

San Miguel Brewery Hong Kong Limited

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**SAN MIGUEL BREWERY
HONG KONG LTD.**
香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 236)

**CONTINUING CONNECTED TRANSACTIONS
FURTHER EXTENSION OF THE NEPTUNIA SUB-LICENCE AGREEMENT**

The Company has been granted a sub-licence by Neptunia to use certain trademarks pursuant to the Neptunia Sub-licence Agreement. The Neptunia Sub-licence Agreement was entered into by the Company and Neptunia on 1 January 1979 and will expire after 31 December 2016.

The Extension Letter was entered into between Neptunia and the Company to extend the term of the Neptunia Sub-licence Agreement for a further one year from 1 January 2017 to 31 December 2017. The Extension Letter was entered into at nil consideration.

It is expected that the annual royalties payable by the Group under the Neptunia Sub-licence Agreement (as extended by the Extension Letter), when aggregated with other trademark licensing and sub-licensing arrangements with various members of the San Miguel Group, including the Trademark Licensing Agreement and the SMBIL Sub-licence Agreement, shall be less than HK\$10 million for the year ending 31 December 2017. Accordingly, the transactions under the Neptunia Sub-licence Agreement (as extended by the Extension Letter) are subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirement under the Listing Rules.

FURTHER EXTENSION OF THE NEPTUNIA SUB-LICENCE AGREEMENT

Reference is made to the Company's announcement dated 30 October 2015 in respect of the extension of the term of the Neptunia Sub-licence Agreement for one year from January 1, 2016 to 31 December 2016. The Extension Letter was signed by Neptunia and by the Company on 28 October 2016 to extend the term of the Neptunia Sub-licence Agreement for a further one year from 1 January 2017 to 31 December 2017. Save for the royalties which may be payable by the Company to Neptunia at the terms of the Neptunia Sub-licence Agreement, no consideration was paid/payable under the Extension Letter. Save for the extension of the term, all other terms of the Neptunia Sub-licence Agreement remain unchanged as summarised below.

MAJOR TERMS OF THE NEPTUNIA SUB-LICENCE AGREEMENT (AS FURTHER EXTENDED BY THE EXTENSION LETTER)

Term:	Up to 31 December 2017, which may be renewed subject to the terms of the Neptunia Sub-licence Agreement and the Company complying with the relevant requirements of the Listing Rules
Sub-licensor:	Neptunia, an investment holding company and is engaged in the provision of management and agency services
Licensee:	The Company
Trademarks and territory:	(i) exclusive for the production, sale and distribution of “San Miguel” beer in Hong Kong (ii) exclusive for the sale and distribution of “San Miguel” beer in Macau (iii) non-exclusive only for the importation, sale and distribution in China, Guam and Vietnam of “San Miguel” pilsener beer produced in Hong Kong by the Licensee (iv) exclusive for the production, sale and distribution of “SUN LIK” beer in Hong Kong; exclusive for the importation, sale and distribution of “SUN LIK” beer in Macau and the continental United States, such beer to be produced in Hong Kong by the Licensee
Royalty rates:	Royalties payable under the Neptunia Sub-licence Agreement is calculated based on the amount of beer produced by the Company (but not its subsidiaries) in the following scale: From 0 HL up to 1,000,000 HL per annum — US\$0.10 per HL; From 1,000,001 HL up to 2,000,000 HL per annum — US\$0.075 per HL; From 2,000,001 HL up to 5,000,000 HL per annum — US\$0.05 per HL; From 5,000,001 HL and above per annum — US\$0.025 per HL; to be paid by the Licensee to the Sub-licensor, net of any and all taxes or assessments which are borne by the Licensee, on an annual basis
Payment terms:	Calculated annually and payable in US dollars within 30 days after the last day of each calendar year (with no late payment charges)

As stated above, any royalty payable under the Neptunia Sub-licence Agreement is calculated based on the amount of beer produced by the Company using the relevant licensed trademarks in the relevant territories. For the years ended 31 December 2014, 2015 and the nine (9)-month period from 1 January 2016 to 30 September 2016, the royalties payable to Neptunia under the Neptunia Sub-licence Agreement amounted to approximately HK\$151,000, HK\$151,000 and HK\$523,000 respectively.

The terms of the Neptunia Sub-licence Agreement and the Extension Letter were agreed after arm’s length negotiations between Neptunia and the Company and are on normal commercial terms.

REASONS FOR THE TRANSACTIONS

The Group is the business arm of the San Miguel Group responsible for the production and/or distribution of bottled, canned and draught beers and other beverage products mainly in Hong Kong, Macau and China. Most of the products of the Group are marketed under various brand names owned by various members of the San Miguel Group, including those under the Neptunia Sub-licence Agreement. The “San Miguel” and “Sun Lik” brand names are essential to the Group’s sales. Members of the San Miguel Group are also selling their products in other parts of the world using, among others, the “San Miguel” brand name. The Group has obtained the right to use these brand names owned by the San Miguel Group through various licensing arrangements, including but not limited to, the Neptunia Sub-licence Agreement since 1979 as extended from time to time at substantiality the same terms.

As disclosed above, the Extension Letter was entered into by the Company and Neptunia for the purpose of extending the term of the Neptunia Sub-licence Agreement and allowing the Group to continue the use of the relevant trademarks to distribute and sell its beer products in the relevant territories as specified in the Neptunia Sub-licence Agreement.

The Directors (including the independent non-executive Directors) consider the terms of the Neptunia Sub-licence Agreement (as extended by the Extension Letter) are fair and reasonable, and on normal commercial terms and that the transactions thereunder are in the ordinary and usual course of business of the Company and in the interests of the Company and the shareholders of the Company as a whole.

CONTINUING CONNECTED TRANSACTIONS

Top Frontier is the ultimate holding company of the Company and through Neptunia, it holds 245,720,800 Shares representing approximately 65.78% of the issued share capital of the Company and thus Neptunia is a connected person of the Company. Accordingly, the licensing arrangement under the Neptunia Sub-licence Agreement constitutes a continuing connected transaction for the Company.

The Group has also entered into other licence/sub-licence agreements with certain other members of the San Miguel Group, including the Neptunia Sub-licence Agreement as well as the Trademark Licensing Agreement and the SMBIL Sub-licence Agreement as detailed in the 2007 Announcement. For the purpose of complying with the continuing connected transactions requirements under Chapter 14A of the Listing Rules, transactions with the San Miguel Group under the San Miguel Group Licensing Arrangements (including the Trademark Licensing Agreement, the Neptunia Sub-licence Agreement and the SMBIL Sub-licence Agreement) are aggregated as a series of transactions. The terms of all other trademark licensing and sub-licensing arrangements (including the Trademark Licensing Agreement and the SMBIL Sub-licence Agreement) and the aggregate annual cap of less than HK\$10 million for the San Miguel Group Licensing Arrangements during the remaining term of the agreements under the San Miguel Group Licensing Arrangements remain unchanged, save for the licensor under the Trademark Licensing Agreement which has changed from SMIL to SMBIL after certain internal reorganizations within the San Miguel Group as disclosed in the Company’s announcement dated 1 April 2010. For the year ended 31 December 2015 and the nine (9)-month period ended 30 September 2016, the aggregate royalties payable by the Group under the San Miguel Group Licensing Arrangements amounted to HK\$151,000 and HK\$523,000 respectively.

It is expected that the annual royalties payable by the Group under the Neptunia Sub-licence Agreement (as extended by the Extension Letter), when aggregated with other trademark licensing and sub-licensing arrangements with the San Miguel Group, including the Trademark Licensing Agreement and the SMBIL Sub-licence Agreement, shall be less than HK\$10 million for the year ending 31 December 2017. Accordingly, the transactions under the Neptunia Sub-licence Agreement (as extended by the Extension Letter) are only subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirement under the Listing Rules.

Mr. Carlos Antonio M. Berba is a director of both the Company and Neptunia. Mr. Ramon S. Ang abstained from voting on the Board resolution to approve the entering into of the Extension Letter and the transactions contemplated under the Neptunia Sub-licence Agreement in compliance with Rule 14A.70 (11) of the Listing Rules in view of his substantial interest in the shares of Top Frontier and SMC (an intermediate holding company of the Company), which are connected persons of the Company. Further, as mentioned above, for the years ended 31 December 2014, 2015 and the nine (9)-month period from 1 January 2016 to 30 September 2016, the royalties payable to Neptunia under the Neptunia Sub-licence Agreement amounted to only approximately HK\$151,000, HK\$151,000 and HK\$523,000 respectively. As the transaction amount under the Neptunia Sub-licence Agreement is not material to the operations of the Group, Neptunia, SMC and Top Frontier, the Company does not consider any Directors to have a material interest in the subject transaction under the Neptunia Sub-licence Agreement. Accordingly, other than Mr. Ramon S. Ang, none of the Directors abstained from voting on the Board resolution to approve the entering into of the Extension Letter and the transactions contemplated under the Neptunia Sub-licence Agreement in compliance with Rule 14A.70 (11) of the Listing Rules. The Board resolution was unanimously passed in the Board meeting.

DEFINITIONS

Unless the context requires otherwise, the use of capitalised terms in this announcement shall have the following meanings:

“2007 Announcement”	announcement of the Company dated 19 September 2007 regarding, among other things, the Neptunia Sub-licence Agreement entered into between the Company and Neptunia, the Trademark Licensing Agreement and the SMBIL Sub-licence Agreement, all being agreements entered into with members of the San Miguel Group
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	San Miguel Brewery Hong Kong Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Extension Letter”	a letter agreement dated 28 October 2016 entered into between Neptunia and the Company to further extend the term of the Neptunia Sub-licence Agreement to 31 December 2017
“Group”	the Company and its subsidiaries
“GSMB”	Guangzhou San Miguel Brewery Company Limited, a sino-foreign joint venture entity established in the PRC with limited liability, which is an indirectly owned subsidiary of the Company held as to 70% by San Miguel (Guangdong) Limited (a non wholly-owned subsidiary of the Company) and as to 30% by Guangzhou Brewery (a state-owned enterprise established in the PRC)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HL”	hectoliter
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Neptunia”	Neptunia Corporation Limited, an indirect non-wholly owned subsidiary of SMC
“Neptunia Sub-licence Agreement”	the sub-licence agreement between Neptunia, as sub-licensor, and the Company (formerly known as San Miguel Brewery Limited), as licensee, dated 1 January 1979, where Neptunia has granted the rights to use and sub-licence the use of certain trademarks owned by SMBIL to the Company
“PRC”	the People’s Republic of China
“San Miguel Group”	Top Frontier and its associates (excluding the Group)
“Shares”	shares in the Company
“SMBIL”	San Miguel Brewing International Limited, a wholly owned subsidiary of San Miguel Brewery Inc. which is a subsidiary of SMC
“SMBIL Sub-licence Agreement”	the sub-licence agreement between SMGB (formerly known as San Miguel Shunde Brewery Co., Limited), as licensee, and SMBIL, as licensor dated 25 January 1999, as amended and supplemented by (i) the addendum dated 25 January 1999 and (ii) the amendment to the addendum to the sub-licence agreement dated 8 October 1999

“SMC”	San Miguel Corporation, an intermediate holding company of the Company
“San Miguel Group Licensing Arrangements”	the Trademark Licensing Agreement, the Neptunia Sub-licence Agreement and the SMBIL Sub-licence Agreement
“SMGB”	San Miguel (Guangdong) Brewery Company Limited, a company incorporated in the PRC with limited liability and a 92% indirectly owned subsidiary of the Company
“SMIL”	San Miguel International Limited, a wholly-owned subsidiary of SMC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Top Frontier”	Top Frontier Investment Holdings, Inc., the ultimate holding company of the Company
“Trademark Licensing Agreement”	the trademark licensing agreement dated 3 November 1990 (as amended by a supplemental agreement dated 29 September 2006 and as supplemented by a deed of assignment dated 1 April 2010), where SMBIL grants GSMB rights to use certain “San Miguel” related trademarks subject to the terms and conditions of the agreement
“US\$”	United States dollars

By Order of the Board
John K.L. Cheung
Company Secretary

Hong Kong, 28 October 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Katsuhiko Matsumoto and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.



**SAN MIGUEL BREWERY
HONG KONG LTD.**

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊之有限公司)

(Stock Code/股份代號: 236)

NOTIFICATION LETTER 通知信函

6 September 2016

Dear Shareholder,

San Miguel Brewery Hong Kong Ltd. (the “Company”) – Notice of Publication of 2016 Interim Report (“Current Corporate Communication”)

The English and Chinese versions of the Company’s Current Corporate Communication are available on the Company’s website at info.sanmiguel.com.hk and the HKEx news’s website at www.hkexnews.hk. If you have chosen to receive the Corporate Communication[#] in printed form(s), the arranged printed form(s) of the Current Corporate Communication is enclosed.

If you would like to receive a printed version of the Current Corporate Communication in English language version only, or in Chinese language version only or in both English and Chinese language versions, or if you would like to change your choice of language(s) and/or means of receipt of the Company’s future Corporate Communication, please complete the Change Request Form on the reverse side and sign and return it by post or by hand to the Company c/o the Company’s share registrar in Hong Kong (the “Hong Kong Share Registrar”), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. If you post your reply in Hong Kong, you may use the mailing label in the Change Request Form and need not to affix a stamp on the envelope when returning your Change Request Form. Otherwise, please affix an appropriate stamp. You may also send an email with a scanned copy of the Change Request Form to sanmiguel.ecom@computershare.com.hk. The Change Request Form may also be downloaded from the Company’s website at info.sanmiguel.com.hk or the HKExnews’s website at www.hkexnews.hk.

If you have chosen (or are deemed to have consented) to read the website version of the Corporate Communication but for any reason you have difficulty in receiving or gaining access to the Current Corporate Communication, the Company will promptly upon your request send the Current Corporate Communication to you in printed form free of charge.

You are entitled at any time by reasonable notice in writing to the Company c/o the Hong Kong Share Registrar or by email to sanmiguel.ecom@computershare.com.hk to change your choice of language(s) and/or means of receipt of future Corporate Communication, notwithstanding any contrary instructions previously conveyed by you to the Company.

Should you have any queries in relation to this letter, please call the Hong Kong Share Registrar’s telephone hotline at (852) 2862 8688 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays.

Yours faithfully,
By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

各位股東：

香港生力啤酒廠有限公司（「本公司」）－ 2016 年中期報告（「本次公司通訊」）之發佈通知

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閣下如有任何與本函內容有關的疑問，請致電香港證券登記處電話熱線 (852) 2862 8688，辦公時間為星期一至星期五（公眾假期除外）上午 9 時正至下午 6 時正。

承董事會命
香港生力啤酒廠有限公司
公司秘書
張嘉麟
謹啟

2016 年 9 月 6 日

[#] Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of its securities, including but not limited to (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

[#] 公司通訊指本公司刊發或將予刊發以供其任何證券持有人參照或採取行動的任何文件，包括但不限於：(a) 董事會報告、其年度帳目連同核數師報告及財務摘要報告(如適用)；(b) 中期報告及其中期摘要報告(如適用)；(c) 會議通告；(d) 上市文件；(e) 通函；及(f) 代表委任表格。

Name(s) and address of Shareholder(s):
股東之姓名及地址:

Change Request Form 變更申請表

To: San Miguel Brewery Hong Kong Ltd. (the "Company")
(Stock Code: 236)
c/o Computershare Hong Kong Investor Services Limited
17M Floor,
Hopewell Centre, 183 Queen's Road East,
Wanchai, Hong Kong

致: 香港生力啤酒廠有限公司 (「本公司」)
(股份代號: 236)
經香港中央證券登記有限公司
香港灣仔皇后大道東 183 號
合和中心 17M 樓

I/We have already received a printed copy of the Current Corporate Communication in Chinese / English or have chosen (or am/are deemed to have consented) to read the Current Corporate Communication posted on the Company's website:

本人/我們已收取本次公司通訊之英文/中文印刷本或已選擇(或被視為已同意)查閱 貴公司網站所登載之本次公司通訊:

Part A I/We would like to receive a printed version of the Current Corporate Communication of the Company in the manner as indicated below:

甲 部 本人/我們現欲以下列方式收取 貴公司本次公司通訊之語言印刷本:

(Please mark **ONLY ONE (X)** of the following boxes 請從下列選擇中, 僅在其中一個空格內劃上「X」號)

☐

I/We would like to receive a **printed copy in English**.
本人/我們現欲收取一份英文印刷本。

☐

I/We would like to receive a **printed copy in Chinese**.
本人/我們現欲收取一份中文印刷本。

☐

I/We would like to receive **both the printed English and Chinese copies**.
本人/我們現欲收取英文和中文各一份印刷本。

Part B I/We would like to change the choice of language(s) and/or means of receipt of future Corporate Communication[#] of the Company as indicated below:

乙 部 本人/我們現欲更改以下列方式收取 貴公司日後公司通訊[#]之語言版本及/或收取方式:

(Please mark **ONLY ONE (X)** of the following boxes 請從下列選擇中, 僅在其中一個空格內劃上「X」號)

☐

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查閱登載於本公司網站 info.sanmiguel.com.hk 之公司通訊的英文及中文電子版本, 以代替印刷本, 並於每次本公司於網站刊發公司通訊時, 收取有關公司通訊已在本公司網站刊發之通知信函印刷本; 或

☐

to receive the **printed English version** of all future Corporate Communications ONLY; **OR**
僅收取所有日後公司通訊之英文印刷本; 或

☐

to receive the **printed Chinese version** of all future Corporate Communications ONLY; **OR**
僅收取所有日後公司通訊之中文印刷本; 或

☐

to receive both the printed **English and Chinese versions** of all future Corporate Communications.
同時收取所有日後公司通訊之英文及中文印刷本。

Date
日期

Contact telephone number
聯絡電話號碼

Signature(s)
簽名

Notes 附註:

- Please complete all your details clearly. Please specify your name and address clearly in ENGLISH BLOCK LETTERS on the top left hand corner in this Change Request Form if you downloaded this form from the web.
請 閣下清楚填寫所有資料。倘若 閣下從網上下載本變更申請表, 請於本表左上方用英文正楷清楚註明 閣下的姓名及地址。
- If your shares are held in joint names, the shareholder whose name stands first on the register of members of the Company in respect of the joint holding should sign on this Change Request Form in order to be valid.
如屬聯名股東, 則本變更申請表須由該名於本公司股東名冊上就聯名持有股份其姓名位列首位的股東簽署, 方為有效。
- Any form with more than one box marked (X), with no box marked (X), with no signature or otherwise incorrectly completed will be void.
如在本表格作出超過一項選擇, 或未有作出選擇, 或未有簽署, 或在其他方面填寫不正確, 則本表格將會作廢。
- For the avoidance of doubt, we do not accept any special instructions written on this Change Request Form.
為免存疑, 任何在本變更申請表上的額外手寫指示, 本公司將不予處理。
- Please note that both printed English and Chinese versions of all the Company's Corporate Communication which we have sent to our shareholders in the past 12 months are available from the Company on request. They are also available on the Company's website (info.sanmiguel.com.hk) for five years from the date of first publication.
本公司備有於過去12個月曾寄發予股東的公司通訊的中、英文版印刷本, 可供索取。該等通訊文件亦由首次登載日期起計, 持續5年載於本公司網站(info.sanmiguel.com.hk)上。

[#] Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of its securities, including but not limited to (a) the directors' report, its annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.
公司通訊指本公司發出或將予發出以供其任何證券持有人參照或採取行動的任何文件, 包括但不限於: (a)董事會報告、其年度帳目連同核數師報告及財務摘要報告(如適用); (b)中期報告及其中期摘要報告(如適用); (c)會議通告; (d)上市文件; (e)通函; 及(f)代表委任表格。

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**SAN MIGUEL BREWERY
HONG KONG LTD.**
香港生力啤酒廠有限公司

Stock Code 股份代號：0236

**INTERIM REPORT
January to June 2016**

中期報告
二零一六年一月至六月

BOARD OF DIRECTORS

Chairman

Ramon S. Ang (*Non-executive Director*)

Deputy Chairman

Carlos Antonio M. Berba (*Non-executive Director*)

Executive Director

Ramon G. Torralba

Non-Executive Directors

May (Michelle) W.M. Chan
Teruyuki Daino*
Takashi Hayashi
Roberto N. Huang
Katsuhiko Matsumoto*
Takeshi Wada

Independent Non-Executive Directors

David K.P. Li, GBM, JP
Ng Wai Sun
Reynato S. Puno
Carmelo L. Santiago
William C.M. Cheng, Alternate to David K. P. Li, GBM, JP

AUDIT COMMITTEE

David K.P. Li, GBM, JP, *Chairman*
Ng Wai Sun
Carmelo L. Santiago

REMUNERATION COMMITTEE

Ng Wai Sun, *Chairman*
Carlos Antonio M. Berba
Roberto N. Huang
David K.P. Li, GBM, JP
Carmelo L. Santiago

NOMINATION COMMITTEE

Carmelo L. Santiago, *Chairman*
Takashi Hayashi
David K.P. Li, GBM, JP
Ng Wai Sun
Reynato S. Puno

Note:

* Mr. Teruyuki Daino resigned as director of the Company with effect from 30 March 2016. Mr. Katsuhiko Matsumoto was appointed to fill in the vacated office of Mr. Teruyuki Daino with effect from 29 April 2016.

董事

主席

蔡啓文 (非執行董事)

副主席

凱顧思 (非執行董事)

執行董事

杜華博

非執行董事

陳雲美
代野照幸*
林隆史
黃思民
松本克彥*
和田猛

獨立非執行董事

李國寶, GBM, JP
吳維新
Reynato S. Puno
施雅高
鄭則民, 李國寶 GBM, JP 之替任董事

審核委員會

李國寶, GBM, JP 主席
吳維新
施雅高

薪酬委員會

吳維新 主席
凱顧思
黃思民
李國寶, GBM, JP
施雅高

提名委員會

施雅高 主席
林隆史
李國寶, GBM, JP
吳維新
Reynato S. Puno

附註:

* 代野照幸先生已辭去本公司董事一職, 由二零一六年三月三十日起生效。松本克彥先生獲委任為董事以填補代野照幸先生空缺, 由二零一六年四月二十九日起生效。

COMPANY SECRETARY

John K.L. Cheung

公司秘書

張嘉麟

AUDITORS

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

核數師

畢馬威會計師事務所
執業會計師
香港
中環
遮打道十號
太子大廈八樓

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10 Chater Road
Central
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Gallant Y.T. Ho & Co., Solicitors & Notaries
5th Floor, Jardine House
1 Connaught Place
Hong Kong

律師

孖士打律師行
香港
中環
遮打道十號
太子大廈十六至十九樓

Gallant Y.T. Ho & Co., Solicitors & Notaries
香港
中環
康樂廣場一號
怡和大廈五樓

REGISTERED OFFICE

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Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

註冊辦事處

香港
新界
沙田
小瀝源
源順圍二十八號
都會廣場九樓

SHARE REGISTRAR

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

股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東一八三號
合和中心
十七樓一七一二至一七一六號舖

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Australia and New Zealand Banking Group Limited
Bank of China Limited
Guangdong Shunde Rural Commercial Bank Company Limited
Industrial and Commercial Bank of China Limited
The Bank of East Asia (China) Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited

主要往來銀行

中國農業銀行股份有限公司
澳新銀行集團有限公司
中國銀行股份有限公司
廣東順德農村商業銀行股份有限公司
中國工商銀行股份有限公司
東亞銀行（中國）有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司

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In this report, all monetary values are expressed in Hong Kong dollars unless stated otherwise.

本報告內所有幣值，除另有註明外，均以港幣計算。

To Our Shareholders,

致各股東：

Financial Results

San Miguel Brewery Hong Kong Limited (the "Company") and its subsidiaries (the "Group") registered a consolidated loss of only HK\$1.1 million in the first semester of 2016, compared to the consolidated loss of HK\$13.9 million in 2015, a significant improvement of 92%. As a result, net loss attributable to equity shareholders for 2016 was HK\$0.6 million, compared to a loss of HK\$14.6 million the previous year. The Group's consolidated revenues ended at HK\$259.5 million, 4.7% lower than the same period in 2015. Gross profit reached HK\$109.2 million, with a gross profit margin of 42.1%.

As of 30 June 2016, cash and cash equivalents and bank deposits amounted to HK\$158.1 million (HK\$148.6 million as of 31 December 2015). Meanwhile, total debt as of 30 June 2016 was at HK\$190.9 million (HK\$190.7 million as of 31 December 2015). Total net assets stood at HK\$543.7 million (HK\$545.0 million as of 31 December 2015), with a debt-to-equity ratio of 0.35 (31 December 2015: 0.35).

Dividends

The Board resolved that no dividends will be declared for the first six months of 2016.

財務業績

香港生力啤酒廠有限公司（「本公司」）及其附屬公司（「本集團」）於二零一六年上半年錄得之綜合虧損僅為110萬港元，對比二零一五年同期的綜合虧損1,390萬港元，顯著改善92%。因此，二零一六年本公司權益持有人應佔虧損為60萬港元，對比前一年的虧損為1,460萬港元。本集團之綜合收入為2.60億港元，較二零一五年同期少4.7%。毛利達1.09億港元，而毛利率為42.1%。

截止二零一六年六月三十日，現金及等同現金項目和銀行存款為1.58億港元（二零一五年十二月三十一日：1.49億港元）。同時，二零一六年六月三十日之總負債為1.909億港元（二零一五年十二月三十一日：1.907億港元）。總資產淨值維持5.44億港元（二零一五年十二月三十一日：5.45億港元），而負債比率為0.35（二零一五年十二月三十一日：0.35）。

股息

董事會議決不派發二零一六年度中期股息。

Business Review

Hong Kong Operations

Our Hong Kong operations posted a strong recovery in the first half of 2016, as operating losses before net finance costs were reduced by 75%, with total sales volumes growing by 5%. The improvement in loss was a result of several initiatives, including closer monitoring of discounts, reduction in the cost of delivery through process reengineering, and the consolidation of warehousing operations.

In the domestic market, the Company continued to strengthen its presence in the premium specialty and craft beer segments, ensuring we serve different market niches and maintain a diverse portfolio. Last January, we entered into a distribution agreement with Shepherd Neame Limited for the exclusive distribution of Spitfire Kentish Ale, Whitstable Bay Blonde Lager and Whitstable Bay Pale Ale. This was followed by two other agreements; first, with Arcobräu Gräfliches Brauhaus GmbH & Co. KG in March this year for the distribution of Arcobräu, and another one in June with Lion - Beer, Spirits & Wine (NZ) Limited for Steinlager Classic and Mac's Great White. Meanwhile, Kirin beer brands are doing very well in Hong Kong, with sales consistently growing by double-digits since their launch in 2012.

Our own brands, San Miguel Cerveza Negra and Red Horse Beer, launched in July 2014 and February 2015 respectively, have been received well by the market. In the first half of 2016, San Miguel Cerveza Negra and Red Horse Beer registered a 38% and 93% volume growth over the same period last year.

Our flagship San Miguel Pale Pilsen registered significant quarter-on-quarter volume and revenue improvements, particularly in the wholesaler channel. Our wholesaler trade programs, helped push our products, while our market-wide promotion "Cheers For Your Dream", under the "Real Friends" campaign have drawn more drinkers to our brand.

San Mig Light continued to gain popularity in the Hong Kong market with double-digit volume and revenue growth. In May, to further enhance the brand's image and visibility, we sponsored the world-famous Belgian-Greek DJ duo Dimitri Vegas & Like Mike at AsiaWorld-Expo. Our sponsorship of the event, which was targeted at young adults, was complemented by a point-of-sale visibility blitz, online communications and show-related retail promotions.

Meanwhile, the Company was able to buck industry trend in Macau with a sales volume growth of 4% through increased participation in on-premise outlets.

業務回顧

香港業務

香港的業務在二零一六年上半年錄得強勁復甦，除財務費用前之經營虧損減少75%，總銷量增加5%。錄得改善的原因包括緊密監察折扣、改變流程以減低運送成本，以及整合倉庫營運等數方面。

在本地市場，本公司繼續鞏固高檔、特色及手工啤酒市場的地位，確保涉足不同的特色啤酒市場並保持多元化的品牌組合。於一月，我們與Shepherd Neame Limited訂立分銷協議，獨家分銷Spitfire Kentish Ale、Whitstable Bay Blonde Lager和Whitstable Bay Pale Ale啤酒產品。隨後亦進一步簽訂另外兩份協議，先於本年三月與Arcobräu Gräfliches Brauhaus GmbH & Co. KG訂立協議，分銷Arcobräu啤酒，並於六月與Lion — Beer, Spirits & Wine (NZ) Limited簽訂另一份協議，分銷Steinlager Classic及Mac's Great White。與此同時，麒麟啤酒品牌在香港表現良好，銷售自二零一二年推出以來錄得雙位數字平穩增長。

至於我們本身擁有的啤酒品牌，分別在二零一四年七月推出的生力黑啤及二零一五年二月推出的紅馬啤酒，均受到市場認同。在二零一六年上半年，生力黑啤和紅馬啤酒分別較去年同期錄得38%和93%銷量增長。

我們的旗艦品牌生力啤酒的銷量和收入與上一季比較亦錄得顯著改善，尤其在批發商渠道。我們的批發商貿易計劃及我們以「真正朋友」為主題推出的全市場推廣活動「一同生力 — 夢想•時刻」均有助推進產品，為品牌帶來更多消費者。

生力清啤在香港市場的歡迎度繼續上升，銷量和收入均錄得雙位數字增長。為進一步加強品牌的形象和曝光率，生力清啤於五月贊助了由全球知名、來自希臘和比利時的雙人DJ組合Dimitri Vegas & Like Mike在亞洲國際博覽館舉行的活動。是次贊助活動針對年輕人，而我們亦同時透過銷售點曝光活動、網上推廣及與活動相關的零售推廣配合宣傳。

同時，本公司能在澳門行業不景氣的情況下逆勢而上，透過增加現飲場所的參與，令銷量錄得4%增長。

South China Operations

Our consolidated South China operations posted significant improvement in the first half of 2016, as operating losses were reduced by more than half over the same period last year. We attribute this improvement to effective discount management, streamlining of our product value chain and higher export business of San Miguel (Guangdong) Brewery Company Limited ("SMGB").

Sales volumes of Guangzhou San Miguel Brewery Company Limited ("GSMB") declined as the beer industry in South China contracted. A significant portion of the volume decline came from on-premise outlets, especially night-outlets, where contraction was particularly high. To manage the situation, GSMB implemented tactical discounts and promotion activities which pushed spending efficiency while improving cost management. As a result, GSMB was able to end the first half of 2016 with a 5% improvement in operating loss.

To increase visibility for San Miguel Pale Pilsen, we launched the "Heritage and Quality" campaign in April. We released a new commercial that aired on various television channels and online media platforms. We reinforced the campaign with point-of-sale visibility and the use of social media.

GSMB will also continue to expand its draught beer business with the continued roll out of San Miguel Pale Pilsen and Cerveza Negra in Shenzhen and Guangzhou amidst positive response from the market.

In May, GSMB launched Dragon Qingchun in 500ml cans in Shunde, to meet the growing demand for a bigger-sized canned variant. Meanwhile, to improve our penetration in the premium specialty beer segment, we released the imported San Miguel Cerveza Negra and Red Horse Beer in small bottles starting last June.

SMGB, which serves as one of the production bases for San Miguel Brewing International Limited's export business, delivered double-digit growth in export sales revenues in the first six months of 2016.

We need to work harder to improve our South China operations. As we move forward, we will continue to balance sales and profitability in the effort to operate a viable business in this highly important market.

華南業務

我們整體華南業務在二零一六年上半年錄得顯著改善，對比去年同期的經營虧損減少逾一半。有關改善來自有效的折扣管理、整頓產品價值鏈，以及生力（廣東）啤酒有限公司（「生力廣東」）的出口業務增長。

同時，廣州生力啤酒有限公司（「廣州生力」）的銷量則由於受到華南啤酒市場的收縮而下降。銷量的減少顯著來自現飲場所，特別是夜場，這部分的市場萎縮特別高。為應付此情況，廣州生力推出策略性的折扣和推廣活動，以加強支出的效益並同時改善成本管理。因此，廣州生力於二零一六年上半年在經營虧損上仍錄得5%改善。

為增加生力啤酒的曝光率，我們於四月推出「歷史和品質」宣傳活動，並在不同的電視渠道及網上媒體平台推出全新電視廣告。我們亦以銷售點曝光率及利用社交媒體加強宣傳。

廣州生力會繼續擴展桶裝啤酒的業務，於深圳及廣州持續推出生力啤酒及生力黑啤桶裝啤酒，並在市場上獲得良好反應。

五月，廣州生力在順德推出龍啤清醇500毫升罐裝以迎合大容量罐裝產品日益增長的需求。同時，為改善在高檔、特色啤酒市場的滲透率，我們亦於六月推出口的生力黑啤和紅馬啤酒細樽裝。

生力廣東作為生力啤酒國際有限公司出口業務的其中一個生產基地，其出口銷售收入在二零一六年首六個月錄得雙位數字增長。

我們需要更努力地改善華南業務。展望將來，我們會繼續在這個高度重要的市場，透過平衡銷售及盈利能力以持續經營業務。

Outlook

We remain optimistic about our performance in the next six months. We are confident that the plans and programs we have put in place will ensure we put the right products in the right markets.

We thank our employees for their efforts and their perseverance. We would also like to extend our gratitude to the members of our Board for their continued guidance and support. Finally, we thank all our customers and business associates for their continued patronage and trust.



Ramon S. Ang
Chairman

26 August 2016

展望

本集團對下半年的表現保持樂觀。我們有信心已推行的計劃和方案能確保我們在合適的市場推出合適的產品。

我們十分感謝所有員工的努力和貢獻，並謹此對我們董事會一直以來的指導及支持表示衷心謝意。最後，我們亦感謝所有客戶及業務夥伴一直以來的支持和信任。



主席
蔡啓文

二零一六年八月二十六日

Interim Dividend

The Board has resolved that no interim dividends be declared for 2016 (six months ended 30 June 2015: nil).

Interim Results

The interim results for the six months ended 30 June 2016 have not been audited, but were reviewed by the Company's Audit Committee on 26 August 2016.

Directors' Interests

The directors of the Company as of 30 June 2016 had the following personal interests in the shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of directors' interests required to be kept under Section 352 of the SFO:

(1) Interests in issued shares

中期股息

董事會議決不派發二零一六年度中期股息（截至二零一五年六月三十日止六個月：零港元）。

中期業績

截至二零一六年六月三十日止六個月之中期業績並未經審核，惟已於二零一六年八月二十六日獲本公司之審核委員會審閱。

董事之權益

按《證券及期貨條例》第352條規定備存之董事權益登記冊記錄所載，於二零一六年六月三十日之本公司董事於當日持有本公司、其控股公司、附屬公司及其他聯繫公司（定義見《證券及期貨條例》）已發行股本之實際權益如下：

(1) 已發行股本之權益

		Number of ordinary shares in the Company 本公司 之普通股之股份數目	
		Number of shares held	% of total issued shares
Name	姓名	持股數目	佔已發行股份 總數之百分比
David K. P. Li	李國寶	12,000,000	3.21%

Directors' Interests (Continued)

(1) Interests in issued shares (Continued)

		Number of common shares of 1 Philippine peso each in Top Frontier Investment Holdings, Inc. Top Frontier Investment Holdings, Inc. 每股面值 1 菲律賓披索之普通股之股份數目	
		Number of shares held	% of total issued shares
Name	姓名	持股數目	佔已發行股份 總數之百分比
Ramon S. Ang	蔡啓文	86,734,238**	25.907003%
Carlos Antonio M. Berba	凱顧思	364	0.000109%
Roberto N. Huang	黃思民	3,039	0.000908%
Reynato S. Puno	Reynato S. Puno	500	0.000149%
Carmelo L. Santiago	施雅高	500	0.000149%
Ramon G. Torralba	杜華博	260	0.000078%

** No. of shares in Top Frontier Investment Holdings, Inc. ("Top Frontier") held as direct ownership: 75,887 shares

No. of shares in Top Frontier held as indirect ownership:
86,658,351 shares

** 於 Top Frontier Investment Holdings, Inc. (「Top Frontier」) 直接持有之股份數目：
75,887 股

於 Top Frontier 間 接 持 有 之 股 份 數 目：
86,658,351 股

Directors' Interests (Continued)

董事之權益 (續)

(1) Interests in issued shares (Continued)

(1) 已發行股本之權益 (續)

Name	姓名	Type of shares	Par Value (Philippine pesos) 面值 (菲律賓披索)	Number of shares in San Miguel Corporation 生力總公司之股份數目	
				Number of shares held 持股數目	% of total issued shares 佔已發行股份 總數之百分比
Ramon S. Ang	蔡啓文	Common 普通股	5.00	374,381,669***	9.718545%
Carlos Antonio M. Berba	凱顧思	Common 普通股	5.00	3,645	0.000095%
		Preferred 優先股	5.00	10,000	0.000260%
Roberto N. Huang	黃思民	Common 普通股	5.00	42,397	0.001101%
Reynato S. Puno	Reynato S. Puno	Common 普通股	5.00	5,000	0.000130%
Carmelo L. Santiago	施雅高	Common 普通股	5.00	5,000	0.000130%
Ramon G. Torralba	杜華博	Common 普通股	5.00	2,600	0.000067%

*** No. of shares in San Miguel Corporation ("SMC") held as direct ownership: 757,873 shares

*** 於生力總公司(「生力總公司」)直接持有之股份數目: 757,873 股

No. of shares in SMC held as indirect ownership: 373,623,796 shares

於生力總公司間接持有之股份數目: 373,623,796 股

Name	姓名	Number of common shares of 1 Philippine peso each in San Miguel Brewery Inc. 生力啤酒廠公司每股面值 1 菲律賓披索之普通股之股份數目	
		Number of shares held 持股數目	% of total issued shares 佔已發行股份 總數之百分比
Ramon S. Ang	蔡啓文	5,000****	0.000033%
Carlos Antonio M. Berba	凱顧思	5,000****	0.000033%
Takashi Hayashi	林隆史	5,000****	0.000033%
Roberto N. Huang	黃思民	5,000****	0.000033%
Katsuhiko Matsumoto	松本克彥	5,000****	0.000033%
Carmelo L. Santiago	施雅高	5,000	0.000033%

**** corporate interest

**** 公司權益

Directors' Interests (Continued)

(2) Interests in underlying shares

Certain directors of the Company have been granted stock options to subscribe for common shares in SMC under SMC's stock option scheme. Particulars of stock options in SMC held by directors as at 30 June 2016 are as follows:

Stock options in San Miguel Corporation 生力總公司之購股權					
		Date granted	Exercise period up to	Exercise price per option (Philippine pesos)	Number of options outstanding as at 30 June 2016 於二零一六年六月三十日尚未行使之購股權數目
Name	姓名	授出日期	截止行使限期	每股行使價 (菲律賓披索)	
Common (par value of 5 Philippine pesos each): 普通 (每股面值 5 菲律賓披索) :					
Ramon S. Ang	蔡啓文	25/06/2009	25/06/2017	58.05	587,556
Carlos Antonio M. Berba	凱顧思	16/12/2010	16/12/2018	120.33	41,556
Ramon G. Torralba	杜華博	16/12/2010	16/12/2018	120.33	8,991

All interests in the shares and underlying shares of the Company, its holding companies, subsidiaries and other associated corporations are long positions.

Apart from the foregoing, none of the directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company or any of its holding companies, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as adopted by the Company.

董事之權益 (續)

(2) 於相關股份之權益

本公司若干董事根據生力總公司之購股權計劃獲授購股權以認購生力總公司之普通股股份。於二零一六年六月三十日各董事擁有生力總公司之購股權詳情如下：

本公司、其控股公司、附屬公司及其他聯繫公司之所有股份及相關股份權益均屬好倉。

根據本公司按《證券及期貨條例》第352條而保存之登記冊，或根據上市公司董事進行證券交易的標準守則所知會本公司之記錄，除上文所提及外，各董事，其配偶或其18歲以下之子女均無擁有本公司或其任何控股公司、附屬公司或其他聯繫公司之股份、相關股份及債權證之權益及淡倉。

Substantial shareholders' interests in shares and underlying shares

The Company has been notified of the following interests in the Company's issued shares at 30 June 2016 amounting to 5% or more of the ordinary shares in issue:

主要股東於股份及相關股份之權益

於二零一六年六月三十日，本公司獲悉下列佔本公司已發行普通股之5%或以上的本公司已發行股份權益：

Substantial shareholders	主要股東	Ordinary shares 普通股股份	
		Number of ordinary shares held 所持普通股數目	% of total issued shares 佔已發行股份 總數之百分比
Top Frontier Investment Holdings, Inc. (note 1)	Top Frontier Investment Holdings, Inc. (附註1)	245,720,800	65.78%
San Miguel Corporation (note 1)	生力總公司 (附註1)	245,720,800	65.78%
Kirin Holdings Company, Limited (note 1)	麒麟控股株式會社 (附註1)	245,720,800	65.78%
San Miguel Brewery Inc. (note 1)	生力啤酒廠公司 (附註1)	245,720,800	65.78%
San Miguel Brewing International Limited (note 1)	生力啤酒國際有限公司 (附註1)	245,720,800	65.78%
Neptunia Corporation Limited (note 1)	立端利有限公司 (附註1)	245,720,800	65.78%
Cheung Kong (Holdings) Limited (note 2)	長江實業 (集團) 有限公司 (附註2)	23,703,000	6.34%
CK Hutchison Holdings Limited (note 2)	長江和記實業有限公司 (附註2)	23,703,000	6.34%

Notes:

附註：

(1) Top Frontier, the ultimate holding company, SMC, Kirin Holdings Company, Limited ("Kirin") (a principal shareholder of San Miguel Brewery Inc. ("SMB")), SMB, and San Miguel Brewing International Limited ("SMBIL") are all deemed to hold the above disclosed interest indirectly through Neptunia Corporation Limited ("Neptunia") in the Company because each of Top Frontier, SMC and Kirin holds more than one third of the voting power of SMB. SMB has a controlling interest in SMBIL and SMBIL has a controlling interest in Neptunia.

(1) 由於Top Frontier，為最終控股公司，生力總公司及麒麟控股株式會社（「麒麟」）（為生力啤酒廠公司（「生力啤酒廠」）之主要股東）各自持有生力啤酒廠三分之一以上之投票權，生力啤酒廠持有生力啤酒國際有限公司（「生力啤酒國際」）之控股權益及生力啤酒國際持有立端利有限公司（「立端利」）之控股權益，故此Top Frontier、生力總公司、麒麟、生力啤酒廠及生力啤酒國際均被視為間接透過立端利持有於本公司之權益而有上述所披露之權益。

Substantial shareholders' interests in shares and underlying shares (Continued)

Notes: (Continued)

- (2) Conroy Assets Limited, which holds 13,624,600 shares of the Company, and Hamstar Profits Limited, which holds 10,078,400 shares of the Company, are indirect wholly owned subsidiaries of Cheung Kong (Holdings) Limited ("CKH") and CK Hutchison Holdings Limited ("CK Hutchison").

By virtue of the SFO, CKH and CK Hutchison are deemed to be interested in the shares of the Company held by Conroy Assets Limited and Hamstar Profits Limited.

All the above interests in the shares and underlying shares of the Company are long positions.

Apart from the foregoing, no other interests required to be recorded in the register kept under Section 336 of the SFO have been notified to the Company.

主要股東於股份及相關股份之權益 (續)

附註：(續)

- (2) Conroy Assets Limited持有本公司13,624,600股股份及 Hamstar Profits Limited持有本公司10,078,400股股份，彼等為長江實業（集團）有限公司（「長實」）及長江和記實業有限公司（「長和」）之間接全權擁有附屬公司。

根據《證券及期貨條例》，長實及長和均被視為擁有由 Conroy Assets Limited 及 Hamstar Profits Limited 持有之本公司股份之權益。

上述所有本公司之股份權益均為好倉。

除上述外，並無其他權益須按《證券及期貨條例》第336條規定備存之登記冊通知本公司。

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2016.

Corporate Governance

The Company has applied the principles set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the six months ended 30 June 2016, save for the deviation discussed below:

- All of the non-executive directors are not appointed for a specific term (Code provision A.4.1 of the CG Code) but are subject to retirement by rotation once every three years and re-election at the annual general meeting under the Company's Articles of Association.

The Company has adopted a code of conduct for securities transactions and dealings (the "Code of Conduct") based on the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code"). The terms of the Code of Conduct are no less exacting than the standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Code, including the directors of the Company, any employee of the Company, or a director or employee of a subsidiary or holding company of the Company who, because of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities.

Specific enquiry has been made of all the directors of the Company who have confirmed their compliance with the required standards set out in the Model Code and its Code of Conduct regarding directors' securities transactions during the six months ended 30 June 2016.

買賣或贖回本公司之上市證券

截至二零一六年六月三十日止之六個月內，本公司或其任何附屬公司概無購回、出售或贖回任何上市證券。

企業管治

截至二零一六年六月三十日止六個月內，本公司一直採用載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四的企業管治守則（「企業管治守則」）所載的原則，惟下文所述的偏離行為除外：

- 根據本公司章程，所有非執行董事每三年須在股東周年大會輪值退任及接受重新選舉，故並無特定任期（企業管治守則條文A.4.1項）。

本公司已根據上市規則附錄十所載的《上市公司董事進行證券交易的標準守則》（「標準守則」）採納有關證券交易及買賣的守則（「操守守則」）。操守守則條款比標準守則所訂標準更高，而操守守則亦適用於該守則所界定的所有有關人士，包括本公司董事、本公司任何僱員、或本公司的附屬公司或控股公司的董事或僱員，而彼等因有關職位或受僱工作而可能擁有關於本公司或其證券的未公佈股價敏感資料。

在向本公司所有董事作出特定查詢後，彼等已確認於截至二零一六年六月三十日止六個月內有遵守標準守則及其操守守則關於董事證券交易所訂的標準。

Audit Committee

As of the date of this report, the audit committee comprised three independent non-executive directors: Mr. Ng Wai Sun, Mr. Carmelo L. Santiago and Dr. the Hon. Sir David K. P. Li, who acts as chairman of the committee.

Under its terms of reference, the audit committee shall assist the board in fulfilling its corporate governance and oversight responsibilities in relation to financial reporting system, risk management and internal control systems, and internal and external audit functions.

The audit committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

Remuneration Committee

As of the date of this report, the remuneration committee comprised three independent non-executive directors, namely, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun and Mr. Carmelo L. Santiago, and two non-executive directors, namely, Mr. Carlos Antonio M. Berba and Roberto N. Huang. The remuneration committee is chaired by an independent non-executive director, Mr. Ng Wai Sun.

The primary role of the remuneration committee under its terms of reference is to support and advise the board in fulfilling the board's responsibility to the shareholders of the Company to:

- (1) establish coherent remuneration policies and practices that will be observed and enable the Company to attract and retain top calibre executives and directors;
- (2) fairly and responsibly reward executives based on their performance and the performance of the Company, and the general pay environment; and
- (3) comply with the CG Code provisions on remuneration of directors.

The remuneration committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

審核委員會

截至此報告日期，審核委員會成員由三位獨立非執行董事組成：吳維新先生、施雅高先生及審核委員會主席李國寶爵士。

根據其職權範圍，審核委員會協助董事會履行其有關財務匯報制度、風險管理及內部監控制度，以及內部及外聘審核功能的企業管治及監察責任。

本公司任何股東均可要求查閱審核委員會的職權範圍，而職權範圍亦登載於本公司的網站上，網址為 info.sanmiguel.com.hk。

薪酬委員會

截至此報告日期，薪酬委員會成員包括三位獨立非執行董事，（即：李國寶爵士、吳維新先生及施雅高先生）及兩位非執行董事，（即：凱顯思先生及黃思民先生）。薪酬委員會由一位獨立非執行董事吳維新先生擔任主席。

薪酬委員會根據其職權範圍主要為支援及建議董事會履行對本公司股東有關如下責任：

- (1) 制定使本公司能吸引及挽留優秀行政人員及董事一致的薪酬政策及常規；
- (2) 根據行政人員的表現及本公司的業績，以及宏觀支薪環境，公平及盡責地酬賞行政人員；及
- (3) 符合有關董事酬金企業管治守則條文的責任。

本公司任何股東均可要求查閱薪酬委員會的職權範圍，而職權範圍亦登載於本公司的網站上，網址為 info.sanmiguel.com.hk。

Nomination Committee

As of the date of this report, the nomination committee comprised four independent non-executive directors, namely, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago, and one non-executive director, namely, Mr. Takashi Hayashi. The nomination committee is chaired by an independent non-executive director, Mr. Carmelo L. Santiago.

The primary purpose of the committee is to support and advise the board in fulfilling their responsibilities to shareholders in ensuring that the board comprises of individuals who are best able to discharge the responsibilities of directors having regard to the law and the highest standards of governance by:

- (1) assessing the skills required on the board;
- (2) from time to time assessing the extent to which the required skills are represented on the board;
- (3) establishing the process for the review of the performance of individual directors and the board as a whole;
- (4) establishing the process for the identification of suitable candidates for appointment to the board; and
- (5) having oversight of matters relating to corporate governance by bringing any issues to the attention of the board.

The nomination committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

提名委員會

截至此報告日期，提名委員會成員包括四位獨立非執行董事，（即：李國寶爵士、吳維新先生、Reynato S. Puno 先生及施雅高先生），及一位非執行董事，（即：林隆史先生）。提名委員會由一位獨立非執行董事施雅高先生擔任主席。

委員會之主要目的乃支持董事會履行彼等對股東之責任並就此向董事會提供意見，通過下列方式確保組成董事會之人士在法例及管治之最高標準之規限下最能夠履行董事之責任：

- (1) 評估董事會要求之技能；
- (2) 不時評估董事會所需技能所代表之程度；
- (3) 就檢討個別董事及董事會整體表現制定程序；
- (4) 就物色適合候選人以委任為董事會成員而制定程序；及
- (5) 監督有關企業管治之任何事宜產生任何問題引起董事會注意。

本公司任何股東均可要求查閱提名委員會的職權範圍，而職權範圍亦登載於本公司的網站上，網址為 info.sanmiguel.com.hk。

CONSOLIDATED INCOME STATEMENT — UNAUDITED

綜合收益表 — 未經審核

For the six months ended 30 June 2016 (Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月（以港幣計算）

			Six months ended 30 June 截至六月三十日止六個月	
			2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
	Note 附註			
Revenue		收入		
Cost of sales	3	銷售成本	259,520 (150,351)	272,271 (160,368)
Gross profit		毛利	109,169	111,903
Other net income		其他收益淨額	19,942	20,200
Selling and distribution expenses		銷售及分銷開支	(82,867)	(99,704)
Administrative expenses		行政開支	(40,682)	(39,823)
Other operating expenses		其他經營開支	(3,971)	(4,277)
Profit/(loss) from operations		經營盈利／（虧損）	1,591	(11,701)
Finance costs	4(a)	財務費用	(2,645)	(2,154)
Loss before taxation	4	除稅前虧損	(1,054)	(13,855)
Income tax	5	所得稅	—	—
Loss for the period		期內虧損	(1,054)	(13,855)
Attributable to:		應佔如下：		
Equity shareholders of the Company		本公司權益持有人	(611)	(14,641)
Non-controlling interests		非控股權益	(443)	786
Loss for the period		期內虧損	(1,054)	(13,855)
Loss per share		每股虧損		
— Basic (cents)	7(a)	— 基本（仙）	(0.2)	(3.9)
— Diluted (cents)	7(b)	— 攤薄（仙）	N/A 不適用	N/A 不適用

The notes on pages 22 to 32 form part of this interim financial report.

第22至32頁之附註乃本中期財務報表之一部份。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME — UNAUDITED

綜合全面收益表 — 未經審核

For the six months ended 30 June 2016 (Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月（以港幣計算）

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
	Note 附註		
Loss for the period	期內虧損	(1,054)	(13,855)
Other comprehensive income for the period (after tax):	期內其他全面收益（除稅後）：		
Items that may be reclassified subsequently to profit or loss:	將來或會重新列入損益的項目：		
Exchange differences on translation of:	匯兌差額		
— financial statements of subsidiaries outside Hong Kong	— 換算海外附屬公司財務報表所產生之匯兌差額	7,159	(111)
— monetary items that form part of the net investment in subsidiaries outside Hong Kong	— 換算組成集團於附屬公司之投資的貨幣項目所產生之匯兌差額	(7,440)	123
		(281)	12
Total comprehensive income for the period	期內全面收益總額	(1,335)	(13,843)
Attributable to:	應佔如下：		
Equity shareholders of the Company	本公司權益持有人	(1,459)	(14,621)
Non-controlling interests	非控股權益	124	778
Total comprehensive income for the period	期內全面收益總額	(1,335)	(13,843)

The notes on pages 22 to 32 form part of this interim financial report.

第22至32頁之附註乃本中期財務報表之一部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION — UNAUDITED

綜合財務狀況表 — 未經審核

At 30 June 2016 (Expressed in Hong Kong dollars)

於二零一六年六月三十日（以港幣計算）

	Note	At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Non-current assets			
Property, plant and equipment	8	383,775	416,822
Investment properties		128,635	98,457
Interests in leasehold land held for own use under operating leases		80,259	82,102
		592,669	597,381
Intangible assets		5,156	5,163
Other tangible assets		86	—
		597,911	602,544
Current assets			
Inventories	9	39,278	52,431
Trade and other receivables	10	59,279	68,772
Amounts due from holding companies and fellow subsidiaries		9,704	7,157
Amounts due from related companies		229	262
Bank deposits	11	57,916	50,882
Cash and cash equivalents	11	100,224	97,718
		266,630	277,222
Current liabilities			
Trade and other payables	12	(85,496)	(104,460)
Loan from an intermediate holding company		(25,458)	—
Amounts due to holding companies and fellow subsidiaries		(6,378)	(5,375)
Amounts due to related companies		(8,818)	(5,016)
		(126,150)	(114,851)
Net current assets		140,480	162,371
Total assets less current liabilities		738,391	764,915
Non-current liabilities			
Loan from an intermediate holding company		(165,474)	(190,747)
Retirement benefit liabilities		(27,023)	(26,939)
Deferred tax liabilities		(2,243)	(2,243)
		(194,740)	(219,929)
NET ASSETS		543,651	544,986
CAPITAL AND RESERVES			
Share capital		252,524	252,524
Other reserves		318,057	319,516
Total equity attributable to equity shareholders of the Company		570,581	572,040
Non-controlling interests		(26,930)	(27,054)
TOTAL EQUITY		543,651	544,986

The notes on pages 22 to 32 form part of this interim financial report.

第22至32頁之附註乃本中期財務報表之一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY — UNAUDITED

綜合權益變動表 — 未經審核

For the six months ended 30 June 2016 (Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月（以港幣計算）

		Attributable to equity shareholders of the Company 本公司權益持有人應佔部份					Non- controlling interests 非控股 權益 \$'000 千元	Total equity 權益總額 \$'000 千元
		Share capital 股本 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	Exchange fluctuation reserve 匯兌波動 儲備 \$'000 千元	Retained profits 收益儲備 \$'000 千元	Sub-total 合計 \$'000 千元		
Balance at 1 January 2015	於二零一五年一月一日結餘	252,524	112,970	81,071	153,345	599,910	(27,961)	571,949
Changes in equity for the six months ended 30 June 2015:	截止二零一五年六月三十日止六個月之權益變動：							
Loss for the period	期內虧損	—	—	—	(14,641)	(14,641)	786	(13,855)
Other comprehensive income	其他全面收益	—	—	20	—	20	(8)	12
Total comprehensive income for the period	期內全面收益總額	—	—	20	(14,641)	(14,621)	778	(13,843)
Dividends approved in respect of the previous year	上一財政年度批准之股息	—	—	—	(3,736)	(3,736)	—	(3,736)
Balance at 30 June 2015 and 1 July 2015	於二零一五年六月三十日及二零一五年七月一日結餘	252,524	112,970	81,091	134,968	581,553	(27,183)	554,370
Changes in equity for the six months ended 31 December 2015:	截止二零一五年十二月三十一日止六個月之權益變動：							
Loss for the period	期內虧損	—	—	—	(1,433)	(1,433)	(1,621)	(3,054)
Other comprehensive income	其他全面收益	—	—	(2,184)	(5,896)	(8,080)	1,750	(6,330)
Total comprehensive income for the period	期內全面收益總額	—	—	(2,184)	(7,329)	(9,513)	129	(9,384)
Balance at 31 December 2015 and at 1 January 2016	於二零一五年十二月三十一日及於二零一六年一月一日結餘	252,524	112,970	78,907	127,639	572,040	(27,054)	544,986
Changes in equity for the six months ended 30 June 2016:	截止二零一六年六月三十日止六個月之權益變動：							
Loss for the period	期內虧損	—	—	—	(611)	(611)	(443)	(1,054)
Other comprehensive income	其他全面收益	—	—	(848)	—	(848)	567	(281)
Total comprehensive income for the period	期內全面收益總額	—	—	(848)	(611)	(1,459)	124	(1,335)
Balance at 30 June 2016	於二零一六年六月三十日結餘	252,524	112,970	78,059	127,028	570,581	(26,930)	543,651

The notes on pages 22 to 32 form part of this interim financial report.

第22至32頁之附註乃本中期財務報表之一部份。

CONDENSED CONSOLIDATED CASH FLOW STATEMENT — UNAUDITED

簡明綜合現金流量表 — 未經審核

For the six months ended 30 June 2016 (Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月（以港幣計算）

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
	Note 附註		
Cash generated from operations	經營業務之現金流入	20,196	11,400
Income tax	所得稅		
— Tax paid outside Hong Kong	— 香港以外稅金支出	—	—
Net cash generated from operating activities	經營業務之現金流入淨額	20,196	11,400
Net cash used in investing activities	投資業務之現金流出淨額	(14,909)	(7,606)
Net cash used in financing activities	融資活動之現金流出淨額	(2,549)	(5,814)
Net increase/(decrease) in cash and cash equivalents	現金及等同現金項目之淨額增加／（減少）	2,738	(2,020)
Cash and cash equivalents at 1 January	於一月一日之現金及等同現金項目結存	97,718	108,574
Effect of foreign exchange rates changes	匯率變動之影響	(232)	4
Cash and cash equivalents at 30 June	於六月三十日之現金及等同現金項目結存	100,224	106,558

The notes on pages 22 to 32 form part of this interim financial report.

第22至32頁之附註乃本中期財務報表之一部份。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期財務報告附註

(除另有指示，均按港幣計算)

1 Basis of Preparation

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 26 August 2016.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2015 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2016 annual financial statements. Details of these changes in accounting policies are set out in note 2.

Notwithstanding the negative net cash balances position of the Group, the Company's intermediate holding company, namely San Miguel Brewery Inc., a listed company in the Republic of the Philippines, has committed to provide continuing support to enable the Group to operate as a going concern and meet its liabilities as they fall due for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2015 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The interim financial report is unaudited but has been reviewed by the Company's Audit Committee.

The financial information relating to the financial year ended 31 December 2015 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for the financial year but is derived from those financial statements. Statutory audited financial statements for the year ended 31 December 2015 are available from the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 4 February 2016.

1 編製的基準

本中期財務報告乃根據香港聯合交易所有限公司證券上市規則（「上市規則」）及香港會計師公會所頒佈之香港會計準則第34號「中期財務報告」之適用的規定所編製而成。本中期財務報告於二零一六年八月二十六日獲授權刊發。

編製本中期財務報告所採用之會計政策，與編製二零一五年度經審核財務報表所採用者一致，惟採納必需於二零一六年度財務報表內反映之會計政策變動則除外。會計政策變動詳情載於附註2。

儘管本集團出現負現金淨額結餘，本公司之中介控股公司，即菲律賓共和國上市公司生力啤酒廠公司，已承諾為本集團於可見將來之持續經營及償還其到期負債持續提供資助。因此，財務報表已按持續經營基準編制。

按香港會計準則第34號編製的中期報告，管理層須於應用集團會計政策的過程及報告資產及負債、收入及支出之金額時作出判斷、估計及假設，因此實際數字或有不同於有關估計。

本中期財務報告包括簡明綜合財務報表，並以附註就重要的事件及交易作出解釋，以闡明二零一五年度經審核財務報表以來財務狀況之變動和表現。本簡明綜合中期未經審核財務報表及有關附註並不包括所有須於一份按香港財務報告準則編製的財務報表所要披露的資料。

本中期財務報告未經審核，惟已經本公司之審核委員會審閱。

於本未經審核中期財務報告顯示有關截至二零一五年十二月三十一日止年度之財務資料是節錄自有關年度之財務報表，並不構成公司有關年度之法定財務報表。截至二零一五年十二月三十一日止年度之法定經審核財務報表於本公司註冊地址內供查閱。核數師於二零一六年二月四日就該財務報表發表沒有保留的審計意見。

2 Changes in Accounting Policies

The HKICPA has issued a number of amendments of HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- Amendments to HKAS 1, *Disclosure initiative*
- Amendments to HKAS 16 and HKAS 38, *Clarification of acceptable methods of depreciation and amortisation*
- *Annual improvements to HKFRSs 2012-2014 cycle*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2 會計政策變動

香港會計師公會已頒佈多項對香港財務報告準則的修定，並於本集團及本公司的今個會計期間首次生效。其中下列會計準則之發展與本集團之財務報表有關：

- 香港會計準則第1號（修訂）「披露計劃」
- 香港會計準則第16號及香港會計準則第38號（修訂）「折舊及攤銷可接受方法之澄清」
- 香港財務報告準則二零一二至二零一四年週期之年度改進

採納該等修訂未有對本集團在本期及過往的業績及財務狀況構成重大財務影響。本集團並未採用任何於本期會計期間尚未生效的新準則或詮釋。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期財務報告附註

(除另有指示，均按港幣計算)

3 Revenue and Segment Reporting

(a) Revenue

The principal activities of the Group are the manufacture and distribution of bottled, canned and draught beers.

As the Group's revenue is entirely attributable to these activities, no analysis by activity is provided.

Revenue represents the invoiced value of products sold, net of discounts, returns, value added tax and consumption tax.

(b) Segment Reporting

(i) Segment results, assets and liabilities

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the periods ended 30 June 2016 and 2015 is set out below:

		Six months ended 30 June 截至六月三十日止六個月					
		Hong Kong 香港		Mainland China 中國內地		Total 總數	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元	2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元	2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
Revenue from external customers	外界客戶收入	184,634	182,751	74,886	89,520	259,520	272,271
Inter-segment revenue	分部間收入	152	86	—	—	152	86
Reportable segment revenue	須予呈報分部收入	184,786	182,837	74,886	89,520	259,672	272,357
Reportable segment (loss)/profit from operations	須予呈報分部經營(虧損)/盈利	(6,530)	(19,230)	5,476	5,375	(1,054)	(13,855)

		Hong Kong 香港		Mainland China 中國內地		Total 總數	
		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元	At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元	At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Reportable segment assets	須予呈報分部資產	1,171,615	1,179,474	74,551	81,479	1,246,166	1,260,953
Reportable segment liabilities	須予呈報分部負債	268,419	270,414	431,852	443,310	700,271	713,724

3 收入及分部資料呈報

(a) 收入

本集團之主要業務為製造及分銷樽裝、罐裝及桶裝啤酒。

由於本集團全部收入均來自該業務，故並無提供有關業務類別的分析。

收入指所出售產品之發票總值扣除折扣、退回、增值稅及商品稅。

(b) 分部資料呈報

(i) 分部業績、資產及負債

截至二零一六年及二零一五年六月三十日止，有關提供予本集團最高層行政管理人員以分配資源及評價分部表現之資料載列如下：

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期 財務報告附註

(除另有指示，均按港幣計算)

3 Revenue and Segment Reporting (Continued)

(b) Segment Reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

3 收入及分部資料呈報 (續)

(b) 分部資料呈報 (續)

(ii) 須予呈報分部收入、損益、資產及負債之對帳

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
Revenue	收入		
Reportable segment revenue	須予呈報分部收入	259,672	272,357
Elimination of inter-segment revenue	分部之間收入撤銷	(152)	(86)
Consolidated revenue	綜合收入	259,520	272,271
Loss	虧損		
Reportable segment loss from operations	須予呈報分部經營虧損	(1,054)	(13,855)
Elimination of inter-segment profits	分部之間盈利撤銷	—	—
Reportable segment loss derived from Group's external customers and consolidated loss before taxation	來自外界客戶之須予呈報分部虧損及綜合除稅前虧損	(1,054)	(13,855)
		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Assets	資產		
Reportable segment assets	須予呈報分部資產	1,246,166	1,260,953
Elimination of inter-segment receivables	分部之間應收賬項撤銷	(381,624)	(381,187)
Consolidated total assets	綜合總資產	864,542	879,766
Liabilities	負債		
Reportable segment liabilities	須予呈報分部負債	700,271	713,724
Elimination of inter-segment payables	分部之間應付賬項撤銷	(381,624)	(381,187)
		318,647	332,537
Deferred tax liabilities	遞延稅項負債	2,243	2,243
Consolidated total liabilities	綜合總負債	320,890	334,780

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期財務報告附註

(除另有指示，均按港幣計算)

3 Revenue and Segment Reporting (Continued)

(b) Segment Reporting (Continued)

(iii) Geographic information

The following table sets out information about the geographic location of (i) the Group's revenue from external customers and (ii) the Group's non-current assets ("specified non-current assets"). The geographic location of customers is based on the country of establishment of each customer. The geographic location of the specified non current assets is based on the physical location of the assets, in the case of property, plant and equipment, investment properties and leasehold land, and the location of the operation to which they are allocated, in the case of intangible assets.

		Revenue from external customers 外界客戶收入		Specified non-current assets 指定非流動資產	
		Six months ended 30 June 截至六月三十日止六個月		At 30 June 2016 於二零一六年六月三十日	At 31 December 2015 於二零一五年十二月三十一日
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元	2016 \$'000 千元	2015 \$'000 千元
Hong Kong (place of domicile)	香港(成立地點)	137,246	144,919	571,265	575,006
Mainland China	中國內地	28,547	46,159	26,560	27,538
Philippines	菲律賓	90,778	78,732	—	—
Others	其他國家	2,949	2,461	—	—
		122,274	127,352	26,560	27,538
		259,520	272,271	597,825	602,544

3 收入及分部資料呈報 (續)

(b) 分部資料呈報 (續)

(iii) 地區資料

下表載列有關(i)本集團外界客戶收入及(ii)本集團非流動資產(「指定非流動資產」)之地理位置資料。客戶之地理位置是根據每名客戶成立地點所在國家而定。指定非流動資產之地理位置是根據資產之實際位置(倘屬物業、機器及設備、投資物業及租賃土地權益)及獲劃撥有關資產之營運地點(倘屬無形資產)而定。

4 Loss before taxation

4 除稅前虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
Loss before taxation is arrived at after charging/(crediting):	除稅前虧損已扣除下列項目：		
(a) Finance costs	(a) 財務費用		
Interest expense on loan from an intermediate holding company wholly repayable within five years	須於五年內全數償還之中介控股公司貸款利息支出	2,581	2,084
Bank charges	銀行費用	64	70
		2,645	2,154
(b) Staff costs	(b) 員工薪酬		
Retirement costs	退休金成本	5,908	6,071
Salaries, wages and other benefits	薪金、工資及其他福利	57,668	59,539
		63,576	65,610
(c) Other items	(c) 其他項目		
Amortization on Land lease premium	租賃土地款項攤銷	1,274	1,301
Depreciation	折舊		
— Property, plant and equipment	— 物業、機器及設備	8,656	9,580
— Investment properties	— 投資物業	2,222	1,365
Costs of inventories	存貨成本	149,014	158,790
Provision for impairment losses on trade and other receivables	應收貿易及其他賬項之減值撥備	200	160

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(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期 財務報告附註

(除另有指示，均按港幣計算)

5 Income tax

Taxation in the consolidated income statement represents:

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
Current tax — Outside Hong Kong	本期稅項 — 香港以外		
— Provision for the period	— 期內撥備	—	—
Deferred tax	遞延稅項		
— Origination and reversal of temporary differences	— 暫時差額之出現及回撥	—	—
Income tax	所得稅	—	—

The statutory tax rate applicable to the Company and other Hong Kong subsidiaries was 16.5% (2015: 16.5%). No provision for Hong Kong Profits Tax for the six months ended 30 June 2016 has been made for the Company and other Hong Kong subsidiaries either because the accumulated tax losses brought forward exceed the estimated assessable profits for the period or the entities sustained losses for taxation purposes.

The statutory tax rate applicable to the subsidiaries established in the People's Republic of China ("PRC") was 25% (2015: 25%). No provision for current taxation has been made for the subsidiaries established in the PRC because the entities sustained losses for taxation purposes.

綜合收益表之所得稅指：

本公司及其他香港附屬公司的法定稅率為16.5% (二零一五年：16.5%)。本公司及其他香港附屬公司由於承前累計稅項虧損超逾本期估計應課稅盈利或錄得稅項虧損，故截至於二零一六年六月三十日止六個月內並無就香港利得稅作出撥備。

於中國成立的附屬公司的法定稅率為25% (二零一五年：25%)。各家於中華人民共和國(「中國」)成立的附屬公司均由於錄得稅項虧損，故並無就本期內稅項作出撥備。

6 Dividends

(i) Dividends payable to equity shareholders attributable to the interim period

The Board has resolved that no interim dividends will be declared for 2016.

(ii) Dividends payable to equity shareholders attributable to the previous financial year, approved and paid during the interim period

6 股息

(i) 期內本公司權益持有人之股息

董事會已議決宣派二零一六年之中期股息為每股零元。

(ii) 上一財政年度權益持有人之股息批准及於期內派發

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the following interim period, of \$nil per ordinary share (six months ended 30 June 2015: \$0.01 per ordinary share)	於上一財政年度批准及於期內派發末期股息每股普通股零元 (截至二零一五年六月三十日止六個月：每股普通股0.01元)	—	3,736

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

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(除另有指示，均按港幣計算)

7 Loss per share

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company for the six months ended 30 June 2016 of \$611,000 (six months ended 30 June 2015: \$14,641,000) and on 373,570,560 ordinary shares (at 30 June 2015: 373,570,560 ordinary shares), being the number of ordinary shares in issue throughout the period.

(b) Diluted loss per share

The diluted loss per share is not presented as the Company does not have dilutive potential ordinary share for both periods presented.

7 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司權益持有人截至二零一六年六月三十日止六個月應佔611,000元(截至二零一五年六月三十日止六個月: 14,641,000元)及本期間內已發行之虧損373,570,560股普通股(於二零一五年六月三十日: 373,570,560股普通股)計算。

(b) 攤薄之每股虧損

攤薄之每股虧損未予列出，因本公司並沒有具攤薄性的潛在普通股存在。

8 Fixed assets

8 固定資產

	Property, plant and equipment 物業、機器及設備 \$'000 千元	Investment properties 投資物業 \$'000 千元	Interests in leasehold land held for own use under operating leases 在經營租賃下自用而持有的租賃土地權益 \$'000 千元	Total 總計 \$'000 千元
Net book value:				
At 1 January 2016	416,822	98,457	82,102	597,381
Exchange adjustments	—	—	(569)	(569)
Additions	8,320	—	—	8,320
Disposals	(311)	—	—	(311)
Reclassification	(32,400)	32,400	—	—
Depreciation for the period	(8,656)	(2,222)	(1,274)	(12,152)
At 30 June 2016	383,775	128,635	80,259	592,669

9 Inventories

9 存貨

		At 30 June 2016 於二零一六年六月三十日 \$'000 千元	At 31 December 2015 於二零一五年十二月三十一日 \$'000 千元
Products in hand and in process	現有產品及在製品	25,208	35,223
Materials and supplies	物料及供應	14,070	17,208
		39,278	52,431

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期 財務報告附註

(除另有指示，均按港幣計算)

10 Trade and other receivables

10 應收貿易及其他賬項

		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Trade receivables (net of allowance for doubtful debts)	應收貿易賬項 (已扣除呆壞賬撥備)	47,822	50,969
Other debtors, deposits and prepayments	其他應收賬、按金及預付款項	11,457	17,803
		59,279	68,772

The ageing of trade receivables (net of allowance for doubtful debts) as at the end of the reporting period is as follows:

應收貿易賬項(扣除呆壞賬撥備)於結算日之賬齡如下：

		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Current	未到期	40,797	38,996
Less than 1 month past due	過期日少於一個月	4,954	7,280
1 to 3 months past due	過期日為一至三個月	388	3,006
More than 3 months but less than 12 months past due	過期日為三個月 至十二個月	553	610
More than 12 months past due	過期日多於十二個月	1,130	1,077
		47,822	50,969

The general credit period is payment by the end of the month following the month in which sales took place. Therefore, all the current balances above are within two months from the invoice date.

