

22. 儲備 (續)

附註：

股份溢價

股份溢價賬之應用是根據開曼群島公司法之規定。

在符合公司章程規定之情況下，本公司之股份溢價可被分派予股東，惟本公司於分派後須仍有能力償還在日常業務中到期繳付之債務。據此，本公司於二零零二年十二月三十一日之可供分派儲備為502,242,000美元(二零零一年：512,031,000美元)。

22. Reserves (Continued)

Note:

Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands.

Share premium of the Company is distributable to shareholders subject to the provisions of the Company's Memorandum and Articles of Association and provided that immediately following the distribution the Company is able to pay its debts as they fall due in the ordinary course of business. Accordingly, the Company's distributable reserves as at 31 December 2002 amounted to US\$502,242,000 (2001: US\$512,031,000).

23. 綜合現金流量表之附註

23. Notes to the Consolidated Cash Flow Statement

(a) 經營業務所得現金

(a) Cash generated from operations

		2002 千美元 US\$'000	2001 千美元 US\$'000
除稅前溢利	Profit before taxation	98,266	72,468
利息費用	Interest expenses	26,465	23,562
利息收入	Interest income	(2,283)	(2,266)
股息收入	Dividend income	(233)	(195)
折舊	Depreciation	67,703	61,316
出售物業、機器及設備之虧損	Loss on disposal of property, plant and equipment	537	129
視作出售一間附屬公司之虧損	Loss on deemed disposal of a subsidiary	505	—
非流動投資之淨持有虧損	Net holding loss on other non-current financial assets	—	2,758
流動投資之淨持有虧損	Net holding loss on current financial assets	2,590	7
聯營公司減值虧損回撥	Reversal of impairment loss of an associate	(2,855)	—
正商譽撤銷	Amortisation of positive goodwill	—	270
物業、機器及設備減值虧損	Impairment loss on property, plant and equipment	3,003	—
商譽減值虧損	Impairment loss on goodwill	—	2,485
聯營公司減值虧損	Impairment loss on an associate	—	2,855
應佔聯營公司(溢利)虧損	Share of (profits) losses of associates	(2,798)	379
聯營公司墊付之減少	Net advances from associates	7,306	3,208
流動投資之減少	Decrease in current investments	—	605
存貨之(增加)減少	(Increase) Decrease in inventories	(16,835)	5
應收賬款之(增加)減少	(Increase) Decrease in trade receivables	(11,422)	191
預付款項及其他應收款項之增加	Increase in prepayments and other receivables	(50,230)	(10,339)
應付賬款之增加	Increase in trade payables	60,743	16,335
其他應付款項之增加	Increase in other payables	32,221	4,619
客戶預付款項之增加	Increase in advance payments from customers	23	2,843
員工福利責任之增加	Increase in employee benefit obligations	1,154	—
經營業務所得現金	Cash generated from operations	213,860	181,235



23. 綜合現金流量表之附註 (續)

23. Notes to the Consolidated Cash Flow Statement

(Continued)

(b) 視作出售一間附屬公司

(b) Deemed disposal of a subsidiary

		2002 千美元 US\$'000
出售資產淨值：	Net assets disposed of:	
物業、機器及設備	Property, plant and equipment	27,943
存貨	Inventories	3,982
應收賬款	Trade receivables	5,794
預付款項及 其他應收賬款項	Prepayments and other receivables	32,962
現金及現金等值物	Cash and cash equivalents	9,604
應付及其他應付賬款	Trade and other payables	(42,088)
長期有息借貸	Long-term interest-bearing borrowings	(6,048)
少數股東權益	Minority interests	(15,753)
		16,396
視作出售一間附屬公司之虧損	Loss on deemed disposal of a subsidiary	505
		15,891
支付方式：	Satisfied by:	
附屬公司權益重新分類為 聯營公司權益	Reclassification to interest in an associate from interest in a subsidiary	15,891

本年度視作出售一間附屬公司權益之虧損，為頂正(開曼島)控股有限公司(「頂正」)於年內增加發行股本14,800,000美元，其中8,000,000美元發行給予原有股東並由累積盈餘轉撥，而引致本集團持有頂正股本之百分比，由前財政年度終結時之百分之五十一點零下降至二零零二年十二月三十一日之百分之四十點八。

Loss on deemed disposal of a subsidiary during the year represents the loss arising from the reduction of the Group's shareholding in Tingzheng (Cayman Islands) Holding Corp. ("Tingzheng") from 51.0% at the preceeding financial year-end to 40.8% at 31 December 2002, as a result of the increase in issued share capital of Tingzheng during the year by USD14,800,000 of which USD8,000,000 were capitalised from the retained profits and issued to the existing shareholders as at the date of the issuance.

