



## 賬目附註 Notes to the Financial Statements

截至二零零六年十二月三十一日止年度  
For the year ended 31 December 2006

### 31. 經營業務所得現金

### 31. Cash Generated From Operations

|   |   | 2006<br>千美元<br>US\$'000 | 2005<br>千美元<br>US\$'000 |
|---|---|-------------------------|-------------------------|
| 除稅前溢利                                   | Profit before taxation  | 236,731                 | 187,927                 |
| 利息費用                                    | Interest expenses   | 10,856                  | 8,597                   |
| 利息收入                                    | Interest income   | (5,015)                 | (3,274)                 |
| 折舊                                      | Depreciation  | 106,902                 | 94,401                  |
| 土地租約溢價之攤銷                               | Amortisation on premium<br>for land lease   | 1,626                   | 1,382                   |
| 無形資產之攤銷                                 | Amortisation on intangible assets   | 1,932                   | 2,354                   |
| 出售物業、機器及<br>設備之(收益)虧損                   | (Gain) Loss on disposal of property,<br>plant and equipment                                 | (1,586)                 | 1,826                   |
| 出售土地租約溢價之虧損                             | Loss on disposal of premium<br>for land lease   | 203                     | 78                      |
| 物業、機器及設備減值虧損                            | Impairment loss of property, plant and<br>equipment   | 17,188                  | 1,400                   |
| 應佔聯營公司業績                                | Share of results of associates  | (6,860)                 | (7,508)                 |
| 出售聯營公司部份權益之收益                           | Gain on disposal of partial interests<br>in an associate                                    | (938)                   | (235)                   |
| 淨率變動之影響                                 | Effect on exchange rate changes   | 2,823                   | 676                     |
| 聯營公司淨墊付之減少                              | Net advances from associates  | 19,035                  | 6,774                   |
| 持有按公允價值列賬及<br>在損益賬處理的金融資產<br>之已變現及未變現收益 | Realised and unrealised gain on financial<br>assets at fair value through<br>profit or loss | (4,893)                 | (62)                    |
| 存貨之增加                                   | Increase in inventories   | (7,035)                 | (2,463)                 |
| 應收帳款之增加                                 | Increase in trade receivables   | (6,873)                 | (11,213)                |
| 預付款項及其他應收款項之<br>增加                      | Increase in prepayments and<br>other receivables  | (218)                   | (4,407)                 |
| 應付帳款之增加                                 | Increase in trade payables  | 38,843                  | 10,009                  |
| 其他應付款項之增加                               | Increase in other payables  | 30,456                  | 39,238                  |
| 客戶預付款項之增加                               | Increase in advance payments<br>from customers  | 1,760                   | 9,240                   |
| 其他非流動應付款項之減少                            | Decrease in other non-current payables  | (4,870)                 | (2,745)                 |
| 員工福利責任之增加                               | Increase in employee benefit obligations  | 1,092                   | 906                     |
| <b>經營業務所得現金</b>                         | <b>Cash generated from operations</b>   | <b>431,159</b>          | <b>332,901</b>          |



## 32. 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。

## 32. 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.

|   |   | 2006<br>千美元<br>US\$'000    | 2005<br>千美元<br>US\$'000 |
|---|---|----------------------------|-------------------------|
| 向下列人物支付薪金及其他短期僱員福利：<br>主要管理人員，<br>包括如附註10<br>所披露之董事酬金           | <b>Salaries and other short-term employee benefits paid to:</b><br>Key management personnel, including amounts paid to the Company's directors as disclosed in note 10                                  | 2,203                      | 2,200                   |
| 向下列公司出售貨品：<br>聯營公司<br>本公司若干主要股東<br>所控制之公司(附註)                   | <b>Sales of goods to:</b><br>Associates<br>Companies under common control by a substantial shareholder of the Company (Note)  | 8,168<br>10,158            | 27,552<br>9,911         |
| 向下列公司購買貨品：<br>聯營公司<br>本公司若干主要股東<br>所控制之公司<br>本公司若干少數股東之<br>控股公司 | <b>Purchases of goods from:</b><br>Associates<br>Company under common control by a substantial shareholder of the Company<br>Holding companies of a minority shareholder of subsidiaries of the Company | 214,096<br>15,054<br>1,603 | 168,939<br>15,341<br>—  |
| 向下列公司收取加工費用：<br>聯營公司<br>本公司若干主要股東<br>所控制之公司                     | <b>Processing charges by:</b><br>An associate<br>Company under common control by a substantial shareholder of the Company   | 937<br>1,380               | 1,396<br>497            |
| 向本集團提供銀行信貸<br>之擔保：<br>聯營公司<br>本公司少數股東之<br>控股公司                  | <b>Guarantees provided for securing banking facilities by:</b><br>An associate<br>Holding companies of a minority shareholder of subsidiaries of the Company  | 7,050<br>83,568            | 8,058<br>54,995         |

