



Vedan International (Holdings) Limited  
味丹國際(控股)有限公司

Stock code 股份代號 : 2317



## Mission 使命

To be Asia's leading manufacturer  
of fermentation – based amino acids,  
food additive products and  
cassava starch based products

發酵氨基酸、食品添加劑、木薯澱粉產品，  
味丹獨專，亞洲首選

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# Financial Highlights

## 財務摘要

		Unaudited 未經審核 Six months ended 30 June 2010 截至二零一零年 六月三十日止 六個月 US\$'000 千美元	Unaudited 未經審核 Six months ended 30 June 2009 截至二零零九年 六月三十日止 六個月 US\$'000 千美元	Change 變動
Turnover	營業額	152,167	133,462	14.0%
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(5,085)	10,574	(148.1%)
(Loss)/profit attributable to shareholders	股東應佔(虧損)/溢利	(6,707)	8,303	(180.8%)
Basic (losses)/earnings per share (US cents)	每股基本(虧損)/盈利 (美仙)	(0.44)	0.55	(180.0%)
Diluted (losses)/earnings per share (US cents)	每股攤薄(虧損)/盈利 (美仙)	N/A 不適用	N/A 不適用	
Interim dividend declared per share (US cents) (HK cents)	已宣派每股中期股息 (美仙) (港仙)	N/A 不適用 N/A 不適用	0.273 2.129	

### Turnover 營業額

6 months ended 30 June 2010  
截至二零一零年六月三十日止六個月

in US\$'000 千美元



### Net Results 純利

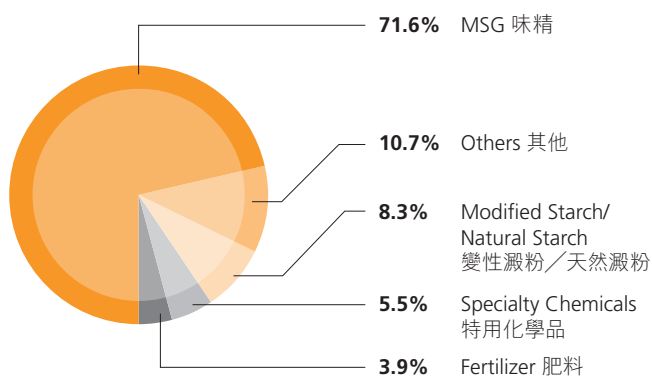
6 months ended 30 June 2010  
截至二零一零年六月三十日止六個月

in US\$'000 千美元



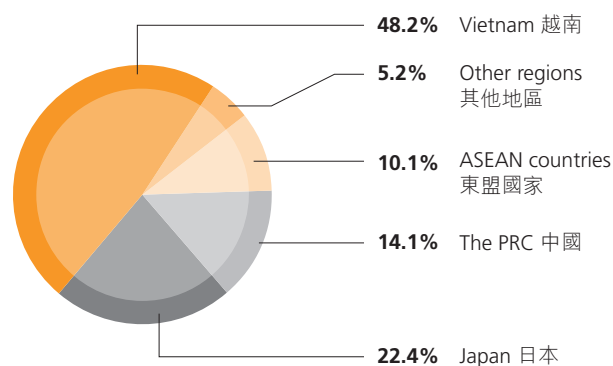
### Turnover by Products 按產品分類之營業額

6 months ended 30 June 2010  
截至二零一零年六月三十日止六個月



### Turnover by Geographic Location 按地區分類之營業額

6 months ended 30 June 2010  
截至二零一零年六月三十日止六個月



# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Yang, Tou-Hsiung (Chairman)  
Yang, Cheng  
Yang, Kun-Hsiang (CEO)  
Yang, Chen-Wen

#### Non-executive Directors

Huang, Ching-Jung  
Chou, Szu-cheng

#### Independent Non-executive Directors

Chao, Pei-Hong\*  
Ko, Jim-Chen\*  
Chen, Joen-Ray\*

\* member of Audit Committee

### AUTHORISED REPRESENTATIVES

Yang, Tou-Hsiung  
Yang, Kun-Hsiang

### COMPANY SECRETARY

Lo, Chi-Man

### AUDITORS

PricewaterhouseCoopers  
22nd Floor, Prince's Building, Central, Hong Kong

### LEGAL ADVISORS

Deacons  
5th Floor, Alexandra House,  
16-20 Chater Road, Central, Hong Kong

### REGISTERED OFFICE

Century Yard, Cricket Square, Hutchins Drive,  
P.O. Box 2681 GT  
George Town, Grand Cayman, British West Indies

### SHARE REGISTRARS

Tricor Tengis Limited  
26/F., Tesbury Centre, 28 Queen's Road East,  
Wanchai, Hong Kong

### 董事會

#### 執行董事

楊頭雄 (主席)  
楊正  
楊坤祥 (行政總裁)  
楊辰文

#### 非執行董事

黃景榮  
周賜程

#### 獨立非執行董事

趙培宏\*  
柯俊禎\*  
陳忠瑞\*

\* 審核委員會成員

### 法定代表

楊頭雄  
楊坤祥

### 公司秘書

羅志文

### 核數師

羅兵咸永道會計師事務所  
香港中環太子大廈22樓

### 法律顧問

的近律師行  
香港中環遮打道16-20號  
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### 註冊辦事處

Century Yard, Cricket Square, Hutchins Drive,  
P.O. Box 2681 GT  
George Town, Grand Cayman, British West Indies

### 股票過戶及登記處

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香港灣仔  
皇后大道東28號金鐘匯中心26樓

## Corporate Information 公司資料

### STOCK CODE

The Stock Exchange of Hong Kong: 2317  
Bloomberg: 2317 HK  
Reuters: 2317.HK

### INTERNET ADDRESS

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### 公司股份編號

香港聯交所: 2317  
彭博: 2317 HK  
路透社: 2317.HK

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### 主要營業地點

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# Chairman's Statement

## 主席報告書

### CHAIRMAN'S STATEMENT

In the first half of 2010, the Group's operation was affected by the increase in price of raw materials and natural gas in Vietnam and the depreciation in the Vietnam Dong. Compared with last year, the rise in cost and drop in selling price of MSG in China has eroded profits. To mitigate the impact of increasing raw material prices on costs, we have directed our attention towards improving production efficiency, maintaining selling prices of existing products in core markets, developing higher profit margin products and targeting more lucrative markets while increasing sales efforts. The most unfavourable factor affecting the Group's results during the period was the environmental issue of the Group's plant in Vietnam involving compensation to the farmers and fishermen amounting to US\$11,800,000. The necessary adjustment and recognition of this settlement caused the Group to turn from profit to loss in the period.

The Group's operations recorded a turnover of around US\$152,000,000, an increase of approximately 14% when compared with the same period in 2009. This was mainly attributable to the gradual improvement in production output and sales of the major products of the Vietnam plant. However, the increase in output and sales of these products when compared with last year has also prompted the Group to resume the sales of GA and MSG in export markets. Although export sales has driven the growth in overall turnover, gross margin recorded a year-on-year drop of 5.7% because the selling price in export markets was slightly lower than that in the Group's major markets such as Vietnam and Japan. As the price of raw carbohydrates and energy continued to rise, and the exchange rate of the Vietnam Dong depreciated about 3% in February 2010, all these factors have offset the book profit of the Vietnam plant. The net loss of the period amounted to US\$6,959,000 because the profit from operations in China was also below expectation, and compensation to farmers and fishermen was adjusted and recognized in the period, though a profit of US\$4,848,000 was achieved from operation.

In terms of geographical distribution and segmental performance, Vietnam and Japan, the Group's major markets, continued to record growth in each of our major product segments as we managed to maintain the selling price level and secure a stable supply of raw materials. As production capacity of Vietnam plant has gradually increased when compared with last year, the output and sales volume of major products including MSG, GA, modified starch and specialty chemicals such as hydrochloric acid and caustic soda also increased accordingly. Since the profit of lysine was still lower than that of GA, the Group continued to phase out its production in the period. Insufficient production capacity forced a reduction in sales to ASEAN and European countries. After careful consideration of our marketing strategy for the year, the Group gradually resumed sales to these markets during the period. In China, product prices have been dropping since the beginning of this year. As the production cost was relatively higher, the results and profitability in this market did not reach our target and dragged down our overall profit.

### 主席報告書

集團於二零一零年的上半年，受到原料與越南天然氣價格調漲及越南匯率貶值的影響，使營運受到相當程度的衝擊。同時比較去年，在中國地區味精產品成本提升與售價下跌，侵蝕盈利水準。集團在期內主要目標仍致力於提升生產效率，維持主力地區產品的售價，經營較高毛利之產品與地區，並加強銷售力度，以降低原料價格帶來對成本之影響。而本期業績最嚴重的不利因素是越南廠的環保事件中，補償受影響農漁民的金額達1,180萬美元，此金額的調整認列，使集團本期獲利由原本的盈餘反轉為虧損。

綜觀集團於二零一零年上半年之營運與盈利，營業額達1億5仟2佰萬美元，較二零零九同期年增加約14%，主要為越南廠主力產品之產量與銷售均有逐步回升。由於產品產量較去年增加，集團恢復谷氨酸及味精原有外銷市場之銷售。雖然銷售此等產品與區域將增加營業額，但此售價相對略低於越南與日本等主要市場之銷售價格，再加上主要醱質原料與能源價格持續調漲，使毛利率較去年降低5.7%。同時，越南盾在二零一零年二月銀行的匯價持續有約3%的貶值，這些總體環境因素反蝕越南廠在帳面上之利潤。本期淨利為虧損696萬美元，除中國區營運獲利不如預期外，另外，按國際會計原則需調整並認列補償農漁民金額於本期之損益，致使原本期內約485萬美元之盈利，反而成為虧損。

以各地區市場分析與業務經營分析，集團的主要市場，越南與日本市場在各項主要產品的經營仍持續成長，並維持一定的售價水準，獲利來源穩定。越南廠因產能較去年逐漸恢復，主要產品味精、谷氨酸、變性澱粉與特用化學品（鹽酸與蘇打）等生產量與銷售數量也隨之增加。賴氨酸因為獲利水準仍不及谷氨酸，故在本期內，賴氨酸仍然暫時停止生產。曾受到產能不足的影響而減緩銷售的東盟與歐盟等市場，集團於今年策略性的市場考量下，在期內已逐漸恢復對此等市場之銷售。而中國區的營運，在今年初起，因產品市場價格下滑，相對生產成本提高，造成業績及獲利均不如預期，影響集團之盈利水準。

## Chairman's Statement 主席報告書

Relevant improvement to equipment and procedures of our plant in Vietnam had been implemented in accordance with the environmental protection regulations of Vietnam since the end of 2009, and has been approved by the Environmental Protection Department and responsible administrative organisations in Vietnam. Since then, the plant has gradually increased its capacity. As for the loss claims from farmers and fishermen affected by the Vietnam plant, the Company has cooperated with relevant departments from the local governments of three provinces, and it has also coordinated with Institute of Natural Resources in Ho Chi Minh City University to conduct a scientific study. However, as the case involved several parties, including related authorities and numerous farmers and fishermen, and a consensus could not be reached on the amount of damages, the issue remained unsolved. Until recently, the pressure from local community and the media which gradually induced further complicated matters of this issue. Taking into consideration the Company's reputation and long-term commitment in Vietnam, the management decided to settle the case as soon as possible and reached an agreement as to the amount of compensation with all parties.

