



蒙牛®

好品质 绿生活

China Mengniu Dairy Company Limited  
中國蒙牛乳業有限公司\*

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 2319



# Interim Report **2011** 中期業績報告

\* For identification purpose only 僅供識別



## CORPORATE PROFILE

China Mengniu Dairy Company Limited (the “Company”) (Stock Code: 2319) and its subsidiaries (the “Group” or “Mengniu”) manufacture and distribute quality dairy products in China. It is one of the leading dairy product manufacturers in China, with **MENGNIU** as its core brand. The Group’s diversified products range includes liquid milk products, such as UHT milk, milk beverages and yogurt, ice cream and other dairy products such as milk powder. In June 2011, the Group’s annual production capacity reached 6.76 million tons.

## 公司簡介

中國蒙牛乳業有限公司(「本公司」)(股份代號：2319)及其子公司(統稱「本集團」或「蒙牛」)於中國生產及銷售乳製品。憑藉其主要品牌**蒙牛**，本集團已成為中國領先的乳製品生產商之一。本集團提供多元化的產品，包括液體奶(如UHT奶、乳飲料及酸奶)、冰淇淋及其他乳製品(如奶粉)等。於二零一一年六月，本集團乳製品的年生產能力達676萬噸。



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Interim Report 2011

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二零一一年中期報告

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# CORPORATE INFORMATION

## 公司資料

### Board of Directors

#### Executive Directors

Mr. YANG Wenjun  
Mr. BAI Ying  
Mr. WU Jingshui  
Mr. DING Sheng

#### Non-Executive Directors

Mr. NING Gaoning  
Mr. NIU Gensheng  
Mr. JIAO Shuge (alias JIAO Zhen)  
Mr. Julian Juul WOLHARDT  
Mr. YU Xubo  
Mr. MA Jianping  
Mr. FANG Fenglei  
Mr. MA Wangjun

#### Independent Non-Executive Directors

Mr. ZHANG Julin (resigned on 10 June 2011)  
Mr. LIU Fuchun  
Mr. ZHANG Xiaoya  
Mr. XIE Tao (appointed on 10 June 2011)

### Senior Management

Mr. LU Jianjun  
Mr. YAO Haitao  
Ms. ZHAO Yuanhua  
Mr. LIU Weixing  
Mr. KWOK Wai Cheong, Chris  
(Qualified Accountant & Company Secretary)

### Stock Code

Hong Kong Stock Exchange 2319

### Investor Relations Contact

Mr. KWOK Wai Cheong, Chris  
Unit 1001, 10th Floor, Jubilee Centre  
18 Fenwick Street, Wanchai  
Hong Kong  
Email: info@mengniuir.com  
Website: www.mengniuir.com

### Place of Business in Hong Kong

Unit 1001, 10th Floor, Jubilee Centre  
18 Fenwick Street, Wanchai  
Hong Kong

### 董事會

#### 執行董事

楊文俊先生  
白瑛先生  
吳景水先生  
丁聖先生

#### 非執行董事

寧高寧先生  
牛根生先生  
焦樹閣(亦稱焦震)先生  
Julian Juul WOLHARDT先生  
于旭波先生  
馬建平先生  
方風雷先生  
馬王軍先生

#### 獨立非執行董事

張巨林先生 (於二零一一年六月十日辭任)  
劉福春先生  
張曉亞先生  
謝韜先生 (於二零一一年六月十日委任)

### 高級管理層

盧建軍先生  
姚海濤先生  
趙遠花女士  
劉衛星先生  
郭偉昌先生  
(合資格會計師及公司秘書)

### 股份代號

香港聯合交易所2319

### 投資者關係聯絡人

郭偉昌先生  
香港  
灣仔分域街18號  
捷利中心10樓1001室  
電郵地址: info@mengniuir.com  
網址: www.mengniuir.com

### 香港營業地點

香港  
灣仔分域街18號  
捷利中心10樓1001室

## 公司資料(續)

**Registered Office**

Maples Corporate Services  
P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**註冊辦事處**

Maples Corporate Services  
P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**Principal Share Registrar**

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House  
68 Fort Street  
P.O. Box 609  
Grand Cayman, KY1-1107  
Cayman Islands

**主要股份過戶登記處**

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House  
68 Fort Street  
P.O. Box 609  
Grand Cayman, KY1-1107  
Cayman Islands

**Hong Kong Branch Share Registrar**

Computershare Hong Kong Investor Services Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

**香港股份過戶登記分處**

香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心46樓

**Legal Advisors**

*As to Hong Kong Law*  
Norton Rose Hong Kong

*As to Cayman Islands Law*  
Maples and Calder Asia

**法律顧問**

香港法律  
諾頓羅氏律師事務所

開曼群島法律  
Maples and Calder Asia

**Principal Bankers**

Agricultural Bank of China  
Bank of China  
Industrial Commercial Bank of China  
BNP Paribas

**主要往來銀行**

中國農業銀行  
中國銀行  
中國工商銀行  
法國巴黎銀行

**Auditors**

Ernst & Young

**核數師**

安永會計師事務所

**Investor Relations Consultant**

Strategic Financial Relations (China) Limited

**投資者關係顧問**

縱橫財經公關顧問(中國)有限公司

# HIGHLIGHTS

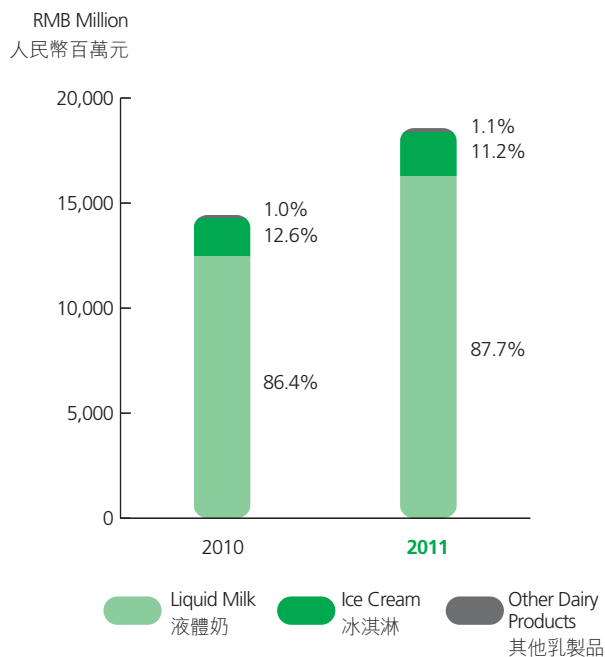
## 摘要

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年	2010 二零一零年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue	收入	<b>18,578,642</b>	14,434,223
Gross profit	毛利	<b>4,824,888</b>	3,787,172
Profit attributable to owners of the Company	本公司擁有人應佔利潤	<b>789,754</b>	618,820
Net cash inflow from operating activities	經營業務產生的現金淨流入	<b>1,381,454</b>	1,168,703
Earnings per share (RMB)	每股盈利(人民幣元)		
– Basic	– 基本	<b>0.454</b>	0.356
– Diluted	– 攤薄	<b>0.453</b>	0.355

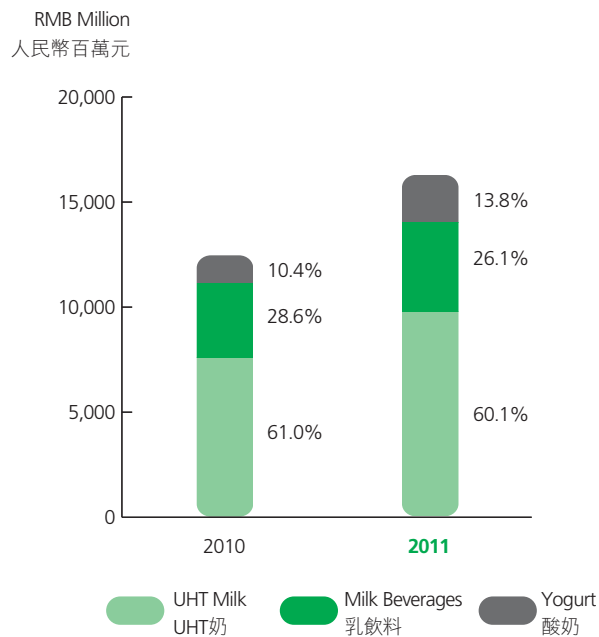
- The Group further optimized its product mix and employed a green and healthy brand image to consolidate its leading market position, revenue rose by 28.7% to RMB18,578.6 million while profit attributable to owners of the Company increased by 27.6% to RMB789.8 million during the period.
- The Group continued to expand its production capacity, and the aggregate annual production capacity reached 6.76 million tons as of June 2011.
- The Group continued to promote its “High Quality for a Green Life” brand proposition by launching a number of green activities. During the period, Mengniu was named “Social Responsible Enterprise” and “Most Influential Leader in a Low Carbon Economy”, as well as presented with the “Eco-China Contribution Award” once again.
- After the acquisition of Junlebao, both parties have been actively engaged in collaborative efforts. Resources from both sides have been directed toward accelerating business development.
- The Group made further progress in reforming its organizational structure to strengthen coordination among various systems, and the overall synergy gradually revealed.
- 本集團憑藉持續優化的產品組合和綠色健康的品牌形象，進一步鞏固市場領先地位，期內收入增長28.7%至人民幣185.786億元，而本公司擁有人應佔利潤增長27.6%至人民幣7.898億元。
- 本集團生產規模持續擴大，截至二零一一年六月，合計年產能達676萬噸。
- 本集團持續以「好品質，綠生活」的品牌主張，推行多個綠色環保品牌活動，期內蒙牛榮獲「年度社會責任企業」、「最具影響力的低碳領袖」及再次榮登「生態中國貢獻獎」榜單。
- 併購君樂寶後，雙方展開充分合作，最大化共用資源，促進共同發展。
- 本集團進一步實行組織架構變革，加強各系統之間的協調合作，整體協同效應逐步顯現。

摘要(續)

Revenue by Product Mix  
For the six months ended 30 June  
按產品劃分之收入  
截至六月三十日止六個月



Revenue by Product Mix in Liquid Milk Segment  
For the six months ended 30 June  
按液體奶產品劃分之收入  
截至六月三十日止六個月



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Financial Review

During the period, by capitalising on the opportunities arising in the industry such as the ongoing expansion of the dairy market in China, and the rationalisation of the dairy industry in China including the reapplication for production permits by the enterprises, Mengniu further consolidated its share in the market with an optimised product portfolio and a good brand image. Hence, the Group recorded stable growth for the six months ended 30 June 2011 with revenue amounting to RMB18,578.6 million (2010: RMB14,434.2 million), an increase of 28.7% as compared with the first half of the previous year. Profit attributable to owners of the Company was RMB789.8 million (2010: RMB618.8 million), an increase of 27.6% as compared with the same period of the previous year. Basic earnings per share were RMB0.454 (2010: RMB0.356).

### Gross Profit

During the period under review, the Group recorded a gross profit of RMB4,824.9 million (2010: RMB3,787.2 million), an increase of 27.4% as compared with the same period of the previous year. The increase in the average price of raw milk and other raw materials had an effect on the production costs for the period. However, by leveraging the ongoing optimisation of the product portfolio and being supported by stringent cost control measures, the Group maintained the overall gross profit margin at 26% (2010: 26.2%).

### Operating Expenses

During the first half of 2011, as the scale of operation of the Group expanded, the selling and distribution costs of the Group amounted to RMB3,311.3 million (2010: RMB2,601.7 million) indicating enhanced operational efficiency with the expansion in the scale of the Group's operation. Their percentage to the Group's revenue declined to 17.8% (2010: 18%). Advertising and promotion expenses for the first half of the year accounted for 8.1% (2010: 8.1%) of the Group's revenue, which was comparable with the level of the first half of 2010.

Through internal structural reform and stringent control of related expenses, administrative and other operating expenses amounted to RMB619.2 million (2010: RMB515.8 million), reducing their proportion to 3.3% of the Group's revenue (2010: 3.6%).

### 財務回顧

期內，中國乳製品市場持續擴大，中國乳製品行業生產許可的重新審核有效促進行業整肅，蒙牛把握行業機遇，以優化的產品組合和良好的品牌形象進一步鞏固市場，使本集團於截至二零一一年六月三十日止六個月內錄得穩定增長，收入達人民幣185.786億元（二零一零年：人民幣144.342億元），較去年上半年增長28.7%。本公司擁有人應佔利潤為人民幣7.898億元（二零一零年：人民幣6.188億元），較去年同期增長27.6%。每股基本盈利為人民幣0.454元（二零一零年：人民幣0.356元）。

### 毛利

回顧期內，本集團錄得毛利人民幣48.249億元（二零一零年：人民幣37.872億元），較上年同期增長27.4%。由於原料鮮奶及其他原輔材料平均價格上升，對期內的生產成本帶來一定影響，但藉助產品組合的持續優化以及成本精準化控制，本集團保持整體毛利率穩定在26%的水準（二零一零年：26.2%）。

### 經營費用

隨著經營規模不斷擴大，進一步促進經營效益提高，本集團於二零一一年上半年的銷售及經銷費用為人民幣33.113億元（二零一零年：人民幣26.017億元），佔本集團收入比例下降至17.8%（二零一零年：18%），其中廣告及宣傳費用的有關開支佔收入比例8.1%，與二零一零年上半年水平相若（二零一零年：8.1%）。

通過內部架構重整以及嚴控相關支出，行政及其他經營費用為人民幣6.192億元（二零一零年：人民幣5.158億元），佔本集團收入比例下降至3.3%（二零一零年：3.6%）。



## 管理層討論及分析(續)

### Profit from Operating Activities

The Group's EBITDA for the period was RMB1,421.7 million (2010: RMB1,077.5 million). Following the effective cost control, the EBITDA margin was 7.7% (2010: 7.5%), slightly increased as compared with the same period last year.

### Capital Structure, Liquidity and Financial Resources

For the six months ended 30 June 2011, the Group's net cash inflow from operating activities amounted to RMB1,381.5 million (2010: RMB1,168.7 million). Net cash balances (cash and bank balances net of total bank loans) reached RMB6,110 million as at 30 June 2011 (31 December 2010: RMB5,997 million), indicating the strong financial position and considerably healthy cash flow of the Group.

As at 30 June 2011, the outstanding bank loans of the Group amounted to RMB460.2 million (31 December 2010: RMB700.8 million), of which RMB410.2 million (31 December 2010: RMB550.8 million) was repayable within one year and RMB50 million (31 December 2010: RMB150 million) was repayable beyond one year. Furthermore, bank loans of RMB215.2 million (31 December 2010: RMB270.8 million) were fixed interest-bearing loans.

The total equity of the Group was RMB10,898.9 million as at 30 June 2011 (31 December 2010: RMB10,217.5 million), and the debt-to-equity ratio (total bank loans over total equity) of the Group was 4.2% (31 December 2010: 6.9%).

During the period, the Group's finance costs amounted to RMB29.05 million (2010: RMB21.94 million), equivalent to approximately 0.2% of the Group's revenue (2010: 0.2%).

### 經營業務利潤

本集團期內息稅折舊攤銷前利潤(EBITDA)為人民幣14.217億元(二零一零年:人民幣10.775億元),隨著成本精準化控制獲得成效,EBITDA利潤率錄得7.7%(二零一零年:7.5%),較去年同期略為增加。

### 資本架構、流動資金及財務資源

截至二零一一年六月三十日止六個月,本集團的經營業務產生的現金淨流入為人民幣13.815億元(二零一零年:人民幣11.687億元),而本集團於二零一一年六月三十日之淨現金(現金及銀行存款扣除銀行貸款總額)為人民幣61.1億元(二零一零年十二月三十一日:人民幣59.97億元),顯示本集團之財務狀況穩健,且現金流量非常健康。

於二零一一年六月三十日,本集團的尚未償還銀行貸款為人民幣4.602億元(二零一零年十二月三十一日:人民幣7.008億元),其中人民幣4.102億元(二零一零年十二月三十一日:人民幣5.508億元)須於一年內償還,而人民幣0.5億元(二零一零年十二月三十一日:人民幣1.5億元)的償還期則為一年以上。另外,其中人民幣2.152億元之銀行貸款(二零一零年十二月三十一日:人民幣2.708億元)為按固定利率計算。

本集團於二零一一年六月三十日的總權益為人民幣108.989億元(二零一零年十二月三十一日:人民幣102.175億元)。而債務權益比率(銀行貸款總額除以總權益)為4.2%(二零一零年十二月三十一日:6.9%)。

期內,本集團的融資成本為人民幣2,905萬元(二零一零年:人民幣2,194萬元),佔本集團收入約0.2%(二零一零年:0.2%)。

## Market Review

During the first half of 2011, the dairy industry in China sustained healthy development as a result of the further enhancement in safety control measures and requirements. Consumption in dairy products continued to increase. At the same time, the re-examination for production permits of the dairy enterprises eliminated a number of those that could not fulfill the requirements. This created a safer and more positive environment in the industry, which would facilitate the imposition of stricter regulation on the dairy enterprises in China in the future for the orderly and sustainable development of China dairy industry.

By capitalising on the favourable factors prevailing in the industry, Mengniu consolidated its share in the market taking advantage of the market development. In the meantime, the Group also strengthened its competitive edge and further consolidated its leading position in the dairy products industry in China. According to the statistics of China Industrial Information Issuing Centre under China's National Bureau of Statistics, Mengniu's dairy products ranked the first, in terms of both sales volume and sales value, among similar products in China for five consecutive years from 2006 to 2010.

## Business Review

The year of 2011 is the first year in Mengniu's second five-year development plan (the "Five-Year Development Plan"). The Group has formulated development targets for the long term and in different phases, and has been implementing flexible and effective measures to revamp various aspects of its operations. The functions of different departments under the Group have been engaged in a coordinated manner, which led to the satisfactory result of the Group for the first half of the year.

## 市場回顧

二零一一年上半年，中國乳業在國家不斷加強安全管控制度及要求的推動下，繼續保持健康發展的態勢，乳製品消費量持續上升。同時乳製品企業生產許可的重新審核，淘汰了不符合要求的生產企業，為行業營造了更加安全良性的市場環境，有利於中國乳製品企業未來更為規範、有序和可持續的發展。

蒙牛借助行業利好因素，趁勢發展，不斷鞏固市場，並增強自身優勢，進一步鞏固其在中國乳製品行業的領軍者地位。根據國家統計局所屬中國行業企業信息發佈中心調查統計，蒙牛乳製品於二零零六到二零一零年度連續五年榮列全國市場同類產品銷量、銷售額第一名。

## 業務回顧

二零一一年是蒙牛第二個五年發展計劃(「五年發展計劃」)的開局之年，本集團圍繞長遠及階段性的發展目標，針對企業運營的各方面執行靈活有效的調整措施，促進本集團各部門協調進步，共同推動本集團於上半年取得理想的成績。

## 管理層討論及分析(續)

During the period, the Group continued to optimise its product portfolio. With the innovative products being continually launched, the proportion attributable to high value-added products continued to increase, and laid a solid foundation for the improved results. The distinguished performance of the Group demonstrated that it has established a correct product strategy. Mengniu has exerted its best efforts in enhancement of milk sources and quality control, which has provided adequate assurance of product safety and improvement in quality. The Group made further progress in the reform of its organisational structure and employment qualification system, which also effectively enhanced the competency of management and became a new driving force for the long term development of the Group. As to branding, "High Quality for a Green Life" (好品質·綠生活) remains the long-term vision adopted by Mengniu. A series of ecological activities were kicked off under the themes of a green life, which were aimed at arousing the participation of different sectors in the society for the pursuit of a green life and expanding Mengniu's influence as a leading enterprise within the public perception of a green life, quality and health. The Group has thus further reinforced its well-respected reputation on sustainable development.

