

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



康師傅控股有限公司 *

TINGYI (CAYMAN ISLANDS) HOLDING CORP.

(在開曼群島註冊成立之有限公司)

(股份代號：0322)

海外監管公告

本公告是由康師傅控股有限公司（「本公司」）根據香港聯交所有限公司證券上市規則第 13.09(2)條而作出。

以下附件是本公司依台灣證券交易所股份有限公司規定於 2011 年 3 月 31 日在台灣證券交易所股份有限公司刊發的公告。

承董事會命
康師傅控股有限公司
公司秘書
葉沛森

中國天津，2011 年 3 月 31 日

*僅供識別

於本公告日期，本公司之執行董事為魏應州先生、井田毅先生、吉澤亮先生、魏應交先生、吳崇儀先生及井田純一郎先生；本公司之獨立非執行董事為徐信群先生、李長福先生及太田道彥先生。

網址：<http://www.masterkong.com.cn>
<http://www.irasia.com/listco/hk/tingyi>

康師傅控股有限公司及子公司
民國 99 年度及 98 年度
合併財務報表暨會計師複核報告
(上市之台灣存託憑證用外國公司財務報告)

康師傅控股有限公司及子公司
民國 99 年度及 98 年度合併財務報表暨會計師複核報告
(上市之台灣存託憑證用外國公司財務報告)
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附 件 一

會計師複核報告

康師傅控股有限公司 公鑒：

康師傅控股有限公司及子公司依據香港一般公認會計原則編製之民國 99 年及 98 年 12 月 31 日之綜合財務狀況表，暨民國 99 年及 98 年 1 月 1 日至 12 月 31 日之綜合收益表、綜合全面收益表、綜合股東權益變動表及綜合現金流量表(金額以美元為單位)，業經香港瑪澤會計師事務所有限公司(Mazars CPA Limited)查核完竣，並分別於民國 100 年 3 月 21 日及民國 99 年 3 月 22 日出具無保留意見之查核報告。隨附康師傅控股有限公司及子公司民國 99 年及 98 年度按新台幣換算之綜合財務報表(詳附件二)，經本會計師依照「募集與發行台灣存託憑證外國公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照中華民國一般公認審計準則查核，故無法對上開財務報告之整體是否允當表達表示意見。

依本會計師複核結果，並未發現第一段所述康師傅控股有限公司及子公司按新台幣換算之合併財務報表暨依中華民國一般公認會計原則重編後之合併資產負債表及合併損益表有違反「募集與發行台灣存託憑證外國公司財務報告複核要點」規定而需作大幅修正、調整或再補充揭露之情事。

如附件三所述，康師傅控股有限公司及子公司之合併財務報表格式係依據香港一般公認會計原則及相關法令規定編製，致與中華民國規定部分不同，康師傅控股有限公司業已依據中華民國一般公認會計原則及相關法令，重分類其民國 99 年及 98 年 12 月 31 日之合併資產負債表及民國 99 年及 98 年度之合併損益表。

資 誠 聯 合 會 計 師 事 務 所

葉冠紋

會計師：

潘慧玲

前財政部證券暨期貨管理委員會
核准簽證文號：(88)台財證(六)第 95577 號
中 華 民 國 1 0 0 年 3 月 2 7 日

附 件 二

本公司及子公司原以美元編製之綜合財務報表，謹依規定匯率編製按新台幣換算之主要財務報表：

一、綜合財務狀況表。

二、綜合收益表。

三、綜合全面收益表。

四、綜合股東權益變動表。

五、綜合現金流量表。

民國 99 年度及民國 98 年度比較報表之所有科目金額，係分別以民國 99 年 12 月 31 日之美元對新台幣匯率(USD 1：NTD 29.13)及民國 98 年 12 月 31 日之美元對新台幣匯率(USD 1：NTD 31.99)換算。

最近三年度美元對新台幣匯率最高、最低及平均匯率如下：

	<u>收盤最高</u>	<u>收盤最低</u>	<u>收盤平均</u>
民國 99 年度	USD 1：NTD 32.51	USD 1：NTD 29.08	USD 1：NTD 31.49
民國 98 年度	USD 1：NTD 35.22	USD 1：NTD 31.94	USD 1：NTD 33.03
民國 97 年度	USD 1：NTD 33.60	USD 1：NTD 29.94	USD 1：NTD 31.54

康師傅控股有限公司及子公司
綜合財務狀況表
民國 99 年及 98 年 12 月 31 日

單位：仟元

	99 年 12 月 31 日		98 年 12 月 31 日	
	美元	新台幣	美元	新台幣
資產				
非流動資產				
物業、機器及設備	\$ 2,922,936	\$ 85,145,126	\$ 2,216,638	\$ 70,910,250
無形資產	-	-	6,955	222,490
聯營公司權益	-	-	61,892	1,979,925
土地租約溢價	117,799	3,431,485	88,803	2,840,808
可供出售金融資產	112,659	3,281,757	3,408	109,022
遞延稅項資產	50,451	1,469,638	5,379	172,074
	<u>3,203,845</u>	<u>93,328,006</u>	<u>2,383,075</u>	<u>76,234,569</u>
流動資產				
按公允價值列帳及在損益帳處理的金融資產	771	22,459	4,026	128,792
存貨	309,801	9,024,503	212,923	6,811,407
應收帳款	127,730	3,720,775	115,591	3,697,756
預付款項及其他應收款項	280,704	8,176,908	171,889	5,498,729
抵押銀行存款	12,024	350,259	9,358	299,362
銀行結餘及現金	881,316	25,672,735	510,831	16,341,484
	<u>1,612,346</u>	<u>46,967,639</u>	<u>1,024,618</u>	<u>32,777,530</u>
分類為持作出售資產	75,221	2,191,188	-	-
總資產	<u>\$ 4,891,412</u>	<u>\$142,486,833</u>	<u>\$ 3,407,693</u>	<u>\$109,012,099</u>
股東權益及負債				
股本及儲備				
發行股本	\$ 27,934	\$ 813,717	\$ 27,934	\$ 893,609
儲備	<u>1,793,324</u>	<u>52,239,528</u>	<u>1,434,710</u>	<u>45,896,373</u>
本公司股東應佔權益	<u>1,821,258</u>	<u>53,053,245</u>	<u>1,462,644</u>	<u>46,789,982</u>
少數股東權益	<u>547,929</u>	<u>15,961,172</u>	<u>446,420</u>	<u>14,280,976</u>
股東權益總額	<u>2,369,187</u>	<u>69,014,417</u>	<u>1,909,064</u>	<u>61,070,958</u>
非流動負債				
長期有息借貸	177,259	5,163,555	116,983	3,742,286
其他非流動應付款項	791	23,043	1,531	48,977
員工福利責任	12,097	352,386	11,377	363,950
遞延稅項負債	<u>104,165</u>	<u>3,034,326</u>	<u>60,779</u>	<u>1,944,320</u>
	<u>294,312</u>	<u>8,573,310</u>	<u>190,670</u>	<u>6,099,533</u>
流動負債				
應付帳款	1,083,913	31,574,386	622,197	19,904,082
其他應付款項	572,249	16,669,613	406,210	12,994,658
有息借貸之即期部份	456,876	13,308,798	218,087	6,976,603
客戶預付款項	86,940	2,532,562	42,497	1,359,479
稅項	<u>25,315</u>	<u>737,426</u>	<u>18,968</u>	<u>606,786</u>
	<u>2,225,293</u>	<u>64,822,785</u>	<u>1,307,959</u>	<u>41,841,608</u>
分類為持作出售資產之相關負債	<u>2,620</u>	<u>76,321</u>	-	-
總負債	<u>2,522,225</u>	<u>73,472,416</u>	<u>1,498,629</u>	<u>47,941,141</u>
股東權益及負債	<u>\$ 4,891,412</u>	<u>\$142,486,833</u>	<u>\$ 3,407,693</u>	<u>\$109,012,099</u>
淨流動負債	<u>(\$ 612,947)</u>	<u>(\$ 17,855,146)</u>	<u>(\$ 283,341)</u>	<u>(\$ 9,064,078)</u>
總資產減流動負債	<u>\$ 2,666,119</u>	<u>\$ 77,664,048</u>	<u>\$ 2,099,734</u>	<u>\$ 67,170,491</u>

註：民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 USD 1=NTD 29.13 換算。

民國 98 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 98 年 12 月 31 日之匯率 USD 1=NTD 31.99 換算。

董事長：魏應州

經理人：林清棠

會計主管：羅惠華

康師傅控股有限公司及子公司

綜合收益表

民國 99 年及 98 年 1 月 1 日至 12 月 31 日

單位：仟元

	<u>99 年 度</u>		<u>98 年 度</u>	
	<u>美元</u>	<u>新台幣</u>	<u>美元</u>	<u>新台幣</u>
營業額與收益	\$ 6,681,482	\$194,631,571	\$ 5,081,113	\$162,544,805
銷售成本	(4,782,037)	(139,300,738)	(3,321,764)	(106,263,230)
毛利	1,899,445	55,330,833	1,759,349	56,281,575
其他淨收入	183,373	5,341,655	79,913	2,556,417
分銷成本	(1,121,477)	(32,668,625)	(1,032,759)	(33,037,960)
行政費用	(125,953)	(3,669,011)	(96,651)	(3,091,866)
其他經營費用	(92,081)	(2,682,320)	(81,650)	(2,611,984)
財務費用	(6,511)	(189,665)	(12,644)	(404,482)
應佔聯營公司業績	9,978	290,659	9,550	305,505
除稅前溢利	746,774	21,753,526	625,108	19,997,205
稅項	(134,200)	(3,909,246)	(124,613)	(3,986,370)
本年度溢利	<u>\$ 612,574</u>	<u>\$ 17,844,280</u>	<u>\$ 500,495</u>	<u>\$ 16,010,835</u>
年內應佔溢利				
本公司股東	\$ 476,787	\$ 13,888,805	\$ 383,207	\$ 12,258,792
少數權益股東	135,787	3,955,475	117,288	3,752,043
本年度溢利	<u>\$ 612,574</u>	<u>\$ 17,844,280</u>	<u>\$ 500,495</u>	<u>\$ 16,010,835</u>
每股溢利				
基本	<u>USD 8.53cents</u>	<u>NTD 2.48 元</u>	<u>USD 6.86cents</u>	<u>NTD 2.19 元</u>
攤薄	<u>USD 8.50cents</u>	<u>NTD 2.48 元</u>	<u>USD 6.85cents</u>	<u>NTD 2.19 元</u>

註：民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 USD 1=NTD 29.13 換算。

民國 98 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 98 年 12 月 31 日之匯率 USD 1=NTD 31.99 換算。

董事長：魏應州

經理人：林清棠

會計主管：羅惠華

康師傅控股有限公司及子公司

綜合全面收益表

民國 99 年及 98 年 1 月 1 日至 12 月 31 日

單位：仟元

	<u>99 年 度</u>		<u>98 年 度</u>	
	<u>美元</u>	<u>新台幣</u>	<u>美元</u>	<u>新台幣</u>
本年度溢利	\$ 612,574	\$ 17,844,280	\$ 500,495	\$ 16,010,835
其他全面收益				
匯兌差額	77,369	2,253,759	1,731	55,375
可供出售金融資產公允值之變動	<u>11,109</u>	<u>323,605</u>	<u>-</u>	<u>-</u>
稅後本年度其他全面收益	<u>88,478</u>	<u>2,577,364</u>	<u>1,731</u>	<u>55,375</u>
稅後本年度全面收益總額	<u>\$ 701,052</u>	<u>\$ 20,421,644</u>	<u>\$ 502,226</u>	<u>\$ 16,066,210</u>
應佔全面收益：				
本公司股東	\$ 545,221	\$ 15,882,287	\$ 384,941	\$ 12,314,263
少數權益股東	<u>155,831</u>	<u>4,539,357</u>	<u>117,285</u>	<u>3,751,947</u>
	<u>\$ 701,052</u>	<u>\$ 20,421,644</u>	<u>\$ 502,226</u>	<u>\$ 16,066,210</u>

註：民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 USD 1=NTD 29.13 換算。

民國 98 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 98 年 12 月 31 日之匯率 USD 1=NTD 31.99 換算。

董事長：魏應州

經理人：林清棠

會計主管：羅惠華

康師傅控股有限公司及子公司
綜合股東權益變動表
民國 99 年及 98 年 1 月 1 日至 12 月 31 日

單位：仟元

	本公司股東應佔儲備																					
	發行股本		股份贖回儲備		股份溢價		外幣換算儲備		一般儲備		購股權儲備		投資重估價儲備		保留溢利		總額		少數股東權益		股本及儲備	
	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣	美元	新台幣
民國 98 年 1 月 1 日	\$ 27,934	\$ 893,609	\$ 45	\$ 1,440	\$ 330,492	\$10,572,439	\$163,834	\$ 5,241,050	\$ 177,555	\$ 5,679,984	\$ 750	\$ 23,993	\$ -	\$ -	\$506,593	\$16,205,910	\$1,207,203	\$38,618,425	\$ 331,435	\$10,602,606	\$ 1,538,638	\$49,221,031
本年度溢利	-	-	-	-	-	-	-	-	-	-	-	-	-	-	383,207	12,258,792	383,207	12,258,792	117,288	3,752,043	500,495	16,010,835
其他全面收益																						
匯兌差異	-	-	-	-	-	-	1,734	55,471	-	-	-	-	-	-	-	-	1,734	55,471	(3)	(96)	1,731	55,375
本年度全面收益總額	-	-	-	-	-	-	1,734	55,471	-	-	-	-	-	-	383,207	12,258,792	384,941	12,314,263	117,285	3,751,947	502,226	16,066,210
與本公司股東之交易																						
權益結算股份																						
支付之款項	-	-	-	-	-	-	-	-	-	-	2,280	72,936	-	-	-	-	2,280	72,936	-	-	2,280	72,936
已付 97 年末期股息	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(130,172)	(4,164,202)	(130,172)	(4,164,202)	(2,300)	(73,577)	(132,472)	(4,237,779)
轉撥往一般儲備	-	-	-	-	-	-	-	-	51,162	1,636,672	-	-	-	-	(51,162)	(1,636,672)	-	-	-	-	-	-
出售附屬公司所產生之減少	-	-	-	-	-	-	(1,600)	(51,184)	(8)	(256)	-	-	-	-	-	-	(1,608)	(51,440)	-	-	(1,608)	(51,440)
與本公司股東之交易總額	-	-	-	-	-	-	(1,600)	(51,184)	51,154	1,636,416	2,280	72,936	-	-	(181,334)	(5,800,874)	(129,500)	(4,142,706)	(2,300)	(73,577)	(131,800)	(4,216,283)
民國 98 年 12 月 31 日	\$ 27,934	\$ 893,609	\$ 45	\$ 1,440	\$ 330,492	\$10,572,439	\$163,968	\$ 5,245,337	\$ 228,709	\$ 7,316,400	\$ 3,030	\$ 96,929	\$ -	\$ -	\$708,466	\$22,663,828	\$1,462,644	\$46,789,982	\$ 446,420	\$14,280,976	\$ 1,909,064	\$61,070,958

民國 99 年 1 月 1 日	\$ 27,934	\$ 813,717	\$ 45	\$ 1,311	\$ 330,492	\$ 9,627,232	\$163,968	\$ 4,776,388	\$ 228,709	\$ 6,662,293	\$ 3,030	\$ 88,264	\$ -	\$ -	\$708,466	\$20,637,615	\$1,462,644	\$42,606,820	\$ 446,420	\$13,004,215	\$ 1,909,064	\$55,611,035
本年度溢利	-	-	-	-	-	-	-	-	-	-	-	-	-	-	476,787	13,888,805	476,787	13,888,805	135,787	3,955,475	612,574	17,844,280
其他全面收益																						
匯兌差異	-	-	-	-	-	-	57,325	1,669,877	-	-	-	-	-	-	-	-	57,325	1,669,877	20,044	583,882	77,369	2,253,759
可供出售金融資產公允值之變動	-	-	-	-	-	-	-	-	-	-	-	-	11,109	323,605	-	-	11,109	323,605	-	-	11,109	323,605
本年度其他全面收益	-	-	-	-	-	-	57,325	1,669,877	-	-	-	-	11,109	323,605	-	-	68,434	1,993,482	20,044	583,882	88,478	2,577,364
本年度全面收益	-	-	-	-	-	-	57,325	1,669,877	-	-	-	-	11,109	323,605	476,787	13,888,805	545,221	15,882,287	155,831	4,539,357	701,052	20,421,644
與本公司股東之交易																						
權益結算股份																						
支付之款項	-	-	-	-	-	-	-	-	-	-	5,020	146,233	-	-	-	-	5,020	146,233	-	-	5,020	146,233
已付 98 年末期股息	-	-	-	-	(39,212)	(1,142,246)	-	-	-	-	-	-	-	-	(152,415)	(4,439,849)	(191,627)	(5,582,095)	(54,322)	(1,582,400)	(245,949)	(7,164,495)
轉撥往一般儲備	-	-	-	-	-	-	-	-	36,980	1,077,227	-	-	-	-	(36,980)	(1,077,227)	-	-	-	-	-	-
與本公司股東之交易總額	-	-	-	-	(39,212)	(1,142,246)	-	-	36,980	1,077,227	5,020	146,233	-	-	(189,395)	(5,517,076)	(186,607)	(5,435,862)	(54,322)	(1,582,400)	(240,929)	(7,018,262)
民國 99 年 12 月 31 日	\$ 27,934	\$ 813,717	\$ 45	\$ 1,311	\$ 291,280	\$ 8,484,986	\$221,293	\$ 6,446,265	\$ 265,689	\$ 7,739,520	\$ 8,050	\$234,497	\$ 11,109	\$ 323,605	\$995,858	\$29,009,344	\$1,821,258	\$53,053,245	\$ 547,929	\$15,961,172	\$ 2,369,187	\$69,014,417

註：民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 USD 1=NTD 29.13 換算。
民國 98 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 98 年 12 月 31 日之匯率 USD 1=NTD 31.99 換算。

董事長：魏應州

經理人：林清棠

會計主管：羅惠華

康師傅控股份有限公司及子公司
綜合現金流量表
民國 99 年及 98 年 1 月 1 日至 12 月 31 日

單位：仟元

	99 年 度		98 年 度	
	美元	新台幣	美元	新台幣
經營活動				
經營業務所得現金	\$ 1,396,225	\$ 40,672,034	\$ 1,109,552	\$ 35,494,568
已繳中國企業所得稅	(129,365)	(3,768,402)	(96,032)	(3,072,064)
已繳利息	(6,511)	(189,665)	(12,644)	(404,482)
經營活動所得現金淨額	<u>1,260,349</u>	<u>36,713,967</u>	<u>1,000,876</u>	<u>32,018,022</u>
投資活動				
已收利息	21,479	625,683	15,579	498,372
出售按公允價值列帳及在損益帳處理 的金融資產之所得	20,000	582,600	-	-
出售附屬公司之所得	-	-	6,258	200,193
出售分類為持作出售資產所得之 預收款項	9,833	286,435	-	-
前聯營公司股息收入	707	20,595	3,059	97,857
購入按公允價值列帳及在損益帳處理 的金融資產	(20,000)	(582,600)	(4,002)	(128,024)
購入物業、機器及設備	(965,633)	(28,128,889)	(497,875)	(15,927,021)
已付土地租約溢價	(32,267)	(939,938)	(9,698)	(310,239)
出售物業、機器及設備之所得	<u>2,810</u>	<u>81,855</u>	<u>14,386</u>	<u>460,208</u>
投資活動所用現金淨額	<u>(963,071)</u>	<u>(28,054,259)</u>	<u>(472,293)</u>	<u>(15,108,654)</u>
融資活動				
已付本公司股東之股息	(191,627)	(5,582,095)	(130,172)	(4,164,202)
已付少數股東之股息	(54,322)	(1,582,400)	(45,071)	(1,441,821)
新增貸款	884,801	25,774,253	328,065	10,494,799
償還貸款	(586,979)	(17,098,698)	(546,722)	(17,489,637)
融資活動所得(所用)現金淨額	<u>51,873</u>	<u>1,511,060</u>	<u>(393,900)</u>	<u>(12,600,861)</u>
現金及現金等值物的淨增加	<u>349,151</u>	<u>10,170,768</u>	<u>134,683</u>	<u>4,308,507</u>
年初之現金及現金等值物	<u>520,189</u>	<u>15,153,106</u>	<u>384,964</u>	<u>12,314,998</u>
匯率變動之影響	<u>24,000</u>	<u>699,120</u>	<u>542</u>	<u>17,341</u>
年終之現金及現金等值物	<u>\$ 893,340</u>	<u>\$ 26,022,994</u>	<u>\$ 520,189</u>	<u>\$ 16,640,846</u>

註：民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 USD 1=NTD 29.13 換算。

民國 98 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 98 年 12 月 31 日之匯率 USD 1=NTD 31.99 換算。

董事長：魏應州

經理人：林清棠

會計主管：羅惠華

附 件 三

康師傅控股有限公司及子公司
合併資產負債表
(依中華民國會計原則重編)
民國 99 年及 98 年 12 月 31 日

單位：新台幣仟元

	99 年 12 月 31 日			98 年 12 月 31 日		
	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國會計 原則編製之金額	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國會計 原則編製之金額
<u>資產</u>						
流動資產						
現金及約當現金	\$ 25,672,735	\$ -	\$ 25,672,735	\$ 16,341,484	\$ -	\$ 16,341,484
公平價值變動列入損益之金融資產	22,459	-	22,459	128,792	-	128,792
應收帳款淨額	3,720,775	-	3,720,775	3,697,756	-	3,697,756
其他應收款	-	4,474,834	4,474,834	-	2,409,551	2,409,551
其他應收款-關係人	-	111,451	111,451	-	-	-
其他金融資產-流動	350,259	-	350,259	299,362	-	299,362
存貨	9,024,503	-	9,024,503	6,811,407	-	6,811,407
待出售非流動資產	2,191,188	-	2,191,188	-	-	-
其他流動資產	8,176,908	(4,586,285)	3,590,623	5,498,729	(2,409,551)	3,089,178
流動資產合計	49,158,827	(-)	49,158,827	32,777,530	-	32,777,530
基金及投資						
備供出售金融資產-非流動	3,281,757	(99,275)	3,182,482	109,022	(109,022)	-
以成本衡量之金融資產-非流動	-	99,275	99,275	-	109,022	109,022
採權益法之長期股權投資	-	-	-	1,979,925	356,529	2,336,454
基金及投資合計	3,281,757	-	3,281,757	2,088,947	356,529	2,445,476
固定資產淨額	85,145,126	-	85,145,126	70,910,250	-	70,910,250
無形資產						
商標權	-	-	-	222,490	-	222,490
土地使用權	-	3,431,485	3,431,485	-	2,840,808	2,840,808
無形資產合計	-	3,431,485	3,431,485	222,490	2,840,808	3,063,298
其他資產						
土地租約溢價	3,431,485	(3,431,485)	-	2,840,808	(2,840,808)	-
其他應收款-關係人	-	-	-	-	1,149,401	1,149,401
遞延所得稅資產-非流動	1,469,638	-	1,469,638	172,074	-	172,074
其他資產合計	4,901,123	(3,431,485)	1,469,638	3,012,882	(1,691,407)	1,321,475
資產總計	\$ 142,486,833	\$ -	\$ 142,486,833	\$ 109,012,099	\$ 1,505,930	\$ 110,518,029

康師傅控股有限公司及子公司
合併資產負債表
(依中華民國會計原則重編)
民國 99 年及 98 年 12 月 31 日

單位：新台幣仟元

	99 年 12 月 31 日			98 年 12 月 31 日		
	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國會計 原則編製之金額	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國會計 原則編製之金額
<u>負債</u>						
<u>流動負債</u>						
短期借款	\$ 10,956,317	\$ -	\$ 10,956,317	\$ 4,395,106	\$ -	\$ 4,395,106
應付帳款	31,574,386	(2,761,495)	28,812,891	19,904,082	-	19,904,082
應付帳款-關係人	-	2,761,495	2,761,495	-	-	-
應付所得稅	737,426	-	737,426	606,786	-	606,786
其他應付款項	16,669,613	-	16,669,613	12,994,658	-	12,994,658
預收款項	2,532,562	-	2,532,562	1,359,479	-	1,359,479
一年或一營業週期內到期長期負債	2,352,481	-	2,352,481	2,581,497	-	2,581,497
與待出售非流動資產直接相關之負債	76,321	-	76,321	-	-	-
流動負債合計	64,899,106	-	64,899,106	41,841,608	-	41,841,608
<u>長期負債</u>						
長期借款	5,163,555	-	5,163,555	3,742,286	-	3,742,286
其他應付款-關係人	-	-	-	-	1,505,930	1,505,930
長期應付款	23,043	-	23,043	48,977	-	48,977
長期負債合計	5,186,598	-	5,186,598	3,791,263	1,505,930	5,297,193
<u>其他負債</u>						
應付退休金負債	352,386	-	352,386	363,950	-	363,950
遞延所得稅負債-非流動	3,034,326	-	3,034,326	1,944,320	-	1,944,320
其他負債合計	3,386,712	-	3,386,712	2,308,270	-	2,308,270
負債總計	73,472,416	-	73,472,416	47,941,141	1,505,930	49,447,071
<u>股東權益</u>						
<u>股本</u>						
普通股股本	813,717	-	813,717	893,609	-	893,609
<u>資本公積</u>						
普通股溢價	-	8,484,986	8,484,986	-	10,572,439	10,572,439
庫藏股交易	-	1,311	1,311	-	1,440	1,440
員工認股權	-	234,497	234,497	-	96,929	96,929
<u>保留盈餘</u>						
法定盈餘公積	-	7,739,520	7,739,520	-	7,316,400	7,316,400
未分配盈餘	52,239,528	(25,230,046)	27,009,482	45,896,373	(23,232,545)	22,663,828
<u>股東權益其他調整項目</u>						
金融商品之未實現損益	-	2,323,467	2,323,467	-	-	-
累積換算調整數	-	6,446,265	6,446,265	-	5,245,337	5,245,337
母公司股東權益合計	53,053,245	-	53,053,245	46,789,982	-	46,789,982
少數股權	15,961,172	-	15,961,172	14,280,976	-	14,280,976
股東權益總計	69,014,417	-	69,014,417	61,070,958	-	61,070,958
負債及股東權益總計	\$ 142,486,833	\$ -	\$ 142,486,833	\$ 109,012,099	\$ 1,505,930	\$ 110,518,029

註：民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 USD 1=NTD 29.13 換算。
民國 98 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 98 年 12 月 31 日之匯率 USD 1=NTD 31.99 換算。
董事長：魏應州
經理人：林清棠

會計主管：羅惠華

康師傅控股有限公司及子公司
合併損益表
(依中華民國會計原則重編)
民國 99 年及 98 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元
(除每股盈餘為新台幣元外)

	99 年 度			98 年 度		
	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國會計 原則編製之金額	依香港財務報告 準則編製之金額	調節金額增(減)	依中華民國會計 原則編製之金額
營業收入	\$ 194,631,571	\$ -	\$ 194,631,571	\$ 162,544,805	\$ -	\$ 162,544,805
營業成本	(139,300,738)	(214,193)	(139,514,931)	(106,263,230)	(458,705)	(106,721,935)
營業毛利	55,330,833	(214,193)	55,116,640	56,281,575	(458,705)	55,822,870
營業費用	(36,337,636)	(79,904)	(36,417,540)	(36,129,826)	(140,532)	(36,270,358)
營業淨利	18,993,197	(294,097)	18,699,100	20,151,749	(599,237)	19,552,512
營業外收入及利益	-	3,056,552	3,056,552	-	2,425,578	2,425,578
營業外費用及損失	-	(2,001,988)	(2,001,988)	-	(1,980,885)	(1,980,885)
其他淨收入	5,341,655	(5,341,655)	-	2,556,417	(2,556,417)	-
其他經營費用	(2,682,320)	2,682,320	-	(2,611,984)	2,611,984	-
財務費用	(189,665)	189,665	-	(404,482)	404,482	-
應佔聯營公司業績	290,659	(290,659)	-	305,505	(305,505)	-
繼續營業單位稅前淨利	21,753,526	(1,999,862)	19,753,664	19,997,205	-	19,997,205
所得稅費用	(3,909,246)	-	(3,909,246)	(3,986,370)	-	(3,986,370)
合併總損益	<u>\$ 17,844,280</u>	<u>(\$ 1,999,862)</u>	<u>\$ 15,844,418</u>	<u>\$ 16,010,835</u>	<u>\$ -</u>	<u>\$ 16,010,835</u>
歸屬於						
合併淨損益	\$ 13,888,805	(\$ 1,999,862)	\$ 11,888,943	\$ 12,258,792	\$ -	\$ 12,258,792
少數股權淨利	3,955,475	-	3,955,475	3,752,043	-	3,752,043
	<u>\$ 17,844,280</u>	<u>(\$ 1,999,862)</u>	<u>\$ 15,844,418</u>	<u>\$ 16,010,835</u>	<u>\$ -</u>	<u>\$ 16,010,835</u>
基本每股盈餘						
合併淨損益	<u>\$ 2.48</u>	<u>(\$ 0.36)</u>	<u>\$ 2.12</u>	<u>\$ 2.19</u>	<u>\$ -</u>	<u>\$ 2.19</u>
稀釋每股盈餘						
合併淨損益	<u>\$ 2.48</u>	<u>(\$ 0.36)</u>	<u>\$ 2.12</u>	<u>\$ 2.19</u>	<u>\$ -</u>	<u>\$ 2.19</u>

註：民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 USD 1=NTD 29.13 換算。

民國 98 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 98 年 12 月 31 日之匯率 USD 1=NTD 31.99 換算。

董事長：魏應州

經理人：林清棠

會計主管：羅惠華

康師傅控股有限公司及子公司
合併資產負債表及損益表重編說明

民國 99 年及 98 年度

(除另予註明者外，金額係以新台幣仟元為單位)

一、合併財務報表重編原則

康師傅控股有限公司及子公司(以下簡稱合併公司)如附件四所列之民國 99 年及 98 年度財務報告，係包括康師傅控股有限公司(以下簡稱本公司)及子公司之合併財務資訊。

合併公司民國 99 年及 98 年度依香港法令及香港財務報告準則(以下簡稱香港一般公認會計原則)編製之合併資產負債表及合併損益表，因適用之會計原則及報表格式不同，與「證券發行人財務報告編製準則」及「中華民國財務會計準則公報」(以下簡稱中華民國一般公認會計原則)規定部分不同，爰依中華民國行政院金融監督管理委員會(原財政部證券暨期貨管理委員會)民國 82 年 8 月 24 日(82)台財證(六)第 01972 號函「募集與發行台灣存託憑證外國公司財務報告複核要點」規定，就上述合併資產負債表及合併損益表依中華民國一般公認會計原則及報表格式予以重編(以下簡稱重編合併財務報表)。

因適用之會計原則不同對合併公司民國 99 年及 98 年度合併損益表之損益影響金額，已達證券交易法施行細則第六條所訂應重編財務報表之標準，故上述重編合併財務報表已依中華民國一般公認會計原則規定之格式與分類將上述合併資產負債表及合併損益表予以重分類，並執行相關損益調整。

二、中華民國一般公認會計原則與香港財務報告準則之特定重大差異彙總說明

現行已發佈生效之中華民國與香港一般公認會計原則在特定方面可能有重大差異；其中影響合併公司民國 99 年及 98 年 12 月 31 日合併資產負債表及民國 99 年及 98 年度合併損益表，進而影響重編合併財務報表之主要差異，彙總說明如下：

項 目	中華民國一般 公認會計原則	香港一般 公認會計原則	對重編合併 財務報表之影響
(一)綜合全面收益表	未有相關揭露規定。	分別揭露合併損益表及綜合合併全面收益表。	不影響重編財務報表之表達。
(二)可供出售金融資產	投資於非上市櫃公司股票，因無活絡市場公開報價，應予重分類至以成本衡量之金融資產。	指定為該類別或不能歸類於其他非衍生性金融工具。	已予重分類。 99 年 12 月 31 日 \$ 99,275 98 年 12 月 31 日 \$ 109,022

項 目	中華民國一般 公認會計原則	香港一般 公認會計原則	對重編合併 財務報表之影響
(三)預付款項及其他應收款	金融資產與預付款項應予以分開列示。	無分類表達的特殊規定。	已予重分類。 99年12月31日 \$ 4,474,834 98年12月31日 \$ 2,409,551
(四)預付款項及其他應收款	應收款項應區分為關係人與非關係人。	無分類表達的特殊規定。	已予重分類。 99年12月31日 \$ 111,451 98年12月31日 \$ 0
(五)聯營公司權益	採權益法認列之長期股權投資與應收關係人款及應付關係人款應分開列示。	與權益法轉投資相關的資產及負債科目皆彙整於聯營公司權益表達。	已予重分類。 99年12月31日 \$ 0 98年12月31日 \$ 356,529
(六)土地租約溢價	分類為無形資產下之項目，並列示為土地使用權。	分類為非流動資產下獨立之項目。	已予重分類。 99年12月31日 \$ 3,431,485 98年12月31日 \$ 2,840,808
(七)應付帳款	應付款項應區分為關係人與非關係人。	無分類表達的特殊規定。	已予重分類。 99年12月31日 \$ 2,761,495 98年12月31日 \$ 0
(八)員工福利責任	於資產負債表日應將累積給付義務超過退休基金資產公平價值部分認列為最低退休金負債。	無補列最低退休金負債之規定。	註 1
(九)遞延所得稅資產及負債	應區分流動及非流動之遞延所得稅資產及負債。	僅以非流動表達。	註 1

項 目	中華民國一般 公認會計原則	香港一般 公認會計原則	對重編合併 財務報表之影響
(十)儲備	應依各交易產生之性質區分為資本公積-普通股溢價、資本公積-庫藏股交易、資本公積-員工認股權、法定盈餘公積、未分配盈餘、金融商品之未實現損益及累積換算調整數。	皆列入儲備項下表達。	已予重分類。 99 年 12 月 31 日 \$ 25,230,046 98 年 12 月 31 日 \$ 23,232,545
(十一)租金費用	依實際收取或支付之金額認為租金費用。	若租賃合約中明訂租金的調整金額或調幅，則需於租賃合約期間以直線法認列租金費用。	註 1
(十二)其他淨收入	1. 非因經常營業活動所發生之收入及費用或利益及損失應帳列營業外收入或支出項下。 2. 出售下腳及廢品收入分類為銷貨成本的減項。	分類為營業溢利之一部分。	已予重分類。 99 年度 \$ 3,341,793 98 年度 \$ 2,556,417
(十三)其他淨收入	對原採權益法之長期股權投資於喪失對被投資公司之影響力時，以改變時之帳面價值轉列備供出售金融資產。	對原採權益法之長期股權投資於喪失對被投資公司之影響力時，以改變時之公平價值轉列備供出售金融資產，並認列處分投資損益。	已予重分類。 99 年度 \$ 1,999,862 98 年度 \$ 0
(十四)財務費用及其他經營費用	1. 非因經常營業活動所發生之收入及費用或利益及損失應帳列營業外收入或支出項下。 2. 存貨盤盈虧及報廢損失分類為銷貨成本。	1. 分類為營業溢利之一部分。 2. 存貨盤盈虧及報廢損失分類為營業溢利之一部分。	已予重分類。 99 年度 \$ 2,871,985 98 年度 \$ 3,016,466
(十五)應佔聯營公司業績	採權益法認列之投資收益應帳列營業外收入。	分類為營業溢利之一部分。	已予重分類。 99 年度 \$ 290,659 98 年度 \$ 305,505

註 1：金額未具重大性，故不予調整或重分類。

附 件 四



MAZARS CPA LIMITED

瑪澤會計師事務所有限公司

42nd Floor, Central Plaza,

18 Harbour Road, Wan Chai, Hong Kong

香港灣仔港灣道18號中環廣場42樓

致康師傅控股有限公司

(在開曼群島註冊成立之有限公司)

全體股東

本核數師已審核列載於第65頁至181頁之康師傅控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之賬目，此賬目包括於2010年12月31日之綜合及公司財務狀況表，截至該日止年度之綜合收益表，綜合全面收益表，綜合股東權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註說明。

董事編製綜合財務報表之責任

貴公司董事負責遵照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製反映真實兼公平觀點之綜合財務報表，並對董事釐定就確保編製並無重大錯誤陳述(不論其由欺詐或錯誤引起)之綜合財務報表而言屬必要之有關內部監控負責。

核數師之責任

本核數師之責任是根據我們之審核對此賬目作出意見，並將此意見僅向閣下匯報而不作其他用途。我們不就此報告之內容，對任何其他人士負責或承擔責任。我們的審核工作已根據香港會計師公會頒佈之香港審計準則進行。該等準則要求我們遵守操守規定，並策劃及進行審核工作，就該等賬目是否存在有重大錯誤陳述，作出合理之確定。

To the shareholders of

Tingyi (Cayman Islands) Holding Corp.

