



LAM SOON (HONG KONG) LIMITED
南順（香港）有限公司



INTERIM REPORT 2002

二零零二年中期報告書

BUSINESS REVIEW AND OUTLOOK

業務回顧及展望

BUSINESS REVIEW

The first half of 2002 has been a challenging period for the Group's business as well as many other industries in the region. During the period, the Group continues to leverage its strengths in branding and distribution, and was able to achieve growth in turnover and profit.

The turnover of the Group for the first half of 2002 was HK\$880 million, representing 8% growth from the same period of 2001. Its consolidated results have also turnaround to register a consolidated net profit after tax of HK\$5.5 million. The improvement was mainly due to increasing market penetration in the China market by all business divisions, improved operating margins and reduction in interest expenses.

The Group has a healthy balance sheet with its gearing ratio at 21% as of 30th June 2002. The Group has further streamlined its structure by successfully completing the privatisation of its subsidiary, Lam Soon Food Industries Limited.

FINANCIAL REVIEW

The Group generally finances its businesses with internally generated cash flows and banking facilities at different geographical markets as far as practicable. Financing and cash management activities of the Group are coordinated at the Corporate level.

The Group's working capital management continued to keep tight control on credit policies and inventory planning. As at 30th June 2002, over 95% of its receivables were less than 3 months old. The Group's provision on overall receivables remained relatively unchanged. Most of the Group's trade creditors normally grant sufficient credit to the Group.

業務回顧

二零零二年上半年度對區內各行業及本集團而言是一個富挑戰性的年頭。是期間，在本集團致力不斷增強品牌的形象及分銷工作下，使營業額及利潤均達至增長。

本集團於二零零二年上半年之營業額為港幣880,000,000元，較二零零一年同期增長8%。整體表現得到改善，除稅後溢利錄得港幣5,500,000元。溢利貢獻主要來自各分部於中國市場內之業務不斷滲透擴展，營運邊際利潤之改善及利息支出的減少等。

本集團之資產負債表非常穩健，於二零零二年六月三十日，負債比率為21%。集團為了更進一步精簡本身之組織架構，成功地將南順食品工業有限公司私有化。

財務回顧

本集團一般均盡量以不同地域市場內部產生之流動現金及銀行信貸提供營運所需資金。本集團之融資及現金管理事宜均由企業層統籌。

本集團對營運資金之管理、繼續嚴謹控制信貸政策及存貨規劃。於二零零二年六月三十日之應收賬款超過95%少於三個月帳齡。本集團就整體應收賬款所作出之撥備相對維持不變。而本集團絕大多數購貨客戶均給予本集團足夠的數期。

BUSINESS REVIEW AND OUTLOOK (continued)

業務回顧及展望 (續)

The debt maturity profile of the Group as at 30th June 2002 is as follows:

本集團於二零零二年六月三十日的債務還款期分析如下：

		30th June 2002 二零零二年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2001 二零零一年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
Repayable within one year	一年內償還	184,596	403,106
Repayable after 1 year, but within 2 years	於一年後至兩年內償還	50,960	656
Repayable after 2 years, but within 5 years	於兩年後至五年內償還	67,200	—
Total	總額	<u>302,756</u>	<u>403,762</u>

The Group has total assets of HK\$1,693 million as at 30th June 2002 (31st December 2001: HK\$1,853 million). The Group's gearing ratio was 21% as at 30th June 2002, compared to 14% as at 31st December 2001. It was calculated based on the net borrowings (net of cash deposits and bank balances) of HK\$169 million (31st December 2001: HK\$110 million) and the shareholders' equity of HK\$814 million (31st December 2001: HK\$791 million).

於二零零二年六月三十日本集團的總資產達港幣1,693,000,000元（二零零一年十二月三十一日：港幣1,853,000,000元）。於二零零二年六月三十日，本集團之負債比率為21%，相對於二零零一年十二月三十一日的14%，此乃根據借貸淨額（已扣除現金存款及銀行結餘）之港幣169,000,000元（二零零一年十二月三十一日：港幣110,000,000元）及股東權益港幣814,000,000元（二零零一年十二月三十一日：港幣791,000,000元）計算。

As at 30th June 2002, there was sufficient banking facility that has not yet been utilized by the Group. As the cash deposits and bank balances of the Group amounted to HK\$133 million together with the total net working capital of HK\$66 million, the management considers that the Group has sufficient financial resources to discharge its debts and to finance its daily operations and capital expenditure.

於二零零二年六月三十日，本集團擁有足夠未動用之銀行信貸。有鑒於本集團之現金存款及銀行結餘共港幣133,000,000元以及淨營運資金總額達港幣66,000,000元，管理層認為本集團具備充足財務資源償還債務及提供日常業務運作所需資金及資本支出。

BUSINESS REVIEW AND OUTLOOK (continued)

業務回顧及展望 (續)

EMPLOYEE, TRAINING AND REMUNERATION POLICY

As at 30th June 2002, the Group has approximately 1,870 (31st December 2001: 1,710) employees. Employees are remunerated according to the nature of their job and market trend, with built-in merit component incorporated in the annual increment and year end performance bonus to reward and motivate individual performance. Total staff costs for the period ended 30th June 2002 were HK\$79 million (2001: HK\$80 million).

Pursuant to the share option scheme (the "Scheme") approved by the shareholders on 26th May 2000, the directors of the Company may invite employees and directors (other than non-executive directors) of the Company or any of its subsidiaries from time to time to take up options to subscribe for shares of HK\$1 each in the capital of the Company. The subscription price and the exercisable period are determined in accordance with prescribed formula and terms. During the period ended 30th June 2002, 3,950,000 share options were granted under the Scheme, 1,094,605 share options were exercised and granted under the share option scheme adopted on 29th May, 1998 but was cancelled and terminated on 26th May, 2000. Details of the share option scheme of the Company are set out in "Directors' And Chief Executive' Interests In Shares" to the interim report.

CHARGES ON GROUP ASSETS

As at 30th June 2002, the amount of the Group's assets pledged as security for liabilities was HK\$98 million (31st December 2001: HK\$574 million).

OUTLOOK

The prosperity and economic development in China provide the long-term growth opportunities, as well as challenges for the Group. The entry of China into World Trade Organization, and the commitment of the Chinese Government to advance its agricultural industry have created the opportunity of potential double-digit growth in the food business.

