

董事會現向各位股東提呈其報告及本集團截止至2011年12月31日年度之經審核帳目。

主要業務

本公司之主要業務為投資控股。其主要附屬公司經營之主要業務載於帳目附註39。

本集團主要業務為在中國製造及銷售方便麵、飲品及方便食品(前為「糕餅」)。

按主要產品劃分之本集團營業額與收益及股東應佔溢利之分析列載如下：

The directors submit their report together with the audited financial statements of the Group for the year ended 31 December 2011.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in note 39 to the financial statements.

The principal activities of the Group are the manufacture and sale of instant noodles, beverages and instant food (formerly "bakery") in the PRC.

An analysis of the Group's turnover and revenue and profit attributable to owners of the Company by major products is set out below:

		營業額與收益		股東應佔溢利	
		Turnover and revenue		Profit attributable to owners of the Company	
		2011	2010	2011	2010
		千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	US\$'000
方便麵	Instant noodles	3,592,270	2,931,555	303,633	304,555
飲品	Beverages	3,998,702	3,531,911	77,172	128,581
方便食品	Instant food	201,432	161,383	6,457	1,966
其他	Others	74,176	56,633	32,283	41,685
合計	Total	7,866,580	6,681,482	419,545	476,787

業績及股息分派

本集團截至2011年12月31日止年度之業績詳情載於本年報第68頁的綜合收益表。

董事會建議派發末期股息，每股3.75美仙，共派發209,629千美元。

Results and Appropriations

The results of the Group for the year are set out in the consolidated income statement on page 68.

The directors recommend the payment of a final dividend of US3.75 cents per ordinary share, totalling US\$209.629 million respectively.



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Directors' Report

儲備

本年度內本集團之儲備變動詳情載於第74頁至76頁之綜合股東權益變動表。

物業、機器及設備

有關物業、機器及設備之變動，詳情載於帳目附註15。

五年財政摘要

本集團過去五年之業績及資產與負債摘要載於本年報第5及第6頁。

台灣存托憑證

本公司主要股東頂新(開曼島)控股有限公司就於台灣發行380,000,000份台灣存托憑證向存托銀行轉讓由其實益擁有之本公司股本190,000,000股股份。該台灣存托憑證於2009年12月16日在台灣證券交易所股份有限公司上市，並於同日在該交易所開始買賣。

購入、出售或贖回股份

本年度內本公司或其任何附屬公司概無購入、出售或贖回本公司任何股份。

Reserves

Movements in the reserves of the Group during the year are set out in consolidated statement of changes in equity on pages 74 to 76.

Property, Plant and Equipment

Details of the movements in property, plant and equipment are set out in note 15 to the financial statements.

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 5 and 6.

Taiwan Depositary Receipts

One of the Company's major shareholders, Ting Hsin (Cayman Islands) Holding Corp., transferred 190 million ordinary shares to the depositary bank for the issuance and offering of 380 million units of Taiwan depositary receipts ("TDR") in Taiwan. The TDRs have been listed on the Taiwan Stock Exchange Corporation on 16 December 2009 and trading of the TDRs has commenced on the Taiwan Stock Exchange Corporation on the same day.

Purchase, Sale or Redemption of Shares

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

購股權計劃

於2008年3月20日舉行的股東特別大會，本公司股東通過採納購股權計劃。有關本公司購股權之安排，詳如下列：

授出日期 Date of grant	授出股數 Number of share options granted
2008年3月20日 20 March 2008	11,760,000
2009年4月22日 22 April 2009	26,688,000
2010年4月1日 1 April 2010	15,044,000
2011年4月12日 12 April 2011	17,702,000

截止2011年12月31日止十二個月內，本集團員工共行使3,320,000股，加權平均行使價為\$13.14，行使日之前的加權平均收市價為\$23.59。

Share Option Scheme

At the extraordinary general meeting held on 20 March 2008, the shareholders approved the adoption of the Share Option Scheme. Detail arrangement for the share option scheme shown as below:

行使期 Validity period	行使價 (港元) Exercise price (HK\$)	魏應州獲授股數 Number of share granted to Wei Ing-Chou
2013年3月21日至2018年3月20日 21 March 2013 to 20 March 2018	\$9.28	2,000,000
2014年4月23日至2019年4月22日 23 April 2014 to 22 April 2019	\$9.38	2,816,000
2015年4月1日至2020年3月31日 1 April 2015 to 31 March 2020	\$18.57	2,200,000
2016年4月12日至2021年4月11日 12 April 2016 to 11 April 2021	\$19.96	2,264,000

For the period of twelve months ended 31 December 2011, 3,320,000 options had been exercised under the Share Option Scheme. Weighted average exercise price was \$13.14 and the weighted average market closing price before the date of exercise was \$23.59.





