola and subsidiaries	中糧可口可樂及附屬公司		
Non-current assets	非流動資產	10,511,895	10,241,714
Current assets	流動資產	4,181,912	3,146,683
Current liabilities	流動負債	(6,961,260)	(5,875,894)
Non-current liabilities	非流動負債	(403,469)	(886,521)
Equity attributable to owners of the Company	本公司擁有人應佔權益	6,469,601	5,814,630
Non-controlling interest	非控股權益	859,477	811,352

39. 有關本公司附屬公司之詳情 (續)**(b) 有關擁有重大非控股權益之非全資附屬公司之詳情**

下表載列本集團擁有重大控股權益之非全資附屬公司的詳情：

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)**(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)**

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Revenue	收入	17,172,027	15,648,051
Expense	開支	(16,388,248)	(15,067,809)
Profit and other comprehensive income for the year attributable to the Company	本公司應佔年內溢利及其他全面收益	654,971	472,050
Profit and other comprehensive income for the year attributable to the non-controlling interests of COFCO Coca-Cola and subsidiaries	中糧可口可樂及附屬公司非控股權益應佔年內溢利及其他全面收益	128,808	108,192
Net cash inflow from operating activities	經營活動產生之現金流入淨額	1,775,120	1,278,799
Net cash outflow from investing activities	投資活動產生之現金流出淨額	(545,261)	(1,005,970)
Net cash outflow from financing activities	融資活動產生之現金流出淨額	(668,258)	(661,378)
Net cash inflow (outflow)	現金流入(流出)淨額	561,601	(388,549)

40. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank borrowings disclosed in note 29, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital, share premium and reserves.

39. 有關本公司附屬公司之詳情 (續)**(b) 有關擁有重大非控股權益之非全資附屬公司之詳情 (續)****40. 資本風險管理**

本集團管理其資本，以確保本集團的實體能夠持續經營，同時透過優化債務及股權平衡最大限度地提高股東回報。自去年起本集團整體策略保持不變。

本集團資本架構包括債務淨額，其中包括附註29所披露銀行借款(已扣減銀行結餘及現金)及本公司擁有人應佔權益(包括已發行股本、股份溢價及儲備)。

40. CAPITAL RISK MANAGEMENT (Continued)

The Directors review the capital structure on regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, issue of new debt or the redemption of existing debt.

40. 資本風險管理(續)

董事定期審閱資本架構。作為該審閱的一部分，管理層將考慮資本成本及與各類別資本相關的風險。根據董事的建議，本集團將透過派付股息、發行新債務或贖回現有債務平衡其整體資本結構。

41. FINANCIAL INSTRUMENT**Categories of financial instruments**

		31/12/2019 截至2019年 12月31日 止年度 RMB'000 人民幣千元	31/12/2018 截至2018年 12月31日 止年度 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬之 金融資產	1,709,298	1,011,462
Debt instruments at FVTOCI	以公平值計入其他全面收 入的債務工具	19,436	—
Financial liabilities	金融負債		
Amortised cost	攤銷成本	4,522,239	4,688,599

41. 金融工具**金融工具類別****Financial Risk Management Objectives and Policies**

The Group's major financial instruments including accounts receivables, deposits and other receivables, due from related parties, bank balances and cash, accounts and bills payables, other payables and accruals, borrowings, and amounts due to related parties. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include currency risk interest rate risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

金融風險管理目標及政策

本集團主要金融工具包括應收賬款、按金及其他應收款項、關連人士欠款、銀行結餘及現金、應付賬款及票據、其他應付款項及應計費用、借款、欠關連人士款項。有關該等金融工具之詳情於各附註披露。與該等金融工具相關之風險包括利率風險、貨幣風險、信貸風險及流動資金風險。有關如何減輕該等風險之政策載列如下。管理層管理及監管該等風險，以確保及時及有效的執行適當措施。

41. FINANCIAL INSTRUMENT (Continued)

Financial Risk Management Objectives and Policies (Continued)

Currency risk

The Group mainly operates in Mainland China with most of the Group's monetary assets, liabilities and transactions denominated in RMB. The carrying amounts of the Group's foreign currency denominated monetary assets (mainly bank deposit) at the end of the reporting period are as follows:

		Assets 資產	
		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
HKD	港元	52,938	10,457
USD	美元	1,787	265

The Group manages its foreign exchange risk by performing regular reviews of the Group net foreign exchange exposures and may enter into currency forward contracts, when necessary, to manage its foreign exchange exposure.

