

# Other Information

## 其他資料

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the financial period under review.

### DIRECTORS' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(a) As at 30 June 2012, the interests of Directors of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), were as follows:-

Name 姓名	Capacity 身份	Interests in shares 於股份中之權益	
		Number of ordinary shares 普通股數目	Percentage of issued shares of the Company 佔本公司已發行 股份百分比
Mr. YANG, Tou-Hsiung 楊頭雄先生	Interest of company controlled by him 於其控制之企業之權益	169,730,196 (Note 1) (附註1)	11.15%
Mr. YANG, Cheng 楊正先生	Interest of company controlled by him 於其控制之企業之權益	169,730,196 (Note 2) (附註2)	11.15%
Mr. HUANG, Ching-Jung 黃景榮先生	Beneficial owner 實益擁有人	200,000	0.01%
Mr. CHAO, Pei-Hong 趙培宏先生	Beneficial owner 實益擁有人	500,000	0.03%

Notes:

- Mr. YANG, Tou-Hsiung was entitled to exercise or control the exercise of more than one-third of the voting power of King International Limited ("King International"). Mr. YANG, Tou-Hsiung was therefore deemed to have interest in the 169,730,196 shares of the Company as held by King International.
- Mr. YANG, Cheng was entitled to exercise or control the exercise of more than one-third of the voting power of King International. Mr. YANG, Cheng was therefore deemed to have interest in the 169,730,196 shares of the Company as held by King International.
- The interests that Mr. YANG, Tou-Hsiung and Mr. YANG, Cheng had in the 169,730,196 shares were of the same block of shares.

### 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司概無於回顧財政期內購買、出售或贖回本公司任何上市證券。

### 董事於股份、相關股份及債權證之權益或淡倉

(a) 於二零一二年六月三十日，本公司董事於本公司或其任何相聯法團（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之權益如下：

附註：

- 楊頭雄先生有權行使或控制行使King International Limited（「King International」）超過三分之一的投票權。楊頭雄先生因而被視為於King International持有之169,730,196股本公司股份中擁有權益。
- 楊正先生有權行使或控制行使King International超過三分之一的投票權。楊正先生因而被視為於King International持有之169,730,196股本公司股份中擁有權益。
- 楊頭雄先生及楊正先生所擁有之169,730,196股股份權益乃關於同一批股份。

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Save as disclosed above, as at 30 June 2012, none of the Directors or chief executives of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO; 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 Issuers contained in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules of the Hong Kong Stock Exchange"), to be notified to the Company and the Stock Exchange; nor had they been granted such rights.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS OR SHORT POSITIONS IN SHARES

So far as known to the Company, as at 30 June, 2012, other than the interests of the Directors or chief executives of the Company, the following persons had interests in the shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name 名稱	Capacity 身份	Number of ordinary shares 普通股數目	Percentage of issued shares of the Company 佔本公司已發行 股份百分比
Billion Power Limited ("Billion Power")	Beneficial owner 實益擁有人	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」)	Interest held by its controlled corporation 於其控制之企業之權益	460,237,609	30.22%
King International	Beneficial owner 實益擁有人	169,730,196	11.15%
Concord Worldwide Holdings Limited	Beneficial owner 實益擁有人	127,297,646	8.36%
High Capital Investments Limited	Beneficial owner 實益擁有人	127,297,646	8.36%

Notes:

1. Billion Power was a wholly-owned subsidiary of Taiwan Vedan. Taiwan Vedan was therefore deemed to be interested in these 460,237,609 shares held by Billion Power.

除上文所披露者外，於二零一二年六月三十日，概無本公司董事或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香港聯合交易所有限公司（「聯交所」）之任何權益或淡倉；或(b)根據證券及期貨條例第352條須列入該條所述之登記冊內之任何權益或淡倉；或(c)根據香港聯合交易所有限公司證券上市規則（「香港聯交所上市規則」）附錄10所載之《上市發行人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；彼等亦無獲授予上述權利。

### 主要股東於股份之權益或淡倉

據本公司所知，於二零一二年六月三十日，除本公司董事或最高行政人員之權益外，以下人士於本公司股份中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，或列入本公司根據證券及期貨條例第336條須存置之登記冊之權益：

附註：

1. Billion Power為台灣味丹的全資子公司，故台灣味丹被視為擁有該等由Billion Power所持有之460,237,609股股份之權益。

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Save as disclosed above, so far as is known to the Company, as at 30 June 2012, no other person (not being a Director or chief executive of the Company) 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has made specific enquiries of all Directors to confirm that they have complied with the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules of the Hong Kong Stock Exchange during the reporting period up to 30 June 2012.