The Group has reviewed and analysed the reasons for the unsatisfactory first half results. During the second half of the year, the Company expects that the increasing material prices caused by a limited supply of agricultural products would create more pressure on our production costs. To cope with, the Group has set up a special unit to expand and diversify procurement sources, thereby stabilising the supply of materials. To stabilize market situation and in view of rising raw material cost, we intend to maintain a prudent operational approach in the second half by securing a stable supply of materials, and leveraging our core strengths including improving production procedures to enhance efficiency with a major objective to stabilise production costs. In addition, The Group plans to consolidate its major markets, endeavouring to regain the share of the market that we previously owned. At the same time we are determined to maintain or increase our product prices to preserve our profit margins.

The Group will aggressively strengthen marketing strategies and further expand its distribution and sales channels in order to realise the full potential of the Group's sales network and take advantage of the reviving economy. At the same time, to further boost its brand awareness, the Group will launch new products and enhance its sales presence. With a booming economy in Vietnam and an expanding domestic market in China, the Group plans to identify potential collaborative projects to enhance its geographical coverage, raise its international exposure, and ultimately broaden its revenue and profit streams.

The Group registered a loss in the first half year, and deeply regrets reporting results which are below the expectation of shareholders. In the environmental protection issue, upon careful reflection and learning from experience, the Group has completed all the required improvement measures and is well prepared to move on. The management remains optimistic about the fundamentals of the Group's core businesses as market demand for its products has continued to increase. Moreover, the Group is leading the industry in production technologies and distribution. We are confident of our capabilities, capitalising on our strengths in production and sales, and implementing more effective operating strategies. By continuing with this approach, we believe we will quickly recover and exceed the higher results and profit targets the Group has set.

By order of the Board  
**Yang Tou-Hsiung**  
Chairman

Hong Kong, 26 August 2010

集團越南廠於二零零九年底已配合越南環保法規所要求的相關規定執行改善，並已經完成各項硬體與軟體的克服措施，並已經獲得環保部與相關單位的認可，因此越南廠生產也正逐步提升產能。至於有關受越南廠影響的農漁民損害補償問題，自去年以來，公司均配合相關職權機關與三省市的地方政權持續進行協調，也配合胡志明市資源環保院進行科學評估，唯因為此案牽涉到多方單位與農漁民，公司與各方代表對補償金額在認知有一段差距，所以一直無法達成協議。直到最近，越南社會輿論與媒體的壓力，致使此問題的解決演變得相當複雜，管理層考慮到公司在越南所建立的聲譽與長期經營之理念，決定應儘速平息此案，故最後已經同意相關單位要求的補償金額。

集團對於上半年未如預期的表現已提出檢討。展望下半年，在經營上，公司仍面對農產品供需不平衡之情況所帶動主要原料價格呈現持續上漲的趨勢，使得集團的生產成本受到壓力；對此，集團已成立專責單位，針對原料來源的取得，積極採取更多元化與廣泛的收購，以期穩定原料取得之成本。基於穩定市場經營與原料價格的飛漲，集團於下半年仍將採取較穩健的經營策略，發揮核心優勢，掌握原料來源，改善生產製程提升效率，以穩定生產成本為主要重心，並鞏固主要銷售市場，恢復原有之市場，並穩定甚至提高售價來爭取獲利空間。

集團將利用此經濟回溫的機會，加緊整合集團的行銷策略與強化通路架構，精耕銷售網絡，以發揮通路價值。同時，集團也將藉由已成熟的通路基礎，規劃導入相關新的產品與銷售之運作，延伸品牌的加乘效果。另一方面，對於日益蓬勃的越南的經濟環境與中國內需市場的擴大，集團也將掌握機會，積極檢討尋找各項合作項目，結合地緣利基與國際經驗，以期擴張經營綜效及增加盈利之來源。

集團於上半年的獲利呈現虧損，管理層對此有負股東的期望深感抱歉。對於環保工作，集團深切反省，記取教訓。同時，已經完成各項克服措施，將站穩腳步再出發。管理層同時也相信集團在核心產業的基本面仍深具潛力，市場對各項產品的需求仍處增長的趨勢；同時，集團的生產技術與行銷網絡在業界亦具備領先的競爭力。我們有信心以穩健的經營策略，發揮產銷優勢，落實營運策略，相信持續的以此方向邁進，很快的我們將回復，甚至更超越集團原有更高的業績目標與盈利水準。

承董事會命  
主席  
楊頭雄

香港，二零一零年八月二十六日



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS OVERVIEW

With the global economy recovering, the emerging economies of Asia recorded satisfactory growth in the first half of 2010. China and Vietnam, for example, achieved GDP growth of 11% and 6.5% respectively. The Group's turnover during the period increased from US\$133,462,000 to US\$152,167,000, representing year-on-year growth of 14% or US\$18,705,000. The increase in turnover was mainly due to the GA and MSG businesses which grew by US\$13,813,000 and US\$5,926,000 respectively. Except fertilizer recorded a drop in sales, which is caused by extended dry season and the drop in the international price, all other key products of the Group recorded sales growth.

Rapid economic growth in the region has stimulated strong demand for raw materials, combined with climate change, typhoons and insect infestation which have weakened supply, led to a surge in price of main raw materials including molasses, cassava and liquid ammonia. Moreover, the price of natural gas, which was used by the cogeneration power plant in Vietnam plant, has also increased, leading to an increase in production cost of MSG, GA and modified starch. In China, the price of MSG surged sharply in the fourth quarter in 2009, a rush to procure was found among industry players. By early this year, price of MSG went down substantially, and with high inventory levels, price remained relatively low in the first half year. This has an inevitable impact on the turnover of Xiamen Maotai and Vedan Shanghai, the Group's two plants in China which mainly sell MSG. Accordingly, the Group's performance in China was below par with turnover dropping by 11.9%.

The rise in cost and the depreciation in the Vietnam Dong during the period caused the gross profit margin of the Group to decline from 24% to 18.3% year on year. Although turnover grew by 14%, total gross profit slipped from US\$32,061,000 to US\$27,858,000, representing a drop of 13.1% or US\$4,203,000 due to the decrease in gross profit margin. After more than a year of negotiation and efforts with the arbitration by the Environmental Resources Department and relevant authorities, the Company agreed to pay farmers in 3 provinces and city approximately US\$11,807,000 for compensation on 13 August. The claims will be paid in two installments: 50% to be paid one week after the signing of the settlement agreement and the remaining 50% to be paid by the end of January next year. The Vietnam plant has paid a total of US\$2,679,000 to the farmers in Bà Rịa-Vũng Tàu Province and Ho Chi Minh City on 18 August and has promised to pay the remaining 50% by January 2011 with the banker's letter of guarantee. Negotiation with the farmers in Dong Nai Province is progressing and a settlement is expected to be finalised in the short term. As the one time loss claim of US\$11,807,000 has been recognised in the expenditure in the first half of 2010, the Group recorded a net loss of US\$6,959,000 during the period from a net profit of US\$4,848,000.

### 業務總覽

二零一零年上半年，國際經濟復甦，特別是在亞洲新興經濟體均有不錯的經濟成長率，例如中國GDP成長11%，越南增長6.5%，而集團營收於期內也成長14%，由去年同期133,462,000美元增加18,705,000美元，達152,167,000美元。成長來源主要是谷氨酸及味精，分別增加13,813,000美元及5,926,000美元。其中除肥料因旱季延長與國際肥料價格下滑造成銷售下跌外，其餘集團主要產品銷售均有成長。

由於區域內經濟成長快速，對原料需求強勁，再加上氣候變化加劇，颱風，病蟲害等嚴重影響到主要使用原料如糖蜜、木薯、液氨等的價格大幅上揚。同時越南廠氣電供生廠所需要的燃料天然瓦斯價格亦大幅上揚，致使味精、谷氨酸、變性澱粉等產品的生產成本也隨之大幅攀升。而中國區味精價格在去年最後一季曾急劇飆漲，造成不少業者搶購，但在今年初隨即又大幅下跌，由於市場庫存不少，造成今年上半年味精售價處於較低價位水平。這衝擊到集團中國區，以銷售味精為主的廈門茂泰廠，及上海廠期內的營收獲利。中國區營收下滑11.9%，表現並不理想。

集團整體因為成本提升，期內越南幣貶值，致使集團的毛利率由去年同期24%下降到18.3%。雖然營收成長14%，但因毛利率下降，整體毛利金額由去年同期32,061,000美元減少為27,858,000美元，下降13.1%約4,203,000美元。經過一年多的協商和努力味丹越南廠和農民代表在資源環保部及相關主管機關協調下，公司已於八月十三日同意支付約11,807,000美元給三省市作為補償農民損害。支付成分二期，分別於簽定協定後一星期內支付50%及明年一月底前支付50%。越南味丹已於八月十八日支付共約2,679,000美金給巴地頭頓省及胡志明市，其餘50%以銀行保證函方式，保證於二零一一年一月前支付。同奈省部份目前正在作最後協商預計短期內可簽定，由於受到11,807,000美元補償費用一次認列於二零一零年上半年費用影響。期內淨利於4,848,000美元變成虧損6,959,000美元。

## Management Discussion and Analysis 管理層討論及分析

As for product sales, strategically resuming GA's supply to long-term local customers in Vedan Vietnam has led to rapid growth in GA, which has an impact on overall gross profit as the gross profit of GA is relatively low as compared to MSG. ASEAN countries represent the most important export market for the Group's Vietnam plant. In 2009, the Group lost opportunities in the market due to insufficient production capacity and inability to meet customers' needs. However, with the resumption of production and with CAFTA taking effect this year, the Group started to increase its MSG supply to ASEAN countries in the first half year to strengthen its position in the market. As a result, turnover from ASEAN countries grew notably by 326.1% or US\$11,708,000 during the period. Japan recorded steady turnover growth, up from US\$31,622,000 to US\$34,077,000, representing a year-on-year increase of 7.8% or US\$2,455,000. In terms of turnover by geographical regions, all regions except China recorded growth. The price of raw materials is expected to become more stable in the second half year. By expanding production capacity, turnover and profitability will be further enhanced.

