



中糧
COFCO
自然之緣 重塑你我



CPMC HOLDINGS LIMITED
中糧包裝控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock code: 906

股份代號：906



2019

ANNUAL REPORT 年度報告

Vision 願景

STRIVE TO BECOME THE LEADING
MANUFACTURER OF PACKAGING PRODUCTS
OF INTEGRATED CONSUMER GOODS IN CHINA

致力成為中國綜合消費品包裝行業領導者





Financial Highlights

財務摘要

For the year ended 31 December

截至12月31日止年度

Variance

2019

2018

差異

RMB'000

RMB'000

%

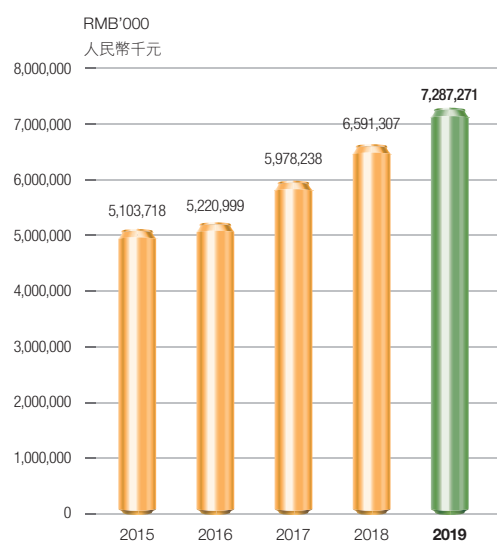
人民幣千元

人民幣千元

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元	Variance 差異 %
Revenue	收入	7,287,271	6,591,307	10.6
Profit attributable to equity holders of the Company	本公司股本持有人應佔利潤	302,090	255,061	18.4
		RMB 人民幣	RMB 人民幣	
Earnings per share	每股盈利	0.26	0.22	18.2

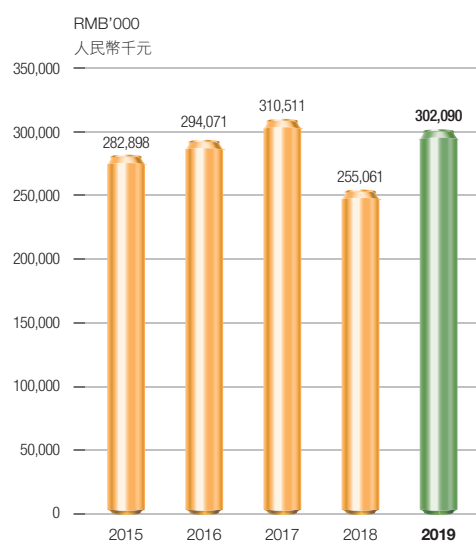
Revenue

收入



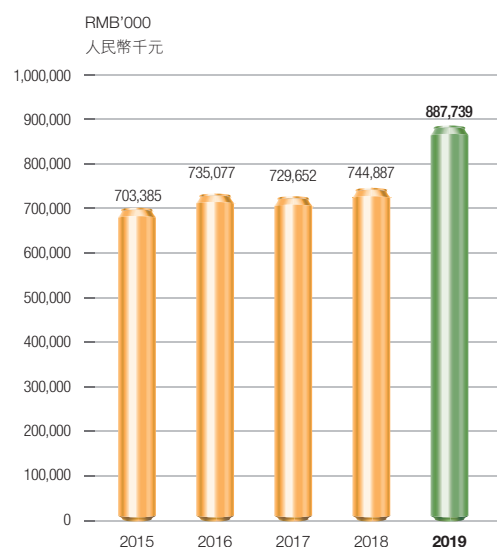
Profit attributable to equity holders of the Company

本公司股本持有人應佔利潤



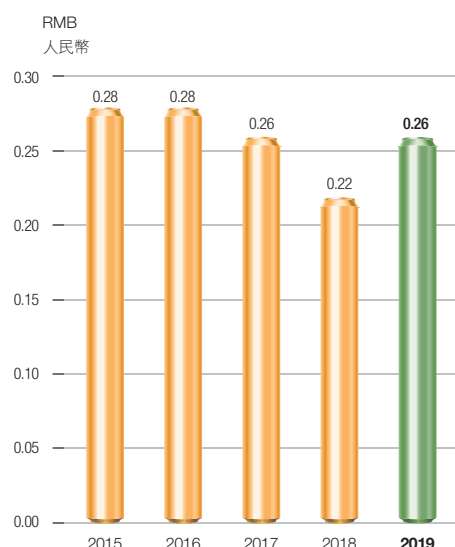
EBITDA

稅息折舊及攤銷前盈利



Earnings per share

每股盈利



Contents

目錄

Corporate Information	2	公司資料	86
Highlights in 2019	4	2019年大事回顧	88
Chairman's Letter	6	主席致函	90
General Manager's Report	8	總經理報告	92
Management Discussion and Analysis	10	管理層論述及分析	94
Corporate Governance Report	22	企業管治報告	106
Environmental, Social and Governance Report	40	環境、社會及管治報告	124
Directors and Senior Management Profile	65	董事及高級管理人員簡介	149
Report of the Directors	70	董事會報告	154
Independent Auditor's Report	170	獨立核數師報告	170
Audited Financial Statements		經審核財務報表	
Consolidated:		綜合：	
Statement of Profit or Loss	178	損益表	178
Statement of Comprehensive Income	179	全面收入表	179
Statement of Financial Position	180	財務狀況表	180
Statement of Changes in Equity	182	權益變動表	182
Statement of Cash Flows	183	現金流量表	183
Notes to Financial Statements	185	財務報表附註	185
Five-Year Financial Summary	298	五年財務概要	298



Corporate Information

CONTENTS

DIRECTORS

EXECUTIVE DIRECTORS

Mr. ZHANG Xin (*Chairman*)
Mr. ZHANG Ye (*General Manager*)

NON-EXECUTIVE DIRECTORS

Mr. LI Minghua (*appointed on 17 March 2020*)
Ms. YU Youzhi (*resigned on 17 March 2020*)
Mr. CHEN Qianzheng
Mr. ZHOU Yuan
Mr. SHEN Tao

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHENG Yuk Wo
Mr. FU Tingmei (*resigned on 2 July 2019*)
Mr. PUN Tit Shan
Mr. CHEN Jihua (*appointed on 2 July 2019*)

AUDIT COMMITTEE

Mr. CHENG Yuk Wo (*Committee Chairman*)
Mr. FU Tingmei (*resigned on 2 July 2019*)
Mr. ZHOU Yuan
Mr. CHEN Jihua (*appointed on 2 July 2019*)

REMUNERATION COMMITTEE

Mr. FU Tingmei (*Committee Chairman until 2 July 2019 and resigned on 2 July 2019*)
Mr. CHEN Qianzheng (*resigned on 2 July 2019*)
Mr. PUN Tit Shan
(*Committee Chairman since 2 July 2019*)
Mr. SHEN Tao (*appointed on 2 July 2019*)
Mr. CHENG Yuk Wo (*appointed on 2 July 2019*)

NOMINATION COMMITTEE

Mr. ZHANG Xin (*Committee Chairman*)
Mr. CHENG Yuk Wo
Mr. FU Tingmei (*resigned on 2 July 2019*)
Mr. PUN Tit Shan (*appointed on 2 July 2019*)

RISK MANAGEMENT COMMITTEE

Mr. PUN Tit Shan (*Committee Chairman until 2 July 2019 and resigned on 2 July 2019*)
Mr. SHEN Tao (*resigned on 2 July 2019*)
Mr. ZHANG Ye
Mr. CHEN Jihua (*Committee Chairman since 2 July 2019 and appointed on 2 July 2019*)
Mr. CHEN Qianzheng (*appointed on 2 July 2019*)

COMPANY SECRETARY

Mr. YIM Ming Chung (*CPA, ACIS, ACS*)

AUDITOR

Baker Tilly Hong Kong Limited (*Certified Public Accountants*)

CORPORATE
INFORMATION

HIGHLIGHTS
IN 2019

CHAIRMAN'S
LETTER

GENERAL
MANAGER'S
REPORT

Corporate Information

LEGAL ADVISOR

Loong & Yeung

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of Communications Co., Ltd.
Bank of China Limited
Bank of China (Hong Kong) Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China Ltd.
Mizuho Bank, Ltd.
Sumitomo Mitsui Banking Corporation
MUFG Bank, Ltd.

REGISTERED OFFICE

33rd Floor, COFCO Tower
262 Gloucester Road
Causeway Bay, Hong Kong

HEAD OFFICE

No. 160, Weiken Street
Hangzhou Economic and Technical
Development Zone
Hangzhou, Zhejiang Province
The PRC

HONG KONG SHARE REGISTRAR

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

COMPANY WEBSITE

www.cofco-pack.com

STOCK CODE

The Stock Exchange of Hong Kong Limited: 00906
Bloomberg: 906:HK
Reuters: 0906.HK

CONTENTS

CORPORATE
INFORMATION

HIGHLIGHTS
IN 2019

CHAIRMAN'S
LETTER

GENERAL
MANAGER'S
REPORT

Highlights in 2019

CONTENTS



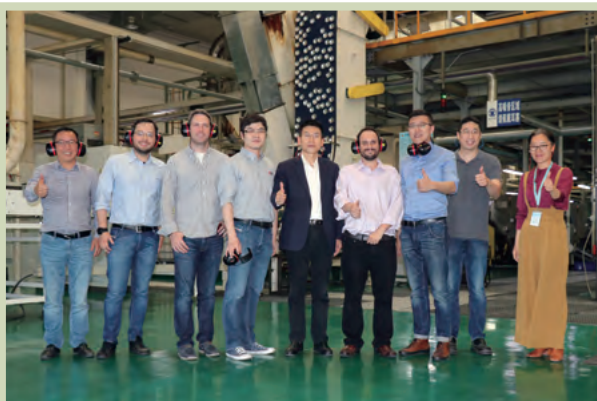
February

Tianjin Canmaking was awarded the title of “The Best Supplier of 2018” by Baoding Budweiser (保定百威).

CORPORATE INFORMATION

April

Barugue, vice president in charge of global purchasing of ABInbev, and his delegation visited Fujian Canmaking and exchanged opinions; CPMC Tianjin was awarded the “Quality Pioneer of 2018” by the Yili Group; and Hangzhou CPMC Co., Ltd. was awarded the title of “Nation High-Tech Enterprise”.



HIGHLIGHTS IN 2019



CHAIRMAN'S LETTER

May

The Company acquired 23% equity interest in Wuxi Huapeng held by Crown Asia Pacific.

GENERAL MANAGER'S REPORT





July

Nanning Canmaking successfully passed the suppliers' social responsibility review of Coca-Cola.

September

The second two-piece can production line in Fujian province successfully completed installation and trial production.



November

A delegation from Limburg, Belgium visited CPMC's companies in Guangzhou region and exchanged opinions.

December

The installation of the new production line for the Belgium's two-piece can project was completed. CPMC was awarded the "The Best Small and Medium Market Capitalization Company" (最佳中小市值股公司) in the 2019 "Golden Hong Kong Stock" (金港股) selection.



Chairman's Letter

CONTENTS

Dear Shareholders,

On behalf of the board of directors (the "Board") of CPMC Holdings Limited (the "Company"), I am pleased to present the audited annual results of the Company and its subsidiaries (collectively the "Group" or "CPMC") for the year ended 31 December 2019 (the "Year").

In 2019, the government of the PRC adhered to the keynote of pursuing progress while maintaining stability, proactively advancing the supply-side reform and high-quality development. As a result, the overall operation of the national economy is stable, and the quality of development witnessed steady improvement. In 2019, per capital GDP at the average exchange rate for the first time broke the US\$10,000 mark. During the Year, the per capita disposable income of domestic residents increased by 8.9%, outpacing the GDP growth, and the total retail sales of consumer goods grew by 8.0%.

CORPORATE
INFORMATION

During the year, commodity prices kept fluctuating, and the prices of major raw materials experienced downward adjustment. In particular, the prices of aluminium and tinfoil dropped slightly, and the prices of plastic particles fell sharply. With continuously shifting competing vision of the domestic comprehensive consumer goods packaging industry, capital from the domestic two-piece can industry has completed the mergers and acquisitions of multinational companies amid the accelerating consolidation within the aluminium packaging industry; while the beer canning rate increased steadily, further optimized the industry supply and demand. Besides, in terms of tinfoil packaging, we actively responded to the increasingly customized needs of downstream consumers, promoted the research and development of new types of products and supply of differentiated products, getting close to customers that we served through models including plant-within-plant model. In addition, the demands from the downstream plastic packaging customers have differentiated, and the multinational brand customers have gradually adapted to changes in the domestic market in recent years, which showcasing a market recovery. As responses, the Group actively strengthened the tracking of the trends of the industry and the raw and auxiliary materials, and make corresponding research and estimates to improve its ability to cope with the market changes. By seizing market segmenting opportunities, it guaranteed cooperation and collaboration with key customers and vigorously explored new customers. What's more, the Group also exerted strict control over new investments, so as to increase return on investment. While keeping exploring the domestic comprehensive consumer goods packaging market and consolidating its industry leadership, the Group also fixed its eyes on the global market, positively answering to the needs of international customers and expanding overseas markets. In 2019, the first overseas two-piece can project of the Group landed in Belgium. Relevant works were carried out steadily, and the production line was successfully put into operation at the end of the year.

HIGHLIGHTS
IN 2019

CHAIRMAN'S
LETTER

GENERAL
MANAGER'S
REPORT

Chairman's Letter

At the beginning of 2020, confronted with the domestic outbreak of the COVID-19 epidemic, the Chinese government decisively took the initiatives to fight the epidemic by coordinating resources, and effectively curbed the spread of the epidemic. At the same time, China closely followed the track of the impact and challenges brought by the epidemic on international trade, took effective measures to hedge the negative effects, steadily promoted the resumption of work and production, helping to maintain the stability of the global supply chain. Looking forward, despite the short-term pressure on the Chinese economy from the onset of the epidemic, we still firmly believe in the huge potential of China's economic development. Therefore, the Group will also meet the challenges in a positive stance, paying close attention to the impact of the epidemic on the prices of major raw and auxiliary materials, continue to strengthen inventory and cost management and strictly control relevant risks. As we are fighting against the epidemic, we will also ensure production safety, take the lead in industry collaboration to closely follow the gradual market recovery of downstream consumer products, and tap inherent potentials to improve operational efficiency and better investment return and performance.

Lastly, on behalf of the Board, I wish to express our sincere gratitude to the management and all the staff of the Group for their valuable service and contribution during the past year. I would also like to express our heartfelt gratitude to our customers, suppliers, business partners, and shareholders for their continuous support to the Group.

Zhang Xin

Chairman of the Board

CONTENTS

CORPORATE
INFORMATION

HIGHLIGHTS
IN 2019

CHAIRMAN'S
LETTER

GENERAL
MANAGER'S
REPORT

General Manager's Report

CONTENTS

I am pleased to present to shareholders that for the year ended 31 December 2019, the Group's sales revenue was approximately RMB7,287 million, representing a year-on-year increase of approximately 10.6%; and the profit attributable to shareholders of the Company was approximately RMB302 million, representing an increase of approximately 18.4% from RMB255 million in 2018. The basic earnings per share for the year ended 31 December 2019 amounted to RMB0.26.

The Board recommends the payment of a final dividend of RMB0.057 (equivalent to HK6.4 cents) (2018: RMB0.048 (equivalent to HK5.6 cents)) per ordinary share for the year ended 31 December 2019, subject to the approval to be obtained at the annual general meeting to be held on 22 June 2020. The proposed final dividend will be distributed on or after 20 July 2020 to the shareholders of the Company whose names appear on the shareholders' register on 3 July 2020.

CORPORATE INFORMATION

In 2019, the external environment was complicated and the competition remained fierce in the industry. However, with the continuous advancing of industry coordination and consolidation, the market supply and demand for certain products were further improved. The prices of main raw materials for products saw decreases to different extent. The Group, as always, paid attention to the demands of key customers, strengthened product innovation, developed differentiated products and services and explored new customers to optimize the sales structure and stabilize product prices. Meanwhile, it accurately followed the trends of raw material markets and linked internal supply and sales to strictly control production cost and boost the labor efficiency. It achieved steady sales revenue growth in 2019 with the overall gross profit margin remained stable with improvement.

HIGHLIGHTS IN 2019

During the year, the Group's aluminium packaging business maintained rapid growth with gradually higher proportion in the overall business structure. It registered a significant year-on-year growth of approximately 34.5% in sales revenue and the profitability remained steady with improvement. In the aluminium two-piece can segment, the demand from the downstream beer and carbonated beverages markets advanced side by side and the customer demand maintained rapid growth. The trend of personalized and diversified packaging also further curbed the supply of effective capacity in the industry. With the continuously deepening of industry consolidation, the market competition pattern was further improved. International packaging enterprises gradually shrank and exited while domestic superior packaging enterprises witnessed steady growth. The first overseas expansion project of the Group was successfully implemented in Belgium, which completed the installation of one two-piece can production line by the end of the year. It will achieve bulk supply to strategic customers in the first half of 2020. The Group further enhanced cooperation with premium customers, optimized capacity deployment and production arrangement, developed advantages in production coordination and regional categories supply and boosted the existing capacity utilization. During the year, sales revenue from two-piece cans increased approximately 38.0% as compared with 2018 with the profitability gradually improved. In the aluminium single-piece can segment, the Group actively responded to market changes. It advanced the development of new customers and new products and the profitability maintained at a relatively high level.

CHAIRMAN'S LETTER

The Group's tinplate packaging business has an array of products with differentiated performances in different market segments. For the steel barrel business, it continued to enhance cooperation with brand customers, advanced the development of new customers and optimized capacity deployment to boost sales. For the milk powder can business, it consistently enhanced the expansion of the plant-within-plant business to achieve common growth with leading brands in the downstream market. For aerosol cans, it vigorously responded to new policies on downstream industries, adjusted the layout in advance and served customers at the nearest place. With various measures, the Group reduced the effects of the customers who changed its packaging from three-piece beverage can to aluminium two-piece can and the sluggish demand growth. Sales revenue from the tinplate packaging business recorded a year-on-year decrease of approximately 3.8% while the overall profitability remained stable.

GENERAL MANAGER'S REPORT

General Manager's Report

CONTENTS

CORPORATE
INFORMATION

HIGHLIGHTS
IN 2019

CHAIRMAN'S
LETTER

GENERAL
MANAGER'S
REPORT

In the plastic packaging segment, the Company consistently advanced the dual-wheel-driven model with the household chemical product market and the food market. It reinforced the joint research and development with brand customers, improved the customer cohesiveness, optimized sales structure and promoted steady sales growth. Due to the significant plunge in the price of plastic particles and the moderate adjustment to the product prices by the Group during the year, the Group's sales revenue from the plastic packaging businesses recorded a slight decrease of approximately 3.2% year on year and the gross profit margin was further improved.

In 2019, the Group maintained the sound cooperation with JDB on a "cash before delivery" basis. Meanwhile, for the disputes on JDB, the Group received the award from Hong Kong International Arbitration Centre on fully supporting the Company's relevant appeals on 14 November 2019. During the arbitration, the stock price of the Company declined amid fluctuation and deviated from the corporate value. The Group initiated repurchase of shares as appropriate, which boosted market confidence and safeguarded the interests of shareholders.

Looking ahead, due to the adverse effects of the novel coronavirus pneumonia outbreak in early 2020, it may affect the production and operation in short term. However, thanks to the joint efforts of the public in the battle against the epidemic, the domestic contagion has been gradually controlled since the end of February. With the steady progress in work and production resumption, China's economy has gradually recovered. The Group will pay close attention to the demands of key customers and enhance cooperation with them. While consolidating its leading position in the domestic market, it will promote overseas projects to put into operation as soon as possible. The Group will lead industry coordination, strictly control production cost and enhance the profitability and investment returns. It will also earnestly perform social responsibilities and carry out safety production and environmental protection to return customers with premium products and services and create more value for shareholders.

Zhang Ye

Executive Director and General Manager

Management Discussion and Analysis





Management Discussion and Analysis

Business Introduction

The Group is principally engaged in the manufacturing and sale of packaging products used for consumer goods such as food, beverages and household chemical products, extensively covering the packaging markets of tea beverages, carbonated beverages, fruit and vegetable beverages, beer, dairy products, household chemical products and other consumer goods. In addition, the Group provides comprehensive packaging solutions including high technological packaging design, printing, logistics and comprehensive customer services. As a leading metal packaging provider in the PRC, the Group is committed to developing into the leader of the comprehensive consumer goods packaging industry in the PRC. The products of the Group mainly include aluminium packaging, tinplate packaging and plastic packaging. The Group carries out operations through 32 operating subsidiaries, an associate and a joint venture (which are strategically located in different regions of the PRC), an offshore operating subsidiary and their branches in order to serve customers more efficiently. Ranking first in multiple market segments, the Group has earned the appreciation and trust of many well-known brands domestically and abroad, and established a solid customer base, including domestically and internationally renowned high-end consumer goods manufacturers.



MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

- **Aluminium Packaging**

The Group uses aluminium as the main raw material for its aluminium packaging products, which mainly include two-piece beverage cans (two-piece cans) and one-piece cans. Aluminium packaging products are characterised by a high degree of automatic production and full product recyclability, etc., and has been one of the businesses with rapid developments of the Company in recent years.

Aluminium price had been basically stable throughout 2019 since the slight reduction in the third quarter of 2018. With the steady growth of beer canning rate and the vigorous promotion of carbonated drinks in sleek cans, the total market demands continued to rise rapidly, and customer demands for products are becoming more diverse in the meantime. As a series of large-scale consolidation commenced in the industry, and layout contraction and adjustments has been made by international packaging companies, domestic dominant enterprises have strengthened unity and collaboration to promote the orderly development of the industry, leading to a continuous improvement in the supply and demand pattern of the two-piece can market. Accordingly, the Group constantly facilitated the steadying utilisation of its existing production capacity and the expansion of new production capacity, optimised customer structure, enriched product mix and promoted the landing and implementation of its first overseas project. In 2019, the Group's sales revenue from aluminium packaging was approximately RMB3,309 million (2018: approximately RMB2,461 million), representing an increase of approximately 34.5% over 2018, and accounted for approximately 45.4% of the total sales (2018: approximately 37.4%). Gross profit margin of the aluminium packaging business in 2019 was approximately 16.5% (2018: approximately 16.4%).

Two-piece Beverage Cans (Two-piece Cans)

Two-piece cans products are primarily used for the packaging of beers, carbonated drinks and tea beverages. In 2019, in the face of gradual improvement in supply and demand, the Group, while optimizing production arrangements and customer structure to achieve increase in sales revenue and profitability, focused on the utilisation of production capacity, further improved the efficiency thereof, continued to build up multi-category capabilities, and served customers faster and better. During the year, the Group also actively responded to customer needs and targeted the expansion of new production capacity at home and abroad to prepare for subsequent growth: the second production line of fujian project was completed at the end of September and officially commenced production at the end of the year; and the two-piece can project in Belgium was launched as scheduled, which was completed at the end of December, and the follow-up works such as customer certification is steadily progressing. In 2019, the Group's sales revenue from the two-piece can business was approximately RMB3,146 million (2018: approximately RMB2,280 million), representing a year-on-year increase of approximately 38.0%. Renowned customers of the Group's two-piece cans business include Anheuser-Busch InBev, CR Snow Beer, Tsingtao Brewery, Coca-Cola and JDB.

One-Piece Cans

One-piece cans products are primarily used for the packaging of household chemical products, beers, carbonated drinks and medical products. Detecting changes in the customer market, the Group vigorously exerted intensified efforts to develop new customers and stepped into new product segments to ensure adequate orders. Meanwhile, the Group continuously innovated technology and enhanced manufacturing capacity, maintaining stable profitability. In 2019, the Group's sales revenue from one-piece cans was approximately RMB163 million (2018: approximately RMB181 million), representing a year-on-year decrease of approximately 9.9%. Renowned customers of the Group's one-piece cans business include Anheuser-Busch InBev, Tsingtao Brewery, Carlsberg, Daizo Group and Sinochem Group, etc.

Management Discussion and Analysis

- **Tinplate Packaging**

The Group uses tinplate as the primary raw material for its tinplate packaging, the products of which include steel barrels, milk powder cans, aerosol cans, metal caps, three-piece beverage cans, round and square shaped cans, printed and coated tinplate and other metal packaging. The Group is in a leading position in a number of market segments, with milk powder cans and twist caps ranking No. 1 in market shares nationwide.

In 2019, there were adjustments to the fluctuation of the tinplate's price and thus the price declined slightly as a whole. Despite the transformation of some customers' packaging formats and the weak market demand, the Group strenuously took the advantages of opportunities in other segmented product markets, increasing sales and revenue and buffering adverse effects. As at 31 December 2019, the sales revenue from the Group's tinplate packaging business amounted to approximately RMB3,390 million (2018: approximately RMB3,522 million), representing a decrease of approximately 3.8% from 2018, and accounted for approximately 46.5% of the total sales (2018: approximately 53.4%). The gross profit margin of the tinplate packaging business in 2019 was approximately 14.0% (2018: approximately 14.1%).

Steel Barrels

The Group produces steel barrels with a volume of 200 litres or above, which are mainly used for carrying chemical products and raw food ingredients (e.g. bulk edible oil). In 2019, following the major safety emergencies of chemical companies, China has further strengthened the safety production supervision of related enterprises, and the environmental protection situation has become more stringent, both of which affected the market demands of downstream customers to a certain extent. Thanks to the importance attached to and investment in safe and eco-friendly production, the Group continued to improve its manufacturing support capabilities, optimize regional layout and enrich product mix in the one hand, and strengthen new customer development, optimize customer structure and specifically launch production-sales linkages in the other hand, therefore improved profitability. The sales revenue was approximately RMB882 million (2018: approximately RMB815 million), representing a year-on-year increase of approximately 8.2%. Renowned customers of the Group's steel barrels business include Sinopec, Nippon, Exxon Mobil, COFCO and Yihai Kerry.

Milk Powder Cans

Milk powder cans are mainly used for the packaging of infant formula milk powder, health food and other products. The Group is the largest milk powder can manufacturer in the PRC. In recent years, the domestic milk powder can market experienced constant consolidation. The brand concentration has been higher, the market shares of domestic brands have climbed, and the overall demand has remained stable and seen an upward trend occasionally. Aligning closely with the opportunities arising from the market adjustment, the Group paid more attention to its investment in key areas and to important customers, took the lead to adopt the factory-within-a-factory mode, and steadily propelled the production capacity utilisation. The Group also provided differentiated products to further enhance customer stickiness and garner the appreciation of branded customers. In 2019, the sales revenue from the milk powder can business amounted to approximately RMB589 million (the same period of 2018: approximately RMB594 million), representing a slight decrease of approximately 0.8% year on year. Renowned customers of the Group's milk powder cans business include Feihe Dairy, Yili, Nestle, Mengniu and Junlebao.

Management Discussion and Analysis

Aerosol Cans

Aerosol cans are primarily used for the packaging of household chemical products (e.g. car maintenance products, air fresheners, personal care products and pesticides) and other chemical products. The Group insisted on strengthening cooperation with strategic customers, closely followed up regional market opportunities, bettering production capacity layout, promoted sales coordination with other products of the Group, satisfying customer needs in an all-round manner. In 2019, the Group recorded sales revenue of approximately RMB384 million (2018: approximately RMB355 million), representing a year-on-year increase of approximately 8.2%. Renowned customers of the Group's aerosol cans business include Gunuo Tianjin, Johnson Shanghai, Shanghai Daizo, Zhongshan Lanju and Hebei Kangda.

Metal Caps

Metal caps include twist caps and crown caps. In 2019, the Group's sales revenue from the metal cap business amounted to approximately RMB492 million (2018: approximately RMB472 million), representing a year-on-year increase of approximately 4.2%. The Group kept alignment with the needs of key customers in the twist cap market and vigorously developed and provided differentiated products. At the same time, in addition to strictly implementing the price actuarial and cost control over crown caps, it grasped market opportunities and reinforced intra-group collaboration, increasing the supply quota for high-quality customers and profitability. Renowned customers of the Group's metal caps business include Haiday, Lao Gan Ma, Jiajiahong, Huanleji, Chubang, China Resources Snow Breweries, Anheuser-Busch InBev and Tsingtao Brewery.

Three-Piece Beverage Cans (Three-Piece Cans)

Three-piece beverage cans (the "three-piece cans") are used widely for the packaging of protein drinks, energy drinks, mixed congee, fruit and vegetable juice, coffee, etc. In 2019, the promotion of certain customers to convert packaging to two-piece aluminium cans, combined with the sluggish or even lowered demand from customers producing traditional protein beverages and mixed congee, have weakened the overall market demands. Furthermore, abundant production capacity has caused extremely fierce competition in the industry. To counter the above situation, the Group energetically maintained the relationship with key customers and strictly controlled production costs. The sales revenue from three-piece cans was approximately RMB329 million (2018: approximately RMB528 million), representing a year-on-year decrease of approximately 37.7%. Renowned customers of the Group's three-piece cans business include Yinlu, Lulu, Yangyuan, Yili and Red Bull.

Round and Square Shaped Cans

The Group's round and square shaped cans products are mainly used for the packaging of various chemical oil paint, paint and small package of oils and fats products, etc. In 2019, with the deepening of the regulation of the real estate market and of the management and control over safety and environmental protection, there was a downturn in the demands from the downstream paint and other industries, while the brand consolidation has been accelerated, with resources being generated towards head enterprises step by step. The Group strictly controlled production costs, expanded quality customers and optimized sales structure to improve profitability. During the year, the Group's sales revenue from round and square shaped cans business was approximately RMB240 million (2018: approximately RMB254 million), representing a year-on-year decrease of approximately 5.5%. Renowned customers of the Group's round and square shaped cans business include Valspar Corporation, Asia Paint, Yip's Chemical, Carpoly and Yihai Kerry.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Management Discussion and Analysis

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Printed and Coated Tins

The Group's printed and coated tins are mainly used in various gift candy boxes, food, chemicals, caps, batteries and other electronic and electric appliances (e.g. rice cookers). The products are also used to satisfy the Group's internal demand arising from the manufacture of cans (e.g. milk powder cans and three-piece beverage cans) and metal caps (e.g. twist caps and crown caps). In 2019, the Group focused on ensuring the supply to meet internal demands, external sales revenue from the printed and coated tins business was approximately RMB245 million (2018: approximately RMB311 million), representing a year-on-year decrease of approximately 21.2%. Renowned customers of the Group's printed and coated tins business include ORG, Lao Gan Ma, Supor, T.G. Battery and Panasonic.

- **Plastic Packaging**

The Group's plastic packaging products are mainly used for the packaging of personal care, household chemical and food and beverage products. In 2019, the price of plastic particles, the main raw material for plastic packaging, has been significantly reduced by approximately 16.7%. The Group paid constant attention to key customers, carried forward the optimization of sales structure and reinforced joint research and development and product innovation. On the premise of a steady increase in gross profit margin, the product price was moderately cut to achieve a win-win situation with customers. Sales volume of plastic packaging products increased by approximately 6.9% year on year. The sales revenue from the plastic packaging business was approximately RMB588 million in 2019 (2018: approximately RMB608 million), representing a year-on-year decrease of approximately 3.2%, and accounted for approximately 8.1% of the total revenue (the same period of 2018: approximately 9.2%). The gross profit margin of the plastic packaging business in 2019 was approximately 13.4% (the same period of 2018: approximately 11.7%). Renowned customers of the Group's plastic packaging business include P&G, Blue Moon, Haiday, Reckitt Benckiser, SC Johnson and Heinz.

Outlook for 2020

Since 2020, in the face of the menacing COVID-19 epidemic, the Group has made concerted efforts to fight against it. In early February 2020, while strictly preventing and controlling the epidemic, the Group actively promoted the gradual resumption of work and production of its subsidiaries across the country. At present, most companies have resumed operation. Some of the plastic packaging factories have resumed production at the end of January and are operating at full speed to meet the surge in demands for the disinfection and epidemic prevention products of downstream branded customers, making their own contribution in the battle. Looking forward, the Group will keep abreast with the gradual recovery of the downstream consumer goods industry, centering on the needs of the customers and deepening the exploration of the potential of market segments, strengthen sales coordination, optimize production arrangements and strictly control costs and expenses. Along with consolidating domestic business, it will also solidly promote the production and operation of overseas projects, in the hope of improving investment return, rewarding the customers with high-quality products and services for their trust, and paying the shareholders back with sound performance for their support.

Management Discussion and Analysis

Financial review

For the year ended 31 December 2019, revenue of the Group amounted to approximately RMB7,287 million (2018: approximately RMB6,591 million), representing an increase of approximately RMB696 million or 10.6%. The increase in revenue was primarily due to the increase in sales volume of its products. Gross profit margin reached approximately 15.1% in the year of 2019 (2018: approximately 14.7%), representing a slight increase as compared with the same period in the previous year. The increase was primarily due to the fact that sales scale increases and unit cost declines resulted in gross profit margin increase.

For the year ended 31 December 2019, net profit amounted to approximately RMB307 million (2018: approximately RMB265 million), representing an increase of approximately RMB42 million or 15.6% as compared to the same period in the previous year, primarily due to the increased sales scale and gross profit margin.

GROUP'S PROFIT

For the year ended 31 December 2019, the Group's profit before income tax was approximately RMB387 million (2018: approximately RMB346 million), representing an increase of approximately RMB41 million or 11.90% as compared to the same period in the previous year.

Finance costs were approximately RMB136 million (2018: approximately RMB90 million), representing a larger increase as compared to the same period in the previous year, which was mainly due to the slight increase in financing scale and cost.

Income tax expenses were approximately RMB80 million (2018: approximately RMB80 million). The effective income tax rate of the Group in 2019 was approximately 20.8% (2018: approximately 23.3%).

CASH FLOW, FINANCIAL RESOURCES AND GEARING RATIO

In 2019, the Group's main sources of funding were cash generated from operating activities and bank loans.

	31 December 2019 RMB (million)	31 December 2018 RMB (million)
Net assets	5,215	5,249
Cash and cash equivalents	679	894
Total borrowings	4,338	4,093
Equity attributable to equity holders of the Company	4,936	4,897
Current ratio	1.1	1.1
Gearing ratio*	74.1%	65.3%

* *The gearing ratio is calculated as net borrowings divided by equity attributable to equity holders of the Company, in which the net borrowings are calculated as total borrowings less cash and cash equivalents.*

Management Discussion and Analysis

As at 31 December 2019, the Group had net assets of approximately RMB5,215 million (31 December 2018: approximately RMB5,249 million). Equity attributable to equity holders of the Company was approximately RMB4,936 million, which has slightly increased as compared to approximately RMB4,897 million as at 31 December 2018.

The current ratio and gearing ratio as at 31 December 2019 were approximately 1.1 and approximately 74.1%, respectively (31 December 2018: approximately 1.1 and approximately 65.3%, respectively). The current ratio as at 31 December 2019 was approximately 1.1, which is the same as last year. The increase in gearing ratio from approximately 65.3% as at 31 December 2018 to approximately 74.1% as at 31 December 2019 was mainly due to the increase in bank loans of the Company. Interest-bearing bank loans were approximately RMB4,338 million as at 31 December 2019. The Group did not have any assets that were pledged for the outstanding bank loans as at 31 December 2019 and 31 December 2018.

CAPITAL EXPENDITURE, COMMITMENTS AND CONTINGENT LIABILITIES

For the year ended 31 December 2019, the Group's capital expenditure was approximately RMB797 million, which was as follows:

	RMB million	Percentage of capital expenditure
Acquisition of subsidiaries	21	2.6%
Acquisition of non-controlling interests	132	16.6%
Belgium project	246	30.9%
Two-piece cans project	218	27.3%
Steel barrels project	24	3.0%
Plastics project	57	7.2%
Tinplate project	88	11.0%
Other equipment purchases	11	1.4%
Total	797	100.0%

At 31 December 2019, the Group had total future minimum lease payments under non-cancellable short-term leases and leases of lower-value assets falling due as follows:

	2019 RMB'000	2018 RMB'000
Within one year	680	11,301
In the second to fifth years, inclusive	113	16,862
After five years	–	1,278
	793	29,441

Management Discussion and Analysis

As at 31 December 2019, the Group had the following capital commitments:

	2019 RMB '000	2018 RMB'000
Contracted, but not provided for:		
property, plant and equipment	224,305	514,337
capital contribution payable to a joint venture	1,122,759	1,122,759

As at 31 December 2019, save as mentioned above, the Group had no other significant commitments and contingent liabilities.

FOREIGN EXCHANGE RISK

The Group's main operations are located in China. Other than some of the bank loans and bank deposits which are denominated in U.S. dollars and Hong Kong dollars, most of the assets, income, payments and cash balances are denominated in RMB. The Directors consider that exchange rate fluctuations have no significant impact on the Company's results.

HUMAN RESOURCES

As at 31 December 2019, the Group had 6,692 full-time employees (2018: 6,743), of which approximately 1,801 were engineers and technical staff or employees with higher education backgrounds. The table below shows the number of employees of the Group by function as at 31 December 2019:

Function	No. of employees	Percentage of total no. of employees
Management and Administration	895	13.4%
Sales and Marketing	247	3.7%
Research and Development in Technology and Engineering	783	11.7%
Production and Quality Control	4,767	71.2%
Total	6,692	100.0%

As at 31 December 2019, the Group's total staff cost was approximately RMB665 million, as compared to RMB626 million in the same period last year. The Group determined the salary of the employees based on their performance, the standard of salary in the respective regions, and the industry and market conditions. The benefits of the employees in the mainland China included pension fund, medical insurance, unemployment insurance, maternity insurance and employment-related injury insurance and housing fund contributions. In addition to the requirements of the PRC law, the Group has made voluntary contributions to an annuity plan, which was implemented with effect from 1 January 2009, for the benefit of the Group's employees when they reach certain seniority. The benefits of the employees in Hong Kong included mandatory provident fund, life insurance and medical insurance.

Management Discussion and Analysis

Major risks and uncertainties

In order to stabilise business operation, the Company's management shows great concern on the risk factors which the Company may face in its operation. Based on critical risk indicators and through assessment and analysis, the following major possible risks are identified:

1. Operational risks from macroeconomic control:

Macroeconomic control has considerable impact on downstream companies and will indirectly affect the sales and profits of packaging companies (including the Group).

2. Operational risks from fluctuations in raw material prices and exchange rates:

Raw material costs represent a relative high proportion in our production costs, hence, fluctuations in raw material prices will have considerable impact on the generation of profits.

3. Risks from market competition:

With relatively low concentration in our sector, companies with considerable scale and capacity have viewed further expansion of their production and marketing scale and maximisation of market share as their main objectives. This will give rise to keen market competition.

4. Risks from food safety:

Failure to meet the national or industrial safety standards in food production will cause food safety issues to customers. This will give rise to the risks of return of goods or financial losses.

5. Quality risks:

Failure to satisfy the statutory standards or customers' needs in relation to product quality or performance will give rise to lot quality problem, of which defective lots or inventories will result in losses.

ARBITRATION

Reference is made to the Company's announcements dated 30 October 2017, 6 July 2018, 9 July 2018, 31 August 2018, 23 June 2019, 15 November 2019, 20 March 2020 and 28 April 2020, and the circular dated 30 November 2017 in relation to, among others, CPMC Investment Co., Ltd. ("CPMC Investment"), an indirectly wholly-owned subsidiary of the Company, entered into the capital increase agreement (the "Capital Increase Agreement") with Wong Lo Kat Limited ("Wong Lo Kat"), Wisdom Kingdom Limited ("Wisdom Kingdom") and Qingyuan JDB Herbal Plant Technology Co., Ltd.* (清遠加多寶草本植物科技有限公司) ("Qingyuan JDB Herbal", together with Wong Lo Kat and Wisdom Kingdom, the "JDB Group Companies") on 30 October 2017.

Since Wong Lo Kat has not performed its undertaking to inject the JDB Trademarks to Qingyuan JDB Herbal as its asset capital contribution pursuant to the Capital Increase Agreement, CPMC Investment filed an arbitration application to Hong Kong International Arbitration Centre ("HKIAC") against Wong Lo Kat, Wisdom Kingdom and Qingyuan JDB Herbal on 6 July 2018, and the Group has received the partial arbitral awards (the "Arbitration Results") granted by HKIAC on 14 November 2019.

After receipt of the Arbitration Results, the parties have been maintaining friendly negotiation and communication. On 28 April 2020, the parties to the Capital Increase Agreement and JDB (Tianjin) Beverage Co., Ltd.* (加多寶(天津)飲料有限公司) ("JDB (Tianjin)") entered into a repurchase agreement (the "Repurchase Agreement") for resolving the matters in relation to the Capital Increase Agreement and the Arbitration Results. Pursuant to the Repurchase Agreement, JDB (Tianjin) shall repurchase the 30.58% equity interest held by CPMC Investment in Qingyuan JDB Herbal at the consideration of RMB1,504,631,126, while Qingyuan JDB shall also pay the accumulated Committed Dividend under the Capital Increase Agreement in the amount of RMB237,642,626 to CPMC Investment.

Further, pursuant to the Repurchase Agreement, after JDB (Tianjin) and Qingyuan JDB Herbal having completed payment of the 1st installment of the repurchase consideration and the 1st installment of the Committed Dividend, CPMC Investment will not take any legal action against the JDB Group on or before 31 July 2020, and CPMC Investment shall within 15 working days after receipt of the aforesaid payments, withdraw its litigation filed with the relevant PRC Court (as set out in the announcement of the Company dated 31 August 2018). Besides, within 4 months after receipt of the aforesaid payments, unless JDB (Tianjin) fails to pay the 2nd installment of the repurchase consideration under the Repurchase Agreement, CPMC Investment shall also terminate the arbitration filed by it against Wong Lo Kat Company, Wisdom Kingdom and Qingyuan JDB Herbal, and the rights and obligations of the parties thereunder shall cease by then as well. At the same time, Wisdom Kingdom shall apply to the HKIAC to withdraw its arbitration application filed against CPMC Investment in June 2019. The parties to the Repurchase Agreement also undertook that, unless there is any breach of the Repurchase Agreement, upon the termination/withdrawal of the arbitration/litigation, the parties shall not bring any prosecution, arbitration, prosecution or claims against the other party for the abovementioned case.

As at the date of this report, the transaction contemplated under the Repurchase Agreement has not completed. For details of the Repurchase Agreement, please refer to the Company's announcement dated 28 April 2020.

For details of the Capital Increase Agreement, the arbitration, the Repurchase Agreement and the relevant development, please refer to the aforesaid announcements and the circular.

The Company will keep the shareholders informed on the status of the aforesaid matter.

* For identification purpose only

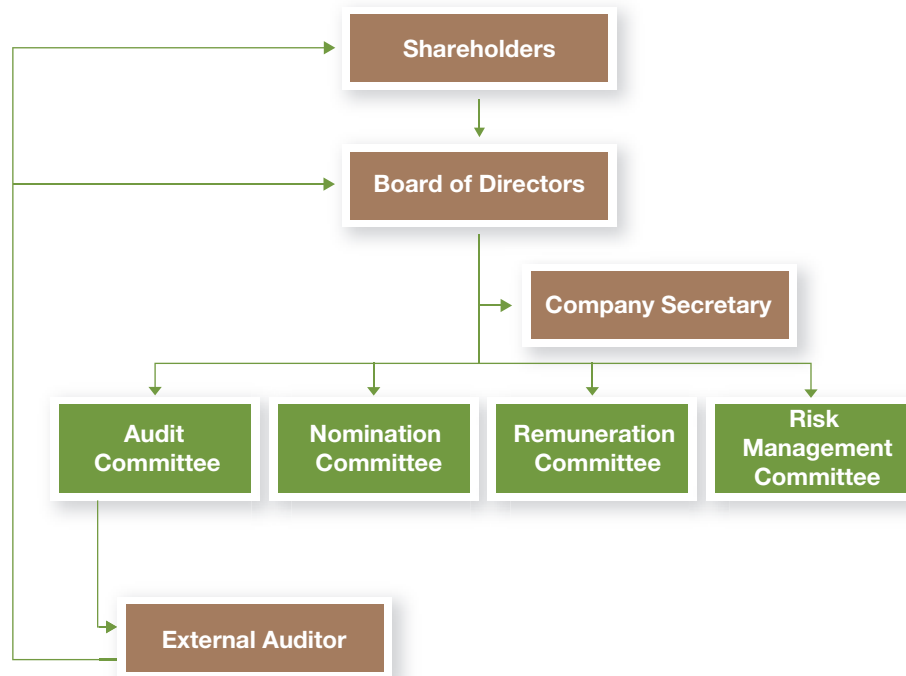


Corporate Governance Report



Corporate Governance Report

CORPORATE GOVERNANCE STRUCTURE



The Board is fully aware of the importance of corporate ethics in running a successful company and believes that a good and solid corporate governance framework has given the Company the edge in attracting and retaining talent, enhancing customers' loyalty and reinforcing relationships with suppliers, and retaining its position as a leading manufacturer of packaging products of integrated consumer goods. During the Year, the Company had adopted all 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") as its own code of corporate governance. The Directors consider that since the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 16 November 2009, save for those disclosed in this annual report, the Company has complied with the code provisions under the CG Code.

The Board will continue to review and monitor its current corporate practices and procedures of the Company from time to time and will maintain and further enhance the standard of corporate governance practices of the Company in order to ensure that formal and transparent procedures are in place to protect and maximise the interests of the current and potential shareholders, investors, employees, business partners and the community as a whole.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiries to all Directors, all the Directors have confirmed that they had complied with the required standards as set out in the Model Code throughout the year ended 31 December 2019.

BOARD OF DIRECTORS

Board composition

The Board is responsible for leading and controlling the business operations of the Group. Decisions made are in the best interests of the shareholders of the Company (the “Shareholder(s)”) and for maximising the Shareholders’ return. The Directors formulate strategic directions, oversee the operations and monitor the financial and management performance of the Group as a whole. During the Year and up to the date of this annual report, the Board comprise a combination of two executive Directors, four non-executive Directors and three independent non-executive Directors as follow:

Executive Directors:

- Mr. Zhang Xin (*Chairman*)
- Mr. Zhang Ye (*General Manager*)

Non-executive Directors:

- Mr. Li Minghua (*appointed on 17 March 2020*)
- Ms. Yu Youzhi (*resigned on 17 March 2020*)
- Mr. Chen Qianzheng
- Mr. Zhou Yuan
- Mr. Shen Tao

Independent non-executive Directors:

- Mr. Cheng Yuk Wo
- Mr. Fu Tingmei (*resigned on 2 July 2019*)
- Mr. Pun Tit Shan
- Mr. Chen Jihua (*appointed on 2 July 2019*)

The members of the Board are well-balanced in abilities with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group.

The biographical information of the Directors is set out on pages 65 to 69 of this annual report. Save as disclosed in the section headed “Directors and Senior Management Profile” in this annual report, there is no financial, business, family or other material or relevant relationship among members of the Board and senior management.

The Company has appointed three independent non-executive Directors representing one-third of the Board. Mr. Cheng Yuk Wo, being one of the independent non-executive Directors, has professional qualifications in accountancy. One of the important duties of the independent non-executive Directors is ensuring and monitoring the basis for an effective corporate governance framework. Their participation provides adequate checks and balances to safeguard the interests of the Group and its shareholders, including the review of continuing connected transactions described in other sections of this annual report. The Board confirms that the Company has received from each of the independent non-executive Directors a confirmation of independence for the year ended 31 December 2019 pursuant to Rule 3.13 of the Listing Rules and considers such Directors to be independent.

Although Mr. Cheng Yuk Wo served as an independent non-executive Director for more than nine years, the Board considers that Mr. Cheng Yuk Wo is a person of integrity and independent in judgement and character. He is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgement. The Board considers that Mr. Cheng Yuk Wo meets the independent guidelines set out in Rule 3.13 of the Listing Rules, and is of the view that his independence is not affected by his long service with the Company.

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

Functions of the Board

The Board is responsible for overseeing the management of the Company's business and affairs with the goal of maximising the Shareholders' return. The Board has the following major duties:

- determination of all the corporate matters;
- be responsible for the management, direction and supervision of the business of the Group;
- to ensure the effectiveness of the Group's financial reporting and compliance;
- formulation of business strategies and business plans;
- planning and overseeing mergers, acquisitions or divestments and other major capital expenditure projects;
- internal control and risk management;
- evaluation of the performance of the Group and the senior management; and
- be responsible for the annual and interim financial results and shareholder communications.

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

The Board, led by the chairman of the Company (the "Chairman"), is responsible for the leadership and control of the Company, formulation of overall strategies and policies, evaluation of the performance of the Group and management, and approval of matters or transactions of a material nature or those requiring disclosure under the Listing Rules.

The management, under the leadership of the general manager of the Company (the "General Manager"), is responsible for the business and day-to-day operations of the Group and implementation of the strategies and policies set by the Board. The General Manager is responsible for overseeing and monitoring the operations of business units or functional divisions.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

Delegation by the Board

To assist the Board in the execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to an audit committee (the "Audit Committee"), a remuneration committee (the "Remuneration Committee"), a nomination committee (the "Nomination Committee"), a risk management committee (the "Risk Management Committee") and the senior management. On 23 October 2009, the Board approved the forming of the Audit Committee, Remuneration Committee and Nomination Committee upon the listing of the Shares on the Stock Exchange. On 22 December 2016, the Board approved the formation of the Risk Management Committee. The Board delegates the authority and responsibility of the daily operations, business strategies and day-to-day management to the General Manager and senior management. The final decision(s) are still under the control of the Board unless otherwise provided for in the terms of reference of the four committees.

REPORT OF THE
DIRECTORS

Chairman and General Manager

Code Provision A.2.1 of the CG Code stipulates that the roles of Chairman and General Manager should be separate and should not be performed by the same individual. In effect, the Chairman, Mr. Zhang Xin, had been responsible for the Group's business strategic and effective operation of the Board during the Year. Furthermore, the role of the Chairman is to encourage and facilitate active contribution of Directors in Board activities and constructive relations between executive and non-executive Directors. With the support of the executive Directors and the senior management, Mr. Zhang Xin had ensured the Directors to have receive adequate information, which is complete and reliable, in a timely manner during the Year. The General Manager, Mr. Zhang Ye, is primarily responsible for the executive management of the Group's daily operations and to ensure the Group's business plans and strategies are effectively implemented to achieve the goals of the Group during the Year.

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Directors' Appointments, Re-election and Removal

Each of the Directors has a specific term of appointment for three years.

The Articles of Association (the "Articles") of the Company provides that any Director appointed by the Board, either to fill a casual vacancy in the Board or as an addition to the existing Board, shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Further, under the Articles, one-third of all Directors (whether executive or non-executive) is subject to retirement by rotation and re-election at each annual general meeting provided that every Director shall be subject to retirement at least once every three years, and a retiring Director shall be eligible for re-election.

Members of the Company may, at any general meeting convened and held in accordance with Articles, remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director.

Board meetings and Board practices

Under code provision A.1.1 of the CG Code, the Board shall meet regularly and at least four times a year at approximately quarterly intervals. The Board has scheduled to meet at least four times a year at approximately quarterly intervals in accordance with the Articles. The Board meets physically and regularly. During the year ended 31 December 2019, 11 Board meetings were held. The Directors attended the meetings in person or by telephone in accordance with the Articles. A summary of the Directors' meeting attendance during the Year is as follows:

	Attendance/Total board meetings held during the Year*
Executive Directors	
Mr. Zhang Xin	11/11
Mr. Zhang Ye	11/11
Non-executive Directors	
Ms. Yu Youzhi	11/11
Mr. Chen Qianzheng	11/11
Mr. Zhou Yuan	11/11
Mr. Shen Tao	11/11
Independent non-executive Directors	
Mr. Cheng Yuk Wo	11/11
Mr. Fu Tingmei (<i>Note 1</i>)	9/9
Mr. Pun Tit Shan	11/11
Mr. Chen Jihua (<i>Note 2</i>)	2/2

* During the Year, there were 2 out of the 11 Board meetings related to continuing connected transaction and connected transaction, in which Directors who were deemed to have material interest had abstained from voting at that Board meeting.

Notes:

1. Mr. Fu Tingmei was resigned as an independent non-executive Director on 2 July 2019 and attended 9 out of 9 Board meetings held during his tenure in the Year.
2. Mr. Chen Jihua was appointed as an independent non-executive Director on 2 July 2019 and attended 2 out of 2 Board meetings held during his tenure in the Year.

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

According to the current Board practice, notices of the Board meetings are served to all Directors before the meeting. Generally, at least 14 days' notice is given for regular Board meetings by the Company to all Directors. Reasonable notice is given for all other Board meetings. The company secretary of the Company (the "Company Secretary") assists the Chairman to prepare Board meeting agenda and papers together with all appropriate, complete and reliable information. Each Director may request the Company Secretary to include any matters in the agenda during the Board meetings. All substantive agenda items together with comprehensive briefing papers will be sent to all Directors at least 3 days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

CORPORATE
GOVERNANCE
REPORT

General meetings with the Shareholders

The 2019 annual general meeting (the "2019 AGM") was held on 3 June 2019 and one extraordinary general meeting was held on 23 December 2019. A summary of the general meeting attendance during the Year is as follows:

	Attendance/Total general meetings held during the Year
Executive Directors	
Mr. Zhang Xin	1/2
Mr. Zhang Ye	1/2
Non-executive Directors	
Ms. Yu Youzhi	0/2
Mr. Chen Qianzheng	0/2
Mr. Zhou Yuan	0/2
Mr. Shen Tao	0/2
Independent non-executive Directors	
Mr. Cheng Yuk Wo	2/2
Mr. Fu Tingmei (<i>Note 1</i>)	1/1
Mr. Pun Tit Shan	2/2
Mr. Chen Jihua (<i>Note 2</i>)	0/1

Notes:

1. Mr. Fu Tingmei was resigned as an independent non-executive Director on 2 July 2019 and attended 1 out of 1 general meeting during his tenure in the Year.
2. Mr. Chen Jihua was appointed as an independent non-executive Director on 2 July 2019 and 1 general meeting was held during his tenure in the Year but he was not able to attend due to other commitments.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

Code provision A.6.7 of the Code stipulates that the independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the views of the shareholders of the Company. Ms. Yu Youzhi, Mr. Chen Qianzheng, Mr. Zhou Yuan and Mr. Shen Tao were unable to attend the general meetings of the Company held on 3 June 2019 and 23 December 2019 as they had other business engagement.

REPORT OF THE
DIRECTORS

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Supply of and access to information

All Directors may access the advice and services of the Company Secretary. Minutes of the Board and meetings of the Board committees are kept by the Company Secretary and such minutes are open for inspection at any reasonable time upon reasonable notice by the Directors. Any Director may request the Company to provide independent professional advice at the Company's expense to discharge his duties to the Company.

Important matters are usually dealt with by way of written resolutions so that all Directors (including independent non-executive Directors) can note and comment on, as appropriate, the matters before approval is granted. Moreover, a Director must declare his interest in matters or transactions to be considered and approved by the Board. If a substantial Shareholder or a Director has an interest in a matter to be considered by the Board which the Board has determined to be material, the Company will not deal with the matter by the way of written resolution. The independent non-executive Directors shall take an active role and make an independent judgment on all issues relating to such matter. If any Director or his close associates have any material interest in any proposed Board resolutions, such Director shall not vote (nor shall be counted in the quorum) at a meeting of the Directors on any resolutions approving any contract or arrangement or concerning a matter in which he or any of his close associates has directly or indirectly a material interest (save as provided under the Articles).

Directors' and Officers' liability insurance

The Company has arranged directors' and officers' liability insurance for all Directors and senior management of the Company for the year 2019/2020. The insurance covers the corresponding costs, charges, expenses and liabilities for legal action of corporate activities against them.

Responsibilities of directors

The Company ensures that every newly appointed Director has a proper understanding of the operations and business of the Group and that he or she is fully aware of his or her responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company.

The non-executive Directors exercise their independent judgement and advise on the business direction and strategic plans of the Company. The non-executive Directors also review the financial information and operational performance of the Company on a regular basis.

The independent non-executive Directors take an active role in Board meetings and make independent judgment on issues relating to matters or transactions of a material nature. They will take the lead where potential conflicts of interest arise. In compliance with Rule 3.10(1) of the Listing Rules, there are three independent non-executive Directors, representing one-third of the Board. Among the three independent non-executive Directors, Mr. Cheng Yuk Wo has the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

Company secretary

Mr. Yim Ming Chung had been appointed as the Company Secretary with effect from 6 March 2016. He has complied with Rule 3.29 of the Listing Rules in relation to the professional training requirements.

Corporate Governance Duties

The Board is responsible for performing the corporate governance duties as set out in the Code Provision D.3.1. During the year ended 31 December 2019, the Board had reviewed and discussed the corporate governance policy of the Group and was satisfied with the effectiveness of the corporate governance policy of the Group.

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

Directors' Continuous Professional Development

All Directors are provided with monthly updates on the Company's operation performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. Furthermore, all Directors acknowledge the needs to continue to develop and refresh their knowledge and skills for making contributions to the Company. The table below shows the participation of individual directors in continuous professional development during the year ended 31 December 2019.

	Reading regulatory updates	Attending external seminars/ programmes
Executive Directors		
Mr. Zhang Xin	✓	✓
Mr. Zhang Ye	✓	✓
Non-executive Directors		
Ms. Yu Youzhi	✓	✓
Mr. Chen Qianzheng	✓	✓
Mr. Zhou Yuan	✓	✓
Mr. Shen Tao	✓	✓
Independent non-executive Directors		
Mr. Cheng Yuk Wo	✓	✓
Mr. Fu Tingmei (<i>resigned on 2 July 2019</i>)	✓	✓
Mr. Pun Tit Shan	✓	✓
Mr. Chen Jihua (<i>appointed on 2 July 2019</i>)	✓	✓

Audit Committee

On 23 October 2009, the Company approved the formation of the Audit Committee upon the listing of the Shares on the Stock Exchange with written terms of reference stating its authority and duties. A majority of the members of the Audit Committee are independent non-executive Directors.

The Audit Committee held 5 meetings during the year ended 31 December 2019. The composition and the details of the attendance records of members of the Audit Committee are as follows:

Members of Audit Committee	Attendance/Total meetings
Mr. Cheng Yuk Wo (<i>Committee Chairman</i>) (<i>Note 1</i>)	5/5
Mr. Fu Tingmei (<i>Note 2</i>)	2/2
Mr. Zhou Yuan (<i>Note 3</i>)	5/5
Mr. Chen Jihua (<i>Note 4</i>)	3/3

Notes:

- Independent non-executive Director
- On 2 July 2019, Mr. Fu Tingmei resigned as an independent non-executive Director and a member of the Audit Committee.
- Non-executive Director
- On 2 July 2019, Mr. Chen Jihua was appointed as an independent non-executive Director and a member of the Audit Committee.

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Corporate Governance Report

The Company Secretary also attended the meetings. Minutes drafted by the Company Secretary had been circulated to members of the Audit Committee within a reasonable time after the meetings. No member of the Audit Committee is a former partner of the existing auditing firm of the Company.

The Board has adopted the terms of reference for the Audit Committee, which follow closely the requirements of the code provisions of the CG Code, details of which are published on the Stock Exchange's website and the Company's website.

The Audit Committee's main responsibilities include the following:

- review and supervision of the Group's financial reporting process and completeness of financial reports;
- monitor the effectiveness of the Group's risk management and internal control systems; and
- consider the independence of the external auditor.

During the year ended 31 December 2019, the Audit Committee had performed the following work:

- reviewed with the senior management the accounting policies and practices adopted by the Group and discussed auditing and internal control systems and financial reporting matters;
- reviewed the financial statements of the Company and the Company's interim and annual reports, the letter to the management from the auditor of the Company, the audit scope and fees for the year ended 31 December 2019;
- made recommendation to the Board on the appointment of Baker Tilly Hong Kong Limited as external auditor of the Company;
- approved the internal audit plan for the year of 2019;
- reviewed continuing connected transactions; and
- met with the external auditor to discuss the general scope of their audit work for the year ended 31 December 2019.

The Audit Committee has also recommended to the Board that, subject to the Shareholders' approval at the forthcoming annual general meeting, Baker Tilly Hong Kong Limited be re-appointed as the Company's external auditor for the year ending 31 December 2020.

The senior management of the Group is required to provide adequate and timely support to the Audit Committee to discharge its duties. The Audit Committee has also been advised that the Company Secretary can arrange independent professional advice at the expense of the Company should the seeking of such advice be considered necessary by the Audit Committee.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

Nomination Committee

On 23 October 2009, the Company approved the formation of the Nomination Committee upon the listing of the Shares on the Stock Exchange. The Board has also adopted the terms of reference for the Nomination Committee which are in line with the code provisions set out in the CG Code and are published on the Stock Exchange's website and the Company's website. A majority of the members of the Nomination Committee are independent non-executive Directors.

The principal duties of the Nomination Committee are mainly to (i) review the structure, size and composition of the Board and make recommendations to the Board regarding any proposed changes; (ii) make recommendations to the Board on the nominees for appointment as Director and senior management of the Group; and (iii) assess the independence of the independent non-executive Directors.

During the year ended 31 December 2019, the Nomination Committee had performed the following work:

- reviewed the structure, size and composition of the Board to ensure that it has a balance of skills, knowledge and experience appropriate to the requirements of the business of the Group;
- nominated new independent non-executive Director;
- made recommendation to the Board for the re-election at the 2019 AGM; and
- assessment of the independence of all the independent non-executive Directors.

Nomination Policy

In assessing the suitability of a proposed candidate as a member of the Board, the Nomination Committee would consider factors including:

- (a) Reputation;
- (b) Skills, knowledge, experience, cultural and educational background, gender, age and other qualities required, with due regard for the benefits of diversity of the Board;
- (c) The extent to which the proposed candidate is likely to contribute to the overall effectiveness of the Board and work constructively with the existing Directors;
- (d) The skills and experience that the proposed candidate brings to the role and how they will enhance the efficiency and performance of the Board as a whole;
- (e) The nature of existing positions served by the proposed candidate including directorships or other relationship with the Company and/or its Directors and impact they may have on his ability to exercise independent judgment; and
- (f) Factors which may affect the proposed candidate's time commitment to the Company.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Board Diversity Policy

The Board has adopted a board diversity policy and discussed all measurable objectives set for implementing the policy during the year ended 31 December 2019. The Company recognises and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. Pursuant to the board diversity policy, all Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contributions that the selected candidates will bring to the Board.

The Nomination Committee held 2 meetings during the year ended 31 December 2019. The composition and the details of the attendance of the members of the Nomination Committee during the Year are as follows:

Members of Nomination Committee	Attendance/Total meetings
Mr. Zhang Xin (<i>Committee Chairman</i>) (<i>Note 1</i>)	2/2
Mr. Cheng Yuk Wo (<i>Note 2</i>)	2/2
Mr. Fu Tingmei (<i>Note 3</i>)	2/2
Mr. Pun Tit Shan (<i>Note 4</i>)	N/A

Notes:

- Executive Director
- Independent non-executive Director
- On 2 July 2019, Mr. Fu Tingmei resigned as an independent non-executive Director and a member of the Nomination Committee.
- Independent non-executive Director. On 2 July 2019, Mr. Pun Tit Shan was appointed as a member of the Nomination Committee.

Remuneration Committee

On 23 October 2009, the Company approved the formation of the Remuneration Committee upon the listing of the Shares on the Stock Exchange with written terms of reference to state its authority and duties. A majority of the members of the Remuneration Committee are independent non-executive Directors.

The duties of the Remuneration Committee are mainly to (i) make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; (ii) determine the specific remuneration packages of the Directors and senior management; and (iii) review and approve performance based remuneration by reference to corporate goals and objectives resolved by the Board. The Remuneration Committee may have access to independent professional advice at the Company's expense if considered necessary.

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

During the year ended 31 December 2019, the Remuneration Committee had performed the following work:

- review and discuss the remuneration policy of the Group and the remuneration packages of the Directors and senior management of the Company; and
- made recommendation to the Board on the emolument of the executive Directors, non-executive Directors, independent non-executive Directors and senior management of the Group.

Details of the remuneration of each Director for the year ended 31 December 2019 are set out in Note 8 to the financial statements.

CORPORATE
GOVERNANCE
REPORT

The terms of reference of the Remuneration Committee, which closely follows the requirements of the code provisions of the CG Code, are published on the Stock Exchange's website and the Company's website.

The human resources and administration department of the Company provides administrative support to the Remuneration Committee, and implements the approved remuneration packages and other human resources related decisions.

The Remuneration Committee held 2 meetings during the year ended 31 December 2019. The composition and the details of the attendance of members of the Remuneration Committee during the Year are as follows:

Members of Remuneration Committee	Attendance/Total meetings
Mr. Fu Tingmei (<i>Committee Chairman</i>) (<i>Note 1</i>)	2/2
Mr. Chen Qianzheng (<i>Note 2</i>)	2/2
Mr. Pun Tit Shan (<i>Committee Chairman</i>) (<i>Note 3</i>)	2/2
Mr. Shen Tao (<i>Note 4</i>)	N/A
Mr. Cheng Yuk Wo (<i>Note 5</i>)	N/A

Notes:

1. On 2 July 2019, Mr. Fu Tingmei resigned as an independent non-executive Director and the chairman of the Remuneration Committee.
2. Non-executive Director. On 2 July 2019, Mr. Chen Qianzheng resigned as a member of Remuneration Committee.
3. Independent non-executive Director. On 2 July 2019, Mr. Pun Tit Shan was appointed as the chairman of the Remuneration Committee.
4. Non-executive Director. On 2 July 2019, Mr. Shen Tao was appointed as a member of the Remuneration Committee.
5. Independent non-executive Director. On 2 July 2019, Mr. Cheng Yuk Wo was appointed as a member of the Remuneration Committee.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Corporate Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Risk Management Committee

The Risk Management Committee was established on 22 December 2016 and the Board has adopted the terms of reference for the Risk Management Committee which are in line with the code provisions set out in the CG Code and are published on the Stock Exchange's website and the Company's website.

The principal duties of the Risk Management Committee are mainly to (i) review the Group's enterprise risk management framework, and the guidelines, policies and procedures for risk assessment and risk management; (ii) review the Group's major risks and key emerging risks and the controls in place to mitigate such risks; and (iii) review the effectiveness of the enterprise risk management function.

