Interim separate financial statements and independent review report

Interfood Shareholding Company

Period from 1 January 2011 to 30 June 2011

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# Report of the Board of Directors

The Board of Directors submits its report together with the reviewed separate financial statements of Interfood Shareholding Company ("the Company") for the six months ended 30 June 2011 ("the period").

#### **Results**

The results of the Company's operations for the six months ended 30 June 2011 are set out in the interim separate statement of income.

For the six

For the year

# **Financial indicators of the business**

|                                        |       | For the six     | For the year  |
|----------------------------------------|-------|-----------------|---------------|
|                                        | n     | nonths ended 30 | ended 31      |
|                                        | Unit  | June 2011       | December 2010 |
| Assets structure and capital structure |       |                 |               |
| Assets structure                       |       |                 |               |
| Fixed assets/total assets              | %     | 54.14           | 56.09         |
| Current assets/total assets            | %     | 45.86           | 43.91         |
| Capital structure                      |       |                 |               |
| Liabilities/total resources            | %     | 69.57           | 66.88         |
| Owners' equity/total resources         | %     | 30.43           | 33.12         |
| Liquidity                              |       |                 |               |
| Total assets/liabilities               | Times | 1.44            | 1.50          |
| Current ratio                          | Times | 0.77            | 0.77          |
| Quick ratio                            | Times | 0.03            | 0.01          |
|                                        |       |                 |               |
| Profitability                          |       |                 |               |
| Profit (loss)/net sales                |       |                 |               |
| Profit (loss) before tax/net sales     | %     | (3.37)          | 1.50          |
| Net profit (loss)/net sales            | %     | (3.37)          | 1.13          |
| Profit (loss)/total assets             |       |                 |               |
| Profit (loss) before tax/total assets  | %     | (2.27)          | 2.31          |
| Net profit (loss)/total assets         | %     | (2.27)          | 1.73          |
| Net profit (loss)/owners' equity       | %     | (7.48)          | 5.24          |

# Auditors

The interim separate financial statements for the six months ended 30 June 2011 ("the period") have been reviewed by Grant Thornton (Vietnam) Ltd.

#### **Boards of Management and Directors**

The members of the Boards of Management and Directors during the period and to the date of this report were:

| Board of Management        | :                           | Appointed/Resigned on         |
|----------------------------|-----------------------------|-------------------------------|
| Pang Tee Chiang            | Chairman                    | 15 August 2006/23 May 2011    |
| Michio Nagabayashi         | Chairman                    | 23 May 2011                   |
| Ryoichi Yonemura           | Member                      | 14 March 2011                 |
| Hiroshi Fujikawa           | Member                      | 14 March 2011                 |
| Nguyen Thi Kim Lien        | Member                      | 15 August 2006                |
| Pang Tze Yi                | Member                      | 15 August 2006/14 March 2011  |
| Teng Po Wen                | Member                      | 15 August 2006/14 March 2011  |
| Pang Tze Wei               | Member                      | 28 August 2010                |
|                            |                             |                               |
| <b>Board of Directors:</b> |                             |                               |
| Pang Tee Chiang            | General Director            | 15 August 2006/23 May 2011    |
| Michio Nagabayashi         | General Director            | 23 May 2011                   |
| Hajime Kobayashi           | Director                    | 23 May 2011                   |
| Kazufumi Nagashima         | Director                    | 23 May 2011                   |
| Pang Tze Yi                | 1st Deputy General Director | 11 January 2010/14 March 2011 |
| Nguyen Thi Kim Lien        | Director                    | 15 August 2006                |
| Hidefumi Matsuo            | Director                    | 23 May 2011                   |
| Pang Tze Wei               | 2nd Deputy General Director | 29 August 2010/23 May 2011    |

#### Statement of responsibility by the Board of Directors

The Board of Directors is responsible for ensuring that the interim separate financial statements are properly drawn up so as to give a true and fair view of the financial position of the Company as at 30 June 2011 and of the results of its operations and its cash flows for the six months then ended, in accordance with the Vietnamese Accounting Standards and System and in compliance with the relevant statutory requirements. When preparing the financial statements, the Board of Directors is required to:

- adopt appropriate accounting policies which are supported by reasonable and prudent judgements and estimates and then apply them consistently;
- comply with the disclosure requirements of the Vietnamese Accounting Standards and System;
- maintain adequate accounting records and an effective system of internal control;
- prepare the financial statements on a going concern basis unless it is inappropriate to assume that the Company will continue its operations in the foreseeable future; and
- control and direct effectively the Company in all material decisions affecting its operations and performance and ascertain that such decisions and/or instructions have been properly reflected in the financial statements.