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Tingyi (Cayman Islands) Holdings Corp. (the "Company") and its subsidiaries (together "the Group") set out on pages 65 to 181, which comprise the consolidated and the Company's statements of financial position as at 31 December 2010, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

審核包括進程序以獲取有關該賬目所載金額及披露資料之憑證。所選定之程序取決於我們之判斷，包括評估由於欺詐或錯誤而導致賬目存有重大錯誤陳述之風險。在作出該等風險評估時，我們考慮與貴集團編製及真實而公平地呈列賬目相關之內部監控，以設計適當之審核程序，但並非旨在就貴集團之內部監控之效能發表意見。審核亦包括評估所採用之會計政策之合適性及董事所作出之會計估計之合理性，以及就賬目之整體呈列方式作出評估。

本核數師相信，我們所獲得之審核憑證就提出審核意見而言屬充分恰當。

意見

本核數師認為，本賬目已根據香港財務報告準則真實兼公平地反映貴集團於2010年12月31日之財務狀況及截至該日止年度其溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

瑪澤會計師事務所有限公司
香港執業會計師
香港
2011年3月21日

陳志明
執業牌照號碼：P05132

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of the affairs of the Company and the Group as at 31 December 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 21 March 2011

Chan Chi Ming Andy
Practising Certificate number: P05132

綜合收益表

Consolidated Income Statement

截止2010年12月31日年度
Year ended 31 December 2010

		附註 Note	2010 千美元 US\$'000	2009 千美元 US\$'000
營業額與收益	Turnover and revenue	6	6,681,482	5,081,113
銷售成本	Cost of sales		(4,782,037)	(3,321,764)
毛利	Gross profit		1,899,445	1,759,349
其他淨收入	Other net income	8	183,373	79,913
分銷成本	Distribution costs		(1,121,477)	(1,032,759)
行政費用	Administrative expenses		(125,953)	(96,651)
其他經營費用	Other operating expenses		(92,081)	(81,650)
財務費用	Finance costs	9	(6,511)	(12,644)
應佔聯營公司業績	Share of results of associates		9,978	9,550
除稅前溢利	Profit before taxation	9	746,774	625,108
稅項	Taxation	11	(134,200)	(124,613)
本年度溢利	Profit for the year		612,574	500,495
年內應佔溢利	Attributable to:			
本公司股東	Owners of the Company		476,787	383,207
少數權益股東	Non-controlling interests		135,787	117,288
本年度溢利	Profit for the year		612,574	500,495
每股溢利	Earnings per share	14		
基本	Basic		US\$8.53 cents	US\$6.86 cents
攤薄	Diluted		US\$8.50 cents	US\$6.85 cents

綜合全面收益表

Consolidated Statement of Comprehensive Income

截止2010年12月31日止年度
Year ended 31 December 2010

		2010 千美元 US\$'000	2009 千美元 US\$'000
本年度溢利	Profit for the year	612,574	500,495
其他全面收益	Other comprehensive income		
匯兌差額	Exchange differences on consolidation	77,369	1,731
可供出售金融資產 公允值之變動	Fair value change in available-for-sale financial assets	11,109	—
稅後本年度其他全面收益	Other comprehensive income for the year, net of tax	88,478	1,731
稅後本年度全面收益總額	Total comprehensive income for the year, net of tax	701,052	502,226
應佔全面收益：	Attributable to:		
本公司股東	Owners of the Company	545,221	384,941
少數權益股東	Non-controlling interests	155,831	117,285
		701,052	502,226

綜合財務狀況表

Consolidated Statement of Financial Position

於2010年12月31日

At 31 December 2010

		附註 Note	2010 千美元 US\$'000	2009 千美元 US\$'000
資產	ASSETS			
非流動資產	Non-current assets			
物業、機器及設備	Property, plant and equipment	15	2,922,936	2,216,638
無形資產	Intangible assets	16	—	6,955
聯營公司權益	Interests in associates	18	—	61,892
土地租約溢價	Prepaid lease payments	19	117,799	88,803
可供出售金融資產	Available-for-sale financial assets	20	112,659	3,408
遞延稅項資產	Deferred tax assets	32	50,451	5,379
			3,203,845	2,383,075
流動資產	Current assets			
按公允價值列賬及在損益賬 處理的金融資產	Financial assets at fair value through profit or loss	21	771	4,026
存貨	Inventories	23	309,801	212,923
應收賬款	Trade receivables	24	127,730	115,591
預付款項及其他應收款項	Prepayments and other receivables		280,704	171,889
抵押銀行存款	Pledged bank deposits	26	12,024	9,358
銀行結餘及現金	Bank balances and cash	26	881,316	510,831
			1,612,346	1,024,618
分類為持作出售資產	Assets classified as held for sale	22	75,221	—
總資產	Total assets		4,891,412	3,407,693
股東權益及負債	EQUITY AND LIABILITIES			
股本及儲備	Capital and reserves			
發行股本	Issued capital	27	27,934	27,934
儲備	Reserves	28	1,793,324	1,434,710
本公司股東應佔權益	Total capital and reserves attributable to owners of the Company		1,821,258	1,462,644
少數股東權益	Non-controlling interests		547,929	446,420
股東權益總額	Total equity		2,369,187	1,909,064

綜合財務狀況表

Consolidated Statement of Financial Position

於2010年12月31日
At 31 December 2010

	附註 Note	2010 千美元 US\$'000	2009 千美元 US\$'000
非流動負債			
長期有息借貸			
Long-term interest-bearing borrowings	30	177,259	116,983
其他非流動應付款項			
Other non-current payables		791	1,531
員工福利責任	31	12,097	11,377
遞延稅項負債	32	104,165	60,779
		294,312	190,670
流動負債			
應付賬款	33	1,083,913	622,197
其他應付款項		572,249	406,210
有息借貸			
之即期部份	30	456,876	218,087
客戶預付款項		86,940	42,497
稅項		25,315	18,968
		2,225,293	1,307,959
分類為持作出售資產之 相關負債	22	2,620	—
總負債		2,522,225	1,498,629
股東權益及負債		4,891,412	3,407,693
淨流動負債		(612,947)	(283,341)
總資產減流動負債		2,666,119	2,099,734

於2011年3月21日經董事會批准及授權簽發

Approved and authorised for issue by the Board of Directors on 21 March 2011

魏應州 Wei Ing-Chou
董事 Director

井田毅 Takeshi Ida
董事 Director

財務狀況表

Statement of Financial Position

於2010年12月31日

At 31 December 2010

		Note	2010 US\$'000	2009 US\$'000
資產	ASSETS			
非流動資產	Non-current assets			
物業、機器及設備	Property, plant and equipment	15	120	131
附屬公司權益	Interest in subsidiaries	17	452,865	528,251
聯營公司權益	Interests in associates	18	—	62,601
可供出售金融資產	Available-for-sale financial assets	20	76,735	2,712
			529,720	593,695
流動資產	Current assets			
按公允價值列賬及在損益賬 處理的金融資產	Financial assets at fair value through profit or loss	21	771	4,026
預付款項及其他應收款項	Prepayments and other receivables		1,155	979
應收附屬公司款項	Amounts due from a subsidiary	25	25,000	5,000
銀行結餘及現金	Bank balances and cash		60,196	6,312
			87,122	16,317
分類為持作出售資產	Assets classified as held for sale	22	19,482	—
總資產	Total assets		636,324	610,012
股東權益及負債	EQUITY AND LIABILITIES			
股本及儲備	Capital and reserves			
發行股本	Issued capital	27	27,934	27,934
儲備	Reserves	28	350,628	484,749
股東權益總額	Total equity		378,562	512,683
非流動負債	Non-current liabilities			
長期有息借貸	Long-term interest-bearing borrowings	30	65,000	65,000
員工福利責任	Employee benefit obligations	31	7,814	8,246
			72,814	73,246

財務狀況表

Statement of Financial Position

於2010年12月31日
At 31 December 2010

		Note	2010 US\$'000	2009 US\$'000
流動負債	Current liabilities			
應付賬款	Trade payables	33	2,126	2,818
其他應付款項	Other payables		25,822	765
有息借貸 之即期部份	Current portion of interest-bearing borrowings	30	157,000	20,500
			184,948	24,083
總負債	Total liabilities		257,762	97,329
股東權益及負債	Total equity and liabilities		636,324	610,012
淨流動負債	Net current liabilities		97,826	7,766
總資產減流動負債	Total assets less current liabilities		451,376	585,929

於2011年3月21日經董事會批准及授權簽發

Approved and authorised for issue by the Board of Directors on 21 March 2011

魏應州 Wei Ing-Chou
董事 Director

井田毅 Takeshi Ida
董事 Director

綜合股東權益變動表

Consolidated Statement of Changes in Equity

截止2010年12月31日止年度

Year ended 31 December 2010

		本公司股東應佔儲備										
		Attributable to owners of the Company										
		股份 贖回儲備	股份 溢價	外幣換算 儲備	購股權儲備	投資 重估儲備				少數股東 權益	股本及儲備	
		發行股本	Capital redemption	Share premium	Exchange translation reserve	一般儲備	Share- based payment reserve	Investment revaluation reserve	保留溢利	總額	Non- controlling interests	Capital and reserves
		Issued capital	reserve	premium	reserve	reserve	reserve	reserve	profits	Total	interests	and 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	千美元
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
於2009年1月1日	At 1 January 2009	27,934	45	330,492	163,834	177,555	750	—	506,593	1,207,203	331,435	1,538,638
本年度溢利	Profit for the year	—	—	—	—	—	—	—	383,207	383,207	117,288	500,495
其他全面收益	Other comprehensive income											
匯兌差額	Exchange differences on consolidation	—	—	—	1,734	—	—	—	—	1,734	(3)	1,731
本年度全面收益總額	Total comprehensive income for the year	—	—	—	1,734	—	—	—	383,207	384,941	117,285	502,226
與本公司股東之交易	Transactions with owners of the Company											
權益結算股份支付之款項	Equity settled share-based transactions	—	—	—	—	—	2,280	—	—	2,280	—	2,280
已付2008年末期股息	2008 final dividend paid	—	—	—	—	—	—	—	(130,172)	(130,172)	(2,300)	(132,472)
轉撥往一般儲備	Transfer to general reserve	—	—	—	—	51,162	—	—	(51,162)	—	—	—
出售附屬公司所產生之減少	Realisation upon disposal of a subsidiary	—	—	—	(1,600)	(8)	—	—	—	(1,608)	—	(1,608)
與本公司股東之交易總額	Total transactions with owners of the Company	—	—	—	(1,600)	51,154	2,280	—	(181,334)	(129,500)	(2,300)	(131,800)
於2009年12月31日	At 31 December 2009	27,934	45	330,492	163,968	228,709	3,030	—	708,466	1,462,644	446,420	1,909,064

綜合股東權益變動表

Consolidated Statement of Changes in Equity

截止2010年12月31日止年度
Year ended 31 December 2010

		本公司股東應佔儲備										
		Attributable to owners of the Company								少數股東		
		股份 贖回儲備	外幣換算 儲備	購股權儲備	投資 重估價儲備				權益 股本及儲備			
		發行股本	Capital redemption	股份溢價	Exchange translation	一般儲備	Share- based	Investment	保留溢利	總額	controlling	Capital and
		Issued capital	reserve	Share premium	reserve	General reserve	payment reserve	revaluation reserve	Retained profits	Total	interests	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	千美元
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
於2010年1月1日	At 1 January 2010	27,934	45	330,492	163,968	228,709	3,030	—	708,466	1,462,644	446,420	1,909,064
本年度溢利	Profit for the year	—	—	—	—	—	—	—	476,787	476,787	135,787	612,574
其他全面收益	Other comprehensive income											
匯兌差額	Exchange differences on consolidation	—	—	—	57,325	—	—	—	—	57,325	20,044	77,369
可供出售金融資產 公允值之變動	Fair value change in available-for-sale financial assets	—	—	—	—	—	—	11,109	—	11,109	—	11,109
本年度其他 全面收益總額	Total other comprehensive income	—	—	—	57,325	—	—	11,109	—	68,434	20,044	88,478
本年度 全面收益總額	Total comprehensive income for the year	—	—	—	57,325	—	—	11,109	476,787	545,221	155,831	701,052
與本公司股東 之交易	Transactions with owners of the Company											
權益結算股份支付 之款項	Equity settled share-based transactions	—	—	—	—	—	5,020	—	—	5,020	—	5,020
已付2009年末期股息	2009 final dividend paid	—	—	(39,212)	—	—	—	—	(152,415)	(191,627)	(54,322)	(245,949)
轉撥往一般儲備	Transfer to general reserve	—	—	—	—	36,980	—	—	(36,980)	—	—	—
與本公司股東 之交易總額	Total transactions with owners of the Company	—	—	(39,212)	—	36,980	5,020	—	(189,395)	(186,607)	(54,322)	(240,929)
於2010年12月31日	At 31 December 2010	27,934	45	291,280	221,293	265,689	8,050	11,109	995,858	1,821,258	547,929	2,369,187

綜合現金流量表

Consolidated Statement of Cash Flows

截至2010年12月31日

At 31 December 2010

	Note	2010 US\$'000	2009 US\$'000
經營活動			
OPERATING ACTIVITIES			
經營業務所得現金	34	1,396,225	1,109,552
已繳中國企業所得稅		(129,365)	(96,032)
已繳利息		(6,511)	(12,644)
經營活動所得現金淨額		1,260,349	1,000,876
投資活動			
INVESTING ACTIVITIES			
已收利息		21,479	15,579
出售按公允價值列賬及在損益賬處理的金融資產之所得		20,000	—
出售附屬公司之所得		—	6,258
出售分類為持作出售資產所得之預收款項		9,833	—
前聯營公司股息收入		707	3,059
購入按公允價值列賬及在損益賬處理的金融資產		(20,000)	(4,002)
購入物業、機器及設備		(965,633)	(497,875)
已付土地租約溢價		(32,267)	(9,698)
出售物業、機器及設備之所得		2,810	14,386
投資活動所用現金淨額		(963,071)	(472,293)

綜合現金流量表

Consolidated Statement of Cash Flows

截至2010年12月31日
At 31 December 2010

	Note	2010 US\$'000	2009 US\$'000
融資活動	FINANCING ACTIVITIES		
已付本公司股東之股息	Dividends paid to owners of the Company	(191,627)	(130,172)
已付少數股東之股息	Dividends paid to non-controlling interests	(54,322)	(45,071)
新增貸款	Proceeds from borrowings	884,801	328,065
償還貸款	Repayments of borrowings	(586,979)	(546,722)
融資活動所得(所用)現金淨額	Net cash from (used in) financing activities	51,873	(393,900)
現金及現金等值物的淨增加	Net increase in cash and cash equivalents	349,151	134,683
年初之現金及現金等值物	Cash and cash equivalents at beginning of year	520,189	384,964
匯率變動之影響	Effect on exchange rate changes	24,000	542
年終之現金及現金等值物	Cash and cash equivalents at end of year	893,340	520,189

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1. 一般資料

康師傅控股有限公司(「本公司」)及其附屬公司(統稱為「本集團」)主要從事生產及銷售方便麵、飲品及糕餅產品。本公司為開曼群島註冊成立有限責任公司及股票於香港聯合交易所有限公司之主板上市。其主要營運地址為中國天津經濟技術開發區第3大街15號。

本公司為一家投資控股公司及從事機械備件及原材料銷售。本公司及其附屬公司(統稱為「本集團」)主要從事生產及銷售方便麵、飲品及糕餅產品。其附屬公司經營之主要業務載於綜合財務狀況表賬目附註39。

2. 賬目編製

本賬目乃按照香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)，此統稱已包括所有適用個別的香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港普遍接納之會計原則及香港公司條例之披露規定而編製。本賬目同時亦符合香港聯合交易所有限公司證券上市規則之適用披露規定。

除詳載於附註4，於年內生效的新訂或經修訂之香港財務報告準則外，本賬目採用之會計政策與2009年度的賬目是一致的。本集團所採用之主要會計政策概要載於附註3。

1. GENERAL INFORMATION

Tingyi (Cayman Islands) Holding Corp. (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The address of its principal place of business is No. 15, The 3rd Street, Tianjin Economic-Technological Development Area, Tianjin, PRC.

The Company is an investment holding company and engaged in trading of spare parts of machineries and raw materials. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the manufacture and sale of instant noodles, beverages and bakery products. The principal activities of its subsidiaries are set out in note 39 to the consolidated financial statements.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

These financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2009 financial statements except for the adoption of the new / revised HKFRS effective from the current year that are relevant to the Group as detailed in note 4 to the financial statements. A summary of the principal accounting policies adopted by the Group is set out in note 3 to the financial statements.

2. 賬目編製 (續)

在編製賬目時，於結算日，基於本集團流動負債較流動資產超出612,947,000美元（2009年：淨流動負債283,341,000美元），因此董事已審慎評估本集團在可見未來之營運資金及融資需求。

董事基於本集團現有可動用之銀行信貸與業務持續錄得溢利的情況下，認為本集團在可見將來有充份資源完全兌現其財務承擔。故此，賬目以持續經營之準則編製。

3. 主要會計政策**(a) 編製基準**

編製賬目時以原值作為衡量標準，除按公允價值列賬及在損益賬處理的金融資產乃以公允價值計量。詳情載於下列之會計政策。

(b) 綜合基準

綜合賬目包括本公司及各附屬公司截至每年12月31日之賬目。編製子公司財務報表的呈報年度與本公司相同，會計政策亦貫徹一致。

本集團內部各公司之間進行交易所致的所有結餘、交易、收支及損益均全數抵銷。附屬公司的業績自本集團取得控制權之日期起合併，並繼續合併附屬公司直至控制權終止日期。

2. BASIS OF PREPARATION (Continued)

In preparing the financial statements, the directors have carefully assessed the working capital and financing requirements of the Group in the foreseeable future, as the Group's current liabilities exceeded its current assets by US\$612,947,000 (2009: net current liabilities of US\$283,341,000) at the end of the reporting period.

Taking into account the existing banking facilities of the Group and continuing profitable operations, the directors are satisfied that the Group has sufficient resources to meet in full its financial obligations as they fall due in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

3. PRINCIPAL ACCOUNTING POLICIES**(a) Basis of measurement**

The measurement basis used in the preparation of these financial statements is historical cost, except for available-for-sale financial assets at fair value and financial assets at fair value through profit or loss, which have been measured at fair value as explained in the accounting policies set out below.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries as at 31 December each year. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All inter-group balance, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceased.

3. 主要會計政策 (續)

(b) 綜合基準 (續)

少數股東權益於綜合損益表及綜合財務狀況表之權益內呈列，與本公司股東應佔權益分開呈列。就於2010年1月1日或之後進行之各業務合併而言，於被收購方之非控股權益初步以公平值或非控股權益應佔被收購方資產淨值之比例計量。按逐項收購基準選擇計量基準。就於2010年1月1日之前進行之各業務合併而言，於被收購方之非控股權益乃以非控股權益應佔被收購方資產淨值之比例計量。

分配全面收益總額

損益及其他全面收益各部份由本公司股東及非控股權益分佔。由2010年1月1日起，即使導致非控股權益出現虧絀餘，全面收益總額由本公司股東及非控股權益分佔。於2010年1月1日之前，非控股權益應佔之虧損超逾附屬公司權益中非控股權益之部分在本集團之權益中進行分配，惟非控股權益具約束責任且可作出額外投資以彌補損失除外。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Basis of consolidation (Continued)

Non-controlling interests are presented separately in the consolidated income statement and within equity in the consolidated statement of financial position, separately from owners of the Company. For each business combination occurs on or after 1 January 2010, the non-controlling interest in the acquiree is measured initially either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. For each business combination occurred prior to 1 January 2010, the non-controlling interest in the acquiree was measured at the non-controlling interest's proportionate share of the acquiree's net assets.

Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. From 1 January 2010, total comprehensive income is attributed to the owners of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interest in excess of the non-controlling interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the non-controlling interest has a binding obligation and is able to make an additional investment to cover the losses.

3. 主要會計政策 (續)

(b) 綜合基準 (續)

擁有權變動

由2010年1月1日起，不導致失去於附屬公司控制權之本集團擁有權變動，按權益交易入賬。控股及非控股權益之面值乃經調整以反映其於附屬公司相關權益之變動。非控股權益之調整金額與已付或已收代價公平值之差額，直接於權益確認，並由本公司股東分佔。

倘本集團失去於附屬公司之控制權，出售損益根據下列兩項之差額計算：(i)已收代價之公平值與於控制權失去當日所釐定任何保留權益之公平值之總額與(ii)於控制權失去當日附屬公司之資產（包括商譽）及負債以及任何非控股權益之賬面值。倘母公司直接出售相關資產或負債，先前於其他全面收益表就所售附屬公司確認之金額則須按相同基準確認。由控制權失去當日起，於前附屬公司保留之任何投資及欠收或欠付前附屬公司之任何金額入賬為財務資產、聯營公司、共同控制公司或其他公司（如適用）。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Basis of consolidation (Continued)

Changes in ownership interest

From 1 January 2010, changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary is recognised on the same basis as would be required if the Company had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary is accounted for as a financial asset, associate, jointly controlled entity or others as appropriate from the date when control is lost.

3. 主要會計政策 (續)**(b) 綜合基準 (續)***擁有權變動 (續)*

於2010年1月1日之前，本集團於附屬公司之擁有權增加如收購般處理入賬。就本集團於附屬公司之擁有權減少而言，不論出售是否導致失去控制權，已收代價與攤佔所出售資產淨值之賬面值之差額於損益中確認。

(c) 物業、機器及設備

除在建工程以外之物業、機器及設備以原值減累計折舊及累計減值虧損入賬。物業、機器及設備之成本包括其購買價及任何使資產達致可使用狀態及現存地點作原定用途所產生之直接應佔成本。維修及保養於產生之年度內在損益賬中扣除。

當出售時或當繼續使用資產預期但不會產生任何未來經濟利益時，物業、廠房及設備項目撇除確認。當物業、機器及設備出售或棄用時所得之盈虧，按其出售所得淨額與資產賬面值間之差額用以評定，並認列於損益賬內。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)**(b) Basis of consolidation (Continued)***Changes in ownership interest (Continued)*

Prior to 1 January 2010, any increase in the Group's ownership interest in a subsidiary was treated in the same manner as an acquisition. For decreases in the Group's ownership interest in a subsidiary, regardless of whether the disposals would result in a loss of control, the difference between the consideration received and the carrying amount of the share of net assets disposed of was recognised in profit or loss.

(c) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to the profit or loss during the year in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

Notes to the Financial Statements

截至2010年12月31日止年度
For the year ended 31 December 2010

3. 主要會計政策 (續)

(c) 物業、機器及設備 (續)

除在建工程外，物業、機器及設備之折舊是根據全面投入運作之日期起按其可使用年限及預計殘值後以直線法計提折舊。當物業、機器及設備項目之不同部分有不同使用年期時，項目之成本或估值在不同部分之間按合理基準分配，每個部份分開計算折舊。

樓宇	10至30年
機器及設備：	
– 供生產方便麵及飲料	12年
– 其他	5至10年
電器及設備	5年
雜項設備	3至10年

(d) 在建工程

在建工程包括生產建設過程中或供自用建設過程中之物業、機器及設備，乃按成本減任何已確認之減值虧損列賬。在建工程以原值扣除累計減值虧損列賬，其中包括所有建造費用及其他直接成本，包括與該項目有關之利息成本。已完成工程之成本會撥入相關之資產類別。在建工程在完成及投入運作前不計提折舊。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment (Continued)

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment, other than construction in progress, over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the costs or valuation of the item is allocated on a reasonable basis and depreciated separately.

Buildings	10 to 30 years
Machinery and equipment:	
– For instant noodles and beverages	12 years
– Others	5 to 10 years
Electrical appliances and equipment	5 years
Miscellaneous equipment	3 to 10 years

(d) Construction in progress

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is stated at cost less accumulated impairment losses. Cost includes all construction expenditure and other direct costs, including interest costs, attributable to such projects. Costs on completed construction works are transferred to the appropriate asset category. No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

3. 主要會計政策 (續)

(e) 分類為持作出售資產

當資產之賬面值將透過出售被變現而非作持續使用，則被分類為持作出售資產。在資產極有可能被出售及可於現況下立即作出售的情況下方可列為分類為持作出售資產。管理層必須已承諾出售，並預計於被分類為持作出售資產那天起一年內完成有關出售。當本集團已承諾之出售計劃涉及失去對附屬公司控制權時，不論本集團在出售該附屬公司後會否保留該附屬公司之非控股權益，該附屬公司之所有資產及負債須於以上分類準則達到時認列為持作出售。分類為持作出售資產以其賬面值或其公允值減去出售成本兩者之較低者列賬。

(f) 無形資產－商標

由本集團購入之商標之成本以資本化入賬。年期有限之商標以成本減累計攤銷及累計減值虧損列賬。商標攤銷乃以直線法按預計可使用之年期而計提。

(g) 土地租約溢價

土地租約溢價為購入承租人佔用之物業基於固定條款之權益之預付款項。溢價乃以成本列賬，並於租期內以直線法攤銷計入損益賬中。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e) Assets classified as held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale. Assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

(f) Intangible assets - Trademarks

The initial cost of acquiring trademarks is capitalised. Trademarks with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is provided on the straight-line basis over their estimated useful lives.

(g) Prepaid lease payments

Prepaid lease payments are up-front payments to acquire fixed term interests in lessee-occupied land. The premiums are stated at cost and are amortised over the period of the lease on a straight-line basis to the profit or loss.

3. 主要會計政策 (續)

(h) 附屬公司

附屬公司乃本集團有權規管其財務及營運政策之實體，以從其業務中獲取利益。

在本公司財務狀況表內，附屬公司權益以成本減累積減值虧損列值。投資賬面值會個別撇減至其可收回金額。附屬公司業績由本公司按已收及應收股息基準入賬。

(i) 聯營公司

聯營公司為本集團具有重大影響力之企業，但不屬於本集團之附屬公司或合營企業。

聯營公司權益乃以會計權益法列賬。綜合收益表包括本集團所佔本年度聯營公司之收購後業績。綜合財務狀況包括本集團享有聯營公司之淨資產及商譽。若本集團所佔聯營公司虧損相當於或多於本集團所佔聯營公司賬面值（包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司權益淨額之一部分），本集團終止認列應佔之虧損。

當本集團與其聯營公司進行交易時，未變現之盈利及虧損將按本集團於有關聯營公司所佔權益予以對銷。除非證明已轉讓資產減值，在此情況下則即時入賬於損益賬內。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(h) Subsidiaries

A subsidiary is an entity in which the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities.

In the Company's statement of financial position, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(i) Associates

An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture.

The Group's investments in associates are accounted for under the equity method of accounting. The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. The consolidated statement of financial position includes the Group's share of the net assets of associates and also goodwill. The Group discontinues recognising its share of further losses when the Group's share of losses of the associate equals or exceeds the carrying amount of its interest in the associate, which includes any long term interests that, in substance, form part of the Group's net investments in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

3. 主要會計政策 (續)**(i) 聯營公司 (續)**

於本公司之財務狀況表內，聯營公司權益以個別成本減累計減值虧損列賬。聯營公司之業績透過已收股利及應收股利反映在本公司賬內。

當本集團失去對聯營公司之重大影響力時，以出售本集團在被投資公司之所有權益計量及產生之收益或虧損入賬於損益賬中。於失去重大影響力時，任何保留於在被投資公司之權益會以公允值認列，並於初始確認為金融資產時以此公允值作釐定。詳情列示於附註3(j)。

於聯營公司權益被分類為持作出售時，則根據香港財務報告準則第5號持有待出售之非流動資產及終止業務處理。

(j) 金融工具

金融資產及金融負債乃按交易日之基準及於本集團成為該工具合約條文之其中一方時確認。

當本集團從金融資產收取未來現金流量的合約權利到期或本集團實質上轉讓了與該金融資產擁有權相關的幾乎全部風險和回報時，會終止確認該項金融資產。只有當金融負債消除時，才能終止確認該項金融負債。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)**(i) Associates (Continued)**

In the Company's statement of financial position, an investment in associates is stated at cost less impairment loss determined on individual basis. The results of associates are accounted for by the Company on the basis of dividends received and receivable.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset as set out in note 3(j) to the consolidated financial statements.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

(j) Financial instruments

Financial assets and financial liabilities are recognised when the Group become a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when the Group's contractual rights to future cash flows from the financial asset expire or when the Group transfers the financial asset and the Group has transferred substantially all the risks and rewards of ownership of the financial asset. A financial liability is derecognised only when the liability is extinguished, that is, when the obligation specified in the relevant contract expires.

3. 主要會計政策 (續)

(j) 金融工具 (續)

按公允價值列賬及在損益賬處理
的金融資產

按公允價值列賬及在損益賬處理
之金融資產包括持有作為交易之
金融資產，以及原先指定為按公
允價值入收益表者。有關工具按
公允價值計量，公允價值之變動
乃入賬於損益賬內。

貸款及應收賬款

貸款及應收款項 (包括應收賬款
及其他應收款項) 指並無於活躍
市場報價且並非為買賣而持有之
具有固定或可釐定付款金額之非
衍生金融資產，該等貸款及應收
賬款以實際利率方法計算攤銷成
本。若貸款及應收賬款為免息貸
款及無固定還款期或其折現影響
並不重大，貸款及應收款項按成
本扣除減值虧損入賬。攤銷成本
已計算在到期年內任何收購折讓
或溢價。因取消確認、減值或攤
銷所產生之盈虧計入該年度的損
益賬。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. They are carried at fair value, with any resultant gain and loss recognised in the profit or loss.

Loans and receivables

Loans and receivables including trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are not held for trading. They are measured at amortised cost using the effective interest method, except where balances are interest-free loans and without any fixed repayment term or the effect of discounting would be insignificant. In such case, the receivables are stated at cost less impairment loss. Amortised cost is calculated by taking into account any discount or premium on acquisition, over the period to maturity. Gains and losses arising from derecognition, impairment or through the amortisation process are recognised in the profit or loss.

3. 主要會計政策 (續)

(j) 金融工具 (續)

可供出售金融資產

可供出售金融資產乃指定為此類別或不能歸類於其他金融資產類別之非衍生工具。彼等均按公允值(而列賬於全面收益中的價值變動確認為權益之單獨部份)計量，直至該等投資被出售、收取或另行處置為止，或直至該等資產被釐定將予減值為止，於此時，先前於權益中呈報之累積損益乃轉入損益賬中。在活躍的交易市場上，若可供出售金融資產並無公開報價，並且其公允價值不能可靠計量，則以成本減累計減值虧損列賬。

金融資產減值

於各結算日，本集團均會評估是否有客觀證據證明金融資產(按公允價值列賬及在損益賬處理的金融資產除外)出現減值現象。金融資產之減值虧損按攤銷成本列賬，並以資產之賬面值與其按金融資產之原有實際利率折算之預期未來現金流之現值間之差異計算。金融資產的減值虧損於損益賬中確認。倘資產之可收回金額於日後增加而可客觀地與確認減值後發生的事件有關連，則於往後期間在損益賬中撥回減值虧損，惟資產於減值日期撥回之賬面值不得超過並無確認減值時之攤銷成本。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives financial assets that are either designated at this category or not classified in any of the other categories of financial assets. They are measured at fair value with changes in value recognised as other comprehensive income and separate component of equity until the assets are sold, collected or otherwise disposed of, or until the assets are determined to be impaired, at which time the cumulative gain or loss previously reported in equity is transferred to profit or loss. Available-for-sale financial assets that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are stated at cost less impairment loss.

Impairment of financial assets

At the end of each reporting period, the Group assesses whether there is objective evidence that financial assets, other than those at fair value through profit or loss, are impaired. The impairment loss of financial assets carried at amortised cost is measured as the difference between the assets' carrying amount and the present value of estimated future cash flow discounted at the financial asset's original effective interest rate. The impairment loss is recognised in the profit or loss. Such impairment loss is reversed in subsequent periods through profit or loss when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had determined the impairment not been recognised.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融資產減值 (續)

如果可供銷售金融資產發生減值，則該資產的初始取得成本（扣除已收回本金和已攤銷金額）與當前公允值之間的差額，減去所有先前已確認之減值虧損後之數，乃由權益轉撥入收益或虧損。倘若可供銷售股本工具已提減值虧損，其公允值於日後增加，有關增加則會轉撥入全面收益內。若可供銷售債務工具之公允值回升可以客觀地歸因於其減值虧損於損益賬中確認後才發生之事項，則可供銷售債務工具之減值虧損可以通過損益中轉回。

以成本價列賬之持作出售金融資產，減值虧損以其賬面值與及以同類金融資產之現時市場回報率估計該金融資產相關的未來現金流折算所得出的現值兩者之差額計算。此減值虧損不得轉回。

金融負債

本集團之金融負債包括應付賬項及其他應付款項、應付聯營公司款項、有息借貸以及其他非流動應付款項。所有金融負債初始按其公允值確認，後續採用實際利率法按攤餘成本計量，除非折現的影響不重大，這種情況下，它們按成本計量。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) Financial instruments (Continued)

Impairment of financial assets (Continued)

When an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and current fair value, the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset, less any previously recognised impairment loss, is transferred from equity to profit or loss. Impairment losses recognised in profit or loss in respect of available-for-sale equity instrument are not reversed through profit or loss. Any subsequent increase in fair value of available-for-sale financial asset after recognition of impairment loss is recognised in equity. Reversal of impairment loss of available-for-sale debt instruments are reversed through profit or loss, if the increase in fair value of the financial asset can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

For an available-for-sale financial asset that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed.

Financial liabilities

The Group's financial liabilities include trade and other payables, amounts due to associates, interest-bearing borrowings and other non-current payables. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

3. 主要會計政策 (續)

(k) 現金等值物

就綜合現金流量表而言，現金等值物是指短期和流通率極高的投資，扣除銀行透支(如有)。此等投資可隨時轉換為既定金額的現金。其價值變動風險有限。

(l) 收益之確認

收益是在本集團能獲得有關經濟效益，並且於入賬時該收益及成本(如適用)能可靠地計算。

出售貨品所得收益於貨品之擁有權所涉及之風險及回報轉交買家，通常亦即貨物付運時入賬。

(m) 外幣換算

本集團各實體包括本公司、附屬公司、聯營公司及共同控制公司之賬目所列項目，乃按該實體經營所在之主要經濟環境貨幣(「功能貨幣」)計量。本公司之功能貨幣為美元，而其大部份附屬公司之功能貨幣為人民幣。本綜合賬目按本公司之呈報貨幣美元呈列。

外幣交易均按交易當日之現行匯率換算為功能貨幣。因上述交易結算及按結算日之匯率兌換以外幣計值之貨幣資產及負債而產生之匯兌損益，均於損益賬中確認。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(k) Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdraft, if any.

(l) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably.

Sale of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered and title has been passed.

(m) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The Company's functional currency is United States Dollars ("US\$") and majority of its subsidiaries have Renminbi ("RMB") as their functional currency. The consolidated financial statements are presented in US\$, which is the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

3. 主要會計政策 (續)

(m) 外幣換算 (續)

在綜合賬目時，所有集團實體的業績及財務狀況的功能貨幣如有別於呈報貨幣，均按以下方式換算為呈報貨幣：

- (a) 於各財務狀況表呈列的資產及負債乃按有關結算日的收市滙率換算；
- (b) 綜合收益表中的各項收支乃按平均滙率換算；
- (c) 所有從上述換算產生的匯兌差異及組成本集團海外業務投資淨額一部分的貨幣項目所產生的匯兌差異，乃確認為權益中的獨立部分。在出售海外業務時，有關該海外業務的權益中的獨立部分所遞延的匯兌差異之累計款項，於出售盈虧獲確認時於損益賬中確認。

(n) 存貨

存貨以成本或可變現淨值兩者之較低者列賬。成本包括所有採購成本，加工成本(如適用)及其他將存貨達至現存地點及狀況之成本，並且採用加權平均成本法計算。可變現淨值指在日常業務中之估計售價減去估計達成銷售所需之成本。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(m) Foreign currency translation (Continued)

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (b) income and expenses for each income statement are translated at average exchange rates;
- (c) all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity. On disposal of a foreign operation, the cumulative amount of the exchange differences deferred in the separate component of equity relating to that foreign operation is recognised in the profit or loss when the gain or loss on disposal is recognised.

(n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

3. 主要會計政策 (續)

(o) 非金融資產的減值

本集團於每個結算日檢討內部及外間資訊，以確認其物業、機器及設備，土地租約之溢價及無形資產是否可能已經出現減值現象，或之前所確認之減值虧損是否已不再存在或可能已經減少。若出現任何以上的現象，本集團將需評估資產的可收回價值。據此，資產之可收回價值乃其公允價值減去出售成本及使用價值之較高者。如個別資產未能在大致獨立於其他資產下賺取現金流量，則就能獨立賺取現金流量之最小組別資產（即賺取現金單位）釐訂可收回價值。

倘本集團估計某項資產或即賺取現金單位之可收回金額低於其賬面值，則該項資產之賬面值須減低至其可收回價值。減值虧損將即時確認為開支。

倘若某項減值虧損期後撤回，則該項資產或即賺取現金單位之賬面值須增加至重新估計之可收回價值，惟增加後之賬面值不得超過在以往年度並無減值虧損而釐定之賬面值。若減值虧損撤回時將即時確認為收益。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(o) Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to determine whether the carrying amounts of its property, plant and equipment, prepaid lease payments, and intangible assets have suffered an impairment loss or impairment loss previously recognised no longer exists or may be reduced. The Company reviews its interests in subsidiaries for any indication of impairment loss or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment losses is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment losses is recognised as income immediately.

3. 主要會計政策 (續)

(p) 借貸成本

收購、建造或生產合資格資產（即需要一段頗長時間始能達至其擬定用途或出售之資產）之直接應佔借貸成本，在扣除特定借貸之暫時性投資收益後，均作資本化並作為此等資產成本之一部份。當此等資產大體上可作其擬定用途或出售時，該等借貸成本將會停止資本化。所有其他借貸成本均列為發生期間之費用。

(q) 營運租賃

資產之絕大部份回報及風險由出租公司保留之租賃，皆作為營運租賃列賬。營運租賃之租金支出在租賃期內以直線法確認為開支。營運租賃協議所涉及的激勵措施均在損益賬中確認為資產租賃淨付款總額的組成部份。或有租金則於發生之會計期間以費用入賬。

(r) 政府補助

政府補助乃鼓勵本集團在各有關開發區經營及發展業務而從中國有關部門收取之津貼。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the respective borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

(q) Operating leases

Leases which do not transfer substantially all the risks and rewards of ownership to the lessee are classified as operating leases. Rentals payable under operating leases are recognised as an expense on the straight-line basis over the lease term. Lease incentives received are recognised in the profit or loss as an integral part of the net consideration agreed for the use of the leased asset. Contingent rentals are recognised as expenses in the accounting period in which they are incurred.

(r) Government grants

Government grants represent incentive grants from the relevant PRC authorities in respect of the running of business by the Group in certain development zones and to encourage the furtherance of such business.

3. 主要會計政策 (續)

(r) 政府補助 (續)

政府補助是在可合理地確定將取得該資助並將可符合所有附帶條件時按公允價值入賬。當該資助涉及開支項目，則以有系統方式將資助在有關年份內呈列並確認為收益，以抵銷擬作補償的成本。當該資助與資產有關時，公允價值乃記錄於遞延收入中，並以相等金額於每年分期按有關資產的預計使用年期於損益賬中確認為收入。與資產無關的資助乃確認為損益賬中的其他收入，以有系統地與有關成本配合。

(s) 員工福利

短期僱員福利

薪金、年度花紅、有薪年假、定額供款退休金計劃之供款及非貨幣福利之成本均在僱員提供相關服務之年度內累計。倘延遲付款或清繳款項可能構成重大影響，則有關金額按現值列賬。

界定供款計劃

界定退休供款計劃的供款責任於產生時在損益賬中確認為開支，並扣除僱員於未完成供款計劃而離職所發生的供款部份。該計劃的資產與本集團的資產分開並由獨立管理基金持有。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(r) Government grants (Continued)

Government grants are recognised at their fair value where there is reasonable assurance that the grants will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the profit or loss over the expected useful life of the relevant asset by equal annual instalments.