During the year ended 31 December 2019, the Risk Management Committee had performed the following work:

- review and discuss the overall risk management framework, and the guidelines, policies and procedures for risk assessment and risk management;
- review and discuss the major risks of the Group such as credit risk and market risk; and
- review the effectiveness of the overall risk management function.

The Risk Management Committee held 1 meeting during the year ended 31 December 2019. The composition and the details of the attendance of the members of the Risk Management Committee during the Year are as follows:

Members of Risk Management Committee	Attendance/Total meetings
Mr. Pun Tit Shan (<i>Committee Chairman</i>) (<i>Note 1</i>)	1/1
Mr. Shen Tao (<i>Note 2</i>)	1/1
Mr. Zhang Ye (<i>Note 3</i>)	1/1
Mr. Chen Jihua (<i>Committee Chairman</i>) (<i>Note 4</i>)	N/A
Mr. Chen Qianzheng (<i>Note 5</i>)	N/A

Notes:

1. Independent non-executive Director. On 2 July 2019, Mr. Pun Tit Shan resigned as the chairman of the Risk Management Committee.
2. Non-executive Director. On 2 July 2019, Mr. Shen Tao resigned as a member of the Risk Management Committee.
3. Executive Director
4. On 2 July 2019, Mr. Chen Jihua was appointed as an independent non-executive Director and the chairman of the Risk Management Committee.
5. Non-executive Director. On 2 July 2019, Mr. Chen Qianzheng was appointed as a member of the Risk Management Committee.

Corporate Governance Report

ACCOUNTABILITY AND AUDIT

Directors' and Auditor's Acknowledgement

The Audit Committee and the Board have reviewed the Group's consolidated financial statements for the year ended 31 December 2019. The Directors acknowledge their responsibilities for preparing accounts, the financial statements, performance position and prospects of the Group. Management has provided information and explanation to the Board to enable it to make an informed assessment of financial and other information put before the Board for approval. The Directors believed that they have selected suitable accounting policies and applied them consistently, made judgment and estimates that are prudent and reasonable and ensured the financial statements are prepared on a "going concern" basis.

Baker Tilly Hong Kong Limited, the auditor of the Company, acknowledged their reporting responsibilities in the Independent Auditor's Report on the audited financial statements for the year ended 31 December 2019.

Risk Management and Internal Controls

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders, review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group's risk management and internal control systems comprise, among others, the relevant financial, operational and compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

The internal audit department and the risk management department of the Company supported the Board, the Audit Committee and the Risk Management Committee in reviewing the effectiveness of risk management and internal control systems and performed its functions during the Year following annual plans and submitting their reports of their findings to the Board, the Audit Committee and the Risk Management Committee at the meetings. The Audit Committee and the Risk Management Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group has adopted and implemented an inside information procedure. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include the maintaining of a good control environment with defined organisational structure, limit of authority, reporting lines and responsibilities in accordance with the Company's guidelines and the regulatory requirements. Appropriate control measures have been taken place to facilitate a good control environment for handling and dissemination of inside information. The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Corporate Governance Report

The Board conducted a review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures during the financial year ended 31 December 2019 by way of discussions with the management of the Group, members of the Audit Committee, members of the Risk Management Committee and the external independent auditor. The Board considered major investigation findings of the external consultant on risk management and internal control matters and management's response to these findings.

The Board believes that the existing risk management and internal control systems are adequate and effective. The Board also reviewed the resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training schemes and budget and was satisfied with their adequacy.

The Board also assessed the effectiveness of the Group's internal audit function and external audit process, and satisfied itself, through the work of its Audit Committee, that the internal audit function is adequately resourced and is effective at providing assurance to the Board on the relevant risks faced by the Company, and that the external audit process is effective.

Furthermore, the Group also implemented the SAP system to enhance the efficiency of the operational process and improving segregation of duties and better internal control system.

Auditor's Remuneration

An analysis of the remuneration of the Company's auditor, Baker Tilly Hong Kong Limited, for the year ended 31 December 2019 is set out as follows:

Services rendered	Fee paid/payable RMB' 000
Audit services	1,700
Non-audit services	700
Total	2,400

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Corporate Governance Report

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of maintaining clear, timely and effective communication with shareholders of the Company and investors; and also recognises the effective communication with investors is the fundamental element to build up the Shareholders' confidence and attract more new investors.

The Company communicates with the Shareholders mainly in the following ways:

- (i) the holding of annual general meeting which provides an opportunity for the Shareholders to communicate directly to the Board;
- (ii) the publication of announcements, annual reports, interim reports and/or circulars of the Company as required under the Listing Rules and press releases providing updated information of the Group;
- (iii) updating the Company's website regularly and disclosure of information on a timely basis via the Company's and the Stock Exchange's website;
- (iv) the holding of face to face meetings or teleconferences with analysts and fund managers from time to time. There is regular dialogue with institutional Shareholders and presentations are made when financial results are announced. Shareholders and investors are welcome to visit the Company's website and raise enquiries through our Investor Relations Department whose contact details are available on the Company's website; and
- (v) Shareholders can contact Computershare Hong Kong Investor Services Limited, the share registrar of the Company, for any enquiries of their shareholdings and dividend entitlements.

Shareholders' Right

The annual general meeting of the Company which is proposed to be held on Monday, 22 June 2020 (the "2020 AGM") will provide opportunities for the Shareholders to meet and raise questions to our Directors, the management and the external auditor. At the 2020 AGM, the chairperson of the annual general meeting and the chairman/member of each of the Audit Committee, the Risk Management Committee, the Remuneration Committee and the Nomination Committee will be available to answer questions from the Shareholders.

Pursuant to the Articles, the Company should send a notice to the shareholders at least 21 clear days or 14 clear days before the annual general meetings or all other general meetings respectively.

Pursuant to the Articles, any two Shareholders holding not less than one-tenth of the issued Share carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting by sending a written requisition to the Board or the Company Secretary. The objects of the meeting must be stated in the written requisition.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Corporate Governance Report

Shareholder(s) may send written enquiries to the Company for putting forward any enquiries or proposals to the Board. Contact details are as follows:

Address: 33/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong
Fax: (852) 2833 0554

For the avoidance of doubt, Shareholder(s) must deposit and send or fax the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address or fax number and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

During the year ended 31 December 2019, the Company has not made any changes to the Articles. An up-to-date version of the Articles is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Articles for further details of their rights.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cofco-pack.com) immediately after the relevant general meetings.

Voting by Poll

Pursuant to the Articles, all resolutions will be conducted by poll at the 2020 AGM. The Shareholders will be allowed to have one vote for every Share they hold. The results of the voting by poll will be declared at the meeting and published on the websites of the Stock Exchange and the Company, respectively.

Policy on Payment of Dividends

The Company will declare and/or recommend the payment of dividends to Shareholders after considering the Company's ability to pay dividends, which will depend upon, among other things, its actual and expected financial performance, its current and future business operation, level of liquidity, capital requirements, contractual and regulatory restrictions and so on. The Board has complete discretion on whether to pay a dividend, subject to Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon its actual financial performance, its current and future business operation, level of liquidity, capital requirements, contractual and regulatory restrictions of and affecting the Group. The Board may also consider declaring special dividends from time to time, in addition to the interim and/or final dividends. The Company would review and reassess the Dividend Policy and its effectiveness on a regular basis or as required.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report





Environmental, Social and Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

As a leading metal packaging provider in China, the Group is committed to becoming a leader in China's comprehensive consumer goods packaging industry with its products extensively covering the packaging markets of tea beverages, carbonated beverages, fruit and vegetable beverages, beer, dairy products, household chemical products and other consumer goods. We endeavour to serve customers, shareholders and employees wholeheartedly while providing safe and green packaging products and high-quality services for the society. In 2019, the Group organized series of educational activities under the theme of "remain true to our original aspiration and keep our mission firmly in mind", continued to carry out in-depth inspection and rectification work and comprehensively enhanced the Group's party building and system building efforts in order to promote the development and performance improvement of the Group. The Group owns leading technology development and research institutions and has led and participated in the formulation of a series of packaging industry standards. The Group has a number of packaging technology patents in China, and has won many international packaging awards. The Group boasts a well-established product quality control system and food hygiene and safety management system, with product quality meeting US and EU standards. We put emphasis on talent development, take concrete actions to care for employees, and safeguard their rights and interests, in an effort to create harmonious labor relations. In addition, the Group focuses on source control, process control and terminal management and adopts new technologies, new processes and new materials to realize sustainable development which is in the interests of the corporate, society and environment.

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

In 2019, while consolidating its leading position in the industry in China, the Group actively explored opportunities for overseas expansion, and rapidly advanced the trial production in two-piece can factory in Belgium, marking the first step towards internationalization. Through continuous technology research and development and internal cost control by reference to comparables, the Group recorded an increase in product gross profit margin and a drop in selling and administrative expense rate. By further enhancing relevant control measures, our turnover rate of accounts receivable and inventory increased. With centralized capital management, the gearing ratio was strictly controlled within the range of our management target. We continuously optimized the geographical layout of our products and the sales volume of our super product--two-piece can increased significantly. Both of the annual revenue and profit of Group recorded stable growth.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

I. Employees

(1) Career Growth and Development of Employees

The Group views employees as the cornerstone for its survival and development and by upholding people-oriented approach, selecting candidates based on merits, emphasizing on cooperation and strictly complying with relevant national and local laws and regulations, the Group strives to build harmonious labor relations.

As for employee recruitment, the Group has established a sound mechanism with standardized procedures for recruitment, promotion, office hours, holidays and dismissal based on work performance in accordance with relevant laws and regulations, strictly complying with the principles of diversity and antidiscrimination and unaffected by race, gender, physical fitness or religious beliefs to make recruitment, promotion and dismissal more scientific, reasonable and effective. The Group has strict policies to prohibit child labor and forced labor and all business operations have complied with relevant laws and regulations of the PRC, and it has also adopted stringent measures and verification procedures to prevent the occurrence of such cases in its business. To its knowledge, the Group has no cases of non-compliance with relevant laws and regulations in respect of recruitment, promotion and dismissal, anti-discrimination, and prevention of child labor and forced labour that had a significant impact on the Group.

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report

Particulars of employees in 2019

Category		Number	Percentage (%)
By gender	Male	4,617	69%
	Female	2,075	31%
By type	Senior management	669	10%
	Middle management	1,606	24%
	General employees	4,417	66%
By age	Aged under 30	1,807	27%
	Aged 30-50	4,417	66%
	Aged over 50	468	7%

Employee turnover rate in 2019

Category		Turnover rate
By gender	Male	23%
	Female	11%
By age	Aged under 30	15%
	Aged 30-50	18%
	Aged over 50	1%

The Group regards employees as the foundation for its long-term development. With this mindset, we help them plan career development paths, encourage them to achieve self-improvement during working hours, and stimulate their creativity and vitality to build a diversified team. For career development of employees, we adopt the “dual channel” approach, i.e. the “administrative management channel” and the “professional and technical channel”, and have established a job evaluation and employment mechanism to allow employees to compete for certain management positions and professional and technical positions based on job evaluation regularly, so as to encourage employees to give full play to their strengths. In 2019, on the basis of the original training system, catering for various business demands, the Group organized a number of targeted training programs for different categories of employees.

For example, we organized a series of training courses under the theme of “I am professor” for the purpose of improving the managers’ leadership. These training courses covered outstanding leadership, contents and methods in relation to various management functions and other topics. In 2019, we provided 5 sessions of such training for a total of 65 trainees.



“I am professor” training course series

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

In order to improve the comprehensive production capability of our tinsplate business, we organized training sessions for our production function staff with an aim to identify gaps and make up for the weakness under a high level of standards and strict requirements. For production management staff, we provided management improvement training sessions in respect of tinsplate production, with contents covering, among others, standardization and model administration theory. In 2019, we provided 3 sessions of such training for 120 trainees.

CORPORATE
GOVERNANCE
REPORT



CPMC Tinplate Production Management Capability Enhancement Class

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

As for the building and training of our HR team, in order to improve the capability of our human resources function, in 2019, we organised 5 sessions of capability enhancement training for our HR function, with contents covering, among others, the underlying logic of HR work, photo processing tools and the sharing of daily HR work, and a total of 100 trainees participated in such sessions.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE



The Building of HR Team

REPORT OF THE
DIRECTORS

We organized induction training which lasted for a week for the fresh graduates that newly joined the Group, with contents covering, among others, learning and adaption, workplace study and development and CPMC management tools. A total of 50 trainees participated in such training.



2019 New Employee Induction Training

(2) Employee Protection, Motivation and Care

For remuneration, the Group adheres to the principle of “remuneration based on responsibility, competence and performance and with a balance between fairness and sustainability”. We pay statutory social security contributions in full for our employees and grant them statutory holidays and leaves and other benefits. We have also maintained commercial insurances (including accident insurance, supplementary medical insurance and others) for our employees and paid the annuities in accordance with their personal intentions, so as to improve the employee benefit coverage and effectively release the worries of the Company and the employees. The Group also made adjustments to employees’ salaries according to government requirements and the actual corporate conditions. In terms of leave, in 2019, the Group improved its leave management policy in a timely manner in accordance with relevant laws and regulations and according to internal conditions by specifying the types of leave and related preconditions leave approval procedures and leave benefits, thus safeguarding the equal legal leave entitlements for male and female employees.

As for safety and security, the Group conscientiously and strictly implemented and complied with safety related regulations and standards issued by the national and local authorities and industry organizations, and based on people-oriented approach and the principle of safe development and upholding that development cannot be made at the expense of safety and that production safety accident of material nature or even worse would not be tolerated, the Group has specified accountabilities in relation to production safety, further enhanced risk prevention and control measures, raised the safety awareness of all staff and improved the management standards of risk prevention, so as to ensure that major safety risks are under control. In order to specify the respective accountabilities in respect of safety and environmental protection of the Group and its members and clarify the management responsibilities of relevant departments and staff, the Group developed and implemented Management Measures in Relation to Safety and Environmental Protection Accountability System of CPMC, based on the Work Safety Law of the People’s Republic of China, Environmental Protection Law of the People’s Republic of China, Law of the People’s Republic of China on the Prevention and Treatment of Occupational Diseases, Fire Control Law of the People’s Republic of China, Interim Provisions on the Supervision and Management of Work Safety at Central Enterprises (No. 21 Order by SASAC) and relevant requirements from COFCO and with reference to the actual conditions of the Group. Through various promotion, educational and training activities such as “Safety Month” activities, safety skills tests, fire drills and lectures by the chief on safety, the Group improved the staff’s awareness of safety and response capabilities in respect of safety issues, prevented non-compliance in operations and reduced operational mistakes, in order to reduce the occurrence of accidents and realize the mindset transfer from “I am required to keep safe” to “I want to keep safe, I will keep safe and I understand safety” so as to fundamentally improve the safety and reliability of the staff. With an aim to prevent the occurrence of work safety accidents of level 3 or above, control the occurrence of safety accidents of level 4 and reduce safety accidents of level 5, the Group developed and implemented Measures on Further Enhancing Work Safety of CPMC, which has effectively controlled the occurrence of safety accidents and as a result, there were no quality or safety accidents of level 3 or above for the whole year.

Environmental, Social and Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

In 2019, in order to further improve the vitality and cohesion of the staff, from various perspectives and in accordance with the specific characteristics of different groups of employees, the Group designed activities of suitable themes to promote the Group's value and culture to the employees and to deliver them positive energy. Through such activities, the staff's vitality and cohesion were enhanced and their lives were enriched. The activities we organized included "Celebrate Lantern Festival and Solve Lantern Riddles" activity, a series of activities under the theme of "Celebrate International Women's Day", Zongzi making activity to celebrate Dragon Boat Festival under the theme of "Deliver Love by Zongzi and Act for Love", dubbing competition under the theme of "Voice of CPMC", "520 Open Day for Staff' Family", staff sports games of COFCO and others. With these activities of diversified form and contents, we have built a positive, aggressive, healthy and warm working and living environment for our employees.



"Celebrate Lantern Festival and Solve Lantern Riddles" activity



"Celebrate International Women's Day" series of activities



"Deliver Love by Zongzi and Act for Love" Zongzi making activity

Environmental, Social and Governance Report



"Voice of CPMC" dubbing competition



"520 Open Day for Staff' Family" activity



Staff sports games of COFCO

In order to actively guide the majority of employees to pursue a healthy lifestyle, enrich their spare time, relieve their work pressure, improve their physical fitness and enjoy their physical and mental health to allow them to have better physical and mental conditions for work, the Group organized various art, entertainment and fitness activities such as "Yoga with U" yoga training class for staff, "906 Fishing Club", "906 Ping-pong & Badminton Club" and "906 Hiking Club".

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS



"Yoga with U" yoga training class for staff



The second fishing activity organised by the fishing club under the trade union of CPMC Investment Co., Ltd.



The second "Healthy Life, Happy Work" hiking activity organised by 906 Hiking Club

The Group effectively protects the vital interests of employees and earnestly takes care of their needs. Before the Spring Festival, the Group mobilised the trade union of each entity to carry out poverty relief activities, providing timely help for the employees in difficulty. We offered consolation money for the employees in difficulty, learned about their family, work and living conditions and encouraged them to resume confidence, act on initiative, overcome challenges and have a positive attitude towards life.



Caring for employees in difficulty under the theme of “Caring for Our Employees Who Have Made Contributions to Us” in the Spring Festival by different entities of the Group

(3) Employee Communication

In 2019, the Group continued to carry out and deepen the Party’s public education activities. While getting deeper into the grassroots to carry forward the “culture of loyalty and decency”, we devoted more effort to communicating with employees, listening to their feedback, and addressing their needs. For example, we continued to upgrade our corporate intranet, posted updates on our operations in a timely manner and created a diversified communication platform, while setting up a whistle-blowing channel to collect opinions and reports from employees and reinforcing communication and feedback of information. To sincerely listen to our employees and help them solve their difficulties, we hosted a variety of talks including face-to-face communication with Chairman and excellent managers, talks with new employees, talks with old employees, meal planning committee forums, party member forums and technician forums. Through “heart-to-heart and face-to-face” exchanges, we bridged the gap between the management and the grassroots employees. After listening to the voices of employees, we helped solve their confusions in work and life and made targeted improvements. Before issuing any measures and rules relevant to the interests of employees, we would hold an employee representative assembly to openly solicit and collect opinions and suggestions from employees in order to better serve them.



Face to face with Chairman — Mid-autumn Festival forum with young employee

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS



Face to face with excellent managers — the 9th session “906 Youth Growth Class”

II. Independent Innovation, Energy Conservation and Environmental Protection

(I) Independent innovation

1. Construction of an innovation culture

The Group takes technological innovation as the driving force for the development of the Company and the important guarantee for our leading position in the industry. We always remain humble, keep learning and strive to go beyond ourselves. Under the spirit of “adhering to the concept of innovation-driven development and taking science and technology innovation as the core driver of high-quality development”, the Group has integrated R&D innovation into all aspects of its technology development. Each year, a technological innovation conference is held to summarize the innovation work of the previous year and envision the next milestone in technology development. At the conference, the Group shares and promotes the fruitful achievements in technology innovation and vows to improve technology management in an all-round manner to better promote technological progress and add new impetus to its development. At the technology conference of this year, technical leaders further discussed on the implementation of decision of the COFCO Party Committee to strengthen scientific and technological innovation to promote high-quality development, and technical personnel will devote greater effort in research and development projects in order to form a batch of technologies and products which can lead the industry. In addition, they will increase the transformation speed of technology achievements, fully implement resources sharing and achieve maximum values.

By offering rewards for technology innovation projects, dissecting scientific papers and giving honorary awards for outstanding papers, the Group inspires technical personnel to forge ahead with technology innovation, so as to enhance the Group’s technological innovation capabilities and consolidate its dominant position in this regard.

Meanwhile, the Group proactively promotes a culture of innovation with its own characteristics. The Group has developed a technical section in its intranet portal and regularly updates its professional sub-sections such as Technology Frontier, Food Safety, Project Management, Inspection and Testing, Intellectual Property and Shelf Life, making the section a technology innovation publication platform for internal technicians. In 2019, we formulated a feedback mechanism for science and technology information through building up a science and technology intelligence information exchange group, including technical leaders, backbone technicians and science and technology information specialists of technology centers. To further promote technology innovation ideas, each quarter, we release the Technology News of CPMC to disseminate the latest developments of the industry with a view to helping technicians broaden their ideas and start technical discussions and providing them with a source of creativity.

In order to strengthen technological competitiveness and protect inventions and creations, the Group encourages technicians to apply for patent protection of the inventions derived from their R&D and innovation activities. After years of hard work and accumulation, the Group has maintained a leading position in patents, demonstrating its technical strength and innovation capabilities. In 2019, in order to further stimulate and inspire the innovation enthusiasm of technicians, the Group offered rewards to contributors of patents that are highly valuable and have yielded great benefits for the Company. A series of measures have further strengthened the Group's construction of independent innovation culture and encouraged internal technicians to devote more enthusiasm to R&D and innovation activities.

2. *Management of Innovation Projects and Technology R&D Projects*

(1) Technology R&D projects

In 2019, the Group adhered to the innovation-driven development philosophy and takes technological innovation as the core driver of high-quality development. We carried out a total of 31 R&D projects, covering material saving technology, anti-counterfeiting technology, energy conservation and emission reduction. Our main R&D projects are as follows:

According to the development needs of market and product, based on the Group's comprehensive technical advantages, the Group developed a variety of new products to cater to customer's needs through continuous technical research and development and design innovation. In 2019, DRD Food cans achieved seriation and good economic benefits. D401 high gluten puff can (D401二道筋泡芙罐) has achieved mass production. Meanwhile, new products including the ones with twist caps, special shaped milk powder cans, and anti-counterfeiting aerosol cans emerged one after another, effectively supported customer promotion.

In the Internet era, we strengthened research and development in the packaging new technology and improved the market competitiveness of our products. We independently researched and developed "one product, one QR code" technology and encoding software, which can realize fast code printing and code reading of complex printing patterns. We applied for 4 invention patents, and realized application in the product line. We developed a new composite printing technology which broke through the original mode of printing technology and completed the composite process of a variety of printing methods, generating products with bright colors, dynamically changing patterns and high anti-counterfeiting level, therefore laid a foundation for the future development of metal printing technology.

With the advent of industry 4.0 era, the automation of manufacturing industry becomes more and more important. The Group adheres to the development and transformation of equipment automation to achieve cost reduction and efficiency improvement. Independent engineering and production line control of two piece cans achieved breakthrough. In the past, engineering design and design and installation of production line control of two piece cans were all outsourced to foreign engineering design companies, while in this year, two piece cans Belgium project and Fujian second production line project (福建二線項目) adopted our self-design of overseas advanced level, and saved fund of approximately US\$1.1 million in total. CPMC Zhenjiang and equipment manufacturing company jointly developed balancer equipment for cap end manufacturing line to solve the problem of personnel transfer, saving RMB3 million/set compared with imported equipment of the same genre. Hangzhou Canmaking independently completed the transformation of production line of 550ml-type can, realizing continuous production of 550ml-type can with running speed of 300cpm/min per machine, saving equipment purchase expenses of RMB2.4 million.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

- (2) Energy saving and environmental protection
- With the steady progress of new products, new materials and new technology projects, the Group actively promoted proven technology projects, and soundly completed the material saving technology projects. We completed the promotion of new resource iron and material saving technology targets, focused key technology on new resource iron, built the rapid switching ability of tinplate of each product line, and ensured the resource advantage. We implemented material saving technology for tinplate and aluminium, and saved 430 tons of tinplate and 190 tons of aluminium in total.

CORPORATE
GOVERNANCE
REPORT

We upheld the concept of green ecology and environmental protection, and took the lead in the industry to promote new materials and new technology, reduced the discharge of waste water and gas. We performed our corporate social responsibility in terms of clean material improvement and technology utilization through applying water-based paint on steel barrel as VOC content in water-based paint is 40% less than oil paint, which greatly reduced our environmental protection pressure. We adopted LED-UV curing printing technology and widely used in the business of three-piece cans and achieved mass production with all physico-chemical performance index up to standard. Compared with UV printing technology, the said technology can save 45% electricity consumption with no ozone and VOC emissions, greatly improved the environment of printing workshop. We promoted the use of double-laminated steel and applied it to chemical cans, thus effectively reduced the discharge of hazardous waste. We ensured product quality, improved the corrosion resistance of cans, and released printing production capacity.

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

- (3) Formulation of national and industry standards and patents
- The Group takes the lead or participates in the formulation of national and industrial standards, and has seen fruitful intellectual achievements in technological innovation. The Group, as the major leading unit, formulated the Packaging Containers Two-piece Can GB/T9106.1-2019 (《包裝容器兩片罐GB/T9106.1-2019》) and Food Can Made of Tinplate or Electrolytic Chromium-coated Steel GB/T36003-2018 (《鍍錫或鍍鉻薄鋼板罐頭空罐GB/T36003-2018》), which have been promulgated and implemented. In 2019, the Group applied for 12 patents and obtained 12 patents. As of now, the Group has been granted 239 patents.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

(II) Energy saving and environmental protection

1. Environmental management

In 2019, in order to implement the requirements of national ecological civilization and green development, construct an environmentally friendly enterprise, prevent and control pollution and reduce the emissions of pollutants, the Group revised the CPMC Environmental Protection and Management System (《中糧包裝環境保護管理制度》) according to the Environmental Protection Law and other relevant laws and regulations, standards and specifications and requirements of COFCO based on the actual circumstances of the Group, which further standardized the Group's ecological environmental protection management system, and systematically optimized environmental protection work.

In order to effectively control the risks of ecological and environmental protection, in 2019, the Group formulated the Work Plan of Comprehensive Investigation and Treatment of Ecological and Environmental Protection Problems in CPMC (《中糧包裝全面排查治理生態環境保護問題工作方案》), and cooperated with internal and external experts to complete environmental protection verification in an all-round and systematic way to clearly know the situation of environmental protection risks. We formulated and implemented the Rectification Plan of CPMC for Comprehensive Ecological and Environmental Protection Verification Problems in 2019 (《中糧包裝2019年全面生態環保核查問題整改行動方案》), fully promoted the rectification of ecological and environmental protection verification problems in 2019, determined the person in charge, time, schedule, funds and standards for the rectification, and strictly and effectively rectified the identified hidden dangers.

Through technological innovations in key aspects of energy-saving and emission reduction, we have utilised new energy-saving technologies, continuously promoting the implementation of energy-saving projects, thereby allowing the Group to achieve good social benefits. In 2019, the Group has implemented 19 energy-saving and environmental protection projects, including material saving technology, energy-saving and environmental protection technology, UV printing technology, automation technology and other R&D and innovation projects, with a total power consumption of approximately 151.18 million kilowatt hours, representing a saving of 1.14 million kilowatt hours; a total gas consumption of approximately 20.47 million cubic meters, representing a saving of 0.406 million cubic meters. The Group attaches great importance to conservation and efficiency use of water through formulating administrative measures on energy conservation and emissions reduction, as well as conducting monthly checks on the water usage of various factories by benchmarking. The Group has not experienced any problems or difficulties in securing suitable water sources; and total water consumption was approximately 1.95 million tonnes, representing a saving of 23,000 tonnes. In 2019, the total carbon dioxide emissions of the Group amounted to 334,000 tonnes, and in total, we reduced approximately 5,000 tonnes of carbon dioxide emissions. The key projects achieved great results, for example, LED-UV improvement project can save 205,000 cubic meters of natural gas per year.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

2. *Environmental protection practices*

The Group consumes natural gas, electricity and water, and produces waste gas, wastewater, and solid waste during its production process. To reduce the impact on the environment and natural resources, effective administrative measures have been formulated and adopted. Firstly, the Administrative Regulations of CPMC on Environmental Protection and administrative measures on energy conservation and emissions reduction have been formulated in accordance with the requirements of relevant laws and regulations and Administrative Regulations of COFCO on Energy Conservation and Environmental Protection by taking into consideration the actual circumstances of CPMC, so as to stipulate and regulate environmental protection administration for new projects, emission control of pollutants, prevention and treatment of pollution and environmental enhancement. Secondly, indicators for consumption reduction have been incorporated into the annual letter of responsibility undertakings and the energy consumption of each factory will be assessed on a monthly basis by benchmarking, and energy conservation and emissions reduction projects have been implemented to reduce energy consumption. Thirdly, treatment facilities for wastewater and waste gas have been set up to treat the waste gas and wastewater produced in the production process to ensure reliable and effective operation, and that emissions can meet the required standards. Recycling and disposal of general solid waste and construction waste must be handled by municipally accredited units with relevant qualifications; and hazardous waste produced in the production process must be collected by qualified units for disposal. Fourthly, raw and ancillary materials as well as procedures and production have been enhanced to reduce the generation of pollutants. We promote clean production to eliminate or reduce pollutants in the production process. We also enforce national provisions and policies for comprehensive use, and carry out comprehensive use of the three types of wastes across the board, turning scraps into useful materials and wastes into precious materials.

In 2019, the main non-hazardous wastes of the Group are scrap aluminium, scrap iron, etc., which are disposed of by means of recycling and reuse. In 2019, a total of 18,789 tonnes of waste aluminium and 27,484 tonnes of scrap iron were recycled and disposed of.

The Group's hazardous waste mainly includes wastewater, waste liquid and waste gas. Our treatment is as follows:

Wastewater treatment: The amount of wastewater produced by the Group in 2019 was 1,580,000 tonnes. Wastewater is treated up to standard in sewage treatment stations before being discharged through pipes. In 2019, we completed reformation work of the diversion of rain and sewage in CPMC Wuxi.

Environmental, Social and Governance Report

Waste liquid treatment: The amount of liquid waste produced by the Group in 2019 was 578 tonnes. Waste liquid was handed over to qualified third-party agencies for disposal in strict accordance with the requirements of the state, with the “five-in-one form” being issued for government supervision. Meanwhile, we carried out benchmarking management among the product lines of branches to reduce the generation of hazardous waste and the impact on the surroundings and natural resources. To thoroughly implement Environmental Protection Law of the People’s Republic of China and Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, protect and improve ecological environment, enhance the environmental protection standard system, strengthen the management of the Group on hazardous waste, prevent the occurrence of security or environmental protection accident/incident, the Administrative Requirements of CPMC on Safety and Environmental Protection of Hazardous Waste (Trial) has been especially formulated in accordance with relevant regulations based on actual circumstances to further standardize the temporary storage of hazardous waste and continuously improve the effectiveness, thus performing our corporate social responsibility.

Waste gas treatment: The amount of waste gas produced by the Group in 2019 was 5,356,000 tonnes. The discharge amount of main pollutant: 1,154 tonnes of waste gas containing volatile organic compounds, 12.7 tonnes of sulphur dioxide and 23.5 tonnes of NOx. In terms of reduction in emission and pollution, the Group focused on minimizing VOC emissions generated in the production process and achieved initial success in this regard while ensuring that its exhaust gas emissions meet national standards.

- (1) In terms of the source control, after analysing the trends of material technology development and environmental protection, the Group vigorously pushed ahead with the application of new materials and technologies including LED/UV/water-based material/N-BPA/coated iron to reduce VOC emissions. As a result, in 2019, we reduced VOC emissions by 400 tonnes in total.
- (2) In terms of the terminal treatment, catalytic combustion, regenerative combustion and activated carbon adsorption and desorption devices are used to treat waste gas for up-to-standard and reduced emissions. As at the end of 2019, almost all waste gases from the steel barrel production line were treated, while the tinsplate production line had its main waste gases treated; seven factories completed waste gas treatment for the two-piece can production line; and four factories completed waste gas treatment for the plastic production line. The RTO project has been successfully promoted and put into operation. Currently, 13 sets of RTO device are in normal operation, basically conforming the latest requirements of national and local governments for waste gas treatment.

In addition, all branches of the Group made great efforts to live up to their commitment to environmental protection, and received subsidies from local governments. In particular, waste gas treatment project of Hangzhou Canmaking applied for and was granted financial subsidy of RMB697,200; RTO project of Chengdu Canmaking received a government tax relief of RMB450,000; RTO projects of Tianjin Canmaking and Fujian Canmaking applied for the subsidy and are waiting for the government grant.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

III. Social Welfare

(1) **Select and dispatch outstanding first secretaries to poverty-stricken villages and implement the strategy of targeted poverty alleviation**

During the 2019 major inspection for poverty alleviation at prefecture and provincial levels in Ganzi County, the poverty alleviation cadres stationed in the village actively organized village cadres and village-resident working crew to re-sort, examine and rectify the sanitation and archives of the village and household as well as the collective economy, and carry out inspection on the “No Worry about Food and Clothing with Compulsory Education, Basic Medical Care, Housing, Safe Drinking Water, Radio and Television, Household Electricity Supply Guaranteed, and Per Capita Annual Net Income of Poverty-stricken Families Exceeding the National Standard for Poverty Alleviation” in households to know the real situation, which had made Jueri village successfully passed the inspection and evaluation at prefecture and provincial levels.



(2) **Investing RMB3 million in Special Funds to Help Poverty Alleviation**

The Group resolutely implements COFCO’s overall strategy for poverty alleviation, in accordance with “Implementation Opinions of the COFCO Party on Further Implementing the Three-year Action to Win the Fight against Poverty”, “COFCO’s Work Plan for Precision Poverty Alleviation 2018–2020” and “COFCO Group’s Poverty Alleviation Work Plan and Funding Plan for 2019”, we will pay RMB3 million of special funds for poverty alleviation to Luozha county, the designated poverty alleviation county by COFCO, to further accelerate poverty alleviation.

(3) Giving full play to the advantages of the industry and carrying out targeted poverty alleviation by employment

The Group proactively responded to the central government's strategy of targeted poverty alleviation, and assigned in Chengdu to Ganzi County to carry out special recruitment for employment poverty alleviation, and provided 30 employment poverty alleviation positions including production technicians and on-site product controllers. The Group will continue to improve the matching project for the Ganzi region, leverage the advantages of industry leaders, strengthen the mobilization of social forces, including upstream and downstream, to participate in targeted poverty alleviation, and strive to help win the fight against poverty early.



(IV) Matching local specific needs and launching donation activities

In response to the specific needs in the winter in Ganzi County, the Group organized employees of regional companies to carry out a charity donation activity of “clothes convey love”. A total of 1 table tennis table, 200 thermos cups, more than 120 school supplies, 200 books of various types, and more than 450 pieces of warm clothing, with a total value around RMB20,000 were collected. And the Group arranged a dedicated car to deliver the donated materials into Jueri village after nearly 48 hours' driving, timely handing out the materials to the villagers and children, hoping to send warmth to them in winter time. According to the cadres in the village, a poor and lonely elderly in Jueri village accidentally broke leg bone and faced a large demand for medical expenses. The Group fulfilled its political responsibility, and organized cadres and employees to make donations. 142 managers donated RMB35,068 in total, which effectively solved the urgent needs of the elderly.

(V) Coordinating multi-party resources and actively helping poverty alleviation by consumption

Because of the remote location of Ganzi County, information, logistics and transportation are relatively inconvenient, and the sales of local products are difficult. The Group actively coordinated various forces to promote the labour union, at a cost of RMB50,000, to purchase Ganzi special products as part of the employee's welfare distribution, and implemented the Group's spiritual requirements for poverty alleviation work. In response to the urgent need for large numbers of potatoes in Ganzi County to be stored after harvest but unable to sell, the Group instructed the companies in Chengdu to implement sales assistance tasks and purchase more than 500 kilograms of potatoes to realize poverty alleviation by consumption.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

IV. Suppliers Management

The Group pursues a sustainable development strategy. We are committed to selecting suppliers with good products and social responsibility, and work with suppliers to create a safe, environmentally friendly, economical and efficient green and sustainable development supply chain.

(1) Working with Suppliers to Build a “Product Quality and Safety Network”

We strictly control product quality and safety. We have developed a rigorous supplier quality management system with a complete set of measures and standards covering the selection, recognition, admission, day-to-day management, and continuous improvement and exit of suppliers and materials. We strengthen the inspection and verification of raw materials, carry out on-site audit and assessment of suppliers, organise exchanges regarding technical quality, convene supplier quality and safety meetings and reward excellent suppliers, with a view to improving the quality and safety awareness of suppliers and their management and encouraging them to make continuous improvements. As a result, raw material qualification rate has been steadily on the rise.

We work together with our suppliers to advance the control of food safety risks and constantly improve our food safety capabilities. We have signed technical agreements with our suppliers containing food safety provisions to effectively communicate food safety commitments and statements throughout the supply chain. The Group promotes suppliers to implements upstream source management, carry out risk assessment and compliance verification on all food contact materials and additives; to increase online monitoring devices to strengthen production process control; to strengthen laboratory investment and continuously improve inspection and testing ability, and requires that product should sent to authoritative third-party organizations to carry out inspection and verification on food hygiene every year to ensure that there are zero accidents in food safety and quality. In addition, the Group worked with key suppliers to develop new materials and techniques with higher food safety standards, with a view to enabling CPMC to take the lead in using materials with higher food safety standards and improving overall food safety in the industry.

(2) Working Hard to Build a “Green Supply Chain” and Promoting “Emission Reduction” of the Industry Chain with suppliers

In terms of production process, we work with our upstream suppliers to reduce raw material consumption by thinning materials, increasing the use of coil and corrugated materials. The Group is at the forefront of the industry in aluminium thinning.

In terms of emission reduction, the Group cooperates with upstream suppliers to realize the first innovative application of UV coatings and LED-UV printing technology in the metal packaging industry, and promotes the transformation and upgrade of traditional metal printing to LED printing; vigorously promotes the use of coated iron and water-based coating and other environmental materials, reducing VOC emissions from the source, and realizing the green production.

In terms of recycling of materials, we increase the recycling of packaging materials and reduce the consumption of packaging materials by replacing wood pallets with plastic ones and replacing corrugated lining paper with plastic lining paper. In 2019, plastic pallets accounted for more than 70% of the total, while the proportion of plastic lining paper increased to approximately 65%. The recovery rate of wood pallets was more than 81%, while that of plastic pallets and plastic lining paper was more than 98%.

With regard to the reuse of by-products, we cooperate with our upstream suppliers to promote the recycling of materials and scraps through equipment and technology upgrade.

(3) Working with Suppliers to Build a “Transparent Supply Chain”

Internally, we work to build a transparent procurement model centering on strategic procurement under collective decision making, tendering and online procurement. We also strengthen the monitoring of the practices of procurement personnel through regular internal and external audits. In 2019, we launched a special education campaign on the theme of “Don’t forget the original heart” in the internal supply chain system, intensified anti-corruption efforts, and strengthened professional ethics education for procurement personnel.

Externally, we advocate “good-faith transactions” and give preference to suppliers with good social responsibility performance when selecting suppliers. We sign a “Sunshine Agreement” with each of our suppliers, shippers and scrap buyers to guide our suppliers and partners to comply with social responsibility standards and adhere to sustainable development, while issuing the “No Gift Notice” on a regular basis and building a whistle-blowing platform.

V. Product Responsibility

Adhering to the customer-oriented philosophy and based on the quality and food safety principles of “commitment by every employee, assurance in every step, reliability of every product and satisfaction of every customer”, the Group practices the principle of “full dedication to best customer service” and follows the code of conduct of “welcome feedback; immediate response, success in one go; no excuse”.

In 2019, the Group fully implemented the spirit of the 19th National Congress of the Communist Party of China, guided by the spirit of General Secretary Xi Jinping’s series of important statements and instructions on quality and safety, and fully implemented the “four strictest” regulations and standards, always abide by the principle of quality, safety and risk management featured with manage by system, prevention first, and fully participate, through systematic planning, comprehensive risk assessment, continued to improve the quality and safety management systems, established a sound quality and safety management mechanism, and integrated quality and safety risk management into daily operations and management process, so as to achieve full compliance of packaging products, full process monitoring, and full process traceability. In 2019, the Group had no food safety incidents or major quality complaints throughout the year.

(1) Customer Complaint Handling Mechanism

In order to respond quickly to customers’ demand, the Group has set up a customer service department in each grassroots unit, arranged customer service personnel in business units, and established the Quality and Safety Management Department at the headquarters to comprehensively and systematically identify the needs of customers, provide technical services, handle complaints, analyze data, take corrective and preventive measures and make continuous improvements. For key customers, a special service team consisting of sales, technology, production, quality and other personnel is set up to provide one-on-one services in respect of technology and improvement. Regarding the customer’s frequent issues and difficult quality issues, the Group continues to develop benchmarking management and sets up QC teams, corrects typical defects, and conduct One Lesson for One Solution and other kinds of quality improvement, thereby improving product quality and raising the staff’ awareness of quality and safety to promote the sound development of the Group.

In 2019, the Group conducted 26 production quality benchmarking projects and 103 curing improvement measures, completed correcting 78 typical defects and made more than 730 improvements under One Lesson for One Solution, leading to the continuous improvement of product quality, reducing quality defects and customer complaints, and minimizing quality risks. The loss rate caused by customer complaints in 2019 has been controlled below 0.06%.

Environmental, Social and Governance Report

(2) Customer Satisfaction

Focusing on the measurement of customer satisfaction, the Group has established and continuously optimizes its customer satisfaction evaluation program. Targeting at different customer groups, we design different questionnaires to comprehensively collect and analyze user feedback and comments in multiple dimensions such as quality, delivery, transportation and services through various channels including satisfaction surveys, customer visits, business loss analyses and product delivery performance evaluation. The Group conducts surveys and analyses on customer satisfaction to compile a customer satisfaction survey report which serves as the basis for planning and improving the quality system.

In recent years, the level of customer satisfaction of the Group has remained high in the industry. Taking Hangzhou CPMC Canmaking Co. Ltd. as an example, its customer satisfaction rate remained above 90% in the past five years. The Group's brand awareness, corporate image, product quality and market profile have far-reaching influence on its customers, and the Group has been recognized and highly praised by many well-known enterprises at home and abroad in recent years. In 2019, the Group won the annual "Best Action Award", "Excellent Supplier Award", the "Quality Pioneer Award", the "Best Continuous Improvement Award" and the "Excellent Partner Award" from major customers such as Nestle, Budweiser, Yili, Sherwin-Williams, Tiandiyihao, by virtue of its reliable quality and satisfactory services.

(3) Food Safety Control

With the release and coming into force of the new Food Safety Law and the National Food Safety Standards-General Safety Requirements for Food Contact Materials and Articles, the Group, in accordance with the latest laws and regulations and standards at home and abroad and according to COFCO's requirements and its own conditions, timely revised such measures as the Food Safety Management Measures of CPMC and the Work Requirements for Food Safety Supervision and Inspection of Packaging Products, and proactively carried out the latest "Four Strictest" legal requirement, and organized and conducted regular assessment on risks and compliance during the whole process from regulation standard, source, production process, product label to packaging and transportation.

Commencing from the source of food safety control, the Group carries out a stringent access and withdrawal mechanism for suppliers, which requires the necessity to enter into a technical agreement including food safety articles with all suppliers of raw and auxiliary material related to food safety to propel the upstream tracing management of suppliers and the effective transfer of food safety compliance statement in the supplying chain. As is required, the relevant suppliers must provide the inspection report on food safety from third parties, optimize the control on suppliers according to classification and grade, and focus on the risks monitor and benchmarking assessment on key indicators of major raw materials. In addition, the Group continues to conduct daily unannounced inspections over suppliers, field quality inspections and regular quality evaluations, and communicates with major suppliers on a regular basis to promote the improvement in suppliers' product quality. And it cooperates with major suppliers to jointly develop and apply new safer materials and craft to constantly raise the performance of quality and safety of raw and auxiliary materials.

All branches of the Group have passed the ISO9001 quality management system certification and all branches related to food packaging and production have passed the ISO/FSSC22000 quality management system certification. In addition, all sections from the resource, the whole production process to the warehousing and transportation are operated and managed in the system. Each branch supervises the CCP and the operation of key production and surveillance equipment and regularly checks the effectiveness of online surveillance devices to increase the process capability index of key performance indicators in accordance with the requirements of the HACCP plan. By continuously sticking to the three-level verification mechanism of inspection by branches, third-party inspection and random inspection by the Group, the Group

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report

inspects products randomly, and the key food safety indicators of products from monthly random inspection are inspected and verified by the experimental center authorized by CNAS. Experimental centers and branches are organized to conduct matching and verification for laboratories on a regular basis with major customers, suppliers and authorized third-party agencies, in order to improve the inspection capability of all sections. The Group devises and carries out various system inspection, risks evaluation and the matching improvement activities for interior and exterior procedures, such as interior examining, rolling inspection, special review, LPA inspection, unannounced inspection in the headquarter and product tracing drill. Moreover, the Group take effective corrections to the problems in a timely manner and impel the optimization of process and the standardization of measures, to ensure the effective operation of the system and the compliance of the product safety.

In 2019, the Group had no food safety incidents and received no customer complaints about food safety. The Group's products involved in the spot checks by the State Administration of Market Regulation and local authorities in 2019 were 100% qualified. Moreover, 100% of the Group's products involved in internal and external inspections were qualified.

(4) Management for Product Quality and Recalls

The Group has obtained the printing business license and the commodity barcode printing qualification certificate in accordance with the requirements of the Regulations on the Administration of Printing Industry and the Measures for the Administration of Commodity Barcodes, and is engaged in printing business activities within the permitted scope of business in the license. The Group has established and maintained an internal control system in accordance with the Administrative Regulations on the Undertaking of Presswork Printing, the Measures for the Administration of Commodity Barcodes, the Trademark Law and other relevant laws and regulations. For instance, the Group has formulated the Sales Contract Control Procedures, pursuant to which the proof of the qualifications of an entrusting party, including its registered trademarks and product barcodes, shall be collected and reviewed before accepting any printing orders/contracts therefrom; the Group has also established the Pre-press Control Procedures, which requires re-verification and double-check of the entrusting party's registered trademarks, product barcodes and other qualification proof to ensure compliance before printing the printed matter.

In accordance with relevant laws and regulations, national standards and COFCO's requirements and according to its own situation, the Group has formulated the Technical Specifications of CPMC for the Construction of Traceability System and the Management Measures for Product Recalls to guide all branches and product lines through the construction of a tracing system. In addition, we constantly improve the product traceability and tracing efficiency through the construction of information platforms such as the SAP\SPC\QMS\OA\barcode management systems. The headquarters regularly organizes branches to conduct product recall and traceability drills to test the rationality and effectiveness of the product recall control procedures. In the event of a product quality failure that requires a recall, the Group will immediately investigate the range of products involved, recycle the batches of products concerned, study the reasons for the failure, formulate and implement corrective measures, and verify and follow up the improvement results.

In 2019, the Group complied with laws and regulations of the PRC regarding product quality and safety as well as advertising and labelling, and did not have any recalls due to product quality or advertising and labelling problems.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Environmental, Social and Governance Report

VI. Anti-corruption

As a subsidiary of COFCO, the Group strictly abide by the PRC laws and regulations as well as the anti-corruption-related rules and regulations stipulated by the Central Commission for Discipline Inspection and the Discipline Inspection and Supervision Team of COFCO to effectively advance the construction of party conduct and integrity and prevent bribery, extortion, fraud, money laundering and corruption. The discipline inspection committee of the Group adopted retirement by rotation to further strengthen the building of discipline inspection system of the Company. Each subordinate enterprise was equipped with discipline inspection commissioners, who are responsible for the discipline inspection of their own organizations, to fulfill the supervision responsibility of work integrity at all levels. The Group has set up and published whistle-blowing channels including mailbox, hotline and email to welcome employees and any third parties to truthfully report any violations of laws and regulations in connection with the Group's business activities. The Group will carry out investigations in accordance with relevant procedures. In the case of violation of discipline and laws, the Group will, after verification of the violation, impose party and political disciplinary sanctions and demand compensation for economic losses (if necessary) in light of the seriousness of the case. If the violation constitutes a crime, the case will be handed over to the judicial authority according to law for criminal justice.

In 2019, the Group achieved good results in implementing the responsibility system for clean and honest administration, strictly observing the CPC Central Committee's Eight-point Regulation, launching a campaign on the theme of "staying true to our founding mission", carrying out rectification, primary level inspections and education campaigns regularly, increasing supervision and integrity awareness, and encouraging the responsibility in officers.

(1) Promoting the Implementation of the Responsibility System for Clean and Honest Administration under the Leadership of the Party Committee and Fulfilling the Responsibility of Accountability Stipulated by the Supervision of the Disciplinary Committee

The Group persistently studies and implements Xi Jinping's socialism with Chinese characteristics in the new era and the spirit of the 19th National Congress of the CPC, the spirit of the 2nd, 3rd and 4th Plenary Sessions of the 19th Central Committee and the 3rd Plenary Session of the 19th Central Commission for Discipline Inspection, focusing on the General Secretary Xi Jinping's important speech at the 3rd Plenary Session of the 19th Central Commission for Discipline Inspection, and conscientiously implements clean and honest administration and anti-corruption. The party committee of the Group is keenly aware of the importance and urgency of strict party governance and arranged to sign a total of 212 annual main responsibility statement, supervision responsibility statement, and responsibility statement of "one post with two responsibilities" on the level basis for expressly stipulating the specific responsibilities of each organization and officer at each level for the building of clean and honest administration and the implementation of the two responsibilities. We continuously enhanced the awareness of responsibility and unexpected hardship in the construction of clean administration and anti-corruption battle. We promoted the performance of the disciplinary committee's supervisory responsibility with rule of law thinking and methods, stressed its supervisory role, constantly improved its supervision and accountability ability, and enhanced its independence and authority in the construction of clean and honest administration. We conducted discipline enforcement and accountability in accordance with regulations, disciplines, and laws, flexibly applied the four forms of supervision and discipline enforcement, maintained strict punishment on corruption to realize comprehensive clean and honest administration. In 2019, the Group addressed 5 mail complaints and reports, among which 1 was enquired by conversation, 2 was preliminarily verified and 2 filings were settled. 3 persons were punished for violating discipline, regulations and laws, 2 were held accountable, and 3 were under punishment.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

(2) Strictly Implementing the Spirit of the CPC Central Committee’s Eight-point Regulation, Correcting “Four forms of misconduct” and Focusing on the Rectification of Formalism, Bureaucratic

We continued to consolidate and implement the spirit of the Eight-point regulations, correct the “Four forms of misconduct”, and strengthen the system construction and implementation of the Management Measures for Performance-based Compensation and Business Expenses of the Company. The officers are required to earnestly raise their awareness, strengthen self-construction, and set strict requirements on themselves. Efforts should be made to establish a supervision network on functions, and we promote the relevant departments, finance, auditing and disciplinary inspection departments to fulfill their own responsibilities, by sharing information, building systems, carrying out joint rectification and strict control, to avoid violating the spirit of the Eight-point regulations and the “Four forms of misconduct”. We promoted the establishment of a coordinating team for the construction of clean and honest administration and anti-corruption of COFCO Packaging, to fulfill its duties of special supervision, and punish violations of the spirit of the Eight-point regulations and the “Four forms of misconduct”. We will study and implement the work of centralized rectification of formalism and bureaucracy as the primary task of upholding discipline and opposing the “Four forms of misconduct”. We will rectify in the five key areas, focus on organizing in-depth investigations and clarifying the outstanding problems and specific manifestations of formalism and bureaucracy in organizations at all levels, to strictly supervise and promote the formulation and implementation of the work plan to rectify formalism and bureaucracy. We strictly implemented the supervision and inspection reporting mechanism of integrity accordingly to the requirements of superiors, issued notices and reminders prior to 7 annual holidays through the Intranet, email, WeChat and alert message to warn against rule-breaking behaviors such as banquets and gift giving at public expenses, private use of public vehicles, excessive bonuses and allowances.

(3) Promoting the Campaign on the Theme of “Staying True to Our Founding Mission” and Implementing Special Rectification, Inspection and Rectification

In 2019, the disciplinary committee of the Group focused on political supervision, strengthened daily supervision and long-term supervision, and coordinated with the party committee to promote the implementation of rectification by theme education, special rectification and inspection, and patrol rectification to ensure that the various decisions and arrangements of the CPC Central Committee are fulfilled and serve the reform and development of the Company. We supervise the whole process of carrying out the theme education of “Staying True to Our Founding Mission”. The Secretary of the Discipline Inspection Commission went to visiting communities to attend the special democratic life meeting and urged all organizations at all levels to focus on the general requirements of “Staying true to our founding mission, bearing the mission, finding gaps, and emphasize implementation”, to promote the theme education and review issues so as to rectify and implement work. We convened 7 project meetings to inspect the rectification and implementation item by item and formulated 141 specific rules towards 40 issues of the group that shall be rectified and all were completed. We promoted the “education activities of ‘Remain True to Our Original Aspiration and Keep Our Mission Firmly in Mind’ of CPMC Special Rectification Work Plan” and supervised the education activities of ‘8+1’ special rectification work. There are no violations in the process of special rectification. Meanwhile, we continued to deepen the main responsibility of the central inspection and rectification, cut the formalities, and promoted to form a normalized and long-term mechanism. We inspected and promoted the continuous rectification of 188 measures for 30 issues identified by the Group and three special governance issues and conducted self-inspection and self-correction item by item by strictly following the “six requirements” of COFCO. We spared no efforts to implement rectification work and make regular reports as required by COFCO. We established a linkage pattern of inspection and rectification to formulate a standard institution, formulating “CPMC Party Committee inspection work plan (2019–2022)” and 2019 inspection work plan. 5 meetings were held to strictly follow 40 procedures of six steps of inspection work and inspection missions of CPMC Tianjin and CPMC Harbin were completed.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

(4) Conducting regular integrity education, strictly complying with discipline red line, achieving previous prevention and warning education

The Group organized and convened two annual meetings of constructions of party conduct and integrity and anti-corruption and warning education for strict corporate governance. The meetings reported the typical cases of violations of laws and disciplines investigated and handled by COFCO, and conducted warning education based on these cases, focusing on the interpretation and training of important rules and disciplines of the Regulation of the Communist Party of China on Disciplinary Actions (《中國共產黨紀律處分條例》) and Accountability Provisions of the CPC (《中國共產黨問責條例》). We conducted regular regulations and disciplinary education, strictly clarified the red line of integrity, carried out publicity and education activities through multiple channels such as “whistle-blowing channel”, WeChat group and other channels on corporate intranet, established a regular warning briefing mechanism which released “daily integrity practice” in WeChat Group every week and issued a warning education briefing every two months, carried out disciplinary awareness and warning case courses in various company training courses at various levels, strengthened regular discipline education, strict red lines of discipline, and strived to prevent before, warning before, education before to establish a sound corporate environment. We strengthened the supervision of selection and appointment of officers, strictly adhered to the “four must before deciding” requirements and the “three must talk” system. In 2019, the Group conducted 14 talks on integrity for the managers of the party committee, 32 conclusive comments on integrity for the managers and organized 115 managers to take 4 integrity knowledge tests, and required managers to sign a letter of commitment to self-examination of integrity. Through the talks, training, tests and self-examination, we strengthened the managers’ awareness of integrity and earnestly implemented the manager’s selection and management supervision responsibility.

(5) Proactively taking actions to inspire cadres to take on new roles in a new era, and creating a good entrepreneurial atmosphere for officers

In 2019, the Group carefully studied the “four patterns” of supervision and discipline issued by Central government, strictly implemented the “four patterns” Implementation Measures of CPMC Supervision and Discipline as well as the requirements to encourage cadres to act and take responsibilities. The Group fully implemented three important ideas of “Three Differences”, the establishment of a fostering tolerance and giving the opportunity to right a wrong mechanism, and “Opinions on Further Encouraging Cadres to Fulfill Their Obligations and Their Responsibilities for a New Era” proposed by General Secretary Xi Jinping, and formulated the “Implementation Measures for CMPC to Implement ‘Three Differentiate’ and Establish a Fostering Tolerance and Giving the Opportunity to Right a Wrong Mechanism” based on the actual situation. We established a fostering tolerance and giving the opportunity to right a wrong mechanism at the institutional level, and adhered to the working principles of “supporting hard work, stimulating innovation, seeking truth from facts, being objective and fair, grasping policies, discriminating, strictly complying with the bottom line, and strict discipline”, and strived to create a good environment to innovative thinking and tolerant for mistakes, so that the majority of cadres could fulfill their duties and not afraid of making mistakes. The Disciplinary Committee of the Group further strengthened the construction of the disciplinary inspection system team, promoted political, policy, and professional work by strengthening political learning, selected disciplinary inspectors to actively participate in thematic education, inspection and rectification work and improved the performance of discipline inspection personnel through the principle of “replaced punishment with good performance”.

MANAGEMENT DISCUSSION AND ANALYSIS

CORPORATE GOVERNANCE REPORT

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

DIRECTORS AND SENIOR MANAGEMENT PROFILE

REPORT OF THE DIRECTORS

Directors and Senior Management Profile

EXECUTIVE DIRECTORS



ZHANG Xin

ZHANG Xin, aged 57, is an executive Director and the chairman of the Board. Mr. Zhang is primarily responsible for the overall management, major decision-making, strategic planning and business development of the Group. Mr. Zhang joined the Group in January 1995, and was appointed as an executive Director and the Chairman of the Board on 23 June 2008 and 23 March 2015, respectively. He has over 20 years of experience in the packaging industry. Mr. Zhang has been the vice president of the China Packaging Federation since November 2011. Mr. Zhang received a bachelor's degree in Aeronautical Machinery Processing from Nanchang Institute of Aeronautical Technology (now known as Nanchang Hangkong University) in 1983 and a master's degree in Business Administration from the University of Southeastern China in 2002. In 2005, Mr. Zhang was awarded the Governmental Special Allowance by the State Council of the PRC for his outstanding contributions to the development of engineering technology in the PRC. He is a senior engineer.



ZHANG Ye

ZHANG Ye, aged 46, is an executive Director and the General Manager. Mr. Zhang is primary responsible for the daily operation and management of the Group. Mr. Zhang joined the Group in April 1995, and had served as sales manager, sales director, general manager of the subsidiaries of the Company, assistant to the General Manager, deputy General Manager, etc. He also served as the chief legal consultant of the Group concurrently during the period from July 2011 to January 2016. He was appointed as an executive Director and a general manager of the Company on 22 December 2016 and 19 July 2016 respectively and currently serves as directors of certain subsidiaries of the Company. He has over 20 years of experience in the packaging industry. Mr. Zhang obtained an associate degree in physics from Shanghai Fudan University (上海復旦大學) in 1995, and obtained a bachelor degree in business management from the Continuing Education School of Shanghai Fudan University (上海復旦大學成人教育學院) in 1999.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Directors and Senior Management Profile

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS



LI Minghua

NON-EXECUTIVE DIRECTORS

LI Minghua, aged 51, is a non-executive Director. Mr. Li was appointed as a non-executive Director on 17 March 2020. Mr. Li had served as the general manager of the public relations department of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司) (currently known as COFCO Corporation) from August 2000 to April 2006; the deputy director of the strategy department and the general manager of the brand management department of China Foods (Group) Co., Ltd. (中國糧油食品(集團)有限公司) (currently known as COFCO Corporation) from April 2006 to October 2007; the deputy director of the research and development department and the general manager of the brand management department of COFCO Corporation from October 2007 to June 2008; and had served in the Party and mass discipline inspection and supervision department of COFCO Corporation from June 2008 to May 2019, and served as the chief officer of the Party and mass work department (corporate culture department). He has been the director of the human resources department of COFCO Corporation since June 2019.

Mr. Li obtained a Master of Arts degree from Renmin University of China in July 1993 and a Master of Business Administration degree from China Europe International Business School in September 2009.



CHEN Qianzheng

CHEN Qianzheng, aged 56, is a non-executive Director. Mr. Chen was appointed as a non-executive Director on 22 December 2016. Mr. Chen had served as a manager, assistant to general manager, deputy general manager and general manager successively at Wuhan COFCO Import and Export Co., Ltd. (武漢中糧進出口公司), a wholly owned subsidiary of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司) (currently known as COFCO Corporation), from Feb 1987 to May 2006. From May 2006 to July 2008, Mr. Chen worked at China Foods (Group) Co., Ltd. (中國糧油食品(集團)有限公司) (currently known as COFCO Corporation) as a general manager of its meat department. He was the deputy general manager and also serves as the general manager of the marking department, the general manager of the trading department and the deputy general manager of cold chain logistics department of COFCO Meat Investment Company Limited (中糧肉食投資有限公司) successively from July 2008 to November 2016. Mr. Chen received a bachelor degree from Huazhong Agricultural University (華中農業大學) in July 1985, and was accredited as a Senior International Business Engineer in May 2002.



ZHOU Yuan

ZHOU Yuan, aged 33, is a non-executive Director. Mr. Zhou was appointed as a non-executive Director of the Company on 25 February 2016. Mr. Zhou was a vice chairman and a director of ORG Packaging, a listed company on Shenzhen Stock Exchange and a substantial shareholder of the Company, since November 2010 and as a director of Huang Shan NOVEL Company Limited ("Huang Shan NOVEL"), a listed company on Shenzhen Stock Exchange, since January 2016. Mr. Zhou received a Bachelor degree of Engineering (with Honours) in the field of Mechanical Engineering from Monash University in Australia in December 2010.

Directors and Senior Management Profile



SHEN Tao

SHEN Tao, aged 49, is a non-executive Director. Mr. Shen was appointed as a non-executive Director on 25 February 2016. Mr. Shen has had over 23 years of senior management experience in the packaging industry including acting as the general manager of Shanghai Shenjing Steel Processing Company Limited (上海申井鋼材加工有限公司), the general manager of Shanghai Baoyi Can Company Limited (上海寶翼製罐有限公司), the assistant general manager of Shanghai Baosteel Property Development Company Limited (上海寶鋼產業發展有限公司), and the assistant general manager of Baosteel Metal Company Limited (寶鋼金屬有限公司). Mr. Shen joined ORG Packaging in July 2008 and has been a director of ORG Packaging since October 2010. He worked as the vice general manager of ORG Packaging from October 2008 to February 2014, and has been the general manager of ORG Packaging since February 2014 and a director of Huang Shan NOVEL since January 2016. Mr. Shen received a Master degree in Business Administration from Peking University in January 2015. He also obtained the qualification of senior business operator (高級經營師) from the Occupational Skill Testing and Instruction Centre of China* (中國商業職業技能鑒定指導中心) and State Senior Business Operator Assessment Committee* (全國高級經營師評審委員會) in March 2004.

INDEPENDENT NON-EXECUTIVE DIRECTORS



CHENG Yuk Wo

CHENG Yuk Wo, aged 59, is an independent non-executive Director. Mr. Cheng was appointed as a Director on 23 June 2008. Mr. Cheng is a fellow of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants of Ontario, Canada. Mr. Cheng has over 30 years of experience in auditing, finance and business management. He has been the sole proprietor of Erik Cheng & Co., Certified Public Accountants in Hong Kong since 1999.

Mr. Cheng also serves as a director of Chiu Chow Chamber of Commerce and an Honorary Director of Hong Kong Rehabilitation Power.

Mr. Cheng currently acts as an independent non-executive director of a number of companies listed on the Stock Exchange, namely, CSI Properties Limited, HKC (Holdings) Limited, Chong Hing Bank Limited, Top Spring International Holdings Limited, Liu Chong Hing Investment Limited, Goldbond Group Holdings Limited, Chia Tai Enterprises International Limited, DTXS Silk Road Investment Holdings Company Limited, Miricor Enterprises Holdings Limited, Somerley Capital Holdings Limited, Kidsland International Holdings Limited and C.P. Pokphand Co. Ltd.. Mr. Cheng was previously also an independent non-executive director of C.P. Lotus Corporation, which was listed on the Stock Exchange until its withdrawal from listing effective on 29 October 2019.

Mr. Cheng graduated from the University of Kent, England with a Bachelor's degree in Accounting in July 1983 and obtained a Master's degree in Accounting and Finance from the London School of Economics, England in August 1984.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Directors and Senior Management Profile

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS



PUN Tit Shan

PUN Tit Shan, aged 59, is an independent non-executive Director. Mr. Pun was appointed as a Director on 1 September 2016. He holds a master of business administration degree (with honour) from the University of Manchester. Mr. Pun is currently acted as head of investment of TC Concord Asset Management Ltd. and was the chief executive officer of Asia Wealth Securities Limited and the chief investment officer of Astrum Capital Management Limited. He has over 32 years of experience in the finance field, such as strategic dealing and arbitraging in the derivatives market, sales and marketing management in the primary and secondary equity market and sales and assets managing of high net-worth clients and investment advisory.

Currently, he is the vice-chairman of Institute of Financial Analyst and Professional Commentator and the Honorary Consultant of Hong Kong Ningxia Youth Association (香港寧夏青年會) since 2015. Mr. Pun was previously a board director of Hong Kong Futures Exchange Ltd. (1995–1999); a board director of Hong Kong Stock Exchange Options Clearing House Ltd. (1997–2000); a membership committee member of Hong Kong Securities Institute (1998–2002); a panel member of Derivatives Market Consultative Panel (2000–2003); a committee member of Hong Kong Securities Institute Professional Education Committee (2002–2004); and a member of Lions Club of Hong Kong Shouson Hill.

Mr. Pun is currently an independent non-executive director of Convoy Global Holdings Limited (Stock Code: 1019) which is listed on the Stock Exchange. Mr. Pun was an independent non-executive director of China New Economy Fund Limited which is listed on the Stock Exchange from 8 April 2016 to 5 June 2019.



CHEN Jihua

CHEN Jihua, aged 52, is an independent non-executive Director. Mr. Chen was appointed as a Director on 2 July 2019. Mr. Chen had served as the financial director of Red Bull Vitamin Beverages Company Limited from October 1995 to January 1998, the financial director of Saudi Arabia ALJ (China) Limited from September 1998 to June 1999; the vice president and financial director of Jitong Network Communications Holdings Company Limited from July 1999 to April 2001; the executive director, vice president and financial director of Aluminum Corporation of China Limited, a company listed on the Stock Exchange, the Shanghai Stock Exchange and the New York Stock Exchange, from April 2001 to October 2010; the director of ABC-CA Fund Management Co., Ltd. from March 2008 to October 2010; the president of Aluminum Corporation of China Overseas Holdings Limited from May 2009 to October 2010 and the vice president of China Pacific Insurance (Group) Co., Ltd., a company listed on the Stock Exchange and Shanghai Stock Exchange, from November 2010 to October 2011.

