



中糧  
COFCO



INTERIM REPORT 中期報告

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# 中糧肉食控股有限公司 COFCO Meat Holdings Limited

(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 : 01610

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# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Chairman of the Board and Executive Director

Mr. Jiang Guojin

#### Executive Director

Mr. Xu Jianong

#### Non-executive Directors

Ms. Yang Hong  
Mr. Wolhardt Julian Juul  
Dr. Cui Guiyong  
Mr. Zhou Qi  
Mr. Zhang Lei  
Dr. Huang Juhui

#### Independent Non-executive Directors

Dr. Chen Huanchun  
Mr. Fu Tingmei  
Mr. Li Michael Hankin  
Mr. Lee Ted Tak Tai

### AUDIT COMMITTEE

Mr. Lee Ted Tak Tai (Chairman)  
Mr. Fu Tingmei  
Dr. Cui Guiyong  
Mr. Li Michael Hankin

### NOMINATION COMMITTEE

Mr. Jiang Guojin (Chairman)  
Dr. Chen Huanchun  
Mr. Fu Tingmei

### REMUNERATION COMMITTEE

Mr. Li Michael Hankin (Chairman)  
Mr. Lee Ted Tak Tai  
Mr. Jiang Guojin

### FOOD SAFETY COMMITTEE

Dr. Chen Huanchun (Chairman)  
Dr. Huang Juhui  
Mr. Xu Jianong

### JOINT COMPANY SECRETARIES

Dr. Zhang Nan  
Ms. Chau Hing Ling

### AUDITOR

Deloitte Touche Tohmatsu

### 董事

#### 董事會主席兼執行董事

江國金先生

#### 執行董事

徐稼農先生

#### 非執行董事

楊紅女士  
Wolhardt Julian Juul先生  
崔桂勇博士  
周奇先生  
張磊先生  
黃菊輝博士

#### 獨立非執行董事

陳煥春博士  
傅廷美先生  
李恆健先生  
李德泰先生

### 審核委員會

李德泰先生 (主席)  
傅廷美先生  
崔桂勇博士  
李恆健先生

### 提名委員會

江國金先生 (主席)  
陳煥春博士  
傅廷美先生

### 薪酬委員會

李恆健先生 (主席)  
李德泰先生  
江國金先生

### 食品安全委員會

陳煥春博士 (主席)  
黃菊輝博士  
徐稼農先生

### 聯席公司秘書

張楠博士  
周慶齡女士

### 核數師

德勤·關黃陳方會計師行

# CORPORATE INFORMATION

## 公司資料

### LEGAL ADVISERS

*As to Hong Kong law:*  
Clifford Chance

*As to Cayman Islands law:*  
Maples and Calder

### PRINCIPAL BANKS

Agricultural Bank of China Ltd.  
Bank of Communications Beijing Branch  
Industrial and Commercial Bank of China Ltd.

### AUTHORISED REPRESENTATIVES

Mr. Xu Jianong  
Ms. Chau Hing Ling

### SHARE REGISTRAR AND TRANSFER OFFICE

#### Principal

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

#### Hong Kong Branch

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### REGISTERED OFFICE

P.O. Box 31119  
Grand Pavilion, Hibiscus Way  
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Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Hong Kong

### HEAD OFFICE IN THE PRC

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No. 8, Chao Yang Men South St.  
Chao Yang District, Beijing  
China

### COMPANY WEBSITE

[www.cofco-joycome.com](http://www.cofco-joycome.com)

### 法律顧問

香港法律：  
高偉紳律師行

開曼群島法律：  
邁普達律師事務所

### 主要往來銀行

中國農業銀行股份有限公司  
交通銀行北京分行  
中國工商銀行股份有限公司

### 授權代表

徐稼農先生  
周慶齡女士

### 股份過戶登記處

#### 總處

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

#### 香港分處

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Grand Cayman, KY1-1205  
Cayman Islands

### 香港主要營業地點

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告士打道262號  
中糧大廈33樓

### 中國總部

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朝陽門南大街8號  
中糧福臨門大廈

### 公司網站

[www.cofco-joycome.com](http://www.cofco-joycome.com)

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### COMPANY PROFILE

#### Company introduction

The Company is a meat business platform under COFCO and was listed on the main board of the Stock Exchange on November 1, 2016 (stock code: 1610).

The main businesses of the Company include feed production, hog production, slaughtering and cutting, production, distribution and sale of fresh pork and processed meat products, import and distribution of meat products (including pork, beef, poultry and mutton). As a leading meat enterprise with operations covering the integrated value chain in China, the Company seized the opportunity of industrial transformation and upgrading and formed a strategic layout throughout the country, so that the scale of hog production and fresh pork business has been rapidly growing. We adhere to the operation principle of “leading the safety standards in the industry and assuring meat safety for citizens” through providing consumers with high-quality meat products. “Joycome” chilled pork and “Maverick” low-temperature meat products continue to rise in popularity in major first-tier cities.

#### Business segments introduction

##### Hog production

Hog production segment includes businesses such as feed production, hog breeding and hog farming. The Company has established modern hog production bases and inhouse feed mills in provinces and cities including Jilin, Inner Mongolia, Tianjin, Hebei, Henan, Jiangsu and Hubei and planned to further expand its hog production capacity.

##### Fresh pork

Fresh pork segment includes hog slaughtering and cutting, distribution and sale of fresh pork, and the main products are chilled pork. The Company owns two modern slaughtering and processing bases in Jiangsu and Hubei, and vigorously develops branded business. The “Joycome” brand covers the pork consumption market in major cities and areas such as Shanghai and the Yangtze River Delta, Beijing and Wuhan.

### 公司概況

#### 公司簡介

本公司為中糧旗下的肉類業務平台，並於二零一六年十一月一日在聯交所主板上市（股票代號：1610）。

本公司主要業務包括：飼料生產、生豬養殖及屠宰分割、生鮮豬肉及肉製品生產、經銷與銷售，及肉類產品（包括豬肉、牛肉、禽肉及羊肉）進口分銷。作為中國領先的全產業鏈肉類企業，本公司把握行業轉型升級的機遇，在全國形成戰略性佈局，使生豬養殖和生鮮豬肉規模增長迅速；我們秉持「引領行業安全標準、保障國民肉食安全」的經營理念，向消費者提供高品質肉類產品，「家佳康」冷鮮豬肉、「萬威客」低溫肉製品在主要一線城市知名度不斷上升。

#### 分業務簡介

##### 生豬養殖

生豬養殖分部包括飼料生產、種豬繁育及生豬飼養業務。本公司在吉林、內蒙、天津、河北、河南、江蘇、湖北等省市建有現代化生豬養殖基地及配套飼料廠，計劃進一步擴張生豬養殖產能。

##### 生鮮豬肉

生鮮豬肉分部包括生豬屠宰分割、生鮮豬肉的經銷及銷售，產品主要為冷鮮豬肉。本公司在江蘇、湖北擁有兩座現代化屠宰加工基地，大力開展品牌化運作，通過「家佳康」品牌覆蓋上海及長三角、北京、武漢等主要城市及地區的豬肉消費市場。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### *Processed meat products*

The processed meat products segment includes the production, distribution and sale of various types of processed meat products (mainly western-style low-temperature processed meat products). The Company owns three modern processed meat product processing bases in Jiangsu, Hubei and Guangdong. Our two brands, namely “Joycome” and “Maverick”, cover the processed meat products consumption market in major domestic first-tier cities.

### *Meat import*

Meat import segment includes import of meat products (including pork, beef, poultry and mutton) and by-products and distribution in the PRC. The Company combines imported raw materials with domestic processing capacity and key account service, and provides high value-added products to well-known domestic food processors, large chain catering enterprises, etc.

## BUSINESS REVIEW

### *Market overview*

#### *In the first half of 2018, hog price hit an eight-year new low, and the hog production industry sustained losses*

In the first half of 2018, the country's hog production volume was 334 million heads and the pork production was 26 million tons, representing a year-on-year increase of 1.2% and 1.4%, respectively. As the hog market was oversupplied, hog price underwent a rapid decline after the spring festival and started to generate losses, hitting an eight-year new low, with the average industry price in the first half of 2018 decreasing by 23.7% year-on-year. Faced with money losses, backyard farms exited from the industry at a faster pace, elimination of sows were enhanced, and hog production enterprises with relatively tight budget slowed down their capacity expansion, which coupled with the impact of stricter environmental protection policies and the epidemics in the last winter, resulted in a rebound in the hog price in May to July of 2018.

### *肉製品*

肉製品分部包括各類肉製品（主要為西式低溫肉製品）的生產、經銷及銷售。本公司在江蘇、湖北、廣東擁有三座現代化肉製品加工基地，通過「家佳康」、「萬威客」兩大品牌覆蓋國內主要一線城市的肉製品消費市場。

### *肉類進口*

肉類進口分部包括進口肉類產品（包括豬肉、牛肉、禽肉及羊肉）及副產品，並於國內分銷。本公司將進口原料與國內加工產能、大客戶服務相結合，向國內知名食品加工商、大型連鎖餐飲企業等提供高附加值產品。

## 業務回顧

### *市場概覽*

#### *上半年豬價創近八年新低，生豬養殖行業虧損*

二零一八年上半年，全國生豬出欄量同比增1.2%達334百萬頭，豬肉產量同比增1.4%達26百萬噸。生豬市場供過於求，春節後豬價快速下行至虧損區間，創近八年新低，二零一八年上半年行業均價同比下降23.7%。在虧損情況下，散戶加速退出，母豬淘汰力度加大，資金鏈較為緊張的養殖企業產能擴張步伐放緩；疊加環保趨緊和去年冬季疫情的影響，二零一八年五月至七月豬價反彈。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### *With consumption upgrading, pork consumption tends to be brand-oriented*

With consumption upgrading, pork consumption tends to be brand-oriented. In the first half of 2018, hog price remained sluggish, but high-end branded pork price stayed strong. The pork industry is transforming from price competition to brand competition, and enterprises providing consumers with higher quality and better consumer experience will benefit from the transformation and upgrading, and thus secure higher consumer loyalty and brand premium.

### *With international trade policy adjustment, pork import volume decreased slightly in the first half of 2018*

In April 2018, the Customs Tariff Commission of the State Council decided to suspend tariff concessions on 128 items of seven categories of imported goods (including pork and processed products) originating from the US. In June, it decided to impose additional tariffs of 25% on 659 items of imported goods (worth approximately USD50 billion) originating from the US. In particular, additional tariffs for 545 items of goods (worth approximately USD34 billion) including pork and soybean, were effective from July 6, 2018. After the two tariff hikes, pork and soybean exported to China from the US recorded tariff rates of 62% and 28%, respectively. In the first half of 2018, China logged a pork import volume of 648,000 tons, representing a year-on-year decrease of 2.2%; the average spot price of soybean meal for the same period was RMB3,115 per ton, representing a year-on-year increase of 1.2%.

### *消費升級，豬肉消費呈現品牌化趨勢*

在消費升級的大背景下，豬肉消費呈現品牌化趨勢。二零一八年上半年生豬價格低迷，但高端品牌豬肉價格堅挺。豬肉行業正由價格競爭轉向品牌競爭，為消費者提供更好品質和消費體驗的企業將在轉型升級中受益，獲得更高的客戶忠誠度和品牌溢價。

### *國際貿易政策調整，上半年豬肉進口量小幅減少*

二零一八年四月，國務院關稅稅則委員會決定對原產於美國的包括豬肉及製品在內的7類128項進口商品中止關稅減讓義務；六月，決定對原產於美國的659項約500億美元進口商品加徵25%的關稅，其中對包括豬肉、大豆等545項約340億美元商品自二零一八年七月六日起實施加徵關稅。兩次關稅調整後，美國出口至中國的豬肉關稅稅率為62%、大豆關稅稅率為28%。二零一八年上半年我國豬肉進口量64.8萬噸，同比下降2.2%；同期豆粕現貨均價為每噸人民幣3,115元，同比上漲1.2%。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Results of operation

The Company's results highlights in the first half of 2018 are as follows:

### 經營業績

本公司二零一八年上半年業績摘要如下：

		First half of 2018 二零一八年 上半年	First half of 2017 二零一七年 上半年	Change 變動
Hog production volume (unit: '000 heads)	生豬出欄量 (千頭)	1,259	1,009	24.8%
Fresh pork sales volume (unit: '000 tons)	生鮮豬肉銷量 (千噸)	91	80	14.6%
Branded pork sales volume (unit: '000 tons)	品牌豬肉銷量 (千噸)	20	14	42.5%
Revenue (RMB million)	營業收入 (人民幣百萬元)	3,264	3,299	(1.1)%
Hog production	生豬養殖	1,498	1,627	(7.9)%
Fresh pork	生鮮豬肉	1,296	1,382	(6.3)%
Processed meat products	肉製品	175	164	6.2%
Meat import	肉類進口	959	865	10.9%
Ratio of revenue from branded business (%)	品牌業務收入佔比(%)	17.3%	14.9%	2.4 percentage points 2.4個百分點
Profit for the period (RMB million) (before biological assets fair value adjustments)	期內溢利 (人民幣百萬元) (生物資產公允價值調整前)	11	289	(96.3)%
Profit attributable to owners of the Company (RMB million) (after biological assets fair value adjustments)	本公司擁有人應佔溢利 (人民幣百萬元) (生物資產公允價值調整後)	(243)	226	(207.4)%

In the first half of 2018, the Company overcame the uncontrollable factors of hog price decrease and focused on operation improvements and brand building. As a result, the Company's core businesses continued to maintain rapid growth and the branded businesses developed rapidly. In the first half of 2018, the Company achieved a profit for the period of RMB11 million, decreasing by RMB279 million year-on-year: (1) Mainly because the segment results from hog production business dropped by RMB444 million year-on-year, which was mainly caused by the year-on-year decrease of 26% in the average selling price of hogs of the Company. However, the hog production volume increased by 25% year-on-year, production efficiency was improved, and production cost decreased, which greatly offset the unfavourable impact of the decrease in hog price; (2) The results of the fresh pork segment hit a record high, increasing by 43% year-on-year. The sales volume of the segment increased by 15% year-on-year, and the sales volume of branded fresh pork significantly increased by 42%, resulting in the increase of both the scale and the profit.

二零一八年上半年，本公司克服豬價下降的不可控因素，聚焦運營提升和品牌建設，核心業務繼續保持高速增長，品牌業務發展迅猛。上半年實現期內溢利人民幣11百萬元，同比減少人民幣279百萬元：(1) 主要因生豬養殖分部業績同比下降人民幣444百萬元，其中公司生豬銷售均價同比下降26%對利潤影響較大，但出欄量同比增長25%、養殖效率提升、養殖成本下降，大幅抵消了豬價下降的不利影響；(2) 生鮮豬肉分部業績創歷史新高，同比上升43%，分部銷量同比增長15%，品牌生鮮銷量大幅增長42%，規模和盈利雙增長。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Hog production business

The hog production segment's results highlights in the first half of 2018 are as follows:

		First half of 2018 二零一八年 上半年	First half of 2017 二零一七年 上半年	Change 變動
Hog production volume (unit: '000 heads)	生豬出欄量 (千頭)	1,259	1,009	24.8%
Segment revenue (RMB million)	分部收入 (人民幣百萬元)	1,498	1,627	(7.9)%
Segment results (RMB million)	分部業績 (人民幣百萬元)	(103)	341	(130.2)%
Finishing weight (kg)	商品豬出欄重 (公斤)	109.5	107.0	2.4%

#### Sped up capacity layout and strategically reserved capacity

Given a downward market trend, the Company not only sped up layout and strategically reserved capacity to improve the scale benefits, but also made great efforts to improve the production efficiency, reduce cost and enhance core competitiveness.

#### Accelerated establishment of supporting feed mills to further improve the proportion of self-supplied feed

As of June 30, 2018, the Company had a feed capacity of 900 thousand tons and the feed self-sufficiency rate increased from 20.9% for the same period in 2017 to 45.3%. In the second half of 2018, the new feed mill in Dongtai will go into mass production, which will help further improve the feed self-sufficiency rate. The Company fully studied the domestic and foreign markets of feed ingredients and established positions for corns and soybean meals at an appropriate time, so as to continuously create space for production cost reduction.

#### Explored multiple production modes of contract farming for poverty alleviation in response to the government's poverty alleviation policy

To accelerate the production capacity expansion, the Company has carried out contract farming pilots in North China since 2016, and 84 thousand piglets have been launched as at the end of June 2018. With support of the hog production industry and in line with the government's poverty alleviation policy, the Company actively fulfilled its social responsibility as a central enterprise, deeply participated in poverty alleviation initiatives of local governments and developed multiple production modes of contracting farming, including "company + cooperative + destitute households", and "company + scaled farmers + destitute households". At present, the Company's efforts for poverty alleviation have covered nearly 5,000 impoverished people and have obtained good economic and social results.

### 生豬養殖業務

生豬養殖分部二零一八年上半年業績摘要如下：

#### 加快產能佈局，戰略性儲備產能

在行情下行期，本公司一方面加速佈局，戰略性儲備產能，提升規模效益；一方面苦練內功，養殖效率提高，成本下降，核心競爭力增強。

#### 配套飼料廠加快建設，自供飼料比例繼續提高

截至二零一八年六月三十日，本公司已形成飼料產能900千噸，飼料自給率由二零一七年同期的20.9%提升至45.3%。二零一八年下半年東台新飼料廠將實現量產，飼料自給率將進一步提高。本公司充分研判國內外飼料原料行情，擇機建立玉米、豆粕頭寸，為養殖成本持續下降創造空間。

#### 結合政府扶貧政策，探索多種扶貧合作養殖模式

為加快養殖產能建設，本公司自二零一六年起在北方開展合作養殖試點，截至二零一八年六月底已投放豬苗84千頭。本公司積極履行央企社會責任，以養殖產業為依託，結合政府扶貧政策，深度參與地方政府脫貧攻堅工作，開展了「公司+合作社+貧困戶」、「公司+養殖大戶+貧困戶」等多種產業扶貧合作養殖模式。目前已覆蓋貧困人口近五千人，取得了良好的經濟效益和社會效益。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Fresh pork business

The fresh pork segment's results highlights in the first half of 2018 are as follows:

		First half of 2018 二零一八年 上半年	First half of 2017 二零一七年 上半年	Change 變動
Segment sales volume (unit: '000 tons)	分部銷量 (千噸)	91	80	14.6%
Branded fresh pork sales volume (unit: '000 tons)	品牌生鮮銷量 (千噸)	20	14	42.5%
Segment revenue (RMB million)	分部收入 (人民幣百萬元)	1,296	1,382	(6.3)%
Ratio of revenue from branded fresh pork	品牌生鮮收入佔比	30.1%	23.6%	6.5 percentage points 6.5個百分點
Capacity utilization (%)	產能利用率(%)	84.3%	76.7%	7.6 percentage points 7.6個百分點
Segment results (RMB million)	分部業績 (人民幣百萬元)	65	45	42.5%

*With simultaneous rise of sales volume and profit, segment performance and branded business hit new high*

In the first half of 2018, the sales volume of fresh pork increased by 15% year-on-year, among which, the sales volume of branded fresh pork significantly increased by 42%, leading to a year-on-year increase of 6.5 percentage points in ratio of revenue from branded fresh pork; segment results amounted to RMB65 million, significantly increasing by 43% year-on-year; driven by the branded business, segment gross profit margin increased by 2.9 percentage points year-on-year.

*Expanded production capacity and finished site selection for a new factory in Hubei Province*

The Company's factory in Wuhan, Hubei Province, with a capacity of 500,000 heads, has been producing in full capacity for six consecutive years laying a solid foundation in the market. In the first half of 2018, the Company selected a site in Huanggang, Hubei Province and signed an agreement with the government, planning to commence the construction of a new factory with an annual slaughtering capacity of 1,000,000 heads in the second half of 2018 to fully meet the needs in the Central China market. The Company is also preparing for production capacity expansion in North China.

### 生鮮豬肉業務

生鮮豬肉分部二零一八年上半年業績摘要如下：

*量利齊升，分部業績、品牌業務再創新高*

二零一八年上半年，生鮮豬肉銷量同比增長15%，其中品牌生鮮銷量大幅增長42%，帶動品牌生鮮收入佔比同比提高6.5個百分點；分部業績達人民幣65百萬元，同比大幅增長43%；在品牌業務的拉動下，分部毛利率同比上升2.9個百分點。

*產能擴張，湖北新工廠選址落實*

湖北武漢50萬頭工廠已連續六年滿產，市場基礎好。二零一八年上半年，本公司在湖北省黃岡市選址並與政府簽署協議，計劃下半年開工建設年屠宰產能100萬頭的新廠，全面覆蓋華中市場。華北擴產方案也在緊密籌備中。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

*Established the first domestic base for integrated pork value chain demonstration and promoted interactive-experience marketing*

The Company has built the first domestic base for integrated pork chain demonstration in Dongtai, Jiangsu Province, which comprises feed mills, breeding exhibition halls (including small hog farms with visiting passages), biogas stations, biogas slurry planting bases, fresh pork plants and processed meat products plants. In the first half of 2018, the Company organized 28 visits to the integrated value chain base in Dongtai. Through interactive experience sessions, such as presentations, visits and taste tests, the Company impressed consumers with Joycome's brand positioning of "five checkpoints for product safety and quality assurance from company owned farms".

*Took the lead in consumption upgrading by making innovation in small-packed products*

Seizing the opportunities of consumption upgrading, the Company kept making innovation in small-packed fresh pork products and deepened its cooperation with FreshHeMa and other new retail channels. By reaching the goods shelf for sale within one day after cutting, the products were well recognized for their delicacy, convenience, freshness and safety. In order to further improve the brand image and premium, the Company launched "linseed" series of high-end small-packed products featuring "high quality fat for healthy new life". Since May 2018, the products have been sold in Wuhan and the Yangtze River Delta, which were well recognized by the consumers.