僱員、培訓及薪酬政策

於二零零二年六月三十日，本集團旗下員工約1,870人（二零零一年十二月三十一日：1,710人）。員工薪酬乃按其工作性質和市況而釐定，並於是期間增薪評估內設有表現評估部分及年終獎金，以推動及獎勵個人工作表現。截至二零零二年六月三十日止期間內的職工成本總額為港幣79,000,000元（二零零一年：港幣80,000,000元）。

根據股東於二零零零年五月二十六日通過的購股權計劃（「該計劃」），本公司董事可邀請本公司或其任何附屬公司的僱員及董事（不包括非執行董事）接納購股權，可認購本公司作價港幣1元的股份。該等購股權的認購價及行使期乃按照指定的計算方法及條款而釐定。於是期間內，該計劃共授出3,950,000股購股權，此外，有獲授人行使本公司於一九九八年五月二十九日採納時授予之購股權計劃共1,094,605股購股權，惟該購股權計劃已於二零零零年五月二十六日取消及終止。有關本公司已經股東大會審批之購股權計劃之摘要已詳列於「董事及主要行政人員之持股權益」內。

本集團資產之抵押

於二零零二年六月三十日，本集團為負債作出抵押之資產金額為港幣98,000,000元（二零零一年十二月三十一日：港幣574,000,000元）。

展望

中國繁榮的經濟發展前景不但為本集團提供了長期的發展機會，更帶來挑戰。中國成功加入世界貿易組織及政府對推動農業發展所付出的貢獻，使食品業產生雙位數的增長潛力。

BUSINESS REVIEW AND OUTLOOK (continued)

業務回顧及展望 (續)

Food Segment

The volume growth of the Food Segment has achieved satisfactory results during the first half of 2002. This is the result of continuous expansion in our customer base and distribution networks supported by aggressive investment in advertising and promotion.

It is also the third consecutive year for the Group to receive the Asia Super Brand Award for our “Knife” Brand, which remains the best selling cooking oil in the Hong Kong retail market. “Red Lantern” Brand also achieved encouraging growth in China during the period.

Detergent Segment

This business division has continued to achieve satisfactory growth in volume for the first half of this year. Its flagship brands, “AXE” & “Labour” dishwashing detergent, remain as the leading selling brands in Hong Kong. In China, “AXE” is also becoming popular in the Guangdong market as a premium product to the consumers, following the implementation of a series of promotion activities. “Labour” has also established its expansion plan to penetrate into new markets.

Packaging Segment

The industry continues to be challenging, as the surplus capacity in the region remains an issue for some years. In addition to management programs for improving product mix, cost reduction and operating efficiency, the Group has further improved its business in China by integrating management expertise and synergies with its Taiwan operation.

Distribution Segment

The Group has restructured its business operations in Hong Kong since 2001. Lam Soon Food Supply Company Limited is the new company to integrate all sales, marketing, and logistic services for the Group’s products in Hong Kong. Its mission is to optimise its operating synergies and deliver the highest standards of services in the region.

During the first half of 2002, the management has been taking proactive programs to improve its sales and marketing efficiency under challenging market conditions. The result has been positive and encouraging since the new structure was established.

食品分部

二零零二年上半年，食品部之營業額錄得滿意的增長。我們利用進取的推廣及宣傳策略，不斷擴展客戶基礎及各分銷網絡，以達到增長的成果。

『刀嘜』食油更連續第三年被讀者文摘評為亞洲非常品牌金獎，於香港零售市場內保持銷售最佳之食油。同期，『紅燈牌』食用油於國內市場亦同時錄得鼓舞的增長。

清潔用品分部

上半年，本部之業務繼續錄得滿意的增長。本部之旗艦品牌『斧頭牌』及『勞工牌』碗碟清潔劑，繼續成為香港具領導地位的品牌。一系列推廣活動於中國廣東地區推出後，『斧頭牌』已成為區內消費者普遍使用的高檔產品。『勞工牌』亦已計劃擴展其業務，以開拓新市場。

包裝產品分部

本部之業務持續具挑戰性，於地區內生產力過剩的問題已維持數年。集團除已採取管理計劃改良產品品種、控制成本及改善其營運效率外，更為中國的包裝產品業務引進更專業的管理並與台灣之營運產生協同。

產品分銷分部

本集團已於二零零一年將香港的業務運作重組。南順食品供應有限公司為一新成立之公司，目的為結合香港之產品銷售、推廣及後勤服務，從而擴大其營運協同效應，為區內持續提供高質素的服務。

二零零二年上半年，在這富挑戰性的經營環境下，管理層已主動採取有效管理計劃，務求改善市場銷售效能。自新架構組成後，成效正面及令人鼓舞。

CONSOLIDATED INCOME STATEMENT (UNAUDITED)

綜合收益表（未經審核）

		Six months ended 30th June 截至六月三十日止六個月	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
		Note 附註	
Turnover	營業額	2	880,584
Cost of sales	銷售成本		(703,139)
Gross profit	毛利		177,445
Other income	其他收入		7,306
Selling and distribution expenses	銷售及推銷費用		(90,415)
Administrative expenses	行政費用		(62,202)
Other operating expenses	其他經營費用		(13,902)
Profit/(loss) from operations	經營業務溢利／（虧損）	2	18,232
Net interest expenses	淨利息支出		(5,585)
Provision for diminution in value of subsidiaries written back	附屬公司賬面減值準備撥回		—
Operating profit/(loss)	經營溢利／（虧損）	3	12,647
Share of results of a jointly controlled entity	應佔共同控制個體的業績		484
Profit from ordinary activities before taxation	除稅前日常業務的溢利		13,131
Taxation	稅項	4	(7,584)
Profit/(loss) after taxation	除稅後溢利／（虧損）		5,547
Minority interests	少數股東權益		910
Profit attributable to shareholders	股東應佔溢利		6,457
Earnings per share	每股盈利	5	
Basic	基本		HK\$0.027

