

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D. C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-37762

Yum China Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

81-2421743

(I.R.S. Employer
Identification No.)

**101 East Park Boulevard, Suite 805
Plano, Texas 75074
United States of America**

**Yum China Building
20 Tian Yao Qiao Road
Shanghai 200030
People's Republic of China**

(Address, Including Zip Code, of Principal Executive Offices)

(469) 980-2898

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	YUMC	New York Stock Exchange
	9987	The Stock Exchange of Hong Kong Limited

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock as of August 3, 2023 was 416,854,531 shares.

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Item 1. Financial Statements

Condensed Consolidated Statements of Income (Unaudited)

Yum China Holdings, Inc.

(in US\$ millions, except per share data)

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Revenues				
Company sales	\$ 2,517	\$ 2,026	\$ 5,289	\$ 4,574
Franchise fees and income	21	19	46	43
Revenues from transactions with franchisees	89	62	182	139
Other revenues	27	21	54	40
Total revenues	2,654	2,128	5,571	4,796
Costs and Expenses, Net				
Company restaurants				
Food and paper	773	627	1,608	1,419
Payroll and employee benefits	665	549	1,348	1,216
Occupancy and other operating expenses	675	605	1,366	1,343
Company restaurant expenses	2,113	1,781	4,322	3,978
General and administrative expenses	153	141	316	292
Franchise expenses	9	8	19	18
Expenses for transactions with franchisees	84	61	175	136
Other operating costs and expenses	24	18	48	35
Closures and impairment expenses, net	14	14	17	16
Other expenses, net	—	24	1	49
Total costs and expenses, net	2,397	2,047	4,898	4,524
Operating Profit	257	81	673	272
Interest income, net	40	14	78	26
Investment (loss) gain	(11)	20	(28)	(17)
Income Before Income Taxes and Equity in				
Net Earnings (Losses) from Equity Method Investments	286	115	723	281
Income tax provision	(71)	(31)	(196)	(86)
Equity in net earnings (losses) from equity method investments	(1)	(1)	—	(2)
Net income – including noncontrolling interests	214	83	527	193
Net income – noncontrolling interests	17	—	41	10
Net Income – Yum China Holdings, Inc.	\$ 197	\$ 83	\$ 486	\$ 183
Weighted-average common shares outstanding (in millions):				
Basic	418	421	418	423
Diluted	422	424	423	427
Basic Earnings Per Common Share	\$ 0.47	\$ 0.20	\$ 1.16	\$ 0.43
Diluted Earnings Per Common Share	\$ 0.47	\$ 0.20	\$ 1.15	\$ 0.43

See accompanying Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Statements of Comprehensive Income (Unaudited)

Yum China Holdings, Inc.

(in US\$ millions)

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Net income – including noncontrolling interests	\$ 214	\$ 83	\$ 527	\$ 193
Other comprehensive loss, net of tax of nil:				
Foreign currency translation adjustments	(259)	(280)	(245)	(267)
Comprehensive (loss) income – including noncontrolling interests	(45)	(197)	282	(74)
Comprehensive (loss) income – noncontrolling interests	(17)	(41)	9	(29)
Comprehensive (Loss) Income – Yum China Holdings, Inc.	\$ (28)	\$ (156)	\$ 273	\$ (45)

See accompanying Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Statements of Cash Flows (Unaudited)

Yum China Holdings, Inc.

(in US\$ millions)

	Year to Date Ended	
	6/30/2023	6/30/2022
Cash Flows – Operating Activities		
Net income – including noncontrolling interests	\$ 527	\$ 193
Depreciation and amortization	228	317
Non-cash operating lease cost	202	230
Closures and impairment expenses	17	16
Investment loss	28	17
Equity in net (earnings) losses from equity method investments	—	2
Distributions of income received from equity method investments	8	—
Deferred income taxes	13	(7)
Share-based compensation expense	29	21
Changes in accounts receivable	2	(17)
Changes in inventories	1	59
Changes in prepaid expenses, other current assets and VAT assets	19	24
Changes in accounts payable and other current liabilities	54	(51)
Changes in income taxes payable	25	6
Changes in non-current operating lease liabilities	(193)	(198)
Other, net	(36)	(3)
Net Cash Provided by Operating Activities	<u>924</u>	<u>609</u>
Cash Flows – Investing Activities		
Capital spending	(332)	(347)
Purchases of short-term investments, long-term bank deposits and notes	(2,172)	(2,145)
Maturities of short-term investments, long-term bank deposits and notes	1,904	2,461
Acquisition of business, net of cash acquired	—	(23)
Other, net	2	2
Net Cash Used in Investing Activities	<u>(598)</u>	<u>(52)</u>
Cash Flows – Financing Activities		
Repurchase of shares of common stock	(122)	(400)
Cash dividends paid on common stock	(108)	(101)
Dividends paid to noncontrolling interests	(28)	(23)
Contributions from noncontrolling interests	35	18
Payment of acquisition related holdback	(3)	(6)
Other, net	(4)	(1)
Net Cash Used in Financing Activities	<u>(230)</u>	<u>(513)</u>
Effect of Exchange Rates on Cash, Cash Equivalents and Restricted Cash	<u>(37)</u>	<u>(33)</u>
Net Increase in Cash, Cash Equivalents and Restricted Cash	59	11
Cash, Cash Equivalents, and Restricted Cash - Beginning of Period	1,130	1,136
Cash, Cash Equivalents, and Restricted Cash - End of Period	<u>\$ 1,189</u>	<u>\$ 1,147</u>
Supplemental Cash Flow Data		
Cash paid for income tax	175	93
Non-cash Investing and Financing Activities		
Capital expenditures included in accounts payable and other current liabilities	153	141

See accompanying Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Balance Sheets

Yum China Holdings, Inc.

(in US\$ millions)

	6/30/2023	12/31/2022
	(Unaudited)	
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 1,189	\$ 1,130
Short-term investments	1,762	2,022
Accounts receivable, net	59	64
Inventories, net	396	417
Prepaid expenses and other current assets	281	307
Total Current Assets	3,687	3,940
Property, plant and equipment, net	2,049	2,118
Operating lease right-of-use assets	2,066	2,219
Goodwill	1,891	1,988
Intangible assets, net	148	159
Long-term bank deposits and notes	1,179	680
Equity investments	323	361
Deferred income tax assets	72	113
Other assets	260	248
Total Assets	11,675	11,826
LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities	2,064	2,098
Income taxes payable	88	68
Total Current Liabilities	2,152	2,166
Non-current operating lease liabilities	1,773	1,906
Non-current finance lease liabilities	41	42
Deferred income tax liabilities	350	390
Other liabilities	142	162
Total Liabilities	4,458	4,666
Redeemable Noncontrolling Interest	12	12
Equity		
Common stock, \$0.01 par value; 1,000 million shares authorized; 417 million shares and 419 million shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	4	4
Additional paid-in capital	4,396	4,390
Retained earnings	2,465	2,191
Accumulated other comprehensive loss	(316)	(103)
Total Yum China Holdings, Inc. Stockholders' Equity	6,549	6,482
Noncontrolling interests	656	666
Total Equity	7,205	7,148
Total Liabilities, Redeemable Noncontrolling Interest and Equity	\$ 11,675	\$ 11,826

See accompanying Notes to Condensed Consolidated Financial Statements.

Condensed Consolidated Statements of Equity (Unaudited)

Yum China Holdings, Inc.

(in US\$ millions)

	Yum China Holdings, Inc.									
	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interest
	Shares*	Amount	Capital	Earnings	Income	Shares	Amount	Interests	Equity	Interest
Balance at March 31, 2023	418	\$ 4	\$ 4,391	\$ 2,374	\$ (91)	—	\$ —	\$ 726	\$ 7,404	\$ 12
Net Income				197				17	214	—
Foreign currency translation adjustments					(225)			(34)	(259)	—
Comprehensive loss									(45)	—
Cash dividends declared (\$0.13 per common share)				(54)					(54)	
Distributions to/contributions from noncontrolling interests								(53)	(53)	
Repurchase and retirement of shares	(1)	—	(11)	(52)					(63)	
Exercise and vesting of share-based awards	—	—	—							
Share-based compensation			16						16	
Balance at June 30, 2023	417	\$ 4	\$ 4,396	\$ 2,465	\$ (316)	—	\$ —	\$ 656	\$ 7,205	\$ 12
Balance at March 31, 2022	449	\$ 4	\$ 4,704	\$ 2,941	\$ 279	(26)	\$ (1,035)	\$ 801	\$ 7,694	\$ 14
Net Income				83					83	—
Foreign currency translation adjustments					(239)			(41)	(280)	—
Comprehensive loss									(197)	—
Cash dividends declared (\$0.12 per common share)				(50)					(50)	
Repurchase and retirement of shares	(30)	—	(312)	(891)		26	1,035		(168)	
Exercise and vesting of share-based awards	—	—	—							
Share-based compensation			10						10	
Acquisition of noncontrolling interest										(1)
Balance at June 30, 2022	420	\$ 4	\$ 4,402	\$ 2,083	\$ 40	—	\$ —	\$ 760	\$ 7,289	\$ 13

Yum China Holdings, Inc.

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interest
	Shares*	Amount	Capital	Earnings	(Loss) Income	Shares	Amount	Interests	Equity	Interest
Balance at December 31, 2022	419	\$ 4	\$ 4,390	\$ 2,191	\$ (103)	—	\$ —	\$ 666	\$ 7,148	\$ 12
Net Income				486				41	527	—
Foreign currency translation adjustments					(213)			(32)	(245)	—
Comprehensive income									282	—
Cash dividends declared (\$0.26 per common share)				(108)					(108)	
Distributions to/contributions from noncontrolling interests								(19)	(19)	
Repurchase and retirement of shares	(2)	—	(21)	(104)		—	—		(125)	
Exercise and vesting of share-based awards	1	—	(2)						(2)	
Share-based compensation			29						29	
Balance at June 30, 2023	417	\$ 4	\$ 4,396	\$ 2,465	\$ (316)	—	\$ —	\$ 656	\$ 7,205	\$ 12
Balance at December 31, 2021	449	\$ 4	\$ 4,695	\$ 2,892	\$ 268	(21)	\$ (803)	\$ 852	\$ 7,908	\$ 14
Net Income				183				10	193	—
Foreign currency translation adjustments					(228)			(39)	(267)	—
Comprehensive loss									(74)	—
Cash dividends declared (\$0.24 per common share)				(101)					(101)	
Distributions to/contributions from noncontrolling interests								(63)	(63)	
Repurchase and retirement of shares	(30)	—	(312)	(891)		21	803		(400)	
Exercise and vesting of share-based awards	1	—	(2)						(2)	
Share-based compensation			21						21	
Acquisition of noncontrolling interest									—	(1)
Balance at June 30, 2022	420	\$ 4	\$ 4,402	\$ 2,083	\$ 40	—	\$ —	\$ 760	\$ 7,289	\$ 13

*: Shares may not add due to rounding.

See accompanying Notes to Condensed Consolidated Financial Statements.

Notes to Condensed Consolidated Financial Statements (Unaudited)

(Tabular amounts in US\$ millions, except as otherwise noted)

Note 1 – Description of Business

Yum China Holdings, Inc. (“Yum China” and, together with its subsidiaries, the “Company,” “we,” “us” and “our”) was incorporated in Delaware on April 1, 2016.

The Company owns, franchises or has ownership in entities that own and operate restaurants (also referred to as “stores” or “units”) under the KFC, Pizza Hut, Taco Bell, Lavazza, Little Sheep and Huang Ji Huang concepts (collectively, the “concepts”). In connection with the separation of the Company in 2016 from its former parent company, Yum! Brands, Inc. (“YUM”), a master license agreement was entered into between Yum Restaurants Consulting (Shanghai) Company Limited (“YCCL”), a wholly-owned indirect subsidiary of the Company and YUM, through YRI China Franchising LLC, a subsidiary of YUM, effective from January 1, 2020 and previously through Yum! Restaurants Asia Pte. Ltd., another subsidiary of YUM, from October 31, 2016 to December 31, 2019, for the exclusive right to use and sublicense the use of intellectual property owned by YUM and its subsidiaries for the development and operation of the KFC, Pizza Hut and, subject to achieving certain agreed-upon milestones amended in April 2022, Taco Bell brands and their related marks and other intellectual property rights for restaurant services in the People’s Republic of China (the “PRC” or “China”), excluding Hong Kong, Macau and Taiwan. The term of the license is 50 years from October 31, 2016 for the KFC and Pizza Hut brands and, subject to achieving certain agreed-upon milestones, 50 years from April 15, 2022 for the Taco Bell brand, with automatic renewals for additional consecutive renewal terms of 50 years each, subject only to us being in “good standing” and unless we give notice of our intent not to renew. In exchange, we pay a license fee to YUM equal to 3% of net system sales from both our Company and franchise restaurants. We own the intellectual property of Little Sheep and Huang Ji Huang and pay no license fee related to these concepts.

In 1987, KFC was the first major global restaurant brand to enter China. As of June 30, 2023, there were over 9,500 KFC stores in China. We maintain a controlling interest of 58%, 70%, 83%, 92% and approximately 60% in the entities that own and operate the KFCs in and around Shanghai, Beijing, Wuxi, Suzhou and Hangzhou, respectively.

The first Pizza Hut in China opened in 1990. As of June 30, 2023, there were over 3,000 Pizza Hut restaurants in China.

In the second quarter of 2020, the Company partnered with Luigi Lavazza S.p.A. (“Lavazza Group”), the world renowned family-owned Italian coffee company, and entered into a joint venture to explore and develop the Lavazza coffee concept in China. In September 2021, the Company and Lavazza Group entered into agreements for the previously formed joint venture (“Lavazza joint venture”) to accelerate the expansion of Lavazza coffee shops in China. Upon execution of these agreements, the Company controls and consolidates the joint venture with its 65% equity interest. The acquisition was considered immaterial.

In 2017, the Company acquired a controlling interest in the holding company of DAOJIA.com.cn (“Daojia”), an online food delivery service provider in China. This business was extended to also include a team managing the delivery services for restaurants, including restaurants in our system, with their results reported under our delivery operating segment.

As part of our strategy to drive growth from off-premise occasions, we also developed our own retail brand operations, Shaofaner, which sells packaged foods through online and offline channels. The operating results of Shaofaner are included in our e-commerce business operating segment.

The Company has two reportable segments: KFC and Pizza Hut. Our remaining operating segments, including the operations of Taco Bell, Lavazza, Little Sheep, Huang Ji Huang, our delivery operating segment and our e-commerce business, are combined and referred to as All Other Segments, as those operating segments are insignificant both individually and in the aggregate. For 2022, All Other Segments also included COFFii & JOY and East Dawning. The Company decided to wind down the operations of the East Dawning brand in 2021, and closed all stores by March 2022. In addition, the Company decided to wind down the operations of COFFii & JOY and closed all stores in 2022. Additional details on our segment reporting are included in Note 14.

The Company’s common stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “YUMC”. On September 10, 2020, the Company completed a secondary listing of its common stock on the Main Board of the Hong Kong Stock Exchange (“HKEX”) under the stock code “9987,” in connection with a global offering of 41,910,700 shares of its common stock. Net proceeds raised by the Company from the global offering after deducting underwriting fees and the offering expenses amounted to \$2.2 billion. On October 24, 2022, the Company’s voluntary conversion of its secondary listing status to a primary listing status on the HKEX became effective (“Primary Conversion”) and the Company became a dual primary listed company on the NYSE and HKEX. On the same day, the Company’s shares of common stock traded on the HKEX were included in the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. The Company’s common stock listed on the NYSE and HKEX continue to be fully fungible.

Note 2 – Basis of Presentation

Our preparation of the accompanying Condensed Consolidated Financial Statements in conformity with Generally Accepted Accounting Principles in the United States of America (“GAAP”) requires us to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

We have prepared the Condensed Consolidated Financial Statements in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. The Condensed Consolidated Financial Statements include all normal and recurring adjustments considered necessary to present fairly our financial position as of June 30, 2023, and our results of operations, comprehensive income and statements of equity for the quarters and years to date ended June 30, 2023 and 2022, and cash flows for the years to date ended June 30, 2023 and 2022. Our results of operations, comprehensive income and cash flows for these interim periods are not necessarily indicative of the results to be expected for the full year. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K as filed with the SEC on March 1, 2023.