#### Processed meat products business

The processed meat products segment's results highlights in the first half of 2018 are as follows:

*打造國內首個豬肉全產業鏈展示基地，開展互動體驗式營銷*

本公司在江蘇東台打造了國內首個豬肉全鏈條展示基地，涵蓋飼料廠、養殖展廳（含帶參觀通道的小型養殖場）、沼氣站、沼液種植、生鮮肉加工廠及肉製品加工廠。二零一八年上半年共組織東台全產業鏈基地游28次，通過展示講解、全鏈條參觀、產品試吃等互動式體驗環節，將家佳康「安全五道關，自養好品質」的品牌定位植入消費者心中。

*盒裝產品創新，引領消費升級*

本公司抓住消費升級機遇，不斷開展盒裝生鮮產品創新，並與盒馬鮮生等新零售渠道開展深度合作。產品分割後一天內到達貨架銷售，美味、便利、新鮮、安全的產品特質深受認可。為進一步提升品牌形象和溢價，本公司還推出「亞麻籽」高端盒裝系列新品，以「優脂健康新生活」為賣點，二零一八年五月起陸續在武漢和長三角上市，市場反響良好。

#### 肉製品業務

肉製品分部二零一八年上半年業績摘要如下：

		First half of 2018 二零一八年 上半年	First half of 2017 二零一七年 上半年	Change 變動
Segment sales volume (unit: '000 tons)	分部銷量 (千噸)	5.5	4.7	16.5%
Segment revenue (RMB million)	分部收入 (人民幣百萬元)	175	164	6.2%
Segment results (RMB million)	分部業績 (人民幣百萬元)	89*	2.0	4,354.7%

\* Note: The compensation granted by the government for the relocation of Guangdong Heshan Plant and the asset replacement premiums totalled to RMB88 million.

\*註：廣東鶴山工廠搬遷取得政府補償款及資產置換溢價合計人民幣88百萬元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### *Improved layout of production capacity, and optimized channel structure*

In the first half of 2018, Guangdong Heshan Plant completed the succeeding relocation work, and the new plant in Dongtai, Jiangsu Province was officially put into operation, focusing on deep processing of imported beef and catering services. The improvement of production capacity layout laid a good foundation for the transformation of channels for processed meat products business. In the first half of 2018, products sold through the catering services channel increased by 107% year-on-year.

### *Developed best sellers with intensive study of market demand*

Following the success of “cheese-filled sausage”, “chewy meat stick” and other best sellers, the Company continued to delve into market demand and intended to develop Chinese pot-stewed food according to regional tastes to further optimize product portfolios.

### *Meat import business*

The meat import segment's results highlights in the first half of 2018 are as follows:

		<b>First half of 2018</b>	First half of 2017	Change
		<b>二零一八年 上半年</b>	二零一七年 上半年	變動
Segment sales volume (unit: '000 tons)	分部銷量 (千噸)	<b>42</b>	40	3.4%
Sales volume of beef (unit: '000 tons)	牛肉銷量 (千噸)	<b>13</b>	9	57.1%
Segment revenue (RMB million)	分部收入 (人民幣百萬元)	<b>959</b>	865	10.9%
Segment results (RMB million)	分部業績 (人民幣百萬元)	<b>31</b>	4	688.0%

### *Achieved segmental growth against the backdrop of great changes in policies and exchange rates with proper risk control*

In the first half of 2018, the meat import segment recorded a year-on-year growth in sales volume, segment revenue and segment results by actively responding to factors such as the tariff increase of the US pork, “anti-dumping and countervailing” adjudication against Brazilian chicken, and depreciation of RMB. The Company reduced risks through accurate judgments on the market, back-to-back contract and high turnover. In the meantime, it also actively expanded sourcing countries and began importing chicken from Thailand.

### *完善產能佈局，優化渠道結構*

二零一八年上半年，廣東鶴山工廠完成搬遷後續工作，江蘇東台新工廠正式投產，聚焦進口牛肉深加工業務及餐飲服務。產能佈局的完善為肉製品業務渠道轉型奠定了良好基礎，二零一八年上半年餐飲渠道銷量同比增長107%。

### *深挖市場需求，培育明星單品*

繼成功打造「芝心腸」、「嚼真棒」等暢銷明星單品後，本公司繼續深挖市場需求，計劃根據區域口味開發中式醬鹵產品，進一步優化產品組合。

### *肉類進口業務*

肉類進口分部二零一八年上半年業績摘要如下：

### *風險控制得當，在政策、匯率變動較大的情況下實現增長*

二零一八年上半年，肉類進口分部積極應對美國豬肉關稅增加、巴西雞肉「反傾銷、反補貼」裁定、人民幣貶值等因素，銷量、分部收入、分部業績同比增長。本公司行情判斷準確，採取背對背簽約及高周轉舉措降低風險；同時積極拓展採購國別，新增泰國雞肉進口。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

*Increased the sales of beef sharply, and made preliminary achievement in the "trading plus processing" model*

Expanding the sales scale of imported beef is a strategic focus of this segment's business. The meat import segment continued to promote the "trading plus processing" business model and the revenue of beef under this business model increased by 76% year-on-year. The Company also made greater efforts to expand channels. The sales revenue of beef in terminal-type (catering, corporate customers and retailers) business increased by 96% year-on-year.

### FINANCIAL REVIEW

#### Overall Performance

During the first half of 2018, the revenue of the Group was RMB3,264 million, representing a year-on-year decrease of 1.1% as compared with RMB3,299 million for the same period in 2017. Prior to the adjustments of fair value of biological assets, the net profit of the Group was RMB11 million, representing a year-on-year decrease of RMB279 million and of 96.3%, as compared with RMB289 million for the same period in 2017.

#### Revenue

During the first half of 2018, the revenue of the Group was RMB3,264 million, representing a year-on-year decrease of RMB35 million as compared with RMB3,299 million for the same period in 2017. The decrease was mainly affected by the year-on-year decrease of commodity pig price, which was significantly offset by a year-on-year increase of 25% in hog production volume and the rapid development of branded businesses.

#### Gross Profit Margin

During the first half of 2018, the gross profit margin of the Group before the adjustments in fair value of biological assets decreased from 17.0% to 4.6%, mainly due to the effect of the year-on-year decrease of commodity pig price during the first half of 2018, which was partly offset by the expanded space of overall gross profit of branded business such as fresh pork.

*牛肉銷量大幅增長，工貿結合初現成效*

擴大進口牛肉銷售規模是本分部業務的戰略重點。肉類進口分部持續推進工貿結合的業務模式，牛肉工貿結合模式的業務收入同比增長76%；大力開展渠道深耕，牛肉終端型（餐飲、企業客戶、零售）業務收入同比增長96%。

### 財務回顧

#### 整體業績

二零一八年上半年，本集團營業收入為人民幣3,264百萬元，較二零一七年同期人民幣3,299百萬元下降1.1%。在生物資產公允價值調整前，本集團淨利潤為人民幣11百萬元，較二零一七年同期人民幣289百萬元減少人民幣279百萬元，同比下降96.3%。

#### 收入

二零一八年上半年，本集團營業收入為人民幣3,264百萬元，較二零一七年同期人民幣3,299百萬元下降人民幣35百萬元，主要受商品大豬價格同比下滑的影響，同時由於生豬出欄量同比增長25%、品牌業務發展迅速，大幅抵消豬價下滑的不利影響。

#### 毛利率

二零一八年上半年，本集團毛利率在生物資產公允價值調整前由17.0%下降至4.6%，主要受二零一八年上半年商品大豬價格較二零一七年同期下降的影響，同時被生鮮豬肉等品牌業務整體毛利空間擴大所部分抵消。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### *Selling and Distribution Expenses/Administrative Expenses*

During the first half of 2018, the total selling and distribution expenses and administrative expenses of the Group amounted to RMB225 million, representing a slight increase of 3.1% as compared with RMB218 million for the same period in 2017, mainly due to the increase of investment in branded businesses.

### *Finance Costs*

During the first half of 2018, the finance costs of the Group were RMB59 million, representing an increase of RMB18 million as compared with RMB41 million for the same period in 2017, mainly because that during the first half of 2018, the Company continued to advance project investment and properly increased capital reserve.

### *Other Income, Other Gains and Losses*

During the first half of 2018, other income of the Group was RMB48 million, representing a year-on-year increase of RMB17 million, mainly due to increase of RMB15 million in government grants(including pig insurance indemnity).

Other gains and losses turned from losses of RMB40 million for the same period in 2017 to gains of RMB98 million for the first half of 2018, mainly attributable to the compensation granted by the government for the relocation of Guangdong Heshan Plant and the asset replacement premiums of RMB88 million in total.

### *Profit/Loss for the Period*

For the reasons above, the Group recorded a profit of RMB11 million prior to the adjustments in fair value of biological assets during the first half of 2018, representing a decrease of RMB279 million as compared with RMB289 million for the same period in 2017.

### *Significant Investments and Significant Acquisitions and Disposals of Subsidiaries*

Save as disclosed in this interim report, the Group had neither any other significant investments nor significant acquisitions and disposals of the relevant subsidiaries during the first half of 2018.

### *銷售及分銷支出／行政支出*

二零一八年上半年，本集團銷售及分銷支出、行政支出合計為人民幣225百萬元，較二零一七年同期人民幣218百萬元微增3.1%，主要是由於品牌業務投入增加。

### *融資成本*

二零一八年上半年，本集團融資成本為人民幣59百萬元，較二零一七年同期人民幣41百萬元增加人民幣18百萬元，乃主要由於二零一八年上半年，本公司項目投資持續推進，並適當增加資金儲備。

### *其他收入、其他收益及虧損*

二零一八年上半年，本集團其他收益為人民幣48百萬元，較二零一七年同期增加人民幣17百萬元，主要是由於政府補助（含豬隻保險賠款）增加人民幣15百萬元。

其他收益及虧損由二零一七年同期的虧損人民幣40百萬元逆轉為二零一八年上半年的收益人民幣98百萬元，主要是廣東鶴山工廠搬遷取得政府補償款及資產置換溢價合計人民幣88百萬元。

### *期內溢利／虧損*

基於上述各項原因，本集團於二零一八年上半年錄得生物資產公允價值調整前溢利人民幣11百萬元，較二零一七年同期人民幣289百萬元相比減少人民幣279百萬元。

### *持有的重大投資、附屬公司的重大收購及出售*

除本中期報告所披露者外，本集團於二零一八年上半年概無持有其他重大投資或有關附屬公司的重大收購及出售。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Analysis on Capital Resources

#### Liquidity and Financial Policy

Adhering to the steady financial policy, externally, the Group was committed to expanding financing channels and strengthening financing capability construction, as well as strengthening the cooperation with banks to obtain adequate credit facilities and ensure the capital liquidity; and internally, the Group reduced the occupancy of liquid capitals such as inventories and accounts receivable and implemented intensive management for surplus capital to improve the turnover efficiency and generation capability for cash flow. The finance department of the Group regularly and closely examined the overall condition of cash and liabilities, and flexibly arranged financing plans based on finance costs and expiry conditions.

In order to allocate and utilise capitals more effectively, the Group entered into the financial services agreements and entrusted loans framework agreement through COFCO Finance. At the same time, the Group also used the capital pool in mainland China, so as to be more effective in utilising cash, reducing average borrowing costs of the Group, and accelerating clearing services among the companies under the Group.

Certain subsidiaries of the Group that are engaged in meat import business or that own foreign currency borrowings may expose us to exchange rate risks mainly related to U.S. dollars. We paid close attention to exchange rate fluctuations and timely adopted currency forward contracts to hedge the majority of exchange rate risks.

As at June 30, 2018, the cash and bank balances owned by the Group amounted to approximately RMB1,273 million (December 31, 2017: approximately RMB1,185 million).

As at June 30, 2018, our current ratio was 1.07 (December 31, 2017: 1.15). As at June 30, 2018, our unused bank credit facilities were RMB7,618 million.

### 資本資源分析

#### 流動性及財務政策

本集團秉持穩健的財務政策，對外致力於拓展融資渠道，加強融資能力建設，同時加強與銀行的合作，獲得充足授信，保證了資金流動性；對內減少存貨和應收賬款等流動資金佔用，實施盈餘資金集約管理，提高周轉效率和現金流產生能力。本集團財務部定期及密切檢查整體現金及債務情況，基於融資成本及到期情況靈活安排融資計劃。

為使本集團更具效率地調配及運用資金，本集團透過中糧財務訂立財務服務協議及委託貸款框架協議，同時在中國大陸使用資金池，以更有效的使用現金、降低本集團的平均借貸成本及加快本集團內公司間的結算服務。

本集團的若干附屬公司從事肉類進口業務或擁有外幣借款可能令我們承擔主要是與美元相關的匯率風險。我們密切關注匯率波動，適時採用貨幣遠期合約以對沖大部分匯率風險。

於二零一八年六月三十日，本集團擁有現金及銀行結餘約為人民幣1,273百萬元（二零一七年十二月三十一日：約人民幣1,185百萬元）。

我們於二零一八年六月三十日的流動比率為1.07（二零一七年十二月三十一日：1.15）。於二零一八年六月三十日，我們未動用銀行融資額度為人民幣7,618百萬元。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### *EBITDA and Cash Flow*

Our operation capital mainly came from cash generated from operation activities, bank borrowings and shareholders' capital contributions. Our cash demand was mainly borne on production and operation activities, capital expenditure, repayment of matured liabilities, interest payment and unexpected cash needs as well.

For the first half of 2018, the EBITDA of the Group (prior to the adjustments in fair value of biological assets) was RMB262 million (corresponding period of 2017: RMB484 million). Net cash used in our operating activities was RMB269 million (generated during the corresponding period of 2017: RMB201 million). The net cash used in our investment activities was RMB913 million (corresponding period of 2017: RMB391 million), including RMB388 million for the purchase of property, plant and equipment (corresponding period of 2017: RMB395 million). The net cash generated from our financing activities was RMB704 million (used during the corresponding period of 2017: RMB169 million). Our time deposits over three months increased by RMB573 million as compared with that in the beginning of 2018. In summary, for the first half of 2018, our net gain in cash and bank balances was RMB94 million.

### *Capital Structure*

As at June 30, 2018, the total number of issued shares of the Company remained unchanged at 3,901,998,323 shares.

As at June 30, 2018, the Group had interest-bearing bank loans of approximately RMB2,845 million (December 31, 2017: approximately RMB2,300 million). The annual interest rate on bank loans ranged from 2.08% to 4.99% (December 31, 2017: from 1.66% to 4.90%). Most of our bank loans were based on floating interest rates.

### *EBITDA及現金流量*

我們主要以經營活動所得現金、銀行借款以及股東出資等為營運提供資金。我們的現金需求主要與生產及經營活動、資本開支、償還到期負債、利息付款以及預料之外的現金需求有關。

二零一八年上半年，本集團EBITDA（生物資產公允價值調整前）為人民幣262百萬元（二零一七年同期：人民幣484百萬元）。我們的經營活動所用現金淨額為人民幣269百萬元（二零一七年同期所得：人民幣201百萬元）。我們的投資活動所用現金淨額為人民幣913百萬元（二零一七年同期：人民幣391百萬元），包括購買物業、廠房及設備人民幣388百萬元（二零一七年同期：人民幣395百萬元）。我們的融資活動所得現金淨額為人民幣704百萬元（二零一七年同期所用：人民幣169百萬元）。我們的三個月以上定期存款較二零一八年年初增加人民幣573百萬元。總括而言，我們二零一八年上半年的現金及銀行結餘增加淨額為人民幣94百萬元。

### *資本結構*

於二零一八年六月三十日，本公司之已發行股份總數保持不變，仍為3,901,998,323股股份。

於二零一八年六月三十日，本集團有計息銀行借貸約人民幣2,845百萬元（二零一七年十二月三十一日：約人民幣2,300百萬元）。銀行借貸按年利率介乎2.08%至4.99%（二零一七年十二月三十一日：介乎1.66%至4.90%）計息。大部分銀行借貸按浮動利率計息。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

Details of the maturity of interest-bearing bank loans are analyzed as follows:

計息銀行借貸的到期詳情分析如下：

Unit: RMB in million 單位：人民幣百萬元		<b>June 30, 2018 二零一八年 六月三十日</b>	December 31, 2017 二零一七年 十二月三十一日
Within one year	一年以內	<b>1,584</b>	1,360
One to two years	一年至兩年	<b>277</b>	227
Three to five years	三年至五年	<b>879</b>	619
More than five years	五年以上	<b>105</b>	94
<b>Total</b>	<b>總計</b>	<b>2,845</b>	2,300

Details of the fixed-rate borrowings and variable-rate borrowings are analysed as follows:

固定利率借款和浮動利率借款詳情分析如下：

Unit: RMB in million 單位：人民幣百萬元		<b>June 30, 2018 二零一八年 六月三十日</b>	December 31, 2017 二零一七年 十二月三十一日
Fixed-rate borrowings	固定利率借款	<b>663</b>	524
Variable-rate borrowings	浮動利率借款	<b>2,182</b>	1,776
<b>Total</b>	<b>總計</b>	<b>2,845</b>	2,300

As at June 30, 2018, the Group had approximately RMB594 million loans from related parties (December 31, 2017: approximately RMB441 million).

於二零一八年六月三十日，本集團有來自關聯方的貸款約人民幣594百萬元（二零一七年十二月三十一日：約人民幣441百萬元）。

As at June 30, 2018, the Group had net assets of approximately RMB5,129 million (December 31, 2017: approximately RMB4,945 million). The net debts of the Group<sup>1</sup> amounted to approximately RMB2,165 million (December 31, 2017: approximately RMB1,556 million), while the net debts to equity ratio was approximately 42.2% (December 31, 2017: approximately 31.5%).

於二零一八年六月三十日，本集團淨資產約為人民幣5,129百萬元（二零一七年十二月三十一日：約人民幣4,945百萬元），本集團淨債務<sup>1</sup>約為人民幣2,165百萬元（二零一七年十二月三十一日：約人民幣1,556百萬元）及淨債務對權益比率約為42.2%（二零一七年十二月三十一日：約31.5%）。

Note:

註：

1. The net debts of the Group refer to interest-bearing bank loans and loans from the related parties less cash and bank balances.

1. 本集團淨債務指計息銀行借貸及來自關聯方的貸款減現金及銀行結餘。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Contingent Liabilities and Pledge of Assets

As at June 30, 2018 and December 31, 2017, the Group had no significant contingent liabilities.

As at June 30, 2018 and December 31, 2017, the Group had no bank borrowings pledged by the buildings, land use rights or time deposits of the Group.

### Capital Expenditure

The capital expenditure of the Group was mainly used for the construction of hog farms, as well as other production and ancillary facilities. We funded our capital expenditures primarily with shareholders' capital contributions, borrowings and our internal funds.

During the first half of 2018, the Group's capital expenditure was RMB409 million (corresponding period of 2017: RMB405 million). The following table sets forth our capital expenditures for the first half of the years indicated:

Unit: RMB in million  
單位：人民幣百萬元

		For the six months ended June 30, 截至六月三十日止六個月	
		2018 二零一八年	2017 二零一七年
Payments for property, plant and equipment	就物業廠房及設施的付款	388	395
Payment for prepayment for lease payments	就預付租賃款項的付款	21	10
Payments for other intangible assets	就其他無形資產的付款	0.1	
Total	合計	409	405

As of June 30, 2018, our demand for capital expenditure mainly came from the construction of hog farms and ancillary facilities in Hebei Province, Jiangsu Province, Hubei Province and Inner Mongolia Autonomous Region.

### 或有負債及資產抵押

於二零一八年六月三十日及二零一七年十二月三十一日，本集團並無任何重大或有負債。

於二零一八年六月三十日及二零一七年十二月三十一日，本集團並無銀行借貸以本集團樓宇、土地使用權和定期存款作抵押。

### 資本開支

本集團資本開支主要用作建造生豬養殖場以及其他生產及配套設施。我們主要使用股東出資、借款及內部資金等方式支付資本開支。

二零一八年上半年，本集團的資本開支為人民幣409百萬元（二零一七年同期：人民幣405百萬元）。下表載列所示年度上半年我們的資本開支：

截至二零一八年六月三十日，我們的資本開支需求主要包括位於河北省、江蘇省、湖北省及內蒙古自治區生豬養殖場及配套設施的建設。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Capital Commitment

The capital commitment of the Group is mainly related to the construction of hog farms and other production and ancillary facilities. As at June 30, 2018, the capital commitment of the Group was RMB391 million (December 31, 2017: RMB529 million).

### Biological Assets

Biological assets of the Group consist primarily of commodity pigs at different growth stages and breeding hogs used to give birth to animals in the future. As at June 30, 2018, we owned 1,614 thousand heads of live hogs in total, including 1,463 thousand heads of commodity pigs and 151 thousand heads of breeding hogs, representing an increase of 12.8% as compared with 1,431 thousand heads as at December 31, 2017. The fair value of our biological assets was RMB1,440 million as at June 30, 2018 and RMB1,566 million as at December 31, 2017. Our results have been and are expected to be affected by changes in fair value of biological assets.

Our costs of sales is adjusted for changes in fair value of biological assets, with fair value gains increasing our costs of sales and fair value losses decreasing our costs of sales, although the timing of such adjustments is not necessarily the same as the related gains or losses. We adjust the cost of sales for each period based on (i) changes in fair value of live hogs for that period less cost of sales; and (ii) changes in fair value less cost of sales of biological assets recognized in the previous period.

