

# 賬目附註 Notes to the Financial Statements

截至二零零五年十二月三十一日止年度  
For the year ended 31 December 2005

## 30. 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之指定百分比作出供款。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二零零五年十二月三十一日以預計單位給付成本法進行。

## 30. 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 is required to make monthly contributions to these plans at certain percentage of the relevant portion of the payroll of these employees to the pension scheme to fund the benefits. 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 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 2005 using the projected unit credit method.

|         |                                       | 本集團<br>Group            |                         | 本公司<br>Company          |                         |
|---------|---------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|         |                                       | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 |
| 非供款責任現值 | Present value of unfunded obligations | <b>5,793</b>            | 4,887                   | <b>5,206</b>            | 4,887                   |



### 30. 員工福利責任 (續)

### 30. Employee Benefit Obligations (Continued)

#### 退休計劃 (續)

#### Pension schemes (Continued)

|                             |   | 本集團<br>Group            |                         | 本公司<br>Company          |                         |
|-----------------------------|---|-------------------------|-------------------------|-------------------------|-------------------------|
|                             |   | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 |
| 認列於資產負債表中<br>界定福利責任<br>的變動： | Movement in the defined<br>benefit obligations recognised<br>in the balance sheets: |                         |                         |                         |                         |
| 於年初                         | At beginning of year  | <b>4,887</b>            | 3,808                   | <b>4,887</b>            | 3,808                   |
| 本年淨開支                       | Net expense for the year  | <b>906</b>              | 1,149                   | <b>319</b>              | 1,149                   |
| 付予計劃的供款                     | Contributions paid  | —                       | (70)                    | —                       | (70)                    |
| <b>於結算日</b>                 | <b>At balance sheet date</b>  | <b>5,793</b>            | 4,887                   | <b>5,206</b>            | 4,887                   |

|                    |   | 本集團<br>Group            |                         |
|--------------------|---|-------------------------|-------------------------|
|                    |   | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 |
| 於合併收益表中的已確認開支總額：   | Total amount of expense recognised in<br>the consolidated income statement: |                         |                         |
| 現時服務成本             | Current service cost  | <b>690</b>              | 1,009                   |
| 利息成本               | Interest cost   | <b>186</b>              | 138                     |
| 淨精算損失確認            | Net actuarial losses recognised   | <b>30</b>               | 2                       |
| 淨開支已包括於<br>本年度行政費用 | Net expense included in administrative<br>expenses for the year             | <b>906</b>              | 1,149                   |

入賬的主要考慮因素為：

The principal assumptions used for accounting purposes were:

|        |                                   | 本集團及本公司<br>Group and Company |           |
|--------|-----------------------------------|------------------------------|-----------|
|        |                                   | 2005<br>%                    | 2004<br>% |
| 折現率    | Discount rate                     | <b>3.00</b>                  | 3.25      |
| 預期薪酬升幅 | Expected rate of salary increases | <b>3.00</b>                  | 3.00      |



# 賬目附註 Notes to the Financial Statements

截至二零零五年十二月三十一日止年度  
For the year ended 31 December 2005

## 31. 遞延稅項

## 31. Deferred Taxation

|                      |  | 本集團<br>Group  |                                      |
|----------------------|--|---|--------------------------------------|
|                      |  | 2005<br>千美元<br>US\$'000                             | 2004<br>千美元<br>US\$'000              |
| 於年初                  | At beginning of year                       | 21  | (4)                                  |
| (扣除)計入收益表內           | Income statement (charge) credit           | (1,458)   | 25                                   |
| <b>於結算日</b>          | <b>At the balance sheet date</b>           | <b>(1,437)</b>                                      | 21                                   |
| <b>遞延稅項資產(負債)之確認</b> |  | <b>Recognised deferred tax assets (liabilities)</b> |                                      |
|                      |  | 2005  |                                      |
|                      |  | 2004  |                                      |
|                      |  | 資產<br>Assets<br>千美元<br>US\$'000                     | 負債<br>Liabilities<br>千美元<br>US\$'000 |
|                      |  | 資產<br>Assets<br>千美元<br>US\$'000                     | 負債<br>Liabilities<br>千美元<br>US\$'000 |
| 加速稅務折舊               | Accelerated depreciation allowance         | —   | (11,521)                             |
| 減速稅務折舊               | Decelerated depreciation allowance         | 2,845   | —                                    |
| 減值虧損                 | Impairment losses                          | 2,768   | —                                    |
| 準備                   | Provisions                                 | 1,412   | —                                    |
| 稅務虧損                 | Tax losses                                 | —   | —                                    |
| 其他                   | Others                                     | 3,924   | (865)                                |
| 遞延稅項資產(負債)           | Deferred tax assets (liabilities)          | 10,949  | (12,386)                             |
| 遞延稅項資產(負債)沖減         | Offset deferred tax assets and liabilities | (5,570)   | 5,570                                |
| <b>淨稅項資產(負債)</b>     | <b>Net tax assets (liabilities)</b>        | <b>5,379</b>  | <b>(6,816)</b>                       |

本集團並未確認遞延稅項資產源於稅務虧損 75,063,000 美元 (二零零四年 : 65,755,000 美元)。根據現有稅務條例，如往後無足夠收益作為抵扣，以上稅務虧損將從產生日起之未來五年陸續過期。

The Group has not recognised deferred tax assets in respect of tax losses of US\$75,063,000 (2004: US\$65,755,000). The tax losses will expire if they are not utilised to set off against the income within five years from the year in which they arose under the current tax legislation.





