

Consolidated Profit and Loss Account

綜合損益賬

For the year ended 31 December, 2004 截至二零零四年十二月三十一日止年度

		Note 附註	2004 US\$'000 千美元	2003 US\$'000 千美元
Turnover	營業額	3	224,976	203,797
Cost of sales	銷售成本		(160,204)	(149,178)
Gross profit	毛利		64,772	54,619
Other revenues	其他收益	3	394	1,099
Selling and distribution expenses	銷售及分銷開支		(16,575)	(13,766)
Administrative expenses	行政開支		(17,223)	(11,821)
Other operating income – net	其他經營收入淨額		431	239
Operating profit	經營盈利	4	31,799	30,370
Finance costs	融資成本	5	(1,912)	(4,176)
Profit before taxation	除稅前盈利		29,887	26,194
Taxation	稅項	6	(5,553)	(4,115)
Profit for the year	本年度盈利		24,334	22,079
Dividends	股息	8	14,600	13,591
Basic earnings per share (US cents)	每股基本盈利(美仙)	9	1.61	1.72
Diluted earnings per share (US cents)	每股攤薄盈利(美仙)	9	1.58	1.64

Consolidated Balance Sheet

綜合資產負債表

As at 31 December, 2004 二零零四年十二月三十一日

		Note	2004	2003
		附註	US\$'000	US\$'000
			千美元	千美元
Non-current assets	非流動資產			
Fixed assets	固定資產	13	214,074	203,233
Intangible assets	無形資產	14	6,859	838
			220,933	204,071
Current assets	流動資產			
Inventories	存貨	16	45,248	38,339
Trade receivables	應收貿易賬款	17	31,104	30,141
Prepayments and other receivables	預付款項及其他應收款項		6,739	4,174
Due from related parties	應收有關連人士款項	28(b)	53	861
Bank balances and cash	銀行結餘及現金	18	33,192	35,447
			116,336	108,962
Current liabilities	流動負債			
Trade payables	應付貿易賬款	19	11,107	9,005
Accruals and other payables	應付費用及其他應付款項		12,122	7,661
Due to related parties	應付有關連人士款項	28(b)	193	1,838
Short-term bank loans	短期銀行貸款			
– Secured	– 有抵押	30	9,374	15,471
– Unsecured	– 無抵押		23,523	6,559
Current portion of long-term bank loans – secured	長期銀行貸款的即期部份 – 有抵押	20	8,235	9,481
Taxation payable	應付稅項		392	2,042
			64,946	52,057
Net current assets	流動資產淨額		51,390	56,905
Total assets less current liabilities	總資產減流動負債		272,323	260,976
Non-current liabilities	非流動負債			
Long-term bank loans – secured	長期銀行貸款 – 有抵押	20	25,743	24,273
Deferred taxation	遞延稅項	21	12,059	11,580
Net assets	資產淨值		234,521	225,123

Consolidated Balance Sheet (continued)

綜合資產負債表 (續)

As at 31 December, 2004 二零零四年十二月三十一日

		Note	2004	2003
		附註	US\$'000	US\$'000
			千美元	千美元
Financed by:	資金來源：			
Capital and reserves	資金及儲備			
Share capital	股本	22	15,228	15,115
Reserves	儲備	23	219,293	210,008
Shareholders' funds	股東權益		234,521	225,123

YANG, Kun-Hsiang
楊坤祥
Director and Chief Executive Officer
董事兼行政總裁

WANG, Joel J
王肇樹
Director
董事

Balance Sheet

資產負債表

As at 31 December, 2004 二零零四年十二月三十一日

		Note	2004	2003
		附註	US\$'000	US\$'000
			千美元	千美元
Non-current assets	非流動資產			
Investment in subsidiaries, at cost	對附屬公司投資(按成本)	15	170,390	170,390
Current assets	流動資產			
Due from subsidiaries	應收附屬公司款項	15	51,139	32,976
Prepayments and other receivables	預付款項及其他應收款項		318	1,185
Bank balances and cash	銀行結餘及現金		3,955	20,614
			55,412	54,775
Current liabilities	流動負債			
Trade payables	應付貿易賬款		856	669
Accruals and other payables	應計費用及其他應付款項		2,745	1,412
			3,601	2,081
Net current assets	流動資產淨值		51,811	52,694
Net assets	資產淨值		222,201	223,084
Financed by:	資金來源:			
Capital and reserves	資本及儲備			
Share capital	股本	22	15,228	15,115
Reserves	儲備	23	206,973	207,969
Shareholders' funds	股東權益		222,201	223,084

YANG, Kun-Hsiang

楊坤祥

Director and Chief Executive Officer

董事兼行政總裁

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, 2004 截至二零零四年十二月三十一日止年度

		Share capital 股本 US\$'000 千美元	Share premium 股份溢價 US\$'000 千美元	Exchange reserve 匯兌儲備 US\$'000 千美元	Merger reserve 合併儲備 US\$'000 千美元	Retained earnings 保留盈利 US\$'000 千美元	Total 總計 US\$'000 千美元
At 1 January, 2003	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 (notes 22(b)(i) and (c)) for cash	發行普通股 (附註22(b)(i)及(c)) 作為現金	3,629	37,777	-	-	-	41,406
Share issue expenses	股份發行開支	-	(3,627)	-	-	-	(3,627)
Capitalisation issue (note 22(b)(iii))	資本化發行 (附註22(b)(iii))	1,586	(1,586)	-	-	-	-
Capitalisation of loans from related parties	來自有關連人士貸款 撥作資本	-	-	-	5,896	-	5,896
Exchange translation differences	匯兌差額	-	-	(63)	-	-	(63)
At 31 December, 2003 and at 1 January, 2004	二零零三年十二月三十一日 及二零零四年一月一日	15,115	46,314	3,621	79,994	80,079	225,123
Profit for the year	本年度盈利	-	-	-	-	24,334	24,334
Dividends	股息	-	-	-	-	(16,100)	(16,100)
Issue of ordinary shares (note 22(d))	發行普通股 (附註22(d))	113	1,044	-	-	-	1,157
Exchange translation differences	匯兌差額	-	-	7	-	-	7
At 31 December, 2004	二零零四年十二月三十一日	15,228	47,358	3,628	79,994	88,313	234,521

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December, 2004 截至二零零四年十二月三十一日止年度

