

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 9. 除稅前溢利(續)

## 9. PROFIT BEFORE TAXATION (Continued)

經扣除(加入) 下列項目後：	This is stated after charging (crediting):	2009 千美元 US\$'000	2008 千美元 US\$'000
<b>其他項目</b>	<b>Other items</b>		
員工成本：	Staff costs:		
薪金及報酬	Salaries and wages	340,199	313,071
以權益結算股份 支付之款項	Equity-settled share-based payment expenses		
退休金成本：	Pension costs:		
界定供款計劃	Defined contribution plans	32,224	22,741
界定福利計劃	Defined benefit plans	2,177	1,308
		<b>374,600</b>	337,120
核數師酬金	Auditor's remuneration	997	798
已售存貨成本	Cost of inventories	3,321,764	2,897,449
折舊	Depreciation	196,569	181,666
攤銷：	Amortisation:		
土地租約溢價	Prepaid lease payments	2,048	1,895
無形資產(已包括 於其他經營費用)	Intangible assets (included in other operating expenses)	2,778	1,968
物業、機器及設備 之減值虧損	Impairment loss on property, plant and equipment	25,778	15,742
可供出售金融資產 之減值虧損	Impairment loss on 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	30,766	26,789
出售物業、機器及設備 之虧損(收益)	Loss (Gain) on disposal of property, plant and equipment	2,051	(1,059)
出售附屬公司之收益	Gain on disposal of interest in a subsidiary	(3,285)	—
出售按公允價值列賬及 在損益賬處理的 金融資產之收益	Gain on disposal of financial assets at fair value through profit or loss	—	(1,707)
匯兌損失(收益)淨額	Exchange losses (gains), net	675	(19,603)
利息收入	Interest income	(15,579)	(17,307)

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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:

		2009					
		薪金及 其他酬金	花紅	以股份支付 之款項		總計	
董事袍金	Salaries and other emoluments	Discretionary bonuses	小計	Share- based payments		Total	
Directors' fees	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

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### 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)

		2008					
		薪金及 其他酬金	花紅	小計	以股份支付 之款項	總計	
董事袍金	Salaries and other emoluments	Discretionary bonuses	Sub-total	Share- based payments	Total		
US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000		
執行董事：	Executive directors:						
魏應州	Wei Ing-Chou	100	416	153	669	128	797
井田毅	Takeshi Ida	80	—	—	80	—	80
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	16	—	66	—	66
桑原道夫 (於二零零八年 四月一日獲委任)	Michio Kuwahara (appointed on 1 April 2008)	37	12	—	49	—	49
小川和夫 (於二零零八年 四月一日辭任)	Kazuo Ogawa (resigned on 1 April 2008)	13	4	—	17	—	17
		530	520	153	1,203	128	1,331

於二零零九年及二零零八年十二月三十一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 2009 and 2008.

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## 10. 董事及高階僱員酬金(續)

本集團五位最高薪人士包括一位(二零零八年：一位)董事，其酬金詳情載於上文。其餘四位(二零零八年：四位)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 (2008: one) whose emoluments is reflected in the analysis presented above. Details of the emoluments of the remaining four individuals (2008: four) are as follows:

		2009 千美元 US\$'000	2008 千美元 US\$'000
薪金及其他酬金	Salaries and other emoluments	1,291	1,053
以股份支付之款項	Share-based payments	665	236
花紅	Discretionary bonuses	331	348
		<b>2,287</b>	1,637

支付四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	
		2009 千美元 US\$'000	2008 千美元 US\$'000
320,513美元至448,718美元 (2,500,001港元至3,500,000港元) (HK\$2,500,001 to HK\$3,500,000)	US\$320,513 to US\$448,718 (HK\$2,500,001 to HK\$3,500,000)	—	3
448,719美元至576,923美元 (3,500,001港元至4,500,000港元) (HK\$3,500,001 to HK\$4,500,000)	US\$448,719 to US\$576,923 (HK\$3,500,001 to HK\$4,500,000)	2	1
576,924美元至705,128美元 (4,500,001港元至5,500,000港元) (HK\$4,500,001 to HK\$5,500,000)	US\$576,924 to US\$705,128 (HK\$4,500,001 to HK\$5,500,000)	1	—
705,129美元至833,333美元 (5,500,001港元至6,500,000港元) (HK\$5,500,001 to HK\$6,500,000)	US\$705,129 to US\$833,333 (HK\$5,500,001 to HK\$6,500,000)	1	—
		<b>4</b>	4