(s) Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as expenses in the profit or loss as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior the contributions are vested fully in those employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

3. 主要會計政策 (續)

(s) 員工福利 (續)

界定福利計劃

經考慮獨立精算師以精算方式的預計單位成本法所作出的供款建議，僱主及僱員共同作出界定福利計劃的供款。本集團之界定福利計劃的責任為就各項計劃獨立估計僱員於本年度及過往年度提供服務所賺取的未來利益金額，該利益乃折現至其現值，再減去有關計劃資產的公允價值。

於資產負債表中確認的退休福利義務，相當於界定利益責任的現有價值(經未確認精算利潤及虧損及未確認過去服務成本作調整，並減去計劃資產的公允價值)。因這項計算所產生的任何資產，其金額限於累計未確認精算虧損淨額和過去服務成本，加上可從該計劃獲得的退款並減去計劃的未來供款金額的現有價值的總額。倘若經濟利益現值沒有變更或減少，本期之淨精算盈虧及過往服務成本即時認列於收益賬。

精算盈虧超出界定福利責任之現值與計劃資產之公允價值兩者中較高者之10%部份，需按僱員的預計平均尚餘服務年期攤銷。倘利益即時歸屬予僱員，過往服務成本則即時確認；否則過往服務成本按平均期間以直線法攤銷，直至僱員享有該等利益為止。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(s) Employee benefits (Continued)

Defined benefit plans

The defined benefit plans are generally funded by payments from employees and the Group, taking into account of the recommendations of the independent qualified actuaries using the projected unit credit method. The Group's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods, which is discounted to the present value and reduced by the fair value of any plan assets.

The amount recognised in the statement of financial position represents the present value of the defined benefit obligation as adjusted for unrecognised actuarial gains and losses and unrecognised past service cost, and reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the net total of any cumulative unrecognised net actuarial losses and past service costs, plus the present value of any future refunds from the plan or reductions in future contributions to the plan. If there is no change or a decrease in the present value of the economic benefits, the entire net actuarial gains or losses with the past service cost of the current period is recognised immediately.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, which exceed 10% of the greater of the present value of the Group's defined benefit obligations and the fair value of plan assets are amortised over the expected average remaining working lives of the participating employees. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

3. 主要會計政策 (續)

(t) 以股份為支付基礎之交易

權益結算股份支付之款項

本集團僱員(包括董事)乃根據以股份為支付基礎之交易方式收取酬金，據此，彼等提供服務以換取股份或享有股份之權利。該等與僱員交易之成本乃參考權益工具於授出日期之公允價值計量。授予僱員之購股權公允價值乃確認為僱員成本，而權益內之以股份為支付基礎之儲備亦會相應增加。公允價值乃以二項式模式釐定，並計及該等交易之條款及條件，惟不包括與本公司股份價格相連之條件(「市場條件」)。

股權結算交易之成本會(連同權益之相應增幅)於達成歸屬條件之年度內確認，直至相關僱員完全獲授應得之購股權當日(「歸屬期」)為止。於歸屬期內，預期最終會歸屬之購股權數目會予以審閱。過往年度所確認之累計公允價值之任何調整會於審閱年度之損益表內扣除／記賬，並於權益內之儲備中作相應調整。本公司以股份為支付基礎的購股權授予其下附屬公司僱員所涉及之交易會於本公司的財務狀況表內認列為於附屬公司之投資之增加；並且會於編製綜合賬目時以增加股本內之儲備作抵銷。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(t) Share-based payment transactions

Equity-settled transactions

The Group's employees, including directors, receive remuneration in the form of share-based payment transactions, whereby the employees rendered services in exchange for shares or rights over shares. The cost of such transactions with employees is measured by reference to the fair value of the equity instruments at the grant date. The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based payment reserve within equity. The fair value is determined using the binomial model taking into account the terms and conditions of the transactions, other than conditions linked to the price of shares of the Company ("market conditions").

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the year(s) in which the vesting conditions are to be fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date"). During the vesting period, the number of share options that is expected to vest ultimately is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged / credited to profit or loss for the year of the review, with a corresponding adjustment to the reserve within equity. Share-based payment transactions in which the Company grants share options to subsidiaries' employees are accounted for as an increase in value of investment in subsidiaries in the Company's statement of financial position which is eliminated on consolidation, with a corresponding credit to the reserve within equity.

3. 主要會計政策 (續)

(u) 稅項

稅項支出乃根據本年度業績就免課稅或不可扣減項目作調整並按於結算日已制定或實際會制定之稅率作出計算。

遞延稅項乃採用負債法，就資產與負債之稅項計算準則與其於賬目之賬面值兩者不同引致之短暫時差作出全數撥備。然而，倘若遞延稅項資產和負債乃自進行交易時不影響會計或應課稅溢利的資產或負債的初始確認（如屬業務合併的一部份則除外），則不會計入遞延稅項。

當資產被變現或負債被清還時，遞延稅項負債及資產以該期間預期之適用稅率衡量，根據於結算日已制定或實際會制定之稅率及稅務法例計算。

遞延稅項資產乃根據有可能獲得之未來應課稅溢利與短暫時差可互相抵銷之程度而予以確認。

遞延稅項是就附屬公司及聯營公司之投資所產生之應課稅暫時差額而確認，惟於本集團可控制暫時差額之撥回及暫時差額可能在可見將來不會撥回則除外。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(u) Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, any deferred tax arises from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investment in subsidiaries and associates, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

3. 主要會計政策 (續)

(v) 有關連人士

在下列情況下，有關人士將視為本集團之關連人士：

- (a) 透過一個或多個中介實體，該方直接或間接控制本集團，或由本集團控制或與本集團受到共同控制；於本集團擁有權益，並可藉著該權益對本集團行使重大影響力；或對本集團擁有共同控制；
- (b) 有關人士為本集團之聯營公司；
- (c) 本集團為該合營企業之合夥人；
- (d) 有關人士為本集團之主要管理人員；
- (e) 有關人士為(a)或(d)項所述人士之直系親屬；
- (f) 有關人士受直接或間接歸屬於(d)或(e)項所述人士之實體所控制、與他人共同控制或發揮重大影響力，或擁有重大投票權；或
- (g) 有關人士為本集團或其關連人士之僱員終止受僱後福利計劃之受益人。

(w) 分部報告

營運分部之報告方式與主要營運決策者獲提供的內部報告之方式一致。作出決策的督導委員會是主要營運決策者，其負責分配資源並且評核營運分部的表現。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(v) Related parties

A party is related to the Group if

- (a) directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; or has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (b) the party is an associate of the Group;
- (c) the party is a joint venture in which the Group is a venturer;
- (d) the party is a member of the key management personnel of the Group;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

(w) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Company's executive directors, who are responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision-maker that makes strategic decisions.

3. 主要會計政策 (續)

(x) 香港財務報告準則之未來變動

於通過本賬目日期，本集團並未採用下列香港會計師公會已頒佈於本年度尚未生效之新訂及經修訂香港財務報告準則及詮釋。

香港會計準則 第32號之 修訂本	供股之分類 ¹
香港財務報告 準則第1號之 修訂本 (經修訂)	首次採納者就 香港財務報告 準則第7號 披露比較資料 獲得之有限 豁免 ²
香港(國際財務 報告詮釋 委員會)－ 詮釋第19號	以股本工具抵銷 財務負債 ²
香港會計準則 第24號 (經修訂)	關聯方披露 ³
香港(國際財務 報告詮釋 委員會)－ 詮釋第14號 之修訂本	最低資金要求 之預付款 ³
香港財務報告 準則(2010年) 之改進	香港財務報告 準則(2010年) 之改進 ⁴
香港財務報告 準則第7號 之修訂本	披露－轉讓財務 資產 ⁵
香港會計準則 第12號之 修訂本	遞延稅項：收回 相關資產 ⁶
香港財務報告 準則第9號	金融工具 ⁷

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(x) Future changes in HKFRS

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/ revised standards and amendments to HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKAS 32	<i>Classification of Rights Issues¹</i>
Amendments to HKFRS 1 (Revised)	<i>Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters²</i>
HK(IFRIC) - Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments²</i>
HKAS 24 (Revised)	<i>Related Party Disclosures³</i>
Amendments to HK(IFRIC) - Int 14	<i>Prepayments of a Minimum Funding Requirement³</i>
Improvements to HKFRSs 2010	<i>Improvements to HKFRSs 2010⁴</i>
Amendments to HKFRS 7	<i>Disclosures - Transfer of Financial Assets⁵</i>
Amendments to HKAS 12	<i>Deferred Tax: Recovery of Underlying Assets⁶</i>
HKFRS 9	<i>Financial Instruments⁷</i>

3. 主要會計政策 (續)

(x) 香港財務報告準則之未來變動 (續)

- ¹ 於2010年2月1日或之後開始之年度期間生效
- ² 於2010年7月1日或之後開始之年度期間生效
- ³ 於2011年1月1日或之後開始之年度期間生效
- ⁴ 於2010年7月1日或2011年1月1日或之後開始之年度期間生效 (如適用)
- ⁵ 於2011年7月1日或之後開始之年度期間生效
- ⁶ 於2012年1月1日或之後開始之年度期間生效
- ⁷ 於2013年1月1日或之後開始之年度期間生效

董事預期，應用上述修訂、修訂準則及新詮釋不會對綜合財務報表造成重大影響。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

(x) Future changes in HKFRS (Continued)

- ¹ Effective for annual periods beginning on or after 1 February 2010
- ² Effective for annual periods beginning on or after 1 July 2010
- ³ Effective for annual periods beginning on or after 1 January 2011
- ⁴ Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate
- ⁵ Effective for annual periods beginning on or after 1 July 2011
- ⁶ Effective for annual periods beginning on or after 1 January 2012
- ⁷ Effective for annual periods beginning on or after 1 January 2013

The directors do not anticipate that the adoption of these new HKFRS in future periods will have any material impact on the results and the financial position of the Group and the Company other than disclosure changes.

4. 採納新增／經修訂之香港財務報告準則

香港會計師公會已頒佈兩項新香港財務報告準則、香港財務報告準則之多項修訂及新詮釋，並首次於本集團及本公司此會計期間生效。當中，下列發展與本集團財務報表有關：

香港財務報告準則第3號(修訂) 業務合併／香港財務報告準則之改進(2009年)－香港財務報告準則第3號(修訂)

修訂之準則介紹了數個主要轉變，包括：

- 除了股本及債務發行之成本外，與購買相關之成本在發生時即確認為費用；
- 現時存在於被購買方之權益會以公允價值重新計量，並在損益賬中確認得益或損失，直至擁有權益隨後轉變；
- 被購買方之少數權益股東會以公允價值計量或以其享有被購買方可識別資產及負債的份額進行計量；
- 或有對價按其在購買日的公允價值確認；
- 商譽之計量，是以購買方於收購日所佔被購買方權益之公允價值及少數權益股東金額之總和，超過於收購日所收購之可識別資產及負債之淨額而得出。

4. ADOPTION OF NEW / REVISED HKFRS

The HKICPA has issued two revised HKFRSs, a number of amendments to HKFRSs and two new Interpretations that are first effective for the current accounting period of the Group and the Company. Of these, the changes in accounting policy relevant to the Group's financial statements are as follows:

HKFRS 3 (Revised): *Business Combinations* / Improvements to HKFRSs 2009 with amendments to HKFRS 3 (Revised)

The revised Standard introduces a number of major changes including the following:

- acquisition-related transaction costs, other than share and debt issue costs, to be expensed as incurred;
- existing interest in the acquiree to be remeasured at fair value, with the gain or loss recognised in profit or loss, upon subsequent changes in ownership interests;
- non-controlling interest in the acquiree to be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree;
- contingent consideration to be recognised at fair value at the acquisition date; and
- goodwill to be measured at the excess of the aggregate of the acquisition-date fair value of the acquirer's interest in the acquiree and the amount of any non-controlling interest over the net of the acquisition-date amounts of identifiable assets acquired and the liabilities assumed from the acquisition.

4. 採納新增／經修訂之香港財務報告準則 (續)

香港財務報告準則之改進(2009年)所包括之修改，澄清了於業務合併時所獲得無形資產之公允價值計量及准予將每一擁有相似可使用經濟年限之無形資產歸類為單一資產。

根據香港財務報告準則第3號(2008修訂)之過渡性條文，新會計政策會以未來適用法應用於現時及將來之業務合併。有關此修訂準則可應用之前所收購而衍生之資產及負債帳面值並沒有作出調整。

因本集團年內並無進行任何收購活動，故採納香港財務報告準則第3號(2008修訂)及其他香港財務報告準則隨後發生的之更改對本集團本年或以往的財務賬目並無影響。變更之會計政策詳載於附註3(b)。

香港會計準則第27號(修訂)綜合及獨立財務報表

有關修訂準則規定把附屬公司之擁有權權益變動，但仍保留有關附屬公司之控制權，計入為權益交易。當集團失去附屬公司之控制權，有關之修訂準則也規定把保留在前附屬公司之權益按公允價值重新計量，並在損益賬中確認得益或損失。透過相應修訂了之香港會計準則第28號：聯營投資，此原則也可伸延至出售聯營公司。新會計政策已載於賬目附註。一致於香港財務報告準則第3號之過渡性條文，這些新會計政策會以未來適用法應用於現時及將來之交易，因此以前時期之交易不會重新編列。

4. ADOPTION OF NEW / REVISED HKFRS (Continued)

The Improvements to HKFRSs 2009 contains amendments to clarify the measurement of the fair value of an intangible asset acquired in a business combination and to permit the grouping of intangible assets as a single asset if each asset has similar useful economic lives.

In accordance with the transitional provisions in HKFRS 3 (revised 2008), these new accounting policies will be applied prospectively to any business combinations in the current or future periods. No adjustments have been made to the carrying values of assets and liabilities that arose from business combinations whose acquisition dates preceded the application of this revised standard.

The application of HKFRS 3 (revised 2008) and the consequential amendments to other HKFRSs had no effect on the financial statements for the current or prior accounting periods as the Group has not entered into any business combination during the year. The details of the changed accounting policy are summarized in note 3(b).

HKAS 27 (Revised): *Consolidated and Separate Financial Statements*

The revised Standard requires accounting for changes in ownership interests in a subsidiary, while maintaining control, to be recognised as an equity transaction. It also requires, when the group loses control of a subsidiary, any interest retained in the former subsidiary to be remeasured at fair value with the gain or loss recognised in profit or loss. This principle is also extended to a disposal of an associate through the consequential amendments to HKAS 28: *Investments in Associates*. The new accounting policies are set out in the notes to the financial statements. Consistent with the transitional provisions in HKFRS3, these new accounting policies will be applied prospectively to transactions in current or future periods and therefore previous periods have not been restated.

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4. 採納新增／經修訂之香港財務報告準則 (續)

此會計政策之變動影響本年度視作出售聯營公司之收益的確認。本年度確認於其他淨收入中的視作出售聯營公司之收益金額68,653,000美元乃聯營公司權益的賬面值與其公允值之差。如按集團以往會計政策處理，聯營公司權益的賬面值將按香港會計準則第39號金融工具：確認及計量，被視為可供出售金融資產的成本值入賬；其後其公允值的變動將確認為綜合全面收益表中。此會計政策之變動因此令本年度溢利增加68,653,000美元及投資重估價儲備減少68,653,000美元；另每股基本溢利及每股攤薄溢利均增加1.22美仙。將來，當該投資出售時，本年度溢利所增加之金額將與將來出售該投資利益之減少所沖抵。

香港會計準則第17號(修訂)：土地及樓宇租賃分類(已包括在香港會計準則(2009年)之改進)

這些修訂刪除了有關具體指導土地租賃的分類。因此，香港會計準則第17號(修訂)下土地租賃可以分為融資租賃也可以分為經營租賃。

本集團已重新評估租賃土地的分類。在本集團之判斷下，土地之分類取決於資產擁有權之絕大部分風險及回報是否已轉移，從而使本集團在經濟上之位置與購買者相類似。本集團認為土地租賃繼續分類為經營租賃及確認為土地租約溢價是適當的。採用此準則之修訂對財務賬目並無影響。

4. ADOPTION OF NEW / REVISED HKFRS (Continued)

This change in accounting policy has affected the accounting for the discontinuation of equity accounting for an associate in 2010. The difference of US\$68,653,000 between the carrying amount of the interest in an associate and its fair value has been recognised in profit or loss included in other net income for the year. Had the Group's previous accounting policy been followed, the carrying amount of the investment retained would have been regarded as cost for the purpose of subsequent accounting as an available-for-sale investment under HKAS 39 *Financial Instruments: Recognition and Measurement* and the movement in fair value would have been recognised in other comprehensive income. The profit reported for 2010 has therefore been increased by US\$68,653,000, the investment revaluation reserve has been decreased by US\$68,653,000; and an increase in the basic and diluted earnings per share for the year by US1.22cents and US1.22cents respectively as a result of the change in accounting policy. This increase will be offset by a decrease in profit of an equivalent amount when the investment is disposed of in future accounting periods.

Amendments to HKAS 17: *Classification of leases of land and buildings* included in Improvements to HKFRSs 2009

The Amendments remove the specific guidance regarding classification of leases of land so that, following the amendment, leases of land are classified as either "finance" or "operating" using the general principles of HKAS 17.

The Group has re-evaluated the classification of its interests in prepaid lease payments as to whether, in the Group's judgement, the lease transfers substantially all the risks and rewards of ownership of the land such that the Group is in a position economically similar to that of a purchaser. The Group has concluded that the classification of such leases as operating leases and recognition as prepaid lease payments continues to be appropriate. The adoption of these amendments to the Standard has no impact on the financial statements.

4. 採納新增／經修訂之香港財務報告準則 (續)

香港詮釋第5號財務報表之列報－借款人對包含隨時要求償還條文之定期貸款之分類

有關詮釋認為，如果定期貸款（即貸款需要在指定日子償還或於一段時期分期償還，通常超過一年）包含可隨時要求償還之條文（即條文無條件給予貸款人權利在沒有通知或少於12個月通知之情況下要求隨時還款），借款人需將有關之貸款於財務狀況表分類為流動負債。同樣地，有關定期貸款之償還金額需要根據香港財務準則第7號：金融工具－披露分類到合約到期分析之最早時間欄內。由於本集團之定期貸款並沒有包含可隨時要求償還之條文，採用此詮釋對財務賬目並無影響。

4. ADOPTION OF NEW / REVISED HKFRS (Continued)

HK - Int 5: *Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause*

The Interpretation concludes that, if a term loan (i.e. a loan that is repayable on a specified date or in installments over a specified period, usually in excess of one year) has a demand clause (i.e. a clause that gives the lender an overriding right to demand repayment without notice or with notice period of less than 12 months at its sole discretion) in its term, the loan shall be classified by the borrower as a current liability in the statement of financial position. Similarly, the amounts repayable under such a term loan shall be classified in the earliest time bracket in the contractual maturity analysis as required to be disclosed under HKFRS 7: *Financial Instruments: Disclosures*. Since there is no such demand clause in the term loans borrowed by the Group, the adoption of this Interpretation has no material impact on the financial statements.

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4. 採納新增／經修訂之香港財務報告準則 (續)

香港財務報告準則第5號(修訂本)「持作買賣之非流動資產及已終止經營業務」

有關修訂闡明只有列於香港財務報告準則第5號內的被列為持作買賣之非流動資產(或出售組別)或已終止經營業務需要披露。其他香港財務報告準則的披露規定只適用如該等非流動資產(或出售組別)有具體之披露規定。

香港財務報告準則第8號(修訂本)分部資產之資料披露

有關修訂闡明各報告分部之資產之資料披露，僅於定期向最高營運決策者提供有關金額時，方須披露有關資料。

4. ADOPTION OF NEW / REVISED HKFRS (Continued)

Amendments to HKFRS 5: *Disclosures of non-current assets (or disposal groups) classified as held for sale or discontinued operations*

The Amendments clarify that the disclosures required in respect of non-current assets or disposal groups classified as held for sale or discontinued operations are only those set out in HKFRS 5. The disclosure requirements of other HKFRSs only apply if specifically required for such non-current assets or discontinued operations.

Amendments to HKFRS 8: *Disclosure of information about segment assets*

The Amendments clarify that the disclosure of segment assets is required only if that measure is regularly reported to the chief operating decision-maker.

5. 關鍵會計估計及判斷

有關未來之估計及假設以及判斷乃由管理層在編製財務報表時作出。這些估計、假設及判斷會對本集團之會計政策應用、資產、負債、收入及開支之申報金額以及所作出之披露構成影響，並會持續根據經驗及相關因素（包括日後出現在有關情況下相信屬合理之事件）評估。於適當時，會計估計之修訂會於修訂期間及於未來期間（倘修訂亦影響日後期間）確認。

使用年限及物業、機器及設備及無形資產之減值

董事每年透過預計用量、對資產使用之損耗及技術過時之潛在性進行謹慎研究，以評估物業、機器及設備及無形資產之殘值及可用年期。

為了判斷資產是否減值及有跡象顯示減值虧損不再存在，董事須判斷資產減值，尤其是評估：(1)是否已發生可能影響資產價值之事件或其事件影響資產價值不再存在；(2)按持續使用資產之業務而估計未來之現金流量經折算後之淨現值能否支持該項資產之賬面值；以及(3)使用適當的主要假設於預計現金流量，包括是否應用適當折現率於該等現金流量預測。倘改變管理層用以確定減值程度之假設，包括現金流量預測中採用之折現率或增長率假設，足以對減值測試中使用的淨現值產生重大影響。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Useful lives and impairment of intangible assets and property, plant and equipment

The directors review the residual value, useful lives and depreciation method of intangible assets and property, plant and equipment at each financial year-end, through careful consideration with regards to expected usage, wear-and-tear and potential technical obsolescence to usage of the assets.

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the directors have to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

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6. 營業額與收益

本集團之營業額與收益指向客戶售貨之發票值，扣除退貨、折扣及增值稅。

7. 分部資料

執行董事已確定為主要營運決策者。經營分部已被確立，而分部資料已按內部慣常呈報給本公司之執行董事之財務資料製作，依據該等資料作出經營分部資源分配決定及評估其表現。基於本集團超過99%以上之集團銷售是在內地進行，故本公司之執行董事主要以產品觀點評定本集團之業務。可報告之經營分部確立為方便麵、飲品、糕餅及其他業務。

執行董事以未有分配應佔聯營公司業績及終止以權益法認列投資之收益的經營分部本年度之溢利作出經營分部資源分配決定及評估其表現。此與財務報表一致。

6. TURNOVER AND REVENUE

The Group's turnover and revenue represents the invoiced value of goods sold to customers, net of returns, discounts and Value Added Tax.

7. SEGMENT INFORMATION

The executive directors have been identified as the chief operating decision-maker of the Group. The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the Company's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance. The Company's executive directors consider the business principally from a product perspective as over 99% of the Group's sales and business are conducted in the PRC. Business reportable operating segments identified are instant noodles, beverages, bakery and others.

For the purposes of assessing the performance of the operating segments and allocating resources between segments, the executive directors assess segment net profit for the year without allocation of share of results of associates and gain on discontinuation of equity accounting for an associate, which is consistent with that in the financial statements.

7. 分部資料 (續)

分部資產包括除可供出售金融資產、按公允價值列賬及在損益賬處理的金融資產、遞延稅項資產、按公允價值列賬及在損益賬處理的金融資產及分類為持作出售資產外的所有有形資產、無形資產及流動資產。分部負債包括除員工福利責任及遞延稅項負債及分類為持作出售資產之相關負債外的應付賬款、其他應付款、有息銀行貸款及客戶預付款項。

分部之間的銷售是以成本加邊際利潤作定價。可呈報分部之會計政策與本集團於附註3「主要會計政策」所述本集團的會計政策一致。

客戶地區位置乃按貨品付運地點劃分。本集團多於99%來自外部客戶之收益均源於本集團各經營實體所在地中國的顧客。同時，本集團多於99%的非流動資產（可供出售金融資產及遞延稅項資產除外）均位於中國。

並無來自單一外部客戶的收入佔本集團收入10%或以上。

7. SEGMENT INFORMATION (Continued)

Segment assets include all intangible assets, tangible assets and current assets with the exception of available-for-sale financial assets, deferred tax assets, financial assets at fair value through profit or loss and assets classified as held for sale. Segment liabilities include trade payables, and other payables, interest-bearing borrowings and advance payments from customers with the exception of employee benefit obligations, deferred tax liabilities and liabilities associated with assets classified as held for sale.

Inter-segment sales are priced at cost plus profit margin. The accounting policies of the reporting segments are the same as the Group's accounting policies as described in note 3.

The geographical location of the Group's customers is based on the location at which the goods are delivered. Over 99% of the revenues from external customers of the Group are attributable to customers located in the PRC, the place of domicile of the Group's operating entities. Meanwhile, over 99% of the Group's non-current assets other than available-for-sale financial assets and deferred tax assets are located in the PRC.

No revenues from a single external customer amounted to 10% or more of the Group's revenue.

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7. 分部資料 (續)

業務分部分析

於2010年及2009年12月31日之分部資料如下：

7. SEGMENT INFORMATION (Continued)

Business segment analysis

The segment information for the years ended 31 December 2010 and 2009 are as follows:

		2010					
		方便麵 Instant noodles 千美元 US\$'000	飲品 Beverages 千美元 US\$'000	糕餅 Bakery 千美元 US\$'000	其他 Others 千美元 US\$'000	內部沖銷 Inter-segment elimination 千美元 US\$'000	綜合 Group 千美元 US\$'000
營業與收益	Turnover and revenue						
外來客戶收益	Revenue from external customers	2,931,555	3,531,911	161,383	56,633	—	6,681,482
分部間之收益	Inter-segment revenue	78	1,855	45	87,217	(89,195)	—
分部營業額與收益	Segment turnover and revenue	2,931,633	3,533,766	161,428	143,850	(89,195)	6,681,482
分部業績 (已扣除財務費用)	Segment results after finance costs						
應佔聯營公司業績	Share of results of associates	—	—	—	—	—	9,978
終止以權益法認列 投資之收益	Gain on discontinuation of equity accounting for an associate	—	—	—	—	—	68,653
除稅前溢利	Profit before taxation	372,698	325,672	3,179	(30,098)	(3,308)	746,774
稅項	Taxation	(66,711)	(62,543)	(1,800)	(3,146)	—	(134,200)
本年度之溢利	Profit for the year	305,987	263,129	1,379	(33,244)	(3,308)	612,574
資產	Assets						
分部資產	Segment assets	1,969,050	2,554,156	136,484	634,322	(641,702)	4,652,310
未分配資產	Unallocated assets						239,102
資產總值	Total assets						4,891,412
負債	Liabilities						
分部負債	Segment liabilities	746,089	1,511,496	54,680	405,788	(314,710)	2,403,343
未分配負債	Unallocated liabilities						118,882
負債總額	Total liabilities						2,522,225
其他資料	Other information						
年內資本開支	Capital expenditures	213,713	732,666	5,002	8,331	5,921	965,633

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7. 分部資料 (續)

業務分部分析 (續)

7. SEGMENT INFORMATION (Continued)

Business segment analysis (Continued)

		2009					
		方便麵	飲品	糕餅	其他	內部沖銷	綜合
		Instant				Inter-segment	Group
		noodles	Beverages	Bakery	Others	elimination	
		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
營業額與收益	Turnover and revenue						
外來客戶收益	Revenue from external customers	2,307,513	2,541,962	155,232	76,406	—	5,081,113
分部間之收益	Inter-segment revenue	160	2,829	1,352	81,563	(85,904)	—
分部營業額與收益	Segment turnover and revenue	2,307,673	2,544,791	156,584	157,969	(85,904)	5,081,113
分部業績	Segment results after	325,521	276,173	8,695	5,932	(763)	615,558
(已扣除財務費用)	finance costs						
應佔聯營公司業績	Share of results of associates	—	—	—	—	—	9,550
除稅前溢利	Profit before taxation	325,521	276,173	8,695	5,932	(763)	625,108
稅項	Taxation	(72,066)	(47,426)	(2,100)	(3,021)	—	(124,613)
本年度之溢利	Profit for the year	253,455	228,747	6,595	2,911	(763)	500,495
資產	Assets						
分部資產	Segment assets	1,436,047	1,743,479	119,682	1,068,872	(1,027,658)	3,340,422
聯營公司權益	Interests in associates						61,892
未分配資產	Unallocated assets						5,379
資產總值	Total assets						3,407,693
負債	Liabilities						
分部負債	Segment liabilities	510,404	868,598	39,456	417,087	(483,195)	1,352,350
未分配負債	Unallocated liabilities						146,279
負債總額	Total liabilities						1,498,629
其他資料	Other information						
年內資本開支	Capital expenditures	126,982	363,443	196	16,493	—	507,114

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8. 其他淨收入

8. OTHER NET INCOME

		2010 千美元 US\$'000	2009 千美元 US\$'000
匯兌收益淨額	Exchange gains, net	7,792	—
利息收入	Interest income	21,479	15,579
投資收入	Investment income	1,701	5,296
出售廢品之收益	Gain on sales of scrapped materials	19,770	13,640
政府補助	Government grants	38,958	33,395
視作出售聯營公司之收益	Gain on discontinuation of equity accounting for an associate	68,653	—
其他	Others	25,020	12,003
		183,373	79,913

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9. 除稅前溢利

9. PROFIT BEFORE TAXATION

經扣除下列項目後：	This is stated after charging:	2010 千美元 US\$'000	2009 千美元 US\$'000
財務費用	Finance costs		
須於5年內悉數償還之 銀行及其他貸款之 利息支出	Interest on bank and other borrowings wholly repayable within five years	8,077	14,915
減：利息支出資本化列入 物業、機器及設備	Less: Borrowing costs capitalised into property, plant and equipment	(1,566)	(2,271)
		6,511	12,644
其他項目	Other items		
員工成本：	Staff costs (including directors' remuneration):		
薪金及報酬	Salaries and wages	444,390	340,199
以權益結算股份 支付之款項	Equity-settled share-based payment expenses	5,020	2,280
退休金成本：	Pension costs:		
界定供款計劃	Defined contribution plans	42,931	32,224
界定福利計劃	Defined benefit plans	1,364	2,177
核數師費用：	Auditor's Fees:		
核數師酬金	Auditor's remuneration	1,086	997
非審核服務	Non-audit services	190	—
已售存貨成本	Cost of inventories	4,782,037	3,321,764
折舊	Depreciation	275,054	196,569
攤銷：	Amortisation:		
土地租約溢價	Prepaid lease payments	2,544	2,048
無形資產(已包括 於其他經營費用)	Intangible assets (included in other operating expenses)	1,989	2,778
減值虧損(已包括 其他經營費用)：	Impairment loss (included in other operating expenses):		
無形資產	Intangible assets	4,966	—
物業、機器及設備	Property, plant and equipment	35,520	25,778
可供出售金融資產	Available-for-sale financial assets	—	342
營運租約最低租賃付款	Minimum lease payments in respect of operating lease charges for premises	40,121	30,766
出售物業、機器及設備 之虧損	Loss on disposal of property, plant and equipment	8,083	2,051
匯兌損失淨額	Exchange losses, net	—	675

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10. 董事及高階僱員酬金

本公司董事已收及應收之酬金總額如下：

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

The aggregate amounts of emoluments received or receivable by the Company's directors are as follows:

		2010				
		薪金及 其他酬金	花紅	以股份支付 之款項	小計	總計
		Salaries and other	Discretionary	Share-based		
		fees	bonuses	payments		
		千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
執行董事：	Executive directors:					
魏應州	Wei Ing-Chou	200	761	384	1,345	2,457
井田毅	Takeshi Ida	80	4	—	84	84
吳崇儀	Wu Chung-Yi	50	12	—	62	62
魏應交	Wei Ying-Chiao	50	16	—	66	66
吉澤亮	Ryo Yoshizawa	50	16	—	66	66
井田純一郎	Junichiro Ida	50	16	—	66	66
獨立非執行 董事：	Independent non-executive directors:					
徐信群	Hsu Shin-Chun	50	12	—	62	62
李長福	Lee Tiong-Hock	50	8	—	58	58
桑原道夫	Michio Kuwahara	13	4	—	17	17
太田道彥	Michihiko Ota	29	8	—	37	37
		622	857	384	1,863	2,975

10. 董事及高階僱員酬金 (續)

本公司董事已收及應收之酬金總額如下：(續)

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

The aggregate amounts of emoluments received or receivable by the Company's directors are as follows: (Continued)

		2009					
		董事袍金	薪金及 其他酬金	花紅	小計	以股份支付 之款項	總計
		Directors' fees	Salaries and other emoluments	Discretionary bonuses	Sub-total	Share-based payments	Total
		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
執行董事：		Executive directors:					
魏應州	Wei Ing-Chou	200	671	134	1,005	433	1,438
井田毅	Takeshi Ida	80	—	—	80	—	80
吳崇儀	Wu Chung-Yi	50	8	—	58	—	58
魏應交	Wei Ying-Chiao	50	12	—	62	—	62
吉澤亮	Ryo Yoshizawa	50	12	—	62	—	62
井田純一郎	Junichiro Ida	50	12	—	62	—	62
獨立非執行董事：		Independent non-executive directors:					
徐信群	Hsu Shin-Chun	50	12	—	62	—	62
李長福	Lee Tiong-Hock	50	8	—	58	—	58
桑原道夫	Michio Kuwahara	50	12	—	62	—	62
		630	747	134	1,511	433	1,944

於2010年及2009年12月31日止年度並無董事放棄領取酬金。

No directors have waived emoluments in respect of the years ended 31 December 2010 and 2009.

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10. 董事及高階僱員酬金 (續)

本集團5位最高薪人士包括1位(2009年：1位)董事，其酬金詳情載於上文。其餘4位(2009年：4位)人士之酬金詳情如下：

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

The five individuals whose emoluments were the highest in the Group for the year include one director (2009: one) whose emoluments is reflected in the analysis presented above. Details of the emoluments of the remaining four individuals (2009: four) are as follows:

		2010 千美元 US\$'000	2009 千美元 US\$'000
薪金及其他酬金	Salaries and other emoluments	1,458	1,291
以股份支付之款項	Share-based payments	1,600	665
花紅	Discretionary bonuses	443	331
		3,501	2,287

支付4位最高薪人士之酬金組別如下：

The emoluments were paid to the four highest paid individuals as follows:

酬金組別	Emoluments band	僱員人數 Number of individuals	
		2010	2009
448,719美元至576,923美元 (3,500,001港元至4,500,000港元)	US\$448,719 to US\$576,923 (HK\$3,500,001 to HK\$4,500,000)	—	2
576,924美元至705,128美元 (4,500,001港元至5,500,000港元)	US\$576,924 to US\$705,128 (HK\$4,500,001 to HK\$5,500,000)	1	1
705,129美元至833,333美元 (5,500,001港元至6,500,000港元)	US\$705,129 to US\$833,333 (HK\$5,500,001 to HK\$6,500,000)	1	1
833,334美元至961,538美元 (6,500,001港元至7,500,000港元)	US\$833,334 to US\$961,538 (HK\$6,500,001 to HK\$7,500,000)	—	—
961,539美元至1,089,744美元 (7,500,001港元至8,500,000港元)	US\$961,539 to US\$1,089,744 (HK\$7,500,001 to HK\$8,500,000)	1	—
1,089,745美元至1,217,949美元 (8,500,001港元至9,500,000港元)	US\$1,089,745 to US\$1,217,949 (HK\$8,500,001 to HK\$9,500,000)	1	—
		4	4

11. 稅項

11. TAXATION

		2010 千美元 US\$'000	2009 千美元 US\$'000
本年度稅項 –	Current tax - PRC		
中國企業所得稅	Enterprise income tax		
本年度	Current year	135,188	103,252
比前年度少計撥備	Under provision in prior year	698	430
		135,886	103,682
遞延稅項	Deferred taxation		
產生及轉回之	Origination and reversal of temporary		
暫時差異淨額	differences, net	(31,236)	4,696
按本集團於中國之	Effect of withholding tax on the		
附屬公司可供分配	distributable profits of the Group's		
利潤之預提稅(附註32)	PRC subsidiaries (Note 32)	29,550	16,235
本年度稅項總額	Total tax charge for the year	134,200	124,613

開曼群島並不對本公司及本集團之收入徵收任何稅項。

由於本集團於2010年及2009年內並無任何香港利得稅應課稅利潤，因此並未為香港利得稅計提撥備。

從事製造及銷售各類方便麵、飲品及糕餅產品的中國附屬公司均須受到適用於中國外商投資企業的稅法所規限。本集團大部份附屬公司設立於國家級經濟技術開發區，於2007年12月31日以前按15%的優惠稅率繳納企業所得稅。另由首個獲利年度開始，於抵銷結轉自往年度的所有未到期稅項虧損後，可於首兩年獲全面豁免繳交中國企業所得稅，及在其後3年獲稅率減半優惠。

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

Hong Kong Profits Tax has not been provided as the Company did not have any assessable profit subject to Hong Kong Profit Tax for the years ended 2010 and 2009.

Subsidiaries in the PRC which engage in manufacture and sale of instant noodles, beverages and bakery products are subject to tax laws applicable to foreign investment enterprises in the PRC. Most of the subsidiaries are located at state-level economic development zones and were entitled to a preferential PRC Enterprise Income Tax ("EIT") rate of 15% before 31 December 2007. Also, they were fully exempt from PRC Enterprise Income Tax for two years starting from the first profit-making year followed by a 50% reduction for the next three years, commencing from the first profitable year after offsetting all unexpired tax losses carried forward from the previous years.

