



理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands with limited liability) Stock Code: 2314

(於開曼群島註冊成立之有限公司) 股份代號: 2314

2011/12 中期報告
INTERIM REPORT



* 僅供識別

* For identification purposes only

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CORPORATE INFORMATION

公司資料

Board of Directors

Executive director

Mr Lee Wan Keung Patrick (*Chairman*)
Mr Lee Man Chun Raymond *BBS JP (Chief Executive Officer)*
Mr Lee Man Bun
Mr Kunihiko Kashima

Non-executive director

Professor Poon Chung Kwong *GBS JP*
Mr Yoshio Haga (*Vice Chairman*)

Independent non-executive director

Mr Wong Kai Tung Tony
Mr Peter A Davies
Mr Chau Shing Yim David

Company Secretary

Mr Cheung Kwok Keung

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Office

5th Floor, Liven House
61–63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

Principal Bankers

In Hong Kong and Macau:

Hang Seng Bank
Standard Chartered Bank
Citibank
HSBC
DBS

In the PRC:

China Construction Bank
Bank of China
Agricultural Bank of China

董事會

執行董事

李運強先生(主席)
李文俊先生 *BBS太平紳士(首席執行官)*
李文斌先生
鹿島久仁彥先生

非執行董事

潘宗光教授 *GBS太平紳士*
芳賀義雄先生(副主席)

獨立非執行董事

王啟東先生
Peter A Davies先生
周承炎先生

公司秘書

張國強先生

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處

香港
九龍觀塘
敬業街61–63號
利維大廈5樓

主要往來銀行

香港及澳門：

恒生銀行
渣打銀行
花旗銀行
滙豐銀行
星展銀行

中國：

中國建設銀行
中國銀行
中國農業銀行

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants

Principal Share Registrar and Transfer Office

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
26/F Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Website

<http://www.leemanpaper.com>

核數師

德勤•關黃陳方會計師行
執業會計師

主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

網址

<http://www.leemanpaper.com>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the six months ended 30 September 2011 截至二零一一年九月三十日止六個月

The board of directors of Lee & Man Paper Manufacturing Limited (the "Company") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2011 together with the comparative figures as follows:

理文造紙有限公司(「本公司」)董事會欣然公布，本公司及其附屬公司(「本集團」)截至二零一一年九月三十日止六個月未經審核簡明綜合業績，連同比較數字如下：

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 September 2011

簡明綜合全面收益表

截至二零一一年九月三十日止六個月

		Notes 附註	2011 二零一一年 (unaudited) (未經審核) HK\$'000 千港元	2010 二零一零年 (unaudited) (未經審核) HK\$'000 千港元
Revenue	收入	3	7,360,334	6,898,722
Cost of sales	銷售成本		(6,351,623)	(5,659,228)
Gross profit	毛利		1,008,711	1,239,494
Other income	其他收入		151,999	135,951
Net (loss) gain from fair value changes of derivative financial instruments	因衍生財務工具公平值變動產生之淨(虧損)得益		(4,055)	4,162
Distribution and selling expenses	分銷及銷售費用		(111,026)	(108,558)
Administrative expenses	行政費用		(275,317)	(245,819)
Finance costs	財務成本	4	(45,072)	(95,013)
Profit before tax	除稅前盈利		725,240	930,217
Income tax expense	利得稅支出	5	(78,564)	(90,965)
Profit for the period	期內盈利	6	646,676	839,252
Other comprehensive income	其他全面收益			
Exchange differences arising on translation of foreign operations	換算境外經營產生之匯兌差額		290,617	64,919
Gain on hedging instruments in cash flow hedges	對沖工具中現金流量對沖得益		26,013	29,456
Other comprehensive income for the period	期內其他全面收益		316,630	94,375
Total comprehensive income for the period	期內總全面收益		963,306	933,627
Dividends:	股息：	7		
- Final dividend paid	— 已付末期股息		375,170	364,115
- Interim dividend declared	— 宣派中期股息		225,102	273,377
			HK cents	HK cents
			港仙	港仙
Earnings per share	每股盈利	8		
- Basic	— 基本		13.79	18.44
- Diluted	— 攤薄		13.68	17.89

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2011 於二零一一年九月三十日

			30 September 2011 二零一一年 九月三十日 (unaudited) (未經審核) HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 (audited) (經審核) HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	15,329,760	13,953,105
Prepaid lease payments	預付租賃款項		476,235	471,121
Deposits paid for acquisition of property, plant and equipment and land use rights	購置物業、廠房及設備及土地使用權所付訂金		73,571	225,237
Tax recoverable	可收回稅項		39,670	39,670
Retirement benefit assets	退休福利資產		914	914
			15,920,150	14,690,047
CURRENT ASSETS	流動資產			
Inventories	存貨	10	2,570,022	2,966,738
Prepaid lease payments	預付租賃款項		9,000	9,873
Trade and other receivables	應收貿易及其他賬款	11	4,858,523	4,075,048
Amounts due from related companies	應收有關連公司款項		–	22,271
Derivative financial instruments	衍生財務工具		99	809
Tax recoverable	可收回稅項		–	80,614
Restricted bank deposits	有限制銀行存款		2,025	949
Bank balances and cash	銀行結餘及現金		769,313	1,228,116
			8,208,982	8,384,418
CURRENT LIABILITIES	流動負債			
Derivative financial instruments	衍生財務工具		33,318	46,530
Trade and other payables	應付貿易及其他賬款	12	1,880,225	2,315,304
Tax payable	應付稅項		55,685	54,393
Bank borrowings	銀行借貸		5,336,300	2,703,696
			7,305,528	5,119,923
NET CURRENT ASSETS	流動資產淨值		903,454	3,264,495
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		16,823,604	17,954,542

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2011 於二零一一年九月三十日

		Notes 附註	30 September 2011 二零一一年 九月三十日 (unaudited) (未經審核) HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 (audited) (經審核) HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Derivative financial instruments	衍生財務工具		–	9,456
Bank borrowings	銀行借貸		3,526,573	5,284,910
Deferred tax liabilities	遞延稅項負債		406,026	360,363
			3,932,599	5,654,729
			12,891,005	12,299,813
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	13	117,241	117,241
Reserves	儲備		12,773,764	12,182,572
			12,891,005	12,299,813

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2011 截至二零一一年九月三十日止六個月

		2011 二零一一年 (unaudited) (未經審核) HK\$'000 千港元	2010 二零一零年 (unaudited) (未經審核) HK\$'000 千港元
Net cash generated from operating activities	經營業務所得現金淨額	240,189	818,185
Net cash used in investing activities	投資活動動用現金淨額		
Acquisition of and deposits paid on property, plant and equipment	購置物業、廠房及設備及所付訂金	(1,201,665)	(613,216)
Increase in restricted bank deposits	有限制銀行存款增加	(1,076)	–
Prepaid lease payments	預付租賃款項	(723)	(6,059)
Advance to an associate	向聯營公司墊款	–	(893)
Interest received	已收利息	4,929	7,696
Other investing activities	其他投資活動	446	60,000
		(1,198,089)	(552,472)
Net cash from (used in) financing activities	融資活動所得(動用)現金淨額		
Net bank borrowings raised	籌集銀行貸款淨額	874,267	173,387
Net proceeds from issue of shares through exercise of share options	透過行使購股權而發行股份所得款項淨額	–	14,375
Dividends paid	已付股息	(375,170)	(364,115)
		499,097	(176,353)
Net (decrease) increase in cash and cash equivalents	現金及現金等價物(減少)增加淨額	(458,803)	89,360
Cash and cash equivalents brought forward	現金及現金等價物承前結餘	1,228,116	625,244
Cash and cash equivalents carried forward represented by bank balances and cash	現金及現金等價物結轉銀行結餘及現金	769,313	714,604