During the first half of 2018 and the same period in 2017, such adjustments have increased our cost of sales by RMB117 million and RMB553 million, respectively. Additionally, losses arising from fair value less costs of sales of agricultural products at the point of harvest amounted to RMB343 million (the same period of 2017: earnings of RMB41 million); gains arising from changes in fair value of biological assets less costs of sales amounted to RMB201 million (the same period of 2017: earnings of RMB449 million). In general, the net effect of adjustment in fair value of biological assets on profit was losses of RMB259 million during current period and was losses of RMB63 million during the same period in 2017.

### 資本承擔

本集團資本承擔主要與建造生豬養殖場以及其他生產及配套設施相關。二零一八年六月三十日，本集團的資本承擔為人民幣391百萬元（二零一七年十二月三十一日：人民幣529百萬元）。

### 生物資產

本集團生物資產主要包括不同成長階段的商品豬及日後用作生產動物的種豬。於二零一八年六月三十日，我們共擁有1,614千頭生豬，包括1,463千頭商品豬及151千頭種豬。較二零一七年十二月三十一日的1,431千頭增加12.8%。我們生物資產的公允價值於二零一八年六月三十日為人民幣1,440百萬元，而於二零一七年十二月三十一日則為人民幣1,566百萬元。我們的業績一直且預期將繼續受生物資產公允價值變動所影響。

我們的銷售成本會就生物資產的公允價值變動做出調整，其中公允價值收益會增加銷售成本而公允價值虧損會減少銷售成本，儘管該等調整的時間與有關收益或虧損的時間不一定相同。我們於各期間的銷售成本會就以下各項做出調整(i)該期間內生豬公允價值變動減銷售成本；及(ii)公允價值變動減於過往期間確認的生物資產銷售成本。

二零一八年上半年及二零一七年同期，該等調整令我們的銷售成本分別增加人民幣117百萬元及增加人民幣553百萬元。此外，農產品收穫時的公允價值減銷售成本產生的虧損為人民幣343百萬元（二零一七年同期：收益人民幣41百萬元）；生物資產公允價值變動減銷售成本產生的收益為人民幣201百萬元（二零一七年同期：收益人民幣449百萬元）。整體而言，當期生物公允價值調整對利潤的影響淨額為損失人民幣259百萬元，二零一七年同期為損失人民幣63百萬元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### HUMAN RESOURCES

The Group hired 6,221 employees as at June 30, 2018 (December 31, 2017: 6,172 employees). Remuneration for employees was determined according to their job nature, personal performance and the market trends. For the six months ended June 30, 2018, total remuneration of the Group amounted to approximately RMB295 million (same period of 2017: RMB261 million).

Apart from the above, we also encouraged employees to become well-rounded and enhance their knowledge and skills related to their career through continuous training courses, seminars and online learning in order to unearth their own potentials.

### SIGNIFICANT RISKS AND UNCERTAINTIES

The results and business operations of the Group are affected by a number of risks and uncertainties directly or indirectly related to the business of the Group. Primary risks known to the Group are outlined as follows:

#### Fluctuations in Commodity Prices

We operate in a highly fragmented and competitive industry, where the primary raw materials and finished products are all commodities, all of which have been subject to significant price fluctuations. In our pork business, we are exposed to the risk of fluctuations of commodity prices, including prices of corn and soybean meals (which are our primary feed ingredients), live hogs and pork in China. In our meat import business, we are exposed to the risk of fluctuations in the price differentials between Chinese and overseas markets of frozen meat products such as pork, beef, poultry, mutton and lamb. Besides, the trade war between China and the United States is continuing to escalate in 2018, and the government has imposed tariffs on imported pork from the United States, which has significantly increased the cost of imported pork from the United States. Such fluctuations in commodity prices, in particular the price of live hogs, have had and are expected to continue to have a significant effect on our profitability. Commodity prices generally fluctuate with market conditions, including supply and demand, outbreaks of diseases, government policies and weather conditions in major farming regions. In response to price risks, each business department fully investigated market conditions and balanced the supply and demand. Regarding the impact of the Sino-US trade war on the meat import business, the trading division adopted an imported country balance strategy and actively developed customers from other countries, such as choosing the EU and Chile as alternative countries for pork import.

### 人力資源

本集團於二零一八年六月三十日僱用6,221名員工(二零一七年十二月三十一日: 6,172名員工)。僱員的薪酬按工作性質、個人表現及市場趨勢而定。截至二零一八年六月三十日止六個月,本集團的薪酬總額約為人民幣295百萬元(二零一七年同期: 人民幣261百萬元)。

另外,我們亦鼓勵員工透過持續培訓課程、研討會及網上學習等培訓,藉此提升個人對事業的全面發展和知識技能,以發揮個人潛能。

### 重大風險及不確定性

本集團的業績及業務營運受到與本集團業務直接或間接相關的眾多風險及不明朗因素影響。本集團知悉的主要風險概述如下:

#### 商品價格波動

我們在一個高度分散且充滿競爭的行業經營,當中的主要原材料及成品均為商品並且有顯著的價格波動。在豬肉業務中,我們面臨商品價格波動的風險,包括中國的玉米及豆粕(為我們主要的飼料原料)、生豬及豬肉價格;在肉類進口業務中,我們面臨中國及海外市場上冷凍肉類產品(如豬肉、牛肉、禽肉、羊肉及羔羊肉)差價波動的風險。且二零一八年中美之間貿易戰不斷升級,政府對美國進口豬肉加徵關稅,大幅提高美國進口豬肉成本。該等商品價格(尤其是生豬價格)的波動已經且預期會繼續對我們的盈利能力產生重大影響。商品價格通常隨市況起伏,包括供需、爆發疾病、政府政策及主要牧區的天氣狀況。針對價格風險,各業務部門充分調研市場行情,平衡供需。對於中美貿易戰對肉類進口業務的影響,貿易部採取進口國別平衡策略,積極開發其他國別客戶,例如選擇歐盟、智利作為豬肉進口的替代國家。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Changes in Fair Value of Biological Assets

The results of operations of the Group are significantly affected by changes in fair value of our biological assets. Our biological assets include breeding hogs and commodity pigs. As of June 30, 2018, such changes added up to a decrease of RMB259 million in profits for the period. For a presentation of our full results of operations both before and after adjustments in fair value of biological assets and showing the amounts of the three types of adjustments, please refer to the Consolidated Statement of Profit or Loss and Other Comprehensive Income under Financial Information.

### Currency Risks

The Group collects most of the revenue in RMB and pays most of our expenditures, including costs incurred for sales of goods and capital expenditures, in RMB. However, some of our subsidiaries that are engaged in import of frozen meat products or that own foreign currency borrowings may expose us to exchange rate risks. A substantial portion of our cost of sales denominated in currencies other than RMB was related to our meat import business and was denominated in U.S. dollars. Exchange rate risks arise when commercial sales and purchases transactions or recognized assets or liabilities are denominated in currencies that are not our relevant subsidiaries' functional currencies. We are primarily exposed to exchange rate risks related to U.S. dollars and Hong Kong dollars, which is pegged with U.S. dollars.

The management of the Company paid attention to our prevention against exchange rate risks and have communicated timely on foreign exchange rates and forward prices with COFCO Finance and commercial banks with which we have business relationships. We entered into currency forward contracts to cover the majority of our exchange rate risks for our purchases in the meat import business, and reviewed the contracts and monitored risks on a monthly or semi-monthly basis according to the conditions of foreign exchange market. In addition, we also fixed a foreign exchange rate in advance for the imported meat purchase price with our domestic customers according to market conditions. We also update our exchange rate risks and internal records on a weekly basis and, before making a major foreign exchange decision (including whether to use currency forward contracts to control our exchange rate risks), conduct a sensitivity analysis and stress test.

### 生物資產公允價值變動

本集團的經營業績受生物資產公允價值變動的重大影響。我們的生物資產包括種豬、商品豬。於截至二零一八年六月三十日，該等變動合計減少我們的期內溢利人民幣259百萬元。有關我們在經生物資產公允價值調整以前及以後整個經營業績以及反映三類調整金額的呈報，請參閱財務資料的綜合損益及其他全面收益表。

### 貨幣風險

本集團以人民幣收取大部分收益及以人民幣支付大部分開支，包括銷售貨品產生的成本及資本開支。然而，我們的若干附屬公司從事進口冷凍肉類產品或擁有外幣借款，可能令我們承擔匯率風險。我們以非人民幣貨幣計值的大部分銷售成本與肉類進口業務有關，並以美元計值。匯率風險於商業買賣交易或已確認資產或負債以我們有關附屬公司功能貨幣以外的貨幣計值時產生。我們主要承擔與美元及與美元掛鈎的港幣有關的匯率風險。

本公司管理層關注對匯率風險的防範，並就外匯匯率及遠期價格與中糧財務及我們與之有業務關係的商業銀行及時溝通。我們訂立貨幣遠期合約以涵蓋我們於肉類進口業務的採購的大部分匯率風險，且根據外匯市況按月或半個月基準檢視合約，監控風險。此外，我們還根據市況就進口肉類採購價提前與國內客戶確定外匯匯率。我們還每周更新匯率風險及內部記錄，且在作出重大外匯決策（包括是否使用貨幣遠期合約控制我們的匯率風險）前，將進行敏感度分析及壓力測試。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Credit Risks

Our credit risks arise from the carrying amount of our recognized financial assets in our consolidated statements of financial position. The Group's credit risks are primarily attributable to our accounts receivable; other receivables; amounts due from fellow subsidiaries, ultimate holding companies, intermediate holding companies and related companies and loans to fellow subsidiaries; pledged and restricted bank deposits; and cash and cash equivalents.

We monitor our exposure to credit risks on an ongoing basis and perform credit evaluations on customers who require credit period in excess of a certain amount. We monitor receivable balances on an ongoing basis to ensure that our exposure to bad debts is not significant. We have monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. We review the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group does not have any significant concentration of credit risks.

### THE OUTLOOK

At present, opportunities and challenges coexist in China's pork industry, creating brilliant future for leading enterprises in the industry. In the second half of 2018, the Company will continue to unswervingly focus on the following tasks:

First, accelerate the layout of hog production capacity, expand the construction of integrated farming capacity and continue the promotion of contract farming.

Second, continue to improve production efficiency, reduce production costs and establish core competitive strengths to resist cyclical fluctuations in hog prices.

Third, accelerate downstream business development. Facilitate the smooth commencement of Hubei fresh pork factory, and implement the plan for expanding fresh pork production in North China; vigorously develop branded business, increase the proportion of terminal-type channels, expand cooperation with new retail channels, and transform high-quality hogs into high-premium pork products.

### 信用風險

信用風險來自綜合財務狀況表的已確認金融資產賬面值。本集團的信用風險主要是由於應收賬款；其他應收款項；應收同系附屬公司、最終控股公司、中間控股公司及關聯公司款項及向同系附屬公司貸款；已抵押及受限制銀行存款；以及現金及現金等價物。

我們按持續基準監控我們的信貸風險承擔，並對需要超逾一定金額的信用期的客戶進行信用評估。我們按持續基準監控應收款項結餘，以確保我們的壞賬承擔並不重大。我們訂有監控程序，以確保採取跟進措施收回逾期債務。我們於各報告期末檢討每項個人債務的可收回款項，以確保就不可收回款項作出充分的減值虧損。本集團並無任何重大集中信用風險。

### 展望

當前國內豬肉行業機遇與挑戰並存，龍頭企業大有可為。二零一八下半年，本公司將繼續堅定不移的做好以下工作：

首先，加速養殖產能佈局。擴大自繁自養生豬產能建設，繼續推進合作養殖。

第二，繼續提升養殖效率、降低養殖成本，建立核心競爭優勢，抵禦豬價周期性波動。

第三，加快下游業務發展。推動湖北生鮮工廠順利開工，落實華北生鮮豬肉擴產方案；大力發展品牌業務，提高終端型渠道佔比，擴大與新零售渠道的合作，將高品質生豬轉化為高溢價豬肉產品。



# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

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

As at June 30, 2018, the interests and short positions of the Directors and the chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of interests of the Company required to be kept under section 352 of the SFO; or as notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO) or pursuant to the Model Code contained in the Listing Rules (collectively the "Discloseable Interests") were set out below.

#### Discloseable Interests in the shares and underlying shares of the Company

### 董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一八年六月三十日，本公司董事、最高行政人員及彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有之權益及淡倉而根據證券及期貨條例第352條記錄於本公司所存置之權益登記冊內；或根據證券及期貨條例第XV部第7及第8分部（包括據此他們被視作或當作擁有之權益及淡倉）或根據上市規則所載標準守則知會本公司及聯交所（統稱「須披露權益」）之記錄載於下文。

#### 於本公司之股份及相關股份之須披露權益

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Number of Underlying Shares held in long position 所持相關股份好倉數目	Approximate percentage of shareholding interest 佔權益概約百分比
Xu Jianong 徐稼農	Beneficial owner 實益擁有人	5,071,599	0.13%
Wolhardt Julian Juul <sup>1</sup>	Interest in controlled corporation 於受控法團的權益	267,416,029	6.85%

Note:

1. These shares are held by Gourmet Bravo Ltd. which is wholly-owned by Epicure Bravo Ltd. Epicure Bravo Ltd. is wholly-owned by DCP Partners Limited which is wholly-owned by DCP, Ltd. Wolhardt Julian Juul owns 50% shareholding of DCP, Ltd. Wolhardt Julian Juul is deemed to be interested in the shares held by Gourmet Bravo Ltd. under the SFO.

Save as disclosed above, as at June 30, 2018, so far as was known to any Director or chief executive of the Company, neither the Directors nor the chief executive had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) which would fall to be disclosed to the Company under the provisions of Divisions 7 and 8 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 該等股份由Gourmet Bravo Ltd.持有，該公司由Epicure Bravo Ltd.全資持有。Epicure Bravo Ltd.由DCP Partners Limited全資持有，而該公司由DCP, Ltd.全資持有。Wolhardt Julian Juul持有DCP, Ltd.的50%股權。根據證券及期貨條例，Wolhardt Julian Juul被視為於Gourmet Bravo Ltd.所持股份中擁有權益。

除上文所披露者外，於二零一八年六月三十日，就本公司任何董事或最高行政人員所知，董事或最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部條文須向本公司披露的任何權益或淡倉，或記錄於本公司根據證券及期貨條例第352條須存置之登記冊內的任何權益或淡倉，或根據標準守則須另行知會本公司及聯交所的任何權益或淡倉。

# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

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

As at June 30, 2018, the interests and short positions of substantial Shareholders in the shares and underlying shares of the Company as notified to the Company under Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register of interests of the Company required to be kept under Section 336 of the SFO, were as follows:

### 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一八年六月三十日，根據證券及期貨條例第XV部第2及第3分部而知會本公司；或根據證券及期貨條例第336條記錄於本公司所存置之權益登記冊內，主要股東於本公司股份及相關股份之權益及淡倉如下：

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

#### 於本公司股份及相關股份之好倉總數

Substantial Shareholders and other persons 主要股東及其他人士	Notes 附註	Capacity/Nature of Interests 身份／權益性質	Number of ordinary Shares of the Company held 持有本公司普通股數目	Approximate percentage of aggregate interests in issued share capital of the Company 佔本公司已發行股本權益總額的概約百分比
Mainfield 明暉	(1), (3)	Beneficial owner 實益擁有人	1,078,377,782	27.64%
China Foods (Holdings) 中國食品(控股)	(1), (3)	Interest in controlled corporation 於受控法團的權益	1,078,377,782	27.64%
COFCO (HK) 中糧香港	(1), (3)	Interest in controlled corporation 於受控法團的權益	1,078,377,782	27.64%
COFCO 中糧	(1), (3)	Interest in controlled corporation 於受控法團的權益	1,078,377,782	27.64%
KKR	(1), (4), (8)	Beneficial owner 實益擁有人	567,721,276	14.55%
Promise Meat Investment I Ltd.	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR Asian Fund II L.P.	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR Associates Asia II L.P.	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR Asia II Limited	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%

## CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

### 企業管治摘要及其他資料

Substantial Shareholders and other persons 主要股東及其他人士	Notes 附註	Capacity/Nature of Interests 身份／權益性質	Number of ordinary Shares of the Company held 持有本公司 普通股數目	Approximate percentage of aggregate interests in issued share capital of the Company 佔本公司 已發行股本 權益總額的 概約百分比
KKR Fund Holdings L. P.	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR Fund Holdings GP Limited	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR Group Holdings L.P.	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR Group Limited	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR & Co. L.P.	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
KKR Management LLC	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
Mr. Henry R. Kravis and Mr. George R. Roberts Henry R. Kravis 先生及 George R. Roberts 先生	(1), (4), (8)	Interest in controlled corporation 於受控法團的權益	567,721,276	14.55%
Baring	(1), (5), (8)	Beneficial owner 實益擁有人	549,764,603	14.09%
The Baring Asia Private Equity Fund V, L.P.	(1), (5), (8)	Interest in controlled corporation 於受控法團的權益	549,764,603	14.09%
Baring Private Equity Asia GP V, L.P.	(1), (5), (8)	Interest in controlled corporation 於受控法團的權益	549,764,603	14.09%
Baring Private Equity Asia GP V Limited	(1), (5), (8)	Interest in controlled corporation 於受控法團的權益	549,764,603	14.09%
Jean Eric Salata	(1), (5), (8)	Interest in controlled corporation 於受控法團的權益	549,764,603	14.09%
Temasek	(1), (6), (8)	Beneficial owner 實益擁有人	232,765,723	5.97%
Temasek Life Sciences Private Limited	(1), (6), (8)	Interest in controlled corporation 於受控法團的權益	232,765,723	5.97%

# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

Substantial Shareholders and other persons 主要股東及其他人士	Notes 附註	Capacity/Nature of Interests 身份／權益性質	Number of ordinary Shares of the Company held 持有本公司普通股數目	Approximate percentage of aggregate interests in issued share capital of the Company 佔本公司已發行股本權益總額的概約百分比
Fullerton Management Pte. Ltd.	(1), (6), (9)	Interest in controlled corporation 於受控法團的權益	232,765,723	5.97%
Temasek Holdings (Private) Limited	(1), (6), (9)	Interest in controlled corporation 於受控法團的權益	232,765,723	5.97%
Boyu	(1), (7)	Beneficial owner 實益擁有人	228,259,069	5.85%
Boyu Capital Fund I, L.P.	(2), (8)		6,847,772	0.18%
	(1), (7)	Interest in controlled corporation 於受控法團的權益	228,259,069	5.85%
	(2), (8)		6,847,772	0.18%
Boyu Capital General Partner I, L.P.	(1), (7)	Interest in controlled corporation 於受控法團的權益	228,259,069	5.85%
	(2), (8)		6,847,772	0.18%
Boyu Capital General Partner I, Ltd.	(1), (7)	Interest in controlled corporation 於受控法團的權益	228,259,069	5.85%
	(2), (8)		6,847,772	0.18%
Boyu Capital Holdings Ltd.	(1), (7)	Interest in controlled corporation 於受控法團的權益	228,259,069	5.85%
	(2), (8)		6,847,772	0.18%
Haier Group (HK) Financial Holdings Limited 海爾集團(香港)金融控股有限公司	(1)	Beneficial owner 實益擁有人	222,740,000	5.71%
Gourmet Bravo Ltd.	(1), (9)	Beneficial owner 實益擁有人	267,416,029	6.85%
Epicure Bravo Ltd.	(1), (9)	Interest in controlled corporation 於受控法團的權益	267,416,029	6.85%
DCP Partners Limited	(1), (9)	Interest in controlled corporation 於受控法團的權益	267,416,029	6.85%
DCP, Ltd.	(1), (9)	Interest in controlled corporation 於受控法團的權益	267,416,029	6.85%
Liu Haifeng David 劉海峰	(1), (9)	Interest in controlled corporation 於受控法團的權益	267,416,029	6.85%

# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

### Notes:

- (1) Long position in the shares of the Company.
- (2) Short position in the shares of the Company.
- (3) Mainfield is a wholly-owned subsidiary of China Foods (Holdings). China Foods (Holdings) is wholly-owned by COFCO (HK), which in turn is wholly-owned by COFCO. Accordingly, each of COFCO, COFCO (HK) and China Foods (Holdings) is deemed to be interested in such shares.
- (4) Each of Promise Meat Investment I Ltd. (as the sole shareholder of KKR), KKR Asian Fund II L.P. (as the controlling shareholder of Promise Meat Investment I Ltd.), KKR Associates Asia II L.P. (as the general partner of KKR Asian Fund II L.P.), KKR Asia II Limited (as the general partner of KKR Associates Asia II L.P.), KKR Fund Holdings L.P. (as the sole shareholder of KKR Asia II Limited), KKR Fund Holdings GP Limited (as the general partner of KKR Fund Holdings L.P.), KKR Group Holdings L.P. (as the general partner of KKR Fund Holdings GP Limited), KKR Group Limited (as the general partner of KKR Group Holdings L.P.), KKR & Co. L.P. (as the sole shareholder of KKR Group Limited), KKR Management LLC (as the general partner of KKR & Co L.P.), and Mr. Henry R. Kravis and Mr. George R. Roberts (as designated members of KKR Management LLC) is deemed to be interested in such shares. Mr. Henry R. Kravis and Mr. George R. Roberts disclaim beneficial ownership of such shares.
- (5) Each of The Baring Asia Private Equity Fund V, L.P. (as the controlling shareholder of Baring), Baring Private Equity Asia GP V, L.P. (as the general partner of The Baring Asia Private Equity Fund V, L.P.), Baring Private Equity Asia GP V Limited (as the general partner of Baring Private Equity Asia GP V, L.P.), and Mr. Jean Eric Salata (as the sole shareholder of Baring Private Equity Asia GP V Limited) is deemed to be interested in such shares. Mr. Jean Eric Salata disclaims beneficial ownership of such shares, except to the extent of his economic interest in such entities.