Mr. Chen has also served as the chairman of Beijing Houji Capital Management Co., Ltd since October 2011; the independent director of Shenzhen Chuangxin Hexin Fund Management Co., Ltd since July 2014; the independent director of China Railway Hi-tech Industry Corporation Limited, a company listed on Shanghai Stock Exchange, since January 2017; the independent director of Huang Shan NOVEL Company Limited, a company listed on the Shenzhen Stock Exchange, since June 2017 and the director of Jiangsu Wortact Group Co., Ltd., a company listed on National Equities Exchange and Quotations, since June 2016.

Mr. Chen received a master degree in accounting from Central University of Finance and Economic in March 1994. He is also a senior accountant in the PRC.

Directors and Senior Management Profile

NON-EXECUTIVE DIRECTORS (FORMER)



YU Youzhi

YU Youzhi, aged 56, was appointed as a non-executive Director on 15 August 2017 and resigned on 17 March 2020. Ms. Yu had served as the deputy director of communist party committee office of China Foods Import and Export (Group) Co., Ltd. (中國糧油食品進出口(集團)有限公司) (currently known as COFCO Corporation) from April 2003 to April 2006, and as the director of the communist party committee office of China Foods (Group) Co., Ltd. (中國糧油食品(集團)有限公司) (currently known as COFCO Corporation) from April 2006 to December 2008. She had also served as the deputy minister as well as the director of the labour union office of the communist party office (corporate culture department), and the vice chairman of the labour union of COFCO Corporation from 2008 to 2016. Ms. Yu received a bachelor degree in philosophy from Wuhan University in 1985.

INDEPENDENT NON-EXECUTIVE DIRECTORS (FORMER)



FU Tingmei

FU Tingmei, aged 53, was appointed as an independent non-executive Director on 23 June 2008 and resigned on 2 July 2019. Mr. Fu has extensive experiences in investment, finance, law and business management. Between 1992 and 2003, he conducted many corporate finance transactions in several investment banking firms based in Hong Kong including serving as a director of Peregrine Capital Limited, and a deputy managing director and subsequently promoted as a managing director of BNP Paribas Peregrine Capital Limited. Mr. Fu is currently engaged in private investments business. He is currently also an independent non-executive director of Guotai Junan International Holdings Limited, Postal Savings Bank of China Co., Ltd., China Resources Pharmaceutical Group Limited and COFCO Meat Holdings Limited, both listed on the Stock Exchange. In the last 3 years, Mr. Fu was also an independent non-executive director of Beijing Enterprises Holdings Limited which is listed on the Stock Exchange. Mr. Fu graduated from the University of London with a master's degree and a doctorate degree in Law in 1989 and 1993, respectively.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Report of the Directors





Report of the Directors

MANAGEMENT
DISCUSSION
AND ANALYSIS

The Directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities of the subsidiaries of the Company are manufacturing of packaging products for consumer goods. There was no significant change in the nature of the Group's principal activities during the year ended 31 December 2019. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Management Discussion and Analysis section on pages 10 to 21 of this annual report.

CORPORATE
GOVERNANCE
REPORT

Further discussion and analysis as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a fair review of the business of the Group, a discussion of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, are set out in the "Chairman's Letter", "General Manager's Report", "Management Discussion and Analysis" and "Notes to Financial Statements" sections of this annual report. The above sections form part of this report.

RESULTS AND DIVIDENDS

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

The Group's profit for the year ended 31 December 2019 and the Group's financial position as of that date are set out in the financial statements on pages 178 to 297 of this annual report. The Directors recommended the payment of a final dividend of RMB0.057 (equivalent to HK6.4 cents) per ordinary Share for the year ended 31 December 2019 (2018: RMB0.048, equivalent to HK5.6 cents). An interim dividend of RMB0.073 (equivalent to HK8.0 cents) per ordinary share was paid on 25 September 2019 (2018: RMB0.060, equivalent to HK6.8 cents).

The proposed final dividend for the year ended 31 December 2019 will be distributed on or after Monday, 20 July 2020 to shareholders whose names appear on the shareholders' register of the Company on Friday, 3 July 2020 (the "Record Date").

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

Pursuant to "Notice Regarding Matters on Determination of Tax Residence Status of Chinese-controlled Offshore Incorporated Enterprises under Rules of Effective Management" (《關於境外註冊中資控股企業依據實際管理機構標準確定為居民企業有關問題的通知》) (the "Notice") which was issued by the State Administration of Taxation (the "SAT") of the PRC on 22 April 2009 and implemented on 1 January 2008, enterprises controlled by Chinese enterprises or enterprises groups and registered outside China shall be regarded as resident enterprises with de facto management bodies located in China, or "offshore-registered resident enterprises" (非境內註冊居民企業), if all of the following criteria are present or effected in the PRC: (1) senior management in charge of daily operations and offices; (2) decision-making or authorised departments regarding financial management and human resources; (3) primary assets, accounting books, seals, records and files of shareholders' meetings or board of directors' meetings; and (4) directors or senior management with 50% or more voting rights ordinarily reside in China. Whether or not a Chinese-controlled offshore enterprise is an offshore-registered resident enterprise is subject to preliminary review by the local tax bureau where the de facto management body of Chinese-controlled offshore enterprise or its controller is based and is subject to final confirmation by SAT.

As disclosed in the announcement of the Company dated 9 June 2013, the Company had received the SAT approvals which confirmed that the Company is regarded as a Chinese Resident Enterprise, effective from 1 January 2013. Therefore, the Company will implement enterprise income tax withholding arrangement for the proposed year 2019 final dividend.

REPORT OF THE
DIRECTORS

Pursuant to the Notice, the Enterprise Income Tax Law and the Implementation Rules of the laws of PRC, the Company is required to withhold 10% enterprise income tax when it distributes the proposed year 2019 final dividend to its non-resident enterprise shareholders. In respect of all shareholders whose names appear on the Company's register of members on the Record Date who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees such as securities companies and banks, and other entities or organisations, which are all considered as non-resident enterprise shareholders), the Company will distribute the proposed year 2019 final dividend after deducting enterprise income tax of 10%. The Company will not withhold and pay the income tax in respect of the proposed year 2019 final dividend payable to any natural person shareholders whose names appear on the Company's register of members on the Record Date.

If any resident enterprise (as defined in the PRC's Enterprise Income Tax Law) listed on the Company's register of members which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it should lodge with the Company's Registrar, Computershare Hong Kong Investor Services Limited, documents from its governing tax authority confirming that the Company is not required to withhold and pay enterprise income tax in respect of the dividend that it is entitled at or before 4:30 p.m. on Friday, 26 June 2020.

Investors should read the above carefully. If anyone would like to change the identity of the holders in the Company's register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the Record Date. The Company assumes no liability whatsoever and will not entertain any claims arising from any delay in, or inaccurate confirmation of, the status of the shareholders or any disputes over the mechanism of withholding.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on page 298 of this annual report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the Year are set out in note 13 to the audited financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital of the Company for the year ended 31 December 2019 are set out in note 30 to the financial statements.

A share option scheme (the "Share Option Scheme") was conditionally approved by a written resolution of the Shareholder passed on 23 October 2009. The Share Option Scheme shall be valid and effective for a period of ten years commencing from 16 November 2009. The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules, where appropriate.

The purpose of the Share Option Scheme is to attract, retain and motivate senior management personnel and key employees of the Group. The Board may, at its discretion and on such terms as it may think fit, grant to any Directors (executive or non-executive), supervisors, senior executives, key technical staff, managers, employees of the Group an option to subscribe for the Shares under the Share Option Scheme.

Report of the Directors

MANAGEMENT
DISCUSSION
AND ANALYSIS

An offer for grant of options under the Share Option Scheme must be accepted within 28 days on which such offer was made. The amount payable by each grantee of options to the Company on acceptance of the offer for the grant of options is HK\$1.00. The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price at the discretion of the Board, provided that it shall be at the highest of: (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer; (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of the offer; or (iii) the nominal value of the Shares on the date of Offer. No Shares was available for issue under the Share Option Scheme during the year ended 31 December 2019.

CORPORATE
GOVERNANCE
REPORT

The Company shall be entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company does not, in aggregate, exceed 10% of the total number of Shares in issue on the date when the Shares were first listed on the Stock Exchange. Where any grant of options to be made to a substantial shareholder of the Company or any of his associates would result in the Shares in issue and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in any 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of grant, in excess of HK\$5 million, then such grant of options shall be subject to approval of the Shareholders in general meeting taken on a poll.

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

The options previously granted to the participants on 12 October 2011 were all lapsed on 20 December 2017, and the Company has not granted any options since then. During the year ended 31 December 2019, the Company has no outstanding options, and thus there were no options exercised, cancelled or lapsed during the period.

Save as disclosed above, the Company has not adopted any other share option scheme during the year ended 31 December 2019.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

DISTRIBUTABLE RESERVES

At 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the provisions of sections 291, 297 and 299 of the Hong Kong Companies Ordinance, amounted to approximately RMB73,437,000 (2018: approximately RMB64,106,000), of which approximately RMB65,635,000 (2018: approximately RMB56,379,000) has been proposed as a final dividend for the Year.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2019, aggregate sales to the Group's largest and five largest customers accounted for approximately 11.9% and 40.5%, respectively, of the Group's total sales. The Group's largest and five largest suppliers of the Group, in aggregate, accounted for approximately 22.4% and 50.0%, respectively, of the Group's total purchases for the Year.

None of the Directors 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 Shares) had any beneficial interest in the Group's five largest customers or five largest suppliers during the year ended 31 December 2019.

REPORT OF THE
DIRECTORS

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. ZHANG Xin (*Chairman*)

Mr. ZHANG Ye (*General Manager*)

Non-executive Directors:

Mr. LI Minghua (*appointed on 17 March 2020*)

Ms. YU Youzhi (*resigned on 17 March 2020*)

Mr. CHEN Qianzheng

Mr. ZHOU Yuan

Mr. SHEN Tao

Independent non-executive Directors:

Mr. CHENG Yuk Wo

Mr. FU Tingmei (*resigned on 2 July 2019*)

Mr. PUN Tit Shan

Mr. CHEN Jihua (*appointed on 2 July 2019*)

In accordance with Article 103 and Article 108 of the Articles, Messrs. Zhou Yuen, Shen Tao, Cheng Yuk Wo and Li Minghua will retire and, being eligible, will offer themselves for re-election at the 2020 AGM.

Each of the Directors has a specific term of appointment for three years.

No Director proposed for re-election at the 2020 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

DIRECTORS OF SUBSIDIARIES

The names of directors who have served on the boards of directors of the Group's subsidiaries during the Year and up to the date of this annual report were:

Zhang Xin

Zhang Ye

Shi Yu

Lv Qing*

Zhao Wei

Gu Xiao Lei

Huang Jin

Yang Xiaoyan

Wang Jiliang

Goh Hock Huat*

Ji Lifang

Gai Jun

Gong Xielong

Ma Binyun

Chan Yin Leng*

Zhang Xingsong

* He/She has resigned as a director of the relevant subsidiary(ies) of the Group.

Report of the Directors

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 65 to 69 of this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS

No Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the Group to which the holding company of the Company, the Company or any of the Company's subsidiaries or fellow subsidiaries was a party during the Year.

DIRECTORS' REMUNERATION

The Directors' fees are subject to the Shareholders' approval at the general meetings. Other emoluments are determined by the Remuneration Committee pursuant to the Articles with reference to market conditions, Directors' duties, responsibilities and performance and the results of the Group.

Details of the remuneration for Directors are set out in note 8 to the consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, save as disclosed below, none of the Directors or chief executive of the Company had 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 would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any Director or chief executive of the Company was deemed or taken to be under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register kept by the Company or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Interests in underlying shares of the Company

Name of Directors	Capacity/Nature of Interests	Number of underlying shares held in long position	Approximate percentage of interests (Note 1)
Mr. Zhang Xin	Beneficial owner	14,560,000 (Note 2)	1.25%
Mr. Zhang Ye	Beneficial owner	9,366,000 (Note 3)	0.81%

Notes:

- (1) The percentages are calculated based on the total number of Shares in issue as at 31 December 2019, i.e., 1,160,949,000 Shares.
- (2) Zhang Xin is interested in 14,560,000 Shares comprising (i) 12,500,000 Shares being the shares subscribed by him from the Company pursuant to the Subscription Agreement dated 22 May 2016, which are held by Majestic Merge Limited on behalf of him; and (ii) 2,060,000 Shares which is held by himself.
- (3) Zhang Ye is interested in 9,366,000 Shares comprising (i) 8,500,000 Shares being the shares subscribed by him from the Company pursuant to the Subscription Agreement dated 22 May 2016, which are held by Majestic Merge Limited on behalf of him; and (ii) 866,000 Shares which is held by himself.

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

As at 31 December 2019, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required kept by the Company under section 336 of the SFO:

Substantial shareholders and other persons	Notes	Capacity/Nature of Interests	Number of Shares held	Approximate percentage of aggregate interests in issued share capital of the Company (Note 6)
China Foods (Holdings) Limited ("China Foods (Holdings)")	(1)	Registered owner	330,658,800	28.48%
COFCO (Hong Kong) Limited ("COFCO (HK)")	(1) & (2)	Interests of controlled corporations	330,658,800	28.48%
COFCO Corporation ("COFCO")	(1) & (4)	Interests of controlled corporations	330,658,800	28.48%
ORG Technology Co. Ltd. ("ORG Technology")	(1) & (3)	Interests of controlled corporations	271,667,200	23.40%
Shanghai Yuanlong Investment Holdings (Group) Company Limited (上海原龍投資有限公司) ("Shanghai Yuanlong")	(1) & (3)	Interests of controlled corporations	271,667,200	23.40%
Mr. Zhou Yunjie	(1) & (3)	Interests of controlled corporations	271,667,200	23.40%
Wing Lung Bank (Trustee) Limited	(1) & (5)	Trustee of a trust	88,500,000	7.62%
Antopex Limited	(1) & (5)	Nominee for another person	88,500,000	7.62%
Chuang Neng Enterprises Limited	(1) & (5)	Interests of controlled corporations	88,500,000	7.62%
Majestic Merge Limited	(1) & (5)	Registered owner	88,500,000	7.62%
Yuanhao Greater China Fund	(1)	Beneficial owner	60,000,000	51.7%

Notes:

- (1) Long positions in the Shares.
- (2) China Foods (Holdings) is a wholly-owned subsidiary of COFCO (HK). COFCO (HK) is therefore deemed to be interested in the 330,658,800 Shares held by China Foods (Holdings).

Report of the Directors

MANAGEMENT
DISCUSSION
AND ANALYSIS

(3) ORG Development Limited and Hubei ORG Tinplate Printing & Can Making Co., Ltd. ("Hubei ORG") hold 269,341,200 Shares and 2,326,000 Shares respectively. ORG Development Limited is wholly owned by ORG Packaging International Holdings Limited. ORG Packaging International Holdings Limited and Hubei ORG are wholly-owned by ORG Technology. ORG Technology is owned as to approximately 44.46% by Shanghai Yuanlong and approximately 0.74% by 北京二十一兄弟商貿有限公司 which in turn are owned as to approximately 78.00% and 80.00% respectively by Mr. Zhou Yunjie. Therefore, Mr. Zhou Yunjie, Shanghai Yuanlong and ORG Technology are deemed to be interested in all the Shares held by ORG Development Limited and Hubei ORG.

(4) COFCO (HK) and China Foods (Holdings) are wholly-owned subsidiaries of COFCO. COFCO is therefore deemed to be interested in the Shares held by COFCO (HK) and China Foods (Holdings).

CORPORATE
GOVERNANCE
REPORT

(5) The entire share capital of Majestic Merge Limited is held by Chuang Neng Enterprises Limited, and the entire share capital of Chuang Neng Enterprises Limited is held by Antopex Limited, a nominee which is wholly-owned by Wing Lung Bank (Trustee) Limited.

(6) The percentages are calculated based on the total number of Shares in issue as at the 31 December 2019, i.e., 1,160,949,000 Shares.

Save as disclosed above, as at 31 December 2019, the Company had not been notified of any other persons other than the Directors or chief executive of the Company who had an interest or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of the Part XV of the SFO, or which were required to be recorded in the register of interests required kept under section 336 of the SFO.

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

EQUITY-LINKED AGREEMENTS

For the year ended 31 December 2019, the Company has not entered into any equity-linked agreement.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained the amount public float as required under the Listing Rules as at the latest practicable date prior to the issue of this annual report.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The companies now comprising the Group had entered into a number of transactions with parties which were connected persons of the Company under the Listing Rules. These transactions are considered to be connected transaction and continuing connected transactions under the Listing Rules, which need to be disclosed herein in compliance with the requirements under Chapter 14A of the Listing Rules. Details of the connected transaction and continuing connected transactions are as follows:

I. Connected Transactions

1. *Acquisition of 14.1% Equity Interest in Harvest Epoch Packaging (Zhejiang) Co., Ltd. ("Epoch Packaging")*

On 14 March 2019, CPMC Investment Co., Ltd. ("CPMC Investment"), an indirect wholly-owned subsidiary of the Company, entered into the Equity Transfer Agreement with Duilong Honghui New Material Technology Co., Ltd. ("Duilong Honghui"), pursuant to which CPMC Investment agreed to purchase 14.1% equity interest in the Epoch Packaging from Duilong Honghui in consideration of RMB78,500,000. Upon completion of the Equity Transfer Agreement, Epoch Packaging will be owned as to approximately 68.8% by CPMC Investment.

REPORT OF THE
DIRECTORS

Duilong Honghui is an indirect wholly-owned subsidiary of ORG Technology, a substantial Shareholder of the Company, therefore it is a connected person of the Company at the issuer level pursuant to Rule 14A.07(1) of the Listing Rules. Therefore, the Equity Transfer Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Details of the above connected transaction were disclosed in the announcement of the Company dated 14 March 2019.

2. *Acquisition of 23% Equity Interest in Wuxi Huapeng Closures Co., Ltd. ("Wuxi Huapeng")*
On 14 May 2019, COFCO-MC (Hong Kong) Limited ("COFCO-MC"), a wholly-owned subsidiary of the Company, entered into the Equity Transfer Agreement with Crown Asia Pacific Holdings Pte. Ltd. ("Crown Asia Pacific"), pursuant to which COFCO-MC agreed to purchase 23% equity interest in the Wuxi Huapeng from Crown Asia Pacific in consideration of RMB53,398,700. Upon completion of the Equity Transfer Agreement, Wuxi Huapeng will be owned as to approximately 84.48% by COFCO-MC.

Crown Asia Pacific owns 23% equity interest in the Wuxi Huapeng (a non-wholly owned subsidiary of the Company) and is therefore a connected person of the Company at the subsidiary level pursuant to Rule 14A.07(1) of the Listing Rules. Accordingly, the transaction under the Equity Transfer Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Details of the above connected transaction were disclosed in the announcement of the Company dated 14 May 2019.

II. Continuing Connected Transactions

1. *2016 Financial Services Agreement with COFCO Finance*
On 15 September 2016, the Company and COFCO Finance entered into a financial services agreement (the "2016 Financial Services Agreement") in respect of the renewal of a financial services agreement entered into between the Company and COFCO Finance on 18 September 2013 (the "2013 Financial Services Agreement"). Details of the 2016 Financial Services Agreement and 2013 Financial Services Agreement were disclosed in the announcement of the Company dated 15 September 2016 and 18 September 2013, respectively, and the circular of the Company dated 5 October 2016 and 11 October 2013, respectively. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 24 October 2016.

Pursuant to the 2016 Financial Services Agreement, COFCO Finance has agreed to provide to the Group the following financial services for a term of three years commencing on 24 October 2016, the date on which the approval of the independent Shareholders was obtained at the extraordinary general meeting:

- (a) Deposit services
The maximum daily deposit amount (including accrued interests) placed by the Group with COFCO Finance shall not exceed equivalent of RMB900 million. The deposit services and the above annual cap were subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Report of the Directors

MANAGEMENT
DISCUSSION
AND ANALYSIS

(b) Entrustment loan services and other financial services

COFCO Finance has agreed to provide (i) the entrustment loan services to the Group pursuant to which COFCO Finance only acts as agent of the Group and charge handling fees and other services fees in connection with the entrustment loan services; and (ii) other financial services, including settlement services, forex trading services and other related consultancy and agency services to be provided by COFCO Finance to the Group under the 2016 Financial Services Agreement. COFCO Finance will charge handling fees in connection with the entrustment loan services and the other financial services for a maximum annual cap not exceeding RMB4 million. The above entrustment loan services and the other financial services were only subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

For the period from 1 January 2019 to 23 October 2019, the maximum daily deposit amount (including accrued interests) amounted to RMB801,340,000 and there was no transaction of the entrustment loan services and the other financial services between the Group and COFCO Finance under the 2016 Financial Services Agreement.

CORPORATE
GOVERNANCE
REPORT

2. *2017 COFCO Packaging Materials Agreement*

On 24 October 2017, the Company entered into a supply framework agreement (the "2017 COFCO Packaging Materials Agreement") with COFCO in respect of the renewal of the 2014 Framework Agreement. Pursuant to the 2017 COFCO Packaging Materials Agreement, the Group will supply Products and Related Services to COFCO Group with reference to the prevailing market prices of same or similar products and services of the same period for a term of three years commencing on 1 January 2018. The 2017 COFCO Packaging Materials Agreement may be renewed by agreement between the parties subject to obtaining the necessary consents and approvals (if necessary) required by the Listing Rules. Details of the 2017 COFCO Packaging Materials Agreement were disclosed in the announcement of the Company dated 24 October 2017 and the circular of the Company dated 30 November 2017. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 20 December 2017.

The approved maximum aggregate annual value of the Products and Related Services to be supplied to COFCO Group in 2019 and 2020 are expected not to exceed RMB570,000,000 and RMB670,000,000 respectively.

For the year ended 31 December 2019, the aggregate value of the Products and Related Services to be supplied to COFCO Group under the 2017 COFCO Packaging Materials Agreement was approximately RMB399,445,000.

3. *2017 COFCO IT Agreement*

On 24 October 2017, the Company entered into a supply framework agreement (the "2017 COFCO IT Agreement") with COFCO in respect of the renewal of the 2014 IT Services Framework Agreement. Pursuant to the 2017 COFCO IT Agreement, COFCO together with its subsidiaries and associates other than the Group ("COFCO Group") agrees to procure IT software and IT facilities for the Group, supply IT services and market consulting services, and leasing to the Group at the respective annual caps for a period commencing on 1 January 2018 and ending on 31 December 2020 (the "IT Products and Services"). The 2017 COFCO IT Agreement may be renewed by agreement between the parties subject to obtaining the necessary consents and approvals (if necessary) required by the Listing Rules. Details of the 2017 COFCO IT Agreement were disclosed in the announcement of the Company dated 24 October 2017.

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Pursuant to the 2017 COFCO IT Agreement, the annual caps in respect of the supply of IT Products and Services by COFCO Group to the Group from 2019 to 2020 in relation to (i) the purchase of IT software and IT facilities is RMB800,000 and RMB800,000 respectively; (ii) the supply of IT services and market consulting services is RMB3,000,000 and RMB3,000,000 respectively; and (iii) leasing is RMB3,500,000 and RMB4,000,000 respectively.

For the year ended 31 December 2019, the aggregate value in relation to (i) the purchase of IT software and IT facilities; (ii) the supply of IT services and market consulting services; and (iii) leasing under 2017 COFCO IT Agreement were RMB445,000, RMB2,358,000 and RMB2,257,000, respectively.

4. *2017 ORG Packaging Materials Agreement*

On 24 October 2017, the Company entered into a framework agreement (the “2017 ORG Packaging Materials Agreement”) with ORG Packaging in respect of the renewal of the 2016 Sales and Purchases Framework Agreement. Pursuant to the 2017 ORG Packaging Materials Agreement, (i) the Group has agreed to sell to ORG Group and ORG Group has agreed to purchase from the Group printed tins, printed aluminium and caps and related can production services of such packaging materials, and (ii) ORG Group has agreed to sell to the Group and the Group has agreed to purchase from ORG Group tins, laminated steel and aluminium and related can production services of such packaging materials, from 1 January 2018 to 31 December 2020. Details of the 2017 ORG Packaging Materials Agreement were disclosed in the announcement of the Company dated 24 October 2017 and the circular of the Company dated 30 November 2017. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 20 December 2017.

Pursuant to the 2017 ORG Packaging Materials Agreement, the approved annual caps in respect of (i) the sale of printed tins, printed aluminium and caps and related can production services of such packaging materials by the Group to ORG Group from 2019 to 2020 are RMB520,000,000 and RMB550,000,000; (ii) the sale of tins, laminated steel and aluminium and related can production services of such packaging materials by ORG Group to the Group from 2019 to 2020 are RMB450,000,000 and RMB500,000,000.

For the year ended 31 December 2019, the aggregate value in relation to (i) the sale of printed tins, printed aluminium and caps and related can production services of such packaging materials by the Group to ORG Group; and (ii) the sale of tins, laminated steel and aluminium and related can production services of such packaging materials by ORG Group to the Group under 2017 ORG Packaging Materials Agreement were RMB93,282,000 and RMB67,776,000 respectively.

5. *2019 Financial Services Agreement with COFCO Finance*

On 7 November 2019, the Company, CPMC Investment and COFCO Finance entered into a financial services agreement (the “2019 Financial Services Agreement”), pursuant to which COFCO Finance shall provide (i) the Deposit Services; (ii) the Loan Services, (iii) the Entrustment Loan Services, and (iv) the Other Financial Services to the Group. Details of the 2019 Financial Services Agreement were disclosed in the announcement of the Company dated 7 November 2019, and the circular of the Company dated 27 November 2019. The approval of the independent Shareholders was obtained at the extraordinary general meeting held on 23 December 2019.

MANAGEMENT
DISCUSSION
AND ANALYSIS

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

REPORT OF THE
DIRECTORS

Report of the Directors

MANAGEMENT
DISCUSSION
AND ANALYSIS

Pursuant to the 2019 Financial Services Agreement, COFCO Finance has agreed to provide to the Group the following financial services for a term of three years commencing on 23 December 2019, the date on which the approval of the independent Shareholders was obtained at the extraordinary general meeting:

(a) Deposit services

The maximum daily deposit amount (including accrued interests) placed by the Group with COFCO Finance shall not exceed equivalent of RMB900 million. The deposit services and the above annual cap were subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(b) Entrustment loan services and other financial services

COFCO Finance has agreed to provide (i) the entrustment loan services to the Group pursuant to which COFCO Finance only acts as agent of the Group and charge handling fees and other services fees in connection with the entrustment loan services; and (ii) other financial services, including settlement services, forex trading services and other related consultancy and agency services to be provided by COFCO Finance to the Group under the 2019 Financial Services Agreement. COFCO Finance will charge handling fees in connection with the entrustment loan services and the other financial services for a maximum annual cap not exceeding RMB4 million. The above entrustment loan services and the other financial services were subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

For the period from 23 December 2019 to 31 December 2018, the maximum daily deposit amount (including accrued interests) amounted to RMB588,189,000 and there was no transaction of the entrustment loan services and the other financial services between the Group and COFCO Finance under the 2017 Financial Services Agreement.

CORPORATE
GOVERNANCE
REPORT

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

Annual review of continuing connected transactions

The independent non-executive Directors have reviewed the above continuing connected transactions numbered 1 to 5 for the year ended 31 December 2019 and confirmed that the above continuing connected transactions were:

1. entered into in the ordinary and usual course of business of the Group,
2. entered into on normal commercial terms or on terms no less favorable than those available to or from independent third parties, and
3. in accordance with the terms of respective agreements governing the above continuing connected transactions that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Baker Tilly Hong Kong Limited, the Company's auditor, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 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. Baker Tilly Hong Kong Limited have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions 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.

REPORT OF THE
DIRECTORS

Certain related party transactions as disclosed in note 38 to the audited financial statements of this annual report also constituted connected transactions or continuing connected transactions of the Company under the Listing Rules which are required to be disclosed in this report in accordance with Chapter 14A of the Listing Rules. The related party transactions in relation to the key management personnel remuneration as disclosed in note 38 to the consolidated financial statements of this annual report include connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.73(6) of the Listing Rules. Save as the aforesaid and the connected transaction and continuing connected transactions disclosed above, the Directors consider that all other related party transactions disclosed in note 38 to the consolidated financial statements of this annual report did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, annual review, announcement, or independent shareholders' approval requirements under the Listing Rules. The Company confirmed it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules throughout the Year.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

Interest of the Directors in a competing business required to be disclosed pursuant to Rule 8.10 of the Listing Rules is as follows:

Name of Director	Name of company	Nature of competing business	Nature of interest	Appointment date
Mr. Zhou Yuan	ORG Technology (<i>Note</i>)	Manufacture of packaging products	As a vice chairman As a director	November 2010 October 2010
Mr. Shen Tao	ORG Technology (<i>Note</i>)	Manufacture of packaging products	As a general manager As a director	February 2014 October 2010

Note:

ORG Technology is a listed company on Shenzhen Stock Exchange (Stock Code: 002701) and a substantial Shareholder, holding approximately 23.40% of the issued share capital of the Company. ORG Technology is principally engaged in the comprehensive packaging services including packaging design, packaging production, filling and brand design and promotion. For further details of ORG Technology in respect of its business and financial position, please refer to its annual report dated 30 April 2019, which is available at <https://www.orgtech.cn/uploadfile/2019/0521/20190521011945794.pdf>.

Although Mr. Zhou Yuan is the vice chairman and a director of ORG Technology, and Mr. Shen Tao is the general manager and a director of ORG Technology, both of them have confirmed that they are mindful of their duty to avoid conflict of interest. In cases where conflict of interest situation arises, Mr. Zhou Yuan and Mr. Shen Tao will refrain from taking part in the decision making process and will abstain from voting on the relevant resolution in board meeting. On this basis and given that ORG Technology has its own management personnel other than Mr. Zhou Yuan and Mr. Shen Tao, the Directors believe that the Company is capable of carrying out its business independently of, and at arm's length from ORG Technology.

Same as disclosed above, as at 31 December 2019, no Directors are considered to have interests in any business which is likely to compete directly or indirectly with that of the Group.

Report of the Directors

MANAGEMENT
DISCUSSION
AND ANALYSIS

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

From June 2019 to July 2019, the Company had bought back on the Stock Exchange a total of 13,611,000 Shares (Highest price paid per share: HK\$3.00; Lowest price paid per share: HK\$2.91). The total amount paid on the repurchased Shares of approximately HK\$40,431,000. Such repurchased Shares were cancelled in July 2019.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2019.

CORPORATE
GOVERNANCE
REPORT

PERMITTED INDEMNITY

During the year ended 31 December 2019, the Company has arranged Directors' and officers' liability insurance for all Directors and senior management of the Company. The insurance covers the corresponding costs, charges, expenses and liabilities for legal action of corporate activities against them. Pursuant to Article 171 of the Articles, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all liabilities (to the extent permitted by the Hong Kong Companies Ordinance) sustained or incurred by such Director or officer in or about the execution of his office or otherwise in relation thereto.

ENVIRONMENTAL,
SOCIAL AND
GOVERNANCE
REPORT

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the Year.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company itself is listed on the Stock Exchange. Our operations accordingly shall comply with relevant laws and regulations in the PRC and Hong Kong.

DIRECTORS AND
SENIOR
MANAGEMENT
PROFILE

The Company strictly abides by the laws and regulations of the PRC in its business operation, including but not limited to the laws and regulations in relation to product safety, printing business, foreign investment, labour and insurance, taxation, foreign exchange and environmental protection, specifically, Production Safety Law of the People's Republic of China, Regulation of the People's Republic of China on the Administration of Production License for Industrial Products, Measures for the Administration of Operating Licenses for Hazardous Chemicals, Product Quality Law of the People's Republic of China, Trademark Law of the People's Republic of China, Law of the People's Republic of China on Foreign-Capital Enterprises, Interim Measures for the Recordation Administration of the Formation and Modification of Foreign-Funded Enterprises, Labour Law of the People's Republic of China, Social Insurance Law of the People's Republic of China, Enterprise Income Tax Law of the People's Republic of China, Regulations of the People's Republic of China on the Management of Foreign Exchanges, Environmental Protection Law of the People's Republic of China, Atmospheric Pollution Prevention and Control Law of the People's Republic of China, etc.

During the year ended 31 December 2019, the Group did not breach any law and regulation that has a significant impact on the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is devoted to promoting and maintaining the environmental and social sustainable development of the regions where it operates. As a responsible enterprise, the Group is in compliance with all the relevant laws and regulations in terms of the environmentally friendliness, health and safety, adopts effective measures, conserves energy and reduces waste. Further discussion on the Group's environmental policies and performance and an account of the Group's key relationships with its employees, are set out in the "Environmental, Social and Governance Report" of this annual report. The said section forms part of this report.

REPORT OF THE
DIRECTORS

KEY RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS

The Directors recognise that customers and business partners are the keys to the sustainable development of the Group. The Group is committed to building a close and caring relationship with its business partners and improving the quality of services to the customers.

The Group stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions.

CORPORATE GOVERNANCE CODE

The Directors consider that the Company has complied with the CG Code as set out in Appendix 14 to the Listing Rules during the year ended 31 December 2019.

RETIREMENT SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Particulars of the retirement scheme are set out in note 2.4 to the financial statements of this annual report.

ANNUAL GENERAL MEETING

The 2020 AGM will be held on Monday, 22 June 2020.

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' eligibility to attend and vote at the 2020 AGM

Latest time to lodge transfer documents for registration	4:30 p.m. on 16 June 2020
Closure of Register of members	17 June to 22 June 2020 (both dates inclusive)
Record date	22 June 2020

For determining the Shareholders' entitlement to the final dividend

Latest time to lodge transfer documents for registration	4:30 p.m. on 26 June 2020
Closure of Register of members	29 June to 3 July 2020 (both dates inclusive)
Record date	3 July 2020

In order to qualify for the proposed final dividend and attend the 2020 AGM, Shareholders should contact the Company's Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on the matters such as transfer of shares, change of name or address, or loss of share certificates.

AUDITOR

Baker Tilly Hong Kong Limited will retire and a resolution for their re-appointment as auditor of the Company will be proposed at the 2020 AGM.

Zhang Xin

Chairman

Hong Kong, 28 April 2020

公司資料

目錄

董事

執行董事

張新先生(主席)
張曄先生(總經理)

非執行董事

李明華先生(於2020年3月17日獲委任)
余友枝女士(於2020年3月17日辭任)
陳前政先生
周原先生
沈陶先生

獨立非執行董事

鄭毓和先生
傅廷美先生(於2019年7月2日辭任)
潘鐵珊先生
陳基華先生(於2019年7月2日獲委任)

審核委員會

鄭毓和先生(委員會主席)
傅廷美先生(於2019年7月2日辭任)
周原先生
陳基華先生(於2019年7月2日獲委任)

薪酬委員會

傅廷美先生(擔任委員會主席至2019年7月2日及於2019年7月2日辭任)
陳前政先生(於2019年7月2日辭任)
潘鐵珊先生(由2019年7月2日起擔任委員會主席)
沈陶先生(於2019年7月2日獲委任)
鄭毓和先生(於2019年7月2日獲委任)

提名委員會

張新先生(委員會主席)
鄭毓和先生
傅廷美先生(於2019年7月2日辭任)
潘鐵珊先生(於2019年7月2日獲委任)

風險管理委員會

潘鐵珊先生(擔任委員會主席至2019年7月2日及於2019年7月2日辭任)
沈陶先生(於2019年7月2日辭任)
張曄先生
陳基華先生(由2019年7月2日起擔任委員會主席及於2019年7月2日獲委任)
陳前政先生(於2019年7月2日獲委任)

公司秘書

嚴銘銳先生(CPA, ACIS, ACS)

核數師

天職香港會計師事務所有限公司(註冊會計師)

公司資料

2019年大事回顧

主席致函

總經理報告

法律顧問

龍炳坤，楊永安律師行

主要來往銀行

中國農業銀行股份有限公司
交通銀行股份有限公司
中國銀行股份有限公司
中國銀行(香港)有限公司
中國建設銀行股份有限公司
中國工商銀行股份有限公司
瑞穗銀行
三井住友銀行
三菱UFJ銀行

註冊辦事處

香港銅鑼灣
告士打道262號
中糧大廈33樓

總辦事處

中國
浙江省杭州市
杭州經濟技術開發區
圍懇街160號

香港證券登記處

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓
1712-1716室

公司網址

www.cofco-pack.com

股份代號

香港聯合交易所有限公司：00906
彭博資訊：906:HK
路透社：0906.HK

2019年大事回顧

目錄

公司資料

2019年大事回顧

主席致函

總經理報告

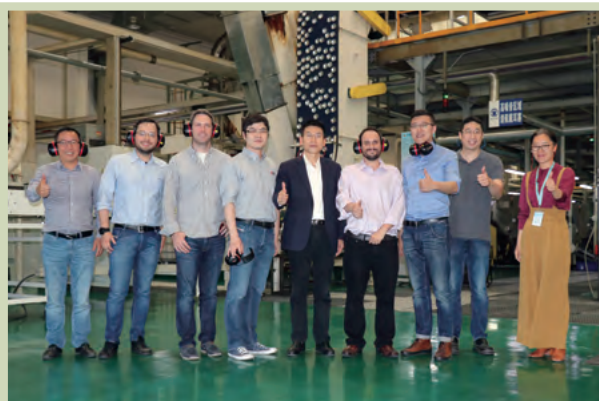


2月

天津製罐榮獲保定百威「2018年度最佳供應商」稱號。

4月

百威英博全球採購副總裁Barugue一行赴福建製罐參觀交流；天津公司榮獲伊利集團「2018年度質量先鋒獎」；杭州中糧包裝有限公司榮獲「國家高新技術企業」稱號。



5月

收購皇冠亞太持有的無錫華鵬23%股權。





7月

南寧製罐成功通過可口可樂公司供應商社會責任複核。

9月

福建製罐第二條兩片罐生產線順利完成安裝與試生產。



11月

比利時林堡省代表團一行赴中糧包裝廣州區域公司參觀交流。

12月

比利時兩片罐項目完成新產線安裝；中糧包裝在2019「金港股」評選活動中榮獲「最佳中小市值股公司」。



主席致函

親愛的股東：

本人謹代表中糧包裝控股有限公司(「本公司」)董事會(「董事會」)，欣然宣佈本公司及其附屬公司(統稱「本集團」或「中糧包裝」)截至2019年12月31日止年度(「本年度」)之已審核年度業績。

2019年，中國繼續堅持穩中求進的工作基調，積極推進供給側結構性改革和高質量發展，國民經濟運行總體平穩，發展質量穩步提升。2019年，人均GDP按平均匯率折算首次突破1萬美元大關，全國居民人均可支配收入增長8.9%，快於GDP增速，全年社會消費品零售總額增長8.0%。

年內，大宗商品價格震盪調整，主要原材料價格出現下調，其中鋁材、馬口鐵價格小幅回落，塑膠粒子價格大幅下降。國內綜合消費品包裝行業競爭格局持續調整：鋁製包裝行業整合加速，國內兩片罐產業資本完成對跨國公司的兼併收購，啤酒罐化率穩步提升，行業供需格局進一步優化；馬口鐵包裝積極應對下游消費者更加個性化的需求，推進新品種研發與差異化產品供應，通過廠中廠等模式貼近服務客戶；塑膠包裝下遊客戶需求差異化凸顯，跨國品牌客戶逐步適應近年國內市場變化，需求轉暖。本集團積極應對，加強對行業動向及原輔材料的跟蹤研判，提升對市場變化的應對能力，緊抓細分市場機會，確保與重點客戶的合作與協同，大力拓展新客戶，嚴控新增投資項目，提升投資回報。本集團在深耕國內綜合消費品包裝市場，鞏固行業領導地位的同時，放眼全球，積極響應品牌客戶的國際性需求，拓展海外市場。2019年，本集團首個境外兩片罐項目落地比利時，相關工作穩步開展，產線於年底順利連線出罐。

目錄

公司資料

2019年大事回顧

主席致函

總經理報告

主席致函

2020年初，國內新冠疫情爆發，中國政府果斷出擊，統籌資源，有效遏制疫情蔓延。與此同時，中國密切跟蹤疫情對國際貿易的影響和挑戰，採取有效措施，對沖負面影響，穩步推進復工復產，維護全球供應鏈的穩定。展望未來，儘管疫情來襲對中國經濟帶來短期壓力，我們仍堅信中國經濟發展的巨大潛力。本集團也將積極迎接挑戰，密切關注疫情對主要原輔材料價格的影響，持續加強庫存與成本管理，嚴控風險，在抗「疫」同時，保障生產安全，引領行業協同，緊隨下游消費品市場的逐步復甦，深入發掘內在潛力，提升運營效率，提高投資回報與業績表現。

最後，本人謹代表董事會，對管理層及各員工過去一年為本集團付出之竭誠努力及寶貴貢獻致以謝意。本人亦謹此對本集團客戶、供貨商、業務夥伴及股東一直以來的鼎力支持深表感謝。

張新
董事長

目錄

公司資料

2019年大事回顧

主席致函

總經理報告

總經理報告

目錄

本人欣然向股東報告，截至2019年12月31日止年度的本集團銷售收入約為人民幣72.87億元，較上年同期增加約10.6%；本公司股東應佔溢利約人民幣3.02億元，較2018年人民幣2.55億元增長約18.4%。截至2019年12月31日止年度的每股基本盈利為人民幣0.26元。

董事會建議派付截至2019年12月31日止年度之末期股息每股普通股人民幣0.057元(相等於6.4港仙)(2018年：人民幣0.048元，(相等於5.6港仙))，唯須待2020年6月22日舉行之股東周年大會通過。是項建議末期股息將於2020年7月20日或之後派發予於2020年7月3日名列股東名之本公司股東。

公司資料

2019年，外部環境錯綜複雜，行業競爭依然激烈，但是行業協同與整合繼續推進，部分產品市場供需格局進一步改善，產品主要原材料價格呈現不同幅度的下降。本集團一如既往的關注重點客戶需求，加強產品創新，打造差異化產品與服務，拓展新客戶，優化銷售結構，穩定產品價格，同時繼續精準把握原材料市場走勢，做好內部供銷聯動，嚴控生產成本，提升人力效能，實現2019年銷售收入的穩健增長，整體毛利率穩中有升。

2019年大事回顧

年內，本集團鋁製包裝業務保持快速增長，在整體業務結構中的佔比逐步提高，銷售收入較去年同期大幅增長約34.5%，盈利能力穩中有升。在鋁製兩片罐業務領域，下游啤酒、碳酸飲料市場需求齊頭並進，客戶需求保持快速增長，個性化、多樣化的包裝趨勢也進一步壓縮行業有效產能供應，隨著行業整合持續深入開展，市場競爭格局進一步改善，國際包裝企業逐步收縮退出，國內優勢包裝企業穩健成長。本集團首個海外拓展項目在比利時順利落地實施，於年底前完成一條兩片罐生產線的連線安裝，2020年上半年將實現對戰略客戶的批量供應。本集團進一步加強優質客戶合作，優化產能佈局與生產安排，打造生產協同與區域品類供應優勢，提升既有產能利用率，年內兩片罐銷售收入較2018年增長約38.0%，盈利能力穩步改善。在鋁製單片罐業務領域，本集團積極應對市場變化，推進新客戶與新產品開發，盈利能力保持在較高水平。

主席致函

本集團馬口鐵包裝業務產品種類豐富，細分產品市場情況差異較大，市場表現各異。鋼桶業務持續加強與品牌客戶合作，推進新客戶開發，優化產能佈局，提升銷量；奶粉罐業務繼續強化廠中廠業務拓展，與下游市場領先品牌共同成長；氣霧罐產品積極應對下游行業新政策，提前調整佈局，就近服務客戶。通過多方面舉措，本集團緩解三片飲料罐產品客戶向鋁製兩片罐包裝切換、需求增長低迷的影響，馬口鐵包裝業務銷售收入同比下調約3.8%，整體盈利能力保持穩健。

總經理報告

總經理報告

目錄

在塑膠包裝業務領域，公司持續推進日化產品市場與食品類市場雙輪驅動的模式，強化與品牌客戶的聯合研發，提升客戶粘性，優化銷售結構，促進銷量穩步提升。受年內塑膠粒子價格大幅下調和本集團適度調整產品價格的影響，本集團的塑膠包裝業務銷售收入較去年同期小幅下降約3.2%，毛利率進一步提升。

2019年，本集團依然採用先款後貨的形式，與加多寶保持良好合作。與此同時，關於加多寶項目糾紛事宜，本集團於2019年11月14日取得香港國際仲裁中心對我司相關訴求全面支持的裁決。在仲裁期間，公司股價震盪下跌，背離企業價值，本集團亦適時啟動股份回購，增強市場信心，維護股東利益。

展望未來，儘管受到年初新冠疫情爆發的負面影響，短期對生產經營形成衝擊，但是隨著國內萬眾一心，攜手抗「疫」，2月底以來國內疫情逐步得到控制，企業復工復產穩步推進，中國經濟逐漸恢復正常。本集團將密切關注重點客戶需求，強化合作，在鞏固國內市場領導地位的同時，推進海外項目盡快正式投產，引領行業協同，嚴控生產成本，提升盈利能力和投資回報，認真履行社會責任，做好安全生產與環保工作，以優質產品與服務回饋客戶，為股東創造更大價值。

公司資料

張曄

執行董事及總經理

2019年大事回顧

主席致函

總經理報告

管理層 論述及分析





管理層論述及分析

業務介紹

本集團主要從事食品、飲料及日化產品等消費品所使用包裝產品的生產與銷售，深度覆蓋茶飲料、碳酸飲料、果蔬飲料、啤酒、乳製品、日化等消費品包裝市場。此外，本集團提供包括高科技包裝設計、印刷、物流及全方位客戶服務等在內的綜合包裝解決方案。作為中國金屬包裝龍頭企業，本集團致力於成為中國綜合消費品包裝領導者。本集團的產品主要包括鋁製包裝產品、馬口鐵包裝產品和塑膠包裝產品。本集團透過戰略性分佈於中國境內的32家營運子公司、一家聯營公司、一家合營公司、一家境外營運子公司及其下屬分公司開展業務，以便有效地服務客戶。本集團在多個細分市場領域排名第一位，獲得了眾多國內外知名品牌客戶的青睞和信任。本集團已建立了穩固的客戶群，其中包括國內外知名的高端消費品生產商。



管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

- **鋁製包裝**

本集團鋁製包裝產品採用鋁材為主要生產原材料，主要包括兩片飲料罐（兩片罐）、單片罐。鋁製包裝產品具有生產自動化程度高，產品可完全回收利用等特點，是近幾年公司快速發展的業務之一。

自2018年三季度鋁材價格小幅下調以來，2019年內鋁材價格基本平穩。隨著啤酒罐化率的穩步提升，碳酸飲料對新罐型(sleek can)的大力推廣，市場需求總量繼續實現較快增長，同時客戶產品需求愈發多樣化。行業大整合開啟，國際包裝企業逐步收縮調整，國內優勢企業加強聯合與協同，推動行業有序發展，兩片罐供需格局持續改善。本集團持續推進既有產能穩定發揮和新產能拓展，優化客戶結構，豐富產品組合，穩步推進首個海外項目落地實施。2019年，本集團鋁製包裝銷售收入約為人民幣33.09億元（2018年：約人民幣24.61億元），較2018年增長約34.5%，佔整體銷售約45.4%（2018年：約37.4%）。2019年鋁製包裝業務毛利率約為16.5%（2018年：約16.4%）。

兩片飲料罐（兩片罐）

兩片罐產品主要用於啤酒、碳酸飲料和茶飲料等產品的包裝。2019年，面對逐步改善的供需局面，本集團重點關注產能發揮，進一步提高產能利用效率，持續打造多品類能力，更快更好地服務客戶，同時優化生產安排和客戶結構，實現銷售收入與盈利能力的提升。年內，本集團也積極響應客戶需求，有針對性地拖進海內外新產能拓展，為後續成長做好準備：福建二線項目於9月底完成安裝，年底正式投產；比利時兩片罐項目如期開展，於12月底完成產線安裝，目前穩步推進客戶認證等後續工作。2019年，本集團兩片罐業務實現銷售收入約人民幣31.46億元（2018年：約人民幣22.80億元），較去年增長約38.0%。本集團兩片罐的知名客戶為百威英博、雪花啤酒、青島啤酒、可口可樂及加多寶等。

單片罐

單片罐產品主要用於日化用品、啤酒和碳酸飲料、醫藥產品的包裝。本集團積極應對客戶市場變動，加大新客戶開發力度，切入新的細分產品市場，確保訂單充裕，同時本集團持續開展技術創新與製造能力提升，保持穩健的盈利能力。2019年，本集團單片罐產品銷售收入約為人民幣1.63億元（2018年：約人民幣1.81億元），較去年同期下降約9.9%。本集團單片罐的知名客戶為百威英博、青島啤酒、嘉士伯啤酒、大造集團及中化集團等。

管理層論述及分析

管理層論述及分析

- **馬口鐵包裝**

本集團的馬口鐵包裝採用馬口鐵作為主要生產原材料，產品包括鋼桶、奶粉罐、氣霧罐、金屬蓋、三片飲料罐、方圓罐、印塗鐵及其他金屬包裝。本集團在多個細分市場均處於行業領先地位，其中在奶粉罐、旋開蓋的市場份額為全國第一。

2019年，馬口鐵價格震盪調整，總體小幅下行。儘管部分產品客戶包裝形式轉化，市場需求疲軟，本集團積極應對，抓住其他細分產品市場機會，提升銷量與收入，緩衝不利影響。截止2019年12月31日止，本集團馬口鐵包裝銷售收入約為人民幣33.90億元（2018年：約人民幣35.22億元），較2018年下降約3.8%，佔整體銷售約46.5%（2018年：約53.4%），2019年馬口鐵包裝業務毛利率約為14.0%（2018年：約14.1%）。

鋼桶

本集團生產的200升及以上容積鋼桶主要用於盛裝化工產品及大包裝的食用油等食品原料。2019年，在化工企業突發重大安全生產事故後，國家進一步強化對相關企業安全生產的監管，環保形勢更趨嚴厲，對下遊客戶市場需求形成一定影響。本集團憑藉一直以來對安全環保生產的重視與投入，持續提升製造保障能力，優化區域佈局，豐富產品種類，加強新客戶開發，優化客戶結構，精準開展產銷聯動，改善盈利能力，實現銷售收入約人民幣8.82億元（2018年：約人民幣8.15億元），較去年同期增長約8.2%。本集團鋼桶知名客戶包括中石化、立邦、埃克森美孚、中糧及益海嘉里等。

奶粉罐

奶粉罐主要用於嬰幼兒配方奶粉、健康食品等產品的包裝，本集團是中國最大的奶粉罐生產商。近年來，國內奶粉罐市場持續整合，品牌集中度提高，國產品牌市場佔比提升，整體需求穩中有增。本集團密切跟進市場調整機會，加大對重點區域和重點客戶的關注，率先佈局廠中廠，穩步推進產能釋放，提供差異化產品，進一步提高客戶粘性，獲得優質客戶青睞。2019年，奶粉罐業務銷售收入約人民幣5.89億元（2018年同期：約人民幣5.94億元），較去年同期小幅下調約0.8%。本集團的奶粉罐知名客戶為飛鶴乳業、伊利、雀巢、蒙牛及君樂寶等。

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

氣霧罐

氣霧罐產品主要用於汽車護理用品、空氣清新劑、個人護理和除蟲產品等家居日化產品以及其他化學產品的包裝。本集團繼續加強與戰略客戶合作，密切跟進區域市場機會，優化產能佈局，推進與集團其他產品的銷售協同，全方位滿足客戶需求，2019年實現銷售收入約人民幣3.84億元(2018年：約人民幣3.55億元)，較去年同期增長約8.2%。本集團的氣霧罐知名客戶為天津固諾、上海莊臣、上海大造、中山欖菊及河北康達等。

金屬蓋

金屬蓋產品包括旋開蓋和皇冠蓋。2019年，本集團金屬蓋業務銷售收入約為人民幣4.92億元(2018年：約人民幣4.72億元)，較去年同期增長約4.2%。本集團緊跟旋開蓋市場重點客戶需求，積極研發提供差異化產品，同時嚴格做好皇冠蓋產品的價格精算與成本控制，抓住市場機會，強化集團內協同，提高對優質客戶供應份額，改善盈利能力。本集團金屬蓋知名客戶為海天、老干媽、家家紅、歡樂家、廚邦、華潤雪花啤酒、百威英博及青島啤酒等。

三片飲料罐(三片罐)

三片飲料罐(以下簡稱三片罐)廣泛用於蛋白飲料、功能飲料、八寶粥、果蔬汁及咖啡飲品等產品的包裝。2019年，部分客戶推進包裝形式轉換為鋁製兩片罐，傳統蛋白飲料和八寶粥客戶需求增長低迷，甚至下調，整體市場需求有所萎縮，同時行業產能富裕，競爭異常激烈。本集團積極維護重點客戶，嚴控生產成本，實現三片罐銷售收入約人民幣3.29億元(2018年：約人民幣5.28億元)，較去年同期下降約37.7%。本集團三片罐知名客戶為銀鷺、露露、養元、伊利及紅牛等。

方圓罐

本集團方圓罐產品主要用於各種化工油漆、塗料、小包裝油脂等產品的包裝。2019年，隨著房地產市場調控及安全環保管控工作的深化，下游塗料等行業需求有所下調，整合加速，逐步向頭部企業集中。本集團嚴控生產成本，拓展優質客戶，優化銷售結構，提升盈利能力，年內方圓罐業務銷售收入約人民幣2.40億元(2018年：約人民幣2.54億元)，較去年下降約5.5%。本集團方圓罐的知名客戶包括威士伯集團、亞士漆、葉氏集團、嘉寶莉和益海嘉里等。

管理層論述及分析

印塗鐵

本集團印塗鐵產品主要用於各種禮品糖果盒、食品、化工、瓶蓋、電池和其他電子電器產品(如電飯煲等)，也用於滿足自身製罐(如奶粉罐，三片飲料罐等)及金屬蓋(旋開蓋、皇冠蓋)產品生產的配套需求。2019年，本集團重點確保自配套產品需求的供應，印塗鐵業務對外銷售收入約為人民幣2.45億元(2018年：約人民幣3.11億元)，較去年同期下降約21.2%。本集團印塗鐵知名客戶有奧瑞金、老干媽、蘇泊爾、東山電池及松下等。

- **塑膠包裝**

本集團生產的塑膠產品主要用於個人護理、日化產品及食品飲料等產品的包裝。2019年，塑膠包裝主要原材料—塑膠粒子價格大幅下調約16.7%。本集團持續關注重點客戶，推進銷售結構優化，加強聯合研發、產品創新，在毛利率穩健提升的前提下，小幅下調產品價格，實現與客戶雙贏，塑膠包裝產品銷量同比增長約6.9%。2019年，本集團實現塑膠包裝業務銷售收入約為人民幣5.88億元(2018年：約人民幣6.08億元)，較去年同期下降約3.2%，約佔總收入的8.1%(2018年同期：約9.2%)。2019年塑膠包裝業務毛利率約為13.4%(2018年同期：約11.7%)。本集團塑膠包裝的知名客戶有寶潔、藍月亮、海天、利潔時、莊臣及亨氏等。

2020年展望

2020年以來，面對來勢洶洶的新冠疫情，本集團上下齊心，共同抗「疫」。2020年2月上旬，在嚴格防控的同時，本集團積極推進全國各地下屬公司逐步復工復產。目前，絕大多數的公司已經復工，其中部分塑膠包裝工廠在1月底就已經復產，全速運轉，滿足下游品牌客戶消毒防疫類產品的激增需求，為抗「疫」工作貢獻一份力量。展望未來，本集團將緊隨下游消費品行業的逐步恢復，始終以客戶需求為中心，深挖細分市場潛力，加強銷售協同，優化生產安排，嚴控成本費用，夯實國內業務，並紮實推進海外項目生產運營，提升投資回報，以優質產品服務回饋客戶信任，以良好業績回報股東支持。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

財務回顧

截至2019年12月31日止年度，本集團的收入約人民幣72.87億元(2018年：約人民幣65.91億元)，增加約人民幣6.96億元或10.6%；主要為產品銷售數量增長提升收入規模。2019年的毛利率約15.1%(2018年：約14.7%)，較去年同期略有上升，主要為銷售規模增加及單位成本下降帶動毛利率提升。

截至2019年12月31日止年度的淨利潤約人民幣3.07億元(2018年：約人民幣2.65億元)，較去年同期增長約人民幣0.42億元或15.6%；主要原因是銷售規模增長及毛利率提升。

集團盈利

截至2019年12月31日止年度，本集團的除所得稅前利潤約為人民幣3.87億元(2018年：約人民幣3.46億元)，較去年同期增長約人民幣0.41億元或11.90%。

財務費用約為人民幣136百萬元(2018年：約為人民幣90百萬元)，較去年同期有較大增長，主要因融資規模及成本略有增長。

所得稅項開支約人民幣0.80億元(2018年：約人民幣0.80億元)。2019年本集團的實際所得稅稅率約為20.8%(2018年：約23.3%)。

流動資金、財務資源及槓桿比率

於2019年，本集團的資金來源主要為經營活動所產生的現金及銀行貸款。

	2019年12月31日 人民幣(百萬元)	2018年12月31日 人民幣(百萬元)
資產淨額	5,215	5,249
現金與現金等價物	679	894
借款總額	4,338	4,093
本公司股本持有人應佔權益	4,936	4,897
流動比率	1.1	1.1
槓桿比率*	74.1%	65.3%

* 槓桿比率按貸款淨額除以本公司股本持有人應佔權益計算，其中貸款淨額為貸款總額減去現金與現金等價物。

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

管理層論述及分析

於2019年12月31日，本集團的資產淨額約為人民幣52.15億元（2018年12月31日：約人民幣52.49億元）。本公司股本持有人應佔權益約人民幣49.36億元，較截至2018年12月31日約人民幣48.97億元略有增長。

截至2019年12月31日的流動比率和槓桿比率分別為約1.1和約74.1%（2018年12月31日：分別約1.1和約65.3%）。於2019年12月31日，流動比率約1.1，與去年持平。槓桿比率從於2018年12月31日約65.3%增加至於2019年12月31日約74.1%，主要是由於本公司的銀行貸款增加所致。計息銀行貸款於2019年12月31日為約人民幣43.38億元；於2019年12月31日及2018年12月31日，本集團並無因獲取未償還的銀行貸款而予以抵押的資產。

資本開支、承擔及或然負債

截至2019年12月31日止年度，本集團資本性開支約為人民幣7.97億元，資本開支分別如下：

	人民幣 百萬元	佔資本開支 百分比
收購附屬公司	21	2.6%
收購非控股權益	132	16.6%
比利時項目	246	30.9%
兩片罐項目	218	27.3%
鋼桶項目	24	3.0%
塑膠項目	57	7.2%
馬口鐵項目	88	11.0%
其他設備購置	11	1.4%
合計	797	100.0%

本集團於2019年12月31日根據下列期間到期之不可撤銷短期租賃及低價值資產的租賃須支付之未來最低租金總額如下：

	2019 人民幣千元	2018 人民幣千元
一年內	680	11,301
第二至第五年（包括首尾兩年）	113	16,862
第五年之後	—	1,278
	793	29,441

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

於2019年12月31日，本集團之資本承諾如下：

	2019 人民幣千元	2018 人民幣千元
有關已訂約但未撥備的：		
物業、廠房及設備	224,305	514,337
應付一家合營企業之資本出資	1,122,759	1,122,759

於2019年12月31日，除上述外，本集團並無其他重大承擔及或然負債。

外匯風險

本集團主要營運於中國，除部份以美元及港元計值之銀行借款和存款外，大部份資產、收入、款項及現金結餘均以人民幣結算。董事認為匯率波動對公司的業績無重大的影響。

人力資源

截至2019年12月31日，本集團有6,692名全職僱員（2018年：6,743名），當中約1,801名為工程師及技術人員或具有高等教育背景的僱員。下表載列於2019年12月31日本集團按職能劃分的僱員數目：

職能	僱員數目	佔僱員 總數的百分比
管理及行政	895	13.4%
銷售及營銷	247	3.7%
研發技術及工程	783	11.7%
生產及質量控制	4,767	71.2%
合計	6,692	100.0%

截至2019年12月31日，本集團員工總成本約為人民幣6.65億元，去年同期為人民幣6.26億元。本集團根據員工的崗位表現，區域工資水平及行業市場情況等來核定僱員薪酬。本集團中國內地的員工福利包括養老保險、醫療保險、失業保險、生育及工傷保險和住房公積金等。除中國法律要求外，本集團自2009年1月1日起亦自願認繳一項年金計劃，該計劃是本集團為僱員達到若干年歲後的利益而設。本集團香港的員工福利包括強制性公積金、人壽保險和醫療保險。

管理層論述及分析

重大風險及不確定性

為了實現業務穩健經營，本公司管理層高度關注公司經營可能面臨的風險因素，依託關鍵風險指標，經過評估和分析，本公司可能面臨的風險主要包括：

1. 宏觀調控帶來的經營風險：

由於宏觀政策調控，對下游企業產生一定的影響，會間接影響包裝企業(包括本集團)的銷售及利潤。

2. 原材料價格及匯率波動帶來的經營風險：

原料成本在生產成本中佔比較高，因此，原料價格的波動對利潤產生一定的影響。

3. 市場競爭風險：

本產業集中度較低，行業內具有一定規模和實力的企業均以進一步擴大產銷規模、最大化市場佔有率為主要目標之一，市場競爭激烈。

4. 食品安全風險：

由於產品的食品安全性能未達到國家或行業的安全標準造成客戶方的食品安全問題，進而發生風險，出現退貨或金額損失。

5. 質量風險：

由於不能滿足法規標準或與產品的質量、性能相關的客戶需求導致的批量質量問題，產生批量的廢品或庫存，造成損失。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

仲裁

茲提述本公司日期為2017年10月30日、2018年7月6日、2018年7月9日、2018年8月31日、2019年6月23日、2019年11月15日、2020年3月20日及2020年4月28日之公告以及日期為2017年11月30日之通函，內容有關(其中包括)本公司的間接全資附屬公司中糧包裝投資有限公司(「中糧包裝投資」)與王老吉有限公司(「王老吉公司」)、智首有限公司(「智首」)及清遠加多寶草本植物科技有限公司(「清遠加多寶草本」，與王老吉公司及智首統稱為「加多寶集團公司」)於2017年10月30日簽訂增資協議(「增資協議」)。

由於王老吉公司未按增資協議履行其應向清遠加多寶草本注入加多寶商標作為實物出資的承諾，中糧包裝投資於2018年7月6日向香港國際仲裁中心(「香港國際仲裁中心」)對王老吉公司、智首及清遠加多寶草本提出仲裁申請。本集團於2019年11月14日收到香港國際仲裁中心出具的《部分仲裁裁決書》(「裁決結果」)。

於收到裁決結果後，各方一直保持著良好的協商溝通。於2020年4月28日，增資協議訂約方及加多寶(天津)飲料有限公司(「加多寶(天津)」)簽訂了回購協議(「回購協議」)以處理有關增資協議及裁決結果的事宜。根據回購協議，加多寶(天津)將以人民幣1,504,631,126元的代價回購中糧包裝投資於清遠加多寶草本中持有的30.58%股權，而清遠加多寶草本亦會向中糧包裝投資支付根據增資協議累計的承諾分紅人民幣237,642,626元。

另外，根據回購協議，在加多寶(天津)和清遠加多寶草本完成支付第一期代價及第一期承諾分紅後，中糧包裝投資在2020年7月31日之前將不向加多寶集團公司採取任何法律行動，並在收到上述款項的15個工作日內向中國相關法院提交申請撤回在國內提出的訴訟(見本公司日期為2018年8月31日之公告)。此外，在收到上述款項的四個月內(除加多寶(天津)未按回購協議支付第二期代價外)，中糧包裝投資亦應終止向王老吉公司、智首及清遠加多寶草本提出的仲裁，而各方在裁決結果項下的權利、義務終止。同時，智首也需向香港國際仲裁中心提交申請，撤回其於2019年6月向中糧包裝投資提出的仲裁申請。回購協議各方承諾，仲裁終止/撤回仲裁申請/撤回起訴後，各方均不得再就上述案件向其他方追究任何形式的責任或提起任何起訴、仲裁、控告以及索賠要求，但違反回購協議的情形除外。

於本報告日期，回購協議項下交易仍未完成。有關回購協議的詳情，請參閱本公司日期為2020年4月28日之公告。

有關增資協議、仲裁、回購協議及相關進展的詳情，請參閱上述公告及通函。

本公司將知會股東有關上述事項之進展。

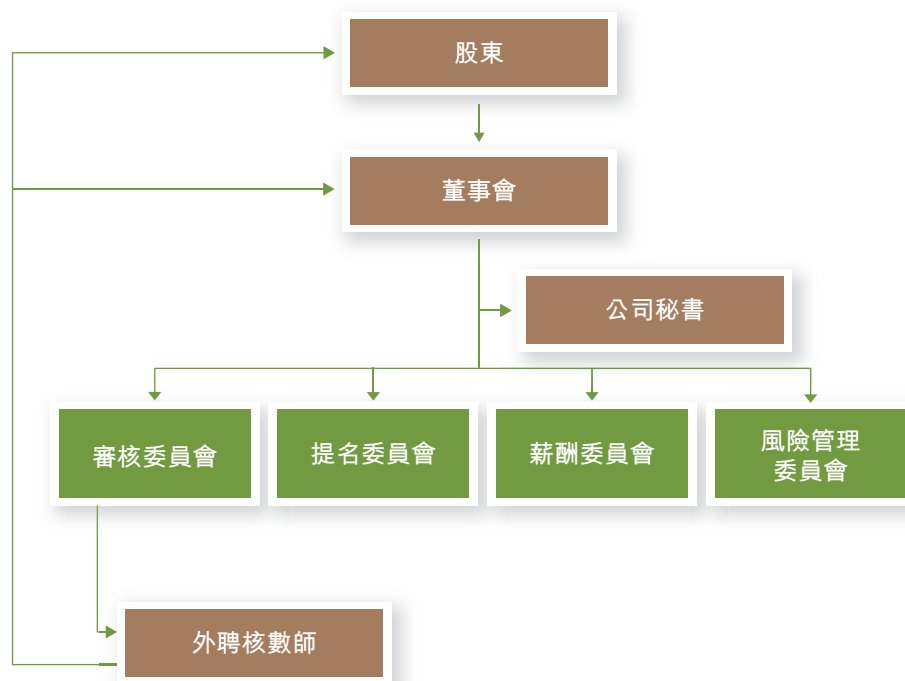


企業 管治報告



企業管治報告

企業管治架構



董事會完全知悉企業道德對經營成功公司之重要性，並相信良好且穩健之企業管治架構使本公司得以在招攬及挽留優秀人才方面享有優勢，提升顧客之忠誠度及加強與供應商之關係，維持作為綜合消費品包裝產品之領先生產商之地位。於年內，本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）內所有守則條文作為其本身之企業管治守則。董事認為自本公司股份於2009年11月16日於香港聯合交易所有限公司（「聯交所」）主板上市起，除已於本年報中所披露者外，本公司一直遵守企業管治守則所載之守則條文。