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銀行借款

本集團之銀行借款之詳情載於帳目附註28。

董事

本年度內及截至本報告發表日期止之本公司董事為：

執行董事

魏應州先生
井田毅先生
吉澤亮先生
吳崇儀先生
魏應交先生
井田純一郎先生

獨立非執行董事

徐信群先生
李長福先生
太田道彥先生
(於2011年6月13日辭任)
岡田大介先生
(於2011年6月13日獲委任，於2012年1月3日辭任)
深田宏先生
(於2012年1月3日獲委任)

Bank Loans

Details of bank loans of the Group are set out in note 28 to the financial statements.

Directors

The directors of the Company during the year and up to the date of this report are as follows:

Executive Directors

Mr. Wei Ing-Chou
Mr. Takeshi Ida
Mr. Ryo Yoshizawa
Mr. Wu Chung-Yi
Mr. Wei Ying-Chiao
Mr. Junichiro Ida

Independent Non-executive Directors

Mr. Hsu Shin-Chun
Mr. Lee Tiong-Hock
Mr. Michihko Ota (resigned on 13 June 2011)

Mr. Daisuke Okada
(appointed on 13 June 2011 and resigned on 3 January 2012)

Mr. Hiromu Fukada (appointed on 3 January 2012)

太田道彥先生於2011年6月13日辭任本公司獨立非執行董事，岡田大介先生於同日獲委任為本公司獨立非執行董事。另於期後2012年1月3日，岡田大介先生辭任本公司獨立非執行董事，同日，深田宏先生獲委任為本公司獨立非執行董事。根據本公司之組織章程細則第九十一條，深田宏先生將於2012年6月5日舉行之週年大會退位，惟願膺選連任。另根據本公司之公司組織章程細則第九十九條，井田毅先生、魏應交先生及徐信群先生須輪席退位，惟願膺選連任。

各董事概無與本公司訂立任何本公司須作補償方可於一年內終止之服務合約。

本公司已接獲獨立非執行董事就根據上市規則第3.13條有關獨立性的規定的確證書。本公司認為所有獨立非執行董事為獨立。

董事及高階管理人員簡介

董事及高階管理人員之個人資料載於本年報第14至19頁。

董事及行政總裁之股份權益

於2011年12月31日，董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份或債券中之權益及淡倉須(a)根據證券及期貨條例第十五部第七及第八分部知會本公司及香港聯合交易所有限公司（「聯交所」）（包括根據該等條例當作或被視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條規定記錄在該條所述之登記冊；或(c)根據上市公司董事進行證券交易之標準守則須知會本公司及聯交所如下：

On 13 June 2011, Mr. Michihiko Ota resigned as an independent Non-executive Director of the Company. On the same day, Mr. Daisuke Okada was appointed as an independent Non-executive Director of the Company. On 3 January 2012, Mr. Daisuke Okada resigned as an independent Non-executive Director. On the same day, Mr. Hiromu Fukada was appointed as an independent Non-executive Director of the Company. In accordance with Article 91 of the Company's Articles of Association, Mr. Hiromu Fukada will retire and, being eligible, offer himself for re-election as a director of the Company, at the annual general meeting to be held on 5 June 2012. In accordance with Article 99 of the Company's Articles of Association, Mr. Takeshi Ida, Mr. Wei, Ying-chiao and Mr. Hsu Shin-Chun retire by rotation and, being eligible, offer themselves for re-election.

None of the directors have a service contract with the Company which is not determinable by the Company within one year without the payment of compensation.

The Company received the Independent Non-executive Directors' confirmations of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considered all the Independent Non-executive Directors are independent.

Biographical Details of Directors and Senior Management

Brief biographical details of Directors and senior management are set out on pages 14 to 19.

