



LAM SOON FOOD INDUSTRIES LIMITED  
南順食品工業有限公司

# Innovation



Interim Report 中期報告書 2001



## Business Review and Outlook 業務回顧及展望

### Business Review

The Group achieved a consolidated turnover of HK\$742 million for the first half of 2001. Its net profit attributable to shareholders is HK\$1.5 million, representing HK\$34 million better than the same period of last year. This is mainly the result of more effective raw materials sourcing and operating productivity programs.

Our branded products reported encouraging growth for the first half of 2001, during which we achieved double digit volume growth for our Flour products, Edible Oil products, and Detergent products.

During the period, a final resolution was completed with the relevant government authorities for the wheat quota issue. There is no further contingent provision required on this matter.

### Financial Review

Current ratio	流動比率	<b>0.9</b>	1.1
Net working capital (HK\$ million)	營運資金淨額(港幣百萬元)	<b>202</b>	187
Net working capital to sales (%)	營運資金淨額與 銷售額之比率(百分率)	<b>13</b>	12
Net borrowings (HK\$ million)	借貸淨額(港幣百萬元)	<b>316</b>	350
Gearing ratio (%)	負債比率(百分率)	<b>26</b>	29

The Group generally finances its businesses with internally generated cash flows and banking facilities at different geographical markets as far as practicable. Financing and cash management activities of the Group are coordinated at the Corporate level.

The Group's working capital management continued to keep tight control on credit policies and inventory planning. As at 30th June 2001, over 97% of its receivables were less than 3 months old, compared to 93% as at 31st December 2000. The Group's provision on overall receivables remained relatively unchanged. Most of the Group's trade creditors normally grant over 90 days credit to the Group.

### 業務回顧

本集團於二零零一年上半年錄得綜合營業額達港幣742,000,000元。股東應佔溢利為港幣1,500,000元，較去年同期上升了港幣34,000,000元。業績較去年同期有所改善，有賴成功提升了原料採購及生產方面之效能所致。

我們之品牌產品於同期取得令人鼓舞的增長，麵粉部、食用油脂部及清潔用品部之業務均錄得雙位數字的增長。

是期間，由於小麥進口配額之問題已與有關之政府部門達成方案，故無須作出任何撥備。

### 財務回顧

<b>30th June 2001 二零零一年 六月三十日 (unaudited) (未經審核)</b>	31st December 2000 二零零零年 十二月三十一日 (audited) (經審核)
<b>0.9</b>	1.1
<b>202</b>	187
<b>13</b>	12
<b>316</b>	350
<b>26</b>	29

本集團一般均盡量以不同地域市場內部產生之流動現金及銀行信貸提供營運所需資金。本集團之融資及現金管理事宜均由企業層統籌。

本集團對營運資金之管理，繼續嚴謹控制信貸政策及存貨規劃。而比較起於二零零零年十二月三十一日之93%，超過97%於二零零一年六月三十日之逾期應收賬款少於三個月賬齡。本集團就整體應收賬款所作出之撥備相對維持不變。而本集團絕大多數購貨客戶均給予本集團超過90天數期。

The debt maturity profile of the Group as at 30th June 2001 is analysed as follows:

Repayable within one year	一年內償還
Repayable after 1 year, but within 2 years	於一年後至兩年內 償還
Repayable after 2 years, but within 5 years	於兩年後至五年內 償還

本集團於二零零一年六月三十日的債務還款期分析如下：

<b>30th June 2001 二零零一年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元</b>	31st December 2000 二零零零年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
<b>507,920</b>	467,811
<b>62,346</b>	203,533
—	730
<b>570,266</b>	672,074

The Group's gearing ratio was improved from 29% as at 31st December 2000 to 26% as at 30th June 2001, which was calculated based on the net borrowings (net of cash deposits and bank balances) of HK\$316 million (31st December 2000: HK\$350 million) and the shareholders' funds of HK\$1,218 million (31st December 2000: HK\$1,227 million).

本集團之負債比率已由二零零零年十二月三十一日的29%改善至二零零一年六月三十日的26%，此乃根據借貸淨額(已扣除現金存款及銀行結餘)之港幣316,000,000元(二零零零年十二月三十一日：港幣350,000,000元)及股東權益港幣1,218,000,000元(二零零零年十二月三十一日：港幣1,227,000,000元)計算。

As at 30th June 2001, there were available aggregate banking facilities of HK\$398 million that have not yet been utilized by the Group. As the cash deposits and bank balances of the Group amounted to HK\$322 million together with the total net working capital of HK\$202 million, the management believes that the Group has sufficient financial resources to discharge its debts and to finance its daily operations and capital expenditure.

於二零零一年六月三十日，本集團未動用之銀行信貸總額合共港幣398,000,000元。有鑒於本集團之現金存款及銀行結餘共港幣322,000,000元以及淨營運資金總額達港幣202,000,000元，管理層認為本集團具備充足財務資源償還債務及提供日常業務運作所需資金及資本支出。

Over 74% of the Group's cash deposits and bank balances are denominated in either Hong Kong Dollars or US Dollars. The exposure to exchange fluctuation is minimal. As at 30th June 2001, the Group had entered into an interest rate swap agreement of notional principal amount of US\$5 million (31st December 2000: US\$5 million) and currency swap arrangement of RMB200 million (31st December 2000: RMB200 million) for hedging purposes.

本集團的現金存款及銀行結餘超過74%均為港幣或美元，受貨幣兌換率波動影響的機會甚微。於二零零一年六月三十日，本集團已簽定名義本金面值5,000,000美元(二零零零年十二月三十一日：5,000,000美元)的利息掉期合約及外幣掉期安排為人民幣200,000,000元(二零零零年十二月三十一日：人民幣200,000,000元)，作為對沖之用。

## Employee, Training and Remuneration Policy

As at 30th June 2001, the Group has approximately 1,460 (31st December 2000: 1,500) employees. Employees are remunerated according to nature of the job and market trend, with built-in merit component incorporated in the annual increment and year end performance bonus to reward and motivate individual performance. Total staff costs for the period ended 30th June 2001 were HK\$55 million.