在產品銷售方面，期內越南廠因策略上考量，開始恢復谷氨酸供應給當地長期客戶，因此谷氨酸快速成長，但因谷氨酸毛利相對較味精為低，故亦影響到整體毛利。另外東盟市場是集團越南廠極重要的外銷市場，在二零零九年因產能不足而無法滿足客戶須求，喪失不少商機。隨著產逐步恢復，且自今年起東盟加一開始生效，故集團今年上半年增加對東盟市場味精的供應，藉以鞏固此市場。故期內東盟市場成長326.1%金額11,708,000美元。另外，日本市場則穩定增長7.8%，由去年同期31,622,000美元增加2,455,000美元達34,077,000美元。就集團營收區域而言，除中國市場衰退外，其餘均有增長。下半年預估原料價格將會較穩定，同時產能將可更進一步提昇，此將有助於營收獲利。

### BUSINESS ANALYSIS

#### (I) Market Analysis:

Table 1: Comparison of sales in various regions Unit: US\$'000

Regions	地區	First half of 2010		First half of 2009		Growth/(Drop) (%)	
		二零一零上半年		二零零九上半年		增/減(%)	
		US\$'000	%	US\$'000	%	Diff.	%
		千美元	%	千美元	%	差額	%
Vietnam	越南	73,391	48.2	65,081	48.8	8,310	12.8
Japan	日本	34,077	22.4	31,622	23.7	2,455	7.8
The PRC	中國	21,441	14.1	24,350	18.2	(2,909)	(11.9)
Taiwan	台灣	1,801	1.2	4,475	3.4	(2,674)	(59.8)
ASEAN countries	東南亞地區	15,298	10.1	3,590	2.7	11,708	326.1
European	歐洲地區	2,598	1.7	1,916	1.4	682	35.6
Other region	其他	3,561	2.3	2,428	1.8	1,133	46.7
Total	總共	152,167	100.0	133,462	100.0	18,705	14.0

### 經營分析

#### (I) 市場銷售分析：

表一：各地區銷售比較 單位：千美元

#### (1) Vietnam

During the period, turnover from the Vietnam market was US\$73,391,000, representing an increase of US\$8,310,000 or 12.8% compared with US\$65,081,000 reported in the same period last year. This was mainly due to the increase in supply of GA by the Vietnam plant to local industry peers. Specialty chemicals grew by 19% due to an increase in production capacity. However, sales of fertilizer dropped by 26% due to an extended raining season which adversely affected the application of fertilizer. Contribution from Vietnam to total turnover was 48.2%, which is similar to 48.8% reported in the same period last year.

#### (一) 越南市場

越南地區於期內營收為73,391,000美元，比去年同期65,081,000美元營收，增加8,310,000美元約12.8%，其中主要是增加谷氨酸供應給越南當地同業，特化品項因產能增加致使營收增長19%；但肥料因雨季延後影響施肥且價格下降，肥料銷售減少26%。越南市場營收佔總營收比重為48.2%維持和去年同期48.8%之水平。

## Management Discussion and Analysis 管理層討論及分析

### (2) Japan

During the period, the Japan market accounted for 22.4% of the Group's total turnover, down from 23.7% achieved in the first half of 2009. However, turnover increased by US\$2,455,000 or 7.8% to US\$34,077,000. This was mainly due to the export of modified starch and MSG from the Vietnam plant. The business in Japan is expected to grow steadily in the second half year.

### (3) The PRC

The performance of the PRC market was unsatisfactory in the period with turnover down by US\$2,909,000 or 11.9%. Although sales of GA increased, lower MSG turnover caused turnover to drop. As a result, turnover from the China market accounted for 14.1% of the Group's total turnover, down from 18.2% achieved in the first half of 2009.

### (4) ASEAN countries

ASEAN countries experienced the largest decline among market segments in 2009. However, with MSG and modified starch production resuming, turnover from this market grew markedly in the first half of 2010, up 326.1% or US\$11,708,000. With a turnover of US\$15,298,000, the ASEAN market accounted for 10.1% of the Group's total turnover, a significant jump from 2.7% achieved in the same period last year. However, this is still lower than the US\$24,736,000 reported in the first half of 2008. Turnover is expected to increase further when full production capacity is achieved in the future.

## (II) Sales Analysis by Product

Table 2: Comparison of sales of various products Unit: US\$'000

Item	產品	First half of 2010		First half of 2009		Growth/(Drop)(%)	
		二零一零上半年		二零零九上半年		增/減(%)	
		US\$'000	%	US\$'000	%	Diff.	%
		千美元	%	千美元	%	差額	%
MSG	味精	108,904	71.6	102,978	77.2	5,926	5.8
GA	谷氨酸	14,238	9.4	425	0.3	13,813	3250.1
Lysine	離氨酸	-	-	842	0.6	(842)	(100.0)
Modified Starch/ Natural Starch	變性澱粉/ 天然澱粉	12,582	8.3	11,216	8.4	1,366	12.2
Specialty Chemicals	特用化學品	8,376	5.5	7,036	5.3	1,340	19.0
Fertilizer	肥料	6,019	3.9	6,505	4.9	(486)	(7.5)
Others	其他	2,048	1.3	4,460	3.3	(2,412)	(54.1)
Total	總共	152,167	100.0	133,462	100.0	18,705	14.0

### (二) 日本市場

日本市場於期內佔總營收比重為22.4%，低於二零零九上半年的23.7%，但金額增加2,455,000美元，約7.8%，營收達34,077,000美元。增長主要來自越南廠變性澱粉和味精的出口。預計日本市場下半年將穩定成長。

### (三) 中國市場

中國市場於期內表現並不理想，營收衰退2,909,000美元約11.9%。雖然谷氨酸銷售有成長但味精營收下降，致使影響到營收不增反減。故中國市場佔總營收比亦由二零零九上半年之18.2%下滑至14.1%。

### (四) 東盟市場

在去年東盟市場是衰退最嚴重地區。由於味精及變性澱粉已逐步恢復產能，期內增加此地區之供應營收因此大幅成長326.1%，增長金額11,708,000美元。東盟市場佔總營收比由去年同期僅2.7%大幅增加到10.1%金額，達15,298,000美元，但依然低於二零零八年上半年之24,736,000美元。預計未來產能全部恢復後，可進一步提高東盟市場之營收。

## (II) 產品銷售分析

表二：各項產品銷售比較 單位：千美元

## Management Discussion and Analysis 管理層討論及分析

### (1) MSG and GA

Since the Vietnam plant and Shandong JV plant resumed supply of GA during the period, turnover from the GA business has risen significantly, up from US\$425,000 to US\$14,238,000, representing a year-on-year increase of US\$13,813,000. The MSG business grew relatively slower than the GA business, with turnover amounting to US\$108,904,000, about US\$5,926,000 or 5.8% higher than US\$102,978,000 recorded in the first half of 2009. The MSG and GA businesses accounted for 81% of total turnover, up from 78% achieved in the same period last year.

### (2) Lysine

Taking into consideration the low price of lysine, the Vietnam plant continued the Group's strategy implemented last year to reduce production sharply and eventually stop production. Production of lysine was ceased in the first half year.

### (3) Modified Starch/Natural Starch

The output of cassava during the 2009 production season was adversely affected by natural disasters and insect infestation in Vietnam. Moreover, the rush to procure dried cassava by industry players in China significantly elevated prices of raw materials. The Group's starch factories were thus unable to purchase sufficient raw material to meet production needs; hence, the production target was not met despite environmental issues were resolved. Turnover from this segment rose during the period, up by US\$1,366,000 or about 12.2% to US\$12,582,000. This segment accounted for 8.3% of total turnover as opposed to 8.4% in the last corresponding period.

### (4) Specialty Chemicals

During the period, sales volume of hydrochloric acid and caustic soda was driven by increased production capacity. Turnover climbed 19%, or US\$1,340,000 to US\$8,376,000, from US\$7,036,000 reported in the same period last year. Specialty chemicals accounted for 5.5% of total turnover, slightly up from 5.3% in the first half of 2009. While the production of specialty chemicals increased during the period, the overall selling price of the specialty chemical products declined as demand in Vietnam dropped due to the financial crisis which affected the related industries, and the drop in price of substitutes.

### (5) Fertilizer

The fertilizer segment reported turnover of US\$6,019,000 in the period, down by US\$486,000 or 7.5% from US\$6,505,000 reported in the corresponding period of last year. The decline in turnover was mainly due to climate change as the extended dry season caused sales to fall below expectations, and the general drop in price of fertilizer in the market. Turnover from this segment accounted for 4% of the Group's total turnover, down from 5% recorded during the same period last year.

### (一) 味精和谷氨酸

因越南廠及山東聯營廠於期內恢復供應谷氨酸，故谷氨酸營收大幅成長，由去年同期425,000美元提高到14,238,000美元，增長金額13,813,000美元。而相對味精的增長較小，期內營收為108,904,000美元，與二零零九年上半年102,978,000美元比較，增加5,926,000美元，約5.8%。味精加上谷氨酸佔集團營收比重由去年同期78%提高為81%。

### (二) 賴氨酸

期內因賴氨酸價格年來處於低迷，越南廠延續去年大幅減產與停產策略，今年上半年已停止生產。

### (三) 變性澱粉／天然澱粉

由於木薯在二零零九年產季因遭受天災及病蟲害影響，再加上來自中國業者搶購木薯乾出口，使得原料價格飆升。同時集團下各澱粉廠無法採購足夠原料，應付生產需要，因此即使環保問題已克服，但產能並未達成預期目標。期內營收成長1,366,000美元，約12.2%達12,582,000美元。營收比例由去年同期8.4%下跌到8.3%。

### (四) 特用化學品

期內鹽酸和蘇打因產能提升而使營收成長19%，由去年同期的7,036,000美元增長為8,376,000美元，增長金額1,340,000美元。特化產品營收比重由二零零九年上半年5.3%略提升為5.5%。期內特化產品生產數量雖有增加，但由於越南境內相關產業受金融海嘯影響需求下跌，且相關替代品價格下滑，致使整體特化產品售價也隨之下降。

### (五) 肥料

肥料期內營收6,019,000美元，比去年同期6,505,000美元減少7.5%，金額是486,000美元。營收下滑原因在於氣候變化，旱季延長導致肥料銷售未如預期。同時，市場的肥料價格也多下跌之故。肥料營收比重由去年同期5%下降為4%。

### RAW MATERIALS/COSTS

Affected by the financial crisis that erupted in the second half of 2008, the buyer reduced procurement of most raw materials in the first half of 2009 in view of drop in demand and uncertain market prospect, therefore the prices of molasses, cassava and liquid ammonia decreased. As the global economy gradually recovered, demand for raw materials began to grow, spurred by particularly strong demand from emerging Asian countries and the need to replenish inventory. However, the supply of raw materials was restricted due to natural disasters, insect infestation and weather conditions. Consequently, during the review period, prices of raw materials increased markedly with molasses and liquid ammonia rising by around 30% and 50% respectively and cassava surging by 120%. Also, the price of cassava starch increased by more than 75%. Moreover, packaging material prices climbed by about 10%. The cost of natural gas used by the cogeneration plant in Vietnam rose by 18%. The notable rise in raw material and energy costs affected the Group's gross profit, dropping from 24% to 18.3% year on year. Since the price of raw materials stood at high level, the Group estimates this trend of high prices to continue in the second half year.