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## 11. 稅項

## 11. TAXATION

		2009 千美元 US\$'000	2008 千美元 US\$'000
<b>本年度稅項 -</b>	<b>Current tax - PRC Enterprise income tax</b>		
中國企業所得稅			
本年度	Current year	<b>103,252</b>	60,023
以前年度少計撥備	Under provision in prior year	<b>430</b>	672
		<b>103,682</b>	60,695
<b>遞延稅項</b>	<b>Deferred taxation</b>		
產生及轉回之	Origination and reversal of temporary		
暫時差異淨額	differences, net	<b>4,696</b>	6,390
按本集團於中國之	Effect of withholding tax on the		
附屬公司可供分配利潤	distributable profits		
之預提稅(附註28)	of the Group's PRC subsidiaries (Note 28)	<b>16,235</b>	23,100
<b>本年度稅項總額</b>	<b>Total tax charge for the year</b>	<b>124,613</b>	90,185

開曼群島並不對本公司及本集團之收入徵收任何稅項。

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

由於本集團於年內在香港並無應課稅溢利，因此並無作出香港利得稅撥備。

No provision for Hong Kong Profits Tax has been made as there was no assessable profit in Hong Kong for the year.

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資企業的稅法所規限。本集團大部份附屬公司設立於經濟技術開發區，於二零零七年十二月三十一日以前按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，及在其後三年獲稅率減半優惠(稅務寬減期)。

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 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 ("Tax Holidays").

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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,其鼓勵類產業主營業收入佔企業總收入70%以上的,在二零零一年至二零一零年年度,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%(二零零八年: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%(二零零八年:25%)。

根據國務院關於實施企業所得稅過渡期優惠政策的通知(國法【2007】39號),自二零零八年一月一日起,原享受低稅率優惠政策的企業,在新稅法施行後五年內逐步過渡到法定稅率,享受企業所得稅15%稅率的企業於二零零八年按18%稅率執行,二零零九年按20%稅率執行,二零一零年按22%稅率執行,二零一一年按24%稅率執行,二零一二年及以後按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% (2008:15%).

For the PRC subsidiaries not entitled to a preferential PRC EIT, the applicable PRC EIT is at a statutory rate of 25% (2008: 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.

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### 11. 稅項(續)

本集團之稅項(按附屬公司經營所在地方的司法區稅率計算)與稅前溢利之理論稅項之差別為：

### 11. TAXATION (Continued)

The taxation on the Group's profit before taxation differs from theoretical amount that would arise using the tax rates prevailing in the countries in which the subsidiaries operate as follows:

#### 稅項開支之對賬

#### Reconciliation of tax expenses

		2009 千美元 US\$'000	2008 千美元 US\$'000
除稅前溢利	Profit before taxation	<b>625,108</b>	452,221
按有關當地國家稅率計算 且適用於溢利之稅項	Income tax at domestic tax rates applicable to profits in the respective countries	<b>156,277</b>	113,055
不可扣稅開支	Non-deductible expenses	<b>14,565</b>	12,832
無需課稅收入	Tax exempt revenue	<b>(4,425)</b>	(3,929)
未確認稅項虧損	Unrecognised tax losses	<b>2,972</b>	3,663
未確認暫時性差異	Unrecognised temporary differences	<b>730</b>	—
扣除過往並未確認稅項虧損	Utilisation of previously unrecognised tax losses	<b>(532)</b>	(2,198)
稅務寬減期	Tax Holidays	<b>(24,333)</b>	(23,869)
特別地區之較低稅率	Lower tax rates for specific districts	<b>(36,557)</b>	(34,126)
按本集團於中國之附屬公司 可供分配利潤之預提稅 (附註31)	Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries (Note 31)	<b>16,235</b>	23,100
以前年度少計撥備	Under provision in prior years	<b>430</b>	672
其他	Others	<b>(749)</b>	985
本年度稅項	Tax expense for the year	<b>124,613</b>	90,185

適用稅率為25%(二零零八年：  
25%)。

The applicable tax rate was 25% (2008: 25%).