41. 金融工具(續)

金融風險管理目標及政策(續)

貨幣風險

本集團主要於中國內地經營，而本集團之絕大部份貨幣資產、負債及交易則主要以人民幣計值。於報告期末，本集團以外幣計值貨幣資產之賬面值(主要為銀行存款)載列如下：

本集團管理外匯風險乃透過定期審查本集團之外匯風險淨額，並可能簽訂貨幣遠期合約(倘必要)，以管理其外匯風險。

		2019 2019年 (Increase)/ decrease in profit after tax 除稅後溢利 (增加)/減少 RMB'000 人民幣千元	2018 2018年 (Increase)/ decrease in profit after tax 除稅後溢利 (增加)/減少 RMB'000 人民幣千元
RMB-HKD	人民幣－港元		
Appreciation of RMB by 5%	人民幣升值5%	(1,985)	(392)
Depreciation of RMB by 5%	人民幣貶值5%	1,985	392
RMB-USD	人民幣－美元		
Appreciation of RMB by 5%	人民幣升值5%	(67)	(10)
Depreciation of RMB by 5%	人民幣貶值5%	67	10

41. FINANCIAL INSTRUMENT (Continued)

Financial Risk Management Objectives and Policies (Continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable rate bank balances, variable rate bank borrowings, and lease liabilities. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and bank borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

Total interest income from financial assets that are measured at amortised cost is as follows:

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Other income	其他收入		
Financial assets at amortised cost	按攤銷成本列賬之 金融資產	5,100	5,023

Interest expense on financial liabilities not measured at fair value through profit or loss:

		Year ended 31/12/2019 截至2019年 12月31日止年度 RMB'000 人民幣千元	Year ended 31/12/2018 截至2018年 12月31日止年度 RMB'000 人民幣千元
Financial liabilities at amortised cost	按攤銷成本列賬之 金融負債	53,626	74,835

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point (2018: 100 basis points) increase or decrease in variable-rate bank borrowings are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the Directors consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

41. 金融工具(續)

金融風險管理目標及政策(續)

利率風險

本集團承受與浮息銀行結餘及浮息銀行借款相關之現金流量利率風險。本集團現金流量利率風險主要集中於銀行結餘及銀行借款利率波動。本集團旨在以浮動利率維持借款。本集團通過評估利率水平及前景所產生的任何利率變動所產生的潛在影響管理其利率風險。

按攤銷成本計量之金融資產利息收入總額載列如下：

並非按公平值計入損益之金融負債利息開支：

敏感度分析

下列的敏感度分析乃根據利率於報告期末所面臨的利率風險而釐定。編製該分析乃假設於報告期末未償還金融工具於全年內仍未償還。浮息銀行借款增加或減少100個基點(2018年：100個基點)用於向內部主要管理人員報告利率風險時應用，作為管理層對利率可能變動的合理評估。由於董事認為面對來自浮息銀行結餘之現金流量利率風險乃不重大，故敏感度分析不包括銀行結餘。

41. FINANCIAL INSTRUMENT (Continued)

Financial Risk Management Objectives and Policies (Continued)

Sensitivity analysis(Continued)

If interest rates had been 100 basis points (2018: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2019 would decrease/increase by RMB4,549,000 (2018: decrease/increase by RMB8,749,000).

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to accounts receivables. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Accounts receivables

Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed regularly. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

In addition, the Group performs impairment assessment under ECL model on accounts receivables balances on provision matrix, the accounts receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to repayment histories for recurring customers and ageing for the new customers. Impairment of RMB2,440,000 (2018: RMB2,568,000) is recognised during the year. Details of the quantitative disclosures are set out below in this note.

