

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

# 康師傅控股

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

康師傅控股有限公司\*

(在開曼群島註冊成立之有限公司)

(股份編號：0322)

## 海外監管公告

本公告是由康師傅控股有限公司（「本公司」）根據香港聯交所有限公司證券上市規則第 13.10B 條而作出。

以下附件是本公司依臺灣證券交易所股份有限公司規定於 2020 年 4 月 16 日在臺灣證券交易所股份有限公司刊發的公告。

承董事會命  
康師傅控股有限公司  
公司秘書  
葉沛森

香港，2020 年 4 月 16 日

於本公告日期，本公司之執行董事為魏宏名先生、井田純一郎先生、魏宏丞先生、筱原幸治先生、高橋勇幸先生及曾倩女士；本公司之獨立非執行董事為徐信群先生、李長福先生及深田宏先生。

網址：<http://www.masterkong.com.cn>  
<http://www.irasia.com/listco/hk/tingyi>

\*僅供識別

康師傅控股有限公司及子公司  
民國 108 年度及 107 年度  
合併財務報表暨會計師複核報告  
(上市之台灣存託憑證用外國公司財務報告)  
(股票代碼 910322)

康師傅控股有限公司及子公司  
民國 108 年度及 107 年度合併財務報表暨會計師複核報告  
(上市之台灣存託憑證用外國公司財務報告)  
目 錄

內	容	附 件 編 號
目錄		
本國會計師複核報告		一
按新台幣換算之財務報表		二
一、綜合財務狀況表		
二、綜合收益表		
三、綜合全面收益表		
四、綜合股東權益變動表		
五、綜合現金流量表		
依中華民國金融監督管理委員會(金管會)認可之國際財務報 導準則(IFRSs)重編後之主要財務報表		三
一、重編後合併資產負債表		
二、重編後合併綜合損益表		
三、重編後合併現金流量表		
四、合併財務報表重編說明(含合併財務報表重編原則及 依金管會認可之 IFRSs 及香港一般公認會計原則之 差異彙總說明)		
財務報表及其相關附註或附表(原文及中譯本)		四
外國會計師查核報告(中譯本)		五
外國會計師查核報告(原文)		五

# 附 件 一



資誠

## 會計師複核報告

康師傅控股有限公司 公鑒：

康師傅控股有限公司及子公司按香港一般公認會計原則編製之民國 108 年及 107 年 12 月 31 日之綜合財務狀況表，暨民國 108 年及 107 年 1 月 1 日至 12 月 31 日之綜合收益表、綜合全面收益表、綜合股東權益變動表及綜合現金流量表(金額均以人民幣仟元為單位)，業經香港瑪澤會計師事務所有限公司(Mazars CPA Limited)查核完竣，並分別於民國 109 年 3 月 23 日及民國 108 年 3 月 25 日出具無保留意見之查核報告。隨附康師傅控股有限公司及子公司民國 108 年及 107 年度依新臺幣換算之綜合財務報表(詳附件二)，及依金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告暨相關法令予以重編之民國 108 年及 107 年度合併資產負債表、合併綜合損益表及合併現金流量表(詳附件三)，業經本會計師予以複核竣事。上開合併財務報表(附件二及三)之編製責任係公司管理階層，本會計師之責任則為根據複核結果出具報告。

本會計師係依照「第二上市(櫃)公司財務報告複核要點」，採行必要之複核程序進行複核工作。由於本會計師並未依照一般公認審計準則查核，故無法對上開合併財務報表之整體是否允當表達表示意見。

如附件三所述，康師傅控股有限公司及子公司因適用香港一般公認會計原則及相關法令規定編製，致與中華民國規定部分不同，康師傅控股有限公司業已依據金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告暨相關法令予以重編其民國 108 年及 107 年度之合併資產負債表、合併綜合損益表及合併現金流量表。

依本會計師之複核結果，第一段所述康師傅控股有限公司及子公司民國 108 年及 107 年度按新臺幣換算之綜合財務報表，及依金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告暨相關法令重編後之合併資產負債表、合併綜合損益表及合併現金流量表，並未發現有違反「第二上市(櫃)公司財務報告複核要點」規定而需作重大修正、調整或再補充揭露之情事。

資誠聯合會計師事務所

游淑芬

會計師：

林鈞堯



前財政部證券暨期貨管理委員會

核准簽證文號：(88)台財證(六)第 95577 號

中華民國 109 年 4 月 16 日

## 附 件 二

本公司及子公司原於民國 105 年度以前係以美元編製之綜合財務報表，於民國 106 年度起變更為以人民幣編製，謹依規定匯率編製按新台幣換算之主要財務報表：

- 一、綜合財務狀況表。
- 二、綜合收益表。
- 三、綜合全面收益表。
- 四、綜合股東權益變動表。
- 五、綜合現金流量表。

民國 108 年度及 107 年度比較報表之所有科目金額，係分別以民國 108 年 12 月 31 日之人民幣對新台幣匯率(RMB 1：NTD 4.31)及民國 107 年 12 月 31 日之人民幣對新台幣匯率(RMB 1：NTD 4.47)換算。

民國 108 年度人民幣及最近三年度人民幣及美元對新台幣匯率最高、最低及平均匯率如下：

	<u>收盤最高</u>	<u>收盤最低</u>	<u>收盤平均</u>
民國 108 年度	RMB 1：NTD 4.64	RMB 1：NTD 4.27	RMB 1：NTD 4.47
民國 107 年度	RMB 1：NTD 4.73	RMB 1：NTD 4.41	RMB 1：NTD 4.56
民國 106 年度	RMB 1：NTD 4.71	RMB 1：NTD 4.34	RMB 1：NTD 4.51
民國 105 年度	USD 1：NTD 33.82	USD 1：NTD 31.14	USD 1：NTD 32.24



108年12月31日

107年12月31日

單位：仟元

	108年12月31日		107年12月31日	
	人民幣	新台幣	人民幣	新台幣
<b>資產</b>				
<b>非流動資產</b>				
投資性房地產	\$ 1,771,500	\$ 7,635,165	\$ 1,119,000	\$ 5,001,930
物業、機器及設備	23,013,991	99,190,301	24,927,630	111,426,506
使用權資產	4,025,124	17,348,284	-	-
土地租約溢價	-	-	3,570,367	15,959,540
無形資產	183,409	790,493	186,458	833,467
聯營公司權益	139,537	601,404	127,725	570,931
合營公司權益	889,065	3,831,870	698,743	3,123,381
按公允價值列帳及在損益帳處 理之金融資產	1,153,541	4,971,762	448,121	2,003,101
指定按公允價值列帳及在其他 全面收益帳處理的權益工具	115,614	498,296	114,018	509,660
商譽	97,910	421,992	97,910	437,658
其他非流動資產	-	-	375,964	1,680,559
遞延稅項資產	407,171	1,754,907	429,262	1,918,801
長期定期存款	725,000	3,124,750	-	-
	<u>32,521,862</u>	<u>140,169,224</u>	<u>32,095,198</u>	<u>143,465,534</u>
<b>流動資產</b>				
存貨	3,445,075	14,848,273	2,651,740	11,853,278
應收帳款	1,669,525	7,195,653	1,715,471	7,668,155
可收回稅項	40,349	173,904	30,150	134,771
預付款項及其他應收款項	2,852,469	12,294,141	2,669,689	11,933,510
抵押銀行存款	32,830	141,497	32,458	145,088
銀行結餘及現金	17,397,557	74,983,472	13,807,963	61,721,594
	<u>25,437,805</u>	<u>109,636,940</u>	<u>20,907,471</u>	<u>93,456,396</u>
<b>總資產</b>	<u>\$ 57,959,667</u>	<u>\$ 249,806,164</u>	<u>\$ 53,002,669</u>	<u>\$ 236,921,930</u>
<b>股東權益及負債</b>				
<b>股本及儲備</b>				
發行股本	\$ 235,401	\$ 1,014,578	\$ 235,204	\$ 1,051,362
股份溢價	724,384	3,122,095	664,400	2,969,868
儲備	18,618,789	80,246,982	18,753,872	83,829,809
<b>本公司股東應佔權益</b>	<u>19,578,574</u>	<u>84,383,655</u>	<u>19,653,476</u>	<u>87,851,039</u>
<b>少數股東權益</b>	<u>3,467,533</u>	<u>14,945,064</u>	<u>3,958,955</u>	<u>17,696,526</u>
<b>股東權益總額</b>	<u>23,046,107</u>	<u>99,328,719</u>	<u>23,612,431</u>	<u>105,547,565</u>
<b>非流動負債</b>				
按公允價值列帳及在損益帳處 理之金融負債	9,674	41,695	9,862	44,083
長期有息借貸	4,920,078	21,205,536	4,372,723	19,546,072
租賃負債-非流動	287,892	1,240,815	-	-
其他非流動負債	40,000	172,400	40,000	178,800
員工福利責任	157,066	676,954	115,436	515,999
遞延稅項負債	1,191,422	5,135,029	967,682	4,325,539
	<u>6,606,132</u>	<u>28,472,429</u>	<u>5,505,703</u>	<u>24,610,493</u>
<b>流動負債</b>				
應付帳款	7,678,035	33,092,331	6,953,961	31,084,206
其他應付款項及已收押金	10,761,450	46,381,850	8,522,996	38,097,792
有息借貸之即期部份	7,454,381	32,128,382	6,461,785	28,884,179
租賃負債-流動	199,664	860,552	-	-
客戶預付款項	1,809,935	7,800,820	1,678,782	7,504,156
稅項	403,963	1,741,081	267,011	1,193,539
	<u>28,307,428</u>	<u>122,005,016</u>	<u>23,884,535</u>	<u>106,763,872</u>
<b>總負債</b>	<u>34,913,560</u>	<u>150,477,445</u>	<u>29,390,238</u>	<u>131,374,365</u>
<b>股東權益及負債</b>	<u>\$ 57,959,667</u>	<u>\$ 249,806,164</u>	<u>\$ 53,002,669</u>	<u>\$ 236,921,930</u>
<b>淨流動負債</b>	<u>(\$ 2,869,623)</u>	<u>(\$ 12,368,076)</u>	<u>(\$ 2,977,064)</u>	<u>(\$ 13,307,476)</u>
<b>總資產減流動負債</b>	<u>\$ 29,652,239</u>	<u>\$ 127,801,148</u>	<u>\$ 29,118,134</u>	<u>\$ 130,158,058</u>

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。

民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

經理人：劉國維



會計主管：林玉萍





康師傅控股有限公司及子公司  
綜合收益表

民國108年及107年1月1日至12月31日

單位：仟元  
(除每股盈餘特別標註外)

	108年1月1日至12月31日		107年1月1日至12月31日	
	人民幣	新台幣	人民幣	新台幣
<b>收益</b>	\$ 61,978,158	\$ 267,125,861	\$ 60,685,645	\$ 271,264,833
銷售成本	( 42,218,703)	( 181,962,610)	( 41,958,429)	( 187,554,178)
毛利	19,759,455	85,163,251	18,727,216	83,710,655
其他收益	541,222	2,332,667	348,388	1,557,294
其他淨收入	1,544,223	6,655,601	803,974	3,593,764
分銷成本	( 13,258,980)	( 57,146,204)	( 11,817,315)	( 52,823,398)
行政費用	( 2,375,436)	( 10,238,129)	( 2,267,636)	( 10,136,333)
其他經營費用	( 619,395)	( 2,669,592)	( 1,465,191)	( 6,549,404)
財務費用	( 413,652)	( 1,782,840)	( 421,682)	( 1,884,919)
應佔聯營及合營公司業績	234,159	1,009,225	71,580	319,963
<b>除稅前溢利</b>	5,411,596	23,323,979	3,979,334	17,787,622
稅項	( 1,693,374)	( 7,298,442)	( 1,250,565)	( 5,590,026)
<b>本期溢利</b>	\$ 3,718,222	\$ 16,025,537	\$ 2,728,769	\$ 12,197,596
期內應佔溢利				
本公司股東	\$ 3,330,981	\$ 14,356,528	\$ 2,463,321	\$ 11,011,043
少數權益股東	387,241	1,669,009	265,448	1,186,553
<b>本期溢利</b>	\$ 3,718,222	\$ 16,025,537	\$ 2,728,769	\$ 12,197,596
<b>每股溢利</b>				
基本	59.25分	2.55元	43.85分	1.96元
攤薄	59.20分	2.55元	43.77分	1.96元

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。

民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

魏宏名

經理人：劉國維



會計主管：林玉萍



康師傅控股有限公司及子公司  
綜合全面收益表  
民國108年及107年1月1日至12月31日

單位：仟元

	108年1月1日至12月31日		107年1月1日至12月31日	
	人民幣	新台幣	人民幣	新台幣
本期溢利	\$ 3,718,222	\$ 16,025,537	\$ 2,728,769	\$ 12,197,596
其他全面收益(虧損)				
不會重分類至損益帳中的項目：				
界定福利責任之重估值	( 74,877)	( 322,720)	( 40,003)	( 178,813)
按公允價值帳列及在其他全面收 益帳處理的權益工具公允價值 之變動	3,199	13,788	( 16,265)	( 72,705)
	( 71,678)	( 308,932)	( 56,268)	( 251,518)
已經或其後可被重分類在損益 帳中的項目：				
匯兌差額	( 131,046)	( 564,810)	( 379,686)	( 1,697,197)
本期其他全面收益(虧損)	( 202,724)	( 873,742)	( 435,954)	( 1,948,715)
本期全面收益總額	\$ 3,515,498	\$ 15,151,795	\$ 2,292,815	\$ 10,248,881
應佔全面收益				
本公司股東	\$ 3,135,740	\$ 13,515,042	\$ 2,061,011	\$ 9,212,720
少數權益股東	379,758	1,636,753	231,804	1,036,161
	\$ 3,515,498	\$ 15,151,795	\$ 2,292,815	\$ 10,248,881

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。  
民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

魏宏名

經理人：劉國維



會計主管：林玉萍





康師傅控股有限公司及子公司  
綜合股東權益變動表  
民國108年及107年1月1日至12月31日

本公司股東權益

單位：仟元

	發行股本		股份溢價		儲備		股本及儲備		少數股東權益		股東權益總額	
	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣
民國107年1月1日												
先期呈報	\$ 235,053	\$ 1,050,687	\$ 611,736	\$ 2,734,460	\$ 17,565,290	\$ 78,316,946	\$ 18,412,079	\$ 82,301,993	\$ 3,881,965	\$ 17,352,384	\$ 22,294,044	\$ 99,654,377
本期溢利	-	-	-	-	2,463,321	11,011,043	2,463,321	11,011,043	265,448	1,186,553	2,728,769	12,197,596
其他全面收益(虧損)												
界定福利責任之重估	-	-	-	-	(37,562)	(167,902)	(37,562)	(167,902)	(2,441)	(10,911)	(40,003)	(178,813)
匯兌差異	-	-	-	-	(348,483)	(1,557,716)	(348,483)	(1,557,716)	(31,203)	(139,481)	(379,686)	(1,697,197)
按公允價值帳列及在其他全面收益 帳處理的金融資產公允價值之變動	-	-	-	-	(16,265)	(72,705)	(16,265)	(72,705)	-	-	(16,265)	(72,705)
其他全面收益(虧損)總額	-	-	-	-	(402,310)	(1,798,323)	(402,310)	(1,798,323)	(33,644)	(150,392)	(435,954)	(1,948,715)
本期全面收益總額	-	-	-	-	2,061,011	9,212,720	2,061,011	9,212,720	231,804	1,036,161	2,292,815	10,248,881
與本公司股東之交易												
投資與分配												
權益結算股份支付之款項	-	-	-	-	32,799	146,612	32,799	146,612	-	-	32,799	146,612
根據購股權計畫發行之股份	151	675	52,664	235,408	(13,025)	(58,222)	(39,790)	(177,861)	-	-	(39,790)	(177,861)
已批准及派發106年末期股息	-	-	-	-	(909,539)	(4,065,639)	(909,539)	(4,065,639)	(167,478)	(748,627)	(1,077,017)	(4,814,266)
	151	675	52,664	235,408	(889,765)	(3,977,249)	(836,950)	(3,741,166)	(167,478)	(748,627)	(1,004,428)	(4,489,793)
擁有權變動												
無導致改變控制權的附屬公司擁有 權變動	-	-	-	-	17,336	77,492	17,336	77,492	12,664	56,608	30,000	134,100
	-	-	-	-	17,336	77,492	17,336	77,492	12,664	56,608	30,000	134,100
與本公司股東之交易總額	151	675	52,664	235,408	(872,429)	(3,899,757)	(819,614)	(3,663,674)	(154,814)	(692,019)	(974,428)	(4,355,693)
民國107年12月31日	\$ 235,204	\$ 1,051,362	\$ 664,400	\$ 2,969,868	\$ 18,753,872	\$ 83,829,809	\$ 19,653,476	\$ 87,851,039	\$ 3,958,955	\$ 17,696,526	\$ 23,612,431	\$ 105,547,565

	發行股本		股份溢價		儲備		股本及儲備		少數股東權益		股東權益總額	
	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣
民國108年1月1日												
先期呈報	\$ 235,204	\$ 1,013,729	\$ 664,400	\$ 2,863,564	\$ 18,753,872	\$ 80,829,188	\$ 19,653,476	\$ 84,706,481	\$ 3,958,955	\$ 17,063,096	\$ 23,612,431	\$ 101,769,577
本期溢利	-	-	-	-	3,330,981	14,356,528	3,330,981	14,356,528	387,241	1,669,009	3,718,222	16,025,537
其他全面收益												
界定福利責任之重估	-	-	-	-	(65,490)	(282,262)	(65,490)	(282,262)	(9,387)	(40,458)	(74,877)	(322,720)
匯兌差異	-	-	-	-	(132,950)	(573,012)	(132,950)	(573,012)	1,904	8,202	(131,046)	(564,810)
按公允價值帳列及在其他全面收益 帳處理的權益工具	-	-	-	-	3,199	13,788	3,199	13,788	-	-	3,199	13,788
其他全面收益總額	-	-	-	-	(195,241)	(841,486)	(195,241)	(841,486)	(7,483)	(32,256)	(202,724)	(873,742)
本期全面收益總額	-	-	-	-	3,135,740	13,515,042	3,135,740	13,515,042	379,758	1,636,753	3,515,498	15,151,795
與本公司股東之交易												
投資與分配												
權益結算股份支付之款項	-	-	-	-	24,504	105,612	24,504	105,612	-	-	24,504	105,612
根據購股權計畫發行之股份	197	849	59,984	258,531	(14,080)	(60,685)	(46,101)	(198,695)	-	-	(46,101)	(198,695)
已批准及派發107年末期股息	-	-	-	-	(2,463,321)	(10,616,914)	(2,463,321)	(10,616,914)	(123,646)	(532,914)	(2,586,967)	(11,149,828)
	197	849	59,984	258,531	(2,452,897)	(10,571,987)	(2,392,716)	(10,312,607)	(123,646)	(532,914)	(2,516,362)	(10,845,521)
擁有權變動												
出售一間非全資附屬公司	-	-	-	-	-	-	-	-	(8,601)	(37,070)	(8,601)	(37,070)
無導致改變控制權的附屬公司擁有 權變動	-	-	-	-	(817,926)	(3,525,261)	(817,926)	(3,525,261)	(738,933)	(3,184,801)	(1,556,859)	(6,710,062)
	-	-	-	-	(817,926)	(3,525,261)	(817,926)	(3,525,261)	(747,534)	(3,221,871)	(1,565,460)	(6,747,132)
與本公司股東之交易總額	197	849	59,984	258,531	(3,270,823)	(14,097,248)	(3,210,642)	(13,837,868)	(871,180)	(3,754,785)	(4,081,822)	(17,592,653)
民國108年12月31日	\$ 235,401	\$ 1,014,578	\$ 724,384	\$ 3,122,095	\$ 18,618,789	\$ 80,246,982	\$ 19,578,574	\$ 84,383,655	\$ 3,467,533	\$ 14,945,064	\$ 23,046,107	\$ 99,328,719

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。  
民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

魏宏名

經理人：劉國維



會計主管：林玉萍





康師傅股份有限公司及子公司  
綜合現金流量表  
民國108年及107年1月1日至12月31日

單位：仟元

	108年1月1日至12月31日		107年1月1日至12月31日	
	人民幣	新台幣	人民幣	新台幣
<b>經營活動</b>				
<b>經營活動所得現金</b>	\$ 9,591,258	\$ 41,338,322	\$ 8,947,083	\$ 39,993,461
已繳中國企業所得稅	( 1,343,821)	( 5,791,869)	( 1,555,331)	( 6,952,330)
已繳利息	( 416,419)	( 1,794,766)	( 423,863)	( 1,894,668)
<b>經營活動所得現金淨額</b>	<u>7,831,018</u>	<u>33,751,687</u>	<u>6,967,889</u>	<u>31,146,463</u>
<b>投資活動</b>				
利息收入	541,222	2,332,667	348,388	1,557,294
新增長期定期存款	( 725,000)	( 3,124,750)	-	-
已收合營公司股利	32,025	138,028	17,232	77,027
已收按公允價值列帳及在損益帳處理之金融資產股利	3,253	14,020	6,500	29,055
出售一間聯營公司之所得	195,107	840,911	-	-
出售一間合營公司之所得	225,408	971,508	-	-
出售按公允價值列帳及在損益帳處理之金融資產之所得	82,262	354,549	79,443	355,110
出售指定按公允價值列帳及在其他全面收益帳處理之金融資產之所得	3,578	15,421	8,521	38,089
購入按公允價值列帳及在損益帳處理之金融資產	( 740,033)	( 3,189,542)	( 48,735)	( 217,845)
贖回債務投資	-	-	900,000	4,023,000
購入無形資產	( 158)	( 681)	-	-
購入物業、機器及設備	( 1,788,104)	( 7,706,728)	( 1,358,638)	( 6,073,112)
收購一幢物業所支付的定金	-	-	( 58,000)	( 259,260)
購入投資性房地產	( 241,733)	( 1,041,869)	-	-
已付土地租約溢價	-	-	( 23,706)	( 105,966)
購入使用權資產	( 42,386)	( 182,684)	-	-
出售物業、機器及設備及使用權資產之所得	280,439	1,208,694	42,263	188,916
出售附屬公司所得現金淨額	836,581	3,605,664	437,438	1,955,348
應收前附屬公司之淨變動金額	-	-	1,347,253	6,022,221
應收貸款之淨變動金額	( 67,000)	( 288,770)	( 153,000)	( 683,910)
註銷聯營公司和合資公司所退還股本	-	-	9,575	42,800
<b>投資活動(所用)所得現金淨額</b>	<u>( 1,404,539)</u>	<u>( 6,053,562)</u>	<u>1,554,534</u>	<u>6,948,767</u>
<b>融資活動</b>				
已付本公司股東之股息	( 2,485,015)	( 10,710,415)	( 928,370)	( 4,149,814)
已付少數股東權益之股息	( 115,827)	( 499,214)	( 141,619)	( 633,037)
支付租賃負債	( 181,253)	( 781,200)	-	-
根據購股權計劃發行之股份	46,101	198,695	39,790	177,861
新增銀行貸款	5,848,166	25,205,595	3,548,339	15,861,075
償還銀行及其他貸款	( 6,473,583)	( 27,901,143)	( 5,529,936)	( 24,718,814)
其他短期借貸之變動淨額	2,052,129	8,844,676	( 2,005,498)	( 8,964,576)
支付收購少數股東權益	( 1,539,523)	( 6,635,344)	-	-
出售無導致改變控制權的附屬公司權益之所得	-	-	15,000	67,050
<b>融資活動所用現金淨額</b>	<u>( 2,848,805)</u>	<u>( 12,278,350)</u>	<u>( 5,002,294)</u>	<u>( 22,360,255)</u>
<b>現金及現金等值物之淨增加</b>	<u>3,577,674</u>	<u>15,419,775</u>	<u>3,520,129</u>	<u>15,734,975</u>
<b>於1月1日之現金及現金等值物</b>	<u>13,840,421</u>	<u>59,652,215</u>	<u>10,284,889</u>	<u>45,973,454</u>
匯率變動之影響	12,292	52,979	35,403	158,253
<b>於12月31日之現金及現金等值物</b>	<u>\$ 17,430,387</u>	<u>\$ 75,124,969</u>	<u>\$ 13,840,421</u>	<u>\$ 61,866,682</u>
<b>現金及現金等值物結餘分析：</b>				
銀行結餘及現金	\$ 17,397,557	\$ 74,983,472	\$ 13,807,963	\$ 61,721,594
抵押銀行存款	32,830	141,497	32,458	145,088
	<u>\$ 17,430,387</u>	<u>\$ 75,124,969</u>	<u>\$ 13,840,421</u>	<u>\$ 61,866,682</u>

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。  
民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

魏宏名

經理人：劉國維



~11~

會計主管：林玉萍



# 附 件 三

康師傅控股有限公司及子公司  
 合併資產負債表  
 (依中華民國金管會認可之IFRSs重編)  
 民國108年12月31日及民國107年12月31日

單位：新台幣仟元

	108 年 12 月 31 日			107 年 12 月 31 日		
	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國金管 會認可之IFRSs 編製之金額	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國金管 會認可之IFRSs 編製之金額
<b>資產</b>						
<b>流動資產</b>						
現金及約當現金	\$ 74,983,472	\$ -	\$ 74,983,472	\$ 61,721,594	\$ -	\$ 61,721,594
應收帳款淨額	7,195,653	( 669,054)	6,526,599	7,668,155	( 403,905)	7,264,250
應收帳款淨額-關係人	-	669,054	669,054	-	403,905	403,905
其他應收款	173,904	2,636,030	2,809,934	134,771	1,453,264	1,588,035
其他應收款-關係人	-	502,279	502,279	-	519,325	519,325
存貨	14,848,273	-	14,848,273	11,853,278	-	11,853,278
其他金融資產-流動	141,497	-	141,497	145,088	-	145,088
其他流動資產	12,294,141	( 3,138,309)	9,155,832	11,933,510	( 1,972,589)	9,960,921
<b>流動資產合計</b>	<u>109,636,940</u>	<u>-</u>	<u>109,636,940</u>	<u>93,456,396</u>	<u>-</u>	<u>93,456,396</u>
<b>非流動資產</b>						
透過損益按公允價值衡量之金融資產-非流動	4,971,762	-	4,971,762	2,003,101	-	2,003,101
透過其他綜合損益按公允價值衡量之金融資 產-非流動	498,296	-	498,296	509,660	-	509,660
按攤銷後成本衡量之金融資產-非流動	3,124,750	-	3,124,750	-	-	-
採用權益法之投資	4,433,274	-	4,433,274	3,694,312	-	3,694,312
不動產、廠房及設備	99,190,301	-	99,190,301	111,426,506	-	111,426,506
使用權資產	17,348,284	-	17,348,284	-	-	-
投資性不動產	7,635,165	-	7,635,165	5,001,930	-	5,001,930
無形資產	790,493	421,992	1,212,485	833,467	437,658	1,271,125
土地租約溢價	-	-	-	15,959,540	( 15,959,540)	-
商譽	421,992	( 421,992)	-	437,658	( 437,658)	-
遞延所得稅資產	1,754,907	-	1,754,907	1,918,801	-	1,918,801
其他非流動資產	-	-	-	1,680,559	15,959,540	17,640,099
<b>非流動資產合計</b>	<u>140,169,224</u>	<u>-</u>	<u>140,169,224</u>	<u>143,465,534</u>	<u>-</u>	<u>143,465,534</u>
<b>資產總計</b>	<u>\$ 249,806,164</u>	<u>\$ -</u>	<u>\$ 249,806,164</u>	<u>\$ 236,921,930</u>	<u>\$ -</u>	<u>\$ 236,921,930</u>

(續 次 頁)

康師傅控股有限公司及子公司

合併資產負債表

(依中華民國金管會認可之IFRSs重編)

民國108年12月31日及民國107年12月31日

單位：新台幣仟元

	108年12月31日			107年12月31日		
	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國金管 會認可之IFRSs 編製之金額	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國金管 會認可之IFRSs 編製之金額
<b>負債及股東權益</b>						
<b>流動負債</b>						
短期借款	\$ -	\$ 20,198,849	\$ 20,198,849	\$ -	\$ 10,838,637	\$ 10,838,637
合約負債	7,800,820	-	7,800,820	7,504,156	-	7,504,156
應付帳款	33,092,331	( 6,116,640)	26,975,691	31,084,206	( 6,008,154)	25,076,052
應付帳款-關係人	-	6,116,640	6,116,640	-	6,008,154	6,008,154
本期所得稅負債	1,741,081	-	1,741,081	1,193,539	-	1,193,539
其他應付款	46,381,850	( 1,303,745)	45,078,105	38,097,792	( 1,187,152)	36,910,640
其他應付款-關係人	-	1,303,745	1,303,745	-	1,187,152	1,187,152
租賃負債-流動	860,552	-	860,552	-	-	-
其他流動負債	32,128,382	( 20,198,849)	11,929,533	28,884,179	( 10,838,637)	18,045,542
<b>流動負債合計</b>	<b>122,005,016</b>	<b>-</b>	<b>122,005,016</b>	<b>106,763,872</b>	<b>-</b>	<b>106,763,872</b>
<b>非流動負債</b>						
透過損益按公允價值衡量之金融負債-非流動	41,695	-	41,695	44,083	-	44,083
長期借款	21,205,536	-	21,205,536	19,546,072	-	19,546,072
遞延所得稅負債-非流動	5,135,029	-	5,135,029	4,325,539	-	4,325,539
租賃負債-非流動	1,240,815	-	1,240,815	-	-	-
其他非流動負債	849,354	-	849,354	694,799	-	694,799
<b>非流動負債合計</b>	<b>28,472,429</b>	<b>-</b>	<b>28,472,429</b>	<b>24,610,493</b>	<b>-</b>	<b>24,610,493</b>
<b>負債總計</b>	<b>150,477,445</b>	<b>-</b>	<b>150,477,445</b>	<b>131,374,365</b>	<b>-</b>	<b>131,374,365</b>

(續次頁)

康師傅控股有限公司及子公司

合併資產負債表

(依中華民國金管會認可之IFRSs重編)

民國108年12月31日及民國107年12月31日

單位：新台幣仟元

	108年12月31日			107年12月31日		
	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國金管 會認可之IFRSs 編製之金額	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國金管 會認可之IFRSs 編製之金額
<b>股東權益</b>						
股本	\$ 1,014,578	\$ -	\$ 1,014,578	\$ 1,051,362	\$ -	\$ 1,051,362
資本公積	3,122,095	1,291,065	4,413,160	2,969,868	1,766,499	4,736,367
保留盈餘						
法定盈餘公積	-	20,094,681	20,094,681	-	19,231,563	19,231,563
未分配盈餘	80,246,982	(18,548,399)	61,698,583	83,829,809	(18,635,376)	65,194,433
其他權益	-	(2,837,347)	(2,837,347)	-	(2,362,686)	(2,362,686)
歸屬於母公司業主之權益合計	84,383,655	-	84,383,655	87,851,039	-	87,851,039
非控制權益	14,945,064	-	14,945,064	17,696,526	-	17,696,526
權益總計	99,328,719	-	99,328,719	105,547,565	-	105,547,565
負債及權益總計	\$ 249,806,164	\$ -	\$ 249,806,164	\$ 236,921,930	\$ -	\$ 236,921,930

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。

民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

魏宏名

經理人：劉國維



會計主管：林玉萍







單位：新台幣仟元  
(除每股盈餘為新台幣元外)

	108年1月1日至12月31日			107年1月1日至12月31日		
	依香港財務 報告準則編 製之金額	調節金額 增(減)	依中華民國金管 會認可之IFRSs 編製之金額	依香港財務 報告準則編 製之金額	調節金額 增(減)	依中華民國金管 會認可之IFRSs 編製之金額
營業收入	\$ 267,125,861	\$ -	\$ 267,125,861	\$ 271,264,833	\$ -	\$ 271,264,833
營業成本	(181,962,610)	(940,511)	(182,903,121)	(187,554,178)	(2,790,903)	(190,345,081)
營業毛利淨額	85,163,251	(940,511)	84,222,740	83,710,655	(2,790,903)	80,919,752
營業費用						
推銷費用	(57,146,204)	-	(57,146,204)	(52,823,398)	-	(52,823,398)
管理費用	(10,238,129)	(77,343)	(10,315,472)	(10,136,333)	(117,110)	(10,253,443)
營業費用合計	(67,384,333)	(77,343)	(67,461,676)	(62,959,731)	(117,110)	(63,076,841)
營業淨利	17,778,918	(1,017,854)	16,761,064	20,750,924	(2,908,013)	17,842,911
營業外收入及支出						
其他收入	2,332,667	-	2,332,667	1,557,294	-	1,557,294
其他利益及損失	6,655,601	(1,651,738)	5,003,863	3,593,764	(3,641,391)	(47,627)
其他經營費用	(2,669,592)	2,669,592	-	(6,549,404)	6,549,404	-
財務成本	(1,782,840)	-	(1,782,840)	(1,884,919)	-	(1,884,919)
採權益法認列之關聯企 業及合資損益之份額	1,009,225	-	1,009,225	319,963	-	319,963
營業外收入及支出 合計	5,545,061	1,017,854	6,562,915	(2,963,302)	2,908,013	(55,289)
稅前淨利	23,323,979	-	23,323,979	17,787,622	-	17,787,622
所得稅費用	(7,298,442)	-	(7,298,442)	(5,590,026)	-	(5,590,026)
本期淨利	\$ 16,025,537	\$ -	\$ 16,025,537	\$ 12,197,596	\$ -	\$ 12,197,596
其他綜合損益(淨額)						
不重分類至損益之項目：						
確定福利計畫之再衡量數	(\$ 322,720)	\$ -	(\$ 322,720)	(\$ 178,813)	\$ -	(\$ 178,813)
透過其他綜合損益按公允 價值衡量之權益工具投 資未實現評價損益	13,788	-	13,788	(72,705)	-	(72,705)
	(308,932)	-	(308,932)	(251,518)	-	(251,518)
後續可能重分類至損益之 項目：						
國外營運機構財務報表 換算之兌換差額	(\$ 564,810)	\$ -	(\$ 564,810)	(\$ 1,697,197)	\$ -	(\$ 1,697,197)
	(564,810)	-	(564,810)	(1,697,197)	-	(1,697,197)
本期其他綜合損益(稅後 淨額)	(873,742)	-	(873,742)	(1,948,715)	-	(1,948,715)
本期綜合損益總額	\$ 15,151,795	\$ -	\$ 15,151,795	\$ 10,248,881	\$ -	\$ 10,248,881
淨利歸屬於：						
母公司業主	\$ 14,356,528	\$ -	\$ 14,356,528	\$ 11,011,043	\$ -	\$ 11,011,043
非控制權益	1,669,009	-	1,669,009	1,186,553	-	1,186,553
	\$ 16,025,537	\$ -	\$ 16,025,537	\$ 12,197,596	\$ -	\$ 12,197,596
綜合損益總額歸屬於：						
母公司業主	\$ 13,515,042	\$ -	\$ 13,515,042	\$ 9,212,720	\$ -	\$ 9,212,720
非控制權益	1,636,753	-	1,636,753	1,036,161	-	1,036,161
	\$ 15,151,795	\$ -	\$ 15,151,795	\$ 10,248,881	\$ -	\$ 10,248,881
基本每股盈餘						
本期淨利	\$ 2.55		\$ 2.55	\$ 1.96		\$ 1.96
稀釋每股盈餘						
本期淨利	\$ 2.55		\$ 2.55	\$ 1.96		\$ 1.96

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。

民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

魏宏名

經理人：劉國維



~16~

會計主管：林玉萍



  
 康師傅控股有限公司及子公司  
 合併現金流量表  
 (依中華民國金管會認可之IFRSs重編)  
 民國108年及107年1月1日至12月31日

單位：新台幣仟元

	108年1月1日至12月31日			107年1月1日至12月31日		
	依香港財務 報告準則編 製之金額	調節金額 增(減)	依中華民國 金管會認可 之IFRSs編 製之金額	依香港財務 報告準則編 製之金額	調節金額 增(減)	依中華民國 金管會認可 之IFRSs編 製之金額
<b>營業活動之現金流量</b>						
合併稅前淨利	\$ 23,323,979	-	\$ 23,323,979	\$ 17,787,622	-	\$ 17,787,622
調整項目						
不影響現金流量之收益						
費損項目						
利息費用	1,782,840	-	1,782,840	1,884,919	-	1,884,919
利息收入	( 2,332,667)	-	( 2,332,667)	( 1,557,294)	-	( 1,557,294)
股利收入	( 14,020)	-	( 14,020)	( 29,055)	-	( 29,055)
折舊費用(含使用權資產)	14,013,383	-	14,013,383	14,350,148	-	14,350,148
土地租約溢價之攤銷	-	-	-	463,508	( 463,508)	-
攤銷費用	27,610	-	27,610	42,420	-	42,420
處分不動產、廠房及設 備及使用權資產損失	400,399	-	400,399	387,133	-	387,133
減損損失	655,336	-	655,336	2,797,532	-	2,797,532
投資性不動產公允價值 調整利益	( 15,835)	-	( 15,835)	( 58,110)	-	( 58,110)
透過損益按公允價值衡 量之金融負債之淨利益	( 810)	-	( 810)	( 179,314)	-	( 179,314)
透過損益按公允價值衡 量之金融資產之(利益) 損失	( 89,536)	-	( 89,536)	222,047	-	222,047
採用權益法認列之關聯 企業及合資損益之份 額	( 1,009,225)	-	( 1,009,225)	( 319,963)	-	( 319,963)
處分投資利益	( 4,237,127)	-	( 4,237,127)	( 1,735,612)	-	( 1,735,612)
員工認股酬勞成本	105,612	-	105,612	146,612	-	146,612
匯率變動之影響	( 293,515)	-	( 293,515)	( 106,571)	-	( 106,571)
與營業活動相關之資產/負債 變動數						
與營業活動相關之資產之淨 變動數						
應收帳款	198,027	279,607	477,634	( 423,448)	193,377	( 230,071)
應收帳款-關係人	-	279,607	279,607	-	193,377	( 193,377)
其他應收款	-	946,014	946,014	-	10,364,339	10,364,339
其他應收款-關係人	-	1,543	1,543	-	32,828	32,828
存貨	( 3,419,274)	-	( 3,419,274)	( 1,283,467)	-	( 1,283,467)
其他流動資產	( 909,311)	947,557	38,246	( 1,699,977)	( 10,397,167)	( 12,097,144)
與營業活動相關之負債之淨 變動數						
應付帳款	3,120,759	( 323,543)	2,797,216	1,700,772	( 124,574)	1,576,198
應付帳款-關係人	-	323,543	323,543	-	124,574	124,574
其他應付款	9,609,723	( 159,086)	9,450,637	5,950,173	65,275	6,015,448
其他應付款-關係人	-	159,086	159,086	-	65,275	( 65,275)
合約負債	565,269	-	565,269	1,762,038	-	1,762,038
其他非流動負債	( 143,295)	-	( 143,295)	( 108,652)	-	( 108,652)

( 續 次 頁 )



康師傅控股有限公司及子公司  
合併現金流量表  
依中華民國金管會認可之IFRSs重編  
民國108年及107年1月1日至12月31日

單位：新台幣仟元

	108年1月1日至12月31日			107年1月1日至12月31日		
	依香港財務 報告準則編 製之金額	調節金額 增(減)	依中華民國 金管會認可 之IFRSs編 製之金額	依香港財務 報告準則編 製之金額	調節金額 增(減)	依中華民國 金管會認可 之IFRSs編 製之金額
	營運產生之現金流入	41,338,322	-	41,338,322	39,993,461	(463,508)
支付之所得稅	(5,791,869)	-	(5,791,869)	(6,952,330)	-	(6,952,330)
支付之利息	(1,794,766)	-	(1,794,766)	(1,894,668)	-	(1,894,668)
營業活動之淨現金流入	33,751,687	-	33,751,687	31,146,463	(463,508)	30,682,955
投資活動之現金流量						
其他金融資產-流動(增加)減少	-	(1,603)	(1,603)	-	115,567	115,567
其他應收款(增加)減少	(288,770)	-	(288,770)	3,339,090	-	3,339,090
對子公司之收購(扣除所取得之現金)	-	(6,635,344)	(6,635,344)	-	-	-
處分透過損益按公允價值 衡量之金融資產	354,549	-	354,549	355,110	-	355,110
取得透過損益按公允價值 衡量之金融資產	(3,189,542)	-	(3,189,542)	(217,845)	-	(217,845)
處分透過其他綜合損益按公允價值 衡量之金融資產	15,421	-	15,421	38,089	-	38,089
按攤銷後成本衡量之金融資產增加	(3,124,750)	-	(3,124,750)	-	-	-
採用權益法之被投資公司減資退回 股款	-	-	-	42,800	-	42,800
處分採用權益法之投資	1,812,419	-	1,812,419	-	-	-
處分子公司	3,605,664	-	3,605,664	7,977,569	-	7,977,569
取得不動產、廠房及設備	(7,706,728)	-	(7,706,728)	(6,073,112)	-	(6,073,112)
取得投資性不動產	(1,041,869)	-	(1,041,869)	-	-	-
處分不動產、廠房及設備	1,208,694	-	1,208,694	188,916	-	188,916
取得使用權資產	(182,684)	-	(182,684)	-	-	-
取得無形資產	(681)	-	(681)	-	-	-
其他非流動資產增加	-	-	-	(365,226)	463,508	98,282
收取之利息	2,332,667	-	2,332,667	1,557,294	-	1,557,294
收取之股利	152,048	-	152,048	106,082	-	106,082
投資活動之淨現金(流出)流入	(6,053,562)	(6,636,947)	(12,690,509)	6,948,767	579,075	7,527,842
籌資活動之現金流量						
長期借款融資數	25,205,595	(10,911,491)	14,294,104	15,861,075	(10,709,204)	5,151,871
長期借款償還數	(27,901,143)	10,102,633	(17,798,510)	(24,718,814)	11,986,927	(12,731,887)
其他借款增加(減少)	8,844,676	808,858	9,653,534	(8,964,576)	(1,277,723)	(10,242,299)
租賃本金償還	(781,200)	-	(781,200)	-	-	-
發放現金股利	(11,209,629)	-	(11,209,629)	(4,782,851)	-	(4,782,851)
員工執行認股權	198,695	-	198,695	177,861	-	177,861
處分少數股權之權益	-	-	-	67,050	-	67,050
收購少數股權之權益	(6,635,344)	6,635,344	-	-	-	-
籌資活動之淨現金流出	(12,278,350)	6,635,344	(5,643,006)	(22,360,255)	-	(22,360,255)
匯率影響數對現金及約當現金之影響	52,979	-	52,979	158,253	-	158,253
本期現金及約當現金增加數	15,472,754	(1,603)	15,471,151	15,893,228	115,567	16,008,795
期初現金及約當現金餘額	59,652,215	(139,894)	59,512,321	45,973,454	(260,655)	45,712,799
期末現金及約當現金餘額	\$ 75,124,969	\$ 141,497	\$ 74,983,472	\$ 61,866,682	\$ 145,088	\$ 61,721,594

註：民國108年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國108年12月31日之匯率RMB 1=NTD 4.31換算。  
民國107年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國107年12月31日之匯率RMB 1=NTD 4.47換算。

董事長：魏宏名

魏宏名


經理人：劉國維



~18~

會計主管：林玉萍





康師傅控股有限公司及子公司  
合併資產負債表、合併綜合損益表及合併現金流量表重編說明  
民國 108 年及 107 年度

(除另予註明者外，金額係以新台幣仟元為單位)

一、合併財務報表重編原則

康師傅控股有限公司及子公司(以下簡稱「合併公司」)如附件四所列之民國 108 年及 107 年度財務報告，係包括康師傅控股有限公司(以下簡稱「本公司」)及子公司之合併財務資訊。

合併公司民國 108 年及 107 年度依香港法令及香港財務報告準則(以下簡稱「香港一般公認會計原則」)編製之合併資產負債表、合併綜合損益表及合併現金流量表，因適用之會計原則及報表格式不同，與「證券發行人財務報告編製準則」及金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告(以下簡稱「金管會認可之 IFRSs」)編製規定部分不同，爰依金融監督管理委員會民國 101 年 12 月 13 日金管證審字第 1010056540 號令「第二上市(櫃)公司財務報告複核要點」，就上述合併資產負債表、合併綜合損益表及合併現金流量表依金管會認可之 IFRSs 予以重編(以下簡稱「重編合併財務報表」)。

因適用之會計原則不同，對合併公司民國 108 年及 107 年度合併損益表之損益影響金額，未達證券交易法施行細則第六條所訂應重編財務報表之標準，故上述重編合併財務報表僅依金管會認可之 IFRSs 規定之格式與分類將上述合併資產負債表、合併綜合損益表及合併現金流量表予以重分類。

二、金管會認可之 IFRSs 與香港一般公認會計原則之特定重大差異彙總說明

現行已發佈生效之金管會認可之 IFRSs 與香港一般公認會計原則在特定方面可能有重大差異；其中影響合併公司民國 108 年及 107 年 12 月 31 日合併資產負債表及民國 108 年及 107 年度合併綜合損益表及合併現金流量表，進而影響重編合併財務報表之主要差異，彙總說明如下：

項 目	金管會認可之IFRSs	香港一般 公認會計原則	對重編合併 財務報表之影響
合併資產負債表			
(一)應收帳款	應收帳款應區分為關係人與非關係人。	無分類表達的特殊規定。	已予重分類。 108年12月31日 \$ 669,054 107年12月31日 \$ 403,905
(二)預付款項及其他應收款項	金融資產與預付款項應予以分開列示。	無分類表達的特殊規定。	已予重分類。 108年12月31日 \$ 3,138,309 107年12月31日 \$ 1,972,589
(三)預付款項及其他應收款項	其他應收款應區分關係人與非關係人。	無分類表達的特殊規定。	已予重分類。 108年12月31日 \$ 502,279 107年12月31日 \$ 519,325
(四)土地租約溢價	屬於其他非流動資產之長期預付費用。	分類為非流動資產下獨立之項目。	已予重分類。 108年12月31日 \$ 0 107年12月31日 \$ 15,959,540
(五)商譽	屬於其他非流動資產之無形資產。	分類為非流動資產下獨立之項目。	已予重分類。 108年12月31日 \$ 421,992 107年12月31日 \$ 437,658
(六)應付帳款及其他應付款項	應付款項及其他應付款應區分關係人與非關係人。	無分類表達的特殊規定。	已予重分類。 108年12月31日 \$ 7,420,385 107年12月31日 \$ 7,195,306
(七)有息借貸之即期部份	屬短期借款應單獨列示。	無分類表達的特殊規定。	已予重分類。 108年12月31日 \$ 20,198,849 107年12月31日 \$ 10,838,637

項 目	金管會認可之IFRSs	香港一般 公認會計原則	對重編合併 財務報表之影響
(八)儲備	應依各交易產生之性質區分為資本公積—庫藏股交易、資本公積—員工認股權、法定盈餘公積、未分配盈餘、其他權益—國外營運機構報表換算之兌換差額及其他權益—備供出售金融商品未實現損益。	皆列入儲備項下表達。	已予重分類。 108年12月31日 \$ 18,548,399 107年12月31日 \$ 18,635,376
合併綜合損益表			
(一)其他利益及其他淨收入	1. 出售下腳及廢品收入分類為銷貨成本的減項。 2. 非因經常營業活動所發生之收入及費用或利益及損失由其他經營費用轉列。	分類為營業溢利之一部分。	已予重分類。 108年度 \$ 1,651,738 107年度 \$ 3,641,391
(二)其他經營費用	1. 非因經常營業活動所發生之收入及費用或利益及損失應表列其他利益及損失項下。 2. 經常營業活動所發生之費用應表列營業成本、管理費用項下。	分類為營業溢利之一部分。	已予重分類。 108年度 \$ 2,669,592 107年度 \$ 6,549,404
合併現金流量表			
(一)抵押銀行存款	抵押銀行存款非屬現金及約當現金，為其他流動資產變動數。	編製現金流量表時抵押銀行存款歸屬於現金及約當現金。	已予重分類。 108年度 \$ 1,603 107年度 \$ 115,567
(二)應收帳款及其他應收款項	應收帳款—關係人及其他應收款—關係人變動數於現金流量表中單獨列示。	應收帳款—關係人及其他應收款—關係人未單獨列示，變動數於應收帳款及其他應收款中表達。	已予重分類。 108年度 \$ 279,607 及 \$ 1,543 107年度 \$ 193,377 及 \$ 32,828