Through the acquisition of Daojia, the Company also acquired a variable interest entity (“VIE”) and subsidiaries of the VIE effectively controlled by Daojia. There exists a parent-subsidiary relationship between Daojia and its VIE as a result of certain exclusive agreements that require Daojia to consolidate its VIE and subsidiaries of the VIE because Daojia is the primary beneficiary that possesses the power to direct the activities of the VIE that most significantly impact its economic performance, and is entitled to substantially all of the profits and has the obligation to absorb all of the expected losses of the VIE. The acquired VIE and its subsidiaries were considered immaterial, both individually and in the aggregate. The results of Daojia’s operations have been included in the Company’s Condensed Consolidated Financial Statements since the acquisition date.

Certain comparative items in the Condensed Consolidated Financial Statements have been reclassified to conform to the current period’s presentation to facilitate comparison.

Recently Adopted Accounting Pronouncements

In October 2021, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2021-08 *Business Combinations (Topic 805) — Accounting for Contract Assets and Contract Liabilities from Contracts with Customers* (“ASU 2021-08”). It requires issuers to apply ASC 606 *Revenue from Contracts with Customers* to recognize and measure contract assets and contract liabilities from contracts with customers acquired in a business combination. We adopted this standard on January 1, 2023, and such adoption did not have a material impact on our financial statements.

In March 2022, the FASB issued ASU 2022-01 *Fair Value Hedging—Portfolio Layer Method* (“ASU 2022-01”), which allows entities to expand their use of the portfolio layer method for fair value hedges of interest rate risk. Under the guidance, entities can hedge all financial assets under the portfolio layer method and designate multiple hedged layers within a single closed portfolio. The guidance also clarifies the accounting for fair value hedge basis adjustments in portfolio layer hedges and how these adjustments should be disclosed. We adopted this standard on January 1, 2023, and such adoption did not have a material impact on our financial statements.

In March 2022, the FASB issued ASU 2022-02 *Financial Instrument—Credit Losses* (“ASU 2022-02”), amending ASC 310 to eliminate the recognition and measurement guidance for a troubled debt restructuring for creditors that have adopted ASC 326 and requiring them to make enhanced disclosures about loan modifications for borrowers experiencing financial difficulty. The guidance also requires entities to present gross write-offs by year of origination in their vintage disclosures. We adopted this standard on January 1, 2023, and such adoption did not have a material impact on our financial statements.

In June 2022, the FASB issued ASU 2022-03 *Fair Value Measurement—Fair Value Measurement of Equity Securities Subject to Contractual Sale Restriction* (“ASU 2022-03”), clarifying that a contractual restriction on sales of an equity security is not considered part of the unit of account of the equity security, and therefore, is not considered when measuring fair value. The guidance also clarifies that a contractual sales restriction should not be recognized as a separate unit of account. We adopted this standard on January 1, 2023, and such adoption did not have a material impact on our financial statements.

In September 2022, the FASB issued ASU 2022-04 *Liabilities—Disclosure of Supplier Finance Program Obligations* (“ASU 2022-04”), requiring entities that use supplier finance programs in connection with the purchase of goods and services to disclose the key terms of the programs and information about their obligations outstanding at the end of the reporting period. We adopted this standard on January 1, 2023, and such adoption did not have a material impact on our financial statements.

Note 3 – Business Acquisitions and Equity Investments

Consolidation of Hangzhou KFC and Equity Investment in Hangzhou Catering

In the fourth quarter of 2021, the Company completed its investment in a 28% equity interest in Hangzhou Catering for cash consideration of \$255 million. Hangzhou Catering holds a 45% equity interest in Hangzhou KFC, of which the Company previously held a 47% equity interest. Along with the investment, the Company also obtained two additional seats on the board of directors of Hangzhou KFC. Upon completion of the transaction, the Company directly and indirectly holds an approximately 60% equity interest in Hangzhou KFC and has majority representation on the board, and thus obtained control over Hangzhou KFC and started to consolidate its results from the acquisition date.

As a result of the acquisition of Hangzhou KFC, \$66 million of the purchase price was allocated to the reacquired franchise right, which is amortized over the remaining franchise contract period of 1 year.

In addition to its equity interest in Hangzhou KFC, Hangzhou Catering operates approximately 60 Chinese dining restaurants under four time-honored brands and a food processing business. The Company applies the equity method of accounting to the 28% equity interest in Hangzhou Catering excluding the Hangzhou KFC business and classified this investment in Equity investments based on its then fair value. The Company elected to report its share of Hangzhou Catering's financial results with a one-quarter lag because its results are not available in time for the Company to record them in the concurrent period. The Company's equity losses from Hangzhou Catering, net of taxes, were immaterial for both the quarters and years to date ended June 30, 2023 and 2022, and included in Equity in net earnings (losses) from equity method investments in our Condensed Consolidated Statement of Income. As of June 30, 2023 and December 31, 2022, the carrying amount of the Company's equity method investment in Hangzhou Catering was \$39 million and \$37 million, respectively, exceeding the Company's interest in Hangzhou Catering's underlying net assets by \$24 million and \$26 million, respectively. Substantially all of this difference was attributable to its self-owned properties and impact of related deferred tax liabilities determined upon acquisition, which is being depreciated over a weighted-average remaining useful life of 20 years.

Consolidation of Suzhou KFC

In the third quarter of 2020, the Company completed the acquisition of an additional 25% equity interest in Suzhou KFC for cash consideration of \$149 million, increasing its equity interest to 72%, and thus the Company obtained control over Suzhou KFC and started to consolidate its results from the acquisition date.

As a result of the acquisition of Suzhou KFC, \$61 million of the purchase price was allocated to the reacquired franchise right, which is amortized over the remaining franchise contract period of 2.4 years.

In December 2022, the Company acquired an additional 20% equity interest in Suzhou KFC for cash consideration of \$115 million, bringing its total ownership to 92%. As the Company has previously obtained control of Suzhou KFC, this transaction was accounted for as an equity transaction. Upon completion of the transaction, the excess of purchase consideration over the carrying amount of the non-controlling interests was \$15 million, which was recorded in Additional paid-in capital.

As a result of the acquisitions of all former unconsolidated affiliates that operate our concepts by December 2021, the Company consolidated their results since their respective acquisition dates, and therefore we no longer have franchise fees and expenses and revenues and expenses from transactions with unconsolidated affiliates for the quarters and years to date ended June 30, 2023 and 2022.

Fujian Sunner Development Co., Ltd. (“Sunner”) Investment

In the first quarter of 2021, the Company acquired a 5% equity interest in Sunner, a Shenzhen Stock Exchange-listed company, for a total consideration of approximately \$261 million. Sunner is China's largest white-feathered chicken producer and the Company's largest poultry supplier. The Company then accounted for the equity securities at fair value based on their closing market price on each measurement date.

In May 2021, a senior executive of the Company was nominated and appointed to Sunner's board of directors upon Sunner's shareholder approval. Through this representation, the Company participates in Sunner's policy making process. The representation on the board, along with the Company being one of Sunner's significant shareholders, provides the Company with the ability to exercise significant influence over the operating and financial policies of Sunner. As a result, the Company started to apply the equity method of accounting to the investment in May 2021 based on its then fair value. The Company elected to report its share of Sunner's financial results with a one-quarter lag because Sunner's results are not available in time for the Company to record them in the concurrent period. In the quarters and years to date ended June 30, 2023 and 2022, the Company's equity income from Sunner, net of taxes, was immaterial, which was included in Equity in net earnings (losses) from equity method investments in our Condensed Consolidated Statement of Income.

The Company purchased inventories of \$137 million and \$99 million from Sunner for the quarters ended June 30, 2023 and 2022, respectively, and \$256 million and \$191 million for the years to date ended June 30, 2023 and 2022, respectively. The Company's accounts payable and other current liabilities due to Sunner were \$60 million and \$53 million as of June 30, 2023 and December 31, 2022, respectively.

As of June 30, 2023 and December 31, 2022, the Company's investment in Sunner was classified in Equity investments and the carrying amounts were \$216 million and \$227 million, respectively, exceeding the Company's interest in Sunner's underlying net assets by \$149 million and \$157 million, respectively. As of June 30, 2023 and December 31, 2022, \$16 million and \$18 million of these basis differences were related to finite-lived intangible assets determined upon acquisition, respectively, which are being amortized over the estimated useful life of 20 years. The remaining differences were related to goodwill and indefinite-lived intangible assets, which are not subject to amortization, as well as deferred tax liabilities impact. As of June 30, 2023 and December 31, 2022, the market value of the Company's investment in Sunner was \$164 million and \$214 million based on its quoted closing price, respectively.

Meituan Dianping ("Meituan") Investment

In the third quarter of 2018, the Company subscribed for 8.4 million, or less than 1%, of the ordinary shares of Meituan, an e-commerce platform for services in China, for a total consideration of approximately \$74 million, when it launched its initial public offering on the HKEX in September 2018. In the second quarter of 2020, the Company sold 4.2 million of the ordinary shares of Meituan.

The Company accounts for the equity securities at fair value with subsequent fair value changes recorded in our Condensed Consolidated Statements of Income. The fair value of the investment in Meituan is determined based on the closing market price for the shares at the end of each reporting period. The fair value change, to the extent the closing market price of shares of Meituan as of the end of reporting period is higher than our cost, is subject to U.S. tax.

A summary of pre-tax gains or losses on investment in equity securities of Meituan recognized, which were included in Investment gain or loss in our Condensed Consolidated Statements of Income, is as follows:

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Unrealized (losses) gains recorded on equity securities still held as of the end of the period	\$ (12)	\$ 20	\$ (29)	\$ (18)

Note 4 – Revenue Recognition

The Company's revenues include Company sales, Franchise fees and income, Revenues from transactions with franchisees, and Other revenues.

Company Sales

Revenues from Company-owned restaurants are recognized when a customer takes possession of the food and tenders payment, which is when our obligation to perform is satisfied. The Company presents sales net of sales-related taxes. We also offer our customers delivery through both our own mobile applications and third-party aggregators' platforms, and we primarily use our dedicated riders to deliver orders. When orders are fulfilled by our dedicated riders, we control and determine the price for the delivery service and generally recognize revenue, including delivery fees, when a customer takes possession of the food. When orders are fulfilled by the delivery staff of third-party aggregators, who control and determine the price for the delivery service, we recognize revenue, excluding delivery fees, when control of the food is transferred to the third-party aggregators' delivery staff. The payment terms with respect to these sales are short-term in nature.

We recognize revenues from prepaid stored-value products, including gift cards and product vouchers, when they are redeemed by the customer. Prepaid gift cards sold at any given point generally expire over the next 36 months, and product vouchers generally expire over a period of up to 12 months. We recognize breakage revenue, which is the amount of prepaid stored-value products that is not expected to be redeemed, either (1) proportionally in earnings as redemptions occur, in situations where the Company expects to be entitled to a breakage amount, or (2) when the likelihood of redemption is remote, in situations where the Company does not expect to be entitled to breakage, provided that there is no requirement for remitting balances to government agencies under unclaimed property laws. The Company reviews its breakage estimates at least annually based upon the latest available information regarding redemption and expiration patterns.

Our privilege membership programs offer privilege members rights to multiple benefits, such as free delivery and discounts on certain products. For certain privilege membership programs offering a pre-defined amount of benefits that can be redeemed ratably over the membership period, revenue is ratably recognized over the period based on the elapse of time. With respect to privilege membership programs offering members a mix of distinct benefits, including a welcome gift and assorted discount coupons with pre-defined quantities, consideration collected is allocated to the benefits provided based on their relative standalone selling price and revenue is recognized when food or services are delivered or the benefits expire. In determining the relative standalone selling price of the benefits, the Company considers likelihood of future redemption based on historical redemption pattern and reviews such estimates periodically based upon the latest available information regarding redemption and expiration patterns.

Franchise Fees and Income

Franchise fees and income primarily include upfront franchise fees, such as initial fees and renewal fees, and continuing fees. We have determined that the services we provide in exchange for upfront franchise fees and continuing fees are highly interrelated with the franchise right. We recognize upfront franchise fees received from a franchisee as revenue over the term of the franchise agreement or the renewal agreement because the franchise rights are accounted for as rights to access our symbolic intellectual property. The franchise agreement term is generally 10 years for KFC and Pizza Hut, generally five years for Little Sheep and three to 10 years for Huang Ji Huang. We recognize continuing fees, which are based upon a percentage of franchisee sales, as those sales occur.

Revenues from Transactions with Franchisees

Revenues from transactions with franchisees consist primarily of sales of food and paper products, advertising services, delivery services and other services provided to franchisees.

The Company centrally purchases substantially all food and paper products from suppliers for substantially all of our restaurants, including franchisees, and then sells and delivers them to the restaurants. In addition, the Company owns seasoning facilities for its Chinese dining business unit, which manufacture and sell seasoning products to Huang Ji Huang and Little Sheep franchisees. The Company also provides delivery services to franchisees. The performance obligation arising from such transactions is considered distinct from the franchise agreement as it is not highly dependent on the franchise agreement and the customer can benefit from such services on its own. We consider ourselves the principal in this arrangement as we have the ability to control a promised good or service before transferring that good or service to the franchisees. Revenue is recognized upon transfer of control over ordered items or services, generally upon delivery to the franchisees.

For advertising services, the Company often engages third parties to provide services and acts as a principal in the transaction based on our responsibilities of defining the nature of the services and administering and directing all marketing and advertising programs in accordance with the provisions of our franchise agreements. The Company collects advertising contributions, which are generally based on certain percentage of sales from substantially all of our restaurants, including franchisees. Other services provided to franchisees consist primarily of customer and technology support services. Advertising services and other services provided are highly interrelated to franchise right, and are not considered individually distinct. We recognize revenue when the related sales occur.

Other Revenues

Other revenues primarily include i) sales of products to customers through e-commerce channels and the sale of our seasoning products to distributors, and ii) revenues from logistics and warehousing services provided to third parties through our supply chain network. Our segment disclosures also include revenues relating to delivery services that were provided to our Company-owned restaurants and, therefore, were eliminated for consolidation purposes.

Other revenues are recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Loyalty Programs

Each of the Company's KFC and Pizza Hut reportable segments operates a loyalty program that allows registered members to earn points for each qualifying purchase. Points, which generally expire 18 months after being earned, may be redeemed for future purchases of KFC or Pizza Hut branded products or other products for free or at a discounted price. Points cannot be redeemed or exchanged for cash. The estimated value of points earned by the loyalty program members is recorded as a reduction of revenue at the time the points are earned, based on the percentage of points that are projected to be redeemed, with a corresponding deferred revenue liability included in Accounts payable and other current liabilities on the Condensed Consolidated Balance Sheets and subsequently recognized into revenue when the points are redeemed or expire. The Company estimates the value of the future redemption obligations based on the estimated value of the product for which points are expected to be redeemed and historical redemption patterns and reviews such estimates periodically based upon the latest available information regarding redemption and expiration patterns.

Disaggregation of Revenue

The following tables present revenue disaggregated by types of arrangements and segments:

Quarter Ended 6/30/2023							
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Combined	Elimination	Consolidated
Company sales	\$ 1,954	\$ 546	\$ 17	\$ —	\$ 2,517	\$ —	\$ 2,517
Franchise fees and income	15	2	4	—	21	—	21
Revenues from transactions with franchisees	11	1	17	60	89	—	89
Other revenues	4	5	144	10	163	(136)	27
Total revenues	<u>\$ 1,984</u>	<u>\$ 554</u>	<u>\$ 182</u>	<u>\$ 70</u>	<u>\$ 2,790</u>	<u>\$ (136)</u>	<u>\$ 2,654</u>

Quarter Ended 6/30/2022							
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Combined	Elimination	Consolidated
Company sales	\$ 1,571	\$ 443	\$ 12	\$ —	\$ 2,026	\$ —	\$ 2,026
Franchise fees and income	13	2	4	—	19	—	19
Revenues from transactions with franchisees	7	1	7	47	62	—	62
Other revenues	3	2	119	9	133	(112)	21
Total revenues	<u>\$ 1,594</u>	<u>\$ 448</u>	<u>\$ 142</u>	<u>\$ 56</u>	<u>\$ 2,240</u>	<u>\$ (112)</u>	<u>\$ 2,128</u>

Year to Date Ended 6/30/2023							
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Combined	Elimination	Consolidated
Company sales	\$ 4,120	\$ 1,137	\$ 32	\$ —	\$ 5,289	\$ —	\$ 5,289
Franchise fees and income	32	4	10	—	46	—	46
Revenues from transactions with franchisees	21	2	36	123	182	—	182
Other revenues	9	8	306	20	343	(289)	54
Total revenues	<u>\$ 4,182</u>	<u>\$ 1,151</u>	<u>\$ 384</u>	<u>\$ 143</u>	<u>\$ 5,860</u>	<u>\$ (289)</u>	<u>\$ 5,571</u>

Year to Date Ended 6/30/2022							
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Combined	Elimination	Consolidated
Company sales	\$ 3,562	\$ 985	\$ 27	\$ —	\$ 4,574	\$ —	\$ 4,574
Franchise fees and income	29	4	10	—	43	—	43
Revenues from transactions with franchisees	15	2	18	104	139	—	139
Other revenues	5	4	250	19	278	(238)	40
Total revenues	<u>\$ 3,611</u>	<u>\$ 995</u>	<u>\$ 305</u>	<u>\$ 123</u>	<u>\$ 5,034</u>	<u>\$ (238)</u>	<u>\$ 4,796</u>

Accounts Receivable

Accounts receivable primarily consist of trade receivables and royalties from franchisees, and are generally due within 30 days of the period in which the corresponding sales occur. Our provision of credit losses for accounts receivable is based upon the current expected credit losses (“CECL”) model. The CECL model requires an estimate of the credit losses expected over the life of accounts receivable since initial recognition, and accounts receivable with similar risk characteristics are grouped together when estimating CECL. In assessing the CECL, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical credit loss experience, adjusted for relevant factors impacting collectability and forward-looking information indicative of external market conditions. While we use the best information available in making our determination, the ultimate recovery of recorded receivables is also dependent upon future economic events and other conditions that may be beyond our control. Accounts receivable that are ultimately deemed to be uncollectible, and for which collection efforts have been exhausted, are written off against the allowance for doubtful accounts. As of June 30, 2023 and December 31, 2022, the ending balances of provision for accounts receivable were both \$2 million, and amounts of accounts receivable past due were immaterial.