Pursuant to the share option scheme ("Scheme") approved by the shareholders on 3rd June 1993, the directors of the Company may invite employees and directors of the Company or any of its subsidiaries from time to time to take up options to subscribe for shares of HK\$1 each in the capital of the Company. The subscription price and the exercisable period is determined in accordance with prescribed formula and terms. No option was granted and none of the grantees exercised their options under the Scheme during the period.

## Charges on Group Assets

As at 30th June 2001, the amount of the Group's assets pledged as security for liabilities was HK\$743 million (31st December 2000: HK\$788 million).

## Outlook

The Group will continue to drive sales growth in every market and for every major brand. We have consistently been providing superior quality and services to satisfy the needs of our customers.

In March 2001, Lam Soon Food Supply Company Limited was established to integrate the sales and distribution services of the Group's businesses for the Hong Kong market. Its purpose is to better leverage the synergies of its core brands, customer bases, sales and logistic functions. This company is a wholly owned subsidiary of the Group.

In Guangdong, it has built its sales and distribution network over the past few years and has continued to provide higher sales and market share growth.

The Group will also focus on the improvement of its operating margins through series of productivity and operating improvement programs. The Group has well prepared to position itself for the challenges and opportunities as China is going to enter the World Trade Organization (WTO) in the near future.

## 僱員、培訓及薪酬政策

截至二零零一年六月三十日，集團旗下員工約1,460人（二零零零年十二月三十一日：1,500人）。員工薪酬乃按工作性質和市況而釐定，並於期間增薪評估內設有表現評估部分及年終獎金，以推動及獎勵個人工作表現。截至二零零一年六月三十日止期間內的職工成本總額為港幣55,000,000元。

根據股東於一九九三年六月三日通過的購股權計劃（「該計劃」），本公司董事可邀請本公司或其任何附屬公司的僱員及董事接納購股權，可認購本公司作價港幣1元的股份。該等購股權的認購價及行使期乃按照指定的計算方法及條款而釐定。於是期間內，該計劃並沒有授出購股權，亦沒有獲授人行使其購股權。

## 本集團資產之抵押

於二零零一年六月三十日，本集團為負債作出抵押之資產金額為港幣743,000,000元（二零零零年十二月三十一日：港幣788,000,000元）。

## 展望

本集團將繼續努力不懈地為各主要品牌開拓不同的市場，務求各品牌之銷售量能保持穩健增長，更貫徹提供優質的產品及顧客服務以迎合不同客戶的要求。

為著改善本地市場於銷售及分銷範疇上之效益，南順食品供應有限公司於本年三月正式成立，該公司為本集團之全資擁有附屬公司。成立目的在於對本地市場之品牌推廣、客戶服務、銷售及物流管理層面上作出一站式支援，以達致最佳效率。

過去數年，本集團於廣東省地區所建立的銷售及分銷網絡，繼續為整體銷售量帶來了貢獻，從而爭取了更高的市場佔有率。

透過一系列有效而可行的生產及營運改善方案，冀望能為集團提高營運利潤。本集團更以積極的態度作好了準備，以迎接中國即將加入世界貿易組織所帶來的挑戰及商機。

**Flour Division**

The Division has successfully completed its capacity expansion in April, raising the production capability of the Shekou flour mill from a daily capacity of 800 metric tons to 1,000 metric tons. The Shekou flour mill is now ranked as the largest wholly foreign-owned flour mill in China.

Sales of the Division also achieved satisfactory growth during the period. In China, the volume growth was 11%. In Hong Kong, Lam Soon remains as the leading supplier in the market. Its most premium brands, "American Roses" and "Golden Statue" are the most preferred choice of flour for making dim sum and bakery products being consumed everyday by most of the Hong Kong people.

**Edible Oil Division**

The retail sales of our flagship brands, namely "Knife" Brand and "Red Lantern" Brand reported double digit volume growth from the same period of last year.

Year 2001 is the second consecutive year that "Knife" Brand was once again recognized as a Super Brand in Asia by Reader's Digest. During the first six months of this year, the brand has increased its market share as the No.1 brand in Hong Kong.

In China, there are improvements to both supply costs and retail sales. In addition, there are also increases to the utilization of our production capacity at Shekou refinery. The Division has reported improved operating results from last year. We expect this improvement will continue for the rest of the year.

**Detergent Division**

The Division continues to show operating profit improvement for the first half of the year. According to AC Nielsen, we remain as the market leader in the Hong Kong dish washing detergent market.

Fruit Wash is a new initiative designed by "AXE Homecare Laboratory" for Hong Kong cleaning vegetables and fresh fruits. The product helps Hong Kong consumers to prevent the intake of toxic chemical.

Our business in China also achieved double digit volume growth during the period.

**Packaging Division**

The operating margin of the Division has improved by HK\$6 million during the period mainly due to more stable aluminum costs.

**麵粉部**

本集團位於中國蛇口的麵粉廠於今年四月已完成其擴大生產規模，日產量由800公噸增至1,000公噸，擢升為中國最大規模的全外資麵粉廠。

本部的銷售額達至非常滿意的增長。中國地區的總銷售量增長了11%。在香港，我們的產品繼續保持著市場上領導的地位。著名品牌「美玫瑰牌」及「金像牌」麵粉更是香港用家們首選的點心及糕點用粉。