23. 綜合現金流量表之附註 (續)

23. Notes to the Consolidated Cash Flow Statement

(Continued)

(b) 視作出售一間附屬公司 (續)

(b) Deemed disposal of a subsidiary (Continued)

視作出售一間附屬公司所產生之現金及現金等值物流量淨額之分析如下：

Analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary.

		2002 千美元 US\$'000
出售之現金及現金等值物	Cash and cash equivalents	(9,604)

於年內視作出售一間附屬公司之業績對本集團本年度之綜合營業額及除稅後溢利並無重大影響。

The results of the deemed disposal of the subsidiary during the year had no significant impact on the Group's consolidated turnover and profit after tax for the year.

24. 員工福利責任

退休計劃

本集團為所有中國僱員參加由中國各地方政府組織的界定供款計劃。據此本集團需每月向此等計劃按僱員薪資額11%至25%作出供款(二零零一年: 11%至25%)，本集團承擔其中的5%至8%(二零零一年: 5%至8%)而其餘供款部份由僱員支付。本集團除支付上述每月的供款外，不必負責支付員工退休時及其後之福利。

本集團亦為所有台灣僱員提供界定福利計劃。此退休金責任之計算是以僱員服務年期及最後六個月的平均薪資為基礎。此計劃的供款金額是根據獨立精算師美商惠悅企業管理顧問股份有限公司台灣分公司(「惠悅」)之建議而釐訂。最新之精算評估是由惠悅於二零零二年十二月三十一日以預計單位給付成本法進行。

24. Employee Benefit Obligations

Pension schemes

The Group has participated in defined contribution plans organised by the relevant local government authorities in the PRC for all PRC employees whereby the Group was required to make monthly contributions to these plans at a range from 11 per cent to 25 per cent (2001: 11 per cent to 25 per cent) of the employees' basic salaries, of which 5 per cent to 8 per cent (2001: 5 per cent to 8 per cent) are borne by the Group and the remainder borne by the employees. The Group has no obligation for the payment of retirement and other post-retirement benefits for the PRC employees other than the monthly contributions described above.

The Group has defined benefit plans for all Taiwan employees. Pension obligation is provided based on the length of service and average monthly salary for the final six months of employment. The contributions made by the Group during the year were calculated based on advice from Messrs. Watson Wyatt, Taiwan Branch ("Watson Wyatt") independent actuaries and consultants. The latest actuarial valuation was performed by Watson Wyatt as at 31 December 2002 using the projected unit credit method.



24. 員工福利責任 (續)

24. Employee Benefit Obligations (Continued)

		本集團 Group		本公司 Company	
		2002 千美元 US\$'000	2001 千美元 US\$'000	2002 千美元 US\$'000	2001 千美元 US\$'000
非供款責任現值	Present value of unfunded obligations	3,065	1,911	3,065	—
		2002 千美元 US\$'000	2001 千美元 US\$'000	2002 千美元 US\$'000	2001 千美元 US\$'000
認列於資產負債表中界定福利責任的變動：	Movement in the defined benefit obligations recognised in the balance sheets:				
於年初	At beginning of year	1,911	1,611	1,911	—
已於損益賬確認的本年淨開支	Net expense for the year	1,511	300	1,511	—
付予計劃的供款	Contributions paid	(357)	—	(357)	—
於結算日	At balance sheet date	3,065	1,911	3,065	—
		本集團 Group		2002 千美元 US\$'000	2001 千美元 US\$'000
於損益表中的已確認開支總額：	Total amount of expense recognised in the consolidated income statement:				
現時服務成本	Current service cost			527	300
利息成本	Interest cost			91	—
過渡期負債	Transitional liabilities			893	—
淨開支已包括於本年度行政費用	Net expense included in administrative costs for the year			1,511	300

24. 員工福利責任 (續)

