

# Notes to the Condensed Consolidated Financial Information

## 簡明綜合財務資料附註

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

### 1. General information

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

The Company was incorporated in the Cayman Islands with limited liability.

The Company’s shares are listed on The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information was approved for issue on 29 August 2006.

### 2. Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 June 2006 has been prepared in accordance with HKAS 34 “Interim financial reporting”. The interim condensed financial report should be read in conjunction with the annual financial statements for the year ended 31 December 2005.

### 3. Accounting policies

The accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2005.

The following new standards, amendments to standards and interpretations are mandatory for annual periods beginning on or after 1 January 2006.

- Amendment to HKAS 19, “Actuarial gains and losses, group plans and disclosures”

### 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」)生產及銷售發酵食品添加劑及生化產品、木薯澱粉產品(包括改性澱粉、葡萄糖漿、味精、蘇打及鹽酸)以及飲料。產品乃銷售往越南及其他東盟國家、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、國際貿易公司，以及食品、紙品、紡織品及化工產品生產商。

本公司為於開曼群島註冊成立之有限公司。

本公司之股份於香港聯合交易所有限公司上市。

本簡明綜合中期財務資料於二零零六年八月二十九日獲批准發佈。

### 2. 編製基準

截至二零零六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。本簡明中期財務報告應與截至二零零五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. 會計政策

採納之會計政策與截至二零零五年十二月三十一日止年度之年度財務報表之會計政策一致。

下列新訂準則、準則之修訂及詮釋強制規定須於二零零六年一月一日或之後開始之年度期間實施。

- 香港會計準則第19號修訂，「精算盈虧、集團計劃及披露」

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

**3. Accounting policies (continued)**

- Amendment to HKAS 39, Amendment to “The fair value option”
- Amendment to HKAS 21, Amendment “Net investment in a foreign operation”
- Amendment to HKAS 39, Amendment “Cash flow hedge accounting of forecast intragroup transactions”
- Amendment to IAS/HKAS 39 and IFRS/HKFRS 4, Amendment “Financial guarantee contracts”
- HKFRS 6, “Exploration for and evaluation of mineral resources”
- HK(IFRIC)-Int 4, “Determining whether an arrangement contains a lease”
- IFRIC/HK(IFRIC)-Int 5, “Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds”
- IFRIC/HK(IFRIC)-Int 6, “Liabilities arising from participating in a specific market – waste electrical and electronic equipment”

The adoption of the above new standards, amendments to standards and interpretation have had no significant impact to the accounting policies of the Group.

**3. 會計政策 (續)**

- 香港會計準則第39號修訂，「公平值購股權」之修訂
- 香港會計準則第21號修訂，「於外國公司之淨投資」之修訂
- 香港會計準則第39號修訂，「預測集團間交易現金流量對沖會計法」之修訂
- 國際會計準則／香港會計準則第39號及國際財務報告準則／香港財務報告準則第4號修訂，「財務擔保合約」之修訂
- 香港財務報告準則第6號，「礦產資源之勘探及估值」
- 香港（國際財務報告詮釋委員會）－詮釋第4號，「釐定安排是否包含租約」
- 國際財務報告詮釋委員會／香港（國際財務報告詮釋委員會）－詮釋第5號，「清拆、修復及環境復原基金產生之權益之權利」
- 國際財務報告詮釋委員會／香港（國際財務報告詮釋委員會）－詮釋第6號，「因參與特別市場－廢棄電器及電子設備產生之負債」

採納上述新準則、準則之修訂及詮釋並無對本集團會計政策產生任何重大影響。

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

**4. Segment analysis**

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group in making operating and financial decisions.

**(a) Business segment**

The Group has been operating in one single business segment, i.e. the manufacture and sale of fermentation-based food additives and biochemical products and cassava starch-based industrial products including modified starch, glucose syrup, MSG, soda and acid, and beverages.

**(b) Geographical segment**

In presenting information on the basis of geographical segment, revenue is based on the geographical presence of customers.