一般信貸於銷售月份後的月份完結時到期。因此，上述所有未到期結餘均在發票日期後兩個月內到期。

Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

管理層備有信貸政策，並會持續監察該等信貸風險。

The credit terms given to the customers vary and are generally based on the financial strength of the individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

信貸乃因應個別客戶之財務狀況而釐定。為有效地管控有關應收貿易賬項之信貸風險，本集團會定期評估顧客之信用狀況。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期 財務報告附註

(除另有指示，均按港幣計算)

11 Cash and cash equivalents

11 現金及等同現金項目及銀行存款

		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Bank deposits within three months of maturity when placed	存放時到期日為三個月內的銀行存款	44,536	51,280
Cash at bank and in hand	銀行結存及現金	55,688	46,438
Cash and cash equivalents in the consolidated statement of financial position and condensed consolidated cash flow statement	綜合財務狀況表及綜合現金流量表中的現金及等同現金項目	100,224	97,718
Bank deposits with more than three months to maturity when placed	存放時到期日為超過三個月期的銀行存款	57,916	50,882

12 Trade and other payables

12 應付貿易及其他賬項

		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Trade payables	應付貿易賬項	30,007	46,300
Other creditors and accrued charges	其他應付賬項	55,489	58,160
		85,496	104,460

The ageing of trade payables as at the end of the reporting period is as follows:

應付貿易賬項於結算日之賬齡如下：

		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Current and less than 1 month past due	未到期及過期日少於一個月	28,318	44,443
1 to 3 months past due	過期日為一至三個月	1,331	1,574
3 to 6 months past due	過期日為三至六個月	340	247
More than 6 months past due	過期日多於六個月	18	36
		30,007	46,300

The Group's general payment terms are one to two months from the invoice date. Therefore, the current and less than 1 month past due balances above are mostly within two to three months from the invoice date.

本集團的一般付款條款是於發票日期後一至兩個月內到期。因此，上述未到期及過期日少於一個月的結餘大部份均在發票日後兩至三個月內到期。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

未經審核中期 財務報告附註

(除另有指示，均按港幣計算)

13 Capital commitments

Capital commitments outstanding at 30 June 2016 not provided for in the interim financial report were as follows:

		At 30 June 2016 於二零一六年 六月三十日 \$'000 千元	At 31 December 2015 於二零一五年 十二月三十一日 \$'000 千元
Contracted for	已訂約	—	—
Authorised but not contracted for	已批准但未訂約	7,343	6,750
		7,343	6,750

13 資本承擔

於二零一六年六月三十日，未在中期財務報表中撥備之未付資本承擔詳情如下：

14 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in this interim financial report, the Group entered into the following material related party transactions:

Transactions with group companies

14 重大關連人士交易

除本中期財務報表另有披露之交易及結餘外，本集團已訂立以下重大關連人士交易：

集團內主要關連交易

		Note 附註	Amounts 金額		Due from/(to) balances 應收/(付)結存	
			Six months ended 30 June 截至六月三十日止六個月		At 30 June 2016	At 31 December 2015
			2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元	於二零一六年 六月三十日 \$'000 千元	於二零一五年 十二月三十一日 \$'000 千元
Purchases from:	購自	(i)				
— intermediate holding company	— 中介控股公司		1,016	1,731	(301)	(342)
— fellow subsidiaries	— 同系附屬公司		60	2,504	—	(60)
— related companies	— 關連公司		12,098	9,003	(4,840)	(957)
Sales to:	售予	(i)				
— intermediate holding company	— 中介控股公司		91,724	78,732	9,686	7,124
— fellow subsidiaries	— 同系附屬公司		121	54	5	16
Royalty payments to:	支付專利權費用予	(ii)				
— intermediate holding company	— 中介控股公司		327	503	(14)	(12)
— a related company	— 關連公司		1,011	1,075	(3,978)	(4,059)
Sales of raw materials to	原料售予					
— fellow subsidiary	— 同系附屬公司		14	—	—	—
Interest expense payable to	利息支出					
— an intermediate holding company	— 中介控股公司	(iii)	2,582	2,084	(438)	(405)
Advertising and promotion subsidy from	收中介控股公司廣告					
— an intermediate holding company	— 及市場推廣補貼	(iv)	10,706	13,917	—	—

14 Material related party transactions (Continued)

Transactions with group companies (Continued)

- (i) Sales to and purchases from group companies were carried out at terms mutually agreed by both parties.

Related companies are related to the Group as their ultimate holding company has a significant influence over the Group.

- (ii) Royalties are payable to intermediate holding companies and a minority shareholder for the use of certain trademarks pursuant to relevant licensing agreements.

- (iii) Interest expense was paid for the loan from an intermediate holding company.

- (iv) Advertising and promotion subsidy was received from an intermediate holding company for promotion of certain brands in the PRC.

These transactions also constitute connected transactions under the Listing Rules, except for the purchases from related companies, which the directors do not consider to be connected transactions under the Listing Rules.

14 重大關連人士交易 (續)

集團內主要關連交易 (續)

- (i) 此等交易按雙方同意之條款進行。

關連公司與本集團有關連因其最終控股公司對本集團有重大影響。

- (ii) 專利權是指就有關特許合同所訂，因使用個別商標支付予中介控股公司及一非控股股東的費用。

- (iii) 利息支出乃支付從中介控股公司獲得的貸款。

- (iv) 從中介控股公司收取的廣告及市場推廣補貼乃補貼若干品牌在中國的推廣。

根據上市規則，此等交易（購自關連公司之交易除外）構成關連交易。因應有關條例，本公司董事對購自關連公司之交易不考慮為關連交易。



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SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

ANNOUNCEMENT OF THE 2016 INTERIM RESULTS

INTERIM RESULTS

The Board of Directors of San Miguel Brewery Hong Kong Limited (the “Company”) submit herewith the unaudited consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2016. The interim results are unaudited, but have been reviewed by the Company’s Audit Committee.

CONSOLIDATED INCOME STATEMENT — UNAUDITED

(Expressed in Hong Kong dollars)

		Six months ended 30 June	
		2016	2015
	<i>Note</i>	\$'000	\$'000
Revenue	3	259,520	272,271
Cost of sales		(150,351)	(160,368)
Gross profit		109,169	111,903
Other net income		19,942	20,200
Selling and distribution expenses		(82,867)	(99,704)
Administrative expenses		(40,682)	(39,823)
Other operating expenses		(3,971)	(4,277)
Profit/(loss) from operations		1,591	(11,701)
Finance costs	4(a)	(2,645)	(2,154)
Loss before taxation	4	(1,054)	(13,855)
Income tax	5	—	—
Loss for the period		(1,054)	(13,855)

CONSOLIDATED INCOME STATEMENT — UNAUDITED *(Continued)**(Expressed in Hong Kong dollars)*

		Six months ended 30 June	
		2016	2015
	<i>Note</i>	\$'000	\$'000
Attributable to:			
Equity shareholders of the Company		(611)	(14,641)
Non-controlling interests		(443)	786
Loss for the period		(1,054)	(13,855)
Loss per share			
— Basic (cents)	<i>7(a)</i>	(0.2)	(3.9)
— Diluted (cents)	<i>7(b)</i>	N/A	N/A

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME — UNAUDITED*(Expressed in Hong Kong dollars)*

	Six months ended 30 June	
	2016	2015
	\$'000	\$'000
Loss for the period	(1,054)	(13,855)
	-----	-----
Other comprehensive income for the period (after tax):		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of:		
— financial statements of subsidiaries outside Hong Kong	7,159	(111)
— monetary items that form part of the net investment in subsidiaries outside Hong Kong	(7,440)	123
	-----	-----
	(281)	12
	-----	-----
Total comprehensive income for the period	(1,335)	(13,843)
	=====	=====
Attributable to:		
Equity shareholders of the Company	(1,459)	(14,621)
Non-controlling interests	124	778
	-----	-----
Total comprehensive income for the period	(1,335)	(13,843)
	=====	=====

CONSOLIDATED STATEMENT OF FINANCIAL POSITION — UNAUDITED

(Expressed in Hong Kong dollars)

		At 30 June 2016 \$'000	At 31 December 2015 \$'000
	<i>Note</i>		
Non-current assets			
Property, plant and equipment		383,775	416,822
Investment properties		128,635	98,457
Interests in leasehold land held for own use under operating leases		80,259	82,102
		<u>592,669</u>	<u>597,381</u>
Intangible assets		5,156	5,163
Other tangible assets		86	—
		<u>597,911</u>	<u>602,544</u>
Current assets			
Inventories		39,278	52,431
Trade and other receivables	8	59,279	68,772
Amounts due from holding companies and fellow subsidiaries		9,704	7,157
Amount due from related companies		229	262
Bank deposits		57,916	50,882
Cash and cash equivalents		100,224	97,718
		<u>266,630</u>	<u>277,222</u>
Current liabilities			
Trade and other payables	9	(85,496)	(104,460)
Loan from an intermediate holding company		(25,458)	—
Amounts due to holding companies and fellow subsidiaries		(6,378)	(5,375)
Amounts due to related companies		(8,818)	(5,016)
		<u>(126,150)</u>	<u>(114,851)</u>
Net current assets		<u>140,480</u>	<u>162,371</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION — UNAUDITED *(Continued)*
(Expressed in Hong Kong dollars)

	At 30 June	At 31 December
	2016	2015
<i>Note</i>	\$'000	\$'000
Total assets less current liabilities	738,391	764,915
	-----	-----
Non-current liabilities		
Loan from an intermediate holding company	(165,474)	(190,747)
Retirement benefit liabilities	(27,023)	(26,939)
Deferred tax liabilities	(2,243)	(2,243)
	-----	-----
	(194,740)	(219,929)
	-----	-----
NET ASSETS	543,651	544,986
	=====	=====
CAPITAL AND RESERVES		
Share capital and other statutory capital reserves	252,524	252,524
Other reserves	318,057	319,516
	-----	-----
Total equity attributable to equity		
shareholders of the Company	570,581	572,040
Non-controlling interests	(26,930)	(27,054)
	-----	-----
TOTAL EQUITY	543,651	544,986
	=====	=====

NOTES:

(Expressed in Hong Kong dollars)

1 BASIS OF PREPARATION

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 26 August 2016.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2015 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2016 annual financial statements. Details of these changes in accounting policies are set out in note 2.

Notwithstanding the negative net cash balances position of the Group, the Company’s intermediate holding company, namely San Miguel Brewery Inc., a listed company in the Republic of the Philippines, has committed to provide continuing support to enable the Group to operate as a going concern and meet its liabilities as they fall due for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2015 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim financial report is unaudited but has been reviewed by the Company’s Audit Committee.

The financial information relating to the financial year ended 31 December 2015 that is included in the interim financial report as being previously reported information does not constitute the Company’s statutory financial statements for the financial year but is derived from those financial statements. Statutory audited financial statements for the year ended 31 December 2015 are available from the Company’s registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 4 February 2016.

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of amendments of HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- Amendments to HKAS 1, *Disclosure initiative*
- Amendments to HKAS 16 and HKAS 38, *Clarification of acceptable methods of depreciation and amortisation*
- *Annual Improvements to HKFRSs 2012-2014 Cycle*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the manufacture and distribution of bottled, canned and draught beers.

As the Group's revenue is entirely attributable to these activities, no analysis by activity is provided.

Revenue represents the invoiced value of products sold, net of discounts, returns, value added tax and consumption tax.

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting

(i) Segment results, assets and liabilities

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the periods ended 30 June 2016 and 2015 is set out below:

	Six months ended 30 June					
	Hong Kong		Mainland China		Total	
	2016	2015	2016	2015	2016	2015
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue from						
external customers	184,634	182,751	74,886	89,520	259,520	272,271
Inter-segment						
revenue	152	86	—	—	152	86
Reportable						
segment revenue	184,786	182,837	74,886	89,520	259,672	272,357
Reportable segment						
(loss)/profit						
from operations	(6,530)	(19,230)	5,476	5,375	(1,054)	(13,855)
	Hong Kong		Mainland China		Total	
	At 30 June	At 31 December	At 30 June	At 31 December	At 30 June	At 31 December
	2016	2015	2016	2015	2016	2015
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Reportable						
segment assets	1,171,615	1,179,474	74,551	81,479	1,246,166	1,260,953
Reportable segment						
liabilities	268,419	270,414	431,852	443,310	700,271	713,724

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

	Six months ended 30 June	
	2016	2015
	\$'000	\$'000
Revenue		
Reportable segment revenue	259,672	272,357
Elimination of inter-segment revenue	(152)	(86)
Consolidated revenue	<u>259,520</u>	<u>272,271</u>
Loss		
Reportable segment loss from operations	(1,054)	(13,855)
Elimination of inter-segment profits	—	—
Reportable segment loss derived from Group's external customers and consolidated loss before taxation	<u>(1,054)</u>	<u>(13,855)</u>
	At 30 June	At 31 December
	2016	2015
	\$'000	\$'000
Assets		
Reportable segment assets	1,246,166	1,260,953
Elimination of inter-segment receivables	(381,624)	(381,187)
Consolidated total assets	<u>864,542</u>	<u>879,766</u>
Liabilities		
Reportable segment liabilities	700,271	713,724
Elimination of inter-segment payables	(381,624)	(381,187)
	318,647	332,537
Deferred tax liabilities	<u>2,243</u>	<u>2,243</u>
Consolidated total liabilities	<u>320,890</u>	<u>334,780</u>

3 REVENUE AND SEGMENT REPORTING *(Continued)*

(b) Segment reporting *(Continued)*

(iii) *Geographic information*

The following table sets out information about the geographic location of (i) the Group's revenue from external customers and (ii) the Group's fixed assets, intangible assets and other tangible assets ("specified non-current assets"). The geographic location of customers is based on the country of establishment of each customer. The geographic location of the specified non-current assets is based on the physical location of the assets, in the case of fixed assets and other tangible assets and, the location of the operation to which they are allocated, in the case of intangible assets.

	Revenue from external customers		Specified non-current assets	
	Six months ended 30 June		At 30 June	At 31 December
	2016	2015	2016	2015
	\$'000	\$'000	\$'000	\$'000
Hong Kong (place of domicile)	137,246	144,919	571,265	575,006
Mainland China	28,547	46,159	26,560	27,538
Philippines	90,778	78,732	—	—
Others	2,949	2,461	—	—
	122,274	127,352	26,560	27,538
	259,520	272,271	597,825	602,544

4 LOSS BEFORE TAXATION

	Six months ended 30 June	
	2016	2015
	\$'000	\$'000
Loss before taxation is arrived at after charging/(crediting):		
(a) Finance costs		
Interest expense on loan from an intermediate holding company wholly repayable within five years	2,581	2,084
Bank charges	64	70
	<u>2,645</u>	<u>2,154</u>
(b) Staff costs		
Retirement costs	5,908	6,071
Salaries, wages and other benefits	57,668	59,539
	<u>63,576</u>	<u>65,610</u>
(c) Other items:		
Amortisation on land lease premium	1,275	1,301
Depreciation		
— Property, plant and equipment	8,656	9,580
— Investment properties	2,221	1,365
Cost of inventories	149,014	158,790
Provision for impairment losses on trade and other receivables	200	160
	<u>200</u>	<u>160</u>

5 INCOME TAX

Taxation in the consolidated income statement represents:

	Six months ended 30 June	
	2016	2015
	\$'000	\$'000
Current tax — Outside Hong Kong		
— Provision for the period	—	—
	-----	-----
Deferred tax		
— Origination and reversal of temporary differences	—	—
	-----	-----
Income tax charge	—	—
	=====	=====

The statutory tax rate applicable to the Company and other Hong Kong subsidiaries was 16.5% (2015: 16.5%). No provision for Hong Kong Profits Tax for the six months ended 30 June 2016 has been made for the Company and other Hong Kong subsidiaries either because the accumulated tax losses brought forward exceed the estimated assessable profits for the period or the entities sustained losses for taxation purposes.

The statutory tax rate applicable to the subsidiaries established in the People's Republic of China ("PRC") was 25% (2015: 25%). No provision for current taxation has been made for the subsidiaries established in the PRC because the entities sustained losses for taxation purposes.

6 DIVIDENDS

(i) Dividends payable to equity shareholders attributable to the interim period

The Board has resolved that no interim dividends will be declared for 2016.

(ii) Dividends payable to equity shareholders attributable to the previous financial year, approved and paid during the interim period

	Six months ended 30 June	
	2016	2015
	\$'000	\$'000
Final dividend in respect of the previous financial year, approved and paid during the following interim period, of nil per ordinary share (six months ended 30 June 2015: \$0.01 per ordinary share)	—	3,736

7 LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to equity shareholders of the Company for the six months ended 30 June 2016 of \$611,000 (six months ended 30 June 2015: \$14,641,000) and on 373,570,560 ordinary shares (at 30 June 2015: 373,570,560 ordinary shares), being the number of ordinary shares in issue throughout the period.

(b) Diluted loss per share

The diluted loss per share is not presented as the Company does not have dilutive potential ordinary share for both periods presented.

8 TRADE AND OTHER RECEIVABLES

The ageing of trade receivables (net of allowance for doubtful debts) as at the end of the reporting period is as follows:

	At 30 June 2016 \$'000	At 31 December 2015 \$'000
Current	40,797	38,996
Less than 1 month past due	4,954	7,280
1 to 3 months past due	388	3,006
More than 3 months but less than 12 months past due	553	610
More than 12 months past due	1,130	1,077
	<u>47,822</u>	<u>50,969</u>

The general credit period is payment by the end of the month following the month in which sales took place. Therefore, all the current balances above are within two months from the invoice date.

Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

The credit terms given to the customers vary and are generally based on the financial strength of the individual customer. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

9 TRADE AND OTHER PAYABLES

The ageing of trade payables as at the end of the reporting period is as follows:

	At 30 June 2016 \$'000	At 31 December 2015 \$'000
Current and less than 1 month past due	28,318	44,443
1 to 3 months past due	1,331	1,574
3 to 6 months past due	340	247
More than 6 months past due	18	36
	<u>30,007</u>	<u>46,300</u>

The Group's general payment terms are one to two months from the invoice date. Therefore, the current and less than 1 month past due balances above are mostly within two to three months from the invoice date.

CHAIRMAN'S STATEMENT

FINANCIAL RESULTS

The Group registered a consolidated loss of only HK\$1.1 million in the first semester of 2016, compared to the consolidated loss of HK\$13.9 million in 2015, a significant improvement of 92%. As a result, net loss attributable to equity shareholders for 2016 was HK\$0.6 million, compared to a loss of HK\$14.6 million the previous year. The Group's consolidated revenues ended at HK\$259.5 million, 4.7% lower than the same period in 2015. Gross profit reached HK\$109.2 million, with a gross profit margin of 42.1%.

As of 30 June 2016, cash and cash equivalents and bank deposits amounted to HK\$158.1 million (HK\$148.6 million as of 31 December 2015). Meanwhile, total debt as of 30 June 2016 was at HK\$190.9 million (HK\$190.7 million as of 31 December 2015). Total net assets stood at HK\$543.7 million (HK\$545.0 million as of 31 December 2015), with a debt-to-equity ratio of 0.35 (31 December 2015: 0.35).

DIVIDENDS

The Board resolved that no dividends will be declared for the first six months of 2016.

BUSINESS REVIEW

Hong Kong Operations

Our Hong Kong operations posted a strong recovery in the first half of 2016, as operating losses before net finance costs were reduced by 75%, with total sales volumes growing by 5%. The improvement in loss was a result of several initiatives, including closer monitoring of discounts, reduction in the cost of delivery through process reengineering, and the consolidation of warehousing operations.

In the domestic market, the Company continued to strengthen its presence in the premium specialty and craft beer segments, ensuring we serve different market niches and maintain a diverse portfolio. Last January, we entered into a distribution agreement with Shepherd Neame Limited for the exclusive distribution of Spitfire Kentish Ale, Whitstable Bay Blonde Lager and Whitstable Bay Pale Ale. This was followed by two other agreements; first, with Arcobräu Gräfliches Brauhaus GmbH & Co. KG in March this year for the distribution of Arcobräu, and another one in June with Lion - Beer, Spirits & Wine (NZ) Limited for Steinlager Classic and Mac's Great White. Meanwhile, Kirin beer brands are doing very well in Hong Kong, with sales consistently growing by double-digits since their launch in 2012.

Our own brands, San Miguel Cerveza Negra and Red Horse Beer, launched in July 2014 and February 2015 respectively, have been received well by the market. In the first half of 2016, San Miguel Cerveza Negra and Red Horse Beer registered a 38% and 93% volume growth over the same period last year.

Our flagship San Miguel Pale Pilsen registered significant quarter-on-quarter volume and revenue improvements, particularly in the wholesaler channel. Our wholesaler trade programs, helped push our products, while our market-wide promotion “Cheers For Your Dream”, under the “Real Friends” campaign have drawn more drinkers to our brand.

San Mig Light continued to gain popularity in the Hong Kong market with double-digit volume and revenue growth. In May, to further enhance the brand’s image and visibility, we sponsored the world-famous Belgian-Greek DJ duo Dimitri Vegas & Like Mike at AsiaWorld-Expo. Our sponsorship of the event, which was targeted at young adults, was complemented by a point-of-sale visibility blitz, online communications and show-related retail promotions.

Meanwhile, the Company was able to buck industry trend in Macau with a sales volume growth of 4% through increased participation in on-premise outlets.

South China Operations

Our consolidated South China operations posted significant improvement in the first half of 2016, as operating losses were reduced by more than half over the same period last year. We attribute this improvement to effective discount management, streamlining of our product value chain and higher export business of San Miguel (Guangdong) Brewery Company Limited (“SMGB”).

Sales volumes of Guangzhou San Miguel Brewery Company Limited (“GSMB”) declined as the beer industry in South China contracted. A significant portion of the volume decline came from on-premise outlets, especially night-outlets, where contraction was particularly high. To manage the situation, GSMB implemented tactical discounts and promotion activities which pushed spending efficiency while improving cost management. As a result, GSMB was able to end the first half of 2016 with a 5% improvement in operating loss.

To increase visibility for San Miguel Pale Pilsen, we launched the “Heritage and Quality” campaign in April. We released a new commercial that aired on various television channels and online media platforms. We reinforced the campaign with point-of-sale visibility and the use of social media.

GSMB will also continue to expand its draught beer business with the continued roll out of San Miguel Pale Pilsen and Cerveza Negra in Shenzhen and Guangzhou amidst positive response from the market.

In May, GSMB launched Dragon Qingchun in 500ml cans in Shunde, to meet the growing demand for a bigger-sized canned variant. Meanwhile, to improve our penetration in the premium specialty beer segment, we released the imported San Miguel Cerveza Negra and Red Horse Beer in small bottles starting last June.

SMGB, which serves as one of the production bases for San Miguel Brewing International Limited's export business, delivered double-digit growth in export sales revenues in the first six months of 2016.

We need to work harder to improve our South China operations. As we move forward, we will continue to balance sales and profitability in the effort to operate a viable business in this highly important market.

OUTLOOK

We remain optimistic about our performance in the next six months. We are confident that the plans and programs we have put in place will ensure we put the right products in the right markets.

We thank our employees for their efforts and their perseverance. We would also like to extend our gratitude to the members of our Board for their continued guidance and support. Finally, we thank all our customers and business associates for their continued patronage and trust.

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

There was no purchase, sale or redemption by the Company or any of its subsidiaries of its listed shares during the six months ended 30 June 2016.

CORPORATE GOVERNANCE

The Company has applied the principles as set out in the Corporate Governance Code (the "CG Code"), contained in Appendix 14 of the Listing Rules during the six months ended 30 June 2016, save for the deviation discussed below:

- All of the non-executive directors are not appointed for a specific term (Code Provision A.4.1 of the CG Code) but are subject to retirement by rotation once every three years and re-election at the annual general meeting under the Company's Articles of Association.

PUBLICATION OF DETAILED INTERIM RESULTS

A detailed results announcement containing all the information required by the Listing Rules will be published on the website of The Stock Exchange of Hong Kong Limited and the Company's website (<http://info.sanmiguel.com.hk>) in due course.

By order of the Board

Ramon S. Ang

Chairman

Hong Kong, 26 August 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Katsuhiko Matsumoto and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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**SAN MIGUEL BREWERY
HONG KONG LTD.**

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 236)

POSTPONEMENT OF BOARD MEETING

Reference is made to the announcement of San Miguel Brewery Hong Kong Limited (the “Company”) dated 21 July 2016 in relation to the meeting of the board of directors (the “Board”) of the Company to be held on 3 August 2016 (the “Board Meeting”) for the purpose of, among other matters, approving the interim results and announcement of the Company and its subsidiaries for the six months ended 30 June 2016.

As Tropical Cyclone Warning Signal No. 8 is currently hoisted in Hong Kong, the Board anticipates that the weather condition may further deteriorate at the time scheduled for the Board Meeting. Accordingly, the Board hereby announces that the Board Meeting will be postponed to 26 August 2016 at 2:00 p.m., at Level 5 Taishan Room, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong.

By Order of the Board
San Miguel Brewery Hong Kong Limited
John K.L. Cheung
Company Secretary

Hong Kong, 1 August 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Katsuhiko Matsumoto and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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DATE OF BOARD MEETING

The board of directors (the “Board”) of San Miguel Brewery Hong Kong Limited (the “Company”) announces that a Board meeting of the Company will be held at Level 5 Taishan Room, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 3 August 2016 at 2:00 p.m. for the purpose of, among other matters, approving the interim results and announcement of the Company and its subsidiaries for the six months ended 30 June 2016.

By Order of the Board
San Miguel Brewery Hong Kong Limited
John K.L. Cheung
Company Secretary

Hong Kong, 21 July 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Katsuhiko Matsumoto and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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VOLUNTARY ANNOUNCEMENT

Entering into a Distribution Agreement with Lion – Beer, Spirits & Wine (NZ) Limited

This is a voluntary announcement made by San Miguel Brewery Hong Kong Limited (the “Company”).

The board of directors (the “Directors”) of the Company (the “Board”) is pleased to announce that on 1 June 2016, the Company, as the purchaser (the “Purchaser”) and Lion – Beer, Spirits & Wine (NZ) Limited, as the vendor (the “Vendor”) entered into a distribution agreement (the “Distribution Agreement”) pursuant to which the Purchaser shall purchase from the Vendor beer products under the brand names “Steinlager Classic” and “Mac’s Great White” to be distributed by the Purchaser in Hong Kong and Macau commencing from 1 June 2016, the date of signing of the distribution agreement by both the Purchaser and the Vendor, to 31 May 2017 (the “Distribution Arrangement”).

The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge, information and belief, the Vendor and its ultimate beneficial owner(s) is a third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). The Company believes that the Distribution Arrangement allows it to broaden its product brand portfolio and benefit from a growth in revenue in addition to the sales of the Company’s own San Miguel products. The Company is also currently in talks with other imported international premium/craft brands for the distribution of their products.

The transactions contemplated under the Distribution Arrangement will be of a revenue nature in the ordinary and usual course of business of the Company under Rule 14.04(1)(g) of the Listing Rules and should not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules nor any connected transaction under Chapter 14A of the Listing Rules.

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 1 June 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Katsuhiko Matsumoto and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND NOMINATION COMMITTEE MEMBER

The Board is pleased to announce the appointment of Mr. Katsuhiko Matsumoto as non-executive director and Mr. Takashi Hayashi as nomination committee member of the Company, with effect from 29 April 2016.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The board of directors (the “Board”) of San Miguel Brewery Hong Kong Limited (the “Company”) is pleased to announce that Mr. Katsuhiko Matsumoto (“Mr. Matsumoto”) has been appointed as non-executive director of the Company with effect from 29 April 2016.

Mr. Matsumoto, aged 52, is the Executive Financial Advisor and Director of San Miguel Brewery Inc. and a Director of San Miguel Brewing International Limited (a subsidiary of San Miguel Brewery Inc.). He was the Director of Sales Department of Heineken Kirin K.K. (2013 to March 2016), General Sales Manager, Miyagi Branch of Kirin Beer Marketing Co., Ltd. (2012-2013) and General Sales Manager, Miyagi Branch of Kirin Brewery Co., Ltd. (2010-2012). He also served as the Project Leader of V10 Propulsion (Organization climate reforming) of Kirin Brewery Co., Ltd. (2007 – 2010); Manager, Planning Department of Kirin Brewery Co., Ltd. (2005-2007); and Manager, Kinki Modern Trade Chain Department of Kirin Brewery Co., Ltd. (2001 – 2005). Mr. Matsumoto graduated from Waseda University with a bachelor’s degree in Economics in 1987.

Save for his directorships as disclosed above, Mr. Matsumoto has not held any directorships in any publicly listed companies or other major appointment in the past three years. Apart from being a non-executive director, Mr. Matsumoto does not hold any other position in the Company or its subsidiaries.

Mr. Matsumoto has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director’s fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the Remuneration Committee and the Board under the authority granted by shareholders at annual general meetings. Mr. Matsumoto’s appointment as non-executive director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company.

Mr. Matsumoto does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), other than as nominee director of such substantial shareholders or controlling shareholders to their subsidiaries or affiliated companies as stated above.

As at the date of this announcement, Mr. Matsumoto has the following beneficial interests in the issued share capital of the Company's associated corporations:

**Number of common shares
in San Miguel Brewery Inc.**

	<i>Number of</i>	<i>% of total</i>
	<i>shares held</i>	<i>issued shares</i>
Common (par value of 1 Philippine peso each):	5,000*	0.000033%

* corporate interest

All the interests held by Mr. Matsumoto represent long positions.

As at the date of this announcement, save as disclosed above, Mr. Matsumoto does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save for the information disclosed above, Mr. Matsumoto has confirmed that there is no other information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor any other matters relating to his appointment that need to be brought to the attention of the Company's shareholders.

The Board would like to express its warm welcome to Mr. Matsumoto on his appointment.

APPOINTMENT OF NOMINATION COMMITTEE MEMBER

The Board is also pleased to announce the appointment of Mr. Takashi Hayashi (Mr. Hayashi") as member of the nomination committee of the Company with effect from 29 April 2016. Mr. Hayashi is currently a non-executive director of the Company.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 29 April 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Katsuhiko Matsumoto and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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POLL RESULTS OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that (a) the resolutions set out in the notice of the AGM dated 30 March 2016 were duly passed by way of poll at the AGM held on 29 April 2016 and (b) the resolutions for approving the Master Agreement, the terms and the transactions contemplated thereunder and the Annual Caps for the three years ending 31 December 2019 as set out in the notice of the EGM dated 14 April 2016 were duly passed by way of poll at the EGM held on the same date.

Reference is made to (i) the notice of annual general meeting of the Company (the “AGM”) dated 30 March 2016 and (ii) the notice of extraordinary general meeting of the Company (the “EGM”) dated 14 April 2016 and (iii) the circular of the Company dated 14 April 2016 (the “Circular”) in relation to the Master Agreement, the terms and the transactions contemplated thereunder and the Annual Caps for the three years ending 31 December 2019.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineer at the AGM and the EGM for the purpose of vote-taking. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

The AGM was held on 29 April 2016. The number of issued Shares as at the date of the AGM was 373,570,560 Shares, which was the total number of Shares entitled to attend and vote for or against the resolutions proposed at the AGM. No Shareholder was entitled to attend and abstain from voting in favour of any of the resolutions in the AGM under Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). There was no Shareholder who was required to abstain from voting on the resolutions in the AGM under the Listing Rules.

Set out below are the results of voting at the AGM, which was conducted by way of poll:

Ordinary Resolutions		No. of Shares Voted (%)		Total No. of Shares Voted
		For	Against	
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2015 together with the reports of the directors and the independent auditors thereon.	247,479,269 (99.999192%)	2,000 (0.000808%)	247,481,269 (100%)
2.	(a) To re-elect executive director:			
	(i) To re-elect Mr. Ramon G. Torralba as director.	247,480,869 (99.999353%)	1,600 (0.000647%)	247,482,469 (100%)
3.	(b) To re-elect non-executive directors:			
	(ii) To re-elect Mr. Takashi Hayashi as director.	247,480,469 (99.999192%)	2,000 (0.000808%)	247,482,469 (100%)
	(iii) To re-elect Mr. Roberto N. Huang as director.	247,482,469 (100%)	0 (0%)	247,482,469 (100%)
	(iv) To re-elect Mr. Takeshi Wada as director	247,480,469 (99.999192%)	2,000 (0.000808%)	247,482,469 (100%)
	(c) To elect non-executive director:			
	(v) To elect Mr. Katsuhiko Matsumoto as director	247,480,469 (99.999192%)	2,000 (0.000808%)	247,482,469 (100%)
	(d) To authorise the board of directors of the Company to fix the directors' remuneration.	247,478,869 (99.998545%)	3,600 (0.001455%)	247,482,469 (100%)
4.	To re-appoint KPMG as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.	247,482,469 (100%)	0 (0%)	247,482,469 (100%)

On the basis of the votes set out above, as more than 50% of the eligible votes were cast in favour of the resolutions, the resolutions were duly passed.

RESULTS OF THE EGM

The EGM was held on 29 April 2016. The number of issued Shares as at the date of the EGM was 373,570,560 Shares. In view of the interest of the San Miguel Group in the Continuing Connected Transactions, as stated in the Circular, the San Miguel Group, which control 245,720,800 Shares (representing approximately 65.78% of the issued share of the Company as at the date of the EGM), abstained from voting on the resolutions at the EGM. Accordingly, the total number of Shares held by the Independent Shareholders entitled to attend and vote for or against the resolutions proposed at the EGM was 127,849,760 (representing approximately 34.22% of the issued share of the Company as at the date of the EGM). There was no Independent Shareholder who abstained from voting in favour of the resolutions under Rule 13.40 of the Listing Rules. Save for the San Miguel Group, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the EGM.

Set out below are the results of voting at the EGM, which was conducted by way of poll:

Ordinary Resolution		No. of Shares Voted (%)		Total No. of Shares Voted
		For	Against	
1.	To approve the Master Agreement, the terms and the transactions contemplated thereunder and the Annual Caps for the three years ending 31 December 2019 as set out in the Circular.	2,001,906 (100%)	0 (0%)	2,001,906 (100%)

On the basis of the votes set out above, as more than 50% of the eligible votes were cast in favour of the resolution, the resolution was duly passed.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 29 April 2016

As at the date hereof, the Board of the Company is comprised of the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Katsuhiko Matsumoto and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

NOTIFICATION LETTER 通知信函

14 April 2016

Dear Shareholder,

San Miguel Brewery Hong Kong Ltd. (the "Company")

– Notice of Publication of Circular & Proxy Form of Extraordinary General Meeting ("Current Corporate Communication")

The Company's Extraordinary General Meeting will be held at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) on Friday, 29 April 2016 at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong. The English and Chinese versions of the Company's Current Corporate Communication are available on the Company's website at info.sanmiguel.com.hk and the HKEx news's website at www.hkexnews.hk. If you have chosen to receive the Corporate Communication[#] in printed form(s), the arranged printed form(s) of the Current Corporate Communication is enclosed.

If you would like to receive a printed version of the Current Corporate Communication in English language version only, or in Chinese language version only or in both English and Chinese language versions, or if you would like to change your choice of language(s) and/or means of receipt of the Company's future Corporate Communication, please complete the Change Request Form on the reverse side and sign and return it by post or by hand to the Company c/o the Company's share registrar in Hong Kong (the "Hong Kong Share Registrar"), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. If you post your reply in Hong Kong, you may use the mailing label in the Change Request Form and need not to affix a stamp on the envelope when returning your Change Request Form. Otherwise, please affix an appropriate stamp. You may also send an email with a scanned copy of the Change Request Form to sanmiguel.ecom@computershare.com.hk. The Change Request Form may also be downloaded from the Company's website at info.sanmiguel.com.hk or the HKExnews's website at www.hkexnews.hk.

If you have chosen (or are deemed to have consented) to read the website version of the Corporate Communication but for any reason you have difficulty in receiving or gaining access to the Current Corporate Communication, the Company will promptly upon your request send the Current Corporate Communication to you in printed form free of charge.

You are entitled at any time by reasonable notice in writing to the Company c/o the Hong Kong Share Registrar or by email to sanmiguel.ecom@computershare.com.hk to change your choice of language(s) and/or means of receipt of future Corporate Communication, notwithstanding any contrary instructions previously conveyed by you to the Company.

Should you have any queries in relation to this letter, please call the Hong Kong Share Registrar's telephone hotline at (852) 2862 8688 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays.

Yours faithfully,
By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

各位股東：

香港生力啤酒廠有限公司 (「本公司」)

– 股東特別大會通函及代表委任表格 (「本次公司通訊」) 之發佈通知

本公司之股東特別大會將於 2016 年 4 月 29 日 (星期五) 下午 3 時 45 分 (或緊隨本公司於同日同地召開之股東周年大會結束或休會後) 假座香港中區法院道太古廣場二期港島香格里拉大酒店五樓香島殿舉行。本公司的本次公司通訊之中、英文版本已上載於本公司網站 info.sanmiguel.com.hk 及香港交易所披露易網站 www.hkexnews.hk, 歡迎查閱。如閣下已選擇收取公司通訊[#]之印刷本, 本次公司通訊已按閣下所選定的公司通訊語言版本隨本函附上。

如閣下欲僅收取本次公司通訊之英文印刷本、或僅收取中文印刷本, 或同時收取英文及中文印刷本, 或欲選擇有別於閣下所選擇的公司通訊語言版本及/或收取方式, 以更改收取本公司日後公司通訊之語言版本及/或收取方式之選擇, 請閣下填妥在本函背面的變更申請表, 並在變更申請表上簽名, 然後把變更申請表寄回或親手交回本公司之香港證券登記處香港中央證券登記有限公司 (「香港證券登記處」), 地址為香港灣仔皇后大道東 183 號合和中心 17M 樓。倘若閣下在香港投寄, 可使用變更申請表內的郵寄標籤寄回, 而毋須在信封上貼上郵票; 否則, 請貼上適當的郵票。閣下亦可把已填妥之變更申請表的掃描副本電郵至 sanmiguel.ecom@computershare.com.hk。變更申請表可於本公司網站 info.sanmiguel.com.hk 或香港交易所披露易網站 www.hkexnews.hk 內下載。

如閣下已選擇 (或被視為已同意) 查閱公司通訊之網上版本但因任何理由以致收取或接收本次公司通訊上出現困難, 只要閣下提出要求, 本公司將儘快寄上所要求的本次公司通訊的印刷本, 費用全免。

閣下可以隨時透過香港證券登記處以書面或透過電郵至 sanmiguel.ecom@computershare.com.hk 通知本公司, 更改日後收取本公司通訊之語言版本及/或收取方式的選擇, 儘管閣下早前曾向本公司作出任何其他指示。

閣下如有任何與本函內容有關的疑問, 請致電香港證券登記處電話熱線 (852) 2862 8688, 辦公時間為星期一至星期五 (公眾假期除外) 上午 9 時正至下午 6 時正。

承董事會命
香港生力啤酒廠有限公司
公司秘書
張嘉麟
謹啟

2016 年 4 月 14 日

[#] Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of its securities, including but not limited to (a) the directors' report, its annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the annual report and, where applicable, its summary annual report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

[#] 公司通訊指本公司刊發或將予刊發以供其任何證券持有人參照或採取行動的任何文件, 包括但不限於: (a) 董事會報告、其年度帳目連同核數師報告及財務摘要報告 (如適用); (b) 年度報告及其年度摘要報告 (如適用); (c) 會議通告; (d) 上市文件; (e) 通函; 及 (f) 代表委任表格。

Name(s) and address of Shareholder(s):
股東之姓名及地址:

Change Request Form 變更申請表

To: San Miguel Brewery Hong Kong Ltd. (the "Company")
(Stock Code: 236)
c/o Computershare Hong Kong Investor Services Limited
17M Floor,
Hopewell Centre, 183 Queen's Road East,
Wanchai, Hong Kong

致: 香港生力啤酒廠有限公司 (「本公司」)
(股份代號: 236)
經香港中央證券登記有限公司
香港灣仔皇后大道東 183 號
合和中心 17M 樓

I/We have already received a printed copy of the Current Corporate Communication in Chinese / English or have chosen (or am/are deemed to have consented) to read the Current Corporate Communication posted on the Company's website:

本人/我們已收取本次公司通訊之英文/中文印刷本或已選擇(或被視為已同意)查閱 貴公司網站所登載之本次公司通訊:

Part A I/We would like to receive a printed version of the Current Corporate Communication of the Company in the manner as indicated below:

甲部 本人/我們現欲以下列方式收取 貴公司本次公司通訊之語言印刷本:

(Please mark **ONLY ONE (X)** of the following boxes 請從下列選擇中, 僅在其中一個空格內劃上「X」號)

☐

I/We would like to receive a **printed copy in English**.

本人/我們現欲收取一份英文印刷本。

☐

I/We would like to receive a **printed copy in Chinese**.

本人/我們現欲收取一份中文印刷本。

☐

I/We would like to receive **both the printed English and Chinese copies**.

本人/我們現欲收取英文和中文各一份印刷本。

Part B I/We would like to change the choice of language(s) and/or means of receipt of future Corporate Communication of the Company as indicated below:

乙部 本人/我們現欲更改以下列方式收取 貴公司日後公司通訊之語言版本及/或收取方式:

(Please mark **ONLY ONE (X)** of the following boxes 請從下列選擇中, 僅在其中一個空格內劃上「X」號)

☐

to read the version of the Corporate Communication in electronic form published, in both English and Chinese languages on the Company's website at info.sanmiguel.com.hk in place of receiving printed copies, and receive a printed notification letter of the publication of the Corporate Communication on the Company's website every time that the Company publishes a Corporate Communications in its website; **OR**

查閱登載於本公司網站 info.sanmiguel.com.hk 之公司通訊之英文及中文電子版本, 以代替印刷本, 並於每次本公司於網站刊發公司通訊時, 收取有關公司通訊已在本公司網站刊發之通知信函印刷本; **或**

☐

to receive the **printed English version** of all future Corporate Communications **ONLY**; **OR**

僅收取所有日後公司通訊之英文印刷本; **或**

☐

to receive the **printed Chinese version** of all future Corporate Communications **ONLY**; **OR**

僅收取所有日後公司通訊之中文印刷本; **或**

☐

to receive both the **printed English and Chinese versions** of all future Corporate Communications.

同時收取所有日後公司通訊之英文及中文印刷本。

Date
日期

Contact telephone number

聯絡電話號碼

Signature(s)

簽名

Notes 附註:

- Please complete all your details clearly. Please specify your name and address clearly in ENGLISH BLOCK LETTERS on the top left hand corner in this Change Request Form if you downloaded this form from the web.
請 閣下清楚填寫所有資料。倘若 閣下從網上下載本變更申請表, 請於本表左上方用英文正楷清楚註明 閣下的姓名及地址。
- If your shares are held in joint names, the shareholder whose name stands first on the register of members of the Company in respect of the joint holding should sign on this Change Request Form in order to be valid.
如屬聯名股東, 則本變更申請表須由該名於本公司股東名冊上就聯名持有股份其姓名位列首位的股東簽署, 方為有效。
- Any form with more than one box marked (X), with no box marked (X), with no signature or otherwise incorrectly completed will be void.
如在本表格作出超過一項選擇、或未有作出選擇、或未有簽署、或在其他方面填寫不正確, 則本表格將會作廢。
- For the avoidance of doubt, we do not accept any special instructions written on this Change Request Form.
為免存疑, 任何在本變更申請表上的額外手寫指示, 本公司將不予處理。
- Please note that both printed English and Chinese versions of all the Company's Corporate Communication which we have sent to our shareholders in the past 12 months are available from the Company on request. They are also available on the Company's website (info.sanmiguel.com.hk) for five years from the date of first publication.
本公司備有於過去12個月曾寄發予股東的公司通訊的中、英文版印刷本, 可供索取。該等通訊文件亦由首次登載日期起計, 持續5年載於本公司網站(info.sanmiguel.com.hk)上。

Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of its securities, including but not limited to (a) the directors' report, its annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the annual report and, where applicable, its summary annual report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

公司通訊指本公司發出或將予發出以供其任何證券持有人參照或採取行動的任何文件, 包括但不限於: (a)董事會報告、其年度帳目連同核數師報告及財務摘要報告(如適用); (b)年度報告及其年度摘要報告(如適用); (c)會議通告; (d)上市文件; (e)通函; 及(f)代表委任表格。

郵寄標籤 MAILING LABEL

香港中央證券登記有限公司
Computershare Hong Kong Investor Services Limited
簡便回郵號碼 Freepost No. 37
香港 Hong Kong

閣下寄回此變更申請表時, 請將郵寄標籤剪貼於信封上。

如在本港投寄毋須貼上郵票。

Please cut the mailing label and stick this on the envelope to return this Change Request Form to us.

No postage stamp necessary if posted in Hong Kong.

SMBH-14042016-1(7)



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Stock Code: 236)

PROXY FORM

I/We, being the registered holder(s) of San Miguel Brewery Hong Kong Limited (the “Company”), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 1) to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on **29 April 2016, Friday at 3:45 p.m.** (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) thereof in respect of the ordinary resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 8)		Signature ^(Note 4)	
Registered Holding ^(Note 2)			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			

ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
To approve the Agreement, the terms and the transactions contemplated thereunder and the relevant proposed annual caps for the three years ending 31 December 2019 as set out in the Circular.		

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of San Miguel Brewery Hong Kong Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 29 April 2016, Friday, at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:** the agreement dated 4 February 2016 (the “**Agreement**”) entered into between San Miguel Corporation and the Company, a copy of which marked as “A” has been produced at the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and the proposed annual caps (the “**Caps**”) in relation to the transactions contemplated under the Agreement for each of the three financial years ending 31 December 2017, 2018 and 2019 as set out in the circular dated 14 April 2016 be and are hereby approved, and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Agreement and the Caps and the transactions thereby contemplated.”

By Order of the Board

San Miguel Brewery Hong Kong Ltd.

John K.L. Cheung

Company Secretary

Hong Kong, 14 April 2016

Registered Office:

9th Floor
Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

Notes:

1. Shareholders are entitled to appoint one or more proxies to attend and vote in their stead at the meeting. A proxy needs not be a shareholder of the Company.
2. To be valid, forms of proxy must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the meeting.
3. The transfer of books and register of members of the Company will be closed from 27 April 2016, Wednesday, to 29 April 2016, Friday, both days inclusive. To qualify for attending the forthcoming extraordinary general meeting of the Company to be held on 29 April 2016, Friday, shareholders should ensure that transfers are lodged at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 26 April 2016, Tuesday.

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in San Miguel Brewery Hong Kong Ltd. (the “**Company**”), you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

CONTINUING CONNECTED TRANSACTIONS

**Independent financial adviser to the Independent Board Committee
and the Independent Shareholders**

ALTUS CAPITAL LIMITED

A letter from the board of directors of the Company is set out on pages 4 to 20 of this circular and a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on page 21 of this circular. A letter from Altus Capital Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 22 to 52 of this circular.

A notice convening an extraordinary general meeting of the Company to be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 29 April 2016, Friday at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) is set out on pages 60 to 61 of this circular. A form of proxy for use by the Independent Shareholders at the extraordinary general meeting is also enclosed. Whether or not you propose to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjourned meeting, should you so wish.

14 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Altus Capital”	Altus Capital Limited, a corporation licensed to carry on type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the Master Agreement and the transactions contemplated thereunder and the respective Annual Caps
“Announcement”	the announcement of the Company dated 4 February 2016 relating to the Continuing Connected Transactions
“Annual Cap(s)”	the maximum annual aggregate value for each of the Continuing Connected Transactions under the Master Agreement for the three years ending 31 December 2019
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	means the board of Directors but for the purpose of expressing the board of Directors’ view on the Continuing Connected Transactions contemplated under the Master Agreement, excludes Mr. Ramon S. Ang who abstained from voting at the board meeting during which such Continuing Connected Transactions were considered in view of his substantial interest in Top Frontier and SMC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	San Miguel Brewery Hong Kong Ltd., a company incorporated in Hong Kong with limited liability, whose shares are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Continuing Connected Transactions”	the following transactions between the Group and the San Miguel Group: (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group; (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group’s wholesale and retail distribution; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group provided that such sales or distribution of packaged beer shall not be carried out in the Philippines, unless through SMB

DEFINITIONS

“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened by the Company at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 29 April 2016, Friday, at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) to consider, and if thought fit, approve the Master Agreement, the Continuing Connected Transactions and the Annual Caps
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board, comprising Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago, all of them being independent non-executive Directors, which has been established by the Board to advise the Independent Shareholders in respect of the Master Agreement, the Continuing Connected Transactions and the Annual Caps
“Independent Shareholder(s)”	the Shareholder(s), other than SMC and its associates
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are independent of and not connected with any Directors, chief executives of the Company, controlling Shareholders and substantial Shareholders and/or any of its Subsidiaries and their respective associates
“Latest Practicable Date”	8 April 2016, being the latest practicable date prior to the bulk printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Agreement”	the agreement dated 4 February 2016 entered into between the Company and SMC in respect of the Continuing Connected Transactions for the period commencing on 1 January 2017 to 31 December 2019

DEFINITIONS

“PRC”	the People’s Republic of China excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.50 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“SMB”	San Miguel Brewery, Inc., a company owned as to approximately 51% by SMC
“SMC”	San Miguel Corporation, an indirect controlling Shareholder of the Company through Neptunia Corporation Limited
“San Miguel Group”	SMC and its associates, excluding the Group, for the purpose of this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Top Frontier”	Top Frontier Investment Holdings, Inc., the ultimate controlling Shareholder of the Company
“%”	per cent

LETTER FROM THE BOARD



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

Executive Director:

Ramon G. Torralba

Non-executive Directors:

Ramon S. Ang, *Chairman*

Carlos Antonio M. Berba, *Deputy Chairman*

May (Michelle) W. M. Chan

Takashi Hayashi

Roberto N. Huang

Takeshi Wada

Registered Office:

9th Floor

Citimark Building

28 Yuen Shun Circuit

Siu Lek Yuen

Shatin, New Territories

Hong Kong

Independent non-executive Directors:

David K. P. Li, GBM, JP (alternate: William C.M. Cheng)

Ng Wai Sun

Reynato S. Puno

Carmelo L. Santiago

14 April 2016

To the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

BACKGROUND

Reference is made to the Announcement.

As stated in the Announcement, the Group has been carrying out the Continuing Connected Transactions with the San Miguel Group for the previous years in the ordinary and usual course of business of the Group including, among other things, (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group; (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group's wholesale and retail distribution; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group.

LETTER FROM THE BOARD

The existing annual caps in respect of the Continuing Connected Transactions will expire on 31 December 2016. Accordingly, on 4 February 2016, the Group and SMC entered into the Master Agreement to renew the annual caps in respect of the Continuing Connected Transactions for the three years ending 31 December 2019.

The purposes of this circular are:

- (i) to provide the Shareholders with further details of the Master Agreement, the Continuing Connected Transactions and the Annual Caps;
- (ii) to set out the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps;
- (iii) to set out the advice from Altus Capital to the Independent Board Committee and the Independent Shareholders on the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps; and
- (iv) to give the Shareholders (a) the notice of the EGM at which resolutions to consider and, if thought fit, approve the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps and other related resolutions will be proposed to the Independent Shareholders, and (b) other information in connection with the Master Agreement and the Continuing Connected Transactions, in accordance with the requirements of the Listing Rules.

The notice of EGM is enclosed herein as part of this circular.

Set out below are the principal terms of the Master Agreement.

THE MASTER AGREEMENT

Date

4 February 2016

Parties

The Company and SMC

LETTER FROM THE BOARD

Continuing Connected Transactions and the Annual Caps

Under the Master Agreement, the Group will enter into the following Continuing Connected Transactions with the San Miguel Group: (i) purchase of packaging materials by the Group from the San Miguel Group; (ii) purchase of packaged beer by the Group from the San Miguel Group; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, provided that such sales or distribution of packaged beer shall not be carried out in the Philippines, unless through SMB. The purchase of packaging materials by the Group from the San Miguel Group is for the production of the Group; while the purchase of packaged beer by the Group from the San Miguel Group is for the Group's wholesale and retail distribution.

Term

Subject to the Independent Shareholders' approval on the Continuing Connected Transactions, the Master Agreement and the proposed Annual Caps, the Master Agreement shall have a term ending on 31 December 2019 and its terms shall apply to the Continuing Connected Transactions for the period commencing on 1 January 2017 to 31 December 2019. In the event that the Master Agreement, Continuing Connected Transactions and the Annual Caps are not approved by the Independent Shareholders, the Company has the right to terminate the Master Agreement.

PRICING POLICY AND INTERNAL CONTROL PROCEDURES

The Logistics Department of the Company is responsible for implementing the pricing policy and the procurement policy of the Group. The pricing policy of the Company in respect of the Continuing Connected Transactions is on an arm's length basis and is consistent with the Group's historical pricing policy in respect of the past transactions between the Group and the San Miguel Group.

The pricing procedures for each type of Continuing Connected Transactions are described below:

(a) Purchase of packaging materials from the San Miguel Group

As stated in the Master Agreement, in respect of the purchase of packaging materials (comprising, but not limited to, cans, bottles, crown seals and crates) by the Group from the San Miguel Group, the prices payable by and the credit terms offered to the Group shall be negotiated between the Group and the San Miguel Group on an annual basis by reference to the prices and credit terms from suppliers which are Independent Third Parties that are able to meet the Group's stringent quality requirements and delivery schedules and if no such comparable reference prices/credit terms are available, the prices/credit terms shall be determined by arms' length negotiations between the Group and the San Miguel Group based upon reasonable commercial principles.

LETTER FROM THE BOARD

The Logistics Department will obtain the price quotations of packaging materials from the San Miguel Group and at least two Independent Third Parties which provide products comparable to the packaging materials supplied by the San Miguel Group in terms of the types of packaging materials (such as cans, bottles, crown seals and crates) which form base price quotations. These base price quotations set out the fixed unit rates or formulae for calculating the actual prices of packaging materials and credit terms of all purchases of packaging materials to occur during the year. The Group only obtains price quotations from approved suppliers of the Group, that is, suppliers whose supply of goods meeting the stringent quality requirements of the Group and have passed the quality checks performed by the Quality Assurance Department of the Group. As most of the Continuing Connected Transactions require a stable supply of materials to the Group to ensure uninterrupted ongoing business operation, the Group only obtained price quotations from suppliers who have a long term business relationship with the Group.

Once the base price quotations are obtained, the Logistics Department will decide upon the percentage of each product to be sourced from each supplier (including the San Miguel Group and the independent suppliers), primarily taking into account the quality of supply, followed by the stability of supply and pricing. The Logistics Department also considers other factors including the supply history of each supplier. It is the Group's policy to, within reason, avoid reliance on any one supplier for individual products and therefore it is generally the case that two or more suppliers will be selected to supply a specified percentage of each individual product for the specified period.

The Logistics Department will present a report on the packaging materials to be purchased from the San Miguel Group and other independent suppliers together with its recommendations on the base purchase prices and the selection of suppliers, among other things, to the Managing Director of the Company for approval annually. If the Logistics Department obtains less than two independent price quotations, it will have to explain why it is unable to obtain more independent price quotations.

As the prices of certain key ingredients for producing the packaging materials including metals fluctuate widely and in turn affect the prices of packaging materials, these base price quotations are reviewed quarterly by the Logistics Department and may be adjusted accordingly. As the Group has not committed to ordering a minimum amount of packaging materials from any supplier, the Group may purchase from suppliers who make more favourable offers during the year. Any subsequent changes to the recommendations on the purchase prices or the selection of the suppliers are subject to the approval of the Managing Director of the Company.

LETTER FROM THE BOARD

So far, comparable price quotations have been available. Given that prices of packaging materials are part of the costs for producing the Group's beer products, if comparable price quotations were not available, the Group would assess the fairness and reasonableness of price quotations of packaging materials offered by the San Miguel Group by reference to the target profit margins of the Group's beer products which will be no less than the average profit margins of the other beer products distributed by the Group that are comparable in terms of retail price, packaging (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer) and geographic coverage (that is, local sales or export sales) and the total costs of production for producing these products.

(b) *Purchase of packaged beer from the San Miguel Group*

As stated in the Master Agreement, in respect of the purchase of packaged beer by the Group from the San Miguel Group, the prices payable by and the credit terms offered to the Group shall be determined on an annual basis by reference to the prices paid by and the credit terms offered to the Group in respect of similar products sourced by the Group from suppliers which are Independent Third Parties and if no such comparable reference prices/credit terms are available, the prices/credit terms shall be determined by arms' length negotiations between the Group and San Miguel Group based upon reasonable commercial principles.

The Logistics Department will obtain the prices and other terms of beer products purchased by the Group from other independent suppliers which are comparable to those to be purchased from the San Miguel Group. As distributor of certain imported beer products manufactured by Independent Third Parties, the Group has already established a database of the prices offered to the Group of certain imported beer products recently distributed by the Group. When determining whether the price quotations from the San Miguel Group are fair and reasonable, the Logistics Department will ensure that the price quotations obtained from the San Miguel Group are within the range of prices offered to the Group by at least two independent suppliers of imported beer products considered to be comparable to the packaged beer to be purchased from the San Miguel Group in terms of retail price, packaging (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer). On this basis, the Finance Department will calculate whether the profit generated from the distribution of packaged beer supplied by the San Miguel Group will be no less than the profits generated from the distribution of imported beer products supplied by independent suppliers.

The Logistics Department will present a report on the packaged beer to be purchased together with its recommendations on the purchase prices and the selection of suppliers, among other things, to the Managing Director of the Company for approval annually. As the Group has not committed to ordering a minimum amount of beer products from any supplier, the Group may adjust the quantity of beer products purchased from any supplier during the year based on the actual sales performance of the beer products and market conditions. Any

LETTER FROM THE BOARD

subsequent changes to the recommendations on the purchase prices or the selection of the suppliers are subject to the approval of the Managing Director of the Company. As a beer distributor, the Group seeks to make profits by expanding its portfolio of beer products. Beer products comparable to the packaged beer supplied by the San Miguel Group are not substitutes of one another. The Group will not stop distributing a beer product due to changes in prices of its comparable beer products unless the profit margin of the beer product will no longer be in line with the profit margins of comparable beer products.

So far, comparable price quotations have been available. Given that the purchase prices of packaged beer are in fact the costs of selling packaged beer by the Group, if comparable price quotations were not available, the Group would assess the fairness and reasonableness of the price quotations of the packaged beer offered by the San Miguel Group by reference to the target profit margins from the distribution of the packaged beer by the Group which will be no less than the average profit margins of the other beer products manufactured and sold locally by the Group that are comparable in terms of retail price, packaging (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer).

(c) *Sales of packaged beer and non-alcoholic beverage products to the San Miguel Group*

As stated in the Master Agreement, in respect of the sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, the prices receivable by the Group shall be determined on an annual basis in the ordinary and usual course of business based on the Group's production cost plus margins, with such profit margins to be determined with reference to profit margins which are no less favourable to the Group than those imposed by the Group on Independent Third Party customers in respect of the sales of similar packaged beer and non-alcoholic beverage product(s), and if no such comparable reference profit margins are available, the profit margins shall be determined by arms' length negotiations between the Group and the San Miguel Group based upon reasonable commercial principles. Pricing of the packaged beer and non-alcoholic beverage products shall be determined with reference to the following principle:

$(\text{production costs} + \text{related fees} + \text{tax payment}) \times (1 + \text{profit margin})$

The Finance Department of the Company will prepare a report annually setting out the selling prices of the relevant products, profit margins and the costs of production, among other things based on the cost data obtained by the Logistics Department subject to the approval of the Managing Director of the Company. The profit margins of the relevant products are consistent with and in line with the historical margin earned by the Group. To assess the fairness and reasonableness of the profit margins of products sold to the San Miguel Group, so far, the Group have been referring to the profit margins of products sold to its independent customers which were comparable to products sold to the San Miguel Group in terms of retail price and packaging (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer). If such comparables were not available, the Group would assess the fairness and reasonableness of the profit margins of products sold to the San Miguel Group by reference to the average profit margin of all products sold by the Group. Any subsequent changes to the selling prices are subject to the approval of the Managing Director of the Company.

LETTER FROM THE BOARD

The credit terms offered to the Group shall be determined by reference to the credit terms offered by the Group to its Independent Third Party customers, and if no such comparable credit terms are available, the credit terms shall be determined by arms' length negotiations between the Group and San Miguel Group based upon reasonable commercial principles.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Group needs to source various packaging materials including cans, bottles, crown seals and crates for use in the packaging and distribution of its beer products. The San Miguel Group has established itself as a competitively priced and dependable supplier to the Group which meet the Group's stringent quality requirements and delivery schedules.

The Group purchases packaged beer from SMB, a company owned as to approximately 51% by SMC to complement the range of products sold by the Group. The Group believes that this helps enhance the product range and earnings potential of the Group.

The packaged beer and non-alcoholic beverage products sold by the Group to the San Miguel Group are produced at the Group's plants located at (i) Shunde District, Foshan City, Guangdong Province, the PRC; and (ii) Yuen Long, Hong Kong. The Group sells such packaged beer overseas to widen its income source. However, the Group does not have an international sales force outside Hong Kong and Macau. The Group is able to reach customers in export markets through the San Miguel Group which markets and sells products to customers through its international sales channels. Accordingly, the Group may sell its products, through the San Miguel Group, to certain export markets where the Group will also avoid taking exchange rate risk and counterparty risk with the ultimate customers in the relevant export markets. The Company expects such arrangement will help broaden market shares of the Company's products overseas. According to the Company's annual report for the financial year ended 31 December 2015, sales to countries outside Hong Kong and mainland China amounted to approximately HK\$185,696,000 (representing approximately 33% of the total revenue of the Group for the financial year ended 31 December 2015) of which approximately HK\$180,555,000 (representing approximately 32% of the total revenue of the Group for the financial year ended 31 December 2015) was attributable to the San Miguel Group.

LETTER FROM THE BOARD

HISTORICAL VALUES AND ANNUAL CAPS

Historical Values

Set out below is a summary of (i) the historical amounts of the continuing connected transactions between the Group and the San Miguel Group for the two years ended 31 December 2015; (ii) the existing annual cap of the Continuing Connected Transactions for the year ending 31 December 2016; and (iii) the proposed Annual Caps under the Master Agreement for the three years ending 31 December 2019:

	Year ended 31 December 2014			Year ended 31 December 2015			For the month ended 31 January 2016	Year ending 31 December 2016	Annual Caps for the three years ending 31 December 2019 pursuant to the Master Agreement		
	Actual	Annual	Annual	Actual	Annual	Annual	Actual	Annual			
	amount	cap	caps	amount	cap	cap	amount	cap			
	(audited)	amount	utilisation	(audited)	amount	rate	(Unaudited)	amount	2017	2018	2019
	HK\$'000	HK\$'000	rate	HK\$'000	HK\$'000		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Purchase of packaging materials by the Group from the San Miguel Group	24,223	82,000	29.5%	4,635	89,000	5.2%	NIL	97,000	36,000	41,000	46,000
Purchase of packaged beer by the Group from the San Miguel Group	4,671	6,300	74.6%	2,941	6,800	42.6%	384	7,200	5,700	6,400	7,200
Sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group provided that sales or distribution of packaged beer shall not be carried out in the Philippines, unless through SMB	164,792	218,000	75.6%	180,555	257,000	70.3%	19,355	303,000	258,000	296,000	370,000

Even though in recent years, the actual transaction amounts of the Continuing Connected Transactions were consistently lower than the annual cap amounts, the Company considers that the average long term utilization rates of the annual caps were reasonable. During the period from 2010 to 2015, the average utilization rates of the annual caps for the purchase of packaged beer by the Group from the San Miguel Group and the sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group reached 71.60% and 73.20% respectively.

LETTER FROM THE BOARD

In recent years, the utilization rates of annual caps for the purchase of packaging materials were relatively low compared to the utilization rates of annual caps for other types of Continuing Connected Transactions. The reason for the relatively low utilization rates is mainly due to the more competitive prices offered by the independent suppliers to the Group leading to more purchases of packaging materials from independent suppliers as compared to the initial allocation of purchases recommended by the Logistics Department of the Group. The unexpected sharp decrease in the prices of metals, the key ingredients for producing over 80% of the packaging materials (in monetary terms) purchased by the Group from the San Miguel Group for the year ended 31 December 2014, which in turn affects the prices of packaging materials, also contributed to the fall in the utilization rates of these annual caps.

In addition to the above, the actual purchase amount of packaging materials by the Group from the San Miguel Group decreased from approximately HK\$24,223,000 for the year ended 31 December 2014 to approximately HK\$4,635,000 for the year ended 31 December 2015 principally as a result of a change in the San Miguel Group's production line that previously produced certain types of packaging materials for the Group. Together, these types of packaging materials represented over 80% of the total purchase amount of packaging materials by the Group from the San Miguel Group for the year ended 31 December 2014. As the packaging materials produced by the San Miguel Group are no longer suitable for packaging the Group's products following the change in the relevant production line in 2015, the Group purchased their replacements from other suppliers, leading to a significant decrease in the total purchase amount of packaging materials by the Group from the San Miguel Group for the year ended 31 December 2015 and the utilization rate of the annual cap for that year dropped to 5.21%. As the Company was not involved in the formulation of the operational decisions of its headquarters, the Company was not informed of the change in production line until 2014 and therefore was unable to take this into account when determining the annual caps for the years 2014 to 2016. The Company intends to adjust its assembly line this year to be in line with the industry practice and to enable cost saving. Once the adjustment has completed, the types of packaging materials produced by the San Miguel Group will once again be suitable for packaging the Group's products and the Group can resume its purchase of these types of packaging materials from the San Miguel Group. Accordingly, the total purchase amount of packaging materials by the Group from the San Miguel Group is expected to increase again from 2016 onwards.

As for the dip in utilization rate of the annual cap for the purchase of packaged beer by the Group from the San Miguel Group in 2015, it was a result of the Group being able to produce certain products locally and therefore no longer required to import those products from the San Miguel Group. As the PRC-based operations of the Group intend to import products from the San Miguel Group from 2016 onwards following the clearance of certain import licensing issues in the PRC, the total purchase amount of packaged beer by the Group from the San Miguel Group is expected to increase again.

LETTER FROM THE BOARD

An annual cap only represents a limit on the transaction amount of a continuing connected transaction in a particular year and does not represent an amount that the Group will achieve. When the Company determines the Annual Caps for the Continuing Connected Transactions (being revenue transactions for the Group), the Company takes into account potential business development and growth of the Group. Please refer to the sub-section headed “Procedures for determining the Annual Caps” under the section headed “Historical Values and Annual Caps” for more details. Even though in recent years, the actual transaction amounts of the Continuing Connected Transactions were consistently lower than the annual cap amounts, it is important for the Company to set annual caps based on estimated transaction volumes after taking into account for all potential growth which tends to be higher than the actual transaction amounts. If the annual caps were set too close to the actual transaction amounts without considering sufficient room for further growth, the Group may lose some business opportunities if it has to revise the annual caps upward at general meeting before the Group can take up those additional businesses.

Bases for determining the Annual Caps

In respect of the Annual Caps in relation to the purchase of packaging materials and packaged beer by the Group from the San Miguel Group, the proposed Annual Caps were determined by reference to a number of factors including, among other things, the historical sales amount of beer products, the marketing plan of the Group’s products, the expected growth in demand for the Group’s products (after having discussed with the San Miguel Group and taking into account the possible exchange rate fluctuations and the possible inflation) and the consequential increase in the need for the relevant packaging materials to meet the Group’s production requirements.

In respect of the Annual Caps in relation to the sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, the proposed Annual Caps were determined by reference to a number of factors including, among other things, the historical product lines, the expected demand for the Group’s products and the Company’s expectations on the demand for the Group’s packaged beer and non-alcoholic beverage products for export markets after having discussed with the San Miguel Group, the expected costs of production and distribution, the expected selling margin, the possible exchange rates fluctuations and the possible inflation.

Buffer of 10% has been built in when the Annual Caps were determined with a view to taking into account possible further market demand.

The Board considers that the Continuing Connected Transactions are entered into in the ordinary course of business of the Group and the terms of the Master Agreement and the Annual Caps are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole. In line with the practice of the Company, the resolution in respect of the terms of the Master Agreement and the Annual Caps will be considered at the EGM to be convened immediately after the annual general meeting for administrative efficiency.

LETTER FROM THE BOARD

Procedures for determining the Annual Caps

The Company sets the Annual Caps for years 2017 to 2019 based on the projected transaction amounts of the Continuing Connected Transactions for the year ended 31 December 2016, among other factors. The procedures for determining the Annual Caps for each type of Continuing Connected Transactions which are in line with the Group's internal control policy, are set out below:

Purchase of packaging materials

The Company prepared a budget for year 2016 with respect to the purchase of packaging materials in the third quarter of 2015 in consultation with its headquarters in the Philippines principally with reference to: (1) the total historical purchase volumes of packaging materials up to the end of the first half of 2015; (2) the total forecasted purchase volumes of packaging materials for the second half of 2015; (3) the expected growth in such purchase volumes in 2016; (4) the price quotations of packaging materials obtained from independent third parties and the San Miguel Group; (5) the expansion of distribution channels for beer products which will be sold locally and this in turn is expected to increase the demand for packaging materials by the Group; and (6) various new business strategies to be implemented by the Group. The Company confirmed that the total actual purchase amount of packaging materials for the year ended 31 December 2015 is in line with its forecasted figure for that year.

The Annual Caps for the purchase of packaging materials show an increasing trend for the years from 2017 to 2019. The Company has taken into account the following factors when allocating the amounts of packaging materials to be purchased from the San Miguel Group and independent suppliers from year 2016 onwards:

- (i) the change in production line by the San Miguel Group for producing certain types of packaging materials for the Group as outlined on page 12 of this letter - Given the amounts of packaging materials actually sourced from the San Miguel Group and the independent suppliers materially deviate from the initial allocation recommended by the Logistics Department due to unforeseen reasons, the actual sourcing allocation in year 2015 is not indicative of future allocations. For this reason, the Group refers to the actual sourcing allocation in year 2014 as its starting point for estimating sourcing allocation for year 2016. For the financial year ended 31 December 2014, the actual volume of packaging materials purchased by the Group from the San Miguel Group represented approximately 45% of the total volume of packaging materials purchased by the Group;
- (ii) the adjustment to the assembly line by the Group as outlined on page 12 of this letter - As the adjustment to the assembly line will not be completed until some time in year 2016, the amounts of the particular types of packaging materials which the Group will purchase from the San Miguel Group will not increase immediately; and

LETTER FROM THE BOARD

- (iii) the more competitive prices offered by independent suppliers of comparable packaging materials - Notwithstanding the adjustment to the Group's assembly line, given the recent situations where prices of packaging materials offered by independent suppliers to the Group becoming more competitive in general, the Group has considered this impact and has slightly reduced the proportion of its total purchase volume of packaging materials from the San Miguel Group from year 2016 onwards in the determination of the Annual Caps;
- (iv) the target increase in the Group's business volume; and
- (v) an expected increase in the prices of packaging materials purchased from the San Miguel Group in general which is attributable to (1) more expected purchases of packaging materials with higher unit prices and (2) the possible inflation as shown by year-on-year consumer price inflation rates sourced from the central bank of the Republic of the Philippines and various economic analysis firms, as set out below:

	Forecast for the year ending 31 December			
	2016	2017	2018	2019
PRC year-on-year consumer price inflation rate	1.9%	2.6%	2.6%	2.8%
Philippines year-on-year consumer price rate	3.5%	3.8%	4.0%	4.0%

Purchase of packaged beer

The Company prepared a budget for year 2016 with respect to the purchase of packaged beer in the third quarter of 2015 in consultation with its headquarters in the Philippines principally with reference to (1) the total historical purchase volumes of packaged beer up to the end of the first half of 2015, (2) the total forecasted purchase volumes of packaged beer for the second half of 2015, (3) the expected growth in such purchase volumes in 2016, (4) the prices of comparable beer products offered to the Group and (5) various new business strategies to be implemented by the Group. The Company confirmed that the total actual purchase amount of packaged beer for the year ended 31 December 2015 is in line with its forecasted figure for that year.