The Board of Directors is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Board of Directors confirms that the Company has complied with the above requirements in preparing the financial statements.

### **Approval of the financial statements**

The Board of Directors hereby approved the accompanying interim separate financial statements of the Company for the six months ended 30 June 2011, which include the balance sheet, statement of income and statement of cash flows, together with the notes thereto. In the opinion of the Board of Directors these interim separate financial statements have been properly drawn up and give a true and fair view of the financial position of the Company as at 30 June 2011 and of its results of operations and cash flows for the six months ended 30 June 2011 in accordance with the Vietnamese Accounting Standards and System and in compliance with relevant statutory requirements.

On behalf of the Board of Directors

Michio Nagabayashi General Director

Dong Nai Province, Vietnam Date



# Independent review report

On the interim separate financial statements of Interfood Shareholding Company for the six months ended 30 June 2011

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No. HCM/11/081

# To the Board of Management of Interfood Shareholding Company

We have reviewed the accompanying interim separate financial statements of Interfood Shareholding Company ("the Company"), which comprise the separate balance sheet as at 30 June 2011 and the interim separate statement of income and separate statement of cash flows for the six months then ended, and a summary of significant accounting policies and other explanatory notes, prepared on 5 September 2011, as set out from page 6 to 28.

### Management's Responsibility for the separate financial statements

Management is responsible for the preparation and fair presentation of these interim separate financial statements in accordance with the Vietnamese Accounting Standards and System.

### **Auditor's responsibility**

Our responsibility is to express a conclusion on these interim separate financial statements based on our review.

#### **Basis of opinion**

We conducted our review in accordance with the Vietnamese Standard on Auditing No.910 – Engagements to review financial statements. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of the Company's personnel and analytical procedures applied to financial data, and thus provides less assurance than an audit. We have not performed an audit and 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 accompanying interim separate financial statements do not give a true and fair view, in all material respects, of the financial position of Interfood Shareholding Company as at 30 June 2011, and of the results of its operations and its cash flows for the six months ended 30 June 2011, in accordance with the Vietnamese Accounting Standards and System and in compliance with relevant statutory requirements.