### 32. 發行股本

### 32. Issued Capital

|                              |  | 2005                  |                 | 2004                  |                 |
|------------------------------|--|-----------------------|-----------------|-----------------------|-----------------|
|                              |  | 股份數目<br>No. of shares | 千美元<br>US\$'000 | 股份數目<br>No. of shares | 千美元<br>US\$'000 |
| 法定：<br>每股0.005美元<br>之普通股     | Authorised:<br>Ordinary shares of<br>US\$0.005 each            | <b>7,000,000,000</b>  | <b>35,000</b>   | 7,000,000,000         | 35,000          |
| 已發行及繳足：<br>每股0.005美元<br>之普通股 | Issued and fully paid:<br>Ordinary shares of<br>US\$0.005 each | <b>5,588,705,360</b>  | <b>27,943</b>   | 5,588,705,360         | 27,943          |



# 賬目附註 Notes to the Financial Statements

截至二零零五年十二月三十一日止年度  
For the year ended 31 December 2005

## 33. 股本及儲備

## 33. Capital and Reserves

### (a) 本集團

### (a) Group

本公司股東應佔儲備  
Reserves attributable to equity holders of the Company

|                     |   | 股份       | 外幣換算        | 物業       |          | 保留溢利        | 總額       | 少數股東      | 股本及儲備    |          |         |           |
|---------------------|---|----------|-------------|----------|----------|-------------|----------|-----------|----------|----------|---------|-----------|
|                     |   | 贖回儲備     | 儲備          | 重估儲備     | 重估儲備     |             |          |           |          |          |         |           |
| 發行股本                | Capital   | 股份溢價     | Exchange    | 一般儲備     | 資本儲備     | Property    | Retained | Minority  | Capital  |          |         |           |
| Issued              | redemption  | Share    | translation | General  | Capital  | revaluation | profits  | interests | and      |          |         |           |
| capital             | reserve   | premium  | reserve     | reserve  | reserve  | reserve     | Total    | reserves  | reserves |          |         |           |
| 千美元                 | 千美元   | 千美元      | 千美元         | 千美元      | 千美元      | 千美元         | 千美元      | 千美元       | 千美元      |          |         |           |
| US\$'000            | US\$'000  | US\$'000 | US\$'000    | US\$'000 | US\$'000 | US\$'000    | US\$'000 | US\$'000  | US\$'000 |          |         |           |
| 於二零零四年一月一日          | At 1 January 2004   | 27,943   | 36          | 332,478  | 760      | 66,960      | 308      | —         | 143,002  | 543,544  | 6,634   | 578,121   |
| 滙兌差額                | Exchange translation difference                             | —        | —           | —        | 144      | —           | —        | —         | —        | 144      | —       | 144       |
| 轉撥往一般儲備             | Transfer to general reserve                                 | —        | —           | —        | —        | 6,719       | —        | —         | —        | (6,719)  | —       | —         |
| 應佔聯營公司之儲備變動         | Share of reserve movement of an associate                   | —        | —           | —        | —        | —           | —        | —         | —        | 3,535    | —       | 3,535     |
| 出售附屬公司部分權益          | Disposal of partial interests in subsidiaries               | —        | —           | —        | —        | —           | —        | —         | —        | —        | 79,498  | 79,498    |
| 二零零四年溢利             | Profit for 2004   | —        | —           | —        | —        | —           | —        | —         | —        | 286,429  | 1,384   | 287,813   |
| 已付二零零三年末期股息         | 2003 final dividend paid                                    | —        | —           | —        | —        | —           | —        | —         | —        | (63,152) | (553)   | (63,705)  |
| 於二零零四年十二月三十一日       | At 31 December 2004   | 27,943   | 36          | 332,478  | 904      | 73,679      | 308      | 3,535     | 359,560  | 770,500  | 86,963  | 885,406   |
| 說明：                 | Representing:   |          |             |          |          |             |          |           |          |          |         |           |
| 二零零四年擬派末期股息儲備       | 2004 final dividend proposed                                |          |             |          |          |             |          |           |          | 63,712   |         |           |
|                     | Other reserves  |          |             |          |          |             |          |           |          | 706,788  |         |           |
|                     |   |          |             |          |          |             |          |           |          | 770,500  |         |           |
| 於二零零五年一月一日          | At 1 January 2005   | 27,943   | 36          | 332,478  | 904      | 73,679      | 308      | 3,535     | 359,560  | 770,500  | 86,963  | 885,406   |
| 滙兌差額                | Exchange translation difference                             | —        | —           | —        | 13,722   | —           | —        | —         | —        | 13,722   | 3,395   | 17,117    |
| 轉撥往一般儲備             | Transfer to general reserve                                 | —        | —           | —        | —        | 13,914      | —        | —         | —        | (13,914) | —       | —         |
| 轉撥往保留溢利             | Transfer to retained profits                                | —        | —           | —        | —        | —           | —        | —         | (3,535)  | 3,535    | —       | —         |
| 消除負商譽因採用香港財務報告準則第3號 | Derecognition of negative goodwill upon adoption of HKFRS 3 | —        | —           | —        | —        | —           | (308)    | —         | 308      | —        | —       | —         |
| 少數股東出資額             | Contributions from minority shareholders                    | —        | —           | —        | —        | —           | —        | —         | —        | —        | 5,750   | 5,750     |
| 二零零五年溢利             | Profit for 2005   | —        | —           | —        | —        | —           | —        | —         | —        | 123,529  | 46,979  | 170,508   |
| 已付二零零四年末期股息         | 2004 final dividend paid                                    | —        | —           | —        | —        | —           | —        | —         | —        | (63,712) | (4,696) | (68,408)  |
| 於二零零五年十二月三十一日       | At 31 December 2005   | 27,943   | 36          | 332,478  | 14,626   | 87,593      | —        | —         | 409,306  | 844,039  | 138,391 | 1,010,373 |
| 說明：                 | Representing:   |          |             |          |          |             |          |           |          |          |         |           |
| 二零零五年擬派特別股息         | 2005 special dividend proposed                              |          |             |          |          |             |          |           |          | 59,799   |         |           |
| 二零零五年擬派末期股息儲備       | 2005 final dividend proposed                                |          |             |          |          |             |          |           |          | 69,859   |         |           |
|                     | Other reserves  |          |             |          |          |             |          |           |          | 714,381  |         |           |
|                     |   |          |             |          |          |             |          |           |          | 844,039  |         |           |





### 33. 股本及儲備 (續)

本集團之保留溢利包括本集團聯營公司之累積溢利3,692,000美元(二零零四年: 累積虧損1,344,000美元)。

#### (b) 本公司

### 33. Capital and Reserves (Continued)

The retained profits of the Group include profits of US\$3,692,000 (2004: losses of US\$1,344,000) accumulated by associates of the Group.