項 目	金管會認可之IFRSs	香港一般 公認會計原則	對重編合併 財務報表之影響
(三)土地租約溢價攤銷	為其他非流動資產之減少數。	於現金流量表中獨立列示。	已予重分類。 108年度 \$ 0 107年度 \$ 463,508
(四)應付帳款及其他應付款項	應付帳款—關係人及其他應付款—關係人變動數於現金流量表中單獨列示。	應付帳款—關係人及其他應付款—關係人未單獨列示，變動數於應付帳款及其他應付款中表達。	已予重分類。 108年度 \$ 323,543及 \$ 159,086 107年度 \$ 124,574 及 \$ 65,275
(五)借款融資數及償還數	將銀行借款及其他借款依性質重分類。	無分類表達的特殊規定。	已予重分類。 108年度 \$ 808,858 107年度 \$ 1,277,723
(六)支付收購少數股權之權益	收購非控制權益應分類於投資活動。	於現金流量表中獨立列示。	已予重分類。 108年度 \$ 6,635,344 107年度 \$ 0

# 附 件 四



# 綜合收益表

## Consolidated Income Statement

截至2019年12月31日止年度 Year ended 31 December 2019

		附註 Note	2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
收益	<b>Revenue</b>	6	<b>61,978,158</b>	60,685,645
銷售成本	Cost of sales		<b>(42,218,703)</b>	(41,958,429)
毛利	Gross profit		<b>19,759,455</b>	18,727,216
其他收益	Other revenue	7	<b>541,222</b>	348,388
其他淨收入	Other net income	8	<b>1,544,223</b>	803,974
分銷成本	Distribution costs		<b>(13,258,980)</b>	(11,817,315)
行政費用	Administrative expenses		<b>(2,375,436)</b>	(2,267,636)
其他經營費用	Other operating expenses		<b>(619,395)</b>	(1,465,191)
財務費用	Finance costs	9	<b>(413,652)</b>	(421,682)
應佔聯營及合營公司業績	Share of results of an associate and joint ventures	21, 22	<b>234,159</b>	71,580
除稅前溢利	<b>Profit before taxation</b>	9	<b>5,411,596</b>	3,979,334
稅項	Taxation	11	<b>(1,693,374)</b>	(1,250,565)
本年度溢利	<b>Profit for the year</b>		<b>3,718,222</b>	2,728,769
應佔溢利：	<b>Profit attributable to:</b>			
本公司股東	Owners of the Company		<b>3,330,981</b>	2,463,321
少數股東權益	Non-controlling interests		<b>387,241</b>	265,448
本年度溢利	<b>Profit for the year</b>		<b>3,718,222</b>	2,728,769
每股溢利	<b>Earnings per share</b>	13		
基本	Basic		<b>RMB59.25 cents</b>	RMB43.85 cents
攤薄	Diluted		<b>RMB59.20 cents</b>	RMB43.77 cents



# 綜合全面收益表

## Consolidated Statement of Comprehensive Income

截至2019年12月31日止年度 Year ended 31 December 2019

		2019	2018
		人民幣千元	人民幣千元
		<b>RMB'000</b>	<b>RMB'000</b>
本年度溢利	<b>Profit for the year</b>	<b>3,718,222</b>	2,728,769
其他全面(虧損)收益：	<b>Other comprehensive (loss) income:</b>		
不會重分類至	<i>Items that will not be reclassified to</i>		
損益賬的項目	<i>profit or loss:</i>		
界定福利責任之重估值	Remeasurement of defined benefit obligations	<b>(74,877)</b>	(40,003)
指定按公允價值列賬及在	Fair value changes in equity instruments		
其他全面收益賬處理的	designated as at fair value through		
權益工具公允價值之變動	other comprehensive income	<b>3,199</b>	(16,265)
		<b>(71,678)</b>	(56,268)
已經或其後可被重分類至	<i>Items that are or may be reclassified</i>		
損益賬中的項目	<i>subsequently to profit or loss:</i>		
匯兌差額	Exchange differences on consolidation	<b>(131,046)</b>	(379,686)
		<b>(131,046)</b>	(379,686)
本年度其他全面虧損	<b>Other comprehensive loss for the year</b>	<b>(202,724)</b>	(435,954)
本年度全面收益總額	<b>Total comprehensive income for the year</b>	<b>3,515,498</b>	2,292,815
應佔全面收益：	<b>Total comprehensive income</b>		
	<b>attributable to:</b>		
本公司股東	Owners of the Company	<b>3,135,740</b>	2,061,011
少數股東權益	Non-controlling interests	<b>379,758</b>	231,804
		<b>3,515,498</b>	2,292,815

# 綜合財務狀況表

## Consolidated Statement of Financial Position

截至2019年12月31日止年度 At 31 December 2019

			2019	2018
		附註	人民幣千元	人民幣千元
		Note	RMB'000	RMB'000
<b>資產</b>	<b>ASSETS</b>			
<b>非流動資產</b>	<b>Non-current assets</b>			
投資性房地產	Investment properties	14	1,771,500	1,119,000
物業、機器及設備	Property, plant and equipment	15	23,013,991	24,927,630
使用權資產	Right-of-use assets	16	4,025,124	—
土地租約溢價	Prepaid lease payments	17	—	3,570,367
無形資產	Intangible assets	18	183,409	186,458
商譽	Goodwill	19	97,910	97,910
聯營公司權益	Interest in an associate	21	139,537	127,725
合營公司權益	Interest in joint ventures	22	889,065	698,743
按公允價值列賬及在 損益賬處理的金融資產	Financial assets at fair value through profit or loss	23	1,153,541	448,121
指定按公允價值列賬及在 其他全面收益賬處理 的權益工具	Equity instruments designated as at fair value through other comprehensive income	23	115,614	114,018
其他非流動資產	Other non-current assets	24	—	375,964
遞延稅項資產	Deferred tax assets	36	407,171	429,262
長期定期存款	Long-term time deposits	28	725,000	—
			<b>32,521,862</b>	32,095,198
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories	25	3,445,075	2,651,740
應收賬款	Trade receivables	26	1,669,525	1,715,471
可收回稅項	Tax recoverable		40,349	30,150
預付款項及其他應收款項	Prepayments and other receivables	27	2,852,469	2,669,689
抵押銀行存款	Pledged bank deposits	28	32,830	32,458
銀行結餘及現金	Bank balances and cash	28	17,397,557	13,807,963
			<b>25,437,805</b>	20,907,471
<b>總資產</b>	<b>Total assets</b>		<b>57,959,667</b>	53,002,669



			2019	2018
		附註 Note	人民幣千元 RMB'000	人民幣千元 RMB'000
<b>股東權益及負債</b>	<b>EQUITY AND LIABILITIES</b>			
<b>股本及儲備</b>	<b>Capital and reserves</b>			
發行股本	Issued capital	29	235,401	235,204
股份溢價	Share premium	30	724,384	664,400
儲備	Reserves	31	18,618,789	18,753,872
<b>本公司股東應佔股本及儲備總額</b>	<b>Total capital and reserves attributable to owners of the Company</b>		<b>19,578,574</b>	19,653,476
<b>少數股東權益</b>	<b>Non-controlling interests</b>	20	<b>3,467,533</b>	3,958,955
<b>股東權益總額</b>	<b>Total equity</b>		<b>23,046,107</b>	23,612,431
<b>非流動負債</b>	<b>Non-current liabilities</b>			
按公允價值列賬及在損益賬處理的金融負債	Financial liabilities at fair value through profit or loss	33	9,674	9,862
長期有息借貸	Long-term interest-bearing borrowings	34	4,920,078	4,372,723
租賃負債	Lease liabilities	16	287,892	—
其他非流動負債	Other non-current liabilities	41	40,000	40,000
員工福利責任	Employee benefit obligations	35	157,066	115,436
遞延稅項負債	Deferred tax liabilities	36	1,191,422	967,682
			<b>6,606,132</b>	5,505,703

綜合財務狀況表 | Consolidated Statement of Financial Position  
截至2019年12月31日止年度 At 31 December 2019

		附註 Note	2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
<b>流動負債</b>	<b>Current liabilities</b>			
應付賬款	Trade payables	37	<b>7,678,035</b>	6,953,961
其他應付款項及已收押金	Other payables and deposits received	38	<b>10,761,450</b>	8,522,996
有息借貸之即期部份	Current portion of interest-bearing borrowings	34	<b>7,454,381</b>	6,461,785
租賃負債	Lease liabilities	16	<b>199,664</b>	—
客戶預付款項	Advance payments from customers	42	<b>1,809,935</b>	1,678,782
稅項	Taxation		<b>403,963</b>	267,011
			<b>28,307,428</b>	23,884,535
<b>總負債</b>	<b>Total liabilities</b>		<b>34,913,560</b>	29,390,238
<b>股東權益及負債總額</b>	<b>Total equity and liabilities</b>		<b>57,959,667</b>	53,002,669
<b>淨流動資產(負債)</b>	<b>Net current assets (liabilities)</b>		<b>(2,869,623)</b>	(2,977,064)
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>29,652,239</b>	29,118,134

第132至301頁之綜合財務報表已由董事會於2020年3月23日批准及授權簽發，並由以下人士代表簽署

These consolidated financial statements on pages 132 to 301 were approved and authorised for issue by the Board of Directors on 23 March 2020 and signed on its behalf by

魏宏名 WEI Hong-Ming  
董事 Director

井田純一郎 Junichiro Ida  
董事 Director



# 綜合股東權益變動表

## Consolidated Statement of Changes in Equity

截至2019年12月31日止年度 Year ended 31 December 2019

		本公司股東權益 Attributable to owners of the Company					
		發行股本 Issued capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	儲備 Reserves 人民幣千元 RMB'000	股本及儲備 Total capital and reserves 人民幣千元 RMB'000	少數股東權益 Non- controlling interests 人民幣千元 RMB'000	股東 權益總額 Total equity 人民幣千元 RMB'000
於2018年1月1日	At 1 January 2018	235,053	611,736	17,565,290	18,412,079	3,881,965	22,294,044
本年度溢利	Profit for the year	—	—	2,463,321	2,463,321	265,448	2,728,769
<b>其他全面虧損</b>	<b>Other comprehensive loss</b>						
界定福利責任之重估值	Remeasurement of defined benefit obligations	—	—	(37,562)	(37,562)	(2,441)	(40,003)
指定按公允價值列賬及 在其他全面收益賬處理 的權益工具之變動	Fair value changes in equity instruments designated as at fair value through other comprehensive income	—	—	(16,265)	(16,265)	—	(16,265)
匯兌差額	Exchange differences on consolidation	—	—	(348,483)	(348,483)	(31,203)	(379,686)
<b>其他全面虧損總額</b>	<b>Total other comprehensive loss</b>	—	—	(402,310)	(402,310)	(33,644)	(435,954)
<b>本年度全面收益總額</b>	<b>Total comprehensive income for the year</b>	—	—	2,061,011	2,061,011	231,804	2,292,815
<b>與本公司股東之交易</b>	<b>Transactions with owners of the Company:</b>						
<i>投資與分配</i>	<i>Contributions and distribution</i>						
權益結算股份支付之款項	Equity settled share-based transactions	—	—	32,799	32,799	—	32,799
根據購股權計劃發行之股份	Shares issued under share option scheme	151	52,664	(13,025)	39,790	—	39,790
已批准2017年末期股息	2017 final dividend approved	—	—	(909,539)	(909,539)	(167,478)	(1,077,017)
		151	52,664	(889,765)	(836,950)	(167,478)	(1,004,428)
<i>擁有權變動</i>	<i>Changes in ownership interests</i>						
無導致改變控制權的附屬公司 擁有權變動	Change in ownership interest in a subsidiary without change in control	—	—	17,336	17,336	12,664	30,000
		—	—	17,336	17,336	12,664	30,000
<b>與本公司股東之交易總額</b>	<b>Total transactions with owners of the Company</b>	151	52,664	(872,429)	(819,614)	(154,814)	(974,428)
於2018年12月31日	At 31 December 2018	235,204	664,400	18,753,872	19,653,476	3,958,955	23,612,431

綜合股東權益變動表 | Consolidated Statement of Changes in Equity  
截至2019年12月31日止年度 Year ended 31 December 2019

		本公司股東權益 Attributable to owners of the Company					
		發行股本 Issued capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	儲備 Reserves 人民幣千元 RMB'000	股本及儲備 Total capital and reserves 人民幣千元 RMB'000	少數股東權益 Non- controlling interests 人民幣千元 RMB'000	股東 權益總額 Total equity 人民幣千元 RMB'000
於2019年1月1日	At 1 January 2019	235,204	664,400	18,753,872	19,653,476	3,958,955	23,612,431
本年度溢利	Profit for the year	—	—	3,330,981	3,330,981	387,241	3,718,222
<b>其他全面(虧損)收益</b>	<b>Other comprehensive (loss) income</b>						
界定福利責任之重估值(附註35)	Remeasurement of defined benefit obligations (Note 35)	—	—	(65,490)	(65,490)	(9,387)	(74,877)
指定按公允價值列賬及在其他全面 收益賬處理的權益工具	Fair value changes in equity instruments designated as at fair value through other comprehensive income (Note 23(d))	—	—	3,199	3,199	—	3,199
公允價值之變動(附註23(d))	Exchange differences on consolidation	—	—	(132,950)	(132,950)	1,904	(131,046)
匯兌差額							
<b>其他全面虧損總額</b>	<b>Total other comprehensive loss</b>	—	—	(195,241)	(195,241)	(7,483)	(202,724)
<b>本年度全面收益總額</b>	<b>Total comprehensive income for the year</b>	—	—	3,135,740	3,135,740	379,758	3,515,498
<b>與本公司股東之交易</b>	<b>Transactions with owners of the Company:</b>						
<i>投資與分配</i>	<i>Contributions and distribution</i>						
權益結算股份支付之款項	Equity settled share-based transactions	—	—	24,504	24,504	—	24,504
根據購股權計劃發行之股份 (附註29)	Shares issued under share option scheme (Note 29)	197	59,984	(14,080)	46,101	—	46,101
已批准及派發2018末期及特別股息 (附註12)	2018 final and special dividend approved and paid (Note 12)	—	—	(2,463,321)	(2,463,321)	(123,646)	(2,586,967)
		197	59,984	(2,452,897)	(2,392,716)	(123,646)	(2,516,362)
<b>擁有權變動</b>	<b>Changes in ownership interests</b>						
出售一間非全資附屬公司(附註43)	Disposal of a non-wholly owned subsidiary (Note 43)	—	—	—	—	(8,601)	(8,601)
無導致改變控制權的附屬公司 擁有權變動(附註20)	Change in ownership interest in subsidiaries without change in control (Note 20)	—	—	(817,926)	(817,926)	(738,933)	(1,556,859)
		—	—	(817,926)	(817,926)	(747,534)	(1,565,460)
<b>與本公司股東之交易總額</b>	<b>Total transactions with owners of the Company</b>	197	59,984	(3,270,823)	(3,210,642)	(871,180)	(4,081,822)
於2019年12月31日	At 31 December 2019	235,401	724,384	18,618,789	19,578,574	3,467,533	23,046,107



# 綜合現金流量表

## Consolidated Statement of Cash Flows

截至2019年12月31日止年度 Year ended 31 December 2019

			2019	2018
	附註		人民幣千元	人民幣千元
	Note		RMB'000	RMB'000
<b>經營活動</b>		<b>OPERATING ACTIVITIES</b>		
經營業務所得現金	39	Cash generated from operations	9,591,258	8,947,083
已繳中國企業所得稅		The People's Republic of China ("PRC") enterprise income tax paid	(1,343,821)	(1,555,331)
已繳利息		Interest paid	(416,419)	(423,863)
<b>經營活動所得現金淨額</b>		<b>Net cash from operating activities</b>	<b>7,831,018</b>	<b>6,967,889</b>
<b>投資活動</b>		<b>INVESTING ACTIVITIES</b>		
已收利息		Interest received	541,222	348,388
新增長期定期存款	28	Increase in long-term time deposits	(725,000)	—
已收合營公司股利	22	Dividend received from a joint venture	32,025	17,232
已收按公允價值列賬及 在損益賬處理的 金融資產股利		Dividend received from financial assets at fair value through profit or loss	3,253	6,500
出售一間聯營公司之所得	15(d)	Proceeds from disposal of an associate	195,107	—
出售一間合營公司之所得	20(a)	Proceed from disposal of a joint venture	225,408	—
出售按公允價值列賬及 在損益賬處理的 金融資產之所得		Proceeds from disposal of financial assets at fair value through profit or loss	82,262	79,443
出售指定按公允價值列賬 及在其他全面收益賬處理 的金融資產之所得	23(c)	Proceeds from disposal of equity instruments designated as at fair value through other comprehensive income	3,578	8,521
贖回債務投資		Redemption of debt investment	—	900,000
購入按公允價值列賬及 在損益賬處理的金融資產	23(a)(b)	Purchase of financial assets at fair value through profit or loss	(740,033)	(48,735)
購入無形資產	18	Purchase of intangible assets	(158)	—
購入投資性房地產	14	Purchase of investment properties	(241,733)	—
購入物業、機器及設備		Purchase of property, plant and equipment	(1,788,104)	(1,358,638)
購入使用權資產	16	Purchase of right-of-use assets	(42,386)	—
收購一幢物業所支付的定金	14	Deposit paid for acquisition of a property	—	(58,000)
已付土地租約溢價		Prepaid lease payments	—	(23,706)
出售物業、機器及設備及 使用權資產之所得		Proceeds from sale of property, plant and equipment and right-of-use assets	280,439	42,263
出售附屬公司所得現金淨額	43	Net cash inflow on disposal of subsidiaries	836,581	437,438
應收貸款之淨變動金額	27(a)	Net movement of loan receivables	(67,000)	(153,000)
應收前附屬公司之 淨變動金額		Net movement of amount due from former subsidiaries	—	1,347,253
註銷聯營公司和合資公司 所退還資本		Capital refunded upon deregistration of associates and joint ventures	—	9,575
<b>投資活動(所用)所得 現金淨額</b>		<b>Net cash (used in) from investing activities</b>	<b>(1,404,539)</b>	<b>1,554,534</b>



綜合現金流量表 | Consolidated Statement of Cash Flows  
截至2019年12月31日止年度 Year ended 31 December 2019

		2019	2018
	附註	人民幣千元	人民幣千元
	Note	RMB'000	RMB'000
<b>融資活動</b>	<b>FINANCING ACTIVITIES</b>		
已付本公司股東之股息	Dividends paid to owners of the Company	<b>(2,485,015)</b>	(928,370)
已付少數股東權益之股息	Dividends paid to non-controlling interests	<b>(115,827)</b>	(141,619)
根據購股權計劃	Issue of shares under share option scheme		
發行之股份		<b>46,101</b>	39,790
支付租賃負債	Payments of lease liabilities	<b>(181,253)</b>	—
新增銀行貸款	Proceeds from bank borrowings	<b>5,848,166</b>	3,548,339
償還銀行及其他貸款	Repayments of bank and other borrowings	<b>(6,473,583)</b>	(5,529,936)
其他短期借貸之變動淨額	Net movement of other short-term borrowings	<b>2,052,129</b>	(2,005,498)
支付收購少數股東權益	Payment for acquisition of non-controlling interests	<b>(1,539,523)</b>	—
出售無導致改變控制權的 附屬公司權益之所得	Proceeds from disposal of ownership interests in a subsidiary that does not result in a change of control	—	15,000
<b>融資活動所用現金淨額</b>	<b>Net cash used in financing activities</b>	<b>(2,848,805)</b>	(5,002,294)
現金及現金等值物的 淨增加	<b>Net increase in cash and cash equivalents</b>	<b>3,577,674</b>	3,520,129
年初之現金及現金等值物	<b>Cash and cash equivalents at beginning of year</b>	<b>13,840,421</b>	10,284,889
匯率變動之影響	<b>Effect on exchange rate changes</b>	<b>12,292</b>	35,403
年終之現金及現金等值物	<b>Cash and cash equivalents at end of year</b>	<b>17,430,387</b>	13,840,421



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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

### 1. 一般資料

康師傅控股有限公司(「本公司」)為開曼群島註冊成立有限責任公司及股票於香港聯合交易所有限公司之主板上市。其主要營運地址為香港灣仔港灣道18號中環廣場56樓5607室及中國上海市閔行區吳中路1688號。

本公司為一家投資控股公司。本公司及其附屬公司(統稱為「本集團」)主要從事生產及銷售方便麵和飲品。其附屬公司經營之主要業務載於綜合財務報表附註49。

### 2. 編製基準

本綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)，此統稱已包括所有適用個別之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋，以及香港普遍接納之會計原則及香港公司條例的適用規定編製。本綜合財務報表同時亦符合香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露規定。

所有金額已約整至最接近的千位數，除非另有說明。

除詳載於綜合財務報表附註4，於年內生效的新訂或經修訂之香港財務報告準則外，本綜合財務報表採用之會計政策與2018年度的財務報表是一致的。本集團所採用之主要會計政策概要載於綜合財務報表附註3。

### 1. GENERAL INFORMATION

Tingyi (Cayman Islands) Holding Corp. (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The addresses of its principal place of business are Suite 5607, 56th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong and No. 1688, Wuzhong Road, Minhang District, Shanghai, the PRC.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the manufacture and sale of instant noodles and beverages. The principal activities of its subsidiaries are set out in note 49 to the consolidated financial statements.

### 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2018 consolidated financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year as detailed in note 4 to the consolidated financial statements. A summary of the principal accounting policies adopted by the Group is set out in note 3 to the consolidated financial statements.

## 2. 編製基準(續)

在編製綜合財務報表時，於結算日，基於本集團流動負債較流動資產超出人民幣2,869,623,000元(2018年：人民幣2,977,064,000元)，因此董事已審慎評估本集團在可見未來之營運資金及融資需求。

董事基於本集團現有可動用之銀行信貸的情況下，認為本集團在可見將來有充份資源完全兌現其財務承擔。故此，綜合財務報表以持續經營之準則編製。

## 3. 主要會計政策

### (a) 編製基準

編製綜合財務報表時以原值作為衡量標準，除按公允價值列賬之投資性房地產、按公允價值列賬及在損益賬處理的金融資產、指定按公允價值列賬及在其他全面收益賬處理的權益工具及按公允價值列賬及在損益賬處理金融負債以公允價值計量除外。詳情載於下列之會計政策。

### (b) 綜合基準

綜合財務報表包括本公司及各附屬公司之財務報表。編製子公司財務報表的呈報年度與本公司相同，會計政策亦貫徹一致。

本集團內部各公司之間進行交易所致的所有結餘、交易、收支及損益均全數抵銷。附屬公司的業績自本集團取得控制權之日起合併，並繼續合併附屬公司直至控制權終止日期。

## 2. BASIS OF PREPARATION (Continued)

In preparing these consolidated financial statements, the directors have carefully assessed the working capital and financing requirements of the Group in the foreseeable future, as the Group's current liabilities exceeded its current assets by RMB2,869,623,000 (2018: RMB2,977,064,000) at the end of the reporting period.

Taking into account the existing banking facilities of the Group, the directors are satisfied that the Group has sufficient resources to meet in full its financial obligations as they fall due in the foreseeable future. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

## 3. PRINCIPAL ACCOUNTING POLICIES

### (a) Basis of measurement

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for investment properties, financial assets at fair value through profit or loss, equity instruments designated as at fair value through other comprehensive income and financial liabilities at fair value through profit or loss, which are measured at fair value as explained in the accounting policies set out below.

### (b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.



### 3. 主要會計政策(續)

#### (b) 綜合基準(續)

少數股東權益獨立並與本公司股東應佔權益分開呈列於綜合收益表，綜合全面收益表內及於綜合財務狀況表之股東權益內。屬現時購買方擁有且於清盤時令持有人有權按比例分佔企業資產淨值之少數股東權益，可初始按公允價值或少數股東權益所佔被購方可確認的比例確認於被購買方之任何少數股東權益。計量基準根據逐項收購而作出選擇。除非香港財務報告準則要求以另一個測量依據，否則其他類型的非控股權益最初仍以公允價值來衡量。

#### *分配全面收益總額*

本年度盈虧及全面收益的各項目均由本公司股東及少數股東權益分佔。全面收益總額歸於本公司股東權益及少數股東權益，即使此舉會導致少數股東權益有虧損結餘。

#### *擁有權變動*

無導致失去於附屬公司控制權之本集團擁有權變動，按權益交易入賬。股東及少數股東權益之面值乃經調整以反映其於附屬公司相關權益之變動。少數股東權益之調整金額與已付或已收代價公允值之差額，直接於權益內之與少數股東權益交易儲備確認，並由本公司股東分佔。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

Non-controlling interests are presented, separately from owners of the Company, in the consolidated income statement and the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value unless another measurement basis is required by HKFRSs.

#### *Allocation of total comprehensive income*

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

#### *Changes in ownership interests*

Changes in the Group's ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in "transactions with non-controlling interests reserve" within equity and attributed to the owners of the Company.

### 3. 主要會計政策(續)

#### (b) 綜合基準(續)

##### 擁有權變動(續)

倘本集團失去於附屬公司之控制權，出售損益根據下列兩項之差額計算：(i)已收代價之公允值與任何保留權益之公允值之總額與(ii)附屬公司之資產(包括商譽)及負債以及任何非控股權益之賬面值。倘本集團直接出售相關資產或負債，先前於其他全面收益表就所售附屬公司確認之金額則須按相同基準確認。由控制權失去當日起，於前附屬公司保留之任何投資及欠收或欠付前附屬公司之任何金額入賬為金融資產或負債、聯營公司權益、合營公司權益或其他公司。

#### (c) 商譽

因收購一項業務(包括收購共同控制一項共同經營活動所構成的一項業務)而產生的商譽乃按所轉讓代價，被收購方的少數股東權益及以前持有的被收購方的股權在購買日的公允價值，購買日的可辨認資產和被收購方承擔的負債金額。

收購業務的商譽被確認為獨立資產，並按成本減累計減值損失列賬，每年進行減值測試或在事件或情況變化顯示賬面值可能減值時更頻密地進行減值測試。為進行減值測試和確定處置收益或損失，商譽分配至現金產生單位(「現金產生單位」)。商譽減值虧損是不會被轉回。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

##### Changes in ownership interests (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the Group had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset or liability, interest in associate, interest in joint venture or others as appropriate from the date when control is lost.

#### (c) Goodwill

Goodwill arising on an acquisition of a business (including the acquisition of joint control of a joint operation in which the activity constitutes a business) is measured at the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of any previously held equity interest in the acquiree over the acquisition date amounts of the identifiable assets acquired and the liabilities assumed of the acquired business.

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses, which is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment test and determination of gain or loss on disposal, goodwill is allocated to cash-generating units ("CGUs"). An impairment loss on goodwill is not reversed.



### 3. 主要會計政策(續)

#### (c) 商譽(續)

另一方面，所收購可識別資產的收購日期金額與被收購企業承擔的負債相對於轉讓的對價，被收購方的任何少數股東權益金額以及收購方的公允價值先前於收購事項中持有的權益(如有)於重新評估後即時於損益確認為議價購買收入。

#### (d) 物業、機器及設備

永久業權土地不計提任何折舊，以原值減累計減值虧損入賬。除在建工程以外之其他物業、機器及設備以原值減累計折舊及累計減值虧損入賬。物業、機器及設備之成本包括其購買價及任何使資產達致可使用狀態及現存地點作原定用途所產生之直接應佔成本。維修及保養於產生之年度內在損益賬中扣除。

除在建工程外，物業、機器及設備之折舊是根據全面投入運作之日期起按其可使用年限及預計殘值後以直線法計提折舊。當物業、機器及設備項目之不同部分有不同使用年期時，項目之成本在不同部分之間按合理基準分配，每個部份分開計算折舊。

樓宇	10至30年
機器及設備：	
— 方便麵	10至12年
— 飲品	10至12年
— 其他	5至10年
電器及設備	5年
雜項設備	3至10年

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (c) Goodwill (Continued)

On the other hand, any excess of the acquisition date amounts of identifiable assets acquired and the liabilities assumed of the acquired business over the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree, if any, after reassessment, is recognised immediately in profit or loss as an income from bargain purchase.

#### (d) Property, plant and equipment

Freehold land is not depreciated and stated at cost less accumulated impairment losses. All other property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment, other than construction in progress, over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the costs of the item is allocated on a reasonable basis and depreciated separately.

Buildings	10 to 30 years
Machinery and equipment:	
— Instant noodles	10 to 12 years
— Beverages	10 to 12 years
— Others	5 to 10 years
Electrical appliances and equipment	5 years
Miscellaneous equipment	3 to 10 years

### 3. 主要會計政策(續)

#### (d) 物業、機器及設備(續)

當出售時或當繼續使用資產預期不會產生任何未來經濟利益時，物業、機器及設備項目會被終止確認。當物業、機器及設備出售或棄用時所得之盈虧，按其出售所得淨額與資產賬面值間之差額用以評定，並認列於損益賬內。

當物業、機器及設備變成一個投資性房地產，於改變用途日有關該物業的賬面值及公允值之間的任何差額會按照香港會計準則第16號之要求同樣地採用重估法處理。

#### (e) 在建工程

在建工程指正在建造或即將安裝之樓宇、廠房及機器，按成本減累計減值虧損(如有)列賬。成本包括建設及收購成本及已資本化之借貸成本。在建工程直至有關資產完成及可作擬定用途前不計提折舊。當有關資產可供使用時，成本乃轉撥為物業、廠房及設備，並根據上文附註3(d)所載之政策提撥折舊。

#### (f) 投資性房地產

投資性房地產的土地和樓宇由所有人或者承租人根據租賃持有，以賺取租金收入或作資本增值。這些措施包括對當前不確定的未來持有的屬性。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

When property, plant and equipment becomes an investment property, any difference at the date of change in use between the carrying amount and the fair value of the property is accounted for in the same way as a revaluation in accordance with HKAS 16.

#### (e) Construction in progress

Construction in progress represents buildings, plant and machinery under construction or pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction and acquisition and capitalised borrowing costs. No depreciation is made on construction in progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are available for use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated in 3(d) above.

#### (f) Investment properties

Investment properties are land and building that are held by owner or lessee, to earn rental income and/or for capital appreciation. These include properties held for a currently undetermined future use.



### 3. 主要會計政策(續)

#### (f) 投資性房地產(續)

投資性房地產以公允價值於報告期末列賬。任何公允價值變動所產生的收益或損失，計入當期損益。投資性房地產的公允價值是根據持有認可的專業資格，並具有近期同類別及位置之財產評估經驗的獨立估值師估值。

投資性房地產於出售或於其被永久終止使用或預期於出售時再無日後經濟利益之時終止確認。終止確認物業所產生的任何損益(按出售所得款項淨額及資產的賬面值的差額計算)計入項目終止確認期內的損益表中。

#### (g) 無形資產

##### 特許經營權

業務合併中取得之特許經營權於收購日以公允價值確認。特許經營權具有有限期的使用年期，並以成本金額減去累計攤銷及累計減值虧損認列。攤銷是根據其預計使用年期以直線法計提。使用年期及攤銷方法均每年進行評估。

##### 水資源許可證

獲得水資源許可證的初始成本資本化。水資源許可證擁有有限使用年限按成本減累計攤銷及累計減值虧損列賬。攤銷按其估計可使用年限以直線法計提。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (f) Investment properties (Continued)

Investment properties are stated at fair value at the end of the reporting period. Any gain or loss arising from a change in fair value is recognised in profit or loss. The fair value of investment property is based on a valuation by an independent valuer who holds a recognised professional qualification and has recent experience in the location and category of property being valued.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year in which the item is derecognised.

#### (g) Intangible asset

##### Concession right

Concession right acquired in a business combination is recognised at fair value at the acquisition date. Concession right has finite useful life and is carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method over its estimated useful life. Both the period and method of amortisation are reviewed annually.

##### Water resource license

The initial cost of acquiring water resource license is capitalised. The water resource license has finite useful lives and is carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is provided on the straight-line basis over its estimated useful lives.



### 3. 主要會計政策(續)

#### (h) 土地租約溢價

於2019年1月1日之前，土地租約溢價為以營運租約形式購入承租人佔用之物業基於固定條款之權益之預付款項。溢價乃以成本扣除累計攤銷和累計減值損失列賬，並於租期內以直線法攤銷。自2019年1月1日起，該等款項以使用權資產入賬。

#### (i) 附屬公司

附屬公司乃本集團控制之實體。本集團在參與該實體業務時有權力得到可變回報及有能力透過其權力影響這些回報時視為控制該實體。倘有事實及情況顯示對上述一項或多項控制因素出現變化，本集團將重新評估其是否控制被投資方。

在附註內顯示之本公司財務狀況表內，附屬公司權益以成本減去減值虧損列值已標示在附註內。附屬公司權益之賬面值會個別撇減至其可收回金額。附屬公司業績由本公司按已收及應收股息基準入賬。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (h) Prepaid lease payments

Before 1 January 2019, prepaid lease payments are up-front payments to acquire fixed term interests in lessee-occupied land that are classified as operating leases. The premiums are stated at cost less accumulated amortisation and accumulated impairment losses and are amortised over the period of the lease on a straight-line basis. From 1 January 2019, those payments are accounted for as right-of-use assets.

#### (i) Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position, which is presented within these notes, an interest in a subsidiary is stated at cost less impairment loss. The carrying amount of the interest in a subsidiary is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.



### 3. 主要會計政策 (續)

#### (j) 聯營公司和合營公司

聯營公司乃本集團有重大影響之實體。重大影響是指對被投資方的財務和經營政策有參與決策的權利，但並不構成控制或共同控制。

合營公司為一項合營安排，據此對安排擁有共同控制權的各方對該安排的淨資產享有權利。合營安排是由兩方或多方擁有共同控制之安排。共同控制是指按照合約約定作分享控制的安排，共同控制僅在當相關活動要求共同享有控制權的各方作出一致決定時出現。倘有事實及情況出現變化，本集團將重新評估其是否有共同控制此安排，以及其涉及的合營安排之類型是否改變。

本集團於聯營公司或合營公司之權益按權益法認列，惟倘該投資或其部分被分類為持作出售除外。根據權益法，投資最初以成本入賬，然後就本集團應佔被投資公司淨資產在收購後的變動及有關投資的任何減值虧損作出調整。除本集團已產生法定或推定責任或替該被投資公司作出付款時外，當本集團應佔被投資公司之虧損相等於或超出其於該被投資公司之賬面金額，當中包括任何實質的長期權益，本集團會中止認列應佔虧損。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is a contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The Group reassesses whether it has joint control of an arrangement and whether the type of joint arrangement in which it is involved has changed, if facts and circumstances change.

The Group's interest in associate or joint venture is accounted for under the equity method of accounting, except when the investment or a portion thereof is classified as held for sale. Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the investee's net assets and any impairment loss relating to the investment. Except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee, the Group discontinues recognising its share of further losses when the Group's share of losses of the investee equals or exceeds the carrying amount of its interest in the investee, which includes any long term interests that, in substance, form part of the Group's net investment in the investee.

### 3. 主要會計政策(續)

#### (j) 聯營公司和合營公司(續)

本集團與聯營公司和合營公司進行交易產生之任何未實現利潤及虧損，均以本集團於有關投資方之權益為限進行抵銷，惟倘未實現虧損顯示所轉讓資產出現減值之證據，在該情況下，有關虧損即時在損益表確認。

#### (k) 金融工具

##### 金融資產

##### 確認及終止確認

金融資產只有於本集團成為該工具合約條文之其中一方時確認。

當(i)本集團從金融資產收取未來現金流量的合約權利到期或(ii)本集團轉讓了該金融資產並且(a)本集團在實質上轉讓了與該金融資產擁有權相關的幾乎全部風險和回報，或(b)本集團既未轉讓亦未保留該金融資產擁有權的絕大部分風險及回報，但不保留金融資產的控制權時，會終止確認該項金融資產。

金融資產(沒有重大融資成分的貿易應收款項除外)起初按公允價值列賬。若金融資產非按公允價值列賬及在損益賬處理，則加上其直接相關之交易費用列賬。該等貿易應收款項初步按其交易價格計量。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Associates and joint ventures (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investees, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

#### (k) Financial instruments

##### Financial assets

##### Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

Financial assets (except for trade receivables without a significant financing component) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial assets. Such trade receivables are initially measured at their transaction price.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

初始確認時，金融資產分類為(i)按攤銷成本計量；(ii)按公允價值列賬及在其他全面收益處理計量的債務工具(「強制性FVOCI」)；(iii)指定按公允價值列賬及在其他全面收益賬處理的權益工具(「指定FVOCI」)；或(iv)按公允價值列賬及在損益賬處理(「FVPL」)。

初始確認時的金融資產分類取決於本集團管理金融資產的業務模式和金融資產的合約現金流量特徵。除非本集團改變其管理業務模式，否則金融資產在初始確認後不會重新分類，在此情況下，所有受影響的金融資產在業務模式變更後的首個年度報告期的第一天重新分類。

嵌入式混合合約的衍生金融工具(其主體資產為香港財務報告準則第9號範圍內)並不會從主體資產中分割。相反，需評估整個混合合約的分類。

##### 1) 按攤銷成本計量的 金融資產

如果金融資產滿足以下兩個條件且未指定為FVPL，則按攤銷成本計量：

- (i) 其業務模式是持有金融資產以收取合約現金流量為目的；和
- (ii) 其合約條款在指定日期產生現金流量，該現金流量僅為本金及未償還本金的利息。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial assets (Continued)

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt instruments measured at fair value through other comprehensive income ("Mandatory FVOCI"); (iii) equity instruments designated as at fair value through other comprehensive income ("Designated FVOCI"); or (iv) measured at fair value through profit or loss ("FVPL").

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

Derivatives embedded in a hybrid contract in which a host is an asset within the scope of HKFRS 9 are not separated from the host. Instead, the entire hybrid contract is assessed for classification.

##### 1) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

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

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

##### 1) 按攤銷成本計量的 金融資產(續)

按攤銷成本計算的金融資產其後採用實際利率法計量，並可能會出現減值。減值、終止確認或攤銷過程產生的收益和損失於損益賬確認。

本集團的按攤銷成本計量的金融資產包括銀行結餘及現金，抵押銀行存款、長期定期存款及應收及其他應收款。

##### 2) 強制性FVOCI

如果滿足以下兩個條件且未指定為FVPL，則金融資產按強制性FVOCI計量：

- (i) 其持有的業務模式的目的是持有金融資產以收取合約現金流量及出售；和
- (ii) 其合約條款在指定日期產生現金流量，該現金流量僅為本金及未償還本金的利息。

該金融資產其後按公允價值計量。使用實際利率法計算利息，減值損益和匯兌損益在損益賬確認。其他收益或虧損於其他全面收益確認，直至終止確認該金融資產。終止確認該金融資產時，先前於其他全面收益確認的累計收益或虧損將重新分類至損益作為重分類調整。

本集團沒有強制性FVOCI的金融資產。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial assets (Continued)

##### 1) Financial assets measured at amortised cost (Continued)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include bank balances and cash, pledged bank deposits, long-term time deposits and trade and other receivables.

##### 2) Mandatory FVOCI

A financial asset is measured at Mandatory FVOCI if both of the following conditions are met and is not designated as at FVPL:

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

The financial asset is subsequently measured at fair value. Interest calculated using the effective interest method, impairment gains or losses and foreign exchange gains and losses are recognised in profit or loss. Other gains or losses are recognised in other comprehensive income until the financial asset is derecognised. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified to profit or loss as a reclassification adjustment.

The Group does not have financial assets at Mandatory FVOCI.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

##### 3) 指定FVOCI

於初始確認時，本集團可作出不可撤回的選擇，把不屬於交易性的權益工具投資，或非在香港財務報告準則第3號業務合併應用時的收購方確認的或有代價之後續公允價值變動呈列在其他全面收益。此分類是以逐個性判斷確認的。

該等權益投資其後按公允價值計量且不會減值。除非股息明確代表部分投資成本的轉回，否則股息在損益賬中確認。其他收益或虧損於其他全面收益確認，其後不會重新分類至損益。終止確認時，累計收益或虧損直接轉入保留溢利。

本集團的指定FVOCI包括非上市股本證券且詳載於綜合財務報告附註23。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial assets (Continued)

##### 3) Designated FVOCI

Upon initial recognition, the Group may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies in other comprehensive income. The classification is determined on an instrument-by-instrument basis.

These equity investments are subsequently measured at fair value and are not subject to impairment. Dividends are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other gains or losses are recognised in other comprehensive income and shall not be subsequently reclassified to profit or loss. Upon derecognition, the cumulative gain or loss is transferred directly to retained profits.

The Group's financial assets at Designated FVOCI include unlisted equity securities as further detailed in note 23 to the consolidated financial statements.

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

#### 4) 按FVPL處理的金融資產

此等投資包括非以攤銷成本或FVOCI計量的金融資產，包括持有作為交易性之金融資產，金融資產在初始確認時指定為按FVPL計量，以及香港財務報告準則第3號所適用的業務合併或有代價的安排所產生的金融資產及其他須以FVPL計量之金融資產。有關工具按公允價值計量，公允價值之變動確認於損益賬內，不包括任何金融資產的股息或利息，股息或利息收入與公允價值損益分開呈報。

若金融資產被歸類為持有作為交易性，其：

- (i) 收購是為了在短期內出售為主要目的；
- (ii) 該集團集中管理，具有短期獲利的最近實際模式的可辨認金融工具組合的一部分；或
- (iii) 不屬於財務擔保合同，或沒有指定且為有效對沖工具的衍生工具。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial assets (Continued)

#### 4) Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading, financial assets designated upon initial recognition as at FVPL, financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets. Dividend or interest income is presented separately from fair value gain or loss.

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

#### 4) 按FVPL處理的金融資產(續)

僅當各按不同基礎計量資產／負債或確認收益／虧損時會導致不一致的抵銷或重大計量減少時，金融資產初始確認時指定為按FVPL計量。

本集團的按FVPL計量的金融資產，包括投資基金，上市股本證券，上市債券及非上市股本證券且詳載於綜合財務報表附註23。

##### 金融負債

##### 確認及終止確認

金融負債乃按交易日之基準及只有於本集團成為該工具合約條文之其中一方時確認。

當於有關合約上列明之債務償清、被解除或取消或已到期時，則終止確認該金融負債。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial assets (Continued)

#### 4) Financial assets at FVPL (Continued)

Financial assets are designated at initial recognition as at FVPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

The Group's financial assets at FVPL include investment funds, listed equity securities, listed debt instruments and unlisted equity securities as further detailed in note 23 to the consolidated financial statements.

##### Financial liabilities

##### Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融負債(續)

##### 分類及計量

金融負債起初按公允價值列賬。若金融負債非按FVPL計量，則加上其直接相關之交易費用列賬。

本集團的金融負債包括應付賬款及其他應付款項，租賃負債，有息借貸及其他非流動負債。除按公允價值列賬及在損益賬處理的金融負債外，所有金融負債均按其公允價值初始確認，其後採用實際利率法按攤銷成本計量，除非折現的影響不大，在此情況下則按成本列賬。

按公允價值列賬及在損益賬處理的金融負債包括持有作為交易之金融負債，以及起始指定按FVPL確認者，以及香港財務報告準則第3號所適用的業務合併中的收購方或有代價所產生的金融負債。有關工具按公允價值計量，任何由此產生的收益及虧損不包括在損益中確認的利息支出，但可歸因於負債信貸風險的指定按FVPL計量的金融負債的公允價值變動部分在其他全面收益中呈列，除非這種處理會在損益中產生或擴大會計錯配。其他全面收益中呈列的金額不得隨後轉入損益賬。終止確認時，累計收益或虧損直接轉入保留溢利，利息費用與公允價值損益分開列示。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial liabilities (Continued)

##### Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables, lease liabilities, interest-bearing borrowings and other non-current liabilities. All financial liabilities, except for financial liabilities at FVPL, are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

Financial liabilities at FVPL include financial liabilities held for trading, financial liabilities designated upon initial recognition as at FVPL and financial liabilities that are contingent consideration of an acquirer in a business combination to which HKFRS 3 applies. They are carried at fair value, with any resultant gain and loss excluding interest expenses recognised in profit or loss, except for the portion of fair value changes of financial liabilities designated at FVPL that are attributable to the credit risk of the liabilities, which is presented in other comprehensive income unless such treatment would create or enlarge an accounting mismatch in profit or loss. The amounts presented in other comprehensive income shall not be subsequently transferred to profit or loss. Upon derecognition, the cumulative gain or loss is transferred directly to retained profits. Interest expenses are presented separately from fair value gain or loss.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融負債(續)

##### 分類及計量(續)

若金融負債被歸類為持有作交易性，其：

- (i) 收購主要是為了在短期內回購為目的；
- (ii) 該集團集中管理，具有短期獲利的最近實際模式的可辨認金融工具組合的一部分；或
- (iii) 不屬於財務擔保合同，或沒有指定且為有效套期工具的衍生工具。

金融負債起初確認時只有在以下情況下指定為按FVPL計量：

- (i) 該指定消除或大幅減少了由於計量資產或負債，或確認不同的收益或損失基礎的不一致性；或
- (ii) 根據形成文件的風險管理策略，他們是以公允價值為基礎進行管理並對其績效進行評估的一組金融資產或金融負債的一部分；或

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial liabilities (Continued)

##### Classification and measurement (Continued)

A financial liability is classified as held for trading if it is:

- (i) incurred principally for the purpose of repurchasing it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial liabilities are designated at initial recognition as at FVPL only if:

- (i) the designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases; or
- (ii) they are part of a group of financial liabilities or financial assets and financial liabilities that are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融負債(續)

##### 分類及計量(續)

- (iii) 他們包含一個或多個嵌入式衍生工具，在這種情況下，整個混合合約可能被指定為按FVPL的計量金融負債，除非該嵌入式衍生工具不會顯著改變其現金流量或嵌入式衍生工具明顯地被禁止單獨入賬。

香港財務報告準則第9號範圍內不屬於資產的主體簽訂的混合合約中的衍生工具，在符合衍生工具的定義時會被視為獨立衍生工具，其經濟特徵及風險與主體的資產並無密切關係，及混合合約不以FVPL計量。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Financial liabilities (Continued)

##### Classification and measurement (Continued)

- (iii) they contain one or more embedded derivatives, in which case the entire hybrid contract may be designated as a financial liability at FVPL, except where the embedded derivatives do not significantly modify the cash flows or it is clear that separation of the embedded derivatives is prohibited.

