



产业链 好产品

Embracing Changes  
Reaching Higher  
迎接改變 再創高峰

2017  
Interim Report  
中期報告

China  
Foods  
Limited

中國食品有限公司

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 506



## Corporate Profile 公司概况

China Foods Limited (“China Foods” or the “Company”) is a subsidiary of COFCO Corporation (“COFCO”) and listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 506). The primary business of the Company includes beverage, wine and kitchen food. The Company is committed to providing consumers with nutritious, healthy, delicious and quality food. Currently, the Company’s product portfolio includes a number of well-known brands, such as “Greatwall” wine, “福臨門” consumer-pack edible oil and “黃中皇” Shaoxing rice wine. As a strategic partner of The Coca-Cola Company in China, the Company also bottles and distributes Coca-Cola beverages.

中國食品有限公司(「中國食品」或「本公司」)為中糧集團有限公司(「中糧」)的附屬公司，並在香港聯合交易所有限公司主板上市(股票代碼:506)。本公司主要業務包括飲料、酒類及廚房食品。本公司致力於為消費者提供營養、健康、美味的優質食品。本公司現時的產品組合包括眾多知名品牌，例如「長城」葡萄酒、「福臨門」包裝食用油及「黃中皇」紹興酒等。作為可口可樂公司在中國的戰略夥伴，本公司也有裝瓶和銷售可口可樂系列飲料。

**櫻桃味**  
可口可樂汽水  
**新上市**



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# Corporate Information

## 公司資料

### DIRECTORS

#### CHAIRMAN AND NON-EXECUTIVE DIRECTOR

Mr. Ma Jianping

#### EXECUTIVE DIRECTORS

Mr. Jiang Guojin (*Managing Director*)

Ms. Luan Xiuju

Mr. Zhou Chenguang (*Chief Financial Officer*)

#### NON-EXECUTIVE DIRECTORS

Mr. Qin Yelong

Ms. Xiao Jianping

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Stephen Edward Clark

Mr. Li Hung Kwan, Alfred

Mr. Yuen Tin Fan, Francis *(Note 1)*

Mr. Mok Wai Bun, Ben *(Note 2)*

#### AUDIT COMMITTEE

Mr. Stephen Edward Clark (*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Yuen Tin Fan, Francis *(Note 1)*

Mr. Mok Wai Bun, Ben *(Note 2)*

#### REMUNERATION COMMITTEE

Mr. Yuen Tin Fan, Francis (*Committee Chairman*) *(Note 1)*

Mr. Mok Wai Bun, Ben (*Committee Chairman*) *(Note 2)*

Mr. Stephen Edward Clark

Mr. Ma Jianping

#### NOMINATION COMMITTEE

Mr. Ma Jianping (*Committee Chairman*)

Mr. Li Hung Kwan, Alfred

Mr. Yuen Tin Fan, Francis *(Note 1)*

Mr. Mok Wai Bun, Ben *(Note 2)*

#### EXECUTIVE COMMITTEE

Mr. Jiang Guojin (*Committee Chairman*)

Ms. Luan Xiuju

Mr. Zhou Chenguang

Notes:

1. Resigned with effective immediately after the conclusion of the Board meeting held on 29 August 2017.
2. Appointed with effective immediately after the conclusion of the Board meeting held on 29 August 2017.

### 董事

#### 主席兼非執行董事

馬建平先生

#### 執行董事

江國金先生(*董事總經理*)

樂秀菊女士

周晨光先生(*首席財務官*)

#### 非執行董事

覃業龍先生

肖建平女士

#### 獨立非執行董事

祈立德先生(Mr. Stephen Edward Clark)

李鴻鈞先生

袁天凡先生 *(附註1)*

莫衛斌先生 *(附註2)*

#### 審核委員會

祈立德先生(Mr. Stephen Edward Clark)(*委員會主席*)

李鴻鈞先生

袁天凡先生 *(附註1)*

莫衛斌先生 *(附註2)*

#### 薪酬委員會

袁天凡先生(*委員會主席*) *(附註1)*

莫衛斌先生(*委員會主席*) *(附註2)*

祈立德先生(Mr. Stephen Edward Clark)

馬建平先生

#### 提名委員會

馬建平先生(*委員會主席*)

李鴻鈞先生

袁天凡先生 *(附註1)*

莫衛斌先生 *(附註2)*

#### 執行委員會

江國金先生(*委員會主席*)

樂秀菊女士

周晨光先生

附註：

1. 於2017年8月29日董事會會議結束後辭任即時生效。
2. 於2017年8月29日董事會會議結束後委任即時生效。

## COMPANY SECRETARY

Ms. Liu Kit Yee, Linda

## SOLICITORS

Conyers, Dill & Pearman

## AUDITOR

Ernst & Young

## PRINCIPAL BANKERS

Agricultural Bank of China Limited, Hong Kong Branch  
Bank of China Limited  
Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd.  
China CITIC Bank Corporation Limited  
China Construction Bank Corporation  
DBS Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China Limited  
Mizuho Bank, Ltd.  
Oversea-Chinese Banking Corporation Limited,  
Hong Kong Branch  
Sumitomo Mitsui Banking Corporation, Hong Kong Branch  
The Bank of Tokyo-Mitsubishi UFJ, Ltd., Hong Kong Branch  
The Hongkong and Shanghai Banking Corporation Limited

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## PRINCIPAL OFFICE IN HONG KONG

33/F., COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Progressive Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## COMPANY WEBSITE

[www.chinafoodsltd.com](http://www.chinafoodsltd.com)

## 公司秘書

廖潔儀女士

## 律師

Conyers, Dill & Pearman

## 核數師

安永會計師事務所

## 主要往來銀行

中國農業銀行股份有限公司香港分行  
中國銀行股份有限公司  
中國銀行(香港)有限公司  
交通銀行股份有限公司  
中信銀行股份有限公司  
中國建設銀行股份有限公司  
星展銀行(香港)有限公司  
恒生銀行有限公司  
中國工商銀行股份有限公司  
瑞穗銀行  
華僑銀行有限公司香港分行  
三井住友銀行香港分行  
東京三菱UFJ銀行香港分行  
香港上海滙豐銀行有限公司

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 香港總辦事處

香港  
銅鑼灣  
告士打道262號  
中糧大廈33樓

## 香港股份過戶登記分處

卓佳廣進有限公司  
香港  
皇后大道東183號  
合和中心22樓

## 公司網站

[www.chinafoodsltd.com](http://www.chinafoodsltd.com)

## Letter from the Managing Director 董事總經理函件



**JIANG GUOJIN**  
**江國金**

*Managing Director*  
董事總經理

### REVIEW – FIRST HALF OF 2017

In the first half of 2017, the macro-economy in China maintained stable growth momentum. However, the depressed situation of the wine as well as the consumer-pack edible oil industries, coupled with intensified industry competition, put pressure on the revenue and profit growth of the relevant businesses of the Group.

Faced with challenges from industry competition, the Group has followed the strategies formulated at the beginning of the year and adopted effective measures to cope with the challenges and to implement various key areas of work.

During the first half of 2017, the Group has made considerable effort to streamline its business and optimize business portfolio by allocating resources to core businesses, in order to enhance the return to our shareholders. To this end, the Group has rigorously pushed forward several key restructuring projects, including refranchising of bottling operations in Mainland China, entering into the agreement in relation to the disposal of COFCO Fortune Food Sales & Distribution Co., Ltd. (“Fortune Food Sales & Distribution”) and the decision regarding progressive termination of “others” operating segment.

### 回顧 – 2017年上半年

2017年上半年，國內宏觀經濟運行平穩，但酒類及小包裝食用油行業景氣度不高，行業內部競爭激烈，對本集團相關的業務的收入和盈利增長構成較大壓力。

面對行業競爭壓力，本集團按照年初制定的經營思路，積極採取有效措施，應對挑戰，落實各項重點工作。

2017年上半年，本集團大力推進業務和戰略聚焦，優化業務組合，聚焦資源發展核心業務，以提高股東回報。因此，本集團全力推進幾項重點重組項目，包括內地裝瓶業務重新特許項目完成、出售中糧福臨門食品營銷有限公司（「福臨門食品營銷」）的協議訂立、及「其他」經營分部逐步終止的決定。

In addition, faced with external competition and challenges, the Company continued to promote the strategy of “Quality Improvement and Efficiency Enhancement” and implemented a series of initiatives to develop internal potentials, enhance the quality of operation and improve operational efficiency. To achieve this, we (1) strategically consolidated business focus, disposed of consumer-pack edible oil business and pushed forward the integration of newly acquired beverage business; (2) focused on major strategic and mid-to high-end products, enhanced brand marketing and stepped up sales efforts to improve overall product mix and boost gross profit margin; (3) deepened channel penetration by actively developing county-level distributors, so as to increase the number of points of sale; and (4) in respect of management, further optimized the internal organizational structure of the Company and expanded authority granted to the frontline business operation to enhance operational management efficiency and quality of our businesses, while facilitating the market-oriented reform on the internal incentive mechanism in order to motivate team spirit.

As a result, the overall quality of operation and operational efficiency of the Group continued to improve during the first half of 2017. Excluding the effect of the RMB depreciation, overall revenue from the continuing operations of the Group increased, mainly due to the increase in revenue of the Beverage business segment, with the contributions by the newly acquired bottling plants, which was partially offset by the decrease in revenue from the Kitchen Food business that will be disposed upon completion. In respect of operating profit, the overall business experienced moderate improvement compared with that of the same period last year. The imported wine business recorded significant growth in its operating results, while the operating results of the beverage business remained basically steady in RMB term.

此外，面對外部競爭和挑戰，本公司深入開展「提質增效」，採取一系列挖掘內部潛力、改善經營質量、提升運營效率的舉措：(1)戰略上，推動業務聚焦，出售小包裝油業務，做好新併購飲料業務的整合融入；(2)聚焦中高端戰略大單品，加強品牌營銷，加大銷售力度，拉動整體產品結構改善，提升毛利水平；(3)大力開發縣級經銷商客戶，推動渠道扁平下沉，增加終端售點數量；及(4)管理上，本公司進一步優化內部組織架構，加大對業務一線的授權力度，提高管理效率和業務運營效率；加快推進內部激勵約束機制的市場化改革，激發團隊活力。

因此，2017年上半年，本集團的整體營運效率和經營質量繼續改善。在撇除人民幣貶值影響後，整體持續經營業務收入同比增加，主因是由於飲料業務新收購的裝瓶廠的貢獻，部分被待轉讓並完成交割的廚房業務收入下滑抵消；經營利潤方面，整體業務較去年同期略有改善，進口酒業務經營業績顯著提升，飲料業務經營業績按人民幣口徑則基本平穩。



Letter from the Managing Director  
董事總經理函件

Including the one-off significant gain on the disposal of equity interests in certain bottling plants (other than the disposal of the interest in The Coca-Cola Bottling Unit of Shanghai Shen-Mei Beverage and Food Co., Ltd which was completed on 1 July 2017) recorded during the period ended 30 June 2017 (“the period”), which was partially offset by certain impairment of goodwill, profit attributable to owners of the parent of the Group increased by 22.6%.

## OUTLOOK – SECOND HALF OF 2017

In the second half of 2017, a number of factors, such as the persistently intensified external competition faced by the Group and the fluctuations in the exchange rate of the Renminbi, will bring some uncertainties to our business. However, some positive factors such as the greater contribution of consumption to the economic growth and the further implementation of reform on state-owned enterprises will also provide us with new business opportunities and impetus.

The Group will continue to focus on the key areas of work for the year. Efforts will be made to optimize business portfolio, consolidate business focus, and push forward the integration of newly acquired beverage business. By focusing on promotion of star products, we will enhance brand marketing and optimize product mix to improve profitability of the Group. While efforts will be stepped up to develop new customers and continue to enhance our channel penetration, we will facilitate the market-oriented incentive reforms to further motivate team spirit. Through these initiatives, the Group will strive to improve our results for the full year of 2017.

結合於截至2017年6月30日止期間(「期間」)內出售若干裝瓶廠股權權益(除於2017年7月1日完成出售的上海申美飲料有限公司可口可樂裝瓶部權益之外)的一次性大額出售收益，部分被若干商譽減值所抵消，本集團母公司擁有人應佔溢利同比增長22.6%。

## 展望 – 2017年下半年

2017年下半年，本集團所面臨的外部競爭形勢仍然不樂觀，人民幣匯率變動等因素還將給企業經營帶來較大不確定性，但是，消費對經濟增長的貢獻率進一步提升、國企改革不斷深化等因素，也將給本集團業務發展帶來新的機遇和動力。

本集團將繼續落實年度重點工作：優化業務組合，推動戰略聚焦，做好新併購飲料業務的整合融入；以打造明星產品為載體，強化品牌營銷，優化產品結構，提升盈利能力；加強客戶開發，持續推進渠道扁平化下沉；加快市場化改革，進一步激發團隊活力。基於上述舉措，本集團將致力改善2017年全年業績。





Letter from the Managing Director  
董事總經理函件

Finally, on behalf of China Foods, I wish to express my sincere gratitude to our shareholders, customers and business partners for their continued support. I would also like to thank members of the board of directors, the entire management team and our employees for their devotion and hard work.

**Jiang Guojin**  
*Managing Director*

Hong Kong, 29 August 2017

最後，本人謹此代表中國食品向股東、客戶、業務夥伴一直給予的支持表示最深厚的謝意，也感謝董事會成員、管理層及員工的勤勉工作。

董事總經理  
**江國金**

香港，2017年8月29日

# Management Discussion and Analysis

## 管理層論析

### REVIEW – RESTRUCTURING PROJECTS

#### Refranchising of bottling operations in China (“Refranchising Transactions”)

On 17 November 2016, COFCO Coca-Cola Beverages Limited (“CCBL”, a 65%-owned joint venture of the Company), The Coca-Cola Company and Swire Beverages Holdings Limited (“Swire”) entered into an inter-conditional non-public sale master agreement, pursuant to which: (i) CCBL shall acquire the bottling operations of The Coca-Cola Company in six regions including Heilongjiang, Jilin, Liaoning, Shanxi, Sichuan and Chongqing for an aggregate base consideration (subject to adjustment) of approximately RMB2,900 million; and (ii) CCBL shall acquire the bottling operation of Swire in Shaanxi for a base consideration (subject to adjustment) of approximately RMB487 million (collectively, the “Acquisitions”).

On the same day, according to the relevant requirements for the sale of state-owned assets, CCBL and the Company decided to publish formal disclosures on the website of the China Beijing Equity Exchange relating to the Company’s proceedings with the public sale of its entire interests in the bottling operations in Jiangxi, Hainan and Guangdong (Zhanjiang and Maoming) and its associated and minority interests in the bottling operations of six other regions (including Jiangsu, Zhejiang, Shanghai, Wenzhou, Huizhou and Guangdong). On 16 December 2016, CCBL, the Company and Swire (being the successful bidder in the public sale) entered into a public sale equity transfer master agreement for the disposal of equity interests in the above-mentioned bottling operations at an aggregate consideration of RMB2,122 million (collectively, the “Disposals”).

The Acquisitions and Disposals represent part of the Company’s overall strategy to concentrate on expanding its core activities, and reflect its long-term commitment to the Coca-Cola beverages bottling business in China. The Acquisitions are expected to further deepen this important strategic partnership through more cooperation opportunities between the Company and The Coca-Cola Company. The Acquisitions are also the important step for repositioning the Company as one of the largest beverage bottlers in China, presenting a significant opportunity for the Company to scale-up its beverage business, expand its geographical coverage, create economies of scale and capitalize on the attractive long-term growth trends in China’s beverage market.

### 重組項目回顧

#### 內地裝瓶業務重新特許(「重新特許項目」)

於2016年11月17日，中糧可口可樂飲料有限公司(「中可」)(為本公司持有65%權益的合營公司)、可口可樂公司及太古飲料控股有限公司(「太古」)訂立互為條件之非公開出售總合同，據此：(i)中可從可口可樂公司收購黑龍江、吉林、遼寧、山西、四川和重慶六個地區的瓶裝業務，基本代價(可調整)總額約為人民幣29億元；及(ii)中可從太古收購其在陝西的瓶裝業務，基本代價(可調整)約為人民幣4.87億元(上述合稱為「收購事項」)。

同日，中可及本公司決定根據出售國有資產的相關規定在北京產權交易所網站刊發進行公開出售其於江西、海南和廣東(湛茂)的瓶裝業務以及其他六個地區(包括江蘇、浙江、上海、溫州、惠州和廣東)的瓶裝業務中的聯屬及少數權益的正式披露。於2016年12月16日，中可及本公司與太古(作為公開出售的成功中標者)訂立公開出售產權轉讓總合同，出售上述裝瓶業務的股權權益的代價總額為人民幣21.22億元(上述合稱為「出售事項」)。

收購事項及出售事項為本公司專注於擴張核心業務的整體策略，反映本公司在中國長期發展可口可樂飲料裝瓶業務的決心，並預期增加本公司與可口可樂公司的合作機會，進一步加深此重要的戰略夥伴關係。收購事項亦為本公司重新定位為中國其中一家最大的飲料公司之重要一步，能擴大本公司飲料業務、擴張覆蓋區域並創造規模經濟效益，把握中國飲料市場良好的長期增長趨勢提供重要機會。

With over 16 years of experience in the Coca-Cola bottling business of CCBL, the Company's senior management team has a proven track record and demonstrated capability in the running of the business. We are confident in facilitating a smooth transition and integration of the bottling operations to be acquired in the new territories. Following the completion of the Acquisitions, we believe that we are able to create cost synergies through streamlining the operations of the Coca-Cola bottling franchise territories, increasing productivity, improving the flow of the operation and reducing the cost of distribution and transportation. The significant increase in production capacity is expected to provide a favorable factor for future production growth.

During the period, except for the disposal of the interest in The Coca-Cola Bottling Unit of Shanghai Shen-Mei Beverage and Food Co., Ltd to Swire by the Group under the public sale equity transfer master agreement (the "Shen-Mei Disposal"), the Acquisitions and the Disposals were completed on 1 April 2017.

Subsequent to the end of the period and up to the date of this report, the conditions of the Shen-Mei Disposal have been satisfied and the Shen-Mei Disposal was also completed on 1 July 2017.

### **Disposal of COFCO Fortune Food Sales & Distribution Co., Ltd.**

On 25 May 2017, COFCO Food Sales & Distribution Co., Ltd., a wholly-owned subsidiary of the Company, entered into an agreement with COFCO Fortune Holdings Limited, a connected person of the Company, pursuant to which COFCO Food Sales & Distribution Co., Ltd. shall sell its 100.0% equity interests in a wholly-owned subsidiary, namely Fortune Food Sales & Distribution to COFCO Fortune Holdings Limited for a consideration of RMB1,050 million (the "Fortune Food Sales & Distribution Disposal Transaction"). The Fortune Food Sales & Distribution Disposal Transaction was approved by the independent shareholders of the Company at the special general meeting held on 4 July 2017.

Fortune Food Sales & Distribution is primarily engaged in the sale, distribution and marketing of consumer-pack edible oil and other kitchen food products under the "Fortune" (福臨門) brand (including consumer-pack sugar, soy sauce, vinegar, MSG, seasoning sauce and cereals).