**食用油脂部**

於零售市場方面，食用油脂部之旗艦品牌「刀嘜」及「紅燈牌」之銷售量較去年同期比較錄得雙位數字的增長。

於二零零一年，「刀嘜」更連續第二年被「讀者文摘」評選為亞洲區非常品牌金獎。在本年首六個月內，「刀嘜」於香港的食油市場佔有率再次攀升，成為香港市場首位的品牌。

於中國，無論在供應成本及零售業務上都得到改善，再加上不斷提高位於蛇口煉油廠的使用量，本部之營運成果較去年為佳。我們期望此增長於下半年能持續。

**清潔用品部**

上半年，本部的營運利潤較去年為高。根據AC Nielsen之市場調查顯示，本部出產之洗潔劑繼續雄踞香港市場的首位。

由「AXE家居護理研究中心」研製而成的蔬果清洗液，正式於香港市場推出，此產品能有效地清除殘留於蔬果上的農藥及細菌。

是期間，本部於國內市場之銷售量同樣錄得雙位數字的增長。

**鋁罐生產部**

是期間，穩定的鋁質物料價格為本部帶來了為數達港幣6,000,000元之利潤增長。

**Consolidated Income Statement (unaudited)**  
**綜合收益表 (未經審核)**

Six months ended 30th June

截至六月三十日止六個月

		Note	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元
Turnover	營業額	2	<b>742,000</b>	801,921
Cost of sales	銷貨成本		<b>(612,785)</b>	(684,547)
Gross profit	毛利		<b>129,215</b>	117,374
Other income	其他收入		<b>7,725</b>	9,671
Selling and distribution expenses	銷售及推銷費用		<b>(62,479)</b>	(58,494)
Administrative expenses	管理費用		<b>(55,068)</b>	(65,517)
Other operating expenses	其他經營費用		<b>(10,378)</b>	(11,610)
Profit/(loss) from operations	經營業務溢利/(虧損)	2	<b>9,015</b>	(8,576)
Net interest expenses	利息支出淨額		<b>(14,632)</b>	(25,546)
Operating losses	經營虧損	3	<b>(5,617)</b>	(34,122)
Share of results of a jointly controlled entity	應佔共同控制個體的業績		<b>6,515</b>	1,259
Profit/(loss) from ordinary activities before taxation	除稅前日常業務的溢利/(虧損)		<b>898</b>	(32,863)
Taxation	稅項	4	<b>(3,499)</b>	(3,548)
Losses after taxation	除稅後虧損		<b>(2,601)</b>	(36,411)
Minority interests	少數股東權益		<b>4,099</b>	3,791
Profit/(loss) attributable to shareholders	股東應佔溢利/(虧損)		<b>1,498</b>	(32,620)
Earnings/(loss) per share	每股盈利/(虧損)	5	<b>HK\$0.012</b>	(HK\$0.255)
Basic	基本			
Diluted	攤薄後		<b>HK\$0.009</b>	N/A

Condensed Consolidated Balance Sheet  
簡明綜合資產負債表

		Note	30th June 2001 二零零一年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2000 二零零零年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Fixed assets	固定資產		<b>1,268,812</b>	1,338,737
Intangible assets	無形資產		<b>35,909</b>	36,830
Interest in associates	應佔聯營公司權益		<b>24,644</b>	24,643
Interest in a jointly controlled entity	應佔共同控制個體權益		<b>59,392</b>	53,910
Other assets	其他資產		<b>1,129</b>	1,129
			<b>1,389,886</b>	1,455,249
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		<b>192,211</b>	217,385
Debtors, deposits and prepayments	應收賬款、按金及預付款	6	<b>263,844</b>	271,810
Bills receivable	應收票據		<b>47,379</b>	38,163
Deposits with financial institutions	財務機構存款		<b>218,895</b>	295,119
Cash and bank balances	現金及銀行存款		<b>103,562</b>	95,850
Other current assets	其他流動資產		<b>15,343</b>	27,090
			<b>841,234</b>	945,417
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Secured and unsecured bank loans and overdrafts	銀行有抵押及無抵押貸款和透支		<b>507,920</b>	467,811
Other secured and unsecured loans	其他有抵押及無抵押貸款		<b>68,535</b>	22,181
Creditors, deposits received and accruals	應付賬款、已收按金及應付費用	7	<b>209,115</b>	251,139
Bills payable	應付票據		<b>44,440</b>	53,148
Tax payable	應付稅款		<b>18,922</b>	17,279
Other current liabilities	其他流動負債		<b>44,706</b>	44,966
			<b>893,638</b>	856,524
NET CURRENT (LIABILITIES)/ASSETS	流動(負債)/資產淨值		<b>(52,404)</b>	88,893
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		<b>1,337,482</b>	1,544,142

Condensed Consolidated Balance Sheet (Continued)  
簡明綜合資產負債表(續)

		Note	30th June 2001 二零零一年 六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2000 二零零零年 十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
SHARE CAPITAL	股本		152,904	152,904
RESERVES	儲備	8	1,064,598	1,074,530
SHAREHOLDERS' FUNDS	股東權益		1,217,502	1,227,434
MINORITY INTERESTS	少數股東權益		55,330	63,350
NON-CURRENT LIABILITIES	非流動負債			
Secured bank loans	有抵押銀行貸款		62,346	204,263
Other unsecured loan	其他無抵押貸款		—	46,794
Other non-current liabilities	其他非流動負債		2,304	2,301
			64,650	253,358
			1,337,482	1,544,142



Condensed Consolidated Cash Flow Statement (unaudited)  
簡明綜合現金流量表(未經審核)

Six months ended 30th June

截至六月三十日止六個月

		<b>2001</b> <b>二零零一年</b> <b>HK\$'000</b> <b>港幣千元</b>	2000 二零零零年 HK\$'000 港幣千元
Net cash inflow from operating activities	經營業務的現金流入淨額	<b>44,542</b>	88,778
Net cash outflow from returns on investments and servicing of finance	投資回報及財務收支的現金流出淨額	<b>(15,549)</b>	(28,598)
Net taxation paid	已付稅項淨額	<b>(1,856)</b>	(6,158)
Net cash inflow/(outflow) from investing activities	投資業務的現金流入／(流出)淨額	<b>16,475</b>	(34,034)
Net cash inflow before financing	融資前的現金流入淨額	<b>43,612</b>	19,988
Net cash (outflow)/inflow from financing	融資的現金(流出)／流入淨額	<b>(66,245)</b>	23,524
(Decrease)/increase in cash and cash equivalents	現金及現金等值的(減少)／增加	<b>(22,633)</b>	43,512
Cash and cash equivalents at 1st January	一月一日現金及現金等值結餘	<b>143,056</b>	80,486
Effect of foreign exchange rate changes	匯率變動的影響	<b>457</b>	357
Cash and cash equivalents at 30th June	六月三十日現金及現金等值結餘	<b>120,880</b>	124,355

Consolidated Statement of Recognised Gains and Losses (unaudited)  
綜合已確認損益報表(未經審核)

Six months ended 30th June

截至六月三十日止六個月

		Note 附註	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元
Exchange differences arising on translation of financial statements of overseas subsidiaries	折算海外附屬公司財務報表所產生的外匯差額	8	(11,430)	14,605
Net (loss)/gain not recognised in the consolidated income statement	未確認於綜合收益表的(虧損)/收益淨額		(11,430)	14,605
Net profit/(loss) for the period	是期間的淨溢利/(虧損)		1,498	(32,620)
Total recognised losses	經確認虧損總額		(9,932)	(18,015)

Notes:

**1. Basis of preparation and accounting policies**

The condensed consolidated financial statements are unaudited and have been prepared in compliance with Statement of Standard Accounting Practice ("SSAP") No. 25 "Interim Financial Reporting" issued by the Hong Kong Society of Accountants ("HKSA") and on a basis consistent with the accounting policies (except that disclosed below) adopted in the Group's annual financial statements for the year ended 31st December 2000.

