



ANNUAL REPORT

2018 年 度 報 告



Zhou Hei Ya International Holdings Company Limited 周黑鴨國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1458

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. ZHOU Fuyu (*Chairman*)

Mr. HAO Lixiao (*Chief Executive Officer*)

Mr. WEN Yong

Mr. HU Jiaqing

Ms. LI Ying

(*Appointed on April 23, 2018*)

Mr. ZHU Yulong

(*Resigned on April 23, 2018*)

Non-executive Director

Mr. PAN Pan

Independent Non-executive Directors

Mr. WU Chi Keung

Mr. CHAN Kam Ching, Paul

Mr. LU Weidong

AUDIT COMMITTEE

Mr. WU Chi Keung (*Chairman*)

Mr. CHAN Kam Ching, Paul

Mr. LU Weidong

NOMINATION COMMITTEE

Mr. ZHOU Fuyu (*Chairman*)

Mr. WU Chi Keung

Mr. LU Weidong

REMUNERATION COMMITTEE

Mr. CHAN Kam Ching, Paul (*Chairman*)

Mr. LU Weidong

Ms. LI Ying

(*Appointed on April 23, 2018*)

Mr. ZHU Yulong

(*Resigned on April 23, 2018*)

董事會

執行董事

周富裕先生(*主席*)

郝立曉先生(*行政總裁*)

文勇先生

胡佳慶先生

李瑩女士

(*於二零一八年四月二十三日獲委任*)

朱于龍先生

(*於二零一八年四月二十三日辭任*)

非執行董事

潘攀先生

獨立非執行董事

胡志強先生

陳錦程先生

盧衛東先生

審核委員會

胡志強先生(*主席*)

陳錦程先生

盧衛東先生

提名委員會

周富裕先生(*主席*)

胡志強先生

盧衛東先生

薪酬委員會

陳錦程先生(*主席*)

盧衛東先生

李瑩女士

(*於二零一八年四月二十三日獲委任*)

朱于龍先生

(*於二零一八年四月二十三日辭任*)

STRATEGIC DEVELOPMENT COMMITTEE

Mr. HAO Lixiao

(Chairman, with effect from April 23, 2018)

Mr. HU Jiaqing

Mr. WEN Yong

(Appointed on April 23, 2018)

Mr. ZHU Yulong

(Resigned on April 23, 2018)

COMPANY SECRETARY

Mr. CHEUNG Kai Cheong Willie (FCPA, FCCA)

AUTHORIZED REPRESENTATIVES

Mr. HAO Lixiao

Mr. CHEUNG Kai Cheong Willie

AUDITOR

Ernst & Young

Certified Public Accountants

22nd Floor, CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

COMPANY'S WEBSITE

www.zhouheiya.cn

STOCK CODE

1458

策略發展委員會

郝立曉先生

(主席，於二零一八年四月二十三日生效)

胡佳慶先生

文勇先生

(於二零一八年四月二十三日獲委任)

朱于龍先生

(於二零一八年四月二十三日辭任)

公司秘書

張啟昌先生 (FCPA, FCCA)

授權代表

郝立曉先生

張啟昌先生

核數師

安永會計師事務所

執業會計師

香港中環

添美道1號

中信大廈22樓

公司網站

www.zhouheiya.cn

股份代號

1458

Corporate Information

公司資料

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 8-1 Huitong Road Zoumaling
Dongxihu District
Wuhan City, Hubei Province, 430040
PRC

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Intertrust Corporate Services (Cayman) Limited

190 Elgin Avenue
George Town
Grand Cayman
KY1-9005
Cayman Islands

HONG KONG SHARE REGISTRAR

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

REGISTERED OFFICE IN CAYMAN ISLANDS

190 Elgin Avenue
George Town
Grand Cayman
KY1-9005
Cayman Islands

總部及中國主要營業地點

中國
湖北省武漢市
東西湖區走馬嶺滙通大道8-1號
郵編：430040

開曼群島股份過戶登記總處

Intertrust Corporate Services
(Cayman) Limited
190 Elgin Avenue
George Town
Grand Cayman
KY1-9005
Cayman Islands

香港證券登記處

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

開曼群島註冊辦事處

190 Elgin Avenue
George Town
Grand Cayman
KY1-9005
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKS

Industrial and Commercial Bank of China
Limited (Wuhan Xibei Sub-Branch)
Bank of Communications Co., Ltd. (Wusheng Sub-Branch)
Bank of Communications Co., Ltd. (Offshore Finance Division)
China Merchants Bank (Dongxihu Sub-Branch)
HengFeng Bank (Wuhan Branch)

香港主要營業地點

香港
灣仔
皇后大道東 248 號
陽光中心 40 樓

主要往來銀行

中國工商銀行股份有限公司
(武漢西北湖支行)
交通銀行股份有限公司(武勝支行)
交通銀行股份有限公司(離岸金融部)
招商銀行(東西湖支行)
恒豐銀行(武漢分行)

CHAIRMAN'S STATEMENT

主席報告





On behalf of the board of directors (the "Board") of Zhou Hei Ya International Holdings Company Limited (the "Company" or "Zhouheiya"), I am pleased to present the annual report of the Company and its subsidiaries (the "Group") for the year ended December 31, 2018.

本人謹代表周黑鴨國際控股有限公司(「本公司」或「周黑鴨」)的董事會(「董事會」)，欣然呈報本公司及其附屬公司(「本集團」)截至二零一八年十二月三十一日止年度的年報。

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors (the “Board”) of Zhou Hei Ya International Holdings Company Limited (the “Company” or “Zhouheiya”), I am pleased to present the annual report of the Company and its subsidiaries (the “Group”) for the year ended December 31, 2018.

The year of 2018 proved to be a year with ample opportunities and challenges, the upgrade and downgrade of consumption pattern took place simultaneously and the polarization became increasingly fierce. Consumers' consumption concepts have gradually changed, they tend to choose the most suitable products for themselves within the limited budgets, focus on the quality, keen on new things, seek for a sense of experience, and advocate a personalized shopping experience. The competition in the casual braised food industry is also becoming increasingly fierce, cross-border participants and emerging business are pouring into both the online and offline markets, different brands share a similar and centralized store layout, and the competition for resources is intensified in certain areas. In order to maintain long-term competitiveness in a highly competitive environment, enterprises must focus on innovation ability and supply-chain management ability of the entire industry-chain.

Facing the fierce industrial competition and ever-changing market trend, while focusing on the brand image and consolidating the product quality, Zhouheiya always takes its products as the core and its members as the link, to actively launch new production capacity and expand the store network. By enhancing the customer experience, and grasping opportunities within the casual braised food industry, we strive to enhance the brand value and build the most popular brand for casual braised food in China.

Over the past year, we have actively deployed new production capacity and continued to promote the expansion of self-operated stores nationwide, laying a solid foundation for the next stage of business expansion. While strengthening the penetration of the existing market, we vigorously entered into new market areas, opened-up the provincial market of Fujian and Shaanxi, and entered into 30 cities nationwide. In April 2018, our new factory in Hebei was officially put into operation, thus mitigating the issue of short shelf life in North China. Customers were greeted with “fresh and delicious” products, which improved the customer satisfaction level of our products.

尊敬的各位股東：

本人謹代表周黑鴨國際控股有限公司（「本公司」或「周黑鴨」）的董事會（「董事會」），欣然呈報本公司及其附屬公司（「本集團」）截至二零一八年十二月三十一日止年度的年報。

2018年是充滿機遇和挑戰的一年，消費升級和降級同步發生，兩極分化日益嚴重；消費者的消費觀念也逐漸發生了變化，會在有限的消費預算裡選擇最適合自己的產品，注重品質，喜歡新鮮事物，追求體驗感，崇尚個性化的購物體驗。休閒滷製品行業競爭也日趨激烈，線上線下不斷涌入跨界參與者和新興業務，各品牌門店佈局相似且集中，局部地區資源競爭加劇。因此企業在運營中要注重創新能力和全產業鏈的供應鏈管理能力，才能在競爭激烈的環境中保持持久的競爭力。

面對激烈的行業競爭，日新月異的市場趨勢，周黑鴨始終以產品為核心，以會員為紐帶，在聚焦品牌及夯實產品品質的同時，積極上線新產能，擴大門店網絡，通過提升顧客體驗來提升品牌價值，把握休閒滷製品行業先機，努力打造中國最受歡迎的休閒滷製品品牌。

在過去的一年中，我們積極佈局新產能，持續推進全國自營門店的擴張，為下階段的業務拓展打下堅實基礎。在強化滲透現有市場的同時，大力進軍新的市場區域，新開闢了省際市場福建和陝西，全國範圍內新進入30個城市。二零一八年四月，我們位於河北的新工廠正式投產，華北地區門店貨架期較短的問題得到緩解，顧客吃到「新鮮美味」的產品，顧客滿意度也隨之提升。

Chairman's Statement 主席報告

Zhouheiya always adheres to its “quality first” principle, putting quality management and food safety in the first place. and is committed to providing consumers with safer, more delicious, and fresher products. Through the newly launched SAP system and MES system, we strengthened the management of product processing's procedures and materials in process, created a matrix-based food safety protection network to provide intelligent and systematic quality assurance. We maintain long-term and rigorous cooperation with suppliers, implement strict quality control, monitor every aspect of production, distribution and sales, introduce senior talents in the field of food production, continuously optimize production facilities, improve the level of automation, adopt new processes and procedurals to improve product quality and increase production efficiency.

We continued to concern about membership benefits by focusing on improving our member experience and the designing of a forward-looking layout of membership system based on big-data analytics. Through the collection of consumption data, together with accurate profile analysis of consumer behavior and preferences, precise marketing plans were tailor made to correspond with consumers' different shopping scenarios. In 2018, we deepened the construction of our big-data system, completed the strategical upgrade of the system in June 2018 and launched the SAP system in selected areas. This formed an organizational and business system with a “light front-end, sensitive middle-end, important back-end and stable bottom-ground”, which improved the overall operational efficiency of the Group. Moreover, we have integrated the online and offline member database to implement a precise marketing strategy through the consolidated member database to provide members with better value-added services and the best consumer experience.

We have also made various innovations and attempts in new retail, and have achieved impressive results. In March 2018, we launched the Zhouheiya takeaway APP nationwide to provide customers with quality and convenient home delivery service by cooperating with local delivery teams. In addition, through our analysis of the big-data, we have set up a number of theme stores such as unmanned smart store, member-joy store, finless porpoise protection store, e-sports store and “Zhouheiya & Ele Me” joint theme store to improve the customer experience when they shopping with us. Zhouheiya's series of action continues to shape a young and fashion brand image.

周黑鴨始終堅持「質量第一」的價值觀，致力於為消費者提供更安全、更美味、更新鮮的產品，始終將品質管理和食品安全放在第一位。通過新上線的SAP系統和MES系統，加強產品加工過程中的程序、物料等管理，打造矩陣式食品安全防護網絡，提供智能化、系統化的品質保障。我們和供應商保持著長期且嚴謹的合作關係，實施嚴格的質量管控，把關生產、配送及銷售的每一個環節，引入食品生產領域高級人才，同時也不斷優化生產設施，提高自動化水平，採用新工藝和新流程，以提升產品質量，提高生產效率。

我們繼續關注會員權益，聚焦於提升會員體驗，前瞻性的佈局了基於大數據分析的會員體系。通過對消費數據的收集，消費行為及偏好的精準畫像分析，圍繞消費者不同購物場景，制定了精準的營銷方案。二零一八年我們深化大數據系統建設，於二零一八年六月完成了系統戰略升級，在部分區域上線SAP系統，形成「輕前台，敏中台，重後台，穩底層」的組織和業務體制，提升集團整體運營效率。同時我們整合了線上線下會員數據庫，以期通過會員數據庫實施精準營銷策略，為會員提供更好的增值服務與最佳的消費體驗。

我們在新零售方面也做出許多創新及嘗試，效果引人矚目。二零一八年三月我們在全國上線周黑鴨外賣小程序，與本地外賣配送團隊合作為顧客提供優質、便捷的到家服務。此外，我們通過對大數據的分析，打造了無人智慧門店、會員樂享店、江豚保護主題店、電競主題店及「周黑鴨&餓了麼」聯名主題店等多家主題門店以增加顧客購物的體驗感。周黑鴨的系列動作持續塑造着年輕時尚的品牌形象。

Chairman's Statement

主席報告

Zhouheiya also highly concerns about the Company's ESG governance work and actively fulfills its corporate social responsibility. In 2018, we constantly improved the environmental management system, improved the environmental performance of production equipment to promote energy-use efficiency, and carried out the recycling of spare production parts and packaging materials to promote the circular economy to improve the overall green production operation level of the Company. At the same time, we are committed to providing employees with a healthy and safe working environment, and spare no effort to organize various employee activities to enhance team cohesion. In addition, we actively responded to the national "precise poverty alleviation" call, carried out condolence donation activities in the countryside, and created the first member store with the theme of finless porpoise protection to promote the public's awareness of endangered animals protection, all for the Company and the society marching towards sustainable development.

Looking forward to 2019, we feel an even greater challenge. The market environment is becoming more uncertain and we still face pressure from rising raw material prices and labor costs. At the same time, the production capacity release of our new factory and demand side development will take time to run-in and optimize, which also pose certain challenges on our cost. In the rapidly changing market environment, we will actively grasp the development opportunities under the new retail and consumption upgrades and find breakthroughs in the fierce market competition. We will always be consumer-centric, optimize the customer experience, deepen product and model innovation, and strengthen brand building. We will recruit talents to continuously improve the Company's competitiveness, and continue to lead the transformation and upgrading of the casual braised food industry with the spirit of excellence in craftsmanship. It is believed that 2019 is the new starting point of the Group. Zhouheiya will not forget its original purpose and continue to seize opportunities and encounter challenges in the ever-evolving market trend with high-quality products and high-quality customer experience.

我們亦十分關注公司ESG治理工作，積極履行企業社會責任。二零一八年，我們不斷完善環境管理體系，提升生產設備的環保性能以促進能源的使用率，開展生產備件及包裝材料的回收利用工作以推行循環經濟，提升公司整體綠色生產運營水平。同時，我們致力於為員工提供健康安全的工作環境，不遺餘力舉辦多彩的員工活動，提升團隊凝聚力。此外，我們積極響應國家「精準扶貧」號召，深入鄉村開展慰問捐贈活動，打造了首個以江豚保護為主題的會員店，促進公眾對瀕危動物的保護意識，讓公司與社會共同向可持續發展邁進。

展望二零一九年，我們深感挑戰更大，市場環境的不確定性更強，而且仍然面臨原材料價格和人工等成本要素上漲的壓力。同時新工廠的產能釋放和需求側開發需要時間來磨合優化，也對成本費用帶來一定挑戰。在快速變化的市場環境中，我們將積極把握新零售及消費升級下的發展機遇，在激烈的市場競爭中找到突破點。我們將始終以消費者為中心，優化顧客體驗，深化產品和模式創新，加強品牌建設。同時廣納賢才，不斷提高公司競爭力，以精益求精的工匠精神，持續引領休閒滷製品行業變革和升級。相信二零一九年是本集團新的起點，周黑鴨將不忘初心，繼續以高品質的產品，優質的顧客體驗在不斷演變的市場趨勢中把握機遇和迎接挑戰。

Chairman's Statement 主席報告

On behalf of the Board, my gratitude goes to our customers, all of our employees for their excellent work and contribution, as well as the business partners and the Shareholders of Zhouheiya for their consistent trust and support in the past. We will strive to achieve our objective to build a casual braised food brand that lasts at least 100 years, and pass our "More Entertainment, More Fun" brand concept onto every customer of us.

Zhou Fuyu

Chairman

Hong Kong, March 27, 2019

最後，我謹代表董事會衷心感謝周黑鴨顧客的信賴、周黑鴨全體員工的辛勤工作及卓越貢獻、周黑鴨業務合作夥伴及股東一直以來的全力支持與鼎力相助。願在我們的共同努力之下，將周黑鴨打造成為可持續發展的百年休閒滷製品品牌，並把「會娛樂更快樂」的品牌理念傳遞給每一位客戶。

主席

周富裕

香港，二零一九年三月二十七日

BUSINESS REVIEW AND OUTLOOK

業務回顧及展望





The post-00 and post-90 generations have become the major consumer group of casual food in China. Young customers applaud personalized shopping experience and are willing to try new things and products, which requires the market participants to quickly innovate and adapt. Along with the accelerated Internet development and the strong influence of new media, more and more snack food brands have entered into the casual food market, which further increases the competition.

零零後及九零後年輕人已成為中國休閒食品的主要消費群體。年輕消費人群崇尚個性化的購物體驗，並喜歡賞試新鮮事物和新產品，這考驗著企業的創新和應變能力，隨著互聯網的加速發展及新媒體的強勢傳播，各類零食品牌進入休閒食品賽道，加劇了行業競爭。

Business Review and Outlook

業務回顧及展望

MARKET OVERVIEW

In 2018, the casual food industry in China faced increasing competition. The post-00 and the post-90 generations have become the major consumer group of casual food in China. Young customers applaud personalized shopping experience and are willing to try new things and products, which requires the market participants to quickly innovate and adapt. Along with the accelerated Internet development and the strong influence of new media, more and more snack food brands have entered into the casual food market, which further increases the competition. Moreover, the deepening consumption upgrade in China and the “new retail” trends have raised the awareness to consumers about quality, variety and customer experience. Customers have exhibited more specific preference and will pick the most suitable products within their budgets. As such, the market participants are urged to respond to the evolving customer demands and to create more consumption solutions with multi-perspective coverage, convenience and alternative consumption scenarios.

Meanwhile, as a result of the tense supply-demand relationship in the industry in China, and the continuous expansions of its store network and the production capacities at the same time, the Group faced significant pressure from the increasing raw material costs, rental and labor costs in 2018.

In 2018, in response to the increasing competition in the casual food industry in China, the Group has continued its consumer-oriented strategy. The Group continued to optimize its online and offline channels and continued to expand its store network and improve production capacity. In addition, the Group has also enhanced branding and marketing efforts. The Group strived for fitting in and capturing the opportunities brought by the trend of “new retail”, in order to achieve a breakthrough during the intense competition in the retail food industry in China.

OVERALL BUSINESS AND FINANCIAL PERFORMANCE

Store Network Expansion

In 2018, the Group continued to implement the store network expansion strategy that would geographically match its production capacities and accelerated the establishment of its presence in new regional markets. It further penetrated in existing market and entering into new regions in 2018, such as Fujian and Shaanxi Provinces. It newly opened 392 self-operated retail stores and closed 131 stores during 2018. As a result, as of December 31, 2018, the total number of the Group’s self-operated retail stores reached 1,288, covering 90 cities in 17 provinces and municipalities in China.

市場概覽

二零一八年，中國休閒食品行業面臨日益激烈的競爭。零零後及九零後年輕人已成為中國休閒食品的主要消費群體。年輕消費人群崇尚個性化的購物體驗，並喜歡嘗試新鮮事物和新產品，這考驗著企業的創新和應變能力。隨著互聯網的加速發展及新媒體的強勢傳播，各類零食品牌進入休閒食品賽道，加劇了行業競爭。此外，深化的消費升級及「新零售」趨勢下，消費者對品質、服務和體驗的關注日益提升，選擇偏好更加明確，會在有限的預算中選擇最適合自己的產品。這就要求企業緊跟消費者需求，創造出多觸點、便捷化的多場景購物解決方案。

同時，由於行業供需關係緊張以及其門店網絡和產能不斷擴展，二零一八年本集團面臨原材料成本、租金及勞動力成本上漲的巨大壓力。

二零一八年，為應對中國休閒食品行業日益激烈的競爭，本集團堅持繼續以消費者為核心的策略，繼續優化線上和線下渠道，並繼續擴大其門店網絡和提高產能。此外，本集團亦加強了品牌推廣和營銷活動。本集團積極把握「新零售」發展趨勢帶來的機遇以期能在激烈的市場競爭中找到突破點。

整體業務及財務表現

門店網絡擴展

二零一八年，本集團繼續實施其門店網絡擴展與產能匹配的策略，進一步加快在新區域的市場佈局。本集團於二零一八年進一步滲透現有市場並進入新的地區，如福建省及陝西省。二零一八年，本集團新開設392間自營門店，及關閉131間門店。因此，截至二零一八年十二月三十一日，本集團的自營門店總數達至1,288間，覆蓋中國17個省份及直轄市內90個城市。

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Geographically, central China region remained the major regional market of the Group in 2018, contributing approximately 60.2% of total revenue derived from self-operated retail stores for the year ended December 31, 2018. As a result of the commencement of operation of its northern China processing facility, the Group speeded up the store opening process in northern China. In 2018, it newly opened 89 stores in northern China region, increasing its penetration in such region.

Transport infrastructures remain a strategic focus of the Group's store network expansion, such as airports, railway stations and subway stations, or the ancillary facilities surrounding the transport infrastructure. As of December 31, 2018, among all the Group's self-operated retail stores, approximately 390 were transport hub stores and revenue derived from such stores accounted for approximately 42.5% of total revenue for the year ended December 31, 2018.

The table below sets forth a breakdown of the number and revenue contribution of self-operated retail store network by geographic location for the periods indicated.

Number of Self-operated Retail Stores

		Year Ended December 31, 截至十二月三十一日止年度			
		2018 二零一八年		2017 二零一七年	
		# 數目	%	# 數目	%
Central China ⁽¹⁾	華中 ⁽¹⁾	562	43.6	448	43.6
Southern China ⁽²⁾	華南 ⁽²⁾	230	17.9	185	18.0
Eastern China ⁽³⁾	華東 ⁽³⁾	225	17.5	199	19.4
Northern China ⁽⁴⁾	華北 ⁽⁴⁾	196	15.2	132	12.9
Southwestern China ⁽⁵⁾	西南 ⁽⁵⁾	74	5.8	63	6.1
Northwestern China ⁽⁶⁾	西北 ⁽⁶⁾	1	0.0	—	—
Total	總計	1,288	100.0	1,027	100.0

地理上，華中地區仍為本集團於二零一八年的主要地區市場，佔截至二零一八年十二月三十一日止年度來自自營門店的總收益約60.2%。隨著華北工廠的投產，本集團隨之加快了在華北區域的門店佈局，二零一八年華北區域新開89間門店，提升了在華北區域的滲透率。

交通樞紐仍為本集團門店網絡擴展的策略重心，例如機場、火車站及地鐵站或交通樞紐鄰近配套設施。截至二零一八年十二月三十一日，在本集團經營的所有自營門店中，約390間為交通樞紐門店，而有關交通樞紐門店於截至二零一八年十二月三十一日止年度帶來的收益合共佔總收益約42.5%。

下表載列於所示期間按地理位置呈列的自營門店網絡數目及收益貢獻明細：

自營門店數量

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Revenue from Self-operated Retail Stores

自營門店收入

Year Ended December 31,
截至十二月三十一日止年度

		2018		2017	
		RMB'000	%	RMB'000	%
		二零一八年		二零一七年	
		人民幣千元		人民幣千元	
Central China ⁽¹⁾	華中 ⁽¹⁾	1,671,845	60.2	1,704,153	62.0
Southern China ⁽²⁾	華南 ⁽²⁾	405,151	14.5	372,964	13.5
Eastern China ⁽³⁾	華東 ⁽³⁾	335,447	12.1	359,253	13.0
Northern China ⁽⁴⁾	華北 ⁽⁴⁾	311,797	11.2	268,287	9.7
Southwestern China ⁽⁵⁾	西南 ⁽⁵⁾	51,843	2.0	50,173	1.8
Northwestern China ⁽⁶⁾	西北 ⁽⁶⁾	314	0.0	—	—
Total	總計	2,776,397	100.0	2,754,830	100.0

(1) Comprises Hubei Province, Hunan Province, Henan Province, Jiangxi Province and Anhui Province.

(2) Comprises Guangdong Province and Fujian Province.

(3) Comprises Shanghai, Jiangsu Province and Zhejiang Province.

(4) Comprises Beijing, Tianjin, Hebei Province and Shandong Province.

(5) Comprises Chongqing and Sichuan Province.

(6) Comprises Shaanxi Province.

(1) 包括湖北省、湖南省、河南省、江西省及安徽省。

(2) 包括廣東省及福建省。

(3) 包括上海、江蘇省及浙江省。

(4) 包括北京、天津、河北省及山東省。

(5) 包括重慶及四川省。

(6) 包括陝西省。

Production Capacity Improvements

The Group continued to optimize its production arrangements to increase its capacity and efficiency. It has been upgrading the production equipment and enhancing the level of automation. The Group currently has two processing facilities located in Hebei and Hubei, and it is in the process of constructing four additional processing facilities located in Guangdong, Jiangsu, Sichuan and Hubei. Due to the relatively short shelf-life of its products, the Group plans and allocates the production capacities among its facilities, to ensure the demands from all the regional markets are adequately served.

產能升級

本集團繼續優化其生產安排，以增加其產能及效率，不斷升級生產設備及提高自動化水平。本集團目前在河北及湖北設有兩個加工工廠，並正在廣東、江蘇、四川及湖北建設四個新加工工廠。由於產品的保質期相對較短，本集團在其生產設施之間規劃並分配產能，以確保滿足所有區域市場的需求。

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In June 2018, the Group closed its Shanghai processing facility. The northern China processing facility located in Hebei commenced full operation in April 2018 to serve the demands arising from northern and eastern China. The northern China processing facility helps to address the previous bottleneck of long transportation distance and short shelf-life of products. The Phase I of central China processing facility located in Hubei has also commenced operation since October 2018, which mainly produce vacuum packaged products.

In addition, the southern China processing facility located in Guangdong is currently under construction, which is expected to commence operation in 2019 to serve the demands arising from cities in southern China. The Group is also planning the construction of the new eastern and southwestern China facilities in Jiangsu and Sichuan Provinces and a new facility in Qianjiang, Hubei Province.

The Group believes that, with its current and new production facilities under development, it is able to enhance production capacities nationwide which would match its production capacities and support the Group to further penetrate into regional markets, and meet the needs arising from most parts of the nation in the future.

Product Upgrades

The Group is devoted to improving product quality. In 2018, it leveraged the newly launched SAP system and MES system to strengthen the controls over procedures, material management, product traceability during its product processing processes. It continuously upgraded the production equipment and enhanced the level of automation, aiming at improving the product quality.

In 2018, it has been continuously upgrading existing products and developing new products to enhance its product portfolio, particularly focusing on innovative and trending products which appeal to young customers. The Group has always been willing and determined in trying new product development. For example, to cater the current consumption trend of pursuing for a health, green and fresh lifestyle among the young generation, the Group's product research team released the unique new vegetable flavor of the Zhou Hei Ya Crayfish after careful and repeated testing. It upgraded and reformulated its "Zhou Hei Ya Crayfish (聚一蝦)", through the continuous improvements in processing technologies to solve the seasonal availability of the key raw material of crayfish.

二零一八年六月，本集團關閉其上海加工工廠。位於河北的華北加工工廠自二零一八年四月起開始全面投產，緩解了之前華北區域配送距離過長、門店貨架期短的問題，該工廠目前供應華北及華東地區的產品。位於湖北的華中加工工廠一期自二零一八年十月開始運營，主要生產真空包裝產品。

此外，位於廣東的華南加工工廠目前正在建設中，預計將於二零一九年投入運營，滿足華南地區的需求。本集團亦正在規劃在江蘇、四川及湖北省新開設華東、西南及潛江工廠。

本集團認為，隨著現有及新生產工廠的逐步投產，產能增長及門店擴張同步匹配，逐步提高門店滲透率，未來可以滿足全國大部分地區的客户需求。

產品優化

本集團致力於提高產品質量。二零一八年，本集團利用新推出的企業管理解決方案(SAP)系統和製造執行系統(MES)加強產品加工過程中的程序控制、物料管理、產品溯源，並不斷優化升級生產設施設備，提高自動化水準，以提升產品品質。

二零一八年，本集團亦不斷升級現有產品及開發新產品以提升其產品組合，尤其專注於吸引年輕客戶的創新及流行產品，在產品上勇於嘗試，銳意進取。例如，為迎合如今年輕人追求健康、綠色、小清新生活潮流的消費趨勢，研發團隊經過精挑細選，反復調試，推出蔬菜口味的小龍蝦，並且通過不斷改進工藝技術對廣受歡迎的周黑鴨「聚一蝦」進行升級，從技術上解決了小龍蝦季節性供應的問題。

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Through the cooperation with business partners, the Group launched the “Zhou Xiao Ban (周小伴)” sparkling water and beer in the summer of 2018, which are offered in the form of a specific Zhouheiya set meal and available in the Group's retail stores and contributed to the enhancement of customer experience.

In addition, the Group launched new multi-product packs and upgraded its gift boxes in 2018, which further expanded its product portfolio and enhanced its brand image among customers.

Marketing, Branding Campaigns and Membership Strategy

In 2018, the Group further implemented its customer-oriented marketing strategy and continued to design creative entertainment marketing campaigns featured with music, e-sport and tourism elements, to promote its brand awareness among young customers.

The Group continued to leverage the large amount of member data it accumulated as well as its big-data analytics capabilities to constantly develop and improve its marketing decisions. On one hand, it actively enhanced its brand influence in China through new media channels. It is adept in utilizing popular Internet language and leveraging various new media channels to promote itself, and to exchange or acquire traffic from those channels. On the other hand, it further implemented its precision marketing strategy by designing various promoting events, targeting different customer groups. For example, targeting young music lovers, it organized the Northern China Campus Rock Music Festival in 2018 which covered over 70 universities and colleges in China. It sponsored local e-sport game competitions in Guangdong Province. It also cooperated with popular self-media accounts and invited online celebrities and young public figures to promote the brand. Meanwhile, it continued to utilize traditional advertisement channels, such as placing advertisements in airports, subways, and traffic radio stations to enhance brand awareness.

本集團在二零一八年夏季，通過與業務夥伴合作，推出「周小伴」氣泡水和啤酒，打造專屬的周黑鴨套餐，在本集團零售店銷售，以提升顧客體驗。

此外，本集團於二零一八年推出新的組合裝產品並升級其禮盒系列，進一步擴大了其產品組合並提升了其在消費者心目中的品牌形象。

營銷、品牌計劃及會員策略

二零一八年，本集團進一步實施以客戶為導向的營銷策略，並繼續設計以音樂、電子競技及旅遊元素為特色的創意娛樂營銷活動，以提升其在年輕客戶中的品牌知名度。

本集團繼續利用積累的大量會員數據及其大數據分析能力，不斷優化及改進營銷決策。一方面，本集團通過新媒體渠道積極擴大品牌在全國範圍的影響力，通過網絡化的語言，借助新媒體平台，進行宣傳推廣、數據交互及流量置換；另一方面，通過策劃針對不同顧客群體的多種營銷活動，進一步實施其精準營銷策略。例如，針對年輕音樂愛好者，本集團於二零一八年舉辦了華北大區校園搖滾音樂節，涵蓋中國70多所大學和學院；贊助了廣東省當地的電子競技遊戲比賽；亦與知名自媒體合作，邀請網絡紅人和偶像來推廣品牌。同時，本集團繼續利用傳統廣告渠道（如在機場、地鐵及交通廣播電台投放廣告）來加強品牌知名度。

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The Group continued its membership strategy and launched a variety of marketing events in 2018, including member-exclusive coupons, accumulated point redemptions, offline tasting events. Among other things, the Group sponsored 40 members to participate in the third trip of its "Zhouheiya membership foodies' world tour" (周黑鴨吃貨之旅) to Russia in this year of the World Cup. Such events were aiming at increasing the number of repeated customers and improving the customer loyalty. By maintaining attractive online contents and engaging online interaction, the Group's official WeChat account had attracted over 12 million followers by the end of 2018.

Furthermore, in 2018, the Group continued to upgrade its retail stores in phases by renovating the uniform visual designs and continued to design and establish creative theme retail stores, so as to enhance the brand image of Zhouheiya.

New Retail, E-Commerce and Online Ordering and Delivering Operation

The era of "new retail" has swiftly emerged across China in recent years, in which offline, online and logistics merge to create a dynamic new way of retailing, on the back of prevalence of various digital technologies, such as wireless Internet, mobile payment, artificial intelligence, and big-data analysis. To embrace the "new retail" revolution, the Group upholds its consumer-oriented strategy as it believes that the key success of a new retail operation is largely driven by customer experience and customer satisfaction.

The Group has endeavored to protect customer rights and enhance membership benefits. The Group's first flagship member store was opened in Wuhan in 2018 to showcase retail business innovations, which is featured with different appealing benefits and privileges, with an aim for a superior shopping experience for its loyal members. Unlike the traditional ones, the flagship member store is featured with its open exhibition of products. Other privileged customer experiences oriented features include clip doll machines, coffee machines and 24-hour vending machines and customized gift redemption.

本集團繼續實施會員策略並於二零一八年推出多項營銷活動以吸引會員，包括定向優惠券推送、會員積分兌換、會員線下品鑒會等會員回饋活動。其中，「周黑鴨吃貨之旅」第三季則借助世界盃的熱點，組織會員到俄羅斯旅遊，贊助了40名會員參加，旨在增加回頭客數量及提升客戶忠誠度。通過保持有吸引力的推送內容和在線互動，本集團的官方微信公眾號粉絲數於二零一八年底超過1,200萬。

此外，二零一八年，本集團繼續通過翻新統一視覺設計，分階段升級零售門店，並持續設計和開設創意主題零售門店，以提升周黑鴨的品牌形象。

新零售、電商及外賣業務

近年來，隨著無線互聯網、移動支付、人工智能及大數據分析等各種數字技術的普及，線下、線上及物流融合，產生了一種動態的新零售方式，「新零售」時代在中國迅速崛起。為迎接「新零售」革命，本集團堅持以消費者為核心的策略，因為本集團認為新零售業務成功與否的關鍵在於客戶體驗及客戶滿意度。

本集團致力於保障顧客權益及提升會員福利。二零一八年，本集團的第一家會員樂享店於武漢開業，該門店推出獨具吸引力的會員福利及特權，旨在為其忠實的會員提供更優質的購物體驗，展現零售業務的創新。與傳統門店不同，會員樂享店開放自主選購。會員樂享店亦設有夾娃娃機、咖啡機及24小時自動售賣機及定制禮品兌換服務，旨在提供更好的客戶體驗。

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The Group also introduced the first “smart store” with self-checkout in Shenzhen in 2018. Leveraging the advanced payment technologies supported by WeChat, customers are able to pay with facial recognition conveniently. The Group expects to explore and leverage more advanced technologies and measures in order to provide its customers with a unique shopping experience and to further carry out its smart retail strategy.

Moreover, the Group has established several other creative theme retail stores, including the Finless Porpoise Protection theme store in Wuhan, the E-sports theme store in Shenzhen, as well as the Zhouheiya-Elle.me Takeaway Experience store in Shanghai. These theme stores create particular consumption scenarios that link to the Group’s products among particular customer groups and help quickly establish the Group’s brand awareness.

In addition to these theme retail stores, the Group continued to expand its online ordering and delivering operations. It has established strong presence on approximately 22 domestic online marketplaces and local food ordering and delivery services platforms, currently available in 90 cities.

In addition to the local food ordering and delivery platforms, in 2018, the Group also developed its in-app mini-programs on WeChat to offer local food ordering and delivery services and deepened its cooperation with major domestic logistics service providers. Since the launch of those mini-programs in early 2018 till the end of the year, this mini-programs had fulfilled convenient delivery services for over 330,000 orders.

In 2018, the Group optimized its product mix distributed through online channels to increase the offering of vacuum packaged products, which enabled the Group to better control the transportation expenses, including the transportation expenses for packing materials.

二零一八年，本集團亦在深圳推出首間無人「智慧門店」。憑藉微信支持的先進支付技術，顧客可通過面部識別進行便捷支付。本集團預期探索並利用更先進的技術及措施以向其客戶提供獨特的購物體驗及進一步實行智能零售策略。

此外，本集團已設立多家其他創意主題零售門店，包括武漢的江豚保護主題店、深圳的電競主題店以及上海的周黑鴨+餓了麼外賣體驗店。該等主題門店有助於快速在特定顧客群中創建與本集團產品相關聯的特定消費場景，提升本集團的品牌知名度。

除上述主題門店外，本集團繼續擴展其電商和外賣業務。本集團已入駐約22個國內電商平台，現於90個城市提供外賣服務。

除第三方外賣平台外，本集團於二零一八年開發微信小程序以提供外賣服務，深化與國內主要物流服務提供商的合作。自二零一八年初推出該等小程序以來直至年底，該小程序已經為超過330,000人次提供了便捷的配送服務。

二零一八年，本集團優化了電商渠道的產品組合，增加了真空包裝產品的供應，使本集團能更好地控制運輸開支及運輸包裝材料成本。

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System Upgrades and Big Data Strategies

The Group endeavored to strengthen its big-data strategy and establish a centralized information technology platform with collective and systematic procedural control and accounting functions to support the sustainable long-term growth. In 2018, certain regional subsidiaries of the Group have commenced to implement the SAP system, which enabled the front operations to be more flexible and adaptive to meet the challenges and opportunities arising from the new business environment in the future. Meanwhile, the Group also leveraged the advanced information technology system to reshape its digitalized operations. Moreover, the Group has consolidated the online and offline member databases which established the effective customer experience evaluation system, and allowed centralized management of a variety of members' privileged functions, such as membership benefits, prepayments, coupons and customer profiles and tags. Enhanced digital operation and management have provided a solid data support to facilitate the Group to achieve its precision marketing.

Industry and Business Outlook for 2019

The Group expects to continue to take advantage of its current leading market position in the casual braised food industry and to further strengthen and advance its leadership and market share in China. In 2019, it intends to:

- Further penetrate existing markets and strategically expand into new regions, to improve operating efficiency by better allocating production capacity to match the needs from regional markets;
- Further enhance product innovation;
- Leverage big-data technologies to realize precision marketing strategy, and establish a effective membership system focusing on stickiness;
- Develop the result-driven incentive programs; and
- Enhance digital operations and data analysis, and further optimize organization and process.

系統升級及大數據策略

本集團致力於加強其大數據策略，並建立具備體系化及系統化的程序控制及會計處理功能的集中式信息技術平台，以支持可持續的長期增長。二零一八年，本集團的部分地區附屬公司開始上線SAP系統，令前線操作可更加靈動及敏捷地應對未來新業務環境帶來的挑戰及機遇。同時，本集團亦憑藉先進的信息技術系統重塑其數字化運營體系。此外，本集團整合了線上和線下會員數據庫，建立了有效的會員體驗體系，實現權益、儲值支付、卡券、標籤多方位的集中統一管理，為本集團實現其精準營銷策略提供了數據基礎。

二零一九年行業及業務展望

本集團將繼續利用其於休閒滷製品行業現有的領先市場地位，進一步加強及推進於中國休閒滷製品行業的領先位置及市場份額。於二零一九年，本集團擬：

- 進一步滲透現有市場及策略性地擴展至新地區，提升產能與銷售的匹配度，提升總體運營效益；
- 加強產品創新；
- 藉助大數據技術實施精準營銷策略，發揮會員體系效能提高會員黏性；
- 建立以績效為導向的人才激勵計劃；及
- 加強數字化運營管理，進一步優化組織流程。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析





The Group's total revenue decreased by approximately 1.2% from RMB3,248.9 million for the year ended December 31, 2017 to RMB3,211 million for the year ended December 31, 2018, which was primarily due to decrease of RMB41.8 million in revenue derived from online channels, and a decrease of RMB23.0 million in revenue derived from distributors, each result of intensified competition the Group encountered. The decreases we partially offset by an increase of RMB21.6 million in revenue derived from self-operated retail stores.

本集團的總收益由截至二零一七年十二月三十一日止年度的人民幣3,248.9百萬元減少約1.2%至截至二零一八年十二月三十一日止年度的人民幣3,211百萬元，主要原因為市場競爭加劇令線上渠道的收益減少人民幣41.8百萬元及來自分銷商的收益減少人民幣23.0百萬元。該等減少被自營門店的收益增加人民幣21.6百萬元部分抵銷。

Management Discussion and Analysis

管理層討論與分析

The following table sets forth the Group's consolidated statements of profits or loss and other comprehensive income in absolute amounts and as a percentage of the Group's total revenue for the periods indicated, together with the change from 2017 to 2018 (expressed in percentages).