中可已經營可口可樂瓶裝業務逾16年，本公司的高級管理團隊擁有良好的往績記錄及執行能力，我們有信心能夠促進將予收購在新地域的瓶裝業務順利過渡及整合。預期在交割後，通過標桿、優化相鄰近的可口可樂裝瓶特許經營區域，將有助於本公司實現成本協同效應，包括提升產能利用率、流程化運營並實現分銷及運輸成本節約，大幅增加的產能亦為日後產量增長提供有利條件。


期間內，除根據公開出售產權轉讓總合同項下本集團向太古出售上海申美飲料食品有限公司可口可樂裝瓶部的權益（稱為「申美出售事項」）之外，收購事項及出售事項已於2017年4月1日完成。

在本期間後至本報告之發佈日，申美出售事項之條件已獲達成，申美出售事項亦已於2017年7月1日完成。

### **出售中糧福臨門食品營銷有限公司**

於2017年5月25日，本公司全資附屬公司中糧食品營銷有限公司與關連人士COFCO Fortune Holdings Limited訂立協議，據此，中糧食品營銷有限公司將向COFCO Fortune Holdings Limited出售其於全資附屬公司福臨門食品營銷的100.0%股權權益，價款為人民幣10.5億元（「福臨門食品營銷出售交易」）。於2017年7月4日的股東特別大會上，福臨門食品營銷出售交易已取得獨立股東的批准。

福臨門食品營銷主要從事於「福臨門」品牌下小包裝食用油及其他廚房食品產品（包括小包裝糖、醬油、醋、味精、調味醬及雜糧）的銷售、分銷及市場推廣業務。



## Management Discussion and Analysis 管理層論析

The Group has always been dedicated to the improvement of its business operations and the maximization of returns to its shareholders. After careful deliberations, the management was of the view that the Group should focus on businesses with higher growth potentials, stronger brand attributes, higher gross margins and better earnings prospects to maximize returns for the shareholders. Through the disposal of Fortune Food Sales & Distribution, the Group can continue its strategic focus and business portfolio optimization, so that the Group can become more focused on its core businesses, enhance its professionalism in business operation, and thereby increase the overall profitability of the Group.

Fortune Food Sales & Distribution primarily engages in the downstream business of the consumer-pack edible oil value chain, and its long term competitiveness and growth have been driven by large sales volume, relatively high operational efficiency and low cost and expenses. By integrating with the upstream raw material processing business of the edible oil value chain, the transaction could unlock synergies and growth potentials, thereby maximizing the value of the business of Fortune Food Sales & Distribution and the upstream operations. The transaction could also reduce connected transactions between the Group and the upstream company, thereby decreasing operational and compliance costs of both companies.

As of the date of this report, the completion of the Fortune Food Sales & Distribution Disposal Transaction is still subject to the fulfillment of certain conditions precedent.

本集團一向致力於改善業務營運，並尋求股東回報的最大化。管理層經審慎考慮後認為，本集團應當聚焦到發展潛力更大、品牌屬性更強、毛利率更高且盈利前景更好的業務上，以加大股東回報。通過出售福臨門食品營銷，本集團可繼續積極推進戰略聚焦和業務組合優化，使本集團更加專注於核心業務，同時提升業務操作的專業水平，進而提升本集團的整體盈利能力。

福臨門食品營銷主要從事小包裝油價值鏈的下游業務，長期發展的競爭動力來源於較大的銷售規模、較高的運營效率和更低的成本費用；如能與上游原料加工業務整合，則該交易能夠釋放出協同效應和增長潛力，實現福臨門食品營銷的業務及上游業務的價值最大化。另一方面，該交易可減少本集團與上游之間的關連交易，從而減少雙方的營運及合規成本。

截至本報告之發佈日，福臨門食品營銷出售交易的若干交割之先決條件尚待達成。

Reference is made to the letter from the board of directors contained in the circular of the Company dated 16 June 2017, which set out, among others, the board of directors (the “Board”) of the Company has an intention to distribute a part of proceeds to be received by the Company from the Fortune Food Sales & Distribution Disposal Transaction as a special dividend to the shareholders of the Company. After taking into account the financial position at the end of the period, the special dividend is estimated to be HK10 cents per share or a total amount of approximately HK\$279.7 million, subject to the completion of the Fortune Food Sales & Distribution Disposal Transaction having taken place.

A meeting of the Board will be held after the completion of the Fortune Food Sales & Distribution Disposal Transaction to determine the exact amount of the special dividend. Further announcement(s) in respect of the special dividend will be made by the Company as and when appropriate.

### **Progressive termination of “others” operating segment**

On 28 March 2017, in view of consolidating the Group’s business focus and enhancing shareholders’ return, the Board decided that the sale and distribution by the Group of certain consumer products including fruit juice beverages, instant noodles, peanuts and others, collectively categorized as the “others” segment (not categorized under the beverage segment, wine segment and kitchen food segment) in operating segment information of financial statements, would be progressively terminated in 2017.

茲提述載列於本公司日期為2017年6月16日的通函的董事會函件，當中，本公司董事會（「董事會」）提到（包括其他）打算將本公司從福臨門食品營銷出售交易中所得款項的某一部分分發給股東作為特別股息。考慮到本期間末的財務狀況，該特別股息估計將為每股10港仙或為總金額約279.7百萬港元，惟取決於福臨門食品營銷出售交易的交割完成。

福臨門食品營銷出售交易的交割完成後，董事會將舉行會議以確定特別股息的實際數額。有關特別股息的進一步公告將由本公司於適當並在需要時發佈。

### **「其他」經營分部逐步終止**

於2017年3月28日，為聚焦本集團的核心業務及增加股東回報，董事會決定本集團財務數據的經營分部數據中「其他」經營分部將在2017年年內逐步終止（即經銷若干消費產品，包括果汁飲料、方便面、花生及其他類別，此乃不能劃分於飲料分部、酒品類分部及廚房食品分部之業務）。

## CONTINUING OPERATIONS

### BEVERAGE BUSINESS

#### Business Introduction

The beverage business of the Company is primarily carried out by CCBL, a joint venture company, in which the Company and The Coca-Cola Company hold 65% and 35% interest respectively.

After completion of the Acquisitions and Disposals in relation to the Refranchising Transactions, CCBL has the exclusive right to manufacture, market and distribute Coca-Cola products in 19 provinces, municipalities and regions including Tianjin, Hebei, Beijing, Shandong, Hunan, Guizhou, Gansu, Ningxia, Qinghai, Tibet, Inner Mongolia and Xinjiang as well as the newly acquired regions including Sichuan, Chongqing, Heilongjiang, Jilin, Liaoning, Shanxi and Shaanxi. CCBL also has associate interests in Coca-Cola Bottlers Manufacturing Holdings Limited, a manufacturing company which mainly supplies still beverages to all Coca-Cola franchisees in Mainland China.

## 持續經營業務

### 飲料業務

#### 業務簡介

本公司的飲料業務主要是透過合營公司中可來經營，其中，本公司與可口可樂公司分別持有65%及35%權益。

在重新特許項目的收購事項及出售事項完成後，中可擁有在天津、河北、北京、山東、湖南、貴州、甘肅、寧夏、青海、西藏、內蒙、新疆，及新收購的四川、重慶、黑龍江、吉林、遼寧、山西、陝西共計19個省、市、地區的可口可樂系列產品的生產、市場營銷及分銷專營權。還通過參股方式，持有可口可樂中國區一家生產公司的聯屬權益。該生產公司為Coca-Cola Bottlers Manufacturing Holdings Limited，主要向中國內地所有可口可樂專營公司供應不含汽飲料。



## Development Strategy

The strategic goal of CCBL is to build a world-class bottling group with the best-regarded professional team, to build the most valuable sales and distribution network, and to become the most efficient beverage industry player in every region in which we operate. To this end, CCBL has been implementing the following strategies:

- Insistence on commitment to food safety and quality;
- The continued improvement of our product offering to the trade by ensuring that our sparkling and juice products have enduring appeal to consumers, and by continuously introducing new products with higher margin. At the same time, we will seek to raise profitability for both CCBL and its distributors through a reasonable margin sharing model, and improve inventory turnover at point-of-sale;
- Strengthen our relationship with participants in our outlet delivery partners program, and provide support for the growth of our customers through product category management, and the application of route-to-market strategies for the sales and distribution network;

## 發展策略

中可的目標是打造世界級裝瓶集團，在授權運營的所有區域，擁有最受讚賞的專業團隊，建設最具價值的營銷網絡，成為最佳效益的裝瓶集團。為此，中可一直奉行以下策略：

- 堅持在食品安全和質量方面的承諾；
- 持續優化產品結構，培育汽水和果汁的持續發展，不斷推出高毛利新品，通過合理的價值鏈設計提升中可和客戶的盈利能力，加快終端產品動銷；
- 加強生意合作夥伴的客戶管理，通過合理的通路策略以及對客戶的品類管理及客戶營銷網絡的管理，攜手客戶一起成長；

Beverage  
飲料

好喝好玩  
“扭”出來

## Management Discussion and Analysis 管理層論析

- Focus on further improving retail execution as this is our contact point with consumers;
  - Effective control of costs and improvement of efficiency; and
  - Encouragement of creative concepts and innovative ideas in business processes, tools, marketing and management systems.
- 專注做好零售點的市場執行，透過零售點每天向數以百萬計的消費者售賣產品，推廣品牌；
  - 持續有效地管理成本和提高效率；及
  - 鼓勵創新，積極推動觀念創新、流程創新、工具創新、市場創新和管理機制創新。

### Industry Overview

In respect of the trend of beverage consumption, the post-80s and 90s generations have become the mainstream of our consumer groups, who have a preference for more diversified products. Hence, novelty, uniqueness and functionality of the beverages have become the main criteria in their selection of beverages, and they are willing to pay price premium for healthy and safe products. The overall trend of the beverage industry is moving towards high value-added and diversified products while the volume of sales for conventional beverage categories remains stable. Consumption upgrade, rather than price sensitivity, has become the main driving factor for category growth, while product innovation is fundamental for category growth and product mix enhancement, with increasing industry competition.

### 行業概覽

在飲料消費趨勢方面，80、90後成為消費群體的主流，對於飲料的選擇更多元化，嘗鮮、獨特性及功能性都成為新主流消費群體的主要選擇要因，他們願意為健康和安全的產品支付更高的價格。飲料行業整體大趨勢是向高附加值、品類多元化過渡，傳統飲料品類規模保持相對穩定，消費升級開始逐漸取代價格的敏感性成為拉動品類增長的主要驅動因素，而產品創新成為品類增長和高端化的關鍵，行業競爭加劇。





Among the principal beverage products, CCBL is a major player in the sparkling, juice and packaged-water categories. According to industry data for the first quarter of 2017, in terms of volume growth, the overall non-alcohol ready-to-drink (NARTD) beverages market (excluding white milk and bulk water) recorded a positive growth of 4.0%, including a positive growth of 3.2% and 5.4% respectively for the sparkling category (volume share of 14.5%) and juice category (volume share of 10.9%), while the packaged-water category (volume share of 32%) grew by 9.7%.

According to the data released by Nielsen, as of May 2017, CCBL obtained 25% market share by volume (basically the same with the corresponding period last year) in the main non-alcohol beverage categories in the regions in which we operate, of which our sparkling category recording a volume share of 64.2% (increased by 0.6 percentage point as compared with corresponding period last year) and juice category recording a volume share of 22.8% (increased by 1.0 percentage point as compared with corresponding period last year).

## 2017 Interim Results

A comparison of the 2017 interim results with those of the comparative period in 2016 of the beverage business segment is summarized below:

在主要飲料品類中，中可為汽水、果汁和包裝水品類的主要參與者。根據2017年第一季度的行業數據顯示，從銷量增速看，整體即飲非酒精飲料行業（不包含白奶和大桶水）增長4.0%，其中，汽水品類和果汁品類分別呈現正增長3.2%和正增長5.4%，在行業中銷量佔比分別保持14.5%和10.9%，包裝水品類增長9.7%，在行業中銷量佔比32%。

並截至2017年5月份，根據尼爾森數據，中可在經營區域範圍內，在參與的主要非酒精飲料品類中拿到25%的銷量份額（對比去年同期基本持平），其中汽水品類銷量份額64.2%（對比去年同期增加0.6個百分點），果汁品類銷量份額22.8%（對比去年同期增加1.0個百分點）。


## 2017年中期業績

飲料業務分部2017年中期業績與2016年同期業績相比摘要如下：

(In HK dollar reporting term) (港元呈報口徑)	For the six months ended 30 June 2017 截至2017年 6月30日 止六個月 (HK\$' million) (百萬港元)	For the six months ended 30 June 2016 截至2016年 6月30日 止六個月 (HK\$' million) (百萬港元)	Changes 變動率 (Note) (註)
<b>Revenue</b>	<b>7,568.1</b>	6,156.5	+22.9%
Percentage increase in sales volume	銷量增加百分比		+32%
Percentage point increase of gross profit margin	毛利率增加百分點		+0.3 percentage point +0.3個百分點

(Note): In RMB terms, segment revenue increased by 28%. In terms of organic growth, segment revenue in RMB terms increased by 6%, while sales volume recorded an increase of 8%.

(註): 按人民幣呈報口徑，分部收入增長28%。按有機增長口徑，人民幣分部收入增長6%，銷量增長8%。



## Management Discussion and Analysis 管理層論析

Since the takeover of the newly acquired bottling plants by CCBL on 1 April 2017, the revenue of the newly acquired bottling plants recorded an increase of 10% on a year-on-year basis. The profitability of the original bottling plants owned by CCBL continued to grow at a steady pace, with growth in sales volume, sales revenue, profit before tax and other key profitability indicators all beating those recorded at the same period of 2016.

In the reporting terms, the overall sales volume for beverage products increased by 32%, while in terms of organic growth, the overall sales volume increased by 8%. The sparkling category continued to achieve steady growth in sales volume by launching multi-pack, new flavor and sugar-free series products, and the juice category fully restored growth momentum through product and packaging upgrade, while the packaged water category commenced the launching and sale of the new product “Chun Yue” at a price point of RMB2 per bottle. In the first quarter of 2017, given the greater efforts by our competitors in making promotions and expanding sale channels, our unit selling price slightly decreased as compared with the same period last year to increase our competitiveness and achieve an increase in our market shares. In the second quarter, both the price and product mix steadily improved.

In respect of cost control, while implementing centralized control over the procurement of key materials, we strived to optimize the production processes of the bottling plants, so as to create cost synergies, improve the flow of operation and increase productivity, with a slight increase of 0.3 percentage point in the overall gross profit margin.

自2017年4月1日中可接收新購裝瓶廠以來，收入同比增長10%。中可原有裝瓶廠經營效益則繼續穩定增長，銷量、銷售收入、利潤總額等關鍵指標均超過2016年同期。

按呈報口徑，整體銷量同比增長32%。按有機增長口徑，整體銷量同比增長8%。汽水品類通過上市多支裝，新口味，無糖系列等繼續推動銷量穩步增長；果汁品類通過果汁產品及包裝全面升級，全面快速恢復增長；水品類全面開始人民幣2元純悅水的上市和推廣。產品單價方面，2017年一季度競爭對手促銷及渠道投入力度較大，為抗衡競爭對手，產品單價對比去年同期略有下降，實現了市場份額的提升。二季度開始，價格和產品結構穩步改善。

在成本管理方面，通過主要材料採購價格統一控制管理的基礎上，優化裝瓶廠的生產結構，實現成本協同效應及流程化運營，提升產能利用率，使得整體毛利率小幅度增加0.3個百分點。

In respect of expense control, spending on marketing increased in response to rising market competition in 2017. By continued enhancement of promotional efficiency and refined management of key expense items, CCBL implemented strict budget control over total expenses, in an effort to effectively control increase in marketing and other expenses for the first year after the completion of the Refranchising Transactions.

Besides, during the period, the Disposals (other than the Shen-Mei Disposal) were completed on 1 April 2017, recording one-off significant gain on the Disposals of approximately HK\$1,760.4 million in aggregate.

### Outlook

In the second half of 2017, the sales volume and revenue are expected to maintain stable growth. However, given the integration in the first year following the Acquisitions, intensified market competitions and additional costs for the promotion of new products, we will expect these factors to put downward pressure on the selling expense ratio. Gross profit margins, however, are expected to benefit from stable prices of key packaging materials, continued improvement in packaging mix of CCBL, and the launching and sale of new products. Furthermore, affected by the loan financing for the Refranchising Transactions, the finance costs for the second half of the year will be increased. Overall speaking, the profitability of CCBL is expected to remain stable.

在費用管理方面，2017年隨著市場競爭的加劇，營銷等費用開支也會隨之增加，中可對費用總量實施嚴格的預算控制，持續加強費效比跟進，對重點費用實施精細化管理，力求在併購項目首年，有效控制營銷等費用的增長。

另外，期間內，出售事項(除申美出售事項之外)於2017年4月1日完成，故錄得一次性大額出售收益共約1,760.4百萬港元的投資收益。

### 展望

2017年下半年，預計銷量、銷售收入將繼續保持穩定增長，受併購項目首年整合、加劇的市場競爭和推動新產品的需要，銷售費用率仍將面臨壓力。然而，主要包裝原材料價格預計保持平穩，加上中可持續改善包裝結構及通過新產品的上市和銷售，預計毛利率將有更好表現。此外，受併購貸款融資的影響，下半年財務費用將同比提高。整體而言，中可盈利水平將繼續保持穩定。

## WINE BUSINESS

### Business Introduction

- Domestic wine business is based on the famous “Greatwall” brand, which has a fine tradition and has long been a leader in the China wine market. Due to the popularity of the brand and the high quality of its products, “Greatwall” wine is the top pick for state banquets.
- The “Greatwall” brand covers a variety of wines which include Cabernet Sauvignon, Merlot, Pinot Noir, Cabernet Franc, Shiraz for red wines; and Chardonnay, Riesling, Sauvignon Blanc for white wines. In addition, brandies and sparkling wines are also produced.
- “Greatwall” wines offer single varietal wines and blended wines using different grape varieties. The majority of the grapes that we use come from vineyards that are either managed by us or from sources with whom we have cooperative agreements.

## 酒品類業務

### 業務簡介

- 國產葡萄酒業務依靠著名品牌「長城」葡萄酒的優良傳統，在國產葡萄酒市場擁有領導地位。依託品牌知名度和產品高質量，長城葡萄酒為國宴用酒首選品牌。
- 「長城」品牌旗下葡萄酒品種覆蓋各式酒品，包括由赤霞珠(Cabernet Sauvignon)、梅鹿輻(Merlot)、黑比諾(Pinot Noir)、品麗珠(Cabernet Franc)、西拉(Shiraz)等釀成的紅葡萄酒，以及由霞多麗(Chardonnay)、雷司令(Riesling)、長相思(Sauvignon Blanc)等釀成的白葡萄酒。此外，我們還生產白蘭地、起泡酒。
- 「長城」葡萄酒有單品種和混合品種釀製。使用的葡萄主要來自本集團自有管理和協議合作的葡萄園。



The domestic wine business has seven production plants and wineries in China, including Shacheng Wine Plant, Huaxia Wine Plant, Zhuolu Wine Plant and Chateau Sungod in Hebei, Yantai Wine Plant in Shandong, Xinjiang Wine Plant and Chateau YunMo in Ningxia.

- To cope with competition from imported wine, the Group is developing an imported wines platform, COFCO Wines & Wines (中糧名莊薈), for the import of value-added wines into the PRC market by way of trade agency. Meanwhile, it also owns and operates the Société du Château de Viaud SAS at Bordeaux in France.

### Development Strategy

In order to enhance the competitiveness of the “Greatwall” brand, and to achieve the transition of our business into the brand-driven mode, our focus is to reposition “Greatwall” as a mid-to high-end quality wine icon in China. Our core strategies are described as follows:

- **Product focus:** to focus on developing strategic products for “Greatwall Five Stars” that will attract consumers to upgrade to higher quality wines, and continue to streamline our product types to shift our focus on mid-to high-end products.

