

業務回顧 Business Review

回顧本集團於2009年總營業額較去年同期上升18.94%至5,081,113千美元。方便麵、飲品及糕餅的營業額分別較去年同期上升10.68%、32.11%及3.54%。來自方便麵及飲料銷售的升幅帶動第四季度的營業額較去年同期上升15.68%至1,042,758千美元。

儘管年內主要原材料如麵粉、棕櫚油、糖及PET粒子等價格持續上升，造成相當大的成本壓力，本集團透過改善組織的效能，調整產品結構及擴大經濟規模及善控各項費用，抵消了生產成本上漲的負面影響，集團毛利率持續得到改善。2009年整體毛利率較去年上升2.45個百分點至34.63%；年內，為鞏固本集團在中國市場的強勢品牌領導地位，策略性增加廣告的投入及強化銷售通路，致分銷成本佔總營業額的比例由2008年的19.35%微幅上升0.98個百分點至本年度的20.33%，其他經營費用較2008年增加13,245千美元至81,650千美元，主要是為提升生產效率，對於老舊設備進行逐步的汰換計劃，本年度因此提列減值準備較去年增加10,036千美元所致；財務費用相較去年下降59.43%至12,644千美元，主要是償還銀行貸款，減少利息支出所致；年內本集團財務持續穩健的操作原則，維持充裕現金流量。2009年扣除利息、稅項、折舊及攤銷前盈利(EBITDA)為823,568千美元，本公司股東應佔溢利為383,207千美元；每股盈利6.86美仙，與去年同期相比，本年度EBITDA及本公司股東應佔溢利分別同比上升26.39%及47.16%。

In 2009, the Group's turnover was US\$5,081.113 million, an increase of 18.94% over 2008. The growth rates for turnover of instant noodle, beverage and bakery were 10.68%, 32.11% and 3.54% respectively. In the fourth quarter, the Group's turnover was US\$1,042.758 million, 15.68% higher than the same period last year. The increase was mainly from sales growth in instant noodle and beverage.

Although the prices of raw materials such as flour, palm oil, sugar and PET resin continuously increased during the year, which resulted in relatively great cost pressure, the Group was able to offset the negative effect arising from the rise in production cost through enhancing the organization effectiveness, adjusting its product mix, enlarging the economic scale and effective control of expenses. The Group's gross margin further improved by 2.45 ppt. to 34.63% when compared to last year. During the year, the Group increased its expenses in advertising strategically and strengthened its sales network, in order to strengthen the Group's brand as the leader in the PRC market. Thus the distribution costs as percentage of total sales at 20.33%, had slightly increased 0.98 ppt, when compared to 2008's 19.35%. Other operating expenses increased by US\$13.245 million to US\$81.650 million mainly due to the increase in impairment loss of US\$10.036 million resulted from the progressive replacement of older equipments. Finance costs decreased by 59.43% to US\$12.644 million mainly due to the decrease in bank borrowings. During the year, the Group maintained a stable and healthy finance structure and a strong cash flow. In 2009 earnings before interest, tax, depreciation and amortization (EBITDA) was US\$823.568 million and the profit attributable to owners of the Company was US\$383.207 million, which had increased by 26.39% and 47.16% respectively when compared to last year. Earnings per share was US6.86 cents.

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方便麵業務

近年方便麵產業進入複雜多變的結構調整，消費者對於中平價面的信任度降低，在此情況下，康師傅作為行業領先品牌，開始著力於行業可持續發展工作，除加速產品創新外，也積極地與業界和諧溝通，加強業界對生產及品保意識的提升，用合理的成本生產更好的方便麵，同時形成消費者與產業的良性發展。展望2010年在經濟復甦的拉動下，市場對方便麵的需要將有顯著的成長。

2009年方便麵業務的銷售額為2,307,513千美元，較去年同期上升10.68%，佔本集團總營業額的45.41%；年內由於棕櫚油價格相較2008年下降，加上精進生產效率及有效控制生產成本等，令方便麵業務的毛利率同比上升4個百分點至31.45%；同時有效管理廣宣費用，致本公司股東應佔溢利較去年同期上升了66.66%至253,114千美元。