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2011 截至二零一一年九月三十日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Hedging reserve 對沖儲備 HK\$'000 千港元	Capital contribution 資金貢獻 HK\$'000 千港元	Legal reserve 法定公積金 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Retained profits 留存盈利 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
At 1 April 2011	二零一一年四月一日	117,241	4,624,592	29,338	1,428,702	(52,361)	12,552	97	(2,999)	(12,060)	6,154,711	12,299,813
Exchange differences arising on translation of foreign operations	海外業務轉移時所產生之滙兌差額	-	-	-	290,617	-	-	-	-	-	-	290,617
Gain on hedging instruments in cash flow hedges	對沖工具中現金流量對沖得益	-	-	-	-	26,013	-	-	-	-	-	26,013
Other comprehensive income for the period	期內其他全面收益	-	-	-	290,617	26,013	-	-	-	-	-	316,630
Profit for the period	期內盈利	-	-	-	-	-	-	-	-	-	646,676	646,676
Total comprehensive income for the period	期內總全面收益	-	-	-	290,617	26,013	-	-	-	-	646,676	963,306
Recognition of equity-settled share based payments	權益結算股權支付款項確認	-	-	3,056	-	-	-	-	-	-	-	3,056
Dividends paid	派息	-	-	-	-	-	-	-	-	-	(375,170)	(375,170)
At 30 September 2011	二零一一年九月三十日	117,241	4,624,592	32,394	1,719,319	(26,348)	12,552	97	(2,999)	(12,060)	6,426,217	12,891,005
At 1 April 2010	二零一零年四月一日	113,770	4,357,745	62,581	846,196	(113,972)	12,552	97	(2,999)	(12,060)	4,886,936	10,150,846
Exchange differences arising on translation of foreign operations	海外業務轉移時所產生之滙兌差額	-	-	-	64,919	-	-	-	-	-	-	64,919
Gain on hedging instruments in cash flow hedges	對沖工具中現金流量對沖得益	-	-	-	-	29,456	-	-	-	-	-	29,456
Other comprehensive income for the period	期內其他全面收益	-	-	-	64,919	29,456	-	-	-	-	-	94,375
Profit for the period	期內盈利	-	-	-	-	-	-	-	-	-	839,252	839,252
Total comprehensive income for the period	期內總全面收益	-	-	-	64,919	29,456	-	-	-	-	839,252	933,627
Exercise of share options	行使購股權	95	14,280	(4,218)	-	-	-	-	-	-	4,218	14,375
Recognition of equity-settled share based payments	權益結算股權支付款項確認	-	-	16,000	-	-	-	-	-	-	-	16,000
Dividends paid	派息	-	-	-	-	-	-	-	-	-	(364,115)	(364,115)
At 30 September 2010	二零一零年九月三十日	113,865	4,372,025	74,363	911,115	(84,516)	12,552	97	(2,999)	(12,060)	5,366,291	10,750,733

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2011 截至二零一一年九月三十日止六個月

1. Basis of Preparation

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

2. Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at revalued amounts or fair values, as appropriate.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2011 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2011.

In the current interim period, the Group has applied, for the first time, a number of new or revised Standards, and Interpretations ("new and revised HKFRSs") issued by HKICPA.

The application of these new and revised HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

1. 編製基準

此簡明綜合財務報表乃按照香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16所載之適用披露規定及香港會計師公會(「香港會計師公會」)頒布之香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

2. 主要會計政策

本簡明綜合財務報表按歷史成本法編製，惟若干財務工具乃按適用之重估值或公平值計量除外。

編製截至二零一一年九月三十日止六個月之簡明綜合財務報表所採用的會計政策及計算方法，與本集團截至二零一一年三月三十一日止全年財務報表所採用者一致。

於期內，本集團已首次採納由香港會計師公會頒布的一些新訂及經修訂準則及詮釋(「新訂及經修訂香港財務報告準則」)。

於期內應用上述新訂及經修訂香港財務報告準則對該等簡明綜合財務報表所呈報之金額及／或該等簡明綜合財務報表載列之披露資料並無重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2011 截至二零一一年九月三十日止六個月

2. Principal Accounting Policies (Continued)

The Group has not early applied new or revised standards and interpretations that have been issued but are not yet effective. The following new or revised standards and interpretations have been issued after the date the consolidated financial statements for the year ended 31 March 2011 were authorized for issuance and are not yet effective.

HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKAS 19 (as revised 2011)	Employee Benefits ²
HKAS 27 (as revised 2011)	Separate Financial Statement ²
HKAS 28 (as revised 2011)	Investments in Associated and Joint Ventures ²
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine ²

¹ Effective for annual periods beginning on or after 1 July 2012

² Effective for annual periods beginning on or after 1 January 2013

The directors of the Company (“the Directors”) anticipate that the application of the above new or revised standards and interpretations will have no material impact on the results and the financial position of the Group.

2. 主要會計政策(續)

本集團並無提早應用已頒布但尚未生效之新訂及經修訂準則及詮釋。以下新訂及經修訂準則及詮釋於授權發行截至二零一一年三月三十一日止年度的綜合財務報表日期後頒布且尚未生效。

香港會計準則第1號 (修訂本)	財務報表之呈列 ¹
香港財務報告準則 第10號	綜合財務報表 ²
香港財務報告準則 第11號	共同安排 ²
香港財務報告準則 第12號	於其他實體權益之 披露 ²
香港財務報告準則 第13號	公平值計量 ²
香港會計準則第19號 (二零一一年經修訂)	僱員福利 ²
香港會計準則第27號 (二零一一年經修訂)	獨立財務報表 ²
香港會計準則第28號 (二零一一年經修訂)	於聯營公司及合資 公司之投資 ²
香港(國際財務報告 詮釋委員會) – 詮釋第20號	露天礦生產階段的 剝採成本 ²

¹ 於二零一二年七月一日或其後開始之年度期間生效

² 於二零一三年一月一日或其後開始之年度期間生效

本公司董事(「董事」)預期，應用上述新訂或經修訂準則及詮釋，將不會對本集團的業績及財務狀況產生重大影響。

3. Revenue and Segment Information

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment.

Six months ended 30 September 2011

		Packaging Paper 包裝紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Segment Total 分部總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入					
External sales	對外銷售	7,085,648	274,686	7,360,334	-	7,360,334
Inter-segment sales	分部之間銷售	-	47,363	47,363	(47,363)	-
		7,085,648	322,049	7,407,697	(47,363)	7,360,334
SEGMENT PROFIT	分部盈利	724,059	25,972	750,031	-	750,031
Net loss from fair value changes of derivative financial instruments	因衍生財務工具公平值變動產生之淨虧損					(4,055)
Unallocated corporate income	未分類之公司收入					28,288
Unallocated corporate expenses	未分類之公司支出					(3,952)
Finance costs	財務成本					(45,072)
Profit before tax	除稅前盈利					725,240

Six months ended 30 September 2010

		Packaging Paper 包裝紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Segment Total 分部總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入					
External sales	對外銷售	6,648,088	250,634	6,898,722	-	6,898,722
Inter-segment sales	分部之間銷售	-	77,182	77,182	(77,182)	-
		6,648,088	327,816	6,975,904	(77,182)	6,898,722
SEGMENT PROFIT	分部盈利	993,692	22,630	1,016,322	-	1,016,322
Net gain from fair value changes of derivative financial instruments	因衍生財務工具公平值變動產生之淨得益					4,162
Unallocated corporate income	未分類之公司收入					7,696
Unallocated corporate expenses	未分類之公司支出					(2,950)
Finance costs	財務成本					(95,013)
Profit before tax	除稅前盈利					930,217

