

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Nissin Foods Company Limited

日清食品有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1475)

ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2025

The board of directors (the “Board”) of Nissin Foods Company Limited (the “Company”) is pleased to announce the consolidated audited results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2025 together with the comparative figures for the previous year in 2024 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	NOTES	2025 HK\$'000	2024 HK\$'000
Revenue	4	4,001,102	3,811,864
Cost of sales		(2,616,032)	(2,499,750)
Gross profit		1,385,070	1,312,114
Other income	6	18,427	39,482
Selling and distribution costs		(574,313)	(542,069)
Administrative expenses		(329,286)	(313,065)
Impairment losses recognised under expected credit loss model, net of reversal		(104)	(722)
Other expenses		(33,526)	(38,885)
Other gains and losses	7	(6,551)	(153,520)
Finance costs	8	(258)	(396)
Profit before taxation		459,459	302,939
Income tax expense	9	(119,932)	(95,478)
Profit for the year	10	339,527	207,461

	<i>NOTE</i>	2025 HK\$'000	2024 HK\$'000
Other comprehensive income/(expense)			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<u>36,872</u>	<u>(46,490)</u>
Total comprehensive income for the year		<u>376,399</u>	<u>160,971</u>
Profit for the year attributable to:			
Owners of the Company		<u>331,422</u>	200,993
Non-controlling interests		<u>8,105</u>	<u>6,468</u>
		<u>339,527</u>	<u>207,461</u>
Total comprehensive income for the year attributable to:			
Owners of the Company		<u>364,449</u>	154,421
Non-controlling interests		<u>11,950</u>	<u>6,550</u>
		<u>376,399</u>	<u>160,971</u>
Earnings per share	12		
Basic (HK cents)		<u>31.76</u>	<u>19.26</u>
Diluted (HK cents)		<u>31.76</u>	<u>19.26</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2025

	<i>NOTES</i>	2025 HK\$'000	2024 HK\$'000 (restated)
Non-current Assets			
Property, plant and equipment		1,573,906	1,563,499
Right-of-use assets		180,658	169,582
Goodwill		276,595	284,017
Intangible assets		169,788	182,119
Interest in an associate		–	116
Financial assets at fair value through profit or loss (“FVTPL”)		41,132	41,438
Deferred tax assets		72,781	73,925
Prepayment for acquisition of property, plant and equipment		28,278	34,096
Restricted bank deposits		5,618	5,135
Rental deposits		2,931	2,516
		<u>2,351,687</u>	<u>2,356,443</u>
Current Assets			
Inventories		435,327	477,007
Trade receivables	<i>13</i>	379,974	409,713
Other receivables, prepayments and deposits		79,364	74,564
Amount due from ultimate holding company		7,911	5,557
Amounts due from fellow subsidiaries		24,834	41,632
Tax recoverable		15,516	8,923
Time deposits with original maturity over one year		–	5,399
Time deposits with original maturity over three months but not exceeding one year		117,013	287,017
Cash and cash equivalents		1,512,760	1,110,097
		<u>2,572,699</u>	<u>2,419,909</u>
Current Liabilities			
Trade payables	<i>14</i>	178,763	174,117
Other payables and accruals		649,836	712,944
Amount due to ultimate holding company		30,932	30,277
Amounts due to fellow subsidiaries		2,140	4,807
Lease liabilities		2,859	7,630
Tax liabilities		27,098	7,417
Deferred income		5,802	5,499
		<u>897,430</u>	<u>942,691</u>
Net Current Assets		<u>1,675,269</u>	<u>1,477,218</u>
Total Assets less Current Liabilities		<u>4,026,956</u>	<u>3,833,661</u>

	<i>NOTE</i>	2025 HK\$'000	2024 HK\$'000 (restated)
Capital and Reserves			
Share capital	<i>15</i>	2,941,441	2,941,441
Reserves		878,729	678,721
		<hr/>	<hr/>
Equity attributable to owners of the Company		3,820,170	3,620,162
Non-controlling interests		56,277	49,812
		<hr/>	<hr/>
Total Equity		3,876,447	3,669,974
		<hr/>	<hr/>
Non-current Liabilities			
Deferred tax liabilities		119,534	125,694
Lease liabilities		566	8,510
Deferred income		24,791	24,348
Consideration payable		5,618	5,135
		<hr/>	<hr/>
		150,509	163,687
		<hr/>	<hr/>
		4,026,956	3,833,661
		<hr/> <hr/>	<hr/> <hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Nissin Foods Company Limited (the “Company”) is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited. Its immediate and ultimate holding company is Nissin Foods Holdings Co., Ltd., a company incorporated in Japan with its shares listed on the Tokyo Stock Exchange.

The addresses of the registered office and principal place of business of the Company are 21-23 Dai Shing Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong, and 11-13 Dai Shun Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong, respectively.

The Company and its subsidiaries (collectively referred to as the “Group”) is principally engaged in the manufacturing and sales of noodles, retort foods, frozen foods, beverage products, snacks and vegetable products, and provision of research and publicity services. The places of operation are located in Hong Kong, other regions and Chinese Mainland, the People’s Republic of China (the “PRC”).

The consolidated financial statements are presented in Hong Kong Dollar (“HK\$”), which is also the functional currency of the Company.

2. BASIC OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The financial information relating to the years ended 31 December 2025 and 2024 included in this preliminary announcement of annual results 2025 do not constitute the Company’s statutory annual consolidated financial statements for those years but is derived from those consolidated financial statements. Further information relating to these statutory annual consolidated financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (the “Companies Ordinance”) is as follows:

The Company will deliver the consolidated financial statements for the year ended 31 December 2025 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company’s auditor has reported on those financial statements of the Group. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

The consolidated financial statements have been prepared in accordance with the HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standard that is mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the HKICPA for the first time, which is mandatorily effective for the Group's annual period beginning on 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
-----------------------	-------------------------

The application of the amendments to HKFRS Accounting Standard in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency ³
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKFRS 28	Sale and Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments

The amendments to HKFRS 9 clarify the recognition and derecognition for financial asset and financial liability and add an exception which permits an entity to deem a financial liability to be discharged before the settlement date if it is settled in cash using an electronic payment system if, and only if certain conditions are met. An entity that elects to apply the derecognition option would be required to apply it to all settlements made through the same electronic payment system.