國產酒業務旗下擁有七家國內酒廠及酒莊，包括河北的沙城酒廠、華夏酒廠、涿鹿酒廠及桑干酒莊，山東的煙台酒廠，新疆酒廠及寧夏的雲漠酒莊。

- 為應對進口酒的競爭，本集團旗下中糧名莊薈進口酒業務平台還通過貿易代理方式，向國內市場引進性價比高的進口酒產品。同時，還擁有並經營位於法國波爾多的中糧雷沃堡酒莊。

### 發展策略

為提升「長城」品牌的競爭力，實現業務向品牌拉動模式轉型。本年度圍繞「長城」品牌新定位，即成為高性價比的中國中高端葡萄酒代表，制定主要策略如下：

- **產品聚焦：**聚焦打造中高端戰略單品長城五星，引領消費升級；持續推進產品梳理，實現向中高端聚焦。



## Management Discussion and Analysis 管理層論析

- **Brand building:** to focus on “Greatwall Five Stars” with ongoing brand promotion; to underscore Greatwall’s national wine status by enhancing recognition of the national wine by consumers; to promote experiential marketing and direct communication with consumers.
  - **Distribution network:** to streamline the distribution system of “Greatwall” by focusing on the major markets and replicating the success in regions with larger market share of “Greatwall” to enhance our channel penetration; to strengthen customer management by promoting integrated management of major customers and distributors; to implement stringent control over market price points to build a favorable market environment; to develop core consumer base to effectively improve inventory turnover at points of sale.
  - **Supply chain management:** to optimize production footprint, strengthen cost control over supply chain and promote benchmarking of key supply chain processes, so as to improve supply chain efficiency, with an objective to lower cost and enhance efficiency.
- **品牌建設：**聚焦長城五星，持續品牌傳播；堅持長城「國酒」定位，提升消費者國酒認知；加大開展體驗營銷，強化與消費者直接溝通。
  - **營銷網絡：**推動營銷網絡扁平化佈局，聚焦重點市場，打造樣板城市，積極推動渠道下沉；強化客戶分級管理，推動重點客戶廠商一體化管理；嚴格管控市場秩序，建立良性市場環境；培育核心消費者，有效提升終端動銷。
  - **供應鏈管理：**優化產能佈局，加強供應鏈成本管控，推動關鍵環節對標改善，提升供應鏈效率，達到降本增效。

As to the imported wine business, the Group focused on selecting famous wine brands in the major wine export countries in the world and quality wine suppliers to build a good cooperation relationship. The Group also stepped up efforts to develop new customers and build a sales network covering all the provinces and regions across the country, and cooperated with our customers to build a sales network with a focus on the “Wines & Wines” specialty stores at sales terminals, so as to boost sales growth. The Group made efforts to optimize the management system and improve the quality of business development, with an aim to improve the operational efficiency and return of the self-owned Société du Château de Viaud SAS in France.

### Industry Overview

The market size of the PRC wine industry, including domestic wines and imported wines, is expected to remain a single-digit annual growth rate over the next three to five years. Although the current wine market in China is mainly dominated by domestic wines, imported wine consumption keeps increasing rapidly, with increasing brand awareness, which has an ongoing impact on the domestic wines and intensifies the market competition with the domestic wine players.

進口酒方面，致力於在全球主要葡萄酒出口國選擇知名品牌和優秀供應商，與供應商建立良好合作關係；加大客戶開發力度，建立覆蓋全國各省級區域的銷售渠道，與客戶合作，打造以「名莊薈」專賣店為核心的終端銷售網絡，拉動銷售增長；完善管理體系，提升業務發展質量，提升自有的法國雷沃堡酒莊的運營水平和回報水平。

### 行業概覽

未來三至五年，國內葡萄酒市場（含國產葡萄酒及進口葡萄酒）規模預計保持個位數年增長率。雖然目前國內葡萄酒市場仍由國產酒主導，但進口葡萄酒消費仍保持快速增長，且進口葡萄酒的品牌效應正逐步顯現，對國產葡萄酒構成持續衝擊，並將給國產葡萄酒企業帶來更大的競爭壓力。

## 2017 Interim Results

A comparison of the 2017 interim results with those of the comparative period of 2016 for the wine business segment is summarized below:

(In HK dollar reporting term) (港元呈報口徑)	For the six months ended 30 June 2017 截至2017年 6月30日 止六個月 (HK\$' million) (百萬港元)	For the six months ended 30 June 2016 截至2016年 6月30日 止六個月 (HK\$' million) (百萬港元)	Changes 變動率 (Note) (註)
<b>Revenue</b>	<b>1,381.2</b>	1,285.2	+7.5%

(Note): In RMB terms, segment revenue grew by 12%.

During the period, the wine business segment recorded sales revenue increase in RMB term, which was mainly due to the growth of the imported wine business. During the period, the repositioning exercise for the “Greatwall” brand has been executed as scheduled and is beginning to take effect. Consequently, we focused on the optimization of our product mix, together with raising ex-factory prices, scaling down the sales of low-end SKU with low profit margin and rigorously promoting mid-to high-end products, leading to an increase of 2.1 percentage points in the overall gross profit margin for the “Greatwall” wine. Nevertheless, given the sales revenue from the low-end products significantly decreasing by 22.9%, the overall sales revenue in RMB term of the “Greatwall” wine decreased by 8%. Furthermore, due to the growth of the imported wine business and the increased sales contributions from our imported wine, which had a relatively lower gross profit margin than the “Greatwall” wine, the segment’s overall gross profit margin decreased.

During the period, in order to underscore the new status of the “Greatwall” brand, “Greatwall wine for national celebrations” promotions were held during important national events to emphasize “Greatwall”’s credibility as “the designated wine for serving at state banquets”. Meanwhile, we continued to increase “Greatwall” brand’s online advertising investment, with an aim to enhance the brand’s popularity and reputation. As a result, marketing expenses increased by approximately RMB41 million.

## 2017年中期業績

酒品類業務分部2017年中期業績與2016年同期業績相比摘要如下：

(註)：按人民幣口徑，分部收入增長12%。

期間內，按人民幣口徑，酒品類業務分部實現銷售收入增長。增量主要來自於進口酒業務的增長。期間內，「長城」品牌新定位工作按計劃推進已初見成效。圍繞「長城」品牌新定位，推動產品聚焦，通過提高出廠價、消減低回報的低端SKU、主推中高端戰略產品等舉措，主動優化產品結構，推動「長城」酒整體毛利率同比提高2.1個百分點，但由於低端產品銷售收入大幅下滑22.9%，導致「長城」酒按人民幣口徑整體銷售收入下降8%。另外，由於進口酒毛利率相對「長城」酒較低，隨著進口酒業務增長及銷售比重增加，分部整體毛利率同比減少。

期間內，堅持長城品牌新定位，「國有大事，必飲長城」國事傳播貫穿始終，夯實長城「國酒」定位。持續加大品牌線上廣告投入，以提高品牌知名度和美譽度，市場費用同比增加人民幣約4,100萬元。

## Management Discussion and Analysis 管理層論析

With the entering into of the above agreement regarding the Fortune Food Sales & Distribution Disposal Transaction, coupled with the decision to have the “Others” operating segment progressively terminated in 2017, most of the expected unallocated expenses of the Group in the future will be directly attributable to the wine business segment.

After careful consideration of the low growth and fierce competition of the domestic wine industry, the management was of the opinion that assessment should be conducted for the recoverable value of certain assets categorized into the wine business segment. As a result, an impairment of goodwill in the amount of approximately HK\$479 million was recognized for the period.

### Outlook

In the second half of 2017, we expect the development of the domestic wine industry will continue to face challenges with low growth and fierce competition, implying greater challenges ahead of our domestic wine business. We will continue to reposition “Greatwall” as a mid-to high-end wine brand. To this end, we will increase spending in advertising and marketing, continue to launch promotions during important national events, with focus on “Greatwall Five Stars” strategic products, and streamline our product types for the continuous optimization of our product mix. We will also further improve our distribution systems by deepening channel penetration, further cooperate with distributors by employing resources on promotional activities at points of sale so as to improve inventory turnover, and to enhance quality and efficiency in the supply chain by benchmarking. While continuing the scale up of imported wine business, we will focus on optimizing product mix to improve the gross profit margin and optimizing our business mode to improve our profitability. With such initiatives, we will strive for the improvement in results of our wine business.

隨著上述福臨門食品營銷出售交易的協議訂立，以及「其他」經營分部將在2017年年內逐步終止的決定，預計未來本集團的大部分總部分攤費用將由酒品類業務承擔。

管理層經審慎考慮國產葡萄酒行業的低增長及競爭激烈後認為，歸類為酒品類業務分部內的若干資產需要對其可收回值進行評估，根據結果，在期間確認商譽減值約479百萬港元。

### 展望

2017下半年，我們預計國產葡萄酒行業發展仍將面臨困難，增長乏力，並致行業競爭異常激烈，使得本集團酒類業務發展前景面臨較大挑戰。對此，我們將堅持長城品牌中高端定位，加大廣告市場費用投入，持續開展國事傳播，聚焦優勢資源打造長城五星戰略單品；推動產品聚焦，落實產品梳理，持續優化產品結構；推動營銷網絡扁平化佈局，落實渠道下沉，加強廠商一體化建設，聚焦資源強化終端和消費者培育活動，實現終端良性動銷；深化對標改善，提升供應鏈效率。同時，進口酒業務將在繼續擴大銷售規模的同時，著力優化產品結構，提升毛利水平，優化業務模式，提升盈利能力。我們希望通過以上多措並舉，致力推動酒品類業務改善經營業績。





## KITCHEN FOOD BUSINESS

### Business Introduction

The kitchen food business covers the sale, distribution and marketing of edible oil which is the principal product category, as well as the sale, distribution and marketing of sugar, soy sauce, vinegar, MSG, seasoning sauce and cereals. “Fortune” brand is a well-known consumer-pack edible oil brand in China and is ranked number two nationwide in terms of market share.

### Development Strategy

The Group’s strategic objective for the kitchen food business is to maintain its position as one of the leading companies in the industry. To this end, we will pursue the following strategies:

- Strengthen the promotion of the core values of the “Fortune” brand and improve the sales network for all products under the brand;
- Conduct product research and development to respond effectively to changes in consumer preferences, develop products that meet consumer preferences, with various characteristics;
- Conduct channel upgrades according to the current status and development trend of channels, enhance channel management to seize opportunities in the fast growing new channels;
- Enhance the supply chain system and save operation costs;
- Continue to explore new business models to drive sales growth.

## 廚房食品業務

### 業務簡介

廚房食品業務主要從事包裝油和兼營白糖、醬油、醋、味精、調味醬及雜糧的銷售、分銷及市場推廣。「福臨門」品牌是國內著名的小包裝糧油廚房食品品牌，小包裝食用油銷售份額穩居第二位。

### 發展策略

廚房食品業務策略目標是保持廚房食品行業領導者之一，為此，採取以下策略：

- 強化「福臨門」品牌核心價值的傳播，完善全線品牌產品佈局；
- 推進有效應對消費變化的產品研發，開發、儲備符合細分市場消費特性的產品；
- 根據渠道現狀及發展趨勢，進行與細分市場和產品匹配的渠道升級，加強渠道管理，以便在快速增長的新渠道中抓住機會；
- 精益供應鏈體系，系統性優化運營成本；
- 持續探索創新商業模式推動銷售增長。

## Industry Overview

During the period, the overall growth of the volume of sales of packaged edible oil has slackened, but prices remained stable. Corn oil recorded a slower pace of growth as the product has reached its maturity stage. Among the healthy oil products, sunflower seed oil has replaced corn oil to become the growth driver. Meanwhile, more tasty products such as rapeseed oil and peanut oil have grown at a rapid pace. After years of declines, blended oil has staged a mild recovery while soybean oil continued to decline. Consumers tend to prefer a wider variety of nutritious and tasty oils, with increasing demands for products with unique aroma.

## 2017 Interim Results

A comparison of the 2017 interim results with those for the comparative period of 2016 for the kitchen food business segment is summarized below:

(In HK dollar reporting term) (港元呈報口徑)	For the six months ended 30 June 2017 截至2017年 6月30日 止六個月 (HK\$' million) (百萬港元)	For the six months ended 30 June 2016 截至2016年 6月30日 止六個月 (HK\$' million) (百萬港元)	Changes 變動率 (Note) (註)
<b>Revenue</b>	<b>6,645.6</b>	6,987.2	-4.9%

(Note): In RMB terms, segment revenue remained basically stable.

Overall sales volume of the kitchen food business segment decreased by 4.3%.

Despite the ongoing intensified market competition, the kitchen food business continued to improve supply chain system and enhance supply chain efficiency, so that operating results remained steady. The year-on-year decline in segment results during the period is mainly due to the independent operation of Fortune Foods Sales & Distribution during the period which accounted for all directly attributable expenses of kitchen food business, whereas the comparative results last year excluded certain allocation of operating expenses of headquarter level. In addition, during the first half of 2017, COFCO Food Sales & Distribution Co., Ltd. made certain impairment of approximately HK\$28 million in relation to long-aged prepayments and receivables (more than 5 years), which was one-off non-recurring in nature.

## 行業概覽

期間內，主營核心品類包裝油整體銷量增長趨緩，市場售價相對穩定。玉米油進入成熟期，增長趨緩；葵籽油接棒玉米油領漲健康油種；菜籽油、花生油風味型產品增速較快；調和油連年下降的趨勢已經觸底呈現微弱回升態勢；大豆油則繼續下降。消費者更傾向於營養與美味、多油種交替使用，且對風味產品需求日趨明顯。

## 2017年中期業績

廚房食品業務分部2017年中期業績與2016年同期業績相比摘要如下：

(註)：按人民幣口徑，分部收入基本保持平穩。

廚房食品業務分部整體銷量下滑4.3%。

儘管市場競爭持續激烈，廚房食品業務繼續通過精益供應鏈體系，提高供應鏈效率，經營保持平穩，上半年分部業績同比下滑主要由於：2017年福臨門食品營銷獨立運行，直接核算全部費用，而2016年分部業績口徑未扣除應分攤的總部層面費用；此外，2017年上半年中糧食品營銷有限公司對超過五年的預付及應收款項計提減值約2,800萬港元，為非經常性的一次性費用。

## FINANCIAL REVIEW

### CONTINUING OPERATIONS

#### REVENUE

		For the six months ended		For the six months ended	
		30 June 2017	As percentage of total revenue	June 2016	As percentage of total revenue
		截至2017年6月30日止六個月	佔總收入百分比	截至2016年6月30日止六個月	佔總收入百分比
(reported in HKD terms) (以港元口徑呈列)		(HK\$' million) (百萬港元)	%	(HK\$' million) (百萬港元)	%
Beverage segment	飲料分部	7,568.1	48.4	6,156.5	42.2
Wine segment	酒品類分部	1,381.2	8.9	1,285.2	8.8
Kitchen food segment	廚房食品分部	6,645.6	42.5	6,987.2	47.9
Others segment	其他分部	33.3	0.2	161.7	1.1
Total	總計	15,628.2	100	14,590.6	100

The results in RMB for the period of the Group were translated at the average exchange rate of first half of 2017 of HK\$1: RMB0.88122, while the 2016 comparative results in RMB were translated at the average exchange rate of HK\$1: RMB0.84623.

The results reported in HKD terms, when compared to the 2016 comparative results, include 4.1% translation effect in relation to the depreciation of RMB.

Revenue from continuing operations of the Group grew by 7.1% in HKD terms, whereas the amount in RMB terms, increased by 11.5%. Revenue growth in RMB terms is mainly attributable to the increase in revenue of the Beverage business segment, with the contributions by the newly acquired bottling plants, which was partially offset by the decrease in revenue from the kitchen food business that will be disposed upon completion.

#### GROSS PROFIT MARGIN

The overall gross profit margin from continuing operations increased mainly due to increase in revenue contribution of beverage segment (with higher margin), while the contribution of kitchen food segment dropped (with lower margin).

## 財務回顧

### 持續經營業務

#### 收入

本集團本期間人民幣業績以2017年上半年度平均匯率1港元兌0.88122人民幣元折算，2016年中期人民幣業績以平均匯率1港元兌0.84623人民幣元折算。

人民幣貶值對港元呈報口徑之業績數據相比2016年對比數有4.1%折算影響。

本集團以港元口徑呈報的持續經營業務收入增長7.1%，然而以人民幣口徑呈報的則上升11.5%。人民幣口徑呈報的收入增長，主要由於飲料業務分部收入因新收購裝瓶廠的貢獻而有所增加，有關增幅因待出售並完成交割的廚房食品業務收入減少而被部分抵銷。

#### 毛利率

來自持續經營業務的整體毛利率上升，主要由於利潤率較高的飲料分部的收入貢獻增加而利潤率較低的廚房食品分部貢獻減少所致。

### OTHER INCOME AND GAINS

One-off gains on disposal of certain subsidiaries, associates and an available-for-sale investment of approximately HK\$1,760.4 million in aggregate were recorded, in relation to the disposals of equity interests in certain bottling plants.

The disposal of a discontinued operation was successfully completed on 31 May 2016. One-off gain on disposal of subsidiaries (attributable to a discontinued operation) was recorded in the corresponding interim results for 2016.

### SELLING AND DISTRIBUTION EXPENSES/ADMINISTRATIVE EXPENSES

Aggregated amount of selling and distribution expenses and administrative expenses from continuing operations was HK\$3,520.7 million, grew by HK\$417.8 million or 13.5%, mainly due to the acquisition of the newly acquired bottling plants of beverage business, together with additional spending in advertising, brand promotion and marketing expenses as a result of intensifying market competition of continuing operating businesses, under management's ongoing efforts to optimize supply chain management, enhance promotional efficiency and control expenses.

### OTHER EXPENSES AND LOSSES

One-off impairment of goodwill of wine segment in the amount of approximately HK\$479 million and certain impairment of receivables were recorded during the period.

### FINANCE COSTS

Finance costs were HK\$41.7 million, an increase of 92.8%, mainly due to the debt financing for the acquisition of newly acquired bottling plants of beverage business.

### SHARE OF PROFITS OF ASSOCIATES

Share of profits of associates were comparable to the corresponding interim results for 2016.

### 其他收入及收益

就出售若干裝瓶廠股權錄得出售若干附屬公司、聯營公司及可供出售投資的一次性收益合共約17.604億港元。

於2016年5月31日成功完成出售終止經營業務，並於2016年相關中期業績入賬出售附屬公司(歸屬於終止經營業務)的一次性收益。

### 銷售及分銷支出／行政支出

來自持續經營業務的銷售及分銷支出以及行政支出總額為35.207億港元，增長4.178億港元或13.5%，主要由於收購飲料業務的新併購裝瓶廠，加上因應持續經營業務的市場競爭加劇，加大宣傳、品牌推廣及營銷費用開支，管理層努力不懈地優化供應鏈管理、提升推廣效益及控制開支。

### 其他開支及虧損

期間內錄得酒品類分部一次性商譽減值約4.79億港元及若干應收款項減值。

### 融資成本

融資成本為4,170萬港元，增加92.8%，主要由於就收購飲料業務的新併購裝瓶廠進行債務融資所致。

### 應佔聯營公司溢利

應佔聯營公司溢利與2016年相關中期業績相若。

## INCOME TAX EXPENSES

Income tax expense was HK\$607 million, an increase of 213%, included the relevant tax of the gain on disposal of certain subsidiaries, associates and an available-for-sale investment, in relation to the disposals of equity interests in certain bottling plants.