Interests of Directors and Chief Executive Officer in Shares

As at 31 December 2011, the interests and short positions of the Directors and Chief Executive Officer in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies relating to securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:



董事會報告

Directors' Report

(a) 於股份及相關股份的長倉

董事姓名	Name of Directors	股份數目		佔股份總數 百分比	根據購股權
		個人權益	法團權益		持有相關
		Personal	Corporate	Percentage	Number of
		interests	interests	of the issued	Shares held
			(附註1)	share capital	under options
			(see note 1)		(附註2)
					(see note 2)
魏應州	Wei Ing-Chou	13,242,000	1,859,776,366	33.67%	9,280,000
魏應交	Wei Ying-Chiao	—	1,859,776,366	33.27%	—

(a) Long position in the shares and the underlying Shares

(b) 聯營法團股份之長倉

董事姓名	聯營法團名稱	於聯營法團之		佔股份總數 百分比	權益性質
		持股數目	Number of		
		(附註3)	shares of	Percentage	Nature of
			the associated	of the issued	interest
			corporation	share capital	
			(Note 3)		
魏應州	康師傅飲品控股有限公司		179,918股	17.99%	法團
Wei Ing-Chou	Tingyi-Asahi Beverages Holding Co., Ltd.		179,918 shares		Corporate
魏應交	康師傅飲品控股有限公司		179,918股	17.99%	法團
Wei Ying-Chiao	Tingyi-Asahi Beverages Holding Co., Ltd.		179,918 shares		Corporate

(b) Long position in shares of associated corporation

附註：

1. 該等1,859,776,366股股份由頂新持有及其以其名義登記；頂新由和德公司（「和德」）實益擁有約43.94%，由豐緯控股有限公司（「豐緯」）持有約30.15%，由伊藤忠商事株式會社與朝日啤酒株式會社共同成立的China Foods Investment Corp.作為獨立第三方持有25.23%及獨立第三者持有其餘的0.68%。和德及豐緯乃由Profit Surplus Holdings Limited（「Profit Surplus」）100%擁有。Profit Surplus是單位信託的受託人，而單位信託則由四個酌情信託按相等比例持有。HSBC International Trustee Limited為上述四個酌情信託各自之受託人，而上述四個酌情信託的資產託管者及酌情受益人如下：

- 魏張綠雲為上述其中一個酌情信託的資產託管人，該酌情信託以魏張綠雲及魏應州為酌情受益人；
- 林麗棉為上述其中一個酌情信託的資產託管人，該酌情信託以林麗棉及魏應交為酌情受益人；
- 魏許秀綿為上述其中一個酌情信託的資產託管人，該酌情信託以魏許秀綿及魏應充為酌情受益人；及
- 魏塗苗為上述其中一個酌情信託的資產託管人，該酌情信託以魏塗苗及魏應行為酌情受益人。

Note:

1. These 1,859,776,336 shares are held by and registered under the name of Ting Hsin. Ting Hsin is beneficially owned as to approximately 43.94% by Ho Te Investments Limited (“Ho Te”), as to approximately 30.15% by Rich Cheer Holdings Limited (“Rich Cheer”), as to 25.23% by China Foods Investment Corp., an independent third party which was incorporated by Itochu Corporation and Asahi and as to the remaining 0.68% by unrelated third parties. Ho Te and Rich Cheer were owned as to 100% by Profit Surplus Holdings Limited (“Profit Surplus”). Profit Surplus is the trustee of a unit trust, which is in turn held by four discretionary trusts in equal proportions. HSBC International Trustee Limited is the trustee of each of the above four discretionary trusts, the settlors and discretionary objects of the above four discretionary trusts are as follows:

- Wei Chang Lu-Yun is the settlor of one of the above discretionary trusts with Wei Chang Lu-Yun and Wei Ing Chou as discretionary objects;
- Lin Li-Mien is the settlor of one of the above discretionary trusts with Lin Li-Mien and Wei Ying-Chiao as discretionary objects;
- Wei Hsu Hsiu-Mien is the settlor of one of the above discretionary trusts with Wei Hsu Hsiu-Mien and Wei Yin-Chun as discretionary objects; and
- Wei Tu Miao is the settlor of one of the above discretionary trusts with Wei Tu Miao and Wei Yin-Heng as discretionary objects.