CONDENSED CONSOLIDATED BALANCE SHEET

簡明綜合資產負債表

		Note 附註	30th June 2002 二零零二年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2001 二零零一年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
NON-CURRENT ASSETS	非流動資產			
Fixed assets	固定資產		916,628	893,171
Intangible assets – Trademarks	無形資產 — 商標		35,832	36,806
– Negative goodwill	— 負商譽		(48,558)	(10,988)
Interest in associates	聯營公司權益		24,979	25,690
Interest in a jointly controlled entity	共同控制個體權益		58,778	58,930
Other assets	其他資產		6,296	1,346
			993,955	1,004,955
CURRENT ASSETS	流動資產			
Inventories	存貨		221,020	246,358
Debtors, deposits and prepayments	應收賬款、按金及預付款	6	291,958	276,426
Bills receivable	應收票據		31,598	28,024
Short-term investment	短期投資		12,071	—
Other current assets	其他流動資產		9,082	3,757
Deposits with financial institutions	財務機構存款		81,177	139,283
Deposits with financial institutions – pledged	財務機構存款 — 已抵押		549	78,444
Cash and bank balances	現金及銀行結餘		51,681	75,759
			699,136	848,051
CURRENT LIABILITIES	流動負債			
Secured and unsecured bank loans and overdrafts	銀行有抵押及無抵押貸款和透支		172,506	345,177
Other unsecured loans	其他無抵押貸款		12,090	57,929
Creditors, deposits received and accruals	應付賬款、已收按金及應付費用	7	298,444	267,076
Bills payable	應付票據		142,976	113,683
Other current liabilities	其他流動負債		32,946	24,270
Tax payable	應付稅款		25,111	21,708
			684,073	829,843
NET CURRENT ASSETS	淨流動資產		15,063	18,208
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,009,018	1,023,163

CONDENSED CONSOLIDATED BALANCE SHEET (continued)

簡明綜合資產負債表 (續)

			30th June 2002 二零零二年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2001 二零零一年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
		Note 附註		
SHARE CAPITAL	股本	8	243,354	242,260
RESERVES	儲備	9	571,636	549,733
SHAREHOLDERS' EQUITY	股東權益		814,990	791,993
MINORITY INTERESTS	少數股東權益		64,382	229,211
NON-CURRENT LIABILITIES	非流動負債			
Secured and unsecured bank loans	銀行有抵押及無抵押貸款		118,160	656
Other non-current liabilities	其他非流動負債		9,444	41
Deferred taxation	遞延稅項		2,042	1,262
			129,646	1,959
			1,009,018	1,023,163

CONDENSED CONSOLIDATED CASH FLOW STATEMENT (UNAUDITED)

簡明綜合現金流量表（未經審核）

		Six months ended 30th June 截至六月三十日止六個月	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Net cash inflow from operating activities	經營業務的 現金流入淨額	116,786	20,214
Net cash (outflow)/inflow from investing activities	投資活動的現金 (流出) / 流入淨額	(111,767)	16,526
Net cash outflow from financing	融資的現金流出淨額	(27,318)	(50,225)
Decrease in cash and cash equivalents	現金及現金等值物 的減少	(22,299)	(13,485)
Cash and cash equivalents at 1st January	一月一日現金及 現金等值物結餘	73,539	231,854
Effect of foreign exchange rate changes	匯率變動的 影響	(113)	485
Cash and cash equivalents at 30th June	六月三十日現金及 現金等值物結餘	<u>51,127</u>	<u>218,854</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動報表（未經審核）

		Six months ended 30th June 截至六月三十日止六個月	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
		Note 附註	
Total shareholders' equity at 1st January	於一月一日 股東權益總額		1,033,702
Exchange differences arising on translation of financial statements of overseas subsidiaries and associates	折算海外附屬公司和聯營公司財務報表所產生的外匯差額	9	(12,271)
Net gain/(loss) not recognised in the consolidated income statement	未確認於綜合收益表的收益／（虧損）淨額		(12,271)
Net profit for the period	是期間的淨溢利	9	2,453
Issue of share capital	發行股本	8(a)	—
Total shareholders' equity at 30th June	於六月三十日 股東權益總額		1,023,884

Notes:

1. Basis of preparation and accounting policies

The condensed consolidated financial statements are unaudited and have been prepared in compliance with Statement of Standard Accounting Practice ("SSAP") No. 25 "Interim Financial Reporting" issued by the Hong Kong Society of Accountants ("HKSA") and on a basis consistent with the accounting policies (except that disclosed below) adopted in the Group's annual financial statements for the year ended 31st December 2001.

During the period ended 30th June 2002, the following new or revised SSAPs have been adopted by the Group for the first time in the preparation of the current period's condensed consolidated financial statements:

SSAP 1 (revised)	: Presentation of financial statements
SSAP 11 (revised)	: Foreign currency translation
SSAP 15 (revised)	: Cash flow statements
SSAP 34	: Employee benefits

There is no material impact to the financial results and the financial position of the Group by the adoption of the new or revised SSAPs mentioned above.

During the period, the estimated economic useful lives of trademarks were revised which resulted in an additional amortisation charge of HK\$2,700,000 for the period.

Certain comparative figures have been reclassified to conform with the current period's presentation.

附註：

1. 編制財務報表的準則及會計政策

此未經審核之簡明綜合財務報表乃按照香港會計師公會頒佈之會計實務準則第二十五號「中期財務報告」而編制。其編制準則與本集團截至二零零一年十二月三十一日止之年度財務報表所採用的會計政策（以下披露者除外）一致。

截至二零零二年六月三十日止期間內，本集團首次採納下列新增或修訂之會計實務準則，編制本期間簡明綜合財務報表：

會計實務準則第1號 (修訂)	: 財務報表的陳述
會計實務準則第11號 (修訂)	: 外幣折算
會計實務準則第15號 (修訂)	: 現金流量表
會計實務準則第34號	: 僱員利益

採納該新增或修訂之會計實務準則對本集團之財務業績及財務狀況並無重大影響。

於是期間內，因修訂商標的估計經濟可用年期而導致有額外港幣2,700,000元之攤銷。

若干比較數字已重新分類，以配合是期間賬目之編列方式。

2. Segmental information

The Company is an investment holding company and the Group principally operates in seven business segments as described below. The analysis of the Group's turnover and contribution to profit from operations by business segments and geographical segments are as follows:

		Turnover 營業額		Profit/(loss) from operations 經營業務溢利/(虧損)	
		Six months ended 30th June 截至六月三十日止六個月			
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Business segments:	業務分部：				
Food	食品	436,471	498,661	21,231	35,919
Detergent	清潔用品	27,020	45,990	(1,188)	3,675
Packaging	包裝產品	236,643	239,678	7,256	(2,877)
Distribution	產品分銷	174,311	—	21,058	—
Bulk trading	散裝貿易	6,139	4,527	(1,295)	(2,815)
Electronics	電子產品	—	27,941	—	(10,549)
Others	其他	—	—	(28,830)	(24,514)
		<u>880,584</u>	<u>816,797</u>	<u>18,232</u>	<u>(1,161)</u>
Geographical segments:	地區分部：				
Mainland China	中國大陸	542,412	431,549	9,276	10,546
Hong Kong	香港	196,523	207,119	1,988	(2,582)
Taiwan	台灣	141,649	150,188	6,968	1,424
United States of America	美國	—	27,941	—	(10,549)
		<u>880,584</u>	<u>816,797</u>	<u>18,232</u>	<u>(1,161)</u>