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11. 稅項 (續)

根據財政部、國家稅務總局與海關總署聯合頒佈的一項關於西部大開發的稅收減免通知(財稅[2001]第202號)，位於中國大陸西部地區的國家鼓勵類產業的外商投資企業，其鼓勵類產業主營收入佔企業總收入70%以上的，在2001年至2010年年度，減按15%的稅率徵收企業所得稅。因此，本集團於西部地區之附屬公司其優惠稅率為15%(2009年：15%)。

該等不能以中國優惠稅率繳納企業所得稅於中國的附屬公司，其中國企業所得稅法定稅率為25%(2009年：25%)。

根據國務院關於實施企業所得稅過渡優惠政策的通知(國發[2007]39號)，自2008年1月1日起，原享受低稅率優惠政策的企業，在新稅法施行後5年內逐步過渡到法定稅率。其中：享受企業所得稅15%稅率的企業，2008年按18%稅率執行，2009年按20%稅率執行，2010年按22%稅率執行，2011年按24%稅率執行，2012年及以後按25%稅率執行。西部大開發企業所得稅優惠政策繼續執行至到期。

11. TAXATION (Continued)

According to the Tax Relief Notice (Cai Shui [2001] no. 202) on the Grand Development of Western Region jointly issued by the Ministry of Finance, the State Administration of Taxation and China Customs, foreign investment enterprises located in the western region of PRC with principal revenue of over 70% generated from the encouraged business activities are entitled to a preferential income tax rate of 15% for 10 years from 1 January 2001 to 31 December 2010. Accordingly, certain subsidiaries located in Western Region are entitled to a preferential rate of 15% (2009:15%).

For the PRC subsidiaries not entitled to a preferential PRC EIT, the applicable PRC EIT is at a statutory rate of 25% (2009: 25%).

Pursuant to the State Council Circular on the Implementation of the Transitional Concession Policies for Enterprise Income Tax (Guo Fa [2007] no. 39), enterprises previously entitled to a reduced tax rate shall have a grace period of five years regarding the tax reduction commencing on 1 January 2008; the subsidiaries which were entitled to a 15% EIT rate will be subjected to tax rates of 18% in 2008, 20% in 2009, 22% in 2010, 24% in 2011 and 25% in 2012 and thereafter. The subsidiaries that have been granted tax concessions under the tax preferential policies in the Grand Development of Western Region shall continue to enjoy the tax concessions until expiry.

11. 稅項 (續)

本集團之稅項以中國法定稅率25%計算(2009年：25%)與稅前溢利之理論稅項之差別為：

稅項開支之對賬

11. TAXATION (Continued)

The taxation on the Group's profit before taxation differs from theoretical amount that would arise using the statutory tax rate in the PRC of 25% (2009: 25%) as follows:

Reconciliation of tax expenses

		2010 千美元 US\$'000	2009 千美元 US\$'000
除稅前溢利	Profit before taxation	746,774	625,108
按中國法定稅率25% 之稅項(2009年：25%)	Income Tax at statutory tax rate of 25% in the PRC (2009:25%)	186,694	156,277
不可扣稅開支	Non-deductible expenses	14,242	14,565
無需課稅收入	Tax exempt revenue	(20,870)	(4,425)
未確認稅項虧損	Unrecognised tax losses	5,066	2,972
未確認暫時性差異	Unrecognised temporary differences	(27,605)	730
扣除過往並未 確認稅項虧損	Utilisation of previously unrecognised tax losses	(231)	(532)
優惠稅率減免	Effect of preferential tax rates	(22,888)	(24,333)
西部大開發稅收減免	Effect of tax relief on Western Region	(17,287)	(15,711)
按本集團於中國之附屬公司 所得稅之過渡優惠減免	Effect of tax concession granted to the Group's PRC subsidiaries	(13,631)	(20,846)
按本集團於中國之附屬公司 可供分配利潤之預提稅 (附註32)	Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries (Note 32)	29,550	16,235
以前年度少計撥備	Under provision in prior years	698	430
其他	Others	462	(749)
本年度稅項	Tax expense for the year	134,200	124,613

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12. 股東應佔溢利

股東應佔綜合溢利包括已於本公司賬目處理之溢利為1,904,000美元(2009年: 5,601,000美元虧損)，此項溢利已於本公司之賬目內作出處理。

上述金額與本公司本年度溢利之調節如下：

12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company includes a profit of US\$1,904,000 (2009: loss of US\$5,601,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's profit for the year:

		2010 千美元 US\$'000	2009 千美元 US\$'000
已於本公司賬目內處理的股東應佔綜合溢利(虧損)	Amount of consolidated profit (loss) attributable to owners dealt with in the Company's financial statements	1,904	(5,601)
上一財政年度溢利之應佔附屬公司及聯營公司股息，並已於年內獲批准及派發	Dividends from subsidiaries and associates attributable to the profits of the previous financial years, approved and paid during the year	44,081	206,180
本年度本公司溢利	Company's profit for the year	45,985	200,579

13. 股息

13. DIVIDENDS

- (a) 本公司擁有人於本年度應得之股息：

- (a) Dividends payable to owners of the Company attributable to the year:

		2010 千美元 US\$'000	2009 千美元 US\$'000
結算日後擬派之末期股息 每股普通股4.27美仙 (2009年： 每股普通股3.43美仙)	Final dividend proposed after the end of the reporting period of US4.27 cents (2009: US3.43 cents) per ordinary share	238,556	191,627

於2011年3月21日的會議，董事建議派發末期股息每股普通股4.27美仙。此建議末期股息於財務狀況債表中不視為應付股息，但被視為分配截至2011年12月31日止年度之保留盈餘。

At meeting held on 21 March 2011, the directors recommended the payment of final dividend of US4.27 cents per ordinary share. The proposed final dividend has not been recognised as dividend payables in the statement of financial position, but will be reflected as an appropriation of retained profits for the year ending 31 December 2011.

- (b) 於本年內批准及派發歸屬於上一財政年度予本公司擁有人之應得股息：

- (b) Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year:

		2010 千美元 US\$'000	2009 千美元 US\$'000
於本年內批准及於本年內 派發屬於前年度末期 股息為每股普通股 3.43美仙(2009年： 每股普通股2.33美仙)	Final dividend in respect of the previous financial year, approved and paid during the year, of US\$3.43 cents (2009: US\$2.33 cents) per ordinary share	191,627	130,172

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14. 每股溢利

以下為每股基本溢利及每股攤薄溢利之計算：

(a) 每股基本溢利

		2010	2009
本公司股東年內應佔溢利(千美元)	Profit attributable to ordinary shareholders (US\$'000)	476,787	383,207
已發行普通股之加權平均股數(千股)	Weighted average number of ordinary shares ('000)	5,586,793	5,586,793
每股基本溢利(美仙)	Basic earnings per share (US cents)	8.53	6.86

14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is as follows:

(a) Basic earnings per share

(b) 每股攤薄溢利

		2010	2009
本公司股東年內應佔溢利(千美元)	Profit attributable to ordinary shareholders (US\$'000)	476,787	383,207
普通股加權平均數(攤薄)(千股)	Weighted average number of ordinary shares (diluted) ('000)		
已發行普通股之加權平均股數	Weighted average number of ordinary shares	5,586,793	5,586,793
本公司購股權計劃之影響	Effect of the Company's share option scheme	20,402	10,202
用於計算每股攤薄溢利之普通股加權平均數	Weighted average number of ordinary shares for the purpose of calculated diluted earnings per share	5,607,195	5,596,995
每股攤薄溢利(美仙)	Diluted earnings per share (US cents)	8.50	6.85

15. 物業、機器及設備

15. PROPERTY, PLANT AND EQUIPMENT

(a) 本集團

(a) Group

		樓宇 Buildings 千美元 US\$'000	機器及設備 Machinery and equipment 千美元 US\$'000	電器及設備 Electrical appliances and equipment 千美元 US\$'000	雜項設備 Miscellaneous equipment 千美元 US\$'000	在建工程 Construction in progress 千美元 US\$'000	合計 Total 千美元 US\$'000
賬面值對賬－截至 2009年12月 31日止年度	Reconciliation of carrying amount - year ended 31 December 2009						
於年初	At beginning of year	422,867	1,280,822	16,096	45,918	208,742	1,974,445
添置	Additions	20,377	94,900	4,367	37,649	340,582	497,875
落成後轉撥	Transfer upon completion	51,584	119,560	517	8,765	(180,426)	—
減值虧損 (附註i)	Impairment loss (Note i)	—	(25,778)	—	—	—	(25,778)
出售	Disposals	(4,744)	(9,764)	(462)	(1,467)	—	(16,437)
出售附屬公司	Disposal of a subsidiary	(2,739)	(13,628)	(433)	(605)	(458)	(17,863)
折舊	Depreciation	(26,704)	(148,143)	(3,686)	(18,036)	—	(196,569)
項目重分類	Reclassification	—	7	(2,931)	2,924	—	—
滙兌差額	Exchange differences	445	661	3	(235)	91	965
於結算日	At end of the reporting period	461,086	1,298,637	13,471	74,913	368,531	2,216,638

賬目附註

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15. 物業、機器及設備 (續)

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

(a) 本集團 (續)

(a) Group (Continued)

		樓宇 Buildings 千美元 US\$'000	機器及設備 Machinery and equipment 千美元 US\$'000	電器及設備 Electrical appliances and equipment 千美元 US\$'000	雜項設備 Miscellaneous equipment 千美元 US\$'000	在建工程 Construction in progress 千美元 US\$'000	合計 Total 千美元 US\$'000
賬面值對賬 – 截至 2010年12月 31日止年度	Reconciliation of carrying amount - year ended 31 December 2010						
於年初	At beginning of year	461,086	1,298,637	13,471	74,913	368,531	2,216,638
添置	Additions	9,394	253,296	3,183	75,310	624,450	965,633
落成後轉撥	Transfer upon completion	101,199	308,357	215	14,029	(423,800)	—
減值虧損 (附註i)	Impairment loss (Note i)	(5,846)	(28,704)	—	(970)	—	(35,520)
出售	Disposals	(3,180)	(4,776)	(280)	(2,476)	—	(10,712)
轉撥至持作 出售資產	Transferred to assets classified as held for sale	(1,637)	(1,599)	(77)	(1,313)	(217)	(4,843)
折舊	Depreciation	(30,307)	(190,256)	(3,877)	(50,614)	—	(275,054)
滙兌差額	Exchange differences	14,532	36,439	1,583	2,209	12,031	66,794
於結算日	At end of the reporting period	545,241	1,671,394	14,218	111,088	580,995	2,922,936
於2010年1月1日	At 1 January 2010						
原值	Cost	665,368	2,135,885	32,117	132,662	368,531	3,334,563
累計折舊和 減值虧損	Accumulated depreciation and impairment losses	(204,282)	(837,248)	(18,646)	(57,749)	—	(1,117,925)
賬面淨值	Net carrying amount	461,086	1,298,637	13,471	74,913	368,531	2,216,638
於2010年12月31日	At 31 December 2010						
原值	Cost	789,750	2,714,615	34,176	218,621	580,995	4,338,157
累計折舊和 減值虧損	Accumulated depreciation and impairment losses	(244,509)	(1,043,221)	(19,958)	(107,533)	—	(1,415,221)
賬面淨值	Net carrying amount	545,241	1,671,394	14,218	111,088	580,995	2,922,936

15. 物業、機器及設備 (續)

(a) 本集團 (續)

附註：

- (i) 經管理層考慮部份機器設備功能上之退化及重新評估所有政策之調動或汰換策略之可行性，確認該機器設備可收回金額低於賬面值，並導致該機器設備賬面值減值 35,520,000 美元（2009年：25,778,000 美元）。該機器設備之可收回金額評估乃根據於其公允值減去於近日市場上同類機器設備可觀察之市場價值做參考的出售成本。

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

(a) Group (Continued)

Notes：

- (i) After considering the technical obsolescence and reassessing the assets redeployment policy and assets replacement strategy of the Group, management determined that the recoverable amounts of certain plant and machineries have declined below their carrying amounts and as a result the carrying amounts of these plant and machineries were written down by US\$35,520,000 (2009: US\$25,778,000). The estimates of the recoverable amounts of these plant and machineries, principally based on their fair value less costs to sell, determined by reference to the recent observable market prices for similar assets in the market.

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15. 物業、機器及設備 (續)

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) 本公司

(b) Company

		2010			2009		
		Machinery and Miscellaneous equipment			Machinery and Miscellaneous equipment		
		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
賬面值對賬	Reconciliation of carrying amount						
於年初	At beginning of the year	118	13	131	210	12	222
添置	Additions	—	23	23	—	5	5
出售	Disposals	(1)	(1)	(2)	—	—	—
折舊	Depreciation	(34)	(5)	(39)	(93)	(4)	(97)
滙兌差額	Exchange differences	7	—	7	1	—	1
於結算日	At end of the reporting period	90	30	120	118	13	131
於12月31日	At 31 December						
原值	Cost	846	71	917	807	50	857
累計折舊	Accumulated depreciation	(756)	(41)	(797)	(689)	(37)	(726)
賬面淨值	Net carrying amount	90	30	120	118	13	131

16. 無形資產

16. INTANGIBLE ASSETS

		本集團 Group 商標 Trademarks	
		2010 千美元 US\$'000	2009 千美元 US\$'000
賬面值對賬	Reconciliation of carrying amount		
於年初	At beginning of the year	6,955	9,733
年內攤銷	Amortisation	(1,989)	(2,778)
減值虧損	Impairment loss	(4,966)	—
於結算日	At end of the reporting period	—	6,955
於12月31日	At 31 December		
原值	Cost	17,657	17,657
累計攤銷	Accumulated amortisation and		
減值虧損	impairment losses	(17,657)	(10,702)
賬面淨值	Net carrying amount	—	6,955

無形資產代表透過重組合營企業權益換來之商標。商標攤銷按預計可使用七年半年期而計提。

Intangible assets represent trademarks exchanged through the reorganisation of a joint venture. The trademarks are amortised over the estimated useful life of seven and a half years.

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17. 附屬公司權益

17. INTEREST IN SUBSIDIARIES

		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000
非上市股份，按原值列賬	Unlisted shares, at cost	343,739	350,548
對附屬公司投資之增加	Contribution to a subsidiary	2,542	—
減值虧損	Impairment losses	(33,065)	—
		313,216	350,548
應收附屬公司款項， 扣除減值虧損	Amounts due from subsidiaries, net of impairment losses	238,727	280,414
應付附屬公司款項	Amounts due to subsidiaries	(99,078)	(102,711)
		452,865	528,251

由於部份附屬公司權益之賬面值大於其可收回金額，減值虧損已認列於該附屬公司權益賬面值36,613,000美元內(2009年：零)(減值虧損前)。

由於部份附屬公司於本年度錄得持續虧損並在可見將來無正現金流，減值虧損9,094,000美元(2009年：零)已認列於該附屬公司賬面值17,102,000美元之應收款項內(2009年：零)(減值虧損前)。

應收／應付附屬公司之款項為無抵押、免息及無固定還款期，並預期於本結算日起十二個月內認列／還款。

於2010年12月31日主要附屬公司之詳情列示於附註39。

並沒有任何附屬公司於本年度或本結算日持有債券。

Impairment losses were recognised for certain interest in subsidiaries with a carrying amount of US\$36,613,000 (2009: US\$Nil) (before deducting the impairment loss) because their carrying values exceed the recoverable amounts of the assets.

An impairment was recognised for amounts due from certain subsidiaries with a carrying amount of US\$17,102,000 (2009: US\$Nil) (before deducting the impairment loss) because the subsidiaries had suffered continuous losses with no positive cashflow in the foreseeable future. Impairment loss of US\$9,094,000 has been recognised during the year (2009: US\$Nil).

Amounts due from/to subsidiaries are unsecured, interest-free and have no fixed repayment term but are not expected not to be realised/repaid in the next twelve months of the end of the reporting period.

Details of principal subsidiaries at 31 December 2010 are shown in note 39.

None of the subsidiaries had any debt securities outstanding during the year or at the end of the reporting period.

18. 聯營公司權益

18. INTERESTS IN ASSOCIATES

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
聯營公司投資成本	Cost of investment in associates				
於香港境外上市	Listed outside Hong Kong	23,836	23,836	14,748	14,748
非上市	Unlisted	18,831	18,831	13,872	13,872
		42,667	42,667	28,620	28,620
收購後應佔業績， 扣除已收股息	Share of post-acquisition results, net of dividends received	39,641	30,370	—	—
		82,308	73,037	28,620	28,620
應收聯營公司款項	Due from associates	—	35,930	—	33,981
應付聯營公司款項	Due to associates	—	(47,075)	—	—
		82,308	61,892	28,620	62,601
視作出售 聯營公司之權益	Discontinuation of equity accounting for an associate	(29,490)	—	(14,748)	—
重分類為持作 出售資產	Reclassified as assets held for sale	(52,818)	—	(13,872)	—
		—	61,892	—	62,601
上市股份於結算日 之市值	Market value of listed shares at the end of reporting period	—	117,711	—	79,661

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18. 聯營公司權益 (續)

本年度本集團主要聯營公司之權益如下：

18. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's interests in the associates during the year were set out as below:

名稱 Name	註冊成立/ 營業地點 Place of incorporation /operation	發行股份/ 註冊資本類別 Particulars of class of issued shares/ registered capital	應佔股權比例 Proportion of ownership interest		主要業務 Principal activity
			直接 Directly	間接 Indirectly	
味全食品工業股份有限公司(「味全」)(附註18a) Wei Chuan Foods Corporation Limited (Note 18a)	台灣 Taiwan	506,062,900普通股 每股新台幣10元 506,062,900 ordinary shares of NT\$10 each	11.61%	5.55%	製造及銷售 食品及飲料 Manufacture and sale of foods and beverages
頂正(開曼島)控股有限公司(附註18b) Tingzheng (Cayman Islands) Holding Corp. (Note 18b)	開曼群島 Cayman Islands	34,000,000普通股 每股1美元 34,000,000 ordinary shares of US\$1 each	40.80%	—	製造及銷售 包裝材料 Manufacture and sale of packaging materials
可果美(杭州)食品 有限公司(附註18c) Kagome (Hangzhou) Foods Co., Ltd. (Note 18c)	中國 PRC	32,100,000美元/ 32,100,000美元 US\$32,100,000/ US\$32,100,000	—	15.45%	製造及銷售飲料 Manufacture Manufacture and sale of beverages

18. 聯營公司權益 (續)

18(a) 味全食品工業股份有限公司 (「味全」)

本集團持有味全17.16%的股東權益。味全為一家在香港以外上市的公司，味全及其附屬公司於台灣從事生產及銷售食品及飲料。

過去本集團透過委派董事代表出任味全董事會，從而行使重大影響力；因此，本集團視味全為本集團之聯營公司。於本年度內，味全董事會臨屆改選，本集團已沒有委派代表在味全之董事局，惟本集團持有味全之股權未有變更。

當本集團失去在味全之重大影響力時，本集團將不繼續以權益法認列在味全的權益。並於及後根據香港會計準則第39號金融工具：確認及計量之規定，確認本集團持有味全的權益：本集團終止確認投資於味全為聯營公司時，其公允值為98,142,000美元；並以此公允值確認為「可供出售的金融資產」。另投資於味全的公允值與賬面值之差金額68,653,000美元認列於其他淨收入內，並確認為「不繼續以權益法認列聯營公司之所得利益」。

18. INTERESTS IN ASSOCIATES (Continued)

18(a) Wei Chuan Foods Corporation Limited ("Wei Chuan")

The Group holds a 17.16% equity interest in Wei Chuan, a company listed outside Hong Kong which together with its subsidiaries are engaged in manufacture and sale of goods and beverages in Taiwan.

In prior years, Wei Chuan was an associate of the Group whereas the Group exercised significant influence through representation on the board of directors of Wei Chuan. During the year, the composition of the board of directors of Wei Chuan was changed that the Group has no longer had representation on the board of directors of Wei Chuan without a change in absolute ownership in Wei Chuan.

After the Group ceased to have significant influence over Wei Chuan, the Group discontinues the use of the equity method of accounting and, thereafter, the investment in Wei Chuan is accounted for in accordance with the requirements of HKAS 39 Financial Instruments: Recognition and Measurement. When the investment in Wei Chuan ceased to be an associate, the carrying amount of the Group's equity interest in Wei Chuan was measured at fair value at US\$98,142,000 which was regarded as the carrying value on initial recognition as available-for-sale financial assets. The difference between the fair value and the carrying amount of the investment in Wei Chuan at the date when significant influence was lost amounting to US\$68,653,000 was recognised as a gain on discontinuation of equity accounting for an associate within other net income.

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18. 聯營公司權益 (續)

18(b) 頂正 (開曼島) 控股有限公司 (「頂正」)

於2010年9月28日，本公司訂立出售協議，有條件下出售於頂正的40.8%之權益。於此出售事項後，頂正股權已被重分類為流動資產項下的持作出售資產，金額為52,818,000美元，詳情列示於附註22。

18(c) 可果美 (杭州) 食品有限公司 (「杭州可果美」)

於本年度內，聯營公司「杭州可果美」透過向除本集團外，現有股東集資以增加其發行股本。此舉令到本集團所持有的實際權益由29%攤薄至15.44%。本集團因此失去在杭州可果美的重大影響力，將不繼續以權益法認列在杭州可果美的權益。於本集團失去對於杭州可果美之重大影響力時，杭州可果美並無任何賬面值及公允值。及後根據香港會計準則第39號金融工具：確認及計量之規定，確認本集團持有杭州可果美的權益。

18. INTERESTS IN ASSOCIATES (Continued)

18(b) Tingzheng (Cayman Islands) Holding Corp. ("TZCI")

On 28 September 2010, the Company entered into a disposal agreement to conditionally dispose of its entire interest of 40.8% in an associate, TZCI. Prior to the conditional disposal, the interests in TZCI had been accounted for using the equity method. Upon the conditional disposal, the equity interest in TZCI at carrying amount of US\$52,818,000 was reclassified as held for sale under current assets as further explained in note 22.

18(c) Kagome (Hangzhou) Food Co. Ltd. ("Kagome Hangzhou")

During the year, an associate, Kagome Hangzhou, increased its issued capital by subscription from the existing shareholders other than the Group and the effective shareholding of the Group was diluted from 29% to 15.44%. Consequently, the Group lost the significant influence over Kagome Hangzhou and ceased to use of the equity method of accounting. The carrying value and fair value of Kagome Hangzhou at the date the Group lost significant influence were US\$Nil. The investment in Kagome Hangzhou is accounted for as available-for-sale financial assets in accordance with HKAS 39 Financial Instruments: Recognition and Measurement.

19. 土地租約溢價

土地租約溢價指位於中國境內之中期租賃土地成本。該成本按租賃期攤銷。於結算日12個月內應攤銷金額為2,866,000美元(2009年: 2,216,000美元)已計入預付款項及其他應收款項。

19. PREPAID LEASE PAYMENTS

Prepaid lease payments represent cost paid for medium-term leasehold land in the PRC. The cost is amortised over the leasehold period. The amount to be amortised within twelve months after the end of the reporting period amounted to US\$2,866,000 (2009: US\$2,216,000) and is included in prepayments and other receivables.

20. 可供出售金融資產

20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
於香港以外之上市 股本證券市值 公允值	Equity security, listed outside Hong Kong At fair value	109,251	—	73,937	—
非上市股本證券 原值	Equity securities, unlisted At costs	11,452	11,452	3,140	3,054
減值虧損	Impairment losses	(8,044)	(8,044)	(342)	(342)
		3,408	3,408	2,798	2,712
		112,659	3,408	76,735	2,712

上市股份之公允值以台灣證券交易所上的公開買入報價釐定。公允值變更已被確認及累計於投資重估價儲備內，金額為11,109,000美元。

The fair value of the listed securities is determined based on the quoted market bid price available in the Taiwan Stock Exchange. Changes in fair value of US\$11,109,000 were credited to investment revaluation reserve.

非上市投資指非上市股本證券之長期投資。基於需合理估計公允價值的考慮範圍甚為重要，董事認為非上市投資之公允價值不能可靠地計量，故非上市證券乃以成本減去於結算日之減值計量。

The unlisted investments represent long-term investments in unlisted equity securities. They are measured at cost less impairment loss at the end of each reporting period because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably.

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20. 可供出售金融資產 (續)

可供出售金融資產乃以下列貨幣列值：

20. AVAILABLE-FOR-SALE FINANCIAL ASSETS (續)

The available-for-sales financial assets are denominated in the following currencies:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
美元	US\$	1,014	1,014	1,014	1,014
人民幣	RMB	732	732	—	—
新台幣	New Taiwan dollar ("NTD")	110,809	1,472	75,495	1,472
其他	Others	104	190	226	226

21. 按公允價值列賬及在損益賬處理的金融資產

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
持作買賣投資	Investments held for trading				
— 於香港以外上市之股本證券	Equity securities, listed outside Hong Kong	762	3,024	762	3,024
— 美元貨幣基金	US\$ currency fund	9	1,002	9	1,002
		771	4,026	771	4,026

按公允價值列賬及在損益賬處理之金融資產乃以下列貨幣列值：

The financial assets at fair value through profit or loss are denominated in the following currencies:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
美元	US\$	9	1,002	9	1,002
新台幣	NTD	762	3,024	762	3,024

22. 分類為持作出售資產／分類為持作出售資產之相關負債

於2010年9月28日，本公司與Great System Holdings Limited(關連公司)訂立合約，據此，本公司在有條件下分別以代價為84,438,000美元及13,895,000美元出售於頂正的40.8%及天津頂峰澱粉開發有限公司(「頂峰」)的51.0%之全部股權(「出售事項」)。於此出售事項前，頂正及頂峰分別為本集團一家聯營公司及一家非全資持有的附屬公司。

於合約訂立日，頂正股權已被重分類為持作出售資產，金額為52,818,000美元；同時，頂峰股權已被重分類，分別為22,106,000美元於流動資產項下的持作出售資產及2,586,000美元於流動負債項下的持作出售資產之相關負債。

頂正於開曼群島註冊成立，並於中國從事生產及銷售包裝材料。頂峰於中國註冊成立，並於中國從事生產及銷售改良馬鈴薯澱粉及調味品。

董事認為有關出售預料將於2011年6月30日或之前完成。

22. ASSETS CLASSIFIED AS HELD FOR SALE / LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

On 28 September 2010, the Company entered into disposal agreements with Great System Holdings Limited, a related party, to conditionally dispose of its entire equity interest of 40.8% in TZCI and 51.0% in Tianjin Ting Fung Starch Development Co., Ltd. ("TFS") at a consideration of US\$84,438,000 and US\$13,895,000 respectively (the "Disposals"). Prior to the Disposals, the Group accounted for the interest in TZCI and TFS as an associate and a non-wholly owned subsidiary respectively.

On the agreement date, the equity interest in TZCI was reclassified as held for sale at carrying amount of US\$52,818,000 and the equity interest in TFS was reclassified as assets held for sale and liabilities associated with assets held for sale at carrying amount of US\$22,106,000 and US\$2,586,000 respectively.

TZCI is incorporated in the Cayman Islands and its principal activity is manufacture and sales of packaging materials in the PRC. TFS is incorporated in the PRC and its principal activity is manufacture and sale of modified potato starch and seasoning flavours.

In the opinion of the directors, the Disposals are expected to be completed on or before 30 June 2011.

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22. 分類為持作出售資產／分類為持作出售資產之相關負債 (續)

於本結算日，以賬面值或公允值減去出售成本兩者之較低者列賬，並分類為持作出售資產的主要資產及負債項目如下：

22. ASSETS CLASSIFIED AS HELD FOR SALE / LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

The major classes of assets and liabilities classified as held for sale measured at the lower of carrying amount and fair value less costs to sell at the end of the reporting period are as follows:

		Group 2010 千美元 US\$ '000	Company 2010 千美元 US\$ '000
資產	Assets		
物業、機器及設備	Property, plant and equipment	4,843	—
聯營公司權益	Interests in an associate	52,818	—
其他非流動資產	Other non-current assets	920	—
於附屬公司之投資成本	Investment cost in a subsidiary	—	5,610
於聯營公司之投資成本	Investment cost in an associate	—	13,872
存貨	Inventories	3,416	—
應收賬款及其他應收款項	Trade and other receivables	7,958	—
其他流動資產	Other current assets	5,266	—
分類為持作出售資產	Assets classified as held for sale	75,221	19,482
負債	Liabilities		
應付賬款及其他應付款項	Trade and other payables	1,626	—
其他非流動負債	Other current liabilities	994	—
分類為持作出售資產之直接相關負債	Liabilities directly associated with assets classified as held for sale	2,620	—
分類為持作出售資產之資產淨值	Net assets attributable to the assets classified as held for sale	72,601	19,482

23. 存貨

23. INVENTORIES

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
原材料	Raw materials	169,556	107,865
在製品	Work in progress	11,822	7,658
製成品	Finished goods	128,423	97,400
		309,801	212,923

24. 應收賬款

24. TRADE RECEIVABLES

本集團之銷售大部份為貨到收現，餘下的銷售之信貸期主要為30至90天。有關應收賬款（扣除壞賬及呆賬減值虧損）於結算日按發票日期編製之賬齡分析列示如下：

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

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
0 - 90天	0 - 90 days	121,849	105,985
90天以上	Over 90 days	5,881	9,606
		127,730	115,591

24. 應收賬款 (續)

已過期但未減值之應收賬款賬齡：

24. TRADE RECEIVABLES (Continued)

Ageing of amounts that are past due but not impaired:

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
已超過正常賬齡之應收款項	Balances exceeded normal credit period		
過期30天內	Within 30 days	4,147	5,398
過期30至90天	30-90 days	2,621	3,035
過期超過90天	Over 90 days	1,232	3,318
		8,000	11,751

這些非逾期或未減值的應收賬款相關之客戶於近期並無拖欠賬款記錄。

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

這些過期但未減值的應收賬款，是來自本集團多名具有良好紀錄的獨立客戶。由於其信譽並無重大的變化，本集團並無對這些賬款餘額作減值，並且管理層認為這些賬款可收回。本集團並未持有任何與這些賬款相關的抵押品。

The trade receivables that are past due but not impaired related to a number of independent customers that have a good track record with the Group. The Group has not impaired these debtors as there has not been a significant change in credit quality and the directors believe that the amounts are recoverable. The Group does not hold any collateral over these balances.

應收賬款主要以人民幣列值。

The trade receivables are mainly denominated in RMB.

25. 應收附屬公司款項

應收附屬公司之款項金額20,000,000美元及5,000,000美元（2009年：5,000,000美元）為無抵押、分別附年息1.255%及1.25%（2009年：1.25%）及須於一年內償還之貸款。

25. AMOUNTS DUE FROM A SUBSIDIARY

Amounts due from a subsidiary of US\$20,000,000 and US\$5,000,000 (2009: US\$5,000,000) are unsecured, bearing interest at 1.255% and 1.25% (2009: 1.25%) per annum respectively and repayable within 1 year.

26. 現金及等同現金項目

26. CASH AND CASH EQUIVALENTS

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
銀行結餘及現金	Bank balances and cash	881,316	510,831
抵押銀行存款	Pledged bank deposits	12,024	9,358
於綜合現金流量表列示	As stated in the consolidated statement of cash flows	893,340	520,189

銀行存款已予抵押，作為提供本集團一般銀行及貿易融資的銀行授信之抵押品。

The pledged bank deposits are secured for general banking and trade finance facilities, including the issuance of bank acceptance bills, granted to the Group by banks.

現金及等同現金項目以下列貨幣列值：

The cash and cash equivalents are denominated in the following currencies:

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
人民幣	RMB	799,484	492,794
美元	US\$	84,836	17,530
歐元	EUR	1,703	5,129
其他	Others	7,317	4,736

有關外匯風險的部份，於附註37詳述。

Details of the Group's foreign currency risk and credit risk discussion are set out in note 37.

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27. 發行股本

27. ISSUED CAPITAL

		本公司 Company			
		2010		2009	
		股份數目 No. of shares	千美元 US\$'000	股份數目 No. of shares	千美元 US\$'000
法定： 每股0.005美元 之普通股	Authorised: Ordinary shares of US\$0.005 each	7,000,000,000	35,000	7,000,000,000	35,000
已發行及繳足： 於年初 及結算日	Issued and fully paid: At the beginning of the year and the end of the reporting period	5,586,793,360	27,934	5,586,793,360	27,934

28. 儲備

28. RESERVES

(a) 本集團

本集團之保留溢利包括本集團聯營公司分類為持作出售資產之累計溢利 38,946,000 美元 (2009 年：20,898,000 美元)。

(a) Group

The retained profits of the Group include profits of US\$38,946,000 (2009: US\$20,898,000) accumulated by the associate classified as held for sale.

賬目附註

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28. 儲備 (續)

(b) 本公司

28. RESERVES (Continued)

(b) Company

		股份贖回 儲備 Capital redemption reserve 千美元 US\$'000	股份 溢價 Share premium 千美元 US\$'000	外幣換算 儲備 Exchange translation reserve 千美元 US\$'000	購股權 儲備 Share-based payment reserve 千美元 US\$'000	投資重估 價儲備 Investment revaluation reserve 千美元 US\$'000	保留溢利 Retained profits 千美元 US\$'000	總額 Total 千美元 US\$'000
於2009年1月1日	At 1 January 2009	45	330,492	(797)	750	—	82,008	412,498
本年度溢利	Profit for the year	—	—	—	—	—	200,579	200,579
其他全面收益 滙兌差額	Other comprehensive income Exchange translation difference	—	—	(436)	—	—	—	(436)
其他全面收益總額	Total other comprehensive income	—	—	(436)	—	—	—	(436)
本年度全面收益總額	Total comprehensive income for the year	—	—	(436)	—	—	200,579	200,143
與本公司股東之交易 權益結算股份支付 之款項	Transactions with owners of the Company Equity-settled share-based payment reserve	—	—	—	2,280	—	—	2,280
已付2008年末期股息	2008 final dividend paid	—	—	—	—	—	(130,172)	(130,172)
與本公司股東 之交易總額	Total transactions with owners of the Company	—	—	—	2,280	—	(130,172)	(127,892)
於2009年12月31日	At 31 December 2009	45	330,492	(1,233)	3,030	—	152,415	484,749

賬目附註

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28. 儲備 (續)

28. RESERVES (Continued)

(b) 本公司 (續)

(b) Company (Continued)

		股份贖回 儲備 Capital redemption reserve 千美元 US\$'000	股份 溢價 Share premium 千美元 US\$'000	外幣換算 儲備 Exchange translation reserve 千美元 US\$'000	購股權 儲備 Share-based payment reserve 千美元 US\$'000	投資重估 價儲備 Investment revaluation reserve 千美元 US\$'000	保留溢利 Retained profits 千美元 US\$'000	總額 Total 千美元 US\$'000
於2010年1月1日	At 1 January 2010	45	330,492	(1,233)	3,030	—	152,415	484,749
本年度溢利	Profit for the year	—	—	—	—	—	45,985	45,985
其他全面收益	Other comprehensive income							
匯兌差額	Exchange translation difference	—	—	(1,017)	—	—	—	(1,017)
可供出售金融資產 公允值之變動	Fair value change in available-for-sale financial assets	—	—	—	—	7,518	—	7,518
其他全面收益總額	Total other comprehensive income	—	—	(1,017)	—	7,518	—	6,501
本年度全面收益總額	Total comprehensive income for the year	—	—	(1,017)	—	7,518	45,985	52,486
與本公司股東之交易	Transactions with owners of the Company							
權益結算股份支付之款項	Equity settled share-based transactions	—	—	—	5,020	—	—	5,020
已付2009年末期股息	2009 final dividend paid	—	(39,212)	—	—	—	(152,415)	(191,627)
與本公司股東 之交易總額	Total transactions with owners of the Company	—	(39,212)	—	5,020	—	(152,415)	(186,607)
於2010年12月31日	At 31 December 2010	45	291,280	(2,250)	8,050	7,518	45,985	350,628

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。

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.

28. 儲備 (續)

股份溢價

根據開曼島公司條例，當公司以溢價發行股份時，不論是以現金或其他形式發行，在發行股份時所得的累計溢價均轉撥至股份溢價賬。

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。本公司於2010年12月31日之可供分派儲備為337,265,000美元(2009年：482,907,000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。

28. RESERVES (Continued)

Share premium

Under the Companies Law of the Cayman Islands, where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on their shares shall be transferred to share premium account.

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. The Company's distributable reserves as at 31 December 2010 amounted to US\$337,265,000 (2009: US\$482,907,000).

Exchange translation reserve

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

28. 儲備 (續)

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。

投資重估價儲備

投資重估價儲備乃根據會計準則有關可供出售的金融資產公允值變更而設立。

購股權儲備

購股權儲備包括授予本集團僱員但尚未行使之購股權於授出日期之公平值之部分，並根據會計準則有關以股份為基礎之付款處理，詳情列示於附註3(t)。

28. RESERVES (Continued)

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 general reserve reaches 50% of the registered capital of the respective PRC subsidiaries, the enterprise may not be required to make any further appropriation.

Investment revaluation reserve

The investment revaluation reserve has been set up and will be dealt with in accordance with the accounting policies adopted for the change of fair value in available-for-sale financial assets.

Share-based payment reserve

Share-based payment reserve comprises the fair value at the grant date of unexercised share options granted to employees of the Group and will be dealt with in accordance with the accounting policy adopted for share-based payments as set out in note3(t) to the consolidated financial statements.

29. 以權益結算股份支付之交易

有關批准採納購股權計劃(「計劃」)之決議案已在於2008年3月20日通過。該計劃之目的乃鼓勵參與者(詳細如下)並確認他們曾對本集團作出的貢獻。

董事會可按其考慮授予以下人士購股權：

- (i) 公司及其附屬公司的任何全職或兼職僱員，行政人員或高級僱員；
- (ii) 公司及其附屬公司的任何董事(包括非執行董事及獨立非執行董事)；及
- (iii) 公司及其附屬公司的任何顧問，諮詢者，供應商，顧客及代理。

除經公司股東批准，該計劃及任何本公司之其他購股權計劃所授予之購股權涉及之股份數目不得超過本公司於採納此計劃當日(即2008年3月20日)之已發行股份的10%。截至2010年12月31日止，已授予的購股權為53,492,000股(2009年：38,448,000股)，而未行使的購股權為49,714,000股(2009年：37,126,000)，佔全公司當日已發行的股份0.9%(2009年：0.7%)。

每名參與者在該計劃或其他購股權下可享有的最高授予股數(包括已行使及未行使之購股權)，在任何授予日始之12個月內不得超過在授予日期時已發行股份的1%。多於1%為限的授予須獲公司股東的批准。

29. EQUITY SETTLED SHARE-BASED TRANSACTION

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 20 March 2008. The Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the eligible participants (as defined below) had or may have made to the Group.