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Directors' Report

2. 魏應州個人亦於13,242,000股股份中擁有權益，並根據本公司於2008年3月20日舉行之股東特別大會通過之本公司購股權計劃持有9,280,000份購股權（2,000,000份購股權可自2013年3月21日起至2018年3月20日按行使價每股9.28港元行使，2,816,000份購股權可自2014年4月23日起至2019年4月22日按行使價每股9.38港元行使，2,200,000份購股權可自2015年4月1日起至2020年3月31日按行使價每股18.57港元行使，及2,264,000份購股權可自2016年4月12日至2021年4月11日按行使價每股19.96港元行使）。魏張綠雲作為魏應州配偶亦被視為於魏應州所持有之股份及相關股份中擁有權益。
3. 此179,918股是以頂新名義持有及登記。有關頂新之持股架構請參考附註1。

除本段所披露者外，截至2011年12月31日止年度內任何時間概無向任何董事或彼等各自之配偶或年齡未滿十八歲之子女授出可藉購入本公司之股份或債券而獲得利益之權利。彼等於期內亦無行使任何此等權利。本公司或其任何附屬公司概無參與訂立任何安排，致使董事可於任何其他法人團體獲得此等利益。

除本段所披露者外，於2011年12月31日，概無董事及行政總裁於本公司或其相聯法團（定義見證券及期貨條例第十五部）之任何證券中之權益須(a)根據證券及期貨條例第十五部第七及第八分部知會本公司及聯交所（包括根據該等條例當作或被視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條規定記錄在該條所述之登記冊；或(c)根據上市公司董事進行證券交易之標準守則須知會本公司及聯交所。

2. Wei Ing-Chou is also personally interested in 13,242,000 shares and holds 9,280,000 share options (2,000,000 share options are exercisable for the period from 21 March 2013 to 20 March 2018 at an exercise price of HK\$9.28 per share, 2,816,000 share options are exercisable for the period from 23 April 2014 to 22 April 2019 at an exercise price of HK\$9.38 per share, 2,200,000 share options are exercisable for the period from 1 April 2015 to 31 March 2020 at an exercise price of HK\$18.57 per share and, 2,264,000 share options are exercisable during the period from 12 April 2016 to 11 April 2021 of an exercise price of HK\$19.96 per share) under the share option scheme of the Company passed by an extraordinary general meeting of the Company held on 20 March 2008. Wei Chang Lu-Yun, being the spouse of Wei Ing-Chou, is also deemed to be interested in the shares and the underlying shares held by Wei Ing-Chou.
3. These 179,918 shares are held by and registered under the name of Ting Hsin. Please refer to note 1 for the shareholding structure of Ting Hsin.

Save as disclosed above, at no time during the year ended 31 December 2011 there were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in or any other body corporate.

Save as disclosed in this paragraph, as at 31 December 2011, none of the Directors and Chief Executive Officer had interests in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

主要股東及其他人士的股份權益

就本公司董事或行政總裁所知，於2011年12月31日，根據證券及期貨條例第336條須予備存的登記冊所記錄（或本公司獲知悉），主要股東及其他人士持有本公司的股份及相關股份的權益或淡倉如下：

於股份及相關股份的長倉

股東名稱 Name of shareholder	身份 Capacity	持有股份數目 Number of shares held	佔已發行股本之百分比 % of the issued share capital
頂新 (見附註1) Ting Hsin (see note 1)	實益擁有人 Beneficial owner	1,859,776,366	33.27
和德公司 (見附註1) Ho Te Investments Limited (see note 1)	受控公司權益 Interest of controlled company	1,859,776,366	33.27
豐緯控股有限公司 (見附註1) Rich Cheer Holdings Limited (see note 1)	受控公司權益 Interest of controlled company	1,859,776,366	33.27
Profit Surplus Holdings Limited (見附註1)	單位信託受託人 Trustee of a unit trust	1,859,776,366	33.27
Profit Surplus Holdings Limited (see note 1)	酌情信託受託人 Trustee of discretionary trusts	1,859,776,366	33.27
HSBC International Trustee Limited (見附註1)	酌情信託受益人 Beneficiary of a discretionary trust	1,859,776,366	33.27
HSBC International Trustee Limited (see note 1)	酌情信託受益人 Beneficiary of a discretionary trust	1,859,776,366	33.27
魏應充 (見附註1) Wei Yin-Chun (see note 1)	酌情信託資產託管人及受益人／配偶權益 Settlor and beneficiary of a discretionary trust/Interest of spouse	1,882,298,366	33.67
魏應行 (見附註1) Wei Yin-Heng (see note 1)	酌情信託資產託管人及受益人／配偶權益 Settlor and beneficiary of a discretionary trust/Interest of spouse	1,859,776,366	33.27
魏張綠雲 (見附註1及2) Wei Chang Lu-Yun (see notes 1 & 2)	酌情信託資產託管人及受益人／配偶權益 Settlor and beneficiary of a discretionary trust/Interest of spouse	1,859,776,366	33.27
林麗棉 (見附註1) Lin Li-Mien (see note 1)	酌情信託資產託管人及受益人／配偶權益 Settlor and beneficiary of a discretionary trust/Interest of spouse	1,859,776,366	33.27
魏許秀綿 (見附註1) Wei Hsu Hsiu-Mien (see note 1)	酌情信託資產託管人及受益人／配偶權益 Settlor and beneficiary of a discretionary trust/Interest of spouse	1,859,776,366	33.27
魏涂苗 (見附註1) Wei Tu Miao (see note 1)	酌情信託資產託管人及受益人／配偶權益 Settlor and beneficiary of a discretionary trust/Interest of spouse	1,859,776,366	33.27
三洋食品株式會社 Sanyo Foods Co., Ltd.	實益擁有人 Beneficial owner	1,854,827,866	33.18

