

Consolidated Profit and Loss Account

綜合損益賬

For the year ended 31 December 2003 截至二零零三年十二月三十一日止年度

		Note	2003	2002
		附註	US\$'000	US\$'000
			千美元	千美元
Turnover	營業額	3	203,797	182,790
Cost of sales	銷售成本		(149,178)	(137,174)
Gross profit	毛利		54,619	45,616
Other revenues	其他收益	3	1,099	1,576
Selling and distribution expenses	銷售及分銷開支		(13,766)	(11,314)
Administrative expenses	行政開支		(11,821)	(10,473)
Net other operating income/ (expenses)	其他經營收入/ (開支)淨額		239	(147)
Operating profit	經營盈利	4	30,370	25,258
Finance costs	融資成本	5	(4,176)	(5,789)
Profit before taxation	除稅前盈利		26,194	19,469
Taxation	稅項	6	(4,115)	(3,060)
Profit for the year	本年度盈利	7	22,079	16,409
Dividends	股息	8	19,353	2,345
Basic earnings per share (US cents)	每股基本盈利(美仙)	9	1.72	1.43
Diluted earnings per share (US cents)	每股攤薄盈利(美仙)	9	1.64	1.43

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2003 二零零三年十二月三十一日

		Note 附註	2003 US\$'000 千美元	2002 US\$'000 千美元
Non-current assets	非流動資產			
Fixed assets	固定資產	13	203,233	221,952
Intangible assets	無形資產	14	838	946
			204,071	222,898
Current assets	流動資產			
Inventories	存貨	16	38,339	32,253
Trade receivables	應收貿易賬款	17	25,084	13,080
Prepayments and other receivables	預付款項及其他 應收款項		4,174	4,182
Due from related parties	應收有關人士款項	27(b)	5,918	26,612
Pledged bank deposits	已抵押銀行存款	18	-	1,000
Bank balances and cash	銀行結餘及現金	18	35,447	18,714
			108,962	95,841
Current liabilities	流動負債			
Trade payables	應付貿易賬款	19	9,005	11,065
Accruals and other payables	應計費用及其他 應付款項		7,661	7,630
Due to related parties	應付有關人士款項	27(b)	1,838	9,941
Short-term bank loans	短期銀行貸款			
– Secured	– 有抵押	29	15,471	45,383
– Unsecured	– 無抵押		6,559	15,676
Current portion of long-term liabilities	長期負債的即期部份	20	9,481	24,386
Taxation payable	應付稅項		2,042	1,493
			52,057	115,574
Net current assets/(liabilities)	流動資產/(負債)淨額		56,905	(19,733)
Total assets less current liabilities	總資產減流動負債		260,976	203,165

Consolidated Balance Sheet (continued)

綜合資產負債表 (續)

As at 31 December 2003 二零零三年十二月三十一日

		Note	2003 US\$'000 千美元	2002 US\$'000 千美元
		附註		
Non-current liabilities	非流動負債			
Loans from related parties	來自有關連人士的貸款	27(b)	-	2,505
Long-term liabilities	長期負債	20	24,273	19,500
Deferred taxation	遞延稅項	21	11,580	10,770
Net assets	資產淨值		225,123	170,390
Financed by:	資金來源：			
Capital and reserves	資金及儲備			
Share capital	股本	22	15,115	9,900
Reserves	儲備	23	210,008	160,490
Shareholders' funds	股東權益		225,123	170,390
Yang, Kun-Hsiang	Wang, Joel J			
楊坤祥	王肇樹			
Director	Director			
董事	董事			

Balance Sheet

資產負債表

As at 31 December 2003 二零零三年十二月三十一日

		Note 附註	2003 US\$'000 千美元	2002 US\$'000 千美元
Non-current assets	非流動資產			
Investment in subsidiaries	對附屬公司投資	15	170,390	170,390
Current assets	流動資產			
Due from subsidiaries	應收附屬公司款項	15	32,976	-
Prepayments and other receivables	預付款項及其他應收款項		1,185	-
Bank balances and cash	銀行結餘及現金		20,614	-
			54,775	-
Current liabilities	流動負債			
Trade payables	應付貿易賬款		669	-
Accruals and other payables	應計費用及其他應付款項		1,412	-
			2,081	-
Net current assets	流動資產淨值		52,694	-
Net assets	資產淨值		223,084	170,390
Financed by:	資金來自：			
Capital and reserves	資本及儲備			
Share capital	股本	22	15,115	9,900
Reserves	儲備	23	207,969	160,490
Shareholders' funds	股東權益		223,084	170,390

Yang, Kun-Hsiang

楊坤祥

Director

董事

Wang, Joel J

王肇樹

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2003 截至二零零三年十二月三十一日止年度

		Share capital	Share premium	Exchange reserve	Merger reserve	Retained earnings	Total
		股本	股份溢價	匯兌儲備	合併儲備	保留盈利	總計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元
At 1 January 2002	二零零二年一月一日	9,900	-	5,364	63,103	54,894	133,261
Profit for the year	本年度盈利	-	-	-	-	16,409	16,409
Dividends	股息	-	-	-	-	(2,345)	(2,345)
Capitalisation of loans from related parties	來自有關連人士的貸款	-	-	-	23,096	-	23,096
Redemption of ordinary shares	贖回普通股份	(1,250)	-	-	(13,750)	-	(15,000)
Issue of redeemable convertible cumulative preference shares	發行可贖回可轉換 累計優先股	1,250	13,750	-	-	-	15,000
Exchange translation differences	匯兌差額	-	-	(1,680)	1,649	-	(31)
At 31 December 2002 and 1 January 2003	二零零二年 十二月三十一日及 二零零三年一月一日	9,900	13,750	3,684	74,098	68,958	170,390
Profit for the year	本年度盈利	-	-	-	-	22,079	22,079
Dividends	股息	-	-	-	-	(10,958)	(10,958)
Issue of ordinary shares (note 22)	發行普通股(附註22)	3,629	-	-	-	-	3,629
Premium on issue of ordinary shares (notes 22(b)(i) and (c))	發行普通股溢價 (附註22(b)(i)及(c))	-	37,777	-	-	-	37,777
Share issue expenses	股份發行開支	-	(3,627)	-	-	-	(3,627)
Capitalisation issue (note 22(b)(ii))	資本化發行(附註22(b)(ii))	1,586	(1,586)	-	-	-	-
Capitalisation of loans from and amounts due to related parties (notes 27(b)(iii) and (iv))	來自有關連人士貸款 及應付有關連人士 款項資本化 (附註27(b)(iii)及(iv))	-	-	-	5,896	-	5,896
Exchange translation differences	匯兌差額	-	-	(63)	-	-	(63)
At 31 December 2003	二零零三年 十二月三十一日	15,115	46,314	3,621	79,994	80,079	225,123

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2003 截至二零零三年十二月三十一日止年度

		Note	2003	2002
		附註	US\$'000	US\$'000
			千美元	千美元
Net cash generated from operating activities	經營業務產生的現金淨額	24(a)	50,143	59,228
Interest paid	已付利息		(4,176)	(5,789)
Income taxes paid	已付所得稅		(2,756)	(499)
Net cash inflow from operating activities	經營業務產生的現金流入淨額		43,211	52,940
Cash flows from investing activities	投資活動產生的現金淨額			
Acquisition of a subsidiary	收購附屬公司		-	(1,710)
Purchase of fixed assets	收購固定資產		(5,336)	(4,302)
Acquisition of additional interests in investment securities	增購投資證券權益		-	(1,050)
Proceeds from sale of investment securities	出售投資證券所得款項		-	13,998
Interest received	已收利息		261	125
Decrease in pledged bank deposits	已抵押銀行存款減少		1,000	1,280
Net cash (outflow)/inflow from investing activities	融資活動產生的現金(流出)/流入淨額		(4,075)	8,341
Cash flows from financing activities	來自融資活動的現金	24(b)		
Issue of ordinary shares	發行普通股		41,406	-
Share issue expenses	發行股份開支		(3,627)	-
Dividend paid	已付股息		(10,958)	(2,345)
Decrease in loans from related parties	來自有關連人士的貸款減少		-	(14,952)
Decrease in short-term bank loans, net of repayments	已扣除還款的短期銀行貸款減少		(39,030)	(10,297)
New long-term loans raised	新增長期貸款		14,000	-
Repayment of long-term bank loans	償還長期銀行貸款		(22,940)	(12,129)
Decrease of other long-term payable	其他應付長期款項減少		-	(9,224)
Capital element of finance lease payments	融資租約租金的資本部份		(1,191)	(732)
Net cash outflow from financing activities	融資活動的現金流出淨額		(22,340)	(49,679)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		16,796	11,602
Effect of foreign exchange rate changes	匯率變動的影響		(63)	(31)
Cash and cash equivalents at 1 January	一月一日的現金及現金等價物		18,714	7,143
Cash and cash equivalents at 31 December	十二月三十一日的現金及現金等價物		35,447	18,714
Analysis of balance of cash and cash equivalents:	現金及現金等價物的結餘分析:			
Bank balances and cash	銀行結餘及現金		35,447	18,714

Notes to the Accounts

賬目附註

1. Group reorganisation and basis of preparation

The Company was incorporated in the Cayman Islands on 3 September 2002 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Cayman Companies Law").

Pursuant to a group reorganisation, which was completed on 26 December 2002 (the "Reorganisation"), the Company became the holding company of the subsidiaries comprising the Group. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 27 June 2003 (the "Listing Date"). Further details of the Reorganisation are set out in the prospectus of the Company dated 17 June 2003.

The Reorganisation has been reflected in the accounts by regarding the Group comprising the Company and its subsidiaries as a continuing entity. Accordingly, the accounts for the year ended 31 December 2003 have been prepared using the merger basis of accounting and the consolidated results include the results of the subsidiaries comprising the Group as if the current structure had been in existence throughout the period presented.

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants ("HKSA"). They have been prepared under the historical cost convention.

In the current year, the Group adopted the revised Statement of Standard Accounting Practice No. 12 "Income Taxes" ("SSAP 12 (revised)") issued by the HKSA which is effective for accounting periods commencing on or after 1 January 2003. The change to the Group's accounting policies of adopting this revised standard is set out below.

2. Principal accounting policies

The principal accounting policies adopted in the preparation of the accounts are set out below:

(a) Group accounting and consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31 December.

Subsidiaries are those entities in which the company, directly or indirectly, controls more than one half of the voting power; has the power to govern the financial and operating policies; to appoint or remove the majority of the members of the board of directors; or to cast majority of votes at the meetings of the board of directors.