# GRANT THORNTON (VIETNAM) LTD

Melvyn George Crowle Auditor's Certificate No. N0297/KTV General Director

**Tran Vuong Vu** Auditor's Certificate No. 1210/KTV Auditor

Ho Chi Minh City, Vietnam Date: \_\_\_\_\_

# Interim separate balance sheet

|                                          | Notes | Code |              | 30 June 2011 |              | cember 2010        |
|------------------------------------------|-------|------|--------------|--------------|--------------|--------------------|
| ASSETS                                   |       |      | USD          | VND million  | USD          | VND million        |
| Current assets                           |       |      |              |              |              |                    |
| Cash and cash equivalents                |       |      |              |              |              |                    |
| Cash                                     | 7     | 111  | 570,637      | 11,765       | 117,731      | 2,229              |
| Cash                                     | /     | 110  | 570,037      | 11,705       | 117,731      | 2,229              |
| Accounts receivable                      |       | 110  |              |              |              |                    |
| Trade accounts receivable                |       | 131  | 290,182      | 5,983        | 434,257      | 8,221              |
| Prepayments to suppliers                 |       | 132  | 430,586      | 8,878        | 833,701      | 15,784             |
| Receivables from related parties         | 31    | 133  | 7,169,024    | 147,811      | 6,330,174    | 119,843            |
| Other receivables                        | 01    | 135  | 88,889       | 1,833        | 132,933      | 2,517              |
| Provision for short term doubtful debts  |       | 139  | (24,405)     | (503)        | (24,405)     | (462)              |
|                                          |       | 130  | 7,954,276    | 164,002      | 7,706,660    | 145,903            |
| Inventories                              |       |      | .,           |              | .,,          | ,                  |
| Inventories                              | 8     | 141  | 7,844,043    | 161,728      | 7,628,807    | 144,429            |
| Provision for decline in inventory value | 8     | 149  | (305,902)    | (6,307)      | (146,582)    | (2,775)            |
|                                          |       | 140  | 7,538,141    | 155,421      | 7,482,225    | 141,654            |
| Other current assets                     |       |      |              |              |              |                    |
| Short term prepaid expenses              |       | 151  | 45,669       | 942          | 6,663        | 126                |
| Value added tax to be reclaimed          |       | 152  | 64,057       | 1,321        | -            | -                  |
| Taxes and amounts receivable from the    |       |      |              |              |              |                    |
| State Budget                             | 9     | 154  | 106,907      | 2,204        | 106,907      | 2,024              |
| Other current assets                     |       | 158  | 114,217      | 2,355        | 77,128       | 1,460              |
|                                          |       | 150  | 330,850      | 6,822        | 190,698      | 3,610              |
|                                          |       | 100  | 16,393,904   | 338,010      | 15,497,314   | 293,396            |
|                                          |       |      |              |              |              |                    |
| Non-current assets                       |       |      |              |              |              |                    |
| Fixed assets<br>Tangible fixed assets    | 10    | 221  | 12,231,892   | 252,197      | 12,973,526   | 245,615            |
| - Historical cost                        | 10    | 222  | 23,609,425   | 486,780      | 23,588,797   | 446,583            |
| - Accumulated depreciation               |       | 223  | (11,377,533) | (234,583)    | (10,615,271) | (200,968)          |
| Construction in progress                 | 11    | 223  | 488,809      | (234,303)    | 188,896      | (200,900)<br>3,576 |
|                                          |       | 210  | 12,720,701   | 262,275      | 13,162,422   | 249,191            |
| Long term investments                    |       | 210  | 12,120,101   | 202,215      | 10, 102, 422 | 240,101            |
| Investments in subsidiaries              | 12    | 251  | 4,500,000    | 92,781       | 4,500,000    | 85,194             |
|                                          |       |      | · ·          |              |              | ·                  |
| Other non-current assets                 |       |      |              |              |              |                    |
| Deferred income tax assets               | 13    | 262  | 2,135,050    | 44,020       | 2,135,050    | 40,421             |
|                                          |       | 200  | 19,355,751   | 399,076      | 19,797,472   | 374,806            |
|                                          |       | 270  | 35,749,655   | 737,086      | 35,294,786   | 668,202            |

|                                    | Notes | Code | USD          | 30 June 2011<br>VND million | 31 De<br>USD | ecember 2010<br>VND million |
|------------------------------------|-------|------|--------------|-----------------------------|--------------|-----------------------------|
| RESOURCES                          |       |      |              |                             |              |                             |
| Liabilities                        |       |      |              |                             |              |                             |
| Current liabilities                |       |      |              |                             |              |                             |
| Short term borrowings and debts    | 14    | 311  | 16,407,280   | 338,285                     | 13,477,096   | 255,148                     |
| Trade accounts payable             | 15    | 312  | 4,012,872    | 82,737                      | 4,985,611    | 94,388                      |
| Advances from customers            |       | 313  | 124,966      | 2,577                       | 249,998      | 4,733                       |
| Taxes and amounts payable to State |       |      |              |                             |              |                             |
| Budget                             | 16    | 314  | 72,915       | 1,503                       | 370,098      | 7,007                       |
| Payable to employees               |       | 315  | 341,768      | 7,047                       | 387,348      | 7,333                       |
| Accrued expenses payable           | 17    | 316  | 279,718      | 5,767                       | 436,093      | 8,256                       |
| Other payables                     | 18    | 319  | 84,394       | 1,740                       | 155,717      | 2,948                       |
|                                    |       | 310  | 21,323,913   | 439,656                     | 20,061,961   | 379,813                     |
| Long term liabilities              |       |      |              |                             |              |                             |
| Long term deposits                 |       | 331  | 1,255        | 26                          | 1,255        | 24                          |
| Long term borrowings and debts     | 19    | 334  | 3,430,928    | 70,739                      | 3,430,928    | 64,954                      |
| Provision for severance allowance  |       | 336  | 115,806      | 2,388                       | 109,751      | 2,078                       |
|                                    |       | 330  | 3,547,989    | 73,153                      | 3,541,934    | 67,056                      |
|                                    |       | 300  | 24,871,902   | 512,809                     | 23,603,895   | 446,869                     |
| Owners' equity                     |       |      |              |                             |              |                             |
| Capital sources and funds          |       |      |              |                             |              |                             |
| Share capital                      | 20,21 | 411  | 18,313,995   | 377,598                     | 18,313,995   | 346,721                     |
| Share premium                      | 20    | 412  | 4,082,759    | 84,178                      | 4,082,759    | 77,295                      |
| Accumulated losses                 | 20    | 420  | (11,519,001) | (237,499)                   | (10,705,863) | (202,683)                   |
|                                    |       | 400  | 10,877,753   | 224,277                     | 11,690,891   | 221,333                     |
|                                    |       | 440  | 35,749,655   | 737,086                     | 35,294,786   | 668,202                     |