### 附註：

- (1) 於本公司股份中的好倉。
- (2) 於本公司股份中的淡倉。
- (3) 明暉為中國食品（控股）的全資附屬公司。中國食品（控股）由中糧香港全資擁有，而中糧香港由中糧全資擁有。因此，中糧、中糧香港及中國食品（控股）均被視為於有關股份中擁有權益。
- (4) Promise Meat Investment I Ltd.（作為KKR的唯一股東）、KKR Asian Fund II L.P.（作為Promise Meat Investment I Ltd.的控股股東）、KKR Associates Asia II L.P.（作為KKR Asian Fund II L.P.的普通合夥人）、KKR Asia II Limited（作為KKR Associates Asia II L.P.的普通合夥人）、KKR Fund Holdings L.P.（作為KKR Asia II Limited的唯一股東）、KKR Fund Holdings GP Limited（作為KKR Fund Holdings L.P.的普通合夥人）、KKR Group Holdings L.P.（作為KKR Fund Holdings GP Limited的唯一股東）、KKR Group Limited（作為KKR Group Holdings L.P.的普通合夥人）、KKR & Co. L.P.（作為KKR Group Limited的唯一股東）、KKR Management LLC（作為KKR & Co L.P.的普通合夥人）、及Henry R. Kravis先生及George R. Roberts先生（作為KKR Management LLC的指定成員）均被視為於有關股份中擁有權益。Henry R. Kravis先生及George R. Roberts先生放棄有關股份的實益擁有權。
- (5) The Baring Asia Private Equity Fund V, L.P.（作為Baring的控股股東）、Baring Private Equity Asia GP V, L.P.（作為The Baring Asia Private Equity Fund V, L.P.的普通合夥人）、Baring Private Equity Asia GP V Limited（作為Baring Private Equity Asia GP V, L.P.的普通合夥人）、及Jean Eric Salata先生（作為Baring Private Equity Asia GP V Limited的唯一股東）均被視為於有關股份中擁有權益。Jean Eric Salata先生放棄有關股份的實益擁有權，惟其於該等實體的經濟利益除外。

# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

- (6) Each of Temasek Life Sciences Private Limited (as the sole shareholder of Temasek), Fullerton Management Pte. Ltd. (as the sole shareholder of Temasek Life Sciences Private Limited) and Temasek Holdings (Private) Limited (as the sole shareholder of Fullerton Management Pte. Ltd.) is deemed to be interested in such shares.
- (7) Each of Boyu Capital Fund I, L.P. (as the sole shareholder of Boyu), Boyu Capital General Partner I, L.P. (as the general partner of Boyu Capital Fund I, L.P.), Boyu Capital General Partner I, Ltd. (as the general partner of Boyu Capital General Partner I, L.P.) and Boyu Capital Holdings Ltd. (as the sole shareholder of Boyu Capital General Partner I, Ltd.) is deemed to be interested in such shares.
- (8) Each of the Company, KKR, Baring, Temasek and Boyu has agreed to negotiate in good faith and use reasonable endeavours to reach an agreement in relation to the structure of the employee benefit trust (or any other structure of similar nature) proposed to be set up to administer the grant of options and, upon reaching such agreement and the fulfillment of certain other conditions, these shares have been transferred to Acheson Limited as trustee for the purpose of the Former Share Incentive Scheme.
- (9) Each of Epicure Bravo Ltd. (as the sole shareholder of Gourmet Bravo Ltd.), DCP Partners Limited (as the controlling shareholder of DCP, Ltd.), and Liu Haifeng David and Wolhardt Julian Juul (as the controlling shareholder of DCP, Ltd.) is deemed to be interested in such shares.
- (6) Temasek Life Sciences Private Limited (作為Temasek的唯一股東)、Fullerton Management Pte. Ltd. (作為Temasek Life Sciences Private Limited的唯一股東)及Temasek Holdings (Private) Limited (作為Fullerton Management Pte. Ltd.的唯一股東)均被視為於有關股份中擁有權益。
- (7) Boyu Capital Fund I, L.P. (作為Boyu的唯一股東)、Boyu Capital General Partner I, L.P. (作為Boyu Capital Fund I, L.P.的普通合夥人)、Boyu Capital General Partner I, Ltd. (作為Boyu Capital General Partner I, L.P.的普通合夥人)及Boyu Capital Holdings Ltd. (作為Boyu Capital General Partner I, Ltd.的唯一股東)均被視為於有關股份中擁有權益。
- (8) 本公司、KKR、Baring、Temasek及Boyu均同意就為管理購股權的授出而建議設立的僱員福利信託架構(或任何其他類似性質的架構)進行真誠協商並盡合理努力達成協議,且於該協議達成及若干其他條件獲履行後,該等股份已經轉讓予原股份獎勵計劃受託人Acheson Limited。
- (9) Epicure Bravo Ltd. (作為Gourmet Bravo Ltd.的唯一股東)、DCP Partners Limited (作為DCP, Ltd.的控股股東)及劉海峰及Wolhardt Julian Juul (作為DCP, Ltd.的控股股東)均被視為於有關股份中擁有權益。

Save as disclosed herein, as at June 30, 2018, so far as was known to the Directors, no other persons had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the interest register kept by the Company under section 336 of the SFO.

### SHARE INCENTIVE SCHEME AND ITS UPDATES

To recognize and reward the contribution of certain employees to the Group, provide incentives to retain them to support the continued growth of the Group, and attract suitable personnel for further development, the Company adopted the Former Share Incentive Scheme on March 27, 2015 and amended on March 27, 2017, after the discussion between the board of COFCO Meat Investments and the then Shareholders.

除本報告披露者外,於二零一八年六月三十日,就董事所知悉,概無其他人士於本公司的股份及相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及第3分部條文的規定向本公司及聯交所披露,或根據證券及期貨條例第336條的規定須記錄於本公司所存置的權益登記冊內。

### 股份獎勵計劃及其進展

為表彰及獎勵若干僱員對本集團作出的貢獻,為彼等提供激勵以留任彼等支持本集團的持續增長,以及吸引合適人員作進一步發展,經中糧肉食投資董事會與當時股東討論後,本公司於二零一五年三月二十七日採納原股份獎勵計劃並於二零一七年三月二十七日做出修訂。

# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

The Share Incentive Scheme does not involve the grant of the option to subscribe for any new Shares and therefore is not required to be subject to the provisions in Chapter 17 of the Listing Rules. It does not cause any effect to the total number of Shares outstanding and will not result in any dilution effect to the Shares.

股份獎勵計劃並不涉及授出購股權以認購任何新股份。因此，毋須受上市規則第十七章的條文規限。其對已發行在外的股份總數並無影響，且不會對股份造成任何攤薄影響。

Except for Mr. Xu Jianong, being the executive Director, none of the scheme participant holds directorship in our Company.

除了徐稼農先生為執行董事外，概無計劃參與者於本公司擔任董事職務。

Name and Category of Participants 參與者姓名及類別	Date of Options Granted 授出購股權日期	Number of Options 購股權數量					At June 30, 2018 於2018年6月30日
		At January 1, 2018 於2018年1月1日	Granted During the Period 期內授出	Exercised During the Period 期內行使	Cancelled During the Period 期內註銷	Lapsed During the Period 期內失效	
Director 董事							
Mr. Xu Jianong 徐稼農先生	March 27, 2015 2015.03.27	4,310,860	0	0	0	0	4,310,860
Other employees 其他僱員	March 27, 2015 2015.03.27	42,510,935	0	0	0	58,222	42,452,713
Total 合計		46,821,795	0	0	0	58,222	46,763,573

## USE OF PROCEEDS

After deducting the underwriting expenses and other related expenses incurred by the Company in connection with the global offering, our Company raised a total of HK\$1,847 million, equivalent to RMB1,613 million in 2016. As at June 30, 2018, our Company has used all the proceeds as disclosed in the Prospectus.

## 募集資金用途

經扣除本公司就全球發售應付的承銷費用及其他相關開支之後，本公司於二零一六年共募得18.47億元港幣，折合人民幣16.13億元。截至二零一八年六月三十日，本公司已根據招股章程披露之建議用途悉數使用上述募集資金。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of its listed securities for the six months ended June 30, 2018.

## 購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於截至二零一八年六月三十日止六個月之期間並無購買、出售或贖回其任何上市證券。

## CORPORATE GOVERNANCE CODE

The Company has applied the principles and complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the six months ended June 30, 2018.

## 企業管治守則

本公司於截至二零一八年六月三十日止六個月整個期間內一直採用上市規則附錄十四所載《企業管治守則》之原則並遵守其所有守則條文。



# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. Following specific enquiries by the Company, all Directors confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended June 30, 2018.

### OBLIGATIONS OF ON-GOING DISCLOSURE UNDER THE LISTING RULES

The Company has no any other disclosure obligations under Rule 13.20, Rule 13.21 and Rule 13.22 of the Listing Rules.

### SUBSEQUENT EVENTS

The Group has no significant subsequent events after June 30, 2018 which are required to be disclosed.

### UPDATES ON DIRECTORS' INFORMATION

Changes in the information of the Directors since the date of the Company's 2017 annual report are as follows:

1. Dr. Cui Guiyong, a non-executive Director of the Company, retired as the non-executive director of China Shengmu Organic Milk Limited (a company listed on the Stock Exchange, stock code: 1432) on June 29, 2018.
2. Mr. Li Michael Hankin, an independent non-executive Director of the Company, resigned as the independent non-executive director of Huiyin Smart Community Co., Ltd. (a company listed on the Stock Exchange, stock code: 1280) on June 30, 2018. He also ceased to be the director of Banro Corporation from May 3, 2018.

### 董事進行的證券交易

本公司已採納標準守則作為董事進行證券交易之操守守則。經本公司作出具體查詢後，本公司所有董事確認彼等於截至二零一八年六月三十日止六個月整個期間內一直遵守標準守則所載列之規定標準。

### 根據上市規則持續披露責任

本公司並無上市規則第13.20、13.21及13.22條項下任何其他披露責任。

### 期後事項

本集團並無須予披露的二零一八年六月三十日之後的重大期後事項。

### 更新有關董事信息

自本公司二零一七年年報日期以來，董事資料變動如下：

1. 本公司非執行董事崔桂勇博士自二零一八年六月二十九日起退任中國聖牧有機奶業有限公司（聯交所上市公司，股份代號：1432）的非執行董事。
2. 本公司獨立非執行董事李恆健先生自二零一八年六月三十日起辭任匯銀智慧社區有限公司（聯交所上市公司，股份代號：1280）的獨立非執行董事。彼亦於二零一八年五月三日起不再擔任Banro Corporation的董事。

# CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

## 企業管治摘要及其他資料

### REVIEW OF INTERIM RESULTS

The unaudited condensed consolidated interim financial information of the Group for the six months ended June 30, 2018 has been reviewed by the Audit Committee of the Board. The Audit Committee is of the view that the interim report of the Group is prepared in accordance with applicable accounting standards, rules and regulations and appropriate disclosures have been duly made.

The unaudited condensed consolidated interim financial statements of the Group for the six months ended June 30, 2018 have also been reviewed by the auditor of the Company, Deloitte Touche Tohmatsu, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

### INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended June 30, 2018 (for the six months ended June 30, 2017: Nil).

### 審閱中期業績

本集團截至二零一八年六月三十日止六個月之未經審核簡明綜合中期財務資料已由董事會轄下的審核委員會審閱。審核委員會認為，本集團中期報告符合適用會計準則、規則及條例，並已正式作出適當披露。

本集團截至二零一八年六月三十日止六個月的未經審核簡明綜合中期財務報表亦已由本公司核數師德勤•關黃陳方會計師行根據由香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體之獨立核數師審閱中期財務資料」進行審閱。

### 中期股息

董事會不建議就截至二零一八年六月三十日止六個月派發中期股息（截至二零一七年六月三十日止六個月：無）。

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表審閱報告

# Deloitte.

# 德勤

### TO THE BOARD OF DIRECTORS OF COFCO MEAT HOLDINGS LIMITED

*(Incorporated in Cayman Islands with limited liability)*

### 致中糧肉食控股有限公司董事會

*(於開曼群島註冊成立的有限公司)*

## INTRODUCTION

We have reviewed the condensed consolidated financial statements of COFCO Meat Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 33 to 85 which comprise the condensed consolidated statement of financial position as at June 30, 2018 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## 引言

我們已審閱載於第33頁至85頁的中糧肉食控股有限公司（「貴公司」）及其附屬公司（統稱為「貴集團」）的簡明綜合財務報表，包括於二零一八年六月三十日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表，以及若干解釋附註。根據香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）編製。貴公司董事負責按照香港會計準則第34號編製及呈報該等簡明綜合財務報表。我們的責任為根據我們的審閱工作對該等簡明綜合財務報表發表結論，並根據我們受聘的協定條款，僅向閣下全體匯報我們的結論，而不作任何其他用途。我們不會就本報告之內容向任何其他人士承擔或負上任何責任。

## SCOPE OF REVIEW

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

## 審閱範圍

我們根據香港會計師公會頒佈的香港審閱工作準則第2410號「獨立核數師對實體中期財務資料的審閱」進行審閱。該等簡明綜合財務報表的審閱工作包括主要向負責財務及會計事宜的人員詢問，並應用分析和其他審閱程序。審閱之範圍遠小於根據香港審計準則進行之審計，故無法確保我們會注意到所有可通過審計辨別的重要事項。因此，我們不會發表審計意見。

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表審閱報告

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

August 22, 2018

### 結論

根據我們的審閱工作，我們並無注意到任何事宜使我們相信簡明綜合財務報表在所有重大方面未有按照香港會計準則第34號編製。

**德勤·關黃陳方會計師行**  
執業會計師  
香港

二零一八年八月二十二日

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

				Six months ended June 30, 截至六月三十日止六個月				
		2018 二零一八年			2017 二零一七年			
		Results before biological assets fair value adjustments	Biological assets fair value adjustments	Total	Results before biological assets fair value adjustments	Biological assets fair value adjustments	Total	
		生物資產 公允價值 調整前業績	生物資產 公允價值 調整	總計	生物資產 公允價值 調整前業績	生物資產 公允價值 調整	總計	
NOTES		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
附註		人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	
Revenue	收益	3	3,264,056	-	3,264,056	3,298,803	-	3,298,803
Cost of sales	銷售成本		(3,114,806)	(117,087)	(3,231,893)	(2,739,183)	(553,202)	(3,292,385)
Gross profit	毛利		149,250	(117,087)	32,163	559,620	(553,202)	6,418
Other income	其他收入	5	47,527	-	47,527	30,586	-	30,586
Other gains and losses, net	其他收益及虧損淨額	6	97,507	-	97,507	(40,274)	-	(40,274)
Distribution and selling costs	分銷及銷售開支		(132,539)	-	(132,539)	(123,999)	-	(123,999)
Administrative expenses	行政開支		(92,380)	-	(92,380)	(94,090)	-	(94,090)
Share of gain/(loss) of joint ventures	應佔合營企業收益/(虧損)		61	-	61	(847)	-	(847)
(Loss) gain arising from agricultural produce at fair value less costs to sell at the point of harvest	按農產品收穫時的公允價值減銷售成本產生的(虧損)收益		-	(343,226)	(343,226)	-	40,971	40,971
Gain arising from changes in fair value less costs to sell of biological assets	因生物資產公允價值變動減銷售成本而產生的收益		-	201,233	201,233	-	448,944	448,944
Finance costs	融資成本	7	(58,634)	-	(58,634)	(40,640)	-	(40,640)
Profit (loss) before tax	除稅前溢利(虧損)	8	10,792	(259,080)	(248,288)	290,356	(63,287)	227,069
Income tax expense	所得稅開支	9	(4)	-	(4)	(919)	-	(919)
<b>Profit (loss) for the period</b>	<b>期內溢利(虧損)</b>		<b>10,788</b>	<b>(259,080)</b>	<b>(248,292)</b>	<b>289,437</b>	<b>(63,287)</b>	<b>226,150</b>

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

Six months ended June 30,  
截至六月三十日止六個月

		2018 二零一八年			2017 二零一七年		
Results before biological assets fair value adjustments	Biological assets fair value adjustments	Total	Results before biological assets fair value adjustments	Biological assets fair value adjustments	Total		
生物資產 公允價值 調整前業績	生物資產 公允價值 調整	總計	生物資產 公允價值 調整前業績	生物資產 公允價值 調整	總計		
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)		
Other comprehensive income/(expense), net of income tax:	除所得稅後其他全面 收入/(開支):						
Items that will not be reclassified to profit or loss:	將不會重新分類至 損益的項目:						
Fair value loss on equity instrument at fair value through other comprehensive income	按公允價值計入其他 全面收益的權益工具之 公允價值虧損	(25,001)			-		
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益 的項目:						
Exchange differences arising on translation	換算的匯兌差額	5,712			2,294		
Fair value loss on cash flow hedges included in other financial liabilities	計入其他金融負債之 現金流量對沖的 公允價值虧損	-			(4,307)		
Other comprehensive expense for the period, net of income tax	除所得稅後期內其他 全面開支	(19,289)			(2,013)		
<b>Total comprehensive (expense)/income for the period attributable to the owners of the Company</b>	<b>本公司擁有人應佔期內全面 (開支)/收入總額</b>	<b>(267,581)</b>			<b>224,137</b>		
(Loss)/profit for the period attributable to:	以下者應佔期內 (虧損)/溢利:						
Owners of the Company	本公司擁有人	(243,157)			226,417		
Non-controlling interests	非控股權益	(5,135)			(267)		
<b>(Loss)/profit for the period</b>	<b>期內(虧損)/溢利</b>	<b>(248,292)</b>			<b>226,150</b>		

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

		Six months ended June 30, 截至六月三十日止六個月					
		2018 二零一八年			2017 二零一七年		
		Results before biological assets fair value adjustments	Biological assets fair value adjustments	Total	Results before biological assets fair value adjustments	Biological assets fair value adjustments	Total
		生物資產 公允價值 調整前業績	生物資產 公允價值 調整	總計	生物資產 公允價值 調整前業績	生物資產 公允價值 調整	總計
NOTES 附註		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核)
Total comprehensive (expense)/income attributable to:	以下者應佔全面(開支)/ 收入總額:						
Owners of the Company	本公司擁有人			(262,446)			224,404
Non-controlling interests	非控股權益			(5,135)			(267)
				(267,581)			224,137
(Loss)/earnings per share: Basic and diluted	每股(虧損)/盈利: 基本及攤薄			RMB(6.23) cents 人民幣(6.23)分			RMB5.80 cents 人民幣5.80分
		10					



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at June 30, 2018

於二零一八年六月三十日

		NOTES 附註	June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Goodwill	商譽		100,609	100,609
Property, plant and equipment	物業、廠房及設備	12	5,246,649	4,950,156
Prepaid lease payments	預付租賃款項		172,828	131,645
Intangible assets	無形資產		1,849	2,225
Investments in joint ventures	於合營企業的投資		21,308	21,370
Equity instrument at fair value through other comprehensive income	按公允價值計入其他 全面收益的權益工具	23	367,506	-
Available-for-sale investment	可供出售投資		-	23,516
Biological assets	生物資產	13	476,293	454,951
Deposits paid for purchase of property, plant and equipment	購買物業、廠房及 設備所付按金		9,481	7,558
Deposits paid for purchase of biological assets	購買生物資產所付按金		-	3,178
			<b>6,396,523</b>	5,695,208
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		525,143	481,253
Biological assets	生物資產	13	963,650	1,111,305
Financial assets at fair value through profit or loss	按公允價值計入損益 的金融資產	14	3,707	-
Accounts receivable	應收賬款	15	139,339	145,018
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項		224,309	192,348
Amounts due from related companies	應收關聯公司款項	16	125,978	59,847
Pledged and restricted bank deposits	已抵押及受限制銀行存款	19	34,090	40,457
Cash and bank balances	現金及銀行結餘		1,273,233	1,185,261
			<b>3,289,449</b>	3,215,489

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at June 30, 2018

於二零一八年六月三十日

		NOTES 附註	June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Current liabilities</b>	<b>流動負債</b>			
Accounts and bills payables	應付賬款及應付票據	18	382,809	433,009
Contract liabilities	合約負債		103,943	-
Bank borrowings	銀行借款		1,583,966	1,359,617
Other payables, accruals and deposits received	其他應付款項、應計費用及已收按金		447,320	602,340
Other financial liabilities	其他金融負債	14	-	8,099
Amounts due to related companies	應付關聯公司款項	16	41,872	36,770
Loans from a non-controlling equity holder	來自非控股權益持有人的貸款		-	39,205
Loans from related companies	來自關聯公司的貸款	17	505,540	315,200
Current tax liabilities	即期稅項負債		48	51
			<b>3,065,498</b>	2,794,291
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>223,951</b>	421,198
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>6,620,474</b>	6,116,406
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank borrowings	銀行借款		1,261,055	940,498
Loans from a related company	來自關聯公司的貸款	17	88,124	86,928
Deferred income	遞延收入		141,871	143,662
			<b>1,491,050</b>	1,171,088
<b>Net assets</b>	<b>資產淨值</b>		<b>5,129,424</b>	4,945,318
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本		1,668,978	1,668,978
Reserves	儲備		3,345,145	3,232,400
Equity attributable to the owners of the Company	本公司擁有人應佔權益		<b>5,014,123</b>	4,901,378
Non-controlling interests	非控股權益		<b>115,301</b>	43,940
<b>Total equity</b>	<b>權益總額</b>		<b>5,129,424</b>	4,945,318