		Note	2004	2003
		附註	US\$'000 千美元	US\$'000 千美元
Net cash generated from operating activities	經營業務產生的現金淨額	24(a)	50,849	50,143
Interest paid	已付利息		(1,912)	(4,176)
Income taxes paid	已付所得稅		(6,724)	(2,756)
Net cash inflow from operating activities	經營業務產生的現金流入淨額		42,213	43,211
Cash flows from investing activities	投資活動產生的現金			
Purchase of fixed assets	收購固定資產		(34,723)	(5,336)
Acquisition of Monosodium Glutamate business from Shanghai Vedan Foods Company Limited	收購上海味丹食品有限公司的味精業務	28(a)(vi)	(6,259)	-
Interest received	已收利息		359	261
Decrease in pledged bank deposits	已抵押銀行存款減少		-	1,000
Net cash outflow from investing activities	投資活動產生的現金流出淨額		(40,623)	(4,075)
Cash flows from financing activities	融資活動產生的現金	24(b)		
Issue of ordinary shares	發行普通股		1,157	41,406
Share issue expenses	發行股份開支		-	(3,627)
Dividend paid	已付股息		(16,100)	(10,958)
Increase/(decrease) in short-term bank loans, net of repayments	已扣除還款的短期銀行貸款增加/(減少)		18,259	(39,030)
New long-term bank loans raised	新增長期銀行貸款		5,000	14,000
Repayment of long-term bank loans	償還長期銀行貸款		(12,168)	(22,940)
Capital element of finance lease payments	融資租約租金的資本部份		-	(1,191)
Net cash outflow from financing activities	融資活動的現金流出淨額		(3,852)	(22,340)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(2,262)	16,796
Effect of foreign exchange rate changes	匯率變動的影響		7	(63)
Cash and cash equivalents at 1 January	一月一日的現金及現金等價物		35,447	18,714
Cash and cash equivalents at 31 December	十二月三十一日的現金及現金等價物		33,192	35,447
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		33,192	35,447

Notes to the Accounts

賬目附註

As at 31 December, 2004 二零零四年十二月三十一日

1. BASIS OF PREPARATION

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 Institute of Certified Public Accountants ("HKICPA"). They have been prepared under the historical cost convention.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("new HKFRSs") which are effective for accounting periods beginning on or after 1 January, 2005. The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31 December, 2004. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

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.

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.

1. 編製基準

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

香港會計師公會新頒佈及修訂多項香港財務申報準則及香港會計準則（「新香港財務申報準則」），該等準則於二零零五年一月一日或之後的會計期間生效。本集團截至二零零四年十二月三十一日止年度的財務報表並無提早採用該等新香港財務申報準則。本集團已開始評估採用該等新香港財務申報準則的影響，但未能確定該等新香港財務申報準則對其經營業績及財政狀況是否有重大影響。

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。

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）。

所有集團內公司間的重大交易及結餘已於綜合賬目時對銷。

As at 31 December, 2004 二零零四年十二月三十一日

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Group accounting and consolidation (continued)

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 or business at the date of acquisition. Goodwill on acquisition is included in intangible assets and is amortised using the straight-line method over the economic useful life.

(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)

出售附屬公司的收益或虧損指出售所得的收入與集團應佔該公司資產淨值的差額，連同之前並未在綜合損益賬內支銷或入賬的任何未攤銷商譽或負商譽，或已在儲備記賬的商譽／負商譽，以及任何相關的累積外幣匯兌儲備。

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，在經濟效用期以直線法攤銷。

(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年的經濟效用期以直線法攤銷。

(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的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年的期間攤銷，以反映將相關經濟效益確認的模式。不符合上述條件的開發成本在發生時作為費用支銷。已入賬為支出的開發成本不會在往後期間確認為資產。

As at 31 December, 2004 二零零四年十二月三十一日

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.

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的重大支出均資本化，並按下次維修期限折舊。資產改良支出均資本化，並按其對本集團的預計可用年期折舊。

As at 31 December, 2004 二零零四年十二月三十一日

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(d) Fixed assets (continued)

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.

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.

2. 主要會計政策(續)

(d) 固定資產(續)

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。

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) 在建工程

在建工程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。在建工程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的估計使用期或租期(以較短者為準)折舊。

As at 31 December, 2004 二零零四年十二月三十一日

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(f) Assets under leases (continued)

(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.

(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.

Spare parts and consumables are included within inventories and stated at cost, using the weighted average method. Provision is made for obsolescence where appropriate.

(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. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

2. 主要會計政策(續)

(f) 租賃資產(續)

(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。

(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。

零件及消耗品計入存貨中，並按加權平均法計算的原值列賬。陳舊存貨於適當時須作出撥備。

(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。

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2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(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.

(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.

(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)

(j) 或然負債

或然負債指因已發生的事件而可能引起的責任，此等責任需就某一宗或多宗事件會否發生才能確認，而本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的現有責任，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。假若消耗資源的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。

(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。

(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。

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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 assets consist primarily of fixed assets, inventories, receivables, operating cash and intangible assets. Segment liabilities comprise operating liabilities and exclude items such as taxation 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、營運現金及無形資產。分部負債包括營運負債，不包括稅項及若干企業借貸。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, 2004 二零零四年十二月三十一日

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:

		2004 US\$'000 千美元	2003 US\$'000 千美元
Turnover	營業額		
Sale of goods	貨品銷售	224,976	203,797
Other revenues	其他收益		
Net (loss)/income from sale of electricity	出售電力(虧損)/ 收入淨額	(247)	683
Interest income	利息收入	359	261
Sale of scrap materials	廢料銷售	282	155
		394	1,099
Total revenues	總收益	225,370	204,896

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：

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

4. OPERATING PROFIT

Operating profit is stated after crediting and charging the following:

		2004 US\$'000 千美元	2003 US\$'000 千美元
Crediting	計入		
Gain on waiver of amounts due to related parties (note 28(c))	豁免應付有關連人士款項的收益(附註28(c))	291	–
Charging	扣除		
Cost of inventories	存貨成本	160,204	149,178
Amortisation of goodwill (included in administrative expenses)	商譽攤銷 (已計入行政開支)	238	108
Auditors' remuneration	核數師酬金	188	210
Depreciation on fixed assets	固定資產折舊		
– owned fixed assets	– 自置固定資產	23,424	21,968
– leased fixed assets	– 租賃固定資產	–	2,006
Operating leases in respect of land and buildings	有關土地及樓宇的經營租約	113	82
Loss on disposal of fixed assets	出售固定資產虧損	458	81
Net exchange losses	匯兌虧損淨額	329	246
Staff costs (including directors' remuneration) (note 10)	僱員成本(包括董事薪酬) (附註10)	12,292	8,962