入賬的主要考慮因素為：

		本集團 Group	2002	2001	本公司 Company	2002	2001
折現率	Discount rate		3.5%	3.5%		3.5%	—
預期薪酬升幅	Expected rate of salary increases		2%	2%		2%	—
未來年金之增加	Future pension increases		2-10%	2-10%		2-10%	—

24. Employee Benefit Obligations (Continued)

The principal assumptions used for accounting purposes were:

		本集團 Group	2002	2001	本公司 Company	2002	2001
			3.5%	3.5%		3.5%	—
			2%	2%		2%	—
			2-10%	2-10%		2-10%	—

25. 或然負債

		本公司 Company	2002	2001
為附屬公司之 信貸提供擔保	Guarantees for credit facilities on behalf of subsidiaries		118,000 千美元 US\$'000	68,500 千美元 US\$'000

26. 承擔

26. Commitments

(a) 資本承擔

(a) Capital commitments

		本集團 Group		本公司 Company	
		2002 千美元 US\$'000	2001 千美元 US\$'000	2002 千美元 US\$'000	2001 千美元 US\$'000
已訂約但未撥備	Contracted but not provided for	118,694	58,106	42,950	26,676

(b) 營運租約承擔

(b) Commitments under operating leases

於結算日，本集團應付之不可取消營運租約的總額列示如下：

At the balance sheet date, the Group had total outstanding commitments under non-cancellable operating leases, which are payable as follows:

		2002 千美元 US\$'000	2001 千美元 US\$'000
一年內	Within one year	1,244	889
於第二年至第五年屆滿 (包括首尾兩年)	In the second to fifth years inclusive	214	363
		1,458	1,252

27. 與有關連人士之交易

除於本年報其他部份披露以外，以下乃與有關連人士進行之重大交易概要，此等交易乃於本集團之日常業務中進行。

向下列公司出售貨品：

聯營公司

向下列公司購買貨品：

與本公司若干相同董事局
成員之公司

本公司董事擁有之公司

聯營公司

上述交易價格乃按正常商業條款釐定。

27. Related Party Transactions

The following is a summary of significant related party transactions, in addition to those disclosed elsewhere in the annual report, which were carried out in the ordinary course of the Group's business.

Sale of goods to:

An associate

Purchases of goods from:

Companies which has directors
common to those of
the Company

A company in which a director
has beneficial interest

Associates

The prices of the said transactions were based on normal commercial terms.

2002 千美元 US\$'000	2001 千美元 US\$'000
16,459	28,830
5,999	8,450
12,055	12,081
98,887	36,792

28. 主要附屬公司

主要附屬公司表列如下：

28. Principal Subsidiaries

Details of the principal subsidiaries are as follows:

Name	註冊成立／ 營業地點 Place of incorporation / operation	註冊資本／ 已發行股本 Registered capital / issued share capital	應佔 股權比例 Proportion of ownership interest	主要業務 Principal activity
天津頂益國際食品有限公司 Tianjin Tingyi International Food Co., Ltd.	中國 PRC	US\$66,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
廣州頂益國際食品有限公司 Guangzhou Tingyi International Food Co., Ltd.	中國 PRC	US\$25,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
杭州頂益國際食品有限公司 Hangzhou Tingyi International Food Co., Ltd.	中國 PRC	US\$12,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
重慶頂益國際食品有限公司 Chongqing Tingyi International Food Co., Ltd.	中國 PRC	US\$22,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
瀋陽頂益國際食品有限公司 Shenyang Tingyi International Food Co., Ltd.	中國 PRC	US\$17,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
武漢頂益食品有限公司 Wuhan Tingyi Food Co., Ltd.	中國 PRC	US\$17,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
西安頂益食品有限公司 Xian Tingyi Food Co., Ltd.	中國 PRC	US\$17,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles

28. 主要附屬公司 (續)