Derivatives embedded in a hybrid contract with a host that is not an asset within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their economic characteristics and risks are not closely related to those of the host, and the hybrid contract is not measured at FVPL.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產及其他項目之減值

本集團就金融資產的預期信貸虧損(「ECL」)確認虧損撥備，按照香港財務報告準則第9號按攤銷成本計量減值要求。除下文詳述的特定處理方法外，於各報告日期，如果該金融資產的信用風險自初始確認後大幅增加，則集團計量金融資產的虧損撥備，其金額等於整個存續期的ECL。如果金融資產的信用風險自初始確認後未顯著增加，則本集團以等於12個月ECL的金額計量該金融資產的虧損撥備。

##### ECL的計量

ECL是對金融工具預期存續期的信貸虧損(即所有現金短缺的現值)的概率加權估計。

就金融資產而言，信貸虧損為應付合約實體的合約現金流量與該實體預期收取的現金流量之間的差額的現值。

整個存續期ECL代表將在金融工具的預期存續期內發生的所有可能違約事件的ECL，而12個月的ECL代表預期由金融工具的違約事件產生的整個存續期ECL其中部分，該部分在報告日期之後12個月內可能發生。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Impairment of financial assets and other items

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with HKFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

##### Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產及其他項目之減值 (續)

如果ECL是在集體基礎上計量的，則金融工具按以下一個或多個共享信貸風險特徵分組：

- (i) 逾期還款信息
- (ii) 工具的性質
- (iii) 抵押品的性質
- (iv) 債務人行業
- (v) 債務人的地理位置
- (vi) 外部信貸風險評級

虧損撥備根據每個報告日金融工具反映自初始確認的信貸風險及損失的轉變而重估。虧損撥備產生的轉變在損益賬中確認為減值損益並調整相關金融工具的賬面值。除強制性FVOCI虧損撥備確認於其他全面收益賬及累計於損資重估價值儲備(可轉回)。

##### 違約的定義

本集團認為以下構成內部信貸風險管理目的的違約事件，因為歷史經驗顯示，如果符合以下任何標準的金融工具，本集團可能無法全額收回未償還的合同金額。

- (i) 內部建立或從外部來源獲得的信息顯示債務人不可能全額支付其債權人，包括本集團(不考慮本集團持有的任何抵押品)；或
- (ii) 交易方違反財務契約。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Impairment of financial assets and other items (Continued)

Where ECL is measured on a collective basis, the financial instruments are grouped on the following one or more shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral
- (iv) industry of debtors
- (v) geographical location of debtors
- (vi) external credit risk ratings

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument, except in the case of Mandatory FVOCI, the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve (recycling).

##### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

- (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or
- (ii) there is a breach of financial covenants by the counterparty.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產及其他項目之減值 (續)

不管上述分析，本集團認為，當金融資產逾期超過90天時，視為違約已發生，除非本集團有合理且可支持的信息證明滯後的違約標準更為合適。

##### 評估信貸風險顯著增加

在評估自初始確認後金融工具的信貸風險是否顯著增加時，本集團將截至報告日期金融工具發生違約的風險與截至當日的金融工具違約風險進行比較。在進行評估時，本集團會考慮合理且可支持的定量和定性信息，包括無需過多的成本或努力即可獲得歷史經驗和前瞻性信息。由其下列信息會在評估時考慮：

- 債務人未能在到期日償還本金及利息；
- 金融工具的實際或預期的外部或內部信貸評級(如有)顯著轉差；
- 債務人的實際或預期營運業績顯著轉差；及

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Impairment of financial assets and other items (Continued)

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### Assessment of significant increase in credit risk

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

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產及其他項目之減值 (續)

- 實際或預期的科技、市場，經濟或法律環境轉變會對債務人滿足其對本集團的債務造成或可能造成顯著不利影響。

無論上述評估的結果如何，本集團均假設自合約付款到期日逾期30天，金融工具的信貸風險自初步確認後大幅增加。

儘管有上述各項，如果該金融工具在報告日確定具有低信貸風險。本集團假設該等金融工具的信貸風險自初始確認後並未顯著增加。

##### 低信貸風險

在下列情況下，金融工具被確定具有低信貸風險：

- (i) 違約風險低；
- (ii) 借款人有強大能力在短期內履行其合約現金流量義務；和
- (iii) 長期經濟和商業條件的不利變化可能但不一定會降低借款人履行合約現金流量義務的能力。

詳載於綜合財務報表附註45，應收聯營公司、合營公司及部分其他應收款及有關聯方款項被判斷為低信貸風險。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Impairment of financial assets and other items (Continued)

- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

##### Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

As detailed in note 45 to the consolidated financial statements, amounts due from an associate, joint ventures, certain other receivables and related parties are determined to have low credit risk.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產及其他項目之減值 (續)

###### 簡化方法計量的ECL

對於沒有重大融資成分的應收款項或本集團以實際可行權宜方法，不處理的重大融資成分，本集團採用簡化方法計量ECL。本集團於每個報告日整個存續期ECL確認虧損撥備，並基於其歷史信貸虧損經驗，並根據債務人特定，以因素和經濟環境進行前瞻性調整以建立撥備矩陣。

###### 信貸減值金融資產

當發生一項或多項事件對該金融資產的估計未來現金流量產生不利影響時，金融資產已被視為信貸減值信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人的重大財務困難。
- (b) 違約，例如違約或逾期還款事件。
- (c) 出於與借款人的財務困難有關的經濟或合約原因，借款人的貸款人已向借款人給予寬免。
- (d) 借款人可能會破產或進入其他財務重組。
- (e) 由於財政困難，該金融資產的活躍市場消失。
- (f) 以大幅折扣購入或引入的金融資產，以反映信貸虧損已發生。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### Impairment of financial assets and other items (Continued)

###### Simplified approach of ECL

For trade receivables without a significant financing components or otherwise for which the Group applies the practical expedient not to account for the significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

###### Credit-impaired financial asset

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產及其他項目之減值 (續)

##### 註銷

當本集團沒有合理預期可收回金融資產全部或部分金融資產的合約現金流量時，本集團註銷該金融資產。本集團根據類似資產的可收回歷史經驗定下的政策，在金融資產逾期1年時註銷賬面總額。本集團預期不會從註銷金額中大幅收回。但是，根據本集團可收回款項的程序，註銷的金融資產仍可能受到執行可收回程序行動的影響，並在適當情況下考慮法律意見。任何後續收回的金額均在損益賬中確認。

#### (l) 現金等值物

就綜合現金流量表而言，現金等值物是指短期和流通率極高的投資，扣除銀行透支(如有)。此等投資可隨時轉換為既定金額的現金。其價值變動風險有限。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### *Impairment of financial assets and other items (Continued)*

##### *Write-off*

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount when the financial asset is 1 year past due based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due., taking into account legal advice if appropriate. Any subsequent recovery made is recognised in profit or loss.

#### (l) Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdraft, if any.



### 3. 主要會計政策(續)

#### (m) 收益之確認

##### 租金收入

商業物業的租金收入於物業出租時按租賃條款以直線法確認，而停車場的租金收入則按權責發生確認。

##### 符合香港財務報告準則第15號的客戶合約收入

##### 商品或服務的性質

本集團提供的商品或服務的性質是方便麵，飲料和方便食品的製造和配送。

##### 識別履約義務

在合約開始時，本集團會評估與客戶訂立的合約所承諾的貨品或服務，並識別每項將會轉移至客戶時的承諾為履約義務：

- (a) 可區別的商品或服務(或一籃子商品或服務)；或
- (b) 一系列可區別的商品或服務，這些商品或服務相同，並且具有相同向客戶轉移的模式。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition

##### Rental Income

Rental income from commercial properties is recognised when the properties are let out and on the straight-line basis over the lease terms while rental income from car parks are recognised on an accrual basis.

##### Revenue from contracts with customers within HKFRS 15

##### Nature of goods or services

The nature of the goods or services provided by the Group is manufacture and delivery of instant noodles, beverages and instant food products.

##### Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

### 3. 主要會計政策(續)

#### (m) 收益之確認(續)

符合香港財務報告準則第15號的客戶合約收入(續)

識別履約義務(續)

如果滿足以下兩個條件，則承諾給客戶的商品或服務是可區別的：

- (a) 商品或服務能單獨地或與其他現有資源(即商品或服務能夠視為可區別)而令客戶能從商品或服務中受益；和
- (b) 本集團向客戶承諾轉讓的商品或服務可與合約中的其他承諾分開識別(即轉讓商品或服務的承諾在合約範圍內是可區別的)。

收益確認之時點

當本集團將承諾的商品或服務(如資產)轉讓給客戶來履行履約義務時確認收益。當客戶獲得該資產的控制權時，資產視為已被轉移。

本集團對商品或服務的控制隨時間轉移，因此，如果滿足以下條件之一，則隨時間履行履約義務並確認收入：

- (a) 客戶同時接收及消耗本集團履約時所獲得的利益；
- (b) 本集團的履約創造或增強一項資產(如在建工程)被創建或增強資產時客戶控制的資產；或

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition

Revenue from contracts with customers within HKFRS 15 (Continued)

Identification of performance obligations (Continued)

A good or service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and
- (b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or



### 3. 主要會計政策(續)

#### (m) 收益之確認(續)

符合香港財務報告準則第15號的客戶合約收入(續)

收益確認之時點(續)

- (c) 本集團的履約並不構成對本集團有其他用途的資產，而本集團對於迄今已完成的履約付款具有可執行的權利。

如果履約義務並非隨時間履行，則本集團在客戶取得對承諾資產的控制權的時點滿足履約義務。在確定何時發生控制權轉移時，本集團會考慮控制權的概念以及諸如法定擁有權，實體擁有權，支付權，資產所有權的重大風險和回報以及客戶接受等指標。

在客戶獲得對承諾資產的控制的時間點方便麵和飲料的銷售被確認，這通常與將貨物配送給顧客並且轉移擁有權的時間一致。

物流服務的服務收入在提供服務時隨時間確認

就香港財務報告準則第15號於隨時間確認的收入，倘履約義務的結果可合理計量，則本集團採用產出法(即根據向客戶轉讓的相關於該等貨品或服務於轉讓日的價值比較餘下合約承諾貨品或服務的直接計量)，以衡量履約義務及完全履行的進度，因為該方法能夠忠實地描述本集團的履約，而本集團有可靠的資料採用該方法。否則，收入僅在產生的成本範圍內確認，直至能夠合理計量履約義務的結果為止。向外部客戶的運輸服務採用的產出法中應用的主要輸入是基於迄今已經運輸的距離。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Timing of revenue recognition (Continued)

- (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Sales of instant noodles and beverages is recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

Service income of logistic services is recognised over time when services are rendered.

For revenue recognised over time under HKFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies the output method (i.e. based on the direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract) to measure the progress towards complete satisfaction of the performance obligation because the method provides a faithful depiction of the Group's performance and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation. The principal input applied in the output method for transportation services to external customers is based on the distance already travelled to date.

### 3. 主要會計政策(續)

#### (m) 收益之確認(續)

符合香港財務報告準則第15號的客戶合約收入(續)

*交易價格：重要融資成分*

當合約包含重大融資成分(即客戶或本集團獲得為客戶轉移貨品或服務時獲得的重大融資利益)時，在釐定交易價格時，本集團會考慮金錢的時間價值去調整承諾對價。重大融資成分的影響與來自與客戶的合約收入會於損益賬分別於損益賬中確認為利息收入或利息開支。

本集團根據合約中隱含的利率確定與合約開始時本集團與其客戶之間單獨融資交易所反映的相對應利率(即貨品或服務的現金售價按預付或拖欠的金額)、現行市場利率、本集團的借貸利率及本集團客戶的其他相關信譽資料折現。

本集團已應用香港財務報告準則第15號第63段的實際可行權宜方法，倘融資期限為一年或以下，則不會為重大融資成分的影響調整代價。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition (Continued)

**Revenue from contracts with customers within HKFRS 15 (Continued)**

*Transaction price: significant financing components*

When the contract contains a significant financing component (i.e. the customer or the Group is provided with a significant benefit of financing the transfer of goods or services to the customer), in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money. The effect of the significant financing component is recognised as an interest income or interest expense separately from revenue from contracts with customers in profit or loss.

The Group determines the interest rate that is commensurate with the rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception by reference to, where appropriate, the interest rate implicit in the contract (i.e. the interest rate that discounts the cash selling price of the goods or services to the amount paid in advance or arrears), the prevailing market interest rates, the Group's borrowing rates and other relevant creditworthiness information of the customer of the Group.

The Group has applied the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for the effect of the significant financing component if the period of financing is one year or less.



### 3. 主要會計政策(續)

#### (m) 收益之確認(續)

##### 符合香港財務報告準則第15號 的客戶合約收入(續)

###### 可變代價

倘合約所承諾的代價包括可變金額，本集團會估計換取將承諾貨品或服務轉讓予客戶的代價金額。通過使用預期價值或最可能發生金額的方法中較佳方法來估計可變代價，以較好的方式預測有權金額。然後，只有合同中已確認的累計收入金額於將來很大可能不會發生重大回沖時，估計的可變代價包含在交易價格中，很可能不會發生合同金額的重大轉回時確認的累計收入。

###### 可變代價：基於數量的回扣

本集團向選定客戶提供回扣。本集團使用預期價值法估計數量回扣，並評估估計可變代價是否受參考客戶的過去獲得回扣及迄今累計購買的限制。任何重要的估計差異將在當前的估算和評估中進行分析和考慮。通常，估計的考慮因素不受限制。

###### 利息收入

金融資產的利息收入採用實際利率法確認。對於以攤銷成本或未計被信貸減值的強制性FVOCI計量的金融資產，實際利率適用於資產的賬面總額，同時應用於攤銷成本(即扣除損失準備的淨賬面金額)，如果這是信貸減值的金融資產。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition (Continued)

##### Revenue from contracts with customers within HKFRS 15 (Continued)

###### Variable consideration

If the consideration promised in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The variable consideration is estimated by using either the expected-value or the most-likely-amount method whichever is better to predict the entitled amount. The estimated variable consideration is then included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised of the contract will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

###### Variable consideration: volume-based rebates

The Group gives rebates to selected customers. The Group estimates the volume rebates using the expected-value method and assesses whether the estimated variable consideration is constrained with reference to the customer's historical rebates entitlement and accumulated purchases to date. Any significant estimation variances will be analysed and taken into consideration in the current estimation and assessment. Typically, the estimated consideration is not constrained.

###### Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost or Mandatory FVOCI that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

### 3. 主要會計政策(續)

#### (m) 收益之確認(續)

##### 合約資產和合約負債

如果本集團在客戶支付貨價之前或在貨款到期之前，將貨物或服務轉移給客戶，則合約將作為合約資產呈報，不包括已呈報為應收款的任何金額。相反，如果客戶在本集團向客戶轉讓商品或服務前支付貨價，或本集團有權無條件獲得的代價金額，則合約將在客戶付款時或付款到期(以較早者為準)呈報為客戶預付款項。應收款項是本集團對代價有無條件的權利或在支付該對價到期前僅需要作時間的推移。

對於單獨合約或單獨相關合約，會以淨合約資產或淨客戶的淨預付款項之一呈報。合約資產和無關合約客戶預付款項不以淨額列示。

本集團通常在貨物交付之前從客戶處收取全部或部分合約付款(即確認此類交易收入的時點)。本集團確認為客戶預付款項直至確認為收益。在此期間，任何重大融資成分(如適用)將包括在客戶預付款項中，並將作為應計費用支出，除非利息費用符合資本化條件。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition (Continued)

##### Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the contract is presented as advance payments from customers when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net advance payment from customers is presented. Contract assets and advance payments from customers of unrelated contracts are not presented on a net basis.

It is common for the Group to receive from the customer the whole or some of the contractual payments before the goods are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises an advance payment from customers until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the advance payment from customers and will be expensed as accrued unless the interest expense is eligible for capitalisation.



### 3. 主要會計政策 (續)

#### (n) 外幣換算

本集團各實體之賬目所列項目，乃按該實體經營所在之主要經濟環境貨幣（「功能貨幣」）計量。本公司之功能貨幣為美元，而其大部份附屬公司之功能貨幣為人民幣。本綜合財務報表按本公司之呈報貨幣人民幣呈列。

外幣交易均按交易當日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兌換以外幣列值之貨幣資產及負債而產生之匯兌損益，均於損益賬中確認。

在綜合賬目時，所有本集團各實體的業績及財務狀況的功能貨幣如有別於呈報貨幣（「海外業務」），均按以下方式換算為呈報貨幣：

- (a) 各項財務狀況表呈報資產及負債乃按有關結算日的收市匯率換算；
- (b) 各項收支表乃按加權平均匯率換算；
- (c) 所有從上述換算產生的匯兌差異及組成本集團海外業務投資淨額一部分的貨幣項目所產生的匯兌差異，乃確認為權益中的獨立部分。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (n) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The Company's functional currency is United States Dollar ("US\$") and majority of its subsidiaries have Renminbi ("RMB") as their functional currency. The consolidated financial statements are presented in RMB, which is the Company's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- (a) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (b) Income and expenses for each income statement are translated at the weighted average exchange rates;
- (c) All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;



### 3. 主要會計政策(續)

#### (n) 外幣換算(續)

- (d) 出售海外業務時，包括出售本集團於海外業務的全部權益，部份出售涉及失去對擁有海外業務的附屬公司的控制權，或部分出售擁有海外業務的合營安排或聯營公司的權益使得保留權益不再按權益法入賬。有關該海外業務於其他綜合收益以及累計在權益內的獨立項內的累計匯兌差額則在列賬出售損益時重新分類至損益。
- (e) 部分出售予本集團附屬公司的權益，其中包括一項不會導致本集團失去對附屬公司外國業務的控制權，在該附屬公司的單獨組成部分中確認的累計匯兌差額金額的比例份額權益重新歸屬於該海外業務的非控股權益，且不會重新分類至損益。

#### (o) 存貨

存貨以成本或可變現淨值兩者之較低者列賬。成本包括所有採購成本，加工成本(如適用)及其他將存貨達至現存地點及狀況之成本，並且採用加權平均成本法計算。可變現淨值指在日常業務中之估計售價減去估計達成銷售所需之成本。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (n) Foreign currency translation (Continued)

- (d) On the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a partial disposal involving the loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest is no longer equity-accounted for, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised.
- (e) On the partial disposal of the the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss.

#### (o) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.



### 3. 主要會計政策(續)

#### (p) 其他資產的減值，不含商譽

本集團於每個結算日檢討內部及外間資訊，以確認其物業、機器及設備、無形資產、使用權資產聯營公司權益及合營公司權益是否可能已經出現減值現象，或之前所確認之減值虧損是否已不再存在或可能已經減少。若出現任何以上的現象，本集團將需評估資產的可收回價值。據此，資產之可收回價值乃其公允值減去出售成本及使用價值之較高者。如個別資產未能在大致獨立於其他資產下賺取現金流量，則就能獨立賺取現金流量之最小組別資產(即現金產生單位)釐訂可收回價值。

倘本集團估計某項資產或現金產生單位之可收回金額低於其賬面值，則該項資產之賬面值須減低至其可收回價值。減值虧損將即時確認為開支。

倘若某項減值虧損期後撤回，則該項資產或現金產生單位之賬面值須增加至重新估計之可收回價值，惟增加後之賬面值不得超過在以往年度並無減值虧損而釐定之賬面值。若減值虧損撤回時將即時確認為收益。

#### (q) 借貸成本

收購、建造或生產合資格資產(即需要一段頗長時間始能達至其擬定用途或出售之資產)之直接應佔借貸成本，在扣除特定借貸之暫時性投資收益後，均作資本化並作為此等資產成本之一部份。當此等資產大體上可作其擬定用途或出售時，該等借貸成本將會停止資本化。所有其他借貸成本均列為發生期間之費用。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (p) Impairment of other assets, other than goodwill

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment, intangible assets, right-of-use assets, interest in an associate, and interest in joint ventures may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a CGU).

If the recoverable amount of an asset or a CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment losses is limited to the carrying amount of the asset or CGU that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment losses is recognised as income in profit or loss immediately.

#### (q) Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

### 3. 主要會計政策(續)

#### (r) 政府補助

政府補助乃鼓勵本集團在各有關開發區經營及發展業務而從中國有關部門收取之津貼。

政府補助是在可合理地確定將取得該資助並將可符合所有附帶條件時按公允價值入賬。當該資助涉及開支項目，則以有系統方式將資助在有關年份內呈列並確認為收益，以抵銷擬作補償的成本。當該資助與資產有關時，公允價值乃記錄於遞延收入中，並以相等金額於每年分期按有關資產的預計使用年期於損益賬中確認為收入。

#### (s) 租賃

##### 自2019年1月1日起適用

本集團於合約開始時評估合約是否屬於(或包含)租賃。倘合約以代價換取已識別資產在一段時間之控制權，視為租賃。

##### 作為承租人

本集團就短期租賃及低價值資產租賃應用確認豁免。與該等租賃相關之租賃付款於租期內以直線法確認為支出。

本集團已選擇不將非租賃部分從租賃部分獨立出來，而是將各租賃部分與任何與其相關之非租賃部分以單一租賃部分入賬。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (r) Government grants

Government grants represent incentive grants from the relevant PRC authorities in respect of the running of business by the Group in certain development zones and to encourage the furtherance of such business.

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

#### (s) Leases

##### Applicable from 1 January 2019

The Group assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.



### 3. 主要會計政策(續)

#### (s) 租賃(續)

自2019年1月1日起適用(續)  
作為承租人(續)

本集團將租賃合約內各租賃部分以獨立租賃入賬。本集團按各租賃部分之相對獨立價格將合約之代價分配至各租賃部分。

不會產生獨立部分之本集團應付款項被視為分配至合約內獨立識別部分之總代價之一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

使用權資產初步按成本計量，而成本包括

- (a) 租賃負債之初次計量金額；
- (b) 於開始日期或之前作出之任何租賃付款減任何已收租賃優惠；
- (c) 本集團已產生之任何初始直接成本；及
- (d) 本集團為拆卸並移除相關資產、復修所在地點或將相關資產復修至租賃條款及條件所規定之狀況而將產生之估計成本(除非有關成本乃為製造存貨而產生)。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (s) Leases (Continued)

Applicable from 1 January 2019 (Continued)  
As lessee (Continued)

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, which comprises

- (a) the amount of the initial measurement of the lease liability;
- (b) any lease payments made at or before the commencement date, less any lease incentives received;
- (c) any initial direct costs incurred by the Group; and
- (d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

### 3. 主要會計政策(續)

#### (s) 租賃(續)

自2019年1月1日起適用(續)  
作為承租人(續)

使用權資產其後按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債之任何重新計量作出調整。折舊於租期內或使用權資產之估計可使用年期內(以較短者為準)以直線法計提如下(除非在租期屆滿前租賃將相關資產之擁有權轉移至本集團或使用權資產之成本反映本集團將行使購買選擇權，在該等情況下，於相關資產之估計可使用年期內計提折舊)：

樓宇	1年至11年
租賃土地 使用權	按租賃期攤銷
機器及其他設備	1年至5年

租賃負債初步按於合約開始日期尚未支付之租賃付款之現值計量。

計入租賃負債計量之租賃付款包括以下款項，該等款項乃為享有於租期內使用相關資產之權利而作出，而於合約開始日期尚未支付：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 視乎指數或利率而定之可變租賃付款；
- 預期根據殘值擔保之應付款項；
- 購買選擇權之行使價(倘本集團合理確定將行使選擇權)；及

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (s) Leases (Continued)

Applicable from 1 January 2019 (Continued)  
As lessee (Continued)

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Properties	1 year to 11 years
Land use right in respect of leasehold land	Over the leasehold period
Machinery and other equipment	1 year to 5 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be payable under residual value guarantees;
- exercise price of a purchase option if the Group is reasonably certain to exercise that option; and



### 3. 主要會計政策(續)

#### (s) 租賃(續)

自2019年1月1日起適用(續)  
作為承租人(續)

- (e) 因終止租賃而須繳交之罰款(倘租期反映本集團將行使選擇權終止租約)。

租賃付款按租賃隱含之利率或(倘有關利率難以釐定)承租人之新增借貸利率折現。

其後計量租賃負債時，賬面值增加以反映租賃負債已產生之利息，賬面值減少以反映已作出之付款。

倘因租期有變或因對本集團是否將合理確定行使購買選擇權作出重新評估而導致租賃付款變動，則租賃負債按經修訂折現率重新計量。

倘因指數或利率(浮動利率除外)有變而導致殘值擔保、實質固定租賃付款或未來租賃付款變動，則租賃負債按原折現率重新計量。在浮動利率變動導致未來租賃付款變動之情況下，本集團按經修訂折現率重新計量租賃負債。

本集團將租賃負債之重新計量金額確認為對使用權資產之調整。倘使用權資產之賬面值已撇減至零而在計量租賃負債時出現進一步減少，則本集團將重新計量之任何剩餘金額於損益賬內確認。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (s) Leases (Continued)

Applicable from 1 January 2019 (Continued)  
As lessee (Continued)

- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

### 3. 主要會計政策(續)

#### (s) 租賃(續)

自2019年1月1日起適用(續)  
作為承租人(續)

倘發生以下情況，則將租賃修訂以獨立租賃入賬：

- (a) 有關修訂透過增加一項或以上相關資產之使用權而擴大租賃範圍；及
- (b) 租賃代價增加，而所增加金額乃與擴大範圍之獨立價格以及為反映該特定合約情況之任何適當獨立價格調整相稱。

在租賃修訂不以獨立租賃入賬之情況下，於租賃修訂生效日期

- (a) 本集團將經修訂合約之代價按上述相對獨立價格作出分配。
- (b) 本集團釐定經修訂合約之租期。
- (c) 本集團透過於經修訂租期內按經修訂折現率將經修訂租賃付款折現，重新計量租賃負債。
- (d) 對於縮小租賃範圍之租賃修訂，本集團透過減少使用權資產賬面值以反映租賃之部分或全部終止並將與租賃之部分或全部終止相關之任何收益或虧損於損益賬內確認，將租賃負債之重新計量入賬。
- (e) 對於所有其他租賃修訂，本集團透過對使用權資產作出相應調整，將租賃負債之重新計量入賬。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (s) Leases (Continued)

Applicable from 1 January 2019 (Continued)  
As lessee (Continued)

A lease modification is accounted for as a separate lease if

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
- (b) the Group determines the lease term of the modified contract.
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.



### 3. 主要會計政策(續)

#### (s) 租賃(續)

##### 自2019年1月1日起適用(續) 作為出租人

於租賃開始日期，本集團將其各項租賃分類為融資租賃或營運租賃。倘租賃將相關資產擁有權所附帶之絕大部分風險及回報轉移，則分類為融資租賃。所有其他租賃一概分類為營運租賃。

本集團將租賃合約內各租賃部分以獨立租賃入賬，與合約內非租賃部分分開處理。本集團按相對獨立價格將合約之代價分配至各租賃部分。

##### 作為出租人 – 營運租賃

本集團將香港財務報告準則第9號之終止確認及減值規定應用於應收營運租賃。

營運租賃之修訂自修訂生效日期起以新租賃入賬，並將與原租賃相關之任何預付或應計租賃付款視為新租賃租賃付款之一部分。

##### 適用於2019年1月1日之前

倘租賃條款將擁有權之絕大部分風險及回報轉移至承租人，則有關租賃分類為融資租賃。所有其他租賃一概分類為營運租賃。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (s) Leases (Continued)

##### Applicable from 1 January 2019 (Continued) As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

The Group accounts for each lease component within a lease contract as a lease separately from non-lease components of the contract. The Group allocates the consideration in the contract to each lease component on a relative stand-alone price basis.

##### As lessor – operating lease

The Group applies the derecognition and impairment requirements in HKFRS 9 to the operating lease receivables.

A modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

##### Applicable before 1 January 2019

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.



### 3. 主要會計政策(續)

#### (s) 租賃(續)

適用於2019年1月1日之前(續)

營運租賃

並無將擁有權之絕大部分風險及回報轉移至承租人之租賃，一概分類為營運租賃。營運租賃之應付及應收租金於相關租賃之租期內以直線法於損益賬內扣除。已收取之租賃優惠於損益賬內確認為就使用租賃資產而協定之淨代價之組成部分。或有租金於其產生之會計期間以支出入賬。

#### (t) 員工福利

短期僱員福利

薪金、年度花紅、有薪年假及非貨幣福利之成本均在僱員提供相關服務之年度內累計。倘延遲付款或清繳款項可能構成重大影響，則有關金額按現值列賬。

界定供款計劃

界定退休供款計劃的供款責任於產生時在損益賬中確認為開支，並扣除僱員於未完成供款計劃而離職的僱員所發生的供款部份。該計劃的資產與本集團的資產分開並由獨立管理基金持有。

界定福利計劃

本集團之界定福利計劃的責任為就各項計劃獨立估計僱員於本年度及過往年度提供服務所賺取的未來利益金額，該利益乃折現至其現值。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (s) Leases (Continued)

Applicable before 1 January 2019 (Continued)

Operating leases

Leases which do not transfer substantially all the risks and rewards of ownership to the lessee are classified as operating leases. Rentals payable and receivables under operating leases are charged to profit or loss on a straight-line basis over the lease term of the relevant lease. Lease incentives received are recognised in profit or loss as an integral part of the net consideration agreed for the use of the leased asset. Contingent rentals are recognised as expenses in the accounting period in which they are incurred.

#### (t) Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as expenses in profit or loss as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior the contributions are vested fully in those employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Defined benefit plans

The Group's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the ultimate cost of benefit that employees have earned in return for their services in the current and prior periods, which is discounted to determine the present value of those benefits.



### 3. 主要會計政策(續)

#### (t) 員工福利(續)

##### 界定福利計劃(續)

責任之計算乃基於每年由獨立合資格精算師以預計單位成本法作出之建議。淨界定福利負債之服務成本及利息支出於損益賬內確認。當期服務成本以產生自僱員當期服務之界定福利負債之現值增長計量，或以(在適當情況下)淨界定福利負債於計劃修訂、縮減或結清時用作重新計量淨界定福利負債者計量。用作折現離職後福利責任之比率為結算日之政府債券回報率，該比率之貨幣及年期與有關責任之貨幣及估計年期一致。

結算損益是由a)所支付的界定福利責任的現值，與b)本集團在結算時付款額間的差異所計算。此損益會在結算時中列賬。

界定退休福利計劃之重估值在其他全面收益中認列並即時反映在權益內。重估值包括精算盈虧，計劃資產之收益(不包括計入界定福利負債(資產)的淨利息款項)，以及資產上限變化的任何影響(不包括計入界定福利負債(資產)的淨利息款項)。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (t) Employee benefits (Continued)

##### Defined benefit plans (Continued)

The calculation of the obligation is based on the recommendations of the independent qualified actuaries using the projected unit credit method annually. Service cost and interest expense on the net defined benefit liability are recognised in profit or loss. Current services cost is measured as the increase in the present value of the defined benefit liability resulting from employee service in the current period or, where appropriate, the one used to remeasure the net defined benefit liability upon plan amendment, curtailment or settlement to the net defined benefit liability. The rate to discount post-employment benefit obligation is the yield at the end of the reporting period on government bonds that have the currency and terms consistent with the currency and estimated term of the obligations.

Gain or loss on settlement is measured as the difference between a) the present value of the defined benefit obligation being settled and b) any payments made by the Group in connection with the settlement. It is recognised when the settlement occurs.

Remeasurements arising from defined benefit retirement plans are recognised in other comprehensive income and are reflected in equity immediately. Remeasurements comprise actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability (asset)) and any change in the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability (asset)).

### 3. 主要會計政策(續)

#### (u) 以股份為支付基礎之交易

##### *權益結算股份支付之款項*

本集團僱員(包括董事)乃根據以股份為支付基礎之交易方式收取酬金，據此，彼等提供服務以換取股份或享有股份之權利。該等與僱員交易之成本乃參考權益工具於授出日期之公允價值計量。授予僱員之購股權公允價值乃確認為僱員成本，而權益內之以股份為支付基礎之儲備亦會相應增加。公允價值乃以二項式模式釐定，並計及該等交易之任何市場條件，惟不包括與本公司股份價格和非歸屬期相連之條件。

股權結算交易之成本會(連同權益之相應增幅)於達成歸屬條件之期間內確認，直至相關僱員完全獲授應得之購股權當日(「歸屬期」)為止。於歸屬期內，預期最終會歸屬之購股權數目會予以審閱。過往年度所確認之累計公允價值之任何調整會於審閱期間之損益表內扣除／計入，並於權益內之儲備中作相應調整。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (u) Share-based payment transactions

##### *Equity-settled transactions*

The Group's employees, including directors, receive remuneration in the form of share-based payment transactions, whereby the employees rendered services in exchange for shares or rights over shares. The cost of such transactions with employees is measured by reference to the fair value of the equity instruments at the grant date. The fair value of share options granted to employees is recognised as a staff cost with a corresponding increase in a share-based payment reserve within equity. The fair value is determined using the binomial model taking into account any market conditions and non-vesting conditions.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the vesting conditions are to be fulfilled, ending on the date on which the entitlement of relevant employees to the award is no longer conditional on the satisfaction of any non-market vesting conditions ("vesting date"). During the vesting period, the number of share options that is expected to vest ultimately is reviewed. Any adjustment to the cumulative fair value recognised in prior periods is charged/credited to profit or loss for the year of review, with a corresponding adjustment to the reserve within equity.



### 3. 主要會計政策(續)

#### (u) 以股份為支付基礎之交易(續)

##### 權益結算股份支付之款項(續)

當行使購股權時，過往於購股權儲備認列之金額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於購股權儲備認列之金額將轉撥至保留溢利。

本公司以股份為支付基礎的購股權授予其下附屬公司僱員所涉及之交易會於本公司的財務狀況表內認列為於附屬公司之投資之增加；並且會於編製綜合賬目時以增加權益內之儲備作抵銷。

#### (v) 稅項

稅項支出乃根據本年度業績就免課稅或不可扣減項目作調整並按於結算日已制定或實際會制定之稅率作出計算。

遞延稅項乃採用負債法，於結算日就資產與負債之稅項計算準則與其於綜合財務報表之賬面值兩者不同引致之暫時差異作出撥備。然而，倘若任何遞延稅項乃自商譽的初始認列；或自進行交易時不影響會計或應課稅溢利的資產或負債的初始確認(如屬業務合併的一部份則除外)，則不會計入遞延稅項。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (u) Share-based payment transactions (Continued)

##### Equity-settled transactions (Continued)

When the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium account. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits.

Share-based payment transactions in which the Company grants share options to subsidiaries' employees are accounted for as an increase in value of interest in subsidiaries in the Company's statement of financial position which is eliminated on consolidation, with a corresponding credit to the share-based payment reserve within equity.

#### (v) Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arises from initial recognition of goodwill, or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

### 3. 主要會計政策(續)

#### (v) 稅項(續)

為了測量遞延所得稅資產和正在使用公允價值模式計量的投資性房地產產生的責任而言，該等物業的賬面價值被假定為完全通過銷售收回，除非推定推翻。當投資性房地產折舊是，其目標是基本上消耗所有隨時間體現在投資性房地產，而不是通過出售經濟利益的商業模式內舉行的推定推翻。如果推定推翻，從這些投資性房地產產生的遞延所得稅資產及負債會基於預期財產將被收回的方式測量。

當資產被變現或負債被清還時，遞延稅項負債及資產以該期間預期之適用稅率衡量，根據於結算日已制定或實際會制定之稅率及稅務法例計算。

遞延稅項資產乃根據有可能獲得之未來應課稅溢利與可扣減之暫時差異，稅務虧損可互相抵銷之程度而予以確認。

遞延稅項是就附屬公司，聯營公司及合營公司之權益所產生之應課稅暫時差異而確認，惟於本集團可控制暫時差異之撥回及暫時差異可能在可見將來不會撥回則除外。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (v) Taxation (Continued)

For the purposes of measuring deferred tax assets and liabilities arising from investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax assets and liabilities arising from such investment properties are measured based on the expected manner as to how the property will be recovered.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on interest in subsidiaries, associate and joint ventures, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.



### 3. 主要會計政策(續)

#### (w) 有關聯人士

有關聯人士為與本集團有關聯之個人或實體。

(a) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本公司之主要管理層成員。

(b) 倘符合下列任何條件，即實體與本集團有關聯：

- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
- (ii) 實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方之合營企業。
- (iv) 實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (w) Related parties

A related party is a person or entity that is related to the Group:

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) Has control or joint control over the Group;
- (ii) Has significant influence over the Group; or
- (iii) Is a member of the key management personnel of the Group.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

### 3. 主要會計政策(續)

#### (w) 有關聯人士(續)

(b) 倘符合下列任何條件，即實體與本集團有關聯：  
(續)

(v) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。倘本集團本身便是該計劃，提供資助之僱主亦與本集團有關聯。

(vi) 實體受(a)所識別人土控制或受共同控制。

(vii) 於(a)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

(viii) 實體，或一組它是一個組成部分，提供關鍵管理人員服務予本集團或本集團的母公司。

與該人士關係密切的家庭成員是指他們在與實體進行交易時，預期可能會影響該人士或受該人士影響的家庭成員並包括：

(a) 該名人士之子女及配偶或同居伴侶；

(b) 該名人士之配偶或同居伴侶的子女；及

(c) 該名人士或該名人士之配偶或同居伴侶的依靠者。

有關聯人士的定義中，聯營公司包括該聯營公司之附屬公司，合營公司包括該合營公司之附屬公司。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (w) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the Group and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.



### 3. 主要會計政策 (續)

#### (x) 分部報告

營運分部之報告方式與主要營運決策者獲提供的內部報告之方式一致。本公司負責分配資源並評核營運分部表現的執行董事已被確立為制訂策略決定的主要營運決策者。

#### (y) 香港財務報告準則未來之變動

於本綜合財務報表授權日，本集團並未提早採用下列香港會計師公會已頒佈於本年度尚未生效之新訂及經修訂香港財務報告準則及詮釋。

香港會計準則第1號及  
第8號之修訂 *重大性之定義<sup>[1]</sup>*

香港會計準則第39號、  
香港財務報告準則  
第7號及第9號之修訂 *利率基準改革<sup>[1]</sup>*

香港財務報告準則  
第3號之修訂 *業務之定義<sup>[2]</sup>*

香港財務報告準則  
第17號 *保險合約<sup>[3]</sup>*

香港財務報告準則  
第10號及香港會計  
準則第28號之修訂 *投資者與其聯營  
公司或合營  
公司之間之資產  
出售或注資<sup>[4]</sup>*

<sup>[1]</sup> 於2020年1月1日或之後開始之年度期間生效

<sup>[2]</sup> 對於在2020年1月1日或之後開始之首個年度期間開始當日或之後發生之收購生效

<sup>[3]</sup> 於2021年1月1日或之後開始之年度期間生效

<sup>[4]</sup> 生效日期待定

本公司董事預計於未來期間採納新訂／經修訂香港財務報告準則不會對本集團之財務資料產生任何重大影響。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (x) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Company's executive directors, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the chief operating decision-makers that make strategic decisions.

#### (y) Future changes in HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKASs 1 and 8 *Definition of Material<sup>[1]</sup>*

Amendments to HKAS 39,  
HKFRSs 7 and 9 *Interest Rate Benchmark Reform<sup>[1]</sup>*

Amendments to HKFRS 3 *Definition of a Business<sup>[2]</sup>*

HKFRS 17 *Insurance Contracts<sup>[3]</sup>*

Amendments to HKFRS 10  
and HKAS 28 *Sale or Contribution of Assets  
between an Investor and  
its Associate or Joint Venture<sup>[4]</sup>*

<sup>[1]</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>[2]</sup> Effective for acquisitions that occur on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>[3]</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>[4]</sup> The effective date to be determined

The directors of the Company do not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the Group's financial information.



#### 4. 會計政策變動

##### 採納新訂／經修訂香港財務報告準則

香港會計師公會已頒佈若干於本集團本會計期間首次生效之新訂／經修訂香港財務報告準則。當中與綜合財務報表相關之會計政策變動如下：

##### 香港財務報告準則週期年度改進項目－ 2015-2017的年度：

##### 香港會計準則第12號：支付分類為股東權益之金融工具對所得稅的影響

該等修訂釐清，(a)股息在所得稅的影響是根據最初確認過去會產生可供分配利潤的交易或事件，在損益、其他全面收益賬或權益中確認，及(b)這些規定適用於所有香港財務報告準則第9號界定的股息在所得稅的影響。

採納該等修訂並無對綜合財務報表產生重大影響。

##### 香港會計準則第23號：符合資本化條件的借貸成本

該等修訂釐清，(a)如果特定的借貸在相關合資格資產可作其擬定用途或出售時仍未償還時，該借貸會成為實體一般的借貸，及(b)除因合資格資產以外之資產獲取的特定借貸會包含在一般借貸。

採納該等修訂並無對綜合財務報表產生重大影響。

##### 香港(國際財務報告準則詮釋委員會)－ 第23號：所得稅處理的不確定性

該等詮釋通過指明如何反映出在所得稅會計中不確定性的影響，以配合香港會計準則第12號所得稅的規定。

採納該等修訂並無對綜合財務報表產生重大影響。

#### 4. CHANGES IN ACCOUNTING POLICIES

##### Adoption of New/Revised HKFRSs

The HKICPA has issued a number of new/revised HKFRSs that are first effective for the current accounting period of the Group. Of these, the changes in accounting policy relevant to the consolidated financial statements are as follows:

##### Annual Improvements Project – 2015-2017 Cycle

##### HKAS 12: Income tax consequences of payments on financial instruments classified as equity

The amendments clarify that (a) the income tax consequences of dividends are recognised in profit or loss, other comprehensive income or equity according to where the past transactions or events that generated the distributable profits were originally recognised and (b) these requirements apply to all income tax consequences of dividends as defined in HKFRS 9.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

##### HKAS 23: Borrowing costs eligible for capitalisation

The amendments clarify that (a) if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of the funds an entity borrows generally and (b) funds borrowed specifically to obtain an asset other than a qualifying asset are included as part of general borrowings.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

##### HK(IFRIC)-Int 23: Uncertainty over Income Tax Treatments

The Interpretation supports the requirements in HKAS 12 Income Taxes by specifying how to reflect the effects of uncertainty in accounting for income taxes.

The adoption of the Interpretation does not have any significant impact on the consolidated financial statements.



#### 4. 會計政策變動(續)

採納新訂／經修訂香港財務報告準則  
(續)

##### 香港會計準則第19號之修訂：員工福利

該等修訂要求，對計劃進行修改後，其餘的結算期則使用已更新之假設以決定本年度服務成本及淨利息。

採納該等修訂並無對綜合財務報表產生重大影響。

##### 香港財務報告準則第9號之修訂：帶有負賠償的預付款特徵

該等修訂釐清，如果金融資產滿足特定的條件，帶有負賠償的可預付金融資產可以按攤銷成本，或指定按公允價值列賬及在其他全面收益賬處理計量，代替按公允價值列賬及在損益賬處理。

採納該等修訂並無對綜合財務報表產生重大影響。

##### 香港財務報告準則第16號：租賃

香港財務報告準則第16號於2019年1月1日或之後開始的年度期間年度取代香港會計準則第17號及相關詮釋。該採納大幅改變(其中包括)承租人會計處理並以單一模式取代香港會計準則第17號下的雙重模式，因而要求承租人就所有租賃產生多於12個月的條款之權利及義務確認使用權資產及租賃負債，除非該等資產為低價值資產。出租人會計處理方面，香港財務報告準則第16號延續了絕大部份香港財務報告準則第17號出租人會計處理的規定。因此，出租人會繼續將該租賃分類為營運租賃或融資租賃，並分別認列這兩種類型的租賃。香港財務報告準則第16號亦要求加強承租人和出租人的披露。

#### 4. CHANGES IN ACCOUNTING POLICIES (Continued)

##### Adoption of New/Revised HKFRSs (Continued)

##### Amendments to HKAS 19: Employee Benefits

The amendments require the use of updated assumptions to determine current service cost and net interest for the remainder of the reporting period after a change is made to a plan.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

##### Amendments to HKFRS 9: Prepayment Features with Negative Compensation

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income instead of at FVPL if specified conditions are met.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

##### HKFRS 16: Leases

HKFRS 16 replaces HKAS 17 and related Interpretations for annual periods beginning on or after 1 January 2019. It significantly changes, among others, the lessee accounting by replacing the dual-model under HKAS 17 with a single model which requires a lessee to recognise right-of-use assets and lease liabilities for the rights and obligations created by all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. HKFRS 16 also requires enhanced disclosures to be provided by lessees and lessors.

#### 4. 會計政策變動(續)

採納新訂／經修訂香港財務報告準則  
(續)

##### 香港財務報告準則第16號：租賃(續)

根據香港財務報告準則第16號的過渡性條文，本集團於2019年1月1日(即初次應用日期)採用經修訂的追溯法初次應用香港財務報告準則第16號，比較資料沒有重列。相反，本集團於初次應用日期採用時確認了初次應用的累計影響作為保留溢利或權益部分的調整。

本集團亦採用實際可行權宜方法以不重新評估合約於初次應用日期是否含有租賃，且本集團只對過往應用香港財務報告準則第17號確立為租賃的合約及於初次應用日期或之後應用香港財務報告準則第16號訂立或改變而確立為租賃的合約。

##### 作為承租人

於採納香港財務報告準則第16號前，租賃合約於初次應用日期前根據本集團適用的會計政策會被歸類為營運租賃或融資租賃。

當香港財務報告準則第16號採納時，本集團會根據香港財務報告準則第16號的過渡性條文及初次應用日期時本集團適用的會計政策認列租賃。

#### 4. CHANGES IN ACCOUNTING POLICIES (Continued)

Adoption of New/Revised HKFRSs (Continued)

##### HKFRS 16: Leases (Continued)

In accordance with the transitional provisions, the Group has applied HKFRS 16 for the first time at 1 January 2019 (i.e. the date of initial application, the "DIA") using the modified retrospective approach in which comparative information has not been restated. Instead, the Group recognised the cumulative effect of initially applying HKFRS 16 as an adjustment to the balance of retained profits or other component of equity, where appropriate, at the DIA.

The Group also elected to use the transition practical expedient not to reassess whether a contract was, or contained, a lease at the DIA and the Group applied HKFRS 16 only to contracts that were previously identified as leases applying HKAS 17 and to contracts entered into or changed on or after the DIA that are identified as leases applying HKFRS 16.

##### As lessee

Before the adoption of HKFRS 16, lease contracts were classified as operating or finance lease in accordance with the Group's accounting policies applicable prior to the DIA.

Upon adoption of HKFRS 16, the Group accounted for the leases in accordance with the transition provisions of HKFRS 16 and the Group's accounting policies applicable from the DIA.



#### 4. 會計政策變動(續)

採納新訂／經修訂香港財務報告準則  
(續)

##### 香港財務報告準則第16號：租賃(續)

作為承租人－以前分類為營運租賃的租賃

於初次應用日期，本集團把以前分類為營運租賃的租賃確認為資產使用權及租賃負債，除非該等資產為低價值資產，且本集團以逐項租賃基礎應用了以下實際可行權宜方法：

- (a) 對具有合理相似特徵的租賃組合使用單一折現率。
- (b) 採用香港會計準則第37號並緊接於初次應用日期前確認虧損性租賃撥備，從而於初次應用日期調整使用權資產，作為於初次應用日期進行了減值審查的替代方案。
- (c) 於初次應用日期餘下租期少於12個月的租賃，不會確認為資產使用權及租賃負債。
- (d) 在初次應用日期排除初始直接成本以計量使用權資產。
- (e) 當合約包含延長或終止租約的選擇時，以事後分析結果確定租期。

於初次應用日期，除先前使用公允價值模式計量的投資性房地產及已分類於使用權資產，將按照逐項租約以按租賃負債的現值計量，對緊接首次應用日期前確認之租賃相關的任何預付或應付租賃金額進行調整計量。

租賃負債按餘下租賃付款的現值計量，並採用承租人於初次應用日期的新增借債利率折現。於初次應用日期，適用於租賃負債的加權平均承租人新增借債利率為4.82%。

#### 4. CHANGES IN ACCOUNTING POLICIES (Continued)

Adoption of New/Revised HKFRSs (Continued)

##### HKFRS 16: Leases (Continued)

As lessee - leases previously classified as operating leases

The Group recognised right-of-use assets and lease liabilities for leases previously classified as operating leases at the DIA, except for leases for which the underlying asset is of low value, and the Group applied the following practical expedients on a lease-by-lease basis.

- (a) Applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- (b) Adjusted the right-of-use assets at the DIA by the provision for onerous leases recognised immediately before the DIA by applying HKAS 37, as an alternative to performing an impairment review at the DIA.
- (c) Did not recognise right-of-use assets and lease liabilities to leases for which the lease term ends within 12 months of the DIA.
- (d) Excluded initial direct costs from the measurement of the right-of-use assets at the DIA.
- (e) Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

At the DIA, except for those that were previously or will be accounted for as investment property using the fair value model, right-of-use assets were, on a lease-by-lease basis, measured at an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised immediately before the DIA.

Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the DIA. The weighted average incremental borrowing rate applied to the lease liabilities at the DIA is 4.82%.