41. 金融工具(續)

金融風險管理目標及政策(續)

敏感度分析(續)

倘利率上升／下降100個基點(2018年：100個基點)及所有其他變量保持不變，本集團於截至2019年12月31日止年度稅後溢利將減少／增加人民幣4,549,000元(2018年：減少／增加人民幣8,749,000元)。

信貸風險及減值評估

信貸風險指本集團對手方拖欠合約責任導致本集團財務虧損的風險。本集團的信貸風險主要來自應收賬款。本集團並無持有任何抵押品或其他信貸提升措施以彌補其金融資產相關的信貸風險。

本集團對金融資產及預期信貸虧損模式下的其他項目進行減值評估。有關本集團的信貸風險管理、最高信貸風險敞口及相關減值評估(如適用)的資料概述如下：

應收賬款

於接納任何新客戶前，本集團使用內部信貸評分制度評估潛在客戶的信貸質素，並界定客戶的信貸限額。與客戶有關的限制和評分，將定期予以檢討。此外，亦有其他監察程序以確保當局會採取跟進行動，收回逾期的債項。就此而言，董事認為本集團的信貸風險已大幅降低。

為盡量減低信貸風險，本集團管理層已委派一支團隊負責釐定信貸限額及信貸審批。

此外，本集團就撥備矩陣下的應收賬款結餘根據預期信貸虧損模式進行減值評估，應收賬款根據共同的信貸風險特徵，並參考經常性客戶的還款歷史及新客戶的賬齡進行分組。年內確認減值人民幣2,440,000元(2018年：人民幣2,568,000元)。有關披露的量化詳情載於本附註。

41. FINANCIAL INSTRUMENT (Continued)

Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Pledged bank deposits/bank balances

Credit risk on pledged bank deposits/bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for pledged bank deposits/bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on pledged bank deposits/bank balances is considered to be insignificant.

Amounts due from related parties

The Group regularly monitors the business performance of the associates and joint venture. The Group's credit risks in these balances are mitigated through the value of the assets held by these entities and the power to participate the relevant activities of these entities. The Directors believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2019 and 2018, the Group assessed the ECL for amount due from related parties were insignificant and thus no loss allowance was recognised.

Other receivables

For other receivables and deposits, the Directors make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The Directors believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2019 and 2018, the Group assessed the ECL for other receivables were insignificant.

41. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

已抵押銀行存款／銀行結餘

由於對手方為獲國際信貸機構授予高信貸評級的信譽良好銀行，已抵押銀行存款／銀行結餘的信貸風險有限。本集團參考外部信貸評級機構公佈的相關信貸評級等級違約概率及虧損情況的相關資料，評估已抵押銀行存款／銀行結餘的12個月預期信貸虧損。根據平均虧損率，已抵押銀行存款／銀行結餘的12個月預期信貸虧損被視為並不重大。

應收關聯方款項

本集團定期監察聯營公司及合營公司的業務表現。本集團通過該等實體所持有的資產價值及參與該等實體相關活動的權利來減低該等結餘的信貸風險。董事認為，自初始確認以來，該等金額的信貸風險並無顯著增加，而本集團根據12個月預期信貸虧損計提減值撥備。截至2019年及2018年12月31日止年度，本集團評估應收關聯方款項的預期信貸虧損並不重大，因此並無確認虧損撥備。

其他應收款項

就其他應收款項及存款而言，董事根據過往結算記錄、過往經驗，以及合理及支持性的前瞻性資料，定期對其他應收款項及按金的可收回性進行個別評估。董事認為，自初始確認以來，該等金額的信貸風險並無顯著增加，而本集團根據12個月預期信貸虧損計提減值撥備。截至2019年及2018年12月31日止年度，本集團就其他應收款項評估預期信貸虧損並不重大。

41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Credit risk and impairment assessment (Continued)*

The Group's credit risk grading assessment comprises the following categories:

41. 金融工具 (續)**金融風險管理目標及政策 (續)***信貸風險及減值評估 (續)*

本集團信貸風險評級包括以下類別：

Internal credit rating 內部信貸評級	Description 詳情	Accounts receivables 應收賬款	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手的違約風險較低，且並無任何逾期款項	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失	12m ECL 12個月預期信用損失
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle in full 債務人通常於到期日後償還及通常於到期日後結算	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失	12m ECL 12個月預期信用損失
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 透過內部資料或外部資源，信貸風險自初始確認起顯著加劇	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失	Lifetime ECL not credit-impaired 尚未信貸減值之全期預期信用損失
Loss 虧損	There is evidence indicating the asset is credit-impaired 有跡象表明該資產存在信貸減值	Lifetime ECL credit-impaired 已信貸減值之全期預期信用損失	Lifetime ECL credit-impaired 已信貸減值之全期預期信用損失
Write-off 核銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有跡象表明債務人陷入嚴重的財務困境，因而本集團收回款項的希望渺茫	Amount is written off 款項已核銷	Amount is written off 款項已核銷

41. FINANCIAL INSTRUMENT (Continued)

Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

41. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表詳述本集團須進行預期信用損失評估之金融資產之信貸風險：

	Notes	External credit rating 外界信用評級	Internal credit rating 內部信用評級	12-month or lifetime ECL 12個月或全期預期信用損失	Gross carrying amount 總賬面值	
	附註				31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本列賬的金融資產						
Accounts receivables	23	N/A	(Note 1)	Lifetime ECL (not credit-impaired)	330,521	307,073
應收賬款	23	不適用	(附註1)	尚未信貸減值之全期預期信用損失		
Other receivables	24	N/A	(Note 2)	12m ECL	141,460	32,284
其他應收款項	24	不適用	(附註2)	12個月預期信貸虧損		
Due from related parties	38	N/A	(Note 2)	12m ECL	403,428	429,868
關連人士欠款	38	不適用	(附註2)	12個月預期信貸虧損		
Pledged bank deposits/ bank balances	26	A1-A3	N/A	12m ECL	843,825	251,196
已抵押銀行存款／銀行結餘	26	A1-A3	不適用	12個月預期信貸虧損		
Financial assets at FVTOCI 以公平值計入其他全面收入的金融資						
Debt instruments at FVTOCI	25	A3-Baa2	N/A	12m ECL	19,436	—
以公平值計入其他全面收入的債務工具	25	A3-Baa2	不適用	12個月預期信貸虧損		

41. FINANCIAL INSTRUMENT (Continued)**Financial Risk Management Objectives and Policies (Continued)***Credit risk and impairment assessment (Continued)*

The management considers the impairment movements of accounts receivables and other receivables are insignificant, thus, no impairment movements of accounts receivables and other receivables are presented.

Notes:

- For accounts receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL, the Group determines the ECL on these items by using a provision matrix, grouped by ageing.
- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

41. 金融工具(續)**金融風險管理目標及政策(續)***信貸風險及減值評估(續)*

管理層認為應收賬款及其他應收款的減值變動並不重大，因此並無呈列應收賬款及其他應收款的減值變動。

附註：

- 就應收賬款而言，本集團應用香港財務報告準則第9號簡化法按全期預期信用損失計量虧損準備。本集團使用撥備矩陣釐定該等項目之預期信用損失(按賬齡分組)。
- 就內部信用風險管理而言，本集團使用逾期資料評估信貸風險是否已自初始確認以來顯著增加。

		31/12/2019 2019年 12月31日 Not past due/ No fixed repayment terms 並無逾期／ 無固定還款期限 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 Not past due/ No fixed repayment terms 並無逾期／ 無固定還款期限 RMB'000 人民幣千元
Other receivables	其他應收款項	141,460	32,284
Due from related parties	關聯公司欠款	403,428	429,868

41. FINANCIAL INSTRUMENT (Continued)

Financial Risk Management Objectives and Policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

41. 金融工具(續)

金融風險管理目標及政策(續)