下表載列本集團的綜合損益及其他全面收益表，當中呈列所示期間按絕對金額及佔本集團總收益的百分比以及二零一七年至二零一八年的變動(以百分比列示)。

		Year Ended December 31, 截至十二月三十一日止年度				Year-on-year Change 同比變動
		2018 二零一八年		2017 二零一七年		
		RMB' 000 人民幣千元	% %	RMB' 000 人民幣千元	% %	% %
Revenue	收益	3,211,521	100.0	3,248,943	100.0	(1.2)
Cost of sales	銷售成本	(1,364,089)	(42.5)	(1,269,220)	(39.1)	7.5
Gross profit	毛利	1,847,432	57.5	1,979,723	60.9	(6.7)
Other income and gains, net	其他收入及收益淨額	147,143	4.6	109,737	3.4	34.1
Selling and distribution expenses	銷售及分銷開支	(1,081,576)	(33.7)	(947,990)	(29.2)	14.1
Administrative expenses	行政開支	(178,707)	(5.6)	(142,056)	(4.4)	25.8
Share of losses of an associate	分佔聯營公司虧損	(7,321)	(0.2)	—	—	N.A.
Profit before tax	除稅前溢利	726,971	22.6	999,414	30.7	(27.3)
Income tax expense	所得稅開支	(186,878)	(5.8)	(237,786)	(7.3)	(21.4)
Profit for the year	年度溢利	540,093	16.8	761,628	23.4	(29.1)
Other comprehensive income	其他全面收入					
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	於報告期後重新分類至損益的其他全面收入：					
Available-for-sale investments:	可供出售投資：					
Changes in fair value, net of tax	公平值變動(除稅後)	—	—	1,425	0.0	—
Reclassification adjustments for gains and losses included in the profit or loss - gains on disposal, net of tax	計入損益的收益及虧損重新分類調整出售收益(除稅後)	—	—	(1,425)	(0.0)	—
Exchange differences on translation of foreign operations	海外業務換算的匯兌差額	84,363	2.6	(149,693)	(4.6)	(156.4)
Other comprehensive income for the year, net of tax	年度其他全面收入(除稅後)	84,363	2.6	(149,693)	(4.6)	(156.4)
Total comprehensive income for the year	年度全面收入總額	624,456	19.4	611,935	18.8	2.0
Basic and diluted earnings per share (RMB)	每股基本及攤薄盈利(人民幣元)	0.23	N.A. 不適用	0.32	N.A. 不適用	(28.1)

Management Discussion and Analysis

管理層討論與分析

Revenue

The Group's total revenue decreased by approximately 1.2% from RMB3,248.9 million for the year ended December 31, 2017 to RMB3,211.5 million for the year ended December 31, 2018, which was primarily due to a decrease of RMB41.8 million in revenue derived from online channels, and a decrease of RMB23.0 million in revenue derived from distributors, each a result of intensified market competition the Group encountered. The revenue derived from self-operated retail stores increased RMB21.6 million.

Revenue contributed by the Group's self-operated retail stores amounted to RMB2,776.4 million, representing approximately 86.5% of total revenue for the year ended December 31, 2018, compared with RMB2,754.8 million, representing approximately 84.8% for the year ended December 31, 2017.

Sales through delivery services platforms increased significantly by approximately 34.3% from 2017 to 2018, which accounted for approximately 13.7% of revenue derived from self-operated retail stores for the year ended December 31, 2018, compared with approximately 10.3% for the year ended December 31, 2017.

In 2018, the Group's e-commerce experienced intensified competition, which resulted in a decrease of revenue derived from the online channels by approximately 12.1% from RMB344.5 million for the year ended December 31, 2017 to RMB302.7 million for the year ended December 31, 2018.

Cost of Sales

Cost of sales increased by approximately 7.5% from RMB1,269.2 million for the year ended December 31, 2017 to RMB1,364.1 million for the year ended December 31, 2018, which was mainly attributable to the increase in the cost of raw materials, including packaging materials, the increases in depreciation of equipment and facilities and utilities, in particular in connection with the northern China processing facility located in Hebei, and the overall increase in labor cost.

收益

本集團的總收益由截至二零一七年十二月三十一日止年度的人民幣3,248.9百萬元減少約1.2%至截至二零一八年十二月三十一日止年度的人民幣3,211.5百萬元，主要原因為市場的競爭加劇令線上渠道的收益減少人民幣41.8百萬元及來自分銷商的收益減少人民幣23.0百萬元，自營門店的收益增加人民幣21.6百萬元。

來自本集團自營門店的收益為人民幣2,776.4百萬元，佔截至二零一八年十二月三十一日止年度總收益約86.5%，而截至二零一七年十二月三十一日止年度為人民幣2,754.8百萬元，佔該年度總收益約84.8%。

於二零一七年至二零一八年，外賣平台的銷售大幅增加了約34.3%，截至二零一八年十二月三十一日止年度，佔來自自營門店收益約13.7%，而截至二零一七年十二月三十一日止年度為約10.3%。

於二零一八年，本集團的電商業務經歷了激烈的競爭，導致來自線上渠道的收益由截至二零一七年十二月三十一日止年度的人民幣344.5百萬元減少約12.1%至截至二零一八年十二月三十一日止年度的人民幣302.7百萬元。

銷售成本

銷售成本由截至二零一七年十二月三十一日止年度的人民幣1,269.2百萬元增加約7.5%至截至二零一八年十二月三十一日止年度的人民幣1,364.1百萬元，主要歸因於原材料(包括包裝材料)成本增加及設備、設施和公用設備的折舊增加(尤其是與位於河北的華北加工廠有關)，以及勞工成本總體上漲。

Management Discussion and Analysis

管理層討論與分析



Gross Profit and Gross Profit Margin

As a result of the foregoing, the Group's gross profit decreased by 6.7% from RMB1,979.7 million for the year ended December 31, 2017 to RMB1,847.4 million for the year ended December 31, 2018.

Due to the continuous increases in cost of raw materials, the Group's gross profit margin decreased from 60.9% for the year ended December 31, 2017 to 57.5% for the year ended December 31, 2018.

毛利及毛利率

由於上述原因，本集團的毛利由截至二零一七年十二月三十一日止年度的人民幣1,979.7百萬元減少6.7%至截至二零一八年十二月三十一日止年度的人民幣1,847.4百萬元。

由於原材料成本持續增加，本集團的毛利率由截至二零一七年十二月三十一日止年度的60.9%減少至截至二零一八年十二月三十一日止年度的57.5%。

Management Discussion and Analysis

管理層討論與分析

Other Income and Gains, Net

The Group's other income and gains, net increased by approximately 34.1% from RMB109.7 million for the year ended December 31, 2017 to RMB147.1 million for the year ended December 31, 2018. The increase was primarily due to: (i) an increase of RMB25.0 million in interest income from bank deposits, other interest income from financial assets at FVPL and other interest income from structure deposits measured at FVPL, (ii) an increase of RMB13.3 million in government grants, and (iii) a decrease of RMB8.8 million of a loss on disposal of property, plant and equipment, partially offset by (i) a decrease of RMB8.4 million in foreign exchange gain, and (ii) a fair value loss on derivative instruments of RMB4.0 million in 2018.

The Group established and had strictly followed the capital and investment policies to monitor and control the risks relating to its investment activities.

Selling and Distribution Expenses

The Group's selling and distribution expenses increased by approximately 14.1% from RMB948.0 million for the year ended December 31, 2017 to RMB1,081.6 million for the year ended December 31, 2018, primarily due to the significant expansion of retail store network, which resulted in the increases in the associated rental expenses, increasing advertising and promoting related expenses, as well as the transportation expense resulting from geographic expansion.

Administrative Expenses

The Group's administrative expenses increased by approximately 25.8% from RMB142.1 million for the year ended December 31, 2017 to RMB178.7 million for the year ended December 31, 2018, primarily due to (i) an increase in salary and welfare for the Group's general and administrative personnel as the Group's increased headcounts to support its business growth, (ii) the increase in expenses of relating to the hardware and software due to the launch of SAP system, and (iii) an increase in the management expenses of in connection with the commencement of operation of Hebei Zhou Hei Ya Foods Industrial Park Co., Ltd. in April 2018.

其他收入及收益淨額

本集團的其他收入及收益淨額由截至二零一七年十二月三十一日止年度的人民幣109.7百萬元增加約34.1%至截至二零一八年十二月三十一日止年度的人民幣147.1百萬元。上述增加主要由於：(i) 銀行存款利息收入、按公平值計入損益之金融資產的其他利息收入及按公平值計入損益計量之結構性存款的其他利息收入增加人民幣25.0百萬元；(ii) 政府補貼增加人民幣13.3百萬元；及(iii) 處置物業、廠房及設備虧損減少人民幣8.8百萬元；部分由二零一八年的(i) 外匯收益減少人民幣8.4百萬元；及(ii) 衍生工具公平值虧損人民幣4.0百萬元所抵銷。

本集團已制訂資本及投資政策並一直嚴格遵守，以監察及控制有關其投資活動的風險。

銷售及分銷開支

本集團的銷售及分銷開支由截至二零一七年十二月三十一日止年度的人民幣948.0百萬元增加約14.1%至截至二零一八年十二月三十一日止年度的人民幣1,081.6百萬元，主要由於門店網絡的大幅擴張導致相關租賃開支、廣告及促銷相關支出以及由於地域擴張產生的運輸開支增加所致。

行政開支

本集團的行政開支由截至二零一七年十二月三十一日止年度的人民幣142.1百萬元增加約25.8%至截至二零一八年十二月三十一日止年度的人民幣178.7百萬元，主要由於(i) 本集團增加人力以支持其業務發展，導致本集團一般及行政人員的薪金福利增加，(ii) 推出SAP系統，導致與硬件及軟件有關的開支增加，及(iii) 與二零一八年四月開始運營河北周黑鴨食品工業園有限公司有關的管理開支增加。

Management Discussion and Analysis

管理層討論與分析

Shares of Losses of an Associate

In 2018, the Group incurred shares of losses of an associate resulting from the management related expenses at its early stage of RMB7.3 million in connection with the 50% equity interest in Shenzhen Tiantu Xingnan Investment Partnership (Limited Partnership) (深圳市天圖興南投資合夥企業(有限合夥)) (the “Tiantu Partnership”), which was jointly established with two subsidiaries of Shenzhen Tiantu Investment Co., Ltd. (深圳市天圖投資管理股份有限公司).

Profit Before Tax

As a result of the foregoing, the Group recorded profit before tax of RMB727.0 million for the year ended December 31, 2018, decreased by approximately 27.3% from RMB999.4 million for the year ended December 31, 2017.

Income Tax Expense

Income tax expense decreased by approximately 21.4% from RMB237.8 million for the year ended December 31, 2017 to RMB186.9 million for the year ended December 31, 2018, primarily due to the decrease in profit before tax.

Profit for the Year

As a result of the foregoing, especially due to the higher cost of sales, in particular increasing raw material cost, and the decrease in total revenue, the Group's net profit decreased by approximately 29.1% from RMB761.6 million for the year ended December 31, 2017 to RMB540.1 million for the year ended December 31, 2018. As a result of the above-mentioned rising cost of sales, the increasing expenses mainly in connection with the significant expansion of retail store network, the launch of the SAP system and the commencement of operation of Hebei Zhou Hei Ya Foods Industrial Park Co., Ltd., net profit margin decreased from 23.4% in the year ended December 31, 2017 to 16.8% in the year ended December 31, 2018.

分佔一間聯營公司虧損

於二零一八年，本集團因於深圳市天圖興南投資合夥企業(有限合夥)(「天圖合夥企業」)的50%股權產生分佔聯營公司前期相關管理成本開支形成的虧損人民幣7.3百萬元，該合夥企業乃本集團與深圳市天圖投資管理股份有限公司的兩家附屬公司共同成立。

除稅前溢利

由於上述原因，本集團於截至二零一八年十二月三十一日止年度錄得除稅前溢利人民幣727.0百萬元，較截至二零一七年十二月三十一日止年度的人民幣999.4百萬元減少約27.3%。

所得稅開支

所得稅開支由截至二零一七年十二月三十一日止年度的人民幣237.8百萬元減少約21.4%至截至二零一八年十二月三十一日止年度的人民幣186.9百萬元，主要因為除稅前溢利減少。

年內溢利

由於上述原因，尤其由於銷售成本上漲(特別是原材料成本增加)而總收益下降，本集團的純利由截至二零一七年十二月三十一日止年度的人民幣761.6百萬元減少約29.1%至截至二零一八年十二月三十一日止年度的人民幣540.1百萬元。由於上述銷售成本上漲以及主要與門店網絡大幅擴張、推出SAP系統及開始運營河北周黑鴨食品工業園有限公司有關的開支增加，純利率由截至二零一七年十二月三十一日止年度的23.4%減少至截至二零一八年十二月三十一日止年度的16.8%。

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管理層討論與分析

Exchange Differences on Translation of Foreign Operations

Exchange differences on translation of foreign operations changed from other comprehensive loss of RMB149.7 million for the year ended December 31, 2017 to other comprehensive gain of RMB84.4 million for the year ended December 31, 2018, primarily represented the foreign exchange gain of cash and bank denominated in Hong Kong dollars and U.S. dollars held by overseas entities of which functional currencies are Hong Kong dollars.

Total Comprehensive Income for the Year

As a result of the foregoing, the Group's total comprehensive income for the year ended December 31, 2018 increased by 2.0% to RMB624.5 million from RMB611.9 million for the year ended December 31, 2017.

Liquidity and Capital Resources

In the year ended December 31, 2018, the Group financed its operations primarily through cash generated from its business operations and the net proceeds received from its Initial Public Offering (including the exercise of the over-allotment options on November 30, 2016) (the "IPO"). The Group intends to finance its expansion and business development by internal resources and through organic and sustainable growth, as well as to use the net proceeds received from its IPO.

Capital Structure

As of December 31, 2018, the Group had net assets of approximately RMB4,125.7 million, as compared to RMB4,000.7 million as of December 31, 2017, primarily comprising current assets of RMB2,880.0 million, non-current assets of approximately RMB1,776.1 million, current liability of RMB482.2 million and non-current liability of approximately RMB48.2 million.

海外業務換算的匯兌差額

海外業務換算的匯兌差額由截至二零一七年十二月三十一日止年度的其他全面虧損人民幣149.7百萬元變更為截至二零一八年十二月三十一日止年度的其他全面收入人民幣84.4百萬元，主要為海外實體(該等海外實體的功能貨幣為港元)所持有以港元及美元計價的現金及銀行存款的外匯收益。

年度全面收入總額

由於上述原因，本集團的全面收入總額由截至二零一七年十二月三十一日止年度的人民幣611.9百萬元增長2.0%至截至二零一八年十二月三十一日止年度的人民幣624.5百萬元。

流動資金及資本來源

截至二零一八年十二月三十一日止年度，本集團主要以其業務營運所產生現金及首次公開發售(「首次公開發售」)所得款項淨額(計及於二零一六年十一月三十日行使超額配股權)為其營運提供資金。本集團擬動用內部資源、通過內部及可持續增長以及首次公開發售所得款項淨額為其擴張及業務發展提供資金。

資本架構

截至二零一八年十二月三十一日，本集團的資產淨值約為人民幣4,125.7百萬元(而截至二零一七年十二月三十一日則為人民幣4,000.7百萬元)，主要包括流動資產人民幣2,880.0百萬元、非流動資產約人民幣1,776.1百萬元、流動負債人民幣482.2百萬元及非流動負債約人民幣48.2百萬元。

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管理層討論與分析

Cash and Bank

As compared with RMB2,039.2 million as of December 31, 2017, which was consisted of cash and cash equivalents of approximately RMB98.7 million and term deposits approximately RMB1,940.5 million (which was consisted of cash and cash equivalents of approximately RMB64.0 million and term deposits with maturity over three months of approximately RMB1,876.5 million), the Group had cash and bank of approximately RMB1,671.1 million as of December 31, 2018, which was consisted of unrestricted cash and bank balances of approximately RMB106.0 million and term deposits of RMB1,565.1 million.

Financial Risks

The Group is not subject to significant credit risk and liquidity risk. The Group had cash at banks denominated in foreign currencies, which exposed the Group to foreign exchange risk. The Group has adopted related policies to hedge part of its foreign exchange risk. The management manages its currency risk by closely monitoring the movement of the foreign currency rates and will take prudent measures to minimize the currency translation risk.

Use of Proceeds from the IPO

Net proceeds from the IPO, after deducting the underwriting commission and other estimated expenses in connection with the Global Offering which the Company received amounted to approximately HK\$2,792.3 million, comprising HK\$2,428.1 million raised from the Global Offering and HK\$364.2 million from the issue of shares pursuant to the exercise of the over-allotment options, respectively. The remaining balance of the proceeds from the IPO as of December 31, 2017 was RMB2,001.2 million.

現金及銀行存款

截至二零一八年十二月三十一日，本集團的現金及銀行存款約為人民幣1,671.1百萬元，包括無限制現金及銀行結餘約人民幣106.0百萬元及定期存款約人民幣1,565.1百萬元，而截至二零一七年十二月三十一日則為人民幣2,039.2百萬元，包含現金及現金等價物約人民幣98.7百萬元及定期存款約人民幣1,940.5百萬元（其中包含現金及現金等價物約人民幣64.0百萬元及期限超過三個月的定期存款約人民幣1,876.5百萬元）。

財務風險

本集團並無面臨重大信貸風險及流動資金風險。本集團有以外幣列值的銀行現金，使其面臨外匯風險。本集團已採取有關政策對沖部分外匯風險。管理層透過密切監察外幣匯率變動而管理其貨幣風險，並將採取審慎措施以將貨幣換算風險降至最低。

首次公開發售所得款項用途

本公司所收取的首次公開發售所得款項淨額（經扣除包銷佣金及有關全球發售的其他估計開支）約為2,792.3百萬港元，分別包括全球發售籌得的2,428.1百萬港元及因行使超額配股權而發行股份所得364.2百萬港元。截至二零一七年十二月三十一日，首次公開發售所得款項的結餘為人民幣2,001.2百萬元。

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The table below sets forth the use of proceeds by the Group as of December 31, 2018:

下表載列本集團截至二零一八年十二月三十一日的所得款項用途：

		Budget	Amount that had been utilized as of December 31, 2018 截至 二零一八年 十二月三十一日 已動用金額 (In RMB million) (人民幣百萬元)	Remaining balance as of December 31, 2018 截至 二零一八年 十二月三十一日 的結餘 (In RMB million) (人民幣百萬元)
Construction and improvement of processing facilities	建設及改善加工設施	858.3	765.2	93.1
Development of retail store network	開發門店網絡	367.8	71.7	296.1
Brand image campaigns, including the e-commerce marketing campaigns	品牌形象活動 (包括電商營銷活動)	294.3	73.8	220.5
Improvement of research and development	改進研發	245.2	11.5	233.7
Acquisition and strategic alliances	收購及戰略聯盟	245.2	17.9	227.3
Upgrades of information technology systems, including the enterprise resource planning system	升級信息技術系統 (包括企業資源 規劃系統)	196.2	38.7	157.5
General replenishment of working capital	補充一般營運資金	245.2	138.0	107.2
Total	合計	2,452.2	1,116.8	1,335.4

As of December 31, 2018, net proceeds not utilized had been deposited into short-term deposits and money market instruments, including structured deposits. There has been no change to the intended use of net proceeds as previously disclosed in the prospectus of the Company. The proceeds were used and are proposed to be used as and when appropriate based on the Group's business needs according to the intentions previously disclosed in the prospectus of the Company dated November 1, 2016.

截至二零一八年十二月三十一日，未動用所得款項淨額已存入短期存款及貨幣市場工具，包括結構性存款。誠如先前於本公司的招股章程所披露，所得款項淨額的擬定用途並無變動。所得款項已根據先前於本公司日期為二零一六年十一月一日的招股章程所披露的意向，根據本集團的業務需要於適當時候動用。

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管理層討論與分析

Indebtedness

As of December 31, 2018, the Group did not have any outstanding indebtedness or any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges or hire purchase commitments, guarantees or other contingent liabilities or any covenant in connection thereof.

As such, as of December 31, 2018, the Group had no interest-bearing bank borrowings and thus no gearing ratio (which is calculated as interest-bearing bank borrowings less cash and cash equivalent divided by the total equity) was calculated.

Cash Flows

For the year ended December 31, 2018, net cash generated from operating activities decreased to approximately RMB308.4 million from RMB640.7 million for the year ended December 31, 2017, which was mainly attributable to profit before tax of RMB730.5 million, adjusted for certain non-cash items such as depreciation and amortization, interest income from bank deposits and interest income from structured deposits. Additional factors that affected net cash generated from operating activities included (i) income tax paid of RMB225.8 million, (ii) an increase of RMB95.3 million in inventories mainly resulting from the overall price increase of raw materials and the increase of inventory reserves of certain major raw materials, (iii) an decrease of RMB33.5 million in other payables and accruals, and (iv) an increase in pre-payments, deposits and other receivables of RMB50.3 million.

For the year ended December 31, 2018, net cash generated from investing activities was approximately RMB51.3 million, compared with net cash used in investing activities of RMB320.9 million for the year ended December 31, 2017, which was mainly attributable to proceeds from disposal of structured deposits of RMB2,745.2 million, and the decrease of term deposits of maturity over three months of RMB311.4 million, and the interests received from bank deposits of RMB46.5 million partially offset by purchases of structured deposits of RMB2,408.2 million, purchases of financial assets as fair value through profit or loss of RMB380.0 million, and the contribution to investments in Shenzhen Tiantu Xingnan Investment Partnership (Limited Partnership) (深圳市天圖興南投資合夥企業(有限合夥)) of RMB250.0 million.

債務

截至二零一八年十二月三十一日，本集團並無任何未償還債務或任何已發行但未償還或同意發行的借貸資本、銀行透支、貸款或類似債務、承兌負債(一般貿易票據除外)、承兌信貸、債權證、按揭、抵押或租購承擔、擔保或其他或然負債或與之相關的任何契諾。

因此，截至二零一八年十二月三十一日，本集團並無計息銀行借款，因此未計算資產負債比率(以計息銀行借款減去現金及現金等價物除以總權益計算)。

現金流量

截至二零一八年十二月三十一日止年度，經營活動產生的現金淨額由截至二零一七年十二月三十一日止年度的人民幣640.7百萬元減少至約人民幣308.4百萬元，主要歸因於除稅前溢利人民幣730.5百萬元(已就若干非現金項目作出調整，例如折舊及攤銷、銀行存款利息收入及結構性存款利息收入)。影響經營活動產生的現金淨額的額外因素包括(i)已付所得稅人民幣225.8百萬元；(ii)存貨增加人民幣95.3百萬元；主要由於原材料價格總體上漲及若干主要原材料的庫存儲備增加；(iii)其他應付款項及應計費用減少人民幣33.5百萬元；及(iv)預付款項、按金及其他應收款項增加人民幣50.3百萬元。

截至二零一八年十二月三十一日止年度，投資活動產生的現金淨額約為人民幣51.3百萬元，而截止至二零一七年十二月三十一日止年度，投資活動所用現金淨額為人民幣320.9百萬元，主要歸因於處置結構性存款所得款項人民幣2,745.2百萬元、期限超過三個月的定期存款減少人民幣311.4百萬元及自銀行存款收取的利息人民幣46.5百萬元部分由購買結構性存款人民幣2,408.2百萬元、購買按公平值計入損益的金融資產人民幣380.0百萬元及出資深圳市天圖興南投資合夥企業(有限合夥)人民幣250.0百萬元所抵銷。

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管理層討論與分析

For the year ended December 31, 2018, net cash used in financing activities was to approximately RMB499.4 million, which was mainly attributable the purchase of 65,412,000 issued Shares for the purpose of the Company's restricted share unit scheme in the amount of RMB263.5 million the Company paid to a designated trustee, and the dividends paid of RMB235.9 million compared with the cash used in financing activities of RMB219.3 million for the year ended December 31, 2017.

Structured Deposits

The Group from time to time invests in asset management products, primarily structured deposits, in order to better facilitate its cash management. Structured deposits were principal-protected products which typically had a fixed short term and may be redeemed upon had their respective expiry dates. As of December 31, 2018, the Group had a balance of structured deposits in the amount of approximately RMB626.8 million. Up to the date of this report, approximately RMB345.4 million out of the RMB626.8 million had been settled and redeemed upon their maturity with the remaining not yet fallen due. The underlying investments of the structured deposits were primarily short-term sovereign bonds, financial bonds and central bank bills, and other investment products issued by commercial banks in the inter-bank market in China, which were very liquid with a relatively short term of maturity, and which were considered to akin to placing deposits with banks whilst enabling the Group to earn a relatively higher rate of return. In the year ended December 31, 2018, interest income from structured deposits amounted to RMB45.4 million (December 31, 2017: approximately RMB26.9 million).

The Group has implemented capital and investment policies to monitor and control the risks relating to its investment activities. The Group may only make investments in asset management products when it has surplus cash. Only investments in low-risk products issued by qualified commercial banks or other financial institutions are allowed and investments should be non-speculative in nature. The Group's capital and investment policies also specify the criteria for selecting investments to be considered and the detailed review procedures each proposed investment shall go through.

截至二零一八年十二月三十一日止年度，融資活動所用現金淨額為約人民幣499.4百萬元，主要歸因於通過本公司向指定受託人支付人民幣263.5百萬元為本公司受限制股份單位計劃購買65,412,000股已發行股份，及支付股息人民幣235.9百萬元，而截至二零一七年十二月三十一日止年度，融資活動所用現金為人民幣219.3百萬元。

結構性存款

本集團不時投資資產管理產品(主要為結構性存款)，以更有助其現金管理。結構性存款為保本產品，通常具固定短期期限及可於其各自屆滿日期贖回。截至二零一八年十二月三十一日，本集團擁有結構性存款結餘約人民幣626.8百萬元。截至本報告日期，於人民幣626.8百萬元當中，約人民幣345.4百萬元已於到期時清償及贖回，而餘下金額尚未到期。有關結構性存款的投資主要包括短期國債、金融債及中央銀行票據以及商業銀行於中國銀行同業市場發行的其他投資產品。這些產品流通性強，屆滿期限較短，並被認為類似於在銀行存款惟同時使本集團獲得相對較高的回報率。截至二零一八年十二月三十一日止年度，結構性存款的利息收入為人民幣45.4百萬元(二零一七年十二月三十一日：約人民幣26.9百萬元)。

本集團已實施資本及投資政策監控與我們的投資活動有關的風險。本集團可能僅在有現金盈餘的情況下投資於資產管理產品。僅容許投資於由合資格商業銀行或其他金融機構發行的低風險產品，且投資應為非投機性質。本集團的資本及投資政策亦列明選擇投資應考慮的標準以及各建議投資應遵從的詳盡審閱程序。

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In view of an upside of earning a relatively higher return than current saving or fixed deposit rate under the low interest rate trend, as well as the principal-protected nature and a relatively short term of maturity of the structured deposits, the directors of the Company (the “**Directors**”) are of the view that the structured deposits pose little risk to the Group and the terms and conditions of each of the structured deposits are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

Capital Expenditure

The Group’s capital expenditures amounted to RMB492.0 million as of December 31, 2018, mainly in connection with the upgrades of its production lines, the improvement of its processing facilities, and the establishment and launch of the SAP system. The Group financed its capital expenditures primarily with cash generated from operations and the proceeds from the IPO.

Contingent Liabilities and Guarantees

As of December 31, 2018, the Group did not have any significant unrecorded contingent liabilities, guarantees or any litigation against it.

Major Investment

In March 2018, one of the Group’s indirect wholly-owned subsidiary entered into a partnership agreement with two subsidiaries of Shenzhen Tiantu Investment Co., Ltd. (深圳市天圖投資管理股份有限公司) to jointly establish Shenzhen Tiantu Xingnan Investment Partnership (Limited Partnership) (深圳市天圖興南投資合夥企業(有限合夥)) (the “**Partnership**”) with a total size of RMB3.0 billion in Shenzhen, of which the Group subscribed for RMB500.0 million. As of the date of this report, the Group had made the full payment for its initial capital contribution of RMB250.0 million, which were funded from its operations. The Partnership is expected to serve an investment platform to primarily explore investment opportunities related to consumption upgrade and new retail. Please refer to the announcement of the Company dated March 12, 2018 for more details.

Other than the Partnership, for the year ended December 31, 2018 and up to March 27, 2019, being the date of this report, the Group did not conduct any other material investments, acquisitions or disposals.

鑑於在低利率趨勢下，結構性存款的收益回報高於現有儲蓄或定期存款利率，並計及其保本性質及相對較短的屆滿期限，本公司董事（「**董事**」）認為結構性存款對本集團構成的風險輕微，而各結構性存款之條款及條件屬公平合理，並符合本公司及股東之整體利益。

資本開支

截至二零一八年十二月三十一日，本集團的資本開支為人民幣492.0百萬元，主要用於升級其生產線、改善其加工設施以及設立及推出SAP系統。本集團主要以經營所得現金及首次公開發售所得款項撥付其資本開支。

或然負債及擔保

截至二零一八年十二月三十一日，本集團並無任何未入賬的重大或然負債、擔保或針對本集團的任何訴訟。

重大投資

於二零一八年三月，本集團其中一間間接全資附屬公司與深圳市天圖投資管理股份有限公司的兩間附屬公司訂立合夥協議，共同於深圳成立總規模達人民幣30億元的深圳市天圖興南投資合夥企業(有限合夥)(「**合夥企業**」)，其中本集團認繳人民幣500.0百萬元。截至本報告日期，本集團已用其營運所得資金悉數繳付人民幣250.0百萬元的初始出資。合夥企業預期將作為投資平台，主要開拓關於消費升級及新零售的投資機會。更多詳情請參閱本公司日期為二零一八年三月十二日的公告。

除合夥企業外，截至二零一八年十二月三十一日止年度及直至二零一九年三月二十七日(即本報告日期)，本集團並無進行任何其他重大投資、收購或出售事項。

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Restricted Share Unit Scheme

The Company adopted its Restricted Share Unit Scheme (the “RSU Scheme”) on July 25, 2018. The purpose of the RSU Scheme is to incentivize Directors, senior management and employees of the Group for their contribution to the Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests of the Company. The Board has the power to administer the RSU Scheme. The Board may, from time to time and at its sole discretion, select any eligible person, as defined in the RSU Scheme, to participate in the RSU Scheme and determine the number of ordinary shares of the Company (“Shares”) to be granted and the terms and conditions of the grant.

The Company utilized a total consideration of approximately HK\$300.0 million and instructed a trustee to purchase its shares on market. The Shares so purchased will be used as awards for the participants in the RSU Scheme. During the period from August 31, 2018 to October 24, 2018, a total number of 65,412,000 Shares were purchased and held by the designated trustee.

As of the date of this report, no RSU has been awarded to any participant pursuant to the RSU Scheme.

Please refer to the Company’s announcements dated July 25, July 31 and October 24, 2018 for a detailed summary of its RSU Scheme.

Turnover Ratios

Average inventory turnover days increased from 64.5 days in 2017 to 78.1 days in 2018, primarily because the Group increased the inventory reserves of certain major raw materials.

Average trade receivables turnover days increased from 1.8 days in 2017 to 3.2 days in 2018, primarily because certain retail stores, mainly certain transport hub stores, and certain distributors retained a relatively longer payment settlement terms after the contract renewal in 2018.

Average trade payables turnover days slightly decreased from 23.9 days in 2017 to 22.6 days in 2018.

受限制股份單位計劃

本公司已於二零一八年七月二十五日採納受限制股份單位計劃(「受限制股份單位計劃」)。受限制股份單位計劃的目的為透過向本集團的董事、高級管理層及僱員提供擁有本公司股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力。董事會有權實施受限制股份單位計劃。董事會可不時及全權酌情決定甄選任何合資格人士(定義見受限制股份單位計劃)參與受限制股份單位計劃，並確定將予授出的本公司普通股(「股份」)數目以及授出條款及條件。

本公司已動用總代價約300.0百萬港元並指示受託人於市場上購買其股份。所購買的股份將用作受限制股份單位計劃參與者的獎勵。自二零一八年八月三十一日至二零一八年十月二十四日期間，指定受託人購買並持有的股份總數為65,412,000股。

截至本報告日期，概無根據受限制股份單位計劃授予任何參與者受限制股份單位。

有關受限制股份單位計劃的詳細概要，請參閱本公司日期為二零一八年七月二十五日、七月三十一日及十月二十四日的公告。

周轉率

平均存貨周轉天數由二零一七年的64.5天增加至二零一八年的78.1天，主要由於本集團增加若干主要原材料的庫存儲備。

平均貿易應收款項周轉天數由二零一七年的1.8天增加至二零一八年的3.2天，主要由於若干零售門店(主要是一些交通樞紐門店)及部分分銷商於二零一八年續約後保留了相對較長的付款結算期。

平均貿易應付款項周轉天數由二零一七年的23.9天輕微減少至二零一八年的22.6天。

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Employee and Labor Cost

As of December 31, 2018, the Group had a total of 5,148 employees, among which approximately 55.8% were retail store operations and sales staff and 16.2% were manufacturing staff at its processing facilities.

The Group has developed a performance evaluation system to assess the performance of its employees annually, which forms the basis for determining the salary levels, bonuses and promotions an employee may receive. Sales and marketing personnel may also receive bonuses based on the sales targets they accomplished, by taking into account the overall sales performance of the stores in the same regional market in the relevant period.

In the year ended December 31, 2018, the Group incurred total labor costs of RMB464.0 million, representing approximately 14.4% of total revenue of the Group.

The Company adopted its RSU Scheme on July 25, 2018, please refer to “—Restricted Share Unit Scheme” for more details.

Top Suppliers and Top Customers

For the year ended December 31, 2018, purchases from the Group's largest duck supplier in terms of dollar amount accounted for approximately 9.5% of total purchase cost and the aggregate purchases from its top five duck suppliers in terms of dollar amount in aggregate accounted for approximately 24.7% of total purchase cost.

Due to the nature of the Group's business, for the year ended December 31, 2018, revenue derived from its top five customers accounted for less than 30% of total revenue.

Reserves

As of December 31, 2018, the Group's reserves available for distribution to shareholders of the Company (“Shareholders”) amounted to approximately RMB2,214.8 million.

Subsequent Events

Subsequent to December 31, 2018 and up to the date of this report, no material events were undertaken by the Group.

僱員及勞工成本

截至二零一八年十二月三十一日，本集團合共有5,148名僱員，其中約55.8%為門店營運及銷售人員，而16.2%為加工設施的生產人員。

本集團已開發出一套績效評估系統，用來每年評估僱員的表現，此構成了釐定僱員的薪酬水平、花紅及晉升的基準。銷售及營銷人員亦可根據彼等完成的銷售目標，並考慮相關期間相同區域市場的店舖整體銷售表現收取花紅。

截至二零一八年十二月三十一日止年度，本集團產生勞工成本總額人民幣464.0百萬元，佔本集團總收益約14.4%。

本公司已於二零一八年七月二十五日採納受限制股份單位計劃，更多詳情請參閱「—受限制股份單位計劃」。

最大供應商及最大客戶

截至二零一八年十二月三十一日止年度，來自本集團最大鴨供應商的採購在金額上佔總採購成本約9.5%，來自五大鴨供應商的總採購金額合共佔總採購成本約24.7%。

由於本集團的業務性質，截至二零一八年十二月三十一日止年度，來自其五大客戶的收益佔總收益不足30%。

儲備

截至二零一八年十二月三十一日，本集團可供分派予本公司股東（「股東」）的儲備約為人民幣2,214.8百萬元。

結算日後事項

於二零一八年十二月三十一日後直至本報告日期，本集團並無進行重大事項。

Biographies of the Directors and Senior Management

董事及高級管理層履歷

Directors

Executive Directors

Mr. ZHOU Fuyu (周富裕), aged 44, is the Chairman and an executive Director. Mr. Zhou founded our business with his wife, Ms. Tang Jianfang, in 2002 and established our previous holding company, Zhou Hei Ya Foods Joint Stock Limited Company (周黑鴨食品股份有限公司) (“Wuhan ZHY Holdco”), on June 13, 2006. He was appointed as our executive Director on June 8, 2016 and is primarily responsible for formulating the overall Group’s strategies and leading the product development. With approximately 17 years of experience in casual braised food industry, he is the key driver of our business strategies and achievements to date and continues to oversee the management of our operations, business, and the Group’s sales network.

Mr. HAO Lixiao (郝立曉), aged 43, is an executive Director and the Chief Executive Officer. Mr. Hao was appointed as an executive Director on June 8, 2016 and the Chief Executive Officer on March 22, 2017. He is primarily responsible for developing the business strategies and plans of the Group and overseeing the Group’s operations and performance. He was the deputy general manager of Wuhan ZHY Holdco from October 2007 to July 2015 and is a deputy general manager of our wholly owned subsidiary, Hubei Zhou Hei Ya Enterprise Development Co., Ltd. (湖北周黑鴨企業發展有限公司) (“ZHY Development”) from July 2015 to March 2017. Prior to joining our Group, he worked at Wusheng Sanjiaolu Shopping Centre (武盛三角路購物中心) as a salesman from September 1994 to September 1997, Wushang Baisheng Hypermarket (武商百盛量販店) as a manager from September 1997 to March 2000 and Wushang Hypermarket Company (武商量販公司), from April 2000 to September 2007 as a buyer of its procurement department.

Mr. Hao graduated from Hubei Economics School (湖北經濟學院) majoring in business administration on June 30, 2005. He obtained the certificate of secretary to the board of directors awarded by Shenzhen Stock Exchange on July 30, 2012.

董事

執行董事

周富裕先生，44歲，現為主席兼執行董事。周先生於二零零二年與其妻子唐建芳女士創立了我們的業務，並於二零零六年六月十三日成立了我們前身控股公司周黑鴨食品股份有限公司(「武漢周黑鴨控股公司」)。彼於二零一六年六月八日獲委任為執行董事，主要負責制定本集團的整體策略及領導產品開發。於休閒滷製品業擁有約17年經驗，彼為我們的業務策略及取得今日的成就的主要驅動力，並會繼續監督我們的營運、業務及本集團銷售網絡的管理。

郝立曉先生，43歲，現為執行董事兼行政總裁。郝先生於二零一六年六月八日獲委任為執行董事及於二零一七年三月二十二日獲委任為行政總裁。彼主要負責發展本集團策略及計劃及監督本集團的營運及表現。彼於二零零七年十月至二零一五年七月出任武漢周黑鴨控股公司的副總經理，自二零一五年七月至二零一七年三月為我們的全資附屬公司湖北周黑鴨企業發展有限公司(「周黑鴨發展」)的副總經理。加入本集團前，彼於一九九四年九月至一九九七年九月在武盛三角路購物中心任銷售員一職，於一九九七年九月至二零零零年三月在武商百盛量販店擔任經理，於二零零零年四月至二零零七年九月擔任武商量販公司採購部的採購員。

郝先生於二零零五年六月三十日畢業於湖北經濟學院，主修工商管理。彼於二零一二年七月三十日獲深圳證券交易所頒發董事會秘書資格證書。

Biographies of the Directors and Senior Management

董事及高級管理層履歷

Mr. WEN Yong (文 勇), aged 36, was appointed as an executive Director on June 8, 2016 and is primarily responsible for the supply chain management of the Group. He was the deputy general manager of Wuhan ZHY Holdco from March 2015 to July 2015 and is a deputy general manager of ZHY Development. Mr. Wen was the manager of procurement and supply department and the manager of supply chain center of Wuhan ZHY Holdco from June 2006 to April 2011 and from April 2011 to August 2011, respectively, where he was primarily responsible for the overall operation of the respective departments. Mr. Wen was also the general manager of Shenzhen Zhou Hei Ya Foods Co., Ltd. (深圳市周黑鴨食品有限公司) from August 2011 to March 2015.

Mr. HU Jiaqing (胡 佳 慶), aged 47, was appointed as an executive Director on June 8, 2016 and is primarily responsible for production management, quality control and research and development of our Group. He was the deputy general manager of Wuhan ZHY Holdco from January 2007 to July 2015 and is a deputy general manager of ZHY Development. Prior to joining our Group, he was the manager of Wuhan Xinguangdian Property Management Co., Ltd. (武漢鑫廣電物業管理有限公司) from March 2003 to October 2006, a real estate company, where he was primarily responsible for the overall management of the company.

Mr. Hu graduated from Wuhan University (武漢大學) majoring in economic and trade law in June 2000.

Mr. HU will retire as an executive Director in the forthcoming annual meeting and resign all his positions with the Company.

Ms. LI Ying (李 瑩), aged 41, was appointed as an executive Director on April 23, 2018 and is primarily responsible for managing human resources matters and training programs of our Group. She held various positions at Zhou Hei Ya Foods Joint Stock Limited Company (周黑鴨食品股份有限公司) from September 2008 to July 2015 in relation to human resources management, and was the chief human resources officer of Wuhan ZHY Holdco from May 2014 to July 2015. She has been the chief human resources officer of Hubei Zhou Hei Ya Enterprise Development Co., Ltd. (湖北周黑鴨企業發展公司) since July 2015. Prior to joining our Group, she worked as human resources manager of Shanlv Agricultural Products Group Joint Stock Company (山綠農產品集團股份有限公司) (“Shanlv”) from June 2005 to January 2007, where she was primarily responsible for managing human resources of Shanlv.

文勇先生，36歲，於二零一六年六月八日獲委任為執行董事，主要負責本集團的供應鏈管理。彼於二零一五年三月至二零一五年七月擔任武漢周黑鴨控股公司副總經理一職，現為周黑鴨發展的副總經理。文先生於二零零六年六月至二零一一年四月及於二零一一年四月至二零一一年八月分別出任武漢周黑鴨控股公司採購及供應部門的經理以及供應鏈中心的經理，主要負責各部門的整體營運。文先生亦於二零一一年八月至二零一五年三月擔任深圳市周黑鴨食品有限公司總經理。

胡佳慶先生，47歲，於二零一六年六月八日獲委任為執行董事，主要負責本集團的生產管理、質量控制及研發。彼於二零零七年一月至二零一五年七月出任武漢周黑鴨控股公司的副總經理，現為周黑鴨發展的副總經理。加入本集團前，彼於二零零三年三月至二零零六年十月曾任武漢鑫廣電物業管理有限公司(一家房地產公司)的經理，主要負責該公司的整體管理。

胡先生於二零零零年六月畢業於武漢大學，主修經濟及貿易法律。

胡先生將會在應屆股東週年大會從執行董事退任，並辭任所有在公司的職位。

李瑩女士，41歲，於二零一八年四月二十三日獲委任為執行董事，主要負責管理本集團的人力資源事宜及培訓計劃。彼於二零零八年九月至二零一五年七月在周黑鴨食品股份有限公司擔任人力資源管理相關的多個職位，於二零一四年五月至二零一五年七月曾為武漢周黑鴨控股公司的人力資源總監。彼自二零一五年七月起為湖北周黑鴨企業發展公司的人力資源總監。加入本集團前，彼於二零零五年六月至二零零七年一月期間曾任山綠農產品集團股份有限公司(「山綠」)的人力資源經理，主要負責管理山綠的人力資源。

Biographies of the Directors and Senior Management 董事及高級管理層履歷

Ms. Li obtained a master's degree in management science and engineering from Wuhan University of Science and Technology in 2016. She was awarded the PRC bar by the Ministry of Justice of the PRC in Hubei Province in August 2010 and the Human Resources Administrator (Class II) (人力資源師(二級)) by Occupational Skill Testing Authority of the Ministry of Human Resources and Social Security of the PRC in March 2005.