4. 經營盈利

經營盈利已計入及扣除下列各項：

5. FINANCE COSTS

		2004 US\$'000 千美元	2003 US\$'000 千美元
Interest on bank loans and overdrafts	銀行貸款及透支利息	1,912	4,133
Interest element of finance leases	融資租約的利息部份	–	43
		1,912	4,176

5. 融資成本

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

6. TAXATION

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

		2004 US\$'000 千美元	2003 US\$'000 千美元
Enterprise income tax (note (a))	企業所得稅(附註(a))	5,074	3,305
Deferred taxation (note 21)	遞延稅項(附註21)	479	810
		5,553	4,115

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:

		2004 US\$'000 千美元	2003 US\$'000 千美元
Profit before taxation	除稅前盈利	29,887	26,194
Calculated at taxation rate of 15% (2003: 15%)	以稅率15%計算 (二零零三年: 15%)	4,483	3,929
Expenses not deductible for tax purposes	不可扣稅的開支	795	187
Impact of deferred tax assets not recognised	未確認遞延稅項資產的影響	275	-
Utilisation of previously unrecognised tax losses	運用以往未確認的稅項虧損	-	(1)
Taxation charge	稅項支出	5,553	4,115

Deferred income tax assets are recognised for tax loss carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of US\$4,197,000 (2003: US\$2,899,000) to carry forward against future taxable income. This tax loss will expire between one to five years.

6. 稅項

綜合損益賬內的稅項包括：

	2004 US\$'000 千美元	2003 US\$'000 千美元
Enterprise income tax (note (a))	5,074	3,305
Deferred taxation (note 21)	479	810
	5,553	4,115

本集團除稅前盈利的稅項與倘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」)的適用稅率而計算的理論稅款的差額如下：

	2004 US\$'000 千美元	2003 US\$'000 千美元
Profit before taxation	29,887	26,194
Calculated at taxation rate of 15% (2003: 15%)	4,483	3,929
Expenses not deductible for tax purposes	795	187
Impact of deferred tax assets not recognised	275	-
Utilisation of previously unrecognised tax losses	-	(1)
Taxation charge	5,553	4,115

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅盈利變現而就所結轉的稅損作確認。本集團有未確認稅損4,197,000美元(二零零三年: 2,899,000美元)可結轉以抵銷未來應課稅收入。該稅損將於一年至五年間中止。

As at 31 December, 2004 二零零四年十二月三十一日

6. TAXATION (CONTINUED)

(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.

(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 the Group's operation in the PRC range from 18% to 27%.

(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.

7. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of US\$14,050,000 (2003: US\$25,873,000).

6. 稅項(續)

(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%之間，按附屬公司各自的投資許可證所規定。

(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。本集團在中國的相關企業所得稅率介乎18%至27%之間。

(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轉讓貨品繳納銷項增值稅。本集團越南業務的適用銷項值稅率介乎5%至10%之間，而本集團中國業務的適用增值稅為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。

7. 股東應佔盈利

計入本公司賬目的股東應佔盈利為14,050,000美元(二零零三年：25,873,000美元)。

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

8. DIVIDENDS

		2004 US\$'000 千美元	2003 US\$'000 千美元
2004 Interim dividend of 0.506 US cents (2003: 0.321 US cents) per ordinary share, paid	已付二零零四年中期股息 每股普通股0.506美仙 (二零零三年: 0.321美仙)	7,705	4,852
2004 Final dividend of 0.453 US cents (2003: 0.555 US cents) per ordinary share, proposed	建議派付二零零四年末期股息 每股普通股0.453美仙 (二零零三年: 0.555美仙)	6,895	8,395
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
		14,600	13,591

8. 股息

9. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the Group's profit attributable to shareholders of US\$24,334,000 (2003: US\$22,079,000) less preference dividends of nil (2003: US\$344,000).

The basic earnings per share is based on the weighted average number of 1,514,746,356 (2003: 1,264,507,549 deemed to be in issue) ordinary shares in issue during the year. In determining the weighted average number of ordinary shares in issue for the year ended 31 December, 2003, a total of 1,148,584,000 ordinary shares were deemed to be in issue since 1 January, 2003 after taking into consideration of the effect of the capitalisation issue in June 2003 as detailed in note 22(b)(ii).

The calculation of diluted earnings per share is based on the Group's profit attributable to shareholders of US\$24,334,000 (2003: US\$22,079,000). The diluted earnings per share for the year ended 31 December, 2004 is based on 1,541,242,000 (2003: 1,349,236,022) ordinary shares which is the weighted average number of ordinary shares plus the weighted average number of ordinary shares deemed to be in issue as if all outstanding pre-IPO share options as detailed in note 22(d)(ii) had been exercised.

9. 每股盈利

每股基本盈利是以本集團的股東應佔盈利 24,334,000美元(二零零三年: 22,079,000美元) 扣除優先股股息零美元(二零零三年: 344,000美元)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1,514,746,356股(二零零三年: 1,264,507,549股視為已發行)計算。在釐定截至二零零三年十二月三十一日止年度已發行普通股的加權平均數時,考慮到附註22(b)(ii)所詳述於二零零三年六月資本化發行的影響後,合共1,148,584,000股普通股視為自二零零三年一月一日起已經發行。

每股攤薄盈利乃根據本集團股東應佔盈利 24,334,000美元(二零零三年: 22,079,000美元)計算。截至二零零四年十二月三十一日止年度每股攤薄盈利,乃以1,541,242,000股(二零零三年: 1,349,236,022股)普通股計算,即普通股加權平均數加上假設附註22(d)(ii)所述的全部公開售股前未行使購股權已行使後視為已發行普通股的加權平均數。

As at 31 December, 2004 二零零四年十二月三十一日

10. STAFF COSTS (INCLUDING DIRECTORS' REMUNERATION)

		2004	2003
		US\$'000	US\$'000
		千美元	千美元
Wages, basic salaries and allowances	工資、底薪及津貼	8,955	6,955
Bonuses	花紅	2,241	1,100
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	391	324
Other employee benefits	其他僱員福利	705	583
		12,292	8,962

10. 僱員成本(包括董事薪酬)

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 and Shanghai, the PRC. The Group contributes to the plans at rates ranging from 8% to 22% of the basic salaries predetermined by local governments. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees. For the year ended 31 December, 2004, the Group has contributed approximately US\$66,000 (2003: US\$32,000) to the aforesaid state-sponsored retirement plans.