## LIQUIDITY AND FINANCIAL RESOURCES

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

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

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

During the period, EBITDA from continuing operations grew by HK\$115.5 million to HK\$883.6 million, mainly attributable to the improvement in EBITDA of beverage business driven by the newly acquired bottlers, as well as the improvement in EBITDA of non-beverage business, with significant expense controls.

## 所得稅支出

所得稅支出為6.07億港元，增加213%，包括有關出售若干裝瓶廠股權的出售若干附屬公司、聯營公司及可供出售投資的收益的相關稅項。

## 流動資金及財務資源

本公司資金部集中管理：

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

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

期間內，持續經營業務的EBITDA增加1.155億港元至8.836億港元，主要由於受新收購的裝瓶廠帶動，飲料業務的EBITDA有所增加，加上嚴控開支，非飲料業務的EBITDA亦有所改善。

## Management Discussion and Analysis 管理層論析

In the condensed consolidated statement of financial position as at 30 June 2017, the Group's unpledged cash and cash equivalents totalled approximately HK\$1,293 million (31 December 2016: approximately HK\$1,120 million). Net current liabilities were approximately HK\$1,121 million (31 December 2016: net current assets of approximately HK\$1,438 million), mainly related to the net current liabilities of the newly acquired bottlers of beverage business and the reclassification of certain bank borrowings of the Company from non-current liabilities to current liabilities according to maturity date during the period. Besides, beverage business segment assets of HK\$958 million and segment liabilities of HK\$329 million in relation to public sale equity transfer agreement of Refranchising Transactions which were classified as "assets of a disposal group classified as held for sale" and "liabilities directly associated with the assets of a disposal group classified as held for sale" respectively at 31 December 2016.

Having considered the (i) budgeted cash flow from operating activities from continuing operations, (ii) existing financial resources and gearing level of the Group, (iii) existing banking facilities available to the Group, and (iv) foreseeable receipt of proceed from the Fortune Food Sales & Distribution Disposal Transaction, the management believes that the Group's financial resources are sufficient to fund its debt payments, day-to-day operations, contracted capital expenditures as at 30 June 2017.

### CAPITAL STRUCTURE

As at and for the six months ended 30 June 2017, the total number of issued shares of the Company remained unchanged at 2,797,223,396.

In the consolidated statement of financial position as at 30 June 2017, the Group had interest-bearing bank borrowings of approximately HK\$4,225 million (31 December 2016: approximately HK\$1,620 million).

Majority of bank borrowings in Mainland China were denominated in Renminbi, carried at annual fixed interest rate, ranging between 4.13% and 4.28%, while the rest were denominated in Hong Kong Dollars, carried at annual interest rates, floating in nature, ranging between 1.17% and 1.22% (31 December 2016: all of the Group's bank loans were denominated in Hong Kong Dollars, carried at annual interest rates, floating in nature, ranging between 0.92% and 1.75%).

於2017年6月30日的簡明綜合財務狀況表，本集團之無抵押現金及現金等值項目合共約為12.93億港元(2016年12月31日：約11.2億港元)。流動負債淨額為約11.21億港元(2016年12月31日：流動資產淨值約14.38億港元)，主要與飲料業務新收購的裝瓶廠的淨流動負債及期間內根據到期日將本公司若干銀行借款由非流動負債重新分類為流動負債有關。此外，與公開出售產權轉讓合同(重新特許項目)有關的飲料業務分部資產9.58億港元及分部負債3.29億港元於2016年12月31日分別分類為「分類為持有待售之出售組合資產」及「直接與分類為持有待售之出售組合資產有關之負債」。

經考慮(i)持續經營業務的經營活動預算現金流量；(ii)本集團的現有財務資源及槓桿水平；(iii)本集團可供使用的現有銀行授信；及(iv)福臨門食品營銷出售交易的可預見所得款項，管理層相信，本集團有充足財務資源清還債務，為其日常業務營運、於2017年6月30日的已訂約資本開支提供資金。

### 資本架構

於2017年6月30日及截至2017年6月30日止六個月，本公司之已發行股份總數保持不變，仍為2,797,223,396股股份。

於2017年6月30日的綜合財務狀況表，本集團有計息銀行借貸約42.25億港元(2016年12月31日：約16.20億港元)。

於中國大陸的大部分銀行借貸乃以人民幣計值，按固定年利率4.13%至4.28%計息，而其餘借貸則以港元計值，按年利率(浮息)1.17%至1.22%計息(2016年12月31日：本集團全部銀行貸款以港元計值，按年利率(浮息)0.92%至1.75%計息)。

As at 30 June 2017, the Group had other borrowings of approximately HK\$26 million, carried at fixed, annual interest rate of 4.3% (31 December 2016: approximately HK\$25 million, carried at fixed, annual interest rate of 4.3%).

Maturity profile of interest-bearing bank and other borrowings as at 30 June 2017, is analyzed as:

- HK\$2,209 million borrowings repayable within one year or on demand;
- HK\$2,016 million borrowings repayable in the second year; and
- HK\$26 million borrowings repayable in the third year.

As at 30 June 2017, net assets attributable to owners of the parent were approximately HK\$6,327 million (31 December 2016: approximately HK\$5,461 million) and net borrowing position of the Group (interest-bearing bank and other borrowings less unpledged cash and cash equivalents) was approximately HK\$2,958 million (31 December 2016: approximately HK\$525 million) and the net gearing ratio (ratio of net borrowing position of the Group to net assets attributable to owners of the parent) was approximately 46.7% (31 December 2016: approximately 9.6%).

#### CONTINGENT LIABILITIES AND ASSETS PLEDGED

As at 30 June 2017, the Group has no significant contingent liabilities nor assets pledged (other than certain bills payable) (31 December 2016: Nil).

於2017年6月30日，本集團有其他借貸約2,600萬港元，按固定年利率4.3%計息（2016年12月31日：約2,500萬港元，按固定年利率4.3%計息）。

於2017年6月30日，計息銀行借貸及其他借貸的到期詳情分析如下：

- 22.09億港元借貸須於一年內或按要求償還；
- 20.16億港元借貸須於第二年償還；及
- 2,600萬港元借貸須於第三年償還。

於2017年6月30日，母公司擁有人應佔淨資產約為63.27億港元（2016年12月31日：約54.61億港元），本集團淨借貸（計息銀行借貸及其他借貸減無抵押現金及現金等值項目）約為29.58億港元（2016年12月31日：約為5.25億港元）及淨槓桿比率（本集團淨借貸對比母公司擁有人應佔淨資產比率）約為46.7%（2016年12月31日：約9.6%）。

#### 或有負債及資產抵押

於2017年6月30日，本集團並無任何重大或有負債及資產抵押（除若干應付票據外）（2016年12月31日：無）。

## FOREIGN EXCHANGE MANAGEMENT

Majority of monetary assets, monetary liabilities and transactions of the Group were principally denominated in Renminbi and recorded in the books of subsidiaries operating in mainland China (functional currency as Renminbi). In respect of interest-bearing borrowings as at 30 June 2017, approximately 60% were denominated in Renminbi and recorded in the books of the subsidiaries operating in mainland China, while the rest were denominated in Hong Kong dollar and recorded in the book of the Company (functional currency as Hong Kong dollars). For consolidated financial statements reporting of the Group (reporting currency as Hong Kong dollars), foreign exchange differences, arising from translation of financial statements of subsidiaries operating in Mainland China, are directly recognized in other comprehensive income and accumulated in the exchange fluctuation reserve.

Although the Group has not used any financial instruments for hedging purpose, the treasury function actively and closely monitors foreign exchange rate fluctuation, particularly the exchange rate of Renminbi to Hong Kong dollar. The foreign exchange risk exposure at the operational level is not significant.

Nevertheless, the currency mismatch by using Hong Kong dollar borrowings to finance assets and businesses denominated in Renminbi, exposes the Group to the risk of unexpected cash outflows for repayment of such borrowings by realization of assets denominated in Renminbi, if any.

During the period, the Group used Renminbi bank borrowings to finance the acquisition of certain bottling plants of Beverage business segment. The Group intends to gradually repay certain Hong Kong dollar borrowings.

## 外匯管理

本集團之貨幣資產、貨幣負債及交易主要以人民幣計值及計入於在中國大陸運營的附屬公司(功能貨幣為人民幣)的賬目。就於2017年6月30日的計息借貸，當中約60%乃以人民幣計值及計入於中國大陸運營的附屬公司的賬目，而其餘借貸則以港元計值及計入於本公司(功能貨幣為港元)賬目。就本集團的綜合財務報表(呈報貨幣為港元)而言，換算於中國大陸運營的附屬公司之財務報表產生的匯兌差額，直接於其他全面收益確認並累計於外匯變動儲備中。

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

然而，使用港元借貸融資以支持人民幣計值的資產及業務的錯配使本集團面對通過變現以人民幣計值的資產(如有)償還該借貸的預期外現金流出風險。

期間內，本集團動用人民幣銀行借貸為收購飲料業務分部的若干裝瓶廠提供資金。本集團將考慮逐步償還若干港元借貸。



## HUMAN RESOURCES

As at 30 June 2017, the Group employed 24,421 staff in Mainland China and Hong Kong (31 December 2016: 14,015). Employees are paid according to their positions, performance, experience and prevailing market practices and are provided with management and professional training.

Employees in Hong Kong are provided with retirement benefits, either under a Mandatory Provident Fund exempted ORSO scheme or under the Mandatory Provident Fund scheme, as well as life insurance and medical insurance. Employees in Mainland China are provided with basic social insurance and housing fund in compliance with the requirements of the laws of China. Details of these benefit schemes are set out in the 2016 Annual Report.

The Company's share option scheme (the "Option Scheme") was adopted on 21 November 2006 for a term of ten years for the purpose of rewarding eligible employees of the Group (including executive directors and non-executive directors of the Company) based on individual merits and the Option Scheme expired on 20 November 2016. Details of the Option Scheme are set out in the section of Corporate Governance Highlights and Other Information headed "Share Option Scheme" below.

## CHANGE IN THE STRUCTURE OF THE GROUP

During the period, COFCO Wines & Spirits International Holdings Limited, a wholly-owned subsidiary of the Company, set up a 60% owned joint-venture company in Tianjin named COFCO W&W International Co., Ltd., which is mainly engaged in sales and distribution of imported wines. COFCO Coca-Cola Beverages (China) Investment Limited, a 65% owned subsidiary of the Company, set up a wholly-owned subsidiary in Tianjin named Zhongke Enterprise Management (Tianjin) Limited, which is mainly engaged in enterprise management services.

## 人力資源


於2017年6月30日，本集團於中國內地及香港共僱用24,421名僱員(2016年12月31日：14,015名)。本集團根據僱員之崗位、表現、經驗及現時市場慣例釐定僱員薪酬，並提供管理及專業培訓予僱員。

本集團透過豁免強制性公積金職業退休計劃或強制性公積金計劃為在香港的僱員提供退休福利，並提供人壽保險及醫療保險；及為中國內地僱員提供中國法律要求的基本社會保險及住房公積金。此等福利計劃之詳情載於2016年報內。

本公司的購股權計劃(「購股權計劃」)於2006年11月21日獲採納，為期十年，旨在依據僱員個別表現獎勵本集團合資格僱員(包括本公司執行董事及非執行董事)及購股權計劃已於2016年11月20日屆滿。購股權計劃之詳情載於企業管治摘要及其他資料下「購股權計劃」一節內。

## 本集團之架構變動

期間內，本公司的全資附屬公司中糧酒業國際控股有限公司於天津成立一間持有60%股權的合資公司中糧名莊薈國際酒業有限公司，主要從事進口葡萄酒的銷售及分銷。本公司持有65%股權的附屬公司中糧可口可樂飲料(中國)投資有限公司於天津成立一間全資附屬公司中可企業管理(天津)有限公司，主要從事企業管理服務。



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In addition, COFCO Coca-Cola Beverages (China) Investment Limited has acquired all the equity interest in Swire Coca-Cola Beverages Shaanxi Limited, Coca-Cola (Chongqing) Beverages Ltd, Coca-Cola (Jilin) Beverages Ltd, Coca-Cola Liaoning (Central) Beverages Ltd and Coca-Cola (Heilongjiang) Beverages Ltd., 93.75% equity interest in Coca-Cola Liaoning (North) Beverages Ltd, 89.3% equity interest in Coca-Cola (Sichuan) Beverages Ltd, 75% equity interest in Coca-Cola (Shanxi) Beverages Ltd, and 60% equity interest in Coca-Cola Liaoning (South) Beverages Ltd.

During the period, CCBL has disposed all the equity interest in COFCO Coca-Cola Beverages (Jiangxi) Limited, Zhanjiang COFCO Coca-Cola Beverages Limited and Hainan COFCO Coca-Cola Beverages Limited, 20% equity interest in Swire Coca-Cola Beverages Jiangsu Limited, 20% equity interest in Swire Coca-Cola Beverages Zhejiang Limited, 19% equity interest in Swire Guangdong Coca-Cola Limited, 7.6% equity interest in Swire Guangdong Coca-Cola (Huizhou) Limited, and 7.15% equity interest in Swire Coca-Cola Beverages Wenzhou Limited.

Subsequent to the end of the period and on 1 July 2017, COFCO Beverages Limited, a wholly-owned subsidiary of the Company, completed the disposal of its 14% interests in The Coca-Cola Bottling Unit of Shanghai Shen-Mei Beverages and Food Co., Ltd.

Hong Kong, 29 August 2017

此外，中糧可口可樂飲料(中國)投資有限公司已收購陝西太古可口可樂飲料有限公司、可口可樂(重慶)飲料有限公司、可口可樂(吉林)飲料有限公司、可口可樂遼寧(中)飲料有限公司及可口可樂(黑龍江)飲料有限公司的全部股權、可口可樂遼寧(北)飲料有限公司的93.75%股權、可口可樂(四川)飲料有限公司的89.3%股權、可口可樂(山西)飲料有限公司的75%股權，以及可口可樂遼寧(南)飲料有限公司的全部股權。

期間內，中可已出售中糧可口可樂(江西)飲料有限公司、湛江中糧可口可樂飲料有限公司、海南中糧可口可樂飲料有限公司的全部股權、江蘇太古可口可樂飲料有限公司的20%股權、浙江太古可口可樂飲料有限公司的20%股權、廣東太古可口可樂有限公司的19%股權、廣東太古可口可樂惠州有限公司的全部股權，以及溫州太古可口可樂飲料有限公司的全部股權。

期間後並於2017年7月1日，本公司全資附屬公司中糧飲料有限公司已完成出售其上海申美飲料食品有限公司可口可樂裝瓶部的14%權益。

香港，2017年8月29日

## Corporate Governance Highlights and Other Information 企業管治摘要及其他資料

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2017, the interests and short positions of the directors of the Company (the “Director(s)”) and their associates in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) as recorded in the register of interests of the Company required to be kept under section 352 of the SFO; or as notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) (collectively the “Discloseable Interests”) were set out below.

#### (a) Discloseable interests in the shares and underlying shares of the Company

### 董事於股份及相關股份之權益及淡倉

於2017年6月30日，本公司董事（「董事」）及彼等之聯繫人於本公司或其任何相聯法團（定義見《證券及期貨條例》（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有之權益及淡倉而根據證券及期貨條例第352條記錄於本公司所存置之權益登記冊內；或根據證券及期貨條例第XV部第7及第8分部（包括據此他們被視作或當作擁有之權益及淡倉）或根據《香港聯合交易所有限公司證券上市規則》（「上市規則」）所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）知會本公司及香港聯合交易所有限公司（「聯交所」）（統稱「須披露權益」）之記錄載於下文。

#### (a) 於本公司之股份及相關股份之須披露權益

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持 股份數目 (Note 1) (附註1)	Number of underlying shares held 所持相關 股份數目 (Note 2) (附註2)	Total number of shares and underlying shares held 所持股份 及相關 股份總數	Approximate percentage of issued shares 佔已 發行股份的 概約百分比 (Note 3) (附註3)
Mr. Ma Jianping 馬建平先生	Beneficial Owner 實益擁有人	–	600,000	600,000	0.02%
Mr. Jiang Guojin 江國金先生	Beneficial Owner 實益擁有人	426,000	–	426,000	0.02%
Ms. Luan Xiuju 樂秀菊女士	Beneficial Owner 實益擁有人	–	740,000	740,000	0.03%

Corporate Governance Highlights and Other Information  
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Notes:

1. Long positions in the shares of the Company, other than equity derivatives such as share options, warrants or convertible bonds.
2. Long positions in the underlying shares of the Company under share options granted to Directors pursuant to the Option Scheme.
3. The percentages were calculated based on the total number of shares of the Company in issue as at 30 June 2017, i.e. 2,797,223,396 shares.

附註：

1. 本公司股份之好倉(股本衍生工具如購股權、認股權證或可換股債券除外)。
2. 根據購股權計劃向董事授出的購股權項下本公司相關股份的好倉。
3. 百分比乃根據本公司於2017年6月30日之已發行股份總數(即2,797,223,396股股份)計算。

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

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

Name of Director 董事姓名	Capacity/Nature of interest 身份/權益性質	Number of shares held 所持 股份數目 (Note 1) (附註1)	Number of underlying shares held 所持相關 股份數目	Total number of shares and underlying shares held 所持股份 及相關 股份總數	Approximate percentage of issued shares 佔已 發行股份的 概約百分比 (Note 2) (附註2)
Mr. Jiang Guojin 江國金先生	Beneficial Owner 實益擁有人	100	–	100	0.00%

Notes:

1. Long positions in the shares of China Agri, other than equity derivatives such as share options, warrants or convertible bonds.
2. The percentages were calculated based on the total number of shares of China Agri in issue as at 30 June 2017, i.e., 5,249,880,788 shares.

附註：

1. 中國糧油股份之好倉(股本衍生工具如購股權、認股權證或可換股債券除外)。
2. 百分比乃根據中國糧油於2017年6月30日之已發行股份總數(即5,249,880,788股股份)計算。

Save as disclosed herein, as at 30 June 2017, none of the Directors nor their associates had any other Discloseable Interests.

除本報告所披露者外，於2017年6月30日，董事及其聯繫人概無其他須披露權益。

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

As at 30 June 2017, the interests and short positions of substantial shareholders in the shares and underlying shares of the Company as notified to the Company under Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register of interests of the Company required to be kept under Section 336 of the SFO, were as follows:

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於2017年6月30日，根據證券及期貨條例第XV部第2及第3分部而知會本公司；或根據證券及期貨條例第336條記錄於本公司所存置之權益登記冊內，主要股東於本公司股份及相關股份之權益及淡倉如下：

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

### 於本公司股份及相關股份之好倉總數

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

## Corporate Governance Highlights and Other Information 企業管治摘要及其他資料

### Notes:

1. Long positions in the shares of the Company, other than equity derivatives such as share options, warrants or convertible bonds.
2. The percentages were calculated based on the total number of shares of the Company in issue as at 30 June 2017, i.e. 2,797,223,396 shares.
3. COFCO (Hong Kong) Limited (“COFCO (HK)”) was deemed to be interested in 2,072,688,331 shares held by China Foods (Holdings) Limited which was a wholly-owned subsidiary of COFCO (HK).
4. COFCO Corporation was deemed to be interested in 2,072,688,331 shares held by China Foods (Holdings) Limited and COFCO (HK) which were wholly-owned subsidiaries of COFCO Corporation.

Save as disclosed herein, as at 30 June 2017, so far as was known to the Directors, no other persons had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register kept by the Company under section 336 of the SFO.