3. Operating profit/(loss)

Operating profit/(loss) is arrived at after charging/(crediting):

		Six months ended 30th June 截至六月三十日止六個月	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Depreciation and amortisation	折舊及攤銷	36,438	49,372
Loss/(profit) on disposal of fixed assets	出售固定資產的虧損/(溢利)	<u>873</u>	<u>(368)</u>

2. 分部資料

本公司為一間投資控股公司，而本集團主要經營以下七個業務分部。本集團之營業額與對經營業務溢利之貢獻，按業務分部及地區分部而劃分的分析列述如下：

3. 經營溢利/(虧損)

經營溢利/(虧損) 已扣除/(計入) 下列各項：

4. Taxation

- (a) The provision for Hong Kong profits tax is calculated at 16% (2001: 16%) of the estimated assessable profits for the period. Overseas taxation is provided for at the relevant tax rates.
- (b) The taxation charge is made up as follows:

The Company and subsidiaries	本公司及附屬公司
Hong Kong taxation	香港稅項
Overseas taxation	海外稅項
Deferred taxation	遞延稅項
Jointly controlled entity	共同控制個體
Hong Kong taxation	香港稅項

5. Earnings per share

(a) Basic

The calculation of basic earnings per share is based on the profit attributable to shareholders of HK\$6,457,000 (2001: HK\$2,453,000) and the weighted average number of 242,942,932 (2001: 242,259,560) ordinary shares in issue during the period.

(b) Diluted

The diluted earnings per share for the periods are not presented as the outstanding share options and the potential ordinary shares on the exercise of the conversion right of the convertible 5% non-cumulative preference shares in the Company's subsidiary, Lam Soon Food Industries Limited, held by the Company are anti-dilutive.

4. 稅項

- (a) 香港利得稅準備乃根據是期間內估計應課稅溢利按稅率16%（二零零一年：16%）計算。海外稅項則按當地的稅率計算。
- (b) 稅項支出如下：

Six months ended 30th June 截至六月三十日止六個月

2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
1,669	1,783
4,499	917
780	—
<u>6,948</u>	<u>2,700</u>
636	1,033
<u>7,584</u>	<u>3,733</u>

5. 每股盈利

(a) 基本

每股基本盈利乃根據股東應佔溢利港幣6,457,000元（二零零一年：港幣2,453,000元）及本公司於是期間內已發行普通股之加權平均數242,942,932股（二零零一年：242,259,560股）計算。

(b) 攤薄後

截至二零零一年六月三十日及二零零二年六月三十日止期間內，由於尚未行使之認股權及行使本公司於附屬公司—南順食品工業有限公司的年息五厘可換股非累積優先股換股權後之潛在普通股，並無攤薄的影響，故此並無列出其攤薄後之每股盈利。

6. Debtors, deposits and prepayments

The ageing analysis of trade debtors (net of provisions for bad and doubtful debts) is as follows:

		30th June 2002 二零零二年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2001 二零零一年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
0 – 3 months	零至三個月	187,806	177,055
4 – 6 months	四至六個月	9,191	5,158
		<u>196,997</u>	<u>182,213</u>
Total trade debtors	應收賬款總額	196,997	182,213
Deposits and prepayments	按金及預付款	94,961	94,213
		<u>291,958</u>	<u>276,426</u>

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

7. Creditors, deposits received and accruals

The ageing analysis of trade creditors is as follows:

		30th June 2002 二零零二年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2001 二零零一年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
0 – 3 months	零至三個月	130,847	143,102
4 – 6 months	四至六個月	54,524	14,507
Over 6 months	六個月以上	557	829
		<u>185,928</u>	<u>158,438</u>
Total trade creditors	應付賬款總額	185,928	158,438
Deposits received and accruals	已收按金及應付費用	112,516	108,638
		<u>298,444</u>	<u>267,076</u>

6. 應收賬款、按金及預付款

應收賬款（已扣除呆壞賬準備）賬齡分析如下：

給予顧客之信貸條款各異，一般按個別顧客之財政狀況衡量。為更有效地管理與應收賬款相關之信貸風險，本集團均定期進行顧客信用評估。

7. 應付賬款、已收按金及應付費用

應付賬款賬齡分析如下：

8. Share capital

8. 股本

		Number of shares 股本數目	Nominal value 賬面值 HK\$'000 港幣千元
Authorised:	法定股本：		
At 1st January 2002 and 30th June 2002	於二零零二年一月一日及 二零零二年六月三十日		
Shares of HK\$1 each	每股港幣1元	<u>300,000,000</u>	<u>300,000</u>
Issued and fully paid:	已發行及已繳足股本：		
At 1st January 2002	於二零零二年一月一日	242,259,560	242,260
Shares issued under share option scheme (Note (a))	根據購股權計劃而 發行的股本（附註(a)）	<u>1,094,605</u>	<u>1,094</u>
At 30th June 2002	於二零零二年六月三十日	<u>243,354,165</u>	<u>243,354</u>

Note:

- (a) During the period ended 30th June 2002, options to subscribe for 1,094,605 shares under the Company's share option scheme adopted on 29th May 1998 were exercised at HK\$1.445 per share with total consideration of HK\$1,582,000, of which HK\$1,094,000 was credited to share capital and the balance of HK\$488,000 was credited to the share premium account.