The Board of Directors may, at its discretion, offer to grant an option to:-

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and
- (iii) any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries.

Without prior approval from the Company's shareholders, the maximum number of shares in respect of which options may be granted under the Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue at the time the Scheme is adopted by the shareholders (i.e. 20 March 2008). At 31 December 2010, the number of shares in respect of which options had been granted was 53,492,000 (2009: 38,448,000) and remained outstanding under the Scheme was 49,714,000 (2009: 37,126,000), representing 0.9% (2009: 0.7%) of the shares of the Company in issue at that date.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to an individual in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the shareholders' approval.

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29. 以權益結算股份支付之交易 (續)

行使價由董事會的董事決定，而行使價將不少於(i)股份在購股權授予日於聯交所載的收市價；(ii)股份在購股權授予日前5個營業日於聯交所的平均收市價；及(iii)股份的面值中之最高價值。

購股權計劃的行使期由董事會決定，而購股權之行使期不多於授予後之10年。持購股權者被授予之每一批購股權之認購價為港幣一元。每一購股權授予持購股權者兌換本公司一股普通股的權利。

已授予之購股權詳情及於2009年及2010年12月31日年度內之變動如下：

29. EQUITY SETTLED SHARE-BASED TRANSACTION
(Continued)

The exercise price is determined by the Company's Board of Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The period during which an option may be exercised will be determined by the Company's Board of Directors, save that no option may be exercised more than 10 years after it has been granted. The options will be vested after five years from the date of grant. A nominal consideration at HK\$1 was paid by each option holder for each lot of share option granted. Each option gives the holder the right to subscribe for one ordinary share in the Company.

Details of share options granted by the Company pursuant to the Scheme and the share options outstanding as at 31 December 2010 and 2009 are as follows:

授予日期 Grant date	授予購股權數目 Number of share options granted	未行使的 購股權數目 Number of share options outstanding		行使價 Exercise price HK\$	行使期 Exercisable period
		2010	2009		
20 March 2008 2008年3月20日	11,760,000	10,680,000	11,530,000	9.28	21 March 2013 to 20 March 2018 2013年3月21日至 2018年3月20日
22 April 2009 2009年4月22日	26,688,000	24,230,000	25,596,000	9.38	23 April 2014 to 22 April 2019 2014年4月23日至 2019年4月22日
1 April 2010 2010年4月1日	15,044,000	14,804,000	—	18.57	1 April 2015 to 31 March 2020 2015年4月1日至 2020年3月31日

29. 以權益結算股份支付之交易 (續)

尚未行使之購股權及其加權平均行使價之變動如下：

29. EQUITY SETTLED SHARE-BASED TRANSACTION (Continued)

Movements in the number of option outstanding and their weighted average exercise prices are as follows:

		本集團及本公司 Group and Company			
		2010		2009	
		加權平均 行使價 Weighted average exercise price 港元 HK\$	購股權數目 Number of options 千份 '000	加權平均 行使價 Weighted average exercise price 港元 HK\$	購股權數目 Number of options 千份 '000
於年初	At the beginning of year	9.35	37,126	9.28	11,760
於年內授出	Granted during the year	18.57	15,044	9.38	26,688
於年內沒收	Forfeited during the year	10.24	(2,456)	9.36	(1,322)
於年末	At the end of year	12.10	49,714	9.35	37,126

於2010年12月31日尚未行使之購股權之行使價為9.28港元、9.38港元或18.57港元(2009年：9.28港元或9.38港元)及加權平均剩餘合約行使期為8.35年(2009年：9.38年)。截止2010年12月31日，概無任何購股權已行使。

購股權授予當日之公允值乃經考慮交易條款及細則後，以二項式購股權定價模式釐定。因受到計算公允值時的假設及所採用計算模式之限制，公允值之計算為比較主觀及不確定。計算購股權公允值時使用之資料如下：一

The options outstanding at 31 December 2010 had an exercise price of HK\$9.28, HK\$9.38 or HK\$18.57 (2009: HK\$9.28 or HK\$9.38) and a weighted average remaining contractual life of 8.35 years (2009: 9.38 years). No option had been exercised up to 31 December 2010.

The fair value of the share options granted is measured at the date of grant, using the binomial option pricing model, taking into account the terms and conditions of the share-based arrangement. The fair value calculated is inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The inputs into the model are as follows:—

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29. 以權益結算股份支付之交易 (續)

29. EQUITY SETTLED SHARE-BASED TRANSACTION
(Continued)

於下列日期授出之購股權

Share options granted on

		2008年3月20日 20 March 2008	2009年4月22日 22 April 2009	2010年4月1日 1 April 2010
授予日之公允值	Fair value at grant date	每股3.74港元 HK\$3.74 per share	每股3.34港元 HK\$3.34 per share	每股7.24港元 HK\$7.24 per share
授予日之收市價	Share price at grant date	每股8.55港元 HK\$8.55 per share	每股9.37港元 HK\$9.37 per share	每股18.42港元 HK\$18.42 per share
行使價格	Exercise price	每股9.28港元 HK\$9.28 per share	每股9.38港元 HK\$9.38 per share	每股18.57港元 HK\$18.57 per share
無風險情況之利率	Risk-free interest rate	4.37%	2.51%	4.10%
預期波幅	Expected volatility	40%	36%	33%
預期行使期	Expected life	10年 10 years	10年 10 years	10年 10 years
預期股息率	Expected dividend yield	2%	2%	2%

預期波幅是按過去一年期間內公司股份收市價的概約波幅，計算購股權公允值時使用之變數及假設乃按管理層最佳之估計。

於2010年，已於收益表確認之以股份為支付基礎之交易之款項為5,020,000美元（2009年：2,280,000美元）。

Expected volatility was determined by using the historical volatility of the Company's share price over the year of share option granted. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate.

During 2010, US\$5,020,000 (2009: US\$2,280,000) was charged to profit or loss in respect of share-based payment transactions settled in equity.

30. 有息借貸

30. INTEREST-BEARING BORROWINGS

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
銀行貸款，將到期：	The maturity of the unsecured bank loans is as follows:				
1年內	Within one year	456,876	218,087	157,000	20,500
第2年	In the second year	91,964	71,983	40,000	20,000
第3年至第5年 (包括首尾2年)	In the third to fifth years, inclusive	85,295	45,000	25,000	45,000
		634,135	335,070	222,000	85,500
被分類為 流動負債部份	Portion classified as current liabilities	(456,876)	(218,087)	(157,000)	(20,500)
非流動部分	Non-current portion	177,259	116,983	65,000	65,000

加權平均年利率為1.36% (2009年：4.21%)。

The weighted average effective interest rate on the bank loans is 1.36% (2009: 4.21%) per annum.

按類別劃分之合計貸款賬面值之分析列示如下：

An analysis of the carrying amounts of the Group's total borrowings by type is as follows:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
固定利率	At fixed rates	60,055	70,674	—	—
浮動利率	At floating rates	574,080	264,396	222,000	85,500
		634,135	335,070	222,000	85,500

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30. 有息借貸 (續)

有息借貸以下列貨幣列值：

30. INTEREST-BEARING BORROWINGS (Continued)

The interest-bearing borrowings are denominated in the following currencies:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
人民幣	RMB	9,918	44,855	—	—
美元	US\$	535,690	263,658	222,000	85,000
歐元	EUR	88,527	26,557	—	—

有關外匯風險的部份，於附註37詳述。

Details of the Group's foreign currency risk and interest rate risk discussion are set out in note 37.

31. 員工福利責任

界定供款計劃

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。

31. EMPLOYEE BENEFIT OBLIGATIONS

Defined contribution plans

The Group participates 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.

31. 員工福利責任

界定福利計劃

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6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韜睿惠悅台灣分公司（「韜睿惠悅」）之建議而釐訂。最新之精算評估是由韜睿惠悅於2010年12月31日以預計單位給付成本法進行。

本集團及本公司對其界定福利計劃所產生之責任並計入財務狀況報表之款項：

31. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

Defined benefit plans

The Group has defined benefit plans for 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. Towers Watson, Taiwan Branch ("Towers Watson"), an independent actuaries and consultants. The latest actuarial valuation was performed by Towers Watson as at 31 December 2010 using the projected unit credit method.

The amounts included in the statement of financial position arising from the obligation of the Group and the Company in respect of its defined benefit plans are as follows:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
未供款責任現值	Present value of unfunded obligations	27,037	18,193	15,538	11,009
未認列之淨精算損失	Net actuarial losses not recognised	(14,940)	(6,816)	(7,724)	(2,763)
來自界定福利責任的淨負債	Net liability arising from defined benefit obligation	12,097	11,377	7,814	8,246

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31. 員工福利責任 (續)

界定福利計劃 (續)

界定福利責任現值變動如下：

31. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

Defined benefit plans (Continued)

Movements in the present value of defined benefit obligations are as follows:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
於年初	At beginning of year	18,193	10,255	11,009	6,540
本年度服務成本	Current service cost	1,268	1,242	657	714
利息成本	Interest cost	367	225	222	143
精算損失	Actuarial losses	5,922	6,471	2,865	3,612
匯兌差額	Exchange differences	1,287	—	785	—
於結算日	At end of the reporting period	27,037	18,193	15,538	11,009

認列於綜合收益表中的開支：

Total amount of expense recognised in the consolidated income statement:

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
本年度服務成本	Current service cost	1,268	1,242
利息成本	Interest cost	367	225
本年度淨開支 (已包括於行政費用)	Net actuarial losses recognised during the year	534	—
少計部分	Under-provided	(805)	—
本年度淨開支 (已包括行政費用)	Net expense for the year included in administrative expenses	1,364	1,467

31. 員工福利責任 (續)

入賬的主要假設為：

31. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

The principal assumptions used for accounting purposes were:

		本集團及本公司 Group and Company	
		2010 %	2009 %
折現率	Discount rate	2.00	2.00
預期薪酬升幅	Expected rate of salary increases	10.00	7.00

本年及過往年度之金額如下：

Historical information:

		本集團 Group				
		2010 千美元 US\$'000	2009 千美元 US\$'000	2008 千美元 US\$'000	2007 千美元 US\$'000	2006 千美元 US\$'000
界定福利 責任現值	Present value of the defined benefit obligations	27,037	18,193	10,255	7,718	7,627
計劃負債 之經驗調整	Experience adjustments arising on plan liabilities	(1,433)	(903)	1,815	735	473

		本公司 Company				
		2010 千美元 US\$'000	2009 千美元 US\$'000	2008 千美元 US\$'000	2007 千美元 US\$'000	2006 千美元 US\$'000
界定福利 責任現值	Present value of the defined benefit obligations	15,538	11,009	6,538	5,342	5,331
計劃負債 之經驗調整	Experience adjustments arising on plan liabilities	(1,091)	(485)	927	551	331

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32. 遞延稅項

本集團淨遞延稅項變動如下：

32. DEFERRED TAXATION

The movement for the year in the Group's net deferred tax position was as follows:

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
於年初	At beginning of year	55,400	34,469
(扣出) 計入綜合收益表內	(Credit) charge to consolidated income statement	(1,686)	20,931
於結算日	At end of the reporting period	53,714	55,400

於結算日，已確認之遞延稅項資產及負債如下：

Recognised deferred tax assets and liabilities at the end of the reporting period represent the followings:

		Group			
		2010		2009	
		Assets 千美元 US\$'000	Liabilities 千美元 US\$'000	Assets 千美元 US\$'000	Liabilities 千美元 US\$'000
加速稅務折舊	Accelerated depreciation allowance	—	(27,637)	—	(18,190)
減速稅務折舊	Decelerated depreciation allowance	282	—	1,680	—
減值虧損	Impairment losses	14,621	—	2,806	—
未獲得發票之 預提費用	Un-invoiced accrual	25,797	—	—	—
預提稅	Withholding tax	—	(68,885)	—	(39,335)
其他	Others	9,751	(7,643)	893	(3,254)
遞延稅項資產(負債)	Deferred tax assets (liabilities)	50,451	(104,165)	5,379	(60,779)

32. 遞延稅項 (續)

根據企業所得稅法，外國投資者從位於中國的外商投資企業所獲得的股息須按照10%的稅率徵收預提稅。該規定於2008年1月1日起生效，適用於2007年12月31日後始累計可供分配利潤。倘中國政府與該外國投資者所處國家或地區政府存在稅收安排，可適用較低稅率。本集團適用稅率為10%。本集團根據各中國附屬公司於2007年後賺取並預期在可見將來中的供分配利潤的部分而計提相關的遞延稅項負債。

若將部分於2007年後賺取並預期在可見將來中不作分配之利潤作分配，此舉須受額外徵稅。該等中國附屬公司未匯出之未分配利潤的預提稅預計為68,885,000美元（2009年：39,335,000美元）董事認為目前為止該等未分配利潤須留作各中國附屬公司之營運資金，並在可見將來中的不作分配。因此並無作出額外徵稅撥備。

本集團並未確認遞延稅項資產源於稅務虧損48,861,000美元（2009年：40,015,000美元），此稅務虧損可用作抵扣將來之稅務收益。稅務虧損中11,209,000美元（2009年：2,623,000美元）及9,986,000美元（2009年：11,380,000美元）將分別於2011及2012到期。

本年度並沒有香港應課稅利潤。本公司於結算日並無未確認之遞延稅項資產及負債。

32. DEFERRED TAXATION (Continued)

Pursuant to the PRC EIT Law, a 10% withholding tax is levied on dividends distributed to foreign investors by the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings accumulated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between PRC and jurisdiction of the foreign investors. For the Group's PRC subsidiaries, the applicable rate is 10% and deferred tax liability is only provided on those parts of post-2007 earnings that are expected to be distributable in the foreseeable future.

The part of post-2007 earnings that are not expected to be distributable in the foreseeable future would be subject to additional taxation if they are distributed. The estimated withholding tax effects on the distribution of these unremitted retained earnings of these PRC subsidiaries were approximately of US\$68,885,000 (2009: US\$39,335,000). In the opinion of the directors, these retained earnings, at the present time, are required for financing the continuing operations of the PRC subsidiaries and no distribution would be made in the foreseeable future. Accordingly, no provisions for additional deferred taxation have been made.

The Group has not recognised deferred tax assets in respect of tax losses of US\$48,861,000 (2009: US\$40,015,000), which can be carried forward against future taxable income. Losses amounting to US\$11,209,000 (2009: US\$2,623,000) and US\$9,986,000 (2009: US\$11,380,000) will expire in 2011 and 2012 respectively.

There was no assessable profit in Hong Kong for the year and prior year. The Company does not have unrecognised deferred tax assets and liabilities at the end of reporting period.

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33. 應付賬款

33. TRADE PAYABLES

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
應付賬款	Trade payables				
第三者	Due to third parties	989,113	622,197	2,126	2,818
分類為持作出售 之聯營公司	Due to an associate classified as held for sale	93,908	—	—	—
分類為持作出售 之附屬公司	Due to a subsidiary classified as held for sale	892	—	—	—
		1,083,913	622,197	2,126	2,818

分類為持作出售之聯營公司及附屬公司之應付賬款為無抵押、免息及附有30至90天還款期。

The trade payables due to an associate and a subsidiary classified as held for sales are unsecured, interest-free and with credit period of 30 to 90 days.

33. 應付賬款 (續)

應付賬款於結算日按發票日編製之賬齡分析如下：

33. TRADE PAYABLES (Continued)

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

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
0-90日	0 - 90 days	1,066,760	586,944	2,118	2,818
90日以上	Over 90 days	17,153	35,253	8	—
		1,083,913	622,197	2,126	2,818

應付賬款以下列貨幣列值：

The trade payables are denominated in the following currencies:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
人民幣	RMB	1,081,787	618,991	—	—
美元	US\$	—	388	—	—
新台幣	NTD	2,126	2,818	2,126	2,818

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34. 經營業務所得現金

34. CASH GENERATED FROM OPERATIONS

		2010 千美元 US\$'000	2009 千美元 US\$'000
除稅前溢利	Profit before taxation	746,774	625,108
利息費用	Interest expenses	6,511	12,644
利息收入	Interest income	(21,479)	(15,579)
折舊	Depreciation	275,054	196,569
土地租約溢價之攤銷	Amortisation on prepaid lease payments	2,544	2,048
無形資產之攤銷	Amortisation on intangible assets	1,989	2,778
出售物業、機器及 設備之虧損	Loss on disposal of property, plant and equipment	8,083	2,051
物業、機器及設備減值虧損	Impairment loss on property, plant and equipment	35,520	25,778
無形資產減值虧損	Impairment loss on intangible assets	4,966	—
按公允價值列賬及在損益賬處理 的金融資產公允值之變動	Fair value change in financial assets at fair value through profit or loss	766	526
應佔聯營公司業績	Share of results of associates	(9,978)	(9,550)
視作出售聯營公司 之收益	Gain on discontinuation of equity accounting for an associate	(68,653)	—
出售附屬公司之收益	Gain on disposal of interest in a subsidiary	—	(3,285)
匯率變動之影響	Effect on exchange rate changes	2,438	(8)
可供出售金融資產 之減值虧損	Impairment loss on available for sale financial assets	—	342
認列以權益結算股份 支付之款項	Recognition of equity-settled share-based payment	5,020	2,280
前聯營公司應付賬款之增加	Increase in trade payables due to a former associate	56,933	12,761
存貨之增加	Increase in inventories	(93,123)	(21,057)
應收賬款之增加	Increase in trade receivables	(9,828)	(657)
預付款項及其他應收款項 之增加	Increase in prepayments and other receivables	(68,513)	(69,612)
應付賬款之增加	Increase in trade payables	334,905	224,507
其他應付款項之增加	Increase in other payables	143,356	114,498
客戶預付款項之增加	Increase in advance payments from customers	43,012	5,997
其他非流動應付款項之減少	Decrease in other non-current payables	(792)	(764)
非供款員工福利 責任現值之增加	Increase in present value of unfunded employee benefit obligations	720	2,177
經營業務所得現金	Cash generated from operations	1,396,225	1,109,552

35. 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。

35. SIGNIFICANT 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.

		2010 千美元 US\$'000	2009 千美元 US\$'000
向下列人物支付薪金及其他短期僱員福利：	Salaries and other short-term employee benefits paid to:		
主要管理人員，並不包括附註10所披露之董事酬金	Key management personnel, excluding amounts paid to the Company's directors as disclosed in note 10	4,831	3,232
向下列公司購買貨品：	Purchases of goods from:		
前聯營公司	A former associate	405,395	261,802
本公司若干少數股東之控股公司	Holding companies of a minority shareholder of a subsidiary of the Company	3,495	2,664
向聯營公司出售附屬公司之所得金額	Proceed from the disposal of a subsidiary to an associate	—	10,835
出售分類為持作出售資產所得之預收款項	Deposit received from the disposal of assets classified as held for sale		
本公司之董事持有重大影響力之公司	A company owned by the Company's directors with significant influence	9,833	—

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36. 資本管理

本集團管理資本的目標是保障本集團能夠持續經營，從而為股東提供回報及其他利益相關者提供利益。

本集團透過負債資產比率來監控資本（包括各項權益），負債資產比率的計算方法是以淨負債（計算借款扣除現金及現金等值物）作為本公司擁有人應佔權益之比率，並於綜合權益變動表內披露。於結算日，債項對經調整資本之比率如下：

36. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Group monitors its capital, which comprises all equity components, using a gearing ratio which is calculated on the basis of net debt (interest bearing borrowings net of cash and cash equivalents) as a ratio of the equity attributable to owners of the Company as disclosed in the consolidated statement of changes in equity. The debt-to-adjusted capital ratios at the end of the reporting period were as follows:

		本集團 Group		本公司 Company	
		2010 千美元 US\$'000	2009 千美元 US\$'000	2010 千美元 US\$'000	2009 千美元 US\$'000
有息借貸	Interest-bearing borrowings	634,135	335,070	220,000	85,500
減：現金及現金等值物	Less: Cash and cash equivalents	(893,340)	(520,189)	(60,196)	(6,312)
淨（現金）債項	Net (cash) debt	(259,205)	(185,119)	159,804	79,188
總權益	Total equity	1,821,258	1,462,644	378,562	512,683
負債資產比率	Gearing ratio	-14.23%	-12.66%	42.21%	15.45%

本集團根據經濟狀況的改變，透過有效地運用債務及平衡股東權益，透過派發股息，回購股票及發行新債，積極地定期檢討及管理資本架構。此外，本集團也會考慮市場上現行的借款利率、日後的資本開支及投資機會。本集團此管理政策與2009年一致。

The Group actively and regularly reviews and manages its capital structure through the optimisation of the debt and equity balance and makes adjustments to capital structure according to changes in economic conditions for achieving its objectives through payment of dividends, share repurchase and issue of new debt. Changing of borrowing rate in the market, future capital expenditures and investment opportunities are taken into consideration. The Group's strategy remains unchanged from that of 2009.

37. 金融風險因素

本集團所持有的金融工具面對外匯風險、利率風險、信貸風險、流動資金風險及價格風險。為降低本集團金融風險，董事會採用保守的風險管理對策。董事會檢討並同意採用之風險管理對策如下：

外匯風險

本集團的附屬公司主要在中國經營，主要以人民幣作交易貨幣。本集團所面對的外匯風險為除功能貨幣以外，以其他貨幣作交易的資本開支、採購、銀行結餘、借貸、可供出售金融資產及按公允值列賬及在損益賬處理的金融資產。

人民幣與美元的兌換須遵守中國人民銀行頒佈之外匯管制規則及條例。在附屬公司主要以人民幣作交易貨幣及人民幣兌美元升值的情況下，本集團並沒有重大的外匯風險，亦沒有作出相應的避險。

本集團於2010年12月31日以外幣（主要為美元、新台幣及歐元）計值的可供出售金融資產、按公允價值列賬及在損益賬處理的金融資產、銀行結餘及應付賬款借款詳情分別載於附註20, 21, 26, 30及33。

於結算日，倘所有其他變數保持不變，而人民幣兌換美元、人民幣兌新台幣及人民幣兌換歐元升值／貶值5%，本年度集團溢利及保留溢利將增加／減少23,372千美元（2009年：14,550千美元）。

37. FINANCIAL RISK MANAGEMENT

The Group's financial instruments expose it to foreign currency risk, interest rate risk, credit risk, liquidity risk and price risk. The Board of Directors generally adopts conservative strategies on its risks management and limits the Group's exposure to these risks to a minimum. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below:

Foreign currency risk

The majority of the subsidiaries of the Group are operated in the PRC and most of their transactions are denominated in RMB. The Group is exposed to foreign currency risk primarily through capital expenditures, purchases, bank balances, borrowings, available-for-sales financial assets and financial assets at fair value through profit or loss that are denominated in currencies other than the functional currency of the subsidiaries.

The exchange rate of RMB against US\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group did not have significant exposure to foreign exchange risk and has not hedged its foreign exchange risk because the subsidiaries of the Group mainly earn their profits in RMB and the value of RMB has been appreciating against US\$.

Details of the Group's available-for-sale financial assets, financial assets at fair value through profit or loss, bank balances, interest-bearing borrowings and trade payables denominated in US\$, NTD and EUR as at 31 December 2010 and 2009 are set out in notes 20, 21, 26, 30 and 33 respectively.

At the end of the reporting period, if the exchange rates of RMB/US\$, RMB/NTD and RMB/EUR had strengthened/weakened by 5% with all other variables held constant, the Group's profit for the year and retained profits would have been US\$23,372,000 (2009: US\$14,550,000) higher / lower.

37. 金融風險因素 (續)

利率風險

本集團主要面對的利率風險是來自銀行借貸，所取得的浮動利率貸款令本集團面對現金流量利率風險。集團並無使用對沖現金流及公允值的利率風險。本集團的策略是根據經濟環境及集團策略把定息借貸及浮息借貸保持在適當比例。

於結算日，倘所有其他變量保持不變，銀行存款及借款利率調升／調低10個基點（2009年：10個基點），本年度集團溢利及保留溢利將減少／增加574,000美元（2009年：264,000美元）。

信貸風險

本集團的信貸風險主要來自於抵押銀行存款、現金及現金等值物、應收賬款及其他應收賬款。本集團及本公司大部分已的抵押銀行存款和現金及現金等價物均存放在可信賴的國際金融機構及受國家管轄的財務機構裡，因此管理層認為這並不存在重大的信貸風險。

本集團之銷售大部份為現金銷售。本集團有政策確保以信貸銷售之直營零售商有良好的信貸紀錄並作定期審查。當客戶要求之信用金額超過一般標準時，須進行獨立信貸評估。本集團會持續監控應收賬款，故此並沒有重大的壞賬風險。

37. FINANCIAL RISK MANAGEMENT (Continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term borrowings with floating interest rates. The Group's policy is to manage its interest cost using a mix of fixed and floating rate debts. The Group has not hedged its cash flow and fair value interest rate risk. The Group's strategy is to maintain an appropriate proportion between borrowings at fixed interest rates and floating interest rates, in consideration of economic atmosphere and the strategies of the Group.

At the end of the reporting period, if interest rates had been 10 (2009: 10) basis point higher/lower and all other variables were held constant, the Group's profit for the year and retained profits would decrease/increase by US\$574,000 (2009: US\$264,000).

Credit risk

The Group's credit risk is primarily attributable to pledged bank deposits, cash and cash equivalent, trade and other receivables. Substantially all of the Group's and the Company's pledged bank deposits and cash and cash equivalents were deposited in the creditworthy global financial institutions and state-controlled financial institutions in the PRC, which management consider they are without significant credit risk.

The majority of the Group's sales are conducted on a cash basis. The Group has implemented policies to ensure that sales of products are made to direct retailers, who wish to trade on credit terms, with an appropriate credit history which is subject to periodic reviews. Individual credit evaluations are performed on all customers requiring credit over a certain amount. Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

37. 金融風險因素 (續)

信貸風險 (續)

本集團之其他應收款項的信貸風險來自於交易對方違約，其最大之信貸風險相等於此等資產之賬面值。交易對方之信貸質數會以其財務狀況、信貸紀錄及其他因素作考慮。基於穩定還款紀錄作考慮，董事認為交易對方並沒有重大的違約風險。於結算日，本集團並無重大的集中信貸風險，信貸風險已分散於若干交易對方中。

於結算日，本公司的集中信貸風險中，95% (2009年：95%) 之應收附屬公司總款項源於五大附屬公司。

流動資金風險

本集團針對於流動資金風險管理之目標為擁有足夠現金儲備以及維持充裕之已承諾信貸融資額度。並且，本集團定期監察現在及預期之流動資金需求，尤其在資本開支及償還債項等方面的資金需求。於結算日及可預見的未來，董事預期本集團並無流動資金風險。有關按持續經營之準則編製賬目之詳情載於附註2。

37. FINANCIAL RISK MANAGEMENT (Continued)

Credit risk (Continued)

The credit risk of the Group's other receivables arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these assets. The credit quality of the counterparties is assessed by taking into account their financial position, credit history and other factors. Individual credit limits are set based on the assessment of the credit quality. Given the constant repayment history, the directors are of the opinion that the risk of default by these counterparties is not significant. At the end of the reporting period, the Group has no significant concentration of credit risk, with exposure spread over a number of counterparties.

At the end of the reporting period, the Company had a concentration of credit risk as 95% (2009: 95%) of the total amounts due from subsidiaries was due from the five largest subsidiaries.

Liquidity risk

The Group's objectives when managing liquidity risk are to maintain sufficient reserves of cash and adequate committed credit facilities to the Group. Also, the Group's policy is to regularly monitor current and expected liquidity requirements, in particular relating to capital expenditure and repayments of debts. At the end of the reporting period, the Board of Directors expected that the Group had no significant liquidity risk in the near future. Details of the preparation of financial statements on a going concern basis are set out in note 2.

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37. 金融風險因素 (續)

流動資金風險 (續)

本集團之金融負債於結算日至合約到期日之餘下期間按合約未貼現現金流量列示如下：

37. FINANCIAL RISK MANAGEMENT (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments are summarised below:

		本集團 Group			
		1年內或 按要求還款 Within 1 year or on demand 千美元 US\$'000	1年以上 但在2年內 More than 1 year but less than 2 years 千美元 US\$'000	2年以上但 在5年內 More than 2 years but less than 5 years 千美元 US\$'000	合計 Total 千美元 US\$'000
於2010年12月31日	At 31 December 2010				
應付賬款	Trade payables	1,083,913	—	—	1,083,913
其他應付款項	Other payables	571,458	—	—	571,458
有息借貸	Interest-bearing borrowings	461,894	94,108	86,419	642,421
其他非流動應付款項	Other non-current payables	791	791	—	1,582
		2,118,056	94,899	86,419	2,299,374
於2009年12月31日	At 31 December 2009				
應付聯營公司款項	Due to associates	47,075	—	—	47,075
應付賬款	Trade payables	622,197	—	—	622,197
其他應付款項	Other payables	405,445	—	—	405,445
有息借貸	Interest-bearing borrowings	220,411	72,947	45,627	338,985
其他非流動應付款項	Other non-current payables	765	765	766	2,296
		1,295,893	73,712	46,393	1,415,998

37. 金融風險因素 (續)

37. FINANCIAL RISK MANAGEMENT (Continued)

流動資金風險 (續)

Liquidity risk (Continued)

		本公司 Company			
		1年內或 按要 求還款 Within 1 year or on demand 千美元 US\$'000	1年以上 但在2年內 More than 1 year but less than 2 years 千美元 US\$'000	2年以上但 在5年內 More than 2 years but less than 5 years 千美元 US\$'000	合計 Total 千美元 US\$'000
於2010年12月31日	At 31 December 2010				
應付附屬公司款項	Due to subsidiaries	99,078	—	—	99,078
應付賬款	Trade payables	2,126	—	—	2,126
其他應付款項	Other payables	25,822	—	—	25,822
有息借貸	Interest-bearing borrowings	159,104	40,623	25,263	224,990
		286,130	40,623	25,263	352,016
於2009年12月31日	At 31 December 2009				
應付附屬公司款項	Due to subsidiaries	102,711	—	—	102,711
應付賬款	Trade payables	2,818	—	—	2,818
其他應付款項	Other payables	765	—	—	765
有息借貸	Interest-bearing borrowings	21,390	20,737	45,627	87,754
		127,684	20,737	45,627	194,048

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37. 金融風險因素 (續)

37. FINANCIAL RISK MANAGEMENT (Continued)

流動資金風險 (續)

Liquidity risk (Continued)

		本公司 Company			
		1年以上 但在2年內 More than 1 year but less than 2 years	2年以上但 在5年內 More than 2 years but less than 5 years		合計 Total
		1年內或 按要求還款 Within 1 year or on demand			
		千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
已發出之財政擔保	Financial guarantees issued:				
已發出之最高 財政擔保	Maximum amounted guaranteed				
於2010年12月31日	At 31 December 2010	68,758	—	—	68,758
於2009年12月31日	At 31 December 2009	20,197	732	—	20,929

於結算日，本公司為其下兩間全資附屬公司之信貸擔保發出財政擔保，金額為161,057,000美元（2009年：248,059,000美元）。董事認為有關擔保向本公司索償之機會低。本公司於結算日最高負債為該等全資附屬公司有關之擔保，金額為68,758,000美元（2009年：20,929,000美元）。

基於此等信貸工具涉及關連關係，董事認為估計此等財政擔保之公允價值並沒有意義及不可行，故此亦沒有認列其價值於資產負債表內。

At the end of the reporting period, the Company has issued financial guarantees in respect of credit facilities to two wholly-owned subsidiaries of US\$161,057,000 (2009: US\$248,059,000). The directors do not consider it is probable that a claim will be made against the Company under the guarantees. The maximum liability of the Company at the end of the reporting period under the guarantees issued is the facility drawn down by the subsidiaries of US\$68,758,000 (2009: US\$20,929,000).

Due to the related party nature of the instruments, the directors considered it not meaningful and practicable to estimate the fair values of the financial guarantees and therefore they have not been recognised in the Company's statement of financial position.

37. 金融風險因素 (續)

公允價值

(a) 以公允價值保留的金融工具

下表呈列於結算日，按《香港財務報告準則》第7號「金融工具：披露」所釐定的公允價值等級制度的三個等級中，以公允價值計量的金融工具之保留價值，每項被分類的金融工具之公允價值全數乃基於輸入的最低等級，有關輸入對公允價值計量相當重要。有關等級詳情如下：

- 第1級（最高等級）：利用在活躍市場中相同金融工具的報價（未經調整）計算公允價值
- 第2級：利用在活躍市場中類似金融工具的報價，或所有重要輸入均直接或間接基於可觀察市場數據的估值技術，計算公允價值
- 第3級（最低等級）：利用任何重要輸入並非基於可觀察市場數據的估值技術計算公允價值

37. FINANCIAL RISK MANAGEMENT (Continued)

Fair value

(a) Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instrument
- Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data
- Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data

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37. 金融風險因素 (續)

37. FINANCIAL RISK MANAGEMENT (Continued)

公允價值 (續)

Fair value (Continued)

(a) 以公允價值保留的金融工具 (續)

(a) Financial instruments carried at fair value (Continued)

		本集團 Group			
		級別1 Level 1 千美元 US\$'000	級別2 Level 2 千美元 US\$'000	級別3 Level 3 千美元 US\$'000	總計 Total 千美元 US\$'000
於2010年12月31日	At 31 December 2010				
可供出售之	Available-for-sale				
財務資產	financial assets				
— 於香港以外之上市	-Equity securities, listed				
股本證券市值	outside Hong Kong	109,251	—	—	109,251
按公允價值在	Financial assets				
損益賬處理之	at fair value through				
財務資產	profit or loss				
— 於香港以外之上市	-Equity securities, listed				
股本證券市值	outside Hong Kong	762	—	—	762
— 美元貨幣基金	- US\$ currency fund	—	9	—	9
		110,013	9	—	110,022

37. 金融風險因素 (續)

37. FINANCIAL RISK MANAGEMENT (Continued)

公允價值 (續)

Fair value (Continued)

(a) 以公平價值保留的金融工具 (續)

(a) Financial instruments carried at fair value (Continued)

		本公司 Company			
		級別1 Level 1	級別2 Level 2	級別3 Level 3	總計 Total
		千美元 US\$'000	千美元 US\$'000	千美元 US\$'000	千美元 US\$'000
於2010年12月31日	At 31 December 2010				
可供出售之	Available-for-sale				
財務資產	financial assets				
— 於香港以外之上市	- Equity securities, listed				
股本證券市值	outside Hong Kong	73,937	—	—	73,937
按公允價值在	Financial assets at				
損益賬處理之	fair value through				
財務資產	profit or loss				
— 於香港以外之上市	- Equity securities, listed				
股本證券市值	outside Hong Kong	762	—	—	762
— 美元貨幣基金	- US\$ currency fund	—	9	—	9
		74,699	9	—	74,708

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37. 金融風險因素 (續)

37. FINANCIAL RISK MANAGEMENT (Continued)

公允價值 (續)

Fair value (Continued)

(a) 以公平價值保留的金融工具 (續)

(a) Financial instruments carried at fair value (Continued)

		本集團及本公司 Group and Company			
		級別1 Level 1 千美元 US\$'000	級別2 Level 2 千美元 US\$'000	級別3 Level 3 千美元 US\$'000	總計 Total 千美元 US\$'000
於2009年12月31日	At 31 December 2009				
按公允價值在	Financial assets at				
損益賬處理之	fair value through				
財務資產	profit or loss				
— 於香港以外之上市	- Equity securities, listed				
股本證券市值	outside Hong Kong	3,024	—	—	3,024
— 美元貨幣基金	- US\$ currency fund	—	1,002	—	1,002
		3,024	1,002	—	4,026

於2010年及2009年度內，沒有
項目在級別1與級別2之間移轉。

During the years ended 2010 and 2009, there were no
transfers between instruments in Level 1 and Level 2.

(b) 以公允價值以外列賬的金融工具公允價值

(b) Fair values of financial instruments carried at other than fair value

董事認為本集團及本公司金融工具之
賬面值以成本或攤銷成本列賬，與其
2010年及2009年12月31日之公允價
值並無重大差異。

In the opinion of the directors, the carrying amounts of the
Group's and the Company's financial instruments carried at
cost or amortised cost are not materially different from
their fair values as at 31 December 2010 and 2009.

37. 金融風險因素 (續)

價格風險

本集團及本公司持有之分類為按公允價值認列之可供出售金融資產及按公允價值列賬並在損益賬處理的金融資產，本集團就此承受股票價格風險。就本集團及本公司於可公開買賣之股票投資而言，其公允價值乃參考市場報價而釐定。本集團及本公司之非上市投資是持作長期策略投資之用。其表現乃根據本集團所得資料以及與本集團的長期策略計劃之相關性作每年定期評估。

敏感度分析乃根據上市股票投資所承擔之股票價格風險。於結算日，假設其他變動因素不變下，當相關之股市指數增加或減少10%（2009年：10%），本集團之本年度溢利及未分配利潤將會因持作買賣投資之變動而增加或減少76,000美元（2009年：134,000美元）。投資重估價儲備將會因可供出售金融資產其公允價值之變動而增加或減少10,925,000美元（2009年：零）。本集團會監控價格風險及考慮就其風險上升而作出相應對沖。

37. FINANCIAL RISK MANAGEMENT (Continued)

Price risk

The Group and the Company are exposed to equity price risks arising from investments classified as available-for-sale financial assets at fair value and financial assets at fair value through profit or loss. For the Group's and the Company's equity securities investments that are publicly traded, the fair value is determined with reference to quoted market prices. The Group's and the Company's unlisted investments are held for long-term strategic purposes. Their performance is assessed at least annually based on the information available to the Group, together with an assessment of their relevance to the Group's long-term strategic plans.

The sensitivity analysis has been determined based on the exposure of the listed equity securities to equity price risk. At the end of the reporting period, it is estimated that an increase/decrease of 10% (2009: 10%) in the relevant stock market index as applicable, with all other variables held constant, would have increased/decreased the Group's profit for the year and retained profits by US\$76,000 (2009: US\$ 134,000) due to change in the fair value of investments held-for-trading. Investment valuation reserves would be increased / decreased by US\$10,925,000 (2009: US\$ Nil) as a result of changes in fair value of available-for-sale financial assets. The Group will monitor the price risk and will consider hedging the risk exposure should the need arise.