The Annual Caps for the purchase of packaged beer show an increasing trend for the years from 2017 to 2019. In addition to the budget for year 2016, the Company has taken into account the following factors when determining the Annual Caps:

- (i) the year-on-year rate of increase in the volume of the packaged beer to be purchased by the Group from the San Miguel Group by the Hong Kong-based operations of the Group which is expected to be approximately 3% after the Group has considered the historical sales volume and the target business plan;

LETTER FROM THE BOARD

- (ii) the clearance of certain import licensing issues in the PRC which allows the PRC-based operations of the Group to commence its purchase of packaged beer from the San Miguel Group from year 2016 and the year-on-year rate of increase in the volume of the packaged beer to be purchased by the Group from the San Miguel Group by the PRC-based operations of the Group which is expected to be approximately 15%, a higher target growth rate based on the Group's business expansion plan of this business line that only started in 2016; and
- (iii) the projected exchange rates and year-on-year consumer price inflation rates sourced from the central bank of the Republic of the Philippines and various economic analysis firms, as set out below:

	Forecast for the year ending 31 December			
	2016	2017	2018	2019
US\$:HK\$ exchange rate (1US\$: HK\$)	7.778	7.765	7.754	7.754
Philippines year-on-year consumer price rate	3.5%	3.8%	4.0%	4.0%

Sales of packaged beer and non-alcoholic beverage products

After receiving an indication of expected demand of goods from the San Miguel Group, the Company prepared a budget for year 2016 with respect to the sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group in the third quarter of 2015 principally with reference to (1) the total historical sale volumes of packaged beer in the past years, (2) the expected growth in such sale volumes in 2016, and (3) the expected profit margin which will be consistent and in line with the historical profit margins earned by the Group.

The Annual Caps for the sales of packaged beer and non-alcoholic beverage products show an increasing trend for the years from 2017 to 2019. In addition to the budget for year 2016, the Company has taken into account the following factors when determining the Annual Caps:

- (i) the annual rate of increase which makes reference to (i) the historical transaction volume; (ii) the Group's discussions with the San Miguel Group regarding the future demand volume; and (iii) the management's expectations of future industry conditions, and (iv) the expected profit margin which will be consistent and in line with the historical profit margins earned by the Group; and

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- (ii) a number of projected assumptions including the projected exchange rates and year-on-year consumer price inflation rates sourced from the budget of the Hong Kong government, the central bank of the Republic of the Philippines and various economic analysis firms, as set out below:

	Forecast for the year ending 31 December			
	2016	2017	2018	2019
HK\$:RMB exchange rate (1RMB: HK\$)	1.25	1.24	1.25	1.27
US\$:HK\$ exchange rate (1US\$: HK\$)	7.778	7.765	7.754	7.754
Hong Kong year-on-year consumer price inflation rate	3.1%	2.8%	2.8%	2.9%
PRC year-on-year consumer price inflation rate	1.9%	2.6%	2.6%	2.8%
Philippines year-on-year consumer price rate	3.5%	3.8%	4.0%	4.0%

Even though the Company does not have the actual latest financial information for year 2016, the Company has been doing this business in Hong Kong for over 65 years. The Company and the San Miguel Group have been conducting the Continuing Connected Transactions for over 15 years. Accordingly, the Company has sufficient historical data to determine the Annual Caps. For example, the Company has been using the historical sale volumes of packaged beer and non-alcoholic beverage products in the past years as a key factor to forecast the volume of packaged beer and non-alcoholic beverage products which the Group expects to sell to the San Miguel Group in 2016 and has been using the historical purchase volumes of packaging materials in 2014 and 2015 as one of the factors to forecast the volume of packaging materials which the Group expects to purchase from the San Miguel Group in 2016. Also, the Company has taken into account the trend of certain historical commodity prices and the supply history of suppliers when determining the base prices of certain packaging materials and the selection of suppliers. As disclosed on page 11 of this letter, the historical utilization rates of the annual caps have been fair and reasonable. In light of the above, the Company considers that it has proper basis to determine the Annual Caps.

The status of annual cap utilization is presented to the Board quarterly and to the Audit Committee of the Company half-yearly to ensure that annual caps for the Continuing Connected Transactions will not be exceeded.

LETTER FROM THE BOARD

EGM

As at the Latest Practicable Date, the San Miguel Group controls approximately 65.78% of the issued share capital of the Company. Accordingly, SMC and its associates are connected persons of the Company for the purposes of the Listing Rules. The Continuing Connected Transactions constitute non-exempt continuing connected transactions under the Listing Rules and are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The EGM will be convened at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 29 April 2016, Friday, at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) to seek the Independent Shareholders' approval for the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps. The notice of the EGM is set out on pages 60 to 61 of this circular.

In view of the interest of the San Miguel Group in the Continuing Connected Transactions, SMC and its associates (as defined in the Listing Rules), which control approximately 65.78% of the issued share capital of the Company as at the Latest Practicable Date, will abstain from voting at the EGM. An Independent Board Committee comprising Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago has been established to advise the Independent Shareholders in respect of the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps. Altus Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on whether the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps are on normal commercial terms, in the ordinary and usual course of business, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Mr. Ramon S. Ang (the Chairman and a non-executive Director of the Company) abstained from voting on the Board resolutions for approving the transactions contemplated under the Master Agreement (the "**Board Resolutions**") in compliance with Rule 14A.70 (11) of the Listing Rules in view of his substantial interest in the shares of Top Frontier (the ultimate controlling Shareholder of the Company) and SMC (the counterparty to the Master Agreement). Other than Mr. Ramon S. Ang, none of the Directors abstained from voting on the Board Resolutions in compliance with Rule 14A.70 (11) of the Listing Rules. The Board Resolutions were unanimously passed at the Board meeting. Mr. Ramon S. Ang is the director, President and Chief Executive Officer of Top Frontier, the Vice Chairman, President and Chief Operating Officer of SMC and the Chairman of SMB. Please refer to pages 53 to 57 of this circular for details of the Directors' interest and short positions in the securities of the Company and its associated corporations and (ii) page 57 of this circular for details of the Directors being directors/employees of companies having an interest or short position in the Shares or underlying Shares which are required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

LETTER FROM THE BOARD

The transfer of books and register of members of the Company will be closed from 27 April 2016, Wednesday, to 29 April 2016, Friday, both days inclusive. To qualify for attending the forthcoming EGM of the Company to be held on 29 April 2016, Friday, Shareholders should ensure that transfers are lodged at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 26 April 2016, Tuesday.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or any adjournment thereof, should you so wish.

GENERAL INFORMATION OF THE PARTIES

The principal business activities of the Group are the production and distribution of bottled, canned and draught beers and other beverage products. The ultimate controlling Shareholder is Top Frontier. As at the Latest Practicable Date, SMC is an indirect controlling Shareholder holding approximately 65.78% of the issued share capital of the Company through Neptunia Corporation Limited. SMC is one of the Philippines' most diversified conglomerates with operations in beverages, food, packaging, properties, fuel and oil, infrastructure, energy, power, mining, telecommunications and banking.

SMB is a company listed on the Philippine Dealing & Exchange Corp. and is principally engaged in the manufacture and sale of fermented and malt-based beverages, particularly beer of all kinds and classes, and non-alcoholic beverages. SMB runs the domestic brewery and non-alcoholic beverage (other than milk, coffee and energy drinks) business of the San Miguel Group in the Philippines.

RECOMMENDATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on page 21 of this circular which contains the recommendation of the Independent Board Committee to the Independent Shareholders regarding the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps; (ii) the letter from Altus Capital, the independent financial adviser, set out on pages 22 to 52 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders; and (iii) the notice of the EGM set out on pages 60 to 61 of this circular.

LETTER FROM THE BOARD

The Independent Board Committee, having taken into account the advice (together with the principal factors and reasons considered in arriving at such advice) of Altus Capital, the independent financial adviser, considers that the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps are fair and reasonable, on normal commercial terms or better in the ordinary and usual course of business of the Group, and they are in the interests of the Company and its Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of all ordinary resolutions to be proposed at the EGM.

On behalf of the Board
San Miguel Brewery Hong Kong Limited
Ramon S. Ang
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

14 April 2016

To: the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS

We refer to the circular dated 14 April 2016 issued to the Shareholders (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, terms defined in this letter have the same meanings as defined in the Circular.

We have been appointed as the members of the Independent Board Committee to advise you in respect of the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps, the details of which are set out in the Circular. Altus Capital has been appointed as the independent financial adviser to advise us in this regard.

Having taken into account the advice (together with the principal factors and reasons considered in arriving at such advice) of Altus Capital and the terms of the Master Agreement, we consider that the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps are fair and reasonable, on normal commercial terms or better in the ordinary and usual course of business of the Group, and are in the interests of the Company and its Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

We also draw the attention of the Independent Shareholders to the letter from the Board, the letter from Altus Capital and the appendix to the Circular.

Yours faithfully,

**Dr. the Hon. Sir
David K. P. Li**

Mr. Ng Wai Sun

Mr. Reynato S. Puno

**Mr. Carmelo L.
Santiago**

Independent Board Committee

LETTER FROM ALTUS CAPITAL

The following is the text of a letter of advice from Altus Capital to the Independent Board Committee and the Independent Shareholders in respect of the Continuing Connected Transactions as contemplated under the Master Agreement and the Annual Caps related thereto, which has been prepared for the purpose of incorporation in this circular.

ALTUS

Altus Capital Limited
21 Wing Wo Street
Central
Hong Kong

14 April 2016

To the Independent Board Committee and the Independent Shareholders
San Miguel Brewery Hong Kong Ltd.
9th Floor
Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Continuing Connected Transactions as contemplated under the Master Agreement and the Annual Caps related thereto, details of which are set out in the “Letter from the Board” contained in the circular dated 14 April 2016 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms used in this letter shall have the same meaning as those defined in the Circular unless the context requires otherwise.

The Group has been carrying out the Continuing Connected Transactions with the San Miguel Group for previous years in the ordinary and usual course of business of the Group including, among other things, (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group; (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group’s wholesale and retail distribution; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group.

LETTER FROM ALTUS CAPITAL

The existing annual caps for the Continuing Connected Transactions will expire on 31 December 2016. Accordingly, the Company and SMC entered into the Master Agreement on 4 February 2016 with a view to carry out the Continuing Connected Transactions from 1 January 2017 to 31 December 2019.

Under the Master Agreement, the Group will enter into the following Continuing Connected Transactions with the San Miguel Group:

- (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group;
- (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group's wholesale and retail distribution; and
- (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, provided that such sales or distribution of packaged beer shall not be carried out in the Philippines, unless through SMB.

LISTING RULES IMPLICATION

As at the Latest Practicable Date, the San Miguel Group controls approximately 65.78% of the issued share capital of the Company. Accordingly, SMC and its associates are connected persons of the Company for the purposes of the Listing Rules. The Continuing Connected Transactions contemplated under the Master Agreement constitute non-exempt continuing connected transactions under the Listing Rules and are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

In view of the interest of the San Miguel Group in the Continuing Connected Transactions, SMC and its associates (as defined in the Listing Rules), which control approximately 65.78% of the issued share capital of the Company, will abstain from voting at the EGM.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee which comprises all four independent non-executive Directors, namely Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago has been established to consider and to give advice and recommendation to the Independent Shareholders on (i) whether the terms and conditions of the Continuing Connected Transactions contemplated under the Master Agreement are fair and reasonable; (ii) whether the Continuing Connected Transactions are on normal commercial terms or better, in the ordinary and usual course of business of the Company and its subsidiaries and in the interests of the Company and the Shareholders as a whole; (iii) whether the respective Annual Caps have been fairly and reasonably arrived at; and (iv) how to vote at the EGM, taking into account the recommendation of the independent financial adviser.

LETTER FROM ALTUS CAPITAL

As the independent financial adviser to the Independent Board Committee, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders as to (i) whether the terms and conditions of the Continuing Connected Transactions contemplated under the Master Agreement are fair and reasonable; (ii) whether the Continuing Connected Transactions are on normal commercial terms or better, in the ordinary and usual course of business of the Company and its subsidiaries and in the interests of the Company and the Shareholders as a whole; (iii) whether the respective Annual Caps have been fairly and reasonably arrived at; and (iv) how the Independent Shareholders should vote in respect of the resolution relating thereto to be proposed at the EGM.

BASIS OF OUR ADVICE

In formulating our opinion, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us by the Company, the Directors and the management of the Company (the “**Management**”). We have assumed that all statements, information, opinions and representations contained or referred to in the Circular and/or provided to us were true, accurate and complete at the time they were made and continued to be so as at the Latest Practical Date.

We have no reason to believe that any statements, information, opinions or representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the statements, information, opinions or representations provided to us untrue, inaccurate or misleading.

We have assumed that all the statements, information, opinions and representations for matters relating to the Group contained or referred to in the Circular and/or provided to us by the Company, the Directors and the Management have been reasonably made after due and careful enquiry. We have relied on such statements, information, opinions and representations and have not conducted any independent investigation into the business, financial conditions and affairs or the future prospects of the Group.

PRINCIPAL FACTORS AND REASONS CONSIDERED

1. Background information of the Group

1.1 The Group

The principal business activities of the Group are the production and distribution of bottled, canned and draught beers and other beverage products. Customers are located domestically in Hong Kong and internationally, predominantly in the PRC (particularly the southern region) and other location such as Macau.

LETTER FROM ALTUS CAPITAL

1.2 Financial results of the Group

Historical results

Below is a summary of the operating results of the Group for the two years ended 31 December 2015 as extracted from the Company's annual report for the year ended 31 December 2015 (the "**2015 Annual Report**").

	For the year ended 31 December	
	2014	2015
	HK\$ '000 (audited)	HK\$ '000 (audited)
Revenue	728,640	569,502
Cost of sales	(416,883)	(331,846)
Gross profit	311,757	237,656
Selling and distribution expenses	(230,005)	(197,195)
Profit/(loss) for the year	36,994	(16,909)

Source: 2015 Annual Report

Revenue of the Group decreased from approximately HK\$728.6 million for the year ended 31 December 2014 to approximately HK\$569.5 million for the year ended 31 December 2015, representing a year-on-year decrease of approximately 21.8%. Such decrease was mainly due to the overall decline in sales volume of beer and other non-alcoholic beverages. The decline in sales volume was mainly attributable to the slow demand in the on-premise sales channel partly due to lower tourist arrivals to Hong Kong and the non-renewal of distribution agreements with Anheuser-Busch In Bev China Sales Company Limited and Anheuser-Busch InBev International GmbH & Co KG in 2014.

Despite such decline in sales volume, the Group's gross profit margin for the two years ended 31 December 2015 remained stable at approximately 42.8% and 41.7% respectively.

As a result of the decline in revenue and the Group's strategy to redirect and reinvest some of the operating costs associated with the sales and marketing operations of the products under the discontinued distribution channel mentioned above into the development of new, premium, specialty and craft brands, the Group had recorded net loss of approximately HK\$16.9 million for the year ended 31 December 2015 as opposed to a net profit of approximately HK\$37.0 million in the previous year.

LETTER FROM ALTUS CAPITAL

Outlook

In the Hong Kong market, the Group intends to continue to implement its business strategy in turning around its business by (i) further investing in the San Miguel brand and actively participating in the premium, specialty and craft beer segment to regain volume loss and market share; and (ii) expanding its wholesaler channel to broaden distribution, taking advantage of the cost savings which such strategy would subsequently present.

For its business strategy in the PRC, the Group will focus on the yields and coverages of its sub-dealer and dealer networks whilst seeking new areas of growth for its export business and aiming to improve its products' margins and rationalise costs.

2. Background information of SMC and SMB

SMC is an indirect controlling Shareholder. It is a company listed on The Philippine Stock Exchange, Inc. and is a diversified conglomerate with operations in beverages, food, packaging, properties, fuel and oil, infrastructure, energy, power, mining, telecommunications and banking.

SMB is owned as to 51% by SMC and is also an indirect controlling Shareholder. SMB is listed on the Philippine Dealing & Exchange Corp. and is principally engaged in the manufacture and sale of fermented and malt-based beverages, particularly beer of all kinds and classes, and non-alcoholic beverages. SMB runs the domestic brewery and non-alcoholic beverage (other than milk, coffee and energy drinks) business of the San Miguel Group in the Philippines.

3. Background to and principal terms of the Continuing Connected Transactions contemplated under the Master Agreement

For over 10 years, the Group and San Miguel Group have been entering into agreements pursuant to which the Group and the San Miguel Group carried out transactions including the purchase of packaging materials and packaged beer from the San Miguel Group and the sale of packaged beer and other non-alcoholic beverages to the San Miguel Group.

On 7 March 2013, the Group and San Miguel Group entered into the previous master agreement (the “**Previous Master Agreement**”), setting out the terms and conditions for the purchase of packaging materials and packaged beer and sales of packaged beer and non-alcoholic beverage products between SMC and the Company. Since the existing annual caps under the Previous Master Agreement for the Continuing Connected Transactions will expire on 31 December 2016, the Company and SMC entered into the Master Agreement on 4 February 2016 with a view to carrying out the Continuing Connected Transactions from 1 January 2017 to 31 December 2019.

LETTER FROM ALTUS CAPITAL

The Master Agreement is a framework agreement which provides the principles, mechanism and terms and conditions for the following transactions:

- (a) purchase of packaging materials by the Group from the San Miguel Group;
- (b) purchase of packaged beer by the Group from the San Miguel Group, which is subsequently directly sold to the Group's customers; and
- (c) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group.

Individual purchase orders or sales will be entered into between the relevant members of the Group and the San Miguel Group from time to time in accordance with the stipulations of the Master Agreement depending on the transaction type. The price and credit terms shall be determined annually between the Group and the San Miguel Group, as contemplated under the Master Agreement.

We note that the Previous Master Agreement for the Continuing Connected Transactions is yet to be expired by 31 December 2016. We also note that the currently available financial information of the Group in 2016 is for the one month ended 31 January 2016.

We wish to draw your attention back to March 2013, when the 2010 Agreement¹ was not yet expired, the Company proposed to amend the sales cap for the year ended 31 December 2013 due to the expected growth on sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group. In addition, the Company took the opportunity in March 2013 to enter into the Previous Master Agreement with a view to renew the agreements to carry out the continuing connected transactions from 1 January 2014 to 31 December 2016. According to the Management, the status of the financial information of the Group then available in March 2013 was similar to the current situation.

Notwithstanding the above, we note that the then annual caps for each of the year ended 31 December 2014, 2015 and 2016 were determined with procedures similar with those set out under the paragraph headed "Procedures for determining the Annual Caps" on pages 14 to 17 of the "Letter from the Board" of the Circular.

¹ The agreement dated 18 October 2010 entered into between the Company and SMC in respect of the continuing connected transactions for the period commencing from 1 January 2011 to 31 December 2013.

LETTER FROM ALTUS CAPITAL

As explained in paragraph 4.1 below, the packaging materials produced by the San Miguel Group are no longer suitable for packaging the Group's products following the change in the relevant production line in 2015, the Group purchased their replacements from other suppliers which are Independent Third Parties, leading to a significant decrease in the total amount of packaging materials purchased by the Group from the San Miguel Group for the year ended 31 December 2015. Hence, a lowered utilisation rate of the annual caps for the purchase of packaging materials for the year ended 31 December 2015 was recorded. Saved for the aforesaid reason, when we take into account the historical actual amount of purchase or sales and the utilisation rate of the annual caps including those for the year ended 31 December 2014 (as described in paragraph 4.1 below), we believe the basis and methodology used to determine the respective annual caps for the years ended 31 December 2014, 2015 and 2016 were reasonable.

As described in paragraph 1.2 above, the Group has to define its business strategy for 2016 and the near future with a focus to turn around its business in Hong Kong and the PRC. On this basis, we note that the Group has as usual on an annual basis to prepare a budget with respect to each type of Continuing Connected Transactions for the year ending 31 December 2016 in the third quarter of 2015. Details of the procedures for determining the Annual Caps for each of the year ending 2017, 2018 and 2019 are set out under the paragraph headed "Procedures for determining the Annual Caps" on pages 14 to 17 of the "Letter from the Board" of the Circular.

As the respective Annual Caps for each of the year ending 31 December 2017, 2018 and 2019 are also determined with reference to:

- (i) the budget of the Group for the year ending 31 December 2016 as mentioned above;
- (ii) the historical data including those for the year ended 31 December 2014 and 2015;
- (iii) the price quotations of packaging materials or beverage product production materials (as the case may be) obtained from Independent Third Parties and the San Miguel Group or the prices of comparable beer products offered to the Group (as the case may be); and
- (iv) various new business strategies to be implemented by the Group,

we are of the view that the basis and methodology used to determine the Annual Caps for the years ending 31 December 2017, 2018 and 2019 have been consistently applied for since 2010, and are fair and reasonable. According to the Management and we noted the budget prepared by the Company for the year ended 31 December 2015 was similar to the actual results for the year ended 31 December 2015. Hence, we have no reason to doubt the budget has not been prepared diligently and accurately. In the course of preparing the budget with respect to each type of Continuing Connected Transactions for the year ending 31 December 2016, the Management already has a long historical data comprising the cost of sales. Also in the course of preparing the budget for 2016,

LETTER FROM ALTUS CAPITAL

the Management has already taken into account (i) the packaging materials produced by the San Miguel Group are no longer suitable for packaging the Group's products following the change in the relevant production line in 2015, the Group purchased their replacements from other suppliers which are Independent Third Parties, leading to a decrease in the total amount of packaging materials purchased by the Group from the San Miguel Group for the year ended 31 December 2015, and (ii) the Group being able to produce certain products locally and therefore no longer required to import some products from the San Miguel Group in 2015. Although the actual transactions amount for 2016 was not available when the budget for 2016 was prepared, given that (i) there is a properly and diligently prepared budget with respect to each type of Continuing Connected Transactions of the Group for the year ending 31 December 2016; (ii) there are historical data (such as composition of the cost of sales) including those for the year ended 31 December 2014 and 2015; (iii) an approved business strategy for 2016 and the near future (which according to the Management covers a period of 5 years); and (iv) the Company has been doing this business in Hong Kong for over 65 years. The Company and the San Miguel Group have been conducting the Continuing Connected Transactions for over 15 years. Accordingly, the Company has sufficient historical data to determine the Annual Caps, which we believe the Management is able to determine the respective Annual Caps for each of the year ending 31 December 2017, 2018 and 2019 based on the aforesaid information without actual latest financial information of the Group for year 2016 and, therefore, it is reasonable to enter into the Master Agreement now in contemplation of the Continuing Connected Transactions to be occurred during 1 January 2017 to 31 December 2019.

To assess the fairness and reasonableness of the terms of the Master Agreement, we have considered the following:

3.1 Purchase of packaging materials by the Group from the San Miguel Group

3.1.1 Pricing and terms of the transactions

- (i) According to the terms of the Master Agreement:

In respect of the purchase of packaging materials (comprising, but not limited to, cans, bottles, crown seals and crates) by the Group from the San Miguel Group, the prices payable by and the credit terms offered to the Group shall be negotiated between the Group and the San Miguel Group on an annual basis by reference to the prices and credit terms from suppliers which are Independent Third Parties and are able to meet the Group's stringent quality requirements and delivery schedules and if no such comparable reference prices/credit terms are available, the prices/credit terms shall be determined by arms' length negotiations between the Group and the San Miguel Group based upon reasonable commercial principles.

These base price quotations set out the fixed unit rates (for example, the set price per 1,000 pieces of can body) or formulae for calculating the actual prices of packaging materials and credit terms of all purchases of packaging materials to occur during the year. As the prices of certain key ingredients

LETTER FROM ALTUS CAPITAL

for producing the packaging materials including metals fluctuate and, in turn, may affect the prices of packaging materials, these base price quotations are reviewed quarterly by the logistics department of the Group (the “**Logistics Department**”) and may be adjusted accordingly.

Once the base price quotations are obtained, the Logistics Department will decide upon the percentage of each product to be sourced from each supplier, primarily taking into account the quality of supply, followed by the stability of supply and pricing. The Logistics Department also considers other factors including the supply history of each supplier. It is the Group’s policy to, within reason, avoid reliance on any one supplier for individual products and therefore it is generally the case that two or more suppliers will be selected to supply a specified percentage of each individual product for the specified period.

- (ii) According to the Group’s internal procurement policy which governs ordinary business transactions such as these, base suppliers quotations are generally sourced annually, which set out the fixed unit rate and credit terms of all such transactions to occur during the year, or such other time period as specified by the supplier, (the “**Period Quotation(s)**”) between the supplier and the Group.

The Logistics Department, which is responsible for implementing the pricing policy and the procurement policy of the Group, will obtain the price quotations of packaging materials from the San Miguel Group and at least two Independent Third Parties which provide products comparable to the packaging materials supplied by the San Miguel Group in terms of the types of packaging materials (such as cans, bottles, crown seals and crates) which form base price quotations.

The Group only obtains price quotations from approved suppliers of the Group, that is, suppliers whose supply of goods meeting the stringent quality requirements of the Group and have passed the quality checks performed by the Quality Assurance Department of the Group. As most of the Continuing Connected Transactions require a stable supply of materials to the Group to ensure uninterrupted ongoing business operation, the Group only obtained price quotations from suppliers who have a long term business relationship with the Group.

The Logistics Department will present a report on the packaging materials to be purchased from the San Miguel Group and other independent suppliers together with its recommendations on the base purchase prices and the selection of suppliers, among other things, to the Managing Director of the Company for approval annually. If the Logistics Department obtains

LETTER FROM ALTUS CAPITAL

less than two independent price quotations, it will have to explain why it is unable to obtain more independent price quotations. As the Group has not committed to ordering a minimum amount of packaging materials from any supplier, the Group may purchase from suppliers who make more favourable offers during the year. Any subsequent changes to the recommendations on the purchase prices or the selection of the suppliers are subject to the approval of the Managing Director of the Company.

According to the Management, so far, comparable price quotations have been available. Given that prices of packaging materials are part of the costs for producing the Group's beer products, if comparable price quotations were not available, the Group would assess the fairness and reasonableness of price quotations of packaging materials offered by the San Miguel Group by reference to the target profit margins of the Group's beer products which will be no less than the average profit margins of the other beer products distributed by the Group that are comparable in terms of retail price, packaging materials (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer) and geographic coverage (that is, local sales or export sales) and the total costs of production for producing these products.

In relation to the above, for four packaging products over the previous two years, the Company has provided us with the Period Quotation provided by the relevant member of the San Miguel Group, as required to be obtained pursuant to the Company's procurement policy. The comparable independent third party suppliers' Period Quotations for each of the relevant San Miguel Group Period Quotations was also provided together with the internal analysis carried out and the final recommendation regarding how much of each individual product to be purchased from each supplier. Invoices from such suppliers which are Independent Third Parties were also provided for the relevant periods and products. The particular year of these annual quotations, being 2014 or 2015, and the product type was chosen by Altus Capital. The selection method employed by Altus Capital was (i) to select the packaging product which incurred the largest amount of costs for each of the years ended 31 December 2014 and 2015 under the Previous Master Agreement; and (ii) the other two products were randomly selected, one from each of the year ended 31 December 2014 and 2015.

Additionally, we then reviewed invoices for transactions carried out pursuant to each of the abovementioned four Period Quotations to ensure that such transactions were carried out according to the annual quotation provided by San Miguel Group.

LETTER FROM ALTUS CAPITAL

Following this review exercise we noted that:

- (i) for every product and corresponding year requested, the Company were able to provide the Period Quotations from the San Miguel Group and at least two other independent supplier (all except one case, when only one quotation was obtained, justification was provided and approved by the Managing Director), indicating that in this respect the internal policy of the Group had been fully and responsibly adhered to;
- (ii) the invoices showed that transactions with the San Miguel Group had been carried out in accordance with the Period Quotations and were entered into at a price and on terms no less favourable to the Company and the Independent Shareholders than those quotations offered by independent suppliers; and
- (iii) in circumstances in which the Group entered into transactions with suppliers who did not quote the lowest price, detailed rationale for such transactions was set out, for example due to the quality of the products, the delivery time, the quality of relationship and desire to diversify supplier concentration risk amongst others.

Based on the review exercise as mentioned above, we have identified transactions with a supplier who did not quote the lowest price. However, the difference was minimal and such supplier was also selected to avoid reliance on a single supplier.

In view of our observations noted above, in particular, the sample invoices supported the major terms and pricing policy of the Previous Master Agreement had been responsibly adhered to during the past two years ended 31 December 2015, we are satisfied that our abovementioned sample size and selection method are sufficient and are fair and representative for the purposes of our review. Taking into account the above factors, we consider that the purchase of packaging materials have in the past been carried out at arms' length and generally in accordance with the Company's internal policies. Having reviewed (i) the stipulations of the Master Agreement; (ii) the Company's internal control policies which have been responsibly adhered to; and (iii) the previous transactions entered into between the Group and the San Miguel Group, we are of the view that the pricing terms of these transactions as contemplated under the Master Agreement are fair and reasonable and these transactions as contemplated under the Master Agreement are on normal commercial terms, are fair and reasonable so far as the Independent Shareholders are concerned and are in the usual and ordinary course of business of the Group.

LETTER FROM ALTUS CAPITAL

3.1.2 Reasons for purchasing packaging materials from the San Miguel Group

As advised by the Management, pursuant to its business operations, the Company sources various packaging materials for use in the packaging and distribution of its beer products. The San Miguel Group has established itself as a competitively priced and dependable supplier which meets the Group's stringent quality requirements and delivery schedules.

Moreover, we also note that the Group has formed and maintained a strong and smooth working relationship with the San Miguel Group, with transactions entered into between the two parties dating back over ten years. The Management is of the view, and we as the independent financial adviser concur, that it is in the interests of the Company and its Shareholders to maintain and strengthen this relationship going forward.

3.2 Purchase of packaged beer by the Group from the San Miguel Group

3.2.1 Pricing and terms of the transactions

- (i) According to the terms of the Master Agreement:

In respect of the purchase of packaged beer by the Group from the San Miguel Group, the prices payable by and the credit terms offered to the Group shall be determined on an annual basis by reference to the prices paid by and the credit terms offered to the Group in respect of similar products sourced by the Group from suppliers which are Independent Third Parties and if no such comparable reference prices/credit terms are available, the prices/credit terms shall be determined by arms' length negotiations between the Group and San Miguel Group based upon reasonable commercial principles.

As distributor of certain imported beer products manufactured by Independent Third Parties, the Group has already established a database of prices offered to the Group of certain imported beer products recently distributed by the Group. When determining whether the price quotations from the San Miguel Group are fair and reasonable, the Logistics Department will ensure that the price quotations obtained from the San Miguel Group are within the range of prices offered to the Group by at least two independent suppliers of imported beer products considered to be comparable to the packaged beer to be purchased from the San Miguel Group in terms of retail price, packaging (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer). On this basis, the Finance Department will calculate whether the profit generated from the distribution of packaged beer supplied by the San Miguel Group will be no less than the profits generated from the distribution of imported beer products supplied by independent suppliers.

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- (ii) The Logistics Department will obtain the prices and other terms of beer products purchased by the Group from other independent suppliers which are comparable to those to be purchased from the San Miguel Group. The Logistics Department will present a report on the packaged beer to be purchased together with its recommendations on the purchase prices and the selection of suppliers, among other things, to the Managing Director of the Company for approval annually. As the Group has not committed to ordering a minimum amount of beer products from any supplier, the Group may adjust the quantity of beer products purchased from any supplier during the year based on the actual sales performance of the beer products and market conditions. Any subsequent changes to the recommendations on the purchase prices or the selection of the suppliers are subject to the approval of the Managing Director of the Company. As a beer distributor, the Group seeks to make profits by expanding its portfolio of beer products. Beer products comparable to the packaged beer supplied by the San Miguel Group are not substitutes of one another. The Group will not stop distributing a beer product due to changes in prices of its comparable beer products unless the profit margin of the beer product will no longer be in line with the profit margins of comparable beer products.

According to the Management, so far, comparable price quotations have been available. Given that the purchase prices of packaged beer are in fact the costs of selling packaged beer by the Group, if comparable price quotations were not available, the Group would assess the fairness and reasonableness of the price quotations of the packaged beer offered by the San Miguel Group by reference to the target profit margins from the distribution of the packaged beer by the Group which will be no less than the average profit margins of the other beer products manufactured and sold locally by the Group that are comparable in terms of retail price, packaging (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer).

In relation to the above, the Company has provided the Period Quotations provided by the San Miguel Group in relation to their packaged beer products for four packaged beer products over the years ended 31 December 2014 and 2015. The particular year of these annual quotations, being 2014 or 2015, and the product type was chosen by Altus Capital to minimise the chance of Company interference. The selection method employed by Altus Capital was (i) to select the packaged beer product which incurred the largest amount of costs for each of the years ended 31 December 2014 and 2015 under the Previous Master Agreement; and (ii) the other two products were manually randomly selected, one from each of the years ended 31 December 2014 and 2015.

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Additionally, we then reviewed invoices for transactions carried out pursuant to each of the abovementioned four Period Quotations to ensure that such transactions were carried out according to the annual quotation provided by San Miguel Group.

Separately, as the Company purchases packaged beer products from suppliers which are Independent Third Parties, we have also been provided with two invoices from suppliers which are Independent Third Parties for premium lager to serve as a reference for the general transaction terms of premium lager.

Furthermore, since the Group purchases such packaged beer from the San Miguel Group and sells it on directly to its customers, essentially as a form of trading without any value-added services, the Group was able to provide the contribution margin generated from sales of such packaged beer products (which was no less than the amount generated from those purchased from suppliers which are Independent Third Parties).

Following this review exercise we noted that:

- (i) for every product and corresponding year requested, the Company were able to provide the Period Quotation from the San Miguel Group, indicating that in this respect the internal policy of the Group had been responsibly adhered to;
- (ii) the invoices showed that transactions with the San Miguel Group had been carried out in accordance with the Period Quotations;
- (iii) the terms contained within the annual quotations provided by the San Miguel Group, namely the credit terms, were generally no less favourable than those offered by suppliers which are Independent Third Parties;
- (iv) whilst comparison of pricing of different brands of beer products in the database is of limited use, considering the products are not entirely comparable, we noted that the price per ml at which the Company purchased the packaged beer product from the San Miguel Group was comparable to, or more favourable to the Group than, the price per ml at which the Group purchased the packaged beer products from suppliers which are Independent Third Parties; and
- (v) the contribution margin generated from the sales of packaged beer products sourced from the San Miguel Group, taking into account production, distribution and marketing costs, was comparable to or more favourable than the contribution margin generated from SMBHK's overall sales.

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In view of our observations noted above, in particular, the sample invoices supported the major terms and pricing policy of the Previous Master Agreement had been responsibly adhered to during the past two years ended 31 December 2015, we are satisfied that our abovementioned sample size and selection method are sufficient and are fair and representative for the purposes of our review. Taking into account the above factors, we consider that the purchase of packaged beers have in the past been carried out at arms' length and generally in accordance with the Company's internal policies. Having reviewed (i) the stipulations of the Master Agreement; (ii) the Company's internal control policies which have been responsibly adhered to; and (iii) the previous transactions entered into between the Group and the San Miguel Group, we are of the view that the pricing terms of these transactions as contemplated under the Master Agreement are fair and reasonable and these transactions as contemplated under the Master Agreement are on normal commercial terms, are fair and reasonable so far as the Independent Shareholders are concerned and are in the usual and ordinary course of business of the Group.

3.2.2 Reasons for purchasing packaged beer from the San Miguel Group

As advised by the Management, pursuant to its business operations, the Company sources packaged beer from the San Miguel Group to complement the range of products sold by the Group and to help to enhance the product range and earnings potential of the Group. As noted above, the San Miguel Group has established itself as a competitively priced and dependable supplier to the Group which meets the Group's stringent quality requirements and delivery schedules.

Moreover, we also note that the Group has formed and maintained a strong and smooth working relationship with the San Miguel Group, with transactions entered into between the two parties dating back over ten years. Accordingly, the Management is of the view, and we as the independent financial adviser concur, that it is in the interests of the Company and its Shareholders to maintain and strengthen this relationship going forward.

3.3 Sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group

3.3.1 Pricing and terms of the transactions

- (i) According to the terms of the Master Agreement:

In respect of the sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, the prices receivable by the Group shall be determined on an annual basis in the ordinary and usual course of business based on the Group's production cost plus margins, with such profit margins to be determined with reference to profit margins which are no less favourable to the Group than those imposed by the Group on customers which are Independent Third Parties in respect of the sales

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of similar packaged beer and non-alcoholic beverage product(s), and if no such comparable reference profit margins are available, the profit margins shall be determined by arms' length negotiations between the Group and the San Miguel Group based upon reasonable commercial principles. Pricing of the packaged beer and non-alcoholic beverage products shall be determined with reference to the following principle:

$(\text{production costs} + \text{related fees} + \text{tax payment}) \times (1 + \text{profit margin})$

- (ii) In order to determine the pricing of their export sales to the San Miguel Group, it is the Group's policy to calculate estimated total costs for the production and distribution of each product and then input a fixed margin on top of such costs. The estimation of such costs is done primarily with reference to the Period Quotations obtained from suppliers for materials, the labour hours required for production of the various products, estimated distribution costs (including estimated inflation) and the market rate of fuel, amongst other things, as well as review of historical price trend. A consolidated price list, is then provided to the San Miguel Group and agreed upon following negotiations.

The Finance Department of the Company will prepare a report annually setting out the selling price of the relevant products, profit margins and the costs of production, among other things based on the cost data obtained by the Logistics Department subject to the approval of the Managing Director of the Company. According to the Management, to assess the fairness and reasonableness of the profit margin of products sold to the San Miguel Group, so far, the Group have been referring to the profit margins of products sold to its independent customers which were comparable to products sold to the San Miguel Group in terms of retail price and packaging (such as draught beer, can or bottle beer) and type of beer product (such as lager, ale and wheat beer). If such comparables were not available, the Group would assess the fairness and reasonableness of the profit margin of products sold to the San Miguel Group by reference to the average profit margin of all products sold by the Group. Any subsequent changes to the selling prices are subject to the approval of the Managing Director of the Company.

The Company has provided their calculations for such estimation of cost and additional profit margin for each product. In assessing whether these costs have been estimated fairly, we have reviewed the basis for a variety of the assumptions and calculations for the costs estimated for individual products.

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Furthermore, the Company has also provided the consolidated price list and invoices for four packaged beer and non-alcoholic beverage products over the two years ended 31 December 2014 and 2015. The particular year of these price lists and invoices, being 2014 or 2015, and the product type was chosen by Altus Capital. The selection method employed by Altus Capital was (i) to select the product which generated the greatest amount of revenue for the Group under the Previous Master Agreement for each of the years ended 31 December 2014 and 2015; and (ii) the other two products were randomly selected from the years ended 31 December 2014 and 2015.

We have also reviewed the contribution margin generated from those export sales of packaged beer and non-alcoholic beverage products to the San Miguel Group and performed a comparison with the contribution margin generated from export sales to another customer which is an Independent Third Party.

Following this review exercise we noted that:

- (i) for every requested estimated cost item for a specified product, the Company was able to provide the calculation basis, indicating that in this respect the internal policy of the Group had been responsibly adhered to;
- (ii) the rationale and calculation basis for each of the estimated cost items reviewed by Altus Capital were logically estimated and had been properly recorded;
- (iii) the fixed profit margin (which is consistent with and in line with the historical margin earned) inputted pursuant to the pricing calculations safeguards the Group against significant fluctuations in price of raw materials by avoiding a situation in which the Group must maintain a fixed price for a stipulated period no matter the potential fluctuations on costs incurred by the Group;
- (iv) the Group is not required to incur significant advertising and marketing expenses seeking new customers when carrying out transactions with the San Miguel Group;
- (v) the Group and the San Miguel Group have an established and smooth working relationship;
- (vi) the terms contained within the supply and purchase agreement and quotations provided to the San Miguel Group, namely the credit terms, were generally no less favourable to the Company and its Shareholders than those offered to customers which are Independent Third Parties;

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- (vii) the invoices showed that transactions had been carried out in accordance with the consolidated price lists; and
- (viii) the contribution margin (taking into account advertising and promotion costs) generated by the Group from its export sales of packaged beer and non-alcoholic products to the San Miguel Group for the year ended 31 December 2015 was comparable to the contribution margin generated from products sold to customers which are Independent Third Parties during the same period.

In view of our observations noted above, in particular, the sample invoices supported the major terms and pricing policy of the Previous Master Agreement had been responsibly adhered to during the past two years ended 31 December 2015, we are satisfied that our abovementioned sample size and selection method are sufficient and are a fair and representative for the purposes of our review. Taking into account the above factors, we consider that the export sales of packaged beer and non-alcoholic products have in the past been carried out at arms' length and in accordance with the Company's internal policies. Having reviewed (i) the stipulations of the Master Agreement; (ii) the Company's internal control policies have been responsibly adhered to; and (iii) the previous transactions entered into between the Group and the San Miguel Group, we are of the view that these transactions as contemplated under the Master Agreement are on normal commercial terms, are fair and reasonable so far as the Independent Shareholders are concerned and are in the usual and ordinary course of business of the Group.

3.3.2 Reasons for export sales of packaged beer and non-alcoholic beverages from the San Miguel Group

As advised by the Management, pursuant to its business operations, the Company sells packaged beer manufactured at its plants in PRC and Hong Kong overseas to widen its income source. Since the Group does not have an international sales force outside of Hong Kong and Macau, it may conveniently and inexpensively reach customers in export markets through the San Miguel Group which markets and sells products to customers through its international sales channels. Accordingly, the Group may sell its products to overseas members of the San Miguel Group. Such arrangement not only allows significant revenue to be generated without the requirement for high marketing and advertising costs, but also allows the Group to avoid substantial exchange rate risk and counterparty risk with the ultimate customers in the relevant export markets. The Management expects that such arrangement will help broaden the overseas market share of products manufactured by the Group. According to the 2015 Annual Report, sales to countries outside Hong Kong and mainland China amounted to approximately HK\$185,696,000 (representing approximately 33% of the total revenue of the Group for the financial year ended 31 December 2015) of which approximately HK\$180,555,000 (representing approximately 32% of the total revenue of the Group for the financial year ended 31 December 2015) was attributable to the San Miguel Group.

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As noted above, the San Miguel Group has established itself as a creditworthy and reliable customer to the Group. Moreover, we also note that the Group has formed and maintained a strong and smooth working relationship with the San Miguel Group, with transactions entered into between the two parties dating back over 15 years. Accordingly, the Management is of the view, and we concur, that it is in the interests of the Company and its Shareholders to maintain and strengthen this relationship going forward.

3.4 Logistics Department

Considering the importance of the Logistics Department's role in the procurement and sales aspects of the Group's internal control, we considered the competence of such department to carry out their specified function. We have reviewed the experience of the management of the Logistics Department and furthermore, we understand from the Management that the Logistics Department operates independently of the other members of the San Miguel Group. As such, we are of the view that the Logistics Department is sufficiently competent and independent of the connected persons to ensure that the transactions are carried out fairly and reasonably and in the interests of the Company and Independent Shareholders as a whole.

4. Annual Caps

4.1 The approved annual caps and the historical transaction amounts under the Previous Master Agreement

Below is a table setting out the approved annual caps and the historical transaction amount of the continuing connected transactions carried out under the Previous Master Agreement during the two years ended 31 December 2015 and from 1 to 31 January 2016 (the latest available data in the management accounts of the Group):

	For the year ended 31 December						For the one month ended 31 January 2016	For the year ending 31 December 2016
	Actual amount HK\$ million (audited)	2014 Cap amount HK\$ million	Utilisation rate %	Actual amount HK\$ million (audited)	2015 Cap amount HK\$ million	Utilisation rate %	Actual amount HK\$ million (unaudited)	Cap amount HK\$ million
Purchase of packaging materials from the San Miguel Group	24.2	82.0	29.5	4.6	89.0	5.2	0.0	97.0
Purchase of packaged beer from the San Miguel Group	4.7	6.3	74.6	2.9	6.8	42.6	0.4	7.2
Sales of packaged beer and non-alcoholic beverage products to the San Miguel Group	164.8	218.0	75.6	180.6	257.0	70.3	19.3	303.0

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For the years ended 31 December 2014 and 2015, the utilisation rates of the annual caps under the Previous Master Agreement ranged in general from 40-76%, with the exception of the annual caps relating to the purchase of packaging materials from San Miguel Group. The relatively decreasing utilisation rate over the two years was primarily due to the same factors impacting the overall financial results of the Company as described in greater detail in the paragraph above headed “1.2 Financial results of the Group” in this letter.

The particularly low utilisation rate of the annual cap relating to the purchase of packaging materials from the San Miguel Group in 2015 was mainly attributable to a change in the San Miguel Group’s production line that previously produced certain types of packaging materials for the Group. Together, these types of packaging materials represented over 80% of the total amount of packaging materials purchased by the Group from the San Miguel Group for the year ended 31 December 2014. As the packaging materials produced by the San Miguel Group are no longer suitable for packaging the Group’s products following the change in the relevant production line in 2015, the Group purchased their replacements from other suppliers which are Independent Third Parties, leading to a significant decrease in the total amount of packaging materials purchased by the Group from the San Miguel Group for the year ended 31 December 2015. Another reason for the relatively low utilisation rates of the annual caps for the purchase of packaging materials in recent years is mainly due to the more competitive prices offered by the independent suppliers to the Group leading to more purchases of packaging materials from independent suppliers as compared to the initial allocation of purchases recommended by the Logistics Department.

As for the dip in utilisation rate of the annual cap for the purchase of packaged beer by the Group from the San Miguel Group in 2015, it was a result of the Group being able to produce certain products locally and therefore no longer required to import those products from the San Miguel Group.

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4.2 Proposed Annual Caps

The proposed Annual Caps for the Continuing Connected Transactions pursuant to the Master Agreement are as follows:

	For the year ending 31 December 2017 <i>HK\$ million</i>	For the year ending 31 December 2018 <i>HK\$ million</i>	For the year ending 31 December 2019 <i>HK\$ million</i>
Purchase of packaging materials from the San Miguel Group	36.0	41.0	46.0
Purchase of packaged beer from the San Miguel Group	5.7	6.4	7.2
Sales of packaged beer and non-alcoholic beverage products to the San Miguel Group	258.0	296.0	370.0

4.2.1 Purchase of packaging materials from the San Miguel Group

The Annual Caps in respect of the purchase of packaging materials from San Miguel Group were calculated as set out below:

- (i) *Sales figures of the Group's various products were projected for each of the years ending 31 December 2017, 2018 and 2019*

In projecting the sales figures, the Group split its products into four categories, namely (i) products sold locally by the Group's PRC-based operations; (ii) products exported by the Group's PRC-based operations; (iii) products to be exported to the San Miguel Group by the Group's Hong Kong-based operations; and (iv) products to be sold to other customers by the Group's Hong Kong-based operations.

Projected rates of increase were estimated for each of the four above categories by reference to a number of factors (depending on the category), including (i) historical transaction amounts and year-on-year rates of increase; (ii) projected transaction amounts for the year ending 31 December 2016; (iii) various new business strategies to be implemented by the Group's PRC-based operations, as mentioned above in the paragraph headed "1.2 Financial results of the Group" of this letter; and (iv) indications of future predicted demand by the San Miguel Group.

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- (ii) *The amount of packaging products required for the projected sales figures was calculated*

The amount of each type of packaging product required for the projected sales figures were calculated (range from approximately 23.5 million to 28.6 million bottles and approximately 123.0 million cans to 151.1 million cans).

Based on the projected sales volume of each type of products, the Management will project the quantities of bottles and cans required. We have compared the Group's actual demand for the year ended 31 December 2015 and the year ending 31 December 2016, we note that the ratios to estimate the amount of bottles or cans for each type of packaging products required have been consistently applied over the years. As to the year-on-year increase it is due mainly to the projected increase in sales as mentioned in paragraph 4.2.1 (i) above.

- (iii) *The HK\$ price per unit of each packaging product was estimated for each of the years ending 31 December 2017, 2018 and 2019*

The average price per unit of each packaging product for 2015 (range between HK\$0.17 to HK\$1.88 per unit) was multiplied by a projected year-on-year consumer price inflation, whilst those products sold by the PRC-based operations of the Group were also adjusted by a projected annual HK\$:RMB exchange rate. For more details on these assumptions, please refer to the paragraph headed "4.2.4 Other assumptions" of this letter.

- (iv) *The total cost of transactions for each packaging product for each of the years ending 31 December 2017, 2018 and 2019 was calculated and a certain percentage was estimated to be carried out between the Group and the San Miguel Group*

The total cost of transactions for each packaging product was calculated using the projected required volume calculated in (ii) above and the project price per unit calculated in (iii) above. A certain percentage was then allocated to the San Miguel Group (range between 10% to 80%) based on the supply percentage allocated to the San Miguel Group of each individual product for the year ending 31 December 2016 pursuant to the Group's procurement policy.

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Given that the amounts of packaging materials actually sourced from the San Miguel Group and the suppliers which are Independent Third Parties materially deviate from the initial allocation recommended by the Logistics Department due to unforeseen reasons, the actual sourcing allocation in the year ended 31 December 2015 is not indicative of future allocations. For this reason, the Group refers to the actual sourcing allocation in the year ended 31 December 2014 as its starting point for estimating sourcing allocation for the year ending 31 December 2016. For the financial year ended 31 December 2014, the actual volume of packaging materials purchased by the Group from the San Miguel Group represented approximately 45% of the total volume of packaging materials purchased by the Group.

Given the recent situations where prices of packaging materials offered by independent suppliers to the Group becoming more competitive in general, the Group has considered this impact and has slightly reduced the proportion of its total purchase volume of packaging materials from the San Miguel Group from year 2016 onwards in the determination of the Annual Caps for packaging materials. As mentioned above, the Group has formed and maintained a strong and smooth working relationship with the San Miguel Group, with transactions entered into between the two parties dating back over ten years. Over the years, the San Miguel Group has established itself as a competitively priced and dependable supplier to the Group which meets the Group's stringent quality requirements and delivery schedules. Although the Group has slightly reduced the proportion of its total purchase volume of packaging materials from the San Miguel Group from year 2016 onwards in the determination of the Annual Caps for packaging materials due to the reason mentioned above, it has no intention to stop purchasing from the San Miguel Group should the terms are no less favourable than those offered by suppliers which are Independent Third Parties. In order to avoid administrative burden, the Company entered into the Master Agreement to continue to purchase, among other things, packaging materials, from the San Miguel Group. Taking into account the aforesaid reason, we consider that it is fair and reasonable for the Group to continue to carry on this type of connected transactions as contemplated under the Master Agreement.

The primary reason for the substantial projected increase in transaction amount for the year ending 31 December 2017 as compared to the actual transaction amount for the year ended 31 December 2015 is that the Company intends to adjust its assembly line during 2016 to be in line with the industry practice and to enable cost saving. Once the adjustment has been completed, the types of packaging materials produced by the San Miguel Group which were previously no longer suitable for packaging the Group's products (for further details, please refer to the paragraph

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headed “4.1 The approved annual caps and the historical transaction amounts under the Previous Master Agreement” above) will once again be suitable for packaging the Group’s products and the Group can resume its purchase of these types of packaging materials from the San Miguel Group. Accordingly, the total amount of packaging materials purchased by the Group from the San Miguel Group is expected to increase again from 2016 onwards.

Finally, a buffer of approximately 10% of the entire transaction amount was included in the calculations to provide flexibility to the Company in case of any unforeseen, relatively minor increases in projected demand. We believe that given there are many outside variables in determining the proposed Annual Caps (e.g. independent third parties suppliers and distributors outside of the Group’s control), it is reasonable to build in a buffer as a precautionary measure.

4.2.2 Purchase of packaged beer from the San Miguel Group

The Annual Caps in respect of the purchase of packaged beer from San Miguel Group were calculated as set out below:

- (i) *Demand for the packaged beer by the Group was projected for each of the years ending 31 December 2017, 2018 and 2019*

Packaged beer products projected to be demanded by the Group from the San Miguel Group were split into two categories, namely (i) demand from the Group’s Hong Kong-based operations; and (ii) demand from the Group’s PRC-based operations.

Projected demand for the years ending 31 December 2017, 2018 and 2019 was calculated using:

- (a) projected demand for the year ending 31 December 2016;

The 2016 projected demand was based on the consideration of the sales strategies by means of different distribution channels (namely on-premise sales channels and off-premise sales channel, or by different locations in Hong Kong, Macau and the PRC) as regards each individual packaged beer product (range from 27 to 34,000 keg/cases) *, and such wide range is due to different types of sale strategies and market demand as mentioned above. The projected volume is made with reference to (i) the historical transaction

* “keg” is the unit for draught beer products. For those draught beer products purchased from the San Miguel Group, they are either 15 litres or 30 litres. “case” is the unit for bottle/can beer products.

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volume; (ii) the Group's discussions with the San Miguel Group regarding the future demand volume; and (iii) the Management's expectations of future industry conditions. It was noted that several of the products, including keg products, were now able to be manufactured locally and therefore were no longer required to be imported from the San Miguel Group. Meanwhile, it was also expected that the PRC operations of the Group would begin to import certain products from the San Miguel Group for its local sales. As the PRC-based operations of the Group intend to import products from the San Miguel Group from 2016 onwards following the clearance of certain import licensing issues in the PRC, the total purchase amount of packaged beer by the Group from the San Miguel Group is expected to increase again.

We have considered (i) the historical demand of each individual packaged beer products for the two years ended 31 December 2015 (range from 108 keg/case to 35,027 keg/case and from 94 keg/case to 30,360 keg/case respectively), and (ii) the projected 2016 demand from 27 keg/case to 34,000 keg/case. We have compared the actual sales volume of the second half of 2015 with the budgeted sales volume of the second half of 2015 and noted that it was close to the budget. We have discussed with the Management about (i) the Group's discussions with the San Miguel Group regarding future demand volume and (ii) their expectations of future industry conditions; both cautiously expect market demand volume to increase steadily due to the Group's sales strategies. We note that the PRC-based operations of the Group intend to import products from the San Miguel Group from 2016 onwards following the clearance of certain import licensing issues in the PRC, the total purchase amount of packaged beer by the Group from the San Miguel Group is expected to increase. Taking into account the above, we are of the view that the projected sale volume and the annual rate of increase have been fairly estimated.

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- (b) and a projected rate of increase in demand, which was estimated separately for each of the above two categories.

This rate of increase was estimated with reference to similar factors as those set out in paragraph 4.2.1 (i) above, namely (i) historical transaction amounts and year-on-year rates of increase; and (ii) various new business strategies to be implemented by the Group's PRC-based operations, as mentioned above in the paragraph headed "1.2 Financial results of the Group" of this letter.

We have assessed and compared the projected rate of increase of demand by the Group for packaging products and packaged beer products. We have reviewed and noted that the rate of increase in demand expected by the Hong Kong-based operations (i.e. 3%) is consistent across its projected demand for packaging products and packaged beer products. The Management has confirmed that they foresee a steady and consistent increase in demand by the Group for both these product types after considering the historical sales volume and the budget.

Whereas, we note that the PRC-based operations have forecast a greater increase in rate of demand for packaged beer (i.e. 15%) than for packaging products. After discussions with the Management, we note that this is due to the fact that such packaged beer products are only expected to commence local sale in the PRC later this year, and therefore it is expected that the rate of increase in demand during these early years shall be higher than the rate of increase in demand for packaging products which has been occurring for a number of years.

It was noted in particular by the Company that two packaged beer products are to be targeted for increased penetration by the Group's PRC operations, and therefore such demand was estimated to increase at a greater rate than the Hong Kong-based demand.

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- (ii) *The HK\$ price per unit of each packaged beer product was estimated for each of the years ending 31 December 2017, 2018 and 2019*

The average price per unit of each packaged beer product for 2015 (range between HK\$80 to HK\$386 per unit) was multiplied by a projected year-on-year Philippines consumer price inflation (since the packaged beer is purchased from the San Miguel Group's Philippines-based operations) and also adjusted by a projected annual HK\$:US Dollar exchange rate (since these transactions are carried out in US Dollar). For more details on these assumptions, please refer to the paragraph headed "4.2.4 Other assumptions" of this letter.

We have considered the (i) the average price per unit of each packaged beer product for the two years ended 31 December 2015 (range between US\$9.41 to US\$17.00 per unit), (ii) the year-on-year Philippines consumer price inflation (since the packaged beer is purchased from the San Miguel Group's Philippines-based operations) for the two years ended 31 December 2015; and (iii) the annual HK\$:US Dollar exchange rate (since these transactions are carried out in US Dollar). We also note the average price per unit of each packaged beer product for the one month ended 31 January 2016 (range between US\$9.41 to US\$17.00 per unit respectively). Taking into account the above, we are of the view that the projected sale volume and the annual rate of increase have been fairly estimated.

- (iii) *The total projected cost of these transactions for the years ending 31 December 2017, 2018 and 2019 were calculated*

Using the information calculated in points (i) and (ii) above, the total projected cost of these transactions was calculated and a buffer of approximately 10% of the entire transaction amount was included in the calculations to provide flexibility to the Company in case of any unforeseen, relatively minor increases in projected demand. We believe that given there are many outside variables in determining the proposed Annual Caps (e.g. independent third parties suppliers and distributors outside of the Group's control), it is reasonable to build in a buffer as a precautionary measure.

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4.2.3 Sales of packaged beer and non-alcoholic beverage products to the San Miguel Group

The Annual Caps in respect of the sale of packaged beer and non-alcoholic beverages to the San Miguel Group were calculated as set out below:

- (i) *Projected sales volume of the relevant products is calculated for the years ending 31 December 2017, 2018 and 2019*

Projected sales volume for the years ending 31 December 2017, 2018 and 2019 are calculated using the projected sales volume of approximately 455,000 HL* for the year ending 31 December 2016 with an estimated annual rate of increase, which differs depending on whether the products are to be sold by the Group's Hong Kong-based operations or the PRC-based operations.

The annual rate of increase makes reference to (i) the historical transaction volume; (ii) the Group's discussions with the San Miguel Group regarding future demand volume; (iii) the Management's expectations of future industry conditions; and (iv) the expected profit margin which will be consistent and in line with the historical profit margin earned by the Group.

We have compared the actual sales volume of 2015 with the budgeted sales volume of 2015 and noted that it was close to the budget. We have discussed with the Management about the Group's discussions with the San Miguel Group regarding future demand volume as well as their expectations of future industry conditions and profit margin. Taking into account the above, we are of the view that the projected sale volume and the annual rate of increase have been fairly estimated.

- (ii) *Sales revenue received from such products is calculated for the years ending 31 December 2017, 2018 and 2019*

As mentioned above, the Group's sales of packaged beer and non-alcoholic beverage products to the San Miguel Group are carried out on a cost plus basis with a fixed margin. Accordingly, in order to calculate the revenue to be received from such products, the Group calculated the estimated costs of such production for each of the years ending 31 December 2017, 2018 and 2019. This was done by adjusting the current price per unit of direct materials, direct labour, direct containers, direct manufacturing supplies and direct utilities and other costs by a projected inflation rate and subsequently multiplying that by the specified profit margin which is consistent with and in line with the historical margin earned. For those products manufactured

* refers to hecto-liter, a unit of capacity equal to 100 liters

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in PRC, an exchange rate was also projected to calculate the final revenue received in HK\$ (for details of assumptions such as inflation rate and exchange rate, please refer to the paragraph headed “4.2.4 Other assumptions” of this letter).

A buffer of approximately 10% of the entire transaction amount was included in the calculations to provide flexibility to the Company in case of any unforeseen, relatively minor increases in projected sales. We believe that given there are many outside variables in determining the proposed Annual Caps (e.g. independent third parties suppliers and distributors outside of the Group’s control), it is reasonable to build in a buffer as a precautionary measure.

We have reviewed the abovementioned calculations and consider the methodology employed in calculating the Annual Caps for the years ending 31 December 2017, 2018 and 2019 to be fair and reasonable. We have compared the trend in projected demand for the individual products with the trend recorded during previous years, and where there are deviations, we have discussed the reasons behind such projections with Management, such as the expectation that the various new business strategies to be implemented by the Group’s PRC-based operations shall lead to increased demand. Having reviewed the bases and assumptions for the Annual Caps (namely the projected quantities and prices of the products), we believe they have been diligently and reasonably considered by the Management. Accordingly, we are of the view that the Annual Caps are fair and reasonable and in the interests of the Company and Shareholders as a whole.

4.2.4 Other assumptions

In addition to the abovementioned assumptions, for each of the years ending 31 December 2017, 2018 and 2019, the Management has also estimated projected (i) exchange rates; and (ii) consumer price inflation rates.

Set out below is a table showing the various assumptions relating to exchange rates and year-on-year consumer price inflation rates as used by the Company.

	Forecast for the year ending 31 December			
	2016	2017	2018	2019
HK\$:RMB exchange rate (1RMB: HK\$)	1.25	1.24	1.25	1.27
US\$:HK\$ exchange rate (1US\$: HK\$)	7.778	7.765	7.754	7.754
Hong Kong year-on-year consumer price inflation rate	3.1%	2.8%	2.8%	2.9%
PRC year-on-year consumer price inflation rate	1.9%	2.6%	2.6%	2.8%
Philippines year-on-year consumer price rate	3.5%	3.8%	4.0%	4.0%

LETTER FROM ALTUS CAPITAL

We have gathered projected exchange rates and inflation rates from sources such as the budget of the Hong Kong Government, the central bank of the Republic of the Philippines and various economic analysis firms, and having compared our independently sourced projections (all of them are close to the amount stated above) with those used by the Group set out in the table above and considered the nature and background of our sources, we are of the view that such assumptions have been diligently and reasonably considered by the Management and it was fair and reasonable for the Management to use the above assumptions for the purpose of determining the proposed Annual Caps.

5. Internal control measures regarding the Continuing Connected Transactions

The Company has established internal control measures to ensure that the Continuing Connected Transactions are carried out in accordance with the pricing policies and the terms of the Master Agreement, and that the purchase prices of the relevant products from the San Miguel Group/ the selling prices of the relevant products to the San Miguel Group are on normal commercial terms and on terms no less favourable than those terms offered to the Group by, or offered by the Group to, Independent Third Parties for similar products.

Such internal control measures include namely (i) the preparation of a budget with respect to each type of Continuing Connected Transactions for the year ending 31 December Year X in the third quarter of Year X-1; (ii) the Logistics Department to implement the pricing policy and procurement policy of the Group; (iii) the Managing Director of the Company to approve the Logistics Department's (or the Finance Department's as the case may be) recommendation and any subsequent changes; (iv) the Accounts Department to monitor the execution of purchase orders/sales orders within the respective terms of the Continuing Connected Transactions; and (v) the amount of the Annual Caps utilised would be presented to the Board and the Audit Committee on a quarterly and semi-annually basis.

The Directors consider that such internal control procedures on pricing can effectively ensure that the pricing and terms of the transactions contemplated under the Master Agreement are conducted on normal commercial terms and on terms no less favourable to the Group and in accordance with the pricing policy of the Group.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors are required to review the Continuing Connected Transactions annually and confirm in the Company's annual report that they have been carried out (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms; and (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM ALTUS CAPITAL

In compliance with the Listing Rules, the Company had engaged auditors to report on the Continuing Connected Transactions for the two years ended 31 December 2015. The Company will continue to engage auditors to report on the Continuing Connected Transactions for each of the four years ending 31 December 2019. Given the above, we consider that there exist appropriate procedures and arrangements to ensure that the Continuing Connected Transactions will be conducted on terms in compliance with the provisions of the Listing Rules.

RECOMMENDATION

Having considered the above principal factors, we are of the view that (i) the terms and conditions of the Continuing Connected Transactions contemplated under the Master Agreement are on normal commercial terms and are fair and reasonable; (ii) the Continuing Connected Transactions will be conducted in the ordinary and usual course of business of the Company and its subsidiaries and are in the interests of the Company and the Shareholders as a whole; and (iii) the respective Annual Caps have been fairly and reasonably arrived at.

Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the resolution approving the Continuing Connected Transactions contemplated under the Master Agreement and the proposed Annual Caps related thereto at the EGM.

Yours faithfully,
For and on behalf of
Altus Capital Limited
Jeanny Leung
Responsible Officer

*Ms. Jeanny Leung (“**Ms. Leung**”) is a Responsible Officer of Altus Capital Limited licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO. She is also a Responsible Officer of Altus Investments Limited licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO. Ms. Leung has over 25 years of experience in corporate finance advisory and commercial field in Greater China.*

Altus Capital Limited has not acted as an independent financial adviser of the Company’s other transactions in the last two years from the date of the Circular. Pursuant to Rule 13.84 of the Listing Rules, and given that remuneration for our engagement to opine on this is at a market level and is not conditional upon successful passing of the resolution and that our engagement is on normal commercial terms, Altus Capital Limited is independent of the Company.

1. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to (i) be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) be entered in the register maintained by the Company pursuant to section 352 of the SFO; or (iii) be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, were as follows:

(1) *Interests in issued shares*

Name	Number of Shares	
	Number of Shares held	% of total Shares in issue
David K. P. Li	12,000,000	3.21%

Name	Number of common shares of 1 Philippine peso each in Top Frontier	
	Number of shares held	% of total shares in issue
Ramon S. Ang	86,734,238 ^(Note)	25.907003%
Carlos Antonio M. Berba	364	0.000109%
Roberto N. Huang	3,039	0.000908%
Reynato S. Puno	500	0.000149%
Carmelo L. Santiago	500	0.000149%
Ramon G. Torralba	260	0.000078%

Note:

Out of the 86,734,238 common shares in Top Frontier held by Mr. Ramon S. Ang, 75,887 common shares were held directly and 86,658,351 common shares were held indirectly.

Name	Type of shares (Par value of 5 Philippine pesos each)	Number of shares in SMC	
		Number of shares held	% of total shares in issue
Ramon S. Ang	Common	374,381,669 ^(Note)	10.849799%
Carlos Antonio M. Berba	Common	3,645	0.000106%
	Preferred	10,000	0.000290%
Roberto N. Huang	Common	42,397	0.001229%
Reynato S. Puno	Common	5,000	0.000145%
Carmelo L. Santiago	Common	5,000	0.000145%
Ramon G. Torralba	Common	2,600	0.000075%

Note:

Out of the 374,381,669 common shares in SMC held by Mr. Ramon S. Ang, 757,873 common shares were held directly and 373,623,796 common shares were held indirectly.

Name	Number of common shares of 1 Philippine peso each in SMB	
	Number of shares held ^(Note)	% of total shares in issue
Ramon S. Ang	5,000	0.000033%
Carlos Antonio M. Berba	5,000	0.000033%
Takashi Hayashi	5,000	0.000033%
Roberto N. Huang	5,000	0.000033%
Carmelo L. Santiago	5,000	0.000033%

Note:

Other than the common shares in SMB which were held by Mr. Carmelo L. Santiago as personal interest, all common shares in SMB were held by the Directors as corporate interests.

(2) Interests in underlying shares

Stock options in SMC					
			Exercise price per option (Philippine pesos)	Number of options lapsed during the year	Number of options outstanding as at the Latest Practicable Date
Name	Date granted	Exercise period up to			
Common (par value of 5 Philippine pesos each):					
Ramon S. Ang	01/03/2007	01/03/2015	63.50	(993,386)	—
	01/03/2007	01/03/2015	75.50	(662,258)	—
	26/06/2008	26/06/2016	40.50	—	765,603
	25/06/2009	25/06/2017	58.05	—	587,556
Carlos Antonio M. Berba	16/12/2010	16/12/2018	120.33	—	41,556
Ramon G. Torralba	16/12/2010	16/12/2018	120.33	—	8,991

All interests in the shares and underlying shares of the Company and its associated corporations stated above are long positions.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have such provisions of the SFO); or (ii) were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in the Listing Rules.

(b) Persons or corporations who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial shareholders of members of the Group

Name	Shares	
	Number of Shares held	% of total issued Shares
Top Frontier (<i>Note 1</i>)	245,720,800	65.78%
SMC (<i>Note 1</i>)	245,720,800	65.78%
Kirin Holdings Company, Limited (<i>Note 1</i>)	245,720,800	65.78%
Neptunia Corporation Limited (<i>Note 1</i>)	245,720,800	65.78%
Cheung Kong (Holdings) Limited (<i>Note 2</i>)	23,703,000	6.34%
CK Hutchison Holdings Limited (<i>Note 2</i>)	23,703,000	6.34%

Notes:

- (1) Top Frontier, the ultimate holding company, SMC, Kirin Holdings Company, Limited (“**Kirin**”) (a principal shareholder of SMB), SMB and San Miguel Brewing International Limited (“**SMBIL**”) are all deemed to hold the above disclosed interest indirectly through Neptunia Corporation Limited (“**Neptunia**”) in the Company because each of Top Frontier, SMC and Kirin holds more than one third of the voting power of SMB. SMB has a controlling interest in SMBIL and SMBIL has a controlling interest in Neptunia.
- (2) Conroy Assets Limited, which holds 13,624,600 Shares, and Hamstar Profits Limited, which holds 10,078,400 Shares, are indirect wholly owned subsidiaries of Cheung Kong (Holdings) Limited (“**CKH**”) and CK Hutchison Holdings Limited (“**CK Hutchison**”).

By virtue of the SFO, CKH and CK Hutchison are deemed to be interested in the Shares held by Conroy Assets Limited and Hamstar Profits Limited.

- (3) The following Directors and proposed Directors are directors/employees of companies which have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Mr. Ramon S. Ang is the director, President and Chief Executive Officer of Top Frontier, the Vice Chairman, President and Chief Operating Officer of SMC and Chairman of SMB. Mr. Carlos Antonio M. Berba is a director of SMB, Managing Director of SMBIL, and a director of Neptunia. Mr. Takashi Hayashi is a director and the Executive Vice President of SMB and a director of SMBIL. Mr. Roberto N. Huang is a director and the President of SMB and a director of SMBIL. Mr. Takeshi Wada is a director and the Executive Vice President of SMBIL.

Mr. Teruyuki Daino has resigned as non-executive Director and member of the nomination committee of the Company with effect from 30 March 2016, and as director and Executive Vice President of SMB.

The Company also received a letter from Neptunia Corporation nominating Mr. Katsuhiko Matsumoto as director of the Company for election at the Company's annual general meeting on 29 April 2016. As of the Latest Practicable Date, Mr. Matsumoto is a director and the Executive Financial Advisor of SMB.

(c) Interests in a subsidiary

As at the Latest Practicable Date, the following corporation was, directly or indirectly, interested in 10% or more of the total number of any class of issued shares carrying rights to vote in all circumstances at general meetings of the following member of the Group:

Name of subsidiary	Name of shareholder	% of interest in subsidiary
Guangzhou San Miguel Brewery Company Limited	Guangzhou Brewery	30%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company was aware of any other person or corporation who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who/which was, directly or indirectly, interested in 10% or more of the total number of any class of issued shares carrying rights to vote in all circumstances at general meetings of any member of the Group, or any options in respect of such capital.

3. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, they were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2015, being the date to which the latest published audited accounts of the Group were made up.