### FINANCIAL REVIEW

#### (1) Cash flow and financial resources

As at end of June 2010, cash and bank deposits of the Group amounted to US\$22,307,000, US\$17,307,000 lower than that of the end of last year, being mainly due to business growth. Account receivables increased by approximately US\$9,345,000 while inventory rose by US\$12,991,000. Total bank borrowings during the period amounted to US\$49,894,000, which is US\$7,297,000 higher than the end of 2009. Middle-to-long-term loans totaled US\$19,539,000 and short-term loans reached US\$30,355,000 with 39% of all loans being long-term and 61% being short-term. Bank borrowings were mainly denominated in US dollars (97%) and Taiwan dollars (3%). Gearing ratio (total loans over shareholders interest) was 19.4%. Net gearing ratio (total borrowings after deducting cash and deposit over shareholders interest) was 10.3%. Current ratio drop from 2.55 in late 2009 to 2.24 because of increased current liability. Interest expenses were US\$813,000, which is US\$157,000 lower than that of the same period last year due to a modest decrease in loan interest rate.

### 原料／成本

二零零九年上半年原料價格，因二零零八年下半年金融海嘯影響，大多數原料因需求銳減，或因展望不明而減少採購，故不管糖蜜、木薯、液氨等的成本均處於較低水平。但隨着世界經濟逐漸復甦，特別在亞洲等新興國家的強大需求及彌補庫存不足的情況下，造成對原料的殷切需求。但原料供應卻因天災、病蟲害、氣候變遷等影響而減少，故期內原料成本均大幅上漲，例如糖蜜和液氨分別上漲30%及50%，木薯漲幅則高達120%，木薯澱粉亦上漲超過75%，同時包裝材料比去年同期亦上漲約10%。另外，在越南的氣電共生廠所使用的燃料天然瓦斯亦上漲18%。原料與能源成本的大幅上漲也將集團毛利由去年同期24%壓縮到18.3%。由於原料價格目前已處於高位，預估今年下半年大約維持此價位水平。

### 財務回顧

#### (一) 流動資金於財政資源

集團現金和銀行存款至二零一零年六月底為22,307,000美元比去年減少17,307,000美元。主要是因為業務成長，應收帳款隨着增加約9,345,000美元，同時存貨增加12,991,000美元。期內總銀行借款為49,894,000美元，比去年底增加7,297,000美元，其中中長期借款為19,539,000美元，短期借款為30,355,000美元，長期和短期比例為39%比61%。借款以美元為主佔97%，而新台幣借款佔3%。資本負債比（總借款比股東權益）為19.4%，淨資本負債比（總借款及扣除現金和存款）則為10.3%，流動比例因流動負債增加由二零零九年底2.55下跌為2.24，利息支出為813,000美元，因借款利率微幅下降比去年同期減少157,000美元。

## (2) Exchange rate

Affected by the 2008 financial crisis, the Vietnam Dong depreciated by 10%. The Central Bank of Vietnam suddenly announced a 2.44% depreciation of the currency ahead of the 2010 Lunar New Year, causing the Company to suffer an exchange rate loss of approximately US\$1,177,000 and indirectly affected the turnover of the Vietnam region. We will monitor the trend of Vietnam Dong exchange rate closely. During the period, the People's Bank of China announced that the RMB would float according to market conditions, leading to a slight appreciation. The RMB is not expected to appreciate significantly by the end of the year.

## (3) Capital Expenditure

The Group's capital expenditure amounted to US\$8,925,000 during the period, which is US\$13,207,000 lower than US\$22,132,000 reported in the last corresponding period. The decline was due to costs associated with setting up a solid fertilizer production plant to improve environmental protection and recycling capabilities. Since the investment made to enhance environmental protection has been completed, no significant capital expenditure will be incurred in the second half year.

## (4) Dividend

As the Group recorded a loss in the first half of 2010, the Board of Directors resolved not to issue a dividend.

## PROSPECTS

1. For the first half year, the Group delivered less satisfactory results in Vietnam and China; in particular, profit declined owing to a sharp increase in the price of raw materials that the Vietnam plant uses to manufacture MSG, modified starch and fuel of the cogeneration power plant. The price of raw materials is, however, expected to be more stable in the second half year, and remain high. As well, expansion of production capacity in the second half year will help boost overall turnover and profitability. Operations, turnover and profitability in China were unsatisfactory. The Group has already revised its strategies to restructure and enhance its operations team in the second half year with an aim to quickly improve its performance here.

## (二) 匯率

去年越南盾因二零零八年金融海融影響約有10%之貶值。越南央行於今年農曆過年前突然宣佈越盾貶值2.44%，因此造成公司匯率損失約1,177,000美元，且間接影響越南地區的營收，集團將密切注意越南匯率走勢。中國人民銀行於期內宣佈人民幣將會依市場狀況而靈活波動。因此期內人民幣有微幅升值，預估到年底應不會有大幅升值。

## (三) 資本支出

集團期內資本支出為8,925,000美元，比去年同期為改善越南環保及資源回收設備，擴增固體肥料廠之支出22,132,000美元減少13,207,000美元。由於環保改善相關投資大部分已完成，預計下半年應不會有大幅資本支出。

## (四) 股息

由於二零一零年上半年虧損，董事會決定不派發股息。

## 展望

- 一、 集團二零一零年上半年獲利表現在越南與中國地區均未如預期，主要原因是越南廠生產味精、變性澱粉、氣電廠燃料等所需主要原料價格，均比去年同期大幅上漲影響所至。由於原料價格已在高位，預估下半年應是較穩定狀態。同時隨著下半年產能將再進一步提昇，將更有助於整體營收和獲利。中國區的營運，營收獲利都未盡理想，集團已經積極檢討對策，並將於下半年調整與增強經營團隊，期待可以盡速改善經營現況。

## Management Discussion and Analysis 管理層討論及分析

2. Regarding environmental issues related to the Vietnam plant in 2008, the Group has completed all remedial measures by the end of 2009 and has received the confirmation from the Environmental Protection Department of Vietnam. Also, the addition and improvement of equipment has also boosted the capacity of the Group's production.

As for the loss claims from the farmers affected by the Vietnam plant, the Company has actively worked with departments from that country's Central Government and local governments. It also helped Ho Chi Minh City Environmental Resources Institute to conduct scientific study. The case involved several parties, and the farmers have calculated and came up with an amount themselves and were prepared to file a court claim. The resulting media reports and pressure have affected the Group's business and have combined to complicate the issue. On 9 August, the Environmental Protection Department of Vietnam invited related units to meet again for arbitration and finally agreement was reached.

The Vietnam plant will pay compensation of 218,949,000,000 Vietnam Dong (equivalent to US\$11,807,000) to the farmers in Dong Nai Province, Bà Rịa-Vũng Tàu Province and Ho Chi Minh City. The payment will be made in two installments to all affected farmers and fishermen along Thi Vai River for their present and past losses. The Vietnam Plant has signed a compensation declaration and agreement with relevant units from Bà Rịa-Vũng Tàu Province and Ho Chi Minh City on 13 August. The farmers will not submit claims to the court and the Company will bear no responsibility in relation to any possible claims in the future. As for Dong Nai Province, procedures are underway to complete the related compensation agreement and all matters related to compensation in that Province.

3. The Group will continue to resolve key issues and execute and conclude projects in progress with the aim of achieving long-term sustainable growth. Major objectives on the horizon include establishing carbohydrates plantations in Cambodia and Laos; stepping up marketing and promotion campaigns; strengthening its position in the ASEAN market, further developing its businesses and forging a supply chain in China, the construction and implementation of an ERP system, the addition of new products and formation of strategic alliances with key partners.

- 二、越南廠二零零八年發生的環保事件，越南廠已經在二零零九年底前完成各項克服措施，並已得到越南環保部與相關單位的認可。同時，隨著設備增加與改善，產能亦逐步提升。

至於有關受越南廠影響的農民損害補償問題，公司也配合相關中央部會與三省市的地方政權持續進行，同時公司也配合胡志明市資源環保院進行科學評估，唯因為此案牽涉到多方單位，農民自行提報損害金額計算，農民準備提告上法院行動，社會輿論的報導與抵制公司產品等因素影響，致使此問題的解決相當複雜，最後在八月九日環保部再次邀集各相關單位開會，才由環保部做出結論。

集團越南廠將補償越南同奈省，巴地頭頓省與胡志明市三省市，受損害農民共218,949,000,000越南盾（相當於11,807,000美元），並分為兩期支付，而此金額是補償從現在追溯至以前，在氏布河流域養殖、捕撈的所有農民。越南廠已經於八月十三日分別與巴地頭頓省，胡志明市相關單位，簽訂賠償切結書與賠償協議書，而農民將不控告上法院，若有申訴控告將不是公司的責任。而同奈省部分仍將繼續配合辦事，以完成相關的賠償協議，以完整損害的所有賠償事宜工作。

- 三、集團將繼續執行，落實目前正常進行的重大事項與專案，以期達成長期的永續發展，其中包括：柬埔寨與寮國糖質原料種植案的推動，行銷通路體系將持續深耕與強化，東協市場業務的整合，中國區業務的突破及供應鏈建立，ERP管理作業系統建置，新產品項目的增加，策略聯盟的結合等等，都是集團未來重點工作和方向。

# Other Information

## 其他資料

### 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 2010, 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:—

### 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) 於二零一零年六月三十日，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)	—		169,730,196	11.14%
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%



## 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***
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.

附註：–

1. 楊頭載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」) 超過三分之一投票權，且 King International 為持有該批 169,730,196 股股份之持有人。

(b) Save as disclosed in this circular, as at 30 June 2010, 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.

(c) Since 31 December 2009, 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 2010, 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.

(b) 除本通函所披露者外，於二零一零年六月三十日，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 XV 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 XV 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。

(c) 自二零零九年十二月三十一日（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) 於二零一零年六月三十日，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。

## Other Information 其他資料

### SUBSTANTIAL SHAREHOLDERS

- (a) So far as was known to any Director or chief executive of our Company, as at 30 June 2010, 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:—

### 主要股東

- (a) 據本公司任何董事或最高行政人員所知，於二零一零年六月三十日，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 (“Billion Power”)	460,237,609 (Note 1) (附註1)	30.22%
Vedan Enterprise Corporation (“Taiwan Vedan”) 味丹企業股份有限公司(「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%

#### 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.

#### 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。

## Other Information 其他資料

### CORPORATE GOVERNANCE AND COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

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 2010.

### EMPLOYEE INFORMATION

On 30 June 2010, the Group had 3,270 employees of whom 2,700 are based in Vietnam, 552 in China and 18 in Taiwan.

The Group remunerates its employees based on their work performance, professional experiences and prevailing industry practices and related policies and packages are reviewed periodically by the management. Apart from pension funds, discretionary bonuses and share options are awarded to certain employees according to individual performance assessment.