Non-executive Director

Mr. PAN Pan (潘攀), aged 39, was appointed as a non-executive Director on June 8, 2016. He has been the non-executive director of Wuhan ZHY Holdco from March 25, 2014 to November 24, 2017 and a director representative of Shenzhen Tiantu Investment Management Co., Ltd. (深圳市天圖投資管理有限公司) (currently known as Tian Tu Capital Co., Ltd. (深圳市天圖投資管理股份有限公司)), a shareholder of Wuhan ZHY Holdco at the same time. He is also a director representative of Tiantu Investments Limited, a shareholder of the Company. He is primarily responsible for giving strategic advice and making recommendation on the operation of the Group. He was the managing director of Tiantu Capital Management Center LLP (深圳天圖資本管理中心(有限合夥)) from February 2014 to January 2016 and has been the partner since February 2016. Mr. Pan also worked at Guoxin Hongsheng Venture Investment Co., Ltd. (國信弘盛創業投資有限公司), an investment company.

Mr. Pan obtained a bachelor's degree in currency banking from Hunan University (湖南大學) in July 2003 and a master's degree in finance from Hunan University in December 2004.

李女士於二零一六年獲武漢科技大學管理科學與工程碩士學位。彼於二零一零年八月在湖北省獲中華人民共和國司法部頒授中國大律師資格及於二零零五年三月獲中國人力資源和社會保障部職業技能鑒定中心頒授人力資源師(二級)資格。

非執行董事

潘攀先生，39歲，於二零一六年六月八日獲委任為非執行董事。彼自二零一四年三月二十五日至二零一七年十一月二十四日擔任武漢周黑鴨控股公司非執行董事，並同時為深圳市天圖投資管理有限公司(現為深圳市天圖投資管理股份有限公司)(武漢周黑鴨控股公司股東)的董事代表。彼亦為本公司股東 Tiantu Investments Limited 的董事代表。彼主要負責就本集團營運出具戰略意見及提供推薦建議。彼於二零一四年二月至二零一六年一月出任深圳天圖資本管理中心(有限合夥)的董事總經理，自二零一六年二月起成為合夥人。潘先生亦曾任職於國信弘盛創業投資有限公司(一家投資公司)。

潘先生於二零零三年七月取得湖南大學頒發的貨幣銀行學學士學位及於二零零四年十二月取得湖南大學的金融碩士學位。

Biographies of the Directors and Senior Management

董事及高級管理層履歷

Independent Non-executive Directors

Mr. WU Chi Keung (胡志強), aged 62, was appointed as an independent non-executive Director on October 24, 2016 and is the chairman of the audit committee. Mr. Wu has more than 30 years of experience in financial audit and specializes in providing auditing and assurance services, financial due diligence reviews, support services for merger and acquisitions, corporate restructuring and fund raising engagements. Mr. Wu was a partner of Deloitte Touche Tohmatsu until he retired in December 2008. Mr. Wu is currently a director of a family-owned private company, Born Best Company Limited, engaging in property and investment business. He is also an independent non-executive director of China Medical System Holdings Limited (stock code: 867), Jinchuan Group International Resources Co. Ltd. (stock code: 2362), Zhong Fa Zhan Holdings Limited (stock code: 475), Huabao International Holdings Limited (stock code: 336), and Huajin International Holding Limited (stock code: 2738), all of which are companies listed on the Stock Exchange. Mr. Wu also served as an independent non-executive director for COFCO Meat Holdings Limited (Stock code: 1610) from June 23, 2016 to December 12, 2017, and YuanShengTai Dairy Farm Limited (stock code: 1431) from November 7, 2013 to September 28, 2018, both companies are listed on the Stock Exchange.

Mr. Wu graduated from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) on November 20, 1980 with a high diploma in accountancy. Mr. Wu has been an associate of Hong Kong Institute of Certified Public Accountants since March 20, 1984 and a fellow of Association of Chartered Certified Accountants in the United Kingdom since September 15, 1988.

獨立非執行董事

胡志強先生，62歲，於二零一六年十月二十四日獲委任為獨立非執行董事及為審核委員會主席。胡先生擁有三十年以上的財務審計經驗，專長提供審計及驗證服務、財務盡職審查、併購支援服務、企業重組及集資參與。直至二零零八年十二月退休前，胡先生為德勤•關黃陳方會計師行的合夥人。胡先生目前為一家從事物業及投資業務的家族私人公司，享譽有限公司的董事。彼亦為下列於聯交所上市的公司的獨立非執行董事：康哲藥業控股有限公司(股份代號：867)、金川集團國際資源有限公司(股份代號：2362)、中發展控股有限公司(股份代號：475)、華寶國際控股有限公司(股份代號：336)及華津國際控股有限公司(股份代號：2738)。胡先生自二零一六年六月二十三日至二零一七年十二月十二日亦為中糧肉食控股有限公司(股份代號：1610)以及自二零一三年十一月七日至二零一八年九月二十八日為原生態牧業有限公司(股份代號：1431)的獨立非執行董事，該兩家公司均為聯交所上市公司。

胡先生於一九八零年十一月二十日於香港理工學院(現稱香港理工大學)畢業，獲頒發會計高級文憑。胡先生自一九八四年三月二十日起為香港會計師公會會員及自一九八八年九月十五日起為英國特許公認會計師公會資深會員。

Biographies of the Directors and Senior Management 董事及高級管理層履歷

Mr. CHAN Kam Ching, Paul (陳錦程), aged 64, was appointed as an independent non-executive Director on October 24, 2016. He is the proprietor of Paul K. C. Chan & Partners, Solicitors, and is now practicing laws in Hong Kong. Mr. Chan was an independent non-executive director of PetroAsian Energy Holdings Limited (stock code: 850), a company listed on the Stock Exchange, from October 21, 2002 to September 11, 2015.

He obtained his Juris Doctor Degree from University of Toronto in June 1979. He was admitted to practice as a barrister and solicitor in Ontario, Canada in April 1981, and as a solicitor in Hong Kong in January 1984 and in England and Wales in July 1988, and as a barrister and solicitor of the Australian Capital Territory in October 1991, and an advocate and solicitor of Singapore in February 1995. He is currently a China Appointed Attesting Officer, a Fellow of the Chartered Institute of Arbitrators, a Member of Hong Kong Society of Notaries, HKIAC Accredited Mediator, a Civil Celebrant of Marriages and Certified Tax Adviser.

陳錦程先生，64歲，於二零一六年十月二十四日獲委任為獨立非執行董事。彼為陳錦程律師事務所的東主，現於香港執業。陳先生於二零零二年十月二十一日至二零一五年九月十一日為中亞能源控股有限公司(股份代號：850)(聯交所上市的公司)的獨立非執行董事。

彼於一九七九年六月獲多倫多大學頒發法學博士學位，於一九八一年四月獲得加拿大安大略省的大律師和律師資格，亦分別於一九八四年一月及一九八八年七月獲得香港及英格蘭和威爾斯的律師資格，於一九九一年十月獲得澳洲首都直轄區的大律師及律師資格，及於一九九五年二月獲得新加坡的出庭代訟人和律師資格。彼目前為中國委託公證人、英國仲裁學會資深會員、香港國際公證人協會會員、香港國際仲裁中心認可調解員、婚姻監禮人及註冊稅務師。

Biographies of the Directors and Senior Management

董事及高級管理層履歷

Mr. LU Weidong (盧衛東), aged 56, was appointed as an independent non-executive Director on October 24, 2016. He has been the managing director of Shenzhen Junfu Investment Co., Ltd. (深圳市均富投資有限公司) ("Shenzhen Junfu"), an investment company, since January 2015. Prior to joining Shenzhen Junfu, Mr. Lu was the non-auditing business partner of Grant Thornton Accounting Firm (致同會計師事務所) (formerly known as Jingdu Tianhua Accountant Firm (京都天華會計師事務所)) from January 2010 to August 2011. From January 2008 to January 2010, he worked at Shanghai Junfu Panchenzhangjiahua Accounting Firm (上海均富潘陳張佳華會計師事務所) and successively held positions as Junfu PRC partner and secretary-general of the partners' meeting, managing partner of Shenzhen Branch. Mr. Lu worked as the managing partner from March 1997 to January 2008 and the legal representative from May 1994 to March 1997 of Shenzhen Licheng Accounting Firm (深圳市力誠會計師事務所) (formerly known as Shenzhen Licheng Accounting Firm (深圳市立誠會計師事務所)). From July 1991 to March 1994, he served as the assistant to the head, the manager of the audit department of Shenzhen Guangming Accounting Firm (深圳市光明會計師事務所). From December 1987 to July 1991, he successively held the positions as auditor assistant, assistant to the manager and manager of Shekou Zhonghua Accounting Firm (蛇口中華會計師事務所). From September 1985 to December 1987, he held positions as accounting assistant and accounting manager of China Electronic System Project Co., Ltd. (中國電子系統工程總公司), an electronic construction company.

Mr. Lu obtained a bachelor's degree in economics from Hangzhou Dianzi University (杭州電子科技大學) (formerly known as Hangzhou Institute of Electronic Engineering (杭州電子工業學院)) in July 1985. He is a Chinese Certified Public Accountant (中國註冊會計師) certified by The Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in May 1990.

盧衛東先生，56歲，於二零一六年十月二十四日獲委任為獨立非執行董事。彼自二零一五年一月起出任深圳市均富投資有限公司(「深圳均富」)(一家投資公司)的董事總經理。加入深圳均富前，盧先生由二零一零年一月至二零一一年八月曾任致同會計師事務所(前稱京都天華會計師事務所)的非審計業務合夥人。二零零八年一月至二零一零年一月，彼曾在上海均富潘陳張佳華會計師事務所工作及相繼出任均富中國合夥人及合夥人會議的秘書長、深圳分行的管理合夥人。盧先生於一九九七年三月至二零零八年一月期間曾任深圳力誠會計師事務所(前稱深圳市立誠會計師事務所)的管理合夥人及於一九九四年五月至一九九七年三月期間曾任深圳力誠會計師事務所(前稱深圳市立誠會計師事務所)的法定代表人。一九九一年七月至一九九四年三月，彼曾任深圳市光明會計師事務所主任助理兼審計部經理。一九八七年十二月至一九九一年七月，彼相繼出任蛇口中華會計師事務所的核數師助理、經理助理及經理等職位。一九八五年九月至一九八七年十二月，彼曾於中國電子系統工程總公司(一家電子工程公司)出任會計助理及會計主管等職位。

盧先生於一九八五年七月取得杭州電子科技大學(前稱杭州電子工業學院)頒發的經濟學學士學位。彼於一九九零年五月獲中國註冊會計師協會認證為中國註冊會計師。

Biographies of the Directors and Senior Management

董事及高級管理層履歷

Senior Management

Ms. TONG Yingxiang (童迎香), aged 42, is the chief financial officer of our Group. She was appointed to the current position on April 11, 2016 and is primarily responsible for the overall financial management of our Group. Ms. Tong joined our Group in February 2012 and was the chief financial officer of Wuhan ZHY Holdco from May 2014 to July 2015. From February 2012 to April 2014, Ms. Tong held the position as the assistant to the chairman of the board of directors of Wuhan ZHY Holdco, where she was primarily responsible for assisting the chairman with the financial management of the Group. She has been the financial controller of ZHY Development since July 2015. Prior to joining our Group, she was the financial manager of Wuhan Huarun Gas Co., Ltd. (武漢華潤燃氣有限公司) from December 2009 to October 2011, an infrastructure supplier, where she was primarily responsible for financial management. Ms. Tong worked as an audit manager of Zhongqin Wanxin Accounting Firm, Hubei sub-branch (中勤萬信會計師事務所有限公司湖北分公司) from December 2006 to October 2009.

Ms. Tong passed the self-study examination of higher education in accounting from Zhongnan University of Economics and Law (中南財經政法大學) in June 2003. She also passed the unified national exam of certified public accountants in December 2006. She has been a non-practising member of Hubei Institute of Certified Public Accountants since January 10, 2011.

Mr. BAI Dongsheng (白東升), aged 40, is the head of the market development center of ZHY Development. Mr. Bai was appointed to the current position on April 11, 2016 and is primarily responsible for managing market development related affairs. From November 2012 to July 2015, he worked as a deputy general manager in Wuhan ZHY Holdco, where he was responsible for the development of retail stores and overseeing the construction of the retail stores. Prior to joining our Group, he served as a general manager in Wuhan Shiji Jiansheng Foods Co., Ltd. (武漢世紀健生食品有限公司), a casual braised food company, from October 2007 to November 2012, where he was responsible for the overall operation of the company.

Mr. Bai obtained a certificate in ideological and political education from Hubei University of Nationalities (湖北民族學院) in June 2001, and an EMBA from Wuhan University in June 2015.

高級管理層

童迎香女士，42歲，為本集團財務總監。彼於二零一六年四月十一日獲委任擔任現有職位，主要負責本集團的整體財務管理。童女士於二零一二年二月加入本集團，於二零一四年五月至二零一五年七月出任武漢周黑鴨控股公司的財務總監。二零一二年二月至二零一四年四月，童女士曾出任武漢周黑鴨控股公司董事會主席的助理，主要負責協助主席管理本集團的財務。彼自二零一五年七月起擔任周黑鴨發展的財務總監。加入本集團前，於二零零九年十二月至二零一一年十月期間，彼曾任武漢華潤燃氣有限公司（一家基礎設施供應商）的財務經理，主要負責財務管理。童女士於二零零六年十二月至二零零九年十月期間曾任中勤萬信會計師事務所有限公司湖北分公司的審計經理。

童女士於二零零三年六月通過中南財經政法大學的會計高等教育自學考試。彼亦於二零零六年十二月通過註冊會計師的統一國家考試。彼自二零一一年一月十日起成為湖北省註冊會計師協會的非執業會員。

白東升先生，40歲，為周黑鴨發展市場開發中心負責人。白先生於二零一六年四月十一日獲委任擔任現有職位，主要負責管理市場開發相關事務。二零一二年十一月至二零一五年七月，彼為武漢周黑鴨控股公司副總經理，負責發展門店及監督門店建設。加入本集團前，彼於二零零七年十月至二零一二年十一月出任休閒滷製品公司武漢世紀健生食品有限公司總經理，負責該公司的整體營運。

白先生於二零零一年六月取得湖北民族學院的思想政治教育證書，並於二零一五年六月取得武漢大學工商管理碩士學位。

Directors' Report

董事會報告

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activity of the Group is to produce and retail casual braised food.

BUSINESS REVIEW

General

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in the Chairman's Statement, Business Review and Outlook as well as the Management Discussion and Analysis on pages 6 to 11, pages 12 to 21 and pages 22 to 36, respectively, of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Management Discussion and Analysis on pages 22 to 36 of this annual report. Subsequent to December 31, 2018 and up to the date of this annual report, no material events were undertaken by the Company. The details of above are set out in the section headed "Director's Report – Subsequent Events". Save as disclosed above, the Group has no other significant events after the end of the financial year ended December 31, 2018 and up to the date of this annual report.

Principal risks and uncertainties the Group faces include (i) uncertainty as to the opening and profitable operation of new retail stores; (ii) uncertainty as to the expansion into new geographical markets; (iii) uncertainty as to the performance of the Group's current retail stores; (iv) risks related to site selection for new stores; (v) risks related to quality control and food safety; and (vi) risks related to increasing food price, labor costs and commercial real estate rent.

The financial risks of the Group include foreign currency risk, credit risk and liquidity risk. These financial risks, and the related risk management policies and practices used by the Group are discussed in note 36 headed "Financial Risk Management Objectives and Policies" to the consolidated financial statements of this annual report.

主要業務

本公司為投資控股公司。本集團之主要業務為生產及零售休閒滷製品。

業務回顧

一般

本集團於本年度的業務回顧及未來業務發展的討論載於6至11頁的主席報告、12至21頁的業務回顧和展望、22至36頁的管理層討論及分析。本年度利用財務關鍵績效指標對本集團業績的分析載於本年報第22至36頁的管理層討論與分析。於二零一八年十二月三十一日之後及直至本年報日期，本公司並無進行重大事項。以上的詳情載於「董事會報告－結算日後事項」一節。除以上所披露者外，截至二零一八年十二月三十一日止財政年度末後及直至本年報日期，本集團並無其他重大事項。

本集團面臨的主要風險及不確定性包括 (i) 有關開設及經營新門店獲利的不確定性；(ii) 有關擴張至新地區市場的不確定性；(iii) 有關本集團目前門店表現的不確定性；(iv) 有關新門店選址的風險；(v) 有關質量控制及食品安全的風險；及 (vi) 有關食品價格、人工成本及商業地產租金上漲的風險。

本集團之財務風險包括外匯風險、信貸風險及流動資金風險。該等財務風險以及本集團採用之相關風險管理政策及措施於本年報綜合財務報表附註36「金融風險管理目標及政策」討論。

Environmental policies and performance

The Group strictly complies with the laws and regulations in respect of environmental protection in the place where it operates, and continuously improves the level of sustainable development management. It is committed to reducing the impact of production and business activities on the environment and undertaking corporate social responsibility on environmental protection. During the reporting period, we constantly improved the environmental management system, improved the environmental performance of production equipment to promote energy-use efficiency, and carried out the recycling of spare production parts and packaging materials to promote the circular economy. At the same time, we continued to carry out the renovation of wastewater treatment facilities and installed an online wastewater monitoring system and fume purification equipment to ensure emission in compliance, and managed to improve the overall green production operation level of the Company.

Compliance with Laws and Regulations

The Group continues to update the requirement of the relevant laws and regulations in the PRC applicable to it to ensure compliance in the process of production and business activities. The Group had complied with all relevant PRC laws and regulations in all material respects and have obtained all material licenses, approvals and permits from relevant regulatory authorities. During the year ended December 31, 2018, there is no violation of relevant laws and regulations by the Group that has a material impact.

Relationship with Employees

The Group offers a comprehensive range of staff facilities and fringe benefits to attract, retain and motivate employees, including competitive salaries and benefits, a fair and just promotion channel, rich and varied training programs and safe and healthy working environment. Our management team personnel has been maintaining high stability since the inception of business.

For further details regarding employees and staff costs and the emolument policy of the Group, please refer to the sections headed "Management Discussion and Analysis – Employee and Labor Cost" and "Directors' Report – Employees and Remuneration Policies".

環境政策及表現

本集團嚴格遵守運營所在地環境保護相關的法律法規，並不斷完善可持續發展管理水平，致力於減少生產經營活動對環境造成的影響，承擔保護環境的企業社會責任。報告期內，我們不斷完善環境管理體系，提升生產設備的環保性能以促進能源的使用效率，開展生產備件及包裝材料的回收利用工作以推行循環經濟，同時，我們持續開展污水處理設施改造工作並安裝污水在線監測系統，增設油煙淨化裝置，確保合規排放，努力提升公司整體綠色生產運營水平。

遵守法律及法規

本集團持續更新適用的中國相關法律及法規規定，以確保在生產經營活動過程中的全面合規。本集團已在所有重大方面遵守所有相關中國法律及法規，並已獲得相關監管機構的所有重大牌照、批准及許可。截至二零一八年十二月三十一日止年度，本集團未發生因違反相關法律及法規而產生重大影響的事件。

與僱員的關係

本集團提供全面的員工設施及額外福利，以吸引、挽留及激勵僱員，包括有競爭力的薪酬福利，公平公正的晉升通道、豐富多樣的培訓項目以及安全健康的工作環境。自創立業務以來，管理團隊一直保持較高穩定性。

有關本集團僱員及員工成本及薪酬政策的進一步詳情，請參閱「管理層討論與分析－僱員及勞工成本」及「董事會報告－僱員及薪酬政策」各節。

Directors' Report

董事會報告

Relationship with Suppliers

The Group is dedicated to develop good relationship with suppliers as long-term business partners to ensure stability of the Group's businesses. We reinforce business relationship with suppliers by ongoing communication in a proactive and effective manner.

For further details regarding our major customers, please refer to the section headed "Directors' Report – Major Customers and Suppliers".

Relationship with Customers

As a retail business operator, the Group has advocated and cultivated a customer-focused corporate culture to understand customer preferences and meet their evolving demands and expectations. The Group has established its presence on popular Internet social media platforms and engages in active interaction with our customers. The Group also reinforces customer loyalty by launching tailored marketing initiatives and offering various innovative in-store events.

For further details regarding our major customers, please refer to the sections headed "Directors' Report – Major Customers and Suppliers".

Subsequent Events

Subsequent to December 31, 2018 and up to the date of this annual report, no material events were undertaken by the Company.

與供應商的關係

本集團致力於與作為長期業務夥伴的供應商發展良好關係，以確保本集團的業務穩定。透過積極有效的持續溝通，我們與供應商的業務關係得到加強。

有關主要客戶的進一步詳情，請參閱「董事會報告－主要客戶及供應商」一節。

與客戶的關係

作為零售業務運營商，本集團一直提倡及培育客戶至上的企業文化，以了解客戶的喜好及滿足客戶不斷變化的需求及預期。本集團已在主流互聯網社交媒體平台上建立據點並積極與客戶進行互動。本集團亦推出專設的營銷計劃及提供多項創新店內活動，藉此增強客戶忠誠度。

有關主要客戶之進一步詳情，請參閱「董事會報告－主要客戶及供應商」部分。

結算日後事項

於二零一八年十二月三十一日之後及直至本年報日期，本公司並無進行重大事項。

CONSOLIDATED FINANCIAL STATEMENTS

The results of the Group for the year ended December 31, 2018 and the state of the Company's and the Group's financial affairs as at that date are set out in the consolidated financial statements on pages 82 to 90.

FINAL DIVIDEND

The Board recommends the payment of a final dividend of HKD0.16 per share (adopting an exchange rate of HK\$1=RMB0.8554, equivalent to RMB0.14 per share) and payable in Hong Kong dollars, amounting to approximately a total of RMB326.17 million for the year ended December 31, 2018 (the "2018 Final Dividend"), representing approximately 60% of our net profit for the year ended December 31, 2018. The 2018 Final Dividend is subject to the approval of the Company's shareholders at the forthcoming annual general meeting (the "AGM") to be held on May 31, 2019.

DIVIDEND POLICY

Pursuant to the dividend policy adopted by the Company with effect from January 1, 2019, distributions of dividends are determined at the discretion of the Board. In determining whether any distribution shall be made and the amount of dividends, the Board shall take into account the Company's results of operations, cash flow, financial conditions, statutory and regulatory restrictions, capital, future business plans and prospects, and any other conditions which the Board deems relevant. Any declaration and payment as well as the amount of dividends will be subject to compliance with the Company's constitutional documents and companies law of the Cayman Islands.

The Company will evaluate its dividend policy and distributions made from time to time.

綜合財務報表

本集團截至二零一八年十二月三十一日止年度之業績及本公司及本集團於該日期之財務狀況載於綜合財務報表第82至90頁。

末期股息

董事會建議派發截至二零一八年十二月三十一日止年度的末期股息每股0.16港元(採用1港元=人民幣0.8554元的匯率,相等於每股人民幣0.14元),並以港元支付,合共約人民幣326.17百萬元(「二零一八年末期股息」),約為本集團截至二零一八年十二月三十一日止年度純利的60%。二零一八年末期股息須於二零一九年五月三十一日舉行的應屆股東週年大會(「股東週年大會」)上獲本公司股東批准。

股息政策

根據本公司採納並於二零一九年一月一日生效的股息政策,股息分派由董事會酌情決定。在決定是否作出分派及股息金額時,董事會將考慮本公司的經營業績、現金流量、財務狀況、法律和監管限制、資本、未來業務計劃和前景以及其他儲備規定及董事會認為有關的任何其他條件。任何宣派及派付以及股息金額須受本公司的組織章程及開曼群島公司法所規限。

本公司將不時評估其股息政策及分派。

Directors' Report

董事會報告

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, May 27, 2019 to Friday, May 31, 2019 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the forthcoming AGM to be held on Friday, May 31, 2019, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Friday, May 24, 2019.

Subject to the approval of the declaration of the 2018 Final Dividend at the forthcoming AGM, the register of members of the Company will also be closed from Thursday, June 6, 2019 to Monday, June 10, 2019 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed 2018 Final Dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Wednesday, June 5, 2019. The 2018 Final Dividend, if approved by the Company's shareholders at the forthcoming AGM, will be paid on or about Monday, June 24, 2019 to those shareholders whose name appear on the register of member of the Company on Thursday, June 6, 2019.

暫停辦理股東登記

為釐定出席股東週年大會及於會上投票的資格，本公司將於二零一九年五月二十七日(星期一)至二零一九年五月三十一日(星期五)期間(首尾兩日包括在內)暫停辦理股東登記，期內將不會辦理任何本公司股份過戶登記。為符合資格出席將於二零一九年五月三十一日(星期五)召開的應屆股東週年大會及於會上投票，所有股份過戶文件連同相關股票必須於二零一九年五月二十四日(星期五)下午四時三十分(香港時間)前，送達本公司的香港證券登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

待於應屆股東週年大會上批准宣派二零一八年末期股息後，本公司亦將於二零一九年六月六日(星期四)至二零一九年六月十日(星期一)期間(首尾兩日包括在內)暫停辦理股東登記，期內將不會辦理任何本公司股份過戶登記。為符合資格獲發擬派的二零一八年末期股息，所有股份過戶文件連同相關股票必須於二零一九年六月五日(星期三)下午四時三十分(香港時間)前，送達本公司的香港證券登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。二零一八年末期股息(倘於應屆股東週年大會上獲本公司股東批准)將於二零一九年六月二十四日(星期一)或前後派付予於二零一九年六月六日(星期四)名列本公司股東名冊的股東。

RESERVES

Changes to the reserves of the Group during the year ended December 31, 2018 are set out in the consolidated statements of changes in equity.

PROPERTY, PLANT AND EQUIPMENT

Changes to the property, plant and equipment of the Group and the Company during the year are set out in note 12 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries as at December 31, 2018 are set out in note 1 to the consolidated financial statements.

DONATIONS

Donations made by the Group during the year ended December 31, 2018 amounted to RMB541,697.03 (2017: RMB100,000).

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out on pages 204 of this annual report.

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

Other than the purchase of Shares through a designated trustee which will be used as awards under the Company's RSU Scheme, the Company and its subsidiaries did not purchase, sell or redeem any of the listed securities of the Company during the year ended December 31, 2018. The Company adopted its RSU Scheme on July 25, 2018, please refer to "Restricted Share Unit Scheme" for more details.

SHARES ISSUED

Details of the shares of the Company (the "Shares") issued as at December 31, 2018 are disclosed in note 27 to the consolidated financial statement.

儲備

本集團截至二零一八年十二月三十一日止年度之儲備變動載於綜合權益變動表。

物業、廠房及設備

本集團及本公司於本年度之物業、廠房及設備變動載於綜合財務報表附註12。

附屬公司

本公司附屬公司於二零一八年十二月三十一日的詳情載於綜合財務報表附註1。

捐款

本集團於截至二零一八年十二月三十一日止年度作出的捐款合共人民幣541,697.03元(二零一七年：人民幣100,000元)。

財務摘要

本集團過去五個財政年度的業績及資產及負債的摘要載於本年報第204頁。

購買、出售或贖回本公司上市證券

除透過指定受託人購買股份(將用作根據本公司受限制股份單位計劃進行的獎勵)外,本公司及其附屬公司於截至二零一八年十二月三十一日止年度內並無購買、出售或贖回本公司任何上市證券。本公司已於二零一八年七月二十五日採納受限制股份單位計劃,更多詳情請參閱「受限制股份單位計劃」。

已發行股份

本公司於二零一八年十二月三十一日已發行股份(「股份」)之詳情披露於綜合財務報表附註27。

Directors' Report

董事會報告

DIRECTORS

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

Name 姓名	Position 職位
Mr. ZHOU Fuyu 周富裕先生	Chairman of the Board and Executive Director 董事會主席兼執行董事
Mr. HAO Lixiao 郝立曉先生	Executive Director and Chief Executive Officer 執行董事兼行政總裁
Mr. WEN Yong 文勇先生	Executive Director 執行董事
Mr. HU Jiaqing 胡佳慶先生	Executive Director 執行董事
Ms. LI Ying 李瑩女士	Executive Director (appointed as Executive Director on April 23, 2018) 執行董事(於二零一八年四月二十三日獲委任為執行董事)
Mr. ZHU Yulong 朱于龍先生	Executive Director (resigned as Executive Director on April 23, 2018) 執行董事(於二零一八年四月二十三日辭任執行董事)
Mr. PAN Pan 潘攀先生	Non-executive Director 非執行董事
Mr. WU Chi Keung 胡志強先生	Independent Non-executive Director 獨立非執行董事
Mr. CHAN Kam Ching, Paul 陳錦程先生	Independent Non-executive Director 獨立非執行董事
Mr. LU Weidong 盧衛東先生	Independent Non-executive Director 獨立非執行董事

In accordance with the articles of association of the Company, Mr. HU Jiaqing, Mr. CHAN Kam Ching, Paul and Mr. LU Weidong shall retire by rotation at the forthcoming annual general meeting of the Company. Mr. CHAN Kam Ching, Paul and Mr. LU Weidong are eligible and offer themselves for re-election.

None of Mr. HU Jiaqing, Mr. CHAN Kam Ching, Paul and Mr. LU Weidong has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than under normal statutory obligations.

The biographical details of the Directors and senior management of the Company are set out in "Biographies of the Directors and Senior Management" in this annual report.

董事

本年度及直至本年報日期的本公司董事為：

根據本公司的組織章程細則，胡佳慶先生、陳錦程先生及盧衛東先生須於本公司應屆股東週年大會上輪席退任。陳錦程先生及盧衛東先生符合資格並將膺選連任。

胡佳慶先生、陳錦程先生及盧衛東先生概無與本公司或其任何附屬公司訂有一年內倘終止則須作出賠償(法定賠償除外)之服務合約。

本公司董事及高級管理層履歷詳情載於本年報「董事及高級管理層履歷」。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as the related party transactions disclosed in note 33 to the consolidated financial statements and the connected transactions as disclosed in the section headed "Connected Transactions" in this Directors' Report, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

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

As at December 31, 2018, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") were as follows:

Name of Director/ Chief Executive 董事／最高行政人員姓名	Name of Group member/ associated corporation 本集團成員／ 相關法團名稱	Capacity/ Nature of interest 身份／權益性質	Number of underlying Shares ⁽¹⁾ 相關股份數目 ⁽¹⁾	Approximate percentage of shareholding 概約股權百分比
Mr. ZHOU Fuyu 周富裕先生	The Company 本公司	Interest of spouse ⁽³⁾ 配偶權益 ⁽³⁾	1,473,893,500 ⁽²⁾	61.85%
	Healthy Origin Holdings Limited 健源控股有限公司	Interest of spouse ⁽³⁾ 配偶權益 ⁽³⁾	1	100%

董事在交易、安排及合約中的權益

除綜合財務報表附註33所披露的關聯方交易及本董事會報告「關連交易」一節所披露的關連交易外，本公司或其任何附屬公司在年末或本年度內任何時間，並無訂立任何重要交易、安排或合約而使董事直接或間接擁有重大權益。

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零一八年十二月三十一日，董事及本公司最高行政人員在本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第352條規定本公司須存置之股東名冊所登記，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

Directors' Report

董事會報告

Notes:

- (1) All interests stated are long positions.
- (2) These 1,473,893,500 Shares represent 1,468,000 Shares held by Ms. Tang Jianfang, 1,191,018,000 Shares held by Healthy Origin Holdings Limited, 32,480,300 Shares held by ZHY Holdings II Company Limited and 248,927,200 Shares held by ZHY Holdings IV Company Limited.

The entire issued share capital of Healthy Origin Holdings Limited and ZHY Holdings II Company Limited are held by Ms. Tang Jianfang, therefore Ms. Tang Jianfang is deemed to be interested in 1,191,018,000 Shares and 32,480,300 Shares held by Healthy Origin Holdings Limited and ZHY Holdings II Company Limited, respectively. Since Ms. Tang Jianfang owns 67.083% of ZHY Holdings IV Company Limited, Ms. Tang Jianfang is also deemed to be interested in 248,927,200 Shares held by ZHY Holdings IV Company Limited.

- (3) Mr. Zhou is the spouse of Ms. Tang Jianfang and is deemed to be interested in the Shares which are interested by Ms. Tang Jianfang under the SFO.

Save as disclosed above, as at December 31, 2018, none of the Directors nor the chief executive of the Company had any interests or short positions in any of the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (1) 所示的所有均為好倉。
- (2) 於該1,473,893,500股股份中，唐建芳女士持有1,468,000股股份，健康控股有限公司持有1,191,018,000股股份，ZHY Holdings II Company Limited持有32,480,300股股份及ZHY Holdings IV Company Limited持有248,927,200股股份。

健康控股有限公司及ZHY Holdings II Company Limited之全部已發行股本由唐建芳女士持有，故唐建芳女士被視為分別於健康控股有限公司及ZHY Holdings II Company Limited持有之1,191,018,000股股份及32,480,300股股份中擁有權益。由於唐建芳女士擁有ZHY Holdings IV Company Limited的67.083%，唐建芳女士亦被視為於ZHY Holdings IV Company Limited持有之248,927,200股股份中擁有權益。

- (3) 周先生為唐建芳女士的配偶，故根據證券及期貨條例被視為於唐建芳女士持有權益的股份中持有權益。

除上文披露者外，於二零一八年十二月三十一日，概無董事及本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有須根據證券及期貨條例第352條須記錄於本公司存置的股東名冊的任何權益或淡倉，或須根據標準守則知會本公司及聯交所之權益或淡倉。

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

As at December 31, 2018, the following persons (other than the Directors or the chief executive of the Company) have interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東及其他人士於股份及相關 股份的權益及淡倉

於二零一八年十二月三十一日，以下人士（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有須根據證券及期貨條例第336條規定記錄於本公司存置的股東名冊的任何權益或淡倉：

Name of shareholder 股東姓名	Nature of interest 權益性質	Number of Shares or securities held ⁽¹⁾ 所持股份或證券數目 ⁽¹⁾	Approximate percentage of interest 概約股權百分比
Ms. TANG Jianfang 唐建芳女士	Interest in controlled corporations ⁽²⁾ 受控制法團權益 ⁽²⁾	1,472,425,500 (L)	61.79%
	Beneficial owner 實益擁有人	1,468,000 (L)	0.06%
Cantrust (Far East) Limited ⁽³⁾ Cantrust (Far East) Limited ⁽³⁾	Trustee 受託人	1,223,498,300 (L)	51.34%
ZHY X Holdings Co., Limited ⁽³⁾ ZHY X Holdings Co., Limited ⁽³⁾	Interest in a controlled corporation 受控制法團權益	1,223,498,300 (L)	51.34%
Healthy Origin Holdings Limited 健源控股有限公司	Beneficial owner 實益擁有人	1,191,018,000 (L)	49.97%
ZHY Holdings IV Company Limited ZHY Holdings IV Company Limited	Beneficial owner 實益擁有人	248,927,200 (L)	10.45%
Ms. ZHOU Ping ⁽⁴⁾ 周萍女士 ⁽⁴⁾	Interest in a controlled corporation 受控制法團權益	136,440,000 (L)	5.73%
ZHY Holdings III Company Limited ZHY Holdings III Company Limited	Beneficial owner 實益擁有人	136,440,000 (L)	5.73%
Mr. WANG Yonghua ⁽⁵⁾ 王永華先生 ⁽⁵⁾	Interest in a controlled corporation 受控制法團權益	182,886,450 (L)	7.67%
Shenzhen Tiantu Investment Management Co., Ltd. ⁽⁵⁾ 深圳市天圖投資管理股份有限公司 ⁽⁵⁾	Interest in a controlled corporation 受控制法團權益	182,886,450 (L)	7.67%
Tiantu Advisory Company Limited ⁽⁵⁾ 天圖諮詢有限公司 ⁽⁵⁾	Interest in a controlled corporation 受控制法團權益	182,886,450 (L)	7.67%
Tiantu Investments Limited ⁽⁵⁾ Tiantu Investments Limited ⁽⁵⁾	Beneficial owner 實益擁有人	182,886,450 (L)	7.67%
UBS Group AG UBS Group AG	Interest in a controlled corporation 受控制法團權益	116,417,564(L) 3,565,300(S)	4.89% 0.15%

Directors' Report

董事會報告

Notes:

- (1) The Letter "S" denotes the person's short position in such Shares. The letter "L" denotes the person's long position in such Shares.
- (2) These 1,472,425,500 Shares represent 1,191,018,000 Shares held by Healthy Origin Holdings Limited, 32,480,300 Shares held by ZHY Holdings II Company Limited and 248,927,200 Shares held by ZHY Holdings IV Company Limited.

The entire issued share capital of Healthy Origin Holdings Limited and ZHY Holdings II Company Limited are indirectly held by Ms. Tang Jianfang, therefore Ms. Tang Jianfang is deemed to be interested in 1,191,018,000 Shares and 32,480,300 Shares held by Healthy Origin Holdings Limited and ZHY Holdings II Company Limited, respectively. Since Ms. Tang Jianfang owns 67.083% of ZHY Holdings IV Company Limited, Ms. Tang Jianfang is also deemed to be interested in 248,927,200 Shares held by ZHY Holdings IV Company Limited.

- (3) Cantrust (Far East) Limited (the "Trustee") is the Trustee of Fuyu Family Trust established by Ms. Tang Jianfang. The Trustee through indirect interest in each of ZHY Holdings II Company Limited and Healthy Origin Holdings Limited holds 32,480,300 Shares and 1,191,018,000 Shares respectively. ZHY X Holdings Co., Limited, which is wholly-owned by the Trustee, through direct interest in each of ZHY Holdings II Company Limited and Healthy Origin Holdings Limited holds 32,480,300 Shares and 1,191,018,000 Shares respectively.
- (4) Since Ms. Zhou Ping owns 72.22% of ZHY Holdings III Company Limited, Ms. Zhou Ping is deemed to be interested in 136,440,000 Shares held by ZHY Holdings III Company Limited.
- (5) Tiantu Investments Limited, a company incorporated in the BVI, holds 182,886,450 Shares, representing 7.67% of the total issued share capital of the Company. Tiantu Advisory Company Limited holds 91.70% of Tiantu Investments Limited and is wholly owned by Shenzhen Tiantu Investment Management Co., Ltd. ("Shenzhen Tiantu"), a company listed on the National Equities Exchange and Quotations (NEEQ: 833979) in the PRC. Mr. Wang Yonghua holds 59.80% shareholding interest in Shenzhen Tiantu. Therefore, under Part XV of the SFO, each of Tiantu Investments Limited, Tiantu Advisory Company Limited, Shenzhen Tiantu and Mr. Wang Yonghua is deemed to be interested in 182,886,450 Shares held by Tiantu Investments Limited, representing 7.67% of the total issued share capital of the Company.

附註：

- (1) 「S」指有關人士於該等股份之淡倉。「L」指有關人士於該等股份之好倉。
- (2) 於該1,472,425,500股股份中，健源控股有限公司持有1,191,018,000股股份，ZHY Holdings II Company Limited持有32,480,300股股份及ZHY Holdings IV Company Limited持有248,927,200股股份。

健源控股有限公司及ZHY Holdings II Company Limited之全部已發行股本由唐建芳女士間接持有，故唐建芳女士被視為分別於健源控股有限公司及ZHY Holdings II Company Limited持有之1,191,018,000股股份及32,480,300股股份中擁有權益。由於唐建芳女士擁有ZHY Holdings IV Company Limited的67.083%，唐建芳女士亦被視為於ZHY Holdings IV Company Limited持有之248,927,200股股份中擁有權益。

- (3) Cantrust (Far East) Limited(「受託人」)為唐建芳女士成立的Fuyu Family Trust的受託人。受託人通過於ZHY Holdings II Company Limited及健源控股有限公司的間接權益分別持有32,480,300股股份及1,191,018,000股股份。ZHY X Holdings Co., Limited(由受託人全資擁有)通過於ZHY Holdings II Company Limited及健源控股有限公司的直接權益分別持有32,480,300股股份及1,191,018,000股股份。
- (4) 由於周萍女士擁有ZHY Holdings III Company Limited的72.22%，故周萍女士被視為於ZHY Holdings III Company Limited持有之136,440,000股股份中擁有權益。
- (5) Tiantu Investments Limited(一家於英屬處女群島註冊成立之公司)持有182,886,450股股份，佔本公司已發行股本總額之7.67%。天圖諮詢有限公司持有Tiantu Investments Limited的91.70%，由深圳市天圖投資管理股份有限公司(「深圳天圖」)全資擁有，該公司為一家於中國全國中小企業股份轉讓系統(NEEQ: 833979)掛牌的公司。王永華先生持有深圳天圖的59.80%股權。因此，根據證券及期貨條例第XV部，Tiantu Investments Limited、天圖諮詢有限公司、深圳天圖及王永華先生各被視為於Tiantu Investments Limited持有之182,886,450股股份中擁有權益，佔本公司已發行股本總額之7.67%。

Save as disclosed above, as at December 31, 2018, our Directors of chief executive are not aware of any other person, not being a Director or chief executive of our Company, who has an interest or short position in the Shares or the underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

In 2018, purchases from the Group's largest duck supplier in terms of dollar amount accounted for approximately 9.5% of total purchase cost and the aggregate purchases from its top five duck suppliers in terms of dollar amount in aggregate accounted for approximately 24.7% of total purchase cost.