4. DIRECTORS' SERVICE CONTRACTS

Pursuant to an agreement dated 12 June 1963, Neptunia provides technical and advisory services to the Company and may be paid a General Managers' commission. Mr. Ramon S. Ang, Mr. Carlos Antonio M. Berba, Mr. Ramon G. Torralba, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Reynato S. Puno, Mr. Carmelo L. Santiago and Mr. Takeshi Wada are interested parties to this contract to the extent that they either have equity interests in or are directors and/or officers of SMB, SMBIL, SMC, and Top Frontier, the ultimate holding company of Neptunia. General Managers' commission has not been paid by the Company or charged by Neptunia since the 1995 financial year.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group excluding service contracts expiring or terminable by the relevant member of the Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or the proposed Directors and their respective close associates had any interests which competed or was likely to compete, either directly or indirectly, with the Company's business.

6. INTERESTS IN ASSETS AND/OR CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors or the proposed Directors had any direct or indirect interest in any assets which had since 31 December 2015, being the date to which the latest published audited financial statements of the Company were made up, been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

Save as disclosed in the section headed "Directors' Service Contracts" above, as at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement which was significant in relation to the business of the Company.

7. QUALIFICATIONS AND CONSENT OF EXPERT

The following is the qualifications of the expert who has given opinions or advice, which are contained or referred to in this circular:

Name	Qualification
Altus Capital	a corporation licensed to carry on type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO.

Altus Capital has provided its letter for incorporation into this circular. Altus Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which it appears.

As at the Latest Practicable Date, Altus Capital did not have any shareholding interests in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for Shares or shares in any member of the Group.

As at the Latest Practicable Date, Altus Capital did not have any direct or indirect interest in any asset which has, since 31 December 2015, being the date to which the latest published audited financial statements of the Company were made up, been acquired or disposed of by or leased to any member of the Group.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's registered office, 9th Floor, Citimark Building, 28 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong during normal business hours up to and including the date of the EGM:

- (a) the Master Agreement;
- (b) the agreement referred to in the section headed "Directors' Service Contracts" in this appendix;
- (c) the letter from Altus Capital, the text of which is set out in this circular;
- (d) the consent letter from Altus Capital referred to in the section headed "Qualifications and Consent of Expert" in this appendix; and
- (e) the circular of the Company dated 14 April 2016.

NOTICE OF EGM



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of San Miguel Brewery Hong Kong Limited (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 29 April 2016, Friday, at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:** the agreement dated 4 February 2016 (the “**Agreement**”) entered into between San Miguel Corporation and the Company, a copy of which marked as “A” has been produced at the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and the proposed annual caps (the “**Caps**”) in relation to the transactions contemplated under the Agreement for each of the three financial years ending 31 December 2017, 2018 and 2019 as set out in the circular dated 14 April 2016 be and are hereby approved, and the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Agreement and the Caps and the transactions thereby contemplated.”

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 14 April 2016

NOTICE OF EGM

Registered Office:

9th Floor
Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

Notes:

1. Shareholders are entitled to appoint one or more proxies to attend and vote in their stead at the meeting. A proxy needs not be a shareholder of the Company.
2. To be valid, forms of proxy must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the meeting.
3. The transfer of books and register of members of the Company will be closed from 27 April 2016, Wednesday, to 29 April 2016, Friday, both days inclusive. To qualify for attending the forthcoming extraordinary general meeting of the Company to be held on 29 April 2016, Friday, shareholders should ensure that transfers are lodged at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 26 April 2016, Tuesday.



**SAN MIGUEL BREWERY
HONG KONG LTD.**

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊之有限公司)

(Stock Code/股份代號: 236)

NOTIFICATION LETTER 通知信函

14 April 2016

Dear Shareholder,

San Miguel Brewery Hong Kong Ltd. (the "Company")

– Notice of Publication of Circular & Proxy Form of Extraordinary General Meeting ("Current Corporate Communication")

The Company's Extraordinary General Meeting will be held at 3:45 p.m. (or as soon as the annual general meeting of the Company convened at the same date and place shall conclude or adjourn) on Friday, 29 April 2016 at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong. The English and Chinese versions of the Company's Current Corporate Communication are available on the Company's website at info.sanmiguel.com.hk and the HKEx news's website at www.hkexnews.hk. If you have chosen to receive the Corporate Communication[#] in printed form(s), the arranged printed form(s) of the Current Corporate Communication is enclosed.

If you would like to receive a printed version of the Current Corporate Communication in English language version only, or in Chinese language version only or in both English and Chinese language versions, or if you would like to change your choice of language(s) and/or means of receipt of the Company's future Corporate Communication, please complete the Change Request Form on the reverse side and sign and return it by post or by hand to the Company c/o the Company's share registrar in Hong Kong (the "Hong Kong Share Registrar"), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. If you post your reply in Hong Kong, you may use the mailing label in the Change Request Form and need not to affix a stamp on the envelope when returning your Change Request Form. Otherwise, please affix an appropriate stamp. You may also send an email with a scanned copy of the Change Request Form to sanmiguel.ecom@computershare.com.hk. The Change Request Form may also be downloaded from the Company's website at info.sanmiguel.com.hk or the HKExnews's website at www.hkexnews.hk.

If you have chosen (or are deemed to have consented) to read the website version of the Corporate Communication but for any reason you have difficulty in receiving or gaining access to the Current Corporate Communication, the Company will promptly upon your request send the Current Corporate Communication to you in printed form free of charge.

You are entitled at any time by reasonable notice in writing to the Company c/o the Hong Kong Share Registrar or by email to sanmiguel.ecom@computershare.com.hk to change your choice of language(s) and/or means of receipt of future Corporate Communication, notwithstanding any contrary instructions previously conveyed by you to the Company.

Should you have any queries in relation to this letter, please call the Hong Kong Share Registrar's telephone hotline at (852) 2862 8688 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays.

Yours faithfully,
By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

各位股東：

香港生力啤酒廠有限公司 (「本公司」)

– 股東特別大會通函及代表委任表格 (「本次公司通訊」) 之發佈通知

本公司之股東特別大會將於 2016 年 4 月 29 日 (星期五) 下午 3 時 45 分 (或緊隨本公司於同日同地召開之股東周年大會結束或休會後) 假座香港中區法院道太古廣場二期港島香格里拉大酒店五樓香島殿舉行。本公司的本次公司通訊之中、英文版本已上載於本公司網站 info.sanmiguel.com.hk 及香港交易所披露易網站 www.hkexnews.hk, 歡迎查閱。如閣下已選擇收取公司通訊[#]之印刷本, 本次公司通訊已按閣下所選定的公司通訊語言版本隨本函附上。

如閣下欲僅收取本次公司通訊之英文印刷本、或僅收取中文印刷本, 或同時收取英文及中文印刷本, 或欲選擇有別於閣下所選擇的公司通訊語言版本及/或收取方式, 以更改收取本公司日後公司通訊之語言版本及/或收取方式之選擇, 請閣下填妥在本函背面的變更申請表, 並在變更申請表上簽名, 然後把變更申請表寄回或親手交回本公司之香港證券登記處香港中央證券登記有限公司 (「香港證券登記處」), 地址為香港灣仔皇后大道東 183 號合和中心 17M 樓。倘若閣下在香港投寄, 可使用變更申請表內的郵寄標籤寄回, 而毋須在信封上貼上郵票; 否則, 請貼上適當的郵票。閣下亦可把已填妥之變更申請表的掃描副本電郵至 sanmiguel.ecom@computershare.com.hk。變更申請表可於本公司網站 info.sanmiguel.com.hk 或香港交易所披露易網站 www.hkexnews.hk 內下載。

如閣下已選擇 (或被視為已同意) 查閱公司通訊之網上版本但因任何理由以致收取或接收本次公司通訊上出現困難, 只要閣下提出要求, 本公司將儘快寄上所要求的本次公司通訊的印刷本, 費用全免。

閣下可以隨時透過香港證券登記處以書面或透過電郵至 sanmiguel.ecom@computershare.com.hk 通知本公司, 更改日後收取本公司通訊之語言版本及/或收取方式的選擇, 儘管閣下早前曾向本公司作出任何其他指示。

閣下如有任何與本函內容有關的疑問, 請致電香港證券登記處電話熱線 (852) 2862 8688, 辦公時間為星期一至星期五 (公眾假期除外) 上午 9 時正至下午 6 時正。

承董事會命
香港生力啤酒廠有限公司
公司秘書
張嘉麟
謹啟

2016 年 4 月 14 日

[#] Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of its securities, including but not limited to (a) the directors' report, its annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the annual report and, where applicable, its summary annual report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

[#] 公司通訊指本公司刊發或將予刊發以供其任何證券持有人參照或採取行動的任何文件, 包括但不限於: (a) 董事會報告、其年度帳目連同核數師報告及財務摘要報告 (如適用); (b) 年度報告及其年度摘要報告 (如適用); (c) 會議通告; (d) 上市文件; (e) 通函; 及 (f) 代表委任表格。

Name(s) and address of Shareholder(s):
股東之姓名及地址:

Change Request Form 變更申請表

To: San Miguel Brewery Hong Kong Ltd. (the "Company")
(Stock Code: 236)
c/o Computershare Hong Kong Investor Services Limited
17M Floor,
Hopewell Centre, 183 Queen's Road East,
Wanchai, Hong Kong

致: 香港生力啤酒廠有限公司 (「本公司」)
(股份代號: 236)
經香港中央證券登記有限公司
香港灣仔皇后大道東 183 號
合和中心 17M 樓

I/We have already received a printed copy of the Current Corporate Communication in Chinese / English or have chosen (or am/are deemed to have consented) to read the Current Corporate Communication posted on the Company's website:

本人/我們已收取本次公司通訊之英文/中文印刷本或已選擇(或被視為已同意)查閱 貴公司網站所登載之本次公司通訊:

Part A I/We would like to receive a printed version of the Current Corporate Communication of the Company in the manner as indicated below:

甲部 本人/我們現欲以下列方式收取 貴公司本次公司通訊之語言印刷本:

(Please mark **ONLY ONE (X)** of the following boxes 請從下列選擇中, 僅在其中一個空格內劃上「X」號)

☐

I/We would like to receive a **printed copy in English**.

本人/我們現欲收取一份英文印刷本。

☐

I/We would like to receive a **printed copy in Chinese**.

本人/我們現欲收取一份中文印刷本。

☐

I/We would like to receive **both the printed English and Chinese copies**.

本人/我們現欲收取英文和中文各一份印刷本。

Part B I/We would like to change the choice of language(s) and/or means of receipt of future Corporate Communication of the Company as indicated below:

乙部 本人/我們現欲更改以下列方式收取 貴公司日後公司通訊之語言版本及/或收取方式:

(Please mark **ONLY ONE (X)** of the following boxes 請從下列選擇中, 僅在其中一個空格內劃上「X」號)

☐

to read the version of the Corporate Communication in electronic form published, in both English and Chinese languages on the Company's website at info.sanmiguel.com.hk in place of receiving printed copies, and receive a printed notification letter of the publication of the Corporate Communication on the Company's website every time that the Company publishes a Corporate Communications in its website; **OR**

查閱登載於本公司網站 info.sanmiguel.com.hk 之公司通訊之英文及中文電子版本, 以代替印刷本, 並於每次本公司於網站刊發公司通訊時, 收取有關公司通訊已在本公司網站刊發之通知信函印刷本; **或**

☐

to receive the **printed English version** of all future Corporate Communications **ONLY**; **OR**

僅收取所有日後公司通訊之英文印刷本; **或**

☐

to receive the **printed Chinese version** of all future Corporate Communications **ONLY**; **OR**

僅收取所有日後公司通訊之中文印刷本; **或**

☐

to receive both the **printed English and Chinese versions** of all future Corporate Communications.

同時收取所有日後公司通訊之英文及中文印刷本。

Date
日期

Contact telephone number

聯絡電話號碼

Signature(s)

簽名

Notes 附註:

- Please complete all your details clearly. Please specify your name and address clearly in ENGLISH BLOCK LETTERS on the top left hand corner in this Change Request Form if you downloaded this form from the web.
請 閣下清楚填寫所有資料。倘若 閣下從網上下載本變更申請表, 請於本表左上方用英文正楷清楚註明 閣下的姓名及地址。
- If your shares are held in joint names, the shareholder whose name stands first on the register of members of the Company in respect of the joint holding should sign on this Change Request Form in order to be valid.
如屬聯名股東, 則本變更申請表須由該名於本公司股東名冊上就聯名持有股份其姓名位列首位的股東簽署, 方為有效。
- Any form with more than one box marked (X), with no box marked (X), with no signature or otherwise incorrectly completed will be void.
如在本表格作出超過一項選擇、或未有作出選擇、或未有簽署、或在其他方面填寫不正確, 則本表格將會作廢。
- For the avoidance of doubt, we do not accept any special instructions written on this Change Request Form.
為免存疑, 任何在本變更申請表上的額外手寫指示, 本公司將不予處理。
- Please note that both printed English and Chinese versions of all the Company's Corporate Communication which we have sent to our shareholders in the past 12 months are available from the Company on request. They are also available on the Company's website (info.sanmiguel.com.hk) for five years from the date of first publication.
本公司備有於過去12個月曾寄發予股東的公司通訊的中、英文版印刷本, 可供索取。該等通訊文件亦由首次登載日期起計, 持續5年載於本公司網站(info.sanmiguel.com.hk)上。

Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of its securities, including but not limited to (a) the directors' report, its annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the annual report and, where applicable, its summary annual report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

公司通訊指本公司發出或將予發出以供其任何證券持有人參照或採取行動的任何文件, 包括但不限於: (a)董事會報告、其年度帳目連同核數師報告及財務摘要報告(如適用); (b)年度報告及其年度摘要報告(如適用); (c)會議通告; (d)上市文件; (e)通函; 及(f)代表委任表格。

郵寄標籤 MAILING LABEL

香港中央證券登記有限公司
Computershare Hong Kong Investor Services Limited
簡便回郵號碼 Freepost No. 37
香港 Hong Kong

閣下寄回此變更申請表時, 請將郵寄標籤剪貼於信封上。

如在本港投寄毋須貼上郵票。

Please cut the mailing label and stick this on the envelope to return this Change Request Form to us.

No postage stamp necessary if posted in Hong Kong.

SMBH-14042016-1(7)

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**SAN MIGUEL BREWERY
HONG KONG LTD.**

香港生力啤酒廠有限公司

*(Incorporated in Hong Kong with limited liability)
(Stock Code: 236)*

**FURTHER DELAY IN DESPATCH OF CIRCULAR
IN RELATION TO
CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcement of San Miguel Brewery Hong Kong Ltd. (the “**Company**”) dated 4 February 2016 (the “**Announcement**”) in relation to the Continuing Connected Transactions and the announcement of the Company dated 2 March 2016 (the “**Delay Announcement**”) in relation to the delay in despatch of the Circular (as defined below). All capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement unless stated otherwise.

As stated in the Delay Announcement, the Company intended to despatch the circular (the “**Circular**”) containing information on the Master Agreement, the Continuing Connected Transactions and the Annual Caps, among other things, immediately after the publication of the annual report on 30 March 2016. As more time is required to prepare and finalise the information to be included in the Circular, the date of despatch of the Circular is expected to be postponed to on or before 14 April 2016.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 30 March 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.



**SAN MIGUEL BREWERY
HONG KONG LTD.**
香港生力啤酒廠有限公司
(Stock Code: 236)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We, being the registered holder(s) of San Miguel Brewery Hong Kong Limited (the “Company”), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 1) to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on **29 April 2016, Friday, at 3:00 p.m.** and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 8)		Signature ^(Note 4)	
Registered Holding ^(Note 2)			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2015 together with the reports of the directors and the independent auditors thereon.		
2.	(a) To re-elect executive director:		
	(i) To re-elect Mr. Ramon G. Torralba as director;		
	(b) To re-elect non-executive directors:		
	(ii) To re-elect Mr. Takashi Hayashi as director;		
	(iii) To re-elect Mr. Roberto N. Huang as director;		
	(iv) To re-elect Mr. Takeshi Wada as director;		
	(c) To elect non-executive director:		
	(v) To elect Mr. Katsuhiko Matsumoto as director;		
	(d) To authorise the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint KPMG as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

30 March 2016

TO OUR SHAREHOLDERS

Dear Sir/Madam,

We have pleasure in enclosing the 2015 Annual Report of San Miguel Brewery Hong Kong Limited (the "Company"), the notice of the Fifty-third Annual General Meeting and the proxy form.

This year's Annual General Meeting will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on **29 April 2016, Friday at 3:00 p.m.**. Shareholders registration will start at 2:30 p.m..

This letter is being sent to all persons currently registered as shareholders. If you have sold your San Miguel shares, please disregard this notice.

In order to supply you with adequate facilities, we would appreciate notification of your intention to attend the meeting before 21 April 2016, Thursday via completion and return of the appended slip.

Enclosed is a proxy form for shareholders who are unable to attend the Annual General Meeting and who wish to instruct how voting on resolutions should be registered on their behalf. Please return your proxy form to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting. (Please refer to note 6 of the proxy form for details.)

Yours faithfully,

SAN MIGUEL BREWERY HONG KONG LIMITED

Ramon G. Torralba

Managing Director

REPLY SLIP

The Company Secretary
San Miguel Brewery Hong Kong Limited
9/F., Citimark Building, 28 Yuen Shun Circuit
Siu Lek Yuen, Shatin
New Territories
Hong Kong

I shall attend the Fifty-third Annual General Meeting.

NAME: _____

ADDRESS: _____

(Please print name and address clearly in block letters.)

TEL. NO: _____

SIGNATURE: _____

DATE: _____

NOTICE OF ANNUAL GENERAL MEETING



SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the FIFTY-THIRD ANNUAL GENERAL MEETING of SAN MIGUEL BREWERY HONG KONG LIMITED (the “**Company**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 29 April 2016, Friday, at 3:00 pm for the purpose of transacting the following business:

Ordinary Resolutions

- (1) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2015 together with the reports of the directors and the independent auditors thereon.
- (2) (a) To re-elect executive director:
 - (i) To re-elect Mr. Ramon G. Torralba as director;
- (b) To re-elect non-executive directors:
 - (ii) To re-elect Mr. Takashi Hayashi as director;
 - (iii) To re-elect Mr. Roberto N. Huang as director
 - (iv) To re-elect Mr. Takeshi Wada as director;
- (c) To elect non-executive director:
 - (v) To elect Mr. Katsuhiko Matsumoto as director;
- (d) To authorise the board of directors of the Company to fix the directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

- (3) To re-appoint KPMG as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 30 March 2016

Registered Office:
9th Floor
Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

As at the date of this announcement, the Board of the Company is comprised of the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. May (Michelle) W. M. Chan, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

Notes:

- 1. Shareholders are entitled to appoint one or more proxies to attend and vote in their stead at the meeting. A proxy needs not be a shareholder of the Company.*
- 2. To be valid, forms of proxy must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the meeting.*
- 3. For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 27 April 2016 to Friday, 29 April 2016, both days inclusive. To qualify for attending and voting at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 April 2016.*

NOTICE OF ANNUAL GENERAL MEETING

4. *If Typhoon Signal No.8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time between 11:00 am and 5:00 pm on the date of the Annual General Meeting, then the Annual General Meeting will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company's website at info.sanmiguel.com.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.*

If Typhoon Signal No.8 or above or a Black Rainstorm Warning Signal is cancelled at or before 11:00 am on the date of the Annual General Meeting, and where conditions permit, the Annual General Meeting will be held as scheduled.

The Annual General Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

5. *Please refer to the appendix to this notice for the particulars of directors of the Company proposed to be re-elected or elected at the Annual General Meeting.*

NOTICE OF ANNUAL GENERAL MEETING

APPENDIX:

The following are the particulars of directors of the Company (the “**Directors**”) proposed to be re-elected at the Annual General Meeting:

1. **Mr. Ramon G. TORRALBA**, *CPA, BSc*, aged 59, was appointed as executive Director and Managing Director of the Company with effect from 15 January 2013. Mr. Torralba was the Vice President and Manager for Export Development of San Miguel Brewing International Limited (a subsidiary of San Miguel Brewery Inc.) since 2007. He was also a Director of San Miguel (Thailand) Company, Ltd. from 2006 to 2007 and Vice President and Commercial Director of San Miguel Marketing (Thailand) Ltd. from 2004 to 2007. He was also Assistant Vice President-Consultant for Guangzhou San Miguel Brewery Co. Ltd., San Miguel (Guangdong) Brewery Co. Ltd. and San Miguel (Baoding) Brewery Co. Ltd. of the Beer Division of San Miguel Corporation from 2002-2004. Mr. Torralba graduated from Zamboanga A.E. Colleges with a degree of Bachelor of Science in Commerce, major in Accounting. He also attended the Management Development Program at the Asian Institute of Management (International School of Business and Management) in the Philippines in 1991. Mr. Torralba is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants.

Save as his directorships and appointments as disclosed in this appendix, Mr. Torralba has not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being the Managing Director, an executive Director and a director of certain subsidiaries of the Company, Mr. Torralba does not hold any other position in the Company or its subsidiaries.

Mr. Torralba has entered into a service agreement with the Company for a monthly remuneration of HK\$121,300 by reference to his duties and responsibilities in the Company and is eligible for an annual bonus and other compensation at the sole and absolute discretion of the remuneration committee of the Company. His remuneration for the year ended 31 December 2015 was HK\$2,914,292. There is no designated length of service for Mr. Torralba with the Company and he will be subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association.

Save as disclosed in this appendix, Mr. Torralba does not have any relationships with any of the Company’s directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the “**Listing Rules**”).

NOTICE OF ANNUAL GENERAL MEETING

As at the date hereof, Mr. Torralba has the following beneficial interests in the issued share capital and underlying shares of the Company's associated corporations:

(i) Interests in issued shares

	Number of common shares in Top Frontier Investment Holdings, Inc.	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	260	0.000078%

	Number of common shares in San Miguel Corporation	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 5 Philippine pesos each):	2,600	0.000075%

(ii) Interests in underlying shares

	Stock Options in San Miguel Corporation		
	Share options granted	Exercise price per option (pesos)	Exercise period up to
Common (par value of 5 Philippine pesos each):	8,991	120.33	16 December 2018

All the interests held by Mr. Torralba represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Torralba does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Torralba as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

2. **Mr. Takashi HAYASHI**, *BEcon*, aged 49, was appointed as a non-executive Director of the Company on 25 April 2014. Mr. Hayashi is a Director and the Executive Vice President of San Miguel Brewery Inc. He is also a Director of San Miguel Brewing International Limited and San Miguel Beer (Thailand) Limited (which are subsidiaries of San Miguel Brewery Inc.). Mr. Hayashi served as the Executive Financial Advisor of San Miguel Brewery Inc. (May 2014 to March 2016) and in the Kirin group of companies in various capacities. Mr. Hayashi graduated from Keio University with a Bachelor's degree in Economics in 1989. He is a Chartered Member of the Securities Analysts Association of Japan.

Save as his directorships and appointments as disclosed in this appendix, Mr. Hayashi has not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company, Mr. Hayashi does not hold any other position in the Company or its subsidiaries.

Mr. Hayashi has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Hayashi's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2015, Mr. Hayashi has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Hayashi does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders (other than as nominee director of such substantial shareholders or controlling shareholders to their subsidiaries or affiliated companies as stated above) of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Hayashi has the following beneficial interests in the issued share capital of the Company's associated corporations:

(i) Interests in issued shares

	Number of common shares in San Miguel Brewery Inc.	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	5,000*	0.000033%

* corporate interest

NOTICE OF ANNUAL GENERAL MEETING

All the interests held by Mr. Hayashi represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Hayashi does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Hayashi as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.

3. **Mr. Roberto N. HUANG**, *MBA, BSME*, aged 67, has been appointed as non-executive Director and a member of the Remuneration Committee of the Company with effect from 8 November 2012. Mr. Huang is a Director and President of San Miguel Brewery Inc. He is also a Director of San Miguel Brewing International Limited, and the Chairman and President of Iconic Beverages, Inc., Brewery Properties Inc., and Brewery Landholdings, Inc. He also served as the General Manager of San Miguel Brewery Inc. (2007-2009). Mr. Huang graduated from Mapua Institute of Technology with a Bachelor of Science degree in Mechanical Engineering and completed academic requirements for a Master's degree in Business Administration from De La Salle University. He also attended the Nagoya International Training Center, Japan International Cooperation Agency Grant for Metal Works Engineering and Numerical Control Machines course.

Save as his directorships and appointments as disclosed in this appendix, Mr. Huang has not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director and a member of the Remuneration Committee of the Company, Mr. Huang does not hold any other position in the Company or its subsidiaries.

Mr. Huang has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Huang's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2015, Mr. Huang has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Huang does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders (other than as nominee director of such substantial shareholders or controlling shareholders to their subsidiaries or affiliated companies as stated above) of the Company (as defined in the Listing Rules).

NOTICE OF ANNUAL GENERAL MEETING

As at the date hereof, Mr. Huang has the following beneficial interests in the issued share capital of the Company's associated corporations:

(i) Interests in issued shares

	Number of common shares in Top Frontier Investment Holdings, Inc.	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	3,039	0.000908%
	Number of common shares in San Miguel Corporation	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 5 Philippine pesos each):	42,397	0.001229%
	Number of common shares in San Miguel Brewery Inc.	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	5,000*	0.000033%

* corporate interest

All the interests held by Mr. Huang represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Huang does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Huang as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

4. **Mr. Takeshi WADA**, aged 55, has been appointed as non-executive Director of the Company with effect from 19 April 2013. Mr. Wada is a Director and the Executive Vice President of San Miguel Brewing International Ltd. He is also a Director of San Miguel Beer (Thailand) Limited, San Miguel Holdings (Thailand) Ltd. and San Miguel Marketing (Thailand) Ltd. (which are subsidiaries of San Miguel Brewery Inc.). He also served in the Kirin group of companies in various capacities. Mr. Wada graduated from University of Tokyo (Faculty of Law) in 1984.

Save as his directorships and appointments as disclosed in this appendix, Mr. Wada has not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company, Mr. Wada does not hold any other position in the Company or its subsidiaries.

Mr. Wada has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Wada's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. For the financial year ended 31 December 2015, Mr. Wada has agreed not to receive any director's remuneration.

Save as disclosed in this appendix, Mr. Wada does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders (other than as nominee director of such substantial shareholders or controlling shareholders to their subsidiaries or affiliated companies as stated above) of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Wada does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Wada as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.

5. **Mr. Katsuhiko MATSUMOTO**, aged 52, is the Executive Financial Advisor and Director of San Miguel Brewery Inc. He was the Director of Sales Department of Heineken Kirin K.K. (2013 to March 2016), General Sales Manager, Miyagi Branch of Kirin Beer Marketing Co., Ltd. (2012-2013) and General Sales Manager, Miyagi Branch of Kirin Brewery Co., Ltd. (2010-2012). He also served as the Project Leader of V10 Propulsion (Organization climate reforming) of Kirin Brewery Co., Ltd. (2007-2010); Manager, Planning Department of Kirin Brewery Co., Ltd. (2005-2007); and Manager, Kinki Modern Trade Chain Department of Kirin Brewery Co., Ltd. (2001-2005). Mr. Matsumoto graduated from Waseda University with a Bachelor's degree in Economics in 1987.

NOTICE OF ANNUAL GENERAL MEETING

Save as his directorships and appointments as disclosed in this appendix, Mr. Matsumoto has not held any directorships in any public listed companies nor other major appointment in the past three years. Apart from being a non-executive Director of the Company if elected, Mr. Matsumoto will not hold any other position in the Company or its subsidiaries.

Mr. Matsumoto has not entered into any service agreement with the Company in relation to his appointment but he is entitled to receive an annual director's fee of HK\$50,000 which is determined by reference to his duties and responsibilities in the Company and is subject to revision by the remuneration committee and the Board of the Company under the authority granted by shareholders at annual general meetings. Mr. Matsumoto's appointment as a non-executive Director is not for a specific term as he is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company.

Save as disclosed in this appendix, Mr. Matsumoto does not have any relationships with any of the Company's directors, senior management, substantial shareholders or controlling shareholders (other than as nominee director of such substantial shareholders or controlling shareholders to their subsidiaries or affiliated companies as stated above) of the Company (as defined in the Listing Rules).

As at the date hereof, Mr. Matsumoto has the following beneficial interests in the issued share capital of the Company's associated corporations:

	Number of common shares in San Miguel Brewery Inc.	
	<i>Number of shares held</i>	<i>% of total issued shares</i>
Common (par value of 1 Philippine peso each):	5,000*	0.000033%

* corporate interest

All the interests held by Mr. Matsumoto represent long positions.

As at the date hereof, save as disclosed in this appendix, Mr. Matsumoto does not have any other interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the election of Mr. Matsumoto as Director, save as disclosed in this appendix, there is no information which is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter which needs to be brought to the attention of the shareholders of the Company.



2015 ANNUAL REPORT 年報

LIFE.BEST SERVED LIGHT.



SAN MIGUEL BREWERY
HONG KONG LTD.
香港生力啤酒廠有限公司

Stock Code 股份代號 : 00236

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In this report, all monetary values are expressed in Hong Kong dollars unless stated otherwise.

本年報內所有幣值，除另有註明外，均以港幣計算。

CORPORATE INFORMATION 公司資料

BOARD OF DIRECTORS

CHAIRMAN

Ramon S. Ang (*non-executive Director*)

DEPUTY CHAIRMAN

Carlos Antonio M. Berba (*non-executive Director*)

EXECUTIVE DIRECTOR

Ramon G. Torralba

NON-EXECUTIVE DIRECTORS

May (Michelle) W.M. Chan

Teruyuki Daino

Takashi Hayashi

Roberto N. Huang

Takeshi Wada

INDEPENDENT NON-EXECUTIVE DIRECTORS

David K.P. Li, GBM, JP

Ng Wai Sun

Reynato S. Puno

Carmelo L. Santiago

Adrian M.K. Li, Alternate to David K.P. Li, GBM, JP
(resigned on 17 April 2015)

William C.M. Cheng, Alternate to David K.P. Li, GBM, JP
(appointed on 18 April 2015)

AUDIT COMMITTEE

David K.P. Li, GBM, JP, *Chairman*

Ng Wai Sun

Carmelo L. Santiago

REMUNERATION COMMITTEE

Ng Wai Sun, *Chairman*

Carlos Antonio M. Berba

Roberto N. Huang

David K.P. Li, GBM, JP

Carmelo L. Santiago

NOMINATION COMMITTEE

Carmelo L. Santiago, *Chairman*

Teruyuki Daino

David K.P. Li, GBM, JP

Ng Wai Sun

Reynato S. Puno

董事會

主席

蔡啓文 (非執行董事)

副主席

凱顧思 (非執行董事)

執行董事

杜華博

非執行董事

陳雲美

代野照幸

林隆史

黃思民

和田猛

獨立非執行董事

李國寶, GBM, JP

吳維新

Reynato S. Puno

施雅高

李民橋, 李國寶 GBM, JP 之替任董事
(於二零一五年四月十七日辭任)

鄭則民, 李國寶 GBM, JP 之替任董事
(於二零一五年四月十八日獲委任)

審核委員會

李國寶, GBM, JP 主席

吳維新

施雅高

薪酬委員會

吳維新 主席

凱顧思

黃思民

李國寶, GBM, JP

施雅高

提名委員會

施雅高 主席

代野照幸

李國寶, GBM, JP

吳維新

Reynato S. Puno

CORPORATE INFORMATION 公司資料

COMPANY SECRETARY

John K.L. Cheung

AUDITORS

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

SOLICITORS

Mayer Brown JSM
16-19th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

Gallant Y.T. Ho & Co., Solicitors & Notaries
5th Floor, Jardine House
1 Connaught Place
Hong Kong

REGISTERED OFFICE

9th Floor
Citimark Building
28 Yuen Shun Circuit
Siu Lek Yuen
Shatin, New Territories
Hong Kong

SHARE REGISTRAR

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

PRINCIPAL BANKERS

The Bank of East Asia, Limited
The Bank of East Asia (China) Limited
The Hongkong and Shanghai Banking Corporation Limited
Australia and New Zealand Banking Group Limited

公司秘書

張嘉麟

核數師

畢馬威會計師事務所
執業會計師
香港
中環
遮打道十號
太子大廈八樓

律師

孖士打律師行
香港
中環
遮打道十號
太子大廈十六至十九樓

Gallant Y.T. Ho & Co., Solicitors & Notaries
香港
中環
康樂廣場一號
怡和大廈五樓

註冊辦事處

香港
新界
沙田
小瀝源
源順圍二十八號
都會廣場九樓

股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東一八三號
合和中心
十七樓一七一二至一七一六號舖

主要往來銀行

東亞銀行有限公司
東亞銀行（中國）有限公司
香港上海滙豐銀行有限公司
澳新銀行集團有限公司

 **San Miguel**

人生有個真



一同生力 夢賞·時刻

正朋友的確好極!



暢飲生力贏 HK\$100,000

仲有其他豐富獎賞! 請即登入 [San Miguel 生力啤酒](#) 了解抽獎詳情

我們的旗艦品牌生力啤酒
於二零一五年盛大慶祝
125 周年誌慶。

THE YEAR'S HIGHLIGHTS 本年度摘要

(Expressed in Hong Kong dollars except number of shares issued, shareholders and personnel)

(除發行股數、股東數目及員工人數外均以港幣列示)

		2015 二零一五年	2014 二零一四年
Revenue (\$'000)	收入 (千元)	569,502	728,640
(Loss)/profit for the year (\$'000)	年度 (虧損) / 盈利 (千元)	(16,909)	36,994
(Loss)/earnings per share - Basic (cents)	每股 (虧損) / 盈利 — 基本 (仙)	(4)	9
Taxes paid, including beer tax (\$'000)	稅項連啤酒稅 (千元)	15,984	20,670
Taxes paid per share (cents)	每股稅項 (仙)	4	6
Fixed assets (\$'000)	固定資產 (千元)	597,381	621,309
Net worth (\$'000)	淨值 (千元)	544,986	571,949
Salaries, wages and other benefits (\$'000)	薪金、工資及其他福利 (千元)	118,421	116,888
Number of shares issued	發行股數	373,570,560	373,570,560
Number of shareholders	股東數目	2,067	2,106
Number of personnel	員工人數	549	566

CHAIRMAN'S STATEMENT 主席報告



Ramon S. Ang 蔡啓文
Chairman 主席

To our shareholders,

致各股東：

FINANCIAL RESULTS

San Miguel Brewery Hong Kong Limited and its subsidiaries (the "Group") registered a consolidated loss of HK\$16.9 million in 2015, compared with consolidated profit of HK\$37.0 million in 2014. As a result, net loss attributable to equity shareholders for 2015 was HK\$16.1 million, compared to a profit of HK\$35.3 million in the previous year.

The Group's consolidated revenue was HK\$569.5 million, 21.8% lower than the same period in 2014. Gross profit reached HK\$237.7 million, with a gross profit margin of 41.7%.

As of 31 December 2015, cash and cash equivalents and bank deposits amounted to HK\$148.6 million (HK\$135.6 million as of 31 December 2014). Meanwhile, total debt as of 31 December 2015 was at HK\$190.7 million, 0.1% lower than the HK\$190.9 million debt reported for the same period the previous year. Total net assets stood at HK\$545.0 million (HK\$571.9 million as of 31 December 2014), with a debt-to-equity ratio of 0.35 (31 December 2014: 0.33).

財務業績

香港生力啤酒廠有限公司及其附屬公司（「本集團」）錄得二零一五年之綜合虧損為1,690萬港元，對比二零一四年之綜合盈利3,700萬港元。因此，二零一五年本公司權益持有人應佔虧損為1,610萬港元，對比前一年之盈利3,530萬港元。

本集團之綜合收入為5.70億港元，較二零一四年同期少21.8%。毛利達2.38億港元，而毛利率為41.7%。

於二零一五年十二月三十一日，現金及等同現金項目和銀行存款為1.49億港元（二零一四年十二月三十一日：1.36億港元）。與此同時，二零一五年十二月三十一日之總負債為1.907億港元，較前一年同期錄得之1.909億港元少0.1%。總資產淨值維持5.45億港元（二零一四年十二月三十一日：5.72億港元），而負債比率為0.35（二零一四年十二月三十一日：0.33）。

CHAIRMAN'S STATEMENT 主席報告

DIVIDENDS

The directors have resolved that no final dividends will be declared for the year ended 31 December 2015.

BUSINESS REVIEW

HONG KONG OPERATIONS

Overall sales volume of San Miguel Brewery Hong Kong Limited (the "Company") in the territory declined by 17%, mainly because of the slow demand in the on-premise sales channel partly due to lower tourist arrivals and the non-renewal of distribution agreements with Anheuser-Busch InBev China Sales Company Limited and Anheuser-Busch InBev International GmbH & Co KG in 2014, as disclosed in a profit warning announcement last 25 January 2016. A disclosure referring to the same agreement was made last 15 October 2014 and 6 July 2015. However, sales volumes, excluding the discontinued agency brands, grew by 2%.

Contributing to the net loss were the operating costs associated with the sales and marketing operations of the affected products, which were redirected and reinvested in the development of new, premium, specialty and craft brands.

In line with our key business strategy of sustaining a broad and diversified portfolio of brands, the Company was quick to sign up and develop a new stable of premium, specialty and craft brands. Last February, we signed a distribution agreement with Mahou S.A. to be the exclusive distributor of Mahou Cinco Estrellas. We also started selling Angry Orchard Cider, Mac's Great White, Samuel Adams Rebel IPA, Spitfire Kentish Ale, Whitstable Bay Blonde Lager and Whitstable Bay Pale Ale. By the second semester of the year, all of these new brands were reporting double-digit growth rate compared to the prior semester. Meanwhile, Kirin beer brands, which we distribute exclusively within the territory, also continued to perform strongly. In 2015, the brand registered a 32% volume improvement over the previous year.

Meanwhile, to develop and strengthen our own beer brands, we launched San Miguel Cerveza Negra in July 2014 and Red Horse Beer in February of 2015. Since its introduction, San Miguel Cerveza Negra has grown consistently by more than 50% every semester. In the second half of 2015, Red Horse Beer registered double-digit improvement over the previous semester.

Since its launch in 2010, San Mig Light has gained significant presence in the market with a consistent double-digit growth. In 2015, sales volumes grew 46% across all sales channels. We have been able to sustain demand by ensuring visibility among target consumers. In July, we launched a new television commercial, "Fit & Firm", supported by a marketing campaign that extended to point-of-sales visibility activities, out-of-home advertising and a talent search contest.

股息

董事會通過不派發截至二零一五年十二月三十一日止年度之末期股息。

業務回顧

香港業務

香港生力啤酒廠有限公司（「本公司」）在地區內的整體銷量下跌17%，主要由於現飲場所銷售渠道的需求下跌，在一定程度上是受到入境旅遊人數下降，以及在二零一六年一月二十五日發出的盈利警告中所披露，與Anheuser-Busch InBev China Sales Company Limited 和 Anheuser-Busch InBev International GmbH & Co KG於二零一四年沒有續簽分銷協議所影響。本公司於二零一四年十月十五日及二零一五年七月六日已就同一協議作出披露。然而，撇除未續簽的啤酒品牌，銷量則錄得2%增長。

錄得淨虧損的原因來自與受影響產品的銷售和市場營運相關的經營成本，該等經營成本已被重新定向及重新投資於發展全新的高檔、特色和手工啤酒品牌。

為了維持廣泛及多元化品牌組合這一主要業務策略，本公司迅速著手開發了全新的高檔、特色和手工啤酒品牌組合。去年二月，我們與Mahou S.A. 訂立分銷協議，獨家分銷Mahou Cinco Estrellas。我們亦開始銷售以下品牌：Angry Orchard Cider、Mac's Great White、Samuel Adams Rebel IPA、Spitfire Kentish Ale、Whitstable Bay Blonde Lager 和 Whitstable Bay Pale Ale。下半年，所有新品牌均較上半年錄得雙位數字增長。同時，我們在地區內獨家分銷的麒麟啤酒持續表現強勁；於二零一五年，該品牌的銷量較去年錄得32%增長。

同時，為發展及加強我們本身擁有的啤酒品牌，我們於二零一四年七月推出了生力黑啤及於二零一五年二月推出了紅馬啤酒。生力黑啤自推出以來，每半年的增長均保持50%以上。於二零一五年下半年，紅馬啤酒較上半年錄得雙位數字增長。

生力清啤自二零一零年推出以來已獲得重大市場份額，保持雙位數字的增長。於二零一五年，生力清啤所有銷售渠道增長46%。我們透過保持生力清啤於目標客戶中的高曝光度，成功維持該品牌的市場需求。於七月份，我們推出全新電視廣告「Fit & Firm」，並通過市場推廣活動延伸至銷售點曝光的活動、戶外廣告及選秀比賽來支持。

CHAIRMAN'S STATEMENT 主席報告

BUSINESS REVIEW (Continued)

HONG KONG OPERATIONS (Continued)

Established in 1890, our flagship San Miguel Pale Pilsen celebrated its 125th anniversary in 2015. We initiated special market-wide promotions, supported by a television commercial, print ads and point-of-sales communications. We also continued to air the thematic television commercial, "Real Friends", which we complemented with the market-wide promotion, "Dining with Friends" and the launch of special edition "San Miguel Moments" cans. The Company continues to support the Hong Kong Dragon Boat Carnival organized by the Hong Kong Tourism Board through exclusive sponsorship.

SOUTH CHINA OPERATIONS

Our South China operations posted double-digit improvement in consolidated sales volume over the previous year, with sales revenues also up slightly. However, despite these improvements, South China operations registered a 1% increase in operating losses compared to the previous year due to one-off gains in 2014. Much of the volume improvement came from San Miguel (Guangdong) Brewery Company Limited ("SMGB"). As one of the production bases for San Miguel Brewing International Limited's export business, it delivered double-digit growth in 2015 over the previous year.

Meanwhile, sales volumes of Guangzhou San Miguel Brewery Company Limited ("GSMB") declined, with the rationalization of non-performing dealers and outlets demanding greater promotion spending. However, gross profit margin improved with higher average selling prices and effective discount management. Both strategies are integral to further improving GSMB's performance.

Our dealer development program continues to be a key component of GSMB's going-to-market and distribution strategy. By 2015, our successful roll-out of the program afforded us greater control of the value chain and we were able to shift our focus to developing sub-dealers. As a result of efficiencies generated by the program, sales volumes in West and North Guangdong improved significantly.

To enhance brand equity and win new consumers for San Miguel Pale Pilsen, we launched "Meta": a product-focused television commercial aired on a provincial channel, to support our expansion in the Guangdong province. For both San Miguel Pale Pilsen and San Mig Light, we launched "Enjoy a Trip to Spain", a market-wide consumer program to stimulate trial and repeat consumption. In addition, we released special packaging designs for both brands.

業務回顧 (續)

香港業務 (續)

我們的旗艦品牌生力啤酒於一八九零年成立，於二零一五年盛大慶祝125周年誌慶，透過電視廣告、平面廣告及銷售點推廣方式進行特別的全市場推廣活動。我們亦繼續播放主題電視廣告「真正朋友」，並以全市場的推廣活動「生力友飯局」來配合宣傳，同時推出生力啤酒罐裝特別版「San Miguel Moments」。本公司繼續獨家贊助香港旅遊發展局主辦的香港龍舟嘉年華。

華南業務

我們的華南業務綜合銷量較上一年錄得雙位數字增長，收入亦輕微上升。儘管如此，由於二零一四年一次性的收益，華南業務之經營虧損仍較二零一四年增加1%。銷量提升主要來自生力（廣東）啤酒有限公司（「生力廣東」），作為生力啤酒國際有限公司出口業務的生產基地之一，該公司於二零一五年較上一年錄得雙位數字增長。

同時，廣州生力啤酒有限公司（「廣州生力」）銷量下降乃由於整頓表現欠佳的經銷商及推廣費用高昂的賣場之影響。然而，較高平均售價和有效的折扣管理令毛利率得以改善，該等策略進一步改善廣州生力的表現。

經銷商發展項目仍然是廣州生力進入市場和分銷策略的主要部份。於二零一五年，成功推行該項目令我們在價值鏈上有更大控制，並可將更多注意力轉向發展二級經銷商。由於項目的成效，粵西和粵北的銷量明顯改善。

為提升生力啤酒的品牌價值及吸引新客戶，我們在廣東省一個省級頻道播出一個以產品為焦點的電視廣告「Meta」，以支持我們在該省的業務擴張。我們為生力啤酒和生力清啤舉行了「暢遊西班牙」的全市場消費者推廣活動，以刺激試飲及重複消費。此外，我們亦為該兩個品牌推出了特別包裝設計。

CHAIRMAN'S STATEMENT 主席報告

COMMUNITY RELATIONS AND SOCIAL RESPONSIBILITY

The Company continues to endeavor to be socially responsible in the way it conducts business. In 2015, we published our first Environmental, Social and Governance ("ESG") Report to give the public a better understanding of how we respond to issues that impact our local communities and various stakeholders.

Specifically, we are committed to actively promote responsible drinking. We also continue to support charitable organizations and suitable NGOs through financial and product support, as well as by sharing with them our experience and expertise.

We are committed to protecting the environment in the areas where we operate and ensuring that environmental standards set by government are consistently met or exceeded.

The ESG Report will be updated annually by the Company. The 2015 updates will be available at the Company's website within three months from the publication of the Company's annual report.

HUMAN RESOURCES

Much of our success is driven by the capabilities and commitment of each of our employees. As such, we invest in training, seminars, and mentoring and team-building workshops, to ensure they are equipped with the necessary knowledge, skills, experience and winning mindset, that will help them perform well. We endeavor to develop our employees so that we can tap and maximize their potential, support their professional growth and foster a friendly and caring environment.

We continue to offer competitive remuneration packages that are at par with industry standards and provide attractive benefits, including medical and insurance coverage and retirement packages to all employees.

CORPORATE GOVERNANCE

The Company continued to apply the principles of the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules throughout the year, with the exception of Code Provision A.4.1, which states that non-executive directors should be appointed for a specific term, subject to re-election. At present, all of the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation at least once every three years, and re-election at the Annual General Meeting under the Company's Articles of Association.

社區關係及社會責任

本公司將繼續致力在開展我們的業務同時履行社會責任。我們於二零一五年刊發首份《環境、社會及管治（「環境、社會及管治」）報告》，讓公眾更好地了解我們對社會上影響我們本地社區和各種持份者團體的特定議題的參與及回應情況。

我們積極推廣暢飲有責。我們還持續透過提供財政和產品支持以及分享我們的經驗及專業知識，為慈善團體及合適的非政府組織提供支持。

本公司亦致力保護我們業務所在地區的環境及確保符合或超過政府所制定的各種環保標準。

本公司會每年更新《環境、社會及管治報告》。二零一五年的更新將於本公司年報刊發後三個月內於本公司網站刊載。

人力資源

本公司始終認為，我們的成功來自於每一位員工的才幹及貢獻。因此，我們投放資源，透過為員工提供培訓、研討會、良師指導及建立團隊精神的工作坊，確保員工具備應有的知識、技能、經驗及獲勝的心態，協助他們擁有良好的表現。我們致力促進員工的提升以充分挖掘及發揮彼等的潛能，並為其專業發展提供支持及營造友好和關愛的環境。

我們亦為所有員工制定符合市場標準的薪酬及提供福利，包括全面的醫療和保險，以及退休福利。

企業管治

本公司於本年度一直遵守上市規則附錄 14 所載之《企業管治守則》及《企業管治報告》中之守則條文，惟守則條文第 A.4.1 條除外。守則條文第 A.4.1 條規定，非執行董事均須按可重選的基礎上，按特定年期被委任。現時，根據本公司章程，本公司所有非執行董事均非按特定年期委任，但最少每三年須在股東周年大會上輪值退任及接受重選。

CHAIRMAN'S STATEMENT 主席報告

DIRECTORS

There has been no change in membership of the Board of Directors since we published our interim report on 5 August 2015.

FUTURE DIRECTION AND CHALLENGES

For 2016, the Company has outlined the following objectives:

- In Hong Kong, to significantly turn around the business by investing in the San Miguel brand and actively participating in the premium, specialty and craft beer segment to regain volume loss and market share. We will expand the wholesaler channel and make it a key component of the Company's going-to-market strategy in order to achieve broader distribution, higher volume and to generate distribution cost savings.
- In South China, to turn around the business by focusing on the yield and coverage of the sub-dealer and dealer network in all of our markets. We will strengthen the brand equity of San Miguel and Dragon brands. We will likewise continue to seek new areas of growth for our exports business and aim to improve margins and rationalize costs.

In pursuit of the abovementioned objectives for 2016, we shall be responsive to the following risks that we have identified:

- While Hong Kong's unemployment rate remains low and stable, the overall wages are relatively stagnant. Tourism activity may further lower as mainland China continues to face economic headwinds and the renminbi depreciates which may affect industry consumption. On the legislation front, the Hong Kong government is looking into imposing a recycling levy on glass beverage containers. Depending on when it will start and how much the levy will be, the prices for our products in glass containers may be seriously affected and may impinge consumption.
- In South China, the economy will most likely mirror the key macroeconomic indicators of the country and continue to trend downward gradually, which may affect local demand.

The Company reiterates its commitment to maximizing shareholder value and enhancing and strengthening our brands. We are confident that we have put in place sound strategies that will address the uncertainties facing the Company, as well as allow us to take advantage of growth opportunities. Apart from the sales and marketing strategies, we have also instituted new policies, guidelines, systems and procedures to facilitate efficient and effective cost management, sustainable environmental management and responsible social engagement.

董事

於二零一五年八月五日本公司之中期報告出版後，沒有任何董事會成員之變更。

未來方向及挑戰

本公司於二零一六年的目標包括：

- 在香港，透過投放資源於生力品牌及積極涉足高檔、特色及手工啤酒市場收復銷量跌幅及重奪市場份額來大力扭轉業績。我們將擴展批發商渠道，將其作為本公司進入市場策略的重要部份，以擴大分銷範圍、提高銷量及節省分銷成本。
- 在華南，透過重點加強各個市場的二級經銷商及經銷商網絡的產能和覆蓋來扭轉業績。我們將致力提升生力和龍啤的品牌價值，同時繼續尋找出口業務的新增長點並致力於提升邊際利潤和合理化成本。

為達到本公司於二零一六年之目標，我們需積極應對下述已識別風險：

- 在香港，失業率穩定並維持於低位，惟整體工資水平相對停滯。受內地經濟持續放緩及人民幣貶值影響，旅遊活動可能進一步走低，業界消費量可能受到影響。立法方面，香港政府正考慮對飲品玻璃樽徵收循環再造費。取決開始落實的時間及徵費數額，我們的玻璃樽裝產品價格或會受到嚴重影響及可能會對消費量造成影響。
- 在華南，經濟可能很大程度上與國家主要宏觀經濟指標走勢一致，預期將繼續呈逐漸下滑趨勢，可能影響當地市場需求。

本公司謹此重申我們將致力實現股東價值最大化，並鞏固我們的品牌。我們相信，我們已制定有效的策略及計劃，以針對公司所面對的變更，並讓本公司充分把握市場中的增長機會。除了銷售和市場策略，我們亦設有不同的新政策、指引、系統及程序來有效率及有效地促成成本管理、可持續的環境管理並肩負企業社會責任。

CHAIRMAN'S STATEMENT 主席報告

FUTURE DIRECTION AND CHALLENGES (Continued)

In closing, we wish to convey our heartfelt gratitude to our Board of Directors for their guidance and support. We also wish to thank our employees for their dedication and hard work, and most of all, our shareholders, customers and consumers for their continued patronage.

未來方向及挑戰 (續)

最後，我們謹此對董事會的領導及支持表示衷心謝意。我們亦真誠感激各股東、客戶及消費者的忠誠支持，以及員工一直以來的努力及貢獻。



Ramon S. Ang
Chairman

4 February 2016



主席
蔡啟文

二零一六年二月四日



We continue to develop and strengthen our own beer brands.

DIRECTORS' REPORT 董事會報告

To be presented at the Fifty-third Annual General Meeting of shareholders to be held at Island Ballroom, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 29 April 2016 at 3:00 p.m.

The directors submit their Annual Report together with the audited financial statements for the year ended 31 December 2015.

PRINCIPAL PLACE OF BUSINESS

San Miguel Brewery Hong Kong Limited (the "Company") is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 9/F, Citimark Building, 28 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong.

PRINCIPAL ACTIVITIES

The principal activities of the Company are the manufacture and distribution of bottled, canned and draught beers. The principal activities and other particulars of the Company's subsidiaries are set out in note 13 to the financial statements.

The segment analysis of the Company and its subsidiaries (the "Group") for the financial year is set out in note 3 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers, respectively, during the year is as follows:

		Percentage of the Group's total 佔本集團	
		Sales 銷售總額百分比	Purchases 採購總額百分比
The largest customer	最大客戶	31.70%	
Five largest customers in aggregate	首五大客戶合計	60.28%	
The largest supplier	最大供應商		9.68%
Five largest suppliers in aggregate	首五大供應商合計		29.73%

One of the five largest suppliers and one of the five largest customers was San Miguel Corporation ("SMC") and its associates (collectively the "San Miguel Group") in which Mr. Ramon S. Ang, Mr. Carlos Antonio M. Berba, Mr. Ramon G. Torralba, Mr. Teruyuki Daino, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Takeshi Wada, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago have beneficial interests to the extent that they have equity interests in and/or are/were directors and/or officers of the San Miguel Group.

此報告將於二零一六年四月二十九日下午三時正假座香港中區法院道太古廣場二期港島香格里拉大酒店五樓香島殿舉行之第五十三屆股東周年大會上提交。

董事會全人向各股東提呈截至二零一五年十二月三十一日止年度之年報及經審核財務報表。

主要營業地點

香港生力啤酒廠有限公司（「本公司」）是一間於香港註冊成立的公司，註冊辦事處及主要營業地點為香港新界沙田小瀝源源順圍二十八號都會廣場九樓。

主要業務

本公司之主要業務為製造及分銷樽裝、罐裝及桶裝啤酒。各附屬公司之主要業務及其他細節載於財務報表附註13。

有關本財政年度本公司及各附屬公司（「本集團」）之類別分析，載於財務報表附註3。

主要客戶及供應商

以下所載為本年度主要客戶及供應商分別佔本集團銷售及採購數額之資料：

生力總公司（「生力總公司」）及其關聯公司（統稱「生力集團」）為首五大供應商及首五大客戶其中之一。其中，蔡啓文先生、凱顧思先生、杜華博先生、代野照幸先生、林隆史先生、黃思民先生、和田猛先生、Reynato S. Puno先生及施雅高先生因擁有生力集團之股權及／或為／曾任其董事及／或高級人員而獲得利益。

DIRECTORS' REPORT 董事會報告

MAJOR CUSTOMERS AND SUPPLIERS (Continued)

Save as disclosed above, at no time during the year have the directors, their associates, or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major customers or suppliers.

RECOMMENDED DIVIDENDS

The directors have resolved that no final dividend be declared for the year ended 31 December 2015.

BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's business during the year, including the analysis using financial key performance indicators, and the outlook of the Group's business are provided in the Chairman's Statement section from pages 7 to 12 of this Annual Report. Description of the principal risks and uncertainties which faced the Group in 2015 can be found in the Chairman's Statement, including the financial risks mentioned in note 23 to the financial statements. There were no important events affecting the Group that have occurred since the end of the financial year 2015.

The Company defines stakeholders as all those who affect, and/or are affected by, its business. It embraces both internal and external stakeholders, ranging from employees, trade partners, shareholders, suppliers, government and local communities. The Company believes that engaging stakeholders is crucial for the sustainability of its business, as this does not just help the Company understand the possible risks and opportunities to its business, but also makes possible the actual mitigation of the risks and the full comprehension of the opportunities to its business. The Company also communicates with them through various channels to ensure that its stakeholders are made aware of and understand its business and/or products.

The Company endeavors to protect the environment in which it operates its business. During the year ended 31 December 2015 ("the year under review"), there was no material non-compliance in relation to air and greenhouse gas emission, discharges into water and land; and generation of hazardous and non-hazardous wastes. The Company endeavors to continually improve the management of its operations to prevent pollution and minimize waste. The Company also endeavors to continually improve the proper management and usage of the different Company resources, and the management of its operations to prevent pollution and minimize waste, and is committed to continuously train and encourage all its employees to be more environmentally conscious.

During the year under review, no material non-compliance of the laws and regulations that have a significant impact on the Company was noted. In addition, discussion on the Company's compliance with the Corporate Governance Code ("CG Code") is included in the Corporate Governance Report and discussion on the financial statement's compliance with the Hong Kong Financial Reporting Standards, Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are included in note 1 to the financial statements.

主要客戶及供應商 (續)

除上文所披露者外，各董事、彼等之聯繫人士或任何據董事所知擁有本公司股本超過百分之五之本公司股東於本年度內概無擁有該等主要客戶或供應商之任何權益。

建議股息

董事會通過不派發截至二零一五年十二月三十一日止年度之末期股息。

業務審視及業績

有關本集團年內表現的中肯審視，包括運用財務關鍵表現指標進行的分析，以及本集團的業務展望在本年報第7至12頁的「主席報告」中闡述。關於本集團面對的主要風險及不明朗因素的敘述在「主席報告」中闡述，包括於財務報表附註23中披露的金融風險。在二零一五年財政年度終結後並無發生對本集團有影響的重大事件。

本公司將持份者定義為所有那些影響和／或受本公司業務影響的人員。這包括內部和外部持份者，涉及僱員、業務夥伴、股東、供應商、政府和本地社區。本公司相信持份者的參與對其業務的持續發展非常重要，他們的參與不僅有助於本公司理解可能存在的風險和機遇，也幫助本公司實際減輕風險和充分理解種種機遇。本公司亦通過各種渠道與持份者進行溝通以確保他們充分意識並理解其業務和／或產品。

本公司致力保護其營運的環境，於二零一五年十二月三十一日止年度（「回顧年度」）內，在廢氣和溫室氣體排放、向水和土地的排污、以及有害及無害廢棄物的產生方面不存在任何重大違規情況。本公司致力持續改善其操作管理以避免污染並將廢棄物減到最低。本公司亦致力持續改善其管理以及不同資源的使用及其操作管理以避免污染並將廢棄物減到最低，並致力於持續培訓和鼓勵所有員工以便提高僱員的環保意識。

於回顧年度內，對本公司有重大影響的有關法律及規例不存在任何重大違規情況。並且，本公司遵守企業管治守則（「企業管治守則」）的情況已包括在《企業管治報告》及財務報表遵守香港財務報告準則、香港《公司條例》之規定及香港聯合交易所有限公司證券上市規則（「上市規則」）的情況已包括在財務報表附註1。

DIRECTORS' REPORT 董事會報告

CHARITABLE AND OTHER DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$10,000 (2014: HK\$52,000).

SHARE CAPITAL

Details of the share capital of the Company are set out in note 22(c) to the financial statements.

DIRECTORS

The directors of the Company as at the date of this Annual Report are set out on page 2 of the Annual Report.

With the exception of Mr. William C.M. Cheng who was appointed as alternate director to an independent non-executive director, Dr. the Hon. Sir David K. P. Li ("Sir David"), on 18 April 2015, all of the directors served as such for the full year and none of the directors were appointed as directors after the last Annual General Meeting.

Mr. Adrian M. K. Li resigned as an alternate director to Sir David on 17 April 2015 due to his other business commitments, in particular the enhanced duties in his banking career, which require more of his time and attention.

Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Ramon G. Torralba and Mr. Takeshi Wada retire by rotation in accordance with Article 105 of the Company's Articles of Association at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

None of the directors proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

DIRECTORS OF SUBSIDIARIES

The names of all directors who have served on the boards of the subsidiaries of the Company during the year ended 31 December 2015 or during the period from 1 January 2016 to the date of this report are available on the Company's website, info.sanmiguel.com.hk.

慈善及其他捐款

本集團於本年度內之慈善及其他捐款合共 10,000 港元（二零一四：52,000 港元）。

股本

有關本公司股本之詳情載列於財務報表附註22(c)。

董事

於本年報之日期各董事之名單載於第2頁。

除鄭則民先生於二零一五年四月十八日獲委任為獨立非執行董事李國寶爵士（「李爵士」）之替任董事外，全部董事均於全年擔任董事職務，亦無董事於上一次股東周年大會後被委任為董事。

李民橋先生因需要投放更多時間及精神於其他業務承擔（尤其在發展其銀行事業）上，於二零一五年四月十七日辭去李爵士之替任董事職務。

林隆史先生、黃思民先生、杜華博先生及和田猛先生均依據本公司組織章程第105條規定，於即將舉行之股東周年大會上輪流告退及重選連任。

擬於應屆股東周年大會上膺選連任之董事並無與本公司或其任何附屬公司簽訂本公司或其任何附屬公司不得於一年內終止而不作出賠償（一般法定賠償除外）之服務合約。

附屬公司董事

於截至二零一五年十二月三十一日止年度或由二零一六年一月一日至本報告日期止期間，所有服務本公司附屬公司董事會的董事姓名載於本公司網站，網址為info.sanmiguel.com.hk。

DIRECTORS' REPORT 董事會報告

DIRECTORS' INTERESTS

The directors of the Company as of 31 December 2015 had the following personal interests in the shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of directors' interests required to be kept under Section 352 of the SFO:

(1) INTERESTS IN ISSUED SHARES

Name	Number of shares held	% of total issued shares
姓名	持股數目	佔已發行股份總數之百分比
David K. P. Li	12,000,000	3.21%

董事之權益

按《證券及期貨條例》第352條規定備存之董事權益登記冊記錄所載，於二零一五年十二月三十一日之本公司董事於當日持有本公司、其控股公司、附屬公司及其他聯繫公司（定義見《證券及期貨條例》）已發行股本之實際權益如下：

(1) 已發行股本之權益

Number of ordinary shares in the Company
本公司之普通股之股份數目

**Number of common shares of
1 Philippine peso each in
Top Frontier Investment Holdings, Inc.**
Top Frontier Investment Holdings, Inc.
每股面值1菲律賓披索
之普通股之股份數目

Name	Number of shares held	% of total issued shares
姓名	持股數目	佔已發行股份總數之百分比
Ramon S. Ang	86,734,238*	25.907003%
Carlos Antonio M. Berba	364	0.000109%
Roberto N. Huang	3,039	0.000908%
Reynato S. Puno	500	0.000149%
Carmelo L. Santiago	500	0.000149%
Ramon G. Torralba	260	0.000078%

* No. of shares in Top Frontier Investment Holdings, Inc. ("Top Frontier") held as direct ownership: 75,887 shares
於 Top Frontier Investment Holdings, Inc. (「Top Frontier」) 直接持有之股份數目：75,887 股
No. of shares in Top Frontier held as indirect ownership: 86,658,351 shares
於 Top Frontier 間接持有之股份數目：86,658,351 股

DIRECTORS' REPORT 董事會報告

DIRECTORS' INTERESTS (Continued)

(1) INTERESTS IN ISSUED SHARES (Continued)

Name 姓名		Types of Shares 股本類別	Par Value (Philippine pesos) 面值 (菲律賓披索)	Number of shares held 持股數目	% of total issued shares 佔已發行股份總數之百分比
Ramon S. Ang	蔡啓文	Common 普通	5.00	374,381,669**	10.849799%
Carlos Antonio M. Berba	凱顧思	Common 普通	5.00	3,645	0.000106%
		Preferred 優先	5.00	10,000	0.000290%
Roberto N. Huang	黃思民	Common 普通	5.00	42,397	0.001229%
Reynato S. Puno	Reynato S. Puno	Common 普通	5.00	5,000	0.000145%
Carmelo L. Santiago	施雅高	Common 普通	5.00	5,000	0.000145%
Ramon G. Torralba	杜華博	Common 普通	5.00	2,600	0.000075%

** No. of shares in SMC held as direct ownership: 757,873 shares
於生力總公司直接持有之股份數目：757,873股
No. of shares in SMC held as indirect ownership: 373,623,796 shares
於生力總公司間接持有之股份數目：373,623,796股

董事之權益 (續)

(1) 已發行股本之權益 (續)

Number of shares in
San Miguel Corporation
生力總公司之股份數目

Number of common shares of
1 Philippine peso each in
San Miguel Brewery Inc.
生力啤酒廠公司每股面值1菲律賓披索
之普通股之股份數目

Name 姓名		Number of shares held 持股數目	% of total issued shares 佔已發行股份總數之百分比
Ramon S. Ang	蔡啓文	5,000***	0.000033%
Carlos Antonio M. Berba	凱顧思	5,000***	0.000033%
Teruyuki Daino	代野照幸	5,000***	0.000033%
Takashi Hayashi	林隆史	5,000***	0.000033%
Roberto N. Huang	黃思民	5,000***	0.000033%
Carmelo L. Santiago	施雅高	5,000	0.000033%

*** corporate interest
公司權益

DIRECTORS' REPORT 董事會報告

DIRECTORS' INTERESTS (Continued)

(2) INTERESTS IN UNDERLYING SHARES

Certain directors of the Company have been granted stock options to subscribe for common shares in SMC under SMC's stock option scheme. Particulars of stock options in SMC held by directors during the year and as at 31 December 2015 are as follows:

董事之權益 (續)

(2) 於相關股份之權益

本公司若干董事根據生力總公司之購股權計劃獲授購股權以認購生力總公司之普通股股份。於年內及於二零一五年十二月三十一日各董事擁有生力總公司之購股權詳情如下：

Stock options in San Miguel Corporation

生力總公司之購股權

Name	Date granted	Exercise period up to	Exercise price per option (Philippine pesos)	Number of options outstanding at the beginning of the year	Number of options granted/ (exercised) during the year	Number of options lapsed during the year	Number of options outstanding at the end of the year
姓名	授出日期	截止行使限期	每股行使價 (菲律賓披索)	年初時尚未行使之購股權數目	年內授出/ (已行使)之購股權數目	年內已失效之購股權數目	年結時尚未行使之購股權數目

Common (par value of 5 Philippine pesos each):

普通
(每股面值5
菲律賓披索)：

Ramon S. Ang	蔡啓文	01/03/2007	01/03/2015	63.50	993,386	—	(993,386)	—
		01/03/2007	01/03/2015	75.50	662,258	—	(662,258)	—
		26/06/2008	26/06/2016	40.50	765,603	—	—	765,603
		25/06/2009	25/06/2017	58.05	587,556	—	—	587,556
Carlos Antonio M. Berba	凱顯思	16/12/2010	16/12/2018	120.33	41,556	—	—	41,556
Ramon G. Torralba	杜華博	16/12/2010	16/12/2018	120.33	8,991	—	—	8,991

DIRECTORS' REPORT 董事會報告

DIRECTORS' INTERESTS (Continued)

(2) INTERESTS IN UNDERLYING SHARES (Continued)

All interests in the shares and underlying shares of the Company, its holding companies, subsidiaries and other associated corporations are long positions.

Apart from the foregoing, at no time during the year was the Company or any of its holding companies, subsidiaries or associated corporations a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Apart from the foregoing, none of the directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company or any of its holding companies, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as adopted by the Company.

董事之權益 (續)

(2) 於相關股份之權益 (續)

本公司、其控股公司、附屬公司及其他聯繫公司之所有股份及相關股份權益均屬好倉。

除上文所述外，本公司、其控股公司、附屬公司或其他聯繫公司在本年度任何時間內並無安排本公司董事購買本公司或其他公司之股份權益或債權證。

根據本公司按《證券及期貨條例》第352條而保存之登記冊，或根據上市公司董事進行證券交易的標準守則所知會本公司之記錄，除上文所提及外，各董事，其配偶或其18歲以下之子女均無擁有本公司或其任何控股公司、附屬公司或其他聯繫公司之股份、相關股份及債權證之權益及淡倉。



我們繼續發展及加強本身擁有的啤酒品牌。

DIRECTORS' REPORT 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

The Company has been notified of the following interests in the Company's issued shares at 31 December 2015 amounting to 5% or more of the ordinary shares in issue:

主要股東於股份及相關股份之權益

於二零一五年十二月三十一日，本公司獲悉下列佔本公司已發行普通股之5%或以上的本公司已發行股份權益：

		Ordinary shares 普通股股份	
Substantial shareholders 主要股東		Number of ordinary shares held 所持普通股數目	% of total issued shares 佔已發行股份 總數之百分比
Top Frontier Investment Holdings, Inc.	Top Frontier Investment Holdings, Inc.	245,720,800	65.78%
San Miguel Corporation (note 1)	生力總公司（附註1）	245,720,800	65.78%
Kirin Holdings Company, Limited (note 1)	麒麟控股株式會社（附註1）	245,720,800	65.78%
San Miguel Brewery Inc. (note 1)	生力啤酒廠公司（附註1）	245,720,800	65.78%
San Miguel Brewing International Limited (note 1)	生力啤酒國際有限公司（附註1）	245,720,800	65.78%
Neptunia Corporation Limited (note 1)	立端利有限公司（附註1）	245,720,800	65.78%
Cheung Kong (Holdings) Limited (note 2)	長江實業（集團）有限公司（附註2）	23,703,000	6.34%
CK Hutchison Holdings Limited (note 2)	長江和記實業有限公司（附註2）	23,703,000	6.34%

DIRECTORS' REPORT 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

- (1) Top Frontier, the ultimate holding company, SMC, Kirin Holdings Company, Limited ("Kirin") (a principal shareholder of San Miguel Brewery Inc. ("SMB")), SMB, and San Miguel Brewing International Limited ("SMBIL") are all deemed to hold the above disclosed interest indirectly through Neptunia Corporation Limited ("Neptunia") in the Company because each of Top Frontier, SMC and Kirin holds more than one third of the voting power of SMB. SMB has a controlling interest in SMBIL and SMBIL has a controlling interest in Neptunia.
- (2) Conroy Assets Limited, which holds 13,624,600 shares of the Company, and Hamstar Profits Limited, which holds 10,078,400 shares of the Company, are indirect wholly owned subsidiaries of Cheung Kong (Holdings) Limited ("CKH") and CK Hutchison Holdings Limited ("CK Hutchison").

By virtue of the SFO, CKH and CK Hutchison are deemed to be interested in the shares of the Company held by Conroy Assets Limited and Hamstar Profits Limited.

All the above interests in the shares and underlying shares of the Company are long positions.

Apart from the foregoing, no other interests required to be recorded in the register kept under Section 336 of the SFO have been notified to the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company as at the date of this Annual Report, the Company has maintained the prescribed public float under the Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS

Pursuant to an agreement dated 12 June 1963, Neptunia provides technical and advisory services to the Company and may be paid a General Managers' commission. Mr. Ramon S. Ang, Mr. Carlos Antonio M. Berba, Mr. Ramon G. Torralba, Mr. Teruyuki Daino****, Mr. Takashi Hayashi, Mr. Roberto N. Huang, Mr. Takeshi Wada, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago are interested parties to this contract to the extent that they have equity interests in and/or are/were directors and/or officers of SMB, SMBIL, SMC and Top Frontier, the ultimate holding company of Neptunia. General Managers' commission has not been paid by the Company or charged by Neptunia since the 1995 financial year.