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, 2004, the Group has contributed approximately US\$325,000 (2003: US\$292,000) to the aforesaid state-sponsored social insurance scheme.

11. 僱員退休福利

根據中國的規則及法例，本集團為中國廈門及上海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當地政府指定底薪8%至22%。國家營辦的退休計劃負責向退休僱員支付所有退休福利。截至二零零四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66,000美元(二零零三年：32,000美元)。

根據越南的規則及法例規定，本集團為越南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。截至二零零四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325,000美元(二零零三年：292,000美元)。

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

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:

		2004 US\$'000 千美元	2003 US\$'000 千美元
Fees	袍金	-	-
Basic salaries and allowances	底薪及津貼	1,364	736
Discretionary bonuses	酌情發放的花紅	2,241	1,115
		3,605	1,851

The directors' emoluments disclosed above include US\$51,000 (2003: US\$24,000) paid to independent non-executive directors.

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

		Number of directors 董事數目	
		2004	2003
Nil to HK\$1,000,000 (approximately US\$128,000)	零至1,000,000港元 (約128,000美元)	5	4
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
HK\$5,000,001 to HK\$5,500,000 (approximately US\$641,001 to US\$705,000)	5,000,001港元至5,500,000港元 (約641,001美元至705,000美元)	3	-
HK\$5,500,001 to HK\$6,000,000 (approximately US\$705,001 to US\$769,000)	5,500,001港元至6,000,000港元 (約705,001美元至769,000美元)	1	-
HK\$6,000,001 to HK\$6,500,000 (approximately US\$769,001 to US\$833,000)	6,000,001港元至6,500,000港元 (約769,001美元至833,000美元)	1	-
		10	9

None of the directors of the Company waived any emoluments during the year (2003: Nil).

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：

	2004 US\$'000 千美元	2003 US\$'000 千美元
Fees	-	-
Basic salaries and allowances	1,364	736
Discretionary bonuses	2,241	1,115
	3,605	1,851

上文所披露的董事酬金包括支付予獨立非執行董事的51,000美元(二零零三年：24,000美元)。

本公司董事的薪酬介乎以下範圍：

	Number of directors 董事數目	
	2004	2003
Nil to HK\$1,000,000 (approximately US\$128,000)	5	4
HK\$2,500,001 to HK\$3,000,000 (approximately US\$320,001 to US\$384,000)	-	3
HK\$3,000,001 to HK\$3,500,000 (approximately US\$384,001 to US\$448,000)	-	2
HK\$5,000,001 to HK\$5,500,000 (approximately US\$641,001 to US\$705,000)	3	-
HK\$5,500,001 to HK\$6,000,000 (approximately US\$705,001 to US\$769,000)	1	-
HK\$6,000,001 to HK\$6,500,000 (approximately US\$769,001 to US\$833,000)	1	-
	10	9

本年度本公司董事並無放棄任何薪酬(二零零三年：無)。

As at 31 December, 2004 二零零四年十二月三十一日

12. EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

- (b) The five individuals whose emoluments were the highest in the Group for both years were also directors and their emoluments are reflected in the analysis presented above.
- (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.

12. 董事及高級管理人員的薪酬(續)

- (b) 本集團兩個年度內最高薪酬的五位人士均為董事，彼等的酬金已載於上文分析內。
- (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五位最高薪酬人士向退休計劃供款。

13. FIXED ASSETS

13. 固定資產

		Construction- in-progress	Properties	Plant and machinery	Leasehold improvements, office equipment, furniture and fixtures 租賃物業 裝修、辦 公室設備 及裝置	Motor vehicles	Total
		在建工程 US\$'000 千美元	物業 US\$'000 千美元	機器 US\$'000 千美元	US\$'000 千美元	汽車 US\$'000 千美元	合計 US\$'000 千美元
Cost	成本						
At 1 January, 2004	二零零四年一月一日	688	63,198	286,363	27,790	7,057	385,096
Additions	添置	5,402	5,105	22,710	533	973	34,723
Disposals	出售	-	(45)	(1,212)	(472)	(252)	(1,981)
At 31 December, 2004	二零零四年十二月三十一日	6,090	68,258	307,861	27,851	7,778	417,838
Accumulated depreciation	累計折舊						
At 1 January, 2004	二零零四年一月一日	-	22,049	129,523	25,069	5,222	181,863
Charge for the year	本年度折舊	-	3,056	18,800	971	597	23,424
Disposals	出售	-	(12)	(987)	(295)	(229)	(1,523)
At 31 December, 2004	二零零四年十二月三十一日	-	25,093	147,336	25,745	5,590	203,764
Net book value	賬面淨值						
At 31 December, 2004	二零零四年十二月三十一日	6,090	43,165	160,525	2,106	2,188	214,074
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

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

15. INVESTMENTS IN SUBSIDIARIES

		2004	2003
		US\$'000	US\$'000
		千美元	千美元
Unlisted shares, at cost	非上市股份(按成本)	170,390	170,390
Due from subsidiaries	應收附屬公司款項	51,139	32,976
		221,529	203,366

The particulars of the Company's subsidiaries are set out in note 31 to the accounts.

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment except for the loans to subsidiaries as at 31 December, 2004 of US\$10,770,000 (2003: US\$10,850,000) which bear interest at rates ranging from Singapore Interbank Offer Rate ("SIBOR") per annum to 1.5% above SIBOR per annum and are repayable within one to three years in accordance with the respective loan agreements.

16. INVENTORIES

		2004	2003
		US\$'000	US\$'000
		千美元	千美元
Spare parts and consumables	零件及消耗品	7,704	6,622
Raw materials	原料	22,244	17,113
Work-in-progress	在製品	2,222	2,292
Finished products	製成品	13,078	12,312
		45,248	38,339

15. 對附屬公司投資

本公司附屬公司的詳情載於賬目附註31。

應收附屬公司款項為無抵押及免息，且無固定還款期，惟二零零四年十二月三十一日應收附屬公司款項10,770,000美元(二零零三年：10,850,000美元)按新加坡銀行同業拆息年利率至新加坡銀行同業拆息年利率加1.5厘之間的利率計息，並須根據有關貸款協議於提供當日起一年至三年內償還。

16. 存貨

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

17. TRADE RECEIVABLES

		2004 US\$'000 千美元	2003 US\$'000 千美元
Trade receivables	應收貿易賬款	26,562	25,084
Due from Taiwan Vedan Enterprise Corporation ("Taiwan Vedan")	應收台灣味丹企業股份有限公司(「台灣味丹」)款項	2,371	3,200
Due from Shanghai Vedan Foods Company Limited ("Shanghai Vedan Foods")	應收上海味丹食品有限公司(「上海味丹食品」)款項	2,171	1,857
		31,104	30,141

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:

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：

		2004 US\$'000 千美元	2003 US\$'000 千美元
Current	即期	16,451	19,343
30-90 days	30至90天	10,935	6,915
90-180 days	90至180天	1,447	2,908
180-360 days	180至360天	2,271	975
		31,104	30,141

18. BANK BALANCES AND CASH

Bank balances totalling US\$28,563,000 as at 31 December, 2004 (2003: US\$14,826,000 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.