**4. 分部分析**

分部資料按本集團之業務及地理分類呈列。選擇業務分部資料作為主要呈報形式，原因是業務分部資料與本集團經營及財務決策有較密切關係。

**(a) 業務分部**

本集團專注經營單一業務，即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用品，包括改性澱粉、葡萄糖糖漿、味精、蘇打、鹽酸及飲料。

**(b) 地理分部**

按地理分部呈列資料時，收入乃根據客戶所在地入賬。

		Six months ended 截至以下日期止六個月	
		30 June 六月三十日 2006 US\$'000 千美元	30 June 六月三十日 2005 US\$'000 千美元
Vietnam	越南	74,765	63,909
The PRC	中國	20,203	16,958
Japan	日本	28,107	25,112
Taiwan	台灣	3,380	1,408
ASEAN countries (other than Vietnam)	東南亞國家聯盟(不包括越南)	12,564	6,158
Other regions	其他地區	2,454	3,809
		<b>141,473</b>	117,354

# Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

### 5. Capital expenditure

### 5. 資本支出

		Intangible assets 無形資產			Property, plant and equipment 物業、廠房 及設備	Land use rights 土地使用權
	Goodwill 商譽	Trademark 商標	Total 總額	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
<b>Six months ended 30 June 2005 截至二零零五年</b>						
六月三十日止六個月						
<b>Opening net book value as at 1 January 2005</b>	<b>於二零零五年一月一日 的期初賬面淨值</b>					
	6,859	–	6,859	213,849	225	
Additions	–	12,089	12,089	8,545	–	
Reclassification from inventories	–	–	–	3,100	–	
Disposals	–	–	–	(7)	–	
Amortisation and depreciation charge	–	(403)	(403)	(12,824)	(4)	
<b>Closing net book value as at 30 June 2005</b>	<b>於二零零五年 六月三十日 的期末賬面淨值</b>					
	6,859	11,686	18,545	212,663	221	
<b>Six months ended 30 June 2006 截至二零零六年</b>						
六月三十日止六個月						
<b>Opening net book value as at 1 January 2006</b>	<b>於二零零六年 一月一日 的期初賬面淨值</b>					
	8,159	11,082	19,241	216,187	5,583	
Additions	–	–	–	18,077	543	
Disposals	–	–	–	(19)	–	
Exchange translation difference	58	–	58	177	51	
Amortisation and depreciation charge	–	(605)	(605)	(13,268)	(71)	
<b>Closing net book value as at 30 June 2006</b>	<b>於二零零六年 六月三十日 的期末賬面淨值</b>					
	8,217	10,477	18,694	221,154	6,106	

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

## 6. Trade receivables

## 6. 應收貿易賬款

		As at 30 June 於六月三十日 2006 US\$'000 千美元	As at 31 December 於十二月 三十一日 2005 US\$'000 千美元
Trade receivables	應收貿易賬款	<b>34,962</b>	33,542
Due from related parties (note 18(b))	應收有關連人士款項(附註18(b))	<b>483</b>	2,287
		<b>35,445</b>	35,829

The credit terms of trade receivables range from cash on delivery to 120 days. At 30 June 2006 and 31 December 2005, the ageing analysis of the trade receivables was as follows:

應收貿易賬款之信貸期由貨到付款到120天。於二零零六年六月三十日及二零零五年十二月三十一日，應收貿易賬款之賬齡分析如下：

		As at 30 June 於六月三十日 2006 US\$'000 千美元	As at 31 December 於十二月 三十一日 2005 US\$'000 千美元
Current	即期	<b>19,315</b>	23,063
30 – 90 days	30至90天	<b>15,622</b>	11,760
91 – 180 days	91至180天	<b>325</b>	305
181 – 365 days	181至365天	<b>183</b>	60
Over 365 days	超過365天	<b>–</b>	641
		<b>35,445</b>	35,829

The Group's trade receivables at 30 June 2006 include a receivable of US\$9,806,000 (31 December 2005: US\$ 10,758,000) from one customer of the Group. This receivable is aged within 90 days at 30 June 2006. Management believes that no additional credit risk beyond the amounts provided for collection losses that are inherent in the Group's trade receivables.