Save as disclosed above, no contract of significance to which the Company or any of its holding companies, subsidiaries or associated corporations was a party, and in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

主要股東於股份及相關股份之權益 (續)

附註：

- (1) 由於Top Frontier，為最終控股公司，生力總公司及麒麟控股株式會社（「麒麟」）（為生力啤酒廠公司（「生力啤酒廠」）之主要股東）各自持有生力啤酒廠三分之一以上之投票權，生力啤酒廠持有生力啤酒國際有限公司（「生力啤酒國際」）之控股權益及生力啤酒國際持有立端利有限公司（「立端利」）之控股權益，故此Top Frontier、生力總公司、麒麟、生力啤酒廠及生力啤酒國際均被視為間接透過立端利持有於本公司之權益而有上述所披露之權益。
- (2) Conroy Assets Limited持有本公司13,624,600股股份及Hamstar Profits Limited持有本公司10,078,400股股份，彼等為長江實業（集團）有限公司（「長實」）及長江和記實業有限公司（「長和」）之間接全權擁有附屬公司。

根據《證券及期貨條例》，長實及長和均被視為擁有由Conroy Assets Limited及Hamstar Profits Limited持有之本公司股份權益。

上述所有本公司之股份權益均為好倉。

除上述外，並無其他權益須按《證券及期貨條例》第336條規定備存之登記冊通知本公司。

公眾持股量

本公司所掌握之公開資料以及就本公司董事所知，於本年報日期，本公司一直保持上市規則指定之公眾持股量。

董事於合約之權益

根據一九六三年六月十二日訂立之協議，立端利向本公司提供技術及顧問服務，並可收取總經理酬金。其中，蔡啓文先生、凱顧思先生、杜華博先生、代野照幸先生****、林隆史先生、黃思民先生、和田猛先生、Reynato S. Puno先生及施雅高先生因擁有生力啤酒廠、生力啤酒國際，生力總公司及立端利之最終控股公司Top Frontier之股權，及／或為生力啤酒廠、生力啤酒國際及生力總公司之董事及／或高級人員，均可從此合約中獲取利益。自一九九五年財政年度起，本公司並無支付總經理酬金，而立端利亦無向本公司收取總經理酬金。

除上文所披露者外，本公司、或其任何控股公司、附屬公司或關連公司概無於本年度終結時或年內任何時間訂立與本公司董事擁有重大權益之重要合約。

A still life photograph featuring two bottles of San Miguel Cerveza Negra. One bottle is being held by a hand, and the other is on the table. In the center, there is a bowl of fried food, possibly empanadas or fritters. Below it, there is a bowl of olives. The background is dark, and there are some papers or napkins visible. A red rectangular box is overlaid on the image, containing text.

Since its introduction, San Miguel Cerveza Negra has grown consistently by more than 50% every semester.

DIRECTORS' REPORT 董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

(1) TRADE-RELATED CONTINUING CONNECTED TRANSACTIONS MADE WITH THE SAN MIGUEL GROUP

Purchases from/sales to the San Miguel Group

In order to comply with the Listing Rules, the Company entered into an agreement with SMC on 7 March 2013 (the "Agreement") with a view to renewing the agreement to carry out the trade-related continuing connected transactions from 1 January 2014 to 31 December 2016 under the same terms and conditions as those under the agreements entered into by SMC and the Company dated 6 December 2007, 11 May 2009 and 15 October 2010 in respect of such trade-related continuing connected transactions.

The Agreement, including the trade-related continuing connected transactions and the caps set for such transactions, was approved by independent shareholders at the Extraordinary General Meeting of the Company held on 19 April 2013.

Pursuant to the Agreement, the Group entered into the following trade-related continuing connected transactions during the year.

關連交易及持續關連交易

(1) 與生力集團貿易有關的持續關連交易

採購自／銷售予生力集團

為符合上市規則，本公司與生力總公司於二零一三年三月七日訂立一份協議書（「協議書」）從而更新協議於二零一四年一月一日至二零一六年十二月三十一日進行與貿易有關的持續關連交易，該協議之條款及條件與於二零零七年十二月六日、二零零九年五月十一日及二零一零年十月十五日由本公司與生力總公司訂立之與貿易有關的持續關連交易的協議相同。

協議書（包括與貿易有關的持續關連交易及此等交易上限）已於二零一三年四月十九日於本公司的股東特別大會內經獨立股東批准。

於本年度內，本集團根據協議書進行以下與貿易有關的持續關連交易。

		2015 二零一五年 Actual 實額 HK\$'000 港幣千元	2015 二零一五年 Cap 上限 HK\$'000 港幣千元
Continuing connected transactions	持續關連交易		
Purchase of packaging materials by the Group from the San Miguel Group	本集團向生力集團購買包裝材料	4,635	89,000
Purchase of packaged beer by the Group from the San Miguel Group	本集團向生力集團購買已包裝啤酒	2,941	6,800
Sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, provided that such sales or distribution of packaged beer shall not be carried out in the Philippines, unless through SMB	本集團向生力集團銷售已包裝啤酒及非酒精類飲品，該產品不能於菲律賓銷售（經生力啤酒廠公司銷售除外）	180,555	257,000

DIRECTORS' REPORT 董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

(1) TRADE-RELATED CONTINUING CONNECTED TRANSACTIONS MADE WITH THE SAN MIGUEL GROUP

(Continued)

Purchases from/sales to the San Miguel Group (Continued)

The independent non-executive directors of the Company have reviewed these continuing connected transactions and confirmed that such transactions were:

- entered into in the ordinary and usual course of business of the Group;
- conducted either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from independent third parties; and
- in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The auditors of the Company, KPMG, have confirmed in a letter to the Board that nothing has come to their attention that caused them to believe that the foregoing trade-related continuing connected transactions as set out in the Agreement during the 2015 financial year (i) had not been approved by the Board of the Company, (ii) were not entered into in all material respects in accordance with the relevant agreements governing such transactions, (iii) had exceeded the caps disclosed in the announcement of the Company dated 8 March 2013 and in the circular to shareholders dated 28 March 2013, and (iv) were not, in all material respects, in accordance with the pricing policies of the Group.

關連交易及持續關連交易 (續)

(1) 與生力集團貿易有關的持續關連交易 (續)

採購自／銷售予生力集團 (續)

本公司獨立非執行董事審閱並確認該等持續關連交易乃：

- 於一般日常業務過程中進行；
- 按正常商業條款或，如果沒有足夠的交易比較判斷他們是否按正常商業條款，按不遜於本集團給予獨立第三方或從獨立第三方接受的條款訂立；及
- 按照有關協議的條款規管該等交易是公平和合理，並符合本公司及其股東之整體利益。

本公司之核數師畢馬威會計師事務所已致函董事會確認，彼等並無發現任何事項致使彼等認為二零一五年財政年度之該等如協議所載與貿易有關的持續關連交易 (i) 尚未經本公司董事會批准、(ii) 在所有重大方面並未有根據規管該等交易之有關協議進行、(iii) 已超逾本公司日期為二零一三年三月八日之公告及日期為二零一三年三月二十八日之致股東通函所披露之上限、以及(iv)在所有重大方面未有根據本集團之定價政策進行。

DIRECTORS' REPORT 董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

(2) CONTINUING CONNECTED TRANSACTIONS MADE WITH GUANGZHOU BREWERY AND THE SAN MIGUEL GROUP RELATING TO LICENSING AGREEMENTS

Guangzhou San Miguel Brewery Company Limited ("GSMB") is an equity joint venture formed between San Miguel (Guangdong) Limited ("SMG") and Guangzhou Brewery ("GB") and is held as to 70% by SMG and as to 30% by GB. SMG is a 92.989%-owned subsidiary of the Company and GB is a connected person of the Company by virtue of its substantial shareholding in GSMB. To facilitate the business operations of GSMB, San Miguel International Limited ("SMIL") (a member of the San Miguel Group) and GB have each granted GSMB a licence to use their respective trademarks upon establishment of GSMB (the "SMIL Trademark Licensing Agreement" and the "GB Trademark Licensing Agreement", respectively).

Apart from the SMIL Trademark Licensing Agreement, the Group has also entered into other licence agreements with certain other members of the San Miguel Group: (i) the Neptunia Sub-licence Agreement entered into between the Company and Neptunia (an indirect subsidiary of SMC) and (ii) the SMBIL Sub-licence Agreement entered into between SMGB and SMBIL (an indirect subsidiary of SMC).

The directors (including the non-executive directors) consider that the terms of the SMIL Trademark Licensing Agreement, the Neptunia Sublicense Agreement, the SMBIL Sub-license Agreement (collectively, the "San Miguel Group Licensing Agreements") and the GB Trademark Licensing Agreement, including their respective tenures which are for more than three years, are on normal commercial terms, fair and reasonable, and that the transactions contemplated under such agreements are in the interests of the Company and the shareholders as a whole.

關連交易及持續關連交易 (續)

(2) 與廣州啤酒廠及生力集團有關特許協 議之持續關連交易

廣州生力啤酒有限公司(「廣州生力」)為生力啤(廣東)有限公司(「生力啤廣東」)與廣州啤酒廠(「廣州啤酒廠」)成立之合資合營公司，並由生力啤廣東及廣州啤酒廠分別持有70%及30%。生力啤廣東為本公司擁有92.989%權益之附屬公司，而廣州啤酒廠則由於其於廣州生力之重大股權而為本公司之關連人士。為方便進行廣州生力之業務，生力國際有限公司(「生力國際」)(生力集團之成員公司)與廣州啤酒廠分別授予廣州生力一項特許權，於廣州生力成立後讓廣州生力使用其各自之商標(「分別為生力國際商標特許協議及廣州啤酒廠商標特許協議」)。

除生力國際商標特許協議外，本集團亦與生力集團之若干其他成員公司訂立其他特許協議：(i)本公司與立端利(生力總公司之間接全資附屬公司)訂立之立端利再特許協議及(ii)生力廣東與生力啤酒國際(生力總公司之間接全資附屬公司)訂立之生力啤酒國際再特許協議。

董事(包括非執行董事)認為生力國際商標特許協議、立端利再特許協議、生力啤酒國際再特許協議(統稱「生力集團特許協議」)及廣州啤酒廠商標特許協議(包括個別多於三年之保用權)之條款屬一般商業條款，屬公平合理，而據此進行之特許交易符合本公司及股東整體利益。

DIRECTORS' REPORT 董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

(2) CONTINUING CONNECTED TRANSACTIONS MADE WITH GUANGZHOU BREWERY AND THE SAN MIGUEL GROUP RELATING TO LICENSING AGREEMENTS (Continued)

The transactions under the San Miguel Group Licensing Agreements (which have been aggregated as a single transaction for purposes of the Listing Rules) and the GB Trademark Licensing Agreement constituted continuing connected transactions under Rule 14A.34(1) of the Listing Rules. The annual royalties payable by the Group under each of (i) the San Miguel Group Licensing Agreements and (ii) the GB Trademark Licensing Agreement shall be less than HK\$10 million for the year ended 31 December 2007 and each of the financial years during the remaining term of the relevant licence/sub-licence agreements. Based on this proposed cap, the transactions under each of the (i) San Miguel Group Licensing Agreements and (ii) the GB Trademark Licensing Agreement are only subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirement.

An announcement was made by the Company on 19 September 2007 in this respect.

In relation to the SMIL Trademark Licensing Agreement and the Neptunia Sub-licence Agreement, as per the payment instructions of SMC dated 18 December 2000, all royalties receivable from GSMB and the Company have been assigned and transferred to SMBIL effective 1 January 2000 until further notice.

On 1 April 2010, a Deed of Assignment was entered into between SMIL, SMBIL and GSMB pursuant to which SMIL agreed to assign, transfer and convey in favour of SMBIL all of SMIL's rights, title and interest over the SMIL Trademark Licensing Agreement. Both SMBIL and GSMB consented to such assignment pursuant to the Deed of Assignment.

After the assignment, SMBIL became the licensor of the trademarks licensed to GSMB under the SMIL Trademark Licensing Agreement. All other terms of the SMIL Trademark Licensing Agreement as assigned to SMBIL remain unchanged. The transaction contemplated under the SMIL Trademark Licensing Agreement as assigned to SMBIL continues to constitute a continuing connected transaction for the Company under the Listing Rules.

An announcement was made by the Company on 1 April 2010 in this respect.

關連交易及持續關連交易 (續)

(2) 與廣州啤酒廠及生力集團有關特許協 議之持續關連交易 (續)

就上市規則第 14A.34(1) 條而言，生力集團特許協議（累計為一項單一交易）及廣州啤酒廠商標特許協議項下之交易構成本公司之持續關連交易。本集團根據各(i)生力集團特許協議及(ii)廣州啤酒廠商標特許協議，於截至二零零七年十二月三十一日止年度及相關特許／再特許協議餘下年期各財政年度各自應付之全年專利權費將少於 10,000,000 港元。根據建議上限，各(i)生力集團特許協議以及(ii)廣州啤酒廠商標特許協議與生力集團進行之交易將僅須申報及公佈規定，並獲豁免有關獨立股東批准之規定。

於二零零七年九月十九日，本公司已就此作出披露。

根據於二零零零年十二月十八日生力總公司之付款指示，就有關生力國際商標特許協議及立端利再特許協議，由二零零零年一月一日起，所有由廣州生力及本公司之專利權費將授予及轉予生力啤酒國際，直至另行通告為止。

於二零一零年四月一日，生力國際、生力啤酒國際及廣州生力訂立轉讓契據，據此，生力國際同意將生力國際擁有之商標特許協議之所有權利、所有權及權益轉讓、轉移及轉易予生力啤酒國際。生力啤酒國際及廣州生力同意根據轉讓契據進行該項轉讓。

於轉讓後，根據商標特許協議，生力啤酒國際成為授予廣州生力商標特許權之特許持有人。商標特許協議之所有其他條款均維持不變。按照上市規則，根據商標特許協議擬進行之交易繼續構成本公司之持續關連交易。

於二零一零年四月一日，本公司已就此作出披露。

DIRECTORS' REPORT 董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

(2) CONTINUING CONNECTED TRANSACTIONS MADE WITH GUANGZHOU BREWERY AND THE SAN MIGUEL GROUP RELATING TO LICENSING AGREEMENTS (Continued)

The amount of royalties paid to GB and the San Miguel Group for the year ended 31 December 2015 were HK\$2,116,000 and HK\$151,000 respectively (2014: HK\$2,146,000 and HK\$151,000).

The independent non-executive directors of the Company have reviewed these continuing connected transactions and confirmed that such transactions were:

- entered into in the ordinary and usual course of business of the Group;
- conducted either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from independent third parties; and
- in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and its shareholders and as a whole.

The auditors of the Company, KPMG, have confirmed in a letter to the Board that nothing has come to their attention that caused them to believe that the continuing connected transactions in respect of the San Miguel Group Licensing Agreements and the GB Trademark Licensing Agreement during the 2015 financial year (i) had not been approved by the Board of the Company, (ii) were not entered into in all material respects in accordance with the relevant agreement governing such transactions, (iii) had exceeded the cap disclosed in the announcement of the Company dated 19 September 2007, and (iv) were not, in all material respects, in accordance with the pricing policies of the Group.

In anticipation of the expiration of the Neptunia Sub-licence Agreement on 1 January 2016, an Extension Letter was signed by Neptunia and by the Company on 30 October 2015 to extend the term of the Neptunia Sub-licence Agreement for one year from 1 January 2016 to 31 December 2016 at nil consideration. Save for such extension, all other terms of the Neptunia Sub-licence Agreement remain unchanged. An announcement was made by the Company on 30 October 2015 in this respect.

關連交易及持續關連交易 (續)

(2) 與廣州啤酒廠及生力集團有關特許協議之持續關連交易 (續)

於截至二零一五年十二月三十一日止年度，支付予廣州啤酒廠及生力集團之專利權費分別為2,116,000港元及151,000港元（二零一四年：2,146,000港元及151,000港元）。

本公司獨立非執行董事審閱並確認該等持續關連交易乃：

- 於一般日常業務過程中進行；
- 按正常商業條款或，如果沒有足夠的交易比較判斷他們是否按正常商業條款，按不遜於本集團給予獨立第三方或從獨立第三方接受的條款訂立；及
- 按照有關協議的條款規管該等交易是公平和合理，並符合本公司及其股東之整體利益。

本公司之核數師畢馬威會計師事務所已致函董事會確認，彼等並無發現任何事項致使彼等認為二零一五年財政年度之生力集團特許協議及廣州啤酒廠商標特許協議之持續關連交易 (i) 尚未經本公司董事會批准、(ii) 在所有重大方面並未有根據規管該等交易之有關協議進行、(iii) 已超過本公司日期為二零零七年九月十九日之公告所披露之上限、以及(iv) 在所有重大方面未有根據本集團之定價政策進行。

鑒於立端利再特許協議將於二零一六年一月一日失效，立端利與本公司於二零一五年十月三十日簽署延長函件，以將立端利再特許協議之年期無償進一步延長一年，由二零一六年一月一日起至二零一六年十二月三十一日止。除該延長外，立端利再特許協議之所有其他條款均維持不變。於二零一五年十月三十日本公司已就此作出披露。



Our flagship San Miguel
Pale Pilsen celebrated its
125th anniversary in 2015.

DIRECTORS' REPORT 董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

(3) OTHER CONNECTED TRANSACTIONS MADE WITH THE SAN MIGUEL GROUP

The Group purchased brewing materials from the San Miguel Group during the year, which amounted to HK\$79,000 (2014: HK\$241,000). The Group also sold raw materials and packaging materials to subsidiaries of SMC during the year, which amounted to HK\$380,000 (2014: HK\$Nil). These transactions are exempt from all the reporting, announcement and independent shareholders' approval requirements according to Chapter 14A.76(1) of the Listing Rules (De minimis transactions). Also, as set out in note 25(a) to the financial statements, interest expense of HK\$4,373,000 (2014: HK\$4,253,000) was paid for the loan from an intermediate holding company and advertising and promotion subsidy of HK\$24,895,000 (2014: HK\$26,564,000) was received from an intermediate holding company for promotion of certain brands in the People's Republic of China ("PRC"). These transactions are also exempt from the reporting, announcement and independent shareholders' approval requirement according to the Chapter 14A.90 of the Listing Rules.

The Group has complied with the requirements set out in Chapter 14A of the Listing Rules in respect of the continuing connected transactions and connected transactions stated above.

關連交易及持續關連交易 (續)

(3) 與生力集團之其他關連交易

於本年度內，本集團向生力集團採購釀製材料79,000港元（二零一四年：241,000港元）。於本年度內，本集團亦向生力總公司之附屬公司出售原料及包裝材料380,000港元（二零一四年：零港元）。根據上市規則第14A.76(1)章「最低豁免水平交易」，該等交易獲豁免遵守有關申報、公告及獨立股東批准的規定。並如財務報表附註25(a)中披露，利息支出4,373,000港元（二零一四年：4,253,000港元）乃自中介控股公司的貸款及從中介控股公司收取的廣告及市場推廣補貼24,895,000港元（二零一四年：26,564,000港元）乃補貼若干品牌在中國的推廣。彼等交易根據上市規則第14A.90章獲豁免遵守有關申報、公告及獨立股東批准的規定。

就有關上述的持續關連交易及關連交易，本集團已遵守上市規則第14A章的規定。



We continue to support the Hong Kong Dragon Boat Carnival organized by the Hong Kong Tourism Board through exclusive sponsorship for six consecutive years.

DIRECTORS' REPORT 董事會報告

EMPLOYEE RETIREMENT PLANS

The Company and its subsidiaries in Hong Kong have sponsored a non-contributory defined benefit scheme, The San Miguel Brewery Hong Kong Limited Retirement Fund (the "Fund"), which covers local permanent employees, and was registered in September 1995 under the Occupational Retirement Schemes Ordinance. The Fund's assets are held in trust and administered by a trustee. The members' benefits are determined based on the employees' final remuneration and length of service. Contributions to the Fund are made in accordance with the recommendations of independent actuaries who value the retirement scheme at regular intervals, usually triennially.

The Fund was granted exemption from the Mandatory Provident Fund ("MPF") regulations by the MPF Scheme Authority on 24 July 2000, following modifications to the Fund benefits which comply with MPF regulations.

The latest actuarial assessment of the Fund was carried out as at 1 January 2014 and the results were as follows:

- (1) the actuary of the Fund is Mr. J. Yip, Fellow of the Society of Actuaries. In the actuarial valuation, the attained age method was used. Other major assumptions used in the valuation were: investment return of 4% per annum; long-term salary escalation of 5% per annum; mortality rates under the 2011 Hong Kong Life Tables; normal retirement age of 60 years; and early retirement rates allowed between the ages 55 to 60 years.
- (2) the unaudited market value of the Fund assets was HK\$71,953,000 as at 1 January 2014.
- (3) the minimum level of funding as recommended by the actuary of the Fund was 17.8% of salaries for 2014, 2015 and 2016.
- (4) the solvency surplus was HK\$552,000, i.e. the obligation under the Fund was 101% covered by the Fund's assets, as at 1 January 2014.

Particulars of the employee retirement plans of the Company and the Group are set out in note 20 to the financial statements.

僱員退休金計劃

本公司及其香港附屬公司均為僱員提供非供款的界定福利退休金計劃，名為香港生力啤酒廠有限公司退休基金（「基金」）。本基金包含本地全職僱員，並於一九九五年九月根據職業退休計劃條例註冊。基金資產被託管及由信託人管理。基金的福利乃根據僱員之最後薪金及其服務年期計算。基金之供款乃根據獨立精算師之建議而釐定。精算師定期為此計劃作出評估，一般為每三年評估一次。

基金福利經修訂後已符合強積金條例，並已於二零零七年七月二十四日獲得強制公積金計劃管理局的豁免。

最近一次基金精算評估於二零一四年一月一日進行，結果如下：

- (1) 基金之精算師為葉廣霖先生，他是美國精算師學會會員。精算評估採用到達年齡正常成本法。估值時所採用之其他主要假設為：投資回報每年4%；長期薪金每年增長5%；二零一一年香港人之死亡率；正常退休年齡為60歲；以及由55至60歲的提前退休比率。
- (2) 基金之資產於二零一四年一月一日之未審核市值為71,953,000港元。
- (3) 基金之精算師建議在二零一四年、二零一五年和二零一六年之最低供款比率為薪金之17.8%。
- (4) 基金的償債結餘為552,000港元。即此基金於二零一四年一月一日之償債責任的101%獲其資產保障。

本公司及本集團之僱員退休金計劃詳情載於財務報表附註20。

DIRECTORS' REPORT 董事會報告

LIQUIDITY AND FINANCIAL RESOURCES

The Group's working capital at 31 December 2015 was net current assets of HK\$162,371,000 compared with HK\$108,049,000 as at 31 December 2014.

The Group's cash and bank deposits (excluding pledged deposits) as at 31 December 2015 were HK\$148,600,000 (2014: HK\$135,628,000) and are sufficient to fund working capital requirements and capital expenditure in 2016.

LOANS

The Group has a loan from an intermediate holding company. Total borrowings at 31 December 2015 for the Group were HK\$190,747,000 (2014: HK\$190,889,000).

Particulars of the loan from an intermediate holding company of the Company and the Group as at 31 December 2015 are set out in note 19 to the financial statements.

FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 131 of the Annual Report.

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

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

CODE OF BEST PRACTICE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance section on pages 37 to 50 of the Annual Report.

流動資金及財務資源

於二零一五年十二月三十一日本集團之營運資金為流動資產淨值 162,371,000 港元，而於二零一四年十二月三十一日則為流動資產淨值 108,049,000 港元。

於二零一五年十二月三十一日本集團之現金及銀行存款（不包括抵押存款）為 148,600,000 港元（二零一四年：135,628,000 港元），足以為二零一六年提供營運資金及資本開支。

貸款

本集團與一間中介控股公司有貸款。於二零一五年十二月三十一日本集團之借款總額分別為 190,747,000 港元（二零一四年：190,889,000 港元）。

有關本公司及本集團於二零一五年十二月三十一日之中介控股公司之貸款詳情載於財務報表附註 19。

五年賬目摘要

本集團過去五年之業績、資產及負債摘要，載於本年報第 131 頁。

買賣或贖回本公司之上市證券

年內本公司或其任何附屬公司概無購回、出售或贖回任何上市證券。

最佳應用守則

有關本公司遵守公司管治常規的重點載於本年報第 37 至 50 頁中之企業管治部分。

DIRECTORS' REPORT 董事會報告

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



Ramon S. Ang
Chairman

Hong Kong, 4 February 2016

**** Mr. Teruyuki Daino has tendered his resignation as director of the Company effective on 30 March 2016. Mr. Katsuhiko Matsumoto was nominated to fill in the vacated office of Mr. Teruyuki Daino at the forthcoming Annual General Meeting.

確認獨立性

根據上市規則第3.13條所載的指引，每名獨立非執行董事已向本公司確認於本年度之獨立性，本公司認為所有獨立非執行董事確屬獨立人士。

核數師

畢馬威會計師事務所任滿告退並願受聘連任。有關續聘畢馬威會計師事務所擔任本公司核數師之決議案將於應屆股東周年大會上提呈。

承董事會命



主席
蔡啓文

香港，二零一六年二月四日

**** 代野照幸先生已就辭去本公司董事一職提交辭呈並於二零一六年三月三十日生效。松本克彥先生被提名以填補代野照幸先生空缺，並在即將舉行之股東周年大會中提出。



San Mig Light has gained significant presence in the market with a consistent double-digit growth since its launch in 2010.

CORPORATE GOVERNANCE REPORT 企業管治報告

COMMITMENT TO CORPORATE GOVERNANCE

The Company is committed to maintaining compliance with statutory and regulatory standards and adherence to the principles of corporate governance emphasizing transparency, independence, accountability, responsibility and fairness. The board and the senior management of the Company ensure that effective self-regulatory practices exist to protect the interests of the shareholders of the Company. These include a board comprised of high calibre members, board committees and effective internal systems and controls.

The Company has applied the principles set out in the CG Code throughout year under review as contained in Appendix 14 of the Listing Rules, save for the deviation discussed below:

- All of the non-executive directors are not appointed for a specific term (Code Provision A.4.1 of the CG Code) but are subject to retirement by rotation once every three years and re-election at the annual general meeting under the Company's Articles of Association.

The following sections set out the principles in the CG Code as they have been applied by the Company, including any deviation therefrom, for the year under review.

THE BOARD

As at 31 December 2015, the board comprised twelve Directors (one executive director, who is the managing director, seven non-executive directors and four independent non-executive directors) who possess the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group. The biographies of the directors are set out from pages 52 to 57 of this report under the "Directors and Management Executives" section. There is no financial, business, family or other material or relevant relationship among the members of the board.

The management and control of the business of the Company is vested in its board. It is the duty of the board to create value for the shareholders of the Company, establish the Company's strategic direction, set the Company's objectives and plan in accordance therewith, and provide leadership and ensure availability of resources in the attainment of such objectives. The board is bound to manage the Company in a responsible and effective manner, and therefore every director ensures that he carries out his duty in good faith and in compliance with the standards of applicable laws and regulations, and acts in the best interests of the Company and its shareholders at all times.

致力維持企業管治水平

本公司致力維持有關法定及監管標準，並緊守企業管治之原則，強調透明度、獨立、問責、責任及公平。本公司的董事會及高級管理人員確保訂有有效的自我監管常規，以保障本公司股東的利益，當中包括由極出色之成員組成的董事會、董事委員會及有效的內部制度及監控。

於回顧年度，本公司一直採用載於上市規則附錄十四的企業管治守則所載的原則，惟下文所述的偏離行為除外：

- 根據本公司章程，所有非執行董事每三年須在股東周年大會輪值退任及接受重新選舉，故並無特定任期（企業管治守則條文A.4.1項）。

以下各節載述本公司於回顧年度內應用該企業管治守則的標準，包括任何偏離行為。

董事會

於二零一五年十二月三十一日，董事會包括十二位董事（一位執行董事兼董事總經理，七位非執行董事及四位獨立非執行董事），彼等具有在相同行業或與本集團之業務管理有關之技能、經驗及專長。董事之履歷載於本報告第52頁至第57頁之「董事及行政管理人員」一節內。董事與董事會成員概無任何財務、業務、親屬或其他重大或相關之關係。

本公司業務的管理及監控歸屬於董事會。董事會的職責在於為本公司股東創造價值，訂下本公司的策略方向，以此設定本公司的目標及計劃，領導員工並確保本公司具備所需資源以達成該等目標。董事會須盡責兼有效地管理本公司，因此，每位董事均須確保其本著真誠履行職責，符合適用法律及規例的標準，並時刻為本公司及其股東的最佳利益行事。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD (Continued)

The board and the executive management have clearly defined responsibilities under various internal control and checks-and-balance mechanisms. The board has delegated a schedule of responsibilities to the executive management of the Company. These responsibilities include: implementation of the decisions of the board and organisation and direction of the day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the board; preparation and monitoring of annual production plans and operating budget; and control, supervision and monitoring of capital, technical and human resources.

The board held four meetings during the year under review. The chief finance officer and company secretary attended all the scheduled board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting and finance, and kept detailed minutes of each meeting, which are available for all directors. At the meetings, the directors discussed and formulated overall strategies for the Company, monitored financial performance and discussed the annual and interim results, as well as other significant matters. Daily operational matters are delegated to management.

At least 14 days of notice of all board meetings was given to all directors, and all directors were given the opportunity to include matters for discussion in the agenda. An agenda and accompanying board papers are sent in full to all directors at least three days before every board meeting.

The number of board meetings and committee meetings attended by each director during the year under review is set out in the following table. Figure in brackets indicates the maximum number of meetings in the period in which the individual was a board member or board committee member (as the case may be).

董事會 (續)

在各項內部監控及權力制衡機制下，董事會與執行管理層的職責均有清晰的界定。董事會已將一部分責任轉授予本公司執行管理層。該等責任包括：執行董事會的決定，根據董事會所批准的管理策略及計劃，組織及指示本公司的日常運作和管理；編撰及監察每年生產計劃及營運預算；以及控制、督導及監察資本、技術及人力資源。

於回顧年度內，董事會曾舉行四次會議。財務總裁兼公司秘書出席了所有預定董事會會議，以報告有關企業管治、風險管理、法例遵守、會計及財務方面的事宜，並保存每個會議的詳細記錄以供所有董事參閱。會議中，董事為本公司研究及制定一切策略，監督財政表現，討論中期及年度業績，以至其他重要事項。日常營運業務則委託管理層。

所有董事會會議通告皆不少於14天前送達全體董事，而董事們均可提出商討事項並列入會議議程。每個董事會會議前，全部議程及相關文件不少於三天前送交全體董事。

於回顧年度內，各董事出席董事會會議及委員會會議的次數載於下表。括號內的數字指有關人士為董事會成員或董事委員會成員（視屬何情況而定）期間內的最多會議次數。

CORPORATE GOVERNANCE REPORT 企業管治報告

		Note	Scheduled board meetings 預定董事會 會議	Audit committee meetings 審核委員會 會議	Remuneration committee meetings 薪酬委員會 會議	Nomination committee meetings 提名委員會 會議	Annual General Meeting 股東 周年大會
Independent non-executive directors	獨立非執行董事						
David K.P. Li	李國寶		2/(4)	3/(3)	2/(2)	0/(1)	0/(1)
Ng Wai Sun	吳維新		2/(4)	2/(3)	1/(2)	1/(1)	1/(1)
Carmelo L. Santiago	施雅高		3/(4)	3/(3)	2/(2)	0/(1)	0/(1)
Reynato S. Puno	Reynato S. Puno		3/(4)	N/A	N/A	1/(1)	1/(1)
William C.M. Cheng (Alternate to David K.P. Li)	鄭則民 (李國寶之替任董事)	(1)	0/(2)	0/(2)	0/(2)	N/A	N/A
Adrian M.K. Li (Alternate to David K.P. Li)	李民橋 (李國寶之替任董事)	(2)	0/(2)	0/(1)	N/A	0/(1)	0/(1)
Executive director	執行董事						
Ramon G. Torralba (Managing Director)	杜華博 (執行董事)		4/(4)	N/A	N/A	N/A	1/(1)
Non-executive directors	非執行董事						
Ramon S. Ang (Chairman)	蔡啟文 (主席)		2/(4)	N/A	N/A	N/A	1/(1)
Carlos Antonio M. Berba (Deputy Chairman)	凱顧思 (副主席)		4/(4)	N/A	2/(2)	N/A	1/(1)
Chan Wen Mee, May (Michelle)	陳雲美		2/(4)	N/A	N/A	N/A	1/(1)
Teruyuki Daino	代野照幸		4/(4)	N/A	N/A	1/(1)	1/(1)
Takashi Hayashi	林隆史		4/(4)	N/A	N/A	N/A	1/(1)
Roberto N. Huang	黃思民		4/(4)	N/A	2/(2)	N/A	1/(1)
Takeshi Wada	和田猛		4/(4)	N/A	N/A	N/A	1/(1)

Notes:

附註：

(1) Appointed as alternate director to Sir David on 18 April 2015.

(1) 於二零一五年四月十八日獲委任為李爵士之替任董事。

(2) Resigned as alternate director to Sir David on 17 April 2015.

(2) 於二零一五年四月十七日辭去李爵士之替任董事職務。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

The chairman of the board is Mr. Ramon S. Ang. The chief executive officer (or managing director, in the case of the Company) is Mr. Ramon G. Torralba. The chairman's and the managing director's roles are clearly defined to ensure their independence, accountability and responsibility.

The chairman takes the lead in formulating overall strategies and policies of the Company; ensures the effective performance by the board of its functions, including compliance with good corporate governance practices; and encourages and facilitates active contribution of directors in board activities and constructive relations between executive and non-executive directors. The chairman also ensures effective communication with shareholders of the Company and receipt by the directors of adequate and complete information. The role of deputy chairman is carried out by Mr. Carlos Antonio M. Berba.

The managing director, supported by other board members and the senior management, is responsible for managing the day-to-day business of the Company. He is also accountable to the board for the implementation of the Company's overall strategies, and coordination of overall business operations.

DIRECTORS AND DIRECTORS' INDEPENDENCE

As at the date of this report, the board consists of eleven non-executive directors and one executive director. Four of the non-executive directors are independent. Further details of the composition of the board can be found in the section entitled "The Board" of this report.

All of the non-executive directors are not appointed for a specific term, but are subject to retirement by rotation and re-election at the annual general meetings. Under the Company's Articles of Association, one-third of the directors, including the non-executive directors, are subject to retirement, rotation and re-election at each annual general meeting.

NON-EXECUTIVE DIRECTORS

Non-executive directors are expected to participate in the activities of the board, particularly in the establishment of a selection process to ensure a mix of competent directors and officers; adoption of a system of internal checks and balances; scrutiny of the Company's performance in achieving agreed corporate goals and objectives; and ensuring that the exercise of board authority is within the powers conferred to the board under its Articles of Association, by-laws and applicable laws, rules and regulations.

主席與行政總裁

董事會主席為蔡啓文先生，而行政總裁（在本公司為執行董事）為杜華博先生。主席與執行董事的角色均有清晰界定，以確保其獨立、問責及責任性。

主席帶領制訂本公司的整體策略及政策；確保董事會有效發揮其功能，包括遵守良好企業管治常規；以及鼓勵董事積極參與董事會活動及建立執行董事與非執行董事之間的良好關係。主席亦確保與本公司股東有效溝通，而董事亦收到足夠及齊備的資料。副主席的角色由凱顯思先生擔任。

執行董事在其他董事會成員及高級管理人員的支持下負責管理本公司的日常業務。彼亦須向董事會承擔本公司的整體策略的實行以及在整體業務運作上的協調工作。

董事及董事的獨立性

截至此報告日期，董事會包括十一位非執行董事及一位執行董事。其中四位非執行董事為獨立非執行董事。詳細的董事會組織可以參閱上文「董事會」部份。

所有非執行董事的委任並無指定任期，但須在股東周年大會上輪值退任及接受重新選舉。根據本公司的組織章程細則，在每年的股東周年大會上，董事中的三分之一（包括非執行董事）須卸任、輪換及接受重新選舉。

非執行董事

非執行董事須參與董事會活動，尤其是在設立遴選程序以確保董事及高級人員由能幹的人士組成；採納內部權力制衡制度；檢查本公司在達到協定的企業指標及目標方面的表現；以及確保董事會在根據其組織章程細則、附例及適用法律、規則及規例賦予董事會的權力範圍內行使其權力。

CORPORATE GOVERNANCE REPORT 企業管治報告

DIRECTORS AND DIRECTORS' INDEPENDENCE (Continued)

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive directors of the Company are highly skilled professionals with a broad range of expertise and experience in the fields of accounting, finance and business. Their skills, expertise and number in the board ensure that strong independent views and judgment are brought in the board's deliberations and that such views and judgment carry weight in the board's decision-making process. Their presence and participation also enable the board to maintain high standards of compliance in financial and other mandatory reporting requirements, and provide adequate checks and balances to safeguard the interests of shareholders of the Company and the Company.

Each independent non-executive director gives the Company an annual confirmation of his independence. The Company considers such directors to be independent under the guidelines set out in Rule 3.13 of the Listing Rules.

Each director, upon reasonable request, is given access to independent professional advice in circumstances he may deem appropriate and necessary for the discharge of his duties to the Company, at the expense of the Company.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing all information and representations contained in the financial statements of the Company for the year under review. The directors consider that the financial statements have been prepared in conformity with the generally accepted accounting standards in Hong Kong, and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgment of the board and management with an appropriate consideration to materiality. As at 31 December 2015, the directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements of the Company on a going concern basis.

The responsibilities of the external auditors with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 126 to 127.

INTERNAL CONTROL

The board has overall responsibility for maintaining sound and effective internal control systems to safeguard the Company's assets and shareholders' interests, as well as for reviewing the effectiveness of these systems.

董事及董事的獨立性 (續)

獨立非執行董事

本公司獨立非執行董事均為在會計、財務及商界等廣具專業知識及經驗的高技巧專業人員。彼等的技能、專業知識及在董事會的數目，確保具高獨立性的意見及判斷以供董事會商討，而有關意見及判斷在董事會的決策過程中亦具有影響力。彼等的出席及參與亦使董事會能嚴格遵守財務及其他強制報告規定，並提供足夠權力制衡，保障本公司股東及本公司的利益。

每名獨立非執行董事，每年均向本公司確認其獨立性。根據上市規則第3.13條所載的指引，本公司認為有關董事確屬獨立人士。

每位董事按合理要求，可在其可能認為適當或有需要的情況下尋求獨立專業意見，以履行其對本公司的責任，費用由本公司支付。

董事對財務報表的責任

董事承認彼等有編製本公司回顧年度內的財務報表所載的一切資料及陳述的責任。董事認為，財務報表已遵照香港公認會計守則編製，並反映根據董事會及管理層的最佳估計，合理、知情及審慎地判斷，已適當考慮到重要事項後所得的數額。於二零一五年十二月三十一日，據董事經適當查詢後所知，並無任何重要事件或情況可能質疑本公司持續經營的能力。因此，董事已按持續經營基準編製本公司的財務報表。

外聘核數師就有關財務報告的責任載於第126頁至第127頁的「獨立核數師報告」部份。

內部監控

董事會有責任維持穩健而有效的內部監控制度以保障本公司的資產及股東的權益，並定期檢討有關制度是否有效。

CORPORATE GOVERNANCE REPORT 企業管治報告

INTERNAL CONTROL (Continued)

The board has conducted a review of the Company's internal control systems for the year ended 31 December 2015, including financial, operational and compliance control and risk management functions and assessed the effectiveness of internal control by considering reviews performed by the audit committee, executive management, external advisor and internal auditors.

Following the upgrading of the recommendation for issuers to have an internal audit function to a code provision under the CG Code, the board approved the adoption by the Company of an internal audit function in October 2015. Pursuant to this, the three year internal audit plan was approved by the audit committee and adopted by the board. As a member of a group with multiple listed issuers, the Company will share in the San Miguel group's resources in carrying out its internal audit function. Accordingly, its internal audit will be performed by the internal audit function of its parent company, San Miguel Brewery Inc. The internal audit function will report to the audit committee.

CORPORATE GOVERNANCE POLICY AND DUTIES

The board is responsible for performing the duties on corporate governance functions set out below:

- (1) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the board;
- (2) reviewing and monitoring the training and continuous professional development of directors and senior management;
- (3) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (4) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (5) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

SUPPORT FOR DIRECTORS

To assist the directors in the discharge of their duties, the Company provides every newly appointed director with a comprehensive induction program on the first occasion of his appointment, where such directors are provided with information on the Company's organization and business; the membership, duties and responsibilities of the board, board committees and senior management; corporate governance practices and procedures; and latest financial information on the operations of the Company. Such information shall be supplemented with visits to the Company's key plant sites and meetings with key senior executives.

內部監控 (續)

董事會已經執行對本公司截至二零一五年十二月三十一日年度內有關財務、營運、合規及風險管理的內部監控制度評審。亦已檢討了由審核委員會、管理層和內部及外聘核數師執行有關內部監控效能的評審。

隨着發行人應有內部審核功能的建議已升級為企業管治守則下之守則條文，董事會已於二零一五年十月批准本公司採用內部審核功能。據此，審核委員會已批准及董事會已通過三年的內部審核計劃。作為多間上市發行人的集團之其中一員，本公司將分享生力集團的資源以進行其內部審核功能。內部審核將由母公司生力啤酒廠公司的內部審核功能進行。內部審核功能將向審核委員會報告。

企業管治職責

董事會負責履行下列企業管治職能責任：

- (1) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (2) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (3) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (4) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (5) 檢討本公司遵守企業管治守則的情況及在《企業管治報告》內的披露。

董事的支援

為協助董事履行其職責，本公司為每位新委任的董事在其首次獲委任時提供全面的公司介紹計劃，有關董事在計劃內獲提供有關本公司組織及業務的資料；董事會、董事委員會及高級管理層的成員、職責及責任；企業管治守則及程序；以及本公司業務的最新財務資料。除有關資料外，彼等亦會參觀本公司的主要廠房，並與主要高級行政人員會面。

CORPORATE GOVERNANCE REPORT 企業管治報告

SUPPORT FOR DIRECTORS (Continued)

Throughout their tenure, the directors shall be provided with updates on the business of the Company, latest developments of the Listing Rules and other applicable legal and regulatory requirements, corporate social responsibility matters and other changes affecting the Company.

DIRECTORS' TRAINING

According to the CG Code A.6.5, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the directors.

The directors confirm that they have complied with the CG Code on directors' training. The Company had received from each of the directors their confirmations on taking continuous professional training.

THE BOARD COMMITTEES

AUDIT COMMITTEE

For the year under review, the audit committee comprised three independent non-executive directors: Mr. Ng Wai Sun, Mr. Carmelo L. Santiago and Dr. the Hon. Sir David K. P. Li, who acts as chairman of the committee. The audit committee met three times in 2015 with full minutes kept by the company secretary. Individual attendance of each committee member at these meetings is shown in the table presented above.

Under its terms of reference, the audit committee shall assist the board in fulfilling its corporate governance and oversight responsibilities in relation to financial reporting, internal control structure, risk management systems and internal and external audit functions. The audit committee is further authorised by the board to investigate any activity within its terms of reference, and is tasked with recommending to the board appropriate actions emanating from such investigations. The audit committee has unrestricted access to personnel, records, internal and external auditors, risk assessment and assurance and senior management, as may be appropriate in the discharge of its functions.

In October 2015, the board approved the enhancement of the audit committee's oversight function with respect to risk management systems by including, as part of the specific responsibilities of the audit committee in its terms of reference, the responsibility to discuss risk management systems with management to ensure effectiveness of the system and to consider major investigation findings on risk management and management's response to such findings. The amendment in the audit committee's terms of reference shall be effective beginning 2016.

董事的支援 (續)

在彼等的任期內，董事將獲提供本公司業務資料的更新、上市規則及其他適用法律及監管規定的最新發展、企業社會責任事宜，以及影響本公司的其他變動。

董事培訓

根據企業管治守則條文A.6.5項，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司應負責安排合適的培訓並提供有關經費，以及適切着重上市公司董事的角色、職能及責任。

董事確認，彼等已遵守有關董事培訓之企業管治守則條文。本公司已接獲各董事有關參加持續專業培訓之確認書。

董事委員會

審核委員會

於回顧年度內，審核委員會由三位獨立非執行董事組成：吳維新先生、施雅高先生及審核委員會主席李國寶爵士。於二零一五年，審核委員會曾開會三次，整套會議紀錄由公司秘書保存。個別委員會成員出席該等會議的情況載於上文的列表。

根據其職權範圍，審核委員會協助董事會履行其有關財務匯報、內部監控架構、風險管理制度，以及內部及外聘審核功能的企業管治及監察責任。審核委員會亦獲董事會授權調查其職權範圍內的任何活動，並須根據有關調查向董事會建議合適的行動。審核委員會在履行其職能時可無限制地接觸合適人士、紀錄、內部及外聘核數師、風險評估和承諾及高級管理人員。

於二零一五年十月，為加強審核委員會有關風險管理系統的監管功能，董事會已批准於審核委員會的職權範圍加入與管理層討論風險管理系統以確保已建立有效的系統、並就有關風險管理事宜的重要調查結果及管理層對調查結果的回應進行研究的特定責任。審核委員會職權範圍之變更由二零一六年生效。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD COMMITTEES (Continued)

AUDIT COMMITTEE (Continued)

In 2015, the audit committee discharged its responsibilities by:

- (1) making recommendations to the board on the reappointment of the external auditor and approval of the remuneration and terms of engagement of the external auditor;
- (2) monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and discussing with the external auditor the nature and scope of the audit and reporting obligations;
- (3) implementing the Company's policy on the engagement of an external auditor to supply non-audit services;
- (4) reviewing, and monitoring the integrity of the financial statements of the Company and the Company's annual and interim reports and the auditors' report to ensure that the information presents a true and balanced assessment of the Company's financial position;
- (5) reviewing the Company's financial controls, internal control and risk management systems to ensure that management has discharged its duty to have an effective internal control system;
- (6) ensuring the coordination between the internal and external auditors and that the internal audit function is adequately resourced and has appropriate standing within the Company, and reviewing and monitoring the effectiveness of the audit function;
- (7) reviewing the Company's financial and accounting policies and practices;
- (8) reviewing the external auditor's management letter, material queries raised by the external auditor to the management in respect of the accounting records, financial accounts or systems of control and the management's response to such queries; and
- (9) reporting to the board on the matters set out in the CG Code on the audit committee.

The audit committee is authorised by the board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary in the performance of its functions. The audit committee is provided with sufficient resources by the Company to discharge its duties. The audit committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

董事委員會 (續)

審核委員會 (續)

於二零一五年，審核委員會履行其責任如下：

- (1) 就外聘核數師的重新委任向董事會提供建議，以及批准外聘核數師的薪酬及聘用條款；
- (2) 按適用的標準監察外聘核數師是否獨立客觀及核數程序是否有效；與外聘核數師討論核數性質、範疇及有關申報責任；
- (3) 執行本公司有關外聘核數師提供非核數服務的政策；
- (4) 審閱本公司的財務報表、年度及中期報告及獨立核數師報告，並監察其完整性，以確保有關資料真實而平衡地評估本公司的財務狀況；
- (5) 檢討本公司的財務監控、內部監控及風險管理制度，以確保管理層已履行職責建立有效的內部監控系統；
- (6) 確保內部核數師與外聘核數師的協調而讓內部核數功能在本公司內部有足夠資源運作及有適當的地位，並且檢討及監察審核功能的有效性；
- (7) 檢討本公司的財務、會計政策及實務；
- (8) 檢查外聘核數師給予管理層的函件、外聘核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；及
- (9) 就企業管治守則所載有關審核委員會的事宜向董事會匯報。

審核委員會獲董事會授權，若其認為在履行其職能時有需要，可徵詢外部法律或其他獨立專業意見，及邀請具有相關經驗及專業知識的外部人士出席。審核委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱審核委員會的職權範圍，而職權範圍亦登載於本公司的網站上，網址為info.sanmiguel.com.hk。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD COMMITTEES (Continued)

AUDIT COMMITTEE (Continued)

During the year under review, the total fees in respect of audit and non-audit services (mainly tax review and corporate governance review) provided to the Company and its subsidiaries by external auditors amounted to HK\$3,744,000 (2014: HK\$3,299,000) and HK\$Nil (2014: HK\$Nil), respectively.

REMUNERATION COMMITTEE

The remuneration committee comprises three independent non-executive directors, namely, Dr. the Hon. Sir David K.P. Li, Mr. Ng Wai Sun and Mr. Carmelo L. Santiago, and two non-executive directors, namely, Mr. Carlos Antonio M. Berba and Mr. Roberto N. Huang. The remuneration committee is chaired by an independent non-executive director, Mr. Ng Wai Sun. The remuneration committee met twice in 2015 with full minutes kept by the company secretary. Individual attendance of each committee member at these meetings is shown in the table presented above.

The primary role of the remuneration committee under its terms of reference is to support and advise the board in fulfilling the board's responsibility to the shareholders of the Company to:

- (1) establish coherent remuneration policies and practices that will be observed and enable the Company to attract and retain top caliber executives and directors;
- (2) fairly and responsibly reward executives based on their performance and the performance of the Company, and the general pay environment; and
- (3) comply with the CG Code Provisions on remuneration of directors, mainly by:
 - determining executive and director remuneration policy;
 - determining the remuneration of executive directors upon consultation with the chairman or managing director regarding their proposals for such remuneration;
 - reviewing and approving the remuneration of the executives who directly report to the managing director, and as appropriate, other senior management; and
 - reviewing and approving all equity based plans.

董事委員會 (續)

審核委員會 (續)

於回顧年度內，由外聘核數師對本公司和附屬公司所提供有關核數或非核數（主要稅務複查和企業管治檢討）的服務費用總計，分別為3,744,000港元（二零一四年：3,299,000港元）及零港元（二零一四年：零港元）。

薪酬委員會

薪酬委員會成員包括三位獨立非執行董事，（即：李國寶爵士、吳維新先生及施雅高先生），及兩位非執行董事，（即：凱顧思先生及黃思民先生）。薪酬委員會由一位獨立非執行董事吳維新先生擔任主席。於二零一五年，薪酬委員會曾開會兩次，整套會議紀錄由公司秘書保存。個別委員會成員出席該等會議的情況載於上文的列表。

薪酬委員會根據其職權範圍主要為支援及建議董事會履行對本公司股東有關如下責任：

- (1) 制定使本公司能吸引及挽留優秀行政人員及董事一致的薪酬政策及常規；
- (2) 根據行政人員的表現及本公司的業績，以及宏觀支薪環境，公平及盡責地酬賞行政人員；及
- (3) 符合有關董事酬金企業管治守則條文的責任，方式如下：
 - 釐定行政人員及董事的薪酬政策；
 - 在與主席或執行董事就彼等有關酬金的建議進行諮詢後，釐定執行董事的酬金；
 - 檢討及批准直接向執行董事匯報的行政人員及（倘適用）其他高級管理人員的酬金；及
 - 檢討及批准所有權益為本的計劃。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD COMMITTEES (Continued)

REMUNERATION COMMITTEE (Continued)

The remuneration committee has the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense, and is provided with sufficient resources by the Company to discharge its duties. The remuneration committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

During the year under review, the committee reviewed the remuneration package of managing director and key senior executives. As recommended, no directors' fees will be paid for the year 2015.

Details of the remuneration of directors for the year ended 31 December 2015 are set out in note 7 to the financial statements.

NOMINATION COMMITTEE

The nomination committee comprises one non-executive director, namely Mr. Teruyuki Daino and four independent non-executive directors: Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago. The nomination committee is chaired by an independent non-executive director, Mr. Carmelo L. Santiago. The nomination committee met once in 2015 with full minutes kept by the company secretary. Individual attendance of each committee member at the meeting is shown in the table presented above.

Under its terms of reference, proceedings and meetings of the committee will be governed by the provisions of the Company's Articles of Association for regulating the proceedings and meetings of the board of the Company in so far as they are applicable and not inconsistent with the nomination committee's terms of reference. The primary purpose of the committee is to support and advise the board in fulfilling their responsibilities to shareholders in ensuring that the board comprises individuals who are best able to discharge the responsibilities of directors having regard to the law and the highest standards of governance by:

- (1) assessing the skills required on the board;
- (2) from time to time assessing the extent to which the required skills are represented on the board;
- (3) establishing the process for the review of the performance of individual directors and the board as a whole;
- (4) establishing the process for the identification of suitable candidates for appointment to the board; and
- (5) having oversight of matters relating to corporate governance by bringing any issues to the attention of the board.

董事委員會 (續)

薪酬委員會 (續)

薪酬委員會有權索取認為在履行其職責時有需要的任何資料，包括取得合適的外部意見而費用由本公司支付的權利。薪酬委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱薪酬委員會的職權範圍，而職權範圍亦登載於本公司網站上，網址為info.sanmiguel.com.hk。

於回顧年度內，委員會於預定會議內檢討執行董事及主要高級行政人員之薪酬。建議不支付二零一五年各董事袍金。

董事截至二零一五年十二月三十一日止年度的酬金詳情載於財務報表附註7。

提名委員會

提名委員會包括一位非執行董事，（即：代野照幸先生）及四位獨立非執行董事，（即：李國寶爵士、吳維新先生、Reynato S. Puno 先生及施雅高先生）。提名委員會由一名獨立非執行董事施雅高先生擔任主席。於二零一五年，提名委員會曾開會一次，整套會議紀錄由公司秘書保存。個別委員會成員出席該等會議的情況載於上文的列表。

根據其職權範圍，委員會之議事程序及會議須由截至目前規管本公司董事會議事程序及會議的本公司章程所規管，只要彼等適用且不違背提名委員會之職權範圍。委員會之主要目的乃支持董事會履行彼等對股東之責任並就此向董事會提供意見，通過下列方式確保組成董事會之人士在法例及管治之最高標準之規限下最能夠履行董事之責任：

- (1) 評估董事會要求之技能；
- (2) 不時評估董事會所需技能所代表之程度；
- (3) 就檢討個別董事及董事會整體表現制定程序；
- (4) 就物色適合候選人以委任為董事會成員而制定程序；及
- (5) 監督有關企業管治之任何事宜產生任何問題引起董事會注意。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD COMMITTEES (Continued)

NOMINATION COMMITTEE (Continued)

The nomination committee has the following responsibilities:

- (1) review the structure, size and composition (including the skills, knowledge and experience) of the board on a regular basis and make recommendations to the board regarding any proposed changes;
- (2) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
- (3) assess the independence of independent non-executive directors;
- (4) make recommendations to the board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
- (5) have oversight of all matters relating to corporate governance; and
- (6) being entitled to employ, at the Company's expense, the services of such advisers as it deems necessary to fulfil its responsibilities.

The nomination committee has the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense, and is provided with sufficient resources by the Company to discharge its duties. The nomination committee's specific terms of reference are available on request to any shareholders of the Company and are posted on the Company's website, info.sanmiguel.com.hk.

CODE OF CONDUCT ON DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions and dealings (the "Code of Conduct") based on the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code"). The terms of the Code of Conduct are no less exacting than the standards in the Model Code, and the Code of Conduct applies to all the relevant persons as defined in the Code, including the directors of the Company, any employee of the Company, or a director or employee of a subsidiary or holding company of the Company who, because of such office or employment, are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities.

Specific enquiry has been made of all the directors of the Company who have confirmed in writing their compliance with the required standards set out in the Code of Conduct during the year under review.

董事委員會 (續)

提名委員會 (續)

提名委員會之責任如下：

- (1) 定期檢討董事會之架構、人數及組成（包括技能、知識及經驗方面），並就任何建議變動向董事會提供推薦建議；
- (2) 物色具備合適資格可成為董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (3) 評估獨立非執行董事之獨立性；
- (4) 就董事委任或重新委任董事以及董事（尤其是主席及行政總裁）之繼任計劃向董事會提供推薦建議；
- (5) 監督有關企業管治之所有事宜；及
- (6) 有權在其認為就履行責任屬必要時聘請有關顧問之服務，費用由本公司承擔。

提名委員會有權索取認為在履行其職責時有需要的任何資料，包括取得合適的外部意見而費用由本公司支付的權利。提名委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱提名委員會的職權範圍，而職權範圍亦登載於本公司網站上，網址為info.sanmiguel.com.hk。

董事進行證券交易的守則

本公司已根據上市規則附錄10所載的《上市公司董事進行證券交易的標準守則》（「標準守則」）採納有關證券交易及買賣的守則（「操守守則」）。操守守則條款比標準守則所訂標準更高，而操守守則亦適用於該守則所界定的所有有關人士，包括本公司董事、本公司任何僱員、或本公司的附屬公司或控股公司的董事或僱員，而彼等因有關職位或受僱工作而可能擁有關於本公司或其證券的未公佈股價敏感資料。

在向本公司所有董事作出特定查詢後，彼等已書面確認於回顧年度內有遵守操守守則所訂的標準。

CORPORATE GOVERNANCE REPORT 企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Company attaches great priority to establishing effective communications with its shareholders and investors. In an effort to enhance such communications, the Company provides information relating to the Company and its business in its annual report and also disseminates such information electronically through its website, info.sanmiguel.com.hk.

The Company also published its ESG Report on its website, info.sanmiguel.com.hk. It is the initial effort of the Company to communicate to our stakeholders in a broad manner the relevant environmental, social and governance initiatives that the Company has made in reference to Appendix 27 of the Listing Rules. The 2015 ESG report will be published in the Company's website no later than three months after the publication of the Company's annual report.

The Company regards the annual general meeting as an important event as it provides an opportunity for direct communications between the board and its shareholders. All directors and senior management make an effort to attend the annual general meeting of the Company to address shareholders' queries. All the shareholders of the Company are given a minimum of twenty business days' notice of the date and venue of the annual general meeting of the Company. The Company supports the CG Code's principle to encourage shareholders' participation.

WHISTLEBLOWING POLICY

To ensure that the business of the Group is conducted in the highest standards of fairness, transparency and accountability, the board has approved the Whistleblowing Policy of the Company, effective from 1 November 2015. The Whistleblowing Policy establishes procedures and channels through which the Company's directors, employees and other interested parties may communicate concerns, in confidence, about any misconduct or improprieties affecting the Group. The complete text of the Whistleblowing Policy has been posted on the Company website, info.sanmiguel.com.hk.

與股東的溝通

本公司相當重視與其股東及投資者建立有效溝通。為達到有效溝通，本公司在其年報內提供有關本公司及其業務的資料，亦以電子方式透過其網站 info.sanmiguel.com.hk 發佈有關資料。

本公司亦於其網站 info.sanmiguel.com.hk 刊登其《環境、社會及管治報告》。此為向本公司持份者廣泛傳達本公司根據上市規則附錄二十七提出有關環境、社會及管治倡議而做出的初步努力。二零一五年的《環境、社會及管治報告》將於本公司年報刊發後三個月內於本公司網站刊登。

本公司視股東周年大會為重要事項，因其提供董事會與股東直接溝通的機會。全體董事及高級管理人員務必出席本公司股東周年大會，以回應股東提問。本公司各股東均獲有關本公司股東周年大會舉行時間及地點最少二十個工作天的通知。本公司支持該企業管治守則以鼓勵股東參與。

舉報政策

為確保業務運作上保持最高標準的公正性、透明度和問責性，董事會已批准本公司的舉報政策，由二零一五年十一月一日起生效。舉報政策建立既定程序和渠道，讓本公司董事、僱員及其他相關人士可以在完全放心的情況下傳達他們對本公司內的任何懷疑不當行為或不良行為的關注。舉報政策全部內容已於本公司網站 info.sanmiguel.com.hk 刊登。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS

CALLING AN EXTRAORDINARY GENERAL MEETING

Pursuant to article 68 of the Articles of Association of the Company, extraordinary general meetings may also be convened on requisition as provided by Sections 566, 567 and 568 of the new Companies Ordinance. The directors are required to call a general meeting if the Company has received requests to do so from shareholders of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings. The request must state the general nature of the business to be dealt with at the meeting; and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Requests may consist of several documents in like form. The request may be sent to the Company in hard copy form or in electronic form; and must be authenticated by the person or persons making it. The directors must, within twenty-one days after the date on which they become subject to the requirement, call an extraordinary general meeting which must be held on a date not more than twenty-eight days after the date on which the notice convening the meeting is given. If the directors fail to convene the general meeting, the shareholders who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call an extraordinary general meeting. The meeting must be called for a date not more than three months after the date on which the directors become subject to the requirement to call a meeting.

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETING

Shareholders holding not less than 2.5% of the total voting rights of all the members who have a relevant right to vote; or not less than fifty shareholders who have a relevant right to vote may:

- circulate to shareholders of the Company entitled to receive notice of a general meeting, a statement of not more than 1000 words with respect to (a) a matter mentioned in a proposed resolution to be dealt with at that meeting; or (b) other business to be dealt with at that meeting; or
- request the Company to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution that may properly be moved and is intended to be moved at that meeting.

For further details on the shareholder qualifications, and the procedures and timeline, in connection with the above, shareholders are kindly requested to refer to Sections 580 and 615 of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

股東權利

召開股東特別大會

根據本公司組織章程細則第68條，本公司之股東特別大會亦會應遞呈要求下召開。根據新《公司條例》第566條、567條及568條，如公司收到佔全體有權在股東大會上表決的股東的總表決權最少5%的公司股東的要求，要求召開股東大會，則董事須召開股東大會。要求必須述明有待在有關股東大會上處理的事務的一般性質；及可包含可在該股東大會上恰當地動議並擬在該股東大會上動議的決議的文本。要求可包含若干份格式相近的文件。要求可採用印本形式或電子形式送交本公司；及須經提出該要求的人認證。董事須於他們受到該規定所規限的日期後的二十一日內召開須在召開該股東大會的通知的發出日期後的二十八日內舉行的股東大會。如董事未能召開股東大會，則要求召開該股東大會的股東，或佔全體該等股東的總表決權過半數的股東，可自行召開股東大會。在有關董事受到召開股東大會的規定所規限的日期後的三個月內，有關股東大會須予召開。

於股東大會提出建議之程序

佔全體有相關表決權利的股東的總表決權最少2.5%的股東；或最少50名有相關表決權利的股東可：

- 向有權收到股東大會的通告的本公司股東，傳閱關於(a)有待在股東大會上處理的、某被提出的決議所述的事宜；或(b)其他有待在股東大會上處理的事務，而字數不多於1000字的陳述書；或
- 要求本公司向有權收到股東周年大會的通告的本公司股東，發出關於可在股東大會上恰當地動議並擬在該大會上動議的決議的通知。

有關上述事項的股東資格、程序及時序的進一步詳情，務請股東參考新《公司條例》第580條及615條（香港法例第622章）。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETING (Continued)

Further, a shareholder may propose a person other than a retiring director of the Company for election as a director at a general meeting at which elections to the office of directors are to be considered. The following documents must be submitted, no later than seven days before the date of the general meeting, to the Company at its principal office at 9/F, Citimark Building, 28 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong, for the attention of the Company Secretary: (a) the Director Nomination Form with the required supporting documents; (b) the candidate's resume; and (c) a written statement signed by the candidate of his/her willingness to be elected together with (i) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; (ii) the candidate's written consent to the publication of his/her personal data; and (iii) confirmation that there are no grounds for his/her ineligibility and incompatibility to act as a director and that he/she satisfies the integrity and, if applicable, independence requirements under the applicable Listing Rules.

SENDING ENQUIRES TO THE BOARD

Shareholders should direct their questions about their shareholdings to the Company's Registrar. Shareholders and the investment community may at any time make a request for the Company's information to the extent that such information is publicly available. Shareholders may also make enquiries to the board by writing to the Company Secretary at the Company's office in Hong Kong at 9/F, Citimark Building, 28 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong.

股東權利 (續)

於股東大會提出建議之程序 (續)

此外，股東可推舉一名本公司退任董事以外之董事於審議選舉董事之股東大會上參選董事。下列文件須不遲於股東大會日期前七天送交本公司之主要辦事處予公司秘書，地址為香港新界沙田小瀝源源順圍二十八號都會廣場九樓：(a) 董事提名表格及所需證明文件；(b) 候選人之個人履歷；(c) 候選人已簽署表明彼願意參選之書面聲明，以及(i) 根據上市規則第13.51(2)條該候選人須予披露之資料；及(ii) 候選人就刊登其個人資料之同意書；及(iii) 確認概無不符合資格及無法履行董事職責之理由且彼有誠信及，倘適用，符合適用上市規則規定之獨立要求。

向董事會查詢

股東應就其股權直接向本公司之股份過戶登記處查詢。股東及投資界可隨時要求本公司提供可公開索閱之資料。股東亦可郵寄予本公司位於香港辦事處之公司秘書向董事會作書面查詢，地址為香港新界沙田小瀝源源順圍二十八號都會廣場九樓。



為維持廣泛及多元化品牌組合，我們著手開發全新的高檔、特色和手工啤酒品牌組合。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

DIRECTORS

Ramon S. ANG	<i>Chairman</i>
Carlos Antonio M. BERBA	<i>Deputy Chairman</i>
Ramon G. TORRALBA	<i>Managing Director</i>

董事

蔡啓文	主席
凱顧思	副主席
杜華博	執行董事

NON-EXECUTIVE DIRECTORS

May (Michelle) CHAN Wen Mee
Teruyuki DAINO
Takashi HAYASHI
Roberto N. HUANG
Takeshi WADA

非執行董事

陳雲美
代野照幸
林隆史
黃思民
和田猛

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. the Hon. Sir David Li Kwok-po
NG Wai Sun
Reynato S. PUNO
Carmelo L. SANTIAGO
William CHENG Chuk Man, Alternate to Dr. the Hon. Sir David Li Kwok-po

獨立非執行董事

李國寶爵士
吳維新
Reynato S. PUNO
施雅高
鄭則民，李國寶爵士之替任董事

Mr. Ramon S. ANG, *BSME*, aged 62, is the Chairman and a non-executive Director of the Company. He has been appointed as the Chairman since 10 June 2005 and a non-executive Director of the Company since 27 November 1998. He is the Director, President and Chief Executive Officer of Top Frontier Investment Holdings, Inc., the ultimate parent company of the Company (the shares of which are listed on the Philippine Stock Exchange) and Petron Corporation (the shares of which are listed on the Philippine Stock Exchange), Vice Chairman, President and Chief Operating Officer of San Miguel Corporation ("SMC") (the shares of which are listed on the Philippine Stock Exchange) and the Chairman of San Miguel Brewery Inc. Mr. Ang also holds the following positions: the Vice Chairman of Ginebra San Miguel, Inc. (the shares of which are listed on the Philippine Stock Exchange) and San Miguel Pure Foods Company Inc. (the shares of which are listed on the Philippine Stock Exchange), and the Chairman of Liberty Telecoms Holdings, Inc. (the shares of which are listed on the Philippine Stock Exchange) and Petron Malaysia Refining & Marketing Berhad (the shares of which are listed on the Kuala Lumpur Stock Exchange). Mr. Ang is also the Chairman, President and/or Director of various subsidiaries of SMC. He holds a Bachelor of Science degree in Mechanical Engineering from Far Eastern University.

蔡啓文先生，*BSME*，六十二歲，為本公司主席及非執行董事。蔡先生自二零零五年六月十日起獲委任為本公司主席及自一九九八年十一月二十七日起獲委任為非執行董事。蔡先生為Top Frontier Investment Holdings, Inc.，本公司之最終母公司（其股份於菲律賓證券交易所上市）及Petron Corporation（其股份於菲律賓證券交易所上市）之董事、總裁及行政總裁、生力總公司（「生力總公司」）（其股份於菲律賓證券交易所上市）之副主席、總裁及營運總裁和生力啤酒廠公司之主席。蔡先生亦出任以下職位：Ginebra San Miguel, Inc.（其股份於菲律賓證券交易所上市）及San Miguel Pure Foods Company Inc.（其股份於菲律賓證券交易所上市）之副主席，以及Liberty Telecoms Holdings, Inc.（其股份於菲律賓證券交易所上市）及Petron Malaysia Refining & Marketing Berhad（其股份於吉隆坡證券交易所上市）之主席。蔡先生亦為生力總公司多間附屬公司之主席、總裁及／或董事。蔡先生於Far Eastern University取得機械工程學士學位。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

Mr. Carlos Antonio M. BERBA, *MBA, MSc, BSc*, aged 51, was appointed as Deputy Chairman and Remuneration Committee member of the Company on 27 August 2010. Mr. Berba has been a Director of the Company since 16 April 2007. He is the Managing Director of San Miguel Brewing International Limited, a Director of Neptunia Corporation Limited (a controlling shareholder of the Company), and a Director of San Miguel Brewery Inc. He is also a Commissioner of PT Delta Djakarta Tbk (the shares of which are listed on the Jakarta and Surabaya Stock Exchanges), a Director of San Miguel Beer (Thailand) Limited, San Miguel Holdings (Thailand) Ltd., San Miguel Marketing (Thailand) Limited, and various other subsidiaries of the Company. Mr. Berba has 30 years of experience in general management, finance, strategic planning, and corporate structuring initiatives. Mr. Berba graduated from the University of the Philippines with a Bachelor of Science degree in Electrical Engineering. He later obtained a Master's degree in Business Administration (with distinction) from the Wharton School of Business, University of Pennsylvania and a Master's degree in Japanese Business Studies from Japan America Institute of Management Science & Chaminade University of Honolulu.

Mr. Ramon G. TORRALBA, *CPA, BSc*, aged 59, was appointed as an executive Director and Managing Director of the Company with effect from 15 January 2013. Mr. Torralba was the Vice President and Manager for Export Development of San Miguel Brewing International Limited (a subsidiary of San Miguel Brewery Inc.) since 2007. He was also a Director of San Miguel (Thailand) Company, Ltd. from 2006 to 2007 and Vice President and Commercial Director of San Miguel Marketing (Thailand) Ltd. from 2004 to 2007. He was also Assistant Vice President-Consultant for Guangzhou San Miguel Brewery Co. Ltd., San Miguel (Guangdong) Brewery Co. Ltd. and San Miguel (Baoding) Brewery Co. Ltd. of the Beer Division of San Miguel Corporation from 2002-2004. Mr. Torralba graduated from Zamboanga A.E. Colleges with a degree of Bachelor of Science in Commerce, major in Accounting. He also attended the Management Development Program at the Asian Institute of Management (International School of Business and Management) in the Philippines in 1991. Mr. Torralba is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants.

凱顧思先生，*MBA, MSc, BSc*，五十一歲，於二零一零年八月二十七日獲委任為本公司副主席及薪酬委員會成員。凱先生自二零零七年四月十六日起獲委任為本公司之董事。凱先生為生力啤酒國際有限公司之董事總經理、立端利有限公司（本公司之控股股東）之董事及生力啤酒廠公司之董事。凱先生亦是PT Delta Djakarta Tbk（其股份於印尼證券交易所上市）之專員、生力啤酒（泰國）有限公司、生力控股（泰國）有限公司、生力市務（泰國）有限公司及本公司多間其他附屬公司之董事。凱先生擁有三十年綜合管理、財務、策略規劃及企業架構組建之經驗。凱先生畢業於菲律賓賓大學，取得電機工程學士學位。他其後取得美國賓夕法尼亞州大學Wharton School工商管理學碩士（榮譽）學位及Japan America Institute of Management Science & Chaminade University of Honolulu日本商業研究碩士學位。

杜華博先生，*CPA, BSc*，五十九歲，於二零一三年一月十五日起獲委任為本公司之執行董事。杜先生自二零零七年出任生力啤酒國際有限公司（生力啤酒廠公司之附屬公司）之副總裁兼出口發展經理。他亦於二零零六年至二零零七年擔任 San Miguel (Thailand) Company, Ltd. 之董事並由二零零四年至二零零七年擔任生力市務（泰國）有限公司之副總裁兼商務總監。他於二零零二年至二零零四年曾任生力總公司啤酒業務部之廣州生力啤酒有限公司、生力（廣東）啤酒有限公司和生力（保定）啤酒有限公司之副總裁助理顧問。杜先生畢業於Zamboanga A.E. Colleges，取得商學會計理學士學位。他亦於一九九一年參加菲律賓亞洲管理學院國際工商管理系之管理發展課程。杜先生為認可會計師，並為菲律賓會計師公會之會員。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

Ms. May (Michelle) CHAN Wen Mee, aged 51, was appointed as a non-executive Director on 11 March 2011. Ms. Chan serves as Managing Director of A.S. Watson Industries Limited. She served as Managing Director of Hutchison Harbour Ring Limited from 1 February 2006 to 31 October 2010 and served as Executive Deputy Managing Director of Hutchison Harbour Ring Limited from 18 May 2005 to 31 January 2006. Ms. Chan has extensive experience in managing property development and investment businesses in mainland China. She also holds directorships in certain companies controlled by Hutchison Whampoa Limited. Ms. Chan holds a Bachelor's degree in Business Administration.