### 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.

### 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 2010. 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.

The Pre-IPO Share Option Scheme has been expired on 12 June 2008 and any outstanding share options have been expired and cancelled.

### 企業管治及遵守企業管治常規守則

本公司致力建立及維繫高水平企業管治。截至二零一零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

於二零一零年六月三十日，本集團僱有3,270名僱員，其中2,700名駐於越南、552名駐於中國以及18名駐於台灣。

本集團僱員之薪酬乃按工作表現、專業資歷及普遍行業慣例釐訂。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酌情發放花紅及購股權。

### 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董事進行證券交易的標準守則所載之規定標準。

### 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，包括審閱截至二零一零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。

首次公開發售前購股權計劃已於二零零八年六月十二日屆滿，任何尚未行使之購股權已失效及註銷。

# Review Report of the Independent Auditor 獨立核數師審閱報告

**REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION  
TO THE BOARD OF DIRECTORS OF  
VEDAN INTERNATIONAL (HOLDINGS) LIMITED**  
(incorporated in the Cayman Islands with limited liability)

## INTRODUCTION

We have reviewed the interim financial information set out on pages 19 to 40, which comprises the condensed consolidated balance sheet of Vedan International (Holdings) Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2010 and the related condensed consolidated income statement, statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 26 August 2010

中期財務資料審閱報告  
致味丹國際(控股)有限公司董事會

(於開曼群島註冊成立之有限公司)

## 引言

本核數師(以下簡稱「我們」)已審閱列載於第19至40頁的中期財務資料,當中包括味丹國際(控股)有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)於二零一零年六月三十日的簡明綜合資產負債表,以及截至該日止六個月期間的相關簡明綜合收益表、全面收入表、權益變動表和現金流量表,以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司主板證券上市規則規定遵照其相關條文及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」編製中期財務資料報告。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報中期財務資料。我們的責任是根據我們的審閱對中期財務資料達成結論,並根據協定聘用條款僅向整體董事報告,除此以外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

## 審閱範圍

我們依據香港會計師公會頒佈的香港審閱聘用準則第2410號「由實體的獨立核數師審閱中期財務資料」進行審閱工作。審閱中期財務資料主要包括向負責財務和會計事務的人員作出查詢,以及進行分析性和其他審閱程序。由於審閱的範圍遠較根據香港審計準則進行審核的範圍為小,故我們並不保證可知悉所有在審核中可能發現的重大事項。因此,我們不會發表審核意見。

## 結論

根據我們的審閱結果,我們並無發現任何事項而令我們相信中期財務資料在任何重大方面未有根據香港會計準則第34號「中期財務報告」編製。

**羅兵咸永道會計師事務所**  
執業會計師

香港,二零一零年八月二十六日

# Condensed Consolidated Interim Balance Sheet

## 簡明綜合中期資產負債表

As at 30 June 2010

於二零一零年六月三十日

		Note	Unaudited 未經審核 30 June 2010 二零一零年 六月三十日 US\$'000 千美元	Audited 經審核 31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Land use rights	土地使用權	5	2,149	6,472
Property, plant and equipment	物業、廠房及設備	5	183,299	189,577
Intangible assets	無形資產	5	15,559	16,178
Prepayment for property, plant and equipment	物業、廠房及設備之預付 款項		462	1,103
Investment in associate	於聯營公司之投資	6	1,230	–
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>202,699</b>	<b>213,330</b>
<b>Current assets</b>	<b>流動資產</b>			
Held-to-maturity financial asset	持有至到期之財務資產		–	2,959
Inventories	存貨		78,587	65,596
Trade receivables	應收貿易賬款	7	36,282	26,937
Amount due from a minority shareholder of a subsidiary	應收附屬公司少數權益股東 之款項		1,182	1,288
Prepayments and other receivables	預付款項及其他應收款項		12,236	7,849
Tax recoverable	可收回稅項		32	46
Cash and cash equivalents	現金及現金等價物		22,307	39,614
Non-current assets held for sale	持作出售非流動資產		150,626	144,289
			5,786	–
<b>Total current assets</b>	<b>流動資產總額</b>		<b>156,412</b>	<b>144,289</b>
<b>Total assets</b>	<b>總資產</b>		<b>359,111</b>	<b>357,619</b>

Condensed Consolidated Interim Balance Sheet 簡明綜合中期資產負債表

		Note 附註	Unaudited 未經審核 30 June 2010 二零一零年 六月三十日 US\$'000 千美元	Audited 經審核 31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>	<b>本公司股權持有人應佔資金及儲備</b>			
Share capital	股本	8	15,228	15,228
Reserves	儲備			
– Proposed dividends	– 建議股息	17	–	4,840
– Others	– 其他		242,437	248,898
<b>Non-controlling interest</b>	<b>非控股權益</b>		257,665	268,966
			2,456	2,685
<b>Total equity</b>	<b>權益總額</b>		<b>260,121</b>	<b>271,651</b>
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Long-term bank borrowings	長期銀行借貸	10	17,917	16,222
Deferred income tax liabilities	遞延所得稅負債		7,023	8,050
Long-term payable to a related party	應付有關連人士之長期款項	19(b)	3,054	4,031
Provision for long service payment	長期服務金撥備		1,080	1,119
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>29,074</b>	<b>29,422</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	9	11,386	13,043
Accruals and other payables	應計費用及其他應付款項		22,073	12,428
Due to related parties	應付有關連人士款項	19(b)	2,116	2,043
Short-term bank borrowings	短期銀行借貸	10	30,355	23,252
Current portion of long-term bank borrowings	長期銀行借貸之即期部份	10	1,622	3,123
Tax payable	應付稅項		2,364	2,657
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>69,916</b>	<b>56,546</b>
<b>Total liabilities</b>	<b>負債總額</b>		<b>98,990</b>	<b>85,968</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>359,111</b>	<b>357,619</b>
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>86,496</b>	<b>87,743</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>289,195</b>	<b>301,073</b>

The notes on pages 25 to 40 form an integral part of this condensed consolidated interim financial information..

第25至40頁之附註為本簡明中期財務資料之一部份。

# Condensed Consolidated Interim Income Statement

## 簡明綜合中期收益表

For the six months ended 30 June 2010 截至二零一零年六月三十日止六個月

Unaudited  
Six months ended 30 June  
未經審核  
截至六月三十日止六個月

		Note 附註	2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
Turnover	營業額	4	152,167	133,462
Cost of sales	銷售成本	12	(124,309)	(101,401)
Gross profit	毛利		27,858	32,061
Other losses – net	其他虧損 – 淨額	11	(1,213)	(584)
Selling and distribution expenses	銷售及分銷開支	12	(8,037)	(6,679)
Administrative expenses	行政開支	12	(11,305)	(13,627)
Compensation to farmers	農民賠償	13	(11,807)	–
Operating (loss)/profit	經營 (虧損) / 溢利		(4,504)	11,171
Finance costs – net	財政支出 – 淨值	14	(581)	(597)
(Loss)/profit before income tax	除所得稅前 (虧損) / 溢利		(5,085)	10,574
Income tax expense	所得稅開支	15	(1,874)	(2,629)
(Loss)/profit for the period	本期 (虧損) / 溢利		(6,959)	7,945
(Loss)/profit attributable to:	以下各方應佔 (虧損) / 溢利:			
– equity holders of the Company	– 本公司股權持有人		(6,707)	8,303
– non-controlling interest	– 非控股權益		(252)	(358)
			(6,959)	7,945
(Losses)/earnings per share for (loss)/profit attributable to the equity holders of the Company	本公司股權持有人應佔 (虧損) / 溢利之每股 (虧損) / 盈利		US cents per share 美仙 每股	US cents per share 美仙 每股
– basic	– 基本	16	(0.44)	0.55
– diluted	– 攤薄	16	N/A 不適用	N/A 不適用
			US\$'000 千美元	US\$'000 千美元
Dividends	股息	17	–	4,152

The notes on pages 25 to 40 form an integral part of this condensed consolidated interim financial information.

第25至40頁之附註為本簡明中期財務資料之一部份。

# Condensed Consolidated Interim Statement of Comprehensive Income

## 簡明綜合中期全面收入表

Unaudited  
Six months ended 30 June  
未經審核  
截至六月三十日止六個月

		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
<b>(Loss)/profit for the period</b>	本期(虧損)/溢利	<b>(6,959)</b>	7,945
<b>Other comprehensive income</b>	其他全面收入		
Currency translation differences	匯兌差額	<b>269</b>	42
<b>Total comprehensive (loss)/income for the period</b>	本期全面(虧損)/收入總額	<b>(6,690)</b>	7,987
<b>Total comprehensive (loss)/income for the period attributable to:</b>	以下各方應佔期內全面(虧損)/收入總額:		
– equity holders of the Company	– 本公司股權持有人	<b>(6,461)</b>	8,344
– non-controlling interest	– 非控股權益	<b>(229)</b>	(357)
		<b>(6,690)</b>	7,987

The notes on pages 25 to 40 form an integral part of this condensed consolidated interim financial information.

第25至40頁之附註為本簡明中期財務資料之一部份。



# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

Attributable to the equity holders of the Company

本公司股權持有人應佔

		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	Non- controlling interest 非控股權益 US\$'000 千美元	Total 總計 US\$'000 千美元
<b>Balance at 1 January 2009</b>	於二零零九年一月一日之結餘	15,228	47,358	10,204	79,994	102,247	2,879	257,910
Profit for the period	本期溢利	-	-	-	-	8,303	(358)	7,945
Other comprehensive income:	其他全面收入：							
Currency translation differences	匯兌差額	-	-	41	-	-	1	42
<b>Total comprehensive income for the period ended 30 June 2009</b>	截至二零零九年六月三十日止期間之全面收入總額	-	-	41	-	8,303	(357)	7,987
<b>Balance at 30 June 2009</b>	於二零零九年六月三十日之結餘	15,228	47,358	10,245	79,994	110,550	2,522	265,897
<b>Balance at 1 January 2010</b>	於二零一零年一月一日結餘	<b>15,228</b>	<b>47,358</b>	<b>10,308</b>	<b>79,994</b>	<b>116,078</b>	<b>2,685</b>	<b>271,651</b>
Loss for the period	本期虧損	-	-	-	-	(6,707)	(252)	(6,959)
Other comprehensive income:	其他全面收入：							
Currency translation differences	匯兌差額	-	-	246	-	-	23	269
<b>Total comprehensive loss for the period ended 30 June 2010</b>	截至二零一零年六月三十日止期間之全面虧損總額	-	-	246	-	(6,707)	(229)	(6,690)
Transactions with owners in their capacity as owners:	與擁有人(以其擁有人身份)進行交易：							
Dividends relating to 2009 paid in May 2010	於二零一零年五月支付之二零零九年度之股息	-	-	-	-	(4,840)	-	(4,840)
<b>Total transactions with owners</b>	與擁有人之總交易額	-	-	-	-	(4,840)	-	(4,840)
<b>Balance at 30 June 2010</b>	於二零一零年六月三十日之結餘	<b>15,228</b>	<b>47,358</b>	<b>10,554</b>	<b>79,994</b>	<b>104,531</b>	<b>2,456</b>	<b>260,121</b>

The notes on pages 25 to 40 form an integral part of this condensed consolidated interim financial information.