37. 金融風險因素 (續)

價格風險 (續)

敏感度分析假設股市指數之合理可能變動於結算日已發生並已應用於股票價格風險上。此外，集團之上市股票投資之公允值假設會根據過往與股市指數之相關性所變動；本集團以公允值計量的可供出售金融資產亦假設不會因相關股市指數的合理可能的下跌而作減值；並且其他相關因素維持不變。上述變動乃管理層對於相關股市指數由本年度結算日至下年度結算日的合理可能變動作出之評估。此分析基準與2009年相同。

37. FINANCIAL RISK MANAGEMENT (Continued)

Price risk(Continued)

The sensitivity analysis has been determined assuming that the reasonably possible changes in the stock market index had occurred at the end of the reporting period and had been applied to the exposure to equity price risk in existence at that date. It is also assumed that the fair values of the Group's listed investments would change in accordance with the historical correlation with the relevant stock market index that none of the Group's available-for-sale investments at fair value would be considered impaired as a result of a reasonably possible decrease in the relevant stock market index, and that all other variables remain constant. The stated changes represent management's assessment of reasonably possible changes in the relevant stock market index over the period until the next annual end of the reporting period. The analysis is performed on the same basis for 2009.

38. 承擔

38. COMMITMENTS

(a) 資本支出承擔

(a) Capital expenditure commitments

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
已訂約但未撥備	Contracted but not provided for	260,662	168,497

(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 end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases, which are payable as follows:

		本集團 Group	
		2010 千美元 US\$'000	2009 千美元 US\$'000
1年內	Within one year	14,939	12,950
於第2年至第5年屆滿 (包括首尾2年)	In the second to fifth years inclusive	21,384	19,282
5年以後	After five years	14,996	5,920
		51,319	38,152

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39. 主要附屬公司

主要附屬公司表列如下：

39. PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries are as follows:

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
天津頂益國際食品有限公司 Tianjin Tingyi International Food Co., Ltd.	中國 PRC	US\$72,000,000	100%	—	製造及銷售方便麵 Manufacture and sale of instant noodles
廣州頂益食品有限公司 Guangzhou Tingyi Food Co., Ltd.	中國 PRC	US\$31,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 杭州頂益食品有限公司 Hangzhou Tingyi Food Co., Ltd.	中國 PRC	US\$131,500,000/ US\$92,700,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 康師傅(杭州)方便食品有限公司 Master Kong (Hangzhou) Convenient Food Co., Ltd.	中國 PRC	US\$20,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
重慶頂益食品有限公司 Chongqing Tingyi 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
瀋陽頂益食品有限公司 Shenyang 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
武漢頂益食品有限公司 Wuhan Tingyi Food Co., Ltd.	中國 PRC	US\$17,800,000	—	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

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39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
青島頂益食品有限公司 Qingdao Tingyi Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
哈爾濱頂益食品有限公司 Harbin Tingyi Food Co., Ltd.	中國 PRC	US\$11,200,000	—	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\$4,500,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 新疆頂益食品有限公司 Xinjiang Tingyi Food Co., Ltd.	中國 PRC	US\$3,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 南京頂益食品有限公司 NanJing Tingyi Food Co., Ltd	中國 PRC	US\$14,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
台灣康師傅食品股份有限公司 Master Kong (Taiwan) Foods Co., Ltd. #	台灣 Taiwan	50,000,000普通股 每股NT\$10 50,000,000 ordinary shares of NT\$10 each/ NT\$500,000,000	100%	—	製造及銷售方便麵 Manufacture and sale of instant noodles
* 成都頂益食品有限公司 Chengdu 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
河北一宛香食品有限公司 Hebei Yi Wan Xiang Foods Co., Ltd. #	中國 PRC	RMB187,500,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles

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39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
* 昆明頂益食品有限公司 Master Kong (Kunming) Convenient Food Co., Ltd.	中國 PRC	US\$3,000,000	—	100%	製造及銷售方便麵 Manufacture and sale of instant noodles
* 康師傅(瀋陽)方便食品有限公司 Master Kong (Shenyang) Convenient 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
康師傅方便食品投資(中國)有限公司 (前為福滿多投資有限公司) Master Kong Instant Foods Investment (China) Co., Ltd. (formerly Fumanduo Investment Co., Ltd.)	中國 PRC	US\$30,000,000	—	100%	投資控股 Investment holding
* 淮安福滿多食品有限公司 Huaian Fumanduo Food Co., Ltd	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 眉山福滿多食品有限公司 Meishan Fumanduo Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 長沙福滿多食品有限公司 Changsha Fumanduo Food Co., Ltd. #	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 鄭州福滿多食品有限公司 Zhengzhou Fumanduo Food Co., Ltd. #	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 蘭州福滿多食品有限公司 Lanzhou Fumanduo Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles

39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
康師傅(重慶)方便食品有限公司 *Master Kong (Chongqing) Convenient Food Co., Ltd..	PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 咸陽福滿多食品有限公司 Xianyang Fumanduo Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 新疆福滿多食品有限公司 Xinjiang Fumanduo Food Co., Ltd.	中國 PRC	US\$3,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 河北福滿多食品有限公司 *Hebei Fumanduo Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 哈爾濱福滿多食品有限公司 Harbin Fumanduo Food Co., Ltd. #	中國 PRC	US\$3,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 濟南福滿多食品有限公司 Jinan Fumanduo Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
* 東莞福滿多食品有限公司 Dongguan Fumanduo Food Co., Ltd.	中國 PRC	US\$5,000,000	—	100%	製造及銷售方便麵 Manufacturing and sale of instant noodles
康師傅方便食品(BVI)有限公司 Master Kong Instant Foods (BVI) Co., Ltd	英屬處女群島 British Virgin Islands ("BVI")	50,000普通股 每股US\$1 50,000 ordinary shares at US\$1 each/ US\$1	100%	—	投資控股 Investment holding

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39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
康師傅糕餅(BVI)有限公司 Master Kong Bakery (BVI) Co., Ltd.	英屬處女群島 BVI	50,000普通股每股US\$1 50,000 ordinary shares at US\$1 each/ US\$1	100%	—	投資控股 Investment holding
天津龜田食品有限公司 Tianjin Kameda Food Co., Ltd.	中國 PRC	US\$6,000,000	—	50%	製造及銷售米餅產品 Manufacture and sale of rice crackers
天津頂園食品有限公司 Tianjin Tingyuan Food Co., Ltd.	中國 PRC	US\$37,000,000	—	100%	製造及銷售糕餅產品 Manufacture and sale of bakery products
廣州頂園食品有限公司 Guangzhou Tingyuan Food Co., Ltd.	中國 PRC	US\$22,000,000	100%	—	製造及銷售糕餅產品 Manufacture and sale of bakery products
杭州頂園食品有限公司 Hangzhou Ting Yuan Food Co., Ltd.	中國 PRC	US\$18,400,000	—	100%	製造及銷售糕餅產品 Manufacture and sale of bakery products
康師傅飲品(BVI)有限公司 Master Kong Beverages (BVI) Co., Ltd	英屬處女群島 BVI	50,000普通股 每股US\$1 50,000 ordinary shares of US\$1 each/ US\$50,000	100%	—	投資控股 Investment holding
康師傅飲品控股有限公司 Tingyi-Asahi Beverages Holding Co., Ltd.	開曼群島 Cayman Islands	50,000普通股 每股US\$0.01 50,000 ordinary shares of US\$0.01 each/ US\$10,001	—	50.01%	投資控股 Investment holding

39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
* 天津頂津食品有限公司 Tianjin Tingjin Food Co., Ltd.	中國 PRC	US\$60,840,000/ US\$41,673,813	—	50.01%	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\$20,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(廣州)飲品有限公司 Master Kong (Guangzhou) Beverage Co., Ltd.	中國 PRC	US\$14,500,000	—	50.01%	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\$38,100,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(杭州)飲品有限公司 Master Kong (Hangzhou) Beverage Co., Ltd.	中國 PRC	US\$21,350,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
西安頂津食品有限公司 Xi'an Tingjin Food Co., Ltd.	中國 PRC	US\$12,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 武漢頂津食品有限公司 Wuhan Tingjin Food Co., Ltd.	中國 PRC	US\$51,000,000/ US\$35,000,000	—	50.01%	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\$24,000,000	—	50.01%	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\$15,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages

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39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
福建頂津食品有限公司 Fujian Tingjin Food Co., Ltd.	中國 PRC	US\$13,700,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 哈爾濱頂津食品有限公司 Harbin Tingjin Food Co., Ltd. #	中國 PRC	US\$20,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 新疆頂津食品有限公司 Xinjiang Tingjin Food Co., Ltd.	中國 PRC	US\$10,000,000/ US\$6,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 昆明頂津食品有限公司 Kunming Tingjin Food Co., Ltd.	中國 PRC	US\$12,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 鄭州頂津食品有限公司 Zhengzhou Tingjin Food Co., Ltd	中國 PRC	US\$24,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 蘭州頂津食品有限公司 Lanzhou Tingjin Food Co., Ltd.	中國 PRC	US\$16,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(瀋陽)飲品有限公司 Master Kong (Shenyang) Beverage Co. Ltd.	中國 PRC	US\$36,000,000/ US\$33,200,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(西安)飲品有限公司 Master Kong (Xi'an) Beverage Co., Ltd	中國 PRC	US\$38,500,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(天津)飲品有限公司 Master Kong (Tianjin) Beverage Co., Ltd	中國 PRC	US\$30,500,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages

39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
* 南京頂津食品有限公司 *Nanjing Tingjin Food Co., Ltd.	中國 PRC	US\$5,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(吉林)長白山飲品有限公司 Master Kong (Jilin) The Changbai Mountain Beverage Co., Ltd.	中國 PRC	US\$5,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 揚州頂津食品有限公司 Yangzhou Tingjin Food Co., Ltd.	中國 PRC	US\$34,500,000/ US\$29,700,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(杭州)千島湖飲品有限公司 Master Kong (Hangzhou) Qiandaohu Beverages Co., Ltd.	中國 PRC	US\$12,000,000/ US\$1,800,029	—	50.01%	尚未開始業務經營 Not yet commenced business
* 廣州頂津飲品有限公司 Guangzhou Tingjin Beverage Co., Ltd.	中國 PRC	US\$59,300,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 天津頂津飲品有限公司 Tianjin Tingjin Beverage Co., Ltd.	中國 PRC	US\$12,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 康師傅(大連)飲品有限公司 Master Kong (Dalian) Beverage Co., Ltd.	中國 PRC	US\$10,500,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 成都頂津食品有限公司 Chengdu Tingjin Food Co., Ltd.	中國 PRC	US\$12,000,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages

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39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
* 康師傅(烏魯木齊)飲品有限公司 Master Kong (Wulumuqi) Beverage Co., Ltd. #	中國 PRC	US\$12,000,000/ US\$2,400,000	—	50.01%	製造及銷售飲品 Manufacture and sale of beverages
* 南昌頂津食品有限公司 Nanchang Tingjin Food Co., Ltd.	中國 PRC	US\$10,000,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 運城頂津飲品有限公司 Yuncheng Tingjin Beverage Co., Ltd	PRC	US\$2,100,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 駐馬店頂津飲品有限公司 Zhumadian Tingjin Beverage Co., Ltd	PRC	US\$2,100,000/ US\$780,920	—	50.01%	尚未開始業務經營 Not yet commenced business
* 湛江頂津飲品有限公司 Zhanjiang Tingjin Beverage Co., Ltd	PRC	US\$2,600,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 長春頂津飲品有限公司 Changchun Tingjin Beverage Co., Ltd	PRC	US\$4,000,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 漳州頂津食品有限公司 Zhangzhou Tingjin Food Co., Ltd	PRC	US\$12,000,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 贛州頂津飲品有限公司 Ganzhou Tingjin Beverages Co., Ltd	PRC	US\$2,100,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 懷化頂津飲品有限公司 Huaihua Tingjin Beverages Co., Ltd	PRC	US\$2,100,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 錦州頂津飲品有限公司 Jinzhou Tingjin Beverage Co., Ltd	PRC	US\$5,000,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business
* 紅河頂津飲品有限公司 Honghe Tingjin Beverages Co., Ltd	PRC	US\$2,100,000/ US\$0	—	50.01%	尚未開始業務經營 Not yet commenced business

賬目附註

Notes to the Financial Statements

截至2010年12月31日止年度

For the year ended 31 December 2010

39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
味全(安吉)乳品專業牧場有限公司 Wei Chuan (Anji) Dairy Farm Co., Ltd. #	中國 PRC	US\$2,100,000	100%	—	製造及銷售奶類飲品 Manufacture and sale of milk products
天津頂峰澱粉開發有限公司 Tianjin Ting Fung 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 flavours
頂益(英屬處女島)國際有限公司 Tingyi (BVI) Int'l Co., Ltd.	英屬處女群島 BVI	50,000普通股 每股US\$1 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
康師傅(香港)貿易有限公司 Master Kong (HK) Trading Company Limited	香港 HK	HK\$10,000/ HK\$2	100%	—	本集團之產品代理及貿易 Agent and trading of products for the Group
興化頂芳脫水食品有限公司 Xinghua Dinfang 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 edehydrated vegetables
天津頂嘉機械有限公司 Tian Jin Ting Jia 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 Provision of management services

賬目附註

Notes to the Financial Statements

截至2010年12月31日止年度
For the year ended 31 December 2010

39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
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
天津頂雅房地產開發有限公司 Tianjin Dingya Property Development Co., Ltd.	中國 PRC	US\$2,100,000	100%	—	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	RMB16,400,000	38%	62%	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\$1,700,000	100%	—	提供工程顧問及研究服務 Provision of engineering related consultancy and research service
頂通(BVI)有限公司 Tingtong (BVI) Limited	英屬處女群島 BVI	50,000普通股 每股US\$1 50,000 ordinary shares of US\$1 each/ US\$1,000	100%	—	投資控股 Investment holding
頂通(開曼島)控股有限公司 Tingtong (Cayman Islands) Holding Corp.	開曼群島 Cayman Islands	15,000,000普通股 每股US\$1 15,000,000 ordinary shares of US\$1 each/ US\$2,118,334	—	50.01%	投資控股 Investment holding

賬目附註

Notes to the Financial Statements

截至2010年12月31日止年度

For the year ended 31 December 2010

39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

名稱 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	Proportion of ownership interest		應佔 股權比例 主要業務 Principal activity
			直接 Directly	間接 Indirectly	
上海頂通物流有限公司 Shanghai Tingtong Logistics Co., Ltd	中國 PRC	US\$5,000,000	—	50.01%	提供物流服務 Logistics services
北京頂通物流有限公司 Beijing Ting Tong Logistics Co., Ltd.	中國 PRC	US\$500,000	—	50.01%	提供物流服務 Logistics services
廣州頂通物流有限公司 Guangzhou Ting Tong Logistics Co., Ltd.	中國 PRC	US\$300,000	—	50.01%	提供物流服務 Logistics services
瀋陽頂通物流有限公司 Shenyang Ting Tong Logistics Co., Ltd.	中國 PRC	US\$300,000	—	50.01%	提供物流服務 Logistics services
重慶頂通物流有限公司 Chongqing Ting Tong Logistics Co., Ltd.	中國 PRC	US\$300,000	—	50.01%	提供物流服務 Logistics services
康遠股份有限公司 Kon Yuan Corporation #	台灣 Taiwan	NT\$110,000,000	100%	—	投資控股 Investment holding
康權股份有限公司 Kon Chuan Corporation #	台灣 Taiwan	NT\$96,000,000	100%	—	投資控股 Investment holding
康俊股份有限公司 Kon Jun Corporation #	台灣 Taiwan	NT\$110,000,000	100%	—	投資控股 Investment holding

* 該等附屬公司註冊為中外合資／合作企業。

英文翻譯只供識別

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。

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

English translation for identification purposes only.

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

附 件 五

Audited Financial Statements
Tingyi (Cayman Islands) Holding Corp.
For the year ended 31 December 2010

Independent Auditor's Report

To the shareholders of

Tingyi (Cayman Islands) Holding Corp.

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Tingyi (Cayman Islands) Holdings Corp. (the "Company") and its subsidiaries (together "the Group") set out on pages 3 to 74, which comprise the consolidated and the Company's statements of financial position as at 31 December 2010, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independent Auditor's Report

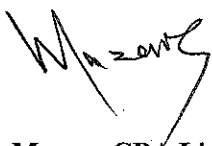
To the shareholders of

Tingyi (Cayman Islands) Holding Corp.

(incorporated in the Cayman Islands with limited liability)

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of the affairs of the Company and the Group as at 31 December 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.



Mazars CPA Limited

Certified Public Accountants

Hong Kong, 21 March 2011

Chan Chi Ming Andy

Practising Certificate number: P05132

Tingyi (Cayman Islands) Holding Corp.

Consolidated Income Statement

Year ended 31 December 2010

	<i>Note</i>	2010 <i>US\$'000</i>	2009 <i>US\$'000</i>
Turnover and revenue	6	6,681,482	5,081,113
Cost of sales		<u>(4,782,037)</u>	<u>(3,321,764)</u>
Gross profit		1,899,445	1,759,349
Other net income	8	183,373	79,913
Distribution costs		(1,121,477)	(1,032,759)
Administrative expenses		(125,953)	(96,651)
Other operating expenses		(92,081)	(81,650)
Finance costs	9	(6,511)	(12,644)
Share of results of associates		<u>9,978</u>	<u>9,550</u>
Profit before taxation	9	746,774	625,108
Taxation	11	<u>(134,200)</u>	<u>(124,613)</u>
Profit for the year		<u>612,574</u>	<u>500,495</u>
Attributable to:			
Owners of the Company		476,787	383,207
Non-controlling interests		<u>135,787</u>	<u>117,288</u>
Profit for the year		<u>612,574</u>	<u>500,495</u>
Earnings per share	14		
Basic		<u>US8.53 cents</u>	<u>US6.86 cents</u>
Diluted		<u>US8.50 cents</u>	<u>US6.85 cents</u>

Tingyi (Cayman Islands) Holding Corp.**Consolidated Statement of Comprehensive Income**

Year ended 31 December 2010

	2010 US\$'000	2009 US\$'000
Profit for the year	612,574	500,495
Other comprehensive income		
Exchange differences on consolidation	77,369	1,731
Fair value change in available-for-sale financial assets	<u>11,109</u>	<u>-</u>
Other comprehensive income for the year, net of tax	<u>88,478</u>	<u>1,731</u>
Total comprehensive income for the year, net of tax	<u><u>701,052</u></u>	<u><u>502,226</u></u>
Attributable to:		
Owners of the Company	545,221	384,941
Non-controlling interests	<u>155,831</u>	<u>117,285</u>
	<u><u>701,052</u></u>	<u><u>502,226</u></u>

Tingyi (Cayman Islands) Holding Corp.

Consolidated Statement of Financial Position

At 31 December 2010

	<i>Note</i>	2010 <i>US\$'000</i>	2009 <i>US\$'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment	15	2,922,936	2,216,638
Intangible assets	16	-	6,955
Interests in associates	18	-	61,892
Prepaid lease payments	19	117,799	88,803
Available-for-sale financial assets	20	112,659	3,408
Deferred tax assets	32	50,451	5,379
		<u>3,203,845</u>	<u>2,383,075</u>
Current assets			
Financial assets at fair value through profit or loss	21	771	4,026
Inventories	23	309,801	212,923
Trade receivables	24	127,730	115,591
Prepayments and other receivables		280,704	171,889
Pledged bank deposits	26	12,024	9,358
Bank balances and cash	26	881,316	510,831
		<u>1,612,346</u>	<u>1,024,618</u>
Assets classified as held for sale	22	<u>75,221</u>	<u>-</u>
Total assets		<u>4,891,412</u>	<u>3,407,693</u>
EQUITY AND LIABILITIES			
Capital and reserves			
Issued capital	27	27,934	27,934
Reserves	28	1,793,324	1,434,710
Total capital and reserves attributable to owners of the Company		1,821,258	1,462,644
Non-controlling interests		<u>547,929</u>	<u>446,420</u>
Total equity		<u>2,369,187</u>	<u>1,909,064</u>
Non-current liabilities			
Long-term interest-bearing borrowings	30	177,259	116,983
Other non-current payables		791	1,531
Employee benefit obligations	31	12,097	11,377
Deferred tax liabilities	32	104,165	60,779
		<u>294,312</u>	<u>190,670</u>

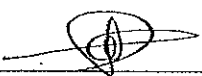
Tingyi (Cayman Islands) Holding Corp.

Consolidated Statement of Financial Position

At 31 December 2010

	<i>Note</i>	2010 <i>US\$'000</i>	2009 <i>US\$'000</i>
Current liabilities			
Trade payables	33	1,083,913	622,197
Other payables		572,249	406,210
Current portion of interest-bearing borrowings	30	456,876	218,087
Advance payments from customers		86,940	42,497
Taxation		25,315	18,968
		<u>2,225,293</u>	<u>1,307,959</u>
Liabilities associated with assets classified as held for sale	22	<u>2,620</u>	<u>-</u>
Total liabilities		<u>2,522,225</u>	<u>1,498,629</u>
Total equity and liabilities		<u>4,891,412</u>	<u>3,407,693</u>
Net current liabilities		<u>(612,947)</u>	<u>(283,341)</u>
Total assets less current liabilities		<u>2,666,119</u>	<u>2,099,734</u>

Approved and authorised for issue by the Board of Directors on 21 March 2011



Director



Director

Tingyi (Cayman Islands) Holding Corp.

Statement of Financial Position

At 31 December 2010

	<i>Note</i>	2010 <i>US\$'000</i>	2009 <i>US\$'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment	15	120	131
Interest in subsidiaries	17	452,865	528,251
Interests in associates	18	-	62,601
Available-for-sale financial assets	20	76,735	2,712
		<u>529,720</u>	<u>593,695</u>
Current assets			
Financial assets at fair value through profit or loss	21	771	4,026
Prepayments and other receivables		1,155	979
Amounts due from a subsidiary	25	25,000	5,000
Bank balances and cash		60,196	6,312
		<u>87,122</u>	<u>16,317</u>
Assets classified as held for sale	22	<u>19,482</u>	<u>-</u>
Total assets		<u>636,324</u>	<u>610,012</u>
EQUITY AND LIABILITIES			
Capital and reserves			
Issued capital	27	27,934	27,934
Reserves	28	350,628	484,749
Total equity		<u>378,562</u>	<u>512,683</u>
Non-current liabilities			
Long-term interest-bearing borrowings	30	65,000	65,000
Employee benefit obligations	31	7,814	8,246
		<u>72,814</u>	<u>73,246</u>

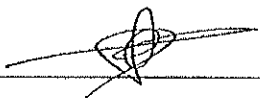
Tingyi (Cayman Islands) Holding Corp.

Statement of Financial Position

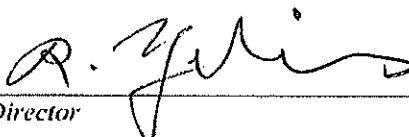
At 31 December 2010

	<i>Note</i>	2010 <i>US\$'000</i>	2009 <i>US\$'000</i>
Current liabilities			
Trade payables	33	2,126	2,818
Other payables		25,822	765
Current portion of interest-bearing borrowings	30	157,000	20,500
		<u>184,948</u>	<u>24,083</u>
Total liabilities		<u>257,762</u>	<u>97,329</u>
Total equity and liabilities		<u>636,324</u>	<u>610,012</u>
Net current liabilities		<u>(97,826)</u>	<u>(7,766)</u>
Total assets less current liabilities		<u>451,376</u>	<u>585,929</u>

Approved and authorised for issue by the Board of Directors on 21 March 2011



Director



Director

Tingyi (Cayman Islands) Holding Corp.

Consolidated Statement of Changes in Equity

Year ended 31 December 2010

	Attributable to owners of the Company										
	Issued capital	Capital redemption reserve	Share premium	Exchange translation reserve	General reserve	Share-based payment reserve	Investment revaluation reserve	Retained profits	Total	Non-controlling interests	Capital and reserves
	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000
At 1 January 2009	27,934	45	330,492	163,834	177,555	750	-	506,593	1,207,203	331,435	1,538,638
Profit for the year	-	-	-	-	-	-	-	383,207	383,207	117,288	500,495
Other comprehensive income											
Exchange differences on consolidation	-	-	-	1,734	-	-	-	-	1,734	(3)	1,731
Total comprehensive income for the year	-	-	-	1,734	-	-	-	383,207	384,941	117,285	502,226
Transactions with owners of the Company											
Equity settled share-based transactions	-	-	-	-	-	2,280	-	-	2,280	-	2,280
2008 final dividend paid	-	-	-	-	-	-	-	(130,172)	(130,172)	(2,300)	(132,472)
Transfer to general reserve	-	-	-	-	51,162	-	-	(51,162)	-	-	-
Realisation upon disposal of a subsidiary	-	-	-	(1,600)	(8)	-	-	-	(1,608)	-	(1,608)
Total transactions with owners of the Company	-	-	-	(1,600)	51,154	2,280	-	(181,334)	(129,500)	(2,300)	(131,800)
At 31 December 2009	27,934	45	330,492	163,968	228,709	3,030	-	708,466	1,462,644	446,420	1,909,064
At 1 January 2010	27,934	45	330,492	163,968	228,709	3,030	-	708,466	1,462,644	446,420	1,909,064
Profit for the year	-	-	-	-	-	-	-	476,787	476,787	135,787	612,574
Other comprehensive income											
Exchange differences on consolidation	-	-	-	57,325	-	-	-	-	57,325	20,044	77,369
Fair value change in available-for-sale financial assets	-	-	-	-	-	-	11,109	-	11,109	-	11,109
Total other comprehensive income	-	-	-	57,325	-	-	11,109	-	68,434	20,044	88,478
Total comprehensive income for the year	-	-	-	57,325	-	-	11,109	476,787	545,221	155,831	701,052
Transactions with owners of the Company											
Equity settled share-based transactions	-	-	-	-	-	5,020	-	-	5,020	-	5,020
2009 final dividend paid	-	-	(39,212)	-	-	-	-	(152,415)	(191,627)	(54,322)	(245,949)
Transfer to general reserve	-	-	-	-	36,980	-	-	(36,980)	-	-	-
Total transactions with owners of the Company	-	-	(39,212)	-	36,980	5,020	-	(189,395)	(186,607)	(54,322)	(240,929)
At 31 December 2010	27,934	45	291,280	221,293	265,689	8,050	11,109	995,858	1,821,258	547,929	2,369,187

Tingyi (Cayman Islands) Holding Corp.

Consolidated Statement of Cash Flows

For the year ended 31 December 2010

	<i>Note</i>	2010 <i>US\$'000</i>	2009 <i>US\$'000</i>
OPERATING ACTIVITIES			
Cash generated from operations	34	1,396,225	1,109,552
The People's Republic of China ("PRC") Enterprise income tax paid		(129,365)	(96,032)
Interest paid		(6,511)	(12,644)
Net cash from operating activities		1,260,349	1,000,876
INVESTING ACTIVITIES			
Interest received		21,479	15,579
Proceeds from disposal of financial assets at fair value through profit or loss		20,000	-
Proceeds from disposal of interest in a subsidiary		-	6,258
Deposit received from the disposal of assets classified as held for sale		9,833	-
Dividends received from former associates		707	3,059
Purchase of financial assets at fair value through profit or loss		(20,000)	(4,002)
Purchase of property, plant and equipment		(965,633)	(497,875)
Prepaid lease payments		(32,267)	(9,698)
Proceeds from sale of property, plant and equipment		2,810	14,386
Net cash used in investing activities		(963,071)	(472,293)
FINANCING ACTIVITIES			
Dividends paid to owners of the Company		(191,627)	(130,172)
Dividends paid to non-controlling interests		(54,322)	(45,071)
Proceeds from borrowings		884,801	328,065
Repayments of borrowings		(586,979)	(546,722)
Net cash from (used in) financing activities		51,873	(393,900)
Net increase in cash and cash equivalents		349,151	134,683
Cash and cash equivalents at beginning of year		520,189	384,964
Effect on exchange rate changes		24,000	542
Cash and cash equivalents at end of year	26	893,340	520,189

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

1. GENERAL INFORMATION

Tingyi (Cayman Islands) Holding Corp. (the "Company") is a limited liability company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The address of its principal place of business is No. 15, The 3rd Street, Tianjin Economic-Technological Development Area, Tianjin, PRC.

The Company is an investment holding company and engaged in trading of spare parts of machineries and raw materials. The Company and its subsidiaries (collectively, the "Group") are principally engaged in the manufacture and sale of instant noodles, beverages and bakery products. The principal activities of its subsidiaries are set out in note 39 to the consolidated financial statements.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKAS") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

These financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2009 financial statements except for the adoption of the new / revised HKFRS effective from the current year that are relevant to the Group as detailed in note 4 to the financial statements. A summary of the principal accounting policies adopted by the Group is set out in note 3 to the financial statements.

In preparing the financial statements, the directors have carefully assessed the working capital and financing requirements of the Group in the foreseeable future, as the Group's current liabilities exceeded its current assets by US\$612,947,000 (2009: *net current liabilities of US\$283,341,000*) at the end of the reporting period.

Taking into account the existing banking facilities of the Group and continuing profitable operations, the directors are satisfied that the Group has sufficient resources to meet in full its financial obligations as they fall due in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of measurement

The measurement basis used in the preparation of these financial statements is historical cost, except for available-for-sale financial assets at fair value and financial assets at fair value through profit or loss, which have been measured at fair value as explained in the accounting policies set out below.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries as at 31 December each year. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All inter-group balance, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceased.

Non-controlling interests are presented separately in the consolidated income statement and within equity in the consolidated statement of financial position, separately from owners of the Company. For each business combination occurs on or after 1 January 2010, the non-controlling interest in the acquiree is measured initially either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. For each business combination occurred prior to 1 January 2010, the non-controlling interest in the acquiree was measured at the non-controlling interest's proportionate share of the acquiree's net assets.

Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. From 1 January 2010, total comprehensive income is attributed to the owners of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interest in excess of the non-controlling interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the non-controlling interest has a binding obligation and is able to make an additional investment to cover the losses.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) Basis of consolidation (continued)

Changes in ownership interest

From 1 January 2010, changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary is recognised on the same basis as would be required if the Company had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary is accounted for as a financial asset, associate, jointly controlled entity or others as appropriate from the date when control is lost.

Prior to 1 January 2010, any increase in the Group's ownership interest in a subsidiary was treated in the same manner as an acquisition. For decreases in the Group's ownership interest in a subsidiary, regardless of whether the disposals would result in a loss of control, the difference between the consideration received and the carrying amount of the share of net assets disposed of was recognised in profit or loss.

(c) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to the profit or loss during the year in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(c) Property, plant and equipment (Continued)

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment, other than construction in progress, over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the costs or valuation of the item is allocated on a reasonable basis and depreciated separately.

Buildings	10 to 30 years
Machinery and equipment: - For instant noodles and beverages	12 years
- Others	5 to 10 years
Electrical appliances and equipment	5 years
Miscellaneous equipment	3 to 10 years

(d) Construction in progress

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is stated at cost less accumulated impairment losses. Cost includes all construction expenditure and other direct costs, including interest costs, attributable to such projects. Costs on completed construction works are transferred to the appropriate asset category. No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

(e) Assets classified as held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale. Assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

(f) Intangible assets – Trademarks

The initial cost of acquiring trademarks is capitalised. Trademarks with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is provided on the straight-line basis over their estimated useful lives.

(g) Prepaid lease payments

Prepaid lease payments are up-front payments to acquire fixed term interests in lessee-occupied land. The premiums are stated at cost and are amortised over the period of the lease on a straight-line basis to the profit or loss.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(h) Subsidiaries

A subsidiary is an entity in which the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities.

In the Company's statement of financial position, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(i) Associates

An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture.

The Group's investments in associates are accounted for under the equity method of accounting. The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. The consolidated statement of financial position includes the Group's share of the net assets of associates and also goodwill. The Group discontinues recognising its share of further losses when the Group's share of losses of the associate equals or exceeds the carrying amount of its interest in the associate, which includes any long term interests that, in substance, form part of the Group's net investments in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In the Company's statement of financial position, an investment in associates is stated at cost less impairment loss determined on individual basis. The results of associates are accounted for by the Company on the basis of dividends received and receivable.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset as set out in note 3(j) to the consolidated financial statements.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments

Financial assets and financial liabilities are recognised when the Group become a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when the Group's contractual rights to future cash flows from the financial asset expire or when the Group transfers the financial asset and the Group has transferred substantially all the risks and rewards of ownership of the financial asset. A financial liability is derecognised only when the liability is extinguished, that is, when the obligation specified in the relevant contract expires.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. They are carried at fair value, with any resultant gain and loss recognised in the profit or loss.

Loans and receivables

Loans and receivables including trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are not held for trading. They are measured at amortised cost using the effective interest method, except where balances are interest-free loans and without any fixed repayment term or the effect of discounting would be insignificant. In such case, the receivables are stated at cost less impairment loss. Amortised cost is calculated by taking into account any discount or premium on acquisition, over the period to maturity. Gains and losses arising from derecognition, impairment or through the amortisation process are recognised in the profit or loss.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives financial assets that are either designated at this category or not classified in any of the other categories of financial assets. They are measured at fair value with changes in value recognised as other comprehensive income and separate component of equity until the assets are sold, collected or otherwise disposed of, or until the assets are determined to be impaired, at which time the cumulative gain or loss previously reported in equity is transferred to profit or loss. Available-for-sale financial assets that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are stated at cost less impairment loss.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(j) Financial instruments (Continued)

Impairment of financial assets

At the end of each reporting period, the Group assesses whether there is objective evidence that financial assets, other than those at fair value through profit or loss, are impaired. The impairment loss of financial assets carried at amortised cost is measured as the difference between the assets' carrying amount and the present value of estimated future cash flow discounted at the financial asset's original effective interest rate. The impairment loss is recognised in the profit or loss. Such impairment loss is reversed in subsequent periods through profit or loss when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had determined the impairment not been recognised.

When an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and current fair value, the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset, less any previously recognised impairment loss, is transferred from equity to profit or loss. Impairment losses recognised in profit or loss in respect of available-for-sale equity instrument are not reversed through profit or loss. Any subsequent increase in fair value of available-for-sale financial asset after recognition of impairment loss is recognised in equity. Reversal of impairment loss of available-for-sale debt instruments are reversed through profit or loss, if the increase in fair value of the financial asset can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

For an available-for-sale financial asset that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss shall not be reversed.

Financial liabilities

The Group's financial liabilities include trade and other payables, amounts due to associates, interest-bearing borrowings and other non-current payables. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

(k) Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdraft, if any.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(l) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably.

Sale of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered and title has been passed.

(m) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The Company's functional currency is United States Dollars ("US\$") and majority of its subsidiaries have Renminbi ("RMB") as their functional currency. The consolidated financial statements are presented in US\$, which is the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (b) income and expenses for each income statement are translated at average exchange rates;
- (c) all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity. On disposal of a foreign operation, the cumulative amount of the exchange differences deferred in the separate component of equity relating to that foreign operation is recognised in the profit or loss when the gain or loss on disposal is recognised.

(n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(o) Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to determine whether the carrying amounts of its property, plant and equipment, prepaid lease payments, and intangible assets have suffered an impairment loss or impairment loss previously recognised no longer exists or may be reduced. The Company reviews its interests in subsidiaries for any indication of impairment loss or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment losses is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment losses is recognised as income immediately.

(p) Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the respective borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

(q) Operating leases

Leases which do not transfer substantially all the risks and rewards of ownership to the lessee are classified as operating leases. Rentals payable under operating leases are recognised as an expense on the straight-line basis over the lease term. Lease incentives received are recognised in the profit or loss as an integral part of the net consideration agreed for the use of the leased asset. Contingent rentals are recognised as expenses in the accounting period in which they are incurred.

(r) Government grants

Government grants represent incentive grants from the relevant PRC authorities in respect of the running of business by the Group in certain development zones and to encourage the furtherance of such business.

Government grants are recognised at their fair value where there is reasonable assurance that the grants will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(s) Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as expenses in the profit or loss as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior the contributions are vested fully in those employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Defined benefit plans

The defined benefit plans are generally funded by payments from employees and the Group, taking into account of the recommendations of the independent qualified actuaries using the projected unit credit method. The Group's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods, which is discounted to the present value and reduced by the fair value of any plan assets.

The amount recognised in the statement of financial position represents the present value of the defined benefit obligation as adjusted for unrecognised actuarial gains and losses and unrecognised past service cost, and reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the net total of any cumulative unrecognised net actuarial losses and past service costs, plus the present value of any future refunds from the plan or reductions in future contributions to the plan. If there is no change or a decrease in the present value of the economic benefits, the entire net actuarial gains or losses with the past service cost of the current period is recognised immediately.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, which exceed 10% of the greater of the present value of the Group's defined benefit obligations and the fair value of plan assets are amortised over the expected average remaining working lives of the participating employees. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(t) Share-based payment transactions

Equity-settled transactions

The Group's employees, including directors, receive remuneration in the form of share-based payment transactions, whereby the employees rendered services in exchange for shares or rights over shares. The cost of such transactions with employees is measured by reference to the fair value of the equity instruments at the grant date. The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based payment reserve within equity. The fair value is determined using the binomial model taking into account the terms and conditions of the transactions, other than conditions linked to the price of shares of the Company ("market conditions").

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the year(s) in which the vesting conditions are to be fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date"). During the vesting period, the number of share options that is expected to vest ultimately is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged / credited to profit or loss for the year of the review, with a corresponding adjustment to the reserve within equity. Share-based payment transactions in which the Company grants share options to subsidiaries' employees are accounted for as an increase in value of investment in subsidiaries in the Company's statement of financial position which is eliminated on consolidation, with a corresponding credit to the reserve within equity.

(u) Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, any deferred tax arises from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investment in subsidiaries and associates, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(v) Related parties

A party is related to the Group if

- (a) directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; or has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (b) the party is an associate of the Group;
- (c) the party is a joint venture in which the Group is a venturer;
- (d) the party is a member of the key management personnel of the Group;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

(w) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Company's executive directors, who are responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision-maker that makes strategic decisions.