The amendments also provide guidance on the assessment of whether the contractual cash flows of a financial asset are consistent with a basic lending arrangement. The amendments specify that an entity should focus on what an entity is being compensated for rather than the compensation amount. Contractual cash flows are inconsistent with a basic lending arrangement if they are indexed to a variable that is not a basic lending risk or cost. The amendments state that, in some cases, a contingent feature may give rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs. Furthermore, the description of the term “non-recourse” is enhanced and the characteristics of “contractually linked instruments” are clarified in the amendments.

The disclosure requirements in HKFRS 7 *Financial Instruments*: Disclosures in respect of investments in equity instruments designated at fair value through other comprehensive income are amended. In particular, entities are required to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately those related to investments derecognised during the reporting period and those related to investments held at the end of the reporting period. An entity is also required to disclose any transfers of the cumulative gain or loss within equity related to the investments derecognised during the reporting period. In addition, the amendments introduce the requirements of qualitative and quantitative disclosure of contractual terms that could affect the contractual cash flow based on a contingent event not directly relating to basic lending risks and cost.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. The amendments are required to be applied retrospectively, with specific exceptions. As a result of the clarification made by the amendments on the derecognition of financial assets and liabilities, the Company can only derecognise financial assets and financial liabilities settled via cheques on the date the cheques have been cleared in the recipient's/creditor's bank account.

HKFRS 18 *Presentation and Disclosure in Financial Statements*

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

4. REVENUE

a) Disaggregation of revenue from contracts with customers

	31 December 2025			31 December 2024		
	Hong Kong and other regions (as defined in Note 5) HK\$'000	Chinese Mainland (as defined in Note 5) HK\$'000	Total HK\$'000	Hong Kong and other regions (as defined in Note 5) HK\$'000	Chinese Mainland (as defined in Note 5) HK\$'000	Total HK\$'000
Types of goods and services						
Sales of goods	1,655,809	2,338,176	3,993,985	1,536,687	2,268,171	3,804,858
Others (Note)	2,937	4,180	7,117	3,218	3,788	7,006
Total	<u>1,658,746</u>	<u>2,342,356</u>	<u>4,001,102</u>	<u>1,539,905</u>	<u>2,271,959</u>	<u>3,811,864</u>
Timing of revenue recognition						
A point in time	1,656,131	2,342,356	3,998,487	1,537,319	2,271,959	3,809,278
Over time	2,615	-	2,615	2,586	-	2,586
Total	<u>1,658,746</u>	<u>2,342,356</u>	<u>4,001,102</u>	<u>1,539,905</u>	<u>2,271,959</u>	<u>3,811,864</u>

Note: Others mainly include revenue from sales of scrap noodle and provision of research and publicity services.

b) Performance obligations for contracts with customers

Sales of goods (revenue recognised at one point in time)

For sales of goods (including noodles, retort foods, frozen foods, beverage products, snacks and vegetable products), revenue is recognised when control of the goods has transferred, being when (i) the goods have been loaded on board for export sales; or (ii) the goods have been delivered to the customers' specific location for local sales and the Group received acceptance confirmations from customers. Upon the relevant goods are loaded on board for export sales or delivered to the customers' specific location for local sales, the customers have full discretion over the manner of distribution and price to sell the goods, and have the primary responsibility for selling the goods and bearing the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 120 days upon invoice issued.

The amount of consideration the Group receives and revenue the Group recognises varies with changes in sales rebates the Group offers to the customers. The Group estimates the sales rebates based on analysis of historical experience, and adjusts for the most likely amount of consideration to be received. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated rebates which is estimated based on experience. Revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in other payables and accruals) is recognised for expected rebates to customers in relation to sales made at the end of the reporting period. No element of financing is deemed present as the sales rebates are payable on demand from customers.

Under the Group's standard contract terms, certain customers have a right to exchange for expiry products without limitation of time period. The Group uses its accumulated historical experience to estimate the number of exchange on a portfolio level using the expected value method. Revenue is recognised for sales which are considered highly probable that a significant reversal in the cumulative revenue recognise will not occur. Based on accumulated experience, the management considers the amount of goods returned as immaterial due to large volume of revenue with low value of each good sold. Therefore, the probability of significant reversal in revenue in relation to sales return in the future is remote.

Provision of research and publicity services (revenue recognised over time)

Revenue from provision of research and publicity services are recognised over time because the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

With the provision of research and publicity services are at period of one year or less, as permitted under HKFRS 15, the transaction price allocation to the unsatisfied contracts is not disclosed.

5. SEGMENT INFORMATION

The Group is organised into operating business units according to the major place of operations of the relevant group entities. The Group determines its operating segments based on these business units by reference to their respective major place of operations, for the purpose of reporting to the chief operating decision maker, i.e. the managing director of the Company.

Specifically, the Group's operating and reportable segments under HKFRS 8 *Operating Segments* are as follows:

- Hong Kong and other regions (including Vietnam, Korea, Taiwan and Australia): Manufacturing and sales of noodles, frozen foods and other products in Hong Kong and overseas, and provision of research and publicity services.

- Chinese Mainland: Manufacturing and sales of noodles, frozen foods and other products in Chinese Mainland, and provision of publicity services.
- Head office: Central administrative functions of the Group, including strategic management, legal, public relationship, investor relationship, and other corporate services.

There are no aggregation of individual operating segments to derive the reportable segment.

Prior year segment disclosures have been restated to confirm with current year's presentation.

Segment revenue and results

Segment information about these operating and reportable segments is presented below:

For the year ended 31 December 2025

	Hong Kong and other regions HK\$'000	Chinese Mainland HK\$'000	Head Office HK\$'000	Reportable Segments Total HK\$'000	Elimination HK\$'000	Total HK\$'000
Revenue						
Segment revenue from external customers	1,658,746	2,342,356	–	4,001,102	–	4,001,102
Inter-segment revenue	176,190	209,115	–	385,305	(385,305)	–
Segment revenue	<u>1,834,936</u>	<u>2,551,471</u>	<u>–</u>	<u>4,386,407</u>	<u>(385,305)</u>	<u>4,001,102</u>
Result						
Segment results	<u>152,777</u>	<u>339,854</u>	<u>(41,654)</u>	<u>450,977</u>	<u>–</u>	450,977
Unallocated income						6,239
Exchange loss, net						(4,368)
Interest income						9,052
Fair value changes on financial assets at FVTPL						(306)
Impairment loss on investment in an associate						(116)
Loss on disposal of property, plant and equipment						(2,066)
Gain on early termination of a lease contract						305
Finance costs						<u>(258)</u>
Consolidated profit before taxation						<u>459,459</u>