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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虧損為5,601,000美元(二零零八年：8,215,000美元)，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 loss of US\$5,601,000 (2008: US\$8,215,000) 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:

		2009 千美元 US\$'000	2008 千美元 US\$'000
已於本公司賬目內處理的股東應佔綜合虧損	Amount of consolidated loss attributable to Owners dealt with in the Company's financial statements	(5,601)	(8,215)
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	206,180	13,226
本年度本公司溢利	Company's profit for the year	200,579	5,011



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**13. 股息****13. DIVIDENDS**

(a) 本年度應得之股息：

(a) Dividends attributable to the year:

		<b>2009</b> 千美元 US\$'000	2008 千美元 US\$'000
結算日後擬派之末期股息 每股普通股3.43美仙 (二零零八年： 每股普通股2.33美仙)	Final dividend proposed after the end of the reporting period of US3.43 cents (2008: US2.33 cents) per ordinary share	<b>191,627</b>	130,172

於二零一零年三月二十二日的會議，董事建議派發末期股息每股普通股3.43美仙。此建議末期股息於財務狀況債表中不視為應付股息，但被視為分配截至二零一零年十二月三十一日止年度之保留盈餘。

At meeting held on 22 March 2010, the directors recommended the payment of final dividend of US3.43 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 2010.

(b) 於本年內批准及於本年內派發之股息：

(b) Dividends attributable to the previous financial year, approved and paid during the year:

		<b>2009</b> 千美元 US\$'000	2008 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2.33美仙(二零零八年：每股普通股1.62美仙)	Final dividend in respect of the previous financial year, approved and paid during the year, of US2.33cents (2008: US1.62 cents) per ordinary share	<b>130,172</b>	90,537
於本年內批准及於本年內派發屬於前一年度之特別股息為每股普通股零美仙(二零零八年：每股普通股1.07美仙)	Special dividend in respect of the previous financial year, approved and paid during the year, US\$Nil (2008: US1.07 cents) per ordinary share	—	59,799
		<b>130,172</b>	150,336

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## 14. 每股溢利

## (a) 每股基本溢利

每股溢利乃根據本公司股東年內應佔溢利 383,207,000 美元 (2008年: 260,404,000 美元) 及本年度已發行普通股之加權平均股數 5,586,793,360 (2008年: 股數 5,588,264,856) 計算。

## (b) 每股攤薄溢利

年內之每股攤薄溢利乃根據本公司股東應佔溢利淨額 383,207,000 美元 (2008年: 260,404,000 美元) 及年內普通股加權平均股數 5,596,995,082 (2008年: 股數 5,588,264,856) 計算。

普通股加權平均數(攤薄)

## 14. EARNINGS PER SHARE

## (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of US\$383,207,000 (2008: US\$260,404,000) and the weighted average number of ordinary shares of 5,586,793,360 shares (2008: 5,588,264,856 shares) in issue during the year.

## (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of US\$383,207,000 (2008: US\$260,404,000) and the weighted average number of ordinary shares of 5,596,995,082 shares (2008: 5,588,264,856 shares), calculated as

Weighted average number of ordinary shares (diluted)

		2009 千股 '000	2008 千股 '000
於十二月三十一日之 普通股加權平均數	Weighted average number of ordinary shares at 31 December	5,586,793	5,588,265
本公司購股權計劃下視作 發行普通股產生之影響	Effect of deemed issue of shares under the Company's share option scheme	10,202	—
於十二月三十一日之 普通股加權平均數(攤薄)	Weighted average number of ordinary shares (diluted) at 31 December	5,596,995	5,588,265