流動資金風險

於管理流動資金風險時，本集團監察及維持管理層認為足夠撥付本集團營運的現金及現金等價物水平，並減低現金流量波動的影響。本集團管理層監察銀行借款的使用情況。

下表詳述本集團之金融負債之剩餘合約年期詳情。下表乃根據本集團須還款之最早日期計算其金融負債之未貼現現金流量作出。其他非衍生金融負債之到期日按協定還款日期釐定。

下表包括利息及本金現金流量。倘利息流量為浮息，則未貼現金額為源自各報告期末的利率。

		Weighted average interest rate	On demand less than 1 year	1 to 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31 December
		加權平均利率	按要求1年內 RMB'000 人民幣千元	1至5年 RMB'000 人民幣千元	5年以上	未貼現現金 流量總額 RMB'000 人民幣千元	於12月31日 之賬面值 RMB'000 人民幣千元
At 31 December 2019	於2019年12月31日						
Accounts and bills payables	應付賬款及票據	-	760,381	-	-	760,381	760,381
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計負債之金融負債	-	2,481,716	-	-	2,481,716	2,481,716
Due to related parties	欠關連人士款項	-	578,019	-	-	578,019	578,019
Borrowings	借款	4.28%/4.05%	613,886	-	-	613,886	606,500
Lease liabilities	租賃負債	4.3%	32,488	72,001	955	105,444	95,623
			4,466,490	72,001	955	4,539,446	4,522,239
At 31 December 2018	於2018年12月31日						
Accounts and bills payables	應付賬款及票據	-	606,811	-	-	606,811	606,811
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計負債之金融負債	-	2,480,649	-	-	2,480,649	2,480,649
Due to related parties	欠關連人士款項	-	434,639	-	-	434,639	434,639
Borrowings	借款	4.28%	600,520	617,841	-	1,218,361	1,166,500
			4,122,619	617,841	-	4,740,460	4,688,599

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮動利率之波動有別於報告期末所釐定估計利率，則計入上表的浮息工具之金額亦會有變。

42. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

At the end of the reporting period, the carrying amounts of the Group's financial instruments approximated to their fair values largely due to the short term maturities of the instruments or they bearing floating interest rates if they have long term maturities.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

43. EVENTS AFTER THE REPORTING PERIOD

Assessment of 2020 coronavirus impact

Since the outbreak of coronavirus in China in January 2020, the prevention and control of the epidemic has continued throughout the country. The epidemic has impact certain provinces, cities and industries, especially the enterprises in Hubei Province, the epidemic also impacted the overall economic environment of China, which may affect the normal sales of the Group in certain parts of China to a certain extent. The degree of impact will depend on the duration of the epidemic and prevention and control activities taken by the government.

The Group will continue to pay close attention to the development of the epidemic and assess its impact on a continue basis, at the date of this report, as the outbreak of the coronavirus which is having a severe impact on the world economy adds to the present uncertainties, the evaluation is still in progress.

Except for the possible impact of the above-mentioned coronavirus epidemic, the Group has no other material subsequent event up to the date of this report.

42. 金融工具之公平值計量

於報告期末，本集團金融工具之賬面值與其公平值相若，主要由於該等工具到期期間較短或到期期間較長但按浮動利率計算。

金融資產及負債之公平值以該工具於自願交易方（而非強迫或清倉銷售）當前交易下之可交易金額入賬。

43. 報告期後事件

評估2020年冠狀病毒影響

自冠狀病毒於2020年1月在中國爆發起，全國持續進行疫情防控。疫情影響若干省市及行業，位於湖北省的企業尤受影響。疫情亦影響中國整體經濟環境，此或某程度上影響本集團在中國若干地區正常銷售。影響程度將視乎疫情持續時間及政府所採取之防控制行動。