#### (b) Company

|               |                                       | 儲備<br>Reserves         |                                      |                       |  |                          | 股本及儲備<br>Capital and reserves |                               |
|---------------|---------------------------------------|------------------------|--------------------------------------|-----------------------|--|--------------------------|-------------------------------|-------------------------------|
|               |                                       | 發行股本<br>Issued capital | 股份贖回儲備<br>Capital redemption reserve | 股份溢價<br>Share premium | 外幣<br>兌換儲備<br>Exchange translation reserve | 保留溢利<br>Retained profits | 總計<br>Total                   | 股本及儲備<br>Capital and reserves |
|               |                                       | 千美元<br>US\$'000        | 千美元<br>US\$'000                      | 千美元<br>US\$'000       | 千美元<br>US\$'000                            | 千美元<br>US\$'000          | 千美元<br>US\$'000               | 千美元<br>US\$'000               |
| 於二零零四年一月一日    | At 1 January 2004                     | 27,943                 | 36                                   | 332,478               | (197)                                      | 170,231                  | 502,548                       | 530,491                       |
| 滙兌差額          | Exchange translation difference       | —                      | —                                    | —                     | (1,557)                                    | —                        | (1,557)                       | (1,557)                       |
| 二零零四年溢利       | Profit for 2004                       | —                      | —                                    | —                     | —  | 311,691                  | 311,691                       | 311,691                       |
| 已付二零零三年末期股息   | 2003 final dividend paid              | —                      | —                                    | —                     | —  | (63,152)                 | (63,152)                      | (63,152)                      |
| 於二零零四年十二月三十一日 | At 31 December 2004                   | 27,943                 | 36                                   | 332,478               | (1,754)                                    | 418,770                  | 749,530                       | 777,473                       |
| 說明:           | Representing:                         |                        |                                      |                       |  |                          |                               |                               |
| 二零零四年擬派末期股息儲備 | 2004 final dividend proposed Reserves |                        |                                      |                       |  |                          | 63,712                        | 685,818                       |
|               |                                       |                        |                                      |                       |  |                          | 749,530                       |                               |
| 於二零零五年一月一日    | At 1 January 2005                     | 27,943                 | 36                                   | 332,478               | (1,754)                                    | 418,770                  | 749,530                       | 777,473                       |
| 滙兌差額          | Exchange translation difference       | —                      | —                                    | —                     | 983  | —                        | 983                           | 983                           |
| 二零零五年溢利       | Profit for 2005                       | —                      | —                                    | —                     | —  | 26,139                   | 26,139                        | 26,139                        |
| 已付二零零四年末期股息   | 2004 final dividend paid              | —                      | —                                    | —                     | —  | (63,712)                 | (63,712)                      | (63,712)                      |
| 於二零零五年十二月三十一日 | At 31 December 2005                   | 27,943                 | 36                                   | 332,478               | (771)                                      | 381,197                  | 712,940                       | 740,883                       |
| 說明:           | Representing:                         |                        |                                      |                       |  |                          |                               |                               |
| 二零零五年擬派特別股息   | 2005 special dividend proposed        |                        |                                      |                       |  |                          | 59,799                        |                               |
| 二零零五年擬派末期股息儲備 | 2005 final dividend proposed Reserves |                        |                                      |                       |  |                          | 69,859                        | 583,282                       |
|               |                                       |                        |                                      |                       |  |                          | 712,940                       |                               |



# 賬目附註 Notes to the Financial Statements

截至二零零五年十二月三十一日止年度  
For the year ended 31 December 2005

## 33. 股本及儲備 (續)

附註：

### 股份贖回儲備

股份贖回儲備乃根據開曼群島之公司法有關回購及註銷本公司股份之條款而設立。

### 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，本公司於二零零五年十二月三十一日之可供分派儲備為712,904,000美元(二零零四年：749,494,000美元)。

### 外匯換算儲備

外幣換算儲備之設立及處理乃根據本公司有關外幣換算之會計政策。

### 一般儲備

根據中國有關規例，中國附屬公司須將一筆不少於其除稅後溢利(按照中國會計規例編製有關中國附屬公司之法定賬目內呈列)10%之款項轉撥往一般儲備。倘一般儲備之總額達有關中國附屬公司註冊股本之50%時，該公司可毋須再作任何轉撥。

## 33. Capital and Reserves (Continued)

Note:

### Capital redemption reserve

Capital redemption reserve has been set up in accordance with the provisions of the Companies Law of the Cayman Islands on repurchases and cancellations of the Company's own shares.

### 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 2005 amounted to US\$712,904,000 (2004: US\$749,494,000).

### Exchange translation reserve

The exchange translation reserve have been set up and are dealt with in accordance with the accounting policies adopted for foreign currency translation.

### General reserve

In accordance with the relevant PRC regulations, the PRC subsidiaries are required to appropriate to the general reserve an amount not less than 10% of the amount of profit after taxation (as reported in the respective statutory financial statements of the PRC subsidiaries prepared in accordance with PRC accounting regulations). If the accumulated total of the general reserve reaches 50% of the registered capital of the respective PRC subsidiaries, the enterprise may not be required to make any further appropriation.