### COMPLIANCE WITH APPENDIX 14 OF THE LISTING RULES OF THE HONG KONG STOCK EXCHANGE

The Company has complied with the provisions of the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules of the Hong Kong Stock Exchange during the period from 1 January 2012 to 31 March 2012.

The Company has complied with the provisions of the Corporate Governance Code ("CG Code") set out in Appendix 14 of the revised Listing Rules of the Hong Kong Stock Exchange during the period from 1 April 2012 to 30 June 2012.

In respect of code provisions A.6.7 and E.1.2 of the CG Code, the Non-executive Directors and the Independent Non-executive Directors (including the chairmen of the Audit Committee and the Remuneration Committee), as well as the Chairman of the Board (also the Chairman of the Nomination Committee) were not in the position to attend the annual general meeting of the Company held on 22 May 2012 due to business commitments.

### EMPLOYEE INFORMATION

On 30 June 2012, the Group had 3,574 employees of whom 3,167 are based in Vietnam, 390 in China and 17 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 their respective individual performance assessment.

除上文所披露者外，據本公司所知，於二零一二年六月三十日，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中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，或須列入本公司根據證券及期貨條例第336條須存置之登記冊之任何權益或淡倉。

### 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，彼等於報告期內截至二零一二年六月三十日已遵守香港聯交所上市規則附錄10所載《上市發行人董事進行證券交易的標準守則》。

### 遵守香港聯交所上市規則附錄14

於二零一二年一月一日至二零一二年三月三十一日期間，本公司一直遵守香港聯交所上市規則附錄14所載《企業管治常規守則》之條文。

於二零一二年四月一日至二零一二年六月三十日期間，本公司一直遵守香港聯交所經修訂上市規則附錄14所載《企業管治守則》之條文。

就《企業管治守則》之守則條文A.6.7條及E.1.2條，非執行董事及獨立非執行董事（其中包括審計委員會及薪酬委員會主席），以及董事會主席（亦為提名委員會主席）因業務關係未克出席本公司於二零一二年五月二十二日舉行之股東週年大會。

### 僱員資料

於二零一二年六月三十日，本集團僱有3,574名僱員，其中3,167名駐於越南、390名駐於中國以及17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，本集團亦按照彼等各自的個別表現評估向若干僱員酌情發放花紅及購股權。

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### AUDIT COMMITTEE

The Audit Committee has reviewed with the 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 2012. 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 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 expired on 12 June 2008 and any outstanding share options have expired and have been cancelled.

### INTERIM DIVIDEND

The Board has resolved to declare an interim dividend for the six months ended 30 June 2012 of 0.144 US cents per share. The interim dividend will be paid on 4 October 2012 in HK dollar to shareholders whose name appear on the register of members of the Company on 21 September 2012. The HK\$ equivalent of the interim dividend is 1.113 HK cents per share, which is based on the exchange rate of US\$ against HK\$ at US\$1.00 to HK\$7.727 as quoted by The Hong Kong Association of Banks on 21 August 2012.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 19 September 2012 to Friday, 21 September 2012 (both days inclusive), during which period no transfer of the Company's shares will be registered. In order to be eligible to receive the interim dividend for the six months ended 30 June 2012, unregistered holders of the Company's shares must lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 18 September 2012.

### 審計委員會

審計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，包括審閱截至二零一二年六月三十日止六個月之未經審核中期財務報告。審計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，再不可亦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。

### 中期股息

董事會決議宣派截至二零一二年六月三十日止六個月之中期股息每股0.144美仙。中期股息將於二零一二年十月四日以港元支付予於二零一二年九月二十一日名列本公司股東名冊的股東。中期股息將按香港銀行公會於二零一二年八月二十一日所報之美元兌港元匯率1.00美元兌7.727港元換算，即每股1.113港仙。

### 暫停辦理股東登記

本公司將於二零一二年九月十九日（星期三）至二零一二年九月二十一日（星期五）（包括首尾兩天）暫停辦理股份過戶登記手續，期間概不會辦理本公司股份過戶。為符合資格收取截至二零一二年六月三十日止六個月之中期股息，尚未登記的本公司股份持有人須不遲於二零一二年九月十八日（星期二）下午四時三十分將所有過戶文件連同有關股票送達本公司香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。