For the year ended 31 December 2024

	Hong Kong and other regions <i>HK\$'000</i>	Chinese Mainland <i>HK\$'000</i>	Head Office <i>HK\$'000</i>	Reportable Segments Total <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue						
Segment revenue from external customers	1,539,905	2,271,959	–	3,811,864	–	3,811,864
Inter-segment revenue	184,341	224,958	–	409,299	(409,299)	–
Segment revenue	<u>1,724,246</u>	<u>2,496,917</u>	<u>–</u>	<u>4,221,163</u>	<u>(409,299)</u>	<u>3,811,864</u>
Result						
Segment results	<u>131,571</u>	<u>328,517</u>	<u>(42,715)</u>	<u>417,373</u>	<u>–</u>	417,373
Unallocated income						14,312
Exchange loss, net						(17,056)
Interest income						25,170
Fair value changes on financial assets at FVTPL						2,951
Impairment loss on property, plant and equipment						(83,896)
Impairment loss on right-of-use assets						(7,875)
Impairment loss on intangible assets						(21,403)
Impairment loss on goodwill						(22,697)
Loss on disposal of property, plant and equipment						(3,544)
Finance costs						<u>(396)</u>
Consolidated profit before taxation						<u>302,939</u>

Inter-segment revenue is charged at prevailing market rates.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the profit earned by each segment without allocation of certain other income, net exchange loss, interest income, fair value changes on financial assets at FVTPL, impairment losses on property, plant and equipment, right-of-use assets, intangible assets and goodwill and investment in an associate, loss on disposal of property, plant and equipment, gain on early termination of a lease contract and finance costs. This is measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

Segment assets and liabilities

No segment assets and liabilities are presented as the information is not regularly reported to the chief operating decision maker for the purpose of resource allocation and assessment of performance. Therefore, only segment revenue and segment results are presented.

Other segment information

Amounts included in the measure of segment results:

For the year ended 31 December 2025

	Hong Kong, and other regions HK\$'000	Chinese Mainland HK\$'000	Total HK\$'000
Amortisation of intangible assets	5,448	–	5,448
Depreciation of property, plant and equipment	10,108	8,054	18,162
Depreciation of right-of-use assets	4,513	3,321	7,834

For the year ended 31 December 2024

	Hong Kong and other regions HK\$'000	Chinese Mainland HK\$'000	Total HK\$'000
Amortisation of intangible assets	3,231	2,740	5,971
Depreciation of property, plant and equipment	15,534	12,000	27,534
Depreciation of right-of-use assets	4,968	2,981	7,949

Geographical information

The Group's revenue from external customers is mainly derived from customers located in Hong Kong (location of domicile), Chinese Mainland and other regions, which is determined based on the location of customers, while the Group's non-current assets are located in Hong Kong and other regions and Chinese Mainland, which is determined based on the geographical location of these assets or place of group entities that hold such assets, where appropriate.

	2025 HK\$'000	2024 HK\$'000
External revenue:		
Hong Kong	1,156,158	977,391
Chinese Mainland	2,342,356	2,271,959
Others (Vietnam, Korea, Canada, Australia, United States of America, Taiwan, Macau, etc.)	502,588	562,514
	4,001,102	3,811,864
	2025 HK\$'000	2024 HK\$'000
Non-current assets (Note):		
Hong Kong and other regions	1,155,149	1,221,149
Chinese Mainland	1,074,076	1,012,280
	2,229,225	2,233,429

Note: Non-current assets excluded financial assets at FVTPL, deferred tax assets, restricted bank deposits and rental deposits.

Information about major customers

Revenue from customers of the respective years ended 31 December 2025 and 2024, individually contributing over 10% of the total revenue of the Group are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Customer A ¹	749,996	646,664
Customer B ²	588,886	645,873

¹ From both Hong Kong and Chinese Mainland

² From Chinese Mainland

6. OTHER INCOME

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Government grant related to acquisition of assets	4,816	4,737
Government grant related to expenses recognised (<i>Note</i>)	3,521	5,046
Interest income from bank deposits	9,052	15,761
Interest income from financial assets at FVTPL	–	9,409
Miscellaneous income	1,038	4,529
	<u>18,427</u>	<u>39,482</u>

Note: During the year, the Group recognised government grants of HK\$3,521,000 (2024: HK\$5,046,000), which represented subsidies provided by the government of Chinese Mainland.

7. OTHER GAINS AND LOSSES

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Exchange loss, net	(4,368)	(17,056)
Fair value changes on financial assets at FVTPL	(306)	2,951
Loss on disposal of property, plant and equipment	(2,066)	(3,544)
Impairment loss on property, plant and equipment	–	(83,896)
Impairment loss on right-of use assets	–	(7,875)
Impairment loss on intangible assets	–	(21,403)
Impairment loss on goodwill	–	(22,697)
Impairment loss on investment in an associate	(116)	–
Gain on early termination of a lease contract	305	–
	<u>(6,551)</u>	<u>(153,520)</u>

8. FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest on lease liabilities	258	396

9. INCOME TAX EXPENSE

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Current tax:		
Hong Kong Profits Tax	16,078	8,478
PRC Enterprise Income Tax	95,184	82,021
PRC Withholding tax	11,225	20,825
Others	3,705	2,728
	<u>126,192</u>	<u>114,052</u>
(Over)/under provision in prior years:		
Hong Kong Profits Tax	(1,138)	(7,143)
PRC Enterprise Income Tax	656	(832)
	<u>(482)</u>	<u>(7,975)</u>
	<u>125,710</u>	<u>106,077</u>
Deferred tax	<u>(5,778)</u>	<u>(10,599)</u>
	<u><u>119,932</u></u>	<u><u>95,478</u></u>

Under the two-tiered profits tax rates regime, the first HK\$2.0 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2.0 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The EIT Law requires withholding tax to be levied on distribution of profits earned by the PRC entities for profits generated after 1 January 2008 at rate of 5% for Hong Kong resident companies, which are the beneficial owners of the dividend received.