Since the acquisition of Shijiazhuang Junlebao Dairy Co., Ltd. (石家莊君樂寶乳業有限公司) ("Junlebao") by the Group in 2010, both parties have been engaged in full collaboration related to milk sources, marketing, sales channels and production facilities. Resources from both sides have been maximised and generated sound synergies to the mutual benefit of both parties.

### Branding and Marketing

During the period under review, the Group initiated the yearly theme of "One Step Closer to Green Life" (走近綠生活) and continued to advocate the vision of green ecology. Mengniu proactively organised and participated in branding and marketing events adhering to this theme of a green and healthy life. The theme of "High Quality for a Green Life" (好品質·綠生活) as a component of the brand of Mengniu was promoted in depth and efforts were devoted to promote the public awarenesses about sustainable development in the society.

期內，本集團繼續堅持優化產品組合，創新產品不斷問世，高附加值產品比重持續提升，為業績增長打下堅實的基礎，良好的業績足證本集團產品策略方向的正確性。蒙牛對於奶源和質量監控方面的精益求精，繼續為產品的質量安全和品質提升提供充分保證。組織架構變革、任職資格體系建立等管理工作的持續推進，也有效提升企業內部管理能力，為本集團長遠發展增添動力。至於品牌發展方面，蒙牛繼續堅持以「好品質·綠生活」為長期理念，以實際行動開展一系列綠色、生態活動，引導社會各階層共同積極參與綠色行動，擴大綠色、品質、健康、領先的企業影響力，使本集團可持續發展的形象更加深入人心。

本集團於二零一零年併購石家莊君樂寶乳業有限公司(「君樂寶」)後，在奶源、市場、銷售渠道及生產設施方面與之展開充分合作，將雙方資源最大化利用，產生良好的協同效應，促進雙方共同發展。

### 品牌及市場推廣

回顧期內，本集團提出「走近綠生活」的年度主題，繼續提倡踐行綠色生態理念，發展綠色經濟，積極組織和參與以綠色健康生活為主題的品牌推廣活動，將蒙牛「好品質·綠生活」品牌形象向縱深推廣，並竭盡自身力量推動社會對可持續發展的共同關注。

The International Horticultural Exposition (the “Expo”) is to be held in Xi’an, China in 2011. Mengniu was selected as one of the global partners for the event due to its pioneering awareness and actions in corporate development, enhancement of production and ecology practices. The Expo is one of the most influential green events in the world, and is an important platform for the demonstration of green and low carbon technology development on a worldwide basis. The Group has participated in building its own ecology park in the Expo, and exhibiting the green ecology production chain of Mengniu through miniature landscaping. Interactive games for the visitors have also been planned, which displayed the green and low carbon vision of the Group and enhanced its leading corporate image in the area of green life, quality and safety. During the “Earth Hour” activity initiated by the World Wide Fund (“WWF”), Mengniu, as one of the enterprises representing China, attended the lights off ceremony together with WWF representatives and many celebrities. As the sponsor for the “Earth Hour” and the leading enterprise of the dairy industry, Mengniu delivered its support to the event in substance through moving forward the milk product package recycling programme continually. Mengniu launched the “Package Recycling” (包裝回收) as a green community activity across many cities in China, which collected approximately 600,000 pieces of Tetra Pak packaging in total. There was also a large scale environmental protection event known as “Ecological Movement Support China” (生態行動·助力中國), which invited a number of celebrities to lead consumers in practicing a low carbon life generating a wave of green living practices for the environment. Mengniu deployed highly interactive new Internet-based media to promote its vision of green life, and created a green interactive platform. The activities, “Group Purchasing for a Green Life Camp at NIL” (全民報團綠生活0元團購活動), as well as “My Vows for a Lovely Green Life” (綠愛有我宣言) and “Plant Your Green Caring Seeds” (種下綠愛心願) launched under the “Mengniu Green Life Arena” programme (蒙牛綠生活館), have drawn attention on the Internet and allowed more consumers to understand and follow a green life and green consumption pattern.

二零一一年於中國西安舉辦的世界園藝博覽會，蒙牛因為其企業發展理念、生產建設及生態實踐方面領先的意識和行動而入選為全球合作夥伴之一。世界園藝博覽會是全球最具影響力的綠色盛會之一，是引領世界綠色、低碳科技發展的重要展示舞台，本集團參與其中建立自己的綠色生態園，通過微縮景觀實景還原蒙牛綠色生態產業鏈，並設置了多項遊客互動體驗環節，展示了本集團先進的綠色、低碳發展理念，提升綠色、品質、安全、領先品牌形象。在世界自然基金會(WWF)發起的「地球一小時」活動中，蒙牛作為中國企業代表之一和WWF代表及眾多明星齊聚一堂，共同啟動了熄燈儀式。作為「地球一小時」的贊助商和乳業領袖企業，蒙牛持續推進牛奶包裝回收活動，對活動給予了實實在在的支持。蒙牛在全國多個城市發起的「包裝回收」綠色公益活動，共計回收利樂包裝約60萬個，並於隨後的「生態行動·助力中國」大型生態環保活動中邀請眾多演藝明星帶領消費者親身實踐低碳生活，在社會上掀起一股綠色的環保熱潮。蒙牛積極利用高互動性的網絡新媒體手段推廣綠色理念，傾力打造綠色互動平台—「蒙牛綠生活館」以發起「全民報團綠生活0元團購活動」、「綠愛有我宣言」及「種下綠愛心願」等活動並受到網友廣泛關注，帶動更多消費人群走進綠色生活和消費模式。

## 管理層討論及分析(續)

The efforts devoted by Mengniu to the promotion of a green and low carbon life as well as the fulfillment of its corporate social responsibility were also extensively recognised by the society. In the annual award activity “Leaders in China 2010” (2010先驅中國) jointly organised by Reference News and International Herald Leader under Xinhua Agency, Mengniu was awarded the “Social Responsible Enterprise” (社會責任企業) for the year. During the Second Ecological China Forum (第二屆生態中國論壇), Mengniu was awarded the “Eco-China Contribution Award” (生態中國貢獻獎) again, as one of the leading enterprises in the dairy industry contributing to environment protection in China. Mengniu was also awarded the “Most Influential Leader in a Low Carbon Economy” (最具影響力的低碳領袖) at the event named “Leader for Low Carbon Economy – Leading Brands in China for the Development of Low Carbon Economy” (低碳領袖—中國低碳發展型領先品牌) jointly organised by the China National Radio and Nanfang Media Group, for its maintenance of low carbon emissions throughout the production process.

As people become more aware of a healthy and safe life, more consumers gradually recognise the quality of Mengniu’s products as its green brand.

### Products

By continually launching new products, the Group offered more specific and high end dairy products to satisfy the segmented market demand. Mengniu enriched its product portfolio by featuring healthy, innovative and diversified products to boost its competitive edge and consolidate its leading position in the market.

#### Liquid milk

Revenue from the liquid milk segment amounted to RMB16,294.9 million, an increase of 30.8% as compared with RMB12,462.2 million in the same period of 2010, accounting for 87.7% (2010: 86.4%) of the revenue of the Group as its major income source.

蒙牛在推動綠色低碳、履行社會責任方面的努力，也受到社會各界的廣泛認可。由新華社參考消息報社和《國際先驅導報》主辦的「2010先驅中國」年度評選中，蒙牛獲選年度「社會責任企業」。「第二屆生態中國論壇」上，蒙牛再次榮登「生態中國貢獻獎」榜單，成為當之無愧的乳業環保先行軍。由中央人民廣播電台與南方報業傳媒集團聯合主辦的「低碳領袖—中國低碳發展型領先品牌」結果揭曉，蒙牛因為堅守生產全過程的低碳規範，成為「最具影響力的低碳領袖」。

在人們日益注重健康、安全的生活需求的情況下，蒙牛通過品牌的綠色品質逐步贏得更多消費者的青睞。

### 產品

本集團不斷創新產品，跟隨市場需求推出更加細分化、高端化的乳製品，完善產品結構，以健康、創新、多元化為特色打造蒙牛的產品優勢，鞏固市場領先地位。

#### 液體奶

液體奶實現收入共人民幣162.949億元，較二零一零年同期的人民幣124.622億元增長30.8%，佔本集團總收入的87.7%（二零一零年：86.4%），繼續成為本集團的主要收入來源。

#### **UHT milk**

Revenue from UHT milk products grew by 28.8% to RMB9,795.3 million (2010: RMB7,604.6 million), accounting for 60.1% (2010: 61%) of liquid milk segment revenue.

The *Milk Deluxe* (特侖蘇) series continued to enhance its purity and high end quality by using special premium milk sources. The image was further reinforced by the sales and marketing activities that were closely aligned to music and culture, so as to enrich the substance of its branding culture. The market share of this series maintained its absolute advantage over its peers. The *XinYangDao* (新養道) series targeting middle to high end market segments achieved a breakthrough in the market through product differentiation. *XinYangDao Zhenyang Milk* (新養道珍養牛奶), the main product of this year which creatively combined the essence of donkey-skin, red jujube and medlar, blended the rich flavoured oriental recipe perfectly into the products, whilst giving more care to consumers' health. *Future Star Milk* (未來星兒童成長牛奶) implemented a strategic adjustment to the taste, packaging and name according to market preference, which ensured that the products would better match the positioning as children's milk. Moreover, through the expansion and rationalisation of its sales channels, the penetration of this series in the market was improved. The Group recently launched *Double Cereals Purified Milk* (「穀+倍」醇正牛奶) that emphasized the nutritious value from cereal grains and offered another high end choice to health-conscious customers.

#### **Milk beverages**

Revenue from the milk beverages segment was RMB4,247.1 million (2010: RMB3,562.4 million), increasing by 19.2% from the same period of last year, accounting for 26.1% (2010: 28.6%) of the liquid milk segment revenue.

#### **UHT奶**

UHT奶收入錄得28.8%增長，至人民幣97.953億元(二零一零年：人民幣76.046億元)，佔液體奶收入的60.1%(二零一零年：61%)。

特侖蘇系列繼續以優質專屬奶源打造純正高端品質，以與音樂文化緊密結合的營銷活動提升品牌文化內涵，鞏固高端產品形象，促進市場份額繼續保持絕對性優勢。中高端功能奶新養道系列以產品差異化為特色進行市場突破，今年主推的新養道珍養牛奶中創造性地加入精選的阿膠、紅棗、枸杞，將濃郁的東方配方特色完美融合在產品中，更加細心呵護消費者健康。未來星兒童成長牛奶針對市場需求，在口味、包裝、名稱方面做出策略性調整，確保產品更加符合兒童奶定位，並通過銷售管道的拓展梳理，實現良好的市場滲透。本集團還新推出「穀+倍」醇正牛奶，強調來自穀物的豐富營養，為崇尚健康品質的人群提供更多項高端選擇。

#### **乳飲料**

乳飲料產品收入為人民幣42.471億元(二零一零年：人民幣35.624億元)，較去年同期增長19.2%，佔液體奶收入的26.1%(二零一零年：28.6%)。

## 管理層討論及分析(續)

The *Suan Suan Ru* (酸酸乳) series, which was well received by the trendy young people, gained greater customer acceptance through the introduction of more innovative tastes. The *Fruit and Vegetable Suan Suan Ru* (果蔬酸酸乳) under this series was upgraded by adding fruit and vegetables to improve its appeal. More new flavours such as purple yam, carrot, cucumber and tomato brought the consumers with additional fresh feeling. The advanced technologies adopted in the production process of *Fruit Milk Drink* (真果粒) received Outstanding Awards under the umbrella of Patent Awards of China. The perfect match of real fruit and pure milk allowed the product to gain a leading share in the market. *Youyi C* (優益C), a probiotic lactobacillus casein yogurt beverage contains casein that aids digestion and prevents the aging of intestine, was well received in the market by those working class people who are energetic and health conscious. The *Yiyu Te* (益優特) series deploying plastic packaging was introduced into the market during the period. Adding galacto-oligosaccharide, whey protein powder and milk minerals, it not only advanced the health of consumers with plenty of nutrients but also led a new market trend towards high end milk beverages.

**Yogurt**

Revenue from the yogurt segment recorded significant growth, with an increase of 73.9% to RMB2,252.5 million (2010: RMB1,295.2 million), accounting for 13.8% (2010: 10.4%) of the liquid milk segment revenue.

The Group continued to reinforce its strong brands in the high end yogurt market. *Inner Mongolia Old Yogurt* (內蒙古老酸奶) is a product free from any additives, which is a kind of thick yogurt with a natural taste. Greater efforts were devoted to marketing this product nationwide, and the sales performance was better than expected. *Champion* (冠益乳), the dual function yogurt, was the first yogurt brand of Mengniu to obtain the national certification as a health-care product. Made of quality pure fresh milk and rich in BB-12 Bifidobacterium, Champion offered extra care to the intestine and sold well. Its leading position in the high end yogurt market was consolidated. After the acquisition of Junlebao, the Group's yogurt product portfolio is enriched, thereby providing more comprehensive choices to the market.

受年輕時尚人群歡迎的酸酸乳系列以不斷創新的口味提升消費者對產品接受度，旗下果蔬酸酸乳通過添加豐富的水果蔬菜元素進行升級，新增紫薯、胡蘿蔔、黃瓜、蕃茄等口味，使消費者新鮮感倍增。真果粒產品科技創新的製造方法，獲得中國專利獎優秀獎，以真實水果與醇香牛奶的完美搭配引領產品獨步市場。活菌型乳酸菌飲品優益C，擁有調節腸道菌群、防止腸道老化的保健功能，在追求活力、健康的都市上班族中獲得良好的市場反應。採用塑膠包裝的益優特系列產品於期內上市，其特別添加源於品質牛奶的低聚半乳糖、乳清蛋白粉、乳礦物鹽及維生素群等，以豐富的營養呵護消費者健康，引領高端乳飲料市場新趨勢。

**酸奶**

酸奶收入錄得顯著增長，上升73.9%至人民幣22.525億元(二零一零年：人民幣12.952億元)，佔液體奶收入的13.8%(二零一零年：10.4%)。

本集團持續打造高端酸奶市場的強勢品牌。以無添加為產品特色的內蒙古老酸奶，質地濃稠、口感天然，今年更加強在全國市場範圍內的推廣力度，取得超出預期的銷售成績。蒙牛旗下首個獲批「國食健字號」的雙功能酸奶冠益乳，採用高品質純鮮牛奶制作，擁有豐富的BB冠菌，給予腸道雙重呵護，持續熱銷市場，穩居高端酸奶市場的領先地位。併購君樂寶後，集團的酸奶產品組合更加豐富，為市場提供更全面的選擇。

#### Ice cream

Revenue of the ice cream segment amounted to RMB2,083 million (2010: RMB1,821.1 million), up 14.4% from the same period last year, accounting for 11.2% (2010: 12.6%) of the revenue of the Group.

A comprehensive upgrade was conducted for ice cream products during the period, which further enhanced its position to a higher tier. The product portfolio after the revamp brought sound contributions to the earnings and laid a good foundation for its long term development. The *Deluxe* (蒂蘭聖雪) series, a key product of the segment, applies premium milk sources and natural fragrance, making it a pure and delicious cooling choice for the consumers. The series became an emerging force in the middle to high-end ice cream market in China. On the basis of its excellent reputation accumulated over the years, the *Mood for Green* (綠色心情) series remained attractive in the market. By leveraging the tradition of its brand, *Sui Bian* (隨變) products launched new flavours for the *Wen Ding* (問頂) series. The sales of the products remained at a high level with the support from the brand concept of "Everything Changes with Me" (一切隨我而變). Ice cream products also explored the potential of the *Future Star* brand in the children market and launched *Future Star Mini Milk Ice Cream* (未來星小牛奶口味雪糕) that fully demonstrated the synergy brought about by the integration of brand resources.

#### Other dairy products

Revenue from other dairy products amounted to RMB200.7 million (2010: RMB150.9 million), accounting for 1.1% (2010: 1%) of the revenue of the Group.

During the period, the Group conducted a significant reform of its milk powder products, which were repackaged with a novel Chinese brand name *MENGNIU ARLA* (歐世蒙牛). The products are positioned at the high end of the baby and infant milk powder market, which emphasize the premium milk sources of the products that are tailor-made for Chinese babies, with the concept of "Scandinavian Mind with a Chinese Heart" (北歐智慧中國心). As for sales and marketing, *MENGNIU ARLA* (歐世蒙牛) also changed from distribution nationwide to entering selected major cities with great potential. From the penetration of professional channels and professional training for sales staff, the healthy and nutritious image of the product was enhanced. Preliminary results from the product reform were positive with increased sales of milk powder products which laid solid foundation for the planning of effective branding in the future.

#### 冰淇淋

冰淇淋收入為人民幣20.83億元(二零一零年：人民幣18.211億元)，較去年同期增長14.4%，佔本集團收入的11.2%(二零一零年：12.6%)。

冰淇淋產品於期內做出全面升級，向高端方向更進一步，重整後的產品結構為本集團帶來良好的收益貢獻並為長遠發展奠定良好基礎。重點推出的蒂蘭聖雪系列採用優質奶源和天然香料，給消費者帶來純正、美味的消暑選擇，成為中國中高端冰淇淋市場中崛起的一支新軍。綠色心情系列在產品多年累積的良好口碑之基礎上，使其市場魅力不減。隨變產品傳承品牌傳統，推出問頂系列新口味，藉助「一切隨我而變」的品牌理念，推動了產品的持續暢銷。冰淇淋產品亦挖掘未來星品牌在兒童市場的潛力，推出未來星小牛奶口味雪糕，充分展現品牌資源整合的協同效應。

#### 其他乳製品

其他乳製品收入達人民幣2.007億元(二零一零年：人民幣1.509億元)，佔本集團收入的1.1%(二零一零年：1%)。

本集團奶粉產品於期內做出較大改革，不僅以歐世蒙牛的全新品牌將產品重新包裝上市，並以「北歐智慧中國心」來突出產品的優質奶源和為中國寶寶量身打造的特點，定位高端嬰幼兒奶粉市場。在營銷方面，歐世蒙牛也由以往全國鋪貨改變為揀選重點城市深入挖掘市場，通過專業渠道滲透和對導購的專業培訓，提升產品的健康營養形象。產品改革已初見成效，有助提升奶粉產品的銷售，並為未來品牌規劃打下堅實基礎。



## 管理層討論及分析(續)

### Quality Control

The Group continued to exercise strict control over different aspects of the production processes, thereby enhancing the standard of quality assurance. During the period, on the existing basis of quality control systems, Mengniu upgraded from the previous GMP system to the FSSC22000 that better adheres to international industry standards. The General Administration of Quality Supervision, Inspection and Quarantine stipulated that all dairy products enterprises were required to reapply for the production permits. The operations departments and branches or processing plants of Mengniu involved in such processes have successfully passed the re-examination and obtained the new production permit for dairy products.