### 34. 經營業務所得現金

### 34. Cash Generated from Operations

|  |   | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000<br>(重列)<br>(restated) |
|--|---|-------------------------|---|
| 除稅前溢利  | Profit before taxation  | <b>187,927</b>          | 296,389                                       |
| 利息費用   | Interest expenses   | <b>8,597</b>            | 14,878  |
| 利息收入   | Interest income   | <b>(3,274)</b>          | (1,908)                                       |
| 折舊   | Depreciation  | <b>94,401</b>           | 88,245  |
| 土地租約溢價之攤銷  | Amortisation on premium for land lease  | <b>1,382</b>            | 1,341   |
| 無形資產之攤銷  | Amortisation on intangible assets   | <b>2,354</b>            | —   |
| 出售物業、機器及設備之虧損                                    | Loss on disposal of property,<br>plant and equipment  | <b>1,826</b>            | 4,831   |
| 出售土地租約溢價之虧損                                      | Loss on disposal of premium for<br>land lease   | <b>78</b>               | 60  |
| 物業、機器及設備減值虧損                                     | Impairment loss of property,<br>plant and equipment   | <b>1,400</b>            | 10,000  |
| 出售附屬公司部份權益之收益                                    | Gain on disposal of partial interests<br>in subsidiaries  | <b>—</b>                | (272,955)                                     |
| 應佔聯營公司(溢利)虧損                                     | Share of (profits) losses of associates   | <b>(7,508)</b>          | 698   |
| 出售聯營公司部份權益之收益                                    | Gain on disposal of partial interests<br>in an associate  | <b>(235)</b>            | (2,529)                                       |
| 視作出售聯營公司之收益                                      | Gain on deemed disposal of an associate   | <b>—</b>                | (2,419)                                       |
| 匯率變動之影響  | Effect on exchange rate changes   | <b>676</b>              | —   |
| 聯營公司淨墊付之減少(增加)                                   | Net advances from (to) associates   | <b>6,774</b>            | (13,657)                                      |
| 持有按公允價值列賬及在損益賬<br>處理的財務資產/流動投資<br>之已變現及未變現(虧損)收益 | Realised and unrealised (loss) gain on<br>financial assets at fair value through<br>profit or loss/current financial assets | <b>(62)</b>             | 26  |
| 存貨之(增加)減少  | (Increase) Decrease in inventories  | <b>(2,463)</b>          | 3,101   |
| 應收帳款之增加  | Increase in trade receivables   | <b>(11,213)</b>         | (9,384)                                       |
| 預付款項及其他應收款項之<br>(增加)減少                           | (Increase) Decrease in prepayments<br>and other receivables   | <b>(4,407)</b>          | 9,163   |
| 應付帳款之增加  | Increase in trade payables  | <b>10,009</b>           | 20,258  |
| 其他應付款項之增加(減少)                                    | Increase (Decrease) in other payables   | <b>39,238</b>           | (13,605)                                      |
| 客戶預付款項之增加(減少)                                    | Increase (Decrease) in advance<br>payments from customers   | <b>9,240</b>            | (2,303)                                       |
| 其他非流動應付款項之(減少)增加                                 | (Decrease) Increase in other<br>non-current payables  | <b>(2,745)</b>          | 6,195   |
| 員工福利責任之增加  | Increase in employee benefit obligations  | <b>906</b>              | 1,079   |
| <b>經營業務所得現金</b>                                  | <b>Cash generated from operations</b>   | <b>332,901</b>          | 137,504                                       |





# 賬目附註 Notes to the Financial Statements

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## 35. 非現金交易

如附註20所述，本集團根據重組協議以資產交換方式換來河北－宛香100%股權。

於交換日，被交換之附屬公司之可識別資產及負債公允價值列示如下：

## 35. Non-cash Transaction

Pursuant to the reorganisation as mentioned in note 20, the Group obtained through exchange of assets, a 100% equity interest in Hebei Yi Wan Xiang.

The fair value of the identifiable assets and liabilities of the subsidiary as at the date of exchange are as follows:

|              |  | 公允價值<br>Fair value<br>千美元<br>US\$'000 |
|--------------|--|---------------------------------------|
| 物業、機器及設備     | Property, plant and equipment  | 5,586                                 |
| 商標           | Trademarks   | 17,657                                |
|              |  | <b>23,243</b>                         |
| 重組資產交換(附註20) | Satisfied by exchange of assets pursuant to reorganisation (note 20) | <b>(23,243)</b>                       |
| 代價總額         | Total consideration  | —                                     |

自重組資產交換日，交換來之附屬公司沒有對本集團貢獻重大之收益及溢利。

Since exchange through the reorganisation, the exchanged subsidiary made no significant contribution to revenue and results of the Group.





### 36. 與有關連人士之交易

除於本賬目其他部份披露之交易及餘額以外，以下乃本集團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。

向下列人物支付薪金及其他短期僱員福利：  
主要管理人員，  
包括如附註11  
所披露之董事酬金

向下列公司出售貨品：  
聯營公司  
本公司若干主要股東  
所控制之公司

向下列公司購買貨品：  
聯營公司  
本公司若干主要股東  
所控制之公司

向下列公司收取加工費用：  
聯營公司

向本集團提供銀行信貸之擔保：  
聯營公司  
本公司若干少數股東之  
控股公司

### 36. Related Party Transactions

In addition to the transactions and balances disclosed elsewhere in the financial statements, the Group entered into the following material related party transactions in the ordinary course of the Group's business.

|   | <b>2005</b><br>千美元<br><b>US\$'000</b> | 2004<br>千美元<br>US\$'000<br>(重列)<br>(restated) |
|---|---------------------------------------|---|
| <b>Salaries and other short-term employee benefits paid to:</b>                                     |                                       |   |
| Key management personnel, including amounts paid to the Company's directors as disclosed in note 11 | <b>2,200</b>                          | 1,502   |
| <b>Sales of goods to:</b>   |                                       |   |
| Associates  | <b>27,552</b>                         | 30,532  |
| Companies under common control by a substantial shareholder of the Company                          | <b>9,911</b>                          | 11,841  |
| <b>Purchases of goods from:</b>   |                                       |   |
| Associates  | <b>168,939</b>                        | 126,676                                       |
| Company under common control by a substantial shareholder of the Company                            | <b>15,341</b>                         | 14,073  |
| <b>Processing charges by:</b>   |                                       |   |
| An associate  | <b>1,396</b>                          | 1,739   |
| <b>Guarantees provided for securing banking facilities by:</b>                                      |                                       |   |
| An associate  | <b>8,058</b>                          | —   |
| Holding companies of a minority shareholder of subsidiaries of the Company                          | <b>54,995</b>                         | 7,499   |