由於冠狀病毒的爆發對世界經濟產生了嚴重影響，加劇了目前的不確定性。本集團將繼續密切關注疫情發展，並持續評估其影響。截至本報告日期，評估仍在進行中。

除上述冠狀病毒疫情之可能影響外，直至本報告日期，本集團並無其他重大後續事件。

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

44. 本公司之財務狀況表

		31/12/2019 2019年 12月31日 RMB'000 人民幣千元	31/12/2018 2018年 12月31日 RMB'000 人民幣千元
Non-current Assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	12	18
Investments in subsidiaries	於附屬公司之投資	1,769,560	1,769,560
		1,769,572	1,769,578
Current Assets	流動資產		
Prepayments	預付款項	42,392	42,640
Due from subsidiaries	附屬公司欠款	1,365,519	1,482,392
Due from the immediate holding company	直接控股公司欠款	–	138
Cash and cash equivalents	現金及現金等值項目	36,027	6,074
		1,443,938	1,531,244
Current Liabilities	流動負債		
Other payables and accruals	其他應付款項及應計負債	2,542	4,523
Due to subsidiaries	欠附屬公司款項	119,077	116,560
Tax payable	應付稅項	5,118	–
		126,737	121,083
Net Current Assets	流動資產淨值	1,317,201	1,410,161
Net assets	資產淨值	3,086,773	3,179,739
Equity	權益		
Issued capital	已發行股本	293,201	293,201
Reserves	儲備	2,793,572	2,886,538
Total equity	權益總值	3,086,773	3,179,739

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Movement in the Company's reserves:

		Share premium account 股份溢價賬 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	30,820	2,294,331	617,084	2,942,235
Profit for the year	年內溢利	–	–	2,755	2,755
Final 2017 dividend declared	已宣派2017年末期股息	–	–	(58,452)	(58,452)
At 31 December 2018	於2018年12月31日	30,820	2,294,331	561,387	2,886,538
Profit for the year	年內溢利	–	–	3,268	3,268
Final 2018 dividend declared	已宣派2018年末期股息	–	–	(96,234)	(96,234)
At 31 December 2019	於2019年12月31日	30,820	2,294,331	468,421	2,793,572

44. 本公司之財務狀況表(續)

本公司儲備變動如下：

45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board on 24 March 2020.

45. 財務報表之批准

財務報表於2020年3月24日經董事會批准及授權刊發。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated and reclassified as appropriate, is set out below:

本集團過去五個財政年度之業績及資產、負債與非控股權益概要乃摘錄自己刊發之經審核綜合財務報表，並經重列及適當重新分類，有關內容載於下文：

		Year ended 31 December 截至12月31日止年度				
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Restated) (經重列)	2016 2016年 RMB'000 人民幣千元 (Restated) (經重列)	2015 2015年 RMB'000 人民幣千元 (Restated) (經重列)
CONTINUING OPERATION	持續經營業務					
REVENUE	收入	17,172,027	15,648,051	13,357,992	9,779,222	10,032,361
PROFIT/(LOSS) FROM OPERATING ACTIVITIES	經營溢利/(虧損)	1,025,202	768,822	2,258,548	580,632	616,592
Finance costs	融資成本	(53,626)	(74,835)	(88,344)	(21,724)	(39,355)
Share of profits of associates	應佔聯營公司溢利	41,033	44,168	41,133	63,237	58,455
Profit before tax	除稅前溢利	1,012,609	738,155	2,211,337	622,145	635,692
Income tax expense	所得稅開支	(236,773)	(161,790)	(588,788)	(144,562)	(177,986)
PROFIT FOR THE YEAR FROM THE CONTINUING OPERATION	持續經營業務之年內溢利	775,836	576,365	1,622,549	477,583	457,706
DISCONTINUED OPERATIONS	終止經營業務					
Profit/(loss) from discontinued operations	終止經營業務之溢利/(虧損)	-	-	380,127	166,686	(216,527)
PROFIT/(LOSS) FOR THE YEAR	年內溢利/(虧損)	775,836	576,365	2,002,676	644,269	241,179
Attributable to	應佔方					
Owners of the parent	母公司擁有人	417,789	320,858	1,559,647	432,843	44,434
Non-controlling interests	非控股權益	358,047	255,507	443,029	211,426	196,745
		775,836	576,365	2,002,676	644,269	241,179
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS	資產、負債及非控股權益					
TOTAL ASSETS	總資產	14,448,364	13,288,450	13,185,731	14,437,153	14,030,984
TOTAL LIABILITIES	總負債	(7,136,009)	(6,575,014)	(6,933,700)	(7,892,394)	(8,017,949)
NON-CONTROLLING INTERESTS	非控股權益	(2,771,888)	(2,494,524)	(2,295,525)	(1,679,563)	(1,411,310)
		4,540,467	4,218,912	3,956,506	4,865,196	4,601,725