4. 會計政策變動(續)

採納新訂／經修訂香港財務報告準則  
(續)

香港財務報告準則第16號：租賃(續)

作為承租人－先前分類為營運租賃之  
租賃(續)

下表載列於二零一八年十二月三十一日應用香港會計準則第17號的租賃承擔及於初始應用日期的租賃負債作出之調整對賬：

4. CHANGES IN ACCOUNTING POLICIES (Continued)

Adoption of New/Revised HKFRSs (Continued)

HKFRS 16: Leases (Continued)

As lessee - leases previously classified as operating leases  
(Continued)

Reconciliation of operating lease commitments disclosed applying HKAS 17 at 31 December 2018 and lease liabilities recognised at the DIA is as follows.

		人民幣千元 RMB'000
於二零一八年十二月三十一日之 租賃承擔(附註16)	Operating lease commitments at 31 December 2018 (Note 16)	841,810
減：毋須資本化之承擔： 低價值資產租賃、短期租賃及 其他餘下租賃期止 於二零一九年十二月三十一日 或之前之租賃	Less: Commitments exempt from capitalisation: Leases of low value assets, short-term leases and other leases with remaining lease term ending on or before 31 December 2019	(289,473)
包括於二零一八年十二月 三十一日之營運租賃承擔之 增值稅	Value-added tax including in operating lease commitment at 31 December 2018	(74,137)
加：自初次應用日期後簽訂租賃 合約且租賃期的開始日期 於首次應用日期之前，並未 於二零一八年十二月三十一日 之租賃承擔反映之負債	Add: Liabilities for lease contracts signed subsequently to DIA with the commencement date of the lease terms on or before the DIA which was not reflected in operating lease commitments at 31 December 2018	92,088
於二零一九年一月一日之總租賃負債	Gross lease liabilities at 1 January 2019	570,288
減：未來利息費用總額	Less: Total future interest expenses	(61,697)
於二零一九年一月一日確認之 租賃負債	Lease liabilities recognised at 1 January 2019	508,591



#### 4. 會計政策變動(續)

採納新訂／經修訂香港財務報告準則  
(續)

##### 香港財務報告準則第16號：租賃(續)

作為承租人

於初次應用日期，所有使用權資產已於綜合財務狀況表內的「使用權資產」項目中呈報。除此之外，租賃負債已於綜合財務狀況表中分開列示。

所以，於初次應用日期已進行轉撥，從而反映呈列的改變：

#### 4. CHANGES IN ACCOUNTING POLICIES (Continued)

Adoption of New/Revised HKFRSs (Continued)

##### HKFRS 16: Leases (Continued)

As lessee

At the DIA, all right-of-use assets were presented within the line item "right-of-use assets" on the consolidated statement of financial position. Besides, lease liabilities were shown separately on the consolidated statement of financial position.

As a result, transfer was made at the DIA to reflect the changes in presentation:

		賬面值－ 截至2018年 12月31日止 應用香港會計 準則第17號 Carrying amount on 31 December 2018 under HKAS 17 人民幣千元 RMB'000	調整	賬面值－ 截至2019年 1月1日止 應用香港財務 報告準則第16號 Carrying amount on 1 January 2019 under HKFRS 16 人民幣千元 RMB'000
			增加(減少) Increase (Decrease)	
<b>資產</b>	<b>Assets</b>			
使用權資產	Right-of-use assets	—	4,199,723	4,199,723
土地租約溢價	Prepaid lease payments	3,570,367	(3,570,367)	—
預付款項及其他應收款項	Prepayments and other receivables	2,669,689	(120,765)	2,548,924
		6,240,056	508,591	6,748,647
<b>負債</b>	<b>Liabilities</b>			
租賃負債	Lease liabilities	—	508,591	508,591

作為出租人

作為出租人時，本集團無須對租賃中的過渡期進行任何調整，而該租賃於初次應用日期應用了香港財務報告準則第16號。

As lessor

The Group is not required to make any adjustments on transition for leases in which it is a lessor and those leases are accounted for by applying HKFRS 16 from the DIA.

## 5. 關鍵會計估計及判斷

有關未來之估計及假設以及判斷乃由管理層在編製綜合財務報表時作出。這些估計、假設及判斷會對本集團之會計政策應用、資產、負債、收入及開支之申報金額以及所作出之披露構成影響，並會持續根據經驗及相關因素(包括日後出現在有關情況下相信屬合理之事件)評估。於適當時，會計估計之修訂會於修訂期間及於未來期間(倘修訂亦影響日後期間)確認。

### (i) 應用會計政策的重要判斷

以下為本公司董事於應用會計政策過程中所作並對在綜合財務報表中確認的金額具有重大影響的重要判斷(涉及估計者(見下文)除外)。

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

### (i) Critical judgement in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.



## 5. 關鍵會計估計及判斷(續)

### (i) 應用會計政策的重要判斷(續)

#### 遞延稅項負債

為計算使用公允值模式計量的投資性房地產的遞延稅項負債，本公司董事已審閱本集團的投資房地產組合，並認為本集團的投資性房地產乃透過目標是隨時間而非透過銷售消耗投資性房地產中的絕大部分經濟利益的業務模式持有。因此，於計算本集團投資性房地產的遞延稅項時，本公司董事已釐定使用公允值模式計量的投資性房地產的賬面值將全數透過出售收回的假設被推翻。所以，本集團並沒有確認有關於位於中國投資性房地產公允值變動的土地增值稅但假設這些投資性房地產確認遞延稅項將會透過使用而收回。

遞延所得稅負債並無包括本集團於中國某些實體將要支付未分配利潤之預提稅，因該等利潤於可見將來不預期會被分配。遞延所得稅負債詳情於綜合財務報表附註36披露。

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### (i) Critical judgement in applying accounting policies (Continued)

#### Deferred tax liabilities

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolio and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has not recognised deferred taxes on land appreciation taxes in respect of changes in fair value of investment properties situated in the PRC but has recognised deferred tax on income tax on the assumption that these investment properties will be recovered through use.

Deferred tax liabilities have not been provided for the withholding tax that would be payable on the undistributed earnings of certain entities of the Group in the PRC as those earnings are not expected to be distributable in the foreseeable future. Details of deferred tax liabilities are disclosed in note 36 to the consolidated financial statements.



## 5. 關鍵會計估計及判斷(續)

### (i) 應用會計政策的重要判斷(續)

#### **包含延長及／或終止選擇權之合約之租期 – 作為出租人及承租人**

本集團將租期釐定為租賃不可撤銷之期間，包括由延長選擇權涵蓋之期間(倘本集團合理確定將行使延長選擇權)及由終止選擇權涵蓋之期間(倘承租人合理確定不會行使終止選擇權)。

本集團擁有包括延長及終止選擇權之租賃合約。在評估本集團是否合理確定將行使選擇權延長租賃或不會行使選擇權終止租賃時，本集團會作出判斷，並考慮所有能形成經濟誘因促使其延長或終止租賃之相關事實及情況。

於開始日期後，倘發生在承租人控制範圍內並影響承租人是否合理確定將行使延長選擇權或不會行使終止選擇權之重大事件或重大情況變動，則本集團重新評估租期。

#### **租賃之識別**

於合約開始時，本集團根據香港財務報告準則第16號之規定及所有相關事實及情況評估合約是否屬於(或包含)租賃。具體而言，本集團透過應用重大實質替代權之概念，評估合約是否涉及已識別資產之使用。此外，本集團釐定哪一方擁有與改變資產用途及目的至關重要之決定權，從而評估到底是本集團抑或客戶有權主導已識別資產之使用。倘有關決定已預先作出，則考慮經營有關資產之權利或有否透過設計資產加入有關決定。

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

### (i) Critical judgement in applying accounting policies

(Continued)

#### **Lease terms of contracts with extension and/or termination options – as lessor and lessee**

Lease terms are determined as the non-cancellable period of a lease, including periods covered by an option to extend if the Group is reasonably certain to exercise the extension option, and periods covered by an option to terminate if the lessee is reasonably certain not to exercise the termination option.

The Group has lease contracts that include extension and termination options. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Group applies judgement and considers all relevant facts and circumstances that create an economic incentive to extend or terminate the leases.

After the commencement date, the Group reassesses the lease term upon the occurrence of a significant event or a significant change in circumstances that is within the control of the lessee and affects whether the lessee is reasonably certain to exercise an extension option or not to exercise a termination option.

#### **Identification of leases**

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease based on the requirements of HKFRS 16 and all the relevant facts and circumstances. In particular, the Group assesses whether the contract involves the use of an identified asset by applying the concept of substantive substitution right. Also, the Group assesses whether the Group or the customer has the right to direct the use of the identified asset with reference to determination of which party has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In cases where such decisions are predetermined, the right to operate the asset or the incorporation of such decisions by means of designing the asset are considered.



## 5. 關鍵會計估計及判斷(續)

### (ii) 估定不確定性之關鍵來源

#### **預期信貸虧損之減值撥備**

本集團管理層就應收賬款使用多項輸入數據及假設(包括違約風險及預期虧損率)估計虧損撥備。有關估計涉及高程度之估計及不確定性，乃根據本集團之過往資料、現時市場狀況以及於結算日作出之前瞻性估計。倘所預期與原先估計不同，有關差異將影響應收賬款之賬面值。用於估計預期信貸虧損之關鍵假設及輸入數據之詳情載於綜合財報報表附註45。

#### **使用年限及物業、機器及設備及使用權資產之減值**

董事每年透過預計用量、對資產使用之損耗及技術過時之潛在性進行謹慎研究，以評估物業、機器及設備及使用權資產之殘值、可用年期及折舊／攤銷方法。

為了判斷資產是否減值及有跡象顯示減值虧損不再存在，董事須評估是否已發生可能影響資產價值之事件或該影響資產價值之事件不再存在。倘出現減值跡象，則會參考使用價值及售價淨額釐定該等資產的可收回金額。使用價值以折現現金流量法釐定。鑑於未來現金流量及售價淨額的時間及數額估計涉及固有風險，故該等資產的估計可收回金額或會與實際可收回金額有所不同，而此估計的準確度可能對損益造成影響。

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### (ii) Key sources of estimation uncertainty

#### **Loss allowance for ECL**

The Group's management estimates the loss allowance for trade receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of estimation and uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade receivables. Details of the key assumption and inputs used in estimating ECL are set out in note 45 to the consolidated financial statements.

#### **Useful lives and impairment of property, plant and equipment and right-of-use assets**

The directors review the residual value, useful lives and depreciation/amortisation method of property, plant and equipment and right-of-use assets at the end of each reporting period, through careful consideration with regards to expected usage, wear-and-tear and potential technical obsolescence to usage of the assets.

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the directors have to assess whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence. If any such indication exists, the recoverable amounts of the asset would be determined by reference to value in use and fair value less costs of disposal. Value in use is determined using the discounted cash flow method. Owing to inherent risk associated with estimations in the timing and magnitude of the future cash flows and fair value less costs of disposal, the estimated recoverable amount of the asset may be different from its actual recoverable amount and profit or loss could be affected by accuracy of the estimations.

## 5. 關鍵會計估計及判斷(續)

### (ii) 主要估計不確定性的來源(續)

#### **公允值計量和評估流程**

如綜合財務報表附註14和46內所描述，外部各方就級別二及級別三之資產或負債所採用的估值方法乃得到管理層同意。管理層運用其判斷以決定該等估值方法及假設是否適合應用於本集團之情況。於評估級別三資產之公允值時包含若干假設並無可觀察之市場價格及利率支持。假設的變動會影響綜合財務狀況表內已呈報之公允值。

#### **商譽減值**

本集團至少每年確定商譽是否減值。這需要估計分配商譽的現金產生單位的使用價值。估計使用價值需要本集團對現金產生單位的預期現金流量進行估計，並選擇合適的折現率以計算這些現金流量的現值。用以計算可收回金額之估計詳情載於綜合財務報表附註19。

#### **計算租賃負債之折現率 – 作為承租人**

由於租賃隱含之利率難以釐定，本集團使用承租人新增借貸利率折現未來租賃付款。在釐定租賃之折現率時，本集團使用可觀察到之利率作為出發點，再作出判斷並調整有關可觀察利率以釐定新增借貸利率。

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

### (ii) Key sources of estimation uncertainty (Continued)

#### **Fair value measurements and valuation processes**

As described in notes 14 and 46 to the consolidated financial statements, the valuation techniques applied by various external parties for the level 2 and level 3 assets or liabilities have been agreed with the management of the Company. The management determined whether valuation techniques and assumptions applied are appropriate to the circumstances of the Group. The estimation of fair value of level 3 assets included some assumptions not supported by observable market prices or rates. Change in assumption could affect the reported fair value of the assets and liabilities in the consolidated statement of financial position.

#### **Impairment of goodwill**

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the CGU to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of the estimates used to calculate the recoverable amount are given in note 19 to the consolidated financial statements.

#### **Discount rates for calculating lease liabilities – as lessee**

The Group uses the lessee's incremental borrowing rates to discount future lease payments since interest rates implicit in the leases are not readily determinable. In determining the discounts rates for its leases, the Group refers to a rate that is readily observable as the starting point and then applies judgement and adjusts such observable rate to determine the incremental borrowing rate.



## 6. 收益和分部資料

本公司之執行董事已確立為本集團主要營運決策者。經營分部之確立及分部資料之編製按內部慣常呈報給本公司之執行董事之財務資料製作，依據該等資料作出經營分部資源分配決定及評估其表現。基於本集團根據區域性觀點有超過99%以上之集團銷售是在內地進行，故本公司之執行董事主要以產品觀點評定本集團之業務並以此作為製作業務分部資料的基準。可報告之經營分部確立為方便麵、飲品及其他業務包括方便食品、投資控股、投資性房地產作租賃用途、物流及支援功能業務。

從本年度開始，本集團之營運決策、業績評估重點集中於方便麵、飲品兩個經營分部，方便食品不再作為重要經營分部並併入其他業務中，由於以上調整，呈列之比較數據已重列並符合本年度列報方式。

執行董事以本年度經營分部之本年度之溢利以及除稅前溢利及應佔聯營公司及合營公司業績及未分配之淨收入(支出)前的溢利(虧損)作出經營分部資源分配決定及評估其表現。

分部資產包括除聯營公司權益及合營公司權益及未分配資產包括按FVPL及指定FVOCI之金融資產。分部負債包括除員工福利責任之相關負債外的所有負債。

## 6. REVENUE AND SEGMENT INFORMATION

The Company's executive directors have been identified as the chief operating decision-maker of the Group. The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the Company's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance. The Company's executive directors consider the business principally from a product perspective which forms a basis for business segment information as over 99% of the Group's revenue and business are conducted in the PRC from a geographical perspective. Business reportable operating segments identified are instant noodles, beverages and others. The segment of others includes instant food, investment holding, properties investment for rental purpose, logistics and supportive functions.

Starting from current year, the Group focuses on the operating decisions and the performance evaluation of two reportable segments which are Instant noodles and Beverages. Instant food is no longer considered as a separate reportable segment and has been included in others. As a result of the above re-alignment, comparative figures presented have also been restated to conform to current year's presentation.

For the purposes of assessing the performance of the operating segments and allocating resources between segments, the executive directors assess the performance of reportable segments based on profit for the year and profit before taxation, share of results of an associate and joint ventures and unallocated income (expenses), net.

Segment assets include all assets with the exception of interest in an associate and joint ventures and unallocated assets which include financial assets at FVPL and Designated FVOCI. Segment liabilities include all liabilities with the exception of employee benefit obligations.

## 6. 收益和分部資料 (續)

分部之間的銷售是以成本加邊際利潤作定價。可呈報分部之會計政策與本集團於綜合財務報表附註3「主要會計政策」所述本集團的會計政策一致。

客戶地區位置乃按貨品付運地點劃分。本集團多於99%來自外部客戶之收益均源於本集團各經營實體所在地中國的顧客。同時，本集團所有的非流動資產，除部分按FVPL的金融資產及指定FVOCI之外均位於中國。

並無來自單一外部客戶的收入佔本集團收益10%或以上。

分部業績：

## 6. REVENUE AND SEGMENT INFORMATION (Continued)

Inter-segment sales are priced at cost plus profit margin. The accounting policies of the reporting segments are the same as the Group's accounting policies as described in note 3 to the consolidated financial statements.

The geographical location of the Group's customers is based on the location at which the goods are delivered. Over 99% of the revenues from external customers of the Group are attributable to customers located in the PRC, the place of domicile of the Group's operating entities. Meanwhile, all of the Group's non-current assets, other than certain financial assets at FVPL and Designated FVOCI, are located in the PRC.

No revenue from a single external customer amounted to 10% or more of the Group's revenue.

Segment results:

		2019				
		Instant noodles	Beverages	Others	Inter- segment elimination	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
收益	<b>Revenue</b>					
由客戶合約產生之收益	Revenue from contracts with customers	25,295,434	35,580,490	1,016,062	—	61,891,986
收益認列之時點：	<b>Timing of revenue recognition:</b>					
在某一時點認列	Recognised at a point in time	25,295,434	35,580,490	703,287	—	61,759,211
隨時間認列	Recognised over time	—	—	312,775	—	312,775
		25,295,434	35,580,490	1,016,062	—	61,891,986
由其他來源產生之收入：	Revenue from other sources:					
來自投資性房地產 之租金收入	Rental income from investment properties	—	—	86,172	—	86,172
分部間之收益	Inter-segment revenue	4,988	19,131	1,515,469	(1,539,588)	—
分部收益	Segment revenue	25,300,422	35,599,621	2,617,703	(1,539,588)	61,978,158



6. 收益和分部資料(續)

6. REVENUE AND SEGMENT INFORMATION (Continued)

分部業績：(續)

Segment results: (Continued)

		2019				
		Instant noodles 人民幣千元 RMB'000	Beverages 人民幣千元 RMB'000	Others 人民幣千元 RMB'000	Inter- segment elimination 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
分部業績(已扣除財務費用)	<b>Segment results after finance costs</b>	3,364,881	1,549,877	247,413	(6,202)	5,155,969
應佔聯營公司及合營公司業績	Share of results of an associate and joint ventures	483	242,752	(9,076)	—	234,159
未分配之淨收入	Unallocated income, net	—	—	21,468	—	21,468
除稅前溢利	<b>Profit before taxation</b>	3,365,364	1,792,629	259,805	(6,202)	5,411,596
稅項	Taxation	(1,166,264)	(453,607)	(73,503)	—	(1,693,374)
本期之溢利	<b>Profit for the year</b>	2,199,100	1,339,022	186,302	(6,202)	3,718,222
<b>資產</b>	<b>Assets</b>					
分部資產	Segment assets	22,790,688	29,095,483	4,010,878	(235,139)	55,661,910
聯營公司權益	Interest in an associate	—	139,537	—	—	139,537
合營公司權益	Interest in joint ventures	882	849,424	38,759	—	889,065
未分配資產	Unallocated assets					1,269,155
總資產	Total assets					57,959,667
<b>負債</b>	<b>Liabilities</b>					
分部負債	Segment liabilities	9,294,961	15,805,462	10,482,964	(826,893)	34,756,494
未分配負債	Unallocated liabilities					157,066
總負債	Total liabilities					34,913,560
<b>其他資料</b>	<b>Other information</b>					
折舊及攤銷	Depreciation and amortisation	777,990	2,324,077	211,848	(56,144)	3,257,771
資本開支	Capital expenditures	440,974	1,355,033	278,984	—	2,074,991
利息收入	Interest income	326,958	228,758	18,854	(33,348)	541,222
利息支出	Interest expenses	3,967	136,873	310,551	(37,739)	413,652
減值虧損	Impairment loss of property, plant and equipment	35,097	112,555	4,398	—	152,050
出售附屬公司淨收益	Net gain on disposal of subsidiaries	372,208	94,537	162,144	—	628,889
出售合營公司淨收益	Gain on disposal of a joint venture	—	—	223,150	—	223,150
出售聯營公司淨收益	Gain on disposal of an associate	119,593	11,460	—	—	131,053

6. 收益和分部資料 (續)

分部業績：(續)

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment results: (Continued)

		2018				
		Instant noodles	Beverages	Others	Inter- segment elimination	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000	人民幣千元 RMB'000
<b>收益</b>	<b>Revenue</b>					
由客戶合約產生之收益	Revenue from contracts with customers	23,915,946	35,311,108	1,380,136	—	60,607,190
<b>收益認列之時點：</b>	<b>Timing of revenue recognition:</b>					
在某一時點認列	Recognised at a point in time	23,915,946	35,311,108	779,457	—	60,006,511
隨時間認列	Recognised over time	—	—	600,679	—	600,679
		23,915,946	35,311,108	1,380,136	—	60,607,190
由其他來源產生之收入：	Revenue from other sources:					
來自投資性房地產 之租金收入	Rental income from investment properties	—	—	78,455	—	78,455
分部間之收益	Inter-segment revenue	728	1,823	1,495,680	(1,498,231)	—
分部收益	Segment revenue	23,916,674	35,312,931	2,954,271	(1,498,231)	60,685,645
<b>分部業績(已扣除財務費用)</b>	<b>Segment results after finance costs</b>	2,505,302	1,124,905	326,919	1,497	3,958,623
應佔聯營公司及合營公司業績	Share of results of associates and joint ventures	212	71,021	347	—	71,580
未分配之淨支出	Unallocated expenses, net	—	—	(50,869)	—	(50,869)
<b>除稅前溢利</b>	<b>Profit before taxation</b>	2,505,514	1,195,926	276,397	1,497	3,979,334
稅項	Taxation	(800,387)	(398,051)	(52,127)	—	(1,250,565)
<b>本期之溢利</b>	<b>Profit for the year</b>	1,705,127	797,875	224,270	1,497	2,728,769



6. 收益和分部資料(續)

分部業績：(續)

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment results: (Continued)

		2018				
		Instant noodles	Beverages	Others	Inter- segment elimination	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
		(經重列) (Restated)				
<b>資產</b>	<b>Assets</b>					
分部資產	Segment assets	19,508,958	27,360,079	5,516,526	(771,501)	51,614,062
聯營公司權益	Interest in associates	—	127,725	—	—	127,725
合營公司權益	Interest in joint ventures	399	650,509	47,835	—	698,743
未分配資產	Unallocated assets					562,139
總資產	Total assets					53,002,669
<b>負債</b>	<b>Liabilities</b>					
分部負債	Segment liabilities	8,181,378	14,704,521	7,749,539	(1,360,636)	29,274,802
未分配負債	Unallocated liabilities					115,436
總負債	Total liabilities					29,390,238
<b>其他資料</b>	<b>Other information</b>					
折舊及攤銷	Depreciation and amortisation	716,954	2,465,003	141,550	—	3,323,507
資本開支	Capital expenditures	370,086	978,848	96,858	—	1,445,792
利息收入	Interest income	201,172	158,004	19,590	(30,378)	348,388
利息支出	Interest expenses	—	180,131	271,929	(30,378)	421,682
減值虧損	Impairment loss of property, plant and equipment	280,274	340,672	4,900	—	625,846
出售附屬公司淨(損失)收益	Net (loss) gain on disposal of subsidiaries	—	(3,225)	391,069	—	387,844



## 7. 其他收益

## 7. OTHER REVENUE

		2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <b>RMB'000</b>
利息收入	Interest income	<b>541,222</b>	348,388

## 8. 其他淨收入

## 8. OTHER NET INCOME

		附註 <i>Note</i>	2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <b>RMB'000</b>
<b>收入(支出)：</b>	<b>Income (Expenses):</b>			
出售廢品之收益	Gain on sales of scrapped materials		<b>160,451</b>	154,535
按公允價值列賬及在 損益賬處理金融資產之 公允價值變動淨額	Change in fair value of financial assets at FVPL, net		<b>20,774</b>	(49,675)
投資性房地產公允價值之變動	Change in fair value of investment properties	14	<b>3,674</b>	13,000
按公允價值列賬及在 損益賬處理的金融負債之 公允價值變動淨額	Change in fair value of financial liabilities at FVPL, net	33	<b>188</b>	40,115
按公允價值列賬及在 損益賬處理金融資產之 股利收入	Dividend income from financial assets at FVPL		<b>3,253</b>	6,500
出售附屬公司淨收益	Net gain on disposal of subsidiaries	43	<b>628,889</b>	387,844
出售聯營公司淨收益	Gain on disposal of an associate	15(d)	<b>131,053</b>	—
出售合營公司淨收益	Gain on disposal of a joint venture	20(a)	<b>223,150</b>	—
政府補助	Government grants		<b>314,116</b>	166,140
出售物業、機器及設備及 使用權資產之虧損	Loss on disposal of property, plant and equipment and right-of-use assets		<b>(92,900)</b>	(86,607)
匯兌收益(損失)淨額	Exchange gain (loss), net		<b>15,511</b>	(46,922)
其他	Others		<b>136,064</b>	219,044
			<b>1,544,223</b>	803,974



## 9. 除稅前溢利

## 9. PROFIT BEFORE TAXATION

經扣除(計入)下列項目後：

This is stated after charging (crediting):

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
<b>財務費用</b>	<b>Finance costs</b>		
須於5年內悉數償還之銀行及其他貸款之利息支出	Interest on bank and other borrowings wholly repayable within five years	<b>363,850</b>	392,570
須於5年以上悉數償還之銀行及其他貸款之利息支出	Interest on bank and other borrowings wholly repayable over five years	<b>27,944</b>	33,049
租賃負債產生之財務費用	Finance costs on lease liabilities	<b>24,625</b>	—
		<b>416,419</b>	425,619
減：利息支出资本化列入物業、機器及設備加權平均資本化率為3.71% (2018: 3.89%)	Less: Borrowing costs capitalised into property, plant and equipment at weighted average capitalisation rate of 3.71% (2018: 3.89%)	<b>(2,767)</b>	(3,937)
		<b>413,652</b>	421,682

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
<b>其他項目</b>	<b>Other items</b>		
員工成本(包括董事酬金)：	Staff costs (including directors' remuneration):		
薪金及報酬	Salaries and wages	<b>6,347,895</b>	6,026,909
以權益結算股份支付之款項	Equity-settled share-based payment expenses	<b>24,504</b>	32,799
退休金成本：	Pension costs:		
界定供款計劃	Defined contribution plans	<b>648,730</b>	686,986
界定福利計劃	Defined benefit plans	<b>13,623</b>	10,352
核數師酬金：	Auditor's remuneration:		
審核費用	Audit fee	<b>8,961</b>	9,297
已售存貨成本#	Cost of inventories#	<b>42,218,703</b>	41,958,429
折舊：	Depreciation:		
物業、機器及設備	Property, plant and equipment	<b>2,952,224</b>	3,210,324
使用權資產	Right-of-use assets	<b>299,141</b>	—
土地租約溢價之攤銷	Amortisation of prepaid lease payments	—	103,693
無形資產攤銷(已包括於分銷成本)	Amortisation of intangible assets (included in distribution costs)	<b>6,406</b>	9,490
物業、機器及設備之減值虧損(包括於其他經營費用內)	Impairment loss of property, plant and equipment (included in other operating expenses)	<b>152,050</b>	625,846

# 已售存貨成本中包括與員工成本、物業、機器及設備及使用權資產之折舊、短期租約租金、低價值資產租賃租金及可變租金有關(2018年：與員工成本、物業、機器及設備之折舊、土地租約溢價之攤銷及建築物營運租約有關)之人民幣4,822,750,000元(2018年：人民幣4,617,243,000元)，該等金額亦計入以上獨立披露之各別總額中。

# Cost of inventories includes RMB4,822,750,000 (2018: RMB4,617,243,000) relating to staff costs and depreciation of property, plant and equipment and right-of-use assets and lease expenses relating to short-term leases, low value assets and variable lease payments (2018: staff costs, depreciation of property, plant and equipment, amortisation of prepaid lease payments and operating lease charges of premises), which amount is also included in the respective total amounts disclosed separately above.

## 10. 董事及高階僱員酬金

本公司向董事及行政總裁已支付及應付之酬金總額如下：

## 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

The aggregate amounts of emoluments paid or payable to the Company's directors and chief executive officer are as follows:

		2019					
		薪金及 其他酬金	花紅	以股份支付 之款項	退休金支付及 僱主的退休金 計劃供款	合計	
董事袍金	Salaries and other emoluments	Discretionary bonuses	Share- based payments	Retirement payments and contribution to pension	Total		
Directors' fees	and other emoluments	bonuses	based payments	contribution to pension	Total		
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元		
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
<b>執行董事：</b>	<b>Executive directors:</b>						
魏應州	Wei Ing-Chou	—	—	473	23,902	24,375	
魏宏名	Wei Hong-Ming	690	7,763	356	1,189	9,998	
井田純一郎	Junichiro Ida	552	221	—	—	773	
魏宏丞	Wei Hong-Chen	1,036	6,763	356	1,189	9,344	
筱原幸治	Koji Shinohara	345	221	—	—	566	
高橋勇幸	Yuko Takahashi	144	138	—	—	282	
長野輝雄	Teruo Nagano	201	83	—	—	284	
林清棠	Lin Chin-Tang	345	110	—	—	455	
曾倩	Tseng Chien	—	—	—	—	—	
<b>獨立非執行董事：</b>	<b>Independent non-executive directors:</b>						
徐信群	Hsu Shin-Chun	345	110	—	—	455	
李長福	Lee Tiong-Hock	345	110	—	—	455	
深田宏	Hiromu Fukada	345	110	—	—	455	
<b>行政總裁：</b>	<b>Chief executive officer:</b>						
韋俊賢	James Chun-Hsien Wei	—	18,211	3,299	6,161	27,671	
		<b>4,348</b>	<b>33,840</b>	<b>4,011</b>	<b>9,012</b>	<b>75,113</b>	



## 10. 董事及高階僱員酬金(續)

魏應州先生於2019年1月1日辭去本公司執行董事職務。

魏應州先生於2019年1月1日辭任本集團主席，同日，魏宏名先生獲委任為本集團主席。

魏宏丞先生於2019年1月1日獲委任為本公司執行董事。

於2019年8月9日，長野輝雄先生辭任本公司執行董事而高橋勇幸先生獲委任為本公司執行董事。

於2019年12月31日，林清棠先生辭任本公司執行董事而曾倩女士獲委任為本公司執行董事。

## 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

Mr. Wei Ing-Chou resigned as an executive director of the Company on 1 January 2019.

Mr. Wei Ing-Chou resigned and Mr. Wei Hong-Ming was appointed as the chairman of the Group on 1 January 2019.

Mr. Wei Hong-Chen was appointed as an executive director of the Company on 1 January 2019.

Mr. Teruo Nagano resigned and Mr. Yuko Takahashi was appointed as an executive director of the Company on 9 August 2019.

Mr. Lin Chin-Tang resigned and Ms. Tseng Chien was appointed as an executive director of the Company on 31 December 2019.

10. 董事及高階僱員酬金 (續)

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

		2018					
		薪金及 其他酬金	花紅	以股份支付 之款項	退休金支付及 僱主的退休金 計劃供款		合計
董事袍金	Salaries and other emoluments	Discretionary bonuses	Share- based payments	Retirement payments and contribution to pension		Total	
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
<b>執行董事：</b>		<b>Executive directors:</b>					
魏應州	Wei Ing-Chou	1,327	9,932	4,808	304	—	16,371
井田純一郎	Junichiro Ida	531	212	—	—	—	743
長野輝雄	Teruo Nagano	332	106	—	—	—	438
魏宏名	Wei Hong-Ming	332	1,919	475	949	—	3,675
筱原幸治	Koji Shinohara	332	212	—	—	—	544
林清棠	Lin Chin-Tang	332	212	—	—	—	544
<b>獨立非執行董事：</b>		<b>Independent non-executive directors:</b>					
徐信群	Hsu Shin-Chun	332	106	—	—	—	438
李長福	Lee Tiong-Hock	332	80	—	—	—	412
深田宏	Hironu Fukada	332	106	—	—	—	438
<b>行政總裁：</b>		<b>Chief executive officer:</b>					
韋俊賢	James Chun-Hsien Wei	—	11,254	4,521	4,944	—	20,719
		4,182	24,139	9,804	6,197	—	44,322

於2019年及2018年12月31日止年度並無董事及5位最高薪人士放棄領取酬金。

本集團沒有為勸誘董事及5位最高薪人士加入本集團而付酬金或在董事加入本集團後付上酬金或為董事失去職位作出賠償。

No directors and five highest paid individuals have waived emoluments in respect of the years ended 31 December 2019 and 2018.

No emoluments have been paid by the Group to the directors and five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.



## 10. 董事及高階僱員酬金(續)

本集團5位最高薪人士包括1位於2019年1月1日已辭任的董事，兩位董事(2018年：1位董事)及行政總裁，其酬金詳情載於上文及1位人士(2018年：3位)。其餘1位(2018年：3位)人士之酬金詳情如下：

## 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

The five individuals whose emoluments were the highest in the Group for the year include one director who resigned on 1 January 2019, two directors (2018: one director) and the chief executive officer whose emoluments are reflected in the analysis presented above and one individual (2018: three). Details of the emoluments of the remaining one individual (2018: three) are as follows:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
薪金及其他酬金	Salaries and other emoluments	5,075	12,856
以股份支付之款項	Share-based payments	1,850	7,766
退休金支付及僱主的 退休金計劃供款	Retirement payments and contribution to pension scheme	—	—
花紅	Discretionary bonuses	2,124	7,625
		<b>9,049</b>	<b>28,247</b>

支付1位(2018年：3位)最高薪人士之酬金組別如下：

The emoluments were paid to the one (2018: three) highest paid individuals as follows:

酬金組別	Emoluments band	Number of individuals	
		2019	2018
人民幣7,051,201元至人民幣 7,491,900元(8,000,001港元 至8,500,000港元)	RMB7,051,201 to RMB7,491,900 (HK\$8,000,001 to HK\$8,500,000)	—	1
人民幣8,373,301元至人民幣 8,814,000元(9,500,001港元 至10,000,000港元)	RMB8,373,301 to RMB8,814,000 (HK\$9,500,001 to HK\$10,000,000)	—	1
人民幣8,814,001元至人民幣 9,254,700元(10,000,001港元 至10,500,000港元)	RMB8,814,001 to RMB9,254,700 (HK\$10,000,001 to HK\$10,500,000)	1	—
人民幣11,898,901元至人民幣 12,339,600元(13,500,001港元 至14,000,000港元)	RMB11,898,901 to RMB12,339,600 (HK\$13,500,001 to HK\$14,000,000)	—	1
		<b>1</b>	<b>3</b>

## 11. 稅項

## 11. TAXATION

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
<b>本年度稅項－</b>	<b>Current tax – PRC Enterprise income tax</b>		
<b>中國企業所得稅</b>			
本年度	Current year	<b>1,245,211</b>	1,196,356
以前年度多計撥備	Over provision in prior year	<b>(17,587)</b>	(74)
		<b>1,227,624</b>	1,196,282
<b>遞延稅項(附註36)</b>	<b>Deferred taxation (Note 36)</b>		
產生及轉回之	Origination and reversal of temporary		
暫時差異淨額	differences, net	<b>(18,286)</b>	(92,656)
按本集團於中國之	Effect of withholding tax on the net		
附屬公司可供分配利潤	distributable earnings of the Group's		
淨額之預提稅	PRC subsidiaries	<b>484,036</b>	146,939
		<b>465,750</b>	54,283
<b>本年度稅項總額</b>	<b>Total tax charge for the year</b>	<b>1,693,374</b>	1,250,565

開曼群島並不對本公司及本集團之收入徵收任何稅項。

The Cayman Islands levies no tax on the income of the Company and the Group.

由於本集團之公司於截至2019年及2018年內並無任何香港利得稅應課稅利潤，因此並未為香港利得稅計提撥備。

Hong Kong Profits Tax has not been provided as the Group's entities had no assessable profits subject to Hong Kong Profits Tax for the years ended 31 December 2019 and 2018.

中國大陸之附屬公司相關的中國企業所得稅法定稅率為25% (2018年：25%)。根據財政部、海關總署與國家稅務總局聯合發佈的《關於深入實施西部大開發戰略有關稅收政策問題的通知》(財稅[2011]58號)，位於中國大陸西部地區(「西部地區」)的國家鼓勵類產業的外商投資企業，其鼓勵類產業主營業收入佔企業總收入的70%以上的，在2011年至2020年年度，減按15%的優惠稅率徵收企業所得稅。因此，本集團於西部地區之附屬公司稅率為15% (2018年：15%)。

The statutory PRC Enterprise income tax for the PRC subsidiaries is 25% (2018: 25%). According to the Tax Relief Notice (Cai Shui [2011] no. 58) on the Grand Development of Western Region jointly issued by the Ministry of Finance, the State Administration of Taxation and China Customs, foreign investment enterprises located in the western region of the PRC (the "Western Region") with over 70% of principal revenue generated from the encouraged business activities are entitled to a preferential income tax rate of 15% for 10 years from 1 January 2011 to 31 December 2020. Accordingly, certain subsidiaries located in the Western Region are entitled to an income tax rate of 15% (2018: 15%).



## 11. 稅項(續)

本集團之除稅前溢利與本年度稅項對賬如下：

### 稅項開支之對賬

## 11. TAXATION (Continued)

The Group's profit before taxation is reconciled to the tax expense for the year as follows:

### Reconciliation of tax expense

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
除稅前溢利	Profit before taxation	<b>5,411,596</b>	3,979,334
按中國法定稅率25%之稅項(2018年: 25%)	Income tax at statutory tax rate of 25% in the PRC (2018: 25%)	<b>1,352,899</b>	994,834
應佔聯營及合營公司業績	Share of results of an associate and joint ventures	<b>(58,540)</b>	(17,895)
不可扣稅開支	Non-deductible expenses	<b>186,145</b>	245,861
無需課稅收入	Tax exempt revenue	<b>(101,253)</b>	(43,458)
未確認稅項虧損	Unrecognised tax losses	<b>105,055</b>	115,220
未確認暫時差異	Unrecognised temporary differences	<b>(12,107)</b>	8,936
扣除過往並未確認稅項虧損	Utilisation of previously unrecognised tax losses	<b>(179,407)</b>	(154,642)
按本集團於中國之附屬公司可供分配利潤之預提稅(附註36)	Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries (note 36)	<b>484,036</b>	146,939
於西部地區的中國附屬公司之稅收減免	Effect of tax relief on PRC subsidiaries in Western Region	<b>(28,761)</b>	(19,542)
以前年度多計撥備	Over provision in prior year	<b>(17,587)</b>	(74)
其他	Others	<b>(37,106)</b>	(25,614)
本年度稅項	Tax expense for the year	<b>1,693,374</b>	1,250,565



## 12. 股息

## 12. DIVIDENDS

(a) 本公司股東於本年度應得之股息：

(a) Dividends payable to owners of the Company attributable to the year:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
結算日後擬派之末期股息 每股普通股4.24美仙 (2018：每股普通股 3.20美仙)	Final dividend proposed after the end of the reporting period of US4.24 cents (2018: US3.20 cents) per ordinary share	1,665,491	1,231,661
結算日後擬派之特別股息 每股普通股4.24美仙 (2018：每股普通股 3.20美仙)	Special dividend proposed after the end of the reporting period of US4.24 cents (2018: 3.20 cents) per ordinary share	1,665,490	1,231,660
		<b>3,330,981</b>	2,463,321

於2020年3月23日的會議，董事建議派發特別股息每股普通股4.24美仙及末期股息每股普通股4.24美仙。如此建議股息在即將召開的年度股東大會獲得通過，將認列為截至2020年12月31日止年度的儲備撥款。此建議特別股息及末期股息於綜合財務狀況表中不視為應付股息。

At meeting held on 23 March 2020, the directors recommended the payment of a special dividend and a final dividend of US4.24 cents and US4.24 cents per ordinary share respectively. The proposed special and final dividend will be accounted for as an appropriation of reserves in the year ending 31 December 2020 if it is approved at the forthcoming annual general meeting. The proposed dividend have not been recognised as dividends payable in the consolidated statement of financial position.

(b) 於本年內批准及派發歸屬於上一財政年度予本公司股東之應得股息：

(b) Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
於本年內批准及派發屬於前年度末期股息為 每股普通股3.20美仙 (2018年：每股普通股 2.49美仙)	Final dividend in respect of the previous financial year, approved and paid during the year, of US3.20 cents (2018: US2.49 cents) per ordinary share	1,231,661	909,539
於本年內批准及派發屬於前年度特別股息為 每股普通股3.20美仙 (2018年：無)	Special dividend in respect of the previous financial year, approved and paid during the year, of US3.20 cents (2018: Nil) per ordinary share	1,231,660	—
		<b>2,463,321</b>	909,539



### 13. 每股溢利

以下為每股基本溢利及每股攤薄溢利之計算：

### 13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is as follows:

#### (a) 每股基本溢利

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
本公司股東年內應佔溢利(人民幣千元)	Profit attributable to ordinary equity shareholders (RMB'000)	3,330,981	2,463,321
已發行普通股之加權平均股數(千股)	Weighted average number of ordinary shares ('000)	5,622,019	5,617,202
每股基本溢利(人民幣分)	Basic earnings per share (RMB cents)	59.25	43.85

#### (a) Basic earnings per share

#### (b) 每股攤薄溢利

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
本公司股東年內應佔溢利(人民幣千元)	Profit attributable to ordinary equity shareholders (RMB'000)	3,330,981	2,463,321
普通股加權平均數(攤薄)(千股)	Weighted average number of ordinary shares (diluted) ('000)		
已發行普通股之加權平均股數	Weighted average number of ordinary shares	5,622,019	5,617,202
本公司購股權計劃之影響	Effect of the Company's share option scheme	4,831	10,129
用於計算每股攤薄溢利之普通股加權平均數	Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	5,626,850	5,627,331
每股攤薄溢利(人民幣分)	Diluted earnings per share (RMB cents)	59.20	43.77

#### (b) Diluted earnings per share

## 14. 投資性房地產

## 14. INVESTMENT PROPERTIES

			2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <i>RMB'000</i>
	<i>Note</i>			
<b>公允值</b>	<b>At fair value</b>			
於年初	At beginning of the year		<b>1,119,000</b>	1,106,000
添置－購入	Addition - purchases	24	<b>648,826</b>	—
公允值之變更	Change in fair value		<b>3,674</b>	13,000
<b>於結算日</b>	<b>At the end of the reporting period</b>		<b>1,771,500</b>	1,119,000

(a) 本集團之投資性房地產包括商用物業及停車場以及其各別土地使用權，位於中國上海市閔行區吳中路1678號及1686號以及中國天津市經濟技術開發區發達街與新城西路交界西南角。

本集團以營運租賃出租其若干投資性房地產，平均租期為2至3年，並包含於租期屆滿後以新條款續租之選擇權。

來自營運租賃之租金收入詳情載於綜合財務報表附註3(m)。

雖然本集團面對於現時租賃屆滿後之殘值變動，本集團一般會訂立新營運租賃，因此不會立即變現，導致殘值於租賃屆滿後降低。對未來殘值之預期反映於房地產之公允價值中。

(a) The Group's investment properties, which consist of commercial properties and car parks together with their respective prepaid lease payments, are situated in No. 1678 and No. 1686 Wuzhong Road, Minhang District, Shanghai, the PRC and southwest corner of the intersection of Fada Street and Xincheng West Road, Economic-Technological Development Area, Tianjin, the PRC.

The Group leases out certain of its investment properties in Shanghai under operating leases with average lease terms of 2-3 years and with options to renew upon expiry at new terms.

Accounting policy of the rental income from operating leases are set out in note 3(m) to the consolidated financial statements.

Although the Group is exposed to changes in the residual value at the end of the current leases, the Group typically enters into new operating leases and therefore will not immediately realise and reduction in residual value at the end of these leases. Expectations about the future residual values are reflected in the fair value of the properties.



#### 14. 投資性房地產(續)

#### 14. INVESTMENT PROPERTIES (Continued)

(a) (續)

以下為將收取自投資性房地產租賃之未折現租賃付款之到期日分析：

(a) (Continued)

Below is a maturity analysis of undiscounted lease payments to be received from the leasing of investment properties.

於2019年12月31日	At 31 December 2019	人民幣千元 RMB'000
1年內	Within one year	38,875
第2年	In the second year	18,939
第3年	In the third year	6,437
第4年	In the fourth year	1,436
第5年	In the fifth year	718
		66,405

(b) 公允價值計量和評估流程

投資性房地產之不可撤銷營運租賃項下之未來最低應收租金總額如下：

(b) Fair value measurements and valuation processes

The future aggregate minimum rental receivables under non-cancellable operating leases of investment properties were as follows:

於2018年12月31日	At 31 December 2018	人民幣千元 RMB'000
一年內	Within one year	47,365
第二至第五年內(包括首尾兩年)	In the second to fifth years inclusive	54,812
		102,177

估算投資性房地產的公允價值時，本集團的政策乃聘用專業合資格估值師進行估值。管理層與獨立專業合資格的估值師密切合作，建立適當的估值技術和估值模型輸入數據。估值以收益資本化法得出。於估值中，商業物業所有可租出單位的市場租值乃參考可租出單位達到的租值以及鄰近類似物業的其他租用情況評估所得。當中所用的資本化比率乃經參考估值師就該地區的類似物業觀察所得的收益率，再經根據估值師所知就相對應物業有關的特定因素調整後採用。在估值物業公平價值時，物業的最高及最佳用途為其目前用途。

In estimating the fair values of investment properties, it is the Group's policy to engage an independent professional qualified valuer to perform the valuation. The management works closely with the independent professional qualified valuer to establish the appropriate valuation technique and inputs to the model. The valuations have been arrived at using income capitalisation approach. In the valuation, the market rentals of all lettable units of the commercial properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuer for similar properties in the locality and adjusted based on the valuer's knowledge of the factors specific to the respective properties. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

#### 14. 投資性房地產(續)

(b) 公允價值計量和評估流程(續)

本集團之投資性房地產的公允價值計量分類至公允價值的第3級別，於本年度內沒有項目移轉至級別或由級別3轉出。

有關投資性房地產價值之不可觀察輸入信息如下：

**2019**

**投資性房地產  
Investment  
properties**

位於上海及天津  
的商用物業和  
停車場  
Commercial  
properties and  
car parks  
in Shanghai  
and Tianjin

**估值技巧及主要輸入  
Valuation techniques  
and key input(s)**

收益資本法  
Income capitalisation  
approach  
  
主要輸入：  
The key inputs are:  
租期後的回報率

Reversion yield

#### 14. INVESTMENT PROPERTIES (Continued)

(b) Fair value measurements and valuation processes (Continued)

The fair value measurements for the Group's investment properties are categorised into Level 3 in the fair value hierarchy based on the inputs to valuation techniques used. There was no transfer into or out of Level 3 during the year.

The following table gives information on significant unobservable inputs to the valuation of investment properties:

**2019**

**重大不可觀察得出的輸入  
Significant unobservable  
input(s)**

考慮到租金收入資本化，商用物業及停車場現有租約合理的潛在租金回報，商用物業及停車場的租金收益率在上海分別為5.00%及4.50%，在天津則分別為5.5%至6%及3%。

Reversion yield, taking into account the capitalisation of the rental derived from the existing tenancies with due allowance for reversionary rental potential of the commercial properties and car parks of 5.00% and 4.50% respectively in Shanghai and 5.5% to 6% and 3% in Tianjin respectively.

**不可觀察得出的輸入與  
公允價值的關係  
Relationship of  
unobservable inputs to  
fair value**

所用的租期後的回報率若有上升，會令投資性房地產的公平價值計量有下跌，反之亦然。

An increase in the reversion yield used would result in a decrease in the fair value of the investment properties, and vice versa.