Costs to Obtain Contracts

Costs to obtain contracts consist of upfront franchise fees that we paid to YUM prior to the separation in relation to initial fees or renewal fees we received from franchisees, as well as license fees that are payable to YUM in relation to our deferred revenue of prepaid stored-value products, privilege membership programs and customer loyalty programs. They meet the requirements to be capitalized as they are incremental costs of obtaining contracts with customers and the Company expects to generate future economic benefits from such costs incurred. Such costs to obtain contracts are included in Other assets on the Condensed Consolidated Balance Sheets and are amortized on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. Subsequent to the separation, we are no longer required to pay YUM initial or renewal fees that we receive from franchisees. The Company did not incur any impairment losses related to costs to obtain contracts during any of the periods presented. Costs to obtain contracts were both \$6 million at June 30, 2023 and December 31, 2022, respectively.

Contract Liabilities

Contract liabilities at June 30, 2023 and December 31, 2022 were as follows:

Contract liabilities	6/30/2023	12/31/2022
– Deferred revenue related to prepaid stored-value products	\$ 133	\$ 139
– Deferred revenue related to upfront franchise fees	32	32
– Deferred revenue related to customer loyalty programs	22	23
– Deferred revenue related to privilege membership programs	19	16
Total	\$ 206	\$ 210

Contract liabilities primarily consist of deferred revenue related to prepaid stored-value products, privilege membership programs, customer loyalty programs and upfront franchise fees. Deferred revenue related to prepaid stored-value products, privilege membership programs and customer loyalty programs is included in Accounts payable and other current liabilities in the Condensed Consolidated Balance Sheets. Deferred revenue related to upfront franchise fees that we expect to recognize as revenue in the next 12 months is included in Accounts payable and other current liabilities, and the remaining balance is included in Other liabilities in the Condensed Consolidated Balance Sheets. Revenue recognized that was included in the contract liability balance at the beginning of each period amounted to \$72 million and \$51 million for the quarters ended June 30, 2023 and 2022, respectively, and \$81 million and \$86 million for the years to date ended June 30, 2023 and 2022, respectively. Changes in contract liability balances were not materially impacted by business acquisition, change in estimate of transaction price or any other factors during any of the periods presented.

The Company has elected, as a practical expedient, not to disclose the value of remaining performance obligations associated with sales-based royalty promised to franchisees in exchange for franchise right and other related services. The remaining duration of the performance obligation is the remaining contractual term of each franchise agreement. We recognize continuing franchisee fees and revenues from advertising services and other services provided to franchisees based on a certain percentage of sales, as those sales occur.

Note 5 – Earnings Per Common Share (“EPS”)

The following table summarizes the components of basic and diluted EPS (in millions, except per share data):

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Net Income – Yum China Holdings, Inc.	\$ 197	\$ 83	\$ 486	\$ 183
Weighted-average common shares outstanding (for basic calculation) ^(a)	418	421	418	423
Effect of dilutive share-based awards ^(a)	4	3	5	4
Weighted-average common and dilutive potential common shares outstanding (for diluted calculation) ^(a)	422	424	423	427
Basic Earnings Per Common Share	\$ 0.47	\$ 0.20	\$ 1.16	\$ 0.43
Diluted Earnings Per Common Share	\$ 0.47	\$ 0.20	\$ 1.15	\$ 0.43
Share-based awards excluded from the diluted EPS computation ^(b)	2	4	2	4

(a) As a result of the separation, shares of Yum China common stock were distributed to YUM’s shareholders of record as of October 19, 2016 and were included in the calculated weighted-average common shares outstanding. Holders of outstanding YUM equity awards generally received both adjusted YUM awards and Yum China awards, or adjusted awards of either YUM or Yum China in their entirety. Any subsequent exercise of these awards, whether held by the Company’s employees or YUM’s employees, would increase the number of common shares outstanding. The incremental shares arising from outstanding equity awards are included in the computation of diluted EPS, if there is dilutive effect.

- (b) These outstanding stock appreciation rights (“SARs”), restricted stock units (“RSUs”) and performance stock units (“PSUs”) were excluded from the computation of diluted EPS because to do so would have been antidilutive for the periods presented, or because certain PSUs are contingently issuable based on the achievement of performance and market conditions, which have not been met as of June 30, 2023 and 2022.

Note 6 – Equity

Share Repurchase and Retirement

Our Board of Directors has authorized an aggregate of \$2.4 billion for our share repurchase program. During the years to date ended June 30, 2023 and 2022, the Company repurchased 2.1 million shares of common stock for \$124 million, and 9.0 million shares of common stock for \$400 million, respectively, under the repurchase program. The total repurchase cost included \$2 million settled subsequent to June 30, 2023, for shares repurchased with trade dates on and prior to June 30, 2023. As of June 30, 2023, approximately \$1.0 billion remained available for future share repurchases under the authorization.

The Inflation Reduction Act of 2022 (“IRA”), which is discussed further in Note 13, imposes an excise tax of 1% on net share repurchases that occur after December 31, 2022. Estimated excise tax on net share repurchases was recognized as part of the cost of the shares repurchased, which amounted to \$1 million for the year to date ended June 30, 2023.

Note 7 – Items Affecting Comparability of Net Income

Impact of COVID-19 Pandemic

Starting in the first quarter of 2020, the COVID-19 pandemic significantly impacted the Company’s operations and caused significant volatility in our operations. During the quarter and year to date ended June 30, 2023, sales rebounded significantly year-over-year. The Company’s strong sales growth was driven by our continued tremendous efforts in seizing opportunities as the country pivoted from strict COVID-19 measures. Margins also improved substantially, primarily benefiting from sales leveraging and ongoing benefits of cost structure rebasing efforts, which contributed to the year-over-year operating profit growth. Operating profit was \$257 million and \$81 million for the quarters ended June 30, 2023 and 2022, respectively, and \$673 million and \$272 million for the years to date ended June 30, 2023 and 2022, respectively.

Fair Value Changes for Investment in Equity Securities

In September 2018, we invested in the equity securities of Meituan, the fair value of which is determined based on the closing market price for the shares at the end of each reporting period, with subsequent fair value changes recorded as Investment loss in our Condensed Consolidated Statements of Income. We recorded related pre-tax unrealized investment loss of \$12 million and pre-tax unrealized investment gain of \$20 million for the quarters ended June 30, 2023 and 2022, respectively, and pre-tax unrealized investment loss of \$29 million and \$18 million for the years to date ended June 30, 2023 and 2022, respectively.

See Note 3 for additional information on our investment in Meituan.

Note 8 – Other Expenses, net

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Amortization of reacquired franchise rights ^(a)	\$ —	\$ 24	\$ 2	\$ 50
Foreign exchange impact and others	—	—	(1)	(1)
Other expenses, net	\$ —	\$ 24	\$ 1	\$ 49

- (a) As a result of the acquisition of Hangzhou KFC, Suzhou KFC and Wuxi KFC, \$66 million, \$61 million and \$61 million of the purchase price were allocated to intangible assets related to reacquired franchise rights, respectively, which are being amortized over the remaining franchise contract period of 1 year, 2.4 years and 5 years. The above reacquired franchise rights were substantially amortized as of December 31, 2022 and resulted in the decrease of amortization expenses in the quarter and year to date ended June 30, 2023.

Note 9 – Supplemental Balance Sheet Information

<u>Accounts Receivable, net</u>	6/30/2023	12/31/2022
Accounts receivable, gross	\$ 61	\$ 66
Allowance for doubtful accounts	(2)	(2)
Accounts receivable, net	\$ 59	\$ 64

<u>Prepaid Expenses and Other Current Assets</u>	<u>6/30/2023</u>	<u>12/31/2022</u>
VAT assets	\$ 75	\$ 88
Receivables from payment processors and aggregators	44	53
Interest receivables	38	31
Deposits, primarily lease deposits	24	24
Dividends receivable from equity method investees	8	6
Other prepaid expenses and current assets	92	105
Prepaid expenses and other current assets	<u>\$ 281</u>	<u>\$ 307</u>
<u>Property, Plant and Equipment (“PP&E”)</u>	<u>6/30/2023</u>	<u>12/31/2022</u>
Buildings and improvements, and construction in progress	\$ 2,837	\$ 2,912
Finance leases, primarily buildings	62	62
Machinery and equipment	1,594	1,612
PP&E, gross	4,493	4,586
Accumulated depreciation	(2,444)	(2,468)
PP&E, net	<u>\$ 2,049</u>	<u>\$ 2,118</u>
<u>Equity Investments</u>	<u>6/30/2023</u>	<u>12/31/2022</u>
Investment in equity method investees	\$ 257	\$ 266
Investment in equity securities	66	95
Equity investments	<u>\$ 323</u>	<u>\$ 361</u>
<u>Other Assets</u>	<u>6/30/2023</u>	<u>12/31/2022</u>
Land use right	\$ 115	\$ 123
Long-term deposits, primarily lease deposits	86	90
Prepayment for acquisition of PP&E ^(a)	30	6
Costs to obtain contracts	6	6
VAT assets	5	5
Others	18	18
Other assets	<u>\$ 260</u>	<u>\$ 248</u>

(a) The increase was primarily due to a prepayment made in relation to the acquisition of a building located in Shanghai to house the Company’s headquarters and flagship stores, which is currently expected to be delivered to the Company around 2026.

<u>Accounts Payable and Other Current Liabilities</u>	<u>6/30/2023</u>	<u>12/31/2022</u>
Accounts payable	\$ 740	\$ 727
Operating lease liabilities	404	448
Accrued compensation and benefits	290	285
Contract liabilities	179	182
Accrued capital expenditures	153	181
Dividends payable	88	51
Accrued marketing expenses	85	72
Other current liabilities	125	152
Accounts payable and other current liabilities	<u>\$ 2,064</u>	<u>\$ 2,098</u>
<u>Other Liabilities</u>	<u>6/30/2023</u>	<u>12/31/2022</u>
Accrued income tax payable	\$ 35	\$ 52
Contract liabilities	27	28
Other non-current liabilities	80	82
Other liabilities	<u>\$ 142</u>	<u>\$ 162</u>

Note 10 – Goodwill and Intangible Assets

The changes in the carrying amount of goodwill are as follows:

	Total Company	KFC	Pizza Hut	All Other Segments
Balance as of December 31, 2022				
Goodwill, gross	\$ 2,379	\$ 1,893	\$ 19	\$ 467
Accumulated impairment losses ^(a)	(391)	—	—	(391)
Goodwill, net	1,988	1,893	19	76
Effect of currency translation adjustments	(97)	(92)	(1)	(4)
Balance as of June 30, 2023				
Goodwill, gross	2,282	1,801	18	463
Accumulated impairment losses ^(a)	(391)	—	—	(391)
Goodwill, net	\$ 1,891	\$ 1,801	\$ 18	\$ 72

(a) Accumulated impairment losses represent goodwill impairment attributable to the reporting units of Little Sheep and Daojia.

Intangible assets, net as of June 30, 2023 and December 31, 2022 are as follows:

	6/30/2023				12/31/2022			
	Gross Carrying Amount ^(a)	Accumulated Amortization ^(a)	Accumulated Impairment Losses ^(b)	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment Losses ^(b)	Net Carrying Amount
Finite-lived intangible assets								
Reacquired franchise rights	\$ 263	\$ (259)	\$ —	\$ 4	\$ 276	\$ (271)	\$ —	\$ 5
Huang Ji Huang franchise related assets	21	(4)	—	17	22	(3)	—	19
Daojia platform	16	(4)	(12)	—	16	(4)	(12)	—
Customer-related assets	12	(10)	(2)	—	12	(9)	(2)	1
Others	8	(5)	—	3	9	(5)	—	4
	\$ 320	\$ (282)	\$ (14)	\$ 24	\$ 335	\$ (292)	\$ (14)	\$ 29
Indefinite-lived intangible assets								
Little Sheep trademark	\$ 50	\$ —	\$ —	\$ 50	\$ 52	\$ —	\$ —	\$ 52
Huang Ji Huang trademark	74	—	—	74	78	—	—	78
	\$ 124	\$ —	\$ —	\$ 124	\$ 130	\$ —	\$ —	\$ 130
Total intangible assets	\$ 444	\$ (282)	\$ (14)	\$ 148	\$ 465	\$ (292)	\$ (14)	\$ 159

(a) Changes in gross carrying amount and accumulated amortization include the effect of currency translation adjustments.

(b) Accumulated impairment losses represent impairment charges on intangible assets acquired from Daojia primarily attributable to the Daojia platform.

Amortization expense for finite-lived intangible assets was \$1 million and \$26 million for the quarters ended June 30, 2023 and 2022, respectively, and \$3 million and \$52 million for the years to date ended June 30, 2023 and 2022, respectively. The decrease in amortized expense for finite-lived intangible assets in 2023 was primarily due to certain reacquired franchise rights being substantially amortized as of December 31, 2022 (See Note 8 for details). As of June 30, 2023, expected amortization expense for the unamortized finite-lived intangible assets is approximately \$1 million for the remainder of 2023, and \$2 million in each of 2024, 2025, 2026 and 2027.

Note 11 – Leases

As of June 30, 2023, we leased over 11,000 properties in China for our Company-owned restaurants. We generally enter into lease agreements for our restaurants with initial terms of 10 to 20 years. Most of our lease agreements contain termination options that permit us to terminate the lease agreement early if the restaurant's unit contribution is negative for a specified period of time. We generally do not have renewal options for our leases. Such options are accounted for only when it is reasonably certain that we will exercise the options. The rent under the majority of our current restaurant lease agreements is generally payable in one of three ways: (i) fixed rent; (ii) the higher of a fixed base rent or a percentage of the restaurant's sales; or (iii) a percentage of the restaurant's sales. Most leases require us to pay common area maintenance fees for the leased property. In addition to restaurants leases, we also lease office spaces, logistics centers and equipment. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

In limited cases, we sub-lease certain restaurants to franchisees in connection with refranchising transactions or lease our properties to other third parties. The lease payments under these leases are generally based on the higher of a fixed base rent or a percentage of the restaurant's annual sales. Income from sub-lease agreements with franchisees or lease agreements with other third parties are included in Franchise fees and income and Other revenues, respectively, within our Condensed Consolidated Statements of Income.