董事會將繼續不時檢討及監察其現時之企業慣例及本公司之程序，並會維持並進一步提升本公司之企業管治常規水平，以確保具有正式及具透明度的程序，以保障及盡量提升現時及潛在股東、投資者、僱員、業務夥伴及公眾之整體利益。

董事進行證券交易之標準守則

本公司採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）。經向全體董事作出特定查詢後，全體董事確認於截至2019年12月31日止年度內，彼等已遵守標準守則所載的標準。

董事會

董事會組成

董事會負責領導及監控本集團之業務經營，所作出之決策乃為符合本公司股東（「股東」）最佳利益及盡量提升股東回報。董事會負責制訂策略方向、監督經營活動及監察本集團整體財務及管理表現。年內及直至本年度報告日期，董事會由以下兩名執行董事、四名非執行董事及三名獨立非執行董事組成。

執行董事：

- 張新先生(主席)
- 張曄先生(總經理)

非執行董事：

- 李明華先生(於2020年3月17日獲委任)
- 余友枝女士(於2020年3月17日辭任)
- 陳前政先生
- 周原先生
- 沈陶先生

獨立非執行董事：

- 鄭毓和先生
- 傅廷美先生(於2019年7月2日辭任)
- 潘鐵珊先生
- 陳基華先生(於2019年7月2日獲委任)

董事會的成員各有所長，而每名董事對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專門技術。

董事的履歷資料載於本年報第149至153頁。除本年度報告「董事及高級管理人員簡介」一節所披露者外，董事會及高級管理層之間並無財務、業務、家庭或其他重大或相關關係。

本公司已委任三名獨立非執行董事，佔董事會人數三分之一。其中一名獨立非執行董事鄭毓和先生擁有會計專業資格。獨立非執行董事的一項重要責任是確保及監察企業管治架構行之有效。彼等的參與提供足夠的制衡以保障本集團及其股東之利益，當中包括審閱本年報其他章節所述的持續關連交易。董事會確認，本公司已收到各獨立非執行董事根據上市規則第3.13條就其各自於截至2019年12月31日止年度內出具之獨立性確認函，並認為該等董事均具獨立性。

儘管鄭毓和先生已於本公司擔任獨立非執行董事超過九年，惟董事會認為鄭毓和先生誠實守信，具獨立判斷能力及個性。彼獨立於管理層，並不參與任何業務或涉及其他關係或可能嚴重影響其獨立判斷能力之情形。董事會認為，鄭毓和先生滿足上市規則第3.13條之獨立性指引，並認為其獨立性不受其較長任職年限影響。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

企業管治報告

董事會職責

董事會負責監督本公司業務及事務之管理，旨在盡量提升股東回報。董事會的主要職責如下：

- 決定所有企業事宜；
- 負責本集團業務管理、方向及監督；
- 確保本集團的財務申報及合規的有效性；
- 制定業務策略及業務規劃；
- 計劃及監督合併、收購或分拆和其他主要資本支出項目；
- 內部監控及風險管理；
- 評估本集團及高級管理層之表現；及
- 負責年度及中期財務業績及股東溝通。

董事會由本公司主席（「主席」）領導，負責領導和監控本公司、制訂整體戰略及政策、評估本集團及管理層的表現，並負責批准重大或根據上市規則須予以披露的事宜或交易。

管理層由本公司總經理（「總經理」）領導，負責本集團的業務和日常營運，以及落實董事會制定的戰略及政策。總經理負責監察及監督業務單位或職能部門的運作。

由董事會授予權力

為協助董事會履行職務及促進有效管理，董事會將其若干職能交予審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）、風險管理委員會（「風險管理委員會」）及高級管理層負責。於2009年10月23日，董事會批准於股份在聯交所上市後成立審核委員會、薪酬委員會及提名委員會。於2016年12月22日，董事會批准成立風險管理委員會。董事會將日常營運、業務策略及日常管理的授權及責任委派予總經理及高級管理層。最終決策權仍由董事會掌控，惟四個委員會職責範圍另有規定除外。

主席及總經理

企業管治守則守則條文A.2.1條規定，主席與總經理之角色應有區分，並不應由一人同時兼任。目前，主席張新先生於年內負責本集團的業務策略及確保董事會有效營運。此外，主席之角色為鼓勵董事積極參與董事會活動及促進執行與非執行董事之間建立建設性關係。憑藉執行董事及高級管理層的支持，張新先生於年內確保董事及時獲得充足及完備可靠的資料。總經理張曄先生於年內主要負責本集團日常營運的行政管理及確保本集團的業務計劃及策略有效落實以達到本集團之目標。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

董事之委任、重選和罷免

各董事訂立了為期三年的具體委任條款。

本公司組織章程細則(「公司章程」)規定，經董事會委任之任何董事任期僅至下一次本公司股東大會(不論屬填補董事會臨時空缺或於現有董事會增加成員)止，該等董事屆時有資格在會上膺選連任。此外，根據公司章程，在每次股東週年大會上，佔所有董事(不論執行或非執行)三分之一的董事須輪席告退及膺選連任，惟每名董事須至少每三年一次告退，而告退之董事可膺選連任。

本公司股東可於董事任期屆滿前隨時在按照本公司公司章程召開及舉行的任何股東大會上罷免該董事，而不論公司章程有任何相反規定或本公司與該董事有任何協議。

董事會會議及董事會常規

根據企業管治守則之守則條文第A.1.1條，董事會應定期舉行會議，一年至少舉行四次，約每季一次。根據公司章程，董事會已預定每年召開至少四次會議，約每季一次。董事會實際及定期舉行會議。截至2019年12月31日止年度，董事會舉行11次會議。董事根據公司章程親身或以電話方式出席會議。董事會議於年內的出勤情況概要如下：

	出席記錄/ 於年內舉行董事會會議總數*
執行董事	
張新先生	11/11
張擘先生	11/11
非執行董事	
余友枝女士	11/11
陳前政先生	11/11
周原先生	11/11
沈陶先生	11/11
獨立非執行董事	
鄭毓和先生	11/11
傅廷美先生(註1)	9/9
潘鐵珊先生	11/11
陳基華先生(註2)	2/2

* 年內11次董事會會議中，有2次涉及持續關連交易和關連交易，其中被認為存在重大利益的董事已放棄投票。

註：

1. 傅廷美先生於2019年7月2日辭任獨立非執行董事，任期內共舉行9次董事會會議，參加9次。
2. 陳基華先生於2019年7月2日獲委任為獨立非執行董事，任期內共舉行2次董事會會議，參加2次。

企業管治報告

管理層論述及分析

根據現時董事會常規，董事會會議之通告於會議舉行日期前送呈全體董事。一般而言，董事會定期會議通知至少14天前向全體董事發出，亦會就所有其他董事會會議發出合理通知。本公司之公司秘書（「公司秘書」）協助主席編製董事會會議議程及文件連同所有適當、完整及可靠之資料。各董事於董事會會議期間可要求公司秘書將任何事宜列入議程中。所有主要議程項目連同全面簡介文件，於每次董事會會議或委員會會議至少3天前寄予所有董事，以告知董事最新發展及本公司財務狀況，以便彼等作出知情決定。

股東大會

2019年股東週年大會（「2019年股東週年大會」）和股東特別大會分別於2019年6月3日和2019年12月23日舉行。股東大會於年內的出席記錄概要如下：

	出席記錄／ 於年內舉行股東大會 總數
執行董事	
張新先生	1/2
張擘先生	1/2
非執行董事	
余友枝女士	0/2
陳前政先生	0/2
周原先生	0/2
沈陶先生	0/2
獨立非執行董事	
鄭毓和先生	2/2
傅廷美先生(註1)	1/1
潘鐵珊先生	2/2
陳基華先生(註2)	0/1

註：

1. 傅廷美先生於2019年7月2日辭任獨立非執行董事，任期內共舉行1次股東大會，參加1次。
2. 陳基華先生於2019年7月2日獲委任為獨立非執行董事，任期內共舉行1次股東大會，但由於其他業務而未能參加。

守則的守則條文第A.6.7條訂明獨立非執行董事及其他非執行董事應出席會議並對本公司股東的意見有公正的了解。余友枝女士、陳前政先生、周原先生及沈陶先生因其他工作事務而無法出席本公司於2019年6月3日及2019年12月23日舉行的股東大會。

董事及高級管理
人員簡介

董事會報告

提供及獲得資料

所有董事可獲公司秘書提供意見及服務。董事會及董事委員會會議記錄由公司秘書保存，該等會議記錄於董事發出合理通知下可供董事於任何合理時間內查閱。任何董事均可要求提供獨立專業意見，而開支會由本公司承擔，以履行董事對本公司的職責。

重要事項通常透過書面決議方式通過，以便於該等事項在獲得批准前，所有董事(包括獨立非執行董事)均已知悉有關事項並可發表意見(如適用)。此外，董事必須申明其在董事會將予考慮並批准之事項或交易中之利益。倘主要股東或董事在董事會將考慮之事項中存在董事會釐定為屬重大之利益衝突，則本公司將不透過書面決議方式決議。獨立非執行董事會擔當積極角色，並就有關該事項之所有事宜作出獨立判斷。倘任何董事或其緊密聯繫人在所提呈的任何董事會決議案中擁有任何重大權益，則該董事不得於董事會會議上就批准彼或其任何緊密聯繫人於其中直接或間接擁有重大權益的任何合約或安排或事宜的任何決議案投票(亦不得計入法定人數內)(除公司章程另有規定外)。

董事及高級職員的責任保險

於2019/2020年度，本公司已為其所有董事及高級管理層安排董事及高級職員的責任保險。該等保險為企業活動所產生之相關成本、費用、開支及法律行動之責任提供保障。

董事責任

本公司確保每位新委任董事對本集團之營運及業務有適當的瞭解，以及完全知悉彼在法規及普通法、上市規則、適用法律規定及其他監管規定以及本公司之業務及管治政策下之責任。

非執行董事就本公司業務方向及策略規劃提供獨立見解及意見。非執行董事亦定期審閱本公司之財務資料及營運表現。

獨立非執行董事於董事會會議上擔當積極角色，並就重大事項或交易作出獨立判斷。彼等會於出現潛在利益衝突時，發揮主導作用。本公司有三名獨立非執行董事並佔董事會人數三分之一，符合上市規則第3.10(1)條的規定。於三名獨立非執行董事中，鄭毓和先生持有上市規則第3.10(2)條要求之會計或相關財務管理的專業知識之適當專業資格。

公司秘書

嚴銘銓先生已獲委任為公司秘書，自2016年3月6日起生效，彼已遵守上市規則第3.29條有關專業培訓的規定。

企業管治職責

董事會負責履行守則條文第D.3.1條所載的企業管治職責。截至2019年12月31日止年度，董事會已檢討並討論本集團的企業管治政策，並對本集團的企業管治政策的成效感到滿意。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

企業管治報告

董事的持續專業發展

所有董事均就本公司之營運表現、狀況及展望得悉每月最新情況，以讓董事會整體以及各董事履行其職責。此外，所有董事均認為要持續發展並更新本身知識及技能方可為本公司作出貢獻。下表概列個別董事於截至2019年12月31日止年度參與持續專業發展的情況。

	閱讀監管規定 更新資料	出席外界 研討會／活動
執行董事		
張新先生	✓	✓
張擘先生	✓	✓
非執行董事		
余友枝女士	✓	✓
陳前政先生	✓	✓
周原先生	✓	✓
沈陶先生	✓	✓
獨立非執行董事		
鄭毓和先生	✓	✓
傅廷美先生(於2019年7月2日辭任)	✓	✓
潘鐵珊先生	✓	✓
陳基華先生(於2019年7月2日獲委任)	✓	✓

審核委員會

於2009年10月23日，本公司批准於股份在聯交所上市後成立審核委員會，書面權責範圍內列明其權力及職責。審核委員會大多數成員為獨立非執行董事。

審核委員會於截至2019年12月31日止年度曾舉行5次會議。審核委員會成員的組成及出席記錄詳情如下：

審核委員會成員	出席紀錄／會議總數
鄭毓和先生(委員會主席)(註1)	5/5
傅廷美先生(註2)	2/2
周原先生(註3)	5/5
陳基華先生(註4)	3/3

註：

- 獨立非執行董事
- 於2019年7月2日，傅廷美先生辭任獨立非執行董事及審核委員會成員。
- 非執行董事
- 於2019年7月2日，陳基華先生獲委任為獨立非執行董事及審核委員會成員。

公司秘書亦有出席會議。公司秘書草擬之會議記錄已於各會議後於合理時間內寄發予審核委員會成員。審核委員會成員概無為本公司現時核數公司之前合夥人。

董事會亦已採納緊遵企業管治守則之所載守則條文規定之審核委員會權責範圍，有關企業管治守則之詳情刊載於聯交所網站及本公司網站。

審核委員會之主要職責包括下列各項：

- 審閱並監督本集團之財務匯報程序及財務報告之完整性；
- 監察本集團風險管理及內部監控系統之有效性；及
- 考慮外聘核數師之獨立性。

截至2019年12月31日止年度，審核委員會已履行以下工作：

- 與高級管理層檢討本集團所採納的會計政策及常規，並討論了核數及內部監控系統及財務匯報之事項；
- 審閱本公司之財務報表及本公司中期報告及年報、本公司核數師給予管理層之函件，於截至2019年12月31日止年度內之核數範疇及費用；
- 就委任天職香港會計師事務所有限公司為本公司的外聘核數師向董事會提出推薦建議；
- 批准2019年年度的內部審計計劃；
- 審核持續關連交易；及
- 與外聘核數師會晤，討論截至2019年12月31日止年度內之核數範圍。

審核委員會亦推薦董事會續聘天職香港會計師事務所有限公司為本公司截至2020年12月31日止年度之外聘核數師，惟須於即將舉行之股東週年大會上獲取股東批准。

本集團高級管理層須向審核委員會提供充足和及時的支持以履行其職責。審核委員會亦知悉在其認為有必要時可尋求獨立專業意見，公司秘書可代為安排，費用由本公司支付。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

企業管治報告

管理層論述及分析

提名委員會

於2009年10月23日，本公司批准於股份在聯交所上市後成立提名委員會。董事會亦已採用符合企業管治守則之守則條文規定之提名委員會權責範圍，並於聯交所網站及本公司網站刊登。提名委員會大多數成員為獨立非執行董事。

提名委員會的主要職責是(i)檢討董事會的架構、規模及組成，並就提出的任何變更向董事會作出建議；(ii)就獲提名出任本集團董事及高級管理層的人選向董事會作出建議；及(iii)評核獨立非執行董事的獨立性。

於截至2019年12月31日止年度，提名委員會已履行以下工作：

- 檢討董事會的架構、規模及組成，確保董事會具備均衡且符合本集團業務所需的技能、知識及經驗；
- 提名新獨立非執行董事；
- 就2019年股東週年大會上的董事會重選進行推薦；及
- 評核全體獨立非執行董事的獨立性。

提名政策

提名委員會評估候選人是否適合作為董事會成員時，將參考多項因素，包括：

- (a) 信譽；
- (b) 所需的技能，知識，經驗，文化和教育背景，性別，年齡和其他素質，同時適當考慮董事會多元化的好處；
- (c) 擬議候選人可以在何種程度上對董事會的整體有效性做出貢獻，及與現有董事開展建設性的工作；
- (d) 擬議候選人作為董事的技能和經驗，以及他們如何提升董事會整體的效率和表現；
- (e) 擬議候選人現有職位的性質，包括董事職位或與本公司及或其董事的其他關係，以及因此而對其行使獨立判斷的能力可能產生的影響；及
- (f) 可能影響擬議候選人投入多少時間履行職責的因素。

上述因素只供參考之用，並非意在涵蓋所有因素，也不具決定作用。提名委員會具有酌情權，可決定提名任何其認為適當的人士。

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

董事會成員多元化政策

截至2019年12月31日止年度，董事會已採納董事會成員多元化政策，並已就實施政策所設定之所有可計量目標進行討論。本公司明白並深信董事會成員多元化的裨益。其致力確保董事會在技能、經驗以及視角的多元化方面達到適當的平衡，符合本公司業務所需。根據董事會成員多元化政策，所有董事會的委任將繼續以用人唯才為原則，並周詳考慮董事會成員多元化的裨益。甄選候選人時將以一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他方面)、技能及知識。最終決定將以用人唯才為原則並基於獲選候選人將為董事會帶來之貢獻而作出。

截至2019年12月31日止年度，提名委員會共舉行2次會議。於年內提名委員會成員的組成及出席記錄詳情如下：

提名委員會成員	出席紀錄／會議總數
張新先生(委員會主席)(註1)	2/2
鄭毓和先生(註2)	2/2
傅廷美先生(註3)	2/2
潘鐵珊先生(註4)	不適用

註：

1. 執行董事
2. 獨立非執行董事
3. 於2019年7月2日，傅廷美先生辭任獨立非執行董事及提名委員會成員。
4. 獨立非執行董事，於2019年7月2日，潘鐵珊先生獲委任為提名委員會成員。

薪酬委員會

於2009年10月23日，本公司批准於股份在聯交所上市後成立薪酬委員會，書面權責範圍內列明其權力及職責。薪酬委員會大多數成員為獨立非執行董事。

薪酬委員會的職責主要是(i)對本公司董事及高級管理人員的全體薪酬政策及架構向董事會提出建議，並確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬；(ii)釐定董事及高級管理人員的特定薪酬待遇；及(iii)因應董事會議決的企業方針及目標而檢討及批准以表現為基準的薪酬。薪酬委員會可於其認為有需要時尋求獨立專業意見，費用由本公司支付。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

企業管治報告

管理層論述及分析

於截至2019年12月31日止年度，薪酬委員會已履行以下工作：

- 檢討及討論本集團的薪酬政策以及本公司董事及高級管理人員的薪酬待遇；及
- 向董事會建議執行董事、非執行董事、獨立執行董事和本集團高級管理人員的薪酬。

有關各董事於截至2019年12月31日止年度的薪酬詳情載列於財務報表附註8。

薪酬委員會權責範圍緊遵企業管治守則之守則條文規定，並於聯交所網站及本公司網站刊登。

本公司人力資源及行政部向薪酬委員會提供行政支持及執行經核准之薪酬待遇及其他人力資源相關決定。

截至2019年12月31日止年度，薪酬委員會舉行2次會議。於年內薪酬委員會之成員之組成及出席記錄詳情如下：

薪酬委員會成員	出席紀錄／舉行 董事會會議總數
傅廷美先生(委員會主席)(註1)	2/2
陳前政先生(註2)	2/2
潘鐵珊先生(委員會主席)(註3)	2/2
沈陶先生(註4)	不適用
鄭毓和先生(註5)	不適用

註：

1. 於2019年7月2日，傅廷美先生辭任獨立非執行董事及薪酬委員會主席。
2. 非執行董事，於2019年7月2日，陳前政先生辭任薪酬委員會成員。
3. 獨立非執行董事，於2019年7月2日，潘鐵珊先生獲委任為薪酬委員會主席。
4. 非執行董事，於2019年7月2日，沈陶先生獲委任為薪酬委員會成員。
5. 獨立非執行董事，於2019年7月2日，鄭毓和先生獲委任為薪酬委員會成員。

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

風險管理委員會

風險管理委員會於2016年12月22日成立，董事會已為風險管理委員會採納符合企業管治守則所載守則條款之職權範圍，並於聯交所及本公司網站發佈。

風險管理委員會的主要職責為(i)檢討本集團的企業風險管理架構，風險評估及風險管理指引、政策及流程；(ii)檢討本集團的主要風險及關鍵新興風險，及緩和該等風險的控制措施；及(iii)檢討企業風險管理職能的有效性。

於截至2019年12月31日止年度，風險管理委員會已履行以下工作：

- 檢討及討論整體風險管理框架以及風險評估及風險管理的指引、政策及程序；
- 檢討及討論本集團之主要風險，如信貸風險及市場風險；及
- 檢討整體風險管理功能之成效。

截至2019年12月31日止年度，風險管理委員會舉行1次會議。於年內風險管理委員會之成員之組成及出席記錄詳情如下：

風險管理委員會成員	出席紀錄／舉行 董事會會議總數
潘鐵珊先生(委員會主席)(註1)	1/1
沈陶先生(註2)	1/1
張擘先生(註3)	1/1
陳基華先生(委員會主席)(註4)	不適用
陳前政先生(註5)	不適用

註：

1. 獨立非執行董事，於2019年7月2日，潘鐵珊先生辭任風險管理委員會主席。
2. 非執行董事，於2019年7月2日，沈陶先生辭任風險管理委員會成員。
3. 執行董事
4. 於2019年7月2日，陳基華先生獲委任為獨立非執行董事及風險管理委員會主席。
5. 非執行董事，於2019年7月2日，陳前政先生獲委任為風險管理委員會成員。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

企業管治報告

問責性及審核

董事及核數師的確認

審核委員會及董事會已審閱本集團截至2019年12月31日止年度之綜合財務報表。董事確認，彼等的責任乃編製本集團之賬目、財務報表、表現狀況及展望。管理層向董事會提供資料及解釋，以讓董事會可於提呈董事會審批之前對財務及其他資料作出知情評估。董事相信，彼等已選用及貫徹一致地應用適當的會計政策、作出審慎及合理的判斷及估計，並確保按「持續經營」基準編製財務報表。

本公司核數師天職香港會計師事務所有限公司確認其於截至2019年12月31日止年度經審核財務報表之獨立核數師報告之報告職責。

風險管理及內部監控

董事會有責任維持合適及有效的風險管理及內部監控制度，以保障本集團及股東的利益，並定期檢討及監督內部控制及風險管理制度的成效，以確保制度完備充分。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本集團的風險管理及內部監控制度包括有關財務、運營和合規控制以及風險管理的程序，以及有明確責任及授權的完善組織架構等。各部門負責其日常運作，並須執行董事會不時採納的業務策略及政策。

本公司內部審核部門及風險管理部門支持董事會、審核委員會及風險管理委員會審閱風險管理及內部監控系統的有效性，並於本年度遵循年度計劃履行其職能，並於會上向董事會提呈彼等有關評估結果的報告。審核委員會及風險管理部門就本集團風險管理及內部監控系統的效力作出獨立檢討，並向董事會提出彼等的建議。董事會負責檢討內部審核報告及批准由管理層製訂的政策及程序。

為加強本集團之內幕消息控制系統，並確保其公開披露事項之真實性、準確性、完整性與及時性，本集團亦採納及實施一套內幕消息程序。本集團已不時採納若干合理措施，確保存在適當保障以防止違反有關本集團之披露規定，包括維持具備明確組織架構、權力規限以及根據本公司指引及監管規定之報告方式及責任之良好監控環境。設立合適監控措施，促進處理及傳播內幕消息。僅有需要知悉有關事宜之限定數目僱員可查閱有關資料。掌握內幕消息之僱員充分熟知彼等之保密責任。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

經與本集團管理層、審核委員會成員、風險管理委員會成員及外部獨立核數師討論，董事會對本集團的風險管理及內部監控制度及程序於截至2019年12月31日止財政年度的成效進行了檢討和評估。董事會亦會研究有關風險管理及內部監控事宜的重大調查結果及管理層對該等調查結果的回應。

董事會認為，現有的風險管理及內部監控制度充分而且有效。董事會已審核本集團會計及財務報告職能人員的資源、資格及經驗以及彼等的培訓方案及預算，並對上述的充足性感到滿意。

董事會亦評估本集團內部審核職能及外部審核程序的有效性，並透過其審核委員會的工作而令其本身信納，內部審核職能配備充足資源，並就本公司所面臨有關風險方面有效地向董事會提供保證，且外部審核程序具效益。

此外，本集團亦實施SAP系統以提升運營處理能力及改善職責分工及更好的內部監控系統。

核數師酬金

於截至2019年12月31日止年度內，本公司核數師天職香港會計師事務所有限公司之酬金分析載列如下：

所提供之服務	已繳／應繳費用 人民幣千元
核數服務	1,700
非核數服務	700
合計	2,400

企業管治報告

與股東溝通

董事會知悉與本公司股東及投資者維持清晰、及時及有效溝通的重要性，亦知悉與投資者之有效溝通乃建立股東信心及吸引新投資者的關鍵。

本公司主要透過如下方式與股東溝通：

- (i) 舉行股東週年大會，藉以提供讓股東直接與董事會溝通機會；
- (ii) 本公司根據上市規則之規定刊發之公告、年報、中期報告及／或通函，以及新聞稿，以提供本集團最新資料；
- (iii) 定期更新本公司網頁及於本公司網頁及聯交所網頁及時披露資料；
- (iv) 不時與分析師及基金經理舉行面對面會議或電話會議。本公司與機構股東定期對話，財務業績發佈時亦會舉行發佈會。歡迎股東及投資者瀏覽本公司網站及透過本公司投資者關係部門提出詢問，該部門之聯繫詳情載於本公司網站；及
- (v) 股東如對其持股量及享有股息的權利有任何疑問，可聯絡本公司的證券登記處香港中央證券登記有限公司。

股東權利

本公司擬於2020年6月22日(星期一)舉行之股東週年大會(「2020年股東週年大會」)乃為股東提供與本公司董事、管理層及外聘核數師見面及提出疑問的機會。於2020年股東週年大會上，股東週年大會主席及各審核委員會、風險管理委員會、薪酬委員會及提名委員會主席／成員均會出席回答股東之提問。

根據公司章程，本公司應分別於股東週年大會召開前最少21日前向股東發出通知，及於所有其他股東大會召開前最少14日前向股東發出通知。

根據公司章程，持有不少於已發行股份(附有於股東大會上投票之權利)十分之一之任何兩名股東可透過向董事會或公司秘書發出書面請求，要求本公司召開股東特別大會。書面請求中必須陳述舉行大會之目的。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

股東可以向本公司寄發書面查詢，以向董事會作出任何查詢或建議。聯絡詳情如下：

地址： 香港銅鑼灣告士打道262號中糧大廈33樓

傳真： (852) 2833 0554

為免生疑問，股東須將已簽署的書面要求、通知或聲明或查詢(視情況而定)的正本存放於及郵寄或傳真至上述地址或傳真號碼，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

截至2019年12月31日止年度，本公司並無對其公司章程作出任何變動。公司章程的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考公司章程以取得有關其權利的詳情。

根據上市規則，所有在股東大會提呈的決議案均將以投票方式表決，且投票表決結果將緊隨有關股東大會召開後於聯交所網站(www.hkexnews.hk)及本公司網站(www.cofco-pack.com)刊登。

以投票方式表決

根據公司章程，於2020年股東週年大會上提呈之所有決議案將以投票方式表決。股東每持有一股股份即擁有一票。以投票方式表決之結果分別於會後宣佈以及於聯交所及本公司網站中刊登。

派付股息政策

本公司於考慮本公司的派息能力後將向股東宣派及/或建議派付股息，有關金額視乎(其中包括)其實際及預期財務業績、目前及未來之營運、流動資金水平、資本要求、合約及監管限制等因素。董事會可全權酌情決定是否派付股息，須經股東批准(如適用)。倘董事會決定建議及派付股息，則形式、頻率及數額將視乎影響本集團的實際財務業績、目前及未來之營運、流動資金水平、資本要求、合約、監管限制等因素而定。除中期及/或末期股息外，董事會亦不時考慮宣派特別股息。本公司會定期或於必要時審查並重新評估股息政策及其有效性。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

環境、社會及 管治報告





環境、社會及管治報告

管理層論述及分析

作為中國金屬包裝龍頭企業，本集團致力於成為中國綜合消費品包裝的領導者，產品深度覆蓋茶飲料、碳酸飲料、果蔬飲料、啤酒、乳製品、日化等消費品包裝市場，在為社會提供安全環保的綠色包裝和高品質服務的同時，全心全意服務客戶、股東、員工。2019年，本集團深入貫徹落實「不忘初心、牢記使命」主題教育活動，持續深化巡視整改工作，全面加強黨的政治建設和系統建設，堅持黨建促發展，黨建引領業績；本集團擁有領先的技術研發機構，主導和參與制訂多項包裝產品行業標準，擁有多項中國包裝技術專利，榮獲多項國際包裝大獎；擁有完善的產品質量控制體系和食品衛生安全管理體系，產品品質達到美國和歐盟標準；我們重視人才發展，落實員工關懷工作，維護職工權益，努力營造和諧的勞動關係。同時，本集團緊抓源頭控制、過程管控及末端治理，採用新技術、新工藝、新材料，實現企業、社會、環境相輔相成的可持續發展局面。

企業管治報告

2019年，本集團在繼續鞏固國內優勢行業地位的同時，積極探索海外項目拓展機會，快速推進比利時兩片罐工廠的試生產，邁出國際化第一步。通過持續開展技術研發和內部成本費用的對標管控，產品毛利率提升，銷管費用率下降。進一步強化兩金管控，應收賬款和存貨的周轉率加快。持續的資金集中管理，將資產負債率嚴格控制在管控目標內。產品區域佈局不斷優化，超級產品兩片罐產銷規模顯著提升。本集團全年銷售收入和盈利均實現穩定增長。

一、員工

(一) 員工職業成長與發展

本集團視員工為公司生存發展的基石，堅持以人為本、選賢任能、協同協作，嚴格遵守國家和地方法律法規，構建和諧勞動關係。

對於員工招聘，本集團依據相關法律法規，建立了完善的招聘、晉升及解僱機制，規範員工招聘、晉升、上班時間、假期及解僱程序，以工作表現為基準，並嚴格遵守多元化及反歧視，招聘不受種族、性別、體能或宗教信仰影響，使員工招聘、晉升及解僱更為科學、合理、有效。本集團政策嚴禁僱用童工及強制勞工，所有業務均符合中國相關法例法規標準，並採取嚴厲措施及審核防範業務中出現此等情況。就本集團所知，本集團在招聘、晉升及解僱員工、反歧視、防止童工及強迫勞動方面，無任何不遵守相關法律法規的情況而對本集團造成顯著影響。

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

2019年度員工情況

類別		數目	百分比
按性別劃分	男性	4,617	69%
	女性	2,075	31%
按類別劃分	高級管理層	669	10%
	中級管理層	1,606	24%
	普通員工	4,417	66%
按年齡劃分	30歲以下	1,807	27%
	30-50歲	4,417	66%
	50歲以上	468	7%

2019年度員工流失率

類別		流失率
按性別劃分	男性	23%
	女性	11%
按年齡劃分	30歲以下	15%
	30-50歲	18%
	50歲以上	1%

本集團視員工為企業長足發展之根本，與員工共同規劃其職業發展，鼓勵員工在工作時間實現自我增值，激發員工創新創造活力，打造多元化團隊。如：實行員工職業發展「雙通道」，即「行政管理通道」和「專業技術通道」，並制定對應的職務評聘機制，定期進行管理崗位競聘和專業技術職務評聘，鼓勵員工發揮所長。2019年，本集團在原有的培訓體系基礎上，開展了諸多符合業務需求，針對不同群體的特色培訓項目。

如針對企業經理人領導力培訓，開展「我是教授」系列課程培訓：培訓內容包括卓越領導力、各職能管理內容及方法等，2019年開展5次，共計65人次。



「我是教授」系列課程培訓

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

環境、社會及管治報告

管理層論述及分析

如為提升馬口鐵業務的生產綜合實力，打造生產系統培訓班，以找差距、補短板為目標，以高標準、嚴要求為標準，針對生產管理人員，開展馬口鐵生產管理提升班培訓，培訓內容包括標準化、標桿管理倡導者，2019年開展3期，共計120人次。



中糧包裝馬口鐵生產管理提升班

企業管治報告

環境、社會及管治報告

如HR人才隊伍建設培訓，針對人力資源職能能力的提升，2019年組織開展HR系統提升班共5期，內容包括人力資源工作底層邏輯、照片工具，日常人力資源工作分享等，參與培訓共計100人次。



HR人才隊伍建設

董事及高級管理人員簡介

董事會報告

如針對新入職應屆大學生開展為期一周的新員工入職集訓，內容包括：認識和融入、職場學習成長、中糧管理工具等，參與培訓共計50人次。



2019年新員工入職集訓

(二) 員工保障、激勵與關懷

本集團堅持遵循「按崗分配、突出能力和績效、兼顧公平及可持續發展」的薪酬分配原則。足額繳納各項法定社會保險、享受法定節假日等福利，為完善員工福利保障體系，有效解決公司和員工後顧之憂，還為員工購買商業保險(險種包括意外險、補充醫療保險等)，並根據員工個人意願為其繳納年金。根據政府要求及企業實際調整員工工資等。在假期方面，2019年本集團根據相關法規，結合內部實際，及時完善公司內部假期管理制度，明確假期類別及對應條件、假期審批手續和假期待遇等，保障男女員工平等、合法的休假權益。

在安全保障方面，本集團認真貫徹、嚴格遵守並執行國家、行業及地方政府有關安全等法規標準，堅持以人為本，安全發展，堅守發展不能以犧牲安全為代價的紅線，以不發生較大及以上生產安全事故為底線，落實安全生產責任，進一步健全風險防控措施，增強全員安全意識，提高風險防範管理水平，確保較大安全風險得到控制；為落實本集團及各分公司安全環保主體責任，明確相關部門和人員的安全環保管理職責，根據《安全生產法》、《環境保護法》、《職業病防治法》、《消防法》和《中央企業安全生產監督管理暫行辦法》(國資委21號令)等有關法律法規，以及中糧集團相關要求，結合實際，制定並實施《中糧包裝安全環保責任制管理辦法》；通過各種宣傳、教育和培訓活動，如舉辦「安全月」活動、安全技能考試、消防安全應急演練、一把手講安全等活動，強化員工安全意識和素質、提高員工安全技能水平，杜絕違章作業，減少操作失誤，從而降低事故發生率，實現「要我安全」到「我要安全、我會安全、我懂安全」的思想轉變，從根本上提高員工的安全可靠性。以不發生三級及以上安全生產事故，遏制四級安全生產事故，減少五級事故數量為目標，制定並實施《中糧包裝關於進一步加強安全生產工作的若干措施》，使安全生產得到有效控制，全年未發生三級及以上的質量安全責任事故。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

環境、社會及管治報告

管理層論述及分析

2019年，為進一步提升員工的活力及凝聚力，本集團從多種角度出發，根據各類員工群體的特點設計相適應的主題活動，通過活動傳播本集團的價值和文化導向，傳遞積極向上的正能量。通過活動激發員工的活力、增強凝聚感，豐富員工的生活內容。如「迎元宵，猜燈謎」活動、「慶三八」系列活動、「粽愛一生，為愛行動」端午包粽活動、包裝好聲音之「配音大賽」活動、「520小家屬開放日」活動，參與中糧集團職工運動會等。形式豐富，各具特色，營造了積極、進取、健康、陽光的工作生活氛圍。

企業管治報告



「迎元宵，猜燈謎」活動

環境、社會及管治報告



「慶三八」系列活動

董事及高級管理人員簡介



「粽愛一生，為愛行動」端午包粽活動

董事會報告



包裝好聲音之「配音大賽」活動



「520小家屬開放日」活動



中糧集團職工運動會

為積極引導廣大員工追求健康向上的生活方式，豐富員工業餘生活，緩解工作壓力，提高身體素質，愉悅身心健康，讓員工以更飽滿的精神面貌投入到工作中。本集團組織開設各類藝術、娛樂、健身活動的活動，如「瑜你 — with U」員工瑜伽培訓班、「906釣魚俱樂部」、「906乒羽俱樂部」、「906毅行俱樂部」等。

環境、社會及管治報告

管理層論述及分析



「瑜你 — with U」員工瑜伽培訓班

企業管治報告

環境、社會及管治報告



中糧包裝投資有限公司工會釣魚俱樂部組織開展第2次釣魚活動

董事及高級管理人員簡介



906毅行俱樂部開展「健康生活·快樂工作」第二次毅行活動

董事會報告

本集團切實保障員工切身利益，認真落實員工關懷工作。春節前，積極組織落實各單位工會開展扶貧解困送溫暖活動，在員工困難之時，及時給予幫扶。向困難員工發放慰問金，並關心其家庭、工作、生活等情況，鼓勵他們樹立信心，主動作為，戰勝困難，樂觀對待生活。



各單位開展「情暖中糧人，情系忠良心」困難員工春節慰問

(三) 員工溝通

2019年，本持續貫徹和深化黨的群眾路線教育實踐活動，深入基層，弘揚「忠良文化」的同時，更加注重與員工的溝通，主動聽取員工反饋，急員工之所急，想員工之所想。如：持續建設企業內網，及時發佈企業經營動態，打造多元化交流平台，同時設置廉潔從業窗口，接受員工的意見和監督，增強信息的溝通反饋；召開員工座談會，傾聽員工心聲，幫助職工解決實際困難，包括與董事長、優秀經理人面對面交流、新員工座談、老員工座談、膳食委員會座談、黨員座談、技師座談等，通過「心交心，面對面」的交流，拉近管理層與基層員工之間的距離，廣泛聽取員工心聲，解決員工工作中的困惑，有針對性地進行改善；同時，在與員工切身利益息息相關的制度和規定頒佈前，召開職工代表大會，公開徵求和收集員工意見和建議，切實做好員工服務工作。



與董事長面對面 — 青年員工中秋座談會

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告



與優秀經理人面對面 — 第九屆「906青年成長大講堂」

二、自主創新與節能環保

(一) 自主創新

1. 創新文化建設

本集團以技術創新為公司發展的動力和行業領先的重要保證。始終保持謙虛的心態，持續學習，超越自我。在「堅持創新驅動的發展理念，把科技創新作為高質量發展的核心驅動力」的精神指引下，本集團始終將研發創新精神貫穿於技術工作的各個環節。每年舉行技術創新大會，總結上一年度的創新工作，並且再鑄技術發展新的里程碑。分享和推廣技術創新的累累碩果，全面提升科技管理力度，更好地推動技術進步，為企業發展增添新動力。在本年度技術會議上，技術負責人進一步研討落實中糧集團黨組加強科技創新促進高質量發展決定，技術工作者將加大研發項目的開發力度，盡快形成一批對行業具有引領作用的技術和產品；加快技術成果轉化速度，充分落實資源共享，實現價值最大化。

通過對技術創新項目的獎勵，對科技論文精細研討，對優秀論文給予榮譽嘉獎，進一步激發和鼓勵廣大技術人員奮發圖強，激發技術創新動力，提升企業技術創新能力，強化企業技術創新主體地位。

同時，本集團積極塑造具有自身特色的創新文化宣傳。內網門戶主辦了技術創新板塊，定期更新技術前沿、食品安全、項目管理、檢驗檢測、知識產權、貨架期等專業板塊，使之已成為內部技術人員技術創新的刊物平台。2019年，通過設立科技情報信息交流群，包括技術負責人、技術骨幹、技術中心科技情報專員，形成科技信息反饋機制，每季度發佈《包裝技術資訊》，深入傳播行業先進資訊，進一步宣傳、推廣科技創新理念，為技術人員提供了思路拓寬和技術研討的新媒介，進一步宣傳、推廣科技創新理念，成為技術人員創意的源泉。

為加強技術競爭力，保護發明創造，本集團鼓勵技術人員在研發創新活動中申請相關發明的專利保護。通過多年的努力和積累，本集團保持着專利的領先性，體現本集團的技術水平和創新能力。2019年，為進一步激發、鼓舞技術人員的創新能力，本集團對具有核心價值、為公司創造良好效益的專利進行分級激勵。眾多舉措進一步加強了本集團自主創新文化的建設，鼓舞激勵了內部技術人員以更大的熱情投入到研發創新工作中。

2. 創新項目及技術研發項目管理

(1) 技術研發項目

2019年，本集團堅持創新驅動的發展理念，把科技創新作為高質量發展的核心驅動力。開展研發項目共計31項，涵蓋節材技術、防偽技術、節能減排等方面。主要研發項目如下：

根據市場及產品發展需要，結合本集團綜合技術優勢，通過持續的技術研發、設計創新，開發了多種新產品，滿足了客戶需求。2019年DRD食品罐系列化，取得良好的經濟效益。D401二道筋泡芙罐，已實現批量生產。同時旋開蓋新產品、異形奶粉罐、防偽氣霧罐等新產品也層出不窮，有效地支持了客戶推廣。

在互聯網時代，加強包裝新技術研發，提高產品的市場競爭力。自主研究開發一物一碼技術，自主研發編碼軟件，可實現複雜印刷圖案快速打碼與讀碼，申請4項發明專利，並在產品線上實現應用。開發新型複合印刷技術，突破原有印刷技術模式，完成多種印刷方式複合工藝，產品色彩鮮艷亮麗、圖案動態變化、防偽等級高，為金屬印刷技術未來新發展奠定基礎。

隨着工業4.0時代的到來，製造業的自動化顯得越來越重要。本集團堅持實施設備自動化開發和改造，實現降本增效。兩片罐自主工程和線控設計取得突破，以往，兩片罐行業的工程設計和線控設計安裝，全部採用外包給國外工程設計公司的模式，今年兩片罐比利時項目和福建二線項目採用自主設計，達到國外先進水平，累計節約資金約110萬美元。鎮江公司和設備製造公司聯合開發製蓋線平衡器設備，解決人工中轉問題，與進口同類設備比節約300萬/台。杭州製罐自主完成550ml罐型生產線改造，實現連續生產550ml單機運行速度300cpm/min，節約240萬設備購置費。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

環境、社會及管治報告

管理層論述及分析

(2) 節能環保

本集團在穩步推進新產品、新材料、新工藝項目的同時，積極推廣成熟技術項目，較好地完成了節材技術項目。完成新資源鐵推廣和節材技術目標，重點技術攻關新資源鐵，實現各產品線的馬口鐵快速切換能力，保障資源優勢。實施馬口鐵、鋁材節材技術，累計節約馬口鐵430噸，鋁材190噸。

堅持綠色生態環保理念，在行業內率先推進新材料新工藝，降低廢水、廢氣的排放。實施鋼桶水性漆清潔材料改良和工藝應用，水性漆VOC含量相比油性漆少40%，大幅減輕環保壓力，體現企業社會責任。採用LED-UV固化印刷技術，在三片罐業務推廣，已完成批量化生產，各項理化性能指標合格，相比UV印刷技術，可節約用電45%，無臭氧和VOC排放，印刷車間環境大大改善。推廣使用雙覆膜鐵，應用於化工罐上，有效降低危險廢棄物的排放，保證產品質量，提升罐體抗腐蝕能力，同時釋放印刷產能。

企業管治報告

(3) 國家及行業標準制定，專利情況

本集團牽頭或參與制定國家及行業標準，技術創新知識成果豐富。作為主要牽頭單位，制定《包裝容器兩片罐GB/T9106.1-2019》、《鍍錫或鍍鉻薄鋼板罐頭空罐GB/T36003-2018》，已頒佈實施。2019年本集團申請專利12項，授權12項，本集團已獲專利總數共計239項。

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

(二) 節能環保

1. 環境管理

2019年，本集團為落實國家生態文明和綠色發展要求，建設環境友好型企業，預防和控制污染，減少污染物的排放，依據《環境保護法》等相關法律法規、標準規範和中糧集團要求，結合本集團實際，修訂《中糧包裝環境保護管理制度》，進一步規範本集團生態環保管理體系，系統性優化環境保護工作。

為使生態環保風險切實可控，2019年本集團制定了《中糧包裝全面排查治理生態環境保護問題工作方案》，協同內外部專家全覆蓋、系統性的完成環保核查工作，摸清環保風險底數；制定並落實《中糧包裝2019年全面生態環保核查問題整改行動方案》，全面推進2019年生態環保核查問題整改，落實整改的責任人、時間、進度、資金和整改標準，對發現的隱患嚴格落實、有效整改。

通過節能減排關鍵環節的技術創新，採用新型節能技術，持續不斷推進節能項目實施，使得本集團取得了良好的社會效益。2019年，本集團實施節能環保項目19項，包括節材技術、節能環保技術、UV印刷技術、自動化技術等研發創新項目，合計耗電總量約15,118萬度，節電114萬度；耗氣總量約2,047萬立方，節氣40.6萬立方。本集團十分重視節約及有效益用水，制定節能減排管理辦法，每月對各工廠用水量進行對標考核。在求取適用水源上並無任何問題或困難，耗水總量約195萬噸，節水2.3萬噸。本集團2019年二氧化碳總排放量為33.4萬噸，合計減少二氧化碳排放約0.5萬餘噸。其中重點項目成效顯著，如LED-UV提升改善項目，年可節省天然氣20.5萬立方。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

環境、社會及管治報告

管理層論述及分析

2. 環境保護實踐

本集團生產過程中消耗天然氣、電力、自來水，產生廢氣、廢水以及固廢等，為降低對環境及天然資源的影響，已制定並採取有效的管理措施。一是根據國家相關法律法規要求及《中糧集團節能環保管理規定》，結合中糧包裝實際，制定了《中糧包裝環境保護管理規定》和節能減排管理辦法，對新項目環境保護管理、污染物排放控制、污染防治與環境優化等進行了明確和規範。二是將降耗指標納入年度責任書管理，每月對各工廠能耗進行對標考核，實施節能減排項目降低能耗；三是設置廢水、廢氣處理設施，治理生產過程中產生的廢氣、廢水，確保運行可靠有效，達標排放；一般固體廢物、建築垃圾的回收和處置工作，均由市政單位認可的有相關資質的單位進行處置；生產過程中產生的危險廢物委託資質單位處置。四是優化原輔材料，優化工藝，優化生產，減少污染物的產生；推行清潔生產，將污染物消除或削減在生產過程中；執行國家綜合利用的規定和政策，廣泛開展「三廢」綜合利用，化害為利，變廢為寶。

2019年，本集團主要無害廢棄物為廢鋁、廢鐵等；採用資源循環重複利用方式處置，2019年共回收處置廢鋁18,789噸，廢鐵27,484噸。

本集團主要有害廢棄物為廢水、廢液、廢氣等。處理情況如下：

廢水處理：本集團2019年的廢水產生量為158萬噸。建設污水處理站，經處理達標後，納管排放；2019年已完成無錫公司的雨污分流改造工作。

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

廢液處理：本集團2019年的廢液產生量為578噸。嚴格按照國家規定要求委託有資質的第三方單位處置，開具「五聯單」，依法依規納入政府監管。同時在各分公司產品線內開展對標管理，減少危險廢物產生以及對周邊環境及天然資源的影響。為深入貫徹落實《中華人民共和國環境保護法》和《中華人民共和國固體廢物污染環境防治法》，保護和改善生態環境，完善環保標準體系，加強本集團危險廢物的管理，預防安全環保事故／事件發生，依據相關規定，結合實際，特制定《中糧包裝危險廢物安全環保管理要求(試行)》，進一步規範危險廢物暫存工作，並持續改進其有效性，落實企業的社會責任。

廢氣處理：本集團2019年的廢氣產生量為535.6萬噸，主要污染物排放量：揮發性有機物廢氣1,154噸，二氧化硫12.7噸，氮氧化物23.5噸。本集團大力推進減排降污工作，在廢氣排放符合國家現行標準的基礎上，着力減少企業在生產工藝中產生的VOCs排放量，並取得了階段性成效。

- (1) 源頭方面，對材料技術發展和環保趨勢進行分析，重點研發LED/UV/水性／N-BPA/覆膜鐵等新材料、新技術的應用，降低VOCs排放，2019年累計減少VOCs排放400噸。
- (2) 末端治理方面，選用催化燃燒、蓄熱燃燒和活性炭吸附脫附等處理設備設施，做到達標、減量排放。截止2019年年底，鋼桶產品線廢氣處理基本實現全覆蓋，馬口鐵產品線完成主要廢氣排放處理；兩片罐產品線完成7家工廠廢氣處理；塑膠產品線完成4家工廠廢氣處理；RTO項目得到成功推廣運行，目前已有13套RTO設備正常運行，基本滿足國家及地方政府最新廢氣治理要求。

並且，本集團各分公司努力實踐環境保護承諾，獲得地方政府補助；其中，杭州製罐廢氣處理項目申請獲得財政補助人民幣69.72萬元；成都製罐RTO項目獲得政府財稅減免人民幣45萬元；天津製罐、福建製罐RTO項目已申請補助，正在等待政府撥款。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

三、社會公益

(一) 選派優秀駐貧困村第一書記，貫徹落實精準扶貧精準脫貧方略

2019年，本集團選派了優秀扶貧幹部深入一線精準扶貧。同時加強了對駐村扶貧幹部的管理教育，加強了對精準脫貧的需求調查研究，開展精準幫扶，督促落實脫貧攻堅主體責任，積極尋求就業幫扶、智力扶貧、教育幫扶、消費幫扶等方面舉措，以產業帶動項目建設和資源開發為重點，幫助甘孜縣出良策、想實招、做實事，助力真脫貧、脫真貧。在2019年甘孜縣的州級、省級脫貧攻堅大檢查中，駐村扶貧幹部積極組織村幹部、駐村工作隊對村戶衛生、村檔、戶檔、集體經濟等重新梳理、核查、整改，對戶內「兩不愁、三保障、一超六有」進行摸底大排查，覺日村順利通過州、省兩級檢查考核。



(二) 投入人民幣300萬元專項資金助力脫貧攻堅

本集團堅決貫徹落實中糧集團脫貧攻堅總體方略，按照《中糧集團黨組關於進一步落實打贏脫貧攻堅戰三年行動的實施意見》、《中糧集團2018-2020年精準扶貧工作規劃》、《中糧集團2019年扶貧援助工作計劃和資金計劃》文件精神，向中糧集團指定的定點扶貧縣——洛扎縣支付人民幣300萬元扶貧專項資金，進一步盡快和助力脫貧攻堅任務。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

(三) 積極發揮行業優勢，開展就業精準扶貧

本集團積極響應中央精準扶貧攻堅戰略，指派成都區域公司前往甘孜縣開展就業扶貧專項招聘，為當地提供生產技術員、現場品控員等30個就業扶貧崗位。本集團將繼續完善甘孜地區精準對接項目，發揮行業領導者優勢，加強動員上下游等社會力量參與精準扶貧，爭取早日助力打贏脫貧攻堅戰。



(四) 對接當地精準需求，開展愛心捐贈活動

本集團針對甘孜縣入冬後的精準需求，組織區域公司員工開展「衣舊情深」愛心捐贈活動，共籌集乒乓球桌1台，保溫杯200個，學習用品120餘件，各類圖書200餘冊，御寒舊衣物450餘件，共計價值約人民幣2萬元，且安排專人專車驅車近48小時將捐助物資送進覺日村，及時將物品發至村民、孩童手中，為覺日村村民送上一份溫暖。針對駐村幹部的反映，覺日村貧困孤寡老人擁措則瑪在村裡意外跌斷腿骨，面臨較大的醫藥費缺口等需求，本集團體現政治責任擔當，組織幹部員工開展愛心捐款，142名經理人伸出愛心之手，募集愛心捐款人民幣35,068元，高效解決老人的燃眉之急。

(五) 協調多方資源，積極助力消費扶貧

甘孜縣由於地勢偏遠，信息物流交通較為封閉，當地物產資源銷售存在較大難度。本集團積極協調多方力量，推動落實包裝工會採購人民幣5萬元甘孜特色產品，用於員工的一部分福利發放，貫徹落實集團關於消費扶貧工作精神要求。針對甘孜縣馬鈴薯收穫後大批存於村民手中，無法銷售的燃眉之急，本集團指示成都區域公司落實幫扶銷售任務，集中採購當季馬鈴薯1,000餘斤，助力最現實的消費幫扶。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

四、供應商管理

本集團奉行綠色可持續發展戰略。我們致力於選擇產品優良且具有良好社會責任的供應夥伴，並與供應商攜手共同打造安全、環保、經濟、高效的綠色可持續發展供應鏈。

(一) 與供應商聯袂構建「產品質量安全網」

本集團嚴把產品質量安全的源頭准入關。從新供應商、新材料的初選、認證、准入、日常管理、持續改進與退出建立了一整套嚴謹的供應商質量安全管理系統，形成全套標準制度規範體系；通過加強原材料的檢測驗證、開展供應商的現場審核、定期評價考核，技術質量專題交流，召開供應商質量安全會議，獎勵優秀供應商等活動，不斷提升供應商的質量安全意識與管理水平，促進供應商持續改進，原材料合格率穩步提升。

本集團攜手供應商對產品的食品安全風險管控前移，不斷提升食品安全保障能力。與供應商簽訂包含食品安全條款的技術協議，使食品安全承諾與符合性聲明在整個供應鏈上得到有效傳遞。推動供應商向上游開展溯源管理，對所有食品接觸用材料及添加劑開展風險評估與合規性驗證；推動供應商增加在線監測裝置強化生產過程控制；推動供應商加強實驗室投入，不斷提升檢驗檢測能力，並要求每年送權威第三方機構開展食品衛生指標的檢測驗證，確保產品食品安全責任零事故與重大質量零事故。同時，本集團與重點供應商聯合開發更高安全的新材料、新工藝，使本集團在行業內率先應用更高食品安全性能材料，進一步提高行業食品安全水平。

(二) 與供應商聯袂打造「綠色供應鏈」，推動產業鏈「減排降耗」

在生產工藝方面，與上游供應商合作通過材料減薄，擴大卷材、波形材使用，減少原料耗用量。在鋁材減薄方面，本集團一直處於行業前列。

在減排方面，與上游供應商合作實現金屬包裝行業內首家創新應用UV塗料、LED-UV印刷技術，促進傳統金屬印刷向LED印刷轉型升級；大力推廣使用覆膜鐵、水性環保塗料等原輔材料，從源頭降低VOCs排放，推動實現綠色生產。

在材料回收循環使用方面，通過塑料托盤替代木托盤，塑料襯紙替代瓦楞襯紙，提高了包裝物回收循環利用，減少包裝物消耗，2019年塑料托盤使用佔比在70%以上，塑料襯紙使用佔比也提升至約65%，木托盤回收率在81%以上，塑料托盤及塑料襯紙的回收率在98%以上；

在生產副產品再利用方面，與上游供應商合作通過設備、技術改造，共同推進材料、邊角料回爐再利用。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

(三) 與供應商聯袂打造「陽光供應鏈」

對內，本集團積極構建以集體決策、戰略採購、招標採購、網上採購等為主體陽光採購模式，定期開展內、外部審核，加強對採購人員作業規範性的監控。2019年，在內部供應鏈系統開展「不忘初心」主題教育專項行動，加大反腐防範力度，強化採購人員職業道德操守教育。

對外，本集團推行「誠信交易」，在選擇供應商時，優先選擇社會責任表現良好的供應商。本集團與供應商、運輸商、廢料收購商共簽《陽光協議》，同時定期發佈《謝絕禮品告知書》，構建舉報平台，積極引導供應商及合作夥伴共同遵守社會責任標準，堅持可持續發展模式。

五、產品責任

本集團始終堅持以客戶需求為導向，圍繞着「每一位員工承諾，每一個環節保證，每一件產品可靠，每一家客戶滿意」的質量與食品安全方針，踐行「全心全意服務客戶成功」的理念與「歡迎問題、立即行動、一次做對、沒有藉口」的行動準則，營造以人為本的質量安全文化，堅持高質量發展戰略。

2019年，本集團全面貫徹黨的十九大精神，以習近平總書記關於質量安全系列重要論述和指示批示精神為指導，全面落實「四個最嚴」最新法規標準要求，始終遵循系統管理、預防為主、分類分級、全員參與的質量安全風險管理原則，通過系統策劃、全面風險評估、不斷完善質量安全管理體系與制度，建立健全質量安全管理機制，把質量安全風險管理融入日常經營管理全過程，實現包裝產品全流程合規、全流程監控、全流程可追溯。2019年，本集團全年未發生食品安全事件和重大質量投訴。

(一) 客戶投訴機制

為快速應對客戶需求，本集團在各基層單位均設立客戶服務部門，在事業部設置客服專員，在總部設立質量與安全管理部，全面系統地開展客戶需求識別、技術服務、投訴處理、數據分析、糾正預防與持續改進工作；針對重點客戶成立由銷售、技術、生產、質量等人員組成的專項服務小組，提供一對一的技術質量服務；針對客戶投訴頻發、疑難質量問題，持續開展標桿管理、QC小組、典型糾防、「一點課一點改善」等多種形式的質量改善活動，不斷提升產品力，提升全員質量安全意識，助力本集團高質量發展。

2019年本集團共組織開展26項質量類標桿管理項目，固化改善措施103項，完成典型糾防78項，「一點課一點改善」730餘項，持續提升產品力，減少質量缺陷與客戶投訴，降低質量風險。2019年的客戶投訴損失率在0.06%以下。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

(二) 客戶滿意度

本集團以客戶滿意度測量為着力點，建立並不斷優化客戶滿意度測評方案。針對不同客戶群體設計不同的調查問卷，從質量、交付、運輸、服務等多維度，通過滿意度問卷調查、客戶走訪、業務流失分析、產品交付表現等多渠道，全面收集、分析用戶意見和建議。本集團開展客戶滿意度調查與分析，形成客戶滿意度調查報告，作為質量體系策劃與改進的依據。

近年來，本集團客戶滿意度在同行業中處於較高水平，以杭州製罐公司為例，近五年客戶滿意度均保持在90%以上，本集團的品牌知名度、企業形象、產品質量及市場形象在客戶心中影響深遠，獲得了國內外眾多知名企業的認可與高度評價。2019年，本集團因質量可靠、服務滿意，榮獲雀巢、百威、伊利、宣偉、天地壹號等重點客戶的年度「最佳行動獎」、「最佳供應商」、「質量先鋒獎」、「最佳持續改進獎」、「優秀合作夥伴」等榮譽。

(三) 食品安全管控

隨着新《食品安全法》、《食品安全國家標準 — 食品接觸材料及製品通用安全要求》等系列法規標準的全新發佈與實施，本集團根據國內外最新法律法規及標準指令，並結合中糧集團有關制度要求與自身實際，及時修訂《中糧包裝食品安全管理規定》、《包裝產品食品安全監督檢驗工作要求》等制度文件，積極落實「四個最嚴」最新法規標準，從法規標準 — 源頭 — 生產過程 — 產品標籤 — 包裝運輸等方面，定期組織開展全流程風險評估與合規性評價。

本集團對食品安全管控從源頭開始，嚴格執行供應商的准入與退出機制，要求與所有涉及食品安全的原輔材料供應商簽訂包含食品安全條款的技術協議，推動供應商向上游開展溯源管理，使食品安全符合性聲明在整個供應鏈上得到有效傳遞，要求相關供應商每年提供第三方食品衛生檢測報告；優化供應商分類分級管控，聚焦重點原材料重點指標的風險監測與對標評估；持續開展對供應商的日常飛行檢查、現場質量審核與定期質量評價，組織與重點供應商定期交流，促進供方質量提升；並與重點供應商聯合開發應用更高安全的新材料、新工藝，不斷提高原輔材料的質量安全性能。

本集團所有分公司均通過ISO9001質量管理體系認證，所有涉及食品類包裝產品生產的分公司均建立ISO/FSSC22000食品安全管理體系，從源頭 — 生產全過程 — 倉儲運輸的所有環節均納入體系運行管理。各分公司按HACCP計劃要求，每月監測CCP點以及關鍵生產設備與監視設備的運行情況，定期驗證在線監測裝置的有效性，不斷提升關鍵特性指標的過程能力指數；始終

堅持分公司自檢、專業第三方送檢與集團抽檢的三級驗證機制，本集團每月抽檢產品，由通過CNAS認可的實驗中心對食品安全關鍵指標進行檢測驗證，並組織實驗中心、分公司與重點客戶、重點供應商、權威第三方機構定期開展實驗室比對驗證工作，不斷提升各級檢測能力；積極策劃並主動實施各類體系審核、風險評估與內外部流程對標提升活動，如內審、滾動審核、專項審核、LPA檢查、總部飛行檢查、產品追溯演練等工作，對發現的問題及時落實有效整改，推進流程優化與措施標準化，以確保體系有效運行，保證產品安全合規。

2019年，本集團未發生食品安全事故與食品安全類客戶投訴；在2019年國家市場監督管理總局及各級地方政府的監督抽查中，本集團涉及產品100%合格；本集團內外部督查檢查100%合格。

(四) 產品質量與產品召回管理

本集團嚴格按照《印刷業管理條例》、《商品條碼管理辦法》等法規要求，取得印刷經營許可證和商品條碼印刷資格證書，並嚴格按照許可範圍從事印刷經營活動。根據《印刷品承印管理規定》、《商品條碼管理辦法》、《商標法》等相關法律法規要求，建立並保持內控管理制度。如制定《銷售合同控制程序》，接受委託印刷訂單或合同前，收集、評審委託方的註冊商標、商品條碼等相關資質；建立《印前控制程序》，在印刷物承印前，再次驗證並核查委託方的註冊商標、商品條碼等資質資料，確認合規後方可投入印刷。

本集團按照相關法律法規、國家標準，以及中糧集團有關要求，結合自身實際，編製《中糧包裝可追溯體系建設技術規範》和《產品召回管理辦法》，用於指導各分公司、各產品線可追溯體系建設工作；另通過SAP\SPC\QMS\OA\條碼管理等信息化平台建設，不斷提升產品的追溯能力與追溯效率。總部定期組織分公司開展產品召回及可追溯演練，以驗證產品召回控制程序的合理性和有效性。倘若出現產品質量不合格需要召回的情形，本集團將會立即排查涉及的產品範圍，回收有關批次的產品，並研究不合格原因，制定並落實整改措施，驗證並跟蹤改進效果。

2019年，本集團遵守了中國有關產品質量安全及廣告標籤相關的法律法規，未發生因產品質量或廣告標籤問題而需要召回的事件。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

六、反貪污

本集團作為中糧集團下屬企業，嚴格按照國家法律法規及中央紀委國家監委、中糧集團紀檢監察組關於廉潔從業相關規章制度，持續有效地推進黨風廉政建設，防止賄賂、勒索、欺詐、洗錢及反腐敗工作。本集團紀律檢查委員會進行了到期換屆選舉，進一步加強公司紀檢工作體系建設。下屬企業均設立紀檢專員，負責分管本單位的紀檢工作，層層落實廉潔從業監督責任。本集團公開受理舉報投訴的聯繫方式，暢通信件、電話、電郵、短信等舉報渠道，歡迎員工及任何第三方實事求是地檢舉任何與本集團業務有關的違法違規事件。本集團根據相關办理流程開展調查，對於出現違紀違規情形的，經公司核實後視情節輕重和影響程度，給予黨紀和政紀處分，必要時要求賠償經濟損失，若構成犯罪的，依法移送司法機關並追究刑事責任。

2019年度，本集團在落實黨風廉政責任制、從嚴從緊落實中央八項規定精神、開展「不忘初心、牢記使命」主題教育及專項整治、深化巡視整改與基層巡察、開展經常性教育監督強化廉潔意識、激勵幹部擔當作為等方面重點加強，取得了良好效果。

(一) 推動落實廉政建設責任制，切實履行紀委監督執紀問責職責

本集團持之以恆學習貫徹習近平新時代中國特色社會主義思想和黨的十九大精神，深入貫徹黨的十九屆二中、三中、四中全會精神和十九屆中央紀委三次全會精神，重點學習習近平總書記在十九屆中央紀委三次全會上的重要講話精神，認真落實黨風廉政建設和反腐敗工作會議精神。深刻認識堅持黨要管黨、從嚴治黨的現實重要性、緊迫性，組織分級簽署年度主體責任、監督責任及一崗雙責工作責任書共212份，明確各級組織和幹部的廉政建設責任和具體任務要求，強化兩個責任的落實，推動不斷增強黨風廉政建設和反腐敗鬥爭的憂患意識、擔當意識、責任意識。用法治思維和法治方式推進紀委監督責任的履行，明確監督職責，聚焦監督主業，突出監督主責，不斷提高紀委監督執紀問責能力，增強紀委在黨風廉政建設責任之中的獨立性和權威性。依規依紀依法開展執紀問責工作，靈活運用監督執紀四種形態，保持懲治腐敗高壓態勢，一體推進不敢腐、不能腐、不想腐。2019年，本集團處置信訪舉報問題線索5件，分別採取談話函詢數1件、初步核實數2件、立案數2件進行辦理和了結。累計查處違紀、違規、違法人員3人，追責2人，組織處理3人。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

(二) 從嚴從緊落實中央八項規定精神、糾正「四風」，重點整治形式主義、官僚主義

持續鞏固落實中央八項規定精神、糾正「四風」相關成果，加強《履職待遇、業務支出管理辦法》制度規範建設和執行。要求廣大幹部切實提高認識，加強自身建設，從嚴自我要求。着力建立職能大監督網，推動經辦部門、財務、審計及紀檢部門各負其責，信息互通，系統打造，聯手整改，嚴格把關，避免發生違反中央八項規定精神和「四風」問題。推動建立中糧包裝廉政建設和反腐敗工作協調小組，履行好專責監督職責，對違反中央八項規定精神和「四風」問題堅決查處。將學習落實集中整治形式主義、官僚主義的工作作為正風肅紀、反對「四風」的首要任務。對照五個方面整治重點，集中力量組織開展深入調研和摸清查擺各級單位存在的形式主義、官僚主義突出問題和具體表現，嚴格監督推動落實整治形式主義、官僚主義的工作方案制定和落實。按照上級要求嚴格執行年度7個重要節假日廉潔情況監督檢查報告機制，節前堅持做好通知和提醒，通過內網、郵件、微信、警示簡報等方式密集強化提醒，強調嚴禁公款吃喝、公款送禮、嚴禁公車私用、嚴禁濫發獎金津貼等違規行為。