In prior years, the intangible assets are stated at cost. In order to comply with SSAP No. 29 "Intangible Assets" issued by the HKSA during the period, the cost of intangible assets is amortised over its remaining useful lives of 20 years on a straight-line basis with effect from 1st January 2001. According to the transitional provision stated in respective SSAP the Group has adopted the new accounting policy prospectively as it is impracticable to determine the amount relating to prior periods or to restate comparative information.

Certain comparative figures have been reclassified to conform with the current period's presentation.

附註：

**1. 編製財務報表的準則及會計政策**

此未經審核之簡明綜合財務報表乃按照香港會計師公會頒佈之會計實務準則第二十五號「中期財務報告」而編製。其編製準則與本集團截至二零零零年十二月三十一日止之年度財務報表所採用的會計政策(以下披露者除外)一致。

在以往年度，無形資產乃按成本入賬。為了符合香港會計師公會於是期間內頒佈之會計實務準則第二十九號「無形資產」，從二零零一年一月一日起，無形資產之成本乃按其估計剩餘二十年之可用年期以直線法攤銷。由於不能切實地確定其前期金額或重編比較數字，本集團因此根據該會計實務準則所設定之過渡條款而預期地採用以上所述之新會計政策。

若干比較數字已重新分類，以配合是期間賬目之編列方式。

**2. Segmental information**

The analysis of the Group's turnover and contribution to profit from operations by principal activities and geographical areas of operation are as follows:

**By principal activities:**

Processing and marketing of flour products  
Processing and marketing of edible oils and vegetable fats  
Manufacturing and trading of detergent products  
Manufacturing and trading of packaging products  
Bulk trading of edible oils and grains  
Investment holdings

**按主要業務：**

麵粉加工及買賣  
食油及植物脂肪加工及買賣  
清潔劑製造及買賣  
包裝產品製造及買賣  
散裝食油及穀物買賣  
投資控股

**By geographical areas of operation:**

Mainland China  
Hong Kong  
Taiwan  
Others

**按業務經營地域：**

中國大陸  
香港  
台灣  
其他

**2. 業務分佈資料**

本集團之營業額與對經營業務溢利之貢獻，按主要業務及經營地域而劃分的分析列述如下：

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

Turnover 營業額		Profit/(loss) from operations 經營業務溢利/(虧損)	
2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元
<b>272,933</b>	260,718	<b>19,182</b>	12,229
<b>178,839</b>	201,720	<b>13,890</b>	8,952
<b>46,023</b>	43,065	<b>2,264</b>	1,177
<b>239,678</b>	271,247	<b>(3,199)</b>	(9,422)
<b>4,527</b>	25,171	<b>(2,966)</b>	(3,330)
—	—	<b>(20,156)</b>	(18,182)
<b>742,000</b>	801,921	<b>9,015</b>	(8,576)
<b>431,549</b>	438,628	<b>9,513</b>	(2,675)
<b>157,385</b>	182,891	<b>(2,854)</b>	(2,666)
<b>150,188</b>	177,723	<b>1,424</b>	(3,990)
<b>2,878</b>	2,679	<b>932</b>	755
<b>742,000</b>	801,921	<b>9,015</b>	(8,576)

**3. Operating losses**

Operating losses are arrived at after charging/(crediting):

Net interest on borrowings  
Depreciation and amortisation  
Profit on disposal of fixed assets

淨借貸利息  
折舊及攤銷  
出售固定資產的溢利

**3. 經營虧損**

經營虧損已扣除/(計入)下列各項：

Six months ended 30th June 截至六月三十日止六個月	
2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元
<b>14,632</b>	25,546
<b>46,062</b>	46,061
<b>(333)</b>	—

**4. Taxation**

- (a) The provision for Hong Kong profits tax is calculated at 16% (2000: 16%) of the estimated assessable profits for the period. Overseas taxation is provided for at the relevant tax rates.
- (b) The taxation charge is made up as follows:

The Company and subsidiaries	本公司及附屬公司
Hong Kong taxation	香港稅項
Overseas taxation	海外稅項
Jointly controlled entity	共同控制個體
Hong Kong taxation	香港稅項

**5. Earnings/(loss) per share**(a) *Basic*

The calculation of basic earnings/(loss) per share is based on the profit attributable to shareholders of HK\$1,498,000 (2000: loss of HK\$32,620,000) and the weighted average number of 127,904,201 (2000: 127,904,201) ordinary shares in issue during the period.

(b) *Diluted*

The diluted loss per share for the period ended 30th June 2000 is not presented as the potential ordinary shares in respect of outstanding share options and convertible 5% non-cumulative preference shares are anti-dilutive.

The calculation of diluted earnings per share for the period ended 30th June 2001 is based on the profit attributable to shareholders of HK\$1,498,000 and the weighted average number of 171,329,201 ordinary shares in issue during the period.