The income tax expense for the year can be reconciled from the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Profit before taxation	<u>459,459</u>	<u>302,939</u>
Tax at the domestic income tax rate of 16.5%	75,811	49,985
Tax effect of expenses not deductible for tax purpose	15,166	14,575
Tax effect of income not taxable for tax purpose	(1,455)	(1,350)
Tax effect of tax losses not recognised	8,226	7,184
Utilisation of tax losses previously not recognised	(1,668)	(1,369)
Effect of different tax rates of subsidiaries operating in other jurisdictions	23,262	20,586
Overprovision in prior years	(482)	(7,975)
Withholding tax of PRC subsidiaries	4,565	12,428
Income tax at concessionary rate	(165)	(165)
Others	(3,325)	1,579
Income tax expense for the year	<u><u>119,932</u></u>	<u><u>95,478</u></u>

10. PROFIT FOR THE YEAR

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Profit for the year has been arrived at after charging:		
Amortisation of intangible assets	5,448	5,971
Auditors' remuneration	6,065	6,997
Cost of inventories recognised as an expense	2,616,032	2,499,750
Depreciation of property, plant and equipment	156,955	172,733
Depreciation of right-of-use assets	12,781	13,564
	<hr/>	<hr/>
Total depreciation	169,736	186,297
Less: Amount capitalised in inventories and included in cost of sales upon sales	(143,740)	(150,814)
	<hr/>	<hr/>
Expenses relating to short-terms lease	25,996	35,483
	18,393	12,037
Research and development expenditure	33,526	35,845
Acquisition costs	–	3,040
Staff costs		
Directors' emoluments		
– fees	1,100	1,000
– other emoluments	20,332	18,500
– equity-settled share-based payment	2,572	1,079
	<hr/>	<hr/>
	24,004	20,579
Other staff costs excluding directors' emoluments (<i>Note</i>)	796,677	733,618
	<hr/>	<hr/>
Total staff costs	820,681	754,197
Less: Amount capitalised in inventories and included in cost of sales upon sales	(353,671)	(330,188)
Less: Amount included as research and development expenditure as shown in above	(20,846)	(21,212)
	<hr/>	<hr/>
	446,164	402,797
	<hr/> <hr/>	<hr/> <hr/>

Note:

Contributions to retirement benefit scheme included in other staff costs for the year ended 31 December 2025 amounted to HK\$89,655,000 (2024: HK\$76,739,000).

11. DIVIDENDS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Dividends recognised as distribution during the year:		
2024 Final – 9.63 HK cents, and 2024 Special – 6.19 HK cents (2024: 2023 Final – 15.82 HK cents) per share	<u>165,112</u>	<u>165,112</u>

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2025 of 15.88 HK cents per share, in an aggregate amount of HK\$165,738,000, has been proposed by the directors of the Company and both are subject to approval by the shareholders in the forthcoming annual general meeting.

12. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

	2025	2024
<u>Earnings figures:</u>		
Profit for the year attributable to owners of the Company for the purpose of basic and diluted earnings per share (<i>HK\$'000</i>)	<u>331,422</u>	<u>200,993</u>
<u>Number of shares</u>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	1,043,420,452	1,043,608,301
Effect of dilutive potential ordinary shares in respect of outstanding share awards	<u>27,498</u>	<u>82,773</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<u>1,043,447,950</u>	<u>1,043,691,074</u>

13. TRADE RECEIVABLES

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade receivables – sales of goods	386,174	415,809
Less: allowance for credit losses	<u>(6,200)</u>	<u>(6,096)</u>
	<u>379,974</u>	<u>409,713</u>

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date, which approximates the respective revenue recognition dates at the end of the reporting period.

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 to 30 days	265,310	243,366
31 to 90 days	100,159	141,156
91 to 180 days	7,256	13,668
Over 180 days	<u>7,249</u>	<u>11,523</u>
	<u>379,974</u>	<u>409,713</u>

14. TRADE PAYABLES

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 to 30 days	149,446	139,516
31 to 90 days	19,809	33,520
91 to 180 days	9,502	1,074
Over 180 days	<u>6</u>	<u>7</u>
	<u>178,763</u>	<u>174,117</u>

The average credit period on purchases of goods is 60 days.

15. SHARE CAPITAL

	Number of shares	Share capital <i>HK\$'000</i>
Ordinary shares, issued and fully paid: At 1 January 2024 and 31 December 2024 and 31 December 2025	<u>1,043,691,480</u>	<u>2,941,441</u>

Details of the shares held under the share award scheme are set out below:

	Average purchase price HK\$	Number of shares held	Value of shares HK\$'000
At 1 January 2024	5.6	36,100	202
Shares purchased from secondary market under share award scheme	5.1	504,863	2,580
Shares vested under share award scheme	5.1	<u>(391,700)</u>	<u>(1,992)</u>
At 31 December 2024	5.3	149,263	790
Shares purchased from secondary market under share award scheme	6.9	260,000	1,801
Shares vested under share award scheme	6.4	<u>(405,020)</u>	<u>(2,572)</u>
At 31 December 2025	4.5	<u><u>4,243</u></u>	<u><u>19</u></u>

16. SHARE-BASED PAYMENT TRANSACTIONS

On 7 March 2016, a share award scheme (the “Share Award Scheme”) was adopted by the Company. The Share Award Scheme is valid and effective for a period of 10 years commencing from 7 March 2016. Pursuant to the rules of the Share Award Scheme, the Group has set up a trust for the purpose of administering the Share Award Scheme and holding the awarded shares before they are vested.

On 14 May 2024 and 11 June 2024, a total of 391,700 award shares (the “2024 Awarded Shares”) of the Company have been awarded and vested to certain selected employees (including but not limited to directors, executives, officers and other employees, whether full-time or part-time, of any members of the Group) at no consideration.

On 9 January 2025, 5 June 2025 and 22 September 2025, a total of 405,020 award shares (“the 2025 Awarded Shares”) of the Company have been awarded and vested to certain selected employees (including but not limited to directors, executives, officers and other employees, whether full-time or part-time, of any members of the Group) at no consideration.

