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# 康 師 傅 控 股 有 限 公 司 \*

# TINGYI (CAYMAN ISLANDS) HOLDING CORP.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0322)

# INTERIM RESULTS FOR THE SIX MONTHS ENDED 30TH JUNE 2016

## SUMMARY

	For the three months ended 30 June			For the six months ended 30 June		
US\$'000	2016	2015	Change	2016	2015	Change
Revenue	2,091,633	2,549,223	17.95%	4,191,327	4,870,402	13.94%
Gross margin	31.86%	34.02%	↓ 2.16ppt.	31.64%	32.89%	↓ 1.25ppt.
Gross profit of the Group	666,363	867,179	23.16%	1,326,302	1,602,049	17.21%
EBITDA	206,016	349,914	41.12%	487,631	679,638	28.25%
Profit for the period	18,044	139,515	↓ 87.07%	91,590	273,292	66.49%
Profit attributable to owners of the Company	11,665	90,645	\$7.13%	69,675	197,659	↓ 64.75%
Earnings per share (US cer	nts)					
Basic	0.21	1.62	1.41 cents	1.24	3.53	↓ 2.29 cent
Diluted	0.21	1.62	1.41 cents	1.24	3.52	↓ 2.28 cent

As at 30 June 2016, cash and cash equivalents was US\$1,482.833 million, representing an increase of US\$459.133 million when compared to 31 December 2015. Gearing ratio was 0.34 times.

# **2016 INTERIM RESULTS**

The board (the "Board") of directors (the "Directors") of Tingyi (Cayman Islands) Holding Corp. (the "Company") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2016 together with the comparative figures for the corresponding period in 2015. These unaudited condensed consolidated interim financial statements have been reviewed by the audit committee of the Company (the "Audit Committee").

# CONDENSED CONSOLIDATED INCOME STATEMENT

For the Three Months and Six Months Ended 30 June 2016 (Unaudited)

	Note	April to June 2016 (Unaudited) US\$'000	January to June 2016 (Unaudited) US\$'000	April to June 2015 (Unaudited) US\$'000	January to June 2015 (Unaudited) US\$'000
Revenue	2	2,091,633	4,191,327	2,549,223	4,870,402
Cost of sales		(1,425,270)	(2,865,025)	(1,682,044)	(3,268,353)
Gross Profit		666,363	1,326,302	867,179	1,602,049
Other revenue and other net income		36,482	72,538	70,877	95,926
Distribution costs		(505,975)	(931,442)	(533,140)	(964,075)
Administrative expenses		(76,382)	(159,113)	(91,765)	(174,125)
Other operating expenses		(57,156)	(118,257)	(94,254)	(131,957)
Finance costs	5	(19,809)	(36,302)	(15,882)	(30,890)
Share of results of associates and					
joint ventures		5,499	11,200	6,132	9,829
Profit before taxation	5	49,022	164,926	209,147	406,757
Taxation	6	(30,978)	(73,336)	(69,632)	(133,465)
Profit for the period		18,044	91,590	139,515	273,292
Profit attributable to:					
Owners of the Company		11,665	69,675	90,645	197,659
Non-controlling interests		6,379	21,915	48,870	75,633
Profit for the period		18,044	91,590	139,515	273,292
Earnings per share	7				
Basic		US 0.21 cents	US 1.24 cents	US 1.62 cents	US 3.53 cents
Diluted		US 0.21 cents	US 1.24 cents	US 1.62 cents	US 3.52 cents

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Three Months and Six Months Ended 30 June 2016 (Unaudited)

	April to June 2016 (Unaudited) US\$'000	January to June 2016 (Unaudited) US\$'000	April to June 2015 (Unaudited) US\$'000	January to June 2015 (Unaudited) US\$'000
Profit for the period	18,044	91,590	139,515	273,292
Other comprehensive (loss) income Items that are or may be reclassified subsequently to profit or loss:				
Exchange differences on consolidation Fair value changes in available-for-sale	(125,161)	(112,227)	(3,809)	(5,607)
financial assets Reclassification adjustments relating to	1,513	(372)	5,559	6,260
available-for-sale financial assets disposed of during the period	(3,525)	(4,153)	(5,736)	(5,736)
Other comprehensive loss for the period	(127,173)	(116,752)	(3,986)	(5,083)
Total comprehensive (loss) income for the period	(109,129)	(25,162)	135,529	268,209
Total comprehensive (loss) income attributable to:				
Owners of the Company	(86,669)	(18,624)	88,803	195,559
Non-controlling interests	(22,460)	(6,538)	46,726	72,650
=	(109,129)	(25,162)	135,529	268,209

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2016

Note	At 30 June 2016 (Unaudited) <i>US\$'000</i>	At 31 December 2015 (Audited) US\$'000
ASSETS		
Non-current assets		
Investment properties	152,162	154,498
Property, plant and equipment	5,100,677	5,396,574
Prepaid lease payments	584,712	607,822
Intangible asset	26,174	26,551
Interest in associates	32,239	30,065
Interest in joint ventures	93,468	82,741
Available-for-sale financial assets	78,671	92,120
Other non-current assets	15,057	15,400
Deferred tax assets	51,451	49,002
	6,134,611	6,454,773
Current assets		
Inventories	313,609	325,793
Trade receivables 9	275,806	233,403
Tax recoverable	—	14,780
Prepayments and other receivables	354,698	429,057
Pledged bank deposits	9,658	12,048
Bank balances and cash	1,473,175	1,011,652
	2,426,946	2,026,733
Total assets	8,561,557	8,481,506