附註：於出售貨品中10,158,000美元(2005: 9,911,000美元)為持續關連交易，就此交易，公司已遵守上市規則第14A章的披露規定。

Note: Sales amounts of US\$10,158,000 (2005: US\$9,911,000) are continuing connected transactions and the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in relation thereto.



## 賬目附註 Notes to the Financial Statements

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### 33. 金融風險因素

#### 金融風險

本集團經營活動面臨各種金融風險包括市場風險(如外滙風險、價格風險和利率風險)、信貸風險和流動資金風險。本集團主要的金融工具是直接由業務之營運及活動衍生,為降低本集團金融風險,本集團採用一系列保守的風險管理對策。

#### (i) 外匯風險

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

#### (ii) 價格風險

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

### 33. Financial Risk Management Objectives and Policies

#### Financial risk factors

The Group's activities expose it to a variety of financial risks including market risk (such as foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's principal financial instruments are arising directly from business activities and operations. In order to minimise the Group's exposure on those financial risk exposure, the Group generally adopted conservative strategies on its risks management.

#### (i) Foreign exchange risk

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

#### (ii) Price risk

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



## 33. 金融風險因素(續)

### (iii) 利率風險

本集團主要面對的風險是來自與市場利率變動有關的本集團長期借貸之浮動利率。本集團管理利息成本的政策是採取由定息及浮息組成之貸款組合並維持約63%之貸款為定息貸款。

本集團於年內對利率之敏感度下降主要是因為不同有息借貸工具之利率下降所致。

### (iv) 信貸風險

本集團只與有信譽及信用的第三者交易。客戶如希望以信貸形式交易必須符合信貸批核程序。而用以持續監察其信貸風險的應收賬款反映本集團的壞賬情況不顯著。所有要求超過指定信貸額的客戶需進行信貸評估。於結算日，本集團並無重大的集中信貸風險，其最大之信貸風險主要來自資產負債表內各金融資產之賬面值。

### (v) 流動資金風險

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

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

### (iii) 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 variable rate debts and by means of entering into interest rate swap to maintain more than 63% of the Group's borrowings are at a fixed rate of interest.

The Group's sensitivity to interest rates has decreased during the year mainly due to the reduction in variable rate debt instruments.

### (iv) Credit risk

The Group trades only with recognised, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. Credit evaluations are performed on all customers requiring credit over a certain amount. At the balance sheet date, the Group has no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

### (v) Liquidity risk

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



## 賬目附註 Notes to the Financial Statements

截至二零零六年十二月三十一日止年度  
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### 34. 承擔

### 34. Commitments

(a) 資本承擔

(a) Capital commitments

|         |                                 | 2006<br>千美元<br>US\$'000 | 2005<br>千美元<br>US\$'000 |
|---------|---------------------------------|-------------------------|-------------------------|
| 已訂約但未撥備 | Contracted but not provided for | <b>137,601</b>          | 117,832                 |

(b) 營運租約承擔

(b) Commitments under operating leases

於結算日，根據不可撤銷之經營租約，本集團未來最低租賃付款總額列示如下：

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

|                        |   | 2006<br>千美元<br>US\$'000 | 2005<br>千美元<br>US\$'000 |
|------------------------|---|-------------------------|-------------------------|
| 一年內                    | Within one year                           | <b>7,640</b>            | 5,362                   |
| 於第二年至第五年屆滿<br>(包括首尾兩年) | In the second to<br>fifth years inclusive | <b>16,523</b>           | 9,682                   |
| 五年以上                   | Over five years                           | <b>6,736</b>            | 15,178                  |
|                        |   | <b>30,899</b>           | 30,222                  |