None of our Directors, any of their close associates or any shareholders that, to the knowledge of our Directors, own more than 5% of the issued share capital of our Company had any interest in any of our five largest suppliers during the year ended December 31, 2018.

In 2018, due to the nature of the Group's business, revenue derived from its top five customers accounted for less than 30% of total revenue.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2018.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company, although there are no restrictions against such rights under the laws in the Cayman Islands.

除上文披露者外，於二零一八年十二月三十一日，董事及最高行政人員概不知悉任何董事或本公司最高行政人員以外的其他人士於本公司的股份及相關股份中擁有記錄於根據證券及期貨條例第336條須存置的股東名冊內的權益或淡倉。

管理合約

於本年度，概無訂立或存續有關本公司全部業務或其中任何重大部分之管理及行政之合約。

主要客戶及供應商

於二零一八年，來自本集團最大鴨供應商的總採購在金額上合共佔總採購成本約9.5%，來自前五大鴨供應商的總採購金額合共佔總採購成本約24.7%。

於截至二零一八年十二月三十一日止年度內，董事、其緊密聯繫人士或任何股東（據董事會所知，擁有本公司5%以上已發行股本者）概無在這五個最大供應商中擁有任何權益。

於二零一八年，由於本集團的業務性質，來自其五大客戶的收益佔總收益少於30%。

審核委員會

審核委員會（「審核委員會」）已審閱本集團所採納之會計原則及政策，並與管理層討論本集團內部控制及財務申報事項。審核委員會已審閱本集團截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

優先購買權

儘管開曼群島法律對優先購買權沒有任何限制，本公司的組織章程細則並無有關條款。

Directors' Report

董事會報告

EMPLOYEES AND REMUNERATION POLICIES

As at December 31, 2018, the Group employed a total of 5,148 full-time employees (December 31, 2017: 4,651). The increase in the number of employees was mainly due to the increase in the scale of the Group's business.

We currently recruit our employees primarily through on-campus recurring programs and posting advertisements on recruitment websites. Our success, to a considerable extent, depends upon our ability to attract, motivate and retain a sufficient number of qualified employees, including research and development personal, sales personal and management. Therefore, we place strong emphasis on providing training to our employees in order to enhance their professional skills and we design and offer different training programs for employees at various positions.

We enter into labor contracts with all of our employees. We have developed a performance evaluation system to assess the performance of our employees annually, which forms the basis for determining the salary levels, bonuses and promotions employees may receive. Our sales and marketing personnel may also receive bonuses based on the sales targets they accomplish, by taking into account the overall sales performance of the stores in the same regional market in the relevant period. Under the applicable PRC laws and regulations, we are subject to social insurance contribution plans.

EMPLOYEE RETIREMENT BENEFITS

Particulars of the employee retirement benefits of the Group are set out in note 6 to the consolidated financial statements.

PUBLIC FLOAT

As at the date of this annual report and based on the information that is publicly available to the Company and to the knowledge of the Directors, the Company has maintained the minimum public float of 25% as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

AUDITOR

The consolidated financial statements have been audited by Ernst & Young who shall retire at the forthcoming AGM and, being eligible, offer themselves for re-appointment. There is no change in the auditor since the Company's listing date.

僱員及薪酬政策

於二零一八年十二月三十一日，本集團共僱用5,148名全職僱員(二零一七年十二月三十一日：4,651名)。僱員人數增加主要是由於本集團業務規模擴大所致。

我們目前主要通過校園招聘及在招聘網站發佈廣告招募我們的僱員。我們的成功在相當程度上依賴於我們吸引、激勵及挽留足夠數量的合資格僱員(包括研發人員、銷售人員及管理人員)的能力。因此，我們極其重視為我們的僱員提供培訓以便提升其專業技能並為不同職位的僱員設計及提供不同的培訓課程。

我們與所有僱員簽訂勞動合約。我們已建立一個績效評估系統，每年評估員工的績效，作為釐定僱員可能獲得的薪金水平、獎金及晉升的基礎。經計及相關期間同一地區市場中店鋪的整體銷售業績後，我們的銷售及營銷人員亦可根據彼等達成的銷售目標獲得獎金。根據適用的中國法律及法規，我們須繳納社會保險金供款。

僱員退休福利

本集團僱員退休福利的詳情載於綜合財務報表附註6。

公眾持股量

於本年報日期，根據本公司所得及資料及據董事所知悉，本公司根據香港聯合交易所有限公司證券上市規則(「上市規則」)規定維持最低公眾持股量25%。

核數師

綜合財務報表經安永會計師事務所審核，安永會計師事務所將在應屆股東週年大會上退任，並符合資格膺選連任。本公司的核數師於本公司上市後均未有變更。

DISTRIBUTABLE RESERVES

As at December 31, 2018, the reserves of the Company available for distribution to shareholders of the Company amounted to approximately RMB2,214.8 million (2017: RMB2,407.1 million).

BANK AND OTHER LOANS

The Group did not have any short-term or long-term bank borrowings or other loans as at December 31, 2018.

RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

At no time during the year was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined under the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of this annual report, none of the Directors and directors of the Company's subsidiaries, or their respective associates had interests in businesses, which compete or are likely to compete either directly or indirectly, with the businesses of the Company and its subsidiaries as required to be disclosed pursuant to the Listing Rules.

CHANGES IN DIRECTOR'S BIOGRAPHICAL DETAILS UNDER RULE 13.51B(1) OF THE LISTING RULES

Mr. Wu Chi Keung, our independent non-executive Director, ceased to be an independent non-executive director of YuanShengTai Dairy Farm Limited (stock code: 1431), a company listed on the Stock Exchange, from September 28, 2018. Save as disclosed above, there is no other change in the Directors' biographical details which is required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules since the date of 2017 annual report of the Company.

可分派儲備

於二零一八年十二月三十一日，本公司可供分派予本公司股東之儲備約為人民幣2,214.8百萬元(二零一七年：人民幣2,407.1百萬元)。

銀行和其他貸款

於二零一八年十二月三十一日，本集團並無任何短期或長期銀行借款或其他貸款。

收購本公司證券的權利及股票掛鈎協議

於年內的任何時間，本公司、或其任何控股公司或附屬公司、或其任何同系附屬公司概無訂立任何安排，以使董事或本公司最高行政人員或彼等各自的聯繫人(定義見上市規則)擁有任何認購本公司或其任何相聯法團(定義見證券及期貨條例)證券的權利或以收購本公司或任何其他法人團體的股份或債權證的方式而獲得利益的權利，本公司亦無訂立任何股票掛鈎協議。

董事於競爭業務中的權益

於本年報日期，概無董事及本公司附屬公司董事或彼等各自的聯繫人於任何直接或間接與本集團及其附屬公司業務構成競爭或可能構成競爭之業務中擁有須根據上市規則披露之權益。

上市規則第13.51B(1)條項下董事履歷詳情變更

獨立非執行董事胡志強先生自二零一八年九月二十八日起不再為聯交所上市公司原生態牧業有限公司((股份代號：1431)的獨立非執行董事。除以上所披露者外，自本公司二零一七年年報日期以來，概無其他根據上市規則第13.51B(1)條須予披露的董事履歷詳情變更。

Directors' Report

董事會報告

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

In order to restrict competition activities with the Company, our controlling shareholders, namely Mr. Zhou Fuyu, Ms. Tang Jianfang, Healthy Origin Holdings Limited, ZHY Holdings II Company Limited and ZHY Holdings IV Company Limited (the “**Controlling Shareholders**”), entered into a deed of non-competition in favor of the Company on October 24, 2016 (the “**Deed**”). Pursuant to the Deed, the Controlling Shareholders have undertaken, among others, not to compete with the business of the Group, and details of the Deed are set out in the sub-section headed “Non-competition Undertaking” in the section headed “Relationship with our Controlling Shareholders” of the prospectus of the Company dated November 1, 2016.

Each of the Controlling Shareholders has made a written confirmation to the Board in respect of their compliance with the undertakings in the Deed (the “**Undertakings**”) during the year ended December 31, 2018 (the “**Relevant Period**”).

Upon receiving the confirmations from the Controlling Shareholders, the independent non-executive Directors had reviewed the same as part of the annual review process. In determining whether the Controlling Shareholder had fully complied with the Undertakings in the Relevant Period for the annual assessment, the independent non-executive Directors noted that: (a) the Controlling Shareholders declared that they had fully complied with the Undertakings in the Relevant Period; (b) no new competing business was reported by the Controlling Shareholders during the Relevant Period; and (c) there was no particular situation rendering the full compliance of the Undertakings being questionable. In view of the above, the independent non-executive Directors confirmed that, as far as they can ascertain, all of the Undertakings were complied with by the Controlling Shareholders in the Relevant Period.

PERMITTED INDEMNITY PROVISION

Subject to applicable laws, the Directors of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, pursuant to the articles of association of the Company. Such provisions were in force throughout the year ended December 31, 2018 and are currently in force. The Company has arranged for appropriate insurance cover for Directors' liabilities in respect of legal actions that may be brought against the Directors.

控股股東的不競爭承諾

為了限制本公司的競爭活動，本公司的控股股東周富裕先生、唐建芳女士、健源控股有限公司、ZHY Holdings II Company Limited 與 ZHY Holdings IV Company Limited (合稱「**控股股東**」)以本公司為受益人訂立日期為二零一六年十月二十四日的不競爭契據(「**契據**」)。根據契據，控股股東已承諾(其中包括)不與本集團業務競爭，而契據之詳情載於本公司日期為二零一六年十一月一日招股章程中「與控股股東的關繫」一節「不競爭承諾」分節。

於截至二零一八年十二月三十一日止年度(「**相關期間**」)，各控股股東已就其遵守契據承諾(「**承諾**」)向董事會作書面確認。

收到控股股東的確認後，獨立非執行董事已將其作為年度審核流程的一部分，以作審核。在決定控股股東是否完全遵守相關期間的年度評估承諾時，獨立非執行董事指出：(a) 控股股東宣佈他們在相關期間完全遵守有關承諾；(b) 控股股東於相關期間並無申報新的競爭業務；及(c) 沒有特別情況使完全遵守承諾的能力受到質疑。鑑於上述情況，獨立非執行董事確認，控股股東於相關期間遵守所有有關承諾。

許可彌償條文

根據適用法律，本公司董事可從本公司的資產及溢利獲得彌償保證，該等人士或任何該等人士就各自的職務執行其職責或假定職責時因作出、發生的任何作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害賠償及開支，可就此根據本公司組織章程細則獲擔保免受任何損害。有關條款於截至二零一八年十二月三十一日止整個年度生效，目前正在生效。本公司已就董事面對的法律訴訟為彼等作適當投保。

ISSUE OF SHARES AND USE OF PROCEEDS FROM THE GLOBAL OFFERING

On November 11, 2016, the Company's Shares were listed on the Main Board of the Stock Exchange. A total of 488,140,500 ordinary shares with nominal value of US\$0.000001 each of the Company were issued at HK\$5.88 per Share for a total of approximately HK\$2,870.3 million under the global offering of the Company. The net proceeds raised by the Company from the abovementioned global offering, after deducting the underwriting commission and related expenses, amounted to approximately HK\$2,792.3 million.

During the year ended December 31, 2018, the Group had utilized approximately RMB1,116.8 million of the proceed from the IPO, comprising approximately RMB17.9 million in strategic acquisitions and further develop strategic alliance (acquisition of the entire interest in Heibei Industrial Park From Zhou Hei Ya Foods Joint Stock Limited Company (周黑鴨食品股份有限公司) (the details of which are set out in the announcement of the Company dated June 19, 2017)), RMB765.2 million in the construction and improvement of processing facilities, logistics and storage centers, RMB71.7 million in the development of retail store network, RMB73.8 million in brand image campaigns, including the e-commerce marketing campaigns, and RMB38.7 million in upgrading its ERP system. As of December 31, 2018, net proceeds of RMB1,335.4 million (December 31, 2017: RMB2,001.2 million) not utilized had been deposited into short-term deposits and money market instruments, including structured deposits. The unutilized portion of the net proceeds from the global offering is intended to be applied in the manner as disclosed in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated November 1, 2016.

CONNECTED TRANSACTIONS

Mr. Zhou Fuyu, being our executive Director and controlling shareholder, and Ms. Tang Jianfang, being our controlling shareholder, are connected persons of the Company under the Listing Rules.

發行股份及全球發售的所得款項用途

於二零一六年十一月十一日，本公司股份於聯交所主板上市。本公司在全球發售項下共以每股股份5.88港元發行488,140,500股每股面值0.000001美元的普通股，總額為約2,870.3百萬港元。扣除包銷佣金及相關開支後，本公司從上述全球發售募集的所得款項淨額約為2,792.3百萬港元。

截至二零一八年十二月三十一日止年度，本集團已動用首次公開發售所得款項約人民幣1,116.8百萬元，包括約人民幣17.9百萬元用於戰略收購及進一步發展戰略聯盟(向周黑鴨食品股份有限公司收購河北工業園的全部股權(詳情載於本公司日期為二零一七年六月十九日的公告))、人民幣765.2百萬元用於建設及改善加工設施、物流及儲存中心、人民幣71.7百萬元用於開發門店網絡、人民幣73.8百萬元用於品牌形象活動(包括電子商務營銷活動)，以及人民幣38.7百萬元用於升級ERP系統。截至二零一八年十二月三十一日，未動用所得款項淨額人民幣1,335.4百萬元(於二零一七年十二月三十一日：人民幣2,001.2百萬元)已存入短期存款及貨幣市場工具，包括結構性存款。全球發售所得款項淨額的未動用部分擬按本公司日期為二零一六年十一月一日的招股章程中「未來計劃及所得款項用途」一節所披露的方式應用。

關連交易

根據上市規則，我們的執行董事及控股股東周富裕先生及控股股東唐建芳女士為本公司之關連人士。

Directors' Report

董事會報告

The Company entered into a master property lease agreement (for itself and on behalf of its subsidiaries) with Mr. Zhou Fuyu and Ms. Tang Jianfang on October 24, 2016 to govern the leases of several commercial premises owned by Mr. Zhou Fuyu and Ms. Tang Jianfang. These premises are located in Wuhan, Hubei Province, PRC with an aggregate of approximately 400 square meters and are used as retail stores and offices. The term of the master property lease agreement is three years commencing on November 11, 2016. The maximum annual rental under the master property lease agreement is RMB2.06 million, RMB2.16 million and RMB2.27 million for the year ended December 31, 2016 and year ending December 31, 2017 and 2018, respectively, which shall constitute de minimis continuing connected transactions under 14A.76(1) of the Listing Rules. The transactions contemplated under the master property lease agreement also constitute related party transactions of the Company under HKFRS, details of which are set out in Note 33 to the financial statements.

For the year ended December 31, 2018, our independent non-executive Directors have reviewed and confirmed that the transactions have been entered into in the ordinary and usual course of business of the Group, and it was conducted on normal commercial terms. Our independent non-executive Directors are also of the view that transaction agreement terms are fair and reasonable and in the interests of the Shareholders as a whole.

Save as disclosed above, the other related party transactions as disclosed in Note 33 to the consolidated financial statements do not constitute connected transactions required to be disclosed under the Listing Rules.

All references above to other sections, reports or notes in this annual report form part of this report.

By order of the Board

ZHOU Fuyu
Chairman

Hong Kong, March 27, 2019

本公司於二零一六年十月二十四日與周富裕先生及唐建芳女士訂立物業租賃總協議(為其本身及代表其附屬公司)，以規管周富裕先生及唐建芳女士所擁有之若干商業物業的租賃。有關物業位於中國湖北省武漢市，總面積約400平方米，用作零售店和辦公室。物業租賃總協議之年期為自二零一六年十一月十一日起三年。於截至二零一六年十二月三十一日止年度及截至二零一七年及二零一八年十二月三十一日止年度，物業租賃總協議之最高年度租金分別為人民幣2.06百萬元、人民幣2.16百萬元及人民幣2.27百萬元，根據上市規則第14A.76(1)條，將構成最低限額持續關連交易。物業租賃總協議項下擬進行之交易亦構成本公司於香港財務報告準則項下的關聯方交易，詳情載於財務報表附註33。

截至二零一八年十二月三十一日止年度，我們的獨立非執行董事已審閱並確認，交易已於本集團一般及日常業務過程中進行，且其符合一般商業條款。我們的獨立非執行董事亦認為，交易協議均屬公平合理，且符合股東的整體利益。

除上文所披露外，綜合財務報表附註33所披露之其他關聯方交易不構成上市規則須予披露關連交易。

上文有關本年報其他章節、報告或附註的所有提述，構成本報告的一部分。

承董事會命

主席
周富裕

香港，二零一九年三月二十七日

Corporate Governance Report

企業管治報告

The Company is committed to achieving high standards of corporate governance by focusing on principles of integrity, accountability, transparency, independence, responsibility and fairness. The Company has developed and implemented sound governance policies and measures, and the Board is responsible for performing such corporate governance duties. The Board will continue to review and monitor the corporate governance of the Company with reference to the Corporate Governance Code and Corporate Governance Report (the “Code”) set out in Appendix I4 to the Listing Rules so as to maintain a high standard of corporate governance of the Company.

During the year ended December 31, 2018, the Company has complied with the applicable code provisions of the Code as set out in Appendix I4 to the Listing Rules.

BOARD OF DIRECTORS

The Board is charged with promoting the success of the Company by directing and supervising its affairs. The Board has general powers for the management and conduct of the Company’s business. The day-to-day operations and management are delegated by the Board to the management of the Company, who will implement the strategy and direction as determined by the Board.

As requested under Code provision A.2.1 the roles the of chairman and Chief executive officer should be separate and should not be performed by the same individual. The Company has fully complied with this provision by appointing Mr. Zhou Fuyu as the Chairman and Mr. Hao Lixiao as the Chief Executive Officer of the Company for the year ended December 31, 2018.

The Board will nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

The Board has a balance of skills and experience appropriate for the requirements of the business of the Company. The Company has also adopted a board diversity policy to set out the approach adopted by the Board regarding diversity of Board members.

本公司透過專注於持正、問責、透明、獨立、盡責及公平原則，致力達到高水平的企業管治。本公司已制定及實行良好的管治政策及措施，而董事會負責履行有關企業管治職責。董事會將參考上市規則附錄十四所載企業管治守則及企業管治報告（「該守則」），持續檢討及監督本公司的企業管治狀況，以維持本公司高水準的企業管治。

於截至二零一八年十二月三十一日止年度，本公司已遵守上市規則附錄十四所載該守則之適用守則條文。

董事會

董事會負責透過指導及監督本公司事務，促進本公司之成功。董事會擁有管理及從事本公司業務的一般權力。董事會將日常經營及管理權力授權予本公司管理層負責，管理層將執行董事會決定的策略及指引。

根據守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。截至二零一八年十二月三十一日止年度，本公司委任周富裕先生擔任本公司主席及郝立曉先生擔任本公司行政總裁，完全符合該條文規定。

然而，董事會仍將根據現況不時檢討董事會的架構及組成，以保持本公司的高水平企業管治常規。

董事會具備本公司業務所需要之適當技巧及經驗。本公司亦採納董事會成員多元化政策，載列董事會就董事會成員多元化而採納的方針。

Corporate Governance Report

企業管治報告

No Board member has the relationship with the other Board members and the chief executive officers of the Company. The biographies of the Directors are set out on pages 37 to 43 of this annual report.

Except for Ms. Li Ying, who entered the service contract with the Company on April 23, 2018, each of the other executive Directors has entered into a service contract with the Company on October 24, 2016 and the Company has issued letters of appointment to each of the non-executive Director and independent non-executive Directors. The principal particulars of these service contracts and letters of appointment are (a) for a term of 3 years commencing from the date the service contract is entered and (b) are subject to termination in accordance with their respective terms. The term of the service contracts and the letters of appointment may be renewed in accordance with our articles of association of the Company and the applicable Listing Rules.

The aggregate remuneration (including fees, salaries, contributions to pension schemes, share-based compensation expenses, discretionary bonuses, housing and other allowances and other benefits in kind) payable to the Directors for the year ended December 31, 2018 was approximately RMB6 million.

The remuneration of the Directors is determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Details of the remuneration of the Directors and senior management for 2018 are set out in note 7 to the consolidated financial statements. In addition, pursuant to code provision B.1.5 of the Code, the annual remuneration of members of the senior management by band for the year ended December 31, 2018 is set out below:

Remuneration to the senior management by bands

按範圍分類的高級管理層薪酬

Nil – HK\$1,000,000	零港元至 1,000,000 港元
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元

董事會成員與其他董事會成員及本公司最高行政人員之間概無任何關係。董事履歷載於本年報第37至43頁。

除李瑩女士於二零一八年四月二十三日與本公司訂立服務合約外，其他各執行董事已在二零一六年十月二十四日與本公司訂立服務合約，且本公司已向各非執行董事及獨立非執行董事發出委任函。該等服務合約及委任函的主要詳情為(a)年期為自簽訂服務合約之日起為期三年及(b)可根據其各自條款予以終止。服務合約及委任函的年期可根據本公司組織章程細則及適用上市規則予以續期。

截至二零一八年十二月三十一日止年度，已付董事的薪酬總額(包括袍金、薪金、退休金計劃供款、以股份支付薪酬開支、酌情花紅、住房補貼及其他津貼以及其他實物福利)約為人民幣6百萬元。

董事薪酬乃參考可資比較公司所支付的薪金、董事的時間投入及職責以及本集團的表現釐定。二零一八年董事及高級管理層的薪酬詳情載於綜合財務報表附註7。此外，根據該守則的守則條文第B.1.5條，截至二零一八年十二月三十一日止年度高級管理層成員的年度薪酬範圍載列如下：

Number of senior management 高級管理層人數

0
2

Corporate Governance Report

企業管治報告

During the year ended December 31, 2018, the Company has three independent non-executive Directors, which meets the requirement of the Listing Rules that the number of independent non-executive directors must represent at least one-third of the Board and should not be less than three.

The Company has received a written confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and considers them to be independent.

Directors have access to the services of the company secretary to ensure that the Board procedures are followed. During the year ended December 31, 2018, the company secretary of the Company was Mr. Cheung Kai Cheong Willie ("Mr. Cheung"). Mr. Cheung is a manager of SWCS Corporate Service Group (Hong Kong) Limited (formerly known as SW Corporate Services Group Limited), and has more than 20 years of professional experience in company secretarial, accounting and finance matters. His primary corporate contact person at the Company was Mr. Hao Lixiao ("Mr. Hao"), the executive Director of the Company. In compliance with Rule 3.29 of the Listing Rules, Mr. Cheung has undertaken no less than 15 hours of relevant professional training during the year ended December 31, 2018.

Each of the Directors attended various trainings in 2018, including the trainings for connected transactions, for the amendment of the Listing Rules, for the directors' duties, responsibilities and continuous obligations, for the model code for securities transactions by the directors, etc. The Company will arrange suitable training for all Directors in order to develop and refresh their knowledge and skills as part of their continuous professional development.

During the year ended December 31, 2018, the Board held six meetings, at which the Board discussed and approved the proposals of Company's overall strategy and connected transaction issue, considered and approved the proposals of Company's 2017 annual report, 2017 annual results announcement, the payment of 2017 final dividend, 2018 interim report, 2018 interim results announcement and etc., fund formation, change of director and change of composition of board committees, and the RSU Scheme.

於截至二零一八年十二月三十一日止年度，本公司有三位獨立非執行董事，符合上市規則有關獨立非執行董事人數須佔董事會至少三分之一及不應低於三名的最低人數規定。

本公司已收到各獨立非執行董事根據上市規則第3.13條之獨立性確認書，並認為彼等獨立於本公司。

董事可獲得公司秘書的服務，以確保遵循董事會議程。截至二零一八年十二月三十一日止年度，本公司的公司秘書為張啟昌先生（「張先生」）。張先生為方圓企業服務集團（香港）有限公司（前稱信永方圓企業服務集團有限公司）的經理，在公司秘書、會計及財務事宜方面的擁有逾二十年的專業經驗。其於本公司的主要公司聯絡人為本公司執行董事郝立曉先生（「郝先生」）。截至二零一八年十二月三十一日止年度，張先生已遵守上市規則第3.29條，接受不少於15小時的相關專業培訓。

各董事於二零一八年參加多項培訓，包括關連交易、上市規則的修訂、董事職責及連續責任以及董事進行證券交易的標準守則等培訓。本公司將繼續為全體董事安排合適的培訓，旨在作為彼等持續專業發展的一部份，以發展及更新其知識及技能。

截至二零一八年十二月三十一日止年度，董事會舉行6次會議，董事會討論並通過有關本公司的整體戰略及關連交易事宜的議案，審議並通過了本公司二零一七年年報、二零一七年度業績公告、二零一七年年末股息派發、二零一八年中報報告、二零一八年中報業績公告等、成立基金、董事變動及董事委員會組成的變動以及受限制股份單位計劃的議案。

Corporate Governance Report

企業管治報告

The table below sets out the details of Board meetings attendance of each Director during the year ended 31 December 2018.

下表載列各董事於截至二零一八年十二月三十一日止年度出席董事會會議之詳情。

Director	董事	Number of Board meetings requiring attendance 須出席董事會會議次數	Number of Board meetings attended 親身出席董事會會議次數
Mr. ZHOU Fuyu	周富裕先生	6	6
Mr. HAO Lixiao	郝立曉先生	6	6
Mr. WEN Yong	文勇先生	6	6
Mr. HU Jiaqing	胡佳慶先生	6	6
Ms. LI Ying (Appointed on April 23, 2018)	李瑩女士 (於二零一八年四月二十三日獲委任)	3	3
Mr. PAN Pan	潘攀先生	6	6
Mr. WU Chi Keung	胡志強先生	6	6
Mr. CHAN Kam Ching, Paul	陳錦程先生	6	6
Mr. LU Weidong	盧衛東先生	6	6
Mr. ZHU Yulong (Resigned on April 23, 2018)	朱于龍先生 (於二零一八年四月二十三日辭任)	4	4

In 2018, the Company convened and held one general meeting, being the 2017 annual general meeting held on May 31, 2018. All of the Directors, namely Mr. ZHOU Fuyu, Mr. HAO Lixiao, Mr. WEN Yong, Mr. HU Jiaqing, Ms. LI Ying, Mr. PAN Pan, Mr. WU Chi Keung, Mr. CHAN Kam Ching, Paul, Mr. LU Weidong, attended the general meeting.

於二零一八年，本公司召開及舉行一次股東大會，即於二零一八年五月三十一日舉行的二零一七年股東週年大會。全體董事(即周富裕先生、郝立曉先生、文勇先生、胡佳慶先生、李瑩女士、潘攀先生、胡志強先生、陳錦程先生、盧衛東先生)出席該股東大會。

BOARD DIVERSITY POLICY

The Board continuously seeks to enhance its effectiveness and to maintain the highest standards of corporate governance and recognizes diversity at Board level as an essential element in maintaining competitive advantage and sustainable development. In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board strives to ensure that it has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategies and in order for the Board to be effective.

The Nomination Committee of the Company will report annually on the Board's composition under diversified perspectives, and monitor the implementation of the policy. The Nomination Committee will discuss any policy's revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision D.3.1 of the Corporate Governance Code. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and written employee guidelines, and the Company's compliance with the Corporate Governance Code and disclosure in this Corporate Governance Report.

董事會多元化政策

董事會持續不斷地尋求提高其運作效率及保持高水準的公司治理水準，並且認識到董事會層面的多元化對於保持競爭力及可持續發展而言至關重要。在設計董事會的組成時，本公司已從多方面考慮了董事會多元化問題，包括但不限於性別、年齡、文化和教育背景、行業經驗、技術及專業技能及／或資格、知識、服務期限長短及作為董事將需投入的時間等。本公司還將不時考慮其自身業務模式和特殊需要。最終決定將基於指定候選人的長處及可為董事會帶來的貢獻而做出。

董事會力求確保其具有均衡的技能、經驗及觀點多元化，而這些均為董事會執行其商業戰略以及董事會的有效運作所需。

提名委員會將每年彙報董事會在多元化層面的組成，並監察政策的執行。提名委員會將討論任何可能需要的政策修訂，再向董事會提出修訂建議，由董事會考慮及審批。

企業管治職能

董事會負責履行企業管治守則第D.3.1條守則條文所載的職能。董事會審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司遵守法律法規規定的政策及常規、標準守則及書面僱員指引的遵守情況，以及本公司遵守企業管治守則及在本企業管治報告中披露的情況。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

The Company has four principal Board committees, namely the Audit Committee, the Nomination Committee, the Remuneration Committee and the Strategic Development Committee. Each of the Board committees operates under its terms of reference. The terms of reference of the Board committees are available on the website of the Company and that of the Stock Exchange.

Audit Committee

The Company established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Audit Committee consists of three members, namely Mr. WU Chi Keung, Mr. CHAN Kam Ching, Paul and Mr. LU Weidong, our independent non-executive Directors. Mr. WU Chi Keung has been appointed as the chairman of the Audit Committee, and is our independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the Audit Committee are to assist the Board in providing an independent review and supervision of the effectiveness of the Group's financial and accounting policies, to review the financial controls, risk management and internal control systems of the Company, to oversee the audit process, and to perform other duties and responsibilities as delegated by the Board.

During the year ended December 31, 2018, the Audit Committee held 3 meetings, at which the Audit Committee considered and approved the proposals of Company's 2017 annual report, 2017 annual results announcement, 2018 interim report, 2018 interim results announcement and the report on audit plan for the year of 2018 by Ernst & Young, the external auditor of the Company. The Audit Committee also assessed the risk management and internal control measures of the Company.

董事委員會

本公司設有四個主要的董事委員會，分別為審核委員會、提名委員會、薪酬委員會及策略發展委員會。各個董事委員會均按其職權範圍運作。董事委員會之職權範圍於本公司及聯交所網站可供查閱。

審核委員會

本公司已成立審核委員會，其書面職權範圍符合上市規則第3.21條及上市規則附錄十四所載的企業管治守則。審核委員會由三名成員組成，即我們的獨立非執行董事胡志強先生、陳錦程先生及盧衛東先生。胡志強先生已獲委任為審核委員會主席，並為具備恰當專業資格的獨立非執行董事。審核委員會的主要職責為協助董事會對本集團財務及會計政策的有效性提供獨立審閱及監督、審閱本公司的財務控制、風險管理及內部控制制度、監察審核程序及履行董事會指派的其他職責與責任。

截至二零一八年十二月三十一日止年度，審核委員會舉行3次會議，當中審核委員會審議並通過了本公司外聘核數師安永會計師事務所對本公司二零一七年年報、二零一七年年終業績公告、二零一八年中報報告、二零一八年中報業績公告及二零一八年年終審核計劃的報告等議案。審核委員會亦已評估本公司之風險管理及內控措施。

Corporate Governance Report

企業管治報告

The table below sets out the details of meetings attendance of each member of the Audit Committee during the year ended December 31, 2018.

下表載列審核委員會各成員於截至二零一八年十二月三十一日止年度出席會議之詳情。

Director	董事	Number of meetings requiring attendance 須出席會議次數	Number of meetings attended 親身出席會議次數
Mr. WU Chi Keung	胡志強先生	3	3
Mr. CHAN Kam Ching, Paul	陳錦程先生	3	3
Mr. LU Weidong	盧衛東先生	3	3

Nomination Committee

The Company established a Nomination Committee with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee consists of two independent non-executive Directors, being Mr. WU Chi Keung and Mr. LU Weidong, and one executive Director, being Mr. ZHOU Fuyu, who is the chairman of the Nomination Committee. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of Directors.

During the year ended December 31, 2018, the Nomination Committee held 2 meeting, at which the Nomination Committee reviewed the proposals of the Board structure, the diversity policy of the Board members, the independence of the non-executive Directors and the recommendation of re-election of the retiring Directors.

The table below sets out the details of meeting attendance of each member of the Nomination Committee during the year ended December 31, 2018.

提名委員會

本公司已成立提名委員會，其書面職權範圍符合上市規則附錄十四所載的企業管治守則。提名委員會由兩名獨立非執行董事（即胡志強先生及盧衛東先生）及一名執行董事（即周富裕先生）組成，周富裕先生為提名委員會主席。提名委員會的主要職責為就委任及罷免董事向董事會提供推薦意見。

截至二零一八年十二月三十一日止年度，提名委員會舉行2次會議，當中提名委員會審議了有關董事會架構、董事會成員的多元化政策、非執行董事的獨立性以及建議重選退任董事的議案。

下表載列提名委員會各成員於截至二零一八年十二月三十一日止年度出席會議之詳情。

Director	董事	Number of meetings requiring attendance 須出席會議次數	Number of meetings attended 親身出席會議次數
Mr. ZHOU Fuyu	周富裕先生	2	2
Mr. WU Chi Keung	胡志強先生	2	2
Mr. LU Weidong	盧衛東先生	2	2

Corporate Governance Report

企業管治報告

The Nomination Committee is responsible for reviewing and assessing the composition of the Board and the independence of the independent non-executive Directors and making recommendations to the Board on appointment and removal of Directors. In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board. The Company has adopted a nomination policy (the “**Nomination Policy**”), which sets out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment, and diversification of the directors of the Company. Diversity of the Board will be considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

With effect from April 23, 2018, Mr. Zhu Yulong (“**Mr. Zhu**”) has resigned as an executive Director. Upon his resignation, he ceased to be the chairman of the strategic development committee of the Company (the “**Strategic Development Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”).

Ms. Li Ying has been appointed as an executive director of the Company on April 23, 2018. Ms. Li Ying was nominated to be appointed as an executive Director of the Company by the Nomination Committee at the meeting held on April 23, 2018. The Nomination Committee considered her skills, perspectives and experience she acquired and possessed from past work experience, which is considered to be suitable as an executive director of the Company and her appointment was approved by the Board on April 23, 2018. Ms. Li Ying has entered into a service agreement with the Company for a term of 3 years commencing from April 23, 2018 and is subject to retirement by rotation and re-election in the next general meeting in accordance with the Listing Rules and the articles of association of the Company. The service agreement may be terminated by either party by giving 2 months’ written notice, and may be renewed in accordance with the articles of association of the Company, the Listing Rules and any other applicable laws and regulations. Ms. Li Ying’s basic salary is RMB360,000 per annum and she is also entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee based on the performance of her duties and the Company’s earnings. The remuneration of Ms. Li Ying has been determined with reference to her duties, responsibilities and experience, and the prevailing market conditions. For detailed information, please refer to the Company’s announcement dated April 23, 2018.

提名委員會負責檢討及評估董事會的組成及獨立非執行董事的獨立性，並就董事任免向董事會提出建議。於向董事會推薦候選人時，提名委員會將按客觀準則考慮候選人的優點，並適當考慮董事會成員多元化的裨益。本公司採納了提名政策（「**提名政策**」），其中列載就本公司董事遴選、委任及重新委任、以及多元化指引提名委員會的方針。董事會的多元化將從多個角度考慮，包括但不限於性別、年齡、文化及教育背景、行業經驗、技術及專業技能及／或資格、知識、服務年限及將作為董事所投入的時間。本公司亦會不時考慮有關公司本身的業務模式及特定需求的因素。最終的決定將基於所選候選人將會帶給董事會的優點和貢獻而定。

自二零一八年四月二十三日起，朱于龍先生（「**朱先生**」）已辭任執行董事。於辭任後，彼不再擔任本公司策略發展委員會（「**策略發展委員會**」）主席及本公司薪酬委員會（「**薪酬委員會**」）成員。

李瑩女士於二零一八年四月二十三日獲委任為本公司執行董事，李瑩女士由提名委員會於二零一八年四月二十三日召開的會議中在提名委任為本公司執行董事，提名委員會考慮其於過往工作經驗中所獲得並持有的技能、觀點和經驗，認為其適合擔任本公司執行董事，並於二零一八年四月二十三日由董事會批准其委任。李瑩女士已與本公司訂立服務協議，自二零一八年四月二十三日起為期三年，根據上市規則及本公司組織章程細則彼須於下屆股東大會輪值退任及膺選連任。服務協議可由任何一方發出2個月的書面通知終止，並可根據本公司的組織章程細則、上市規則及任何其他適用法律法規予以續期。李瑩女士的基本年薪為人民幣360,000元，而彼亦有權獲得董事會及薪酬委員會根據其職責及本公司收益釐定的酌情花紅。李瑩女士的薪酬乃經參考其職責、責任及經驗及現行市況釐定。有關更多詳情，請參閱本公司於二零一八年四月二十三日刊發的公告。

NOMINATION POLICY

This nomination policy adopted by the Company that has become effective on January 1, 2019, aims to set out the approach to guide the nomination committee of the Company in relation to the election, appointment and re-appointment of the Directors. It aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company's business.

NOMINATION PROCESS

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving the consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort on suitable candidates;
- (b) The Nomination committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertisements, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the Criteria;
- (c) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as conducting interviews, background checks, presentations and third-party reference checks;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.
- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and
- (f) The Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be).

提名政策

本公司所採納的提名政策已於2019年1月1日生效，旨在戴列就挑選、委任及重新委任董事、指引本公司提名委員會的方針。本政策旨在確保董事會具備符合本公司業務所需的技能、經驗、知識及多元化觀點。

提名程序

提名委員會將根據以下流程及程序就委任董事向董事會提供建議：

- (a) 提名委員會經考慮董事會現行組成及人數後，會首先制定一份合適技能、觀點及經驗清單，以便集中尋覓適當人選；
- (b) 提名委員會可諮詢其認為恰當的任何來源，以物色或挑選合適候選人，例如現任董事推介、廣告、獨立代理公司推薦及本公司股東建議，並審慎考慮準則；
- (c) 提名委員會可於評估候選人是否合適時採納其認為恰當的任何程序，例如進行面試、背景調查、簡介會及第三方資歷查核；
- (d) 於考慮候選人是否適合擔任董事時，提名委員會將舉行會議及／或透過書面決議方式酌情批准就委任向董事會提供建議；
- (e) 提名委員會其後將就建議委任及建議薪酬待遇向董事會提供建議；及
- (f) 董事會將擁有最終權力可決定提名人選，而所有董事任命將透過相關董事提交出任董事職位同意書(或任何其他要求相關董事確認或接受委任為董事(視情況而定)的類似文件)而確定。

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企業管治報告

Remuneration Committee

The Company established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix I4 to the Listing Rules. The Remuneration Committee has three members, being two independent non-executive Directors, namely Mr. CHAN Kam Ching, Paul and Mr. LU Weidong, and one executive Director, namely Ms. Li Ying. Mr. CHAN Kam Ching, Paul, our independent non-executive Director, has been appointed as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations on employee benefit arrangement.

The Remuneration Committee has adopted the model described in code provision B.1.2(c) (ii) of the Code in its terms of reference.

During the year ended December 31, 2018, the Remuneration Committee held two meetings, at which the Remuneration Committee reviewed and approved the proposals of remuneration of the Directors and senior management, the policy and structure of the remuneration for the Directors and senior management, etc.

The table below sets out the details of meeting attendance of each member of the Remuneration Committee during the year ended December 31, 2018.

Director	董事	Number of meetings requiring attendance 應出席會議次數	Number of meetings attended 已出席會議次數
Mr. CHAN Kam Ching, Paul	陳錦程先生	2	2
Mr. LU Weidong	盧衛東先生	2	2
Ms. Li Ying (Appointed on April 23, 2018)	李瑩女士 (於二零一八年四月二十三日獲委任)	1	1
Mr. ZHU Yulong (Resigned on April 23, 2018)	朱于龍先生 (於二零一八年四月二十三日辭任)	1	1

薪酬委員會

本公司已成立薪酬委員會，其書面職權範圍符合上市規則第3.25條及上市規則附錄十四所載的企業管治守則。薪酬委員會由三名成員組成，其中兩名為獨立非執行董事（即陳錦程先生及盧衛東先生）及一名為執行董事（即李瑩女士）。獨立非執行董事陳錦程先生已獲委任為薪酬委員會主席。薪酬委員會的主要職責為確立及審閱有關董事及高級管理層的薪酬政策和架構，並就僱員福利安排提供推薦意見。

薪酬委員會已於其職權範圍中採納該守則第B.1.2(c)(ii)條守則條文所述的守則。

截至二零一八年十二月三十一日止年度，薪酬委員會舉行2次會議，當中薪酬委員會審議並通過了有關董事及高級管理人員薪酬、董事及高級管理人員薪酬政策及架構方面的議案。

下表載列薪酬委員會各成員於截至二零一八年十二月三十一日止年度出席會議的詳情。

Corporate Governance Report

企業管治報告

Strategic Development Committee

The Company also established a Strategic Development Committee and the Board has adopted the terms of reference for the Strategic Development Committee. The Strategic Development Committee has three members, namely Mr. HAO Lixiao Mr. HU Jiaqing and Mr. WEN Yong, our executive Directors. Mr. HAO Lixiao has been appointed as the chairman of the Strategic Development Committee. The primary duties of the Strategic Development Committee are to review and advise on the mid to long term Strategic positioning, development plans and investment decisions of the Company and make recommendations to the Board, to monitor and review the implementations of strategic plans, to advise on major investment projects, merger and acquisitions, brand strategies or any other material matters which will affect the Company's long term development.