1. 集團重組及編製基準

本公司於二零零二年九月三日在開曼群島根據開曼群島法例公司法第二十二章（一九六一年三號法律三，經綜合及修訂）（「開曼群島公司法」）成立為獲豁免有限公司。

根據於二零零二年十二月二十六日完成的集團重組（「重組」），本公司成為組成本集團各附屬公司的控股公司。本公司的股份於二零零三年六月二十七日（「上市日期」）在香港聯合交易所有限公司主板上市。有關重組的詳情載於本公司二零零三年六月十七日的招股章程（「招股章程」）。

此等賬目中，將本公司及其附屬公司組成的本集團視為一持續經營實體，藉此反映出該項重組。因此，截至二零零三年十二月三十一日止年度的賬目是按合併會計法編製，綜合業績包括組成本集團的各附屬公司的業績，猶如現行架構於本年報所呈報的期間已一直存在。

本賬目乃按照香港公認會計原則及香港會計師公會頒佈之會計標準編製。賬目並依據歷史成本常規法編製。

本集團在本年度採用會計師公會發出的會計實務準則第12號「所得稅」（經修訂並於二零零三年一月一日或以後開始的會計期生效），而下文載有採用上述經修訂的準則後本集團會計政策的改變。

2. 主要會計政策

編製此等賬目時所採用的主要會計政策如下：

(a) 集團賬目及綜合

綜合賬目包括本公司及其附屬公司截至十二月三十一日止的賬目。

附屬公司指本公司直接或間接擁有超過一半投票權，並且對其財務及營運政策有管轄權、可委任或撤換董事會大部份成員或在董事會議上投大多數票的公司。

Notes to the Accounts (continued)

賬目附註(續)

As At 31 December 2003 二零零三年十二月三十一日

2. Principal accounting policies (continued)

(a) Group accounting and consolidation (continued)

The results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill or negative goodwill or goodwill/negative goodwill taken to reserves and which was not previously charged or recognised in the consolidated profit and loss account and any related accumulated foreign currency translation reserve.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the company on the basis of dividends received and receivable.

(b) Intangibles

(i) Goodwill on acquisition

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisition is included in intangible assets and is amortised using the straight-line method over its economic useful life of 10 years.

(ii) Patents and trademarks

Expenditure on acquired patents, trademarks and licenses is capitalised and amortised using the straight-line method over their economic useful life of 10 years.

(iii) Research and development costs

Research costs are expensed as incurred. Costs incurred on development projects relating to the design and testing of new or improved products are recognised as an intangible asset where the technical feasibility and intention of completing the product under development has been demonstrated and the resources are available to do so, costs are identifiable and there is an ability to sell or use the asset that will generate probable future economic benefits. Such development costs are recognised as an asset and amortised on a straight-line basis over a period of not more than five years to reflect the pattern in which the related economic benefits are recognised. Development costs that do not meet the above criteria are expensed as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2. 主要會計政策(續)

(a) 集團賬目及綜合(續)

本年度綜合損益賬中所收購或出售附屬公司的業績，自收購生效日期起計算或計至出售生效日期止(視情況而定)。

所有集團內公司間之重大交易及結餘已於綜合賬目時對銷。

出售附屬公司之收益或虧損指出售所得之收入與集團應佔該公司資產淨值之差額，連同之前並未在綜合損益賬內支銷或入賬之任何未攤銷商譽或負商譽，或已在儲備記賬之商譽/負商譽，以及任何相關之累積外幣匯兌儲備。

對附屬公司的投資在本公司資產負債表中以原成本扣除減值虧損入賬。附屬公司的業績以本公司已收及可收股息入賬。

(b) 無形資產

(i) 收購所得商譽

商譽指收購成本高於本集團應佔所收購附屬公司於收購日期資產淨值的差額。收購所得商譽計入無形資產，在10年的經濟效期以直線法攤銷。

(ii) 專利及商標

收購專利、商標及特許權的開支撥作資本，在10年的經濟效期以直線法攤銷。

(iii) 研究及開發成本

研究成本在發生時作為費用支銷。當能夠證明開發中產品技術之可行性及有意完成該產品，而亦有資源協助、成本可予識別，及有能力出售或使用該資產而能賺取盈利，則將新產品或改良產品之設計及測試之開發所涉及之成本確認為無形資產，並以直線法按不超過5年之期間攤銷，以反映將相關經濟效益確認之模式。不符合上述條件之開發成本在發生時作為費用支銷。已入賬為支出之開發成本不會在往後期間確認為資產。

Notes to the Accounts (continued)

賬目附註(續)

2. Principal accounting policies (continued)

(b) Intangibles (continued)

(iv) Impairment of intangible assets

Where an indication of impairment exists, the carrying amount of any intangible asset is assessed and written down immediately to its recoverable amount.

(c) Foreign currency translation

The accounts are expressed in United States Dollars.

Transactions in currencies other than United States Dollars are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in currencies other than United States Dollars at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences are dealt with in the profit and loss account.

The balance sheet of subsidiaries expressed in currencies other than United States Dollars are translated at the rates of exchange ruling at the balance sheet date whilst the profit and loss is translated at an average rate. Exchange differences are dealt with as a movement in reserves.

(d) Fixed assets

Fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses and are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Properties	3.33%–5%
Plant and machinery	5%–6.67%
Leasehold improvements, office equipment, furniture and fixtures	12.5%–20%
Motor vehicles	12.5%–20%

Major costs incurred in restoring fixed assets to their normal working condition to allow continued use of the overall assets are capitalised and depreciated over the period to the next overhaul. Improvements are capitalised and depreciated over their expected useful lives to the Group.

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

2. 主要會計政策(續)

(b) 無形資產(續)

(iv) 無形資產減值

倘若有證據顯示出現減值，則會衡量無形資產的賬面值，並且即時撇減至可收回數額。

(c) 外幣換算

賬目以美元列示。

以非美元貨幣進行的交易按交易日的匯率換算。於結算日的非美元貨幣資產及負債按結算日的匯率換算。匯兌差額計入損益賬。

以非美元列示的附屬公司資產負債表按結算日的匯率換算，而損益賬則按平均匯率換算。匯兌差額列為儲備變動。

(d) 固定資產

固定資產以成本減累計折舊及累計減值虧損入賬，並且在估計可用期以直線法折舊，而折舊率須足以撇銷其成本減累計減值虧損。所採用的主要年率如下：

物業	3.33%至 5%
機器	5%至 6.67%
租賃物業裝修、 辦公室設備、 傢俬及裝置	12.5%至 20%
汽車	12.5%至 20%

固定資產重修至其正常運作狀態使整體資產可繼續使用之重大支出均資本化，並按下次維修期限折舊。資產改良支出均資本化，並按其對本集團之預計可用年期折舊。

於每年結算日會考慮內部及外部資料，以衡量有否跡象顯示固定資產減值。如有減值跡象，則估計資產可收回數額，並確認減值虧損(如有)而將資產減至可收回數額。上述減值虧損在損益賬中確認。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

2. Principal accounting policies (continued)

(d) Fixed assets (continued)

The gain or loss on disposal of a fixed asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account.

(e) Construction-in-progress

Construction-in-progress, comprising capital expenditure on buildings and plant where the construction work has not been completed, is carried at cost less accumulated impairment losses. No depreciation is provided for construction-in-progress until they are completed and ready for their intended use.

(f) Assets under leases

(i) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. Finance leases are capitalised at the inception of the leases at the lower of the fair value of the leased assets or the present value of the minimum lease payments. Each lease payment is allocated between the capital and finance charges so as to achieve a constant rate on the capital balances outstanding. The corresponding rental obligations, net of finance charges, are included in long-term liabilities. The finance charges are charged to the profit and loss account over the lease periods.

Assets held under finance leases are depreciated over the shorter of their estimated useful lives or the lease periods.

(ii) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.

2. 主要會計政策 (續)

(d) 固定資產 (續)

出售固定資產的盈虧，指出售所得款項淨額與相關資產賬面值的差額，在損益賬中確認。

(e) 在建資產

在建資產包括未完成樓宇及機器的資本開支，以成本減累計減值虧損入賬。在建資產直至完成可供擬定用途前不作折舊。

(f) 租賃資產

(i) 融資租約

凡資產擁有權的風險及回報絕大部份轉予本集團的租約，均列為融資租約入賬。融資租約自生效日期起按租賃資產中肯值或最低租金現值兩者的較低者撥作資本。每期租金分為資本及融資費用，以固定比率扣減資本結餘。扣除融資費用後的租金承擔計入長期負債，而融資費用則在租期內於損益賬支銷。

根據融資租約持有的資產按資產之估計使用期或租期（以較短者為準）折舊。

(ii) 經營租約

凡資產擁有權的風險及回報絕大部份仍屬出租公司所有的租約，均列為經營租約入賬。根據經營租約支付的費用扣除出租公司所提供優惠後，按直線法在租期內於損益賬扣除。

Notes to the Accounts (continued)

賬目附註(續)

2. Principal accounting policies (continued)

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, calculated on a weighted average basis, comprises materials, direct labour and an appropriate proportion of all production overhead expenditure. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

(h) Accounts receivable

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

(i) Provision

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Provision are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

(j) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

2. 主要會計政策(續)

(g) 存貨

存貨以成本或可變現淨值兩者的較低者入賬。成本按加權平均法計算，包括原料、直接勞工及所有生產經常開支之應佔部份。可變現淨值乃基於預期出售所得款項減估計銷售開支釐定。

(h) 應收款項

認為屬於呆賬的應收款項須作出撥備。資產負債表的應收款項已扣除該項撥備。

(i) 撥備

當本集團由於過往事件導致現時須承擔法律性或推定性責任，且可能須消耗資源以解除責任，並能可靠估計數額，則會確認撥備。在各結算日會審閱撥備並且作出調整以反映當時最佳的估計。

(j) 或然負債

或然負債指因已發生的事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。

或然負債不會被確認，但會在賬目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為撥備。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

2. Principal accounting policies (continued)

(k) Deferred taxation

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

In prior year, deferred taxation was accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future.

The adoption of the SSAP 12 (revised) has had no significant impact to the accounts of the Group.

(l) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand and deposits held at call with banks.

2. 主要會計政策 (續)

(k) 遞延稅項

遞延稅項以負債法就資產負債的稅基與賬目的賬面價值的暫時差額全數撥備。遞延稅項以結算日已頒佈或已實質頒佈的稅率釐定。

暫時差額中僅將可能以未來應課稅盈利抵銷的部份方可確認為遞延稅項資產。

對附屬公司投資的暫時差額會作出遞延稅項撥備，惟假若可以控制該等暫時差額的逆轉時間並且在可見將來暫時差額不會逆轉則除外。

於往年度，遞延稅項乃就評稅盈利與賬目所示盈利之間的時間差額，按現行稅率計算，惟以預期可見將來支付的負債或可收回的資產為限。

採用會計實務準則第12號(經修訂)對本集團的賬目並無重大影響。

(l) 現金及現金等價物

現金及現金等價物按原值計入資產負債表。在現金流量報表中的現金及現金等價物包括現金及銀行通知存款。

Notes to the Accounts (continued)

賬目附註 (續)

2. Principal accounting policies (continued)

(m) Revenue recognition

Revenue from the sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

Revenue from the sale of electricity is recognised based on units of electricity sold as recorded by meters during the year.