14. 投資性房地產(續)

14. INVESTMENT PROPERTIES (Continued)

(b) 公允價值計量和評估流程(續)

(b) Fair value measurements and valuation processes  
(Continued)

投資性房地產 Investment properties	估值技巧及主要輸入 Valuation techniques and key input(s)	重大不可觀測得出的輸入 Significant unobservable input(s)	不可觀測得出的輸入與公允價值的關係 Relationship of unobservable inputs to fair value
	市場日租	<p><u>商用物業</u></p> <p>考慮到時間、地點及對照商用物業與物業本身之間的個別因素，如方向及戶型，上海及天津商用物業每日市場租金訂為按可出租面積計每平方米分別為由人民幣7.07元至人民幣11.16元及人民幣3.17元至人民幣4.66元。</p>	所用的每日市場租金若有上升，會令投資性房地產的公允價值計量有上升，反之亦然。
	Daily market rent	<p><u>Commercial properties</u></p> <p>Daily market rents, taking into account the time, location, and individual factors such as frontage and size, between the comparable and the commercial properties, ranging from RMB7.07 to RMB11.16 per square meter per day on lettable area basis in Shanghai and from RMB3.17 to RMB4.66 per square meter per day on lettable areas basis in Tianjin.</p>	An increase in the daily market rent used would result in an increase in the fair value of the investment properties, and vice versa.
		<p><u>停車場</u></p> <p>考慮到時間、地點及對照物業與物業本身之間的個別因素，如方向及戶型，上海及天津每個停車位的每日市場租金分別為人民幣26.77元及人民幣16元。</p>	
		<p><u>Car parks</u></p> <p>Daily market rents, taking into account of the time, location, and individual factors, such as frontage and size, between the comparable and the properties of RMB26.77 per unit for car park spaces in Shanghai and RMB16 per unit for car park spaces in Tianjin.</p>	

14. 投資性房地產(續)

14. INVESTMENT PROPERTIES (Continued)

(b) 公允價值計量和評估流程(續)

(b) Fair value measurements and valuation processes (Continued)

2018

2018

投資性房地產 Investment properties	估值技巧及主要輸入 Valuation techniques and key input(s)	重大不可觀測得出的輸入 Significant unobservable input(s)	不可觀測得出的輸入與公允價值的關係 Relationship of unobservable inputs to fair value
位於上海的商用物業和停車場 Commercial properties and car parks in Shanghai	<p>收益資本法 Income capitalisation approach</p> <p>主要輸入： The key inputs are:</p> <p>租期後的回報率</p> <p>Reversion yield</p>	<p>考慮到租金收入資本化，商用物業及停車場現有租約合理的潛在租金回報，租金收益率定為5.00%及4.50%。</p> <p>Reversion yield, taking into account the capitalisation of the rental derived from the existing tenancies with due allowance for reversionary rental potential of the commercial properties and car parks of 5.00% and 4.50% respectively.</p>	<p>所用的租期後的回報率若有上升，會令投資性房地產的公平價值計量有下跌，反之亦然。</p> <p>An increase in the reversion yield used would result in a decrease in the fair value of the investment properties, and vice versa.</p>
	<p>市場日租</p> <p>Daily market rent</p>	<p><u>商用物業</u></p> <p>考慮到時間、地點及對照商用物業與物業本身之間的個別因素，如方向及戶型，每日市場租金為按可出租面積計每平方米由人民幣6.63元至人民幣11.06元。</p> <p><u>Commercial properties</u></p> <p>Daily market rents, taking into account the time, location, and individual factors such as frontage and size, between the comparable and the commercial properties, ranging from RMB6.63 to RMB11.06 per square meter per day on lettable area basis.</p>	<p>所用的每日市場租金若有上升，會令投資性房地產的公平價值計量有上升，反之亦然。</p> <p>An increase in the daily market rent used would result in an increase in the fair value of the investment properties, and vice versa.</p>



#### 14. 投資性房地產(續)

(b) 公允價值計量和評估流程(續)

#### 14. INVESTMENT PROPERTIES (Continued)

(b) Fair value measurements and valuation processes (Continued)

投資性房地產 Investment properties	估值技巧及主要輸入 Valuation techniques and key input(s)	重大不可觀測得出的輸入 Significant unobservable input(s)	不可觀測得出的輸入與公允價值的關係 Relationship of unobservable inputs to fair value
		停車場	
		考慮到時間、地點及對照物業與物業本身之間的個別因素，如方向及戶型，每個停車位的每日市場租金訂為人民幣24.82元。	
		Car parks	
		Daily market rents, taking into account of the time, location, and individual factors, such as frontage and size, between the comparable and the properties of RMB24.82 per unit for car park spaces.	

#### 15. 物業、機器及設備

#### 15. PROPERTY, PLANT AND EQUIPMENT

		永久業權土地		機器及設備		電器及設備		雜項設備	在建工程	總計
		Freehold land	樓宇 Buildings	Machinery and equipment	Electrical appliances and equipment	Miscellaneous equipment	Construction in progress			
		人民幣千元 RMB'000 (附註a) (Note a)	人民幣千元 RMB'000 (附註b) (Note b)	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
賬面值對賬－ 截至2018年12月31日 止年度	Reconciliation of carrying amount – year ended 31 December 2018									
於年初	At beginning of year	113,987	8,138,049	17,451,705	70,670	637,776	1,602,592	28,014,779		
添置	Additions	—	94,817	206,534	12,554	342,040	708,141	1,364,086		
減值虧損(附註c)	Impairment loss (Note c)	—	—	(625,846)	—	—	—	(625,846)		
落成後轉撥	Transfer upon completion	—	337,489	1,009,709	641	285,382	(1,633,221)	—		
出售	Disposals	—	(1,049)	(37,369)	(1,914)	(87,320)	—	(127,652)		
出售－出售附屬公司	Disposals – disposal of subsidiaries	—	(240,681)	(208,106)	(2,990)	(12,330)	(26,849)	(490,956)		
折舊	Depreciation	—	(496,954)	(2,377,091)	(26,293)	(309,986)	—	(3,210,324)		
滙兌差額	Exchange differences	2,296	1,206	36	5	—	—	3,543		
於結算日	At end of the reporting period	116,283	7,832,877	15,419,572	52,673	855,562	650,663	24,927,630		



15. 物業、機器及設備(續)

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

		永久業權土地 Freehold land 人民幣千元 RMB'000 (附註a) (Note a)	樓宇 Buildings 人民幣千元 RMB'000 (附註b) (Note b)	機器及設備 Machinery and equipment 人民幣千元 RMB'000	電器及設備 Electrical appliances and equipment 人民幣千元 RMB'000	雜項設備 Miscellaneous equipment 人民幣千元 RMB'000	在建工程 Construction in progress 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
賬面值對賬－ 截至2019年12月31日 止年度	Reconciliation of carrying amount－ year ended 31 December 2019							
於年初	At beginning of year	116,283	7,832,877	15,419,572	52,673	855,562	650,663	24,927,630
添置	Additions	—	49,469	134,497	11,806	617,665	977,434	1,790,871
減值虧損(附註c)	Impairment loss (Note c)	—	—	(152,050)	—	—	—	(152,050)
落成後轉撥	Transfer upon completion	—	816,780	210,279	6,814	108,115	(1,141,988)	—
出售(附註d)	Disposals (Note d)	—	(110,308)	(169,750)	(13,622)	(131,599)	—	(425,279)
出售－出售附屬公司 (附註43)	Disposals – disposal of subsidiaries (Note 43)	—	(154,851)	(24,495)	(134)	(2,961)	—	(182,441)
折舊	Depreciation	—	(491,097)	(2,200,512)	(16,031)	(244,584)	—	(2,952,224)
滙兌差額	Exchange differences	4,948	2,532	2	2	—	—	7,484
於結算日	At end of the reporting period	121,231	7,945,402	13,217,543	41,508	1,202,198	486,109	23,013,991
於2019年1月1日	At 1 January 2019							
原值	Cost	116,283	12,202,567	33,922,275	266,691	5,070,447	650,663	52,228,926
累計折舊和減值虧損	Accumulated depreciation and impairment losses	—	(4,369,690)	(18,502,703)	(214,018)	(4,214,885)	—	(27,301,296)
賬面淨值	Net carrying amount	116,283	7,832,877	15,419,572	52,673	855,562	650,663	24,927,630
於2019年12月31日	At 31 December 2019							
原值	Cost	121,231	12,363,247	32,108,916	208,924	4,927,395	486,109	50,215,822
累計折舊和減值虧損	Accumulated depreciation and impairment losses	—	(4,417,845)	(18,891,373)	(167,416)	(3,725,197)	—	(27,201,831)
賬面淨值	Net carrying amount	121,231	7,945,402	13,217,543	41,508	1,202,198	486,109	23,013,991



## 15. 物業、機器及設備(續)

附註：

- (a) 土地表示位於香港以外的永久業權土地。
- (b) 於結算日，本集團若干廠房的房屋擁有權證由於正在申請變更授予之土地用途因而尚未獲得，賬面淨值總額為人民幣47,659,000元(2018年：人民幣50,064,000元)。董事認為，本集團合法佔有以及使用這些建築物。
- (c) 年內，本集團繼續為方便麵及飲料業務實施資產活化計劃，本集團透過輕資產以達至優化分配產能效能及減低長線生產成本。因此，由於長時間閒置和技術過時，生產效率相對較低，某些個別機器設備的賬面金額為人民幣152,050,000元(2018年：人民幣625,846,000元)已全部減值。本集團決定不會重新使用這些機器及設備，所有資產準備予以處置。這些機械設備的殘值估計為不重大。
- (d) 於年內出售中，本集團與兩名投資者簽訂合同，於2019年7月，本集團以賬面淨值人民幣59,420,000元的物業、機器及設備及人民幣15,632,000元的土地使用權以其公允價值注資至一間聯營公司(「聯營公司」)並為實繳資本，而本集團持有聯營公司的53.91%實際擁有權權益。及後，本集團以現金代價人民幣216,198,000元向一名投資者出售由本集團持有聯營公司的全數股權。最後，出售聯營公司的人民幣131,053,000元淨收益已在綜合收益表中認列為其他淨收入。

## 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) The land represents the freehold land located outside Hong Kong.
- (b) At the end of the reporting period, the building ownership certificates of the Group's certain buildings with aggregate net carrying amount of RMB47,659,000 (2018: RMB50,064,000) have not been obtained due to application for the changes of granted land use purpose is still in process. In the opinion of directors, the Group validly occupies and uses these buildings.
- (c) During the year, the Group continued to implement a new rationalisation plan for both the instant noodle and beverage segments under which the Group had devoted more efforts on promoting asset-light through the optimisation of capacity allocation so as to improve operational efficiency and reduce operational costs. Accordingly, certain individual machinery and equipment with carrying amount of RMB152,050,000 (2018: RMB625,846,000) were fully impaired due to prolonged period of being idle and technical obsolescence with comparably low production efficiency. The Group decided not to re-use these machinery and equipment and all those assets are prepared to be disposed of. The residual values of these machinery and equipment were estimated to be insignificant.
- (d) Among disposals during the year, pursuant to a contractual agreement between the Group and another two investors, in July 2019, the Group injected certain property, plant and equipment and land use right in respect of leasehold land in PRC with the carrying amounts of RMB59,420,000 and RMB15,632,000 respectively at their fair value as investment cost of paid-up capital of an associate (the "Associate") and the Group has 53.91% effective ownership interest in the Associate. Subsequently, the Group disposed of the entire equity interests of the Associate to an investor at a cash consideration of RMB216,198,000. As a result, a gain on disposal of an associate amounted to RMB131,053,000 was recorded in other net income in the consolidated income statement.

16. 使用權資產及租賃負債

16. RIGHT OF USE ASSETS AND LEASE LIABILITIES

使用權資產

Right-of-use assets

		有關位於 中國租賃之 土地使用權 Land use right in respect of leasehold land in PRC 人民幣千元 RMB'000	樓宇 Properties 人民幣千元 RMB'000	機器及 其他設備 Machinery and other equipment 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
賬面值對賬 – 截至2019年 12月31日止年度	Reconciliation of carrying amount – year ended 31 December 2019				
於年初 – 採納香港財務 報告準則第16號	At beginning of the year – upon adoption of HKFRS 16	3,657,657	535,161	6,905	4,199,723
添置	Additions	42,386	214,368	6,865	263,619
租賃修訂	Lease modification	—	(56,623)	(185)	(56,808)
出售(附註15(d))	Disposal (Note 15(d))	(17,126)	—	—	(17,126)
出售附屬公司 (附註43)	Disposal of subsidiaries (Note 43)	(65,143)	—	—	(65,143)
折舊	Depreciation	(105,272)	(190,507)	(3,362)	(299,141)
於結算日	At the end of the reporting period	3,512,502	502,399	10,223	4,025,124
		有關位於 中國租賃之 土地使用權 Land use right in respect of leasehold land in PRC 人民幣千元 RMB'000	樓宇 Properties 人民幣千元 RMB'000	機器及 其他設備 Machinery and other equipment 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
於2019年12月31日	At 31 December 2019				
成本	Cost	4,280,469	686,625	13,562	4,980,656
累計折舊及減值虧損	Accumulated depreciation and impairment losses	(767,967)	(184,226)	(3,339)	(955,532)
賬面淨值	Net carrying amount	3,512,502	502,399	10,223	4,025,124



## 16. 使用權資產及租賃負債(續)

本集團為日常營運而租賃若干樓宇、機器及其他設備。租期介乎1個月至11年。

### 限制或契諾

除土地使用權外，大部分租賃，除非獲出租人批准，否則使用權資產僅可由本集團使用，而本集團不得出售及質押相關資產。

就物業租賃而言，本集團須將有關物業保持在完好狀況，並於租賃屆滿時將有關物業以原來狀況交還。

### 可變租金付款

可變租金付款代表該等租賃含可變租賃條款，並與租賃資產實際使用量有關及無最低付款。

### 延長及終止選擇權

本集團的部份樓宇之租賃合同包含延長及終止選擇權。這些辦公室租賃合同選擇權通常不會行使，以維持營運上的彈性。

### 租賃負債

## 16. RIGHT OF USE ASSETS AND LEASE LIABILITIES (Continued)

The Group leases various buildings, machinery and other equipment for its daily operations. Lease terms range from 1 month to 11 years.

### Restrictions or covenants

Except for the land use right in respect of the leasehold land in the PRC, most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

For leases of properties, the Group is required to keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

### Variable lease payments

Variable lease payments represent leases which contain variable lease payments that are linked to the actual usage with no minimum payments.

### Extension and termination options

Some of the lease contracts of buildings contain an extension and termination option, respectively. The extension and termination option of the leases of office premises is not normally exercised in order to keep the flexibility of operations.

### Lease liabilities

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
<b>租賃負債</b>	<b>Lease liabilities</b>		
流動部分	Current portion	199,664	—
非流動部分	Non-current portion	287,892	—
		<b>487,556</b>	—

16. 使用權資產及租賃負債(續)

租賃負債(續)

本年度本集團已確認以下款項：

16. RIGHT OF USE ASSETS AND LEASE LIABILITIES

(Continued)

Lease liabilities (Continued)

The Group has recognised the following amounts for the year:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
租賃付款：	Lease payments:		
短期租賃	Short-term leases	185,607	—
低價值租賃	Low-value assets	3,063	—
營運租賃付款	Operating lease payments	—	432,140
於損益賬確認之開支	Expenses recognised in profit or loss	188,670	432,140
並非視乎指數或利率之可變 租賃付款(作為承租人) 的租賃	Variable lease payments that do not depend on an index or a rate (as lessee) under leases	31,783	—
於損益賬確認之總開支	Total expenses recognised in profit or loss	220,453	432,140
由租賃產生之現金流出	Total cash outflow for leases	426,331	432,140



## 16. 使用權資產及租賃負債(續)

### 租賃承擔

於2019年12月31日，本集團已承擔尚未開始之有關機器及辦公室物業之租賃合約。尚未支付且尚未反映於租賃負債中之相關租賃付款為人民幣8,011,000元。

於2019年12月31日，本集團已承擔人民幣42,448,000元之短期租賃。

### 於2018年12月31日

本集團不可撤銷營運租賃項下之未來最低應付租賃付款總額如下：

## 16. RIGHT OF USE ASSETS AND LEASE LIABILITIES (Continued)

### Commitments under leases

At 31 December 2019, the Group was committed to lease contracts in relation to properties, machinery and other equipment that have not yet commenced. The related lease payments that were not paid and not reflected in the measurement of lease liabilities were RMB8,011,000.

At 31 December 2019, the Group was committed to RMB42,448,000 for short-term leases.

### At 31 December 2018

The Group had total future minimum lease payments under non-cancellable operating leases, which are payable as follows:

		人民幣千元 RMB'000
一年內	Within one year	307,558
第二至第五年內(包括首尾兩年)	In the second to fifth years inclusive	447,470
超過五年	Over five years	86,782
		841,810

## 17. 土地租約溢價

土地租約溢價指位於中國境內的租賃土地成本。誠如綜合財務報表附註16所載，有關成本於租期內攤銷。於採納香港財務報告準則第16號後，土地租約溢價呈列於使用權資產內。

## 17. PREPAID LEASE PAYMENTS

Prepaid lease payments represent cost paid for leasehold land in the PRC. The cost is amortised over the leasehold period. Upon the adoption of HKFRS 16, the prepaid lease payments are presented as land use right in respect of leasehold land in PRC under right-of-use assets as set out in note 16 to the consolidated financial statements.

18. 無形資產

18. INTANGIBLE ASSETS

		特許經營權 Concession right 人民幣千元 RMB'000	水資源許可證 Water resource license 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
<b>賬面值對賬</b>	<b>Reconciliation of carrying amount</b>			
— 截至2018年12月31日止年度	— Year ended 31 December 2018			
於年初	At beginning of the year	162,936	—	162,936
添置	Addition	—	23,867	23,867
攤銷	Amortisation	(4,999)	(4,491)	(9,490)
匯兌調整	Exchange realignment	9,145	—	9,145
<b>於結算日</b>	<b>At end of the reporting period</b>	<b>167,082</b>	<b>19,376</b>	<b>186,458</b>
<b>賬面值對賬</b>	<b>Reconciliation of carrying amount</b>			
— 截至2019年12月31日止年度	— Year ended 31 December 2019			
於年初	At beginning of the year	<b>167,082</b>	<b>19,376</b>	<b>186,458</b>
添置	Addition	—	<b>158</b>	<b>158</b>
攤銷	Amortisation	<b>(5,201)</b>	<b>(1,205)</b>	<b>(6,406)</b>
匯兌調整	Exchange realignment	<b>3,199</b>	—	<b>3,199</b>
<b>於結算日</b>	<b>At end of the reporting period</b>	<b>165,080</b>	<b>18,329</b>	<b>183,409</b>



18. 無形資產 (續)

18. INTANGIBLE ASSETS (Continued)

		特許經營權 Concession right 人民幣千元 RMB'000	水資源許可證 Water resource license 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
<b>於2019年1月1日</b>	<b>At 1 January 2019</b>			
成本	Cost	202,062	23,867	225,929
累計攤銷	Accumulated amortisation	(34,980)	(4,491)	(39,471)
		167,082	19,376	186,458
<b>於2019年12月31日</b>	<b>At 31 December 2019</b>			
成本	Cost	<b>206,030</b>	<b>24,025</b>	<b>230,056</b>
累計攤銷	Accumulated amortisation	<b>(40,950)</b>	<b>(5,696)</b>	<b>(46,647)</b>
		<b>165,080</b>	<b>18,329</b>	<b>183,409</b>

特許經營權是指於2012年3月業務合併時所產生之特許經營權。特許經營權授予本集團以製造，裝瓶，包裝，分銷及銷售百事碳酸飲品及佳得樂品牌產品，以及基於中國大陸的特定商標而收取版稅，此商標是按合約列明之約39年期，用直線法計提攤銷。

水資源許可證是指在中國提取用於生產飲料產品的礦泉水的權利，該權利在20年內以直線法攤銷。

無形資產根據成本模式計量並當減值指標出現時進行減值測試。

Concession right represents the concession right acquired as a result of a business combination taken place in March 2012. The concession right granted to the Group for manufacturing, bottling, packaging, distributing and selling PepsiCo's carbonated soft drink and Gatorade branded products on a royalty fee basis under a specific trademark in the Mainland China is amortised on the straight-line basis over the contract period of approximately 39 years.

Water resource license represents a right to extract mineral water for the production of beverage products in the PRC, which is amortised on a straight-line basis over 20 years.

Intangible assets are measured using cost model and are tested for impairment where an indicator of impairment appears.



## 19. 商譽

## 19. GOODWILL

		人民幣千元 RMB'000
<b>成本及賬面值</b>	<b>Cost and carrying amount</b>	
於2018年12月31日及 2019年12月31日	At 31 December 2018 and 31 December 2019	<b>97,910</b>

商譽產生的原因是，為收購付出的代價實際上包括了與收入增長，未來市場發展和被收購企業的組合勞動力相關的收益。這些利益不與商譽分開確認，因為它們不符合可識別無形資產的確認標準。預計所有商譽都不可抵扣所得稅。

Goodwill arose because the consideration paid for the acquisition effectively included amount in relation to the benefits originated from revenue growth, future market development and the assembled workforce of the acquired business. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

商譽賬面值根據業務性質分配至本集團現金產生單位(「現金產生單位」)進行減值測試：

The carrying amount of goodwill was allocated to the Group's CGU identified according to the nature of business as follows for impairment test:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
飲品	Beverages	<b>97,910</b>	97,910

由飲品業務產生的商譽(「飲品現金產生單位」)指於2017年收購杭州百事可樂飲料有限公司(「杭州百事可樂」)25%股權，於2019年12月31日，本集團參考杭州百事可樂的現金流量，預測評估飲料現金產生單位的可收回金額。計算採用基於董事會批准的五年期財務預算的現金流量預測。超過5年的現金流量已經以2%(2018: 2%)的長期增長率推算出來。這個增長率是基於相關的行業增長預測，並不超過相關行業的平均長期增長率。

Goodwill arising from the beverages business (the "Beverages CGU") represented the acquisition of 25% equity interests in Hangzhou Pepsi-cola Beverage Co., Limited ("HZPS") in 2017. At 31 December 2019, the Group assessed the recoverable amount of the Beverages CGU with reference to the cash flow projection of HZPS. The calculation uses cash flow projection based on financial budgets approved by the board of directors covering a 5-year period. Cash flows beyond the 5-year period have been extrapolated using a 2% (2018: 2%) long-term growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry.

飲品現金產生單位根據使用價值計算的可收回金額超過其賬面值，因此商譽沒被減值。

The recoverable amount of the Beverages CGU based on the value-in-use calculation exceeded its carrying amount. Accordingly, goodwill was not impaired.



## 19. 商譽(續)

用於計算使用價值的主要假設和輸入如下：

		2019	2018
毛利率	Gross profit margin	39%	38%
平均增長率	Average growth rate	8%	5%
長期增長率	Long-term growth rate	2%	2%
折現率	Discount rate	9%	9%

管理層根據過往表現及其對市場發展的預期釐定預算毛利率，所使用的折現率為稅前，並反映與飲品現金產生單位有關的特定風險。

除上述釐定飲料現金產生單位可收回金額之情況外，本公司管理層並不知悉有任何其他可能需要更改主要假設之變動。

## 20. 附屬公司

於2019年12月31日主要附屬公司之詳情列示於綜合財務報表附註49。

沒有任何附屬公司於本年度或本結算日持有債券。

### 重大的判斷和假設

於2017年，本公司非全資附屬公司百事(中國)投資有限公司(「百事投資」)與其中一名杭州百事可樂的股東(「賣方」)訂立買賣協議(「買賣協議」)，向賣方收購杭州百事可樂25%股權。此外，賣方亦向百事投資發出授權書(「授權書」)，根據該授權書，百事投資將於直至股權轉讓(「股權轉讓」)登記完成日期前的期間內不可撤銷地享有賣方目前持有的上述25%杭州百事可樂股權的一切權利及利益。於報告期末，管理層估計與相關政府部門辦理的股權轉讓登記將於不遲於2021年底前完成。

## 19. GOODWILL (Continued)

Key assumptions and inputs used for the value-in-use calculation are as follows:

		2019	2018
	Gross profit margin	39%	38%
	Average growth rate	8%	5%
	Long-term growth rate	2%	2%
	Discount rate	9%	9%

Management determined the budgeted gross profit margin based on past performance and its expectation of market development. The discount rate used is pre-tax and reflects specific risks relating to the Beverages CGU.

Apart from the considerations described above in determining the recoverable amount of the Beverages CGU, the Company's management is not aware of any other probable changes that would necessitate changes in the key assumptions.

## 20. SUBSIDIARIES

Details of principal subsidiaries at 31 December 2019 are shown in note 49 to the consolidated financial statements.

None of the subsidiaries had any debt securities outstanding during the year or at the end of the reporting period.

### Significant judgements and assumptions

In 2017, PepsiCo Investment (China) Ltd. ("PICL"), a non-wholly owned subsidiary of the Company, entered into the sale and purchase agreement (the "SPA") with one of the shareholders (the "Vendor") of HZPS to acquire 25% equity interest in HZPS from the Vendor. In addition, the Vendor also issued an authorisation letter (the "Authorisation Letter") to PICL under which PICL shall be entitled irrevocably all the rights and benefits of the aforesaid 25% equity interest in HZPS currently held by the Vendor for a period up to the completion date of the registration of the equity transfer (the "Equity Transfer"). At the end of the reporting period, the management estimated that the registration of the Equity Transfer with the relevant government authority will be completed not later than the end of 2021.

## 20. 附屬公司(續)

### 重大的判斷和假設(續)

通過執行買賣協議和授權書，本集團持有50%杭州百事可樂股權，且本集團持有杭州百事可樂的多數投票權。由於對杭州百事可樂回報有重大影響的相關活動由杭州百事可樂董事會以簡單多數票決定，因此管理層認為本集團對杭州百事可樂擁有控制權，因此，杭州百事可樂已被視為本集團的附屬公司。

### 含個別重大少數股東權益之附屬公司的財務資料

下表列示本集團唯一擁有重大少數股東權益的附屬公司，康師傅飲品控股有限公司的資料。此財務資料概要代表內部各公司間抵銷前之金額。

## 20. SUBSIDIARIES (CONTINUED)

### Significant judgements and assumptions (Continued)

Through the execution of the SPA and Authorisation Letter, the Group holds 50% equity interest in HZPS and has more than a majority of the voting rights of HZPS. Since the relevant activities which significantly affect HZPS's return are determined by the board of directors of HZPS based on a simple majority vote, the management concluded that the Group has control over HZPS and HZPS is treated as a subsidiary of the Group.

### Financial information of subsidiaries with individually material non-controlling interest ("NCI")

The following table shows the information relating to KSF Beverage Holding Co., Ltd. ("KSF Beverage"), the only subsidiary of the Group which has material NCI. The summarised financial information represents amounts before inter-company eliminations.

		於12月31日 At 31 December	
		2019	2018
少數權益股東之擁有權比例	Proportion of NCI's ownership interests	<b>22.09%</b>	27.09%
少數權益股東之投票權比例	Proportion of NCI's voting rights	<b>33%</b>	33%
		人民幣千元 <b>RMB'000</b>	人民幣千元 <b>RMB'000</b>
流動資產	Current assets	<b>12,260,392</b>	9,895,072
非流動資產	Non-current assets	<b>17,824,052</b>	18,243,241
流動負債	Current liabilities	<b>(14,719,312)</b>	(13,193,273)
非流動負債	Non-current liabilities	<b>(1,086,150)</b>	(1,511,249)
淨資產	Net assets	<b>14,278,982</b>	13,433,791
少數權益股東的賬面值	Carrying amount of NCI	<b>3,351,070</b>	3,840,592



## 20. 附屬公司(續)

含個別重大少數股東權益之附屬公司的  
財務資料(續)

## 20. SUBSIDIARIES (Continued)

Financial information of subsidiaries with individually  
material NCI (Continued)

		截至12月31日	
		At 31 December	
		2019	2018
		人民幣千元	人民幣千元
		RMB'000	RMB'000
收益	Revenue	35,599,621	35,312,931
本年度溢利	Profit for the year	1,339,022	797,875
其他全面虧損	Other comprehensive loss	(26,900)	(119,422)
全面收益總額	Total comprehensive income	1,312,122	678,453
少數股東權益應佔溢利	Profit attributable to NCI	393,083	249,160
少數股東權益應佔全面收益	Total comprehensive income attributable to NCI	385,795	216,805
已付少數股東權益股息	Dividends paid to NCI	(115,918)	(127,518)
所得(用)現金流量淨額	Net cash flows from (used in):		
經營活動	Operating activities	5,258,978	4,060,590
投資活動	Investing activities	(1,086,765)	576,121
融資活動	Financing activities	(2,546,361)	(2,522,008)

## 20. 附屬公司(續)

### 本集團持有之附屬公司擁有權之主要變動

- (a) 於2018年11月，本集團之全資附屬公司(「全資附屬公司」)及其非全資附屬公司(「附屬公司」)，與附屬公司的非控股股東(「非控股股東」)就有關附屬公司的業務重組(「業務重組」)訂立重組協議(「重組協議」)。

附屬公司及其附屬公司主要從事提供物流服務業務。在報告期內，根據重組協議，成立合資公司(「合資公司」)。附屬公司的股東以與其持有附屬公司相同的股權結構擁有合資公司權益，並透過附屬公司100%持有，接管了附屬公司及其附屬公司當時的非食品和飲料行業客戶有關的物流服務。其後，附屬公司向全資附屬公司及非控股股東分配了合資公司的所有權益，本集團持有合資公司的50.01%的權益。

2019年6月，根據重組協議，全資附屬公司收購了非控股股東持有的附屬公司49.99%的權益，交易總代價為約人民幣35,978,000元。重組完成後，附屬公司成為本集團的全資附屬公司。因此，由於附屬公司控制權未變更而股權結構變更，使得本集團少數股東權益下降約人民幣40,180,000元，與收到的總代價之間的人民幣4,202,000元差額記錄於「與少數股東權益交易儲備」內。

## 20. SUBSIDIARIES (Continued)

### Major changes in the Group's ownership interests in subsidiaries

- (a) In November 2018, a wholly-owned subsidiary of the Group (the "Wholly-owned Subsidiary") and its non-wholly owned subsidiary (the "Subsidiary"), entered into an agreement in respect of the restructuring (the "Restructuring") of the business of the Subsidiary (the "Restructuring Agreement") with the non-controlling shareholder of the Subsidiary (the "Non-controlling Shareholder").

The Subsidiary and its subsidiaries are engaged in provision for logistics services. During the reporting period, pursuant to the Restructuring Agreement, a new joint venture company (the "JV") was established, through 100% equity interests held by the Subsidiary, between the shareholders of the Subsidiary in the same proportion of equity interests as they held in the Subsidiary and took over the logistics services related to the then non-food and beverage industry customers from the Subsidiary and its subsidiaries. Subsequently, the Subsidiary distributed the entire equity interests in the JV to the Wholly-owned Subsidiary and the Non-controlling Shareholder and the Group held ownership interests in the JV as to 50.01%.

In June 2019, pursuant to the Restructuring Agreement, the Wholly-owned Subsidiary acquired the 49.99% equity interests in the Subsidiary held by the Non-controlling Shareholder at a consideration of approximately RMB35,978,000. Upon the completion of the Restructuring, the Subsidiary became a wholly-owned subsidiary of the Group. As a result, the NCI of the Group decreased by approximately RMB40,180,000 in respect of the change in ownership interest of the Subsidiary without change in control together with the consideration received, the difference of approximately RMB4,202,000 was recognised in "Transactions with non-controlling interests reserve" within equity in the consolidated statement of financial position.



## 20. 附屬公司(續)

### 本集團持有之附屬公司擁有權之主要變動(續)

#### (a) (續)

全資附屬公司向非控股股東出售了持有的合資公司50.01%的權益，總代價為約人民幣225,408,000元。重組結束後，合資公司不再是本集團的合資公司。由出售合資公司權益產生的收益約人民幣223,150,000元記錄於綜合收益表中的其他淨收入內。

- (b) 於2019年12月，本集團向康師傅飲品控股的一位少數股東以現金代價美元203,000,000元(相等於約人民幣1,417,123,000元)收購康師傅飲品控股約5%的已發行股本，使本集團在康師傅飲品控股的實際權益從約72.91%增加至約77.91%。因此，少數股東權益下調了約人民幣633,383,000元，而少數股東權益減少金額與支付的現金對價之間的差額為約人民幣783,740,000元並已計入「與少數股東權益交易儲備」在綜合財務狀況表的權益內。於2019年12月31日，現金代價已全數支付。

## 20. SUBSIDIARIES (Continued)

### Major changes in the Group's ownership interests in subsidiaries (Continued)

#### (a) (Continued)

The Wholly-owned Subsidiary disposed the 50.01% equity interests in the JV to the Non-controlling Shareholder at a consideration of approximately RMB225,408,000. Upon the completion of the Restructuring, the JV ceased to be a joint venture of the Group. A gain on disposal of a joint venture of approximately RMB223,150,000 was recorded in other net income in the consolidated income statement.

- (b) In December 2019, the Group acquired additional approximately 5% of the issued capital in KSF Beverage from a non-controlling shareholder of KSF Beverage at a cash consideration of US\$203,000,000 (equivalent to approximately RMB1,417,123,000), resulting in an increase in the Group's effective equity interests in KSF Beverage from approximately 72.91% to approximately 77.91%. As a result, the NCI was decreased by approximately RMB633,383,000 and the difference of approximately RMB783,740,000 between the amount by which the non-controlling interests have decreased and the cash consideration paid was recorded in "Transactions with non-controlling interests reserve" within equity in the consolidated statement of financial position. The cash consideration was fully settled as at 31 December 2019.

## 21. 聯營公司權益

## 21. INTEREST IN AN ASSOCIATE

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
非上市股份, 按成本值	Unlisted shares, at cost	70,678	70,678
應佔收購後業績	Share of post-acquisition results	73,028	61,216
自收購後的已收股利	Dividend received since acquisition	(4,169)	(4,169)
		<b>139,537</b>	127,725

於結算日聯營公司之明細詳列如下：

Details of the associate at the end of the reporting period are as follows:

聯營公司名稱 Name of associate	主要營業/ 註冊地點 Principal place of business and place of incorporation	註冊股本 Registered capital	本集團持有之 實際擁有權益比例 Proportion of effective ownership interest held by the Group		主要業務 Principal activities
			2019	2018	
南京百事可樂飲料有限公司 Nanjing Pepsi-cola Beverage Co., Ltd.	中國 PRC	US\$16,000,000	<b>38.96%</b>	36.46%	製造及銷售飲品 Manufacture and sale of beverages

以上聯營公司乃按權益法列賬在綜合財務報表中。

The above associate is accounted for using the equity method in the consolidated financial statements.



## 21. 聯營公司權益(續)

### 個別非重大聯營公司之財務資料

下表列示本集團按權益法認列之個別非重大聯營公司的合計賬面值及本集團應佔業績。

## 21. INTEREST IN AN ASSOCIATE (Continued)

### Financial information of individually immaterial associate

The table below shows, in aggregate, the carrying amount and the Group's share of results of an associate that are not individually material and accounted for using the equity method.

		於12月31日 At 31 December 2019 人民幣千元 RMB'000	於12月31日 At 31 December 2018 人民幣千元 RMB'000
權益賬面值	Carrying amount of interests	139,537	127,725
		截至12月31日 Year ended 31 December 2019 人民幣千元 RMB'000	截至12月31日 Year ended 31 December 2018 人民幣千元 RMB'000
本集團應佔：	Group's share of:		
本年度溢利	Profit for the year	11,812	8,392
其他全面收益	Other comprehensive income	—	—
全面收益總額	Total comprehensive income	11,812	8,392



## 22. 合營公司權益

## 22. INTEREST IN JOINT VENTURES

		2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <b>RMB'000</b>
非上市股份，按成本值	Unlisted shares, at cost	<b>452,832</b>	452,832
應佔收購後業績	Share of post-acquisition results	<b>706,134</b>	483,787
自收購後的已收股利	Dividend received since acquisition	<b>(269,901)</b>	(237,876)
		<b>889,065</b>	698,743

於結算日合營公司之明細詳列如下：

Details of the joint ventures at the end of the reporting period are as follows:

合營公司名稱 Name of joint ventures	主要營業/ 註冊地點 Principal place of operation/ Place of incorporation	註冊股本 Registered capital	本集團持有之 實際擁有權權益比例 Proportion of effective ownership interest held by the Group		主要業務 Principal activities
			2019	2018	
福建味珍食品有限公司 Fujian Weizhen Foods Co., Ltd.	中國 PRC	US\$11,000,000	<b>31.82%</b>	31.82%	加工及銷售農業產品 Process and sale of agricultural products
康普(蘇州)食品有限公司 Kangpu (Suzhou) Food Co., Ltd.	中國 PRC	US\$24,000,000	<b>60%</b>	60%	加工及銷售肉類產品 Process and sale of meat products
上海百事可樂飲料有限公司 Shanghai Pepsi-cola Beverage Co., Ltd.	中國 PRC	US\$28,120,000	<b>38.96%</b>	36.46%	製造及銷售飲品 Manufacture and sale of beverages
濟南百事可樂飲料有限公司(「濟南百事」) Jinan Pepsi-cola Beverage Co., Ltd. ("JNPS")	中國 PRC	RMB150,000,000	<b>62.33%</b>	58.33%	製造及銷售飲品 Manufacture and sale of beverages
北京正本廣告有限公司 Beijing Zhengben Advertising Ltd.	中國 PRC	RMB400,000	<b>25%</b>	25%	設計、製作及代理廣告 Design, production and agency of advertising

以上所有合營公司乃按權益法列賬  
在綜合財務報表中。

All of the above joint ventures are accounted for using the equity  
method in the consolidated financial statements.



## 22. 合營公司權益(續)

### 重大的判斷及假設

本集團透過一間全資附屬公司持有康普(蘇州)食品有限公司60%的投票權。然而，根據該全資附屬公司與另一投資者之間的合同協議，對被投資回報有重大影響的相關業務須經所有投資者一致決定。因此，本集團認為對該實體不擁有控制權但擁有共同控制權。

本集團透過一間直接持有濟南百事80%股本權益之非全資擁有附屬公司而持有濟南百事62.33%之實際擁有權益。然而，根據該非全資擁有附屬公司與其他投資者之間的合同協議，對投資回報有重大影響的相關活動須獲得濟南百事可樂飲料有限公司董事會超過80%的投票權表決一致。根據合約權利，本集團在濟南百事的5名董事內雖可任命4名董事，但凡涉及與濟南百事之經濟業務相關的財務策略和營運決策時則須要該非全資擁有附屬公司和其他投資者取得一致決定，因此本集團認為其於濟南百事並無擁有控制權但擁有共同控制權。

## 22. INTEREST IN JOINT VENTURES (Continued)

### Significant judgements and assumptions

The Group has 60% voting rights in Kangpu (Suzhou) Food Co., Ltd. through a wholly owned subsidiary. However, based on a contractual agreement between the wholly owned subsidiary and another investor, the relevant activities which significantly affect the investee's return require the unanimous consent of all investors. Therefore, the Group determined that it has no control but joint control over this entity.

The Group has 62.33% effective ownership interest in JNPS through a non-wholly owned subsidiary, which holds 80% direct equity interests in JNPS. However, based on the contractual agreement between the non-wholly owned subsidiary and other investor of JNPS, the relevant activities which significantly affect the JNPS's return require over 80% votes of the board of directors of JNPS. By virtue of the Group's contractual right to appoint 4 out of 5 directors to the board of directors of JNPS, the Group has determined that it has no control but joint control over JNPS as the strategic financial and operating decisions relating to the economic activities of JNPS require the unanimous consent of the non-wholly owned subsidiary and the other investor.

## 22. 合營公司權益(續)

### 個別非重大合營公司之財務資料

下表列示本集團按權益法之個別非重大合營公司的合計賬面值及本集團應佔業績。

		於12月31日 At 31 December 2019 人民幣千元 RMB'000	於12月31日 At 31 December 2018 人民幣千元 RMB'000
權益賬面值	Carrying amount of interests	889,065	698,743
		截至12月31日 Year ended 31 December 2019 人民幣千元 RMB'000	截至12月31日 Year ended 31 December 2018 人民幣千元 RMB'000
本集團應佔：	Group's share of:		
本年度收益	Profit for the year	222,347	63,188
其他全面收益	Other comprehensive income	—	—
全面收益總額	Total comprehensive income	222,347	63,188

董事認為，本集團沒有個別重大的合營公司。

## 22. INTEREST IN JOINT VENTURES (Continued)

### Financial information of individually immaterial joint ventures

The table below shows, in aggregate, the carrying amount and the Group's share of results of joint ventures that are not individually material and accounted for using the equity method.

		於12月31日 At 31 December 2019 人民幣千元 RMB'000	於12月31日 At 31 December 2018 人民幣千元 RMB'000
權益賬面值	Carrying amount of interests	889,065	698,743
		截至12月31日 Year ended 31 December 2019 人民幣千元 RMB'000	截至12月31日 Year ended 31 December 2018 人民幣千元 RMB'000
本集團應佔：	Group's share of:		
本年度收益	Profit for the year	222,347	63,188
其他全面收益	Other comprehensive income	—	—
全面收益總額	Total comprehensive income	222,347	63,188

In the opinion of the directors, no joint ventures are individually material to the Group.



23. 按公允價值列賬及在損益賬處理的金融資產／指定為按公允價值列賬及在其他全面收益賬處理的權益工具

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/EQUITY INSTRUMENTS DESIGNATED AS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		附註	2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
		Note		
<b>按 FVPL 處理的金融資產</b>	<b>Financial assets at FVPL</b>			
– 投資基金	– Investment funds	(a)	<b>1,134,392</b>	447,496
– 上市股本證券	– Equity securities, listed	(b)	<b>282</b>	625
– 非上市股本證券	– Equity securities, unlisted	(c)	<b>18,867</b>	—
			<b>1,153,541</b>	448,121
<b>指定 FVOCI</b>	<b>Designated FVOCI</b>			
– 非上市股本證券	– Equity securities, unlisted	(d)	<b>115,614</b>	114,018
			<b>1,269,155</b>	562,139

附註：

- (a) 投資基金為於六個(2018年：四個)基金之投資，分別為成立於開曼島的有限責任合夥企業，成立於澤西的有限責任合夥企業及成立於英屬處女群島(「英屬處女群島」)及兩間成立於中國內地的股份有限責任公司，以合理運用本集團閒置資金並提升資產報酬率為目的。於結算日，投資基金的公允值是由有關基金經理或信託管理人估價。
- (b) 上市股本證券的公允值根據相關證券交易所的市場報價確定。
- (c) 非上市股本證券之公允價值乃經參考相關股本證券之資產淨值後釐定。

Note:

- (a) The investment funds represent investments in six (2018: four) funds which were set up as limited partnerships in the Cayman Islands, limited partnership in Jersey, a company with liability limited by shares incorporated in the British Virgin Islands (the "BVI") and two companies limited by shares incorporated in the PRC, aiming at allocating idle funds reasonably and increasing return on asset. The fair values of the investment funds were valued by the respective investment managers or trust administrators at the end of the reporting period.
- (b) The fair value of the listed equity securities is determined based on a quoted market bid price in a relevant stock exchange.
- (c) The fair value of unlisted equity securities is determined with reference to the net assets value of the underlying equity securities.

**23. 按公允價值列賬及在損益賬處理的金融資產／指定為按公允價值列賬及在其他全面收益賬處理的權益工具(續)**

附註：(續)

- (d) 本集團不可撤回地將若干非上市股本證券投資指定為指定FVOCI，因為該等股本證券是本集團擬長期持有為戰略目的的投資。非上市股本投資的公允價值主要由各自的投資經理在報告期末估值。公允價值變動人民幣3,199,000元已記入投資重估價值儲備(不可轉回)。估計投資基金公允價值的估值方法及重大輸入數據載於綜合財務報表附註46。

金融資產乃以下列貨幣列值：

**23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/EQUITY INSTRUMENTS DESIGNATED AS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME(Continued)**

Note: (Continued)

- (d) The Group irrevocably designated certain investments in unlisted equity securities as Designated FVOCI because these equity securities represents that the Group intends to hold for long term for strategic purposes. The fair values of the unlisted equity investments were mainly valued by the respective investment managers at the end of the reporting period. Changes in fair value of RMB3,199,000 were credited to investment revaluation reserve (non-recycling). The valuation techniques and significant inputs used in the measurement of the fair values of the investment funds are set out in note 46 to the consolidated financial statements.

The financial assets are denominated in the following currencies:

		2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <b>RMB'000</b>
美元	US\$	<b>541,312</b>	561,514
人民幣	RMB	<b>727,561</b>	—
其他	Others	<b>282</b>	625
		<b>1,269,155</b>	562,139

**24. 其他非流動資產**

於2017年2月及2019年10月，本集團與第三方賣方訂立協議，據此，本集團同意以人民幣660,699,000元的總現金代價購買位於天津的一幢物業及停車場。於2019年10月，該物業及停車場之建築工程已完成，而本集團已獲得物業控制權。於初步確認時，人民幣629,570,000元(2018年：人民幣375,964,000元)之已付訂金已轉撥至投資性房地產。於結算日，人民幣31,129,000元的剩餘代價將於法定業權轉移至本集團之手續完成時支付。

**24. OTHER NON-CURRENT ASSETS**

In February 2017 and October 2019, the Group entered into agreements with a third party vendor pursuant to which the Group agreed to purchase a property and car parks located in Tianjin for an aggregate cash consideration of RMB660,699,000. In October 2019, the construction works of the property and car parks were completed and the Group obtained the control of the property and car parks. The deposits paid of RMB629,570,000 (2018: RMB375,964,000) was transferred to investment properties upon the initial recognition. At the end of the reporting period, the remaining consideration payable of RMB31,129,000 included in other payables and will be paid upon the completion of the transfer of the legal title to the Group.



## 25. 存貨

## 25. INVENTORIES

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
原材料	Raw materials	1,077,257	1,018,807
在製品	Work in progress	82,355	75,762
製成品	Finished goods	2,285,463	1,557,171
		<b>3,445,075</b>	2,651,740

## 26. 應收賬款

## 26. TRADE RECEIVABLES

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
應收賬款	Trade receivables		
– 第三方	– From third parties	1,538,163	1,637,095
– 本公司之主要股東控制之多間公司	– From companies controlled by a substantial shareholder of the Company	40,230	12,302
– 本集團董事的家庭成員及親屬控制的一間公司	– From a company controlled by the family members and relatives of the Company's directors	1,684	—
– 聯營公司	– From an associate	2,178	3,179
– 合營公司	– From joint ventures	87,270	62,895
		<b>1,669,525</b>	1,715,471

本集團之銷售大部份為貨到收現，餘下的銷售之信貸期主要為30至90天。

The majority of the Group's sales are cash-on-delivery. The remaining balances of sales are mainly at credit term ranging from 30 to 90 days.

有關應收賬款(扣除虧損撥備)於結算日按發票日期編製之賬齡分析列示如下：

The ageing analysis of trade receivables (net of loss allowance), based on invoice date, at the end of the reporting period is as follows:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
0 - 90天	0 - 90 days	1,568,425	1,584,771
90天以上	Over 90 days	101,100	130,700
		<b>1,669,525</b>	1,715,471

## 26. 應收賬款(續)

有關本集團應收賬款信貸風險的資料載於綜合財務報表附註45。

應收賬款主要以人民幣列值。

## 26. TRADE RECEIVABLES (Continued)

Information about the Group's exposure to credit risks of trade receivables is included in note 45 to the consolidated financial statements.

The trade receivables are mainly denominated in RMB.

## 27. 預付費用及其他應收款

## 27. PREPAYMENTS AND OTHER RECEIVABLES

		附註 Note	2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
預付貨款	Prepayments to suppliers for purchase of goods		124,283	115,440
預付設備款	Prepayments for purchase of equipment		22,008	8,418
預付增值稅	Prepaid value-added taxes		773,728	799,895
預付營運開支	Prepaid operating expenses		1,058,752	1,059,726
土地租約溢價流動部份	Current portion of prepaid lease payments	17	—	87,290
應收貸款	Loan receivables	27(a)	280,000	213,000
應收出售設備款	Other receivables from sales of equipment	27(b)	149,842	—
押金	Deposits		114,490	123,395
其他	Others		329,366	262,525
			<b>2,852,469</b>	<b>2,669,689</b>

### 27(a) 應收貸款

應收貸款乃由本集團之附屬公司貸款予其若干原材料供應商及轉包商供其作營運用途之款項。此等應收貸款為無抵押，須於一年內償還及附年息由5.05%至6.15%（2018年：5.01%至6.15%）的貸款。

本公司董事預期此等貸款將於結算日後十二個月內全數收回。此等貸款在結算日之公允值與其有關賬面值相符。

### 27(a) Loan receivables

Loan receivables represent the advances made by subsidiaries of the Company to certain raw materials suppliers and subcontractors of the Group for financing their operations. The loan receivables are unsecured, repayable within 12 months from the end of the reporting period and bear interest ranging from 5.05% to 6.15% (2018: from 5.01% to 6.15%) per annum.