於二零零六年六月三十日之本集團應收貿易賬款包括應收本集團一名客戶之款項9,806,000美元(二零零五年十二月三十一日：10,758,000美元)。於二零零六年六月三十日此應收賬款之賬齡為90天以內。管理層相信除本集團之應收貿易賬款本身已提撥之收賬損失以外，概無其他額外信貸風險。

# Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

### 7. Share capital

### 7. 股本

		Authorised Ordinary shares 法定普通股		
		Par value 面值 US\$ 美元	Number of shares 股份數目	US\$'000 千美元
At 31 December 2005 and at 30 June 2006	於二零零五年十二月三十一日及 於二零零六年六月三十日	0.01	10,000,000,000	100,000
		Issue and fully paid Ordinary shares 已發行及繳足普通股		
		Par value 面值 US\$ 美元	Number of shares 股份數目	US\$'000 千美元
At 31 December 2005 and at 30 June 2006	於二零零五年十二月三十一日及 於二零零六年六月三十日	0.01	1,522,742,000	15,228

On 13 June 2003, a share option scheme and a Pre-IPO Share Option Plan were 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 period.

Under the Pre-IPO Share Option Plan, the board of directors may at its discretion offer options to any directors or employees of the Company to the Group and its subsidiaries which entitled them to subscribe for shares of the Company. On 13 June 2003, 29,770,000 share options were granted under this Plan. These options are exercisable in accordance with the terms of the Pre-IPO Share Option Plan commencing on 13 June 2004 up to 12 June 2008.

二零零三年六月十三日，本公司所有股東根據書面決議案批准購股權計劃及首次公開售股前購股權計劃。

根據購股權計劃，董事會可酌情向本集團任何董事、僱員、業務夥伴或彼等的受託人授出購股權，賦予彼等權利認購合共不超過不時已發行股份10%的股份，該等購股權的有效期限自授出當日起計，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。本公司在本期間並無根據購股權計劃授出任何購股權。

根據首次公開售股前購股權計劃，董事會可酌情向本集團及其附屬公司任何董事或僱員授出購股權，賦予彼等權利認購本公司股份。於二零零三年六月十三日，董事會根據計劃授出29,770,000份購股權。該等購股權自二零零四年六月十三日至二零零八年六月十二日期間可根據首次公開售股前購股權計劃的條款行使。

# Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

### 7. Share capital (continued)

Pre-IPO share options outstanding as at 30 June 2006 have the following terms:

		Exercise price per share 每股行使價	Number of options 購股權數目
Directors	董事	HK\$0.801 0.801港元	18,000,000

500,000 share options were cancelled while no share options were exercised during the period.

### 7. 股本 (續)

於二零零六年六月三十日，尚未行使之首次公開售股前購股權條款如下：

		Exercise price per share 每股行使價	Number of options 購股權數目
Directors	董事	HK\$0.801 0.801港元	18,000,000

期內已註銷500,000份購股權及概無購股權獲行使。

### 8. Trade payables

The ageing analysis of trade payables is as follows:

		As at 30 June 於六月三十日 2006 US\$'000 千美元	As at 31 December 於十二月三十一日 2005 US\$'000 千美元
Current	即期	9,938	18,161
30 – 90 days	30至90天	3,442	359
91 – 180 days	91至180天	3	–
181 – 365 days	181至365天	2	–
		13,385	18,520

### 8. 應付貿易賬款

應付貿易賬款的賬齡分析如下：

# Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

### 9. Long-term bank loans

### 9. 長期銀行貸款

		As at 30 June 於六月三十日 2006 US\$'000 千美元	As at 31 December 於十二月 三十一日 2005 US\$'000 千美元
Long-term bank loans – secured	長期銀行貸款—有抵押	<b>37,143</b>	38,052
Current portion of long-term bank loans	長期銀行貸款的即期部份	<b>(10,227)</b>	(8,346)
		<b>26,916</b>	29,706

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

本集團的長期銀行貸款須於以下期間償還：

		As at 30 June 於六月三十日 2006 US\$'000 千美元	As at 31 December 於十二月 三十一日 2005 US\$'000 千美元
Within one year	一年內	<b>10,227</b>	8,346
In the second year	於第二年	<b>10,834</b>	10,465
In the third to fifth years	於第三至第五年	<b>16,082</b>	19,241
		<b>37,143</b>	38,052



# Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

### 10. Other gains – net

		Six months ended 截至以下日期止六個月	
		30 June 六月三十日 2006 US\$'000 千美元	30 June 六月三十日 2005 US\$'000 千美元
Net loss from sales of electricity	出售電力之虧損淨額	(5)	(85)
Sales of scrap materials	廢料銷售	192	199
Vietnam tax refund with respect to reinvestment in prior years	過往年度就再投資獲得之 越南退稅	–	1,200
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備虧損	(19)	(7)
Net exchange gains/(losses)	淨匯兌收益/(虧損)	43	(90)
Others	其他	354	507
		<b>565</b>	1,724

### 10. 其他收益－淨額

### 11. Operating profit

Operating profit is arrived at after charging the following:

		Six months ended 截至以下日期止六個月	
		30 June 六月三十日 2006 US\$'000 千美元	30 June 六月三十日 2005 US\$'000 千美元
Cost of inventories (include depreciation charge and staff costs)	存貨成本(包括折舊費用及 員工成本)	114,885	93,993
Amortisation of trademark (included in administrative expenses)	商標攤銷 (已計入行政開支)	605	403
Amortisation of land use rights	土地使用權攤銷	71	4
Depreciation on property, plant and equipment	物業、廠房及 設備折舊	13,268	12,824
Operating leases in respect of land and buildings	有關土地及樓宇的 經營租約	60	60
Staff costs	員工成本	7,379	6,632

### 11. 經營盈利

經營盈利已扣除下列各項：

## Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

## 12. Finance costs – net

		Six months ended 截至以下日期止六個月	
		30 June 六月三十日 2006 US\$'000 千美元	30 June 六月三十日 2005 US\$'000 千美元
Interest on bank loans and overdraft	銀行貸款及透支利息	2,675	1,656
Amortised cost on long-term payable to a related party	應付關連方長期款項之 經攤銷成本	283	188
Interest income	利息收入	(269)	(200)
		<b>2,689</b>	1,644

## 12. 融資成本－淨值

## 13. Income tax expense

Income tax expense charged to the consolidated income statement represents:

		Six months ended 截至以下日期止六個月	
		30 June 六月三十日 2006 US\$'000 千美元	30 June 六月三十日 2005 US\$'000 千美元
Enterprise income tax	企業所得稅	1,932	1,426
Deferred income tax	遞延所得稅	(141)	68
		<b>1,791</b>	1,494

## 13. 所得稅開支

綜合損益表內的所得稅開支包括：

## (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 10% to 25%, as stipulated in the respective subsidiaries' investment licenses.

## (i) 越南

企業所得稅(「企業所得稅」)按財務申報的法定盈利撥備，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相關企業所得稅率介乎10%至25%之間，按附屬公司各自的投資許可證所規定。

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

## 13. Income tax expense (continued)

## (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 15% to 27%.

Mao Tai Foods (Xiamen) Co, Ltd, Shanghai Vedan Enterprise Co., Ltd and Shandong Vedan Snowflake Enterprise Co., Ltd ("Shandong Snowflake") are entitled to full exemption from EIT for the first two years and 50% reduction EIT for the next three years, commencing from the first profitable year after offsetting all unexpired tax losses carried forward from the previous years. These entities have not triggered its first profitable year for the above EIT exemption and reduction purposes.

## (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/Hong Kong during the periods.

## 14. Earnings per share

## 13. 所得稅開支 (續)

## (ii) 中國

企業所得稅按財務申報的法定盈利撥備，且就所得稅的毋須課稅或不可扣減的收支項目作出調整。本集團在中國的業務相關企業所得稅率介乎15%至27%之間。

茂泰食品(廈門)有限公司、上海味丹企業有限公司及山東味丹雪花實業有限公司(「山東雪花」)在抵銷所有過往年度結轉之未過期稅損後，由首個盈利年度開始可享兩年全數豁免企業所得稅及緊接其後三個年度獲享50%之寬減企業所得稅。該等實體尚未就上述企業所得稅豁免及減免錄得其首個盈利年度。