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合股本變動報表

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

	Attributable to the owners of the Company 本公司擁有人應佔											
	Share capital	Share premium	Special reserve	Capital reserve	Statutory reserve	FVTOCI reserve	Cash flow hedging reserve	Translation reserve	Retained earnings	Total	Non-controlling interests	Total equity
	股份資本	股份溢價	特別儲備金	資本儲備	法定儲備金	按公允價值計入其他全面收入的儲備	現金流量套期儲備	匯兌儲備	保留盈利	總計	非控股權益	權益總額
	RMB'000	RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>At December 31, 2017 (audited)</b>	1,668,978	1,645,960	858,459	76,908	124,030	-	-	50,046	476,997	4,901,378	43,940	4,945,318
Adjustment (Note 2.2)	-	-	-	-	-	368,991	-	-	-	368,991	-	368,991
	1,668,978	1,645,960	858,459	76,908	124,030	368,991	-	50,046	476,997	5,270,369	43,940	5,314,309
<b>At January 1, 2018 (restated)</b>												
Loss for the period (unaudited)	-	-	-	-	-	-	-	-	(243,157)	(243,157)	(5,135)	(248,292)
Other comprehensive (expense)/income for the period (unaudited)	-	-	-	-	-	(25,001)	-	5,712	-	(19,289)	-	(19,289)
Total comprehensive (expense)/income for the period (unaudited)	-	-	-	-	-	(25,001)	-	5,712	(243,157)	(262,446)	(5,135)	(267,581)
Recognition of equity-settled share based payments granted by shareholders	-	-	-	6,200	-	-	-	-	-	6,200	-	6,200
Capital contribution from a non-controlling equity holder	-	-	-	-	-	-	-	-	-	-	76,496	76,496
<b>At June 30, 2018 (unaudited)</b>	1,668,978	1,645,960	858,459	83,108	124,030	343,990	-	55,758	233,840	5,014,123	115,301	5,129,424

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合股本變動報表

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

	Attributable to the owners of the Company 本公司擁有人應佔										
	Share capital	Share premium	Special reserve	Capital reserve	Statutory reserve	Cash flow hedging reserve	Translation reserve	Retained earnings	Total	Non-controlling interests	Total equity
	股份資本	股份溢價	特別儲備金	資本儲備	法定儲備金	套期儲備	匯兌儲備	保留盈利	總計	非控股權益	權益總額
	RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元
<b>At January 1, 2017 (audited)</b>	1,668,978	1,645,960	858,459	65,875	80,372	-	46,277	69,026	4,434,947	3,312	4,438,259
於二零一七年一月一日 (經審核)											
Profit for the period (unaudited)	-	-	-	-	-	-	-	226,417	226,417	(267)	226,150
Other comprehensive (expense)/income for the period (unaudited)	-	-	-	-	-	(4,307)	2,294	-	(2,013)	-	(2,013)
期內溢利(未經審核)								226,417	226,417	(267)	226,150
期內其他全面(開支)/收入(未經審核)						(4,307)	2,294	-	(2,013)	-	(2,013)
Total comprehensive (expense)/income for the period (unaudited)	-	-	-	-	-	(4,307)	2,294	226,417	224,404	(267)	224,137
期內全面(開支)/收入總額(未經審核)						(4,307)	2,294	226,417	224,404	(267)	224,137
Recognition of equity-settled share based payments granted by shareholders	-	-	-	3,306	-	-	-	-	3,306	-	3,306
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	47,450	47,450
確認為權益結算以股份為基礎的付款				3,306					3,306		3,306
收購附屬公司										47,450	47,450
<b>At June 30, 2017 (unaudited)</b>	1,668,978	1,645,960	858,459	69,181	80,372	(4,307)	48,571	295,443	4,662,657	50,495	4,713,152
於二零一七年六月三十日 (未經審核)											

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

		Six months ended June 30, 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營活動(所用)/所得現金淨額</b>	<b>(269,426)</b>	201,058
<b>Investing activities</b>	<b>投資活動</b>		
Interest received	已收利息	11,987	50,180
Payments for property, plant and equipment	支付物業、廠房及設備款項	(387,641)	(395,291)
Payments for prepaid lease payments	支付預付租賃款項	(20,772)	(9,991)
Payments for intangible assets	支付無形資產款項	(84)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	49,903	2,783
Placement of pledged and restricted bank deposits	存放已抵押及受限制銀行存款	(34,090)	(24,565)
Withdrawal of pledged and restricted bank deposits	提取已抵押及受限制銀行存款	40,457	50,093
Investments in joint ventures	於合營企業的投資	-	(1,375)
Deemed acquisition of a subsidiary	視作收購一間附屬公司	-	8,808
Placement of time deposits with original maturity over 3 months	存放原有期限超過3個月的定期存款	(804,527)	(505,180)
Withdrawal of time deposits with original maturity over 3 months	提取原有期限超過3個月的定期存款	231,842	426,417
Other investing cash flows	其他投資類現金流量	-	7,227
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(912,925)</b>	(390,894)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

		Six months ended June 30, 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Financing activities</b>	<b>融資活動</b>		
Interest paid	已付利息	(62,287)	(41,564)
New bank borrowings	新增銀行借款	929,707	519,380
Repayment of principal of bank borrowings	償還銀行借款本金	(392,491)	(1,002,744)
Loans from a related company	來自關聯公司的貸款	190,340	340,000
Advance from related companies	來自關聯公司的墊款	-	13,381
Repayment of loans to a non-controlling equity holder	償還來自非控股權益持有人的貸款	(37,693)	-
Capital contribution from a non-controlling equity holder	非控股權益持有人出資	76,496	2,053
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動產生/(所用)的現金淨額</b>	<b>704,072</b>	<b>(169,494)</b>
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(478,279)	(359,330)
Cash and cash equivalents at the beginning of period	期初現金及現金等價物	953,419	953,636
Effects of foreign exchange rate changes	外匯匯率變動的影響	(6,434)	(28,179)
Cash and cash equivalents at the end of period	期末現金及現金等價物	468,706	566,127
Cash and bank balances	現金及銀行結餘	1,273,233	1,279,417
Less: Time deposits with original maturity over 3 months when acquired	減：收購時原有期限超過3個月的定期存款	804,527	713,290
		<b>468,706</b>	<b>566,127</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 1. BASIS OF PREPARATION AND PRESENTATION

The unaudited condensed consolidated financial statements of COFCO Meat Holdings Limited (the "Company") and its subsidiaries (together the "Group") for the six months ended June 30, 2018 have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended December 31, 2017.

These condensed consolidated financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company and most of its subsidiaries, and all values are rounded to the nearest thousand except when otherwise indicated.

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for biological assets and certain financial instruments which are measured at fair values, as appropriate.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended June 30, 2018 are consistent with those followed in the Group's annual financial statements for the year ended December 31, 2017.

### 1. 編製及呈列基礎

中糧肉食控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零一八年六月三十日止六個月的未經審核簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號「中期財務報告」以及香港聯合交易所有限公司證券上市規則附錄16的適用披露規定編製。

簡明綜合財務報表不包括年度財務報表中規定的一切資料及披露，應連同本集團截至二零一七年十二月三十一日止年度的年度財務報表一併閱讀。

該等簡明綜合財務報表以人民幣（「人民幣」）呈列，人民幣為本公司及其多數附屬公司的功能貨幣，除另有指明外，所有金額均約至最接近千位。

### 2. 主要會計政策

簡明綜合財務報表已按歷史成本基準編製，惟按公允價值計量的生物資產及若干金融工具除外（如適用）。

除應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）導致的會計政策變動外，截至二零一八年六月三十日止六個月的簡明綜合財務報表所採用的會計政策及計算方法與本集團截至二零一七年十二月三十一日止年度的年度財務報表的編製所採用者相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (continued)

#### Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after January 1, 2018 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS Financial 9, Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which result in changes in accounting policies, amounts reported and/or disclosures as described below.

### 2. 主要會計政策 (續)

#### 應用新訂及經修訂香港財務報告準則

於本中期期間，本集團已首次應用以下於二零一八年一月一日當日或之後的年度期間強制生效的由香港會計師公會頒佈的新訂及經修訂香港財務報告準則，以編製本集團簡明綜合財務報表：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收入及相關修訂
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及墊付代價
香港財務報告準則第2號修訂本	以股份為基礎的支付交易的分類及計量
香港財務報告準則第4號修訂本	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約
香港會計準則第28號修訂本	作為香港財務報告準則二零一四年至二零一六年週期之年度改進的一部分
香港會計準則第40號修訂本	投資物業轉移

新訂及經修訂香港財務報告準則已根據各自標準及修訂的相關過度條文應用，導致下述會計政策、呈報金額及／或披露變動。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current interim period. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group recognises revenue from the following major sources:

- wholesale of hogs
- wholesale and retail sales of fresh and frozen meats
- wholesale and retail sales of processed meat products
- wholesale and retail sales of imported meat products

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, January 1, 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at January 1, 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

## 2. 主要會計政策 (續)

### 2.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動

本集團已於本中期期間首次採納香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋。

本集團自下列主要來源確認收入：

- 批發銷售生豬
- 批發及零售生鮮及冷凍豬肉
- 批發及零售肉製品
- 批發及零售進口肉類產品

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累計影響於二零一八年一月一日首次應用當日確認。於初始應用當日的的所有差額於期初保留溢利（或其他股權組成部分，如適用）中確認及比較資料未重列。此外，根據香港財務報告準則第15號之過渡條文，本集團僅選擇對二零一八年一月一日尚未完成之合約追溯應用該標準。因此，若干比較資料未必能與根據香港會計準則第18號收入及香港會計準則第11號建築合約及相關詮釋編製的比較資料具可比性。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

#### 2.1.1 Key changes in accounting policies resulting from application of HKFRS 15

HKFRS 15 introduces a 5-step approach when recognising revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

## 2. 主要會計政策 (續)

### 2.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)

#### 2.1.1 應用香港財務報告準則第15號導致會計政策的主要變動

香港財務報告準則第15號引入確認收入時的五個步驟：

- 步驟1：識別與客戶之合約
- 步驟2：識別合約內之履約義務
- 步驟3：釐定交易價格
- 步驟4：按合約內履約義務分配交易價格
- 步驟5：當（或於）本公司滿足履約義務時確認收入

根據香港財務報告準則第15號，當（或於）滿足履約義務時，本集團確認收入，即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

履約義務指個別的商品及服務（或一組商品或服務）或一系列大致相同的個別商品或服務。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

#### 2.1.1 Key changes in accounting policies resulting from application of HKFRS 15 (continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Company and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

## 2. 主要會計政策 (續)

### 2.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)

#### 2.1.1 應用香港財務報告準則第15號導致會計政策的主要變動 (續)

控制權隨時間轉移，而倘滿足以下其中一項標準，則收入乃參照完全滿足相關履約義務的進展情況而隨時間確認。

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約創建或強化一項資產，該資產於創建或強化之時即由客戶控制；或
- 本集團之履約並未產生對本公司有替代用途的資產，且本集團對迄今已完成履約之款項具有可執行之權利。

否則，收入於客戶獲得個別商品或服務控制權的時間點確認。

合約資產指本集團就本集團已轉讓予客戶的商品或服務向客戶換取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或自客戶收取代價已到期)，而須轉讓商品或服務予客戶之責任。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (continued)

#### 2.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

##### 2.1.2 Summary of effects arising from initial application of HKFRS 15

The transition to HKFRS 15 does not have impact on the Group's retained earnings at January 1, 2018.

As at January 1, 2018, advances from customers of RMB120,104,000 in respect of sales contracts previously included in other payables, accruals and deposits received were reclassified to contract liabilities.

There is no impact of applying IFRS 15 on the Group's condensed consolidated statement of profit or loss and other comprehensive income for the current interim period.

The following table summarises the impacts of applying HKFRS 15 on the Group's condensed consolidated statement of financial position as at January 1, 2018 for each of the line items affected. Line items that were not affected by the changes have not been included.

		As reported	Adjustments	Amounts without application of HKFRS 15
		經呈報	調整	未應用香港財務報告準則第15號的金額
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
<b>Current liabilities</b>	<b>流動負債</b>			
Contract liabilities	合約負債	120,104	(120,104)	-
Other payables, accruals and deposits received	其他應付款項、應計費用及已收按金	482,236	120,104	602,340
		602,340	-	602,340

### 2. 主要會計政策 (續)

#### 2.1 應用香港財務報告準則第15號客戶合約收入的會計政策影響及變動 (續)

##### 2.1.2 首次應用香港財務報告準則第15號產生的影響概述

向香港財務報告準則第15號過渡對本集團二零一八年一月一日的保留盈利並無影響。

於二零一八年一月一日，有關銷售合約的人民幣120,104,000元的客戶墊款，先前已納入其他應付款項、應計費用及已收按金，重新分類至合約負債。

應用國際財務報告準則第15號並無對本集團於當前中期期間的簡明綜合損益及其他全面收益表造成任何影響。

下表概述對各受影響項目應用香港財務報告準則第15號對本集團於二零一八年一月一日簡明綜合財務狀況表的影響。未列示未受變更影響的項目。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments

In the current period, the Group has applied HKFRS 9 Financial Instruments and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses ("ECL") for financial assets and 3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at January 1, 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at January 1, 2018. The difference between carrying amounts as at December 31, 2017 and the carrying amounts as at January 1, 2018 are recognised in the opening retained earnings and other components of equity, without restating comparative information.

In addition, the Group applied the hedge accounting prospectively.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動

於當前期間，本集團已應用香港財務報告準則第9號金融工具及其他香港財務報告準則相關的相應修訂。香港財務報告準則第9號就1) 金融資產及金融負債的分類和計量，2) 金融資產的預期信用損失（「預期信用損失」）及3) 一般套期會計法引入新規定。

本集團已根據香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對二零一八年一月一日（首次應用日期）尚未終止確認的工具追溯應用分類及計量規定（包括減值），而並無對已於二零一八年一月一日終止確認的金融工具應用相關規定。二零一七年十二月三十一日與二零一八年一月一日的賬面值差額於初始保留盈利及股本的其他組成部分確認，未重列比較資料。

此外，本集團追溯應用套期會計法。

因此，由於若干比較資料根據香港會計準則第39號金融工具：確認及計量編製，因此未必有可比性。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9

##### Classification and measurement of financial assets

Trade receivables arising from contracts with customers are initially measured in accordance with HKFRS 15.

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at amortised cost or fair value, including unquoted equity investments measured at cost less impairment under HKAS 39.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

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

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.1 應用香港財務報告準則第9號導致會計政策的主要變動

##### 金融資產分類及計量

與客戶簽訂合約產生的貿易應收款項初步根據香港財務報告準則第15號計量。

屬香港財務報告準則第9號範圍的所有已確認金融資產其後按攤銷成本或公允價值計量，包括根據香港會計準則第39號按成本減去減值計量的非上市股權投資。

滿足以下條件其後按攤銷成本計量的債務工具：

- 以收取合約現金流量為目的而持有金融資產之經營模式下持有之金融資產；及
- 金融資產的合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金的利息。

滿足以下條件其後按公允價值計入其他全面收益（「按公允價值計入其他全面收益」）的債務工具：

- 以收取合約現金流量及出售金融資產為目的經營模式下持有之金融資產；及
- 金融資產的合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金的利息。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (continued)

##### Classification and measurement of financial assets (continued)

All other financial assets are subsequently measured at fair value through profit or loss ("FVTPL"), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

In addition, the Company may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

##### Equity instrument designated as at FVTOCI

At the date of initial application/initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instrument as at FVTOCI.

Investments in equity instrument at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.1 應用香港財務報告準則第9號導致會計政策的主要變動 (續)

##### 金融資產分類及計量 (續)

所有其他金融資產隨後按公允價值計入損益(「按公允價值計入損益」), 除於初步應用/初步確認金融資產的日期, 本集團或會不可撤回選擇以於其他全面收益(「其他全面收益」)呈列股權投資(倘股權投資並非持作買賣, 亦非於應用香港財務報告準則第3號業務合併應用的業務合併中收購者確認的或有代價)的其後公允價值變動外。

此外, 本公司或會不可撤回指定符合按攤銷成本計量或按公允價值計入其他全面收益標準的債券投資按公允價值計入損益, 倘如此行事會減少或大幅降低會計錯配。

##### 指定為以公允價值計入其他全面收益之權益工具

於首次應用/初步確認日期, 本集團可按個別工具基準作出不可撤回的選擇, 指定權益工具之投資為按公允價值計入其他全面收益類別。

按公允價值計入其他綜合全面收益的權益工具的投資初步按公允價值加交易成本計量。其後, 權益工具按公允價值計量, 其公允價值變動產生的收益及虧損於其他全面收益確認及於按公允價值計入其他全面收益的儲備中累計; 無須作減值評估。累計損益將不重新分類至出售股權投資之損益, 並將轉撥至保留盈利。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (continued)

##### Classification and measurement of financial assets (continued)

##### Equity instrument designated as at FVTOCI (continued)

Dividends on these investments in equity instrument are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with HKFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

##### Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of the reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

The directors of the Company reviewed and assessed the Group's financial assets as at January 1, 2018 based on the facts and circumstances that existed at that date. Changes in classification and measurement on the Group's financial assets and the impacts thereof are detailed in Note 2.2.2.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.1 應用香港財務報告準則第9號導致會計政策的主要變動 (續)

##### 金融資產分類及計量 (續)

##### 指定為以公允價值計入其他全面收益之權益工具 (續)

當本集團根據香港財務報告準則第9號確認收取股息的權利時，該等權益工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本。股息計入損益中「其他收入」的項目中。

##### 按公允價值計入損益的金融資產

不符合按攤銷成本計量或公允價值計入其他全面收益或指定為按公允價值計入其他全面收益標準的金融資產按公允價值計入損益。

按公允價值計入損益的金融資產於報告期末按公允價值計量，公允價值損益於損益確認。於損益確認的損益淨值不包括金融資產產生的任何股息或利息且其納入「其他損益」項目。

本公司董事基於二零一八年一月一日事實和情況審核及評估本集團於二零一八年一月一日的金融資產。本集團金融資產的分類及計量的變動和影響詳載於附註2.2.2。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (continued)

##### Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including accounts receivable, deposits and other receivables and amounts due from related companies). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivable. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.1 應用香港財務報告準則第9號導致會計政策的主要變動 (續)

##### 預期信用損失模式下之減值

本集團根據香港財務報告準則第9號就發生減值之金融資產(包括應收款項、按金及其他應收款項及應收關連公司款項)確認預期信用損失的虧損準備。預期信用損失的金額於各報告日期更新,以反映自初始確認後信用風險的變化。

存續期預期信用損失指相關工具的預期使用期內所有可能的違約事件產生之預期信用損失。相反,12個月預期信用損失(「12個月預期信用損失」)將預期於報告日期後12個月內可能發生的違約事件預期導致之存續期預期信用損失部分。評估乃根據本集團的歷史信用虧損經驗進行,並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團始終就應收款項確認存續期預期信用損失。該等資產的預期信用損失對於結餘重大的應收款項進行個別評估,並使用具有適當分組的提列矩陣進行集體評估。

對於所有其他工具,本集團計量的虧損準備等於12個月預期信用損失,除非自初始確認後信用風險顯著增加,本集團確認存續期預期信用損失。是否應確認存續期預期信用損失的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (continued)

##### Impairment under ECL model (continued)

##### Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.1 應用香港財務報告準則第9號導致會計政策的主要變動 (續)

##### 預期信用損失模式項下之減值 (續)

##### 信貸風險顯著上升

評估信貸風險自初始確認以來是否顯著上升時，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。作出本評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及可以合理成本及精力獲取的前瞻性資料。

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部 (如有) 或內部信貸測評的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致債務人償還債項的能力顯著下降。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (continued)

##### **Impairment under ECL model (continued)**

##### **Significant increase in credit risk (continued)**

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### **Measurement and recognition of ECL**

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable, deposits and other receivables and amounts due from related companies where the corresponding adjustment is recognised through a loss allowance account.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.1 應用香港財務報告準則第9號導致會計政策的主要變動 (續)

##### **預期信用損失模式下之減值 (續)**

##### **信貸風險顯著上升 (續)**

不論上述評估結果如何，本集團均假設合約付款逾期超過30日後信貸風險自初始確認以來顯著上升，除非本公司有合理及具支持性的資料說明其他情況。

本集團認為，倘工具逾期超過90天時則發生違約，除非本集團有合理且可支持之資料證明更滯後的違約標準屬更合適。

##### **預期信貸虧損的計量及確認**

預期信貸虧損的計量為違約概率、違約損失率（即違約時的損失程度）及違約風險暴露的函數。評估違約概率及違約損失率的依據是過往數據，並按前瞻性資料調整。

預期信貸虧損通常按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量（按初始確認釐定的實際利率折現）之間的差額估算。

利息收入按金融資產賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產攤銷成本計算。

本集團通過調整賬面值於損益中確認所有金融工具之減值收益或虧損，惟相應調整於虧損撥備抵賬中確認之應收賬款、按金及其他應收款項及應收關聯公司款項除外。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (continued)

##### Impairment under ECL model (continued)

##### Measurement and recognition of ECL (continued)

As at January 1, 2018, the directors of the Company reviewed and assessed the Company's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The results of the assessment and the impact thereof are detailed in Note 2.2.2.