3. 收入及分部資料

分部收入及業績

以下為按可報告分部劃分之本集團收入及業績分析：

二零一一年九月三十日止六個月

二零一零年九月三十日止六個月

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4. Finance Costs

4. 財務成本

		Six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest on bank borrowings wholly repayable within five years	於五年內悉數償還之銀行借貸利息	101,688	130,463
Less: amounts capitalised in property, plant and equipment	減：物業、廠房及設備之資本化金額	(56,616)	(35,450)
		45,072	95,013

5. Income Tax Expense

5. 利得稅支出

		Six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Income tax recognised in profit or loss:	於損益內確認之利得稅：		
Current tax	現有稅項		
– PRC Enterprise Income Tax	— 中國企業所得稅	32,902	36,492
Deferred tax	遞延稅項		
– Charge to profit or loss	— 於損益賬扣除	45,662	54,473
		78,564	90,965

The Group's profit is subject to taxation from the place of its operations where its profit is generated. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

本集團之盈利須於其盈利產生的營運所在地繳納稅項。其他管轄地區的稅項則按個別管轄地區之課稅率計算。

5. Income Tax Expense (Continued)

PRC

The subsidiaries in the PRC are entitled to exemption from PRC Enterprise Income Tax ("EIT") for two years starting from their respective first profit-making year, followed by a 50% relief for the three years thereafter ("Tax Holiday").

All the Group's PRC subsidiaries were within the tax exemption period during the six months ended 30 September 2011 except the following:

The tax exemption period of a subsidiary, Chongqing Lee & Man Paper Manufacturing Limited expired on 31 December 2009 and its applicable preferential tax rate is 12.5% for the period from 1 January 2010 to 31 December 2012.

The tax exemption period of a subsidiary, Guangdong Lee & Man Paper Manufacturing Limited ("Guangdong Lee & Man") expired on 31 December 2008 and its applicable preferential tax rate is 12.5% for the period from 1 January 2009 to 31 December 2011. Besides, pursuant to approvals from the PRC tax authority, Guangdong Lee & Man was exempted from EIT for income that resulted from the purchase of plant and equipment manufactured in the PRC for both periods ended 30 September 2011 and 30 September 2010. The tax exemption is calculated with reference to 40% of the cost of the qualifying plant and equipment approved by the relevant tax authority.

The tax exemption period of a subsidiary, Jiangsu Lee & Man Paper Manufacturing Company Limited ("Jiangsu Lee & Man") expired on 31 December 2006 and it is subject to a reduced tax rate of 10% 22% and 24% for the calendar years of 2009, 2010 and 2011, respectively.

On 14 December 2009, Dongguan Lee & Man Paper Factory Co Ltd ("Dongguan Lee & Man") was named as one of the 2009 Guangdong Province New and High Technical Enterprise (廣東省高新技術企業). According to the PRC Law on Enterprise Income Tax promulgated on 16 March 2007, Dongguan Lee & Man is entitled to a concessionary rate of income tax at 15% over 3 years, beginning on 1 January 2009.

5. 利得稅支出(續)

中國

位於中國的附屬公司於各自首個獲利年度起，免繳中國企業所得稅(「企業所得稅」)兩年，其後三年半免(「稅務優惠」)。

截至二零一一年九月三十日止六個月內，本集團的中國附屬公司均全部處於稅務豁免期，除下列例外：

附屬公司重慶理文造紙有限公司之稅項豁免期已於二零零九年十二月三十一日屆滿，而其由二零一零年一月一日至二零一二年十二月三十一日期間之適用優惠稅率為12.5%。

附屬公司廣東理文造紙有限公司(「廣東理文」)之稅項豁免期已於二零零八年十二月三十一日屆滿，而其由二零零九年一月一日至二零一一年十二月三十一日期間之適用優惠稅率為12.5%。此外，根據中國稅務機關之批准，廣東理文因購買中國所製造機器及設備，故獲豁免繳納截至二零一一年九月三十日及二零一零年九月三十日止兩個期內之企業所得稅。稅項豁免以認可廠房及設備成本40%參考計算，並獲有關稅務機關批准。

附屬公司江蘇理文造紙有限公司(「江蘇理文」)之稅項豁免期已於二零零六年十二月三十一日屆滿，而其於二零零九年、二零一零及二零一一年曆年須分別按已減免稅率10%、22%及24%繳稅。

於二零零九年十二月十四日，東莞理文造紙廠有限公司(「東莞理文」)獲得二零零九年廣東省高新技術企業稱號。根據於二零零七年三月十六日頒布之中國企業所得稅法，東莞理文由二零零九年一月一日起可享有三年優惠所得稅稅率15%。

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5. Income Tax Expense (Continued)

PRC (Continued)

On 28 December 2010, Guangdong Lee & Man was named as one of the 2010 Guangdong Province New and High Technical Enterprise (廣東省高新技術企業). According to the PRC Law on Enterprise Income Tax promulgated on 16 March 2007, Guangdong Lee & Man is entitled to a concessionary rate of income tax at 15% over 3 years, beginning on 1 January 2010.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards. The EIT Law and Implementation Regulations increase the tax rate for the Group's PRC subsidiaries to 25% with effect from the expiry of the Tax Holiday and in the case of Jiangsu Lee & Man is on a progressive basis over a period of five years.

Malaysia

The subsidiary in Malaysia carries on offshore trading activities in Labuan, with other group companies which are non-residents of Malaysia. As such, it is qualified as an offshore trading company in Labuan and is charged at a fixed annual rate of Malaysian RM20,000.

Macau

The Macau subsidiaries incorporated under Decree-Law no. 58/99/M are exempted from Macau complementary tax (Macau income tax) as long as they comply with the relevant regulations and do not sell their products to a Macau resident.

Vietnam

The Vietnam subsidiaries are subjected to Vietnam Corporate Income Tax at a maximum rate of 25%. No provision for Vietnam Corporate Income Tax has been made for the period as the Vietnam subsidiaries incurred losses for the period.

5. 利得稅支出(續)

中國(續)

於二零一零年十二月二十八日，廣東理文獲得二零一零年廣東省高新技術企業稱號。根據於二零零七年三月十六日頒布之中國企業所得稅法，廣東理文由二零一零年一月一日起可享有三年優惠所得稅稅率15%。

根據中華人民共和國之企業所得稅法(「企業所得稅法」)及企業所得稅執行規例，由二零零八年一月一日起，中國附屬公司的稅率為25%。於稅務優惠期屆滿後開始，企業所得稅法及執行規例將本集團中國附屬公司之稅率增至25%，而江蘇理文之稅率將以五年逐步遞增。

馬來西亞

馬來西亞附屬公司與集團內其他非馬來西亞公司於拉布安進行離岸貿易業務。所以，該附屬公司為拉布安合資格的離岸貿易公司，需每年繳納20,000馬幣的定額稅。

澳門

澳門附屬公司根據第58/99/M號法令註冊成立，均獲豁免繳納澳門補充稅(澳門所得稅)，前提為其須遵守相關法規且不得向澳門本土公司出售產品。

越南

越南附屬公司須按不多於25%稅率繳納越南企業所得稅。由於越南附屬公司於期內錄得虧損，故並無計提越南企業所得稅撥備。

5. Income Tax Expense (Continued)

Hong Kong

During the year ended 31 March 2010, the Hong Kong Inland Revenue Department (“IRD”) commenced a field audit on the Hong Kong tax affairs of certain subsidiaries of the Company. In March 2010, the IRD issued protective profits tax assessments of HK\$52,325,000 relating to the year of assessment 2003/2004, that is, for the financial year ended 31 March 2004, against certain subsidiaries of the Company.