#### **Off balance sheet items**

|                           | 31 December 2010 | 31 December 2009 |
|---------------------------|------------------|------------------|
| Foreign currencies        |                  |                  |
| Vietnamese dong (million) | 10,021           | 1,335            |
| Euro                      | 388              | 369              |

Date:

Michio Nagabayashi General Director

Nguyen Hong Phong Chief Accountant

# Interim separate statement of income

|                                           | Notes | Code | Six months ended |           | Six mo       | nths ended |
|-------------------------------------------|-------|------|------------------|-----------|--------------|------------|
|                                           |       |      | 30 June 2011     |           | 30           | June 2010  |
|                                           |       |      | VND              |           |              | VND        |
|                                           |       |      | USD million      |           | USD          | million    |
|                                           |       |      |                  |           |              | Restated   |
| Gross sales                               | 22    | 01   | 24,777,211       | 510,857   | 30,087,934   | 557,951    |
| Sales deductions:                         | 22    | 02   | (633,556)        | (13,063)  | (1,467,438)  | (27,212)   |
| Net sales                                 |       | 10   | 24,143,655       | 497,794   | 28,620,496   | 530,739    |
| Cost of sales                             | 23    | 11   | (19,885,546)     | (410,000) | (22,358,210) | (414,611)  |
| Gross profit                              |       | 20   | 4,258,109        | 87,794    | 6,262,286    | 116,128    |
| Income from financial activities          | 24    | 21   | 1,736,594        | 35,805    | 949,659      | 17,610     |
| Expenses for financial activities         | 25    | 22   | (1,853,494)      | (38,215)  | (1,412,387)  | (26,191)   |
| Including: interest expense               |       | 23   | (794,304)        | (16,377)  | (557,288)    | (10,334)   |
| Selling expenses                          | 26    | 24   | (3,998,495)      | (82,441)  | (3,659,291)  | (67,858)   |
| General and administration expenses       | 27    | 25   | (890,711)        | (18,365)  | (1,073,462)  | (19,906)   |
| Operating profit/(loss)                   |       | 30   | (747,997)        | (15,422)  | 1,066,805    | 19,783     |
| Other income                              |       | 31   | 54,820           | 1,130     | 253,163      | 4,695      |
| Other expenses                            | 28    | 32   | (119,961)        | (2,473)   | (197,031)    | (3,654)    |
| Profit (loss) before income tax           |       | 50   | (813,138)        | (16,765)  | 1,122,937    | 20,824     |
| Corporate income tax for the year         | 30    | 51   | -                | -         | -            | -          |
| Deferred corporate income tax expenses    | 30    | 52   | -                | -         | (261,070)    | (4,841)    |
| Net profit/(loss)                         |       | 60   | (813,138)        | (16,765)  | 861,867      | 15,983     |
|                                           |       |      |                  |           |              |            |
| Basic earnings/(loss) per share (USD/ VND |       |      |                  |           |              |            |
| million)                                  | 34    | 70   | (0.028)          | (0.001)   | 0.030        | 0.001      |