Supplemental Balance Sheet

	6/30/2023	12/31/2022	Account Classification
Assets			
Operating lease right-of-use assets	\$ 2,066	\$ 2,219	Operating lease right-of-use assets
Finance lease right-of-use assets	38	38	PP&E, net
Total leased assets^(a)	\$ 2,104	\$ 2,257	
Liabilities			
Current			
Operating lease liabilities	\$ 404	\$ 448	Accounts payable and other current liabilities
Finance lease liabilities	5	5	Accounts payable and other current liabilities
Non-current			
Operating lease liabilities	1,773	1,906	Non-current operating lease liabilities
Finance lease liabilities	41	42	Non-current finance lease liabilities
Total lease liabilities^(a)	\$ 2,223	\$ 2,401	

Summary of Lease Cost

	Quarter Ended		Year to Date Ended		Account Classification
	6/30/2023	6/30/2022	6/30/2023	6/30/2022	
Operating lease cost	\$ 128	\$ 143	\$ 261	\$ 300	Occupancy and other operating expenses, G&A or Franchise expenses
Finance lease cost					
Amortization of leased assets	1	1	2	2	Occupancy and other operating expenses
Interest on lease liabilities	1	1	1	1	Interest income, net
Variable lease cost ^(b)	95	63	201	159	Occupancy and other operating expenses or Franchise expenses
Short-term lease cost	4	4	8	7	Occupancy and other operating expenses or G&A
Sub-lease income	(5)	(7)	(11)	(13)	Franchise fees and income or Other revenues
Total lease cost	\$ 224	\$ 205	\$ 462	\$ 456	

(a) As of June 30, 2023, the decrease of right-of-use ("ROU") assets was primarily due to amortization, a higher portion of our new leases with variable lease payments and the impact of foreign currency translation. The decrease of lease liabilities was consistent with the decrease of ROU assets.

(b) The Company was granted \$2 million and \$11 million in lease concessions from landlords related to the effects of the COVID-19 pandemic during the quarters ended June 30, 2023 and 2022, respectively, and \$10 million and \$14 million during the years to date ended June 30, 2023 and 2022, respectively. The lease concessions were primarily in the form of rent reduction over the period of time when the Company's restaurant business was adversely impacted. The Company applied the interpretive guidance in a FASB staff question-and-answer document issued in April 2020 and elected: (1) not to evaluate whether a concession received in response to the COVID-19 pandemic is a lease modification and (2) to assume such concession was contemplated as part of the existing lease contract with no contract modification. Such concession was recognized as negative variable lease cost in the period the concession was granted.

Supplemental Cash Flow Information

	Year to Date Ended	
	6/30/2023	6/30/2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 275	\$ 278
Operating cash flows from finance leases	1	1
Financing cash flows from finance leases	2	2
Right-of-use assets obtained in exchange for lease liabilities ^(c) :		
Operating leases	\$ 153	\$ 23
Finance leases	3	3

- (c) This supplemental non-cash disclosure for ROU assets obtained in exchange for lease liabilities includes an increase in lease liabilities associated with obtaining new ROU assets of \$171 million and \$123 million for the years to date ended June 30, 2023 and 2022, respectively, as well as adjustments to lease liabilities or ROU assets due to modification or other reassessment events, which resulted in a \$15 million and \$97 million decrease in lease liabilities for the years to date ended June 30, 2023 and 2022, respectively.

Lease Term and Discount Rate	<u>6/30/2023</u>	<u>6/30/2022</u>
Weighted-average remaining lease term (years)		
Operating leases	7.1	7.1
Finance leases	11.2	11.4
Weighted-average discount rate		
Operating leases	5.0%	5.3%
Finance leases	5.1%	5.3%

Summary of Future Lease Payments and Lease Liabilities

Maturities of lease liabilities as of June 30, 2023 were as follows:

	<u>Amount of Operating Leases</u>	<u>Amount of Finance Leases</u>	<u>Total</u>
Remainder of 2023	\$ 270	\$ 3	\$ 273
2024	447	6	453
2025	390	6	396
2026	343	6	349
2027	289	5	294
Thereafter	857	34	891
Total undiscounted lease payment	2,596	60	2,656
Less: imputed interest ^(d)	419	14	433
Present value of lease liabilities	<u>\$ 2,177</u>	<u>\$ 46</u>	<u>\$ 2,223</u>

- (d) As the rate implicit in the lease cannot be readily determined, we use our incremental borrowing rate based on the information available at the lease commencement date in determining the imputed interest and present value of lease payments. We used the incremental borrowing rate on January 1, 2019 for operating leases that commenced prior to that date.

As of June 30, 2023, we have additional lease agreements that have been signed but not yet commenced, with total undiscounted minimum lease payments of \$132 million. These leases will commence between the third quarter of 2023 and 2026 with lease terms of 1 year to 20 years.

Note 12 – Fair Value Measurements and Disclosures

The Company's financial assets and liabilities primarily consist of cash and cash equivalents, short-term investments, long-term bank deposits and notes, accounts receivable, accounts payable and lease liabilities, and the carrying values of these assets and liabilities approximate their fair value in general.

The Company's financial assets also include its investment in the equity securities of Meituan, which is measured at fair value based on the closing market price for the shares at the end of each reporting period, with subsequent fair value changes recorded in our Condensed Consolidated Statements of Income.

The following table is a summary of our financial assets measured on a recurring basis or disclosed at fair value and the level within the fair value hierarchy in which the measurement falls. The Company classifies its cash equivalents, short-term investments, long-term bank deposits and notes, and investment in equity securities within Level 1 or Level 2 in the fair value hierarchy because it uses quoted market prices or alternative pricing sources and models utilizing market observable inputs to determine their fair value, respectively. No transfers among the levels within the fair value hierarchy occurred during the quarters and years to date ended June 30, 2023 and 2022.

	Balance at June 30, 2023	Fair Value Measurement or Disclosure at June 30, 2023		
		Level 1	Level 2	Level 3
Cash equivalents:				
Time deposits	\$ 381		\$ 381	
Fixed income debt securities ^(a)	50		50	
Money market funds	10	10		
Total cash equivalents	441	10	431	—
Short-term investments:				
Time deposits ^(b)	1,155		1,155	
Fixed income debt securities ^(a)	420		420	
Structured deposits	180		180	
Variable return investments	7	7		
Total short-term investments	1,762	7	1,755	—
Long-term bank deposits and notes:				
Time deposits ^(b)	875		875	
Fixed income bank notes ^(a)	304		304	
Total long-term bank deposits and notes	1,179	—	1,179	—
Equity investments:				
Investment in equity securities	66	66		
Total	\$ 3,448	\$ 83	\$ 3,365	\$ —

	Balance at December 31, 2022	Fair Value Measurement or Disclosure at December 31, 2022		
		Level 1	Level 2	Level 3
Cash equivalents:				
Time deposits	\$ 355		\$ 355	
Fixed income debt securities ^(a)	129	29	100	
Money market funds	59	59		
Total cash equivalents	543	88	455	—
Short-term investments:				
Time deposits	1,434		1,434	
Fixed income debt securities ^(a)	500		500	
Structured deposits	88		88	
Total short-term investments	2,022	—	2,022	—
Long-term bank deposits and notes:				
Time deposits ^(b)	680		680	
Equity investments:				
Investment in equity securities	95	95		
Total	\$ 3,340	\$ 183	\$ 3,157	\$ —

(a) Classified as held-to-maturity investments and measured at amortized cost.

(b) The Company is required to place bank deposits or purchase insurance to secure the balance of prepaid stored-value cards issued by the Company pursuant to regulatory requirements. \$21 million of time deposits in Short-term investments and \$27 million of time deposits in Long-term bank deposits and notes were restricted for use as of June 30, 2023, and \$81 million of time deposits in Long-term bank deposits and notes was restricted for use as of December 31, 2022. The decrease was primarily due to insurance purchased by the Company to secure a portion of prepaid stored-value cards.

Non-Recurring Fair Value Measurements

In addition, certain of the Company's restaurant-level assets (including operating lease ROU assets and PP&E), goodwill and intangible assets are measured at fair value based on unobservable inputs (Level 3) on a non-recurring basis, if determined to be impaired.

In determining the fair value of restaurant-level assets, the Company considered the highest and best use of the assets from a market participants' perspective, which is represented by the higher of the forecasted discounted cash flows from operating restaurants and the price market participants would pay to sub-lease the ROU assets and acquire the remaining restaurants assets, even if that use differs from the current use by the Company. The after-tax cash flows incorporate reasonable assumptions we believe a franchisee would make, such as sales growth, and include a deduction for royalties we would receive under a franchise agreement with terms substantially at market. The discount rate used in the fair value calculation is our estimate of the required rate-of-return that a franchisee would expect to receive when purchasing a similar restaurant and the related long-lived assets. In situations where the highest and best use of restaurant-level assets are represented by sub-leasing the operating lease ROU assets and acquiring the remaining restaurant assets, the Company continues to use these assets in operating its restaurant business, which is consistent with its long-term strategy of growing revenue through operating restaurant concepts.

As of each relevant measurement date, the fair value of restaurant-level assets, if determined to be impaired, are primarily represented by the price market participant would pay to sub-lease the operating lease ROU assets and acquire the remaining restaurants assets, which reflects the highest and best use of the assets. Significant unobservable inputs used in the fair value measurement include market rental prices, which were determined with the assistance of an independent valuation specialist. The direct comparison approach is used as the valuation technique by assuming a sub-lease of each of the properties in its existing state with vacant possession. By making reference to lease transactions as available in the relevant market, comparable properties in close proximity have been selected and adjustments have been made to account for any difference in factors such as location and property size.

The following table presents amounts recognized from all non-recurring fair value measurements based on unobservable inputs (Level 3) during the quarters and years to date ended June 30, 2023 and 2022. These amounts exclude fair value measurements made for restaurants that were subsequently closed or refranchised prior to those respective period-end dates.

	Quarter Ended		Year to Date Ended		Account Classification
	6/30/2023	6/30/2022	6/30/2023	6/30/2022	
Restaurant-level impairment ^(a)	\$ 14	\$ 15	\$ 14	\$ 15	Closure and impairment expenses, net

- (a) Restaurant-level impairment charges are recorded in Closures and impairment expenses, net and resulted mainly from our semi-annual impairment evaluation of long-lived assets of individual restaurants that were being operated at the time of impairment and had not been offered for refranchising. After considering the impairment charges recorded during the corresponding periods, the fair value of such assets as of June 30, 2023 and 2022 was \$55 million and \$67 million, respectively.

Note 13 – Income Taxes

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Income tax provision	\$ 71	\$ 31	\$ 196	\$ 86
Effective tax rate	24.7%	26.5%	27.0%	30.4%

The lower effective tax rate for the quarter and year to date ended June 30, 2023 was primarily due to a reduction in valuation allowance for improved performance at certain subsidiaries and the impact of higher pre-tax income.

In December 2017, the U.S. enacted the Tax Cuts and Jobs Act (the "Tax Act"), which included a broad range of tax reforms. The Tax Act requires a U.S. shareholder to be subject to tax on Global Intangible Low Taxed Income ("GILTI") earned by certain foreign subsidiaries. We have elected the option to account for current year GILTI tax as a period cost as incurred, and therefore included it in estimating the annual effective tax rate.

In August 2022, the IRA was signed into law in the U.S., which contains certain tax measures, including a Corporate Alternative Minimum Tax ("CAMT") of 15% on certain large corporations. On December 27, 2022, the U.S. Treasury Department and the Internal Revenue Services (the "IRS") released Notice 2023-7, announcing their intention to issue proposed regulations addressing the application of the new CAMT. Notice 2023-7 also provides interim guidance regarding certain CAMT issues, and states that the U.S. Treasury Department and the IRS plan to issue additional interim guidance addressing other issues before publishing proposed regulations. The Company will monitor the regulatory developments and continue to evaluate the impact on our financial statements, if any.

In December 2022, a refined Foreign Sourced Income Exemption (“FSIE”) regime was published in Hong Kong and took effect from January 1, 2023. Under the new FSIE regime, certain foreign sourced income would be deemed as being sourced from Hong Kong and chargeable to Hong Kong Profits Tax, if the recipient entity fails to meet the prescribed exception requirements. Certain dividends, interests and disposal gains, if any, received by us and our Hong Kong subsidiaries will be subject to the new tax regime. Based on our preliminary analysis, we do not believe this legislation will have a material impact on our financial statements. The Company will monitor the regulatory developments and continue to evaluate the impact, if any.

We are subject to reviews, examinations and audits by Chinese tax authorities, the IRS and other tax authorities with respect to income and non-income based taxes. Since 2016, we have been under a national audit on transfer pricing by the Chinese State Taxation Administration (the “STA”) in China regarding our related party transactions for the period from 2006 to 2015. The information and views currently exchanged with the tax authorities focus on our franchise arrangement with YUM. We continue to provide information requested by the tax authorities to the extent it is available to the Company. It is reasonably possible that there could be significant developments, including expert review and assessment by the STA, within the next 12 months. The ultimate assessment and decision of the STA will depend upon further review of the information provided, as well as ongoing technical and other discussions with the STA and in-charge local tax authorities, and therefore, it is not possible to reasonably estimate the potential impact at this time. We will continue to defend our transfer pricing position. However, if the STA prevails in the assessment of additional tax due based on its ruling, the assessed tax, interest and penalties, if any, could have a material adverse impact on our financial position, results of operations and cash flows.

Note 14 – Segment Reporting

We have two reportable segments: KFC and Pizza Hut. Our remaining non-reportable operating segments, including the operations of Taco Bell, Lavazza, Little Sheep, Huang Ji Huang, our delivery operating segment and our e-commerce business, and for 2022, also including COFFii & JOY and East Dawning, are combined and referred to as All Other Segments, as these operating segments are insignificant both individually and in aggregate.

		Quarter Ended 6/30/2023					
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated ^(a)	Combined	Elimination	Consolidated
Revenue from external customers	\$ 1,984	\$ 554	\$ 46	\$ 70	\$ 2,654	\$ —	\$ 2,654
Inter-segment revenue	—	—	136	—	136	(136)	—
Total	<u>\$ 1,984</u>	<u>\$ 554</u>	<u>\$ 182</u>	<u>\$ 70</u>	<u>\$ 2,790</u>	<u>\$ (136)</u>	<u>\$ 2,654</u>
		Quarter Ended 6/30/2022					
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated ^(a)	Combined	Elimination	Consolidated
Revenue from external customers	\$ 1,594	\$ 448	\$ 34	\$ 52	\$ 2,128	\$ —	\$ 2,128
Inter-segment revenue	—	—	108	4	112	(112)	—
Total	<u>\$ 1,594</u>	<u>\$ 448</u>	<u>\$ 142</u>	<u>\$ 56</u>	<u>\$ 2,240</u>	<u>\$ (112)</u>	<u>\$ 2,128</u>
		Year to Date Ended 6/30/2023					
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated ^(a)	Combined	Elimination	Consolidated
Revenue from external customers	\$ 4,182	\$ 1,151	\$ 95	\$ 143	\$ 5,571	\$ —	\$ 5,571
Inter-segment revenue	—	—	289	—	289	(289)	—
Total	<u>\$ 4,182</u>	<u>\$ 1,151</u>	<u>\$ 384</u>	<u>\$ 143</u>	<u>\$ 5,860</u>	<u>\$ (289)</u>	<u>\$ 5,571</u>
		Year to Date Ended 6/30/2022					
Revenues	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated ^(a)	Combined	Elimination	Consolidated
Revenue from external customers	\$ 3,611	\$ 995	\$ 75	\$ 115	\$ 4,796	\$ —	\$ 4,796
Inter-segment revenue	—	—	230	8	238	(238)	—
Total	<u>\$ 3,611</u>	<u>\$ 995</u>	<u>\$ 305</u>	<u>\$ 123</u>	<u>\$ 5,034</u>	<u>\$ (238)</u>	<u>\$ 4,796</u>

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Operating Profit (Loss)				
KFC	\$ 273	\$ 122	\$ 693	\$ 342
Pizza Hut	35	11	90	41
All Other Segments	(6)	(13)	(13)	(30)
Unallocated revenues from transactions with franchisees ^(b)	60	47	123	104
Unallocated other revenues	10	9	20	19
Unallocated expenses for transactions with franchisees ^(b)	(59)	(48)	(122)	(105)
Unallocated other operating costs and expenses	(10)	(9)	(18)	(18)
Unallocated and corporate G&A expenses	(46)	(39)	(101)	(83)
Unallocated other income, net	—	1	1	2
Operating Profit	\$ 257	\$ 81	\$ 673	\$ 272
Interest income, net ^(a)	40	14	78	26
Investment (loss) gain ^(a)	(11)	20	(28)	(17)
Income Before Income Taxes and Equity in Net Earnings (Losses) from Equity Method Investments	\$ 286	\$ 115	\$ 723	\$ 281

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Impairment Charges				
KFC ^(c)	\$ 9	\$ 14	\$ 12	\$ 19
Pizza Hut ^(c)	4	4	5	5
All Other Segments ^(c)	4	4	4	6
	\$ 17	\$ 22	\$ 21	\$ 30

	Total Assets	
	6/30/2023	12/31/2022
KFC	\$ 5,002	\$ 5,296
Pizza Hut	834	880
All Other Segments	356	381
Corporate and Unallocated ^(d)	5,483	5,269
	\$ 11,675	\$ 11,826

- (a) Amounts have not been allocated to any segment for performance reporting purposes.
- (b) Primarily includes revenues and associated expenses of transactions with franchisees derived from the Company's central procurement model whereby the Company centrally purchases substantially all food and paper products from suppliers then sells and delivers to KFC and Pizza Hut restaurants, including franchisees. Amounts have not been allocated to any segment for purposes of making operating decisions or assessing financial performance as the transactions are deemed corporate revenues and expenses in nature.
- (c) Primarily includes store closure impairment charges and restaurant-level impairment charges resulting from our semi-annual impairment evaluation.
- (d) Primarily includes cash and cash equivalents, short-term investments, long-term bank deposits and notes, equity investments, inventories that are centrally managed and PP&E that are not specifically identifiable within each segment.