第25至40頁之附註為本簡明中期財務資料之一部份。

# Condensed Consolidated Interim Cash Flow Statement

## 簡明綜合中期現金流量表

Unaudited  
six months ended 30 June  
未經審核  
截至六月三十日止六個月

	Note 附註	2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
<b>Cash flows from operating activities</b>	<b>經營業務產生之現金流量</b>		
Cash (used in)/generated from operations	業務(所用)/產生之現金	(8,619)	23,896
Interest paid	已付利息	(438)	(452)
Income taxes paid	已付所得稅	(3,180)	(3,156)
Net cash (used in)/generated from operating activities	經營業務(所用)/產生之現金淨額	(12,237)	20,288
<b>Cash flows from investing activities</b>	<b>投資活動產生之現金流量</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	(7,339)	(22,132)
Purchases of intangible assets and land use rights	購買無形資產及土地使用權	(1,586)	-
Long-term prepayment of property, plant and equipment	物業、廠房及設備之長期預付款項	641	1,555
Proceeds from sale of property, plant and equipment	銷售物業、廠房及設備之所得款項	18	44
Redemption of held-to-maturity financial asset	贖回持有至到期之財務資產	2,959	-
Investment in an associate	於聯營公司之投資	(1,230)	-
Interest received from held-to-maturity financial asset	已收持有至到期之財務資產之利息	61	241
Net cash used in investing activities	投資活動所用現金淨額	(6,476)	(20,292)
<b>Cash flows from financing activities</b>	<b>融資活動產生之現金流量</b>		
Dividends paid	已付股息	(4,840)	-
Net change in short-term bank borrowings	短期銀行借貸變動淨額	7,129	(14,719)
Proceeds from long-term bank borrowings	長期銀行借貸所得款項	20,169	12,611
Repayment of long-term bank borrowings	償還長期銀行借貸	(19,975)	(10,432)
Repayment of long-term payable to Vedan Enterprise Corporation	償還結欠味丹企業股份有限公司之長期應付款項	(1,073)	(1,073)
Net cash generated from/(used in) financing activities	融資活動產生/(所用)之現金淨額	1,410	(13,613)
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨額</b>	<b>(17,303)</b>	<b>(13,617)</b>
Cash and cash equivalents at beginning of period	於期初之現金及現金等價物	39,614	36,286
Exchange (losses)/gains on cash and cash equivalents	現金及現金等價物之匯兌(虧損)/收益	(4)	23
<b>Cash and cash equivalents at end of period</b>	<b>於期末之現金及現金等價物</b>	<b>22,307</b>	<b>22,692</b>

The notes on pages 25 to 40 are an integral part of this condensed consolidated interim financial information.

第25至40頁之附註為本簡明中期財務資料之一部份。

# Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註

## 1 GENERAL INFORMATION

Vedan International (Holdings) Limited (“the Company”) and its subsidiaries (together, the “Group”) manufacture and sell fermentation-based food additives, biochemical products and cassava starch-based industrial products including modified starch, glucose syrup, Monosodium Glutamate (“MSG”), soda, acid and beverages. The products are sold to food distributors, international trading companies, and manufacturers of food, paper, textiles, and chemical products in Vietnam, other ASEAN member countries, the People’s Republic of China (the “PRC”), Japan, Taiwan, and several European countries.

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, George Town P.O. Box 2681 GT, Grand Cayman, British West Indies.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information is presented in US dollars (“US\$”), unless otherwise stated. This condensed consolidated interim financial information was approved for issue by the Board of Directors on 26 August 2010.

This condensed consolidated interim financial information has not been audited.

## 2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2010 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2009, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

## 1 一般資料

味丹國際(控股)有限公司(「本公司」)及其附屬公司(統稱「本集團」)生產及銷售各種發酵食品添加劑、生化產品及木薯澱粉工業產品(包括化工澱粉、葡萄糖糖漿、味精、蘇打及鹽酸)以及飲料。產品乃銷售往越南、其他東盟國家、中華人民共和國(「中國」)、日本、台灣及多個歐洲國家的食品分銷商、國家貿易公司,以及食品、紙品、紡織及化工產品生產商。

本公司為於開曼群島註冊成立之有限公司,註冊辦事處地址為: Century Yard, Cricket Square, Hutchins Drive, George Town P.O. Box 2681 GT, Grand Cayman, British West Indies。

本公司擁有香港聯合交易所有限公司第一上市地位。

除另有列明外,本簡明綜合中期財務資料以美元列值。本簡明綜合中期財務資料於二零一零年八月二十六日獲董事會批准發佈。

本簡明綜合中期財務資料乃未經審核。

## 2 編製基準

截至二零一零年六月三十日止六個月之簡明綜合中期財務資料已根據香港會計準則第34號「中期財務報告」編製。簡明綜合中期財務資料應與根據香港財務報告準則而編製之截至二零零九年十二月三十一日止年度之年度財務報表一併閱讀,始屬完備。

### 3 ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2009, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 3 會計政策

除下文所述者外，採納之會計政策與截至二零零九年十二月三十一日止年度之年度財務報表中所述之會計政策一致。

本中期期間的所得稅按照預期年度總盈利適用的稅率累計。

聯營公司指本集團對其有重大影響力但不擁有控制權之一切實體，通常擁有其百分之二十至五十投票權。於聯營公司之投資採用權益會計法列賬，並按成本初次確認。本集團於聯營公司之投資包括於收購時產生的商譽減除任何累計減值虧損。

本集團應佔聯營公司收購後的盈利或虧損於收益表中確認，而應佔收購後的儲備變動在權益中確認。收購後的累積變動乃於投資之賬面值作調整。當本集團應佔聯營公司虧損等於或大於其於聯營公司之權益（包括任何其他無抵押之應收款項）時，本集團不再確認進一步虧損，除非本集團因此產生負債或代聯營公司支付款項。

本集團與聯營公司之間交易而產生之未變現收益按本集團於聯營公司之權益所享有之部份抵銷。除非該交易提供證據證明所轉移資產出現減值，否則未變現虧損亦應抵銷。聯營公司之會計政策已在有需要情況下作更改，以確保與本集團所採納之政策一致。

### 3 ACCOUNTING POLICIES (continued)

The following amendments/revisions to standards and interpretation are mandatory for the first time for the financial year beginning 1 January 2010, but are not currently relevant for the Group.

HKAS 17	Leases (and consequential amendment to HK(IFRIC) – Int 4, “Leases – Determination of the length of lease term in respect of Hong Kong land leases”)
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKAS 39 (Amendment)	Eligible Hedge Items
HKFRS 1 (Revised)	First-Time Adoption of HKFRSs
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transaction
HKFRS 3 (Revised)	Business Combinations (and consequential amendments to HKAS 27, “Consolidated and Separate Financial Statements”, HKAS 28 “Investments in Associates” and HKAS 31 “Interests in Joint Ventures”)
HKFRS 5	Non-current Assets Held for Sale and Discontinued Operations (and Consequential Amendment to HKFRS 1 “First Time Adoption”)
HK(IFRIC) – Int 17	Distribution of Non-cash Assets to Owners
HK(IFRIC) – Int 18	Transfer of Assets from Customers

### 3 會計政策 (續)

以下準則之修訂本／修訂及詮釋必須於二零一零年一月一日開始之財政年度首次採納，但有關修訂本／修訂及詮釋目前與本集團無關。

香港會計準則第17號	租賃（及對香港（國際財務報告詮釋委員會）－詮釋第4號「租賃－釐定香港土地租賃之租期」之其後修訂）
香港會計準則第27號（經修訂）	綜合及獨立財務報表
香港會計準則第39號（修訂本）	合資格對沖項目
香港財務報告準則第1號（經修訂）	首次採納香港財務報告準則
香港財務報告準則第1號（修訂本）	首次採納者之額外豁免
香港財務報告準則第2號（修訂本）	集團以現金結算以股份為基礎支付之交易
香港財務報告準則第3號（經修訂）	業務合併（及對香港會計準則第27號「綜合及獨立財務報表」、香港會計準則第28號「於聯營公司之投資」及香港會計準則第31號「於合營公司之投資」之其後修訂）
香港財務報告準則第5號	持作出售非流動資產及已終止經營業務（及對香港財務報告準則第1號「首次採納」之其後修訂）
香港（國際財務報告詮釋委員會）－詮釋第17號	向擁有人分派非現金資產
香港（國際財務報告詮釋委員會）－詮釋第18號	從客戶轉移資產

### 3 ACCOUNTING POLICIES (continued)

The following new standard and interpretation, amendments/revision to standards and interpretation have been issued, but are not effective for the financial year beginning 1 January 2010 and have not been early adopted.

		Effective for accounting periods beginning on or after 於下列日期或之 後開始之 會計期間生效
HKAS 24 (Revised) 香港會計準則第24號(經修訂)	Related Party Disclosures 關連人士披露	1 January 2011 二零一一年一月一日
HKAS 32 (Amendment) 香港會計準則第32號(修訂本)	Classification of Rights Issue 供股之分類	1 February 2010 二零一零年二月一日
Amendment to HKFRS 1 香港財務報告準則第1號之修訂	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters 首次採納者就香港財務報告準則第7號之披露比較資料之有限豁免	1 July 2010 二零一零年七月一日
HKFRS 9 香港財務報告準則第9號	Financial Instruments 金融工具	1 January 2013 二零一三年一月一日
Amendment to HK(IFRIC) – Int 14 香港(國際財務報告詮釋委員會) — 詮釋第14號之修訂	Prepayments of a Minimum Funding Requirement 最低資金要求之預付款項	1 January 2011 二零一一年一月一日
HK(IFRIC) – Int 19 香港(國際財務報告詮釋委員會) — 詮釋第19號	Extinguishing Financial Liabilities with Equity Instruments 以股本工具抵銷金融負債	1 July 2010 二零一零年七月一日

The Group has already commenced an assessment of the related impact of adopting the above new standard, amendments/revision to standards and interpretations to the Group. The Group is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the financial statements will be resulted.

In addition, the Hong Kong Institute of Certified Public Accountants also published a number of amendments for the existing standards under its annual improvement project published in May 2010. These amendments are not expected to have a significant financial impact on the results and financial position of the Group.

### 4 SEGMENT ANALYSIS

The chief operating decision-maker has been identified as the Board of Directors. The Directors review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions. These reports include segment revenue, segment assets and capital expenditures.

The Board of Directors consider the business from a geographical aspect. In presenting information on the basis of operating 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.