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2016

EQUITY AND LIABILITIES           Capital and reserves           Issued capital         28,014         28,014         28,014           Share premium         63,900         63,900           Reserves         2,675,130         2,817,145           Total capital and reserves attributable to owners of the Company         2,767,044         2,909,059           Non-controlling interests         969,363         985,202           Total equity         3,736,407         3,894,261           Non-current liabilities         6,283         9,080           Employee benefit obligations         6,43,00         1,326,367           Employee benefit obligations         45,136         42,901           Deferred tax liabilities         235,226         221,807           Trade payables         10         852,535         722,288           Other payables and deposits received         1,183,403         1,008,234           Current liabilities         12,095         10,191           Taxation         12,095         10,191           3,503,125         2,987,090           Total liabilities         4,825,150         4,587,245           Total liabilities         4,825,150         4,587,245           Total liabilities         4		Note	At 30 June 2016 (Unaudited) <i>US\$'000</i>	At 31 December 2015 (Audited) US\$'000
Issued capital       28,014       28,014         Share premium       63,900       63,900         Reserves       2,675,130       2,817,145         Total capital and reserves attributable to owners of the Company       2,767,044       2,909,059         Non-controlling interests       969,363       985,202         Total equity       3,736,407       3,894,261         Non-current liabilities       6,283       9,080         Financial liabilities at fair value through profit or loss       6,283       9,080         Long-term tirest-bearing borrowings       1,035,380       1,326,367         Employee benefit obligations       45,136       42,901         Deferred tax liabilities       235,226       221,807         Trade payables       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current payables and deposits received       1,483,403       1,008,234         Current payables and deposits received       1,350,31,25       2,987,090         Taxation       12,095       10,191       3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245       4,587,245         Total equity and liabilities       8,561,557       8,4				
Share premium         63,900         63,900           Reserves         2,675,130         2,817,145           Total capital and reserves attributable to owners of the Company         2,767,044         2,909,059           Non-controlling interests         969,363         985,202           Total equity         3,736,407         3,894,261           Non-current liabilities         6,283         9,080           Long-term interest-bearing borrowings         1,035,380         1,326,367           Employee benefit obligations         45,136         42,901           Deferred tax liabilities         235,226         221,807           Trade payables         10         852,535         722,288           Other payables and deposits received         1,183,403         1,008,234           Current portion of interest-bearing borrowings         1,401,717         1,123,198           Advance payments from customers         53,375         123,179           Taxation         12,095         10,191           Total equity and liabilities         4,825,150         4,587,245           Not current liabilities         4,825,150         4,587,245           Total equity and liabilities         8,561,557         8,481,506			•••••	•••••
Reserves         2,675,130         2,817,145           Total capital and reserves attributable to owners of the Company Non-controlling interests         2,909,059         969,363         985,202           Total equity         3,736,407         3,894,261         3,736,407         3,894,261           Non-current liabilities         5,380         1,326,367         1,326,367           Financial liabilities at fair value through profit or loss         6,283         9,080         1,035,380         1,326,367           Long-term interest-bearing borrowings         1,035,380         1,326,367         235,226         221,807           Deferred tax liabilities         235,226         221,807         1,322,025         1,600,155           Current liabilities         10         852,535         722,288         00480         1,183,403         1,008,234           Current payables and deposits received         1,183,403         1,008,234         12,095         10,191           Advance payments from customers         53,375         123,179         12,095         10,191           Total liabilities         4,825,150         4,587,245         4,587,245           Total equity and liabilities         8,561,557         8,481,506           Net current liabilities         (1,076,179)         (960,357)				
owners of the Company Non-controlling interests         2,767,044         2,909,059           Non-controlling interests         969,363         985,202           Total equity         3,736,407         3,894,261           Non-current liabilities         6,283         9,080           Enancial liabilities at fair value through profit or loss         6,283         9,080           Long-term interest-bearing borrowings         1,035,380         1,326,367           Employee benefit obligations         45,136         42,901           Deferred tax liabilities         235,226         221,807           Trade payables         1,322,025         1,600,155           Current liabilities         1,322,025         1,600,155           Trade payables and deposits received         1,183,403         1,008,234           Current portion of interest-bearing borrowings         1,401,717         1,123,198           Advance payments from customers         53,375         123,179           Taxation         12,095         10,191           3,503,125         2,987,090         10,191           Total liabilities         8,561,557         8,481,506           Net current liabilities         (1,076,179)         (960,357)	-		,	
Non-controlling interests         969,363         985,202           Total equity         3,736,407         3,894,261           Non-current liabilities         6,283         9,080           Long-term interest-bearing borrowings         1,035,380         1,326,367           Employee benefit obligations         45,136         42,901           Deferred tax liabilities         235,226         221,807           I,322,025         1,600,155         1,322,025           Current liabilities         10         852,535         722,288           Other payables and deposits received         1,183,403         1,008,234           Current portion of interest-bearing borrowings         1,401,717         1,123,198           Advance payments from customers         53,375         123,179           Taxation         3,503,125         2,987,090           Total liabilities         4,825,150         4,587,245           Total equity and liabilities         8,561,557         8,481,506           Net current liabilities         (1,076,179)         (960,357)	Total capital and reserves attributable to			
Total equity       3,736,407       3,894,261         Non-current liabilities       6,283       9,080         Long-term interest-bearing borrowings       1,035,380       1,326,367         Employee benefit obligations       45,136       42,901         Deferred tax liabilities       235,226       221,807         1,322,025       1,600,155         Current liabilities       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)			2,767,044	, ,
Non-current liabilities $6,283$ $9,080$ Long-term interest-bearing borrowings $1,035,380$ $1,326,367$ Employee benefit obligations $45,136$ $42,901$ Deferred tax liabilities $235,226$ $221,807$ Trade payables $10$ $852,535$ $722,288$ Other payables and deposits received $1,183,403$ $1,008,234$ Current portion of interest-bearing borrowings $1,401,717$ $1,123,198$ Advance payments from customers $53,375$ $123,179$ Taxation $12,095$ $10,191$ Total liabilities $4,825,150$ $4,587,245$ Total equity and liabilities $8,561,557$ $8,481,506$ Net current liabilities $(1,076,179)$ $(960,357)$	Non-controlling interests		969,363	985,202
Financial liabilities at fair value through profit or loss $6,283$ $9,080$ Long-term interest-bearing borrowings $1,035,380$ $1,326,367$ Employee benefit obligations $45,136$ $42,901$ Deferred tax liabilities $235,226$ $221,807$ I,322,025 $1,600,155$ Current liabilities $1,322,025$ $1,600,155$ Trade payables $10$ $852,535$ $722,288$ Other payables and deposits received $1,183,403$ $1,008,234$ Current portion of interest-bearing borrowings $1,401,717$ $1,123,198$ Advance payments from customers $53,375$ $123,179$ Taxation $12,095$ $10,191$ $3,503,125$ $2,987,090$ $3,503,125$ $2,987,090$ Total liabilities $4,825,150$ $4,587,245$ Total equity and liabilities $8,561,557$ $8,481,506$ Net current liabilities $(1,076,179)$ $(960,357)$	Total equity		3,736,407	3,894,261
Long-term interest-bearing borrowings       1,035,380       1,326,367         Employee benefit obligations       45,136       42,901         Deferred tax liabilities       235,226       221,807         Indextrem interest-bearing borrowings       1,322,025       1,600,155         Current liabilities       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090       3,503,125         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)	Non-current liabilities			
Employee benefit obligations       45,136       42,901         Deferred tax liabilities       235,226       221,807         I,322,025       1,600,155         Current liabilities       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)			,	,
Deferred tax liabilities       235,226       221,807         I,322,025       1,600,155         Current liabilities       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)				
Current liabilities       1,322,025       1,600,155         Trade payables       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)			· · · · ·	
Current liabilities       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)	Deterred tax liabilities		235,226	221,807
Trade payables       10       852,535       722,288         Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)			1,322,025	1,600,155
Other payables and deposits received       1,183,403       1,008,234         Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)				
Current portion of interest-bearing borrowings       1,401,717       1,123,198         Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)		10		,
Advance payments from customers       53,375       123,179         Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)				
Taxation       12,095       10,191         3,503,125       2,987,090         Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)				
3,503,125       2,987,090         3,503,125       2,987,090         4,825,150       4,587,245         Total equity and liabilities       8,561,557         Net current liabilities       (1,076,179)         (960,357)				
Total liabilities       4,825,150       4,587,245         Total equity and liabilities       8,561,557       8,481,506         Net current liabilities       (1,076,179)       (960,357)	Taxauon			·
Total equity and liabilities         8,561,557         8,481,506           Net current liabilities         (1,076,179)         (960,357)			3,503,125	2,987,090
Net current liabilities         (1,076,179)         (960,357)	Total liabilities		4,825,150	4,587,245
	Total equity and liabilities		8,561,557	8,481,506
Total asset less current liabilities 5.058.432 5.494.416	Net current liabilities		(1,076,179)	(960,357)
	Total asset less current liabilities		5,058,432	5,494,416

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Basis of preparation and accounting policies

The Directors are responsible for the preparation of the Group's unaudited condensed consolidated first quarterly financial statements. These condensed consolidated first quarterly financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting", issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). These condensed consolidated first quarterly financial statements should be read in conjunction with the 2015 annual financial statements. The accounting policies adopted in preparing the condensed interim financial statements for the six months ended 30 June 2016 are consistent with those in the preparation of the Group's annual financial statements for the year ended 31 December 2015, except for the adoption of the new/revised standard of Hong Kong Financial Reporting Standards ("HKFRS") which are relevant to the Group's operation and are effective for the Group's financial year beginning on 1 January 2016.