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

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



## 35. 主要附屬公司

主要附屬公司表列如下：

## 35. Principal Subsidiaries

Details of the principal subsidiaries are as follows:

| Name   | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital | 應佔<br>股權比例                          |                  | 主要業務<br>Principal activity                             |
|--|---|--|-------------------------------------|------------------|--|
|  |   |  | Proportion of<br>ownership interest |                  |  |
|  |   |  | 直接<br>Directly                      | 間接<br>Indirectly |  |
| 天津頂益國際食品有限公司<br>Tianjin Tingyi International<br>Food Co., Ltd.         | 中國<br>PRC   | US\$66,000,000   | 100%                                | —                | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 廣州頂益食品有限公司<br>Guangzhou Tingyi Food Co., Ltd.                          | 中國<br>PRC   | US\$31,000,000   | 100%                                | —                | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 杭州頂益食品有限公司<br>Hangzhou Tingyi Food Co., Ltd.                           | 中國<br>PRC   | US\$39,000,000   | —                                   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 康師傅(杭州)方便食品有限公司<br>Master Kong (Hangzhou)<br>Convenient Food Co., Ltd. | 中國<br>PRC   | US\$20,000,000/<br>US\$17,000,000                                | —                                   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 重慶頂益食品有限公司<br>Chongqing Tingyi Food Co., Ltd.                          | 中國<br>PRC   | US\$22,000,000   | —                                   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 瀋陽頂益食品有限公司   | 中國<br>PRC   | US\$17,000,000   | —                                   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 武漢頂益食品有限公司<br>Wuhan Tingyi Food Co., Ltd.                              | 中國<br>PRC   | US\$17,800,000   | —                                   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 西安頂益食品有限公司<br>Xian Tingyi Food Co., Ltd.                               | 中國<br>PRC   | US\$17,000,000   | —                                   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |



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### 35. 主要附屬公司 (續)

### 35. Principal Subsidiaries (Continued)

| Name   | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital                               | 應佔<br>股權比例<br>Proportion of<br>ownership interest |                  | 主要業務<br>Principal activity                             |
|--|---|--|---|------------------|--|
|  |   |  | 直接<br>Directly                                    | 間接<br>Indirectly |  |
|  |   |  |   |                  |  |
| 青島頂益食品有限公司<br>Qingdao Tingyi Food Co., Ltd.                        | 中國<br>PRC   | US\$5,000,000  | —   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 哈爾濱頂益食品有限公司<br>Harbin Tingyi Food Co., Ltd.                        | 中國<br>PRC   | US\$11,200,000   | —   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 福建頂益食品有限公司<br>Fujian Tingyi Food Co., Ltd.                         | 中國<br>PRC   | US\$4,500,000  | —   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| * 新疆頂益食品有限公司   | 中國<br>PRC   | US\$3,000,000  | —   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 台灣康師傅食品股份有限公司  | 台灣<br>Taiwan  | 50,000,000 普通股<br>每股NT\$10<br>50,000,000 ordinary<br>shares of NT\$10 each/<br>NT\$500,000,000 | 100%  | —                | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 河北一宛香食品有限公司  | 中國<br>PRC   | RMB187,500,000   | —   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| * 昆明頂益食品有限公司<br>Master Kong (Kunming)<br>Convenient Food Co., Ltd. | 中國<br>PRC   | US\$3,000,000  | —   | 100%             | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |
| 天津頂育國際食品有限公司<br>Tianjin Tingyu International<br>Food Co., Ltd.     | 中國<br>PRC   | US\$6,000,000  | 100%  | —                | 製造及銷售方便麵<br>Manufacture and sale<br>of instant noodles |