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

Dividend income is recognised when the right to receive payment is established.

(n) Retirement benefit costs

Employee retirement benefit costs are recognised as an expense in the period in which they are incurred and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

(o) Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segment be presented as the primary reporting format and geographical as the secondary reporting format.

Unallocated costs represent corporate expenses. Segment asset consist primarily of fixed assets, inventories, receivables and operating cash, and exclude goodwill classified as intangible assets. Segment liabilities comprise operating liabilities and exclude items such as taxation, loans from related parties and certain corporate borrowings. Capital expenditure comprises additions to fixed assets and intangible assets.

In respect of geographical segment reporting, sales are based on the country in which the customer is located and total assets and capital expenditure are where the assets are located.

2. 主要會計政策 (續)

(m) 收益確認

銷售貨品的收益在轉移擁有權風險及回報時確認，一般即貨品交予客戶及移交所有權當時。

售電所得收益按照年內儀錶記錄的售電單位確認入賬。

利息收入以未償還本金額及相關利率按照時間比例確認入賬。

股息收入在確定收款的權利時確認入賬。

(n) 退休福利成本

僱員退休金成本在發生時作為費用支銷，且由於僱員在全數獲得既得利益前退出計劃所沒收的供款不會用作扣減僱員退休福利成本。

(o) 分部報告

根據本集團的內部財務申報規定，本集團決定以業務分部作為主要的呈報方式，而地區分部作為次要的呈報方式。

未分配成本即企業整體開支。分部資產主要包括固定資產、存貨、應收款項及營運現金，但不包括屬於無形資產的商譽。分部負債包括營運負債，不包括稅項、來自有關連人士的貸款及若干企業借貸。資本開支包括增購固定資產及無形資產。

對於地區分部呈報的銷售額，乃基於客戶所在地作為準則，而總資產及資本開支以資產所在地為準則。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

2. Principal accounting policies (continued)

(p) Related parties

Parties are considered to be related if they have the ability, directly or indirectly, to control the parties or exercise significant influence over the Group in making financial and operating decision, or vice versa, or where the Group and the parties are subject to common control or common significant influence.

3. Turnover and revenue

The Group is principally engaged in the manufacture and sale of fermentation-based food additives and biochemical products and cassava starch-based industrial products including modified starch, glucose syrup, Monosodium Glutamate ("MSG"), soda and acid, and beverages. Revenues recognised during the year are as follows:

2. 主要會計政策 (續)

(p) 有關連人士

對本集團的財務及營運決策可直接或間接控制或行使重大影響力的人士，或本集團對該人士的財務及營運決策可直接或間接控制或行使重大影響力，或本集團與該人士共同受一方控制或重大影響，則屬於有關連人士。

3. 營業額及收益

本集團主要從事發酵食品添加劑、生化產品及木薯澱粉產品，包括化工澱粉、葡萄糖漿、味精、梳打、酸及飲料的製造及銷售。於本年度的經確認收益如下：

		2003 US\$'000 千美元	2002 US\$'000 千美元
Turnover	營業額		
Sale of goods	貨品銷售	203,797	182,790
Other revenues	其他收益		
Net income from sale of electricity	出售電力淨收入	683	660
Interest income	利息收入	261	125
Sale of scrap materials	廢料銷售	155	791
		1,099	1,576
Total revenues	總收益	204,896	184,366

Notes to the Accounts (continued)

賬目附註 (續)

4. Operating profit

Operating profit is stated after crediting and charging the following:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Crediting	計入		
Net exchange gains	匯兌收益淨額	-	325
Charging	扣除		
Cost of inventories	存貨成本	149,178	137,174
Amortisation of goodwill (included in administrative expenses)	商譽攤銷 (已計入行政開支)	108	108
Auditors' remuneration	核數師酬金	210	19
Depreciation on fixed assets	固定資產折舊		
– owned fixed assets	– 自置固定資產	21,968	21,183
– leased fixed assets	– 租賃固定資產	2,006	4,273
Operating leases in respect of land and buildings	有關土地及樓宇的 經營租賃	82	93
Loss on disposal of fixed assets	出售固定資產虧損	81	130
Net exchange losses	匯兌虧損淨額	246	-
Net loss on disposal of investment securities	出售投資證券虧損淨額	-	268
Staff costs (including directors' remuneration) (note 10)	僱員成本 (包括董事 薪酬) (附註 10)	8,962	6,548

4. 經營盈利

經營盈利已計入及扣除下列各項：

5. Finance costs

		2003 US\$'000 千美元	2002 US\$'000 千美元
Interest on bank loans and overdrafts	銀行貸款及透支利息	4,133	5,641
Interest element of finance leases	融資租賃的利息部份	43	148
		4,176	5,789

5. 融資成本

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

6. Taxation

The amount of taxation charged to the consolidated profit and loss account represents:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Enterprise income tax (note (a))	企業所得稅(附註(a))	3,305	2,060
Deferred taxation (note 21)	遞延稅項(附註21)	810	1,000
		4,115	3,060

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the applicable taxation rate for Vedan (Vietnam) Enterprise Corporation Limited ("Vietnam Vedan"), which is a major subsidiary of the Group, as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Profit before taxation	除稅前盈利	26,194	19,469
Calculated at taxation rate 15% (2002: 15%)	以稅率15%計算 (二零零二年: 15%)	3,929	2,920
Expenses not deductible for tax purposes	不可扣稅的開支	187	291
Utilisation of previously unrecognised tax losses	運用以往未確認的 稅項虧損	(1)	(151)
Taxation charge	稅項支出	4,115	3,060

(a) Enterprise income tax ("EIT")

(i) Vietnam

EIT is provided on the basis of the statutory profit for financial reporting purposes, adjusted for income and expenses items which are not assessable or deductible for income tax purposes. The applicable EIT rates for the Group's operation in Vietnam range from 15% to 20%, as stipulated in the respective subsidiaries' investment licenses.

6. 稅項

綜合損益賬內的稅項包括：

	2003 US\$'000 千美元	2002 US\$'000 千美元
Enterprise income tax (note (a))	3,305	2,060
Deferred taxation (note 21)	810	1,000
	4,115	3,060

本集團除稅前盈利的稅項與假若採用本集團主要附屬公司—味丹(越南)股份有限公司(「越南味丹」)的相關稅率而計算的理論稅款之差額如下：

	2003 US\$'000 千美元	2002 US\$'000 千美元
Profit before taxation	26,194	19,469
Calculated at taxation rate 15% (2002: 15%)	3,929	2,920
Expenses not deductible for tax purposes	187	291
Utilisation of previously unrecognised tax losses	(1)	(151)
Taxation charge	4,115	3,060

(a) 企業所得稅

(i) 越南

企業所得稅按財務申報的法定盈利計算，且就所得稅的毋須課稅或不可扣減的收支項目作出調整。本集團在越南的業務相關企業所得稅率介乎15%至20%，按附屬公司各自的投資許可證所規定。

6. Taxation (continued)

(a) Enterprise income tax ("EIT") (continued)

(ii) People's Republic of China (the "PRC")

EIT is provided on the basis of the statutory profit for financial reporting purposes, adjusted for income and expenses items which are not assessable or deductible for income tax purposes. The applicable EIT rate for Mao Tai Foods (Xiamen) Co., Ltd ("Xiamen Mao Tai") and Xiamen Darong Import & Export Trade Co. Ltd in the PRC is 18%.

In accordance with a circular issued by Xiamen local government, the PRC, Xiamen Mao Tai is entitled to full exemption from EIT for the first two years and 50% reduction EIT for the next three years, commencing from the first profitable year after offsetting all unexpired tax losses carried forward from the previous years. The taxable income for the years ended 31 December 2002 and 2003 have been fully offset by the unexpired tax losses brought forward from previous years. Hence, Xiamen Mao Tai has not triggered its first profitable year for the above EIT exemption and reduction purposes.

(iii) Singapore/Hong Kong

No Singapore/Hong Kong profits tax has been provided as the Group had no estimated assessable profit arising in or derived from Singapore and Hong Kong during the year.

(b) Value-added tax ("VAT")

The subsidiaries registered and operate in Vietnam and the PRC are subject to output VAT on the sales or transfer of goods. The applicable output VAT rates for the Group's operations in Vietnam range from 5% to 10%. The applicable output VAT rate for the Group's operations in the PRC is 17%. Input VAT paid on purchases of raw materials (excluding fixed assets) can be used to offset the output VAT levied on sales to determine the net VAT payable. VAT on exports is exempt.

6. 稅項 (續)

(a) 企業所得稅 (續)

(ii) 中華人民共和國(「中國」)

企業所得稅按財務申報的法定盈利計算，且就所得稅的毋須課稅或不可扣減的收支項目作出調整。中國的茂泰食品(廈門)有限公司(「廈門茂泰」)及廈門大容進出口貿易有限公司的相關企業所得稅率為18%。

根據中國廈門地方政府發出的一份通函，廈門茂泰從抵銷過往年度結轉的所有未到期稅務虧損後首個獲利年度起，全面免繳企業所得稅兩年，其後三年則獲稅率減半優惠。廈門茂泰於截至二零零二年及二零零三年十二月三十一日止年度的應課稅收入已全數由以往年度結轉的未到期稅務虧損抵銷，因此廈門茂泰尚未開始可獲減免企業所得稅的首個獲利年度。

(iii) 新加坡／香港

由於本集團於本年度並無在新加坡及香港賺取或獲得估計應課稅盈利，因此並無作出新加坡／香港利得稅撥備。

(b) 增值稅

於越南及中國註冊及經營的附屬公司須就銷售或交收貨品繳納銷項增值稅。本集團越南業務的相關銷項增值稅率介乎5%至10%，而本集團中國業務的相關增值稅為17%。採購原材料(不包括固定資產)時繳納的進項增值稅可用作抵銷因銷售而須繳納的銷項增值稅，以釐定應付的增值稅淨額。出口增值稅已獲豁免。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

7. Profit attributable to shareholders

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of US\$25,873,000 (2002: Nil).

7. 股東應佔盈利

計入本公司賬目的股東應佔盈利為 25,873,000 美元 (二零零二年：無)。

8. Dividends

8. 股息

		2003 US\$'000 千美元	2002 US\$'000 千美元
Dividends distributed by Vietnam Vedan to its then shareholders, other than Burghley Enterprises Pte., Ltd.	越南味丹向當時的股東 (Burghley Enterprises Ptd., Ltd. 除外) 派發股息	-	2,345
2002 Final dividend of 0.666 US cents per ordinary share, paid	已付二零零二年末期股息每股普通股 0.666 美仙	5,762	-
2003 Interim dividend of 0.321 US cents (2002: Nil) per ordinary share, paid	已付二零零三年中期股息每股普通股 0.321 美仙 (二零零二年：無)	4,852	-
Preference dividend – redeemable convertible cumulative preference shares ("RCCPS"), paid	已付優先股股息 – 可贖回可換股累計優先股	344	-
		10,958	2,345
2003 Final dividend of 0.555 US cent per ordinary share, proposed	建議派發二零零三年末期股息每股普通股 0.555 美仙	8,395	-
		19,353	2,345

9. Earnings per share

The calculation of basic earnings per share is based on the Group's profit attributable to shareholders of US\$22,079,000 (2002: US\$16,409,000) less preference dividends of US\$344,000 (2002: Nil).