Mr. Teruyuki DAINO, *MBA, BS*, aged 55, was appointed as a non-executive Director of the Company on 20 May 2011. Mr. Daino is a member of the Nomination Committee of the Company. He is the Executive Vice President and a Director of San Miguel Brewery Inc. He is a Director of San Miguel Brewing International Limited, San Miguel Beer (Thailand) Limited and San Miguel Holdings (Thailand) Ltd. He was the Executive Financial Advisor of San Miguel Brewery Inc. (April-October 2011) and served in the Kirin group of companies in various capacities. Mr. Daino graduated from Hitotsubashi University in 1983 with a Bachelor's degree in Economics and later obtained a Master's degree in Business Administration from the Massachusetts Institute of Technology in 1998.

Mr. Takashi HAYASHI, *BEcon*, aged 49, was appointed as a non-executive Director of the Company on 25 April 2014. Mr. Hayashi is the Executive Financial Advisor and a Director of San Miguel Brewery Inc. He is also a Director of San Miguel Brewing International Limited and San Miguel Beer (Thailand) Limited. Mr. Hayashi served in the Kirin group of companies in various capacities. Mr. Hayashi graduated from Keio University with a Bachelor's degree in Economics in 1989. He is a Chartered Member of the Securities Analysts Association of Japan.

陳雲美女士，五十一歲，於二零一一年三月十一日獲委任為非執行董事。陳女士現任A.S. Watson Industries Limited之董事總經理。她於二零零六年二月一日至二零一零年十月三十一日出任和記港陸有限公司董事總經理及於二零零五年五月十八日至二零零六年一月三十一日出任和記港陸有限公司常務副董事總經理。陳女士擁有管理中國內地地產發展及投資項目的豐富經驗。她亦為和記黃埔有限公司所控制之若干公司之董事。陳女士持有商業管理學士學位。

代野照幸先生，*MBA, BS*，五十五歲，於二零一一年五月二十日獲委任為本公司非執行董事。代野先生為本公司提名委員會成員。他是生力啤酒廠公司之行政副總裁和董事。他亦是生力啤酒國際有限公司、生力啤酒（泰國）有限公司及生力控股（泰國）有限公司之董事。他曾出任生力啤酒廠公司之執行財務顧問（二零一一年四至十月）和麒麟公司集團之不同職位。代野先生於一九八三年畢業於一橋大學取得經濟學士學位，其後於一九九八年在麻省理工學院取得工商管理碩士學位。

林隆史先生，*BEcon*，四十九歲，於二零一四年四月二十五日獲委任為本公司非執行董事。林先生是生力啤酒廠公司之執行財務顧問及董事。他亦是生力啤酒國際有限公司和生力啤酒（泰國）有限公司之董事。林先生曾出任麒麟公司集團之不同職位。林先生於一九八九年畢業於慶應義塾大學並取得經濟學士學位。他是日本證券分析師協會之檢定會員。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

Mr. Roberto N. HUANG, *MBA, BSME*, aged 67, has been appointed as a non-executive Director and a member of Remuneration Committee of the Company with effect from 8 November 2012. Mr. Huang is a Director and President of San Miguel Brewery Inc. He is also a Director of San Miguel Brewing International Limited, and the Chairman and President of Iconic Beverages, Inc., Brewery Properties Inc., and Brewery Landholdings, Inc. He also served as the General Manager of San Miguel Brewery Inc. (2007-2009). Mr. Huang graduated from Mapua Institute of Technology with a Bachelor of Science degree in Mechanical Engineering and completed academic requirements for a Master's degree in Business Administration from De La Salle University. He also attended the Nagoya International Training Center, Japan International Cooperation Agency Grant for Metal Works Engineering and Numerical Control Machines course.

Mr. Takeshi WADA, aged 55, has been appointed as a non-executive Director of the Company with effect from 19 April 2013. Mr. Wada is a Director and the Executive Vice President of San Miguel Brewing International Ltd. He is also a Director of San Miguel Beer (Thailand) Limited, San Miguel Holdings (Thailand) Ltd. and San Miguel Marketing (Thailand) Ltd. He also served in the Kirin group of companies in various capacities. Mr. Wada graduated from University of Tokyo (Faculty of Law) in 1984.

Dr. the Hon. Sir David Li Kwok-po, *GBM, GBS, OBE, JP, MA Cantab. (Economics & Law), Hon. LLD (Cantab), Hon. DSc. (Imperial), Hon. LLD (Warwick), Hon. DBA (Edinburgh Napier), Hon. D.Hum.Litt. (Trinity, USA), Hon. LLD (Hong Kong), Hon. DSocSc (Lingnan), Hon. DLitt (Macquarie), Hon. DSocSc (CUHK), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, FCI Arb, Officier de l'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Commandeur dans l'Ordre National de la Légion d'Honneur*, aged 76, was appointed on 22 March 1991, is an independent non-executive Director, Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company. Sir David is the Chairman and Chief Executive of The Bank of East Asia, Limited (listed in Hong Kong). He is the Chairman of The Chinese Banks' Association Limited and the Honorary Chairman of The Chamber of Hong Kong Listed Companies. He is also a member of the Council of the Treasury Markets Association. Sir David is an independent non-executive Director of Guangdong Investment Limited, The Hong Kong and China Gas Company Limited, The Hongkong and Shanghai Hotels, Limited, PCCW Limited, SCMP Group Limited and Vitasoy International Holdings Limited (all listed in Hong Kong). Sir David was a Director of CaixaBank, S.A. (listed in Spain), an independent non-executive Director of China Overseas Land & Investment Limited (listed in Hong Kong), a non-independent non-executive Director of AFFIN Holdings Berhad (listed in Malaysia) and a member of the Legislative Council of Hong Kong from 1985 to 2012.

黃思民先生，*MBA, BSME*，六十七歲，於二零一二年十一月八日起獲委任為本公司非執行董事及薪酬委員會成員。黃先生為生力啤酒廠公司之董事及總裁。他亦為生力啤酒國際有限公司之董事、Iconic Beverages, Inc.、Brewery Properties Inc. 和 Brewery Landholdings, Inc. 之主席及總裁。他曾任生力啤酒廠公司之總經理（二零零七年至二零零九年）。黃先生畢業於 Mapua Institute of Technology 取得機械工程學士學位，並於其後完成了 De La Salle University 工商管理碩士的學歷要求。他亦曾參與名古屋國際訓練中心日本國際協力機構資助的金屬結構工程和數控機床課程。

和田猛先生，五十五歲，於二零一三年四月十九日起獲委任為本公司非執行董事。和田先生為生力啤酒國際有限公司之董事及行政副總裁。他亦是生力啤酒（泰國）有限公司、生力控股（泰國）有限公司和生力市務（泰國）有限公司之董事。他亦曾出任麒麟公司集團之不同職位。和田先生於一九八四年畢業於東京大學法學院。

李國寶爵士，*GBM, GBS, OBE, JP, MA Cantab. (Economics & Law), Hon. LLD (Cantab), Hon. DSc. (Imperial), Hon. LLD (Warwick), Hon. DBA (Edinburgh Napier), Hon. D.Hum.Litt. (Trinity, USA), Hon. LLD (Hong Kong), Hon. DSocSc (Lingnan), Hon. DLitt (Macquarie), Hon. DSocSc (CUHK), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, FCI Arb, Officier de l'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Commandeur dans l'Ordre National de la Légion d'Honneur*，七十六歲，於一九九一年三月二十二日獲委任，為本公司之獨立非執行董事、審核委員會主席、提名委員會及薪酬委員會成員。李爵士現為東亞銀行有限公司（於香港上市）之主席兼行政總裁。李爵士是香港華商銀行公會有限公司之主席及香港上市公司商會名譽會長。他亦是財資市場公會之議會成員。李爵士是粵海投資有限公司、香港中華煤氣有限公司、香港上海大酒店有限公司、電訊盈科有限公司、南華早報集團有限公司及維他奶國際集團有限公司（所有上述公司均於香港上市）之獨立非執行董事。李爵士曾擔任 CaixaBank, S.A.（在西班牙上市）之董事、中國海外發展有限公司（於香港上市）之獨立非執行董事、AFFIN Holdings Berhad（於馬來西亞上市）之非獨立非執行董事以及於一九八五年至二零一二年曾出任香港立法會議員。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

Mr. NG Wai Sun, aged 72, was appointed on 1 April 2001, is an independent non-executive Director, Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company. Mr. Ng is Chairman of Jibsen Capital (Holdings) Limited, a Director of the Tung Wah Group of Hospitals (2004-2006 and 2011-2013), member of the Standing Committee of the Chinese People's Political Consultative Conference of Guangxi Zhuang Autonomous Region, Ambassador of Friendship of Shandong Province in China and an Executive Director of the Fujian Normal University. In 2013, Mr. Ng was awarded "Bronze Bauhinia Star" by the Government of the HKSAR and "Honorary Citizen of Shandong Province" by the Governor of Shandong Province, China respectively.

Mr. Reynato S. PUNO, *MCL, LLM, LLB*, aged 75, has been appointed as an independent non-executive Director and Nomination Committee member of the Company from 8 November 2012. Mr. Puno is an independent Director of San Miguel Corporation (the shares of which are listed on the Philippine Stock Exchange) since 2011 and an Independent Commissioner of PT Delta Djakarta Tbk (the shares of which are listed on the Jakarta and Surabaya Stock Exchanges). Mr. Puno served as the Chief Justice of the Philippine Supreme Court from 6 December 2006 until his retirement on 17 May 2010. He also served previously as an Associate Justice of the Supreme Court, Associate Justice of the Court of Appeals and Appellate Justice of the Intermediate Appellate Court. Mr. Puno completed his Bachelor of Laws from the University of the Philippines in 1962, and has a Master of Laws degree from the University of California in Berkeley (1968) and a Master in Comparative Law degree from the Southern Methodist University, Dallas, Texas (1967).

吳維新先生，七十二歲，二零零一年四月一日獲委任，為本公司之獨立非執行董事、薪酬委員會主席、審核委員會以及提名委員會成員。吳先生為集成匯財（集團）有限公司主席，亦為東華三院（二零零四年至二零零六年及二零一一年至二零一三年）總理、中國人民政治協商會議廣西壯族自治區委員會常務委員、「山東省人民友好使者」及福建師範大學董事會常務董事。吳先生於二零一三年分別獲香港特區政府頒授「銅紫荊星章」及中國山東省政府授予「山東省榮譽公民」稱號。

Reynato S. PUNO 先生，*MCL, LLM, LLB*，七十五歲，於二零一二年十一月八日獲委任為本公司之獨立非執行董事及提名委員會成員。Puno先生自二零一一年起為生力總公司（其股份於菲律賓證券交易所上市）之獨立董事及PT Delta Djakarta Tbk（其股份於印尼證券交易所上市）之獨立專員。Puno先生自二零零六年十二月六日起至二零一零年五月十七日退休止為菲律賓最高法院之首席法官。他於之前曾出任最高法院之大法官、上訴法庭之法官以及中級上訴法院之上訴庭法官。Puno先生於一九六二年在菲律賓大學完成法律學士學位，並於加州柏克萊大學取得法律碩士學位（一九六八年）和於德克薩斯州達拉斯的南方衛理公會大學取得比較法律碩士學位（一九六七年）。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

Mr. William CHENG Chuk Man, *MBA, FCA, FCPA*, aged 56, is Group Chief Financial Officer of The Bank of East Asia, Limited. He is currently a Director of The Hong Kong Settlers Housing Corporation Limited. He was previously a member of the Board of Review (Inland Revenue Ordinance) during the period from 1998 to 2007. Mr. Cheng holds a Master of Business Administration degree from the University of Sydney in Australia, and a Bachelor of Commerce (Accounting) degree from the University of Birmingham in Britain. He is a fellow member of The Institute of Chartered Accountants in England and Wales, Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants.

Mr. Carmelo L. SANTIAGO, *BBA*, aged 73, is an independent non-executive Director, Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. He is an independent Director of the following companies: San Miguel Brewery Inc., San Miguel Pure Foods Company, Inc. (the shares of which are listed on the Philippine Stock Exchange), and Liberty Telecoms Holdings Inc. (the shares of which are listed on the Philippine Stock Exchange). Mr. Santiago is the founder and owner of several branches of Melo's restaurant in the Philippines and a Director of Terbo Concept, Inc., a Philippine company engaged in retail and food business. He was a Director of the Company from 27 February 2003 to 23 February 2005. Having over 40 years of directorate positions in various companies in the Philippines and Hong Kong, Mr. Santiago has extensive experience in foods, beverages, publication, properties, power and banking industries.

鄭則民先生，*MBA, FCA, FCPA*，五十六歲，現任東亞銀行有限公司集團財務總監。他現為香港平民屋宇有限公司董事。他在一九九八年至二零零七年期間曾出任香港稅務上訴委員會成員。鄭先生持有澳洲雪梨大學工商管理碩士學位及英國伯明翰大學商學士(會計)學位。他是英格蘭及威爾斯特許會計師公會、英國特許公認會計師公會及香港會計師公會資深會員。

施雅高先生，*BBA*，七十三歲，為本公司之獨立非執行董事、提名委員會主席、審核委員會及薪酬委員會成員。他現任以下公司之獨立董事：生力啤酒廠公司、San Miguel Pure Foods Company, Inc. (其股份於菲律賓證券交易所上市) 及 Liberty Telecoms Holdings Inc. (其股份於菲律賓證券交易所上市)。施先生為菲律賓 Melo's 餐廳之創辦人並擁有多間分店及擔任菲律賓一家零售及食品業務公司 Terbo Concept, Inc. 之董事。施先生於二零零三年二月二十七日至二零零五年二月二十三日曾任為本公司董事。施先生在菲律賓及香港兩地之多間公司擔任董事，超過四十年。施先生於食品、飲料、出版、地產、能源及銀行業務皆擁有豐富經驗。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

MANAGEMENT EXECUTIVES

Ramon G. Torralba
Managing Director

John K.L. Cheung
Chief Finance Officer & Company Secretary

Raymond N.L. Cheng
General Sales Manager

Eric P.K. Lam
Marketing Director

Ric W.T. Yeung
Senior Manager — Logistics

C.K. Ho
Senior Manager — Operations

Steven Co
Senior Manager — Corporate Development

Edith Y.M. Ng
Senior Manager — Human Resources & Administration

Eric W.M. Cheung
Senior Manager — Information Technology (appointed on 1 January 2015)

Vincent K.M. Kwok
Managing Director, Guangzhou San Miguel Brewery Company Limited

William B. Montalbo
Plant Manager/Brewmaster, San Miguel (Guangdong) Brewery Company Limited

Mr. Ramon G. TORRALBA, Managing Director. Please refer to the Directors section on page 53 for details.

Mr. John K.L. CHEUNG, *MBA, BBA*, aged 52, Chief Finance Officer & Company Secretary, joined the Company in 1997. Mr. Cheung is a member of the Institute of Management Accountants. He has over 30-year solid experience in finance and accounting in various industries. Mr. Cheung received a Master's degree and a Bachelor's degree, both in Business Administration, from Georgia State University, USA.

行政管理人員

杜華博
執行董事

張嘉麟
財務總裁及公司秘書

鄭毅廉
營業總經理

林培光
市務總監

楊偉東
物流高級經理

何自強
生產高級經理

許敏志
企業發展高級經理

伍月薇
人力資源及行政高級經理

張維敏
資訊科技高級經理（於二零一五年一月一日獲委任）

郭敬文
廣州生力啤酒有限公司董事總經理

莫偉利
生力（廣東）啤酒有限公司酒廠經理／釀酒師

杜華博先生，執行董事；詳情請參閱第53頁之董事部份。

張嘉麟先生，*MBA, BBA*，五十二歲，財務總裁及公司秘書，於一九九七年加入本公司。張先生為管理會計師公會會員並於不同行業累積了超過三十年之財務及會計經驗。張先生畢業於美國 Georgia State University，並取得工商管理碩士及學士學位。

DIRECTORS AND MANAGEMENT EXECUTIVES 董事及行政管理人員

Mr. Raymond N.L. CHENG, *PgDBA, BSc*, aged 52, General Sales Manager, joined the Company in 2013. Mr. Cheng has 30 years of working experience, with more than 17 years of solid experience in leading sales department or holding full profit and loss responsibilities.

Mr. Eric P.K. LAM, *MBA, BA*, aged 51, Marketing Director, joined the Company in 2008. Mr. Lam has over 22 years of solid experience in marketing in various industries.

Mr. Ric W.T. YEUNG, *BBA*, aged 52, Senior Manager — Logistics, joined the Company in 1983. Mr. Yeung has more than 32 years of extensive experience in supply planning, procurement and physical distribution.

Mr. C.K. HO, *MSc, DIP*, aged 57, Senior Manager — Operations, joined the Company in 1988. Mr. Ho has over 27 years of service with the Company. He has extensive experience in the operations of beer production.

Mr. Steven CO, *BA*, aged 46, Senior Manager — Corporate Development, joined San Miguel Brewing Group of San Miguel Corporation in 1994. Mr. Co has more than 21 years of experience in business planning, business research, corporate affairs and quality management in the Company.

Ms. Edith Y.M. NG, *MBA, DIP*, aged 53, Senior Manager — Human Resources & Administration, joined the Company in 1989. Ms. Ng has gained over 29 years of experience in the fields of marketing, sales and human resources.

Mr. Eric W.M. CHEUNG, *DBA, MBA, MSc, BSc*, aged 53, Senior Manager — Information Technology, joined the Company in 1993. Mr. Cheung has over 29 years of solid experience in the operations and management of the Information Technology functions.

Mr. Vincent K.M. KWOK, *MBA, BBA*, aged 47, was appointed as the Managing Director of Guangzhou San Miguel Brewery Company Limited on 1 January 2011. Mr. Kwok joined the Company in 2003. He has more than 24 years of solid experience in marketing in various industries.

Mr. William B. MONTALBO, *BSChe*, aged 52, Plant Manager/Brewmaster of San Miguel (Guangdong) Brewery Company Limited. Mr. Montalbo joined San Miguel Brewery Inc. in 1988. He has extensive working experience in both Domestic and International Operations. Mr. Montalbo graduated from De La Salle University with a Bachelor of Science degree in Chemical Engineering.

鄭毅廉先生，*PgDBA, BSc*，五十二歲，營業總經理，於二零一三年加入本公司。鄭先生具有三十年的工作經驗，當中超過十七年領導銷售部門或擔當銷售盈虧責任。

林培光先生，*MBA, BA*，五十一歲，市務總監，於二零零八年加入本公司。林先生於不同行業累積了超過二十二年之市務經驗。

楊偉東先生，*BBA*，五十二歲，物流高級經理，於一九八三年加入本公司。楊先生擁有超過三十二年之供應策劃、採購及儲運之豐富經驗。

何自強先生，*MSc, DIP*，五十七歲，生產高級經理，於一九八八年加入本公司。何先生於本公司服務超過二十七年。他於啤酒生產業務擁有豐富經驗。

許敏志先生，*BA*，四十六歲，企業發展高級經理，於一九九四年加入生力總公司啤酒業務部。許先生擁有超過二十一年業務策劃、業務研究、企業事務及品質管理之經驗。

伍月薇女士，*MBA, DIP*，五十三歲，人力資源及行政高級經理，於一九八九年加入本公司。伍女士擁有超過二十九年市務、銷售及人力資源之經驗。

張維敏先生，*DBA, MBA, MSc, BSc*，五十三歲，資訊科技高級經理，於一九九三年加入本公司。張先生擁有超過二十九年有關資訊科技方面的整體運作及管理之經驗。

郭敬文先生，*MBA, BBA*，四十七歲，於二零一一年一月一日獲委任為廣州生力啤酒有限公司董事總經理。郭先生於二零零三年加入本公司。他於不同行業累積了超過二十四年之市務經驗。

莫偉利先生，*BSChe*，五十二歲，為生力（廣東）啤酒有限公司之酒廠經理／釀酒師。莫先生於一九八八年加入生力啤酒廠公司。他曾擔任國內及海外運作之不同職位，累積了豐富經驗。莫先生畢業於De La Salle University，取得化學工程理學士學位。

STATISTICAL ANALYSIS OF OPERATIONS 經營統計分析

Years ended 31 December, in Hong Kong dollar thousands except per share data and number of personnel

截至十二月三十一日止年度，除每股股份數據及員工人數外均以港幣千元計算

Ten Year Review

十年回顧

		2015 二零一五年	2014 二零一四年	2013 二零一三年
Revenue (1)	收入 (1)	569,502	728,640	687,093
(Loss)/profit from operations (4)	經營（虧損）／盈利 (4)	(11,555)	41,635	28,674
(Loss)/profit for the year before restructuring costs (4)	未計重組開支之（虧損）／盈利 (4)	(16,909)	36,994	25,824
Restructuring costs (2)	重組開支 (2)	—	—	—
(Loss)/profit for the year (4)	年度（虧損）／盈利 (4)	(16,909)	36,994	25,824
Taxes paid, including beer tax	稅項連啤酒稅	15,984	20,670	19,614
Cash dividends attributable to the year	年度應佔現金股息	—	7,472	3,736
Cash dividends per share (cents)	每股現金股息（仙）	—	2	1
Fixed assets and projects under development	固定資產及發展中項目	597,381	621,309	635,893
Net worth (3)	淨值 (3)	544,986	571,949	543,678
Salaries, wages and other benefits	薪金、工資及其他福利	118,421	116,888	106,631
Number of personnel (5)	員工人數 (5)	549	566	587

- (1) Revenue has been adjusted where discounts, beer duty and consumption tax have been set-off with the gross revenue.
- (2) Restructuring costs in 2007 represented restructuring activities of the Company, while restructuring costs in 2006 represented restructuring activities of Guangzhou San Miguel Brewery Company Limited.
- (3) Net worth for the 2006 to 2008 have been restated for a change in accounting policy for intangible assets.
- (4) Profit from operations, profit before restructuring costs and profit for 2012 have been restated for the change in accounting policy for employee benefits.
- (5) Number of personnel represents actual headcount as of the last working day of the year.

STATISTICAL ANALYSIS OF OPERATIONS 經營統計分析

Years ended 31 December, in Hong Kong dollar thousands except per share data and number of personnel

截至十二月三十一日止年度，除每股股份數據及員工人數外均以港幣千元計算

2012 二零一二年 (restated) (已重列)	2011 二零一一年	2010 二零一零年	2009 二零零九年	2008 二零零八年 (restated) (已重列)	2007 二零零七年 (restated) (已重列)	2006 二零零六年 (restated) (已重列)
686,362	683,879	589,322	696,824	753,375	754,833	826,817
243,428	(48,365)	(770,605)	(331,879)	(301,033)	4,962	(10,625)
226,976	(68,638)	(773,987)	(343,052)	(258,155)	50,397	(12,216)
—	—	—	—	—	(310,220)	(93,159)
226,976	(68,638)	(773,987)	(343,052)	(258,155)	(259,823)	(105,375)
26,683	36,009	42,020	68,877	102,485	140,831	127,007
—	—	—	—	—	—	—
—	—	—	—	—	—	—
654,678	389,671	398,011	1,087,198	1,379,561	1,496,910	1,769,377
511,836	297,223	391,474	1,169,484	1,490,925	1,751,565	1,975,617
104,724	101,023	96,719	99,341	91,656	105,510	118,836
606	635	732	766	766	838	768

- (1) 收入已就折扣，啤酒稅與商品稅作出調整。
- (2) 二零零七年之重組開支乃指本公司之重組活動，而二零零六年之重組開支乃指廣州生力啤酒有限公司之重組活動。
- (3) 二零零六年至二零零八年之淨值已就無形資產之會計政策改變重列。
- (4) 經營盈利、未計重組開支之盈利及二零一二年之盈利已就僱員福利之會計政策改變重列。
- (5) 員工人數指於年度最後一個工作日之實際員工數目。

CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 December 2015
(Expressed in Hong Kong dollars)

截至二零一五年十二月三十一日止年度
(以港幣計算)

		Note 附註	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Revenue	收入	3	569,502	728,640
Cost of sales	銷售成本		(331,846)	(416,883)
Gross profit	毛利		237,656	311,757
Other net income	其他收益淨額	4	39,837	55,358
Selling and distribution expenses	銷售及分銷開支		(197,195)	(230,005)
Administrative expenses	行政開支		(83,784)	(85,217)
Other operating expenses	其他經營開支		(8,069)	(10,258)
(Loss)/profit from operations	經營（虧損）／盈利		(11,555)	41,635
Finance costs	財務費用	5(a)	(4,498)	(4,408)
(Loss)/profit before taxation	除稅前（虧損）／盈利	5	(16,053)	37,227
Income tax	所得稅	6	(856)	(233)
(Loss)/profit for the year	年度（虧損）／盈利		(16,909)	36,994
Attributable to:	應佔如下：			
Equity shareholders of the Company	本公司權益持有人		(16,074)	35,323
Non-controlling interests	非控股權益		(835)	1,671
(Loss)/profit for the year	年度（虧損）／盈利		(16,909)	36,994
(Loss)/earnings per share	每股（虧損）／盈利			
Basic (cents)	基本（仙）	10(a)	(4)	9
Diluted (cents)	攤薄（仙）	10(b)	N/A 不適用	N/A 不適用

The notes on pages 68 to 125 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the (loss)/profit for the year are set out in note 22(b).

列於第68至125頁之各項附註為本財務報表之一部份。本年度本公司權益持有人之股息詳情載列於附註22(b)。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 31 December 2015
(Expressed in Hong Kong dollars)

截至二零一五年十二月三十一日止年度
(以港幣計算)

	Note 附註	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
(Loss)/profit for the year	年度(虧損)/盈利	(16,909)	36,994
Other comprehensive income for the year (after tax)	年度其他全面收益(除稅後)		
<i>Items that may be reclassified subsequently to profit or loss</i>	將來或會重新列入損益的項目		
Exchange differences on translation of:	匯兌差額：		
— financial statements of subsidiaries outside Hong Kong	— 換算海外附屬公司財務報表所產生之匯兌差額	22,077	1,282
— monetary items that form part of the net investment in subsidiaries outside Hong Kong	— 換算組成集團於附屬公司之投資的貨幣項目所產生之匯兌差額	(22,499)	(1,230)
		(422)	52
<i>Items that will not be reclassified to profit or loss</i>	將來不會重新列入損益的項目		
Actuarial losses of defined benefit retirement plan	定額福利退休計劃之精算虧損	(5,896)	(1,517)
		(6,318)	(1,465)
Total comprehensive income for the year	年度全面收益總額	(23,227)	35,529
Attributable to:	應佔如下：		
Equity shareholders of the Company	本公司權益持有人	(24,134)	33,747
Non-controlling interests	非控股權益	907	1,782
Total comprehensive income for the year	年度全面收益總額	(23,227)	35,529

The notes on pages 68 to 125 form part of these financial statements.

列於第68至125頁之各項附註為本財務報表之一部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2015
(Expressed in Hong Kong dollars)

於二零一五年十二月三十一日
(以港幣計算)

		Note 附註	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	11(a)	416,822	452,050
Investment properties	投資物業	11(a)	98,457	82,750
Interests in leasehold land held for own use under operating leases	在經營租賃下自用而持有的 租賃土地權益	11(a)	82,102	86,509
			597,381	621,309
Intangible assets	無形資產	12	5,163	5,187
			602,544	626,496
Current assets	流動資產			
Inventories	存貨	14	52,431	51,425
Trade and other receivables	應收貿易及其他賬項	15	68,772	82,639
Amounts due from holding companies and fellow subsidiaries	應收控股公司 及同系附屬公司賬項	16	7,157	11,490
Amounts due from related companies	應收關連公司賬項	16	262	665
Bank deposits	銀行存款	17	50,882	27,054
Cash and cash equivalents	現金及等同現金項目	17	97,718	108,574
			277,222	281,847
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他賬項	18	(104,460)	(111,818)
Loan from an intermediate holding company	中介控股公司之貸款	19	—	(50,904)
Amounts due to holding companies and fellow subsidiaries	應付控股公司 及同系附屬公司賬項	16	(5,375)	(5,414)
Amounts due to related companies	應付關連公司賬項	16	(5,016)	(5,671)
			(114,851)	(173,807)
Net current assets	流動資產淨值		162,371	108,040

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2015
(Expressed in Hong Kong dollars)

於二零一五年十二月三十一日
(以港幣計算)

	Note 附註	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Total assets less current liabilities	總資產減流動負債	764,915	734,536
Non-current liabilities	非流動負債		
Loan from an intermediate holding company	中介控股公司之貸款	(190,747)	(139,985)
Retirement benefit liabilities	退休福利負債	(26,939)	(20,115)
Deferred tax liabilities	遞延稅項負債	(2,243)	(2,487)
		(219,929)	(162,587)
NET ASSETS	資產淨值	544,986	571,949
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	252,524	252,524
Other reserves	其他儲備	319,516	347,386
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益	572,040	599,910
Non-controlling interests	非控股權益	(27,054)	(27,961)
TOTAL EQUITY	權益總值	544,986	571,949

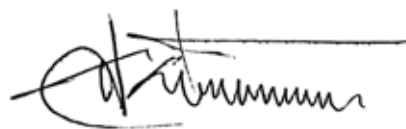
Approved and authorised for issue by the board of directors on 4 February 2016.

經由董事會於二零一六年二月四日批准及授權刊發。



Ramon S. Ang
Director

蔡啓文
董事



Ramon G. Torralba
Director

杜華博
董事

The notes on pages 68 to 125 form part of these financial statements.

列於第68至125頁之各項附註為本財務報表之一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 December 2015
(Expressed in Hong Kong dollars)

截至二零一五年十二月三十一日止年度
(以港幣計算)

		Attributable to equity shareholders of the Company 本公司權益持有人應佔部份							Non- controlling interests	Total equity					
		Share capital	Share premium	Capital reserve	Exchange fluctuation reserve	Retained profits	Sub-total								
								股本 (note 22(c)) (附註 22(c))			股份溢價 (note 22(d)(i)) (附註 22(d)(i))	資本儲備 (note 22(d)(ii)) (附註 22(d)(ii))	匯兌波動 儲備 (note 22(d)(iii)) (附註 22(d)(iii))	收益儲備	合計
Balance at 1 January 2014	於二零一四年 一月一日結餘		186,785	65,739	112,970	81,130	126,797	573,421	(29,743)	543,678					
Changes in equity for 2014:	二零一四年權益變動：														
Profit for the year	年度盈利		—	—	—	—	35,323	35,323	1,671	36,994					
Other comprehensive income	其他全面收益	9	—	—	—	(59)	(1,517)	(1,576)	111	(1,465)					
Total comprehensive income for the year	年度全面收益總額		—	—	—	(59)	33,806	33,747	1,782	35,529					
Dividends approved in respect of the previous year	上一財政年度批准 之股息	22(b)	—	—	—	—	(3,736)	(3,736)	—	(3,736)					
Transition to no-par value regime on 3 March 2014	於二零一四年 三月三日過渡 至無面值制度	22(c)	65,739	(65,739)	—	—	—	—	—	—					
Dividends declared in respect of the current year	本財政年度擬派 之股息	22(b)	—	—	—	—	(3,736)	(3,736)	—	(3,736)					
Unclaimed dividends forfeited	未認領之股息註銷		—	—	—	—	214	214	—	214					
Balance at 31 December 2014 and 1 January 2015	於二零一四年 十二月三十一日 及二零一五年 一月一日結餘		252,524	—	112,970	81,071	153,345	599,910	(27,961)	571,949					
Changes in equity for 2015:	二零一五年權益變動：														
Loss for the year	年度虧損		—	—	—	—	(16,074)	(16,074)	(835)	(16,909)					
Other comprehensive income	其他全面收益	9	—	—	—	(2,164)	(5,896)	(8,060)	1,742	(6,318)					
Total comprehensive income for the year	年度全面收益總額		—	—	—	(2,164)	(21,970)	(24,134)	907	(23,227)					
Dividends approved in respect of the previous year	上一財政年度批准 之股息	22(b)	—	—	—	—	(3,736)	(3,736)	—	(3,736)					
Balance at 31 December 2015	於二零一五年 十二月三十一日結餘		252,524	—	112,970	78,907	127,639	572,040	(27,054)	544,986					

The notes on pages 68 to 125 form part of these financial statements.

列於第 68 至 125 頁之各項附註為本財務報表之一部份。

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 31 December 2015
(Expressed in Hong Kong dollars)

截至二零一五年十二月三十一日止年度
(以港幣計算)

		Note 附註	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Operating activities	經營業務			
Cash generated from operations	經營業務之現金流入	17(b)	22,927	35,236
Income tax	所得稅			
— Tax paid outside Hong Kong	— 香港以外稅金支出		—	(62)
Net cash generated from operating activities	經營業務之現金流入淨額		22,927	35,174
Investing activities	投資業務			
Payment for the purchase of non-current assets	購入非流動資產		(5,017)	(11,292)
Proceeds from disposal of non-current assets	出售非流動資產所得款項		2,961	1,598
Increase in bank deposits	銀行存款增加		(23,828)	(6,886)
Interest received	已收利息		930	1,518
Net cash used in investing activities	投資業務之現金流出淨額		(24,954)	(15,062)
Financing activities	融資活動			
Repayment of loan from an intermediate holding company	償還中介控股公司之貸款		—	(12,726)
Interest paid	已付利息		(4,373)	(4,253)
Dividends paid	已付股息		(3,736)	(7,216)
Net cash used in financing activities	融資活動之現金流出淨額		(8,109)	(24,195)
Net decrease in cash and cash equivalents	現金及等同現金項目之淨額減少		(10,136)	(4,083)
Cash and cash equivalents at 1 January	於一月一日之現金及等同現金項目結存	17(a)	108,574	112,746
Effect of foreign exchange rates changes	匯率變動之影響		(720)	(89)
Cash and cash equivalents at 31 December	於十二月三十一日之現金及等同現金項目結存	17(a)	97,718	108,574

The notes on pages 68 to 125 form part of these financial statements.

列於第68至125頁之各項附註為本財務報表之一部份。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). A summary of the significant accounting policies adopted by the Group and the Company is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group and the Company for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2015 comprise the Company and its subsidiaries (together referred to as the "Group").

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

1 主要會計政策

(a) 遵守聲明

本財務報表乃根據所有適用之香港財務報告準則（「香港財務報告準則」）而編撰。「香港財務報告準則」一詞包括香港會計師公會頒佈之所有適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋、香港公認會計原則及香港《公司條例》之規定。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則（「上市規則」）之適用披露規定。本集團採用之主要會計政策概要如下。

香港會計師公會已頒佈若干全新及經修訂之香港財務報告準則，並於本集團及本公司之本期會計期間首次生效或可供提早採納。首次應用此等適用於本集團之新訂準則所引致於當期及以往會計期間之任何會計政策變動已於本財務報表內反映，有關資料載於附註1(c)。

(b) 編撰財務報表之準則

截至二零一五年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）。

財務報表乃以歷史成本為編撰基準。

編撰符合香港財務報告準則的財務報表要求管理層作出會影響政策應用及資產、負債、收入與開支的報告數額的判斷、估計及假設的規定。估計及有關假設乃根據過往經驗及多個相信有關情況下屬合理的其他因素而作出，其結果成為對在其他來源並不顯然易見的資產與負債賬面值作出判決的基礎。實際結果可能有異於該等估計。

估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂只影響該期間，則修訂會在修訂估計的期間內確認；若修訂影響到當期及未來期間，則在修訂及未來期間確認。

就採用香港財務報告準則時所作出的判斷，以及作出對下一年度之財務報表構成重大調整風險之估計的討論內容載列於附註2。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(c) Changes in accounting policies

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 19, *Employee benefits: Defined benefit plans: Employee contributions*
- *Annual Improvements to HKFRSs 2010-2012 Cycle*
- *Annual Improvements to HKFRSs 2011-2013 Cycle*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

Amendments to HKAS 19, Employee benefits: Defined benefit plans: Employee contributions

The amendments introduce a relief to reduce the complexity of accounting for certain contributions from employees or third parties under defined benefit plans. When the contributions are eligible for the practical expedient provided by the amendments, a company is allowed to recognise the contributions as a reduction of the service cost in the period in which the related service is rendered, instead of including them in calculating the defined benefit obligation. The amendments do not have an impact on these financial statements as the defined benefit plans operated by the Group are wholly funded by contributions from the Group and do not involve contributions from employees or third parties.

Annual Improvements to HKFRSs 2010-2012 Cycle and 2011-2013 Cycle

These two cycles of annual improvements contain amendments to nine standards with consequential amendments to other standards. Among them, HKAS 24, Related party disclosures has been amended to expand the definition of a "related party" to include a management entity that provides key management personnel services to the reporting entity, and to require the disclosure of the amounts incurred for obtaining the key management personnel services provided by the management entity. These amendments do not have an impact on the Group's related party disclosures as the Group does not obtain key management personnel services from management entities.

1. 主要會計政策 (續)

(c) 會計政策的變動

香港會計師公會已頒布以下經修訂之香港財務報告準則，該修訂首次於本集團之本期會計期間生效。

- 香港會計準則第19號(修訂)「僱員福利：定額福利計劃：僱員供款」
- 香港財務報告準則年度改進(2010年至2012年週期)
- 香港財務報告準則年度改進(2011年至2013年週期)

本集團並未採用任何於本期會計期間尚未生效的新準則或詮釋。採納經修訂香港財務報告準則之影響詳述如下：

香港會計準則第19號(修訂)「僱員福利：定額福利計劃：僱員供款」

該等修訂引入了一項豁免，旨在簡化對僱員或第三方按定額福利計劃繳納的若干供款的會計處理。當供款滿足該等修訂所設定的標準時，公司可以將供款確認為在相關僱員服務提供期間對僱員服務成本的扣減，而不將其包含於定額福利責任的計算中。由於本集團運作的定額福利計劃由本集團全額資助且不涉及僱員或第三方供款，故該等修訂對本集團財務報表並無影響。

香港財務報告準則年度改進(2010年至2012年週期)及(2011年至2013年週期)

此兩個週期之年度改進包括九項準則之修訂及連同其他準則之相應修訂。其中，香港會計準則第24號「關聯方披露」已予以修改，藉以將「關聯方」的釋義擴展為包括提供主要管理人員服務予申報實體的管理實體，並要求披露為獲得管理實體提供的主要管理人員服務而產生的金額。由於本集團並無自管理實體獲得主要管理人員服務，故該等修訂對本集團的關聯方披露並無任何影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised profits but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(l) or (m) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(i)).

1 主要會計政策 (續)

(d) 附屬公司及非控股權益

附屬公司為本集團所控制之實體。當本集團可通過參與實體之業務從而承擔或享有變動之回報及運用其控制權以影響回報金額的能力，則本集團控制該實體。當評定本集團是否有該等權利時，僅考慮（本集團和其他方所持有的）實質權利。

於附屬公司之投資由持有控制權開始併入綜合財務報表內，直至控制權終止為止。本集團內公司之間之結餘、交易及現金流量，以及交易所產生之任何未變現盈利，乃於編製綜合財務報表時悉數抵銷。如無減值證據，本集團內公司之間之交易而產生之未變現虧損，乃以未變現盈利相同之形式抵銷。

非控股權益是指非直接或間接歸屬於本公司的附屬公司權益，而本集團未與該權益持有者達成任何附加協議，致令集團整體上對該等權益產生符合財務負債定義的法定義務。對於每項企業合併，集團可選擇以公允價值或其在附屬公司可辨認資產淨值的所佔比例確認非控股權益。

非控股權益在綜合財務狀況表內的股東權益列示，但與可歸屬於集團股東權益分開。非控股權益佔本集團年度內總盈利或虧損在綜合收益表以分配為非控股權益及可歸屬於本公司股東權益形式呈報。由非控股權益持有人借出的貸款以及其他合約責任將根據附註1(l)或(m)（視負債的性質而定）於綜合財務狀況表呈列為財務負債。

本集團於附屬公司權益之變化但未引起控制權喪失的交易，按權益內部交易入賬，於合併權益項下之控股及非控股權益作出調整以反映相關權益變動，但不確認損益。

如果本集團失去附屬公司之控制權，該項交易將按處置該附屬公司全部權益記錄，相關交易確認損益。任何本集團所保留之前附屬公司剩餘權益按喪失控制權日公允值確認，該值為金融資產初始確認之公允值，或為於聯營公司或共同控制實體之初始投資成本（如適用）。

在本公司之財務狀況表內，附屬公司權益以成本減減值虧損（見附註1(i)）列帳。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(e) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(i)), with the exception of construction in progress which is stated at cost less any impairment losses (see note 1(i)):

- land classified as being held under finance leases and buildings thereon (see note 1(g));
- buildings held for own use which are situated on leasehold land classified as held under operating leases (see note 1(g)); and
- other items of plant and equipment.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual values, if any, using the straight-line method over their estimated useful lives as follows:

- Leasehold land classified as held under finance leases is depreciated over the unexpired term of lease.
- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years.
- Machinery, equipment, furniture and fixtures 4 to 50 years
- Motor vehicles 4 to 7 years

No provision for depreciation is made on construction in progress until such time when the assets are substantially completed and ready for use.

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately.

Both the useful life of an asset and its residual value, if any, are reviewed annually.

(f) Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest (see note 1(g)) to earn rental income and/or for capital appreciation.

Investment properties are stated at cost less accumulated depreciation and impairment losses (see note 1(i)). Depreciation is calculated to write off the cost of investment properties, less their estimated residual values, if any, using the straight-line method over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years.

Both the useful lives of the investment properties and their residual values, if any, are reviewed annually.

Rental income from investment properties is accounted for as described in note 1(r)(iii).

1 主要會計政策 (續)

(e) 物業，機器及設備

除在建工程以成本減去減值虧損（見附註1(i)）列賬外，以下的物業，機器及設備按成本減累計折舊及減值虧損列賬（見附註1(i)）：

- 分類為融資租賃下的土地及物業（見附註1(g)）；
- 在分類為經營租賃下的土地上的自用物業（見附註1(g)）；及
- 其他機器及設備。

報廢或出售物業，機器及設備項目之盈虧，乃出售所得款項淨額以及有關項目賬面值之差額，並於報廢或出售日在損益中確認。

折舊乃將物業，機器及設備成本減其估計剩餘價值（如有），在其下述估計可使用年期期間以直線法計算而撇銷：

- 分類為融資租賃下的土地於未屆滿租賃期間折舊。
- 在租賃土地上的物業於未屆滿租賃期及其估計可使用年期（不超過五十年）兩者中較短期間折舊。
- 機器、設備、傢俬及裝置 四年至五十年
- 車輛 四年至七年

在建工程於資產完成及可投入使用前不會計提折舊。

當一項物業，機器及設備之各部份有不同的可使用年期，此項目各部份之成本將按合理基礎分配，而每部份將作個別折舊。

本集團每年檢討資產之可使用年期及其剩餘價值（如有）。

(f) 投資物業

投資物業為賺取租金收入及／或為資本增值而擁有或根據租賃權益（見附註1(g)）持有的土地及房產。

投資物業按成本減累計折舊及減值虧損列賬（見附註1(i)）。折舊乃將投資物業成本減其剩餘價值（如有），在未屆滿租賃期及其估計可使用年期（不超過五十年）兩者中較短期間以直線法計算而撇銷。

投資物業的可使用年期及其剩餘價值（如有）均按年作出檢討。

投資物業的租金收入根據附註1(r)(iii)所述方式計算。

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(g) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases.

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and
- land held for own use under an operating lease, where the fair value cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

(ii) Operating lease charges

- Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.
- The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term. Impairment losses are recognised in accordance with the accounting policy set out in note 1(i).

(h) Intangible assets

Intangible assets represent acquired trademarks and club debentures and are stated at cost less impairment losses (see note 1(i)).

These intangible assets are not amortised as their useful lives are assessed to be indefinite and are tested annually for impairment (see note 1(i)).

The conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset.

1 主要會計政策 (續)

(g) 租賃資產

倘本集團確定安排具有在商定期限內通過支付一筆或一系列款項而使用某一特定資產或多項資產之權利，則該安排（由一宗交易或一系列交易組成）為租賃或包括租賃。該釐定乃根據安排之內容評估而作出，而無論安排是否具備租賃之法律形式。

(i) 租賃予本集團之資產的分類

對於本集團以租賃持有的資產，如有關租賃將擁有資產的絕大部分風險和回報轉移至本集團，有關資產便會劃歸為以融資租賃持有。

並未將擁有資產之所有風險和利益轉讓之租賃資產，乃列為經營租賃，以下除外：

- 符合投資物業定義的經營租賃物業會被分類至投資物業。如果被分類至投資物業，該租賃會以融資租賃入賬；及
- 根據經營租賃為自用而持有的土地，若公允價值在租賃開始時不能與位於有關土地上的房產的公允價值分開計量，會作為根據融資租賃持有入賬，除非有關房產亦顯然根據經營租約持有，則作別論。就此而言，租賃的開始時間為本集團首次訂立租約時，或從前承租人接手時。

(ii) 經營租賃

- 倘本集團根據經營租賃使用資產，根據租約所付之款項乃於損益中以等額在租賃期所涵蓋之會計期間支銷。所得的租賃激勵措施乃作為所作的整體淨租賃付款額的一部分在損益中確認。
- 以經營租賃持有土地的收購成本是按直線法在租賃期內攤銷。減值虧損會按照附註 1(i) 的會計政策來確認。

(h) 無形資產

商標及會所債權證以成本減去減值虧損列賬（見附註 1(i)）。

該等無形資產並無攤銷，因為其可使用年期被評估為不確定及每年須作減值測試（見附註 1(i)）。

無形資產之可使用年期不確定的結論須每年檢討以確定情況是否繼續支持該資產之不確定使用年期之評估結果。

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(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(i) Impairment of assets

(i) Impairment of receivables

Receivables that are stated at amortised cost or at cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- an impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets) for receivables carried at amortised cost or discounted at the current market rate of return for similar financial assets for receivables stated at cost, where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade receivables included within trade and other receivables, the recovery of which is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

1 主要會計政策 (續)

(i) 資產減值

(i) 應收款項的減值

按攤銷成本列賬之應收賬項於各結算日進行檢討，以確定是否有客觀憑證顯示其出現減值。減值的客觀憑證包括以下本集團關注的一項或多項損失事項的可觀察數據：

- 債務人重大的財務困難；
- 違反合約，例如拖欠或逾期償還利息或本金款項；
- 債務人進行破產或其他財務重組將有可能出現；及
- 工業技術、市場、經濟或法律環境的重大改變對債務人有利影響。

倘有客觀憑證顯示其出現減值，任何減值虧損按下列釐定及確認：

- 減值虧損按該資產賬面值與估計未來現金流量現值之差額計算，再按有關金融資產之原先的實際利率（即這些資產初始確認時計算的實際利率）進行貼現（倘貼現影響屬重大）。所有按攤銷成本列賬之金融資產若擁有類似風險性質（如相近的過期未付情況）和沒有被獨立評估減值，均按整體評估。而被評估減值之金融資產的未來現金流量乃根據該等信貸風險性質相似的資產的過往虧損經驗。

倘減值虧損金額於往後期間減少，而有關減少可客觀地與確認減值虧損後發生之事件有聯繫，則減值虧損於損益轉回。撥回不得導致資產之賬面值超過倘於過往年度並無確認該減值虧損時原應釐定之金額。

減值虧損直接與相應資產撤銷，惟就列於應收貿易及其他賬款的應收貿易賬款所確認的減值虧損，其收回情況屬存疑而不渺茫者，則作別論。在此情況下，呆壞賬的減值虧損透過撥備賬記錄。當本集團信納收回機會渺茫，則被視為無法收回的金額會直接在應收貿易賬款中撤銷，而任何列入撥備賬與此債項有關的金額會被撥回。其後若收回之前已在撥備賬中扣除的金額，則會在撥備賬中撥回。撥備賬內的其他變動及其後收回之前已直接撤銷的金額在損益中確認。

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(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)**(i) Impairment of assets (Continued)****(ii) Impairment of other assets**

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- Property, plant and equipment;
- Investment properties;
- Interests in leasehold land held for own use under operating leases;
- Intangible assets; and
- Investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use.

- Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

1 主要會計政策 (續)**(i) 資產減值 (續)****(ii) 其他資產減值**

於每個結算日會檢討內部及外間資料，以識別下列資產是否已出現減值或之前已確認之減值是否已不存在或減少：

- 物業，機器及設備；
- 投資物業；
- 在經營租賃下自用而持有的租賃土地權益；
- 無形資產；及
- 於本公司財務狀況表的附屬公司權益。

倘若存在任何有關跡象，則會估計資產的可收回金額。此外，就沒有確實可使用年期的無形資產而言，本集團會每年估計其可收回金額，以確定是否有任何減值跡象。

- 計算可收回金額

資產之可收回金額為其售價淨額及使用價值兩者中之較高者。於評估使用價值時，會使用除稅前貼現率將估計的未來現金流量貼現至現值。該貼現率應是反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘資產並未能在大致獨立於其他資產下賺取現金流量，則就獨立賺取現金流量之最小組別資產（即賺取現金單位）來釐定可收回金額。

- 確認減值虧損

每當資產（或其所屬的現金產生單位）的賬面值超過其可收回金額，即會在收益表確認減值虧損。就賺取現金單位確認的減值虧損，會以減少單位（或該組單位）資產的賬面值按比例分配，惟資產賬面值不會減少至低於其本身的公允價值減銷售成本或使用價值（若能釐定）。

- 撥回減值虧損

倘用以釐訂可收回金額之估計出現好轉，則撥回減值虧損。

撥回之減值虧損僅限於倘過往年度並未確認減值虧損而釐訂之資產之賬面值。撥回之減值虧損乃於確認撥回之年度計入損益中。

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(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(j) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(k) Receivables

Receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(l) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(m) Payables

Payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

1 主要會計政策 (續)

(j) 存貨

存貨乃按成本或可變現淨值兩者之較低者估值。

成本以加權平均成本法計算，並包括所有購買成本、加工成本及將存貨達致現時地點與狀況所產生之其他成本。

可變現淨值為日常業務之估計售價減估計完成成本及估計銷售成本。

於出售存貨時，該等存貨之賬面值會確認有關收益期間列作開支。存貨撇減至可變現淨值之數額及所有存貨虧損均於撇減或虧損期間列作開支。因可變現淨值增加而需撥回的任何存貨減值會扣減轉回發生期間所確認的支出。

(k) 應收款項

應收款項最初按公允價值確認，其後則以實際利率法按攤銷成本減有關呆壞賬的減值虧損列值（見附註1(i)），惟倘若有關應收款項為借予關連人士且並無任何固定還款期的免息貸款，或屬貼現影響不大者，則作別論。在該等情況下，應收款項按成本減呆壞賬的減值撥備列賬。

(l) 附息借款

附息借款最初按公允價值減應佔交易費用確認。於確認後，附息借款按攤銷成本列值，成本與贖回價值的任何差異會在借款期間以實際利率法在損益中確認。

(m) 應付款項

應付款項最初按公允價值確認，其後則按攤銷成本列值，惟倘貼現影響不大，則按成本列值。

(n) 現金及等同現金項目

現金及等同現金項目指銀行結存、現金、銀行及其他財務機構之活期存款及短期流通性高之投資，而該等投資隨時可兌換成已知的現金金額且無重大變值風險，並為購入後三個月內到期之投資項目。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)**(o) Employee benefits****(i) Short term employee benefits and contributions to defined contribution retirement plans**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

(ii) Defined benefit retirement plan obligations

The Group's net obligation in respect of defined benefit retirement plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value and the fair value of any plan assets is deducted. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Service cost and net interest expense or income on the net defined benefit liability or asset are recognised in profit or loss and allocated by function as part of "cost of sales", "selling and distribution expenses" or "administrative expenses". Current service cost is measured as the increase in the present value of the defined benefit obligation resulting from employee service in the current period. When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised as an expense in profit or loss at the earlier of when the plan amendment or curtailment occurs and when related restructuring costs or termination benefits are recognised. Net interest expense or income for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the net defined benefit liability or asset. The discount rate is the yield at the end of the reporting period on high quality corporate bonds that have maturity dates approximating the terms of the Group's obligations.

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss, except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

1 主要會計政策 (續)**(o) 僱員福利****(i) 短期僱員福利及定額供款**

退休計劃之供款薪金、年終花紅、有薪年假、定額供款退休計劃之供款及本集團所提供之非幣值福利均於本集團僱員提供有關服務之年度累計。

(ii) 定額福利退休計劃之承擔

本集團有關定額福利退休計劃的淨負債是按員工於現時及過往期間所提供的服務估計其賺取的未來收益計算；該福利以折現計算其現值並扣減任何計劃資產的公平價值。有關計算由合資格的精算師以預計單位貸記法進行。當計算結果對本集團帶來利益，已確認資產限於以任何公積金的未來退款或供款的扣減款項為形式的經濟利益現值。

定額福利負債或資產淨額的服務成本和利息支出或收入淨額在損益中確認，並按其作用劃撥為「銷售成本」、「銷售及分銷開支」或「行政開支」的一部分。現時服務成本是按照本期僱員的服務所產生的定額福利負債的現值增加額計量。當計劃的利益出現變動或計劃有所縮減時，與僱員過往提供服務有關的計劃變動部分或就縮減錄得的損益，會在計劃改變或縮減發生時或確認相關重組成本或辭退福利時（以較早者為準），於損益內確認為支出。期內利息支出或收入淨額是將在報告期初計量定額福利負債所採用的折現率應用於定額福利負債或資產淨額而釐定。所用的折現率是根據結算日與本集團所承擔負債期限相若的優質企業債券於報告期末的收益率釐定。

(iii) 終止僱傭福利

終止僱傭福利為當本集團撤銷這些福利的提議或當它確認為重組成本包括支付終止補償時確認（以較早者為準）。

(p) 所得稅

本年度之所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項及遞延稅項資產及負債之變動均在損益中確認，惟若涉及於其他全面收益或直接於權益中確認的項目，則分別在其他全面收益或權益中確認。

本期稅項乃根據本年度應課稅收入，採用於結算日所訂定或大致訂定之稅率計算之預期應付稅項，並就過往年度之應付稅項作出任何調整。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(p) Income tax (Continued)

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination) and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future or, in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

1 主要會計政策 (續)

(p) 所得稅 (續)

遞延稅項資產及負債乃分別來自資產及負債項目於財務報表內之賬面值及其稅基所產生之可扣減或應課稅之暫時差異。遞延稅項資產亦可由尚未動用之稅務虧損及尚未動用之稅收抵免所產生。

除若干有限之例外情況，所有遞延稅項負債及遞延稅項資產（以資產有可能用於抵銷未來應課稅溢利者為限）均會予以確認。能支持可確認由可扣稅暫時差額產生之遞延稅項資產之未來應課稅溢利，包括因撥回現有應課稅暫時差額而產生之可扣稅暫時差額，惟該等差額須與同一稅務機關及相同應課稅實體有關，並預期於預期撥回可扣稅暫時差額，或可轉回或結轉遞延稅項資產所產生之稅項虧損之同一期間內撥回。於釐定現時應課稅暫時差額可否支持確認未動用稅項虧損及抵免所產生之遞延稅項資產時亦採用相同準則，即該等差額與同一稅務機關及相同應課稅實體有關，並預期可於動用稅項虧損或抵免之某段期間（一段或多段）內撥回，則會予以計入。

確認遞延稅項資產及負債之少數例外情況，為與從商譽產生不可扣減稅項，及最初確認並無影響會計及應課稅溢利之資產或負債（惟並非業務合併之一部份）產生之暫時差額有關，而就於附屬公司之投資有關之暫時差額，就應課稅差額而言為本集團可控制撥回時間，及於可見將來將不可能撥回差額為限，或就可扣除差額而言則須以可能於未來撥回者為限。

遞延稅項之確認金額乃按資產及負債之賬面值之預期變現或支付形式，採用於結算日所訂定或大致上訂定之稅率計算。遞延稅項資產及負債並不用貼現。

遞延稅項資產之賬面值乃於各結算日進行審閱，而倘若不再可能有足夠之應課稅溢利以供扣減有關稅項得益，則遞延稅項資產會予以減少。該削減金額可在有足夠應課稅溢利有可能出現時撥回。

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)**(p) Income tax (Continued)**

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Sale of goods

Revenue is recognised when goods are delivered at the customers' premises or picked up by customers for domestic sales and when goods are on board vessels for export sales which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax and consumption tax and is after deduction of any trade discounts and returns.

1 主要會計政策 (續)**(p) 所得稅 (續)**

本期及遞延所得稅結餘和其變動額會分開列示，並且不予抵銷。本期和遞延所得稅資產只會在本公司或本集團有法定行使權以本期所得稅資產抵銷本期所得稅負債，並且符合以下附帶條件的情況下，才可以分別抵銷本期和遞延所得稅負債：

- 本期所得稅資產和負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產和清償該負債；或
- 遞延所得稅資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅機構；或
 - 不同的應課稅機構。這些實體計劃在預期有大額遞延所得稅負債需要清償或遞延所得稅資產可以收回的每個未來期間，按淨額基準實現本期所得稅資產和清償本期所得稅負債，或同時變現該資產和清償該負債。

(q) 準備及或然負債

如果本公司或本集團須就已發生的事件承擔法律或推定義務，因而預期會導致含有經濟效益的資源外流，在可以作出可靠的估計時，本公司或本集團便會就該時間或數額不定的負債計提準備。如果貨幣時間價值重大，則按預計所需支出的現值計列準備。

如果含有經濟效益的資源外流的可能性較低，或是無法對有關數額作出可靠的估計，便會將該義務披露為或然負債，但資源外流的可能性極低則除外。如果本集團的義務須視乎某宗或多宗未來事件是否發生才能確定是否存在，亦會披露為或有負債，但資源外流的可能性極低則除外。

(r) 收入確認

收入是以已收取或可收取報酬的公允價值計算。倘若含有經濟效益的資源可能流入本集團，而收入及成本（如適用）能夠作出可靠的計量時，有關收入將按以下方式在收益表內確認：

(i) 銷貨收入

銷貨收入在本地銷售而言乃於貨品被送到顧客的經營場所或被提取，在出口銷售而言乃於貨品已被裝船，即顧客接受貨品及有關風險後予以入賬。銷貨收入不包括增值稅及商品稅，並且扣除所有貿易折扣及退回。

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(r) Revenue recognition (Continued)

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method.

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

(s) Translation of foreign currencies

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The results of operations outside Hong Kong are translated into Hong Kong dollars at the foreign exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange fluctuation reserve.

On disposal of an operation outside Hong Kong, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

Foreign exchange gains and losses arising from monetary items that in substance form part of the net investment in an operation outside Hong Kong, together with any related tax, are reclassified to equity on consolidation.

1 主要會計政策 (續)

(r) 收入確認 (續)

(ii) 利息收入

利息收入乃按實際利率法計算。

(iii) 經營租賃而應收之租金收入

根據經營租賃而應收之租金收入，乃以等額於租約所涵蓋之會計期間確認。授出租賃激勵措施乃作為所收的整體淨租賃款額的一部分在損益中確認。

(s) 外幣兌換

(i) 功能貨幣及呈報貨幣

本集團各附屬公司之財務報表所包括之項目，乃按該附屬公司經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，而港元為本公司之功能及呈報貨幣。

(ii) 年內以外幣進行之交易，均以交易日之外幣匯率換算。以外幣結算之貨幣資產及負債，則以結算日之外幣匯率換算。匯兌損益乃計入損益中。

以外幣按歷史成本計價的非貨幣資產及負債用交易日的外幣匯兌率進行折算。

香港以外業務的業績乃按與交易日的匯率相若的匯率換算為港幣。財務狀況表的項目按結算日的匯率換算為港幣。所產生的匯兌差額直接在權益個別部份內確認。

當出售香港以外業務時，與該業務有關而確認於盈利或虧損時的累計匯兌差額會從權益改列為盈利或虧損。

貨幣項目產生的外幣匯兌損益（實則屬於香港以外投資的一部份）與相關之稅項應於合併時重新分類並由損益撥入股東權益。

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

(u) Related parties

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

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

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

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (3) Both entities are joint ventures of the same third party.
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) The entity is controlled or jointly controlled by a person identified in (i).
- (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (8) The entity or any member of a group of which it is a part provides key management personnel services to the Group or to the Group's parent.

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

1 主要會計政策 (續)

(t) 借貸成本

因收購、建造或生產合資格資產(即必須耗用一段頗長時間方可作擬定用途或銷售之資產)而直接應佔之借貸成本均撥作該等資產之部份成本。其他借貸成本均在產生的期間列作開支。

(u) 關連人士

(i) 個別人士，或其直系親屬的成員被認為是本集團關連人士，倘若該個別人士：

- (1) 控制或共同控制本集團；
- (2) 對本集團有重大影響力；或
- (3) 為本集團或本集團母公司主要管理人員成員之一。

(ii) 一個實體如符合任何下列條件，則被認為是本集團關連人士：

- (1) 該實體和本集團是同一集團的成員(這意味著每間母公司，附屬公司及同系附屬公司是關連的)。
- (2) 一個實體是另一實體的聯營公司或合資企業(或一個實體為某一集團成員的聯營公司或合資企業，而另一實體為同一集團之成員)。
- (3) 兩個實體同為第三方的合資企業。
- (4) 一個實體是第三個實體的合資企業，而另一個實體為第三個實體的聯營公司。
- (5) 該實體乃指提供予本集團或與本集團有關連人士的實體的僱員離職後福利計劃。
- (6) 該實體受上文(i)所指的人士控制或共同控制。
- (7) 上文(i)(1)所指的個別人士對該實體有重大影響力或為該實體(或該實體母公司)主要管理人員成員之一。
- (8) 向本集團或本集團母公司提供主要管理成員服務之實體或其所屬集團之任何成員公司。

個別人士的直系親屬成員乃指該親屬成員在與整體交易時可能影響或被影響的親屬成員。

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

1 Significant accounting policies (Continued)

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 Accounting judgements and estimates

Note 20 contains information about the assumptions and their risk factors relating to the retirement benefit liabilities. Other key sources of estimation uncertainty are as follows:

(a) Impairment of non-current assets

If the circumstances indicate that the carrying values of these assets may not be recoverable, the assets may be considered "impaired" and an impairment loss may be recognised in accordance with HKAS 36 Impairment of assets. Under HKAS 36, these assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of its fair value less costs of disposal and value in use. In determining the fair value less costs of disposal, management refer to the observable market prices for similar assets. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the volume of future sales, future selling prices and the expected amount of future operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount. However, actual sales volume, selling prices, operating costs and market prices may be different from assumptions which may result in a material adjustment to the carrying amount of the assets affected. Details of the nature and carrying amounts of non-current assets are disclosed in notes 11 and 12 respectively.

(b) Depreciation or amortisation of non-current assets

Property, plant and equipment, investment properties and leasehold land (see note 11) are depreciated or amortised on a straight-line basis over their estimated useful lives, after taking into account the estimated residual values, if any. The Group reviews the estimated useful lives and the estimated residual values, if any, of the assets regularly in order to determine the amount of depreciation or amortisation expense to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation or amortisation expense for future periods is adjusted if there are significant changes from previous estimates.

1 主要會計政策 (續)

(v) 分部資料呈報

經營分部及於財務報表內呈報的各分部項目金額自定期提供予本集團最高行政管理人員就資源分配及評估本集團的業務及按資產所在地分類之地理位置的表現的財務資料中識別出來。

就財務呈報而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則各個重大經營分部不會進行合算。個別非重大的經營分部，如果符合上述大部分標準，則可進行合算。

2 會計估計及判斷

除於附註20載有有關退休福利負債之假設外，以下關鍵會計政策亦涉及重大判斷及估計：

(a) 非流動資產之減值

倘有情況顯示該等資產可能無法收回，資產可被視為「已減值」，並可按照香港會計準則第36號「資產減值」確認減值虧損。根據香港會計準則第36號，該等資產於事件或情況變化顯示其記錄之賬面值可能無法收回時，即須進行減值測試。於出現有關減幅時，賬面值須削減至可收回金額。可收回金額為淨出售價與使用價值兩者的較高者。於釐定淨出售價時，管理層會參考相類資產的可觀察市場價格。本集團運用所有可用資料以確定可收回金額的合理概算。然而，實際市場價格可能有別於假設，並可能須對受影響資產的賬面值作出重大調整。非流動資產的性質和賬面值詳情分別於附註11及12中披露。

(b) 非流動資產之折舊或攤銷

物業、機器及設備，投資物業及租賃土地權益（見附註11）於計及其估值剩餘價值（如有）後，在其估計可使用年限按直線法折舊。本集團定期對資產的估計可使用年限及估計剩餘價值（如有）作出檢討，以釐定於報告期內所須記錄的折舊或攤銷開支。可使用年限及剩餘價值乃根據本集團對類似資產的過往經驗及考慮到技術的預期變動而作出。倘與過往估計有重大改變，未來期間的折舊開支須予調整。

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(除另有指示外，均按港幣計算)

2 Accounting judgements and estimates (Continued)**(c) Impairment loss for doubtful debts**

The Group maintains an allowance for doubtful debts for estimated losses resulting from the inability of debtors to make required payments. The Group bases the estimates of future cash flows on the ageing of the trade receivable balance as disclosed in note 15, debtors' credit-worthiness and historical write-off experience. If the financial condition of debtors were to deteriorate, actual write-offs would be higher than estimated.

(d) Useful lives of intangible assets

Intangible assets (see note 12) are not amortised as their useful lives are assessed to be indefinite. The conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment. The Group may need to amortise intangible assets in future periods or recognise impairment losses for intangible assets if events and circumstances indicate that the useful life is no longer indefinite.

(e) Deferred tax assets

Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of being able to generate future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered. Details of the nature and carrying amounts of deferred tax assets are disclosed in note 21.

3 Revenue and segment reporting**(a) Revenue**

The principal activities of the Group are the manufacture and distribution of bottled, canned and draught beers.

Revenue represents the invoiced value of products sold, net of discounts, returns, value added tax and consumption tax.

(b) Segment reporting

The Group manages its businesses by geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments:

- The Hong Kong operations mainly comprise the manufacture and distribution of own brewed beer products and distribution of imported beer products in Hong Kong and overseas.
- The Mainland China operations mainly comprise the manufacture and distribution of own brewed beer products in the southern part of the People's Republic of China ("PRC") and overseas.

All of the Group's revenue is generated from the manufacture and distribution of bottled, canned and draught beers.

2 會計估計及判斷 (續)**(c) 呆壞賬減值虧損**

本集團就債務人由於無法作出所須付款而導致的估計虧損計提呆壞賬的減值虧損。本集團按照披露於附註15中的應收貿易賬款結餘之賬齡、債務人的信譽及過往撇賬經驗對未來現金流量作出估計。倘債務人的財政狀況惡化，實際撇賬額可能高於估計數字。

(d) 無形資產之可使用年期

無形資產(見附註12)並不會作攤銷，這是因為無形資產之可使用年期是定為不確定。基於以上原因，無形資產的可使用年期會於每年審閱以確定這些環境是否能繼續支持無形資產的使用年期為不確定。如果在未來期間環境表明可使用年期為確定，本集團可能會對無形資產作出攤銷或確認減值虧損。

(e) 遞延稅項資產

遞延稅項資產乃就未動用之稅項虧損及暫時扣減差額確認。由於該等遞延稅項資產的確認僅限於未來應課稅盈利將可用作抵銷未動用而可動用的稅收抵免，管理層須評估未來應課稅盈利之可能性。管理層對相關評估作出定期審閱，倘未來應課稅盈利將允許收回遞延稅項資產，則會確認額外遞延稅項資產。遞延稅項資產的性質和賬面值詳情於附註21中披露。

3 收入及分部資料呈報**(a) 收入**

本集團之主要業務為製造及分銷樽裝、罐裝及桶裝啤酒。

收入指所出售產品之發票總值扣除折扣，退回，增值稅及商品稅。

(b) 分部資料呈報

本集團按地區管理其業務。為與內部呈報資料給本集團最高層行政管理人員以便分配資源及評估表現貫徹一致，本集團已呈報下列兩個須予呈報分部：

- 香港業務主要包括在香港及海外分銷自身釀製之啤酒產品和分銷進口之啤酒產品。
- 中國內地業務主要包括在中華人民共和國(「中國」)南部及海外分銷自身釀製之啤酒產品。

本集團之收入全部來自製造及分銷樽裝、罐裝及桶裝啤酒。

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(除另有指示外，均按港幣計算)

3 Revenue and segment reporting (Continued)**(b) Segment reporting** (Continued)**(i) Segment results, assets and liabilities**

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets, intangible assets and current assets. Segment liabilities include trade creditors and accruals attributable to the manufacture and distribution activities of the individual segments, bank loan and retirement benefit liabilities managed directly by the segment and other current liabilities with the exception of deferred tax liabilities.

The measure used for reportable segment profit or loss is profit or loss before taxation. Taxation is not allocated to reportable segments. Inter-segment sales are priced at cost plus a profit margin.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 1.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2015 and 2014 is set out below:

3 收入及分部資料呈報 (續)**(b) 分部資料呈報** (續)**(i) 分部業績、資產及負債**

就評價分部表現及分配分部資源，本集團之高層行政管理人員乃按以下基礎監察各須予呈報分部應佔之業績、資產及負債：

分部資產包括所有有形資產、無形資產及流動資產。分部負債包括各分部製造及分銷活動應佔的應付貿易賬項及計提費用、分部直接管理的銀行貸款及退休福利負債以及其他流動負債，惟遞延稅項負債除外。

計算須予呈報盈利或虧損所採用之方法為稅前盈利或虧損。所得稅並沒有被分配至須予呈報分部。分部之間的銷售是以成本加邊際利潤作定價。

分部資料呈報之會計政策與本集團之會計政策（於附註1所述）一致。

截至二零一五年及二零一四年十二月三十一日止，有關提供予本集團最高層行政管理人員以分配資源及評價分部表現之資料載列如下：

		Hong Kong 香港		Mainland China 中國內地		Total 總數	
		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Revenue from external customers	外界客戶收入	392,125	564,019	177,377	164,621	569,502	728,640
Inter-segment revenue	分部間收入	303	259	—	—	303	259
Reportable segment revenue	須予呈報分部收入	392,428	564,278	177,377	164,621	569,805	728,899
Reportable segment (loss)/profit from operations	須予呈報分部經營(虧損)/盈利	(25,463)	29,982	9,410	7,245	(16,053)	37,227
Interest income from bank deposits	銀行存款利息收入	693	1,352	194	170	887	1,522
Interest expense on loans	貸款利息開支	(4,373)	(4,253)	—	—	(4,373)	(4,253)
Depreciation and amortisation for the year	年內折舊及攤銷	(23,693)	(23,404)	(2,799)	(2,175)	(26,492)	(25,579)
(Provision for)/reversal of impairment losses recognised in profit or loss in respect of trade and other receivables	在損益確認應收貿易及其他賬項之(減值虧損撥備)/減值虧損撥回	(301)	(409)	5	9	(296)	(400)
Reportable segment assets	須予呈報分部資產	1,179,474	1,220,424	81,479	68,843	1,260,953	1,289,267
Additions to non-current segment assets during the year	年內非流動分部資產增加	2,435	9,794	2,558	1,497	4,993	11,291
Reportable segment liabilities	須予呈報分部負債	270,414	275,170	443,310	439,661	713,724	714,831

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(除另有指示外，均按港幣計算)

3 Revenue and segment reporting (Continued)**(b) Segment reporting** (Continued)**(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities****3 收入及分部資料呈報** (續)**(b) 分部資料呈報** (續)**(ii) 須予呈報分部收入、損益、資產及負債之對帳**

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Revenue	收入		
Reportable segment revenue	須予呈報分部收入	569,805	728,899
Elimination of inter-segment revenue	分部之間收入撤銷	(303)	(259)
Consolidated revenue	綜合收入	569,502	728,640
(Loss)/Profit	(虧損)／盈利		
Reportable segment (loss)/profit from operations	須予呈報分部經營 (虧損)／盈利	(16,053)	37,227
Elimination of inter-segment (losses)/profits	分部之間 (虧損)／盈利撤銷	—	—
Reportable segment (loss)/profit derived from Group's external customers and consolidated (loss)/profit before taxation	來自外界客戶之須予呈報分部 (虧損)／盈利及綜合除稅前 (虧損)／盈利	(16,053)	37,227
Assets	資產		
Reportable segment assets	須予呈報分部資產	1,260,953	1,289,267
Elimination of inter-segment receivables	分部之間應收賬項撤銷	(381,187)	(380,924)
Consolidated total assets	綜合總資產	879,766	908,343
Liabilities	負債		
Reportable segment liabilities	須予呈報分部負債	713,724	714,831
Elimination of inter-segment payables	分部之間應付賬項撤銷	(381,187)	(380,924)
Deferred tax liabilities	遞延稅項負債	332,537 2,243	333,907 2,487
Consolidated total liabilities	綜合總負債	334,780	336,394

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(除另有指示外，均按港幣計算)

3 Revenue and segment reporting (Continued)**(b) Segment reporting** (Continued)**(iii) Geographic information**

The following table sets out information about the geographic location of (i) the Group's revenue from external customers and (ii) the Group's non-current assets ("specified non-current assets"). The geographic location of customers is based on the country of establishment of each customer. The geographic location of the specified non current assets is based on the physical location of the assets, in the case of property, plant and equipment, investment properties and leasehold land, and the location of the operation to which they are allocated, in the case of intangible assets.