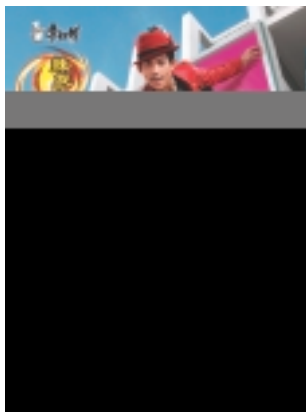
康師傅方便麵以紅燒牛肉、香辣牛肉、香菇嫩雞、鮮蝦魚板四支經典口味廣受中國各地消費者歡迎，9月在全國隆重推出了第五大天王級口味酸菜牛肉，市場反應良好，其中，香辣牛肉麵以「香的活力、辣的魅力」，吸引活力熱情的年輕族

Instant Noodle Business

In recent years the instant noodle industry has entered a stage for complex structural changes. Consumers are less confident of the medium to lower end noodles. In response to the situation, as the leading brand in the industry, Master Kong began to focus on the work of "sustainable development of the industry". Besides accelerating product innovation, Master Kong also worked positively with other players to strengthen their awareness in production and quality control, in order to produce instant noodles of better quality at reasonable cost. In turn, the industry and its consumers will have healthy development. With the economic recovery in 2010, it is expected that the demand for instant noodles will grow noticeably.

In 2009, turnover for instant noodle business amounted to US\$2,307.513 million, an increase of 10.68% from previous year and represented 45.41% of the Group's total turnover. Gross margin of instant noodle increased by 4.00 ppt. to 31.45% compared with last year, mainly due to the drop in price of palm oil when compared to 2008, the effective control of operating costs and enhancement of production efficiency. Also effective management of promotion cost also benefited the equity shareholders in having profit of the instant noodle business increased 66.66% from last year to US\$253.114 million.

Master Kong's four classic instant noodle products, namely "Noodles with Braised Beef", "Noodles with Spicy Beef", "Noodles with Stewed Mushroom and Chicken" and "Noodles with Fresh Shrimp and Fish", are well recognized by customers all over the country. The grand launch of "Noodles with Pickled Mustard Beef", one of the top-five favors, all over the country in September,

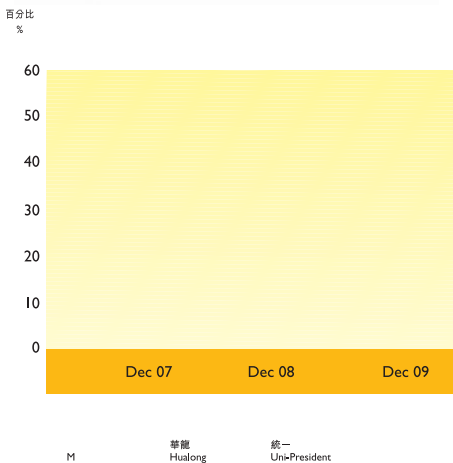


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群，締造出新的橙色傳奇；為活絡區域飲食文化、滿足各地消費者的不同需求，年內，於不同的地方系列共推出10個新口味；此外，於華南區域開發廣東本地人市場，12月推出廣東式銀絲麵。對於副品牌的經營，食麵八方持續「乾麵美食之旅」的溝通，透過盒麵和袋麵的推廣，穩固乾拌麵市場第一品牌的地位；麵霸拉麵以「微波煮麵」作為年度推廣的主題，精進「火鍋湯麵」系列口味，有效滿足追求優質麵條消費者的需求。勁爽拉麵、好滋味則全力搶佔城市中下階層的市場。通過完整的產品佈局，不斷帶動業務的提升。

was also received well by the market. Among the above flavors, "Noodles with Spicy Beef" had appealed to the vigorous and enthusiastic young group for "the vitality and charm of spicy", and created a new orange sensation. In order to vitalize regional catering culture and meet the different demands of consumers in different areas, Master Kong launched a total of 10 new flavors in different locations during the year. In South China, Master Kong developed the local market in Guangdong Province, launching the "Guangdong Noodles". The Group's auxiliary brands, "Shimianbafan" continued its promotion under "The journey for Fried Noodle delicacy", and through marketing with box and bag packaging, further consolidated Master Kong's leading position in the mixed fried noodle market segment. "Mianba La Mian", being the annual promotional theme of "Microwave Cooked Noodles", has improved the flavor of its "Hot Pot Soup Noodles" series and effectively satisfied consumers who crave for quality noodle. "Jin Shuang La Mian" and "Hao Zi Wei" have also made their foray in the medium/low-end market segments. Thus, through the careful planning of product introductions, our noodle business continued to flourish.



