

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 2019 年 4 月 15 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，2019 年 4 月 15 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、林清棠先生、長野輝雄先生、魏宏丞先生及筱原幸治先生；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 107 年度及 106 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 107 年度及 106 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)  
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# 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 107 年及 106 年 12 月 31 日之綜合財務狀況表，暨民國 107 年及 106 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 108 年 3 月 25 日及民國 107 年 3 月 20 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 107 年及 106 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 107 年及 106 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 107 年及 106 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 107 年及 106 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 108 年 4 月 15 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 107 年度及 106 年度比較報表之所有科目金額，係分別以民國 107 年 12 月 31 日之人民幣對新台幣匯率(RMB 1：NTD 4.47)及民國 106 年 12 月 31 日之人民幣對新台幣匯率(RMB 1：NTD 4.57)換算。

民國 107 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 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
民國 104 年度	USD 1：NTD 33.05	USD 1：NTD 30.39	USD 1：NTD 31.76



康師傅控股有限公司及子公司  
 綜合財務狀況表  
 民國107年及106年12月31日  
 107年12月31日

單位：仟元

	107年12月31日		106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	\$ 1,119,000	\$ 5,001,930	\$ 1,106,000	\$ 5,054,420
物業、機器及設備	24,927,630	111,426,506	28,014,779	128,027,540
土地租約溢價	3,570,367	15,959,540	3,730,767	17,049,605
無形資產	186,458	833,467	162,936	744,618
聯營公司權益	127,725	570,931	120,568	550,996
合營公司權益	698,743	3,123,381	660,691	3,019,358
可供出售金融資產	-	-	638,526	2,918,064
按公允價值列帳及在損益帳處 理之金融資產	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	114,018	509,660	-	-
商譽	97,910	437,658	97,910	447,449
其他非流動資產	375,964	1,680,559	317,964	1,453,095
遞延稅項資產	429,262	1,918,801	308,010	1,407,606
	<u>32,095,198</u>	<u>143,465,534</u>	<u>35,158,151</u>	<u>160,672,751</u>
<b>流動資產</b>				
存貨	2,651,740	11,853,278	2,396,941	10,954,020
應收帳款	1,715,471	7,668,155	1,636,385	7,478,279
可收回稅項	30,150	134,771	23,393	106,906
預付款項及其他應收款項	2,669,689	11,933,510	4,599,397	21,019,244
抵押銀行存款	32,458	145,088	58,312	266,486
銀行結餘及現金	13,807,963	61,721,594	10,226,577	46,735,457
	<u>20,907,471</u>	<u>93,456,396</u>	<u>18,941,005</u>	<u>86,560,392</u>
<b>總資產</b>	<u>\$ 53,002,669</u>	<u>\$ 236,921,930</u>	<u>\$ 54,099,156</u>	<u>\$ 247,233,143</u>
<b>股東權益及負債</b>				
<b>股本及儲備</b>				
發行股本	\$ 235,204	\$ 1,051,362	\$ 235,053	\$ 1,074,192
股份溢價	664,400	2,969,868	611,736	2,795,633
儲備	18,753,872	83,829,809	17,565,290	80,273,376
本公司股東應佔權益	19,653,476	87,851,039	18,412,079	84,143,201
少數股東權益	3,958,955	17,696,526	3,881,965	17,740,581
<b>股東權益總額</b>	<u>23,612,431</u>	<u>105,547,565</u>	<u>22,294,044</u>	<u>101,883,782</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	9,862	44,083	5,258	24,029
長期有息借貸	4,372,723	19,546,072	6,608,953	30,202,915
其他非流動負債	40,000	178,800	40,000	182,800
員工福利責任	115,436	515,999	101,226	462,603
遞延稅項負債	967,682	4,325,539	1,070,026	4,890,019
	<u>5,505,703</u>	<u>24,610,493</u>	<u>7,825,463</u>	<u>35,762,366</u>
<b>流動負債</b>				
應付帳款	6,953,961	31,084,206	7,119,423	32,535,763
按公允價值列帳及在損益帳處 理之金融負債	-	-	37,448	171,137
其他應付款項及已收押金	8,522,996	38,097,792	7,417,032	33,895,836
有息借貸之即期部份	6,461,785	28,884,179	7,775,320	35,533,212
客戶預付款項	1,678,782	7,504,156	1,284,590	5,870,576
稅項	267,011	1,193,539	345,836	1,580,471
	<u>23,884,535</u>	<u>106,763,872</u>	<u>23,979,649</u>	<u>109,586,995</u>
<b>總負債</b>	<u>29,390,238</u>	<u>131,374,365</u>	<u>31,805,112</u>	<u>145,349,361</u>
<b>股東權益及負債</b>	<u>\$ 53,002,669</u>	<u>\$ 236,921,930</u>	<u>\$ 54,099,156</u>	<u>\$ 247,233,143</u>
<b>淨流動負債</b>	<u>(\$ 2,977,064)</u>	<u>(\$ 13,307,476)</u>	<u>(\$ 5,038,644)</u>	<u>(\$ 23,026,603)</u>
<b>總資產減流動負債</b>	<u>\$ 29,118,134</u>	<u>\$ 130,158,058</u>	<u>\$ 30,119,507</u>	<u>\$ 137,646,148</u>

註：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。  
 民國106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106年12月31日之匯率RMB 1=NTD 4.57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  
 綜合收益表  
 民國107年及106年1月1日至12月31日

單位：仟元  
 (除每股盈餘特別標註外)

	107年1月1日至12月31日		106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>	\$ 60,685,645	\$ 271,264,833	\$ 58,953,788	\$ 269,418,811
銷售成本	( 41,958,429)	( 187,554,178)	( 41,615,827)	( 190,184,329)
毛利	18,727,216	83,710,655	17,337,961	79,234,482
其他收益	348,388	1,557,294	270,786	1,237,492
其他淨收入	803,974	3,593,764	719,726	3,289,148
分銷成本	( 11,817,315)	( 52,823,398)	( 11,268,583)	( 51,497,424)
行政費用	( 2,267,636)	( 10,136,333)	( 2,189,111)	( 10,004,237)
其他經營費用	( 1,465,191)	( 6,549,404)	( 1,124,355)	( 5,138,302)
財務費用	( 421,682)	( 1,884,919)	( 454,868)	( 2,078,747)
應佔聯營及合營公司業績	71,580	319,963	101,180	462,393
<b>除稅前溢利</b>	3,979,334	17,787,622	3,392,736	15,504,805
稅項	( 1,250,565)	( 5,590,026)	( 1,137,368)	( 5,197,772)
<b>本期溢利</b>	\$ 2,728,769	\$ 12,197,596	\$ 2,255,368	\$ 10,307,033
期內應佔溢利				
本公司股東	\$ 2,463,321	\$ 11,011,043	\$ 1,819,077	\$ 8,313,183
少數權益股東	265,448	1,186,553	436,291	1,993,850
<b>本期溢利</b>	\$ 2,728,769	\$ 12,197,596	\$ 2,255,368	\$ 10,307,033
<b>每股溢利</b>				
基本	43.85分	1.96元	32.45分	1.48元
攤薄	43.77分	1.96元	32.42分	1.48元

註：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。  
 民國106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106年12月31日之匯率RMB 1=NTD 4.57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107年及106年1月1日至12月31日

康師傅控股有限公司

單位：仟元

	107年1月1日至12月31日		106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	\$ 2,728,769	\$ 12,197,596	\$ 2,255,368	\$ 10,307,033
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	( 40,003)	( 178,813)	52,037	237,809
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	( 16,265)	( 72,705)	-	-
	( 56,268)	( 251,518)	52,037	237,809
已經或其後可被重分類在損益 帳中的項目：				
匯兌差額	( 379,686)	( 1,697,197)	316,324	1,445,601
可供出售金融資產公允價值之 變動	-	-	95,396	435,960
於本年度出售可供出售金融資 產之重分類調整	-	-	( 21,080)	( 96,336)
	( 379,686)	( 1,697,197)	390,640	1,785,225
本期其他全面收益(虧損)	( 435,954)	( 1,948,715)	442,677	2,023,034
本期全面收益總額	\$ 2,292,815	\$ 10,248,881	\$ 2,698,045	\$ 12,330,067
應佔全面收益				
本公司股東	\$ 2,061,011	\$ 9,212,720	\$ 2,218,857	\$ 10,140,177
少數權益股東	231,804	1,036,161	479,188	2,189,890
	\$ 2,292,815	\$ 10,248,881	\$ 2,698,045	\$ 12,330,067

註：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。  
民國106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106年12月31日之匯率RMB 1=NTD 4.57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107年及106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106年1月1日												
先前呈報	\$ 234,767	\$ 1,072,885	\$ 523,278	\$ 2,391,330	\$ 17,365,495	\$ 79,360,312	\$ 18,123,540	\$ 82,824,577	\$ 5,977,039	\$ 27,315,068	\$ 24,100,579	\$ 110,139,645
本期溢利	-	-	-	-	1,819,077	8,313,183	1,819,077	8,313,183	436,291	1,993,850	2,255,368	10,307,033
<b>其他全面收益(虧損)</b>												
界定福利責任之重估值	-	-	-	-	41,664	190,404	41,664	190,404	10,373	47,405	52,037	237,809
匯兌差異	-	-	-	-	283,800	1,296,966	283,800	1,296,966	32,524	148,635	316,324	1,445,601
可供出售金融資產公允價值之變動	-	-	-	-	95,396	435,960	95,396	435,960	-	-	95,396	435,960
於期內出售可供出售金融資產之重分類調整	-	-	-	-	(21,080)	(96,336)	(21,080)	(96,336)	-	-	(21,080)	(96,336)
<b>其他全面收益(虧損)總額</b>					399,780	1,826,994	399,780	1,826,994	42,897	196,040	442,677	2,023,034
<b>本期全面收益總額</b>					2,218,857	10,140,177	2,218,857	10,140,177	479,188	2,189,890	2,698,045	12,330,067
<b>與本公司股東之交易</b>												
投資與分配	-	-	-	-	-	-	-	-	-	-	-	-
權益結算股份支付之款項	-	-	-	-	44,234	202,149	44,234	202,149	-	-	44,234	202,149
根據購股權計畫發行之股份	286	1,307	88,458	404,253	(21,357)	(97,601)	67,387	307,959	-	-	67,387	307,959
向少數股東授出認沽期權	-	-	-	-	(4,135,120)	(18,897,498)	(4,135,120)	(18,897,498)	-	-	(4,135,120)	(18,897,498)
因少數股東所獲授認沽期權已取消而沖銷有關的金融負債	-	-	-	-	4,135,120	18,897,498	4,135,120	18,897,498	-	-	4,135,120	18,897,498
已批准及派發105年末期股息	-	-	-	-	(580,849)	(2,654,480)	(580,849)	(2,654,480)	(119,876)	(547,833)	(700,725)	(3,202,313)
	286	1,307	88,458	404,253	(557,972)	(2,549,932)	(469,228)	(2,144,372)	(119,876)	(547,833)	(589,104)	(2,692,205)
<b>擁有權變動</b>												
從業務合併所產生之少數股東權益	-	-	-	-	-	-	-	-	171,560	784,029	171,560	784,029
無導致改變控制權的附屬公司擁有權變動	-	-	-	-	(1,461,090)	(6,677,181)	(1,461,090)	(6,677,181)	(2,625,946)	(12,000,573)	(4,087,036)	(18,677,754)
	-	-	-	-	(1,461,090)	(6,677,181)	(1,461,090)	(6,677,181)	(2,454,386)	(11,216,544)	(3,915,476)	(17,893,725)
<b>與本公司股東之交易總額</b>	286	1,307	88,458	404,253	(2,019,062)	(9,227,113)	(1,930,318)	(8,821,553)	(2,574,262)	(11,764,377)	(4,504,580)	(20,585,930)
民國106年12月31日	\$ 235,053	\$ 1,074,192	\$ 611,736	\$ 2,795,633	\$ 17,565,290	\$ 80,273,376	\$ 18,412,079	\$ 84,143,201	\$ 3,881,965	\$ 17,740,581	\$ 22,294,044	\$ 101,883,782

本公司股東權益

	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												
先前呈報	\$ 235,053	\$ 1,050,687	\$ 611,736	\$ 2,734,460	\$ 17,565,290	\$ 78,516,846	\$ 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
<b>其他全面收益</b>												
界定福利責任之重估值	-	-	-	-	(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)
按公允價值報列及在其他全面收益帳處理的權益工具	-	-	-	-	(16,265)	(72,705)	(16,265)	(72,705)	-	-	(16,265)	(72,705)
<b>其他全面收益總額</b>					(402,310)	(1,798,323)	(402,310)	(1,798,323)	(33,644)	(150,392)	(435,954)	(1,948,715)
<b>本期全面收益總額</b>					2,061,011	9,212,720	2,061,011	9,212,720	231,804	1,036,161	2,292,815	10,248,881
<b>與本公司股東之交易</b>												
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)
<b>擁有權變動</b>												
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
<b>與本公司股東之交易總額</b>	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

註：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。  
民國106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106年12月31日之匯率RMB 1=NTD 4.57換算。

董事長：魏宏名

魏宏名

經理人：劉國維

劉國維印

會計主管：林玉萍

林玉萍印

康師傅控股份有限公司及子公司  
綜合現金流量表  
民國107年及106年1月1日至12月31日

單位：仟元

	107年1月1日至12月31日		106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>	\$ 8,947,083	\$ 39,993,461	\$ 8,499,095	\$ 38,840,864
已繳中國企業所得稅	( 1,555,331)	( 6,952,330)	( 1,367,551)	( 6,249,708)
已繳利息	( 423,863)	( 1,894,668)	( 449,626)	( 2,054,791)
<b>經營活動所得現金淨額</b>	<u>6,967,889</u>	<u>31,146,463</u>	<u>6,681,918</u>	<u>30,536,365</u>
<b>投資活動</b>				
利息收入	348,388	1,557,294	270,786	1,237,492
已收合營公司股利	17,232	77,027	93,001	425,015
已收可供出售金融資產股利	-	-	1,103	5,041
已收以公允價值列帳及在損益處理之金融資產股利	6,500	29,055	-	-
出售可供出售金融資產之所得	-	-	79,484	363,242
出售按公允價值列帳及在損益處理之金融資產之所得	79,443	355,110	-	-
出售指定為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	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	( 48,735)	( 217,845)	-	-
贖回債務投資	900,000	4,023,000	-	-
購入債務投資	-	-	( 900,000)	( 4,113,000)
購入可供出售金融資產	-	-	( 16,983)	( 77,612)
購入物業、機器及設備	( 1,358,638)	( 6,073,112)	( 1,048,568)	( 4,791,956)
收購天津一幢商業建築物所支付的定金	( 58,000)	( 259,260)	( 190,778)	( 871,855)
出售投資性房地產之所得	-	-	223	1,019
已付土地租約溢價	( 23,706)	( 105,966)	( 18,371)	( 83,955)
出售物業、機器及設備及土地租約溢價之所得	42,263	188,916	162,575	742,968
收購一間附屬公司之現金流入淨額	-	-	100,027	457,123
出售一間附屬公司之現金流入淨額	437,438	1,955,348	663,128	3,030,495
應收前附屬公司之變動金額	1,347,253	6,022,221	( 11,788)	( 53,871)
應收貸款淨流入	( 153,000)	( 683,910)	-	-
退還資本已註銷聯營公司和合資企業資本注資予聯營公司	-	-	( 15,605)	( 71,315)
<b>投資活動動用現金淨額</b>	<u>1,554,534</u>	<u>6,948,767</u>	<u>831,766</u>	<u>3,801,169</u>
<b>融資活動</b>				
股息發放-本公司股東權益	( 928,370)	( 4,149,814)	( 598,505)	( 2,735,168)
股息發放-少數股東權益	( 141,619)	( 633,037)	( 114,752)	( 524,417)
根據購股權計劃發行之股份	39,790	177,861	67,387	307,959
新增銀行貸款及其他貸款	3,548,339	15,861,075	5,944,184	27,164,921
償還銀行貸款及其他貸款	( 5,529,936)	( 24,718,814)	( 9,085,460)	( 41,520,552)
其他短期借貸之變動淨額	( 2,005,498)	( 8,964,576)	( 2,028,635)	( 9,270,862)
收購少數股權之權益	-	-	( 4,003,636)	( 18,296,617)
出售不致失去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>( 5,002,294)</u>	<u>( 22,360,255)</u>	<u>( 5,762,147)</u>	<u>( 26,333,012)</u>
<b>現金及現金等值物之淨增加</b>	<u>3,520,129</u>	<u>15,734,975</u>	<u>88,005</u>	<u>402,184</u>
<b>於1月1日之現金及現金等值物</b>	<u>10,284,889</u>	<u>45,973,454</u>	<u>10,231,812</u>	<u>46,759,381</u>
匯率變動之影響	35,403	158,253	( 34,928)	( 159,622)
<b>於12月31日之現金及現金等值物</b>	<u>\$ 13,840,421</u>	<u>\$ 61,866,682</u>	<u>\$ 10,284,889</u>	<u>\$ 47,001,943</u>
<b>現金及現金等值物結餘分析：</b>				
銀行結餘及現金	\$ 13,807,963	\$ 61,721,594	\$ 10,226,577	\$ 46,735,457
抵押銀行存款	32,458	145,088	58,312	266,486
	<u>\$ 13,840,421</u>	<u>\$ 61,866,682</u>	<u>\$ 10,284,889</u>	<u>\$ 47,001,943</u>

註：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。  
民國106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106年12月31日之匯率RMB 1=NTD 4.57換算。

董事長：魏宏名

魏宏名

經理人：劉國維



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107年及106年12月31日

單位:新台幣仟元

	107年12月31日			106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	\$ 61,721,594	\$ -	\$ 61,721,594	\$ 46,735,457	\$ -	\$ 46,735,457
應收帳款淨額	7,668,155	( 403,905)	7,264,250	7,478,279	( 215,238)	7,263,041
應收帳款淨額-關係人	-	403,905	403,905	-	215,238	215,238
其他應收款	134,771	1,453,264	1,588,035	106,906	11,275,862	11,382,768
其他應收款-關係人	-	519,325	519,325	-	564,505	564,505
存貨	11,853,278	-	11,853,278	10,954,020	-	10,954,020
其他金融資產-流動	145,088	-	145,088	266,486	-	266,486
其他流動資產	11,933,510	( 1,972,589)	9,960,921	21,019,244	( 11,840,367)	9,178,877
<b>流動資產合計</b>	<b>93,456,396</b>	<b>-</b>	<b>93,456,396</b>	<b>86,560,392</b>	<b>-</b>	<b>86,560,392</b>
<b>非流動資產</b>						
備供出售金融資產	-	-	-	2,918,064	-	2,918,064
透過損益按公允價值衡量之金融資產-非流動	2,003,101	-	2,003,101	-	-	-
透過其他綜合損益按公允價值衡量之權益工 具投資-非流動	509,660	-	509,660	-	-	-
採用權益法之投資	3,694,312	-	3,694,312	3,570,354	-	3,570,354
不動產、廠房及設備	111,426,506	-	111,426,506	128,027,540	-	128,027,540
投資性不動產	5,001,930	-	5,001,930	5,054,420	-	5,054,420
無形資產	833,467	437,658	1,271,125	744,618	447,449	1,192,067
土地租約溢價	15,959,540	( 15,959,540)	-	17,049,605	( 17,049,605)	-
商譽	437,658	( 437,658)	-	447,449	( 447,449)	-
遞延所得稅資產	1,918,801	-	1,918,801	1,407,606	-	1,407,606
其他非流動資產	1,680,559	15,959,540	17,640,099	1,453,095	17,049,605	18,502,700
<b>非流動資產合計</b>	<b>143,465,534</b>	<b>-</b>	<b>143,465,534</b>	<b>160,672,751</b>	<b>-</b>	<b>160,672,751</b>
<b>資產總計</b>	<b>\$ 236,921,930</b>	<b>\$ -</b>	<b>\$ 236,921,930</b>	<b>\$ 247,233,143</b>	<b>\$ -</b>	<b>\$ 247,233,143</b>

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 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107年及106年12月31日

單位:新台幣仟元

	107 年 12 月 31 日			106 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	\$ -	\$ 10,838,637	\$ 10,838,637	\$ -	\$ 21,237,019	\$ 21,237,019
合約負債	7,504,156	-	7,504,156	-	-	-
應付帳款	31,084,206	( 6,008,154)	25,076,052	32,535,763	( 6,015,203)	26,520,560
應付帳款-關係人	-	6,008,154	6,008,154	-	6,015,203	6,015,203
本期所得稅負債	1,193,539	-	1,193,539	1,580,471	-	1,580,471
其他應付款	38,097,792	( 1,187,152)	36,910,640	33,895,836	( 1,280,445)	32,615,391
其他應付款-關係人	-	1,187,152	1,187,152	-	1,280,445	1,280,445
預收款項	-	-	-	5,870,576	-	5,870,576
透過損益按公允價值衡量之金融負債-流動	-	-	-	171,137	-	171,137
其他流動負債	28,884,179	( 10,838,637)	18,045,542	35,533,212	( 21,237,019)	14,296,193
<b>流動負債合計</b>	<u>106,763,872</u>	<u>-</u>	<u>106,763,872</u>	<u>109,586,995</u>	<u>-</u>	<u>109,586,995</u>
<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	44,083	-	44,083	24,029	-	24,029
長期借款	19,546,072	-	19,546,072	30,202,915	-	30,202,915
遞延所得稅負債-非流動	4,325,539	-	4,325,539	4,890,019	-	4,890,019
其他非流動負債	694,799	-	694,799	645,403	-	645,403
<b>非流動負債合計</b>	<u>24,610,493</u>	<u>-</u>	<u>24,610,493</u>	<u>35,762,366</u>	<u>-</u>	<u>35,762,366</u>
<b>負債總計</b>	<u>131,374,365</u>	<u>-</u>	<u>131,374,365</u>	<u>145,349,361</u>	<u>-</u>	<u>145,349,361</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107年及106年12月31日

單位:新台幣仟元

	107 年 12 月 31 日			106 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	\$ 1,051,362	\$ -	\$ 1,051,362	\$ 1,074,192	\$ -	\$ 1,074,192
資本公積	2,969,868	1,766,499	4,736,367	2,795,633	2,003,826	4,799,459
保留盈餘						
法定盈餘公積	-	19,231,563	19,231,563	-	19,009,038	19,009,038
未分配盈餘	83,829,809	( 18,635,376)	65,194,433	80,273,376	( 20,952,221)	59,321,155
其他權益	-	( 2,362,686)	( 2,362,686)	-	( 60,643)	( 60,643)
歸屬於母公司業主之權益合計	87,851,039	-	87,851,039	84,143,201	-	84,143,201
非控制權益	17,696,526	-	17,696,526	17,740,581	-	17,740,581
權益總計	105,547,565	-	105,547,565	101,883,782	-	101,883,782
負債及權益總計	\$ 236,921,930	\$ -	\$ 236,921,930	\$ 247,233,143	\$ -	\$ 247,233,143

註：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。

民國106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106年12月31日之匯率RMB 1=NTD 4.57換算。

董事長：魏宏名

魏宏名

經理人：劉國維



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會計主管：林玉萍





頂信國際(集團)有限公司及子公司  
 合併綜合損益表  
 (依中華民國會計準則及IFRSs編製)  
 民國107年及106年1月1日至12月31日

單位：新台幣仟元  
 (除每股盈餘為新台幣元外)