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## 15. 物業、機器及設備

## 15. PROPERTY, PLANT AND EQUIPMENT

(a) 本集團

(a) Group

		樓宇 Buildings	機器及設備 Machinery and equipment	電器及設備 Electrical appliances and equipment	雜項設備 Miscellaneous equipment	在建工程 Construction in progress	合計 Total
		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	千美元 US\$'000
賬面值對賬 - 截至 二零零八年十二月 三十一日止年度	Reconciliation of carrying amount - year ended 31 December 2008						
於年初	At beginning of year	349,352	948,052	12,116	34,978	222,850	1,567,348
添置	Additions	15,499	124,119	5,909	19,328	342,159	507,014
落成後轉撥	Transfer upon completion	62,883	298,146	1,017	7,381	(369,427)	—
減值虧損(附註i)	Impairment loss (Note i)	—	(15,742)	—	—	—	(15,742)
出售	Disposals	(4,976)	(4,392)	(312)	(1,410)	—	(11,090)
折舊	Depreciation	(26,907)	(141,381)	(3,503)	(9,875)	—	(181,666)
項目重分類	Reclassification	3,818	2,808	47	(6,673)	—	—
淨兌調整	Exchange adjustment	23,198	69,212	822	2,189	13,160	108,581
於結算日	At end of the reporting period	422,867	1,280,822	16,096	45,918	208,742	1,974,445
賬面值對賬 - 截至 二零零九年十二月 三十一日止年度	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	—	—
淨兌調整	Exchange adjustment	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 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 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	機器及設備 Machinery and equipment	電器及設備 Electrical appliances and equipment	雜項設備 Miscellaneous equipment	在建工程 Construction in progress	合計 Total
		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	千美元 US\$'000
於二零零九年一月一日	At 1 January 2009						
原值	Cost	602,019	2,048,748	35,377	87,828	208,742	2,982,714
累計折舊和 減值虧損	Accumulated depreciation and impairment losses	(179,152)	(767,926)	(19,281)	(41,910)	—	(1,008,269)
		422,867	1,280,822	16,096	45,918	208,742	1,974,445
於二零零九年 十二月三十一日	At 31 December 2009						
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)
		461,086	1,298,637	13,471	74,913	368,531	2,216,638

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，並評估該機器設備可收回金額(根據於市場上公允價值減去出售成本)，並確認該機器設備之減值虧損為25,778,000美元(二零零八年：15,742,000美元)。
- (ii) 於結算日，本集團賬面淨值合共10,582,000美元(二零零八年：11,821,000美元)抵押物業、機器及設備，作為本集團借貸之抵押品。

Notes :

- (i) After considering the technical obsolescence and reassessing the assets redeployment policy and assets replacement strategy of the Group, management has assessed the recoverable amounts of certain plant and machinery, principally based on their fair value less costs to sell in the market, and on this basis, recognised an impairment loss of US\$25,778,000 (2008: US\$15,742,000) for the year.
- (ii) Property, plant and equipment with an aggregate net book value at the end of the reporting period of US\$10,582,000 (2008: US\$11,821,000) were pledged to secure the Group's credit facilities.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 15. 物業、機器及設備(續)

## 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

(b) 本公司

(b) Company

		2009			2008		
		Machinery and Miscellaneous equipment	Miscellaneous equipment	Total	Machinery and equipment	Miscellaneous equipment	Total
		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	千美元 US\$'000
<b>賬面值對賬</b>	<b>Reconciliation of carrying amount</b>						
於年初	At beginning of the year	210	12	222	305	13	318
添置	Additions	—	5	5	5	4	9
出售	Disposals	—	—	—	(1)	(1)	(2)
折舊	Depreciation	(93)	(4)	(97)	(101)	(4)	(105)
淨兌調整	Exchange adjustment	1	—	1	2	—	2
<b>於結算日</b>	<b>At end of the reporting period</b>	<b>118</b>	<b>13</b>	<b>131</b>	210	12	222
<b>於十二月三十一日</b>	<b>At 31 December</b>						
原值	Cost	807	50	857	793	45	838
累計折舊	Accumulated depreciation	(689)	(37)	(726)	(583)	(33)	(616)
		<b>118</b>	<b>13</b>	<b>131</b>	210	12	222

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 16. 無形資產

## 16. INTANGIBLE ASSETS

		本集團 Group 商標 Trademarks	
		2009 千美元 US\$'000	2008 千美元 US\$'000
賬面值對賬	<b>Reconciliation of carrying amount</b>		
於年初	At beginning of the year	9,733	11,701
年內攤銷	Amortisation	(2,778)	(1,968)
於結算日	<b>At end of the reporting period</b>	<b>6,955</b>	9,733
於結算日	<b>At end of the reporting period</b>		
原值	Cost	17,657	17,657
累計攤銷	Accumulated amortisation	(10,702)	(7,924)
		<b>6,955</b>	9,733

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.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 17. 附屬公司權益