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於平價面市場，以福滿多為母品牌經營，落實保增長策略目標，持續提升產品力優勢，強化品牌溝通。其中，中價麵超級福滿多提升性價比，以「美味新動力」為傳播主題鞏固年輕品牌領導地位，桶麵推出後銷量逐步提升，並開發中價麵骨品牌肉骨王，搶佔升級的1元大骨麵市場，滿足消費需求。1元福滿多及一碗香在二／三級以下級市場穩住腳跟，遏制競品，銷量成長迅速；南方區域推出福滿多快炒麵，開創1元麵市場新品類，滿足南方區域夏季吃麵需求，提升當地人均包數。在乾脆麵市場，持續推出新口味，拉動整體乾脆麵銷量成長。通過精進優化的產品佈局，有效帶動本集團在平價麵市場的成長。

根據尼爾森2009年12月最新的零研數據顯示，康師傅方便麵銷售量與銷售額的市場佔有率分別為41.7%及54.6%，以銷售額為基準，康師傅容器麵與高價袋麵的佔有率分別為69.3%及71.6%，穩居市場領先地位十餘年。

在生產方面，透過高速化自動化省人化新型工廠的建設與推功，以及導入TPM、ISO9000、ISO1400、WMS等改善活動對現有工廠的生產資源進行優化，使產效率有效提升，緩舒因能源及薪資上漲所帶來的生產成本壓力，透過推動費用節約等15個專案，使單箱制費在薪資能源上漲情況下下降4%。大力推動內部物流以穩定運費，透過以上臻善策略，令康師傅於中國方便麵市場的領導地位更形鞏固。

In the low-end noodle market segment, the Group has made “Fumanduo” the primary brand to achieve the strategic targets of maintaining growth in sales and enhancing product advantages and strengthening brand awareness continuously. The Group enhanced the performance-price ratio of the medium priced “Super Fumanduo”, strengthening its leading brand position in the young customer segment by communicating the theme of “the New Power of Flavor”. The sales of bowl noodles grew steadily after their introduction. The Group also developed “Rou Gu Wang”, the medium priced noodle in bone soup base and upgraded the RMB1.0 bone soup noodle market to satisfy consumers’ demand. The RMB 1.0 Fumanduo and the “Yi Wan Xiang” series built a strong foothold in the lower markets levels to counter other competing products and their sales have grown rapidly. “Fumanduo Fried Noodle” was launched in the southern region to open the new RMB 1.0 market to meet the demand of customers there who like eating noodles in summer, thus increasing the per capita number of packages consumed for local population. In the snack noodle market, the launching of new flavors led to the overall sales growth for snack noodle. Thus, the improved and refined product introductions have been effective in helping to develop the Group’s low-end noodle market.

According to ACNielsen’s latest survey on retails in December 2009, Master Kong’s sales volume and value of instant noodles have 41.7% and 54.6% respectively of the market shares, of which noodles with high-end containers represented 69.3% of the market turnover and high-end packet noodles had 71.6% of the market turnover, steadfastly securing their leading positions for more than 10 years.

On the production front, the construction and introduction of advanced automatic new plants, as well as the adoption of the TPM, ISO9000, ISO1400 and WMS improvement tools, have improved productivity effectively and increased production efficiency, thus alleviated some of the pressure on production costs from the rising raw material prices and labor cost. Through some 15 cost saving initiatives overhead expenditure decreased by 4.0%. The Group promoted strongly its internal logistics to stabilize the freight expenses and through the improved strategies above, Master Kong’s leading position in the instant noodle market in the PRC was further consolidated.

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Beverage Business

The beverage industry is such a large consumer market in the PRC that large international beverage groups have been attracted to enter the market and they have made rapid investments, enlarged bases and developed new products, resulting in a highly intensive competitive environment.