During the year ended December 31, 2018, the Strategic Development Committee held two meeting, at which the Strategic Development Committee considered proposals for mid to long term strategic positioning, development plans and investment decisions of the Company, major investment projects, mergers and acquisitions, brand strategies, etc.

The table below sets out the details of meeting attendance of each member of the Strategic Development Committee during the year ended December 31, 2018.

Director	董事	Number of meetings requiring attendance 應出席會議次數	Number of meetings attended 已出席會議次數
Mr. HAO Lixiao	郝立曉先生	2	2
Mr. HU Jiaqing	胡佳慶先生	2	2
Mr. WEN Yong	文勇先生	2	2

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transactions. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the Model Code during the year ended December 31, 2018.

策略發展委員會

本公司亦已成立策略發展委員會，且董事會已採納策略發展委員會的書面職權範圍。策略發展委員會由三名成員組成，即我們的執行董事郝立曉先生、胡佳慶先生及文勇先生。郝立曉先生已獲委任為策略發展委員會主席。策略發展委員會的主要職責為檢討本公司的中長期策略定位、發展規劃及投資決策並就此提出意見以及向董事會提出建議、監督及檢討策略計劃的實施情況、對我們的主要投資項目、合併及收購、品牌策略或影響本公司長期發展的任何其他重大事項提出建議。

於截至二零一八年十二月三十一日止年度，策略發展委員會舉行2次會議，當中策略發展委員會審議了有關本公司中長期戰略定位、發展規劃及投資決策、重大投資項目、併購、品牌戰略等方面的議案。

下表載列策略發展委員會各成員於截至二零一八年十二月三十一日止年度出席會議的詳情。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之標準守則，作為有關董事進行證券交易的行為守則。本公司已向所有董事作查詢，而董事已確認於截至二零一八年十二月三十一日止年度已遵從標準守則。

Corporate Governance Report

企業管治報告

EXTERNAL AUDITOR

Ernst & Young is appointed as the external auditor of the Company.

For the year ended December 31, 2018, the remuneration paid to Ernst & Young in respect of audit services and non-audit services amounted to RMB2,180,000 and RMB294,000 respectively. The main non-audit services provided by the external auditors include advisory service related to environment, social and governance, and tax consultation.

ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of the consolidated financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flow during the reporting period. A statement from the auditor about its reporting responsibilities on the consolidated financial statements is set out on pages 79 to 81 of this annual report. In preparing the consolidated financial statements for the year ended December 31, 2018, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and its shareholders' interests and reviewing the effectiveness of the Company's internal control and risk management systems on an annual basis so as to ensure that internal control and risk management systems in place are adequate. The Company also has an internal audit function which primarily carries out the analysis and independent appraisal of the adequacy and effectiveness of the issuer's risk management and internal control systems, and reports their findings to the Board on, at least, an annual basis.

外聘核數師

安永會計師事務所獲委任為本公司的外聘核數師。

截至二零一八年十二月三十一日止年度，本集團就審核服務及非審核服務向安永會計師事務所支付之酬金分別為人民幣2,180,000元及人民幣294,000元。外聘核數師提供的非審核服務主要包括與環境、社會和管治相關的諮詢服務和稅務諮詢服務。

問責及核數

董事負責監督綜合財務報表的編製工作，以真實公平地反映本集團的業務狀況以及報告期的業績及現金流量狀況。核數師就其對綜合財務報表之申報責任之聲明乃載於本年報第79至81頁。於編製截至二零一八年十二月三十一日止年度綜合財務報表時，董事已選擇合適的會計政策並貫徹應用；作出審慎、公平及合理的判斷及估計；並按持續基準編製綜合財務報表。

內部控制及風險管理

董事會負責維持有效健全的內部控制和風險管理系統，以維護集團的資產和其股東權益，並每年檢討公司內部控制和風險管理系統有效與否，以確保內部控制和現有的風險管理系統是否足夠。公司還設有內部審計部門，主要分析和獨立評估發行人的風險管理和內部控制系統的充分和有效與否，並至少每年向董事會報告其調查結果。

Corporate Governance Report

企業管治報告

The Group's internal control system includes a well-established organizational structure with clearly defined lines of responsibility and authority. The day-to-day departmental operations are entrusted to individual department which is accountable for its own conduct and performance and is required to operate its own department's business within the scope of the delegated authority and to implement and strictly adhere to the strategies and policies set by the Company from time to time. Each department is also required to keep the Board informed of material developments of the department's business and implementation of the policies and strategies set by the Board on a regular basis.

During the year ended December 31, 2018, the Board has reviewed the effectiveness of the internal control and risk management systems of the Group to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards. The review covered all material controls, including financial, operational and compliance controls and risk management functions. In particular, the Board considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting functions. The review was made by discussions with the management of the Company, its external and internal auditors and the assessment conducted by the Audit Committee. The Board believes that the existing internal control system is adequate and effective, in particular, for financial reporting and Listing Rules compliance.

INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company takes seriously of its obligations under the new Part XIVA of the Securities and Futures Ordinance and the Listing Rules. The Company has adopted a Continuous Disclosure Compliance Policy which sets out guidelines and procedures to the Directors and officers of the Group to ensure inside information of the Group is to be disseminated to the public in equal and timely manner. Briefing session is held regularly for officers to facilitate their understanding and compliance with the policy.

本集團的內部控制系統包括一套完善的組織架構，有明確界定的責任和權限。日常部門的運作委託給個別部門，對其行為和業績負責，並要求在授權範圍內經營自身部門的業務，並執行和嚴格遵守由本公司不時設定的戰略和政策。每個部門還需要向董事會通報部門業務的重大發展，以及實施由董事會定期制定的政策和戰略的情況。

截至二零一八年十二月三十一日止年度，董事會已檢討本集團內部控制及風險管理系統有效與否，以保證管理層按照既定程序及標準，維持和經營良好系統。檢討涉及所有重要控制，包括財務，業務和合規控制以及風險管理職能。尤其是，董事會審議了公司會計，內部審計和財務報告職能的資源、工作人員資格和經驗、培訓方案和預算是否充足。該審查經由公司管理層、其外部和內部審計師以及審計委員會的評估作討論。董事會相信現有的內部控制系統足夠和有效，尤其是財務報告和上市規則合規方面。

內幕資料

在處理及發放內幕資料之程序及內部監控方面，本公司高度重視其於證券及期貨條例新XIVA部及上市規則下之責任。本公司已採納持續披露合規政策，政策載列對本集團董事及管理人員之指引及程序，以確保本集團之內幕資料公平、及時地公開。本集團定期為管理人員舉行簡報會，協助彼等瞭解及遵守相關政策。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHT

The Company is incorporated in the Cayman Islands. The Board may whenever it thinks fit call general meetings. Pursuant to the articles of association of the Company, general meetings shall also be convened on the written requisition to the Board or the secretary of the Company of any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be held within two (2) months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene the general meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

To safeguard Shareholders' interests and rights, separate resolutions are and will be proposed at general meetings on each substantial issue, including the election of individual Directors.

The procedures for Shareholder to propose a person for election as a director is available on the Company's website (www.zhouheiya.cn). Shareholders may lodge written proposal to the company secretary of the Company at 40th Floor, Sunlight Tower No. 248 Queen's Road East Wanchai Hong Kong, provided that the minimum length of the period, during which such written notice is given, shall be at least seven days and that the lodgment of such notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. In order to ensure that other Shareholders would have sufficient time to receive and consider the information of the person proposed for election as a Director, Shareholders are urged to lodge their written notice of his intention to propose a person for election as a Director as early as practicable in advance of the relevant general meeting and, in any case, not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the dispatch of a supplementary circular to Shareholders in compliance with the applicable requirements under the Listing Rules. In the event that any such written notice is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant meeting so as to give Shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.

股東權利

本公司於開曼群島註冊成立。董事會可於其認為適當的情況下隨時召開股東大會。根據本公司的組織章程細則，本公司任何一名或以上於提請要求當日持有不少於本公司繳足股本(賦有權利在本公司股東大會投票)十分之一的股東向本公司董事會或秘書發出書面要求後亦可召開股東大會。有關大會應於提請要求後兩(2)個月內舉行。倘於提請要求後二十一日內董事會未有召開大會，則提請要求的人士自身可按相同方式召開股東大會，而本公司須向提請要求的人士補償因董事會未有召開大會而自行召開大會所產生的所有合理開支。

為保障股東權益及權利，本公司將就各重大事宜(包括選舉個別董事)於股東大會提呈獨立決議案。

股東提名人士參選董事的程序於本公司網站(www.zhouheiya.cn)可供查閱。股東可將書面建議送交本公司公司秘書(地址為香港灣仔皇后大道東248號陽光中心40樓)，惟遞交該書面通知的最短期限須至少為七天，且提交該通知的期限不應早於寄發就有關選舉而召開有關股東大會通告日期翌日開始，及不得遲於舉行有關股東大會日期前七天完結。為確保其他股東有充足時間接收及考慮獲提名董事候選人的資料，謹請股東於相關股東大會前盡早且無論如何不遲於相關股東大會擬定舉行日期前12個營業日(定義見上市規則，即香港聯合交易所有限公司開市進行證券買賣的日子)提交建議提名相關人士參選董事的書面通知，使本公司能與本公司的股份過戶登記處完成核查程序，及遵循上市規則項下適用規定促使刊發公告及/或向股東寄發補充通函。倘本公司於相關股東大會舉行日期前第12個營業日後接獲任何有關書面通知，則本公司將需要考慮是否押後相關會議，以根據上市規則提前至少10個營業日通知股東有關議案。

Corporate Governance Report

企業管治報告

Enquiries about the Company may be put to the Board by contacting the Company or directly by raising the questions at an annual general meeting or extraordinary general meeting of the Company. The contact details of the Company are set out in the Company's website (www.zhouheiya.cn). Shareholders can also direct their enquiries about their shareholdings to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, whose address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

CONSTITUTIONAL DOCUMENTS

During the year ended December 31, 2018 and up to the date of this annual report, there is no any change in the Company's memorandum and articles of association. The Company's memorandum and articles of association are available on the website of the Company (www.zhouheiya.cn) and that of the Stock Exchange.

如欲向董事會作出有關本公司的任何查詢，可聯絡本公司或於本公司股東週年大會或股東特別大會上直接提問。本公司的聯絡方式詳情載於本公司網站 (www.zhouheiya.cn)。股東亦可向本公司的香港證券登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)作出有關彼等持股量的查詢。

章程文件

於截至二零一八年十二月三十一日止年度及直至本年報日期，本公司組織章程大綱及細則並無發生任何變動。本公司組織章程大綱及細則於本公司網站 (www.zhouheiya.cn) 及聯交所網站可供查閱。

Independent auditor's report

獨立核數師報告



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Independent auditor's report

To the shareholders of Zhou Hei Ya International Holdings Company Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Zhou Hei Ya International Holdings Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 82 to 203, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

獨立核數師報告

致周黑鴨國際控股有限公司股東
(於開曼群島註冊成立的有限公司)

意見

吾等已審核第82頁至第203頁所載周黑鴨國際控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一八年十二月三十一日的綜合財務狀況表及於截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及包括主要會計政策概要在内的綜合財務報表附註。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而公平地反映貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度貴集團的綜合財務表現及其綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈的《香港核數準則》(「香港核數準則」)進行審核。根據該等準則，吾等的責任於本報告「核數師就審核綜合財務報表的責任」一節中詳述。根據香港會計師公會的專業會計師道德守則(「守則」)，吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證足夠及能適當地為吾等的意見提供基礎。

Independent auditor's report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

關鍵審核事項

關鍵審核事項為吾等的專業判斷中，審核本報告期間綜合財務報表中最重要的事項。吾等於審核整體綜合財務報表處理此等事項及就此形成意見，而不會就此等事項單獨發表意見。對於下文所述的每件事項，吾等在該方面提供吾等於審核時如何處理關鍵審核事項的說明。

吾等履行本報告核數師就審核綜合財務報表的責任一節所述(包括有關這些關鍵審核事項)的責任。因此，吾等的審核包括執行旨在回應吾等對綜合財務報表重大錯報風險的評估的程序。吾等的審核程序的結果，包括為處理以下關鍵審核事項而執行的程序，為吾等對所附綜合財務報表的審核意見提供了基礎。

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等於審核時如何處理關鍵審核事項
<p><i>Revenue recognition</i> 收益確認</p> <p>The Group is principally engaged in the production and retailing of casual braised food. The timing of revenue recognition of the sale of retail food is when the performance obligation of sales and delivery of goods are satisfied at a point in time. There is risk inherently around revenue recorded based on the fact that the Group earns revenue primarily through extensive self-operated retail store network. For the year ended 31 December 2018, the Group's consolidated revenue amounted to RMB 3,211,521,000. Revenue was of the most significance in our audit of the consolidated financial statements of the current year.</p> <p>貴集團主要從事生產及零售休閒滷製食品。零售食品銷售的收益於商品銷售及交付責任的履行於某一時間點達成時確認。基於貴集團主要透過廣泛的自營門店網絡賺取收益之事實，所錄得的收益帶有固有風險。截至二零一八年十二月三十一日止年度，貴集團的綜合收益為人民幣3,211,521,000元。本年度於吾等審核綜合財務報表中最重要的是收益。</p> <p>Please refer to note 2.4 to the financial statements for summary of significant accounting policies relating to revenue recognition, and note 5 for the related disclosure of revenue for the Group.</p> <p>請參閱財務報表附註2.4有關收益確認的重大會計政策概要，以及於附註5貴集團相關的收益披露資料。</p>	<p>We have reviewed and assessed the Group's revenue recognition policy across various sales channels. We have also understood the transaction process of revenue recognition and tested relevant controls relating to the process to substantiate our reliance of internal controls for revenue recognition. We have performed analytical procedures on the Group's revenue by different channels, by types of retailing stores, by major categories of products and by months. We have performed revenue cut-off procedures as well as test of details on sampling basis as part of our substantive audit procedures.</p> <p>吾等審閱及評估從不同的銷售渠道貴集團的收益確認政策。吾等還了解收益確認的交易過程，並測試有關過程的相關控制，以證實吾等於收益確認方面對內部控制的依賴性。吾等按不同的渠道、零售商店的類型、主要產品類別及月份對貴集團的收益進行分析程序。作為吾等舉證審核程序的一部分，吾等已經執行收入截止程序，並以抽樣基準對細節進行測試。</p>

Independent auditor's report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

年報所載的其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，但不包括綜合財務報表及相關核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

當審核綜合財務報表時，吾等的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審核過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於吾等已執行的工作，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。於此方面，吾等沒有任何報告。

董事對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製並真實兼公允地呈列綜合財務報表，並為其認為必須為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的內部控制負責。

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

貴公司董事在審核委員會協助下履行監督貴集團財務報告過程的責任。

Independent auditor's report

獨立核數師報告

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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism 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.

核數師就審核綜合財務報表的責任

吾等的目標為合理鑒證整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有吾等意見的核數師報告。吾等的報告僅向閣下(作為整體)報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。

合理鑒證屬高層次鑒證，但不能擔保根據香港核數準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港核數準則進行審核時，吾等運用專業判斷，於整個審核過程中抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。

Independent auditor's report

獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee 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.

核數師就審核綜合財務報表的責任

(續)

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體列報、架構及內容，以及綜合財務報表是否已公允反映及列報相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足適當的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

吾等與審核委員會就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部控制的任何重大缺陷溝通。

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及相關防範措施(如適用)與審核委員會進行溝通。

Independent auditor's report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Cont'd)*

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

The engagement partner on the audit resulting in this independent auditor's report is Siu Fung Terence Ho.

Certified Public Accountants

Hong Kong

27 March 2019

核數師就審核綜合財務報表的責任 (續)

吾等從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

出具本獨立核數師報告的審核項目合夥人是何兆烽。

執業會計師

香港

二零一九年三月二十七日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Notes	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		附註		
REVENUE	收益	5	3,211,521	3,248,943
Cost of sales	銷售成本		(1,364,089)	(1,269,220)
Gross profit	毛利		1,847,432	1,979,723
Other income and gains, net	其他收入及收益淨額	5	147,143	109,737
Selling and distribution expenses	銷售及分銷開支		(1,081,576)	(947,990)
Administrative expenses	行政開支		(178,707)	(142,056)
Share of losses of an associate	分佔聯營公司虧損		(7,321)	—
PROFIT BEFORE TAX	除稅前溢利	6	726,971	999,414
Income tax expense	所得稅開支	9	(186,878)	(237,786)
PROFIT FOR THE YEAR	年度溢利		540,093	761,628
Attributable to:	以下應佔：			
Owners of the parent	母公司擁有人		540,093	761,628
OTHER COMPREHENSIVE INCOME	其他全面收入			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods	於報告期後可能重新分類至損益的其他全面收入			
Available-for-sale investments:	可供出售投資：			
Changes in fair value, net of tax	公平值變動(除稅後)		—	1,425
Reclassification adjustments for gains and losses included in profit or loss – gains on disposal, net of tax	計入損益的收益及虧損重新分類調整 – 出售收益(除稅後)		—	(1,425)
Exchange differences:	匯兌差額：			
Exchange differences on translation of foreign operations	海外業務換算的匯兌差額		84,363	(149,693)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年度其他全面收入(除稅後)		84,363	(149,693)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收入總額		624,456	611,935
Attributable to:	以下應佔：			
Owners of the parent	母公司擁有人		624,456	611,935
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益有人應佔每股盈利	11		
Basic and diluted (RMB)	基本及攤薄(人民幣)		0.23	0.32

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2018

於二零一八年十二月三十一日

			2018	2017
		Notes	二零一八年	二零一七年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	1,189,966	839,028
Prepaid land lease payments	預付土地租賃款項	13	128,898	111,467
Prepayments	預付款項	14	49,404	40,288
Rental deposits	租賃按金		83,221	70,459
Other intangible assets	其他無形資產	15	35,184	7,962
Investments in an associate	於一間聯營公司的投資	16	242,679	—
Deferred tax assets	遞延稅項資產	25	46,726	31,410
Total non-current assets	非流動資產總值		1,776,078	1,100,614
CURRENT ASSETS	流動資產			
Inventories	存貨	17	343,734	248,435
Trade receivables	貿易應收款項	18	30,866	25,506
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	19	200,524	1,108,512
Due from the Controlling Shareholders	應收控股股東款項	32(c)	2,294	1,801
Structured deposits	結構性存款	20	626,756	—
Available-for-sale investments	可供出售投資		—	30,000
Restricted cash	受限制現金	21	4,000	14,911
Cash in transit	在途現金	21	760	3,489
Cash and bank	現金及銀行存款	22	1,671,093	2,039,166
Total current assets	流動資產總值		2,880,027	3,471,820
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	23	85,066	86,301
Other payables and accruals	其他應付款項及應計費用	24	328,826	347,281
Government grants, current	政府補助，流動	26	1,455	902
Income tax payable	應付所得稅		66,874	96,263
Total current liabilities	流動負債總額		482,221	530,747
NET CURRENT ASSETS	流動資產淨額		2,397,806	2,941,073
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		4,173,884	4,041,687

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2018

於二零一八年十二月三十一日

			2018	2017
			二零一八年	二零一七年
		Notes	RMB' 000	RMB' 000
		附註	人民幣千元	人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	25	9,821	4,076
Government grants, non-current	政府補助，非流動	26	38,356	36,938
Total non-current liabilities	非流動負債總額		48,177	41,014
NET ASSETS	資產淨值		4,125,707	4,000,673
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share Capital	股本	27	16	16
Treasury shares	庫存股份	27	(263,525)	—
Reserves	儲備	28	4,389,216	4,000,657
TOTAL EQUITY	總權益		4,125,707	4,000,673

Director

董事

Zhou Fuyu

周富裕

Director

董事

Hao Lixiao

郝立曉

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔							Total equity
		Share capital	Treasury shares	Share premium*	Merger reserve*	Statutory reserve*	Exchange fluctuation reserve*	Retained profits*	Total equity
		股本	庫存股份	股份溢價*	合併儲備*	法定儲備*	匯兌波動儲備*	保留溢利*	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	16	—	2,384,336	12,500	73,675	(91,399)	1,621,545	4,000,673
Profit for the year	年度溢利	—	—	—	—	—	—	540,093	540,093
Exchange differences related to foreign operations	海外業務換算的匯兌差額	—	—	—	—	—	84,363	—	84,363
Total comprehensive income for the year	年度全面收入總額	—	—	—	—	—	84,363	540,093	624,456
Final 2017 dividend declared	已宣派二零一七年年末股息	—	—	(235,897)	—	—	—	—	(235,897)
Repurchase of shares	購回股份	—	(263,525)	—	—	—	—	—	(263,525)
Transfer from retained profits	轉撥自保留溢利	—	—	—	—	6,572	—	(6,572)	—
At 31 December 2018	於二零一八年十二月三十一日	16	(263,525)	2,148,439	12,500	80,247	(7,036)	2,155,066	4,125,707

* These reserve accounts comprise the consolidated reserves of RMB4,389,216,000 (2017: RMB4,000,657,000) in the consolidated statement of financial position as at 31 December 2018.

* 該等儲備賬包括於二零一八年十二月三十一日的綜合財務狀況表內人民幣4,389,216,000元(二零一七年：人民幣4,000,657,000元)的綜合儲備。

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔						
		Share capital	Share premium*	Merger reserve*	Statutory reserve*	Exchange fluctuation reserve*	Retained profits*	Total equity
		股本	股份溢價*	合併儲備*	法定儲備*	匯兌 波動儲備*	保留溢利*	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於二零一七年一月一日	16	2,591,169	12,500	71,161	58,294	862,431	3,595,571
Profit for the year	年度溢利	—	—	—	—	—	761,628	761,628
Exchange differences related to foreign operations	海外業務換算的匯兌 差額	—	—	—	—	(149,693)	—	(149,693)
Total comprehensive income for the year	年度全面收入總額	—	—	—	—	(149,693)	761,628	611,935
Final 2016 dividend declared	已宣派二零一六年末期股息	—	(206,833)	—	—	—	—	(206,833)
Transfer from retained profits	轉撥自保留溢利	—	—	—	2,514	—	(2,514)	—
At 31 December 2017	於二零一七年十二月三十一日	16	2,384,336	12,500	73,675	(91,399)	1,621,545	4,000,673

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

			2018	2017
			二零一八年	二零一七年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量			
Profit before tax	除稅前溢利		726,971	999,414
Adjustments for:	就以下各項調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	12	80,630	56,526
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	13	1,052	1,229
Amortisation of other intangible assets	其他無形資產攤銷	15	4,119	2,371
Interest income from bank deposits	銀行存款利息收入	5	(49,791)	(42,402)
Interest income from available-for-sale investments	可供出售投資的利息收入	5	—	(1,900)
Interest income from structured deposits	結構性存款的利息收入	5	—	(26,860)
Other interest income from financial assets at FVPL	其他按公平值計入損益的金融資產的利息收入	5	(962)	—
Other interest income from structure deposits measured at FVPL	其他按公平值計入損益計量的結構性存款的利息收入	5	(45,444)	—
Share of losses of an associate	分佔聯營公司虧損		7,321	—
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	5	6,316	15,092
Gain on foreign exchange	外匯收益	5	(2,732)	(11,147)
Fair value loss on derivative instruments	衍生工具的公平值虧損	5	4,032	—
Government grants	政府補助	26	(1,059)	(996)
			730,453	991,327

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		2018	2017
		二零一八年	二零一七年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Decrease in restricted cash	受限制現金減少	—	60
Decrease in cash in transit	在途現金減少	2,729	3,958
Increase in trade receivables	貿易應收款項增加	(5,360)	(17,624)
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加	(50,299)	(36,786)
Increase in amounts due from the Controlling Shareholders	應收控股股東款項增加	(493)	(1,641)
Increase in rental deposits	租賃按金增加	(12,762)	(22,418)
Increase in inventories	存貨增加	(95,299)	(42,211)
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(1,235)	4,320
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)/增加	(33,451)	21,110
Cash generated from operations	經營產生的現金	534,283	900,095
Income tax paid	已付所得稅	(225,838)	(259,408)
NET CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量淨額	308,445	640,687

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

			2018	2017
			二零一八年	二零一七年
	Notes	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES		投資活動所得現金流量		
Purchases of items of property, plant and equipment		購買物業、廠房及設備項目	(454,954)	(269,262)
Purchases of land use rights		購買土地使用權	(24,309)	(40,698)
Increase of deposits for potential purchase of land lease payments		潛在購買土地租賃款項的按金增加	—	(6,537)
Decrease/(Increase) of restricted cash for purchase of property, plant and equipment		購買物業、廠房及設備受限制現金減少/(增加)	10,911	(14,911)
Proceeds from disposal of items of property, plant and equipment		出售物業、廠房及設備項目所得款項	2,403	981
Additions to other intangible assets		其他無形資產添置	(5,377)	(3,399)
Contribution to investments in an associate		向投資的一間聯營公司增資	(250,000)	—
Interest income from available-for-sale investments	5	可供出售投資的利息收入	—	1,900
Interest income from structured deposits	5	結構性存款的利息收入	—	26,860
Other interest income from financial assets at FVPL	5	其他按公平值計入損益的金融資產的利息收入	962	—
Other interest income from structured deposits measured at FVPL		其他按公平值計入損益計量的結構性存款的利息收入	43,688	—
Purchase of financial assets at fair value through profit or loss		購買按公平值計入損益的金融資產	(380,000)	—
Purchase of available-for-sale investments		購買可供出售投資	—	(550,000)
Purchase of structured deposits		購買結構性存款	(2,408,190)	(2,578,770)
Decrease of term deposits of maturity over three months		於三個月以上到期的定期存款減少	311,416	384,071
Interest received from bank deposits		自銀行存款收取的利息	46,487	40,956
Acquisition of a subsidiary, net of cash		收購附屬公司，扣除現金	—	(13,901)
Repayment of amounts due to a related party		償還應付關聯方款項	—	(149,843)
Receipt of government grants	26	收取政府補助	3,030	19,600
Proceeds from disposal of items of financial assets at fair value through profit or loss		出售按公平值計入損益的金融資產項目的所得款項	410,000	—
Proceeds from disposal of items of available-for-sale investments		出售可供出售投資項目的所得款項	—	530,000
Proceeds from disposal of structured deposits		出售結構性存款的所得款項	2,745,190	2,302,087

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		2018 二零一八年	2017 二零一七年
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
NET CASH FLOWS FROM/(USED IN)	投資活動所得／(所用)		
INVESTING ACTIVITIES	現金流量淨額	51,257	(320,866)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Dividends paid	已派付股息	(235,897)	(206,833)
Repurchases of the Company's shares	購回本公司股份	(263,525)	—
Payment of listing expenses	上市開支付款	—	(12,465)
NET CASH FLOWS USED IN	融資活動所用現金流量淨額		
FINANCING ACTIVITIES		(499,422)	(219,298)
NET (DECREASE)/INCREASE IN	現金及現金等價物		
CASH AND CASH EQUIVALENTS	(減少)／增加淨額	(139,720)	100,523
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	162,686	200,709
Effect of foreign exchange rate changes, net	匯率變動的影響，淨額	83,063	(138,546)
CASH AND CASH EQUIVALENTS	年末的現金及現金等價物		
AT END OF YEAR		106,029	162,686
ANALYSIS OF BALANCES OF CASH	現金及現金等價物結餘分析		
AND CASH EQUIVALENTS			
Cash and cash in bank	現金及銀行活期存款	106,029	98,712
Short-term deposits	短期存款	—	63,974
		106,029	162,686

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION

The Company is an exempted company incorporated in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands on 13 May 2015. The registered and correspondence office of the Company is located at the offices of Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 11 November 2016 (the "Listing").

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in the business of casual braised duck related food production, marketing and retailing ("Zhou Hei Ya Business") in the mainland of the People's Republic of China (the "PRC").

In the opinion of the directors of the Company (the "Directors"), the ultimate controlling shareholders of the Company are Mr. Zhou Fuyu and Ms. Tang Jianfang (together known as the "Controlling Shareholders").

In the opinion of the Directors, the ultimate holding company of the Company is Healthy Origin Holdings Limited, which is incorporated in the British Virgin Islands.

I. 公司及集團資料

本公司為於二零一五年五月十三日根據開曼群島公司法在開曼群島註冊成立的獲豁免有限公司。本公司的註冊辦事處位於Intertrust Corporate Services (Cayman) Limited的辦公室，通訊地址為190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands。本公司於二零一六年十一月十一日在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。

本公司為一間投資控股公司，本公司及其附屬公司(統稱「本集團」)主要在中華人民共和國(「中國」)內地從事鴨類休閒滷製品生產、營銷及零售業務(「周黑鴨業務」)。

本公司董事(「董事」)認為，本公司的最終控股股東為周富裕先生及唐建芳女士(統稱「控股股東」)。

董事認為，本公司的最終控股公司為健源控股有限公司，該公司於英屬處女群島註冊成立。

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
湖北世紀願景商貿有限公司 Hubei Shiji Yuanjing Commerce & Trade Co., Ltd. ("Hubei Shiji Yuanjing")	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
湖北世紀願景商貿有限公司 (「湖北世紀願景」)	中國/ 中國內地	人民幣 5 百萬元			食品零售
湖北周黑鴨食品工業園 有限公司 Hubei Zhou Hei Ya Foods Industrial Park Co., Ltd.	PRC/ Mainland China	RMB 62.5 million	—	100	Food manufacturing
湖北周黑鴨食品工業園 有限公司	中國/ 中國內地	人民幣 62.5 百萬元			食品生產
深圳市世紀發展商貿有限公司 Shenzhen Shiji Development Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
深圳市世紀發展商貿有限公司	中國/ 中國內地	人民幣 5 百萬元			食品零售

I. 公司及集團資料(續)

有關附屬公司之資料

本公司的主要附屬公司詳情如下：

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
上海周黑鴨食品有限公司 Shanghai Zhou Hei Ya Foods Co., Ltd.	PRC/ Mainland China	RMB 10 million	—	100	Food manufacturing
上海周黑鴨食品有限公司	中國/ 中國內地	人民幣10百萬元			食品生產
廣州市富馨祥核商貿有限公司 Guangzhou Fuxin Xianghe Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
廣州市富馨祥核商貿有限公司	中國/ 中國內地	人民幣5百萬元			食品零售
上海周黑鴨商貿有限公司 Shanghai Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
上海周黑鴨商貿有限公司	中國/ 中國內地	人民幣5百萬元			食品零售
湖南全富裕商貿有限公司 Hunan Quanfuyu Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
湖南全富裕商貿有限公司	中國/ 中國內地	人民幣5百萬元			食品零售

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
江西願景商貿有限公司 Jiangxi Yuanjing Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
江西願景商貿有限公司	中國/ 中國內地	人民幣5百萬元			食品零售
北京周黑鴨商貿有限公司 Beijing Zhou Hei Ya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
北京周黑鴨商貿有限公司	中國/ 中國內地	人民幣5百萬元			食品零售
湖北歡樂時刻電子商務有限公司 Hubei Huanle Shike E-commerce Co., Ltd.	PRC/ Mainland China	RMB 1 million	—	100	Online business
湖北歡樂時刻電子商務有限公司	中國/ 中國內地	人民幣1百萬元			網上業務
河南周黑鴨商貿有限公司 Henan Zhou Hei Ya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
河南周黑鴨商貿有限公司	中國/ 中國內地	人民幣5百萬元			食品零售

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
上海索墨實業有限公司 (Formerly known as “ 上海德威實業有限公司”) Shanghai Suo Lei Industrial Co., Ltd. (Formerly known as Shanghai Dewei Industrial Co., Ltd.)	PRC/ Mainland China	RMB 20 million	—	100	Property holdings
上海索墨實業有限公司 (原「上海德威實業有限公司」)	中國/ 中國內地	人民幣20百萬元			物業控股
廣東周黑鴨商貿有限公司 (Formerly known as “東莞鵬裕食品商貿有限公司”) Guangdong Zhou Hei Ya Commerce & Trade Co., Ltd. (Formerly known as Dongguan Pengyu Foods Commerce & Trade Co., Ltd.)	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
廣東周黑鴨商貿有限公司(「原 東莞鵬裕食品商貿有限公司」)	中國/ 中國內地	人民幣5百萬元			食品零售
天津周黑鴨商貿有限公司 Tianjin Zhou Hei Ya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 20.5 million	—	100	Food retailing
天津周黑鴨商貿有限公司	中國/ 中國內地	人民幣20.5百萬元			食品零售

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
浙江周黑鴨商貿有限公司 Zhejiang Zhou Hei Ya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 2.8 million	—	100	Food retailing
浙江周黑鴨商貿有限公司	中國/ 中國內地	人民幣 2.8 百萬元			食品零售
江蘇達仕客貿易有限公司 Jiangsu Dashike Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 2.6 million	—	100	Food retailing
江蘇達仕客貿易有限公司	中國/ 中國內地	人民幣 2.6 百萬元			食品零售
重慶周黑鴨食品有限公司 Chongqing Zhouheiya Foods Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food retailing
重慶周黑鴨食品有限公司	中國/ 中國內地	人民幣 5 百萬元			食品零售
周黑鴨控股(香港)有限公司 Zhou Hei Ya Holdings (Hong Kong) Limited	Hong Kong	HKD 1	—	100	Investment holding
周黑鴨控股(香港)有限公司	香港	1 港元			投資控股

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下:(續)

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
周黑鴨控股有限公司 Zhou Hei Ya Holdings Company Limited	British Virgin Islands	USD 5,000	100	—	Investment holding
周黑鴨控股有限公司	英屬處女群島	5,000 美元			投資控股
湖北周黑鴨管理有限公司 Hubei Zhou Hei Ya Management Co., Ltd.	PRC/ Mainland China	RMB 10 million	—	100	Investment holding
湖北周黑鴨管理有限公司	中國/ 中國內地	人民幣 10 百萬元			投資控股
湖北周黑鴨企業發展有限公司 Hubei Zhou Hei Ya Enterprise Development Co., Ltd.	PRC/ Mainland China	RMB 150 million	—	100	Investment holding
湖北周黑鴨企業發展有限公司	中國/ 中國內地	人民幣 150 百萬元			投資控股
廣東周黑鴨食品工業園有限公司 Guangdong Zhou Hei Ya Foods Industrial Park Co., Ltd.	PRC/ Mainland China	RMB 28.1 million	—	100	Food manufacturing
廣東周黑鴨食品工業園有限公司	中國/ 中國內地	人民幣 28.1 百萬元			食品生產

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

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財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
寧波世紀願景商貿有限公司 Ningbo Shiji Yuanjing Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 0.3 million	—	100	Foodretailing
寧波世紀願景商貿有限公司	中國/ 中國內地	人民幣0.3百萬元			食品零售
四川周黑鴨商貿有限公司 Sichuan Zhou Hei Ya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 0.3 million	—	100	Food retailing
四川周黑鴨商貿有限公司	中國/ 中國內地	人民幣0.3百萬元			食品零售
四川周黑鴨食品有限公司 Sichuan Zhouheiya Foods Co., Ltd.	PRC/ Mainland China	RMB 0.1 million	—	100	Food manufacturing
四川周黑鴨食品有限公司	中國/ 中國內地	人民幣0.1百萬元			食品生產
湖北周黑鴨網商有限公司 Hubei Zhou Hei Ya E-Commerce Co., Ltd.	PRC/ Mainland China	RMB 1 million	—	100	Online business
湖北周黑鴨網商有限公司	中國/ 中國內地	人民幣1百萬元			網上業務

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

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於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
江蘇周黑鴨食品工業園公司 Jiangsu Zhou Hei Ya Foods Industrial Park Co., Ltd.	PRC/ Mainland China	RMB 145 million	—	100	Food manufacturing
江蘇周黑鴨食品工業園公司	中國/ 中國內地	人民幣145百萬元			食品生產
河北周黑鴨食品工業園有限公司 Hebei Zhouheiya Foods Industrial Park Co., Ltd.	PRC/ Mainland China	RMB 50 million	—	100	Food manufacturing
河北周黑鴨食品工業園有限公司	中國/ 中國內地	人民幣50百萬元			食品生產
佛山市周黑鴨商貿有限公司 Foshan Zhou Hei Ya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 0.31 million	—	100	Food retailing
佛山市周黑鴨商貿有限公司	中國/ 中國內地	人民幣0.31百萬元			食品零售
潛江聚一蝦食品有限公司 Qianjiang Ju Yi Xia Foods Co.,Ltd.	PRC/ Mainland China	RMB 20 million	—	100	Food manufacturing
潛江聚一蝦食品有限公司	中國/ 中國內地	人民幣20百萬元			食品生產

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

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於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
湖北鴨酷科技有限公司 Hubei Ya Ku Technology Co., Ltd. 湖北鴨酷科技有限公司	PRC/ Mainland China 中國/ 中國內地	RMB 0.6 million 人民幣 0.6 百萬元	—	100	Research & development 研發
湖北伯裕物業管理有限公司 Hubei Bo Yu Property Management Co., Ltd. 湖北伯裕物業管理有限公司	PRC/ Mainland China 中國/ 中國內地	RMB 0.01 million 人民幣 0.01 百萬元	—	100	Property Management 物業管理
青島鵬裕周黑鴨食品有限公司 Qingdao Peng Yu Zhouheiya Foods Co., Ltd. 青島鵬裕周黑鴨食品有限公司	PRC/ Mainland China 中國/ 中國內地	RMB 1.3 million 人民幣 1.3 百萬元	—	100	Food retailing 食品零售
安徽世紀願景商貿有限公司 Anhui Shiji Yuanjing Commerce & Trade Co., Ltd. 安徽世紀願景商貿有限公司	PRC/ Mainland China 中國/ 中國內地	RMB Nil* 人民幣零元*	—	100	Food retailing 食品零售

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

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於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
惠州市周黑鴨商貿有限公司 Huizhou Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB 0.09 million	—	100	Food retailing
惠州市周黑鴨商貿有限公司	中國/ 中國內地	人民幣0.09百萬元			食品零售
山東周黑鴨商貿有限公司 Shandong Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB Nil*	—	100	Food retailing
山東周黑鴨商貿有限公司	中國/ 中國內地	人民幣零元*			食品零售
河北周黑鴨商貿有限公司 Hebei Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB Nil*	—	100	Food retailing
河北周黑鴨商貿有限公司	中國/ 中國內地	人民幣零元*			食品零售
湖北楚思方達投資有限公司 Hubei Chu Si Fang Da Investment Co., Ltd.	PRC/ Mainland China	RMB 0.1 million	—	100	Investment
湖北楚思方達投資有限公司	中國/ 中國內地	人民幣0.1百萬元			投資

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

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31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
廈門市周黑鴨商貿有限公司 Xiamen Zhou Hei Ya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB Nil*	—	100	Food retailing
廈門市周黑鴨商貿有限公司	中國/ 中國內地	人民幣零元*			食品零售
武漢稻味餐飲管理有限公司 Wuhan Daowei Catering Management Co., Ltd.	PRC/ Mainland China	RMB 0.05 million	—	100	Food retailing
武漢稻味餐飲管理有限公司	中國/ 中國內地	人民幣0.05百萬元			食品零售
湖北蝸居食品有限公司 Hubei Dwelling Foods Co., Ltd.	PRC/ Mainland China	RMB 5 million	—	100	Food manufacturing
湖北蝸居食品有限公司	中國/ 中國內地	人民幣5百萬元			食品生產

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

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財務報表附註

31 December 2018

於二零一八年十二月三十一日

I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
福建周黑鴨商貿有限公司 Fujian Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB Nil*	—	100	Food retailing
福建周黑鴨商貿有限公司	中國/ 中國內地	人民幣零元*			食品零售
西安周黑鴨商貿有限公司 Xi'an Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB Nil*	—	100	Food retailing
西安周黑鴨商貿有限公司	中國/ 中國內地	人民幣零元*			食品零售

* These subsidiaries were at early stage since their incorporation and hence their respective authorised share capital had not been paid up as of 31 December 2018.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group.

I. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司的主要附屬公司詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Nominal value of issued shares/ paid-in capital 已發行股份/ 實繳股本的面值	Percentage of equity interest attributable to the Company 本公司應佔股本 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
福建周黑鴨商貿有限公司 Fujian Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB Nil*	—	100	Food retailing
福建周黑鴨商貿有限公司	中國/ 中國內地	人民幣零元*			食品零售
西安周黑鴨商貿有限公司 Xi'an Zhouheiya Commerce & Trade Co., Ltd.	PRC/ Mainland China	RMB Nil*	—	100	Food retailing
西安周黑鴨商貿有限公司	中國/ 中國內地	人民幣零元*			食品零售

* 有關附屬公司自註冊成立以來處於初期階段，因此其各自法定股本於截至二零一八年十二月三十一日尚未支付。

董事認為上表所列本公司附屬公司為主要影響本集團年內業績或構成資產淨值主要部分者。

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財務報表附註

31 December 2018

於二零一八年十二月三十一日

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss and structured deposits which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

2.1 編製基準

財務報表已根據香港會計師公會(「香港會計師公會」)頒布的香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例的披露規定編製。財務報表乃根據歷史成本基準編製，惟按公平值計入損益之金融資產和按公平值計量之結構性存款則除外。除另有說明者外，財務報表以人民幣(「人民幣」)呈列，所有價值均已湊整至最接近千位(人民幣千元)。

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)於截至二零一八年十二月三十一日止年度的財務報表。附屬公司指本公司對其有直接或間接控制權的實體(包括結構性實體)。當本集團能通過其參與承擔或享有投資對象可變回報的風險或權利，並能夠向投資對象使用其權力影響該等回報(即現有權利可使本集團能於當時指揮投資對象的相關活動)，即代表本集團擁有投資對象的控制權。

當本公司直接或間接擁有少於投資對象過半數投票權或類似權利時，本集團於評估其是否對投資對象擁有權力時會考慮所有相關事實及情況，包括：

- (a) 與該投資對象其他投票權持有人的合約安排；
- (b) 根據其他合約安排享有的權利；及
- (c) 本集團的投票權及潛在投票權。

2.1 BASIS OF PREPARATION (Cont'd)

Basis of consolidation (Cont'd)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interest having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準(續)

綜合基準(續)

附屬公司的財務報表乃按與本公司的相同報告期間使用貫徹一致的會計政策編製。附屬公司的業績於本集團取得控制權的日期起綜合入賬，並將繼續綜合入賬直至不再擁有該控制權日期為止。

損益及其他全面收入各組成部分歸屬於本集團母公司擁有人及非控股權益，即使會引致非控股權益產生虧絀結餘。所有集團內公司間資產及負債、股權、收入、開支及所有與本集團成員公司間交易有關的現金流均於綜合時悉數對銷。

倘事實及情況顯示上述三項控制元素出現一項或多項變動，則本集團須評估其是否控制投資對象。附屬公司所有權權益變動(並無失去控制權)入賬列作股權交易。

倘本集團失去附屬公司的控制權，則其會終止確認(i)該附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值及(iii)於股權中入賬的累計匯兌差額；及確認(i)已收代價的公平值，(ii)任何保留投資的公平值及(iii)損益內所產生的任何盈餘或虧絀。本集團先前於其他全面收入確認的分佔部分重新分類為損益或保留溢利(如適用)，倘本集團已直接出售相關資產或負債則須以同一基準確認。

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31 December 2018

於二零一八年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>	香港財務報告準則第2號的修訂
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>	香港財務報告準則第4號的修訂
HKFRS 9	<i>Financial Instruments</i>	香港財務報告準則第9號
HKFRS 15	<i>Revenue from Contracts with Customers</i>	香港財務報告準則第15號
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>	香港財務報告準則第15號的修訂
Amendments to HKAS 40	<i>Transfers of Investment Property</i>	香港會計準則第40號的修訂
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i>	香港(國際財務報告詮釋委員會)－詮釋第22號
<i>Annual Improvements 2014-2016 Cycle</i>	Amendments to HKFRS 1 and HKAS 28	二零一四年至二零一六年週期之年度改進

2.2 會計政策及披露變動

本集團於本年度財務報表中首次應用下列新訂及經修訂香港財務報告準則。

以股份支付交易的分類及計量
與香港財務報告準則第9號「金融工具」一併應用香港財務報告準則第4號「保險合約」金融工具
來自客戶合約的收益
澄清香港財務報告準則第15號來自客戶合約的收益
轉讓投資物業
外幣交易及墊付代價
香港財務報告準則第1號及香港會計準則第28號之修訂

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

Except for the Amendments to HKFRS 4 and *Annual Improvements 2014-2016 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

- (a) Amendments to HKFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The amendments have had no impact on the financial position or performance of the Group as the Group does not have any cash-settled share-based payment transactions and has no share-based payment transactions with net settlement features for withholding tax.

2.2 會計政策及披露變動(續)

除香港財務報告準則第4號修訂本及二零一四年至二零一六年週期之年度改進與編製本集團財務報表無關外，有關新訂及經修訂之香港財務報告準則的性質及影響描述如下：

- (a) 香港財務報告準則第2號修訂本闡明三個主要方面：可行權條件對以現金結算的股份支付交易計量的影響；為了滿足員工與股份支付相關的納稅義務，以扣繳一定數額後淨額結算的股份支付的分類；及對股份支付交易的條款和條件的修改使交易的分類從現金結算改為以權益結算時的會計處理。修訂澄清在衡量權益結算的股份支付時，用於考慮行權條件的方法也適用於現金結算的股份支付。修訂引入了一項例外情況，當滿足一定條件下，為了滿足員工與股份支付相關的納稅義務，以扣繳一定數額後淨額結算的股份支付整體分類為權益結算的股份支付交易。此外，修訂還明確了如果現金結算的股份支付交易的條款和條件發生變更，成為權益結算的股份支付交易，則該交易自變更日起計入權益結算的股份支付。該修訂對本集團的財務狀況或業績均無影響，因為本集團並無以現金結算的股份支付交易，亦無任何以扣繳稅款後淨額結算的股份支付交易。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

- (b) HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

With the exception of hedge accounting, which the Group has applied, the Group has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

Classification and measurement

The following information sets out the impacts of adopting HKFRS 9 on the statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

2.2 會計政策及披露變動(續)

- (b) 香港財務報告準則第9號金融工具於二零一八年一月一日或之後開始之年度期間取代香港會計準則第39號金融工具：確認及計量，綜合了金融工具核算的所有三個方面：分類和計量、減值和套期會計。

除了本集團已採用套期會計法，本集團對二零一八年一月一日適用的期初權益餘額確認了過渡調整。因此，並無重列比較資料且繼續根據香港會計準則第39號呈報。

分類和計量

以下資料列明採用香港財務報告準則第9號對財務狀況的影響，包括香港財務報告準則第9號的預期信貸虧損（「預期信貸虧損」）替代香港會計準則第39號的已發生信貸虧損的影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

(b) (Cont'd)

Classification and measurement (Cont'd)

A reconciliation between the carrying amounts of financial instruments under HKAS 39 and the balances reported under HKFRS 9 as at 1 January 2018 is as follows:

		HKAS 39 measurement 按香港會計準則第39號計量					HKFRS 9 measurement 按香港財務報告準則第9號計量			
		Notes 附註	Category 分類	Amount 金額	Re-classification 重新分類	ECL 預期信貸虧損	Other 其他	Amount 金額	Category 分類	
Financial assets	金融資產									
Structured deposits	結構性存款		N/A 不適用	—	962,000	—	—	962,000	FVPL ¹	
From:	來自:									
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他 應收款項及其他 資產的金融資產	(i)	L&R ²	962,000	(962,000)	—	—	—	AC ³	
Financial assets at fair value through profit or loss	按公平值計入損益 的金融資產		N/A 不適用	—	30,000	—	—	30,000	FVPL	
From:	來自:									
Available-for-sale investments	可供出售投資	(ii)	AFS ⁴	30,000	(30,000)	—	—	—	N/A 不適用	

- 1 FVPL: Financial assets at fair value through profit or loss
- 2 L&R: Loans and receivables
- 3 AC: Financial assets or financial liabilities at amortised cost
- 4 AFS: Available-for-sale investments

2.2 會計政策及披露變動(續)

(b) (續)

分類和計量(續)

於二零一八年一月一日，根據香港會計準則第39號所呈報的金融工具賬面值與根據香港財務報告準則第9號所呈報的結餘之對賬如下：

- 1 FVPL：按公平值計入損益的金融資產
- 2 L&R：貸款及應收款項
- 3 AC：按攤銷成本計量的金融資產或金融負債
- 4 AFS：可供出售投資

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

(b) (Cont'd)

Classification and measurement (Cont'd)

Notes:

- (i) The Group has classified its structured deposits included in prepayments, other receivables and other assets as structured deposits measured at fair value through profit or loss as these structured deposits did not pass the contractual cash flow characteristics test in HKFRS 9.
- (ii) The Group has classified its available-for-sale investments as financial assets measured at fair value through profit or loss as these investments did not pass the contractual cash flow characteristics test in HKFRS 9.

Impairment

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for impairment loss for financial assets by replacing HKAS 39's incurred approach with a forward-looking expected credit loss (ECL) approach. HKFRS 9 requires the Group to recognise an allowance for ECLs for all debt instruments not held at fair value through profit or loss and contract assets. The adoption of the ECL approach requirements of HKFRS 9 has had no impact on the Group's financial statements.

2.2 會計政策及披露變動(續)

(b) (續)

分類和計量(續)

附註：

- (i) 本集團已將計入預付款項、其他應收款項及其他資產的結構性存款分類為按公平值計入損益計量的結構性存款，是由於該等結構性存款並無通過香港財務報告準則第9號中的合約現金流量特徵測試。
- (ii) 本集團已將其可供出售投資分類為按公平值計入損益計量的金融資產，是由於該等投資並無通過香港財務報告準則第9號中的合約現金流量特徵測試。

減值

香港財務報告準則第9號透過以前瞻性預期信貸虧損(預期信貸虧損)法取代香港會計準則第39號之產生虧損法，故採納香港財務報告準則第9號已基本上改變本集團金融資產減值虧損的會計處理。香港財務報告準則第9號規定本集團須就所有並非按公平值計入損益列賬持有的債務工具及合約資產確認預期信貸虧損撥備。採納香港財務報告準則第9號規定的預期信貸虧損法對本集團的財務報表並無影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

- (c) HKFRS 15 and its amendments replace HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in note 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 January 2018. The adoption of HKFRS 15 has had no impact on the Group's financial statements.

2.2 會計政策及披露變動(續)

- (c) 香港財務報告準則第15號及其修訂取代香港會計準則第11號建築合約、香港會計準則第18號收益及相關詮釋，且(除少數例外情況外)其應用於客戶合約產生之所有收益。香港財務報告準則第15號就來自客戶合約的收益入賬確立一個新五步模式。根據香港財務報告準則第15號，收益按能反映實體預期就向客戶轉讓貨物或服務而有權在交換中獲取之代價金額進行確認。香港財務報告準則第15號的原則為就計量及確認收益提供更為結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額、關於履行責任、不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。有關披露載於財務報表附註5。由於應用香港財務報告準則第15號，本集團已於財務報表變更有關附註2.4收益確認的會計政策。

本集團以修訂式追溯應用法採納香港財務報告準則第15號。根據此方法，該項準則適用於初始應用日期的所有合約或僅適用於當日尚未完成的合約。本集團選擇將該項準則應用於二零一八年一月一日尚未完成的合約。採納香港財務報告準則第15號對本集團的財務報表並無影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

- (d) Amendments to HKAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no impact on the financial position or performance of the Group.
- (e) HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

2.2 會計政策及披露變動(續)

- (d) 香港會計準則第40號的修訂澄清了實體應將物業(包括在建或發展中物業)轉入或轉出投資物業的時間。該等修訂指明，物業用途只於該物業符合或不再符合投資物業之定義且有證據證明用途發生變動時才會發生變動。僅憑管理層對物業用途之意向改變不足以證明其用途有所變動。該等修訂並無對本集團的財務狀況或表現產生任何影響。
- (e) 香港(國際財務報告詮釋委員會)一詮釋第22號為實體以外幣收取或支付預付代價及確認非貨幣資產或負債的情況下，在應用香港會計準則第21號時，應如何釐定交易日期提供指引。該詮釋釐清，就釐定於初步確認有關資產、開支或收入(或其中部分)所用的匯率時，交易日期為實體初步確認因支付或收取預付代價而產生的非貨幣資產(如預付款項)或非貨幣負債(如遞延收入)之日。倘確認有關項目前存在多筆預付款或預收款，實體須就每筆預付代價款或收取預付代價款釐定交易日期。該詮釋並無對本集團的財務報表造成任何影響，原因為本集團為釐定非貨幣資產或非貨幣負債初步確認而應用的匯率的會計政策與該詮釋所提供的指引一致。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ²	香港財務報告準則第3號的修訂本	業務的定義 ²
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> ¹	香港財務報告準則第9號的修訂本	具有負補償的預付款項特性 ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴	香港財務報告準則第10號及香港會計準則第28號的修訂本 (二零一一年)	投資者與其聯營公司或合營企業之間資產出售或注資 ⁴
HKFRS 16	<i>Leases</i> ¹	香港財務報告準則第16號	租賃 ¹
HKFRS 17	<i>Insurance Contracts</i> ³	香港財務報告準則第17號	保險合約 ³
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ²	香港會計準則第1號及香港會計準則第8號的修訂本	重大的定義 ²
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i> ¹	香港會計準則第19號的修訂本	計劃修訂、縮減或結算 ¹
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> ¹	香港會計準則第28號的修訂本	聯營公司及合營企業的長期權益 ¹
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> ²	香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅待遇的不確定性 ²
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ¹	二零一五年至二零一七年週期的年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號的修訂本 ¹

¹ Effective for annual periods beginning on or after 1 January 2019

² Effective for annual periods beginning on or after 1 January 2020

³ Effective for annual periods beginning on or after 1 January 2021

⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但未生效的香港財務報告準則

本集團並未在該等財務報表中應用下列已頒佈但未生效的新訂及經修訂香港財務報告準則。

¹ 於二零一九年一月一日或之後開始的年度期間生效

² 於二零二零年一月一日或之後開始的年度期間生效

³ 於二零二一年一月一日或之後開始的年度期間生效

⁴ 尚未釐定強制生效日期，但可供採用

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

2.3 已頒佈但未生效的香港財務報告準則(續)

有關預期適用於本集團的香港財務報告準則的進一步資料描述如下。

香港財務報告準則第3號的修訂本釐清並提供有關業務的定義的額外指引。該修訂本釐清，就一系列將被視為業務的綜合活動及資產而言，其至少包括可對創造產出能力有重大貢獻的投入及實質性進程。一項業務可不包括用於創造產出的所有投入及進程。該修訂本取消了對市場參與者是否有能力獲得業務並繼續產生產出的評估。相反，著力於評估已獲得投入及已獲得實質性進程是否共同對創造產出的能力作出重大貢獻。該修訂本亦縮小了收益的定義，重點關注向客戶提供的貨品或服務、投資收入或普通活動的其他收入。此外，修訂本提供指導，以評估已獲得進程是否屬實質性，並引入可選公平值集中測試，以便簡單評估所獲得的一系列活動及資產是否歸屬於業務。本集團預期即將自二零二零年一月一日起採用該等修訂本。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但未生效的香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂本針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營公司或合營企業之間資產出售或注資兩者規定之不一致情況。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂將於未來應用。香港會計師公會已於二零一六年一月剔除香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂本的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而，該等修訂現時可供採納。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

HKFRS 16 replaces HKAS 17 Leases, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases - Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach.

2.3 已頒佈但未生效的香港財務報告準則(續)

香港財務報告準則第16號取代香港會計準則第17號「租賃」、香港(國際財務報告詮釋委員會)－詮釋第4號「釐定安排是否包括租賃」、香港(準則詮釋委員會)－詮釋第15號「經營租賃－優惠」及香港(準則詮釋委員會)－詮釋第27號「評估涉及租賃法律形式交易的內容」。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項可選擇確認豁免－低價值資產租賃及短期租賃。於租賃開始日期，承租人會將於租賃期內作出的租賃付款確認為負債(即租賃負債)及將代表於租賃期內使用相關資產的權利確認為資產(即使用權資產)。除非使用權資產符合香港會計準則第40號投資物業的定義，或者與應用重估模型的物業、廠房及設備類別有關，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及使用權資產的折舊開支。承租人亦將須於發生若干事件時重新計量租賃負債，例如因租賃期變更及用於釐定未來租賃付款的指數或比率變更而引致該等付款變更。承租人一般將重新計量租賃負債的數額確認為使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理。出租人將繼續使用與香港會計準則第17號相同的分類原則將所有租賃分類，並將之分為經營租賃及融資租賃。香港財務報告準則第16號規定承租人及出租人作出比根據香港會計準則第17號更廣泛的披露。承租人可選擇利用全面追溯或經修改追溯方法應用該準則。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

The Group will adopt HKFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. The Group has estimated approximately that right-of-use assets of RMB480,000,000 and lease liabilities of RMB480,000,000 will be recognised at 1 January 2019.

2.3 已頒佈但未生效的香港財務報告準則(續)

本集團將由二零一九年一月一日起採用香港財務報告準則第16號。本集團計劃採用香港財務報告準則第16號中的過渡條文，以將初始採用的累積影響確認為對保留盈利於二零一九年一月一日年初餘額的調整，且不會重列比較數字。此外，本集團計劃對過往應用香港會計準則第17號時識別為租賃的合約應用新規定，並按餘下租賃付款的現值(利用初始應用當日的本集團遞增借貸利率貼現)計量租賃負債。使用權資產將按租賃負債的金額計量，並按緊接初始應用日期前有關於財務狀況表確認的租賃的任何預付或應計租賃付款金額調整。本集團計劃就租期將於初始應用日期起計12個月內終結的租賃合約，使用有關準則所允許之豁免。於二零一八年，本集團已對採用香港財務報告準則第16號的影響進行詳細評估。本集團已概約估計於二零一九年一月一日確認使用權資產人民幣480,000,000元及租賃負債人民幣480,000,000元。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

2.3 已頒佈但未生效的香港財務報告準則(續)

香港會計準則第1號及香港會計準則第8號的修訂本為重大提供一個新的定義。新定義訂明，倘資料遺漏、失實或模糊不清，而可能合理預期影響一般用途財務報表的主要使用者按該等財務報表作出的決定，則資料屬重大。該等修訂本釐清，重要性將視乎資料的性質或量級而定。資料失實如可能合理預期影響主要使用者作出的決定，則屬重大。本集團預期即將自二零二零年一月一日起採用該等修訂本。該等修訂本預期不會對本集團的財務報表造成任何重大影響。

香港會計準則第28號的修訂本澄清香港財務報告準則第9號的範圍豁免僅包括應用權益法的聯營公司或合營企業之權益，且不包括實質上構成聯營公司或合營企業投資淨額一部分的長期權益(其中尚未實施權益法)。因此，計算此類長期利益時，實體應用香港財務報告準則第9號(包括香港財務報告準則第9號下的減值要求)而非香港會計準則第28號。只有在確認聯營公司或合營企業的虧損及聯營公司或合營企業淨投資減值的情況下，香港會計準則第28號才應用於淨投資(包括長期權益)。本集團預期於二零一九年一月一日採納該等修訂，並使用修訂本的過渡性規定，根據二零一九年一月一日所存在的事實及情況評估其業務模式以符合該等長期利益。本集團亦有意於採納該等修訂後，採用前期重列比較資料的寬免。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

2.3 已頒佈但未生效的香港財務報告準則(續)

香港(國際財務報告詮釋委員會)－詮釋第二十三號處理於稅項處理方法涉及影響應用香港會計準則第12號的不確定性(普遍稱為「不確定稅務狀況」)時，所得稅(即期及遞延)的入賬方法。該項詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅，亦無具體包括與不確定稅項處理方法相關的權益及處罰的規定。該項詮釋具體處理(i)實體是否單獨考慮不確定稅項處理方法；(ii)實體對稅務機關審視稅項處理方法時作出的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況變動。該項詮釋將須追溯應用，方式為全面追溯而無須採用事後確認，又或追溯但附帶累計應用影響作為對初始應用日期的期初權益的調整，而不重列比較資料。本集團預期由二零一九年一月一日起採用該項詮釋。該項詮釋預期不會對本集團的財務報表構成任何重大影響。

2.4 重大會計政策概要

於聯營公司及合營企業之投資

聯營公司為本集團擁有當中一般不少於20%權益表決權的長期權益且藉此可對其發揮重大影響力的實體。重大影響力為參與被投資公司財務及經營決策的權力，惟對該等政策並無控制或共同控制權。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments in associates and joint ventures (Cont'd)

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.4 重大會計政策概要(續)

於聯營公司及合營企業之投資(續)

合營企業為一項共同安排，據此，對共同安排擁有共同控制權之訂約方均有權享有合營企業的資產淨值。共同控制是指按照合約協定對某項安排共享控制權，其僅在相關活動決策必須獲共享控制權的人士一致同意方始存在。

本集團於聯營公司及合營企業的投資根據權益會計法按本集團應佔淨資產減任何減值虧損，於綜合財務狀況表列賬。

本集團應佔聯營公司及合營企業收購後業績及其他全面收入分別計入綜合損益表及綜合其他全面收入。此外，當變動直接於聯營公司或合營企業的權益確認時，本集團會於綜合權益變動表確認其應佔的任何變動(如適用)。本集團與其聯營公司進行交易所產生的未變現損益以本集團於聯營公司或合營企業的投資為限對銷，惟未變現虧損提供證據證明已轉讓資產減值則作別論。收購聯營公司或合營企業產生的商譽計入本集團於聯營公司或合營企業的投資一部分。

倘於聯營公司之投資成為於合營企業之投資(反之亦然)，則保留權益不會重新計量，而是有關投資將繼續使用權益會計法入賬。在所有其他情況下，在失去聯營公司之重大影響力或失去合營企業之共同控制權時，本集團會按公平值計量並確認任何保留投資。於失去重大影響力或失去共同控制權時聯營公司或合營企業之賬面值與保留投資及出售所得款項之公平值間之差額於損益確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments in associates and joint ventures (Cont'd)

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

Fair value measurement

The Group measures its investments in wealth management products at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 重大會計政策概要(續)

於聯營公司及合營企業之投資(續)

當於聯營公司或合營企業的投資分類為持作出售時，該投資將根據香港財務報告準則第5號「持作出售非流動資產及終止經營」入賬。

公平值計量

本集團於各報告期末按公平值計量其理財產品投資。公平值為於計量日期市場參與者間進行的有序交易中，就出售資產所收取或轉讓負債支付的價格。公平值計量乃基於假設出售資產或轉讓負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價時所採用的假設計量，並假設市場參與者乃依照其最佳經濟利益行事。

非金融資產的公平值計量會考慮市場參與者通過以最大限度使用該資產達致最佳用途，或通過將資產售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值技術，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Fair value measurement (Cont'd)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 重大會計政策概要(續)

公平值計量(續)

於財務報表計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低層輸入數據按下述公平值層級進行分類：

- 第一級 – 基於相同資產或負債在活躍市場的報價(未經調整)
- 第二級 – 基於可直接或間接觀察對公平值計量而言屬重大的最低層輸入數據的估值技術
- 第三級 – 基於無法觀察對公平值計量而言屬重大的最低層輸入數據的估值技術

就經常於財務報表確認的資產及負債而言，本集團於各報告期末根據與整體公平值計量而言屬重大的最低層輸入數據重新評估分類，釐定是否存在不同層級間轉移。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 重大會計政策概要(續)

非金融資產減值

倘出現減值跡象，或需要對資產進行年度減值測試(存貨、遞延稅項資產及金融資產除外)，則估計資產的可收回金額。資產的可收回金額乃資產或現金產生單位的使用價值與其公平值扣除出售成本兩者中較高者，並就個別資產釐定，除非該資產並無產生大致上獨立於其他資產或資產組別的現金流入，在此情況下，則就資產所屬的現金產生單位釐定可收回數額。

減值虧損僅於資產賬面值超過其可收回數額時確認。在評估使用價值時，估計日後現金流量乃按除稅前貼現率計算其現值，該貼現率反映目前市場對貨幣時間值的評估及該資產的特定風險。減值虧損乃在其產生期間自損益中扣除，並計入與減值資產的功能一致的有關費用類別內。

於各報告期末會評估有否任何跡象顯示先前所確認的減值虧損已不存在或可能減少。倘出現此等跡象，則會估計可收回數額。當用以釐定資產可收回數額的估計有變動時，方會撥回該資產先前確認的減值虧損(不包括商譽)，惟撥回的該等數額不可超過於過往年度倘並無就該項資產確認減值虧損而應有的賬面值(扣除任何折舊／攤銷)。撥回的減值虧損乃於產生期間計入損益，除非資產按重估金額列賬，在此情況下，減值虧損的撥回根據相關會計政策就該重估資產入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);

2.4 重大會計政策概要(續)

關連人士

任何人士倘符合以下情況即屬本集團的關連人士：

- (a) 有關人士為下述人士或身為下述人士的直系親屬：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員；

或

- (b) 有關人士為適用任何以下條件的實體：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 該實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營或合營公司；
 - (iii) 該實體與本集團為同一第三方的合營公司；
 - (iv) 該實體為某第三方的合營公司，而另一實體為該第三方的聯營公司；
 - (v) 該實體為本集團或屬本集團關聯方的實體的僱員福利的離職後福利計劃；
 - (vi) 該實體為(a)所述人士控制或共同控制；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Related parties (Cont'd)

(b) (Cont'd)

(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); and

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

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 重大會計政策概要(續)

關連人士(續)

(b) (續)

(vii) 於(a)(i)所述人士對該實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員；及

(viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

物業、廠房及設備以及折舊

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損列示。物業、廠房及設備項目的成本包括購買價及將該資產安置為使用狀態及地點作擬定用途所直接產生的成本。

物業、廠房及設備項目投入使用後產生的開支(如維修及保養)通常於產生期間自損益扣除。在符合確認標準的情況下,重大檢修開支按該資產的賬面值撥作資本作為重置。倘物業、廠房及設備的重要部分須定期更換,本集團將有關部分確認為具有特定可使用年限的個別資產,並因此對其進行折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment and depreciation (Cont'd)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	3.2% to 33.3%
Plant and machinery	9.5% to 31.7%
Operating tools	9.5% to 40.7%
Motor vehicles	19.0%
Office equipment	9.5% to 31.7%
Leasehold improvements	10.0% to 33.3%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 重大會計政策概要(續)

物業、廠房及設備以及折舊(續)

折舊按直線法於估計可使用年限內將物業、廠房及設備各項目的成本撇減至其剩餘價值計算。就此而言使用的主要年度比率如下：

樓宇	3.2%至33.3%
廠房及機器	9.5%至31.7%
運營工具	9.5%至40.7%
汽車	19.0%
辦公設備	9.5%至31.7%
租賃裝修	10.0%至33.3%

倘物業、廠房及設備項目各部分的可使用年限不同，則該項目的成本在各部分間合理分配，各部分單獨進行折舊。剩餘價值、可使用年限及折舊方法至少須在各財政年度末作出審閱及調整(倘適合)。

初始確認的物業、廠房及設備項目(包括任何重大部分)於出售時或其使用或出售預計將不會產生任何未來經濟利益時終止確認。於資產終止確認年度的損益表確認的出售或報廢損益為出售所得款項淨額與相關資產的賬面值之間的差額。

在建工程指在建樓宇，按成本減任何減值虧損列示，不進行折舊。成本包括直接建造成本及建造期間相關借款的資本化借貸成本。在建工程於完成並可使用時重新分類為適當類別的物業、廠房及設備。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Software

Purchased software is stated at cost less any impairment losses and amortised on the straight-line basis over its estimated useful life of 3 to 10 years.

Trademark

Purchased trademark is stated at cost less any impairment losses with indefinite useful lives.

Patents

Purchased patents are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 3 to 10 years.

2.4 重大會計政策概要(續)

無形資產(商譽除外)

無形資產於取得時按成本初步確認進行計量。於業務合併時取得的無形資產成本為收購日期的公平值。無形資產被評定為有確定及不確定使用年期。有確定使用年期的無形資產隨後在經濟可使用年期内攤銷並對有跡象顯示可能會減值的無形資產進行減值評估。有確定使用年期的無形資產的攤銷期間及攤銷方法至少需於每個財政年度末進行審閱。

無固定年期的無形資產將每年個別地或於現金產生單位層面進行減值測試。該等無形資產不進行攤銷。無固定年期的無形資產須每年評估其可使用年期，以確定無固定年期的評估是否依然可行。否則，可使用年期的評估從無固定年期變更為有固定年期，將採用未來適用法進行會計處理。

軟件

所購入軟件按成本減任何減值虧損列賬，並按直線基準於其3至10年的估計可使用年期内攤銷。

商標

所購入商標按成本減任何減值虧損列賬，具有無限可使用年期。

專利

所購入專利按成本減任何減值虧損列賬，並按直線基準於其3至10年的估計可使用年期内攤銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

2.4 重大會計政策概要(續)

租賃

資產所有權的絕大部分回報及風險仍歸出租人所有的租賃均列為經營租賃。倘本集團為出租人，則其按經營租賃出租的資產均列為非流動資產，經營租賃下的應收租金於租期內按直線法計入損益。倘本集團為承租人，經營租賃的應付租金(扣除從出租人所收取的任何優惠)於租期內按直線法於損益中扣除。

經營租賃的預付土地租賃款項初始按成本列賬，其後則於租期內按直線法確認。

投資及其他金融資產(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)

初始確認及計量

金融資產於初步確認時分類，其後按攤銷成本、按公平值計入其他全面收入及按公平值計入損益計量。

金融資產於初始確認時的分類取決於金融資產的合約現金流特點及本集團管理該等金融資產的業務模型。除並無重大融資組成部分或本集團已就其應用可行權宜方法(不調整重大融資組成部分的影響)的貿易應收款項外，本集團初始按公平值加上(倘屬並非按公平值計入損益的金融資產)交易成本計量金融資產。並無重大融資組成部分或本集團已就其應用可行權宜方法的貿易應收款項按照下文「收益確認(自二零一八年一月一日起適用)」所載的政策根據香港財務報告準則第15號釐定的交易價格計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

Initial recognition and measurement (Cont'd)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

2.4 重大會計政策概要(續)

投資及其他金融資產（自二零一八年一月一日起適用的香港財務報告準則第9號下的政策）(續)

初始確認及計量(續)

為使金融資產按攤銷成本或按公平值計入其他全面收入分類及計量，需產生就未償還本金的純粹本息付款（「純粹本息付款」）的現金流。

本集團管理金融資產的業務模型指本集團如何管理其金融資產以產生現金流。業務模型確定現金流是否來自收集合約現金流、出售金融資產，或兩者兼有。

金融資產的所有常規買賣乃於交易日（即本集團承諾購買或出售該資產的日期）確認。常規買賣為於市場規例或慣例普遍確立的期間內交付資產的金融資產買賣。

後續計量

金融資產的後續計量視乎其以下分類而定：

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 重大會計政策概要(續)

投資及其他金融資產（自二零一八年一月一日起適用的香港財務報告準則第9號下的政策）（續）

按攤銷成本計量的金融資產（債務工具）

如同時符合以下條件，則本集團按攤銷成本計量金融資產：

- 該金融資產於一個旨在通過持有金融資產收取合約現金流的業務模型內持有。
- 該金融資產的合約條款於特定日期產生現金流，而有關現金流乃純粹支付未償還本金的本金及利息。

按攤銷成本計量的金額資產其後以實際利息法計量，可作減值。資產終止確認、作出修改或減值時，於損益表確認收益及虧損。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

Financial assets at fair value through other comprehensive income (debt instruments)

The Group measures debt investments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

2.4 重大會計政策概要(續)

投資及其他金融資產(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)(續)

按公平值計入其他全面收入的金融資產(債務工具)

如同時符合以下條件，則本集團按公平值計入其他全面收入計量債務投資：

- 該金融資產於一個旨在同時收取合約現金流及銷售的業務模型內持有。
- 該金融資產的合約條款於特定日期產生現金流，而有關現金流乃純粹支付未償還本金及利息。

就按公平值計入其他全面收入的債務投資而言，利息收入、外匯重估及減值虧損或撥回均於損益表確認及以與按攤銷成本計量的金融資產相同的方式計算。餘下公平值變動於其他全面收入確認。終止確認後，於其他全面收入確認的累計公平值變動不能被重分類到損益表中。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2.4 重大會計政策概要(續)

投資及其他金融資產(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)(續)

指定為按公平值計入其他全面收入的金融資產(股本投資)

於初始確認時，本集團可以不可撤回地選擇，把其股本投資分類為指定按公平值計入其他全面收入之股本投資，如有關股本投資符合香港會計準則第32號「金融工具：呈報」下有關權益之定義，且並非持作買賣用途。分類乃按每個工具逐一釐定。

此等金融資產之盈虧不會結轉至損益表。股息將於確立支付權後，以及與股息相關之經濟利益將流入本集團，且能可靠地計量股息金額時，在損益表中確認為其他收入，惟如本集團獲得有關所得款項利益作為金融資產之部份收回成本則除外。在此情況下，有關收益會入賬其他全面收入。指定按公平值計入其他全面收入之股本投資毋須進行減值評估。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 重大會計政策概要(續)

投資及其他金融資產(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)(續)

按公平值計入損益之金融資產

按公平值計入損益之金融資產包括持作買賣之金融資產、於初步確認時指定按公平值計入損益之金融資產或強制規定須按公平值計量之金融資產。倘收購金融資產旨在於短期內出售或購回，則有關金融資產將分類為持作買賣類別。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣類別，惟如有關衍生工具被指定為有效對沖工具則除外。現金流量純粹為本金及利息付款之金融資產均分類為按公平值計入損益類別及按公平值計入損益計量(不論業務模式)。儘管有上述債務工具按攤銷成本或按公平值計入其他全面收入分類之準則，但於初步確認時，債務工具仍可指定為按公平值計入損益，如此舉能夠消除或顯著減少會計錯配。

按公平值計入損益之金融資產於財務狀況表中按公平值列賬，而公平值變動淨額則於損益表中確認。

該類別包括本集團並無不可撤回地選擇按公平值計入其他全面收入進行分類的衍生工具及股本投資。當確立支付權、與股息相關的經濟利益可能流入本集團及股息金額能夠可靠計量時，分類為按公平值計入損益之金融資產的股本投資的股息亦於損益表中確認為其他收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables and available-for-sale financial investments. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

2.4 重大會計政策概要(續)

投資及其他金融資產(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)(續)

按公平值計入損益之金融資產(續)

當嵌入混合合約(包含金融負債或非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險;具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義;且混合合約並非按公平值計入損益計量時,該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量,且公平值變動於損益表確認。僅當合約條款出現變動,大幅改變其他情況下所需現金流量時;或當原分類至按公平值計入損益的金融資產獲重新分類時,方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計入損益的金融資產。

投資及其他金融資產(自二零一八年一月一日前適用的香港會計準則第39號下的政策)

初始確認及計量

金融資產於初始確認時分類為貸款及應收款項以及可供出售金融投資。金融資產於初始確認時按公平值加上購入金融資產直接應佔的交易成本計量,惟以公平值計入損益的金融資產則除外。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (Cont'd)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in profit or loss. The loss arising from impairment is recognised in profit or loss in finance costs for loans and in other expenses for receivables.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

2.4 重大會計政策概要(續)

投資及其他金融資產(自二零一八年一月一日起適用的香港會計準則第39號下的政策)(續)

後續計量

金融資產的後續計量視乎其以下分類而定：

貸款及應收款項

貸款及應收款項指有固定或可確定付款(在活躍市場並無報價)的非衍生金融資產。初始計量後，該等資產隨後採用實際利率法以攤銷成本減任何減值撥備計量。計算攤銷成本時，計及收購產生的任何折讓或溢價，並計入作為實際利率不可或缺部分的費用或成本。實際利率攤銷計入損益的其他收入及收益。減值產生的虧損於損益中確認為貸款的融資成本及應收款項的其他開支。

可供出售金融投資

可供出售金融投資指非上市股權投資中的非衍生金融資產。既非分類為持作買賣亦非指定為按公平值計入損益的股權投資分類為可供出售。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (Cont'd)

Available-for-sale financial investments (Cont'd)

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in profit or loss as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

2.4 重大會計政策概要(續)

投資及其他金融資產(自二零一八年一月一日前適用的香港會計準則第39號下的政策)(續)

可供出售金融投資(續)

初始確認後，可供出售金融投資以公平值作後續計量，未變現收益或虧損於可供出售投資重估儲備確認為其他全面收入，直至終止確認投資(此時累計收益或虧損於損益表確認為其他收入)或直至釐定投資已減值(此時累計收益或虧損自可供出售投資重估儲備重新分類至損益表的其他收益或虧損)。持有可供出售金融投資所賺取的利息及股息根據下文「收益確認(自二零一八年一月一日前適用)」所載政策，分別呈報為利息收入及股息收入，並於損益表確認為其他收入。

當非上市股權投資的公平值由於(a)合理公平值估計範圍的變化對該投資而言屬重大或(b)上述範圍內各種估計的機率難以合理評估及用於估計公平值，而無法可靠計量時，該等投資以成本減任何減值虧損列賬。

本集團評估近期是否仍有適當能力及意向出售可供出售金融資產。當在少數情況下本集團由於市場不活躍而無法買賣該等金融資產時，倘管理層有能力及意向在可見將來持有該等資產或持有至到期，本集團可選擇重新分類該等金融資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 重大會計政策概要(續)

終止確認金融資產(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策及自二零一八年一月一日前適用的香港會計準則第39號下的政策)金融資產(或(如適用)一項金融資產之一部分或一組類似金融資產之一部分)主要在下列情況下將終止確認(即自本集團綜合財務狀況表移除):

- 收取該項資產所得現金流量的權利已經屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量的權利,或根據一項「轉付」安排,在沒有嚴重推遲的情況下,已承擔全數支付已收現金流量的義務;且(a)本集團已轉讓該項資產的絕大部分風險及回報,或(b)本集團並未轉讓或保留該項資產絕大部分風險及回報,但已轉讓該項資產的控制權。

若本集團已轉讓其收取資產所得現金流量的權利或已達成轉付安排,則評估其是否保留該資產所有權的風險及回報及其程度。若並未轉讓或保留該資產的絕大部分風險及回報,亦未轉讓該項資產的控制權,本集團將以本集團持續參與程度為限繼續確認所轉讓資產。在這種情況下,本集團亦會確認一項相關負債。已轉讓資產及相關負債乃按照反映本集團已保留的權利及責任的基準計量。

通過對已轉讓資產作出擔保的形式持續參與,按該項資產的原賬面值與本集團或須償還的最高代價金額的較低者計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2.4 重大會計政策概要(續)

金融資產減值(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)

本集團就所有並非按公平值計入損益持有的債務工具計提預期信貸虧損撥備。預期信貸虧損乃以根據合約應付的合約現金流量與本集團預期收到的所有現金流量之間的差額為基準，並按原本實際利率相近的利率貼現。預期現金流量將包括銷售所持抵押品或合約條款所包含的其他信貸保證所得的現金流量。

一般方法

預期信貸虧損分兩個階段確認。就初步確認以來信貸風險並無大幅增加的信貸風險敞口而言，會為未來12個月(12個月預期信貸虧損)內可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備。就初步確認以來信貸風險大幅增加的信貸風險敞口而言，須就預期於風險敞口的餘下年期產生的信貸虧損計提虧損撥備，不論違約的時間(年限內預期信貸虧損)。

於各報告日期，本集團評估自初始確認以來金融工具的信貸風險是否大幅增加。作出評估時本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險，並考慮合理及有理據而無需付出不必要的成本或努力即可獲得的資料，包括過往及前瞻性資料。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

General approach (Cont'd)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 重大會計政策概要(續)

金融資產減值(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)(續)

一般方法(續)

倘合約付款逾期90天，則本集團認為金融資產違約。然而，在若干情況下，當內部或外部資料反映，在未經計及本集團持有的任何信貸保證前，本集團不大可能悉數收到未償還合約款項，則本集團亦可能會認為金融資產違約。倘並無合理預期可收回合約現金流量，則金融資產予以撇銷。

按公平值計入其他全面收入的債務投資及按攤銷成本列賬的金融資產根據一般方法計提減值，並就計量預期信貸虧損分類為以下階段，惟下文詳述採用簡化方法的貿易應收款項及合約資產除外。

- 第一階段 – 自初始確認以來信貸風險並無大幅增加且虧損撥備按相等於12個月預期信貸虧損金額計量的金融工具
- 第二階段 – 自初始確認以來信貸風險大幅增加但並非信貸減值金融資產且虧損撥備按相等於年限內預期信貸虧損金額計量的金融工具
- 第三階段 – 於報告日期出現信貸減值(但並非購入或源生信貸減值)且虧損撥備按相等於年限內預期信貸虧損金額計量的金融資產

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (Cont'd)

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 重大會計政策概要(續)

金融資產減值(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策)(續)

簡化方法

就並未包含重大融資部分的貿易應收款項及合約資產而言，或倘本集團採用不調整重大融資部分影響的實際可行權宜方法，本集團在計算預期信貸虧損時採用簡化方法。根據簡化方法，本集團不會追蹤信貸風險的變化，但會於各報告日期基於年限內預期信貸虧損確認虧損撥備。本集團已根據其過往信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

金融資產減值(自二零一八年一月一日前適用的香港會計準則第39號下的政策)

本集團於各呈報期間評估是否有客觀證據顯示金融資產或一組金融資產出現減值。倘初始確認資產後發生一項或多項事件，而該事件對該金融資產或該組金融資產的估計未來現金流量的影響能可靠估計，則存在減值。減值證據可包括一名債務人或一群債務人正面臨重大財務困難、拖欠或未能償還利息或本金額，而且債務人有可能破產或進行其他財務重組，及有可觀察數據顯示估計未來現金流量出現可計量減損，例如欠款數目變動或出現與違約相關的經濟狀況。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (Cont'd)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in profit or loss.