## 35. 主要附屬公司 (續)

## 35. Principal Subsidiaries (Continued)

| Name   | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital | 應佔<br>股權比例                          |                  | 主要業務<br>Principal activity                               |
|--|---|--|-------------------------------------|------------------|--|
|  |   |  | Proportion of<br>ownership interest |                  |  |
|  |   |  | 直接<br>Directly                      | 間接<br>Indirectly |  |
| * 康師傅(瀋陽)方便食品<br>有限公司                              | 中國<br>PRC   | US\$6,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 福滿多投資有限公司  | 中國<br>PRC   | US\$30,000,000/<br>US\$25,000,000                                | —                                   | 100%             | 投資控股<br>Investment holding                               |
| * 淮安福滿多食品有限公司<br>Huainan Fumanduo Food Co., Ltd    | 中國<br>PRC   | US\$5,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 眉山福滿多食品有限公司<br>Meishan Fumanduo Food Co., Ltd.     | 中國<br>PRC   | US\$5,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 長沙福滿多食品有限公司                                      | 中國<br>PRC   | US\$5,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 鄭州福滿多食品有限公司                                      | 中國<br>PRC   | US\$5,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 蘭州福滿多食品有限公司                                      | 中國<br>PRC   | US\$5,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 重慶福滿多食品有限公司<br>Chongqing Fumanduo Food Co., Ltd. | 中國<br>PRC   | US\$5,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 咸陽福滿多食品有限公司                                      | 中國<br>PRC   | US\$5,000,000  | —                                   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |





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## 35. 主要附屬公司 (續)

## 35. Principal Subsidiaries (Continued)

| Name  | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital          | 應佔<br>股權比例<br>Proportion of<br>ownership interest |                  | 主要業務<br>Principal activity                               |
|---|---|---|---|------------------|--|
|   |   |   | 直接<br>Directly                                    | 間接<br>Indirectly |  |
|   |   |   |   |                  |  |
| * 新疆福滿多食品有限公司<br>Xinjiang Fumanduo Food Co., Ltd.               | 中國<br>PRC   | US\$3,000,000   | —   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 河北福滿多食品有限公司   | 中國<br>PRC   | US\$5,000,000   | —   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 哈爾濱福滿多食品有限公司  | 中國<br>PRC   | US\$3,000,000   | —   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 濟南福滿多食品有限公司   | 中國<br>PRC   | US\$5,000,000   | —   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| * 東莞福滿多食品有限公司   | 中國<br>PRC   | US\$5,000,000   | —   | 100%             | 製造及銷售方便麵<br>Manufacturing and sale<br>of instant noodles |
| 康師傅方便食品(BVI)有限公司<br>Master Kong Instant<br>Foods (BVI) Co., Ltd | 英屬處女群島<br>British Virgin Islands ("BVI")                  | 50,000普通股<br>每股US\$1<br>50,000 ordinary<br>shares at US\$1<br>each/ US\$1 | 100%  | —                | 投資控股<br>Investment holding                               |
| 康師傅糕餅(BVI)有限公司<br>Master Kong Bakery<br>(BVI) Co., Ltd.         | 英屬處女群島<br>BVI   | 50,000普通股<br>每股US\$1<br>50,000 ordinary<br>shares at US\$1<br>each/ US\$1 | 100%  | —                | 投資控股<br>Investment holding                               |



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## 35. 主要附屬公司 (續)