Date: \_\_\_\_\_

Michio Nagabayashi General Director

Nguyen Hong Phong Chief Accountant

# Interim separate statement of cash flows

|                                                           | Code | Six months ended |              | Six       | months ended |
|-----------------------------------------------------------|------|------------------|--------------|-----------|--------------|
|                                                           |      |                  | 30 June 2011 |           | 30 June 2010 |
|                                                           |      | USD              | VND million  | USD       | VND million  |
| Cash flows from operating activities                      |      |                  |              |           |              |
| Profit(loss) before income tax                            | 01   | (813,138)        | (16,765)     | 1,122,937 | 20,824       |
| Adjustments for:                                          |      |                  |              |           |              |
| Depreciation and amortisation                             | 02   | 762,262          | 15,716       | 764,148   | 14,170       |
| Increase in provisions                                    | 03   | 159,320          | 3,285        | -         | -            |
| Unrealised loss from foreign currency translations        | 04   | 561,796          | 11,583       | 51,414    | 953          |
| Gain from investing activities                            | 05   | -                | -            | (300,000) | (5,563)      |
| Interest expense                                          | 06   | 794,304          | 16,377       | 557,288   | 10,334       |
| Interest income                                           | 07   | (457,491)        | (9,433)      | (5,524)   | (102)        |
| Operating profit before adjustments to working            |      |                  |              |           |              |
| capital                                                   | 08   | 1,007,053        | 20,763       | 2,190,263 | 40,616       |
| Changes in accounts receivable                            | 09   | (582,157)        | (12,003)     | (901,767) | (16,722)     |
| Changes in inventories                                    | 10   | (215,236)        | (4,438)      | 674,617   | 12,510       |
| Changes in accounts payable                               | 11   | (1,727,442)      | (35,616)     | (335,331) | (6,218)      |
| Changes in prepaid expenses                               | 12   | (39,006)         | (804)        | (52,360)  | (971)        |
| Interest paid                                             | 13   | (784,179)        | (16,168)     | (557,288) | (10,334)     |
| Cash generated from (used in) operating activities        | 20   | (2,340,967)      | (48,266)     | 1,018,134 | 18,881       |
| Cash flows from investing activities                      |      |                  |              |           |              |
| Acquisition of fixed assets and additions to construction |      |                  |              |           |              |
| in progress                                               | 21   | (143,212)        | (2,953)      | (159,261) | (2,953)      |
| Interest income received                                  | 27   | 6,901            | 142          | 5,524     | 102          |
| Net cash outflows from investing activities               | 30   | (136,311)        | (2,811)      | (153,737) | (2,851)      |
|                                                           |      | -                | -            |           | <u> </u>     |

|                                                    | Code | Six months ended<br>30 June 2011 |             | •            | nonths ended<br>30 June 2010 |
|----------------------------------------------------|------|----------------------------------|-------------|--------------|------------------------------|
|                                                    |      | USD                              | VND million | USD          | VND million                  |
| Cash flows from financing activities               |      |                                  |             |              |                              |
| Loan proceeds                                      | 33   | 24,190,387                       | 498,757     | 11,127,849   | 206,355                      |
| Debt repayments                                    | 34   | (21,260,203)                     | (438,343)   | (11,639,871) | (215,850)                    |
| Net cash inflows/(outflows) from financing         |      |                                  |             |              |                              |
| activities                                         | 40   | 2,930,184                        | 60,414      | (512,022)    | (9,495)                      |
| Net increase in cash and cash equivalents          | 50   | 452,906                          | 9,337       | 352,375      | 6,535                        |
| Cash and cash equivalents at beginning of the year | 60   | 117,731                          | 2,229       | 227,922      | 4,089                        |
| Effects of changes in foreign exchange rates       | 61   | -                                | 199         | -            | 137                          |
| Cash and cash equivalents at end of the year       | 70   | 570,637                          | 11,765      | 580,297      | 10,761                       |

Date: \_\_\_\_\_

Michio Nagabayashi General Director

Nguyen Hong Phong Chief Accountant

# Notes to the interim separate financial statements

#### 1 Nature of operations

Interfood Shareholding Company, formerly Interfood Processing Industry Ltd. ("the Company") was established in the Socialist Republic of Vietnam as a majority owned subsidiary of Trade Ocean Holdings Sdn. Bhd., a company incorporated in Malaysia for a period of 50 years pursuant to Investment Licence No. 270/GP, dated 16 November 1991.

After the initial investment license, there were a series of amendments. Recently on 11 March 2011, Trade Ocean Holdings Sdn Bhd which holds approximately 57.25% of the total outstanding shares of the Company was acquired by Kirin Holdings Company Limited ("Kirin"). Kirin, a public company listed on the Tokyo Exchange, is one of the largest beverage companies in the region. Kirin is now the ultimate parent company.

In accordance to the Amended Investment Certificate No. 472033000328 dated 22 April 2011 issued by the Board of Management of Dong Nai Industrial Zone, Mr. Pang Tee Chiang, former General Director, has been allowed to transfer 5,499,840 unlisted shares (equivalent to 18,87% of equity interest) to Indochina Beverage Holdings Ltd. which was established in the British Virgin Island. The Company is in the process of getting approval from Vietnam Securities Depository.

As approved by the General Shareholders Assembly on 31 July 2011, The Company will submit a letter to the Hochiminh Stock Exchange to delist it shares from the Exchange.

The principal activities of the Company are to process agricultural and aquatic products into canned, dried, frozen, salted, and pickled products and the production of biscuits and snack food, carbonated fruit juice and fruit juice with 5% alcohol content, bottled filtered water and PET bottle; to manufacture packaging for foods and beverages.