## (iii) 新加坡／香港

由於本集團於本期內並無在新加坡／香港賺取或獲得估計應課稅盈利，因此並無作出新加坡／香港利得稅撥備。

## 14. 每股盈利

		Six months ended 截至下列日期止六個月	
		30 June 六月三十日 2006 US cents per share 每股美仙	30 June 六月三十日 2005 US cents per share 每股美仙
Earnings per share for profit attributable to equity holders of the Company	本公司股權持有人應佔 每股盈利		
- Basic	- 基本	<b>0.40</b>	0.37
- Diluted	- 攤薄	<b>0.40</b>	0.37

## Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

## 15. Dividends

## 15. 股息

		Six months ended 截至下列日期止六個月	
		30 June 六月三十日	30 June 六月三十日
		2006 US\$'000 千美元	2005 US\$'000 千美元
2005 Final dividend of 0.112 US cents (2004: Final dividend 0.453 US cents) per ordinary share, paid	已付二零零五年末期股息 每股普通股0.112美仙 (二零零四年：末期股息0.453美仙)	<b>1,708</b>	6,895
2006 Interim dividend of 0.200 US cents (2005: Interim dividend 0.201 US cents) per ordinary share, proposed	建議派付二零零六年中期股息 每股普通股0.200美仙 (二零零五年：中期股息0.201美仙)	<b>3,026</b>	3,060
		<b>4,734</b>	9,955

## 16. Capital commitments

## 16. 資本承擔

		As at 31 December 於十二月 三十一日	
		As at 30 June 於六月三十日	2005 US\$'000 千美元
		2006 US\$'000 千美元	2005 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	<b>2,362</b>	12,836
Authorised but not contracted for: – Property, plant and equipment	已批准但未訂約： – 物業、廠房及設備	<b>16,972</b>	34,751

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

**17. Contingent liabilities**

As at 30 June 2006, the Company has given corporate guarantees to its subsidiaries for banking facilities amounting to US\$171,000,000 (31 December 2005: US\$93,000,000).

**18. Related party transactions**

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

**17. 或然負債**

截至二零零六年六月三十日，本公司就為數171,000,000美元(二零零五年十二月三十一日：93,000,000美元)之銀行融資為其附屬公司作出公司擔保。

**18. 關連方交易**

(a) 在本集團日常業務中與關連方進行的重大交易如下：

		Six months ended 截至下列日期止六個月	
		30 June 2006 二零零六年 六月三十日 US\$'000 千美元	30 June 2005 二零零五年 六月三十日 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」)銷售商品 (i)	2,200	4,254
Trademark license fee paid to Tung Hai Fermentation Industrial Co. Ltd ("Tung Hai")	向東海酸酵工業股份有限公司(「東海」)支付商標許可費 (ii)	–	289
Technological support fee paid to Taiwan Vedan and Tung Hai	向台灣味丹及東海支付技術支援費 (ii)	1,299	1,292
Technological support fee received from Taiwan Vedan	收取台灣味丹之技術支援費 (ii)	20	–
Commission from Taiwan Vedan in connection with the Agency Agreement	就代理協議收取台灣味丹的佣金 (ii)	31	57
Assignment of trademarks from Tung Hai and Taiwan Vedan	東海及台灣味丹的商標轉讓 (iii)	–	12,089

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

## 18. Related party transactions (continued)

(a) (continued)

Notes:

- (i) In the opinion of the directors of the Company, sales were conducted in the ordinary 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 normal course of business and the fees are charged in accordance with the terms of the underlying agreements.
- (iii) On 13 June 2003, the Company entered into a trademark assignment agreement (the "Trademark Assignment Agreement") with Taiwan Vedan and Tung Hai, pursuant to which each of Taiwan Vedan and Tung Hai has agreed to assign to the Company absolutely all its entire right, title and interest in and to the trademarks registered in the name of Taiwan Vedan and Tung Hai in Vietnam, the PRC and certain ASEAN countries.

In 2005, the transfer of the titles and registrations of these trademarks was substantially completed and accordingly, these trademarks were recognised as intangible assets.