	107年1月1日至12月31日			106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>營業收入</b>	\$ 271,264,833	\$ -	\$ 271,264,833	\$ 269,418,811	\$ -	\$ 269,418,811
<b>營業成本</b>	(187,554,178)	(2,790,903)	(190,345,081)	(190,184,329)	(3,114,446)	(193,298,775)
<b>營業毛利淨額</b>	83,710,655	(2,790,903)	80,919,752	79,234,482	(3,114,446)	76,120,036
<b>營業費用</b>						
推銷費用	(52,823,398)	-	(52,823,398)	(51,497,424)	-	(51,497,424)
管理費用	(10,136,333)	(117,110)	(10,253,443)	(10,004,237)	(179,107)	(10,183,344)
<b>營業費用合計</b>	(62,959,731)	(117,110)	(63,076,841)	(61,501,661)	(179,107)	(61,680,768)
<b>營業淨利</b>	20,750,924	(2,908,013)	17,842,911	17,732,821	(3,293,553)	14,439,268
<b>營業外收入及支出</b>						
其他收入	1,557,294	-	1,557,294	1,237,492	-	1,237,492
其他利益及損失	3,593,764	(3,641,391)	(47,627)	3,289,148	(1,844,749)	1,444,399
其他經營費用	(6,549,404)	6,549,404	-	(5,138,302)	5,138,302	-
財務成本	(1,884,919)	-	(1,884,919)	(2,078,747)	-	(2,078,747)
採權益法認列之關聯企 業及合資損益之份額	319,963	-	319,963	462,393	-	462,393
<b>營業外收入及支出 合計</b>	(2,963,302)	2,908,013	(55,289)	(2,228,016)	3,293,553	1,065,537
<b>稅前淨利</b>	17,787,622	-	17,787,622	15,504,805	-	15,504,805
所得稅費用	(5,590,026)	-	(5,590,026)	(5,197,772)	-	(5,197,772)
<b>本期淨利</b>	\$ 12,197,596	\$ -	\$ 12,197,596	\$ 10,307,033	\$ -	\$ 10,307,033
其他綜合損益(淨額)						
<b>不重分類至損益之項目：</b>						
確定福利計畫之再衡量數	(\$ 178,813)	\$ -	(\$ 178,813)	\$ 237,809	\$ -	\$ 237,809
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	(72,705)	-	(72,705)	-	-	-
	(251,518)	-	(251,518)	237,809	-	237,809
<b>後續可能重分類至損益之 項目：</b>						
國外營運機構財務報表 換算之兌換差額	(\$ 1,697,197)	\$ -	(\$ 1,697,197)	\$ 1,445,601	\$ -	\$ 1,445,601
備供出售金融資產未實 現評價利益	-	-	-	435,960	-	435,960
於期內出售可供出售金 融資產之重分類調整	-	-	-	(96,336)	-	(96,336)
	(1,697,197)	-	(1,697,197)	1,785,225	-	1,785,225
<b>本期其他綜合損益(稅後 淨額)</b>	(1,948,715)	-	(1,948,715)	2,023,034	-	2,023,034
<b>本期綜合損益總額</b>	\$ 10,248,881	\$ -	\$ 10,248,881	\$ 12,330,067	\$ -	\$ 12,330,067
<b>淨利歸屬於：</b>						
母公司業主	\$ 11,011,043	\$ -	\$ 11,011,043	\$ 8,313,183	\$ -	\$ 8,313,183
非控制權益	1,186,553	-	1,186,553	1,993,850	-	1,993,850
	\$ 12,197,596	\$ -	\$ 12,197,596	\$ 10,307,033	\$ -	\$ 10,307,033
<b>綜合損益總額歸屬於：</b>						
母公司業主	\$ 9,212,720	\$ -	\$ 9,212,720	\$ 10,140,177	\$ -	\$ 10,140,177
非控制權益	1,036,161	-	1,036,161	2,189,890	-	2,189,890
	\$ 10,248,881	\$ -	\$ 10,248,881	\$ 12,330,067	\$ -	\$ 12,330,067
<b>基本每股盈餘</b>						
本期淨利	\$ 1.96		\$ 1.96	\$ 1.48		\$ 1.48
<b>稀釋每股盈餘</b>						
本期淨利	\$ 1.96		\$ 1.96	\$ 1.48		\$ 1.48

註：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。

民國106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106年12月31日之匯率RMB 1=NTD 4.57換算。


董事長：魏宏名

經理人：劉國維

會計主管：林玉萍


魏宏名




  
 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107年及106年1月1日至12月31日

	107年1月1日至12月31日			106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
單位：新台幣仟元						
<b>營業活動之現金流量</b>						
合併稅前淨利	\$ 17,787,622	-	\$ 17,787,622	\$ 15,504,805	-	\$ 15,504,805
調整項目						
不影響現金流量之收益						
費損項目						
利息費用	1,884,919	-	1,884,919	2,078,747	-	2,078,747
利息收入	( 1,557,294)	-	( 1,557,294)	( 1,237,492)	-	( 1,237,492)
股利收入	( 29,055)	-	( 29,055)	( 5,041)	-	( 5,041)
折舊費用	14,350,148	-	14,350,148	16,057,513	-	16,057,513
土地租約溢價之攤銷	463,508	( 463,508)	-	487,244	( 487,244)	-
攤銷費用	42,420	-	42,420	23,211	-	23,211
處分不動產、廠房及設 備損失	387,133	-	387,133	70,090	-	70,090
減損損失	2,797,532	-	2,797,532	1,023,776	-	1,023,776
投資性不動產公允價值 調整利益	( 58,110)	-	( 58,110)	( 211,239)	-	( 211,239)
透過損益按公允價值衡 量金融負債之淨利益	( 179,314)	-	( 179,314)	-	-	-
透過損益按公允價值衡 量金融資產之損失 (利益)	222,047	-	222,047	( 577,415)	-	( 577,415)
備供出售金融資產處分 利益	-	-	-	( 96,336)	-	( 96,336)
採用權益法認列之關聯 企業及合資損益之份 額	( 319,963)	-	( 319,963)	( 462,393)	-	( 462,393)
處分投資利益	( 1,735,612)	-	( 1,735,612)	( 233,554)	-	( 233,554)
員工認股酬勞成本	146,612	-	146,612	202,149	-	202,149
匯率變動之影響	( 106,571)	-	( 106,571)	( 686,035)	-	( 686,035)
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	( 423,448)	193,377	( 230,071)	( 1,507,821)	60,755	( 1,447,066)
應收帳款-關係人	-	( 193,377)	( 193,377)	-	( 60,755)	( 60,755)
其他應收款	-	10,364,339	10,364,339	-	( 7,282,175)	( 7,282,175)
其他應收款-關係人	-	32,828	32,828	-	( 74,679)	( 74,679)
存貨	( 1,283,467)	-	( 1,283,467)	274,369	-	274,369
其他流動資產	( 1,699,977)	( 10,397,167)	( 12,097,144)	583,872	7,356,843	7,940,715
與營業活動相關之負債之淨 變動數						
應付帳款	1,700,772	( 124,574)	1,576,198	3,417,656	( 1,801,753)	1,615,903
應付帳款-關係人	-	124,574	124,574	-	1,801,753	1,801,753
其他應付款	5,950,173	65,275	6,015,448	3,093,506	( 682,256)	2,411,250
其他應付款-關係人	-	( 65,275)	( 65,275)	-	682,256	682,256
預收款項	-	-	-	1,230,692	-	1,230,692
合約負債	1,762,038	-	1,762,038	-	-	-
其他非流動負債	( 108,652)	-	( 108,652)	( 189,440)	-	( 189,440)

( 續 次 頁 )


  
 康帥佛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107年及106年1月1日至12月31日

單位：新台幣仟元

	107年1月1日至12月31日		106年1月1日至12月31日	
	依香港財務 報告準則編 製之金額	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	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	39,993,461	( 463,508)	39,529,953	38,840,864
支付之所得稅	( 6,952,330)	-	( 6,952,330)	( 6,249,708)
支付之利息	( 1,894,668)	-	( 1,894,668)	( 2,054,791)
營業活動之淨現金流入	31,146,463	( 463,508)	30,682,955	30,536,365
投資活動之現金流量				
其他金融資產-流動減少(增加)	-	115,567	115,567	-
其他應收款減少(增加)	3,339,090	-	3,339,090	( 4,113,000)
對子公司之收購(扣除所取得之現金)	-	-	-	457,123
處分透過損益按公允價值 衡量之金融資產	355,110	-	355,110	-
取得透過損益按公允價值 衡量之金融資產	( 217,845)	-	( 217,845)	-
取得備供出售金融資產	-	-	-	( 77,612)
處分備供出售金融資產	-	-	-	363,242
處分透過其他綜合損益按公允價值 衡量之金融資產	38,089	-	38,089	-
取得採用權益法之投資	-	-	-	( 71,315)
採用權益法之被投資公司減資退回 股款	42,800	-	42,800	-
處分子公司	7,977,569	-	7,977,569	2,976,624
取得不動產、廠房及設備	( 6,073,112)	-	( 6,073,112)	( 4,791,956)
處分不動產、廠房及設備	188,916	-	188,916	742,968
處分投資性不動產	-	-	-	1,019
其他非流動資產減少(增加)	( 365,226)	463,508	98,282	( 955,810)
收取之利息	1,557,294	-	1,557,294	1,237,492
收取之股利	106,082	-	106,082	430,056
投資活動之淨現金流入(流出)	6,948,767	579,075	7,527,842	( 3,801,169)
籌資活動之現金流量				
長期借款融資數	15,861,075	( 10,709,204)	5,151,871	27,164,921
長期借款償還數	( 24,718,814)	11,986,927	( 12,731,887)	( 41,520,552)
其他借款增加(減少)	( 8,964,576)	( 1,277,723)	( 10,242,299)	9,270,862
發放現金股利	( 4,782,851)	-	( 4,782,851)	( 3,259,585)
員工執行認股權	177,861	-	177,861	307,959
處分少數股權之權益	67,050	-	67,050	-
收購少數股權之權益	-	-	-	( 18,296,617)
籌資活動之淨現金流出	( 22,360,255)	-	( 22,360,255)	( 26,333,012)
匯率影響數對現金與約當現金之影響	158,253	-	158,253	( 159,622)
本期現金及約當現金增加數	15,893,228	115,567	16,008,795	242,562
期初現金及約當現金餘額	45,973,454	( 260,655)	45,712,799	46,759,381
期末現金及約當現金餘額	\$ 61,866,682	(\$ 145,088)	\$ 61,721,594	\$ 47,001,943

註：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。  
 民國106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106年12月31日之匯率RMB 1=NTD 4.57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  
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 107 年及 106 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 107 年及 106 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 107 年及 106 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 107 年及 106 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 107 年及 106 年 12 月 31 日合併資產負債表及民國 107 年及 106 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。 107年12月31日 \$ 403,905 106年12月31日 \$ 215,238
(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。 107年12月31日 \$ 1,972,589 106年12月31日 \$ 11,840,367
(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。 107年12月31日 \$ 519,325 106年12月31日 \$ 564,505
(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。 107年12月31日 \$ 15,959,540 106年12月31日 \$ 17,049,605
(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。 107年12月31日 \$ 437,658 106年12月31日 \$ 447,449
(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。 107年12月31日 \$ 7,195,306 106年12月31日 \$ 7,295,648
(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。 107年12月31日 \$ 10,838,637 106年12月31日 \$ 21,237,019

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	皆列入儲備項下表達。	已予重分類。 107年12月31日 \$ 18,635,376 106年12月31日 \$ 20,952,221
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。 107年度 \$ 3,641,391 106年度 \$ 1,844,749
(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。 107年度 \$ 6,549,404 106年度 \$ 5,138,302
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。 107年度 \$ 115,567 106年度 \$ 72,930
(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。 107年度 \$ 193,377 及 \$ 32,828 106年度 \$ 60,755 及 \$ 74,679



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)其他應收款 項	其他應收款—屬貸款性質者應列入投資活動項下。	其他應收款皆列入營業活動項下。	已予重分類。 107年度 \$ 0 106年度 \$ 11
(四)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。 107年度 \$ 463,508 106年度 \$ 487,244
(五)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。 107年度 \$ 124,574 及 \$ 65,275 106年度 \$ 1,801,753 及 \$ 682,256
(六)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。 107年度 \$ 1,277,723 106年度 \$ 3,198,314
(七)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。	無分類表達的特殊規定。	已予重分類。 107年度 \$ 0 106年度 \$ 18,296,617

# 附 件 四

## 綜合收益表

### Consolidated Income Statement

截至2018年12月31日止年度 Year ended 31 December 2018

		附註 Note	2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
收益	<b>Revenue</b>	6	<b>60,685,645</b>	58,953,788
銷售成本	Cost of sales		<b>(41,958,429)</b>	(41,615,827)
毛利	Gross profit		<b>18,727,216</b>	17,337,961
其他收益	Other revenue	8	<b>348,388</b>	270,786
其他淨收入	Other net income	9	<b>803,974</b>	719,726
分銷成本	Distribution costs		<b>(11,817,315)</b>	(11,268,583)
行政費用	Administrative expenses		<b>(2,267,636)</b>	(2,189,111)
其他經營費用	Other operating expenses		<b>(1,465,191)</b>	(1,124,355)
財務費用	Finance costs	10	<b>(421,682)</b>	(454,868)
應佔聯營及合營公司業績	Share of results of associates and joint ventures		<b>71,580</b>	101,180
除稅前溢利	<b>Profit before taxation</b>	10	<b>3,979,334</b>	3,392,736
稅項	Taxation	12	<b>(1,250,565)</b>	(1,137,368)
本年度溢利	<b>Profit for the year</b>		<b>2,728,769</b>	2,255,368
應佔溢利：	<b>Profit attributable to:</b>			
本公司股東	Owners of the Company		<b>2,463,321</b>	1,819,077
少數股東權益	Non-controlling interests		<b>265,448</b>	436,291
本年度溢利	<b>Profit for the year</b>		<b>2,728,769</b>	2,255,368
每股溢利	<b>Earnings per share</b>	14		
基本	Basic		<b>RMB43.85 cents</b>	RMB32.45 cents
攤薄	Diluted		<b>RMB43.77 cents</b>	RMB32.42 cents

## 綜合全面收益表

### Consolidated Statement of Comprehensive Income

截至2018年12月31日止年度 Year ended 31 December 2018

		2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
本年度溢利	<b>Profit for the year</b>	<b>2,728,769</b>	2,255,368
其他全面(虧損)收益：	<b>Other comprehensive (loss) income:</b>		
不會重分類至 損益賬的項目	<i>Items that will not be reclassified to profit or loss:</i>		
界定福利責任之重估值	Remeasurement of defined benefit obligations	<b>(40,003)</b>	52,037
指定按公允價值列賬及在 其他全面收益賬處理的 權益工具公允價值之變動	Fair value changes in equity instruments designated as at fair value through other comprehensive income	<b>(16,265)</b>	—
		<b>(56,268)</b>	52,037
已經或其後可被重分類至 損益賬中的項目	<i>Items that are or may be reclassified subsequently to profit or loss:</i>		
匯兌差額	Exchange differences on consolidation	<b>(379,686)</b>	316,324
可供出售金融資產公允價值之變動	Fair value changes in available-for-sale financial assets	—	95,396
於本年度出售可供出售 金融資產之重分類調整	Reclassification adjustments relating to available-for-sale financial assets disposed of during the year	—	(21,080)
		<b>(379,686)</b>	390,640
本年度其他全面(虧損)收益	<b>Other comprehensive (loss) income for the year</b>	<b>(435,954)</b>	442,677
本年度全面收益總額	<b>Total comprehensive income for the year</b>	<b>2,292,815</b>	2,698,045
應佔全面收益：	<b>Total comprehensive income attributable to:</b>		
本公司股東	Owners of the Company	<b>2,061,011</b>	2,218,857
少數股東權益	Non-controlling interests	<b>231,804</b>	479,188
		<b>2,292,815</b>	2,698,045

# 綜合財務狀況表

## Consolidated Statement of Financial Position

截至2018年12月31日止年度 At 31 December 2018

			2018	2017
		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>			
投資性房地產	Investment properties	15	1,119,000	1,106,000
物業、機器及設備	Property, plant and equipment	16	24,927,630	28,014,779
土地租約溢價	Prepaid lease payments	17	3,570,367	3,730,767
無形資產	Intangible assets	18	186,458	162,936
商譽	Goodwill	19	97,910	97,910
聯營公司權益	Interest in associates	21	127,725	120,568
合營公司權益	Interest in joint ventures	22	698,743	660,691
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	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	114,018	—
可供出售金融資產	Available-for-sale financial assets	23	—	638,526
其他非流動資產	Other non-current assets	24	375,964	317,964
遞延稅項資產	Deferred tax assets	36	429,262	308,010
			<b>32,095,198</b>	35,158,151
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories	25	2,651,740	2,396,941
應收賬款	Trade receivables	26	1,715,471	1,636,385
可收回稅項	Tax recoverable		30,150	23,393
預付款項及 其他應收款項	Prepayments and other receivables	27	2,669,689	4,599,397
抵押銀行存款	Pledged bank deposits	28	32,458	58,312
銀行結餘及現金	Bank balances and cash	28	13,807,963	10,226,577
			<b>20,907,471</b>	18,941,005
<b>總資產</b>	<b>Total assets</b>		<b>53,002,669</b>	54,099,156

綜合財務狀況表 | Consolidated Statement of Financial Position  
截至2018年12月31日止年度 At 31 December 2018

		附註 Note	2018 人民幣千元 <b>RMB'000</b>	2017 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	<b>235,204</b>	235,053
股份溢價	Share premium	30	<b>664,400</b>	611,736
儲備	Reserves	31	<b>18,753,872</b>	17,565,290
<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>19,653,476</b>	18,412,079
<b>少數股東權益</b>	<b>Non-controlling interests</b>		<b>3,958,955</b>	3,881,965
<b>股東權益總額</b>	<b>Total equity</b>		<b>23,612,431</b>	22,294,044
<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	<b>9,862</b>	5,258
長期有息借貸	Long-term interest-bearing borrowings	34	<b>4,372,723</b>	6,608,953
其他非流動負債	Other non-current liabilities	41	<b>40,000</b>	40,000
員工福利責任	Employee benefit obligations	35	<b>115,436</b>	101,226
遞延稅項負債	Deferred tax liabilities	36	<b>967,682</b>	1,070,026
			<b>5,505,703</b>	7,825,463

		附註 Note	2018 人民幣千元 RMB'000	2017 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>6,953,961</b>	7,119,423
其他應付款項及 已收押金	Other payables and deposits received	38	<b>8,522,996</b>	7,417,032
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	—	37,448
有息借貸之 即期部份	Current portion of interest bearing borrowings	34	<b>6,461,785</b>	7,775,320
客戶預付款項	Advance payments from customers	42	<b>1,678,782</b>	1,284,590
稅項	Taxation		<b>267,011</b>	345,836
			<b>23,884,535</b>	23,979,649
<b>總負債</b>	<b>Total liabilities</b>		<b>29,390,238</b>	31,805,112
<b>股東權益及負債總額</b>	<b>Total equity and liabilities</b>		<b>53,002,669</b>	54,099,156
<b>淨流動資產(負債)</b>	<b>Net current assets (liabilities)</b>		<b>(2,977,064)</b>	(5,038,644)
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>29,118,134</b>	30,119,507

第117至277頁之綜合財務報表已由董事會於2019年3月25日批准及授權簽發，並由以下人士代表簽署

These consolidated financial statements on pages 117 to 277 were approved and authorised for issue by the Board of Directors on 25 March 2019 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2018年12月31日止年度 Year ended 31 December 2018

		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2017年1月1日	At 1 January 2017	234,767	523,278	17,365,495	18,123,540	5,977,039	24,100,579
本年度溢利	Profit for the year	—	—	1,819,077	1,819,077	436,291	2,255,368
<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	Remeasurement of defined benefit obligation	—	—	41,664	41,664	10,373	52,037
匯兌差額	Exchange differences on consolidation	—	—	283,800	283,800	32,524	316,324
可供出售金融資產公允值之變動	Fair value changes in available-for-sale financial assets	—	—	95,396	95,396	—	95,396
本年度出售可供出售金融資產 之重分類調整	Reclassification adjustment relating to available-for-sale financial assets disposed of during the year	—	—	(21,080)	(21,080)	—	(21,080)
<b>其他全面收益總額</b>	<b>Total other comprehensive income</b>	—	—	399,780	399,780	42,897	442,677
<b>本年度全面收益總額</b>	<b>Total comprehensive income for the year</b>	—	—	2,218,857	2,218,857	479,188	2,698,045
<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	—	—	44,234	44,234	—	44,234
根據購股權計劃發行之股份	Shares issued under share option scheme	286	88,458	(21,357)	67,387	—	67,387
向少數股東授出認沽期權	Put options written to a non-controlling shareholder	—	—	(4,135,120)	(4,135,120)	—	(4,135,120)
因少數股東所獲授認沽期權 已取消而沖銷有關 的金融負債	Written back of financial liabilities upon cancellation of put options written to a non-controlling shareholder	—	—	4,135,120	4,135,120	—	4,135,120
已批准及派發2016年末期股息	2016 final dividend approved and paid	—	—	(580,849)	(580,849)	(119,876)	(700,725)
		286	88,458	(557,972)	(469,228)	(119,876)	(589,104)
<b>擁有權變動</b>	<b>Changes in ownership interests</b>						
從業務合併所產生之 少數股東權益	Non-controlling interest arising from business combination	—	—	—	—	171,560	171,560
無導致改變控制權的附屬公司 擁有權變動	Change in ownership interest in subsidiaries without change in control	—	—	(1,461,090)	(1,461,090)	(2,625,946)	(4,087,036)
		—	—	(1,461,090)	(1,461,090)	(2,454,386)	(3,915,476)
<b>與本公司股東之交易總額</b>	<b>Total transactions with owners of the Company</b>	286	88,458	(2,019,062)	(1,930,318)	(2,574,262)	(4,504,580)
於2017年12月31日	At 31 December 2017	235,053	611,736	17,565,290	18,412,079	3,881,965	22,294,044

綜合股東權益變動表 | Consolidated Statement of Changes in Equity  
截至2018年12月31日止年度 Year ended 31 December 2018

		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)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 obligation (Note 35)	—	—	(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 公允價值之變動(附註23(c))	Fair value changes in equity instruments designated as at fair value through other comprehensive income (Note 23(c))	—	—	(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>						
<b>投資與分配</b>	<b>Contributions and distribution</b>						
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 (附註29)	Shares issued under share option scheme (Note 29)	151	52,664	(13,025)	39,790	—	39,790
已批准2017年末期股息 (附註13)	2017 final dividend approved (Note 13)	—	—	(909,539)	(909,539)	(167,478)	(1,077,017)
		151	52,664	(889,765)	(836,950)	(167,478)	(1,004,428)
<b>擁有權變動</b>	<b>Changes in ownership interests</b>						
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 a subsidiary without change in control (Note 20)	—	—	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

## 綜合現金流量表

### Consolidated Statement of Cash Flows

截至2018年12月31日止年度 Year ended 31 December 2018

			2018	2017
	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	<b>Cash generated from operations</b>	<b>8,947,083</b>	8,499,095
已繳中國企業所得稅		The People's Republic of China ("PRC") enterprise income tax paid	<b>(1,555,331)</b>	(1,367,551)
已繳利息		Interest paid	<b>(423,863)</b>	(449,626)
<b>經營活動所得現金淨額</b>		<b>Net cash from operating activities</b>	<b>6,967,889</b>	6,681,918
<b>投資活動</b>		<b>INVESTING ACTIVITIES</b>		
已收利息		Interest received	<b>348,388</b>	270,786
已收合營公司股利	22	Dividend received from a joint venture	<b>17,232</b>	93,001
已收可供出售金融 資產股利		Dividend received from available-for-sale financial assets	—	1,103
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	<b>6,500</b>	—
出售可供出售 金融資產之所得		Proceeds from disposal of available-for-sale financial assets	—	79,484
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	<b>79,443</b>	—
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	<b>8,521</b>	—
購入債務投資		Purchase of debt investment	—	(900,000)
贖回債務投資	27(b)	Redemption of debt investment	<b>900,000</b>	—
購入可供出售金融資產		Purchase of available-for-sale financial assets	—	(16,983)
購入按公允價值列賬及 在損益賬處理的金融資產	23(a)	Purchase of financial assets at fair value through profit or loss	<b>(48,735)</b>	—
購入物業、機器及設備		Purchase of property, plant and equipment	<b>(1,358,638)</b>	(1,048,568)
收購一幢物業所支付的定金	24	Deposit paid for acquisition of a property	<b>(58,000)</b>	(190,778)
已付土地租約溢價		Prepaid lease payments	<b>(23,706)</b>	(18,371)
出售物業、機器及設備 及土地租約溢價之所得		Proceeds from sale of property, plant and equipment and prepaid lease payments	<b>42,263</b>	162,575
出售投資性房地產之所得		Proceeds from sale of investment properties	—	223
收購附屬公司所得現金淨額		Net cash inflow on acquisition subsidiaries	—	100,027
出售附屬公司所得現金淨額	43	Net cash inflow on disposal of subsidiaries	<b>437,438</b>	663,128
應收貸款之淨變動金額	27(a)	Net movement of loan receivables	<b>(153,000)</b>	—
應收前附屬公司之 淨變動金額		Net movement of amount due from former subsidiaries	<b>1,347,253</b>	(11,788)
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	<b>9,575</b>	—
資本注資予聯營公司		Capital contribution to associates	—	(15,605)
<b>投資活動所得(所用) 現金淨額</b>		<b>Net cash generated from (used) in investing activities</b>	<b>1,554,534</b>	(831,766)

	附註 Note	2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
<b>融資活動</b>			
已付本公司股東之股息		<b>(928,370)</b>	(598,505)
已付少數股東權益之股息		<b>(141,619)</b>	(114,752)
根據購股權計劃 發行之股份	29	<b>39,790</b>	67,387
新增銀行貸款		<b>3,548,339</b>	5,944,184
償還銀行及其他貸款		<b>(5,529,936)</b>	(9,085,460)
其他短期借貸之變動淨額		<b>(2,005,498)</b>	2,028,635
支付收購少數股東權益		—	(4,003,636)
出售無導致改變控制權的 附屬公司權益之所得	20	<b>15,000</b>	—
<b>融資活動所用現金淨額</b>		<b>(5,002,294)</b>	(5,762,147)
<b>現金及現金等值物的 淨增加</b>		<b>3,520,129</b>	88,005
年初之現金及現金等值物		<b>10,284,889</b>	10,231,812
匯率變動之影響		<b>35,403</b>	(34,928)
<b>年終之現金及現金等值物</b>	28	<b>13,840,421</b>	10,284,889

## 綜合財務報表附註

# Notes to the Consolidated Financial Statements

截至2018年12月31日止年度 For the year ended 31 December 2018

### 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、飲品及方便食品。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之適用規定編製。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2017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 address of its principal place of business is 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, beverages and instant food products. 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 2017 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2,977,064,000元(2017年：人民幣5,038,644,000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 RMB2,977,064,000 (2017: RMB5,038,644,000) 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
- 方便食品及其他	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
- Instant food and 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融資租賃持有，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和經營租賃性房地產，滿足投資性房地產定義並執行以公允價值計量。

**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 under finance lease, to earn rental income and/or for capital appreciation. These include properties held for a currently undetermined future use and properties that are held under operating lease, which satisfy the definition of investment property and carry at fair value.