The directors expected the amounts will be realised in the next twelve months after the end of the reporting period. The fair value of the amounts as at the end of the reporting period approximates their corresponding carrying amount.

### 27(b) 應收出售設備款

應收出售設備款為出售機器及設備的其他應收款。此等金額為無抵押，不含利息及須於要求時償還。

### 27(b) Other receivables from sales of equipment

Other receivables from sales of equipment arose from the sales of machineries and equipment which are unsecured, interest-free and repayable on demand.



## 28. 長期定期存款及現金及現金等值物

## 28. LONG-TERM TIME DEPOSITS AND CASH AND CASH EQUIVALENTS

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
長期定期存款	Long-term time deposits	725,000	—
銀行結餘及現金	Bank balances and cash	17,397,557	13,807,963
抵押銀行存款	Pledged bank deposits	32,830	32,458
銀行存款及現金合計	Total cash at bank and on hand	<b>18,155,387</b>	13,840,421

長期定期存款期限為3年，並依據個別定期存款利率賺取利息，年息率為3.70%至4.10%之間。

The long-term time deposits are made for periods of three years and earn interest at the respective time deposits interest rate ranging from 3.70% to 4.10% per annum.

銀行存款已予抵押，作為提供本集團一般銀行及貿易融資(包括銀行承兌匯票)的銀行授信之抵押品。

The pledged bank deposits are secured for general banking and trade finance facilities, including the issuance of bank acceptance bills, granted to the Group by banks.

就現金流量表目的而言，銀行存款及現金與現金等價物之對賬如下：

A reconciliation of cash at bank and on hand to cash and cash equivalents for the purpose of cash flow statements is as follow:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
銀行存款及現金	Cash at bank and on hand	18,155,387	13,840,421
減：長期定期存款	Less: long-term time deposits	<b>(725,000)</b>	—
現金等值物	Cash and cash equivalents	<b>17,430,387</b>	13,840,421

銀行存款及現金合計以下列貨幣列值：

Total cash at bank and on hand are denominated in the following currencies:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
人民幣	RMB	17,818,874	13,438,077
美元	US\$	293,974	367,457
歐元	EUR	761	2,108
新台幣	NTD	25,309	23,562
其他	Others	16,469	9,217
		<b>18,155,387</b>	13,840,421

有關本集團之外匯風險及信貸風險已於綜合財務報表附註45詳述。

Details of the Group's foreign currency risk and credit risk discussion are set out in note 45 to the consolidated financial statements.



## 29. 發行股本

## 29. ISSUED CAPITAL

		2019			2018		
		股份數目	千美元	相當於 Equivalent to 人民幣千元	股份數目	千美元	相當於 Equivalent to 人民幣千元
		No. of shares	US\$'000	RMB'000	No. of shares	US\$'000	RMB'000
法定： 每股0.005美元之普通股	Authorised: Ordinary shares of US\$0.005 each	7,000,000,000	35,000		7,000,000,000	35,000	
已發行及繳足： 於年初	Issued and fully paid: At the beginning of the year	5,617,968,360	28,091	235,204	5,613,229,360	28,067	235,053
根據購股權計劃 發行之股份	Shares issued under share option scheme	5,818,000	29	197	4,739,000	24	151
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>5,623,786,360</b>	<b>28,120</b>	<b>235,401</b>	<b>5,617,968,360</b>	<b>28,091</b>	<b>235,204</b>

於本年內，5,818,000購股權獲行使以認購本公司5,818,000普通股股份，總代價為人民幣46,101,000元，其中人民幣197,000元計入已發行股本，而結餘人民幣45,904,000元計入股份溢價賬。另外，人民幣14,080,000元由購股權儲備轉撥至股份溢價賬。該等股票於各方面與現有股份享有同等權益。

During the year, 5,818,000 options were exercised to subscribe for 5,818,000 ordinary shares of the Company at a consideration of RMB46,101,000, of which RMB197,000 was credited to issued capital and the balance of RMB45,904,000 was credited to the share premium account. In addition, RMB14,080,000 has been transferred from the share-based payment reserve to the share premium account. These shares rank pari passu with all existing shares in all respects.

## 30. 股份溢價

## 30. SHARE PREMIUM

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
於年初	At beginning of the year	664,400	611,736
根據購股權計劃發行之股份	Shares issued under share option scheme	59,984	52,664
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>724,384</b>	<b>664,400</b>

根據開曼島公司條例，當公司以溢價發行股份時，不論是以現金或其他形式發行，在發行股份時所得的累計溢價均轉撥至股份溢價賬。

Under the Companies Law of the Cayman Islands, where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on their shares shall be transferred to share premium account.

股份溢價賬之應用是根據開曼群島公司法之規定。

The application of the share premium account is governed by the Companies Law of the Cayman Islands.

在符合公司章程規定之情況下，本公司之股份溢價可被分派予股東，惟本公司於分派後須仍有能力償還在日常業務中到期繳付之債務。

Share premium of the Company is distributable to shareholders subject to the provisions of the Company's Memorandum and Articles of Association and provided that immediately following the distribution the Company is able to pay its debts as they fall due in the ordinary course of business.



### 31. 儲備

### 31. RESERVES

		股份 贖回儲備 Capital redemption reserve 人民幣千元 RMB'000	與少數 股東權益 交易儲備 Transactions with non- controlling interests reserve 人民幣千元 RMB'000	外幣 換算儲備 Exchange translation reserve 人民幣千元 RMB'000	投資重估 值儲備 (不可轉回) Investment revaluation reserve (non- recycling) 人民幣千元 RMB'000	物業重估 值儲備 Property revaluation reserve 人民幣千元 RMB'000	一般儲備 General reserve 人民幣千元 RMB'000	購股權儲備 Share-based payment reserve 人民幣千元 RMB'000	保留溢利 Retained profits 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000	
於2018年1月1日	At 1 January 2018	400	89	(987,233)	(171,879)	10,458	9,869	4,159,527	428,117	14,115,942	17,565,290
本年度溢利	Profit for the year	—	—	—	—	—	—	—	—	2,463,321	2,463,321
<b>其他全面收益(虧損)收益</b>	<b>Other comprehensive (loss) income</b>										
界定福利責任之重估價值	Remeasurement of defined benefits obligations	—	(37,562)	—	—	—	—	—	—	—	(37,562)
指定FVOCI公允價值之變動	Fair value changes in Designated FVOCI	—	—	—	—	(16,265)	—	—	—	—	(16,265)
匯兌差額	Exchange difference on consolidation	—	—	—	(348,483)	—	—	—	—	—	(348,483)
年內出售指定FVOCI的重分類調整	Reclassification adjustment relating to Designated FVOCI disposed of during the year	—	—	—	—	(2,397)	—	—	—	2,397	—
<b>其他全面(虧損)收益總額</b>	<b>Total other comprehensive (loss) income</b>	—	(37,562)	—	(348,483)	(18,662)	—	—	—	2,397	(402,310)
<b>本年度全面(虧損)收益總額</b>	<b>Total comprehensive (loss) income for the year</b>	—	(37,562)	—	(348,483)	(18,662)	—	—	—	2,465,718	2,061,011
<b>與本公司股東之交易</b>	<b>Transactions with owners of the Company:</b>										
<i>投資與分配</i>	<i>Contributions and distribution</i>										
權益結算股份支付之款項	Equity settled share-based transactions	—	—	—	—	—	—	32,799	—	—	32,799
根據購股權計劃發行之股份	Shares issued under share option scheme	—	—	—	—	—	—	(13,025)	—	—	(13,025)
購股權失效	Shares option lapsed	—	—	—	—	—	—	(25,496)	25,496	—	—
已批准2017年末期股息	2017 final dividend approved	—	—	—	—	—	—	—	(909,539)	(909,539)	—
轉撥自保留溢利	Transfer from retained profits	—	—	—	—	—	142,836	—	(142,836)	—	—
		—	—	—	—	—	142,836	(5,722)	(1,026,879)	(889,765)	—
<i>擁有權之變動</i>	<i>Changes in ownership interests</i>										
無導致改變控制權的附屬公司擁有權變動	Changes in ownership interests in a subsidiary without change in control	—	—	17,336	—	—	—	—	—	—	17,336
<b>與本公司股東之交易總額</b>	<b>Total transactions with owners of the Company</b>	—	—	17,336	—	—	142,836	(5,722)	(1,026,879)	(872,429)	—
於2018年12月31日	At 31 December 2018	400	(37,473)	(969,897)	(520,362)	(8,204)	9,869	4,302,363	422,395	15,554,781	18,753,872

31. 儲備(續)

31. RESERVES (Continued)

		股份 贖回儲備 Capital redemption reserve 人民幣千元 RMB'000	重估價值儲備 Remeasur- ement reserve 人民幣千元 RMB'000	與少數 股東權益 交易儲備 Transactions with non- controlling interests reserve 人民幣千元 RMB'000	外幣 換算儲備 Exchange translation reserve 人民幣千元 RMB'000	投資重估 價值儲備 (不可轉回) Investment revaluation reserve (non- recycling) 人民幣千元 RMB'000	物業重估 價值儲備 Property revaluation reserve 人民幣千元 RMB'000	一般儲備 General reserve 人民幣千元 RMB'000	購股權儲備 Share-based payment reserve 人民幣千元 RMB'000	保留溢利 Retained profits 人民幣千元 RMB'000	總額 Total 人民幣千元 RMB'000
於2019年1月1日	At 1 January 2019	400	(37,473)	(969,897)	(520,362)	(8,204)	9,869	4,302,363	422,395	15,554,781	18,753,872
本年度溢利	Profit for the year	—	—	—	—	—	—	—	—	3,330,981	3,330,981
其他全面收益(虧損)收益	Other comprehensive (loss) income										
界定福利責任之重估值 (附註35)	Remeasurement of defined benefits obligations (Note 35)	—	(65,490)	—	—	—	—	—	—	—	(65,490)
指定FVOCI公允價值 之變動(附註23(d))	Fair value changes in Designated FVOCI (Note 23(d))	—	—	—	—	3,199	—	—	—	—	3,199
匯兌差額	Exchange difference on consolidation	—	—	—	(132,950)	—	—	—	—	—	(132,950)
其他全面(虧損)收益總額	Total other comprehensive (loss) income	—	(65,490)	—	(132,950)	3,199	—	—	—	—	(195,241)
本年度全面(虧損) 收益總額	Total comprehensive (loss) income for the year	—	(65,490)	—	(132,950)	3,199	—	—	—	3,330,981	3,135,740
與本公司股東之交易	Transactions with owners of the Company:										
投資與分配	Contributions and distribution										
權益結算股份支付之款項	Equity settled share- based transactions	—	—	—	—	—	—	24,504	—	—	24,504
根據購股權計劃發行之 股份(附註29)	Shares issued under share option scheme (Note 29)	—	—	—	—	—	—	(14,080)	—	—	(14,080)
購股權失效	Shares option lapsed	—	—	—	—	—	—	(40,574)	40,574	—	—
已批准及派發2018 末期及特別股息(附註12)	2018 final and special dividend approved and paid (Note 12)	—	—	—	—	—	—	—	—	(2,463,321)	(2,463,321)
轉撥自保留溢利	Transfer from retained profits	—	—	—	—	—	—	359,976	—	(359,976)	—
		—	—	—	—	—	—	359,976	(30,150)	(2,782,723)	(2,452,897)
擁有權之變動	Changes in ownership interests										
無導致改變控制權的 附屬公司擁有權變動 (附註20)	Changes in ownership interests in subsidiaries without change in control (Note 20)	—	—	(817,926)	—	—	—	—	—	—	(817,926)
與本公司股東之交易總額	Total transactions with owners of the Company	—	—	(817,926)	—	—	—	359,976	(30,150)	(2,782,723)	(3,270,823)
於2019年12月31日	At 31 December 2019	400	(102,963)	(1,787,823)	(653,312)	(5,005)	9,869	4,662,339	392,245	16,103,039	18,618,789

其他全面(虧損)收益各組成項目在2018年及2019年均沒有所得稅影響。

No income tax effect arose from each component of other comprehensive (loss) income in 2018 and 2019.



### 31. 儲備(續)

#### 股份贖回儲備

股份贖回儲備乃根據開曼群島之公司法有關回購及註銷本公司股份之條款而設立。

#### 重估值儲備

重估值儲備乃根據會計準則有關淨界定福利負債之重估值，詳情列示於綜合財務報表附註3(t)。

#### 與少數股東權益交易儲備

與少數股東權益交易儲備乃根據會計準則有關任何變動附屬公司的權益但不會導致失去控制而設立，詳情列示於綜合財務報表附註3(b)。

#### 外匯換算儲備

外幣換算儲備之設立及處理乃根據本公司有關外幣換算之會計政策。詳情列示於綜合財務報表附註3(n)。

#### 投資重估值儲備

投資重估儲備(不可轉回)乃根據自香港財務報告準則第9號應用的起始日指定FVOCI公允值累計淨變動所採用的會計政策處理，詳情列示於綜合財務報表附註3(k)。

#### 物業重估值儲備

物業重估值儲備的建立是為了根據重估的物業，機器及設備，載於綜合財務報表附註3(d)的會計政策處理由物業及土地租約溢價之重估盈餘或虧蝕。

### 31. RESERVES (Continued)

#### Capital redemption reserve

Capital redemption reserve has been set up in accordance with the provisions of the Companies Law of the Cayman Islands on repurchases and cancellations of the Company's own shares.

#### Remeasurement reserve

Remeasurement reserve has been set up and is dealt with in accordance with the accounting policies adopted for the remeasurements of the net defined benefit liability as set out in note 3(t) to the consolidated financial statements.

#### Transactions with non-controlling interests reserve

Transactions with non-controlling interests reserve has been set up and is dealt with in accordance with the accounting policies adopted for the changes in the Group's ownership interest in a subsidiary which do not result in change in control as set out in note 3(b) to the consolidated financial statements.

#### Exchange translation reserve

Exchange translation reserve has been set up and is dealt with in accordance with the accounting policies adopted for foreign currency translation as set out in note 3(n) to the consolidated financial statements.

#### Investment revaluation reserves

The investment revaluation reserve (non-recycling) has been set up and is dealt with in accordance with the accounting policies adopted for the cumulative net changes of the fair value of Designated FVOCI since the date of initial application of HKFRS 9 as set out in note 3(k) to the consolidated financial statements.

#### Property revaluation reserve

The property revaluation reserve was set up to deal with the surplus or deficit arising from the revaluation of properties and prepaid lease payment in accordance with the accounting policies adopted for property, plant and equipment as set out in note 3(d) to the consolidated financial statements.

### 31. 儲備(續)

#### 一般儲備

根據中國有關規例，中國附屬公司須將一筆不少於其除稅後溢利(按照中國會計規例編製有關中國附屬公司之法定賬目內呈列)10%之款項轉撥往一般儲備。倘一般儲備之總額達有關中國附屬公司註冊股本之50%時，該公司可毋須再作任何轉撥。

#### 購股權儲備

購股權儲備包括授予本集團僱員但尚未行使之購股權於授出日期之公允值之部分，並根據會計準則有關以股份為基礎之付款處理，詳情列示於綜合財務報表附註3(u)。

### 32. 以權益結算股份支付之交易

#### (a) 2008年購股權計劃

有關批准採納購股權計劃(「2008年計劃」)之決議案已在於2008年3月20日通過。該2008計劃之目的乃鼓勵參與者(詳細如下)並確認他們曾對本集團作出的貢獻。該2008計劃於2019年3月19日到期及剩餘之購股權於行使期間仍可行使。

董事會可按其考慮授予以下人士購股權：

- (i) 本公司或其任何附屬公司的任何全職或兼職僱員，行政人員或高級僱員；
- (ii) 本公司或其任何附屬公司的任何董事(包括非執行董事及獨立非執行董事)；及
- (iii) 本公司或其任何附屬公司的任何顧問，諮詢者，供應商，顧客及代理。

### 31. RESERVES (Continued)

#### General reserve

In accordance with the relevant PRC regulations, the PRC subsidiaries are required to appropriate to the general reserve an amount not less than 10% of the amount of profit after taxation (as reported in the respective statutory financial statements of the PRC subsidiaries prepared in accordance with the PRC accounting regulations). If the accumulated general reserve reaches 50% of the registered capital of the respective PRC subsidiaries, the subsidiary may not be required to make any further appropriation.

#### Share-based payment reserve

Share-based payment reserve comprises the fair value at the grant date of unexercised share options granted to employees of the Group and is dealt with in accordance with the accounting policy adopted for share-based payments as set out in note 3(u) to the consolidated financial statements.

### 32. EQUITY SETTLED SHARE-BASED TRANSACTION

#### (a) 2008 Share Option Scheme

The Company's share option scheme (the "2008 Share Option Scheme") was adopted pursuant to a resolution passed on 20 March 2008. The 2008 Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the eligible participants (as defined below) had or may have made to the Group. The 2008 Share Option Scheme expired on 19 March 2019 and the outstanding share options are exercisable until the end of the respective exercisable period.

The Board of Directors may, at its discretion, grant an option to:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and
- (iii) any advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries.



### 32. 以權益結算股份支付之交易(續)

#### (a) 2008年購股權計劃(續)

除經公司股東批准，該2008計劃及任何本公司之其他購股權計劃所授予之購股權涉及之股份數目不得超過本公司於採納此2008計劃當日(即2008年3月20日)之已發行股份的10%。

於結算日，已授予其僱員及董事的總購股權為143,726,500股(2018年：143,726,500股)，約為本公司於採納此股東授予2008計劃當日之發行股份的2.57%(2018年：2.57%)。

每名參與者在該2008計劃或其他購股權計劃下可享有的最高授予股數(包括已行使及未行使之購股權)，在任何授予日始之12個月內不得超過在授予日期時已發行股份的1%。多於1%為限的授予須獲公司股東的批准。

行使價由董事會的董事決定，而行使價將不少於(i)股份在購股權授予日於聯交所載的收市價；(ii)股份在購股權授予日前5個營業日於聯交所的平均收市價；及(iii)股份的面值中之最高價值。

購股權的行使期由董事會決定，而購股權之行使期不多於授予後之10年。股權將於授予日5年後或持有者達到2008計劃規定的退休年齡時立即歸屬。持購股權者被授予之每一批購股權之認購價為港幣1元。每一購股權授予持購股權者兌換本公司一股普通股的權利。

### 32. EQUITY SETTLED SHARE-BASED TRANSACTION

(Continued)

#### (a) 2008 Share Option Scheme (Continued)

Without prior approval from the Company's shareholders, the maximum number of shares in respect of which options may be granted under the 2008 Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue at the time the 2008 Share Option Scheme was adopted by the shareholders of the Company (i.e. 20 March 2008).

At the end of reporting period, the total number of shares in respect of which options had been granted to its employees and directors was 143,726,500 (2018: 143,726,500), representing 2.57% (2018: 2.57%) of the shares of the Company in issue at the time the 2008 Share Option Scheme is adopted by the shareholders of the Company.

The total number of shares issued and may be issued upon exercise of the options granted under the 2008 Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to an individual in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the shareholders' approval.

The exercise price is determined by the Company's Board of Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The period during which an option may be exercised will be determined by the Company's Board of Directors, save that no option may be exercised more than 10 years after it has been granted. The options will be vested either after five years from the date of grant or immediate upon attainment of the retirement age as specified in the 2008 Share Option Scheme. A nominal consideration of HK\$1 is paid by each option holder for each lot of share option granted. Each option gives the holder the right to subscribe for one ordinary share of the Company.

32. 以權益結算股份支付之交易(續)

32. EQUITY SETTLED SHARE-BASED TRANSACTION

(Continued)

(a) 2008年購股權計劃(續)

於2008年購股權計劃內，已授予本公司及其附屬公司之僱員及董事之購股權詳情及於2019年及2018年12月31日年度內之未行使購股權如下：

(a) 2008 Share Option Scheme (Continued)

Details of share options granted by the Company to the employees and directors of the Company and its subsidiaries pursuant to the 2008 Share Option Scheme and the share options outstanding as at 31 December 2019 and 2018 are as follows:

授予日期 Grant date	授予 購股權數目 Number of share options granted	未行使的購股權數目 Number of share options outstanding		行使價 Exercise price HK\$	行使期 Exercisable period
		2019	2018		
2008年3月20日 20 March 2008	11,760,000	—	—	9.28	2013年3月21日至 2018年3月20日 21 March 2013 to 20 March 2018
2009年4月22日 22 April 2009	26,688,000	—	5,244,000	9.38	2014年4月23日至 2019年4月22日 23 April 2014 to 22 April 2019
2010年4月1日 1 April 2010	15,044,000	<b>8,637,000</b>	9,328,000	18.57	2015年4月1日至 2020年3月31日 1 April 2015 to 31 March 2020
2011年4月12日 12 April 2011	17,702,000	<b>10,292,000</b>	11,428,000	19.96	2016年4月12日至 2021年4月11日 12 April 2016 to 11 April 2021
2012年4月26日 26 April 2012	9,700,000	<b>6,666,000</b>	7,236,000	20.54	2017年4月26日至 2022年4月25日 26 April 2017 to 25 April 2022
2013年5月27日 27 May 2013	11,492,000	<b>8,190,000</b>	8,802,000	20.16	2018年5月27日至 2023年5月26日 27 May 2018 to 26 May 2023
2014年4月17日 17 April 2014	12,718,500	<b>9,455,000</b>	11,212,000	22.38	2019年4月17日至 2024年4月16日 17 April 2019 to 16 April 2024
2015年6月5日 5 June 2015	17,054,000	<b>14,692,000</b>	14,981,000	16.22	2020年6月5日至 2025年6月4日 5 June 2020 to 4 June 2025
2016年7月4日 4 July 2016	10,148,000	<b>8,392,000</b>	9,023,000	7.54	2021年7月4日至 2026年7月3日 4 July 2021 to 3 July 2026
2017年4月21日 21 April 2017	11,420,000	<b>10,770,000</b>	10,770,000	10.20	2022年4月21日至 2027年4月20日 21 April 2022 to 20 April 2027
合計 Total	143,726,500	<b>77,094,000</b>	88,024,000		



### 32. 以權益結算股份支付之交易(續)

### 32. EQUITY SETTLED SHARE-BASED TRANSACTION (Continued)

#### (a) 2008年購股權計劃(續)

在2008計劃內尚未行使之購股權及其加權平均行使價之變動如下：

#### (a) 2008 Share Option Scheme (Continued)

Movements in the number of options outstanding and their weighted average exercise prices under the 2008 Share Option Schemes are as follows:

		2019		2018	
		加權平均 行使價 Weighted average exercise price HK\$	購股權數目 Number of options '000	加權平均 行使價 Weighted average exercise price HK\$	購股權數目 Number of options '000
於年初	At beginning of the year	16.45	88,024	16.20	96,885
於年內行使	Exercised during the year	9.21	(5,818)	10.26	(4,739)
於年內沒收	Forfeited during the year	15.54	(436)	19.09	(279)
於年內取消/失效	Cancelled / lapsed during the year	20.78	(4,676)	17.42	(3,843)
於結算日	<b>At the end of the reporting period</b>	<b>16.74</b>	<b>77,094</b>	16.45	88,024

於行使日，年內行使的購股權的加權平均股價為12.20港元(2018年：15.98港元)。在結算期內，已符合歸屬條件的購股權股數是13,161,000(2018年：5,066,000)。

The weighted average share price at the dates of exercise of share options exercised during the year was HK\$12.20 (2018: HK\$15.98). The number of share options vested during the reporting period was 13,161,000 (2018: 5,066,000).

於2019年12月31日，尚未行使購股權的加權平均餘下合約期為4.05年(2018年：4.71年)。於結算日，可行使購股權的股數是52,728,000(2018年：50,521,000)。於結算日，可行使的購股權的加權平均行使價為19.32港元(2018年：18.49港元)。

The options outstanding at 31 December 2019 had a weighted average remaining contractual life of 4.05 years (2018: 4.71 years). At the end of the reporting period, the number of exercisable options was 52,728,000 (2018: 50,521,000) with weighted average exercise price of HK\$19.32 (2018: HK\$18.49).



### 32. 以權益結算股份支付之交易(續)

#### (b) 2018年購股權計劃

本公司股東已於2018年4月26日舉行的股東特別大會上通過採納新購股權計劃(「2018計劃」)，年期由採納日期起計10年。

董事會可按其考慮授予以下人士購股權：

- (i) 本公司及其任何附屬公司之任何全職或兼職僱員、行政人員或高級人員；(包括執行董事、非執行董事及獨立非執行董事)；及
- (ii) 本公司及其任何附屬公司的任何供應商、客戶、諮詢者、代理及顧問。

除經公司股東批准，該2018計劃及任何本公司之其他購股權計劃所授予之購股權涉及之股份數目不得超過本公司於採納此計劃當日(即2018年4月26日)之已發行股份的10%。於結算日，已授予其僱員及董事的總購股權為8,104,000股，約為本公司於採納此由股東授予2018計劃當日之發行股份的0.14%。

每名參與者在該2018計劃或其他購股權計劃下可享有的最高授予股數(包括已行使及未行使之購股權)，在任何授予日始之12個月內不得超過在授予日期時已發行股份的1%。多於1%為限的授予須獲公司股東的批准。

### 32. EQUITY SETTLED SHARE-BASED TRANSACTION

(Continued)

#### (b) 2018 Share Option Scheme

The Company adopted the new share option scheme (the "2018 Share Option Scheme") at the extraordinary general meeting held on 26 April 2018, with a term of ten years from the date of adoption. The 2018 Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the eligible participants (as defined below) had or may have made to the Group.

The Board of Directors may, at its discretion, grant an option to:

- (i) any full-time or part-time employees, executives (including executive, non-executive and independent non-executive directors) or officers of the Company and/or any of its subsidiaries; and
- (ii) any suppliers, customers, consultants, agents and advisors of the Company and/or any of its subsidiaries.

Without prior approval from the Company's shareholders, the maximum number of shares in respect of which options may be granted under the 2018 Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue at the time the 2018 Share Option Scheme was adopted by the shareholders of the Company (i.e. 26 April 2018). At the end of reporting period, the total number of shares in respect of which options had been granted to its employees and directors under the 2018 Share Option Scheme was 8,104,000, representing 0.14% of the shares of the Company in issue at the time the 2018 Share Option Scheme is adopted by the shareholders of the Company.

The total number of shares issued and may be issued upon exercise of the options granted under the 2018 Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to an individual in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the shareholders' approval.



### 32. 以權益結算股份支付之交易(續)

#### (b) 2018年購股權計劃(續)

行使價由董事會的董事決定，而行使價將不少於(i)股份在購股權授予日於聯交所載的收市價；(ii)股份在購股權授予日前5個營業日於聯交所的平均收市價；及(iii)股份的面值中之最高價值。

購股權的行使期由董事會決定，而購股權之行使期不多於授予後之10年。購股權將於授予日3年後歸屬。持購股權者被授予之每一批購股權之認購價為港幣1元。每一購股權授予持購股權者兌換本公司一股普通股的權利。

在2018計劃內已授予本公司及其附屬公司之僱員及董事之購股權詳情及於2019年及2018年12月31日年度內之未行使的購股權如下：

授予日期 Grant date	授予購股權數目 Number of share options granted	未行使的購股權數目 Number of share options outstanding		行使價 Exercise price HK\$	行使期 Exercisable period
		2019	2018		
2018年4月27日 27 April 2018	2,478,000	<b>2,478,000</b>	2,478,000	16.18	2021年4月30日至 2028年4月26日 30 April 2021 to 26 April 2028
2018年4月27日 27 April 2018	5,626,000	<b>3,785,000</b>	5,590,000	16.18	2021年4月30日至 2024年4月26日 30 April 2021 to 26 April 2024
合計 Total	8,104,000	<b>6,263,000</b>	8,068,000		

### 32. EQUITY SETTLED SHARE-BASED TRANSACTION (Continued)

#### (b) 2018 Share Option Scheme (Continued)

The exercise price is determined by the Company's Board of Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The period during which an option may be exercised will be determined by the Company's Board of Directors, save that no option may be exercised more than 10 years after it has been granted. The options will be vested after three years from the date of grant. A nominal consideration of HK\$1 is paid by each option holder for each lot of share option granted. Each option gives the holder the right to subscribe for one ordinary share of the Company.

Details of share options granted by the Company to the employees and directors of the Company and its subsidiaries pursuant to the 2018 Share Option Scheme and the share options outstanding as at 31 December 2019 and 2018 are as follows:

**32. 以權益結算股份支付之交易(續)**

**(b) 2018年購股權計劃(續)**

根據2018計劃尚未行使之購股權及其加權平均行使價之變動如下：

		2019		2018	
		加權平均 行使價 Weighted average exercise price HK\$	購股權數目 Number of options '000	加權平均 行使價 Weighted average exercise price HK\$	購股權數目 Number of options '000
於年初	At beginning of the year	16.18	8,068	—	—
於年內授出	Granted during the year	—	—	16.18	8,104
於年內行使	Exercised during the year	—	—	—	—
於年內沒收	Forfeited during the year	—	—	16.18	(36)
於年內取消/失效	Cancelled / lapsed during the year	16.18	(1,805)	—	—
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>16.18</b>	<b>6,263</b>	16.18	8,068

於年內沒有購股權被歸屬及行使。

於2019年12月31日，尚未行使購股權的加權平均餘下合約期為5.90年(2018年：6.55年)。於結算日，沒有購股權可行使。

**32. EQUITY SETTLED SHARE-BASED TRANSACTION**

(Continued)

**(b) 2018 Share Option Scheme (Continued)**

Movements in the number of options outstanding and their weighted average exercise prices under the 2018 Share Option Scheme are as follows:

		2019		2018	
		加權平均 行使價 Weighted average exercise price HK\$	購股權數目 Number of options '000	加權平均 行使價 Weighted average exercise price HK\$	購股權數目 Number of options '000
於年初	At beginning of the year	16.18	8,068	—	—
於年內授出	Granted during the year	—	—	16.18	8,104
於年內行使	Exercised during the year	—	—	—	—
於年內沒收	Forfeited during the year	—	—	16.18	(36)
於年內取消/失效	Cancelled / lapsed during the year	16.18	(1,805)	—	—
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>16.18</b>	<b>6,263</b>	16.18	8,068

None of the options are vested and exercised during the year.

The options outstanding at 31 December 2019 had a weighted average remaining contractual life of 5.90 years (2018: 6.55 years). At the end of the reporting period, none of the options are exercisable.



### 32. 以權益結算股份支付之交易(續)

#### (b) 2018年購股權計劃(續)

購股權授予當日之公允值乃經考慮交易條款及細則後，以二項式購股權定價模式釐定。因受到計算公允值時的假設及所採用計算模式之限制，公允值之計算為比較主觀及不確定。計算購股權公允值時使用之資料如下：

授予日期 Grant date	授予日之 公允值 每股/港元 Fair value at grant date HK\$/share	授予日之 收市價 每股/港元 Share price at grant date HK\$/share	行使價格 每股/港元 Exercise price HK\$/share	無風險情況 之利率 Risk-free interest rate	預期波幅 Expected volatility	預期行使期 Expected life	預期股息率 Expected dividend yield
2018年4月27日 27 April 2018	4.50	15.02	16.18	4.09%	34.9%	10年 10 years	2.3%
2018年4月27日 27 April 2018	3.50	15.02	16.18	4.09%	34.9%	6年 6 years	2.3%

預期波幅是按過去一年期間內公司股份收市價的概約波幅，計算購股權公允值時使用之變數及假設乃按管理層最佳之估計。

### 32. EQUITY SETTLED SHARE-BASED TRANSACTION (Continued)

#### (b) 2018 Share Option Scheme (Continued)

The fair value of the share options granted is measured at the date of grant, using the binomial option pricing model, taking into account the terms and conditions of the share-based arrangement. The fair value calculated is inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The inputs into the model are as follows:

The expected volatility was determined by using the historical volatility of the Company's share price over the last one year of share option granted. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate.

**33. 按公允價值列賬及在損益賬處理的金融負債**

**33. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS**

	2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
金融負債－應付或有代價	<b>9,674</b>	9,862
<b>Financial liabilities - contingent consideration payable</b>		

該金額指收購杭州百事可樂所產生的或有代價，詳情載於綜合財務報表附註20。有關金額乃根據買賣協議中規定的特定時期內杭州百事可樂的預計淨利潤的某一部分釐定的。應付或有代價之公允值為人民幣9,674,000元(2018年：人民幣9,862,000元)，預計於股權轉讓完成日後到期及已記錄於按FVPL計量的金融負債之非流動部分(2018年：非流動部分)。

年內，或有代價之公允值變動收益為人民幣188,000元已計入損益(2018年：虧損人民幣4,604,000元)。

The amount represents the contingent consideration payable arose from the acquisition of HZPS as detailed in note 20 to the consolidated financial statements which was determined based on a certain portion of projected net profits of HZPS for specified period as defined in the SPA. The fair value of the contingent consideration payable was RMB9,674,000 (2018: RMB9,862,000), which was expected to be due on after the completion date of the registration of the Equity Transfer and recorded in the non-current portion (2018: non-current portion) of financial liabilities at FVPL.

During the year, gain on change in fair value of the contingent consideration of RMB188,000 (2018: loss of RMB4,604,000) was recognised in profit or loss.



### 34. 有息借貸

### 34. INTEREST-BEARING BORROWINGS

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
銀行貸款：	Bank loans:		
抵押	Secured	<b>532,528</b>	650,525
無抵押	Unsecured	<b>11,841,931</b>	10,183,983
		<b>12,374,459</b>	10,834,508
根據貸款協議所訂付款日期之到期分析 (並忽略任何按要求即時償還條款的影響)	The maturity of the interest-bearing borrowings and analysis of the amount due based on scheduled payment dates set out in the loan agreements (ignoring the effect of any repayment on demand clause) are as follows:		
1年內	Within one year	<b>7,454,381</b>	6,461,785
第2年	In the second year	<b>2,104,687</b>	2,726,578
第3年至第5年 (包括首尾2年)	In the third to fifth years, inclusive	<b>2,509,470</b>	1,250,729
五年以上	Over five years	<b>305,921</b>	395,416
		<b>12,374,459</b>	10,834,508
被分類為流動負債部分	Portion classified as current liabilities	<b>(7,454,381)</b>	(6,461,785)
非流動部分	Non-current portion	<b>4,920,078</b>	4,372,723

### 34. 有息借貸(續)

有息借貸中人民幣1,880,000,000元(2018年：人民幣1,294,898,000元)包含一條借貸條款給予借貸人權利在沒有事前通知或少於十二個月通知期的情況下，要求歸還借貸。儘管董事並不預期借貸人會行使其權利要求償還，相關借貸亦已歸類為流動負債。

加權平均年利率為3.71%(2018年：3.75%)。

有息借貸按攤銷成本列賬。

銀行抵押借款中的抵押物包括投資性房地產，物業、機器及設備及使用權資產，金額分別為約人民幣1,122,000,000元、人民幣592,584,000元及人民幣1,505,130,000元(2018：分別為人民幣1,119,000,000元、人民幣625,770,000元及人民幣1,549,398,000元)。無抵押銀行借款無抵押，某些無抵押銀行借款由多個本集團實體之交叉擔保安排涵蓋。

金融機構的慣常貸款安排中，一些銀行信貸要求本集團達到若干綜合財務狀況比率。如果本集團違反契諾，已動用的融資將須於要求時償還。

### 34. INTEREST-BEARING BORROWINGS (Continued)

Interest-bearing borrowings of RMB1,880,000,000 (2018: RMB1,294,898,000), with a clause in their terms that gives the lender an overriding right to demand repayment without notice or with notice period of less than 12 months at its sole discretion, are classified as current liabilities even though the directors do not expect that the lenders would exercise their rights to demand repayment.

The weighted average effective interest rate on the interest-bearing borrowings is 3.71% (2018: 3.75%) per annum.

Interest-bearing borrowings are carried at amortised cost.

The Group's secured bank loans are pledged by certain investment properties, property, plant and equipment and right-of-use assets with net carrying amount of approximately RMB1,122,000,000, RMB592,584,000 and RMB1,505,130,000 (2018: RMB1,119,000,000, RMB625,770,000 and RMB1,549,398,000 respectively) respectively. The unsecured bank loans are not pledged and certain of the unsecured bank loans are covered by several cross guarantee arrangements amongst the Group's entities.

Some of the banking facilities are subject to the fulfillment of covenants relating to certain of the ratios of consolidated financial position, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become repayable on demand.



### 34. 有息借貸(續)

本集團定期監控其遵守這些契諾的能力及貸款的還款時間表，並不認為當本集團繼續遵守這些契諾，相關銀行會要求提早的還款。本集團的流動性風險管理的進一步詳情載列於綜合財務報表附註45。於結算期內，本集團沒有違反有關動用信貸融資的契諾(2018年：無)。

本集團按類別劃分之合計貸款賬面值之分析列示如下：

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
固定利率	At fixed rates	1,732,811	2,568,939
浮動利率	At floating rates	10,641,648	8,265,569
		<b>12,374,459</b>	10,834,508

有息借貸以下列貨幣列值：

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
人民幣	RMB	2,915,340	3,013,652
美元	US\$	9,459,119	7,820,856
		<b>12,374,459</b>	10,834,508

有關集團外匯風險及利率風險的進一步詳情，於綜合財務報表附註45詳述。

### 35. 員工福利責任

#### 界定供款計劃

本集團為所有中國，香港及台灣僱員參加分別由中國，香港及台灣各地方政府組織的界定供款計劃。據此本集團需每月向此等計劃按僱員薪資額之指定百分比作出供款。本集團除支付上述每月的供款外，不必負責支付中國，香港及台灣員工退休時及其後之福利。

### 34. INTEREST-BEARING BORROWINGS (Continued)

The Group regularly monitors its compliance with these covenants and the scheduled repayments of the term loans and does not consider it probable that the relevant banks will exercise its discretion to demand for repayment so long as the Group continues to meet these requirements. Further details of the Group's financial management of liquidity risk are set out in note 45 to the consolidated financial statements. Throughout the reporting period, none of the covenants relating to drawn down facilities had been breached (2018: None).

An analysis of the carrying amounts of the Group's total borrowings by type is as follows:

The interest-bearing borrowings are denominated in the following currencies:

### 35. EMPLOYEE BENEFIT OBLIGATIONS

#### Defined contribution plans

The Group participates in defined contribution plans organised by the relevant local government authorities in the PRC, Hong Kong and Taiwan for its PRC, Hong Kong and Taiwan employees respectively, whereby the Group is required to make monthly contributions to these plans at certain percentage of the relevant portion of the payroll of these employees to the pension scheme to fund the benefits. The Group has no obligation for the payment of retirement and other post-retirement benefits for the PRC, Hong Kong and Taiwan employees other than the monthly contributions described above.



### 35. 員工福利責任(續)

#### 界定福利計劃

本集團亦為所有台灣僱員提供界定福利計劃。本集團沒有保持任何計劃資產並承擔所有計劃福利的全部成本。年內，本集團已與所有合資格僱員達成協議，原先由本公司及若干海外附屬公司承擔之界定福利責任將於此後由若干中國附屬公司承擔。福利計算是以僱員服務年期及最後6個月的平均薪資為基礎。本集團對界定福利計劃的責任是由獨立精算師美商韜睿惠悅台灣分公司(「美商韜睿惠悅」)計算。最新之精算評估是由美商韜睿惠悅於2019年12月31日以預計單位給付成本法進行。

本集團對其界定福利計劃所產生之責任並計入綜合財務狀況表之款項及其現值之變動如下：

### 35. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

#### Defined benefit plan

The Group has a defined benefit plan for its Taiwan employees. The Group has not maintained any plan asset and bears the full cost of all the plan benefits. During the year, the Group has mutually agreed with all eligible employees that the defined benefit obligation originally borne by the Company and certain overseas subsidiaries would be borne by certain PRC subsidiaries thereafter. The benefits are calculated based on the length of service and average monthly salary for the final six months of employment. The Group's obligation in respect of the defined benefit plan is calculated by an independent actuary, Messrs. Willis Towers Watson, Taiwan Branch ("Willis Towers Watson"). The latest actuarial valuation was performed by Willis Towers Watson as at 31 December 2019 using the projected unit credit method.

The amounts included in the consolidated statement of financial position arising from the obligation of the Group in respect of its defined benefit plan and their movements in the present value of defined benefit obligations are as follows:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
於年初	At beginning of the year	115,436	101,226
本年度服務成本	Current service cost	10,626	6,545
利息成本	Interest expense	2,998	3,807
		<b>13,624</b>	10,352
重估值	Remeasurements:		
財務假設調整產生之 精算虧損	Actuarial loss arising from changes in financial assumptions	2,679	3,643
經驗調整產生之 精算虧損	Actuarial loss arising from experience adjustments	72,198	36,360
		<b>74,877</b>	40,003
已付福利	Benefit payment	(46,871)	(34,660)
匯兌差額	Exchange differences	—	(1,485)
		<b>(46,871)</b>	(36,145)
於結算日	At end of the reporting period	<b>157,066</b>	115,436



### 35. 員工福利責任(續)

#### 界定福利計劃(續)

精算估值的主要假設為：

		2019	2018
		%	%
折現率	Discount rate	2.80	3.10
預期薪酬升幅	Expected rate of salary increases	3.00	3.00

於結算日，各項主要精算假設的合理可能變動對界定福利責任之敏感度分析如下：

		2019		2018	
		假定的變化 Change in assumption		假定的變化 Change in assumption	
		的變化 Change in defined benefit obligation		的變化 Change in defined benefit obligation	
折現率	Discount rate	+/- 0.5%	-2.81%/ +2.98%	+/- 0.5%	-2.06%/ +2.18%
預期薪酬升幅	Expected rate of salary increases	+/- 0.5%	+3.13%/ -2.98%	+/- 0.5%	+2.43%/ -2.31%

上述敏感度分析是根據每個精算假設的合理可能變動編製，而其他假設保持不變。其他精算假設也可能根據上述假設而改變，這些改變並未於以上分析計入。預計單位給付成本法用於確定界定福利責任的現值及相關的當期服務成本和過去服務成本(如適用)。同樣的方法和精算假設類型已用於編製本年及前年的敏感度分析。

界定福利責任的加權平均期限是5.90年(2018年：4.30年)。

根據此等計劃，台灣僱員有權於達到60歲時享有退休福利。

### 35. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

#### Defined benefit plan (Continued)

The significant assumptions used for the actuarial valuation were:

The sensitivity of the defined benefit obligation to reasonable possible changes for each significant actuarial assumption as at the end of the reporting period is as follows:

The above sensitivity analysis is prepared based on a reasonable possible change in each actuarial assumption used, with other assumptions held constant. Other actuarial assumptions may also change with the above assumptions. Such change is not accounted for in the above analyses. The projected unit credit method is used to determine the present value of the defined benefit obligations and the related current service cost and where applicable the past service cost. The same method and the type of actuarial assumptions were used in preparing the sensitivity analysis for the current and previous year.

The weighted average duration of the defined benefit obligation is 5.90 years (2018: 4.30 years).

Under the plan, the Taiwan employees are entitled to retirement benefits on the attainment of a retirement age of 60.

### 35. 員工福利責任(續)

#### 界定福利計劃(續)

因界定福利計劃沒有保持計劃資產，本集團並無任何資金安排及不預期需要支付供款。此未折現的退休福利的預計到期日分析如下：

		2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <b>RMB'000</b>
1年內	Within 1 year	<b>16,102</b>	37,609
超過1年但於2年內	More than 1 year but within 2 years	<b>27,123</b>	6,970
超過3年但於5年內	More than 2 years but within 5 years	<b>52,582</b>	36,017
超過5年	Over 5 years	<b>154,762</b>	95,593
		<b>250,569</b>	176,189

### 36. 遞延稅項

本集團淨遞延稅項負債變動如下：

		附註 Note	2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <b>RMB'000</b>
於年初	At beginning of the year		<b>538,420</b>	762,016
出售附屬公司	Disposal of subsidiaries	43	<b>154</b>	—
附屬公司利潤分配之 已付預提稅	Withholding tax paid on distributions of earnings by subsidiaries		<b>(220,073)</b>	(277,879)
計入綜合收益表內	Charge to consolidated income statement	11	<b>465,750</b>	54,283
於結算日	<b>At end of the reporting period</b>		<b>784,251</b>	538,420

### 35. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

#### Defined benefit plan (Continued)

The Group has no funding arrangement and expects no contribution to be paid in respect of the defined benefit plan as the defined benefit plan does not maintain any plan assets. The expected maturity analysis of the undiscounted pension benefits is as follows:

### 36. DEFERRED TAXATION

The movements for the year in the Group's net deferred tax liabilities are as follows:



### 36. 遞延稅項(續)

於結算日，已確認之遞延稅項資產及負債如下：

### 36. DEFERRED TAXATION (Continued)

Recognised deferred tax assets and liabilities at the end of the reporting period represent the following:

		2019		2018	
		資產	負債	資產	負債
		Assets	Liabilities	Assets	Liabilities
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
加速稅務折舊	Accelerated depreciation allowance	—	(594,330)	—	(611,456)
減速稅務折舊	Decelerated depreciation allowance	2,052	—	2,052	—
公允值調整：	Fair value adjustment on:				
— 使用權資產，物業，機器及設備	— Right-of-use assets and property, plant and equipment	—	(61,268)	—	(68,083)
— 無形資產	— Intangible asset	—	(40,975)	—	(42,275)
— 投資性房地產	— Investment properties	—	(21,242)	—	(20,323)
減值虧損	Impairment losses	77,033	—	147,594	—
未獲得發票之預提費用	Uninvoiced accrual	226,134	—	176,527	—
出售物業、機器及設備之未實現利潤	Unrealised profit on property, plant and equipment	65,295	—	71,824	—
附屬公司未分配利潤之預提稅	Withholding tax on undistributed earnings of subsidiaries	—	(440,200)	—	(176,237)
稅務虧損	Tax losses	27,782	—	27,782	—
其他	Others	8,875	(33,407)	3,483	(49,308)
<b>遞延稅項資產(負債)</b>	<b>Deferred tax assets (liabilities)</b>	<b>407,171</b>	<b>(1,191,422)</b>	429,262	(967,682)

根據企業所得稅法，外國投資者從位於中國的外商投資企業所獲得的股息須按照10%的稅率徵收預提稅。該規定於2008年1月1日起生效，適用於2007年12月31日後始累計可供分配利潤。倘中國政府與該外國投資者所處國家或地區政府存在稅收安排，可適用較低稅率。

本集團的內地附屬公司的適用稅率為10%。本集團根據各集團公司預期在可見將來中的淨可供分配利潤而計提相關的遞延稅項負債。

Pursuant to the PRC Enterprise Income Tax Law, a 10% withholding tax is levied on dividends distributed to foreign investors by the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings accumulated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and jurisdiction of the foreign investors.

For the Group's PRC subsidiaries, the applicable rate is 10%. Deferred tax liability is provided on the basis that the undistributed earnings of the Group's entities are expected to be distributed in the foreseeable future.