### Enhancement of Milk Sources

The Group has insisted on the enhancement of its milk sources as its focus of work, which included providing entrusted loans, prepaying for raw milk, investing in large scale ranches and constructing modernised ranches facilities. The proportion of milk sources provided by ranches and scaled farms was increased to nearly 80%, which was well above the industry level and became a significant basis for ongoing assurance of the quality and safety of the Group's products. In monitoring milk sources, Mengniu also introduced a somatic cell inspection project on a trial basis. More international standards were imposed to inspect the health index of the milk cows. By actively enhancing the safety of fodder and veterinary drugs, the quality of milk was better assured. Mengniu has continued establishing dairy farm technology service systems that are leading the industry. Through the employment of technical staff and the engagement of experts, specific technology services have been provided for the suppliers, which facilitated disease prevention and treatment of dairy cattle while advancing the quality of milk sources.

### 品質監控

本集團繼續在各個生產環節層層把關，對質量監控精益求精。期內，蒙牛在原有品質管制體系認證的基礎上，將以往GMP體系升級為更加符合國際標準的FSSC22000體系。國家質量監督檢驗檢疫總局所要求的全國乳製品企業生產許可重新審核中，蒙牛涉及重新審核的事業部及分公司或加工地均通過審核，取得新乳製品生產許可證。

### 奶源建設

本集團堅持以奶源建設為工作重點，通過提供委託貸款、預支奶款、參股大型牧場及投資建設現代化牧場設備等多種途徑，進一步將牧場奶源和養殖小區規模化奶源比例提升到近80%，遠高於行業平均水平，成為本集團持續保障產品優質安全的重要基礎。蒙牛還在奶源監控方面引入體細胞檢測項目進行試點推廣，採用更加國際化的標準對奶牛健康指數進行檢測，並通過強化飼料、獸藥安全，為牛奶質量安全提供有效保證。蒙牛持續建設領先於行業的奶農技術服務體系，通過配備技術人員、聘請專家等措施為供方提供有針對性的技術服務，做好奶牛疫病防治，從而確保奶源質量。

#### R&D Achievements

During the period, the Group has continued to devote its best endeavours to the R&D of relevant technologies. The post-doctoral scientific research centre, having approved by the Ministry of Human Resources and Social Security, has been put into operation and has been conducting in-depth R&D on certain aspects of dairy products in a well-planned manner. Benefited from the resource integration after the organisational structure reform, the Group has also stepped up the application of patents for its R&D achievements. During the first half of the year, 72 patents were applied for and 56 patents were obtained.

#### Production and Operations

During the period, the Group continued to strive to expand production capacity. The aggregate annual production capacity increased to 6.76 million tons in June 2011 (December 2010: 6.5 million tons).

Mengniu has put emphasis on technology upgrade and equipment introduction, as well as strengthening the application of auto-machinery. Through the application of automated machines, both the utilisation rate per capita was improved and production costs were saved. In order to enhance the capabilities in production technologies, the Group has also collaborated with the manufacturers on R&D equipment according to the production process. Production equipment customised for Mengniu was designed and manufactured, which supported a more efficient production operation.

The strategy of “selling to where it is produced and producing at where it is sold” (產地銷、銷地產) remained the guiding strategy for the deployment of production bases, for the purpose of matching production capabilities with sales volume and reducing transportation costs. At the same time, the Group also executed its supply chain optimisation project and operation cost reduction project in full force, so as to further optimise its costs.

#### Joint Ventures and Alliances

The collaboration between the Group and COFCO Corporation (“COFCO”), the leading cereals, oils and foodstuff enterprise in China, was further extended. COFCO has provided Mengniu with a solid platform in the sharing of resources for the development of Mengniu, thereby maintaining its competitive edge without sacrificing its own unique identity. Mengniu has forged an alliance with China Modern Dairy Holdings Ltd. for priority supply, which also offered a safe and steady assurance of its milk sources.

#### 研究成果

期內本集團繼續為研發技術的發展做出不懈努力，經國家人力資源和社會保障部批准建立的博士後科研工作站開始營運並有計劃地對相關方面進行深入研究與開發。得益於架構變革後的系統整合，研發成果的專利申請速度加快，上半年共計申請專利72件，授權專利56件。

#### 生產和運營

本集團於期內繼續提升產能，於二零一一年六月合計年產能達676萬噸(二零一零年十二月：650萬噸)。

蒙牛繼續著重於技術改造和設備引進，並加強自動化機械的應用，達到提升人均勞動生產率和節約生產成本的雙重效果。本集團為提升生產技術能力，與設備供應商根據生產流程共同進行研發工作，製造出專為蒙牛量身訂做的生產設備，為生產運營提供有效助力。

「產地銷、銷地產」仍然是生產基地佈局的重要策略，以達到產能銷量的互相匹配和運輸成本降低的目的。同時本集團亦全面展開供應鏈優化項目和運營管理成本改善項目，進一步推進成本優化。

#### 合作與聯盟

本集團與中國領先的糧油食品企業—中糧集團有限公司(「中糧集團」)之間的合作進一步深化，中糧集團為蒙牛的發展提供了良好的資源分享平台，使蒙牛在保持自身特色的同時更享競爭優勢。與中國現代牧業控股有限公司的優先供應關係，也為蒙牛奶源提供安全而穩定的保障。

## 管理層討論及分析(續)

### Human Resources

As at 30 June 2011, the Group had approximately 25,000 employees in Mainland China and Hong Kong. Total staff costs for the period, excluding the directors' remuneration, were approximately RMB839 million (2010: RMB767.4 million).

The Group continued to proceed with employment qualification administration system in an orderly manner. The performance appraisal guidelines for different categories of staff within Mengniu were revised during the period. Specific guidance was provided to the staff for their better understanding about the standards of the operations and were related to their respective career development plans. These efforts resulted in enhancement of effective professional standard of the work of the staff. Training was also provided for the staff on certain aspects of work, so that the quality of the Group's staff was improved accordingly.

### Prospects

With the ongoing expansion for the dairy products market in China and the stricter control exercised by the Government over the safety of the industry, these created a healthy environment to nurture the future development of the dairy industry in China and development opportunities for leaders in the industry such as Mengniu.

By capitalising on its prevailing competitive advantages, the Group proceeded with its Five-Year Development Plan in an orderly manner. Mengniu intends to devote efforts in launching new products and optimising its product portfolio for fuelling its corporate development. At the same time, Mengniu will continue to enhance the milk sources so as to ensure the product quality. The image of green and good health will thus be created and will pave the way for the sustainable development of the Group.

### 人力資源

於二零一一年六月三十日，本集團於中國大陸及香港合共聘用僱員約25,000位。期內僱員總成本(不包括董事酬金)約為人民幣8.39億元(二零一零年：人民幣7.674億元)。

本集團任職資格管理體系的建設繼續有序推進，針對蒙牛內部各職能人員而設的評級指引於期內修訂完畢，為員工了解業務規範標準、制定職業發展規劃提供了明確的引導，促進員工工作職業化水準獲得有效提高。而有針對性的員工培訓，亦有效提升了本集團員工的整體素質。

### 展望

中國乳製品市場持續壯大，國家對行業安全監控日益嚴格，為中國乳業的未來發展締造了健康的成長環境，這也為身為行業領導者的蒙牛創造了發展契機。

本集團將立足於原有的領先優勢，將五年發展計劃繼續有序地向前推進。蒙牛將致力在產品方面推陳出新，優化產品整體結構，為企業發展提供源源不斷的生命力，同時將持續推進奶源建設，確保產品品質，打造綠色健康的品牌形象，為本集團鋪下可持續發展的道路。

#### Enhancing and consolidating its edge in milk sources to securing good quality in upstream

Mengniu has always regarded its milk sources as its core competence. Through the introduction of scientific technology and management methods, the Group is pursuing the strategy of standardising ranches. Through supporting rapid development of the ranching area as well as small to middle size modern ranches, Mengniu seeks to increase the proportion of milk from ranches in the raw milk. In the meantime, Mengniu will enhance the cooperation with dairy farmers, including the provision of technology services, to ensure the product quality continues to lead the industry. The Group will lead the dairy industry in China towards scientific development and take up the important responsibility of ensuring the safety of dairy products for the people in China.

#### Expanding coverage in segmented markets by increasing the proportion of high-end products and enriching the product lines

Mengniu will continue to devote efforts in the adjustment of the product portfolio through optimisation of its product mix. With a close monitoring of the demands of the segmented markets, Mengniu will continue to research and develop products with high added value. Through a better product range and an enhanced product image, Mengniu will bolster the attraction of its products in the market, and enhance overall profitability through high end products. In the future, in order to lead the dairy industry in China to be more diversified, the Group will emphasize the development of products with proprietary intellectual property rights and introduce products with greater differentiation into the market.

#### Foster internal reform and enhance professional standard of management

The preliminary stages of reform measures in the Group, such as the restructuring of the organisation and implementing the employment qualification administration system, have been completed. These measures will be reinforced gradually in the future, which will facilitate the better coordination among the departments. The career for the staff will evolve towards a higher degree of professionalism. Through a series of enhancement measures for internal administration, the Group continues to improve its standard of management. This ensures the operational efficiency of each production segment, and the consolidation of the brand of **MENGNIU** at a leading position in the market.

#### 加強奶源管理，鞏固奶源優勢，從源頭上保證好品質

蒙牛一向視奶源為企業的核心競爭力，通過引進科學的技術和管理方法，持續推進牧場化戰略，扶持規模化小區和中小型現代牧場快速發展，提升牧場奶在原奶中的比例，同時加強與奶農展開合作，提供技術服務支持，確保產品品質處於行業領先地位，引領中國乳製品行業朝著科學方面邁進，承擔起為全民提供安全乳品的重任。

#### 增加高端產品比重，豐富產品線覆蓋細分市場

蒙牛將繼續致力於產品結構方面的調整，進行產品組合的優化。通過時刻關注細分市場的需求，蒙牛將不斷研發高附加值功能性產品，升級產品結構，提升產品形象，以產品創新保持市場吸引力，以高端產品增加整體盈利能力。未來，本集團將強調具有自主知識產權的產品開發，以差異化特色的產品佔領市場，促進中國乳製品市場更加百花齊放。

#### 推進內部改革，提升專業化管理水平

組織架構變革、任職資格體系等內部系統改革已經初步完成，更將在未來逐步深入落實，使部門之間的合作更加協調一致，員工的發展更加朝著專業化的方向推進。通過內部管理的一系列提升措施，本集團將持續提升管理水平，確保各個環節運營效率，鞏固蒙牛品牌立於市場競爭不敗之地。

### Establishing an image for sustainable development through advocating green initiatives

Mengniu will continue to rally strength on the theme of “High Quality for a Green Life” (好品質·綠生活) and persist in forging a green ecological industrial chain as its development strategy. It will comply with the low carbon rules in various production segments, and provide consumers with quality dairy products that are healthy and natural. Furthermore, it will proactively engage in branding activities for the promotion of the ecology protective concept. While creating the green image of the brand, Mengniu will also contribute to advance the green economy through the participation by the public.

Under the leadership of a young and energetic management team, the Group has prescribed a good start for the Five-Year Development Plan with satisfactory results for the first half of 2011, and has successfully built up confidence in accomplishing the development goals for the future. On this basis, the Group will continue to exert its best efforts for improving its products, administration and branding, and consolidate its leading position in the dairy market in China.

### 提倡綠色環保主張，推進品牌建立可持續發展形象

蒙牛將繼續圍繞「好品質·綠生活」這一品牌主題凝聚力量，堅持綠色生態產業鏈的發展戰略，在各個生產環節中堅守低碳規範，向消費者提供品質健康天然的乳製品，更通過積極開展宣傳保護生態環境的品牌推廣活動，在打造品牌綠色形象的同時，亦為吸引社會參與綠色事業而貢獻力量。

在一支年輕並且充滿幹勁的管理團隊的領導之下，本集團於二零一一年上半年的理想業績為五年發展計劃創造了良好的開局，為未來發展目標的順利實現樹立了信心。在此基礎上，本集團還將不斷努力，揚帆前進，使產品、管理及品牌等方面盡善盡美，鞏固蒙牛於中國乳製品市場的領導者地位。

# REPORT OF THE DIRECTORS

## 董事會報告

The board (the "Board") of directors (the "Directors") of the Company has the pleasure in submitting the interim report together with the unaudited condensed consolidated financial statements of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2011 ("interim financial statements").

### Interim Dividend

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2011 (six months ended 30 June 2010: nil) and propose that the profit for the period be retained.

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2011, the interests and short positions of the Directors and the chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company and associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

本公司董事(「董事」)會(「董事會」)欣然提呈其中期報告，連同本公司及其子公司(統稱「本集團」)截至二零一一年六月三十日止六個月的未經審核簡明綜合財務報表(「中期財務報表」)。

### 中期股息

董事不建議派發截至二零一一年六月三十日止六個月的中期股息(截至二零一零年六月三十日止六個月：無)，並建議保留期內盈利。

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零一一年六月三十日，本公司董事及主要行政人員及各自之聯繫人士於本公司及相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有須登記在根據證券及期貨條例第352條規定存置的登記冊內之權益及淡倉，或根據上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)知會本公司和香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

Long positions in the shares of the Company/Associated Corporation:

於本公司／相聯法團股份之好倉：

Name of Director 董事姓名	Company/Name of Associated Corporation 公司／相聯法團名稱	Nature of Interest 權益性質	Total Number of Ordinary Shares 普通股總數	Percentage of the Company's/ Associated Corporation's Issued Share Capital (Note 3) 佔本公司／相聯 法團已發行 股本的百分比 (附註3)
Niu Gensheng 牛根生	The Company 本公司	Corporate Interest (Note 1) 法團權益(附註1)	78,466,049 (L)	4.49%
	The Company 本公司	Interest under Concert Party Agreement (Note 2) 一致行動方協議之權益(附註2)	144,056,371 (L)	8.24%
Yang Wenjun 楊文俊	The Company 本公司	Personal Interest 個人權益	1,506,196 (L)	0.09%
	The Company 本公司	Interest under Concert Party Agreement (Note 2) 一致行動方協議之權益(附註2)	144,056,371 (L)	8.24%
	Inner Mongolia Mengniu Dairy (Group) Company Limited ("Inner Mongolia Mengniu") 內蒙古蒙牛乳業(集團)股份 有限公司(「內蒙蒙牛」)	Personal Interest 個人權益	4,510,460 (L)	0.30%
Bai Ying 白瑛	The Company 本公司	Personal Interest 個人權益	148,837 (L)	0.01%
	The Company 本公司	Interest under Concert Party Agreement (Note 2) 一致行動方協議之權益(附註2)	144,056,371 (L)	8.24%
	Inner Mongolia Mengniu 內蒙蒙牛	Personal Interest 個人權益	448,201 (L)	0.03%

### Notes:

1. 78,466,049 shares are held by Yinniu Milk Industry Limited (“Yinniu”), a shareholder of the Company, which is controlled as to 95.53% by Xin Niu International Limited (“Xin Niu”). Mr. Niu Gensheng, by virtue of a proxy, has been delegated voting rights of the shares in Yinniu held by Xin Niu.
2. On 24 July 2008, Xin Niu, Yinniu, Jinniu Milk Industry Limited (“Jinniu”), Niu Gensheng and a group of 21 individuals comprising Directors and management staff of the Group (the “Management Shareholders”) (collectively, the “Concert Parties”) entered into a concert party agreement (the “Concert Party Agreement”) regarding their interests in the Company. The Concert Party Agreement constitutes an agreement under Section 317 of the SFO. Details of the shareholding of the Concert Parties (who are not Directors of the Company) are set out in the section headed “Substantial Shareholders’ Interests” below.
3. The total issued shares of the Company as at 30 June 2011 was 1,747,280,949.

(L) Indicates a long position.

The Directors of the Company have been granted options under the Company’s share option scheme, details of which are set out in the section “Share Option Scheme” below.