As at 30 June 2011, the Company had 1,089 employees (2010: 1,284 employees).

# 2 Reporting currency and foreign exchange

As approved by the Ministry of Finance in its Official Letter No. 550 TC/CDKT dated 5 September 1998, the Company uses the United States Dollar (USD) as its reporting currency in the preparation and presentation of its interim separate financial statements.

Transactions arising in currencies other than the reporting currency are translated at exchange rates in effect on the transaction dates. Monetary assets and liabilities denominated in currencies other than the reporting currency are translated at the exchange rates in effect at the balance sheet date. Translation gains and losses and expenses relating to foreign exchange transactions arising thereafter are recorded in the statement of income. According to the Official letter No.627/UBCK-QLPH dated 16 April 2008 of the Sate Securities Commission of Vietnam, the interim separate financial statements of the Company must also be presented in Vietnamese Dong for statutory filing purposes. Consequently, the Company converted the financial statements in USD to Vietnamese Dong using the exchange rate published by the State Bank of Vietnam of VND20,618/USD (31 December 2010: VND18,932/USD and 30 June 2010: VND18,544/USD ) as at the balance sheet date. All resulting foreign currency translation differences are dealt with through equity.

# **3 Basis of preparation of interim separate financial statements** Basis of preparation financial statements

The financial statements have been prepared in accordance with the Vietnamese Accounting Standards, the Vietnamese Accounting System, and relevant statutory requirements of the Ministry of Finance, which may differ in some material respects from International Financial Reporting Standards and the generally accepted accounting principles and standards of the country of the reader. Accordingly, the interim separate financial statements are not intended to present the financial position and results of operations and cash flows in accordance with generally accepted accounting principles and practices in countries or jurisdictions other than The Socialist Republic of Vietnam. Furthermore, their use is not designed for those who are not informed about Vietnam's accounting principles, procedures and practices.

### Accounting system and form of records

The Company uses the general journal method to record its transactions.

#### Interim separate financial statements

This set of financial statements is the interim separate financial statements of Interfood Shareholding Company. The consolidated financial statements of the Company and its subsidiaries are to be prepared by the management in accordance with the requirements of the Vietnamese Accounting Standards and System and presented separately.

# 4 Accounting policies

#### Cash and cash equivalents

Cash and cash equivalents include cash in banks and cash on hand as well as short term highly liquid investments such as bank deposits with original maturity terms equal to or less than 3 months.

#### Inventory

Inventory is accounted for using the perpetual method and valued at the lower of cost and net realizable value. Cost of finished goods and work in progress, calculated on a weighted average basis, is composed of materials, direct labour and production overhead. Cost of raw material, tools and supplies is valued at purchase and related costs. Net realizable value comprises estimated sales proceeds less selling expenses. A provision for decline is recorded where cost exceeds net realizable value.

#### Accounts receivable

Accounts receivable are carried at invoice value less a provision for doubtful debts in an amount that reflects the extent to which it is estimated that the accounts will not be collected in full.

# Tangible fixed assets

Tangible fixed assets are valued at historical cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets as follows:

| Machinery and equipment | 10 – 15 years |
|-------------------------|---------------|
| Motor vehicles          | 6 years       |
| Office equipment        | 10 years      |

The Company obtained permission from the Ministry of Finance to depreciate its assets over the useful life periods as mentioned above through official letter No.2536/TC-TCDN dated 20 March 2003 although they are not consistent with the guidelines under Decision 203/2009/TT-BTC dated 20 October 2009.

Gains or losses from disposals are determined by comparing the net proceeds from disposal with the carrying amounts of the assets sold and are recognised as income or expense in the income statement.

Depreciation of assets which are not in used was recognised as part of "Other expenses".

### **Construction in progress**

Construction in progress represents the costs of new the ERP software and cost of plant incurred under development. No depreciation is recognized until the project is complete and until the asset is available for its intended use at which time the related costs are transferred to its rightful accounts.

#### Investment in subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights.

In the Company's interim separate financial statements, investments in subsidiaries are accounted for at cost. The results of the subsidiaries are accounted for on the basis of dividend received or receivables as at the balance sheet date.

# Borrowing costs

Borrowing costs comprising interest and related costs are recognised as an expense in the period in which they are incurred, except for borrowing costs relating to the acquisition of tangible fixed assets that are incurred during the period of construction and installation of the assets, which are capitalised as a cost of the related assets.

