

## Other Information

### Purchase, Redemption or Sale of Listed Securities of the Company

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

### Disclosure of Interests and Short Positions of Our Directors and Chief Executive of Our Company

(a) As at 30 June 2007, the interests and short positions of each Director and chief executive of our Company in the shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (a) were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors was taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to our Company and the Stock Exchange, were as follows:-

## 其他資料

### 購買、贖回或出售本公司上市證券

本公司並無於期內贖回任何本公司股份。本公司或其任何附屬公司概無於期內購買或出售任何本公司股份。

### 本公司董事及最高行政人員權益及淡倉之披露

(a) 於二零零七年六月三十日，本公司各董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括根據證券及期貨條例有關條文董事被認為或被視為擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條須列入該條文所述之登記冊內之權益及淡倉；或(c)根據上市規則所載之上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：—

Name	姓名	Number of Shares in which interested (other than under equity derivatives) 擁有權益之股份數目 (股本衍生工具除外)	Interests in Shares 於股份中之權益		Total number of Shares 股份總數	Percentage of issued Shares 已發行股份百分比
			Number of Shares in which interested under physically settled equity derivatives 按實物結算股本衍生工具擁有權益之股份數目			
Mr. YANG, Tou-Hsiung	楊頭雄先生	169,730,196 (Note 1) (附註1)	4,500,000		174,230,196	11.44%
Mr. YANG, Chen-Wen	楊辰文先生	—	4,500,000		4,500,000	0.30%
Mr. YANG, Cheng	楊正先生	—	—		4,500,000	0.30%
Mr. YANG, Kun-Hsiang	楊坤祥先生	—	—		4,500,000	0.30%
Mr. WANG, Joel J.	王肇樹先生	750,000	—		750,000	0.05%
Mr. HUANG, Ching-Jung	黃景榮先生	200,000	—		200,000	0.01%
Mr. CHAO, Pei-Hong	趙培宏先生	500,000	—		500,000	0.03%
Ms. CHUANG, Shu-Fen	莊淑芬女士	500,000	—		500,000	0.03%

## Other Information

## 其他資料

Notes:-

1. Mr. YANG, Tou-Hsiung's interest in Shares are held in the following capacities:-

Capacity	身份	Number of Shares 股份數目	Number of Shares through physically settled equity derivatives*** 透過實物結算股本衍生工具持有之股份數目***
Beneficial owner	實益擁有人	—	4,500,000**
Interest of company controlled by him	於楊頭雄先生控制之公司中擁有權益	169,730,196*	—

\* Mr. YANG, Tou-Hsiung is entitled to exercise or control the exercise of more than one-third of the voting power of King International Limited ("King International") and King International is the holder of such 169,730,196 Shares.

\*\* Mr. YANG, Tou-Hsiung is interested in 4,500,000 Shares pursuant to the options granted to him on 13 June 2003 under a share option scheme adopted by our Company on 13 June 2003 (the "Pre-IPO Share Option Scheme"). The exercise price under the options is HK\$0.801 and the exercise period is 13 June 2004 to 12 June 2008.

\*\*\* These derivatives are unlisted.

2. Various interests of our Directors and chief executive of our Company pursuant to physically settled equity derivatives are through share options granted pursuant to the Pre-IPO Share Option Scheme. The exercise price under the options is HK\$0.801 and the exercise period is 13 June 2004 to 12 June 2008.

(b) Save as disclosed in this circular, as at 30 June 2007, none of our Directors or chief executive of our Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to our Company and the Stock Exchange.

附註：—

1. 楊頭雄先生以下列身份持有股份權益：—

\* 楊頭雄先生有權行使或控制行使 King International Limited (「King International」) 超過三分之一之投票權，且 King International 為持有該批 169,730,196 股股份之持有人。

\*\* 楊頭雄先生根據本公司於二零零三年六月十三日採納之購股權計劃 (「首次公開發售前購股權計劃」) 而於二零零三年六月十三日獲授之購股權，擁有 4,500,000 股股份之權益。該等購股權之行使價為 0.801 港元，行使期由二零零四年六月十三日至二零零八年六月十二日止。

\*\*\* 該等衍生工具均為非上市。

2. 本公司董事及最高行政人員根據實物結算股本衍生工具擁有之各項權益乃透過首次公開發售前購股權計劃授出之購股權擁有。該等購股權之行使價為 0.801 港元，行使期由二零零四年六月十三日至二零零八年六月十二日止。