## 35. Principal Subsidiaries (Continued)

| Name   | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital                 | 應佔<br>股權比例                          |                  | 主要業務<br>Principal activity                              |
|--|---|--|-------------------------------------|------------------|---|
|  |   |  | Proportion of<br>ownership interest |                  |   |
|  |   |  | 直接<br>Directly                      | 間接<br>Indirectly |   |
| 天津龜田食品有限公司<br>Tianjin Kameda Food Co., Ltd.                      | 中國<br>PRC   | US\$6,000,000  | —                                   | 50%              | 製造及銷售米餅產品<br>Manufacture and sale<br>of rice crackers   |
| 天津頂園食品有限公司<br>Tianjin Tingyuan Food Co., Ltd.                    | 中國<br>PRC   | US\$37,000,000/<br>US\$34,590,572  | 100%                                | —                | 製造及銷售糕餅產品<br>Manufacture and sale<br>of bakery products |
| 廣州頂園食品有限公司<br>Guangzhou Tingyuan Food Co., Ltd.                  | 中國<br>PRC   | US\$22,000,000   | 100%                                | —                | 製造及銷售糕餅產品<br>Manufacture and sale<br>of bakery products |
| 杭州頂園食品有限公司<br>Hangzhou Ting Yuan Food Co., Ltd.                  | 中國<br>PRC   | US\$17,000,000   | 100%                                | —                | 製造及銷售糕餅產品<br>Manufacture and sale<br>of bakery products |
| 杭州珍寶珠食品有限公司<br>Hangzhou Zhenbaozhu<br>Food & Package Co., Ltd.   | 中國<br>PRC   | US\$1,400,000  | 100%                                | —                | 製造及銷售糖果<br>Manufacture and sale<br>of candies           |
| 康師傅飲品(BVI)有限公司<br>Master Kong Beverages (BVI) Co., Ltd           | 英屬處女群島<br>BVI   | 50,000 普通股<br>每股 US\$1<br>50,000 ordinary<br>shares of US\$1<br>each/ US\$50,000 | 100%                                | —                | 投資控股<br>Investment holding                              |
| 康師傅飲品控股有限公司<br>Tingyi-Asahi-Itochu<br>Beverages Holding Co. Ltd. | 開曼群島<br>Cayman Islands                                    | 50,000 普通股<br>每股 US\$1<br>50,000 ordinary<br>shares of US\$1<br>each/ US\$10,001 | —                                   | 50.01%           | 投資控股<br>Investment holding                              |



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截至二零零六年十二月三十一日止年度  
For the year ended 31 December 2006

## 35. 主要附屬公司 (續)

## 35. Principal Subsidiaries (Continued)

| Name   | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership interest |                  | 主要業務<br>Principal activity                      |
|--|---|--|---|------------------|---|
|  |   |  | 直接<br>Directly                                    | 間接<br>Indirectly |   |
|  |   |  |   |                  |   |
| * 天津頂津食品有限公司<br>Tianjin Tingjin Food Co., Ltd.                   | 中國<br>PRC   | US\$32,340,000/<br>US\$29,337,800                                | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 廣州頂津食品有限公司<br>Guangzhou Tingjin Food Co., Ltd.                   | 中國<br>PRC   | US\$20,000,000/<br>US\$17,500,000                                | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 康師傅(廣州)飲品有限公司<br>Master Kong (Guangzhou)<br>Beverage Co., Ltd. | 中國<br>PRC   | US\$14,500,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 杭州頂津食品有限公司<br>Hangzhou Tingjin Food Co., Ltd.                    | 中國<br>PRC   | US\$27,000,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 康師傅(杭州)飲品有限公司<br>Master Kong (Hangzhou)<br>Beverage Co., Ltd   | 中國<br>PRC   | US\$17,000,000/<br>US\$14,774,263                                | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 西安頂津食品有限公司   | 中國<br>PRC   | US\$12,000,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 武漢頂津食品有限公司<br>Wuhan Tingjin Food Co., Ltd.                     | 中國<br>PRC   | US\$31,000,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 重慶頂津食品有限公司<br>Chongqing Tingjin Food Co., Ltd                    | 中國<br>PRC   | US\$15,000,000/<br>US\$12,600,000                                | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |



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## 35. 主要附屬公司 (續)

## 35. Principal Subsidiaries (Continued)

| Name   | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership interest |                  | 主要業務<br>Principal activity                      |
|--|---|--|---|------------------|---|
|  |   |  | 直接<br>Directly                                    | 間接<br>Indirectly |   |
|  |   |  |   |                  |   |
| 瀋陽頂津食品有限公司<br>Shenyang Tingjin Food Co., Ltd.    | 中國<br>PRC   | US\$17,000,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 青島頂津食品有限公司<br>Qingdao Tingjin Food Co., Ltd.     | 中國<br>PRC   | US\$12,000,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| 福建頂津食品有限公司<br>Fujian Tingjin Food Co., Ltd.      | 中國<br>PRC   | US\$12,500,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 哈爾濱頂津食品有限公司                                    | 中國<br>PRC   | US\$12,000,000/<br>US\$9,400,000                                 | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 新疆頂津食品有限公司                                     | 中國<br>PRC   | US\$5,000,000  | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 昆明頂津食品有限公司<br>Kunming Tingjin Food Co., Ltd.   | 中國<br>PRC   | US\$5,000,000  | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 鄭州頂津食品有限公司<br>Zhengzhou Tingjin Food Co., Ltd. | 中國<br>PRC   | US\$13,000,000/<br>US\$9,000,000                                 | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 蘭州頂津食品有限公司                                     | 中國<br>PRC   | US\$10,000,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |
| * 康師傅(瀋陽)飲品有限公司                                  | 中國<br>PRC   | US\$12,000,000/<br>US\$11,999,996                                | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages |



## 賬目附註 Notes to the Financial Statements

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### 35. 主要附屬公司 (續)

### 35. Principal Subsidiaries (Continued)

| Name  | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital | 應佔<br>股權比例<br>Proportion of<br>ownership interest |                  | 主要業務<br>Principal activity  |
|---|---|--|---|------------------|---|
|   |   |  | 直接<br>Directly                                    | 間接<br>Indirectly |   |
|   |   |  |   |                  |   |
| * 康師傅(西安)飲品有限公司<br>Master Kong (Xi'an) Beverage Co., Ltd                              | 中國<br>PRC   | US\$12,000,000   | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| * 康師傅(天津)飲品有限公司<br>Master Kong (Tianjin) Beverage Co., Ltd                            | 中國<br>PRC   | US\$12,000,000/<br>US\$7,587,776                                 | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| * 南京頂津食品有限公司  | 中國<br>PRC   | US\$5,000,000/<br>US\$1,000,114                                  | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| * 康師傅(吉林)長白山飲品有限公司<br>Master Kong (Jilin) The Changbai<br>Mountain Beverage Co., Ltd. | 中國<br>PRC   | US\$5,000,000/<br>US\$1,002,410                                  | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| * 揚州頂津食品有限公司<br>Yangzhou Tingjin Food Co., Ltd.                                       | 中國<br>PRC   | US\$28,500,000/<br>US\$2,997,563                                 | —   | 50.01%           | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| 味全(安吉)乳品專業<br>牧場有限公司  | 中國<br>PRC   | US\$2,100,000  | 100%  | —                | 製造及銷售奶類飲品<br>Manufacture and sale<br>of milk products   |
| 杭州味全食品有限公司<br>Hangzhou Wei Chuan Food Co., Ltd.                                       | 中國<br>PRC   | US\$12,600,000   | 100%  | —                | 製造及銷售飲品<br>Manufacture and sale<br>of beverages   |
| 天津頂峰澱粉開發有限公司<br>Tianjin Ting Fung Starch<br>Development Co., Ltd.                     | 中國<br>PRC   | US\$11,000,000   | 51%   | —                | 製造及銷售改良<br>馬鈴薯澱物及調味品<br>Manufacture and sale<br>of modified potato starch<br>and seasoning flavours |



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## 35. 主要附屬公司 (續)