## 18. 關連方交易 (續)

(a) (續)

附註：

- (i) 本公司董事認為向關連方銷售在日常業務中進行，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的價格及條款。
- (ii) 本公司董事認為該等交易在日常業務中進行，並且根據相關協議的條款收費。
- (iii) 於二零零三年六月十三日，本公司與台灣味丹及東海訂立一份商標轉讓協議(「商標轉讓協議」)。據此，台灣味丹及東海各自同意向本公司轉讓彼等在越南、中國及若干東盟國家以台灣味丹及東海之名稱註冊之商標的全部權利、擁有權及權益。

於二零零五年，此等商標之所有權轉讓和註冊手續已大致完成，此等商標因而已確認為無形資產。

# Notes to the Condensed Consolidated Financial Information (continued)

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

### 18. Related party transactions (continued)

#### (b) Balances with related parties

As at 30 June 2006, the Group had the following significant balances with related parties:

### 18. 關連方交易 (續)

#### (b) 關連方之結餘

於二零零六年六月三十日，本集團與關連方有以下重大結餘：

			As at 31 December 於十二月 三十一日 2005 US\$'000 千美元
		As at 30 June 於六月三十日 2006 US\$'000 千美元	
Current:	即期：		
Trade receivables from related parties (note 6):	應收關連方貿易賬款(附註6)：		
– Shanghai Vedan Foods Company Limited ("Shanghai Vedan Foods")	– 上海味丹食品有限公司 (「上海味丹食品」)	(i) –	633
– Taiwan Vedan	– 台灣味丹	483	1,654
		<b>483</b>	<b>2,287</b>
Current:	即期：		
– Technological support fee payable to Taiwan Vedan and Tung Hai	– 應付台灣味丹及東海之技術支援費	(i) 1,329	274
– Current portion of the amount due to Taiwan Vedan and Tung Hai in connection with assignment of trademarks	– 應付台灣味丹及東海有關轉讓商標之費用之即期部份	(ii) 2,145	–
		<b>3,474</b>	<b>274</b>
Non-current portion of the amount due to Taiwan Vedan and Tung Hai in connection with assignment of trademarks	應付台灣味丹及東海有關轉讓商標之費用之非即期部份	(ii) 10,698	12,560

## 簡明綜合財務資料附註 (續)

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

**18. Related party transactions (continued)****(b) Balances with related parties (continued)**

Notes:

- (i) All current balances with related parties are unsecured, interest-free and repayable on demand except for the trade balances with Shanghai Vedan Foods and Taiwan Vedan which were repayable within their trade credit terms.
- (ii) The amount represented the fair value of payable to Taiwan Vedan and Tung Hai for assignment of certain trademarks under the Trademark Assignment Agreement (note 18 (a)(iii)). It is payable by seven equal annual instalments commencing on 1 January 2007. The face amount is US\$15,014,000 and is 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.

**19. Banking facilities**

The Group's bank borrowings of US\$93,426,000 as at 30 June 2006 (31 December 2005: US\$79,653,000) were secured by:

- (i) legal charges over certain of the Group's property, plant and equipment with net book value of approximately US\$41,066,000 (31 December 2005: US\$50,341,000).
- (ii) corporate guarantee provided by the Company.

**18. 關連方交易 (續)****(b) 關連方之結餘 (續)**

附註：

- (i) 關連方的所有即期結餘均無抵押、免息及須即時償還，惟上海味丹食品及台灣味丹的貿易結餘須在彼等之信貸期內償還。
- (ii) 該金額相當於根據商標轉讓協議應付台灣味丹及東海之費用之公平值(附註18(a)(iii))。該金額須由二零零七年一月一日起平均分七期每年支付一次。面額為15,014,000美元，並採用轉讓商標當日4.7%的借貸年利率折現至公平值。

**19. 銀行信貸**

本集團於二零零六年六月三十日的銀行借貸93,426,000美元(二零零五年十二月三十一日：79,653,000美元)乃以下列作為抵押：

- (i) 以本集團賬面淨值約41,066,000美元(二零零五年十二月三十一日：50,341,000美元)的若干物業、廠房及設備作法定抵押。
- (ii) 由本公司提供之公司擔保。