Amendments to HKFRSs	Annual Improvements Project – 2012-2014 cycle
Amendments to HKAS 1	Disclosure initiative
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 16 and	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 38	
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10,	Investment Entities: Applying the Consolidation Exception
HKFRS 12 and HKAS 28	

The adoption of these amendments to HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current and prior periods.

#### 2. Revenue

The Group's revenue represents revenue arising from the sale of goods at invoiced value to customers, net of returns, discounts and value added tax.

#### 3. Segment information

## Segment results

For the Six Months ended 30 June 2016						
			1	Inter-segment		
Instant noodles	Beverages	Instant food	Others	elimination	Total	
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	
1,542,089	2,534,735	62,777	51,726	—	4,191,327	
41	740	44	81,300	(82,125)	_	
1,542,130	2,535,475	62,821	133,026	(82,125)	4,191,327	
89,497	67,928	(5,308)	(1,046)	738	151,809	
—	12,331	(1,131)	—	—	11,200	
—	—	_	1,917	—	1,917	
,	,	(6,439)		738	164,926	
(28,670)	(40,828)		(3,838)		(73,336)	
60,827	39,431	(6,439)	(2,967)	738	91,590	
	(Unaudited) US\$'000 1,542,089 41 1,542,130 89,497 - 89,497 (28,670)	Instant noodles (Unaudited) $US$'000$ Beverages (Unaudited) $US$'000$ $1,542,089$ $41$ $2,534,735$ $740$ $1,542,130$ $2,535,475$ $89,497$ $67,928$ $-$ $12,331$ $-$ $(28,670)$ $12,331$ $(40,828)$	$\begin{array}{c c c c c c c c c c c c c c c c c c c $	Instant noodles         Beverages         Instant food         Others $(Unaudited)$ $(Unaudited)$ $(Unaudited)$ $(Unaudited)$ $(Uss'000)$ $(Uss'000)$ $1,542,089$ $2,534,735$ $62,777$ $51,726$ $41$ $740$ $44$ $81,300$ $1,542,130$ $2,535,475$ $62,821$ $133,026$ $89,497$ $67,928$ $(5,308)$ $(1,046)$ $   1,917$ $89,497$ $80,259$ $(6,439)$ $871$ $(28,670)$ $(40,828)$ $ (3,838)$	Instant noodles (Unaudited) $US$'000$ Beverages (Unaudited) $US$'000$ Instant food (Unaudited) $US$'000$ Others (Unaudited) $US$'000$ Inter-segment elimination (Unaudited) $US$'000$ $1,542,089$ $41$ $2,534,735$ $740$ $62,777$ $44$ $51,726$ $81,300$ $-$ $(82,125)$ $1,542,130$ $1,542,130$ $2,535,475$ $2,535,475$ $62,821$ $62,821$ $133,026$ $133,026$ $(82,125)$ $89,497$ $-$ $-$ $-$ $-$ $-$ $89,497$ $67,928$ $80,259$ $(6,439)$ $(1,046)$ $871$ $-$ $738$ $-$ $(3,838)$ $-$	

	For the Six Months ended 30 June 2015						
	Instant noodles (Unaudited) US\$'000	Beverages (Unaudited) US\$'000	Instant food (Unaudited) US\$'000	Others (Unaudited) US\$'000	Inter-segment elimination (Unaudited) US\$'000	Total (Unaudited) US\$'000	
Revenue							
Revenue from external customers	1,792,100	2,961,883	66,798 88	49,621	(62 722)	4,870,402	
Inter-segment revenue	37	226		63,371	(63,722)		
Segment revenue	1,792,137	2,962,109	66,886	112,992	(63,722)	4,870,402	
Segment results after							
<b>finance costs</b> Share of results of associates	219,749	188,809	(6,749)	(4,299)	579	398,089	
and joint venture	_	14,035	(4,206)	_	_	9,829	
Unallocated expenses, net				(1,161)		(1,161)	
Profit (loss) before taxation	219,749	202,844	(10,955)	(5,460)	579	406,757	
Taxation	(66,538)	(65,791)		(1,136)		(133,465)	
Profit (loss) for the period	153,211	137,053	(10,955)	(6,596)	579	273,292	

Segment information is prepared based on the regular internal financial information reported to the Company's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance. The Company's executive directors assess the performance of reportable segments based on the profit (loss) before taxation, share of results of associates and joint ventures and unallocated income (expenses), net.

#### 3. Segment information (continued)

## Segment assets and liabilities

	At 30 June 2016					
					Inter-segment	
	Instant noodles	Beverages	Instant food	Others	elimination	Total
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Segment assets	3,220,004	4,625,173	135,250	1,107,422	(730,666)	8,357,183
Interest in associates	-	32,172	67	-	_	32,239
Interest in joint ventures	15	83,965	9,488	-	_	93,468
Unallocated assets						78,667
Total assets						8,561,557
Segment liabilities	685,825	2,908,426	53,276	1,808,355	(675,868)	4,780,014
Unallocated liabilities						45,136
Total liabilities						4,825,150

## At 31 December 2015

	Instant noodles (Audited) US\$'000	Beverages (Audited) US\$'000	Instant food (Audited) US\$'000	Others (Audited) US\$'000	Inter-segment elimination (Audited) US\$'000	Total (Audited) US\$'000
Segment assets	3,268,452	4,774,066	145,190	1,211,071	(1,122,199)	8,276,580
Interest in associates	—	29,998	67	—	_	30,065
Interest in joint ventures	-	72,234	10,507	—	—	82,741
Unallocated assets						92,120
Total assets						8,481,506
Segment liabilities	742,034	3,012,906	56,853	1,797,417	(1,064,866)	4,544,344
Unallocated liabilities						42,901
Total liabilities						4,587,245

Segment assets include all assets with the exception of interest in associates and joint ventures and unallocated assets which include available-for-sale financial assets. Segment liabilities include all liabilities with the exception of employee benefit obligation.

# 4. Seasonality of operations

Due to the seasonal nature of the beverages segment, higher revenue is usually expected in the second and third quarters. Higher sales during the period from June to August are mainly attributed to the increased demand for packed beverages during the hot season.

#### 5. Profit before taxation

6.

This is stated after charging:

	April to June 2016 (Unaudited) US\$'000	January to June 2016 (Unaudited) US\$'000	April to June 2015 (Unaudited) US\$'000	January to June 2015 (Unaudited) US\$'000
Finance costs				
Interest on bank and other borrowings wholly repayable within five years	19,809	36,302	15,882	30,890
Other items				
Depreciation	140,816	293,290	131,066	258,005
Amortisatoin	3,533	6,846	6,873	8,864
Taxation				
	April to June 2016 (Unaudited) US\$'000	January to June 2016 (Unaudited) US\$'000	April to June 2015 (Unaudited) US\$'000	January to June 2015 (Unaudited) US\$'000
Current tax – PRC Enterprise income tax Current period	28,089	62,770	59,698	115,151
Deferred taxation				
Origination and reversal of temporary differences, net Effect of withholding tax on the distributable	1,060	4,190	2,619	4,695
earnings of the Group's PRC subsidiaries	1,829	6,376	7,315	13,619
Total tax charge for the period	30,978	73,336	69,632	133,465

The Cayman Islands levies no tax on the income of the Company and the Group.