### 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。公允價值是根據市場價值，即某一物業可在估值之日起自願買方和自願賣方之間的公平交易適當的營銷後交換的估計量，其中雙方各知情行事，謹慎及非強迫性的。

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。

### 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. The fair value is based on market value, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties have each acted knowledgeably, prudently and without compulsion.

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.

**3. 主要會計政策(續)****(g) 無形資產(續)***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。

**(h) 土地租約溢價**

土地租約溢價為以營運租約形式購入承租人估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。

**(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)****(g) Intangible asset (Continued)***Water resource license*

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

**(h) Prepaid lease payments**

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.

**(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(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。

##### 自2018年1月1日起適用的分類及計量

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 and on a trade date basis.

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.

##### Classification and measurement applicable from 1 January 2018

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)

自2018年1月1日起適用的分類及計量(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)

Classification and measurement applicable from 1 January 2018 (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 rate 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 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。

當違約風險較低及對方有能力在短期履行其合約現金流義務時，其他應收款會被考慮為低信貸風險。

### 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.

Other receivables are considered to be low credit risk when they have a low risk of default and the counter party has a strong capacity to meet its contractual cash flow obligations in the near term.

### 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，包括投資基金及上市股本證券且詳載於綜合財務報表附註23。

##### 分類和測量

##### 金融資產 – 適用於2018年1月1日之前

金融資產初始按公允價值確認，若不是以FVPL處理的金融資產，則加上其直接相關的交易所成本列賬。

於2018年1月1日前，本集團將其金融資產分類為以下類別之一：

#### 1) 按公允價值列賬及在損益賬處理的金融資產

按公允價值列賬及在損益賬處理的金融資產包括持有作為交易性之金融資產，以及在初始確認時指定為按FVPL計量者，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。有關工具按公允價值計量，公允價值之變動乃入賬於損益賬內，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。

### 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 and listed equity securities as further detailed in note 23 to the consolidated financial statements.

##### Classification and measurement

##### Financial assets – applicable before 1 January 2018

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

The Group classified its financial assets into one of the following categories before 1 January 2018:

#### 1) Financial assets at FVPL

Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition as at FVPL, and financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies. 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.

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

##### 分類和測量(續)

#### 1) 按公允價值列賬及在損益賬處理的金融資產(續)

若金融資產被歸類為持有作為交易性，其(i)收購主要是為了在短期內出售為目的；(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。

金融資產起初確認時只有在以下情況下指定為以公允價值計量，且其變動可計入當期損益賬內：(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和/或金融負債的一部分；或(iii)他們含有需要記錄的嵌入式衍生工具。

若合約包含一個或多個嵌入式衍生工具，整個混合合約可能被指定為按FVPL計量的金融資產，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，明顯被禁止單獨入賬。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

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

##### Financial assets (Continued)

##### Classification and measurement (Continued)

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

Financial assets are classified as held for trading if they are (i) acquired principally for the purpose of selling in the near future; (ii) part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or (iii) derivatives that are not financial guarantee contracts or not designated and effective hedging instruments.

Financial assets are designated at initial recognition as at FVPL only if (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on a different basis; or (ii) they are part of a group of financial assets and/or financial liabilities that are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) they contain embedded derivatives that would need to be separately recorded.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at FVPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

##### 分類和測量(續)

#### 2) 貸款及應收賬款

貸款及應收賬款(包括銀行結餘和現金, 抵押銀行存款和應收賬款及其他應收款項)指並無於活躍市場報價且並非為買賣而持有之具有固定或可釐定付款金額之非衍生金融資產, 該等貸款及應收賬款以實際利率方法計算攤銷成本。若貸款及應收賬款為免息貸款及無固定還款期或其折現影響並不重大, 貸款及應收款項按成本扣除減值虧損入賬。攤銷成本已計算在到期年內任何收購折讓或溢價。因取消確認、減值或攤銷所產生之損益計入該年度的損益賬。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

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

##### Financial assets (Continued)

##### Classification and measurement (Continued)

#### 2) Loans and receivables

Loans and receivables including bank balances and cash, pledged bank deposits and trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are not held for trading. They are measured at amortised cost using the effective interest method, except where receivables are interest-free loans and without any fixed repayment term or the effect of discounting would be insignificant. In such case, the receivables are stated at cost less impairment loss. Amortised cost is calculated by taking into account any discount or premium on acquisition over the period to maturity. Gains and losses arising from derecognition, impairment or through the amortisation process are recognised in profit or loss.



### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 金融資產(續)

##### 分類和測量(續)

#### 3) 可供出售金融資產

可供出售金融資產乃指定為此類別或不能歸類於其他金融資產類別之非衍生工具。彼等均按公允值(而估值變更認列於投資重估值儲備(可轉回))計量,直至該等投資與投資重估儲備被出售、收取或另行處置為止,或直至該等資產被釐定將予減值為止,於此時,先前於其他全面收益中呈報之累積損益應以重分類調整重分類至損益賬中。

在活躍的交易市場上,若可供出售金融資產並無公開報價,並且其公允價值不能可靠計量,則以成本減累計減值虧損列賬。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

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

##### Financial assets (Continued)

##### Classification and measurement (Continued)

#### 3) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated at this category or not classified in any of the other categories of financial assets. They are measured at fair value with changes in value recognised as investment revaluation reserve (recycling) until the assets are sold, collected or otherwise disposed of, or until the assets are determined to be impaired, at which time the cumulative gain or loss previously reported in other comprehensive income shall be reclassified to profit or loss as a reclassification adjustment.

Available-for-sale financial assets that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are stated at cost less impairment loss.

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

##### 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。

###### 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，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，除非貼現的影響不大，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

###### 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.

###### 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 direct attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables, 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)

於採納香港財務報告準則第9號前，所有按公允價值列賬及在損益賬處理的金融負債的公允價值收益或虧損均於損益確認。

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。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

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

##### Financial liabilities (Continued)

##### Classification and measurement (Continued)

Before the adoption of HKFRS 9, all the fair value gain or loss of financial liabilities at FVPL is recognised in profit or loss.

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.

### 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)

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
- (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)

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
- (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)****根據香港財務報告準則第9號  
的金融資產及其他項目之減值**

自2018年1月1日起適用

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 under HKFRS 9**

Applicable from 1 January 2018

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)

##### 根據香港財務報告準則第9號 的金融資產及其他項目之減值 (續)

自2018年1月1日起適用(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 under HKFRS 9 (Continued)

Applicable from 1 January 2018 (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)

根據香港財務報告準則第9號的金融資產及其他項目之減值(續)

自2018年1月1日起適用(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貨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 under HKFRS 9 (Continued)*

Applicable from 1 January 2018 (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)

##### 根據香港財務報告準則第9號 的金融資產減值及其他項目 (續)

自2018年1月1日起適用(續)

評估信用風險顯著增加(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 under HKFRS 9 (Continued)

Applicable from 1 January 2018 (Continued)

Assessment of significant increase in credit risk (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 associates, joint ventures and related parties are determined to have low credit risk.

### 3. 主要會計政策(續)

#### (k) 金融工具(續)

根據香港財務報告準則第9號的金融資產及其他項目之減值(續)

自2018年1月1日起適用(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 under HKFRS 9 (Continued)*

Applicable from 1 January 2018 (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)

##### 根據香港財務報告準則第9號 的金融資產及其他項目之減值 (續)

自2018年1月1日起適用(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。

適用於2018年1月1日之前

於各結算日，本集團均會評估是否有客觀證據證明金融資產(按FVPL計量的金融資產除外)出現減值現象。金融資產之減值虧損按攤銷成本列賬，並以資產之賬面值與其按金融資產之原有實際利率折算之預期未來現金流之現值間之差異計算。金融資產的減值虧損於損益賬中確認。倘資產之可收回金額於日後增加而可客觀地與確認減值後發生的事件有關連，則於往後期間在損益賬中撥回減值虧損，惟資產於減值日期撥回之賬面值不得超過並無確認減值時之攤銷成本。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

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

##### Impairment of financial assets and other items under HKFRS 9 (Continued)

Applicable from 1 January 2018 (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.

Applicable before 1 January 2018

At the end of each reporting period, the Group assesses whether there is objective evidence that financial assets, other than those at FVPL, are impaired. The impairment loss of financial assets carried at amortised cost is measured as the difference between the assets' carrying amount and the present value of estimated future cash flow discounted at the financial asset's original effective interest rate. Such impairment loss is reversed in subsequent periods through profit or loss when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 主要會計政策(續)

(k) 金融工具(續)

根據香港財務報告準則第9號  
的金融資產及其他項目之減值  
(續)

金融資產減值(續)

適用於2018年1月1日之前(續)

如果可供出售金融資產發生減值，則該資產的初始取得成本(扣除已收回本金和已攤銷金額)與當前公允值之間的累計損失，減去所有先前已確認之減值虧損後，乃由權益轉撥入收益或虧損作為重分類調整。可供出售股本工具認列於損益賬中之減值虧損不會通過損益中撥回。倘若可供出售金融資產已提減值虧損，其公允值於日後增加，有關增加則會轉撥入權益內。若可供出售債務工具之公允值回升可以客觀地歸因於其可轉回減值虧損於損益賬中確認後才發生之事項，則可供出售債務工具之減值虧損可以轉回至損益內。

以成本價列賬之可供出售金融資產，減值虧損以其賬面值與及以同類金融資產之現時市場回報率估計該金融資產相關的未來現金流折算所得出的現值兩者之差額計算。此減值虧損不得轉回。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(k) Financial instruments (Continued)

*Impairment of financial assets and other items under HKFRS 9 (Continued)*

Impairment of financial assets (Continued)

Applicable before 1 January 2018 (Continued)

When an available-for-sale financial asset is impaired, a cumulative loss comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and current fair value, less any previously recognised impairment loss in profit or loss, is reclassified from equity to profit or loss as a reclassification adjustment. Impairment losses recognised in profit or loss in respect of available-for-sale equity instrument are not reversed through profit or loss. Any subsequent increase in fair value of available-for-sale equity instrument after recognition of impairment loss is recognised in equity. Reversal of impairment loss of available-for-sale debt instruments are reversed through profit or loss, if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

For an available-for-sale financial asset that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed.

### 3. 主要會計政策(續)

#### (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。

#### (m) 收益之確認

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。

#### *自2018年1月1日起適用*

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)

#### (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.

#### (m) Revenue recognition

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.

#### *Applicable from 1 January 2018*

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)

##### 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(例如，在建工程)；或
- (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。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition (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
- (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.



### 3. 主要會計政策(續)

#### (m) 收益之確認(續)

##### 收益確認之時點(續)

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，飲料和方便食品的銷售被確認，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)

##### Timing of revenue recognition (Continued)

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, beverages and instant food products 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)***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。

*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。

**3. PRINCIPAL ACCOUNTING POLICIES (Continued)****(m) Revenue recognition (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.

*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.

### 3. 主要會計政策(續)

#### (m) 收益之確認(續)

*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。

#### **適用於2018年1月1日之前**

收益是在本集團能獲得有關經濟效益，並且於入賬時該收益及成本(如適用)能可靠地計算和根據以下原則：

出售貨品所得收益於貨品之擁有權所涉及之風險及回報轉交買家，通常亦即貨物付運時入賬。

物流服務的服務收入在提供服務時確認。

利息收入以時間為基準參照未償還本金及適用之實際利率法確認入賬。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

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

*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.

#### **Applicable before 1 January 2018**

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably and on the following bases:

Sale of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered and title has been passed.

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

Interest income from financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

**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。

由於本集團應用香港財務報告準則第15號第121(a)段的實際可行權宜方法，於報告日因未履行或評分未履行而分配至履約責任之交易價格若其原預計存續時期為一年或少於一年不會被披露。

**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.

Given that the Group applies the practical expedient in paragraph 121(a) of HKFRS 15, the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period have an original expected duration of one year or less is not disclosed.

### 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出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、聯營公司權益、合營公司權益及土地租約之溢價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, interest in associates, interest in joint ventures and prepaid lease payments 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) 營運租賃

資產之絕大部份回報及風險由出租公司保留之租賃，皆作為營運租賃列賬。營運租賃之租金支出在有關租賃之租賃期內以直線法於損益賬確認。營運租賃協議所涉及的租賃回贈均在損益賬中確認為資產租賃淨付款總額的組成部份。或有租金則於發生之會計期間以費用入賬。

#### (s) 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。

#### (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。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (r) 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.

#### (s) 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.

#### (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.



### 3. 主要會計政策(續)

#### (t) 員工福利(續)

##### 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。

界定福利計劃的責任的計算乃考慮獨立精算師每年以精算方式的預計單位成本法所作出的供款建議。有關界定福利計劃責任的服務成本及利息成本均在損益中確認。當期服務成本為員工當期服務產生的界定福利責任的現值之增加。過去服務成本為計劃修訂或縮減導致界定福利責任現值的變動並認列於損益。期內利息費用是採用期初用作計算界定福利責任的折現率。該折現率為於結算日的貨幣和期限與本集團所承擔責任之估計期限的政府債券收益率為一致。

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。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

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

##### 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.

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 obligation resulting from employee service in the current period. Past service cost is measured as the change in the present value of the defined benefit obligation resulted from a plan amendment or curtailment and is recognised in profit or loss. Interest expense for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the defined benefit liability. The discount rate 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.

**3. 主要會計政策(續)****(t) 員工福利(續)***界定福利計劃(續)*

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)。

**(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)****(t) Employee benefits (Continued)***Defined benefit plans (Continued)*

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)).

**(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, associates 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)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士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。

香港財務報告準則週期年度改進項目	2015年至2017年 <sup>(1)</sup>
香港財務報告準則第16號	租賃 <sup>(1)</sup>
香港(國際財務報告詮釋委員會) – 第23號	所得稅處理的不確定性 <sup>(1)</sup>
香港會計準則第19號之修訂	員工福利 <sup>(1)</sup>
香港會計準則第28號之修訂	聯營公司及合營公司之投資 <sup>(1)</sup>
香港財務報告準則第9號之修訂	帶有負賠償的預付款特權 <sup>(1)</sup>
香港會計準則第1號及第8號之修訂	重大性的定義 <sup>(1)</sup>
香港會計準則第3號之修訂	業務的定義 <sup>(2)</sup>
香港財務報告準則第17號	保險合約 <sup>(4)</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的資產出售或注資 <sup>(5)</sup>

### 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.

Annual Improvements to HKFRSs	2015–2017 Cycle <sup>(1)</sup>
HKFRS 16	Leases <sup>(1)</sup>
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments <sup>(1)</sup>
Amendments to HKAS 19	Employee benefits <sup>(1)</sup>
Amendments to HKAS 28	Investments in Associates and Joint Ventures <sup>(1)</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>(1)</sup>
Amendments to HKASs 1 and 8	Definition of Material <sup>(2)</sup>
Amendments to HKFRS 3	Definition of a Business <sup>(3)</sup>
HKFRS 17	Insurance Contracts <sup>(4)</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>(5)</sup>



**3. 主要會計政策(續)****(y) 香港財務報告準則未來之變動(續)**

- <sup>(1)</sup> 於2019年1月1日或之後開始的年度期間生效
- <sup>(2)</sup> 於2020年1月1日或之後開始的年度期間生效
- <sup>(3)</sup> 於併購發生於2020年1月1日或之後首個開始的年度期間生效
- <sup>(4)</sup> 於2021年1月1日或之後開始的年度期間生效
- <sup>(5)</sup> 生效日期待定

除下文所載香港財務報告準則第16號外，本公司董事預計未來期間採納新訂／經修訂香港財務報告準則將不會對本集團財務資料產生重大影響。

**香港財務報告準則第16號：租賃**

香港財務報告準則第16號大幅改變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，因而要求承租人就租賃產生於12個月的條款之權利及義務確認使用權資產及租賃負債，除非標的資產的價值低。此外，除其他變化外，這需要加強承租人和出租人的披露。根據初步評估，管理層認為，根據香港會計準則第17號，本集團現時分類為經營租賃的若干物業的租賃將引致根據香港財務報告準則第16號確認為資產使用權及租賃負債在後續的計量中，折舊及減值損失，如適用，和利息分別在使用權資產和租賃負債中確認，其中各個報告期的合計數額預計不會顯著不同於根據香港會計準則第17號確認的期間經營租賃開支。除上述影響外，預期香港財務報告準則第16號通過後將不會對本集團未來財務狀況、財務表現及現金流量產生重大影響。

**3. PRINCIPAL ACCOUNTING POLICIES (Continued)****(y) Future changes in HKFRSs (Continued)**

- <sup>(1)</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>(2)</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>(3)</sup> Effective for acquisitions that occur on or after the beginning of the first annual period beginning on or after 1 January 2020
- <sup>(4)</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>(5)</sup> The effective date to be determined

Except for HKFRS 16 as set out below, 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.

**HKFRS 16: Leases**

HKFRS 16 significantly changes 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 leases with a term of more than 12 months, unless the underlying assets is of low value. Besides, among other changes, it requires enhanced disclosures to be provided by lessees and lessors. Based on the preliminary assessment, the management is of the opinion that the leases of certain properties by the Group which are currently classified as operating leases under HKAS 17 will trigger the recognition of right-of-use assets and lease liabilities in accordance with HKFRS 16. In subsequent measurement, depreciation (and, if applicable, impairment loss) and interest will be recognised on the right-of-use assets and the lease liabilities respectively, of which the amount in total for each reporting period is not expected to be significantly different from the periodic operating lease expenses recognised under HKAS 17. Apart from the effects as outlined above, it is not expected that HKFRS 16 will have a material impact on the future financial position, financial performance and cash flows of the Group upon adoption.

### 3. 主要會計政策(續)

#### (y) 香港財務報告準則之未來變動(續)

##### 香港財務報告準則第16號：租賃(續)

本集團計劃選擇採用經修訂的追溯法以採納香港財務報告準則第16號，並將確認首次應用的累積影響於2019年1月1日權益期初餘額調整，並不會重列比較資料。

誠如綜合財務報表附註47(b)所述，於2018年12月31日，本集團就辦公室物業不可撤銷經營租賃的未來最低租賃付款總額約為人民幣841,810,000元。本公司管理層預期採納香港財務報告準則第16號與目前會計政策相比將不會對本集團的財務表現造成重大影響，但預期本集團須單獨確認租賃負債及使用權資產的租賃負債的利息支出及折舊費用以及本集團經營租賃下未來最低租賃付款的若干部分將需要在本集團的綜合財務狀況表中確認為使用權資產和租賃負債。本集團亦須於發生若干事件(例如變更租賃期)後重估租賃負債，並確認重估租賃負債的金額作為對使用權資產調整。此外，租賃負債的本金部份將在本集團綜合現金流量表中的融資活動中呈報。

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (y) Future changes in HKFRSs (Continued)

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

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information.

As set out in Note 47(b) to the consolidated financial statements, at 31 December 2018, the total future minimum lease payments under non-cancellable operating leases of the Group in respect of office premises amounted to approximately RMB841,810,000. The management of the Company does not expect the adoption of HKFRS 16 as compared with the current accounting policy would result in significant impact on the Group's financial performance but it is expected that the Group has to separately recognise the interest expenses on the lease liabilities and the depreciation expense on the right-of-use assets, and that certain portion of the future minimum lease payments under the Group's operating leases will be required to be recognised in the Group's consolidated statements of financial position as right-of-use assets and lease liabilities. The Group will also be required to re-measure the lease liabilities upon the occurrence of certain events such as a change in the lease term and recognise the amount of the re-measurement of the lease liabilities as an adjustment to the right-of-use assets. In addition, payments for the principal portion of the lease liabilities will be presented within financing activities in the Group's consolidated statements of cash flows.

#### 4. 會計制度的變更

##### 採納新推出／修訂之香港財務報告準則

香港會計師公會已頒佈多項相關修訂，並首次於本集團此會計期間生效。當中，下列修改與本集團綜合財務報表有關：

##### **香港會計準則第40號的修訂：投資性房地產轉讓**

該等修訂釐清，要轉至或轉自投資物業，必需要有用途的改變。用途的改變將涉及(a)評估物業是否符合或已不再符合投資性房地產的定義；(b)以支持改變用途的支持證據已經發生。

採納該等修訂並無對綜合財務報表產生重大影響。

##### **香港財務準則第2號的修訂：以股份為基礎之付款及分類及計量**

該等修訂提供有關以現金結算以股份為支付基礎之交易的歸屬和非歸屬條件的計量；具有淨結算特徵的股份為支付基礎之交易的預扣稅責任；以及對於以股份為支付基礎之交易會的條款和條件的修改，而該會改變該交易的分類從以現金結算至以權益結算。

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2014-2016的年度改進週期：**

##### **香港會計準則第28號－按公平價值計量聯營公司或合營公司或其附屬公司**

該等修訂釐清，有關聯營公司或合營公司以公允價值計量或保留投資實體聯營公司或合營公司所採用的公平價值計量的選擇，可於有關日期分別為各聯營公司或合營公司作出。

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:

##### **Amendments to HKAS 40: Transfer of Investment Property**

The amendments clarify that, to transfer to or from, investment properties, there must be a change in use. A change in use would involve (a) an assessment of whether a property meets, or has ceased to meet, the definition of investment property; and (b) supporting evidence that a change in use has occurred.

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

##### **Amendments to HKFRS 2: Classification and Measurement of Share-based Payment Transactions**

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

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

##### **Annual Improvements to HKFRSs 2014-2016 Cycle:**

##### **HKAS 28 – Measuring an associate or joint venture or its subsidiaries at fair value**

The amendments clarify that the election to measure associates or joint ventures at fair value or retain the fair value measurement applied by investment entity associates or joint ventures can be made separately for each associate or joint venture at the relevant date.

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

#### 4. 會計制度的變更(續)

採納新推出／修訂之香港財務報告準則  
(續)

**香港(國際財務報告準則詮釋委員會)－詮釋第22號：外幣交易及預付墊款**

該解釋澄清，在確定終止確認與預先考慮有關的非貨幣性資產或非貨幣性負債的相關資產，費用或收入（或部分）時使用的即期匯率，交易日期為主體初始確認預付代價產生的非貨幣性資產或非貨幣性負債的日期。

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：金融工具**

以下名稱適用於本綜合財務報表：

- FVPL：按公允價值列賬及在損益處理
- FVOCI：按公允價值列賬及在其他全面收益處理
- 指定FVOCI：指定FVOCI的權益工具。
- 強制性FVOCI：以FVOCI計量的債務工具。

香港財務報告準則第9號取代香港會計準則第39號金融工具：確認及計量於2018年1月1日或之後開始的年度期間適用，其引入對金融資產及金融負債分類及計量，金融資產減值及對沖會計的新規定。

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

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

**HK(FRIC)- Int 22: Foreign Currency Transactions and Advance Consideration**

The Interpretation clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognised the non-monetary asset or non-monetary liability arising from the advance consideration.