##### Classification and measurement of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.1 應用香港財務報告準則第9號導致會計政策的主要變動 (續)

##### 預期信用損失模式項下之減值 (續)

##### 預期信貸虧損的計量及確認 (續)

於二零一八年一月一日，本公司董事根據香港財務報告準則第9號之規定，使用無需付出額外成本或精力而可得之合理且可支持的資料審閱及評估本公司現有的財務資產是否存在減值。評估結果及其影響詳見附註2.2.2。

##### 金融負債的分類及計量

對於不導致終止確認的金融負債非重大變更，相關金融負債的賬面值將會按照經修訂的合約現金流量的現值進行核算，並按照金融負債的初始實際利率折算。交易成本或已發生的費用將調整為經修訂金融負債的賬面金額，並在剩餘期限內攤銷。對金融負債賬面金額的任何調整均於修改日在損益中確認。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (continued)

#### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

##### 2.2.2 Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement (including impairment) of financial assets and financial liabilities under HKFRS 9 and HKAS 39 at the date of initial application, January 1, 2018.

### 2. 主要會計政策 (續)

#### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

##### 2.2.2 首次應用香港財務報告準則第9號產生的影響概述

下表列示根據香港財務報告準則第9號及香港會計準則第39號於首次應用日期(二零一八年一月一日)金融資產及金融負債的分類及計量(包括減值)。

		Amortised cost (previously classified as loans and receivables)	FVTOCI reserve
Available -for-sale investments	Equity instrument at FVTOCI		
	按公允價值 計入其他 全面收益 的權益工具	攤銷成本 (過往分類 為貸款及 應收款項)	按公允 價值計入 其他全面 收益的儲備
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
Closing balance at December 31, 2017 – HKAS 39	根據香港會計準則第39號於 二零一七年十二月三十一日 的期末結餘	23,516	-
Effect arising from initial application of HKFRS 9: Reclassification	首次應用香港財務報告準則 第9號所產生的影響: 重新分類		
From available-for-sale investments (a)	可供出售投資(a)	(23,516)	23,516
From loans and receivables	貸款及應收款項	-	1,622,931
Remeasurement	重新計量		
From available-for-sale investments (a)	可供出售投資(a)	-	368,991
Opening balance at January 1, 2018	於二零一八年一月一日 的期初結餘	-	392,507
		1,622,931	(368,991)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.2 Summary of effects arising from initial application of HKFRS 9 (continued)

##### (a) Available-for-sale (“AFS”) investments

###### From AFS equity investments to FVTOCI

The Group elected to present in OCI for the fair value changes of all its equity investment previously classified as AFS, all of which related to an unquoted equity investment previously measured at cost less impairment under HKAS 39. The investment is not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, RMB23,516,000 was reclassified from AFS investment to equity instrument at FVTOCI, all of which related to an unquoted equity investment previously measured at cost less impairment under HKAS 39 and the fair value gain of RMB368,991,000 was adjusted to equity instrument at FVTOCI and FVTOCI reserve as at January 1, 2018.

##### (b) Financial assets/liabilities at FVTPL

Derivatives are required to be classified as FVTPL under HKFRS 9. There was no impact on the amounts recognised in relation to the assets/liabilities from the application of HKFRS 9.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.2 首次應用香港財務報告準則第9號產生的影響概述 (續)

##### (a) 可供出售 (「可供出售」) 投資

###### 從可供出售投資重新分類至按公允價值計入其他全面收益的股權投資

本集團選擇將先前分類為可供出售之所有股權投資的公允價值變動於其他全面收入中列賬，當中所有均與先前根據香港會計準則第39號按成本減去減值計量的無報價股權投資有關。該等投資並非持作買賣，且預計於可預見未來不會出售。於首次應用香港財務報告準則第9號之日，人民幣23,516,000元已從可供出售投資重新分類至按公允價值計入其他全面收益之權益工具，當中所有均與先前根據香港會計準則第39號按成本減去減值計量的無報價股權投資有關，公允價值收益人民幣368,991,000元已調整至於二零一八年一月一日的按公允價值計入其他全面收益權益工具及按公允價值計入其他全面收益的儲備。

##### (b) 按公允價值計入損益的金融資產／金融負債

根據香港財務報告準則第9號，衍生工具須分類為按公允價值計入損益計量。應用香港財務報告準則第9號對有關資產／負債的確認金額並無產生影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

#### 2.2.2 Summary of effects arising from initial application of HKFRS 9 (continued)

##### (c) Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for accounts receivable. To measure the ECL, accounts receivable have been grouped based on shared credit risk characteristics.

Loss allowances for other financial assets at amortised cost mainly comprise of deposits and other receivables, amounts due from related companies, pledged and restricted bank deposits and cash and bank balances, are measured on 12m ECL basis and there had been no significant increase in credit risk since initial recognition.

Based on the assessment by the Group, the accumulated amount of impairment loss to be recognised under the expected credit loss model of HKFRS 9 is immaterial to the Group and therefore no additional credit loss allowance is recognised against retained profits as at January 1, 2018.

Except as described above, the application of other amendments to HKFRSs in the current interim period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

## 2. 主要會計政策 (續)

### 2.2 應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

#### 2.2.2 首次應用香港財務報告準則第9號產生的影響概述 (續)

##### (c) 預期信用損失模式下之減值

本集團應用香港財務報告準則第9號之簡化方法以計量預期信貸虧損，其就應收賬款採用存續期預期信用損失。為計量預期信貸虧損，應收賬款已根據共同的信貸風險特徵進行分類。

其他按攤銷成本計量之金融資產（主要為按金及其他應收款項、應收關聯公司款項、已抵押及受限制銀行存款以及現金及銀行結餘）的減損撥備乃按12個月預期信貸虧損基準計量，且信貸風險自初始確認以來並無顯著增加。

根據本集團的評估，根據香港財務報告準則第9號的預期信貸虧損模式確認的累計減值虧損對本集團而言並非重大，因此於二零一八年一月一日並無就保留溢利確認額外信貸虧損撥備。

除上文所述外，於本中期期間應用香港財務報告準則的其他修訂對該等簡明綜合財務報表所載的呈報金額及／或披露事項並無重大影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (continued)

#### 2.3 Impacts on opening condensed consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the entity's accounting policies above, the opening condensed consolidated statement of financial position had to be restated. The following table shows the adjustments recognised for each individual line item.

### 2. 主要會計政策 (續)

#### 2.3 所有新準則的應用對期初簡明綜合財務狀況表的影響

由於實體的會計政策發生上述變化，故期初簡明綜合財務狀況表須重列。下表列示就各單獨項目所確認的調整。

		December 31, 2017 二零一七年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元		January 1, 2018 二零一八年 一月一日 (Restated) (經重列) RMB'000 人民幣千元	
		HKFRS 15 香港財務 報告準則 第15號 RMB'000 人民幣千元	HKFRS 9 香港財務 報告準則 第9號 RMB'000 人民幣千元		
<b>Non-current assets</b>	<b>非流動資產</b>				
Goodwill	商譽	100,609	-	-	100,609
Property, plant and equipment	物業、廠房及設備	4,950,156	-	-	4,950,156
Prepaid lease payments	預付租賃款項	131,645	-	-	131,645
Intangible assets	無形資產	2,225	-	-	2,225
Investments in joint ventures	於合營企業的投資	21,370	-	-	21,370
Equity instrument at fair value through other comprehensive income	按公允價值計入其他全面收益的權益工具	-	-	392,507	392,507
Available-for-sale investment	可供出售投資	23,516	-	(23,516)	-
Biological assets	生物資產	454,951	-	-	454,951
Deposits paid for purchase of property, plant and equipment	購買物業、廠房及設備所付按金	7,558	-	-	7,558
Deposits paid for purchase of biological assets	購買生物資產所付按金	3,178	-	-	3,178

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (continued)

#### 2.3 Impacts on opening condensed consolidated statement of financial position arising from the application of all new standards (continued)

### 2. 主要會計政策 (續)

#### 2.3 所有新準則的應用對期初簡明綜合財務狀況表的影響 (續)

		December 31, 2017 二零一七年 十二月 三十一日 (Audited) (經審核) RMB'000 人民幣千元	HKFRS 15 香港財務 報告準則 第15號 RMB'000 人民幣千元	HKFRS 9 香港財務 報告準則 第9號 RMB'000 人民幣千元	January 1, 2018 二零一八年 一月一日 (Restated) (經重列) RMB'000 人民幣千元
<b>Current assets</b>	<b>流動資產</b>				
Inventories	存貨	481,253	-	-	481,253
Biological assets	生物資產	1,111,305	-	-	1,111,305
Accounts receivable	應收賬款	145,018	-	-	145,018
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	192,348	-	-	192,348
Amounts due from related companies	應收關聯公司款項	59,847	-	-	59,847
Pledged and restricted bank deposits	已抵押及受限制銀行存款	40,457	-	-	40,457
Cash and bank balances	現金及銀行結餘	1,185,261	-	-	1,185,261
<b>Current liabilities</b>	<b>流動負債</b>				
Accounts and bills payables	應付賬款及應付票據	433,009	-	-	433,009
Contract liabilities	合約負債	-	102,104	-	102,104
Bank borrowings	銀行借款	1,359,617	-	-	1,359,617
Other payables, accruals and deposits received	其他應付款項、應計費用及已收按金	602,340	(102,104)	-	500,236
Other financial liabilities	其他金融負債	8,099	-	-	8,099
Amounts due to related companies	應付關聯公司款項	36,770	-	-	36,770
Loans from a non-controlling equity holder	來自非控股權益持有人的貸款	39,205	-	-	39,205
Loans from related companies	來自關聯公司的貸款	315,200	-	-	315,200
Current tax liabilities	即期稅項負債	51	-	-	51
<b>Net current assets</b>	<b>流動資產淨值</b>	421,198	-	-	421,198
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	6,116,406	-	368,991	6,485,397
<b>Capital and reserves</b>	<b>資本及儲備</b>				
Share capital	股本	1,668,978	-	-	1,668,978
Reserves	儲備	3,232,400	-	368,991	3,601,391
Equity attributable to the owners of the Company	本公司擁有人應佔權益	4,901,378	-	368,991	5,270,369
Non-controlling interests	非控股權益	43,940	-	-	43,940
<b>Total equity</b>	<b>權益總額</b>	4,945,318	-	368,991	5,314,309
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Bank borrowings	銀行借款	940,498	-	-	940,498
Loans from a related company	來自關聯公司的貸款	86,928	-	-	86,928
Deferred income	遞延收入	143,662	-	-	143,662



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 3. REVENUE

#### Disaggregation of revenue

		For the six months ended June 30, 2018 截至二零一八年六月三十日止六個月				
Segments	Hog production and sales	Sales of fresh pork	Sales of processed meat products	Sales of imported meat products	Total	
分部	生豬養殖及銷售	生鮮豬肉	肉製品	肉類產品	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	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
<b>Types of goods</b>	<b>商品種類</b>					
Hogs	生豬	876,496	-	-	876,496	
Fresh pork	生鮮豬肉	-	1,274,364	-	1,274,364	
Processed meat products	肉製品	-	-	172,926	172,926	
Imported meat products	進口肉類產品	-	-	940,270	940,270	
<b>Total</b>	<b>總計</b>	<b>876,496</b>	<b>1,274,364</b>	<b>172,926</b>	<b>3,264,056</b>	
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>					
A point in time	時間點	876,496	1,274,364	172,926	3,264,056	
<b>Total</b>	<b>總計</b>	<b>876,496</b>	<b>1,274,364</b>	<b>172,926</b>	<b>3,264,056</b>	

### 4. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision makers ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. Specifically, the Group has four reportable operating segments under HKFRS 8 as follows:

Hog production segment	represents hog breeding and sales
Fresh pork segment	represents slaughtering, wholesale and retail sales of fresh and frozen meats
Processed meat products segment	represents manufacture, wholesale and retail sales of processed meat products under brands of "Maverick" and "Joycome"
Meat import segment	represents wholesale and retail sales of imported meat products

### 3. 收益

#### 收益分述

		For the six months ended June 30, 2018 截至二零一八年六月三十日止六個月				
Segments	Hog production and sales	Sales of fresh pork	Sales of processed meat products	Sales of imported meat products	Total	
分部	生豬養殖及銷售	生鮮豬肉	肉製品	肉類產品	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	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
<b>Types of goods</b>	<b>商品種類</b>					
Hogs	生豬	876,496	-	-	876,496	
Fresh pork	生鮮豬肉	-	1,274,364	-	1,274,364	
Processed meat products	肉製品	-	-	172,926	172,926	
Imported meat products	進口肉類產品	-	-	940,270	940,270	
<b>Total</b>	<b>總計</b>	<b>876,496</b>	<b>1,274,364</b>	<b>172,926</b>	<b>3,264,056</b>	
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>					
A point in time	時間點	876,496	1,274,364	172,926	3,264,056	
<b>Total</b>	<b>總計</b>	<b>876,496</b>	<b>1,274,364</b>	<b>172,926</b>	<b>3,264,056</b>	

### 4. 分部資料

就分配資源及評估分部表現而向本公司董事(即主要經營決策者(「主要經營決策者」))所呈報的資料主要針對所交付或提供的產品或服務的類型。本集團根據香港財務報告準則第8號設定的四個可呈報經營分部具體如下:

生豬養殖分部	指生豬養殖及銷售
生鮮豬肉分部	指屠宰、批發及零售生鮮及冷凍豬肉
肉製品分部	指生產、批發及零售「萬威客」及「家佳康」品牌下的肉製品
肉類進口分部	指批發及零售進口肉類產品

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 4. SEGMENT INFORMATION (continued)

Each reportable segment derives its revenue from the sales of products based on the location of operations. They are managed separately because each segment requires different production and marketing strategies.

#### Segment revenue and segment results

The following is an analysis of the Group's revenue and results by reportable and operating segments.

### 4. 分部資料 (續)

各可呈報分部的收益來自基於經營所在地的產品銷售。由於各分部需要不同的生產及營銷策略，故可呈報分部分開管理。

#### 分部收益及分部業績

按可呈報及經營分部劃分，本集團的收益及業績分析如下。

		Hog production	Fresh pork	Processed meat products	Meat import	Segment total	Inter-segment elimination	Total
		生豬養殖	生鮮豬肉	肉製品	肉類進口	分部總計	分部間對銷	總計
		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
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Six months ended</b>	<b>截至二零一八年六月</b>							
<b>June 30, 2018</b>	<b>三十日止六個月</b>							
<b>Segment revenue</b>	<b>分部收益</b>							
External customers	外部客戶	876,496	1,274,364	172,926	940,270	3,264,056	-	3,264,056
Inter-segment sales	分部間銷售	621,289	21,353	1,596	18,960	663,198	(663,198)	-
Segment revenue	分部收益	1,497,785	1,295,717	174,522	959,230	3,927,254	(663,198)	3,264,056
<b>Segment results</b>	<b>分部業績</b>	(102,886)	64,631	89,317	30,867	81,929	-	81,929
Unallocated corporate income	未獲分配企業收入							11,715
Unallocated corporate expenses	未獲分配企業開支							(24,279)
Share of gain of joint ventures	應佔合營企業收益							61
Fair value adjustments on biological assets	有關生物資產的公允價值調整							(259,080)
Finance costs	融資成本							(58,634)
Loss before tax	除稅前虧損							(248,288)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 4. SEGMENT INFORMATION (continued)

#### Segment revenue and segment results (continued)

	Hog production	Fresh pork	Processed meat products	Meat import	Segment total	Inter-segment elimination	Total
	生豬養殖	生鮮豬肉	肉製品	肉類進口	分部總計	分部間對銷	總計
	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
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)

### 4. 分部資料 (續)

#### 分部收益及分部業績 (續)

Six months ended	截至二零一七年六月							
June 30, 2017	三十日止六個月							
Segment revenue	分部收益							
External customers	外部客戶	934,706	1,344,818	164,068	855,211	3,298,803	-	3,298,803
Inter-segment sales	分部間銷售	691,795	37,644	291	9,372	739,102	(739,102)	-
Segment revenue	分部收益	1,626,501	1,382,462	164,359	864,583	4,037,905	(739,102)	3,298,803
Segment results	分部業績	340,877	45,353	2,005	3,917	392,152	-	392,152
Unallocated corporate income	未獲分配企業收入							9,407
Unallocated corporate expenses	未獲分配企業開支							(69,716)
Share of loss of joint ventures	應佔合營企業虧損							(847)
Fair value adjustments on biological assets	有關生物資產的公允價值調整							(63,287)
Finance costs	融資成本							(40,640)
Profit before tax	稅前溢利							227,069

Segment profit/(loss) represents the profit earned by/(loss from) each segment without allocation of corporate income and expenses including central administration costs and directors' emoluments, fair value adjustments on biological assets, share of profit/(loss) of joint ventures and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prices agreed between group entities.

分部溢利/(虧損)指各分部所賺取的溢利/(產生的虧損)，未經分配企業收入及開支，包括中央行政成本及董事酬金、有關生物資產的公允價值調整、應佔合營企業溢利/(虧損)及融資成本。此乃向主要經營決策者呈報以作資源分配及表現評估的方法。

分部間銷售按集團實體議定的價格收取。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 4. SEGMENT INFORMATION (continued)

#### Segment assets and liabilities

Segment assets and liabilities are not disclosed in these condensed consolidated financial statements as they are not regularly provided to the CODM for the purposes of resource allocation and performance assessment.

### 5. OTHER INCOME

An analysis of the Group's other income is as follows:

### 4. 分部資料 (續)

#### 分部資產及負債

由於分部資產及負債並無定期提供予主要經營決策者以作資源分配及表現評估，因此有關資料並無於該等簡明綜合財務報表中披露。

### 5. 其他收入

本集團的其他收入分析如下：

		<b>Six months ended June 30,</b> <b>截至六月三十日止六個月</b>	
		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
Bank interest income	銀行利息收入	<b>11,178</b>	9,454
Interest income from a related company	關聯公司的利息收入	<b>809</b>	496
Government grants*	政府補助*	<b>35,540</b>	20,636
		<b>47,527</b>	30,586

\* Government grants are mainly related to innocuous treatment of died hogs and construction of hog farms. There are no unfulfilled conditions or contingencies relating to these grants.

Included in the above balances are government grants released from deferred income of RMB1,791,000 (unaudited) for the six months ended June 30, 2018 (six months ended June 30, 2017: RMB2,064,000 (unaudited)).

\* 政府補助主要與死豬的無害化處理及養豬場建設有關。概無有關該等補助的未達成條件或或然事項。

截至二零一八年六月三十日止六個月自遞延收入解除的政府補助人民幣1,791,000元(未經審核)(截至二零一七年六月三十日止六個月：人民幣2,064,000元(未經審核))載入上述結餘。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 6. OTHER GAINS AND LOSSES, NET

An analysis of the Group's other gains/(losses) is as follows:

### 6. 其他收益及虧損淨額

本集團的其他收益／(虧損) 分析如下：

Six months ended June 30,  
截至六月三十日止六個月

		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Exchange loss, net	匯兌虧損淨額	(458)	(18,516)
Gain/(loss) on disposal of property, plant and equipment*	出售物業、廠房及設備 收益／(虧損)*	66,461	(1,778)
Gain on disposal of prepaid lease payment, net*	出售預付租賃款項收益淨額*	21,054	-
Write-down of inventories	存貨撇減	(222)	-
Impairment/(reversal of impairment) on accounts receivable, net	應收賬款減值／(減值撥回) 淨額	(106)	204
Reversal of impairment on other receivables, net	其他應收款項減值撥回淨額	189	147
Gain/(loss) from changes in fair value of foreign currency forward contracts	外幣遠期合約公允價值 變動收益／(虧損)	11,929	(17,023)
Others	其他	(1,340)	(3,308)
		<b>97,507</b>	<b>(40,274)</b>

\* During the current interim period, COFCO Maverick Food Products ("Maverick"), a subsidiary of the Group, has an aggregate gain of RMB88,050,000 for disposal of properties and prepaid lease payments for land use right due to relocation of Maverick's properties and production plants as requested by the local government. The local government compensated Maverick cash of RMB50,000,000 and a land use right and properties at market value of RMB54,431,000 which, in the opinion of the management of the Company, approximate to the fair value of the properties and prepaid lease payments for land use rights disposed.

\* 於本中期期間，因出售物業及由於萬威客根據地方政府要求搬遷其物業及生產工廠而就土地使用權預付租賃款項，本集團的附屬公司中糧萬威客食品（「萬威客」）合共錄得收益人民幣88,050,000元。地方政府補償萬威客現金人民幣50,000,000元，而土地使用權及物業則以人民幣54,431,000元的市值補償予其，本公司管理層認為該市值約等於物業的公允價值加所出售的土地使用權的預付租賃款項。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 7. FINANCE COSTS

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

### 7. 融資成本

本集團的融資成本分析如下：

		<b>Six months ended June 30,</b> 截至六月三十日止六個月	
		<b>2018</b> 二零一八年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Interest on:	以下各項的利息：		
Bank borrowings	銀行借款	<b>53,722</b>	45,584
Loans from related companies	關聯公司提供的貸款	<b>9,761</b>	5,520
Total borrowing costs	借貸成本總額	<b>63,483</b>	51,104
Less: borrowing costs capitalised in the cost of qualifying assets	減：於合資格資產成本中資本化的借貸成本	<b>(4,849)</b>	(10,464)
		<b>58,634</b>	40,640

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 8. PROFIT BEFORE TAX

The Group's (loss) profit before tax is arrived at after charging:

### 8. 除稅前溢利

本集團的除稅前（虧損）溢利扣除以下各項後得出：

Six months ended June 30,

截至六月三十日止六個月

		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Cost of sales (represented the cost of inventories recognised as expenses during the period)	銷售成本（指期內確認為開支的存貨成本）	<b>3,114,806</b>	2,739,183
Gain on fair value changes in respect of biological assets	有關生物資產公允價值變動的收益	<b>117,087</b>	553,202
Total cost of sales	銷售成本總額	<b>3,231,893</b>	3,292,385
Depreciation	折舊	<b>120,442</b>	91,588
Amortisation of prepaid lease payments	預付租賃款項攤銷	<b>5,587</b>	3,798
Amortisation of intangible assets	無形資產攤銷	<b>457</b>	440
Total depreciation and amortisation	折舊及攤銷總額	<b>126,486</b>	95,826
Less: capitalised in biological assets	減：於生物資產中的資本化	<b>(115,214)</b>	(85,681)
		<b>11,272</b>	10,145



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 9. INCOME TAX EXPENSE

An analysis of the Group's income tax expense is as follows:

		<b>Six months ended June 30,</b> 截至六月三十日止六個月	
		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
Current tax:	即期稅項：		
People's Republic of China ("PRC")	中華人民共和國（「中國」）		
– Enterprise Income Tax	– 企業所得稅	<b>4</b>	919

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and the Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% during the six months ended June 30, 2018 (six months ended June 30, 2017: 25%).