Hong Kong Profits Tax has not been provided as the Group's entities had no assessable profit subject to Hong Kong Profits Tax for the six months ended June 2016 and 2015.

The applicable PRC enterprise income tax for the PRC subsidiaries is at the statutory rate of 25% (2014: 25%).

According to the Tax Relief Notice (Cai Shui [2011] no. 58) on the Grand Development of Western Region jointly issued by the Ministry of Finance, the State Administration of Taxation and China Customs, foreign investment enterprises located in the western region of PRC ("Western Region") with principal revenue of over 70% generated from the encouraged business activities are entitled to a preferential income tax rate of 15% for 10 years from 1 January 2011 to 31 December 2020. Accordingly, certain subsidiaries located in the Western Region are entitled to a preferential rate of 15% (2014: 15%).

Pursuant to the PRC Enterprise Income Tax Law, a 10% withholding tax is levied on dividends distributed to foreign investors by the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings accumulated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between PRC and jurisdiction of the foreign investors. For the Group's PRC subsidiaries, associates and joint ventures, the applicable rate is 10%. Deferred tax liability is provided on 50% of post-2007 net earnings of the Group's PRC subsidiaries that are expected to be distributed in the foreseeable future. The remaining 50% of post-2007 net earnings of the Group's PRC subsidiaries that are not expected to be distributed in the foreseeable future would be subject to additional taxation when they are distributed. Undistributed earnings of the Group's PRC associates and joint ventures are not subject to withholding tax as these companies are held by a PRC subsidiary.

## 7. Earnings per share

a) Basic earnings per share

		April to June 2016 (Unaudited)	January to June 2016 (Unaudited)	April to June 2015 (Unaudited)	January to June 2015 (Unaudited)
	Profit attributable to ordinary shareholders (US\$' 000)	11,665	69,675	90,645	197,659
	Weighted average number of ordinary shares ('000)	5,602,871	5,602,871	5,604,059	5,604,034
	Basic earnings per share (US cents)	0.21	1.24	1.62	3.53
)	Diluted earnings per share				
		April to June 2016 (Unaudited)	January to June 2016 (Unaudited)	April to June 2015 (Unaudited)	January to June 2015 (Unaudited)
	Profit attributable to ordinary shareholders (US\$' 000)	11,665	69,675	90,645	197,659
	Weighted average number of ordinary shares (diluted) ('000) Weighted average number of				
	ordinary shares	5,602,871	5,602,871	5,604,059	5,604,034
	Effect of the Company's share option scheme	_	_	8,137	8,906
	Weighted average number of ordinary shares for the purpose of				
	calculated diluted earnings per share	5,602,871	5,602,871	5,612,196	5,612,940
	Diluted earnings per share (US cents)	0.21	1.24	1.62	3.52

#### 8. Dividend

b)

The Board of Directors does not recommend the payment of an interim dividend for the six months ended 30 June 2016 (2015: nil).

# 9. Trade receivables

The majority of the Group's sales is cash-on-delivery. The remaining balances of sales are mainly at credit terms ranging from 30 to 90 days. The aging analysis of the trade receivables (net of impairment losses for bad and doubtful debts) based on invoice date, at the end of the reporting period is as follows:

	At 30 June 2016 (Unaudited) <i>US\$'000</i>	At 31 December 2015 (Audited) US\$'000
0 - 90 days Over 90 days	257,424 18,382	215,529 17,874
	275,806	233,403

# 10. Trade payables

The aging analysis of trade payables based on invoice date at the end of the reporting period is as follows:

	At 30 June 2016 (Unaudited) <i>US\$`000</i>	At 31 December 2015 (Audited) <i>US\$`000</i>
0 - 90 days Over 90 days	817,404 35,131	700,892 21,396
Over 90 days	852,535	722,288

# 11. Approval of interim financial statements

The interim financial statements of 2016 were approved by the board of directors on 29 August 2016.

# MANAGEMENT DISCUSSION AND ANALYSIS

#### **Business Overview Review**

In the first half of 2016, the China economy maintained steady development. Prices of palm oil increased slightly. It is expected that a rising trend will be maintained amidst stability in future. Prices of other raw materials remained basically stable. The inflationary pressure was temporary eased. However, affected by the weak international market and the domestic demand trend in the second half of the year, GDP will continue to run at approximately 6.5%. The monetary policy is the focus of attention.

In the first half of 2016, the overall performance of the Group was poor due to the short-term impact of the instant noodle upgrade. However, the Group still focused on long-term upgrade planning and innovation to meet the enquiry from the rise in the middle class consumers. We also continued to pay attention to the optimization of free cash flows. The Group promoted a corporate culture of integrity, pragmaticism and innovation, enhanced employees' sense of identity and cohesion towards the enterprise and established a good foundation for generation succeeding, with a view to achieving the objectives of "safety, cost saving, higher efficiency and innovation".

In the first half of 2016, the Group's revenue decreased by 13.94% yoy to US\$4,191.327 million. Revenue of instant noodles and beverages decreased by 13.95% and 14.40% respectively. During the period, gross profit margin of the Group decreased by 1.25 ppt. to 31.64% yoy due to the unfavorable sales. Meanwhile, the Group has increased the investment in advertisement in respect of brand building, distribution costs as a percentage of total revenue was 22.22%, an increase of 2.43 ppt. yoy. EBITDA of the Group for the first half of 2016 decreased by 28.25% to US\$487.631 million and profit attributable to owners of the Company dropped by 64.75% to US\$69.675 million. Earnings per share decreased by 2.29 US cents to 1.24 US cents.

#### **Instant Noodle Business**

In the first half of 2016, the revenue of the Group's instant noodle business was US\$1,542.130 million, dropped by 13.95% yoy, representing 36.79% of the Group's revenue. To consolidate the price range of RMB4.0 noodle, the Group started to promote the Classic Series since May this year, and focused on launching upgraded products of the concentrated soup stock series within the price range of above RMB4.5. Revenue has rebounded steadily on a yoy basis in June and the decline has also been narrowed subsequently in the second quarter. During the period, because of the sales decline and an increase in prices of raw materials, the gross profit margin of instant noodle decreased 2.41 ppt. to 27.89% on a yoy basis. Coupled with increased investment in advertisement in respect of brand building during the period, profit attributable to owners of the Company of the instant noodle business dropped 60.30% to US\$60.827 million on a yoy basis in the first half of the year.

For Master Kong instant noodle, we aim to lead the upgrading of the industry in strategic development and will continue to promote the multi pricing policy. During the period, during our product upgrading process, one competitor utilized similar packaging to cause confusion to consumer, therefore, to comply with consumer familiarity with the product packaging, we relaunched the classic series at the end of May. With the tension and thrust, to meet consumer demand for classic products. Overall sales improved significantly and the extent of the decline narrowed substantially on a quarter-on-quarter basis. The trend was improving. Meanwhile, in order to satisfy the lifestyle of small quantity and many varieties for white-collar in cities, cup noodles were launched with a view to satisfy the increasing diversified demand for new and variable products from the middle class. For the high-end product series, we emphasized upgraded products of the concentrated soup stock series: black and white pepper, pork rib, assorted, ZhenLiaoDao (plenty of fine ingredients) and Master Soup, etc. The soup concentrate is extracted by industry-leading technology so as to continuously promote thick soup boiled with real ingredients. The soup is not only thick and aromatic but has also preserved the nutrients of raw soup to the maximum extent, which provides more diversified product choices for consumers in pursuit of high-end and quality products.