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

**HKFRS 9: Financial instruments**

The following terms are used in these consolidated financial statements:

- FVPL: fair value through profit or loss.
- FVOCI: fair value through other comprehensive income.
- Designated FVOCI: equity instruments designated as at FVOCI.
- Mandatory FVOCI: debt instruments measured at FVOCI.

HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018. It introduces new requirements for the classification and measurement of financial assets and financial liabilities, impairment for financial assets and hedge accounting.

#### 4. 會計制度的變更(續)

採納新推出／修訂之香港財務報告準則  
(續)

**香港財務報告準則第9號：金融工具**  
(續)

根據香港財務報告準則第9號的過渡性條文，比較資料未被重列，而本集團已追溯應用香港財務報告準則第9號於2018年1月1日(即首次應用日期)已存在的金融工具，惟下文所述者除外：

- (a) 以下評估是根據首次應用日期存在的事實和情況作出的：
- (i) 確定持有金融資產的業務模式；
  - (ii) 指定金融資產或金融負債為FVPL，或就金融資產而言，指定為指定FVOCI；及
  - (iii) 取消指定金融資產或金融負債為FVPL。

上述分類結果應追溯應用。

- (b) 如果在首次應用日期確定由初始確認起信貸風險是否顯著增加需要不必要的成本或努力，則虧損撥備的金額等於以整個存續期的預期信貸虧損，直至金融工具終止確認為止的日期，除非該金融工具在報告日期的信貸風險較低。
- (c) 就根據香港會計準則第39號按成本計量的權益工具投資而言，該等工具按首次應用日期的公平值計量。

下表概述於2018年1月1日採納香港財務報告準則第9號對儲備及保留溢利之影響：

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

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

**HKFRS 9: Financial instruments (Continued)**

In accordance with the transitional provisions in HKFRS 9, comparative information has not been restated and the Group has applied HKFRS 9 retrospectively to financial instruments that existed at 1 January 2018 (i.e. the date of initial application), except as described below:

- (a) The following assessments are made on the basis of facts and circumstances that existed at the date of initial application:
- (i) the determination of the business model within which a financial asset is held;
  - (ii) the designation of financial assets or financial liabilities at FVPL or, in case of financial assets, at Designated FVOCI; and
  - (iii) the de-designation of financial assets or financial liabilities at FVPL.

The above resulting classification shall be applied retrospectively.

- (b) If, at the date of initial application, determining whether there has been a significant increase in credit risk since initial recognition would require undue cost or effort, a loss allowance is recognised at an amount equal to lifetime ECL at each reporting date until the financial instrument is derecognised unless that financial instrument is low credit risk at a reporting date.
- (c) For investments in equity instruments that were measured at cost under HKAS 39, the instruments are measured at fair value at the date of initial application.

The following table summaries the impact of transition to HKFRS 9 on reserves and retained profits at 1 January 2018:

4. 會計制度的變更(續)

採納新推出／修訂之香港財務報告準則  
(續)

香港財務報告準則第9號：金融工具  
(續)

4. CHANGES IN ACCOUNTING POLICIES (Continued)

Adoption of New/Revised HKFRSs (Continued)

HKFRS 9: Financial instruments (Continued)

		投資重估值儲備 (可轉回) Investment revaluation reserve (recycling) 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	保留溢利 Retained profits 人民幣千元 RMB'000
於2018年1月1日	At 1 January 2018			
重分類	Reclassification	(158,608)	10,458	148,150
(減少)增加	(Decrease) Increase	(158,608)	10,458	148,150

(i) 金融資產和金融負債的分類和計量

採納香港財務報告準則第9號本集團金融負債的分類及計量並無重大影響。

下表將香港會計準則第39號的原有計量類別及賬面值與新計量類別及於2018年1月1日本集團各類金融資產的香港財務報告準則第9號的賬面值進行對賬。

(i) Classification and measurement of financial assets and financial liabilities

The adoption of HKFRS 9 has no significant effect on the classification and measurement of the Group's financial liabilities.

The following table reconciles the original measurement categories and carrying amounts under HKAS 39 to the new measurement categories and carrying amounts under HKFRS 9 for each class of the Group's financial assets as at 1 January 2018.

4. 會計制度的變更(續)

採納新推出／修訂之香港財務報告準則  
(續)

香港財務報告準則第9號：金融工具  
(續)

(i) 金融資產和金融負債的分類和  
計量(續)

4. CHANGES IN ACCOUNTING POLICIES (Continued)

Adoption of New/Revised HKFRSs (Continued)

HKFRS 9: Financial instruments (Continued)

(i) Classification and measurement of financial assets and  
financial liabilities (Continued)

		計量類別 Measurement category		賬面值 Carrying amount	
附註 Note	香港會計準則 第39號 Under HKAS 39	香港財務報告 準則第9號 Under HKFRS 9	香港會計準則 第39號 Under HKAS 39 人民幣千元 RMB'000	香港財務報告 準則第9號 Under HKFRS 9 人民幣千元 RMB'000	
<b>金融資產</b> <b>Financial assets</b>					
投資基金		可供出售， 按公允值計算	FVPL		
Investment funds	(i)	Available for sale, at fair value	FVPL	504,359	504,359
股本證券，上市		可供出售， 按公允值計算	指定 FVOCI		
Equity securities, listed	(ii)	Available for sale, at fair value	Designated FVOCI	110,722	110,722
股本證券，非上市		可供出售， 按成本計算	指定 FVOCI		
Equity securities, unlisted	(ii)	Available for sale, at cost	Designated FVOCI	21,971	21,971
股本證券，上市		可供出售， 按成本計算	FVPL		
Equity securities, listed	(ii)	Available for sale, at cost	FVPL	1,474	1,474
應收賬款		攤銷成本	攤銷成本		
Trade receivables	(iii)	Amortised cost	Amortised cost	1,636,385	1,636,385
預付款及其他應收款項		攤銷成本	攤銷成本		
Repayment and other receivables	(iii)	Amortised cost	Amortised cost	4,599,397	4,599,397
現金及現金等價物		攤銷成本	攤銷成本		
Cash and cash equivalents	(iii)	Amortised cost	Amortised cost	10,284,889	10,284,889



#### 4. 會計制度的變更(續)

採納新推出／修訂之香港財務報告準則  
(續)

香港財務報告準則第9號：金融工具  
(續)

(i) 金融資產和金融負債的分類和  
計量(續)

附註：

(i) 於首次應用日期，以前分類為按公允價值列賬的可供出售金融資產的投資基金，現已重新分類為FVPL。他們不符合分類為攤銷成本或強制性FVOCI或根據香港財務報告準則第9號指定為指定FVOCI的標準，因為其現金流量並不純粹為支付本金和利息，且並非權益投資。於2018年1月1日，相關公允價值收益人民幣148,150,000元已於2018年1月1日從投資重估儲備(可轉回)轉為保留利潤。

(ii) 於首次應用日期，以前分類為可供出售金融資產的若干股本證券人民幣132,693,000元現已歸類為指定FVOCI，因為該等股本證券既不為買賣而持有也非於應用香港財務報告準則第3號，企業合併中的收購方確認的或然代價。於2018年1月1日，相關的公允價值收益人民幣10,458,000元於2018年1月1日從投資重估儲備(可轉回)轉入投資重估儲備(不可轉回)。其餘股本證券賬面值為人民幣1,474,000元於2018年1月1日被歸類為FVPL。

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

Adoption of New/Revised HKFRSs (Continued)

HKFRS 9: Financial instruments (Continued)

(i) Classification and measurement of financial assets and  
financial liabilities (Continued)

Notes:

(i) At the date of initial application, the investment in investment funds that were previously classified as available-for-sale financial assets, at fair value are now reclassified to FVPL. They do not meet the criteria to be classified as amortised cost or Mandatory FVOCI or be designated as Designated FVOCI in accordance with HKFRS 9, because their cash flows do not represent solely payments of principal and interest and they are not equity investments. Related fair value gains of RMB148,150,000 as at 1 January 2018 were transferred from the investment revaluation reserve (recycling) to retained profits on 1 January 2018.

(ii) At the date of initial application, certain equity securities, which amounted to RMB132,693,000, that were previously classified as available-for-sale financial assets are now classified as Designated FVOCI, because these equity securities are neither held for trading nor contingent consideration recognised by an acquirer in a business combination to when HKFRS 3 applies. Related fair value gains of RMB10,458,000 as at 1 January 2018 were transferred from the investment revaluation reserve (recycling) to investment revaluation reserve (non-recycling) on 1 January 2018. The remaining equity securities with carrying amount of RMB1,474,000 at 1 January 2018 are classified as FVPL.

**4. 會計制度的變更(續)**

採納新推出／修訂之香港財務報告準則  
(續)

**香港財務報告準則第9號：金融工具**

(i) 金融資產和金融負債的分類和計量(續)

附註：(續)

(iii) 該等項目繼續按攤銷成本計量，因為於首次應用日期時，本集團之業務模式為持有該等資產以收取合約現金流量，而現金流量僅代表未償還本金額的本金及利息。基於該等金融資產的預期信貸虧損模型的減值並無重大財務影響。

**香港財務報告準則第15號：來自客戶合約的收益**

香港財務報告準則第15號取代(其中包括)香港會計準則第18號及香港會計準則第11號，其分別指明因銷售貨品及提供服務而產生的收入確認及建築合約的會計處理。香港財務報告準則第15號建立全面的收入確認框架及與客戶合約的若干成本。該準則還引入了一系列緊密的披露要求，這將導致實體向用戶提供的財務報表有更全面的資料包含。實體與客戶的合約所產生的收入和現金流的性質、數量、時間和不確定性。

採納香港財務報告準則第15號確實對本集團的收益確認產生重大影響。然而，應用香港財務報告準則第15號導致綜合財務報表附註6有額外披露。

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

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

**HKFRS 9: Financial instruments (Continued)**

(i) *Classification and measurement of financial assets and financial liabilities (Continued)*

Notes: (Continued)

(iii) The item continued to be measured at amortised cost because, at the date of initial application, the Group's business model is to hold these assets to collect the contractual cash flows and the cash flows represent solely payments of principal and interest on the principal amount outstanding. Impairment based on expected credit loss model on these financial assets has no significant financial impacts.

**HKFRS 15: Revenue from Contracts with Customers**

HKFRS 15 replaces, among others, HKAS 18 and HKAS 11 which specified the revenue recognition arising from sale of goods and rendering of services and the accounting for construction contracts respectively. HKFRS 15 establishes a comprehensive framework for revenue recognition and certain costs from contracts with customers. It also introduces a cohesive set of disclosure requirements that would result in an entity providing users of financial statements with comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The adoption of HKFRS 15 does have significant impact on the Group's revenue recognition. However, the application of HKFRS 15 results in the additional disclosures in note 6 to the consolidated financial statements.

## 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)。

#### ***ECL的損失準備金***

本集團管理層使用各種輸入數據及假設(包括違約風險及預期虧損率)估計應收貿易款項的虧損撥備。估計涉及高度估計及不確定性，該估計及不確定性乃基於本集團的歷史資料，現有市況及每個報告期末的前瞻性估計。倘預期與原估計不同，該差異將影響應收貿易款項的賬面值。估計ECL所用的主要假設及輸入的詳情載於綜合財務報表的附註45。

## 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.

#### ***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.

**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)

### (ii) 主要估計不確定性的來源

#### **使用年限及物業、機器及設備 及土地租約溢價之減值**

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、機器及設備及土地租約溢價之殘值，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。

#### **公允值計量和評估流程**

如綜合財務報表附註15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。

## 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

### (ii) Key sources of estimation uncertainty

#### **Useful lives and impairment of property, plant and equipment and prepaid lease payments**

The directors review the residual value, useful lives and depreciation/amortisation method of property, plant and equipment and prepaid lease payments 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.

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

As described in notes 15 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 in the consolidated statement of financial position.

**5. 關鍵會計估計及判斷(續)****(ii) 主要估計不確定性的來源(續)****遞延稅項資產**

於結算日，綜合財務狀況表內有人民幣27,782,000元(2017：人民幣27,782,000元)的遞延稅項資產源於未使用稅務虧損已被確認。遞延稅項資產之確認主要根據將來有否足夠之收益或應課稅暫時差異。如將來實際發生之收益與原本預估有差異，經扣除了之前未確認之稅務虧損後，重大的遞延稅項資產確認或回沖稅項資產便可能發生。而當預估收益發生變化時，此遞延稅項資產將會被確認為當期得益或損失。

**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。

**5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS***(Continued)***(ii) Key sources of estimation uncertainty (Continued)****Deferred tax assets**

As at the end of the reporting period, deferred tax asset of RMB 27,782,000 (2017: RMB27,782,000) in relation to unused tax losses had been recognised in the consolidated statement of financial position. The recognition of the deferred tax asset mainly depends on whether sufficient profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are different from the original estimate, a material recognition or reversal of deferred tax assets may arise, after taking into account the utilisation of previously unrecognised tax losses, which would be recognised in profit or loss in the period in which such estimate is changed.

**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 CGUs 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.

6. 收益

6. REVENUE

		附註 Note	2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
於香港財務報告準則第15號範圍內並由客戶合約產生之收益	Revenue from contracts with customers within HKFRS 15	6(a)	60,607,190	58,885,364
由其他來源產生之收益 — 來自投資性房地產的租金收入	Revenue from other sources — Rental income from investment properties		78,455	68,424
			<b>60,685,645</b>	<b>58,953,788</b>

6(a) 由客戶合約產生之收益之細分

6(a) Disaggregation of revenue from contracts with customers

		2018				
		方便麵 Instant noodles 人民幣千元 RMB'000	飲品 Beverages 人民幣千元 RMB'000	方便食品 Instant food 人民幣千元 RMB'000	其他 Others 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
<b>主要產品及服務</b>	<b>Major products and services</b>					
銷售方便麵產品	Sales on instant noodles	23,916,674	—	—	—	23,916,674
銷售飲料產品	Sales on beverages	—	35,312,931	—	—	35,312,931
銷售糕餅產品	Sales on bakery	—	—	779,376	—	779,376
運輸服務	Transportation	—	—	—	1,217,883	1,217,883
其他	Others	—	—	—	778,925	778,925
		23,916,674	35,312,931	779,376	1,996,808	62,005,789
減：沖銷	Less: Elimination	(728)	(1,823)	(343)	(1,395,705)	(1,398,599)
		23,915,946	35,311,108	779,033	601,103	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	779,033	424	60,006,511
隨時間認列	Recognised over time	—	—	—	600,679	600,679



6. 收益(續)

6(a) 由客戶合約產生之收益之細分  
(續)

6. REVENUE (Continued)

6(a) Disaggregation of revenue from contracts with  
customers (Continued)

		2017				
		方便麵	飲品	方便食品	其他	合計
		Instant		Instant		Total
		noodles	Beverages	food	Others	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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>主要產品及服務</b>	<b>Major products and services</b>					
銷售方便麵產品	Sales on instant noodles	22,620,155	—	—	—	22,620,155
銷售飲料產品	Sales on beverages	—	34,754,288	—	—	34,754,288
銷售糕餅產品	Sales on bakery	—	—	859,011	—	859,011
運輸服務	Transportation	—	—	—	933,447	933,447
其他	Others	—	—	—	742,524	742,524
		22,620,155	34,754,288	859,011	1,675,971	59,909,425
減：沖銷	Less: Elimination	(722)	(1,345)	(363)	(1,021,631)	(1,024,061)
		22,619,433	34,752,943	858,648	654,340	58,885,364
<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	22,619,433	34,752,943	858,648	18,583	58,249,607
隨時間認列	Recognised over time	—	—	—	635,757	635,757

## 7. 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、方便食品及其他業務包括投資控股、投資性房地產作租賃用途、物流及支援功能業務。

執行董事以經營分部之本年度溢利(虧損)以及除稅前溢利(虧損)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(2017年：可供出售金融資產)。分部負債包括除員工福利責任之相關負債外的所有負債。

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，除按FVPL的金融資產及指定FVOCI(2017年：可供出售金融資產)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。

## 7. 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, instant food and others. The segment of others includes investment holding, properties investment for rental purpose, logistics and supportive functions.

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 (loss) for the year and profit (loss) before taxation, share of results of associates and joint ventures and unallocated income (expenses), net.

Segment assets include all assets with the exception of interest in associates and joint ventures and unallocated assets which include financial assets at FVPL and Designated FVOCI (2017: available-for-sale financial assets). Segment liabilities include all liabilities with the exception of employee benefit obligations.

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 financial assets at FVPL and Designated FVOCI (2017: available-for-sale financial assets), are located in the PRC.

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

7. 分部資料(續)

於2018年及2017年12月31日之分部資料如下：

業務分部分析

7. SEGMENT INFORMATION (Continued)

The segment information for the years ended 31 December 2018 and 2017 is as follows:

Business segment analysis

		2018					
		方便麵 Instant noodles 人民幣千元 RMB'000	飲品 Beverages 人民幣千元 RMB'000	方便食品 Instant food 人民幣千元 RMB'000	其他 Others 人民幣千元 RMB'000	內部沖銷 Inter- segment elimination 人民幣千元 RMB'000	合計 Total 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 contract with customers	23,915,946	35,311,108	779,033	601,103	—	60,607,190
由其他來源產生之收益	Revenue from other sources	—	—	—	78,455	—	78,455
分部間之收益	Inter-segment revenue	728	1,823	343	1,495,337	(1,498,231)	—
分部收益	Segment revenue	23,916,674	35,312,931	779,376	2,174,895	(1,498,231)	60,685,645
<b>分部業績 (已扣除財務費用)</b>	<b>Segment result after finance costs</b>	2,505,302	1,124,905	(8,271)	335,190	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)
除稅前溢利(虧損)	<b>Profit (Loss) before taxation</b>	2,505,514	1,195,926	(7,924)	284,321	1,497	3,979,334
稅項	Taxation	(800,387)	(398,051)	(4,135)	(47,992)	—	(1,250,565)
本年度之溢利(虧損)	<b>Profit (Loss) for the year</b>	1,705,127	797,875	(12,059)	236,329	1,497	2,728,769
<b>資產</b>	<b>Assets</b>						
分部資產	Segment assets	19,508,958	27,360,079	746,733	4,769,793	(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	231,904	7,517,635	(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	43,364	98,186	—	3,323,507
資本開支	Capital expenditures	370,086	978,848	12,305	84,553	—	1,445,792
利息收入	Interest income	201,172	158,004	4,113	15,477	(30,378)	348,388
利息支出	Interest expenses	—	180,131	—	271,929	(30,378)	421,682
物業、機器及設備之減值虧損	Impairment loss of property, plant and equipment	280,274	340,672	—	4,900	—	625,846
出售附屬公司淨收益	Net gain on disposal of subsidiaries	—	(3,225)	—	391,069	—	387,844

7. 分部資料(續)

業務分部分析(續)

7. SEGMENT INFORMATION (Continued)

Business segment analysis (Continued)

		2017					
		方便麵	飲品	方便食品	其他	內部沖銷	合計
		Instant noodles	Beverages	Instant food	Others	Inter-segment elimination	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>收益</b>	<b>Revenue</b>						
由客戶合約產生之收益	Revenue from contract with customers	22,619,433	34,752,943	858,648	654,340	—	58,885,364
由其他來源產生之收益	Revenue from other sources	—	—	—	68,424	—	68,424
分部間之收益	Inter-segment revenue	722	1,345	363	1,121,347	(1,123,777)	—
分部收益	Segment revenue	22,620,155	34,754,288	859,011	1,844,111	(1,123,777)	58,953,788
<b>分部業績 (已扣除財務費用)</b>	<b>Segment result after finance costs</b>	2,130,989	1,166,533	5,682	(35,738)	11,719	3,279,185
應佔聯營公司及合營公司業績	Share of results of associates and joint ventures	188	104,974	(3,982)	—	—	101,180
未分配之淨收入	Unallocated income, net	—	—	—	12,371	—	12,371
<b>除稅前溢利(虧損)</b>	<b>Profit (Loss) before taxation</b>	2,131,177	1,271,507	1,700	(23,367)	11,719	3,392,736
稅項	Taxation	(640,633)	(427,135)	(4,006)	(65,594)	—	(1,137,368)
<b>本年度之溢利(虧損)</b>	<b>Profit (Loss) for the year</b>	1,490,544	844,372	(2,306)	(88,961)	11,719	2,255,368
<b>資產</b>	<b>Assets</b>						
分部資產	Segment assets	19,867,771	28,311,010	886,653	8,267,381	(4,653,444)	52,679,371
聯營公司權益	Interest in associates	—	119,320	1,248	—	—	120,568
合營公司權益	Interest in joint ventures	188	613,027	47,476	—	—	660,691
未分配資產	Unallocated assets	—	—	—	—	—	638,526
總資產	Total assets						54,099,156
<b>負債</b>	<b>Liabilities</b>						
分部負債	Segment liabilities	8,637,330	15,878,922	357,836	11,896,646	(5,066,848)	31,703,886
未分配負債	Unallocated liabilities	—	—	—	—	—	101,226
總負債	Total liabilities						31,805,112
<b>其他資料</b>	<b>Other information</b>						
折舊及攤銷	Depreciation and amortisation	733,276	2,720,806	47,517	123,777	—	3,625,376
資本開支	Capital expenditures	334,073	627,596	7,310	364,881	—	1,333,860
利息收入	Interest income	217,465	92,990	2,439	25,889	(67,997)	270,786
利息支出	Interest expenses	21,020	236,369	25	265,451	(67,997)	454,868
物業、機器及設備減值虧損	Impairment loss of property, plant and equipment	69,518	154,503	—	—	—	224,021
出售附屬公司淨收益	Net gain on disposal of subsidiaries	—	43,725	—	—	—	43,725

## 8. 其他收益

## 8. OTHER REVENUE

		2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
利息收入	Interest income	<b>348,388</b>	270,786

## 9. 其他淨收入

## 9. OTHER NET INCOME

		附註 Note	2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
收入(支出)：	Income (Expenses):			
出售廢品之收益	Gain on sales of scrapped materials		<b>154,535</b>	145,319
出售可供出售金融資產 之收益	Gain on disposal of available-for-sale financial assets		—	21,080
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>(49,675)</b>	—
投資性房地產公允價值之變動	Change in fair value of investment properties	15	<b>13,000</b>	46,223
按公允價值列賬及在損益 賬處理金融負債之 公允價值變動淨額	Change in fair value of financial liabilities at FVPL, net	33	<b>40,115</b>	126,349
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>6,500</b>	—
出售附屬公司之淨收益	Net gain on disposal of subsidiaries	43	<b>387,844</b>	43,725
政府補助	Government grants		<b>166,140</b>	89,241
重新計算一家聯營公司 於收購日公允價值之收益	Gain on re-measurement of an associate to fair value at acquisition date		—	7,381
出售物業、機器及設備及 已付土地租約溢價之虧損	Loss on disposal of property, plant and equipment and prepaid lease payments		<b>(86,607)</b>	(15,337)
匯兌損失淨額	Exchange loss, net		<b>(46,922)</b>	(6,619)
其他	Others		<b>219,044</b>	262,364
			<b>803,974</b>	719,726

## 10. 除稅前溢利

## 10. PROFIT BEFORE TAXATION

經扣除(計入)下列項目後：

This is stated after charging (crediting):

		2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
<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>392,570</b>	421,627
須於5年以上悉數償還之銀行其他貸款之利息支出	Interest on bank and other borrowings wholly repayable over five years	<b>33,049</b>	37,750
		<b>425,619</b>	459,377
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3.89% (2017: 3.45%)	Less: Borrowing costs capitalised into property, plant and equipment at weighted average capitalisation rate of 3.89% (2017: 3.45%)	<b>(3,937)</b>	(4,509)
		<b>421,682</b>	454,868

		2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
<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>6,026,909</b>	6,136,410
以權益結算股份支付之款項	Equity-settled share-based payment expenses	<b>32,799</b>	44,234
退休金成本：	Pension costs:		
界定供款計劃	Defined contribution plans	<b>686,986</b>	611,476
界定福利計劃	Defined benefit plans	<b>10,352</b>	11,715
核數師酬金：	Auditor's remuneration:		
審核費用	Audit fee	<b>9,297</b>	9,962
已售存貨成本#	Cost of inventories#	<b>41,958,429</b>	41,615,827
折舊	Depreciation	<b>3,210,324</b>	3,513,679
土地租約溢價之攤銷	Amortisation of prepaid lease payments	<b>103,693</b>	106,618
無形資產攤銷 (已包括於分銷成本)	Amortisation of intangible assets (included in distribution costs)	<b>9,490</b>	5,079
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>625,846</b>	224,021
建築物營運租約最低租賃付款	Minimum lease payments in respect of operating lease charges for premises	<b>432,140</b>	412,579

# 已售存貨成本中包括人民幣4,617,243,000元(2017: 人民幣4,832,550,000元)與員工成本、折舊、土地租約溢價之攤銷及建築物營運租約有關並同時分別披露在上述相對項目的總額中。

# Cost of inventories includes RMB4,617,243,000 (2017: RMB4,832,550,000) relating to staff costs, depreciation, amortisation of prepaid lease payments and operating lease charges of premises, which amount is also included in the respective total amounts disclosed separately above.