Saved as disclosed above, as at 30 June 2011, none of the Directors and the chief executive of the Company and their respective associates had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### Substantial Shareholders’ Interests

As at 30 June 2011, the interests or short positions of substantial shareholders, other than the Directors or the chief executive of the Company whose interests and short positions in the shares of the Company and of its associated corporations (within the meaning of Part XV of the SFO) are set

### 附註:

1. 78,466,049股股份由本公司股東銀牛乳業有限公司(「銀牛」)持有，銀牛95.53%權益由信牛國際有限公司(「信牛」)控制。牛根生先生透過一名委任代表獲交託信牛所持有之銀牛股份之投票權。
2. 於二零零八年七月二十四日，信牛、銀牛、金牛乳業有限公司(「金牛」)、牛根生及由21名個人組成的團體包括本集團董事及管理層(「管理層股東」)(統稱「一致行動方」)就彼等於本公司之權益訂立一致行動方協議(「一致行動方協議」)。根據證券及期貨條例第317條，一致行動方協議構成協議。一致行動方(非本公司董事)的持股詳情載於下文「主要股東權益」一節。
3. 於二零一一年六月三十日，本公司已發行股份總數為1,747,280,949股。

(L) 表示好倉。

本公司若干董事根據本公司之購股權計劃獲授購股權，詳情載於下文「購股權計劃」一節。

除上文所披露者外，於二零一一年六月三十日，本公司各董事及主要行政人員及各自之聯繫人士於本公司及任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中，概無擁有須登記在根據證券及期貨條例第352條規定存置的登記冊內，或根據標準守則須知會本公司和聯交所之權益及淡倉。

### 主要股東權益

於二零一一年六月三十日，根據證券及期貨條例第336條規定存置之登記冊所紀錄，主要股東(於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份中所擁有的權益及淡倉已於上文載列的本公司董



## 董事會報告(續)

out above, in the shares and underlying shares of the Company as recorded in the register required to be maintained under Section 336 of the SFO were as follows:

事及主要行政人員除外)於本公司股份及相關股份中的權益或淡倉如下：

Name of Substantial Shareholder	主要股東姓名/名稱	Number of Ordinary Shares 普通股數目	Percentage of the Company's Issued Share Capital (Note 3) 佔本公司已發行股本百分比 (附註3)
COFCO Corporation (formerly known as COFCO Limited)	中糧集團有限公司(前稱「中國糧油食品集團有限公司」)	348,000,000 (L)	19.92%
COFCO Dairy Holdings Limited	COFCO Dairy Holdings Limited	347,600,000 (L)	19.89%
COFCO Dairy Investments Limited	COFCO Dairy Investments Limited	347,600,000 (L)	19.89%
Xin Niu	信牛	78,466,049 (L) (Note 附註1)	4.49%
		144,056,371 (L) (Note 附註2)	8.24%
Yinniu	銀牛	78,466,049 (L) (Note 附註1)	4.49%
		144,056,371 (L) (Note 附註2)	8.24%
Jinniu	金牛	26,489,292 (L)	1.52%
		144,056,371 (L) (Note 附註2)	8.24%
Sun Yubin	孫玉斌	144,056,371 (L) (Note 附註2)	8.24%
Deng Jiuqiang	鄧九強	144,056,371 (L) (Note 附註2)	8.24%
Lu Jun	盧俊	144,056,371 (L) (Note 附註2)	8.24%
Sun Xianhong	孫先紅	144,056,371 (L) (Note 附註2)	8.24%
Wang Fuzhu	王福柱	144,056,371 (L) (Note 附註2)	8.24%
Bai Jun	白君	144,056,371 (L) (Note 附註2)	8.24%
Hou Jiangbin	侯江斌	144,056,371 (L) (Note 附註2)	8.24%
Qiu Lianjun	邱連軍	144,056,371 (L) (Note 附註2)	8.24%
Pang Kaitai	龐開泰	144,056,371 (L) (Note 附註2)	8.24%
Chu Xiuli	初秀麗	144,056,371 (L) (Note 附註2)	8.24%
Li Shurong	李淑榮	144,056,371 (L) (Note 附註2)	8.24%
Liu Xiaoling	劉曉玲	144,056,371 (L) (Note 附註2)	8.24%
Wang Guisheng	王貴生	144,056,371 (L) (Note 附註2)	8.24%
Wang Ai Suo	王埃鎖	144,056,371 (L) (Note 附註2)	8.24%
Wang Jishan	王繼山	144,056,371 (L) (Note 附註2)	8.24%
Wang Jianbang	王建邦	144,056,371 (L) (Note 附註2)	8.24%
Jiang Hong	江紅	144,056,371 (L) (Note 附註2)	8.24%
Zheng Wenping	鄭文平	144,056,371 (L) (Note 附註2)	8.24%
Ren Meicheng	任美成	144,056,371 (L) (Note 附註2)	8.24%
UBS AG	UBS AG	172,047,385 (L)	9.85%
		305,368 (S)	0.02%

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Notes:

- (1) 78,466,049 shares are held by Yinniu, a shareholder of the Company, which is controlled as to 95.53% by Xin Niu. Mr. Niu Gensheng, by virtue of a proxy, has been delegated voting rights of the shares in Yinniu held by Xin Niu.
  - (2) On 24 July 2008, Xin Niu, Yinniu, Jinniu, Niu Gensheng and the Management Shareholders entered into the Concert Party Agreement regarding their interests in the Company. The Concert Party Agreement constitutes an agreement under Section 317 of the SFO and the aggregate number of shares under the Concert Party Agreement is 144,056,371, representing approximately 8.24% of the issued shares of the Company as at 30 June 2011. These shares are beneficially owned by Yinniu, Jinniu, Niu Gensheng, Yang Wenjun, Bai Ying (the shareholdings of these parties are set out in the table above or in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures") and Sun Yubin (as to 2,498,444 shares), Deng Jiuqiang (as to 2,753,636 shares), Lu Jun (as to 1,134,104 shares), Wang Fuzhu (as to 704,721 shares), Bai Jun (as to 570,542 shares), Hou Jiangbin (as to 7,085,491 shares), Qiu Lianjun (as to 9,001,526 shares), Li Shurong (as to 2,029,598 shares), Liu Xiaoling (as to 2,029,598 shares), Wang Guisheng (as to 1,587,596 shares), Wang Ai Suo (as to 2,282,170 shares), Jiang Hong (as to 507,399 shares), Zheng Wenping (as to 3,748,654 shares) and Ren Meicheng (as to 1,512,518 shares).
  - (3) The total issued shares of the Company as at 30 June 2011 was 1,747,280,949.
  - (4) Based on the notification form filed by JPMorgan Chase & Co. ("JPMorgan") on 28 April 2011, JPMorgan had interests in 86,944,651 shares (L), 608,400 shares (S) and 82,305,444 shares (P) of the Company representing 5%, 0.04% and 4.74% share interest in the Company respectively which was calculated based on the then issued share capital of the Company. As at 30 June 2011, such number of shares held by JPMorgan represented 4.98%, 0.03% and 4.71% share interest in the Company respectively due to the increase in the issued share capital of the Company as a result of the exercise of the share options.
- (L) Indicates a long position.
- (S) Indicates a short position.
- (P) Indicates a lending position.

Saved as disclosed above and as set out in the section "Share Option Scheme" below, as at 30 June 2011, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register maintained under Section 336 of the SFO.

#### 附註:

- (1) 78,466,049股股份由本公司股東銀牛持有，銀牛之95.53%權益由信牛控制。牛根生先生透過一名委任代表獲交託信牛所持有之銀牛股份之投票權。
  - (2) 於二零零八年七月二十四日，信牛、銀牛、金牛、牛根生及管理層股東就彼等於本公司之權益訂立一致行動方協議。根據證券及期貨條例第317條，一致行動方協議構成協議，而在一致行動方協議下股份數目合共為144,056,371股，佔本公司於二零一一年六月三十日已發行股份約8.24%。該等股份由銀牛、金牛、牛根生、楊文俊、白瑛(各方持股量載於上表或「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」一節)及孫玉斌(有關2,498,444股股份)、鄧九強(有關2,753,636股股份)、盧俊(有關1,134,104股股份)、王福柱(有關704,721股股份)、白君(有關570,542股股份)、侯江斌(有關7,085,491股股份)、邱連軍(有關9,001,526股股份)、李淑榮(有關2,029,598股股份)、劉曉玲(有關2,029,598股股份)、王貴生(有關1,587,596股股份)、王埃鎖(有關2,282,170股股份)、江紅(有關507,399股股份)、鄭文平(有關3,748,654股股份)及任美成(有關1,512,518股股份)實益擁有。
  - (3) 於二零一一年六月三十日，本公司已發行股份總數為1,747,280,949股。
  - (4) 根據由JPMorgan Chase & Co. (「JP Morgan」)於二零一一年四月二十八日所存檔的通知表格，JP Morgan擁有本公司86,944,651股(L)，608,400股(S)及82,305,444股(P)股份之權益，分別各佔本公司股份權益的5%，0.04%及4.74%。所持之股份權益乃基於本公司當時發行之股本計算。於二零一一年六月三十日，本公司發行之股份因行使購股權而增加，故JP Morgan所持有之該等股份數量分別各佔本公司股份權益的4.98%，0.03%及4.71%。
- (L) 表示好倉。
- (S) 表示淡倉。
- (P) 表示借出。

除上文及下文「購股權計劃」一節所披露者外，於二零一一年六月三十日，根據證券及期貨條例第336條規定存置之登記冊所示，概無任何其他於本公司股份或相關股份中之權益或淡倉。

## 董事會報告(續)

## Share Option Scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The following share options were outstanding under the Scheme during the period:

## 購股權計劃

本公司採納一項購股權計劃(「計劃」)，藉此向對本集團業務成功有貢獻之合資格參與者作出鼓勵及獎賞。期內，計劃內尚未行使之購股權如下：

Name or Category of Participant 參與者名稱或類別	Number of share options 購股權數目				Date of grant of share options 授出購股權日期	Exercise period of share options (both dates inclusive) 購股權行使期間 (包括首尾兩天)	Exercise price of share options 購股權行使價 HK\$ 港元
	As at 1 January 2011 於二零一一年一月一日	Exercised during the period 期內行使	Lapsed during the period 期內失效	As at 30 June 2011 於二零一一年六月三十日			
<b>Executive directors</b> <b>執行董事</b>							
Yang Wenjun <sup>(1)</sup> 楊文俊 <sup>(1)</sup>	9,000,000	–	–	9,000,000	18.8.2008 二零零八年八月十八日	18.8.2010 to 17.8.2014 <sup>(3)</sup> 二零一零年八月十八日至二零一四年八月十七日 <sup>(3)</sup>	22.03
	6,600,000	–	–	6,600,000	23.11.2009 二零零九年十一月二十三日	23.11.2011 to 22.11.2015 <sup>(4)</sup> 二零一一年十一月二十三日至二零一五年十一月二十二日 <sup>(4)</sup>	24.40
Bai Ying <sup>(1)</sup> 白瑛 <sup>(1)</sup>	34,250	(34,250)	–	–	26.10.2006 二零零六年十月二十六日	26.10.2007 to 25.10.2012 <sup>(2)</sup> 二零零七年十月二十六日至二零一二年十月二十五日 <sup>(2)</sup>	13.40
	3,680,000	–	–	3,680,000	18.8.2008 二零零八年八月十八日	18.8.2010 to 17.8.2014 <sup>(3)</sup> 二零一零年八月十八日至二零一四年八月十七日 <sup>(3)</sup>	22.03
	3,210,000	–	–	3,210,000	23.11.2009 二零零九年十一月二十三日	23.11.2011 to 22.11.2015 <sup>(4)</sup> 二零一一年十一月二十三日至二零一五年十一月二十二日 <sup>(4)</sup>	24.40
Wu Jingshui 吳景水	15,750	(15,750)	–	–	26.10.2006 二零零六年十月二十六日	26.10.2007 to 25.10.2012 <sup>(2)</sup> 二零零七年十月二十六日至二零一二年十月二十五日 <sup>(2)</sup>	13.40
	1,650,000	–	–	1,650,000	18.8.2008 二零零八年八月十八日	18.8.2010 to 17.8.2014 <sup>(3)</sup> 二零一零年八月十八日至二零一四年八月十七日 <sup>(3)</sup>	22.03
	1,500,000	–	–	1,500,000	23.11.2009 二零零九年十一月二十三日	23.11.2011 to 22.11.2015 <sup>(4)</sup> 二零一一年十一月二十三日至二零一五年十一月二十二日 <sup>(4)</sup>	24.40

REPORT OF THE DIRECTORS (CONTINUED)

董事會報告(續)

Name or Category of Participant 參與者名稱或類別	Number of share options 購股權數目				Date of grant of share options 授出購股權日期	Exercise period of share options (both dates inclusive) 購股權行使期間 (包括首尾兩天)	Exercise price of share options 購股權行使價 HK\$ 港元
	As at 1 January 2011 於二零一一年一月一日	Exercised during the period 期內行使	Lapsed during the period 期內失效	As at 30 June 2011 於二零一一年六月三十日			
Ding Sheng 丁聖	24,000	(24,000)	-	-	26.10.2006 二零零六年十月二十六日	26.10.2007 to 25.10.2012 <sup>(2)</sup> 二零零七年十月二十六日至二零一二年十月二十五日 <sup>(2)</sup>	13.40
	1,850,000	(700,000)	-	1,150,000	18.8.2008 二零零八年八月十八日	18.8.2010 to 17.8.2014 <sup>(3)</sup> 二零一零年八月十八日至二零一四年八月十七日 <sup>(3)</sup>	22.03
	1,800,000	-	-	1,800,000	23.11.2009 二零零九年十一月二十三日	23.11.2011 to 22.11.2015 <sup>(4)</sup> 二零一一年十一月二十三日至二零一五年十一月二十二日 <sup>(4)</sup>	24.40
<b>Employees in Aggregate<sup>(1)</sup></b> <b>僱員總計<sup>(1)</sup></b>	1,683,642	(1,024,411)	(18,020)	641,211	26.10.2006 二零零六年十月二十六日	26.10.2007 to 25.10.2012 <sup>(2)</sup> 二零零七年十月二十六日至二零一二年十月二十五日 <sup>(2)</sup>	13.40
	56,945,280	(7,493,966)	(7,674,308)	41,777,006	18.8.2008 二零零八年八月十八日	18.8.2010 to 17.8.2014 <sup>(3)</sup> 二零一零年八月十八日至二零一四年八月十七日 <sup>(3)</sup>	22.03
	73,428,000	-	(9,339,890)	64,088,110	23.11.2009 二零零九年十一月二十三日	23.11.2011 to 22.11.2015 <sup>(4)</sup> 二零一一年十一月二十三日至二零一五年十一月二十二日 <sup>(4)</sup>	24.40
	4,470,000	-	-	4,470,000	6.12.2010 二零一零年十二月六日	6.12.2012 to 5.12.2016 <sup>(4)</sup> 二零一二年十二月六日至二零一六年十二月五日 <sup>(4)</sup>	22.80
	165,890,922	(9,292,377) <sup>(5)</sup>	(17,032,218)	139,566,327			

Notes:

- (1) Xin Niu, Yinniu, Jinniu and the Management Shareholders entered into the Concert Party Agreement on 24 July 2008 and accordingly, Xin Niu, Yinniu, Jinniu and the Management Shareholders (who include Yang Wenjun and Bai Ying) were all deemed to be interested in an aggregate of 31,530,250 share options in the Company under the SFO as at 30 June 2011.
- (2) The share options will be vested in four equal batches with 25% of the share options granted vesting on the first, second, third and fourth anniversaries of the date of grant. In addition, the share options will only be vested if and when the pre-set performance targets of the Group, the division of the grantee and the grantee are achieved. Unless all of these targets are met, the share options will lapse.

附註:

- (1) 信牛、銀牛、金牛及管理層股東於二零零八年七月二十四日訂立一致行動方協議，因此，於二零一一年六月三十日，信牛、銀牛、金牛及管理層股東(包括楊文俊及白瑛)根據證券及期貨條例被視為於本公司合共31,530,250份購股權中擁有權益。
- (2) 購股權將分為四等份歸屬，25%購股權分別於由授出日期起第一、二、三及四個週年歸屬。此外，倘若達到本集團、承授人所屬部門及承授人之預定表現目標，則有關購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。

- (3) The share options will be vested in two equal batches with 50% of the share options granted vesting on the second and third anniversaries of the date of grant. In addition, the share options will only be vested if and when the pre-set performance targets of the Group, the division of the grantee and the grantee are achieved. Unless all of these targets are met, the share options will lapse.
- (4) The share options will be vested in three batches with 20%, 40% and 40% of the share options granted vesting on, respectively, the second, third and fourth anniversaries of the date of the grant. In addition, the share options will only be vested if and when the pre-set performance targets of the Group, the division of the grantee and the grantee are achieved. Unless all of these targets are met, the share options will lapse.
- (5) The weighted average closing price of the shares of the Company before the dates on which the options were exercised was HK\$24.88.
- (3) 購股權將分為兩等份歸屬，50%購股權分別於由授出日起第二及三個週年歸屬。此外，倘若達到本集團、承授人所屬部門及承授人之預定表現目標，則有關購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。
- (4) 購股權將分為三份歸屬，20%、40%及40%購股權分別於由授出日起第二、三及四個週年歸屬。此外，倘若達到本集團、承授人所屬部門及承授人之預定表現目標，則有關購股權方獲歸屬。倘未能達致上述全部目標，則有關購股權將失效。
- (5) 本公司股份於購股權行使日期前之加權平均收市價為24.88港元。

During the six months ended 30 June 2011, no share options were granted under the Scheme.

Save as disclosed above, at no time during the reporting period was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or the chief executive of the Company or their respective associates to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

Save as disclosed above, none of the Directors or the chief executive (including their spouses and children under the age of 18) during the six months ended 30 June 2011, held any interest in, or were granted any right to subscribe for, the securities of the Company and its associated corporations within the meaning of the SFO, or had exercised any such rights.

### Foreign Currency Risk

The Group's businesses are principally located in the Mainland China and substantially all transactions are conducted in RMB, except for the purchases of certain machinery and equipment. As at 30 June 2011, substantially all of the Group's assets and liabilities were denominated in RMB except that cash and cash equivalents of approximately RMB64,870,000 (31 December 2010: RMB67,366,000) and RMB140,129,000 (31 December 2010: RMB1,631,092,000) which were denominated in United States dollars and Hong Kong dollars respectively, and interest-bearing bank loans and long term payables aggregating to approximately RMB134,748,000 (31 December 2010: RMB85,199,000) were denominated in United States dollars and Japanese Yen. Management has set up procedures to periodically review and monitor the foreign currency risk exposure.

截至二零一一年六月三十日止六個月，概無購股權根據計劃獲授出。

除上文披露者外，本公司或任何子公司於期內概無訂立任何安排，使本公司董事、主要行政人員及各自之相關聯繫人士可藉收購本公司或任何其他法團之股份或債權證而獲得利益。

除上文披露者外，於截至二零一一年六月三十日止六個月期間，概無任何董事及主要行政人員(包括彼等之配偶或彼等18歲以下子女)擁有本公司及其相聯法團(見證券及期貨條例之定義)證券之權益或認購權利，亦無行使任何該等權利。

### 外幣風險

本集團之業務主要位於中國大陸，除了購置指定機器及設備外，幾乎全部均以人民幣進行交易。於二零一一年六月三十日，除了為數約人民幣64,870,000元(二零一零年十二月三十一日：人民幣67,366,000元)及人民幣140,129,000元(二零一零年十二月三十一日：人民幣1,631,092,000元)的現金及現金等價物分別以美元及港元為貨幣單位，及合共約人民幣134,748,000元(二零一零年十二月三十一日：人民幣85,199,000元)的計息銀行貸款及長期應付款項分別以美元及日圓為貨幣單位外，本集團幾乎全部資產及負債均以人民幣為貨幣單位。管理層已制定程序定期審查及監控外幣風險。

## Pledge of Assets

As at 30 June 2011, the Group has pledged certain bank deposits, land use rights and certain property, plant and equipment aggregating approximately RMB344,431,000 (31 December 2010: RMB291,881,000). Details are set out in the respective notes to the interim financial statements.

## Contingent Liabilities and Capital Commitments

Details of contingent liabilities and capital commitments are set out in Notes 32 and 33, respectively, to the interim financial statements.

## Corporate Governance

The Company is dedicated to ensure high standards of corporate governance with an emphasis on a diligent Board, sound internal control, and increasing transparency and accountability to shareholders. The Board acknowledges that good corporate governance practices and procedures are beneficial to the Group and its shareholders.

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance practices.

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has been in compliance with all applicable code provisions set out in the CG Code during the six months ended 30 June 2011.