		Revenue from external customers 外界客戶收入		Specified non-current assets 指定非流動資產	
		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Hong Kong (place of domicile)	香港 (成立地點)	297,009	448,483	575,006	596,271
Mainland China	中國內地	86,797	101,531	27,538	30,225
Philippines	菲律賓	178,574	163,236	—	—
Others	其他國家	7,122	15,390	—	—
		272,493	280,157	27,538	30,225
		569,502	728,640	602,544	626,496

(c) Major customers

In 2015, the revenue from the Group's largest customer which was served both by the Hong Kong segment and the Mainland China segment amounted to \$180,556,000 or 32% of the Group's total revenue (2014: \$164,791,000 or 23%). The revenue from the Group's five largest customers amounted to 60% (2014: 45%) of the Group's total revenue.

Details of concentration of credit risk arising from these customers are set out in note 23(a).

4 Other net income**3 收入及分部資料呈報 (續)****(b) 分部資料呈報 (續)****(iii) 地區資料**

下表載列有關(i)本集團外界客戶收入及(ii)本集團非流動資產(「指定非流動資產」)之地理位置資料。客戶之地理位置是根據每名客戶成立地點所在國家而定。指定非流動資產之地理位置是根據資產之實際位置(倘屬物業、機器及設備、投資物業及租賃土地權益)及獲劃撥有關資產之營運地點(倘屬無形資產)而定。

(c) 主要客戶

於二零一五年，來自本集團香港及中國內地業務之最大客戶的收入為180,556,000元或佔本集團總收入32%(二零一四年：164,791,000元或23%)。來自本集團首五大客戶的收入佔本集團的總收入的60%(二零一四年：45%)。

來自該等客戶之詳細信貸風險載於附註23(a)。

4 其他收益淨額

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Interest income from bank deposits	銀行存款之利息收入	887	1,522
Rental income from investment properties	投資物業的租金收入	10,759	8,409
Advertising and promotion subsidy (note 25(a))	廣告及市場推廣補貼 (附註25(a))	24,895	26,564
Net gain on disposal of non-current assets	出售非流動資產之淨盈利	2,351	1,415
Net foreign exchange gains	匯兌淨盈利	499	106
Compensation income received from a former customer	前客戶之賠償收入	—	14,301
Others	其他	446	3,041
		39,837	55,358

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(除另有指示外，均按港幣計算)

5 (Loss)/profit before taxation

(Loss)/profit before taxation is arrived at after charging/
(crediting):

5 除稅前（虧損）／盈利

除稅前（虧損）／盈利已扣除／（計
入）下列項目：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
(a) Finance costs	(a) 財務費用		
Interest expense on loan from an intermediate holding company	中介控股公司 貸款利息支出	4,373	4,253
Bank charges	銀行費用	125	155
		4,498	4,408
(b) Staff costs	(b) 員工薪酬		
Retirement costs	退休金成本		
— Defined contribution retirement plans	— 定額供款退休計劃	5,444	6,639
— Defined benefit retirement plan (note 20(a)(v))	— 定額福利退休計劃 (附註 20(a)(v))	5,613	5,452
		11,057	12,091
Salaries, wages and other benefits	薪金、工資及其他福利	118,421	116,888
		129,478	128,979
(c) Other items	(c) 其他項目		
Amortisation	攤銷		
— Land lease premium (note 11(a))	— 租賃土地款項 (附註 11(a))	2,588	2,599
Depreciation (note 11(a))	折舊 (附註 11(a))		
— Property, plant and equipment	— 物業、機器及設備	20,548	20,258
— Investment properties	— 投資物業	3,356	2,722
Cost of inventories (note 14)	存貨成本 (附註 14)	329,579	414,586
Operating lease charges:	經營租賃費用：		
— minimum lease payments	— 最低租賃付款		
— Land and buildings	— 土地及房產	1,544	1,616
— Other assets	— 其他資產	196	208
Rental receivable	投資物業之租金收入		
from investment properties	扣除直接費用 5,559,000 元		
less direct outgoings of \$5,559,000 (2014: \$4,210,000)	(二零一四年：4,210,000 元)	(5,200)	(4,199)
Auditors' remuneration	核數師酬金		
— Provision for the year	— 本年度撥備	3,436	3,364
— Under/(over)-provision in respect of the prior year	— 上年度撥備不足／（超額）	308	(65)
Impairment losses for trade and other receivables (note 15(b))	應收貿易及其他賬款 之減值虧損 (附註 15(b))	296	400

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

6 Income tax**(a) Taxation in the consolidated income statement represents:**

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Current tax — Outside Hong Kong	本期稅項 — 香港以外		
Provision for the year	本年度撥備	—	(62)
Deferred tax (note 21)	遞延稅項 (附註21)		
Origination and reversal of temporary differences	暫時差額之出現及撥回	(856)	(171)
Income tax	所得稅	(856)	(233)

The statutory tax rate applicable to the Company and other Hong Kong subsidiaries was 16.5% (2014: 16.5%). No provision for Hong Kong Profits Tax has been made for the Company and other Hong Kong subsidiaries either because the accumulated tax losses brought forward exceed the estimated assessable profits for the year or the entities sustained losses for taxation purposes.

The statutory tax rate applicable to the subsidiaries established in the PRC was 25% (2014: 25%). No provision for current taxation has been made for the subsidiaries established in the PRC because the entities sustained losses for taxation purposes.

Provision for current tax outside Hong Kong for 2014 represented a withholding tax levied at 10% on interest income earned in the PRC by a subsidiary which is a non-PRC resident according to the relevant rules and regulations of the PRC.

本公司及其他香港附屬公司的法定稅率為16.5% (二零一四年：16.5%)。本公司及其他香港附屬公司由於承前累計稅項虧損超過本年度估計應課稅盈利或錄得稅務虧損，故無就香港利得稅作出撥備。

於中國成立的附屬公司的法定稅率為25% (二零一四年：25%)。於中國成立的附屬公司由於錄得稅務虧損，故並無就本年度稅項作出撥備。

二零一四年度香港以外本期稅項撥備指一間非中國企業居民的附屬公司，根據中國有關規則和法例為其於中國所賺得的利息收入預提的10%預提所得稅。

(b) Reconciliation between income tax charge and accounting (loss)/profit at applicable tax rates:**(b) 所得稅支出與會計 (虧損) / 盈利之調節：**

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
(Loss)/profit before taxation	除稅前 (虧損) / 盈利	(16,053)	37,227
Notional tax on (loss)/profit before taxation calculated at the rates applicable to the tax jurisdictions concerned	按有關稅項司法權區之適用稅率就除稅前 (虧損) / 盈利計算之估計稅項	(1,867)	6,809
Tax effect of non-deductible expenses	不可扣除開支之稅項影響	1,722	2,529
Tax effect of non-taxable revenue	非課稅收入之稅項影響	(114)	(207)
Tax effect of contributions to retirement benefit plans	退休福利計劃供款之稅項影響	(471)	(146)
Tax effect of tax losses and temporary differences not recognised for deferred tax purposes	未確認遞延稅項之稅項虧損及暫時性差異之稅項影響	19,564	—
Tax effect of utilisation of tax losses and temporary differences previously unrecognised	應用先前未確認的稅務虧損及暫時性差異之稅項影響	(17,978)	(8,752)
Actual tax charge	所得稅支出	856	233

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

7 Directors' remuneration

Directors' remuneration disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

7 董事酬金

根據香港公司條例第383(1)條及《公司(披露董事利益資料)規例》第2部之規定而披露之董事酬金如下：

		2015 二零一五年				
		Directors' fees 袍金 \$'000 千元	Salaries, allowances and benefits in kind 薪金及津貼 \$'000 千元	Discretionary bonuses 酌情花紅 \$'000 千元	Retirement scheme contributions 退休金供款 \$'000 千元	Total 合計 \$'000 千元
Executive director	執行董事					
Ramon G. Torralba	杜華博	—	2,914	—	—	2,914
Non-executive directors	非執行董事					
Ramon S. Ang	蔡啓文	—	—	—	—	—
Carlos Antonio M. Berba	凱顧思	—	—	—	—	—
Chan Wen Mee, May (Michelle)	陳雲美	—	—	—	—	—
Teruyuki Daino	代野照幸	—	—	—	—	—
Roberto N. Huang	黃思民	—	—	—	—	—
Takeshi Wada	和田猛	—	—	—	—	—
Takashi Hayashi	林隆史	—	—	—	—	—
Independent non-executive directors	獨立非執行董事					
David K.P. Li	李國寶	—	—	—	—	—
W.S. Ng	吳維新	—	—	—	—	—
Carmelo L. Santiago	施雅高	—	—	—	—	—
Reynato S. Puno	Reynato S. Puno	—	—	—	—	—
Cheng Chuk Man William (appointed on 18 April 2015)	鄭則民 (於二零一五年 四月十八日獲委任)	—	—	—	—	—
Adrian M. K. Li (resigned on 17 April 2015)	李民橋 (於二零一五年 四月十七日辭任)	—	—	—	—	—
		—	2,914	—	—	2,914

The executive director waived his entitlement to his director's fees. All of the non-executive directors and independent non-executive directors waived their entitlements to all their emoluments.

執行董事已放棄其袍金。所有非執行董事及獨立非執行董事已放棄其所有酬金。

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

7 Directors' remuneration (Continued)

7 董事酬金 (續)

		2014 二零一四年				
		Directors' fees 袍金 \$'000 千元	Salaries, allowances and benefits in kind 薪金及津貼 \$'000 千元	Discretionary bonuses 酌情花紅 \$'000 千元	Retirement scheme contributions 退休金供款 \$'000 千元	Total 合計 \$'000 千元
Executive director	執行董事					
Ramon G. Torralba	杜華博	—	2,832	—	—	2,832
Non-executive directors	非執行董事					
Ramon S. Ang	蔡啓文	—	—	—	—	—
Carlos Antonio M. Berba	凱顧思	—	—	—	—	—
Chan Wen Mee, May (Michelle)	陳雲美	—	—	—	—	—
Teruyuki Daino	代野照幸	—	—	—	—	—
Roberto N. Huang	黃思民	—	—	—	—	—
Takeshi Wada	和田 猛	—	—	—	—	—
Takashi Hayashi (appointed on 25 April 2014)	林隆史（於二零一四年 四月二十五日獲委任）	—	—	—	—	—
Shobu Nishitani (resigned on 25 April 2014)	西谷尚武（於二零一四年 四月二十五日辭任）	—	—	—	—	—
Independent non-executive directors	獨立非執行董事					
David K.P. Li	李國寶	—	—	—	—	—
W.S. Ng	吳維新	—	—	—	—	—
Carmelo L. Santiago	施雅高	—	—	—	—	—
Reynato S. Puno	Reynato S. Puno	—	—	—	—	—
Adrian M. K. Li	李民橋	—	—	—	—	—
		—	2,832	—	—	2,832

The executive director waived his entitlement to his director's fees. All of the non-executive directors and independent non-executive directors waived their entitlements to all their emoluments.

執行董事已放棄其袍金。所有非執行董事及獨立非執行董事已放棄其所有酬金。

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

8 Individuals with highest emoluments

Of the five individuals with the highest emoluments, one (2014: one) is a director whose emoluments are included in note 7. The aggregate of the emoluments in respect of the remaining four (2014: four) individuals are as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Salaries and other emoluments	薪金及津貼	6,734	6,972
Retirement scheme contributions	退休金供款	875	850
		7,609	7,822

The emoluments of the four (2014: four) individuals with the highest emoluments are within the following bands:

		2015 二零一五年 Number of individuals 人員數目	2014 二零一四年 Number of individuals 人員數目
\$1,500,001 to \$2,000,000	1,500,001 元至 2,000,000 元	2	2
\$2,000,001 to \$2,500,000	2,000,001 元至 2,500,000 元	2	2

8 酬金最高之人員

最高薪五名人員中，一名（二零一四年：一名）為董事（其酬金已於附註7披露）。其餘四名（二零一四年：四名）酬金最高之人員之酬金總額如下：

四名（二零一四年：四名）酬金最高之人員之酬金分析如下：

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

9 Other comprehensive income

Tax effects relating to each component of other comprehensive income

9 其他全面收益

其他全面收益各部分的稅項影響

		2015 二零一五年			2014 二零一四年		
		Before-tax amount 除稅前金額 \$'000 千元	Tax effect 稅項影響 \$'000 千元 (note 21(a)) (附註 21(a))	Net-of-tax amount 除稅後金額 \$'000 千元	Before-tax amount 除稅前金額 \$'000 千元	Tax effect 稅項影響 \$'000 千元 (note 21(a)) (附註 21(a))	Net-of-tax amount 除稅後金額 \$'000 千元
Exchange differences on translation of:	匯兌差額：						
— financial statements of subsidiaries outside Hong Kong	— 換算海外附屬公司財務報表所產生之匯兌差額	22,077	—	22,077	1,282	—	1,282
— monetary items that form part of the net investment in subsidiaries outside Hong Kong	— 換算組成集團於附屬公司之投資的貨幣項目所產生之匯兌差額	(22,499)	—	(22,499)	(1,230)	—	(1,230)
		(422)	—	(422)	52	—	52
Actuarial gains and losses of defined benefit retirement plan (note 20(a)(v))	定額福利退休計劃之精算盈利及虧損 (附註 20(a)(v))	(6,996)	1,100	(5,896)	(2,139)	622	(1,517)
Other comprehensive income	其他全面收益	(7,418)	1,100	(6,318)	(2,087)	622	(1,465)

10 (Loss)/earnings per share

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of \$16,074,000 (2014: profit of \$35,323,000) and on 373,570,560 (2014: 373,570,560) ordinary shares, being the number of ordinary shares in issue throughout the year.

(b) Diluted (loss)/earnings per share

Diluted (loss)/earnings per share is not presented as the Company did not have dilutive potential ordinary shares for both years presented.

10 每股（虧損）／盈利

(a) 每股基本（虧損）／盈利

每股基本（虧損）／盈利乃根據本公司權益持有人應佔（虧損）共 16,074,000 元（二零一四年：公司權益持有人應佔盈利 35,323,000 元）及本年度內已發行之 373,570,560 股普通股（二零一四年：373,570,560 股普通股）計算。

(b) 攤薄之每股（虧損）／盈利

攤薄之每股（虧損）／盈利並未予列出，因本公司並沒有具攤薄性的潛在普通股存在。

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(除另有指示外，均按港幣計算)

11 Property, plant and equipment, investment properties and leasehold land**11 物業、機器及設備、投資物業及租賃土地****(a) Reconciliation of carrying amount****(a) 賬面值對賬**

		Property, plant and equipment 物業、機器及設備					Interests in leasehold land held for own use under operating leases 在經營租賃下 自用而持有的 租賃土地權益		Total
		Land and buildings held for own use 自用土地 及房產 \$'000 千元	Machinery, equipment, furniture and fixtures 機器、設備、 傢俬及裝備 \$'000 千元	Motor vehicles 車輛 \$'000 千元	Construction in progress 在建工程 \$'000 千元	Sub-total 合計 \$'000 千元	Investment properties 投資物業 \$'000 千元		
Cost:	成本：								
At 1 January 2014	於二零一四年一月一日	1,026,080	1,709,078	10,809	339	2,746,306	121,769	124,173	2,992,248
Exchange adjustments	匯兌調整	(1,525)	(2,559)	(45)	(1)	(4,130)	—	(176)	(4,306)
Additions	添置	3,217	6,855	—	1,103	11,175	116	—	11,291
Transfer from construction in progress	轉撥自在建工程	325	940	—	(1,265)	—	—	—	—
Disposals	出售	—	(3,974)	(4,362)	—	(8,336)	—	—	(8,336)
At 31 December 2014	於二零一四年十二月三十一日	1,028,097	1,710,340	6,402	176	2,745,015	121,885	123,997	2,990,897
Accumulated amortisation, depreciation and impairment losses:	累計攤銷、折舊及減值虧損：								
At 1 January 2014	於二零一四年一月一日	633,431	1,640,474	10,746	339	2,284,990	36,413	34,952	2,356,355
Exchange adjustments	匯兌調整	(1,525)	(2,559)	(45)	(1)	(4,130)	—	(63)	(4,193)
Charge for the year (note 5(c))	年內開支 (附註 5(c))	12,705	7,503	50	—	20,258	2,722	2,599	25,579
Transfer from construction in progress	轉撥自在建工程	—	162	—	(162)	—	—	—	—
Written back on disposals	出售撥回	—	(3,791)	(4,362)	—	(8,153)	—	—	(8,153)
At 31 December 2014	於二零一四年十二月三十一日	644,611	1,641,789	6,389	176	2,292,965	39,135	37,488	2,369,588
Net book value:	賬面淨值：								
At 31 December 2014	於二零一四年十二月三十一日	383,486	68,551	13	—	452,050	82,750	86,509	621,309
Cost:	成本：								
At 1 January 2015	於二零一五年一月一日	1,028,097	1,710,340	6,402	176	2,745,015	121,885	123,997	2,990,897
Exchange adjustments	匯兌調整	(26,608)	(44,525)	(212)	(3)	(71,348)	—	(3,072)	(74,420)
Additions	添置	87	3,136	82	1,688	4,993	—	—	4,993
Transfer from construction in progress	轉撥自在建工程	25	1,638	198	(1,861)	—	—	—	—
Transfer from land and buildings held for own use	轉撥自自用土地及房產	(28,078)	—	—	—	(28,078)	28,078	—	—
Disposals	出售	—	(5,166)	—	—	(5,166)	—	—	(5,166)
At 31 December 2015	於二零一五年十二月三十一日	973,523	1,665,423	6,470	—	2,645,416	149,963	120,925	2,916,304
Accumulated amortisation, depreciation and impairment losses:	累計攤銷、折舊及減值虧損：								
At 1 January 2015	於二零一五年一月一日	644,611	1,641,789	6,389	176	2,292,965	39,135	37,488	2,369,588
Exchange adjustments	匯兌調整	(26,608)	(44,525)	(212)	(3)	(71,348)	—	(1,253)	(72,601)
Charge for the year (note 5(c))	年內開支 (附註 5(c))	12,061	8,262	225	—	20,548	3,356	2,588	26,492
Transfer from construction in progress	轉撥自在建工程	—	173	—	(173)	—	—	—	—
Transfer from land and buildings held for own use	轉撥自自用土地及房產	(9,015)	—	—	—	(9,015)	9,015	—	—
Written back on disposals	出售撥回	—	(4,556)	—	—	(4,556)	—	—	(4,556)
At 31 December 2015	於二零一五年十二月三十一日	621,049	1,601,143	6,402	—	2,228,594	51,506	38,823	2,318,923
Net book value:	賬面淨值：								
At 31 December 2015	於二零一五年十二月三十一日	352,474	64,280	68	—	416,822	98,457	82,102	597,381

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

11 Property, plant and equipment, investment properties and leasehold land (Continued)**(b) The analysis of net book value of properties is as follows:**

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Medium term leases	中期租賃		
— in Hong Kong	— 香港	505,878	522,927
— outside Hong Kong	— 香港以外	27,155	29,818
		533,033	552,745
Representing:	分析如下：		
Land and buildings held for own use	自用土地及房產	352,474	383,486
Investment properties	投資物業	98,457	82,750
Interests in leasehold land held for own use under operating leases	在經營租賃下自用而持有的租賃土地權益	82,102	86,509
		533,033	552,745

(c) Assets leased out under operating leases

The Group leases out investment properties which are located at Nos. 9-11 Shing Wan Road, Tai Wai, Shatin, Hong Kong under operating leases. The leases typically run for an initial period of two to three years, with an option to renew each lease upon expiry at which time all terms are renegotiated. None of the leases includes contingent rentals.

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

(c) 經營租賃下之固定資產

本集團根據經營租賃將位於香港沙田大圍成運路9-11號之投資物業出租。租約年期一般為二至三年，可選擇於到期日後續訂租約，屆時將重新商討所有條款。有關租約概不包括或然租金。

本集團根據不可撤銷經營租賃而應收之未來租賃款項如下：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Investment properties	投資物業		
Within 1 year	一年內	16,738	5,911
After 1 year but within 5 years	一年後及五年內	15,950	3,537
		32,688	9,448

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(除另有指示外，均按港幣計算)

11 Property, plant and equipment, investment properties and leasehold land (Continued)

- (d) The fair value of the investment properties at 31 December 2015 is \$396,460,000 (2014: \$285,910,000), which is based on a valuation using the investment approach which considers the capitalisation of net rental income receivable from existing tenancies and the reversionary value of the property after tenancies expire by reference to market sales transactions. The valuation was carried out by an independent firm of surveyors, LCH (Asia-Pacific) Surveyors Limited, who have among their staff Members of the Hong Kong Institute of Surveyors with valuation experience in the location and category of the property being valued.

The fair value measurements are categorised as Level 3 valuations under the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The significant unobservable input in the fair value measurement is the discount rate, which ranged from 2.9% to 3.9% (2014: 2.9% to 3.4%).

11 物業、機器及設備、投資物業及租賃土地 (續)

- (d) 投資物業於二零一五年十二月三十一日之公允值為396,460,000元(二零一四年: 285,910,000元)，以投資法進行估值，根據租金收入轉換為資本值並計及該等物業交吉情況出售(參考自市場上同類型交易)之收入。估值乃由獨立測量師行利駿行測量師有限公司進行，其職員包括香港測量師學會的專業會員，在所估值房產的地區及類別具有估值經驗。

公允值計量根據香港財務報告準則第13號「公允價值計量」所定義之三級公允價值架構獲分類為第三級估值。將公允價值計量分類之等級乃經參考如下估值方法所用數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據(即於計量日同類資產或負債於活躍市場之未經調整報價)計量之公允值
- 第二級估值：使用第二級輸入數據(即未能達到第一級之可觀察輸入數據)且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據之輸入數據
- 第三級估值：採用重大不可觀察數據計量之公允值

計算公允值所採用之重大不可觀察數據為折現率，範圍為2.9%至3.9%(二零一四年：為2.9%至3.4%)。

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(除另有指示外，均按港幣計算)

12 Intangible assets

12 無形資產

		Trademarks 商標 \$'000 千元	Club debentures 會所債權證 \$'000 千元	Total 合計 \$'000 千元
Cost:	成本：			
At 1 January 2014	於二零一四年一月一日	39,116	5,475	44,591
Exchange adjustments	匯兌調整	—	(2)	(2)
At 31 December 2014	於二零一四年十二月三十一日	39,116	5,473	44,589
Accumulated impairment losses:	累計減值虧損：			
At 1 January 2014	於二零一四年一月一日	39,116	287	39,403
Exchange adjustments	匯兌調整	—	(1)	(1)
At 31 December 2014	於二零一四年十二月三十一日	39,116	286	39,402
Net book value:	賬面淨值：			
At 31 December 2014	於二零一四年十二月三十一日	—	5,187	5,187
Cost:	成本：			
At 1 January 2015	於二零一五年一月一日	39,116	5,473	44,589
Exchange adjustments	匯兌調整	—	(41)	(41)
At 31 December 2015	於二零一五年十二月三十一日	39,116	5,432	44,548
Accumulated impairment losses:	累計減值虧損：			
At 1 January 2015	於二零一五年一月一日	39,116	286	39,402
Exchange adjustments	匯兌調整	—	(17)	(17)
At 31 December 2015	於二零一五年十二月三十一日	39,116	269	39,385
Net book value:	賬面淨值：			
At 31 December 2015	於二零一五年十二月三十一日	—	5,163	5,163

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(除另有指示外，均按港幣計算)

13 Investments in subsidiaries

The following list contains the particulars of all the subsidiaries of the Company:

13 附屬公司權益

下表載列本公司所有附屬公司項目：

Name of company 公司名稱	Place of incorporation/ operation 註冊成立／ 經營地點	Issued share capital/registered capital 已發行股本／ 註冊資本	Proportion of ownership interest held by Company Subsidiary 所持股權百分比 本公司 附屬公司		Principal activity 主要業務
Best Investments International Inc.	British Virgin Islands	50,000 ordinary shares of US\$1 each	100%	—	Investment holding
	英屬處女群島	50,000股 每股面值 1美元之普通股			投資控股
		60,000,000 preference shares of US\$1 each	100%	—	
		60,000,000股 每股面值 1美元之優先股			
Hongkong Brewery Limited ("HKBL") (note (i)) (附註(i))	Hong Kong	100 ordinary shares	100%	—	Dormant
	香港	100股 普通股			暫無營業
Ravelin Limited	Hong Kong	10,000,000 ordinary shares	100%	—	Property holding
	香港	10,000,000股 普通股			持有物業
San Miguel (Guangdong) Limited 生力啤(廣東)有限公司	Hong Kong	18,000 class "A" shares	92.989%	—	Investment holding
	香港	18,000股 (A)股			投資控股
		1,000 class "B" shares	100%	—	
		1,000股 (B)股			
Guangzhou San Miguel Brewery Company Limited ("GSMB") (note (ii))	PRC	Registered capital: US\$36,507,000	—	70%	Distribution of beer
廣州生力啤酒有限公司 (「廣州生力」)(附註(ii))	中國	註冊資本： 36,507,000美元			銷售啤酒
San Miguel Shunde Holdings Limited	Hong Kong	200,000 ordinary shares	92%	—	Investment holding
	香港	200,000股 普通股			投資控股
San Miguel (Guangdong) Brewery Company Limited ("SMGB") (note (iii)) 生力(廣東)啤酒有限公司 (「生力廣東」)(附註(iii))	PRC	Registered capital: US\$39,933,000	—	100%	Manufacture and sale of beer
	中國	註冊資本： 39,933,000美元			釀製及銷售啤酒

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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(除另有指示外，均按港幣計算)

13 Investments in subsidiaries (Continued)

Notes:

- (i) HKBL has not traded since incorporation but it established a joint venture, Global Brews Hong Kong Limited, in Hong Kong on 18 March 2011. HKBL holds a 50% equity interest in this entity. As at the date of the approval of these financial statements, the joint venture has not commenced operations.
- (ii) GSMB is an equity joint venture formed between the Company's subsidiary, San Miguel (Guangdong) Limited, and Guangzhou Brewery. According to the joint venture agreement, GSMB has an operating period of 30 years expiring on 29 November 2020.
- (iii) SMGB is a wholly-foreign owned enterprise with an operating period of 50 years expiring on 4 August 2042.

The following table lists out the information relating to SMGB, the only subsidiary of the Group which has material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

13 附屬公司權益 (續)

附註：

- (i) HKBL自註冊成立以來，一直沒有進行任何交易，但於二零一一年三月十八日於香港成立了一間名為Global Brews Hong Kong Limited的合營公司。HKBL持有該實體百分之五十股權。截至本財務報表批准之日，該合營公司體尚未開始其業務。
- (ii) 廣州生力啤酒有限公司乃本公司之附屬公司生力啤（廣東）有限公司與廣州啤酒廠成立之合資合營公司。根據合資合營協議，該公司之經營期為三十年，於二零二零年十一月二十九日屆滿。
- (iii) 生力（廣東）啤酒有限公司為全外資擁有企業，擁有經營期五十年，於二零四二年八月四日屆滿。

下表載列有關生力廣東之資料，生力廣東是本集團唯一擁有重大非控股權益的附屬公司。下列提供的財務資料概要指任何公司間抵銷前之金額。

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
NCI percentage	非控股權益百分比	8%	8%
Current assets	流動資產	45,810	29,024
Non-current assets	非流動資產	29,463	32,155
Current liabilities	流動負債	(43,818)	(61,137)
Non-current liabilities	非流動負債	(393,167)	(369,690)
Net liabilities	負債淨值	(361,712)	(369,648)
Carrying amount of NCI	非控股權益賬面值	(28,937)	(29,572)
Revenue	收入	117,183	98,182
(Loss)/profit for the year	年度（虧損）／盈利	(14,230)	1,349
Total comprehensive income	年度全面收益總額	(14,230)	1,349
(Loss)/profit allocated to NCI	分配至非控股權益（虧損）／盈利	(1,138)	108
Cash generated from/(used in) operating activities	經營業務之現金流入／（流出）	12,255	(8,055)
Cash used in investing activities	投資業務之現金流出	(1,891)	(1,268)
Cash used in financing activities	融資活動之現金流出	(34)	(54)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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(除另有指示外，均按港幣計算)

14 Inventories

14 存貨

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Products in hand and in process	現有產品及在製品	35,223	32,589
Materials and supplies	物料及供應	17,208	18,836
		52,431	51,425

The analysis of the amount of inventories recognised as an expense is as follows:

已確認為開支之存貨金額分析如下：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Carrying amount of inventories sold (note 5(c))	出售存貨賬面值 (附註 5(c))	329,579	414,586

15 Trade and other receivables

15 應收貿易及其他賬項

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Trade receivables	應收貿易賬項	54,443	73,100
Less: Allowance for doubtful debts (note 15(b))	減：呆壞賬撥備 (附註 15(b))	(3,474)	(3,848)
		50,969	69,252
Other debtors, deposits and prepayments	其他應收賬、按金及預付款項	17,803	13,387
		68,772	82,639

The amount of the deposits and prepayments expected to be recovered or recognised as expenses after more than one year is \$2,119,000 (2014: \$1,143,000). All of the other trade receivables, other debtors, deposits and prepayments are expected to be recovered or recognised as expenses within one year.

本集團預計多於一年後可收回或確認為支出的按金及預付款項金額分別為2,119,000元 (二零一四年：1,143,000元)。所有其他應收貿易賬項及其他應收賬、按金及預付款項預計在一年內可收回或列作費用。

The Group held collateral over trade receivables at the end of the reporting period with attributable values as set out below:

本集團在結算日就應收貿易賬項持有以下抵押品：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Buildings	物業	1,803	5,965
Cash deposits	現金存款	2,510	2,483
Bank guarantees	銀行擔保	750	500

Cash deposits disclosed above are included in the other creditors and accrued charges and are expected to be settled after more than one year, as disclosed in note 18.

以上列示的現金存款被列入本集團預計多於一年後支付的其他應付賬項及預提費用，於附註18披露。

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(除另有指示外，均按港幣計算)

15 Trade and other receivables (Continued)

The Group considers that the credit risk arising from the trade receivables is mitigated by the collateral in the amounts indicated above. The value of the buildings collateral represents the estimated market value of the buildings as at 31 December 2015.

(a) Ageing analysis

The ageing of trade receivables (net of allowance for doubtful debts) at the end of the reporting period is as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Current	未到期	38,996	53,930
Less than 1 month past due	過期日少於一個月	7,280	8,667
1 to 3 months past due	過期日為一至三個月	3,006	3,161
More than 3 months but less than 12 months past due	過期日為三個月至十二個月	610	1,689
More than 12 months past due	過期日多於十二個月	1,077	1,805
		50,969	69,252

According to the Group's credit policy set out in note 23(a), the general credit period is payment by the end of the month following the month in which sales take place. Therefore, all the current balances above are within two months from the invoice date.

(b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 1(i)(i)).

The movement in the allowance for doubtful debts during the year is as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
At 1 January	於一月一日	3,848	11,227
Exchange adjustments	匯兌調整	(197)	(35)
Impairment loss recognised	減值虧損確認	444	669
Impairment loss written back	減值虧損撥回	(148)	(269)
Uncollectible amounts written off	沖銷不可收回金額	(473)	(7,744)
At 31 December	於十二月三十一日	3,474	3,848

At 31 December 2015, trade receivables of \$4,525,000 (2014: \$5,024,000) were individually determined to be impaired. The individually impaired receivables were balances in dispute with customers or related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of \$3,474,000 (2014: \$3,848,000) were recognised.

15 應收貿易及其他賬項 (續)

本集團認為上述抵押品減輕了應收貿易賬項的信貨風險。抵押物業價值代表物業於二零一五年十二月三十一日的市值。

(a) 賬齡分析

應收貿易賬項 (扣除呆壞賬撥備) 於結算日之賬齡如下：

	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Current	38,996	53,930
Less than 1 month past due	7,280	8,667
1 to 3 months past due	3,006	3,161
More than 3 months but less than 12 months past due	610	1,689
More than 12 months past due	1,077	1,805
	50,969	69,252

根據載列於附註23(a)本集團的信貨政策，一般信貸於銷售月份後的月份完結時到期。因此，上述所有未到期結餘均在發票日期後兩個月內到期。

(b) 應收貿易賬項之減值虧損

有關應收貿易賬項的減值虧損透過撥備賬記錄，除非本集團信納應收款是無法收回的。在此情況下，減值虧損會直接在應收貿易賬項中撇銷 (附註1(i)(i))。

年內呆壞賬撥備的變動如下：

	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
At 1 January	3,848	11,227
Exchange adjustments	(197)	(35)
Impairment loss recognised	444	669
Impairment loss written back	(148)	(269)
Uncollectible amounts written off	(473)	(7,744)
At 31 December	3,474	3,848

於二零一五年十二月三十一日，本集團將應收貿易賬項其中4,525,000元 (二零一四年：5,024,000元) 按個別確定減值。個別的減值虧損是由於該客戶財政上有困難，而據管理層評估，只有部份款項可以收回，故本集團分別作3,474,000元 (二零一四年：3,848,000元) 的呆壞賬撥備。

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(除另有指示外，均按港幣計算)

15 Trade and other receivables (Continued)**(c) Trade receivables that are not impaired**

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Neither past due nor impaired	未到期及不作撥備	38,905	53,627
Less than 1 month past due	過期日少於一個月	7,280	8,667
1 to 3 months past due	過期日為一至三個月	3,006	3,161
More than 3 months but less than 12 months past due	過期日為三個月至十二個月	564	1,653
More than 12 months past due	過期日為多於十二個月	163	968
		11,013	14,449
		49,918	68,076

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

15 應收貿易及其他賬項 (續)**(c) 沒有作減值虧損之應收貿易賬項**

沒有作減值虧損之應收貿易賬項賬齡如下：

未到期及不作撥備之應收貿易賬項，均為近期沒有拖欠還款記錄的客戶，所以不作撥備。

過期但不作撥備之應收貿易賬項與多名有良好還款記錄的個別客戶有關。據以往經驗，由於其信譽並無重大的改變，管理層相信無須就這些款項作出撥備，同時仍認為這些結欠款項可全部收回。

16 Amounts due from/(to) holding companies, fellow subsidiaries and related companies

Amounts due from/(to) holding companies, fellow subsidiaries and related companies are unsecured, interest-free and do not have fixed repayment terms except for the following trade-related amounts which are repayable under normal trade terms:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	7,140	11,478
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(402)	(1,378)
Amounts due to related companies	應付關連公司賬項	(957)	(2,977)

The trade-related balances were not past due as at 31 December 2015 and 2014.

Related companies included a non-controlling shareholder and companies, the ultimate holding company of which has significant influence over the Group.

16 應收或應付控股公司、同系附屬公司及關連公司賬項

除下列貿易款項須按貿易條款支付外，應收或應付控股公司、同系附屬公司及關連公司賬項均無抵押，免息及無指定償還期：

與貿易相關之結存於二零一五年及二零一四年十二月三十一日並未到期。

關連公司包括非控股股東及其最終控股公司對本集團有重大影響的公司。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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(除另有指示外，均按港幣計算)

17 Cash and cash equivalents and bank deposits**(a) Cash and cash equivalents and bank deposits comprise:**

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Bank deposits within three months of maturity when placed	存放時到期日為三個月內的銀行存款	51,280	68,277
Cash at bank and in hand	銀行結存及現金	46,438	40,297
Cash and cash equivalents in the consolidated statement of financial position and consolidated cash flow statement	綜合財務狀況表及綜合現金流量表中的現金及等同現金項目	97,718	108,574
Bank deposits with more than three months to maturity when placed	存放時到期日為超過三個月內的銀行存款	50,882	27,054

Cash and cash equivalents and bank deposits as at 31 December 2015 include \$23,564,000 (2014: \$12,475,000) placed with banks in Mainland China, the remittance of which is subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

於二零一五年十二月三十一日，現金及等同現金項目及銀行存款包括存於中國內地銀行23,564,000元（二零一四年：12,475,000元），其匯款須受中國政府頒布的相關規則及外匯法規所管制。

(b) Reconciliation of (loss)/profit before taxation to cash generated from operations:**(b) 除稅前（虧損）／盈利與經營業務之現金流入調節表：**

		Note 附註	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
(Loss)/profit before taxation	除稅前（虧損）／盈利		(16,053)	37,227
Adjustments for:	就下列事項作出調整：			
Amortisation of land lease premium	租賃土地款項之攤銷	5(c)	2,588	2,599
Depreciation of property, plant and equipment	物業、機器及設備之折舊	5(c)	20,548	20,258
Depreciation of investment properties	投資物業之折舊	5(c)	3,356	2,722
Interest expense	利息支出	5(a)	4,373	4,253
Interest income	利息收入	4	(887)	(1,522)
Net gain on disposal of non-current assets	出售非流動資產之淨盈利	4	(2,351)	(1,415)
Forfeiture of unclaimed dividends	未認領之股息註銷		—	(214)
Foreign exchange losses	外幣兌換之虧損		1,997	311
Changes in working capital:	營運資本之變動：			
(Increase)/decrease in inventories	存貨之（增加）／減少		(1,006)	7,362
Decrease in trade and other receivables	應收貿易及其他賬項之減少		13,826	4,536
Decrease/(increase) in net amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項淨額之減少／（增加）		4,294	(14,609)
Decrease/(increase) in amounts due from related companies	應收關連公司賬項之減少／（增加）		403	(665)
(Increase)/decrease in amounts due to related companies	應付關連公司賬項之（增加）／減少		(655)	532
Decrease in trade and other payables	應付貿易及其他賬項之減少		(7,334)	(26,455)
(Decrease)/increase in retirement benefit liabilities	退休福利負債之（減少）／增加		(172)	316
Cash generated from operations	經營業務之現金流入		22,927	35,236

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

18 Trade and other payables

18 應付貿易及其他賬項

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Trade payables	應付貿易賬項	46,300	47,448
Other creditors and accrued charges	其他應付賬項	58,160	64,370
		104,460	111,818

Other creditors and accrued charges include provisions for advertising and promotion costs of \$17,834,000 (2014: \$23,643,000).

其他應付賬項及預提費用包括廣告及宣傳撥備分別為17,834,000元（二零一四年：23,643,000元）。

The amounts of other creditors and accrued charges expected to be settled after more than one year are \$2,620,000 (2014: \$2,555,000). All of the other trade and other payables are expected to be settled within one year.

預計於多於一年後支付的其他應付賬項及預提費用分別為2,620,000元（二零一四年：2,555,000元）。所有其他應付貿易及其他賬項預計在一年內支付。

The ageing of trade payables as at the end of the reporting period is as follows:

應付貿易賬項於結算日之賬齡如下：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Current and less than 1 month past due	未到期及過期日少於一個月	44,443	42,359
1 to 3 months past due	過期日為一至三個月	1,574	4,616
3 to 6 months past due	過期日為三至六個月	247	331
More than 6 months past due	過期日多於六個月	36	142
		46,300	47,448

The Group's general payment terms are one to two months from the invoice date. Therefore, the current and less than one month past due balances above are mostly within two to three months from the invoice date.

本集團的一般付款條款是於發票日期後一至兩個月內到期。因此，上述未到期及過期日少於一個月的結餘大部份均在發票日後兩至三個月內。

19 Loan from an intermediate holding company

19 中介控股公司之貸款

At 31 December 2015, the loan from an intermediate holding company was repayable as follows:

於二零一五年十二月三十一日，中介控股公司之貸款須於下列期限償還：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Within 1 year or on demand	一年內或須於要求時償還	—	50,904
After 1 year but within 2 years	一年後但兩年內	50,866	50,904
After 2 years but within 5 years	兩年後但五年內	139,881	89,081
		190,747	139,985
		190,747	190,889

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(除另有指示外，均按港幣計算)

19 Loan from an intermediate holding company

(Continued)

Loan from an intermediate holding company is unsecured, repayable in fifteen equal instalments from March 2017 and bears interest at one year LIBOR plus 1.5% which ranged from 2.01% to 2.59% during the year (2014: 2.05% to 2.16%).

20 Employee retirement benefits**(a) Defined benefit retirement plan**

The Group operates a defined benefit retirement plan which covers 13% (2014: 14%) of the Group's employees. The plan is administered by an independent trustee, with the assets held separately from those of the Group. The members' benefits are determined based on the employees' final remuneration and length of service. Contributions to the plan are made in accordance with the recommendations of an independent actuary who values the retirement plan at regular intervals.

For the purposes of preparing these financial statements, an independent actuarial valuation was carried out at 31 December 2015 by the independent actuary following the methodology set out in HKAS 19, *Employee benefits*.

- (i) The amounts recognised in the consolidated statement of financial position are as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Present value of funded obligations	資助責任的現值	99,080	95,102
Fair value of plan assets	計劃資產之公允值	(72,141)	(74,987)
Retirement benefit liabilities	退休福利負債	26,939	20,115

A portion of the above liabilities is expected to be settled after more than one year. However, it is not practicable to segregate this amount from the amounts payable in the next twelve months, as the retirement benefit payable to plan members and future contributions to plan assets will also depend on staff revenue and future changes in actuarial assumptions.

- (ii) Plan assets consist of the following:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Mutual funds	共同基金	71,997	73,787
Cash	現金	144	1,200
		72,141	74,987

19 中介控股公司之貸款 (續)

中介控股公司之貸款為無抵押，並於二零一七年三月起均分十五期償還，承擔的利率為一年期倫敦銀行同業拆息加1.5%，範圍為2.01%至2.59% (二零一四年內為2.05%至2.16%)。

20 僱員退休金福利**(a) 定額福利退休計劃**

本集團為其13% (二零一四年：14%) 之僱員提供定額福利退休計劃。該計劃乃由一名獨立信託人管理，並與本集團之資產分開獨立處理。成員福利乃按僱員之最後薪金及服務年期計算。計劃之供款乃根據一名獨立精算師之建議釐訂，該精算師定期為退休計劃作出評估。

此外，精算師根據載於香港會計準則第19號「僱員福利」之方法於二零一五年十二月三十一日進行另一評估，以用作編製財務報表。

- (i) 於財務狀況表確認之款額如下：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Present value of funded obligations	資助責任的現值	99,080	95,102
Fair value of plan assets	計劃資產之公允值	(72,141)	(74,987)
Retirement benefit liabilities	退休福利負債	26,939	20,115

上述部份負債預期將於超過一年後支付。然而，由於退休福利對計劃成員之應付款及對計劃資產之未來供款須視乎精算假設之未來變動，因此不適宜將該筆款額與未來十二個月之應付款項分開處理。

- (ii) 計劃資產包括：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Mutual funds	共同基金	71,997	73,787
Cash	現金	144	1,200
		72,141	74,987

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(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

20 Employee retirement benefits (Continued)**(a) Defined benefit retirement plan (Continued)**

(ii) At the end of each reporting period, an asset-liability matching study was performed by the trustees to analyse the outcome of the strategic investment policies. The investment portfolio targets a mix of 45% in equity securities across a range of industries and 55% in government bonds (2014: 45% in equity securities across a range of industries and 55% in government bonds).

(iii) Movements in the present value of the defined benefit obligations:

20 僱員退休金福利 (續)**(a) 定額福利退休計劃 (續)**

(ii) 於每個結算日，受託人會進行資產負債匹配研究，並分析投資政策策略之結果。投資組合目標為一系列行業之45%股票證券組合及55%政府債券。(二零一四年：45%股票證券組合及55%政府債券)。

(iii) 定額福利負債的現值變動：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
At 1 January	於一月一日	95,102	89,613
Remeasurements:	重估：		
— Actuarial gains arising from changes in demographic assumptions	— 人口假設變動產生的精算盈利	—	(1,110)
— Actuarial losses arising from changes in financial assumptions	— 財務假設變動產生的精算虧損	2,026	2,692
— Actuarial losses arising from changes in experience	— 經驗變動產生的精算虧損	688	897
		2,714	2,479
Benefits paid by the plan	計劃支付之福利	(5,408)	(4,008)
Current service cost	現時服務成本	5,114	5,194
Interest cost	利息成本	1,558	1,824
At 31 December	於十二月三十一日	99,080	95,102

The weighted average duration of the defined benefit obligations is 6.5 years (2014: 6.8 years).

定額福利負債之加權平均年期為6.5年(二零一四年：6.8年)。

(iv) Movements in plan assets:

(iv) 計劃資產之變動：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
At 1 January	於一月一日	74,987	71,953
Contributions paid to the plan by the employer	僱主支付的計劃供款	5,785	5,136
Benefits paid by the plan	計劃支付之福利	(5,408)	(4,008)
Interest income	利息收入	1,267	1,517
Return on plan assets, excluding interest income	計劃資產之回報(不包括利息收入)	(4,282)	340
Administrative expenses paid from plan assets	計劃資產之行政開支	(208)	49
At 31 December	於十二月三十一日	72,141	74,987

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(除另有指示外，均按港幣計算)

20 Employee retirement benefits (Continued)**(a) Defined benefit retirement plan (Continued)**

- (v) Amounts recognised in the consolidated statement of comprehensive income are as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Current service cost	現時服務成本	5,114	5,194
Net interest on net defined benefit liability	定額福利淨負債之利息淨額	291	307
Administrative expenses paid from plan assets	計劃資產之行政開支	208	(49)
Total amounts recognised in profit or loss	於損益中確認之開支	5,613	5,452
Actuarial losses	精算虧損	2,714	2,479
Return on plan assets, excluding interest income	計劃資產之回報（不包括利息收入）	4,282	(340)
Total amounts recognised in other comprehensive income	於其他全面收益表確認之開支	6,996	2,139
Total defined benefit costs	定額福利成本總額	12,609	7,591
The current service cost and the net interest on net defined benefit liability are recognised in the following line items in the consolidated income statement:	有關現時服務成本及定額福利淨負債之利息淨額乃於下列綜合收益表內之項目中確認：		
— Cost of sales	— 銷售成本	766	36
— Selling and distribution expenses	— 銷售及分銷開支	2,956	2,310
— Administrative expenses	— 行政開支	1,891	3,106
		5,613	5,452

- (vi) Significant actuarial assumptions and a sensitivity analysis are as follows:

- (vi) 主要的精算假設和敏感度分析如下：

		2015 二零一五年	2014 二零一四年
Discount rate	貼現率	1.40%	1.70%
Future salary increases	未來薪金之增加	5.00%	5.00%

The analysis set out below shows how the defined benefit obligation as at 31 December 2015 would have increased/(decreased) as a result of a 0.25% change in the significant actuarial assumptions:

下列分析說明主要精算假設0.25%之變化對定額福利負債於二零一五年十二月三十一日將增加／（減少）如下：

		Increase of 0.25% 增加0.25% \$'000 千元	Decrease of 0.25% 減少0.25% \$'000 千元
Discount rate	貼現率	(1,693)	1,741
Future salary increases	未來薪金之增加	1,782	(1,741)

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

上述敏感度分析是假設精算假設之變化互不相關，因此敏感度分析並不考慮精算假設之間的相關性。

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(除另有指示外，均按港幣計算)

20 Employee retirement benefits (Continued)**(b) Defined contribution retirement plans**

- (i) Staff employed by the Group in Hong Kong who are not members of the above defined benefit retirement plan are required to join the Group's mandatory provident fund plan under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The mandatory provident fund plan is a defined contribution retirement plan administered by an independent corporate trustee. Under the plan, the Group and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$30,000 (\$25,000 prior to June 2014). Contributions to the plan vest immediately.
- (ii) Employees of the subsidiaries in the PRC are members of pension schemes operated by the PRC government. The Group is required to contribute 12.00% to 14.00% (2014: 12.00% to 20.00%) of employees' remuneration to these pension schemes to fund the benefits. The only obligation for the Group with respect to these pension schemes is the required contribution under the central pension scheme. Contributions to these schemes vest immediately.

21 Income tax in the consolidated statement of financial position**(a) Deferred tax assets and liabilities recognised:**

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

20 僱員退休金福利 (續)**(b) 定額供款退休計劃**

- (i) 根據香港《強制性公積金計劃條例》，本集團在香港僱用而並無加入上述定額福利退休計劃的僱員，須加入本集團的強制性公積金計劃。強制性公積金計劃乃一個由獨立法團受託人管理的定額供款退休計劃。根據有關計劃，本集團及其僱員各自須向計劃作出供款，數額為僱員有關入息的5%，惟每月有關入息的最高水平為30,000元（二零一四年六月以前為25,000元）。對計劃作出的供款即時歸屬。
- (ii) 中國附屬公司僱員為中國政府營運的中央退休金計劃的成員。本集團須對中央退休金計劃供款作為有關福利提供資金，數額為僱員酬金的12.00%至14.00%（二零一四年：12.00%至20.00%）。本集團有關中央退休金計劃的唯一義務為根據中央退休金計劃須作出的有關供款。對計劃作出的供款即時歸屬。

21 財務狀況表所列之遞延稅項**(a) 已確認之遞延稅項資產及負債**

於綜合財務狀況表已確認之遞延稅項資產及負債之組成部分及年內之變動如下：

		Depreciation allowances in excess of the related depreciation 折舊免稅額 超逾有關折舊之數額 \$'000 千元	Impairment losses for receivables and inventories 應收賬項及存貨之減值虧損 \$'000 千元	Retirement benefit liabilities 退休福利之負債 \$'000 千元	Tax losses 稅項虧損 \$'000 千元	Total 總計 \$'000 千元
Deferred tax arising from:	遞延稅項來自：					
At 1 January 2014	於二零一四年一月一日	53,454	(154)	(2,914)	(47,448)	2,938
Charged/(credited) to profit or loss (note 6(a))	於損益中扣除／(計入)(附註6(a))	1,063	74	217	(1,183)	171
Credited to equity (note 9)	於權益中計入(附註9)	—	—	(622)	—	(622)
At 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日及二零一五年一月一日	54,517	(80)	(3,319)	(48,631)	2,487
Charged/(credited) to profit or loss (note 6(a))	於損益中扣除／(計入)(附註6(a))	585	28	(26)	269	856
Credited to equity (note 9)	於權益中計入(附註9)	—	—	(1,100)	—	(1,100)
At 31 December 2015	於二零一五年十二月三十一日	55,102	(52)	(4,445)	(48,362)	2,243

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(除另有指示外，均按港幣計算)

21 Income tax in the consolidated statement of financial position (Continued)**(b) Deferred tax assets not recognised:**

Deferred tax assets have not been recognised in respect of the following items, which pertain to the subsidiaries in the PRC and the Company:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Tax losses	稅項虧損	474,709	543,636
Deductible temporary differences	可抵扣暫時性差異	278,794	360,369
		753,503	904,005

In accordance with the accounting policy set out in note 1(p), deferred tax assets have not been recognised in respect of the above items as it is not probable that the relevant entities will generate future taxable profits against which the above items can be utilised.

The unrecognised tax losses relating to the PRC subsidiaries can be carried forward up to five years from the year in which the loss originated and will expire in the following years:

21 財務狀況表所列之遞延稅項 (續)**(b) 未確認之遞延稅項資產**

本集團於中國的附屬公司及本公司並未就下列各項目所引致之遞延稅項資產做出確認：

	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
根據列示於附註1(p)會計政策，由於未能確定相關附屬公司未來能夠獲得足夠應課稅盈利以抵扣其利益，故本集團並未確認上列項目所引致之遞延稅項資產。		

有關中國附屬公司未確認的稅項虧損自產生日起五年屆滿，有關到期年份如下：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
2015	二零一五年	—	135,636
2016	二零一六年	134,242	142,566
2017	二零一七年	94,471	100,330
2018	二零一八年	36,812	39,094
2019	二零一九年	43,504	45,198
2020	二零二零年	58,110	—
		367,139	462,824

The unrecognised tax losses relating to the Company were \$107,570,000 (2014: \$80,812,000) and do not expire under current tax legislation.

本公司未確認的稅項虧損為107,570,000元(二零一四年：80,812,000元)，並於現行稅務規例下不會到期。

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22 Capital, reserves and dividends**(a) Movements in components of equity**

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

		Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Retained profits 收益儲備 \$'000 千元	Total 總額 \$'000 千元
Balance at 1 January 2014	於二零一四年一月一日結餘	186,785	65,739	200,069	452,593
Changes in equity for 2014:	二零一四年權益變動：				
Actuarial gains and losses of defined benefit retirement plan, net of tax	定額福利退休計劃之精算盈利及虧損(除稅後)	—	—	(1,517)	(1,517)
Profit for the year	年度盈利	—	—	36,495	36,495
Dividends approved in respect of the previous year (note 22(b))	上一財政年度批准之股息(附註22(b))	—	—	(3,736)	(3,736)
Transition to no-par value regime on 3 March 2014 (note 22(c))	於二零一四年三月三日過渡至無面值制度(附註22(c))	65,739	(65,739)	—	—
Dividends declared in respect of the current year (note 22(b))	本財政年度擬派之股息(附註22(b))	—	—	(3,736)	(3,736)
Unclaimed dividends forfeited	未認領之股息註銷	—	—	214	214
Balance at 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日及二零一五年一月一日結餘	252,524	—	227,789	480,313
Changes in equity for 2015:	二零一五年權益變動：				
Actuarial gains and losses of defined benefit retirement plan, net of tax	定額福利退休計劃之精算盈利及虧損(除稅後)	—	—	(5,896)	(5,896)
Loss for the year	年度虧損	—	—	(20,253)	(20,253)
Dividends approved in respect of the previous year (note 22(b))	上一財政年度批准之股息(附註22(b))	—	—	(3,736)	(3,736)
Balance at 31 December 2015	於二零一五年十二月三十一日結餘	252,524	—	197,904	450,428

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year

(b) 股息

(i) 本公司權益持有人之年度股息

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Interim dividend declared and paid of \$Nil per ordinary share (2014: 0.01 per ordinary share)	中期股息每股普通股零元(二零一四年：每股普通股0.01元)	—	3,736
Final dividend proposed after the end of the reporting period of \$Nil per ordinary share (2014: \$0.01 per ordinary share)	於結算日後擬派末期股息每股普通股零元(二零一四年：每股普通股0.01元)	—	3,736
		—	7,472

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於結算日後擬派之股息，並無確認為結算日之負債。

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22 Capital, reserves and dividends (Continued)**(b) Dividends (Continued)**

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

22 股本、儲備及股息 (續)**(b) 股息 (續)**

- (ii) 於年內批准及支付予本公司權益持有人之過往年度股息

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year, of \$0.01 per ordinary share (2014: 0.01 per ordinary share)	於年內批准及支付之過往年度末期股息每股普通股0.01元 (二零一四年：每股普通股0.01元)	3,736	3,736

(c) Share capital**(c) 股本**

		2015 二零一五年 No. of shares 股份數目 '000	\$'000 千元	2014 二零一四年 No. of shares 股份數目 '000	\$'000 千元
Ordinary shares, issued and fully paid:	普通股，已發行及繳足股本：				
At 1 January	於一月一日	373,570	252,524	373,570	186,785
Transition to no-par value regime on 3 March 2014 (note)	於二零一四年三月三日過渡至無面值制度 (附註)	—	—	—	65,739
At 31 December	於十二月三十一日	373,570	252,524	373,570	252,524

Note: The transition to the no-par value regime under the Hong Kong Companies Ordinance occurred automatically on 3 March 2014. On that date, the share premium account and any capital redemption reserve were subsumed into share capital in accordance with section 37 of Schedule 11 to the Ordinance. These changes did not impact the number of shares in issue or the relative entitlement of any of the shareholders. Since that date, all changes in share capital have been made in accordance with the requirements of Parts 4 and 5 of the Ordinance.

附註：根據香港公司條例，過渡至無面值股份制度於二零一四年三月三日自動生效。於該日，按照條例附表11第37條，股份溢價賬和任何股本贖回儲備被歸入股本中。此轉變對已發行股份數目或任何股東的相對權益並無影響。自該日起，所有股本變動已按照新條例第4及第5部的要求處理。

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並可在本公司大會上每持有一股股份投一票。對於本公司的剩餘資產，所有普通股均享有同等權益。

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22 Capital, reserves and dividends (Continued)**(d) Nature and purpose of reserves****(i) Capital reserve**

The capital reserve represents the reserve arising from the capitalisation of retained profits of PRC subsidiaries.

(ii) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of subsidiaries outside Hong Kong and the foreign exchange differences arising from translation of monetary items that in substance form part of the net investment in subsidiaries outside Hong Kong. The reserve is dealt with in accordance with the accounting policy set out in note 1(s).

(e) Distributability of reserves

At 31 December 2015, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the provision of Part 6 of the Hong Kong Companies Ordinance, was \$197,904,000 (2014: \$227,789,000).

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of an adjusted net-debt to equity ratio. For this purpose the Group defines adjusted net-debt as loan from an intermediate holding company plus unaccrued proposed dividends, less bank deposits and cash and cash equivalents. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

During 2015, the Group's strategy was to maintain the adjusted net-debt to equity ratio at a reasonable level, not exceeding 100%. In order to maintain or adjust the ratio, the Group may issue new shares or sell assets to reduce debt.

22 股本、儲備及股息 (續)**(d) 備性質及用途****(i) 資本儲備**

資本儲備乃指一間中國附屬公司之保留盈利資本化而產生之儲備。

(ii) 匯兌波動儲備

匯兌波動儲備包括因換算香港以外之附屬公司財務報表產生之所有匯兌差額及因換算貨幣項目（實則部份屬於外地附屬公司之淨投資）之匯兌差額。該儲備根據附註1(s)所載之會計政策而處理。

(e) 分派儲備

於二零一五年十二月三十一日，按新香港《公司條例》第6部之條文計算，可供分派儲備予本公司權益持有人之儲備總額為197,904,000元（二零一四年：227,789,000元）。

(f) 資本管理

本集團管理資本的主要目標是要保障集團能夠持續經營，從而繼續為股東提供回報及為其他持股份者帶來好處；以風險水平相稱為產品定價，以及確保獲得合理的融資成本。

本集團積極及定期對資本架構展開檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好的資本狀況帶來的優勢及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

本集團以資本淨負債比率為基礎監控其資本架構，與本行業所應用一致。因為這個目的，本集團定明經調整淨負債為中介控股公司之貸款及未計提擬派股息減銀行存款及現金及等同現金項目。經調整資本包括所有權益組成部分減未計提擬派股息。

於二零一五年，本集團之策略是控制經調整資本淨負債比率於100%範圍內。為了維持或調整該比率，本集團或會發行新股，向股東新舉債或出售資產以減低債項。

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(除另有指示外，均按港幣計算)

22 Capital, reserves and dividends (Continued)**(f) Capital management (Continued)**

The net-debt to equity ratio at 31 December 2015 and 2014 was as follows:

	Note	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
	附註		
Loan from an intermediate holding company less bank deposits and cash and cash equivalents	銀行貸款及中介控股公司之貸款減銀行存款及現金及等同現金項目	42,147	55,261
Add: Proposed dividends	加：擬派股息	—	3,736
Adjusted net debt	經調整負債淨額	42,147	58,997
Equity	權益	544,986	571,949
Less: Proposed dividends	減：擬派股息	—	(3,736)
Adjusted capital	經調整資本	544,986	568,213
Adjusted net-debt to equity ratio	經調整資本淨負債比率	8%	10%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司或任何附屬公司並無受制外在資本需求。

23 Financial risk management and fair values

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables, bank deposits and cash and cash equivalents. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

Credit limits are offered to customers following a financial assessment and an established payment record. The general credit period is payment by the end of the month following the month in which sales take place. Security in the form of mortgages, cash deposits or bank guarantees is obtained from certain customers. Customers who are considered to have higher credit risk are required to trade on a cash basis. Credit control staff monitor trade receivables and follow up collections.

23 金融風險管理及公允價值

本集團在一般業務過程中存在信貸、流動資金、利率風險及外匯風險。本集團面對該等風險程度及本集團所採用管理該等風險之財務管理政策及慣例，載述如下。

(a) 信貸風險

本集團的信貸風險主要來自應收貿易及其他賬項及現金及等同現金項目。管理層訂有信貸政策，而且會持續監察該等信貸風險。

信貸限額乃於進行財務評估後及基於已建立的付款記錄而釐定。一般信貸於銷售月份後的月份完結時到期。本集團會從某些客戶取得按揭、銀行存款或銀行擔保作為抵押。若認為客戶有較高信用風險，則以現金進行交易。信貸監控人員會監察應收貿易款項及跟進收款。

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(除另有指示外，均按港幣計算)

23 Financial risk management and fair values

(Continued)

(a) Credit risk (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the end of the reporting period, 19% (2014: 17%) and 56% (2014: 49%) of the total trade and other receivables was due from the Group's largest customer and the five largest customers respectively.

The Group do not provide any guarantees which would expose the Group to credit risk.

The Group's bank deposits and cash and cash equivalents are placed with financial institutions with sound credit ratings and the management considers the Group's exposure to credit risk is low.

The Group's exposure to the credit risk and its policies for managing such risk were unchanged from 2014.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management. The Group regularly monitors its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions and related parties to meet its liquidity requirements in the short and longer term.

23 金融風險管理及公允價值 (續)

(a) 信貸風險 (續)

本集團之信貸風險主要受個別客戶的性質影響。於結算日，19% (二零一四年：17%) 及 56% (二零一四年：49%) 的應收貿易及其他賬項分別來自本集團最大客戶及五大客戶。

本集團並無因作出其他擔保而面對信貸風險。

本集團的現金及等同現金項目是存放於信用評級良好的金融機構。因此，管理層認為本集團面對的信用風險為低。

本集團承受的信貸風險及其管理政策與二零一四年相同。

(b) 流動資金風險

個別經營實體須負責其本身的現金管理及按照本集團政策定期監察其流動資金需要，以確保其維持充裕之現金儲備及主要財務機構承諾提供足夠資金額度，以滿足其短期及長期之流動資金需求。

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(除另有指示外，均按港幣計算)

23 Financial risk management and fair values

(Continued)

(b) Liquidity risk (Continued)

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

		2015 二零一五年				
		Contractual undiscounted cash outflow 合約上未貼現的現金流量			Total 總額 \$'000 千元	Carrying amount 賬面額 \$'000 千元
		Within 1 year or on demand 一年內或 於要求時 到期 \$'000 千元	More than 1 year but less than 2 years 一年後 但兩年內 \$'000 千元	More than 2 years but less than 5 years 兩年後 但五年內 \$'000 千元		
Trade and other payables	應付貿易及其他賬項	104,460	—	—	104,460	104,460
Loan from an intermediate holding company	中介控股公司之貸款	5,193	55,550	145,557	206,300	190,747
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	5,375	—	—	5,375	5,375
Amounts due to related companies	應付關連公司賬項	5,016	—	—	5,016	5,016
		120,044	55,550	145,557	321,151	305,598

		2014 二零一四年				
		Contractual undiscounted cash outflow 合約上未貼現的現金流量			Total 總額 \$'000 千元	Carrying amount 賬面額 \$'000 千元
		Within 1 year or on demand 一年內或 於要求時 到期 \$'000 千元	More than 1 year but less than 2 years 一年後 但兩年內 \$'000 千元	More than 2 years but less than 5 years 兩年後 但五年內 \$'000 千元		
Trade and other payables	應付貿易及其他賬項	111,818	—	—	111,818	111,818
Loan from an intermediate holding company	中介控股公司之貸款	54,612	53,482	90,979	199,073	190,889
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	5,414	—	—	5,414	5,414
Amounts due to related companies	應付關連公司賬項	5,671	—	—	5,671	5,671
		177,515	53,482	90,979	321,976	313,792

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23 Financial risk management and fair values

(Continued)

(c) Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group monitors the level of its variable rate borrowings. The Group's interest rate profile as monitored by management is set out in (i) below.

(i) Interest rate profile

The following table details the interest rate profile of the Group's loan from an intermediate holding company at the end of the reporting period:

		2015 二零一五年		2014 二零一四年	
		Effective interest rate %	Amount \$'000 金額 千元	Effective interest rate %	Amount \$'000 金額 千元
		實際利率 %		實際利率 %	
Variable rate borrowings:	浮動利率貸款：				
— Loan from an intermediate holding company	— 中介控股公司之貸款	2.59	190,747	2.14	190,889

(ii) Sensitivity analysis

At 31 December 2015, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss after taxation and decreased/increased in the Group's retained profits by approximately \$1,907,000 (2014: decreased/increased the Group's profit after taxation and retained profits by approximately \$1,909,000). The tax effect was assumed to be nil as the entity which has drawn down the loan had unrecognised tax losses for deferred tax purposes and it is not probable that it will generate future taxable profits against which the tax losses can be utilised.

The sensitivity analysis above indicates the instantaneous change in the Group's (loss)/profit after taxation and retained profits in respect of the exposure to cash flow interest rate risk arising from floating rate instruments held by the Group at the end of the reporting period. The impact on the Group's (loss)/profit after taxation and retained profits is estimated as an annualised impact on interest expense of such a change in interest rates.

23 金融風險管理及公允價值 (續)**(c) 利率風險**

本集團之利率風險主要由計息貸款產生。本集團會監控浮動利率的貸款水平。本集團由管理層監控的利率結構載於下文(i)。

(i) 利率結構

下表為本集團於結算日之中介控股公司之貸款之利率結構：

(ii) 敏感性分析

於二零一五年十二月三十一日，估計利率上升／下跌一百點子，在其他可變動因素保持不變的情況下，本集團本年度除稅後虧損將增加／減少及累計盈利將減少／增加約1,907,000元（二零一四年：本集團除稅後盈利及累計盈利將減少／增加1,909,000元）。由於未能確定未來能夠獲得足夠應課稅盈利以抵扣稅務虧損，舉債公司並未確認稅務虧損所致之遞延稅項，因此假設並無稅務影響。

以上敏感性分析顯示本集團的除稅後（虧損）／盈利及累計盈利之即時變化，乃由於本集團於結算日所持有的浮動利率工具，引致本集團面臨現金流利率風險所產生。本集團除稅後（虧損）／盈利及累計盈利的影響是以該等利率變化對利息費用的年度影響作估計。

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23 Financial risk management and fair values

(Continued)

(d) Currency risk

The Group is exposed to currency risk primarily through sales, purchases, borrowings, expenses and recharges amongst group entities which give rise to receivables, payables, loans and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars and Euros.

For group entities whose functional currency is Hong Kong dollars, all sales and purchases are denominated in either Hong Kong dollars or United States dollars, except for certain purchases from Europe or Australia. Given that Hong Kong dollar is pegged to the United States dollar, management do not expect that there will be any significant currency risk associated with such United States dollar denominated transactions. For transactions denominated in Euros, management monitor the level of exposure closely and take actions such as an earlier settlement considering movements in the exchange rate. For transactions denominated in Australian dollars, since the volume of such transactions is not significant, management consider the exposure to currency risk to be low.

For group entities whose functional currency is Renminbi, except for certain transactions amongst group entities that are denominated in either Hong Kong dollars or United States dollars, most of other transactions are denominated in Renminbi. For those transactions amongst group entities denominated in United States dollars or Hong Kong dollars, management consider the transaction amounts are not significant and the exposure to currency risk is low.

The Group's exposure to currency risk and its policies for managing such risk were unchanged from 2014.

23 金融風險管理及公允價值 (續)

(d) 外匯風險

本集團主要因買賣交易，借款，集團之間的費用及回付產生以外幣（即就該交易而言並非相關業務之功能貨幣）為單位之應收賬款、應付賬款、借款及現金結存，因而面對外匯風險。引致外幣風險之貨幣主要包括美元及歐羅。

對於集團內以港元作功能貨幣的各個實體，除某些貨品由歐洲或澳洲進行採購外，所有銷貨及購貨均以港元或美元作交易貨幣。由於港元與美元掛鈎，故本集團預期美元／港元匯率不會有大幅變動。至於以歐羅計價之交易，管理層密切監控其面對的風險水平，並應因匯率變動採取措施，如提前結帳。至於以澳元計價之交易，由於以該等貨幣計價的交易量不多，故本集團認為須面對的有關外匯風險不大。

對於集團內以人民幣作功能貨幣的各個實體，除了對集團內交易是以港元或美元作單位，其他交易是以人民幣作單位。有關集團內以美元或港元作單位的交易，管理層認為交易金額不重大，須面對的有關外匯風險不大。

本集團承受外匯風險及其管理政策與二零一四年相同。

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(除另有指示外，均按港幣計算)

23 Financial risk management and fair values

(Continued)

(d) Currency risk (Continued)**(i) Exposure to currency risk**

The following tables detail the Group's significant exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rates at the year end date. Differences resulting from the translation of the financial statements of subsidiaries outside Hong Kong into the Group's presentation currency and the exposure arising from the borrowings from group entities that in substance form part of the net investment in subsidiaries are excluded.

23 金融風險管理及公允價值 (續)**(d) 外匯風險 (續)****(i) 承受之外匯風險**

下表就本集團結算日並非以相關實體功能貨幣計值的已確認資產或負債所承受之外匯風險作出詳細分析。下表不包括集團內因對附屬公司作出借款(該借款實際為組成對附屬公司的淨投資的一部份)而產生的風險。下表的金額乃按結算日之匯率兌換為港幣作呈列之用。因匯兌香港以外附屬公司之財務報表為本集團的呈列貨幣而產生的差額並不包括在內。

**Exposure to foreign currencies
(expressed in Hong Kong dollars)
外幣風險(按港元計算)**

		2015 二零一五年		2014 二零一四年	
		United States dollars 美元 \$'000 千元	Euros 歐羅 \$'000 千元	United States dollars 美元 \$'000 千元	Euros 歐羅 \$'000 千元
Trade and other receivables	應收貿易及其他賬項	2,107	41	2,496	27
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	7,132	—	11,486	—
Bank deposits		15,502	—	—	—
Cash and cash equivalents	現金及等同現金項目	8,417	15	3,307	66
Trade and other payables	應付貿易及其他賬項	(4,668)	(234)	(2,061)	(759)
Loan from an intermediate holding company	中介控股公司之貸款	(190,747)	—	(190,889)	—
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(5,311)	—	(4,968)	—
Amounts due to related companies	應付關連公司賬項	(611)	(5)	(2,715)	(6)
Net exposure	風險承擔淨額	(168,179)	(183)	(183,344)	(672)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

23 Financial risk management and fair values

(Continued)

(d) Currency risk (Continued)**(ii) Sensitivity analysis**

The following table indicates the instantaneous change in the Group's (loss)/profit after taxation and retained profits that would have arisen if foreign exchange rates to which the group entities had significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. Also, the tax effect was assumed to be nil for the entities which had unrecognised tax losses for deferred tax purposes since it is not probable that they will generate future taxable profits against which tax losses could be utilised.