## 11. 董事及高階僱員酬金

本公司董事及行政總裁已收及應收之酬金總額如下：

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

The aggregate amounts of emoluments received or receivable by the Company's directors and chief executive officer are as follows:

		2018				
		薪金及 其他酬金	花紅	以股份支付 之款項	合計	
董事袍金	Salaries and other emoluments	Discretionary bonuses	Share-based payments	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>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	Hiromu 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
		<b>4,182</b>	<b>24,139</b>	<b>9,804</b>	<b>6,197</b>	<b>44,322</b>

魏應州先生於2019年1月1日辭去本公司執行董事職務。

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

於2019年1月1日魏應州先生辭任，同日，魏宏名先生獲委任為本集團主席。

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

魏宏丞先生於2019年1月1日獲委任為本公司執行董事。

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



11. 董事及高階僱員酬金(續)

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

		2017				
		薪金及 其他酬金 Director's fees	薪金及 其他酬金 Salaries and other emoluments	花紅 Discretionary bonuses	以股份支付 之款項 Share-based payments	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>執行董事：</b>	<b>Executive directors:</b>					
魏應州	Wei Ing-Chou	1,366	7,045	1,550	—	9,961
井田純一郎	Junichiro Ida	539	216	—	—	755
吳崇儀	Wu Chung-Yi	197	27	—	—	224
長野輝雄	Teruo Nagano	337	108	—	—	445
魏宏名	Wei Hong-Ming	337	1,584	144	—	2,065
筱原幸治	Koji Shinohara	337	216	—	—	553
林清棠	Lin Chin-Tang	140	162	—	—	302
<b>獨立非執行董事：</b>	<b>Independent non-executive directors:</b>					
徐信群	Hsu Shin-Chun	337	108	—	—	445
李長福	Lee Tiong-Hock	337	81	—	—	418
深田宏	Hiromu Fukada	337	108	—	—	445
<b>行政總裁：</b>	<b>Chief executive officer:</b>					
韋俊賢	James Chun-Hsien Wei	—	13,227	1,457	9,951	24,635
		4,264	22,882	3,151	9,951	40,248

於2018年及2017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 2018 and 2017.

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.

## 11. 董事及高階僱員酬金(續)

本集團5位最高薪人士包括1位董事(2017年: 1位董事)及行政總裁, 其酬金詳情載於上文及3位人士(2017年: 3位)。其餘3位(2017年: 3位)人士之酬金詳情如下:

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

The five individuals whose emoluments were the highest in the Group for the year include one director (2017: one director) and the chief executive officer whose emoluments are reflected in the analysis presented above and three individuals (2017: three). Details of the emoluments of the remaining three individuals (2017: three) are as follows:

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
薪金及其他酬金	Salaries and other emoluments	12,856	16,497
以股份支付之款項	Share-based payments	7,766	9,190
花紅	Discretionary bonuses	7,625	1,970
		<b>28,247</b>	27,657

支付3位(2017年: 3位)最高薪人士之酬金組別如下:

The emoluments were paid to the three (2017: three) highest paid individuals as follows:

酬金組別	Emoluments band	Number of individuals	
		2018	2017
人民幣6,773,601元至人民幣7,196,950元(8,000,001港元至8,500,000港元)	RMB6,773,601 to RMB7,196,950 (HK\$8,000,001 to HK\$8,500,000)	—	1
人民幣7,196,951元至人民幣7,620,300元(8,500,001港元至9,000,000港元)	RMB7,196,951 to RMB7,620,300 (HK\$8,500,001 to HK\$9,000,000)	1	1
人民幣8,467,001元至人民幣8,890,350元(10,000,001港元至10,500,000港元)	RMB8,467,001 to RMB8,890,350 (HK\$10,000,001 to HK\$10,500,000)	1	—
人民幣11,853,801元至人民幣12,277,150元(14,000,001港元至14,500,000港元)	RMB11,853,801 to RMB12,277,150 (HK\$14,000,001 to HK\$14,500,000)	1	—
人民幣12,277,151元至人民幣12,700,500元(14,500,001港元至15,000,000港元)	RMB12,277,151 to RMB12,700,500 (HK\$14,500,001 to HK\$15,000,000)	—	1
		<b>3</b>	3

## 12. 稅項

## 12. TAXATION

		2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
<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>1,196,356</b>	961,470
以前年度多計撥備	Over provision in prior year	<b>(74)</b>	(4,179)
		<b>1,196,282</b>	957,291
<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>(92,656)</b>	49,243
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>146,939</b>	130,834
		<b>54,283</b>	180,077
<b>本年度稅項總額</b>	<b>Total tax charge for the year</b>	<b>1,250,565</b>	1,137,368

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2018年及2017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 2018 and 2017.

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% (2017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% (2017年：15%)。

The statutory PRC Enterprise income tax for the PRC subsidiaries is 25% (2017: 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% (2017: 15%).

## 12. 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

## 12. TAXATION (Continued)

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

### Reconciliation of tax expense

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
除稅前溢利	Profit before taxation	<b>3,979,334</b>	3,392,736
按中國法定稅率25%之稅項(2017年: 25%)	Income tax at statutory tax rate of 25% in the PRC (2017: 25%)	<b>994,834</b>	848,184
應佔聯營及合營公司業績	Share of results of associates and joint ventures	<b>(17,895)</b>	(25,295)
不可扣稅開支	Non-deductible expenses	<b>245,861</b>	185,940
無需課稅收入	Tax exempt revenue	<b>(43,458)</b>	(57,609)
未確認稅項虧損	Unrecognised tax losses	<b>115,220</b>	173,651
未確認暫時差異	Unrecognised temporary differences	<b>8,936</b>	5,055
扣除過往並未確認稅項虧損	Utilisation of previously unrecognised tax losses	<b>(154,642)</b>	(58,591)
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>146,939</b>	130,834
集團架構重整之預提增值稅項	Effect of withholding tax on capital gain arising from re-organisation of group structure	—	28,000
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>(19,542)</b>	(30,542)
以前年度多計撥備	Over provision in prior years	<b>(74)</b>	(4,179)
其他	Others	<b>(25,614)</b>	(58,080)
本年度稅項	Tax expense for the year	<b>1,250,565</b>	1,137,368

### 13. 股息

- (a) 本公司股東於本年度應得之股息：

### 13. DIVIDENDS

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

		<b>2018</b>	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	RMB'000
結算日後擬派之末期股息 每股普通股3.20美仙 (2017: 每股普通股 2.49美仙)	Final dividend proposed after the end of the reporting period of US3.20 cents (2017: US2.49 cents) per ordinary share	<b>1,231,661</b>	909,539
結算日後擬派之特別股息 每股普通股3.20美仙 (2017: 無)	Special dividend proposed after the end of the reporting period of US3.20 cents (2017: nil) per ordinary share	<b>1,231,660</b>	—
		<b>2,463,321</b>	909,539

於2019年3月25日的會議，董事建議派發特別股息每股普通股3.20美仙及末期股息每股普通股3.20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2019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 25 March 2019, the directors recommended the payment of a special dividend and a final dividend of US3.20 cents and US3.20 cents per ordinary share respectively. The proposed special dividend and final dividend will be accounted for as an appropriation of reserves in the year ending 31 December 2019 if it is approved at the forthcoming annual general meeting. The proposed special dividend and final dividend have not been recognised as dividend payables 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:

		<b>2018</b>	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	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2.49美仙 (2017年: 每股普通股 1.58美仙)	Final dividend in respect of the previous financial year, approved and paid during the year, of US2.49 cents (2017: US1.58 cents) per ordinary share	<b>909,539</b>	580,849

#### 14. 每股溢利

以下為每股基本溢利及每股攤薄溢利之計算：

##### (a) 每股基本溢利

		2018 人民幣千元 <i>RMB'000</i>	2017 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 shareholders (RMB'000)	2,463,321	1,819,077
已發行普通股之加權平均股數(千股)	Weighted average number of ordinary shares ('000)	5,617,202	5,605,427
每股基本溢利(人民幣分)	Basic earnings per share (RMB cents)	43.85	32.45

#### 14. EARNINGS PER SHARE

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

##### (a) Basic earnings per share

##### (b) 每股攤薄溢利

		2018 人民幣千元 <i>RMB'000</i>	2017 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)	2,463,321	1,819,077
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	5,617,202	5,605,427
本公司購股權計劃之影響	Effect of the Company's share option scheme	10,129	5,337
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	5,627,331	5,610,764
每股攤薄溢利(人民幣分)	Diluted earnings per share (RMB cents)	43.77	32.42

##### (b) Diluted earnings per share

## 15. 投資性房地產

## 15. INVESTMENT PROPERTIES

		2018	2017
		人民幣千元	人民幣千元
		<i>RMB'000</i>	<i>RMB'000</i>
<b>公允值</b>	<b>At fair value</b>		
於年初	At beginning of the year	<b>1,106,000</b>	1,060,000
出售	Disposal	—	(223)
公允值之變更	Change in fair value	<b>13,000</b>	46,223
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>1,119,000</b>	1,106,000

(a) 本集團之投資性房地產包括商用物業及停車場以及相應的土地租約溢價均位於中國上海市閔行區吳中路1678號及1686號。

(b) 公允價值計量和評估流程

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。

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。

(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.

(b) Fair value measurements and valuation processes

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.

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.



15. 投資性房地產(續)

(b) 公允價值計量和評估流程(續)

有關投資性房地產價值之不可觀察輸入信息如下：

**2018**

投資性房地產 Investment properties	估值技巧及主要輸入 Valuation techniques and key input(s)
---------------------------------	--

商用物業和 停車場 Commercial properties and car parks	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

15. INVESTMENT PROPERTIES (Continued)

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

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

**2018**

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，租金收益率定為5.00%及4.50%。  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.
--

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.
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15. 投資性房地產(續)

15. 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，每日市場租金訂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 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>
	Daily market rent	<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，每個停車位的每日市場租金訂為人民幣24.82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 RMB24.82 per unit for car park spaces.</p>	

15. 投資性房地產(續)

(b) 公允價值計量和評估流程(續)

有關投資性房地產價值之不可觀察輸入信息如下：

**2017**

投資性房地產 Investment properties	估值技巧及主要輸入 Valuation techniques and key input(s)
---------------------------------	--

商用物業和停車場 Commercial properties and car parks	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

市場月租

Monthly market rent

15. INVESTMENT PROPERTIES (Continued)

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

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

**2017**

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，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5.25%及4.5%。

Reversion yield, taking into account the capitalisation of the rental derived from the existing tenancies with due allowance for reversionary rental potential of the properties and car parks of 5.25% and 4.5% respectively.

商用物業

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，每月市場租金訂為按可出租面積計每平方米由人民幣198元至人民幣282元。

Commercial properties

Monthly market rents, taking into account the time, location, and individual factors such as frontage and size, between the comparable and the properties, ranging from RMB198 to RMB282 per square meter per month on lettable area basis.

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.

所用的每月市場租金若有上升，會令投資性房地產的公平價值計量有上升，反之亦然。

An increase in the monthly market rent used would result in an increase in the fair value of the investment properties, and vice versa.

15. 投資性房地產(續)

(b) 公允價值計量和評估流程(續)

投資性房地產  
Investment properties

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

15. INVESTMENT PROPERTIES (Continued)

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

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，每個停車位的每月市場租金訂為人民幣722元。

Car parks

Monthly market rents, taking into account of the time, location, and individual factors, such as frontage and size, between the comparable and the properties of RMB722 per unit for car park spaces.

16. 物業、機器及設備

16. PROPERTY, PLANT AND EQUIPMENT

		電器及設備						合計 Total
		永久業權土地 Freehold land	樓宇 Building	機器及設備 Machinery and equipment	電器及設備 Electrical appliances and equipment	雜項設備 Miscellaneous equipment	在建工程 Construction in progress	
		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
		(附註a) (Note a)	(附註b) (Note b)					
賬面值對賬—截至 2017年12月31日 止年度	Reconciliation of carrying amount— year ended 31 December 2017							
於年初	At beginning of year	112,239	8,787,266	20,518,087	92,000	1,130,741	1,916,451	32,556,784
添置	Additions	—	65,179	179,053	9,650	317,735	425,731	997,348
添置—收購一家 附屬公司	Additions—acquisition of a subsidiary	—	42,887	24,033	788	35,251	—	102,959
減值虧損(附註c)	Impairment loss (Note c)	—	—	(224,021)	—	—	—	(224,021)
落成後轉撥	Transfer upon completion	—	272,707	351,122	3,833	45,526	(673,188)	—
出售	Disposals	—	(22,788)	(66,633)	(2,462)	(78,953)	—	(170,836)
出售—出售附屬公司	Disposals—disposal of subsidiaries	—	(489,693)	(1,093,483)	(1,683)	(85,259)	(66,402)	(1,736,520)
折舊	Depreciation	—	(518,548)	(2,236,427)	(31,439)	(727,265)	—	(3,513,679)
滙兌差額	Exchange differences	1,748	1,039	(26)	(17)	—	—	2,744
於結算日	At end of the reporting period	113,987	8,138,049	17,451,705	70,670	637,776	1,602,592	28,014,779

16. 物業、機器及設備(續)

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

		永久業權土地	樓宇	機器及設備	電器及設備	雜項設備	在建工程	合計
		Freehold land	Building	Machinery and equipment	Electrical appliances and equipment	Miscellaneous equipment	Construction in progress	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
		(附註 a)	(附註 b)					
		(Note a)	(Note b)					
賬面值對賬 - 截至	Reconciliation of carrying amount -							
2018年12月31日	year ended 31 December 2018							
止年度								
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)
(附註43)	(Note 43)	—	(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
於2018年1月1日	At 1 January 2018							
原值	Cost	113,987	12,317,109	34,347,571	298,737	5,199,758	1,602,592	53,879,754
累計折舊和減值虧損	Accumulated depreciation and impairment losses	—	(4,179,060)	(16,895,866)	(228,067)	(4,561,982)	—	(25,864,975)
賬面淨值	Net carrying amount	113,987	8,138,049	17,451,705	70,670	637,776	1,602,592	28,014,779
於2018年12月31日	At 31 December 2018							
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

## 16. 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，帳面淨值總額為人民幣50,064,000元(2017年：人民幣51,379,000元)。董事認為，本集團合法佔有以及使用這些建築物。
- (c) 年內，本集團為方便麵及飲料業務實施新的資產活化計劃，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625,846,000元(2017年：人民幣224,021,000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零。
- (d) 年內，方便麵業務的部分產品(「現金產生單位」)的營運表現較預期差，有跡象表明相關產品的機械及設備可能減值。管理層進行了減值審查，確定每個現金產生單位的可收回金額是以其使用價值為依據，利用折扣現金流量作預測。根據使用價值計算，每個現金產生單位的可收回金額高於相關機械及設備的賬面價值。因此，管理層確定，截至2018年12月31日止年度，沒有現金產生單位的機械及設備減值。

## 17. 土地租約溢價

土地租約溢價指位於中國境內的租約租賃土地成本。該成本按租賃期攤銷。於結算日12個月內應攤銷金額為人民幣87,290,000元(2017年：人民幣104,748,000元)已計入預付款項及其他應收款項。

## 16. 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 premises with aggregate net carrying amount of RMB50,064,000 (2017: RMB51,379,000) 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 implemented 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 RMB625,846,000 (2017: RMB224,021,000) 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 residue values of these machinery and equipment were estimated to be nil.
- (d) During the year, the economic performances of certain products (the "CGUs") in Instant Noodles segment were worse than expected and therefore there was an indication that the machinery and equipment of the related products might be impaired. The management has performed impairment review and the recoverable amount for each of the CGUs has been determined based on value in use model by using discounted cash flow projection. According to the value in use calculation, the recoverable amount for each of the CGUs is higher than the carrying amount of related machinery and equipment. Therefore, the management determined that there was no impairment of the CGUs containing the machinery and equipment for the year ended 31 December 2018.

## 17. PREPAID LEASE PAYMENTS

Prepaid lease payments represent cost paid for leasehold land in the PRC. The cost is amortised over the leasehold period. The amount to be amortised within twelve months after the end of the reporting period amounted to RMB87,290,000 (2017: RMB104,748,000) and is included in prepayments and other receivables.

## 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2017年12月31日止年度	— Year ended 31 December 2017			
於年初	At beginning of the year	179,179	—	179,179
攤銷	Amortisation	(5,079)	—	(5,079)
匯兌調整	Exchange realignment	(11,164)	—	(11,164)
<b>於結算日</b>	<b>At end of the reporting period</b>	<b>162,936</b>	<b>—</b>	<b>162,936</b>
<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	<b>162,936</b>	—	<b>162,936</b>
添置	Addition	—	<b>23,867</b>	<b>23,867</b>
攤銷	Amortisation	<b>(4,999)</b>	<b>(4,491)</b>	<b>(9,490)</b>
匯兌調整	Exchange realignment	<b>9,145</b>	—	<b>9,145</b>
<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>於2018年1月1日</b>	<b>At 1 January 2018</b>			
成本	Cost	<b>191,122</b>	—	<b>191,122</b>
累計攤銷	Accumulated amortisation	<b>(28,186)</b>	—	<b>(28,186)</b>
		<b>162,936</b>	—	<b>162,936</b>
<b>於2018年12月31日</b>	<b>At 31 December 2018</b>			
成本	Cost	<b>202,062</b>	<b>23,867</b>	<b>225,929</b>
累計攤銷	Accumulated amortisation	<b>(34,980)</b>	<b>(4,491)</b>	<b>(39,471)</b>
		<b>167,082</b>	<b>19,376</b>	<b>186,458</b>



## 18. 無形資產(續)

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。

## 18. INTANGIBLE ASSETS (Continued)

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 free 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2017年12月31日及 2018年12月31日	At 31 December 2017 and 31 December 2018	<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。

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：

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.

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

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
飲品	Beverages	<b>97,910</b>	97,910

### 19. 商譽(續)

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2018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%(2017: 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。

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。

用於計算使用價值的主要假設和輸入如下：

		2018	2017
毛利率	Gross profit margin	<b>38%</b>	38%
平均增長率	Average growth rate	<b>5%</b>	5%
長期增長率	Long-term growth rate	<b>2%</b>	2%
折現率	Discount rate	<b>9%</b>	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。

### 19. GOODWILL (Continued)

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 2018, 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% (2017: 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.

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

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

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. 附屬公司

於2018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。

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。

## 20. SUBSIDIARIES

Details of principal subsidiaries at 31 December 2018 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.

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.

## 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

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)

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

The following table shows the information relating to KSF Beverage Holding Co., Ltd. (formerly known as Tingyi-Asahi Beverages Holding Co., Ltd.) ("KSF"), 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	
		2018	2017
少數權益股東之擁有權比例	Proportion of NCI's ownership interests	<b>27.09%</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	人民幣千元
		<b>RMB'000</b>	<b>RMB'000</b>
流動資產	Current assets	<b>9,895,072</b>	8,515,988
非流動資產	Non-current assets	<b>18,243,241</b>	20,527,369
流動負債	Current liabilities	<b>(13,193,273)</b>	(13,034,715)
非流動負債	Non-current liabilities	<b>(1,511,249)</b>	(2,844,208)
淨資產	Net assets	<b>13,433,791</b>	13,164,434
少數權益股東的賬面值	Carrying amount of NCI	<b>3,840,592</b>	3,750,926

## 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	
		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
收益	Revenue	35,312,931	34,754,288
本年度溢利	Profit for the year	797,875	844,372
其他全面(虧損)收益	Other comprehensive (loss) income	(119,422)	96,114
全面收益總額	Total comprehensive income	678,453	940,486
少數股東權益應佔溢利	Profit attributable to NCI	249,160	418,376
少數股東權益應佔全面收益	Total comprehensive income attributable to NCI	216,805	464,021
已付少數股東權益股息	Dividends paid to NCI	(127,518)	(103,875)
所得(用)現金流量淨額	Net cash flows from (used in):		
經營活動	Operating activities	4,060,590	3,525,921
投資活動	Investing activities	576,121	302,813
融資活動	Financing activities	(2,522,008)	(3,530,255)

### 本集團於附屬公司的所有權權益變動

年內，本集團出售河北福滿多食品有限公司(「河北福滿多」)25%股權予第三方，總代價為人民幣30,000,000元，導致本集團於河北福滿多的實際權益由100%減少至75%。於出售日，25%股權的總賬面值為人民幣12,664,000。因此，少數股東權益增加人民幣12,664,000，少數股東權益增加金額與收到的總代價之間的人民幣17,336,000差額記錄於綜合財務狀況表中權益的「與少數股東權益交易儲備」內。年內，收到人民幣15,000,000元的現金代價，其餘人民幣15,000,000元於2018年12月31日記錄在預付款項及其他應收款項中。該金額已於2019年1月償還。

### Change in the Group's ownership interest in subsidiaries

During the year, the Group disposed of 25% equity interest in Hebei Fumanduo Food Co., Ltd. ("HBFM") at an aggregate consideration of RMB30,000,000 to a third party, resulting in an decrease in the Group's effective equity interests in HBFM from 100% to 75%. On the disposal date, total carrying amount of the 25% equity interest in HBFM was amounted to RMB12,664,000. As a result, the NCI was increased by RMB12,664,000, and the difference of RMB17,336,000 between the amount by which the carrying amount of NCI have increased and the aggregate consideration received and receivable were recorded in "Transactions with non-controlling interests reserve" within equity in the consolidated statement of financial position. During the year, cash consideration of RMB15,000,000 was received and the remaining of RMB15,000,000 was recorded in prepayment and other receivables at 31 December 2018. The amount has been subsequently settled in January 2019.