Substantial Shareholders and Other Persons' Interests in Shares

So far as was known to any Director or Chief Executive Officer of the Company, as at 31 December 2011, the interests or short positions of substantial shareholders and other persons of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company, were as follows:

Long position in the Shares and the underlying Shares



董事會報告

Directors' Report

附註：

1. 該等1,859,776,366股股份由頂新持有及以其名義登記；頂新由和德公司（「和德」）實益擁有約43.94%，由豐綽控股有限公司（「豐綽」）持有約30.15%，由伊藤忠商事株式會社與朝日啤酒株式會社共同成立的China Foods Investment Corp.作為獨立第三方持有25.23%及獨立第三者持有其餘的0.68%。和德及豐綽乃由Profit Surplus Holdings Limited（「Profit Surplus」）100%擁有。Profit Surplus是單位信託的受託人，而單位信託則由四個酌情信託按相等比例持有。HSBC International Trustee Limited為上述四個酌情信託各自之受託人，而上述四個酌情信託的資產託管者及酌情受益人如下：

- 魏張綠雲為上述其中一個酌情信託的資產託管人，該酌情信託以魏張綠雲及魏應州為酌情受益人；
- 林麗棉為上述其中一個酌情信託的資產託管人，該酌情信託以林麗棉及魏應交為酌情受益人；
- 魏許秀綿為上述其中一個酌情信託的資產託管人，該酌情信託以魏許秀綿及魏應充為酌情受益人；及
- 魏塗苗為上述其中一個酌情信託的資產託管人，該酌情信託以魏塗苗及魏應行為酌情受益人。

Notes:

1. These 1,859,776,366 Shares are held by and registered under the name of Ting Hsin. Ting Hsin is beneficially owned as to approximately 43.94% by Ho Te Investments Limited ("Ho Te"), as to approximately 30.15% by Rich Cheer Holdings Limited ("Rich Cheer"), as to 25.23% by China Foods Investment Corp. an independent third party which was incorporated by Itochu Corporation and Asahi Breweries, Ltd. and as to the remaining 0.68% by unrelated third parties. Ho Te and Rich Cheer were owned as to 100% by Profit Surplus Holdings Limited ("Profit Surplus"). Profit Surplus is the trustee of a unit trust, which is in turn held by four discretionary trusts in equal proportions. HSBC International Trustee Limited is the trustee of each of the above four discretionary trusts, the settlors and discretionary objects of the above four discretionary trusts are as follows:

- Wei Chang Lu-Yun is the settlor of one of the above discretionary trusts with Wei Chang Lu-Yun and Wei Ing-Chou as discretionary objects;
- Lin Li-Mien is the settlor of one of the above discretionary trusts with Lin Li-Mien and Wei Ying-Chiao as discretionary objects;
- Wei Hsu Hsiu-Mien is the settlor of one of the above discretionary trusts with Wei Hsu Hsiu-Mien and Wei Yin-Chun as discretionary objects; and
- Wei Tu Miao is the settlor of one of the above discretionary trusts with Wei Tu Miao and Wei Yin-Heng as discretionary objects.