18. 銀行結餘及現金

於二零零四年十二月三十一日，銀行結餘合共28,563,000美元(二零零三年：14,826,000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。

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

19. TRADE PAYABLES

The ageing analysis of trade payables is as follows:

		2004 US\$'000 千美元	2003 US\$'000 千美元
Current	即期	8,835	5,882
30-90 days	30至90天	2,238	1,170
90-180 days	90至180天	–	144
180-360 days	180至360天	34	1,809
		11,107	9,005

19. 應付貿易賬款

應付貿易賬款的賬齡分析如下：

20. LONG-TERM BANK LOANS

		2004 US\$'000 千美元	2003 US\$'000 千美元
Long-term bank loans – secured (note 30)	長期銀行貸款 – 有抵押(附註30)	33,978	33,754
Current portion of long-term bank loans	長期銀行貸款的 即期部份	(8,235)	(9,481)
		25,743	24,273

20. 長期銀行貸款

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

		2004 US\$'000 千美元	2003 US\$'000 千美元
Within one year	一年	8,235	9,481
In the second year	第二年	8,971	9,480
In the third to fifth year	第三至第五年	16,772	14,585
After the fifth year	五年後	–	208
		33,978	33,754

本集團的長期銀行貸款須於以下期間償還：

Included in long-term bank loans is an amount of US\$7,392,381 drawdown from a short-term facility at 31 December, 2004 (2003: nil), which has been reclassified to long-term following completion of a refinancing on 23 February, 2005.

計入長期銀行貸款的包括於二零零四年十二月三十一日由短期信貸提用的款項7,392,381美元(二零零三年：無)，該款項已於二零零五年二月二十三日再融資完成後改列為長期銀行貸款。

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

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:

		2004 US\$'000 千美元	2003 US\$'000 千美元
At 1 January	一月一日	11,580	10,770
Charged to profit and loss account (note 6)	在損益賬扣除 (附註6)	479	810
At 31 December	十二月三十一日	12,059	11,580

Provided for in respect of:

		2004 US\$'000 千美元	2003 US\$'000 千美元
Accelerated tax depreciation	加速稅項折舊	12,831	12,098
Other temporary differences	其他暫時差額	(772)	(518)
		12,059	11,580

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：

	2004 US\$'000 千美元	2003 US\$'000 千美元
At 1 January	11,580	10,770
Charged to profit and loss account (note 6)	479	810
At 31 December	12,059	11,580

撥備有關於：

	2004 US\$'000 千美元	2003 US\$'000 千美元
Accelerated tax depreciation	12,831	12,098
Other temporary differences	(772)	(518)
	12,059	11,580

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

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	
		2004	2003
		US\$'000	US\$'000
		千美元	千美元
At 1 January	一月一日	12,098	11,135
Charged to profit and loss account	在損益賬扣除	733	963
At 31 December	十二月三十一日	12,831	12,098

Deferred tax assets

		Other temporary differences 其他暫時差額	
		2004	2003
		US\$'000	US\$'000
		千美元	千美元
At 1 January	一月一日	(518)	(365)
Credited to profit and loss account	計入損益賬	(254)	(153)
At 31 December	十二月三十一日	(772)	(518)

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. The above deferred tax assets and liabilities have been offset and are shown in the consolidated balance sheet under deferred tax 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	
		2004	2003
		US\$'000	US\$'000
		千美元	千美元
At 1 January	一月一日	12,098	11,135
Charged to profit and loss account	在損益賬扣除	733	963
At 31 December	十二月三十一日	12,831	12,098

遞延稅項資產

		Other temporary differences 其他暫時差額	
		2004	2003
		US\$'000	US\$'000
		千美元	千美元
At 1 January	一月一日	(518)	(365)
Credited to profit and loss account	計入損益賬	(254)	(153)
At 31 December	十二月三十一日	(772)	(518)

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已作抵銷，見於綜合資產負債表遞延稅項負債項下。

Notes to the Accounts (continued)
賬目附註 (續)

As at 31 December, 2004 二零零四年十二月三十一日

22. SHARE CAPITAL

22. 股本

		Authorised 法定					
		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		US\$'000 千美元
		US\$ 美元		US\$'000 千美元	US\$ 美元		US\$'000 千美元
At 1 January, 2003	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 and at 31 December, 2004	二零零三年十二月三十一日及 二零零四年十二月三十一日	0.01	10,000,000,000	100,000	-	-	-

		Issued and fully paid 已發行及繳足					
		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\$'000 千美元
		US\$ 美元		US\$'000 千美元	US\$ 美元		US\$'000 千美元
At 1 January, 2003	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 and at 1 January, 2004	二零零三年十二月三十一日及 二零零四年一月一日	0.01	1,511,472,000	15,115	-	-	-
Exercise of share options	行使購股權	0.01	11,270,000	113	-	-	-
At 31 December, 2004	二零零四年十二月三十一日		1,522,742,000	15,228	-	-	-

As at 31 December, 2004 二零零四年十二月三十一日

22. SHARE CAPITAL (CONTINUED)

- (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.
- (b) On 27 June, 2003, 466,000,000 shares were issued and allotted in connection with the following transactions:
- (i) 307,416,000 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 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)

- (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。
- (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股股份：
- (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美元的股份，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賬。
- (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股份。
- (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賬。
- (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、業務夥伴或彼等的受託人授出購股權，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限自授出當日起計，為期十年，惟將於該承授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。

As at 31 December, 2004 二零零四年十二月三十一日

22. SHARE CAPITAL (CONTINUED)

- (ii) Under the pre-IPO share option plan ("Pre-IPO Share Option Scheme"), 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 5,270,000 options were granted to directors of the Company and employees of the Group, respectively, under the Pre-IPO Share Option Scheme. These options are exercisable in accordance with the terms of the Pre-IPO Share Option Scheme commencing on 13 June, 2004 and up to 12 June, 2008.