## 21. 聯營公司權益

## 21. INTEREST IN ASSOCIATES

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
非上市股份,按成本值	Unlisted shares, at cost	70,678	96,696
應佔收購後業績	Share of post-acquisition results	61,216	28,041
自收購後的已收股利	Dividend received since acquisition	(4,169)	(4,169)
		<b>127,725</b>	120,568

於結算日聯營公司之明細詳列如下：

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

聯營公司名稱 Name of associates	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 實際擁有權權益比例 Proportion of effective ownership interest held by the Group		主要業務 Principal activities
			2018	2017	
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>36.46%</b>	36.46%	製造及銷售飲品 Manufacture and sale of beverages
康全(杭州)食品有限公司 Kongquan (Hangzhou) Food Co., Ltd.	中國 PRC	US\$8,850,000	—	49%	於2018年5月註銷 Deregistered in May 2018

以上所有聯營公司乃按權益法列賬  
在綜合財務報表中。

All of the above associates are 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。

		於12月31日 At 31 December 2018 人民幣千元 RMB'000	於12月31日 At 31 December 2017 人民幣千元 RMB'000
權益賬面值	Carrying amount of interests	127,725	120,568
		截至12月31日 Year ended 31 December 2018 人民幣千元 RMB'000	截至12月31日 Year ended 31 December 2017 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	8,392	23,896
其他全面收益	Other comprehensive income	—	—
全面收益總額	Total comprehensive income	8,392	23,896

董事認為，本集團沒有個別重大的聯營公司。

## 21. INTEREST IN ASSOCIATES (Continued)

### Financial information of individually immaterial associates

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

		於12月31日 At 31 December 2018 人民幣千元 RMB'000	於12月31日 At 31 December 2017 人民幣千元 RMB'000
權益賬面值	Carrying amount of interests	127,725	120,568
		截至12月31日 Year ended 31 December 2018 人民幣千元 RMB'000	截至12月31日 Year ended 31 December 2017 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	8,392	23,896
其他全面收益	Other comprehensive income	—	—
全面收益總額	Total comprehensive income	8,392	23,896

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



## 22. 合營公司權益

## 22. INTEREST IN JOINT VENTURES

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
非上市股份，按成本值	Unlisted shares, at cost	452,832	472,812
應佔收購後業績	Share of post-acquisition results	483,787	408,523
自收購後的已收股利	Dividend received since acquisition	(237,876)	(220,644)
		<b>698,743</b>	660,691

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
			2018	2017	
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>36.46%</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>58.33%</b>	58.33%	製造及銷售飲品 Manufacture and sale of beverages
可果美(上海)飲料有限公司 Kagome (Shanghai) Beverages Co., Ltd.	中國 PRC	US\$7,000,000	—	32.81%	於2018年7月註銷 Deregistered in July 2018
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作協議，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58.33%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作協議，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 58.33% 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 2018 人民幣千元 RMB'000	於 12 月 31 日 At 31 December 2017 人民幣千元 RMB'000
權益賬面值	Carrying amount of interests	698,743	660,691
		截至 12 月 31 日 Year ended 31 December 2018 人民幣千元 RMB'000	截至 12 月 31 日 Year ended 31 December 2017 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	63,188	77,284
其他全面收益	Other comprehensive income	—	—
全面收益總額	Total comprehensive income	63,188	77,284

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 2018 人民幣千元 RMB'000	於 12 月 31 日 At 31 December 2017 人民幣千元 RMB'000
權益賬面值	Carrying amount of interests	698,743	660,691
		截至 12 月 31 日 Year ended 31 December 2018 人民幣千元 RMB'000	截至 12 月 31 日 Year ended 31 December 2017 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	63,188	77,284
其他全面收益	Other comprehensive income	—	—
全面收益總額	Total comprehensive income	63,188	77,284

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／可供出售金融資產**

**23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/EQUITY INSTRUMENTS DESIGNATED AS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/AVAILABLE-FOR-SALE FINANCIAL ASSETS**

		附註 Note	2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
<b>按 FVPL 處理的金融資產</b>	<b>Financial assets at FVPL</b>			
投資基金	Investment funds	(a)	447,496	—
上市股本證券	Equity securities, listed	(b)	625	—
			<b>448,121</b>	—
<b>指定 FVOCI</b>	<b>Designated FVOCI</b>			
非上市股本證券	Equity securities, unlisted	(c)	114,018	—
			<b>562,139</b>	—
<b>可供出售金融資產</b>	<b>Available-for-sale financial assets</b>			
公允值	At fair value			
— 投資基金	— Investment funds	(a)	—	504,359
— 非上市股本證券	— Equity securities, unlisted	(d)	—	110,722
			—	615,081
按成本計算， 扣除減值虧損	At cost, net of impairment losses			
— 非上市股本證券	— Equity securities, unlisted	(d)	—	23,445
			—	638,526
			<b>562,139</b>	638,526

附註：

(a) 投資基金為於四個(2017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」)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。人民幣48,735,000元(2017年：人民幣16,983,000元)已於年內出資收購投資基金。

Note:

(a) The investment funds represent investments in four (2017: four) funds which were set up as limited partnerships in the Cayman Islands, limited partnership in Jersey and a company with liability limited by shares incorporated in the British Virgin Islands (the "BVI"), aiming at allocating idle funds reasonably and increasing return on asset. During the year, RMB48,735,000 (2017: RMB16,983,000) was paid to acquire the investment funds.

**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／可供出售金融資產 (續)**

附註：(續)

於結算日，投資基金的公允價值是由有關基金經理或信託管理人估價。於2018年1月1日，投資基金分類為FVPL，於2018年1月1日之相關的累計公允價值收益人民幣148,150,000元從投資重估值儲備(可轉回)轉為保留溢利。截至2018年12月31日止年度，公允價值變動人民幣48,772,000元計入損益。

- (b) 上市股本證券的公允價值根據相關證券交易所的市場報價確定。
- (c) 於2018年1月1日，本集團不可撤銷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，本集團根據此分類考慮為這些投資提供更多相關信息。截至2018年1月1日的相關累計公允價值收益人民幣10,458,000元已從投資重估值儲備(可轉回)轉為投資重估值儲備(不可轉回)。

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16,265,000元已記入投資重估值儲備(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。

於截至2018年12月31日止年度內，指定FVOCI人民幣8,521,000元於終止確認日期之公允價值人民幣8,521,000元出售，因其不再符合本集團的投資策略，於終止確認日期，先前計入投資重估值儲備(不可轉回)的人民幣2,397,000元於截至2018年12月31日止年度直接轉撥至保留溢利。

**23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/EQUITY INSTRUMENTS DESIGNATED AS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/AVAILABLE-FOR-SALE FINANCIAL ASSETS**

(Continued)

Note: (Continued)

The fair values of the investment funds were valued by the respective investment managers or trust administrator at the end of the reporting period. At 1 January 2018, the investment funds are classified to FVPL and the related accumulated fair value gains of RMB148,150,000 as at 1 January 2018 were transferred from investment revaluation reserve (recycling) to retained profits. The change in fair value of RMB48,772,000 are debited to profit or loss for the year ended 31 December 2018.

- (b) The fair value of the listed equity securities is determined based on a quoted market bid price in a relevant stock exchange.
- (c) At 1 January 2018, the Group irrevocably designated certain investments in unlisted equity securities as Designated FVOCI because these equity securities represent investments that the Group intends to hold for long term for strategic purposes. The Group considers under this classification provide more relevant information for those investments. The related accumulated fair value gains of RMB10,458,000 as at 1 January 2018 were transferred from investment revaluation reserve (recycling) to investment revaluation reserve (non-recycling).

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 RMB16,265,000 were debited 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.

During the year ended 31 December 2018, Designated FVOCI of RMB8,521,000 were disposed of at their fair value on the date of derecognition for RMB8,521,000 because they no longer matched with the Group's investment strategy. At the date of derecognition, RMB2,397,000 that was previously included in the investment revaluation reserve (non-recycling) was transferred directly to retained profits during the year ended 31 December 2018.

**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／可供出售金融資產 (續)**

(d) 於2017年12月31日，非上市投資為私人實體發行的非上市證券的長期投資。若干非上市股本證券按公允價值計量，公允價值變動確認為投資重估價值儲備(可轉回)。餘下非上市股本證券乃於各報告期末按成本減減值計量，此乃由於董事認為，鑒於合理估計範圍已經重大評估，其公允價值無法可靠計量。截至2018年1月1日，所有這些非上市投資均重新分類為FVPL或指定FVOCI。有關本集團的信貸風險及出售金融資產虧損撥備的資料載於綜合財務報表附註4。

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/AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)**

(d) At 31 December 2017, the unlisted investments represented long-term investments in unlisted securities issued by private entities. Certain unlisted equity securities are were measured at fair value with change in fair value recognised as investment revaluation reserve(recycling). The remaining unlisted equity securities were measured at cost less impairment at the end of each reporting period because the directors were of the opinion that their fair values could not be measured reliably given that the range of reasonable estimates is significant assessed. All those unlisted investments were reclassified to FVPL or Designated FVOCI as at 1 January 2018 as further detailed in note 4 to the consolidated financial statements.

The financial assets are denominated in the following currencies:

		<b>2018</b>	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	RMB'000
美元	US\$	<b>561,514</b>	621,690
人民幣	RMB	—	5,000
新台幣	New Taiwan dollar ("NTD")	—	10,362
其他	Others	<b>625</b>	1,474
		<b>562,139</b>	638,526

**24. 其他非流動資產**

於2017年2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635,929,000元的現金代價購買位於天津的一幢物業。於結算日，人民幣375,964,000元(2017：人民幣317,964,000元)定金已支付予賣方，其餘代價將於賣方將物業的法定業權轉讓予本集團時支付。賣方目前正在興建物業，預期工程將於不晚於2019年年終完成，物業的法定業權將轉移至本集團。

於2018年12月31日，已支付予賣方的定金為人民幣375,964,000元(2017：人民幣317,964,000元)已記錄為其他非流動資產。

**24. OTHER NON-CURRENT ASSETS**

In February 2017, the Group entered into an agreement with a third party vendor pursuant to which the Group agreed to purchase a property located in Tianjin for a cash consideration of RMB635,929,000. Up to the end of the reporting period, deposits of RMB375,964,000 (2017: RMB317,964,000) were made to the vendor and the remaining consideration will be paid when the vendor transfers the legal title of the property to the Group. The property is currently under construction by the vendor and it is expected that the construction works will be completed and the legal title of the property will be transferred to the Group not later than the end of 2019.

At 31 December 2018, the deposits of RMB375,964,000 (2017: RMB317,964,000) paid to the vendor were recorded as other non-current assets.

## 25. 存貨

## 25. INVENTORIES

		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
原材料	Raw materials	1,018,807	1,027,595
在製品	Work in progress	75,762	70,167
製成品	Finished goods	1,557,171	1,299,179
		<b>2,651,740</b>	2,396,941

## 26. 應收賬款

## 26. TRADE RECEIVABLES

		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
應收賬款	Trade receivables		
– 第三方	– From third parties	1,637,095	1,591,378
– 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	12,302	12,673
– 聯營公司	– From associates	3,179	2,107
– 合營公司	– From joint ventures	62,895	30,227
		<b>1,715,471</b>	1,636,385

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:

		2018	2017
		人民幣千元	人民幣千元
		RMB'000	RMB'000
0 - 90天	0 - 90 days	1,584,771	1,517,678
90天以上	Over 90 days	130,700	118,707
		<b>1,715,471</b>	1,636,385

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。

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

應收賬款主要以人民幣列值。

The trade receivables are mainly denominated in RMB.



## 27. 預付費用及其他應收款

## 27. PREPAYMENTS AND OTHER RECEIVABLES

			2018	2017
		附註	人民幣千元	人民幣千元
		Note	RMB'000	RMB'000
預付貨款	Prepayments to suppliers for purchase of goods		115,440	170,648
預付設備款	Prepayments for purchase of equipment		8,418	9,929
預付增值稅	Prepaid value-added taxes		799,895	632,636
預付營運開支	Prepaid operating expenses		1,059,726	923,200
土地租約溢價流動部份	Current portion of prepaid lease payments	17	87,290	104,748
應收貸款	Loan receivables	27(a)	213,000	60,000
債務投資	Debt investment	27(b)	—	900,000
應收前附屬公司款項	Amounts due from former subsidiaries	27(c)	—	1,347,253
其他	Others		385,920	450,983
			<b>2,669,689</b>	<b>4,599,397</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5.01%至6.15%（2017年：3.92%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 wholly owned subsidiaries of the Company to certain raw materials suppliers and subcontractors of the Group for their operating use. The loan receivables are unsecured, repayable within 12 months from the end of the reporting period and bear interest ranging from 5.01% to 6.15% (2017: from 3.92% 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) 債務投資

於2017年12月31日債務投資是指本金總額為人民幣900,000,000元的獨立第三方應收款項，為無抵押及固定年利率為5.66%，預期於2017年12月31日之末未來十二個月內實現。這筆款項已在年內完全結清。

### 27(b) Debt investment

Debt investment as at 31 December 2017 represented receivable from an independent third party company with an aggregate principal amount of RMB900,000,000, which was unsecured, carries a fixed interest rate of 5.66% per annum and was expected to be realised in the next twelve months from 31 December 2017. The amount has been fully settled during the year.

## 27. 預付費用及其他應收款(續)

### 27(c) 應收前附屬公司款項

於2017年12月31日的餘額為四家前附屬公司的應收款項。該金額為無抵押，年利率介乎3.91%至4.70%，並須於一年內償還。這筆款項已在年內全數償還。

## 27. PREPAYMENTS AND OTHER RECEIVABLES (Continued)

### 27(c) Amounts due from former subsidiaries

The balance as at 31 December 2017 represented the advances made to four former subsidiaries. The amounts were unsecured, bearing interest ranging from 3.91% to 4.70% per annum and repayable within one year. The amount were fully repaid during the year.

## 28. 現金及等同現金項目

## 28. CASH AND CASH EQUIVALENTS

		2018	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	<b>RMB'000</b>
銀行結餘及現金	Bank balances and cash	<b>13,807,963</b>	10,226,577
抵押銀行存款	Pledged bank deposits	<b>32,458</b>	58,312
於綜合現金流量表列示	As stated in the consolidated statement of cash flows	<b>13,840,421</b>	10,284,889

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.

現金及等同現金項目以下列貨幣列值：

The cash and cash equivalents are denominated in the following currencies:

		2018	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	<b>RMB'000</b>
人民幣	RMB	<b>13,438,077</b>	9,578,395
美元	US\$	<b>367,457</b>	590,781
歐元	EUR	<b>2,108</b>	4,264
新台幣	NTD	<b>23,562</b>	41,097
其他	Others	<b>9,217</b>	70,352
		<b>13,840,421</b>	10,284,889

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

		2018			2017		
		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	5,613,229,360	28,067	235,053	5,604,501,360	28,023	234,767
根據購股權計劃 發行之股份	Shares issued under share option scheme	4,739,000	24	151	8,728,000	44	286
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>5,617,968,360</b>	<b>28,091</b>	<b>235,204</b>	<b>5,613,229,360</b>	<b>28,067</b>	<b>235,053</b>

於本年內，4,739,000購股權獲行使以認購本公司4,739,000普通股股份，總代價為人民幣39,790,000元，其中人民幣151,000元計入已發行股本，而結餘人民幣39,639,000元計入股份溢價賬。另外，人民幣13,025,000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, 4,739,000 options were exercised to subscribe for 4,739,000 ordinary shares of the Company at a consideration of RMB39,790,000, of which RMB151,000 was credited to issued capital and the balance of RMB39,639,000 was credited to the share premium account. In addition, RMB13,025,000 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

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
於年初	At the beginning of the year	611,736	523,278
根據購股權計劃發行之股份	Shares issued under share option scheme	52,664	88,458
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>664,400</b>	<b>611,736</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	重估儲備 Remeasur- ement reserve	與少數 股東權益 交易儲備 Transactions with non- controlling interests reserve	外幣 換算儲備 Exchange translation reserve	投資重估 值儲備 (可轉回) Investment revaluation reserve (recycling)	投資重估 值儲備 (不可轉回) Investment revaluation reserve (non-recycling)	物業重估 值儲備 Property revaluation reserve	一般儲備 General reserve	購股權儲備 Share-based payment reserve	保留溢利 Retained profits	總額 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	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2017年1月1日	At 1 January 2017	400	(41,575)	473,857	(455,679)	84,292	—	9,869	3,571,268	430,092	13,292,971	17,365,495
本年度溢利	Profit for the year	—	—	—	—	—	—	—	—	—	1,819,077	1,819,077
<b>其他全面收益(虧損)</b>	<b>Other comprehensive income (loss)</b>											
界定福利責任之重估價值	Remeasurement of defined benefits obligations	—	41,664	—	—	—	—	—	—	—	—	41,664
滙兌差額	Exchange difference on consolidation	—	—	—	283,800	—	—	—	—	—	—	283,800
可供出售金融資產公允價值之變動	Fair value changes in available-for-sale financial assets	—	—	—	—	95,396	—	—	—	—	—	95,396
本年度出售可供出售金融資產之重分類調整	Reclassification adjustment relating to available-for-sale financial assets disposed of during the year	—	—	—	—	(21,080)	—	—	—	—	—	(21,080)
<b>其他全面收益總額</b>	<b>Total other comprehensive income</b>	—	41,664	—	283,800	74,316	—	—	—	—	—	399,780
<b>本年度全面收益總額</b>	<b>Total comprehensive income for the year</b>	—	41,664	—	283,800	74,316	—	—	—	—	1,819,077	2,218,857
<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	—	—	—	—	—	—	—	—	44,234	—	44,234
根據購股權計劃發行之股份	Shares issued under share option scheme	—	—	—	—	—	—	—	—	(21,357)	—	(21,357)
購股權失效	Shares option lapsed	—	—	—	—	—	—	—	—	(24,852)	24,852	—
向少數股東授出認沽期權	Put options written to a non-controlling shareholder	—	—	(4,135,120)	—	—	—	—	—	—	—	(4,135,120)
因少數股東所獲授認沽期權已取消而沖銷有關的金融負債	Written back of financial liabilities upon cancellation of put options written to a non-controlling shareholder	—	—	4,135,120	—	—	—	—	—	—	—	4,135,120
已批准及派發2016年末期股息	2016 final dividend approved and paid	—	—	—	—	—	—	—	—	—	(580,849)	(580,849)
轉撥自保留溢利	Transfer from retained profits	—	—	—	—	—	—	—	588,259	—	(588,259)	—
		—	—	—	—	—	—	—	588,259	(1,975)	(1,144,256)	(557,972)
<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 subsidiaries without change in control	—	—	(1,461,090)	—	—	—	—	—	—	—	(1,461,090)
<b>與本公司股東交易總額</b>	<b>Total transactions with owners of the Company</b>	—	—	(1,461,090)	—	—	—	—	588,259	(1,975)	(1,144,256)	(2,019,062)
於2017年12月31日	At 31 December 2017	400	89	(987,233)	(171,879)	158,608	—	9,869	4,159,527	428,117	13,967,792	17,565,290

31. 儲備(續)

31. RESERVES (Continued)

		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 儲備 (可轉回) Investment revaluation reserve (recycling) 人民幣千元 RMB'000	投資重估 儲備 (不可轉回) Investment revaluation reserve (non- recycling) 人民幣千元 RMB'000	物業重估 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 如前報告 採納香港財務報告準則第9號 會計制度的變更(附註4)	At 1 January 2018 As previously reported Changes in accounting policies on adopting HKFRS 9 (Note 4)	400	89	(987,233)	(171,879)	158,608	—	9,869	4,159,527	428,117	13,967,792	17,565,290
		—	—	—	—	(158,608)	10,458	—	—	—	148,150	—
經重列	As restated	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
其他全面收益(虧損)收益	Other comprehensive (loss) income											
界定福利責任之重估	Remeasurement of defined benefits obligations	—	(37,562)	—	—	—	—	—	—	—	—	(37,562)
滙兌差額	Exchange difference on consolidation	—	—	—	(348,483)	—	—	—	—	—	—	(348,483)
指定FVOCI公允價值 之變動	Fair value changes in Designated FVOCI	—	—	—	—	(16,265)	—	—	—	—	—	(16,265)
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	—
其他全面虧損總額	Total other comprehensive loss	—	(37,562)	—	(348,483)	—	(18,662)	—	—	—	2,397	(402,310)
本年度全面(虧損) 收益總額	Total comprehensive (loss) income for the year	—	(37,562)	—	(348,483)	—	(18,662)	—	—	—	2,465,718	2,061,011
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	—	—	—	—	—	—	—	—	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)
轉撥自保留溢利	Transfer from retained profits	—	—	—	—	—	—	—	142,836	—	(142,836)	—
		—	—	—	—	—	—	—	142,836	(5,722)	(1,026,879)	(889,765)
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	Changes in ownership interests in a subsidiary without change in control	—	—	17,336	—	—	—	—	—	—	—	17,336
與本公司股東交易總額	Total transactions with owners of the Company	—	—	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

其他全面(虧損)收益各組成項目在2017年及2018年均沒有所得稅影響。

No income tax effect arose from each component of other comprehensive (loss) income in 2017 and 2018.

**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)。於2017年12月31日的投資重估值儲備(可轉回)指根據香港會計準則第39號的可供出售金融資產的公允值的累計淨變動。

**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 a loss of 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. The investment revaluation reserve (recycling) as at 31 December 2017 represented the cumulative net change of the fair value of available-for-sale financial assets in accordance with HKAS 39.

**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

#### 32(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2018年3月19日到期。

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

#### 32(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 2018.

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)****32. EQUITY SETTLED SHARE-BASED TRANSACTION***(Continued)***32(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(2017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%(2017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(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 (2017: 143,726,500), representing 2.57% (2017: 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)

32(a) 2008年購股權計劃(續)

32(a) 2008 Share Option Scheme (Continued)

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2018年及2017年12月31日年度內之未行使購股權如下：

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 2018 and 2017 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
		2018	2017		
2008年3月20日 20 March 2008	11,760,000	—	2,300,000	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	6,961,000	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	9,328,000	10,003,000	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	11,428,000	12,210,000	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	7,236,000	7,456,000	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	8,802,000	10,100,000	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	11,212,000	11,342,000	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	14,981,000	15,820,000	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	9,023,000	9,423,000	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	10,770,000	11,270,000	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	88,024,000	96,885,000		

### 32. 以權益結算股份支付之交易(續)

### 32. EQUITY SETTLED SHARE-BASED TRANSACTION (Continued)

#### 32(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：

#### 32(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:

		2018		2017	
		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 the beginning of year	16.20	96,885	16.50	101,553
於年內行使	Exercised during the year	10.26	(4,739)	9.20	(8,728)
於年內沒收	Forfeited during the year	19.09	(279)	17.88	(1,322)
於年內失效	Lapsed during the year	17.42	(3,843)	19.67	(6,038)
於年內授出	Granted during the year	—	—	10.20	11,420
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>16.45</b>	<b>88,024</b>	16.20	96,885

於行使日，年內行使的購股權的加權平均股價為15.98港元(2017年：13.65港元)。在結算期內，已符合歸屬條件的購股權股數是5,066,000(2017年：10,111,000)。

The weighted average share price at the date of exercise of share options exercised during the year was HK\$15.98 (2017: HK\$13.65). The number of share options vested during the reporting period was 5,066,000 (2017: 10,111,000).

於2018年12月31日，尚未行使購股權的加權平均餘下合約期為4.71年(2017年：5.50年)。於結算日，可行使購股權的股數是50,521,000(2017年：54,037,000)。於結算日，可行使的購股權的加權平均行使價為18.49港元(2017年：17.66港元)。

The options outstanding at 31 December 2018 had a weighted average remaining contractual life of 4.71 years (2017: 5.50 years). At the end of the reporting period, the number of exercisable options was 50,521,000 (2017: 54,037,000) with weighted average exercise price of HK\$18.49 (2017: HK\$17.66).

### 32. 以權益結算股份支付之交易(續)

#### 32(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2018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購股權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)

#### 32(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)

32. EQUITY SETTLED SHARE-BASED TRANSACTION

(Continued)

32(b) 2018年購股權計劃(續)

32(b) 2018 Share Option Scheme (Continued)

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。

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.

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。

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.

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2018年及2017年12月31日年度內之未行使的購股權如下：

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 2018 and 2017 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
		2018	2017		
2018年4月27日 27 April 2018	2,478,000	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	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	8,068,000	—		

**32. 以權益結算股份支付之交易(續)**

**32(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：

		<b>2018</b>	
		<b>加權平均 行使價</b>	
		<b>Weighted average exercise price</b>	<b>購股權數目 Number of options</b>
		<b>HK\$</b>	<b>'000</b>
於年初	At the beginning of year		—
於年內授出	Granted during the year	<b>16.18</b>	<b>8,104</b>
於年內沒收	Forfeited during the year	<b>16.18</b>	<b>(36)</b>
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>16.18</b>	<b>8,068</b>

於年內沒有購股權被歸屬及行使。

於2018年12月31日，尚未行使購股權的加權平均餘下合約期為6.55年。於結算日，沒有購股權可行使。

**32. EQUITY SETTLED SHARE-BASED TRANSACTION**

*(Continued)*

**32(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:

		<b>2018</b>	
		<b>加權平均 行使價</b>	
		<b>Weighted average exercise price</b>	<b>購股權數目 Number of options</b>
		<b>HK\$</b>	<b>'000</b>
於年初	At the beginning of year		—
於年內授出	Granted during the year	<b>16.18</b>	<b>8,104</b>
於年內沒收	Forfeited during the year	<b>16.18</b>	<b>(36)</b>
<b>於結算日</b>	<b>At the end of the reporting period</b>	<b>16.18</b>	<b>8,068</b>

None of the options are vested and exercised during the year.