## Board of Directors

As at the date of this interim report, the Board currently comprises four Executive Directors, namely, Mr. Yang Wenjun, Mr. Bai Ying, Mr. Wu Jingshui and Mr. Ding Sheng; eight Non-executive Directors, namely, Mr. Niu Gensheng, Mr. Ning Gaoning, Mr. Jiao Shuge (alias Jiao Zhen), Mr. Julian Juul Wolhardt, Mr. Yu Xubo, Mr. Ma Jianping, Mr. Fang Fenglei and Mr. Ma Wangjun; and three Independent Non-executive Directors, namely, Mr. Liu Fuchun, Mr. Zhang Xiaoya and Mr. Xie Tao.

## 資產抵押

於二零一一年六月三十日，本集團已抵押之若干銀行存款、土地使用權及若干物業、廠房及設備合共約人民幣344,431,000元(二零一零年十二月三十一日：人民幣291,881,000元)。有關詳情載於中期財務報表相關附註。

## 或然負債及資本承擔

或然負債及資本承擔的詳情分別載於中期財務報表附註32及33。

## 企業管治

本公司致力確保企業管治達致高水平，尤其著重組建勤勉盡職的董事會和健全的內部監控制度，以及提高透明度和對股東之間責性。董事會知悉，良好企業管治常規及程序對本集團及其股東有利。

本公司已採納聯交所證券上市規則(「上市規則」)附錄14所載企業管治常規守則(「企業管治守則」)的守則條文作為其本身的企業管治常規守則。

董事會已檢討本公司之企業管治常規，並確信本公司於截至二零一一年六月三十日止六個月內已符合企業管治守則中所有適用之守規條文。

## 董事會

於本中期報告之日期，董事會現包括四位執行董事，分別為楊文俊先生、白瑛先生、吳景水先生及丁聖先生；八位非執行董事，分別為牛根生先生、寧高寧先生、焦樹閣(亦稱焦震)先生、Julian Juul Wolhardt先生、于旭波先生、馬建平先生、方風雷先生及馬王軍先生；及三位獨立非執行董事，分別為劉福春先生、張曉亞先生及謝韜先生。

### Securities Transactions of Directors

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the Company's code of conduct and rules governing dealings by all Directors in the securities of the Company. The Directors have confirmed, following specific enquiries by the Company, that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2011.

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

During the six months ended 30 June 2011, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### Audit Committee

The Audit Committee comprises five Non-executive Directors, three of whom are independent. The current committee members are Mr. Xie Tao (chairman), Mr. Jiao Shuge, Mr. Ma Wangjun, Mr. Liu Fuchun and Mr. Zhang Xiaoya. The Audit Committee has reviewed with the Company's management and the external auditors, the accounting principles and practices adopted by the Company and discussed auditing, internal control and financial reporting matters, including the review of the unaudited interim financial statements for the six months ended 30 June 2011.

### Investor Relations and Communications

The Company adopts a proactive policy in promoting investor relations and communications. Regular meetings are held with institutional investors and financial analysts to ensure two-way communications on the Company's performance and development.

By order of the Board

**Yang Wenjun**  
Chief Executive Officer

Hong Kong, 30 August 2011

### 董事的證券交易

本公司已採納上市規則附錄10所載之標準守則為規管本公司所有董事進行本公司證券交易的行為守則和規則。對所有董事作出特定查詢後，本公司確認所有董事於截至二零一一年六月三十日止六個月內一直遵守標準守則之規定準則。

### 購買、出售或贖回本公司上市證券

截至二零一一年六月三十日止六個月，本公司或其任何子公司概無購買、出售或贖回本公司任何上市證券。

### 審核委員會

審核委員會成員包括五名非執行董事，其中三名為獨立董事。現任委員會成員為謝韜先生(主席)、焦樹閣先生、馬王軍先生、劉福春先生及張曉亞先生。審核委員會已與本公司管理層及外部核數師審閱本公司採納的會計原則與慣例，並討論審核、內部監控及財務報告事宜，其中包括審閱截至二零一一年六月三十日止六個月的未經審核中期財務報表。

### 投資者關係與溝通

本公司採取積極政策推動投資者關係及增進溝通。本公司定期與機構投資者及財務分析員舉行會議，以確保就本公司的表現及發展維持雙向的溝通。

承董事會命

**楊文俊**  
總裁

香港，二零一一年八月三十日

# REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

## 中期財務資料審閱報告



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To the Board of Directors of China Mengniu Dairy Company Limited  
(Incorporated in the Cayman Islands with limited liability)

致：中國蒙牛乳業有限公司董事會  
(在開曼群島註冊成立之有限公司)

### Introduction

We have reviewed the accompanying interim financial information set out on pages 32 to 68 which comprises the condensed consolidated statement of financial position of China Mengniu Dairy Company Limited (the "Company") and its subsidiaries (the "Group") as at 30 June 2011 and the related condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") issued by the International Accounting Standards Board.

The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Scope of Review

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

### 緒言

我們已審閱刊於第32頁至68頁的隨附中中期財務資料，其中包括中國蒙牛乳業有限公司(「貴公司」)及其子公司(「貴集團」)於二零一一年六月三十日止的簡明綜合財務狀況表以及截至該日止六個月的相關簡明綜合利潤表、全面收益表、權益變動表、現金流量表以及解釋附註。《香港聯合交易所有限公司證券上市規則》規定，中期財務資料報告的編製必須符合其相關條文及國際會計準則理事會頒佈的《國際會計準則》第34號—「中期財務報告」(「《國際會計準則》第34號」)的規定。

貴公司董事負責根據《國際會計準則》第34號編製及呈列本中期財務資料。我們的責任是根據我們審閱工作的結果，對本中期財務資料作出審閱結論。我們的報告僅向董事會作出。除此之外，不作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔任何責任。

### 審閱範圍

我們是按照香港會計師公會頒佈的《香港審閱聘用協定準則》第2410號—「由實體的獨立核數師執行的中期財務資料審閱」的規定進行審閱。中期財務資料的審閱主要包括向負責財務會計事宜的人士作出詢問，並採取分析性和其他審閱程序。審閱的範圍遠較根據《香港核數準則》進行的審核範圍小，故我們不能保證我們知悉一切可能於審核中識別的重大事宜。因此，我們不發表審核意見。



### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with IAS 34.

### Ernst & Young

*Certified Public Accountants*

Hong Kong  
30 August 2011

### 結論

根據我們的審閱，我們並未察覺任何事宜致使我們相信隨附中期財務資料在一切重大方面並未按照《國際會計準則》第34號編製。

### 安永會計師事務所

*執業會計師*

香港  
二零一一年八月三十日

# CONDENSED CONSOLIDATED INCOME STATEMENT

## 簡明綜合利潤表

		Unaudited 未經審核		
		For the six months ended 30 June 截至六月三十日止六個月		
		2011 二零一一年	2010 二零一零年	
		RMB'000 人民幣千元	RMB'000 人民幣千元	
		Notes 附註		
<b>Revenue</b>	收入	4	<b>18,578,642</b>	14,434,223
Cost of sales	銷售成本		<b>(13,753,754)</b>	(10,647,051)
<b>Gross profit</b>	毛利		<b>4,824,888</b>	3,787,172
Other income and gains	其他收入及收益	4	<b>100,829</b>	57,242
Selling and distribution costs	銷售及經銷費用		<b>(3,311,344)</b>	(2,601,746)
Administrative expenses	行政費用		<b>(522,284)</b>	(492,891)
Other operating expenses	其他經營費用	5	<b>(96,928)</b>	(22,875)
<b>Profit from operating activities</b>	經營業務利潤		<b>995,161</b>	726,902
Interest income	利息收入		<b>66,291</b>	39,270
Finance costs	融資成本	7	<b>(29,052)</b>	(21,942)
Share of profits and losses of associates	應佔聯營公司利潤及虧損		<b>16,086</b>	5,226
<b>Profit before tax</b>	稅前利潤	6	<b>1,048,486</b>	749,456
Income tax expense	所得稅支出	8	<b>(156,338)</b>	(72,584)
<b>Profit for the period</b>	本期利潤		<b>892,148</b>	676,872
Attributable to:	以下各方應佔：			
Owners of the Company	本公司擁有人		<b>789,754</b>	618,820
Non-controlling interests	非控股股東		<b>102,394</b>	58,052
			<b>892,148</b>	676,872
<b>Earnings per share attributable to ordinary equity holders of the Company (expressed in RMB per share)</b>	本公司普通股擁有人應佔每股盈利(以每股人民幣元計)	9		
– Basic	– 基本		<b>0.454</b>	0.356
– Diluted	– 攤薄		<b>0.453</b>	0.355

Details of the dividends payable and proposed for the period are disclosed in note 10 to the condensed consolidated financial statements.

本期應付股息及建議股息的詳情於簡明綜合財務報表附註10內披露。

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

32-33

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
<b>Profit for the period</b>	本期利潤	<b>892,148</b>	676,872
<b>Other comprehensive income</b>	其他全面收益		
Available-for-sale investments:	可供出售投資：		
Changes in fair value	公允值變動	<b>(29,293)</b>	—
Income tax effect	所得稅影響	<b>5,165</b>	—
		<b>(24,128)</b>	—
Exchange differences on translation of foreign operations	換算海外業務時所產生之匯兌差額	<b>(97,909)</b>	(38,862)
<b>Other comprehensive income for the period, net of tax</b>	期內其他全面收益，扣除稅項	<b>(122,037)</b>	(38,862)
<b>Total comprehensive income for the period, net of tax</b>	期內全面收益總額，扣除稅項	<b>770,111</b>	638,010
Attributable to:	以下各方應佔：		
Owners of the Company	本公司擁有人	<b>668,756</b>	579,958
Non-controlling interests	非控股股東	<b>101,355</b>	58,052
		<b>770,111</b>	638,010

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

			Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>				
	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	5,738,770	5,380,385
Construction in progress	在建工程	12	822,150	535,104
Land use rights	土地使用權		571,282	484,572
Long term prepayments	長期預付款		115,000	–
Goodwill	商譽	13	482,436	451,613
Other intangible assets	其他無形資產		217,069	221,508
Investments in associates	於聯營公司之投資		105,450	113,857
Available-for-sale investments	可供出售投資	14	377,002	301,681
Deferred tax assets	遞延稅項資產		55,247	81,060
Other financial assets	其他金融資產		49,339	71,754
			<b>8,533,745</b>	<b>7,641,534</b>
<b>CURRENT ASSETS</b>				
	<b>流動資產</b>			
Inventories	存貨	15	1,670,895	1,176,423
Bills receivable	應收票據	16	89,962	20,539
Trade receivables	應收賬款	17	736,761	554,933
Prepayments and deposits	預付款及按金	18	864,263	942,303
Other receivables	其他應收款項		187,147	169,897
Investment deposits	投資存款	19	75,000	–
Pledged deposits	保證金存款	20	68,572	102,399
Cash and bank balances	現金及銀行結存	20	6,570,248	6,697,813
			<b>10,262,848</b>	<b>9,664,307</b>
<b>CURRENT LIABILITIES</b>				
	<b>流動負債</b>			
Trade payables	應付賬款	21	2,962,695	2,061,193
Bills payable	應付票據	22	1,144,118	1,487,302
Deferred income	遞延收益		15,198	15,082
Accruals and customers' deposits	預提費用及客戶訂金	23	692,936	880,142
Other payables	其他應付款項	24	1,630,270	1,061,253
Interest-bearing bank loans	計息銀行貸款	25	410,151	550,786
Other loans	其他貸款	26	121,017	140,018
Income tax payable	應付所得稅		69,097	42,513
			<b>7,045,482</b>	<b>6,238,289</b>
<b>NET CURRENT ASSETS</b>	<b>淨流動資產</b>		<b>3,217,366</b>	<b>3,426,018</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>11,751,111</b>	<b>11,067,552</b>

			Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
		Notes 附註		
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank loans	計息銀行貸款	25	50,000	150,000
Long term payables	長期應付款項	27	92,892	14,102
Deferred income	遞延收益		220,620	226,049
Deferred tax liabilities	遞延稅項負債		34,700	39,865
Other financial liabilities	其他金融負債	28	453,952	420,027
			<b>852,164</b>	850,043
<b>NET ASSETS</b>	<b>淨資產</b>		<b>10,898,947</b>	10,217,509
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	29	179,452	178,679
Retained earnings	保留利潤		2,560,737	2,050,216
Other reserves	其他儲備	30	7,650,024	7,529,169
			<b>10,390,213</b>	9,758,064
Non-controlling interests	非控股股東權益		508,734	459,445
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>10,898,947</b>	10,217,509

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔權益					
		Issued capital 已發行 股本	Other reserves 其他儲備 (Note 30) (附註30)	Retained earnings 保留利潤	Total	Non- controlling interests 非控股 股東權益	Total equity 總權益
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>For the six months ended 30 June 2011</b> <b>(unaudited)</b>	<b>截至二零一一年六月三十日止 六個月(未經審核)</b>						
At 1 January 2011	於二零一一年一月一日	178,679	7,529,169	2,050,216	9,758,064	459,445	10,217,509
Profit for the period	本期利潤	–	–	789,754	789,754	102,394	892,148
Other comprehensive income for the period	期內其他全面收益	–	(120,998)	–	(120,998)	(1,039)	(122,037)
Total comprehensive income for the period	期內全面收益總額	–	(120,998)	789,754	668,756	101,355	770,111
Shares issued under equity-settled share option arrangements (Note 29)	根據以股份支付的購股權安排發 行的股份(附註29)	773	161,585	–	162,358	–	162,358
Equity-settled share option arrangements	以股份支付的購股權安排	–	83,077	–	83,077	–	83,077
Dividends paid/payable to owners of the Company	向本公司擁有人已付/應付股息	–	–	(279,233)	(279,233)	–	(279,233)
Dividends paid/payable to non-controlling interests	向非控股股東已付/應付股息	–	–	–	–	(51,047)	(51,047)
Derecognition of puttable non-controlling interests	終止確認可沽售非控股股東權益	–	(2,809)	–	(2,809)	(22,654)	(25,463)
Non-controlling interests arising on business combination (Note 31)	業務合併產生的非控股股東權益 (附註31)	–	–	–	–	21,635	21,635
At 30 June 2011	於二零一一年六月三十日	179,452	7,650,024	2,560,737	10,390,213	508,734	10,898,947

	Attributable to owners of the Company					
	本公司擁有人應佔權益				Non-	Total
	Issued capital	Other reserves	Retained earnings	Total	controlling interests	equity
	已發行股本	其他儲備 (Note 30) (附註30)	保留利潤	合計	非控股股東權益	總權益
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

**For the six months ended 30 June 2010 截至二零一零年六月三十日止  
(unaudited) 六個月(未經審核)**

At 1 January 2010	於二零一零年一月一日	178,611	7,102,301	1,294,766	8,575,678	336,016	8,911,694
Profit for the period	本期利潤	-	-	618,820	618,820	58,052	676,872
Other comprehensive income for the period	期內其他全面收益	-	(38,862)	-	(38,862)	-	(38,862)
Total comprehensive income for the period	期內全面收益總額	-	(38,862)	618,820	579,958	58,052	638,010
Shares issued under equity-settled share option arrangements (Note 29)	根據以股份支付的購股權安排發行的股份(附註29)	2	254	-	256	-	256
Equity-settled share option arrangements	以股份支付的購股權安排	-	221,561	-	221,561	-	221,561
Dividends paid/payable to owners of the Company	向本公司擁有人已付/應付股息	-	-	(245,445)	(245,445)	-	(245,445)
Dividends paid/payable to non-controlling interests	向非控股股東已付/應付股息	-	-	-	-	(11,084)	(11,084)
At 30 June 2010	於二零一零年六月三十日	178,613	7,285,254	1,668,141	9,132,008	382,984	9,514,992

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年	2010 二零一零年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Notes 附註		
Net cash inflow from operating activities	經營業務產生的現金淨流入	<b>1,381,454</b>	1,168,703
Net cash outflow from investing activities	投資活動產生的現金淨流出 (a)	<b>(1,396,245)</b>	(1,365,320)
Net cash outflow from financing activities	融資活動產生的現金淨流出	<b>(397,706)</b>	(348,740)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	<b>(412,497)</b>	(545,357)
Effect of foreign exchange rate changes, net	匯率變動的影響(淨額)	<b>(40,518)</b>	(26,541)
Cash and cash equivalents at 1 January	於一月一日的現金 及現金等價物	<b>3,775,255</b>	3,986,624
	20		
Cash and cash equivalents at 30 June	於六月三十日的現金 及現金等價物	<b>3,322,240</b>	3,414,726
	20		

Note:

(a) The balances included the additions of time deposits with original maturity of more than three months and investment deposits with a total amount of RMB400,450,000 (six months ended 30 June 2010: RMB984,774,000) during the period.

附註：

(a) 此項金額包括期內原到期日為三個月以上的定期存款及投資性存款合計增加人民幣400,450,000元(截至二零一零年六月三十日止六個月：人民幣984,774,000元)。



### 1. Corporate Information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands. The Company is an investment holding company and its subsidiaries are engaged in the manufacture and distribution of dairy products in the People's Republic of China (the "PRC").

### 2. Basis of Preparation and Accounting Policies

#### Basis of preparation

The unaudited interim condensed consolidated financial statements for the six months ended 30 June 2011 have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2010.

#### Significant accounting policies

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those in the Group's annual financial statements for the year ended 31 December 2010, except for the adoption of the following new or revised standards and interpretations as of 1 January 2011. The adoption of these interpretations did not have any material impact on the financial position or operating results of the Group in the unaudited interim condensed consolidated financial statements for the current period.

- IAS 24 *Related Party Transactions* (Amendment)

The IASB has issued an amendment to IAS 24 that clarifies the definitions of a related party. The new definitions emphasize a symmetrical view of related party relationships as well as clarifying in which circumstances persons and key management personnel affect related party relationships of an entity. Secondly, the amendment introduces an exemption from the general related party disclosure requirements for transactions with a government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The adoption of the amendment did not have any impact on the financial position or performance of the Group.