### 36. 遞延稅項(續)

估計餘下淨利潤(「餘下淨利潤」)的預提稅影響約為人民幣1,728,487,000元(2018年：人民幣1,648,467,000元)，當其分發時將須繳納稅項。董事認為目前為止該等餘下淨利潤須留作各集團公司之營運資金，並在可見將來不作分配，因此並無作出額外遞延稅撥備。

於結算期內，本集團已將人民幣111,128,000元(2018年：人民幣111,128,000元)稅務虧損確認為遞延稅項資產。稅務虧損可用作抵消由該等虧損產生起計未來五年間之稅務收益。於結算日，未確認遞延稅項資產之稅務虧損到期年份如下：

### 36. DEFERRED TAXATION (Continued)

The estimated withholding tax effects on the undistributed earnings (the “Remaining Net Earnings”) is approximately RMB1,728,487,000 (2018: RMB1,648,467,000) which would become payable when they are distributed. In the opinion of the directors, the Remaining Net Earnings, at the present time, are required for financing the continuing operations of these entities and no distribution would be made in the foreseeable future. Accordingly, no provisions for additional deferred taxation have been made.

Deferred tax assets in respect of tax losses of RMB111,128,000 (2018: RMB111,128,000) were recognised as at the end of reporting period. The tax losses can be carried forward for five years from the year in which the losses arose for offsetting against future taxable income. The expiry years of tax losses with no deferred tax assets recognised at the end of the reporting date are as follows:

稅務虧損到期於 Tax loss expiring in:	2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
2019	—	522,641
2020	330,066	649,567
2021	431,724	573,409
2022	321,339	575,550
2023	238,015	460,878
2024	420,219	—
	<b>1,741,363</b>	2,782,045



### 37. 應付賬款

### 37. TRADE PAYABLES

		2019	2018
		人民幣千元	人民幣千元
		<i>RMB'000</i>	<i>RMB'000</i>
<b>應付賬款</b>	<b>Trade payables</b>		
第三方	To third parties	<b>6,258,861</b>	5,626,698
有關聯人士	To related parties		
– 本公司之董事 的家庭成員及親屬 控制的一組公司	– A group of companies controlled by the family members and relatives of the Company's directors	<b>1,402,880</b>	—
– 本公司之董事及其親屬 共同控制之一組公司	– A group of companies jointly controlled by the Company's directors and their dependents	—	1,092,308
– 本公司之董事 共同控制之公司	– Companies jointly controlled by the Company's directors	—	226,199
聯營公司	To an associate	<b>10,527</b>	—
合營公司	To joint ventures	<b>5,767</b>	8,756
		<b>7,678,035</b>	6,953,961

應付第三方、有關聯人士、聯營公司及合營公司之應付賬款為無抵押、免息及附有30至90天還款期。

The trade payables to third parties, related parties, an associate and joint ventures are unsecured, interest-free and with credit period of 30 to 90 days.

### 37. 應付賬款(續)

應付賬款於結算日按發票日編製之賬齡分析如下：

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
0-90日	0 – 90 days	6,789,795	6,075,099
90日以上	Over 90 days	888,240	878,862
		<b>7,678,035</b>	6,953,961

應付賬款以下列貨幣列值：

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
人民幣	RMB	7,670,078	6,949,212
美元	US\$	7,783	4,513
其他	Others	174	236
		<b>7,678,035</b>	6,953,961

### 37. TRADE PAYABLES (Continued)

The ageing analysis of trade payables based on the invoice date at the end of the reporting period is as follows:

The trade payables are denominated in the following currencies:

### 38. 其他應付款項及已收押金

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
預收押金	Deposits received in advance	2,649,443	1,751,395
運輸、宣傳及廣告費用之預提	Accruals for transportation, promoting and advertising expenses	4,869,538	3,915,327
行政費用及其他經營費用之預提	Accruals for administrative expenses and other operating expenses	667,631	496,952
應付工資及福利費	Salaries and welfare payables	1,155,403	988,455
應付設備款	Payables for purchase of equipment	104,831	64,553
應付其他稅項	Other tax payables	708,616	738,043
應付少數股東股利	Dividends payable to non-controlling interests	33,678	25,859
應付利息	Interest payable	43,383	48,744
購入投資性房地產之應付對價	Consideration payable for acquisition of investment properties	31,129	—
其他	Others	497,798	493,668
		<b>10,761,450</b>	8,522,996

### 38. OTHER PAYABLES AND DEPOSITS RECEIVED



39. 經營業務所得現金

39. CASH GENERATED FROM OPERATIONS

		2019 人民幣千元 <i>RMB'000</i>	2018 人民幣千元 <i>RMB'000</i>
除稅前溢利	Profit before taxation	5,411,596	3,979,334
利息費用	Interest expenses	413,652	421,682
利息收入	Interest income	(541,222)	(348,388)
折舊	Depreciation	3,251,365	3,210,324
按FVPL計量的金融資產之 股利收入	Dividend income from financial assets at FVPL	(3,253)	(6,500)
土地租約溢價之攤銷	Amortisation of prepaid lease payments	—	103,693
無形資產之攤銷	Amortisation of intangible assets	6,406	9,490
出售物業、機器及設備及 使用權資產之虧損	Loss on disposal of property, plant and equipment and right-of-use assets	92,900	86,607
物業、機器及設備減值虧損	Impairment loss on property, plant and equipment	152,050	625,846
按公允價值列賬及在損益賬 處理的金融負債公允價值之 變動淨額	Change in fair value of financial liabilities at FVPL, net	(188)	(40,115)
投資性房地產公允價值之變動	Change in fair value of investment properties	(3,674)	(13,000)
按FVPL計量的金融資產 公允價值之變動	Change in fair value of financial assets at FVPL	(20,774)	49,675
出售聯營公司之收益	Gain on disposal of an associate	(131,053)	—
出售合營公司之收益	Gain on disposal of a joint venture	(223,150)	—
出售附屬公司之收益	Gain on disposal of subsidiaries	(628,889)	(387,844)
聯營公司和合資公司 註銷之收益	Gain on deregistration of associates and joint ventures	—	(436)
應佔聯營公司及合營公司 業績	Share of results of an associate and joint ventures	(234,159)	(71,580)
匯率變動之影響	Effect on exchange rate changes	(68,101)	(23,842)
認列以權益結算股份 支付之款項	Recognition of equity-settled share-based payment	24,504	32,799
存貨之增加	Increase in inventories	(793,335)	(287,129)
應收賬款之減少(增加)	Decrease (Increase) in trade receivables	45,946	(94,731)
預付款項及其他應收款項 之增加	Increase in prepayments and other receivables	(210,977)	(380,308)
應付賬款之增加	Increase in trade payables	724,074	380,486
其他應付款項及已收押金 之增加	Increase in other payables and deposits received	2,229,634	1,331,135
客戶預付款項之增加	Increase in advance payments from customers	131,153	394,192
非供款員工福利責任現值之 減少	Decrease in present value of unfunded employee benefit obligations	(33,247)	(24,307)
<b>經營業務所得現金</b>	<b>Cash generated from operations</b>	<b>9,591,258</b>	<b>8,947,083</b>



39. 經營業務所得現金 (續)

39(a) 融資活動產生的負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動產生的負債為現金流量或未來現金流量，將在本集團綜合現金流量表中分類為融資活動產生的現金流量。

39. CASH GENERATED FROM OPERATIONS (Continued)

39(a) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		租賃負債 (附註16) Lease liabilities (Note 16) 人民幣千元 RMB'000	銀行貸款 (附註34) Banks loans (Note 34) 人民幣千元 RMB'000	應付少數 股東股利 (附註38) Dividend payable to non- controlling interests (Note 38) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於2019年1月1日	At 1 January 2019	—	10,834,508	25,859	10,860,367
採納香港財務報告 準則第16號	Upon adoption of HKFRS 16 Standard 16	508,591	—	—	508,591
淨現金流 (附註(i),(ii),(iii))	Net cash flows (Notes (i), (ii), (iii))	(205,878)	1,426,712	(115,827)	1,105,007
<b>其他變動</b>	<b>Other changes</b>				
攤銷利息支出	Amortised interest expenses	24,625	—	—	24,625
新增租賃	New leases	212,480	—	—	212,480
租賃修訂之影響	Effect on lease modification	(52,262)	—	—	(52,262)
宣發股利	Dividend declared	—	—	123,646	123,646
匯兌差額	Exchange realignment	—	113,239	—	113,239
於2019年12月31日	At 31 December 2019	487,556	12,374,459	33,678	12,895,693



### 39. 經營業務所得現金 (續)

### 39. CASH GENERATED FROM OPERATIONS (Continued)

#### 39(a) 融資活動產生的負債對賬 (續)

#### 39(a) Reconciliation of liabilities arising from financing activities (Continued)

		無抵押票據 (附註34) Unsecured notes (Note 34) 人民幣千元 RMB'000	銀行貸款 (附註34) Banks loans (Note 34) 人民幣千元 RMB'000	應付少數 股東股利 (附註38) Dividend payable to non- controlling interests (Note 38) 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
於2018年1月1日	At 1 January 2018	1,193,724	13,190,549	—	14,384,273
淨現金流	Net cash flows	(1,206,628)	(2,780,467)	(141,619)	(4,128,714)
<b>其他變動</b>	<b>Other changes:</b>				
攤銷利息支出	Amortised interest expenses	1,756	—	—	1,756
宣發股利	Dividend declared	—	—	167,478	167,478
匯兌差額	Exchange realignment	11,148	424,426	—	435,574
於2018年12月31日	At 31 December 2018	—	10,834,508	25,859	10,860,367

(i) 租賃負債的淨現金流是指年內支付租賃負債之本金及利息部分。

(i) The net cash flows from lease liabilities represent the payment of capital element and interest of lease liabilities.

(ii) 銀行借款所得款項，銀行及其他借款償還款項及其他短期借款淨額變動，構成無抵押票據及銀行貸款的淨現金流量。

(ii) The net cash flows from bank loans make up the net amount of proceeds from bank borrowings, repayments of bank and other borrowings and net movement of other short-term borrowings.

(iii) 應付少數股東的股息的淨現金流量指年內支付少數股東的股息。

(iii) The net cash flows from dividend payable to non-controlling interests represent dividends paid to non-controlling interests during the year.

#### 40. 與有關聯人士之重大交易

除於本綜合賬目其他部份披露之交易及餘額以外，以下乃本集團與有關聯人士進行之重大交易概要，此等交易乃於本集團之日常業務中進行。

#### 40. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group entered into the following material related party transactions in the ordinary course of the Group's business.

			2019	2018
		附註	人民幣千元	人民幣千元
		Note	RMB'000	RMB'000
<b>(a) 有關聯人士之交易</b>	<b>(a) Related party transactions</b>			
向下列公司銷售貨品：	<b>Sales of goods to:</b>			
本公司之主要股東控制之多間公司	Companies controlled by a substantial shareholder of the Company	(i)	<b>174,809</b>	146,761
聯營公司	An associate		<b>45,939</b>	56,295
合營公司	Joint ventures		<b>613,801</b>	406,258
向下列公司購買貨品：	<b>Purchases of goods from:</b>			
本公司之董事及其親屬共同控制之一組公司	A group of companies jointly controlled by the Company's directors and their dependents	(i)	—	5,065,192
本公司董事之家庭成員及親屬控制之一組公司	A group of companies controlled by the family members and relatives of the Company's directors	(i)	<b>5,236,010</b>	—
聯營公司	An associate		<b>62,326</b>	71,666
合營公司	Joint ventures		<b>63,003</b>	65,478
向下列公司支付促銷費用：	<b>Promotional expenses paid to:</b>			
本公司之主要股東控制之多間公司	Companies controlled by a substantial shareholder of the Company	(i)	<b>41,197</b>	50,624
向下列公司代墊及收回的行政費用：	<b>Administrative expenses paid on behalf and received from:</b>			
合營公司	Joint ventures		<b>2,935</b>	5,230
向下列公司收取投資性房地產及物業、機器及設備之租金：	<b>Rental income from investment properties and property, plant and equipment</b>			
本公司之主要股東控制之多間公司	Companies controlled by a substantial shareholder of the Company		<b>44,222</b>	43,034
本公司之董事及其親屬共同控制之一間公司	A company jointly controlled by the Company's directors and their dependents		—	2,891
本公司之董事之家庭成員及親屬控制的一間公司	A company controlled by the family members and relatives of the Company's directors		<b>3,089</b>	—



#### 40. 與有關聯人士之重大交易(續)

附註(i) 根據上市規則第14A章，該等與有關聯人士之交易亦為持續關連交易。

##### (b) 關鍵管理人員之酬金

本集團關鍵管理人員之酬金(包括綜合財務報表附註10所披露向本公司董事，行政總裁支付之款項及向若干最高薪僱員支付之款項)如下：

#### 40. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

Note (i) These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

##### (b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors, chief executive officer and certain of the highest paid employees as disclosed in note 10 to the consolidated financial statements, is as follows:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
董事袍金	Directors' fees	4,348	4,182
薪金及其他酬金	Salaries and other emoluments	83,138	48,341
以股份支付之款項	Share-based payments	22,266	15,284
花紅	Discretionary bonuses	16,048	22,538
退休金支付及僱主的 退休金計劃供款	Retirement payments and contributions to pension scheme	23,902	—
		<b>149,702</b>	90,345

#### 41. 其他非流動負債

該金額指於2017年收購杭州百事的股權時現金對價剩餘部分，詳情載於綜合財務報表附註20，預期將於不晚於2021年年底結清，因此於2019年12月31日認列為其他非流動負債。

#### 41. OTHER NON-CURRENT LIABILITIES

The amount represents the remaining portion of the cash consideration in acquiring HZPS's equity interest in 2017 as detailed in note 20 to the consolidated financial statements which is expected to be settled not later than the end of 2021 and is therefore recognised in other non-current liabilities at 31 December 2019.

#### 42. 客戶預付款項

年內符合香港財務報告準則第15號的客戶合約負債(不包括於同年內增加及減少產生的變動)如下：

		2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 <i>RMB'000</i>
於年初	At beginning of the year	<b>1,678,782</b>	1,284,590
確認為收入	Recognised as revenue	<b>(1,678,782)</b>	(1,284,590)
收到未交付貨物的預付款	Receipt of advances of undelivered goods	<b>1,809,935</b>	1,678,782
<b>於結算日</b>	<b>At end of the reporting period</b>	<b>1,809,935</b>	1,678,782

於2019年12月31日及2018年12月31日，客戶預付款項預期於一年內確認為收入。

#### 42. ADVANCE PAYMENTS FROM CUSTOMERS

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

At 31 December 2019 and 31 December 2018, the advance payments from customers are expected to be recognised as revenue within one year.

#### 43. 出售附屬公司

年內，本集團與三名獨立第三方訂立六份買賣協議，出售兩間全資附屬公司及兩間非全資附屬公司之全部股權以及出售兩間全資附屬公司之部分股權。出售事項已於年內完成。完成以上六宗出售後，出售附屬公司淨收益總額人民幣615,309,000元已計入損益賬，本集團因按公允價值確認5%保留在兩間前附屬公司之權益而確認人民幣13,580,000元之收益。有關收益已計入本年度綜合全面收益表之其他淨收入內。而保留權益已誠如綜合財務報表附註23所述按FVPL確認為金融資產。

#### 43. DISPOSAL OF SUBSIDIARIES

During the year, the Group entered into six sales and purchase agreements with three independent third parties for the disposal of the entire equity interests in two wholly-owned subsidiaries and two non-wholly owned subsidiaries and partial disposal of the equity interests of two wholly-owned subsidiaries. These disposals were completed during the year. Upon the completion of the above six disposals, total net gain on the disposal of subsidiaries of RMB615,309,000 was recognised in profit or loss, and a gain of RMB13,580,000 was resulted from recognition of 5% equity interests retained in two former subsidiaries at their fair value at the date when control are lost from the two partial disposal of subsidiaries. The retained interests were recognised as financial assets at FVPL as set out in note 23 of the consolidated financial statements.



### 43. 出售附屬公司(續)

以下概述於收購代價及於出售日期資產及負債的賬面值合計：

### 43. DISPOSAL OF SUBSIDIARIES (Continued)

The following summarises the aggregate consideration received and the carrying amount of the assets and liabilities at the respective date of disposal:

		總額 Total 人民幣千元 RMB'000
<b>所出售的淨資產(負債)</b>	<b>Net assets (liabilities) disposed of</b>	
物業、機器及設備	Property, plant and equipment	182,441
使用權資產	Right-of-use assets	65,143
遞延稅項資產	Deferred tax assets	154
可回收稅項	Tax recoverable	23,223
預付款項及其他應收款項	Prepayments and other receivables	1,747
銀行結餘及現金	Bank balance and cash	23,548
其他應付款項及已收押金	Other payables and deposit received	(9,887)
稅項	Taxation	(347)
		286,022
出售附屬公司的收益	Gain on disposal of subsidiaries	628,889
少數股東權益	Non-controlling interest	(8,601)
保留權益之公允價值	Fair value on retained interests	(18,867)
		887,443
<b>已收代價</b>	<b>Consideration received</b>	
現金代價	Cash consideration	860,129
應收代價款	Consideration receivables	27,314
		887,443
<b>出售附屬公司之現金流入淨額：</b>	<b>Net cash inflow on disposal of subsidiaries</b>	
現金代價	Cash consideration	860,129
已出售之現金及現金等值物	Cash and cash equivalents disposed of	(23,548)
<b>現金及現金等值物之流入淨額</b>	<b>Net inflow of cash and cash equivalents</b>	836,581
<b>出售附屬公司收益之對賬：</b>	<b>Reconciliation of net gain on disposal of subsidiaries:</b>	
保留權益之溢利	Gain on retained interests	13,580
出售附屬公司淨收益	Net gain on disposal of subsidiaries	615,309
		628,889

#### 44. 資本管理

本集團的資本管理目標是維護本集團持續經營的能力，為股東提供回報及為其他持份者提供利益。

本集團使用根據債務淨額(扣除現金及現金等價物的計息借貸)計算的資產負債比率(作為本公司擁有人應佔權益的比率)以監察其資本(包括所有權益部分)。報告期末債務股權比例如下：

#### 44. CAPITAL MANAGEMENT

The Group's objectives on managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Group monitors its capital, which comprises all equity components, using a gearing ratio which is calculated on the basis of net debt (interest-bearing borrowings net of cash and cash equivalents) as a ratio of the equity attributable to owners of the Company. The debt-to-equity ratio at the end of the reporting period was as follows:

		<b>2019</b>	2018
		人民幣千元	人民幣千元
		<b>RMB'000</b>	RMB'000
有息借貸	Interest-bearing borrowings	<b>12,374,459</b>	10,834,508
減：現金及現金等值物	Less: Cash and cash equivalents	<b>(17,430,387)</b>	(13,840,421)
淨現金	Net cash	<b>(5,055,928)</b>	(3,005,913)
本公司股東應佔總權益	Total equity attributable to owners of the Company	<b>19,578,574</b>	19,653,476
淨負債與資本比率	Gearing ratio	<b>-25.82%</b>	-15.29 %

本集團通過優化債務和權益結餘，積極定期檢討和管理資本結構，並根據經濟狀況的變化調整資本結構，通過派發股息，償還現有債務，發行新債務以及未使用的土地和財產的出售，考慮市場借貸利率變動，未來資本支出和投資機會。

於2019年，本集團的策略與2018年相同，旨在將淨負債減至零餘額。

The Group actively and regularly reviews and manages its capital structure through the optimisation of the debt and equity balance and makes adjustments to capital structure according to changes in economic conditions for achieving its objectives through payment of dividends, retire of existing debts, issue of new debts and sales of lands and properties not in use. Changing of borrowing rate in the market, future capital expenditures and investment opportunities are taken into consideration.

During 2019, the Group's strategy, which was unchanged from 2018, aims at minimising the net debt approximately to nil balance.



#### 45. 金融風險因素

本集團所持有的金融工具面對外匯風險、利率風險、信貸風險及流動資金風險。為降低本集團金融風險，董事會採用保守的風險管理對策。董事會檢討並同意採用之風險管理對策如下：

##### 外匯風險

本集團的附屬公司主要在中國經營，主要以人民幣作交易貨幣。本集團所面對的外匯風險為除本公司或其附屬公司之功能貨幣以外，以其他貨幣作交易的應付資本開支、採購、銀行結餘、有息借貸、按公允值列賬及在損益賬處理的金融資產、按公允值列賬及在損益賬處理的金融負債及與有關聯人士餘額。

人民幣與美元的兌換須遵守中國人民銀行頒佈之外匯管制規則及條例。因本集團的附屬公司的主要業務是在他們的功能貨幣進行，於其日常經營活動的外匯風險並無重大風險產生。於考慮人民幣和美元匯率的差異趨勢及本集團自身情況，本集團已採納融資策略，增加中國的附屬公司於本地的人民幣借貸的比例並減少外匯融資。於年內本集團未有進行重大對沖活動以對沖外匯風險。

本集團於2019年及2018年12月31日以外幣(非人民幣)計值的按公允價值列賬及在損益賬處理的金融資產、現金及現金等值物、有息借貸及應付賬款詳情分別載於綜合財務報表附註23, 28, 34及37。

#### 45. FINANCIAL RISK MANAGEMENT

The Group's financial instruments expose it to foreign currency risk, interest rate risk, credit risk and liquidity risk. The Board of Directors generally adopts conservative strategies on its risk management and limits the Group's exposure to these risks to a minimum. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below:

##### Foreign currency risk

The majority of the subsidiaries of the Group are operated in the PRC and most of their transactions are denominated in RMB. The Group is exposed to foreign currency risk primarily through payable on capital expenditures, purchases, bank balances, interest-bearing borrowings, financial assets at FVPL, financial liabilities at FVPL and related party balances that are denominated in currencies other than the functional currency of the Company or its subsidiaries.

The exchange rate of RMB against US\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group did not have significant exposure to foreign exchange risk arising from daily operating activities of the subsidiaries because their main operations are conducted in their functional currency. Considered the diverged trends of the exchange rates between RMB and the US dollars and the Group itself, the Group has adopted a financing strategy to increase the PRC subsidiaries proportion of on shore financing and to reduce their foreign currencies financing. During the year, the Group has not entered into significant hedging activities to hedge against the exposure to foreign currency risk.

Details of the Group's financial assets at FVPL, cash and cash equivalents, interest-bearing borrowings and trade payables denominated in currencies other than RMB as at 31 December 2019 and 2018 are set out in notes 23, 28, 34 and 37 to the consolidated financial statements respectively.



#### 45. 金融風險因素(續)

##### 外匯風險(續)

於結算日，倘所有其他變數保持不變，而人民幣兌換美元、人民幣兌新台幣及人民幣兌換歐元分別升值／貶值2.4%、1.3%、及2.3% (2018年：分別為5.5%、3.4%、及5.3%)，本年度集團溢利及保留溢利將增加／減少人民幣2,357,000元 (2018年：人民幣3,745,000元)。

敏感度分析假設外幣兌換率於結算日出現變動並應用於本集團所有於該日期存在之金融工具的貨幣風險，而所有其他變數(特別是利率)保持不變。列出之變動代表管理層評估外幣兌換率於期內至下一年度結算日之可能出現之變動。此分析基準與2018年相同。

##### 利率風險

本集團主要面對的利率風險是來自銀行結餘及有息借貸令本集團面對利率風險。浮動利率銀行結餘及浮動利率有息借貸令本集團面對現金流量利率風險。對於有息借貸，本集團的策略是根據經濟環境及集團策略把定息借貸及浮息借貸保持在適當比例。

期內，本集團並未進行重大對沖活動，以對沖現金流量及公允價值的利率風險。於結算期，本集團在固定利率之借款為14% (2018年：24%)。

#### 45. FINANCIAL RISK MANAGEMENT (Continued)

##### Foreign currency risk (Continued)

At the end of the reporting period, if the exchange rates of RMB/US\$, RMB/NTD and RMB/EUR had strengthened/weakened by 2.4%, 1.3% and 2.3% respectively (2018: 5.5%, 3.4% and 5.3% respectively) with all other variables held constant, the Group's profit for the year and retained profits would have been RMB2,357,000 (2018: RMB3,745,000) higher/lower.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to Group's exposure to currency risk for all financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The stated changes in foreign currency represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual end of the reporting period. The analysis was performed on the same basis for 2018.

##### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank balances and interest-bearing borrowings. Bank balances and interest-bearing borrowings with floating interest rates expose the Group to cash flow interest rate risk. For interest-bearing borrowings, the Group's policy is to manage its interest cost using a mix of fixed and floating rate debts, monitor closely its interest rate exposure and the level of fixed rate and floating rate borrowings in consideration of economic atmosphere and the strategies of the Group.

During the year, the Group has not entered into significant hedging activities to hedge against the exposure to cash flow and fair value interest rate risk. At the end of the reporting period, the Group's borrowings at fixed rate of interest was 14% (2018: 24%).



#### 45. 金融風險因素(續)

##### 利率風險(續)

於結算日，倘所有其他變數保持不變，以美元及人民幣列值之銀行結餘及有息借貸利率分別調升／調低75(2018年：100)及30(2018年：50)基點，本年度集團溢利及保留溢利將減少／增加人民幣20,897,000元(2018年：減少／增加人民幣8,538,000元)。

敏感度分析假設利率於年內出現變動並應用於本集團於年內存在之銀行結餘及有息借貸的利率風險。以美元及人民幣列值之銀行結餘及有息借貸分別調升或調低75(2018年：100)及30(2018年：50)基點，代表管理層評估利率於期內至下一年度結算日之可能出現之變動。此分析基準與2018年相同。

##### 信貸風險

本集團的信貸風險主要來自於長期定期存款、現金及現金等值物、應收賬款及其他應收款項。本集團大部分長期定期存款、已抵押銀行存款和現金及現金等價物均存放在可信賴的國際金融機構及受國家管轄的財務機構裡，因此管理層認為這並不存在重大的信貸風險。於綜合財務狀況表確認的金融資產賬面值(扣除虧損撥備)代表本集團的信貸風險，惟並未考慮所持有任何抵押品或其他信貸增值的價值。

#### 45. FINANCIAL RISK MANAGEMENT (Continued)

##### Interest rate risk (Continued)

At the end of the reporting period, if interest rates of bank balances and interest-bearing borrowings denominated in US\$ and RMB had been 75 (2018: 100) and 30 (2018: 50) basis point higher/lower respectively and all other variables were held constant, the Group's profit for the year and retained profits would decrease/increase by RMB20,897,000 (2018: decrease/increase by RMB8,538,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred throughout the year and had been applied to the exposure to interest rate risk for bank balances and interest-bearing borrowings in existence during the year. The 75 (2018: 100) and 30 (2018: 50) basis point increase or decrease on the bank balances and interest-bearing borrowings denominated in US\$ and RMB respectively represent management's assessment of a reasonably possible change in interest rates over the period until the next annual end of the reporting period. The analysis was performed on the same basis for 2018.

##### Credit risk

The Group's credit risk is primarily attributable to long-term time deposits, cash and cash equivalent and trade and other receivables. Substantially all of the Group's long-term time deposits, pledged bank deposits and cash and cash equivalents were deposited in the creditworthy global financial institutions and state-controlled financial institutions in the PRC, which management considers they are without significant credit risk. The carrying amount of financial assets recognised on the consolidated statement of financial position, which is net of loss allowance, represents the Group's exposure to credit risk without taking into account the value of any collateral held or other credit enhancements.

#### 45. 金融風險因素(續)

##### 信貸風險(續)

##### 應收賬款

本集團之銷售大部份為現金銷售。本集團有政策確保以信貸銷售之直營零售商有良好的信貸紀錄並作定期審查。當客戶要求之信用金額超過一般標準時，須進行獨立信貸評估。

本集團的信貸風險主要受每名客戶個別特徵的影響。客戶經營的行業和國家的違約風險也會對信用風險產生影響，但影響程度較小。

本集團的客戶群由廣泛客戶組成，應收賬款按共同風險特徵分類，代表客戶根據合約條款支付所有到期款項的能力。本集團採用簡化方法計算應收款項的ECL，並根據每個報告日的整個存續期ECL確認虧損撥備，並建立了基於其歷史信用損失經驗的撥備矩陣，並按債務人和經濟環境特有因素進行了調整。本集團對預期信貸虧損的估計所使用的預期損失率是根據過去三年的實際信用損失經驗計算的，並根據當前和前瞻因素進行調整，以反映已收集歷史數據在此期間的經濟狀況之間的差異，現有條件及本集團對應收賬款預期年內未來經濟狀況的估計。管理層認為，這些因素並未顯示任何重大信貸風險及於2019年及2018年12月31日的應收賬款的額外虧損撥備並不重大。年內估計技術或重大假設並無變動。

#### 45. FINANCIAL RISK MANAGEMENT (Continued)

##### Credit risk (Continued)

##### Trade receivables

The majority of the Group's sales are conducted on a cash basis. The Group has implemented policies to ensure that sales of products are made to direct retailers, who wish to trade on credit terms, with an appropriate credit history which is subject to periodic reviews. Individual credit evaluations are performed on all customers requiring credit over a certain amount.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent.

The Group's customer base consists of a wide range of clients and the trade receivables are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group applies a simplified approach in calculating ECL for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The expected loss rate used in the Group's estimation on ECL is calculated for each category based on actual credit loss experience over the past three years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables. The management considered that these factors do not indicate any significant credit risk and additional loss allowance for provision for trade receivables as at 1 January and 31 December 2019 and 2018 to be insignificant. There was no change in the estimation techniques or significant assumptions made during the year.



#### 45. 金融風險因素(續)

##### 信貸風險(續)

##### 應收賬款(續)

於2019年及2018年12月31日，有關基於已逾期狀況的應收賬款的信貸風險及ECL的資料概述如下。

於2019年12月31日

		總賬面值 Gross carrying amount 人民幣千元 RMB'000	信貸已受損 Credit-impaired
未到期	<b>Not past due</b>	<b>1,447,557</b>	<b>No</b>
已逾期但未被減值	<b>Past due but not impaired</b>		
30天內	Within 30 days	<b>85,398</b>	<b>No</b>
31-90天	31 - 90 days	<b>64,885</b>	<b>No</b>
超過90天	Over 90 days	<b>71,685</b>	<b>No</b>
		<b>1,669,525</b>	

於2018年12月31日

As at 31 December 2018

		總賬面值 Gross carrying amount 人民幣千元 RMB'000	信貸已受損 Credit-impaired
未到期	<b>Not past due</b>	1,461,566	No
已逾期但未被減值	<b>Past due but not impaired</b>		
30天內	Within 30 days	94,915	No
31-90天	31 - 90 days	107,352	No
超過90天	Over 90 days	51,638	No
		1,715,471	

#### 45. 金融風險因素(續)

##### 信貸風險(續)

##### 應收賬款(續)

於2019年及2018年12月31日已逾期但未被減值的應收賬款與若干與本集團有良好往績記錄的獨立客戶有關。本集團並未減值該等債務人，原因是信貸質素並無重大變動，而董事認為該等款項將全數收回。

既未到期也未被減值的應收款項與最近沒有違約記錄的廣泛客戶有關。

於2019年12月31日，本集團並無就應收賬款持有任何抵押品(2018年：無)。

##### 應收聯營公司、合營公司、有關連人士款項

本集團認為應收聯營公司款項，合營企業和有關連人士，無論是貿易應收款項或非貿易應收款，基於交易各方的強大能力，以滿足其合約現金流、短期債務和違約風險低因而信貸風險為低，應收這些款項的減值按12個月的ECL計算，並反映了短期的風險敞口。於2019年12月31日，來自這些交易各方的應收金額的額外虧損撥備是不重大的。

#### 45. FINANCIAL RISK MANAGEMENT (Continued)

##### Credit risk (Continued)

##### Trade receivables (Continued)

The trade receivables as at 31 December 2019 and 2018 that were past due but not impaired related to a number of independent customers that had a good track record with the Group. The Group had not impaired these debtors as there had not been a significant change in credit quality and the directors believed that the amounts would be fully receivable.

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

The Group does not hold any collateral over trade receivables as at 31 December 2019 (2018: Nil).

##### Amounts due from an associate, joint venture and related parties

The Group considers that the amounts due from an associate, joint ventures and related parties, no matter it is trade receivable or non-trade receivable, have low credit risk based on the counterparties' strong capacity to meet its contractual cash flow obligations in the near term and low risk of default. Impairment on amounts due from these parties is measured on 12-month ECL and reflects the short maturities of the exposures. At 31 December 2019, the additional loss allowance for provision for amounts due from these parties was insignificant.



#### 45. 金融風險因素(續)

##### 信貸風險(續)

##### 應收貸款和其他應收款

本集團對應收貸款及其他應收款項進行減值評估是基於12個月ECL。此等本集團貸款及其他應收款項的信貸風險來自交易各方的違約，最大敞口等於這些應收款的賬面金額，個別信貸額度是根據信貸質量評估確定。

在估計ECL時，本集團已考慮到這歷史實際信貸損失經驗和各方的財務狀況，過去的歷史、當前信譽度、根據前瞻性因素進行調整，具體至債務人和一般經濟狀況、交易各方經營的行業、估計這些金融資產的違約概率，以及在每種情況下違約時的損失。本集團的管理層考慮到財務狀況、信用質量、交易各方和過去的結算記錄。認為這些金融資產的ECL是不重大的。年內在估算技術或重大假設中沒有變化。

於結算日，本集團之應收貸款中有應收最大債務人的信貸集中風險度89.29% (2018年：85.92%)及應收五大債務人的信貸集中風險度100% (2018年：100%)。

#### 45. FINANCIAL RISK MANAGEMENT (Continued)

##### Credit risk (Continued)

##### Loan and other receivables

The Group performs impairment assessment on loan and other receivables from various parties based on 12-month ECL. The credit risk of the Group's loan and other receivables arises from default of the counterparties, with maximum exposure equal to the carrying amounts of these receivables. Individual credit limits are set based on the assessments of the credit quality.

In estimating the ECL, the Group has taken into account the historical actual credit loss experience and the financial position of the counterparties, past collection history, current creditworthiness, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of these financial assets to be insignificant after taking into account the financial position, credit quality of the counterparties and past settlement records. There was no change in the estimation techniques or significant assumptions made during the year.

At the end of the reporting period, the Group had a concentration of credit risk as 89.29% (2018: 85.92%) of loan receivables which was due from the Group's largest debtor, and 100% of loan receivables (2018: 100%) was due from the Group's five largest debtors.

#### 45. 金融風險因素(續)

##### 流動資金風險

本集團針對於流動資金風險管理之目標為擁有足夠現金儲備以及維持充裕之已承諾信貸融資額度。並且，本集團定期監察現在及預期之流動資金需求，尤其在資本開支及償還債項等方面的資金需求。於結算日及可預見的未來，董事預期本集團並無流動資金風險。有關按持續經營之準則編製賬目之詳情載於綜合財務報表附註2。

本集團之金融負債於結算日至合約到期日之餘下期間按合約未折現現金流量列示如下：

#### 45. FINANCIAL RISK MANAGEMENT (Continued)

##### Liquidity risk

The Group's objectives when managing liquidity risk are to maintain sufficient reserves of cash and adequate committed credit facilities. Also, the Group's policy is to regularly monitor current and expected liquidity requirements, in particular those relating to capital expenditure and repayments of debts. At the end of the reporting period, the Board of Directors expected that the Group had no significant liquidity risk in the near future. Details of the preparation of consolidated financial statements on a going concern basis are set out in note 2 to the consolidated financial statements.

The maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments is summarised below:

		1年內或 按 要求還款	1年以上 但在2年內 More than 1 year but within 2 years	2年以上 但在5年內 More than 2 years but less than 5 years	5年以上 Over 5 years	合計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
<b>於2019年12月31日</b>	<b>At 31 December 2019</b>					
應付賬款	Trade payables	7,678,035	—	—	—	7,678,035
其他應付款及 已收押金	Other payables and deposits received	8,897,431	—	—	—	8,897,431
租賃負債	Lease liabilities	219,102	137,580	149,999	27,453	534,134
有息借貸	Interest-bearing borrowings	7,699,649	2,219,797	2,615,706	355,329	12,890,481
其他非流動負債	Other non-current liabilities	—	40,000	—	—	40,000
應付或有代價	Contingent consideration payable	—	9,674	—	—	9,674
		<b>24,494,217</b>	<b>2,407,051</b>	<b>2,765,705</b>	<b>382,782</b>	<b>30,049,755</b>



#### 45. 金融風險因素(續)

##### 流動資金風險(續)

		Within 1 year or on demand 人民幣千元 RMB'000	More than 1 year but within 2 years 人民幣千元 RMB'000	More than 2 years but less than 5 years 人民幣千元 RMB'000	Over 5 years 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
<b>於2018年12月31日</b>	<b>At 31 December 2018</b>					
應付賬款	Trade payables	6,953,961	—	—	—	6,953,961
其他應付款及 已收押金	Other payables and deposits received	6,796,498	—	—	—	6,796,498
有息借貸	Interest-bearing borrowings	6,760,386	2,881,353	1,373,027	470,088	11,484,854
其他非流動負債	Other non-current liabilities	—	—	40,000	—	40,000
應付或有代價	Contingent consideration payable	—	—	9,862	—	9,862
		20,510,845	2,881,353	1,422,889	470,088	25,285,175

貸款協議包括一條給予貸款人在無條件情況下在任何時間要求收回貸款的條款，相關借貸金額因此已被歸類為「按要求還款」類別。儘管董事並不預期借貸人會行使其要求還款的權利，人民幣1,880,000,000元(2018：人民幣1,294,898,000元)於結算日已按上述方式歸類，該等借貸如依照貸款協議還款時間表如下：

The amounts repayable under loan agreements that include a clause that gives the lenders the unconditional right to call the loan at any time are classified under the “on demand” bracket. In this regard, interest-bearing borrowings of RMB1,880,000,000 (2018: RMB1,294,898,000) as at the end of the financial period have been so classified even though the directors do not expect that the lenders would exercise their rights to demand repayment and thus these borrowings would be repaid according to the following schedule as set out in the loan agreements:

		2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
<b>有息借貸</b>	<b>Interest-bearing borrowings</b>		
1年內	Within 1 year	<b>1,911,216</b>	1,311,553



#### 46. 公允價值計量

##### (a) 以公允價值列賬的金融資產及負債

下表呈列於2019年12月31日，按《香港綜合財務報告準則》第13號「公允價值計量」所釐定的公允價值等級制度的三個等級中，以公允價值計量或須定期於財務報表披露公允價值的金融資產與負債，公允價值計量的分級全數乃基於對整體計量有重大影響之輸入的最低等級。有關等級詳情如下：

- 級別1(最高級別)：本集團可在計量日存取在活躍市場上相同資產及負債的報價(未經調整)；
- 級別2：除包括在第一級的報價外，可直接或間接觀察之資產及負債的輸入；
- 級別3(最低級別)：無法觀察之資產及負債的輸入。

#### 46. FAIR VALUE MEASUREMENTS

##### (a) Financial assets and liabilities carried at fair value

The following table presents the financial assets and liabilities measured at fair value or required to disclose their fair value in these consolidated financial statements on a recurring basis at 31 December 2019 across the three levels of the fair value hierarchy defined in HKFRS 13, *Fair Value Measurement*, with the fair value measurement categorised in its entirety based on the lowest level of input that is significant to the entire measurement. The levels are defined as follows:

- Level 1 (highest level): quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 (lowest level): unobservable inputs for the asset or liability.



#### 46. 公允價值計量(續)

##### (a) 以公允價值列賬的金融資產及負債 (續)

#### 46. FAIR VALUE MEASUREMENTS (Continued)

##### (a) Financial assets and liabilities carried at fair value (Continued)

		2019				2018			
		級別1	級別2	級別3	合計	級別1	級別2	級別3	合計
		Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
<b>資產</b>	<b>Assets</b>								
<i>FVPL</i> 處理的金融資產	<i>Financial assets at FVPL</i>								
- 投資基金	- Investment funds	708,694	—	425,698	1,134,392	—	—	447,496	447,496
- 股本證券，上市	- Equity securities, listed	282	—	—	282	625	—	—	625
- 非上市股本證券	- Equity securities, unlisted	—	18,867	—	18,867	—	—	—	—
指定 <i>FVOCI</i>	<i>Designated FVOCI</i>								
- 股本證券，非上市	- Equity securities, unlisted	—	—	115,614	115,614	—	—	114,018	114,018
		708,976	18,867	541,312	1,269,155	625	—	561,514	562,139
<b>負債</b>	<b>Liabilities</b>								
按公允價值列賬及在損益	<i>Financial liabilities at FVPL</i>								
賬處理的金融負債									
- 應付或有代價	- Contingent consideration payable	—	—	9,674	9,674	—	—	9,862	9,862
		—	—	9,674	9,674	—	—	9,862	9,862

於2019年及2018年度內，沒有項目在級別1與級別2之間移轉，亦沒有項目移轉至級別3或由級別3轉出。

During the years ended 31 December 2019 and 2018, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

46. 公允價值計量(續)

(a) 以公允價值列賬的金融資產及負債  
(續)

於2019年及2018年內需定期作公允價值計量分類為級別3的詳細變動如下：

46. FAIR VALUE MEASUREMENTS (Continued)

(a) Financial assets and liabilities carried at fair value  
(Continued)

The details of the movements of the recurring fair value measurements categorised as Level 3 of the fair value hierarchy for the years ended 31 December 2019 and 2018 are shown as follows:

		2019			2018		
		資產 Assets		負債 Liabilities	資產 Assets		負債 Liabilities
		按 FVPL 處理 的金融資產 FVPL	指定 FVOCI Designated FVOCI		按 FVPL 處理 的金融資產 FVPL	指定 FVOCI Designated FVOCI	
		投資基金 Investment funds	非上市 股本證券 Equity securities, unlisted	應付 或有代價 Contingent consideration payable	投資基金 Investment funds	非上市 股本證券 Equity securities, unlisted	應付 或有代價 Contingent consideration payable
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於年初	At beginning of the year	447,496	114,018	(9,862)	—	—	(5,258)
採納香港財務報告準則 第9號重分類	Reclassification upon adoption of HKFRS 9	—	—	—	504,359	132,693	—
購入	Purchases/additions	20,033	—	—	48,735	—	—
出售	Disposal	(76,762)	(3,578)	—	(79,443)	(8,521)	—
已認列之總收益或(虧損)	Total gains or (losses) recognised:						
- 損益	- in profit or loss	26,938	—	188	(48,772)	—	(4,604)
- 其他全面收益	- in other comprehensive income	—	3,199	—	—	(16,265)	—
匯兌差額	Exchange difference	7,993	1,975	—	22,617	6,111	—
於結算日	At the end of the reporting period	425,698	115,614	(9,674)	447,496	114,018	(9,862)
於結算日持有之資產及 負債計入損益的當期 未實現收益或(虧損) 之變動	Change in unrelieved gain or (losses) for the year included in profit or loss for assets and liabilities held at the end of the reporting period	19,864	—	188	(50,601)	—	(4,604)



#### 46. 公允價值計量(續)

(a) 以公允價值列賬的金融資產及負債  
(續)

使用在級別2及級別3之公允價值  
計算之估價技術和重大輸入

- (i) 按FVPL處理的金融資產：  
投資基金

截至2019年12月31日，本集團有四個按公允價值列賬及在損益賬處理的金融資產的投資基金主要包括被分類為公允價值層級的級別3(2018年：四個級別3)。

在級別3其中一項投資基金的公允值是基於投資經理於結算日向投資者報告之投資基金資產淨額估計。級別3其餘三個(2018年：三個)之投資基金之公允值是根據基金所投資的公司的公允價值估計。所有級別3之投資基金均包括上市投資和非上市投資。上市投資的公允值估計是參考市場報價，而非上市投資的公允值是由有關基金經理利用包括平均EBITDA模型及市銷率模型在內的估價技術作評估。評估非上市公司的公允值時包括一些非由可觀察市場價格或比率支持之假定，包括年度預期增長率由-9%至8%(2018年：-8%至2%)、平均EBITDA模型及可比較公司之平均市銷率分別由5至22倍(2018：4.1倍至21.7倍)及由1.40倍至1.62倍(2018：1.18至1.35倍)。

#### 46. FAIR VALUE MEASUREMENTS (Continued)

(a) Financial assets and liabilities carried at fair value  
(Continued)

Valuation techniques and significant inputs used in Level 2  
and Level 3 fair value measurement

- (i) Financial assets at FVPL: Investment funds

As at 31 December 2019, the Group's financial assets at FVPL mainly comprise four investment funds which are categorised as Level 3 (2018: four Level 3) of the fair value hierarchy.

The fair value of one of the investment funds in Level 3 is estimated based on the net asset value of the investment fund reported to the investors by the investment manager as at the end of the reporting period. For the remaining three (2018: three) investment funds in Level 3, their fair values are estimated based on the fair values of the companies invested by the funds. All of the investment funds in Level 3 included both listed investments and unlisted investments. The fair values of listed investments are estimated with reference to quoted market price, while the fair values of unlisted investments are estimated by the respective investment managers using valuation techniques including mainly average earnings before interest, tax and amortisation (EBITDA) multiple model and price/sales (P/S) multiple model. In determining the fair value of unlisted investments, it includes assumptions that are not supported by observable market prices or rates. The expected annual growth rates of unquoted companies invested by the funds ranging from -9% to 8% (2018: -8% to 2%), average EBITDA multiple and average price/sales (P/S) multiples of comparable companies of the corresponding industries ranging from 5 to 22 times (2018: from 4.1 to 21.7 times) and ranging from 1.40 to 1.62 times (2018: 1.18 to 1.35 times) respectively.

#### 46. 公允價值計量(續)

(a) 以公允價值列賬的金融資產及負債  
(續)

(ii) 按FVPL處理的金融資產：  
非上市股本證券

非上市股本證券之公允價值乃經參考相關股本證券之資產淨值後釐定。

(iii) 指定FVOCI：非上市股本證券

在級別3之一項於期內投資的非上市股本證券的公允價值是由投資經理利用市銷率模型作釐定。評估非上市之股本證券的公允價值時包括一些由非可觀察市場價格或比率支持之假定，包括預期增長率為0% (2018年：-1%) 及可比較公司之平均市銷率為1.40倍 (2018年：1.18倍)。

(iv) FVPL處理之金融負債：應付或有代價

級別三應付或有代價之公允價值乃根據預期付款金額及其相關概率採用收益法釐定。適當時，折扣至現值。董事認為，將一項或多項投入改為合理可能的替代假設不會顯著改變公允價值。

#### 46. FAIR VALUE MEASUREMENTS (Continued)

(a) Financial assets and liabilities carried at fair value  
(Continued)

(ii) Financial assets at FVPL: Unlisted equity securities

The fair value of unlisted equity securities is determined with reference to the net assets value of the underlying equity securities.

(iii) Designated FVOCI: Unlisted equity securities

The fair value of the unlisted equity securities in Level 3 are mainly determined by the investment manager using price/sales (P/S) multiple model. In determining the fair value of the unlisted equity securities, it includes assumptions that are not supported by observable market prices or rates, including expected annual growth rates of 0% (2018: -1%) and comparable companies' average P/S multiples of 1.40 times (2018: 1.18 times).

(iv) Financial liabilities at FVPL: Contingent consideration payable

The fair value of contingent consideration payable in Level 3 is determined by using the income approach based on the expected payment amounts and their associated probabilities. When appropriate, it is discounted to present value. In the opinion of the directors, changing one or more of the inputs to reasonably possible alternative assumptions would not change the fair value significantly.