During the year, 11,270,000 share options (2003: nil) were exercised at HK\$0.801 each, yielding a proceeds of approximately US\$1,157,000. Pre-IPO share options outstanding as at 31 December, 2004 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	18,500,000

No share options were cancelled during the year (2003: nil).

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5,270,000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。

年內，11,270,000份購股權(二零零三年：無)以每股0.801港元行使，由此而來的所得款項約為1,157,000美元。截至二零零四年十二月三十一日，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(二零零三年：無)。

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

23. RESERVES

(a) Group

23. 儲備

(a) 本集團

		Share premium 股份溢價 US\$'000 千美元	Exchange reserve 匯兌儲備 US\$'000 千美元	(Note) (註) Merger reserve 合併儲備 US\$'000 千美元	Retained earnings 保留盈利 US\$'000 千美元	Total 合計 US\$'000 千美元
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	股份發行開支	(3,627)	-	-	-	(3,627)
Capitalisation issue (note 22(b)(iii))	資本化發行(附註22(b)(iii))	(1,586)	-	-	-	(1,586)
Capitalisation of loans from related parties	來自有關連人士貸款 撥作資本	-	-	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	
At 1 January, 2004	二零零四年一月一日	46,314	3,621	79,994	80,079	210,008
Profit for the year	本年度盈利	-	-	-	24,334	24,334
Dividends	股息	-	-	-	(16,100)	(16,100)
Premium on issue of ordinary shares (note 22(d)(ii))	發行普通股的溢價 (附註22(d)(ii))	1,044	-	-	-	1,044
Exchange translation differences	匯兌差額	-	7	-	-	7
At 31 December, 2004	二零零四年十二月三十一日	47,358	3,628	79,994	88,313	219,293
Representing:	即:					
2004 Final dividend proposed	建議派付的二零零四年 末期股息				6,895	
Others	其他				81,418	
Retained earnings as at 31 December, 2004	二零零四年十二月三十一日 的保留盈利				88,313	

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 group reorganisation completed on 26 December, 2002 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本集團於二零零二年十二月二十六日完成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, 2004 二零零四年十二月三十一日

23. RESERVES (CONTINUED)

(b) Company

		Exchange reserve 匯兌儲備 US\$'000 千美元	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
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	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)
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	
At 1 January, 2004	二零零四年一月一日	-	193,054	14,915	207,969
Profit for the year	本年度盈利	-	-	14,050	14,050
Premium on issue of ordinary shares (note 22(d)(ii))	發行普通股的溢價 (附註22(d)(ii))	-	1,044	-	1,044
Dividends	股息	-	-	(16,100)	(16,100)
Exchange translation differences	匯兌差額	10	-	-	10
At 31 December, 2004	二零零四年十二月三十一日	10	194,098	12,865	206,973
Representing:	即:				
2004 Final dividend proposed	建議派付的二零零四年 末期股息			6,895	
Others	其他			5,970	
Retained earnings as at 31 December, 2004	二零零四年十二月三十一日 的保留盈利			12,865	

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)

As at 31 December, 2004 二零零四年十二月三十一日

24. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(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：

		2004 US\$'000 千美元	2003 US\$'000 千美元
Profit before taxation	除稅前盈利	29,887	26,194
Interest income	利息收入	(359)	(261)
Interest expenses	利息開支	1,912	4,176
Depreciation	折舊	23,424	23,974
Loss on disposal of fixed assets	出售固定資產的虧損	458	81
Amortisation of goodwill	商譽攤銷	238	108
Gain on waiver of amounts due to related parties	豁免應付有關連人士款項的收益	(291)	-
Operating profit before working capital changes	未計營運資金變動前的經營盈利	55,269	54,272
Increase in inventories	存貨增加	(6,909)	(6,086)
(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	(3,528)	7,069
Decrease in amounts due from related parties	應收有關連人士款項減少	808	1,629
Increase/(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增加/(減少)	6,563	(2,029)
Decrease in amounts due to related parties	應付有關連人士款項減少	(1,354)	(4,712)
Net cash inflow from operating activities	經營業務所得現金流入淨額	50,849	50,143

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

24. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (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 融資租約承擔 US\$'000 千美元	Bank loans 銀行貸款 US\$'000 千美元
At 1 January, 2003	二零零三年一月一日	23,650	2,505	1,191	103,754
Cash inflow/(outflow) from financing	融資現金流入/(流出)	37,779	-	(1,191)	(47,970)
Capitalisation of loans from related parties	來自有關連人士貸款撥作資本	-	(2,505)	-	-
At 31 December, 2003 and at 1 January, 2004	二零零三年十二月三十一日及二零零四年一月一日	61,429	-	-	55,784
Cash inflow from financing	融資現金流入	1,157	-	-	11,091
At 31 December, 2004	二零零四年十二月三十一日	62,586	-	-	66,875

(c) Major non-cash transactions

During the year, amounts due to related parties totalling US\$291,000 have been waived by these related parties.

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.

24. 綜合現金流量報表附註(續)

(b) 本年度融資變動分析

		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 融資租約承擔 US\$'000 千美元	Bank loans 銀行貸款 US\$'000 千美元
At 1 January, 2003	二零零三年一月一日	23,650	2,505	1,191	103,754
Cash inflow/(outflow) from financing	融資現金流入/(流出)	37,779	-	(1,191)	(47,970)
Capitalisation of loans from related parties	來自有關連人士貸款撥作資本	-	(2,505)	-	-
At 31 December, 2003 and at 1 January, 2004	二零零三年十二月三十一日及二零零四年一月一日	61,429	-	-	55,784
Cash inflow from financing	融資現金流入	1,157	-	-	11,091
At 31 December, 2004	二零零四年十二月三十一日	62,586	-	-	66,875

(c) 重大非現金交易

本年度，應付有關連人士款項合共291,000美元已獲該等有關人士撤銷。

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。

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25. SEGMENTAL ANALYSIS (CONTINUED)**(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

		2004 US\$'000 千美元	2003 US\$'000 千美元
Vietnam	越南	126,712	119,041
The PRC	中國	29,490	21,644
Japan	日本	49,288	46,627
Taiwan	台灣	2,826	5,857
ASEAN countries (other than Vietnam)	東盟國家 (越南除外)	9,158	5,686
Other regions	其他地區	7,502	4,942
		224,976	203,797