附註：

- (a) 截至二零零二年六月三十日是期間內，根據本公司於一九九八年五月二十九日採納之購股權計劃，共授出1,094,605股購股權。每股購股權認購價為港幣1.445元，共作價港幣1,582,000元。其中港幣1,094,000元已計入股本而其餘港幣488,000元亦已撥入股份溢價儲備內。

9. Reserves

9. 儲備

		Share premium 股份溢價 HK\$'000 港幣千元	Capital reserve 資本儲備 HK\$'000 港幣千元	Property revaluation reserve 物業 重估儲備 HK\$'000 港幣千元	Exchange reserve 外匯儲備 HK\$'000 港幣千元	General reserve 一般儲備 HK\$'000 港幣千元	Revenue reserve 收益儲備 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
At 1st January 2001	二零零一年一月一日	428,935	40,771	45,022	(34,905)	50,000	261,619	791,442
Realisation of property revaluation reserve on disposal of properties	出售物業而 變現的物業 重估儲備	—	—	(6,990)	—	—	6,990	—
Impairment loss on properties charged against property revaluation reserve	物業減值虧損 沖銷物業 重估儲備	—	—	(3,631)	—	—	—	(3,631)
Transfer from revenue reserve to capital reserve by subsidiaries	附屬公司由收益儲備 撥入資本儲備	—	43	—	—	—	(43)	—
Exchange differences arising on translation of financial statements of overseas subsidiaries and associates	折算海外附屬公司 和聯營公司財務 報表所產生的 外匯差額	—	—	—	(18,838)	—	—	(18,838)
Loss for the year	是年度虧損	—	—	—	—	—	(219,240)	(219,240)
At 31st December 2001	二零零一年 十二月三十一日	<u>428,935</u>	<u>40,814</u>	<u>34,401</u>	<u>(53,743)</u>	<u>50,000</u>	<u>49,326</u>	<u>549,733</u>
At 1st January 2002	二零零二年一月一日	428,935	40,814	34,401	(53,743)	50,000	49,326	549,733
Premium on issue of shares under share option scheme	根據購股權計劃而發行 股本的股份溢價	488	—	—	—	—	—	488
Exchange differences arising on translation of financial statements of overseas subsidiaries and associates	折算海外附屬公司 和聯營公司財務 報表所產生的 外匯差額	—	—	—	14,958	—	—	14,958
Profit for the period	是期間溢利	—	—	—	—	—	6,457	6,457
At 30th June 2002	二零零二年六月三十日	<u>429,423</u>	<u>40,814</u>	<u>34,401</u>	<u>(38,785)</u>	<u>50,000</u>	<u>55,783</u>	<u>571,636</u>

10. Commitment

As at 30th June 2002, the Group had commitment to make payment in respect of guaranteed profits payable to the joint venture partners under a joint venture agreement amounting to HK\$4,699,000 (31st December 2001: HK\$5,145,000) in aggregate over the unexpired term of the joint venture agreement of six years. In return, the Group is entitled to all the residual profits of the joint venture.

10. 承擔項目

於二零零二年六月三十日，本集團根據合營企業協議，須承擔合營企業股東於合營企業協議尚未終止的六年年內可獲保證利潤合共港幣4,699,000元（二零零一年十二月三十一日：港幣5,145,000元）。而此合營企業的剩餘利潤則按此協議全歸於本集團。

11. Contingent liabilities

- (a) As at 30th June 2002, the Group had contingent liabilities in respect of several guarantees given to banks to secure banking facilities of a jointly controlled entity to the extent of HK\$15,747,000 (31st December 2001: HK\$15,333,000).
- (b) As at 30th June 2002, the Group committed to supply 89 million (31st December 2001: 32 million) aluminium cans to a customer in Taiwan at a fixed price. Such commitment was covered by a bank guarantee issued to the customer amounting to approximately HK\$6,501,000 (31st December 2001: HK\$2,095,000). The Group had contingent liabilities arising from counter indemnity given to the bank in respect of such guarantee.

12. Related party transactions

The Group had the following material transactions with its related party during the period:

Related party 有關連人士	Nature of transactions 交易性質	Note 附註	Six months ended 30th June 截至六月三十日止六個月	
			2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Jointly controlled entity 共同控制個體	Purchase of small package oil 購買小包裝食油	(i)	1,458	1,563
	Sales of aroma oil 香味油銷售	(ii)	14,372	17,850
	Sales of detergent products 清潔用品銷售	(ii)	1,676	1,281
	Sub-contracting income on oil refinement 煉油加工的外判收入	(ii)	—	908
	Bottling and refinery income of small package oil 小包裝食油精煉及裝罐收入	(iii)	5,722	—
	Barge rental and operation fee income 駁船租賃及運作費收入	(iii)	—	559
	Advertising and promotion income 廣告及宣傳收入	(iii)	—	1,500
	Management fee income 管理費收入	(iii)	—	1,500
	Royalties received for the use of trademarks 商標使用的版權費收入	(iv)	10,822	11,533

11. 或然負債

- (a) 於二零零二年六月三十日，本集團的或然負債為多項由本集團向銀行提出的擔保，以便有關共同控制個體取得銀行信貸額共港幣15,747,000元（二零零一年十二月三十一日：港幣15,333,000元）。
- (b) 於二零零二年六月三十日，本集團與一台灣客戶簽定合約，以固定價格供應89,000,000片（二零零一年十二月三十一日：32,000,000片）鋁罐。本集團就是項合約向有關客戶提出銀行擔保。其擔保金額約為港幣6,501,000元（二零零一年十二月三十一日：港幣2,095,000元）。本集團就是項擔保向該銀行提供相應之損害賠償，因此被視為本集團的或然負債。

12. 有關連人士的交易

於是期間內，本集團有以下重要的有關連人士的交易：

Notes:

- (i) Purchase of small package oil was carried out at cost plus a percentage of profit mark-up.
- (ii) Sales of aroma oil, detergent products and sub-contracting income on oil refinement were made with reference to the market price.
- (iii) Bottling and refinery income of small package oil, barge rental and operation fee income, advertising, promotion and management fee income were determined on the basis of the cost and the amount of services performed by the Group.
- (iv) Under the trademark licence agreement, the royalties received for the use of the trademarks are calculated based on a percentage as may be agreed between the parties from time to time of the gross sales value of licensed products sold by the licensee within Hong Kong and Macau.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the period (2001: nil).