The following table discloses movements of the Company's share award held by employees during the years:

Category of grantees	Date of grant	Vesting period	Number of shares awarded			Balance as at 31 December 2025
			Balance as at 1 January 2025	Awarded during the year	Vested during the year	
Directors	9 January 2025	9 January 2025	–	120,690	(120,690)	–
Directors	5 June 2025	5 June 2025	–	99,630	(99,630)	–
Directors	22 September 2025	22 September 2025	–	184,700	(184,700)	–
			–	405,020	(405,020)	–

Category of grantees	Date of grant	Vesting period	Number of shares awarded			Balance as at 31 December 2024
			Balance as at 1 January 2024	Awarded during the year	Vested during the year	
Directors	14 May 2024	14 May 2024	–	215,600	(215,600)	–
Employees	11 June 2024	11 June 2024	–	176,100	(176,100)	–
			–	391,700	(391,700)	–

The estimated fair values of the 2024 Awarded Shares and 2025 Awarded Shares are HK\$5.1 and HK\$6.9 respectively per share based on the market trading price of the share at the grant date. The total fair value of the 2024 Awarded Shares and 2025 Awarded Shares are HK\$1,992,000 and HK\$2,572,000 respectively.

The Group recognised the total expense of HK\$2,572,000 for the year ended 31 December 2025 (2024: HK\$1,992,000) in relation to share award granted by the Company.

17. CAPITAL COMMITMENTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	<u>5,643</u>	<u>14,594</u>

MANAGEMENT DISCUSSION AND ANALYSIS

The board of directors (the “Board”) of Nissin Foods Company Limited (“Nissin Foods” or the “Company”) is pleased to announce the annual results for the year ended 31 December 2025.

STABLE GROWTH SUSTAINED AMID A CHALLENGING EXTERNAL ENVIRONMENT

In 2025, the global economy continued to exhibit a complex and uneven recovery. Persistent geopolitical tensions and the restructuring of global supply chains triggered by rising protectionism contributed to an uncertain external environment.

The Chinese Mainland successfully achieved its economic growth target during the year, supported by robust export performance and the expansion of high-tech manufacturing, reflecting its solid adaptability and resilience in a challenging environment.

The Hong Kong economy also recorded solid growth, driven by a resilient exports and sustained domestic demand. However, the continued outflow of local consumer spending to the Greater Bay Area of the Chinese Mainland weighed on certain sectors, including retail and food and beverage businesses.

The Group has remained dedicated to continuous product upgrades and cost optimisation against this backdrop. The consistent taste and quality of our products continue to underpin our premiumisation and differentiation strategies. Riding on our solid foundation and footholds in Hong Kong and the Chinese Mainland, together with a diversified and well-established product portfolio, we are well-positioned to drive sustainable growth through geographical expansion of the instant noodle business in particular.

FINANCIALS

For the year under review, the Group’s overall business recorded a moderate growth primarily attributable to the steady performance of the Group’s instant noodle business and the additional contribution from acquisitions completed in the previous year. Revenue increased by 5.0% to HK\$4,000.1 million (2024: HK\$3,811.9 million) due to continued growth of the core instant noodles business, improved consumer sentiment in the Chinese Mainland and increased demand in overseas markets.

Gross profit increased by 5.6% to HK\$1,385.1 million (2024: HK\$1,312.1 million). Gross profit margin slightly increased by 0.2 percentage points to 34.6% in 2025 from 34.4% in 2024 due to a more favourable sales mix and the Group’s continued implementation of cost efficiency initiatives, which effectively absorbed cost pressure and supported margin improvement.

Profit attributable to owners of the Company increased significantly by 64.9% to HK\$331.4 million (2024: HK\$201.0 million), representing the net profit margin of 8.3% for the year (2024: 5.3%). Profit and profitability improved substantially over the last year due to better operational efficiency and the absence of non-cash charges resulting from impairment losses on assets recognised for the year ended 31 December 2024.

The Group’s basic earnings per share increased to 31.76 HK cents for the year (2024: 19.26 HK cents). For the fiscal year of 2025, the Board recommends the payment of a final dividend of 15.88 HK cents per share (2024: total dividend 15.82 HK cents, comprising 9.63 HK cents of final dividend, and 6.19 HK cents of a special dividend), representing a dividend payout ratio of 50.0% (2024: 82.1%, comprising 50% from the final dividend and 32.1% from the special dividend). The proposed final dividend recommended by the Board is made in accordance with the Company’s dividend policy.

At the Adjusted EBITDA level ^(Note), the Group increased by 1.7% to HK\$622.8 million (2024: HK\$612.5 million), representing the Adjusted EBITDA margin of 15.6% for the year (2024: 16.1%).

Note: Adjusted EBITDA is a non-HKFRS measurement used by the management to assess the performance of operating segments, allocate resources and make strategic decisions. The measurement basis of Adjusted EBITDA is defined as net profit before net interest expenses, tax, depreciation of property, plant and equipment, depreciation of the right-of-use asset and amortisation of intangible asset. This also excludes share of material gains or losses which are of capital nature or non-operational related and fair value changes on financial assets at fair value through profit or loss.

BUSINESS REVIEW

Hong Kong and other regions Operations

The Hong Kong economy demonstrated solid growth yet uneven recovery in 2025. The real gross domestic products (“GDP”) grew by 3.5% for the year. According to data released by the Hong Kong Tourism Board, the number of visitor arrivals reached 49.9 million, representing a vibrant year-on-year increase of 12.1%.

Nonetheless, overall consumption remained soft amidst changes in the lifestyle patterns of Hong Kong residents. Consumption leakage to the Greater Bay Area continued to impact local spending. Hong Kong residents made over 100 million trips to the Chinese Mainland in 2025, representing year-on-year growth of 13.9%, according to statistics from the Immigration Department. In addition, the total retail sales value increased slightly by 1.0% while the total retail sales value for supermarkets declined by 0.6% year-on-year in 2025 as reported by the statistics from the Census and Statistics Department.

Revenue from Hong Kong and other regions operations increased by 7.7% to HK\$1,658.7 million (2024: HK\$1,539.9 million), mainly attributable to the steady performance of the instant noodles business in the Hong Kong market and increased demand in other regions. Currently, revenue from Hong Kong and other regions operations accounted for 41.5% (2024: 40.4%) of the Group’s total revenue.

In terms of segment results, the Group has separately accounted for the costs associated with the Group activities that are managed centrally at head office to provide a more relevant segment presentation. The operating segments have been redefined as Hong Kong and other regions, Chinese Mainland and Head office accordingly. The Hong Kong and other regions operations’ segment results rose by 16.1% to HK\$152.8 million (2024 restated: HK\$131.6 million) due to the continued expansion of sales in premium instant noodles.