### 3 會計政策(續)

本集團並無提早採納以下已頒佈但於二零一零年一月一日開始之財政年度尚未生效之新準則及詮釋、準則之修訂本/修訂及詮釋。

		Effective for accounting periods beginning on or after 於下列日期或之 後開始之 會計期間生效
		1 January 2011 二零一一年一月一日
		1 February 2010 二零一零年二月一日
		1 July 2010 二零一零年七月一日
		1 January 2013 二零一三年一月一日
		1 January 2011 二零一一年一月一日
		1 July 2010 二零一零年七月一日

本集團已開始評估採納上述新準則、準則之修訂本/修訂及詮釋對本集團之相關影響。本集團尚未能釐定是否會令本集團之會計政策或財務報表之呈報產生重大變動。

此外，於二零一零年五月，香港會計師公會於其年度改進項目中頒佈多項對現行準則之修訂。預期此等修訂不會對本集團之業績及財務狀況構成重大財務影響。

### 4 分部分析

主要營運決策者已確定為董事會。董事審閱本集團之內部報告，以評核表現及分配資源。管理層根據此等報告釐定營運分部。

本集團根據主要營運決策者所審閱並用於制定策略決定之報告釐定其營運分部。此等報告包括分部收益、分部資產及資本支出。

董事會以地理層面分析其業務。以營運分部呈報資料時，分部收益以客戶所在地區劃分。分部資產及資本開支則以資產所在地劃分。

## 4 SEGMENT ANALYSIS (continued)

## (i) Segment revenue

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
Vietnam	越南	73,391	65,081
The PRC	中國	21,441	24,350
Japan	日本	34,077	31,622
Taiwan	台灣	1,801	4,475
ASEAN countries (other than Vietnam)	東盟國家 (不包括越南)	15,298	3,590
Other regions	其他地區	6,159	4,344
		<b>152,167</b>	133,462

## (ii) Capital expenditures

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
Vietnam	越南	7,432	21,951
The PRC	中國	1,493	181
		<b>8,925</b>	22,132

Capital expenditures are allocated based on where the assets located.

Capital expenditures comprise additions of land use rights, property, plant and equipment and intangible assets.

資本支出乃根據資產所在地而分配。

資本支出包括對土地使用權、物業、廠房及設備及無形資產之添置。

## (iii) Total assets

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Vietnam	越南	290,425	286,144
The PRC	中國	65,322	67,121
Hong Kong	香港	2,550	3,344
Taiwan	台灣	750	946
Singapore	新加坡	64	64
		<b>359,111</b>	357,619

Total assets are allocated based on where the assets are located.

總資產乃根據資產所在地而分配。

## 4 分部分析 (續)

## (i) 分部收益

## (ii) 資本支出

## (iii) 總資產

## 5 CAPITAL EXPENDITURE

## 5 資本支出

		Intangible asset 無形資產				Total 總計 US\$'000 千美元	Property, plant and equipment 物業·廠房 及設備 US\$'000 千美元	Land use rights 土地使用權 US\$'000 千美元
		Software and license 軟件及牌照 US\$'000 千美元	Goodwill 商譽 US\$'000 千美元	Trademarks 商標 US\$'000 千美元	Brand name 品牌 US\$'000 千美元			
Opening net book amount as at 1 January 2009	於二零零九年一月一日之 期初賬面淨值	1,133	8,152	7,455	800	17,540	183,672	6,609
Exchange differences	匯兌差額	-	3	-	-	3	13	3
Additions	添置	-	-	-	-	-	22,132	-
Disposals	出售	-	-	-	-	-	(21)	-
Amortisation and depreciation	攤銷及折舊	(65)	-	(604)	(57)	(726)	(14,754)	(72)
Impairment loss	減值虧損	-	-	-	-	-	(312)	-
Closing net book amount as at 30 June 2009	於二零零九年六月三十日之 期末賬面淨值	1,068	8,155	6,851	743	16,817	190,730	6,540
Opening net book amount as at 1 January 2010	於二零一零年一月一日之 期初賬面淨值	1,087	8,159	6,246	686	16,178	189,577	6,472
Exchange differences	匯兌差額	-	1	-	1	2	169	75
Additions	添置	121	-	-	-	121	7,339	1,465
Disposals	出售	-	-	-	-	-	(490)	-
Amortisation and depreciation	攤銷及折舊	(81)	-	(604)	(57)	(742)	(13,296)	(77)
Transfer to non-current assets held for sale	轉至持作出售 非流動資產	-	-	-	-	-	-	(5,786)
Closing net book amount as at 30 June 2010	於二零一零年六月三十日之 期末賬面淨值	1,127	8,160	5,642	630	15,559	183,299	2,149

## 6 INVESTMENT IN ASSOCIATE

## 6 於聯營公司之投資

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Unlisted shares, at cost	非上市股份(按成本)	1,230	-

Movement on the Group's investment in associate is as follows:

本集團於聯營公司之投資變動分析如下:

		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
As at 1 January	於一月一日	-	-
Additions	增加	1,230	-
As at 30 June	於六月三十日	1,230	-



**6 INVESTMENT IN ASSOCIATE (continued)**

The Group's share of the results of the associate and its assets and liabilities are as follows:

Name 名稱	Country of incorporation 註冊成立國家	Particulars of issued share capital 已發行股本詳情	% interest held 持有權益%
Dacin International Holdings Limited 達欣國際控股有限公司	The Cayman Islands 開曼群島	4,100,000 shares of US\$1 each 4,100,000股股份，每股1美元	30

**Summary of financial information on associate – Group's effective interest****6 於聯營公司之投資（續）**

本集團應佔聯營公司之業績以及其資產及負債分析如下：

**聯營公司之財務資料概要 – 本集團之實際權益**

		Assets 資產 US\$'000 千美元	Liabilities 負債 US\$'000 千美元	Revenues 收益 US\$'000 千美元	Profits 溢利 US\$'000 千美元
Group's effective interest	本集團之實際權益	1,230	-	-	-

The associate engages principally in real estate development in Vietnam.

聯營公司於越南主要從事房地產發展。

**7 TRADE RECEIVABLES****7 應收貿易賬款**

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Trade receivables from third parties	應收第三方貿易賬款	38,701	29,447
Trade receivables from a related party (note 19(b))	應收有關連人士貿易賬款 (附註19(b))	356	267
Less: provision for impairment of trade receivables	減：應收貿易賬款減值撥備	(2,775)	(2,777)
		<b>36,282</b>	<b>26,937</b>

The credit terms of trade receivables range from cash on delivery to 120 days. At 30 June 2010 and 31 December 2009, the ageing analysis of the trade receivables based on invoice date was as follows:

應收貿易賬款之信貸期由貨到付現至120天。於二零一零年六月三十日及二零零九年十二月三十一日，應收貿易賬款按發票日期之賬齡分析如下：

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
0 – 90 days	0至90天	32,425	24,423
91 – 180 days	91至180天	2,836	2,860
181 – 365 days	181至365天	2,193	752
Over 365 days	365天以上	1,603	1,679
		<b>39,057</b>	<b>29,714</b>

## 8 SHARE CAPITAL

		Authorised 法定		
		Ordinary shares 普通股		
		Par value 面值 US\$ 美元	Number of shares of shares 股份數目	US\$'000 千美元
At 30 June 2010 and 31 December 2009	於二零一零年六月三十日及 二零零九年十二月三十一日	0.01	10,000,000,000	100,000

		Issued and fully paid 已發行及繳足		
		Ordinary shares 普通股		
		Par value 面值 US\$ 美元	Number of shares of shares 股份數目	US\$'000 千美元
At 30 June 2010 and 31 December 2009	於二零一零年六月三十日及 二零零九年十二月三十一日	0.01	1,522,742,000	15,228

On 13 June 2003, a share option scheme was approved pursuant to a written resolution of all the shareholders of the Company.

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 exceeding 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 current period and previous years.

於二零零三年六月十三日，本公司所有股東已通過書面決議案批准購股權計劃。

根據購股權計劃，董事會可酌情向本集團任何董事、僱員、業務夥伴或彼等之受託人授出購股權，賦予彼等權利認購合共不超過不時已發行股份10%之股份。該等購股權之有效期自授出當日起計，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。本公司在本期及過往年度並無根據購股權計劃授出任何購股權。

## 9 TRADE PAYABLES

The ageing analysis of trade payables is as follows:

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Current	即期	9,518	12,448
31 – 90 days	31至90天	1,787	353
91 – 180 days	91至180天	–	60
181 – 365 days	181至365天	81	182
		<b>11,386</b>	<b>13,043</b>

## 9 應付貿易賬款

應付貿易賬款之賬齡分析如下：

## 10 BANK BORROWINGS

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Long-term bank borrowings – secured (note 20)	長期銀行借貸 – 有抵押(附註20)	19,539	19,345
Current portion of long-term bank borrowings – secured	長期銀行借貸之即期部份 – 有抵押	(1,622)	(3,123)
		<b>17,917</b>	<b>16,222</b>
Short-term bank borrowings – secured (note 20)	短期銀行借貸 – 有抵押(附註20)	18,406	14,518
– unsecured	– 無抵押	11,949	8,734
		<b>30,355</b>	<b>23,252</b>

## 10 銀行借貸

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

本集團之長期銀行借貸須於以下期間償還：

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Within one year	一年內	1,622	3,123
In the second year	於第二年	4,044	–
In the third to fifth year	於第三至第五年	13,873	16,222
		<b>19,539</b>	<b>19,345</b>

**10 BANK BORROWINGS (continued)**

The carrying amounts of the borrowings are denominated in the following currencies:

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
US dollar	美元	48,345	39,163
New Taiwan dollar	新台幣	1,549	3,434
		<b>49,894</b>	<b>42,597</b>

**10 銀行借貸(續)**

借貸賬面值按下列貨幣計值：

**11 OTHER LOSSES – NET**

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
Net exchange losses	淨匯兌虧損	(1,177)	(431)
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備 (虧損)/收益	(479)	23
Sales of scrap materials	廢料銷售	138	68
Interest income from held-to-maturity financial asset	持有至到期之財務資產 利息收入	61	118
Others	其他	244	(362)
		<b>(1,213)</b>	<b>(584)</b>

**11 其他虧損－淨額**

## 12 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution expenses and administrative expenses are analysed as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
Changes in inventories of finished goods and work in progress	製成品和在製品 存貨變動	(12,976)	(843)
Raw materials and consumables used	已用原料及消耗品	119,470	83,295
Amortisation of intangible assets	無形資產攤銷	742	726
Amortisation of land use rights	土地使用權攤銷	77	72
Depreciation on property, plant and equipment	物業、廠房及設備折舊	13,296	14,754
Operating lease expenses in respect of leasehold land	有關租賃土地經營租約之 開支	93	95
Employee benefit expenses	僱員福利開支	10,933	10,598
Provision for impairment of trade receivable – net	應收貿易賬款減值撥備—淨額	—	1,210
Provision for impairment of property, plant and equipment	物業、廠房及設備 減值撥備	—	312
Other expenses	其他開支	12,016	11,488
Total cost of sales, selling and distribution expenses and administrative expenses	銷售成本、銷售及分銷開支 及行政開支總額	143,651	121,707

## 12 按性質分類之開支

銷售成本、銷售及分銷開支及行政開支所包括之開支分析如下：

## 13 COMPENSATION TO FARMERS

On 8 October 2008, the Group received a decision from the Inspection Unit that the Group had been in violation of certain environmental laws in Vietnam. The Group were required to pay approximately US\$16,000 and US\$7,713,000 as penalty and environmental fees respectively. All these penalty and environmental fees have been recorded in the consolidated income statement in 2008. Due to this environmental matter, farmer associations in Ho Chi Minh City, Bà Rịa-Vũng Tàu Province and Dong Nai Province in Vietnam prepared to file a court claim to the Group. On 13 August 2010, the Group agreed to provide compensation of approximately US\$11,807,000 (equivalent to VND 218,949,000,000) to farmer associations in Ho Chi Minh City, Bà Rịa-Vũng Tàu Province and Dong Nai Province in Vietnam. All these compensation have been recorded in the consolidated income statement for the period ended 30 June 2010. The Group agreed to pay the compensation in two instalments with 50% each in August 2010 and January 2011. The Directors obtained a legal opinion and considered that there is no further significant liability to any parties in relation to this environmental matter.