In March 2011, the IRD issued further protective profits tax assessments of HK\$78,050,000 relating to the year of assessment 2004/2005, that is, for the financial year ended 31 March 2005, against certain subsidiaries of the Company.

Subsequently, the IRD agreed to hold over the tax claimed for the years of assessment 2003/2004 and 2004/2005 completely after the Group purchased tax reserve certificates of HK\$39,670,000.

The Directors believe that no provision for Hong Kong Profits Tax in respect of the above mentioned protective assessments is necessary. In addition, as far as the Directors are aware, the inquiries from the IRD are still at a fact-finding stage and the IRD has not yet expressed any formal opinion on the potential tax liability, if any, because the tax investigation has not completed.

Other

The Group’s profit is subject to taxation in the place where its profit is generated. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

5. 利得稅支出(續)

香港

於截至二零一零年三月三十一日止年度，香港稅務局(「稅務局」)展開關於本公司若干附屬公司香港稅務事宜的實地審計。於二零一零年三月，稅務局就二零零三／二零零四課稅年度，即截至二零零四年三月三十一日止財政年度，向本公司若干附屬公司發出保障性利得稅評稅52,325,000港元。

於二零一一年三月，稅務局進一步就二零零四／二零零五課稅年度，即截至二零零五年三月三十一日止財政年度，向本公司若干附屬公司發出保障性利得稅評稅78,050,000港元。

其後，稅務局同意於本集團購買價值39,670,000港元之儲稅券後，讓本集團於二零零三／二零零四及二零零四／二零零五課稅年度全數緩繳有關稅項。

董事相信，毋須就上述保障性評稅為香港利得稅作出撥備。此外，據董事現時所知，稅務局仍在實證集階段，因為稅務調查仍未完成，所以稅務局並未就潛在稅務負債(如有)發表任何正式意見。

其他

本集團之盈利須於其盈利產生的營運所在地繳納稅項。其他管轄地區的稅項則按個別管轄地區適用之課稅率計算。

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6. Profit for the Period

6. 期內盈利

		Six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the period has been arrived at after charging:	期內盈利經扣除：		
Directors' emoluments	董事酬金	6,124	19,072
Staff salaries and other benefits, excluding those of Directors	員工薪金及其他福利， 不包括董事	231,767	197,110
Contributions to retirement benefit schemes, excluding those of Directors	退休福利計劃供款， 不包括董事	19,011	14,222
Total employee benefit expense	員工福利開支總額	256,902	230,404
Amortisation of prepaid lease payments	預付租賃款項攤銷	4,500	3,436
Cost of inventories recognised as expense	存貨成本確認為支出	6,351,623	5,659,228
Depreciation of property, plant and equipment	物業、廠房及設備折舊	270,625	262,393
Loss on disposal of property, plant and equipment	出售物業、廠房及設備產生 的虧損	4,207	482
Operating lease rentals in respect of land and buildings	土地及樓宇的 經營租賃租金	2,915	2,306
and after crediting (in other income):	並已計入(其他收入)：		
Income from steam and electricity provided	提供蒸氣及電力收入	50,980	39,262
Income from wharf cargo handling	經營碼頭貨運收入	24,250	21,913
Interest income from banks	銀行利息收入	4,929	7,696
Net foreign exchange gains	淨滙兌得益	23,358	-
Value added tax refund	增值稅退款	31,326	37,415

7. Dividends

A final dividend of HK8.0 cents per share was paid in respect of the year ended 31 March 2011 (2010: HK8.0 cents per share was paid for the year ended 31 March 2010) to shareholders during the current period.

The Directors determined that an interim dividend of HK 4.8 cents per share (2010: HK6.0 cents per share) should be paid to the shareholders of the Company whose names appear in the Register of Members on 9 December 2011.

8. Earnings Per Share

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

7. 股息

期內，派發二零一一年三月三十一日止年度每股8.0港仙之末期股息(二零一零年：派發二零一零年三月三十一日止年度每股8.0港仙)給予股東。

董事決定派發每股4.8港仙之中期股息(二零一零年：6.0港仙)給予在二零一一年十二月九日名列於股東名冊內之本公司股東。

8. 每股盈利

本公司股東應佔每股基本及攤薄盈利乃以下列數據為基準計算：

		Six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Earnings for the purpose of basic and diluted earnings per share	用以計算每股基本及攤薄盈利的盈利	646,676	839,252
		2011 二零一一年 Number of shares 股份數目	2010 二零一零年 Number of shares 股份數目
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利的普通股加權平均數	4,689,622,980	4,551,564,927
Effect of dilutive potential ordinary shares: Share options	普通股潛在攤薄影響：購股權	37,651,509	140,150,950
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利的普通股加權平均數	4,727,274,489	4,691,715,877

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9. Additions to Property, Plant and Equipment

During the period, there were additions of 1,258 million (six months ended 30 September 2010: HK\$607 million) to property, plant and equipment to expand its operations.

10. Inventories

Raw materials	原料
Finished goods	製成品

		2,570,022	2,966,738
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9. 添置物業、廠房及設備

期內，添置物業、廠房及設備12.58億港元(截至二零一零年九月三十日止六個月：6.07億港元)，以拓展業務。

10. 存貨

30 September 2011 二零一一年 九月三十日 HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元
1,813,907	2,459,146
756,115	507,592
2,570,022	2,966,738

11. Trade and Other Receivables

Trade receivables	應收貿易賬款
Bills receivables	應收票款
Prepayments and deposits for purchase of raw materials	購買原料預付款項及訂金
Other deposits and prepayments	其他訂金及預付款項
VAT receivables	應收增值稅款項
Other receivables	其他應收款項

		4,858,523	4,075,048
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11. 應收貿易及其他賬款

30 September 2011 二零一一年 九月三十日 HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元
1,917,838	1,880,295
1,825,876	1,146,969
3,743,714	3,027,264
321,039	534,908
135,198	152,359
277,978	247,816
380,594	112,701
4,858,523	4,075,048

The Group generally allows its customers an average credit period of 45 to 90 days. The following is an aged analysis of trade and bills receivables presented based on the invoice date at the end of the reporting period.

本集團一般給予客戶的平均信貸期為45日至90日。下表為根據報告期末發票日期之應收貿易賬款及票款的賬齡分析。

11. Trade and Other Receivables (Continued)

11. 應收貿易及其他賬款(續)

		30 September 2011 二零一一年 九月三十日 HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元
Aged:	賬齡：		
Less than 30 days	少於30日	2,932,651	2,458,746
31 – 60 days	31日– 60日	665,635	422,295
61 – 90 days	61日– 90日	121,612	128,562
91 – 120 days	91日– 120日	10,825	13,473
Over 120 days	120日以上	12,991	4,188
		3,743,714	3,027,264

12. Trade and Other Payables

12. 應付貿易及其他賬款

		30 September 2011 二零一一年 九月三十日 HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元
Trade and bills payables	應付貿易賬款及票款	1,371,473	1,825,240
Accruals	應計費用	137,372	224,408
Other payables	其他應付款項	371,380	265,656
		1,880,225	2,315,304

The average credit period taken for trade purchases ranges from 30 to 90 days. The following is an aged analysis of the trade and bills payables presented based on the invoice date at the end of the reporting period.