## 35. Principal Subsidiaries (Continued)

| Name  | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital               | 應佔<br>股權比例                          |                  | 主要業務<br>Principal activity  |
|---|---|--|-------------------------------------|------------------|---|
|   |   |  | Proportion of<br>ownership interest |                  |   |
|   |   |  | 直接<br>Directly                      | 間接<br>Indirectly |   |
| 頂益(英屬處女島)國際有限公司<br>Tingyi (BVI) Int'l Co., Ltd.                     | 英屬處女群島<br>British Virgin Islands                          | 50,000普通股<br>每股US\$1<br>50,000 ordinary<br>shares of US\$1<br>each/ US\$50,000 | 100%                                | —                | 本集團之採購代理<br>Purchasing and sales<br>agent for the Group                                       |
| 康師傅(香港)貿易有限公司<br>Master Kong (HK) Trading<br>Company Limited        | 香港<br>HK  | HK\$10,000/<br>HK\$2   | 100%                                | —                | 本集團之產品代理及貿易<br>Agent and trading of<br>products for the Group                                 |
| 興化頂芳脫水食品有限公司<br>Xinghua Dinfang Dehydrate<br>Foods Co., Ltd.        | 中國<br>PRC   | US\$8,600,000  | 100%                                | —                | 製造及銷售脫水蔬菜<br>Manufacture and sale<br>of dehydrated vegetables                                 |
| 天津頂嘉機械有限公司<br>Tian Jin Ting Jia Machinery Co., Ltd.                 | 中國<br>PRC   | US\$2,100,000  | 100%                                | —                | 保養及維修廠房及機械<br>Installation and maintenance<br>of plant and machinery                          |
| 天津頂育諮詢有限公司<br>Tianjin Tingyu Consulting Co., Ltd.                   | 中國<br>PRC   | US\$200,000  | 100%                                | —                | 提供管理服務<br>Provision of management<br>services   |
| 天津頂全物業管理有限公司<br>Tianjin Tingquan Properties<br>Management Co., Ltd. | 中國<br>PRC   | US\$210,000  | 100%                                | —                | 提供物業管理及<br>相關之顧問服務<br>Provision of property<br>management and related<br>consultancy services |
| 天津頂雅房地產開發有限公司<br>Tianjin Dingya Property<br>Development Co., Ltd.   | 中國<br>PRC   | US\$2,100,000  | 100%                                | —                | 物業投資<br>Property development  |
| 天津頂榮實業有限公司<br>Tianjin Tingrong Enterprise Co., Ltd.                 | 中國<br>PRC   | US\$2,000,000  | 100%                                | —                | 製造及銷售麵粉、油及<br>包裝物料<br>Manufacture and sale of flour,<br>oil and packaging materials           |



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### 35. 主要附屬公司 (續)

### 35. Principal Subsidiaries (Continued)

| Name  | 註冊成立 /<br>營業地點<br>Place of<br>incorporation/<br>operation | 註冊資本 /<br>已發行股本<br>Registered<br>capital/issued<br>share capital                          | 應佔<br>股權比例<br>Proportion of<br>ownership interest |                  | 主要業務<br>Principal activity   |
|---|---|---|---|------------------|--|
|   |   |   | 直接<br>Directly                                    | 間接<br>Indirectly |  |
|   |   |   |   |                  |  |
| * 廣州頂雅房地產開發有限公司<br>Guangzhou Dingya Real Estate<br>Development Co., Ltd.            | 中國<br>PRC   | US\$1,980,676   | 38%   | 62%              | 物業投資<br>Property development   |
| 天津頂新國際工程顧問有限公司<br>Tianjin Tingxin International<br>Engineering Consultant Co., Ltd. | 中國<br>PRC   | US\$1,700,000   | 100%  | —                | 提供工程顧問及研究服務<br>Provision of engineering<br>related consultancy and<br>research service |
| 頂通(BVI)有限公司<br>Tingtong (BVI) Limited   | 英屬處女群島<br>BVI   | 50,000普通股<br>每股US\$1<br>50,000 ordinary<br>shares of US\$1<br>each/ US\$1,000             | 100%  | —                | 投資控股<br>Investment holding   |
| 頂通(開曼島)控股有限公司<br>Tingtong (Cayman Islands)<br>Holding Corp.                         | 開曼群島<br>Cayman Islands                                    | 15,000,000普通股<br>每股US\$1<br>15,000,000 ordinary<br>shares of US\$1<br>each/ US\$2,118,334 | —   | 50.01%           | 投資控股<br>Investment holding   |
| * 上海頂通物流有限公司<br>Shanghai Tingtong Logistics Co., Ltd                                | 中國<br>PRC   | US\$5,000,000   | —   | 50.01%           | 提供本集團內公司<br>之物流服務<br>Logistics services for<br>the Group                               |
| * 北京頂通物流有限公司  | 中國<br>PRC   | US\$500,000   | —   | 50.01%           | 提供本集團內公司<br>之物流服務<br>Logistics services for<br>the Group                               |



## 35. 主要附屬公司 (續)

## 35. Principal Subsidiaries (Continued)

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

\* 該等附屬公司註冊為中外合資企業。

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

其他本集團於中國境內之附屬公司均成立及註冊為全資外商企業。

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