According to the latest market share analysis data from AC Nielsen, in January to June of 2016, the market shares of Master Kong instant noodle in terms of sales amount and sales volume were 51.9% and 43.0% respectively, maintained their market leading positions. We will actively implement the arrangement for "Back to Classic". Together with the existing upgraded products, we satisfied the demand of consumers with product portfolios of various price ranges and developed new product to create new opportunities for the industry.

Upgraded products of the concentrated soup stock series: "Black and White Pepper" series soon became highly popular with its innovative flavours and cool package design and style. Combining consumer groups' favourite social media and entertainment platforms and integrating and disseminating product features, the series achieved sales of more than one million boxes in March immediately following its launch for sale in the market during the Spring Festival. Even if during slack seasons, the series was able to maintain good monthly average sales and became a highly popular cool online product which aroused hot discussions among youngsters. To shape an international style, ZhenLiaoDao, a fashionable cup noodle with many ingredients delivering a foreign feeling tailored for young students and the white-collar, joined hands with Kim Woo-bin (金宇彬) to engage in endorsement to introduce the fine ingredients in Chinese in the latest commercial, which was well-received by the entire audience. With the broadcasting of the TV series "Uncontrollably Fond (任意依戀)" and a continued increase in microblogging topics, both brand recognition and the first attempt rate experienced a rapid increase.

Major products: "Braised Brand" joined hands with TFBOYS and Yu Quan (羽泉) to launch the new single MV "Dream Sky Lanterns 2016" to create the New Year intellectual property right belonging to the Braised Brand itself. It joined with the NetEase media to produce the programme with the theme to communicate the brand spirit of active and positive energy of "Persisting in Dreams, Supporting You All the Way". "Pickled Mustard", "Fresh Shrimp Fish Pan" and "Spicy Beef/Fried Pepper Beef/Pickled Pepper Beef/Pinckled Pepper Beef/Pinckle

With respect to supply chain management, the robot 4.0 automatic energy conservation and emission reduction project was promoted to reduce energy consumption. A management mechanism for shortages of product items was established to ensure safe stocks, reduce the shortage rate and increase the efficiency of coordinating production and sales. Production technology and equipment for new products (types) were actively prepared to ensure the smooth launch of new products. The upgrade and transformation of the new second generation plant was conducted on a continued basis. Food safety check was strengthened to provide consumers with products of higher quality to enhance the corporate image.

#### **Beverage Business**

In the first half of 2016, the overall revenue of the beverage business was US\$2,535.475 million, dropped by 14.40% yoy, representing 60.49% of the Group's total revenue. The revenue declined was mainly due to the adjustment in channel inventory. During the period, gross profit margin of beverages dropped 0.76 ppt. to 33.98% on a yoy basis. To accumulate medium-to-long-term brand assets, efforts were continuously stepped up in brand building, resulting in an increase in advertising expenses. Profit attributable to owners of the Company of the beverage business dropped 70.16% to US\$18.548 million on a yoy basis in the first half of the year.

An overview performance in the second quarter showed that the beverage industry in China exhibited small growth, with 1.4% sales volume growth on a yoy basis. In the first half of the year, sales performance of the Group's beverage business has not reached the expected target and still needed to be improved. In response to the rise in the middle class and the development of urbanization, the beverage business continued to increase brand investment during the period and enhanced the management of modern sales channel. Multi price range product planning and management was optimized. The alliance formed by Master Kong-Pepsi continued to improve organizational ability, implemented online counselling and offline nurturing, timely replenished early retired employees and guaranteed the stable organizational ability of Pepsi beverages.

According to the research data provided by AC Nielsen for January to June of 2016, the RTD tea (including milk tea) of the Group accounted for 53.1% of the sales volume in the market, representing a decrease of 2.3 ppt. as compared to the same period last year but still ranked the first in the market steadily. By leveraging on the fruit juice brands under Master Kong (Master Kong juice, Fresh Daily C, New Taste for Traditional Drink, Crystal Sugar Series and Light Fruit Mix) and Pepsi's Tropicana, the market share in the overall juice drink market was 17.0%, ranking No. 2 in the market. Market share of sales in the milk tea market was 15.4%, ranked No.2 in the market. Market share for the Group's bottled water was 14.5%, ranking No. 3 in the market.

According to the data of Canadean's database for January to June of 2016, the overall market share of Pepsi Cola CSD drinks increased by 0.9 ppt. yoy to 30.4% in the market and gained 48.4% in the cola drink market for January to June of 2016. In the juice flavour CSD market, the market share was 33.1%, ranking the second.

RTD tea: Micro films were continuously used to communicate with young groups, create online and offline relevant activities and expand the opportunities for consumers to consume and drink the product. Meanwhile, we continued to put the focus on the multi price range strategy. Apart from launching the new quality product, NongNong Lemon Tea, using premium tea leaves and high-end tea leaf extraction technology and with fresh lemon added to satisfy the market demand of consumers for enjoying the upgrade products, we also launched grapefruit green tea by using the concept of health. In the first half of the year, supported by the "One More Bottle" lucky draw event, green tea experienced substantial growth to seize the green tea market. The relevant marketing implemented by Master Kong, as the official partner of Disney, coupled with the "A Bottle of Greeting Tea" event launched during the opening ceremony activity, presented the Master Kong brand and a wide range products as the representatives of the oriental tea culture to consumers. The enhancement of commercial values inherent in it was self-evident. To celebrate the opening of Shanghai Disneyland, Master Kong launched a limited edition ice tea of the ice tea commemorative edition with the images of Mickey and Minnie dolls on 20 June, which was launched in FamilyMart in the markets of East China and Shanghai only and attracted great attention among Disney fans. The Jasmine series created the creative activity of the online and offline confession platform with "Encountering Romance" to drive the attention of consumers towards the products of the Jasmine series and expand the overall jasmine product market with the launch of the jasmine fruit tea.

Bottled Water: Since the beginning of last year, Master Kong was under official review on all aspects of its plants, equipment and environment, production process, management and control mechanism, raw water and quality management system for nearly 10 months. The review standards covered as many as 90 types including HACCP, GMP and US FDA, the 74 plants under review attained the IBWA standard during site inspections. It formally became a member of the International Bottled Water Association (IBWA) in May. Now, Master Kong's "Youyue purified water" and "Master Kong bottled drinking water" are attached with the IBWA certification labels. "Youyue purified water" passed the US FDA testing process at the NSF international laboratories in May this year and was granted the NSF certification label. Both certifications show that the bottled water manufactured locally by Master Kong are fully in compliance with the standards prescribed by the Food and Drug Administration (FDA) of the United States and the brand is enhanced through "Nano-grade filtration, international certification". Master Kong's drinking water is focused on impulse momentum, enhancing the utilization rate of production capacity and diversification of specifications with a view to increase the satisfaction of consumers' needs in drinking opportunities.