As substantially all of the Company's revenue is derived from the PRC and substantially all of the Company's long-lived assets are located in the PRC, no geographical information is presented. In addition, revenue derived from and long-lived assets located in the U.S., the Company's country of domicile, are immaterial.

Note 15 – Contingencies

Indemnification of China Tax on Indirect Transfers of Assets

In February 2015, the STA issued Bulletin 7 on Income arising from Indirect Transfers of Assets by Non-Resident Enterprises. Pursuant to Bulletin 7, an "indirect transfer" of Chinese taxable assets, including equity interests in a Chinese resident enterprise, by a non-resident enterprise, may be recharacterized and treated as a direct transfer of Chinese taxable assets, if such arrangement does not have reasonable commercial purpose and the transferor has avoided payment of Chinese enterprise income tax. As a result, gains derived from such an indirect transfer may be subject to Chinese enterprise income tax at a rate of 10%.

YUM concluded, and we concurred, that it is more likely than not that YUM will not be subject to this tax with respect to the pro rata distribution of all outstanding shares of Yum China common stock to shareholders of YUM in connection with the separation (the “distribution”). However, there are significant uncertainties regarding what constitutes a reasonable commercial purpose, how the safe harbor provisions for group restructurings are to be interpreted, and how the taxing authorities will ultimately view the distribution. As a result, YUM’s position could be challenged by Chinese tax authorities resulting in a 10% tax assessed on the difference between the fair market value and the tax basis of the separated China business. As YUM’s tax basis in the China business is minimal, the amount of such a tax could be significant.

Any tax liability arising from the application of Bulletin 7 to the distribution is expected to be settled in accordance with the tax matters agreement between the Company and YUM. Pursuant to the tax matters agreement, to the extent any Chinese indirect transfer tax pursuant to Bulletin 7 is imposed, such tax and related losses will be allocated between YUM and the Company in proportion to their respective share of the combined market capitalization of YUM and the Company during the 30 trading days after the separation. Such a settlement could be significant and have a material adverse effect on our results of operations and our financial condition. At the inception of the tax indemnity being provided to YUM, the fair value of the non-contingent obligation to stand ready to perform was insignificant and the liability for the contingent obligation to make payment was not probable or estimable.

Guarantees for Franchisees

From time to time, we have guaranteed certain lines of credit and loans of franchisees. As of June 30, 2023, no guarantees were outstanding for franchisees.

Legal Proceedings

The Company is subject to various lawsuits covering a variety of allegations from time to time. The Company believes that the ultimate liability, if any, in excess of amounts already provided for these matters in the Condensed Consolidated Financial Statements, is not likely to have a material adverse effect on the Company’s results of operations, financial condition or cash flows. Matters faced by the Company from time to time include, but are not limited to, claims from landlords, employees, customers and others related to operational, contractual or employment issues.

Note 16 – Subsequent Events

Cash Dividend

On July 31, 2023, the Company announced that the Board of Directors declared a cash dividend of \$0.13 per share on Yum China’s common stock, payable on September 18, 2023, to stockholders of record as of the close of business on August 28, 2023. Total estimated cash dividend payable is approximately \$54 million.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

References to the Company throughout this Management’s Discussion and Analysis of Financial Condition and Results of Operations (this “MD&A”) are made using the first person notations of “we,” “us” or “our.” This MD&A contains forward-looking statements, including statements with respect to the ongoing transfer pricing audit, the retail tax structure reform, impacts of COVID-19, our growth plans, future capital resources to fund our operations and anticipated capital expenditures, share repurchases and dividends, and the impact of new accounting pronouncements not yet adopted. See “Cautionary Note Regarding Forward-Looking Statements” at the end of this Item 2 for information regarding forward-looking statements.

Introduction

Yum China Holdings, Inc. is the largest restaurant company in China in terms of 2022 system sales, with over 13,000 restaurants covering over 1,900 cities primarily in China as of June 30, 2023. Our growing restaurant network consists of our flagship KFC and Pizza Hut brands, as well as emerging brands such as Taco Bell, Lavazza, Little Sheep and Huang Ji Huang. We have the exclusive right to operate and sublicense the KFC, Pizza Hut and, subject to achieving certain agreed-upon milestones amended in April 2022, Taco Bell brands in China (excluding Hong Kong, Macau and Taiwan), and own the intellectual property of the Little Sheep and Huang Ji Huang concepts outright. We also established a joint venture with Lavazza Group, the world-renowned family-owned Italian coffee company, to explore and develop the Lavazza coffee concept in China. KFC was the first major global restaurant brand to enter China in 1987. With more than 35 years of operations, we have developed extensive operating experience in the China market. We have since grown to become the largest restaurant company in China in terms of system sales. We believe that there are significant opportunities to further expand within China, and we intend to focus our efforts on increasing our geographic footprint in both existing and new cities.

KFC is the leading and the largest quick-service restaurant (“QSR”) brand in China in terms of system sales. As of June 30, 2023, KFC operated over 9,500 restaurants in over 1,900 cities across China.

Pizza Hut is the leading and the largest casual dining restaurant (“CDR”) brand in China in terms of system sales and number of restaurants. As of June 30, 2023, Pizza Hut operated over 3,000 restaurants in over 650 cities.

Overview

We intend for this MD&A to provide the reader with information that will assist in understanding our results of operations, including metrics that management uses to assess the Company's performance. Throughout this MD&A, we discuss the following performance metrics:

- The Company provides certain percentage changes excluding the impact of foreign currency translation ("F/X"). These amounts are derived by translating current year results at prior year average exchange rates. We believe the elimination of the F/X impact provides better year-to-year comparability without the distortion of foreign currency fluctuations.
- System sales growth reflects the results of all restaurants regardless of ownership, including Company-owned and franchise restaurants that operate our concepts, except for sales from non-Company-owned restaurants for which we do not receive a sales-based royalty. Sales of franchise restaurants typically generate ongoing franchise fees for the Company at an average rate of approximately 6% of system sales. Franchise restaurant sales are not included in Company sales in the Condensed Consolidated Statements of Income; however, the franchise fees are included in the Company's revenues. We believe system sales growth is useful to investors as a significant indicator of the overall strength of our business as it incorporates all of our revenue drivers, Company and franchise same-store sales as well as net unit growth.
- Effective January 1, 2018, the Company revised its definition of same-store sales growth to represent the estimated percentage change in sales of food of all restaurants in the Company system that have been open prior to the first day of our prior fiscal year, excluding the period during which stores are temporarily closed. We refer to these as our "base" stores. Previously, same-store sales growth represented the estimated percentage change in sales of all restaurants in the Company system that have been open for one year or more, including stores temporarily closed, and the base stores changed on a rolling basis from month to month. This revision was made to align with how management measures performance internally and focuses on trends of a more stable base of stores.
- Company sales represent revenues from Company-owned restaurants. Company Restaurant profit ("Restaurant profit") is defined as Company sales less expenses incurred directly by our Company-owned restaurants in generating Company sales, including cost of food and paper, restaurant-level payroll and employee benefits, rent, depreciation and amortization of restaurant-level assets, advertising expenses, and other operating expenses. Company restaurant margin percentage is defined as Restaurant profit divided by Company sales. Within the Company sales and Restaurant profit analysis, Store Portfolio Actions represent the net impact of new-unit openings, acquisitions, refranchising and store closures, and Other primarily represents the impact of same-store sales as well as the impact of changes in restaurant operating costs such as inflation/deflation.

All Note references in this MD&A refer to the Notes to the Condensed Consolidated Financial Statements. Tabular amounts are displayed in millions of U.S. dollars except percentages and per share and unit count amounts, or as otherwise specifically identified. Percentages may not recompute due to rounding. References to quarters are references to the Company's fiscal quarters.

Quarters and Years to Date Ended June 30, 2023 and 2022

Results of Operations

Summary

The Company has two reportable segments: KFC and Pizza Hut. Our remaining operating segments, including the operations of Taco Bell, Lavazza, Little Sheep, Huang Ji Huang, our delivery operating segment and our e-commerce business, and for 2022, also including COFFii & JOY and East Dawning, are combined and referred to as All Other Segments, as those operating segments are insignificant both individually and in the aggregate. Additional details on our reportable operating segments are included in Note 14.

Quarterly highlights:

	% Change				
	System Sales ^(a)	Same-Store Sales ^(a)	Net New Units	Operating Profit (Reported)	Operating Profit (Ex F/X)
KFC	+32	+15	+12	+125	+135
Pizza Hut	+30	+13	+13	+216	+218
All Other Segments ^(b)	+35	+20	+2	+55	+53
Total	+32	+15	+12	+216	+228

Year to date highlights:

	% Change				
	System Sales ^(a)	Same-Store Sales ^(a)	Net New Units	Operating Profit (Reported)	Operating Profit (Ex F/X)
KFC	+24	+11	+12	+103	+116
Pizza Hut	+23	+10	+13	+120	+133
All Other Segments ^(b)	+17	+10	+2	+58	+55
Total	+24	+11	+12	+147	+164

(a) System sales and same-store sales percentages as shown in the table exclude the impact of F/X. Effective January 1, 2018, temporary store closures are normalized in the same-store sales calculation by excluding the period during which stores are temporarily closed.

(b) Sales from non-Company-owned restaurants, for which we do not receive a sales-based royalty, are excluded from system sales and same-store sales.

During the quarter and year to date ended June 30, 2023, sales rebounded significantly year-over-year. The Company's strong sales growth was driven by our continued tremendous efforts in seizing opportunities as the country pivoted from strict COVID-19 measures.

As compared to the second quarter of 2022, Company sales in the second quarter of 2023 increased 24%, or 32% excluding the impact of F/X. Company sales for the year to date ended June 30, 2023 increased 16%, or 24% excluding the impact of F/X. The increase in Company sales for the quarter, excluding the impact of F/X, was driven by same-store sales growth of 15%, net unit growth in Company-owned stores and significantly reduced temporary store closures. The year to date increase in Company sales, excluding the impact of F/X, was driven by same-store sales growth of 11%, net unit growth in Company-owned stores and significantly reduced temporary store closures.

The increase in Operating profit for the quarter, excluding the impact of F/X, was primarily driven by the increase in Company sales and ongoing benefits of cost structure rebasing, partially offset by lapping the austerity measures in the prior year, increased value promotions and wage inflation in the low single digits.

The year to date increase in Operating profit, excluding the impact of F/X, was primarily driven by the increase in Company sales, ongoing benefits of cost structure rebasing and the increase in VAT deductions, partially offset by increased value promotions and wage inflation in the low single digits.

The Consolidated Results of Operations for the quarters and years to date ended June 30, 2023 and 2022 are presented below:

	Quarter Ended		% B/(W) ^(a)		Year to Date Ended		% B/(W) ^(a)	
	6/30/2023	6/30/2022	Reported	Ex F/X	6/30/2023	6/30/2022	Reported	Ex F/X
Company sales	2,51				5,28			
	\$ 7	\$ 2,026	24	32	\$ 9	\$ 4,574	16	24
Franchise fees and income	21	19	16	23	46	43	8	16
Revenues from transactions with franchisees	89	62	43	52	182	139	31	40
Other revenues	27	21	33	42	54	40	38	48
Total revenues	<u>2,65</u>	<u></u>	<u></u>	<u></u>	<u>5,57</u>	<u></u>	<u></u>	<u></u>
	\$ 4	\$ 2,128	25	32	\$ 1	\$ 4,796	16	24
Company restaurant expenses	2,11				4,32			
	\$ 3	\$ 1,781	(19)	(26)	\$ 2	\$ 3,978	(9)	(16)
Operating Profit	<u>\$ 257</u>	<u>\$ 81</u>	216	228	<u>\$ 673</u>	<u>\$ 272</u>	147	164
Interest income, net	40	14	184	188	78	26	203	208
Investment (loss) gain	(11)	20	NM	NM	(28)	(17)	(69)	(69)
Income tax provision	(71)	(31)	(131)	(139)	(196)	(86)	(128)	(141)
Equity in net earnings (losses) from equity method investments	(1)	(1)	45	45	—	(2)	90	92
Net Income – including noncontrolling interests	214	83	157	167	527	193	173	191
Net Income – noncontrolling interests	17	—	NM	NM	41	10	(290)	(320)
Net Income – Yum China Holdings, Inc.	<u>\$ 197</u>	<u>\$ 83</u>	138	147	<u>\$ 486</u>	<u>\$ 183</u>	166	184
Diluted Earnings Per Common Share	<u>\$ 0.47</u>	<u>\$ 0.20</u>	135	145	<u>\$ 1.15</u>	<u>\$ 0.43</u>	167	186
Effective tax rate	<u>24.7%</u>	<u>26.5%</u>			<u>27.0%</u>	<u>30.4%</u>		
Supplementary information – Non-GAAP Measures^(b)								
Restaurant profit	\$ 404	\$ 245	65	73	\$ 967	\$ 596	62	73
Restaurant margin %	16.1%	12.1%	4.0 ppts	4.0 ppts.	18.3%	13.0%	5.3 ppts	5.3 ppts.
Adjusted Operating Profit	\$ 259	\$ 82			\$ 678	\$ 275		
Adjusted Net Income – Yum China Holdings, Inc.	\$ 199	\$ 84			\$ 491	\$ 186		
Adjusted Diluted Earnings Per Common Share	\$ 0.47	\$ 0.20			\$ 1.16	\$ 0.44		
Adjusted Effective Tax Rate	24.6%	26.3%			26.9%	30.1%		
Adjusted EBITDA	\$ 388	\$ 257			\$ 927	\$ 622		

NM refers to not meaningful.

(a) Represents the period-over-period change in percentage.

(b) See “Non-GAAP Measures” below for definitions and reconciliations of the most directly comparable GAAP financial measures to the non-GAAP measures.

Performance Metrics

	Quarter Ended 6/30/2023	Year to Date Ended 6/30/2023
	% change	% change
System Sales Growth	24%	15%
System Sales Growth, excluding F/X	32%	24%
Same-Store Sales Growth	15%	11%

<u>Unit Count</u>	6/30/2023	6/30/2022	% Increase
Company-owned	11,747	10,461	12
Franchisees	1,855	1,709	9
	<u>13,602</u>	<u>12,170</u>	12

Non-GAAP Measures

In addition to the results provided in accordance with GAAP throughout this MD&A, the Company provides non-GAAP measures adjusted for Special Items, which include Adjusted Operating Profit, Adjusted Net Income, Adjusted Earnings Per Common Share (“EPS”), Adjusted Effective Tax Rate and Adjusted EBITDA, which we define as net income including noncontrolling interests adjusted for equity in net earnings (losses) from equity method investments, income tax, interest income, net, investment gain or loss, certain non-cash expenses, consisting of depreciation and amortization as well as store impairment charges, and Special Items. We also use Restaurant profit and Restaurant margin (as defined in the Overview section within MD&A above) for the purpose of internally evaluating the performance of our Company-owned restaurants and we believe Restaurant profit and Restaurant margin provide useful information to investors as to the profitability of our Company-owned restaurants.

The following table sets forth the reconciliations of the most directly comparable GAAP financial measures to the non-GAAP adjusted financial measures.