## 13 農民賠償

於二零零八年十月八日，本集團獲悉調查單位有關本集團違反越南若干環境法例之決議。本集團須分別支付約16,000美元及7,713,000美元作為罰款及環境費用。全部該等罰款及環境費用已於二零零八年之綜合收益表中記錄。由於此環境事項，越南胡志明市、巴地頭頓省及同奈省之農民協會準備入稟法院向本集團索取賠償。於二零一零年八月十三日，本集團同意向越南胡志明市、巴地頭頓省及同奈省之農民協會賠償約11,807,000美元（相等於218,949,000,000越南盾）。全部該等賠償已於截至二零一零年六月三十日止期間之綜合收益表中記錄。本集團同意分兩期分別於二零一零年八月及二零一一年一月支付賠償，每次支付50%。董事獲得法律意見並認為並無就此環境事項對任何人士負有其他重大負債。

## 14 FINANCE COSTS – NET

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
Interest expense on bank borrowings	銀行借貸利息開支	675	790
Amortisation of discount on long-term payable to a related party	應付有關連人士之 長期款項折讓攤銷	138	180
Interest income on bank deposits	銀行存款利息收入	(232)	(373)
		581	597

## 14 財政支出－淨值

## 15 INCOME TAX EXPENSE

The amount of income tax charged to the consolidated income statement represents:

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
Enterprise income tax	企業所得稅	2,901	3,195
Deferred income tax	遞延所得稅	(1,027)	(566)
		1,874	2,629

## 15 所得稅開支

於綜合收益表內扣除之所得稅開支包括：

## (i) Vietnam

Enterprise income tax ("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 25%, as stipulated in the respective subsidiaries' investment licenses.

## (ii) 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 rates for the Group's operation in the PRC range from 12.5% to 25%.

Xiamen Maotai, Shanghai Vedan and Shandong Snowflake are entitled to full exemption from EIT for the first two years and 50% reduction in EIT for the next three years, commencing from the first profitable year after offsetting all unexpired tax losses brought forward from the previous years. All subsidiaries have triggered their first year of tax exemption entitlement.

## (i) 越南

企業所得稅（「企業所得稅」）按財務申報的法定溢利計算，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適用企業所得稅率介乎15%至25%（按附屬公司各自的投資許可證所規定）。

## (ii) 中國

企業所得稅按財務申報之法定溢利計算，且就所得稅之毋須課稅或不可扣減之收支項目作出調整。本集團在中國之業務適用企業所得稅率介乎12.5%至25%之間。

廈門茂泰、上海味丹及山東雪花在抵銷所有過往年度結轉的未過期稅項虧損後，由首個盈利年度開始可享首兩年全數豁免企業所得稅及緊接其後三個年度可享50%企業所得稅寬減。所有附屬公司均已踏入首年免稅期。

**15 INCOME TAX EXPENSE (continued)****(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 period.

**(iv) Taiwan**

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 operations in Taiwan is 20%.

**16 (LOSSES)/EARNINGS PER SHARE**

Basic (losses)/earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company of US\$(6,707,000) (2009: US\$8,303,000) by 1,522,742,000 (2009: 1,522,742,000) ordinary shares in issue during the period.

Diluted (losses)/earnings per share is the same as basic (losses)/earnings per share as there are no dilutive instruments for the period ended 30 June 2010 and 2009.

**17 DIVIDENDS****15 所得稅開支(續)****(iii) 新加坡/香港**

由於本集團於本期間並無在新加坡及香港賺取或獲得估計應課稅溢利，因此並無作出新加坡/香港利得稅撥備。

**(iv) 台灣**

企業所得稅按財務申報的法定溢利計算，且就所得稅的毋須課稅或不可扣減的收支項目作出調整。本集團在台灣的業務適用企業所得稅率為20%。

**16 每股(虧損)/盈利**

每股基本(虧損)/盈利按本公司股權持有人應佔(虧損)/溢利(6,707,000)美元(二零零九年: 8,303,000美元)除以期內已發行普通股1,522,742,000股(二零零九年: 1,522,742,000股)計算。

截至二零一零年及二零零九年六月三十日止期間，由於無攤薄工具，每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相同。

**17 股息****Six months ended 30 June  
截至六月三十日止六個月**

		<b>2010</b> 二零一零年 <b>US\$'000</b> 千美元	2009 二零零九年 US\$'000 千美元
2009 final, paid of US 0.317 cents (2008: nil) per ordinary share	已付二零零九年末期股息 每股普通股0.317美仙 (二零零八年: 無)	<b>4,840</b>	-
2010 interim, proposed of nil (2009 interim: US 0.273 cents) per ordinary share	擬派二零一零年中期股息 每股普通股零元 (二零零九年中期股息: 0.273美仙)	-	4,152
		<b>4,840</b>	4,152

**18 COMMITMENTS****(i) Capital commitments**

The Group's capital expenditure contracted for at the balance sheet date but not yet incurred is as follows:

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Contracted but not provided for Property, plant and equipment	已訂約但未撥備物業、廠房及設備	776	1,593
Land use rights	土地使用權	-	1,273
Investment in associate (note)	於聯營公司的投資(附註)	5,190	-
		<b>5,966</b>	<b>2,866</b>

Note: Details of investment are disclosed in note 6.

附註：投資詳情於附註6披露。

**(ii) Operating lease commitments**

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

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Not later than one year	一年內	126	126
Later than one year and not later than five years	二至五年內	471	475
Later than five years	五年後	3,164	3,223
		<b>3,761</b>	<b>3,824</b>

**18 承擔****(i) 資本承擔**

本集團於結算日已訂約但未產生之資本支出如下：

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Contracted but not provided for Property, plant and equipment	已訂約但未撥備物業、廠房及設備	776	1,593
Land use rights	土地使用權	-	1,273
Investment in associate (note)	於聯營公司的投資(附註)	5,190	-
		<b>5,966</b>	<b>2,866</b>

附註：投資詳情於附註6披露。

**(ii) 經營租約承擔**

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賃款項總額如下：

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
Not later than one year	一年內	126	126
Later than one year and not later than five years	二至五年內	471	475
Later than five years	五年後	3,164	3,223
		<b>3,761</b>	<b>3,824</b>



## 19 RELATED PARTY TRANSACTIONS

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

## 19 有關連人士交易

- (a) 在本集團日常業務中與有關連人士進行之重大交易如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2010 二零一零年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元
		Note 附註	
Sale of goods to Vedan Enterprise Corporation ("Taiwan Vedan")	向味丹企業股份有限公司(「台灣味丹」)銷售貨品	(i)	2,276
Technological support fee paid to Taiwan Vedan and Tung Hai Fermentation Industrial Co., Ltd.	向台灣味丹及東海醱酵工業股份有限公司支付技術支援費	(ii)	1,086
Commission income from Taiwan Vedan	收取台灣味丹的佣金收入	(ii)	63

Note:

- (i) In the opinion of the directors of the Company, sales to the related party 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) 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 the underlying agreements.

附註：

- (i) 本公司董事認為向有關連人士銷售是在日常業務中進行，且價格及條款不遜於本集團與其他第三方客戶交易所支付及訂立之價格及條款。
- (ii) 本公司董事認為該等交易在日常業務中進行，並且根據相關協議之條款收費。

## 19 RELATED PARTY TRANSACTIONS (continued)

## (b) Balances with related parties

As at 30 June 2010, the Group had the following significant balances with related parties:

		As at 於	
		30 June 2010 二零一零年 六月三十日 US\$'000 千美元	31 December 2009 二零零九年 十二月三十一日 US\$'000 千美元
		Note 附註	
Current:	即期：		
Trade receivables from Taiwan Vedan (note 7)	應收台灣味丹 貿易賬款(附註7)	(i)	356 267
Current:	即期：		
Technological support fee payable to Taiwan Vedan	應付台灣味丹技術 支援費	(i)	203 172
Current portion of the amount due to Taiwan Vedan in connection with assignment of trademarks	有關轉讓商標應付 台灣味丹款項 即期部分	(ii)	1,913 1,871
			<b>2,116</b> 2,043
Non-current:	非即期：		
Non-current portion of the amount due to Taiwan Vedan in connection with assignment of trademarks	有關轉讓商標應付 台灣味丹款項 非即期部分	(ii)	3,054 4,031

Note:

- (i) All these balances with related parties are unsecured, interest-free and have no fixed terms of repayment.
- (ii) The amount represents the fair value payable to Taiwan Vedan for assignment of certain trademarks under the Trademark Assignment Agreement. It is payable by seven equal annual instalments commencing on 1 January 2007. The face amount is US\$15,014,000 and was discounted to fair value using a rate based on the borrowing rate of 4.7% per annum at the date of assignment of the trademarks.

附註：

- (i) 有關連人士之所有結餘均無抵押、免息及無固定還款期。
- (ii) 根據商標轉讓協議，該款項相當於就轉讓若干商標而應付台灣味丹之公平值。其須由二零零七年一月一日起，分七期每年支付相同款額。面值為15,014,000美元，並按根據轉讓商標當日之借貸年利率4.7厘計算之利率折現至公平值。

## 20 BANKING FACILITIES

The Group's bank borrowings of US\$37,945,000 as at 30 June 2010 (31 December 2009: US\$33,863,000) were secured by:

- (i) Legal charges over certain of the Group's property, plant and equipments with net book value of approximately US\$19,420,000 (31 December 2009: US\$14,206,000).
- (ii) Corporate guarantee provided by the Company.

## 20 銀行信貸

本集團於二零一零年六月三十日之銀行借貸37,945,000美元(二零零九年十二月三十一日: 33,863,000美元)以下列各項作為抵押:

- (i) 本集團賬面淨值約19,420,000美元(二零零九年十二月三十一日: 14,206,000美元)之若干物業、廠房及設備之法定抵押。
- (ii) 本公司提供之公司擔保。