(三) 統籌推進「不忘初心、牢記使命」主題教育整改落實、專項整治與巡視整改、巡察整改工作

2019年，本集團紀委突出政治監督，加強日常監督、長期監督，協同黨委統籌推進主題教育整改落實、專項整治與巡視整改、巡察整改工作，確保黨中央各項決策部署落實到位，服務公司改革發展大局。全程監督開展「不忘初心、牢記使命」主題教育，紀委書記深入基層，列席專題民主生活會，督促各級單位圍繞「守初心、擔使命、找差距、抓落實」的總要求，結合實際紮實推進主題教育檢視問題整改落實工作。累計推動召開7次專題會議，逐項研判檢查整改落實情況。對本集團40個需整改落實問題，制定141項具體舉措，並全部完成。制定下發《中糧包裝「不忘初心、牢記使命」主題教育專項整治工作方案》，督促抓好主題教育8+1專項整治工作，未發現專項整治違規問題。同時，持續深化中央巡視整改主體責任，杜絕搞形式、走過場，並推動形成常態化、長效化機制。檢查推動本集團認領查找的30個問題188條舉措和三個專項治理問題的持續整改工作，嚴格按照中糧集團巡視整改「六個到位」要求，逐條逐項自查，逐條逐項銷號，努力做到真改、實改，並按中糧集團要求定期報告情況。建立巡視整改和巡察上下聯動格局，規範建立工作機構，制定《中糧包裝黨委巡察工作規劃(2019-2022年)》及2019年巡察工作計劃，召開5次巡察工作會議，嚴格落實巡察工作六大環節40項程序，完成天津公司和哈爾濱公司巡察任務。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

環境、社會及管治報告

管理層論述及分析

(四) 開展經常性廉潔從業教育，嚴明紀律紅線，做到防範在前、警示教育在前

本集團組織召開了兩次年度黨風廉政建設和反腐敗工作會議暨從嚴治企警示教育大會，通報了中糧集團內外查處的有關違規違紀違法典型案件，以案明紀進行警示教育，重點對《中國共產黨紀律處分條例》《中國共產黨問責條例》等重要規章紀律進行解讀培訓。開展經常性規章紀律教育，嚴明廉潔紅線，通過內網「廉潔從業窗口」版塊、微信群等方式多渠道開展宣傳教育，建立定期發佈警示簡報機制，每周微信群發佈「廉潔一練」、每兩月發佈一期警示教育簡報、在公司各類各層培訓班中開展紀律意識和警示案例課程等，加強經常性紀律教育，嚴明紀律紅線，努力做到防範在前，警示在前、教育在前，推動風清氣正企業氛圍建設。加強選人用人監督，嚴格「凡提四必」要求，堅持實行「三必談」制度。2019年，本集團針對黨委管理經理人先後開展了14人次任職廉政談話、開具經理人廉潔從業結論性評價意見32人次，開展廉潔知識競賽和測試4次、115人次，並要求經理人簽訂廉潔從業自查承諾書，通過談話、培訓、測試、自查等不同方式強化經理人的廉潔從業意識，認真落實經理人選用及管理監督責任。

企業管治報告

(五) 積極主動作為，激勵廣大幹部新時代新擔當新作為，推動營造良好幹事創業氛圍

2019年，本集團認真學習中央關於監督執紀「四種形態」精神，嚴格落實《中糧包裝監督執紀「四種形態」實施辦法》，同時也落實好新時期激勵廣大幹部敢擔當、敢作為的要求。認真貫徹落實習近平總書記「三個區分開來」、建立容錯糾錯機制的重要思想和《關於進一步激勵廣大幹部新時代新擔當新作為的意見》，結合實際制定了《中糧包裝貫徹「三個區分開來」、建立容錯糾錯機制實施辦法》，從制度層面建立容錯糾錯機制，堅持「支持實幹、激勵創新，實事求是、客觀公正，把握政策、區分對待，嚴守底線、精準量紀」的工作原則，努力營造鼓勵創新、寬容失誤的良好氛圍，讓廣大幹部卸下包袱、放開手腳幹事。本集團紀委進一步加強紀檢系統隊伍建設，通過推動加強政治學習，督促提高政治性、政策性和專業性；通過抽調紀檢人員積極參與主題教育、巡視整改和巡察工作等，「以幹代訓」，提高紀檢人員的履職能力。

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

董事及高級管理人員簡介

執行董事



張新，現年57歲，為本公司執行董事兼董事會主席。張先生主要負責本集團的整體管理、重大決策、策略計劃及業務發展。張先生於1995年1月加入本集團，2008年6月23日獲委任為執行董事及於2015年3月23日獲委任為董事會主席。他在包裝業擁有逾20年經驗。張先生2011年11月起擔任中國包裝聯合會副會長。張先生於1983年獲得南昌航空工業學院（現稱為南昌航空大學）航空機械加工學士學位，並於2002年獲得東南大學工商管理碩士學位。於2005年，張先生因對中國工程技術發展有傑出的貢獻獲享中國國務院政府特殊津貼。他是高級工程師。



張曄，現年46歲，為執行董事兼總經理。張先生主要負責本集團日常營運管理。張先生於1995年4月加入本集團，歷任銷售經理、銷售總監、本公司附屬公司的總經理、總經理助理、副總經理等職務。彼於2011年7月至2016年1月期間曾兼任本集團總法律顧問。彼於2016年12月22日獲委任為執行董事及於2016年7月19日獲委任為本公司總經理，現為本公司若干附屬公司的董事。彼於包裝行業擁有逾20年經驗。張先生於1995年畢業於上海復旦大學物理專業大學專科，並於1999年獲上海復旦大學成人教育學院企業管理學士學位。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

董事及高級管理人員簡介

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

非執行董事



李明華，現年51歲，為非執行董事。李先生於2020年3月17日獲委任為非執行董事。李先生於2000年8月至2006年4月擔任中國糧油食品進出口(集團)有限公司(現稱為中糧集團有限公司)公關新聞部總經理，2006年4月至2007年10月擔任中國糧油食品(集團)有限公司(現稱為中糧集團有限公司)戰略部副總監兼品牌管理部總經理，2007年10月至2008年6月擔任中糧集團有限公司研發部副總監兼品牌管理部總經理，2008年6月至2019年5月中糧集團有限公司黨群紀檢監察部門工作，曾任黨群工作部(企業文化部)部長，2019年6月至今擔任中糧集團有限公司人力資源部總監。

李先生於1993年7月獲得中國人民大學文學碩士學位，2009年9月獲得中歐國際工商學院工商管理碩士學位。



陳前政，現年56歲，為非執行董事。陳先生於2016年12月22日獲委任為非執行董事。陳先生於1987年2月至2006年5月歷任武漢中糧進出口公司(為中國糧油食品進出口(集團)有限公司(現稱為中糧集團有限公司)的全資附屬公司)的經理、總經理助理、副總經理及總經理等職務。彼於2006年5月至2008年7月擔任中國糧油食品(集團)有限公司(現稱為中糧集團有限公司)肉食部總經理。彼亦於2008年7月至2016年11月擔任中糧肉食投資有限公司副總經理，同時歷任中糧肉食投資有限公司營銷部總經理、貿易部總經理、冷鏈物流部常務副總經理。陳先生於1985年7月畢業於華中農業大學並取得學士學位，2002年5月獲得高級國際商務師資格。



周原，現年33歲，為非執行董事。周原先生於2016年2月25日獲委任為本公司非執行董事。周原先生自2010年11月起出任深圳證券交易所上市公司及本公司主要股東奧瑞金包裝副董事長兼董事，及自2016年1月起出任深圳證券交易所上市公司黃山永新股份有限公司(「黃山永新」)董事。周原先生於2010年12月獲得澳大利亞蒙納士大學機械工程學的工程學士(榮譽)學位。

董事及高級管理人員簡介



沈陶，現年49歲，為非執行董事。沈先生於2016年2月25日獲委任為非執行董事。沈先生於包裝行業擁有超過23年高層管理經驗，包括任職上海申井鋼材加工有限公司總經理、上海寶翼製罐有限公司總經理、上海寶鋼產業發展有限公司總經理助理，以及寶鋼金屬有限公司總經理助理。沈先生於2008年7月加入奧瑞金包裝，並自2010年10月起出任奧瑞金包裝董事，從2008年10月至2014年2月出任奧瑞金包裝副總經理，自2014年2月起出任奧瑞金包裝總經理及自2016年1月起出任黃山永新董事。沈先生於2015年1月獲得北京大學工商管理碩士學位。沈先生亦於2004年3月獲得中國商業職業技能鑒定指導中心及全國高級經營師評審委員會頒授的高級經營師資格。

獨立非執行董事



鄭毓和，現年59歲，為獨立非執行董事。鄭先生於2008年6月23日獲委任為董事。鄭先生分別為英格蘭及威爾士特許會計師公會、香港會計師公會及加拿大安大略省特許會計師公會的資深會員。鄭先生擁有超過30年審計、財務及業務管理經驗。彼自1999年起在香港獨資經營註冊會計師行鄭毓和會計師行。

鄭先生亦為香港潮州商會董事及香港復康力量的名譽總理。

鄭先生現為眾多聯交所上市公司獨立非執行董事，即資本策略地產有限公司、香港建設(控股)有限公司、創興銀行有限公司、萊蒙國際集團有限公司、廖創興企業有限公司、金榜集團控股有限公司、正大企業國際有限公司、大唐西市絲路投資控股有限公司、卓珈控股集團有限公司、新百利融資控股有限公司、凱知樂國際控股有限公司及卜蜂國際有限公司。鄭先生曾為卜蜂蓮花有限公司(曾於聯交所上市之公司，直至於2019年10月29日除牌)之獨立非執行董事。

鄭先生於1983年7月在英格蘭肯特大學畢業，取得會計學士學位，並於1984年8月在英格蘭倫敦經濟學院取得會計及金融碩士學位。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

董事及高級管理人員簡介

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告



潘鐵珊

潘鐵珊，現年59歲，為獨立非執行董事。潘先生於2016年9月1日獲委任為董事。他擁有曼徹斯特大學工商管理榮譽碩士學位。潘先生現任天宸康合資產管理有限公司投資總監，並曾任亞洲創富證券有限公司行政總裁和阿仕特朗資本管理有限公司首席投資總監。彼於衍生工具市場的策略買賣及套利、一級及二級股票市場的營銷管理、高淨值客戶的銷售及資產管理以及投資諮詢等金融範疇具備逾32年經驗。

彼自2015年至今為專業財經分析及評論家協會副主席及香港寧夏青年會榮譽顧問。潘先生曾為香港期貨交易所有限公司董事會董事（1995年至1999年）、香港聯合交易所期權結算所有限公司董事會董事（1997年至2000年）、香港證券專業學會會籍委員會委員（1998年至2002年）、衍生工具市場諮詢顧問委員會委員（2000年至2003年）、香港證券專業學會專業教育委員會委員（2002年至2004年）及香港壽臣山獅子會會員。

潘先生現時為於聯交所上市的康宏環球控股有限公司（股份代號：1019）的獨立非執行董事。潘先生曾於2016年4月8日至2019年6月5日擔任於聯交所上市的中國新經濟投資有限公司的獨立非執行董事。



陳基華

陳基華，現年52歲，為獨立非執行董事。陳先生於2019年7月2日獲委任為董事。陳先生於1995年10月至1998年1月任紅牛維他命飲料有限公司財務總監；1998年9月至1999年6月任沙特阿拉伯ALJ（中國）有限公司財務總監；1999年7月至2001年4月任吉通網絡通訊股份有限公司副總裁及財務總監；2001年4月至2010年10月任中國鋁業股份有限公司（一間於聯交所、上海交易所及紐約交易所上市的公司）執行董事、副總裁及財務總監；2008年3月至2010年10月任農銀匯理基金管理有限公司董事；2009年5月至2010年10月任中鋁海外控股有限公司總裁；2010年11月至2011年10月任中國太平洋保險（集團）股份有限公司（一間於聯交所及上海交易所上市的公司）副總裁。

陳先生亦於2011年10月起任北京厚基資本管理有限公司董事長；於2014年7月起任深圳創金合信基金管理公司的獨立董事；於2017年1月起任中鐵高新工業股份有限公司（一間於上海交易所上市的公司）的獨立董事；於2017年6月起任黃山永新股份有限公司（一間於深圳交易所上市的公司）的獨立董事；及於2016年6月起任江蘇沃田集團股份有限公司（一間於全國中小企業股份轉讓系統上市的公司）的董事。

陳先生於1994年3月獲得中央財政金融學院會計專業碩士學位。他亦是中國的高級會計師。

董事及高級管理人員簡介

非執行董事(前任)



余友枝

余友枝，現年56歲，於2017年8月15日獲委任為非執行董事及於2020年3月17日辭任。余女士於2003年4月至2006年4月擔任中國糧油食品進出口(集團)有限公司(現稱為中糧集團有限公司)直屬黨委辦公室副主任及於2006年4月至2008年12月擔任中國糧油食品(集團)有限公司(現稱為中糧集團有限公司)直屬黨委辦公室主任。彼亦於2008年至2016年間擔任中糧集團有限公司黨群工作部(企業文化部)副部長、兼任黨群工作部(企業文化部)工會辦公室主任及工會副主席。余女士於1985年獲得武漢大學哲學學士學位。

獨立非執行董事(前任)



傅廷美

傅廷美，現年53歲，於2008年6月23日獲委任為獨立非執行董事及於2019年7月2日辭任。傅先生在投資、財務、法律和業務管理方面擁有廣泛的經驗。於1992年至2003年，他任職於香港多家投資銀行公司參與多項企業融資交易，包括先後出任百富勤融資有限公司董事，以及擔任法國巴黎百富勤融資有限公司副董事總經理及其後晉升董事總經理。他目前從事私人投資業務。傅先生現任於聯交所上市的公司國泰君安國際控股有限公司、中國郵政儲蓄銀行股份有限公司、華潤醫藥集團有限公司及中糧肉食控股有限公司的獨立非執行董事。在過去3年，傅先生也曾為聯交所上市公司北京控股有限公司的獨立非執行董事。傅先生畢業於倫敦大學，分別於1989年和1993年獲法律碩士和博士學位。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

董事會 報告





董事會報告

董事會欣然呈報本年報及本集團截至2019年12月31日止年度的經審核綜合財務報表。

主要業務及業務審視

本公司的主要業務為投資控股。本公司附屬公司主要從事消費品所使用的包裝產品的生產。於截至2019年12月31日止年度，本集團的主要業務在性質上並無重大變動。使用財務關鍵表現指標對本集團本年度表現作出之分析載於本年報第94頁至105頁的管理層論述及分析。

就香港法例第622章《公司條例》附表5要求進行之討論及分析，包括對本集團業務之中肯審視、對本集團面對之主要風險及不明朗因素的討論以及本集團業務相當可能進行之未來發展的揭示，已載於本年報「主席致函」、「總經理報告」「管理層論述及分析」及「財務報表附註」幾節內。上述幾節乃本報告之一部份。

業績及股息

本集團截至2019年12月31日止年度的利潤及本集團於該日的財務狀況載於本年報第178頁至第297頁的財務報表內。董事會建議派發截至2019年12月31日止年度末期股息每股普通股人民幣0.057元(相等於6.4港仙)(2018年：人民幣0.048元，相等於5.6港仙)。本公司已於2019年9月25日派付中期股息每股普通股人民幣0.073元(相當於8.0港仙)(2018年：人民幣0.060元，相當於6.8港仙)。

董事會建議於2020年7月20日(星期一)或之後向在2020年7月3日(星期五)(「股權登記日」)名列本公司股東名冊的股東派發截至2019年12月31日止年度的末期股息。

根據中國國家稅務總局(「國家稅務總局」)於2009年4月22日發出並自2008年1月1日起實施的《關於境外註冊中資控股企業依據實際管理機構標準確定為居民企業有關問題的通知》(「該通知」)，倘以下所有條件適用於中國或在中國進行，中國企業或企業集團控制的並在中國境外註冊的企業應被視為在中國境內有實際管理機構的居民企業，或「非境內註冊居民企業」：(1)負責日常經營及管理辦公場所的高層管理人員；(2)財務管理及人力資源的決策或授權部門；(3)企業的主要資產、會計賬簿、公司印章及股東會議或董事會會議紀要檔案；及(4)企業50%或以上有投票權的董事或高層管理人員經常居住於中國境內。中資控制的非境內企業是否為非境內註冊居民企業須由境外中資控制企業的實際管理機構所在地或其控制者所在地的地方稅務機關進行初步審核，並由國家稅務總局最終確認。

誠如本公司日期為2013年6月9日的公告所披露，本公司已收到國家稅務總局的批覆，確認本公司於2013年1月1日起為中國居民企業。因此，本公司將就2019年度建議末期股息實施企業所得稅代扣代繳安排。

管理層論述及分析

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

根據該通知、中國法例《企業所得稅法》及《實施條例》，本公司向非居民企業股東派發2019年度建議末期股息時，須代扣代繳10%的企業所得稅。對於在股權登記日名列本公司股東名冊的所有以非個人名義登記的股東（包括香港中央結算（代理人）有限公司，其他企業代理人或受託人如證券公司、銀行等，或其他組織及團體皆被視為非居民企業股東），本公司將扣除10%的企業所得稅後派發2019年度建議末期股息；對於向在股權登記日名列本公司股東名冊的所有自然人股東派發2019年度建議末期股息時，本公司將不代扣代繳個人所得稅。

任何名列本公司股東名冊上的依法在中國境內成立，或者依照外國（或地區）法律成立但實際管理機構在中國境內的居民企業（如中國《企業所得稅法》中所定義），如不希望本公司代扣代繳上述10%的企業所得稅，請在2020年6月26日（星期五）下午四時三十分或之前向本公司之股份過戶登記處香港中央證券登記有限公司呈交其主管稅務機關所出具以證明本公司毋須就其所享有之股息代扣代繳企業所得稅之文件。

請廣大投資者認真閱讀上文內容。如需更改本公司股東名冊內之持有人身份，請向代理人或受託人查詢相關手續。本公司將嚴格根據法律及有關政府部門的要求，並依照股權登記日的本公司股東名冊所載資料代扣代繳非居民企業股東的企業所得稅。對於任何因股東身份未能及時確定或確定不準而提出的任何要求或對代扣代繳企業所得稅的爭議，本公司將不承擔責任及不予受理。

財務資料摘要

本集團過往五個財政年度已發佈的業績及資產、負債及非控股權益摘要載於本年報第298頁，乃摘錄自經審核綜合財務報表並已適當地重列／重新分類。該摘要並不構成經審核財務報表的一部份。

物業、廠房及設備

本公司及本集團於年內物業、廠房及設備的變動詳情載於經審核財務報表附註13。

股本及股份期權

有關本公司於截至2019年12月31日止年度的股本變動詳情載列於財務報表附註30。

股東於2009年10月23日以書面決議案有條件地批准了一項股份期權計劃（「股份期權計劃」）。股份期權計劃由2009年11月16日起生效，有效期為十年。股份期權計劃的條款符合上市規則第17章的條文規定（如適用）。

股份期權計劃旨在吸引、挽留及鼓勵本集團的高級管理層人員及主要僱員。董事會可酌情並按其認為適合的條款向本集團任何董事（執行或非執行）、監事、高級行政人員、主要技術人員、經理、僱員授出可根據股份期權計劃認購股份的股份期權。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

董事會報告

管理層論述及分析

根據股份期權計劃授出股份期權的要約須於作出要約起計28日內接納。每名股份期權之承授人須於接納授出股份期權的要約時向本公司支付1.00港元。根據股份期權計劃授出的任何特定股份期權的股份認購價由董事會酌情決定，惟認購價須為以下三項的最高者：(i)於要約當日聯交所每日報價表所載股份的收市價；(ii)於緊接要約日前五個營業日聯交所每日報價表所載股份的平均收市價；或(iii)於要約日的股份面值。截至2019年12月31日止年度根據股份期權計劃並無可發行股份。

本公司有權授出股份期權，惟因行使根據股份期權計劃及本公司任何其他股份期權計劃所授出之所有股份期權而可發行的股份總數，不得超過股份首次在聯交所上市之日已發行股份總數的10%。如果授予本公司一名主要股東或其任何聯繫人士的股份期權，將導致於截至授出當日(包括該日在內)止12個月期間已授予及將授予該人的所有股份期權(包括已行使、已註銷及尚未行使者)獲行使後而發行及將予發行的股份：(i)合共佔已發行股份0.1%以上；及(ii)總值(按授出日的股份收市價計算)超過5,000,000港元，則該等股份期權的授出須經股東在股東大會上以投票方式表決批准，方可作實。

先前於2011年10月12日向參與者授出的股份期權已於2017年12月20日失效，本公司自此並無授出任何股份期權。截至2019年12月31日止年度，本公司並無尚未行使之股份期權，因此期內並無股份期權被行使、註銷或失效。

除上文所披露者外，於截至2019年12月31日止年度內，本公司並無採納任何其他股份期權計劃。

可供分派儲備

於2019年12月31日，本公司可供分派儲備乃根據香港公司條例第291、297及299條條文計算，約為人民幣73,437,000元(2018年：約人民幣64,106,000元)，其中約人民幣65,635,000元(2018年：約人民幣56,379,000元)為年內建議派發之末期股息。

主要客戶及供應商

截至2019年12月31日止年度，本集團的最大及五大客戶分別佔本集團銷售總額約11.9%及40.5%。年內本集團的最大及五大供應商合共佔本集團購買總額約22.4%及50.0%。

截至2019年12月31日止年度，本公司董事或其任何緊密聯繫人或任何股東(據董事所知悉擁有本公司已發行股份5%以上)概無於本集團五大客戶或五大供應商中擁有任何實益權益。

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

董事及董事服務合約

年內及直至本年度報告日期董事名單載列如下：

執行董事：

張新先生(主席)
張擘先生(總經理)

非執行董事：

李明華先生(於2020年3月17日獲委任)
余友枝女士(於2020年3月17日辭任)
陳前政先生
周原先生
沈陶先生

獨立非執行董事：

鄭毓和先生
傅廷美先生(於2019年7月2日辭任)
潘鐵珊先生
陳基華先生(於2019年7月2日獲委任)

根據公司章程第103條及第108條，周原先生、沈陶先生、鄭毓和先生和李明華先生將於2020年股東週年大會上輪值退任及符合資格並願膺選連任。

各董事訂立了為期三年的具體委任條款。

概無擬於2020年股東週年大會上膺選連任的董事與本公司之間訂立本公司於一年內不能決定免付賠償(法定賠償除外)而終止的服務合約。

本公司已收取各獨立非執行董事根據上市規則第3.13條之規定提交確認其符合獨立性之週年確認書。本公司認為所有獨立非執行董事均符合載於上市規則第3.13條之獨立性指引，並根據該指引條文屬獨立人士。

附屬公司董事

年內及直至本年度報告日期，出任本集團附屬公司董事之名單，現詳列如下：

張新
張擘
施于
呂青*
趙偉
顧小雷
黃進
楊小燕
王繼良
Goh Hock Huat*
季力方
蓋軍
龔謝龍
馬斌雲
陳燕玲*
張興松

* 他/她已經辭任本集團有關附屬公司董事職務。

董事會報告

管理層論述及分析

董事及高級管理人員簡介

董事及本集團高級管理人員簡介資料載於本年報第149頁至第153頁。

董事的交易、安排及合約權益

本年度內，董事或董事之關連實體概無在對本集團有重大影響之任何交易、安排及合約（本公司控股公司、本公司或本公司任何附屬公司或同系附屬公司為合約訂約方）中直接或間接擁有重大權益。

董事酬金

董事酬金須於股東大會取得股東批准方可作實。其他酬金由薪酬委員會根據本公司的公司章程經參照市況、董事職責及表現以及本集團業績予以釐定。

董事酬金之詳情載於綜合財務報表附註8。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

截至2019年12月31日，除下文所披露者外，本公司董事或主要行政人員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8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文本公司董事或主要行政人員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任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

於本公司相關股份的權益

董事姓名	身份／權益性質	所持相關股份好倉數目	佔權益概約百分比 (附註1)
張新先生	實益擁有人	14,560,000 (附註2)	1.25%
張曄先生	實益擁有人	9,366,000 (附註3)	0.81%

附註：

- (1) 百分比乃根據於2019年12月31日已發行的股份總數，即1,160,949,000股股份計算。
- (2) 張新先生於14,560,000股股份中擁有權益，包括(i)12,500,000股股份，即其根據日期為2016年5月22日之認購協議向本公司認購之股份，由威合有限公司代其持有；及(ii)2,060,000股股份由本人持有。
- (3) 張曄先生於9,366,000股股份中擁有權益，包括(i)8,500,000股股份，即其根據日期為2016年5月22日之認購協議向本公司認購之股份，由威合有限公司代其持有；及(ii)866,000股股份由本人持有。

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

主要股東及其他人士於股份及相關股份的權益及淡倉

截至2019年12月31日，就本公司董事所知悉，以下人士(本公司董事或主要行政人員除外)於股份及相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部條文的規定向本公司披露，或根據證券及期貨條例第336條的規定須記錄於本公司所存置的權益登記冊內：

主要股東及其他人士	附註	身份／權益性質	持有股份數目	佔本公司已發行股本權益總額的概約百分比 (附註6)
中國食品(控股)有限公司 (「中國食品(控股)」)	(1)	登記持有人權益	330,658,800	28.48%
中糧集團(香港)有限公司 (「中糧(香港)」)	(1)及(2)	受控法團權益	330,658,800	28.48%
中糧集團有限公司(「中糧集團」)	(1)及(4)	受控法團權益	330,658,800	28.48%
奧瑞金科技股份有限公司 (「奧瑞金科技」)	(1)及(3)	受控法團權益	271,667,200	23.40%
上海原龍投資控股(集團) 有限公司(「上海原龍」)	(1)及(3)	受控法團權益	271,667,200	23.40%
周雲傑先生	(1)及(3)	受控法團權益	271,667,200	23.40%
永隆銀行信託有限公司	(1)及(5)	信託受託人	88,500,000	7.62%
Antopex Limited	(1)及(5)	另一人士代理人	88,500,000	7.62%
創能企業有限公司	(1)及(5)	受控法團權益	88,500,000	7.62%
威合有限公司	(1)及(5)	登記持有人權益	88,500,000	7.62%
Yuanhao Greater China Fund	(1)	實益擁有人	60,000,000	51.7%

附註：

- (1) 於股份中的好倉。
- (2) 中國食品(控股)為中糧(香港)的全資附屬公司。因此，中糧(香港)被視為於中國食品(控股)持有的330,658,800股股份中擁有權益。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

董事會報告

管理層論述及分析

- (3) 奧瑞金發展有限公司及湖北奧瑞金製罐有限公司(「湖北奧瑞金」)分別持有269,341,200股及2,326,000股股份。奧瑞金發展有限公司為奧瑞金國際控股有限公司之全資附屬公司。奧瑞金國際控股有限公司及湖北奧瑞金為奧瑞金科技的全資附屬公司。奧瑞金科技由上海原龍及北京二十一兄弟商貿有限公司分別擁有約44.46%及約0.74%，而上海原龍及北京二十一兄弟商貿有限公司由周雲傑先生分別擁有約78.00%及80.00%。因此，周雲傑先生、上海原龍及奧瑞金科技被視為於奧瑞金發展有限公司和湖北奧瑞金持之所有股份中擁有權益。
- (4) 中糧(香港)及中國食品(控股)為中糧集團的全資附屬公司。因此，中糧集團被視為於中糧(香港)及中國食品(控股)所持股份擁有權益。
- (5) 威合有限公司的全部股本由創能企業有限公司持有，而創能企業有限公司的全部股本則由Antopex Limited持有，後者為永隆銀行信託有限公司全資擁有代理人。

企業管治報告

- (6) 有關百分比乃根據於2018年12月31日已發行股份總數(即1,160,949,000股股份)計算。

除上文所披露者外，截至2019年12月31日，本公司並無獲悉有任何其他人士(本公司董事或主要行政人員除外)於股份或相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部條文的規定向本公司披露或根據證券及期貨條例第336條的規定須記錄於本公司所存置的權益登記冊內。

股票掛鈎協議

截至2019年12月31日止年度，本公司並無訂立任何股票掛鈎協議。

環境、社會及管治報告

足夠公眾持股量

根據本公司所得的公開資料並就董事所知，董事確認本公司於本年度報告寄發前的最後實際可行日期，一直維持根據上市規則規定的公眾持股量。

關連交易及持續關連交易

目前組成本集團的公司與不同人士進行了多項交易，根據上市規則，該等人士為本公司的關連人士。根據上市規則，該等交易為關連交易及持續關連交易，並須根據上市規則第14A章要求於下文披露。關連交易及持續關連交易之詳情如下：

董事及高級管理人員簡介

I. 關連交易

1. 收購浙江紀鴻包裝有限公司(「紀鴻包裝」)的14.1%股權

於2019年3月14日，中糧包裝投資有限公司(「中糧包裝投資」)(本公司的間接全資附屬公司)與堆龍鴻暉新材料技術有限公司(「堆龍鴻暉」)訂立股權轉讓協議，據此，中糧包裝投資同意以代價人民幣78,500,000元向堆龍鴻暉收購紀鴻包裝的14.1%股權。於股權轉讓協議完成後，紀鴻包裝將由中糧包裝投資擁有約68.8%的權益。

董事會報告

由於奧瑞金科技為本公司的主要股東，故根據上市規則第14A.07(1)條，其間接全資附屬公司堆龍鴻暉為本公司於發行人層面的關連人士。因此，根據上市規則第14A章，股權轉讓協議構成本公司的關連交易。

上述關連交易的詳情於本公司日期為2019年3月14日的公告中披露。

2. **收購無錫華鵬瓶蓋有限公司(「無錫華鵬」)的23%股權**

於2019年5月14日，中糧包裝美特(香港)有限公司(「中糧包裝美特」)(本公司的全資附屬公司)與皇冠亞太控股私人有限公司(「皇冠亞太」)訂立股權轉讓協議，據此，中糧包裝美特同意以代價人民幣53,398,700元向皇冠亞太收購無錫華鵬的23%股權。於股權轉讓協議完成後，無錫華鵬將由中糧包裝美特擁有約84.48%的權益。

由於皇冠亞太擁有無錫華鵬(本公司非全資附屬公司)的23%股權，故根據上市規則第14A.07(1)條，其為本公司於附屬公司層面的關連人士。因此，根據上市規則第14A章，股權轉讓協議項下的交易構成本公司的關連交易。

上述關連交易的詳情於本公司日期為2019年5月14日的公告中披露。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

II. 持續關連交易

1. **2016年與中糧財務的財務服務協議**

於2016年9月15日，本公司與中糧財務就重續於2013年9月18日本公司與中糧財務訂立的財務服務協議(「2013年財務服務協議」)而訂立財務服務協議(「2016年財務服務協議」)。2016年財務服務協議及2013年財務服務協議之詳情披露可見於本公司日期為2016年9月15日及2013年9月18日之公告，以及本公司日期分別為2016年10月5日及2013年10月11日之通函。於2016年10月24日舉行之股東特別大會上已取得獨立股東之批准。

根據2016年財務服務協議，中糧財務同意於2016年10月24日(在股東特別大會上取得獨立股東批准之日期)起計三年內向本集團提供下列財務服務：

(a) **存款服務**

本集團存放於中糧財務的每日最高人民幣存款額(包括應計利息)不得超過人民幣900,000,000元。存款服務及上述年度上限須遵守上市規則第14A章有關申報、公告、年度審核及獨立股東批准的規定。

董事會報告

管理層論述及分析

(b) 委託貸款服務及其他財務服務

中糧財務已同意根據2016年財務服務協議(i)向本集團提供委託貸款服務，據此中糧財務僅以本集團代理人身份行事，並就委託貸款服務收取手續費及其他服務費用；及(ii)由中糧財務向本集團提供其他財務服務包括結算服務、外匯交易服務及其他相關諮詢及代理服務。中糧財務將會就委託貸款服務及其他財務服務收取不超過人民幣4,000,000元的年度最高上限手續費。上述委託貸款服務及其他財務服務僅須遵守申報、公告及年度審核規定，惟豁免遵守上市規則第14A章項下獨立股東批准之規定。

於2019年1月1日至2019年10月23日期間，每日最高存款額(包括應計利息)達人民幣801,340,000元，而本集團與中糧財務之間概無根據2016年財務服務協議進行委託貸款服務及其他財務服務之交易。

企業管治報告

2. 2017年中糧包裝材料協議

於2017年10月24日，本公司與中糧就重續2014年框架協議訂立供應框架協議(「2017年中糧包裝材料協議」)。根據2017年中糧包裝材料協議，本集團將向中糧集團參照相同或類似產品及服務於相同期間的現行市價供應產品及相關服務，為期三年，自2018年1月1日起開始。2017年中糧包裝材料協議可經訂約雙方協商而續訂，惟須獲得上市規則所要求的必要同意及批准(如必要)。2017年中糧包裝材料協議的詳情於本公司日期為2017年10月24日的公告及日期為2017年11月30日的通函中披露。於2017年12月20日舉行的股東特別大會上已取得獨立股東之批准。

於2019年及2020年，向中糧集團供應的產品及相關服務的經批准最大年度總值分別不得超過人民幣570,000,000元及人民幣670,000,000元。

截至2019年12月31日止年度，根據2017年中糧包裝材料協議將向中糧集團提供的產品及相關服務之價值總額約為人民幣399,445,000元。

環境、社會及管治報告

3. 2017年中糧資訊科技協議

於2017年10月24日，本公司與中糧就重續2014年資訊科技服務框架協議訂立供應框架協議(「2017年中糧資訊科技協議」)。根據2017年中糧資訊科技協議，中糧連同其附屬公司及聯繫人(本集團除外)(「中糧集團」)同意，於2018年1月1日起及至2020年12月31日止期間按相關年度上限為本集團代購資訊科技軟件及資訊科技設施、提供資訊科技服務及市場諮詢服務以及向本集團租賃(「資訊科技產品及服務」)。2017年中糧資訊科技協議可經訂約雙方協商而續訂，惟須獲得上市規則所要求的必要同意及批准(如必要)。2017年中糧資訊科技協議的詳情於本公司日期為2017年10月24日的公告中披露。

董事及高級管理人員簡介

董事會報告

根據2017年中糧資訊科技協議，中糧集團自2019年起至2020年向本集團供應資訊科技產品及服務各自的年度上限如下：(i)就代購資訊科技軟件及資訊科技設施而言，分別為人民幣800,000元及人民幣800,000元；(ii)就提供資訊科技服務及市場諮詢服務而言，分別為人民幣3,000,000元及人民幣3,000,000元；及(iii)就租賃而言，分別為人民幣3,500,000元及人民幣4,000,000元。

截至2019年12月31日止年度，根據2017年中糧資訊科技協議，與(i)購買資訊科技軟件及資訊科技設施；(ii)提供資訊科技服務及市場諮詢服務；及(iii)租賃有關之價值總額分別為人民幣445,000、人民幣2,358,000及人民幣2,257,000元。

4. 2017年奧瑞金包裝材料協議

於2017年10月24日，本公司與奧瑞金包裝就重續2016年買賣框架協議訂立框架協議（「2017年奧瑞金包裝材料協議」）。根據2017年奧瑞金包裝材料協議，自2018年1月1日至2020年12月31日，(i)本集團同意向奧瑞金集團出售，及奧瑞金集團同意自本集團購買印鐵、印鋁及蓋及與該等包裝材料有關的製罐服務及(ii)奧瑞金集團同意向本集團出售及本集團同意向奧瑞金集團購買素鐵、覆膜鐵及鋁及與該等包裝材料有關的製罐服務。有關2017年奧瑞金包裝材料協議之詳情已於本公司日期為2017年10月24日之公告及本公司日期為2017年11月30日之通函中披露。於2017年12月20日舉行之股東特別大會上已取得獨立股東之批准。

根據2017年奧瑞金包裝材料協議，就(i)2019年至2020年本集團向奧瑞金集團出售印鐵、印鋁及蓋及與該等包裝材料有關的製罐服務批准的年度上限分別為人民幣520,000,000元及人民幣550,000,000元；(ii)2019年至2020年奧瑞金集團向本集團出售素鐵、覆膜鐵及鋁及與該等包裝材料有關的製罐服務批准的年度上限分別為人民幣450,000,000元及人民幣500,000,000元。

於截至2019年12月31日止年度，根據2017年奧瑞金包裝材料協議，有關(i)本集團向奧瑞金集團出售印鐵、印鋁及蓋及與該等包裝材料有關的製罐服務；及(ii)奧瑞金集團向本集團出售素鐵、覆膜鐵及鋁及與該等包裝材料有關的製罐服務總值分別為人民幣93,282,000元及人民幣67,776,000元。

5. 2019年與中糧財務的財務服務協議

於2019年11月7日，本公司、中糧包裝投資及中糧財務訂立財務服務協議（「2019年財務服務協議」），據此，中糧財務將向本集團提供(i)存款服務；(ii)貸款服務；(iii)委託貸款服務及(iv)其他金融服務。2019年財務服務協議之詳情披露可見於本公司日期為2019年11月7日之公告，以及本公司日期為2019年11月27日之通函。於2019年12月23日舉行之股東特別大會上已取得獨立股東之批准。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

董事會報告

管理層論述及分析

根據2019年財務服務協議，中糧財務同意於2019年12月23日(在股東特別大會上取得獨立股東批准之日期)起計三年內向本集團提供下列財務服務：

(a) 存款服務

本集團存放於中糧財務的每日最高人民幣存款額(包括應計利息)不得超過人民幣900,000,000元。存款服務及上述年度上限須遵守上市規則第14A章有關申報、公告、年度審核及獨立股東批准的規定。

(b) 委託貸款服務及其他財務服務

中糧財務已同意根據2019年財務服務協議(i)向本集團提供委託貸款服務，據此中糧財務僅以本集團代理人身份行事，並就委託貸款服務收取手續費及其他服務費用；及(ii)由中糧財務向本集團提供其他財務服務包括結算服務、外匯交易服務及其他相關諮詢及代理服務。中糧財務將會就委託貸款服務及其他財務服務收取不超過人民幣4,000,000元的年度最高上限手續費。上述委託貸款服務及其他財務服務僅須遵守申報、公告及年度審核規定，惟豁免遵守上市規則第14A章項下獨立股東批准之規定。

於2019年12月23日至2019年12月31日期間，每日最高存款額(包括應計利息)達人民幣588,189,000元，而本集團與中糧財務之間概無根據2019年財務服務協議進行委託貸款服務及其他財務服務之交易。

企業管治報告

持續關連交易之年度審閱

獨立非執行董事已審閱截至2019年12月31日止年度上述1至5項持續關連交易並確認上述持續關連交易：

1. 於本集團正常及一般業務過程中訂立，
2. 按一般商業條款或按不遜於給予或來自獨立第三方的條款訂立，及
3. 符合規管上述持續關連交易之各項協議之公平合理條款及符合本公司和股東的整體利益。

本公司核數師天職香港會計師事務所有限公司獲委聘遵照香港會計師公會發出的《香港審驗應聘服務準則3000》的歷史財務資料審計或審閱以外的審驗應聘，並參照《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報告。天職香港會計師事務所有限公司已發出其無保留意見函件，當中載有其有關本集團根據上市規則第14A.56條所披露之持續關連交易的結果及結論。本公司已經向聯交所提交核數師函件之副本。

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

本年度報告經審核財務報表附註38所披露的若干關連人士交易根據上市規則亦構成本公司的關連交易或持續關連交易，根據上市規則第14A章須於本報告中披露。本年報綜合財務報表附註38所披露有關主要管理人員薪酬的關連人士交易包括根據上市規則第14A.73(6)條獲豁免遵守申報、公告及獨立股東批准規定的關連交易。除上述者及上文所披露的關連交易及持續關連交易外，董事認為，本年報綜合財務報表附註38披露的所有其他關連人士交易並不屬於上市規則第14A章下「關連交易」或「持續關連交易」(視情況而定)的定義，毋須遵守上市規則項下任何申報、年度審核、公告或獨立股東批准的規定。本公司確認其於本年度之整體年度已遵守上市規則第14A章的披露規定。

董事於競爭業務的權益

依據上市規則第8.10條，董事於競爭性業務中所需權益如下：

董事姓名	公司名稱	競爭業務性質	權益性質	委任日期
周原先生	奧瑞金科技(附註)	包裝產品生產	副主席	2010年11月
			董事	2010年10月
沈陶先生	奧瑞金科技(附註)	包裝產品生產	總經理	2014年2月
			董事	2010年10月

附註：

奧瑞金科技為一間於深圳證券交易所之上市公司(股份代號：002701)及主要股東，佔本公司發行股本的約23.40%。奧瑞金科技主要從事綜合包裝服務包括包裝設計、包裝生產、裝罐及品牌設計及推廣。有關奧瑞金科技業務及財務狀況更多細節，請參考2019年4月30日之年報，於網址<https://www.orgtech.cn/uploadfile/2019/0521/20190521011945794.pdf>可獲得。

雖然周原先生為奧瑞金科技之副主席及董事，沈陶先生為奧瑞金科技之總經理及董事，但彼等已確認，彼等很在意各自職責從而避免權益之衝突。倘若當權益發生衝突時，周原先生及沈陶先生避免參與決策進程並於董事會中放棄相關決議之投票權。基於此以及除了周原先生及沈陶先生，奧瑞金科技本身亦聘有管理人員，董事認為，本公司有能力獨立開展其業務，並與奧瑞金科技保持一定距離。

除上文所披露者外，於2019年12月31日，概無董事被視為可能與本集團直接或間接競爭的業務中擁有任何權益。

管理層論述及分析

企業管治報告

環境、社會及
管治報告

董事及高級管理
人員簡介

董事會報告

董事會報告

管理層論述及分析

購買、出售或贖回本公司之上市證券

由2019年6月至2019年7月，本公司已於聯交所合共購回13,611,000股股份(每股最高價：3.00港元；每股最低價：2.91港元)。購回股份之已付總金額約40,431,000港元。該已購回股份於2019年7月獲註銷。

除上文所披露者外，於截至2019年12月31日止年度內，本公司及其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

獲准許的彌償

截至2019年12月31日止年度，本公司已為其所有董事及高級管理層安排董事及高級職員的責任保險。該等保險為企業活動所產生之相關成本、費用、開支及法律行動之責任提供保障。依據公司章程第171條，本公司各董事或其他主管人員有權就彼等於執行職務時或就此而可能承擔或引致之所有債務(某種程度上被香港公司條例允許)，從本公司之資產中獲得賠償。

管理合約

於年內，本公司並無就本集團的全部及部份業務或任何重要業務的管理或行政工作簽訂或存有任何合約。

遵守法律及法規

本集團業務主要由本公司在聯交所上市之中國附屬公司經營。因此，我們的運營主要遵循中國及香港相關法律法規。

本公司業務經營需要遵守中國法律法規，包括但不限於產品安全、印刷業務、外商投資、勞動與保險事宜、稅收、外匯及環保等方面的法律法規。具體包括《中華人民共和國安全生產法》、《中華人民共和國工業產品生產許可證管理條例》、《危險化學品安全管理條例》、《中華人民共和國產品質量法》、《中華人民共和國商標法》、《中華人民共和國外資企業法》、《中華人民共和國中外合資經營企業法》、《中華人民共和國中外合作經營企業法》、《外商投資企業設立及變更備案管理暫行辦法》、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《中華人民共和國企業所得稅法》、《中華人民共和國外匯管理條例》、《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》等。

截至2019年12月31日止年度，本集團未違反對本集團有重大影響之任何法律法規。

環保政策及表現

本集團致力於促進及維持本地區社會與環境之可持續發展。本集團作為負責任企業，在涉及環境友好、健康及安全、採納有效措施、節能及減排等方面嚴格遵循所有相關法律法規。有關本集團環保政策與表現及本集團與員工主要關係之進一步討論載於本年報「環保、社會及管治報告」章節。所述章節構成本報告之部份。

企業管治報告

環境、社會及管治報告

董事及高級管理人員簡介

董事會報告

與顧客及供應商之主要關係

董事們意識到顧客與商業夥伴是本集團可持續發展之關鍵。本集團致力與商業夥伴建立親密友好關係及為顧客提供更優質服務。

本集團與顧客及消費者保持聯繫並通過多元化方式，如電話、電郵及日常會議來獲得他們的反饋及寶貴意見。

企業管治守則

董事認為本公司於截至2019年12月31日止年度一直遵守上市規則附錄14所載之企業管治守則。

退休計劃

本集團根據強制性公積金計劃條例，為其所有香港僱員設立一項定額供款之強制性公積金退休福利計劃。退休計劃的詳情載列於本年度報告財務報表附註2.4。

股東週年大會

2020年股東週年大會謹定於2020年6月22日(星期一)舉行。

暫停辦理股份過戶登記手續

為釐定股東出席2020年股東週年大會並於會上投票的資格

交回股份過戶文件以作登記之最後時限	2020年6月16日下午4時30分
暫停辦理股份過戶登記手續	2020年6月17日至6月22日(包括首尾兩天)
股權登記日	2020年6月22日

為釐定股東收取末期股息之權利

交回股份過戶文件以作登記之最後時限	2020年6月26日下午4時30分
暫停辦理股份過戶登記手續	2020年6月29日至7月3日(包括首尾兩天)
股權登記日	2020年7月3日

為符合收取建議末期股息及出席2019年股東週年大會的資格，股東必須就有關股份過戶、更改名稱或地址，或遺失股票等事宜聯絡本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

核數師

天職香港會計師事務所有限公司將於2020年股東週年大會上退任，並將在大會上提呈決議案以續聘其為本公司核數師。

主席

張新

香港，2020年4月28日

Independent Auditor's Report 獨立核數師報告



To the members of CPMC Holdings Limited
(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of CPMC Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 178 to 297, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the 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 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.

致中糧包裝控股有限公司全體股東
(於香港註冊成立的有限公司)

意見

本核數師已審核中糧包裝控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第178頁至第297頁的綜合財務報表，當中包括於2019年12月31日的綜合財務狀況表以及截至該日止年度的綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策之概要。

本核數師認為，該等綜合財務報表已按照由香港會計師公會(「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」)，真實公平地顯示 貴集團於2019年12月31日之綜合財務狀況及截至該日止年度之綜合財務業績及綜合現金流量，並已按照香港公司條例而妥為編製。

意見基準

本核數師已根據香港會計師公會頒佈的香港審核準則(「香港審核準則」)進行審核。本核數師於該等準則項下的責任於本核數師報告中的核數師就「審核綜合財務報表須承擔的責任」部分詳述。根據香港會計師公會的專業會計師道德守則(「守則」)，本核數師獨立於 貴集團，並已遵循守則履行其他道德責任。本核數師相信，本核數師所獲得的審核證據充足且適當地為本核數師的意見提供基準。

INDEPENDENT
AUDITOR'S
REPORT
獨立核數師報告

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

Key audit matters

Key audit matters are those matters that, in our professional judgement, 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. We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report, including fulfilment in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審核事宜

根據本核數師專業的判斷，關鍵審核事宜乃為本核數師審核本期間綜合財務報表中最為重要的事項。本核數師在審核綜合財務報表和總結意見時已處理該等事宜，並不會就此等事宜單獨發表意見。本核數師釐定將下文視作關鍵審核事宜的事項於本核數師報告內闡述。就下述各項事宜，本核數師已為各項事宜提供有關本核數師在審核時如何解決該等事宜的詳述。

本核數師已履行於本核數師報告中的核數師就審核綜合財務報表須承擔的責任中所述的責任，包括與該等事宜相關的責任。因此，本核數師的審核包括執行政程序以評估綜合財務報表內存有重大錯誤陳述的風險。本核數師審核程序(包括就解決下述事宜執行的程序)的結果為本核數師對隨附綜合財務報表出具審核意見提供基礎。

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

Key audit matters (continued)

關鍵審核事宜(續)

Key Audit Matter 關鍵審核事宜	How our audit addressed the key audit matter 本核數師於審核時如何解決關鍵事宜
<p><i>Goodwill impairment</i> 商譽減值</p> <p>In accordance with Hong Kong Accounting Standard 36, Impairment of Assets, the Group is required to test the amount of goodwill for impairment annually. The net carrying amount of goodwill of approximately RMB233,973,000 as of 31 December 2019 was material to the consolidated financial statements. In addition, management's assessment on the impairment was complex and highly judgemental and was based on assumptions, specifically budgeted gross margins, discount rates and growth rates, which were affected by expected future market or economic conditions.</p> <p>根據香港會計準則第36號「資產減值」，貴集團須每年釐定商譽減值金額。商譽於2019年12月31日為數約人民幣233,973,000元之賬面淨值對綜合財務報表而言乃屬重大。此外，管理層的減值評估程序較為複雜且涉及高度判斷，並以多項假設為基準，尤其是受到預期未來市況或經濟狀況影響之預算毛利率、現貼率及增長率。</p> <p>Relevant disclosures are included in Note 3 and Note 16 to the consolidated financial statements.</p> <p>相關披露載於綜合財務報表附註3及16。</p>	<p>We understood and tested the processes and key controls of the Group over the assessment on the goodwill impairment;</p> <p>本核數師已了解並檢測 貴集團進行商譽減值評估的流程和關鍵控制措施；</p> <p>We obtained the relevant cash-generating unit's cash flow forecasts prepared by management for goodwill impairment and assessed the historical accuracy of management's forecasts by comparing the current year actual cash flows with the prior year cash flow forecasts;</p> <p>本核數師已獲得管理層為商譽減值目的而編製的相關現金產生單位現金流量預測，並通過比較本年實際現金流量與上年現金流量預測評估管理層預測的歷史準確度；</p> <p>We considered management's estimation and challenged the appropriateness of key assumptions (such as budgeted gross margins, discount rates and growth rates) adopted on in the value-in-use calculations by:</p> <p>本核數師已審議管理層作出的估計，並對使用價值計算法中所採用關鍵假設(如預算毛利率、貼現率及增長率)的適當性提出了質疑，方法如下：</p> <ul style="list-style-type: none"> • Comparing the budgeted gross margins with the Group's past performance, taking into consideration of market trends; • 將預算毛利率與 貴集團過往的表現進行對比，並考慮市場趨勢； • Assessing the discount rates by considering weighted average cost of capital for the individual cash-generating unit and comparable companies in the open market, as well as considering territory specific factors, such as risk free interest rate and debt ratio prevailing in relevant market; and • 通過考慮個別現金產生單位及公開市場上可資比較公司的加權平均資本成本以及考慮領域特定因素(如相關市場普遍存在的無風險利率和債務比率)來評估貼現率；及 • Comparing the growth rates used in the five-year forecast period with the approved budget and market development of the relevant business and industry. • 將五年預測期中所用的增長率與經核准預算及相關業務和行業的市場動態進行對比。

INDEPENDENT
AUDITOR'S
REPORT
獨立核數師報告

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

Key audit matters (continued)

關鍵審核事宜(續)

Key Audit Matter 關鍵審核事宜	How our audit addressed the key audit matter 本核數師於審核時如何解決關鍵事宜
<p><i>Goodwill impairment (Continued)</i> 商譽減值(續)</p>	<p>We evaluated management's assessment of the sensitivity of the Group's impairment model against reasonably possible changes around the key assumptions.</p> <p>本核數師已評估管理層就 貴集團減值模型對主要假設的合理可能變動的敏感度作出的評估。</p> <p>Based on the procedures described, we consider the judgements and estimates made by management in respect of impairment assessment on goodwill were supported by available evidence.</p> <p>基於上述程序，本核數師認為管理層就商譽減值評估所作出的判斷和估計均有證據提供支持。</p>
<p><i>Impairment of trade receivables</i> 貿易應收款減值</p> <p>As at 31 December 2019, the balance of trade receivables of the Group was RMB1,708,817,000, which constituted a significant portion of total assets as at 31 December 2019 and the Group was exposed to credit risks thereof. The Group recognises an allowance based on the expected credit loss ("ECL") approach under Hong Kong Financial Reporting Standard 9, Financial Instruments. The measurement of the ECL requires the application of significant judgement and estimates, such as the expected future cash flows and forward-looking factors specific to the debtors and the economic environment.</p> <p>於2019年12月31日， 貴集團之貿易應收款結餘為人民幣1,708,817,000元，佔2019年12月31日總資產之絕大部分，故 貴集團面臨相關信貸風險。 貴集團根據香港財務報告準則第9號「金融工具」項下的預期信貸虧損(「預期信貸虧損」)法確認撥備。預期信貸虧損計量方式須作出重大判斷及估計，如預期未來現金流量以及有關債務人的特定前瞻性因素及經濟環境。</p> <p>Relevant disclosures are included in Note 3 and Note 21 to the financial statements.</p> <p>相關披露載於財務報表附註3及21。</p>	<p>Our audit procedures included the assessment of the design, implementation and operating effectiveness of key internal controls which govern credit control, debt collection and estimates of expected credit losses.</p> <p>本核數師的審核程序包括評估規管信貸監控、債務收取及估計預期信貸虧損之關鍵內部控制的設計、實施及運作成效。</p> <p>We also assessed the reasonableness of management's expected credit loss allowances by examining the information used by management to form such judgements and estimates, including checking the accuracy of the historical default information, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information.</p> <p>本核數師亦藉檢測管理層用以形成相關判斷及估計的資料(包括核查過往違約資料的準確性、評估過往虧損率是否按目前經濟狀況及前瞻性資料來適切調整)來評估管理層預期信貸虧損撥備的合理性。</p> <p>We also reviewed the Group's subsequent collection of the trade receivables.</p> <p>本核數師亦審查 貴集團日後收回貿易應收款的情況。</p>

Independent Auditor's Report

獨立核數師報告

INDEPENDENT
AUDITOR'S
REPORT
獨立核數師報告

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

Other matter

The consolidated financial statements of the Group for the year ended 31 December 2018 were audited by another auditor. Except for the qualified opinion on the valuation of an investment in a joint venture, the rest of the consolidated financial statements give a true and fair view. Details of the audit opinion are set out in the independent auditor's report dated 26 March 2018.

Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than 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 the directors for the consolidated financial statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and 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.

其他事宜

貴集團截至2018年12月31日止年度的綜合財務報表由另一名核數師審核。除對於一家合營企業的投資之評估的保留意見之外，餘下綜合財務報表的內容真實公允。審核意見詳情載於日期為2018年3月26日的獨立核數師報告。

除綜合財務報表及就此編製之核數師報告之外的資料

董事須對其他資料負責。其他資料包括年報所載資料，不包括綜合財務報表及本核數師就此編製之核數師報告。

本核數師對綜合財務報表之意見並未涵蓋其他資料，且本核數師並未就其他資料發表任何形式之核證結論。

就審核綜合財務報表而言，本核數師的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或本核數師在審核過程中獲悉的資料存在重大不符，或似乎存在其他重大錯誤陳述。

倘本核數師基於已完成的工作得出結論，該等其他資料出現重大錯誤陳述，本核數師須報告該項事實。本核數師於此方面無事宜須報告。

董事就綜合財務報表所承擔的責任

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編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Responsibilities of the directors for the consolidated financial statements (continued)

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.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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.

As part of an audit in accordance with HKSAAs, we exercise professional judgement 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.

董事就綜合財務報表所承擔的責任(續)

於編製綜合財務報表時，董事負責評估貴集團有能力持續經營，並於適用情況下披露與持續經營相關的事宜，以及使用持續經營會計基準，惟董事擬清盤貴集團或停止營業，或別無其他實際替代方案，則屬除外。

審核委員會協助董事履行監管貴集團財務呈報過程的責任。

核數師就審核綜合財務報表須承擔的責任

本核數師的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本核數師意見的核數師報告。本核數師的報告僅根據香港公司條例第405條向全體股東匯報而不作其他用途。本核數師概不就本報告的內容向任何其他人士負責或承擔責任。

合理保證是高水平的保證，但不能保證按香港審核準則進行審核時總能發現所有存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘合理預期其個別或匯總起來可能影響該等綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

本核數師在根據香港審核準則進行審核的過程中，運用專業判斷，保持職業懷疑態度。本核數師亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足及適當的審核憑證，作為本核數師意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，故未能發現因欺詐而導致的重大錯誤陳述的風險比因錯誤而導致的重大錯誤陳述的風險為高。

Independent Auditor's Report

獨立核數師報告

INDEPENDENT
AUDITOR'S
REPORT
獨立核數師報告

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- 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.
- 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 the Audit Committee 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.

核數師就審核綜合財務報表須承擔的責任(續)

- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性及作出會計估計及相關披露資料的合理性。
- 對董事採用持續經營會計基礎的適當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不明朗因素，可能對 貴集團持續經營的能力構成重大疑慮。倘本核數師認為存在重大不明朗因素，則有必要在核數師報告中提請使用者留意綜合財務報表中的相關披露資料。倘有關披露不足，則修訂本核數師的意見。本核數師的結論是基於截至核數師報告日止所取得的審核憑證。然而，未來事件或情況可能導致 貴集團無法繼續持續經營。
- 評估綜合財務報表的整體列報方式、架構和內容，包括披露資料，以及綜合財務報表是否公平地列報相關交易及事項。
- 就 貴集團中實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。本核數師負責指導、監督和執行集團審核。本核數師對審核意見承擔全部責任。

本核數師就(其中包括)審核工作的計劃範圍和時間、在審核過程中的重大審核發現(包括內部控制的重大缺失)與審核委員會進行溝通。

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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 the Audit Committee, 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 director on the audit resulting in this independent auditor's report is Gao Yajun.

Baker Tilly Hong Kong Limited
Certified Public Accountants

Hong Kong, 28 April 2020
Gao Yajun
Practising Certificate Number P06391

核數師就審核綜合財務報表須承擔的責任(續)

本核數師亦向審核委員會作出聲明，說明本核數師已遵守有關獨立性的道德要求，並就所有被合理認為可能影響本核數師獨立性的關係和其他事宜以及(倘適用)相關保障措施，與審核委員會進行溝通。

從與審核委員會溝通的事宜中，本核數師決定對本期綜合財務報表的審核最為重要的事宜為關鍵審核事宜。本核數師會於核數師報告中闡述該等事宜，除非法律法規不允許對某事宜作出公開披露，或在極端罕見的情況下，本核數師認為於報告中溝通某事宜造成的不利後果可能合理預期將會超過其產生的公眾利益，本核數師將不會於此等情況下在報告中闡述該等事宜。

出具本獨立核數師報告的審計項目董事是高亞軍。

天職香港會計師事務所有限公司
執業會計師

香港，2020年4月28日
高亞軍
執照號碼P06391

Consolidated Statement of Profit or Loss

綜合損益表

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

		Note	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
		附註		
Revenue	收入	5	7,287,271	6,591,307
Cost of sales	銷售成本	6(a)	(6,189,886)	(5,621,212)
Gross profit	毛利		1,097,385	970,095
Other income and net gains	其他收入及淨收益	5	61,389	53,402
Selling and marketing expenses	銷售及營銷費用		(315,794)	(310,937)
Administrative expenses	行政費用		(320,200)	(276,446)
Finance costs	財務費用	7	(135,878)	(90,366)
Profit before income tax	除所得稅前利潤	6	386,902	345,748
Income tax expense	所得稅開支	10	(80,363)	(80,476)
Profit for the year	年度利潤		306,539	265,272
Attributable to:	應佔：			
Equity holders of the Company	本公司股本持有人		302,090	255,061
Non-controlling interests	非控股權益		4,449	10,211
			306,539	265,272
Earnings per share attributable to ordinary equity holders of the Company	本公司普通股股本持有人應佔每股盈利			
		12		
Basic (RMB)	基本(人民幣元)		0.26	0.22
Diluted (RMB)	攤薄(人民幣元)		0.26	0.22

The accompanying notes form part of the consolidated financial statements.

附註構成綜合財務報表的一部分。

Consolidated Statement of Comprehensive Income

綜合全面收入表

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

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Profit for the year	年度利潤	306,539	265,272
Other comprehensive loss	其他全面虧損		
Item that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益之項目：		
– Exchange differences on translation of foreign operations	– 換算海外業務時之匯兌差額	(88,618)	(203,762)
Other comprehensive loss for the year, net of tax	年度其他全面虧損 (已扣除稅項)	(88,618)	(203,762)
Total comprehensive income for the year	年度全面收入總額	217,921	61,510
Attributable to:	應佔：		
Equity holders of the Company	本公司股本持有人	212,138	51,299
Non-controlling interests	非控股權益	5,783	10,211
		217,921	61,510

INDEPENDENT
AUDITOR'S
REPORT
獨立核數師報告

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

The accompanying notes form part of the consolidated financial statements.

附註構成綜合財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2019
於2019年12月31日

			2019	2018
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	5,016,568	4,908,017
Right-of-use assets	使用權資產	14	330,717	-
Prepaid land lease payments	預付土地租賃款	15	-	300,806
Deposits for purchase of items of property, plant and equipment	購買物業、廠房及設備項目的按金		216,993	88,820
Prepayments	預付款	22	32,567	17,699
Goodwill	商譽	16	233,973	233,973
Other intangible assets	其他無形資產	17	26,659	28,954
Investment in a joint venture	投資於一家合營企業	18	1,507,068	1,209,099
Investment in an associate	投資於一家聯營公司	19	24,984	24,984
Deferred tax assets	遞延稅項資產	29	29,000	23,600
Total non-current assets	總非流動資產		7,418,529	6,835,952
Current assets	流動資產			
Inventories	存貨	20	1,070,777	1,154,721
Trade and bills receivables	貿易應收款及應收票據	21	1,839,913	1,692,347
Prepayments, other receivables and other assets	預付款、其他應收款及其他資產	22	256,835	339,428
Prepaid land lease payments	預付土地租賃款	15	-	7,663
Tax recoverable	可收回稅項		3,251	-
Pledged deposits	已抵押存款	23	49,712	51,696
Cash and cash equivalents	現金及現金等價物	23	678,514	893,877
Total current assets	總流動資產		3,899,002	4,139,732
Current liabilities	流動負債			
Interest-bearing bank borrowings	計息銀行借款	28	1,857,772	2,142,232
Trade and bills payables	貿易應付款及應付票據	24	1,123,456	1,195,705
Other payables and accruals	其他應付款及應計項目	25	559,159	390,673
Lease liabilities	租賃負債	26	8,259	-
Tax payable	應繳稅項		17,045	26,597
Total current liabilities	總流動負債		3,565,691	3,755,207
Net current assets	流動資產淨額		333,311	384,525
Total assets less current liabilities	總資產減流動負債		7,751,840	7,220,477

INDEPENDENT
AUDITOR'S
REPORT
獨立核數師報告

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

Consolidated Statement of Financial Position

As at 31 December 2019

於2019年12月31日

綜合財務狀況表

			2019	2018
	Note		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
Non-current liabilities				
Interest-bearing bank borrowings				
		28	2,480,470	1,950,954
Lease liabilities		26	18,398	–
Deferred tax liabilities		29	34,961	17,607
Government grants			3,018	3,328
Total non-current liabilities			2,536,847	1,971,889
Net assets			5,214,993	5,248,588
Equity				
Equity attributable to equity holders of the Company				
Share capital		30	2,730,433	2,730,433
Reserves		31	2,205,271	2,166,604
			4,935,704	4,897,037
Non-controlling interests			279,289	351,551
Total equity			5,214,993	5,248,588

Approved and authorised for issue by the board of directors on 28 April 2020.

由董事會於2020年4月28日批准及授權刊發。

Zhang Xin
張新
Director
董事

Zhang Ye
張曄
Director
董事

The accompanying notes form part of the consolidated financial statements.

附註構成綜合財務報表的一部分。

INDEPENDENT
AUDITOR'S
REPORT
獨立核數師報告

CONSOLIDATED
STATEMENT
OF PROFIT
OR LOSS
綜合損益表

CONSOLIDATED
STATEMENT OF
COMPREHENSIVE
INCOME
綜合全面收入表

CONSOLIDATED
STATEMENT
OF FINANCIAL
POSITION
綜合財務狀況表

CONSOLIDATED
STATEMENT OF
CHANGES IN
EQUITY
綜合權益變動表

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司股本持有人應佔								
		Share capital	Share-based payment reserve	Capital reserves	Statutory reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	以股份為基礎支付儲備	資本儲備	法定儲備	波動儲備 匯兌	留存利潤	合計	非控股權益	總權益
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		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
As at 1 January 2018	於2018年1月1日	2,730,433	18,780	255,156	381,355	(147,035)	1,736,851	4,975,540	316,552	5,292,092
Profit for the year	年度利潤	-	-	-	-	-	255,061	255,061	10,211	265,272
Other comprehensive loss for the year:	年度其他全面虧損：									
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額	-	-	-	-	(203,762)	-	(203,762)	-	(203,762)
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	-	-	-	-	(203,762)	255,061	51,299	10,211	61,510
Acquisition of non-controlling interests	收購非控股權益	-	-	27	-	-	-	27	(10,810)	(10,783)
Capital contribution from non-controlling interests	非控股權益的資本投入	-	-	12,293	-	-	-	12,293	35,598	47,891
2017 final dividend declared	已宣派2017年末期股息	-	-	-	-	-	(71,648)	(71,648)	-	(71,648)
2018 interim dividend	2018年中期股息	11	-	-	-	-	(70,474)	(70,474)	-	(70,474)
Appropriation to the statutory reserve	分配至法定儲備	-	-	-	65,476	-	(65,476)	-	-	-
As at 31 December 2018	於2018年12月31日	2,730,433	18,780*	267,476*	446,831*	(350,797)*	1,784,314*	4,897,037	351,551	5,248,588
As at 1 January 2019	於2019年1月1日	2,730,433	18,780	267,476	446,831	(350,797)	1,784,314	4,897,037	351,551	5,248,588
Profit for the year	年度利潤	-	-	-	-	-	302,090	302,090	4,449	306,539
Other comprehensive (loss)/income for the year:	年度其他全面(虧損)/收入：									
Exchange differences on translation of foreign operations	換算海外業務時之匯兌差額	-	-	-	-	(89,952)	-	(89,952)	1,334	(88,618)
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	-	-	-	-	(89,952)	302,090	212,138	5,783	217,921
Acquisition of non-controlling interests	收購非控股權益	-	-	3,227	-	-	-	3,227	(135,125)	(131,898)
Capital contribution from non-controlling interests	非控股權益的資本投入	-	-	-	-	-	-	-	57,080	57,080
2018 final dividend declared	已宣派2018年末期股息	11	-	-	-	-	(56,379)	(56,379)	-	(56,379)
2019 interim dividend	2019年中期股息	11	-	-	-	-	(84,749)	(84,749)	-	(84,749)
Repurchase of own shares	回購自身股份	30	-	-	-	-	(35,570)	(35,570)	-	(35,570)
Appropriation to the statutory reserve	分配至法定儲備	-	-	-	49,349	-	(49,349)	-	-	-
As at 31 December 2019	於2019年12月31日	2,730,433	18,780*	270,703*	496,180*	(440,749)*	1,860,357*	4,935,704	279,289	5,214,993

* These reserve accounts comprise the consolidated reserves of RMB2,205,271,000 (2018: RMB2,166,604,000) in the consolidated statement of financial position.