The basic earnings per share is based on the weighted average number of 1,264,507,549 (2002: 1,148,165,270 deemed to be in issue) ordinary shares in issue during the year. In determining the weighted average number of ordinary shares in issue, a total of 1,148,584,000 ordinary shares were deemed to be in issue since 1 January 2002 after taking into consideration of the effect of the capitalisation issue as detailed in note 22(b)(ii).

9. 每股盈利

每股基本盈利是以本集團的股東應佔盈利 22,079,000 美元 (二零零二年：16,409,000 美元) 扣除優先股股息 344,000 美元 (二零零二年：無) 後計算。

每股基本盈利乃根據本年度已發行普通股的加權平均數 1,264,507,549 股 (二零零二年：1,148,165,270 股視為已發行) 計算。在釐定已發行普通股的加權平均數時，考慮到附註 22(b)(ii) 所詳述資本化發行的影響後，合共 1,148,584,000 股普通股視為自二零零二年一月一日起已經發行。

Notes to the Accounts (continued)

賬目附註 (續)

9. Earnings per share (continued)

The calculation of diluted earnings per share is based on the Group's profit attributable to shareholders of US\$22,079,000 (2002: US\$16,409,000). The diluted earnings per share for the year ended 31 December 2003 is based on 1,349,236,022 (2002: 1,148,584,000) ordinary shares which is the weighted average number of ordinary shares of 1,264,507,549 (2002: 1,148,165,270 deemed to be in issue) plus the weighted average number of ordinary shares deemed to be in issue as if all outstanding RCCPS had been converted into ordinary shares on the date of issuance and after taking into consideration of the effect of the capitalisation issue as detailed in note 22(b)(ii), and if all outstanding pre-IPO share options as detailed in note 22(d)(ii) had been exercised.

9. 每股盈利 (續)

每股攤薄盈利乃根據本集團股東應佔盈利22,079,000美元(二零零二年: 16,409,000美元)計算。截至二零零三年十二月三十一止年度每股攤薄盈利,乃以1,349,236,022股(二零零二年: 1,148,584,000股)普通股計算,即普通股加權平均數1,264,507,549股(二零零二年: 1,148,165,270股視為已發行),加上假設所有未贖回的可贖回可轉換累計優先股已於發行當日兌換為普通股而經考慮附註22(b)(ii)所詳述資本化發行的影響以及假設附註22(d)(ii)所述的所有未行使購股權已行使後視為已發行普通股的加權平均數。

10. Staff costs (including directors' remuneration)

10. 僱員成本 (包括董事薪酬)

		2003 US\$'000 千美元	2002 US\$'000 千美元
Wages, basic salaries and allowances	工資、底薪及津貼	6,955	5,669
Bonuses	花紅	1,100	51
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	32	24
Other employee benefits	其他僱員福利	875	804
		8,962	6,548

11. Employee retirement benefits

As stipulated by rules and regulations in the PRC, the Group contributes to state-sponsored defined contribution retirement plans for its employees in Xiamen, the PRC. The Group contributes to the plans at rates ranging from 16% to 17% (for Xiamen residents) or 8% (for non-Xiamen residents) of the basic salaries predetermined by Xiamen local government, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees. For the year ended 31 December 2003, the Group has contributed approximately US\$32,000 (2002: US\$24,000) to the aforesaid state-sponsored retirement plans.

11. 僱員退休福利

根據中國的規則及法例,本集團為中國廈門僱員向國家營辦的定額供款退休計劃作出供款。本集團對該計劃的供款率為廈門當地政府指定底薪16%至17%(廈門居民)或8%(非廈門居民),除每年供款外,對實際支付退休金或退休後福利再無其他責任。國家營辦的退休計劃負責向退休僱員支付所有退休福利。截至二零零三年十二月三十一日止年度,本集團向上述國家營辦的退休計劃供款約32,000美元(二零零二年: 24,000美元)。

Notes to the Accounts (continued)

賬目附註(續)

As At 31 December 2003 二零零三年十二月三十一日

11. Employee retirement benefits (continued)

As stipulated by rules and regulation in Vietnam, the Group contributes to stated-sponsored employees' social insurance scheme for its employees in Vietnam. The Group contributes to the scheme at a rate of 15% of the employee's salary. The state-sponsored social insurance scheme is responsible for the entire obligations payable to retired employees. For the year ended 31 December 2003, the Group has contributed approximately US\$292,000 (2002: US\$270,000) to the aforesaid state-sponsored social insurance scheme.

12. Emoluments of directors and senior management

(a) The aggregate amounts of emoluments paid and payable to the directors of the Company by the Group during the year are as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Fees	袍金	-	-
Basic salaries and allowances	底薪及津貼	736	140
Discretionary bonuses	酌情發放之花紅	1,115	23
		1,851	163

The directors' emoluments disclosed above include US\$24,000 (2002: Nil) paid to independent non-executive directors.

During the year, 22,500,000 options and 2,000,000 options were granted to the executive directors and independent non-executive directors, respectively, under a pre-IPO share option plan (the "Pre-IPO Share Option Plan") which was adopted on 13 June 2003. Each of the options entitles the holder to subscribe for one share in the Company at HK\$0.801 each. These options are exercisable in accordance with the terms of the Pre-IPO Share Option Plan commencing on 13 June 2004 and up to 12 June 2008. Details of this plan are disclosed in note 22(d) to the accounts.

11. 僱員退休福利(續)

根據越南的規則及法例規定，本集團為越南的僱員向國家營辦的僱員社會保險計劃作出供款。本集團按僱員薪金的15%向計劃作出供款。國家營辦的社會保險計劃負責為退休僱員提供所有保障。截至二零零三年十二月三十一日止年度，本集團向上述國家營辦的社會保險計劃供款約292,000美元(二零零二年：270,000美元)。

12. 董事及高級管理人員的薪酬

(a) 本年度本集團向本公司董事已付及應付的薪酬總額如下：

上文所披露的董事酬金包括支付予獨立非執行董事的24,000美元(二零零二年：無)。

年內，本集團根據二零零三年六月十三日採納的首次公開售股前購股權計劃(「首次公開售股前購股權計劃」)分別向執行董事及獨立非執行董事授出22,500,000份購股權及2,000,000份購股權。每份購股權的持有人均可按每股0.801港元的價格認購一股本公司股份。該等購股權可由二零零四年六月十三日起至二零零八年六月十二日止根據首次公開售股前購股權計劃的條款行使。該計劃的詳情載於賬目附註22(d)。

Notes to the Accounts (continued)

賬目附註 (續)

12. Emoluments of directors and senior management

(continued)

The emoluments of the directors of the Company fell within the following band:

		Number of directors 董事數目	
		2003	2002
Nil to HK\$1,000,000 (approximately US\$128,000)	零至1,000,000港元 (約128,000美元)	4	9
HK\$2,500,001 to HK\$3,000,000 (approximately US\$320,001 to US\$384,000)	2,500,001港元至3,000,000港元 (約320,001美元至384,000美元)	3	–
HK\$3,000,001 to HK\$3,500,000 (approximately US\$384,001 to US\$448,000)	3,000,001港元至3,500,000港元 (約384,001美元至448,000美元)	2	–
		9	9

None of the directors of the Company waived any emoluments during the year (2002: Nil).

(b) The five individuals whose emoluments were the highest in the Group during the year are:

		Number of individuals 僱員數目	
		2003	2002
Directors	董事	5	3
Non-directors	非董事	–	2
		5	5

12. 董事及高級管理人員的薪酬 (續)

本公司董事的薪酬介乎以下範圍：

本年度本公司董事並無放棄任何薪酬 (二零零二年：無)。

(b) 本年度本集團最高薪酬的五位人士如下：

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

12. Emoluments of directors and senior management

(continued)

The aggregate amounts of emoluments paid and payable to the five individuals whose emoluments were the highest in the Group for the year are as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Basic salaries and allowances	底薪及津貼	712	183
Discretionary bonuses	酌情發放之花紅	1,115	30
		1,827	213

The emoluments of the individuals fell within the following band:

		Number of directors 董事數目	
		2003	2002
Nil to HK\$1,000,000 (approximately US\$128,000)	零至 1,000,000 港元 (約 128,000 美元)	-	5
HK\$2,500,001 to HK\$3,000,000 (approximately US\$320,001 to US\$384,000)	2,500,001 港元至 3,000,000 港元 (約 320,001 美元至 384,000 美元)	3	-
HK\$3,000,001 to HK\$3,500,000 (approximately US\$384,001 to US\$448,000)	3,000,001 港元至 3,500,000 港元 (約 384,001 美元至 448,000 美元)	2	-
		5	5

本年度本集團向五位最高薪酬人士已付及應付的酬金總額如下：

該等人士的薪酬介乎以下範圍：

(c) During the year, no emoluments have been paid to the directors of the Company or the five highest paid individuals of the Group as an inducement to join or as compensation for loss of office.

(d) During the year, the Group has not made any contributions to retirement schemes for the directors of the Company or the five highest paid individuals of the Group.

(c) 本年度並無向本公司董事或本集團五位最高薪酬人士支付酬金，作為招攬加入本集團的獎勵或離職補償。

(d) 本年度本集團並無為本公司董事或本集團最高薪酬人士向退休計劃供款。

Notes to the Accounts (continued)

賬目附註 (續)

13. Fixed assets

13. 固定資產

		Construction- in-progress	Properties	Plant and machinery	Leasehold improvements, office equipment, furniture and fixtures	Motor vehicles	Total
		在建工程	物業	機器	租賃物業 裝修、 辦公室 設備及裝置	汽車	合計
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Cost	成本						
At 1 January 2003	二零零三年一月一日	1,954	62,900	280,709	27,485	6,956	380,004
Additions	添置	4,239	4	577	207	309	5,336
Transfer	轉撥	(5,505)	294	5,091	120	-	-
Disposals	出售	-	-	(14)	(22)	(208)	(244)
At 31 December 2003	二零零三年十二月三十一日	688	63,198	286,363	27,790	7,057	385,096
Accumulated depreciation	累計折舊						
At 1 January 2003	二零零三年一月一日	-	19,004	111,098	23,258	4,692	158,052
Charge for the year	本年度折舊	-	3,045	18,426	1,831	672	23,974
Disposals	出售	-	-	(1)	(20)	(142)	(163)
At 31 December 2003	二零零三年十二月三十一日	-	22,049	129,523	25,069	5,222	181,863
Net book value	賬面淨值						
At 31 December 2003	二零零三年十二月三十一日	688	41,149	156,840	2,721	1,835	203,233
At 31 December 2002	二零零二年十二月三十一日	1,954	43,896	169,611	4,227	2,264	221,952

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

13. Fixed assets (continued)

The Group's interests in properties at their net book values are analysed as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Held outside Hong Kong	在香港以外持有		
Leases of between 10 and 50 years	租期 10至50年	41,113	43,853
Leases of less than 10 years	租期少於 10年	36	43
		41,149	43,896

In respect of the Group's properties in the PRC, Xiamen Mao Tai has been granted the right to use the land by the relevant authority for 50 years, which expires in 2042.