## 17. INTEREST IN SUBSIDIARIES

		本公司 Company	
		2009 千美元 US\$'000	2008 千美元 US\$'000
非上市股份，按原值列賬	Unlisted shares, at cost	350,548	363,148
應收附屬公司款項	Amounts due from subsidiaries	285,414	193,278
		635,962	556,426
應付附屬公司款項	Amounts due to subsidiaries	(102,711)	(97,392)
		533,251	459,034

於二零零九年十二月三十一日主要附屬公司之詳情列示於附註40。

應收附屬公司之款項為無抵押、免息及無固定還款期，惟向一間附屬公司之5,000,000美元(二零零八年：500,000美元)、附年息1.25%(二零零八年：3%)及須於一年內償還之貸款。應付附屬公司之款項為無抵押、免息及無固定還款期。

Details of principal subsidiaries at 31 December 2009 are shown in note 40.

Amounts due from subsidiaries are unsecured, interest-free and have no fixed repayment term except for a loan to a subsidiary for US\$5,000,000 (2008: US\$500,000), bearing interest at 1.25% (2008: 3%) per annum and repayable within 1 year. Amounts due to subsidiaries are unsecured, non-interest bearing with no fixed term of repayment.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 18. 聯營公司權益

## 18. INTERESTS IN ASSOCIATES

		本集團		本公司	
		Group		Company	
		2009	2008	2009	2008
		千美元	千美元	千美元	千美元
		US\$'000	US\$'000	US\$'000	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	<b>23,836</b>	23,836	<b>14,748</b>	14,748
非上市	Unlisted	<b>18,831</b>	18,831	<b>13,872</b>	13,872
		<b>42,667</b>	42,667	<b>28,620</b>	28,620
收購後應佔業績，	Share of post-acquisition				
扣除已收股息	results, net of dividends				
	received	<b>30,370</b>	23,813	—	—
		<b>73,037</b>	66,480	<b>28,620</b>	28,620
應收聯營公司款項	Due from associates	<b>35,930</b>	64,161	<b>33,981</b>	38,974
應付聯營公司款項	Due to associates	<b>(47,075)</b>	(62,546)	—	(179)
		<b>61,892</b>	68,095	<b>62,601</b>	67,415
於結算日上市	Market value of listed				
股份之市值	shares at the end of				
	reporting period	<b>117,711</b>	58,334	<b>79,661</b>	39,479

應收(應付)聯營公司款項均是無抵押，免息及無固定還款期。應收(應付)款項賬面值與其公允價值相若。

The amounts due from (to) associates are unsecured, interest-free and have no fixed repayment term. The carrying amounts due approximate their fair values.



## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

### 18. 聯營公司權益(續)

董事認為能重大影響本年度本集團業績或構成本集團資產淨值之重要部份的主要聯營公司如下：

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」) Wei Chuan Foods Corporation Limited (“Wei Chuan”)	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 Tingzheng (Cayman Islands) Holding Corp.	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 Kagome (Hangzhou) Foods Co., Ltd.	中國 PRC	17,100,000美元/ 17,100,000美元 US\$17,100,000/ US\$17,100,000	—	29%	製造及銷售飲料 Manufacture and sale of beverages

除味全於香港境外上市外，所有聯營公司皆為非上市之公司。

透過本集團在味全的董事局委任之代表行使重大之影響力，董事認為味全為本集團之聯營公司。

### 18. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's principal associates at the end of the reporting period, which in the opinion of the directors principally affect the Group's results for the year or form a substantial portion of the Group's net assets, are as follows:

All associates are unlisted corporate entities, except for Wei Chuan which is a company listed outside Hong Kong.

The Group exercises significant influence through representation on the board of directors of Wei Chuan. In the opinion of directors, Wei Chuan is an associate of the Group.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 18. 聯營公司權益(續)

本集團於聯營公司之有效權益部份之財務資料概要如下：

## 18. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of associates at the Group's effective interest are as follows:

		本集團 Group	
		2009 千美元 US\$'000	2008 千美元 US\$'000
資產	Assets	157,683	180,559
負債	Liabilities	(83,594)	(113,538)
收益	Revenue	190,156	203,189
本年度之溢利	Profit for the year	9,674	7,835

## 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2,216,000美元(二零零八年：2,022,000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\$2,216,000 (2008: US\$2,022,000) and is included in prepayments and other receivables.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 20. 可供出售金融資產