# 賬目附註 Notes to the Financial Statements

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## 37. 金融風險管理目標及政策

本集團經營活動面臨各種金融風險包括市場風險(如外匯風險、價格風險和利率風險)、信貸風險和流動資金風險。為降低本集團金融風險，本集團採用一系列保守的風險管理對策及並未持有或發行金融工具作交易用途。

### (i) 外匯風險

本集團主要面對歐元及美元之外匯風險，大致上由購買海外供應商之機械及設備或其他有關產品及服務產生。本集團在適當時採用遠期外匯合約以降低外匯風險。

### (ii) 價格風險

本集團持有之買賣投資及可供出售金融資產分別以公允價值及原值扣除減值虧損計量。故本集團面臨股本價格風險。管理層持續監察市場狀況及被投資公司的變動財務狀況以管理此風險。

## 37. Financial Risk Management Objectives and Policies

The Group's activities expose it to a variety of financial risks including market risk (foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk. In order to minimise the Group's financial risk exposure, the Group introduces conservative strategies on its risks management and does not hold nor has issued financial instruments for trading purposes.

### (i) Foreign exchange risk

The Group is exposed to foreign exchange risk primarily with respect to the Euros and US\$, mainly arising from purchases of production plant and equipment or other related goods and services from overseas suppliers. The Group enters into foreign exchange forward contracts to reduce foreign exchange risk, if appropriate.

### (ii) Price risk

The Group's held for trading investments are measured at fair value and the available-for-sale financial assets are measured at cost less impairment losses. Therefore, the Group is exposed to equity price risk. The management manages this exposure by on-going monitoring of changes in the market condition and financial condition of the investee companies.





### 37. 金融風險管理目標及政策 (續)

#### (iii) 利率風險

本集團面對之現金流量利率風險主要來自浮動利率貸款。本集團並無對沖現金流量利率風險。

#### (iv) 信貸風險

本集團之信貸風險主要來自應收賬款及其他應收款項。本集團管理層設立信貸政策持續監察其信貸風險。所有要求超過指定信貸額的客戶需進行信貸評估。於結算日，本集團並無重大的集中信貸風險，其最大之信貸風險主要來自資產負債表內各金融資產之賬面值。

#### (v) 流動資金風險

本集團定期監察現在及預期之流動資金需求，尤其在資本開支方面，以確保有足夠現金儲備及主要金融機構之承諾信貸。

### 37. Financial Risk Management Objectives and Policies (Continued)

#### (iii) Interest rate risk

The Group's exposure to cash flow interest rate risk is mainly attributable to its borrowings issued at variable rate. The Group had not hedge its exposure to cash flow interest rate risk.

#### (iv) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposure to credit risk is monitored on an on-going basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the balance sheet date, the Group had no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

#### (v) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements, in particular relating to capital expenditure, to ensure that it maintains sufficient reserves of cash and adequate committed credit facilities from major financial institutions.



# 賬目附註 Notes to the Financial Statements

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## 38. 承擔

## 38. Commitments

### (a) 資本承擔

### (a) Capital commitments

|         |                                 | 本集團<br>Group            |                         | 本公司<br>Company          |                         |
|---------|---------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|         |                                 | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 |
| 已訂約但未撥備 | Contracted but not provided for | <b>117,832</b>          | 61,373                  | <b>2,409</b>            | 6,060                   |

### (b) 營運租約承擔

### (b) Commitments under operating leases

於結算日，根據不可撤銷之經營租約，本集團未來最低租賃付款總額列示如下：

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases, which are payable as follows:

|                        |  | 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 |
|------------------------|--|-------------------------|-------------------------|
| 一年內                    | Within one year                        | <b>5,362</b>            | 3,551                   |
| 於第二年至第五年屆滿<br>(包括首尾兩年) | In the second to fifth years inclusive | <b>9,682</b>            | 5,164                   |
| 五年以上                   | Over five years                        | <b>15,178</b>           | 14,398                  |
|                        |  | <b>30,222</b>           | 23,113                  |





### 38. 承擔 (續)

上述經營租約包括向本集團的聯營公司租賃若干物業，為期二十五年。上述租賃承擔，只包括對未來基本租金的有關承擔，並不包括參考某些消費指數而定之應付額外租金(如有)的承擔。藏於租賃合同的租金調整附帶內的衍生工具不分開處理，因此合同評定與主合約有密切關係。

### 38. Commitments (Continued)

The above operating leases include a lease from the Group's associate of certain property for a period of 25 years. The lease commitments above include only the related commitments for future basic rentals and do not include commitments for additional rental payable, if any, by reference to certain consumer index. The contingent rental adjustment represents embedded derivatives in the lease contracts, which have not been separately accounted for as they are considered as closely related to the host lease contracts.

### 39. 或然負債

### 39. Contingent Liabilities

為附屬公司及聯營公司之  
信貸提供擔保

Guarantees for credit facilities on  
behalf of subsidiaries and an associate

本公司  
Company

| 2005<br>千美元<br>US\$'000 | 2004<br>千美元<br>US\$'000 |
|-------------------------|-------------------------|
|-------------------------|-------------------------|

|                |        |
|----------------|--------|
| <b>233,283</b> | 53,701 |
|----------------|--------|

### 40. 結算日後事項

於二零零五年十二月二十日，本集團與銀行簽訂浮動利率銀行貸款協議書，貸款額為50,000,000美元，於二零零六年一月六日全數提取及二零零八年十二月到期。另外，於二零零五年十二月二十日，本集團訂立利息掉期合約藉以減低利息風險。

### 40. Post Balance Sheet Events

On 20 December 2005, the Group reached an agreement with bankers to arrange a floating interest rate loan of US\$50,000,000. The loan was fully drawn on 6 January 2006 and is repayable by December 2008. On 20 December 2005, the Group entered an interest rate swap contract to minimise the interest rate risk.