#### Revenue

Revenue from sale of goods is recognised in the statement of income when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognized if there are significant uncertainties regarding the ultimate receipt of the proceeds, the reasonable estimation of the associated costs of the sale or the possibility of the return of the goods.

Interest income is recognised in the statement of income on a time-proportion basis using the effective interest method.

# Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

# **Operating leases**

Leases wherein substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rental payments applicable to such leases are recorded in the results of operations as incurred.

# Income taxes

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in the statement of income.

Deferred income taxes are calculated using the liability method on temporary differences. This involves the comparison of the carrying amounts of assets and liabilities in the separate financial statements with their respective tax bases. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that they will be able to be offset against future taxable income.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date. Most changes in deferred tax assets or liabilities are recognised as a component of tax expense in the statement of income. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity.

# Earnings/loss per share

The Company presents basic earnings/loss per share (EPS) for its ordinary shares and this is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

# **Related parties**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

# Segment report

The Company identifies its operating segments based on market segments where the risks and returns are different in each of the markets. For all periods presented, the Company operated in two segments: domestic sales and export sales. In addition, there are 2 main kinds of product: Drinks and Biscuits.

#### 5 Going concern assumption

The separate financial statements have been prepared assuming that the Company will continue as a going concern notwithstanding the fact that as at 30 June 2011 the Company's current liabilities exceeded current assets by USD4,930,009 as at 30 June 2011 (31 December 2010: USD4,564,647)

The Company's continued existence as a going concern is dependent on the continued financial support of its ultimate parent company and ultimately on its ability to operate profitably. The ultimate parent company issued a formal undertaking to provide financial support in connection with third party undertakings and relief from related party financial obligations. Accordingly, the interim separate financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or to amounts and classifications of liabilities that may be necessary if the Company is unable to continue as a going concern.

# 6 Comparative figures

The figures for the six months ended 30 June 2010, which are included in this period's financial statements for comparative purposes, have been adjusted to reflect accounting errors noted after the date of issuance of the said financial statements for the period ended 30 June 2010. Said adjustments resulted in a decrease of the Company's net worth amounting to USD49,500. Details of the adjustments and the effect to each item on the financial statements are as follow:

# Balance sheet- 30 June 2010

|                                           |       | As previously |             |              |
|-------------------------------------------|-------|---------------|-------------|--------------|
|                                           | Notes | reported      | Adjustments | As restated  |
|                                           |       | USD           | USD         | USD          |
| ASSETS                                    |       |               |             |              |
| Other non-current assets                  |       |               |             |              |
| Deferred tax assets                       | 5     | 2,158,495     | (82,500)    | 2,075,995    |
|                                           |       | 21,126,065    | (82,500)    | 21,043,565   |
|                                           |       | 31,908,591    | (82,500)    | 31,826,091   |
| RESOURCES                                 |       |               |             |              |
| Liabilities                               |       |               |             |              |
| Current liabilities                       |       |               |             |              |
| Taxes and amounts payable to State budget | 4     | 304,549       | (33,000)    | 271,549      |
|                                           |       | 16,411,040    | (33,000)    | 16,378,040   |
| Owners' equity                            |       |               |             |              |
| Capital sources and funds                 |       |               |             |              |
| Accumulated loss                          | 4,5   | (10,406,853)  | (49,500)    | (10,456,353) |
|                                           |       | 11,989,901    | (49,500)    | 11,940,401   |
|                                           |       | 31,908,591    | (82,500)    | 31,826,091   |

# Statement of income - Six months ended 30 June 2010

|                                           |         | As previously |             |              |
|-------------------------------------------|---------|---------------|-------------|--------------|
|                                           | Notes   | reported      | Adjustments | As restated  |
|                                           |         | USD           | USD         | USD          |
| Gross sales                               | 6       | 29,307,338    | 780,596     | 30,087,934   |
| Net sales                                 |         | 27,839,899    | 780,596     | 28,620,495   |
| Cost of sales                             | 2,3     | (22,361,185)  | 2,975       | (22,358,210) |
| Gross profit                              |         | 6,259,311     | 2,975       | 6,262,286    |
| Selling expenses                          | 1       | (2,623,690)   | (1,035,601) | (3,659,291)  |
| General and administration expenses       | 1,2,3,6 | (1,325,491)   | 252,030     | (1,073,461)  |
| Operating profit                          |         | 1,847,401     | (780,596)   | 1,066,805    |
| Profit before tax                         |         | 1,122,937     | -           | 1,122,937    |
| Corporate income tax for the current year | 4       | (33,000)      | 33,000      | -            |
| Deferred corporate income tax             | 5       | (178,570)     | (82,500)    | (261,070)    |
| Net profit                                |         | 911,367       | (49,500)    | 861,867      |