(ii) Capital expenditures by location of assets

		2004 US\$'000 千美元	2003 US\$'000 千美元
Vietnam	越南	33,367	5,089
The PRC	中國	1,356	247
		34,723	5,336

25. 分部分析(續)**(b) 地區分部**

以地區分部呈報資料時，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

		2004 US\$'000 千美元	2003 US\$'000 千美元
Vietnam	越南	126,712	119,041
The PRC	中國	29,490	21,644
Japan	日本	49,288	46,627
Taiwan	台灣	2,826	5,857
ASEAN countries (other than Vietnam)	東盟國家 (越南除外)	9,158	5,686
Other regions	其他地區	7,502	4,942
		224,976	203,797

(ii) 以資產所在地劃分的資本開支

		2004 US\$'000 千美元	2003 US\$'000 千美元
Vietnam	越南	33,367	5,089
The PRC	中國	1,356	247
		34,723	5,336

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

25. SEGMENTAL ANALYSIS (CONTINUED)

(b) Geographical segment (continued)

(iii) Segment assets by location of assets

		2004	2003
		US\$'000	US\$'000
		千美元	千美元
Vietnam	越南	293,430	268,529
Hong Kong	香港	2,926	20,438
Taiwan	台灣	1,390	1,387
The PRC	中國	38,805	22,628
Singapore	新加坡	718	51
		337,269	313,033

26. COMMITMENTS

(a) Capital commitments

(i) Capital commitments for fixed assets

		2004	2003
		US\$'000	US\$'000
		千美元	千美元
Contracted but not provided for	已訂約但未撥備		
- Acquisition of land and buildings from Shanghai Vedan Foods (note 28(a)(vi))	- 收購上海味丹食品有限公司的土地及樓宇(附註28(a)(vi))	10,149	-
- Other fixed assets	- 其他固定資產	2,706	6,273
		12,855	6,273
Authorised but not contracted for	已批准但未訂約	35,130	19,386

(ii) Capital commitments for trademarks

		2004	2003
		US\$'000	US\$'000
		千美元	千美元
Contracted but not provided for (note 29)	已訂約但未撥備(附註29)	15,303	17,143

25. 分部分析(續)

(b) 地區分部(續)

(iii) 以資產所在地劃分的分部資產

26. 承擔

(a) 資本承擔

(i) 固定資產的資本承擔

(ii) 商標的資本承擔

As at 31 December, 2004 二零零四年十二月三十一日

26. COMMITMENTS (CONTINUED)**(b) Lease commitments**

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

		2004 US\$'000 千美元	2003 US\$'000 千美元
Not later than one year	第一年內	101	80
Later than one year and not later than five years	第二至第五年內	404	320
Later than five years	第五年後	2,961	2,375
		3,466	2,775

(c) Other commitments

As at 31 December, 2004, the Group has letters of credit facilities in place with banks which are irrevocable amounted to approximately US\$8.3 million (2003: US\$2.2 million). These mainly relate to commitments of a subsidiary to purchase raw materials which are fall due within 12 months.

27. CONTINGENT LIABILITIES

As at 31 December, 2004, the Company has given guarantees for bank loans of a subsidiary amounted to US\$61,745,000 (2003: US\$59,103,000).

26. 承擔**(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：

	2004 US\$'000 千美元	2003 US\$'000 千美元
Not later than one year	101	80
Later than one year and not later than five years	404	320
Later than five years	2,961	2,375
	3,466	2,775

(c) 其他承擔

於二零零四年十二月三十一日，本集團由多家銀行授出的不可撤回信用狀信貸約達8,300,000美元(二零零三年：2,200,000美元)。此等承擔主要與一附屬公司之到12個月內到期的承擔有關，用於購買原料。

27. 或然負債

於二零零四年十二月三十一日，本公司為一附屬公司提供銀行貸款之擔保達61,745,000美元(二零零三年：59,103,000美元)。

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

28. RELATED PARTY TRANSACTIONS

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 decisions, or vice versa, or where the Group and the parties are subject to common control or common significant influence.

(a) Significant related parties transactions, which were carried out in the normal course of the Group's business are as follows:

	Note	2004	2003
	附註	US\$'000	US\$'000
		千美元	千美元
Sale of goods to			
– Taiwan Vedan	(i)	7,548	27,535
– Bosen Trading Limited (“Bosen”)		–	10
– Shanghai Vedan Foods		3,028	3,341
Sale of goods to certain customers in Japan through Taiwan Vedan	(ii)	–	23,102
Purchase of raw materials, spare parts and plant and machinery from Taiwan Vedan	(iii)	–	427
Trademark license fee paid to Tung Hai Fermentation Industrial Co. Ltd. (“Tung Hai”)	(iv)	1,840	1,700
Technological support fee paid to Tung Hai and Taiwan Vedan	(iv)	1,832	156
Commission from Taiwan Vedan in connection with the Agency Agreement	(iv)	167	103
Deposit paid in connection with the bidding of sugar importation quota in Taiwan for and on behalf of Taiwan Vedan	(v)	–	1,014
Interest income and commission income received from Taiwan Vedan in connection with the bidding of sugar importation quota in Taiwan and to transfer the quota awarded to Taiwan Vedan upon successful bidding	(v)	28	–
Acquisition of MSG business from Shanghai Vedan Foods	(vi)	6,259	–
Acquisition of ancillary facilities from Shanghai Vedan Foods	(vi)	1,036	–

28. 有關連人士交易

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。

(a) 在本集團日常業務中與有關連人士進行的重大交易如下：

As at 31 December, 2004 二零零四年十二月三十一日

28. RELATED PARTY TRANSACTIONS (CONTINUED)

Notes:

- (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 favourable 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 prior to the Listing Date. Sales to the customers in Japan were made directly by the Group subsequent to the Listing Date.
- (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 to 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. In the opinion of the directors of the Company, the transaction was carried out in accordance with the terms of the agreement and at terms no less favourable than those charged to and contracted with other third party.

During the year, Taiwan Vedan has settled the bidding price and interest and commission to the Group upon the successful bid was obtained and the transfer of the quota awarded to Taiwan Vedan.