In respect of the Group's properties in Vietnam, Vietnam Vedan and Orsan Vietnam Co., Ltd. ("Orsan") have been granted the right to use the land by the relevant authority for 50 years and 20 years, which expires in 2041 and 2011, respectively.

Fixed assets of the Group include assets held under finance leases as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Net book value of fixed assets held under finance leases	融資租約的固定資產賬面淨值	-	10,500

13. 固定資產 (續)

本集團按賬面淨值擁有的物業權益分析如下：

對於本集團在中國物業，廈門茂泰已獲得有關部門授出為期50年的土地使用權，將於二零四二年到期。

對於本集團在越南物業，越南味丹及Orsan Vietnam Co., Ltd. (「Orsan」) 已獲得有關部門授出為期50年及20年的土地使用權，將分別於二零四一年及二零一一年到期。

本集團包括融資租約資產在內的固定資產如下：

Notes to the Accounts (continued)

賬目附註 (續)

13. Fixed assets (continued)

Certain fixed assets of the Group are pledged as security for the Group's short-term and long-term bank loans as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Net book value of pledged fixed assets (note 29)	已抵押固定資產的 賬面淨值 (附註29)	112,813	120,346

14. Intangible assets

		2003 US\$'000 千美元	2002 US\$'000 千美元
Goodwill:	商譽：		
At 1 January	一月一日	946	1,054
Amortisation for the year	本年度攤銷	(108)	(108)
At 31 December	十二月三十一日	838	946

15. Investments in subsidiaries

		2003 US\$'000 千美元	2002 US\$'000 千美元
Unlisted shares, at cost	非上市股份，成本	170,390	170,390
Due from subsidiaries	應收附屬公司款項	32,976	-
		203,366	170,390

13. 固定資產 (續)

本集團若干固定資產已經抵押，作為本集團以下短期及長期銀行貸款的擔保：

14. 無形資產

15. 對附屬公司投資

The particulars of the Company's subsidiaries are set out in note 30 to the accounts.

本公司附屬公司的詳情載於賬目附註30。

Notes to the Accounts (continued)

賬目附註(續)

As At 31 December 2003 二零零三年十二月三十一日

15. Investments in subsidiaries (continued)

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment except for the amounts due from subsidiaries as at 31 December 2003 of US\$10,850,000 (2002: Nil) which bear interest at 1.25 per cent above three-month Singapore Inter-bank Borrowing Rate per annum and are repayable within one year from the date of advance.

16. Inventories

		2003 US\$'000 千美元	2002 US\$'000 千美元
Raw materials	原料	23,699	18,888
Work-in-progress	在製品	2,292	3,561
Finished products	製成品	12,348	9,804
		38,339	32,253

17. Trade receivables

The credit terms of trade receivables range from cash on delivery to 120 days and the ageing analysis of the trade receivables is as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Current	即期	17,784	10,135
30-90 days	30至90天	4,994	2,360
90-180 days	90至180天	1,560	556
180-360 days	180至360天	746	29
		25,084	13,080

15. 對附屬公司投資

應收附屬公司款項為無抵押及免息，且無固定還款期，惟二零零三年十二月三十一日應收附屬公司款項10,850,000美元(二零零二年：無)按新加坡銀行同業三個月借貸年利率加1.25厘計息，並須於提供當日起一年內償還。

16. 存貨

17. 應收貿易賬款

應收貿易賬款的信貸期由貨到付現至120天，而應收貿易賬款的賬齡分析如下：

Notes to the Accounts (continued)

賬目附註(續)

18. Bank balances and cash

Bank balances totalling US\$14,826,000 as at 31 December 2003 (2002: US\$19,693,000 including pledged bank deposits), were placed with banks in the PRC and Vietnam. The remittance of these funds out of the PRC and Vietnam is subject to the exchange restrictions imposed by the PRC and Vietnamese governments.

19. Trade payables

The ageing analysis of trade payables is as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Current	即期	5,882	6,558
30-90 days	30至90天	1,170	1,023
90-180 days	90至180天	144	846
180-360 days	180至360天	1,809	2,638
		9,005	11,065

20. Long-term liabilities

		2003 US\$'000 千美元	2002 US\$'000 千美元
Long-term bank loans – secured (note 29)	長期銀行貸款－有抵押 (附註29)	33,754	42,695
Obligations under finance leases	融資租約承擔	–	1,191
		33,754	43,886
Current portion of long-term liabilities	長期負債的即期部份	(9,481)	(24,386)
		24,273	19,500

18. 銀行結餘及現金

於二零零三年十二月三十一日，銀行結餘合共14,826,000美元（二零零二年：19,693,000美元，包括已抵押銀行存款）已存入中國及越南的銀行。該等資金匯出中國及越南須遵守中國及越南政府的外匯管制措施。

19. 應付貿易賬款

應付貿易賬款的賬齡分析如下：

20. 長期負債

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

20. Long-term liabilities (continued)

The Group's long-term bank loans were repayable as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Within one year	一年內	9,481	23,195
In the second year	第二年	9,480	6,560
In the third to fifth year	第三至第五年	14,585	12,940
After the fifth year	五年後	208	-
		33,754	42,695

The Group's finance lease liabilities were repayable as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Within one year	一年內	-	1,271
Future finance charges on finance leases	融資租約的未來融資費用	-	1,271
		-	(80)
Present value of finance lease liabilities	融資租約負債的現值	-	1,191

The present value of finance lease liabilities is as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Within one year	一年內	-	1,191

20. 長期負債 (續)

本集團的長期銀行貸款須於以下期間償還：

本集團的融資租約負債須於以下期間償還：

融資租約負債的現值如下：

Notes to the Accounts (continued)

賬目附註 (續)

21. Deferred taxation

Deferred taxation is calculated in full on temporary differences under the liability method using the principal taxation rates prevailing in the countries in which the Group operates.

The movement on the deferred tax liabilities account is as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
At 1 January	一月一日	10,770	9,770
Charged to profit and loss account (note 6)	在損益賬扣除 (附註6)	810	1,000
At 31 December	十二月三十一日	11,580	10,770

Provided for in respect of:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Accelerated tax depreciation	加速稅項折舊	12,098	11,135
Other temporary differences	其他暫時差額	(518)	(365)
		11,580	10,770

21. 遞延稅項

遞延稅項乃根據負債法以本集團營運所在國家當時的主要稅率就所有暫時差額計算。

遞延稅項負債變動如下：

	2003 US\$'000 千美元	2002 US\$'000 千美元
At 1 January	10,770	9,770
Charged to profit and loss account (note 6)	810	1,000
At 31 December	11,580	10,770

撥備有關於：

	2003 US\$'000 千美元	2002 US\$'000 千美元
Accelerated tax depreciation	12,098	11,135
Other temporary differences	(518)	(365)
	11,580	10,770

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

21. Deferred taxation (continued)

The movement in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax liabilities

		Accelerated tax depreciation 加速稅項折舊	
		2003 US\$'000 千美元	2002 US\$'000 千美元
At 1 January	一月一日	11,135	10,183
Charged to profit and loss account	在損益賬扣除	963	952
At 31 December	十二月三十一日	12,098	11,135

Deferred tax assets

		Other temporary differences 其他暫時差額	
		2003 US\$'000 千美元	2002 US\$'000 千美元
At 1 January	一月一日	(365)	(413)
(Credited)/charged to profit and loss account	在損益賬(計入)/扣除	(153)	48
At 31 December	十二月三十一日	(518)	(365)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. There is no offsetting required for the above deferred tax assets and liabilities.

21. 遞延稅項 (續)

本年度遞延稅項資產及負債(未抵銷相同徵稅司法權區的結餘)的變動如下:

遞延稅項負債

		Accelerated tax depreciation 加速稅項折舊	
		2003 US\$'000 千美元	2002 US\$'000 千美元
At 1 January	一月一日	11,135	10,183
Charged to profit and loss account	在損益賬扣除	963	952
At 31 December	十二月三十一日	12,098	11,135

遞延稅項資產

		Other temporary differences 其他暫時差額	
		2003 US\$'000 千美元	2002 US\$'000 千美元
At 1 January	一月一日	(365)	(413)
(Credited)/charged to profit and loss account	在損益賬(計入)/扣除	(153)	48
At 31 December	十二月三十一日	(518)	(365)

倘若有法定可行使權利將現有稅項資產與現有稅項負債抵銷，且遞延所得稅涉及相同的金融機構，則將遞延稅項資產與負債抵銷。上述遞延稅項資產與負債毋須抵銷。

Notes to the Accounts (continued)

賬目附註 (續)

22. Share capital

22. 股本

		Authorised 法定					
		Ordinary shares 普通股			Redeemable convertible cumulative preference shares 可贖回可換股累計優先股		
		Par value 面值	Number of shares 股份數目		Par value 面值	Number of shares 股份數目	
		US\$ 美元		US\$'000 千美元	US\$ 美元		US\$'000 千美元
At 3 September 2002 (date of incorporation)	二零零二年九月三日 (註冊成立日期)	0.10	500,000	50	-	-	-
Subdivision of each ordinary shares into 10 shares	將每股普通股拆細 為10股股份	0.01	5,000,000	50	-	-	-
Increase in authorised share capital	法定股本增加	0.01	8,995,000,000	89,950	0.01	1,000,000,000	10,000
At 31 December 2002 and 1 January 2003	二零零二年 十二月三十一日 及二零零三年一月一日	0.01	9,000,000,000	90,000	0.01	1,000,000,000	10,000
Redesignation of RCCPS into ordinary shares	將可贖回可換股累計 優先股重新劃為普通股	0.01	1,000,000,000	10,000	0.01	(1,000,000,000)	(10,000)
At 31 December 2003	二零零三年 十二月三十一日	0.01	10,000,000,000	100,000	-	-	-

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

22. Share capital (continued)

22. 股本 (續)

		Issued and fully paid 已發行及繳足					
		Ordinary shares 普通股		Redeemable convertible cumulative preference shares ("RCCPS") 可贖回可換股累計優先股			
		Par value 面值	Number of shares 股份數目	Par value 面值	Number of shares 股份數目	Par value 面值	Number of shares 股份數目
		US\$ 美元	US\$'000 千美元	US\$ 美元	US\$'000 千美元	US\$ 美元	US\$'000 千美元
Issue of ordinary shares	發行普通股	0.01	990,000,000	9,900	-	-	-
Redemption of ordinary shares	贖回普通股	0.01	(125,000,000)	(1,250)	-	-	-
Issue of RCCPS	發行可贖回可換股 累計優先股	-	-	-	0.01	125,000,000	1,250
At 31 December 2002 and 1 January 2003	二零零二年 十二月三十一日及 二零零三年一月一日	0.01	865,000,000	8,650	0.01	125,000,000	1,250
Redemption of RCCPS	贖回可贖回可換股累計 優先股	-	-	-	0.01	(125,000,000)	(1,250)
Issue of ordinary shares	發行普通股	0.01	646,472,000	6,465	-	-	-
At 31 December 2003	二零零三年 十二月三十一日	0.01	1,511,472,000	15,115	-	-	-

(a) On 13 June 2003, 125,000,000 RCCPS of US\$0.01 each were redeemed at par for cash and 125,000,000 ordinary shares of US\$0.01 each were issued at par for cash. Also on the same date, all the authorised RCCPS of US\$0.01 each have been redesignated into ordinary shares of US\$0.01 each of the Company.