附註：

- (i) 購買小包裝食油是以成本加利潤百分比作價進行。
- (ii) 香味油和清潔用品銷售及煉油加工外判收入均按照市場價格進行。
- (iii) 小包裝食油精煉及裝罐收入、駁船租賃及運作費收入、廣告及宣傳收入及管理費收入均以有關成本及本集團所提供的服務而釐定。
- (iv) 商標使用的版權收入是根據商標租用合同，以商標使用者在香港及澳門銷售可使用商標產品的總銷售金額按已訂百分率徵收。此已訂百分率可在雙方同意下定期更改。

中期股息

董事會擬不派發中期股息（二零零一年：無）。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

董事及主要行政人員之持股權益

As at 30th June 2002, the directors, the chief executives and/or their associates had the following interests in the shares of the Company and its associated corporations as recorded in the Register of Directors' Interests kept by the Company under Section 29 of the Securities (Disclosure of Interests) Ordinance:

根據證券（披露權益）條例第二十九條而設之董事權益登記冊顯示，於二零零二年六月三十日，各董事、主要行政人員及／或與彼等有關連之人士或公司擁有本公司及其相聯公司之權益如下：

			Number of shares held 持有股份數目			
			Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益
(1)	The Company	本公司				
	WHANG Tar Choung	黃大椿	7,337,637	6,222,534	—	131,461,065 (Notes a & b) (附註a及b)
	NG Ping Kin, Peter	伍秉堅	712,000	—	—	—
	TSAO Chen, James	曹震	50,000	—	—	—
	WHANG Sun Tze	黃上哲	28,623,743	—	19,326 (Note c) (附註c)	116,396,624 (Notes a & d) (附註a及d)
	LO Kwong Chi, Clement	羅廣志	323,754	—	—	—
	TAN Lim Heng	陳林興	274,000	—	—	—
	ENG, James Jr.	英正生	149,000	—	—	—
	HO King Cheung	何景祥	30,690	—	—	—
	YONG Weng Chye	楊榮財	409,000	—	—	—
(2)	Subsidiary	附屬公司				
	M.C. Packaging Offshore Limited					
	NG Ping Kin, Peter	伍秉堅	3,000	—	—	—

Notes:

- (a) The interest disclosed herein included the interest in the Company which the respective parties held by virtue of the provisions of Sections 8, 9 and 10 of the Securities (Disclosure of Interests) Ordinance and the shareholders' agreement and the supplemental agreement both dated 27th May 1997 made, inter alia, between Mr. WHANG Tar Choung, Mdm. TEO Joo Yee, Dr. WHANG Sun Tze (alias WHANG Siong Tiat), Raven Investment Company Limited, T.C. Whang & Company (Private) Limited and Guoinvest International Limited.
- (b) The interest disclosed represents the interest of Mr. WHANG Tar Choung in 131,461,065 ordinary shares in the Company referred to in Note (a) above.
- (c) The interest disclosed represents the corporate interest of Dr. WHANG Sun Tze in 19,326 ordinary shares in the Company held by T.C. Whang & Company (Private) Limited and SGR Investment Company Limited.
- (d) The interest disclosed represents the interest of Dr. WHANG Sun Tze in 116,396,624 ordinary shares in the Company referred to in Note (a) above.

Save as disclosed herein, none of the directors, the chief executives and/or their associates had any other beneficial interests in the share capital of the Company and its associated corporations as at 30th June 2002.

附註：

- (a) 本文所披露之權益包括下述有關各方根據證券（披露權益）條例第八、九及十條之規定以及黃大椿先生、張如意女士、黃上哲博士、利宏投資有限公司、T.C. Whang & Company (Private) Limited及Guoinvest International Limited根據於一九九七年五月二十七日訂立之股東協議及補充協議而持有於本公司之權益。
- (b) 所披露之權益代表上文附註(a)所述由黃大椿先生持有本公司131,461,065股普通股之權益。
- (c) 所披露之權益代表黃上哲博士透過T.C. Whang & Company (Private) Limited及SGR Investment Company Limited持有本公司19,326股普通股之公司權益。
- (d) 所披露之權益代表上文附註(a)所述由黃上哲博士持有本公司116,396,624股普通股之權益。

除本文所披露者外，於二零零二年六月三十日，各董事、主要行政人員及／或與彼等有關連之人士並無實益擁有本公司及各相聯公司之權益。

SHARE OPTIONS

購股權

As at 30th June 2002, details of share options granted to the directors or eligible employees under the share option schemes of the Company and its subsidiaries are as follows:

於二零零二年六月三十日，根據本公司及各附屬公司之購股權計劃，董事或合資格之員工獲授購股權之詳情如下：

(1) The Company 本公司

Grantees 獲授者	Date of grant 獲授日期	Exercise period 可行使期	Exercise price per share 每股認購價	Number of share options 購股權認購股份之數目	
				As at 1st January 2002 二零零二年 一月一日	As at 30th June 2002 二零零二年 六月三十日
			HK\$ 港幣		
i) Name of director 董事姓名					
TSAO Chen, James 曹震	5th June 2002 二零零二年 六月五日	2 years following notification of entitlement to confirm quantum of options exercisable but in any event not later than 10 years from the date of grant 授予購股權數量之通知日起計兩年後，惟不會超過至獲授日期起之十年內	2.530	—	2,000,000 (Note 1 & 2) (附註1及2)
LEUNG Wai Fung 梁偉峰	5th June 2002 二零零二年 六月五日	2 years following notification of entitlement to confirm quantum of options exercisable but in any event not later than 10 years from the date of grant 授予購股權數量之通知日起計兩年後，惟不會超過至獲授日期起之十年內	2.530	—	1,250,000 (Note 1 & 2) (附註1及2)
ii) Other participants 其他參與者					
Employees 員工	20th August 1998 一九九八年 八月二十日	1st April 1999 to 31st March 2002 一九九九年四月一日至 二零零二年三月三十一日	1.445	1,094,605	— (Note 3) (附註3)
	5th June 2002 二零零二年 六月五日	2 years following notification of entitlement to confirm quantum of options exercisable but in any event not later than 10 years from the date of grant 授予購股權數量之通知日起計兩年後，惟不會超過至獲授日期起之十年內	2.530	—	700,000 (Note 1 & 2) (附註1及2)

(2) Subsidiaries 附屬公司

(a) Lam Soon Food Industries Limited 南順食品工業有限公司

Grantees 獲授者	Date of grant 獲授日期	Exercise period 可行使期	Exercise price per share 每股認購價	Number of share options 購股權認購股份之數目	
				As at 1st January 2002 二零零二年 一月一日	As at 30th June 2002 二零零二年 六月三十日
			HK\$ 港幣		
Employees 員工	8th November 1993 一九九三年十一月八日	8th November 1993 to 7th November 2003 一九九三年十一月八日至 二零零三年十一月七日	22.38	126,800	— (Note 4) (附註4)
	27th July 1994 一九九四年七月二十七日	27th July 1994 to 26th July 2004 一九九四年七月二十七日至 二零零四年七月二十六日	17.54	26,055	— (Note 4) (附註4)
	8th May 1995 一九九五年五月八日	8th May 1995 to 7th May 2005 一九九五年五月八日至 二零零五年五月七日	14.66	26,054	— (Note 4) (附註4)