The options outstanding at 31 December 2018 had a weighted average remaining contractual life of 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)

32. EQUITY SETTLED SHARE-BASED TRANSACTION

(Continued)

32(b) 2018年購股權計劃(續)

32(b) 2018 Share Option Scheme (Continued)

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：

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:

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。

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**

		附註 Note	2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
<b>金融負債－</b>	<b>Financial liabilities – Contingent</b>			
應付或有代價	consideration payable	33(a)	(9,862)	(5,258)
<b>金融資產(負債)－</b>	<b>Financial asset (liabilities) –</b>			
非指定為對沖工具的 衍生工具	Derivatives not designated as hedging instruments	33(b)		
利率掉期	Interest rate swap (“IRS”)		—	1,545
交叉貨幣利率掉期	Cross currency interest rate swaps (“CCS”)		—	(38,993)
			—	(37,448)
			<b>(9,862)</b>	(42,706)
減：被分類為非流動 負債部份	Less: Amount classified as non-current portion		<b>9,862</b>	5,258
<b>流動部份</b>	<b>Current portion</b>		—	(37,448)

**33(a) 應付或有代價**

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9,862,000 (2017年：人民幣5,258,000元)，已記錄於按FVPL計量的金融負債之非流動部分(2017年：非流動部分)。

年內，或有代價之公允值變動虧損為人民幣4,604,000元已計入損益(2017年：收益人民幣432,000元)。

**33(a) Contingent consideration payable**

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 RMB9,862,000 (2017: RMB5,258,000), which was recorded in the non-current portion (2017: non-current portion) of financial liabilities at FVPL.

During the year, loss on change in fair value of the contingent consideration of RMB4,604,000 was debited (2017: gain of RMB432,000 was charged) to profit or loss.

### 33. 按公允價值列賬及在損益賬處理的金融負債(續)

#### 33(b) 非指定為對沖工具的衍生工具

CCS及IRS的未償還名義本金額分別為160,803,000美元及80,000,000美元。本集團訂立這些衍生工具的目的是減輕本公司發行的人民幣票據(如綜合財務報表附註34所定義)產生的外匯和利率風險敞口，但不符合對沖工具的定義，其相應的公允價值變動已在損益中確認。於報告期內，CCS和IRS已到期並在人民幣票據到期時全部結算。

年內，CCS及IRS安排的公允價值變動收益總額為人民幣44,719,000元(2017年：收益人民幣125,917,000元)已計入損益。

用於計量按FVPL計量的金融負債的估值技術和重要輸入列示於綜合財務報表附註46。

### 33. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

#### 33(b) Derivatives not designated as hedging instruments

The notional principal amount of the outstanding CCS and IRS was US\$160,803,000 and US\$80,000,000 respectively. The objective of these derivatives entered into by the Group was to mitigate the foreign exchange and interest rate exposure arising from the RMB Notes (as defined in note 34 to the consolidated financial statements) issued by the Company but do not qualify for hedge accounting and their corresponding changes in fair values had been recognised in profit or loss. During the reporting period, the CCS and IRS were matured and fully settled immediately upon the maturity of the RMB Notes.

During the year, gain on change in fair value of CCS and IRS arrangements in an aggregate amount of RMB44,719,000 (2017: gain of RMB125,917,000) was credited to profit or loss.

The valuation techniques and significant inputs used in the measurement of the financial liabilities at FVPL are set out in note 46 to the consolidated financial statements.

34. 有息借貸

34. INTEREST-BEARING BORROWINGS

		2018 人民幣千元 <i>RMB'000</i>	2017 人民幣千元 <i>RMB'000</i>
銀行貸款：	Bank loans:		
抵押	Secured	<b>650,525</b>	732,679
無抵押	Unsecured	<b>10,183,983</b>	12,457,870
		<b>10,834,508</b>	13,190,549
無抵押票據	Unsecured notes	—	1,193,724
		<b>10,834,508</b>	14,384,273
有息借貸， 到期日如下：	The maturity of the interest-bearing borrowings is as follows:		
1年內	Within one year	<b>6,461,785</b>	7,775,320
第2年	In the second year	<b>2,726,578</b>	3,506,766
第3年至第5年 （包括首尾2年）	In the third to fifth years, inclusive	<b>1,250,729</b>	2,635,937
五年以上	Over five years	<b>395,416</b>	466,250
		<b>10,834,508</b>	14,384,273
被分類為流動負債部份	Portion classified as current liabilities	<b>(6,461,785)</b>	(7,775,320)
非流動部分	Non-current portion	<b>4,372,723</b>	6,608,953
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）	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) is as follow:		
1年內	Within one year	<b>6,461,785</b>	6,773,720
第2年	In the second year	<b>2,726,578</b>	4,508,366
第3年至第5年 （包括首尾2年）	In the third to fifth years, inclusive	<b>1,250,729</b>	2,635,937
五年以上	Over five years	<b>395,416</b>	466,250
		<b>10,834,508</b>	14,384,273

**34. 有息借貸(續)**

有息借貸中人民幣1,294,898,000元(2017年：人民幣4,178,790,000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3.75%(2017年：3.71%)。

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／土地租約溢價，金額分別為約人民幣1,119,000,000元、人民幣625,770,000元及人民幣1,549,398,000元(2017：分別為人民幣1,106,000,000元、人民幣657,003,000元及人民幣1,593,667,000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。

本公司於2015年8月6日發行本金額人民幣1,000,000,000元的票據(「人民幣票據」)在新加坡證券交易所有限公司上市。報告期內，人民幣票據已到期並已全額償還。

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 RMB1,294,898,000 (2017: RMB4,178,790,000), 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 3.75% (2017: 3.71%) 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 prepaid lease payments with net carrying amount of approximately RMB1,119,000,000, RMB625,770,000 and RMB1,549,398,000 (2017: RMB1,106,000,000, RMB657,003,000 and RMB1,593,667,000 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.

The notes with principal amount of RMB1,000,000,000 issued by the Company on 6 August 2015 (the "RMB Notes") were listed on Singapore Exchange Securities Trading Limited. During the reporting period, the RMB Notes were matured and fully repaid.

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(2017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：

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
固定利率	At fixed rates	2,568,939	1,543,724
浮動利率	At floating rates	8,265,569	12,840,549
		<b>10,834,508</b>	14,384,273

有息借貸以下列貨幣列值：

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
人民幣	RMB	3,013,652	4,479,953
美元	US\$	7,820,856	9,904,320
		<b>10,834,508</b>	14,384,273

### 35. 員工福利責任

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。

#### 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 (2017: None).

An analysis of the carrying amounts of the Group's total borrowings by type is as follows:

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
Fixed rate	At fixed rates	2,568,939	1,543,724
Floating rate	At floating rates	8,265,569	12,840,549
		<b>10,834,508</b>	14,384,273

The interest-bearing borrowings are denominated in the following currencies:

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
RMB	RMB	3,013,652	4,479,953
US\$	US\$	7,820,856	9,904,320
		<b>10,834,508</b>	14,384,273

### 35. EMPLOYEE BENEFIT OBLIGATIONS

Details of the Group's foreign currency risk and interest rate risk discussion are set out in note 45 to the consolidated financial statements.

#### 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。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2018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. 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 2018 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:

		2018 人民幣千元 <i>RMB'000</i>	2017 人民幣千元 <i>RMB'000</i>
於年初	At beginning of year	101,226	205,573
本年度服務成本	Current service cost	6,545	6,210
利息成本	Interest expense	3,807	5,505
		10,352	11,715
重估值	Remeasurements:		
財務假設調整產生之 精算虧損(收益)	Actuarial loss (gains) arising from changes in financial assumptions	3,643	(44,935)
經驗調整產生之精算 虧損(收益)	Actuarial loss (gains) arising from experience adjustments	36,360	(7,102)
		40,003	(52,037)
已付福利	Benefit payment	(34,660)	(53,168)
匯兌差額	Exchange differences	(1,485)	(10,857)
		(36,145)	(64,025)
於結算日	At end of the reporting period	115,436	101,226

### 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：

		2018	2017
		%	%
折現率	Discount rate	3.10	3.85
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：

		2018		2017	
		假設的變化 Change in assumption		假設的變化 Change in assumption	
		Change in defined benefit obligation		Change in defined benefit obligation	
折現率	Discount rate	+/- 0.5%	-2.06%/ +2.18%	+/- 0.5%	-2.71%/ +2.86%
預期薪酬升幅	Expected rate of salary increases	+/- 0.5%	+2.43%/ -2.31%	+/- 0.5%	+3.22%/ -3.08%

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4.30年(2017年：5.73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 4.30 years (2017: 5.73 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。此未貼現的退休福利的預計到期日分析如下：

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
1年內	Within 1 year	37,609	10,426
超過1年但於2年內	More than 1 year but within 2 years	6,970	5,715
超過3年但於5年內	More than 2 years but within 5 years	36,017	44,133
超過5年	Over 5 years	95,593	126,326
		<b>176,189</b>	186,600

### 36. 遞延稅項

本集團淨遞延稅項負債變動如下：

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
於年初	At beginning of year	762,016	1,197,704
附屬公司利潤分配之 已付預提稅	Withholding tax paid on distributions of earnings by subsidiaries	(277,879)	(625,607)
收購附屬公司	Additions – business combination	—	9,842
計入綜合收益表內	Charge to consolidated income statement	54,283	180,077
於結算日	At end of the reporting period	<b>538,420</b>	762,016

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。

本集團適用稅率為10%。本集團根據各中國附屬公司於2007年後賺取並預期在可見將來中的淨可供分配利潤的累計金額之50%而計提相關的遞延稅項負債。

### 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:

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
1年內	Within 1 year	37,609	10,426
超過1年但於2年內	More than 1 year but within 2 years	6,970	5,715
超過3年但於5年內	More than 2 years but within 5 years	36,017	44,133
超過5年	Over 5 years	95,593	126,326
		<b>176,189</b>	186,600

### 36. DEFERRED TAXATION

The movements for the year in the Group's net deferred tax liabilities are as follows:

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
於年初	At beginning of year	762,016	1,197,704
附屬公司利潤分配之 已付預提稅	Withholding tax paid on distributions of earnings by subsidiaries	(277,879)	(625,607)
收購附屬公司	Additions – business combination	—	9,842
計入綜合收益表內	Charge to consolidated income statement	54,283	180,077
於結算日	At end of the reporting period	<b>538,420</b>	762,016

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, associates and joint ventures, the applicable rate is 10%. Deferred tax liability is provided on 50% of aggregate amount of post-2007 net earnings of the Group's PRC subsidiaries that are expected to be distributed in the foreseeable future.

### 36. 遞延稅項(續)

估計該等中國附屬公司於2017年後之餘下淨利潤(「餘下淨利潤」)的預提稅影響約為人民幣1,648,467,000元(2017年：人民幣1,501,528,000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中國附屬公司之營運資金，並在可見將來不作分配，因此並無作出額外遞延稅撥備。

於結算日，已確認之遞延稅項資產及負債如下：

### 36. DEFERRED TAXATION (Continued)

The estimated withholding tax effects on the distribution of the remaining aggregate amount of post-2007 net earnings of the Group's PRC subsidiaries (the "Remaining Net Earnings") is approximately RMB1,648,467,000 (2017: RMB1,501,528,000) 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 to foreign investors would be made in the foreseeable future. Accordingly, no provisions for additional deferred taxation have been made.

Recognised deferred tax assets and liabilities at the end of the reporting period represent the following:

		2018		2017	
		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	—	(611,456)	—	(596,205)
減速稅務折舊	Decelerated depreciation allowance	2,052	—	2,052	—
公允值調整：	Fair value adjustment on:				
— 土地租約溢價， 物業、機器及設備	— Prepaid lease payments and property, plant and equipment	—	(68,083)	—	(72,094)
— 無形資產	— Intangible asset	—	(42,275)	—	(43,525)
— 投資性房地產	— Investment properties	—	(20,323)	—	(17,072)
減值虧損	Impairment losses	147,594	—	81,174	—
未獲得發票之 預提費用	Uninvoiced accrual	176,527	—	115,257	—
出售物業、機器及 設備之未實現利潤	Unrealised profit on property, plant and equipment	71,824	—	81,353	—
附屬公司之 未分配利潤	Undistributed earnings of subsidiaries	—	(176,237)	—	(307,178)
稅務虧損	Tax losses	27,782	—	27,782	—
其他	Others	3,483	(49,308)	392	(33,952)
<b>遞延稅項資產(負債)</b>	<b>Deferred tax assets (liabilities)</b>	<b>429,262</b>	<b>(967,682)</b>	<b>308,010</b>	<b>(1,070,026)</b>

### 36. 遞延稅項(續)

於結算期內，本集團已將人民幣111,128,000元(2017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：

稅務虧損到期於 Tax loss expiring in:	2018	2017
	人民幣千元 RMB'000	人民幣千元 RMB'000
2018	—	478,504
2019	522,641	911,136
2020	649,567	666,887
2021	573,409	589,923
2022	575,550	693,845
2023	460,878	—
	<b>2,782,045</b>	<b>3,340,295</b>

### 36. DEFERRED TAXATION (Continued)

Deferred tax assets in respect of tax losses of RMB111,128,000 (2017: 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:

### 37. 應付賬款

		2018	2017
		人民幣千元 RMB'000	人民幣千元 RMB'000
應付賬款	<b>Trade payables</b>		
第三方	To third parties	<b>5,626,698</b>	5,836,747
有關聯人士	To related parties		
— 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	<b>1,092,308</b>	1,066,154
— 本公司之董事 共同控制之公司	— Companies jointly controlled by the Company's directors	<b>226,199</b>	201,710
合營公司	To joint ventures	<b>8,756</b>	14,812
		<b>6,953,961</b>	<b>7,119,423</b>

### 37. TRADE PAYABLES

應付第三方、有關聯人士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 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：

**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:

		<b>2018</b>	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	RMB'000
0-90日	0 – 90 days	<b>6,075,099</b>	6,335,339
90日以上	Over 90 days	<b>878,862</b>	784,084
		<b>6,953,961</b>	7,119,423

應付賬款以下列貨幣列值：

The trade payables are denominated in the following currencies:

		<b>2018</b>	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	RMB'000
人民幣	RMB	<b>6,949,212</b>	7,119,050
美元	US\$	<b>4,513</b>	254
其他	Others	<b>236</b>	119
		<b>6,953,961</b>	7,119,423

**38. 其他應付款項及已收押金**

**38. OTHER PAYABLES AND DEPOSITS RECEIVED**

		<b>2018</b>	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	RMB'000
預收押金	Deposits received in advance	<b>1,751,395</b>	2,171,708
運輸、宣傳及廣告費用之預提	Accruals for transportation, promoting and advertising expenses	<b>3,915,327</b>	2,615,470
行政費用及其他經營費用之預提	Accruals for administrative expenses and other operating expenses	<b>496,952</b>	440,360
應付工資及福利費	Salaries and welfare payables	<b>988,455</b>	972,444
應付設備款	Payables for purchase of equipment	<b>64,553</b>	42,753
應付其他稅項	Other tax payables	<b>738,043</b>	671,158
應付少數股東股利	Dividend payable to non-controlling interests	<b>25,859</b>	—
其他	Others	<b>542,412</b>	503,139
		<b>8,522,996</b>	7,417,032

39. 經營業務所得現金

39. CASH GENERATED FROM OPERATIONS

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
除稅前溢利	Profit before taxation	3,979,334	3,392,736
利息費用	Interest expenses	421,682	454,868
利息收入	Interest income	(348,388)	(270,786)
折舊	Depreciation	3,210,324	3,513,679
可供出售金融資產之 股利收入	Dividend income from available-for-sale financial assets	—	(1,103)
按FVPL計量的金融資產之 股利收入	Dividend income from financial assets at FVPL	(6,500)	—
土地租約溢價之攤銷	Amortisation of prepaid lease payments	103,693	106,618
無形資產之攤銷	Amortisation of intangible assets	9,490	5,079
出售物業、機器及設備及 土地租約溢價之虧損	Loss on disposal of property, plant and equipment and prepaid lease payments	86,607	15,337
物業、機器及設備減值虧損	Impairment loss on property, plant and equipment	625,846	224,021
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	(40,115)	(126,349)
投資性房地產公允價值之變動	Change in fair value of investment properties	(13,000)	(46,223)
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	49,675	—
重估一家聯營公司於收購日 之公允價值	Gain on re-measurement of an associate to fair value at acquisition date	—	(7,381)
出售附屬公司之收益	Gain on disposal of subsidiaries	(387,844)	(43,725)
出售可供出售金融資產之 收益	Gain on disposal of available-for-sale financial assets	—	(21,080)
聯營公司和合資企業 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 associates and joint ventures	(71,580)	(101,180)
匯率變動之影響	Effect on exchange rate changes	(23,842)	(150,117)
認列以權益結算股份 支付之款項	Recognition of equity-settled share-based payment	32,799	44,234
存貨之(增加)減少	(Increase) Decrease in inventories	(287,129)	60,037
應收賬款之增加	Increase in trade receivables	(94,731)	(329,939)
預付款項及其他應收款項 之(減少)增加	(Decrease) Increase in prepayments and other receivables	(380,308)	127,762
應付賬款之增加	Increase in trade payables	380,486	747,846
其他應付款項及已收押金 之增加	Increase in other payables and deposits received	1,331,135	676,916
客戶預付款項之增加	Increase in advance payments from customers	394,192	269,298
非供款員工福利責任現值之 減少	Decrease in present value of unfunded employee benefit obligations	(24,307)	(41,453)
<b>經營業務所得現金</b>	<b>Cash generated from operations</b>	<b>8,947,083</b>	<b>8,499,095</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.

		非現金變動 Non-cash changes					
於2018年 1月1日 At 1 January 2018 人民幣千元 RMB'000	融資 現金流 Financing cash flows 人民幣千元 RMB'000	攤銷 利息支出 Amortised interest expenses 人民幣千元 RMB'000	宣發股利 Dividend declared 人民幣千元 RMB'000	匯兌差額 Exchange realignment 人民幣千元 RMB'000	於2018年 12月31日 At 31 December 2018 人民幣千元 RMB'000		
						附註(i), (ii) Notes (i), (ii)	
無抵押票據(附註34)	Unsecured notes (Note 34)	1,193,724	(1,206,628)	1,756	—	11,148	—
銀行貸款(附註34)	Banks loans (Note 34)	13,190,549	(2,780,467)	—	—	424,426	10,834,508
應付少數股東股利 (附註38)	Dividend payable to non-controlling interests (Note 38)	—	(141,619)	—	167,478	—	25,859
		14,384,273	(4,128,714)	1,756	167,478	435,574	10,860,367

39. 經營業務所得現金(續)

39(a) 融資活動產生的負債對賬(續)

39. CASH GENERATED FROM OPERATIONS (Continued)

39(a) Reconciliation of liabilities arising from financing activities (Continued)

		非現金變動				
		Non-cash changes				
於2017年	融資	攤銷			於2017年	
1月1日	現金流	利息支出	匯兌差額		12月31日	
At		Amortised			At	
1 January	Financing	interest	Exchange		31 December	
2017	cash flows	expenses	realignment		2017	
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	
無抵押票據(附註34)	Unsecured notes (Note 34)	5,669,548	(4,383,600)	9,751	(101,975)	1,193,724
銀行貸款(附註34)	Banks loans (Note 34)	10,374,388	3,270,959	—	(454,798)	13,190,549
		16,043,936	(1,112,641)	9,751	(556,773)	14,384,273

(i) 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現金流量。

(ii) 應付少數股東的股息的現金流量指年內支付少數股東的股息。

(i) The cash flows from unsecured notes and 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.

(ii) The 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.

			2018	2017
		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>146,761</b>	146,871
聯營公司	Associates		<b>56,295</b>	110,068
合營公司	Joint ventures		<b>406,258</b>	276,903
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)	<b>5,065,192</b>	5,062,366
合營公司	Joint ventures		<b>65,478</b>	89,641
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>50,624</b>	30,670
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>5,230</b>	15,263
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>43,034</b>	38,818
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		<b>2,891</b>	3,263

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。

Note (i) These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

**40. 與有關聯人士之重大交易(續)**

**(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11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：

		<b>2018</b>	2017
		人民幣千元	人民幣千元
		<b>RMB'000</b>	RMB'000
董事袍金	Directors' fees	<b>4,182</b>	4,265
薪金及其他酬金	Salaries and other emoluments	<b>48,341</b>	55,793
以股份支付之款項	Share-based payments	<b>15,284</b>	24,444
花紅	Discretionary bonuses	<b>22,538</b>	6,651
		<b>90,345</b>	91,153

**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，因此記錄於2018年12月31日的其他非流動負債。

**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：

		<b>2018</b>
		人民幣千元
		<b>RMB'000</b>
於2018年1月1日	At 1 January 2018	<b>1,284,590</b>
確認為收入	Recognised as revenue	<b>(1,284,590)</b>
收到未交付貨物的預付款	Receipt of advances of undelivered goods	<b>1,678,782</b>
<b>於結算日</b>	<b>At end of the reporting period</b>	<b>1,678,782</b>

於2018年12月31日，客戶預付款項預期於一年內確認為收入。

**40. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)**

**(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 11 to the consolidated financial statements, is as follows:

**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 recorded in other non-current liabilities at 31 December 2018.

**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 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，本集團與兩名獨立第三方訂立兩份買賣協議，出售兩間全資附屬公司全部股權，即天津頂雅物業發展有限公司（「天津頂雅」），主要從事租賃及物業管理；及南寧頂津食品有限公司（「南寧頂津」），主要從事飲料製造及銷售，總代價約為人民幣462,173,000元。出售事項分別於2018年3月及2018年9月完成。

以下概述於收購代價及於出售日期資產及負債的賬面值：

#### 43. DISPOSAL OF SUBSIDIARIES

During the year, the Group entered into two sales and purchase agreements with two independent third parties for the disposal of the entire equity interests in two wholly-owned subsidiaries namely Tianjin Dingya Property Development Co., Ltd. ("TJDA"), which principally engaged in leasing and property management; and Nanning Tingjin Food Co., Ltd. ("NNTJ"), which principally engaged in manufacture and sales of beverages, at an aggregate consideration of approximately RMB462,173,000. The disposals were completed in March 2018 and September 2018 respectively.

The following summarises the consideration received and the carrying amount of the assets and liabilities at the date of disposal:

		天津頂雅 TJDA 人民幣千元 RMB'000	南寧頂津 NNTJ 人民幣千元 RMB'000	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	82,704	408,252	490,956
土地租約溢價	Prepaid lease payments	16,735	63,836	80,571
存貨	Inventories	509	31,821	32,330
應收賬款	Trade receivables	2,014	13,631	15,645
預付款項及其他應收款項	Prepayments and other receivables	568	203,440	204,008
銀行結餘及現金	Bank balance and cash	20,186	4,549	24,735
應付賬款	Trade payables	(882)	(545,066)	(545,948)
其他應付款項及已收押金	Other payables and deposit received	(205,545)	(18,011)	(223,556)
稅項	Taxation	(185)	(4,227)	(4,412)
		(83,896)	158,225	74,329
出售附屬公司的收益(虧損)	Gain (Loss) on disposal of subsidiaries	391,069	(3,225)	387,844
		307,173	155,000	462,173
<b>已收代價</b>	<b>Consideration received</b>			
現金代價	Cash consideration	307,173	155,000	462,173
<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	307,173	155,000	462,173
已出售之現金及現金等值物	Cash and cash equivalents disposed of	(20,186)	(4,549)	(24,735)
<b>現金及現金等值物之流入淨額</b>	<b>Net inflow of cash and cash equivalents</b>	286,987	150,451	437,438

#### 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:

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
有息借貸	Interest-bearing borrowings	10,834,508	14,384,273
減：現金及現金等值物	Less: Cash and cash equivalents	(13,840,421)	(10,284,889)
淨(現金)債務	Net (cash) debt	(3,005,913)	4,099,384
本公司股東應佔總權益	Total equity attributable to owners of the Company	19,653,476	18,412,079
淨負債與資本比率	Gearing ratio	-15.29%	22.26%

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2018年，本集團的策略與2017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 2018, the Group's strategy, which was unchanged from 2017, 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、按公允價值列賬及在損益賬處理的金融資產(2017：可供出售金融資產)、按公允價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。除了於年內結算的利率掉期和交叉貨幣利率掉期的安排外，本集團未有進行重大對沖活動以對沖外匯風險。

本集團於2018年及2017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(2017：可供出售金融資產)、現金及現金等值物、按公允價值列賬及在損益賬處理的金融負債、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, 33, 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 (2017: available-for-sale financial assets), 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. Apart from the CCS and IRS arrangements which were settled 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 (2017: available-for-sale financial assets), cash and cash equivalents, financial liabilities at FVPL, interest-bearing borrowings and trade payables denominated in currencies other than RMB as at 31 December 2018 and 2017 are set out in notes 23, 28, 33, 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5.5%、3.4%、及5.3% (2017年：分別為4.1%、3.2%及8.8%)，本年度集團溢利及保留溢利將增加／減少人民幣3,745,000元 (2017年：人民幣45,287,000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2017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。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。

除於合併財務報表附註33(b)所詳述的期內已結算的CCS及IRS安排外，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24% (2017年：考慮到IRS及CCS的影響為7%)。

**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 5.5%, 3.4% and 5.3% respectively (2017: 4.1%, 3.2% and 8.8% respectively) with all other variables held constant, the Group's profit for the year and retained profits would have been RMB3,745,000 (2017: RMB45,287,000) 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 2017.