* 該等儲備賬目構成綜合財務狀況表中的綜合儲備人民幣2,205,271,000元(2018年：人民幣2,166,604,000元)。

The accompanying notes form part of the consolidated financial statements.

隨附附註構成綜合財務報表的一部分。

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

	Note	2019	2018
	附註	RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash flows from operating activities	經營活動產生之現金流量		
Profit before income tax	除所得稅前利潤	386,902	345,748
Adjustments for:	調整：		
Finance costs	財務費用	135,878	90,366
Interest income	利息收入	(9,710)	(12,274)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	2,064	1,901
Depreciation of property, plant and equipment	物業、廠房及設備折舊	342,402	296,353
Depreciation of right-of-use assets	使用權資產折舊	17,696	–
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	–	7,618
Amortisation of other intangible assets	其他無形資產攤銷	4,861	4,802
Provision for impairment of trade receivables, prepayments and other assets, net	貿易應收款、預付款及其他資產減值撥備淨額	5,079	507
Reversal of provision of inventories	撤銷存貨撥備	(350)	–
Amortisation of government grants	政府補貼攤銷	(4,006)	(8,158)
Foreign exchange differences, net	匯兌損益淨額	(3,960)	(8,562)
Operating profit before changes in working capital	營運資金變動前經營利潤	876,856	718,301
Increase in inventories	存貨增加	(213,699)	(290,282)
Increase in trade and bills receivables	貿易應收款及應收票據增加	(152,627)	(62,067)
Decrease in prepayments, other receivables and other assets	預付款、其他應收款及其他資產減少	79,625	108,835
Decrease in pledged deposits	已抵押存款減少	1,982	2,653
Decrease in trade and bills payables	貿易應付款及應付票據減少	(72,236)	(53,334)
Increase/(decrease) in other payables and accruals	其他應付款及應計款增加/(減少)	249,008	(34,800)
Cash generated from operations	經營產生之現金	768,909	389,306
Interest paid	已付利息	(134,749)	(90,366)
The PRC Corporate Income Tax paid	已付中國企業所得稅	(93,702)	(82,272)
Net cash generated from operating activities	經營活動產生之現金淨額	540,458	216,668

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

		Note 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Cash flows from investing activities	投資活動產生之現金流量			
Interest received	已收利息	5	9,710	12,274
Increase in prepayments, other receivables and other assets	預付款、其他應收款及其他資產增加		(13,890)	(28,382)
Purchase of items of property, plant and equipment	購買物業、廠房及設備項目		(499,297)	(486,043)
Increase in deposits for purchase of items of property, plant and equipment	購買物業、廠房及設備項目的按金增加		(128,546)	(27,108)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		1,468	2,567
Additions to other intangible assets	其他無形資產增加		(2,567)	(2,396)
Acquisition of subsidiaries	購入附屬公司		(20,646)	(36,150)
Investment in a joint venture	投資一家合營企業		-	(78,176)
Repayment of an entrusted loan to an associate	收回向一家聯營公司之委託貸款		-	54,000
Net cash used in investing activities	投資活動所用之現金淨額		(653,768)	(589,414)
Cash flows from financing activities	融資活動產生之現金流量			
Acquisition of a non-controlling interest	收購非控股權益		(131,898)	(44)
New bank loans raised	新籌得銀行貸款		1,971,605	1,652,186
Repayments of bank loans	償還銀行貸款		(1,811,933)	(984,463)
Repayments of lease liabilities	償還租賃負債		(10,346)	-
Interest paid on lease liabilities	租賃負債已付利息		(1,129)	-
Repurchase of own shares	回購自身股份		(35,570)	-
Dividends paid	已付股息		(141,128)	(142,122)
Capital contributions from non-controlling interests	非控股權益的資本投入		57,080	47,891
Net cash (used in)/generated from financing activities	融資活動(使用)/產生之現金淨額		(103,319)	573,448
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(216,629)	200,702
Cash and cash equivalents at beginning of year	年初現金及現金等價物		893,877	711,179
Effect of foreign exchange rate changes, net	匯率變動影響淨額		1,266	(18,004)
Cash and cash equivalents at end of year	年終現金及現金等價物		678,514	893,877
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	23	90,325	92,537
Deposits in COFCO Finance Company Limited ("COFCO Finance"), a subsidiary of COFCO Corporation	於中糧集團有限公司的附屬公司中糧財務有限責任公司(「中糧財務」)之存款	23	588,189	801,340
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows	綜合財務狀況表及綜合現金流量表所列之現金及現金等價物		678,514	893,877

The accompanying notes form part of the consolidated financial statements.

附註構成綜合財務報表的一部分。

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 and information of the Group

CPMC Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. On 16 November 2009, the Company listed its shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at 33/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the manufacture of packaging products, including beverage cans, food cans, aerosol cans, metal caps, printed and coated tinplates, steel barrels, round and square shaped cans and plastic packaging in the People’s Republic of China (the “PRC”).

As at 31 December 2019, (i) COFCO (Hong Kong) Limited (“COFCO (Hong Kong)”) beneficially held approximately 28.48% (2018: 28.15%) of the issued shares of the Company, being the single largest shareholder of the Company; and (ii) 奧瑞金科技股份有限公司 (ORG Technology Co. Ltd.*) (“ORG Technology”) beneficially held approximately 23.40% (2018: 22.93%) of the issued shares of the Company, being the second largest shareholder of the Company. COFCO (Hong Kong) is a company incorporated in Hong Kong and ultimately held by COFCO Corporation (“COFCO”), a state-owned enterprise registered in the PRC. ORG technology is a company established in the PRC and listed on the Shenzhen Stock Exchange.

* For identification purposes only

1. 公司及集團資料

中糧包裝控股有限公司(「本公司」)是一家在香港註冊成立的有限責任公司。本公司的股份於2009年11月16日在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦公地址為香港銅鑼灣告士打道262號中糧大廈33樓。

本公司乃一家投資控股公司。本公司及其附屬公司(統稱「本集團」)主要在中華人民共和國(「中國」)從事製造包裝產品,包括飲料罐、食品罐、氣霧罐、金屬蓋、印塗鐵、鋼桶、方圓罐及塑膠包裝。

於2019年12月31日, (i) 中糧集團(香港)有限公司(「中糧(香港)」)實益持有本公司約28.48%(2018年: 28.15%)之已發行股份,為本公司之最大單一股東;及(ii)奧瑞金科技股份有限公司(「奧瑞金科技」)實益持有本公司約23.40%(2018年: 22.93%)之已發行股份,為本公司之第二大股東。中糧(香港)為在香港註冊成立之公司,並由中糧集團有限公司(「中糧」)最終持有。中糧為於中國註冊之國有企業。奧瑞金科技為在中國註冊成立及於深圳證券交易所上市之公司。

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

1. Corporate and information of the Group (continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

1. 公司及集團資料(續)

附屬公司資料

本公司的主要附屬公司的詳情如下：

Name 名稱	Place of registration and principal place of business 註冊及主要經營地點	Registered share capital 已註冊股本	Percentage of ownership interests attributable to the Company 本公司所佔擁有權益百分比		Principal activity 主要業務
			Direct 直接	Indirect 間接	
Hangzhou COFCO-MC packaging Co., Ltd.* 杭州中糧美特容器有限公司*	PRC 中國	US\$30,050,000 30,050,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Guangzhou Panyu MCP Industries Ltd.* 廣州番禺美特包裝有限公司*	PRC 中國	US\$30,290,000 30,290,000美元	-	100	Manufacture of metal and plastic packaging 金屬和塑膠包裝生產
Wuxi Huapeng Closures Co., Ltd.** 無錫華鵬瓶蓋有限公司**	PRC 中國	US\$25,000,000 25,000,000美元	-	84.48	Manufacture of metal packaging 金屬包裝生產
Hangzhou CPMC Co., Ltd.* 杭州中糧包裝有限公司*	PRC 中國	US\$64,500,000 64,500,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Tianjin CPMC Co., Ltd.* 天津中糧包裝有限公司*	PRC 中國	US\$50,000,000 50,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Chengdu) Co., Ltd.* 中糧包裝(成都)有限公司*	PRC 中國	US\$43,300,000 43,300,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Zhangjiagang CPMC Co., Ltd.*** 張家港中糧包裝有限公司***	PRC 中國	RMB17,000,000 人民幣17,000,000元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Wuhan) Co., Ltd.* 中糧包裝(武漢)有限公司*	PRC 中國	US\$30,000,000 30,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Hangzhou CPMC Canmaking Co., Ltd.* 杭州中糧製罐有限公司*	PRC 中國	US\$39,750,000 39,750,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Shanghai Pinguan Plastic Industry Co., Ltd.** 上海品冠塑膠工業有限公司**	PRC 中國	US\$3,800,000 3,800,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產
CPMC (Kunshan) Co., Ltd.* 中糧包裝(昆山)有限公司*	PRC 中國	US\$24,200,000 24,200,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Zhenjiang) Co., Ltd.* 中糧包裝(鎮江)有限公司*	PRC 中國	US\$17,750,000 17,750,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Guangzhou CPMC Canmaking Co., Ltd.* 廣州中糧製罐有限公司*	PRC 中國	US\$89,052,877 89,052,877美元	-	100	Manufacture of metal packaging 金屬包裝生產

1. Corporate and information of the Group (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name 名稱	Place of registration and principal place of business 註冊及主要經營地點	Registered share capital 已註冊股本	Percentage of ownership interests attributable to the Company 本公司所佔擁有權權益百分比		Principal activity 主要業務
			Direct 直接	Indirect 間接	
Sino-Asia Package (Tianjin) Co., Ltd.** 環亞包裝(天津)有限公司**	PRC 中國	US\$10,000,000 10,000,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產
Sino-Asia Plastic Package (Zhongshan) Co., Ltd.** 中山環亞塑料包裝有限公司**	PRC 中國	US\$7,200,000 7,200,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產
Victoria Package (Suzhou) Co., Ltd.*** 蘇州維港包裝有限公司***	PRC 中國	RMB100,000,000 人民幣100,000,000元	-	100	Manufacture of plastic packaging 塑膠包裝生產
Weigang Packaging (Tianjin) Co., Ltd.** 維港包裝(天津)有限公司**	PRC 中國	US\$10,000,000 10,000,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產
CPMC (Tianjin) Barrel Co., Ltd.* 天津中糧製桶有限公司*	PRC 中國	US\$15,000,000 15,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Nanning CPMC Canmaking Co., Ltd.** 南寧中糧製罐有限公司**	PRC 中國	US\$30,000,000 30,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC Investment Co., Ltd.* ("CPMC Investment") 中糧包裝投資有限公司* (「中糧包裝投資」)	PRC 中國	US\$404,090,000 404,090,000美元	-	100	Investment holding 投資控股
CPMC (Guangzhou) Plastic Package Co., Ltd.* 中糧包裝(廣州)塑膠有限公司*	PRC 中國	US\$10,000,000 10,000,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產
Harbin CPMC Co., Ltd (Formerly known as "FC Packaging (Harbin) Limited")* 中糧包裝(哈爾濱)有限公司(前稱「永富容器(哈爾濱)有限公司」)*	PRC 中國	RMB80,800,000 人民幣80,800,000元	-	100	Manufacture of metal packaging 金屬包裝生產
Fujian FC Packaging Limited 福建永富容器有限公司	PRC 中國	US\$3,000,000 3,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Guangzhou) Barrel Co., Ltd.* 廣州中糧製桶有限公司*	PRC 中國	US\$8,000,000 8,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Weigang Packaging (Suqian) Co. Ltd.** 宿遷維港包裝有限公司**	PRC 中國	US\$6,000,000 6,000,000美元	-	100	Manufacture of plastic packaging 塑膠包裝生產

1. 公司及集團資料(續)

附屬公司資料(續)

本公司的主要附屬公司的詳情如下：(續)

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

1. Corporate and information of the Group (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name 名稱	Place of registration and principal place of business 註冊及主要經營地點	Registered share capital 已註冊股本	Percentage of ownership interests attributable to the Company 本公司所佔擁有權益百分比		Principal activity 主要業務
			Direct 直接	Indirect 間接	
Suzhou CPMC Co., Ltd.* 中糧包裝(蘇州)有限公司*	PRC 中國	US\$5,000,000 5,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Xiamen CPMC Co., Ltd.** 中糧包裝(廈門)有限公司**	PRC 中國	RMB12,000,000 人民幣12,000,000元	-	60	Manufacture of metal packaging 金屬包裝生產
Fujian CPMC Canmaking Co., Ltd.* 福建中糧製罐有限公司*	PRC 中國	US\$42,000,000 42,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
Harvest Epoch Packaging Co., Ltd.** 浙江紀鴻包裝有限公司**	PRC 中國	US\$80,000,000 80,000,000美元	-	68.8	Manufacture of metal packaging 金屬包裝生產
Chengdu CPMC Canmaking Co., Ltd.* 成都中糧製罐有限公司*	PRC 中國	RMB50,000,000 人民幣50,000,000元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Jiaxing) Barrel Co., Ltd.* 嘉興中糧製桶有限公司*	PRC 中國	US\$10,000,000 10,000,000美元	-	100	Manufacture of metal packaging 金屬包裝生產
CPMC (Weifang) Barrel Co., Ltd.*** 濰坊中糧製桶有限公司***	PRC 中國	RMB42,000,000 人民幣42,000,000元	-	100	Manufacture of metal packaging 金屬包裝生產
Benepack Belgium NV#	Belgium 比利時	EUR15,000,000 15,000,000歐元	-	50.9	Manufacture of light metal packaging 輕金屬包裝生產

* Wholly foreign-owned enterprises
** Sino-foreign equity joint ventures
*** Domestic-funded enterprises

* 外資獨資企業
** 中外合營企業
*** 內資企業

The English names of all the above companies are direct transliterations of their Chinese registered names.

上述所有公司的英文名稱乃其中文註冊名稱的直接字譯。

The statutory financial statements of the above subsidiary are not audited by Baker Tilly Hong Kong Limited or another global network firm of Baker Tilly Hong Kong Limited.

上述附屬公司的法定財務報表並未由天職香港會計師事務所有限公司，或天職香港會計師事務所有限公司全球網絡內的其他成員公司審核。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in excessive length in the particulars.

上表載列董事認為主要影響本年度業績或構成本集團大部份淨資產的本公司附屬公司。董事認為，提供其他附屬公司的詳情會使篇幅冗長。

1. 公司及集團資料(續)

附屬公司資料(續)

本公司的主要附屬公司的詳情如下：(續)

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. They have been prepared under the historical cost convention, except for derivative financial instruments and financial assets at fair value through other comprehensive income which have been measured at fair value. These consolidated financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2.1 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括全部適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計準則和香港公司條例編製。該等綜合財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露條文。除衍生金融工具及按公平值計入其他全面收益的金融資產以公平值計量外，財務報表乃按歷史成本慣例為編製基準。該等綜合財務報表均以人民幣(「人民幣」)列值，且除另有說明外，所有價值均約整至最接近的千位。

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至2019年12月31日止年度的財務報表。附屬公司為本公司直接或間接控制之實體(包括結構性實體)。當本集團對參與被投資公司業務的浮動回報承擔風險或享有權利以及能透過對被投資公司之權力(即目前賦予本集團能力以主導被投資公司相關活動之現有權利)影響該等回報時，即取得控制權。

當本公司直接或間接擁有被投資公司少於多數的投票或同類權利，本集團於評估其是否對被投資公司擁有控制權時考慮所有相關因素及情況，其中包括：

- (a) 與被投資公司的其他投票權持有人的合約安排；
- (b) 因其他合約安排產生的權利；及
- (c) 本集團的投票權及潛在投票權。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent and uniform accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are 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 intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準(續)

綜合基準(續)

附屬公司之財務報表乃於與本公司相同之報告期間按相同會計政策編製。附屬公司的業績自本集團取得控制權之日起綜合入賬，並至該控制權終止當日為止一直綜合入賬。

損益及其他全面收入之各個組成部分歸屬於本公司之擁有人及非控股權益，即使此舉會導致非控股權益有虧絀結餘。所有有關本集團各成員公司間之交易之集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合入賬時悉數對銷。

倘事實及情況顯示上文所述三項控制因素之其中一項或多項出現變動，本集團會重新評估其是否控制被投資公司。並無失去控制權之附屬公司擁有權權益變動以股本交易入賬。

倘本集團失去對任何附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計匯兌差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧損。先前於其他全面收入內確認之本集團應佔部分重新分類為損益或留存利潤(視何者屬適當)，基準與本集團直接出售相關資產或負債所需使用之基準相同。

2.2 Changes in accounting policies and disclosures

The HKICPA has issued a new HKFRS, HKFRS 16, Leases, and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

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

HKFRS 16, Leases

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

2.2 會計政策及披露之變動

香港會計師公會已頒佈一項本集團於本會計期間首次生效的新香港財務報告準則，即香港財務報告準則第16號「租賃」，及若干經修訂香港財務報告準則。

除香港財務報告準則第16號「租賃」外，概無任何發展對本集團目前或過往期間如何編製或呈列業績及財務狀況造成重大影響。本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋、香港（國際財務報告詮釋委員會）第4號「釐定安排是否包括租賃」、香港（準則詮釋委員會）第15號「經營租賃－獎勵」及香港（準則詮釋委員會）第27號「評估涉及租賃法律形式交易的內容」。其就承租人引入單一會計模式，並規定承租人就所有租賃確認使用權資產及租賃負債，惟租期為十二個月或以下的租賃（「短期租賃」）及低價值資產的租賃除外。出租人的會計處理規定則大致保留香港會計準則第17號的規定。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.2 Changes in accounting policies and disclosures (continued)

HKFRS 16, Leases (continued)

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied HKFRS 16 from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019.

Comparative information has not been restated and continues to be reported under HKAS 17.

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

a. *New definition of a lease*

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

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

2.2 會計政策及披露之變動 (續)

香港財務報告準則第16號「租賃」(續)

香港財務報告準則第16號亦引入額外定性及定量披露規定，旨在讓財務報表使用者能夠評估租賃對實體財務狀況、財務表現及現金流量的影響。

本集團自2019年1月1日起首次應用香港財務報告準則第16號。本集團選擇使用修訂追溯法，因此已確認首次應用的累計影響作為對2019年1月1日權益年初結餘的調整。

比較資料並無重述，並繼續根據香港會計準則第17號呈報。

有關過往會計政策變動之性質及影響以及所採用的過渡性選擇之進一步詳情載列如下：

a. *租賃之新定義*

租賃定義之變動主要涉及控制權之概念。香港財務報告準則第16號根據客戶是否於一段時間內控制使用已識別資產而定義租賃，可透過確定使用量釐定。在客戶既有權指示使用已識別資產，亦有權從該用途獲得幾乎所有經濟利益的情況下，則控制權已轉移。

本集團僅將香港財務報告準則第16號的租賃新定義應用於2019年1月1日或之後訂立或變更之合約。本集團已就於2019年1月1日前訂立的合約使用過渡可行權宜方法豁免先前就現有安排屬於租賃或包含租賃所作之評估。因此，先前根據香港會計準則第17號評估為租賃之合約根據香港財務報告準則第16號繼續作為租賃入賬，而先前評估為非租賃服務安排之合約繼續入賬為待執行合約。

2.2 Changes in accounting policies and disclosures (continued)

HKFRS 16, Leases (continued)

b. Lessee accounting and transitional impact

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempted. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in Note 37(b). For an explanation of how the Group applies lessee accounting, see the related accounting policies paragraph.

At the date of transition to HKFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 4.81%.

2.2 會計政策及披露之變動 (續)

香港財務報告準則第16號「租賃」(續)

b. 承租人會計處理及過渡性影響

香港財務報告準則第16號取消承租人先前須按香港會計準則第17號將租賃分類為經營租賃或融資租賃之規定。相反，本集團作為承租人時須將所有租賃資本化，包括先前根據香港會計準則第17號分類為經營租賃的租賃，惟短期租賃及低價值資產租賃除外。據本集團所知，該等新資本化租賃主要涉及附註37(b)披露的物業、廠房及設備。有關本集團如何應用承租人會計方法的闡述，請參閱相關會計政策段落。

於過渡至香港財務報告準則第16號當日(即2019年1月1日)，本集團釐定剩餘租期長度，並就先前歸類為經營租賃的租賃按使用於2019年1月1日的相關增量借貸利率折現的剩餘租賃付款現值計量租賃負債。釐定剩餘租賃付款現值的增量借貸利率加權平均數為4.81%。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.2 Changes in accounting policies and disclosures (continued)

HKFRS 16, Leases (continued)

b. *Lessee accounting and transitional impact (continued)*

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

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 December 2019;
- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and
- (iii) when measuring the right-of-use assets at the date of initial application of HKFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 31 December 2018 as an alternative to performing an impairment review.

2.2 會計政策及披露之變動 (續)

香港財務報告準則第16號「租賃」(續)

b. *承租人會計處理及過渡性影響(續)*

為方便香港財務報告準則第16號的過渡，本集團於首次應用香港財務報告準則第16號當日採用下列確認豁免及可行權宜方法：

- (i) 本集團已選擇不就餘下租期於首次應用香港財務報告準則第16號當日起計12個月內屆滿(即租期於2019年12月31日或之前結束)的租賃應用香港財務報告準則第16號有關確認租賃負債及使用權資產的規定；
- (ii) 計量首次應用香港財務報告準則第16號當日的租賃負債時，本集團對具有合理類似特徵的租賃組合(如在類似經濟環境中就類似相關資產類別擁有類似剩餘租賃期的租賃)使用單一貼現率；及
- (iii) 計量首次應用香港財務報告準則第16號當日的使用權資產時，本集團依據先前於2018年12月31日對虧損合同撥備作出的評估，以替代進行減值審閱。

2.2 Changes in accounting policies and disclosures (continued)

HKFRS 16, Leases (continued)

b. Lessee accounting and transitional impact (continued)

The following table reconciles the operating lease commitments as disclosed in Note 37(b) as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

		RMB'000 人民幣千元
Operating lease commitments as at 31 December 2018	2018年12月31日的經營租賃承諾	29,441
Less: Commitments relating to leases exempted from capitalisation:	減：與獲豁免撥充資本的租賃有關的承諾：	
– short-term leases and other leases with remaining lease term ending on or before 31 December 2019	– 短期租賃及其他租賃，而剩餘租期為於2019年12月31日或之前結束	(1,432)
– leases of low-value assets	– 低價值資產租賃	(248)
		27,761
Less: Total future interest expenses	減：未來利息開支總額	(2,186)
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019	剩餘租賃付款的現值，使用2019年1月1日的增量借款利率折現	25,575
Total lease liabilities recognised as at 1 January 2019	於2019年1月1日確認的租賃負債總額	25,575

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position as at 31 December 2018.

2.2 會計政策及披露之變動 (續)

香港財務報告準則第16號「租賃」(續)

b. 承租人會計處理及過渡性影響(續)

於2018年12月31日經營租賃承諾(披露於附註37(b))與租賃負債於2019年1月1日確認之年初結餘的對賬表如下：

與先前分類為經營租賃的租賃有關的使用權資產根據與就餘下租賃負債確認的金額相等的金額確認，並按照2018年12月31日綜合財務狀況表內確認與該租賃相關的預付或計提租賃付款額予以調整。

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

2.2 Changes in accounting policies and disclosures (continued)

HKFRS 16, Leases (continued)

b. *Lessee accounting and transitional impact (continued)*

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

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響的綜合財務狀況表項目：	Carrying amount at 31 December 2018	Reclassification	Capitalisation of operating lease contracts	Carrying amount at 1 January 2019
		於2018年12月31日的賬面值 RMB'000 人民幣千元	重新分類 RMB'000 人民幣千元	經營租賃合約資本化 RMB'000 人民幣千元	於2019年1月1日的賬面值 RMB'000 人民幣千元
Prepaid land lease payments	預付土地租賃款	300,806	(300,806)	-	-
Right-of-use assets	使用權資產	-	308,469	28,516	336,985
Total non-current assets	總非流動資產	300,806	7,663	28,516	336,985
Prepaid land lease payments	預付土地租賃款	7,663	(7,663)	-	-
Prepayments	預付款	2,941	-	(2,941)	-
Total current assets	總流動資產	10,604	(7,663)	(2,941)	-
Lease liabilities (current)	租賃負債(流動)	-	-	9,038	9,038
Current liabilities	流動負債	-	-	9,038	9,038
Net current assets	流動資產淨額	10,604	(7,663)	(11,979)	(9,038)
Total assets less current liabilities	總資產減流動負債	311,410	-	16,537	327,947
Lease liabilities (non-current)	租賃負債(非流動)	-	-	16,537	16,537
Total non-current liabilities	總非流動負債	-	-	16,537	16,537
Net assets	淨資產	311,410	-	-	311,410

2.2 會計政策及披露之變動 (續)

香港財務報告準則第16號「租賃」(續)

b. 承租人會計處理及過渡性影響(續)

下表概述採納香港財務報告準則第16號對本集團綜合財務狀況表的影響：

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

2.2 Changes in accounting policies and disclosures (continued)

HKFRS 16, Leases (continued)

c. *Impact on the financial result, segment results and cash flows of the Group*

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

In the consolidated statement of cash flows, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element. These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under HKAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under HKAS 17. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the consolidated statement of cash flows.

d. *Lessor accounting*

The Group leases out a number of items of buildings as the lessor of operating leases. The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under HKAS 17.

2.2 會計政策及披露之變動 (續)

香港財務報告準則第16號「租賃」(續)

c. *對本集團財務業績、分部業績及現金流量的影響*

於2019年1月1日初始確認使用權資產及租賃負債後，本集團作為承租人須確認未償還租賃負債結餘累計的利息開支以及使用權資產折舊，而非根據先前政策於租賃期內按直線法確認經營租賃產生的租金開支。與年內應用香港會計準則第17號的業績相比，此對本集團綜合損益表內的已呈報經營利潤產生正面影響。

於綜合現金流量表內，本集團作為承租人須將根據資本化租賃支付的租金拆分為資本部分及利息部分。該等部分被分類為融資現金流出，與先前根據香港會計準則第17號分類為融資租賃的租賃處理相近，而非如香港會計準則第17號對經營租賃的處理一般分類為經營現金流出。儘管現金流量總額未受影響，應用香港財務報告準則第16號導致綜合現金流量表內的現金流量呈列方式出現重大變動。

d. *出租人會計處理*

本集團作為經營租賃的出租人出租若干樓宇。適用於本集團作為出租人之會計政策與香港會計準則第17號項下的政策大致相同。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.3 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2019

Certain new accounting standards and interpretations listed below have been published that are not mandatory to be adopted for the year ended 31 December 2019 and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

- Amendments to HKFRS 10 and HKAS 28 on 'Sale or contribution of assets between an investor and its associate or joint venture', the effective date of the amendments have been deferred by the HKICPA
- Amendments to HKFRS 3 on 'Definition of a business', effective for the accounting period beginning on or after 1 January 2020
- Revised conceptual framework for financial reporting, effective for the accounting period beginning on or after 1 January 2020
- Amendments to HKAS 1 and HKAS 8 on 'Definition of Material', effective for the accounting period beginning on or after 1 January 2020
- New financial reporting standard, HKFRS 17, 'Insurance Contracts', effective for the accounting period beginning on or after 1 January 2021

2.3 截至2019年12月31日止年度已頒佈但尚未生效的修訂本、新訂準則及詮釋的潛在影響

截至2019年12月31日止年度，頒佈了下列若干新訂會計準則及詮釋，但並未強制採納，本集團亦並未提早採納。該等準則預期不會對當前或未來報告期的實體及可見未來交易產生任何重大影響。

- 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企業之間的資產出售或投入」，香港會計師公會已將該修訂本的生效日期推遲
- 香港財務報告準則第3號(修訂本)「業務的定義」，於2020年1月1日或之後開始的會計期間生效
- 經修訂財務報告概念框架，於2020年1月1日或之後開始的會計期間生效
- 香港會計準則第1號及香港會計準則第8號(修訂本)「重大性的定義」，於2020年1月1日或之後開始的會計期間生效
- 新訂財務報告準則香港財務報告準則第17號「保險合約」，於2021年1月1日或之後開始的會計期間生效

2.4 Summary of significant accounting policies

Investments in an associate and a joint venture

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise 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.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in an associate and a joint venture are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of an associate and a joint venture is included in the consolidated statement of profit or loss and consolidated statement of comprehensive income respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate or a joint venture are eliminated to the extent of the Group's investments in an associate or a joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of an associate or a joint venture is included as part of the Group's investments in an associate or a joint venture.

2.4 主要會計政策概要

於聯營公司及合營企業的投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益的實體，且可對其發揮重大影響力。重大影響力指的是參與投資對象的財務和經營決策的權力，但不是控制或共同控制這些決策的權力。

合營企業指一項共同安排，對安排擁有共同控制權之訂約方據此對合營企業資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有之控制，共同控制僅在相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

本集團於聯營公司及合營企業的投資乃按本集團根據權益會計法應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。作出調整以符合可能存在的任何不同會計政策。

本集團應佔聯營公司及合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合全面收益表。此外，倘於聯營公司或合營企業的權益直接確認變動，則本集團會於綜合權益變動表確認其應佔任何變動(倘適用)。本集團與其聯營公司或合營企業間交易的未變現收益及虧損將以本集團於聯營公司或合營企業的投資為限對銷，惟倘未變現虧損證明所轉讓資產減值則除外。收購聯營公司或合營企業所產生的商譽已計入作本集團於聯營公司或合營企業投資的一部份。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Investments in an associate and a joint venture (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5, Non-current Assets Held for Sale and Discontinued Operations.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

2.4 主要會計政策概要(續)

於聯營公司及合營企業的投資 (續)

倘於聯營公司之投資變成於合營公司之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司之重大影響力或對合營公司之共同控制權後，本集團按其公平值計量及確認任何剩餘投資。聯營公司或合營公司於失去重大影響力或共同控制權時的賬面值與剩餘投資及出售所得款項的公平值之間的任何差額乃於損益賬內確認。

當聯營公司或合營企業的投資歸類為持作出售時，則按香港財務報告準則第5號「持作出售及已終止營運的非流動資產入賬」。

業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團對被收購方之前度擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，本集團選擇以公平值或按比例分佔被收購方可識別淨資產計量屬於現時所有權權益並賦予其持有人在清盤時按比例分佔被收購方淨資產的非控股股東權益。所有非控股權益的其他組成部份按公平值計量。收購相關成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將收購的資產及承接的負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill (continued)

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or group of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

倘業務合併分階段進行，先前持有的股權乃按其於收購日期的公平值重新計量，而任何帶來的收益或虧損將於損益確認。

將由收購方轉讓的任何或然代價於收購日期按公平值確認。被分類為資產或負債的或然代價按公平值計量，公平值變動則於損益確認。分類為權益的或然代價不會被重新計量，而其後結算將於權益內入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如總代價及其他項目的總額低於所收購資產淨值的公平值，於重新評估後其差額將於損益確認為議價收購收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢討。本集團於12月31日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日起被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或各組現金產生單位，而無論本集團其他資產或負債是否已分配予該等單位或該組單位。

減值乃通過評估與商譽有關的現金產生單位(或一組現金產生單位)的可收回金額釐定。當現金產生單位(或一組現金產生單位)的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill (continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its derivative and non-derivative financial instruments at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.4 主要會計政策概要(續)

業務合併及商譽(續)

倘商譽已被分配至一個現金產生單位(或一組現金產生單位)而該單位的部份業務已出售,則在釐定出售帶來的收益或虧損時,與所出售業務相關的商譽會計入該業務的賬面值。在該等情況下出售的商譽,乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

公平值計量

本集團於各報告期末按公平值計量其衍生及非衍生金融工具。公平值為於計量日期市場參與者間進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於出售資產或轉移負債的交易於資產或負債的主要市場進行,或在未有主要市場的情況下,則於資產或負債的最有利市場進行的假設。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價時所用的假設計量(假設市場參與者以符合彼等最佳經濟利益的方式行事)。

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值方法,以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公平值的所有資產及負債,均根據對公平值計量整體而言屬重大的最低級別輸入數據在下列公平值等級內進分類:

- 第1級 – 基於相同資產或負債於活躍市場的報價(未經調整)
- 第2級 – 基於對公平值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法
- 第3級 – 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

2.4 Summary of significant accounting policies (continued)

Fair value measurement (continued)

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and deferred tax assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value-in-use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss in the period in which it arises.

2.4 主要會計政策概要(續)

公平值計量(續)

就經常於綜合財務報表確認的資產及負債而言，本集團於各報告期末透過(按對公平值計量整體而言屬重大的最低級別輸入數據)重新評估分類，釐定等級中各個級別間是否出現轉移。

非金融資產減值

倘若出現減值跡象或需要對資產(存貨及遞延稅項資產除外)進行年度減值測試，則會估計該資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值減出售成本的較高者，並就個別資產釐定，除非資產並無產生在很大程度上可獨立於其他資產或資產類別的現金流入。在此情況下，將就資產所屬現金產生單位釐定可收回金額。

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時，估計未來現金流量以可反映現時市場對貨幣時間價值及資產特定風險評估的稅前貼現率貼現至現值。減值虧損於其於與已減值資產功能相符之開支類別產生之期間自綜合損益表扣除。

於各報告期末均評估是否有跡象顯示過往已確認的減值虧損不再存在或有所減少。若出現上述跡象，則估計可收回金額。資產(商譽除外)過往已確認的減值虧損僅於釐定資產可收回金額所用的估計有變時撥回，惟金額不會超過假設過往年度並無就該項資產確認減值虧損而應有的賬面值(已扣除折舊／攤銷)。減值虧損撥回於產生期間計入綜合損益表。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group.
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity).
 - (iii) the entity and the Group are joint ventures of the same third party.
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.4 主要會計政策概要(續)

關連人士

下列各人士視為與本集團有關聯：

- (a) 為一名人士或該名人士的近親，而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團一間母公司的主要管理層成員。
- (b) 為一間實體而任何下列條件適用：
 - (i) 該實體及本集團為同一集團的成員公司。
 - (ii) 一間實體為另一間實體的聯營公司或合營企業(或另一間實體的母公司、附屬公司或同系附屬公司)。
 - (iii) 該實體及本集團為相同的第三方的合營企業。
 - (iv) 一間實體為一間第三方實體的合營企業，而另一間實體為該第三方實體的聯營公司。
 - (v) 該實體為本集團或與本集團有關的實體的僱員福利退休福利計劃。
 - (vi) 該實體由(a)項所述人士控制或共同控制。
 - (vii) (a)(i)項所述的人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理層成員。

2.4 Summary of significant accounting policies (continued)

Related parties (continued)

(b) (continued)

- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life, taking into account its estimated residual value of 10%. The estimated useful lives are as follows:

Buildings	20 to 30 years
Leasehold improvements	3 to 5 years
Machinery and equipment	12 to 20 years
Vehicles	5 years
Electronic equipment, office equipment and fixtures	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each year end.

2.4 主要會計政策概要(續)

關連人士(續)

(b) (續)

- (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供管理要員服務。

物業、廠房及設備與折舊

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達致擬定用途運作狀況及地點而直接應計的成本。

物業、廠房及設備項目投入運作後產生的開支，例如維修保養開支，一般於產生期間自綜合損益表扣除。倘達到確認標準，則重大檢查的開支會於資產賬面值中資本化作為替換。倘須定期替換大部份物業、廠房及設備，則本集團會將該等部份確認為有特定可使用年期的個別資產及相應地予以折舊。

折舊乃於各項物業、廠房及設備的估計可使用年期內以直線法將其成本撇銷至剩餘價值計算得出(計及其估計剩餘價值為10%)。估計可使用年期如下：

樓宇	20年至30年
租賃物業裝修	3年至5年
機器及設備	12年至20年
運輸工具	5年
電子設備、辦公設備及裝置	5年

倘一項物業、廠房及設備各部份擁有不同的可使用年期，則該項物業、廠房及設備的成本將按合理基礎於各部份之間予以分配，而各部份將個別折舊。剩餘價值、可使用年期及折舊方法最少於各年結日進行一次檢討及於適當時作出調整。

2.4 Summary of significant accounting policies (continued)

Property, plant and equipment and depreciation (continued)

An item of property, plant and equipment, including any significant part initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the year the asset is derecognised as the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings, plants, machinery and production lines under construction, or renovation works in progress and is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊(續)

物業、廠房及設備包括任何經初始確認的主要部份於出售或預期日後使用或出售不會有任何經濟利益時終止確認。於終止確認資產當年的綜合損益表確認的出售或棄用盈虧指有關資產的出售所得款項淨額與賬面值之差額。

在建工程指正在建設的樓宇、廠房、機器及生產線，或正在進行的裝修，按成本減任何減值虧損入賬而不作折舊。成本包括施工期間的工程直接成本及有關借貸資金的資本化借貸成本。在建工程於落成可用時獲重新分類至物業、廠房及設備的適當類別。

無形資產(商譽除外)

個別收購的無形資產於初始確認時按成本計量。業務合併之中收購無形資產的成本乃該資產於收購日期的公平值。無形資產的可使用年期評估為有限或無限。可使用年期有限的無形資產隨後於可使用年期內攤銷，並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限的無形資產的攤銷年期及攤銷方法至少於各年結時進行審閱。

每年個別或按現金產生單位對可使用年期為無限之無形資產進行減值測試。此等無形資產不予攤銷。可使用年期為無限之無形資產之可使用年期會每年檢討，以釐定評定為無限之年期是否繼續有證據支持。倘沒有，評定為無限之可使用年期改為有限按將來適用法入賬。

2.4 Summary of significant accounting policies (continued)

Intangible assets (other than goodwill) (continued)

Patents and licences

Purchased patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 15 years.

Research and development costs

All research costs are charged to the consolidated statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Computer software

Acquired computer software licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 3 to 8 years.

Customer relationship

Customer relationship represents the fair value attributable to the customer base or existing contractual bids with customers acquired as a result of business combination.

Leases

Until 31 December 2018, leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, a lease is recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

2.4 主要會計政策概要(續)

無形資產(商譽除外)(續)

專利及許可

購買專利及許可乃以成本減去任何減值虧損列賬，並按其估計可使用年期(10至15年)以直線法攤銷。

研發成本

所有研究成本於產生時自綜合損益表扣除。

開發新產品的项目產生的支出僅當本集團能顯示下列各項，方予資本化及遞延：完成該項無形資產使其可供使用或出售在技術上的可行性、其完成的意向及使用或出售該資產的能力、該資產日後如何產生經濟利益、是否有資源可以完成該項目，以及在開發過程中是否可以可靠地計量該項支出。不符合該等準則的產品開發支出在產生時支銷。

電腦軟件

購買電腦軟件牌照乃以成本減去任何減值虧損列賬，並按其估計可使用年期(3至8年)以直線法攤銷。

客戶關係

客戶關係指因業務合併導致的客戶基礎或與所收購客戶的現有合約投標應佔的公平值。

租賃

在2018年12月31日以前，擁有權的大部分風險及回報未轉讓予本集團(作為承租人)的租賃會被分類為經營租賃。在經營租賃下支付的款項(扣除向出租人收取之任何優惠)在租賃期內按照直線法計入損益。

自2019年1月1日起，在租賃資產可供本集團使用之日，租賃確認為一項使用權資產和相應負債。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Leases (continued)

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payment that are based 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;
- The exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

2.4 主要會計政策概要(續)

租賃(續)

合約可能包含租賃及非租賃組成部分。本集團按照租賃及非租賃組成部分相應的獨立價格，將合約代價分配至租賃及非租賃組成部分。然而，就本集團為承租人的房地產租賃而言，其選擇將租賃及非租賃組成部分入賬為單一租賃組成部分，並無將兩者區分。

租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 基於指數或利率的可變租賃付款，於開始日期初始使用指數或利率計量；
- 剩餘價值擔保下的本集團預期應付款項；
- 採購權的行使價格(倘本集團合理地確定行使該權利)；及
- 支付終止租賃的罰款(倘租賃條款反映本集團行使權利)。

根據合理確定延續選擇權支付的租賃付款亦計入負債計量之內。

2.4 Summary of significant accounting policies (continued)

Leases (continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- Where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- Makes adjustments specific to the lease, e.g., term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2.4 主要會計政策概要(續)

租賃(續)

租賃付款使用租賃中隱含的利率進行貼現。倘無法輕易確定該利率(為本集團租賃的一般情況),則使用承租人的增量借款利率,即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產具有類似價值的資產所需資金而必須支付的利率。

為釐定增量借款利率,本集團:

- 在可能情況下,使用個別承租人最近獲得的第三方融資為出發點作出調整,以反映自獲得第三方融資以來融資條件的變動;
- 使用累加法,首先就本集團所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率;及
- 對租約進行特定調整,例如期限、國家、貨幣及抵押。

租賃付款於本金與財務費用之間作出分配。財務費用在租賃期間於損益扣除,藉以令各期間的負債餘額的期間利率一致。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Leases (continued)

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.4 主要會計政策概要(續)

租賃(續)

使用權資產按成本計量，包括以下各項：

- 租賃負債的初始計量金額；
- 在開始日期或之前支付的任何租賃付款減去已收任何租賃優惠；
- 任何初始直接成本；及
- 修復費用。

使用權資產一般於資產可使用年期或租賃期(以較短者為準)按直線法折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

與設備及車輛短期租賃及所有低價值資產租賃相關的付款以直線法於損益確認為開支。短期租賃為租賃期12個月或以下的租賃。低價值資產包括資訊科技設備及小型辦公家具。

本集團作為出租人的經營租賃的租賃收入按直線法於租賃期內確認為收入。獲取經營租賃產生的初始直接成本計入相關資產的賬面值，並於租賃期內以確認租賃收入的相同基準確認為開支。個別租賃資產按其性質計入綜合財務狀況表。採納新租賃準則後，本集團無需對作為出租人所持有資產的會計處理作任何調整。

2.4 Summary of significant accounting policies (continued)

Other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out in "Revenue recognition" paragraph below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 主要會計政策概要(續)

其他金融資產

初始確認及計量

金融資產於初始確認時分為按公平值計入其他全面收益及按公平值計入損益，其後則按攤銷成本計量。

初始確認時的金融資產分類取決於金融資產的合約現金流量特徵以及本集團管理彼等的業務模式。除了並不包含顯著的融資組成部份或本集團已就此應用不就重大融資部份的影響作出調整的實務中的簡易方法之貿易應收款外，本集團初始按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並不包含顯著的融資組成部份或本集團已就此應用實務中的簡易方法之貿易應收款，乃根據下文「收入確認」一段載述的政策按照香港財務報告準則第15號釐定之交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需就未償還本金產生純粹支付本金及利息(「純粹支付本金及利息」)現金流量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。

任何正常方式購買或出售金融資產應於交易日確認，即本集團承諾購買或出售資產的日期。正常方式購買或出售指遵循在相關市場中的規則或慣例在約定的時間內交付該項資產之金融資產購買或出售。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures debt instruments at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the consolidated statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

The Group measures debt instruments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments that are measured at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost whilst fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value changes recognised in other comprehensive income is recycled to the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

其他金融資產(續)

後續計量

金融資產的後續計量如下所述取決於其類別：

按攤銷成本列賬的金融資產(債務工具)

倘滿足以下兩個條件，本集團將按攤銷成本計量債務工具：

- 於旨在持有金融資產以收取合約現金流量的業務模式中持有金融資產；及
- 金融資產的合約條款於特定日期產生就未償還本金的純粹本息付款的現金流量。

按攤銷成本列賬的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於綜合損益表中確認。

按公平值計入其他全面收益的金融資產(債務工具)

倘滿足以下兩個條件，本集團將透過其他全面收益按公平值計量債務工具：

- 於旨在持有金融資產以收取合約現金流量及出售的業務模式中持有金融資產；及
- 金融資產的合約條款於特定日期產生就未償還本金的純粹本息付款的現金流量。

就按公平值計入其他全面收益計量的債務工具，其利息收入、外匯重估及減值虧損或撥回於綜合損益表內確認，並按與按攤銷成本列賬的金融資產相同方式計算，而公平值變動於其他全面收益確認。於終止確認時，於其他全面收益確認的累計公平值變動回流到綜合損益表內。

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes derivative instruments and equity investments in which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

按公平值計入損益的金融資產

按公平值計入損益的金融資產包括持作買賣的金融資產，於初始確認時指定按公平值計入損益的金融資產，或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹本息付款的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值計入其他全面收益分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

按公平值計入損益的金融資產按公平值於綜合財務狀況表列賬，而公平值變動淨額於綜合損益表中確認。

該類別包括本集團並無不可撤銷地選擇按公平值計入其他全面收益進行分類的衍生工具及股本投資。分類為按公平值計入損益的金融資產的股本投資，其股息在支付權確立時(即股息隨附的經濟福利將流入本集團且股息金額能可靠計量)亦於綜合損益表中確認為其他收入。

2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the consolidated statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

按公平值計入損益的金融資產(續)

當嵌入混合合約(包含金融負債及非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險; 具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義; 且混合合約並非按公平值計量且其變動計入損益表, 則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量, 且其變動計入綜合損益表。僅當合約條款出現變動, 大幅改變其他情況下所需現金流量時; 或當原分類至按公平值列賬且其變動計入損益的金融資產獲重新分類時, 方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計量且其變動計入損益的金融資產。

終止確認金融資產

金融資產(或倘適用, 一項金融資產的一部份或一組同類金融資產的一部份)主要在下列情況下將予終止確認(即自本集團的綜合財務狀況表移除):

- 自資產收取現金流量的權利已屆滿; 或
- 本集團已轉讓自資產收取現金流量的權利, 或已根據一項「轉付」安排承擔責任, 在無重大延誤情況下, 將所得現金流量全數付予第三方; 及本集團(a)已轉讓資產的絕大部份風險及回報, 或(b)並無轉讓或保留資產的絕大部份風險及回報, 但已轉讓資產的控制權。

2.4 Summary of significant accounting policies (continued)

Derecognition of financial assets (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2.4 主要會計政策概要(續)

終止確認金融資產(續)

當本集團已轉讓其自一項資產收取現金流量的權利或已訂立轉付安排，其評估其是否仍保留資產擁有權的風險及回報及保留程度。當其並未轉讓或保留資產的絕大部份風險及回報或轉移資產的控制權，本集團就其持續參與的程度持續確認所轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓的資產及相關負債乃按反映本集團保留的權利及責任的基準計量。

本集團以擔保形式持續涉及轉讓資產，乃以資產之原賬面值及本集團可能需要償還之最高代價兩者之較低者計量。

金融資產減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的相若利率貼現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

一般方法

預期信貸虧損分兩個階段確認。就初始確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損撥備。就初始確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提虧損撥備，不論違約的時間(全期預期信貸虧損)。

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (continued)

General approach (continued)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt instruments that are measured at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt instruments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt instruments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset is in default when contractual payments are past due over a long period of time. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 主要會計政策概要(續)

金融資產減值(續)

一般方法(續)

於每個報告日期，本集團評估相關金融工具的信用風險自初始確認後是否已顯著增加。進行評估時，本集團將金融工具於報告日期發生違約的風險與金融工具於初始確認當日發生違約的風險進行比較，並會考慮毋須付出不必要的成本或努力即可獲得的合理且可靠資料，包括過往及前瞻性資料。

就按公平值計入其他全面收益計量的債務工具，本集團採用低信用風險簡化方法。於每個報告日期，本集團使用毋須付出不必要的成本或努力即可獲得的所有合理且可靠資料來評估債務工具是否具有低信用風險。進行評估時，本集團重新評估債務工具的外部信貸評級。此外，本集團認為，倘合約付款逾期超過30日，則信用風險大幅增加。

本集團認為，倘合約付款逾期過久，則金融資產視作違約。然而，於若干情況下，在並無計及本集團持有的任何增信安排前，本集團亦可於內部或外部資料顯示本集團不大可能悉數收取尚未償還合約金額時將金融資產視作違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (continued)

General approach (continued)

Debt instruments that are measured at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below:

- Stage 1 Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.
- Stage 2 Financial instruments for which credit risk has increased significantly since initial recognition but they are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs.
- Stage 3 Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 主要會計政策概要(續)

金融資產減值(續)

一般方法(續)

按公平值計入其他全面收益計量的債務工具及按攤銷成本列賬的金融資產按一般方法進行減值，彼等於計量預期信貸虧損時分類為下列階段，惟貿易應收款則應用下文所述簡易方法：

- 第一階段 自初始確認以來信貸風險並無大幅增加及其虧損撥備按等同於12個月預期信貸虧損的金額計量的金融工具。
- 第二階段 自初始確認以來信貸風險大幅增加但並非信貸減值金融資產及其虧損撥備按等同於全期預期信貸虧損的金額計量的金融工具。
- 第三階段 於報告日期出現信貸減值(但並非購入或源生信貸減值)及其虧損撥備按等同於全期預期信貸虧損的金額計量的金融資產。

簡易方法

就並不包含顯著的融資組成部份或本集團已就此應用不就重大融資部份的影響作出調整的實務時的貿易應收款而言，本集團應用簡易方法計算預期信貸虧損。根據簡易方法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算的撥備矩陣，並按債務人的特定前瞻性因素及經濟環境作出調整。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, other payables and accruals, and interest-bearing bank borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities that are measured at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separate embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit or loss. The net fair value gain or loss recognised in the consolidated statement of profit or loss does not include any interest charged on these financial liabilities.

2.4 主要會計政策概要(續)

金融負債

初始確認及計量

金融負債於初始確認時劃分為按公平值計入損益的金融負債、貸款及借貸、應付款，或劃分為指定作有效對沖的對沖工具的衍生工具(如適用)。

所有金融負債初步按公平值確認，而如屬貸款及借貸以及應付款，則扣除直接應佔交易成本。

本集團的金融負債包括貿易應付款及應付票據、其他應付款及應計項目及計息銀行借款。

後續計量

金融負債的後續計量取決於被等的分類進行，載列如下：

按公平值計入損益的金融負債

按公平值計入損益計量的金融負債包括持作買賣的金融負債及於初始確認時指定為按公平值計入損益的金融負債。

倘金融負債產生的目的是為在短期內回購，則該等資產分類為持作買賣。該分類亦包括本集團所訂立在對沖關係(定義見香港財務報告準則第9號)中並無指定為對沖工具的衍生金融工具。已分開之嵌入式衍生工具亦分類為持作買賣，惟被指定為有效對沖工具除外。持作買賣負債的收益或虧損於綜合損益表內確認。綜合損益表內確認的公平值收益或虧損淨額不包括就該等金融負債支付的任何利息。

2.4 Summary of significant accounting policies (continued)

Financial liabilities (continued)

Financial liabilities at fair value through profit or loss (continued)

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the consolidated statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the consolidated statement of profit or loss. The net fair value gain or loss recognised in the consolidated statement of profit or loss does not include any interest charged on these financial liabilities.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

金融負債(續)

按公平值計入損益的金融負債(續)

於初始確認時指定為按公平值計入損益的金融負債，僅於初始確認日期符合香港財務報告準則第9號的要求時指定。指定按公平值計入損益的負債的收益或虧損於綜合損益表內確認，惟本集團自身信貸風險產生的收益或虧損則於其他全面收益呈列，且其後不會重新分類至綜合損益表內。綜合損益表內確認的公平值收益或虧損淨額不包括就該等金融負債支付的任何利息。

貸款及借貸

於初始確認後，計息貸款及借貸隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認或按實際利率法進行攤銷程序時，其收益及虧損在綜合損益表內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部份的費用或成本後計算。實際利率攤銷計入綜合損益表的財務費用內。

終止確認金融負債

金融負債於負債項下責任被解除或撤銷或屆滿時終止確認。

如一項現有金融負債被來自同一貸款方且大部份條款均有差別的另一項金融負債所取代，或現有負債的條款被大幅修改，此種置換或修改被視作終止確認原有負債並確認新負債處理，而兩者的賬面值差額於綜合損益表內確認。

2.4 Summary of significant accounting policies (continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as commodity futures contracts and foreign currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of commodity purchase contracts that meet the definition of a derivative as defined by HKFRS 9 is recognised in the consolidated statement of profit or loss as cost of sales. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirement are held at cost.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the consolidated statement of profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average cost basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 主要會計政策概要(續)

金融工具的抵銷

當具法定權利抵銷確認金額及計劃以淨額結算，或同時變賣資產以清償負債，方可將金融資產和金融負債互相抵銷，並在綜合財務狀況表內以淨額列示。

衍生金融工具及對沖會計

初始確認及後續計量

本集團利用衍生金融工具(例如遠期商品合約及外匯合約)以對沖其外幣風險。該等衍生金融工具乃按訂立衍生工具合約當日的公平值作初始確認，其後則按公平值重新計量。倘公平值為正數，衍生工具列賬為資產，而倘公平值為負數時，則列賬為負債。

商品購買合約的公平值倘符合香港財務報告準則第9號所界定一項衍生工具的定義，則於綜合損益表內確認為銷售成本。根據本集團預期購買、銷售或使用要求就收取或交付一項非金融項目而訂立及持續持有的商品合約乃按成本持有。

衍生工具公平值變動產生的收益或虧損直接計入綜合損益表。

存貨

存貨按成本值與可變現淨值兩者的較低者列賬。若是在製產品及成品，成本值按加權平均成本法計算，包括直接物料成本、直接勞動成本及固定成本中的適當部份。可變現淨值乃根據估計售價扣除完成及出售時預期產生的任何估計成本計算。

2.4 Summary of significant accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in "Impairment of financial assets" paragraph.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made on the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

2.4 主要會計政策概要(續)

現金及現金等價物

現金及現金等價物包括存放銀行現金及庫存現金、銀行及其他金融機構的活期存款及可隨時轉換為已知數額現金、價值變動風險極微及於收購後三個月內到期的短期高流動性投資。就綜合現金流量表而言，現金及現金等價物亦包括按要求償還的銀行透支，其成為本集團現金管理的組成部份。現金及現金等價物根據「金融資產減值」一段所載政策評估預期信貸虧損。

撥備

倘若因過往事件導致現有債務(法定或推定)及日後可能需要有資源流出以償還債務，則確認撥備，但必須能可靠估計有關債務金額。

倘若折現的影響重大，則確認的準備金額為預期需用作償還債務的未來支出於報告期末的現值。因時間流逝而產生的折現現值增額，列作財務費用計入綜合損益表。

所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認，不論是否於其他全面收益或權益內直接確認。

即期稅項資產及負債，乃根據於報告期末已頒佈或已實際頒佈的稅率(及稅法)，並考慮本集團業務所在國家的現有詮釋及慣例，按預期自稅務機構退回或付予稅務當局的金額計算。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Income tax (continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry-forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項採用負債法就於報告期末資產及負債的稅基與兩者用作財務報告的賬面值之間的所有暫時差額計提準備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 遞延稅項負債乃因在一項並非業務合併的交易中初次確認商譽或一項資產或負債而產生，並於交易時並不影響會計利潤或應課稅利潤；及
- 就與於附屬公司、聯營公司及合營企業投資有關的應課稅暫時差額而言，暫時差額的撥回時間為可控制，而該等暫時差額於可見將來可能不會撥回。

遞延稅項資產乃就所有可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損的結轉而確認。遞延稅項資產以將有應課稅利潤以動用可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損的結轉以作對銷為限，惟下列情況除外：

- 與可扣稅暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初次確認資產或負債而產生，並於交易時並不影響會計利潤及應課稅利潤；及
- 就與於附屬公司、聯營公司及合營企業投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回以及將有應課稅利潤以動用暫時差額以作對銷的情況下，方予確認。

2.4 Summary of significant accounting policies (continued)

Income tax (continued)

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities, and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the consolidated statement of profit or loss by way of a reduced depreciation charge.

2.4 主要會計政策概要(續)

所得稅(續)

於各報告期末審閱遞延稅項資產的賬面值，並在不再可能有足夠應課稅利潤以動用全部或部份遞延稅項資產時，相應扣減該賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅利潤以收回全部或部份遞延稅項資產時予以確認。

遞延稅項資產及負債乃按預期適用於變現資產或清還負債期間的稅率，根據於報告期末已頒佈或實際上已頒佈的稅率(及稅法)計算。

遞延稅項資產可與遞延稅項負債對銷，當且僅當本集團有可合法執行權利以對銷即期稅項資產及即期稅項負債的，而遞延稅項及遞延負債與同一稅務當局對同一課稅實體或不同應課稅實體(計劃在預期待有重大金額的遞延稅項負債或資產須予清償或收回的每個未來期間，按淨額基準清償即期稅項負債及資產，或同時變現資產及清償負債)徵收的所得稅有關。

政府補貼

政府補貼於可合理地確定將會收取補貼及將符合所有附帶條件時按公平值確認。如補貼涉及開支項目，則會於其擬補貼的成本列為支銷的期間有系統地確認為收入。

如補貼與資產有關，則其公平值會計入遞延收入賬中，並按有關資產的預計可使用年期以每年等額分期款項撥入綜合損益表，或其公平值從資產的賬面值中扣減並透過扣減的折舊開支而轉撥至綜合損益表。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes interest expense accreted on the contract liability using the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Sale of industrial products

Revenue from the sale of industrial products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the industrial products.

Some contracts for the sale of industrial products provide customers with volume rebates. The volume rebates give rise to variable consideration.

2.4 主要會計政策概要(續)

收入確認

客戶合約收入

客戶合約收入於貨品或服務的控制權轉讓至客戶時確認，其金額反映本集團預期就交換該等貨品或服務而有權獲得的代價。

倘合約代價包括可變動金額，則代價金額按本集團將貨品或服務轉讓至客戶作為交換而有權獲得的金額估計。可變動代價於合約開始時估計，並受限制，直至已確認的累計收入金額於可變動代價的有關不明朗因素其後解決時極大可能不會出現重大收入撥回為止。

倘合約包含融資部份，可就將貨品或服務轉讓至客戶提供為期超過一年的融資，從而給客戶帶來重大利益，則於合約開始時收入按應收金額的現值計量，並按本集團與客戶間的獨立融資交易反映的貼現率貼現。倘合約包含融資部份，可給本集團帶來為期超過一年的重大融資利益，則根據合約確認的收入包括合約負債按實際利率法計算的利息開支。就客戶付款與轉讓規定貨品或服務之間的期限為一年或以內的合約而言，交易價格採用香港財務報告準則第15號項下不就重大融資部份的影響作出調整的實務。

銷售工業產品

銷售工業產品的收入於資產控制權轉讓至客戶的特定時間點(一般為交付該等工業產品時)確認。

部份銷售工業產品的合約向客戶提供批量回扣。批量回扣導致可變動代價產生。

2.4 Summary of significant accounting policies (continued)

Revenue recognition (continued)

Volume rebates

Retrospective volume rebates may be provided to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the most likely amount method is used for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The requirements on constraining estimates of variable consideration are applied and a refund liability for the expected future rebates is recognised.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

2.4 主要會計政策概要(續)

收入確認(續)

批量回扣

倘客戶於期內購買的產品數量超過合約規定的最低限量，本集團將向其提供追溯批量回扣。回扣可抵扣客戶的應付金額。為估計預期未來回扣的可變動代價，設有單一最低限量的合約採用最可能的金額方法，設有多個最低限量的合約採用預期價值方法。選定預測可變動代價金額的最佳方法主要受合約設定的最低限量數目帶動。本集團應用約束可變動代價之估計的規定，並就預期未來回扣確認退款負債。

其他收入來源

租金收入按租賃年期的時間比例確認。

利息收入按應計基準以實際利率法利用將金融工具在預計可用年期期間或更短期間(如適當)估計在日後收取的現金準備折現至金融資產賬面淨值的利率確認。

股息收入於股東收取付款的權利確立，股息隨附的經濟利益將流入本集團且股息金額能可靠地計量時確認。

合約負債

合約負債是向客戶轉移貨品或服務的責任，本集團已就該責任向客戶收取代價(或應付代價金額)。倘客戶在本集團轉移貨品或服務予該客戶前支付代價，則合約負債於作出付款或付款到期時(以較早者為準)予以確認。合約負債於本集團履行合約時確認為收入。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Employee benefits

Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operates in the PRC are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute certain percentages of its payroll costs to the central pension scheme. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 主要會計政策概要(續)

退款負債

退款負債指退還部份或全部已收(或應收)客戶代價的責任，按本集團最終預期將退還客戶的金額計量。本集團於各報告期末更新其估計退款負債(及交易價格的相應變動)。

僱員福利

短期僱員福利及界定退休計劃供款

薪金、年度獎金、受薪年假、界定退休計劃供款及非貨幣性福利成本於僱員提供相關服務的年度入賬。當延期支付或清償該等成本而其影響重大時，則該等數額以現值列報。

退休金計劃

本集團亦根據強制性公積金計劃條例，為其所有僱員設立一項定額供款之強制性公積金退休福利計劃(「強積金計劃」)。供款按僱員有關薪金之某一百分比作出，並於按照強積金計劃之規則應付時於綜合損益表支銷。強積金計劃之資產與本集團之資產分開，由獨立管理基金持有。本集團向強積金計劃作出之僱主供款，在作出時已全數歸僱員所有。

本集團於中國所經營附屬公司的僱員，須參與當地地方政府設立的中央退休金計劃。該等附屬公司須按彼等薪酬成本的若干百分比向中央退休金計劃供款。有關供款乃根據中央退休金計劃的規則於應付時在綜合損益表中扣除。

2.4 Summary of significant accounting policies (continued)

Employee benefits (continued)

Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share-based payment reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the consolidated statement of profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to share-based payment reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to share-based payment reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based payment reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

2.4 主要會計政策概要(續)

僱員福利(續)

以股份為基礎支付

授予僱員之購股權公平值乃確認為僱員成本，而以股份為基礎支付儲備亦會於權益內相應調高。公平值乃於授出日期使用二項式點陣模式計量，並考慮到授出購股權之條款及條件。若僱員須先履行歸屬條件，方可無條件獲授購股權，則購股權之估計公平值總額會分配至歸屬期間，並考慮到購股權會歸屬之可能性。

於歸屬期間，預期歸屬的購股權數目會進行檢討。於過往年度確認的任何累計公平值調整會在檢討年度扣除／計入綜合損益表(除非原有僱員開支合資格確認為資產)，而以股份為基礎支付儲備亦會相應調整。於歸屬日期，確認為開支的數額會作出調整，以反映歸屬購股權之實際數目(而以股份為基礎支付儲備亦會相應調整)，惟倘沒收僅因未能達成與本公司股份之市價有關的歸屬條件則作別論。權益金額乃於以股份為基礎支付儲備確認，直至購股權獲行使(當有關金額計入就已發行股份於股本確認的金額)或購股權屆滿(當有關金額直接撥入留存利潤)為止。

終止福利

終止福利於以下較早日期發生時確認：當本集團無法再撤回該等福利的要約時，及當其確認涉及支付終止福利的重組成本時。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 11.6% (2018: 23.4%) has been applied to the expenditure on the individual assets.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the consolidated financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's Memorandum and Articles of Association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These consolidated financial statements are presented in RMB. The functional currency of the Company is the Hong Kong dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

2.4 主要會計政策概要(續)

借貸成本

可直接分配至購買、建築或生產合資格資產(即需要一段長時間方可達致擬定用途或出售之資產)之借貸成本被資本化為該等資產之部份成本。當資產已大致可作擬定用途或出售時,借貸成本將會停止資本化。特定用於合資格資產的借貸在尚未支銷時用作臨時投資所得之投資收入,於資本化之借貸成本中扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括實體因有關借貸資金產生的利息及其他成本。

若已借取非特定用途借款以取得合資格資產,則對個別資產開支採用11.6%(2018年:23.4%)的資本化率。

股息

末期股息於股東大會上獲股東批准後確認為負債。建議末期股息披露於綜合財務報表附註內。

因本公司章程大綱及細則授權董事宣派中期股息,故中期股息同時獲建議及宣派。因此,中期股息於建議及宣派後隨即確認為負債。

外幣

該等綜合財務報表均以人民幣呈列,本公司的功能貨幣為港元。本集團內的實體各自決定其功能貨幣,各實體的財務報表項目均以所定功能貨幣計量。本集團實體入賬的外幣交易初始按交易日當日的有關功能貨幣的匯率換算入賬。以外幣為計價單位的貨幣資產及負債,按有關功能貨幣於報告期末的匯率進行換算。結算或兌換貨幣項目產生之差額於損益確認。

2.4 Summary of significant accounting policies (continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas entities of the Group are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.4 主要會計政策概要(續)

外幣(續)

按照歷史成本以外幣計量之非貨幣項目使用初次交易之日之匯率兌換。按照公平值以外幣計量之非貨幣項目利用計量公平值之日之匯率兌換。兌換以公平值計量之非貨幣項目產生之損益之處理方式與確認項目之公平值變動產生之損益之處理方式一致(即其公平值損益於其他全面收入或損益確認之匯兌差額亦分別於其他全面收入或損益中確認)。

為釐定於終止確認預付代價相關的非貨幣資產或非貨幣負債時初始確認相關資產、開支或收入的匯率，初次交易之日為本集團初始確認預付代價產生的非貨幣資產或非貨幣負債之日。倘多次預先付款或收款，本集團會就每次支付或收取預付代價釐定交易日期。

本集團若干海外實體之功能貨幣並非人民幣。於報告期結束時，這些實體的資產和負債按照報告期結束時的匯率折算成本呈列為人民幣，而其損益表按照年內加權平均匯率折算成人民幣。

所產生的匯兌差額於其他全面收入表確認，並於匯兌波動儲備累計。於出售外國業務時，與該特定外國業務有關之其他全面收入部份於綜合損益表內確認。

因收購海外業務而產生的任何商譽及對因收購產生的資產及負債賬面值的任何公平值調整，均被視為該海外業務的資產及負債，並以結算匯率換算。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

2.4 Summary of significant accounting policies (continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regularly environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2.4 主要會計政策概要(續)

外幣(續)

就綜合現金流量表而言，海外附屬公司的現金流按照現金流發生當日的匯率折算成人民幣。海外附屬公司於整個年度中產生之經常性現金流量按該年度之加權平均匯率換算成人民幣。

分部報告

經營分部及財務報表所呈報各分部項目的金額，乃根據向本集團各項業務及地域地區分配資源及評估其業績表現而定期向本集團最高行政管理層提供的財務資料當中識別出來。

個別重要的經營分部不會合計以供財務報告之用，但如該等分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合計為一個報告分部。

3. Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Revenue from contracts with customers

The Group applied the following judgement that significantly affects the determination of the amount of revenue from contracts with customers:

Determining the method to estimate variable consideration and assessing the constraint for the sale of industrial products

Certain contracts for the sale of industrial products include volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

3. 重大會計判斷及估計

本集團綜合財務報表的編製需要管理層作出影響收入、開支、資產及負債呈報金額及彼等隨附之披露以及或然負債之披露的判斷、估計及假設。該等假設及估計的不明朗因素會導致未來須對受影響資產及負債的賬面值進行重大調整。

判斷

在應用本集團會計政策的過程中，管理層已作出下列重大判斷(涉及估計者除外)，該等判斷對於綜合財務報表內確認的金額產生最大影響：

客戶合約收入

本集團採用下列對釐定客戶合約收入的金額有重大影響的判斷：

釐定可變動代價的估計方法及評估銷售工業產品的限制

部份銷售工業產品的合約涵蓋批量回扣，從而導致可變動代價產生。於估計可變動代價時，本集團須採用預期價值方法或最可能的金額方法，依據為何種方法為預測本集團將有權獲得的代價金額的最佳方法。

3. Significant accounting judgements and estimates (continued)**Judgements (continued)**

Determining the method to estimate variable consideration and assessing the constraint for the sale of industrial products (continued)

In estimating the variable consideration for the sale of industrial products with volume rebates, the Group determined that using a combination of the most likely amount method and the expected value method is appropriate. The selected method that better predicts the amount of variable consideration related to volume rebates is primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. 重大會計判斷及估計(續)**判斷(續)**

釐定可變動代價的估計方法及評估銷售工業產品的限制(續)

於估計銷售工業產品(隨帶批量回扣)的可變動代價時,本集團認定聯合採用最可能的金額方法及預期價值方法較為適宜。選定更貼切預測批量回扣相關可變動代價金額的方法主要受合約設定的最低限量數目帶動。最可能的金額方法用於設有單一最低限量的合約,預期價值方法則用於設有多個最低限量的合約。

將任何可變動代價金額計入交易價格之前,本集團會考慮可變動代價金額是否受限制。根據其歷史經驗、業務前景及現行經濟狀況,本集團認定估計可變動代價並無受限制。此外,可變動代價的有關不明朗因素將於短期內解決。

劃分投資物業及業主自佔物業

本集團須判斷物業是否屬投資物業,並制定出此類判斷的標準。投資物業乃持作收取租金或資本增值或同時為這兩個目的而持有的物業。憑此,本集團考慮一項物業產生的現金流是否大部份獨立於本集團持有的其他資產。部份物業被持有作賺取租金或資本增值用途,另一部份則被持有作生產貨物或提供服務或行政用途。倘若此等部份可分別出售(或根據融資租賃條款分別出租),本集團則對此等部份分別記賬。倘若此等部份不能分別出售,則只能於一小部份作生產貨物或提供服務或行政用途時,該項物業方為投資物業。判斷乃按照個別物業基準作出,以釐定配套服務是否重要,以致物業不符合投資物業之資格。

3. Significant accounting judgements and estimates (continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year, are described below.