(x) Future changes in HKFRS

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised standards and amendments to HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKAS 32	<i>Classification of Rights Issues</i> ^[1]
Amendments to HKFRS 1 (Revised)	<i>Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i> ^[2]
HK(IFRIC) – Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> ^[2]
HKAS 24 (Revised)	<i>Related Party Disclosures</i> ^[3]
Amendments to HK(IFRIC) – Int 14	<i>Prepayments of a Minimum Funding Requirement</i> ^[3]
Improvements to HKFRSs 2010	<i>Improvements to HKFRSs 2010</i> ^[4]
Amendments to HKFRS 7	<i>Disclosures – Transfer of Financial Assets</i> ^[5]
Amendments to HKAS 12	<i>Deferred Tax: Recovery of Underlying Assets</i> ^[6]
HKFRS 9	<i>Financial Instruments</i> ^[7]

^[1] Effective for annual periods beginning on or after 1 February 2010

^[2] Effective for annual periods beginning on or after 1 July 2010

^[3] Effective for annual periods beginning on or after 1 January 2011

^[4] Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate

^[5] Effective for annual periods beginning on or after 1 July 2011

^[6] Effective for annual periods beginning on or after 1 January 2012

^[7] Effective for annual periods beginning on or after 1 January 2013

The directors do not anticipate that the adoption of these new HKFRS in future periods will have any material impact on the results and the financial position of the Group and the Company other than disclosure changes.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

4. ADOPTION OF NEW / REVISED HKFRS

The HKICPA has issued two revised HKFRSs, a number of amendments to HKFRSs and two new Interpretations that are first effective for the current accounting period of the Group and the Company. Of these, the changes in accounting policy relevant to the Group's financial statements are as follows:

HKFRS 3 (Revised): *Business Combinations* / Improvements to HKFRSs 2009 with amendments to HKFRS 3 (Revised)

The revised Standard introduces a number of major changes including the following:

- acquisition-related transaction costs, other than share and debt issue costs, to be expensed as incurred;
- existing interest in the acquiree to be remeasured at fair value, with the gain or loss recognised in profit or loss, upon subsequent changes in ownership interests;
- non-controlling interest in the acquiree to be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree;
- contingent consideration to be recognised at fair value at the acquisition date; and
- goodwill to be measured at the excess of the aggregate of the acquisition-date fair value of the acquirer's interest in the acquiree and the amount of any non-controlling interest over the net of the acquisition-date amounts of identifiable assets acquired and the liabilities assumed from the acquisition.

The Improvements to HKFRSs 2009 contains amendments to clarify the measurement of the fair value of an intangible asset acquired in a business combination and to permit the grouping of intangible assets as a single asset if each asset has similar useful economic lives.

In accordance with the transitional provisions in HKFRS 3 (revised 2008), these new accounting policies will be applied prospectively to any business combinations in the current or future periods. No adjustments have been made to the carrying values of assets and liabilities that arose from business combinations whose acquisition dates preceded the application of this revised standard.

The application of HKFRS 3 (revised 2008) and the consequential amendments to other HKFRSs had no effect on the financial statements for the current or prior accounting periods as the Group has not entered into any business combination during the year. The details of the changed accounting policy are summarized in note 3(b).

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

4. ADOPTION OF NEW / REVISED HKFRS (CONTINUED)

HKAS 27 (Revised): *Consolidated and Separate Financial Statements*

The revised Standard requires accounting for changes in ownership interests in a subsidiary, while maintaining control, to be recognised as an equity transaction. It also requires, when the group loses control of a subsidiary, any interest retained in the former subsidiary to be remeasured at fair value with the gain or loss recognised in profit or loss. This principle is also extended to a disposal of an associate through the consequential amendments to HKAS 28: *Investments in Associates*. The new accounting policies are set out in the notes to the financial statements. Consistent with the transitional provisions in HKFRS3, these new accounting policies will be applied prospectively to transactions in current or future periods and therefore previous periods have not been restated.

This change in accounting policy has affected the accounting for the discontinuation of equity accounting for an associate in 2010. The difference of US\$68,653,000 between the carrying amount of the interest in an associate and its fair value has been recognised in profit or loss included in other net income for the year. Had the Group's previous accounting policy been followed, the carrying amount of the investment retained would have been regarded as cost for the purpose of subsequent accounting as an available-for-sale investment under HKAS 39 *Financial Instruments: Recognition and Measurement* and the movement in fair value would have been recognised in other comprehensive income. The profit reported for 2010 has therefore been increased by US\$68,653,000, the investment revaluation reserve has been decreased by US\$68,653,000; and an increase in the basic and diluted earnings per share for the year by US1.22cents and US1.22cents respectively as a result of the change in accounting policy. This increase will be offset by a decrease in profit of an equivalent amount when the investment is disposed of in future accounting periods.

Amendments to HKAS 17: *Classification of leases of land and buildings* included in Improvements to HKFRSs 2009

The Amendments remove the specific guidance regarding classification of leases of land so that, following the amendment, leases of land are classified as either "finance" or "operating" using the general principles of HKAS 17.

The Group has re-evaluated the classification of its interests in prepaid lease payments as to whether, in the Group's judgement, the lease transfers substantially all the risks and rewards of ownership of the land such that the Group is in a position economically similar to that of a purchaser. The Group has concluded that the classification of such leases as operating leases and recognition as prepaid lease payments continues to be appropriate. The adoption of these amendments to the Standard has no impact on the financial statements.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

4. ADOPTION OF NEW / REVISED HKFRS (CONTINUED)

HK – Int 5: Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The Interpretation concludes that, if a term loan (i.e. a loan that is repayable on a specified date or in installments over a specified period, usually in excess of one year) has a demand clause (i.e. a clause that gives the lender an overriding right to demand repayment without notice or with notice period of less than 12 months at its sole discretion) in its term, the loan shall be classified by the borrower as a current liability in the statement of financial position. Similarly, the amounts repayable under such a term loan shall be classified in the earliest time bracket in the contractual maturity analysis as required to be disclosed under HKFRS 7: *Financial Instruments: Disclosures*. Since there is no such demand clause in the term loans borrowed by the Group, the adoption of this Interpretation has no material impact on the financial statements.

Amendments to HKFRS 5: Disclosures of non-current assets (or disposal groups) classified as held for sale or discontinued operations

The Amendments clarify that the disclosures required in respect of non-current assets or disposal groups classified as held for sale or discontinued operations are only those set out in HKFRS 5. The disclosure requirements of other HKFRSs only apply if specifically required for such non-current assets or discontinued operations.

Amendments to HKFRS 8: Disclosure of information about segment assets

The Amendments clarify that the disclosure of segment assets is required only if that measure is regularly reported to the chief operating decision-maker.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Useful lives and impairment of intangible assets and property, plant and equipment

The directors review the residual value, useful lives and depreciation method of intangible assets and property, plant and equipment at each financial year-end, through careful consideration with regards to expected usage, wear-and-tear and potential technical obsolescence to usage of the assets.

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the directors have to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

6. TURNOVER AND REVENUE

The Group's turnover and revenue represents the invoiced value of goods sold to customers, net of returns, discounts and Value Added Tax.

Tingyi (Cayman Islands) Holding Corp.

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7. SEGMENT INFORMATION

The executive directors have been identified as the chief operating decision-maker of the Group. The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the Company's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance. The Company's executive directors consider the business principally from a product perspective as over 99% of the Group's sales and business are conducted in the PRC. Business reportable operating segments identified are instant noodles, beverages, bakery and others.

For the purposes of assessing the performance of the operating segments and allocating resources between segments, the executive directors assess segment net profit for the year without allocation of share of results of associates and gain on discontinuation of equity accounting for an associate, which is consistent with that in the financial statements.

Segment assets include all intangible assets, tangible assets and current assets with the exception of available-for-sale financial assets, deferred tax assets, financial assets at fair value through profit or loss and assets classified as held for sale. Segment liabilities include trade payables, and other payables, interest-bearing borrowings and advance payments from customers with the exception of employee benefit obligations, deferred tax liabilities and liabilities associated with assets classified as held for sale.

Inter-segment sales are priced at cost plus profit margin. The accounting policies of the reporting segments are the same as the Group's accounting policies as described in note 3.

The geographical location of the Group's customers is based on the location at which the goods are delivered. Over 99% of the revenues from external customers of the Group are attributable to customers located in the PRC, the place of domicile of the Group's operating entities. Meanwhile, over 99% of the Group's non-current assets other than available-for-sale financial assets and deferred tax assets are located in the PRC.

No revenues from a single external customer amounted to 10% or more of the Group's revenue.

Tingyi (Cayman Islands) Holding Corp.

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7. SEGMENT INFORMATION (CONTINUED)

The segment information for the years ended 31 December 2010 and 2009 are as follows:

Business segment analysis

	2010					
	Instant noodles US\$'000	Beverages US\$'000	Bakery US\$'000	Others US\$'000	Inter- segment elimination US\$'000	Group US\$'000
Turnover and revenue						
Revenue from external customers	2,931,555	3,531,911	161,383	56,633	-	6,681,482
Inter-segment revenue	78	1,855	45	87,217	(89,195)	-
Segment turnover and revenue	<u>2,931,633</u>	<u>3,533,766</u>	<u>161,428</u>	<u>143,850</u>	<u>(89,195)</u>	<u>6,681,482</u>
Segment results after finance costs	372,698	325,672	3,179	(30,098)	(3,308)	668,143
Share of results of associates	-	-	-	-	-	9,978
Gain on discontinuation of equity accounting for an associate	-	-	-	-	-	68,653
Profit before taxation	372,698	325,672	3,179	(30,098)	(3,308)	746,774
Taxation	(66,711)	(62,543)	(1,800)	(3,146)	-	(134,200)
Profit for the year	<u>305,987</u>	<u>263,129</u>	<u>1,379</u>	<u>(33,244)</u>	<u>(3,308)</u>	<u>612,574</u>
Assets						
Segment assets	1,969,050	2,554,156	136,484	634,322	(641,702)	4,652,310
Unallocated assets						239,102
Total assets						<u>4,891,412</u>
Liabilities						
Segment liabilities	746,089	1,511,496	54,680	405,788	(314,710)	2,403,343
Unallocated liabilities						118,882
Total liabilities						<u>2,522,225</u>
Other information						
Capital expenditures	<u>213,713</u>	<u>732,666</u>	<u>5,002</u>	<u>8,331</u>	<u>5,921</u>	<u>965,633</u>

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

7. SEGMENT INFORMATION (CONTINUED)

Business segment analysis (Continued)

	2009					
	Instant noodles US\$ '000	Beverages US\$ '000	Bakery US\$ '000	Others US\$ '000	Inter- segment elimination US\$ '000	Group US\$ '000
Turnover and revenue						
Revenue from external customers	2,307,513	2,541,962	155,232	76,406	-	5,081,113
Inter-segment revenue	160	2,829	1,352	81,563	(85,904)	-
Segment turnover and revenue	<u>2,307,673</u>	<u>2,544,791</u>	<u>156,584</u>	<u>157,969</u>	<u>(85,904)</u>	<u>5,081,113</u>
Segment results after finance costs	325,521	276,173	8,695	5,932	(763)	615,558
Share of results of associates	-	-	-	-	-	9,550
Profit before taxation	325,521	276,173	8,695	5,932	(763)	625,108
Taxation	(72,066)	(47,426)	(2,100)	(3,021)	-	(124,613)
Profit for the year	<u>253,455</u>	<u>228,747</u>	<u>6,595</u>	<u>2,911</u>	<u>(763)</u>	<u>500,495</u>
Assets						
Segment assets	1,436,047	1,743,479	119,682	1,068,872	(1,027,658)	3,340,422
Interests in associates						61,892
Unallocated assets						5,379
Total assets						<u>3,407,693</u>
Liabilities						
Segment liabilities	510,404	868,598	39,456	417,087	(483,195)	1,352,350
Unallocated liabilities						146,279
Total liabilities						<u>1,498,629</u>
Other information						
Capital expenditures	<u>126,982</u>	<u>363,443</u>	<u>196</u>	<u>16,493</u>	<u>-</u>	<u>507,114</u>

Tingyi (Cayman Islands) Holding Corp.

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8. OTHER NET INCOME

	2010 US\$'000	2009 US\$'000
Exchange gains, net	7,792	-
Interest income	21,479	15,579
Investment income	1,701	5,296
Gain on sales of scrapped materials	19,770	13,640
Government grants	38,958	33,395
Gain on discontinuation of equity accounting for an associate	68,653	-
Others	25,020	12,003
	183,373	79,913

9. PROFIT BEFORE TAXATION

	2010 US\$'000	2009 US\$'000
This is stated after charging:		

Finance costs

Interest on bank and other borrowings wholly repayable within five years	8,077	14,915
Less: Borrowing costs capitalised into property, plant and equipment	(1,566)	(2,271)
	6,511	12,644

Other items

Staff costs (including directors' remuneration):		
Salaries and wages	444,390	340,199
Equity-settled share-based payment expenses	5,020	2,280
Pension costs: Defined contribution plans	42,931	32,224
Defined benefit plans	1,364	2,177
Auditor's Fees:		
Auditor's remuneration	1,086	997
Non-audit services	190	-
Cost of inventories	4,782,037	3,321,764
Depreciation	275,054	196,569
Amortisation:		
Prepaid lease payments	2,544	2,048
Intangible assets (included in other operating expenses)	1,989	2,778
Impairment loss (included in other operating expenses):		
Intangible assets	4,966	-
Property, plant and equipment	35,520	25,778
Available-for-sale financial assets	-	342
Minimum lease payments in respect of operating lease charges for premises	40,121	30,766
Loss on disposal of property, plant and equipment	8,083	2,051
Exchange losses, net	-	675

Tingyi (Cayman Islands) Holding Corp.

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10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

The aggregate amounts of emoluments received or receivable by the Company's directors are as follows:

2010						
	Directors' fees US\$ '000	Salaries and other emoluments US\$ '000	Discretionary bonuses US\$ '000	Sub-total US\$ '000	Share-based payments US\$ '000	Total US\$ '000
Executive directors:						
Wei Ing-Chou	200	761	384	1,345	1,112	2,457
Takeshi Ida	80	4	-	84	-	84
Wu Chung-Yi	50	12	-	62	-	62
Wei Ying-Chiao	50	16	-	66	-	66
Ryo Yoshizawa	50	16	-	66	-	66
Junichiro Ida	50	16	-	66	-	66
Independent non-executive directors:						
Hsu Shin-Chun	50	12	-	62	-	62
Lee Tiong-Hock	50	8	-	58	-	58
Michio Kuwahara	13	4	-	17	-	17
Michihiko Ota	29	8	-	37	-	37
	622	857	384	1,863	1,112	2,975
2009						
	Directors' fees US\$ '000	Salaries and other emoluments US\$ '000	Discretionary bonuses US\$ '000	Sub-total US\$ '000	Share-based payments US\$ '000	Total US\$ '000
Executive directors:						
Wei Ing-Chou	200	671	134	1,005	433	1,438
Takeshi Ida	80	-	-	80	-	80
Wu Chung-Yi	50	8	-	58	-	58
Wei Ying-Chiao	50	12	-	62	-	62
Ryo Yoshizawa	50	12	-	62	-	62
Junichiro Ida	50	12	-	62	-	62
Independent non-executive directors:						
Hsu Shin-Chun	50	12	-	62	-	62
Lee Tiong-Hock	50	8	-	58	-	58
Michio Kuwahara	50	12	-	62	-	62
	630	747	134	1,511	433	1,944

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

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10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

No directors have waived emoluments in respect of the years ended 31 December 2010 and 2009.

The five individuals whose emoluments were the highest in the Group for the year include one director (2009: one) whose emoluments is reflected in the analysis presented above. Details of the emoluments of the remaining four individuals (2009: four) are as follows:

	2010 US\$'000	2009 US\$'000
Salaries and other emoluments	1,458	1,291
Share-based payments	1,600	665
Discretionary bonuses	443	331
	<u>3,501</u>	<u>2,287</u>

The emoluments were paid to the four highest paid individuals as follows:

Emoluments band	Number of individuals	
	2010	2009
US\$448,719 to US\$576,923 (HK\$3,500,001 to HK\$4,500,000)	-	2
US\$576,924 to US\$705,128 (HK\$4,500,001 to HK\$5,500,000)	1	1
US\$705,129 to US\$833,333 (HK\$5,500,001 to HK\$6,500,000)	1	1
US\$833,334 to US\$961,538 (HK\$6,500,001 to HK\$7,500,000)	-	-
US\$961,539 to US\$1,089,744 (HK\$7,500,001 to HK\$8,500,000)	1	-
US\$1,089,745 to US\$1,217,949 (HK\$8,500,001 to HK\$9,500,000)	1	-
	<u>4</u>	<u>4</u>

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11. TAXATION

	2010 US\$'000	2009 US\$'000
Current tax – PRC Enterprise income tax		
Current year	135,188	103,252
Under provision in prior year	698	430
	135,886	103,682
Deferred taxation		
Origination and reversal of temporary differences, net	(31,236)	4,696
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries (<i>Note 32</i>)	29,550	16,235
Total tax charge for the year	134,200	124,613

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

Hong Kong Profits Tax has not been provided as the Company did not have any assessable profit subject to Hong Kong Profit Tax for the years ended 2010 and 2009.

Subsidiaries in the PRC which engage in manufacture and sale of instant noodles, beverages and bakery products are subject to tax laws applicable to foreign investment enterprises in the PRC. Most of the subsidiaries are located at state-level economic development zones and were entitled to a preferential PRC Enterprise Income Tax ("EIT") rate of 15% before 31 December 2007. Also, they were fully exempt from PRC Enterprise Income Tax for two years starting from the first profit-making year followed by a 50% reduction for the next three years, commencing from the first profitable year after offsetting all unexpired tax losses carried forward from the previous years.

According to the Tax Relief Notice (Cai Shui [2001] no. 202) on the Grand Development of Western Region jointly issued by the Ministry of Finance, the State Administration of Taxation and China Customs, foreign investment enterprises located in the western region of PRC with principal revenue of over 70% generated from the encouraged business activities are entitled to a preferential income tax rate of 15% for 10 years from 1 January 2001 to 31 December 2010. Accordingly, certain subsidiaries located in Western Region are entitled to a preferential rate of 15% (2009: 15%).

For the PRC subsidiaries not entitled to a preferential PRC EIT, the applicable PRC EIT is at a statutory rate of 25% (2009: 25%).

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11. TAXATION (CONTINUED)

Pursuant to the State Council Circular on the Implementation of the Transitional Concession Policies for Enterprise Income Tax (Guo Fa [2007] no. 39), enterprises previously entitled to a reduced tax rate shall have a grace period of five years regarding the tax reduction commencing on 1 January 2008; the subsidiaries which were entitled to a 15% EIT rate will be subjected to tax rates of 18% in 2008, 20% in 2009, 22% in 2010, 24% in 2011 and 25% in 2012 and thereafter. The subsidiaries that have been granted tax concessions under the tax preferential policies in the Grand Development of Western Region shall continue to enjoy the tax concessions until expiry.

The taxation on the Group's profit before taxation differs from theoretical amount that would arise using the statutory tax rate in the PRC of 25% (2009: 25%) as follows:

Reconciliation of tax expenses

	2010 US\$'000	2009 US\$'000
Profit before taxation	<u>746,774</u>	<u>625,108</u>
Income Tax at statutory tax rate of 25% in the PRC (2009:25%)	186,694	156,277
Non-deductible expenses	14,242	14,565
Tax exempt revenue	(20,870)	(4,425)
Unrecognised tax losses	5,066	2,972
Unrecognised temporary differences	(27,605)	730
Utilisation of previously unrecognised tax losses	(231)	(532)
Effect of preferential tax rates	(22,888)	(24,333)
Effect of tax relief on Western Region	(17,287)	(15,711)
Effect of tax concession granted to the Group's PRC subsidiaries	(13,631)	(20,846)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries (Note 32)	29,550	16,235
Under provision in prior years	698	430
Others	<u>462</u>	<u>(749)</u>
Tax expense for the year	<u>134,200</u>	<u>124,613</u>

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12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company includes a profit of US\$1,904,000 (2009: loss of US\$5,601,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's profit for the year:

	2010 US\$'000	2009 US\$'000
Amount of consolidated profit (loss) attributable to owners dealt with in the Company's financial statements	1,904	(5,601)
Dividends from subsidiaries and associates attributable to the profits of the previous financial years, approved and paid during the year	<u>44,081</u>	<u>206,180</u>
Company's profit for the year	<u>45,985</u>	<u>200,579</u>

13. DIVIDENDS

- (a) Dividends payable to owners of the Company attributable to the year:

	2010 US\$'000	2009 US\$'000
Final dividend proposed after the end of the reporting period of US\$4.27 cents (2009: US\$3.43 cents) per ordinary share	<u>238,556</u>	<u>191,627</u>

At meeting held on 21 March 2011, the directors recommended the payment of final dividend of US\$4.27 cents per ordinary share. The proposed final dividend has not been recognised as dividend payables in the statement of financial position, but will be reflected as an appropriation of retained profits for the year ending 31 December 2011.

- (b) Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year:

	2010 US\$'000	2009 US\$'000
Final dividend in respect of the previous financial year, approved and paid during the year, of US\$3.43 cents (2009: US\$2.33 cents) per ordinary share	<u>191,627</u>	<u>130,172</u>

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14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is as follows:

(a) Basic earnings per share

	2010	2009
Profit attributable to ordinary shareholders (US\$'000)	<u>476,787</u>	<u>383,207</u>
Weighted average number of ordinary shares ('000)	<u>5,586,793</u>	<u>5,586,793</u>
Basic earnings per share (US cents)	<u>8.53</u>	<u>6.86</u>

(b) Diluted earnings per share

	2010	2009
Profit attributable to ordinary shareholders (US\$'000)	<u>476,787</u>	<u>383,207</u>
<i>Weighted average number of ordinary shares (diluted)</i> <i>('000)</i>		
Weighted average number of ordinary shares	5,586,793	5,586,793
Effect of the Company's share option scheme	<u>20,402</u>	<u>10,202</u>
Weighted average number of ordinary shares for the purpose of calculated diluted earnings per share	<u>5,607,195</u>	<u>5,596,995</u>
Diluted earnings per share (US cents)	<u>8.50</u>	<u>6.85</u>

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15. PROPERTY, PLANT AND EQUIPMENT

(a) Group

	Buildings US\$ '000	Machinery and equipment US\$ '000	Electrical appliances and equipment US\$ '000	Miscellaneous equipment US\$ '000	Construction in progress US\$ '000	Total US\$ '000
Reconciliation of carrying amount – year ended 31 December 2009						
At beginning of year	422,867	1,280,822	16,096	45,918	208,742	1,974,445
Additions	20,377	94,900	4,367	37,649	340,582	497,875
Transfer upon completion	51,584	119,560	517	8,765	(180,426)	-
Impairment loss (<i>Note i</i>)	-	(25,778)	-	-	-	(25,778)
Disposals	(4,744)	(9,764)	(462)	(1,467)	-	(16,437)
Disposal of a subsidiary	(2,739)	(13,628)	(433)	(605)	(458)	(17,863)
Depreciation	(26,704)	(148,143)	(3,686)	(18,036)	-	(196,569)
Reclassification	-	7	(2,931)	2,924	-	-
Exchange differences	445	661	3	(235)	91	965
At end of the reporting period	461,086	1,298,637	13,471	74,913	368,531	2,216,638
Reconciliation of carrying amount – year ended 31 December 2010						
At beginning of year	461,086	1,298,637	13,471	74,913	368,531	2,216,638
Additions	9,394	253,296	3,183	75,310	624,450	965,633
Transfer upon completion	101,199	308,357	215	14,029	(423,800)	-
Impairment loss (<i>Note i</i>)	(5,846)	(28,704)	-	(970)	-	(35,520)
Disposals	(3,180)	(4,776)	(280)	(2,476)	-	(10,712)
Transferred to assets classified as held for sale	(1,637)	(1,599)	(77)	(1,313)	(217)	(4,843)
Depreciation	(30,307)	(190,256)	(3,877)	(50,614)	-	(275,054)
Exchange differences	14,532	36,439	1,583	2,209	12,031	66,794
At end of the reporting period	545,241	1,671,394	14,218	111,088	580,995	2,922,936
At 1 January 2010						
Cost	665,368	2,135,885	32,117	132,662	368,531	3,334,563
Accumulated depreciation and impairment losses	(204,282)	(837,248)	(18,646)	(57,749)	-	(1,117,925)
Net carrying amount	461,086	1,298,637	13,471	74,913	368,531	2,216,638
At 31 December 2010						
Cost	789,750	2,714,615	34,176	218,621	580,995	4,338,157
Accumulated depreciation and impairment losses	(244,509)	(1,043,221)	(19,958)	(107,533)	-	(1,415,221)
Net carrying amount	545,241	1,671,394	14,218	111,088	580,995	2,922,936

Notes :

- (i) After considering the technical obsolescence and reassessing the assets redeployment policy and assets replacement strategy of the Group, management determined that the recoverable amounts of certain plant and machineries have declined below their carrying amounts and as a result the carrying amounts of these plant and machineries were written down by US\$35,520,000 (2009: US\$25,778,000). The estimates of the recoverable amounts of these plant and machineries, principally based on their fair value less costs to sell, determined by reference to the recent observable market prices for similar assets in the market.

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15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(b) Company

	2010			2009		
	Machinery and equipment US\$'000	Miscellaneous equipment US\$'000	Total US\$'000	Machinery and equipment US\$'000	Miscellaneous equipment US\$'000	Total US\$'000
Reconciliation of carrying amount						
At beginning of the year	118	13	131	210	12	222
Additions	-	23	23	-	5	5
Disposals	(1)	(1)	(2)	-	-	-
Depreciation	(34)	(5)	(39)	(93)	(4)	(97)
Exchange differences	7	-	7	1	-	1
At end of the reporting period	90	30	120	118	13	131
At 31 December						
Cost	846	71	917	807	50	857
Accumulated depreciation	(756)	(41)	(797)	(689)	(37)	(726)
Net carrying amount	90	30	120	118	13	131

16. INTANGIBLE ASSETS

	Group	
	Trademarks	
	2010 US\$'000	2009 US\$'000
Reconciliation of carrying amount		
At beginning of the year	6,955	9,733
Amortisation	(1,989)	(2,778)
Impairment loss	(4,966)	-
At end of the reporting period	-	6,955
At 31 December		
Cost	17,657	17,657
Accumulated amortisation and impairment losses	(17,657)	(10,702)
Net carrying amount	-	6,955

Intangible assets represent trademarks exchanged through the reorganisation of a joint venture. The trademarks are amortised over the estimated useful life of seven and a half years.

Tingyi (Cayman Islands) Holding Corp.

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17. INTEREST IN SUBSIDIARIES

	Company	
	2010 US\$'000	2009 US\$'000
Unlisted shares, at cost	343,739	350,548
Contribution to a subsidiary	2,542	-
Impairment losses	(33,065)	-
	313,216	350,548
Amounts due from subsidiaries, net of impairment losses	238,727	280,414
Amounts due to subsidiaries	(99,078)	(102,711)
	<u>452,865</u>	<u>528,251</u>

Impairment losses were recognised for certain interest in subsidiaries with a carrying amount of US\$36,613,000 (2009: US\$Nil) (before deducting the impairment loss) because their carrying values exceed the recoverable amounts of the assets.

An impairment was recognised for amounts due from certain subsidiaries with a carrying amount of US\$17,102,000 (2009: US\$Nil) (before deducting the impairment loss) because the subsidiaries had suffered continuous losses with no positive cashflow in the foreseeable future. Impairment loss of US\$9,094,000 has been recognised during the year (2009: US\$Nil).

Amounts due from/to subsidiaries are unsecured, interest-free and have no fixed repayment term but are not expected not to be realised/repaid in the next twelve months of the end of the reporting period.

Details of principal subsidiaries at 31 December 2010 are shown in note 39.

None of the subsidiaries had any debt securities outstanding during the year or at the end of the reporting period.

Tingyi (Cayman Islands) Holding Corp.

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For the year ended 31 December 2010

18. INTERESTS IN ASSOCIATES

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
Cost of investment in associates				
Listed outside Hong Kong	23,836	23,836	14,748	14,748
Unlisted	18,831	18,831	13,872	13,872
	42,667	42,667	28,620	28,620
Share of post-acquisition results, net of dividends received	39,641	30,370	-	-
	82,308	73,037	28,620	28,620
Due from associates	-	35,930	-	33,981
Due to associates	-	(47,075)	-	-
	82,308	61,892	28,620	62,601
Discontinuation of equity accounting for an associate	(29,490)	-	(14,748)	-
Reclassified as assets held for sale	(52,818)	-	(13,872)	-
	-	61,892	-	62,601
Market value of listed shares at the end of reporting period	-	117,711	-	79,661

Details of the Group's interests in the associates during the year were set out as below:

Name	Place of incorporation /operation	Particulars of class of issued shares/ registered capital	Proportion of ownership interest		Principal activity
			<u>Directly</u>	<u>Indirectly</u>	
Wei Chuan Foods Corporation Limited (Note 18a)	Taiwan	506,062,900 ordinary shares of NT\$10 each	11.61%	5.55%	Manufacture and sale of foods and beverages
Tingzheng (Cayman Islands) Holding Corp. (Note 18b)	Cayman Islands	34,000,000 ordinary shares of US\$1 each	40.80%	-	Manufacture and sale of packaging materials
Kagome (Hangzhou) Foods Co., Ltd. (Note 18c)	PRC	US\$32,100,000 / US\$32,100,000	-	15.45%	Manufacture and sale of beverages

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18. INTERESTS IN ASSOCIATES (CONTINUED)

18(a) Wei Chuan Foods Corporation Limited (“Wei Chuan”)

The Group holds a 17.16% equity interest in Wei Chuan, a company listed outside Hong Kong which together with its subsidiaries are engaged in manufacture and sale of goods and beverages in Taiwan.

In prior years, Wei Chuan was an associate of the Group whereas the Group exercised significant influence through representation on the board of directors of Wei Chuan. During the year, the composition of the board of directors of Wei Chuan was changed that the Group has no longer had representation on the board of directors of Wei Chuan without a change in absolute ownership in Wei Chuan.

After the Group ceased to have significant influence over Wei Chuan, the Group discontinues the use of the equity method of accounting and, thereafter, the investment in Wei Chuan is accounted for in accordance with the requirements of HKAS 39 Financial Instruments: Recognition and Measurement. When the investment in Wei Chuan ceased to be an associate, the carrying amount of the Group's equity interest in Wei Chuan was measured at fair value at US\$98,142,000 which was regarded as the carrying value on initial recognition as available-for-sale financial assets. The difference between the fair value and the carrying amount of the investment in Wei Chuan at the date when significant influence was lost amounting to US\$68,653,000 was recognised as a gain on discontinuation of equity accounting for an associate within other net income.

18(b) Tingzheng (Cayman Islands) Holding Corp. (“TZCI”)

On 28 September 2010, the Company entered into a disposal agreement to conditionally dispose of its entire interest of 40.8% in an associate, TZCI. Prior to the conditional disposal, the interests in TZCI had been accounted for using the equity method. Upon the conditional disposal, the equity interest in TZCI at carrying amount of US\$52,818,000 was reclassified as held for sale under current assets as further explained in note 22.

18(c) Kagome (Hangzhou) Food Co. Ltd. (“Kagome Hangzhou”)

During the year, an associate, Kagome Hangzhou, increased its issued capital by subscription from the existing shareholders other than the Group and the effective shareholding of the Group was diluted from 29% to 15.44%. Consequently, the Group lost the significant influence over Kagome Hangzhou and ceased to use of the equity method of accounting. The carrying value and fair value of Kagome Hangzhou at the date the Group lost significant influence were US\$Nil. The investment in Kagome Hangzhou is accounted for as available-for-sale financial assets in accordance with HKAS 39 Financial Instruments: Recognition and Measurement.

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19. PREPAID LEASE PAYMENTS

Prepaid lease payments represent cost paid for medium-term leasehold land in the PRC. The cost is amortised over the leasehold period. The amount to be amortised within twelve months after the end of the reporting period amounted to US\$2,866,000 (2009: US\$2,216,000) and is included in prepayments and other receivables.

20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Group		Company	
	2010	2009	2010	2009
	US\$'000	US\$'000	US\$'000	US\$'000
Equity security, listed outside Hong Kong				
At fair value	109,251	-	73,937	-
Equity securities, unlisted				
At costs	11,452	11,452	3,140	3,054
Impairment losses	(8,044)	(8,044)	(342)	(342)
	3,408	3,408	2,798	2,712
	112,659	3,408	76,735	2,712

The fair value of the listed securities is determined based on the quoted market bid price available in the Taiwan Stock Exchange. Changes in fair value of US\$11,109,000 were credited to investment revaluation reserve.

The unlisted investments represent long-term investments in unlisted equity securities. They are measured at cost less impairment loss at the end of each reporting period because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably.

The available-for-sales financial assets are denominated in the following currencies:

	Group		Company	
	2010	2009	2010	2009
	US\$ '000	US\$ '000	US\$ '000	US\$ '000
US\$	1,014	1,014	1,014	1,014
RMB	732	732	-	-
New Taiwan dollar ("NTD")	110,809	1,472	75,495	1,472
Others	104	190	226	226

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
Investments held for trading				
Equity securities, listed outside Hong Kong	762	3,024	762	3,024
US\$ currency fund	9	1,002	9	1,002
	771	4,026	771	4,026

The financial assets at fair value through profit or loss are denominated in the following currencies:

	Group		Company	
	2010 US\$ '000	2009 US\$ '000	2010 US\$ '000	2009 US\$ '000
US\$	9	1,002	9	1,002
NTD	762	3,024	762	3,024

22. ASSETS CLASSIFIED AS HELD FOR SALE / LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

On 28 September 2010, the Company entered into disposal agreements with Great System Holdings Limited, a related party, to conditionally dispose of its entire equity interest of 40.8% in TZCI and 51.0% in Tianjin Ting Fung Starch Development Co., Ltd. ("TFS") at a consideration of US\$84,438,000 and US\$13,895,000 respectively (the "Disposals"). Prior to the Disposals, the Group accounted for the interest in TZCI and TFS as an associate and a non-wholly owned subsidiary respectively.

On the agreement date, the equity interest in TZCI was reclassified as held for sale at carrying amount of US\$52,818,000 and the equity interest in TFS was reclassified as assets held for sale and liabilities associated with assets held for sale at carrying amount of US\$22,106,000 and US\$2,586,000 respectively.

TZCI is incorporated in the Cayman Islands and its principal activity is manufacture and sales of packaging materials in the PRC. TFS is incorporated in the PRC and its principal activity is manufacture and sale of modified potato starch and seasoning flavours.

In the opinion of the directors, the Disposals are expected to be completed on or before 30 June 2011.

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22. ASSETS CLASSIFIED AS HELD FOR SALE / LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE (CONTINUED)

The major classes of assets and liabilities classified as held for sale measured at the lower of carrying amount and fair value less costs to sell at the end of the reporting period are as follows:

	<u>Group</u> <u>2010</u> <u>US\$ '000</u>	<u>Company</u> <u>2010</u> <u>US\$ '000</u>
Assets		
Property, plant and equipment	4,843	-
Interests in an associate	52,818	
Other non-current assets	920	-
Investment cost in a subsidiary	-	5,610
Investment cost in an associate	-	13,872
Inventories	3,416	-
Trade and other receivables	7,958	-
Other current assets	5,266	-
Assets classified as held for sale	75,221	19,482
Liabilities		
Trade and other payables	1,626	-
Other current liabilities	994	-
Liabilities directly associated with assets classified as held for sale	2,620	-
Net assets attributable to the assets classified as held for sale	<u>72,601</u>	<u>19,482</u>

23. INVENTORIES

	<u>Group</u> <u>2010</u> <u>US\$ '000</u>	<u>2009</u> <u>US\$ '000</u>
Raw materials	169,556	107,865
Work in progress	11,822	7,658
Finished goods	128,423	97,400
	<u>309,801</u>	<u>212,923</u>

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24. TRADE RECEIVABLES

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

	Group	
	2010 US\$'000	2009 US\$'000
0 – 90 days	121,849	105,985
Over 90 days	5,881	9,606
	<u>127,730</u>	<u>115,591</u>

Ageing of amounts that are past due but not impaired:

	Group	
	2010 US\$'000	2009 US\$'000
Balances exceeded normal credit period		
Within 30 days	4,147	5,398
30-90 days	2,621	3,035
Over 90 days	1,232	3,318
	<u>8,000</u>	<u>11,751</u>

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

The trade receivables that are past due but not impaired related to a number of independent customers that have a good track record with the Group. The Group has not impaired these debtors as there has not been a significant change in credit quality and the directors believe that the amounts are recoverable. The Group does not hold any collateral over these balances.

The trade receivables are mainly denominated in RMB.

25. AMOUNTS DUE FROM A SUBSIDIARY

Amounts due from a subsidiary of US\$20,000,000 and US\$5,000,000 (2009: US\$5,000,000) are unsecured, bearing interest at 1.255% and 1.25% (2009: 1.25%) per annum respectively and repayable within 1 year.

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26. CASH AND CASH EQUIVALENTS

	Group	
	2010	2009
	<i>US\$'000</i>	<i>US\$'000</i>
Bank balances and cash	881,316	510,831
Pledged bank deposits	12,024	9,358
As stated in the consolidated statement of cash flows	893,340	520,189

The pledged bank deposits are secured for general banking and trade finance facilities, including the issuance of bank acceptance bills, granted to the Group by banks.

The cash and cash equivalents are denominated in the following currencies:

	Group	
	2010	2009
	<i>US\$ '000</i>	<i>US\$ '000</i>
RMB	799,484	492,794
US\$	84,836	17,530
EUR	1,703	5,129
Others	7,317	4,736

Details of the Group's foreign currency risk and credit risk discussion are set out in note 37.

27. ISSUED CAPITAL

	Company			
	2010		2009	
	<i>No. of shares</i>	<i>US\$'000</i>	<i>No. of shares</i>	<i>US\$'000</i>
Authorised:				
Ordinary shares of US\$0.005 each	7,000,000,000	35,000	7,000,000,000	35,000
Issued and fully paid:				
At the beginning of the year and the end of the reporting period	5,586,793,360	27,934	5,586,793,360	27,934

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28. RESERVES

(a) Group

The retained profits of the Group include profits of US\$38,946,000 (2009: US\$20,898,000) accumulated by the associate classified as held for sale.