28. Principal Subsidiaries (Continued)

Name	註冊成立/ 營業地點 Place of incorporation / operation	註冊資本/ 已發行股本 Registered capital / issued share capital	應佔 股權比例 Proportion of ownership interest	主要業務 Principal activity
青島頂益食品有限公司 Qingdao Tingyi Food Co., Ltd.	中國 PRC	US\$17,000,000	100%	製造、銷售方便麵 及承包飲品合約 Manufacture, sale of instant noodles
哈爾濱頂益食品有限公司 Harbin Tingyi Food Co., Ltd.	中國 PRC	US\$6,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
福建頂益食品有限公司 Fujian Tingyi Food Co., Ltd.	中國 PRC	US\$17,000,000	100%	製造、銷售方便麵 及承包飲品合約 Manufacture, sale of instant noodles
新疆頂益食品有限公司* [@]	中國 PRC	US\$3,000,000	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
杭州頂淳調味料有限公司 Hangzhou Tingchun Seasoning Co., Ltd.	中國 PRC	US\$5,000,000	100%	製造調味品 Manufacture of seasoning flavours
天津頂園國際食品有限公司 Tianjin Tingyuan International Food Co., Ltd.	中國 PRC	US\$37,000,000/ US\$22,000,000	100%	製造及銷售米餅、 蛋卷及餅乾 Manufacture and sale of rice crackers, egg rolls and biscuits

28. 主要附屬公司 (續)

28. Principal Subsidiaries (Continued)

Name	註冊成立/ 營業地點 Place of incorporation / operation	註冊資本/ 已發行股本 Registered capital / issued share capital	應佔 股權比例 Proportion of ownership interest	主要業務 Principal activity
廣州頂園食品有限公司 Guangzhou Tingyuan Food Co., Ltd.	中國 PRC	US\$22,000,000	100%	製造及銷售米餅、 蛋卷及餅乾 Manufacture and sale of rice crackers, egg rolls and biscuits
杭州頂園食品有限公司 Hangzhou Tingyuan Food Co., Ltd.	中國 PRC	US\$17,000,000	100%	製造及銷售米餅、 蛋卷及餅乾 Manufacture and sale of rice crackers, egg rolls and biscuits
天津頂津食品有限公司 Tianjin Tingjin Food Co., Ltd.	中國 PRC	US\$19,000,000/ US\$15,600,000	100%	製造及銷售飲品 Manufacture and sale of beverages
廣州頂津食品有限公司 Guangzhou Tingjin Food Co., Ltd.	中國 PRC	US\$15,000,000	100%	製造及銷售飲品 Manufacture and sale of beverages
杭州頂津食品有限公司 Hangzhou Tingjin Food Co., Ltd.	中國 PRC	US\$27,000,000	100%	製造及銷售飲品 Manufacture and sale of beverages
西安頂津食品有限公司	中國 PRC	US\$12,000,000/ US\$9,450,000	100%	製造及銷售飲品 Manufacture and sale of beverages



28. 主要附屬公司 (續)

28. Principal Subsidiaries (Continued)

Name	註冊成立/ 營業地點 Place of incorporation / operation	註冊資本/ 已發行股本 Registered capital / issued share capital	應佔 股權比例 Proportion of ownership interest	主要業務 Principal activity
武漢頂津食品有限公司 Wuhan Tingjin Food Co., Ltd.	中國 PRC	US\$16,000,000/ US\$12,600,000	100%	製造及銷售飲品 Manufacture and sale of beverages
重慶頂津食品有限公司 Chongqing Tingjin Food Co., Ltd.	中國 PRC	US\$10,000,000	100%	製造及銷售飲品 Manufacture and sale of beverages
瀋陽頂津食品有限公司	中國 PRC	US\$17,000,000	100%	製造及銷售飲品 Manufacture and sale of beverages
青島頂津食品有限公司 Qingdao Tingjin Food Co., Ltd	中國 PRC	US\$12,000,000	100%	製造及銷售飲品 Manufacture and sale of beverages
福建頂津食品有限公司 Fujian Tingjin Food Co., Ltd	中國 PRC	US\$12,500,000	100%	製造及銷售飲品 Manufacture and sale of beverages
味全(安吉)乳品專業 牧場有限公司	中國 PRC	US\$2,100,000	100%	製造及銷售奶類飲品 Manufacture and sale of milk products
杭州味全食品有限公司 Hangzhou Wei-Quan Food Co. Ltd.	中國 PRC	US\$8,000,000/ US\$3,200,000	100%	製造及銷售飲品 Manufacture and sale of beverages



28. 主要附屬公司 (續)