貿易購貨之平均除賬期由30至90日不等。下表為於報告期末發票日期之應付賬款及票款之賬齡分析。

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12. Trade and Other Payables (Continued)

12. 應付貿易及其他賬款(續)

		30 September 2011 二零一一年 九月三十日 HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元
Aged:	賬齡：		
Less than 30 days	少於30日	564,490	862,978
31 – 60 days	31日 – 60日	447,494	390,059
61 – 90 days	61日 – 90日	328,821	554,281
Over 90 days	90日以上	30,668	17,922
		1,371,473	1,825,240

13. Share Capital

13. 股本

		Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.025 each at 31 March 2011 and 30 September 2011	於二零一一年三月三十一日及 二零一一年九月三十日每股 面值0.025港元的普通股	8,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.025 each at 31 March 2011 and 30 September 2011	於二零一一年三月三十一日及 二零一一年九月三十日每股 面值0.025港元的普通股	4,689,622,980	117,241

14. Operating Leases

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings, which fall due as follows:

		30 September 2011 二零一一年 九月三十日 HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元
Within one year	一年內	13,192	8,787
In the second to fifth year inclusive	第二年至第五年內 (包括首尾兩年)	35,738	30,860
After five years	第五年後	248,202	246,204
		297,132	285,851

Operating lease payments represent rentals payable by the Group for lands and certain of its office properties. For lands, leases are negotiated for an average term of twenty years and rentals are negotiated every year. For office properties, leases are negotiated for an average term of one year with fixed rentals.

14. 經營租約

集團作為承租人

於報告期末，本集團根據不可撤銷的土地及樓宇經營租約於日後應付的最低租金如下：

經營租金指本集團就土地及其若干辦公室物業應付的租金。土地的租期平均二十年，租金則每年商討。辦公室物業的租期平均一年，期內租金不變。

15. Capital Commitments

15. 資本承擔

		30 September 2011 二零一一年 九月三十日 HK\$'000 千港元	31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元
Capital expenditures contracted for but not provided in the consolidated financial statements in respect of acquisition of:	就已訂約但未於 綜合財務報表中撥備 有關收購的資本開支：		
– property, plant and equipment	– 物業、廠房及設備	2,533,409	2,326,221
– land use rights	– 土地使用權	144,155	169,771
		2,677,564	2,495,992

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2011 截至二零一一年九月三十日止六個月

16. Connected and Related Party Transactions

The Group had the following significant transactions with connected and related parties during the period:

16. 關連及相關人士之交易

期內，集團與關連及相關人士進行下列的重大交易：

Name of parties 關連人士名稱	Nature of transactions 交易性質	Six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Lee & Man Industrial Manufacturing Limited (note i) 理文實業有限公司(附註i)	Finished goods sold by the Group 集團出售製成品	40,264	26,940
	Income from steam and electricity provided by the Group 集團提供蒸氣及電力之收入	2,336	1,517
	Raw materials purchased by the Group 集團購買原材料	1,417	994
Lee & Man Paper Products Company Limited (note i) 理文紙品有限公司(附註i)	Licence fee paid by the Group 集團已付許可權費	868	483
	Jiangsu Lee & Man Chemical Limited (note ii) 江蘇理文化工有限公司(附註ii)	Income from steam and electricity provided by the Group 集團提供蒸氣及電力之收入	43,179
Raw materials purchased by the Group 集團購買原材料		4,089	6,680
Fortune Sight Group Limited 富望集團有限公司	Interest income accrued by the Group 集團應計利息收入	–	6,690

Notes:

- (i) The company is indirectly wholly owned by a daughter of Mr. Lee Wan Keung, Patrick, a director and the ultimate controlling party of the Company.
- (ii) The company is beneficially owned by Mr. Lee Wan Keung, Patrick, a director and the ultimate controlling party of the Company.

附註：

- (i) 該公司為本公司董事及最終控制方李運強先生之女兒間接全資擁有。
- (ii) 該公司為本公司董事及最終控制方李運強先生實益擁有。

17. Review of Interim Accounts

The condensed consolidated interim financial statements are unaudited, but have been reviewed by the Audit Committee.

Interim Dividend

The Board has resolved to declare an interim dividend of HK4.8 cents (2010: HK6.0 cents) per share for the six months ended 30 September 2011 to shareholders whose names appear on the Register of Members on 9 December 2011. It is expected that the interim dividend will be paid around 21 December 2011.

Closure of Register of Members

The Register of Members will be closed from 7 December 2011 to 9 December 2011, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the interim dividend, all transfers accomplished by the relevant share certificates must be lodged with the Company's Branch Share Registrars, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 pm on 6 December 2011.

17. 審閱中期賬目

簡明綜合中期財務報表均未經審核，惟經審核委員會審閱。

中期股息

董事會議決宣派截至二零一一年九月三十日止六個月之中期股息每股4.8港仙(二零一零年: 6.0港仙)予二零一一年十二月九日名列於股東名冊內之股東。預期中期股息將於二零一一年十二月二十一日派付予股東。

暫停辦理股份過戶登記

本公司將於二零一一年十二月七日至二零一一年十二月九日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合獲派中期股息之資格，所有過戶文件連同有關股票最遲須於二零一一年十二月六日下午四時三十分前送達本公司之股份過戶登記分處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，以辦理登記手續。

BUSINESS REVIEW AND OUTLOOK

業務回顧及展望

Business Review and Outlook

The Group achieved revenue of HK\$7,360 million for the six months ended 30 September 2011 (1HFY12), a year-on-year increase of 7%. However, the Group was also faced with increasing operating costs in coal, payroll and new taxes. In the first half of fiscal year 2011/2012, the demand for containerboard in China was not as strong as expected, attributable to credit tightening measures implemented by the Central Government, softness in domestic consumption and faltering export. In the light of this and increased competition, the Group was not fully able to pass through the increase in operating costs to its customers and hence its profitability was somewhat affected. As a result, the Group's net profit for 1HFY12 was HK\$647 million, a year-on-year decrease of 23%.

Paper machine PM15 & PM 16 were commissioned in August 2011 & November 2011 respectively. We have resumed our investment and capacity expansion since the global financial crisis. New capacity has been rolled out as scheduled, enabling the Group to reach an annual design capacity of 5,500,000 tons.

The Group has budgeted capex of HK\$2.4 billion and HK\$1 billion in FY12 and FY13 respectively. In addition to utilizing its operating cash flows, bank borrowings were inevitably required to fund such capex and increased working capital requirements. As at 30 September 2011, net gearing ratio was 63%, which is considered to be a healthy and reasonable level.

As mentioned above, we are expanding our production capacity but we are growing in a comfortable and manageable manner. While managing debt at a reasonable level, we are expanding with special focus on what products to make and how to position them. Further, we are maximizing the synergy with Nippon Paper, our partner and second largest shareholder, as they provide technical know-how on the production of coated duplex board, which is a higher value added and higher margin product line. We believe that these additional capacities will contribute to our profits when they begin production.