Certain of the Company's subsidiaries operating in the PRC are eligible for certain tax concessions and certain of their operations were exempted from PRC income taxes during both 2018 and 2017. According to the Implementation Regulation of the EIT Law and the EIT exemptions regulation set out in the Circular of the Ministry of Finance and the State Administration on Releasing the Primary Processing Ranges of Agricultural Products Entitled to Preferential Policies on Enterprise Income Tax (Trial Implementation) (Cai Shui [2008] No. 149), and the requirements of Article 86 of the Implementation Regulation of the EIT Law, the income from primary processing for agriculture products are exempted from EIT. In addition, pursuant to related regulations in respect of the Implementation Regulation of the EIT Law, the income from projects of animal-husbandry and poultry feeding, is also entitled to exemption from EIT during the current and prior periods.

### 9. 所得稅開支

本集團的所得稅開支分析如下：

		<b>Six months ended June 30,</b> 截至六月三十日止六個月	
		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
Current tax:	即期稅項：		
People's Republic of China ("PRC")	中華人民共和國（「中國」）		
– Enterprise Income Tax	– 企業所得稅	<b>4</b>	919

根據《中華人民共和國企業所得稅法》（「企業所得稅法」）及《企業所得稅法實施條例》，中國附屬公司截至二零一八年六月三十日止六個月的稅率為25%（截至二零一七年六月三十日止六個月：25%）。

本公司若干於中國經營的附屬公司可享受若干稅項減免，且彼等的若干業務於二零一八年及二零一七年期間均免繳中國所得稅。根據《企業所得稅法實施條例》及《財政部、國家稅務總局關於發佈享受企業所得稅優惠政策的農產品初加工範圍（試行）的通知》（財稅[2008]149號）中所載免繳企業所得稅的規定，以及《企業所得稅法實施條例》第八十六條的規定，農產品初加工所得免徵企業所得稅。此外，根據《企業所得稅法實施條例》相關規定，牲畜、家禽飼養項目收入亦於當前及之前期間免徵企業所得稅。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 10. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share attributable to the owners of the Company is based on the following data:

#### (Loss)/Earnings

(Loss)/earnings for the purpose of basic (loss)/earnings per share ((Loss) profit for the period attributable to the owners of the Company)

就計算每股基本(虧損)/盈利而言的(虧損)/盈利(本公司擁有人應佔期內(虧損)溢利)

(243,157)

226,417

#### Number of shares

Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share

就計算每股基本(虧損)/盈利而言的普通股加權平均數

3,901,998

3,901,998

The calculation of the basic (loss)/earnings per share attributable to the owners of the Company is based on loss for the period attributable to the owners of the Company of RMB243,157,000 (unaudited) (profit for the six months ended June 30, 2017: RMB226,417,000 (unaudited)). The denominators used are the same as those detailed above for basic (loss)/earnings per share.

### 10. 每股(虧損)/盈利

本公司擁有人應佔每股基本(虧損)/盈利乃根據以下數據計算：

#### (虧損)/盈利

Six months ended June 30,  
截至六月三十日止六個月

2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
(243,157)	226,417

#### 股份數目

Six months ended June 30,  
截至六月三十日止六個月

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
3,901,998	3,901,998

本公司擁有人應佔每股基本(虧損)/盈利乃根據本公司擁有人應佔期內虧損人民幣243,157,000元(未經審核)(截至二零一七年六月三十日止六個月盈利：人民幣226,417,000元(未經審核))計算。採用的分母與上文所述計算每股基本(虧損)/盈利的分母相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 10. (LOSS)/EARNINGS PER SHARE *(continued)*

#### Diluted (loss)/earnings per share

The grant of share options is not considered in the calculation of diluted earnings per share as there is no issuable new share under the related share option scheme.

### 11. DIVIDENDS

No dividends was paid or proposed for ordinary shareholders of the Company during the interim period, nor has any dividend been proposed since the end of the reporting period.

### 12. PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group paid approximately RMB387,641,000 (unaudited) for the construction of new farms and for the acquisition of plant and equipment.

In addition, during the current interim period, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of RMB13,593,000 (unaudited) (six months ended June 30, 2017: RMB4,561,000 (unaudited)) for cash proceeds of RMB49,903,000 and buildings of RMB30,151,000 (unaudited) (six months ended June 30, 2017: RMB2,783,000 (unaudited)), resulting in a gain on disposal of RMB66,461,000 (unaudited) (loss for six months ended June 30, 2017: RMB1,778,000 (unaudited)).

### 13. BIOLOGICAL ASSETS

The biological assets of the Group are live hogs at various stages of development, including piglets, nursery hogs, medium and large finishing hogs, and replacement studs and gilts, which are classified as current assets. Biological assets also include breeding stock, which are used to produce future live hogs and classified as non-current assets.

### 10. 每股(虧損)/盈利(續)

#### 每股攤薄(虧損)/盈利

由於相關購股權計劃並無可發行的新股份，因此計算每股攤薄盈利時並不計及購股權有否授予。

### 11. 股息

於中期期間，並無向本公司普通股股東派付或擬派任何股息，且自報告期末以來亦無擬派任何股息。

### 12. 物業、廠房及設備

於本中期期間，本集團就新養殖場的建設及廠房與設備的採購支付了約人民幣387,641,000元(未經審核)。

此外，於本中期期間，本集團出售了賬面總值為人民幣13,593,000元(未經審核)(截至二零一七年六月三十日止六個月：人民幣4,561,000元(未經審核))的若干物業、廠房及設備，所得現金款項為人民幣49,903,000元以及樓宇人民幣30,151,000元(未經審核)(截至二零一七年六月三十日止六個月：人民幣2,783,000元(未經審核))，產生的出售收益為人民幣66,461,000元(未經審核)(截至二零一七年六月三十日止六個月虧損：人民幣1,778,000元(未經審核))。

### 13. 生物資產

本集團的生物資產為處在不同生長階段的生豬，包括仔豬、保育豬、中型及大型育肥豬以及後備公豬及後備母豬，分類為流動資產。生物資產亦包括種豬，其用作繁殖生豬，分類為非流動資產。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 13. BIOLOGICAL ASSETS (continued)

#### Carrying value of the Group's biological assets

### 13. 生物資產 (續)

#### 本集團生物資產的賬面值

		<b>Live hogs</b> 生豬 RMB'000 人民幣千元
At January 1, 2018 (audited)	於二零一八年一月一日 (經審核)	1,566,256
Additions: breeding costs	添置: 養殖成本	1,702,971
Loss arising from changes in fair value less costs to sell of biological assets	生物資產公允價值變動減銷售成本產生的虧損	(141,993)
Transfer to cost at the point of harvest	收穫時轉至成本	(1,497,785)
Decrease due to culling	因死淘減少	(189,506)
At June 30, 2018 (unaudited)	於二零一八年六月三十日 (未經審核)	1,439,943
Less: current portion (unaudited)	減: 流動部分 (未經審核)	(963,650)
Non-current portion (unaudited)	非流動部分 (未經審核)	476,293
At January 1, 2017 (audited)	於二零一七年一月一日 (經審核)	1,468,158
Additions: breeding costs	添置: 養殖成本	1,353,735
Acquisition of a subsidiary	收購附屬公司	19,172
Gain arising from changes in fair value less costs to sell of biological assets	生物資產公允價值變動減銷售成本產生的收益	489,915
Transfer to cost at the point of harvest	收穫時轉至成本	(1,626,501)
Decrease due to culling	因死淘減少	(187,564)
At June 30, 2017 (unaudited)	於二零一七年六月三十日 (未經審核)	1,516,915
Less: current portion (unaudited)	減: 流動部分 (未經審核)	(1,085,147)
Non-current portion (unaudited)	非流動部分 (未經審核)	431,768

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### 13. BIOLOGICAL ASSETS (continued)

#### Fair value measurement

The Group's biological assets were valued by Savills Valuation and Professional Services Limited, a firm of independent qualified professional valuers not connected with the Group. The fair value less costs to sell of biological assets are determined with reference to the market-determined prices of items with similar age, breed and genetic merit.

Changes in fair value less costs to sell of biological assets include changes in the fair value of the hogs at the end of each reporting period.

#### Key assumptions and inputs

The major significant unobservable inputs to the valuation of the biological assets include estimated local market price, rearing costs, survival rate, species and the growing conditions.

Set forth below are the valuation techniques, key assumptions and inputs adopted in the valuation process to determine the fair values of the Group's biological assets as at June 30, 2018 and December 31, 2017.

### 13. 生物資產 (續)

#### 公允價值計量

本集團的生物資產由與本集團並無關連的獨立合資格專業估值師公司第一太平戴維斯估值及專業顧問有限公司估值。生物資產的公允價值減銷售成本乃經參考年齡、品種及遺傳優點相若之項目的市場定價釐定。

生物資產的公允價值變動減銷售成本計入於各報告期末生豬的公允價值變動。

#### 主要假設及輸入數據

生物資產估值的主要重大不可觀察輸入數據包括估計當地市價、飼養成本、存活率、物種以及生長條件。

下文載列於二零一八年六月三十日及二零一七年十二月三十一日釐定本集團生物資產公允價值的估值過程中採用的估值方法、主要假設及輸入數據。

		June 30, 2018 二零一八年 六月三十日 RMB 人民幣 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB 人民幣 (audited) (經審核)
<b>Live hogs</b>	<b>生豬</b>		
Piglets (Note (a))	仔豬 (附註(a))		
<i>Per head replacement cost</i>	<i>每頭重置成本</i>	<b>86 to 301</b> <b>86至301</b>	207 to 301 207至301
Nursery hogs (Note (b))	保育豬 (附註(b))		
<i>Per head market price</i>	<i>每頭市價</i>	<b>149 to 496</b> <b>149至496</b>	392 to 670 392至670
Medium and large finishing hogs (Note (c))	中型及大型育肥豬 (附註(c))		
<i>Per head market price</i>	<i>每頭市價</i>	<b>473 to 1,740</b> <b>473至1,740</b>	689 to 1,607 689至1,607
Replacement studs and gilts (Note (d))	後備公豬及後備母豬 (附註(d))		
<i>Per head cost</i>	<i>每頭成本</i>	<b>1,050 to 31,219</b> <b>1,050至31,219</b>	842 to 29,220 842至29,220
Breeding stock (Note (e))	種豬 (附註(e))		
<i>Per head replacement cost</i>	<i>每頭重置成本</i>	<b>1,086 to 17,356</b> <b>1,086至17,356</b>	1,399 to 17,359 1,399至17,359

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 13. BIOLOGICAL ASSETS (continued)

#### Key assumptions and inputs (continued)

Notes:

- (a) As there was no active market for piglets, replacement cost approach have been adopted to reflect the depreciation of value due to use of breeding stock and other associated costs.
- (b) As there were local markets for the nursery hogs in certain locations, the local market prices of nursery hogs have been adopted. For the location that did not have a local market, similar approach as those for medium finishing hogs discussed below has been adopted as there is no alternative actively traded market accessible for nursery hogs within the region.
- (c) Local market prices have been adopted for large finishing hogs as there were local markets for the large finishing hogs as at respective valuation dates.

As there was no local market for the medium finishing hogs, the local market price of medium finishing hogs has been estimated based on the local market prices of large finishing hogs, less cost of completion, and adjusted with survival rate and risk in price uncertainty upon completion.

The unit cost to completion is estimated based on the unit cost of medium finishing hogs to the unit cost of large finishing hogs as at the respective valuation dates, under the assumption that the future cost in completing the remaining rearing cycle can be approximated by the historical cost. It is further adjusted by the number of pigs expected to be dead during this stage as no additional cost is necessary to feed those dead pigs.

The survival rate is estimated based on the historical statistic for respective location and category of pigs as at the valuation date.

- (d) As replacement studs and gilts are yet to generate income to the Group due to their immature physical condition and in the absence of a market price from an actively traded market for the replacement studs and gilts, cost approach has been adopted. The fair value of the replacement studs and gilts is determined based on the original cost plus the rearing costs (e.g. cost of vaccine, feeding, labour) subsequent to purchase or transfer.

### 13. 生物資產 (續)

#### 主要假設及輸入數據 (續)

附註：

- (a) 仔豬並無活躍市場，故採用重置成本法以反映因使用種豬的價值折舊及其他相關成本。
- (b) 在若干地方保育豬存在當地市場，故採用保育豬的當地市價。就無當地市場的地方而言，因該地區並無適用於保育豬的其他活躍交易市場，故採用下文所討論中型育肥豬的類似方法。
- (c) 大型育肥豬於各估值日期有當地市場，故採用當地市價。

中型育肥豬無當地市場，故中型育肥豬的當地市價按大型育肥豬的當地市價進行估計，減完成成本，並就存活率及完成時的價格不確定性風險作出調整。

完成的單位成本基於各估值日期中型育肥豬的單位成本至大型育肥豬的單位成本估計，並假設完成餘下養殖週期的未來成本會與過往成本相若，再根據此階段預期死亡的豬數進一步調整（因為死豬毋須額外飼養成本）。

存活率按各估值日期各地的過往統計數據及豬的分類估計。

- (d) 後備公豬及後備母豬因生理條件未成熟而尚未為本集團產生收入且並無活躍交易市場的市價，故採用成本法。後備公豬及後備母豬的公允價值按原成本加購買或轉欄之後的養殖成本（如疫苗、飼養、勞工成本）釐定。

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### 13. BIOLOGICAL ASSETS (continued)

#### Key assumptions and inputs (continued)

Notes (continued):

- (e) Since there was no active market for breeding stock at specific age, the replacement cost approach has been adopted. Market prices for different species of boar and gilt have been obtained as a basis for the replacement cost, and adjusted for the reduction/consumption of economic useful life by applying the respective metrics to estimate the fair value of breeding stock in different species.

A significant increase/decrease in the estimated market price and the estimated rearing costs in isolation would result in a significant increase/decrease in the fair value of the biological assets.

The fair values of the Group's biological assets at June 30, 2018 and December 31, 2017 are grouped into Level 3 of fair value measurement. There were no transfers into or out of Level 3 during the current and prior periods.

### 14. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

Classified under current assets: 分類為流動資產：  
Foreign currency forward contracts 遠期外匯合約

Classified under current liabilities: 分類為流動負債：  
Foreign currency forward contracts 遠期外匯合約

The Group entered into foreign currency forward contracts with certain banks to manage its exposure to the foreign currency risk arising from certain of its accounts payable denominated in United States Dollar ("USD") and Euro ("EUR").

### 13. 生物資產 (續)

#### 主要假設及輸入數據 (續)

附註：(續)

- (e) 特定年齡種豬並無活躍市場，故採用重置成本法。取得不同品種公豬及母豬的市價作為重置成本的基準，並就供銷壽命的減少／消耗作出調整，採用相關指標估計不同品種種豬的公允價值。

估計市價及估計單獨養殖成本大幅增加／減少均可能導致生物資產的公允價值大幅增加／減少。

本集團生物資產於二零一八年六月三十日及二零一七年十二月三十一日的公允價值分類為公允價值計量第三級。於當前及過往期間，並無轉入或轉出第三級。

### 14. 按公允價值計入損益的金融資產／負債

	June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Classified under current assets: 分類為流動資產： Foreign currency forward contracts 遠期外匯合約	3,707	-
Classified under current liabilities: 分類為流動負債： Foreign currency forward contracts 遠期外匯合約	-	8,099

本集團與某些銀行訂立遠期外匯合約，以管理因使用美元（「美元」）和歐元（「歐元」）計值的某些應付賬款而產生的外匯風險。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 14. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

(continued)

Major terms of the foreign currency forward contracts are as follows:

#### As at June 30, 2018

Nominal amount 面值	Exchange rates 匯率	Maturity Date 到期日
Buy USD51,989,423 買入51,989,423美元	USD1: RMB6.3142 to RMB6.9200 1美元：人民幣6.3142元至 人民幣6.9200元	July 2, 2018 to February 27, 2019 二零一八年七月二日至 二零一九年二月二十七日
Buy EUR817,416 買入817,416歐元	EUR1: RMB7.5251 to RMB7.7997 1歐元：人民幣7.5251元至 人民幣7.7997元	July 1, 2018 to September 20, 2018 二零一八年七月一日至 二零一八年九月二十日

#### As at December 31, 2017

Nominal amount 面值	Exchange rates 匯率	Maturity Date 到期日
Buy USD44,374,743 買入44,374,743美元	USD1: RMB6.6253 to RMB6.9200 1美元：人民幣6.6253元至 人民幣6.9200元	January 2, 2018 to August 2, 2018 二零一八年一月二日至 二零一八年八月二日
Buy EUR149,760 買入149,760歐元	EUR1: RMB7.8775 1歐元：人民幣7.8775元	February 14, 2018 二零一八年二月十四日

During the prior interim period, certain of the foreign currency forward contracts were designated as hedging instruments in order to manage the Group's foreign currency exposure, fair value loss of RMB4,307,000 had been recognised in other comprehensive income and accumulated in cash flow hedging reserve included in equity and subsequently reclassified to profit or loss upon maturity of the relevant forward contracts.

During the current interim period, no foreign currency forward contracts were designated as hedging instruments.

### 14. 按公允價值計入損益的金融資產／負債(續)

遠期外匯合約的主要條款如下：

於二零一八年六月三十日

Maturity Date 到期日
July 2, 2018 to February 27, 2019 二零一八年七月二日至 二零一九年二月二十七日
July 1, 2018 to September 20, 2018 二零一八年七月一日至 二零一八年九月二十日

於二零一七年十二月三十一日

Maturity Date 到期日
January 2, 2018 to August 2, 2018 二零一八年一月二日至 二零一八年八月二日
February 14, 2018 二零一八年二月十四日

於先前中期期間，若干遠期外匯合約被計為套期工具，以管理本集團的外匯風險，公允價值虧損人民幣4,307,000元於其他全面收入確認並累計於現金流對沖儲備中，該儲備先計入權益，待相關遠期合約到期後重新分類到損益。

於本中期期間，概無遠期外匯合約被計為套期工具。

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截至二零一八年六月三十日止六個月

### 15. ACCOUNTS RECEIVABLE

		<b>June 30, 2018</b> 二零一八年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Accounts receivable	應收賬款	<b>139,761</b>	145,334
Impairment loss	減值虧損	<b>(422)</b>	(316)
		<b>139,339</b>	145,018

The Group's trading terms with its customers are mainly not on credit where payment in advance is normally required, except for renowned and/or reputable customers. The credit period is normally within 180 days. Each customer has a maximum credit limit. Accounts receivable are non interest-bearing.

The Group does not hold any collateral or other credit enhancements over its accounts receivable. The Group's accounts receivable from related parties as disclosed in Note 16 are repayable on similar credit terms to those offered to the major customers of the Group.

An aged analysis of the accounts receivable as at the end of the reporting period, based on the delivery date and net of impairment loss, is as follows:

### 15. 應收賬款

本集團與其客戶的貿易條款主要以非信貸方式訂立，除知名及／或聲譽良好的客戶外，通常需要預付款項。信用期一般在180天內。每名客戶均有最高信貸限額。應收賬款不計息。

本集團並無就其應收賬款持有任何抵押品或其他加強信用措施。本集團的應收關聯方賬款（如附註16披露）應按與給予本集團主要客戶的信貸條款類似者償還。

於報告期末應收賬款（以交付日期為準及經扣減減值虧損）的賬齡分析如下：

		<b>June 30, 2018</b> 二零一八年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 3 months	3個月內	<b>133,368</b>	142,126
3 to 6 months	3至6個月	<b>4,126</b>	1,991
6 months to 1 year	6個月至1年	<b>946</b>	199
Over 1 year	1年以上	<b>899</b>	702
		<b>139,339</b>	145,018

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### 16. BALANCES WITH RELATED COMPANIES

Related companies include entities controlled by COFCO Corporation, a major shareholder of the Company and its affiliates.