## SHARE OPTION SCHEME

The Company operates the “Option Scheme for the purposes of attracting, retaining and motivating senior management personnel and key employees of the Company, and providing eligible participants with an opportunity to acquire proprietary interests in the Company and encouraging eligible participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

The Option Scheme was adopted on 21 November 2006 which has a term of 10 years and expired on 20 November 2016. Share options granted under the Option Scheme are valid for seven years, must be held for a minimum period of two years from the date of grant before it can be exercised subject to the satisfaction of certain requirements under the Option Scheme.

The first batch of share options, which were granted on 27 September 2007, has lapsed on 27 September 2014 due to the expiry of the exercised period.

### 附註：

1. 本公司股份之好倉(股本衍生工具如購股權、認股權證或可換股債券除外)。
2. 百分比乃根據本公司於2017年6月30日之已發行股份總數(即2,797,223,396股股份)計算。
3. 中糧集團(香港)有限公司(「中糧香港」)被視為於中國食品(控股)有限公司(為中糧香港的全資附屬公司)所持2,072,688,331股股份中擁有權益。
4. 中糧集團有限公司被視為於中國食品(控股)有限公司及中糧香港(均為中糧集團有限公司的全資附屬公司)所持合共2,072,688,331股股份中擁有權益。

除本報告披露者外，於2017年6月30日，就董事所知悉，概無其他人士於本公司的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及第3分部條文的規定向本公司及聯交所披露，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。

## 購股權計劃

本公司設有購股權計劃，藉以吸引、挽留及激勵本公司高級管理層人員及主要僱員，讓合資格參與者藉此在本公司購入個人的權益，鼓勵合資格參與者致力於為本公司及其股東整體利益提升本公司及其股份之價值。

購股權計劃於2006年11月21日獲採納，其有效期為十年並於2016年11月20日屆滿。根據購股權計劃授出之購股權的有效期為七年，參與者於行使前須自授出日期起持有最短兩年時間，惟須符合購股權計劃項下之若干規定。

於2007年9月27日授出的第一批購股權因行使期限屆滿已於2014年9月27日失效。

The options granted after 28 March 2011 are subject to the following new vesting schedule:

於2011年3月28日以後授出的購股權則須受以下新歸屬時間表限制：

Periods 期間	Maximum percentage of options which may be exercised 最多可行使 購股權之百分比
– Upon and after the second anniversary of the grant until the third anniversary of the grant 自授出日期起計第二周年及其後至第三周年	20%
– Upon and after the third anniversary of the grant until the fourth anniversary of the grant 自授出日期起計第三周年及其後至第四周年	40%
– Upon and after the fourth anniversary of the grant until the fifth anniversary of the grant 自授出日期起計第四周年及其後至第五周年	60%
– Upon and after the fifth anniversary of the grant until the sixth anniversary of the grant 自授出日期起計第五周年及其後至第六周年	80%
– Upon and after the sixth anniversary of the grant until the seventh anniversary of the grant 自授出日期起計第六周年及其後至第七周年	100%

Corporate Governance Highlights and Other Information  
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As at 1 January 2017, a total of 22,120,000 share options of the Company remained outstanding. During the period, a total of 940,000 share options lapsed. Accordingly, as at 30 June 2017, a total of 21,180,000 share options of the Company remained outstanding. Details of the movements in the share options during the period are as follows:

於2017年1月1日，本公司尚未行使的購股權總數為22,120,000份。期間內，合共940,000份購股權已失效。因此，於2017年6月30日，本公司尚未行使的購股權總數有21,180,000份。期間內，購股權的變動詳情如下：

Name or category of participants 參與者 姓名及類別	Date of grant of share options 授出購股權日期	Number of share options 購股權的數目					At 30.06.2017 於2017年6月30日	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 HK\$ 港元
		At 01.01.2017 於2017年1月1日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 30.06.2017 於2017年6月30日			
<b>Current Directors</b> <b>現任董事</b>									
Mr. Ma Jianping 馬建平先生	29.03.2011	600,000	-	-	-	600,000	29.03.2013– 28.03.2018	4.910	
Ms. Luan Xiujie 樂秀菊女士	29.03.2011	740,000	-	-	-	740,000	29.03.2013– 28.03.2018	4.910	
Other employees 其他僱員	29.03.2011	20,780,000	-	-	(940,000) (Note 1) (附註1)	19,840,000	29.03.2013– 28.03.2018	4.910	
Total 總數		22,120,000	-	-	(940,000)	21,180,000			

Note:

- During the period, 900,000 vested options lapsed upon the expiry of stipulated period in accordance with the term of the Option Scheme, while 40,000 unvested options lapsed upon the retirement of an employee of the Company in accordance with the terms of the Option Scheme.

附註：

- 期間內，根據購股權計劃的條款，900,000份已歸屬的購股權在所規定的時間屆滿時失效，而40,000份未歸屬的購股權因本公司一名僱員退休而失效。



The fair values of the share options granted on 27 September 2007 and the share options granted on 29 March 2011 under the Option Scheme were HK\$32,227,000 (approximately HK\$1.563 each) and HK\$47,124,000 (approximately HK\$1.526 each), respectively, of which the Company recognised a share option expense write-back of HK\$1,154,000 during the period (six months ended 30 June 2016: expense of HK\$148,000). The share options granted on 27 September 2007 had been expired on 27 September 2014.

The fair values of equity-settled share options granted during the years ended 31 December 2007 and 2011 were estimated as at the date of grant, using the Black-Scholes-Merton option pricing model and the Binomial Option Pricing Model, respectively, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the models used:

根據購股權計劃於2007年9月27日及2011年3月29日授出的購股權之公平值分別為32,227,000港元(每份約1.563港元)及47,124,000港元(每份約1.526港元)，其中本公司期間內確認購股權開支沖回為1,154,000港元(截至2016年6月30日止六個月：開支為148,000港元)。於2007年9月27日授出的購股權已於2014年9月27日失效。

於截至2007年12月31日止年度及截至2011年12月31日止年度內授出以股本結算之購股權之公平值乃於授出購股權當日分別以柏力克-舒爾斯期權定價模式及二項式期權定價模式作出估計，並已考慮授出購股權之條款及條件。下表列出該等模式之輸入數值：

		2011 Options 2011年購股權	2007 Options 2007年購股權
Date of grant	授出日期	<b>29 March 2011</b> 2011年3月29日	27 September 2007 2007年9月27日
Dividend yield (%)	股息率(%)	<b>2.109</b>	0.8
Expected volatility (%)	預期波幅(%)	<b>33.716</b>	30.570
Historical volatility (%)	過往波幅(%)	<b>33.716</b>	30.570
Risk-free interest rate (%)	無風險利率(%)	<b>2.40</b>	4.102
Expected life of options (year)	購股權預計年期(年)	<b>7</b>	5
Weighted average share price (HK\$)	加權平均股份價格(港元)	<b>4.910</b>	4.952

The expected life of the options is determined with reference to the vesting term and original contractual term of the Option Scheme and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

購股權預計年期乃參考該計劃之歸屬期限及原有合約條款而釐定，未必能顯示行使購股權的模式。預期波幅反映過往波幅可顯示未來趨勢的假設，惟未來趨勢未必是實際結果。

No other feature of the options granted was incorporated into the measurement of fair value.

並無其他已授出購股權的特點列入公平值的計算當中。

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

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

## CORPORATE GOVERNANCE CODE

The Company has applied the principles and complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2017.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transactions. Following specific enquiries by the Company, all directors of the Company confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2017.

## UPDATES ON DIRECTORS' INFORMATION

With effect from 17 January 2017, (i) Mr. Wang Zhiying resigned as a non-executive director of the Company and a member of the Remuneration Committee; (ii) Mr. Qin Yelong and Ms. Xiao Jianping were appointed as non-executive directors of the Company; and (iii) Ms. Luan Xiuju was appointed as an executive director of the Company. Please refer to the announcement of the Company dated 17 January 2017 for the details.

With effect from 1 April 2017, (i) Mr. Wu Fei resigned as an executive director of the Company and a member of the Executive Committee; and (ii) Mr. Paul Kenneth Etchells resigned as an independent non-executive director and a member of each of the Audit Committee and Remuneration Committee. Please refer to the announcement of the Company dated 28 March 2017 for the details.

## 購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司期間內並無購買、出售或贖回本公司任何上市證券。

## 企業管治守則

本公司於截至2017年6月30日止六個月整個期間內一直採用上市規則附錄十四所載《企業管治守則》之原則並遵守其所有守則條文。

## 董事進行的證券交易

本公司已採納上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(《標準守則》)作為董事進行證券交易之操守守則。經本公司作出具體查詢後，本公司所有董事確認彼等於截至2017年6月30日止六個月整個期間內一直遵守《標準守則》所載列之規定標準。

## 更新有關董事信息

自2017年1月17日起生效，(i)王之盈先生已辭任本公司非執行董事及薪酬委員會成員；(ii)覃業龍先生及肖建平女士獲委任為本公司非執行董事；以及(iii)樂秀菊女士獲委任為本公司執行董事。詳情請參閱本公司日期為2017年1月17日的公告。

自2017年4月1日起生效，(i)吳飛先生辭任本公司執行董事及執行委員會成員；以及(ii)包逸耿先生(Mr. Paul Kenneth Etchells)辭任本公司獨立非執行董事及審核委員會並薪酬委員會成員。詳情請參閱本公司日期為2017年3月28日的公告。

At the annual general meeting of the Company held on 1 June 2017, ordinary resolutions were passed to (i) elect Ms. Luan Xiuju and Mr. Zhou Chenguang as executive directors and Mr. Qin Yelong and Ms. Xiao Jianping as non-executive directors; and (ii) re-elect Mr. Jiang Guojin as executive director; and Mr. Stephen Edward Clark and Mr. Li Hung Kwan, Alfred as independent non-executive directors. Please refer to Appendix 1 to the Company's circular dated 27 April 2017 for their biographies and other information.

With effect from 29 August 2017 (after the conclusion of the Board meeting held on the even date), (i) Mr. Yuen Tin Fan, Francis resigned as an independent non-executive director of the Company, a member of each of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee; and (ii) Mr. Mok Wai Bun, Ben was appointed as an independent non-executive director of the Company, a member of each of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee. Please refer to the announcement of the Company dated 29 August 2017 for the details.

## REVIEW OF INTERIM RESULTS

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

## INTERIM DIVIDEND

The Board did not declare the payment of an interim dividend for the six months ended 30 June 2017 (30 June 2016: HK\$1.2 cents per share).

於2017年6月1日本公司舉行的股東週年大會，普通決議案已獲通過(i)選舉樂秀菊女士及周晨光先生為執行董事及覃業龍先生及肖建平女士為非執行董事；以及(ii)重選江國金先生為執行董事及祈立德先生(Mr. Stephen Edward Clark)及李鴻鈞先生為獨立非執行董事。有關彼等的履歷及其他資料，請參閱本公司日期為2017年4月27日的通函之附錄一。

自2017年8月29日(於同日召開的董事會會議結束後)起生效，(i)袁天凡先生辭任本公司獨立非執行董事、審核委員會及提名委員會成員及薪酬委員會主席；及(ii)莫衛斌先生獲委任為本公司獨立非執行董事、審核委員會及提名委員會成員及薪酬委員會主席。詳情請參閱本公司日期為2017年8月29日的公告。

## 審閱中期業績

本集團於期間之未經審核簡明綜合中期財務資料已由董事會轄下的審核委員會審閱。

## 中期股息

董事會不宣派截至2017年6月30日止六個月之中期股息(2016年6月30日：每股1.2港仙)。

# Report on Review of Interim Financial Information

## 中期財務資料審閱報告



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

### INTRODUCTION

We have reviewed the interim financial information set out on pages 44 to 84, which comprises the condensed consolidated statement of financial position of China Foods Limited (the “Company”) and its subsidiaries as at 30 June 2017 and the related condensed consolidated statement of profit or loss, comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 *Interim Financial Reporting* (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants.

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

### SCOPE OF REVIEW

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

致中國食品有限公司董事會  
(於百慕達註冊成立的有限公司)

### 引言

我們已審閱列載於第44頁至第84頁中國食品有限公司(「貴公司」)及其附屬公司之中期財務資料，此中期財務資料包括於2017年6月30日之簡明綜合財務狀況表與截至該日止六個月期間之有關簡明綜合損益報表、全面收入報表、股本變動報表和現金流量表以及解釋性附註。根據《香港聯合交易所有限公司證券上市規則》，上市公司必須符合其中相關規定和香港會計師公會頒佈之《香港會計準則》第34號中期財務報告(「香港會計準則第34號」)之規定編製中期財務資料報告。

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

### 審閱範圍

我們已根據香港會計師公會頒佈之《香港審閱工作準則》第2410號實體之獨立核數師對中期財務資料之審閱進行審閱。中期財務資料審閱工作包括向主要負責財務會計事項之人員詢問，並應用分析和其他審閱程序。由於審閱範圍遠較按照香港審計準則進行的審核範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此我們不會發表審核意見。

# Report on Review of Interim Financial Information

## 中期財務資料審閱報告

### CONCLUSION

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

*Certified Public Accountants*

22/F CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

29 August 2017

### 結論

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

執業會計師

香港中環  
添美道1號  
中信大廈22樓

2017年8月29日

# Condensed Consolidated Statement of Profit or Loss

## 簡明綜合損益報表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
<b>CONTINUING OPERATIONS</b>	<b>持續經營業務</b>		
REVENUE	收入	15,628,243	14,590,646
Cost of sales	銷售成本	(11,723,731)	(11,134,307)
Gross profit	毛利	3,904,512	3,456,339
Other income and gains	其他收入及收益	1,961,212	667,760
Selling and distribution expenses	銷售及分銷支出	(3,100,313)	(2,761,856)
Administrative expenses	行政支出	(420,361)	(341,042)
Other expenses and losses	其他支出及虧損	(567,094)	(14,507)
Finance costs	融資成本	(41,654)	(21,605)
Share of profits of associates	應佔聯營公司溢利	26,430	26,254
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	來自持續經營業務之除稅前溢利	1,762,732	1,011,343
Income tax expense	所得稅支出	(607,013)	(193,627)
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS	期內來自持續經營業務之溢利	1,155,719	817,716
<b>DISCONTINUED OPERATION</b>	<b>終止經營業務</b>		
Loss for the period attributable to a discontinued operation	期內來自終止經營業務之虧損	-	(43,518)
PROFIT FOR THE PERIOD	期內溢利	1,155,719	774,198
Attributable to:	應佔方：		
Owners of the parent	母公司擁有人	756,111	616,677
Non-controlling interests	非控股權益	399,608	157,521
		1,155,719	774,198
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人應佔每股盈利		
Basic	基本		
- For the profit for the period	一期內溢利	HK27.03 cents 港仙	HK22.05 cents 港仙
- For the profit from continuing operations	一期內來自持續經營業務之溢利	HK27.03 cents 港仙	HK23.60 cents 港仙
Diluted	攤薄		
- For the profit for the period	一期內溢利	HK27.03 cents 港仙	HK22.05 cents 港仙
- For the profit from continuing operations	一期內來自持續經營業務之溢利	HK27.03 cents 港仙	HK23.60 cents 港仙

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收入報表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
PROFIT FOR THE PERIOD	期內溢利	1,155,719	774,198
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入/(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	將於以後期間重新分類至損益之其他全面收入/(虧損):		
Exchange differences related to foreign operations	換算海外業務時之匯兌差額	223,339	(188,544)
Share of other comprehensive loss of an associate	應佔一間聯營公司 其他全面虧損	(1,054)	-
Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods	將於以後期間重新分類至損益之其他全面收入/(虧損)淨額	222,285	(188,544)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX	期內其他全面收入/(虧損) (已扣除稅項)	222,285	(188,544)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收入總額	1,378,004	585,654
Attributable to:	應佔方:		
Owners of the parent	母公司擁有人	900,928	449,090
Non-controlling interests	非控股權益	477,076	136,564
		1,378,004	585,654

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

30 June 2017 | 2017年6月30日

			30 June 2017 2017年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 2016年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Property, plant and equipment	11	物業、廠房及設備	7,361,900	4,012,050
Investment properties		投資物業	33,644	32,644
Prepaid land premiums		預付土地金	627,804	472,574
Prepayments for items of property, plant and equipment		物業、廠房及設備 項目之預付款項	21,238	54,304
Goodwill		商譽	3,344,141	1,522,354
Other intangible assets		其他無形資產	9,854	11,272
Investments in associates		於聯營公司之投資	751,787	726,412
Available-for-sale investments		可供出售投資	12,690	12,975
Deferred tax assets		遞延稅項資產	230,580	154,964
<b>Total non-current assets</b>		<b>非流動資產總值</b>	<b>12,393,638</b>	<b>6,999,549</b>
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Inventories		存貨	3,946,489	4,007,825
Accounts and bills receivables	12	應收賬款及票據	1,852,177	1,319,672
Prepayments, deposits and other receivables		預付款項、按金 及其他應收款項	1,826,108	1,269,455
Due from fellow subsidiaries	18(d)	同系附屬公司欠款	291,749	321,552
Due from the immediate holding company	18(d)	直系控股公司欠款	162	162
Due from the ultimate holding company	18(d)	最終控股公司欠款	13,411	13,037
Due from non-controlling shareholders of subsidiaries	18(d)	附屬公司之非控股 股東欠款	1,896	946
Due from associates	18(d)	聯營公司欠款	40,969	26,297
Prepaid tax		預繳稅項	14,730	26,722
Pledged deposits		抵押存款	45,260	51,607
Cash and cash equivalents		現金及現金等值項目	1,292,843	1,120,224
<b>Assets of a disposal group classified as held for sale</b>		<b>分類為持作出售之 出售組別資產</b>	<b>9,325,794</b>	<b>8,157,499</b>
	8		101,010	958,220
<b>Total current assets</b>		<b>流動資產總值</b>	<b>9,426,804</b>	<b>9,115,719</b>



# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

30 June 2017 | 2017年6月30日

		Notes	30 June 2017 2017年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 2016年 12月31日 HK\$'000 千港元 (Audited) (經審核)
		附註		
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Accounts and bills payables	應付賬款及票據	13	2,418,582	1,199,220
Other payables and accruals	其他應付款項及應計負債		3,865,860	3,146,051
Due to fellow subsidiaries	欠同系附屬公司款項	18(d)	1,368,965	1,885,271
Due to the ultimate holding company	欠最終控股公司款項	18(d)	24,805	23,989
Due to related companies	欠關連公司款項	18(d)	6,605	6,232
Due to non-controlling shareholders of subsidiaries	欠附屬公司之非控股股東款項	18(d)	66,393	64,612
Due to associates	欠聯營公司款項	18(d)	77,866	124,753
Interest-bearing bank and other borrowings	計息銀行貸款及其他貸款		2,208,481	820,000
Tax payable	應付稅項		510,106	78,371
			<b>10,547,663</b>	7,348,499
Liabilities directly associated with the assets of a disposal group classified as held for sale	與分類為持作出售之出售組別資產直接相關之負債	8	-	329,299
Total current liabilities	流動負債總值		<b>10,547,663</b>	7,677,798
<b>NET CURRENT ASSETS/(LIABILITIES)</b>	<b>流動資產/(負債)淨值</b>		<b>(1,120,859)</b>	1,437,921
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>11,272,779</b>	8,437,470
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行貸款及其他貸款		2,042,170	825,086
Deferred income	遞延收入		329,963	294,719
Deferred tax liabilities	遞延稅項負債		37,177	25,545
Total non-current liabilities	非流動負債總值		<b>2,409,310</b>	1,145,350
Net assets	資產淨值		<b>8,863,469</b>	7,292,120
<b>EQUITY</b>	<b>股本</b>			
<b>Equity attributable to owners of the parent</b>	<b>母公司擁有人應佔股本</b>			
Issued capital	已發行股本		279,722	279,722
Reserves	儲備		6,047,561	5,181,359
			<b>6,327,283</b>	5,461,081
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>2,536,186</b>	1,831,039
Total equity	股本總值		<b>8,863,469</b>	7,292,120

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合股本變動報表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔										
		Issued capital	Share premium account	Employee share-based compensation reserve	Capital reserve	Reserve funds	Exchange fluctuation reserve	Asset revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	僱員股本結算薪酬儲備	資本儲備	儲備金	匯兌波動儲備	資產重估儲備	保留溢利	總計	非控股權益	股本總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
At 1 January 2017	於2017年1月1日	279,722	37,367	23,778	3,247,688	354,848	207,116	9,663	1,300,899	5,461,081	1,831,039	7,292,120
Profit for the period	期內溢利	-	-	-	-	-	-	-	756,111	756,111	399,608	1,155,719
Other comprehensive income/(loss) for the period:	期內其他全面收入/(虧損):											
Exchange differences related to foreign operations	有關海外業務匯兌差額	-	-	-	-	-	145,502	-	-	145,502	77,837	223,339
Share of other comprehensive loss of associate	應佔一間聯營公司其他全面虧損	-	-	-	(685)	-	-	-	-	(685)	(369)	(1,054)
Total comprehensive income for the period	期內全面收入總額	-	-	-	(685)	-	145,502	-	756,111	900,928	477,076	1,378,004
Acquisition of subsidiaries (note 14)	收購附屬公司(附註14)	-	-	-	-	-	-	-	-	-	187,161	187,161
Release of reserves upon disposal of subsidiaries	於出售附屬公司時解除儲備	-	-	-	-	(30,796)	-	-	30,796	-	-	-
Equity-settled share option arrangements	股本結算購股權安排	-	-	(1,154)	-	-	-	-	-	(1,154)	-	(1,154)
Transfer from retain earning	自保留盈利轉撥	-	-	-	-	1,691	-	-	(1,691)	-	-	-
Contribution from non-controlling shareholders of a subsidiary	一間附屬公司非控股股東供款	-	-	-	-	-	-	-	-	-	40,910	40,910
Final 2016 dividend declared	已宣派2016年末期股息	-	-	-	-	-	-	-	(33,572)	(33,572)	-	(33,572)
At 30 June 2017	於2017年6月30日	279,722	37,367*	22,624*	3,247,003*	325,743*	352,618*	9,663*	2,052,543*	6,327,283	2,536,186	8,863,469

\* These reserve accounts comprise the consolidated reserves of HK\$6,047,561,000 (31 December 2016: HK\$5,181,359,000) in the condensed consolidated statement of financial position.