(a) 二零零三年六月十三日，125,000,000股每股面值0.01美元的可贖回可換股累計優先股按面值以現金贖回，並且按面值發行125,000,000股每股面值0.01美元的普通股以換取現金。同日，所有每股面值0.01美元的法定可贖回可換股累計優先股已重新劃為本公司每股面值0.01美元的普通股。

22. Share capital (continued)

- (b) On 27 June 2003, 466,000,000 ordinary shares were issued and allotted in connection with the following transactions:
- (i) 307,416,000 ordinary shares of US\$0.01 each were issued to the public at a premium of approximately US\$0.1041 each for cash totaling US\$35,077,000. The excess of the issue price over the par value of the shares was credited to the share premium account of the Company.
- (ii) 158,584,000 ordinary shares of US\$0.01 each were issued, allotted at par and credited as fully paid by way of the capitalisation of a sum of US\$1,585,840 out of the credit of the share premium account of the Company.
- (c) On 14 July 2003, 55,472,000 ordinary shares of US\$0.01 each were allotted and issued at a premium of approximately US\$0.1041 each for cash totalling US\$6,329,000. The excess of the issue price over the par value of the shares was credited to the share premium account of the Company.
- (d) On 13 June 2003, a share option scheme and a Pre-IPO Share Option Plan are approved pursuant to a written resolution of the Company.
- (i) Under the share option scheme, the board of directors may at its discretion offer options to any directors, employees, business partners or their trustees of the Group which entitle them to subscribe for shares in aggregate not exceed 10% of the shares in issue from time to time. These options have a duration of ten years from the date of grant, but shall lapse where the grantee ceases to be employed by the Company or its subsidiaries. No share options were granted by the Company under the share option scheme during the year.

22. 股本 (續)

- (b) 二零零三年六月二十七日，就下列交易發行及配發466,000,000股普通股：
- (i) 按溢價每股約0.1041美元向公眾發行307,416,000股每股面值0.01美元的普通股，換取合共35,077,000美元的現金。發行價超出股份面值的差額已計入本公司的股份溢價。
- (ii) 將本公司股份溢價賬中合共1,585,840美元的款項撥作資本，按面值發行及配發158,584,000股每股面值0.01美元的入賬列為繳足普通股。
- (c) 二零零三年七月十四日，按溢價每股約0.1041美元配發及發行55,472,000股每股面值0.01美元的普通股，換取合共6,329,000美元的現金。發行價超出股份面值的差額已計入本公司的股份溢價。
- (d) 二零零三年六月十三日，本公司根據書面決議案批准購股權計劃及首次公開售股前購股前計劃。
- (i) 根據購股權計劃，董事會可酌情向本集團任何董事、僱員、業務夥伴或彼等的信託人授出購股權，賦予彼等權利認購合共不超過不時已發行股份10%的股份。該等購股權的有效期自授出當日起計，為期十年，惟將於該承受人不再受僱於本公司或其附屬公司時失效。本公司在本年度並無根據購股權計劃授出任何購股權。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

22. Share capital (continued)

- (ii) Under the Pre-IPO Share Option Plan, the board of directors may at its discretion offer options to any directors or employees of the Company to the Group and its subsidiaries which entitle them to subscribe for shares of the Company. On 13 June 2003, 24,500,000 options and 5,277,000 options were granted to directors of the Company and employees of the Group, respectively, under the Pre-IPO Share Option Plan. These options are exercisable in accordance with the terms of the Pre-IPO Share Option Plan commencing on 13 June 2004 and up to 12 June 2008.

Pre-IPO share options outstanding as at 31 December 2003 have the following terms:

	Exercise Price 行使價	Number of options 購股權數目
Directors 董事	HK\$0.801 0.801港元	24,500,000
Employees 僱員	HK\$0.801 0.801港元	5,277,000
		29,777,000

No share options were cancelled during the year.

22. 股本 (續)

- (ii) 根據首次公開售股前購股權計劃，董事會可酌情向本集團及其附屬公司任何董事或僱員授出購股權，賦予彼等權利認購本公司股份。二零零三年六月十三日，董事會根據首次公開售股前購股權計劃分別向本公司董事及本集團僱員授出 24,500,000 份及 5,277,000 份購股權。該等購股權自二零零四年六月十三日至二零零八年六月十二日期間可根據首次公開售股前購股權計劃的條款行使。

截至二零零三年十二月三十一日，尚未行使的首次公開售股前購股權的條款如下：

年內概無註銷購股權。

Notes to the Accounts (continued)

賬目附註 (續)

23. Reserves

(a) Group

23. 儲備

(a) 本集團

				(Note)		
		Share	Exchange	Merger	Retained	Total
		premium	reserve	reserve	earnings	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
At 1 January 2002	二零零二年一月一日	-	5,364	63,103	54,894	123,361
Profit for the year	本年度盈利	-	-	-	16,409	16,409
Dividends	股息	-	-	-	(2,345)	(2,345)
Capitalisation of loans from related parties (note 27(b)(v))	來自有關連人士貸款撥作資本(附註27(b)(v))	-	-	23,096	-	23,096
Redemption of ordinary shares	贖回普通股	-	-	(13,750)	-	(13,750)
Issue of RCCPS	發行可贖回可換股累計優先股	13,750	-	-	-	13,750
Exchange translation differences	匯兌差額	-	(1,680)	1,649	-	(31)
At 31 December 2002	二零零二年十二月三十一日	13,750	3,684	74,098	68,958	160,490
At 1 January 2003	二零零三年一月一日	13,750	3,684	74,098	68,958	160,490
Profit for the year	本年度盈利	-	-	-	22,079	22,079
Dividends	股息	-	-	-	(10,958)	(10,958)
Premium on issue of ordinary shares (notes 22(b)(i) and (c))	發行普通股的溢價(附註22(b)(i)及(c))	37,777	-	-	-	37,777
Share issue expenses	發行股份開支	(3,627)	-	-	-	(3,627)
Capitalisation issue (note 22(b)(ii))	資本化發行(附註22(b)(ii))	(1,586)	-	-	-	(1,586)
Capitalisation of loans from related parties (notes 27(b)(ii) and (iii))	來自有關連人士貸款撥作資本(附註27(b)(ii)及(iii))	-	-	5,896	-	5,896
Exchange translation differences	匯兌差額	-	(63)	-	-	(63)
At 31 December 2003	二零零三年十二月三十一日	46,314	3,621	79,994	80,079	210,008
Representing:	即:					
2003 Final dividend proposed	建議派付的二零零三年末期股息				8,395	
Others	其他				71,684	
Retained earnings as at 31 December 2003	二零零三年十二月三十一日的保留盈利				80,079	

Note:

The merger reserve of the Group represents the difference between the nominal value of the share capital and share premium of the subsidiaries acquired pursuant to the Reorganisation and the nominal value of the share capital of the Company issued in exchange thereof.

註:

本集團的合併儲備即重組時所收購附屬公司的股本面值及股份溢價與本公司因收購所發行股本面值的差額。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

23. Reserves (continued)

(b) Company

23. 儲備 (續)

(b) 本公司

		Share premium 股份溢價 US\$'000 千美元	Retained earnings 保留盈利 US\$'000 千美元	Total 合計 US\$'000 千美元
Premium on issue of ordinary shares	發行普通股的溢價	160,490	–	160,490
Redemption of ordinary shares	贖回普通股	(13,750)	–	(13,750)
Premium on issue of RCCPS	發行可贖回可換股 累計優先股的溢價	13,750	–	13,750
At 31 December 2002	二零零二年 十二月三十一日	160,490	–	160,490
At 1 January 2003	二零零三年一月一日	160,490	–	160,490
Profit for the year	本年度盈利	–	25,873	25,873
Premium on issue of ordinary shares (note 22(b)(i) and (c))	發行普通股的溢價 (附註22(b)(i)及(c))	37,777	–	37,777
Dividends	股息	–	(10,958)	(10,958)
Share issue expenses	發行股份開支	(3,627)	–	(3,627)
Capitalisation issue (note 22(b)(ii))	資本化發行(附註22(b)(ii))	(1,586)	–	(1,586)
At 31 December 2003	二零零三年 十二月三十一日	193,054	14,915	207,969
Representing:	即：			
2003 Final dividend proposed	建議派付的二零零三年末期股息		8,395	
Others	其他		6,520	
Retained earnings as at 31 December 2003	二零零三年十二月三十一日的 保留盈利		14,915	

Pursuant to Section 34 of the Cayman Companies Law and the Articles of Association of the Company, share premium of the Company is available for distribution to shareholders subject to a solvency test on the Company and the provision of the Articles of Association of the Company.