**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.

Apart from the CCS and IRS arrangements which were settled during the year as detailed in note 33(b) to the consolidated financial statements, 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 24% (2017: 7% upon taken in to consideration the effects of the IRS and CCS).



#### 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，銀行存款及有息借款利率調升／調低100(2017年：100)基點，本年度集團溢利及保留溢利將減少／增加人民幣8,538,000元(2017年：減少／增加人民幣64,212,000元經考慮IRS及CCS影響之借貸)。

敏感度分析假設利率於年內出現變動並應用於本集團所有於年內存在之金融工具的利率風險。100(2017：100)基點之調升或調低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2017年相同。

##### 信貸風險

本集團的信貸風險主要來自於現金及現金等值物、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 had been 100 (2017: 100) basis point higher/lower and all other variables were held constant, the Group's profit for the year and retained profits would decrease/increase by RMB8,538,000 (2017: decrease/increase by RMB64,212,000 upon taken into consideration the effects of the IRS and CCS).

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 all financial instruments in existence during the year. The 100 (2017: 100) basis point increase or decrease represents 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 2017.

##### Credit risk

The Group's credit risk is primarily attributable to cash and cash equivalent, trade and other receivables. Substantially all of the Group's 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2018年1月1日及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 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2018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	Not past due	1,461,566	No
已逾期但未被減值	Past due but not impaired		
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	

於2017年12月31日

於2017年12月31日已逾期但未被減值的應收賬款賬齡如下：

45. FINANCIAL RISK MANAGEMENT (Continued)

Credit risk (Continued)

Trade receivables (Continued)

The information about the exposure to credit risk and ECL for trade receivables based on past due status as at 31 December 2018 is summarised below.

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	Not past due	1,461,566	No
已逾期但未被減值	Past due but not impaired		
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	

As at 31 December 2017

The ageing of trade receivables as at 31 December 2017 which were past due but not impaired was as follows:

		2017 人民幣千元 RMB'000
已逾期	Past due	
30天內	Within 30 days	98,074
31-90天	31 - 90 days	83,822
超過90天	Over 90 days	44,699
		226,595

**45. 金融風險因素(續)****信貸風險(續)****應收賬款(續)**

於2017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2018年12月31日，本集團並無就應收賬款持有任何抵押品(2017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2018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 2017 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 2018 (2017: Nil).

**Amounts due from associates, joint venture and related parties**

The Group considers that the amounts due from associates, 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 2018, 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(2017年：債務投資和應收前附屬公司款項)中有應收最大債務人的信貸集中風險度85.92%(2017年：40.05%)及應收五大債務人的信貸集中風險度100%(2017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 85.92% of loan receivables (2017: 40.05% of the total debt investment and amount due from former subsidiaries) which was due from the Group's largest debtor, and 100% of loan receivables (2017: 100% of the total debt investment and amount due from former subsidiaries) which 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貼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
於2018年12月31日	At 31 December 2018					
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

45. 金融風險因素(續)

流動資金風險(續)

		1年內或 按要求還款 Within 1 year or on demand 人民幣千元 RMB'000	1年以上 但在2年內 More than 1 year but within 2 years 人民幣千元 RMB'000	2年以上 但在5年內 More than 2 years but less than 5 years 人民幣千元 RMB'000	5年以上 Over 5 years 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2017年12月31日	At 31 December 2017					
應付賬款	Trade payables	7,119,423	—	—	—	7,119,423
其他應付款及 已收押金	Other payables and deposits received	5,748,430	—	—	—	5,748,430
有息借貸	Interest-bearing borrowings	8,064,896	3,669,015	2,819,589	565,253	15,118,753
其他非流動負債	Other non-current liabilities	—	40,000	—	—	40,000
CCS及IRS之安排 (淨值結算)	CCS and IRS arrangements (net settled)	(5,174)	—	—	—	(5,174)
應付或有代價	Contingent consideration payable	—	5,258	—	—	5,258
		20,927,575	3,714,273	2,819,589	565,253	28,026,690

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1,294,898,000元(2017：人民幣4,178,790,000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 RMB1,294,898,000 (2017: RMB4,178,790,000) 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:

		2018 人民幣千元 RMB'000	2017 人民幣千元 RMB'000
有息借貸	Interest-bearing borrowings		
1年內	Within 1 year	1,311,553	3,247,212
第2年	In the second year	—	1,007,808
		1,311,553	4,255,020

#### 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2018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 2018 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)

		2018				2017			
		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	RMB'000
<b>資產</b>	<b>Assets</b>								
可供出售金融資產	Available-for-sale financial assets								
- 投資基金	- Investment funds	—	—	—	—	—	—	504,359	504,359
- 股本證券，非上市	- Equity securities, unlisted	—	—	—	—	—	—	110,722	110,722
FVPL處理的金融資產	Financial assets at FVPL								
- 投資基金	- Investment funds	—	—	447,496	447,496	—	—	—	—
- 股本證券，上市	- Equity securities, listed	625	—	—	625	—	—	—	—
指定FVOCI	Designated FVOCI								
- 股本證券，非上市	- Equity securities, unlisted	—	—	114,018	114,018	—	—	—	—
		625	—	561,514	562,139	—	—	615,081	615,081
<b>負債</b>	<b>Liabilities</b>								
按公允價值列賬及在損益賬處理的金融負債	Financial liabilities at FVPL								
- 應付或有代價	- Contingent consideration payable	—	—	9,862	9,862	—	—	5,258	5,258
- 非指定為對沖工具的衍生工具	- Derivatives not designated as hedging instruments	—	—	—	—	—	37,448	—	37,448
		—	—	9,862	9,862	—	37,448	5,258	42,706

於2018年及2017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 2018 and 2017, 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2018年及2017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 2018 and 2017 are shown as follows:

		2018			2017		
		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		可供出售金融資產 Available-for-sale financial assets		
		投資基金 Investment funds 人民幣千元 RMB'000	股本證券，非上市 Equity securities, unlisted 人民幣千元 RMB'000	應付或有代價 Contingent consideration payable 人民幣千元 RMB'000	投資基金 Investment funds 人民幣千元 RMB'000	股本證券，非上市 Equity securities, unlisted 人民幣千元 RMB'000	應付或有代價 Contingent consideration payable 人民幣千元 RMB'000
於年初	At beginning of the year	—	—	(5,258)	487,054	130,757	—
採納香港財務報告準則第9號 重分類	Reclassification upon adoption of HKFRS 9 reclassification	504,359	132,693	—	—	—	—
購入	Purchases	48,735	—	—	16,983	—	—
於收購完成日	At completion day of acquisition	—	—	—	—	—	(5,690)
出售	Disposal	(79,443)	(8,521)	—	(79,484)	—	—
已認列之總收益或(虧損)	Total gains or (losses) recognised:						
- 損益	- in profit or loss	(48,772)	—	(4,604)	—	—	432
- 其他全面收益	- in other comprehensive income	—	(16,265)	—	107,346	(11,949)	—
匯兌差額	Exchange difference	22,617	6,111	—	(27,540)	(8,086)	—
於結算日	At the end of the reporting period	447,496	114,018	(9,862)	504,359	110,722	(5,258)
於本年度出售並由其他全面 收益重分類之總收益或 (虧損)	Total gain or (losses) for the year reclassified from other comprehensive income on disposals	—	—	—	21,080	—	—
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 unrealised gain or (losses) for the year included in profit or loss for assets and liabilities held at the end of the reporting period	(50,601)	—	(4,604)	—	—	432

#### 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  
(2017: 可供出售): 投資  
基金

截至2018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(2017: 可供出  
售)的投資基金主要包括  
被分類為公允價值層級的  
級別3(2017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  
(2017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  
包括市盈率模型及市銷率  
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-8%至2%(2017  
年: -18%至29%)、可  
比較公司之平均市盈率為  
23.2倍(2017年: 16.6  
倍至47.4倍)、可比較公  
司之平均市銷率由1.18  
倍至1.35倍(2017年:  
2.1倍至10.4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 (2017: Available-for-sale):  
Investment funds

As at 31 December 2018, the Group's financial assets  
at FVPL (2017: available-for-sale financial assets)  
mainly comprise four investment funds which are  
categorised as Level 3 (2017: 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 (2017:  
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 valua-  
tion techniques including mainly price/earnings (P/E)  
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 -8% to 2% (2017: -18% to  
29%), average price/earnings (P/E) and average price/  
sales (P/S) multiples of comparable companies of the  
corresponding industries of 23.2 times (2017: ranging  
from 16.6 to 47.4 times) and ranging from 1.18 to  
1.35 times (2017: 2.1 to 10.4 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) 指定FVOCI(2017: 可供出售): 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-1%(2017年: 0%)及可比較公司之平均市銷率為1.18倍(2017年: 1.5倍)。

(iii) 以FVPL處理的金融負債: 非指定為對沖工具的衍生工具

按2017年12月31日IRS和CCS的公允價值，被歸類為公允價值層級的級別2，根據每個合約的條款和到期日的預計未來現金流量的現值，已考慮目前利率的公允價值，外匯即期和遠期匯率和利率曲線。

(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) Designated FVOCI (2017: Available-for-sale): 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 -1% (2017: 0%) and comparable companies' average P/S multiples of 1.18 times (2017: 1.5 times).

(iii) Financial liabilities at FVPL: Derivatives not designated as hedging instruments

The fair values of IRS and CCS contracts at 31 December 2017, which were categorised as Level 2 of the fair value hierarchy, was determined based on the present value of the estimated cash flows based on the terms and maturity of each contract, taking into account the current interest rates, foreign exchange spot and forward rates and interest rate curves.

(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2018年 12月31日之 公允價值 Fair value at 31 December 2018 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 other comprehensive income for the year 人民幣千元 RMB'000
按公允價值列賬及在損益賬處理的金融資產						
Financial assets at FVPL						
投資基金	447,496	市盈率模型	年度預期增長率	年度預期增長率越高，其公允價值越高，反之亦然；	+/-10%	+/-1,259
Investment funds		P/E multiple	Expected annual growth rates	The higher the expected annual growth rate, the higher the fair value and vice versa;		
			可比公司之平均市盈率	可比公司之平均市盈率越高，其公允價值越高，反之亦然；	+/-4%	+/-512
			Average P/E ratio of comparable companies	The higher average P/E ratio of comparable companies, the higher the fair value and vice versa;		
		市銷率模型	預計年增長率	其公允價值越高，反之亦然；	+/-5%	+/-1,676
		P/S multiple	Expected annual growth rates	The higher the expected annual growth rate, the higher the fair value and vice versa;		
			可比公司之平均市銷率	可比公司之平均市銷率，更高的公允價值，反之亦然；	+/-37%	+/-11,004
			Average P/S ratio of comparable companies	The higher average P/S ratio of comparable companies, the higher the fair value and vice versa;		
股本證券，非上市	114,018	市銷率模型	年度預期增長率	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。	+/-5%	+/-4,865
Equity securities, unlisted		P/S multiple	Expected annual growth rates	The higher the expected annual growth rate, the higher the fair value and vice versa;		
			可比公司之平均市銷率	可比公司之平均市銷率，更高的公允價值，反之亦然；	+/-42%	+/-36,678
			Average P/S ratio of comparable companies	The higher average P/S ratio of comparable companies, the higher the fair value and vice versa;		

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  
(續)

Sensitivity to changes in significant unobservable  
inputs (Continued)

描述 Description	於2017年 12月31日之 公允價值 Fair value at 31 December 2017	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 other comprehensive income for the year
	人民幣千元 RMB'000					人民幣千元 RMB'000
可供出售的金融資產 Available-for-sale financial assets						
投資基金 Investment funds	504,359	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%	+/-5,513
			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;	+/-1%	+/-780
		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%	+/-4,612
			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;	+/-2%	+/-13,325
非上市股本證券 Unlisted equity securities	110,722	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%	+/-5,536
			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;	+/-33%	+/-36,907

#### 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2018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 2018.



#### 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：

##### (a) 資本支出承擔

		2018	2017
		人民幣千元	人民幣千元
		<i>RMB'000</i>	<i>RMB'000</i>
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 properties, plant and equipment	<b>1,052,032</b>	927,244
投資基金	Investment funds	<b>30,212</b>	106,258
		<b>1,082,244</b>	1,033,502

##### (b) 營運租約承擔

###### 本集團為承租人

於結算日，根據不可撤銷並附有不同年期及續租權之經營租約，本集團未來最低租賃付款總額列示如下：

#### 47. COMMITMENTS

In addition to the commitments disclosure elsewhere in the consolidated financial statements, the Group has the commitments as follow:

##### (a) Capital expenditure commitments

		2018	2017
		人民幣千元	人民幣千元
		<i>RMB'000</i>	<i>RMB'000</i>
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 properties, plant and equipment	<b>1,052,032</b>	927,244
投資基金	Investment funds	<b>30,212</b>	106,258
		<b>1,082,244</b>	1,033,502

##### (b) Commitments under operating leases

###### The Group as lessee

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases with various terms and renewal rights, which are payable as follows:

		2018	2017
		人民幣千元	人民幣千元
		<i>RMB'000</i>	<i>RMB'000</i>
1年內	Within one year	<b>307,558</b>	294,644
於第2年至第5年屆滿 (包括首尾2年)	In the second to fifth years inclusive	<b>447,470</b>	477,436
5年以後	After five years	<b>86,782</b>	105,185
		<b>841,810</b>	877,265

#### 47. 承擔(續)

##### (b) 營運租約承擔(續)

###### 本集團為出租人

本集團租出某些於營運租賃項下的投資性房地產，平均租約期為2至3年及有權於合約到期時重訂租約及新條款。基於不可撤銷之經營租約，日後主要應收租金之最低額如下列：

		2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
1年內	Within one year	<b>47,365</b>	34,375
於第2年至第5年屆滿 (包括首尾2年)	In the second to fifth years inclusive	<b>54,812</b>	15,329
		<b>102,177</b>	49,704

#### 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：

#### 47. COMMITMENTS (Continued)

##### (b) Commitments under operating leases (Continued)

###### The Group as lessor

The Group leases out certain of its investment properties under operating leases with average lease terms of 2-3 years and with options to renew the leases upon expiry at new terms. The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

#### 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:

		附註 Note	2018 人民幣千元 <b>RMB'000</b>	2017 人民幣千元 <b>RMB'000</b>
<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		<b>94</b>	196
附屬公司權益	Interest in subsidiaries		<b>11,505,969</b>	11,562,066
按FVPL處理的金融資產	Financial assets at FVPL		<b>448,121</b>	—
指定FVOCI	Equity instruments designated as at FVOCI		<b>6,876</b>	—
可供出售金融資產	Available-for-sale financial assets		—	522,587
			<b>11,961,060</b>	12,084,849
<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		<b>18,901</b>	27,751
附屬公司之應收款項	Amount due from a subsidiary		<b>2,949,907</b>	2,722,521
銀行結餘及現金	Bank balances and cash		<b>98,312</b>	229,300
			<b>3,067,120</b>	2,979,572
<b>總資產</b>	<b>Total assets</b>		<b>15,028,180</b>	15,064,421

48. 本公司之財務狀況表(續)

48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

		附註 Note	2018 人民幣千元 RMB'000	2017 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>			
發生股本	Issued capital		235,204	235,053
股份溢價	Share premium		664,400	611,736
儲備	Reserves	48(a)	7,928,540	6,538,442
<b>股東權益總額</b>	<b>Total equity</b>		<b>8,828,144</b>	7,385,231
<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 FVPL		—	37,448
長期有息借貸	Long-term interest-bearing borrowings		3,224,388	4,105,080
員工福利責任	Employee benefit obligations		64,691	47,442
			<b>3,289,079</b>	4,189,970
<b>流動負債</b>	<b>Current liabilities</b>			
其他應付款	Other payables		72,609	68,346
稅項	Taxation		—	28,000
有息借貸之即期部分	Current portion of interest-bearing borrowings		2,838,348	3,392,874
			<b>2,910,957</b>	3,489,220
<b>總負債</b>	<b>Total liabilities</b>		<b>6,200,036</b>	7,679,190
<b>股東權益總額及負債總額</b>	<b>Total equity and liabilities</b>		<b>15,028,180</b>	15,064,421

本財務狀況表於2019年3月25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 25 March 2019 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 (可轉回)	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 (Recycling)	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	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2017年1月1日	At 1 January 2017	400	(32,146)	335,214	61,762	—	430,092	1,883,921	2,679,243
本年度溢利	Profit for the year	—	—	—	—	—	—	4,460,695	4,460,695
本年度其他全面收益(虧損)	Other comprehensive income (loss) for the year	—	28,247	(158,036)	86,265	—	—	—	(43,524)
權益結算股份支付之款項	Equity settled share-based transactions	—	—	—	—	—	44,234	—	44,234
根據購股權計劃發行之股份	Shares issued under share option scheme	—	—	—	—	—	(21,357)	—	(21,357)
購股權失效	Shares option lapsed	—	—	—	—	—	(24,852)	24,852	—
已批准及派發2016年末期股息	2016 final dividend approved and paid	—	—	—	—	—	—	(580,849)	(580,849)
於2017年12月31日	At 31 December 2017	400	(3,899)	177,178	148,027	—	428,117	5,788,619	6,538,442
於2018年1月1日	At 1 January 2018								
如前報告	As previously reported	400	(3,899)	177,178	148,027	—	428,117	5,788,619	6,538,442
採納香港財務報表準則第9號會計制度之變更	Changes in accounting policies on adopting HKFRS9	—	—	—	(148,027)	—	—	148,027	—
經重列	As restated	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2018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7,976,516,000元(2017年：人民幣6,400,355,000元)。

At 31 December 2018, the Company's distributable reserves including retained profits and share premium amounted to RMB7,976,516,000 (2017: RMB6,400,355,000).

#### 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
青島頂益食品有限公司 Qingdao Tingyi 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
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(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%	製造及銷售方便食品 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	90.48%	—	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	25.4%	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	—	72.91%	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	—	72.91%	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	
* 杭州頂津食品有限公司 * Hangzhou Tingjin Food Co., Ltd.	中國 PRC	US\$38,100,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(杭州)飲品有限公司 * Master Kong (Hangzhou) Beverage Co., Ltd. #	中國 PRC	US\$28,350,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 武漢頂津食品有限公司 * Wuhan Tingjin Food Co., Ltd.	中國 PRC	US\$73,500,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
西安頂津食品有限公司 Xi'an Tingjin Food Co., Ltd. #	中國 PRC	US\$5,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
重慶頂津食品有限公司 Chongqing Tingjin Food Co., Ltd. #	中國 PRC	US\$24,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
青島頂津食品有限公司 Qingdao Tingjin Food Co., Ltd.	中國 PRC	US\$15,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
福建頂津食品有限公司 Fujian Tingjin Food Co., Ltd.	中國 PRC	US\$13,700,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 哈爾濱頂津食品有限公司 * Harbin Tingjin Food Co., Ltd. #	中國 PRC	US\$33,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 昆明頂津食品有限公司 * Kunming Tingjin Food Co., Ltd.	中國 PRC	US\$12,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 鄭州頂津食品有限公司 * Zhengzhou Tingjin Food Co., Ltd.	中國 PRC	US\$24,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 蘭州頂津食品有限公司 * Lanzhou Tingjin Food Co., Ltd. #	中國 PRC	US\$16,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(瀋陽)飲品有限公司 * Master Kong (Shenyang) Beverage Co., Ltd.	中國 PRC	US\$41,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(西安)飲品有限公司 * Master Kong (Xi'an) Beverage Co., Ltd.	中國 PRC	US\$48,500,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(天津)飲品有限公司 * Master Kong (Tianjin) Beverage Co., Ltd.	中國 PRC	US\$31,800,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 揚州頂津食品有限公司 * Yangzhou Tingjin Food Co., Ltd.	中國 PRC	US\$36,500,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 廣州頂津飲品有限公司 * Guangzhou Tingjin Beverage Co., Ltd. #	中國 PRC	US\$59,300,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(烏魯木齊)飲品有限公司 * Master Kong (Wulumuqi) Beverage Co., Ltd. #	中國 PRC	US\$12,000,000	—	72.91%	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		
* 包頭頂津食品有限公司 * Baotou Tingjin Food Co., Ltd	中國 PRC	US\$12,000,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 廊坊頂津食品有限公司 * Langfang Tingjin Food Co., Ltd	中國 PRC	US\$28,500,000	—	72.91%	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	—	72.91%	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	—	72.91%	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	—	72.91%	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	—	72.91%	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	—	72.91%	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 <sup>#</sup>	中國 PRC	US\$66,650,000	—	72.91%	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	—	47.39%	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	—	41.92%	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	—	46.21%	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	—	72.91%	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 <sup>#</sup>	中國 PRC	US\$1,350,000	—	72.91%	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	—	68.83%	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	—	72.91%	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	—	36.46%	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 <sup>#</sup>	中國 PRC	US\$28,000,000	—	72.91%	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	
福州百事可樂飲料有限公司 Fuzhou Pepsi-Cola Beverage Co., Ltd.	中國 PRC	RMB19,764,000	—	72.91%	製造及銷售飲品 Manufacture and sale of beverages
* 百事飲料(南昌)有限公司 * Pepsi Beverage (Nanchang) Company Limited	中國 PRC	US\$9,000,000	—	51.04%	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	—	72.91%	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	—	72.91%	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 Ting Tong (Cayman Islands) Holding Corp.	開曼群島 Cayman Islands	US\$2,118,334	—	50.01%	投資控股 Investment holding
上海頂通物流有限公司 Shanghai Tingtong Logistics Co., Ltd.	中國 PRC	US\$5,000,000	—	50.01%	提供物流服務 Logistics services
頂益(英屬處女島)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
上海全球名豪房地產有限公司 Shanghai Jinqiu Minghao Property 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.

# 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

### 意見

本核數師已審核列載於第117頁至277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2018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2018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。

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 117 to 277, which comprise the consolidated statement of financial position as at 31 December 2018, 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 2018, 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.

**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2018年12月31日的帳面值為人民幣24,928,000,000元。其中於2018年12月31日的機器及設備賬面值為人民幣15,420,000,000元，而截至2018年12月31日止年度的相關折舊開支則為人民幣2,377,000,000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2018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626,000,000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16內。

**Key Audit Matter*****Impairment of machinery and equipment***

The carrying amount of the Group's property, plant and equipment amounted to RMB24,928 million at 31 December 2018. Of which, the carrying amount value of the Group's machinery and equipment as at 31 December 2018 was RMB15,420 million and the related depreciation charge for the year then ended was RMB2,377 million. Any impairment of those assets identified may have material impact on the consolidated financial statements. An impairment loss of RMB626 million has been recognised for certain machinery and equipment for the year ended 31 December 2018.

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 16 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.

**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****關鍵審計事項**

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2018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。

**Control over Hangzhou Pesi-Cola Beverage Co., Ltd ("HZPS") and impairment assessment of goodwill****Key Audit Matter**

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-assesses 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 2018.

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2018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 2018 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 HKSAs 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 HKSAs, 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，2019年3月25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, 25 March 2019

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 117 to 277, which comprise the consolidated statement of financial position as at 31 December 2018, 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 2018, 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 RMB24,928 million at 31 December 2018. Of which, the carrying amount of the Group's machinery and equipment as at 31 December 2018 was RMB15,420 million and the related depreciation charge for the year then ended was RMB2,377 million. Any impairment of those assets identified may have material impact on the consolidated financial statements. An impairment loss of RMB626 million has been recognised for certain machinery and equipment for the year ended 31 December 2018.</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 b 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 16 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 2018.</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 2018 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.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

## Independent Auditor's Report

To the shareholders of

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#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)**

As part of an audit in accordance with HKSAs, 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.

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.



## **Independent Auditor's Report**

To the shareholders of

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### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)**

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, 25 March 2019

The engagement director on the audit resulting in this independent auditor's report is:

**Chan Chi Ming Andy**

Practising Certificate number: P05132