## 20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

		本集團 Group		本公司 Company	
		2009 千美元 US\$'000	2008 千美元 US\$'000	2009 千美元 US\$'000	2008 千美元 US\$'000
非上市證券投資	Equity investments, unlisted				
原值	Costs	11,452	11,462	3,054	3,028
減值虧損	Impairment losses	(8,044)	(7,702)	(342)	—
		3,408	3,760	2,712	3,028

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。

可供出售金融資產乃以下列貨幣列值：

The unlisted investments represent long-term investments in unlisted equity securities. They are measured at cost less impairment 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:

		本集團 Group		本公司 Company	
		2009 千美元 US\$'000	2008 千美元 US\$'000	2009 千美元 US\$'000	2008 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	1,472	1,445	1,472	1,445
其他	Others	190	569	226	569

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 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	
		2009 千美元 US\$'000	2008 千美元 US\$'000	2009 千美元 US\$'000	2008 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	3,024	—	3,024	—
- 非上市投資	- unlisted investments	—	550	—	24
- 美元貨幣基金	- US\$ currency fund	1,002	—	1,002	—
		4,026	550	4,026	24

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	
		2009 千美元 US\$'000	2008 千美元 US\$'000	2009 千美元 US\$'000	2008 千美元 US\$'000
美元	US\$	1,002	550	1,002	24
新台幣	New Taiwan dollar	3,024	—	3,024	—

**賬目附註 Notes to the Financial Statements**

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

**22. 存貨****22. INVENTORIES**

		本集團 Group	
		2009 千美元 US\$'000	2008 千美元 US\$'000
原材料	Raw materials	107,865	98,249
在製品	Work in progress	7,658	8,110
製成品	Finished goods	97,400	88,545
		<b>212,923</b>	194,904

**23. 應收賬款****23. 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) as at the end of the reporting period is as follows:

		本集團 Group	
		2009 千美元 US\$'000	2008 千美元 US\$'000
0 - 90天	0 - 90 days	105,985	117,008
90天以上	Over 90 days	9,606	12,936
		<b>115,591</b>	129,944

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 23. 應收賬款(續)

已過期但未減值之應收賬款賬齡：

## 23. TRADE RECEIVABLES (Continued)

Ageing of amounts that are past due but not impaired:

		本集團 Group	
		2009 千美元 US\$'000	2008 千美元 US\$'000
已過正常賬齡之應收款項	Balances exceed normal credit period		
過期30天內	Within 30 days	5,398	6,031
過期30至90天	30-90 days	3,035	3,435
過期超過90天	Over 90 days	3,318	3,352
		<b>11,751</b>	12,818

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。

應收賬款主要以人民幣列值。

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.

## 24. 抵押銀行存款

9,358,000美元(二零零八年：4,889,000美元)銀行存款已予抵押，作為提供本集團於中國境內之附屬公司因貿易融資的銀行授信之抵押品。

## 24. PLEDGED BANK DEPOSITS

Bank deposits of US\$9,358,000 (2008: US\$4,889,000) have been pledged as security for general banking and trade finance facilities, including the issuance of bank acceptance bills, granted to the Group by banks.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

### 25. 現金及等同現金項目

### 25. CASH AND CASH EQUIVALENTS

		本集團 Group	
		2009 千美元 US\$'000	2008 千美元 US\$'000
銀行結餘及現金	Bank balances and cash	510,831	380,075
抵押銀行存款	Pledged bank deposits	9,358	4,889
於綜合現金流量表列示	As stated in the consolidated statement of cash flow	<b>520,189</b>	384,964

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	
		2009 千美元 US\$'000	2008 千美元 US\$'000
人民幣	RMB	492,794	321,354
美元	US\$	17,530	59,821
歐元	EURO	5,129	1,846
其他	Others	4,736	1,943

有關外滙風險的部份，於附註37詳述。

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

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 26. 發行股本

## 26. ISSUED CAPITAL

		本公司 Company			
		2009		2008	
		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 購回股份	Issued and fully paid: At beginning of the year Share repurchase	5,586,793,360 —	27,934 —	5,588,705,360 (1,912,000)	27,943 (9)
於結算日	At end of the reporting period	5,586,793,360	27,934	5,586,793,360	27,934

## 27. 儲備

## 27. RESERVES

## (a) 本集團

本集團之保留溢利包括本集團聯營公司之累計溢利20,898,000美元(二零零八年：14,407,000美元)。

## (a) Group

The retained profits of the Group include profits of US\$20,898,000 (2008: US\$14,407,000) accumulated by associates of the Group.