Included in amounts due from related companies as at June 30, 2018 were receivables in trade nature of RMB10,096,000 (unaudited) (December 31, 2017: RMB2,547,000). These receivables are unsecured, interest-free and repayable according to relevant sales contracts. An aged analysis of these receivables as at the end of the reporting period, based on the delivery date and net of impairment loss, is as follows:

### 16. 與關聯公司的結餘

關聯公司包括由本公司及其聯營公司的主要股東中糧集團控制的實體。

於二零一八年六月三十日，有人民幣10,096,000元（未經審核）（二零一七年十二月三十一日：人民幣2,547,000元）的貿易性質應收款項計入應收關聯公司款項。該等應收款項無抵押、不計息及須根據相關銷售合約償還。於報告期末，該等應收款項（以交付日期為基準及經扣除減值虧損）的賬齡分析如下：

		June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 3 months	3個月內	9,845	2,192
Over 3 months but less than 6 months	3個月以上6個月以內	122	218
Over 6 months but less than 1 year	6個月以上1年以內	-	38
Over 1 year	1年以上	129	99
		<b>10,096</b>	2,547

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 16. BALANCES WITH RELATED COMPANIES

(continued)

The remaining balances of amounts due from related companies include prepayments in connection with the purchase of goods and current account balances, which are unsecured, interest-free and repayable on demand.

Included in amounts due to related companies as at June 30, 2018 were payables in trade nature of RMB23,126,000 (unaudited) (December 31, 2017: RMB30,253,000), which are unsecured, interest-free and repayable according to the relevant purchase contracts.

		June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 1 year	1年以內	22,894	23,541
Over 1 year but less than 2 year	1年以上2年以內	-	6,712
Over 2 year	2年以上	232	-
		<b>23,126</b>	30,253

The remaining balances of amounts due to related companies mainly included interest payable in respect of loans from related companies and current account balances, which are unsecured, interest-free and repayable on demand.

### 17. LOANS FROM RELATED COMPANIES

The loans from related companies, which are entities controlled by COFCO Corporation, a major shareholder, classified under current liabilities are unsecured and repayable within one year. Except for loans from a related company of RMB503,040,000 (unaudited) (December 31, 2017: RMB312,700,000) which bear interest at 3.915% per annum, the remaining loans are interest-free.

### 16. 與關聯公司的結餘 (續)

其餘的應收關聯公司款項結餘(包括與購買商品相關的預付款項及往來賬戶結餘)為無抵押、不計息及須於要求時償還。

於二零一八年六月三十日,有人民幣23,126,000元(未經審核)(二零一七年十二月三十一日:人民幣30,253,000元)的貿易性質應付款項計入應付關聯公司款項,該等款項無抵押、不計息及須根據相關購買合約償還。

其餘的應付關聯公司款項結餘主要包括來自關聯公司貸款的應付利息及往來賬戶結餘,該等結餘為無抵押、不計息及須於要求時償還。

### 17. 來自關聯公司的貸款

分類為流動負債的關聯公司(由主要股東中糧集團控制的實體)貸款無抵押及須於一年內償還。除來自關聯公司的貸款人民幣503,040,000元(未經審核)(二零一七年十二月三十一日:人民幣312,700,000元)按年利率3.915%計息外,其餘的貸款均不計息。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 17. LOANS FROM RELATED COMPANIES

(continued)

The loans from a related company classified under non-current liabilities are unsecured, bear interest at 1.2% per annum and repayable in November 2035 and June 2036. During the year ended December 31, 2016, the PRC government provided, through a state-owned policy bank, low-interest loans with an aggregate amount of RMB154,000,000 (the "Government Loans") to COFCO Corporation, the former ultimate holding company of the Company which became a related company upon the listing of the Company in November 2016, for the benefit of a logistic project of the Group in Jiangsu Province, the PRC, and a technology improvement project of the Group's facilities in Wuhan, the PRC, respectively. COFCO Corporation has advanced the Government Loans to the Group and the Group recorded as loans from a related company under non-current liabilities (the "Loans"). The Group recorded the Loans by its present value of RMB82,807,000 at a discount rate of 4.9% which is determined by reference to the borrowing rate for loans over 5 years quoted by The Bank of China. The difference of RMB71,193,000 between the principal amount of the Loans of RMB154,000,000 and the present value of the Loans of RMB82,807,000 as mentioned above was recognised as deferred income.

### 18. ACCOUNTS AND BILLS PAYABLES

Accounts payable 應付賬款  
Bills payable 應付票據

**382,809** 433,009

The accounts payables are non-interest-bearing and are normally with credit periods ranging from 15 to 60 days. Bills payables are normally repayable within 180 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

### 17. 來自關聯公司的貸款 (續)

分類為非流動負債的關聯公司貸款為無抵押、按年利率1.2%計息及須於二零三五年十一月及二零三六年六月償還。於截至二零一六年十二月三十一日止年度，中國政府透過一間國有政策性銀行向中糧集團（本公司的前最終控股公司，於二零一六年十一月本公司上市後成為一間關聯公司）提供一筆總額為人民幣154,000,000元的低息貸款（「政府貸款」），以分別支持本集團在中國江蘇省的一處物流項目及本集團在中國武漢市養殖廠的一處技術改進項目。中糧集團已向本集團提供政府貸款，本集團將該貸款在非流動負債項下列為關聯公司提供的貸款（「貸款」）。本集團按採用4.9%的貼現率貼現的現值人民幣82,807,000元將貸款入賬，該貼現率參考中國銀行所報的五年以上貸款的借款利率釐定。貸款本金額人民幣154,000,000元與上述貸款現值人民幣82,807,000元之間的差額人民幣71,193,000元確認為遞延收入。

### 18. 應付賬款及應付票據

June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
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**338,523** 349,499

**44,286** 83,510

**382,809** 433,009

應付賬款為免息，信用期一般介乎15至60天。應付票據一般於180天內償還。本集團訂有財務風險管理政策，以確保所有應付款項均處於信用期內。

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### 18. ACCOUNTS AND BILLS PAYABLES (continued)

An aged analysis of the accounts and bills payable as at the end of the reporting period, based on the invoice date, is as follows:

		June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 1 year	1年以內	376,105	427,252
1 to 2 years	1年至2年	3,777	3,127
Over 2 years	2年以上	2,927	2,630
		<b>382,809</b>	433,009

### 19. PLEDGE OF ASSETS

The carrying amounts of the current assets pledged to banks to secure loan facilities granted to the Group, bills payable and letters of credit are as follows:

		June 30, 2018 二零一八年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	December 31, 2017 二零一七年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Bank deposits	銀行存款	34,090	40,457

### 18. 應付賬款及應付票據 (續)

於報告期末基於發票日期作出的應付賬款及應付票據賬齡分析如下：

### 19. 資產抵押

為本集團獲授的貸款融資、應付票據及信用證作保證而抵押予銀行的流動資產的賬面值如下：

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 20. CAPITAL COMMITMENTS

		<b>June 30, 2018</b>	December 31, 2017
		二零一八年 六月三十日	二零一七年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	(audited)
		(未經審核)	(經審核)
Contracted but not provided for in respect of:	就以下各項已訂約但未撥備：		
purchase of property, plant and equipment	購買物業、廠房及設備	<b>365,662</b>	503,280
investments in joint ventures	於合營企業的投資	<b>25,353</b>	25,353

### 21. OPERATING LEASE ARRANGEMENTS

#### The Group as lessee

At the end of each reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of land use rights, office premises, retail shops and warehouses with fixed rentals, which fall due as follows:

		<b>June 30, 2018</b>	December 31, 2017
		二零一八年 六月三十日	二零一七年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	(audited)
		(未經審核)	(經審核)
Within one year	一年以內	<b>19,984</b>	23,326
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	<b>49,307</b>	53,497
After five years	五年以後	<b>286,726</b>	293,145
		<b>356,017</b>	369,968

Leases for land use rights were negotiated for terms ranging from 5 to 70 years, and leases for office premises, retail shops and warehouses were negotiated for terms ranging from 1 to 8 years.

### 20. 資本承擔

		<b>June 30, 2018</b>	December 31, 2017
		二零一八年 六月三十日	二零一七年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	(audited)
		(未經審核)	(經審核)
Contracted but not provided for in respect of:	就以下各項已訂約但未撥備：		
purchase of property, plant and equipment	購買物業、廠房及設備	<b>365,662</b>	503,280
investments in joint ventures	於合營企業的投資	<b>25,353</b>	25,353

### 21. 經營租賃安排

#### 本集團作為承租人

於各報告期末，本集團就土地使用權、辦公物業、分銷店及固定租金倉庫的不可撤銷經營租賃下的未來最低租賃付款擁有承擔，其到期情況如下：

		<b>June 30, 2018</b>	December 31, 2017
		二零一八年 六月三十日	二零一七年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	(audited)
		(未經審核)	(經審核)
Within one year	一年以內	<b>19,984</b>	23,326
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	<b>49,307</b>	53,497
After five years	五年以後	<b>286,726</b>	293,145
		<b>356,017</b>	369,968

土地使用權租賃按期限5至70年協商，辦公物業、零售店及倉庫租賃按期限1至8年協商。



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### 22. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these condensed consolidated financial statements, the Group had the following material transactions with related parties during the period.

### 22. 關聯方交易

除簡明綜合財務報表其他部分詳述的交易及餘額外，本集團於相關期間有以下與關聯方的重大交易：

		Six months ended June 30, 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Transactions with related companies:	與關聯公司的交易：		
Sales of goods	銷售貨品	57,983	68,783
Purchases of goods	購買貨品	389,379	347,978
Feeding materials processing fee expense	飼料材料加工費 開支	4,084	2,425
Interest income	利息收入	809	496
Interest expense	利息開支	9,761	5,520
Warehouse rental expense	倉庫租賃開支	323	2,661
Office rental expenses	辦公室租賃開支	3,442	3,742
Expenses for other miscellaneous services	其他雜項服務開支	1,322	909

Related companies include entities controlled by COFCO Corporation, a major shareholder of the Company and its affiliates.

關聯公司包括由本公司及其聯營公司的主要股東中糧集團控制的實體。

The above sale and purchase transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.

上述銷售及購買交易乃按有關各方相互協定的條款及條件進行。

In addition, at June 30, 2018, certain deposits included in cash and cash equivalents are placed with COFCO Finance, a subsidiary of a major shareholder, which is a non-bank financial institution regulated by the People's Bank of China (the "PBOC") and the China Banking Regulatory Commission. In the PRC, deposit rates are set by the PBOC which is applicable to all financial institutions. The interest rates offered by COFCO Finance are the same as the rates promulgated by the PBOC. The deposits placed with COFCO Finance by the Group at June 30, 2018 amounted to RMB112,225,000 (unaudited) (December 31, 2017: RMB57,372,000).

此外，於二零一八年六月三十日，計入現金及現金等價物內的若干按金存放於中糧財務，該公司為主要股東旗下附屬公司，為受中國人民銀行（「中國人民銀行」）及中國銀行業監督管理委員會監管的非銀行金融機構。於中國，中國人民銀行設定的存款利率適用於所有金融機構。中糧財務提供的利率與中國人民銀行公佈的利率相同。於二零一八年六月三十日，本集團存放於中糧財務的存款為人民幣112,225,000元（未經審核）（二零一七年十二月三十一日：人民幣57,372,000元）。

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## 簡明綜合財務報表附註

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### 22. RELATED PARTY TRANSACTIONS (continued)

#### Compensation of key management personnel of the Group

		Six months ended June 30, 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Salaries, allowances and other benefits	薪金、津貼及其他福利	3,532	4,418
Retirement benefit scheme contributions	退休福利計劃供款	132	170
Equity-settled share option expense	權益結算購股權開支	1,189	959
		<b>4,853</b>	<b>5,547</b>

The key management personnel of the Group includes the directors of the Company and certain top executives of the Company.

### 22. 關聯方交易 (續)

#### 本集團主要管理人員的薪酬

本集團的主要管理人員包括本公司董事及若干高級管理人員。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended June 30, 2018

截至二零一八年六月三十日止六個月

### 23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

#### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 23. 金融工具之公允價值計量

#### 按累計基準以公允價值計量的本集團金融資產及金融負債公允價值

本集團部分金融資產及金融負債於各報告期末按公允價值計量。下表呈列如何釐定該等金融資產及金融負債的公允價值（尤其是所採用的估值技術及輸入數據），以及公允價值計量所劃分的公允價值等級（第一至三級）相關資料，此等級別的劃分乃基於公允價值計量輸入數據的可觀察程度。

- 第一級公允價值計量來自從活躍市場獲得的相同資產或負債的報價（未經調整）；
- 第二級公允價值計量來自除第一級包含的報價外，資產或負債的直接（即作為價格）或間接（即源自價格）可觀察輸入數據；及
- 第三級公允價值計量來自包含並非基於可觀察市場數據之資產或負債的輸入數據（不可觀察輸入數據）的估值技術。

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## 簡明綜合財務報表附註

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截至二零一八年六月三十日止六個月

### 23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Financial assets/ financial liabilities 金融資產／金融負債	Fair value as at 於以下日期之公允價值	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估計技術及關鍵輸入數據
	December 31, 2017 二零一七年 十二月三十一日		
	June 30, 2018 二零一八年 六月三十日		
1) Foreign currency forward contracts classified as financial assets at FVTPL in the condensed consolidated statement of financial position	<b>Assets – RMB3,707,000</b>	Liabilities – RMB8,099,000	Level 2 Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counter parties.
1) 簡明綜合財務狀況表內歸類為按公允價值計量且其變動計入損益之金融資產的外幣遠期合約	<b>資產 – 人民幣 3,707,000元</b>	負債 – 人民幣 8,099,000元	第二級 貼現現金流。未來現金流量的估算是基於遠期匯率（來自於報告期末可觀察的遠期匯率）及合約遠期匯率，以能反映各交易對方的信貸風險的利率貼現。
2) Unquoted equity investment	<b>15% equity investment in McKey Food Services Ltd – RMB367,506,000</b>	15% equity investment in McKey Food Services Ltd – measured at cost less impairment	Level 3 Discount for lack of marketability determined by reference to the share price of listed entities in similar industries companies applied for 40 per cent (2017:N/A).
2) 無報價股權投資	<b>投資於McKey Food Services Ltd 15%的股權 – 人民幣 367,506,000元</b>	投資於McKey Food Services Ltd 15%的股權 – 按成本減減值計量	第三級 由於缺乏市場流通，乃參照類似行業公司上市實體的股價釐定折讓率為40%（二零一七年：不適用）。

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated statement of financial position approximate their respective fair values at the end of each reporting period.

### 23. 金融工具之公允價值計量 (續)

按累計基準以公允價值計量的本集團金融資產及金融負債公允價值 (續)

不按累計基準以公允價值計量的本集團金融資產及金融負債公允價值

本公司董事認為，簡明綜合財務狀況表內按攤銷成本入賬的金融資產及金融負債的賬面值與其各自於各報告期末的公允價值相若。

## GLOSSARY

### 釋義

“associate(s)” 「聯繫人」	has the meaning ascribed thereto under the Listing Rules 具有上市規則賦予該詞的涵義
“Audit Committee” 「審核委員會」	the Audit Committee of the Board 董事會審核委員會
“Baring” 「Baring」	Baring Private Equity Asia V Holding (16) Limited, a limited liability company incorporated in the BVI on February 20, 2014, and one of our Shareholders Baring Private Equity Asia V Holding (16) Limited，一家於二零一四年二月二十日在英屬處女群島註冊成立的有限公司，為股東之一
“Board” 「董事會」	our board of Directors 我們的董事會
“Boyu” 「Boyu」	Shiny Joyful Limited, an exempted company with limited liability incorporated in the Cayman Islands on February 10, 2014, and one of our Shareholders Shiny Joyful Limited，一家於二零一四年二月十日在開曼群島註冊成立的獲豁免有限公司，為股東之一
“China Foods (Holdings)” 「中國食品（控股）」	China Foods (Holdings) Limited (中國食品（控股）有限公司) (formerly known as COFCO (BVI) No. 108 Limited), a company incorporated in the BVI with limited liability on August 30, 2000, and a wholly-owned subsidiary of COFCO (HK) 中國食品（控股）有限公司（前稱COFCO (BVI) No. 108 Limited），一家於二零零零年八月三十日在英屬處女群島註冊成立的有限公司，為中糧香港的全資附屬公司
“COFCO” 「中糧」	COFCO Corporation (中糧集團有限公司), a wholly state-owned enterprise incorporated in the PRC in September 1952 currently under the purview of the SASAC and a major Shareholder of our Company 中糧集團有限公司，一家於一九五二年九月在中國註冊成立的國有獨資企業，目前隸屬於國資委，並為本公司的主要股東
“COFCO Finance” 「中糧財務」	COFCO Finance Corporation Limited (中糧財務有限責任公司), a non-bank financial institution incorporated with limited liability in the PRC on September 24, 2002, and an indirect wholly-owned subsidiary of COFCO 中糧財務有限責任公司，一家於二零零二年九月二十四日在中國註冊成立的有限責任非銀行金融機構，為中糧的間接全資附屬公司
“COFCO (HK)” 「中糧香港」	COFCO (Hong Kong) Limited (中糧集團（香港）有限公司), a company incorporated in Hong Kong with limited liability on August 14, 1981, and a direct wholly-owned subsidiary of COFCO and a major Shareholder of the Company 中糧集團（香港）有限公司，一家於一九八一年八月十四日在香港註冊成立的有限公司，為中糧的直接全資附屬公司及我們的主要股東
“Company” or “our Company” 「本公司」	COFCO Meat Holdings Limited (中糧肉食控股有限公司) (formerly known as Charm Thrive Investments Limited (燦旺投資有限公司)), a company incorporated in the BVI with limited liability on March 11, 2014 and re-domiciled to the Cayman Islands as an exempted company with limited liability on May 4, 2016 中糧肉食控股有限公司（前稱燦旺投資有限公司），一家於二零一四年三月十一日在英屬處女群島註冊成立的有限公司，並於二零一六年五月四日遷冊至開曼群島，作為一家獲豁免有限公司

## GLOSSARY

### 釋義

“COFCO Meat Investments” 「中糧肉食投資」	COFCO Meat Investments Co., Ltd. (中糧肉食投資有限公司), a limited liability company incorporated under the laws of the PRC on March 20, 2009 and an indirect wholly-owned subsidiary of our Company 中糧肉食投資有限公司，一家於二零零九年三月二十日根據中國法律註冊成立的有限公司，為本公司的間接全資附屬公司
“Corporate Governance Code” 「企業管治守則」	the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules 上市規則附錄十四《企業管治守則》及《企業管治報告》
“Director(s)” 「董事」	director(s) of our Company 本公司董事
“Food Safety Committee” 「食品安全委員會」	the Food Safety Committee of the Board 董事會食品安全委員會
“Former Share Incentive Scheme” 「原股份獎勵計劃」	the pre-IPO share incentive scheme as disclosed under the section headed Appendix IV “Statutory and General Information” of the Prospectus 招股章程附錄四「法定及一般資料」章節中載明的首次公開發售前股份獎勵計劃
“Group”, “our Group”, “we” or “us” 「本集團」或「我們」	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time 本公司及其附屬公司，或如文義所需，就本公司成為其現有附屬公司的控股公司之前的期間而言，則指於相關時間經營現有集團業務的實體
“HK\$” or “Hong Kong dollar(s)” 「港幣」	the lawful currency of Hong Kong 香港法定貨幣
“KKR” 「KKR」	Promise Meat Investment II Ltd, an exempted company with limited liability incorporated in the Cayman Islands on March 18, 2014, and one of our Shareholders Promise Meat Investment II Ltd，一家於二零一四年三月十八日在開曼群島註冊成立的獲豁免有限公司，為股東之一
“Listing Date” 「上市日期」	the date, November 1, 2016, on which the Shares were listed and from which dealings therein were permitted to commence on the Stock Exchange 股份上市及獲准於聯交所開始買賣的日期，為二零一六年十一月一日
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則

## GLOSSARY

### 釋義

“Mainfield”	Mainfield International Limited (明暉國際有限公司), a limited liability company incorporated in the BVI on October 8, 2008, and a major Shareholder of our Company
「明暉」	明暉國際有限公司，一家於二零零八年十月八日在英屬處女群島註冊成立的有限公司，為本公司的主要股東
“MIY”	MIY Corporation, a limited liability company incorporated under the laws of Japan on January 18, 2011 and one of our Shareholders
「MIY」	MIY Corporation，一家於二零一一年一月十八日根據日本法律註冊成立的有限公司，為股東之一
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
「標準守則」	上市規則附錄十《上市發行人董事進行證券交易的標準守則》
“Nomination Committee”	the Nomination Committee of the Board
「提名委員會」	董事會提名委員會
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
「中國人民銀行」	中國人民銀行，中國的中央銀行
“Prospectus”	the prospectus of the Company dated October 19, 2016
「招股章程」	本公司日期為二零一六年十月十九日的招股章程
“Remuneration Committee”	the Remuneration Committee of the Board
「薪酬委員會」	董事會薪酬委員會
“RMB” or “Renminbi”	the lawful currency of the PRC
「人民幣」	中國法定貨幣
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
「證券及期貨條例」	香港法例第571章證券及期貨條例，經不時修訂或補充
“Shareholder(s)”	holder(s) of our Shares of the Company
「股東」	本公司的股份持有人
“Share Incentive Scheme”	upon unanimous negotiation with MIY, KKR, Baring, Temasek and Boyu, the Board convened a meeting on March 27, 2017, considered and approved the amended Former Share Incentive Scheme and the related documents
「股份獎勵計劃」	經與MIY、KKR、Baring、Temasek及Boyu協商一致，董事會於二零一七年三月二十七日召開會議審議批准修訂原股份獎勵計劃及所涉及的文件
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
「聯交所」	香港聯合交易所有限公司
“Temasek”	TLS Beta Pte. Ltd., a limited liability company incorporated in Singapore on January 7, 2005, and one of our Shareholders
「Temasek」	TLS Beta Pte. Ltd.，一家於二零零五年一月七日在新加坡註冊成立的有限公司，為股東之一





中糧肉食控股有限公司  
COFCO Meat Holdings Limited