CORPORATE INFORMATION

公司資料

DIRECTORS

Chairman and Non-executive Director

Mr. Chen Lang

Executive Directors

Mr. Qing Lijun (*Managing Director*)

Mr. Shen Peng

Non-executive Directors

Ms. Xiao Jianping

Mr. Qin Yelong

Independent Non-executive Directors

Mr. Stephen Edward Clark

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

AUDIT COMMITTEE

Mr. Stephen Edward Clark

(*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

REMUNERATION COMMITTEE

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

Mr. Chen Lang

Mr. Stephen Edward Clark

NOMINATION COMMITTEE

Mr. Chen Lang (*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Mok Wai Bun, Ben

EXECUTIVE COMMITTEE

Mr. Qing Lijun (*Committee Chairman*)

Mr. Shen Peng

COMPANY SECRETARY

Ms. Liu Kit Yee, Linda

董事

主席兼非執行董事

陳朗先生

執行董事

慶立軍先生(*董事總經理*)

沈芄先生

非執行董事

肖建平女士

覃業龍先生

獨立非執行董事

祈立德先生(Mr. Stephen Edward Clark)

李鴻鈞先生

莫衛斌先生

審核委員會

祈立德先生(Mr. Stephen Edward Clark)

(*委員會主席*)

李鴻鈞先生

莫衛斌先生

薪酬委員會

莫衛斌先生(*委員會主席*)

陳朗先生

祈立德先生(Mr. Stephen Edward Clark)

提名委員會

陳朗先生(*委員會主席*)

李鴻鈞先生

莫衛斌先生

執行委員會

慶立軍先生(*委員會主席*)

沈芄先生

公司秘書

廖潔儀女士

SOLICITORS

Conyers, Dill & Pearman

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China CITIC Bank Corporation Limited
China Construction Bank Corporation
China Merchants Bank
CMB Wing Lung Bank Limited
DBS Bank (Hong Kong) Limited
Mizuho Bank, Ltd.
MUFG Bank, Ltd., Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited
VTB Bank (Public Joint-Stock Company) Shanghai Branch

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

33/F., COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Progressive Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY WEBSITE

www.chinafoodsltd.com

律師

Conyers, Dill & Pearman

核數師

德勤•關黃陳方會計師所

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
招商永隆銀行有限公司
星展銀行(香港)有限公司
瑞穗銀行
三菱UFJ銀行香港分行
香港上海滙豐銀行有限公司
俄羅斯外資銀行公眾股份公司上海分行

註冊辦事處

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2 Church Street
Hamilton HM 11
Bermuda

香港總辦事處

香港
銅鑼灣
告士打道262號
中糧大廈33樓

香港股份過戶登記分處

卓佳廣進有限公司
香港
皇后大道東183號
合和中心54樓

公司網站

www.chinafoodsltd.com

FINANCIAL CALENDAR

財務日誌

ANNOUNCEMENT OF ANNUAL RESULTS

Tuesday, 24 March 2020

CLOSURE OF REGISTER OF MEMBERS

For determining the shareholders' eligibility to attend and vote at the Annual General Meeting: Thursday, 28 May 2020 to Tuesday, 2 June 2020 (both days inclusive)

For determining the shareholders' entitlement to the proposed final dividend: Thursday, 11 June 2020 to Friday, 12 June 2020 (both days inclusive)

ANNUAL GENERAL MEETING

Tuesday, 2 June 2020

DIVIDENDS

Interim dividend: NIL

Proposed final dividend: RMB0.044, equivalent to HK4.8 cents, per share (Payable on or around Friday, 3 July 2020)

全年業績公佈

2020年3月24日(星期二)

暫停股份過戶登記

為確定股東出席股東周年大會並於會上投票的資格：2020年5月28日(星期四)至2020年6月2日(星期二)(首尾兩天包括在內)

為確定股東獲派建議之末期建議的權利：2020年6月11日(星期四)至2020年6月12日(星期五)(首尾兩天包括在內)

股東周年大會

2020年6月2日(星期二)

股息

中期股息：無

建議之末期股息：人民幣每股0.044元(相當於4.8港仙)(於2020年7月3日(星期五)或前後派付)



中糧
COFCO

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