The Group markets RTD tea, bottled water and fruit juice as its major products. On the back of the efficient strategy of marketability and the comprehensive sales network, the Group achieved sales growth ahead of other brands and was one of the fastest growing beverage manufacturers for the year. In 2009, turnover for beverage business increased by 32.11% to US\$2,541.962 million as compared to last year, representing 50.03% of the Group's total turnover. During the year, gross margin of beverage business increased by 0.68 ppt. to 36.87% and gross profit increased by 34.59% to US\$937.235 million. Profit attributable to owners of the Company from the beverage business was US\$114.009 million, an increase of 14.79% from last year.

Since Master Kong entered the drinks market some ten years ago, it has become the leading brand in the tea drinks market in the PRC. Master Kong's instant tea represents flavor, healthiness and varieties. During the year the Group launched new products such as Tie Guan Yin tea, Oolong tea and sugar free green tea, further expanding its market share in the tea drinks market. With more and more sub-categories of products, Master Kong further strengthens its position in the market. During the year, the promotional lucky

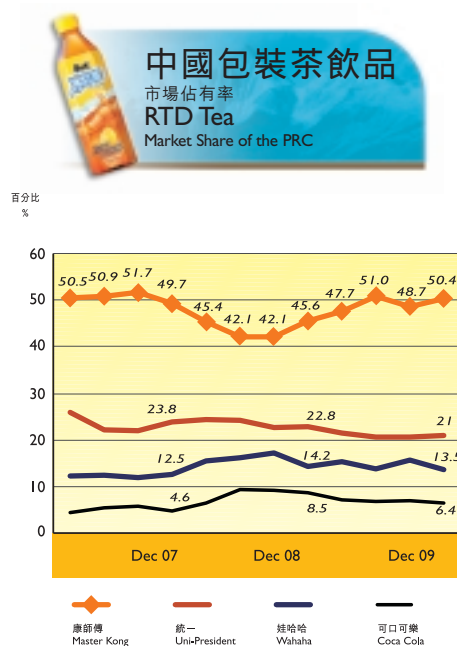
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健康美味的康師傅果汁和鮮の每日C，繼茶飲料之後，亦推出「再來一瓶」抽獎促銷活動，讓消費者享受開蓋試運氣的樂趣和中獎的喜悅。期內推出鮮の每日C新產品黑加侖果汁；此外以網絡遊戲營銷的方式推出酸梅湯，借助這種潛移默化的信息溝通和傳播手段，讓消費者重新認識酸梅湯，藉以發揚中國傳統飲品的精華，喝出來自中國經典飲品的原汁原味。

康師傅以一種便捷的方式把中國茶發揚光大，使「品茶」離我們忙碌的生活越來越近，一直領跑茶飲料市場。據ACNielsen 2009年12月最新零研數據顯示，以銷售量為基準，康師傅即飲茶市場佔有率為50.4%、包裝水以21.4%的市佔率，居全國第一位、鮮の每日C與康師傅的雙品牌策略，藉豐富的品項，不斷的推出新品，為康師傅帶來廣闊的市場，以16.6%的市佔率，居稀釋果汁市場第二位。

Following the success of tea drinks, the promotional lucky draw activity of “One More Bottle” for the healthy and tasty Master Kong juice and “Daily C” was also launched. Consumers were able to enjoy the fun of trying their luck when opening the bottles and share the joy of winning the prize. Blackcurrant juice drink, a new product of “Daily C”, was launched during the period. In addition, a sour plum drink was launched through online game marketing. With the help of online marketing, consumers may re-discover sour plum drinks and enjoy the essence and favors of traditional Chinese drinks.

Master Kong helps to enhance Chinese tea drinking and makes “tea-tasting” possible for the working population. Master Kong holds the leading position in the tea drinks market. The latest retail study by ACNielsen in December 2009 showed that sales volume of Master Kong’s RTD tea products had a market share of 50.4%, which again is the leader in the market. Bottled water shared 21.4% of the market and ranking it number one brand in the country. In respect of fruit juice, the duo brands – “Fresh Daily C” and “Master Kong” with their diversified product offerings have built a broad market for Master Kong and commanded a market share of 16.6%, ranking second in the diluted fruit juice market.