2. 魏應州個人亦於13,242,000股股份中擁有權益，並根據本公司於2008年3月20日舉行之股東特別大會通過之本公司購股權計劃持有9,280,000份購股權（2,000,000份購股權可自2013年3月21日起至2018年3月20日按行使價每股9.28港元行使，2,816,000份購股權可自2014年4月23日起至2019年4月22日按行使價每股9.38港元行使，2,200,000份購股權可自2015年4月1日起至2020年3月31日按行使價每股18.57港元行使，及2,264,000份購股權可自2016年4月12日至2021年4月11日按行使價每股19.96港元行使）。魏張綠雲作為魏應州配偶亦被視為於魏應州所持有之股份及相關股份中擁有權益。

除上述者外，於2011年12月31日，根據《證券及期貨條例》第336條須予備存的登記冊所記錄，概無其他人士擁有本公司股份或相關股份之權益或淡倉。

足夠公眾持股量

根據本公司所得的公開資料及據董事所知，於刊印本報告前之最後可行日期，本公司已符合上市規則之規定，維持不少於本公司已發行股份25%的公眾持股量。

於合約之權益

除帳目所披露之關連人士交易外，本公司或其附屬公司概無訂立本公司董事在其中直接或間接擁有重大權益且於年終或年內任何時間仍然有效之重要合約。

管理合約

於年內並無訂立或存在任何有關管理本公司全部或任何重要部分業務之合約。

2. Wei Ing-Chou is also personally interested in 13,242,000 shares and holds 9,280,000 share options (2,000,000 share options are exercisable for the period from 21 March 2013 to 20 March 2018 at an exercise price of HK\$9.28 per share, 2,816,000 share options are exercisable for the period from 23 April 2014 to 22 April 2019 at an exercise price of HK\$9.38 per share and 2,200,000 share options are exercisable for the period from 1 April 2015 to 31 March 2020 at an exercise price of HK\$18.57 per share and, 2,264,000 share options are exercisable during the period from 12 April 2016 to 11 April 2021 of an exercise price of HK\$19.96 per share) under the share option scheme of the Company passed by an extraordinary general meeting of the Company held on 20 March 2008. Wei Chang Lu-Yun, being the spouse of Wei Ing-Chou, is also deemed to be interested in the shares and the underlying shares held by Wei Ing-Chou.

Apart from the above, no other interest or short position in the shares or underlying shares of the Company were recorded in register required to be kept under section 336 of the SFO as at 31 December 2011.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of its Directors, as at the latest practicable date prior to the printing of this report, the Company has maintained sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

Interests in Contracts

Except for the related party transactions as disclosed in the financial statements, no other contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.



董事會報告

Directors' Report

主要客戶及供貨商

本年度分別來自本集團五大客戶及五大供貨商之銷售及採購總額均少於百分之三十。

關連交易

於2010年9月28日本公司與買方 Great System Holdings Limited (由本公司兩位執行董事魏應州先生及魏應交先生與其兩位胞弟魏應充先生及魏應行先生以相同份額擁有之公司) 訂立頂正出售協議及頂峰出售協議，據此買方有條件地同意分別以代價84,438千美元及13,895千美元向本公司收購頂正(開曼島)控股有限公司(「頂正」)40.8%及天津頂峰澱粉開發有限公司(「頂峰」)51.0%之全部股權。交易已於2011年6月30日完成。有關以上兩項交易詳情，可參考本公司於2010年9月28日發出之公告。

董事會亦宣佈於2010年9月28日，本公司與(1)頂正訂立頂正供應協議，據此頂正將向本公司供應軟塑料包裝物料，年期由完成頂正出售協議開始至2013年12月31日止；(2)頂峰訂立頂峰供應協議，據此頂峰將向本公司供應改良馬鈴薯澱粉及調味品，年期由完成頂峰出售協議開始至2013年12月31日止。有關上列兩項持續關連交易之普通決議案已於2010年11月11日舉行之股東特別大會上正式通過。以上兩項交易詳情，可參考本公司分別於2010年9月28日、10月20日、11月11日發出之公告及通函。

截至2011年12月31日止年度，財務報告附註34所披露向有關聯人士收取以上出售一家非全資附屬公司及一家聯營公司(以前被分類為持作出售資產)之總代價98,333千美元中所得之88,500千美元，以及購買自頂正(205,459千美元)及頂峰(15,437千美元)之貨品共220,896千美元，分別符合上市規則關連交易及持續關連交易之定義。

Major Customers and Suppliers

During the year, the Group purchased less than 30% of its goods and services from its 5 largest suppliers and sold less than 30% of its goods to its 5 largest customers.