Non-GAAP Reconciliations

Reconciliation of GAAP Operating Profit to Restaurant Profit

	Quarter Ended 6/30/2023					
	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Elimination	Total
GAAP Operating Profit (Loss)	\$ 273	\$ 35	\$ (6)	\$ (45)	\$ —	\$ 257
Less:						
Franchise fees and income	15	2	4	—	—	21
Revenues from transactions with franchisees	11	1	17	60	—	89
Other revenues	4	5	144	10	(136)	27
Add:						
General and administrative expenses	67	30	10	46	—	153
Franchise expenses	7	1	1	—	—	9
Expenses for transactions with franchisees	9	1	15	59	—	84
Other operating costs and expenses	4	4	142	10	(136)	24
Closures and impairment expenses, net	8	4	2	—	—	14
Restaurant profit (loss)	\$ 338	\$ 67	\$ (1)	\$ —	\$ —	\$ 404
Company sales	1,954	546	17	—	—	2,517
Restaurant margin %	17.3%	12.4%	(9.6)%	N/A	N/A	16.1%
	Quarter Ended 6/30/2022					
	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Elimination	Total
GAAP Operating Profit (Loss)	\$ 122	\$ 11	\$ (13)	\$ (39)	\$ —	\$ 81
Less:						
Franchise fees and income	13	2	4	—	—	19
Revenues from transactions with franchisees	7	1	7	47	—	62
Other revenues	3	2	119	9	(112)	21
Add:						
General and administrative expenses	63	28	11	39	—	141
Franchise expenses	6	1	1	—	—	8
Expenses for transactions with franchisees	6	1	6	48	—	61
Other operating costs and expenses	2	2	117	9	(112)	18
Closures and impairment expenses, net	9	—	5	—	—	14
Other expenses (income), net	25	—	—	(1)	—	24
Restaurant profit (loss)	\$ 210	\$ 38	\$ (3)	\$ —	\$ —	\$ 245
Company sales	1,571	443	12	—	—	2,026
Restaurant margin %	13.4%	8.6%	(24.5)%	N/A	N/A	12.1%

Year to Date Ended 6/30/2023

	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Elimination	Total
GAAP Operating Profit (Loss)	\$ 693	\$ 90	\$ (13)	\$ (97)	\$ —	\$ 673
Less:						
Franchise fees and income	32	4	10	—	—	46
Revenues from transactions with franchisees	21	2	36	123	—	182
Other revenues	9	8	306	20	(289)	54
Add:						
General and administrative expenses	135	59	21	101	—	316
Franchise expenses	16	2	1	—	—	19
Expenses for transactions with franchisees	18	2	33	122	—	175
Other operating costs and expenses	8	7	303	18	(288)	48
Closures and impairment expenses, net	9	5	3	—	—	17
Other expenses (income), net	2	—	—	(1)	—	1
Restaurant profit (loss)	\$ 819	\$ 151	\$ (4)	\$ —	\$ 1	\$ 967
Company sales	4,120	1,137	32	—	—	5,289
Restaurant margin %	19.9%	13.3%	(15.1)%	N/A	N/A	18.3%

Year to Date Ended 6/30/2022

	KFC	Pizza Hut	All Other Segments	Corporate and Unallocated	Elimination	Total
GAAP Operating Profit (Loss)	\$ 342	\$ 41	\$ (30)	\$ (81)	\$ —	\$ 272
Less:						
Franchise fees and income	29	4	10	—	—	43
Revenues from transactions with franchisees	15	2	18	104	—	139
Other revenues	5	4	250	19	(238)	40
Add:						
General and administrative expenses	128	57	24	83	—	292
Franchise expenses	15	2	1	—	—	18
Expenses for transactions with franchisees	14	2	15	105	—	136
Other operating costs and expenses	3	3	251	18	(240)	35
Closures and impairment expenses, net	8	1	7	—	—	16
Other expenses (income), net	51	—	—	(2)	—	49
Restaurant profit (loss)	\$ 512	\$ 96	\$ (10)	\$ —	\$ (2)	\$ 596
Company sales	3,562	985	27	—	—	4,574
Restaurant margin %	14.4%	9.8%	(39.1)%	N/A	N/A	13.0%

Non-GAAP Reconciliations

Reconciliation of Operating Profit to Adjusted Operating Profit

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Operating Profit	\$ 257	\$ 81	\$ 673	\$ 272
Special Items, Operating Profit	(2)	(1)	(5)	(3)
Adjusted Operating Profit	<u>\$ 259</u>	<u>\$ 82</u>	<u>\$ 678</u>	<u>\$ 275</u>

Reconciliation of Net Income to Adjusted Net Income

Net Income – Yum China Holdings, Inc.	\$ 197	\$ 83	\$ 486	\$ 183
Special Items, Net Income – Yum China Holdings, Inc.	(2)	(1)	(5)	(3)
Adjusted Net Income – Yum China Holdings, Inc.	<u>\$ 199</u>	<u>\$ 84</u>	<u>\$ 491</u>	<u>\$ 186</u>

Reconciliation of EPS to Adjusted EPS

Basic Earnings Per Common Share	\$ 0.47	\$ 0.20	\$ 1.16	\$ 0.43
Special Items, Basic Earnings Per Common Share	—	—	(0.01)	(0.01)
Adjusted Basic Earnings Per Common Share	<u>\$ 0.47</u>	<u>\$ 0.20</u>	<u>\$ 1.17</u>	<u>\$ 0.44</u>
Diluted Earnings Per Common Share	\$ 0.47	\$ 0.20	\$ 1.15	\$ 0.43
Special Items, Diluted Earnings Per Common Share	—	—	(0.01)	(0.01)
Adjusted Diluted Earnings Per Common Share	<u>\$ 0.47</u>	<u>\$ 0.20</u>	<u>\$ 1.16</u>	<u>\$ 0.44</u>

Reconciliation of Effective Tax Rate to Adjusted Effective Tax Rate

Effective tax rate	24.7%	26.5%	27.0%	30.4%
Impact on effective tax rate as a result of Special Items	0.1%	0.2%	0.1%	0.3%
Adjusted effective tax rate	<u>24.6%</u>	<u>26.3%</u>	<u>26.9%</u>	<u>30.1%</u>

Net income, along with the reconciliation to Adjusted EBITDA, is presented below.

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Net Income – Yum China Holdings, Inc.	\$ 197	\$ 83	\$ 486	\$ 183
Net income – noncontrolling interests	17	—	41	10
Equity in net (earnings) losses from equity method investments	1	1	—	2
Income tax provision	71	31	196	86
Interest income, net	(40)	(14)	(78)	(26)
Investment loss (gain)	11	(20)	28	17
Operating Profit	257	81	673	272
Special Items, Operating Profit	2	1	5	3
Adjusted Operating Profit	259	82	678	275
Depreciation and amortization	112	153	228	317
Store impairment charges	17	22	21	30
Adjusted EBITDA	<u>\$ 388</u>	<u>\$ 257</u>	<u>\$ 927</u>	<u>\$ 622</u>

Details of Special Items are presented below:

	Quarter Ended		Year to Date Ended	
	6/30/2023	6/30/2022	6/30/2023	6/30/2022
Share-based compensation expense for Partner PSU Awards ⁽¹⁾	\$ (2)	\$ (1)	\$ (5)	\$ (3)
Special Items, Operating Profit	(2)	(1)	(5)	(3)
Tax effect on Special Items ⁽²⁾	—	—	—	—
Special Items, net income – including noncontrolling interests	(2)	(1)	(5)	(3)
Special Items, net income – noncontrolling interests	—	—	—	—
Special Items, Net Income – Yum China Holdings, Inc.	<u>\$ (2)</u>	<u>\$ (1)</u>	<u>\$ (5)</u>	<u>\$ (3)</u>
Weighted-average Diluted Shares Outstanding (in millions)	<u>422</u>	<u>424</u>	<u>423</u>	<u>427</u>
Special Items, Diluted Earnings Per Common Share	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>

- (1) In February 2020, the Company granted Partner PSU Awards to select employees who were deemed critical to the Company's execution of its strategic operating plan. These PSU awards will only vest if threshold performance goals are achieved over a four-year performance period, with the payout ranging from 0% to 200% of the target number of shares subject to the PSU awards. Partner PSU Awards were granted to address increased competition for executive talent, motivate transformational performance and encourage management retention. Given the unique nature of these grants, the Compensation Committee does not intend to grant similar special grants to the same employees during the performance period. The impact from these special awards is excluded from metrics that management uses to assess the Company's performance.
- (2) Tax effect was determined based upon the nature, as well as the jurisdiction, of each Special Item at the applicable tax rate.

The Company excludes impact from Special Items for the purpose of evaluating performance internally. Special Items are not included in any of our segment results. In addition, the Company provides Adjusted EBITDA because we believe that investors and analysts may find it useful in measuring operating performance without regard to items such as equity in net earnings (losses) from equity method investments, income tax, interest income, net investment gain or loss, depreciation and amortization, store impairment charges and Special Items. Store impairment charges included as an adjustment item in Adjusted EBITDA primarily resulted from our semi-annual impairment evaluation of long-lived assets of individual restaurants, and additional impairment evaluation whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. If these restaurant-level assets were not impaired, depreciation of the assets would have been recorded and included in EBITDA. Therefore, store impairment charges were a non-cash item similar to depreciation and amortization of our long-lived assets of restaurants. The Company believes that investors and analysts may find it useful in measuring operating performance without regard to such non-cash item.

These adjusted measures are not intended to replace the presentation of our financial results in accordance with GAAP. Rather, the Company believes that the presentation of these adjusted measures provides additional information to investors to facilitate the comparison of past and present results, excluding those items that the Company does not believe are indicative of our ongoing operations due to their nature.

Segment Results

KFC

	Quarter Ended				Year to Date Ended							
	6/30/20		% B/(W)		6/30/20		% B/(W)					
	23	22	Reported	Ex F/X	23	22	Reported	Ex F/X				
Company sales	\$ 1,954	\$ 1,571	24	32	\$ 4,120	\$ 3,562	16	24				
Franchise fees and income	15	13	18	25	32	29	11	18				
Revenues from transactions with franchisees	11	7	45	53	21	15	36	46				
Other revenues	4	3	42	52	9	5	101	115				
Total revenues	<u>\$ 1,984</u>	<u>\$ 1,594</u>	24	32	<u>\$ 4,182</u>	<u>\$ 3,611</u>	16	24				
Company restaurant expenses	\$ 1,616	\$ 1,361	(19)	(26)	\$ 3,301	\$ 3,050	(8)	(16)				
G&A expenses	\$ 67	\$ 63	(6)	(13)	\$ 135	\$ 128	(5)	(13)				
Franchise expenses	\$ 7	\$ 6	(9)	(15)	\$ 16	\$ 15	(1)	(9)				
Expenses for transactions with franchisees	\$ 9	\$ 6	(41)	(49)	\$ 18	\$ 14	(32)	(41)				
Other operating costs and expenses	\$ 4	\$ 2	(61)	(71)	\$ 8	\$ 3	(143)	(158)				
Closures and impairment expenses, net	\$ 8	\$ 9	11	5	\$ 9	\$ 8	(15)	(21)				
Other expenses, net	\$ —	\$ 25	99	99	\$ 2	\$ 51	96	96				
Operating Profit	\$ 273	\$ 122	125	135	\$ 693	\$ 342	103	116				
Restaurant profit	\$ 338	\$ 210	61	70	\$ 819	\$ 512	60	71				
Restaurant margin %	17.3%	13.4%	3.9	pp ts.	3.9	ppt s.	19.9%	14.4%	5.5	pp ts.	5.5	ppt s.
	Quarter Ended 6/30/2023				Year to Date Ended 6/30/2023							
	% change				% change							
System Sales Growth					25 %				16 %			
System Sales Growth, excluding F/X					32 %				24 %			
Same-Store Sales Growth					15 %				11 %			

Unit Count	6/30/2023	6/30/2022	% Increase
Company-owned	8,612	7,720	12
Franchisees	950	790	20
	<u>9,562</u>	<u>8,510</u>	12

Company Sales and Restaurant Profit

The changes in Company sales and Restaurant profit were as follows:

Income (Expense)	Quarter Ended				6/30/2023
	6/30/2022	Store Portfolio Actions	Other	F/X	
Company sales	\$ 1,571	\$ 262	\$ 243	\$ (122)	\$ 1,954
Cost of sales	(484)	(86)	(71)	39	(602)
Cost of labor	(413)	(57)	(60)	32	(498)
Occupancy and other operating expenses	(464)	(44)	(41)	33	(516)
Restaurant profit	<u>\$ 210</u>	<u>\$ 75</u>	<u>\$ 71</u>	<u>\$ (18)</u>	<u>\$ 338</u>

Income (Expense)	Year to Date Ended				6/30/2023
	6/30/2022	Store Portfolio Actions	Other	F/X	
Company sales	\$ 3,562	\$ 437	\$ 408	\$ (287)	\$ 4,120
Cost of sales	(1,105)	(142)	(89)	88	(1,248)
Cost of labor	(914)	(92)	(75)	71	(1,010)
Occupancy and other operating expenses	(1,031)	(67)	(18)	73	(1,043)
Restaurant profit	<u>\$ 512</u>	<u>\$ 136</u>	<u>\$ 226</u>	<u>\$ (55)</u>	<u>\$ 819</u>

The increase in Company sales for the quarter, excluding the impact of F/X, was primarily driven by same-store sales growth, net unit growth and significantly reduced temporary store closures. The increase in Restaurant profit for the quarter, excluding the impact of F/X, was primarily driven by the increase in Company sales and ongoing benefits of cost structure rebasing, partially offset by lapping the austerity measures in the prior year, increased value promotions and wage inflation in the low single digits.

The year to date increase in Company sales, excluding the impact of F/X, was primarily driven by same-store sales growth, net unit growth and significantly reduced temporary store closures. The year to date increase in Restaurant profit, excluding the impact of F/X, was primarily driven by the increase in Company sales, ongoing benefits of cost structure rebasing and the increase in VAT deductions, partially offset by increased value promotions and wage inflation in the low single digits.

Franchise Fees and Income/Revenues from Transactions with Franchisees

The quarter and year to date increase in Franchise fees and income and Revenues from transactions with franchisees, excluding the impact of F/X, was primarily driven by net unit growth and same-store sales growth.

G&A Expenses

The quarter and year to date increase in G&A expenses, excluding the impact of F/X, was primarily driven by higher performance-based compensation and merit increases.

Other Expenses, net

The quarter and year to date decrease in Other expenses, net, excluding the impact of F/X, was primarily due to intangible assets related to reacquired franchise rights of Hangzhou KFC, Suzhou KFC and Wuxi KFC being substantially amortized as of December 31, 2022. See Note 8 for detail.

Operating Profit

The quarter and year to date increase in Operating profit, excluding the impact of F/X, was primarily driven by the increase in Restaurant profit, and decrease in Other expenses, net, partially offset by higher G&A expenses.

Pizza Hut

	Quarter Ended				Year to Date Ended			
	6/30/2023		6/30/2022		6/30/2023		6/30/2022	
	% B/(W)		% B/(W)		% B/(W)		% B/(W)	
	Reported	Ex F/X	Reported	Ex F/X	Reported	Ex F/X	Reported	Ex F/X
Company sales	\$ 546	\$ 443	23	30	\$ 1,137	\$ 985	15	23
Franchise fees and income	2	2	(1)	5	4	4	1	8
Revenues from transactions with franchisees	1	1	17	24	2	2	11	19
Other revenues	5	2	186	203	8	4	136	154
Total revenues	\$ 554	\$ 448	24	31	\$ 1,151	\$ 995	16	24
Company restaurant expenses	\$ 479	\$ 405	(18)	(25)	\$ 986	\$ 889	(11)	(19)
G&A expenses	\$ 30	\$ 28	(5)	(12)	\$ 59	\$ 57	(3)	(10)
Franchise expenses	\$ 1	\$ 1	(6)	(12)	\$ 2	\$ 2	(3)	(10)
Expenses for transactions with franchisees	\$ 1	\$ 1	(19)	(26)	\$ 2	\$ 2	(11)	(19)
Other operating costs and expenses	\$ 4	\$ 2	(187)	(204)	\$ 7	\$ 3	(130)	(147)
Closures and impairment expenses, net	\$ 4	\$ —	NM	NM	\$ 5	\$ 1	(603)	(657)
Operating Profit	\$ 35	\$ 11	216	218	\$ 90	\$ 41	120	133
Restaurant profit	\$ 67	\$ 38	76	84	\$ 151	\$ 96	57	67
Restaurant margin %	12.4%	8.6%	3.8 pp ts.	3.8 ppt s.	13.3%	9.8%	3.5 pp ts.	3.5 ppt s.