根據開曼群島公司法第34條及本公司組織章程細則，本公司的股份溢價可分派予股東，惟本公司須具備償債能力且符合本公司組織章程細則的規定。

Notes to the Accounts (continued)

賬目附註 (續)

24. Notes to the consolidated cash flow statements

(a) Reconciliation of profit before taxation to net cash inflow from operating activities

24. 綜合現金流量報表附註

(a) 除稅前盈利與經營業務所得現金流入淨額的對賬

		2003 US\$'000 千美元	2002 US\$'000 千美元
Profit before taxation	除稅前盈利	26,194	19,469
Interest income	利息收入	(261)	(125)
Interest expenses	利息開支	4,176	5,789
Depreciation	折舊	23,974	25,456
Loss on disposal of fixed assets	出售固定資產的虧損	81	130
Loss on disposal of investment securities	出售投資證券的虧損	-	268
Amortisation of goodwill	商譽攤銷	108	108
Operating profit before working capital changes	未計營運資金變動前的經營盈利	54,272	51,095
(Increase)/decrease in inventories	存貨(增加)/減少	(6,086)	2,353
(Increase)/decrease in trade receivables, prepayments and other receivables	應收貿易賬款、預付款項及其他應收款項(增加)/減少	(11,996)	8,077
Decrease/(increase) in amounts due from related parties	應收有關連人士款項減少/(增加)	20,694	(5,188)
Decrease in trade payables, accruals and other payables	應付貿易賬款、應計費用及其他應付款項減少	(2,029)	(221)
(Decrease)/increase in amounts due to related parties	應付有關連人士款項(減少)/增加	(4,712)	3,112
Net cash inflow from operating activities	經營業務所得現金流入淨額	50,143	59,228

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

24. Notes to the consolidated cash flow statements

(continued)

(b) Analysis of changes in financing during the year

		Share capital including share premium 包括股份溢價的股本 US\$'000 千美元	Loans from related parties 來自有關連人士的貸款 US\$'000 千美元	Obligations under finance leases 融資租約的承擔 US\$'000 千美元	Other long-term payable 其他長期應付款項 US\$'000 千美元	Bank loans 銀行貸款 US\$'000 千美元
At 1 January 2002	二零零二年一月一日	9,900	40,553	1,923	9,224	126,180
Cash outflow from financing	融資現金流出	-	(14,952)	(732)	(9,224)	(22,426)
Capitalisation of loans from related parties (note 27(b)(v))	來自有關連人士貸款撥作資本(附註27(b)(v))	-	(23,096)	-	-	-
Issue of RCCPS	發行可贖回可換股累計優先股	13,750	-	-	-	-
At 31 December 2002 and at 1 January 2003	二零零二年十二月三十一日及二零零三年一月一日	23,650	2,505	1,191	-	103,754
Cash inflow/(outflow) from financing	融資的現金流入/(流出)	37,779	-	(1,191)	-	(47,970)
Capitalisation of loans from related parties (note 27(b)(iii))	來自有關連人士貸款撥作資本(附註27(b)(iii))	-	(2,505)	-	-	-
At 31 December 2003	二零零三年十二月三十一日	61,429	-	-	-	55,784

(c) Major non-cash transactions

During the year, loans from and amounts due to related parties totalling US\$5,896,000 (2002: US\$23,096,000) have been capitalised as part of the issued share capital of the underlying subsidiaries of the Company as part of the Reorganisation.

24. 綜合現金流量報表附註 (續)

(b) 本年度融資變動分析

(c) 重大非現金交易

本年度，來自有關連人士貸款及應付有關連人士款項合共5,896,000美元(二零零二年：23,096,000美元)已予資本化，作為本公司屬下附屬公司的部份已發行股本，此為重組其中一部份。

Notes to the Accounts (continued)

賬目附註 (續)

25. Segmental analysis

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group in making operating and financial decisions.

(a) Business segment

The Group has been operating in one single business segment, i.e. the manufacture and sale of fermentation-based food additives and biochemical products and cassava starch-based industrial products including modified starch, glucose syrup, MSG, soda and acid, and beverages.

(b) Geographical segment

In presenting information on the basis of geographical segments, segment revenue is based on the geographical presence of customers. Segment assets and capital expenditures are based on the geographical location of the assets.

(i) Segment revenue

25. 分部分析

分部資料以本集團的業務及地區分類而呈報。業務分部資料為主要呈報形式，原因在於業務分部與本集團經營及財務決策有較密切的關係。

(a) 業務分部

本集團經營單一業務，即製造及銷售發酵食品添加劑、生化產品及木薯澱粉工業產品，包括化工澱粉、葡萄糖漿、味精、梳打、酸及飲料。

(b) 地區分部

以地區分別呈報的資料時，分部收益以客戶所在地區劃分，而分部資產及資本開支則以資產所在地劃分。

(i) 分部收益

		2003	2002
		US\$'000	US\$'000
		千美元	千美元
Vietnam	越南	119,041	92,589
The PRC	中國	21,644	22,326
Japan	日本	46,627	42,930
Taiwan	台灣	5,857	12,196
ASEAN countries (other than Vietnam)	東盟國家 (越南除外)	5,686	4,664
Other regions	其他地區	4,942	8,085
		203,797	182,790

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

25. Segmental analysis (continued)

(b) Geographical segment (continued)

(ii) Capital expenditures by location of assets

		2003 US\$'000 千美元	2002 US\$'000 千美元
Vietnam	越南	5,089	4,110
The PRC	中國	247	1,242
		5,336	5,352

(iii) Segment assets by location of assets

		2003 US\$'000 千美元	2002 US\$'000 千美元
Vietnam	越南	267,691	291,619
Hong Kong	香港	20,438	–
Taiwan	台灣	1,387	–
The PRC	中國	22,628	23,946
Singapore	新加坡	51	2,228
Unallocated assets	未分配資產	838	946
		313,033	318,739

25. 分部分析 (續)

(b) 地區分部 (續)

(ii) 以資產所在地劃分的資本開支

(iii) 以資產所在地劃分的分部資產

26. Commitments

(a) Capital commitments

(i) Fixed assets

		2003 US\$'000 千美元	2002 US\$'000 千美元
Contracted but not provided for	已訂約但未撥備	6,273	170
Authorised but not contracted for	已批准但未訂約	19,386	–

26. 承擔

(a) 資本承擔

(i) 固定資產

Notes to the Accounts (continued)

賬目附註 (續)

26. Commitments (continued)

(a) Capital commitments (continued)

(ii) Trademarks

		2003 US\$'000 千美元	2002 US\$'000 千美元
Contracted but not provided for (note 28)	已訂約但未撥備 (附註28)	17,143	-

(b) Lease commitments

The Group had future aggregate minimum lease payments in respect of land and buildings under non-cancellable operating leases as follows:

		2003 US\$'000 千美元	2002 US\$'000 千美元
Not later than one year	第一年內	80	80
Later than one year and not later than five years	第二至第五年內	320	320
Later than five years	第五年後	2,375	2,455
		2,775	2,855

26. 承擔 (續)

(a) 資本承擔 (續)

(ii) 商標

		2003 US\$'000 千美元	2002 US\$'000 千美元
Contracted but not provided for (note 28)	已訂約但未撥備 (附註28)	17,143	-

(b) 租約承擔

本集團根據土地及樓宇的不可撤銷經營租約而須於未來支付的最低租約承擔總額如下：

		2003 US\$'000 千美元	2002 US\$'000 千美元
Not later than one year	第一年內	80	80
Later than one year and not later than five years	第二至第五年內	320	320
Later than five years	第五年後	2,375	2,455
		2,775	2,855

Notes to the Accounts (continued)

賬目附註(續)

As At 31 December 2003 二零零三年十二月三十一日

27. Related party transactions

- (a) Except as disclosed under note 12 and 28, significant related parties transactions, which were carried out in the normal course of the Group's business are as follows:

27. 有關連人士交易

- (a) 除附註12及28所披露者外，在本集團日常業務中與有關連人士進行的重大交易如下：

		Note	2003 US\$'000 千美元	2002 US\$'000 千美元
Sale of goods to	向下列公司銷售貨品	(i)		
– Vedan Enterprise Corporation ("Taiwan Vedan")	– 味丹企業股份有限公司 (「台灣味丹」)		27,535	51,548
– Bosen Trading Limited ("Bosen")	– Bosen Trading Limited (「Bosen」)		10	2,227
– Shanghai Vedan Foods Company Limited ("Shanghai Vedan")	– 上海味丹食品有限公司 (「上海味丹」)		3,341	3,500
– Eastman Trading Limited ("Eastman")	– Eastman Trading Limited (「Eastman」)		–	252
Sale of goods to certain customers in Japan through Taiwan Vedan	透過台灣味丹向若干 日本客戶銷售貨品	(ii)	23,102	40,684
Purchase of raw materials, spare parts and plant and machinery from Taiwan Vedan	向台灣味丹購買 原料、零件及 機器	(iii)	427	1,715
Technology transfer fee and trademark license fee paid to Tung Hai Fermentation Industrial Co. Ltd. ("Tung Hai") and Taiwan Vedan	向東海醱酵工業股份 有限公司(「東海」) 及台灣味丹支付技術 轉讓費及商標許可費	(iv)	1,856	1,678
Deposit paid in connection with the bidding of sugar importation quota in Taiwan and to transfer the quota awarded to Taiwan Vedan upon successful bidding	競投台灣食糖進口配額 而支付的按金並在成功 中標後將所獲配額轉讓 予台灣味丹	(v)	1,014	–

Note:

- (i) In the opinion of the directors of the Company, sales to related parties were conducted in the normal course of business at prices and terms no less than those charged to and contracted with other third party customers of the Group.
- (ii) The amounts represented sales made to certain customers in Japan through Taiwan Vedan up to 30 June 2003. Sales to the customers in Japan were made directly by the Group subsequent to 30 June 2003.

註：

- (i) 本公司董事認為向有關連人士銷售在日常業務中進行，且價格及條款不遜於本集團與其他第三者客戶交易所支付及訂立的價格及條款。
- (ii) 該款項指二零零三年六月三十日前透過台灣味丹向若干日本客戶進行的銷售。二零零三年六月三十日後本集團直接向日本客戶銷售貨品。

27. Related party transactions (continued)

Note: (continued)

- (iii) *In the opinion of the directors of the Company, purchases from Taiwan Vedan were conducted in the normal course of business at prices and terms no less favourable than those charged by and contracted with other third party suppliers of the Group.*
- (iv) In the opinion of the directors of the Company, the transactions were carried out in the ordinary course of business and the fees are charged in accordance with the terms of underlying agreements.
- (v) The Group entered into an agreement with Taiwan Vedan on 14 November 2003 for a period of seven months in connection with the bidding of sugar import quota in Taiwan. Pursuant to the agreement, the Group agreed to take part in the bidding of sugar importation quota in Taiwan on 21 November 2003 for and on behalf of Taiwan Vedan and upon obtaining successful bid, and agreed to transfer the quota of 10,262 metric tones awarded to the Group to Taiwan Vedan before 15 May 2004. Taiwan Vedan agreed to pay to the Group an amount equal to the bidding price of approximately US\$1 million plus 1.5 per cent commission (including tax) and interest expenses at 3 per cent per annum. In the opinion of the directors of the Company, the basis of the consideration is determined by reference to the bidding price of sugar which is in line with the market price of similar quotas and the price payable by Taiwan Vedan to the Group is no less favourable than payment made by Taiwan Vedan to independent third party. In addition, in the opinion of the directors of the Company, the commission has been determined in accordance with the normal market rate in Taiwan charged by other bidders in similar bidding transactions.

27. 有關連人士交易(續)

註：(續)

- (iii) 本公司董事認為向台灣味丹採購在日常業務中進行，且價格及條款不遜於本集團與其他第三者交易所支付及訂約的價格及條款。
- (iv) 本公司董事認為該等交易在日常業務中進行，並且根據相關協議的條款收費。
- (v) 本集團與台灣味丹於二零零三年十一月十四日訂立為期七個月有關競投台灣食糖進口配額的協議。根據該協議，本集團同意於二零零三年十一月二十一日代表台灣味丹參與競投台灣的食糖進口配額，並且於二零零四年五月十五日前將本集團所獲10,262公噸的食糖配額轉讓予台灣味丹。台灣味丹則同意向本集團支付相等於競投價約1,000,000美元加1.5%的佣金(連稅)，及按年利率3厘計算的利息開支。本公司董事認為代價乃參考與同類配額市價相同的食糖競投價格而釐定，而台灣味丹向本集團應付的價格將不遜於台灣味丹向獨立第三者作出的付款。此外，本公司董事認為佣金乃根據其他同類競投交易的競投人士所收取的台灣一般市價而釐定。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

27. Related party transactions (continued)

(b) Balances with related parties

As at 31 December 2003, the Group had the following significant balances with related parties.