**4. 稅項**

- (a) 香港利得稅準備乃根據是期間內估計應課稅溢利按稅率16%(二零零零年:16%)計算。海外稅項則按當地的稅率計算。
- (b) 稅項支出如下:

<b>Six months ended 30th June 截至六月三十日止六個月</b>	
<b>2001 二零零一年 HK\$'000 港幣千元</b>	2000 二零零零年 HK\$'000 港幣千元
<b>1,783</b>	1,791
<b>683</b>	857
<b>2,466</b>	2,648
<b>1,033</b>	900
<b>3,499</b>	3,548

**5. 每股盈利/(虧損)**(a) *基本*

每股基本盈利/(虧損)乃根據股東應佔溢利港幣1,498,000元(二零零零年:港幣32,620,000元虧損)及本公司於是期間內已發行普通股之加權平均數127,904,201股(二零零零年:127,904,201股)計算。

(b) *攤薄後*

截至二零零零年六月三十日止,是期間內由於尚未行使之認股權及年息五厘可換股非累積優先股之潛在普通股,並無攤薄之影響,故此並無列出其攤薄後之每股虧損。

截至二零零一年六月三十日止,是期間內攤薄後每股盈利乃根據股東應佔溢利港幣1,498,000元及本公司於是期間內已發行普通股之加權平均數171,329,201股計算。

**5. Earnings/(loss) per share** (continued)

The number of ordinary shares used as denominator in calculating basic and diluted earnings per share for the period ended 30th June 2001 can be reconciled as follows:

Number of ordinary shares for calculating the basic earnings per share  
Effect of dilutive potential ordinary shares — convertible 5% non-cumulative preference shares

Number of ordinary shares for calculating the diluted earnings per share

**5. 每股盈利／(虧損)** (續)

在計算截至二零零一年六月三十日止期間內每股基本及攤薄後盈利所使用的股數調節如下：

計算每股基本盈利的普通股股數	127,904,201
潛在普通股攤薄的影響： — 一年息五厘的可換股非累積優先股	43,425,000
計算攤薄後每股盈利的普通股股數	<u>171,329,201</u>

**6. Debtors, deposits and prepayments**

Included in debtors, deposits and prepayments are trade debtors (net of provisions for bad and doubtful debts) with the following aging analysis:

0 – 3 months	零至三個月
4 – 6 months	四至六個月
Over 6 months	六個月以上
Deposits and prepayments	按金及預付款

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically.

**6. 應收賬款、按金及預付款**

應收賬款、按金及預付款包括應收賬款(已扣除呆壞賬準備)，其賬齡分析如下：

<b>30th June 2001</b> 二零零一年六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2000 二零零零年十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
<b>174,790</b>	168,667
<b>5,190</b>	10,354
—	2,208
<b>179,980</b>	181,229
<b>83,864</b>	90,581
<b>263,844</b>	<u>271,810</u>

給予顧客之信貸條款各異，一般按個別顧客之財政狀況衡量。為更有效地管理與應收賬款相關之信貸風險，本集團均定期進行顧客信用評估。

**7. Creditors, deposits received and accruals**

Included in creditors, deposits received and accruals are trade creditors with the following aging analysis:

0 - 3 months	零至三個月
4 - 6 months	四至六個月
Over 6 months	六個月以上
Deposits received and accruals	已收按金及應付費用

**7. 應付賬款、已收按金及應付費用**

應付賬款、已收按金及應付費用包括應付賬款，其賬齡分析如下：

<b>30th June 2001</b> 二零零一年六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2000 二零零零年十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
<b>117,679</b>	149,595
<b>8,742</b>	12,566
<b>1,362</b>	1,098
<b>127,783</b>	163,259
<b>81,332</b>	87,880
<b>209,115</b>	251,139

**8. Reserves**

		Share premium 股份溢價 HK\$'000 港幣千元	Exchange reserve 外匯儲備 HK\$'000 港幣千元	Revenue reserve 收益儲備 HK\$'000 港幣千元	Capital reserve 資本儲備 HK\$'000 港幣千元	Legal reserve 法定儲備 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
At 1st January 2001	二零零一年一月一日	910,121	(77,668)	228,916	2,546	10,615	1,074,530
Exchange differences arising on translation of financial statements of overseas subsidiaries	折算海外附屬公司財務報表所產生的外匯差額	—	(11,430)	—	—	—	(11,430)
Profit for the period	是期間溢利	—	—	1,498	—	—	1,498
<b>At 30th June 2001</b>	<b>二零零一年六月三十日</b>	<b>910,121</b>	<b>(89,098)</b>	<b>230,414</b>	<b>2,546</b>	<b>10,615</b>	<b>1,064,598</b>

**8. 儲備****9. Capital commitment**

As at 30th June 2001, the Group had the following commitment not provided for in the financial statements:

Authorised capital expenditure, but not contracted for	經核定後但仍未簽約的資本支出
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**9. 資本承擔**

於二零零一年六月三十日，集團並沒有為以下的承擔項目在財務報表中作出準備：

<b>30th June 2001</b> 二零零一年六月三十日 (unaudited) (未經審核) HK\$'000 港幣千元	31st December 2000 二零零零年十二月三十一日 (audited) (經審核) HK\$'000 港幣千元
—	8,842

**10. Contingent liabilities**

- (a) As at 30th June 2001, the Company had contingent liabilities in respect of several guarantees given by the Company to banks to secure banking facilities granted to certain subsidiaries of which amounts utilised by the subsidiaries amounted to HK\$72,721,000 (31st December 2000: HK\$52,377,000).
- (b) As at 30th June 2001, the Group and the Company had contingent liabilities in respect of several guarantees given by the Company to banks to secure banking facilities of a jointly controlled entity to the extent of HK\$9,279,000 (31st December 2000: HK\$10,131,000).
- (c) In April 1999, several employees of a subsidiary, Lam Soon Ball Yamamura Inc. ("LSBY"), sued LSBY for additional overtime pay of approximately NT\$9,031,000 (31st December 2000: NT\$9,031,000) (equivalent to approximately HK\$2,077,000 (31st December 2000: HK\$2,154,000)) plus interest at 5% per annum until the payment date. No provision for such contingent loss was made in the consolidated income statement as the management considers that LSBY has a meritorious defence and had appealed to the local High Court. As at 30th June 2001, the legal proceeding was still in progress.
- (d) As at 31st December 2000, the Group sold its notes receivable with recourse to a finance company amounted to NT\$65,129,000 (equivalent to approximately HK\$15,533,000). There was no such contingent liability recorded as at 30th June 2001.