Juice drink: In the first half of 2016, apart from developing the family size product market and the continued promotion of specification satisfaction, with respect to product innovation and brand revitalization, we launched the new flavor of Master Kong Fragrant Lychee juice and the new package of New Taste for Traditional Drink sour plum soup. In the first half of the year, sales for sour plum soup achieved substantial growth, consolidating the leading position of Chinese-style fruit juice. In the area of Westem-style fruit juice Light Fruit Mix communicated with young groups with "Mixed Flavours (混搭趣味)" and launched Mango Xiaolao (芒果小酪) in the second quarter and increased the brand attempt rate through tasting and we media dissemination. Tropicana fruit cocktail launched a promotional video online with popular Taiwanese singer Jolin Tsai, which attracted overwhelming online attention and discussions. Offline sponsorship for the touring concert of the spokesperson was also provided to bring out the brand attitude and annual theme of communication of "Colorful Mix".

Carbonated Drinks: Pepsi and Mirinda launched the Pepsi opening commemorative can by taking advantage of the craze of the opening of Shanghai Disneyland and planned Disney with the relevant features and made use of marketing activities under the "Disney" theme to create the nationwide Disney activity of "Act Now, Open the Cap to Win Millions of Surprises (渴望就現在, 揭蓋贏億份驚喜)" to attract the attention of a large number of fans. Participation by consumers reached a historical new high. Mirinda's online and offline integrated marketing "Happy Daren (開心達人)" selective trial was held in various campuses. The new approach attracted much discussions and was sought after among students. Meanwhile, the online drama, "Happy Force (開心原力)", broadcast exclusively online attracted the attention of a large number of fans. The joyful image of the brand gained wide popularity. 7-up continued the "Open the Cap for Double Surprises (開瓶有驚喜,喜上加喜)" bringing another bottle activity to create a hot online drama that attracted overwhelming attention.

Sports Drinks: The national audition of "One Shot, One Million" of Gatorade started in April and was widely disseminated and acclaimed among the core consumer groups. Vitamin Power implanted "Run Brothers (奔跑吧兄弟)", a top variety show programme in Mainland China, in April to deeply communicate the concept of the product.

Among milk drinks: "Weichuan Lactic Acid Drinks" developed the room temperature milk drink market to break through the cold chain restriction. The exclusive LPF beneficial bacteria formulation satisfied the demand of consumers for nutritious, healthy, high-end and diversified drinks. In the second half of the year, we will make efforts for sustainable growth. The Classical Milk Tea operated mainstream public milk tea with aromatic strong and nutritious tastes. Sales continued to grow, consolidating the second brand position in the milk tea market.

Apart from promoting the internal process optimization project in connection with the supply chain strategy, the beverage business still continued to place the focus on implementing the overall food safety policy and traceability system and implemented our commitment towards food safety by completing the screening of raw materials/packaging materials in the aspects of safety and compliance to ensure the compliance of products with the regulations and standards.

## **Instant Food Business**

According to the latest data of Nielsen, the overall performance of the traditional biscuit market in the first half of the year was poor. The overall sales volume in the biscuit market declined by 2.1% on a yoy basis in the second quarter of 2016, while the sales amount slightly declined by 0.6% yoy. The decline in sandwich cracker was more obvious, sales volume decreased by 3.6% yoy and sales amount decreased by 3.2% yoy. In terms of sales amount, the market share of Master Kong egg rolls was 18.7% and ranking the first in the market in April to June of 2016, while the market share of sandwich cracker was 12.5% and ranking the second highest in the market, representing an increase of 1.5 and 2.5 ppt. respectively on a quarter-on-quarter basis.

With an overall slowdown in the whole industry, the Company still continued to promote various reforms under the overall strategy of "Reform, Focus, Re-start". Relatively obvious achievement was attained further in creating results and saving costs during the quarter. By actively adjusting the operational strategy of some product items, the Group effectively managed the development and market promotion of new products, optimized the production bases and the production line structure, managed and controlled the selling and administrative expenses stringently and reduced the losses significantly during the period. With respect to the external marketing strategy, the Company actively explored and sought quality international partners for strategic alliance cooperation to create business opportunities for future international business platforms.

In the first half of 2016, the revenue of the group's instant food business was US\$62.821 million, dropped by 6.08% yoy, representing 1.50% of the Group's total revenue. During the period, benefited by sound cost control and raw material price decline, gross profit margin grew by 2.11 ppt. to 35.35% yoy. In the first half of 2016, the instant food business recorded a loss of US\$6.439 million, improved 41.22% when compared to same period last year.

To cope with the change in market demand brought by a demographic change and the rise of the middle class and further expand the efficiency of the business reform, instant food will continue to put great efforts on strictly controlling operating costs and capture the business opportunity of market transformation through the following strategies:

- 1. Focusing on the core product categories of cakes and snacks, accelerating product improvement and new product development capitalizing on upgrade and innovation such as the high end presentation of products, the diversification of package specification and healthiness, and increasing market share and consolidated gross profit by applying different product portfolios, channel structure portfolios and geographical area portfolios.
- 2. Promoting the development of emerging channels, strengthening the development and operation of e-commerce, convenience stores and special channels, and actively cooperating with other industries to satisfy the demand of consumers and channel customers.
- 3. Activating fixed assets, maximizing the utilization of existing machinery, promoting production process automation and labour saving to increase capacity utilization and enhance cost competitiveness.

In response to the new business situation, the instant food business put more focus on the core cake business and focused on and returned to core brand building. Two new specifications for 3+2 sandwich crackers and four new flavours for sharing packages were launched to meet consumers' demand of small volume, various choices, and multi-frequency. Meanwhile, new product development was actively carried out with a view to expanding the 3+2 product category to meet the different consumption scenarios of the target consumers. Besides, 3+2 high-end gift box product planning was implemented simultaneously to satisfy the demand of consumers for high-end gift giving. One new product and two specifications for muffin cakes were launched on schedule with the concept of healthiness and nutrition to meet the new breakfast choices of white-collar consumer groups and constantly expanded the product line to meet different consumption timings. One high-end new product and two specifications for egg rolls were launched. An innovative gift box was launched during the Chinese New Year to satisfy the demand of consumers for visiting relatives and friends.

# FINANCING

The Group continued to maintain a stable and healthy financial structure through effective control of trade receivables, trade payables, bank balances and cash and inventories. As at 30 June 2016, the Group's cash and bank deposits totaled US\$1,482.833 million, an increase of US\$459.133 million from 31 December 2015. A sufficient amount of cash holding was still maintained. As at 30 June 2016, the Group's total assets and total liabilities amounted to approximately US\$8,561.557 million and US\$4,825.150 million respectively. This showed increases in US\$80.051 million and US\$237.905 million respectively compared to 31 December 2015. The debt ratio increased by 2.27 ppt. to 56.36% compared to 31 December 2015. Gearing ratio was 0.34 times lower than the ratio on 31 December 2015.

As at 30 June 2016, the Group's total interest bearing borrowings decreased by US\$12.468 million to US\$2,437.097 million. During the period, the Group's proportion of the total borrowings denominated in foreign currencies and Renminbi were 74% and 26% respectively, as compared to 79% and 21% respectively as at 31 December 2015. The proportion between the Group's long-term borrowings and short-term borrowings was 42% and 58% respectively, as compared to 54% and 46% respectively as at 31 December 2015. Considering the diverged trends of the interest rates between Renminbi and the US dollars and the Group itself, the Group has adjusted its financing strategy since September 2015 to increase its proportion of onshore financing and to reduce its foreign currencies financing. The Group expects to increase its Renminbi borrowing, and the proportion of Renminbi borrowing of the Group's total borrowings will be increased gradually.

In the first half of the year, the depreciation in Renminbi against US dollar by 2.28%, due to the fluctuation of exchange rate, brought realized/unrealized exchange losses of US\$7.078 million in the Group's income statement.