# 賬目附註 Notes to the Financial Statements

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## 41. 比較數字

由於本年度採納新香港財務報告準則，賬目若干項目及結餘之會計處理以及呈報方式已經加以修訂，以符合新規定。因此，已就往年作出若干調整，且若干比較數字已重新分類。詳情於附註5披露。

## 41. Comparative Figures

As further explained in note 5 to the financial statements, due to the adoption of HKFRS during the year, the accounting treatment and the presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior period adjustments and opening balance adjustments have been made and related comparative amounts have been restated.

## 42. 主要附屬公司

主要附屬公司表列如下：

## 42. Principal Subsidiaries

Details of the principal subsidiaries are as follows:

| Name   | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity                             |
|--|--|---|--|------------|--|
|  |  |   | 直接   | 間接         |  |
|  |  |   | Directly   | Indirectly |  |
| 天津頂益國際食品有限公司<br>Tianjin Tingyi International<br>Food Co., Ltd.             | 中國<br>PRC  | US\$66,000,000  | 100%   | —          | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 廣州頂益食品有限公司<br>Guangzhou Tingyi<br>Food Co., Ltd.                           | 中國<br>PRC  | US\$31,000,000  | 100%   | —          | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 杭州頂益食品有限公司<br>Hangzhou Tingyi<br>Food Co., Ltd.                            | 中國<br>PRC  | US\$39,000,000  | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 康師傅(杭州)方便食品<br>有限公司<br>Master Kong (Hangzhou)<br>Convenient Food Co., Ltd. | 中國<br>PRC  | US\$20,000,000/<br>US\$12,000,000                                 | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 重慶頂益食品有限公司<br>Chongqing Tingyi Food Co., Ltd.                              | 中國<br>PRC  | US\$22,000,000  | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |





## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name   | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital                                | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity                             |
|--|--|--|--|------------|--|
|  |  |  | 直接   | 間接         |  |
|  |  |  | Directly   | Indirectly |  |
| 瀋陽頂益食品有限公司<br>Shenyang Tingyi Food Co., Ltd. | 中國<br>PRC  | US\$17,000,000   | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 武漢頂益食品有限公司<br>Wuhan Tingyi Food Co., Ltd.    | 中國<br>PRC  | US\$17,800,000   | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 西安頂益食品有限公司<br>Xian Tingyi Food Co., Ltd.     | 中國<br>PRC  | US\$17,000,000   | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 青島頂益食品有限公司<br>Qingdao Tingyi Food Co., Ltd.  | 中國<br>PRC  | US\$5,000,000  | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 哈爾濱頂益食品有限公司<br>Harbin Tingyi Food Co., Ltd.  | 中國<br>PRC  | US\$11,200,000/<br>US\$6,780,000   | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 福建頂益食品有限公司<br>Fujian Tingyi Food Co., Ltd.   | 中國<br>PRC  | US\$4,500,000  | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 新疆頂益食品有限公司*                                  | 中國<br>PRC  | US\$3,000,000  | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 台灣康師傅食品股份<br>有限公司                            | 台灣<br>Taiwan   | 50,000,000普通股<br>每股NT\$10<br>50,000,000<br>ordinary shares of<br>NT\$10 each/<br>NT\$500,000,000 | 100%   | —          | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |



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## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name   | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity                               |
|--|--|---|--|------------|--|
|  |  |   | 直接   | 間接         |  |
|  |  |   | Directly   | Indirectly |  |
| 河北一宛香食品有限公司  | 中國<br>PRC  | RMB187,500,000  | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles   |
| 昆明頂益食品有限公司<br>Master Kong (Kunming)<br>Convenient Food Co., Ltd* | 中國<br>PRC  | US\$3,000,000   | —  | 100%       | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles   |
| 天津頂育國際食品有限公司<br>Tianjin Tingyu International<br>Food Co., Ltd.   | 中國<br>PRC  | US\$6,000,000   | 100%   | —          | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles   |
| 康師傅(瀋陽)方便食品<br>有限公司*   | 中國<br>PRC  | US\$6,000,000   | —  | 100%       | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 福滿多投資有限公司  | PRC<br>中國  | US\$30,000,000/<br>US\$12,257,919                                 | —  | 100%       | 投資控股<br>Investment holding                               |
| 淮安福滿多食品有限公司<br>Huai An Fumanduo Co., Ltd*                        | PRC<br>中國  | US\$5,000,000/<br>US\$1,812,500                                   | —  | 100%       | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 眉山福滿多食品有限公司<br>Meishan Fumanduo Food Co., Ltd.                   | PRC<br>中國  | US\$5,000,000/<br>US\$1,812,500                                   | —  | 100%       | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 長沙福滿多食品有限公司*   | PRC<br>中國  | US\$5,000,000/<br>US\$1,812,500                                   | —  | 100%       | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 鄭州福滿多食品有限公司*   | PRC<br>中國  | US\$5,000,000/<br>US\$1,812,500                                   | —  | 100%       | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |





## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name   | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital            | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity                               |
|--|--|--|--|------------|--|
|  |  |  | 直接   | 間接         |  |
|  |  |  | Directly   | Indirectly |  |
| 蘭州福滿多食品有限公司*   | PRC<br>中國  | US\$5,000,000/<br>US\$1,812,500  | —  | 100%       | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 康師傅方便食品(BVI)有限公司<br>Master Kong Instant<br>Foods (BVI) Co., Ltd. | 英屬處女群島<br>British Virgin Islands                         | 50,000普通股<br>每股US\$1<br>50,000<br>ordinary shares at<br>US\$1 each/<br>US\$1 | 100%   | —          | 投資控股<br>Investment holding                               |
| 康師傅糕餅(BVI)有限公司<br>Master Kong Bakery (BVI)<br>Co., Ltd.          | 英屬處女群島<br>British Virgin Islands                         | 50,000普通股<br>每股US\$1<br>50,000<br>ordinary shares at<br>US\$1 each/<br>US\$1 | 100%   | —          | 投資控股<br>Investment holding                               |
| 天津龜田食品有限公司<br>Tianjin Kameda Food Co., Ltd.                      | 中國<br>PRC  | US\$6,000,000  | —  | 50%        | 製造及銷售米餅產品<br>Manufacture and sale<br>of rice crackers    |
| 天津頂園食品有限公司<br>Tianjin Tingyuan Food Co., Ltd.                    | 中國<br>PRC  | US\$37,000,000/<br>US\$34,590,572  | 100%   | —          | 製造及銷售糕餅產品<br>Manufacture and sale<br>of bakery products  |
| 廣州頂園食品有限公司<br>Guangzhou Tingyuan Food Co., Ltd.                  | 中國<br>PRC  | US\$22,000,000   | 100%   | —          | 製造及銷售糕餅產品<br>Manufacture and sale<br>of bakery products  |
| 杭州頂園食品有限公司<br>Hangzhou Tingyuan Food Co., Ltd.                   | 中國<br>PRC  | US\$17,000,000   | 100%   | —          | 製造及銷售糕餅產品<br>Manufacture and sale<br>of bakery products  |