\* 該等儲備賬目構成簡明綜合財務狀況表中之綜合儲備6,047,561,000港元(2016年12月31日: 5,181,359,000港元)。

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合股本變動報表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔										
		Issued capital	Share premium account	Employee share-based compensation reserve	Capital reserve	Reserve funds	Exchange fluctuation reserve	Asset revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	僱員股本結算薪酬儲備	資本儲備	儲備金	匯兌波動儲備	資產重估儲備	保留溢利	總計	非控股權益	股本總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
At 1 January 2016	於2016年1月1日	279,722	37,367	31,074	3,247,332	352,019	674,517	16,573	854,157	5,492,761	1,559,438	7,052,199
Profit for the period	期內溢利	-	-	-	-	-	-	-	616,677	616,677	157,521	774,198
Other comprehensive loss for the period:	期內其他全面虧損：											
Exchange differences related to foreign operations	有關海外業務匯兌差額	-	-	-	-	-	(167,587)	-	-	(167,587)	(20,957)	(188,544)
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	(167,587)	-	616,677	449,090	136,564	585,654
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	(6,910)	6,910	-	-	-
Equity-settled share option arrangements	股本結算購股權安排	-	-	148	-	-	-	-	-	148	-	148
Transfer of employee share-based compensation reserve upon the forfeiture or expiry of share options	於購股權沒收或到期時轉撥僱員股本結算薪酬儲備	-	-	(1,371)	-	-	-	-	1,371	-	-	-
Final 2015 dividend declared	已宣派2015年末期股息	-	-	-	-	-	-	-	(27,977)	(27,977)	-	(27,977)
Dividends paid to non-controlling shareholders of subsidiaries	向附屬公司之非控股股東已支付之股息	-	-	-	-	-	-	-	-	-	(19,527)	(19,527)
At 30 June 2016	於2016年6月30日	279,722	37,367	29,851	3,247,332	352,019	506,930	9,663	1,451,138	5,914,022	1,676,475	7,590,497

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Profit/(loss) before tax:	除稅前溢利／(虧損)：		
From continuing operations	來自持續經營業務	<b>1,762,732</b>	1,011,343
From a discontinued operation	來自終止經營業務	–	(43,723)
Adjustments for:	就下列項目作出調整：		
Finance costs	融資成本	<b>41,654</b>	21,605
Share of profits of associates	應佔聯營公司溢利	<b>(26,430)</b>	(26,254)
Interest income	利息收入	<b>(9,572)</b>	(7,653)
Dividend income from available-for-sale investments	可供出售投資之 股息收入	<b>(49,944)</b>	(48,689)
Impairment of receivables	應收款項減值	<b>83,422</b>	13,014
Equity-settled share option expense	股本結算購股權開支	<b>(1,154)</b>	148
Amortisation of other intangible assets	其他無形資產攤銷	<b>1,639</b>	2,270
Depreciation	折舊	<b>282,662</b>	247,807
Changes in fair value of investment properties	投資物業之公平值變動	–	174
Loss on disposal/write-off of items of property, plant and equipment	物業、廠房及設備項目 之出售虧損／撇銷	<b>4,248</b>	1,535
Impairment of available-for-sale investments	可供出售投資之減值	<b>671</b>	–
Impairment of goodwill	商譽減值	<b>478,753</b>	–
Recognition of prepaid land premiums	確認預付土地金	<b>6,936</b>	6,874
Provision against inventories	存貨撥備	<b>11,965</b>	19,579
Government grants	政府補助	<b>(88,962)</b>	(38,876)
Gain on disposal of subsidiaries	出售附屬公司收益	<b>(907,159)</b>	(522,969)
Gain on disposal of equity interests in associates	出售聯營公司股權收益	<b>(493,679)</b>	–
Gain on disposal of available-for-sale investments	出售可供出售投資收益	<b>(359,553)</b>	–
		<b>738,229</b>	636,185

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Decrease in inventories	存貨減少	<b>600,125</b>	530,918
Decrease/(increase) in accounts and bills receivables	應收賬款及票據減少/(增加)	<b>12,661</b>	(311,647)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	<b>49,716</b>	302,143
Decrease in amounts due from fellow subsidiaries	同系附屬公司欠款減少	<b>26,851</b>	33,073
Decrease/(increase) in an amount due from the ultimate holding company	最終控股公司欠款減少/(增加)	<b>(374)</b>	302
Increase in amounts due from non-controlling shareholders of subsidiaries	附屬公司非控股股東欠款增加	<b>(950)</b>	(928)
Increase in amounts due from associates	聯營公司欠款增加	<b>(14,671)</b>	(2,212)
Increase in accounts and bills payables	應付賬款及票據增加	<b>228,607</b>	196,331
Decrease in other payables and accruals	其他應付款項及應計負債減少	<b>(823,223)</b>	(775,153)
Increase/(decrease) in amounts due to fellow subsidiaries	欠同系附屬公司款項增加/(減少)	<b>(432,530)</b>	781,422
Increase/(decrease) in an amount due to the ultimate holding company	欠最終控股公司款項增加/(減少)	<b>816</b>	(307)
Increase/(decrease) in amounts due to related companies	欠關連公司款項增加/(減少)	<b>373</b>	(1,258)
Increase/(decrease) in amounts due to non-controlling shareholders of subsidiaries	欠附屬公司非控股股東款項增加/(減少)	<b>1,781</b>	(187,919)
Increase/(decrease) in amounts due to associates	欠聯營公司款項增加/(減少)	<b>(66,987)</b>	2,370
Effect of foreign exchange rate changes, net	匯率變動影響淨額	<b>(90,877)</b>	(7,273)
<b>Cash generated from operations</b>	<b>經營業務所得之現金</b>	<b>229,547</b>	1,196,047
Interest received	已收利息	<b>9,572</b>	7,653
Interest paid	已付利息	<b>(41,654)</b>	(21,605)
Mainland China income tax paid	已付中國大陸所得稅	<b>(217,997)</b>	(118,560)

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Net cash flows from operating activities	經營業務所得之 現金流淨額	<b>(20,532)</b>	1,063,535
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Decrease in pledged deposits	抵押存款減少	<b>6,021</b>	9,014
Dividends received from available-for-sale investments	已收可供出售投資之股息	<b>49,944</b>	48,689
Dividends received from associates	已收聯營公司股息	<b>33,075</b>	27,928
Mainland China income tax paid on investing activities	投資活動已付中國大陸 所得稅	<b>(23,151)</b>	–
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	<b>4,155</b>	2,729
Purchases of items of property, plant and equipment	購置物業、廠房及 設備項目	<b>(420,470)</b>	(237,672)
Additions to prepaid land premiums	預付土地金增加	–	(102,502)
Decrease/(increase) in prepayments for items of property, plant and equipment	預付物業、廠房及設備 項目減少/(增加)	<b>33,063</b>	(84,832)
Acquisition of subsidiaries	收購附屬公司	<b>(3,516,856)</b>	–
Disposal of subsidiaries	出售附屬公司	<b>1,103,274</b>	683,220
Receipt of government grants	收到政府補助	<b>109,346</b>	204,919
Proceeds from disposal of equity interests in associates	出售聯營公司股權 所得款項	<b>548,752</b>	–
Proceeds from disposal of an available-for-sale investment	出售可供出售投資 所得款項	<b>453,936</b>	–
Increase in other payables and accruals	其他應付款項及 應計負債增加	<b>238,501</b>	–

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2017 | 截至2017年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash flows from/(used in) investing activities	投資活動所得/(所用) 之現金流淨額	(1,380,410)	551,493
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
New bank borrowings	新增銀行貸款	3,354,796	2,408,502
New other borrowings	新增其他貸款	-	1,276
Repayments of bank borrowings	償還銀行貸款	(1,873,740)	(3,077,223)
Contribution from non-controlling shareholders of subsidiaries	附屬公司非控股股東供款	40,910	-
Dividends paid to non-controlling shareholders of subsidiaries	向附屬公司非控股股東 支付股息	-	(19,527)
Net cash flows from/(used in) financing activities	融資活動所得/(所用) 之現金流淨額	1,521,966	(686,972)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目 增加淨額</b>	<b>121,024</b>	<b>928,056</b>
Cash and cash equivalents at beginning of period	期初之現金及現金 等值項目	1,132,996	908,470
Effect of foreign exchange rate changes, net	匯率變動影響淨額	38,823	(22,716)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末之現金及現金 等值項目</b>	<b>1,292,843</b>	<b>1,813,810</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目 結餘分析</b>		
Cash and bank balances and cash equivalents as stated in the condensed consolidated statement of financial position and the condensed consolidated statement of cash flows	簡明綜合財務狀況表及 簡明綜合現金流量表 所載之現金及銀行 結餘及現金等值項目	1,292,843	1,813,810

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

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

During the six months ended 30 June 2017, the Group was involved in the following principal activities:

- processing, bottling and distribution of sparkling beverage and distribution of still beverage;
- production, sale and trading of grape wine and other wine products;
- distribution of retail packaged cooking oil and seasoning products;
- distribution of other consumer food and beverage products that are not categorised under the aforementioned activities.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The condensed consolidated interim financial information is prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants.

### 1. 公司資料

本公司為一家於百慕達註冊成立之有限責任公司。本公司之註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司乃在香港註冊成立之中糧集團(香港)有限公司之附屬公司。根據董事會之確認，最終控股公司為於中華人民共和國(「中國」)註冊的國有企業中糧集團有限公司。

截至2017年6月30日止六個月期間，本集團從事下列主要業務：

- 加工、裝瓶及分銷汽水及分銷不含氣飲料；
- 葡萄酒及其他酒品類產品的生產、銷售及貿易；
- 分銷零售型包裝烹調油及調味品；
- 分銷未經上述業務劃分之其他消費食品及飲料產品。

### 2. 編製基準及會計政策

簡明綜合中期財務資料乃根據香港會計師公會頒佈之香港會計準則(「香港會計準則」)第34號中期財務報告而編製。



# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

The condensed consolidated interim financial information have been prepared on a going concern basis notwithstanding that the Group had net current liabilities of HK\$1,120,859,000 at the end of the reporting period. In preparing this condensed consolidated interim financial information, the directors have given careful consideration to the current and anticipated future liquidity of the Group. Taking into account, inter alia, (i) the expected net cash inflows generated from the Group's operations for the next twelve months; and (ii) the unutilised loan facilities at the end of the reporting period, the directors are of the opinion that the Group will be able to meet its liabilities as and when they fall due. Accordingly, the directors consider that the preparation of this condensed consolidated interim financial information on a going concern basis is appropriate.

The condensed consolidated interim financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's financial statements for the year ended 31 December 2016.

The accounting policies and basis of preparation adopted in the preparation of the condensed consolidated interim financial information are the same as those used in the annual financial statements for the year ended 31 December 2016, except in relation to the following revised Hong Kong Financial Reporting Standards ("HKFRSs") that affect the Group and are adopted for the first time for the current period's financial information:

Amendments to HKAS 7	<i>Disclosure Initiative</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i>
<i>Annual Improvements 2014-2016 cycle</i>	Amendments to a number of HKFRSs

The adoption of the above revised HKFRSs has no material impact on the accounting policies of the Group.

### 2. 編製基準及會計政策(續)

儘管本集團於報告期末有流動負債淨額1,120,859,000港元，簡明綜合中期財務資料仍按持續經營基準編製。於編製本簡明綜合中期財務資料時，董事已仔細考慮本集團之現有及預期未來流動資金。經考慮(其中包括)(i)本集團業務於未來十二個月產生之預期現金流入淨額；及(ii)於報告期末未動用之貸款授信，董事認為，本集團將能夠應付其到期負債。因此，董事認為按持續經營基準編製本簡明綜合中期財務資料乃屬適當。

本簡明綜合中期財務資料並不包括年度財務報表中所規定之全部資料及披露，因此須與本集團截至2016年12月31日止年度之財務報表一併閱讀，始屬完備。

除下列影響本集團及本集團首次於本期間財務資料採納之經修訂香港財務報告準則(「香港財務報告準則」)外，編製本簡明綜合中期財務資料所採納之會計政策及編製基準，與截至2016年12月31日止年度之年度財務報表所採用者一致：

香港會計準則第7號(修訂本)	<i>披露計劃</i>
香港會計準則第12號(修訂本)	<i>就未變現虧損確認遞延稅項資產</i>
<i>2014年至2016年週期之年度改進</i>	若干香港財務報告準則之修訂

採納上述經修訂的香港財務報告準則對本集團的會計政策並無重大影響。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on the nature of their products and has four reportable operating segments as follows:

- (a) the beverage segment is engaged in the processing, bottling and distribution of sparkling beverage products and the distribution of still beverage products;
- (b) the wine segment is engaged in the production, sale and trading of grape wine and other wine products;
- (c) the kitchen food segment is engaged in the distribution of retail packaged cooking oil and seasoning products; and
- (d) the “others” segment is engaged in the distribution of other consumer food and beverage products that are not categorised under the aforementioned segments.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax from continuing operations. The adjusted profit/(loss) before tax from continuing operations is measured consistently with the Group's profit/(loss) before tax from continuing operations except that interest income, dividend income, gain on disposal of subsidiaries, the equity interests in associates and available-for-sale investments, finance costs, share of profits of associates, as well as unallocated head office and corporate results are all excluded from such measurement.

Segment assets exclude deferred tax assets, prepaid tax, restricted bank balances, pledged deposits, cash and cash equivalents, available-for-sale investments, investments in associates and other unallocated head office and corporate assets as these assets are managed on a group basis.

### 3. 經營分部資料

為管理目的，本集團按其產品性質劃分為不同的業務單元並擁有四項可予呈報經營分部如下：

- (a) 飲料分部，從事汽水產品的加工、裝瓶及分銷及不含氣飲料產品的分銷；
- (b) 酒品類分部，從事生產、銷售及買賣葡萄酒及其他酒品類產品；
- (c) 廚房食品分部，從事分銷零售型包裝烹調油及調味品；及
- (d) 「其他」分部，從事分銷未經上述分部所劃分之其他消費食品及飲料產品。

管理層監察本集團個別經營分部的業績，藉此作出有關資源分配的決定及評估表現。分部表現乃根據可予呈報分部溢利／（虧損）（其乃來自持續經營業務的經調整除稅前溢利／（虧損）之計量）進行評估。來自持續經營業務的經調整除稅前溢利／（虧損）與本集團來自持續經營業務的除稅前溢利／（虧損）之計量保持一致，惟該計量不包括利息收入、股息收入、出售附屬公司、於聯營公司及可供出售投資之股權收益、融資成本、應佔聯營公司溢利以及未分配總部及公司業績。

分部資產不包括遞延稅項資產、預繳稅項、受限制銀行結餘、抵押存款、現金及現金等值項目、可供出售投資、於聯營公司之投資及其他未分配總部及公司資產，因為該等資產按集團基準管理。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 3. OPERATING SEGMENT INFORMATION (continued)

Segment liabilities exclude interest-bearing bank and other borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

### 3. 經營分部資料(續)

分部負債不包括計息銀行貸款及其他貸款、應付稅項、遞延稅項負債及其他未分配總部及公司負債，因為該等負債按集團基準管理。

Six months ended 30 June 2017

截至2017年6月30日止六個月

		Beverage 飲料 HK\$'000 千港元 (Unaudited) (未經審核)	Wine 酒品類 HK\$'000 千港元 (Unaudited) (未經審核)	Kitchen food 廚房食品 HK\$'000 千港元 (Unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (Unaudited) (未經審核)	Total 合計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Segment revenue:</b>	<b>分部收益：</b>					
Sales to external customers	銷售予外界客戶	7,568,150	1,381,176	6,645,655	33,262	15,628,243
Other revenue	其他收益	66,304	36,263	1,327	37,411	141,305
		7,634,454	1,417,439	6,646,982	70,673	15,769,548
<b>Segment results</b>	<b>分部業績</b>	421,664	(418,973)	(304)	26,572	28,959
<i>Reconciliation:</i>	<i>對賬：</i>					
Interest income	利息收入					9,572
Dividend income	股息收入					49,944
Gain on disposal of subsidiaries	出售附屬公司收益					907,159
Gain on disposal of the equity interests in associates	出售聯營公司股權收益					493,679
Gain on disposal of available-for-sale investments	出售可供出售投資收益					359,553
Finance costs	融資成本					(41,654)
Share of profits of associates	應佔聯營公司溢利					26,430
Corporate and other unallocated expenses	公司及其他未分配支出					(70,910)
Profit before tax from continuing operations	來自持續經營業務之除稅前溢利					1,762,732
<b>30 June 2017</b>	<b>2017年6月30日</b>					
<b>Segment assets</b>	<b>分部資產</b>	12,644,244	4,321,821	2,211,629	211,301	19,388,995
<i>Reconciliation:</i>	<i>對賬：</i>					
Investments in associates	於聯營公司之投資					751,787
Corporate and other unallocated assets	公司及其他未分配資產					1,578,650
Assets of a disposal group classified as held for sale	分類為持作出售之出售組別資產					101,010
Total assets	資產總值					21,820,442
<b>Segment liabilities</b>	<b>分部負債</b>	5,123,739	1,221,672	2,183,323	-	8,528,734
<i>Reconciliation:</i>	<i>對賬：</i>					
Corporate and other unallocated liabilities	公司及其他未分配負債					4,428,239
Total liabilities	負債總值					12,956,973