Variable consideration for volume rebates

The Group estimates variable consideration to be included in the transaction price for the sale of industrial products with volume rebates.

The Group's expected volume rebates are analysed on a per customer basis for contracts that are subject to a single volume threshold. Determining whether a customer will likely be entitled to a rebate depends on the customer's historical rebate entitlement and accumulated purchases to date.

The Group applied a statistical model for estimating expected volume rebates for contracts with more than one volume threshold. The model uses the historical purchasing patterns and rebate entitlement of customers to determine the expected rebate percentages and the expected value of the variable consideration. Any significant changes in experience as compared to historical purchasing patterns and rebate entitlements of customers will impact the expected rebate percentages estimated by the Group.

The Group updates its assessment of expected volume rebates quarterly and the refund liabilities are adjusted accordingly. Estimates of expected volume rebates are sensitive to changes in circumstances and the Group's past experience regarding rebate entitlements may not be representative of customers' actual rebate entitlements in the future. As at 31 December 2019, the amount recognised as refund liabilities was RMB8,453,000 (2018: RMB5,955,000) for the expected volume rebates, which is included in "Other payables and accruals").

3. 重大會計判斷及估計(續)

估計不明朗因素

涉及未來的主要假設及於報告期末估計不明朗因素的其他主要來源(前述因素均擁有導致於下個年度就資產及負債的賬面值作出大幅調整的重大風險)討論如下。

批量回扣的可變動代價

本集團會估計將計入銷售工業產品(隨帶批量回扣)的交易價格的可變動代價。

就設有單一最低限量的合約，本集團根據各個客戶對其預期批量回扣進行分析。釐定客戶是否有權獲得回扣取決於客戶的歷史回扣配額及迄今的累計採購量。

就設有多個最低限量的合約，本集團採用統計模式以估計預期批量回扣。該模式採用客戶的歷史採購模式及回扣配額釐定預期回扣百分比及可變動代價的預期價值。經驗較客戶的歷史採購模式及回扣配額出現任何重大變動均會影響本集團估計的預期回扣百分比。

本集團每季更新其對預期批量回扣的評估，並相應調整退款負債。預期批量回扣的估計極易受環境變動的影響。本集團有關回扣配額的過往經驗並不代表客戶未來的實際回扣配額。於2019年12月31日，就預期批量回扣確認作退款負債的金額為人民幣8,453,000元(2018年：人民幣5,955,000元)，計入「其他應付款及應計項目」。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

3. Significant accounting judgements and estimates (continued)

Estimation uncertainty (continued)

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 21 to the consolidated financial statements.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the cash-generating units to which the goodwill is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2019 was RMB233,973,000 (2018: RMB233,973,000). Further details are disclosed in Note 16 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

貿易應收款的預期信貸虧損撥備
本集團使用撥備矩陣計算貿易應收款的預期信貸虧損撥備。撥備率乃基於具有類似虧損模式的多個客戶分類組別的逾期天數釐定。

撥備矩陣最初基於本集團的歷史觀察違約率。本集團將通過調整矩陣以調整歷史信用損失經驗與前瞻性資訊。例如，如果預測經濟狀況(如國內生產總值)將在未來一年內惡化，這可能導致製造行業違約數量增加，歷史違約率將得到調整。於每個報告日期，歷史觀察到的違約率都會被更新，並分析未來其可能發生的變化。

對歷史觀察到的違約率、預測的經濟狀況及預期信貸虧損之間的相關性的評估是一個重要的估計。預期信貸虧損的金額對環境的變化和預測的經濟狀況很敏感。本集團的歷史信貸虧損經驗和對經濟狀況的預測也可能無法代表客戶未來的實際違約。有關本集團貿易應收款的預期信貸虧損的資料披露於綜合財務報表附註21。

商譽減值

本集團至少按年基準評估商譽是否出現減值。該過程需要估計獲分配商譽的現金產生單位的使用價值。本集團須於估計使用價值時對現金產生單位的預期未來現金流量作出估計，亦須選用合適的貼現率以計算該等現金流量的現值。於2019年12月31日，商譽的賬面金額為人民幣233,973,000元(2018年：人民幣233,973,000元)。進一步詳情披露於綜合財務報表附註16。

3. Significant accounting judgements and estimates (continued)

Estimation uncertainty (continued)

Income taxes

The Group is mainly subject to income taxes in the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets

As at 31 December 2019, the Group had deferred tax assets of RMB29,000,000 (2018: RMB23,600,000). To the extent it is probable that taxable profit will be available against which the deductible temporary differences will be utilised, deferred tax assets are recognised for temporary differences arising from impairment provisions for property, plant and equipment, inventories and receivables, decelerated tax depreciation and amortisation, certain accrual items and unused tax losses.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2019 was RMB12,193,000 (2018: RMB10,310,000). The amount of unrecognised deferred tax asset arising from tax losses at 31 December 2019 was RMB103,977,000 (2018: RMB57,880,000). Further details are disclosed in Note 29 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

所得稅

本集團主要需於中國繳納所得稅。在確定所得稅之撥備時須作出重大判斷。在日常業務過程中，很多交易及計算乃未能確定最終落實的稅款。本集團須估計未來是否繳納額外稅項，以就預期稅務審核事宜確認負債。倘該等事宜之最終稅務結果與起初記錄入賬的金額不同，該等差額將會影響確定撥備期間之所得稅及遞延稅款撥備。

遞延稅項資產

於2019年12月31日，本集團有遞延稅項資產人民幣29,000,000元(2018年：人民幣23,600,000元)。遞延稅項資產乃就物業、廠房及設備、存貨及應收款、遞減稅項折舊及攤銷、若干應計項目及未使用稅務虧損計提之減值撥備產生臨時性差異確認，惟僅於很可能有應課稅利潤抵扣可扣減臨時性差異為限。

在很有可能有應課稅利潤來抵扣虧損的限度內，應就所有未利用的稅務虧損確認遞延稅項資產。這需要管理層運用大量的判斷來估計未來應課稅利潤發生的時間和金額，結合課稅籌劃策略，以決定可予以確認的遞延稅項資產的金額。於2019年12月31日，與已確認稅務虧損有關的遞延稅項資產賬面值為人民幣12,193,000元(2018年：人民幣10,310,000元)。於2019年12月31日，稅務虧損產生的未確認遞延稅項資產金額為人民幣103,977,000元(2018年：人民幣57,880,000元)。更多詳情披露於綜合財務報表附註29。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

4. Operating Segment Information

For management purposes, the Group has one operating segment of packaging products, which can be analysed by three business units based on their products and services as follows:

- (a) Tinplate packaging – the Group uses tinplate as the main raw material for its tinplate packaging products, which include three-piece beverage cans, food cans (including milk powder cans), aerosol cans, metal caps, printed and coated tinplates, steel barrels, round and square shaped cans and other metal packaging;
- (b) Aluminium packaging – the Group uses aluminium as the main raw material for its aluminium packaging products, which mainly consist of two-piece beverage cans and one-piece bottles; and
- (c) Plastic packaging – the Group's plastic packaging products are mainly used for milk bottles, shampoo bottles, plastic devices of electronic products, daily use hardware, package printing, sports drink bottles and related plastic-made products.

Management monitors the results of the Group's business units separately for the purpose of making decisions about resource allocation and performance assessment. The performance for each of the business unit is evaluated based on revenue, as explained below:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Tinplate packaging	馬口鐵包裝	3,389,694	3,521,944
Aluminium packaging	鋁製包裝	3,309,159	2,461,200
Plastic packaging	塑膠包裝	588,418	608,163
		7,287,271	6,591,307

Information about major customers

Revenue of approximately RMB2,948,593,000 (2018: RMB2,071,098,000) was derived from the five largest customers.

4. 經營分部信息

就管理而言，本集團有一個經營分部—包裝產品，可按其產品及服務以三個業務單位分析如下：

- (a) 馬口鐵包裝—本集團使用馬口鐵作為其馬口鐵包裝產品的主要原材料，其中包括三片飲料罐、食品罐(包括奶粉罐)、氣霧罐、金屬蓋、印塗鐵、鋼桶、方圓罐及其他金屬包裝；
- (b) 鋁製包裝—本集團使用鋁作為其鋁製包裝產品的主要原材料，主要包括兩片飲料罐及單片罐；及
- (c) 塑膠包裝—本集團的塑膠包裝產品主要用於奶瓶、洗髮水瓶、電子產品的塑膠附件、日用五金、包裝印刷、運動飲料瓶及相關塑膠製品。

管理層單獨監察本集團業務單位的業績，以就資源分配及表現評估作出決定。各業務單位的表現按收入進行評估，如下文所闡釋：

有關主要客戶的資料

來自五位最大客戶的收入約人民幣2,948,593,000元(2018年：人民幣2,071,098,000元)。

5. Revenue, other income and net gains

An analysis of revenue is as follows:

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Revenue from contracts with customers		
Sale of goods	7,287,271	6,591,307

Revenue from contracts with customers

(i) *Disaggregated revenue information*

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
By type of goods		
Tinplate packaging	3,389,694	3,521,944
Aluminium packaging	3,309,159	2,461,200
Plastic packaging	588,418	608,163
Total revenue from contracts with customers	7,287,271	6,591,307
By geographical markets		
Mainland China	7,089,264	6,422,751
Overseas	198,007	168,556
Total revenue from contracts with customers	7,287,271	6,591,307

All of the Group's revenue from contracts with customers is recognised at a point in time when the goods are transferred.

5. 收入、其他收入及收益淨額

以下是收入的分析：

客戶合約收入
(i) 分拆收入資料

本集團的所有客戶合約收入均於商品轉讓的特定時間點確認。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

5. Revenue, other income and net gains (continued)

Revenue from contracts with customers (continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of packaging products

The performance obligation is satisfied upon delivery of the packaging products and payment is generally due within 30 to 180 days from delivery, except for new customers, where payment in advance is normally required. Some contracts provide customers with volume rebates which give rise to variable consideration subject to constraint.

5. 收入、其他收入及收益淨額 (續)

客戶合約收入(續)

(ii) 履約責任

本集團履約責任之資料概述如下：

銷售包裝產品

履約責任於包裝產品交付時即告完成，賬款通常須於交付後30至180天內到期支付，惟新客戶大多須預先付款。部分合約向客戶提供批量回扣，從而導致可變動代價(須受限制)。

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	5,362	6,942
Interest income from COFCO Finance (Note 38(a))	來自中糧財務的利息收入(附註38(a))	4,348	2,948
Interest income from an associate (Note 38(a))	來自一家聯營公司的利息收入(附註38(a))	-	2,384
Government grants*	政府補貼*	18,249	24,761
Rental income	租金收入	2,434	1,055
Other income (Note 19)	其他收入(附註19)	7,500	-
		37,893	38,090
Net gains	收益淨額		
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	(2,064)	(1,901)
Foreign exchange differences, net	外匯差額淨額	14,380	8,562
Other gains	其他收益	11,180	8,651
		23,496	15,312
		61,389	53,402

* The government grants are granted by the PRC's local authority to support local companies. There are no unfulfilled conditions or contingencies relating to these grants.

* 政府補貼乃由中國當地政府授予以支持當地公司。這些補貼並無尚未達成的條件或有事項。

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

截至2019年12月31日止年度

綜合財務報表附註

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

6. Profit before income tax

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

6. 除所得稅前利潤

本集團除所得稅前利潤乃經扣除／(計入)以下項目後達致：

	Note 附註	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
(a) Cost of sales			
		6,193,567	5,633,213
Cost of inventories sold			
Realised and unrealised fair value gains on derivative financial instruments, net	27	(3,331)	(12,001)
Reversal of provision of inventories		(350)	-
		6,189,886	5,621,212
(b) Staff costs (including directors' and chief executive's remuneration):			
		573,668	538,748
Wages and salaries			
Pension scheme contributions**		45,093	47,519
Other benefits		46,102	39,807
		664,863	626,074
(c) Other items			
		342,402	296,353
Depreciation of property, plant and equipment	13		
Depreciation of right-of-use assets	14	17,696	-
Amortisation of prepaid land lease payments	15	-	7,618
Amortisation of other intangible assets	17	4,861	4,802
Research and development costs:			
- Current year expenditure		17,491	11,561
Minimum lease payments for leases previously classified as operating leases under HKAS 17	14	-	10,443
Expense relating to short-term lease and other leases with remaining lease term ending on or before 31 December 2019	14	5,542	-
Auditor's remuneration:			
- Audit service		1,700	1,950
- Non-audit services		700	800
		2,400	2,750
Provision for impairment of trade receivables, net*	21	5,061	513
Provision for/(reversal of) impairment of prepayments, other receivables and other assets, net*	22	18	(6)

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

6. Profit before income tax (continued)

* The provision for/(reversal of) impairment of trade receivables, prepayments, other receivables and other assets is included in administrative expenses in the consolidated statement of profit or loss.

** As at 31 December 2019, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2018: Nil).

7. Finance costs

An analysis of finance costs is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Interest on bank loans	銀行貸款利息	152,601	117,483
Interest on borrowings from a non-controlling shareholder	應付一名非控股股東的借貸利息	-	448
Interest on lease liabilities upon adoption of HKFRS 16	於採納香港財務報告準則第16號後租賃負債利息	1,129	-
		153,730	117,931
Less: Interest capitalised	減：資本化利息	(17,852)	(27,565)
		135,878	90,366

8. Directors' and chief executive's remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Fees	袍金	1,103	1,070
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,744	1,642
Performance related bonuses*	表現獎勵花紅*	1,697	1,071
Pension scheme contributions	退休金計劃供款	209	202
		3,650	2,915
		4,753	3,985

* Certain executive directors of the Company are entitled to bonus payments which are determined as a percentage of the profit after income tax of the Group.

6. 除所得稅前利潤(續)

* 貿易應收款、預付款、其他應收款及其他資產減值撥備/(撥回)已計入綜合損益表內之行政費用。

** 於2019年12月31日，本集團並無已沒收供款可供扣減其未來年度之退休金計劃供款(2018年：無)。

7. 財務費用

下列為財務費用分析：

8. 董事及主要行政人員之酬金

根據上市規則、香港公司條例第383(1)條以及公司(披露董事利益資料)規例第2部，年內董事及主要行政人員之酬金披露如下：

8. Directors' and chief executive's remuneration (continued)**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year were as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Mr. Cheng Yuk Wo	鄭毓和先生	308	300
Mr. Pun Tit Shan	潘鐵珊先生	308	300
Mr. Fu Tingmei*	傅廷美先生*	155	300
Mr. Chen Jihua*	陳基華先生*	155	-
		926	900

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

* Mr. Fu Tingmei was resigned as independent non-executive director of the Company on 2 July 2019 and Mr. Chen Jihua was appointed as independent non-executive director of the Company on 2 July 2019.

8. 董事及主要行政人員之酬金 (續)**(a) 獨立非執行董事**

年內付予獨立非執行董事的袍金如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Mr. Cheng Yuk Wo	鄭毓和先生	308	300
Mr. Pun Tit Shan	潘鐵珊先生	308	300
Mr. Fu Tingmei*	傅廷美先生*	155	300
Mr. Chen Jihua*	陳基華先生*	155	-
		926	900

年內並無應付予獨立非執行董事的其他薪酬(2018年：無)。

* 傅廷美先生於2019年7月2日辭任本公司獨立非執行董事及陳基華先生於2019年7月2日獲委任為本公司獨立非執行董事。

(b) Executive directors, non-executive directors and the chief executive**(b) 執行董事、非執行董事及主要行政人員**

		Salaries, allowances and benefits				Performance related bonuses	Pension scheme contributions	Total
		Fees	in kind					
		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	
2019	2019年							
Executive directors:	執行董事：							
Mr. Zhang Xin	張新先生	-	978	982	123	2,083		
Mr. Zhang Ye	張擘先生	-	766	715	86	1,567		
		-	1,744	1,697	209	3,650		
Non-executive directors:	非執行董事：							
Mr. Zhou Yuan	周原先生	88	-	-	-	88		
Mr. Shen Tao	沈陶先生	89	-	-	-	89		
Ms. Yu Youzhi	余友枝女士	-	-	-	-	-		
Mr. Chen Qianzheng	陳前政先生	-	-	-	-	-		
		177	1,744	1,697	209	3,827		

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

8. Directors' and chief executive's remuneration (continued)

(b) Executive directors, non-executive directors and the chief executive (continued)

		Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total	
	Fees	薪金、津貼及 袍金 實物福利	表現獎勵 花紅	退休金計劃 供款	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
2018	2018年					
Executive directors:	執行董事：					
Mr. Zhang Xin	張新先生	-	979	575	122	1,676
Mr. Zhang Ye	張曄先生	-	663	496	80	1,239
		-	1,642	1,071	202	2,915
Non-executive directors:	非執行董事：					
Mr. Zhou Yuan	周原先生	85	-	-	-	85
Mr. Shen Tao	沈陶先生	85	-	-	-	85
Ms. Yu Youzhi	余友枝女士	-	-	-	-	-
Mr. Chen Qianzheng	陳前政先生	-	-	-	-	-
		170	1,642	1,071	202	3,085

There was no arrangement under which a director or the chief executive waived or agreed to waive remuneration in both years.

上年及本年內並無董事或主要行政人員根據任何安排放棄或同意放棄酬金。

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

9. Five highest paid employees

The five highest paid employees during the year included two directors (2018: two directors), details of whose remuneration are set out in Note 8. Details of the remuneration for the year of the remaining three (2018: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,799	1,286
Performance related bonuses	表現獎勵花紅	1,248	1,232
Pension scheme contributions	退休金計劃供款	258	241
		3,305	2,759

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees	
		僱員人數	
		2019	2018
Nil to HK\$1,000,000	零港元至1,000,000港元	–	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	3	1
		3	3

9. 五名薪酬最高的僱員

年內五名薪酬最高的僱員包括兩名董事(2018年:兩名董事),其薪金詳情已載於上文附註8。年內其餘三名(2018年:三名)最高薪酬非本公司董事或主要行政人員僱員的酬金詳情如下:

酬金在以下範圍內之既非董事亦非主要行政人員之最高薪僱員之數目如下:

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

10. Income tax expense

Hong Kong Profits Tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the year (2018: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Current tax – PRC Corporate Income tax	即期稅項 – 中國企業所得稅		
Charge for the year	年內支出	88,352	86,322
Over-provisions in respect of prior years	過往年度超額撥備	(7,453)	(3,806)
Deferred tax	遞延稅項	(536)	(2,040)
		80,363	80,476

A reconciliation of the tax expense/(credit) applicable to profit/(loss) before income tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

10. 所得稅開支

年內由於本集團於香港並無產生任何應課稅利潤，故並無就香港利得稅作出撥備(2018年：無)。其他地方的應課稅利潤按本集團業務所在司法權區的現行稅率計算。

以本公司及其大部份附屬公司註冊司法權區的法定利率按除所得稅前利潤/(虧損)計算的稅務開支/(抵免)與根據實際稅率計算之稅務開支之對賬如下：

		2019			
		Hong Kong 香港 RMB'000 人民幣千元	PRC 中國 RMB'000 人民幣千元	Other 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Profit/(loss) before income tax	除所得稅前利潤/(虧損)	(7,273)	398,402	(4,227)	386,902
Tax at the statutory tax rates*	按法定稅率計算之稅項*	(1,200)	99,601	(1,251)	97,150
Profit not subject to tax due to tax concessions**	因稅項優惠毋須繳稅的利潤**	-	(15,973)	-	(15,973)
Income not taxable for tax	不可課稅之收入	(174)	(11,253)	(15)	(11,442)
Expenses not deductible for tax	不可扣稅之開支	1,374	2,277	-	3,651
Over-provisions in respect of prior years	過往年度超額撥備	-	(7,453)	-	(7,453)
Tax losses utilised from prior years	動用過往年度的稅項虧損	-	(10,605)	-	(10,605)
Tax losses not recognised	未確認之稅項虧損	-	23,769	1,266	25,035
Tax charge at the Group's effective rate	本集團按實際稅率計算之稅項開支	-	80,363	-	80,363

10. Income tax expense (continued)

10. 所得稅開支(續)

		2018		
		Hong Kong 香港 RMB'000 人民幣千元	PRC 中國 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Profit/(loss) before income tax	除所得稅前利潤／ (虧損)	(2,203)	347,951	345,748
Tax at the statutory tax rates*	按法定稅率計算之稅項*	(364)	86,988	86,624
Profit not subject to tax due to tax concessions**	因稅項優惠毋須繳稅的利潤**	—	(4,456)	(4,456)
Expenses not deductible for tax	不可扣稅之開支	—	1,013	1,013
Over-provisions in respect of prior years	過往年度超額撥備	—	(3,806)	(3,806)
Tax losses utilised from prior years	動用過往年度的稅項虧損	—	(2,574)	(2,574)
Tax losses not recognised	未確認之稅項虧損	364	3,311	3,675
Tax charge at the Group's effective rate	本集團按實際稅率計算之稅項開支	—	80,476	80,476

* Pursuant to the approvals issued by the State Administration of Taxation of the PRC during the year ended 31 December 2013, the Company and most of its subsidiaries registered in Hong Kong and the British Virgin Islands are regarded as Chinese Resident Enterprises (collectively the "CREs") and the relevant enterprise income tax policies of the PRC are applicable to the CREs commencing from 1 January 2013.

* 根據中國國家稅務總局於截至2013年12月31日止年度發出的批覆，自2013年1月1日起，本公司及其於香港及英屬維爾京群島註冊的大部分附屬公司被認定為中國居民企業(合稱「中國居民企業」)，而該等中國居民企業適用中國企業所得稅的相關稅收政策。

** Under the PRC income tax laws, enterprises are subject to Corporate Income Tax ("CIT") at the rate of 25%. Three (2018: two) of the Group's subsidiaries operating in the PRC have been granted a preferential CIT rate of 15%, by the relevant tax authorities. Two (2018: Two) of the Groups subsidiaries are qualified as high-tech enterprises in the PRC, and the relevant tax authorities have granted the subsidiaries a preferential CIT rate of 15%. Three (2018: One) of the Group's subsidiaries are qualified as small enterprises earning low profits in the PRC, and the relevant tax authorities have granted the subsidiaries preferential CIT rate of 5% and 10% respectively (2018: 10%).

** 根據中國所得稅法，企業應按25%的稅率繳納企業所得稅(「企業所得稅」)。本集團其中三家(2018年：兩家)附屬公司乃於中國經營，相關稅務機關授予該等附屬公司之優惠企業所得稅稅率為15%。本集團其中兩家(2018年：兩家)附屬公司符合中國之高新技術企業資格，相關稅務機關授予該等附屬公司之優惠企業所得稅稅率為15%。本集團其中三家(2018年：一家)附屬公司符合中國之小型微利企業資格，相關稅務機關授予該等附屬公司之優惠企業所得稅稅率分別為5%及10%(2018年：10%)。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

11. Dividends

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Interim – RMB0.073 (2018: RMB0.060) per ordinary share	中期－每股普通股人民 幣0.073元(2018年： 人民幣0.060元)	84,749	70,474
Proposed final – RMB0.057 (2018: RMB0.048) per ordinary share	建議末期－每股普通股 人民幣0.057元(2018 年：人民幣0.048元)	65,635	56,379
		150,384	126,853

The proposed final dividend for the year ended 31 December 2019 is subject to the approval by the Company's shareholders at the forthcoming annual general meeting.

The final dividend in respect of the year ended 31 December 2018 was proposed by the directors of the Company on 26 March 2019, and subsequently approved at the Company's annual general meeting on 3 June 2019 and recognised as distribution during the year ended 31 December 2019.

12. Earnings per share attributable to ordinary equity holders of the Company

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of RMB302,090,000 (2018: RMB255,061,000) and the weighted average number of ordinary shares of 1,167,861,000 (2018: 1,174,560,000) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

The diluted earnings per share for the year ended 31 December 2019 and 2018 was same as the basic earnings per share as there were no potential dilutive ordinary shares in existence in both years.

11. 股息

截至2019年12月31日止年度建議末期股息有待於本公司股東於應屆股東週年大會上批准。

本公司董事於2019年3月26日建議派付截至2018年12月31日止年度的末期股息，其後於本公司於2019年6月3日的股東週年大會上獲批准，被確認為於截至2019年12月31日止年度的分派。

12. 本公司普通股股本持有人應佔每股盈利

每股基本盈利的金額乃根據本年度的本公司普通股股本持有人應佔利潤人民幣302,090,000元(2018年：人民幣255,061,000元)及年內已發行普通股的加權平均數1,167,861,000股(2018年：1,174,560,000股)計算得出。

每股攤薄盈利金額乃根據本公司普通股股本持有人應佔之年度利潤計算得出。於計算中使用之普通股加權平均數為用作計算每股基本盈利之年內已發行普通股數目，以及就視作行使全部潛在攤薄普通股為普通股假設無償發行之普通股加權平均數。

截至2019年及2018年12月31日止年度之每股攤薄盈利與每股基本盈利相同，原因為於該兩個年度並無任何潛在攤薄普通股。

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

截至2019年12月31日止年度

綜合財務報表附註

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

12. Earnings per share attributable to ordinary equity holders of the Company (continued)

The calculations of basic and diluted earnings per share are based on:

12. 本公司普通股股本持有人應佔每股盈利(續)

每股基本及攤薄盈利計算乃基於：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Earnings			
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	盈利 用作計算每股基本盈利之本公司普通股股本持有人應佔利潤	302,090	255,061
		Number of shares 股份數目	
		2019 '000 千股	2018 '000 千股
Shares			
Issued ordinary shares at 1 January	於1月1日已發行之普通股	1,174,560	1,174,560
Effect of shares repurchased	購回股份的影響	(6,699)	-
Weighted average number of ordinary shares at 31 December	於12月31日普通股的加權平均數	1,167,861	1,174,560

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

13. Property, plant and equipment

13. 物業、廠房及設備

		Buildings	Leasehold improvements	Machinery and equipment	Vehicles	Electronic equipment, office equipment and fixtures 電子設備、辦公室設備及裝置	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	租賃物業裝修 RMB'000 人民幣千元	機器及設備 RMB'000 人民幣千元	運輸工具 RMB'000 人民幣千元	電子設備、辦公室設備及裝置 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 31 December 2018 and 1 January 2019:	於2018年12月31日及2019年1月1日:							
Cost	成本	1,710,033	15,528	4,475,719	57,054	198,837	467,404	6,924,575
Accumulated depreciation and impairments	累計折舊及減值	(255,373)	(10,887)	(1,576,768)	(42,899)	(130,631)	-	(2,016,558)
Net carrying amount	賬面淨值	1,454,660	4,641	2,898,951	14,155	68,206	467,404	4,908,017
At 1 January 2019, net of accumulated depreciation and impairments	於2019年1月1日，扣除累計折舊及減值	1,454,660	4,641	2,898,951	14,155	68,206	467,404	4,908,017
Additions	添置	757	8,799	22,688	1,773	1,760	444,692	480,469
Disposals	出售	(79)	(971)	(22,167)	(486)	(5,813)	-	(29,516)
Depreciation provided during the year	於本年度折舊撥備	(42,006)	(2,308)	(279,032)	(4,257)	(14,799)	-	(342,402)
Transfer upon completion	完成時轉入	136,400	-	330,174	10,296	28,982	(505,852)	-
At 31 December 2019, net of accumulated depreciation and impairments	於2019年12月31日，扣除累計折舊及減值	1,549,732	10,161	2,950,614	21,481	78,336	406,244	5,016,568
At 31 December 2019:	於2019年12月31日:							
Cost	成本	1,846,966	23,356	4,799,076	64,095	220,813	406,244	7,360,550
Accumulated depreciation and impairments	累計折舊及減值	(297,234)	(13,195)	(1,848,462)	(42,614)	(142,477)	-	(2,343,982)
Net carrying amount	賬面淨值	1,549,732	10,161	2,950,614	21,481	78,336	406,244	5,016,568

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

13. Property, plant and equipment (continued)

13. 物業、廠房及設備(續)

		Buildings	Leasehold improvements	Machinery and equipment	Vehicles	Electronic equipment, office equipment and fixtures 電子設備、辦公室設備及裝置	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	租賃物業裝修 RMB'000 人民幣千元	機器及設備 RMB'000 人民幣千元	運輸工具 RMB'000 人民幣千元	及裝置 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 31 December 2017 and 1 January 2018:	於2017年12月31日及2018年1月1日:							
Cost	成本	1,496,014	13,093	3,842,093	54,239	172,626	855,868	6,433,933
Accumulated depreciation and impairments	累計折舊及減值	(205,494)	(11,433)	(1,366,032)	(40,535)	(114,423)	-	(1,737,917)
Net carrying amount	賬面淨值	1,290,520	1,660	2,476,061	13,704	58,203	855,868	4,696,016
At 1 January 2018, net of accumulated depreciation and impairments	於2018年1月1日，扣除累計折舊及減值	1,290,520	1,660	2,476,061	13,704	58,203	855,868	4,696,016
Additions	添置	223	3,979	4,957	377	3,204	500,082	512,822
Disposals	出售	(434)	-	(2,963)	(398)	(673)	-	(4,468)
Depreciation provided during the year	於本年度折舊撥備	(50,573)	(998)	(220,651)	(4,931)	(19,200)	-	(296,353)
Transfer upon completion	完成時轉入	214,924	-	641,547	5,403	26,672	(888,546)	-
At 31 December 2018, net of accumulated depreciation and impairments	於2018年12月31日，扣除累計折舊及減值	1,454,660	4,641	2,898,951	14,155	68,206	467,404	4,908,017
At 31 December 2018:	於2018年12月31日:							
Cost	成本	1,710,033	15,528	4,475,719	57,054	198,837	467,404	6,924,575
Accumulated depreciation and impairments	累計折舊及減值	(255,373)	(10,887)	(1,576,768)	(42,899)	(130,631)	-	(2,016,558)
Net carrying amount	賬面淨值	1,454,660	4,641	2,898,951	14,155	68,206	467,404	4,908,017

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

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

14. Right-of-use assets

14. 使用權資產

		Prepaid land lease payments 預付土地 租賃款 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：				
At 1 January 2019	於2019年1月1日	366,719	27,770	746	395,235
Additions	添置	-	11,416	-	11,416
Exchange adjustments	匯兌調整	-	22	-	22
At 31 December 2019	於2019年12月31日	366,719	39,208	746	406,673
Accumulated depreciation:	累計折舊：				
At 1 January 2019	於2019年1月1日	58,250	-	-	58,250
Charge for the year	年內支出	7,628	9,989	79	17,696
Exchange adjustments	匯兌調整	-	10	-	10
At 31 December 2019	於2019年12月31日	65,878	9,999	79	75,956
Carrying amount:	賬面值：				
At 31 December 2019	於2019年12月31日	300,841	29,209	667	330,717

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

與已於損益確認之租賃有關開支項目分析如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Total minimum lease payments for leases previously classified as operating leases under HKAS 17	以往根據香港會計準則第17號分類為經營租賃之租賃之最低租賃付款總額	-	10,443
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	與短期租賃及餘下租期於2019年12月31日或之前結束的其他租賃有關的支出	5,542	-

Details of the total cash outflows for leases and the maturity analysis of lease liabilities are set out in consolidated statement of cash flows.

租賃現金流出總額及租賃負債到期分析之詳情載於綜合現金流量表內。

The Group leases leasehold lands, leased properties and machinery under leases which run for an initial period from 2 to 50 years, at the end of which period all terms are renegotiated. The leases includes no variable lease payments.

本集團根據初步為期二至五十年的租約租賃租賃土地、租賃物業及機器，於期限屆滿後所有條款均可重新商討。有關租賃並無包括可變租賃付款。

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

15. Prepaid land lease payments

		2018 RMB'000 人民幣千元
At 1 January	於1月1日	316,087
Amortisation provided during the year	年內攤銷撥備	(7,618)
At 31 December	於12月31日	308,469
Less: Current portion included in prepayments, other receivables and other assets (Note 22)	減：計入預付款、其他應收款及其他資產的即期部分(附註22)	(7,663)
Non-current portion	非即期部份	300,806

The carrying amount of prepaid land lease payments is reclassified to right-of-use assets (Note 14) at the date of initial application of HKFRS 16.

15. 預付土地租賃款

預付土地租賃款的賬面值於首次應用香港財務報告準則第16號日期重新分類至使用權資產(附註14)。

16. Goodwill

		RMB'000 人民幣千元
Cost at 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於2018年1月1日、2018年12月31日、2019年1月1日及2019年12月31日之成本	240,973
Accumulated impairments	累計減值	(7,000)
Net carrying amount	賬面淨值	233,973

Impairment testing of goodwill

Goodwill acquired through business combinations in the amounts of RMB57,305,000, RMB155,836,000 and RMB27,832,000 is allocated to the tinplate packaging cash-generating unit, plastic packaging cash-generating unit and aluminium packaging cash-generating unit, respectively.

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Tinplate packaging cash-generating unit
- Plastic packaging cash-generating unit
- Aluminium packaging cash-generating unit

16. 商譽

商譽減值測試

透過業務合併收購金額為人民幣57,305,000元、人民幣155,836,000元及人民幣27,832,000元的商譽分別分配至馬口鐵包裝現金產生單位、塑膠包裝現金產生單位及鋁包裝現金產生單位。

透過業務合併收購的商譽已分配至以下現金產生單位以進行減值測試：

- 馬口鐵包裝現金產生單位
- 塑膠包裝現金產生單位
- 鋁包裝現金產生單位

16. Goodwill (continued)

Impairment testing of goodwill (continued)

Tinplate packaging cash-generating unit

The recoverable amount of the tinplate packaging cash-generating unit was 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 15.3% (2018: 15.1%) and cash flows beyond the five-year period were extrapolated using a growth rate of 2.0% (2018: 2.0%), which was the same as the long term average growth rate of the packaging industry.

Plastic packaging cash-generating unit

The recoverable amount of the plastic packaging cash-generating unit was 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 16.0% (2018: 15.1%) and cash flows beyond the five-year period were extrapolated using a growth rate of 2.0% (2018: 3.0%), which was the same as the long term average growth rate of the packaging industry.

Aluminium packaging cash-generating unit

The recoverable amount of the aluminium packaging cash-generating unit was 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 13.5% (2018: 13.3%) and cash flows beyond the five-year period were extrapolated using a growth rate of 2.0% (2018: 2.0%), which was the same as the long term average growth rate of the packaging industry.

Assumptions were used in the value-in-use calculation of the tinplate packaging, plastic packaging and aluminium packaging cash-generating units as at 31 December 2019 and 2018. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill.

Budgeted gross margins – Management determined the budgeted gross margins based on past performance and its expectations for market development.

16. 商譽(續)

商譽減值測試(續)

馬口鐵包裝現金產生單位

馬口鐵包裝現金產生單位的可收回金額乃根據使用價值計算釐定，其使用基於高級管理層批准的五年期財政預算的現金流量預測。適用於現金流量預測的貼現率為15.3% (2018年：15.1%)，而於五年期間後的現金流量乃使用2.0% (2018年：2.0%)的增長率推斷，乃與包裝行業的長期平均增長率一致。

塑膠包裝現金產生單位

塑膠包裝現金產生單位的可收回金額乃根據使用價值計算釐定，其使用基於高級管理層批准的五年期財政預算的現金流量預測。適用於現金流量預測的貼現率為16.0% (2018年：15.1%)，而於五年期間後的現金流量乃使用2.0% (2018年：3.0%)的增長率推斷，乃與包裝行業的長期平均增長率一致。

鋁包裝現金產生單位

鋁包裝現金產生單位的可收回金額乃根據使用價值計算釐定，其使用基於高級管理層批准的五年期財政預算的現金流量預測。適用於現金流量預測的貼現率為13.5% (2018年：13.3%)，而於五年期間後的現金流量乃使用2.0% (2018年：2.0%)的增長率推斷，乃與包裝行業的長期平均增長率一致。

計算馬口鐵包裝、塑膠包裝及鋁包裝現金產生單位於2019年及2018年12月31日的使用價值時採用假設。以下描述管理層於進行商譽減值測試時所採用的各項主要現金流量預測假設。

預算毛利率 – 管理層根據過往表現及對市場發展的預期釐定預算毛利率。

16. Goodwill (continued)

Impairment testing of goodwill (continued)

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant cash-generating units.

Growth rates – The growth rates are based on the industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry.

Based on the above assessments, no further impairment for the carrying amounts of goodwill as at 31 December 2019 and 2018 is recognised, there was sufficient headroom available as at 31 December 2019 and 2018. A reasonably possible change in key assumptions would not cause the recoverable amount to fall below the carrying amount of the respective cash-generating unit.

17. Other intangible assets

		Customer relationship 客戶關係 RMB'000 人民幣千元	Patents and licences 專利及許可 RMB'000 人民幣千元	Computer software 電腦軟件 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Cost at 1 January 2019, net of accumulated amortisation	於2019年1月1日之成 本，扣除累計攤銷	1,540	17,249	10,165	28,954
Additions	添置	–	2,131	436	2,567
Amortisation provided during the year	年內攤銷撥備	–	(2,910)	(1,951)	(4,861)
Exchange adjustments	匯兌調整	–	(1)	–	(1)
At 31 December 2019	於2019年12月31日	1,540	16,469	8,650	26,659
At 31 December 2019: Cost	於2019年12月31日： 成本	1,540	38,692	26,291	66,523
Accumulated amortisation	累計攤銷	–	(22,223)	(17,641)	(39,864)
Net carrying amount	賬面淨值	1,540	16,469	8,650	26,659
Cost at 1 January 2018, net of accumulated amortisation	於2018年1月1日之成 本，扣除累計攤銷	1,540	20,009	9,811	31,360
Additions	添置	–	–	2,396	2,396
Amortisation provided during the year	年內攤銷撥備	–	(2,760)	(2,042)	(4,802)
At 31 December 2018	於2018年12月31日	1,540	17,249	10,165	28,954
At 31 December 2018: Cost	於2018年12月31日： 成本	1,540	36,562	25,855	63,957
Accumulated amortisation	累計攤銷	–	(19,313)	(15,690)	(35,003)
Net carrying amount	賬面淨值	1,540	17,249	10,165	28,954

16. 商譽(續)

商譽減值測試(續)

貼現率 – 所使用的貼現率為稅前及反映與相關現金產生單位有關的特定風險。

增長率 – 該增長率乃基於行業增長預測釐定，不超過有關行業的平均長期增長率。

基於以上評估，於2019年及2018年12月31日，商譽的賬面值並無進一步確認減值，且於2019年及2018年12月31日的可減值空間充足。關鍵假設的合理可能變動不會導致可收回金額低於各現金產生單位的賬面值。

17. 其他無形資產

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

18. Investment in a joint venture

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Share of net assets	分佔淨資產	876,074	876,074
Goodwill on acquisition	收購時的商譽	1,167	1,167
		877,241	877,241
Other non-current receivables	其他非流動應收款	629,827	331,858
		1,507,068	1,209,099

Particulars of the Group's material joint venture are as follows:

本集團主要合營企業的詳情如下：

Name 名稱	Place of registration and business 註冊及營業地點	Percentage of 下列各項所佔百分比			Principal activities 主要業務
		Ownership interest 所有權	Voting power 投票權	Profit sharing 應佔利潤	
Qingyuan JDB Herbal Plant Technology Co., Ltd. ("Qingyuan JDB Herbal")	PRC	30.58	30.58	(Note)	Research, development, production, processing and sale of non-alcoholic beverages
清遠加多寶草本植物科技有限公司 ("清遠加多寶草本")	中國			(附註)	研究、開發、生產、加工及銷售非酒精飲料

Note:

On 30 October 2017, CPMC Investment Co., Ltd. ("CPMC Investment"), an indirect wholly-owned subsidiary of the Company, entered into a capital increase agreement (the "Capital Increase Agreement") with Wisdom Kingdom Limited, Wong Lo Kat Limited ("Wong Lo Kat") and Qingyuan JDB Herbal, pursuant to which, among others, CPMC Investment agreed to make a capital contribution of RMB2,000,000,000 to Qingyuan JDB Herbal in exchange for 30.58% equity interest therein, whilst Wong Lo Kat will inject the JDB Trademarks to Qingyuan JDB Herbal in exchange for 45.87% equity interest therein. The first capital contribution to Qingyuan JDB Herbal by CPMC Investment is registered in the share register of Qingyuan JDB Herbal on 8 December 2017.

According to the Capital Increase Agreement, CPMC Investment was ensured with a dividend of not less than 10% of the actual amount of the capital increase injected in Qingyuan JDB Herbal in the first year, and the distributed dividend shall increase year by year with a maximum amount of 20% of the actual amount of the then capital increase contributed by CPMC Investment ("Committed Dividend"). The rate of the Committed Dividend cannot be reduced after increased. The rate of the increase of the Committed Dividend will be generally contributable to the business and profitability of Qingyuan JDB Herbal in the upcoming years and determined annually.

附註：

於2017年10月30日，本公司間接全資附屬公司中糧包裝投資有限公司（「中糧包裝投資」）與智首有限公司、王老吉有限公司（「王老吉公司」）及清遠加多寶草本訂立增資協議（「增資協議」），據此（其中包括），中糧包裝投資同意向清遠加多寶草本增資人民幣2,000,000,000元，從而持有30.58%的股份；王老吉公司將向清遠加多寶草本注入加多寶商標，從而持有45.87%的股份。中糧包裝投資對清遠加多寶草本的首次增資已於2017年12月8日於清遠加多寶草本的股份註冊登記。

根據增資協議，確保中糧包裝投資獲得的股息不低於第一年清遠加多寶草本實際增資金額的10%，所分配股息將逐年增加，最高限額為中糧包裝投資當時貢獻的實際增資額的20%（「承諾股息」）。承諾股息比例在增加後不能降低。承諾股息的增加幅度一般會對未來數年清遠加多寶草本的業務和盈利能力產生影響，並每年釐定。

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

18. Investment in a joint venture (continued)

Note: (continued)

As at 31 December 2019, the Group had made contribution up to RMB1,507,068,000, out of which RMB877,241,000 is made in the form of cash capital contribution and RMB629,827,000 is made in the form of asset capital contribution.

As at 31 December 2018, the Group had made contribution up to RMB1,209,099,000, out of which RMB877,241,000 is made in the form of cash capital contribution and RMB331,858,000 is made in the form of asset capital contribution.

However, as disclosed in the Company's announcements dated 6 July 2018, 9 July 2018, 31 August 2018, 23 June 2019, 15 November 2019 and 20 March 2020, Wong Lo Kat has not performed its undertaking to inject the JDB Trademarks to Qingyuan JDB Herbal as its asset capital contribution pursuant to the Capital Increase Agreement, CPMC Investment filed an arbitration application to Hong Kong International Arbitration Centre ("HKIAC") against Wong Lo Kat, Wisdom Kingdom and Qingyuan JDB Herbal on 6 July 2018, and the Group has received the partial arbitral awards (the "Arbitration Results") granted by HKIAC on 14 November 2019.

A summary of the awards under the partial arbitral awards is as follows:

1. Confirmed that Wong Lo Kat's application to terminate the Capital Increase Agreement is ineffective;
2. Wong Lo Kat shall inject the JDB Trademarks into Qingyuan JDB Herbal and complete all relevant trademark injection procedures pursuant to the Capital Increase Agreement, and Qingyuan JDB Herbal shall cooperate in the relevant trademark injection procedures;
3. Wong Lo Kat shall promptly indemnify CPMC Investment with an amount of RMB229,907,827;
4. Wong Lo Kat shall pay an interest of RMB7,734,799 to CPMC Investment (together with a further daily interest based on the annual interest rate of 4% accruing from 1 November 2019 up to the date of full settlement of the compensation amount); and
5. Wisdom Kingdom and Qingyuan JDB Herbal shall jointly liable with Wong Lo Kat for awards no. 2 to 4 above.

After receipt of the Arbitration Results, the parties have been maintaining friendly negotiation and communication. JDB Group Companies have expressed to the Group their intention to swiftly reach a proper resolution on the matters, and paid an earnest deposit of RMB250 million to the Group. Subsequent to the end of the reporting period, a repurchase agreement is entered between CPMC Investment, JDB (Tianjin) Beverage Co., Ltd ("JDB (Tianjin)"), Wong Lo Kat, Wisdom Kingdom and Qingyuan JDB Herbal and agreed that JDB (Tianjin) repurchase from CPMC Investment the 30.58% equity interest held by it in Qingyuan JDB Herbal. For details, please refer to Note 43 to these consolidated financial statements.

18. 於一家合營企業的投資(續)

附註：(續)

於2019年12月31日，本集團已注入人民幣1,507,068,000元，其中人民幣877,241,000元以現金出資的形式注入及人民幣629,827,000元以實物出資的形式注入。

於2018年12月31日，本集團已注入人民幣1,209,099,000元，其中人民幣877,241,000元以現金出資的形式注入及人民幣331,858,000元以實物出資的形式注入。

然而，誠如本公司日期為2018年7月6日、2018年7月9日、2018年8月31日、2019年6月23日、2019年11月15日及2020年3月20日的公告所披露，由於王老吉公司未按增資協議履行其應向清遠加多寶草本注入加多寶商標作為實物出資的承諾，中糧包裝投資於2018年7月6日向香港國際仲裁中心(「香港國際仲裁中心」)對王老吉公司、智首及清遠加多寶草本提出仲裁申請。本集團於2019年11月14日收到香港國際仲裁中心出具的《部分仲裁裁決書》(「裁決結果」)。

《部分仲裁裁決書》的裁決概要如下：

1. 確認王老吉公司申請終止增資協議無效；
2. 王老吉公司須根據增資協議將加多寶商標注入清遠加多寶草本並完成相關的商標注入手續，而清遠加多寶草本亦須配合相關商標注入手續；
3. 王老吉公司須馬上賠償中糧包裝投資人民幣229,907,827元；
4. 王老吉公司須向中糧包裝投資支付利息人民幣7,734,799元(連同自2019年11月1日起按年利率4%計算的日息，直至賠償金額付清為止)；及
5. 智首及清遠加多寶草本須就上述第2至4項裁決和王老吉公司承擔連帶責任。

收到裁決結果後，各方一直保持著良好的協商溝通，加多寶集團公司向本集團表示希望盡快達成妥善解決方案，並已將一筆為數人民幣2.5億元作為誠意金支付予本集團。報告期末後，中糧包裝投資、加多寶(天津)飲料有限公司(「加多寶(天津)」)、王老吉公司、智首及清遠加多寶草本簽訂了回購協議，同意加多寶(天津)向中糧包裝投資回購中糧包裝投資於清遠加多寶草本中持有的30.58%股權。有關詳情，請參閱本綜合財務報表附註43。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

18. Investment in a joint venture (continued)

Note: (continued)

The Group's shareholding in Qingyuan JDB Herbal is held through a wholly-owned subsidiary of the Company.

The following table illustrates the summarised financial information in respect of Qingyuan JDB Herbal, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash	現金	33,220	60,995
Other current assets	其他流動資產	2,743,668	2,404,028
Non-current assets, excluding goodwill	非流動資產 (不包括商譽)	562,157	609,141
Goodwill on acquisition	收購時的商譽	1,167	1,167
Current liabilities	流動負債	(308,437)	(291,891)
Non-current liabilities	非流動負債	(41,759)	(47,186)
Net assets	淨資產	2,990,016	2,736,254
Net assets, excluding goodwill	淨資產(不包括商譽)	2,988,849	2,735,087
Proportion of the Group's ownership	本集團的所有權比例	30.58%	30.58%
Group's share of net assets of the joint venture, excluding goodwill	本集團應佔合營企業的淨資產(不包括商譽)	876,074	876,074
Goodwill on acquisition	收購時的商譽	1,167	1,167
Carrying amount of the investment	投資的賬面值	877,241	877,241
Revenue	收入	455,640	304,273
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	(44,207)	(7,008)

18. 於一家合營企業的投資(續)

附註：(續)

本集團於清遠加多寶草本的股權乃透過本公司全資附屬公司持有。

下表列示有關清遠加多寶草本之財務資料概要(經就任何會計政策差異作出調整)及與綜合財務報表賬面值之對賬：

19. Investment in an associate

19. 於一家聯營公司的投資

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Share of net assets	應佔淨資產	24,984	24,984

Particulars of the Group's associate that is not individually material:

本集團並非個別屬重大的聯營公司之詳情：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Percentage of ownership interest attributable to the Group 本集團應佔 所有權權益百分比	Principal activity 主要業務
Liaoning Zhong'an Can-making Co., Ltd ("Liaoning Zhong'an") 遼寧中安製罐有限公司(「遼寧中安」)	PRC 中國	25	Manufacture of metal packaging 製造金屬包裝

The Group's shareholding in the associate is held through a wholly-owned subsidiary of the Company.

本集團於聯營公司的股權乃透過本公司的全資附屬公司持有。

The following table illustrates the summarised financial information in respect of Liaoning Zhong'an, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

下表列示有關遼寧中安之財務資料概要(經就任何會計政策差異作出調整)及與綜合財務報表賬面值之對賬：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	4,668	1,624
Other current assets	其他流動資產	59,765	70,877
Current assets	流動資產	64,433	72,501
Non-current assets, excluding goodwill	非流動資產(不包括商譽)	179,096	188,179
Current liabilities	流動負債	(101,992)	(169,580)
Non-current liabilities	非流動負債	(50,810)	(30,000)
Net assets	淨資產	90,727	61,100
Reconciliation to the Group's investment in an associate:	本集團於一家聯營公司的投資對賬：		
Proportion of the Group's ownership	本集團的所有權比例	25%	25%
Carrying amount of the investment	投資的賬面值	25,000	25,000
Revenue	收入	214,150	74,971
Profit/(loss) and total comprehensive income/(loss) for the year	年度利潤/(虧損)及全面收入/(虧損)總額	4,627	(10,377)

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

19. Investment in an associate (continued)

Pursuant to the agreement entered into between CPMC Investment and Anshan Yong'an packaging industry Co. Ltd ("Anshan Yong'an"), CPMC was ensured with a preferential dividend amounting to 15% of its capital contribution in Liaoning Zhong'an in the year ended 31 December 2018. Starting from year 2019, the dividend was increased to 20% of its capital contribution until CPMC selects to vest its call option to increase capital investment at the then fair value to be mutually agreed and obtain the control of Liaoning Zhong'an in 2023. If there is any insufficient profit generated from Liaoning Zhong'an, Anshan Yong'an should make up CPMC Investment for the shortfall and pay before May 31 in the following year. In case of excess profits, the excess profits shall be distributed according to the capital contribution ratio of both parties and shall be paid before May 31 in the following year. If CPMC Investment obtains the control of Liaoning Zhong'an in 2023, the preferential dividend term shall terminate accordingly. As Liaoning Zhong'an either has insufficient reserves to distribute the preferential dividend or suffered loss in both years ended, CPMC Investment did not recognise any share of losses of the associate in the consolidated statement of profit or loss. Therefore, a make-up of the shortfall from Anshan Yong'an of RMB7,500,000, was recognised in other income in 2019 (Refer to Note 5).

20. Inventories

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Raw materials	原材料	530,126	496,722
Work in progress	在製品	144,736	198,255
Finished goods	成品	323,370	387,109
Consumables	耗材	72,545	72,635
		1,070,777	1,154,721

19. 於一家聯營公司的投資(續)

根據中糧包裝投資與鞍山永安包裝工業有限公司(「鞍山永安」)訂立的合營協議，確保中糧包裝投資獲得的優先股息金額為其於截至2018年12月31日止年度向遼寧中安注資金額的15%。自2019年開始，股息金額增加至其注資金額的20%，直至中糧包裝投資選擇於2023年行使其認購期權以按雙方協定的公平值增加資本投資並獲得遼寧中安的控制權。倘鞍山永安產生的利潤金額不足，鞍山永安將為中糧包裝投資補足差額，並於來年5月31日前支付。倘利潤金額充足，則金額充足的利潤將根據訂約雙方的注資比率予以分派，並於來年5月31日前支付。倘中糧包裝投資於2023年獲得遼寧中安的控制權，優先股息的期限即告終止。由於截至兩個年度止遼寧中安並無充足儲備分派優先股息或錄得虧損，中糧包裝投資之綜合損益表內概無確認應佔聯營公司虧損。因此，鞍山永安補足差額人民幣7,500,000元於2019年於其他收入內確認(請參閱附註5)。

20. 存貨

21. Trade and bills receivables

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Trade and bills receivables from third-party customers	來自第三方客戶的貿易應收款及應收票據	1,702,350	1,575,232
Trade and bills receivables from related parties (Note 38(b))	來自關聯方的貿易應收款及應收票據(附註38(b))	143,244	118,352
		1,845,594	1,693,584
Less: Impairment	減: 減值	(5,681)	(1,237)
		1,839,913	1,692,347

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 30 to 180 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables related 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 trade receivable balances. Trade receivables are non-interest-bearing.

The Group's trade receivables from related parties are repayable on credit terms similar to those offered to the major customers of the Group.

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of impairment, is as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within 3 months	3個月內	1,576,292	1,209,994
3 to 12 months	3至12個月	261,216	480,432
Over 1 years	1年以上	2,405	1,921
		1,839,913	1,692,347

21. 貿易應收款及應收票據

本集團給予客戶信貸期，惟新客戶大多須預先付款。信貸期一般為30至180天。每名客戶均有最高信貸額。本集團尋求嚴格控制其未償還應收賬款，及設立信貸控制部將信貸風險降至最低。高級管理人員也會定期檢討逾期款項。鑑於上述者及本集團的貿易應收款與大量不同類別客戶有關，故並無重大集中信貸風險。本集團並未就其貿易應收款結餘持有任何抵押品或其他信貸保證。貿易應收款並不計息。

本集團關連人士之貿易應收款乃按向本集團主要客戶提供的類似信貸條款償還。

於報告期末的貿易應收款及應收票據按發票日期，並扣除減值的賬齡分析如下：

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

21. Trade and bills receivables (continued)

The movements in the provision for impairment of trade receivables are as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
At 1 January	於1月1日	1,237	1,321
Provision for impairment, net (Note 6)	減值撥備淨額(附註6)	5,061	513
Amounts written off as uncollectible	撇銷不可收回之金額	(617)	(597)
At 31 December	於12月31日	5,681	1,237

Impairment under HKFRS 9

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss pattern (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if they are past due for more than three years and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2019

21. 貿易應收款及應收票據(續)

貿易應收款的減值撥備變動如下：

香港財務報告準則第9號減值

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分類組別(即按地理區域、產品類型、客戶類型及評級以及信用證或其他形式的信用保險劃分)的逾期天數釐定。該計算反映概率加權結果、貨幣時間價值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，倘貿易應收款逾期超過三年，則予以撇銷，且不受執行工作規限。

下表載列使用撥備矩陣之有關本集團貿易應收款信用風險狀況的資料：

於2019年12月31日

		Current 即期	Past due 逾期			Total 總計
			Less than 1 month 少於1個月	1 to 3 months 1至 3個月	Over 3 months 超過 3個月	
Expected credit loss rate	預期信貸虧損率	0.01%	0.78%	0.26%	59.45%	0.33%
Gross carrying amount (RMB'000)	總賬面值 (人民幣千元)	1,697,328	5,650	2,337	9,183	1,714,498
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	172	44	6	5,459	5,681

21. Trade and bills receivables (continued)

Impairment under HKFRS 9 (continued)

As at 31 December 2018

		Current 即期	Past due 逾期			Total 總計
			Less than 1 month 少於一個月	1 to 3 months 一至三個月	Over 3 months 超過三個月	
Expected credit loss rate	預期信貸虧損率	0.01%	0.03%	4.80%	33.34%	0.08%
Gross carrying amount (RMB'000)	總賬面值 (人民幣千元)	1,536,191	8,000	3,044	2,945	1,550,180
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	107	2	146	982	1,237

At 31 December 2019, the Group endorsed certain bills receivables accepted by banks in the PRC (the "Derecognised Bills") to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of RMB606,107,000 (2018: RMB554,627,000). The Derecognised Bills have a maturity from one to six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated trade payables. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

During the year ended 31 December 2019, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Bills (2018: Nil). No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively.

21. 貿易應收款及應收票據(續)

香港財務報告準則第9號減值(續)

於2018年12月31日

於2019年12月31日，本集團向其若干供應商簽署中國多家銀行接納的若干應收票據（「取消確認票據」），以清償應付有關供應商賬面總值人民幣606,107,000元（2018年：人民幣554,627,000元）的貿易應付款。於報告期末，取消確認票據的到期期限介乎一至六個月。根據中國票據法，倘該等中國銀行違約，取消確認票據持有人對本集團擁有追索權（「持續涉及」）。董事認為，本集團已將取消確認票據的絕大部份風險及回報轉移。因此，其已取消確認取消確認票據及相關貿易應付款的全數賬面值。本集團因持續涉及取消確認票據及因購回該等取消確認票據的未貼現現金流量而承受的最高虧損風險相等於其賬面值。董事認為，本集團持續涉及取消確認票據的公平值並不重大。

截至2019年12月31日止年度，本集團並無於轉讓取消確認票據之日確認任何盈虧（2018年：無）。本集團並無就持續涉及確認年內或累計盈虧。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

22. Prepayments, other receivables and other assets

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Current assets	流動資產		
Prepayments to third-party suppliers	預付予第三方供應商之墊款	125,915	172,522
Deposits	按金	13,361	14,642
Input VAT recoverable	可收回之進項增值稅	72,802	93,633
Prepaid expenses	預付費用	9,625	16,806
Other receivables	其他應收款	33,475	40,009
Amounts due from related parties (Note 38(b))	應收關連人士款項 (附註38(b))	5,544	5,690
		260,722	343,302
Less: Impairment	減：減值	(3,887)	(3,874)
		256,835	339,428
Non-current assets	非流動資產		
Prepaid expenses	預付開支	32,567	17,699

The movements in the impairment of prepayments, other receivables and other assets are as follows:

預付款、其他應收款及其他資產減值變動如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
At 1 January	於1月1日	3,874	3,905
Provision for/(reversal of) impairment (Note 6)	減值撥備／(撥回) (附註6)	18	(6)
Amounts written off as uncollectible	撇銷不可收回之金額	(5)	(25)
At 31 December	於12月31日	3,887	3,874

Prepayments, other receivables and other assets mainly represent loans to employees, advances to employees and prepayments to suppliers. As there were no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The 12-month ECL loss rate applied for where there are no comparable companies as at 31 December 2019 was 1.80% (2018: 0.40%).

預付款、其他應收款及其他資產主要指給予僱員的貸款、墊予僱員的款項及預先支付供應商的款項。由於未能識別到具信貸評級的可資比較公司，本集團經參考過往虧損記錄及透過使用虧損率法估計預期信貸虧損。虧損率將於適當時候作出調整以反映現時情況及預測未來經濟情況。對於2019年12月31日並無可資比較公司的情況，所使用的12個月預期信貸虧損率為1.80% (2018年：0.40%)。

22. Prepayments, other receivables and other assets (continued)

Except for the above impaired other receivables, the financial assets included in the above balances related to receivables for which there was no recent history of default.

23. Cash and cash equivalents and pledged deposits

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	90,325	92,537
Deposits in COFCO Finance (Note 38(b))	於中糧財務的存款 (附註38(b))	588,189	801,340
Time deposits	定期存款	49,712	51,696
		728,226	945,573
Less: Pledged time deposits:	減：已抵押定期存款：		
Pledged for letters of credit	就信用證已抵押	(2,883)	(3,190)
Pledged for bills payable (Note 24)	就應付票據已抵押 (附註24)	(46,829)	(48,506)
		(49,712)	(51,696)
Cash and cash equivalents	現金及現金等價物	678,514	893,877

At the end of the reporting period, cash and cash equivalents and pledged deposits of the Group denominated in RMB amounted to RMB651,295,000 (2018: RMB823,013,000). RMB is not freely convertible into other currencies, however, under PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

All of the above deposits in COFCO Finance have a short maturity of less than three months and a determinable return when acquired. In the opinion of the directors of the Company, these deposits in COFCO Finance are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

22. 預付款、其他應收款及其他資產(續)

除以上已減值其他應收款外，上述結餘內包括的金融資產與近期無拖欠記錄的應收款有關。

23. 現金及現金等價物及已抵押存款

於報告期末，本集團以人民幣計值的現金及現金等價物及已抵押存款為人民幣651,295,000元(2018年：人民幣823,013,000元)。人民幣不可自由兌換為其他貨幣。然而，根據中國的外匯管理條例及結匯、售匯及付匯管理規定，本集團可透過獲授權從事外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率賺取浮動利息。根據本集團對現金需求之急切性，短期定期存款存款期由一日至三個月不等，分別按有關之短期定期存款利率賺取利息。銀行結餘及有抵押存款乃存於近期無欠款紀錄且信譽良好之銀行。

以上所有於中糧財務的存款的期限較短(不足三個月)，並於購入時有可決定的回報。本公司董事認為，該等於中糧財務的存款可隨時變現作可知數額的現金且價值變動風險不大。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

24. Trade and bills payables

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

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within 3 months	3個月內	757,848	976,343
3 to 12 months	3至12個月	361,899	205,457
Over 1 year	1年以上	3,709	13,905
		1,123,456	1,195,705

Among the trade and bills payables, trade payables of RMB20,000 (2018: RMB Nil) were due to COFCO (Hong Kong) and its subsidiaries, and trade payables of RMB10,517,000 (2018: RMB2,594,000) were due to ORG Technology and its subsidiaries are repayable within 90 days, which represents credit terms similar to those offered by that fellow subsidiary to its major customers (Note 38(b)).

As at 31 December 2019, certain of the Group's bills payable were secured by the Group's bank deposits amounting to RMB46,829,000 (2018: RMB48,506,000) (Note 23).

Trade and bills payables are non-interest-bearing and the credit terms are normally 30 to 90 days.

25. Other payables and accruals

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Contract liabilities	合約負債	39,803	48,365
Refund liabilities	退款負債	8,453	5,955
Salaries and welfare payables	應付工資及福利	103,110	96,034
Accrued expenses	應計費用	44,795	35,409
Guarantee deposits from suppliers	供應商保證金	16,084	16,177
Payables for purchases of equipment	採購設備應付款項	61,329	89,226
Amounts due to related parties (Note 38(b))	應付關連人士款項 (附註38(b))	62	904
Tax payables other than current income tax liabilities	除當期所得稅負債外的 應付稅項	17,446	57,390
Considerations payable for acquisition of subsidiaries	收購附屬公司之應付 代價	3,091	23,737
Earnest deposit (Note 18)	誠意金(附註18)	250,000	-
Others	其他	14,986	17,476
		559,159	390,673

Other payables and accruals are non-interest-bearing and have an average term of three months.