業務回顧及展望

截至二零一一年九月三十日止六個月（「1HFY12」），本集團錄得73.6億港元收入，按年增長7%。然而本集團也面對煤、員工薪金及新增多的稅項等的經營成本上漲。在二零一一年一二財政年度的首半年，因中央政府實施收緊信貸，國內消費疲弱，出口呆滯，中國對箱板原紙的需求未如預期的強勁。面對如此經營環境，加上競爭加劇，本集團未能將上漲的經營成本完全轉嫁給客戶，因此集團盈利有所影響。所以1HFY12本集團的淨利潤只為6.47億港元，比去年同期下跌23%。

PM15及PM16造紙機已分別於二零一一年八月及十一月正式投產。全球金融海嘯後恢復投資增加產能造紙機陸續開機運作，所以本集團的設計年產能向550萬噸邁進。

本集團預算二零一二及二零一三財政年度的資本開支分別為24億港元及10億港元。為應付此等資本開支及營運資金上升的需要，在運用經營現金流量的同時，無可避免將會增加銀行借貸。於二零一一年九月三十日，淨負債率為63%，乃穩健合理之債務水平。

如上所述，集團正在擴大產能但會保持健康穩健的增長。本集團在合理債務水平情況下，專注產品種類及定位去擴展。此外，充分發揮本集團同盟兼第二大股東日本製紙的長處加強生產技術的提升及發展高增值及高回報的塗布白板紙生產線。集團相信此等新增產能投產時將為集團的利潤帶來貢獻。

Risk management is always one of our top priorities. While pursuing growth, we will continue to control our investment costs and to maintain a healthy and reasonable debt level. The Group has strong operating cash flows to meet substantially capex incurred in capacity expansion. Last but not least, we will continue our efforts in developing new markets, controlling costs and optimizing the Group's capital structure to deliver better returns to our shareholders.

The economic outlook in China is impacted by the faltering US economy and the sovereign debt crisis in Europe as well as high inflation and credit tightening measures domestically. Market demand is not expected to pick up strongly in the near term. On the other hand, imported OCC prices have fallen by over 20% since the end of September 2011. This is favourable to the Group's operations in the medium term. Not only has this reduced its working capital requirements, the Group can also be more flexible in its pricing strategies for its products. The board of directors is confident of the prospect of the Group with optimism.

風險管理是我們首要任務之一。在追求增長之同時，集團嚴格控制投資成本及保持穩健合理之債務水平。本集團具備穩妥經營現金流量，以應付在擴大產能時產生之大部份資本開支。本集團將繼續努力開發新市場、嚴控成本及加強本集團之資本架構，務求為股東爭取最大回報。

中國的經濟前景受到美國疲弱經濟和歐洲主權債務危機，以及國內通脹高企及信貸收緊的影響，預料短期需求不會有強勁的反彈。另一方面，進口廢紙價格自二零一一年九月底以來已下跌超過20%，此對集團中期的營運是有利的。這不僅降低了營運資金需求，也增加集團產品定價的靈活性。本集團董事局對前景還是充滿信心和樂觀的。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Results of Operation

Revenue and net profit attributable to equity holder of the Company for the six months ended 30 September 2011 was HK\$7,360 million and HK\$647 million respectively, representing an increase of 6.7% and a decrease of 22.9%, as compared to HK\$6,899 million and HK\$839 million respectively, for the corresponding period last year. The earnings per share for the period was HK13.79 cents as compared to HK18.44 cents for the corresponding period last year.

The Group's containerboard sales volume were comparable to the corresponding period last year. The increase in revenue was mainly attributable to the increase in the Group's average selling price of containerboard. The substantial increase in the prices of waste paper, coal and other raw materials during the period has boosted the operating costs and therefore lowered net margin per tonne.

Distribution and Selling Expenses and Administrative Expenses

The Group's distribution and selling expenses and administrative expenses increased by approximately 2.3% and 12% respectively, from HK\$108.6 million and HK\$245.8 million for the six months ended 30 September 2010 to HK\$111.0 million and HK\$275.3 million for the six months ended 30 September 2011, respectively, mainly as a result of the increasing operating costs in payroll and new taxes during this period. The distribution and selling expenses and administrative expenses represented about 1.5% and 3.7% of the revenue, respectively, for the six months ended 30 September 2011, and were both comparable to the corresponding period last year.

Finance Costs

The Group's total borrowing costs (including the amounts capitalized) decreased by approximately 22% from HK\$130.5 million for the six months ended 30 September 2010 to HK\$101.7 million for the six months ended 30 September 2011. The decrease was mainly due to the decrease in average interest rate on the outstanding bank borrowings during the period.

Inventories, Debtors' and Creditors' Turnover

The inventory turnover of the Group's raw materials and finished products were 55 days and 22 days, respectively, for the six months ended 30 September 2011 as compared to 82 days and 16 days, respectively, for the year ended 31 March 2011.

The Group's debtors' turnover days were 48 days for the six months ended 30 September 2011 as compared to 49 days for the year ended 31 March 2011. This is in line with the credit terms of 45 days to 90 days granted by the Group to its customers.

The Group's creditors' turnover days were 48 days for the six months ended 30 September 2011 as compared to 61 days for the year ended 31 March 2011 and is in line with the credit terms granted by the Group's suppliers to the Group.

經營業績

截至二零一一年九月三十日止六個月的收入及股東應佔純利分別為73.60億港元及6.47億港元，較去年同期的68.99億港元及8.39億港元，分別上升6.7%及下跌22.9%。期內，每股盈利為13.79港仙，去年同期則為18.44港仙。

本集團箱板原紙之銷售量與去年同期相若。集團收入增加主要是集團箱板原紙平均售價上升。期內，由於廢紙、煤及其他原材料價格大幅攀升，令經營成本上漲，因此拉低每噸純利。

分銷及銷售費用及行政費用

本集團的分銷及銷售費用以及行政費用分別上升約2.3%和12%，由截至二零一零年九月三十日止六個月的108.6百萬港元及245.8百萬港元分別上升至截至二零一一年九月三十日止六個月的111.0百萬港元及275.3百萬港元，主要由於期內員工薪金及新增多的稅項等的經營成本上漲。截至二零一一年九月三十日止六個月的分銷及銷售費用以及行政費用分別佔收入約1.5%及3.7%，與去年同期相若。

財務成本

本集團的總借貸成本(包括資本化金額)由截至二零一零年九月三十日止六個月的130.5百萬港元減少至截至二零一一年九月三十日止六個月的101.7百萬港元，減幅約為22%。成本減少主要由於期內未償還銀行貸款之平均利率下降。

存貨、應收賬款及應付賬款周轉期

本集團截至二零一一年九月三十日止六個月的原料及製成品的存貨周轉期分別為55天及22天，相比截至二零一一年三月三十一日止年度則分別為82天及16天。

本集團截至二零一一年九月三十日止六個月的應收賬款周轉期為48天，相比截至二零一一年三月三十一日止年度則為49天。上述應收賬款周轉期與本集團授予客戶介乎45天至90天不等的信貸期相符。

本集團的應付賬款周轉期截至二零一一年九月三十日止六個月為48天，相比截至二零一一年三月三十一日止年度則為61天。上述應付賬款周轉期與供應商給予本集團的信貸期相符。

Liquidity, Financial Resources and Capital Structure

The total shareholders' fund of the Group as at 30 September 2011 was HK\$12,891 million (31 March 2011: HK\$12,300 million). As at 30 September 2011, the Group had current assets of HK\$8,209 million (31 March 2011: HK\$8,384 million) and current liabilities of HK\$7,306 million (31 March 2011: HK\$5,120 million). The current ratio was 1.12 as at 30 September 2011 as compared to 1.64 at 31 March 2011.

The Group generally finances its operations with internally generated cashflow and credit facilities provided by its principal bankers in Macau, Hong Kong and the PRC. As at 30 September 2011, the Group had outstanding bank borrowings of HK\$8,863 million (31 March 2011: HK\$7,989 million). These bank loans were secured by corporate guarantees provided by certain subsidiaries of the Company. As at 30 September 2011, the Group maintained bank balances and cash of HK\$769 million (31 March 2011: HK\$1,228 million). The Group's net debt-to-equity ratio (total borrowings net of cash and cash equivalents over shareholders' equity) increased from 0.55 as at 31 March 2011 to 0.63 as at 30 September 2011, which is considered to be a healthy and reasonable level. The Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements.