#### 46. 公允價值計量(續)

#### 46. FAIR VALUE MEASUREMENTS (Continued)

##### (a) 以公允價值列賬的金融資產及負債 (續)

##### (a) Financial assets and liabilities carried at fair value (Continued)

##### 主要不可觀察輸入敏感度之變動

##### Sensitivity to changes in significant unobservable inputs

級別3公允價值計量之主要不可觀察輸入敏感度之變動如下：

The sensitivity to changes in significant unobservable inputs for Level 3 fair value measurements are as follows:

描述 Description	於2019年 12月31日之 公允價值 Fair value at 31 December 2019 人民幣千元 RMB'000	估值技術 Valuation techniques	不可觀察輸入 Unobservable input	不可觀察輸入的轉變對公允價值的敏感度 (假設其他因素保持不變) Sensitivity of fair value to changes in unobservable inputs (assuming other factors remain unchanged)	合理的可能範圍 Reasonably possible range	公允價值及本集團 本年度其他全面 收益的影響 Impact on fair value and the Group's total comprehensive income for the year 人民幣千元 RMB'000
按FVPL處理的金融資產 Financial assets at FVPL						
投資基金 Investment funds	425,698	EBITDA模型 EBITDA multiple	年度預期增長率 Expected annual growth rates	年度預期增長率越高， 其公允價值越高，反之亦然； The higher the expected annual growth rate, the higher the fair value and vice versa;	+/-10%	+/-9,084
			可比較公司之平均市盈率 Average EBITDA of comparable companies	可比較公司之平均市盈率越高，其公允價值越高，反 之亦然； The higher average EBITDA of comparable companies, the higher the fair value and vice versa;	+/-8%	+/-7,884
		市銷率模型 P/S multiple	預計年增長率 Expected annual growth rates	其公允價值越高，反之亦然； The higher the expected annual growth rate, the higher the fair value and vice versa;	+/-5%	+/-2,528
			可比較公司之平均市銷率 Average P/S ratio of comparable companies	可比較公司之平均市銷率，更高的公允價值，反之亦 然； The higher average P/S ratio of comparable companies, the higher the fair value and vice versa;	+/-31%	+/-15,579
指定FVOCI Designated FVOCI						
股本證券，非上市 Equity securities, unlisted	115,614	市銷率模型 P/S multiple	年度預期增長率 Expected annual growth rates	相關資產的年度預期增長率越高， 其公允價值越高，反之亦然。 The higher the expected annual growth rate, the higher the fair value and vice versa;	+/-5%	+/-4,362
			可比較公司之平均市銷率 Average P/S ratio of comparable companies	可比較公司之平均市銷率，更高的公允價值，反之亦 然； The higher average P/S ratio of comparable companies, the higher the fair value and vice versa;	+/-36%	+/-31,158

46. 公允價值計量(續)

46. FAIR VALUE MEASUREMENTS (Continued)

(a) 以公允價值列賬的金融資產及負債  
(續)

主要不可觀察輸入敏感度之變動  
(續)

(a) Financial assets and liabilities carried at fair value  
(Continued)

Sensitivity to changes in significant unobservable inputs (Continued)

描述 Description	於2018年 12月31日之 公允價值 Fair value at 31 December 2018	估值技術 Valuation techniques	不可觀察輸入 Unobservable input	不可觀察輸入的轉變對公允價值的敏感度 (假設其他因素保持不變) Sensitivity of fair value to changes in unobservable inputs (assuming other factors remain unchanged)	合理的可能範圍 Reasonably possible range	公允價值及本集團 本年度其他全面 收益的影響 Impact on fair value and the Group's total comprehensive income for the year
	人民幣千元 RMB'000					
按FVPL處理的金融資產 Financial assets at FVPL						
投資基金 Investment funds	447,496	市盈率模型 P/E multiple	年度預期增長率 Expected annual growth rates	年度預期增長率越高， 其公允價值越高，反之亦然； The higher the expected annual growth rate, the higher the fair value and vice versa;	+/-10%	+/-1,259
			可比較公司之平均市盈率 Average P/E ratio of comparable companies	可比較公司之平均市盈率越高，其公允價值越高，反 之亦然； The higher average P/E ratio of comparable companies, the higher the fair value and vice versa;	+/-4%	+/-512
		市盈率模型 P/S multiple	預計年增長率 Expected annual growth rates	其公允價值越高，反之亦然； The higher the expected annual growth rate, the higher the fair value and vice versa;	+/-5%	+/-1,676
			可比較公司之平均市銷率 Average P/S ratio of comparable companies	可比較公司之平均市銷率，更高的公允價值，反之亦 然； The higher average P/S ratio of comparable companies, the higher the fair value and vice versa;	+/-37%	+/-11,004
指定FVOCI Designated FVOCI						
投資基金 Equity securities, unlisted	114,018	市盈率模型 P/S multiple	年度預期增長率 Expected annual growth rates	相關資產的年度預期增長率越高， 其公允價值越高，反之亦然。 The higher the expected annual growth rate, the higher the fair value and vice versa;	+/-5%	+/-4,865
			可比較公司之平均市銷率 Average P/S ratio of comparable companies	可比較公司之平均市銷率，更高的公允價值，反之亦 然； The higher average P/S ratio of comparable companies, the higher the fair value and vice versa;	+/-42%	+/-36,678



#### 46. 公允價值計量(續)

##### (a) 以公允價值列賬的金融資產及負債 (續)

###### 級別3公允價值計量的估值流程

本集團先採用可取得的市場可觀察數據估計等級制度級別3內的投資基金及非上市股本證券之公允價值。若級別1輸入不能取得，本集團向有關基金經理或信託管理人取得投資基金之估值。

本集團的財務部包括一個團隊負責檢閱投資基金的投資經理或信託管理人以財務報告為目的進行的估值。該團隊直接向高階管理層報告。而管理層、投資基金的投資經理或信託管理人對於評估過程和結果會每年至少舉行一次討論。財務部會在每個財政年度跟投資基金的投資經理或信託管理人密切配合建立合適的估值技術和輸入估值模型，驗證所有主要的不可觀察輸入，與上年度估值報告變動分析估價變動並與投資基金的投資經理或信託管理人討論。

##### (b) 以公允價值以外列賬的金融工具公允價值

董事認為，本集團並無其他金融資產及負債的賬面值與其於2019年12月31日的公允值有重大差異。

#### 46. FAIR VALUE MEASUREMENTS (Continued)

##### (a) Financial assets and liabilities carried at fair value (Continued)

###### Valuation processes used in Level 3 fair value measurement

In estimating the fair value of investment fund and unlisted equity securities within Level 3 of the fair value hierarchy, the Group uses market observable-data to the extent it is available. Where Level 1 inputs are not available, the Group obtains the valuations provided by the respective investment managers or trust administrator for the investment funds.

The Group's finance department includes a team that reviews the valuations performed by the investment managers or trust administrator of the investment funds for financial reporting purposes. The team reports directly to the senior management. Discussions of valuation processes and results are held between the management, investment managers or trust administrator of the investment funds at least once every year. At each financial year end, the finance department works closely with the investment managers or trust administrator of the investment funds to establish the appropriate valuation techniques and inputs to the valuation models, verifies all major unobservable inputs in the valuations, assesses valuations movements when compared to the prior year valuation report and holds discussions with the investment managers or trust administrator of the investment funds.

##### (b) Fair values of financial assets and liabilities carried at other than fair value

In the opinion of the directors, no other financial assets and liabilities of the Group are carried at amount materially different from their fair values as at 31 December 2019.



#### 47. 承擔

除於本綜合財務報表其他部份披露之承擔，本集團有下列承擔：

##### 資本支出承擔

已訂約但未撥備

購買物業、機器及  
設備開支  
投資基金

Contracted but not provided for:

Expenditures on property, plant and  
equipment  
Investment funds

#### 47. COMMITMENTS

In addition to the commitments disclosure elsewhere in the consolidated financial statements, the Group has the commitments as follow:

##### Capital expenditure commitments

		2019 人民幣千元 <b>RMB'000</b>	2018 人民幣千元 RMB'000
已訂約但未撥備	Contracted but not provided for:		
購買物業、機器及 設備開支	Expenditures on property, plant and equipment	<b>650,104</b>	1,052,032
投資基金	Investment funds	<b>12,296</b>	30,212
		<b>662,400</b>	1,082,244



#### 48. 本公司之財務狀況表

根據香港公司法的披露規定，本公司財務狀況表及其儲備之變動列示如下：

#### 48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the disclosure requirements of the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movements in its reserves are set out below:

		2019	2018
	附註 Note	人民幣千元 RMB'000	人民幣千元 RMB'000
<b>資產</b>	<b>ASSETS</b>		
<b>非流動資產</b>	<b>Non-current assets</b>		
物業、機器及設備	Property, plant and equipment	415	94
使用權資產	Right-of-use assets	530	—
附屬公司權益	Interest in subsidiaries	12,691,224	11,505,969
按FVPL處理的金融資產	Financial assets at FVPL	425,980	448,121
指定FVOCI	Equity instruments designated as at FVOCI	7,428	6,876
		<b>13,125,577</b>	11,961,060
<b>流動資產</b>	<b>Current assets</b>		
預付款項及其他應收款項	Prepayments and other receivables	10,868	18,901
附屬公司之應收款項	Amount due from a subsidiary	3,037,521	2,949,907
銀行結餘及現金	Bank balances and cash	154,929	98,312
		<b>3,203,318</b>	3,067,120
<b>總資產</b>	<b>Total assets</b>	<b>16,328,895</b>	15,028,180
<b>股東權益及負債</b>	<b>EQUITY AND LIABILITIES</b>		
<b>股本及儲備</b>	<b>Capital and reserves</b>		
發生股本	Issued capital	235,401	235,204
股份溢價	Share premium	724,384	664,400
儲備	Reserves	5,681,607	7,928,540
	48(a)		
<b>股東權益總額</b>	<b>Total equity</b>	<b>6,641,392</b>	8,828,144

48. 本公司之財務狀況表(續)

48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

	附註 Note	2019 人民幣千元 RMB'000	2018 人民幣千元 RMB'000
<b>非流動負債</b>	<b>Non-current liabilities</b>		
長期有息借貸	Long-term interest-bearing borrowings	4,363,063	3,224,388
租賃負債	Lease liabilities	213	—
員工福利責任	Employee benefit obligations	—	64,691
		<b>4,363,276</b>	3,289,079
<b>流動負債</b>	<b>Current liabilities</b>		
其他應付款	Other payables	78,929	72,609
有息借貸之即期部分	Current portion of interest-bearing borrowings	5,244,973	2,838,348
租賃負債	Lease liabilities	325	—
		<b>5,324,227</b>	2,910,957
<b>總負債</b>	<b>Total liabilities</b>	<b>9,687,503</b>	6,200,036
<b>股東權益總額及負債總額</b>	<b>Total equity and liabilities</b>	<b>16,328,895</b>	15,028,180

本財務狀況表於2020年3月23日董事會批准及授權簽發，並由以下人士代表簽署

The statement of financial position was approved and authorised for issue by the Board of Directors on 23 March 2020 and signed on its behalf by

魏宏名 Wei Hong-Ming  
董事 Director

井田純一郎 Junichiro Ida  
董事 Director



48. 本公司之財務狀況表(續)

48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

(a) 儲備之變動

(a) Movements of the reserves

		股份贖回儲備	重估值儲備	外幣換算儲備	投資 重估值儲備 (不可轉回)	購股權儲備	保留溢利	總額
		Capital redemption reserve	Remeasur- ement reserve	Exchange translation reserve	Investment revaluation reserve (Non- recycling)	Share-based payment reserve	Retained Profits	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2018年1月1日	At 1 January 2018	400	(3,899)	177,178	—	428,117	5,936,646	6,538,442
本年度溢利	Profit for the year	—	—	—	—	—	2,257,116	2,257,116
本年度其他全面(虧損)收益	Other comprehensive (loss) income for the year	—	(32,635)	57,215	(4,230)	—	2,397	22,747
權益結算股份支付之款項	Equity settled share-based transactions	—	—	—	—	32,799	—	32,799
根據購股權計劃發行之股份	Shares issued under share option scheme	—	—	—	—	(13,025)	—	(13,025)
購股權失效	Shares option lapsed	—	—	—	—	(25,496)	25,496	—
已批准及派發2017年末期股息	2017 final dividend approved and paid	—	—	—	—	—	(909,539)	(909,539)
於2018年12月31日	At 31 December 2018	400	(36,534)	234,393	(4,230)	422,395	7,312,116	7,928,540
於2019年1月1日	At 1 January 2019	400	(36,534)	234,393	(4,230)	422,395	7,312,116	7,928,540
本年度溢利	Profit for the year	—	—	—	—	—	178,494	178,494
本年度其他全面收益(虧損)	Other comprehensive income (loss) for the year	—	36,534	(18,054)	4,037	—	(36,534)	(14,017)
權益結算股份支付之款項	Equity settled share-based transactions	—	—	—	—	24,504	—	24,504
員工福利責任轉移至 附屬公司承擔(附註35)	Employee benefits obligations borne by subsidiaries (note 35)	—	—	—	—	—	41,487	41,487
根據購股權計劃發行之股份	Shares issued under share option scheme	—	—	—	—	(14,080)	—	(14,080)
購股權失效	Shares option lapsed	—	—	—	—	(40,574)	40,574	—
已批准及派發2018年末期 及特別股息	2018 final and special dividend approved and paid	—	—	—	—	—	(2,463,321)	(2,463,321)
於2019年12月31日	At 31 December 2019	400	—	216,339	(193)	392,245	5,072,816	5,681,607

於2019年12月31日，本公司可分配之儲備包括保留溢利及股份溢價之金額為人民幣5,797,200,000元(2018年：人民幣7,976,516,000元)。

At 31 December 2019, the Company's distributable reserves including retained profits and share premium amounted to RMB5,797,200,000 (2018: RMB7,976,516,000).

#### 49. 主要附屬公司

下列包括由本公司直接及間接持有之主要附屬公司，董事認為該等公司對本年度收益有重大貢獻，或組成本集團總資產的重要部份。董事認為詳列其他附屬公司的資料會致篇幅冗長。

#### 49. PRINCIPAL SUBSIDIARIES

The following included the principal subsidiaries directly or indirectly held by the Company and, in the opinion of directors, are significant to the revenue for the year or form a substantial portion of total assets of the Group. The directors consider that giving details of other subsidiaries would result in particulars of excess length.

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ operation	註冊資本/已發行股本 Registered capital/ issued share capital	應佔股權比例 Proportion of ownership interest		主要業務 Principal activity
			直接 Directly	間接 Indirectly	
康師傅方便食品(BVI)有限公司 Master Kong Instant Foods (BVI) Co., Ltd.	英屬處女群島 BVI	US\$2	100%	—	投資控股 Investment holding
天津頂益食品有限公司 Tianjin Tingyi Food Co., Ltd.	中國 PRC	US\$72,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
廣州頂益食品有限公司 Guangzhou Tingyi Food Co., Ltd.	中國 PRC	US\$31,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 杭州頂益食品有限公司 * Hangzhou Tingyi Food Co., Ltd.	中國 PRC	US\$151,500,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
瀋陽頂益食品有限公司 Shenyang Tingyi Food Co., Ltd.*	中國 PRC	US\$17,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
武漢頂益食品有限公司 Wuhan Tingyi Food Co., Ltd.	中國 PRC	US\$17,800,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
西安頂益食品有限公司 Xian Tingyi Food Co., Ltd.	中國 PRC	US\$44,300,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
哈爾濱頂益食品有限公司 Harbin Ting Yi Food Co., Ltd.	中國 PRC	US\$14,200,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
福建頂益食品有限公司 Fujian Tingyi Food Co., Ltd.	中國 PRC	US\$4,500,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 南京頂益食品有限公司 * NanJing Tingyi Food Co., Ltd	中國 PRC	US\$14,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 康師傅(昆明)方便食品有限公司 * Master Kong (Kunming) Convenient Food Co., Ltd.*	中國 PRC	US\$32,500,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 康師傅(瀋陽)方便食品有限公司 * Master Kong (Shenyang) Convenient Food Co., Ltd.*	中國 PRC	US\$6,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles



49. 主要附屬公司(續)

49. PRINCIPAL SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ operation	註冊資本/ 已發行股本 Registered capital/ issued share capital	應佔股權比例 Proportion of ownership interest		主要業務 Principal activity
			直接 Directly	間接 Indirectly	
江門頂益食品有限公司 Jiangmen Tingyi Food Co., Ltd.	中國 PRC	US\$29,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
成都頂益食品有限公司 Cheng Du Tingyi Food Co., Ltd.	中國 PRC	US\$17,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 新疆頂益食品有限公司 * Xinjiang Tingyi Food Co., Ltd.	中國 PRC	US\$3,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 康師傅(重慶)方便食品有限公司 * Master Kong (Chongqing) Convenient Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 鄭州頂益食品有限公司 * Zhengzhou Tingyi Food Co., Ltd. *	中國 PRC	US\$50,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
重慶頂益食品有限公司 Chongqing Tingyi Food Co., Ltd.	中國 PRC	US\$22,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
康師傅方便麵投資(中國)有限公司 Master Kong Instant Noodle Investment (China) Co., Ltd.	中國 PRC	US\$227,500,000	—	100%	投資控股 Investment holding
康師傅糕餅(BVI)有限公司 Master Kong Bakery (BVI) Co., Ltd.	英屬處女群島 BVI	US\$1	100%	—	投資控股 Investment holding
康師傅方便食品投資(中國)有限公司 Master Kong Instant Foods Investment (China) Co., Ltd.	中國 PRC	US\$98,900,000	—	100%	投資控股 Investment holding
天津頂園食品有限公司 Tianjin Tingyuan Food Co., Ltd.	中國 PRC	US\$37,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant food
康師傅飲品(BVI)有限公司 Master Kong Beverages (BVI) Co., Ltd.	英屬處女群島 BVI	US\$55,263	90.50%	—	投資控股 Investment holding
康師傅飲品控股有限公司 KSF Beverage Holding Co., Ltd.	開曼群島 Cayman Islands	US\$10,527.37	30.4%	47.51%	投資控股 Investment holding
* 天津頂津食品有限公司 * Tianjin Tingjin Food Co., Ltd.	中國 PRC	US\$60,840,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
廣州頂津食品有限公司 Guangzhou Tingjin Food Co., Ltd.	中國 PRC	US\$20,000,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
* 杭州頂津食品有限公司 * Hangzhou Tingjin Food Co., Ltd.	中國 PRC	US\$38,100,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages

49. 主要附屬公司(續)

49. PRINCIPAL SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ operation	註冊資本/已發行股本 Registered capital/ issued share capital	應佔股權比例 Proportion of ownership interest		主要業務 Principal activity
			直接 Directly	間接 Indirectly	
* 康師傅(杭州)飲品有限公司	中國	US\$28,350,000	—	77.91%	製造及銷售飲品
* Master Kong (Hangzhou) Beverage Co., Ltd.#	PRC				Manufacture and sale of beverages
* 武漢頂津食品有限公司	中國	US\$73,500,000	—	77.91%	製造及銷售飲品
* Wuhan Tingjin Food Co., Ltd.#	PRC				Manufacture and sale of beverages
西安頂津食品有限公司	中國	US\$5,000,000	—	77.91%	製造及銷售飲品
Xi'an Tingjin Food Co., Ltd.#	PRC				Manufacture and sale of beverages
重慶頂津食品有限公司	中國	US\$24,000,000	—	77.91%	製造及銷售飲品
Chongqing Tingjin Food Co., Ltd. #	PRC				Manufacture and sale of beverages
青島頂津食品有限公司	中國	US\$15,000,000	—	77.91%	製造及銷售飲品
Qingdao Tingjin Food Co., Ltd.	PRC				Manufacture and sale of beverages
福建頂津食品有限公司	中國	US\$13,700,000	—	77.91%	製造及銷售飲品
Fujian Tingjin Food Co., Ltd.	PRC				Manufacture and sale of beverages
* 哈爾濱頂津食品有限公司	中國	US\$33,000,000	—	77.91%	製造及銷售飲品
* Harbin Tingjin Food Co., Ltd.	PRC				Manufacture and sale of beverages
* 合肥頂津食品有限公司	中國	US\$10,000,000	—	77.91%	製造及銷售飲品
* Hefei Tingjin Food Co., Ltd. #	PRC				Manufacture and sale of beverages
* 昆明頂津食品有限公司	中國	US\$12,000,000	—	77.91%	製造及銷售飲品
* Kunming Tingjin Food Co., Ltd	PRC				Manufacture and sale of beverages
* 鄭州頂津食品有限公司	中國	US\$24,000,000	—	77.91%	製造及銷售飲品
* Zhengzhou Tingjin Food Co., Ltd.	PRC				Manufacture and sale of beverages
* 蘭州頂津食品有限公司	中國	US\$16,000,000	—	77.91%	製造及銷售飲品
* Lanzhou Tingjin Food Co., Ltd. #	PRC				Manufacture and sale of beverages
* 康師傅(瀋陽)飲品有限公司	中國	US\$41,000,000	—	77.91%	製造及銷售飲品
* Master Kong (Shenyang) Beverage Co., Ltd.	PRC				Manufacture and sale of beverages
* 康師傅(西安)飲品有限公司	中國	US\$48,500,000	—	77.91%	製造及銷售飲品
* Master Kong (Xi'an) Beverage Co., Ltd	PRC				Manufacture and sale of beverages
* 康師傅(天津)飲品有限公司	中國	US\$31,800,000	—	77.91%	製造及銷售飲品
* Master Kong (Tianjin) Beverage Co., Ltd.	PRC				Manufacture and sale of beverages
* 揚州頂津食品有限公司	中國	US\$36,500,000	—	77.91%	製造及銷售飲品
* Yangzhou Tingjin Food Co., Ltd.	PRC				Manufacture and sale of beverages
* 廣州頂津飲品有限公司	中國	US\$59,300,000	—	77.91%	製造及銷售飲品
* Guangzhou Tingjin Beverage Co., Ltd. #	PRC				Manufacture and sale of beverages
* 康師傅(烏魯木齊)飲品有限公司	中國	US\$12,000,000	—	77.91%	製造及銷售飲品
* Master Kong (Wulumuqi) Beverage Co., Ltd. #	PRC				Manufacture and sale of beverages



#### 49. 主要附屬公司(續)

#### 49. PRINCIPAL SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ operation	註冊資本/已發行股本 Registered capital/ issued share capital	應佔股權比例 Proportion of ownership interest		主要業務 Principal activity
			直接 Directly	間接 Indirectly	
* 廊坊頂津食品有限公司 * Langfang Tingjin Food Co., Ltd	中國 PRC	US\$28,500,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
* 蘇州頂津食品有限公司 * Suzhou Ting Jin Food Co., Ltd.	中國 PRC	US\$41,500,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
康師傳飲品投資(中國)有限公司 Master Kong Beverage Investment (China) Co., Ltd.	中國 PRC	US\$196,677,000	—	77.91%	投資控股 Investment holding
中國灌裝企業(香港)有限公司 China Bottlers (Hong Kong) Limited	香港 Hong Kong	US\$2	—	77.91%	投資控股 Investment holding
百事(中國)投資有限公司 PepsiCo Investment (China) Ltd.	中國 PRC	US\$358,216,517	—	77.91%	投資控股 Investment holding
百事飲料(廣州)有限公司 PepsiCo Beverages (Guangzhou) Limited #	中國 PRC	US\$197,800,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
廣州百事可樂飲料有限公司 Guangzhou Pepsi-Cola Beverage Company Limited	中國 PRC	US\$66,650,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
* 北京百事可樂飲料有限公司 * Beijing Pepsi-Cola Beverage Co., Ltd.	中國 PRC	US\$14,119,449	—	50.64%	製造及銷售飲品 Manufacture and sale of beverages
* 長春百事可樂飲料有限公司 * Changchun Pepsi-Cola Beverage Co., Ltd.	中國 PRC	US\$20,000,000	—	67.63%	製造及銷售飲品 Manufacture and sale of beverages
* 天津百事可樂飲料有限公司 * Tianjin Pepsi-Cola Beverage Company Limited	中國 PRC	RMB100,000,000	—	68.56%	製造及銷售飲品 Manufacture and sale of beverages
成都百事飲料有限公司 Chengdu PepsiCo Beverages Company Limited	中國 PRC	US\$6,600,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
蘭州百事飲料有限公司 Lanzhou PepsiCo Beverages Company Limited #	中國 PRC	US\$1,350,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
* 重慶百事天府飲料有限公司 * Chongqing Pepsi-Tianfu Beverage Company Limited	中國 PRC	US\$17,845,000	—	73.54%	製造及銷售飲品 Manufacture and sale of beverages
深圳百事可樂飲料有限公司 Shenzhen Pepsi-Cola Beverage Co., Ltd.	中國 PRC	US\$12,250,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
* 杭州百事可樂飲料有限公司 * Hangzhou Pepsi-Cola Beverage Co., Ltd.	中國 PRC	US\$10,400,000	—	38.96%	製造及銷售飲品 Manufacture and sale of beverages
長沙百事可樂飲料有限公司 Changsha Pepsi-Cola Beverage Company Limited #	中國 PRC	US\$28,000,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
福州百事可樂飲料有限公司 Fuzhou Pepsi-Cola Beverage Co., Ltd.	中國 PRC	RMB19,764,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages



49. 主要附屬公司(續)

49. PRINCIPAL SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 營業地點 Place of incorporation/ operation	註冊資本/已發行股本 Registered capital/ issued share capital	應佔股權比例 Proportion of ownership interest		主要業務 Principal activity
			直接 Directly	間接 Indirectly	
* 百事飲料(南昌)有限公司 * Pepsi Beverage (Nanchang) Company Limited	中國 PRC	US\$9,000,000	—	54.54%	製造及銷售飲品 Manufacture and sale of beverages
* 西安百事可樂飲料有限公司 * Xi'an Pepsi-Cola Beverage Company Limited	中國 PRC	US\$5,000,000	—	62.33%	製造及銷售飲品 Manufacture and sale of beverages
鄭州百事飲料有限公司 Zhengzhou PepsiCo Beverage Co., Ltd.#	中國 PRC	US\$21,000,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
哈爾濱百事可樂飲料有限公司 Harbin Pepsi-Cola Beverage Co., Ltd.#	中國 PRC	US\$35,000,000	—	77.91%	製造及銷售飲品 Manufacture and sale of beverages
頂通(BVI)有限公司 Tingtong (BVI) Limited	英屬處女群島 BVI	US\$1,000	100%	—	投資控股 Investment holding
頂通(開曼島)控股有限公司 Tingtong (Cayman Islands) Holding Corp.	開曼群島 Cayman Islands	US\$2,118,334	—	100%	投資控股 Investment holding
頂益(BVI)國際有限公司 Tingyi (BVI) Int'l Co., Ltd.	英屬處女群島 BVI	US\$50,000	100%	—	本集團之採購代理 Purchasing and sales agent for the Group
富都投資有限公司 Wealth City Investment Limited	英屬處女群島 BVI	US\$147,232,000	—	100%	投資控股 Investment holding
中國頂雅控股有限公司 China Dingya Holding Limited	英屬處女群島 BVI	US\$1	100%	—	投資控股 Investment holding
上海金球名豪企業發展有限公司 Shanghai Jinqiu Minghao Enterprise Elaboration Co., Ltd.#	中國 PRC	US\$135,000,000	—	100%	提供物業管理服務 Provision of properties management service
天津頂育諮詢有限公司 Tianjin Tingyu Consulting Co., Ltd.	中國 PRC	US\$200,000	100%	—	提供管理服務 Provision of management services

\* 該等附屬公司註冊為中外合資/合作企業。

# 英文翻譯只供識別

\* These subsidiaries are registered as Sino-foreign equity joint venture companies.

# English translation for identification purposes only.

其他本集團於中國境內之附屬公司均成立及註冊為全資外商企業。

The other subsidiaries in the PRC are established and registered as wholly-owned foreign enterprises.



## 50. 報告期後事項

自新型冠狀病毒(COVID-19)疫情自2020年初於中國爆發以來，中國政府一直在採取持續的預防和控制措施。疫情對中國經濟以及本集團造成影響，方便麵事業和飲料事業將受到不同程度的影響。本集團將密切監察新冠疫情之狀況，評估並積極應對其對本集團財務狀況及經營成果的影響。

## 50. EVENTS AFTER THE REPORTING PERIOD

Since the outbreak of the Novel Coronavirus (COVID-19) disease in China in early 2020, ongoing prevention and control measures have been carried out by the Chinese government. The epidemic will impact the overall economy in China as well as the Group, the instant noodles and beverage sector will be affected to different extent. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operating results of the Group.

# 附 件 五



# 獨立核數師報告 Independent Auditor's Report



**MAZARS CPA LIMITED**  
中審眾環(香港)會計師事務所有限公司  
42nd Floor, Central Plaza,  
18 Harbour Road, Wan Chai, Hong Kong  
香港灣仔港灣道18號中環廣場42樓

致康師傅控股有限公司  
(於開曼群島註冊成立的有限公司)  
全體股東

To the shareholders of  
**Tingyi (Cayman Islands) Holding Corp.**  
(incorporated in the Cayman Islands with limited liability)

## 意見

本核數師已審核列載於第132頁至301頁之康師傅控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此財務報表包括於2019年12月31日之綜合財務狀況表，截至該日止年度之綜合收益表，綜合全面收益表，綜合股東權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實兼公平地反映貴集團於2019年12月31日之財務狀況及截至該日止年度其財務表現及現金流量，並已按照香港公司條例之披露規定妥為編製。

## 意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們就該等準則承擔的責任在本報告「核數師就審核綜合財務報表須承擔的責任」部分中闡述。根據香港會計師公會的專業會計師道德守則(以下簡稱「守則」)，我們獨立於貴集團，並已根據守則履行我們其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## 關鍵審計事項

關鍵審計事項是按照我們的專業判斷，於我們審核本期間之綜合財務報表而言至為重要之事項。我們在審核整體綜合財務報表及出具意見時已處理該等事項，我們不會對該等事項另行提供意見。

## OPINION

We have audited the consolidated financial statements of Tingyi (Cayman Islands) Holding Corp. (the "Company") and its subsidiaries (together the "Group") set out on pages 132 to 301, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

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

## 關鍵審計事項

### 機器及設備的減值

貴集團之物業、機器及設備於2019年12月31日的賬面值為人民幣23,014,000,000元。其中於2019年12月31日的機器及設備賬面值為人民幣13,218,000,000元。任何已識別的資產減值可能會對綜合財務報表構成重大影響。截至2019年12月31日，貴集團對若干個別機器及設備所確認之減值撥備為人民幣152,000,000元。

於結算日，貴集團考慮內部和外來的信息，包括但不只限於技術過時，對貴集團造成負面影響的重大資產使用用途改變，延長閒置的時期，資產的經濟效益比預期更差，以判斷機器及設備有否存在減值跡象。

倘存有此跡象，減值測試將會執行。資產的賬面值將減值至可回收金額，則其公允值減去出售成本及使用價值之較高者。貴集團須對機器設備作減值評估並主要採用使用價值以評估資產所屬的現金產生單位（「現金產生單位」）之可收回款額或；如適用，參考若干個別資產的公允值減去出售成本以作為該等資產的可收回金額之計量。

我們判斷機器及設備的賬面值為關鍵審計事項是基於對綜合財務報表的重要性及作任何減值處理時所涉及之判斷和估計。當進行減值檢討和測試時，在考慮減值指標及釐定減值模型所作出的重大假設均也涉及管理層的重大判斷。

有關披露分別載於綜合財務報表附註5(ii)及15內。

## Key Audit Matter

### *Impairment of machinery and equipment*

The carrying amount of the Group's property, plant and equipment amounted to RMB23,014 million at 31 December 2019. Of which, the carrying amount of the Group's machinery and equipment as at 31 December 2019 was RMB13,218 million. Any impairment of those assets identified may have material impact on the consolidated financial statements. An impairment loss of RMB152 million has been recognised for certain machinery and equipment for the year ended 31 December 2019.

At the end of each reporting period, the Group reviewed internal and external sources of information, including but not limited to technical obsolescence to usage, significant change in use of assets with adverse effect on the Group, prolonged period of time being idle and economic performance of an asset was expected to be worse than expected, to assess whether there is any indication that machinery and equipment may be impaired.

If any such indication exists, an impairment test will be conducted. The carrying amounts of the assets will be written down to their recoverable amounts which are the higher of fair value less costs of disposal and value in use. The Group shall perform impairment assessment on machinery and equipment by estimating the recoverable amounts of the cash generating units ("CGUs") to which the assets belong principally based on their value in use or, if applicable, to measure the recoverable amount of certain individual assets with reference to their fair value less costs of disposal.

We identified the carrying amount of machinery and equipment as a key audit matter because of its significance to the consolidated financial statements and the judgment and estimation involved in the impairment review and test of machinery and equipment including the consideration of the indicators of impairment and the determination of the key assumptions applied in the impairment model.

Related disclosures are included in notes 5(ii) and 15 to the consolidated financial statements.



### 我們的審計如何處理關鍵審計事項

我們就管理層對物業、機器及設備的減值評估所執行的主要程序包括：

- a) 與管理層討論用於識別有減值跡象的機器及設備之基準及流程及審閱使用紀錄，以及機器及設備的盈利率，假如確定有該等減值跡象，評估管理層的減值測試是否根據香港財務準則之要求而進行；
- b) 評估管理層就計算減值金額所採用之減值模型及釐定資產所屬的現金產生單位時所作出的判斷的恰當性；
- c) 驗證計算使用價值中現金流模式的運算的準確性；
- d) 依據我們對食品及飲料業務及市場的知識，質疑關鍵假設的合理性；
- e) 將輸入數據對賬至支持憑證，如未來生產計劃及經批准的預算，並考慮該等預算的合理性及可行性；
- f) 參考活躍市場的市場價值(如適用)以驗證已估算之公允值減去出售成本；及
- g) 考慮貴集團就有關減值評估披露的充足性。

### How our audit addressed the Key Audit Matter

Our key procedures in relation to management's impairment assessment of property, plant and equipment included:

- a) Discussing the process and basis used to identify indicators of impairment of machinery and equipment with management and reviewing utilisation records and profitability of machinery and equipment, where such indicators were identified, assessing whether management had performed impairment testing in accordance with the requirements of HKFRSs;
- b) Assessing the appropriateness of the impairment model applied by the management in calculating the impairment charges and the judgments applied in determining the CGUs to which the assets belong;
- c) Verifying the mathematical accuracy of the discounted cash flow model used in the value in use calculation;
- d) Challenging the reasonableness of key assumptions based on our knowledge of the food and beverage industry and market;
- e) Reconciling input data to supporting evidence, such as future production plans and approved budgets and assessing the reasonableness and feasibility of such plans and budgets;
- f) Verifying the estimated fair value less costs of disposal by making reference to the market price of an active market, if applicable; and
- g) Considering the adequacy of the Group's disclosure in respect of the impairment assessment.

## 關鍵審計事項

### 對杭州百事可樂飲料有限公司(「杭州百事可樂」)擁有控制權及商譽減值之評估

於2017年9月，貴集團通過執行買賣協議(「買賣協議」)和一份授權書令杭州百事可樂成為了貴集團的非全資擁有附屬公司。貴集團現時於杭州百事可樂持有50%股權及過半投票權。

合併杭州百事可樂需要重大的判斷和估計，包括釐定杭州百事可樂的擁有權。於結算日，貴集團重新評估是否有任何事實和情況顯示其對杭州百事可樂的擁有權產生變化。根據重估結果，管理層總結貴集團擁有杭州百事可樂的控制權；須面對可變回報及有能力透過其權力影響這些回報。因此，杭州百事可樂繼續在貴集團截至2019年12月31日止年度的綜合財務報表中合併入賬。

貴集團於2017年9月通過收購確認人民幣98,000,000元的商譽，管理層對商譽進行年度減值測試，商譽已分配至關連現金產生單位，而現金產生單位的可收回金額將由管理層根據使用現金流量預測計算的使用價值釐定。計算涉及重大判斷和估計，如預測現金流量，折現率和增長率。

我們判斷杭百事可樂控制及商譽的賬面值為關鍵審計事項是基於對綜合財務報表的重要性，和就釐定對杭州百事可樂擁有控制權及作任何商譽減值處理時所涉及之判斷和估計。該商譽減值及測試涉及重大程度的管理層判斷，以釐定根據使用價值估計可收回金額時採用的主要假設。

相關披露載於綜合財務報表附註5(ii)、19及20內。

## Key Audit Matter

### *Control over Hangzhou Pepsi-cola Beverage Co., Ltd ("HZPS") and impairment assessment of goodwill*

HZPS became a non-wholly owned subsidiary of the Group through an execution of sale and purchase agreement (the "SPA") and a contractual arrangement in September 2017. The Group currently holds 50% equity interest in HZPS and has a majority of the voting rights of HZPS.

The consolidation of HZPS required a significant amount of judgement and estimations, including the determination of control over HZPS. At the end of the reporting period, the Group re-assessed whether any facts and circumstances indicate there are changes of its control over HZPS. Based on the results of the re-assessment, the management concluded that the Group has power over HZPS; has exposure to variable returns from its involvement with HZPS; and has the ability to use its power over HZPS to affect its returns. Therefore, the financial statements of HZPS continue to be consolidated in the Group's consolidated financial statements for the year ended 31 December 2019.

The Group recognised goodwill of RMB98 million from the acquisition in September 2017. Management performs an annual impairment test on goodwill. The goodwill was allocated to related CGU, and the recoverable amount of CGU will be determined by management based on value-in-use calculation using cash flow projection. The calculations involved significant judgement and estimations, such as forecast cash flows, discount rates and growth rates.

We identified the control over HZPS and carrying amount of goodwill as key audit matters because of their significance to the consolidated financial statements and the judgment and estimation involved in determination of control over HZPS and accounting for any impairment on goodwill which involves significant degree of management judgment in determining key assumptions applied in estimating recoverable amounts based on value in use model.

Related disclosures are included in notes 5(ii), 19 and 20 to the consolidated financial statements.



### 我們的審計如何處理關鍵審計事項

我們就有關收購所執行的主要程序包括：

- a) 與管理層討論有否任何事實或情況顯示貴集團對杭州百事可樂的控制權有所改變；
- b) 評估貴集團對杭州百事可樂的控制權的重新評估之適當性；
- c) 取得賣方的直接確認，以確定貴集團通過執行買賣協議及授權書存在的權利及利益；
- d) 獲得獨立律師的法律意見，以確定授權書在中國的法律有效性；
- e) 評估該律師之資格、能力及獨立性

我們就有關商譽可收回性評估的主要程序包括：

- a) 評估使用價值計算方法；
- b) 根據我們對商業和市場的認識和了解，評估關鍵假設的合理性；
- c) 驗證所用現金流模式的運算之準確性；
- d) 將輸入數據對賬至支持憑證，例如經批准的預算，並考慮該等預算的合理性。

### How our audit addressed the Key Audit Matter

Our key procedures in relation to the control over HZPS included:

- a) Discussing with the management to identify any facts and circumstances that indicate changes of the Group's control over HZPS;
- b) Evaluating the appropriateness of the Group's re-assessment on its control over HZPS;
- c) Obtaining direct confirmation from the vendor to ascertain the existence of rights and benefits the Group entitled to through the execution of the SPA and the contractual arrangement;
- d) Obtaining legal opinion from an independent lawyer to ascertain the legal enforceability of the contractual arrangement in the PRC; and
- e) Evaluating the competence, capabilities and objectivity of the lawyer.

Our key procedures in relation to the recoverability assessment of goodwill included:

- a) Assessing the value-in-use calculation methodology;
- b) Assessing the reasonableness of key assumptions based on our knowledge and understanding of the business and market;
- c) Verifying the mathematical accuracy of the cash flow model used; and
- d) Reconciling input data to supporting evidence, such as approved budgets and considering the reasonableness of the budgets.



## 其他信息

貴公司董事須為其他信息負責。其他信息包括貴公司2019年報內的所有資料，但不包括綜合財務報表及我們就此出具的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不就此發表任何形式的保證結論。

就審核綜合財務報表時，我們的責任是閱讀其他信息，並從中考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況有重大抵觸，或者似乎存在重大錯誤陳述。倘基於我們已執行的工作，我們認為其他信息存在重大錯誤陳述，我們須報告該事實。就此，我們沒有任何報告。

## 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須遵照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，負責編製真實兼公平的綜合財務報表，並落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

治理層負責監督貴集團財務報告過程。

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information in the 2019 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

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



## 核數師就審核綜合財務報表須承擔的責任

我們的目標是對綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外不作其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能確保按香港審計準則進行的審計總能發現某一存在之重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如合理預期它們個別或滙總起來可能影響使用者依賴該綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們將運用專業判斷及保持專業懷疑態度。我們亦會：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行應對該等風險的審計程序，以及獲得充分和適當的審計憑證，作為意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- 評價董事採用會計政策的恰當性及其作出會計估計和相關披露的合理性。
- 檢視董事採用持續經營會計基礎的恰當性，並根據所取得的審計憑證來決定是否存在著任何事項或不確定因素令 貴集團持續經營能力產生重大疑慮。如我們認為存在任何重大不確定因素，則須在核數師報告中提醒注意綜合財務報表中的相關披露。若有關披露不足，則我們應當發表非無保留意見。我們的結論是基於我們於本核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露事項，以及綜合財務報表是否以公平的方式呈列相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充分、適當的審計憑證，以對綜合財務報表發表意見。我們負責指導、監督和執行貴集團之審計。我們為審計意見承擔全部負責。
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計期間識別出內部控制的任何重大缺陷。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們決定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極罕見的情況下，若合理預期在我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

**中審眾環(香港)會計師事務所有限公司**

執業會計師

香港，2020年3月23日

出具本獨立核數師報告的審計項目董事為：

**陳志明**

執業牌照號碼：P05132

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

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

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

**Mazars CPA Limited**

*Certified Public Accountants*

Hong Kong, 23 March 2020

The engagement director on the audit resulting in this independent auditor's report is:

**Chan Chi Ming Andy**

Practising Certificate number: P05132

## Independent Auditor's Report

To the shareholders of

### **Tingyi (Cayman Islands) Holding Corp.**

*(incorporated in the Cayman Islands with limited liability)*

### **Opinion**

We have audited the consolidated financial statements of Tingyi (Cayman Islands) Holding Corp. (the "Company") and its subsidiaries (together the "Group") set out on pages 132 to 301, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### **Basis for Opinion**

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

### **Key Audit Matters**

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

## Independent Auditor's Report

To the shareholders of

### **Tingyi (Cayman Islands) Holding Corp.**

*(incorporated in the Cayman Islands with limited liability)*

### Key Audit Matters (Continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b><i>Impairment of machinery and equipment</i></b></p> <p>The carrying amount of the Group's property, plant and equipment amounted to RMB23,014 million at 31 December 2019. Of which, the carrying amount of the Group's machinery and equipment as at 31 December 2019 was RMB13,218 million. Any impairment of those assets identified may have material impact on the consolidated financial statements. An impairment loss of RMB152 million has been recognised for certain machinery and equipment for the year ended 31 December 2019.</p> <p>At the end of each reporting period, the Group reviewed internal and external sources of information, including but not limited to technical obsolescence to usage, significant change in use of assets with adverse effect on the Group, prolonged period of time being idle and economic performance of an asset was expected to be worse than expected, to assess whether there is any indication that machinery and equipment may be impaired.</p> <p>If any such indication exists, an impairment test will be conducted. The carrying amounts of the assets will be written down to their recoverable amounts which are the higher of fair value less costs of disposal and value in use. The Group shall perform impairment assessment on machinery and equipment by estimating the recoverable amounts of the cash generating units ("CGUs") to which the assets belong principally based on their value in use or, if applicable, to measure the recoverable amount of certain individual assets with reference to their fair value less costs of disposal.</p> <p>We identified the carrying amount of machinery and equipment as a key audit matter because of its significance to the consolidated financial statements and the judgment and estimation involved in the impairment review and test of machinery and equipment including the consideration of the indicators of impairment and the determination of the key assumptions applied in the impairment model.</p> <p>Related disclosures are included in notes 5(ii) and 15 to the consolidated financial statements.</p>	<p>Our key procedures in relation to management's impairment assessment of property, plant and equipment included:</p> <ul style="list-style-type: none"> <li>a) Discussing the process and basis used to identify indicators of impairment of machinery and equipment with management and reviewing utilisation records and profitability of machinery and equipment, where such indicators were identified, assessing whether management had performed impairment testing in accordance with the requirements of HKFRSs;</li> <li>b) Assessing the appropriateness of the impairment model applied by the management in calculating the impairment charges and the judgments applied in determining the CGUs to which the assets belong;</li> <li>c) Verifying the mathematical accuracy of the discounted cash flow model used in the value in use calculation;</li> <li>d) Challenging the reasonableness of key assumptions based on our knowledge of the food and beverage industry and market;</li> <li>e) Reconciling input data to supporting evidence, such as future production plans and approved budgets and assessing the reasonableness and feasibility of such plans and budgets;</li> <li>f) Verifying the estimated fair value less costs of disposal by making reference to the market price of an active market, if applicable; and</li> <li>g) Considering the adequacy of the Group's disclosure in respect of the impairment assessment.</li> </ul>

## Independent Auditor's Report

To the shareholders of  
**Tingyi (Cayman Islands) Holding Corp.**  
*(incorporated in the Cayman Islands with limited liability)*

### Key Audit Matters (Continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Control over Hangzhou Pepsi-cola Beverage Co., Ltd ("HZPS") and impairment assessment of goodwill</b></p> <p>HZPS became a non-wholly owned subsidiary of the Group through an execution of sale and purchase agreement (the "SPA") and a contractual arrangement in September 2017. The Group currently holds 50% equity interest in HZPS and has a majority of the voting rights of HZPS.</p> <p>The consolidation of HZPS required a significant amount of judgement and estimations, including the determination of control over HZPS. At the end of the reporting period, the Group re-assessed whether any facts and circumstances indicate there are changes of its control over HZPS. Based on the results of the re-assessment, the management concluded that the Group has power over HZPS; has exposure to variable returns from its involvement with HZPS; and has the ability to use its power over HZPS to affect its returns. Therefore, the financial statements of HZPS continue to be consolidated in the Group's consolidated financial statements for the year ended 31 December 2019.</p> <p>The Group recognised goodwill of RMB98 million from the acquisition in September 2017. Management performs an annual impairment test on goodwill. The goodwill was allocated to related CGU, and the recoverable amount of CGU will be determined by management based on value-in-use calculation using cash flow projection. The calculations involved significant judgement and estimations, such as forecast cash flows, discount rates and growth rates.</p> <p>We identified the control over HZPS and carrying amount of goodwill as key audit matters because of their significance to the consolidated financial statements and the judgment and estimation involved in determination of control over HZPS and accounting for any impairment on goodwill which involves significant degree of management judgment in determining key assumptions applied in estimating recoverable amounts based on value in use model.</p> <p>Related disclosures are included in notes 5(ii), 19 and 20 to the consolidated financial statements.</p>	<p>Our key procedures in relation to the control over HZPS included:</p> <ul style="list-style-type: none"> <li>a) Discussing with the management to identify any facts and circumstances that indicate changes of the Group's control over HZPS;</li> <li>b) Evaluating the appropriateness of the Group's re-assessment on its control over HZPS;</li> <li>c) Obtaining direct confirmation from the vendor to ascertain the existence of rights and benefits the Group entitled to through the execution of the SPA and the contractual arrangement;</li> <li>d) Obtaining legal opinion from an independent lawyer to ascertain the legal enforceability of the contractual arrangement in the PRC; and</li> <li>e) Evaluating the competence, capabilities and objectivity of the lawyer.</li> </ul> <p>Our key procedures in relation to the recoverability assessment of goodwill included:</p> <ul style="list-style-type: none"> <li>a) Assessing the value-in-use calculation methodology;</li> <li>b) Assessing the reasonableness of key assumptions based on our knowledge and understanding of the business and market;</li> <li>c) Verifying the mathematical accuracy of the cash flow model used; and</li> <li>d) Reconciling input data to supporting evidence, such as approved budgets and considering the reasonableness of the budgets.</li> </ul>

## **Independent Auditor's Report**

To the shareholders of

### **Tingyi (Cayman Islands) Holding Corp.**

*(incorporated in the Cayman Islands with limited liability)*

#### **Other Information**

The directors of the Company are responsible for the other information. The other information comprises the information in the 2019 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

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

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

#### **Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements**

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

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

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

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.



## Independent Auditor's Report

To the shareholders of

### **Tingyi (Cayman Islands) Holding Corp.**

*(incorporated in the Cayman Islands with limited liability)*

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)**

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

## Independent Auditor's Report

To the shareholders of

**Tingyi (Cayman Islands) Holding Corp.**

*(incorporated in the Cayman Islands with limited liability)*

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)**

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

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

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



**Mazars CPA Limited**

*Certified Public Accountants*

Hong Kong, 23 March 2020

The engagement director on the audit resulting in this independent auditor's report is:

**Chan Chi Ming Andy**

Practising Certificate number: P05132