2.4 重大會計政策概要(續)

金融資產減值(自二零一八年一月一日起適用的香港會計準則第39號下的政策)(續)

按攤銷成本列賬的金融資產

對於按攤銷成本入賬的金融資產，本集團首先按個別基準評估單項重大或按組合基準評估單項非重大的金融資產是否出現減值。倘本集團認定按個別基準經評估的金融資產(無論重大與否)並無客觀證據顯示存在減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並按組合基準評估該組金融資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入組合減值評估之內。

任何已識別減值虧損金額以資產的賬面值與估計未來現金流量現值(不包括尚未發生的未來信用損失)的差額計量。估計未來現金流量的現值按金融資產的原實際利率(即初始確認時計算的實際利率)貼現。

資產賬面值通過使用撥備賬扣減，虧損於損益確認。利息收入持續按已扣減賬面值累計，利率為計量減值虧損時貼現未來現金流量所使用的貼現率。倘不可能於未來實現收回且所有抵押品已變現或轉至本集團，則貸款及應收款項連同任何相關撥備可撇銷。

倘後續期間於減值確認後發生的事項導致估計減值虧損金額增加或減少，則以往確認的減值虧損通過調整撥備賬增加或減少。倘撇銷於日後收回，則收回的減值虧損計入損益的其他開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (Cont'd)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is removed from other comprehensive income and recognised in profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss – is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 重大會計政策概要(續)

金融資產減值(自二零一八年一月一日起適用的香港會計準則第39號下的政策)(續)

可供出售金融投資

就可供出售金融投資而言，本集團於各報告期末評估是否存在客觀證據表明一項投資或一組投資出現減值。

倘可供出售資產已減值，其成本(扣除任何本金付款及攤銷)與當時公平值的差額，減去以往已於損益表確認的任何減值虧損，從其他全面收入轉入損益表確認。

對於分類為可供出售的股權投資，客觀證據包括投資的公平值顯著或持續跌至低於成本。「顯著」乃根據投資的原始成本評定，而「持續」乃根據公平值低於初始成本的期間確定。倘存在減值證據，則累計虧損(按收購成本與當時公平值的差額，扣除以往於損益表確認的任何投資減值虧損計量)從其他全面收入轉入損益表確認。歸類為可供出售股權工具的減值虧損不得透過損益表撥回。減值後的公平值增加直接於其他全面收入確認。

釐定何謂「顯著」或「持續」需要作出判斷。本集團作此判斷時會評估(其中包括)一項投資的公平值低於其成本的期間或程度等因素。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables.

All financial liabilities are recognised initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables.

Subsequent measurement

The subsequent measurement of loans and borrowings are as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

2.4 重大會計政策概要(續)

金融負債(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策及自二零一八年一月一日前適用的香港會計準則第39號下的政策)

初始確認及計量

金融負債於初始確認時被分類為貸款及借款以及應付款項。

所有金融負債初始按公平值確認及倘為貸款及借款以及應付款項，則應減去直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項。

後續計量

貸款及借款的後續計量如下：

貸款及借款

於初始確認後，計息貸款及借款隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認以及按實際利率法進行攤銷程序時，收益及虧損在損益內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利息不可或缺一部分的費用或成本後計算。

終止確認金融負債(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策及自二零一八年一月一日前適用的香港會計準則第39號下的政策)
當負債項下的責任被解除或取消或屆滿時，金融負債將被終止確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018) (Cont'd)

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories comprising raw materials, work-in-progress, finished goods and packaging materials, are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work-in-progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling price less any estimated costs to be incurred to completion and disposal.

2.4 重大會計政策概要(續)

終止確認金融負債(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策及自二零一八年一月一日前適用的香港會計準則第39號下的政策)(續)

如現有金融負債被同一貸款人明顯不同的條款的另一負債所取代，或現有負債的條款作出重大修訂，此類交換或修訂將被視為終止確認原負債及確認新負債處理，有關賬面值的差額在損益中確認。

金融工具的抵銷(自二零一八年一月一日起適用的香港財務報告準則第9號下的政策及自二零一八年一月一日前適用的香港會計準則第39號下的政策)

當目前有可強制執行的法律權利要求抵銷已確認金額並有意以淨額結算或同時變現資產及償還負債時，金融資產和金融負債可抵銷並按淨值列報於綜合財務狀況表內。

庫存股份

本公司或本集團購回及持有的本身權益工具(庫存股份)直接於權益內按成本確認。概無就購買、出售、發行或註銷本集團本身權益工具於損益表確認任何收益或虧損。

存貨

存貨包括原材料、在製品、製成品及包裝材料，乃按成本與可變現淨值兩者中較低者入賬。成本按加權平均法釐定，就在製品及製成品而言，其成本包括直接材料、直接勞工及按適當比例分攤的間接成本。可變現淨值根據估計售價減去至完工及出售將產生的任何估計成本計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, term deposits and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 重大會計政策概要(續)

現金及現金等價物

綜合現金流量表的現金及現金等價物包括手頭現金及活期存款、定期存款以及流動性強、易於轉換為已知現金金額、受價值變動風險影響很小及到期期限短(通常不超過購置日後三個月)的短期投資，並構成本集團現金管理的組成部分。

綜合財務狀況表的現金及現金等價物包括手頭及銀行現金，其中包括使用不受限制的定期存款。

撥備

倘因過往事件引致現時的責任(法定或推定)，而為了償付責任可能導致日後資源外流，則會確認撥備，惟責任的金額必須能夠可靠地估計。

當貼現的影響屬重大時，確認的撥備金額為預計償付責任所需的未來開支於報告期末時的現值。隨著時間推移產生的貼現現值金額增加計入損益賬的融資成本中。

所得稅

所得稅包括即期及遞延稅項。與於損益外確認項目有關的所得稅於損益外的其他全面收入或直接於權益確認。

即期稅項資產及負債是根據於報告期末前已頒布或實質已頒布的稅率(及稅法)並考慮到本集團經營所在國家的現行詮釋及慣例後計算的預計從稅務機關收回或向其支付的金額。

遞延稅項採用債務法，按報告期末資產及負債稅基與其就財務報告目的所使用的賬面值之間的所有暫時差異計提撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax (Cont'd)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 重大會計政策概要(續)

所得稅(續)

所有應課稅暫時差異確認為遞延稅項負債，但不包括：

- 在非業務合併的交易中初始確認的商譽或資產或負債產生且在交易發生時並未對會計利潤或應課稅利潤或虧損產生影響的遞延稅項負債；及
- 對於與附屬公司投資相關的應課稅暫時差異，如該暫時差異的撥回時間可被控制且在可預見的未來內可能不會被撥回。

遞延稅項資產就所有可抵扣暫時差異、未動用稅項抵免結轉及任何未動用稅項虧損予以確認。只有在有可能出現應課稅利潤可用以抵銷該等可抵扣暫時差異、未動用稅項抵免結轉及未動用稅項虧損的情況下，方會確認遞延稅項資產，但以下情況除外：

- 當與可抵扣暫時差異相關的遞延稅項資產產生於非業務合併交易中的資產或負債的初始確認，且在交易發生時既不影響會計利潤也不影響應課稅利潤或虧損時；及
- 對於與附屬公司投資相關的可抵扣暫時差異，只在暫時差異在可預見的未來內可能被撥回，且出現可用以抵銷暫時差異的應課稅利潤時，方會確認遞延稅項資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax (Cont'd)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

2.4 重大會計政策概要(續)

所得稅(續)

遞延稅項資產賬面值於各報告期末進行審閱，當不再可能有足夠應課稅利潤可供抵銷全部或部分遞延稅項資產時將其扣減。未確認遞延稅項資產於各報告期末重新評估，並於可能存在足夠應課稅利潤可供收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債按預期變現資產或清償負債期間適用的稅率計量，該預計稅率應以在報告期末前已頒布或實質已頒布的稅率(及稅法)為基礎計算。

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

政府補助在合理確保可收取補助且能符合所有附帶條件的情況下，按其公平值予以確認。當補助涉及開支項目，則系統地將補助在有關期間內確認為收入，以支銷擬作補償的成本。

當補助涉及某項資產，則將其公平值計入遞延收入賬目內，並於有關資產的預計使用年內按年將其公平值等分至損益內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition (applicable from 1 January 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(a) Sale of retail food

Revenue from the sale of retail food is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the retail food.

2.4 重大會計政策概要(續)

收益確認(自二零一八年一月一日起適用)

來自客戶合約的收益

來自客戶合約的收益於貨品或服務的控制權轉讓予客戶時，按能反映本集團預期該等貨品或服務所換取的代價金額確認。

當合約中的代價包含可變金額時，代價金額按本集團就向客戶轉讓貨品或服務而有權獲得的金額估計。可變代價於合約開始時估計並受到限制，直至與可變代價相關的不確定因素得到解決時，確認的累計收益金額極有可能不會發生重大收益撥回為止。

當合約包含融資組成部分，而該融資組成部分為客戶提供超過一年的貨品或服務轉讓融資的重大利益時，收益按應收款項的現值計量，並利用將於本集團與客戶在合約開始時的單獨融資交易中反映的貼現率貼現。當合約包含融資組成部分，而該融資組成部分為本集團提供超過一年的重大財務利益時，根據合約確認的收益包括根據實際利率法在合約負債上加算的利息開支。就客戶付款至轉讓承諾貨品或服務的期限為一年或以下的合約而言，交易價格利用香港財務報告準則第15號中的可行權宜方法，不會對重大融資組成部分的影響作出調整。

(a) 銷售零售貨品

來自銷售零售貨品的收益於資產控制權轉移至客戶的時間點(一般為交付零售貨品時)確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition (applicable from 1 January 2018) (Cont'd)

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

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

(a) Sale of goods

Revenue from the sales of goods is recognised when the significant risks and rewards of the goods have been transferred to the customer, which is usually at the date when a group entity has delivered products to the customer and the customer has accepted the products, the collectability of the related receivables is reasonably assumed and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

(b) Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

2.4 重大會計政策概要(續)

收益確認(自二零一八年一月一日起適用)(續)

其他收入

利息收入利用實際利率法以應計基準確認，所用利率為於金融工具的預期年期或更短期間(如適用)內將估計未來現金收款準確貼現至金融資產賬面淨額的利率。

收益乃按以下基準於本集團很可能取得經濟利益及能夠可靠地計量收益時予以確認：

(a) 銷售貨品

貨品銷售收益是當貨品的重大風險及回報已轉移給客戶時確認，通常是在集團實體已將產品交付客戶，客戶接收產品後，有關應收款項的收取因可合理假定，以及並無未履行的義務可能影響客戶對產品的接收之日。

(b) 利息收入

利息收入採用實際利息法按時間比例基準確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Employee benefits

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined using a binomial model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.4 重大會計政策概要(續)

僱員福利

以股份為基礎的付款

本公司設有一項購股權計劃，目的是向為本集團業務的成功作出貢獻的合資格參與者提供激勵及獎勵。本集團僱員(包括董事)按以股份為基礎付款的形式收取酬金，並據此提供服務作為取得權益工具的代價(「以權益結算交易」)。

就於二零零二年十一月七日後授出之與僱員進行以權益結算交易的成本乃參考授出日期的公平值計量。公平值乃經採用二項式模式釐定。

以權益結算交易的成本，連同權益的相應增加部分，於績效及／或服務條件達成期間在僱員福利開支內確認。在歸屬日期前，各呈報期末確認的以權益結算交易的累積開支，反映歸屬期已到期部分及本集團對最終將會歸屬的權益工具數目的最佳估計。於某一期間的損益表內扣除或計入，乃反映累積開支於期初與期終確認時的變動。

釐定獎勵授出日的公平值時並不考慮服務及非市場表現條件，惟達成條件的可能性則被評定為將最終歸屬為本集團權益工具數目的最佳估計的一部份。市場表現條件將反映在授出日的公平值內。附帶於獎勵中但並無相關服務要求的任何其他條件皆視為非歸屬條件。非歸屬條件反映在獎勵的公平值內，且除非包含服務及／或表現條件，否則將導致獎勵遭到即時支銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Employee benefits (Cont'd)

Share-based payments (Cont'd)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Pension scheme

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of the payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with rules of the central pension scheme.

2.4 重大會計政策概要(續)

僱員福利

以股份為基礎的付款

因未能達至非市場表現及／或服務條件而導致最終並無歸屬的獎勵，不會確認支銷。倘獎勵包括一項市場或非歸屬條件，則無論市場或非歸屬條件是否達成，交易均會被視為已歸屬，前提是所有其他表現及／或服務條件已達成。

倘若以權益結算獎勵的條款有所變更，所確認的開支最少須達到猶如條款並無任何變更的水平(假如獎勵的原始條款獲達成)。此外，倘若按變更日期的計量，任何變更導致以股份為基礎的付款的總公平值增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若以權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何就該獎勵尚未確認的開支，均應即時確認。這包括未能達成本集團或僱員控制範圍內非歸屬條件的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新獎勵均應被視為原獎勵的變更，一如前段所述。

退休金計劃

本集團於中國內地營運的附屬公司僱員須參加地方市政府運作的中央退休金計劃。該等附屬公司須按工資成本的特定百分比向中央退休金計劃作出供款。供款於根據中央退休金計劃的規則應付時計入損益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 重大會計政策概要(續)

股息

末期股息於股東大會上獲股東批准時確認為負債。建議末期股息於財務報表附註披露。

中期股息於建議的同時宣派，因本公司組織章程大綱及細則授予董事權利宣派中期股息。因此，中期股息於建議及宣派後隨即確認為負債。

外幣

該等財務報表以人民幣呈列。本集團各實體決定其本身的功能貨幣，而計入各實體財務報表的項目乃使用其功能貨幣計量。本集團實體錄得的外幣交易初步使用交易日當時各自的功能貨幣匯率列賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣的適用匯率換算。償付或換算貨幣項目產生的差額於損益中確認。

按歷史成本以外幣計量的非貨幣項目按初步交易日的匯率換算。以外幣按公平值計量的非貨幣項目使用計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公平值變動的收益或虧損一致的方法處理(即其公平值收益或虧損於其他全面收入或損益確認的項目的換算差額，亦分別於其他全面收入或損益中確認)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies (Cont'd)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currency of the Company and certain overseas subsidiaries is the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period, and their statements of profit or loss and other comprehensive income are translated at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates prevailing at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

2.4 重大會計政策概要(續)

外幣(續)

於釐定初始確認相關資產的匯率，以及釐定終止確認與預收預付代價有關的非貨幣資產或非貨幣負債時的開支或收入的匯率時，初始交易日期乃本集團初始確認預收預付代價產生的非貨幣資產或非貨幣負債的日期。倘有多筆預付或預收款項，則本集團釐定每筆預付或預收代價的交易日期。

本公司及若干海外附屬公司的功能貨幣為港元。於報告期末，該等實體的資產及負債按報告期末通行的匯率換算為人民幣，而其損益及其他全面收益表則按該年度的加權平均匯率換算。

由此產生的匯兌差額於其他全面收入確認，並於匯兌波動儲備累計。出售海外業務時，與該項海外業務有關的其他全面收入部分在損益中確認。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的通行匯率換算為人民幣。海外附屬公司於整個年度產生的經常性現金流量則按該年度的加權平均匯率換算為人民幣。

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3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and the related depreciation charge for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation charge in the future periods.

3. 重大會計估計

管理層編製本集團財務報表時須作出會影響收益、開支、資產及負債的呈報金額及其隨附披露以及或然負債披露的判斷、估計及假設。有關該等假設及估計的不確定因素可能導致須就未來受影響的資產或負債賬面值作出重大調整。

估計不確定因素

下文說明於報告期末就未來和其他估計不確定因素的主要來源所作出的主要假設，這些假設足以致使下一個財政年度資產及負債的賬面值須作出重大調整。

物業、廠房及設備的可使用年限

本集團管理層釐定本集團物業、廠房及設備的估計可使用年限及相關折舊費用。該估計乃基於性質及功能相若的物業、廠房及設備實際可使用年限的過往經驗而作出。倘可使用年限短於先前估計年限，管理層會上調折舊費用，或者撇銷或撇減已棄用或售出的技術過時資產或非策略性資產。實際經濟年限或會有別於估計使用年限。定期檢討可能令可折舊年限出現變動，以致影響未來期間的折舊費用。

3. SIGNIFICANT ACCOUNTING ESTIMATES (Cont'd)

Estimation uncertainty (Cont'd)

Net realisable value of inventories

Net realisable value of inventories is the estimated selling price less any estimated costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience of selling products of a similar nature. It could change significantly as a result of changes in customer taste or competitor actions in response to severe consumer product industry cycles. Management reassesses these estimates at each reporting date.

Provision for expected credit losses on trade receivables, other receivables and amounts due from related parties

The Group uses a provision matrix to calculate ECLs for trade receivables, other receivables and amounts due from related parties. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and other receivables is disclosed in note 18 and note 19 to the financial statements, respectively.

3. 重大會計估計(續)

估計不確定因素(續)

存貨的可變現淨值

存貨的可變現淨值指估計售價減去完成及出售將產生的任何估計成本。該等估計乃基於當時市況及類似性質產品的銷售記錄，或會因客戶口味轉變或競爭對手因應嚴峻的消費品行業周期作出相應行動而有大幅改變。管理層會於各報告日期重新評估該等估計。

貿易應收款項、其他應收款項及應收關聯方款項的預期信貸虧損撥備

本集團採用撥備矩陣計算貿易應收款項、其他應收款項及應收關聯方款項的預期信貸虧損。撥備率乃基於多個具有類似虧損模式(即按地區、產品類別、客戶類別及評級以及信用證或其他信用保險形式提供的保障劃分)的客戶分部組別的逾期天數釐定。

撥備矩陣初步基於本集團歷史觀察所得違約率釐定。本集團將校正矩陣，因應前瞻性資料調整歷史信貸虧損經驗。例如，倘預測經濟狀況(即國內生產總值)預期於來年轉差，可導致製造業出現更多違約事件，則調整歷史違約率。於各報告日期，歷史觀察所得違約率會進行更新，並分析前瞻性估計的變動。

歷史觀察所得違約率、預測經濟狀況及預期信貸虧損的相關評估為一項重大估計。預期信貸虧損金額對情況及預測經濟狀況的變動敏感。本集團的歷史信貸虧損經驗及經濟狀況預測亦未必反映客戶未來的實際違約情況。有關本集團貿易應收款項及其他應收款項的預期信貸虧損資料乃分別於財務報表附註18及附註19披露。

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3. SIGNIFICANT ACCOUNTING ESTIMATES (Cont'd)

Estimation uncertainty (Cont'd)

Deferred tax assets

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2018 was RMB 15,682,000 (2017: RMB8,760,000). Further details are contained in note 25 to the financial statements.

Impairment non-financial assets (other than goodwill)

The carrying value of non-financial assets other than goodwill is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable in accordance with the accounting policies as disclosed in the relevant parts in note 2.4 to the financial statements. The recoverable amount of the non-financial assets other than goodwill is the greater of the fair value less costs of disposal and value in use, the calculations of which involve the use of estimates.

4. OPERATING SEGMENT INFORMATION

The Group's principal business is the production, marketing and retailing of casual braised duck-related casual food. For management purposes, the Group operates in one business unit based on its products, and has one reportable segment which is the production, marketing and retailing of casual braised duck-related food.

Information about geographical area

Since all of the Group's revenue was generated from the production, marketing and retailing of casual braised duck-related food in Mainland China and over 100% of the Group's non-current assets were located in Mainland China, no geographical information is presented in accordance with HKFRS 8 - Operating Segments.

3. 重大會計估計(續)

估計不確定因素(續)

遞延稅項資產

如很可能會有應課稅溢利可用於動用虧損，則確認遞延稅項資產。管理層在釐定可予以確認的遞延稅項資產金額時，須根據日後應課稅溢利可能出現的時間及水平和未來稅項規劃策略作出重大判斷。於二零一八年十二月三十一日，有關已確認稅項虧損的遞延稅項資產的賬面值為人民幣15,682,000元(二零一七年：人民幣8,760,000元)。進一步詳情載於財務報表附註25。

非金融資產(商譽除外)減值

非金融資產(商譽除外)之賬面值乃於有事件或情況變化顯示賬面值可能無法收回時，根據財務報表附註2.4相關部份披露之會計政策檢討是否出現減值。非金融資產(商譽除外)之可收回金額乃其公平值減出售成本及使用價值兩者之較高者，其計算涉及使用估計。

4. 經營分部資料

本集團的主要業務為鴨類休閒滷製品生產、營銷及零售。就管理目的，本集團根據其產品經營一項業務單位，而唯一可呈報分部為鴨類休閒滷製品生產、營銷及零售。

有關地理區域的資料

由於本集團的收益全部來自中國內地鴨類休閒滷製品的生產、營銷及零售，且本集團逾100%的非金融資產位於中國內地，故並無根據香港財務報告準則第8號—經營分部呈列地區資料。

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4. OPERATING SEGMENT INFORMATION (Cont'd)

Information about major customers

Since none of the Group's sales to a single customer amounted to 10% or more of the Group's total revenue, no information about major customers is presented in accordance with HKFRS 8 - Operating Segments.

5. REVENUE, OTHER INCOME AND GAINS, NET

An analysis of revenue, other income and gains, net is as follows:

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Type of goods	貨品類型		
Vacuum-packaged products	真空包裝產品	290,280	291,640
Modified-Atmosphere-Packaged products	氣調包裝產品	2,888,699	2,933,732
Other products	其他產品	32,542	23,571
Total revenue from contracts with customers	來自客戶合約的收益總計	3,211,521	3,248,943

The timing of the above revenue recognition is when the performance obligation of sales and delivery of goods are satisfied at a point in time.

4. 經營分部資料(續)

有關主要客戶的資料

由於有關期間本集團對單一客戶的銷售均未達到本集團總收益的10%或以上，故並無根據香港財務報告準則第8號－經營分部呈列主要客戶資料。

5. 收益、其他收入及收益淨額

收益、其他收入及收益淨額分析如下：

上述收益確認的時間為完成貨品銷售及轉讓履約責任的某個時間點。

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5. REVENUE, OTHER INCOME AND GAINS, NET (Cont'd)

5. 收益、其他收入及收益淨額(續)

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Other income and gains, net	其他收入及收益淨額		
Government grants*	政府補助*	52,479	39,131
Interest income from bank deposits	銀行存款利息收入	49,791	42,402
Other interest income from financial assets at FVPL	其他按公平值計入損益的 金融資產的利息收入	962	—
Other interest income from structured deposits measured at FVPL	其他按公平值計入損益計量的 結構性存款的利息收入	45,444	—
Interest income from structured deposits	結構性存款的利息收入	—	26,860
Interest income from available-for-sale investments	可供出售投資的利息收入	—	1,900
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	(6,316)	(15,092)
Gain on foreign exchange	外匯收益	2,732	11,147
Fair value loss on derivative instruments	衍生工具的公平值虧損	(4,032)	—
Others	其他	6,083	3,389
Total	總計	147,143	109,737

* There were no unfulfilled conditions and other contingencies attaching to government grants that had been recognised.

* 已確認的政府補助並無附帶未達成條件及其他或然事項。

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6. PROFIT BEFORE TAX

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

6. 除稅前溢利

本集團除稅前溢利乃經扣除／(計入)以下各項後達致：

			2018	2017
			二零一八年	二零一七年
		Notes	RMB' 000	RMB' 000
		附註	人民幣千元	人民幣千元
Cost of inventories sold	已售存貨成本		1,138,983	1,055,202
Depreciation of property plant and equipment	物業、廠房及設備折舊	12	80,630	56,526
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	13	1,052	1,229
Amortisation of other intangible assets	其他無形資產攤銷	15	4,119	2,371
Auditor's remuneration	核數師薪酬		2,180	2,230
Minimum lease payments under operating leases in respect of stores and plant premises	就門店及廠房物業的經營租約項下最低租賃付款		398,974	303,538
Employee benefit expense (including directors' and chief executive's remuneration) (note 7):	僱員福利開支(包括董事及最高行政人員薪酬)(附註7)：			
Wages and salaries	工資及薪金		372,967	356,659
Pension scheme contributions (note(a))	退休金計劃供款(附註(a))		63,515	52,335
Other welfare	其他福利		27,537	24,189
Advertising and promotion expenses	廣告及推廣開支		75,601	60,158
E-commerce and online ordering platform related service and delivery fees	電商及外賣平台相關服務及快遞費		144,106	154,005
Fuel cost	燃料費		19,556	17,929
Utility expenses	水電開支		41,856	35,213
Share of losses of an associate	應佔聯營公司的虧損		7,321	—
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	5	6,316	15,092
Gain on foreign exchange	外匯收益	5	(2,732)	(11,147)
Fair value loss on derivative instruments	衍生工具的公平值虧損	5	4,032	—

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6. PROFIT BEFORE TAX (Cont'd)

			2018	2017
			二零一八年	二零一七年
		Notes	RMB' 000	RMB' 000
		附註	人民幣千元	人民幣千元
Interest income from bank deposits	銀行存款利息收入	5	(49,791)	(42,402)
Other interest income from financial assets at FVPL	其他按公平值計入損益的金融資產的利息收入	5	(962)	—
Other interest income from structured deposits measured at FVPL	其他按公平值計入損益計量的結構性存款的利息收入	5	(45,444)	—
Interest income from available-for-sale investments	可供出售投資的利息收入	5	—	(1,900)
Interest income from structured deposits	結構性存款的利息收入	5	—	(26,860)
Transportation expenses	運輸開支		72,244	72,742

Note:

- (a) The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of the payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with rules of the central pension scheme.

6. 除稅前溢利(續)

附註：

- (a) 本集團於中國內地營運的附屬公司僱員須參加地方市政府運作的中央退休金計劃。該等附屬公司須按工資成本的特定百分比向中央退休金計劃作出供款。供款於根據中央退休金計劃的規則應付時計入損益。

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7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1) (a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Fees	袍金	2,285	2,224
Other emoluments:	其他酬金：		
– Salaries, allowances, and benefits in kind	– 薪金、津貼及實物福利	2,846	2,747
– Performance related bonuses	– 表現相關花紅	2,048	1,654
– Pension scheme contributions	– 退休金計劃供款	453	385
		7,632	7,010

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Mr. Wu Chi Keung	胡志強先生	169	173
Mr. Chan Kam Ching	陳錦程先生	169	173
Mr. Lu Weidong	盧衛東先生	139	69
		477	415

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil).

7. 董事及最高行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露之年內董事及最高行政人員薪酬如下：

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Fees	袍金	2,285	2,224
Other emoluments:	其他酬金：		
– Salaries, allowances, and benefits in kind	– 薪金、津貼及實物福利	2,846	2,747
– Performance related bonuses	– 表現相關花紅	2,048	1,654
– Pension scheme contributions	– 退休金計劃供款	453	385
		7,632	7,010

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Mr. Wu Chi Keung	胡志強先生	169	173
Mr. Chan Kam Ching	陳錦程先生	169	173
Mr. Lu Weidong	盧衛東先生	139	69
		477	415

年內並無應付獨立非執行董事的其他酬金(二零一七年：無)。

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7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Cont'd)

(b) Executive directors, a non-executive director and the chief executive

7. 董事及最高行政人員薪酬(續)

(b) 執行董事、非執行董事及最高行政人員

		Salaries, Allowances and benefits Fees	in kind 薪金、津貼 及實物福利	Performance related bonuses 表現 相關花紅	Pension scheme contributions 退休金 計劃供款	Total remuneration 總酬金
		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
2018	二零一八年					
Executive directors:	執行董事：					
Mr. Zhou Fuyu	周富裕先生	360	808	181	84	1,433
Mr. Zhu Yulong	朱于龍先生	112	120	—	33	265
Mr. Wen Yong	文勇先生	360	469	486	84	1,399
Mr. Hu Jiaqing	胡佳慶先生	360	483	399	84	1,326
Mr. Hao Lixiao	郝立曉先生	360	483	496	84	1,423
Ms. Li Ying	李瑩女士	248	483	486	84	1,301
		1,800	2,846	2,048	453	7,147
Non-executive director:	非執行董事：					
Mr. Pan Pan	潘攀先生	8	—	—	—	8
		1,808	2,846	2,048	453	7,155

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7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Cont'd)

(b) Executive directors, a non-executive director and the chief executive (Cont'd)

7. 董事及最高行政人員薪酬(續)

(b) 執行董事、非執行董事及最高行政人員(續)

		Salaries, Allowances and benefits	Performance related bonuses	Pension scheme contributions	Total remuneration	
	Fees 薪金、津貼 袍金 及實物福利	in kind RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
2017	二零一七年					
Executive directors:	執行董事：					
Mr. Zhou Fuyu	周富裕先生	360	825	400	77	1,662
Mr. Zhu Yulong	朱于龍先生	360	481	—	77	918
Mr. Wen Yong	文勇先生	360	481	418	77	1,336
Mr. Hu Jiaqing	胡佳慶先生	360	479	418	77	1,334
Mr. Hao Lixiao	郝立曉先生	360	481	418	77	1,336
		1,800	2,747	1,654	385	6,586
Non-executive director:	非執行董事：					
Mr. Pan Pan	潘攀先生	9	—	—	—	9
		1,809	2,747	1,654	385	6,595

Mr. Zhu Yulong resigned from executive director on 23 April 2018, and Ms. Li Ying was appointed as executive director on 23 April 2018.

朱于龍先生於二零一八年四月二十三日辭任執行董事，而李瑩女士於二零一八年四月二十三日獲委任為執行董事。

There were no arrangements under which a director or the chief executive waived or agreed to waive any remuneration during the year.

年內，概無董事或最高行政人員放棄或同意放棄任何薪酬的安排。

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8. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid employees during the year included four directors including the chief executive (2017: four directors including the chief executive), details of whose remuneration are set out in note 7 above. Details of the remuneration for the remaining one highest paid employees for the year ended 31 December 2018, who are neither a director nor chief executive of the Company are as follows:

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,524	1,557
Performance related bonuses	表現相關花紅	—	—
Pension scheme contributions	退休金計劃供款	14	14
		1,538	1,571

The number of non-director and non-chief executive, highest paid employees whose remuneration fell within the following bands is as follows:

		2018 二零一八年	2017 二零一七年
Nil to HKD1,000,000	零至 1,000,000 港元	—	—
HKD1,000,001 to HKD1,500,000	1,000,001 港元至 1,500,000 港元	—	—
HKD1,500,001 to HKD2,000,000	1,500,001 港元至 2,000,000 港元	1	1
HKD2,000,001 to HKD2,500,000	2,000,001 港元至 2,500,000 港元	—	—
		1	1

8. 五名最高薪酬人士

年內五位最高薪酬僱員包括四位董事(包括最高行政人員)(二零一七年：四位董事，包括最高行政人員)，彼等的酬金詳情載於上文附註7。截至二零一八年十二月三十一日止年度餘下一位最高薪酬僱員(並非本公司董事或最高行政人員)的酬金詳情載列如下：

薪酬在下列範圍內的非董事及非最高行政人員的最高薪酬僱員的人數如下：

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9. INCOME TAX

The major components of income tax expenses are as follows:

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Current income tax in PRC	中國的當期所得稅	196,449	238,551
Deferred tax (note 25)	遞延稅項(附註25)	(9,571)	(765)
Total tax charge for the year	年內稅項支出總額	186,878	237,786

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and British Virgin Islands.

The provision for current income tax in PRC is based on a statutory rate of 25% (2017: 25%) of the assessable profits of subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law.

The statutory tax rate for the subsidiary in Hong Kong is 8.25% (2017: 16.5%). No Hong Kong profits tax on the Group's subsidiary has been provided as there is no assessable profit arising in Hong Kong during the year.

9. 所得稅

所得稅開支的主要組成部分如下：

	2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Current income tax in PRC	196,449	238,551
Deferred tax (note 25)	(9,571)	(765)
Total tax charge for the year	186,878	237,786

本集團須就本集團成員公司於身處及經營所在的司法權區所產生或所錄得溢利按實體基準繳納所得稅。

根據開曼群島及英屬處女群島的規則及規例，本集團毋須繳納任何開曼群島及英屬處女群島所得稅。

本集團基於25%(二零一七年：25%)的法定稅率(根據中國企業所得稅法釐定)對其附屬公司應課稅溢利計提中國當期所得稅撥備。

香港附屬公司的法定稅率為8.25%(二零一七年：16.5%)。並無就本集團附屬公司的香港利得稅計提撥備，乃由於年內並無在香港產生應課稅溢利。

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9. INCOME TAX (Cont'd)

A reconciliation of the tax expense applicable to profit before tax using the statutory rate for the country in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Profit before tax	除稅前溢利	726,971	999,414
Tax at PRC statutory tax rate of 25% (2017: 25%)	按25%(二零一七年: 25%)的 中國法定稅率繳納的稅項	181,743	249,854
Tax effect of tax rate difference between PRC and overseas entities	中國與海外實體之間稅率差異 的稅務影響	(10,736)	(11,552)
Loss attributable to an associate	聯營公司應佔虧損	1,830	—
Tax losses utilised from previous periods	過往期間已動用稅項虧損	(301)	(119)
Adjustments in respect of current tax of previous periods	過往期間當期稅項調整	4,362	(1,106)
Expenses not deductible for tax	不能作稅務抵扣的費用	5,217	709
Tax losses not recognised	未確認稅項虧損	4,763	—
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支	186,878	237,786

9. 所得稅(續)

適用於除稅前溢利按本公司及其大多數附屬公司所處國家的法定稅率計算的稅項開支與按實際稅率計算的稅項開支對賬如下：

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10. DIVIDENDS

10. 股息

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Dividends declared	已宣派股息	326,006	231,095

The board has recommended the payment of a final dividend of HK\$0.16 (equivalent to RMB0.14) per ordinary share for the year ended 31 December 2018, representing a total payment of approximately RMB326,006,000, including RMB8,948,000 of dividend attributable to the repurchased shares held by the trustee of the Group for future incentive scheme, which is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

董事會已建議就截至二零一八年十二月三十一日止年度派付末期股息每股普通股0.16港元(相等於人民幣0.14元)，相當於支付合共約人民幣326,006,000元，(包括本集團受託人就未來激勵計劃持有的已購回股份應佔股息人民幣8,948,000元)，建議末期股息須待本公司股東於應屆股東週年大會上批准，方可作實。

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

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares in issue during the year, as adjusted to reflect the rights issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2018 and 2017.

The calculations of basic and diluted earnings per share are based on:

II. 母公司普通權益持有人應佔每股盈利

每股基本盈利金額按年內母公司普通權益持有人應佔溢利及年內已發行普通股加權平均數計算，年內經調整以反映供股情況。

截至二零一八年及二零一七年十二月三十一日止年度，本集團並無潛在攤薄已發行普通股。

每股基本及攤薄盈利的計算乃基於：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<i>Earnings</i>	<i>盈利</i>		
Profit attributable to ordinary equity holders of the parent used in the basic earnings per share calculation	用於計算每股基本盈利之母公司普通權益持有人應佔溢利	540,093	761,628
<i>Shares</i>	<i>股份</i>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之年內已發行普通股之加權平均數	2,363,155,140	2,383,140,500
Earnings per share:	每股盈利：		
Basic and diluted (RMB)	基本及攤薄(人民幣)	0.23	0.32

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12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Buildings	Plant and machinery	Operating tools	Motor vehicles	Office equipment	Leasehold improvements	Construction in progress	Total
		樓宇	廠房及機器	運營工具	汽車	辦公設備	租賃裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2018	二零一八年十二月三十一日								
At 31 December 2017 and 1 January 2018:	於二零一七年十二月三十一日及二零一八年一月一日：								
Cost	成本	308,403	154,784	60,844	17,123	11,666	74,691	396,048	1,023,559
Accumulated depreciation	累計折舊	(59,382)	(32,045)	(28,542)	(9,873)	(5,730)	(48,959)	—	(184,531)
Net carrying amount	賬面淨值	249,021	122,739	32,302	7,250	5,936	25,732	396,048	839,028
At 1 January 2018, net of accumulated depreciation	於二零一八年一月一日，扣除累計折舊	249,021	122,739	32,302	7,250	5,936	25,732	396,048	839,028
Additions	添置	28,710	7,244	18,986	2,486	11,607	28,229	368,989	466,251
Depreciation provided during the year	年內計提的折舊	(21,292)	(20,737)	(11,491)	(3,092)	(3,188)	(20,830)	—	(80,630)
Disposals	出售	(13)	(6,747)	(1,236)	(257)	(15)	(451)	—	(8,719)
Transfers	轉撥	199,105	126,901	11,393	240	3,286	—	(340,925)	—
Transfers to intangible assets	轉撥至無形資產	—	—	—	—	—	—	(25,964)	(25,964)
At 31 December 2018, net of accumulated depreciation	於二零一八年十二月三十一日，扣除累計折舊	455,531	229,400	49,954	6,627	17,626	32,680	398,148	1,189,966
At 31 December 2018:	於二零一八年十二月三十一日：								
Cost	成本	524,116	273,601	86,403	18,862	26,107	77,573	398,148	1,404,810
Accumulated depreciation	累計折舊	(68,585)	(44,201)	(36,449)	(12,235)	(8,481)	(44,893)	—	(214,844)
Net carrying amount	賬面淨值	455,531	229,400	49,954	6,627	17,626	32,680	398,148	1,189,966

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12. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

12. 物業、廠房及設備(續)

		Buildings	Plant and machinery	Operating tools	Motor vehicles	Office equipment	Leasehold improvements	Construction in progress	Total
		樓宇	廠房及機器	運營工具	汽車	辦公設備	租賃裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2017	二零一七年 十二月三十一日								
At 31 December 2016 and 1 January 2017:	於二零一六年 十二月三十一日及 二零一七年一月一日：								
Cost	成本	296,106	156,284	51,374	15,966	8,817	51,711	18,191	598,449
Accumulated depreciation	累計折舊	(48,171)	(20,153)	(22,911)	(7,333)	(4,169)	(35,837)	—	(138,574)
Net carrying amount	賬面淨值	247,935	136,131	28,463	8,633	4,648	15,874	18,191	459,875
At 1 January 2017, net of accumulated depreciation	於二零一七年一月一日， 扣除累計折舊	247,935	136,131	28,463	8,633	4,648	15,874	18,191	459,875
Additions	添置	18,402	2,775	13,063	1,708	3,021	24,743	389,131	452,843
Depreciation provided during the year	年內計提的折舊	(13,359)	(15,280)	(8,666)	(3,148)	(1,660)	(14,413)	—	(56,526)
Disposals	出售	(9,038)	(6,725)	(672)	(184)	(73)	(472)	—	(17,164)
Transfers	轉撥	5,081	5,838	114	241	—	—	(11,274)	—
At 31 December 2017, net of accumulated depreciation	於二零一七年 十二月三十一日， 扣除累計折舊	249,021	122,739	32,302	7,250	5,936	25,732	396,048	839,028
At 31 December 2017:	於二零一七年 十二月三十一日：								
Cost	成本	308,403	154,784	60,844	17,123	11,666	74,691	396,048	1,023,559
Accumulated depreciation	累計折舊	(59,382)	(32,045)	(28,542)	(9,873)	(5,730)	(48,959)	—	(184,531)
Net carrying amount	賬面淨值	249,021	122,739	32,302	7,250	5,936	25,732	396,048	839,028

12. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

As at 31 December 2018, the Group has yet to obtain property ownership certificates for certain buildings with an aggregate net book value of RMB273,011,000 (2017: RMB105,326,000). The Group is still in the process of application for the property certificates.

The Group pledged certain of its buildings to secure the Group's government support funds which are included as other payables RMB4,000,000 (2017: RMB7,000,000). The net carrying amounts of these pledged buildings as at 31 December 2018 were RMB3,978,000 (2017: RMB6,958,000).

The current year additions of construction in progress included approximately RMB1,502,000, which was the amortisation of land lease payments during the construction period in 2018 (2017: RMB825,000).

12. 物業、廠房及設備(續)

於二零一八年十二月三十一日，本集團並無就賬面淨值總額人民幣273,011,000元(二零一七年：人民幣105,326,000元)的若干樓宇取得房屋所有權證。本集團仍在申請物業證書。

本集團質押其若干樓宇，以取得本集團的政府扶持資金，而有關政府扶持資金入賬記作其他應付款項人民幣4,000,000元(二零一七年：人民幣7,000,000元)。於二零一八年十二月三十一日該等已質押樓宇的賬面淨值為人民幣3,978,000元(二零一七年：人民幣6,958,000元)。

本年度添置在建工程中包括二零一八年施工期間的土地租賃款項攤銷約人民幣1,502,000元(二零一七年：人民幣825,000元)。

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13. PREPAID LAND LEASE PAYMENTS

		2018 二零一八年	2017 二零一七年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Carrying amount at 1 January	於一月一日的賬面值	113,884	66,216
Additions	添置	20,394	49,722
Amortisation capitalised as property, plant and equipment during the year	年內資本化為物業、廠房及 設備的攤銷	(1,502)	(825)
Recognised as expenses during the year	年內確認為開支	(1,052)	(1,229)
Carrying amount at 31 December	於十二月三十一日的賬面值	131,724	113,884
Current portion included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產的即期部分	19 (2,826)	(2,417)
Non-current portion	非即期部分	128,898	111,467

The Group's leasehold land is located in Wuhan City of Hubei Province, Dongguan City of Guangdong Province, Chengdu City of Sichuan Province, Nantong City of Jiangsu Province, Cangzhou City of Hebei Province and Qianjiang City of Hubei, the PRC, with lease periods of 50 years.

During 2018, RMB1,502,000 (2017: RMB825,000) was capitalised as part of the construction costs of the factory in Dongguan City, Nantong City, Chengdu City and Qianjiang City (2017: Dongguan City and Nantong City).