### 1. 公司資料

本公司為於開曼群島註冊成立的獲豁免有限責任公司。本公司乃一家投資控股公司，而其子公司在中華人民共和國（「中國」）從事乳製品生產及經銷業務。

### 2. 編製基礎及會計政策

#### 編製基礎

截至二零一一年六月三十日止六個月的未經審核中期簡明綜合財務報表是按照國際會計準則（「國際會計準則」）第34號「中期財務報告」編製。

本未經審核中期簡明綜合財務報表並未載有年度財務報表所需的全部信息和披露，故應與本集團截至二零一零年十二月三十一日止年度的財務報表一併閱覽。

#### 重大會計政策

除因採納以下截至二零一一年一月一日生效的新頒佈及經修訂的國際財務報告準則及詮釋外，編製本中期簡明綜合財務報表所採納的會計政策，與編製本集團截至二零一零年十二月三十一日止年度的財務報表所採納者保持一致。採納該等詮釋對未經審核中期簡明綜合財務報表中本集團於本期的財務狀況或經營業績均無任何重大影響。

- 國際會計準則第24號「*關連人士交易*」（修訂本）

國際會計準則理事會已頒佈國際會計準則第24號的修訂本，當中澄清關連人士的定義。新定義強調關連人士關係的對稱性以及澄清個人及主要管理層人員影響一家實體關連人士關係的情況。其次，該修訂本推出有關政府及受作為報告實體的同一政府控制、共同控制或重大影響的實體之間的交易的一般關連人士披露的豁免規定。採納該修訂本並無對本集團的財務狀況或表現產生任何影響。

## 2. Basis of Preparation and Accounting Policies (CONTINUED)

### Significant accounting policies (CONTINUED)

- IAS 32 *Financial Instruments: Presentation* (Amendment)

The amendment alters the definition of a financial liability in IAS 32 to enable entities to classify rights issues and certain options or warrants as equity instruments. The amendment is applicable if the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments, to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency. The amendment has had no effect on the financial position or performance of the Group.

- IFRIC 14 *Prepayments of a Minimum Funding Requirement* (Amendment)

The amendment removes an unintended consequence when an entity is subject to minimum funding requirements ("MFR") and makes an early payment of contributions to cover such requirements. The amendment permits a prepayment of future service cost by the entity to be recognised as pension asset. The amendment to the interpretation had no effect on the financial position or performance of the Group.

- IFRIC 19 *Extinguishing Financial Liabilities with Equity Instruments*

The interpretation addresses the accounting by an entity when the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability. The interpretation clarifies that equity instruments issued to a creditor to extinguish a financial liability are a consideration paid in accordance with IAS 39 *Financial Instrument: Recognition and Measurement* and the difference between the carrying amount of the financial liability extinguished, and the consideration paid, shall be recognized in profit or loss. The consideration paid should be measured based on the fair value of the equity instrument issued or, if the fair value of the equity instrument cannot be reliably measured, the fair value of the financial liability extinguished. The interpretation had no effect on the financial position or performance of the Group.

## 2. 編製基礎及會計政策(續)

### 重大會計政策(續)

- 國際會計準則第32號「*金融工具：呈列*」(修訂本)

該修訂本更改國際會計準則第32號對財務負債所定的定義，以使實體能將供股及若干期權或認股權證分類為股本工具。該修訂本於假若權利按比例授予現時於實體的非衍生股本工具中所有同一類別擁有人，以收購實體本身固定數目的股本工具換取以任何貨幣計值的固定金額時適用。該修訂本對本集團的財務狀況或表現並無任何影響。

- 國際財務報告詮釋委員會詮釋第14號「*最低資金規定的預付款項*」(修訂本)

該修訂本消除了實體須遵守最低資金規定(「最低資金規定」)以及因遵守該等規定而提早作出付款而導致的意外後果。該修訂本允許將實體預付的未來服務成本確認為退休金資產。該詮釋的修訂本對本集團的財務狀況或表現並無影響。

- 國際財務報告詮釋委員會詮釋第19號「*以股本工具抵銷金融負債*」

該詮釋指明當金融負債的條款獲重新磋商並導致實體向實體債權人發行股本工具以抵銷全部或部份金融負債時，實體的列賬方法。該詮釋闡明向債權人發行以抵銷金融負債的股本工具屬根據國際會計準則第39號「*金融工具：確認和計量*」支付的代價，而所抵銷的金融負債賬面值與所支付代價之間的差額須於損益賬內確認。所支付代價須根據已發行股本工具的公平值或(倘股本工具的公平值未能可靠計量)所抵銷金融負債的公平值計量。該詮釋對本集團的財務狀況或表現並無影響。

## 2. Basis of Preparation and Accounting Policies (CONTINUED)

### Significant accounting policies (CONTINUED)

- IFRS 1 *First-time Adoption of International Financial Reporting Standards – Limited Exemption from comparative IFRS 7 Disclosures for First-time Adopters* (Amendment)

The amendment allows a first-time adopter to utilize the transitional provisions in paragraph 44G of IFRS 7 and not to provide comparative figures for certain disclosures in an entity's first IFRS financial statements. The transitional provisions in IFRS 7 have also been amended to clarify that the disclosures required by Amendments to IFRS 7 *Financial Instruments: Disclosure – Improving Disclosures about Financial Instruments* issued in March 2009 need not be provided for (i) annual or interim periods, including any statement of financial position presented within an annual comparative period ended before 31 December 2009 and (ii) any statement of financial position as at the beginning of the earliest comparative period as at a date before 31 December 2009.

### Improvements to IFRSs (issued in May 2010)

In May 2010, the IASB issued its third omnibus of amendments to its standards, primarily with a view to removing inconsistencies and clarifying wording. There are separate transitional provisions for each standard. The adoption of the following amendments resulted in changes to accounting policies, but did not have any impact on the financial position or performance of the Group.

- IFRS 3 *Business Combinations*: The measurement options available for non-controlling interest (“NCI”) have been amended. Only components of NCI that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation shall be measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value.
- IFRS 7 *Financial Instruments: Disclosures*: The amendment was intended to simplify the disclosures provided by reducing the volume of disclosures around collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.

## 2. 編製基礎及會計政策(續)

### 重大會計政策(續)

- 國際財務報告準則第1號「首次採納國際財務報告準則—首次採納者有關國際財務報告準則第7號披露比較數字的有限豁免」(修訂本)

該修訂本允許首次採納者利用國際財務報告準則第7號第44G段之過渡性條文。實體首次根據國際財務報告準則編製財務報表時可豁免提供有關若干披露的比較數字。國際財務報告準則第7號過渡性條文亦已修訂，澄清以下情形無需作出於2009年3月頒佈之國際財務報告準則第7號「金融工具：披露—改進有關金融工具披露」規定之披露：(i)全年與中期呈報，包括2009年12月31日之前結束的年度比較期間內呈列的任何財務狀況表，及(ii)任何結算日早於2009年12月31日的最早比較期間的期初財務狀況表。

### 國際財務報告準則的改進(於二零一零年五月發佈)

於二零一零年五月，國際會計準則委員會發佈了對準則的第三次綜合修改，主要是為了刪去不一致性和澄清措辭。每項準則均有各自的過渡條款。採納以下修訂導致本集團的會計政策發生變動，但不會對本集團的財務狀況或業績產生重大影響。

- 國際財務報告準則第3號「業務合併」：非控股股東權益(「非控股股東權益」)可供選擇的計量方法已經修訂。僅屬現有擁有權(清盤時，權益持有人有權按比例分享該實體的資產淨值)的非控股股東權益的組成部分將按公平值或按目前擁有的權益工具按比例分佔的被收購人的可識別資產淨值計量。所有其他組成部分將按其於收購日期的公平值計量。
- 國際財務報告準則第7號「金融工具：披露」：該修訂本擬通過減少有關所持抵押品的披露量以簡化披露及通過要求在定性資料內文中加入定量資料以改進披露。

## 2. Basis of Preparation and Accounting Policies (CONTINUED)

### Significant accounting policies (CONTINUED)

#### Improvements to IFRSs (issued in May 2010) (CONTINUED)

- IAS 1 *Presentation of Financial Statements*: The amendment clarifies that an option to present an analysis of each component of other comprehensive income may be included either in the statement of changes in equity or in the notes to the financial statements.
- IAS 34 *Interim Financial Statements*: The amendment requires additional disclosures for fair values and changes in classification of financial assets, as well as changes to contingent assets and liabilities in interim condensed financial statements.

Other amendments resulting from Improvements to IFRSs to the following standards did not have any impact on the accounting policies, financial position or performance of the Group:

- IFRS 3 *Business Combinations – Clarification that contingent consideration arising from business combination prior to adoption of IFRS 3 (as revised in 2008) are accounted for in accordance with IFRS 3 (2005)*.
- IFRS 3 *Business Combinations – Unreplaced and voluntarily replaced share-based payment awards and its accounting treatment within a business combination*.
- IAS 27 *Consolidated and Separate Financial Statements – applying the IAS 27 (as revised in 2008) transition requirements to consequentially amended standards*.
- IFRIC 13 *Customer Loyalty Programmes – in determining the fair value of award credits, an entity shall consider discounts and incentives that would otherwise be offered to customers not participating in the loyalty programme*.

The Group has not early adopted any other standard, interpretation or amendment that was issued but is not yet effective.

## 2. 編製基礎及會計政策(續)

### 重大會計政策(續)

#### 國際財務報告準則的改進(於二零一零年五月發佈)(續)

- 國際會計準則第1號「財務報表的呈列」：該修訂本澄清有關呈列有關其他全面收入各部分的分析可選擇包括被列入權益變動表或財務報表附註。
- 國際會計準則第34號「中期財務報告」：該修訂本規定於簡明中期財務報表內對金融資產的公平值及分類變動以及或然資產及負債的變動作出額外披露。

因國際財務報告準則的改進所引申對下列準則的其他修訂對本集團的會計政策、財務狀況或經營業績並無任何影響：

- 國際財務報告準則第3號「業務合併—澄清採納國際財務報告準則第3號(於二零零八年經修訂)前因業務合併產生的或然代價乃根據國際財務報告準則第3號(二零零五年版)計算」。
- 國際財務報告準則第3號「業務合併」—在業務合併中不更換或自動更換以股份為基礎付款的獎勵及其會計處理。
- 國際會計準則第27號「綜合及獨立財務報表」—將國際會計準則第27號(於二零零八年經修訂)過渡規定應用於其後的經修訂準則。
- 國際財務報告準則詮釋委員會詮釋第13號「客戶忠誠計劃」—釐定積分獎賞的公平值，實體應考慮將以其他方式提供予未參與忠誠計劃的客戶的折扣及獎勵。

本集團並無提早採納已頒佈但尚未生效的任何其他準則、詮釋或修訂。

### 3. Segment Information

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- liquid milk products segment – manufacture and distribution of ultra-high temperature milk (“UHT milk”), milk beverages and yogurt;
- ice cream products segment – manufacture and distribution of ice cream; and
- other dairy products segment – mainly manufacture and distribution of milk powder.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group’s profit/(loss) before tax except that interest income, finance costs, dividend income, as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude equity investments and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

### 3. 分部資料

出於管理需要，本集團按產品及服務構組業務單元，共有下列三個可報告經營分部：

- 液體奶產品分部 – 生產及經銷超高溫滅菌奶(「UHT奶」)、乳飲料和酸奶；
- 冰淇淋產品分部 – 生產及經銷冰淇淋；及
- 其他乳製品分部 – 生產及經銷奶粉等。

管理層獨立監察各經營分部的業績，以作出有關資源分配及表現評估的決策。分部表現乃根據可報告分部利潤／(虧損)(其為對經調整稅前利潤／(虧損)的一種計量)予以評估。經調整稅前利潤／(虧損)乃貫徹以本集團的稅前利潤／(虧損)計量，惟利息收入、融資成本、股息收入及總部及公司支出不包含於該計量內。

分部資產並無包括股本投資，以及其他不分部的總部及公司資產，因該等資產按集團層面管理。

分部負債並無包括其他不分部的總部及公司負債，因該等負債按集團層面管理。

分部間銷售及轉讓是參考以當時市價向第三者銷售所採用的售價進行交易。

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 簡明綜合財務報表附註(續)

#### 3. Segment Information (CONTINUED)

The following tables present the revenue, profit and certain asset and liability information for the Group's operating segments:

#### 3. 分部資料(續)

下表呈列了本集團的業務分部的收入、利潤和部份資產和負債的資料：

For the six months ended 30 June 2011 (Unaudited) 截至二零一一年六月三十日止六個月 (未經審核)		Liquid milk products	Ice cream products	Other dairy products	Intersegment eliminations	Consolidated
		液體奶產品 RMB'000 人民幣千元	冰淇淋產品 RMB'000 人民幣千元	其他乳製品 RMB'000 人民幣千元	分部間抵銷 RMB'000 人民幣千元	綜合 RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收入：</b>					
Sales to external customers	銷售予外部客戶	16,294,922	2,083,044	200,676	–	18,578,642
Intersegment sales	分部間銷售	96,989	7,357	81,971	(186,317)	–
<b>Total</b>	<b>總計</b>	<b>16,391,911</b>	<b>2,090,401</b>	<b>282,647</b>	<b>(186,317)</b>	<b>18,578,642</b>
<b>Segment results</b>	<b>分部業績</b>	<b>1,095,479</b>	<b>25,895</b>	<b>(18,380)</b>	<b>–</b>	<b>1,102,994</b>
Interest income	利息收入					66,291
Finance costs	融資成本					(29,052)
Share of profits and losses of associates	應佔聯營公司利潤及虧損					16,086
Unallocated corporate expenses	不分部的公司支出					(107,833)
Profit before tax	稅前利潤					1,048,486
Income tax expense	所得稅支出					(156,338)
Profit for the period	本期利潤					892,148
<b>At 30 June 2011 (Unaudited)</b>	<b>於二零一一年六月三十日 (未經審核)</b>					
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Segment assets	分部資產	13,008,490	2,022,870	339,102	–	15,370,462
Unallocated corporate assets	不分部的公司資產					7,132,087
Intragroup elimination	集團內部抵銷					(3,705,956)
<b>Total assets</b>	<b>總資產</b>					<b>18,796,593</b>
Segment liabilities	分部負債	9,143,366	1,409,428	247,385	–	10,800,179
Unallocated corporate liabilities	不分部的公司負債					803,423
Intragroup elimination	集團內部抵銷					(3,705,956)
<b>Total liabilities</b>	<b>總負債</b>					<b>7,897,646</b>

3. Segment Information (CONTINUED)

3. 分部資料(續)

For the six months ended 30 June 2010 (Unaudited) 截至二零一零年六月三十日止六個月 (未經審核)		Liquid milk products	Ice cream products	Other dairy products	Intersegment eliminations	Consolidated
		液體奶產品 RMB'000 人民幣千元	冰淇淋產品 RMB'000 人民幣千元	其他乳製品 RMB'000 人民幣千元	分部間抵銷 RMB'000 人民幣千元	綜合 RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收入：</b>					
Sales to external customers	銷售予外部客戶	12,462,199	1,821,086	150,938	–	14,434,223
Intersegment sales	分部間銷售	38,072	616	10,261	(48,949)	–
<b>Total</b>	<b>總計</b>	<b>12,500,271</b>	<b>1,821,702</b>	<b>161,199</b>	<b>(48,949)</b>	<b>14,434,223</b>
<b>Segment results</b>	<b>分部業績</b>	<b>928,884</b>	<b>8,151</b>	<b>(2,407)</b>	<b>–</b>	<b>934,628</b>
Interest income	利息收入					39,270
Finance costs	融資成本					(21,942)
Share of profits and losses of associates	應佔聯營公司利潤及虧損					5,226
Unallocated corporate expenses	不分部的公司支出					(207,726)
Profit before tax	稅前利潤					749,456
Income tax expense	所得稅支出					(72,584)
Profit for the period	本期利潤					676,872
<b>At 31 December 2010 (Audited)</b>	<b>於二零一零年十二月三十一日 (經審核)</b>					
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Segment assets	分部資產	11,499,448	1,387,524	372,228	–	13,259,200
Unallocated corporate assets	不分部的公司資產					7,985,412
Intragroup elimination	集團內部抵銷					(3,938,771)
<b>Total assets</b>	<b>總資產</b>					<b>17,305,841</b>
Segment liabilities	分部負債	8,995,050	848,956	275,372	–	10,119,378
Unallocated corporate liabilities	不分部的公司負債					907,725
Intragroup elimination	集團內部抵銷					(3,938,771)
<b>Total liabilities</b>	<b>總負債</b>					<b>7,088,332</b>

#### 4. Revenue, Other Income and Gains

Revenue, being the turnover of the Group, represents the net invoiced value of goods sold, after allowances for goods returns and trade discounts, and after eliminations of all significant intra-group transactions.

An analysis of the Group's revenue, other income and gains is as follows:

#### 4. 收入、其他收入及收益

收入為本集團的營業額，指已售出商品的發票淨值，經扣除退貨和貿易折扣，以及抵銷集團內所有公司間之重大交易後所得的數額。

本集團的收入、其他收入及收益的分析如下：

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年	2010 二零一零年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Notes 附註		
Revenue	收入	18,578,642	14,434,223
Other income and gains:	其他收入及收益：		
Government grants	政府補助 (a)	21,333	18,831
Amortisation of deferred income	遞延收益攤銷 (b)	7,621	7,384
Foreign exchange gains, net	匯兌收益淨額	54,009	12,741
Others	其他	17,866	18,286
		<b>100,829</b>	<b>57,242</b>
		<b>18,679,471</b>	<b>14,491,465</b>

Notes:

- (a) The government grants in the form of cash have been received for the Group's contribution to the local economy with respect to the establishment of infrastructure relating to the dairy products industry. There are no unfulfilled conditions or contingencies attaching to these grants.
- (b) The Group has received certain government grants in the form of property, plant and equipment donations or cash donations to purchase property, plant and equipment. The grants are initially recorded as deferred income and amortised to match the depreciation charge of the underlying property, plant and equipment in accordance with the assets' estimated useful lives.

附註：

- (a) 本集團因建設有關乳製品行業基礎設施而對地方經濟有所貢獻，故獲得以現金形式的政府補助。該等補助並無附帶任何未達成的條件或其他或然事項。
- (b) 政府以物業、廠房和設備捐獻或現金捐獻方式，向本集團授予若干補助以購買物業、廠房及設備。該等補助初始確認為遞延收益，並根據資產的估計可使用年期攤銷，以配對相關物業、廠房及設備的折舊費用。



## 5. Other Operating Expenses

## 5. 其他經營費用

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年	2010 二零一零年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Provision for trade receivables	應收賬款撥備	15,543	174
Write back of provision for inventories	存貨撥備撥回	(156)	(50)
Donations	捐贈支出	3,077	12,411
Loss on disposal of items of property, plant and equipment	處置物業、廠房及設備虧損	910	3,120
Educational surcharges and city construction tax	教育費附加和城市維護建設稅	73,777	–
Others	其他	3,777	7,220
		<b>96,928</b>	<b>22,875</b>

## 6. Profit Before Tax

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

## 6. 稅前利潤

本集團的稅前利潤乃經扣除下列各項後計算所得：

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年	2010 二零一零年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Cost of inventories sold	銷售存貨成本	13,753,754	10,647,051
Depreciation of property, plant and equipment	物業、廠房及設備折舊	396,254	338,772
Amortisation of land use rights	土地使用權攤銷	5,958	4,438
Amortisation of other intangible assets	其他無形資產攤銷	8,229	2,194
Employee benefit expense (excluding directors' emoluments)	僱員福利費用(不包括董事酬金)	839,033	767,409

7. Finance Costs

7. 融資成本

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on bank loans wholly repayable within five years	須於五年內全數償還的銀行貸款利息	23,788	18,854
Interest on long term payables	長期應付款項利息	1,814	3,088
Interest on other financial liabilities	其他金融負債利息	3,450	–
		29,052	21,942

8. Income Tax Expense

8. 所得稅支出

The major components of income tax expense in the condensed consolidated income statement are:

簡明綜合利潤表內所得稅支出的主要成分為：

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Current income tax</b>	<b>當期所得稅</b>		
Current income tax charge	當期所得稅支出	130,525	69,689
<b>Deferred income tax</b>	<b>遞延所得稅</b>		
Relating to origination and reversal of tax losses and temporary differences	有關稅項虧損及暫時性差異的產生及回撥	25,813	2,895
		156,338	72,584

- (a) Hong Kong profits tax has not been provided as the Group had no assessable profits arising in Hong Kong during the period.
- (b) The tax charge represents the provision for PRC corporate income tax ("CIT") for the period at the prevailing tax rates applicable thereto.