In 2014, the Group announced a voluntary retirement plan (the "Plan") for its employees as a result of an integration programme of its Pepsi beverage business. The Group has made an offer of the Plan to the affected employees who can apply to accept the offer of benefits in exchange for the termination of their employments. The termination benefits of US\$13.827 million have been recognised as expenses during the six-month period ended 30 June 2016. At 30 June 2016, the estimated possible obligation of termination benefits is amounted to approximately US\$17.452 million which is expected to be settled in 2016 and disclosed as contingent liabilities.

The joint ventures and associates in the Pepsi beverage business of the Group (the "Joint Ventures and Associates") have, based on their own operation requirements, also implemented a compensation plan (the "Compensation Plan") which is similar to the Plan. During the six-month period ended 30 June 2016, the Group has committed for the payment of US\$9.020 million arising from the Compensation Plan and such payment has been recognized as expenses by the Group. At 30 June 2016, the possible amount of liabilities which arises from the Compensation Plan but not yet committed by the Group is amounted to approximately US\$9.245 million.

## **Financial Ratio**

	As at 30 June 2016	As at 31 December 2015
Finished goods turnover	10.64 Days	10.87 Days
Trade receivables turnover	11.06 Days	9.46 Days
Current ratio	0.69 Times	0.68 Times
Debt ratio (Total liabilities to total assets)	56.36%	54.09%
Gearing ratio (Net debt to equity attributable to owners of the Company)	0.34 Times	0.49 Times

## HUMAN RESOURCES

As of 30 June 2016, the Group had 66,500 employees. Tingyi Holding implemented the strategic transformation of its human resources and planned a human resources sharing service centre, continued to improve the high-level talent development platform and promoted strategic talent development, and implemented the plan for the development and cultivation of high-level leader reserve. Moreover, the Group has promoted the echelon building of leaders at various levels and established long-term cooperation relationship with major domestic and foreign universities and colleges to establish a talent supply chain system.

The corporate culture was deepened to build a 100% Master Kong team and implement the corporate culture of "Forward-looking, Scientific, Performance driven and Harmony".

# PROSPECTS

Looking ahead to the second half of the year, the monetary policy is stable. The effect of the stabilization of housing prices on boosting commodity prices weaken, which will cause the annual CPI to maintain a steady rising trend. As for the economy, investment and export remain sluggish. The growth rate of consumption is relatively stable. The overall economy is stable but the basis is unstable. In the second half of the year, there still exists relatively great pressure on economic development. During the period, apart from the weather factor, insufficient confidence of channels and consumers in upgraded products and the launch of new products not as fast as planned were also factors affecting the overall growth of the Group in the first half of the year. In the second half of the year, under continued long-term planning, the Group will continue to launch more product portfolios of various product ranges focusing on the demand of customers to satisfy consumer groups with different demands. To this end, the Group will adjust its product strategy in accordance with the demand of consumers for classic products. Overall, the Group will still maintain its existing strategy of products with various price ranges and enhance online and offline brand communication of channels and end-consumers. As at the announcement day, when compared to the second quarter, the Group's third quarter sales performances continued to improve. The generation heritage and transformation change of the Group's management will lead to continuous and planned development of the collective leadership process. When we enter the next period of development and transformation stage, in addition to focusing on the development of our well-established competitive advantages, continuity and sustainability of our business will also be ensured, we are able to focus on the long-term development opportunities and strive to bring stable business development, sound and solid growth for the Group.

# CORPORATE SOCIAL RESPONSIBILITY

As a leading enterprise in the food industry, Master Kong always adheres to the principles of "sustainable operation, contribution to society" in performing its social responsibilities as a corporate citizen. Promotion of transformation and upgrading of enterprises, has been noticed.

For food safety science popularization, Master Kong has responded actively to the call from central government and has fully performed corporate responsibilities by consolidating various resources to promote the dissemination of scientific knowledge in food safety. Master Kong continues to be the sole sponsor in the second Public Food Safety Science Innovation Contest. We visited key universities in seven cities, by gathering more quality resources from 64 university organizations, social communities and enterprises, a dissemination and sharing platform is jointly built to share popular science resources in food safety, featuring the creativity and dynamic force of the new generation in popular science of food safety. Meanwhile, Master Kong has specially built a food safety popular science education base – the dream exploration paradise (夢想探索樂園) - for youths in Hangzhou during this year, with primary students of 6 to 12 years old as major targets, children and parents are educated on the production process of instant noodles and health knowledge through virtual visual technology, interactive games and experience. The dream exploration paradise has been recognized as the "Youth Science Demonstration Base (青少年科普示範基地)" in Jianggan District of Hangzhou City by the Science and Technology Society of Hangzhou Economic and Technology Development Zone (杭州經濟技術開發區科學技術協會), which is also an international tourism visiting spot supported by social resources in Hangzhou.

In addition, Master Kong Instant Noodle Museum and Master Kong Beverage Pavillion located in the Tianjin Development Zone are also functioning as a "National Food Safety Popular Science Education Base (全國食品安全科普教育基地)" and receives nearly 80,000 visitors per year, including domestic and foreign government leaders, cadres of private associations, general public and groups from primary and secondary schools. Especially during the National Food Safety Week in June this year, Master Kong has become one of the first enterprises joining the China Nutrition and Health Food Association in launching the "Food Safety Transparency Consumption Plan (食品安全透明消費計劃)" and is one of the first three enterprises which have been granted the title of "Popular Science Education Base for Consumers in China (中國消費者科普教育基地)"

Master Kong strongly promoted the Cooperation between Universities and Enterprises. For continuous nurturing of more professionals for the food industry in China, Master Kong collaborated with four top-notch universities in the food field, to conduct thematic research studies on food science and engineering cultivated by Master Kong over the years, nutrition of instant food products and food safety. The group continued to develop different programs for Cooperation between Universities and Enterprises, in order to foster win-win cooperation in the areas of research and development on food engineering technology and nurturing of talents.

On international cooperation, Master Kong also established academic and enterprise cooperation relationship with a number of top-notch international education institutions including Stanford University in United States and Tsinghua University Schwarzman Scholars Program.

For emergency and disaster relief: Affected by abnormal climatic changes during this year, rainstorms, floods and landslides occurred in several regions, and large-scale natural disasters such as tornadoes, hailstorms and thunder storms also occurred in some place. Master Kong organized labour force and supplies rapidly to arrange the emergency relief vehicle "Caring Refuel Station (愛心加油站)" to transport urgent supplies such as Master Kong's instant noodles and bottled water to the badly disrupted disaster area and provide warmly cooked instant noodles and pure drinking water to the needy people. Employees of Master Kong from different regions also cooperated with the local governments in emergency measures and performed corporate social responsibilities by taking practical actions, they also contributed their efforts in fighting floods and rescue work, providing a strong support to disaster relief and restoration in the local regions.

#### Awards and Honors

In January 2016, Tingyi (Cayman Islands) Holding Corp. won the "Executing Innovation Award" of "Best Innovator China (中 國最佳創新企業)" Awards presented by A.T. Kearney global strategy and management consulting company by leveraging on its deep insight on consumers and practice-oriented innovation strategy. In May Master Kong won the "Grand Prize of Content Marketing in Integrated Communication (內容營銷整合傳播全場大獎)" from the "Content Marketing Conference of China (中 國內容營銷盛典大會)" with its marketing campaign of "Family Spring Festival Flavour with You (加你加年味)", representing another recognition of Master Kong's upgraded branding strategy and innovative marketing strategy by the marketing sector in recent years. In the same month, Master Kong ranked as one of the top three Most Chosen Brands (消費者選擇最多品牌) for the fourth consecutive year in the Brand Footprint Report (全球足迹報告) of Kantar Worldpanel (凱度消費者指數).