13. 預付土地租賃款項

本集團的租賃土地位於中國湖北省武漢市、廣東省東莞市、四川省成都市、江蘇省南通市、河北省滄州市及湖北潛江市，租期為50年。

於二零一八年，人民幣1,502,000元(二零一七年：人民幣825,000元)被資本化為東莞市、南通市、成都市及潛江市(二零一七年：東莞市及南通市)工廠建設成本的一部分。

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14. PREPAYMENTS

14. 預付款項

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments for purchase of equipment	購買設備的預付款項	25,889	13,188
Deposits for purchase of prepaid land lease payments	購買預付土地租賃款項的保證金	23,515	19,600
Prepayments for properties	物業預付款項	—	7,500
		49,404	40,288

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15. OTHER INTANGIBLE ASSETS

15. 其他無形資產

		Software 軟件 RMB' 000 人民幣千元	Trademark 商標 RMB' 000 人民幣千元	Patents 專利 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
31 December 2018	二零一八年 十二月三十一日				
Cost at 1 January 2018, net of accumulated amortisation	於二零一八年一月一日 的成本，扣除累計攤銷	4,843	2,169	950	7,962
Additions during the year	年內添置	5,278	—	99	5,377
Transfers from construction in progress	轉撥自在建工程	25,964	—	—	25,964
Amortisation provided during the year	年內計提的攤銷	(3,936)	—	(183)	(4,119)
At 31 December 2018	於二零一八年 十二月三十一日	32,149	2,169	866	35,184
At 31 December 2018:	於二零一八年 十二月三十一日：				
Cost	成本	40,585	2,169	1,329	44,083
Accumulated amortisation	累計攤銷	(8,436)	—	(463)	(8,899)
Net carrying amount	賬面淨值	32,149	2,169	866	35,184
31 December 2017	二零一七年 十二月三十一日				
Cost at 1 January 2017, net of accumulated amortisation	於二零一七年一月一日 的成本，扣除累計攤銷	3,538	2,169	1,006	6,713
Additions during the year	年內添置	3,526	—	94	3,620
Amortisation provided during the year	年內計提的攤銷	(2,221)	—	(150)	(2,371)
At 31 December 2017	於二零一七年 十二月三十一日	4,843	2,169	950	7,962
At 31 December 2017:	於二零一七年 十二月三十一日：				
Cost	成本	9,388	2,169	1,231	12,788
Accumulated amortisation	累計攤銷	(4,545)	—	(281)	(4,826)
Net carrying amount	賬面淨值	4,843	2,169	950	7,962

15. OTHER INTANGIBLE ASSETS (Cont'd)

The Group's trademark is registered in the PRC and renewable under local legislation. The Group intends to continuously renew the trademark upon its expiry of registered protection duration and such renewal is expected to be at little cost. The trademark is expected to continuously contribute to the net cash inflow of the Group.

Impairment testing of other intangible assets – trademark

The Group's trademark has indefinite useful lives and is allocated to the Group's Zhou Hei Ya Business, which is treated as a cash-generating unit for impairment testing:

Zhou Hei Ya Business cash-generating unit

The recoverable amount of Zhou Hei Ya Business cash-generating unit has been determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 13% (2017: 13%) and cash flows beyond the five-year period are extrapolated using a growth rate of 5% (2017: 6%), which is the same as the long term average growth rate of casual braised food industry.

The carrying amount of trademark allocated to the cash-generating unit of the operation of Zhou Hei Ya Business was RMB2,169,000 as of 31 December 2018 (2017: RMB2,169,000).

15. 其他無形資產(續)

本集團商標於中國註冊並根據當地法律重續。本集團有意於商標的註冊保障期到期時繼續重續，而有關重續預期只需少量費用。商標預計將持續對本集團的現金流入淨額作出貢獻。

其他無形資產的減值測試－商標

本集團的商標擁有無限使用年期，並分配至本集團的周黑鴨業務，有關商標於減值測試中被視為現金產生單位：

周黑鴨業務現金產生單位

周黑鴨業務現金產生單位的可收回金額乃以使用價值計算法按高級管理層所批准涵蓋五年期間的財務預算的現金流量預測而釐定。適用於現金流量預測的貼現率為13%(二零一七年：13%)，而五年期間後的現金流量採用5%(二零一七年：6%)的增長率外推，與休閒滷製品行業的長期平均增長率相同。

截至二零一八年十二月三十一日，分配至經營周黑鴨業務現金產生單位的商標賬面值為人民幣2,169,000元(二零一七年：人民幣2,169,000元)。

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15. OTHER INTANGIBLE ASSETS (Cont'd)

Assumptions were used in the value-in-use calculation of Zhou Hei Ya Business cash-generating unit for 31 December 2018. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of trademark:

Budgeted income – The basis used to determine the value assigned to income is the average income achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant unit.

16. INVESTMENTS IN AN ASSOCIATE

Share of net assets

分佔資產淨值

242,679

—

Particulars of the Company's material associate are as follows:

本公司的重大聯營公司詳情如下：

Name	名稱	Place of incorporation 註冊成立地點	Percentage of voting power 投票權百分比	Principal activities 主要業務
Shenzhen Tiantu Xingnan Investment Partnership (Limited Partnership) ("Shenzhen Tiantu Xingnan")	深圳市天圖興南投資合夥企業(有限合夥) (「深圳市天圖興南」)	China 中國	40	Investment fund 投資基金

15. 其他無形資產(續)

假設乃用於二零一八年十二月三十一日周黑鴨業務現金產生單位的使用價值計算。以下為管理層已將其現金流預測按照以進行商標減值測試的各項主要假設：

預算收入—用以釐定收入價值的基準為於緊接預算年前年度所達至的平均收入，其就預期效率改進及預期市場發展而增加。

貼現率—所用的貼現率為除稅前貼現率，並反映有關相關單位的特定風險。

16. 於一間聯營公司的投資

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
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16. INVESTMENTS IN AN ASSOCIATE (Cont'd)

In March 2018, the Group, through an indirect wholly-owned subsidiary, entered into a partnership agreement with Shenzhen Tiantu Capital Management Centre (Limited Partnership) and Shenzhen Tiantu Xing'an Investment Enterprise (Limited Partnership) to jointly form Shenzhen Tiantu Xingnan, an investment fund, as a limited partner with an initial subscription amount of RMB500,000,000 representing 50% of the total initial subscription amount of this fund. The Group has contributed RMB250,000,000 as of 31 December 2018.

The following table illustrates the summarised financial information in respect of Shenzhen Tiantu Xingnan, adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

16. 於一間聯營公司的投資(續)

於二零一八年三月，本集團透過其間接全資附屬公司與深圳天圖資本管理中心(有限合夥)及深圳天圖興安投資企業(有限合夥)訂立合夥協議，共同成立深圳市天圖興南(一間投資基金)，本集團作為有限合夥人，初始認購金額為人民幣500,000,000元，佔該基金首次認購總額的50%。截至二零一八年十二月三十一日，本集團已出資人民幣250,000,000元。

下表說明有關深圳市天圖興南的財務資料概要(已就會計政策差異作出調整並與綜合財務報表內的賬面值對賬)：

		2018 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	44,035
Non-current assets	非流動資產	441,402
Current liabilities	流動負債	(80)
Net assets	資產淨值	485,357
Proportion of the Group's ownership	本集團的擁有權比例	50%
Carrying amount of the investments	有關投資的賬面值	242,679
Revenue	收益	—
Loss for the year	年內虧損	(14,643)
Total comprehensive expense for the year	年內全面開支總額	(14,643)

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17. INVENTORIES

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
At cost:	按成本：		
Raw materials	原材料	278,250	196,672
Work in progress	在製品	6,299	4,532
Finished goods	製成品	41,427	37,473
Packaging materials	包裝材料	17,758	9,758
		343,734	248,435

18. TRADE RECEIVABLES

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Trade receivables	貿易應收款項	30,866	25,506
Less: Impairment provision	減：減值撥備	—	—
		30,866	25,506

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables related to various diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

17. 存貨

18. 貿易應收款項

本集團尋求對未收回應收款項維持嚴格控制，以盡量降低信用風險。高級管理層定期檢討逾期結餘。鑒於上文所述及本集團貿易應收款項與多個不同客戶有關的事實，故並無重大集中信用風險。本集團並無就其貿易應收款項結餘持有任何抵押品或其他增信措施。貿易應收款項不計息。

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18. TRADE RECEIVABLES (Cont'd)

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

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within 3 months	3個月內	30,866	25,506
Over 3 months	3個月以上	—	—
		30,866	25,506

The Group applies the simplified approach to provide for expected credit losses prescribed in HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group overall considers the shared credit risk characteristics and the days past due of the trade receivables to measure the expected credit losses. As all of the receivables were neither past due nor impaired and relate to diversified customers for whom there was no recent history of default and there has not been a significant change in credit quality, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances.

18. 貿易應收款項(續)

報告期末按發票日期劃分的貿易應收款項(已扣除撥備)的賬齡分析如下：

本集團採用簡化方法提供香港財務報告準則第9號所規定的預期信貸虧損，該準則允許使用所有貿易應收款項的整個存續期的預期虧損撥備。本集團整體考慮貿易應收款項的攤佔信貸風險特徵及到期日以計量預期信貸虧損。由於所有應收款項既未逾期亦未減值，且與近期並無違約記錄的多元化客戶有關及信貸質素並無重大變動，董事認為毋須就該等結餘作出減值撥備。

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19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Prepaid rents	預付租金	88,081	71,787
Advances to employees	給予僱員的暫支款	3,743	2,671
Advances to suppliers	給予供應商的預付款	8,999	6,869
Deductible input VAT	可扣減進項增值稅	68,502	41,685
Current portion of prepaid land lease payments	預付土地租賃款項中短期部分	2,826	2,417
Structured deposits	結構性存款	—	962,000
Others	其他	28,373	21,083
		200,524	1,108,512

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

19. 預付款項、其他應收款項及其他資產

上述資產概無逾期或減值。計入上述結餘的金融資產與近期並無拖欠歷史的應收款項有關。

20. STRUCTURED DEPOSITS

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Other unlisted investments, at fair value	其他非上市投資(按公平值計入)	626,756	—

The above unlisted investments at 31 December 2018 were wealth management products issued by banks in Mainland China. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

20. 結構性存款

上述於二零一八年十二月三十一日的非上市投資為中國內地銀行發行的理財產品。由於彼等的合約現金流量並非僅支付本金及利息，故強制將彼等分類為按公平值計入損益的金融資產。

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21. RESTRICTED CASH AND CASH IN TRANSIT

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Restricted cash	受限制現金	4,000	14,911

As of 31 December 2018, restricted cash represented deposits for letters of guarantee, which are cash deposits paid to a commercial bank for construction commencement with the interest rate of 2.1% and will be returned upon the completion of such activities.

As of 31 December 2017, restricted cash represented deposits for letters of credit, which are non-interest-bearing cash deposits paid to a commercial bank for purchasing equipment and will be returned upon the completion of such activities.

All of the restricted cash of the Group were denominated in RMB as of 31 December 2018 and 2017.

21. 受限制現金及在途現金

於二零一八年十二月三十一日，受限制現金指擔保函按金，此為就建設動工支付予商業銀行的現金按金，利率為2.1%，並將於有關活動完成後退還。

於二零一七年十二月三十一日，受限制現金指信用證按金，此為就採購設備支付予商業銀行的不計息現金按金並將於有關活動完成後退還。

於二零一八年及二零一七年十二月三十一日，本集團所有受限制現金以人民幣計值。

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cash in transit	在途現金	760	3,489

The cash in transit represents the sales proceeds settled by debit cards or credit cards at the year end, which have yet to be credited by the banks to the Group.

在途現金指以借記卡或信用卡結算但銀行尚未計入本集團的銷售所得款項。

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22. CASH AND BANK

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Cash and cash in bank	現金及銀行活期存款	106,029	98,712
Short-term deposits	短期存款	1,565,064	1,940,454
		1,671,093	2,039,166
Less: Time deposits with maturity over three months	減：三個月以上到期的定期存款	1,565,064	1,876,480
Cash and cash equivalents	現金及現金等價物	106,029	162,686

At the end of the reporting period, the cash and bank balances and time deposits of the Group denominated in RMB amounted to RMB437,735,000 (2017: RMB91,781,000).

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

The carrying amounts of the cash and cash equivalents approximate to their fair values.

22. 現金及銀行存款

於報告期末，本集團以人民幣計值的現金及銀行結餘及定期存款為人民幣437,735,000元(二零一七年：人民幣91,781,000元)。

人民幣不能自由兌換成其他貨幣，然而，根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務的銀行將人民幣兌換成其他貨幣。

銀行活期存款按基於每日銀行存款利率的浮動利率賺取利息。銀行結餘存置於信譽卓越且近期並無拖欠歷史的銀行。

現金及現金等價物的賬面值與其公平值相若。

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23. TRADE PAYABLES

The ageing analysis of outstanding trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Within 3 months	三個月內	84,104	84,807
3 to 6 months	三至六個月	284	844
Over 6 months	六個月以上	75	30
Over 12 months	十二個月以上	603	620
		85,066	86,301

The trade payables are non-interest-bearing.

23. 貿易應付款項

於報告期末按發票日期劃分的未支付貿易應付款項的賬齡分析如下：

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Within 3 months	三個月內	84,104	84,807
3 to 6 months	三至六個月	284	844
Over 6 months	六個月以上	75	30
Over 12 months	十二個月以上	603	620
		85,066	86,301

貿易應付款項不計息。

24. OTHER PAYABLES AND ACCRUALS

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Refundable advances from customers	可予退還的客戶預收款	54,471	74,258
Payables for purchase of property, plant and equipment	購買物業、廠房及設備的應付款項	79,497	64,501
Payables for operating leases	經營租賃應付款項	6,975	3,720
Payroll and welfare payable	應付工資及福利	130,802	142,867
Other tax payables	其他應付稅項	22,529	31,434
Deposits received from suppliers	自供應商收取的按金	5,756	5,374
Freight	運費	12,327	9,083
Other payables	其他應付款項	16,469	16,044
		328,826	347,281

Other payables are unsecured, non-interest-bearing and repayable on demand.

24. 其他應付款項及應計費用

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Refundable advances from customers	可予退還的客戶預收款	54,471	74,258
Payables for purchase of property, plant and equipment	購買物業、廠房及設備的應付款項	79,497	64,501
Payables for operating leases	經營租賃應付款項	6,975	3,720
Payroll and welfare payable	應付工資及福利	130,802	142,867
Other tax payables	其他應付稅項	22,529	31,434
Deposits received from suppliers	自供應商收取的按金	5,756	5,374
Freight	運費	12,327	9,083
Other payables	其他應付款項	16,469	16,044
		328,826	347,281

其他應付款項為無抵押、不計息且須按要項償還。

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25. DEFERRED TAX

The movements in deferred tax assets and tax liabilities during the year are as follows:

Deferred tax assets

		Accumulated losses	Expenses accrued	Government grants	Others	Total
		累計虧損	應計開支	政府補助	其他	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2017 and at 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	8,760	16,700	4,560	1,390	31,410
Deferred tax charged/(credited) to profit or loss for the year (note 9)	年內扣除自/(計入)損益 的遞延稅項(附註9)	6,922	—	5,425	2,969	15,316
At 31 December 2018	於二零一八年 十二月三十一日	15,682	16,700	9,985	4,359	46,726

25. 遞延稅項

年內遞延稅項資產及稅項負債的變動如下：

遞延稅項資產

		Accumulated losses	Expenses accrued	Government grants	Others	Total
		累計虧損	應計開支	政府補助	其他	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2016 and at 1 January 2017	於二零一六年 十二月三十一日及 二零一七年一月一日	4,099	16,700	4,785	985	26,569
Deferred tax charged/(credited) to profit or loss for the year (note 9)	年內扣除自/(計入)損益 的遞延稅項(附註9)	4,661	—	(225)	405	4,841
At 31 December 2017	於二零一七年 十二月三十一日	8,760	16,700	4,560	1,390	31,410

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25. DEFERRED TAX (Cont'd)

Deferred tax liabilities

25. 遞延稅項(續)

遞延稅項負債

		Depreciation allowance in excess of related depreciation	Fair value adjustments of structured deposits measured at FVPL	Total
		超出相關折舊的折舊撥備	按公平值計入損益計量的結構性存款之公平值調整	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	(4,076)	—	(4,076)
Deferred tax charged to profit or loss during the year (note 9)	年內自損益扣除的遞延稅項(附註9)	(5,307)	(438)	(5,745)
At 31 December 2018	於二零一八年十二月三十一日	(9,383)	(438)	(9,821)
			Depreciation allowance in excess of related depreciation	
			超出相關折舊的折舊撥備	
			RMB'000	
			人民幣千元	
At 1 January 2017	於二零一七年一月一日		—	
Deferred tax charged to profit or loss during the year (note 9)	年內自損益扣除的遞延稅項(附註9)			(4,076)
At 31 December 2017	於二零一七年十二月三十一日			(4,076)

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25. DEFERRED TAX (Cont'd)

Deferred tax liabilities (Cont'd)

The Group had unused tax losses of RMB19,050,000 available for offsetting against future taxable profits in respect of subsidiaries in Mainland China, for which no deferred tax assets have been recognised. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised. The available period of the unused tax losses will expire in one to five years far offsetting against future taxable profits.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributable by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. Under the current organisation and operation structure, the Group's applicable rate is 5% to 10% (2017: 10%). The aggregate amounts of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised amounted to approximately RMB2,277,266,000 as at 31 December 2018 (2017: RMB1,740,211,000).

As of 31 December 2018, no deferred tax liability has been recognised for withholding taxes that would be payable on unremitted earnings of the Group's subsidiaries established in Mainland China (2017: Nil). In the opinion of the Directors, it is not considered probable that these subsidiaries will distribute such earnings to foreign entities in the foreseeable future.

25. 遞延稅項(續)

遞延稅項負債(續)

本集團有可供抵銷中國內地附屬公司未來應課稅溢利的未動用稅項虧損人民幣19,050,000元，因此並無就此確認遞延稅項資產。本集團並無就該等虧損確認遞延稅項資產，因產生遞延稅項資產之附屬公司已呈虧一段時間，並認為不大可能會產生應課稅溢利以抵銷稅項虧損。就抵銷未來應課稅溢利而言的未動用稅項虧損的可使用期間將於一至五年屆滿。

根據《中國企業所得稅法》，於中國內地成立的外商投資企業向境外投資者宣派的股息須繳納10%的預扣稅。該規定自二零零八年一月一日起生效及適用於二零零七年十二月三十一日後產生的盈利。倘中國內地與境外投資者所在司法權區訂有稅收條約，可適用較低的預扣稅率。因此，本集團須就於中國內地成立的該等附屬公司於二零零八年一月一日起所得盈利而分派的股息繳納預扣稅。根據目前組織及經營架構，本集團的適用稅率為5%至10%(二零一七年：10%)。於二零一八年十二月三十一日，與投資中國內地附屬公司有關且並無確認遞延稅項負債的暫時差異總額約為人民幣2,277,266,000元(二零一七年：人民幣1,740,211,000元)。

截至二零一八年十二月三十一日，並未就本集團於中國內地成立的附屬公司的未匯出盈利應付的預扣稅而確認遞延稅項負債(二零一七年：無)。董事認為，該等附屬公司在可預見未來不大可能向境外實體分派有關盈利。

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26. GOVERNMENT GRANTS

26. 政府補助

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Non-current	非流動	38,356	36,938
Current	流動	1,455	902
		39,811	37,840

The movements in government grants during the year are as follows:

年內政府補助變動如下：

		Non-current 非流動 RMB' 000 人民幣千元	Current 流動 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
At 1 January 2017	於二零一七年一月一日	18,240	996	19,236
Received during the year	年內收取	19,600	—	19,600
Released to current portion	撥至流動部分	(902)	902	—
Released to profit or loss	撥至損益	—	(996)	(996)
At 31 December 2017	於二零一七年十二月三十一日	36,938	902	37,840
At 1 January 2018	於二零一八年一月一日	36,938	902	37,840
Received during the year	年內收取	3,030	—	3,030
Released to current portion	撥至流動部分	(1,612)	1,612	—
Released to profit or loss	撥至損益	—	(1,059)	(1,059)
At 31 December 2018	於二零一八年十二月三十一日	38,356	1,455	39,811

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27. SHARE CAPITAL

27. 股本

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Authorised:	法定：		
50,000,000,000 shares of USD0.000001 each (2017: 50,000,000,000 shares of USD0.000001 each)	50,000,000,000 股每股面值 0.000001 美元的股份 (二零一七年：50,000,000,000 股 每股面值 0.000001 美元的股份)	306	306
Issued and fully paid:	已發行及繳足：		
2,383,140,500 shares of USD0.000001 each (2017: 2,383,140,500 shares of USD0.000001 each)	2,383,140,500 股每股面值 0.000001 美元的股份 (二零一七年：2,383,140,500 股 每股面值 0.000001 美元的股份)	16	16

A summary of movements in the Company's share capital is as follows:

本公司股本變動概要如下：

		Numbers of shares in issue 已發行股份數目	Share capital 股本 RMB' 000 人民幣千元	Treasury shares 庫存股份 RMB' 000 人民幣千元
At 1 January 2017,	於二零一七年一月一日、			
31 December 2017	二零一七年十二月三十一日			
and 1 January 2018	及二零一八年一月一日	2,383,140,500	16	—
Repurchased of shares (note)	已購回股份(附註)	—	—	(263,525)
At 31 December 2018	於二零一八年十二月三十一日	2,383,140,500	16	(263,525)

27. SHARE CAPITAL (Cont'd)

Note:

The Company adopted the restricted share unit scheme (the "RSU Scheme") on 25 July 2018. During 30 August 2018 to 24 October 2018, the Company purchased 65,412,000 of its shares on the Hong Kong Stock Exchange for a total cash consideration of HK\$299,998,000, equivalent to RMB263,525,000 (2017: none). The purchased shares will be used as awards for the participants in the RSU Scheme, and as of 31 December 2018, the purchased shares have not been granted to employees and were presented as treasury shares at cost.

28. RESERVES

The amount of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statements of changes in equity on pages 85 to 86 of the financial statements.

Share premium

The share premium of the Group represents the amount paid by shareholders for capital injection in excess of its nominal value. Details of the movements in the share premium are set out in the consolidated statements of changes in equity.

Merger reserve

The merger reserve of the Group represents the reserve arose pursuant to the Reorganisation. Details of the movements in the merger reserve are set out in the consolidated statements of changes in equity.

Statutory reserve

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate a certain portion (not less than 10%) of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

27. 股本(續)

附註：

本公司於二零一八年七月二十五日採納受限制股份單位計劃(「受限制股份單位計劃」)。於二零一八年八月三十日至二零一八年十月二十四日，本公司於香港聯交所購買65,412,000股本公司股份，總現金代價為299,998,000港元(相當於人民幣263,525,000元)(二零一七年：無)。已購買股份將用作受限制股份單位計劃參與者的獎勵，且於二零一八年十二月三十一日，已購買股份尚未被授予僱員並按成本呈列為庫存股份。

28. 儲備

本集團於本年度及上年度的儲備金額及其變動在財務報表第85頁至第86頁的綜合權益變動表中呈列。

股份溢價

本集團股份溢價指股東就注資所支付的款項超出面值的部分。股份溢價的變動詳情載於綜合權益變動表。

合併儲備

本集團的合併儲備指重組產生的儲備。合併儲備變動詳情載於綜合權益變動表。

法定儲備

根據《中國公司法》，本集團若干屬內資企業的附屬公司須提取其除稅後溢利的若干部分(不少於10%)(根據相關中國會計準則釐定)列入其各自的法定盈餘公積金，直至公積金達到其各自註冊資本的50%。在《中國公司法》所載若干限制的規限下，部分法定盈餘公積金可轉增股本，前提是資本化後的餘下結餘不得少於註冊資本的25%。

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28. RESERVES (Cont'd)

Exchange fluctuation reserve

The exchange fluctuation reserve is used to record exchange differences arising from the translation of the financial statements of the foreign subsidiaries.

29. CONTINGENT LIABILITIES

At the end of the reporting period, the Group had no significant contingent liabilities.

30. PLEDGE OF ASSETS

Details of the Group's pledge of assets are included in note 12 to the financial statements.

31. OPERATING LEASE ARRANGEMENTS

As lessee

The Group is the lessee in respect of a number of properties and land held under operating leases. The leases typically run for an initial period of one to five years, with an option to renew the leases when all the terms are renegotiated.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	202,583	166,298
In the second to fifth years, inclusive	二至五年(包括首尾兩年)	302,825	261,156
After five years	五年後	3,935	6,240
		509,343	433,694

28. 儲備(續)

匯兌波動儲備

匯兌波動儲備用於記錄換算海外附屬公司財務報表產生的匯兌差額。

29. 或然負債

於報告期末，本集團並無重大或然負債。

30. 資產抵押

有關本集團資產抵押的詳情，載於財務報表附註12。

31. 經營租賃安排

作為承租人

本集團為根據經營租賃所持若干物業及土地的承租人。該等租賃的初始期限通常為一至五年，於所有條款重新磋商後可選擇續期。

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃於下列年期到期的未來最低租賃付款總額如下：

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32. COMMITMENTS

In addition to the operating lease commitments detailed in note 31 above, the Group had the following capital commitments at the end of the reporting period:

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Land and buildings	土地及樓宇	181,569	63,875
Plant and machinery	廠房及機器	47,750	115,685
Software	軟件	117	12,370
		229,436	191,930

In addition, the Group's undrawn capital calls to an associate is as follows:

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Capital contributions payable to an associate	應付一間聯營公司的出資	250,000	—

32. 承擔

除上文附註31詳述的經營租賃承擔外，於報告期末，本集團有下列資本承擔：

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Land and buildings	土地及樓宇	181,569	63,875
Plant and machinery	廠房及機器	47,750	115,685
Software	軟件	117	12,370
		229,436	191,930

此外，本集團對一間聯營公司的未提取出資如下：

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Capital contributions payable to an associate	應付一間聯營公司的出資	250,000	—

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33. RELATED PARTY TRANSACTIONS

a) Name and relationship of related parties

Related parties for the years ended 31 December 2017 and 2018 were as follows:

Name 姓名／名稱	Relationship 關係
Mr. Zhou Fuyu and Ms. Tang Jianfang 周富裕先生及唐建芳女士	Ultimate controlling shareholder 最終控股股東
Zhou Hei Ya Foods Joint Stock Limited Company ("ZHY Foods") 周黑鴨食品股份有限公司(「周黑鴨食品」)	Subsidiary controlled by Controlling Shareholders 控股股東控制的附屬公司

b) Transactions with related parties

The following transactions were carried out with related parties:

		2018 二零一八年 RMB' 000 人民幣千元	2017 二零一七年 RMB' 000 人民幣千元
Rental expense:	租賃開支：		
Mr. Zhou Fuyu and Ms. Tang Jianfang	周富裕先生及唐建芳女士	2,072	2,061
Acquisition of a subsidiary from a related party:	向一名關聯方收購一間附屬公司：		
ZHY Foods	周黑鴨食品	—	17,938

Note:

Pursuant to the agreements between the Group and the Controlling Shareholders, Hubei Shiji Yuanjing leased seven stores in 2018 (2017: five) from the Controlling Shareholders for its operation with periods ranging from 1 to 3 years. The lease terms were mutually agreed between parties.

33. 關聯方交易

a) 關聯方的名稱和關係

截至二零一七年及二零一八年十二月三十一日止年度的關聯方如下：

b) 與關聯方之交易

下列為與關聯方之交易：

附註：

根據本集團與控股股東之間的協議，湖北世紀願景於二零一八年向控股股東租賃7間(二零一七年：5間)門店用於營運，期限介乎1至3年。租賃條款經訂約方共同協定。

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於二零一八年十二月三十一日

33. RELATED PARTY TRANSACTIONS (Cont'd)

c) Balances with related parties

The Group had the following significant balances with its related parties at the end of the reporting period:

Due from the Controlling Shareholders:

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Mr. Zhou Fuyu and Ms. Tang Jianfang	周富裕先生及唐建芳女士	2,294	1,801

Amounts due from the Controlling Shareholders were interest-free, unsecured and have no fixed terms of repayment.

應收控股股東款項為免息、無抵押及無固定還款期限。

d) Compensation of key management personnel of the Group:

		2018	2017
		二零一八年	二零一七年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Short term employee benefits	短期僱員福利	8,558	8,889
Post-employee benefits	離職後福利	619	618
		9,177	9,507

Further details of directors' and the chief executive's emoluments are included in note 7 to the financial statements.

d) 本集團主要管理人員的薪酬：

董事及最高行政人員酬金的進一步詳情載於財務報表附註7。

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34. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2018

Financial assets

34. 金融工具－按類別劃分

於報告期末，各類金融工具的賬面值如下：

二零一八年

金融資產

		Financial assets at fair value through profit or loss Designated as such upon initial Financial recognition assets at amortised cost 按攤銷 成本入賬的 金融資產 RMB'000 人民幣千元	Financial assets at fair value through profit or loss Designated as such upon initial Financial recognition assets at amortised cost 按攤銷 成本入賬的 金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade receivables	貿易應收款項	30,866	—	30,866
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項 及其他資產的金融資產	10,725	—	10,725
Rental deposits	租賃按金	83,221	—	83,221
Structured deposits	結構性存款	—	626,756	626,756
Due from the Controlling Shareholders	應收控股股東款項	2,294	—	2,294
Restricted cash	受限制現金	4,000	—	4,000
Cash in transit	在途現金	760	—	760
Cash and bank	現金及銀行存款	1,671,093	—	1,671,093
		1,802,959	626,756	2,429,715

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34. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

Financial liabilities

34. 金融工具－按類別劃分(續)

金融負債

		Financial liabilities at amortised cost 按攤銷成本入賬的金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	85,066
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	175,495
		260,561

2017

Financial assets

二零一七年

金融資產

		Loans and receivables 貸款及應收款項 RMB'000 人民幣千元	Available-for-sale financial assets 可供出售金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade receivables	貿易應收款項	25,506	—	25,506
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	967,888	—	967,888
Rental deposits	租賃按金	70,459	—	70,459
Available-for-sale investments	可供出售投資	—	30,000	30,000
Due from the Controlling Shareholders	應收控股股東款項	1,801	—	1,801
Restricted cash	受限制現金	14,911	—	14,911
Cash in transit	在途現金	3,489	—	3,489
Cash and bank	現金及銀行存款	2,039,166	—	2,039,166
		3,123,220	30,000	3,153,220

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34. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本入賬的金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	86,301
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	98,722
		185,023

35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and bank, cash in transit, restricted cash, structured deposits, rental deposits, trade receivables, amounts due from the Controlling Shareholders, financial assets included in prepayments, other receivables and other assets, trade payables, financial liabilities included in other payables and accruals due to a related party, amounts due to the Controlling Shareholders and dividends payable approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

34. 金融工具－按類別劃分(續)

金融負債

		Financial liabilities at amortised cost 按攤銷成本入賬的金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	86,301
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	98,722
		185,023

35. 金融工具公平值及公平值層級

管理層已評估現金及銀行存款、在途現金、受限制現金、結構性存款、租賃按金、貿易應收款項、應收控股股東款項、計入預付款項、其他應收款項及其他資產的金融資產、貿易應付款項、計入其他應付款項及應付關連方款項的應計費用的金融負債、應付控股股東款項及應付股息的公平值與其賬面值相若，主要由於該等工具屬短期到期。

本集團由財務經理領導的財務部門負責釐定金融工具公平值計量的政策及程序。財務經理直接向財務總監及審核委員會報告。於各報告日期，財務部門分析金融工具的價值變動並釐定估值中應用的主要輸入數據。估值由財務總監審核及批准。估值過程及結果於每年就中期及年度財務報告與審核委員會進行二次討論。

35. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Cont'd)

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

Fair value hierarchy

The fair value measurement hierarchy of the Group's structured deposits was all of Level 2 – significant observable inputs as at the end of the reporting period.

During the reporting period, there were no transfers of fair value measurements between Level 1 – quoted price in active markets and Level 2 – significant observable inputs and no transfers into or out of Level 3 – significant unobservable inputs.

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise structured deposits and cash and short term deposits. The Group has various other financial assets and liabilities, such as trade and other receivables and trade and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

35. 金融工具公平值及公平值層級 (續)

金融資產及負債的公平值以自願交易方(強迫或清盤出售除外)當前交易中該工具的可交易金額入賬。

公平值層級

於報告期末，本集團結構性存款的公平值計量層級全部為第2層(重大可觀察輸入資料)。

於報告期間，第一級(於活躍市場的報價)與第二級(重大可觀察輸入數據)公平值計量之間並無轉移，第三級(重大不可觀察輸入數據)亦無轉入或轉出。

36. 金融風險管理目標及政策

本集團的主要金融工具包括結構性存款以及現金及短期存款。本集團擁有多種其他金融資產及負債，如直接產生於其業務的貿易及其他應收款項以及貿易及其他應付款項。

本集團的金融工具產生的主要風險為外匯風險、信貸風險及流動資金風險。董事會審核及協定管理各項該等風險的政策，概要如下。

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於二零一八年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Cont'd)

Foreign currency risk

During the years ended 31 December 2018 and 2017, the Group had cash at banks denominated in foreign currencies, and was exposed to foreign exchange risk arising from various currency exposures, primarily with respect to USD. Foreign exchange risk arises from short term deposits in USD.

Details of cash and cash equivalents denominated in RMB as at 31 December 2018 and 2017 are disclosed in note 22.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the USD and RMB exchange rate, with all other variables held constant, of the Group's profit before tax due to changes in the retranslated value of monetary assets:

		Increase/ (decrease) in the US\$ exchange rate 美元匯率 上升/(下跌) %	Increase/ (decrease) in profit before tax RMB' 000 除稅前溢利 增加/(減少) RMB' 000 人民幣千元
31 December 2018	二零一八年十二月三十一日		
If RMB weakens against USD	若人民幣兌美元貶值	(5)	58,642
If RMB strengthens against USD	若人民幣兌美元升值	5	(58,642)
31 December 2017	二零一七年十二月三十一日		
If RMB weakens against USD	若人民幣兌美元貶值	(5)	96,706
If RMB strengthens against USD	若人民幣兌美元升值	5	(96,706)

36. 金融風險管理目標及政策(續)

外匯風險

截至二零一八年及二零一七年十二月三十一日止年度，本集團有以外幣計值的銀行現金，並面臨各種貨幣風險產生的外匯風險，主要與美元有關。外匯風險來自以美元計值的短期存款。

截至二零一八年及二零一七年十二月三十一日，以人民幣計值的現金及現金等價物詳情於附註22披露。

下表列示於報告期末美元及人民幣匯率合理可能變動下本集團除稅前溢利的敏感度(所有其他變量維持不變)：

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Cont'd)

Credit risk

The Group trades only with recognised and creditworthy third parties and related parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

All the Group's cash and cash equivalents are held in major financial institutions located in Mainland China and Hong Kong, which do not have a recent history of default.

The carrying amounts of cash and bank, cash in transit, restricted cash, structured deposits, amounts due from the Controlling Shareholders, trade receivables and financial assets included in prepayments, other receivables and other assets included in the consolidated statements of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets. The Group has no other financial assets which carry significant exposure to credit risk.

Liquidity risk

The Group's policy is to monitor regularly the current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

36. 金融風險管理目標及政策(續)

信貸風險

本集團僅與獲認可及信譽卓著的第三方及關聯方交易。本集團的政策為所有願意按信貸條款交易的客戶接受信用驗證程序。此外，應收結餘持續受監控，而本集團所承擔的壞賬風險並不重大。

本集團的所有現金及現金等價物均於中國內地及香港的無近期違約記錄的主要金融機構持有。

於綜合財務狀況表入賬的現金及銀行存款、在途現金、受限制現金、結構性存款、應收控股股東款項、貿易應收款項及計入預付款項、其他應收款項及其他資產的金融資產的賬面值代表本集團就其金融資產所承受的最大信貸風險程度。本集團並無其他附帶重大信貸風險的金融資產。

流動資金風險

本集團的政策為定期監控現時及預期流動資金需求，以確保本集團維持充足現金儲備及自主要金融機構取得足夠的承諾信貸融資額，以應付本集團短期及長期的流動資金要求。

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Cont'd)

Liquidity risk (Cont'd)

Group

		2018 二零一八年				
		On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
		按要求	少於三個月	十二個月	一至五年	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade payables	貿易應付款項	962	84,104	—	—	85,066
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	175,495	—	—	—	175,495
		176,457	84,104	—	—	260,561

		2017 二零一七年				
		On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
		按要求	少於三個月	十二個月	一至五年	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade payables	貿易應付款項	1,494	84,807	—	—	86,301
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	98,722	—	—	—	98,722
		100,216	84,807	—	—	185,023

36. 金融風險管理目標及政策(續)

流動資金風險(續)

本集團

2018

二零一八年

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	按要求	少於三個月	十二個月	一至五年	總計
	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Trade payables	貿易應付款項	962	84,104	—	—	85,066
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	175,495	—	—	—	175,495
		176,457	84,104	—	—	260,561

2017

二零一七年

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	Total
	按要求	少於三個月	十二個月	一至五年	總計
	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Trade payables	貿易應付款項	1,494	84,807	—	—	86,301
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	98,722	—	—	—	98,722
		100,216	84,807	—	—	185,023

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(Cont'd)

Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using a gearing ratio, which is interest-bearing bank borrowings less cash equivalents divided by the total equity. As at 31 December 2017 and 2018, the Group had no interest-bearing bank borrowings and thus no gearing ratio was calculated.

37. EVENTS AFTER THE REPORTING PERIOD

No material events were undertaken by the Group subsequent to 31 December 2018.

36. 金融風險管理目標及政策(續)

資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力及維持穩健資本比率，以支持其業務及使股東價值最大化。

本集團根據經濟狀況變動及相關資產的風險特徵管理本集團的資本結構及對其進行調整。為維持或調整資本結構，本集團可能調整向股東分派的股息付款、向股東退還資本或發行新股份。

本集團使用資產負債比率(計息銀行借款減現金等價物，再除以總權益)監察資本。於二零一七年及二零一八年十二月三十一日，本集團並無計息銀行借款，因而未有計算資產負債比率。

37. 報告期後事件

於二零一八年十二月三十一日之後，本集團概無進行任何重大事項。

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

38. 本公司財務狀況表

本公司於報告期末的財務狀況表資料如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investment in a subsidiary	於一間附屬公司的投資	146,806	146,806
Total non-current assets	非流動資產總值	146,806	146,806
CURRENT ASSETS	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	7,574	4,043
Cash and bank	現金及銀行存款	1,545,910	1,931,342
Amount due from subsidiaries	應收附屬公司款項	234,936	217,897
Total current assets	流動資產總值	1,788,420	2,153,282
CURRENT LIABILITIES	流動負債		
Amount due to subsidiaries	應付附屬公司款項	3,244	3,244
Other payables and accruals	其他應付款項及應計費用	516	228
Total current liabilities	流動負債總額	3,760	3,472
NET CURRENT ASSETS	流動資產淨額	1,784,660	2,149,810
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	1,931,466	2,296,616
NET ASSETS	資產淨值	1,931,466	2,296,616
EQUITY	權益		
Share capital	股本	16	16
Treasury shares	庫存股份	(263,525)	—
Reserves (note)	儲備(附註)	2,194,975	2,296,600
TOTAL EQUITY	總權益	1,931,466	2,296,616

Notes to Financial Statements

財務報表附註

31 December 2018

於二零一八年十二月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Note:

A summary of the Company's reserves is as follows:

		Share premium	Exchange fluctuation reserve	(Accumulative losses) /Retained profits	Total
		股份溢價 RMB'000 人民幣千元	匯兌波動儲備 RMB'000 人民幣千元	(累計虧損) / 保留溢利 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Balance at 1 January 2017	於二零一七年一月一日的結餘	2,591,169	45,252	(15,371)	2,621,050
Total comprehensive income for the year	年內全面收入總額	—	—	38,117	38,117
Final 2016 dividend declared	已宣派二零一六年末期股息	(206,833)	—	—	(206,833)
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	—	(155,734)	—	(155,734)
At 31 December 2017	於二零一七年十二月三十一日	2,384,336	(110,482)	22,746	2,296,600
Balance at 1 January 2018	於二零一八年一月一日的結餘	2,384,336	(110,482)	22,746	2,296,600
Total comprehensive income for the year	年內全面收入總額	—	—	43,636	43,636
Final 2017 dividend declared	已宣派二零一七年末期股息	(235,897)	—	—	(235,897)
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	—	90,636	—	90,636
At 31 December 2018	於二零一八年十二月三十一日	2,148,439	(19,846)	66,382	2,194,975

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 27 March 2019.

38. 本公司財務狀況表(續)

附註：

本公司儲備概述如下：

39. 批准財務報表

財務報表於二零一九年三月二十七日獲董事會批准授權發行。

Five-Year Financial Summary

五年財務概要

CONSOLIDATED RESULTS

綜合業績

For the year ended December 31,

截至十二月三十一日止年度

		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益	3,211,521	3,248,943	2,816,489	2,432,009	1,809,082
Gross profit	毛利	1,847,432	1,979,723	1,755,102	1,372,819	989,550
Profit before tax	除稅前溢利	726,971	999,414	963,366	748,188	550,402
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	540,093	761,628	715,611	552,738	410,907

ASSETS AND LIABILITIES

資產及負債

As at December 31,

於十二月三十一日

		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Assets	資產					
Non-current assets	非流動資產	1,776,078	1,100,614	627,900	549,100	424,533
Current assets	流動資產	2,880,027	3,471,820	3,479,116	406,968	767,835
Total assets	總資產	4,656,105	4,572,434	4,107,016	956,068	1,192,368
Total equity	總權益	4,125,707	4,000,673	3,595,571	384,982	922,164
Liabilities	負債					
Non-current liabilities	非流動負債	48,177	41,014	22,240	23,168	16,631
Current liabilities	流動負債	482,221	530,747	489,205	547,918	253,573
Total liabilities	負債總額	530,398	571,761	511,445	571,086	270,204
Net current assets/(liabilities)	流動資產/(負債)淨額	2,397,806	2,941,073	2,989,911	(140,950)	514,262
Total assets less current liabilities	總資產減流動負債	4,173,884	4,041,687	3,617,811	408,150	938,795



Zhou Hei Ya International Holdings Company Limited

周黑鴨國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1458