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 3. OPERATING SEGMENT INFORMATION (continued)

### 3. 經營分部資料(續)

Six months ended 30 June 2016

截至2016年6月30日止六個月

	Beverage 飲料 HK\$'000 千港元 (Unaudited) (未經審核)	Wine 酒品類 HK\$'000 千港元 (Unaudited) (未經審核)	Kitchen food 廚房食品 HK\$'000 千港元 (Unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (Unaudited) (未經審核)	Total 合計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Segment revenue:</b>	<b>分部收益:</b>				
Sales to external customers	6,156,482	1,285,220	6,987,176	161,768	14,590,646
Other revenue	59,368	14,997	4,838	8,310	87,513
	6,215,850	1,300,217	6,992,014	170,078	14,678,159
<b>Segment results</b>	<b>分部業績</b>				
<i>Reconciliation:</i>	<i>對賬:</i>				
Interest income					7,566
Dividend income					48,689
Gain on disposal of subsidiaries					522,969
Finance costs					(21,605)
Share of profits of associates					26,254
Corporate and other unallocated expenses					(184,342)
Profit before tax from continuing operations	來自持續經營業務之除稅前溢利				1,011,343

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 3. OPERATING SEGMENT INFORMATION (continued)

### 3. 經營分部資料(續)

31 December 2016

2016年12月31日

		Beverage 飲料	Wine 酒品類	Kitchen food 廚房食品	Others 其他	Total 合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(audited)	(audited)	(audited)	(audited)	(audited)
		(經審核)	(經審核)	(經審核)	(經審核)	(經審核)
<b>Segment assets</b>	<b>分部資產</b>	5,532,300	4,296,663	2,987,885	251,826	13,068,674
<i>Reconciliation:</i>	<i>對賬:</i>					
Investments in associates	於聯營公司之投資					726,412
Corporate and other unallocated assets	公司及其他未分配資產					1,361,962
Assets of a disposal group classified as held for sale	分類為持作出售之出售組別資產					958,220
<b>Total assets</b>	<b>資產總值</b>					<b>16,115,268</b>
<b>Segment liabilities</b>	<b>分部負債</b>	2,764,734	680,321	3,247,436	–	6,692,491
<i>Reconciliation:</i>	<i>對賬:</i>					
Corporate and other unallocated liabilities	公司及其他未分配負債					1,801,358
Liabilities directly associated with the assets classified as held for sale	直接與分類為持作出售資產相關之負債					329,299
<b>Total liabilities</b>	<b>負債總值</b>					<b>8,823,148</b>

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 4. REVENUE, OTHER INCOME AND GAINS

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

An analysis of the Group's other income and gains from continuing operations is as follows:

### 4. 收入、其他收入及收益

收入(本集團之營業額)乃指於期間內扣除退貨撥備及貿易折扣後的已售出貨品發票淨值。

本集團來自持續經營業務之其他收入及收益分析如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other income</b>	<b>其他收入</b>		
Gross rental income	租金收入總額	2,047	2,062
Bank interest income	銀行利息收入	9,572	7,566
Dividend income from available-for-sale investments	可供出售投資之股息收入	49,944	48,689
Government grants*	政府補助*	88,962	38,876
Compensation income	補償收入	516	554
Sale of by-products and scrap items	出售副產品及廢料項目	15,627	13,818
Others	其他	34,153	32,203
		<b>200,821</b>	143,768
<b>Gains</b>	<b>收益</b>		
Foreign exchange differences, net	匯兌差額，淨額	–	1,023
Gain on disposal of subsidiaries (Note 15)	出售附屬公司收益 (附註15)	907,159	522,969
Gain on disposal of the equity interests in associates	出售聯營公司股權收益	493,679	–
Gain on disposal of available-for-sale investments	出售可供出售投資收益	359,553	–
		<b>1,760,391</b>	523,992
		<b>1,961,212</b>	667,760

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

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

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 5. FINANCE COSTS

An analysis of the Group's finance costs from continuing operations is as follows:

### 5. 融資成本

本集團來自持續經營業務之融資成本分析如下：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on:	利息：		
Bank loans wholly repayable within five years	五年內全數償還之銀行貸款	41,107	19,654
Loans from non-controlling shareholders of subsidiaries	附屬公司非控股股東之貸款	547	1,468
Others	其他	-	483
		<b>41,654</b>	<b>21,605</b>

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## 簡明綜合中期財務資料附註

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### 6. PROFIT BEFORE TAX FROM CONTINUING OPERATIONS

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

### 6. 來自持續經營業務之除稅前溢利

本集團來自持續經營業務之除稅前溢利乃扣除／(計入)下列各項：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold	售出存貨成本	<b>11,711,766</b>	11,115,545
Provision against inventories	存貨撥備	<b>11,965</b>	18,762
Cost of sales	銷售成本	<b>11,723,731</b>	11,134,307
Depreciation	折舊	<b>282,662</b>	243,491
Amortisation of other intangible assets	其他無形資產攤銷	<b>1,639</b>	2,270
Recognition of prepaid land premiums	確認預付土地金	<b>6,936</b>	6,874
Loss on disposal/write-off of items of property, plant and equipment*	物業、廠房及設備項目之出售虧損／撇銷*	<b>4,248</b>	1,493
Impairment of receivables*	應收款項減值*	<b>83,422</b>	13,014
Impairment of available-for-sale investments*	可供出售投資之減值*	<b>671</b>	—
Impairment of goodwill*	商譽減值*	<b>478,753</b>	—
Foreign exchange differences, net	匯兌差額，淨額	<b>3,431</b>	(1,023)

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

\* 該等項目已計入簡明綜合損益報表之「其他支出及虧損」內。



# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 7. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (six months ended 30 June 2016: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

Pursuant to the approvals issued by the State Administration of Taxation of the PRC during 2013, the Company and certain of its subsidiaries are regarded as Chinese Resident Enterprises (collectively the “CREs”) and relevant enterprise income tax policies of the PRC are applicable to the CREs commencing from 1 January 2013.

### 7. 所得稅支出

由於本集團於期間內概無任何於香港產生的應課稅溢利，故並無就香港利得稅作出撥備（截至2016年6月30日止六個月：無）。其他地區之應課稅溢利之稅項乃根據本集團經營所在之司法權區之現行稅率計算。

根據中國國家稅務總局於2013年發出之批文，本公司及若干附屬公司被視為中國居民企業（統稱「中國居民企業」），中國相關企業所得稅政策由2013年1月1日起適用於中國居民企業。

		For the six months ended 30 June	
		截至6月30日止六個月	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current – Mainland China:	即期－中國大陸：		
Charge for the period	期內扣除	<b>649,457</b>	191,204
Current – Elsewhere:	即期－其他地區：		
Charge for the period	期內扣除	–	57
Overprovision in prior years	過往年度超額撥備	<b>(942)</b>	–
Deferred	遞延	<b>(41,502)</b>	2,366
<b>Total tax charge for the period</b>	<b>期內稅項支出總額</b>	<b>607,013</b>	193,627

The share of tax attributable to associates amounting to HK\$9,243,000 (six months ended 30 June 2016: HK\$7,936,000) is included in “Share of profits of associates” in the condensed consolidated statement of profit or loss.

聯營公司應佔稅項達致9,243,000港元（截至2016年6月30日止六個月：7,936,000港元），乃計入簡明綜合損益報表中「應佔聯營公司溢利」。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 8. DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

#### (1) Discontinued operation

Prized Developments Limited and its subsidiaries (the “Target Group”) are engaged in the production of the Group’s chocolate and other confectionary products, which are sold and distributed via COFCO Food Sales & Distribution Co., Ltd., a wholly-owned subsidiary of the Group. Together these two components comprise the Group’s confectionery segment (the “Discontinued Segment”).

On 31 December 2015, the Company announced the decision of its board of directors to dispose of the Target Group by entering into an equity transfer and debt assignment agreement with Tops Properties Limited, a wholly-owned subsidiary of COFCO Property (Group) Co., Ltd. which is a Shenzhen-listed company owned as to 45.67% by COFCO, for a total consideration of RMB611,000,000 (subject to certain potential adjustments). The Group has decided to cease the Discontinued Segment because it plans to focus its resources on its other business.

As a result, the Discontinued Segment was classified as a disposal group held for sale and as a discontinued operation. With the Discontinued Segment being classified as a discontinued operation, it is no longer included in the note for operating segment information.

### 8. 終止經營業務及分類為持有待售之出售組合

#### (1) 終止經營業務

Prized Developments Limited及其附屬公司(統稱「目標集團」)從事生產本集團的巧克力及其他休閒食品產品。該等產品經本集團的一家全資附屬公司中糧食品營銷有限公司進行出售及分銷。這兩部份共同組成本集團的休閒食品業務分部(「終止經營業務分部」)。

於2015年12月31日，本公司宣佈其董事會決定，通過與中糧地產(集團)股份有限公司的全資附屬公司(一家深圳上市公司，由中糧集團持有45.67%)華高置業有限公司訂立股權及債務轉讓協議以出售目標集團，總代價為人民幣611,000,000元(可進行若干潛在調整)。本集團由於計劃專注於投放資源於其他業務，因此決定退出終止經營業務分部。

因此，終止經營業務分部分類為持作出售之出售組合及終止經營業務。由於終止經營業務分部分類為終止經營業務，故其不再包括在經營分部資料附註內。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 8. DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (continued)

#### (1) Discontinued operation (continued)

On 31 May 2016, the disposal in relation to the Target Group was completed. The results of the Discontinued Segment for the period are presented below:

### 8. 終止經營業務及分類為持有待售之出售組合(續)

#### (1) 終止經營業務(續)

於2016年5月31日，有關目標集團的出售已完成。終止經營業務分部於期間內的業績呈列如下：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收入	–	114,747
Cost of sales	銷售成本	–	(77,377)
Other income and gains	其他收入及收益	–	1,917
Selling and distribution expenses	銷售及分銷支出	–	(77,576)
Administrative expenses	行政支出	–	(5,218)
Other expenses and losses	其他支出及虧損	–	(216)
Loss before tax from a discontinued operation	終止經營業務之除稅前虧損	–	(43,723)
Income tax credit related to pre-tax loss	有關除稅前虧損之所得稅抵免	–	205
Loss for the period from a discontinued operation	終止經營業務之期內虧損	–	(43,518)

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### 8. DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (continued)

#### (1) Discontinued operation (continued)

The net cash flows incurred by the Discontinued Segment are as follows:

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Operating activities	經營活動	-	9,612
Investing activities	投資活動	-	(1,583)
Net cash flow inflow	現金流量流入淨額	-	8,029
Loss per share:	每股虧損：		
Basic, attributable to the discontinued operation	基本，終止經營業務	-	HK\$1.55 cents 港仙
Diluted, attributable to the discontinued operation	攤薄，終止經營業務	-	HK\$1.55 cents 港仙

The calculations of basic and diluted loss per share attributable to the discontinued operation are based on:

### 8. 終止經營業務及分類為持有待售之出售組合(續)

#### (1) 終止經營業務(續)

終止經營業務分部產生的現金流量淨額如下：

計算終止經營業務應佔的每股基本及攤薄虧損乃基於：

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年	2016 2016年
Loss attributable to ordinary equity holders of the parent attributable to the discontinued operation	母公司普通股權益持有人應佔終止經營業務的應佔虧損	-	HK\$43,518,000 港元
Weighted average number of ordinary shares in issue during the period used in the basic and diluted loss per share calculation (Note 10)	計算每股基本及攤薄虧損使用的期內已發行普通股加權平均數(附註10)	2,797,223,396	2,797,223,396

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## 簡明綜合中期財務資料附註

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### 8. DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (continued)

#### (2) Disposal group classified as held for sale

On 16 December 2016, COFCO Coca-Cola Beverages Limited (“CCBL”), a 65%-owned subsidiary of the Company, and the Company entered into the public sale equity transfer master agreement with Swire Beverages Holdings Limited (“Swire”) pursuant to which the Company agreed to dispose of its entire investments in subsidiaries in Hainan COFCO Coca-Cola Beverages Limited, COFCO Coca-Cola Beverages (Jiangxi) Limited and Zhanjiang COFCO Coca-Cola Beverages Limited, and its investments in associates in Swire Coca-Cola Beverages Jiangsu Limited, Swire Coca-Cola Beverages Zhejiang Limited and Swire Coca-Cola Beverages Wenzhou Limited, and its available-for-sale investments in Swire Guangdong Coca-Cola Limited, Swire Guangdong Coca-Cola (Huizhou) Limited and The Coca-Cola Bottling Unit of Shanghai Shen-Mei Beverage and Food Co., Ltd (collectively referred to as the “Public Sale Companies”) to Swire at an aggregate consideration of approximately RMB2,122 million.

The Public Sale Companies are engaged in the processing, bottling and distribution of sparkling beverage products, and distributing still beverage products in various regions in Mainland China, which are part of the Group’s beverage segment. The above transactions, which are expected to be completed within one year, together with the acquisitions of various beverage companies from The Coca-Cola Company (“KO”) and Swire as well as the disposal of the Discontinued Segment, form part of the Group’s overall strategy of concentrating on expanding its core activities.

On 1 April 2017, the disposal in relation to the Public Sale Companies was completed, except the disposal in relation to The Coca-Cola Bottling Unit of Shanghai Shen-Mei Beverage and Food Co., Ltd.

### 8. 終止經營業務及分類為持有待售之出售組合(續)

#### (2) 分類為持有待售之出售組合

於2016年12月16日，本公司擁有65%權益之附屬公司中糧可口可樂飲料有限公司(「中可」)及本公司與太古飲料控股有限公司(「太古」)訂立公開出售產權轉讓總合同，據此，本公司同意向太古出售本公司於海南中糧可口可樂飲料有限公司、中糧可口可樂飲料(江西)有限公司及湛江中糧可口可樂飲料有限公司，以及於其聯營公司江蘇太古可口可樂飲料有限公司、浙江太古可口可樂飲料有限公司及溫州太古可口可樂飲料有限公司，以及其於可供出售投資廣東太古可口可樂有限公司、廣東太古可口可樂惠州有限公司及上海申美飲料食品有限公司可口可樂裝瓶部(統稱「公開出售公司」)的全部股權，總代價約為人民幣21.22億元。

公開出售公司在中國大陸不同地區從事汽水產品的加工、裝瓶及分銷及不含氣飲料產品的分銷，為本集團飲料業務分部的一部份。預期於一年內完成的上述交易，連同向可口可樂公司(「可樂」)及太古收購多間飲料公司，以及出售終止經營業務分部，為本集團專注於擴張核心業務的整體策略的一部分。

與公開出售公司有關之出售於2017年4月1日完成，惟與上海申美飲料食品有限公司可口可樂裝瓶部有關之出售則除外。

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### 8. DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (continued)

### 8. 終止經營業務及分類為持有待售之出售組合(續)

#### (2) Disposal group classified as held for sale (continued)

#### (2) 分類為持有待售之出售組合(續)

The major classes of assets and liabilities of the Public Sale Companies classified as held for sale as the end of reporting period are as follows:

於報告期末，公開出售公司分類為持有待售之主要類別資產及負債如下：

		30 June 2017 2017年 6月30日 HK\$'000 千港元	31 December 2016 2016年 12月31日 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>		
Property, plant and equipment	物業、廠房及設備	-	316,405
Prepaid land premiums	預付土地金	-	34,043
Prepayments for items of property, plant and equipment	物業、廠房及設備項目之預付款項	-	25
Goodwill	商譽	-	102,782
Investments in associates	於聯營公司之投資	-	88,148
Available-for-sale investments	可供出售投資	101,010	195,393
Deferred tax assets	遞延稅項資產	-	9,946
Inventories	存貨	-	150,516
Accounts and bills receivables	應收賬款及票據	-	25,134
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	-	20,504
Due from associates	聯營公司欠款	-	1
Prepaid tax	預繳稅項	-	175
Pledged deposits	抵押存款	-	2,376
Cash and cash equivalents	現金及現金等值項目	-	12,772
Assets classified as held for sale	分類為持有待售之資產	101,010	958,220
<b>Liabilities</b>	<b>負債</b>		
Accounts and bills payables	應付賬款及票據	-	(115,879)
Other payables and accruals	其他應付款項及應計負債	-	(182,881)
Due to associates	欠聯營公司款項	-	(26,972)
Tax payable	應付稅項	-	(3,567)
Liabilities directly associated with the assets classified as held for sale	直接與分類為持有待售之資產有關之負債	-	(329,299)
Net assets directly associated with the Public Sale Companies	直接與公開出售公司有關之資產淨值	101,010	628,921
Exchange fluctuation reserve of the Public Sale Companies	公開出售公司之外匯變動儲備	-	35,100

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### 9. DIVIDEND

### 9. 股息

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Interim – Nil (six months ended 30 June 2016: HK1.2 cents) per ordinary share	中期—每股普通股：無 (截至2016年6月30日止六個月：1.2港仙)	-	33,567

### 10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share amount for the period ended 30 June 2017 is based on the profit for the period attributable to ordinary equity holders of the parent of HK\$756,111,000 (six months ended 30 June 2016: HK\$616,677,000), and the weighted average number of ordinary shares of 2,797,223,396 (six months ended 30 June 2016: 2,797,223,396) in issue during the period.

No adjustment has been made to the basic earnings per share amounts presented for the six months ended 30 June 2016 and 2017 in respect of the dilution as the impact of the Company's share options outstanding had no dilutive effect on the basic profit per share amounts presented.

### 10. 母公司普通股權益持有人應佔每股盈利

截至2017年6月30日止期間每股基本盈利數額乃按母公司普通股權益持有人應佔期內溢利756,111,000港元(截至2016年6月30日止六個月：616,677,000港元)，以及期間內已發行普通股之加權平均數2,797,223,396股(截至2016年6月30日止六個月：2,797,223,396股)計算。

由於本公司尚未行使購股權對所呈列每股基本盈利金額並無攤薄影響，故並無對截至2016年及2017年6月30日止六個月所呈列每股基本盈利金額作出攤薄調整。

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### 11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2017, the Group acquired items of property, plant and equipment at a total cost of HK\$420,470,000 (six months ended 30 June 2016: HK\$237,672,000), and disposed of items of property, plant and equipment with a total net carrying amount of HK\$8,403,000 (six months ended 30 June 2016: HK\$4,264,000).

### 11. 物業、廠房及設備

於截至2017年6月30日止六個月，本集團收購物業、廠房及設備項目之成本總額為420,470,000港元(截至2016年6月30日止六個月：237,672,000港元)，出售物業、廠房及設備項目之賬面淨值總額為8,403,000港元(截至2016年6月30日止六個月：4,264,000港元)。

### 12. ACCOUNTS AND BILLS RECEIVABLES

### 12. 應收賬款及票據

		30 June 2017 2017年6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 2016年12月31日 HK\$'000 千港元 (Audited) (經審核)
Accounts and bills receivables	應收賬款及票據	<b>2,027,217</b>	1,446,904
Impairment	減值	<b>(175,040)</b>	(127,232)
		<b>1,852,177</b>	1,319,672

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for one to three months. 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 accounts receivable relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its accounts and bills receivable balances. Accounts and bills receivables are non-interest-bearing.