The Group's transactions and the monetary assets are principally denominated in Renminbi, Hong Kong dollars or United States dollars. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates during the six months ended 30 September 2011.

During the six months ended 30 September 2011, the Group has used currency structured instruments, foreign currency borrowings or other means to hedge its foreign currency exposure.

Employees

As at 30 September 2011, the Group had a workforce of more than 7,600 employees. Salaries of employees are maintained at a competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. The Group also provides internal training to staff and provides bonuses based upon staff performance and profits of the Company.

The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees.

The Group has a Share Option Scheme whereby employees of the Group are granted options to acquire shares in the Company.

流動資金、財務資源及資本結構

於二零一一年九月三十日，本集團的股東資金總額為128.91億港元(二零一一年三月三十一日：123億港元)。於二零一一年九月三十日，本集團的流動資產達82.09億港元(二零一一年三月三十一日：83.84億港元)，而流動負債則為73.06億港元(二零一一年三月三十一日：51.20億港元)。二零一一年九月三十日的流動比率為1.12，二零一一年三月三十一日則為1.64。

本集團一般以內部產生的現金流量，以及中港澳主要往來銀行提供的信貸備用額作為業務的營運資金。於二零一一年九月三十日，本集團的未償還銀行貸款為88.63億港元(二零一一年三月三十一日：79.89億港元)。該等銀行借貸由本公司若干附屬公司提供的公司擔保作為抵押。於二零一一年九月三十日，本集團的銀行結餘及現金7.69億港元(二零一一年三月三十一日：12.28億港元)。本集團的淨資本負債比率(借貸總額減現金及現金等價物除以股東權益)由二零一一年三月三十一日的0.55上升至二零一一年九月三十日的0.63，仍屬穩健合理之債務水準。本集團具備充裕的現金及可供動用的銀行備用額以應付集團的承擔及營運資金需要。

本集團的交易及貨幣資產主要以人民幣、港元或美元計值。截至二零一一年九月三十日止六個月，本集團的營運或流動資金未曾因匯率波動而面臨任何重大困難或影響。

截至二零一一年九月三十日止六個月，本集團採用貨幣結構工具，外幣借貸或其他途徑作外幣對沖方法。

僱員

於二零一一年九月三十日，本集團擁有逾7,600名員工。僱員薪酬維持於具競爭力水平，並會每年審閱，且密切留意有關勞工市場及經濟市況趨勢。本集團亦為僱員提供內部培訓，並按員工表現及本公司盈利發放花紅。

本集團並無出現任何重大僱員問題，亦未曾因勞資糾紛令營運中斷，在招聘及挽留經驗豐富的員工時亦不曾出現困難。本集團與僱員的關係良好。

本集團設有購股權計劃，本集團僱員可據此授予購股權，以認購本公司股份。

OTHER INFORMATION

其他資料

Share Options

Particulars of the Company's share option scheme ("Scheme") are set out below:

Share options granted on 5 September 2008

The following table discloses details of the Company's options granted on 5 September 2008 under the Scheme held by directors and movement in such holdings during the period:

Category 類別	Date of grant 授出日期	Exercise price 行使價	Number of share options 購股權數目
			Outstanding at 1 April 2011 and 30 September 2011 於二零一一年四月一日 及二零一一年九月三十日 尚未行使數目
Directors 董事	5 September 2008 二零零八年九月五日	1.872	66,666,668

The options granted on 5 September 2008 may be exercised in accordance with the following terms of the Scheme as to:

- (i) up to 66,666,668 of the options exercisable commencing 1 September 2009 to 31 August 2013, with vesting period from 5 September 2008 to 31 August 2009, the fair value of each option at the date of grant is approximately HK\$0.4075;
- (ii) up to 133,333,332 of the options exercisable commencing 1 September 2010 to 31 August 2013, with vesting period from 5 September 2008 to 31 August 2010, the fair value of each option at the date of grant is approximately HK\$0.48; and
- (iii) up to 200,000,000 of the options exercisable commencing 1 September 2011 to 31 August 2013, with vesting period from 5 September 2008 to 31 August 2011, the fair value of each option at the date of grant is approximately HK\$0.5325.

購股權

本公司購股權計劃(「計劃」)的詳情載如下：

於二零零八年九月五日授出的購股權

下表披露於二零零八年九月五日計劃項下授出之購股權，董事持有購股權詳情及於期內之變動：

於二零零八年九月五日授出之購股權可根據計劃下的條款行使：

- (i) 由二零零九年九月一日至二零一三年八月三十一日最多可行使66,666,668股的購股權及獲准行使期由二零零八年九月五日至二零零九年八月三十一日，購股權在授出日當日之公平值約為0.4075港元；
- (ii) 由二零一零年九月一日至二零一三年八月三十一日可行使至133,333,332股的購股權及獲准行使期由二零零八年九月五日至二零一零年八月三十一日，購股權在授出日當日之公平值約為0.48港元；及
- (iii) 由二零一一年九月一日至二零一三年八月三十一日可行使至200,000,000股的購股權及獲准行使期由二零零八年九月五日至二零一一年八月三十一日，購股權在授出日當日之公平值約為0.5325港元。

The exercise of the options during the exercise periods described in (i), (ii) and (iii) above, commencing from 1 September 2009 to 31 August 2013, are subject to achievement of pre-determined and specific profit targets for the Group for each of the years ending 31 March 2009, 2010 and 2011 respectively.

Directors' and Chief Executives' Interests and Short Positions in Equity or Debt Securities

As at 30 September 2011, the relevant interests or short positions of the directors or chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of the SFO) or were required pursuant to section 352 of the SFO, to be entered in the register referred to therein or were required, pursuant to the relevant provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") relating to securities transactions by directors to be notified to the Company and the Stock Exchange were as follows:

Long positions

(a) Ordinary shares of HK\$0.025 each of the Company

Name of director 董事姓名	Capacity 身份	Number of ordinary shares 普通股數目	Number of ordinary shares 授出的購股權 所涉及的 普通股數目	Percentage of the issued share capital of the Company 佔本公司 已發行股本 百分比
Lee Wan Keung Patrick 李運強	Held by controlled corporation (Note) 由受控制法團持有(附註)	2,565,458,000	–	54.70%
Lee Man Chun Raymond 李文俊	Beneficial owner 實益擁有人	–	40,000,000	0.85%
Lee Man Bun 李文斌	Beneficial owner 實益擁有人	–	26,666,668	0.57%
Poon Chung Kwong 潘宗光	Beneficial owner 實益擁有人	586,000	–	0.01%
Wong Kai Tung Tony 王啟東	Beneficial owner 實益擁有人	600,000	–	0.01%

自二零零九年九月一日起至二零一三年八月三十一日止於行使期內行使上述(i), (ii)及(iii)購股權時，須達致本集團就分別截至二零零九年、二零一零年及二零一一年三月三十一日止年度各年之預定及特定盈利目標。

董事及主要行政人員於股本或債務證券中擁有的權益及淡倉

於二零一一年九月三十日，本公司各董事或主要行政人員在本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第十五部)的股份、相關股份及債券中，擁有並須根據證券及期貨條例第十五部第7及第8分部規定知會本公司及香港聯合交易所有限公司(「聯交所」)的有關權益或淡倉(包括其根據證券及期貨條例的有關條文被視作或當作擁有的權益或淡倉)或根據證券及期貨條例第352條須記錄於該條所指的登記冊內的權益或淡倉或根據聯交所證券上市規則(「上市規則」)有關董事進行證券交易的有關條文須知會本公司及聯交所的權益或淡倉如下：

好倉

(a) 本公司每股面值0.025港元的普通股

OTHER INFORMATION

其他資料

Note: These shares were held by Gold Best Holdings Ltd. ("Gold Best"). Gold Best is a controlled corporation of Mr Lee Wan Keung Patrick under the SFO. The entire issued share capital of Gold Best is owned by Mr Lee Wan Keung Patrick, who is also a director of Gold Best.