# 賬目附註 Notes to the Financial Statements

截至二零零五年十二月三十一日止年度  
For the year ended 31 December 2005

## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name   | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital                 | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity                      |
|--|--|---|--|------------|---|
|  |  |   | 直接   | 間接         |   |
|  |  |   | Directly   | Indirectly |   |
| 杭州珍寶珠食品有限公司<br>Hangzhou Zhenbaozhu<br>Food & Package Co., Ltd.   | 中國<br>PRC  | US\$1,400,000   | 100%   | —          | 製造及銷售糕餅產品<br>Manufacture and<br>sale of candies |
| 康師傅食品(BVI)有限公司<br>Master Kong Beverages<br>(BVI) Co., Ltd        | 英屬處女群島<br>British Virgin Islands                         | 50,000普通股<br>每股US\$1<br>50,000<br>ordinary shares of<br>US\$1 each/<br>US\$1      | 100%   | —          | 投資控股<br>Investment holding                      |
| 康師傅食品控股有限公司<br>Tingyi-Asahi-Itochu Beverages<br>Holding Co. Ltd. | 開曼群島<br>Cayman Islands                                   | 50,000普通股<br>每股US\$1<br>50,000<br>ordinary shares of<br>US\$1 each/<br>US\$10,001 | —  | 50.01%     | 投資控股<br>Investment holding                      |
| 天津頂津食品有限公司<br>Tianjin Tingjin Food Co., Ltd.*                    | 中國<br>PRC  | US\$28,340,000/<br>US\$22,340,000   | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 廣州頂津食品有良有限公司<br>Guangzhou Tingjin Food Co., Ltd.                 | 中國<br>PRC  | US\$15,000,000  | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 康師傅(廣州)飲品有限公司<br>Master Kong (Guangzhou)<br>Beverage Co., Ltd.*  | 中國<br>PRC  | US\$12,000,000  | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 杭州頂津食品有限公司<br>Hangzhou Tingjin Food Co., Ltd.                    | 中國<br>PRC  | US\$27,000,000  | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |





## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name  | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |                  | 主要業務<br>Principal activity                      |
|---|--|---|--|------------------|---|
|   |  |   | 直接<br>Directly                                       | 間接<br>Indirectly |   |
|   |  |   |  |                  |   |
| 康師傅(杭州)飲品有限公司*                                | 中國<br>PRC  | US\$17,000,000/<br>US\$2,550,000                                  | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 西安頂津食品有限公司                                    | 中國<br>PRC  | US\$12,000,000  | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 武漢頂津食品有限公司<br>Wuhan Tingjin Food Co., Ltd.*   | 中國<br>PRC  | US\$31,000,000  | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 重慶頂津食品有限公司                                    | 中國<br>PRC  | US\$12,000,000/<br>US\$10,000,000                                 | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 瀋陽頂津食品有限公司<br>Shenyang Tingjin Food Co., Ltd. | 中國<br>PRC  | US\$17,000,000  | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 青島頂津食品有限公司<br>Qingdao Tingjin Food Co., Ltd   | 中國<br>PRC  | US\$12,000,000  | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 福建頂津食品有限公司<br>Fujian Tingjin Food Co., Ltd.   | 中國<br>PRC  | US\$12,500,000  | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 哈爾濱頂津食品有限公司*                                  | 中國<br>PRC  | US\$12,000,000/<br>US\$8,295,000                                  | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 新疆頂津食品有限公司*                                   | 中國<br>PRC  | US\$5,000,000   | —  | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |



# 賬目附註 Notes to the Financial Statements

截至二零零五年十二月三十一日止年度  
For the year ended 31 December 2005

## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name  | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital             | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity  |
|---|--|---|--|------------|---|
|   |  |   | 直接   | 間接         |   |
|   |  |   | Directly   | Indirectly |   |
| 昆明頂津食品有限公司<br>Kunming Dingjin Food Co., Ltd*                      | 中國<br>PRC  | US\$5,000,000   | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| 鄭州頂津食品有限公司<br>Zhengzhou Tingjin Food Co., Ltd*                    | 中國<br>PRC  | US\$8,000,000/<br>US\$1,201,726   | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| 蘭州頂津食品有限公司*   | 中國<br>PRC  | US\$10,000,000/<br>US\$375,000  | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| 康師傅(瀋陽)飲品有限公司*  | 中國<br>PRC  | US\$12,000,000/<br>—  | —  | 50.01%     | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| 味全(安吉)乳品專業牧場<br>有限公司  | 中國<br>PRC  | US\$2,100,000   | 100%   | —          | 製造及銷售奶類飲品<br>Manufacture and sale<br>of milk products   |
| 杭州味全食品有限公司<br>Hangzhou Wei-Quan<br>Food Co., Ltd.                 | 中國<br>PRC  | US\$12,600,000  | 100%   | —          | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| 天津頂峰澱粉開發有限公司<br>Tianjin Ting Fung Starch<br>Development Co., Ltd. | 中國<br>PRC  | US\$11,000,000  | 51%  | —          | 製造及銷售改良<br>馬鈴薯澱物及調味品<br>Manufacture and sale of<br>modified potato starch<br>and seasoning flavours |
| 頂益(英屬處女島)國際<br>有限公司<br>Tingyi (BVI) Int'l Co., Ltd.               | 英屬處女群島<br>British Virgin<br>Islands                      | 50,000普通股<br>每股US\$1<br>50,000 ordinary<br>shares of<br>US\$1 each/US\$50,000 | 100%   | —          | 本集團之採購代理<br>Purchasing and sales<br>agent for the Group   |





## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name  | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity   |
|---|--|---|--|------------|--|
|   |  |   | 直接   | 間接         |  |
|   |  |   | Directly   | Indirectly |  |
| 康師傅(香港)貿易有限公司<br>Master Kong (HK) Trading<br>Company Limited            | 香港<br>HK   | HK\$10,000/<br>HK\$2  | 100%   | —          | 本集團之產品代理及貿易<br>Agent and trading of<br>products for<br>the Group                                 |
| 興化頂芳脫水食品有限公司<br>Xing Hua Dingfang Dehydrate<br>Foods Co., Ltd.          | 中國<br>PRC  | US\$8,600,000   | 100%   | —          | 製造及銷售脫水蔬菜<br>Manufacture and sale<br>of dehydrated<br>vegetables                                 |
| 天津頂嘉機械有限公司<br>Tian Jin Ting Jia Machinery<br>Co., Ltd.                  | 中國<br>PRC  | US\$2,100,000   | 100%   | —          | 保養及維修廠房及機械<br>Installation and<br>maintenance of<br>plant and machinery                          |
| 天津頂育諮詢有限公司<br>Tianjin Tingyu Consulting<br>Co., Ltd.                    | 中國<br>PRC  | US\$200,000   | 100%   | —          | 提供管理服務<br>Providing management<br>services   |
| 天津頂全物業管理有限公司<br>Tianjin Tingquan Properties<br>Management Co., Ltd.     | 中國<br>PRC  | US\$210,000   | 100%   | —          | 提供物業管理及<br>相關之顧問服務<br>Provision of property<br>management and<br>related consultancy<br>services |
| 天津頂雅房地產開發有限公司<br>Tianjin Dingya Property<br>Development Co., Ltd.       | 中國<br>PRC  | US\$2,100,000   | 100%   | —          | 物業投資<br>Property development   |
| 廣州頂雅房地產開發有限公司<br>Guangzhou Dingya Real Estate<br>Development Co., Ltd.* | 中國<br>PRC  | US\$1,980,676   | 38%  | 62%        | 物業投資<br>Property development   |



# 賬目附註 Notes to the Financial Statements

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For the year ended 31 December 2005

## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name  | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital                            | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity   |
|---|--|--|--|------------|--|
|   |  |  | 直接   | 間接         |  |
|   |  |  | Directly   | Indirectly |  |
| 天津頂新國際工程<br>顧問有限公司<br>Tianjin Tingxin International<br>Engineering Consultant<br>Co., Ltd | 中國<br>PRC  | US\$1,700,000  | 100%   | —          | 提供工程顧問及<br>研究服務<br>Provision of engineering<br>related consultancy<br>and research service |
| 頂通(BVI)有限公司<br>Tingtong (BVI) Limited   | 英屬處女群島<br>British Virgin Islands                         | 50,000普通股<br>每股US\$1<br>50,000 ordinary<br>shares of<br>US\$1 each/<br>US\$1,000             | 100%   | —          | 投資控股<br>Investment holding   |
| 頂通(開曼島)控股有限公司<br>Tingtong (Cayman Islands)<br>Holding Corp.                               | 開曼群島<br>Cayman Islands                                   | 15,000,000普通股<br>每股US\$1<br>15,000,000 ordinary<br>shares of<br>US\$1 each/<br>US\$2,118,334 | —  | 50.01%     | 投資控股<br>Investment holding   |
| 上海頂通物流有限公司<br>Shanghai Tingtong<br>Logistics Co., Ltd*                                    | 中國<br>PRC  | US\$5,000,000  | —  | 50.01%     | 提供本集團內公司<br>之物流服務<br>Logistics services for<br>the Group                                   |
| 北京頂通物流有限公司*   | 中國<br>PRC  | US\$500,000  | —  | 50.01%     | 提供本集團內公司<br>之物流服務<br>Logistics services for<br>the Group                                   |
| 廣州頂通物流有限公司*   | 中國<br>PRC  | US\$300,000  | —  | 50.01%     | 提供本集團內公司<br>之物流服務<br>Logistics services for<br>the Group                                   |





## 42. 主要附屬公司 (續)

## 42. Principal Subsidiaries (Continued)

| Name  | 註冊成立/<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本/<br>已發行股本<br>Registered<br>capital / issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership<br>interest |            | 主要業務<br>Principal activity                               |
|---|--|---|--|------------|--|
|   |  |   | 直接   | 間接         |  |
|   |  |   | Directly   | Indirectly |  |
| 瀋陽頂通物流有限公司  | 中國<br>PRC  | US\$300,000   | —  | 50.01%     | 提供本集團內公司<br>之物流服務<br>Logistics services for<br>the Group |
| 重慶頂通物流有限公司<br>Chongqing Ting Tong<br>Logistics Co., Ltd | 中國<br>PRC  | US\$300,000   | —  | 50.01%     | 提供本集團內公司<br>之物流服務<br>Logistics services for<br>the Group |
| 康遠股份有限公司  | 台灣<br>Taiwan   | NT\$110,000,000   | 100%   | —          | 投資控股<br>Investment holding                               |
| 康權股份有限公司  | 台灣<br>Taiwan   | NT\$96,000,000  | 100%   | —          | 投資控股<br>Investment holding                               |
| 康俊股份有限公司  | 台灣<br>Taiwan   | NT\$110,000,000   | 100%   | —          | 投資控股<br>Investment holding                               |

\* 該等附屬公司註冊為中外合資企業。

\* These subsidiaries are registered as Sino-foreign equity joint venture companies.

其他本集團於中國境內之附屬公司均成立及註冊為全資外商企業。

The other subsidiaries in the PRC are established and registered as wholly-owned foreign enterprises.