Hong Kong Operations

Instant Noodle Business

For the year under review, the performance of the instant noodle business in the local Hong Kong market remained stable. The sales volume of both bag-type and cup-type instant noodles continued to grow steadily, including key brands such as ***Demae Iccho***, ***Cup Noodles***, ***Nissin Viet Signature*** and ***Nissin Donbei***.

In a continued effort to enrich its instant noodle portfolio, the Company introduced multiple new SKU offerings such as ***Cup Noodles Regular Cup Kyoto Tori Paitan Flavour Instant Noodle***, ***Donbei Meat Broth Flavour Cup Udon (Instant Noodle)***, ***Demae Ramen Hokkaido Wheat Flour Rich Shrimp Soup Flavour Instant Noodle*** and ***Cup Noodles Braised Beef Flavour Instant Noodle***. In addition, the Company launched various new product offerings under the ***Nissin Raoh***, ***Nissin U.F.O***, ***Fuku*** and ***Doll*** brands.

The Company continued to leverage popular anime and recognisable intellectual property (IP) collaboration to enhance brand visibility, drive consumer engagement and boost sales. During the year, the Company partnered with “Hatsune Miku” (初音未來), a popular virtual singer from Japan, to promote the *Cup Noodles Hokkaido Wheat Flour Series*. In addition, the Company strengthened its connection with catering channels by utilising digital marketing through a designated WeChat mini programme, further deepening customer interaction and improving channel effectiveness.

Non-Noodle Business

Frozen food products

During the year, the frozen food products business showed signs of bottoming out in the fourth quarter, though full-year performance remained soft as consumers continued to favour eating out and outbound travel, particularly weekend trips to the Greater Bay Area. In response to the increasingly competitive market environment, the Company sharpened its strategic focus on premium frozen food offerings. By broadening the range of premium products under the **NISSIN** brand, the Company further expanded its presence across multiple sales channels, including the catering sector to drive up sales volumes growth. To meet rising demand for convenient yet high-quality meal solutions, the Company launched *Nissin The Chef’s Signature* series, featuring SKUs such as *Nissin The Chef’s Signature Spaghetti Bolognese* and *Nissin The Chef’s Signature Spaghetti Carbonara*. These products were specifically developed to appeal to consumers seeking elevated and satisfying culinary experiences at home.

Distribution business

MC Marketing & Sales (Hong Kong) Limited (“MCMS”) is engaged in the distribution of beverages, confectionery, snacks, Japanese brand seasoning sauce and chilled products in Hong Kong. Upon the completion of its acquisition on 6 January 2025, MCMS became a wholly-owned subsidiary of the Company. To enhance operational efficiency in the distribution business and reinforce the Group’s management and control framework, the Company implemented a corporate reorganisation. Following this restructuring, the organisational configuration was streamlined so that the entire distribution business now operates under a single holding company, which oversees the two distribution subsidiaries in Hong Kong and the Chinese Mainland. During the year, MCMS continued to deliver growth supported by the revival of inbound tourism which drove demand in the hotel and high-end restaurant segments, an expansion of sales channels, and the addition of a new Japanese chocolate and cookie brand to its portfolio.

Other Products

The Company continued to broaden its non-noodles portfolio through the introduction of a wide array of new products, the expansion of sales channels and deeper penetration into regional markets. During the year, our beverages portfolio was strengthened with several new seasonal products including *Yamanashi Shine Muscat Mixed Juice*, *Amaou Strawberry Mixed Juice* and *Okayama Pione Mixed Juice*. In the snack business, our baked corn flakes chocolate snack, *Crisp Choco*, expanded its lineup with the new bite-sized *Nissin Crisp Choco Mini* and a limited-edition *Crisp Choco Mini Halloween version* to further attract consumers. In addition, our Hong Kong-made **Nissin Granola** and **fresh-cut vegetable** continued to resonate with health-conscious consumers, reinforcing the Company’s commitment to health, wellness and nutrition.

Other regions operations

Vietnam

Vietnam remained one of the fastest-growing economies in Southeast Asia in 2025. According to the General Statistics Office of Vietnam, GDP grew by 8.02% year-on-year in 2025, the second-highest growth rate in the past 15 years, driven by strong momentum in the industrial and construction sector as well as the service sector. In addition, the total retail sales of consumer goods and services grew by 8.0% year-on-year over the previous year.

During the year under review, the Company expanded its sales and distribution channels in the domestic market, including modern channels such as supermarkets and convenience stores, while targeting youth segment to bolster growth. New bag-type noodles products including *Geki Mi Cay Nissin Seafood with Green Chilli Sauce Flavour* were rolled out.

Taiwan

The Company established a wholly-owned subsidiary in Taiwan region engaging in trading activities to support the rising demand for *NISSIN* products among local consumers. It provides distributors and wholesalers in Taiwan with clearer sales direction as well as enhanced sales and promotional support, contributing to sales momentum and business growth.

During the year, the Company further strengthened its sales structure and enhanced brand recognition. It expanded sales coverage across the Taiwan region, maintained sales momentum in the local market and supported sustainable long-term growth.

Korea

Gaemi Food Co. Ltd. (“Gaemi Food”) is engaged in the manufacture of grain-based confectionery products in Korea and is recognised as the pioneer of the country’s first long crispy grain roll. Its own confectionery brand, **KEMY**, is a leading national brand in the domestic crispy roll market, holding the majority market share in this segment. In addition to its branded products, Gaemi Food also supplies private-label and original design manufacturer (ODM) products to a broad range of customers.

During the year, the business in Korea achieved solid performance amidst the growing global influence of K-content. Following the acquisition, Gaemi Food leveraged Nissin Foods’ global sales network to bring its grain crispy roll into overseas markets such as Hong Kong, Vietnam and Taiwan.

Australia

ABC Pastry Holdings Pty Ltd (“ABC Pastry”) is engaged in the manufacture of frozen dumplings and juicy buns under its own brand, **ABC Pastry (天順)**, in Sydney, Australia. During the year under review, ABC Pastry continued to deepen its integration into Nissin’s production system, further enhancing operational alignment and efficiency.

Australia Nissin Foods Pty. Ltd. (“Australia Nissin”) is engaged in the import and sale of instant noodles, snacks, cereals and other foods products in Australia and New Zealand. During the year, Australia Nissin further broadened its sales network by engaging new local distributors. Capitalising on the growing interest in Asian cuisines among Australian consumers, the Company expanded its presence in both mainstream and Asian retail channels.