(b) Company

	Capital redemption reserve US\$ '000	Share premium US\$ '000	Exchange translation reserve US\$ '000	Share-based payment reserve US\$ '000	Investment revaluation reserve US\$ '000	Retained profits US\$ '000	Total US\$ '000
At 1 January 2009	45	330,492	(797)	750	-	82,008	412,498
Profit for the year	-	-	-	-	-	200,579	200,579
Other comprehensive income							
Exchange translation difference	-	-	(436)	-	-	-	(436)
Total other comprehensive income	-	-	(436)	-	-	-	(436)
Total comprehensive income for the year	-	-	(436)	-	-	200,579	200,143
Transactions with owners of the Company							
Recognition of equity-settled share-based payment reserve	-	-	-	2,280	-	-	2,280
2008 final dividend paid	-	-	-	-	-	(130,172)	(130,172)
Total transactions with owners of the Company	-	-	-	2,280	-	(130,172)	(127,892)
At 31 December 2009	45	330,492	(1,233)	3,030	-	152,415	484,749
At 1 January 2010	45	330,492	(1,233)	3,030	-	152,415	484,749
Profit for the year	-	-	-	-	-	45,985	45,985
Other comprehensive income							
Exchange translation difference	-	-	(1,017)	-	-	-	(1,017)
Fair value change in of available-for-sale financial assets	-	-	-	-	7,518	-	7,518
Total other comprehensive income	-	-	(1,017)	-	7,518	-	6,501
Total comprehensive income for the year	-	-	(1,017)	-	7,518	45,985	52,486
Transactions with owners of the Company							
Equity settled share-based transactions	-	-	-	5,020	-	-	5,020
2009 final dividend paid	-	(39,212)	-	-	-	(152,415)	(191,627)
Total transactions with owners of the Company	-	(39,212)	-	5,020	-	(152,415)	(186,607)
At 31 December 2010	45	291,280	(2,250)	8,050	7,518	45,985	350,628

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28. RESERVES (CONTINUED)

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

Under the Companies Law of the Cayman Islands, where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on their shares shall be transferred to share premium account.

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. The Company's distributable reserves as at 31 December 2010 amounted to US\$337,265,000 (2009: US\$482,907,000).

Exchange translation reserve

The exchange translation reserve has been set up and is 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 general reserve reaches 50% of the registered capital of the respective PRC subsidiaries, the enterprise may not be required to make any further appropriation.

Investment revaluation reserve

The investment revaluation reserve has been set up and will be dealt with in accordance with the accounting policies adopted for the change of fair value in available-for-sale financial assets.

Share-based payment reserve

Share-based payment reserve comprises the fair value at the grant date of unexercised share options granted to employees of the Group and will be dealt with in accordance with the accounting policy adopted for share-based payments as set out in note3(t) to the consolidated financial statements.

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29. EQUITY SETTLED SHARE-BASED TRANSACTION

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 20 March 2008. The Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the eligible participants (as defined below) had or may have made to the Group.

The Board of Directors may, at its discretion, offer to grant an option to:-

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and
- (iii) any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries.

Without prior approval from the Company's shareholders, the maximum number of shares in respect of which options may be granted under the Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue at the time the Scheme is adopted by the shareholders (i.e. 20 March 2008). At 31 December 2010, the number of shares in respect of which options had been granted was 53,492,000 (2009: 38,448,000) and remained outstanding under the Scheme was 49,714,000 (2009: 37,126,000), representing 0.9% (2009: 0.7%) of the shares of the Company in issue at that date.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to an individual in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the shareholders' approval.

The exercise price is determined by the Company's Board of Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The period during which an option may be exercised will be determined by the Company's Board of Directors, save that no option may be exercised more than 10 years after it has been granted. The options will be vested after five years from the date of grant. A nominal consideration at HK\$1 was paid by each option holder for each lot of share option granted. Each option gives the holder the right to subscribe for one ordinary share in the Company.

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29. EQUITY SETTLED SHARE-BASED TRANSACTION (CONTINUED)

Details of share options granted by the Company pursuant to the Scheme and the share options outstanding as at 31 December 2010 and 2009 are as follows:

Grant date	Number of share options granted	Number of share options outstanding		Exercise price HK\$	Exercisable period
		2010	2009		
20 March 2008	11,760,000	10,680,000	11,530,000	9.28	21 March 2013 to 20 March 2018
22 April 2009	26,688,000	24,230,000	25,596,000	9.38	23 April 2014 to 22 April 2019
1 April 2010	15,044,000	14,804,000	-	18.57	1 April 2015 to 31 March 2020

Movements in the number of option outstanding and their weighted average exercise prices are as follows:

	Group and Company			
	2010		2009	
	Weighted average exercise price HK\$	Number of options '000	Weighted average exercise price HK\$	Number of options '000
At the beginning of year	9.35	37,126	9.28	11,760
Granted during the year	18.57	15,044	9.38	26,688
Forfeited during the year	10.24	(2,456)	9.36	(1,322)
At the end of year	12.10	49,714	9.35	37,126

The options outstanding at 31 December 2010 had an exercise price of HK\$9.28, HK\$9.38 or HK\$18.57 (2009: HK\$9.28 or HK\$9.38) and a weighted average remaining contractual life of 8.35 years (2009: 9.38 years). No option had been exercised up to 31 December 2010.

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29. EQUITY SETTLED SHARE-BASED TRANSACTION (CONTINUED)

The fair value of the share options granted is measured at the date of grant, using the binomial option pricing model, taking into account the terms and conditions of the share-based arrangement. The fair value calculated is inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The inputs into the model are as follows:-

	Share options granted on		
	20 March 2008	22 April 2009	1 April 2010
Fair value at grant date	HK\$3.74 per share	HK\$3.34 per share	HK\$7.24 per share
Share price at grant date	HK\$8.55 per share	HK\$9.37 per share	HK\$18.42 per share
Exercise price	HK\$9.28 per share	HK\$9.38 per share	HK\$18.57 per share
Risk-free interest rate	4.37%	2.51%	4.10%
Expected volatility	40%	36%	33%
Expected life	10 years	10 years	10 years
Expected dividend yield	2%	2%	2%

Expected volatility was determined by using the historical volatility of the Company's share price over the year of share option granted. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate.

During 2010, US\$5,020,000 (2009: US\$2,280,000) was charged to profit or loss in respect of share-based payment transactions settled in equity.

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30. INTEREST-BEARING BORROWINGS

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
The maturity of the unsecured bank loans is as follows:				
Within one year	456,876	218,087	157,000	20,500
In the second year	91,964	71,983	40,000	20,000
In the third to fifth years, inclusive	85,295	45,000	25,000	45,000
	634,135	335,070	222,000	85,500
Portion classified as current liabilities	(456,876)	(218,087)	(157,000)	(20,500)
Non-current portion	177,259	116,983	65,000	65,000

The weighted average effective interest rate on the bank loans is 1.36% (2009: 4.21%) per annum.

An analysis of the carrying amounts of the Group's total borrowings by type is as follows:

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
At fixed rates	60,055	70,674	-	-
At floating rates	574,080	264,396	222,000	85,500
	634,135	335,070	222,000	85,500

The interest-bearing borrowings are denominated in the following currencies:

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
RMB	9,918	44,855	-	-
US\$	535,690	263,658	222,000	85,000
EUR	88,527	26,557	-	-

Details of the Group's foreign currency risk and interest rate risk discussion are set out in note 37.

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31. EMPLOYEE BENEFIT OBLIGATIONS

Defined contribution plans

The Group participates 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.

Defined benefit plans

The Group has defined benefit plans for 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. Towers Watson, Taiwan Branch ("Towers Watson"), an independent actuaries and consultants. The latest actuarial valuation was performed by Towers Watson as at 31 December 2010 using the projected unit credit method.

The amounts included in the statement of financial position arising from the obligation of the Group and the Company in respect of its defined benefit plans are as follows:

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
Present value of unfunded obligations	27,037	18,193	15,538	11,009
Net actuarial losses not recognised	(14,940)	(6,816)	(7,724)	(2,763)
Net liability arising from defined benefit obligation	<u>12,097</u>	<u>11,377</u>	<u>7,814</u>	<u>8,246</u>

Movements in the present value of defined benefit obligations are as follows:

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
At beginning of year	18,193	10,255	11,009	6,540
Current service cost	1,268	1,242	657	714
Interest cost	367	225	222	143
Actuarial losses	5,922	6,471	2,865	3,612
Exchange differences	1,287	-	785	-
At end of the reporting period	<u>27,037</u>	<u>18,193</u>	<u>15,538</u>	<u>11,009</u>

Tingyi (Cayman Islands) Holding Corp.

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31. EMPLOYEE BENEFIT OBLIGATIONS (CONTINUED)

Total amount of expense recognised in the consolidated income statement:

	Group	
	2010	2009
	US\$'000	US\$'000
Current service cost	1,268	1,242
Interest cost	367	225
Net actuarial losses recognised during the year	534	-
Under-provided	(805)	-
Net expense for the year included in administrative expenses	<u>1,364</u>	<u>1,467</u>

The principal assumptions used for accounting purposes were:

	Group and Company	
	2010	2009
	%	%
Discount rate	2.00	2.00
Expected rate of salary increases	<u>10.00</u>	<u>7.00</u>

Historical information:

	Group				
	2010	2009	2008	2007	2006
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Present value of the defined benefit obligations	<u>27,037</u>	<u>18,193</u>	<u>10,255</u>	<u>7,718</u>	<u>7,627</u>
Experience adjustments arising on plan liabilities	<u>(1,433)</u>	<u>(903)</u>	<u>1,815</u>	<u>735</u>	<u>473</u>
	Company				
	2010	2009	2008	2007	2006
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Present value of the defined benefit obligations	<u>15,538</u>	<u>11,009</u>	<u>6,538</u>	<u>5,342</u>	<u>5,331</u>
Experience adjustments arising on plan liabilities	<u>(1,091)</u>	<u>(485)</u>	<u>927</u>	<u>551</u>	<u>331</u>

Tingyi (Cayman Islands) Holding Corp.

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32. DEFERRED TAXATION

The movement for the year in the Group's net deferred tax position was as follows:

	Group	
	2010 US\$'000	2009 US\$'000
At beginning of year	55,400	34,469
(Credit) charge to consolidated income statement	(1,686)	20,931
At end of the reporting period	53,714	55,400

Recognised deferred tax assets and liabilities at the end of the reporting period represent the followings:

	Group			
	2010		2009	
	Assets US\$'000	Liabilities US\$'000	Assets US\$'000	Liabilities US\$'000
Accelerated depreciation allowance	-	(27,637)	-	(18,190)
Decelerated depreciation allowance	282	-	1,680	-
Impairment losses	14,621	-	2,806	-
Un-invoiced accrual	25,797	-	-	-
Withholding tax	-	(68,885)	-	(39,335)
Others	9,751	(7,643)	893	(3,254)
Deferred tax assets (liabilities)	50,451	(104,165)	5,379	(60,779)

Pursuant to the PRC EIT Law, a 10% withholding tax is levied on dividends distributed to foreign investors by the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings accumulated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between PRC and jurisdiction of the foreign investors. For the Group's PRC subsidiaries, the applicable rate is 10% and deferred tax liability is only provided on those parts of post-2007 earnings that are expected to be distributable in the foreseeable future.

The part of post-2007 earnings that are not expected to be distributable in the foreseeable future would be subject to additional taxation if they are distributed. The estimated withholding tax effects on the distribution of these unremitted retained earnings of these PRC subsidiaries were approximately of US\$68,885,000 (2009: US\$39,335,000). In the opinion of the directors, these retained earnings, at the present time, are required for financing the continuing operations of the PRC subsidiaries and no distribution would be made in the foreseeable future. Accordingly, no provisions for additional deferred taxation have been made.

Tingyi (Cayman Islands) Holding Corp.

Notes to the Financial Statements

For the year ended 31 December 2010

32. DEFERRED TAXATION (CONTINUED)

The Group has not recognised deferred tax assets in respect of tax losses of US\$48,861,000 (2009: US\$40,015,000), which can be carried forward against future taxable income. Losses amounting to US\$11,209,000 (2009: US\$2,623,000) and US\$9,986,000 (2009: US\$11,380,000) will expire in 2011 and 2012 respectively.

There was no assessable profit in Hong Kong for the year and prior year. The Company does not have unrecognised deferred tax assets and liabilities at the end of reporting period.

33. TRADE PAYABLES

	Group		Company	
	2010	2009	2010	2009
	US\$'000	US\$'000	US\$'000	US\$'000
Trade payables				
Due to third parties	989,113	622,197	2,126	2,818
Due to an associate classified as held for sale	93,908	-	-	-
Due to a subsidiary classified as held for sale	892	-	-	-
	1,083,913	622,197	2,126	2,818

The trade payables due to an associate and a subsidiary classified as held for sales are unsecured, interest-free and with credit period of 30 to 90 days.

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

	Group		Company	
	2010	2009	2010	2009
	US\$'000	US\$'000	US\$'000	US\$'000
0 – 90 days	1,066,760	586,944	2,118	2,818
Over 90 days	17,153	35,253	8	-
	1,083,913	622,197	2,126	2,818

The trade payables are denominated in the following currencies:

	Group		Company	
	2010	2009	2010	2009
	US\$ '000	US\$ '000	US\$ '000	US\$ '000
RMB	1,081,787	618,991	-	-
US\$	-	388	-	-
NTD	2,126	2,818	2,126	2,818

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34. CASH GENERATED FROM OPERATIONS

	2010 US\$'000	2009 US\$'000
Profit before taxation	746,774	625,108
Interest expenses	6,511	12,644
Interest income	(21,479)	(15,579)
Depreciation	275,054	196,569
Amortisation on prepaid lease payments	2,544	2,048
Amortisation on intangible assets	1,989	2,778
Loss on disposal of property, plant and equipment	8,083	2,051
Impairment loss on property, plant and equipment	35,520	25,778
Impairment loss on intangible assets	4,966	-
Fair value change in financial assets at fair value through profit or loss	766	526
Share of results of associates	(9,978)	(9,550)
Gain on discontinuation of equity accounting for an associate	(68,653)	-
Gain on disposal of interest in a subsidiary	-	(3,285)
Effect on exchange rate changes	2,438	(8)
Impairment loss on available for sale financial assets	-	342
Recognition of equity-settled share-based payment	5,020	2,280
Increase in trade payables due to a former associate	56,933	12,761
Increase in inventories	(93,123)	(21,057)
Increase in trade receivables	(9,828)	(657)
Increase in prepayments and other receivables	(68,513)	(69,612)
Increase in trade payables	334,905	224,507
Increase in other payables	143,356	114,498
Increase in advance payments from customers	43,012	5,997
Decrease in other non-current payables	(792)	(764)
Increase in present value of unfunded employee benefit obligations	720	2,177
Cash generated from operations	1,396,225	1,109,552

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35. SIGNIFICANT 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.

	2010 US\$'000	2009 US\$'000
Salaries and other short-term employee benefits paid to:		
Key management personnel, excluding amounts paid to the Company's directors as disclosed in note 10	4,831	3,232
Purchases of goods from:		
A former associate	405,395	261,802
Holding companies of a minority shareholder of a subsidiary of the Company	3,495	2,664
Proceed from the disposal of a subsidiary to an associate	-	10,835
Deposit received from the disposal of assets classified as held for sale		
A company owned by the Company's directors with significant influence	<u>9,833</u>	<u>-</u>

36. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Group monitors its capital, which comprises all equity components, using a gearing ratio which is calculated on the basis of net debt (interest bearing borrowings net of cash and cash equivalents) as a ratio of the equity attributable to owners of the Company as disclosed in the consolidated statement of changes in equity. The debt-to-adjusted capital ratios at the end of the reporting period were as follows:

	Group		Company	
	2010 US\$'000	2009 US\$'000	2010 US\$'000	2009 US\$'000
Interest bearing borrowings	634,135	335,070	220,000	85,500
Less: Cash and cash equivalents	<u>(893,340)</u>	<u>(520,189)</u>	<u>(60,196)</u>	<u>(6,312)</u>
Net (cash) debt	<u>(259,205)</u>	<u>(185,119)</u>	<u>159,804</u>	<u>79,188</u>
Total equity	<u>1,821,258</u>	<u>1,462,644</u>	<u>378,562</u>	<u>512,683</u>
Gearing ratio	<u>-14.23%</u>	<u>-12.66%</u>	<u>42.21%</u>	<u>15.45%</u>

The Group actively and regularly reviews and manages its capital structure through the optimisation of the debt and equity balance and makes adjustments to capital structure according to changes in economic conditions for achieving its objectives through payment of dividends, share repurchase and issue of new debt. Changing of borrowing rate in the market, future capital expenditures and investment opportunities are taken into consideration. The Group's strategy remains unchanged from that of 2009.

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37. FINANCIAL RISK MANAGEMENT

The Group's financial instruments expose it to foreign currency risk, interest rate risk, credit risk, liquidity risk and price risk. The Board of Directors generally adopts conservative strategies on its risks management and limits the Group's exposure to these risks to a minimum. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below:

Foreign currency risk

The majority of the subsidiaries of the Group are operated in the PRC and most of their transactions are denominated in RMB. The Group is exposed to foreign currency risk primarily through capital expenditures, purchases, bank balances, borrowings, available-for-sales financial assets and financial assets at fair value through profit or loss that are denominated in currencies other than the functional currency of the subsidiaries.

The exchange rate of RMB against US\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group did not have significant exposure to foreign exchange risk and has not hedged its foreign exchange risk because the subsidiaries of the Group mainly earn their profits in RMB and the value of RMB has been appreciating against US\$.

Details of the Group's available-for-sale financial assets, financial assets at fair value through profit or loss, bank balances, interest-bearing borrowings and trade payables denominated in US\$, NTD and EUR as at 31 December 2010 and 2009 are set out in notes 20, 21, 26, 30 and 33 respectively.

At the end of the reporting period, if the exchange rates of RMB/US\$, RMB/NTD and RMB/EUR had strengthened/ weakened by 5% with all other variables held constant, the Group's profit for the year and retained profits would have been US\$23,372,000 (2009: US\$14,550,000) higher / lower.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term borrowings with floating interest rates. The Group's policy is to manage its interest cost using a mix of fixed and floating rate debts. The Group has not hedged its cash flow and fair value interest rate risk. The Group's strategy is to maintain an appropriate proportion between borrowings at fixed interest rates and floating interest rates, in consideration of economic atmosphere and the strategies of the Group.

At the end of the reporting period, if interest rates had been 10 (2009: 10) basis point higher / lower and all other variables were held constant, the Group's profit for the year and retained profits would decrease / increase by US\$574,000 (2009: US\$264,000).

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37. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk

The Group's credit risk is primarily attributable to pledged bank deposits, cash and cash equivalent, trade and other receivables. Substantially all of the Group's and the Company's pledged bank deposits and cash and cash equivalents were deposited in the creditworthy global financial institutions and state-controlled financial institutions in the PRC, which management consider they are without significant credit risk.

The majority of the Group's sales are conducted on a cash basis. The Group has implemented policies to ensure that sales of products are made to direct retailers, who wish to trade on credit terms, with an appropriate credit history which is subject to periodic reviews. Individual credit evaluations are performed on all customers requiring credit over a certain amount. Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other receivables arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these assets. The credit quality of the counterparties is assessed by taking into account their financial position, credit history and other factors. Individual credit limits are set based on the assessment of the credit quality. Given the constant repayment history, the directors are of the opinion that the risk of default by these counterparties is not significant. At the end of the reporting period, the Group has no significant concentration of credit risk, with exposure spread over a number of counterparties.

At the end of the reporting period, the Company had a concentration of credit risk as 95% (2009: 95%) of the total amounts due from subsidiaries was due from the five largest subsidiaries.

Liquidity risk

The Group's objectives when managing liquidity risk are to maintain sufficient reserves of cash and adequate committed credit facilities to the Group. Also, the Group's policy is to regularly monitor current and expected liquidity requirements, in particular relating to capital expenditure and repayments of debts. At the end of the reporting period, the Board of Directors expected that the Group had no significant liquidity risk in the near future. Details of the preparation of financial statements on a going concern basis are set out in note 2.

The maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments are summarised below:

	Group			Total US\$ '000
	Within 1 year or on demand US\$ '000	More than 1 year but less than 2 years US\$ '000	More than 2 years but less than 5 years US\$ '000	
At 31 December 2010				
Trade payables	1,083,913	-	-	1,083,913
Other payables	571,458	-	-	571,458
Interest-bearing borrowings	461,894	94,108	86,419	642,421
Other non-current payables	791	791	-	1,582
	2,118,056	94,899	86,419	2,299,374

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37. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk (Continued)

	Group			Total US\$'000
	Within 1 year or on demand US\$'000	More than 1 year but less than 2 years US\$'000	More than 2 years but less than 5 years US\$'000	
At 31 December 2009				
Due to associates	47,075	-	-	47,075
Trade payables	622,197	-	-	622,197
Other payables	405,445	-	-	405,445
Interest-bearing borrowings	220,411	72,947	45,627	338,985
Other non-current payables	765	765	766	2,296
	<u>1,295,893</u>	<u>73,712</u>	<u>46,393</u>	<u>1,415,998</u>
	Company			Total US\$'000
	Within 1 year or on demand US\$'000	More than 1 year but less than 2 years US\$'000	More than 2 years but less than 5 years US\$'000	
At 31 December 2010				
Due to subsidiaries	99,078	-	-	99,078
Trade payables	2,126	-	-	2,126
Other payables	25,822	-	-	25,822
Interest-bearing borrowings	159,104	40,623	25,263	224,990
	<u>286,130</u>	<u>40,623</u>	<u>25,263</u>	<u>352,016</u>
At 31 December 2009				
Due to subsidiaries	102,711	-	-	102,711
Trade payables	2,818	-	-	2,818
Other payables	765	-	-	765
Interest-bearing borrowings	21,390	20,737	45,627	87,754
	<u>127,684</u>	<u>20,737</u>	<u>45,627</u>	<u>194,048</u>

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37. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk (Continued)

	Company			Total US\$'000
	Within 1 year or on demand US\$'000	More than 1 year but less than 2 years US\$'000	More than 2 years but less than 5 years US\$'000	
Financial guarantees issued:				
Maximum amounted guaranteed				
At 31 December 2010	68,758	-	-	68,758
At 31 December 2009	20,197	732	-	20,929

At the end of the reporting period, the Company has issued financial guarantees in respect of credit facilities to two wholly-owned subsidiaries of US\$161,057,000 (2009: US\$248,059,000). The directors do not consider it is probable that a claim will be made against the Company under the guarantees. The maximum liability of the Company at the end of the reporting period under the guarantees issued is the facility drawn down by the subsidiaries of US\$68,758,000 (2009: US\$20,929,000).

Due to the related party nature of the instruments, the directors considered it not meaningful and practicable to estimate the fair values of the financial guarantees and therefore they have not been recognised in the Company's statement of financial position.

Fair value

(a) Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instrument
- Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data
- Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data

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37. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value (continued)

(a) Financial instruments carried at fair value

	Group			Total US\$ '000
	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	
At 31 December 2010				
Available-for-sale financial assets				
- Equity securities, listed outside Hong Kong	109,251	-	-	109,251
Financial assets at fair value through profit or loss				
- Equity securities, listed outside Hong Kong	762	-	-	762
- US\$ currency fund	-	9	-	9
	110,013	9	-	110,022

	Company			Total US\$ '000
	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	
At 31 December 2010				
Available-for-sale financial assets				
- Equity securities, listed outside Hong Kong	73,937	-	-	73,937
Financial assets at fair value through profit or loss				
- Equity securities, listed outside Hong Kong	762	-	-	762
- US\$ currency fund	-	9	-	9
	74,699	9	-	74,708

	Group and Company			Total US\$ '000
	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	
At 31 December 2009				
Financial assets at fair value through profit or loss				
- Equity securities, listed outside Hong Kong	3,024	-	-	3,024
- US\$ currency fund	-	1,002	-	1,002
	3,024	1,002	-	4,026

During the year ended 2010 and 2009, there were no transfers between instruments in Level 1 and Level 2.

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37. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value (Continued)

(b) Fair values of financial instruments carried at other than fair value

In the opinion of the directors, the carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2010 and 2009.

Price risk

The Group and the Company are exposed to equity price risks arising from investments classified as available-for-sale financial assets at fair value and financial assets at fair value through profit or loss. For the Group's and the Company's equity securities investments that are publicly traded, the fair value is determined with reference to quoted market prices. The Group's and the Company's unlisted investments are held for long-term strategic purposes. Their performance is assessed at least annually based on the information available to the Group, together with an assessment of their relevance to the Group's long-term strategic plans.

The sensitivity analysis has been determined based on the exposure of the listed equity securities to equity price risk. At the end of the reporting period, it is estimated that an increase / decrease of 10% (2009: 10%) in the relevant stock market index as applicable, with all other variables held constant, would have increased/decreased the Group's profit for the year and retained profits by US\$76,000 (2009: US\$ 134,000) due to change in the fair value of investments held-for-trading. Investment valuation reserves would be increased / decreased by US\$10,925,000 (2009: US\$ Nil) as a result of changes in fair value of available-for-sale financial assets. The Group will monitor the price risk and will consider hedging the risk exposure should the need rise.

The sensitivity analysis has been determined assuming that the reasonably possible changes in the stock market index had occurred at the end of the reporting period and had been applied to the exposure to equity price risk in existence at that date. It is also assumed that the fair values of the Group's listed investments would change in accordance with the historical correlation with the relevant stock market index that none of the Group's available-for-sale investments at fair value would be considered impaired as a result of a reasonably possible decrease in the relevant stock market index, and that all other variables remain constant. The stated changes represent management's assessment of reasonably possible changes in the relevant stock market index over the period until the next annual end of the reporting period. The analysis is performed on the same basis for 2009.

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38. COMMITMENTS

(a) Capital expenditure commitments

	Group	
	2010	2009
	US\$'000	US\$'000
Contracted but not provided for	<u>260,662</u>	<u>168,497</u>

(b) Commitments under operating leases

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases, which are payable as follows:

	Group	
	2010	2009
	US\$'000	US\$'000
Within one year	14,939	12,950
In the second to fifth years inclusive	21,384	19,282
After five years	14,996	5,920
	<u>51,319</u>	<u>38,152</u>

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39. PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries are as follows:

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
Tianjin Tingyi International Food Co., Ltd.	PRC	US\$72,000,000	100%	-	Manufacture and sale of instant noodles
Guangzhou Tingyi Food Co., Ltd.	PRC	US\$31,000,000	-	100%	Manufacture and sale of instant noodles
* Hangzhou Tingyi Food Co., Ltd.	PRC	US\$131,500,000/ US\$92,700,000	-	100%	Manufacture and sale of instant noodles
* Master Kong (Hangzhou) Convenient Food Co., Ltd.	PRC	US\$20,000,000	-	100%	Manufacture and sale of instant noodles
Chongqing Tingyi Food Co., Ltd.	PRC	US\$22,000,000	-	100%	Manufacture and sale of instant noodles
Shenyang Tingyi Food Co., Ltd.	PRC	US\$17,000,000	-	100%	Manufacture and sale of instant noodles
Wuhan Tingyi Food Co., Ltd.	PRC	US\$17,800,000	-	100%	Manufacture and sale of instant noodles
Xian Tingyi Food Co., Ltd.	PRC	US\$17,000,000	-	100%	Manufacture and sale of instant noodles
Qingdao Tingyi Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacture and sale of instant noodles
Harbin Tingyi Food Co., Ltd.	PRC	US\$11,200,000	-	100%	Manufacture and sale of instant noodles
Fujian Tingyi Food Co., Ltd.	PRC	US\$4,500,000	-	100%	Manufacture and sale of instant noodles

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
* Xinjiang Tingyi Food Co., Ltd.	PRC	US\$3,000,000	-	100%	Manufacture and sale of instant noodles
* NanJing Tingyi Food Co., Ltd.	PRC	US\$14,000,000	-	100%	Manufacture and sale of instant noodles
Master Kong (Taiwan) Foods Co., Ltd. #	Taiwan	50,000,000 ordinary shares of NT\$10 each/ NT\$500,000,000	100%	-	Manufacture and sale of instant noodles
* Chengdu Tingyi Food Co., Ltd.	PRC	US\$17,000,000	-	100%	Manufacture and sale of instant noodles
Hebei Yi Wan Xiang Foods Co., Ltd. #	PRC	RMB187,500,000	-	100%	Manufacture and sale of instant noodles
* Master Kong (Kunming) Convenient Food Co., Ltd.	PRC	US\$3,000,000	-	100%	Manufacture and sale of instant noodles
* Master Kong (Shenyang) Convenient Food Co., Ltd.	PRC	US\$6,000,000	-	100%	Manufacture and sale of instant noodles
Master Kong Instant Foods Investment (China) Co., Ltd. (formerly Fumanduo Investment Co., Ltd.)	PRC	US\$30,000,000	-	100%	Investment holding
* Huaian Fumanduo Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Meishan Fumanduo Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Changsha Fumanduo Food Co., Ltd. #	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Zhengzhou Fumanduo Food Co., Ltd. #	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
* Lanzhou Fumanduo Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Master Kong (Chongqing) Convenient Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Xianyang Fumanduo Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Xinjiang Fumanduo Food Co., Ltd.	PRC	US\$3,000,000	-	100%	Manufacturing and sale of instant noodles
* Hebei Fumanduo Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Harbin Fumanduo Food Co., Ltd. #	PRC	US\$3,000,000	-	100%	Manufacturing and sale of instant noodles
* Jinan Fumanduo Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
* Dongguan Fumanduo Food Co., Ltd.	PRC	US\$5,000,000	-	100%	Manufacturing and sale of instant noodles
Master Kong Instant Foods (BVI) Co., Ltd.	British Virgin Islands ("BVI")	50,000 ordinary shares at US\$1 each/ US\$1	100%	-	Investment holding
Master Kong Bakery (BVI) Co., Ltd.	BVI	50,000 ordinary shares at US\$1 each/ US\$1	100%	-	Investment holding
Tianjin Kameda Food Co., Ltd.	PRC	US\$6,000,000	-	50%	Manufacture and sale of rice crackers
Tianjin Tingyuan Food Co., Ltd.	PRC	US\$37,000,000	-	100%	Manufacture and sale of bakery products

Tingyi (Cayman Islands) Holding Corp.

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
Guangzhou Tingyuan Food Co., Ltd.	PRC	US\$22,000,000	100%	-	Manufacture and sale of bakery products
Hangzhou Ting Yuan Food Co., Ltd.	PRC	US\$18,400,000	-	100%	Manufacture and sale of bakery products
Master Kong Beverages (BVI) Co., Ltd.	BVI	50,000 ordinary shares of US\$1 each/ US\$50,000	100%	-	Investment holding
Tingyi-Asahi Beverages Holding Co., Ltd.	Cayman Islands	50,000 ordinary shares of US\$0.01 each / US\$10,001	-	50.01%	Investment holding
* Tianjin Tingjin Food Co., Ltd.	PRC	US\$60,840,000/ US\$41,673,813	-	50.01%	Manufacture and sale of beverages
Guangzhou Tingjin Food Co., Ltd.	PRC	US\$20,000,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Guangzhou) Beverage Co., Ltd.	PRC	US\$14,500,000	-	50.01%	Manufacture and sale of beverages
* Hangzhou Tingjin Food Co., Ltd.	PRC	US\$38,100,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Hangzhou) Beverage Co., Ltd.	PRC	US\$21,350,000	-	50.01%	Manufacture and sale of beverages
Xi'an Tingjin Food Co., Ltd.	PRC	US\$12,000,000	-	50.01%	Manufacture and sale of beverages
* Wuhan Tingjin Food Co., Ltd.	PRC	US\$51,000,000/ US\$35,000,000	-	50.01%	Manufacture and sale of beverages
Chongqing Tingjin Food Co., Ltd.	PRC	US\$24,000,000	-	50.01%	Manufacture and sale of beverages

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			<i>Directly</i>	<i>Indirectly</i>	
* Qingdao Tingjin Food Co., Ltd.	PRC	US\$15,000,000	-	50.01%	Manufacture and sale of beverages
Fujian Tingjin Food Co., Ltd.	PRC	US\$13,700,000	-	50.01%	Manufacture and sale of beverages
* Harbin Tingjin Food Co., Ltd. #	PRC	US\$20,000,000	-	50.01%	Manufacture and sale of beverages
* Xinjiang Tingjin Food Co., Ltd.	PRC	US\$10,000,000/ US\$6,000,000	-	50.01%	Manufacture and sale of beverages
* Kunming Tingjin Food Co., Ltd.	PRC	US\$12,000,000	-	50.01%	Manufacture and sale of beverages
* Zhengzhou Tingjin Food Co., Ltd.	PRC	US\$24,000,000	-	50.01%	Manufacture and sale of beverages
* Lanzhou Tingjin Food Co., Ltd.	PRC	US\$16,000,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Shenyang) Beverage Co. Ltd.	PRC	US\$36,000,000/ US\$33,200,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Xi'an) Beverage Co., Ltd.	PRC	US\$38,500,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Tianjin) Beverage Co., Ltd.	PRC	US\$30,500,000	-	50.01%	Manufacture and sale of beverages
* Nanjing Tingjin Food Co., Ltd.	PRC	US\$5,000,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Jilin) The Changbai Mountain Beverage Co., Ltd.	PRC	US\$5,000,000	-	50.01%	Manufacture and sale of beverages

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
* Yangzhou Tingjin Food Co., Ltd.	PRC	US\$34,500,000/ US\$29,700,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Hangzhou) Qiandaohu Beverages Co., Ltd.	PRC	US\$12,000,000/ US\$1,800,029	-	50.01%	Not yet commenced business
* Guangzhou Tingjin Bererage Co., Ltd.	PRC	US\$59,300,000	-	50.01%	Manufacture and sale of beverages
* Tianjin Tingjin Beverage Co., Ltd.	PRC	US\$12,000,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Dalian) Beverage Co., Ltd.	PRC	US\$10,500,000	-	50.01%	Manufacture and sale of beverages
* Chengdu Tingjin Food Co., Ltd.	PRC	US\$12,000,000	-	50.01%	Manufacture and sale of beverages
* Master Kong (Wulumuqi) Beverage Co., Ltd. #	PRC	US\$12,000,000/ US\$2,400,000	-	50.01%	Manufacture and sale of beverages
* Nanchang Tingjin Food Co., Ltd.	PRC	US\$10,000,000/ US\$0	-	50.01%	Not yet commenced business
* Yuncheng Tingjin Beverage Co., Ltd.	PRC	US\$2,100,000/ US\$0	-	50.01%	Not yet commenced business
* Zhumadian Tingjin Beverage Co., Ltd.	PRC	US\$2,100,000/ US\$780,920	-	50.01%	Not yet commenced business
* Zhanjiang Tingjin Beverage Co., Ltd.	PRC	US\$2,600,000/ US\$0	-	50.01%	Not yet commenced business
* Changchun Tingjin Beverage Co., Ltd.	PRC	US\$4,000,000/ US\$0	-	50.01%	Not yet commenced business
* Zhangzhou Tingjin Food Co., Ltd.	PRC	US\$12,000,000/ US\$0	-	50.01%	Not yet commenced business

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
* Ganzhou Tingjin Beverages Co., Ltd.	PRC	US\$2,100,000/ US\$0	-	50.01%	Not yet commenced business
*Huaihua Tingjin Beverages Co., Ltd.	PRC	US\$2,100,000/ US\$0	-	50.01%	Not yet commenced business
* Jinzhou Tingjin Beverage Co., Ltd.	PRC	US\$5,000,000/ US\$0	-	50.01%	Not yet commenced business
* Honghe Tingjin Beverages Co., Ltd.	PRC	US\$2,100,000/ US\$0	-	50.01%	Not yet commenced business
Wei Chuan (Anji) Dairy Farm Co., Ltd. #	PRC	US\$2,100,000	100%	-	Manufacture and sale of milk products
Tianjin Ting Fung Starch Development Co., Ltd.	PRC	US\$11,000,000	51%	-	Manufacture and sale of modified potato starch and seasoning flavours
Tingyi (BVI) Int'l Co., Ltd.	BVI	50,000 ordinary shares of US\$1 each/US\$50,000	100%	-	Purchasing and sales agent for the Group
Master Kong (HK) Trading Company Limited	HK	HK\$10,000/ HK\$2	100%	-	Agent and trading of products for the Group
Xinghua Dinfang Dehydrate Foods Co., Ltd.	PRC	US\$8,600,000	100%	-	Manufacture and sale of dehydrated vegetables
Tian Jin Ting Jia Machinery Co., Ltd.	PRC	US\$2,100,000	100%	-	Installation and maintenance of plant and machinery
Tianjin Tingyu Consulting Co., Ltd.	PRC	US\$200,000	100%	-	Provision of management services

Tingyi (Cayman Islands) Holding Corp.

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
Tianjin Tingquan Properties Management Co., Ltd.	PRC	US\$210,000	100%	-	Provision of property management and related consultancy services
Tianjin Dingya Property Development Co., Ltd.	PRC	US\$2,100,000	100%	-	Property development
* Guangzhou Dingya Real Estate Development Co., Ltd.	PRC	RMB16,400,000	38%	62%	Property development
Tianjin Tingxin International Engineering Consultant Co., Ltd.	PRC	US\$1,700,000	100%	-	Provision of engineering related consultancy and research service
Tingtong (BVI) Limited	BVI	50,000 ordinary shares of US\$1 each/ US\$1,000	100%	-	Investment holding
Tingtong (Cayman Islands) Holding Corp.	Cayman Islands	15,000,000 ordinary shares of US\$1 each/ US\$2,118,334	-	50.01%	Investment holding
Shanghai Tingtong Logistics Co., Ltd.	PRC	US\$5,000,000	-	50.01%	Logistics services
Beijing Ting Tong Logistics Co., Ltd.	PRC	US\$500,000	-	50.01%	Logistics services
Guangzhou Ting Tong Logistics Co., Ltd.	PRC	US\$300,000	-	50.01%	Logistics services
Shenyang Ting Tong Logistics Co., Ltd.	PRC	US\$300,000	-	50.01%	Logistics services
Chongqing Ting Tong Logistics Co., Ltd.	PRC	US\$300,000	-	50.01%	Logistics services

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39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation / operation	Registered capital / issued share capital	Proportion of ownership interest		Principal activity
			Directly	Indirectly	
Kon Yuan Corporation #	Taiwan	NT\$110,000,000	100%	-	Investment holding
Kon Chuan Corporation #	Taiwan	NT\$96,000,000	100%	-	Investment holding
Kon Jun Corporation #	Taiwan	NT\$110,000,000	100%	-	Investment holding

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

English translation for identification purposes only.

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