- (vi) On 6 May, 2004, the Group entered into two agreements, namely the Business Acquisition Agreement and the Immovable Assets Acquisition Agreement, with Shanghai Vedan Foods in connection with the acquisition of the existing MSG business and certain land and buildings and ancillary facilities of Shanghai Vedan Foods for a consideration of approximately US\$6.3 million and approximately US\$11.1 million respectively.

The Business Acquisition Agreement was completed on 15 August, 2004 and the consideration of approximately US\$6.3 million has been paid.

28. 有關連人士交易(續)

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) 該款項指於上市日期前透過台灣味丹向若干日本客戶進行的銷售。於上市日期後，本集團直接向日本客戶銷售貨品。
- (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供應商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。本公司董事認為該交易乃根據協議的條款進行，且條款不遜於本集團與其他第三者交易所支付及訂約的條款。

年內，台灣味丹於成功競投及將配額轉讓予台灣味丹後清償競投價、利息及佣金。

- (vi) 於二零零四年五月六日，本集團就收購上海味丹食品的現有味精業務、若干土地及樓宇及配套設施訂立兩項協議，分別為業務收購協議及不動產收購協議，代價分別約為6,300,000美元及11,100,000美元。

業務收購協議已於二零零四年八月十五日完成，並已支付約6,300,000美元的代價。

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

28. RELATED PARTY TRANSACTIONS (CONTINUED)

Notes: (continued)

(vi) (continued)

The acquisition of ancillary facilities under the Immovable Assets Acquisition Agreement was completed and the consideration of approximately US\$1.0 million has been paid. However, as at 31 December, 2004, the acquisition of land and buildings under the Immovable Assets Acquisition Agreement has not yet completed, subject to the issuance of the land use right certificate and property ownership certificate from the relevant government authorities. As such, the Group has not yet paid the remaining consideration payable of approximately US\$10.1 million. In addition, Shanghai Vedan Foods has agreed to allow the Group to use the land and buildings under the Immovable Assets Acquisition Agreement rent free until the title of the land and buildings is passed to the Group.

(b) Balances with related parties

As at 31 December, 2004, the Group had the following significant balances with related parties:

		2004 US\$'000 千美元	2003 US\$'000 千美元
Due from related parties	應收有關連人士款項		
– Bosen	– Bosen	10	10
– Shanghai Vedan Foods	– 上海味丹食品	–	18
– Taiwan Vedan	– 台灣味丹	43	5
– Tung Hai	– 東海	–	828
		53	861
Due to related parties	應付有關連人士款項		
– Taiwan Vedan	– 台灣味丹	29	1,374
– Tung Hai	– 東海	164	38
– Mr. YANG Cheng, an executive director of the Company	– 本公司執行董事 楊正先生	–	82
– Mr. YANG Tou-Hsiung, an executive director of the Company	– 本公司執行董事 楊頭雄先生	–	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
		193	1,838

28. 有關連人士交易(續)

註:(續)

(vi) (續)

不動產收購協議項下的配套設施收購已完成，並已支付約1,000,000美元的代價。然而，於二零零四年十二月三十一日，不動產收購協議項下的土地及樓宇收購尚未完成，須待有關政府當局發出土地使用權證及物業擁有權證。因此，本集團尚未支付餘下應付代價約10,100,000美元。此外，上海味丹食品已同意讓本集團在免租情況下使用不動產收購協議項下的土地及樓宇，直至本集團獲得該等土地及樓宇的擁有權為止。

(b) 有關連人士的結餘

於二零零四年十二月三十一日，本集團與有關連人士有以下重大結餘。

As at 31 December, 2004 二零零四年十二月三十一日

28. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Balances with related parties (continued)

Note: All balances with related parties are unsecured, interest free and have no fixed terms of repayment.

- (c) During the year, certain amounts due to Mr YANG Cheng and Mr YANG Tou-Hsiung, executive directors of the Company, and a close family member of certain executive directors of the Company totaling US\$291,000 have been waived (2003: nil).

29. 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).

28. 有關連人士交易(續)

(b) 有關連人士的結餘(續)

註：有關連人士的所有結餘均無抵押、免息及無固定還款期。

- (c) 年內，應付本公司執行董事楊正先生及楊頭雄先生以及本公司若干執行董事的一位近親家屬成員的若干款項合共291,000美元已獲撤銷(二零零三年：無)。

29. 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。

As at 31 December, 2004 二零零四年十二月三十一日

29. 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 these 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 the Trademark Assignment Agreement, the acquisition cost of these trademarks will be recognised as intangible assets accordingly.

30. BANKING FACILITIES

The Group's bank borrowings of US\$43,352,000 as at 31 December, 2004 were secured by:

- (i) legal charges over certain of the Group's fixed assets with net book value of approximately US\$112,418,000; and
- (ii) 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。

30. 銀行信貸

本集團於二零零四年十二月三十一日的銀行借貸43,352,000美元以下列各項作為抵押：

- (i) 本集團賬面淨值約112,418,000美元的若干固定資產的法定抵押；及
- (ii) 本公司提供的公司擔保。

As at 31 December, 2004 二零零四年十二月三十一日

31. PARTICULARS OF THE SUBSIDIARIES

As at 31 December, 2004, the Company has direct and indirect interests in the following subsidiaries:

Name	Place/country of incorporation	Principal activities and place of operation	Particulars of issued share capital	Interest held
名稱	註冊成立地點/國家	主要業務及營運地點	已發行股本詳情	持有權益
Directly held:				
直接持有：				
Winball Investment Limited	British Virgin Islands ("BVI") 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.	BVI 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%
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\$109,700,000 Legal capital 109,700,000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%

31. 附屬公司詳情

於二零零四年十二月三十一日，本公司擁有以下附屬公司的直接或間接權益：

Notes to the Accounts (continued)

賬目附註(續)

As at 31 December, 2004 二零零四年十二月三十一日

31. PARTICULARS OF THE SUBSIDIARIES (CONTINUED)

31. 附屬公司詳情(續)

Name	Place/country of incorporation	Principal activities and place of operation	Particulars of issued share capital	Interest held
名稱	註冊成立地點/國家	主要業務及營運地點	已發行股本詳情	持有權益
Indirectly held: (continued)				
間接持有：(續)				
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%
Shanghai Vedan Enterprise Co. Ltd. 上海味丹企業有限公司	PRC 中國	Packaging and sale of MSG in the PRC 在中國包裝及銷售味精	US\$9,800,000 Registered capital 9,800,000美元 註冊資本	100%

32. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 15 March, 2005.

32. 賬目審批

賬目已於二零零五年三月十五日獲董事會審批。