**10. 或然負債**

- (a) 於二零零一年六月三十日，本公司的或然負債為多項由本公司向銀行提出的擔保，以便有關附屬公司取得銀行信貸額。而有關附屬公司已動用之信貸金額共港幣72,721,000元（二零零零年十二月三十一日：港幣52,377,000元）。
- (b) 於二零零一年六月三十日，本集團及本公司的或然負債為多項由本公司向銀行提出的擔保，以便有關共同控制個體取得銀行信貸共港幣9,279,000元（二零零零年十二月三十一日：港幣10,131,000元）。
- (c) 於一九九九年四月，本集團的附屬公司—寶順製罐股份有限公司（「寶順公司」）遭多名員工控告，要求寶順公司給付額外加班費約為新台幣9,031,000元（二零零零年十二月三十一日：新台幣9,031,000元）（約相等於港幣2,077,000元（二零零零年十二月三十一日：港幣2,154,000元）），並附加截至清償之日止，按年息5%計算之利息。管理層認為寶順公司理據充足，並已向當地的高等法院提出上訴。因此，並沒有在綜合收益表內作出是項或然虧損的準備。截至二零零一年六月三十日，該案件訴訟程序仍在進行中。
- (d) 於二零零零年十二月三十一日，本集團向一財務機構出售一批有追索權之應收票據，總值約為新台幣65,129,000（約相等於港幣15,533,000元）。於二零零一年六月三十日，本集團並沒有是項或然負債記錄。

**11. Related party transactions**

The Group had the following material transactions with its related parties during the period:

**11. 有關連人士的交易**

於是期間內，本集團有以下重要的有關連人士的交易：

Related parties 有關連人士	Nature of transactions 交易性質	Note 附註	Six months ended 30th June 截至六月三十日止六個月	
			2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元
(a) Ultimate holding company 最終控股公司	Management fee paid 管理費支出	(i)	<b>4,380</b>	4,854
(b) Fellow subsidiaries 同系附屬公司	Rental income from lease of plant and machinery 租用廠房及機器的收入	(i)	—	1,443
	Rental expense paid for lease of offices and warehouses 租用辦公室及貨倉的費用	(i)	<b>2,338</b>	2,618
	Sales of flour products 麵粉銷售	(iii)	<b>1,513</b>	1,404
	Purchase of small package oil 購買小包裝食油	(ii)	<b>1,563</b>	1,832
(c) Jointly controlled entity 共同控制個體	Sales of aroma oil 香味油銷售	(iii)	<b>17,850</b>	21,684
	Sales of detergent products 清潔用品銷售	(iii)	<b>1,281</b>	—
	Sub-contracting income on oil refinement 煉油加工的外判收入	(iii)	<b>908</b>	1,613
	Barge rental and operation fee income 駁船租賃和運作費收入	(iv)	<b>559</b>	540
	Advertising and promotion income 廣告和宣傳收入	(iv)	<b>1,500</b>	1,500
	Management fee income 管理費收入	(iv)	<b>1,500</b>	1,500
	Royalties received for the use of trademarks 商標使用的版權費收入	(v)	<b>11,533</b>	12,001



**11. Related party transactions** (continued)

Notes:

- (i) The management fee payable to the ultimate holding company, Lam Soon (Hong Kong) Limited ("LSHK"), the rental expenses payable to and rental income receivable from fellow subsidiaries were calculated with reference to services rendered to the Group and the interest element of the related lease obligations respectively.
- (ii) Purchase of small package oil was carried out at cost plus a percentage of profit mark-up.
- (iii) Sales of flour products, aroma oil, detergent products and sub-contracting income on oil refinement were made with reference to the market price.
- (iv) Barge rental and operation fee income, advertising, promotion and management fee income were determined on the basis of the cost and the amount of services performed by the Group.
- (v) Under the trademark licence agreement, the royalties received for the use of the trademarks are calculated based on a percentage as may be agreed between the parties from time to time of the gross sales value of licensed products sold by the licensee within Hong Kong and Macau.
- (vi) As at 30th June 2001, LSHK executed a guarantee in favour of the security agent for US\$3.1 million (31st December 2000: US\$5.5 million) in connection with a tranche of the syndicated loan of US\$3.1 million (31st December 2000: US\$5.5 million) granted to the Company.

**11. 有關連人士的交易** (續)

附註：

- (i) 最終控股公司 — 南順(香港)有限公司(「南順香港」)的管理費支出及同系附屬公司的租金支出和收入，均以本集團享用或提供的有關服務及有關租用合約條例計算。
- (ii) 購買小包裝食油是以成本加利潤百分比作價進行。
- (iii) 麵粉、香味油和清潔用品銷售及煉油加工外判收入均按照市場價格進行。
- (iv) 駁船租賃和運作費收入、廣告和宣傳收入及管理費收入均以有關成本及本集團所提供的服務而釐定。
- (v) 商標使用的版權收入是根據商標租用合同，以商標使用者在香港及澳門銷售可使用商標產品的總銷售金額按已訂百分率徵收。此已訂百分率可在雙方同意下定期更改。
- (vi) 於二零零一年六月三十日，「南順香港」為本公司的一項3,100,000美元(二零零零年十二月三十一日：5,500,000美元)銀團貸款作出3,100,000美元(二零零零年十二月三十一日：5,500,000美元)的擔保。

**Interim Dividend**  
**中期股息**

The Board does not recommend the payment of an interim dividend for the period (2000: nil).

董事會擬不派發中期股息(二零零零年：無)。

## Directors' and Chief Executives' Interests in Shares 董事及主要行政人員之持股權益

As at 30th June 2001, the directors, the chief executives and their associates had the following interests in the shares of the Company and its associated corporations as recorded in the Register of Directors' Interests kept by the Company under Section 29 of the Securities (Disclosure of Interests) Ordinance:

根據證券(公開權益)條例第二十九條而設之董事權益登記冊顯示，於二零零一年六月三十日，各董事、主要行政人員及與彼等有關連之人士或公司擁有本公司及其相聯公司之權益如下：