(b) Flourtech International Holdings Limited

Grantees 獲授者	Date of grant 獲授日期	Exercise period 可行使期	Exercise price per share 每股認購價	Number of share options 購股權認購股份之數目	
				As at 1st January 2002 二零零二年 一月一日	As at 30th June 2002 二零零二年 六月三十日
			HK\$ 港幣		
i) Name of director 董事姓名					
HO King Cheung 何景祥	1st February 1993 一九九三年二月一日	1st February 1993 to 31st January 2003 一九九三年二月一日至 二零零三年一月三十一日	1	180,000	180,000 (Note 2) (附註2)
ii) Other participants 其他參與者					
Employees 員工	2nd February 1993 一九九三年二月二日	2nd February 1993 to 1st February 2003 一九九三年二月二日至 二零零三年二月一日	1	90,000	90,000 (Note 2) (附註2)

Notes:

- (1) A total of 3,950,000 share options were granted on 5th June 2002 under the share option scheme adopted on 26th May 2000. The closing price of the share options granted under the share option scheme immediately before the date on which the options were granted was HK\$2.525.
- (2) The Company received a consideration of HK\$1.00 from each of the grantees of the share option schemes.
- (3) The share option scheme of the Company as mentioned in item (1)(ii) above which was adopted on 29th May, 1998 was cancelled and terminated on 26th May 2000, but without prejudice to any share options previously granted under the scheme prior to such termination. 1,094,605 share options of the Company were exercised on 8th March 2002 at an exercise price of HK\$1.445 per share.
- (4) Pursuant to the privatisation of Lam Soon Food Industries Limited by the Company by way of a scheme of arrangement (the "Scheme"), the Scheme was effective on 21st June 2002. Under the terms of the share option scheme, all share options granted under the share option scheme adopted by Lam Soon Food Industries Limited on 3rd June 1993 were lapsed and the share option holders are entitled to receive a cancellation payment of HK\$0.10 for each share of unexercised balance. A total of 178,909 share options were lapsed during the period.

Apart from the foregoing, there was no arrangement to which the Company or any of its subsidiaries was a party to enable the directors and their spouse to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

附註：

- (1) 根據二零零零年五月二十六日所採納之購股權計劃，於二零零二年六月五日授出共3,950,000股購股權。在購股權授出日之前一個交易日，該購股權之收市價為港幣2.525元。
- (2) 本公司已收到各購股權授予人所支付港幣1元之接納購股權之代價。
- (3) 有關上文第(1)(ii)項所提及本公司之購股權計劃於一九九八年五月二十九日採納，惟已於二零零零年五月二十六日停止及取消，但不會影響於此日期前已獲授購股權之人士。二零零二年三月八日，本公司之1,094,605股購股權被獲授人行使，行使價為每股港幣1.445元。
- (4) 本公司透過協議計劃「該計劃」將南順食品工業有限公司私有化，該計劃已於二零零二年六月二十一日生效。根據南順食品工業有限公司於一九九三年六月三日所採納之購股權計劃之條款，所有購股權全部取消，持有該購股權計劃而未行使之人士，將獲支付每股港幣0.10元代價作為取消價。是期間，共178,909股購股權被取消。

除上列者外，本公司及各附屬公司並無簽訂任何協議，使本公司董事及其配偶可籍此購買本公司或任何其他公司之股份或債券而獲得利益。

SUBSTANTIAL SHAREHOLDERS

As at 30th June 2002, according to the register kept pursuant to Section 16(1) of the Securities (Disclosure of Interests) Ordinance, the following persons (not being a director or chief executive of the Company) were interested in shares representing 10% or more of the issued share capital of the Company:

主要股東

根據證券（披露權益）條例第十六（一）條而設之權益登記冊顯示，於二零零二年六月三十日，下列人士（非本公司董事或主要行政人員）持有相當於本公司已發行股本10%或以上之股份：

	Number of ordinary shares held 持有之普通股 股份數目	Notes 附註
Raven Investment Company Limited (“Raven”) 利宏投資有限公司（「利宏」）	145,021,236	A + B
T.C. Whang & Company (Private) Limited (“T.C. & Co.”)	145,021,236	A + C
TEO Joo Yee 張如意	145,021,236	A + D
Guoinvest International Limited (“Guoinvest”)	145,021,236	A + E
Providence Investments N.V.	145,021,236	A + F
Guoline Capital Assets Limited	145,021,236	A + F
Hong Leong Company (Malaysia) Berhad	145,021,236	A + F
QUEK Leng Chan 郭令燦	145,021,236	A + F
HL Holdings Sdn Bhd	145,021,236	A + F
Hong Leong Investment Holding Pte Limited	145,021,236	A + F
Kwek Holdings Pte Limited	145,021,236	A + F
Euro-Asia Food Limited (“Euro-Asia”)	29,444,411	
Hap Seng Consolidated Berhad (“Hap Seng”)	29,444,411	G
Malaysian Mosaics Berhad (“Malaysian Mosaics”)	29,444,411	H
Gek Poh (Holdings) Sdn. Bhd (“Gek Poh”)	29,444,411	I
Datuk Seri Panglima Lau Cho Kun	29,444,411	J
Tan Sri Datuk Seri Panglima Lau Gek Poh	29,444,411	K

Notes:

- (A) The interests disclosed herein included the interest in the Company which the respective parties held by virtue of the provisions of Sections 8, 9 and 10 of the Securities (Disclosure of Interests) Ordinance and the shareholders' agreement and the supplemental agreement both dated 27th May 1997 made, inter alia, between Mr. WHANG Tar Choung, Mdm. TEO Joo Yee, Dr. WHANG Sun Tze (alias WHANG Siong Tiat), Raven, T.C. & Co. and Guoinvest.
- (B) The interests disclosed comprises (i) own interest of Raven in 8,221,205 ordinary shares in the Company and (ii) the interest in 136,800,031 ordinary shares in the Company referred to in Note A above.
- (C) The interests disclosed comprises (i) own interest of T.C. & Co. in 869 ordinary shares in the Company and (ii) the interest in 145,020,367 ordinary shares in the Company referred to in Note A above.