(b) 除本通函所披露者外，於二零零七年六月三十日，概無本公司董事或最高行政人員於本公司及其任何相聯法團 (定義見證券及期貨條例第 XIV 部) 之股份、相關股份及債權證中，擁有或被視為擁有 (a) 根據證券及期貨條例第 XIV 部第 7 及第 8 分部須知會本公司及聯交所之任何權益或淡倉 (包括根據證券及期貨條例有關條文被認為或被視為擁有之權益及淡倉)；或 (b) 根據證券及期貨條例第 352 條須列入該條文所述之登記冊內之任何權益或淡倉；或 (c) 根據上市規則所載之上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

## Other Information

- (c) Since 31 December 2006, the date of the latest published audited financial statements of our Company, none of our Directors has any direct or indirect material interest in any assets which have been acquired or disposed of by or leased to us, or proposed to be acquired or disposed of by or leased to us.
- (d) As at 30 June 2007, none of our Directors was materially interested in any contract or arrangement which is subsisting at the date of this circular and which is significant in relation to our business.

### Substantial Shareholders

- (a) So far as was known to any Director or chief executive of our Company, as at 30 June 2007, the following persons, other than a Director or chief executive of our Company, had an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in five per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any of our Subsidiaries:-

## 其他資料

- (c) 自二零零六年十二月三十一日(本公司最近一次公佈經審核財務報表之日)起,本公司董事概無於本公司收購、出售或租賃之任何資產中直接或間接擁有任何重大權益,或本公司擬收購、出售或租賃之任何資產中直接或間接擁有任何重大權益。
- (d) 於二零零七年六月三十日,本公司董事概無於對本公司業務關係重大(於本通函刊發日期仍屬有效)之任何合約或安排中擁有重大權益。

### 主要股東

- (a) 據本公司任何董事或最高行政人員所知,於二零零七年六月三十日,除本公司董事或最高行政人員外,以下人士於本公司之股份或相關股份擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉,或直接或間接擁有附有權利於任何情況下在本公司任何附屬公司之股東大會上投票之任何類別股本面值5%或以上權益:-

Name 名稱	Number of Shares in which interested (other than under equity derivatives) 擁有權益之股份數目 (股本衍生工具除外)	Percentage of issued Shares 已發行股份 百分比
Billion Power Limited	460,237,609 (Note 1) (附註1)	30.22%
Taiwan Vedan 台灣味丹	460,237,609 (Note 1) (附註1)	30.22%
King International	169,730,196 (Note 2) (附註2)	11.15%
Concord Worldwide Holdings Limited ("Concord Worldwide")	127,297,646 (Note 3) (附註3)	8.36%
High Capital Investments Limited ("High Capital")	127,297,646 (Note 4) (附註4)	8.36%

## Other Information

### Notes:

1. Taiwan Vedan is entitled to exercise or control the exercise of more than one third of the voting power of Billion Power and is therefore taken to be interested in these 460,237,609 Shares held by Billion Power.
2. The capacity of King International in holding the 169,730,196 Shares was as beneficial owner.
3. The capacity of Concord Worldwide in holding the 127,297,646 Shares was as beneficial owner.
4. The capacity of High Capital in holding the 127,297,646 Shares was as beneficial owner.

Save as disclosed above, so far as is known to the Directors or chief executives of the Company, no other person (not being a Director or chief executives of the Company) who had any interests or short positions in shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange, under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or held any option in respect of such capital.

### Corporate Governance and Compliance with the Code on Corporate Governance Practices of the Listing Rules

The Company is committed to building and maintaining high standards of corporate governance practices. The Company has complied with all requirements set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Listing Rules throughout the six months ended on 30 June 2007.

### Employee Information

At 30 June, 2007, the Group has 3,672 employees of whom 2,905 are based in Vietnam, 754 are based in the PRC and 12 are based in Taiwan and 1 is based in Hong Kong.

The employees are remunerated based on their work performance, professional experiences and prevailing industry practices. The Group's employee remuneration policy and package are periodically reviewed by the management. Apart from pension funds, discretionary bonuses and share options are awarded to certain employees according to the assessment of individual performance.

### Compliance of the Model Code for Directors' Share Dealing

All Directors have confirmed, following specific enquiry by the Company, that they complied with the required standards set out in the Model Code for Directors' Share Dealing as set out in Appendix 10 to the Listing Rules throughout the review period.