27. 有關連人士交易 (續)

(b) 有關連人士的結餘

二零零三年十二月三十一日，本集團與有關連人士有以下重大結餘。

		2003	2002
		US\$'000	US\$'000
		千美元	千美元
Due from related parties	應收有關連人士款項		
- Bosen	- Bosen	10	42
- Capron Group Limited	- Capron Group Limited	-	2,196
- Eastman	- Eastman	-	252
- Shanghai Vedan	- 上海味丹	1,875	812
- Taiwan Vedan	- 台灣味丹	3,205	23,310
- Tung Hai (note (ii))	- 東海 (註(ii))	828	-
		5,918	26,612
Due to related parties (note (iii))	應付有關連人士款項 (註(iii))		
- Bianco Trading Limited	- Bianco Trading Limited	-	1,139
- Concord Worldwide Holdings Limited	- Concord Worldwide Holdings Limited	-	601
- High Capital Investments Limited	- High Capital Investments Limited	-	601
- King International Limited	- King International Limited	-	804
- Taiwan Vedan	- 台灣味丹	1,374	5,836
- Tung Hai	- 東海	38	527
- Mr. YANG Cheng, an executive director of the Company	- 本公司執行董事楊正先生	82	89
- Mr. YANG Tou Hsiung, an executive director of the Company	- 本公司執行董事楊頭雄先生	79	79
- A close family member of certain executive directors of the Company	- 本公司若干執行董事的一位近親家屬成員	265	265
		1,838	9,941
Loans from related parties (note (iv))	來自有關連人士的貸款 (註(iv))		
- Mr. YANG Cheng	- 楊正先生	-	1,729
- Close family members of certain executive directors of the Company	- 本公司若干執行董事的一位近親家屬成員	-	776
		-	2,505

27. Related party transactions (continued)

(b) Balances with related parties (continued)

Note:

- (i) All balances with related parties are unsecured, interest-free and have no fixed terms of repayment except for the trade balances with Shanghai Vedan and Vedan Taiwan which are repayable within the credit terms as set out in the underlying sale or purchase invoices.
- (ii) The balance due from Tung Hai represents a prepayment of the trademark licence fee for the year ending 31 December 2004.
- (iii) The amounts due to related parties of approximately US\$3.3 million have been capitalised as part of the issued capital of a subsidiary in June 2003.
- (iv) The loans from related parties of approximately US\$2.5 million have been capitalised as part of the issued capital of the underlying subsidiaries of the Group in June 2003 as part of the Reorganisation.
- (v) As part of the Reorganisation, the loans from related parties of approximately US\$23.1 million have been capitalised in December 2002 as part of the issued share capital of a subsidiary.

28. Trademarks

The Group's products are marketed under certain brand names, which were originally developed by Taiwan Vedan and Tung Hai. The Group's rights to use these trademarks were governed by a number of licence agreements (the "Licence Agreements") entered into between the Group and Taiwan Vedan and Tung Hai, respectively, in 2001 and 2002.

On 13 June 2003, the Company entered into a trademark licence agreement (the "Trademark Licence Agreement") with Taiwan Vedan and Tung Hai. Pursuant to the Trademark Licence Agreement, in consideration of the Company agreeing to pay US\$1 to Taiwan Vedan and Tung Hai, each of Taiwan Vedan and Tung Hai has agreed to grant to the Group the exclusive licences to use each of the trademarks registered in the name of Taiwan Vedan and Tung Hai in Vietnam, the PRC and the ASEAN countries for a period commencing from the 27 June 2003 to such date on which the assignment of each of such relevant trademarks having been registered and becoming effective in the country of registration of such trademark pursuant to the Trademark Assignment Agreement (which will be discussed in details in the following paragraphs).

27. 有關連人士交易 (續)

(b) 有關連人士的結餘 (續)

註：

- (i) 有關連人士的所有結餘均無抵押、免息及無固定還款期，惟上海味丹及台灣味丹的貿易結餘須在相關的銷售或採購發票指明的信貸期內償還。
- (ii) 應收東海的結餘即預付截至二零零四年十二月三十一日止年度的商標特許費。
- (iii) 應付有關連人士的款項約3,300,000美元已於二零零三年六月撥作資本，作為一家附屬公司的部份已發行股本。
- (iv) 來自有關連人士的貸款約2,500,000美元已於二零零三年六月根據重組而撥作資本，作為本集團屬下附屬公司的部份已發行股本。
- (v) 根據重組，來自有關連人士的貸款約23,100,000美元已於二零零二年十二月撥作資本，作為一家附屬公司的部份已發行股本。

28. 商標

本集團產品以若干商標發售，而該等商標原來由台灣味丹及東海開發。本集團使用該等商標的權利由多項本集團與台灣味丹及東海分別於二零零一年及二零零二年訂立的特許權協議（「特許權協議」）規範。

二零零三年六月十三日，本公司與台灣味丹及東海訂立商標特許權協議（「商標特許權協議」），本公司同意向台灣味丹及東海支付1美元，而台灣味丹及東海各自同意給予本集團獨家特許權，可使用台灣味丹及東海在越南、中國及東盟國家註冊的各項商標，自二零零三年六月二十七日起直至根據商標轉讓協議（下文另有詳述）將有關商標在註冊國家註冊及生效為止。

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

28. Trademarks (continued)

On 13 June 2003, the Company entered into a trademark assignment agreement (the "Trademark Assignment Agreement") with Taiwan Vedan and Tung Hai, pursuant to which each of Taiwan Vedan and Tung Hai has agreed to assign to the Company absolutely all its entire right, title and interest in and to the trademarks registered in the name of Taiwan Vedan and Tung Hai in Vietnam, the PRC and certain ASEAN countries.

In consideration of the assignment of the trademarks under the Trademark Assignment Agreement, the Company agreed to pay to Taiwan Vedan (for itself and for Tung Hai), a sum of US\$18 million, under a pre-determined payment schedule.

As at the date of approval of the accounts, the Company is in the course of applying for registration of the assignment of these trademarks in Vietnam, the PRC and certain ASEAN countries. Upon completion of the registration of these trademarks, the then acquisition cost of these trademarks will be recognised as intangible assets accordingly.

29. Banking facilities

The Group's bank borrowings of US\$49,225,000 as at 31 December 2003 were secured by:

- (a) legal charges over certain of the Group's fixed assets with net book value of approximately US\$112,813,000; and
- (b) corporate guarantee provided by the Company.

28. 商標 (續)

二零零三年六月十三日，本公司與台灣味丹及東海訂立商標轉讓協議（「商標轉讓協議」），台灣味丹及東海各自同意向本公司轉讓以台灣味丹及東海名義在越南、中國及若干東盟國家註冊商標的全部權利、擁有權及權益。

由於根據商標轉讓協議獲得轉讓商標，本公司同意按預定付款時間表向台灣味丹（代表本身及東海）支付18,000,000美元。

截至賬目批准日期，本公司正申請在越南、中國及若干東盟國家註冊該等商標的轉讓。當商標完成註冊後，該等商標當時的收購成本將確認為無形資產。

29. 銀行信貸

本集團於二零零三年十二月三十一日的銀行借貸49,225,000美元以下列各項作為抵押：

- (a) 本集團賬面淨值約112,813,000美元的若干固定資產的法定抵押；及
- (b) 本公司提供的公司擔保。

Notes to the Accounts (continued)

賬目附註 (續)

30. Particulars of the subsidiaries

As at 31 December 2003, the Company has direct and indirect interests in the following subsidiaries:

30. 附屬公司詳情

二零零三年十二月三十一日，本公司擁有以下附屬公司的直接或間接權益：

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation 主要業務及營運地點	Particulars of issued share capital 已發行股本詳情	Interest held 持有權益
Directly held: 直接持有：				
Winball Investment Limited	British Virgin Islands 英屬處女群島	Investment holding in Hong Kong 在香港投資控股	US\$100 Ordinary shares 100美元 普通股	100%
Talent Top Investment Ltd.	British Virgin Islands 英屬處女群島	Investment holding in Hong Kong 在香港投資控股	US\$100 Ordinary shares 100美元 普通股	100%
Indirectly held: 間接持有：				
Burghley Enterprise Pte., Ltd.	Singapore 新加坡	Investment holding in Singapore 在新加坡投資控股	S\$106,067,921 Ordinary shares 106,067,921新加坡元 普通股	100%
Ordino Investments Pte., Ltd.	Singapore 新加坡	Investment holding in Singapore 在新加坡投資控股	S\$34,944,929 Ordinary shares 34,944,929新加坡元 普通股	100%

Notes to the Accounts (continued)

賬目附註 (續)

As At 31 December 2003 二零零三年十二月三十一日

30. Particulars of the subsidiaries (continued)

30. 附屬公司詳情 (續)

Name 名稱	Place of incorporation 註冊成立地點	Principal activities and place of operation 主要業務及營運地點	Particulars of issued share capital 已發行股本詳情	Interest held 持有權益
Indirectly held: (continued) 間接持有：(續)				
Vedan (Vietnam) Enterprise Corporation Limited 味丹(越南)股份 有限公司	Vietnam 越南	Manufacture and sale of fermentation- based food additives and biochemical products and cassava starch-based industrial products including modified starch, glucose syrup, MSG, soda and acid in Vietnam and ASEAN countries 在越南及東盟國家製造及銷售發酵食品 添加劑、生化產品及木薯澱粉工業產品， 包括化工澱粉、葡萄糖漿、味精、梳打及酸	US\$108,500,000 Legal capital 108,500,000美元 法定股本	100%
Orsan Vietnam Co., Ltd.	Vietnam 越南	Manufacture and sale of MSG in Vietnam 在越南製造及銷售味精	US\$1,838,282 Legal capital 1,838,282美元 法定股本	100%
Mao Tai Foods (Xiamen) Co., Ltd. 茂泰食品(廈門) 有限公司	PRC 中國	Manufacture and sale of MSG and beverages in the PRC and Hong Kong 在中國及香港製造及銷售味精及飲料	US\$20,270,000 Registered capital 20,270,000美元 註冊資本	100%
Xiamen Darong Import & Export Trade Co., Ltd. 廈門大容進出口貿易 有限公司	PRC 中國	Trading of cassava starch-based industrial products in the PRC 在中國買賣木薯澱粉工業產品	US\$254,000 Registered capital 254,000美元 註冊資本	100%

31. Approval of accounts

The accounts were approved by the board of directors on 30 March 2004.

31. 賬目審批

賬目已於二零零四年三月三十日獲董事會審批。