- (a) 由於本集團在期內並無在香港產生任何應課稅利潤，故無計提香港利得稅撥備。
- (b) 所得稅支出指在期內按現行適用稅率計提的中國企業所得稅(「企業所得稅」)撥備。

During the period, certain PRC subsidiaries were subject to tax exemption in accordance with (i) the Corporate Income Tax Law of the People's Republic of China and the corresponding transitional tax concession policy; (ii) "The notice of preferential tax policies for companies located in West China"; and (iii) "The notice of preferential tax policy for preliminary processing of agricultural products".

期內，根據(i)《中華人民共和國企業所得稅法》及相關過渡稅務優惠政策；(ii)《財政部、國家稅務總局、海關總署關於西部大開發稅收優惠政策問題的通知》；及(iii)《關於發佈享受企業所得稅優惠政策的農產品初加工範圍(試行)的通知》，若干中國子公司享有稅務豁免。

## 9. Earnings Per Share Attributable to Ordinary Equity Holders of the Company

The basic earnings per share for the period is calculated by dividing the profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

The diluted earnings per share is calculated by dividing the profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during that period, as used in the basic earnings per share calculation; and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options during the period pursuant to contingent ordinary share provision in IAS 33 *Earnings Per Share*.

The following reflects the profit and the number of shares used in the basic and diluted earnings per share calculations:

## 9. 本公司普通股擁有人應佔每股盈利

本期的每股基本盈利乃根據期內本公司普通股擁有人應佔利潤除以期內已發行普通股的加權平均股數計算。

每股攤薄盈利乃根據本公司普通股擁有人應佔本期利潤除以用作計算每股基本盈利所採用的該期內已發行普通股加權平均數並假設期內所有購股權獲行使並根據國際會計準則第33號「每股盈利」的或然普通股撥備按無代價發行的普通股加權平均數計算。

以下是計算每股基本及攤薄盈利時所用的利潤及股份數目：

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Profit attributable to ordinary equity holders of the Company	本公司普通股擁有人應佔利潤	789,754	618,820
		Number of shares 股份數量 (in thousand) (千股)	Number of shares 股份數量 (in thousand) (千股)
Weighted average number of ordinary shares for the purpose of basic earnings per share calculation	計算每股基本盈利所用的普通股的加權平均數	1,740,461	1,737,198
Weighted average number of ordinary shares, assuming issued at no consideration on the deemed exercise of all share options during the period	假設期內所有購股權獲行使並按無代價發行的普通股加權平均數	1,734	3,560
Weighted average number of ordinary shares for the purpose of diluted earnings per share calculation	計算每股攤薄盈利所用的普通股加權平均數	1,742,195	1,740,758

## 10. Dividend

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2011 (six months ended 30 June 2010: nil). During the six months ended 30 June 2011, the Company declared and paid final dividends of RMB0.16 (six months ended 30 June 2010: RMB0.1413) per share as proposed for the year ended 31 December 2010 to the shareholders of the Company.

## 11. Property, Plant and Equipment

Movements in the Group's property, plant and equipment are as follows:

		Unaudited 未經審核 2011 二零一一年 RMB'000 人民幣千元	Unaudited 未經審核 2010 二零一零年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日的賬面值	5,380,385	4,919,608
Additions	增加	296,048	108,941
Transfers from construction in progress (Note 12)	轉撥自在建工程(附註12)	421,437	299,398
Disposals	處置	(6,526)	(6,751)
Acquisition of a subsidiary (Note 31)	收購一家子公司(附註31)	43,680	-
Depreciation charge for the period	本期折舊費用	(396,254)	(338,772)
Carrying amount at 30 June	於六月三十日的賬面值	<b>5,738,770</b>	4,982,424

Certain property, plant and equipment of the Group with a net book value of approximately RMB205,108,000 (31 December 2010: RMB116,786,000), RMB37,201,000 (31 December 2010: RMB38,726,000) and RMB1,051,000 (31 December 2010: RMB1,136,000) have been pledged to secure the long term payables, short-term bank loans and other loans of the Group, details of which are set out in note 27, note 25 and note 26 to the interim financial statements.

## 10. 股息

董事並未建議派發截至二零一一年六月三十日止六個月的中期股息(截至二零一零年六月三十日止六個月:無)。截至二零一一年六月三十日止六個月,本公司建議就截至二零一零年十二月三十一日止年度向本公司股東宣派及派付期末股息每股人民幣0.16元(截至二零一零年六月三十日止六個月:人民幣0.1413元)。

## 11. 物業、廠房及設備

以下是本集團的物業、廠房及設備的變動情況:

本集團若干賬面淨值約人民幣205,108,000元(二零一零年十二月三十一日:人民幣116,786,000元)、人民幣37,201,000元(二零一零年十二月三十一日:人民幣38,726,000元)及人民幣1,051,000元(二零一零年十二月三十一日:人民幣1,136,000元)的物業、廠房及設備已經用作本集團獲得長期應付款項、短期銀行貸款及其他貸款的抵押品,有關詳情載於中期財務報表附註27、附註25及附註26。

## 12. Construction in Progress

Movements in the Group's construction in progress, all of which is located in Mainland China, are as follows:

		Unaudited 未經審核 2011 二零一一年 RMB'000 人民幣千元	Unaudited 未經審核 2010 二零一零年 RMB'000 人民幣千元
Carrying amount at 1 January	於一月一日的賬面值	535,104	326,679
Additions	增加	712,492	266,205
Acquisition of a subsidiary (Note 31)	收購一家子公司(附註31)	10,994	-
Transfers to property, plant and equipment (Note 11)	轉撥至物業、廠房及設備(附註11)	(421,437)	(299,398)
Transfers to land use rights	轉撥至土地使用權	(15,003)	-
Carrying amount at 30 June	於六月三十日的賬面值	822,150	293,486

## 12. 在建工程

以下是本集團全部位於中國的在建工程的變動情況：

## 13. Goodwill

		Unaudited For the six months ended 30 June 未經審核 截至六月三十日止六個月 2011 二零一一年 RMB'000 人民幣千元	
Carrying amount at 1 January	於一月一日的賬面值	451,613	199,143
Acquisition of a subsidiary (Note 31)	收購一家子公司(附註31)	30,823	-
Carrying amount at 30 June	於六月三十日的賬面值	482,436	199,143

## 13. 商譽

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
 簡明綜合財務報表附註(續)

14. Available-for-Sale Investments

14. 可供出售投資

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Listed equity investments, at fair value: Hong Kong	上市股本投資，按公允值： 香港	103,593	114,831
Unlisted equity investments, at fair value	非上市股本投資，按公允值	150,800	171,461
Unlisted equity investments, at cost	非上市股本投資，按成本值	122,609	15,389
		273,409	186,850
		377,002	301,681

15. Inventories

15. 存貨

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Raw materials	原材料	1,163,377	880,156
Finished goods	產成品	507,518	296,267
Total inventories at the lower of cost and net realisable value	按成本與可變現淨值的較低者計價 的存貨總額	1,670,895	1,176,423

## 16. Bills Receivable

An aged analysis of the bills receivable of the Group, based on the invoice date, is as follows:

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 3 months	3個月以內	82,587	19,439
4 to 6 months	4至6個月	7,375	1,100
		<b>89,962</b>	<b>20,539</b>

The amounts due from associates of approximately RMB2,205,000 (31 December 2010: nil) are included in the above balances.

## 16. 應收票據

本集團應收票據按發票日期的賬齡分析如下：

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 3 months	3個月以內	82,587	19,439
4 to 6 months	4至6個月	7,375	1,100
		<b>89,962</b>	<b>20,539</b>

上述結餘中包括應收聯營公司款項約人民幣2,205,000元(二零一零年十二月三十一日：無)。

## 17. Trade Receivables

The Group normally allows a credit period of not more than 30 days to its customers which is extendable in certain circumstances. The Group closely monitors overdue balances. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The trade receivables are non-interest-bearing.

An aged analysis of the trade receivables of the Group, net of provision for doubtful debts, based on the invoice date, is as follows:

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 3 months	3個月以內	654,511	444,546
4 to 6 months	4至6個月	41,807	101,423
7 to 12 months	7至12個月	32,315	8,205
Over 1 year	1年以上	8,128	759
		<b>736,761</b>	<b>554,933</b>

The amounts due from associates of approximately RMB314,136,000 (31 December 2010: RMB276,844,000) and an amount due from a jointly-controlled entity of approximately RMB759,000 (31 December 2010: RMB155,000) are included in the above balances. These balances are unsecured, non-interest-bearing and are repayable on credit terms similar to those offered to other major customers of the Group.

## 17. 應收賬款

本集團一般給予客戶不超過30天的信貸期，在特定情況下可延長。本集團密切留意逾期未還結餘。鑒於上文所述及本集團的應收賬款乃與大量不同類別的客戶有關，故並無重大信貸集中風險。應收賬款並無附帶利息。

本集團經扣除呆賬撥備的應收賬款按發票日期的賬齡分析如下：

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 3 months	3個月以內	654,511	444,546
4 to 6 months	4至6個月	41,807	101,423
7 to 12 months	7至12個月	32,315	8,205
Over 1 year	1年以上	8,128	759
		<b>736,761</b>	<b>554,933</b>

上述結餘包括應收聯營公司款項約人民幣314,136,000元(二零一零年十二月三十一日：人民幣276,844,000元)及應收一家共同控制實體款項約人民幣759,000元(二零一零年十二月三十一日：人民幣155,000元)。上述結餘為無抵押及免息，償還信貸期與給予本集團其他主要客戶的該等信貸期相若。

### 18. Prepayments and Deposits

As at 31 December 2010, an amount due from an associate of approximately RMB1,951,000 was included in the balance. As at 30 June 2011, an amount due from a jointly-controlled entity of approximately RMB10,415,000 (31 December 2010: RMB54,000,000) is included in the balance. This balance is unsecured, non-interest-bearing and is repayable on credit terms similar to those offered to other independent third parties of the Group.

### 19. Investment Deposits

As at 30 June 2011, the Group's investment deposits were purchased from Industrial and Commercial Bank of China and Huaxia Bank and were stated at amortised cost. The investment deposits were unsecured and had an expected annual interest rate of 4.9%.

### 20. Cash and Bank Balances, Pledged Deposits

### 18. 預付款及按金

於二零一零年十二月三十一日，結餘包括應收聯營公司款項約人民幣1,951,000元。於二零一一年六月三十日，結餘包括應收共同控制實體款項約人民幣10,415,000元(二零一零年十二月三十一日：人民幣54,000,000元)。該結餘為無抵押及免息，償還信貸期與給予本集團其他獨立第三方的該等信貸期相若。

### 19. 投資存款

於二零一一年六月三十日，本集團的投資存款乃向中國工商銀行及華夏銀行購買並已按攤銷成本列賬。投資存款為無抵押及預計回報年利率為4.9%。

### 20. 現金及銀行結存、保證金存款

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	3,322,240	3,775,255
Pledged deposits	保證金存款	68,572	102,399
Time deposits with original maturity of more than three months	原到期日為三個月以上的定期存款	3,248,008	2,922,558
		<b>6,638,820</b>	<b>6,800,212</b>
Less: Deposits pledged for banking facilities (Note 22 and Note 25)	減：作為銀行融資抵押的保證金存款(附註22及附註25)	<b>(68,572)</b>	<b>(102,399)</b>
Cash and bank balances	現金及銀行結存	<b>6,570,248</b>	<b>6,697,813</b>



## 21. Trade Payables

An aged analysis of the trade payables of the Group, based on the invoice date, is as follows:

## 21. 應付賬款

本集團應付賬款根據發票日期的賬齡分析如下：

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 3 months	3個月以內	2,832,494	1,994,978
4 to 6 months	4至6個月	102,977	51,315
7 to 12 months	7至12個月	22,914	13,909
Over 1 year	1年以上	4,310	991
		<b>2,962,695</b>	<b>2,061,193</b>

An amount due to an associate of approximately RMB2,000 (31 December 2010: RMB28,955,000) is included in the above balances. The balance is unsecured, non-interest-bearing and is repayable on demand.

The Group's trade payables are unsecured and non-interest-bearing.

上述結餘包括應付聯營公司款項約人民幣2,000元(二零一零年十二月三十一日：人民幣28,955,000元)。該等結餘為無抵押、免息及須應要求償還。

本集團的應付賬款為無抵押及免息。

## 22. Bills Payable

An aged analysis of the bills payable of the Group, based on the invoice date, is as follows:

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 3 months	3個月以內	743,708	493,824
4 to 6 months	4至6個月	400,410	993,478
		<b>1,144,118</b>	<b>1,487,302</b>

Except for an aggregate balance of approximately RMB227,332,000 (31 December 2010: RMB539,490,000) secured by the pledge of certain of the Group's deposits amounting to RMB67,002,000 (31 December 2010: RMB94,839,000), bills payable are unsecured. The above balances are non-interest-bearing.

## 22. 應付票據

本集團應付票據根據發票日期的賬齡分析如下：

除合計約人民幣227,332,000元(二零一零年十二月三十一日：人民幣539,490,000元)的應付票據結餘乃以本集團為數人民幣67,002,000元(二零一零年十二月三十一日：人民幣94,839,000元)的若干存款作抵押外，其餘的應付票據為無抵押。上述結餘為免息。

## 23. Accruals and Customers' Deposits

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Advances from customers	客戶預付款	495,609	666,841
Salary and welfare payables	應付薪金及福利費	197,327	213,301
		<b>692,936</b>	<b>880,142</b>

## 23. 預提費用及客戶訂金

### 23. Accruals and Customers' Deposits (CONTINUED)

The amounts due to associates of approximately RMB76,499,000 (31 December 2010: RMB86,931,000) are included in the above balances. The balances are unsecured, non-interest-bearing and are repayable on demand.

### 24. Other Payables

The amounts due to associates of approximately RMB17,439,000 (31 December 2010: RMB16,962,000) are included in the balances. The balances are unsecured, non-interest-bearing and are repayable on demand.

### 25. Interest-Bearing Bank Loans

### 23. 預提費用及客戶訂金(續)

上述結餘包括應付聯營公司款項約人民幣76,499,000元(二零一零年十二月三十一日：人民幣86,931,000元)。上述結餘為無抵押、免息及須應要求償還。

### 24. 其他應付款項

該等結餘包括應付聯營公司款項約人民幣17,439,000元(二零一零年十二月三十一日：人民幣16,962,000元)。該等結餘為無抵押、免息及須應要求償還。

### 25. 計息銀行貸款

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Short term bank loans, secured	短期銀行貸款(有抵押)	73,686	118,686
Short term bank loans, unsecured	短期銀行貸款(無抵押)	336,465	432,100
Long term bank loans, unsecured	長期銀行貸款(無抵押)	50,000	150,000
		<b>460,151</b>	<b>700,786</b>

As at 30 June 2011, short term bank loans of approximately RMB73,686,000 (31 December 2010: RMB93,686,000) were secured by certain land use rights with an amount of RMB32,499,000 (31 December 2010: RMB32,834,000), property, plant and equipment (Note 11) and pledged deposits (Note 20) of the Group. As 31 December 2010, short term bank loans of approximately RMB25,000,000 were secured by certain assets of an associate.

於二零一一年六月三十日，短期銀行貸款約人民幣73,686,000元(二零一零年十二月三十一日：人民幣93,686,000元)乃由本集團的若干土地使用權計人民幣32,499,000元(二零一零年十二月三十一日：人民幣32,834,000元)、物業、廠房及設備(附註11)及保證金存款(附註20)作抵押。於二零一零年十二月三十一日，短期銀行貸款約人民幣25,000,000元乃由聯營公司的若干資產作抵押。

25. Interest-Bearing Bank Loans (CONTINUED)

During the six months ended 30 June 2011, the Group obtained new bank loans amounting to approximately RMB173,925,000 (six months ended 30 June 2010: RMB188,458,000) and repaid bank loans of approximately RMB434,060,000 (six months ended 30 June 2010: RMB265,966,000).

During the six months ended 30 June 2011, the annual interest rates of the short term bank loans and the long term bank loans varied from 2.30% to 9.36% and 4.86% to 5.76% (six months ended 30 June 2010: varied from 1.19% to 4.86% and 4.86%), respectively. As at 30 June 2011, the Group's interest-bearing bank loans were denominated in Renminbi, except for loans of approximately US\$4,219,000 (equivalent to approximately RMB27,304,000) (31 December 2010: US\$4,219,000) denominated in United States dollars.

The repayment schedule of the bank loans is as follows:

25. 計息銀行貸款(續)

截至二零一一年六月三十日止六個月，本集團取得新增銀行貸款約人民幣173,925,000元(截至二零一零年六月三十日止六個月：人民幣188,458,000元)及償還銀行貸款約人民幣434,060,000元(截至二零一零年六月三十日止六個月：人民幣265,966,000元)。

截至二零一一年六月三十日止六個月，短期銀行貸款和長期銀行貸款的年利率分別介乎2.30%至9.36%及4.86%至5.76%(截至二零一零年六月三十日止六個月：介乎1.19%至4.86%及4.86%)之間。於二零一一年六月三十日，除貸款約4,219,000美元(相當於約人民幣27,304,000元)(二零一零年十二月三十一日：4,219,000美元)乃以美元為單位外，本集團的計息銀行貸款均以人民幣為單位。

銀行貸款的還款期如下：

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 1 year	1年內	410,151	550,786
1 to 2 years	1至2年	50,000	150,000
Total interest-bearing bank loans	計息銀行貸款總額	460,151	700,786
Less: Amount due within 1 year included in current liabilities	減：流動負債中的一年內到期款項	(410,151)	(550,786)
		50,000	150,000

## 26. Other Loans

Except for other loans amounting to RMB2,667,000 (31 December 2010: RMB2,646,000) which were interest-bearing and were secured by certain property, plant and equipment (Note 11), all other loans are unsecured, interest-free, and with no repayment terms. Other loans were all granted by local government authorities in the PRC for the purpose of supporting the Group's establishment of production plants in various locations in the PRC.