Chinese Mainland Operations

In 2025, the Chinese Mainland economy grew at 5.0% year-on-year, as reported by the National Bureau of Statistics of China, supported by robust trade performance and strong industrial production. Meanwhile, the consumer market continued its mild recovery, with total retail sales of consumer goods increasing by 3.4% year-on-year, bolstered by a series of government policies aimed at stimulating consumption and expanding domestic demand.

For the year under review, revenue increased moderately by 3.1% (in local currency: +3.4%) to HK\$2,342.4 million (2024: HK\$2,272.0 million), due to our ongoing efforts to expand sales in the inland areas and the sustained sales momentum in the Chinese Mainland. Currently, revenue from the Chinese Mainland operations accounted for 58.5% (2024: 59.6%) of the Group's total revenue.

In terms of segment results, the Chinese Mainland operations increased by 3.5% (in local currency: +3.8%) to HK\$339.9 million (2024: HK\$328.5 million), mainly attributable to volume expansion of instant noodles.

Instant Noodle Business

During the year, the Company remained committed to its premiumisation strategy and continued to expand its geographical footprint in the Chinese Mainland. Supported by our strategic efforts to revitalise sales in existing regions and grow its presence in inland regions, the instant noodle business achieved solid performance, with increasing sales volume for both cup-type and bag-type instant noodles.

To enhance consumer engagement, the Company increased in-store food tasting activities and enhanced online promotional campaigns, while deepening collaborations with major retailers including warehouse club to drive sales of **Cup Noodles**. For premium bag-type instant noodles, the Company increased the brand awareness via digital channels including our own WeChat mini program and other social media platforms, driving sales volume growth for **Demae Icho**, **Nissin Raoh** and **Nissin Viet Signature** in 2025.

To further enrich its product offerings, the Company introduced new products including *Nissin Donbei Kitsune Cup Udon (Instant Noodle)* and *Nissin Donbei Tempura Cup Udon (Instant Noodle)*. To amplify publicity and brand awareness, the Company collaborated with the Japanese virtual singer “Hatsune Miku” (初音未來), mirroring the IP promotion strategy used in Hong Kong.

Non-Noodle Business

Distribution Business

The Company's distribution business is operated through Shanghai Eastpeak Trading Co., Ltd, which manages the distribution of confectionery and beverages in the Chinese Mainland. During the year, the product portfolio was further expanded with the addition of new brand offerings, including European bottled water, Japanese carbonated beverages and Japanese chocolate and cookies, strengthening the Company's presence in the premium imported products segment.

Other Products

In the snack business, our potato chips achieved a positive performance during the year as the distribution channels continued to expand. *Crisp Choco* also strengthened its market appeal with the launch of limited-edition *Crisp Choco Mini Halloween Version* to capture additional festive-driven demand. In the beverage business, our vegetable and fruit juice continued to resonate well with health-conscious consumers, aligning with the growing wellness trend. Additionally, the easy-to-prepare microwavable frozen food products effectively met the needs of city dwellers seeking convenient and time-saving meal options.

Acquisition of Land Use Rights in Zhuhai

The Company, through its wholly owned subsidiary in the Chinese Mainland, won the bid for the land use rights of two land parcels in Jinwan District, Zhuhai City, Guangdong Province (the “Land Parcels”), at an aggregate consideration of RMB30.68 million through public auction on 10 September 2025. The Land Parcels are adjacent to Zhuhai Nissin Packaging Company Limited and will be used by the Group to construct new production facilities. The Group intends to invest over RMB240 million in acquiring the Land Parcels, constructing new buildings on the Land Parcels, and installing new production lines.

FINANCIAL REVIEW

Liquidity, Financial Resources and Gearing Ratio

As at 31 December 2025, the total assets of the Group amounted to HK\$4,924.4 million (31 December 2024 restated: HK\$4,776.4 million), and the total equity was HK\$3,876.4 million (31 December 2024: HK\$3,670.0 million). The Group’s working capital was HK\$1,675.3 million (31 December 2024: HK\$1,477.2 million), represented by the difference between the total current assets of HK\$2,572.7 million (31 December 2024: HK\$2,419.9 million) and the total current liabilities of HK\$897.4 million (31 December 2024: HK\$942.7 million). The current ratio was 2.9 as at 31 December 2025 (31 December 2024: 2.6).

The financial position of the Group remained healthy, with net cash of approximately HK\$1,629.8 million (31 December 2024: HK\$1,402.5 million) and HK\$820.0 million (31 December 2024: HK\$820.0 million) in available banking facilities as at 31 December 2025. The Group had no external borrowing, and the gearing ratio was nil as at 31 December 2025 (31 December 2024: Nil).

Capital Expenditure

The Group’s capital expenditure was approximately HK\$216.0 million during the year under review (2024: HK\$570.4 million), mainly due to the capital investments in the production plants in Hong Kong and the Chinese Mainland.

Capital Commitments

The Group had a capital commitment for the acquisition of property, plant and equipment contracted for but not provided HK\$5.6 million as at 31 December 2025 (31 December 2024: HK\$14.6 million).

Financial Risk Management

The Group had not entered into nor traded in derivative financial instruments for hedging or speculative purposes. The Company and several subsidiaries have foreign currency sales and purchases, which expose the Group to foreign currency risk. As HK Dollar is currently pegged to US Dollar, the Company considered that the Group’s exposure to fluctuation in HK Dollar against US Dollar is limited. Other foreign currency exposures including Vietnamese Dong, Korean Won, Australian Dollar and New Taiwan Dollar are still minimal. The currencies giving rise to this risk are primarily the Japanese Yen and Renminbi against HK Dollar. The Company continues to manage and monitor these exposures to ensure that appropriate measures are implemented in a timely and effective manner.

Contingent Liability

As at 31 December 2025, the Group had no material contingent liability (31 December 2024: Nil).

Pledge of Assets

The Group did not have pledged assets as at 31 December 2025 (2024: Nil).

FUTURE PROSPECTS

The Company remains cautiously optimistic about the long-term business development across various countries and regions, while continuing to control costs and improve operational efficiency. Premiumisation and diversification strategies are the keys to achieving growth under these evolving market conditions.