資料來源：ACNielsen零售研究報告 二零零九年十二月份

Sources: ACNielsen SCAN TRACK EXPRESS ~ December 2009

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糕餅業務

2009年糕餅事業群銷售額達到155,232千美元，較去年上升3.54%，佔本集團總營業額約3.06%；毛利率同比上升2.29個百分點至40.68%；公司股東應佔溢利同比上升19.2%達到7,034千美元；盈利上升主要是生產效率持續提升，以及合理管控費用所致。

糕餅事業群的核心產品3+2夾心系列的營業額同比成長20.62%，據ACNielsen 2009年12月的調查結果，以銷售額為基準，康師傅於中國夾心餅乾的市佔率為25.5%，居市場第二位；蛋酥卷之佔有率為25.2%，穩居第一位。未來糕餅事業將聚焦投資夾心餅乾、加速核心品類的市場拓展、持續傳統美食現代化，並利用各種合作模式，加強經營核心品類之技術投資。

冷藏業務

於2008年11月7日，本公司與味全(BVI)有限公司訂立協議，味全(BVI)同意以人民幣73,960千元，向本公司收購轄下全資附屬公司杭州味全食品有限公司的全部股權，杭州味全主要業務為產銷冷藏產品。於2009年7月完成出售交易之全部作業。

Bakery Business

Turnover of the bakery business segment in 2009 amounted to US\$155.232 million, representing an increase of 3.54% compared to last year and 3.06% of the Group's total turnover. Gross margin for Bakery business increased by 2.29 ppt. to 40.68% and profit attributable to owners of the Company increased by 19.2% to US\$7.034 million. The improved performance is the result of the enhancement of production efficiency and the effective control of operating expenses. During the year, turnover for core product "3+2" sandwich cracker increased by 20.62% when compared to last year.

According to ACNielsen's survey in December 2009, Master Kong ranked second in the sandwich cracker market with market share of 25.5% in sales value. Master Kong's egg rolls has market share of 25.2% and ranked number one in the market. Bakery business will continue to expand with growth of sandwich cracker, modernization of traditional foods, strengthening of core production technologies and investments through different modes of co-operations.

Refrigeration Business

On 7 November 2008, the Company and Wei Chuan (BVI) Co., Ltd. entered into an agreement, pursuant to which Wei Chuan (BVI) has conditionally agreed to acquire from the Company the entire equity interest in Hangzhou Wei Chuan Foods Co., Ltd. at a consideration of RMB73.960 million. Hangzhou Wei Chuan Foods Co., Ltd. is a wholly-owned subsidiary of the Company and principally engaged in the manufacture and sale of refrigerated products. The disposal has been completed in July 2009.



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財務分析

本集團在2009年通過對應收、應付賬款與存貨的有效控制，繼續保持穩健的財務結構。並針對當前動盪的金融市場環境，特別保持充足的現金持有量。於2009年12月31日，本集團的手頭現金及銀行存款為520,189千美元，較2008年同期相比，增加了135,225千美元。本集團截止2009年12月31日的總資產及總負債分別為3,407,693千美元及1,498,629千美元，分別較2008年同期增加446,177千美元及75,751千美元；負債比例為43.98%，較2008年同期負債比例下降了4.07個百分點。

截止2009年12月31日，本集團銀行貸款規模為335,070千美元，相較於2008年同期，減少了232,011千美元，貸款的主要用途為生產設備的資本性開支與營運資金的需求。在總貸款中，外幣與人民幣的佔比分別為87%:13%，去年同期為62%:38%。長短期的比例為35%:65%，去年同期為24%:76%。由於本集團的交易大部分以人民幣為主，而年內人民幣對美元匯率的波動，對本集團未有造成重大影響。

生產規模

方便事業群於2009年建立天津生產新基地，實現方便麵生產高速化、自動化和省人化，更加環保節能，樹立新型方便麵工廠新模式、重慶的江北廠增加高價麵生產廠房、成都、南京兩地加建的製麵廠，已於2009年投產，以上的擴展將有助穩固集團於方便麵市場的領導地位。此外，飲品事業群在去年的基礎上繼續擴大生產基地，新建柳州廠已於年內投產，進一步提高本集團於飲料市場的競爭能力。

Financing

The Group continued to maintain a stable and healthy finance structure through the effective control of trade receivables, trade payables and inventories. In the volatile financial market, the Group felt appropriate to maintain sufficient cash balances. At 31 December 2009, the Group's cash and bank deposits totalled US\$520.189 million, an increase of US\$135.225 million from the previous year. The Group's total assets and total liabilities amounted to approximately US\$3,407.693 million and US\$1,498.629 million respectively, representing increases of US\$446.177 million and US\$75.751 million respectively when compared to 31 December 2008. The debt ratio decreased by 4.07 ppt. to 43.98% as compared with the same period in 2008.