附註: 該等股份由Gold Best Holdings Ltd. (「Gold Best」)持有。根據證券及期貨條例，Gold Best為李運強先生之受控制法團。Gold Best的全部已發行股本由李運強先生持有。李運強先生亦為Gold Best之董事。

(b) Ordinary shares of the associated corporations of the Company

(b) 本公司相聯法團的普通股

Name of director 董事姓名	Capacity 身份	Number of associated corporation 相聯法團名稱	Number of ordinary shares 普通股數目	Percentage of the issued share capital of the associated corporation 佔相聯法團 已發行股本 百分比
Lee Wan Keung Patrick 李運強	Beneficial owner 實益擁有人	Gold Best (Note) (附註)	100	100%

Note: Gold Best is an associated corporation of Mr Lee Wan Keung Patrick under the SFO. The entire issued share capital of Gold Best is owned by Mr Lee Wan Keung Patrick, who is also a director of Gold Best.

附註: 根據證券及期貨條例，Gold Best為李運強先生的相聯法團。Gold Best的全部已發行股本由李運強先生持有。李運強先生亦為Gold Best之董事。

Save as disclosed above and other than certain nominee shares in subsidiaries held by certain directors in trust for the Company, none of the directors or chief executives or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 30 September 2011.

除上文所披露者外及除了若干董事作為提名人以信託形式代本公司持有若干附屬公司的若干股份外，於二零一一年九月三十日，各董事、主要行政人員及彼等的聯繫人士概無在本公司或其任何相聯法團的股份、相關股份或債券中，擁有任何權益或淡倉。

Substantial Shareholders

As at 30 September 2011, the following persons (other than directors or chief executives of the Company) had interests or short positions in the ordinary shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions

Ordinary shares of HK\$0.025 each of the Company

Name of shareholder 股東姓名	Capacity 身份	Number of ordinary shares 普通股數目	Percentage of the issued share capital of the Company 佔本公司 已發行股本百分比
Gold Best	Beneficial owner 實益擁有人	2,565,458,000	54.70%
Lee Wong Wai Kuen 李黃惠娟	Held by spouse (Note i) 由配偶持有(附註i)	2,565,458,000	54.70%
Nippon Paper Group Inc 日本製紙	Held by controlled corporation (Note ii) 由受控制法團持有(附註ii)	718,515,679	15.32%
Dyna Wave Holding Asia	Beneficial owner (Note ii) 實益擁有人(附註ii)	718,515,679	15.32%

Notes:

- (i) Under the SFO, Lee Wong Wai Kuen is deemed to be interested in these 2,565,458,000 ordinary shares as she is the spouse of Lee Wan Keung Patrick, a beneficial owner of Gold Best.
- (ii) Dyna Wave Holding Asia is wholly owned by Nippon Paper Group Inc.

Save as disclosed above, as at 30 September 2011, the Company had not been notified by any persons (other than directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

主要股東

於二零一一年九月三十日，下列人士(本公司董事或主要行政人員除外)在本公司的普通股中擁有根據證券及期貨條例第十五部第2及第3分部的規定須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條的規定已記錄於本公司按該條存置的登記冊內的權益或淡倉：

好倉

本公司每股面值0.025港元的普通股

Name of shareholder 股東姓名	Capacity 身份	Number of ordinary shares 普通股數目	Percentage of the issued share capital of the Company 佔本公司 已發行股本百分比
Gold Best	Beneficial owner 實益擁有人	2,565,458,000	54.70%
Lee Wong Wai Kuen 李黃惠娟	Held by spouse (Note i) 由配偶持有(附註i)	2,565,458,000	54.70%
Nippon Paper Group Inc 日本製紙	Held by controlled corporation (Note ii) 由受控制法團持有(附註ii)	718,515,679	15.32%
Dyna Wave Holding Asia	Beneficial owner (Note ii) 實益擁有人(附註ii)	718,515,679	15.32%

附註：

- (i) 根據證券及期貨條例，由於李黃惠娟是李運強(Gold Best實益擁有人)的配偶，故被視為擁有該2,565,458,000股普通股的權益。
- (ii) Dyna Wave Holding Asia為日本製紙全資擁有。

除上文所披露者外，於二零一一年九月三十日，概無任何人士(本公司董事或主要行政人員除外)知會本公司，彼等在本公司的股份或相關股份中擁有根據證券及期貨條例第十五部第2及第3分部的規定須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條的規定已記錄於本公司按該條存置的登記冊內的權益或淡倉。

OTHER INFORMATION

其他資料

Purchase, Sale or Redemption of the Company's Listed Securities

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as a code of conduct regarding directors' securities transactions. All the members of the Board have confirmed, following specific enquiry by the Company that they have complied with the required standards set out in the Model Code throughout the six months ended 30 September 2011. The Model code also applies to other specified senior management of the Group.

Code on Corporate Governance Practices

In the opinion of the Directors, the Company has complied with the code provisions listed in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2011.

Audit Committee

The Audit Committee of the Company comprised of one non-executive director namely Mr Yoshio Haga and three independent non-executive directors namely, Mr Wong Kai Tung Tony, Mr Peter A Davies and Mr Chau Shing Yim David.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal control procedures and financial reporting matters including the review of the Group's unaudited interim financial statements for the six months ended 30 September 2011.

Remuneration Committee

To comply with the Code, a remuneration committee was established on 28 September 2005 with specific written terms of reference which deal clearly with its authority and duties. The current members of the remuneration committee comprises Mr Wong Kai Tung Tony, Mr Peter A Davies, Mr Chau Shing Yim David (all of whom are independent non-executive directors) and Mr Kunihiko Kashima (executive director).

On behalf of the Board

Lee Wan Keung Patrick
Chairman

Hong Kong, 24 November 2011

買賣或贖回本公司上市證券

期內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

證券交易之標準守則

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為準則。本公司經向所有董事作出具體查詢後，全體董事皆確認於截至二零一一年九月三十日止之六個月內均遵守標準守則所載之規定準則。標準守則亦適用於本集團之特定高級管理層。

企業管治常規守則

董事認為，本公司已於截至二零一一年九月三十日止六個月內一直遵守上市規則附錄14所載之企業管治常規守則(「守則」)。

審核委員會

本公司之審核委員會由一位非執行董事芳賀義雄先生及三位獨立非執行董事王啟東先生、Peter A Davies先生及周承炎先生組成。

審核委員會已與管理層檢討本集團所採納的會計原則及慣例，並已討論內部監控程序及財務申報等事宜，其中包括審閱本集團截至二零一一年九月三十日止六個月的未經審核中期財務報表。

薪酬委員會

為符合守則，本公司於二零零五年九月二十八日成立薪酬委員會，清楚說明委員會的權限及職責。現時薪酬委員會成員包括王啟東先生、Peter A Davies先生、周承炎先生(全部均為獨立非執行董事)及鹿島久仁彥先生(執行董事)。

代表董事會

李運強
主席

香港，二零一一年十一月二十四日

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理文造紙有限公司

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