## 27. Long Term Payables

The Group's long term payables represent the amortised costs of outstanding instalments payable for the purchase of production equipment. The effective interest rate used for the amortisation is the prevailing market interest rate. The balances are repayable as follows:

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Within 1 year	1年內	60,077	43,932
1 to 2 years	1至2年	29,517	8,560
2 to 5 years	2至5年	63,375	5,542
Total long term payables	長期應付款項總額	152,969	58,034
Less: Amount due within 1 year included in current liabilities under other payables	減：計入流動負債中其他應付款項的一年內到期款項	(60,077)	(43,932)
		92,892	14,102

Certain long term payables are secured by the Group's property, plant and equipment (Note 11).

若干長期應付款項以本集團的物業、廠房及設備作抵押(附註11)。

## 26. 其他貸款

除為數人民幣2,667,000元(二零一零年十二月三十一日：人民幣2,646,000元)的其他貸款為計息及由若干物業、廠房及設備(附註11)作抵押外，所有其他貸款為無抵押、免息及無歸還期限貸款。其他貸款全部由中國地方政府當局為支持本集團在中國多個地方設置生產廠房而授出。

## 27. 長期應付款項

本集團的長期應付款項指須就購置生產設備分期支付款項的攤銷成本。攤銷所使用的實際利率為市場通用的利率。有關結餘的還款期如下：

28. Other Financial Liabilities

28. 其他金融負債

			Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
		Notes 附註		
Contingent consideration	或然代價	(a)	95,563	87,101
Present value of redemption amount for potential acquisition of puttable non-controlling interests	可沽售非控股股東權益潛在 收購的贖回金額的現值	(b)	358,389	332,926
			453,952	420,027

Notes:

- (a) The fair value of the contingent consideration of RMB100,000,000 arising from the Group's acquisition of Shijiazhuang Junlebao Dairy Co., Ltd. ("Junlebao") in 2010 was re-measured to RMB90,476,000 as at 30 June 2011.

The fair value of the contingent consideration of RMB6,025,000 arising from the Group's acquisition of Shijiazhuang Junlebao Leshi Dairy Co., Ltd. ("Leshi") in 2011 was re-measured to RMB5,087,000 as at 30 June 2011.

- (b) According to the equity purchase agreement entered into among the Group, Junlebao and the non-controlling shareholders of Junlebao, the Group granted a put option to the non-controlling shareholders under which the non-controlling shareholders have the right to sell, and the Group has an obligation to buy the 49% equity interest in Junlebao after 2016. At 30 June 2011, the Group derecognised the carrying amount of non-controlling interests of RMB219,953,000 and recognised a financial liability at the present value of the amount payable upon exercise of the option of RMB358,389,000 and accounted for the difference into equity.

附註：

- (a) 本集團於二零一零年收購石家莊君樂寶乳業有限公司(「君樂寶」)所產生的或然代價人民幣100,000,000元的公允值已於二零一一年六月三十日重新計量為人民幣90,476,000元。

本集團於二零一一年收購石家莊君樂寶樂時乳業有限公司(「樂時」)所產生的或然代價人民幣6,025,000元的公允值已於二零一一年六月三十日重新計量為人民幣5,087,000元。

- (b) 根據本集團、君樂寶及君樂寶的非控股股東訂立的股本購買協議，本集團向非控股股東授出認沽權，據此，於二零一六年後非控股股東有權出售，及本集團有責任購買君樂寶49%股權。於二零一一年六月三十日，本集團終止確認非控股股東權益的賬面值人民幣219,953,000元及按行使認沽權時應付款項的現值人民幣358,389,000元確認為金融負債，並將差額計入權益。

29. Share Capital

29. 股本

		Unaudited 未經審核 30 June 2011 二零一一年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2010 二零一零年 十二月三十一日 RMB'000 人民幣千元
Authorised:	法定：		
3,000,000,000 ordinary shares of HK\$0.1 each	3,000,000,000股每股 面值0.1港元的普通股	319,235	319,235
		Number of ordinary shares 普通股數目	
		'000 千股	RMB'000 人民幣千元
		Note 附註	
Issued and fully paid:	已發行及繳足股款：		
At 1 January 2011 (Audited)	於二零一一年一月一日(經審核)	1,737,988	178,679
Shares issued under equity-settled share option arrangements	根據以股份支付的購股權 安排發行股份	9,292	773
At 30 June 2011 (Unaudited)	於二零一一年六月三十日 (未經審核)	1,747,280	179,452
At 1 January 2010 (Audited)	於二零一零年一月一日(經審核)	1,737,192	178,611
Shares issued under equity-settled share option arrangements	根據以股份支付的購股權 安排發行股份	22	2
At 30 June 2010 (Unaudited)	於二零一零年六月三十日 (未經審核)	1,737,214	178,613

Note:

(a) The 9,292,377 (2010: 21,897) share options exercised during the period resulted in the issue of 9,292,377 (2010: 21,897) ordinary shares of the Company and new share capital of RMB773,000 (2010: RMB2,000) and share premium of RMB161,585,000 (2010: RMB254,000). The weighted average share price at the date of exercise for these options was HK\$24.88 (2010: HK\$23.96) per share.

附註：

(a) 期內合共9,292,377份(二零一零年：21,897份)購股權獲行使，導致發行本公司9,292,377股(二零一零年：21,897股)普通股及新股本人民幣773,000元(二零一零年：人民幣2,000元)及股份溢價人民幣161,585,000元(二零一零年：人民幣254,000元)。該等購股權於行使日之加權平均股價為每股24.88港元(二零一零年：23.96港元)。

30. Other Reserves

Movements in other reserves of the Group during the period are as follows:

30. 其他儲備

本集團於期內的其他儲備變動如下：

		Share premium	Contributed surplus	Statutory reserves	Currency translation differences	Available-for-sale investment revaluation reserve	Share option reserve	Other reserve	Total
		股份溢價	實繳盈餘	法定儲備	貨幣換算差額	可供出售投資重估儲備	購股權儲備	其他儲備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>For the six months ended 30 June 2011 (unaudited)</b>	<b>截至二零一一年六月三十日止六個月 (未經審核)</b>								
At 1 January 2011	於二零一一年一月一日	5,626,570	232,020	1,189,795	(292,866)	97,476	811,801	(135,627)	7,529,169
Shares issued under equity-settled share option arrangements (Note 29(a))	根據以股份支付的購股權安排發行股份(附註29(a))	161,585	-	-	-	-	-	-	161,585
Equity-settled share option arrangements	以股份支付的購股權安排	-	-	-	-	-	83,077	-	83,077
Currency translation differences	貨幣換算差額	-	-	-	(97,909)	-	-	-	(97,909)
Transfer of share option reserve upon exercise of share options	行使購股權時轉撥至購股權儲備	56,289	-	-	-	-	(56,289)	-	-
Change in fair value of available-for-sale investments, net of tax	可供出售投資公允價值變動，扣除稅項	-	-	-	-	(23,089)	-	-	(23,089)
Derecognition of puttable non-controlling interests	終止確認可沽售非控股股東權益	-	-	-	-	-	-	(2,809)	(2,809)
At 30 June 2011	於二零一一年六月三十日	5,844,444	232,020	1,189,795	(390,775)	74,387	838,589	(138,436)	7,650,024



30. Other Reserves (CONTINUED)

30. 其他儲備(續)

		Share premium	Contributed surplus	Statutory reserves	Currency translation differences 貨幣	Share option reserve	Total
		股份溢價 RMB'000 人民幣千元	實繳盈餘 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	換算差額 RMB'000 人民幣千元	購股權儲備 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>For the six months ended 30 June 2010 (unaudited)</b>	<b>截至二零一零年 六月三十日止 六個月(未經審核)</b>						
At 1 January 2010	於二零一零年一月一日	5,597,236	232,020	953,417	(141,981)	461,609	7,102,301
Shares issued under equity-settled share option arrangements (Note 29(a))	根據以股份支付的 購股權安排發行 股份(附註29(a))	254	-	-	-	-	254
Equity-settled share option arrangements	以股份支付的購股權 安排	-	-	-	-	221,561	221,561
Currency translation differences	貨幣換算差額	-	-	-	(38,862)	-	(38,862)
At 30 June 2010	於二零一零年 六月三十日	5,597,490	232,020	953,417	(180,843)	683,170	7,285,254

31. Business Combination

On 17 March 2011, the Group acquired an additional 41.66% equity interest in Leshi, in which the Group originally had an equity interest of 22.41%, from third parties. Leshi is mainly engaged in the production of dairy products. The acquisition was made as part of the Group's strategy to expand its market share of yogurt products in the PRC. The acquisition was made in the form of cash, with RMB50,907,000 paid at the acquisition date and the remaining RMB6,025,000 as a contingent consideration, which is to be paid in 2014 if certain operating results criteria can be achieved by Leshi over the three years subsequent to the acquisition date.

31. 業務合併

於二零一一年三月十七日，本集團向第三方收購樂時額外41.66%股權，而本集團原先擁有22.41%股權。樂時主要從事生產乳製品。該收購為本集團擴大其於中國酸奶產品市場份額的策略的一部分。該收購以現金形式支付，其中人民幣50,907,000元於收購日支付，其餘人民幣6,025,000元為或然代價，倘若樂時能於收購日後的三年達到若干經營業績條件，則將於二零一四年支付。

31. Business Combination (CONTINUED)

The Group has elected to measure the non-controlling interest in Leshi at the non-controlling interests' proportionate share of Leshi's identifiable net assets.

The fair values of the identifiable assets and liabilities of Leshi as at the date of acquisition were as follows:

31. 業務合併(續)

本集團選擇按非控股股東分佔的樂時的可識別淨資產來計量於樂時的非控股股東權益。

於收購日樂時的可識別資產及負債的公允值如下：

		Fair value recognised on acquisition 於收購時 確認的公允值 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>	
Property, plant and equipment	物業、廠房及設備	43,680
Construction in progress	在建工程	10,994
Land use rights	土地使用權	6,179
Other intangible assets	其他無形資產	2,938
Available-for-sale investments	可供出售投資	1,000
Cash and bank balances	現金及銀行結存	54,175
Trade receivables	應收賬款	430
Prepayments and deposits	預付款及按金	2,714
Other receivables	其他應收款項	97
Inventories	存貨	7,307
		129,514
<b>Liabilities</b>	<b>負債</b>	
Trade payables	應付賬款	(21,779)
Accruals and customers' deposits	預提費用及客戶訂金	(1,409)
Other payables	其他應付款項	(26,611)
Interest-bearing bank loans	計息銀行貸款	(19,500)
		(69,299)
<b>Total identifiable net assets at fair value</b>	<b>按公允值列賬之可資識別淨資產總額</b>	60,215
Non-controlling interests' proportionate share of identifiable net assets	非控股股東分佔的可資識別淨資產	(21,635)
Acquisition-date fair value of the Group's initial 22.41% equity interest in Leshi	本集團於收購日擁有的樂時22.41%股權的公允值	(13,494)
Goodwill arising on acquisition (Note 13)	收購產生的商譽(附註13)	30,823
Purchase consideration	購買代價	55,909

### 31. Business Combination (CONTINUED)

The fair value of the trade receivables and other receivables as at the date of acquisition amounted to RMB430,000 and RMB97,000, respectively. The gross amount of trade receivables and other receivables were RMB430,000 and RMB97,000, respectively.

The Group incurred transaction costs of RMB12,000 for this acquisition. These transaction costs have been expensed and are included in administrative expenses in the condensed consolidated income statement.

The goodwill of RMB30,823,000 represents the value of expected synergies from the acquisition. None of the goodwill recognised is expected to be deductible for income tax purpose.

The fair value of the contingent consideration of RMB6,025,000 was recognized at RMB5,002,000 as at the acquisition date and then remeasured to RMB5,087,000 as at 30 June 2011. This was classified as other financial liabilities.

An analysis of the cash flows in respect of the acquisition of Leshi is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	50,907
Cash and bank balances acquired	所收購現金及銀行結存	(54,175)
<hr/>		
Net inflow of cash and cash equivalents included in cash flows from investing activities	包括在投資活動產生的現金流量內的現金及現金等價物淨流入	(3,268)
Transaction costs of the acquisition included in cash flows from operating activities	包括在經營業務產生的現金流量內的收購交易成本	12
<hr/>		
		(3,256)

Since its acquisition, Leshi contributed RMB91,331,000 to the Group's turnover and RMB5,346,000 to the consolidated profit for the six-month period ended 30 June 2011.

Had the combination taken place at the beginning of the period, the revenue and the profit of the Group for the period would have been RMB18,621,087,000 and RMB892,870,000, respectively.

### 31. 業務合併(續)

於收購日的應收賬款及其他應收款項公允值分別為人民幣430,000元及人民幣97,000元。應收賬款及其他應收款項的合約總額分別為人民幣430,000元及人民幣97,000元。

本集團就該收購產生交易成本人民幣12,000元。該等交易成本已於綜合利潤表支銷並計入行政費用。

人民幣30,823,000元之商譽指預期從該收購產生的協同效應的價值。預期已確認商譽就所得稅目而言將不可扣減。

或然代價人民幣6,025,000元的公允值已於收購日確認為人民幣5,002,000元及其後於二零一一年六月三十日重新計量為人民幣5,087,000元。此乃分類為其他金融負債。

有關收購樂時的現金流量分析如下：

自其收購起，樂時為本集團截至二零一一年六月三十日止六個月期間的營業額及綜合利潤分別貢獻人民幣91,331,000元及人民幣5,346,000元。

假設合併於期初發生，本集團於期內的收入及本年利潤會分別為人民幣18,621,087,000元及人民幣892,870,000元。

### 32. Contingent Liabilities

The Group is contingently liable in respect of loan guarantees granted to certain banks in favour of certain suppliers of raw milk (the "Suppliers"). The amount of the guarantees granted as at 30 June 2011 was approximately RMB1,104,000 (31 December 2010: RMB2,500,000). All of the above guarantees are cross-guaranteed and secured by assets owned by the Suppliers who are independent third parties. Security under these counter-guarantees included property, dairy cattle and other assets owned by the Suppliers.

### 33. Capital Commitments

The Group had the following outstanding capital commitments in respect of the purchase and construction of property, plant and equipment as at the balance sheet date:

### 32. 或然負債

本集團以若干原料鮮奶供貨商(「供貨商」)為受益人，向若干銀行提供貸款擔保，因此本集團須承擔或然負債。於二零一一年六月三十日，已授出擔保數額約為人民幣1,104,000元(二零一零年十二月三十一日：人民幣2,500,000元)。該等供貨商(為獨立第三方)對以上所有擔保給予反擔保並以彼等所擁有的資產作抵押。反擔保的抵押品包括供貨商擁有的物業、乳牛及其他資產。

### 33. 資本承擔

於結算日，本集團有關購置及興建物業、廠房及設備的資本承擔如下：

	Unaudited 未經審核	Audited 經審核
	30 June 2011 二零一一年 六月三十日	31 December 2010 二零一零年 十二月三十一日
	RMB'000 人民幣千元	RMB'000 人民幣千元
Contracted, but not provided for	594,833	527,900
已訂約但未撥備		

### 34. Related Party Transactions

The Group had the following material transactions with related parties during the period. In the opinion of the directors, the transactions were conducted in the ordinary course of business.

### 34. 關聯人士交易

本集團於期內與關聯人士進行以下重大交易。董事認為該等交易乃在日常業務過程中進行。

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年	2010 二零一零年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Notes 附註		
Sale of liquid milk products to associates	向聯營公司銷售液體奶產品 (i)	2,292,739	2,227,841
Sale of ice cream products to associates	向聯營公司銷售冰淇淋產品 (i)	221,160	307,983
Sale of other dairy products to associates	向聯營公司銷售其他乳製品 (i)	7,687	16,460
Sale of raw materials to a jointly-controlled entity	向共同控制實體銷售原材料 (ii)	28,433	29,428
Purchase of raw materials from affiliates of a major shareholder of the Company	向本公司一名主要股東的聯屬公司採購原材料 (i)	113,074	59,343
Purchase of liquid milk products from an associate	向聯營公司採購液體奶產品 (i)	42,445	-
Purchase of ice cream products from an associates	向聯營公司採購冰淇淋產品 (i)	33,082	42,667
Purchase of raw materials from a jointly-controlled entity	向共同控制實體採購原材料 (ii)	79,306	8,514
Provision of guarantees to a jointly-controlled entity	向共同控制實體提供擔保	35,000	70,635
Provision of guarantees by a partner of a jointly-controlled entity	由共同控制實體合作方提供擔保	67,104	67,824
Key management compensation	主要管理人員的報酬 (iii)		
– directors' fees	– 董事酬金	455	207
– salaries and allowances	– 薪金和津貼	4,514	3,963
– retirement benefit contributions	– 退休福利供款	198	130

### 34. Related Party Transactions (CONTINUED)

Notes:

- (i) The considerations were determined with reference to the then prevailing market prices and the prices charged to third parties.
- (ii) Such transactions were conducted at cost, which approximated to the prevailing market price of the raw materials.
- (iii) The key management compensation represented remuneration paid or payable to the directors and senior management of the Company.
- (iv) During 2006 to 2011, certain directors and senior executives were granted share options in respect of their service to the Group under the share option schemes of the Company. In accordance with IFRS 2, share option benefits represent the fair value at the grant date of the share options issued under the share option schemes of the Company amortised to the condensed consolidated income statement during the period disregarding whether the options have been vested/exercised or not. During the period, the share option benefits relating to the share options granted to these directors and senior executives were approximately RMB19,014,000 (2010: RMB42,588,000).

### 35. Approval of the Interim Financial Statements

The unaudited condensed consolidated interim financial statements were approved and authorised for issue by the board of directors on 30 August 2011.

### 34. 關聯人士交易(續)

附註:

- (i) 價格乃參考當時市場價格及收取第三方的價格釐定。
- (ii) 此等交易按成本值(約為原材料的市價)進行。
- (iii) 主要管理人員的報酬指已付或須付予本公司董事和高級管理層的酬金。
- (iv) 於二零零六年至二零一一年期間，若干董事及高級行政人員因向本集團提供服務而獲授本公司購股權計劃項下的購股權。根據國際財務報告準則第2號，購股權福利指按本公司購股權計劃所發行的購股權於授出日期的公允值，期內已於簡明綜合利潤表內予以攤銷，而不論該等購股權是否已歸屬/行使。期內，有關授予該等董事及高級行政人員購股權的購股權福利約為人民幣19,014,000元(二零一零年：人民幣42,588,000元)。

### 35. 中期財務報表的批准

本未經審核簡明綜合中期財務報表於二零一一年八月三十日經董事會批准並授權刊發。



好品质 绿生活

China Mengniu Dairy Company Limited  
中國蒙牛乳業有限公司\*

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 2319

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