## 其他資料

### 附註：

1. 台灣味丹有權行使或控制行使Billion Power 超過三分之一之投票權，故台灣味丹被視為擁有Billion Power所持有該460,237,609股股份之權益。
2. King International乃以實益擁有人身份持有169,730,196股股份。
3. Concord Worldwide乃以實益擁有人身份持有127,297,646股股份。
4. High Capital乃以實益擁有人身份持有127,297,646股股份。

除上文所披露者外，據本公司董事或最高行政人員所知，概無其他人士（並非本公司董事或最高行政人員）於本公司之股份或相關股份擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及聯交所披露之任何權益或淡倉，或直接或間接擁有附有權利於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上權益或持有該等股本任何購股權。

### 企業管治及遵守上市規則企業管治常規守則

本公司致力建立及維繫高水平企業管治常規。截至二零零七年六月三十日止六個月，本公司一直遵守上市規則附錄十四所載企業管治常規守則（「企業管治守則」）中所有規定。

### 僱員資料

於二零零七年六月三十日，本集團僱有3,672名僱員，其中2,905名駐於越南、754名駐於中國、12名駐於台灣以及1名駐於香港。

僱員之薪酬乃按工作表現、專業資歷及普遍行業慣例釐定。管理層會定期檢討本集團僱員之薪酬政策及待遇。除退休金外，本集團按照個別表現評估向若干僱員發放酌情花紅及購股權。

### 遵守董事進行證券交易的標準守則

經本公司具體查詢後，所有董事已確認，彼等於整個回顧期內已遵守上市規則附錄十中載列董事進行證券交易的標準守則所載之規定標準。

## Other Information

### Audit Committee

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the unaudited interim financial report for the six months ended 30 June 2007. The Audit Committee comprises the three independent non-executive directors of the Company.

### Share Option Schemes

On 13 June 2003, the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme were approved by shareholders under which the Directors of the Company may, at their discretion, offer any employee (including any executive director) of the Company or of any of its subsidiaries, options to subscribe for shares in the Company subject to the terms and conditions stipulated in the two schemes.

Options to subscribe for 29,770,000 Shares had been granted to employees on 13 June 2003 under the Pre-IPO Share Option Scheme. No further options can be, or have been, issued under the Pre-IPO Share Option Scheme from 27 June 2003, the date of listing of the Shares on the Stock Exchange.

Details of the share options outstanding as at 30 June 2007 which have been granted to the Directors of the Company under the Pre-IPO Share Option Scheme are as follows:

Director/Employees 董事/僱員	Number of options 購股權數目		exercise price 行使價	date of grant 授出日期	exercise period 行使期
	balance at 1 January 2006 於二零零六年 一月一日 結餘	exercised during the period 期內行使			
Mr YANG, Tou-Hsiung 楊頭雄先生	4,500,000	-	HK\$0.801 0.801港元	13 June 2003 二零零三年 六月十三日	13 June 2004 to 12 June 2008 二零零四年六月十三日至 二零零八年六月十二日
Mr YANG, Chen-Wen 楊辰文先生	4,500,000	-	HK\$0.801 0.801港元	13 June 2003 二零零三年 六月十三日	13 June 2004 to 12 June 2008 二零零四年六月十三日至 二零零八年六月十二日
Mr YANG, Cheng 楊正先生	4,500,000	-	HK\$0.801 0.801港元	13 June 2003 二零零三年 六月十三日	13 June 2004 to 12 June 2008 二零零四年六月十三日至 二零零八年六月十二日
Mr YANG, Kun-Hsiang 楊坤祥先生	4,500,000	-	HK\$0.801 0.801港元	13 June 2003 二零零三年 六月十三日	13 June 2004 to 12 June 2008 二零零四年六月十三日至 二零零八年六月十二日
	<u>18,000,000</u>	<u>-</u>			

## 其他資料

### 審核委員會

審核委員會已聯同管理層審閱本集團採納之會計原則和慣例，並已討論內部監控和財務申報事宜，包括審閱截至二零零七年六月三十日止六個月之未經審核中期財務報告。審核委員會之成員包括本公司三位獨立非執行董事。

### 購股權計劃

二零零三年六月十三日，股東已批准首次公開發售前購股權計劃及首次公開發售後購股權計劃。據此，本公司董事可酌情向本公司或其任何附屬公司任何僱員(包括任何執行董事)授出購股權，以根據該兩項購股權計劃之條款及條件認購本公司股份。

二零零三年六月十三日，已根據首次公開發售前購股權計劃向僱員授出可認購29,770,000股股份之購股權。自二零零三年六月二十七日(即股份於聯交所上市之日)起，再不可或並無根據首次公開發售前購股權計劃授出購股權。

以下是根據首次公開發售前購股權計劃向本公司董事授出，而於二零零七年六月三十日尚未行使之購股權詳情：