28. Principal Subsidiaries (Continued)

Name	註冊成立/ 營業地點 Place of incorporation / operation	註冊資本/ 已發行股本 Registered capital / issued share capital	應佔 股權比例 Proportion of ownership interest	主要業務 Principal activity
天津頂峰澱粉開發有限公司 Tianjin Tingfung Starch Development Co., Ltd.	中國 PRC	US\$11,000,000	51%	製造及銷售改良馬鈴薯 澱粉及調味品 Manufacture and sale of modified potato starch and seasoning flavors
頂益(英屬處女島)國際 有限公司 Tingyi (BVI) International Co., Ltd.	英屬處女群島/ 中國 British Virgin Islands / PRC	50,000普通股 每股1港元 50,000 ordinary shares of US\$1 each/ US\$50,000	100%	本集團之採購代理 Purchasing and sales agent for the Group
興化頂芳脫水食品有限公司 Xing Hua Dingfang Dehydrate Foods Co., Ltd.	中國 PRC	US\$8,600,000	100%	製造及銷售脫水蔬菜 Manufacture and sale of dehydrated vegetables
天津頂嘉機械有限公司 Tianjin Tingjia Machinery Co., Ltd.	中國 PRC	US\$2,100,000	100%	保養及維修廠房及機械 Installation and maintenance of plant and machinery
天津頂育諮詢有限公司 Tianjin Tingyu Consulting Co., Ltd.	中國 PRC	US\$200,000	100%	提供管理服務 Providing management services



28. 主要附屬公司 (續)

28. Principal Subsidiaries (Continued)

Name	註冊成立/ 營業地點 Place of incorporation / operation	註冊資本/ 已發行股本 Registered capital / issued share capital	應佔 股權比例 Proportion of ownership interest	主要業務 Principal activity
天津頂全物業管理有限公司 Tianjin Tingquan Properties Management Co., Ltd.	中國 PRC	US\$210,000	100%	提供物業管理及相關之 顧問服務 Provision of property management and related consultancy services
天津頂雅房地產有限公司 Tianjin Dingya Property Development Co., Ltd.@	中國 PRC	US\$2,100,000	99%	物業投資 Property development
廣州頂雅房地產開發有限公司 Guangzhou Dingya Real Estate Development Co., Ltd.*	中國 PRC	US\$1,980,676	100%	物業投資 Property development
天津頂新國際工程 顧問有限公司 Tianjin Tingxin International Engineering Consultant Co., Ltd.	中國 PRC	US\$500,000	100%	提供工程顧問及研究服務 Provision of engineering related consultancy and research service
頂通(開曼島)控股有限公司 Tingtong (Cayman Islands) Holding Corp.	開曼群島/中國 Cayman Islands/ PRC	15,000,000普通股 每股1美元 15,000,000 ordinary shares of US\$1 each/ US\$900,100	100%	提供本集團內公司之 物流服務 Logistics services for group companies



28. 主要附屬公司 (續)

28. Principal Subsidiaries (Continued)

Name	註冊成立/ 營業地點 Place of incorporation / operation	註冊資本/ 已發行股本 Registered capital / issued share capital	應佔 股權比例 Proportion of ownership interest	主要業務 Principal activity
康遠股份有限公司#	台灣 Taiwan	NT\$110,000,000	99.99%	投資控股 Investment holding
康權股份有限公司#	台灣 Taiwan	NT\$96,000,000	99.99%	投資控股 Investment holding
康俊股份有限公司#	台灣 Taiwan	NT\$110,000,000	99.99%	投資控股 Investment holding

* 由本公司間接持有該附屬公司。

@ 上述位於中國之附屬公司均成立及註冊為全資外商投資企業，除天津頂峰澱粉開發有限公司及天津頂雅房地產有限公司，及新疆頂益食品有限公司為本公司分別與第三方及附屬公司成立之中外合資企業。

該附屬公司並非由摩斯倫會計師事務所審核。

* These subsidiaries are held indirectly by the Company.

@ All the above subsidiaries in the PRC are established and registered as wholly owned foreign investment enterprises, except Tianjin Tingfung Starch Development Co., Ltd. and Tianjin Dingya Property Development Co., Ltd., and 新疆頂益食品有限公司 are established by the Company, and third parties and its subsidiary respectively, and registered as equity joint venture companies.

These subsidiaries are not audited by Moores Rowland.