除新客戶外，本集團與客戶之貿易條款乃主要按信貸訂立，一般規定新客戶預先付款。信貸期一般介乎一至三個月。每名客戶都設有信貸額上限。本集團尋求維持嚴格控制其未償還應收賬款及設有信貸控制部，務求將信貸風險減至最低。高級管理層定期審核逾期結餘。鑒於上述原因，以及本集團涉及大量不同客戶之應收賬款，故信貸風險之集中程度並不嚴重。本集團並無就其應收賬款及票據結餘持有任何抵押品或其他信用增級工具。應收賬款及票據為不計息。



# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 12. ACCOUNTS AND BILLS RECEIVABLES (continued)

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

### 12. 應收賬款及票據(續)

於報告期末之本集團應收賬款及票據賬齡按發票日期並扣除減值分析如下：

		30 June 2017 2017年6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 2016年12月31日 HK\$'000 千港元 (Audited) (經審核)
Within 3 months	三個月內	<b>1,485,659</b>	1,039,048
3 to 12 months	三個月至十二個月內	<b>324,029</b>	252,501
1 to 2 years	一年至兩年內	<b>32,733</b>	19,296
Over 2 years	超過兩年	<b>9,756</b>	8,827
		<b>1,852,177</b>	1,319,672

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 13. ACCOUNTS AND BILLS PAYABLES

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

### 13. 應付賬款及票據

於報告期末之本集團應付賬款及票據賬齡按發票日期分析如下：

		30 June 2017 2017年6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 2016年12月31日 HK\$'000 千港元 (Audited) (經審核)
Within 3 months	三個月內	<b>2,272,303</b>	1,114,518
3 to 12 months	三個月至十二個月內	<b>131,132</b>	75,035
1 to 2 years	一年至兩年內	<b>6,297</b>	1,251
Over 2 years	超過兩年	<b>8,850</b>	8,416
		<b>2,418,582</b>	1,199,220

At 30 June 2017, certain of the Group's bills payable were secured by the Group's bank deposits amounting to HK\$45,260,000 (31 December 2016: HK\$51,607,000).

於2017年6月30日，本集團若干應付票據由本集團銀行存款45,260,000港元(2016年12月31日：51,607,000港元)予以擔保。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 14. BUSINESS COMBINATION

On 17 November 2016, CCBL entered into the non-public sale equity transfer master agreement with KO and Swire pursuant to which:

- (i) KO will procure its subsidiaries to transfer to CCBL all the issued share capital in Coca-Cola (Chongqing) Beverages Ltd, Coca-Cola (Jilin) Beverages Ltd, Coca-Cola Liaoning (Central) Beverages Ltd, and Coca-Cola (Heilongjiang) Beverages Ltd., 93.75% of the issued share capital in Coca-Cola Liaoning (North) Beverages Ltd, 89.3% of the issued share capital in Coca-Cola (Sichuan) Beverages Ltd, 75% of the issued share capital in Coca-Cola (Shanxi) Beverages Ltd, and 60% of the issued share capital in Coca-Cola Liaoning (South) Beverages Ltd, (the “CBL Companies”), for an aggregate base consideration of RMB2,900,000,000;
- (ii) Swire will procure its subsidiaries to transfer to CCBL all the issued share capital in Swire Coca-Cola Beverages Shaanxi Limited (“Coca-Cola Shaanxi”) for an aggregate base consideration of RMB487,000,000; and
- (iii) Such base considerations shall be subject to customary closing accounts adjustments by reference to the net cash balance and the working capital level of each entities as at the date of completion.

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

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

### 14. 業務合併

於2016年11月17日，中可與可樂及太古訂立非公開出售產權轉讓總合同，據此：

- (i) 可樂將促使其附屬公司向中可轉讓可口可樂(重慶)飲料有限公司、可口可樂(吉林)飲料有限公司、可口可樂遼寧(中)飲料有限公司及可口可樂(黑龍江)飲料有限公司之全部已發行股本以及可口可樂遼寧(北)飲料有限公司93.75%已發行股本、可口可樂(四川)飲料有限公司89.3%已發行股本、可口可樂(山西)飲料有限公司75%已發行股本及可口可樂遼寧(南)飲料有限公司60%已發行股本(上述公司統稱「可口可樂飲料」)，基本代價總額為人民幣2,900,000,000元；
- (ii) 太古將促使其附屬公司向中可轉讓陝西太古可口可樂飲料有限公司(「可口可樂陝西」)之全部已發行股本，基本代價總額為人民幣487,000,000元；及
- (iii) 有關基本代價須待參考各實體於完成日期之現金結餘淨額及營運資金水平就慣常交割賬目作出調整。

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

於2017年4月1日，上述有關可口可樂飲料及可口可樂陝西的收購已完成。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 14. BUSINESS COMBINATION (continued)

The Group has elected to measure the non-controlling interest in Coca-Cola Liaoning (North) Beverages Ltd, Coca-Cola (Sichuan) Beverages Ltd, Coca-Cola (Shanxi) Beverages Ltd, and Coca-Cola Liaoning (South) Beverages Ltd at the non-controlling interest's proportionate share of respective identifiable net assets.

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

### 14. 業務合併(續)

本集團已選擇按非控股權益應佔可口可樂遼寧(北)飲料有限公司、可口可樂(四川)飲料有限公司、可口可樂(山西)飲料有限公司及可口可樂遼寧(南)飲料有限公司各自之可識別資產淨值之比例計量該等公司之非控股權益。

可口可樂飲料及可口可樂陝西於收購日期之可識別資產及負債公平值如下：

		Notes	Fair value recognised on acquisition 於收購時確認之公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備		3,024,560
Prepaid land premiums	預付土地金		147,681
Other intangible assets	其他無形資產		–
Deferred tax assets	遞延稅項資產		27,798
Inventories	存貨		491,508
Accounts receivable	應收賬款		599,896
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項		644,363
Cash and cash equivalents	現金及現金等值項目		478,647
Accounts payable	應付賬款		(1,024,590)
Other payables and accruals	其他應付款項及應計負債		(1,237,150)
Interest-bearing bank borrowings	計息銀行借貸		(1,123,740)
Tax payable	應付稅項		(29,633)
Deferred income	遞延收入		(29,521)
Deferred tax liabilities	遞延稅項負債		(10,158)
<b>Total identifiable net assets at fair value</b>	<b>按公平值計量之可識別 資產淨值總額</b>		<b>1,959,661</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>(187,161)</b>
			<b>1,772,500</b>
<b>Goodwill on acquisition</b>	<b>收購商譽</b>	(b)	<b>2,223,003</b>
			<b>3,995,503</b>
Satisfied by:	以下列方式償付：		
Cash	現金		3,995,503
Contingent consideration	或有代價	(c)	–
			<b>3,995,503</b>

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

30 June 2017 | 2017年6月30日

### 14. BUSINESS COMBINATION (continued)

- (a) The fair value of the acquired identifiable intangible assets are provisional pending to the final valuation results performed by independent professionally qualified valuers.
- (b) The goodwill is provisional subject to final valuation results of identified intangible assets, contingent consideration and other identifiable assets and liabilities.
- (c) The contingent consideration represents the customary closing accounts adjustments on the base considerations by reference to the net cash balance and the working capital level of each entities as at the date of completion. As of 30 June 2017, contingent consideration is not recognised pending to the final valuation results performed by independent professionally qualified valuers and final confirmation on adjustments on the base considerations, if any, between counter parties.

### 14. 業務合併(續)

- (a) 購入的可識別無形資產之公平值為暫定值，最終金額取決於合資格獨立估值師之最終估值結果。
- (b) 商譽為暫定值，最終數額取決於已識別無形資產、或有代價及其他可識別資產及負債之最終估值結果。
- (c) 或有代價指參考各實體於完成日期之現金結餘淨額及營運資金水平就基本代價作出之慣常交割賬目調整。截至2017年6月30日，由於合資格獨立估值師的最終估值報告尚未完成，以及各交易對手方之間的基本代價調整(如有)尚待最終確認，故或有代價未予確認。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 14. BUSINESS COMBINATION (continued)

The Group incurred transaction costs of HK\$49,262,000 for this acquisition. These transaction costs have been expensed and are included in profit or loss.

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

		HK\$'000 千港元
Cash consideration	現金代價	(3,995,503)
Cash and bank balances acquired	購入之現金及銀行結餘	478,647
Net outflow of cash and cash equivalents in respect of the acquisition	收購所涉及之現金及現金等值項目流出淨額	(3,516,856)

Since the acquisition, the CBL Companies and Coca-Cola Shaanxi contributed HK\$1,722,739,000 to the Group's revenue and profit of HK\$19,977,000 to the consolidated profit for the six months ended 30 June 2017.

Had the combination taken place at the beginning of the reporting period, the revenue from continuing operations of the Group and the profit of the Group for the period would have been HK\$17,356,179,000 and HK\$1,199,853,000, respectively.

### 14. 業務合併(續)

本集團就是項收購產生交易成本49,262,000港元。該等交易成本已予支銷並計入損益。

有關收購所涉及之現金及現金等值項目流出淨額分析如下：

自收購事項以來，可口可樂飲料及可口可樂陝西為本集團貢獻收入1,722,739,000港元及為截至2017年6月30日止六個月之綜合溢利貢獻溢利19,977,000港元。

倘合併於報告期初進行，期間內本集團之持續經營業務收入及本集團之溢利將分別為17,356,179,000港元及1,199,853,000港元。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 15. DISPOSAL OF SUBSIDIARIES

### 15. 出售附屬公司

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Net assets disposed of:	出售資產淨值如下：		
Property, plant and equipment	物業、廠房及設備	318,570	128,207
Investment properties	投資物業	-	79,297
Prepaid land premiums	預付土地金	34,673	-
Prepayments for items of property, plant and equipment	物業、廠房及設備 項目之預付款項	28	-
Goodwill	商譽	102,897	-
Deferred tax assets	遞延稅項資產	9,825	-
Inventories	存貨	91,270	43,891
Accounts and bills receivables	應收賬款及票據	24,136	10,553
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	18,145	1,878
Due from fellow subsidiaries	同系附屬公司欠款	2,952	5,666
Prepaid tax	預繳稅項	3,334	1,490
Pledged deposits	抵押存款	2,702	-
Cash and cash equivalents	現金及現金等值項目	51,278	17,329
Accounts and bills payables	應付賬款及票據	(149,714)	(18,353)
Other payables and accruals	其他應付款項及應計負債	(149,072)	(23,474)
Due to fellow subsidiaries	欠同系附屬公司款項	(83,776)	(946)
Due to associates	欠聯營公司款項	(6,872)	-
Deferred tax liabilities	遞延稅項負債	-	(14,879)
		<b>270,376</b>	230,659
Exchange fluctuation reserve	外匯變動儲備	<b>(22,983)</b>	(43,110)
		<b>247,393</b>	187,549
Gain on disposal of subsidiaries	出售附屬公司收益	<b>907,159</b>	522,969
		<b>1,154,552</b>	710,518
Satisfied by:	以下列方式償付：		
Cash	現金	1,154,552	700,549
Due to fellow subsidiaries	欠同系附屬公司款項	-	9,969
		<b>1,154,552</b>	710,518

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 15. DISPOSAL OF SUBSIDIARIES (continued)

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

### 15. 出售附屬公司(續)

有關出售附屬公司之現金及現金等值項目流入淨額分析如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash consideration	現金代價	1,154,552	700,549
Cash and cash equivalents disposed of	出售之現金及現金等值項目	(51,278)	(17,329)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司之現金及現金等值項目流入淨額	1,103,274	683,220

### 16. OPERATING LEASE ARRANGEMENTS

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

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

### 16. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業。物業租約經協商之租期由1至50年不等。

於報告期末，本集團根據不可撤銷經營租約應付之未來最低租金總額如下：

		30 June 2017 2017年6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 2016年12月31日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年內	101,067	60,163
In the second to fifth years, inclusive	第二至第五年，包括首尾兩年	64,137	13,631
After five years	五年後	10,459	4,089
		175,663	77,883



# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 17. CAPITAL COMMITMENTS

In addition to the operating lease commitments detailed in note 16 above, the Group had the following capital commitments at the end of the reporting period:

### 17. 資本承擔

除上文附註16所載之經營租約承擔外，本集團於報告期末之資本承擔如下：

		30 June 2017 2017年6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 2016年12月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted, but not provided for: Property, plant and equipment	已訂約但未計提： 物業、廠房及設備	<b>464,008</b>	297,986

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 18. RELATED PARTY TRANSACTIONS

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

### 18. 關連人士交易

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

		For the six months ended 30 June 截至6月30日止六個月	
		2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)
Transactions with fellow subsidiaries:	與同系附屬公司之交易：		
Sales of goods	銷售貨品	105,849	190,540
Purchases of goods	購買貨品	5,375,393	5,901,953
Service fee income	服務費收入	3,135	8,310
Rental expenses	租金支出	8,056	8,064
Service fee expenses	服務費支出	4,726	10,480
Transactions with the ultimate holding company:	與最終控股公司之交易：		
Sales of goods	銷售貨品	19	19
Rental expenses	租金支出	11,717	11,773
Service fee expenses	服務費支出	891	1,174
Transactions with associates:	與聯營公司之交易：		
Sales of goods	銷售貨品	95	8
Purchases of goods	購買貨品	865,742	901,772
Service fee income	服務費收入	2,974	6,382
Commission income	佣金收入	27,589	29,424
Transactions with related companies#:	與關連公司之交易#：		
Purchases of goods	購買貨品	95,367	27,165

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

# 關連公司為受本集團最終控股公司重大影響之公司。

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

該等交易乃根據各參與方互相議定之條款及條件進行。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

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### 18. RELATED PARTY TRANSACTIONS (continued)

#### (b) Transaction with a related party

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

#### (c) Commitments with related parties

Pursuant to certain lease agreements entered into between the Group and COFCO Plaza Development Co., Ltd., a subsidiary of COFCO Corporation, the Group's future minimum lease payments amounted to approximately HK\$5,517,000 as at 30 June 2017 (31 December 2016: HK\$13,822,000).

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

Except for (1) amounts due to non-controlling shareholders of subsidiaries of the Group of HK\$25,855,000 (31 December 2016: HK\$25,086,000) which are unsecured, interest-bearing at the rate of 4.3% (31 December 2016: 4.3%) and are not repayable within one year; and (2) amounts due to the ultimate holding company of HK\$13,181,000 (31 December 2016: HK\$12,789,000) which are unsecured, interest-free and repayable within one year, the remaining balances with the holding companies, fellow subsidiaries, associates, related companies and non-controlling shareholders of the Group's subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

### 18. 關連人士交易(續)

#### (b) 與一名關連人士之交易

根據本集團之附屬公司與中糧集團有限公司訂立之若干特許協議，本集團獲授獨家許可權，可於其廚房食品業務使用若干商標，而本期間內及上期間之特許權費用獲中糧集團有限公司豁免。

#### (c) 與一名關連人士之承諾

根據本集團與中糧集團有限公司一間附屬公司中糧廣場發展有限公司訂立的若干租賃協議，於2017年6月30日本集團未來最低租賃付款額約為5,517,000港元(2016年12月31日：13,822,000港元)。

#### (d) 關連人士及本集團附屬公司非控股股東之未償還餘額

除(1)欠一名本集團附屬公司非控股股東款項25,855,000港元(2016年12月31日：25,086,000港元)為無抵押、按4.3厘(2016年12月31日：4.3厘)計息及毋須於一年內償還；及(2)欠最終控股公司款項13,181,000港元(2016年12月31日：12,789,000港元)為無抵押、免息及須於一年內償還，本集團附屬公司之控股公司、同系附屬公司、聯營公司、關連公司及非控股股東的其餘結餘均無抵押、免息且無固定還款期。

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### 18. RELATED PARTY TRANSACTIONS (continued)

#### (e) Compensation of key management personnel of the Group

		For the six months ended 30 June	
		截至6月30日止六個月	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short term employee benefits	短期僱員福利	4,189	5,166
Equity-settled share option expense	股本結算購股權開支	67	134
Pension scheme contributions	退休計劃供款	247	262
Total compensation paid to key management personnel	付予主要管理層人員之報酬總額	4,503	5,562

### 18. 關連人士交易(續)

#### (e) 本集團主要管理層人員之報酬

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

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

#### (f) 與其他國有企業之交易及結餘

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

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### 19. FAIR VALUE OF FINANCIAL INSTRUMENTS

As at 30 June 2017 and 31 December 2016, other than the available-for-sale investments, of which the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair value cannot be measured reliably, the carrying amounts of the Group's financial instruments approximate to their fair values largely due to the short term maturities or long term maturities with floating interest rates of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

### 20. EVENTS AFTER THE REPORTING PERIOD

On 25 May 2017, COFCO Food Sales & Distribution Co., Ltd., a wholly-owned subsidiary of the Company, entered into an equity transfer and debt assignment agreement with COFCO Fortune Holdings Limited, a wholly-owned subsidiary of China Agri-Industries Holdings Limited ("China Agri"), a fellow subsidiary of the Company, which is listed in Hong Kong, pursuant to the which the Company agreed to transfer its entire equity interest in a subsidiary engaging in the business which covers the sale, distribution and marketing of consumer-pack edible oil and other kitchen food products (including consumer-pack sugar, soy sauce, vinegar, monosodium glutamate (MSG), seasoning sauce and cereals) for a total consideration of RMB1,050 million (the "Transaction"). The Transaction was approved by shareholders of the Company other than COFCO and its associates at the special general meeting held by the Company on 4 July 2017 and approved by shareholders of China Agri other than COFCO and its associates at the special general meeting held by China Agri on 7 July 2017. The completion of the Transaction is still subject to the approval by relevant approval authorities, including the State-owned Assets Supervision and Administration Commission and Beijing Municipal Commission of Commerce.

### 19. 金融工具之公平值

於2017年6月30日及2016年12月31日，除可供出售投資因合理的公平值估計範圍甚大，董事認為其公平值不能可靠計量外，本集團金融工具之賬面值與其公平值相若，主要由於該等工具到期期間較短或到期期間較長但按浮動利率計算。

金融資產及負債之公平值以該工具於自願交易方（而非強迫或清倉銷售）當前交易下之可交易金額入賬。

### 20. 報告期後事項

於2017年5月25日，本公司之全資附屬公司中糧食品營銷有限公司與中國糧油控股有限公司（「中國糧油」，本公司之同系附屬公司，並為香港上市公司）之全資附屬公司COFCO Fortune Holdings Limited訂立股權及債權轉讓協議，據此，本公司同意轉讓其於一間附屬公司（該公司從事的業務包括小包裝食用油以及其他廚房食品（包括小包裝糖、醬油、醋、味精、調味醬及雜糧）的銷售、分銷及市場推廣）之全部股權，總代價為人民幣1,050,000,000元（「交易事項」）。交易事項已於本公司於2017年7月4日舉行之股東特別大會上獲本公司股東（不包括中糧及其聯營公司）批准以及於中國糧油於2017年7月7日舉行之股東特別大會上獲中國糧油股東（不包括中糧及其聯營公司）批准。交易事項仍須待相關審批機關（包括國有資產監督管理委員會及北京市商務委員會）批准後，方告完成。

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### 21. APPROVAL OF THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

The condensed consolidated interim financial information was approved and authorised for issue by the board on 29 August 2017.

### 21. 簡明綜合中期財務資料之批准

該等簡明綜合中期財務資料於2017年8月29日經董事會批准及授權刊發。



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