Connected Transactions

On 28 September 2010, the Company and Greater System Holdings Limited (owned by the Group's two executive directors Mr. Wei Ing-Chou and Mr. Wei Ying-Chiao, and their brothers Mr. Wei Yin-Chun and Mr. Wei Yin-Heng, respectively in equal proportions) entered into TZCI Disposal Agreement and TFS Disposal Agreements, pursuant to which, the Great System Holdings Limited has conditionally agreed to acquire from the Company the entire interest of 40.8% in Tingzheng (Cayman Islands) Holding Corp. ("TZCI") and 51.0% in Tianjin Ting Fung Starch Development Co., Ltd. ("TFS") at a consideration of US\$84.438 million and US\$13.895 million respectively. These transaction had been completed on 30 June 2011. An announcement for these transactions was made by the Company on 28 September 2010.

The Board also announced that on 28 September 2010, the Company entered into (1) TZCI Supply Agreement, pursuant to which, TZCI will supply the TZCI materials (plastics and flexible packaging materials) to the Group for a term commencing on the completion date of TZCI Disposal Agreement and ending on 31 December 2013. (2) TFS Supply Agreement, pursuant to which, TFS will supply the TFS products (modified potato starch and seasoning flavor products) to the Group for a term commencing on the completion date of TFS Disposal Agreement and ending on 31 December 2013. The ordinary resolution approving the continuing connected transactions were duly passed at the Extraordinary General Meeting held on 11 November 2010. Details for these transactions may refer to the Company's announcements and circular made on 28 September 2010, 20 October 2010 and 11 November 2010 respectively.

For the year ended 31 December 2011, US\$88.500 million out of the total consideration of US\$98.333 million under the category of proceeds from the disposal of a non-wholly owned subsidiary and an associate previously classified as assets held for sale from related parties, and the amounts totaling US\$220.896 million under the category of purchases of goods from TZCI (US\$205.459 million) and TFS (US\$15.437 million) as disclosed in note 34 to the consolidated financial statements fall under the definition of connected transaction and continuing connected transaction respectively in the Listing Rules.

於2011年6月30日，本公司的全資附屬公司天津頂益食品有限公司（「天津頂益」），分別與天津頂正印刷包材有限公司（「天津頂正」）及天津德盟食品有限公司（「天津德盟」）簽訂第一份協議及第二份協議。據此，「天津頂益」同意分別以9,973千美元及6,479千美元現金作價出售若干物業、機器及設備及土地租約溢價（「售出物業」）予「天津頂正」及「天津德盟」（「出售事項」）。

「天津頂正」主要由本公司董事魏應州先生、魏應交先生及其家族成員擁有；「天津德盟」由本公司的控權股東頂新最終擁有。因此據上市規則，「天津頂正」及「天津德盟」均被視為本公司的關連人士。

「售出物業」以往是用於生產。「天津頂益」的生產設備已搬遷，「售出物業」於設備搬遷已空置。董事，包括獨立非執行董事，但不包括魏應州先生和魏應交先生，根據評估「出售事項」及其估值，相信第一份協議及第二份協議之交易均按照一般商業條款訂立，是於本集團正常及一般業務過程中訂立；且協議條款屬公平合理，並符合本公司及股東的整體利益。

此等交易於2011年6月30日完成。據第一份協議及第二份協議下的交易合併計算所有適用的百分比率（盈利比除外），最高的比率低於5%，根據上市規則第14A.32條可獲豁免由獨立股東批准的要求，但須遵守上市規則第14A.45至14A.47條所載之申報及公告規定。本公司已於2011年7月4日作出公告。

截至2011年12月31日止年度，財務報告附註34所披露向有關聯人士收取以上「售出物業」之所得共16,452千美元符合上市規則關連交易之定義。

On 30 June 2011, Tianjin Tingyi Food Co., Ltd. ("TTY"), a wholly-owned subsidiary of the Company, entered into the First Agreement and the Second Agreement with Tingzheng Print & Packing Material Co., Ltd. ("TTZ") and Tian Jin De-Meng Foods Co., Ltd. ("De-meng") respectively, pursuant to which, TTY agreed to sell certain property, plant and equipment and prepaid lease payments ("the Disposed Properties") to TTZ and De-meng for cash considerations of US\$9.973 million and US\$6.479 million respectively ("the Disposals").