		Number of shares held 持有股份數目				Number of share options outstanding 尚未行使購股權可認購之股份數目
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	
<b>(1) The Company</b>	<b>本公司</b>					
Whang Tar Choung	黃大椿	—	90,000	—	—	—
Tsao Chen, James	曹震	142,000	—	—	—	—
Whang Sun Tze	黃上哲	3,670,090	—	21,500 (Note a) (附註a)	—	—
Lo Kwong Chi, Clement	羅廣志	40,000	—	—	—	—
Ho King Cheung	何景祥	19	—	—	—	—
<b>(2) The ultimate holding company</b>	<b>最終控股公司</b>					
<b>Lam Soon (Hong Kong) Limited</b>	<b>南順(香港)有限公司</b>					
Whang Tar Choung	黃大椿	7,337,637	6,222,534	—	131,461,065 (Notes b & c) (附註b及c)	—
Ng Ping Kin, Peter	伍秉堅	1,325,000	—	—	—	—
Tsao Chen, James	曹震	50,000	—	—	—	3,155,296 (Note f) (附註f)
Whang Sun Tze	黃上哲	28,623,743	—	19,326 (Note d) (附註d)	116,396,624 (Notes b & e) (附註b及e)	—
Lo Kwong Chi, Clement	羅廣志	323,754	—	—	—	—
Eng, Jr. James	英正生	149,000	—	—	—	—
Ho King Cheung	何景祥	30,690	—	—	—	—
<b>(3) The fellow subsidiaries</b>	<b>同系附屬公司</b>					
<b>Flourtech International Holdings Limited</b>						
Ho King Cheung	何景祥	—	—	—	—	180,000 (Note g) (附註g)
<b>M.C. Packaging Offshore Limited</b>						
Ng Ping Kin, Peter	伍秉堅	3,000	—	—	—	—

Notes:

附註：

(a) The interest disclosed represents the corporate interests of Dr. Whang Sun Tze in 21,500 ordinary shares in the Company held by T.C. Whang & Company (Private) Limited.

(a) 所披露之權益代表黃上哲博士透過 T.C. Whang & Company (Private) Limited 持有本公司 21,500 股普通股之公司權益。

- (b) The interest disclosed herein included the interest in the ultimate holding company which the respective parties held by virtue of the provisions of Sections 8, 9 and 10 of the Securities (Disclosure of Interests) Ordinance and the shareholders' agreement and the supplemental agreement both dated 27th May 1997 made, inter alia, between Mr. Whang Tar Choung, Mdm. Teo Joo Yee, Dr. Whang Sun Tze (alias Whang Siong Tiat), Raven Investment Company Limited, T.C. Whang & Company (Private) Limited and Guoinvest International Limited.
- (c) The interest disclosed represents the interest of Mr. Whang Tar Choung in 131,461,065 ordinary shares in the ultimate holding company referred to in Note (b) above.
- (d) The interest disclosed represents the corporate interests of Dr. Whang Sun Tze in 19,326 ordinary shares in the ultimate holding company held by T.C. Whang & Company (Private) Limited and SGR Investment Company Limited.
- (e) The interest disclosed represents the interest of Dr. Whang Sun Tze in 116,396,624 ordinary shares in the ultimate holding company referred to in Note (b) above.
- (f) Options to subscribe for shares in Lam Soon (Hong Kong) Limited was granted to the following director:
- (b) 本文所披露之權益包括下述有關各方根據證券(公開權益)條例第八、九及十條之規定以及黃大椿先生、張如意女士、黃上哲博士、利宏投資有限公司、T.C. Whang & Company (Private) Limited 及 Guoinvest International Limited 根據於一九九七年五月二十七日訂立之股東協議及補充協議而持有於最終控股公司之權益。
- (c) 所披露之權益代表上文附註(b)所述由黃大椿先生持有最終控股公司131,461,065股普通股之權益。
- (d) 所披露之權益代表黃上哲博士透過 T.C. Whang & Company (Private) Limited 及 SGR Investment Company Limited 持有最終控股公司19,326股普通股之公司權益。
- (e) 所披露之權益代表上文附註(b)所述由黃上哲博士持有最終控股公司116,396,624股普通股之權益。
- (f) 可認購南順(香港)有限公司股份之購股權之賦予及行使詳列如下：

Name of director 董事姓名	Date granted 賦予日期	Exercisable period 可行使期間	Exercise price per share 每股認購價 HK\$ 港幣	Number of share options outstanding 尚未行使購股權 可認購之股份數目
Tsao Chen, James 曹震	20th August 1998 一九九八年八月二十日	12th August, 1998 to 11th August, 2001 一九九八年八月十二日至 二零零一年八月十一日	2.0815	3,155,296

None of the share options were exercised during the period.

是期間之購股權並無行使。

- (g) Options to subscribe for shares in Flourtech International Holdings Limited at the nominal value of the shares was granted to the following director:
- (g) 可按面值認購 Flourtech International Holdings Limited 股份之購股權之賦予及行使詳列如下：

Name of director 董事姓名	Date granted 賦予日期	Exercisable period 可行使期間	Exercise price per share 每股認購價 HK\$ 港幣	Number of share options outstanding 尚未行使購股權 可認購之股份數目	Consideration received for share options granted 賦與購股權時 收取之代價 HK\$ 港幣
Ho King Cheung 何景祥	1st February 1993 一九九三年二月一日	1st February 1993 to 31st January 2003 一九九三年二月一日至 二零零三年一月三十一日	1	180,000	1

None of the share options were exercised during the period.

是期間之購股權並無行使。

Save as disclosed herein, none of the directors, the chief executives and their associates had any other beneficial interests in the share capital of the Company and its associated corporations as at 30th June 2001.

除本文所披露外，於二零零一年六月三十日，各董事、主要行政人員及與彼等有關連之人士或公司並無實益擁有本公司及各相聯公司之權益。

Apart from the foregoing, there was no arrangement to which the Company or its holding company or any of its subsidiaries and fellow subsidiaries was a party to enable the directors and their spouse to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

除上列者外，是年度本公司、其控股公司、各附屬公司及各同系附屬公司並無簽訂任何協議，使本公司董事及其配偶可藉購買本公司或任何其他公司之股份或債券而獲得利益。

## Substantial Shareholders 主要股東

As at 30th June 2001, according to the register kept pursuant to Section 16(1) of the Securities (Disclosure of Interests) Ordinance, the following persons (not being a director or chief executive of the Company) were interested in shares representing 10% or more of the issued share capital of the Company:

Lam Soon (Hong Kong) Limited ("LSHK") 南順(香港)有限公司(「南順香港」)
Guoinvest International Limited ("Guoinvest")
Providence Investments N.V. ("Providence")
Guoline Capital Assets Limited ("Guoline")
Hong Leong Company (Malaysia) Berhad ("Hong Leong")
Quek Leng Chan ("Mr. Quek") 郭令燦(「郭先生」)
HL Holdings Sdn Bhd ("HLH")
Hong Leong Investment Holdings Pte Limited ("HL Investment")
Kwek Holdings Pte Limited ("Kwek Holdings")