	Quarter Ended 6/30/2023		Year to Date Ended 6/30/2023	
	% change		% change	
System Sales Growth	23%		15%	
System Sales Growth, excluding F/X	30%		23%	
Same-Store Sales Growth	13%		10%	

Unit Count	6/30/2023	6/30/2022	% Increase
Company-owned	2,925	2,573	14
Franchisees	147	138	7
	<u>3,072</u>	<u>2,711</u>	13

Company Sales and Restaurant Profit

The changes in Company sales and Restaurant profit were as follows:

Income (Expense)	Quarter Ended				
	6/30/2022		6/30/2023		6/30/2023
	Store Portfolio Actions	Other	F/X	6/30/2022	
Company sales	\$ 443	\$ 77	\$ 58	\$ (32)	\$ 546
Cost of sales	(139)	(24)	(12)	9	(166)
Cost of labor	(131)	(20)	(21)	10	(162)
Occupancy and other operating expenses	(135)	(17)	(8)	9	(151)
Restaurant profit	\$ 38	\$ 16	\$ 17	\$ (4)	\$ 67

Income (Expense)	Year to Date Ended				
	6/30/2022		6/30/2023		6/30/2023
	Store Portfolio Actions	Other	F/X	6/30/2022	
Company sales	\$ 985	\$ 137	\$ 93	\$ (78)	\$ 1,137
Cost of sales	(305)	(43)	(26)	24	(350)
Cost of labor	(288)	(34)	(30)	23	(329)
Occupancy and other operating expenses	(296)	(29)	(3)	21	(307)
Restaurant profit	\$ 96	\$ 31	\$ 34	\$ (10)	\$ 151

The increase in Company sales for the quarter, excluding the impact of F/X, was primarily driven by same-store sales growth, net unit growth and significantly reduced temporary store closures. The increase in Restaurant profit for the quarter, excluding the impact of F/X, was primarily driven by the increase in Company sales and ongoing benefits of cost structure rebasing, partially offset by lapping the austerity measures in the prior year and wage inflation in the low single digits.

The year to date increase in Company sales, excluding the impact of F/X, was primarily driven by same-store sales growth, net unit growth and significantly reduced temporary store closures. The year to date increase in Restaurant profit, excluding the impact of F/X, was primarily driven by the increase in Company sales and ongoing benefits of cost structure rebasing, partially offset by wage inflation in the low single digits.

G&A Expenses

The quarter and year to date increase in G&A expenses, excluding the impact of F/X, was primarily driven by higher performance-based compensation and merit increases.

Operating Profit

The quarter and year to date increase in Operating profit, excluding the impact of F/X, was primarily driven by the increase in Restaurant profit, partially offset by higher G&A expenses.

All Other Segments

All Other Segments reflects the results of Taco Bell, Lavazza, Little Sheep, Huang Ji Huang, our delivery operating segment and our e-commerce business, and for 2022, also includes COFFii & JOY and East Dawning.

	Quarter Ended				Year to Date Ended			
	6/30/2023		6/30/2022		6/30/2023		6/30/2022	
			% B/(W)				% B/(W)	
	Reported	Ex F/X		Reported	Ex F/X	Reported	Ex F/X	
Company sales	\$ 17	\$ 12	41	50	\$ 32	\$ 27	20	29
Franchise fees and income	4	4	19	25	10	10	3	10
Revenues from transactions with franchisees	17	7	158	173	36	18	106	121
Other revenues	144	119	22	29	306	250	22	31
Total revenues	\$ 182	\$ 142	30	38	\$ 384	\$ 305	26	35
Company restaurant expenses	\$ 18	\$ 15	(25)	(31)	\$ 36	\$ 37	—	(7)
G&A expenses	\$ 10	\$ 11	9	4	\$ 21	\$ 24	13	7
Franchise expenses	\$ 1	\$ 1	38	34	\$ 1	\$ 1	17	12
Expenses for transactions with franchisees	\$ 15	\$ 6	(173)	(189)	\$ 33	\$ 15	(122)	(137)
Other operating costs and expenses	\$ 142	\$ 117	(20)	(28)	\$ 303	\$ 251	(21)	(29)
Closures and impairment expenses, net	\$ 2	\$ 5	40	35	\$ 3	\$ 7	53	49
Operating Loss	\$ (6)	\$ (13)	55	53	\$ (13)	\$ (30)	58	55
Restaurant loss	\$ (1)	\$ (3)	45	44	\$ (4)	\$ (10)	53	51
Restaurant margin %	(9.6)%	(24.5)%	14.9 ppts	14.9 ppts.	(15.1)%	(39.1)%	24.0 ppts	24.0 ppts.

	Quarter Ended 6/30/2023		Year to Date Ended 6/30/2023	
	% change		% change	
Same-Store Sales Growth	20%		10%	

Total Revenues

The quarter and year to date increase in Total revenues of all other segments, excluding the impact of F/X, was primarily driven by inter-segment revenue generated by our delivery team for services provided to KFC and Pizza Hut restaurants as a result of rising delivery sales.

Operating Loss

The quarter and year to date decrease in Operating loss, excluding the impact of F/X, was primarily driven by the decrease in Operating loss from certain emerging brands.

Corporate and Unallocated

	Quarter Ended				Year to Date Ended			
	6/30/2023	6/30/2022	% B/(W)		6/30/2023	6/30/2022	% B/(W)	
			Reported	Ex F/X			Reported	Ex F/X
Revenues from transactions with franchisees	\$ 60	\$ 47	26	34	\$ 123	\$ 104	18	26
Other revenues	\$ 10	\$ 9	8	15	\$ 20	\$ 19	4	11
Expenses for transactions with franchisees	\$ 59	\$ 48	(24)	(31)	\$ 122	\$ 105	(16)	(24)
Other operating costs and expenses	\$ 10	\$ 9	(11)	(18)	\$ 18	\$ 18	(3)	(10)
Corporate G&A expenses	\$ 46	\$ 39	(20)	(25)	\$ 101	\$ 83	(23)	(29)
Other unallocated income, net	\$ —	\$ (1)	NM	NM	\$ (1)	\$ (2)	(37)	(31)
Interest income, net	\$ 40	\$ 14	184	188	\$ 78	\$ 26	203	208
Investment (loss) gain	\$ (11)	\$ 20	NM	NM	\$ (28)	\$ (17)	(69)	(69)
Income tax provision (See Note 13)	\$ (71)	\$ (31)	(131)	(139)	\$ (196)	\$ (86)	(128)	(141)
Equity in net earnings (losses) from equity method investments	\$ (1)	\$ (1)	45	45	\$ —	\$ (2)	90	92
Effective tax rate (See Note 13)	24.7%	26.5%	1.8%	1.8%	27.0%	30.4%	3.4%	3.4%

Revenues from Transactions with Franchisees

Revenues from transactions with franchisees primarily include revenues derived from the Company's central procurement model, whereby food and paper products are centrally purchased and then mainly sold to KFC and Pizza Hut franchisees. The quarter and year to date increase, excluding the impact of F/X, was mainly due to the increase in system sales for franchisees.

G&A Expenses

The quarter and year to date increase in Corporate G&A expenses, excluding the impact of F/X, was primarily due to higher performance-based compensation and merit increases.

Interest Income, Net

The quarter and year to date increase in interest income, net, excluding the impact of F/X, was primarily driven by higher interest rates and higher investment balance.

Investment (Loss) Gain

The investment (loss) gain mainly relates to the change in fair value of our investment in Meituan. See Note 3 for additional information.

Income Tax Provision

Our income tax provision primarily includes tax on our earnings generally at the Chinese statutory tax rate of 25% with certain Chinese subsidiaries qualified at preferential tax rates, withholding tax on planned or actual repatriation of earnings outside of China, Hong Kong profits tax, and U.S. corporate income tax, if any. The lower effective tax rate for the quarter and year to date ended June 30, 2023 was primarily due to a reduction in valuation allowance for improved performance at certain subsidiaries and the impact of higher pre-tax income.

Significant Known Events, Trends or Uncertainties Expected to Impact Future Results

Impact of COVID-19 Pandemic

Starting in late January 2020, the COVID-19 pandemic significantly impacted the Company's operations and financial results and caused significant volatility in our operations. During the quarter and year to date ended June 30, 2023, sales rebounded significantly year-over-year. The Company's strong sales growth was driven by our continued tremendous efforts in seizing opportunities as the country pivoted from strict COVID-19 measures. Margins also improved substantially, primarily benefiting from sales leveraging and ongoing benefits of cost structure rebasing efforts, which contributed to the year-over-year operating profit growth.

We continue to expect uncertain macroeconomic conditions, wage inflation over the coming quarters and potential phase-out of VAT deductions. As such, we are staying alert with vigorous scenario planning, more flexible cost structures and operational agility to capture growth opportunities and mitigate risks when needed.

Tax Examination on Transfer Pricing

We are subject to reviews, examinations and audits by Chinese tax authorities, the Internal Revenue Service and other tax authorities with respect to income and non-income based taxes. Since 2016, we have been under a national audit on transfer pricing by the STA in China regarding our related party transactions for the period from 2006 to 2015. The information and views currently exchanged with the tax authorities focus on our franchise arrangement with YUM. We continue to provide information requested by the tax authorities to the extent it is available to the Company. It is reasonably possible that there could be significant developments, including expert review and assessment by the STA, within the next 12 months. The ultimate assessment and decision of the STA will depend upon further review of the information provided, as well as ongoing technical and other discussions with the STA and in-charge local tax authorities, and therefore it is not possible to reasonably estimate the potential impact at this time. We will continue to defend our transfer pricing position. However, if the STA prevails in the assessment of additional tax due based on its ruling, the assessed tax, interest and penalties, if any, could have a material adverse impact on our financial position, results of operations and cash flows.

PRC Value-Added Tax ("VAT")

Effective May 1, 2016, a 6% output VAT replaced the 5% business tax ("BT") previously applied to certain restaurant sales. Input VAT would be creditable to the aforementioned 6% output VAT. Our new retail business is generally subject to VAT rates at 9% or 13%. The latest VAT rates imposed on our purchase of materials and services included 13%, 9% and 6%, which were gradually changed from 17%, 13%, 11% and 6% since 2017. These rate changes impact our input VAT on all materials and certain services, mainly including construction, transportation and leasing. However, the impact on our operating results is not expected to be significant.

Entities that are general VAT taxpayers are permitted to offset qualified input VAT paid to suppliers against their output VAT upon receipt of appropriate supplier VAT invoices on an entity-by-entity basis. When the output VAT exceeds the input VAT, the difference is remitted to tax authorities, usually on a monthly basis; whereas when the input VAT exceeds the output VAT, the difference is treated as a VAT asset which can be carried forward indefinitely to offset future net VAT payables. VAT related to purchases and sales which have not been settled at the balance sheet date is disclosed separately as an asset and liability, respectively, on the Condensed Consolidated Balance Sheets. At each balance sheet date, the Company reviews the outstanding balance of any VAT asset for recoverability, giving consideration to the indefinite life of VAT assets as well as its forecasted operating results and capital spending, which inherently includes significant assumptions that are subject to change. As of June 30, 2023, the Company has not made an allowance for the recoverability of VAT assets, as the balance is expected to be utilized to offset against VAT payables or be refunded in the future.

On June 7, 2022, the Chinese Ministry of Finance ("MOF") and the STA jointly issued Circular [2022] No. 21, to extend full VAT credit refunds to more sectors and increase the frequency for accepting taxpayers' applications. Beginning on July 1, 2022, entities engaged in providing catering services in China are allowed to apply for a lump sum refund of VAT assets accumulated prior to March 31, 2019. In addition, VAT assets accumulated after March 31, 2019 can be refunded on a monthly basis.

As the benefits of certain VAT assets are expected to be realized within one year pursuant to Circular [2022] No. 21, \$303 million of VAT assets as of June 30, 2022 were reclassified from Other assets to Prepaid expenses and other current assets. As of June 30, 2023, VAT assets of \$75 million, VAT assets of \$5 million and net VAT payable of \$5 million were recorded in Prepaid expenses and other current assets, Other assets and Accounts payable and other current liabilities, respectively, on the Condensed Consolidated Balance Sheets.

The Company will continue to review the classification of VAT assets at each balance sheet date, giving consideration to different local implementation practices of refunding VAT assets and the outcome of potential administrative reviews.

Pursuant to Circular [2019] No. 39, Circular [2019] No. 87 and Circular [2022] No. 11 jointly issued by relevant government authorities, including the MOF and the STA, from April 1, 2019 to December 31, 2022, general VAT taxpayers in certain industries that meet certain criteria are allowed to claim an additional 10% or 15% input VAT, which will be used to offset their VAT payables. Pursuant to Circular [2023] No. 1 jointly issued by the MOF and the STA in January 2023, such VAT policy was further extended to December 31, 2023 but the additional deduction was reduced to 5% or 10% respectively. It is uncertain whether such preferential policy will continue to be applicable upon expiration. Subsequent to the lump sum refund of VAT assets beginning on July 1, 2022 pursuant to Circular [2022] No. 21, the number of subsidiaries meeting required criteria for additional VAT deductions increased. Accordingly, we recognized such VAT deductions of \$8 million in each of the third and fourth quarters of 2022, and \$19 million and \$9 million in the first and second quarters of 2023, respectively. The VAT deductions were recorded as a reduction to the related expense item, primarily in Company restaurant expenses included in the Condensed Consolidated Statements of Income.

We have been benefiting from the retail tax structure reform since it was implemented on May 1, 2016. However, the amount of our expected benefit from this VAT regime depends on a number of factors, some of which are outside of our control. The interpretation and application of the new VAT regime are not settled at some local governmental levels. In addition, China is in the process of enacting the prevailing VAT regulations into a national VAT law. However, the timetable for enacting the national VAT law is not clear. As a result, for the foreseeable future, the benefit of this significant and complex VAT reform has the potential to fluctuate from period to period.

Foreign Currency Exchange Rate

The reporting currency of the Company is the US\$. Most of the revenues, costs, assets and liabilities of the Company are denominated in Chinese Renminbi (“RMB”). Any significant change in the exchange rate between US\$ and RMB may materially affect the Company’s business, results of operations, cash flows and financial condition, depending on the weakening or strengthening of RMB against the US\$. See “Item 3. Quantitative and Qualitative Disclosures About Market Risk” for further discussion.

Condensed Consolidated Cash Flows

Our cash flows for years to date ended June 30, 2023 and 2022 were as follows:

Net cash provided by operating activities was \$924 million in 2023 as compared to \$609 million in 2022. The increase was primarily driven by the increase in net income along with working capital changes.

Net cash used in investing activities was \$598 million in 2023 as compared to \$52 million in 2022. The change was mainly due to net impact on cash flow resulting from purchases and maturities of short-term investments, long-term bank deposits and notes.

Net cash used in financing activities was \$230 million in 2023 as compared to \$513 million in 2022. The decrease was primarily driven by the decrease in share repurchases.

Liquidity and Capital Resources

Historically we have funded our operations through cash generated from the operation of our Company-owned stores, our franchise operations and dividend payments from our former unconsolidated affiliates. Our global offering in September 2020 provided us with \$2.2 billion in net proceeds.

Our ability to fund our future operations and capital needs will primarily depend on our ongoing ability to generate cash from operations. We believe our principal uses of cash in the future will be primarily to fund our operations and capital expenditures for accelerating store network expansion and store remodeling, to step up investments in digitalization, automation and logistics infrastructure, to provide returns to our stockholders, as well as to explore opportunities for acquisitions or investments that build and support our ecosystem. We believe that our future cash from operations, together with our funds on hand and access to the capital markets, will provide adequate resources to fund these uses of cash, and that our existing cash, net cash from operations and credit facilities will be sufficient to fund our operations and anticipated capital expenditures for the next 12 months. We currently expect our fiscal year 2023 capital expenditures to be in the range of approximately \$700 million to \$900 million.

If our cash flows from operations are less than we require, we may need to access the capital markets to obtain financing. Our access to, and the availability of, financing on acceptable terms and conditions in the future or at all will be impacted by many factors, including, but not limited to:

- our financial performance;
- our credit ratings;
- the liquidity of the overall capital markets and our access to the U.S. capital markets; and
- the state of the Chinese, U.S. and global economies, as well as relations between the Chinese and U.S. governments.

There can be no assurance that we will have access to the capital markets on terms acceptable to us or at all.

Generally, our income is subject to the Chinese statutory tax rate of 25%. However, to the extent our cash flows from operations exceed our China cash requirements, the excess cash may be subject to an additional 10% withholding tax levied by the Chinese tax authority, subject to any reduction or exemption set forth in relevant tax treaties or tax arrangements.