**賬目附註 Notes to the Financial Statements**

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

**27. 儲備(續)****27. RESERVES (Continued)**

(b) 本公司

(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	保留 溢利 Retained profits 千美元 US\$'000	總額 Total 千美元 US\$'000
於二零零八年一月一日	<b>At 1 January 2008</b>	36	332,478	(1,005)	—	227,333	558,842
二零零八年溢利	Profit for 2008	—	—	—	—	5,011	5,011
淨兌差額	Exchange translation difference	—	—	208	—	—	208
於二零零八年購回股份	Share repurchase in 2008	9	(1,986)	—	—	—	(1,977)
認列以權益結算股份支付 之款項	Recognition of equity-settled share-based payment reserve	—	—	—	750	—	750
已付二零零七年特別股息	2007 special dividend paid	—	—	—	—	(59,799)	(59,799)
已付二零零七年末期股息	2007 final dividend paid	—	—	—	—	(90,537)	(90,537)
於二零零八年 十二月三十一日	<b>At 31 December 2008</b>	45	330,492	(797)	750	82,008	412,498
於二零零九年一月一日	<b>At 1 January 2009</b>	45	330,492	(797)	750	82,008	412,498
二零零九年溢利	Profit for 2009	—	—	—	—	200,579	200,579
淨兌差額	Exchange translation difference	—	—	(436)	—	—	(436)
認列以權益結算股份支付 之款項	Recognition of equity-settled share-based payment reserve	—	—	—	2,280	—	2,280
二零零八年擬派末期股息	2008 final dividend paid	—	—	—	—	(130,172)	(130,172)
於二零零九年 十二月三十一日	<b>At 31 December 2009</b>	45	330,492	(1,233)	3,030	152,415	484,749

**賬目附註 Notes to the Financial Statements**

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

**27. 儲備(續)****股份贖回儲備**

股份贖回儲備乃根據開曼群島之公司法有關回購及註銷本公司股份之條款而設立。

**股份溢價**

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。據此，本公司於二零零九年十二月三十一日之可供分派儲備為482,907,000美元(二零零八年：412,500,000美元)。

**外幣換算儲備**

外幣換算儲備之設立及處理乃根據本公司有關外幣換算之會計政策。

**一般儲備**

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

**27. 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. Accordingly, the Company's distributable reserves as at 31 December 2009 amounted to US\$482,907,000 (2008: US\$412,500,000).

**Exchange translation reserve**

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

**General reserve**

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

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

### 28. 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」)之決議案已在於二零零八年三月二十日通過。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)；
- (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(即二零零八年三月二十日)之已發行股份的10%。截至二零零九年十二月三十一日止，已授予的購股權為38,448,000股(二零零八年：11,760,000)，而未行使的購股權為37,126,000(二零零八年：11,760,000)，佔全公司當日已發行的股份0.7%(二零零八年：0.2%)。

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)，在任何授予日始之十二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。

### 28. 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 2009, the number of shares in respect of which options had been granted was 38,448,000 (2008: 11,760,000) and remained outstanding under the Scheme was 37,126,000 (2008: 11,760,000), representing 0.7% (2008:0.2%) 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.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 28. 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十年。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二零零九年十二月三十一日年度內之變動如下：

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
		2009	2008		
20 March 2008 二零零八年 三月二十日	11,760,000	11,530,000	11,760,000	9.28	21 March 2013 to 20 March 2018 二零一三年 三月二十一日至 二零一八年 三月二十日
<b>22 April 2009</b> 二零零九年 四月二十二日	<b>26,688,000</b>	<b>25,596,000</b>	—	<b>9.38</b>	<b>23 April 2014 to</b> <b>22 April 2019</b> 二零一四年 四月二十三日至 二零一九年 四月二十二日

28. 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. The consideration on the grant of option is HK\$1. 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 December 2009 and 2008 are as follows:

**賬目附註 Notes to the Financial Statements**

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

**28. 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：

**28. 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	
		加權平均行使價 Weighted average exercise price	購股權數目 Number of options
		港元 HK\$	千份 '000
於二零零八年一月一日	At 1 January 2008	—	—
於年內授出	Granted during the year	9.28	11,760
<b>二零零八年 十二月三十一日及 於二零零九年一月一日</b>	<b>31 December 2008 and At 1 January 2009</b>	<b>9.28</b>	<b>11,760</b>
於年內授出	Granted during the year	9.38	26,688
於年內沒收	Forfeited during the year	9.36	(1,322)
<b>於二零零九年 十二月三十一日</b>	<b>At 31 December 2009</b>	<b>9.35</b>	<b>37,126</b>

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 28. 以權益結算股份支付之交易(續)

於二零零九年十二月三十一日尚未行使之購股權之行使價為9.28港元或9.38港元(二零零八年：9.28港元)及加權平均剩餘合約行使期為9.38年(二零零八年：9.75年)。直至二零零九年十二月三十一日，概無任何購股權已獲行使。

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：-

## 28. EQUITY SETTLED SHARE-BASED TRANSACTION (Continued)

The options outstanding at 31 December 2009 had an exercise price of HK\$9.28 or HK\$9.38 (2008: HK\$9.28) and a weighted average remaining contractual life of 9.38 years (2008: 9.75 years). No option had been exercised up to 31 December 2009.

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:—

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
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
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
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
無風險情況之利率	Risk-free interest rate	4.37%	2.51%
預期波幅	Expected volatility	40%	36%
預期行使期	Expected life	10年 10 years	10年 10 years
預期股息率	Expected dividend yield	2%	2%

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

### 28. 以權益結算股份支付之交易(續)

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評估。

於二零零九年，已於收益表確認之以股份為支付基礎之交易之款項為2,280,000美元(二零零八年：750,000美元)。

### 28. EQUITY SETTLED SHARE-BASED TRANSACTION (Continued)

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 2009, US\$2,280,000 (2008: US\$750,000) was charged to the income statement in respect of share-based payment transactions settled in equity.

### 29. 有息借貸

### 29. INTEREST-BEARING BORROWINGS

		本集團 Group		本公司 Company	
		2009 千美元 US\$'000	2008 千美元 US\$'000	2009 千美元 US\$'000	2008 千美元 US\$'000
銀行貸款，將到期：	The maturity of the unsecured bank loans is as follows:				
一年內	Within one year	<b>218,087</b>	431,229	<b>20,500</b>	78,500
第二年	In the second year	<b>71,983</b>	58,870	<b>20,000</b>	5,500
第三年至第五年 (包括首尾兩年)	In the third to fifth years, inclusive	<b>45,000</b>	76,982	<b>45,000</b>	—
		<b>335,070</b>	567,081	<b>85,500</b>	84,000
被分類為 流動負債部份	Portion classified as current liabilities	<b>(218,087)</b>	(431,229)	<b>(20,500)</b>	(78,500)
非流動部分	Non-current portion	<b>116,983</b>	135,852	<b>65,000</b>	5,500

實際年利率(即合約利率)為4.21%  
(二零零八年：5.46%)。

The weighted average effective interest rate on the bank loans is 4.21% (2008: 5.46%) per annum.

## 賬目附註 Notes to the Financial Statements

截至二零零九年十二月三十一日止年度 For the year ended 31 December 2009

## 29. 有息借貸(續)

按類別劃分之合計貸款賬面值之分析  
列示如下：

## 29. INTEREST-BEARING BORROWINGS (Continued)

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	
		2009 千美元 US\$'000	2008 千美元 US\$'000	2009 千美元 US\$'000	2008 千美元 US\$'000
固定利率	At fixed rates	70,674	350,873	—	—
浮動利率	At floating rates	264,396	216,208	85,500	84,000
		335,070	567,081	85,500	84,000

有息借貸以下列貨幣列值：

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

		本集團 Group		本公司 Company	
		2009 千美元 US\$'000	2008 千美元 US\$'000	2009 千美元 US\$'000	2008 千美元 US\$'000
人民幣	RMB	44,855	212,769	—	—
美元	US\$	263,658	347,240	85,500	84,000
歐元	EURO	26,557	7,072	—	—

有關外淨風險的部份，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.