TTZ is majority owned by Mr. Wei Ing-Chou, Mr. Wei Ying-Chiao, who are Directors, and their family members. De-meng is ultimately owned by Ting Hsin (Cayman Islands) Holdings Corp., a controlling shareholder of the Company. Hence, both TTZ and De-meng are connected persons of the Company for the purpose of the Listing Rules.

The Disposed Properties were previously used for production. TTY has relocated its production facilities and the Disposed Properties became redundant after the relocation. The Directors, including the independent non-executive Directors but excluding Mr. Wei Ing-Chou and Mr. Wei Ying-Chiao, believe that having taken into account of the circumstances that have led to the Disposals and the valuation, the transactions contemplated under the First Agreement and the Second Agreement are on normal commercial terms and are in the Group's ordinary and usual course of business, and their terms are fair and reasonable and in the interests of the Company and its shareholders as a whole.

These transactions had been completed on 30 June 2011. As the highest of all applicable percentage ratios (except the profits ratio) in respect of the transactions under the First Agreement and the Second Agreement in aggregate is less than 5%, the Disposals are subject to the reporting and announcement requirements set out in Rule 14A.45 to Rule 14A.47 of the Listing Rules but are exempt from the independent shareholders' approval requirements under Rule 14A.32 of the Listing Rules. An announcement was made by the Company on 4 July 2011.

For the year ended 31 December 2011, amounts totaling US\$16.452 million under the category of proceeds from disposal of property, plant and equipment and prepaid lease payments from related parties as disclosed in note 34 to the consolidated financial statements fall under the definition of connected transaction in the Listing Rules.



董事會報告

Directors' Report

董事(包括獨立非執行董事)已審閱及確認，上述有關向頂正及頂峰購買貨品的持續關連交易：

- (a) 為集團的日常業務；
- (b) 按照一般商務條款進行，或若可供比較的交易不足以判斷該等交易的條款是否一般商務條款，則對集團而言，該等交易的條款不遜於獨立第三者可取得或提供(視屬何情況而定)的條款；及
- (c) 是根據有關協議的規定而進行，交易條款乃公平合理，並且符合公司股東的整體利益。

本公司之核數師亦已審閱並向董事局確認上述有關向頂正及頂峰購買貨品的持續關連交易：

- (a) 已獲得公司董事會批准；
- (b) 乃按照集團的定價政策而進行(如交易涉及由集團提供貨品或服務)；
- (c) 乃根據有關交易的協議條款進行；及
- (d) 並無超逾先前公告披露的上限。

董事(包括獨立非執行董事)已審閱及確認，除前列段落所載之持續關聯交易外，本集團年內進行之所有其他持續關連交易均根據上市規則第14A.33(3)條項下獲豁免。因此，該等關連交易獲豁免於上市規則第14A章項下之申報、年度審核、公告及獨立股東批准的規定。

The Directors (including the Independent Non-Executive Directors), have reviewed and confirmed that the above continuing connected transactions regarding the purchases of goods from TZCI and TFS have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Auditor of the Company has also reviewed and confirmed to the Board that the above continuing connected transactions regarding the purchases of goods from TZCI and TFS :

- (a) have been approved by the Board of directors of the Company;
- (b) are in accordance with the pricing policies of the Group (if the transactions involve provision of goods or services by the Group);
- (c) have been entered into in accordance with the relevant agreement governing the transactions; and
- (d) have not exceeded the cap disclosed in previous announcement.

The Directors (including the Independent Non-executive Directors), have reviewed and confirmed that, except for the continuing connected transactions as stated in the prior paragraphs, all other continuing connected transactions entered by the Group are exempted under Rule 14A.33(3) of the Listing Rules. Accordingly, such transactions are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

優先購買權

本公司之公司組織章程細則並無有關優先購買權之規定，雖然開曼群島法例並無有關該等權利之限制。

核數師

本公司股東周年大會上將提呈續聘瑪澤會計師事務所有限公司為本公司核數師之決議案。

承董事會命
魏應州
董事長

中國天津，2012年3月21日

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association although there are no restrictions against such rights under the laws in the Cayman Islands.

Auditor

A resolution will be submitted to the annual general meeting of the Company to re-appoint Mazars CPA Limited as auditor of the Company.

By order of the Board
Wei Ing-Chou
Chairman

Tianjin, the PRC, 21 March 2012