23 金融風險管理及公允價值 (續)**(d) 外匯風險 (續)****(ii) 敏感性分析**

下表顯示本集團於結算日時具重大風險之外幣匯率於當日變動對本集團之除稅後（虧損）／盈利及累計盈利之即時影響，已假設其他風險變數不變。就此而言，已假設港元及美元之間的聯繫匯率大致上不受美元兌其他貨幣之價值變動所影響。並且，由於未能確定未來能夠獲得足夠應課稅盈利以抵扣稅務虧損，實體有未確認稅務虧損所致之遞延稅項，因此假設並無稅務影響。

		2015 二零一五年			2014 二零一四年		
		Increase/ (decrease) in foreign exchange rates	Decrease/ (increase) in loss after taxation \$'000	Decrease/ (increase) in retained profits \$'000	Increase/ (decrease) in foreign exchange rates	Decrease/ (increase) in profit after taxation \$'000	Decrease/ (increase) in retained profits \$'000
		外匯匯率 上升／ (下跌)	除稅後虧損 減少／ (增加) 千元	累計盈利 減少／ (增加) 千元	外匯匯率 上升／ (下跌)	除稅後盈利 減少／ (增加) 千元	累計盈利 減少／ (增加) 千元
United States dollars	美元	10% (10)%	(483) 483	483 (483)	5% (5)%	1 (1)	1 (1)
Euros	歐羅	10% (10)%	(18) 18	18 (18)	5% (5)%	34 (34)	34 (34)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currency of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of subsidiaries outside Hong Kong into the Group's presentation currency and the borrowings from group entities that in substance form part of the net investment in subsidiaries. The analysis has been performed on the same basis as for 2014.

上表所呈列之分析結果指本集團各個實體以個別功能貨幣計量（為呈報目的，已按結算日之匯率兌換為港元）之本年度損益之即時合併影響。

敏感性分析已假設外幣匯率之變動已用於重新計量本集團所持有並於結算日使本集團面臨外匯風險之金融工具，包括集團間以並非借方或貸方之功能貨幣作單位的應收及應付賬項。此變動代表管理層對截至下一年度結算日的匯率可能變動的合理評估。此分析不包括將香港以外附屬公司之財務報表換算成本集團之呈列貨幣所產生之差額。該項分析按與二零一四年相同之基準進行。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

23 Financial risk management and fair values

(Continued)

(e) Fair value

Except for the loan from an intermediate holding company (note 19), other non-trade balances with holding companies, fellow subsidiaries and related companies are unsecured, interest-free and have no fixed repayment terms. Given these terms, it is not meaningful to disclose their fair values.

All other significant financial assets and liabilities are carried at amounts not materially different from their fair values as at 31 December 2015 and 2014.

(f) Offsetting financial assets and financial liabilities

Trade discounts payable included in trade and other payables and trade receivables are offset in the consolidated statement of financial position as the Group currently has a legally enforceable right to set off the recognised amounts and intends to settle on a net basis.

The Group holds cash deposits as collateral over certain trade receivables, which are included in trade payables and not offset against trade receivables as the Group does not have a legally enforceable right to set off the recognised amounts.

The following tables set out the carrying amounts of recognised financial instruments that are subject to the above arrangements.

23 金融風險管理及公允價值 (續)**(e) 公允價值**

與控股公司，同系附屬公司及關連公司的非貿易賬項結餘均為無抵押及免息且無固定還款期，中介控股公司貸款（附註19）除外。鑑於該等條款，披露其公允值之意義不大。

所有其他重大金融資產及負債的賬面價值均與其於二零一五年及二零一四年十二月三十一日的公允價值並無重大差異。

(f) 金融資產及金融負債抵銷

由於本集團現時有權合法強制抵銷已確認金額，並擬按淨額基準結算，故計入應付貿易及其他賬項之應付貿易折扣與應收貿易賬項於綜合財務狀況表內互相抵銷。

本集團持有現金按金作為若干應收貿易賬項之抵押品，該等按金計入應付貿易賬項中，並無與應收貿易賬項互相抵銷，原因為本集團並無合法強制抵銷該等已確認金額之權力。

下表載列受上述安排限制之已確認金融工具之賬面值。

2015
二零一五年

			Gross amounts of recognised financial instruments in the statement of financial position 於財務狀況表 已確認金融工具 之金額	Related financial instruments offset in the statement of financial position 於財務狀況表 抵銷相關金融 工具之金額	Net amounts presented in the statement of financial position 於財務狀況表 之淨額	Related amounts not offset in the statement of financial position — cash collateral received 於財務狀況表沒有 抵銷相關之款項 — 收取現金抵押品	Net amount <

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

23 Financial risk management and fair values

(Continued)

(f) Offsetting financial assets and financial liabilities

(Continued)

23 金融風險管理及公允價值 (續)**(f) 金融資產及金融負債抵銷 (續)**

		2014 二零一四年				
		Gross amounts of recognised financial instruments in the statement of financial position 於財務狀況表 已確認金融工具 之金額	Related financial instruments offset in the statement of financial position 於財務狀況表 抵銷相關金融 工具之金額	Net amounts presented in the statement of financial position 於財務狀況表 之淨額	Related amounts not offset in the statement of financial position — cash collateral received 於財務狀況表沒有 抵銷相關之款項 — 收取現金抵押品	Net amount
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Financial assets						
金融資產						
Trade and other receivables	15					
— Trade receivables		100,952	(31,700)	69,252	(2,483)	66,769
— Financial assets not in the scope of offsetting disclosures		13,387	—	13,387	—	13,387
Financial liabilities						
金融負債						
Trade and other payables	18					
— Trade payables		79,148	(31,700)	47,448	—	47,448
— Financial liabilities not in the scope of offsetting disclosures		64,370	—	64,370	—	64,370

The gross amounts of financial assets and financial liabilities and their net amounts as presented in the statement of financial position that are disclosed in the above tables are measured in the statement of financial position at amortised cost.

The amounts in the above tables that are offset in the statement of financial position are measured on the same basis.

上表所披露有關於財務狀況表中呈列之金融資產及金融負債之金額，以及於財務狀況表中其淨額是按攤銷成本列賬。

上表所列已於財務狀況表中抵銷之金額乃按相同基準列賬。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

24 Commitments

- (a) Capital commitments outstanding at 31 December 2015 not provided for in the financial statements were as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Contracted for	已訂約	—	—
Authorised but not contracted for	已批准但未訂約	6,750	7,496
		6,750	7,496

- (b) At 31 December 2015, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Land and buildings	土地及房產		
Within 1 year	一年內	1,309	1,242
After 1 year but within 5 years	一年後但五年內	1,218	2,409
		2,527	3,651

24 承擔

- (a) 於二零一五年十二月三十一日，未在財務報表中撥備之未付資本承擔詳情如下：

- (b) 於二零一五年十二月三十一日，根據不可撤銷經營租賃而應付之未來最低租賃款項如下：

The Group, as a lessee, leases a number of properties under operating leases. The leases typically run for an initial period of one to four years with an option to renew each lease upon expiry when all terms are renegotiated. None of the leases includes contingent rentals.

本集團作為承租人根據經營租賃而租賃多項房產。該等租賃一般初步為期一至四年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。各項經營租賃並不包括或然租金。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

25 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

(a) Transactions with group companies

		Note 附註	Amounts 金額		Due from/(to) balances at year end 應收／(付) 年底結存	
			2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年
			\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Purchases from	購自	(i)				
— intermediate holding companies	— 中介控股公司		2,982	4,766	(342)	(847)
— fellow subsidiaries	— 同系附屬公司		4,674	24,368	(60)	(531)
— related companies	— 關連公司		21,856	18,367	(957)	(2,977)
Sales to	售予	(i)				
— an intermediate holding company	— 中介控股公司		180,422	164,524	7,124	11,478
— fellow subsidiaries	— 同系附屬公司		133	268	16	—
Royalty payments to	支付專利權費用	(ii)				
— intermediate holding companies	— 中介控股公司		151	151	(12)	(187)
— a related company	— 關連公司		2,116	2,146	(4,059)	(2,694)
Interest expense payable to	利息支出					
— an intermediate holding company	— 中介控股公司	(iii)	4,373	4,253	(405)	(352)
Advertising and promotion subsidy from an intermediate holding company	收中介控股公司廣告及市場推廣補貼	(iv)	24,895	26,564	—	—

Notes:

(i) Sales to and purchases from group companies were carried out at terms mutually agreed by both parties. The terms of the outstanding balances are set out in note 16.

Related companies are related to the Group as their ultimate holding company has a significant influence over the Group.

(ii) Royalties are payable to intermediate holding companies and a minority shareholder for the use of certain trademarks pursuant to relevant licensing agreements.

During the year, an intermediate holding company waived royalties payable by the Group amounting to \$871,000 (2014: \$1,010,000), which is not included in the amounts disclosed above.

(iii) Interest expense was paid for the loan from an intermediate holding company.

(iv) Advertising and promotion subsidy was received from an intermediate holding company for promotion of certain brands in the PRC.

These transactions also constitute connected transactions under the Listing Rules, except for the purchases from related companies, which the directors do not consider to be connected transactions under the Listing Rules.

25 重大關連人士交易

除本財務報表另有披露之交易及結餘外，本集團已訂立以下重大關連人士交易：

(a) 集團內主要關連交易

附註：

(i) 此等交易按雙方同意之條款進行。有關其結餘之條款於附註16內列明。

關連公司與本集團有關連因其最終控股公司對本集團有重大影響。

(ii) 專利權是指就有關特許合同所訂，因使用個別商標支付予中介控股公司及非控股股東的費用。

於本年度，中介控股公司撤回本集團的專利權費用共871,000元（二零一四年：1,010,000元），此金額並沒有包括在以上所披露的金額中。

(iii) 利息支出乃自中介控股公司的貸款。

(iv) 從中介控股公司收取的廣告及市場推廣補貼乃補貼若干品牌在中國的推廣。

根據上市規則，此等交易（購自關連公司之交易除外）構成關連交易。因應有關條例，本公司董事對採購自關連公司交易不考慮為關連交易。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

25 Material related party transactions (Continued)**(b) Other transactions with group companies**

		Amounts 金額		Due from/(to) balances at year end 應收／(付) 年底結存	
		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Expenses paid by the Group on behalf of group companies	由本集團代關連公司代支費用				
— intermediate holding companies	— 中介控股公司	916	746	—	—
— fellow subsidiaries	— 同系附屬公司	31	26	17	12
— a related company	— 關連公司	2,923	3,716	262	665
Expenses paid by group companies on the Group's behalf	由關連公司代本集團代支費用				
— intermediate holding companies	— 中介控股公司	3,645	4,724	(4,549)	(3,492)
— fellow subsidiaries	— 同系附屬公司	—	—	(7)	(5)

(c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and the highest paid employees as disclosed in note 8, is as follows:

(c) 主要管理人員酬金

本集團主要管理人員之酬金（包括附註7所披露向本公司董事支付之款項及附註8所披露向若干最高薪僱員支付之款項）如下：

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Short-term employee benefits	短期僱員福利	17,420	16,772
Post-employment benefits	離職後福利	1,622	1,395
		19,042	18,167

Total remuneration is included in "staff costs" (see note 5(b)).

總酬金已計入「員工薪酬」內（見附註5(b)）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

26 Company — level statement of financial position**26 本公司 — 財務狀況表**

	Note 附註	2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、機器及設備	375,557	390,302
Interests in leasehold land held for own use under operating leases	在經營租賃下自用而持有的租賃土地權益	54,946	56,690
		430,503	446,992
Intangible assets	無形資產	4,781	4,781
Investments in subsidiaries	附屬公司權益	630,148	628,842
		1,065,432	1,080,615
Current assets	流動資產		
Inventories	存貨	31,696	37,326
Trade and other receivables	應收貿易及其他賬項	57,456	74,155
Amounts due from holding companies and fellow subsidiaries	應收控股公司及同系附屬公司賬項	7,131	7,759
Amount due from a subsidiary	應收附屬公司賬項	130	—
Amounts due from related companies	應收關連公司賬項	262	665
Bank deposits	銀行存款	15,502	27,054
Cash and cash equivalents	現金及等同現金項目	96,134	82,501
		208,311	229,460
Current liabilities	流動負債		
Trade and other payables	應付貿易及其他賬項	(45,754)	(56,049)
Loan from an intermediate holding company	中介控股公司之貸款	—	(50,904)
Amounts due to holding companies and fellow subsidiaries	應付控股公司及同系附屬公司賬項	(983)	(1,807)
Amounts due to related companies	應付關連公司賬項	(891)	(2,889)
		(47,628)	(111,649)
Net current assets	流動資產淨值	160,683	117,811

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

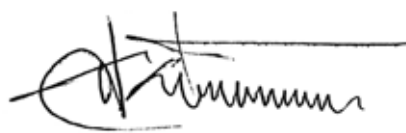
(除另有指示外，均按港幣計算)

26 Company — level statement of financial position (Continued)**26 本公司 — 財務狀況表 (續)**

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元
	Note 附註		
Total assets less current liabilities	總資產減流動負債	1,226,115	1,198,426
Non-current liabilities	非流動負債		
Loan from an intermediate holding company	中介控股公司之貸款	(190,747)	(139,985)
Amounts due to subsidiaries	應付附屬公司賬項	(558,001)	(558,013)
Retirement benefit liabilities	退休福利負債	(26,939)	(20,115)
		(775,687)	(718,113)
NET ASSETS	資產淨值	450,428	480,313
CAPITAL AND RESERVES	股本及儲備		
	22(a)		
Share capital	股本	252,524	252,524
Other reserves	其他儲備	197,904	227,789
TOTAL EQUITY	權益總額	450,428	480,313

Approved and authorised for issue by the board of directors on 4 February 2016.

經由董事會於二零一六年二月四日批准及授權刊發。


Ramon S. Ang
Director蔡啓文
董事

Ramon G. Torralba
Director杜華博
董事

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

27 Immediate and ultimate controlling party

At 31 December 2015, the directors consider the immediate parent and ultimate controlling party of the Group to be Neptunia Corporation Limited and Top Frontier Investment Holdings, Inc. respectively. Neptunia Corporation Limited is incorporated in Hong Kong while Top Frontier Investment Holdings, Inc. is incorporated in the Republic of the Philippines. Top Frontier Investment Holdings, Inc. produces financial statements available for public use.

27 直接及最終控股公司

於二零一五年十二月三十一日，董事認為本集團的直接母公司及最終控股公司分別為立端利有限公司及Top Frontier Investment Holdings, Inc.。立端利有限公司於香港註冊成立而Top Frontier Investment Holdings, Inc.則於菲律賓共和國註冊成立。Top Frontier Investment Holdings, Inc.編製財務報表予公眾使用。

28 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2015

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and new standards which are not yet effective for the year ended 31 December 2015 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

28 已頒布但未於截至二零一五年十二月三十一日止年度生效的準則修訂、新準則及詮釋可能造成的影響

截至本財務報表刊發日，香港會計師公會已頒布多項於截至二零一五年十二月三十一日止年度仍未生效的準則修訂及新準則，而本財務報表並無採納該等修訂及新準則。其中，以下與本集團有關：

	Effective for accounting periods beginning on or after		於下列日期或 之後開始之 會計期間生效
<i>Annual Improvements to HKFRSs 2012-2014 Cycle</i>	1 January 2016	香港財務報告準則 二零一二年至二零一四年 週期之年度改進	二零一六年 一月一日
Amendments to HKAS 1, <i>Disclosure initiative</i>	1 January 2016	香港會計準則第1號（修訂） 「披露計劃」	二零一六年 一月一日
Amendments to HKAS 16 and HKAS 38, <i>Clarification of acceptable methods of depreciation and amortisation</i>	1 January 2016	香港會計準則第16號 及香港會計準則第38號 （修訂）「折舊及攤銷 可接受方法之澄清」	二零一六年 一月一日
HKFRS 15, <i>Revenue from contracts with customers</i>	1 January 2018	香港財務報告準則第15號 「客戶合約收益」	二零一八年 一月一日
HKFRS 9, <i>Financial instruments</i>	1 January 2018	香港財務報告準則第9號 「金融工具」	二零一八年 一月一日
HKFRS 16, <i>Leases</i>	1 January 2019	香港財務報告準則第16號 「租賃」	二零一九年 一月一日

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正評估該等準則修訂於首次應用時之影響，到目前為止，本集團認為採納該等準則修訂對本集團綜合財務報表構成重大影響的可能性不大。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



**Independent auditor's report to the shareholders of
San Miguel Brewery Hong Kong Limited**
(Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of San Miguel Brewery Hong Kong Limited (the "Company") and its subsidiaries (together "the Group") set out on pages 62 to 125, which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

獨立核數師報告
致香港生力啤酒廠有限公司股東
(於香港註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第62頁至第125頁香港生力啤酒廠有限公司(「貴公司」)及其附屬公司(全體稱為「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一五年十二月三十一日的綜合財務狀況表,截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司的董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表,並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制負責。

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表發表意見。我們是按照香港公司條例第405條的規定,僅向整體成員報告。除此之外,我們的報告書不可用作其他用途。我們概不就本報告書的內容,對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。這些準則要求我們遵守道德規範,並規劃及執行審計,以對綜合財務報表是否存在任何重大錯誤陳述獲取合理保證。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITY (Continued)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2015 and of the Group's financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the Hong Kong Companies Ordinance.



KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

4 February 2016

核數師的責任 (續)

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司的內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實而中肯地反映 貴集團於二零一五年十二月三十一日的財務狀況及截至該日止年度 貴集團的盈利和現金流量，並已遵照香港《公司條例》妥為擬備。

畢馬威會計師事務所
執業會計師

香港中環
遮打道10號
太子大廈8樓

二零一六年二月四日



我們在廣東省一個省級頻道播出電視廣告，以支持我們在該省的業務擴張。



廣州
Guangzhou Live

州的新闻资讯平台

GROUP PROPERTIES 集團物業

Details of the major property of the Group are as follow:

本集團之主要物業詳情如下：

Location 地點	Existing use 現時用途	Term of lease 租期
Major property held for investment 持作投資的主要物業		
Portions of Dangerous Goods Store, two Car Parking Spaces on the Ground Floor, the whole of Mezzanine Floor, the whole of Second Floor, the whole of third Floor, a portion of Fourth and Fifth Floor, the whole of Sixth Floor and a portion of Roof Floor, San Miguel Industrial Building Nos. 9-11 Shing Wan Road, Tai Wai, Shatin, Hong Kong	Warehouse rental	Medium-term
部分危險品倉庫，地下兩個泊車車位， 閣樓全層，二樓全層，三樓全層， 部分四樓及部分五樓， 六樓全層，及部份天台， 香港沙田大圍成運路9-11號 生力工業大廈	貨倉租賃	中期



成功推行經銷商發展
項目令我們在價值鏈上
有更大控制。

FIVE YEAR SUMMARY 五年賬目摘要

(Expressed in Hong Kong dollars)

(以港幣計算)

		2015 二零一五年 \$'000 千元	2014 二零一四年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元 (restated) (已重列)	2011 二零一一年 \$'000 千元
Results	業績					
Revenue	收入	569,502	728,640	687,093	686,362	683,879
(Loss)/profit before taxation	除稅前(虧損)/盈利	(16,053)	37,227	22,283	230,009	(69,027)
Income tax (charge)/credit	所得稅(支出)/計入	(856)	(233)	3,541	(3,033)	389
(Loss)/profit for the year	年度(虧損)/盈利	(16,909)	36,994	25,824	226,976	(68,638)
Attributable to:	應佔如下:					
— Equity shareholders of the Company	— 本公司權益持有人	(16,074)	35,323	26,010	237,655	(53,464)
— Non-controlling interests	— 非控股權益	(835)	1,671	(186)	(10,679)	(15,174)
(Loss)/profit for the year	年度(虧損)/盈利	(16,909)	36,994	25,824	226,976	(68,638)
(Loss)/earnings per share	每股(虧損)/盈利					
— Basic (cents)	— 基本(仙)	(4)	9	7	64	(14)
Cash dividends per share (cents)	每股現金股息(仙)	—	2	1	—	—
Assets and liabilities	資產與負債					
Fixed assets	固定資產	597,381	621,309	635,893	654,678	389,671
Intangible assets	無形資產	5,163	5,187	5,188	5,426	5,709
Net current assets/(liabilities)	流動資產/(負債)淨值	162,371	108,040	114,032	34,953	(73,729)
Total assets less current liabilities	總資產減流動負債	764,915	734,536	755,113	695,057	321,651
Retirement benefit liabilities	退休福利負債	(26,939)	(20,115)	(17,660)	(34,534)	(20,975)
Deferred tax liabilities	遞延稅項負債	(2,243)	(2,487)	(2,938)	(3,595)	(3,453)
Bank loan	銀行貸款	—	—	—	(145,092)	—
Loan from an intermediate holding company	中介控股公司之貸款	(190,747)	(139,985)	(190,837)	—	—
Net assets	資產淨值	544,986	571,949	543,678	511,836	297,223
Capital and reserves	股本及儲備					
Share capital: nominal value	股本: 面值	—	—	186,785	186,785	186,785
Other statutory capital reserves	其他法定資本儲備	—	—	65,739	65,739	65,739
Share capital and other statutory capital reserves	股本及其他法定資本儲備	252,524	252,524	252,524	252,524	252,524
Other reserves	其他儲備	319,516	347,386	320,897	287,926	62,627
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益	572,040	599,910	573,421	540,450	315,151
Non-controlling interests	非控股權益	(27,054)	(27,961)	(29,743)	(28,614)	(17,928)
Total equity	權益總值	544,986	571,949	543,678	511,836	297,223

Notes to the five year summary:

五年賬目摘要附註:

In order to comply with the revised HKAS 19, Employee benefits, in 2013, the Group changed its accounting policy for its defined benefit retirement plan. This change has been applied retrospectively for the year ended 31 December 2012 but not for the preceding years as the directors consider that the effect is not material to those years.

為了符合香港會計準則第19號(經修訂)「僱員福利」,於二零一三年,本集團改變其定額福利退休計劃之會計政策。此改變由截至二零一二年十二月三十一日止年度開始已被追溯性地應用,由於董事認為對過往年度影響並不重大,因此過往年度沒有被追溯性地應用。



**SAN MIGUEL BREWERY
HONG KONG LTD.**

香港生力啤酒廠有限公司

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香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 236)

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND NOMINATION COMMITTEE MEMBER

The Board announces that Mr. Teruyuki Daino has tendered his resignation as non-executive director and nomination committee member of the Company with effect from 30 March 2016.

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND NOMINATION COMMITTEE MEMBER

The board of directors (the “Board”) of San Miguel Brewery Hong Kong Limited (the “Company”) announces that Mr. Teruyuki Daino (“Mr. Daino”) has resigned as non-executive director and nomination committee member of the Company with effect from 30 March 2016 due to his new assignment in the Kirin group of companies which will require more of his time. Mr. Daino has confirmed that there is no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

The Board would like to express its gratitude to Mr. Daino for his valuable efforts and contribution to the Company during his tenure of appointment.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 30 March 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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VOLUNTARY ANNOUNCEMENT

Entering into a Distribution Agreement with Arcobraeu Graefliches Brauhaus GmbH & Co. KG

This is a voluntary announcement made by San Miguel Brewery Hong Kong Limited (the “Company”).

The board of directors (the “Directors”) of the Company (the “Board”) is pleased to announce that on 7 March 2016, the Company, as the purchaser (the “Purchaser”) and Arcobraeu Graefliches Brauhaus GmbH & Co. KG, as the vendor (the “Vendor”) entered into a distribution agreement (the “Distribution Agreement”) pursuant to which the Purchaser shall purchase from the Vendor beer products under the brand name “Arcobräu” to be distributed by the Purchaser in Hong Kong commencing from 7 March 2016, the date of signing of the distribution agreement by both the Purchaser and the Vendor, to 28 February 2017 (the “Distribution Arrangement”).

The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge, information and belief, the Vendor and its ultimate beneficial owner(s) is a third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). The Company believes that the Distribution Arrangement allows it to broaden its product brand portfolio and benefit from a growth in revenue in addition to the sales of the Company’s own San Miguel products. The Company is also currently in talks with other imported international premium/craft brands for the distribution of their products.

The transactions contemplated under the Distribution Arrangement will be of a revenue nature in the ordinary and usual course of business of the Company under Rule 14.04(1)(g) of the Listing Rules and should not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules nor any connected transaction under Chapter 14A of the Listing Rules.

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 7 March 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Teruyuki Daino, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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**DELAY IN DESPATCH OF CIRCULAR
IN RELATION TO
CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcement of San Miguel Brewery Hong Kong Ltd. (the “**Company**”) dated 4 February 2016 (the “**Announcement**”) in relation to the Continuing Connected Transactions. All capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement unless stated otherwise.

As stated in the Announcement, the Company will despatch a circular (the “**Circular**”) containing information on the Master Agreement, the Continuing Connected Transactions and the Annual Caps, among other things, on or before 1 March 2016. In the course of preparing the Circular, the Company considers it more relevant to refer to the audited financial information to be set out in the annual report of the Company for the financial year ended 31 December 2015 in the Circular. Accordingly, the Company intends to despatch the Circular immediately after the publication of the annual report on 30 March 2016.

By Order of the Board
John K.L. Cheung
Company Secretary

Hong Kong, 2 March 2016

As at the date of this announcement, the Board comprises the executive Director, Mr. Ramon G. Torralba, the non-executive Directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Teruyuki Daino, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive Directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.



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(Stock Code: 236)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE
(Effective from 1 January 2016)

1. GENERAL SCOPE AND AUTHORITY

- 1.1 San Miguel Brewery Hong Kong Limited (the “Company”) Audit Committee (the “Committee”) is a committee of the board of the Company established under Article 131 of the Articles of Association of the Company (the “Articles”).
- 1.2 Proceedings and meetings of the Committee will be governed by the provisions of the Articles on regulation of the proceedings and meetings of the board of the Company in so far as they are applicable and not inconsistent with these terms of reference.
- 1.3 The purpose of the Committee is to assist the board of the Company in fulfilling its corporate governance and oversight responsibilities in relation to financial reporting, internal control structure, risk management systems and internal and external audit functions.
- 1.4 The Committee is authorised by the board to investigate any activity within its functions and responsibilities outlined its terms of reference. The Committee is a non-executive committee tasked with recommending to the board appropriate actions emanating from these investigations. The Committee shall have unrestricted access to personnel, records, internal and external auditors, risk assessment and assurance and senior management, as appropriate. The Committee is authorised by the board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary in the performance of its functions.
- 1.5 The Committee shall be provided with sufficient resources by the Company to discharge its duties.

2. COMPOSITION

- 2.1 The Committee shall be comprised of at least three independent non-executive directors, each of whom is financially literate. At least one member should have a background in financial reporting, accounting or auditing. The chairman of the Company may not be the chairman of the Committee.
- 2.2 The Committee comprises of the following members:

Dr. the Hon. Sir David K. P. Li (chairman)
Mr. Wai Sun Ng
Mr. Carmelo L. Santiago

- 2.3 Members will be proposed by the chairman of the Company and approved by the directors. Members shall be appointed for an initial term of three years. Membership shall be reviewed every three years, or earlier if the board deems necessary.
- 2.4 Periodic rotation of the members' appointments is encouraged.
- 2.5 A quorum will comprise any two Committee members. In the absence of the Committee chairman or appointed delegate, the Committee members present shall elect one of their members as chairman of the meeting.
- 2.6 The chairman of the Committee shall not have a second or casting vote.
- 2.7 The Company secretary shall be the secretary of the Committee.

3. MEETINGS

- 3.1 The Committee shall meet as frequently as required but not less than twice a year. Any Committee member or the secretary may call a meeting of the Committee, or the external auditors may request a Committee member to call a meeting.
- 3.2 A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all board members) at least seven working days prior to the date of the meeting. The relevant supporting papers are sent in full to all committee members at least 3 days before each meeting..
- 3.3 The Committee shall have access to professional advice from employees within the Company and from appropriate external advisers. The Committee may meet with these external advisers without management being present.
- 3.4 The chairman of the Committee, or delegate, shall report to the board on the decisions and recommendations made by the Committee following each meeting, except where there are legal or regulatory restrictions on such reporting by the Committee to the board.
- 3.5 Full minutes of the proceedings of, and resolutions made during, Committee meetings shall be kept by the secretary of the Committee. Draft minutes shall be sent to the Committee members for their comment, and final versions of the minutes shall be distributed to all Committee members and other directors after the same has been approved by the Committee chairman. Notices, minutes, agenda and supporting papers will be made available to any director upon request to the secretary of the Committee.
- 3.6 The Committee may invite any person to attend the meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation shall be issued to:
- Chairman of the board;
 - Managing director;
 - Chief finance officer;
 - Internal auditor; and
 - Engagement partners of the Company's external auditing firm.

3.7 The Committee will meet with the Company's external auditors without members of management being present, whenever it is deemed appropriate by the chairman of the Committee.

3.8 At the discretion of the chairman of the Committee, separate meetings may also be held with any member of Company's management.

4. DUTIES AND RESPONSIBILITIES

The duties of the Committee are:

4.1 Relationship with the Company's external auditors

- (a) to be primarily responsible for making recommendation to the board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Committee shall discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (c) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing of all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee shall report to the board, identifying and making recommendations on any matters where action or improvement is needed;

4.2 Review of the Company's financial information

- (a) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the board, the Committee should focus particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards; and

- (vi) compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other legal requirements in relation to financial reporting;
- (b) in regard to (a) above:
- (i) members of the Committee shall liaise with the board and senior management and the Committee must meet, at least twice a year, with the Company's auditors; and
 - (ii) the Committee shall consider any significant or unusual items that are, or may need to be, reflected in report and account, it shall give due consideration to any matters that have been raised by the Company's qualified accountant, compliance officer or auditors;

4.3 Oversight of the Company's financial reporting system, risk management and internal control systems

- (a) to review the Company's financial controls, and unless expressly addressed by a separate board risk committee, or by the board itself, to review the Company's risk management and internal control systems;
- (b) to discuss the risk management and internal control systems with the management to ensure that management has discharged its duty to have effective systems. This discussion shall include the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting and financial reporting function;
- (c) to consider any findings of major investigations on risk management and internal control matters as delegated by the board or on its own initiative and management's response to these findings;
- (d) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor the effectiveness;
- (e) to review the financial and accounting policies and practices of the Company and its subsidiaries;
- (f) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- (g) to ensure that the board will provide a timely response to the issues raised in the external auditor's management letter;
- (h) to report to the board on the matters set out in the Corporate Governance Code; and
- (i) to consider other topics, as defined by the board.

- 4.4 To review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and
- 4.5 To act as the key representative body for overseeing the Company's relations with external auditor.

5. SELF ASSESSMENT

- 5.1 The Committee shall assess its effectiveness periodically, with a view to ensuring that its performance accords with best practice. The Committee's terms of reference shall be reviewed annually, updated as required, and shall be made available to any requesting party upon written request to the Company secretary.

5 February 2016

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SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31 DECEMBER 2015

The Board of Directors of San Miguel Brewery Hong Kong Limited (the “Company”) hereby announces the consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2015, together with the comparative figures for the previous financial year. The annual results have been reviewed by the Audit Committee of the Company.

CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2015

(Expressed in Hong Kong dollars)

		2015	2014
	Note	\$'000	\$'000
Revenue	3	569,502	728,640
Cost of sales		(331,846)	(416,883)
Gross profit		237,656	311,757
Other net income	4	39,837	55,358
Selling and distribution expenses		(197,195)	(230,005)
Administrative expenses		(83,784)	(85,217)
Other operating expenses		(8,069)	(10,258)
(Loss)/profit from operations		(11,555)	41,635
Finance costs	5(a)	(4,498)	(4,408)
(Loss)/profit before taxation	3, 5	(16,053)	37,227
Income tax	6	(856)	(233)
(Loss)/profit for the year		(16,909)	36,994

CONSOLIDATED INCOME STATEMENT *(Continued)**for the year ended 31 December 2015**(Expressed in Hong Kong dollars)*

		2015	2014
	<i>Note</i>	\$'000	\$'000
Attributable to:			
Equity shareholders of the Company		(16,074)	35,323
Non-controlling interests		(835)	1,671
(Loss)/profit for the year		(16,909)	36,994
(Loss)/earnings per share			
— Basic (cents)	7(a)	(4)	9
— Diluted (cents)	7(b)	N/A	N/A

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME*for the year ended 31 December 2015**(Expressed in Hong Kong dollars)*

	2015	2014
	\$'000	\$'000
(Loss)/profit for the year	(16,909)	36,994
Other comprehensive income for the year (after tax)		
<i>Items that may be reclassified subsequently to profit or loss</i>		
Exchange differences on translation of:		
— financial statements of subsidiaries outside Hong Kong	22,077	1,282
— monetary items that form part of the net investment in subsidiaries outside Hong Kong	(22,499)	(1,230)
	(422)	52
<i>Items that will not be reclassified to profit or loss</i>		
Actuarial gains and losses of defined benefit retirement plan	(5,896)	(1,517)
	(6,318)	(1,465)
Total comprehensive income for the year	(23,227)	35,529
Attributable to:		
Equity shareholders of the Company	(24,134)	33,747
Non-controlling interests	907	1,782
Total comprehensive income for the year	(23,227)	35,529

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at 31 December 2015

(Expressed in Hong Kong dollars)

		2015	2014
	<i>Note</i>	\$'000	\$'000
Non-current assets			
Property, plant and equipment		416,822	452,050
Investment properties		98,457	82,750
Interests in leasehold land held for own use under operating leases		82,102	86,509
		597,381	621,309
Intangible assets		5,163	5,187
		602,544	626,496
Current assets			
Inventories		52,431	51,425
Trade and other receivables	8	68,772	82,639
Amounts due from holding companies and fellow subsidiaries		7,157	11,490
Amounts due from related companies		262	665
Bank deposits		50,882	27,054
Cash and cash equivalents		97,718	108,574
		277,222	281,847
Current liabilities			
Trade and other payables	9	(104,460)	(111,818)
Loan from an intermediate holding company		—	(50,904)
Amounts due to holding companies and fellow subsidiaries		(5,375)	(5,414)
Amounts due to related companies		(5,016)	(5,671)
		(114,851)	(173,807)
Net current assets		162,371	108,040

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)*at 31 December 2015**(Expressed in Hong Kong dollars)*

	2015	2014
<i>Note</i>	\$'000	\$'000
Total assets less current liabilities	764,915	734,536
	-----	-----
Non-current liabilities		
Loan from an intermediate holding company	(190,747)	(139,985)
Retirement benefit liabilities	(26,939)	(20,115)
Deferred tax liabilities	(2,243)	(2,487)
	-----	-----
	(219,929)	(162,587)
	-----	-----
NET ASSETS	544,986	571,949
	=====	=====
CAPITAL AND RESERVES		
Share capital	252,524	252,524
Other reserves	319,516	347,386
	-----	-----
Total equity attributable to equity shareholders of the Company	572,040	599,910
Non-controlling interests	(27,054)	(27,961)
	-----	-----
TOTAL EQUITY	544,986	571,949
	=====	=====

NOTES TO THE ANNUAL RESULTS

(Expressed in Hong Kong dollars)

1 BASIS OF PREPARATION

The unaudited financial information relating to the year ended 31 December 2015 and the financial information relating to the year ended 31 December 2014 included in this preliminary announcement of annual results for the year ended 31 December 2015 does not constitute the Company's statutory annual consolidated financial statements for those years but, in respect of the year ended 31 December 2014, is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance is as follows:

The financial statements for the year ended 31 December 2015 have yet to be reported on by the Company's auditor and will be delivered to the Registrar of Companies in due course.

The Company has delivered the financial statements for the year ended 31 December 2014 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on these financial statements for the year ended 31 December 2014. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

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

The measurement basis used in the preparation of the statutory financial statements is the historical cost basis.

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following amendment to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 19, *Employee benefits: Defined benefit plans: Employee contributions*
- *Annual Improvements to HKFRSs 2010-2012 Cycle*
- *Annual Improvements to HKFRSs 2011-2013 Cycle*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. The impact of the adoption of the amended HKFRS is discussed below:

Amendments to HKAS 19, Employee benefits: Defined benefit plans: Employee contributions

The amendments introduce a relief to reduce the complexity of accounting for certain contributions from employees or third parties under defined benefit plans. When the contributions are eligible for the practical expedient provided by the amendments, a company is allowed to recognise the contributions as a reduction of the service cost in the period in which the related service is rendered, instead of including them in calculating the defined benefit obligation. The amendments do not have an impact on the Group's financial statements as the defined benefit plans operated by the Group are wholly funded by contributions from the Group and do not involve contributions from employees or third parties.

Annual Improvements to HKFRSs 2010-2012 Cycle and 2011-2013 Cycle

These two cycles of annual improvements contain amendments to nine standards with consequential amendments to other standards. Among them, HKAS 24, *Related party disclosures* has been amended to expand the definition of a "related party" to include a management entity that provides key management personnel services to the reporting entity and to require the disclosure of the amounts incurred for obtaining the key management personnel services provided by the management entity. These amendments do not have an impact on the Group's related party disclosures as the Group does not obtain key management personnel services from management entities.

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the manufacture and distribution of bottled, canned and draught beers.

Revenue represents the invoiced value of products sold, net of discounts, returns, value added tax and consumption tax.

(b) Segment reporting

The Group manages its businesses by geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments:

- The Hong Kong operations mainly comprise the manufacture and distribution of own brewed beer products and distribution of imported beer products in Hong Kong and overseas.
- The Mainland China operations mainly comprise the manufacture and distribution of own brewed beer products in the southern part of the People's Republic of China ("PRC") and overseas.

All of the Group's revenue is generated from the manufacture and distribution of bottled, canned and draught beers.

(i) *Segment results, assets and liabilities*

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets, intangible assets and current assets. Segment liabilities include trade creditors and accruals attributable to the manufacture and distribution activities of the individual segments, bank loan and retirement benefit liabilities managed directly by the segment and other current liabilities with the exception of deferred tax liabilities.

The measure used for reportable segment profit or loss is profit or loss before taxation. Taxation is not allocated to reportable segments. Inter-segment sales are priced at cost plus profit margin.

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2015 and 2014 is set out below:

	Hong Kong		Mainland China		Total	
	2015	2014	2015	2014	2015	2014
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue from external customers	392,125	564,019	177,377	164,621	569,502	728,640
Inter-segment revenue	303	259	—	—	303	259
Reportable segment revenue	392,428	564,278	177,377	164,621	569,805	728,899
Reportable segment (loss)/profit from operations	(25,463)	29,982	9,410	7,245	(16,053)	37,227
Interest income from bank deposits	693	1,352	194	170	887	1,522
Interest expense on loans	(4,373)	(4,253)	—	—	(4,373)	(4,253)
Depreciation and amortisation for the year	(23,693)	(23,404)	(2,799)	(2,175)	(26,492)	(25,579)
(Provision for)/reversal of impairment losses recognised in profit or loss in respect of trade and other receivables	(301)	(409)	5	9	(296)	(400)
Reportable segment assets	1,179,474	1,220,424	81,479	68,843	1,260,953	1,289,267
Additions to non-current segment assets during the year	2,435	9,794	2,558	1,497	4,993	11,291
Reportable segment liabilities	270,414	275,170	443,310	439,661	713,724	714,831

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

	2015 \$'000	2014 \$'000
Revenue		
Reportable segment revenue	569,805	728,899
Elimination of inter-segment revenue	(303)	(259)
Consolidated revenue	569,502	728,640
(Loss)/profit		
Reportable segment (loss)/profit from operations	(16,053)	37,227
Elimination of inter-segment (losses)/profits	—	—
Reportable segment (loss)/profit derived from Group's external customers and consolidated (loss)/profit before taxation	(16,053)	37,227
Assets		
Reportable segment assets	1,260,953	1,289,267
Elimination of inter-segment receivables	(381,187)	(380,924)
Consolidated total assets	879,766	908,343
Liabilities		
Reportable segment liabilities	713,724	714,831
Elimination of inter-segment payables	(381,187)	(380,924)
	332,537	333,907
Deferred tax liabilities	2,243	2,487
Consolidated total liabilities	334,780	336,394

3 REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment reporting (Continued)

(iii) Geographic information

The following table sets out information about the geographic location of (i) the Group's revenue from external customers and (ii) the Group's non-current assets ("specified non-current assets"). The geographic location of customers is based on the country of establishment of each customer. The geographic location of the specified non-current assets is based on the physical location of the assets, in the case of property, plant and equipment, investment properties and leasehold land, and the location of the operation to which they are allocated, in the case of intangible assets.

	Revenue from external customers		Specified non-current assets	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Hong Kong (place of domicile)	297,009	448,483	575,006	596,271
Mainland China	86,797	101,531	27,538	30,225
Philippines	178,574	163,236	—	—
Others	7,122	15,390	—	—
	272,493	280,157	27,538	30,225
	569,502	728,640	602,544	626,496

(c) Major customers

In 2015, the revenue from the Group's largest customer which was served both by the Hong Kong segment and the Mainland China segment amounted to \$180,556,000 or 32% of the Group's total revenue (2014: \$164,791,000 or 23%). The revenue from the Group's five largest customers amounted to 60% (2014: 45%) of the Group's total revenue.

4 OTHER NET INCOME

	2015 \$'000	2014 \$'000
Interest income from bank deposits	887	1,522
Rental income from investment properties	10,759	8,409
Advertising and promotion subsidy	24,895	26,564
Net gain on disposal of fixed assets	2,351	1,415
Net foreign exchange gains	499	106
Compensation income received from a former customer	—	14,301
Others	446	3,041
	<u>39,837</u>	<u>55,358</u>

5 (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging/(crediting):

	2015 \$'000	2014 \$'000
(a) Finance costs		
Interest expense on loan from an intermediate holding company	4,373	4,253
Bank charges	125	155
	<u>4,498</u>	<u>4,408</u>
(b) Staff costs		
Retirement costs		
— Defined contribution retirement plans	5,444	6,639
— Defined benefit retirement plan	5,613	5,452
	<u>11,057</u>	<u>12,091</u>
Salaries, wages and other benefits	118,421	116,888
	<u>129,478</u>	<u>128,979</u>

5 (LOSS)/PROFIT BEFORE TAXATION (Continued)

(Loss)/profit before taxation is arrived at after charging/(crediting): (Continued)

	2015 \$'000	2014 \$'000
(c) Other items		
Amortisation of land lease premium	2,588	2,599
Depreciation		
— Property, plant and equipment	20,548	20,258
— Investment properties	3,356	2,722
Cost of inventories	329,578	414,586
Operating lease charges: minimum lease payments		
— Land and buildings	1,544	1,616
— Other assets	196	208
Rental receivable from investment properties		
less direct outgoings of \$5,559,000 (2014: \$4,210,000)	(5,200)	(4,199)
Auditors' remuneration		
— Provision for the year	3,436	3,364
— Under/(over)-provision in respect of the prior year	308	(65)
Impairment losses for trade and other receivables	296	400
	<u> </u>	<u> </u>

6 TAXATION IN THE CONSOLIDATED INCOME STATEMENT

Taxation tax in the consolidated income statement represents:

	2015 \$'000	2014 \$'000
Current tax — Outside Hong Kong		
Provision for the year	—	(62)
Deferred tax		
Origination and reversal of temporary differences	(856)	(171)
Income tax	<u>(856)</u>	<u>(233)</u>

The statutory tax rate applicable to the Company and other Hong Kong subsidiaries was 16.5% (2014: 16.5%). No provision for Hong Kong Profits Tax has been made for the Company and other Hong Kong subsidiaries either because the accumulated tax losses brought forward exceed the estimated assessable profits for the year or the entities sustained losses for taxation purposes.

The statutory tax rate applicable to the subsidiaries established in the PRC was 25% (2014: 25%). No provision for current taxation has been made for the subsidiaries established in the PRC because the entities sustained losses for taxation purposes.

6 TAXATION IN THE CONSOLIDATED INCOME STATEMENT *(Continued)*

Provision for current tax outside Hong Kong for 2014 represented a withholding tax levied at 10% on interest income earned in the PRC by a subsidiary which is a non-PRC resident according to the relevant rules and regulations of the PRC.

7 (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of \$16,074,000 (2014: profit of \$35,323,000) and on 373,570,560 (2014: 373,570,560) ordinary shares, being the number of ordinary shares in issue throughout the year.

(b) Diluted (loss)/earnings per share

Diluted (loss)/earnings per share is not presented as the Company did not have dilutive potential ordinary shares for both years presented.

8 TRADE AND OTHER RECEIVABLES

Credit limits are offered to customers following a financial assessment and an established payment record. Security in the form of mortgages, cash deposits or bank guarantees is obtained from certain customers. Customers who are considered to have higher credit risk are required to trade on a cash basis. Credit control staff monitor trade receivables and follow up collections.

The ageing of trade receivables (net of allowance for doubtful debts) at the end of the reporting period is as follows:

	2015 \$'000	2014 \$'000
Current	38,996	53,930
Less than 1 month past due	7,280	8,667
1 to 3 months past due	3,006	3,161
More than 3 months but less than 12 months past due	610	1,689
More than 12 months past due	1,077	1,805
	<u>50,969</u>	<u>69,252</u>

According to the Group's credit policy, the general credit period is payment by the end of the month following the month in which sales take place. Therefore, all the current balances above are within two months from the invoice date.

9 TRADE AND OTHER PAYABLES

The ageing of trade payables as at the end of the reporting period is as follows:

	2015 \$'000	2014 \$'000
Current and less than 1 month past due	44,443	42,359
1 to 3 months past due	1,574	4,616
3 to 6 months past due	247	331
More than 6 months past due	36	142
	<u>46,300</u>	<u>47,448</u>

The Group's general payment terms are one to two months from the invoice date. Therefore, the current and less than one month past due balances above are mostly within two to three months from the invoice date.

10 DIVIDENDS

(i) Dividends payable to equity shareholders of the Company attributable to the year

	2015 \$'000	2014 \$'000
Interim dividend declared and paid of \$Nil per ordinary share (2014: \$0.01 per ordinary share)	—	3,736
Final dividend proposed after the end of the reporting period of \$Nil per ordinary share (2014: \$0.01 per ordinary share)	—	3,736
	<u>—</u>	<u>7,472</u>

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2015 \$'000	2014 \$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of \$0.01 per ordinary share (2014: \$0.01 per ordinary share)	<u>3,736</u>	<u>3,736</u>

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 27 April 2016 to Friday, 29 April 2016, both days inclusive. To qualify for attending and voting at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 April 2016.

FINANCIAL RESULTS

The Group registered a consolidated loss of HK\$16.9 million in 2015, compared with consolidated profit of HK\$37.0 million in 2014. As a result, net loss attributable to equity shareholders for 2015 was HK\$16.1 million, compared to a profit of HK\$35.3 million in the previous year.

The Group's consolidated revenue was HK\$569.5 million, 21.8% lower than the same period in 2014. Gross profit reached HK\$237.7 million, with a gross profit margin of 41.7%.

As of 31 December 2015, cash and cash equivalents and bank deposits amounted to HK\$148.6 million (HK\$135.6 million as of 31 December 2014). Meanwhile, total debt as of 31 December 2015 was at HK\$190.7 million, 0.1% lower than the HK\$190.9 million debt reported for the same period the previous year. Total net assets stood at HK\$545.0 million (HK\$571.9 million as of 31 December 2014), with a debt-to-equity ratio of 0.35 (31 December 2014: 0.33).

DIVIDENDS

The directors have resolved that no final dividends will be declared for the year ended 31 December 2015.

BUSINESS REVIEW

Hong Kong Operations

Overall sales volume of the Company in the territory declined by 17%, mainly because of the slow demand in the on-premise sales channel partly due to lower tourist arrivals and the non-renewal of distribution agreements with Anheuser-Busch In Bev China Sales Company Limited and Anheuser-Busch InBev International GmbH & Co KG in 2014, as disclosed in a profit warning announcement last 25 January 2016. A disclosure referring to the same agreement was made last 15 October 2014 and 6 July 2015. However, sales volumes, excluding the discontinued agency brands, grew by 2%.

Contributing to the net loss were the operating costs associated with the sales and marketing operations of the affected products, which were redirected and reinvested in the development of new, premium, specialty and craft brands.

In line with our key business strategy of sustaining a broad and diversified portfolio of brands, the Company was quick to sign up and develop a new stable of premium, specialty and craft brands. Last February, we signed a distribution agreement with Mahou S.A. to be the exclusive distributor of Mahou Cinco Estrellas. We also started selling Angry Orchard Cider, Mac's Great White, Samuel Adams Rebel IPA, Spitfire Kentish Ale, Whitstable Bay Blonde and Whitstable Pale Ale. By the second semester of the year, all of these new brands were reporting double-digit growth rate compared to the prior semester. Meanwhile, Kirin beer brands, which we distribute exclusively within the territory, also continued to perform strongly. In 2015, the brand registered a 32% volume improvement over the previous year.

Meanwhile, to develop and strengthen our own beer brands, we launched San Miguel Cerveza Negra in July 2014 and Red Horse Beer in February of 2015. Since its introduction, San Miguel Cerveza Negra has grown consistently by more than 50% every semester. In the second half of 2015, Red Horse Beer registered double-digit improvement over the previous semester.

Since its launch in 2010, San Mig Light has gained significant presence in the market with a consistent double digit growth. In 2015, sales volumes grew 46% across all sales channels. We have been able to sustain demand by ensuring visibility among target consumers. In July, we launched a new television commercial, "Fit & Firm", supported by a marketing campaign that extended to point-of-sales visibility activities, out-of-home advertising and a talent search contest.

Established in 1890, our flagship San Miguel Pale Pilsen celebrated its 125th anniversary in 2015. We initiated special market-wide promotions, supported by a television commercial, print ads and point-of-sales communications. We also continued to air the thematic television commercial, “Real Friends”, which we complemented with the market-wide promotion, “Dining with Friends” and the launch of special edition “San Miguel Moments” cans. The company continues to support the Hong Kong Dragon Boat Carnival organized by the Hong Kong Tourism Board through exclusive sponsorship.

South China Operations

Our South China Operations posted double-digit improvement in consolidated sales volume over the previous year, with sales revenues also up slightly. However, despite these improvements, South China operations registered a 1% increase in operating losses compared to the previous year due to one-off gains in 2014. Much of the volume improvement came from San Miguel (Guangdong) Brewery Company Limited (“SMGB”). As one of the production bases for San Miguel Brewing International’s export business, it delivered double-digit growth in 2015 over the previous year.

Meanwhile, sales volumes of Guangzhou San Miguel Brewery Company Limited (“GSMB”) declined, with the rationalization of non-performing dealers and outlets demanding greater promotion spending. However, gross profit margin improved with higher average selling prices and effective discount management. Both strategies are integral to further improving GSMB’s performance.

Our dealer development program continues to be a key component of GSMB’s going-to-market and distribution strategy. By 2015, our successful roll-out of the program afforded us greater control of the value chain and we were able to shift our focus to developing sub-dealers. As a result of efficiencies generated by the program, sales volumes in West and North Guangdong improved significantly.

To enhance brand equity and win new consumers for San Miguel Pale Pilsen, we launched “Meta”: a product-focused television commercial aired on a provincial channel, to support our expansion in the Guangdong province. For both San Miguel Pale Pilsen and San Mig Light, we launched “Enjoy a Trip to Spain”, a market-wide consumer program to stimulate trial and repeat consumption. In addition, we released special packaging designs for both brands.

COMMUNITY RELATIONS AND SOCIAL RESPONSIBILITY

The company continues to endeavor to be socially responsible in the way it conducts business. In 2015, we published our first Environmental, Social and Governance (“ESG”) Report to give the public a better understanding of how we respond to issues that impact our local communities and various stakeholders.

Specifically, we are committed to actively promote responsible drinking. We also continue to support charitable organizations and suitable NGOs through financial and product support, as well as by sharing with them our experience and expertise.

We are committed to protecting the environment in the areas where we operate and ensuring that environmental standards set by government are consistently met or exceeded.

The ESG Report will be updated annually by the Company. The 2015 updates will be available at the Company’s website within three months from the publication of the Company’s annual report.

HUMAN RESOURCES

Much of our success is driven by the capabilities and commitment of each of our employees. As such, we invest in training, seminars, and mentoring and team-building workshops, to ensure they are equipped with the necessary knowledge, skills, experience and winning mindset, that will help them perform well. We endeavor to develop our employees so that we can tap and maximize their potential, support their professional growth and foster a friendly and caring environment.

We continue to offer competitive remuneration packages that are at par with industry standards and provide attractive benefits, including medical and insurance coverage and retirement packages to all employees.

CORPORATE GOVERNANCE

The Company continued to apply the principles of the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules throughout the year, with the exception of Code Provision A.4.1, which states that non-executive directors should be appointed for a specific term, subject to re-election. At present, all of the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation at least once every three years, and re-election at the Annual General Meeting under the Company’s Articles of Association.

DIRECTORS

There has been no change in membership of the Board of Directors since we published our interim report on 5 August 2015.

FUTURE DIRECTION AND CHALLENGES

For 2016, the company has outlined the following objectives:

- In Hong Kong, to significantly turn around the business by investing in the San Miguel brand and actively participating in the premium, specialty and craft beer segment to regain volume loss and market share. We will expand the wholesaler channel and make it a key component of the Company's going-to-market strategy in order to achieve broader distribution, higher volume and to generate distribution cost savings.
- In South China, to turn around the business by focusing on the yield and coverage of the sub-dealer and dealer network in all of our markets. We will strengthen the brand equity of San Miguel and Dragon brands. We will likewise continue to seek new areas of growth for our exports business and aim to improve margins and rationalize costs.

In pursuit of the abovementioned objectives for 2016, we shall be responsive to the following risks that we have identified:

- While Hong Kong's unemployment rate remains low and stable, the overall wages are relatively stagnant. Tourism activity may further lower as mainland China continues to face economic headwinds and the renminbi depreciates which may affect industry consumption. On the legislation front, the Hong Kong government is looking into imposing a recycling levy on glass beverage containers. Depending on when it will start and how much the levy will be, the prices for our products in glass containers may be seriously affected and may impinge consumption.
- In South China, the economy will most likely mirror the key macroeconomic indicators of the country and continue to trend downward gradually, which may affect local demand.

The company reiterates its commitment to maximizing shareholder value and enhancing and strengthening our brands. We are confident that we have put in place sound strategies that will address the uncertainties facing the Company, as well as allow us to take advantage of growth opportunities. Apart from the sales and marketing strategies, we have also instituted new policies, guidelines, systems and procedures to facilitate efficient and effective cost management, sustainable environmental management and responsible social engagement.

In closing, we wish to convey our heartfelt gratitude to our Board of Directors for their guidance and support. We also wish to thank our employees for their dedication and hard work, and most of all, our shareholders, customers and consumers for their continued patronage.

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

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

PUBLICATION OF THE 2015 ANNUAL REPORT ON THE WEBSITE OF THE STOCK EXCHANGE

The Company's annual report for 2015 will be published on the website of The Stock Exchange of Hong Kong Limited at *www.hkex.com.hk* and the Company's website at *info.sanmiguel.com.hk* in due course.

By Order of the Board

Ramon S. Ang

Chairman

Hong Kong, 4 February 2016

(All monetary values in this announcement are expressed in Hong Kong Dollars unless stated otherwise)

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Teruyuki Daino, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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SAN MIGUEL BREWERY HONG KONG LTD.

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 236)

CONTINUING CONNECTED TRANSACTIONS

The Group has been carrying out the Continuing Connected Transactions with the San Miguel Group for the previous years in the ordinary and usual course of business of the Group including, among other things, (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group; (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group's wholesale and retail distribution; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group.

The existing annual caps in respect of the Continuing Connected Transactions will expire on 31 December 2016. On 4 February 2016, the Group and SMC entered into the Master Agreement to renew the annual caps in respect of the Continuing Connected Transactions for the three years ending 31 December 2019.

As at the date of this announcement, the San Miguel Group controls approximately 65.78% of the issued share capital of the Company. Accordingly, SMC and its associates are connected persons of the Company for the purposes of the Listing Rules. The Continuing Connected Transactions constitute non-exempt continuing connected transactions under the Listing Rules and are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

An EGM will be convened to seek Independent Shareholders' approval for the Master Agreement, the Continuing Connected Transactions and the Annual Caps.

A circular containing information on the Master Agreement, the Continuing Connected Transactions, the Annual Caps, the advice from the Independent Board Committee to the Independent Shareholders, the advice from Altus Capital to the Independent Board Committee and the Independent Shareholders and a notice convening the EGM to approve the Master Agreement, the Continuing Connected Transactions and the Annual Caps will be despatched to the Shareholders on or before 1 March 2016.

BACKGROUND

The principal business activities of the Group are the production and distribution of bottled, canned and draught beers and other beverage products. The ultimate controlling Shareholder is Top Frontier Investment Holdings, Inc. SMC is an indirect controlling Shareholder holding approximately 65.78% of the issued share capital of the Company through Neptunia Corporation Limited. SMC is one of the Philippines' most diversified conglomerates with operations in beverages, food, packaging, properties, fuel and oil, infrastructure, energy, power, mining, telecommunications and banking.

The Group has been carrying out the Continuing Connected Transactions with the San Miguel Group for the previous years in the ordinary and usual course of business of the Group including, among other things, (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group; (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group's wholesale and retail distribution; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group.

The existing annual caps for the Continuing Connected Transactions will expire on 31 December 2016. Accordingly, the Company and SMC entered into the Master Agreement on 4 February 2016 with a view to carry out the Continuing Connected Transactions from 1 January 2017 to 31 December 2019.

THE MASTER AGREEMENT

Date

4 February 2016

Parties

The Company and SMC

Continuing Connected Transactions and the Annual Caps

Under the Master Agreement, the Group will enter into the following Continuing Connected Transactions with the San Miguel Group: (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group; (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group's wholesale and retail distribution; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, provided that such sales or distribution of packaged beer shall not be carried out in the Philippines, unless through San Miguel Brewery Inc..

Term

Subject to the Independent Shareholders' approval on the Continuing Connected Transactions, the Master Agreement and the proposed Annual Caps, the Master Agreement shall have a term ending on 31 December 2019 and its terms shall apply to the Continuing Connected Transactions for the period commencing on 1 January 2017 to 31 December 2019. In the event that the Master Agreement, Continuing Connected Transactions and the Annual Caps are not approved by the Independent Shareholders, the Company has the right to terminate the Master Agreement.

Pricing

The pricing policy of the Company in respect of the Continuing Connected Transactions is on an arm's length basis and is consistent with the Group's historical pricing policy in respect of the past transactions between the Group and the San Miguel Group, which are described below:

(a) Purchase of packaging materials from the San Miguel Group

In respect of the purchase of packaging materials (comprising, but not limited to, cans, bottles, crown seals and crates) by the Group from the San Miguel Group, the prices payable by and the credit terms offered to the Group shall be negotiated between the Group and the San Miguel Group on an annual basis by reference to the prices and credit terms from suppliers which are independent third parties and are able to meet the Group's stringent quality requirements and delivery schedules and if no such comparable reference prices/credit terms are available, the prices/credit terms shall be determined by arms' length negotiations between the Group and the San Miguel Group based upon reasonable commercial principles.

(b) Purchase of packaged beer from the San Miguel Group

In respect of the purchase of packaged beer by the Group from the San Miguel Group, the prices payable by and the credit terms offered to the Group shall on an annual basis be determined by reference to the prices paid by and the credit terms offered to the Group in respect of similar products sourced by the Group from suppliers which are independent third parties and if no such comparable reference prices/credit terms are available, the prices/credit terms shall be determined by arms' length negotiations between the Group and San Miguel Group based upon reasonable commercial principles.

(c) Sales of packaged beer and non-alcoholic beverage products to the San Miguel Group

In respect of the sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, the prices receivable by the Group shall be determined on an annual basis in the ordinary and usual course of business based on the Group's production cost plus margins, with such profit margins to be determined with reference to profit margins which are no less favourable to the Group than those imposed by the Group on independent third party customers in respect of the sales of similar packaged beer and non-alcoholic beverage product(s), and if no such comparable reference profit margins are available, the profit margins shall be determined by arms' length negotiations between the Group and San Miguel Group based upon reasonable commercial principles.

The credit terms offered by the Group shall be determined by reference to the credit terms offered by the Group to its independent third party customers, and if no such comparable credit terms are available, the credit terms shall be determined by arms' length negotiations between the Group and San Miguel Group based upon reasonable commercial principles.

REASONS FOR THE CONTINUING CONNECTED TRANSACTIONS

The Group needs to source various packaging materials including cans, bottles, crown seals and crates for use in the packaging and distribution of its beer products. The San Miguel Group has established itself as a competitively priced and dependable supplier to the Group which meet the Group's stringent quality requirements and delivery schedules.

The Group purchases packaged beer from San Miguel Brewery Inc., a company owned as to approximately 51% by SMC as at the date of this announcement, to complement the range of products sold by the Group. The Group believes that this will enhance the product range and earnings potential of the Group.

San Miguel Brewery, Inc. is a company listed on the Philippine Dealing & Exchange Corp. and is principally engaged in the manufacture and sale of fermented and malt-based beverages, particularly beer of all kinds and classes, and non-alcoholic beverages. San Miguel Brewery Inc. runs the domestic brewery and non-alcoholic beverage (other than milk, coffee and energy drinks) business of the San Miguel Group in the Philippines.

The packaged beer and non-alcoholic beverage products sold by the Group to the San Miguel Group are produced at the Group's plants located at (i) Shunde District, Foshan City, Guangdong Province, the PRC; and (ii) Yuen Long, Hong Kong. The Group sells such packaged beer overseas to widen its income source. However, the Group does not have an international sales force outside Hong Kong and Macau. The Group is able to reach customers in export markets through the San Miguel Group which markets and sells products to customers through its international sales channels. Accordingly, the Group may sell its products, through the San Miguel Group, to certain export markets where the Group will also avoid taking exchange rate risk and counterparty risk with the ultimate customers in the relevant export markets. The Company expects such arrangement will help broaden market shares of the Company's products overseas.

HISTORICAL VALUES AND ANNUAL CAPS

Set out below is a summary of (i) the historical amounts of the Continuing Connected Transactions between the Group and the San Miguel Group for the two years ended 31 December 2015; (ii) the existing annual caps of the Continuing Connected Transactions for the year ending 31 December 2016; and (ii) the proposed Annual Caps under the Master Agreement for the three years ending 31 December 2019:

	Year ended 31 December 2014		Year ended 31 December 2015		Year ending 31 December 2016	Annual Caps for the three years ending 31 December 2019 pursuant to Master Agreement		
	Actual amount HK\$'000 (audited)	Annual cap amount HK\$'000	Actual amount HK\$'000 (audited)	Annual cap amount HK\$'000	Annual cap amount HK\$'000	2017 HK\$'000	2018 HK\$'000	2019 HK\$'000
Purchase of packaging materials by the Group from the San Miguel Group	24,223	82,000	4,635	89,000	97,000	36,000	41,000	46,000
Purchase of packaged beer by the Group from the San Miguel Group	4,671	6,300	2,941	6,800	7,200	5,700	6,400	7,200
Sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group provided that sales or distribution of packaged beer shall not be carried out in the Philippines, unless through San Miguel Brewery Inc.	164,792	218,000	180,555	257,000	303,000	258,000	296,000	370,000

In respect of the Annual Caps in relation to the purchase of packaging materials and packaged beer by the Group from the San Miguel Group, the proposed Annual Caps were determined by reference to a number of factors including, among other things, the historical sales amount of beer products, the marketing plan of the Group's products, the expected growth in demand for the Group's products (after taking into account the possible exchange rate fluctuations and the possible inflation) and the consequential increase in the need for the relevant packaging materials to meet the Group's production requirements.

In respect of the Annual Caps in relation to the sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group, the proposed Annual Caps were determined by reference to a number of factors including, among other things, the historical product lines, the expected demand for the Group's products and the Company's expectations on the demand for the Group's packaged beer and non-alcoholic beverage products for export markets after having discussed with the San Miguel Group, the expected costs of production and distribution, the expected selling margin, the possible exchange rates fluctuations and the possible inflation.

Buffer of 10% has been built in when the Annual Caps were determined with a view to taking into account possible further market demand.

The Directors (excluding the independent non-executive Directors who will express their view after receiving advice from Altus Capital) consider that the Continuing Connected Transactions are entered into in the ordinary course of business of the Group and the terms of the Master Agreement and the Annual Caps are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

GENERAL

As at the date of this announcement, the San Miguel Group controls approximately 65.78% of the issued share capital of the Company. Accordingly, SMC and its associates are connected persons of the Company for the purposes of the Listing Rules. The Continuing Connected Transactions constitute non-exempt continuing connected transactions under the Listing Rules and are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

An EGM will be convened to seek Independent Shareholders' approval for the Master Agreement, the Continuing Connected Transactions and the Annual Caps.

In view of the interest of the San Miguel Group in the Continuing Connected Transactions, SMC and its associates (as defined in the Listing Rules), which control approximately 65.78% of the issued share capital of the Company as at the date of this announcement, will abstain from voting at the EGM. The votes to be taken at the EGM will be taken by poll, the results of which will be announced after the EGM. An Independent Board Committee comprising Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago has been established to advise the Independent Shareholders in respect of the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps. Altus Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders on whether the terms of the Master Agreement, the Continuing Connected Transactions and the Annual Caps are on normal commercial terms, in the ordinary and usual course of business, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

A circular containing information on the Master Agreement, the Continuing Connected Transactions, the Annual Caps, the advice from the Independent Board Committee to the Independent Shareholders, the advice from Altus Capital to the Independent Board Committee and the Independent Shareholders and a notice convening the EGM to approve the Master Agreement, the Continuing Connected Transactions and the Annual Caps will be despatched to the Shareholders on or before 1 March 2016.

DEFINITIONS

Unless the context requires otherwise, the use of capitalised terms in this announcement shall have the following meanings:

“Altus Capital”	Altus Capital Limited, a corporation licensed to carry on type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the Master Agreement and the transactions contemplated thereunder
“Annual Cap(s)”	the maximum annual aggregate value for each of the Continuing Connected Transactions under the Master Agreement for the three years ending 31 December 2019
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	San Miguel Brewery Hong Kong Limited, a company incorporated in Hong Kong with limited liability, whose Shares are listed in the Stock Exchange

“Continuing Connected Transactions”	the following transactions between the Group and the San Miguel Group: (i) purchase of packaging materials by the Group from the San Miguel Group for the production of the Group; (ii) purchase of packaged beer by the Group from the San Miguel Group for the Group’s wholesale and retail distribution; and (iii) sales of packaged beer and non-alcoholic beverage products by the Group to the San Miguel Group provided that such sales or distribution of packaged beer shall not be carried out in the Philippines, unless through San Miguel Brewery Inc.
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting to be convened by the Company to consider, and if thought fit, approve the Master Agreement, the Continuing Connected Transactions and the Annual Caps
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board, comprising Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago, all of them being independent non-executive Directors, which has been established by the Board to advise the Independent Shareholders in respect of the Master Agreement, the Continuing Connected Transactions, and the Annual Caps
“Independent Shareholder(s)”	the Shareholder(s), other than SMC and its associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Master Agreement”	the agreement dated 4 February 2016 entered into between the Company and SMC in respect of the Continuing Connected Transactions for the period commencing on 1 January 2017 to 31 December 2019
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.50 each in the share capital of the Company
“Shareholders”	the shareholders of the Company
“SMC”	San Miguel Corporation, a controlling shareholder of the Company
“San Miguel Group”	SMC and its associates, excluding the Group, for the purpose of this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By Order of the Board
John K.L. Cheung
Company Secretary

Hong Kong, 4 February 2016

As at the date of this announcement, the Board comprises the executive Director, Mr. Ramon G. Torralba, the non-executive Directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Teruyuki Daino, Mr. Takashi Hayashi, Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive Directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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**SAN MIGUEL BREWERY
HONG KONG LTD.**

香港生力啤酒廠有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 236)

DATE OF BOARD MEETING

The board of directors (the “Board”) of San Miguel Brewery Hong Kong Limited (the “Company”) announces that a Board meeting of the Company will be held at Level 5 Taishan Room, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 4 February 2016 at 2:00 p.m. for the purpose of, among other matters, approving the annual results and announcement of the Company and its subsidiaries for the year ended 31 December 2015.

By Order of the Board
San Miguel Brewery Hong Kong Limited
John K.L. Cheung
Company Secretary

Hong Kong, 25 January 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Teruyuki Daino, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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PROFIT WARNING

This announcement is made by San Miguel Brewery Hong Kong Limited (the “Company”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board of directors (the “Board”) of the Company wishes to inform the shareholders of the Company (“Shareholders”) and potential investors that based on the preliminary review on the latest available unaudited management accounts of the Company and its subsidiaries (the “Group”), the Group is expected to incur a consolidated net loss for the year ended 31 December 2015 as compared to the net profit of the Group for the same period in 2014. The Board considers that the net loss is mainly attributable to:

- (i) the volume loss due to the non-renewal of the distribution agreements with Anheuser-Busch InBev China Sales Company Limited and Anheuser-Busch InBev International GmbH & Co KG in 2014 as disclosed by the Company on 15 October 2014.
- (ii) the operating costs associated with the sales and marketing operations of the affected products are sustained, redirected and reinvested in the development of new premium/craft brands in the Company’s portfolio. It is a key business strategy of the Company to maintain a broad portfolio of brands.

The Company will continue its current efforts in developing and promoting products under its own principal brands as well as the new premium/craft brands being distributed by the Company.

The Company is in the process of finalising the annual results of the Group for the year ended 31 December 2015. The information contained in this announcement is only based on a preliminary assessment by the Company on the unaudited consolidated management accounts of the Group for the year ended 31 December 2015 and the information currently available to the Company which may be subject to further amendments. The Company expects to announce its consolidated annual results for the year ended 31 December 2015 on 4 February 2016.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 25 January 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Teruyuki Daino, Mr. Takashi Hayashi, Mr. Roberto N. Huang, and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.

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VOLUNTARY ANNOUNCEMENT

Entering into a Distribution Agreement with Shepherd Neame Limited

This is a voluntary announcement made by San Miguel Brewery Hong Kong Limited (the “Company”).

The board of directors (the “Directors”) of the Company (the “Board”) is pleased to announce that on 19 January 2016, the Company, as the purchaser (the “Purchaser”) and Shepherd Neame Limited, as the vendor (the “Vendor”) entered into a distribution agreement (the “Distribution Agreement”) pursuant to which the Purchaser shall purchase from the Vendor beer products under the brand name “Spitfire”, “Whitstable Bay Pale Ale” and “Whitstable Bay Blonde Lager” to be distributed by the Purchaser in Hong Kong and Macau commencing from 1 January 2016 to 31 December 2018 (the “Distribution Arrangement”).

The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge, information and belief, the Vendor and its ultimate beneficial owner(s) is a third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). The Company believes that the Distribution Arrangement allows it to broaden its product brand portfolio and benefit from a growth in revenue in addition to the sales of the Company’s own San Miguel products. The Company is also currently in talks with other imported international premium/craft brands for the distribution of their products.

The transactions contemplated under the Distribution Arrangement will be of a revenue nature in the ordinary and usual course of business of the Company under Rule 14.04(1)(g) of the Listing Rules and should not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules nor any connected transaction under Chapter 14A of the Listing Rules.

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

By Order of the Board
San Miguel Brewery Hong Kong Ltd.
John K.L. Cheung
Company Secretary

Hong Kong, 20 January 2016

As at the date of this announcement, the Board of the Company comprises the executive director, Mr. Ramon G. Torralba, the non-executive directors, Mr. Ramon S. Ang (Chairman), Mr. Carlos Antonio M. Berba (Deputy Chairman), Ms. Chan Wen Mee, May (Michelle), Mr. Teruyuki Daino, Mr. Takashi Hayashi, Mr. Roberto N. Huang and Mr. Takeshi Wada; and the independent non-executive directors, Dr. the Hon. Sir David K. P. Li, Mr. Ng Wai Sun, Mr. Reynato S. Puno and Mr. Carmelo L. Santiago.