At the end of 2009, the Group's total borrowings decreased by US\$232.011 million to US\$335.070 million. The borrowings were mainly used for production facilities and working capital. The Group's proportion of the total borrowings denominated in foreign currencies and Renminbi were 87% and 13% respectively, as compared with 62% and 38% respectively last year. The proportion between long-term loans and short-term loans was 35%: 65%, as compared with 24%: 76% for 2008. The Group's transactions were mainly denominated in Renminbi. During the year, there has been no significant adverse impact on the Group arising from exchange rate fluctuations.

Production scale

In respect of the instant noodle business, in 2009, we established a new production base in Tianjin with fast and automatic production of instant noodles, streamlined the staff structure, boosted energy saving and environmental protection and set a new model for instant noodle plants. New factories in Chengdu and Nanjing have also commenced production during the year. These plants provided strong support for our future development and growth and strengthened the Group's leading position in the instant noodle market. Beverage business continued to expand its production in Liuzhou. The plant has commenced production in 2009 which further enhanced the Group competitiveness in the beverage market.

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人力資源

於2009年12月31日，本集團員工人數為50,023人(2008年49,089人)。

2009年康師傅控股有限公司持續從人才、系統、技術、團隊四個層面提升組織能力，創造組織績效。以精準的選才，有針對性培訓原則，為集團的長期發展儲備中高階人才。

細化用人政策，完善崗位說明書，明確各崗位的人才規格與用人標準，使人才的甄選、與發展規劃符合集團的發展需求；加速重點崗位幹部的培育，從管理自我、管理部屬、管理企業幾方面進行系統的培訓，提升其管理力與領導力；建立各級人才儲備機制，為關鍵崗位培育儲備人才；研擬更具吸引力的薪資福利制度，落實留才策略，提高核心員工向心力；設立頂新國際集團康師傅早稻田獎學金，五年資助425名學生到日本早稻田大學攻讀碩士學位，善盡社會責任。

康師傅將繼續秉持勤、廉、能的用人理念，以「培育一流人才、創造一流產品、成就一流企業、回饋社會、永續經營」為使命，不懈努力，續寫輝煌。

質量管理

康師傅集團一直以來秉持安全第一、品質優先的原則從事產品的生產與品質監控，旗下所有公司均取得QS認證，各方便麵工廠亦取得ISO9001:12000認證；

Human Resources

As at 31 December 2009, the Group employed 50,023 (2008: 49,089) employees.

In 2009, Tingyi (Cayman Islands) Holding Corp. continued to enhance its organizational capacity in four areas, namely talent, system, technology and team to produce results. With careful talent selection and tailor made trainings, the Group strives to retent talents of senior and medium ranked staff for the long term benefit of the Group.

The Group refined the talent-deployment policy, improved the Employees Manual, clearly defined the talent specifications and talent-deployment standards, so that the selection of talents meets the development requirements of the Group. The Group put emphasis on the training of officers in key positions, and provided systematic training in several aspects, including self-management, management of subordinates and enterprise management, so as to enhance their management and leadership skills. The Group also established a talent retention mechanism at all levels in order to train and retain talents for key positions. The Group planned to adopt a more attractive salary and welfare system, implement a talent-retention policy to raise the centripetal force of key employees, as well as establish the "Ting Hsin International Group – Master Kong Waseda Scholarship", subsidizing 425 students to study for the master's degree at Waseda University in Japan within five years, as part of its objectives of fulfilling its social responsibilities.

Master Kong will continue to pursue in the talent-deployment policy of diligence, honesty and ability, with the mission of "nurturing first-class talents, creating top-grade products, becoming the excellent enterprise, community commitment and sustainable operation", and strive to continue to achieve better results.

Quality Assurance

Master Kong has always persisted in the principle of "Safety First, Quality Priority" to engage in the production and quality control of its products. All of its companies have obtained the QS certificates and all instant noodle factories have obtained ISO 9001: 12000

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certificate. As the top brand name in the instant noodle industry,