Share Repurchases and Dividends

On March 17, 2022, our Board of Directors increased the share repurchase authorization by \$1 billion to an aggregate of \$2.4 billion. Yum China may repurchase shares under this program from time to time in the open market or, subject to applicable regulatory requirements, through privately negotiated transactions, block trades, accelerated share repurchase transactions and the use of Rule 10b5-1 trading plans. During the years to date ended June 30, 2023 and 2022, the Company repurchased 2.1 million shares of common stock for \$124 million and 9.0 million shares of common stock for \$400 million, respectively, under the repurchase program.

For the quarters ended June 30, 2023 and 2022, the Company paid cash dividends of approximately \$54 million and \$50 million, respectively, and for the years to date ended June 30, 2023 and 2022, the Company paid cash dividends of approximately \$108 million and \$101 million, respectively, to stockholders through a quarterly dividend payment of \$0.13 and \$0.12 per share, respectively.

On July 31, 2023, the Board of Directors declared a cash dividend of \$0.13 per share, payable on September 18, 2023, to stockholders of record as of the close of business on August 28, 2023. The total estimated cash dividend payable is approximately \$54 million.

Our ability to declare and pay any dividends on our stock may be restricted by our earnings available for distribution under applicable Chinese laws. The laws, rules and regulations applicable to our Chinese subsidiaries permit payments of dividends only out of their accumulated profits, if any, determined in accordance with applicable Chinese accounting standards and regulations. Under Chinese law, an enterprise incorporated in China is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to fund certain statutory reserve funds, until the aggregate amount of such a fund reaches 50% of its registered capital. As a result, our Chinese subsidiaries are restricted in their ability to transfer a portion of their net assets to us in the form of dividends. At the discretion of the Board of Directors, as an enterprise incorporated in China, each of our Chinese subsidiaries may allocate a portion of its after-tax profits based on Chinese accounting standards to staff welfare and bonus funds. These reserve funds and staff welfare and bonus funds are not distributable as cash dividends.

Borrowing Capacity

As of June 30, 2023, the Company had credit facilities of RMB4,596 million (approximately \$634 million), comprised of onshore credit facilities of RMB3,000 million (approximately \$414 million) in aggregate and offshore credit facilities of \$220 million in aggregate.

The credit facilities had remaining terms ranging from less than one year to two years as of June 30, 2023. Each credit facility bears interest based on the Loan Prime Rate (“LPR”) published by the National Interbank Funding Centre of the PRC, or Secured Overnight Financing Rate (“SOFR”) published by the Federal Reserve Bank of New York. Each credit facility contains a cross-default provision whereby our failure to make any payment on a principal amount from any credit facility will constitute a default on other credit facilities. Some of the credit facilities contain covenants limiting, among other things, certain additional indebtedness and liens, and certain other transactions specified in the respective agreement. Interest on any outstanding borrowings is due at least monthly. Some of the onshore credit facilities contain sub-limits for overdrafts, non-financial bonding, standby letters of credit and guarantees. As of June 30, 2023, we had outstanding bank guarantees of RMB221 million (approximately \$30 million) mainly to secure our lease payments to landlords for certain Company-owned restaurants. The credit facilities were therefore reduced by the same amount. There was a RMB12-million (approximately \$2 million) bank borrowing outstanding as of June 30, 2023, which was secured by a \$1-million short-term investment. The bank borrowing will be due within one year and was included in Accounts payable and other current liabilities.

Off-Balance Sheet Arrangements

See the Guarantees section of Note 15 for discussion of our off-balance sheet arrangements.

New Accounting Pronouncements

Recently Adopted Accounting Pronouncements

See Note 2 for details of recently adopted accounting pronouncements.

New Accounting Pronouncements Not Yet Adopted

In March 2023, the FASB issued ASU 2023-01, *Leases (Topic 842) — Common Control Arrangements* (“ASU 2023-01”). It requires all lessees, including public business entities, to amortize leasehold improvements associated with common control leases over their useful life to the common control group and account for them as a transfer of assets between entities under common control through an adjustment to equity when the lessee no longer controls the use of the underlying asset. ASU 2023-01 is effective for the Company from January 1, 2024, with early adoption permitted. We are currently evaluating the impact the adoption of this standard may have on our financial statements.

Cautionary Note Regarding Forward-Looking Statements

Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements often include words such as “may,” “will,” “estimate,” “intend,” “seek,” “expect,” “project,” “anticipate,” “believe,” “plan,” “could,” “target,” “aim,” “commit,” “predict,” “likely,” “should,” “forecast,” “outlook,” “model,” “continue,” “ongoing” or other similar terminology. Forward-looking statements are based on our expectations, estimates, assumptions or projections concerning future results or events as of the date of the filing of this Form 10-Q. Forward-looking statements are neither predictions nor guarantees of future events, circumstances or performance and are inherently subject to known and unknown risks, uncertainties and assumptions that could cause our actual results and events to differ materially from those indicated by those statements. We cannot assure you that any of our assumptions are correct or any of our expectations, estimates or projections will be achieved. Numerous factors could cause our actual results to differ materially from those expressed or implied by forward-looking statements, including, without limitation, the following:

- Risks related to our business and industry, such as (a) food safety and foodborne illness concerns, (b) significant failure to maintain effective quality assurance systems for our restaurants, (c) significant liability claims, food contamination complaints from our customers or reports of incidents of food tampering, (d) health concerns arising from outbreaks of viruses or other illnesses, including the COVID-19 pandemic, (e) the fact that the operation of our restaurants is subject to the terms of the master license agreement with YUM, (f) the fact that substantially all of our revenue is derived from our operations in China, (g) the fact that our success is tied to the success of YUM's brand strength, marketing campaigns and product innovation, (h) shortages or interruptions in the availability and delivery of food products and other supplies, (i) fluctuation of raw materials prices, (j) our inability to attain our target development goals, the potential cannibalization of existing sales by aggressive development and the possibility that new restaurants will not be profitable, (k) risks associated with leasing real estate, (l) inability to obtain desirable restaurant locations on commercially reasonable terms, (m) labor shortages or increases in labor costs, (n) the fact that our success depends substantially on our corporate reputation and on the value and perception of our brands, (o) the occurrence of security breaches and cyber-attacks, (p) failure to protect the integrity and security of our customer or employee personal, financial or other data or our proprietary or confidential information that is stored in our information systems or by third parties on our behalf, (q) failures or interruptions of service or security breaches in our information technology systems, (r) the fact that our business depends on the performance of, and our long-term relationships with, third-party mobile payment processors, internet infrastructure operators, internet service providers and delivery aggregators, (s) failure to provide timely and reliable delivery services by our restaurants, (t) our growth strategy with respect to Lavazza may not be successful, (u) the anticipated benefits of our acquisitions may not be realized in a timely manner or at all, (v) challenges and risks related to our new retail and e-commerce businesses, (w) our inability or failure to recognize, respond to and effectively manage the impact of social media, (x) failure to comply with anti-bribery or anti-corruption laws, (y) U.S. federal income taxes, changes in tax rates, disagreements with tax authorities and imposition of new taxes, (z) changes in consumer discretionary spending and general economic conditions, (aa) the fact that the restaurant industry in which we operate is highly competitive, (bb) loss of or failure to obtain or renew any or all of the approvals, licenses and permits to operate our business, (cc) our inability to adequately protect the intellectual property we own or have the right to use, (dd) our licensor's failure to protect its intellectual property, (ee) seasonality and certain major events in China, (ff) our failure to detect, deter and prevent all instances of fraud or other misconduct committed by our employees, customers or other third parties, (gg) the fact that our success depends on the continuing efforts of our key management and experienced and capable personnel as well as our ability to recruit new talent, (hh) our strategic investments or acquisitions may be unsuccessful; (ii) our investment in technology and innovation may not generate the expected level of returns, and (jj) fair value changes for our investment in equity securities and lower yields of our short-term investments may adversely affect our financial condition and results of operations;
- Risks related to doing business in China, such as (a) changes in Chinese political policies and economic and social policies or conditions, (b) uncertainties with respect to the interpretation and enforcement of Chinese laws, rules and regulations, which may be subject to change from time to time with little advance notice, and the risk that the PRC government may intervene or influence our operations at any time, which could result in a material change in our operations and/or the value of our securities to decline, (c) audit reports included in our annual reports prepared by auditors who are located in China, and in the event the PCAOB is unable to inspect our auditors, our common stock will be subject to potential delisting from the New York Stock Exchange, (d) changes in political, business, economic and trade relations between the United States and China, (e) fluctuation in the value of the Chinese Renminbi, (f) the fact that we face increasing focus on environmental sustainability issues, (g) limitation on our ability to utilize our cash balances effectively, including making funds held by our China-based subsidiaries unavailable for use outside of mainland China, due to interventions in or the imposition of restrictions and limitations by the PRC government on currency conversion and payments of foreign currency and RMB out of mainland China, (h) changes in the laws and regulations of China or noncompliance with applicable laws and regulations, (i) reliance on dividends and other distributions on equity paid by our principal subsidiaries in China to fund offshore cash requirements, (j) potential unfavorable tax consequences resulting from our classification as a China resident enterprise for Chinese enterprise income tax purposes, (k) uncertainty regarding indirect transfers of equity interests in China resident enterprises and enhanced scrutiny by Chinese tax authorities, (l) difficulties in effecting service of legal process, conducting investigations, collecting evidence, enforcing foreign judgments or bringing original actions in China against us, (m) the Chinese government may determine that the variable interest entity structure of Daojia does not comply with Chinese laws on foreign investment in restricted industries, (n) inability to use properties due to defects caused by non-registration of lease agreements related to certain properties, (o) risk in relation to unexpected land acquisitions, building closures or demolitions, (p) potential fines and other legal or administrative sanctions for failure to comply with Chinese regulations regarding our employee equity incentive plans and various employee benefit plans, (q) proceedings instituted by the SEC against certain China-based accounting firms, including our independent registered public accounting firm, could result in our financial statements being determined to not be in compliance with the requirements of the Exchange Act, (r) restrictions on our ability to make loans or additional capital contributions to our Chinese subsidiaries due to Chinese regulation of loans to, and direct investment in, Chinese entities by offshore holding companies and governmental control of currency conversion, (s) difficulties in pursuing growth through acquisitions due to regulations regarding acquisitions, and (t) the PRC government has significant oversight and discretion to exert control over offerings of securities conducted outside of China and over foreign investment in China-based issuers, and may limit or completely hinder our ability to offer securities to investors, or cause the value of our securities to significantly decline;

- Risks related to the separation and related transactions, such as (a) incurring significant tax liabilities if the distribution does not qualify as a transaction that is generally tax-free for U.S. federal income tax purposes and the Company could be required to indemnify YUM for material taxes and other related amounts pursuant to indemnification obligations under the tax matters agreement, (b) being obligated to indemnify YUM for material taxes and related amounts pursuant to indemnification obligations under the tax matters agreement if YUM is subject to Chinese indirect transfer tax with respect to the distribution, (c) potential indemnification liabilities owing to YUM pursuant to the separation and distribution agreement, (d) the indemnity provided by YUM to us with respect to certain liabilities in connection with the separation may be insufficient to insure us against the full amount of such liabilities, (e) the possibility that a court would require that we assume responsibility for obligations allocated to YUM under the separation and distribution agreement, and (f) potential liabilities due to fraudulent transfer considerations; and
- General risks, such as (a) potential legal proceedings, (b) changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters, (c) failure of our insurance policies to provide adequate coverage for claims associated with our business operations, (d) unforeseeable business interruptions, and (e) failure by us to maintain effective disclosure controls and procedures and internal control over financial reporting in accordance with the rules of the SEC.

In addition, other risks and uncertainties not presently known to us or that we currently believe to be immaterial could affect the accuracy of any such forward-looking statements. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. You should consult our filings with the SEC (including the information set forth under the captions “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022) for additional information regarding factors that could affect our financial and other results. You should not place undue reliance on forward-looking statements, which speak only as of the date of the filing of this Form 10-Q. We are not undertaking to update any of these statements, except as required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Foreign Currency Exchange Rate Risk

Changes in foreign currency exchange rates impact the translation of our reported foreign currency denominated earnings, cash flows and net investments in foreign operations, virtually all of which are denominated in RMB. While substantially all of our supply purchases are denominated in RMB, from time to time, we enter into agreements at predetermined exchange rates with third parties to purchase certain amount of goods and services sourced overseas and make payments in the corresponding local currencies when practical, to minimize the related foreign currency exposure with immaterial impact on our financial statements.

As substantially all of the Company’s assets are located in China, the Company is exposed to movements in the RMB foreign currency exchange rate. For the quarter and year to date ended June 30, 2023, the Company’s Operating profit would have decreased by approximately \$25 million and \$64 million, respectively, if the RMB weakened 10% relative to the US\$. This estimated reduction assumes no changes in sales volumes or local currency sales or input prices.

Commodity Price Risk

We are subject to volatility in food costs as a result of market risks associated with commodity prices. Our ability to recover increased costs through higher pricing is, at times, limited by the competitive environment in which we operate. We manage our exposure to this risk primarily through pricing agreements with our vendors.

Investment Risk

In September 2018, we invested \$74 million in 8.4 million of Meituan’s ordinary shares. The Company sold 4.2 million of its ordinary shares of Meituan in the second quarter of 2020 for proceeds of approximately \$54 million. Equity investment in Meituan is recorded at fair value, which is measured on a recurring basis and is subject to market price volatility. See Note 3 for further discussion on our investment in Meituan.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on the evaluation, performed under the supervision and with the participation of the Company’s management, including the Chief

Executive Officer (the “CEO”) and the Chief Financial Officer (the “CFO”), the Company’s management, including the CEO and the CFO, concluded that the Company’s disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There were no changes with respect to the Company’s internal control over financial reporting during the quarter ended June 30, 2023 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

PART II – Other Information

Item 1. Legal Proceedings

Information regarding legal proceedings is incorporated by reference from Note 15 to the Company’s Condensed Consolidated Financial Statements set forth in Part I of this report.

Item 1A. Risk Factors

We face a variety of risks that are inherent in our business and our industry, including operational, legal and regulatory risks. Such risks could cause our actual results to differ materially from our forward-looking statements, expectations and historical trends. There have been no material changes from the risk factors disclosed in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022, which was filed with the SEC on March 1, 2023.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Our Board of Directors authorized an aggregate of \$2.4 billion for our share repurchase program, including its most recent increase in authorization on March 17, 2022. The authorizations do not have an expiration date.

The following table provides information as of June 30, 2023 with respect to shares of Yum China common stock repurchased by the Company during the quarter then ended:

Period	Total Number of Shares Repurchased (thousands)	Average Price Paid Per Share	Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs (thousands)	Approximate Dollar Value of Shares that May Yet Be Repurchased under the Plans or Programs (millions)
4/1/23-4/30/23	303	\$ 62.65	303	\$ 1,070
5/1/23-5/31/23	365	\$ 60.27	365	\$ 1,048
6/1/23-6/30/23	361	\$ 58.17	361	\$ 1,027
Total	<u>1,029</u>	\$ 60.23	<u>1,029</u>	\$ 1,027

Item 6. Exhibits

Exhibit Number	Description of Exhibits
10.1	<u>Transition Agreement, dated July 13, 2023, by and between Yum China Holdings, Inc. and Aiken Yuen (incorporated by reference to Exhibit 10.1 to Yum China Holdings, Inc.'s Current Report on Form 8-K filed on July 17, 2023).</u>
31.1	<u>Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u>
31.2	<u>Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u>
32.1	<u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u>
32.2	<u>Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document *
101.SCH	Inline XBRL Taxonomy Extension Schema Document *
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document *
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document *
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document *
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document *

* Filed or furnished herewith.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Yum China Holdings, Inc.

(Registrant)

Date: August 9, 2023

/s/ Xueling Lu

Controller and Principal Accounting Officer

CERTIFICATION

I, Joey Wat, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Yum China Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant, as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2023

/s/ Joey Wat

Joey Wat
Chief Executive Officer

CERTIFICATION

I, Andy Yeung, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Yum China Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant, as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2023

/s/ Andy Yeung

Andy Yeung
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Yum China Holdings, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Periodic Report"), I, Joey Wat, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2023

/s/ Joey Wat

Joey Wat

Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Yum China Holdings, Inc. and will be retained by Yum China Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Yum China Holdings, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Periodic Report"), I, Andy Yeung, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2023

/s/ Andy Yeung

Andy Yeung

Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Yum China Holdings, Inc. and will be retained by Yum China Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.