### Notes:

- (A) The interests disclosed represent the aggregate corporate interests which Guoinvest held in the Company through LSHK.
- (B) The interests disclosed represent the aggregate corporate interests which Providence held in the Company through Guoinvest and LSHK.
- (C) The interests disclosed represent the aggregate corporate interests which Guoline held in the Company through Providence, Guoinvest and LSHK.
- (D) The interests disclosed represent the aggregate corporate interests which Hong Leong held in the Company through Guoline, Providence, Guoinvest and LSHK.
- (E) The interests disclosed represent the aggregate corporate interests which Mr. Quek, HLH, HL Investment and Kwek Holdings held in the Company through Hong Leong, Guoline, Providence, Guoinvest and LSHK.

## Board Audit Committee 審核委員會

The Company has set up Board Audit Committee to assist the Board in providing an independent review on the completeness, accuracy and fairness of the financial statements of the Company, as well as the efficiency and effectiveness of the Company's operations and internal controls. In addition, the Board Audit Committee has reviewed with management the accounting policies and practice adopted by the Group and discussed auditing, internal controls and financial reporting matters including a review of the unaudited interim financial statements for the period ended 30th June 2001.

根據證券(公開權益)條例第十六(一)條而設之權益登記冊顯示，於二零零一年六月三十日，下列人士(非本公司董事或主要行政人員)持有相當於本公司已發行股本10%或以上之股份：

Number of ordinary shares held 持有之普通股 股份數目	Number of convertible preference shares held 可換股優先股 持有之 股份數目	Note 附註
82,522,315	500,000,000	
82,522,315	500,000,000	A
82,522,315	500,000,000	B
82,522,315	500,000,000	C
82,522,315	500,000,000	D
82,522,315	500,000,000	E
82,522,315	500,000,000	E
82,522,315	500,000,000	E
82,522,315	500,000,000	E

### 附註：

- (A) 所公開之權益代表 Guoinvest 透過南順香港持有本公司股份之公司權益總額。
- (B) 所公開之權益代表 Providence 透過 Guoinvest 及南順香港持有本公司股份之公司權益總額。
- (C) 所公開之權益代表 Guoline 透過 Providence、Guoinvest 及南順香港持有本公司股份之公司權益總額。
- (D) 所公開之權益代表 Hong Leong 透過 Guoline、Providence、Guoinvest 及南順香港持有本公司股份之公司權益總額。
- (E) 所公開之權益代表郭先生、HLH、HL Investment 及 Kwek Holdings 透過 Hong Leong、Guoline、Providence、Guoinvest 及南順香港持有本公司股份之公司權益總額。

本公司已成立審核委員會，以協助董事會獨立檢討本公司財務報告的完整性、準確性和公正程度以及本公司營運與內部監控的效率及效益。審核委員會已連同管理層檢討本集團所採納之會計政策及實務，以及商討審計、內部監控及財務申報事宜，並已包括審閱截至二零零一年六月三十日止期間未經審核之中期財務報表。

### Code of Best Practice 最佳應用守則

In the opinion of the Directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, except that the non-executive directors were not appointed for a specific term as they are subject to retirement and re-election at the Company's Annual General Meeting in accordance with the Company's Bye-Laws.

就各董事所知，本公司於報告期間之任何時間內均遵守香港聯合交易所有限公司證券上市規則附錄十四所載之最佳應用守則之規定，惟非執行董事並無指定任期，根據本公司的公司章程細則規定，非執行董事須於本公司股東週年常會上輪值告退及膺選連任。

### Specific performance obligation for syndicated banking facility 銀團銀行融資貸款的特定 履行責任

On 16th August, 1999, a US\$42 million syndicated Term Loan Facility at market interest rates for advances in combination of HK Dollars and US Dollars ("the Facility") was entered into by the Company, containing a specific performance obligation by the Company to financial institutions. Following compliance with certain conditions precedent, the Facility has provided the Company a three year term loan repayable in 7 quarterly tranches, the first of which is payable 18 months after the date of the Facility. The Company has granted security for the Facility by pledging certain of the shares of its subsidiaries and assets of its PRC operation held by a subsidiary. Under the specific performance obligation imposed, LSHK, the parent of the Company, is required to maintain a shareholding (directly or indirectly) of not less than 51% in the Company. A breach of this obligation will cause a default under the Facility and the total amount outstanding under the Facility will become repayable immediately.

於一九九九年八月十六日，本公司訂立一項價值42,000,000美元之銀團定期融資貸款（「該貸款」），該貸款包括港元及美元合併墊款並按市場息率計算年利息，該貸款載有本公司須向財務機構遵守的一項強制履行責任。在遵守若干先決條件後，該貸款已為本公司提供一項三年期的貸款，分七季攤還，第一期為該貸款日期後18個月。本公司將其若干附屬公司的股份及由一間附屬公司持有的中國業務的資產作為該貸款的抵押。根據所實行的強制履行責任，本公司最終控股公司南順香港須維持（直接或間接）持有本公司不少於51%的股權。根據該貸款規定，違反本責任將造成該貸款事項內的違約事件，而該貸款的未償還總額須予即時償還。

### Purchase, sale or redemption of the Company's listed shares 購買、出售或贖回本公司之 上市股份

There was no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries during the period.

本公司或任何附屬公司是期間概無購買、出售或贖回本公司之上市股份。

### Appreciation 鳴謝

The Board would like to express its sincere appreciation to the bankers, suppliers, customers and shareholders for their continued support to the Group. The Board also wishes to thank the Group's management and staff for delivering major progresses in various core businesses.

董事會同寅對一直給予本集團支持的銀行、供應商、顧客及股東，致以最由衷的感謝。同時董事會同寅亦感謝本集團的管理層及員工，對核心業務之進展所付出之努力。

By order of the Board  
**Whang Tar Chong**  
Chairman

Hong Kong, 18th July 2001

承董事會命  
主席  
**黃大禧**

香港 二零零一年七月十八日