24. 貿易應付款及應付票據

於報告期末，按發票日期計算的貿易應付款及應付票據的賬齡分析如下：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within 3 months	3個月內	757,848	976,343
3 to 12 months	3至12個月	361,899	205,457
Over 1 year	1年以上	3,709	13,905
		1,123,456	1,195,705

貿易應付款及應付票據包括應付中糧(香港)及其附屬公司的貿易應付款人民幣20,000元(2018年：無)和應付奧瑞金科技及其附屬公司的貿易應付款人民幣10,517,000元(2018年：人民幣2,594,000元)，該等款項須於90日內償還，與該同系附屬公司給予其主要客戶之信貸條款相似(附註38(b))。

於2019年12月31日，本集團的若干應付票據以本集團的銀行存款合共人民幣46,829,000元(2018年：人民幣48,506,000元)作抵押(附註23)。

貿易應付款及應付票據並不計息，信用期通常為30至90日。

25. 其他應付款及應計項目

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Contract liabilities	合約負債	39,803	48,365
Refund liabilities	退款負債	8,453	5,955
Salaries and welfare payables	應付工資及福利	103,110	96,034
Accrued expenses	應計費用	44,795	35,409
Guarantee deposits from suppliers	供應商保證金	16,084	16,177
Payables for purchases of equipment	採購設備應付款項	61,329	89,226
Amounts due to related parties (Note 38(b))	應付關連人士款項 (附註38(b))	62	904
Tax payables other than current income tax liabilities	除當期所得稅負債外的 應付稅項	17,446	57,390
Considerations payable for acquisition of subsidiaries	收購附屬公司之應付 代價	3,091	23,737
Earnest deposit (Note 18)	誠意金(附註18)	250,000	-
Others	其他	14,986	17,476
		559,159	390,673

其他應付款及應計項目並不計息，平均年期為三個月。

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

截至2019年12月31日止年度

綜合財務報表附註

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

26. Lease liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

26. 租賃負債

下表載列本集團於當前及上一報告期末及過渡至香港財務報告準則第16號當日之租賃負債的餘下合約期限：

		31 December 2019 2019年12月31日		1 January 2019 2019年1月1日	
		Present value of the minimum lease payments 最低租金 之現值 RMB'000 人民幣千元		Present value of the minimum lease payments 最低租金 之現值 RMB'000 人民幣千元	
		Total minimum lease payments 最低租金 總額 RMB'000 人民幣千元	Total minimum lease payments 最低租金 總額 RMB'000 人民幣千元	Total minimum lease payments 最低租金 總額 RMB'000 人民幣千元	Total minimum lease payments 最低租金 總額 RMB'000 人民幣千元
Within 1 year	第一年內	8,259	9,326	9,038	9,997
After 1 year but within 2 years	一年以後但兩年 以內	10,493	11,767	11,439	12,398
After 2 years but within 5 years	兩年以後但五年 以內	2,811	3,452	4,526	4,734
After 5 years	五年以後	5,094	5,629	572	632
		18,398	20,848	16,537	17,764
		26,657	30,174	25,575	27,761
Less: total future interest expenses	減：未來利息開支 總額		(3,517)		(2,186)
Present value of lease liabilities	租賃負債之現值		26,657		25,575

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

27. Derivative financial instruments

The Group has entered into various commodity futures contracts to manage its market price risk arising from the fixed unit price of aluminium to certain of the Group's customers conducted in the normal course of business. These commodity futures contracts are measured at fair value through profit or loss. A net fair value gain on derivative financial instruments of RMB3,331,000 (2018: Net fair value loss of RMB12,001,000) was recognised in cost of sales in the consolidated statement of profit or loss during the year (Note 6).

28. Interest-bearing bank borrowings

		2019			2018		
		Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期	RMB'000 人民幣千元
Current	即期						
Bank loans – unsecured	銀行貸款 – 無抵押	1.26–3.51	2020	1,857,772	2.55–3.01	2019	2,142,232
Non-current	非即期						
Bank loans – unsecured	銀行貸款 – 無抵押	1.26–3.81	2021–2029	2,480,470	2.56–2.96	2020–2021	1,950,954

	2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Bank loans are repayable in the following intervals:	應於下列期間償還銀行貸款：	
Within one year	第一年內	1,857,772
In the second year	第二年	2,477,593
In the third to fifth years, inclusive	第三至第五年，包括首尾兩年	2,877
	4,338,242	4,093,186

All of the bank borrowings are denominated in United States dollars, Hong Kong dollars and Euro.

27. 衍生金融工具

本集團已訂立多項遠期商品合約，用於管理正常業務過程中本集團若干客戶鎖定鋁材單位成本而導致的市場價格風險。該等遠期商品合約按公平值計入損益。年內衍生金融工具的淨公平值收益人民幣3,331,000元(2018年：淨公平值虧損人民幣12,001,000元)已確認入綜合損益表的銷售成本中(附註6)。

28. 計息銀行借款

所有銀行借款均以美元、港元及歐元計值。

29. Deferred Tax

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax liabilities

		Accelerated tax amortisation of lands use rights	Accelerated tax depreciation of property, plant and equipment	Accelerated tax amortisation of intangible assets	Total
		土地使用權之 加速稅項攤銷 RMB'000 人民幣千元	物業、廠房及 設備之加速 稅項折舊 RMB'000 人民幣千元	無形資產之 加速稅項攤銷 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	4,640	8,129	5,009	17,778
Deferred tax (credited)/ charged to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表 內(計入)/ 扣除遞延稅項 (附註10)	(401)	909	(679)	(171)
Gross deferred tax liabilities at 31 December 2018	於2018年12月31日 的總遞延稅項 負債	4,239	9,038	4,330	17,607
At 1 January 2019	於2019年1月1日	4,239	9,038	4,330	17,607
Deferred tax (credited)/ charged to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益 表內(計入)/扣除 遞延稅項 (附註10)	(113)	18,180	(713)	17,354
Gross deferred tax liabilities at 31 December 2019	於2019年12月31日的 總遞延稅項負債	4,126	27,218	3,617	34,961

29. 遞延稅項

年內遞延稅項資產及負債的變動如下：

遞延稅項負債

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

29. Deferred Tax (continued)

Deferred tax assets

		Provision for impairments of trade receivables 貿易應收款 減值撥備	Provision for impairments of prepayments and other receivables 預付款及 其他應收 款減值撥備	Provision for write-down of inventories 存貨跌價撥備	Provision for impairments of property, plant and equipment 物業、廠房及 設備之減值 撥備	Losses available for offsetting against future taxable profits 可用虧損 用於抵銷未來 應課稅利潤	Others 其他	Total 總計
At 1 January 2018	於2018年1月1日	157	957	47	1,539	9,399	9,632	21,731
Deferred tax credited/ (charged) to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內 計入/(扣除)遞延 稅項(附註10)	38	(16)	-	-	911	936	1,869
Gross deferred tax assets at 31 December 2018	於2018年12月31日的 總遞延稅項資產	195	941	47	1,539	10,310	10,568	23,600
At 1 January 2019	於2019年1月1日	195	941	47	1,539	10,310	10,568	23,600
Deferred tax credited/ (charged) to the consolidated statement of profit or loss during the year (Note 10)	於本年度綜合損益表內 計入/(扣除)遞延 稅項(附註10)	712	-	(53)	-	1,883	2,858	5,400
Gross deferred tax assets at 31 December 2019	於2019年12月31日的總遞 延稅項資產	907	941	(6)	1,539	12,193	13,426	29,000

Deferred tax assets have not been recognised in respect of the following items:

並未就下列項目確認遞延稅項資產：

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Unused tax losses	未動用稅項虧損	103,977	57,880
Deductible temporary differences	可扣稅暫時差額	-	85
		103,977	57,965

As at 31 December 2019, included in the above tax losses of approximately RMB102,084,000 that will expire within five years, and other losses may be carried forward indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of the above items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

於2019年12月31日，計入上述稅項虧損的約人民幣102,084,000元將於五年內屆滿，其他虧損可無限期結轉，用於抵銷產生虧損的公司的未來應課稅利潤。由於不認為有可能將應課稅利潤用於抵銷可動用的上述項目，故並未確認相關遞延稅項資產。

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

29. Deferred Tax (continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

30. Share capital

		No. of shares 股份數目	RMB'000 人民幣千元
Ordinary shares, issued and fully paid:	已發行及繳足普通股：		
At 1 January 2018,	於2018年1月1日、		
31 December 2018 and	2018年12月31日及		
1 January 2019	2019年1月1日	1,174,560,000	2,730,433
Share repurchased and cancelled (<i>Note</i>)	已購回及已註銷之股份 (<i>附註</i>)	(13,611,000)	-
At 31 December 2019	於2019年12月31日	1,160,949,000	2,730,433

29. 遞延稅項(續)

根據中國企業所得稅法，於中國成立的外商投資企業向海外投資者所宣派的股息須繳納10%預扣稅。有關規定於2008年1月1日起生效，並適用於2007年12月31日之後的盈利。倘中國與海外投資者的司法權區訂立稅務條約，則可能享有較低的預扣稅率。就本集團而言，適用稅率為5%或10%。因此，本集團須就該等於中國成立的附屬公司於2008年1月1日起賺取的盈利所宣派的股息繳納預扣稅。

本公司向其股東派付股息並無導致任何所得稅後果。

30. 股本

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

30. Share capital (continued)

Note:

During the year ended 31 December 2019, the Company repurchased its own shares on the Stock Exchange of Hong Kong Limited as follows:

Month		Number of shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate price paid
月份		購回股份數目	每股最高價	每股最低價	總價格
			HK\$ 港元	HK\$ 港元	HK\$'000 千港元
June 2019	2019年6月	5,903,000	3.00	2.91	17,480
July 2019	2019年7月	7,708,000	3.00	2.93	22,951
		13,611,000			40,431

The repurchase was governed by section 257 of the Hong Kong Companies Ordinance. The total amounts paid on the repurchased shares of approximately RMB35,390,000 and transaction costs of approximately RMB180,000, were paid wholly out of retained profits. All of the repurchased shares were cancelled before the year ended 31 December 2019.

31. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Capital reserves

The capital reserves represent: 1) additional contribution made by the non-controlling shareholders of the Company's subsidiaries; 2) in the case of an acquisition of an additional equity interest in a non wholly owned subsidiary, the difference between the cost of acquisition and the non-controlling interests acquired; and 3) in the case of a settlement of a shareholder's loans, the difference between the carrying amount of loans and the consideration.

30. 股本(續)

附註:

截至2019年12月31日止年度，本公司於香港聯合交易所有限公司購回其本身股份如下：

購回受香港公司條例第257條規管。購回股份所付總金額約人民幣35,390,000元及交易成本約人民幣180,000元全數由留存利潤支付。所有購回股份已於截至2019年12月31日止年度前註銷。

31. 儲備

本集團於本年度及過往年度之儲備數額及儲備變動已於綜合權益變動表呈列。

資本儲備

資本儲備代表：1)本公司附屬公司之非控股股東作出之額外貢獻；2)在收購非全資附屬公司的額外股權的情況下，收購成本與已收購非控股權益之差額；及3)就清償股東貸款而言，貸款與代價賬面值之差額。

31. Reserves (continued)

Statutory reserve

Subsidiaries of the Company established in the PRC are required to make appropriations to a certain statutory reserve, namely the reserve funds, from their statutory profit for the year after offsetting accumulated losses as determined under the PRC accounting regulations from prior years and before profit distribution to equity holders. The percentage to be appropriated to such statutory reserve funds is determined according to the relevant regulations in the PRC at 10% or at the discretion of the boards of directors of the respective companies.

32. Partly-owned subsidiaries with material non-controlling interests

Details of the Group's subsidiaries that has material non-controlling interests are set out below:

		2019	2018
Percentage of equity interests held by non-controlling interests:	非控股權益所持股權百分比：		
Company A	公司A	15.52%	38.52%
Company B	公司B	31.20%	45.30%
Company C and its subsidiary	公司C及其附屬公司	49.00%	-

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Profit/(loss) for the year allocated to non-controlling interests:	分配至非控股權益的年度利潤/(虧損)：		
Company A	公司A	5,918	6,464
Company B	公司B	(164)	3,556
Company C and its subsidiary	公司C及其附屬公司	(2,113)	-

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Accumulated balances of non-controlling interests at the reporting dates:	非控股權益於報告日期的累計結餘：		
Company A	公司A	48,735	113,860
Company B	公司B	168,462	232,708
Company C and its subsidiary	公司C及其附屬公司	56,296	-

31. 儲備(續)

法定儲備

本公司於中國成立的附屬公司須自其年內法定利潤(抵銷根據中國會計法規計算的過往年度累計虧損後及向股本持有人作出利潤分派前)向若干法定儲備(即儲備金)撥款。將向該等法定儲備金作出的撥款比例根據中國相關法規以10%的比率或由各間公司的董事會酌情釐定。

32. 具有重大非控股權益之部份擁有附屬公司

擁有重大非控股權益之本集團附屬公司載列如下：

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

32. Partly-owned subsidiaries with material non-controlling interests (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

32. 具有重大非控股權益之部份擁有附屬公司(續)

下表說明上述附屬公司的財務資料概要。所披露金額為除任何公司間對銷前金額：

		Company A	Company B	Company C and its subsidiary
		公司A	公司B	公司C及其附屬公司
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
2019	2019年			
Revenue	收入	523,159	284,599	-
Total expenses	開支總額	(500,270)	(284,655)	(4,322)
Profit/(loss) for the year	年度利潤/(虧損)	22,889	(56)	(4,322)
Total comprehensive income/(loss) for the year	年度全面收入/(虧損)總額	22,889	(56)	(4,322)
Current assets	流動資產	250,909	191,334	34,609
Non-current assets	非流動資產	211,255	376,520	256,165
Current liabilities	流動負債	(86,432)	(25,187)	(172,653)
Non-current liabilities	非流動負債	(54,246)	(2,724)	(3,256)
Net cash flows from/(used in) operating activities	經營活動產生/(使用)之現金流量淨額	43,364	(50,650)	(10,342)
Net cash flows used in investing activities	投資活動使用之現金流量淨額	(11,158)	(18,827)	(256,631)
Net cash flows (used in)/from financing activities	融資活動(使用)/產生之現金流量淨額	(3,337)	26,295	284,456
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	28,869	(43,182)	17,483
		Company A	Company B	
		公司A	公司B	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
2018	2018年			
Revenue	收入	466,406	124,279	
Total expenses	開支總額	(449,625)	(117,022)	
Profit for the year	年度利潤	16,781	7,257	
Total comprehensive income for the year	年度全面收入總額	16,781	7,257	
Current assets	流動資產	202,142	176,616	
Non-current assets	非流動資產	206,870	378,049	
Current liabilities	流動負債	(110,416)	(40,659)	
Non-current liabilities	非流動負債	-	-	
Net cash flows used in operating activities	經營活動使用之現金流量淨額	(5,371)	(12,096)	
Net cash flows used in investing activities	投資活動使用之現金流量淨額	(17,701)	(64,120)	
Net cash flows from financing activities	融資活動產生之現金流量淨額	-	111,828	
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(23,072)	35,612	

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

FIVE-YEAR FINANCIAL SUMMARY
五年財務概要

33. Acquisition of additional equity interests in subsidiaries without change in control

For the year ended 31 December 2019, the Group acquired additional equity interests of two subsidiaries for consideration of approximately RMB131,898,000. The carrying amount of the non-controlling interests in those subsidiaries on the date of acquisition was approximately RMB362,658,000. The Group recognised a decrease in non-controlling interests of approximately RMB135,125,000.

Harvest Epoch Packaging (Zhejiang) Co., Ltd (“Epoch packaging”)

During the year ended 31 December 2019, the Group acquired additional equity interests in Epoch Packaging for a consideration of approximately RMB78,500,000. After that, the Group’s effective equity interests in Epoch packaging increased from 54.7% to 68.8%. The carrying amount of the non-controlling interests in the subsidiary on the date of acquisition was approximately RMB243,677,000. The Group recognised a decrease in non-controlling interests of approximately RMB64,082,000.

Wuxi Huapeng Closures Co., Ltd. (“Wuxi Huapeng”)

During the year ended 31 December 2019, the Group acquired additional equity interests in Wuxi Huapeng for a consideration of RMB53,398,000. After that, the Group’s effective equity interests in Wuxi Huapeng increased from 61.48% to 84.48%. The carrying amount of the non-controlling interests in the subsidiary on the date of acquisition was approximately RMB118,981,000. The Group recognised a decrease in non-controlling interests of approximately RMB71,043,000.

34. Notes to the consolidated statement of cash flows

(a) Major non-cash transactions

During the year, the Group injected trade receivables balance due from a joint venture of RMB297,969,000 (2018: RMB331,858,000) as asset capital contribution and therefore did not result in any cash flows to the Group.

33. 不改變控制權之附屬公司額外股本權益收購

截至2019年12月31日止年度，本集團以代價約人民幣131,898,000元收購額外兩家附屬公司的股本權益。於收購日期，該等附屬公司非控股權益的賬面值約為人民幣362,658,000元。本集團確認非控股權益減少約人民幣135,125,000元。

浙江紀鴻包裝有限公司(「紀鴻包裝」)

截至2019年12月31日止年度，本集團以代價約人民幣78,500,000元收購紀鴻包裝額外股權。其後，本集團於紀鴻包裝的有效權益由54.7%增至68.8%。於收購日期，於附屬公司非控股權益的賬面值約為人民幣243,677,000元。本集團確認非控股權益減少約人民幣64,082,000元。

無錫華鵬瓶蓋有限公司(「無錫華鵬」)

截至2019年12月31日止年度，本集團以代價人民幣53,398,000元收購無錫華鵬額外股權。其後，本集團於無錫華鵬的實際股權由61.48%增加至84.48%。於收購日期，於附屬公司非控股權益的賬面值約為人民幣118,981,000元。本集團確認非控股權益減少約人民幣71,043,000元。

34. 綜合現金流量表附註

(a) 主要非現金交易

於本年內，本集團注入應收一家合營企業的貿易應收款結餘人民幣297,969,000元(2018年：人民幣331,858,000元)作為實物出資，故本集團並無產生任何現金流量。

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

34. Notes to the consolidated statement of cash flows (continued)

(b) Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

34. 綜合現金流量表附註(續)

(b) 融資活動產生之負債變動

下表載列本集團融資活動產生之負債的變動詳情，包括現金及非現金變動。融資活動產生之負債為現金流量於或未來現金流量將於本集團的綜合現金流量表中分類為融資活動產生之現金流量的負債。

		Interest-bearing bank borrowings 計息 銀行借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2018	於2018年12月31日	4,093,186	-	4,093,186
Impact on initial application of HKFRS 16 (Note 2.2)	首次應用香港財務報告準則第16號的影響 (附註2.2)	-	25,575	25,575
At 1 January 2019	於2019年1月1日	4,093,186	25,575	4,118,761
Changes from financing cash flows:	融資現金流量之變動:			
New bank loans raised	新籌集的銀行貸款	1,971,605	-	1,971,605
Repayment of bank loans	償還銀行貸款	(1,811,933)	-	(1,811,933)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	(10,346)	(10,346)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	(1,129)	(1,129)
Total changes from financing cash flows	融資現金流量變動總額	159,672	(11,475)	148,197
Exchange adjustments	匯兌調整	85,384	12	85,396
Other changes:	其他變動:			
Increase in lease liabilities from entering into new leases during the period	於期內訂立新租約令租賃負債增加	-	11,416	11,416
Interest expenses (Note 7)	利息開支(附註7)	153,730	1,129	154,859
Capitalised borrowing costs (Note 7)	資本化借貸成本(附註7)	(17,852)	-	(17,852)
Borrowing costs paid classified as operating cash flows	分類為經營現金流量的已付借貸成本	(135,878)	-	(135,878)
Total other changes	其他變動總額	-	12,545	12,545
At 31 December 2019	於2019年12月31日	4,338,242	26,657	4,364,899

Note: The Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. See Note 2.2.

附註：本集團以修訂式追溯法首次應用採用香港財務報告準則第16號及調整於2019年1月1日的年初結餘以確認有關先前根據香港會計準則第17號被分類為經營租賃之租賃的租賃負債。請參閱附註2.2。

34. Notes to the consolidated statement of cash flows (continued)

(b) Changes in liabilities arising from financing activities (continued)

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

		Interest-bearing bank borrowings 計息銀行借款 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	3,248,267
Changes from financing cash flows:	融資現金流量的變動：	
New bank loans raised	新籌集的銀行貸款	1,652,186
Repayment of bank loans	償還銀行貸款	(984,463)
Total changes from financing cash flows	融資現金流量變動總額	667,723
Exchange adjustments	匯兌調整	177,196
Other changes:	其他變動：	
Interest expenses (Note 7)	利息開支(附註7)	117,931
Capitalised borrowing costs (Note 7)	資本化借貸成本(附註7)	(27,565)
Borrowing costs paid classified as operating cash flows	分類為經營現金流量的已付借貸成本	(90,366)
Total other changes	其他變動總額	-
At 31 December 2018	於2018年12月31日	4,093,186

35. Pledge of assets

Details of the Group's letters of credit and bills payable, which are secured by the assets of the Group, are included in Notes 23 and 24.

36. Operating lease arrangements

As lessor

The Group leases its individual properties, which was not qualified as an investment property, under operating lease arrangements, with leases negotiated for terms ranging from two to five year. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

34. 綜合現金流量表附註(續)

(b) 融資活動產生之負債變動(續)

下表載列本集團融資活動產生之負債的變動詳情，包括現金及非現金變動。融資活動產生之負債為現金流量於或未來現金流量將於本集團的綜合現金流量表中分類為融資活動產生之現金流量的負債。

35. 抵押資產

本集團之信用證及應付票據(以本集團之資產抵押)之詳情分別載於附註23及24。

36. 經營租賃安排

作為出租人

本集團根據經營租賃安排將其不合資格作投資物業的物業出租，協定期期介乎兩至五年。租賃條款通常亦要求租戶支付保證金，並可根據當時市場狀況定期調整租金。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

36. Operating lease arrangements (Continued)

As lessor (Continued)

At 31 December 2019, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within one year	第一年內	1,827	2,551
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	6,595	8,930
		8,422	11,481

37. Commitments

(a) Capital commitments

The Group had the following capital commitments at the end of the reporting period:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Contracted, but not provided for:	有關已訂約但未撥 備的：		
Property, plant and equipment	物業、廠房及設備	224,305	514,337
Capital contribution payable to a joint venture	應付一家合營企業之 資本出資	1,122,759	1,122,759
		1,347,064	1,637,096

At the end of the reporting period, save as detailed elsewhere in these consolidated financial statements, the Group did not have any significant commitments (2018: Nil).

(b) Operating lease commitments

At 31 December 2019, the Group had total future minimum lease payments under non-cancellable short-term leases and leases of low-value assets falling due as follows:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Within one year	第一年內	680	11,301
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	113	16,862
After five years	五年以後	—	1,278
		793	29,441

36. 經營租賃安排(續)

作為出租人(續)

本集團於2019年12月31日根據與其租戶所訂立下列期間到期之不可撤銷經營租賃可收取之未來最低租金總額如下：

37. 承諾

(a) 資本承諾

於報告期末本集團之資本承諾如下：

於報告期末，除於該等綜合財務報表中詳述者外，本集團並未作出任何重大承諾(2018年：無)。

(b) 經營租賃承諾

本集團於2019年12月31日根據下列期間到期之不可撤銷短期租賃及低價值資產的租賃須支付之未來最低租金總額如下：

38. Related party transactions

- (a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

			2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Transactions with COFCO:	與中糧的交易：			
- Rental expense paid	- 已付租金開支	(ii)	1,300	1,442
- Purchase of IT software and IT facilities	- 購買資訊科技軟件及資訊科技設施	(v)	445	469
- Supply of IT services and market consulting services	- 提供資訊科技及市場諮詢服務	(v)	2,358	-
- Purchase of products	- 購買產品	(iv)	3	-
Transactions with related companies*:	與關連公司的交易*：			
- Sale of products	- 銷售產品	(i)	-	35,907
Transactions with COFCO Finance:	與中糧財務的交易：			
- Interest income (Note 5)	- 利息收入 (附註5)	(iii)	4,348	2,948
Transactions with COFCO (Hong Kong), a substantial shareholder of the Company, and its subsidiaries (collectively the "COFCO Hong Kong Group"):	與本公司主要股東中糧(香港)及其附屬公司(統稱「中糧(香港)集團」)的交易：			
- Sale of products	- 銷售產品	(i)	399,445	367,496
- Rental expense paid	- 已付租金開支	(ii)	957	1,261
Transactions with ORG Technology, a substantial shareholder of the Company, and its subsidiaries (collectively the "ORG Technology Group"):	與本公司主要股東奧瑞金科技及其附屬公司(統稱「奧瑞金科技集團」)的交易：			
- Sale of products	- 銷售產品	(i)	93,282	134,823
- Purchase of products	- 購買產品	(iv)	67,776	71,337
- Sale of raw materials	- 銷售原材料	(vii)	313	2,444
Transactions with an associate of the Group:	與本集團聯營公司的交易：			
- Interest income (Note 5)	- 利息收入 (附註5)	(vi)	-	2,384
Transactions with a joint venture of the Group:	與本集團合營企業的交易：			
- Sale of products	- 銷售產品	(i)	256,870	284,451

* Related companies are companies under significant influence of COFCO.

* 關連公司乃受中糧重大影響的公司。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

38. Related party transactions (continued)

- (a) In addition to the transactions detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year: (continued)

Notes:

- (i) The sales were made according to the published prices and conditions offered to the major customers of the Group.
- (ii) The rental expenses were determined with reference to the prevailing market rental.
- (iii) The interest income arising from the deposits to COFCO Finance was determined in accordance with the prevailing RMB deposit rates promulgated by the People's Bank of China with the same terms and conditions.
- (iv) The considerations were determined with reference to the prevailing market prices/rates and the prices charged to third parties.
- (v) The transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.
- (vi) The interest income arising from the entrusted loan to an associate was determined in accordance with the prevailing RMB interest rates promulgated by the People's Bank of China with the same terms and conditions.
- (vii) The sales were made according to the published prices and conditions.

38. 關連方交易(續)

- (a) 除該等綜合財務報表其他地方所載之交易外，本集團於年內與關連人士進行的重大交易如下：(續)

附註：

- (i) 有關銷售乃根據已刊發價格及提供予本集團主要客戶的條件而進行。
- (ii) 租金開支乃參考現行市值租金而釐定。
- (iii) 產生自中糧財務存款的利息收入乃按照中國人民銀行所頒佈的現行人民幣存款利率按相同條款及條件而釐定。
- (iv) 代價乃參照現行市價／費率及向第三方收取的價格釐定。
- (v) 有關交易乃根據涉及各方互相協定的條款及條件進行。
- (vi) 貸予聯營公司委託貸款產生之利息收入乃根據中國人民銀行頒佈的現行人民幣利率按同等條款及條件釐定。
- (vii) 有關銷售乃根據已刊發價格及條件而進行。

38. Related party transactions (continued)

38. 關連方交易(續)

(b) Outstanding balances with related parties:

(b) 與關連人士之間的未清餘額：

		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
Trade and bills receivables (Note 21):	貿易應收款及應收票據(附註21)：		
Related companies*	關連公司*	-	8,123
The COFCO Hong Kong Group	中糧(香港)集團		
The ORG Technology Group	奧瑞金科技集團	76,958	67,189
		66,286	43,040
Prepayments, other receivables and other assets (Note 22):	預付款、其他應收款及其他資產(附註22)：		
The COFCO Hong Kong Group	中糧(香港)集團	5,044	5,690
Liaoning Zhong'an	遼寧中安	500	-
Trade payables (Note 24):	貿易應付款(附註24)：		
The COFCO Hong Kong Group	中糧(香港)集團	20	-
The ORG Technology Group	奧瑞金科技集團	10,517	2,594
Other payables and accruals (Note 25):	其他應付款及應計項目(附註25)：		
The COFCO Hong Kong Group	中糧(香港)集團	61	904
The ORG Technology Group	奧瑞金科技集團	1	-
Deposits placed (Note 23):	存款存放於(附註23)：		
COFCO Finance	中糧財務 (i)	588,189	801,340
Right-of-use asset: COFCO	使用權資產：中糧 (ii)	1,255	-
The COFCO Hong Kong Group	中糧(香港)集團 (iii)	79	-
Lease liabilities: COFCO	租賃負債：中糧	1,274	-
The COFCO Hong Kong Group	中糧(香港)集團	81	-

* Related companies are companies under significant influence of COFCO.

* 關連公司乃受中糧重大影響的公司。

Notes:

附註：

(i) Except for the deposits placed to COFCO Finance which are interest-bearing and repayable on demand, the other balances are unsecured, interest-free and have no fixed terms of repayment.

(i) 除存放於中糧財務的存款為計息並須應要求償還外，其他結餘乃無抵押、不計息且並無固定還款期。

38. Related party transactions (continued)**(b) Outstanding balances with related parties: (continued)***Notes: (Continued)*

(ii) The Group entered into a three-year lease with COFCO in respect of a leased property, commencing from 1 January 2018. The amount of rental payable by the Group under the lease is RMB650,000, payable in half-yearly basis, and was determined with reference to amounts charged by COFCO to third parties. Upon the adoption of HKFRS 16, the Group recognised a right-of-use asset and the corresponding lease liability.

(iii) The Group entered into a two-year lease with the COFCO Hong Kong Group in respect of a leased property, commencing from 1 February 2018. The amount of rental payable by the Group under the lease is RMB80,000, payable in monthly basis, and was determined with reference to amounts charged by the COFCO Hong Kong Group to third parties. Upon the adoption of HKFRS 16, the Group recognised a right-of-use asset and the corresponding lease liability.

(c) Transactions and balances with other state-owned entities

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 enters into extensive transactions, mainly covering purchases of tinplates with State-owned Enterprises, other than the COFCO Group, on terms comparable to those with other non-state-owned entities.

The directors consider that transactions with other State-owned Enterprises are activities in the ordinary course of its business, 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. Having due regard to the substance of the relationships, the directors of the Company are of the opinion that none of these transactions constitutes a related party transaction that requires separate disclosure.

38. 關連方交易(續)**(b) 與關連人士之間的未清餘額：(續)***附註：(續)*

(ii) 本集團與中糧就租賃物業訂立自2018年1月1日起計為期三年的租賃。本集團根據租賃應付的租金為每半年人民幣650,000元，乃經參考中糧向第三方收取的款項後釐定。於採納香港財務報告準則第16號後，本集團確認使用權資產及相應租賃負債。

(iii) 本集團與中糧(香港)集團就租賃物業訂立自2018年2月1日起計為期兩年的租賃。本集團根據租賃應付的租金為每月人民幣80,000元，乃經參考中糧(香港)集團向第三方收取的款項後釐定。於採納香港財務報告準則第16號後，本集團確認使用權資產及相應租賃負債。

(c) 與其他國有實體之間的交易及餘額

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、聯署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」)。年內，本集團與中糧集團以外的國有企業進行大量交易，主要涉及採購馬口鐵，條款與其他非國有企業之間交易的條款相若。

董事認為，與其他國有企業之間的交易為在日常業務過程中進行的活動，且本集團與那些由中國政府最終控制或擁有的國有企業的貿易並沒有受到嚴重或不當影響。本集團還制定產品和服務的定價政策，而該等政策並非取決於客戶是否為國有企業。經周詳考慮該等關係的本質後，本公司董事認為該等交易概不構成須另行予以披露的關連方交易。

38. Related party transactions (continued)

(d) Compensation of key management personnel of the Group:

		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	6,488	5,231
Post-employment benefits	離職後福利	467	443
Total compensation paid to key management personnel	支付予主要管理人員的總酬金	6,955	5,674

Further details of directors' and the chief executive's emoluments are included in Note 8.

A certain portion of these related party transactions in respect of certain terms (i), (ii), (iv) and (v) of (a) above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

38. 關連方交易(續)

(d) 本集團主要管理人員的酬金：

有關董事及主要行政人員之酬金的進一步詳情載於附註8。

上文有關(a)(i)、(ii)、(iv)及(v)的關連方交易若干部分亦構成上市規則第14A章所界定的關連交易或持續關連交易。

39. Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

		Financial assets at fair value through other comprehensive income — Debt investments 按公平值計入其他全面收益的金融資產 — 債務工具	
		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Bills receivables	應收票據	131,096	143,404
		Financial assets at amortised cost 按攤銷成本計量之金融資產	
		2019 RMB'000 人民幣千元	2018 RMB'000 人民幣千元
Trade receivables	貿易應收款	1,708,817	1,548,944
Financial assets included in prepayments, other receivables and other assets	計入預付款、其他應收款及其他資產的金融資產	42,949	59,582
Pledged deposits	已抵押存款	49,712	51,696
Cash and cash equivalents	現金及現金等價物	678,514	893,877
		2,479,992	2,554,099

39. 按類別劃分的金融工具

各金融工具類別於報告期末的賬面值如下：

金融資產

Financial assets at fair value through other comprehensive income — Debt investments

按公平值計入其他全面收益的金融資產 — 債務工具

2019
RMB'000
人民幣千元

2018
RMB'000
人民幣千元

Bills receivables	應收票據	131,096	143,404
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Financial assets at amortised cost

按攤銷成本計量之金融資產

2019
RMB'000
人民幣千元

2018
RMB'000
人民幣千元

Trade receivables	貿易應收款	1,708,817	1,548,944
Financial assets included in prepayments, other receivables and other assets	計入預付款、其他應收款及其他資產的金融資產	42,949	59,582
Pledged deposits	已抵押存款	49,712	51,696
Cash and cash equivalents	現金及現金等價物	678,514	893,877
		2,479,992	2,554,099

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

39. Financial instruments by category (continued)

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills payables	貿易應付款及應付票據	1,123,456	1,195,705
Financial liabilities included in other payables and accruals	計入其他應付款及應計項目的金融負債	148,800	188,686
Interest-bearing bank borrowings	計息銀行借款	4,338,242	4,093,186
		5,610,498	5,477,577

40. Fair Value and Fair Value Hierarchy of Financial Instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

		Carrying amounts 賬面值		Fair values 公平值	
		2019	2018	2019	2018
		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
Financial assets	金融資產				
Bills receivables	應收票據	131,096	143,404	131,096	143,404
Financial liabilities	金融負債				
Interest-bearing bank borrowings	計息銀行借款	4,338,242	4,093,186	4,338,242	4,093,186

Management has assessed that the fair values of cash and cash equivalents, the current portion of pledged deposits, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets and financial liabilities included in other payables and accruals, approximate to their carrying amounts largely due to the short term maturities of these instruments.

39. 按類別劃分的金融工具(續)

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量之金融負債	
		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills payables	貿易應付款及應付票據	1,123,456	1,195,705
Financial liabilities included in other payables and accruals	計入其他應付款及應計項目的金融負債	148,800	188,686
Interest-bearing bank borrowings	計息銀行借款	4,338,242	4,093,186
		5,610,498	5,477,577

40. 金融工具的公平值及公平值等級

本集團金融資產之賬面值及其公平值(合理約等於公平值的賬面值除外)如下:

管理層已評估，現金及現金等價物、已抵押存款流動部分、貿易應收款、貿易應付款及應付票據、計入預付款、其他應收款及其他資產的金融資產及計入其他應付款及應計項目的金融負債之公平值與其賬面值相若，主要由於該等工具之到期日較短。

40. Fair Value and Fair Value Hierarchy of Financial Instruments (continued)

The fair values of the financial 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. The following methods and assumptions were used to estimate the fair values:

The fair values of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The risk ratings of the banks from where the bills receivables issued as at 31 December 2019 and 2018 were assessed to be insignificant. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2019 and 2018 was assessed to be insignificant.

Fair value hierarchy

Liabilities for which fair values are disclosed:

As at 31 December 2019

	Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Fair value measurement using 使用以下各項進行公平值計量		Total 總計 RMB'000 人民幣千元
		Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	
Interest-bearing bank borrowings 計息銀行借款	-	-	4,338,242	4,338,242

As at 31 December 2018

於2018年12月31日

	Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Fair value measurement using 使用以下各項進行公平值計量		Total 總計 RMB'000 人民幣千元
		Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	
Interest-bearing bank borrowings 計息銀行借款	-	-	4,093,186	4,093,186

40. 金融工具的公平值及公平值等級(續)

金融負債的公平值乃按自願交易方在目前的交易(非強迫或清盤出售)中交易該工具的金額入賬。以下方式及假設用作估計公平值:

計息銀行借款的公平值乃透過利用目前適用於條款、信貸風險及餘下有效期相若的工具的利率貼現預期未來現金流量計算得出。於2019年及2018年12月31日,發行應收票據的銀行的風險評級被評估為不重大。於2019年及2018年12月31日,本集團本身的計息銀行借款違約風險被評估為不重大。

公平值等級

已披露公平值的負債:

於2019年12月31日

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

41. Financial risk management objectives and policies

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk, and interest rate risk), credit risk, and liquidity risk.

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign currency risk

The functional currency of most of the Company's subsidiaries is RMB since the majority of the revenues of the subsidiaries are derived from operations in the PRC. Foreign exchange risk arises from future commercial transactions of limited purchases from overseas and recognised assets or liabilities, such as cash and cash equivalents (Note 23) and bank borrowings (Note 28), certain of which are denominated in US\$ and HK\$.

As at 31 December 2019, if RMB had strengthened/weakened by 5% against US\$, with all other variables held constant, the profit for each of the years would have changed mainly as a result of foreign exchange gains/losses on the translation of cash and cash equivalents and bank borrowings denominated in US\$ and HK\$. Details of the changes are as follows:

	2019	2018
Profit for the year increase/(decrease)	RMB'000	RMB'000
年度利潤增加／(減少)	人民幣千元	人民幣千元
- Strengthened by 5%	161,090	153,931
- Weakened by 5%	(161,090)	(153,931)

41. 財務風險管理目標及政策

財務風險因素

本集團的活動使本集團面臨不同財務風險：市場風險(包括外幣風險、價格風險及利率風險)、信貸風險及流動資金風險。

本集團的整體風險管理計劃集中於金融市場的不可預測性，並力求最大限度地降低對本集團財務表現的潛在不利影響。

(a) 市場風險

(i) 外幣風險

本公司的多數附屬公司的功能貨幣為人民幣，因為該等附屬公司之大多數收入源自中國的業務。外匯風險來自有限度的境外採購未來商業交易及已確認的資產或負債，如現金及現金等價物(附註23)及銀行借款(附註28)(其中部份以美元及港元計值)。

於2019年12月31日，倘所有其他變數保持不變，而人民幣相對美元升值／貶值5%，有關年度各年的利潤將會有所改變，乃主要由於換算以美元及港元計值的現金及現金等價物及銀行借款的匯兌收益／虧損。變動詳情如下：

41. Financial risk management objectives and policies (continued)

Financial risk factors (continued)

(a) Market risk (continued)

(ii) Price risk

Tinplate and aluminium are the major raw materials of the Group. The prices for tinplate and aluminium may be affected by market demand and supply, domestic government policies and other economic conditions. In order to maintain a continued production cycle, the Group has a policy of maintaining a certain level of the Group's tinplate and aluminium inventories will depend on orders on hand, the prices of tinplate and aluminium in the market and the perceived future trend of the tinplate and aluminium prices. To partially minimise the Group's market price risk exposure, the Group enters into commodity futures contracts of aluminium. In selecting suppliers, the Group usually takes into consideration the price and quality of the tinplate and aluminium. The directors believe it is not necessary for the Group to enter into any long-term supply contracts with its suppliers to ensure stable material prices as there are various sources of tinplate and aluminium and the Group has not experienced any difficulties in securing a steady source of high quality tinplate and aluminium.

41. 財務風險管理目標及政策 (續)

財務風險因素(續)

(a) 市場風險(續)

(ii) 價格風險

馬口鐵和鋁是本集團的主要原材料。馬口鐵和鋁價格可能受到市場供需、國內政府政策以及其他經濟狀況影響。為能保持生產周期的持續，本集團制定政策以維持本集團一定水平的馬口鐵和鋁儲備。本集團的馬口鐵和鋁儲備取決於手頭訂單、市場馬口鐵和鋁價格以及可預見未來之馬口鐵和鋁價格。為減低本集團面對的部份市價風險，本集團訂立鋁的遠期商品合約。於選擇供應商時，本集團一般考慮馬口鐵和鋁價格及質量。董事相信，由於馬口鐵和鋁來源眾多以及本集團在尋找高質量馬口鐵和鋁穩定來源方面並無困難，因此本集團並不需要為保證馬口鐵和鋁價格之穩定而與其材料供應商簽訂長期供應合同。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

41. Financial risk management objectives and policies (continued)

Financial risk factors (continued)

(a) Market risk (continued)

(iii) Interest rate risk

Except for bank deposits with stable interest rates, the Group has no significant interest-bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk mainly arises from bank borrowings. Bank borrowings obtained at variable rates expose the Group to cash flow interest rate risk. Bank borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The Group has not hedged its cash flow and fair value interest rate risks. The interest rates and terms of repayments of bank borrowings are disclosed in Note 28.

Management does not anticipate any significant impact on interest-bearing assets resulting from the changes in interest rates, because the interest rates of bank deposits are not expected to change significantly.

As at 31 December 2019, if interest rates of bank borrowings had been 25 basis points higher/lower, with all other variable held constant, the profit for the year for each of the years would have changed mainly as a result of higher/lower interest expenses on floating rate borrowings.

41. 財務風險管理目標及政策 (續)

財務風險因素(續)

(a) 市場風險(續)

(iii) 利率風險

除具有穩定利率的銀行存款外，本集團並無任何重大計息資產。本集團之收入及經營現金流量實際上並不受市場利率變動影響。

本集團的利率風險主要來自銀行借款。浮息銀行借款令本集團承受現金流量利率風險。定息銀行借款使本集團承受公平值利率風險。本集團並無就其現金流量及公平值利率風險進行任何對沖。銀行借款利率及還款期於附註28披露。

由於銀行存款的利率預期不會大幅變動，管理層預期利率的變動不會對計息資產產生任何重大影響。

於2019年12月31日，倘所有其他變量保持不變而銀行借款利率上升／下降25個基點，由於對浮息借款的利息開支增加／減少，有關年度各年利潤將會發生變動。

41. Financial risk management objectives and policies (continued)

Financial risk factors (continued)

(a) Market risk (continued)

(iii) Interest rate risk (continued)

Details of the changes are as follows:

		Increase/ (decrease) in basis point 基點增加 /(減少)	Group	
			Increase/ (decrease) in profit after tax 本集團 除稅後 利潤增加/ (減少) RMB'000 人民幣千元	Increase/ (decrease) in equity* 權益* 增加/ (減少) RMB'000 人民幣千元
Year ended 31 December 2019	截至2019年12月31日止年度	25	(8,229)	-
Year ended 31 December 2018	截至2018年12月31日止年度	25	(9,755)	-
Year ended 31 December 2019	截至2019年12月31日止年度	(25)	8,229	-
Year ended 31 December 2018	截至2018年12月31日止年度	(25)	9,755	-

* Excluding retained profits

* 不包括留存利潤

(b) Credit risk

The Group has no significant concentrations of credit risk. The carrying amounts of pledged bank deposits, cash and cash equivalents, trade and bills receivables and other receivables included in the consolidated financial statements represent the Group's maximum exposure to credit risk in relation to its financial assets.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who which to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an going basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

41. 財務風險管理目標及政策 (續)

財務風險因素(續)

(a) 市場風險(續)

(iii) 利率風險(續)

變動詳情如下：

		Increase/ (decrease) in basis point 基點增加 /(減少)	Group	
			Increase/ (decrease) in profit after tax 本集團 除稅後 利潤增加/ (減少) RMB'000 人民幣千元	Increase/ (decrease) in equity* 權益* 增加/ (減少) RMB'000 人民幣千元
Year ended 31 December 2019	截至2019年12月31日止年度	25	(8,229)	-
Year ended 31 December 2018	截至2018年12月31日止年度	25	(9,755)	-
Year ended 31 December 2019	截至2019年12月31日止年度	(25)	8,229	-
Year ended 31 December 2018	截至2018年12月31日止年度	(25)	9,755	-

* 不包括留存利潤

(b) 信貸風險

本集團並無高度集中的信貸風險。綜合財務報表所列已抵押銀行存款、現金及現金等價物、貿易應收款及應收票據以及其他應收款的賬面值為本集團所面臨與其金融資產有關的最大信貸風險。

本集團僅與經認可的、信譽良好的第三方進行交易。按照本集團的政策，需對所有要求採用信用方式進行交易的客戶進行信用審核。另外，本集團對應收賬款餘額進行持續監控，以確保本集團不致面臨重大壞賬風險。對於未採用相關經營單位的功能貨幣結算的交易，除非本集團信用控制部門主管特別批准，否則本集團不提供信用交易條件。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

41. Financial risk management objectives and policies (continued)

Financial risk factors (continued)

(b) Credit risk (continued)

Maximum exposure and year-end staging as at 31 December 2019

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2019. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

41. 財務風險管理目標及政策 (續)

財務風險因素(續)

(b) 信貸風險(續)

於2019年12月31日的最大風險敞口及年末階段

下表載列於2019年12月31日基於本集團信貸政策(主要依據逾期資料,惟其他資料無需付出額外成本或精力即可取得則作別論)的貸款信用質量及信貸風險最大敞口。呈列的金額為金融資產及金融擔保合約信貸風險敞口的總賬面值。

		12-month ECLs			Lifetime ECLs	
		12個月預期信貸虧損			全期預期信貸虧損	
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡易方法	
		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
Trade receivables*	貿易應收款*	-	-	-	1,839,913	1,839,913
Financial assets included in prepayments, other receivables and other assets	計入預付款、其他應收款及其他資產的金融資產					
- Normal**	- 正常**	44,410	-	-	-	44,410
Pledged deposits	已抵押存款					
- Not yet past due***	- 尚未逾期***	49,712	-	-	-	49,712
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	678,514	-	-	-	678,514
		772,636	-	-	1,839,913	2,612,549

41. Financial risk management objectives and policies (continued)

Financial risk factors (continued)

(b) Credit risk (continued)

Maximum exposure and year-end staging as at 31 December 2018

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡易方法	
		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
Trade receivables*	貿易應收款*	-	-	-	1,692,347	1,692,347
Financial assets included in prepayments, other receivables and other assets	計入預付款、其他應收款及其他資產的金融資產					
- Normal**	- 正常**	59,582	-	-	-	59,582
Pledged deposits	已抵押存款					
- Not yet past due***	- 尚未逾期***	51,696	-	-	-	51,696
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	893,877	-	-	-	893,877
		1,005,155	-	-	1,692,347	2,697,502

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in Note 21 to the consolidated financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

*** As at 31 December 2019, all pledged bank deposits and bank balances were deposited with licensed financial institutions without significant credit risk. Management does not expect any losses from non-performance of these counterparties.

41. 財務風險管理目標及政策 (續)

財務風險因素(續)

(b) 信貸風險(續)

於2018年12月31日的最大風險敞口及年末階段

* 就本集團採用簡易方法進行減值的貿易應收款，基於撥備矩陣的資料於綜合財務報表附註21披露。

** 倘計入預付款、其他應收款及其他資產的金融資產並未逾期且概無資料顯示該等金融資產的信貸風險自初始確認以來顯著增加，則其信用質素被認作「正常」。否則，該等金融資產的信貸質素被認作「存疑」。

*** 於2019年12月31日，所有已抵押銀行存款和銀行結餘均存入持牌金融機構，故無重大信貸風險。管理層並不預期會因該等交易對手的不履約而帶來任何虧損。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

41. Financial risk management objectives and policies (continued)

Financial risk factors (continued)

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and cash equivalents, the availability of funds through adequate amounts of committed credit facilities and the ability to close out market positions.

Except for non-current interest-bearing bank borrowings, all the Group's financial liabilities will be settled within one year or on demand based on the remaining contractual maturity date at the end of the reporting period and their contractual undiscounted payment amounts are disclosed in Note 39 to the consolidated financial statements.

The maturity profile of the Group's bank borrowings as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		Less than 6 months 少於6個月 RMB'000 人民幣千元	6 to 12 months 6個月至 12個月 RMB'000 人民幣千元	1 to 5 years 1年至5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
2019	2019年				
Interest-bearing bank borrowings	計息銀行借款	1,513,752	370,082	2,632,705	4,516,539
2018	2018年				
Interest-bearing bank borrowings	計息銀行借款	56,891	2,194,848	1,992,392	4,244,131

41. 財務風險管理目標及政策 (續)

財務風險因素(續)

(c) 流動資金風險

審慎的流動資金風險管理包括維持足夠的現金及現金等價物、透過款額充裕的已承諾信貸融資額度以維持可動用資金及結算市場頭寸之能力。

除非流動計息銀行借款外，根據報告期末的餘下到期合約期限計算，本集團所有財務負債將於一年內或按要求清算，而有關合約未貼現付款額於綜合財務報表附註39披露。

根據合約未貼現付款額，本集團於報告期末的銀行借款的到期情況如下：

41. Financial risk management objectives and policies (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 31 December 2018.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net interest-bearing bank borrowings divided by total equity attributable to equity holders of the Company, in which the net borrowings are calculated as total borrowings less cash and cash equivalents.

The Group's strategy is to maintain a moderate gearing ratio. The gearing ratios as at the end of the reporting periods were as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total interest-bearing bank borrowings (Note 28)	計息銀行借款總額 (附註28)	4,338,242	4,093,186
Less: Cash and cash equivalents (Note 23)	減：現金及現金等價物 (附註23)	(678,514)	(893,877)
Net borrowings	借款淨額	3,659,728	3,199,309
Equity attributable to equity holders of the Company	本公司股本持有人應佔權益	4,935,704	4,897,037
Gearing ratio	槓桿比率	74%	65%

41. 財務風險管理目標及政策 (續)

資本管理

本集團資本管理的主要目的為保障本集團能繼續以持續經營方式維持健康的資本比率，從而支持其業務及最大化股東價值。

本集團因應經濟狀況變動及相關資產之風險特點，管理資本架構並作出調整。為維持或調整資本架構，本集團可調整向股東支付股息的金額、向股東返還資本或發行新股份。本集團並未受到任何外界資本規定限制。截至2019年12月31日及2018年12月31日止年度，管理資本的目標、政策或程序概無改變。

與業內其他公司一樣，本集團根據槓桿比率監控其資本。該比率乃按計息銀行借款淨額除以本公司股本持有人應佔總權益計算，其中借款淨額為借款總額減去現金與現金等價物。

本集團之策略為將槓桿比率維持於適中水平。於報告期末之槓桿比率如下：

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

42. Statement of financial position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

42. 本公司財務狀況表

有關本公司於報告期末財務狀況表之資料載列如下：

		2019 RMB'000 人民幣千元	2018 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	68	121
Right-of-use assets	使用權資產	79	-
Investments in subsidiaries	於附屬公司的投資	4,334,442	5,185,367
Prepayments	預付款	1,334	2,361
		4,335,923	5,187,849
Current assets	流動資產		
Due from subsidiaries	應收附屬公司款項	2,705,959	1,797,924
Prepayments, other receivables and other assets	預付款、其他應收款及其他資產	5,872	5,478
Cash and cash equivalents	現金及現金等價物	55,031	63,376
		2,766,862	1,866,778
Current liabilities	流動負債		
Due to subsidiaries	應付附屬公司款項	574,127	78,496
Interest-bearing bank borrowings	計息銀行借款	1,334,980	2,142,232
Other payables and accruals	其他應付款及應計項目	3,029	13,970
Lease liabilities	租賃負債	81	-
		1,912,217	2,234,698
Net current assets/(liabilities)	流動資產/(負債)淨額	854,645	(367,920)
Total assets less current liabilities	總資產減流動負債	5,190,568	4,819,929
Non-current liabilities	非流動負債		
Interest-bearing bank borrowings	計息銀行借款	2,267,947	1,950,954
Total non-current liabilities	總非流動負債	2,267,947	1,950,954
Net assets	淨資產	2,922,621	2,868,975
Equity	權益		
Share capital	股本	2,730,433	2,730,433
Reserves (Note)	儲備(附註)	192,188	138,542
Total equity	總權益	2,922,621	2,868,975

Zhang Xin
張新
Director
董事

Zhang Ye
張擘
Director
董事

42. Statement of financial position of the Company (continued)

Note:

A summary of the Company's reserves is as follows:

		Share-based payment reserve	Exchange fluctuation reserve	Retained profits	Total
		以股份 為基礎 支付儲備	匯兌 波動儲備	留存利潤	總計
	Note 附註	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
As at 1 January 2018	於2018年1月1日	18,780	(42,765)	84,408	60,423
Total comprehensive income for the year	年度全面收入總額	-	98,421	121,820	220,241
2017 final dividend declared	已宣派2017年末期股息	-	-	(71,648)	(71,648)
2018 interim dividend	2018年中期股息	-	-	(70,474)	(70,474)
As at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	18,780	55,656	64,106	138,542
Total comprehensive income/(loss) for the year	年度全面收入/(虧損)總額	-	44,315	186,029	230,344
2018 final dividend declared	已宣派2018年末期股息	-	-	(56,379)	(56,379)
2019 interim dividend	2019年中期股息	-	-	(84,749)	(84,749)
Repurchase of own shares	購回自身股份	-	-	(35,570)	(35,570)
As at 31 December 2019	於2019年12月31日	18,780	99,971	73,437	192,188

43. Event after the reporting period

(a) The wide spread of the novel Coronavirus

The wide spread of the novel Coronavirus in China since the beginning of 2020 is a fluid and challenging situation facing all the industries of the society. The Group has already assessed the overall impact of the situation on the operation of the Group and taken all possible effective measures to limit and keep the impact in control. The Group will keep continuous attention on the change of situation and make timely response and adjustments in the future.

42. 本公司財務狀況表(續)

附註：

本公司之儲備概述如下：

43. 報告期後事項

(a) 新型冠狀病毒廣泛傳播

新型冠狀病毒自2020年初開始在中國廣泛傳播，社會各行各業面臨不穩定及具挑戰性局勢。本集團已評估有關局勢對本集團運營的整體影響，並採取所有可能的有效措施限制及控制影響。本集團將持續關注局勢動態，於未來作出及時應對及調整。

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

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要

43. Event after the reporting period (continued)

(b) JDB (Tianjin) repurchase the equity interests in Qingyuan JDB Herbal held by CPMC Investment

With reference to Note 18 to these consolidated financial statements, on 28 April 2020, CPMC Investment, a wholly-owned subsidiary of the Company, as a vendor, entered into a repurchase agreement (the "Repurchase Agreement") with JDB (Tianjin), Wong Lo Kat, Wisdom Kingdom and Qingyuan JDB Herbal and agreed that JDB (Tianjin) repurchase from CPMC Investment the 30.58% equity interest held by it in Qingyuan JDB Herbal (the "Repurchase") at a consideration of RMB1,504,631,126 (the "Consideration"). The Consideration will be settled in the following manner:

- (i) Earnest deposit — RMB250,000,000 shall be set off by the earnest deposit previously paid by JDB Group to CPMC Investment;
- (ii) 1st installment of Consideration — JDB (Tianjin) shall pay RMB500,000,000 to CPMC Investment by way of bank transfer within 10 to 40 working days from the date of the Repurchase Agreement; and
- (iii) 2nd installment of Consideration — JDB (Tianjin) shall pay RMB754,631,126 to CPMC Investment by way of bank transfer on or before 31 July 2020.

According to the Capital Increase Agreement, CPMC Investment was ensured with a dividend of not less than 10% of the actual amount of the capital increase injected in Qingyuan JDB Herbal in the first year, and the distributed dividend shall increase year by year with a maximum amount of 20% of the actual amount of the then capital increase contributed by CPMC Investment.

43. 報告期後事項(續)

(b) 加多寶(天津)回購由中糧包裝投資持有的清遠加多寶草本股權

參考本綜合財務報表附註18，於2020年4月28日，本公司的全資子公司中糧包裝投資(作為賣方)與加多寶(天津)、王老吉公司、智首及清遠加多寶草本簽訂了回購協議(「回購協議」)，同意加多寶(天津)以代價人民幣1,504,631,126元(「代價」)向中糧包裝投資回購中糧包裝投資於清遠加多寶草本中持有的30.58%股權(「回購」)。代價將以下列方式解決：

- (i) 誠意金 — 人民幣250,000,000元以加多寶集團公司之前已支付予中糧包裝投資的誠意金抵銷；
- (ii) 第一期代價 — 人民幣500,000,000元以加多寶(天津)於回購協議日期後10至40個工作日內以銀行轉賬方式支付予中糧包裝投資；及
- (iii) 第二期代價 — 人民幣754,631,126元以加多寶(天津)於2020年7月31日或之前以銀行轉賬方式支付予中糧包裝投資。

根據增資協議，確保中糧包裝投資獲得的分紅不低於第一年清遠加多寶草本實際增資金額的10%，所分配分紅將逐年增加，最高限額為中糧包裝投資當時貢獻的實際增資額的20%。

43. Event after the reporting period (continued)

(b) JDB (Tianjin) repurchase the equity interests in Qingyuan JDB Herbal held by CPMC Investment (continued)

The accumulated Committed Dividend payable by Qingyuan JDB Herbal to CPMC Investment pursuant to the Capital Increase Agreement is RMB237,642,626. As set out in the Repurchase Agreement, the parties agreed that Qingyuan JDB Herbal shall pay the Committed Dividend to CPMC Investment by way of installment payments through bank transfer in the following manner:

Installment payment 期數	Amount of Committed Dividend 承諾分紅金額 (RMB) (人民幣)	Deadline for payment 支付期限
1st installment 第一期	20,000,000.00	Within 10 to 20 working days from the date of the Repurchase Agreement 回購協議日期後10至20個工作日以內
2nd installment 第二期	30,000,000.00	On or before 31 July 2020 2020年7月31日或之前
3rd installment 第三期	50,000,000.00	On or before 31 December 2020 2020年12月31日或之前
4th installment 第四期	34,410,656.50	On or before 31 March 2021 2021年3月31日或之前
5th installment 第五期	34,410,656.50	On or before 30 June 2021 2021年6月30日或之前
6th installment 第六期	34,410,656.50	On or before 30 September 2021 2021年9月30日或之前
7th installment 第七期	34,410,656.50	On or before 31 December 2021 2021年12月31日或之前
Total: 總計：	237,642,626.00	

Since JDB Group Companies and the Group have not reached a proper resolution on the Arbitration Result as at 31 December 2019, no dividend was either declared by Qingyuan JDB Herbal or compensated by Wong Lo Kat or Wisdom Kingdom during the year ended 31 December 2019, and therefore no Committed Dividend was recognised in 2019.

由於加多寶集團公司及本集團在2019年12月31日尚未就仲裁結果達成解決方案，因此清遠加多寶草本於截至2019年12月31日止年度並沒有宣派分紅或由王老吉公司或智首作出補償，因此2019年未確認任何承諾分紅。

43. 報告期後事項(續)

(b) 加多寶(天津)回購由中糧包裝投資持有的清遠加多寶草本股權(續)

清遠加多寶草本根據增資協議累計應付中糧包裝投資的承諾分紅為人民幣237,642,626元。如回購協議所述，各方同意清遠加多寶草本應按分期付款的方式通過銀行轉賬支付承諾分紅予中糧包裝投資：

43. Event after the reporting period (continued)

(b) JDB (Tianjin) repurchase the equity interests in Qingyuan JDB Herbal held by CPMC Investment (continued)

Immediately before the Repurchase, the carrying amount of the investment in Qingyuan JDB Herbal was RMB1,507,067,559, which represented RMB1,504,631,126 in the form of capital injection to the investment and RMB2,436,433 as capitalised direct attributable costs related to the investment. The carrying amount of the investment in Qingyuan JDB Herbal of RMB1,507,067,559 did not include the Committed Dividend as mentioned above.

Pursuant to the Repurchase Agreement, the parties agreed to release CPMC Investment's outstanding capital contribution obligation to Qingyuan JDB Herbal upon the completion date of the Repurchase Agreement.

Further, pursuant to the Repurchase Agreement, after JDB (Tianjin) and Qingyuan JDB Herbal having completed payment of the 1st installment of the repurchase consideration and the 1st installment of the Committed Dividend, CPMC Investment will not take any legal action against the JDB Group on or before 31 July 2020, and CPMC Investment shall within 15 working days after receipt of the aforesaid payments, withdraw its litigation filed with the relevant PRC Court (as set out in the announcement of the Company dated 31 August 2018). Besides, within 4 months after receipt of the aforesaid payments, unless JDB (Tianjin) fails to pay the 2nd installment of the repurchase consideration under the Repurchase Agreement, CPMC Investment shall also terminate the arbitration filed by it against Wong Lo Kat Company, Wisdom Kingdom and Qingyuan JDB Herbal, and the rights and obligations of the parties thereunder shall cease by then as well. At the same time, Wisdom Kingdom shall apply to the HKIAC to withdraw its arbitration application filed against CPMC Investment in June 2019. The parties to the Repurchase Agreement also undertook that, unless there is any breach of the Repurchase Agreement, upon the termination/withdrawal of the arbitration/litigation, the parties shall not bring any prosecution, arbitration, prosecution or claims against the other party for the abovementioned case.

43. 報告期後事項(續)

(b) 加多寶(天津)回購由中糧包裝投資持有的清遠加多寶草本股權(續)

緊接回購前，於清遠加多寶草本的投資的賬面值為人民幣1,507,067,559元，包括以注資形式投入的人民幣1,504,631,126元及與投資有關的資本化直接應佔成本人民幣2,436,433元。於清遠加多寶草本的投資的賬面值為人民幣1,507,067,559元，並不包括上述承諾分紅。

根據回購協議，各方同意自回購協議交割日起豁免中糧包裝投資向清遠加多寶草本的未償資本出資義務。

另外，根據回購協議，在加多寶(天津)和清遠加多寶草本完成支付第一期代價及第一期承諾分紅後，中糧包裝投資在2020年7月31日之前將不向加多寶集團公司採取任何法律行動，並在收到上述款項的15個工作日內向中國相關法院提交申請撤回在國內提出的訴訟(見本公司日期為2018年8月31日之公告)。此外，在收到上述款項的四個月內(除加多寶(天津)未按回購協議支付第二期代價外)，中糧包裝投資亦應終止向王老吉公司、智首及清遠加多寶草本提出的仲裁，而各方在裁決結果項下的權利、義務終止。同時，智首也需向香港國際仲裁中心提交申請，撤回其於2019年6月向中糧包裝投資提出的仲裁申請。回購協議各方承諾，仲裁終止/撤回仲裁申請/撤回起訴後，各方均不得再就上述案件向其他方追究任何形式的責任或提起任何起訴、仲裁、控告以及索賠要求，但違反回購協議的情形除外。

43. Event after the reporting period (continued)

(b) JDB (Tianjin) repurchase the equity interests in Qingyuan JDB Herbal held by CPMC Investment (continued)

Details of the Repurchase are set out in the announcement of the Company dated 28 April 2020.

44. Comparative figures

During the year, certain comparative figures in respect of the year ended 31 December 2018 have been reclassified and re-presented to confirm with the current year's presentation.

45. Approval of the consolidated financial statements

The consolidated financial statements were approved and authorised for issue by the board of directors on 28 April 2020.

43. 報告期後事項(續)

(b) 加多寶(天津)回購由中糧包裝投資持有的清遠加多寶草本股權(續)

回購詳情載於本公司日期為2020年4月28日的公告中。

44. 比較數字

於年內，截至2018年12月31日止年度的若干比較數字被重新分類及重新呈列，以與本年度呈列一致。

45. 批准綜合財務報表

董事會於2020年4月28日批准及授權刊發本財務報表。

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/reclassified as appropriate, is as below:

下表載列本集團於過往五個財政年度之業績、資產、負債及非控股權益概要，此等資料乃摘錄自己刊印經審核綜合財務報告，並已重列／重新分類(如適用)：

		Year ended 31 December 截至12月31日止年度				
		2019	2018	2017	2016	2015
		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
Revenue	收入	7,287,271	6,591,307	5,978,238	5,220,999	5,103,718
Cost of sales	銷售成本	(6,189,886)	(5,621,212)	(5,017,347)	(4,266,546)	(4,197,823)
Gross profit	毛利	1,097,385	970,095	960,891	954,453	905,895
Other income and gain	其他收入及收益					
– net	– 淨額	61,389	53,402	49,633	65,248	70,995
Selling and marketing expenses	銷售及營銷費用	(315,794)	(310,937)	(286,891)	(261,531)	(255,852)
Administrative expenses	行政費用	(320,200)	(276,446)	(269,548)	(303,567)	(276,095)
Other expenses	其他支出	–	–	–	–	(7,000)
Finance costs	財務費用	(135,878)	(90,366)	(43,839)	(56,144)	(53,215)
Share of losses of an associate	應佔聯營公司虧損	–	–	(16)	–	–
Profit before income tax	除所得稅前利潤	386,902	345,748	410,230	398,459	384,728
Income tax expense	所得稅開支	(80,363)	(80,476)	(98,358)	(100,488)	(99,795)
Profit for the year	年度利潤	306,539	265,272	311,872	297,971	284,933
Attributable to:	應佔：					
Equity holders of the Company	本公司股本持有人	302,090	255,061	310,511	294,071	282,898
Non-controlling interests	非控股權益	4,449	10,211	1,361	3,900	2,035
		306,539	265,272	311,872	297,971	284,933
Assets, liabilities and non-controlling interests	資產、負債與非控股權益					
Total assets	總資產	11,317,531	10,975,684	10,250,514	8,506,483	7,843,718
Total liabilities	總負債	(6,102,538)	(5,727,096)	(4,958,422)	(3,675,267)	(3,519,775)
Non-controlling interests	非控股權益	(279,289)	(351,551)	(316,552)	(120,364)	(111,664)
		4,935,704	4,897,037	4,975,540	4,710,852	4,212,279

CONSOLIDATED
STATEMENT OF
CASH FLOWS
綜合現金流量表

NOTES TO THE
CONSOLIDATED
FINANCIAL
STATEMENTS
綜合財務報表附註

FIVE-YEAR
FINANCIAL
SUMMARY
五年財務概要



CPMC HOLDINGS LIMITED
中糧包裝控股有限公司