附註：

- (A) 本文所披露之權益包括下述有關各方根據證券（披露權益）條例第八、九及十條之規定以及黃大椿先生、張如意女士、黃上哲博士、利宏、T.C. & Co.及Guoinvest根據於一九九七年五月二十七日訂立之股東協議及補充協議而持有於本公司之權益。
- (B) 所披露之權益包括(i)利宏本身於本公司8,221,205股普通股之權益及(ii)上文附註A所述於本公司136,800,031股普通股之權益。
- (C) 所披露之權益包括(i) T.C. & Co.本身於本公司869股普通股之權益及(ii)上文附註A所述於本公司145,020,367股普通股之權益。

- (D) The interests disclosed comprises (i) own interest of TEO Joo Yee in 6,222,534 ordinary shares in the Company and (ii) the interest in 138,798,702 ordinary shares in the Company referred to in Note A above.
- (E) The interests disclosed comprises (i) own interest of Guoinvest in 94,615,248 ordinary shares in the Company and (ii) the interest in 50,405,988 ordinary shares in the Company referred to in Note A above.
- (F) The interests disclosed comprises (i) the corporate interests in 94,615,248 ordinary shares in the Company held through Guoinvest referred to in Note E above and (ii) the interest in 50,405,988 ordinary shares in the Company referred to in Note A above.
- (G) The interests disclosed represent the aggregate corporate interests which Hap Seng held in the Company through Euro-Asia.
- (H) The interests disclosed represent the aggregate corporate interests which Malaysian Mosaics held in the Company through Hap Seng and Euro-Asia.
- (I) The interests disclosed represent the aggregate corporate interests which Gek Poh held in the Company through Malaysian Mosaics, Hap Seng and Euro-Asia.
- (J) The interests disclosed represent the aggregate corporate interests which Datuk Seri Panglima Lau Cho Kun held in the Company through Gek Poh, Malaysian Mosaics, Hap Seng and Euro-Asia.
- (K) The interests disclosed represent the aggregate corporate interests which Tan Sri Datuk Seri Panglima Lau Gek Poh held in the Company through Datuk Seri Panglima Lau Cho Kun, Gek Poh, Malaysian Mosaics, Hap Seng and Euro-Asia.
- (D) 所披露之權益包括(i)張如意女士本身於本公司6,222,534股普通股之權益及(ii)上文附註A所述於本公司138,798,702股普通股之權益。
- (E) 所披露之權益包括(i) Guoinvest本身於本公司94,615,248股普通股之權益及(ii)上文附註A所述於本公司50,405,988股普通股之權益。
- (F) 所披露之權益包括(i)上文附註E所透過Guoinvest持有於本公司94,615,248股普通股之公司權益及(ii)上文附註A所述於本公司50,405,988股普通股之權益。
- (G) 所披露之權益代表Hap Seng透過Euro-Asia持有本公司股份之公司權益總額。
- (H) 所披露之權益代表Malaysian Mosaics透過Hap Seng及Euro-Asia持有本公司股份之公司權益總額。
- (I) 所披露之權益代表Gek Poh透過Malaysian Mosaics、Hap Seng及Euro-Asia持有本公司股份之公司權益總額。
- (J) 所披露之權益代表Datuk Seri Panglima Lau Cho Kun透過Gek Poh、Malaysian Mosaics、Hap Seng及Euro-Asia持有本公司股份之公司權益總額。
- (K) 所披露之權益代表Tan Sri Datuk Seri Panglima Lau Gek Poh透過Datuk Seri Panglima Lau Cho Kun、Gek Poh、Malaysian Mosaics、Hap Seng及Euro-Asia持有本公司股份之公司權益總額。

Save as disclosed herein, no other person (not being a director or chief executive of the Company) is recorded in the register kept pursuant to Section 16(1) of the Securities (Disclosure of Interests) Ordinance as having an interest in 10% or more of the issued share capital of the Company as at 30th June 2002.

除本文所披露外，根據證券（披露權益）條例第十六（一）條而設之權益登記冊顯示，並未有其他股份持有人（非本公司之董事或主要行政人員）於二零零二年六月三十日持有本公司10%或以上之發行股本。

BOARD AUDIT COMMITTEE

The Board Audit Committee comprises Messrs Ng Ping Kin, Peter (Chairman), Lo Kwong Chi, Clement, Tsang Cho Tai and Tsao Chen, James, three of whom are independent non-executive directors. The Board Audit Committee intends to meet quarterly to assist the Board in providing an independent review on the completeness, accuracy and fairness of the financial statements of the Company, as well as the efficiency and effectiveness of the Company's operations and internal controls. In addition, the Board Audit Committee has reviewed with management the accounting policies and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including a review of the unaudited interim financial statements for the period ended 30th June 2002.

CODE OF BEST PRACTICE

In the opinion of the directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited throughout the period ended 30th June 2002, except that the non-executive directors were not appointed for a specific term as they are subject to retirement and re-election at the Company's Annual General Meeting in accordance with the Company's articles of association.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

There was no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries during the period.

APPRECIATION

The Board would like to express its sincere appreciation to the bankers, suppliers, customers and shareholders for their continued support to the Group. The Board also wishes to thank the Group's management and staff for delivering major progresses in various core businesses.

By Order of the Board
WHANG Tar Choung
Chairman

Hong Kong, 16th July 2002

董事會審核委員會

董事會審核委員會由伍秉堅先生（主席），羅廣志先生、曾祖泰先生及曹震先生組成，其中三位為獨立非執行董事。董事會審核委員會擬每季舉行一次會議以協助董事會獨立檢討本公司財務報表的完整性、準確性和公正程度以及本公司營運與內部監控的效率及效益。董事會審核委員會已連同管理層檢討本集團所採納之會計政策及實務，以及商討審計、內部監控及財務申報事宜，並已包括審閱截至二零零二年六月三十日止期間未經審核之中期財務報表。

最佳應用守則

就各董事所知，本公司於截至二零零二年六月三十日止期間之任何時間內均遵守香港聯合交易所有限公司證券上市規則附錄十四所載之最佳應用守則之規定，惟非執行董事並無指定任期，根據本公司的組織細則規定，非執行董事須於本公司股東週年常會上輪值告退及膺選連任。

購買、出售或贖回本公司之上市股份

本公司或任何附屬公司是期間概無購買、出售或贖回本公司之上市股份。

鳴謝

董事會同寅對一直給予本集團支持的銀行、供應商、顧客及股東，致以最由衷的感謝。同時董事會同寅亦感謝本集團的管理層及員工，對核心業務之進展所付出之努力。

承董事會命
主席
黃大椿

香港，二零零二年七月十六日