# CORPORATE GOVERNANCE

The Company has, throughout the period ended 30 June 2016, complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), except for the deviation from code A.4.1 of the CG Code. The reason for the deviation is explained below.

#### **Code provision A.4.1**

Code provision A.4.1 of the CG Code provides that non-executive directors should be appointed for a specific term, subject to re-election. The Company deviates from this provision because the non-executive Directors and independent non-executive Directors of the Company do not currently have specific terms of appointment. However, the articles of association of the Company provide that all the Directors are subject to retirement by rotation at least once every three years and at each annual general meeting, one-third of the Directors for the time being or, if the number is not a multiple of three, then, the number nearest to but not less than one-third, shall retire from office by rotation and offer themselves for re-election. As such, the Board considers that sufficient measures have been put in place to ensure the Company's corporate governance practice in this aspect provides sufficient protection for the interests of shareholders to a standard commensurate with that of the code.

The Company will continue to periodically review and improve its corporate governance practices with reference to the latest corporate governance developments.

#### Directors' responsibility for the financial statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group. With the assistance of the Finance and Accounting Department which is under the supervision of the Chief Financial Officer of the Company, the Directors ensure that the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards. The Directors also ensure that the publication of the financial statements of the Group is in a timely manner.

#### Audit Committee

The Audit Committee currently has three Independent Non-executive Directors, Mr. Lee Tiong-Hock, Mr. Hsu Shin-Chun and Mr. Hiromu Fukada. Mr. Lee Tiong-Hock is the chairman of the Committee. The latest meeting of the Audit Committee was held to review the results of the Group for the period under review.

#### **Remuneration and Nomination Committee**

The remuneration and nomination committee of the Company (the "Remuneration and Nomination Committee") now comprises three Independent Non-executive Directors, Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada. Mr. Hsu Shin-Chun is the chairman of the Remuneration and Nomination Committee. The Remuneration and Nomination Committee was established to consider and approve the remuneration packages of the senior employees of the Group, including the terms of salary and bonus schemes and other long- term incentive schemes. The Remuneration and Nomination Committee also reviews the structure, size and composition of the Board from time to time and recommends to the Board on appointments of Directors and the succession plan for Directors.

#### **Internal Control and Risk Management**

The Board has overall responsibility for maintaining a sound and effective internal control and risk management system of the Group. The Group's internal control and risk management system includes a well defined management structure with limits of authority which is designed for the achievement of business objectives, to safeguard assets against unauthorised use or disposition, to ensure proper maintenance of books and records for the provision of reliable financial information for internal use or publication, and to ensure compliance with relevant legislations and regulations.

#### **Compliance with the Model Code**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the required standard as set out in the Model Code throughout the review period.

#### PURCHASE, SALE OR REDEMPTION OF SECURITIES

There were no purchases, sales or redemptions of the Company's securities by the Company or any of its subsidiaries during the period.

## SHARE OPTION SCHEME

At the extraordinary general meeting of the Company held on 20 March 2008, the shareholders approved the adoption of the share option scheme (the "Share Option Scheme"). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules. Detail arrangement for the Share Option Scheme shown as below: (Table A)

	Number of share		<b>Exercise price</b>		
Date of grant	options granted	Exercisable period	(HK\$)		
20 March 2008	11,760,000	21 March 2013 to 20 March 2018 (1)	\$9.28		
22 April 2009	26,688,000	23 April 2014 to 22 April 2019 (2)	\$9.38		
1 April 2010	15,044,000	1 April 2015 to 31 March 2020 (3)	\$18.57		
12 April 2011	17,702,000	12 April 2016 to 11 April 2021 (4)	\$19.96		
26 April 2012	9,700,000	26 April 2017 to 25 April 2022 (5)	\$20.54		
27 May 2013	11,492,000	27 May 2018 to 26 May 2023 (6)	\$20.16		
17 April 2014	12,718,500	17 April 2019 to 16 April 2024 (7)	\$22.38		
5 June 2015	17,054,000	5 June 2020 to 4 June 2025 (8)	\$16.22		

The summary below sets out the details of movement of the share options during the six months ended 30 June 2016 pursuant to the Share Option Scheme: (Table B)

		Number of share option								
Name	Date of grant	Exercise price HK\$	Closing price of the shares on the date of grant HK\$	Balance as at 1 January 2016	Granted during the period	Exercisable/ exercised during the period	Cancelled/ lapsed during the period	Balance as at 30 June 2016	Weighted average closing price immediately before exercise HK\$	Note
Executive Director	r									
Wei Ing-Chou	20 March 2008 22 April 2009 1 April 2010 12 April 2011 26 April 2012 27 May 2013 17 April 2014 5 June 2015	9.28 9.38 18.57 19.96 20.54 20.16 22.38 16.22	8.55 9.37 18.42 19.96 19.88 20.05 22.35 15.92	2,000,000 2,816,000 2,200,000 2,264,000 1,368,000 1,390,000 1,486,000 1,726,000	  	  	- - - - - -	2,000,000 2,816,000 2,200,000 2,264,000 1,368,000 1,390,000 1,486,000 1,726,000	- - - - - -	Table A (1) Table A (2) Table A (3) Table A (4) Table A (5) Table A (6) Table A (7) Table A (8)
Chief Executive O	fficer									
James Chun-Hsien Wei	27 May 2013 17 April 2014 5 June 2015	20.16 22.38 16.22	20.05 22.35 15.92	904,000 1,148,000 2,006,000				904,000 1,148,000 2,006,000	- - -	Table A (6) Table A (7) Table A (8)
Other employees in aggregate	20 March 2008 22 April 2009 1 April 2010 12 April 2011 26 April 2012 27 May 2013 17 April 2014 5 June 2015	9.28 9.38 18.57 19.96 20.54 20.16 22.38 16.22	8.55 9.37 18.42 19.96 19.88 20.05 22.35 15.92	2,864,000 11,214,000 9,879,000 12,820,000 7,500,000 8,160,000 9,284,500 13,322,000	  	  	- - - - -	2,864,000 11,214,000 9,879,000 12,820,000 7,500,000 8,160,000 9,284,500 13,322,000	  	Table A (1) Table A (2) Table A (3) Table A (4) Table A (4) Table A (5) Table A (6) Table A (7) Table A (8)
Total				94,351,500	_	_	_	94,351,500		

For the period of six months ended 30 June 2016, no option had been granted nor exercised during the period.

# **BOARD OF DIRECTORS**

As at the date of this announcement, Mr. Wei Ing-Chou, Mr. Junichiro Ida, Mr. Wu Chung-Yi, Mr. Teruo Nagano, Mr. Wei Hong-Ming and Mr. Koji Shinohara are Executive Directors of the Company. Mr. Hsu Shin-Chun, Mr. Lee Tiong-Hock and Mr. Hiromu Fukada are Independent Non-executive Directors of the Company.

By Order of the Board Wei Ing-Chou Chairman

Shanghai, the PRC, 29 August 2016

Website: http://www.masterkong.com.cn http://www.irasia.com/listco/hk/tingyi

\* For identification purpose only