Looking ahead, despite persistent external uncertainties is expected to be underpinned by the Hong Kong economy, government initiatives aimed at expanding the outlook economic capacity, enhancing competitiveness, diversifying markets and driving growth through talents and innovation and technology. In response, the Company will continue to introduce premium products that offer superior taste and high-quality ingredients, while further expanding its portfolio to meet rising health-conscious consumer demand to broaden its income base.

In the Chinese Mainland, increasing per capita spending and a narrowing income gap between urban and rural residents continue to underscore significant market potential. Revitalising domestic demand remains a top priority on the government's 2026 economic agenda, as outlined at the Economic Work Conference. The government aims to increase the income levels of both urban and rural residents, further implement special campaigns to stimulate consumption, and unlock additional consumption potential by removing restrictions. In response, the Company will continue to expand its business territory by reinvigorating sales in established regions, developing new sales channels, and penetrating untapped markets.

In Vietnam, the retail sector continues to grow robustly, driven by favourable economic conditions and evolving consumer behaviours. Rising consumer confidence, increasing disposable incomes, a rapidly expanding middle class and accelerating urbanisation are all driving demand for high-quality, health-focused food products from trusted brands. Leveraging these trends, the Company is actively expanding its sales and distribution channels to capture lucrative opportunities.

In Korea, growing health and sustainability awareness is reshaping consumer preferences and creating opportunities for brands that align with these values. As consumers become increasingly mindful of the health implications of their dietary choices, the demand for premium and health-focused food products continues to grow. The Company believes that these trends will support the expansion of its premium healthy snack products within the Korean market.

Australia is witnessing a notable increase in demand for convenient, high-quality frozen foods, driven by fast-paced lifestyles and growing interest in international cuisines, particularly Asian dishes, supported by a steady increase in Asian migration. This trend is expected to continue, creating ample opportunities for the expansion of the premium frozen food market and instant noodle business in Australia and New Zealand.

Building on its solid foundation, product portfolio diversification and premiumisation strategy, the Company is well-positioned to deliver continuous revenue and earnings growth in the coming years. This positive trajectory will be amplified by the expansion of its business territories and the strengthening of its brand recognition across Hong Kong, the Chinese Mainland and other regions.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

During the year under review, there were no material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group and the Group did not hold any significant investments.

SUSTAINABILITY

As a responsible corporate citizen, the Group is committed to protecting consumers' well-being by ensuring a stable and reliable food supply. The Company also attaches tremendous importance to food safety, which is maintained through regular product testing and relevant research and development work. Moreover, the Company has implemented a wide range of environmental measures and policies to reduce its greenhouse gas emissions, plastic consumption and food waste in this new era of global boiling, such as the integration of biomass materials into the production of the selected *Cup Noodles* flavours.

EMPLOYMENT AND REMUNERATION POLICY

As at 31 December 2025, the total number of staff of the Group was 3,592 (31 December 2024: 3,737), with staff costs (excluding directors' remuneration) amounting to approximately HK\$796.7 million for the year. The remuneration package is determined with reference to individual performance, qualification and experience of employees concerned and prevailing industry practices. The Group also provides medical benefits, internal and external training and discretionary bonuses based on individual performance. The share award scheme is in place to provide long-term incentives to the selected key staff of the Group.

CORPORATE GOVERNANCE

The Group is committed to the maintenance of good corporate governance practices as set out in the Code Provisions of the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the Listing Rules. The Company has complied with code provisions as set out in the CG Code for the year ended 31 December 2025 except the following:

Pursuant to Provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Kiyotaka Ando is currently the Chairman of the Board and the Chief Executive Officer, responsible for strategic planning and managing of the Group's overall business and operations. Mr. Ando has been responsible for overall management of the Group since 2009. The Board believes that the current structure enables the Company to make and implement business decision swiftly and effectively which promotes the Group's development in line with other strategies and business direction. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired because of the diverse background and experience of the independent non-executive directors. Further, the Audit Committee, which consists exclusively of independent non-executive directors, has free and direct access to the Company's external auditors and independent professional advisers when it considers necessary.

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with the CG Code. The Audit Committee comprises three Independent Non-executive Directors of the Company. The principal duties of the audit committee include the review of the Group's financial reporting procedures, risk management and internal control and financial results. Disclosure of financial information in this announcement complies with Appendix D2 to the Listing Rules. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2025, including the accounting principles and practices adopted by the Group and discussed auditing, financial reporting matters and results announcement in conjunction with the Company's external auditor.

SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in the preliminary announcement have been agreed by the Group's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the audited consolidated financial statements of the Group for the year as approved by the Board of Directors on 26 March 2026. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Messrs. Deloitte Touche Tohmatsu on the preliminary announcement.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules. Specific enquiry has been made of all Directors confirming that they have complied with the Model Code for the year ended 31 December 2025.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including the sale of treasury shares) for the year ended 31 December 2025. As at 31 December 2025, the Company did not hold any treasury shares.

FINAL DIVIDEND

The Board recommends payment of a final dividend of 15.88 HK cents per share in respect of the year ended 31 December 2025 to be payable to the shareholders of the Company whose names appear on the register of members of the Company as at 10 June 2026. Subject to the approval of the Company's shareholders at the forthcoming annual general meeting of the Company to be held on 3 June 2026 (the "AGM"), the proposed final dividend will be paid to the Company's shareholders on 25 June 2026.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 29 May 2026 to 3 June 2026 both days inclusive during which no transfer of shares will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the AGM will be 3 June 2026. In order to be entitled to attend and vote at the AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 28 May 2026.

For the purpose of determination of entitlements to final dividend, the register of members of the Company will be closed from 11 June 2026 to 15 June 2026 both days inclusive during which no transfer of shares will be registered. The record date for entitlement to the proposed final dividend is 15 June 2026. In order to qualify for final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 10 June 2026.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This results announcement is published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.nissingroup.com.hk. The 2025 Annual Report of the Company will be available on the above websites and be despatched to shareholders of the Company in April 2026.

By order of the Board

Kiyotaka Ando

Chief Executive Officer and Executive Director

Hong Kong, 26 March 2026

As at the date of this announcement, Executive Directors are Mr. Kiyotaka Ando, Mr. Shinji Tatsutani, Mr. Kiyoshi Matsuura, Mr. Katsunori Hiroi, Mr. Xi Xiaotong and Mr. Takayuki Yagi; and Independent Non-executive Directors are Mr. Masaru Takahashi, Professor Lynne Yukie Nakano, Professor Toshiaki Sakai and Professor Keiko Ito.