# Adjustments were made for the followings:

1

2

3

4 5

6

Net effect on profit for the six months ended 30 June 2010 Notes Description USD Reclassification of salary expenses of sales staff from general and administrative expenses to selling expenses amounting to USD255,005 Reclassification of tool, supplies expenses from cost of goods sold to general and administrative expenses amounting to USD26,998 Reclassification of tool, supplies expenses from general and administrative expenses to cost of goods sold amounting to USD24,023 Reversion of tax on disposal of investment in Crown Dong Nai 33,000 Record of the additional utilization of tax loss carried forward from prior year (82,500) Record of the sale and promotion expenses for internal consumption (49,500)

| 7             | Cash |         |              |         |               |
|---------------|------|---------|--------------|---------|---------------|
|               |      |         | 30 June 2011 | 31 [    | December 2010 |
|               |      | USD     | VND million  | USD     | VND million   |
| Cash on hand  |      | 8,832   | 182          | 28,943  | 548           |
| Cash in banks |      | 561,805 | 11,583       | 88,788  | 1,681         |
|               |      | 570,637 | 11,765       | 117,731 | 2,229         |

# 8 Inventories

|                                          | 30 June 2011 |             | 31 December 2010 |             |
|------------------------------------------|--------------|-------------|------------------|-------------|
|                                          | USD          | VND million | USD              | VND million |
| Goods in transit                         | -            | -           | 336,401          | 6,369       |
| Raw materials                            | 2,722,703    | 56,137      | 2,562,539        | 48,515      |
| Tool and supplies                        | 291,267      | 6,005       | 277,095          | 5,246       |
| Work in process                          | 1,336,503    | 27,556      | 1,173,964        | 22,225      |
| Finished goods                           | 3,493,570    | 72,030      | 3,278,808        | 62,074      |
|                                          | 7,844,043    | 161,728     | 7,628,807        | 144,429     |
| Provision for decline in inventory value | (305,902)    | (6,307)     | (146,582)        | (2,775)     |
|                                          | 7,538,141    | 155,421     | 7,482,225        | 141,654     |

# 9 Taxes and amounts receivable from the State Budget

The amount of USD106,907 (equivalent to VND2,204 million) represents overpayment of the Company's corporate income tax for the year 2007. This amount will be net off with tax liabilities in the succeeding years.

| 10 Tan                      | gible fixed assets |           |           |              |
|-----------------------------|--------------------|-----------|-----------|--------------|
|                             | Machinery and      | Motor     | Office    | Total        |
|                             | Equipment          | vehicles  | equipment |              |
|                             | USD                | USD       | USD       | USD          |
| Historical cost             |                    |           |           |              |
| 1 January 2011              | 22,836,629         | 505,662   | 246,506   | 23,588,797   |
| Acquisitions                | 18,827             | -         | 1,801     | 20,628       |
| 30 June 2011                | 22,855,456         | 505,662   | 248,307   | 23,609,425   |
| Fully depreciated           | 1,144,371          | 262,559   | 54,416    | 1,461,346    |
| Fixed assets not in use(*)  | 3,883,518          | 134,013   | 87,405    | 4,104,936    |
| Accumulated depreciatio     | n                  |           |           |              |
| 1 January 2011              | (10,059,644)       | (409,355) | (146,272) | (10,615,271) |
| Charge for the period       | (731,956)          | (20,277)  | (10,029)  | (762,262)    |
| 30 June 2011                | (10,791,600)       | (429,632) | (156,301) | (11,377,533) |
| Fixed assets not in use     | (2,477,913)        | (133,277) | (83,256)  | (2,694,446)  |
| Net book value              |                    |           |           |              |
| 1 January 2011              | 12,776,985         | 96,307    | 100,234   | 12,973,526   |
| 30 June 2011                | 12,063,856         | 76,030    | 92,006    | 12,231,892   |
| Fixed assets not in use (*) | 1,405,605          | 736       | 4,149     | 1,410,490    |

# In VND:

|                             | Machinery and | Motor       | Office      | Total       |
|-----------------------------|---------------|-------------|-------------|-------------|
|                             | Equipment     | vehicles    | equipment   |             |
|                             | VND million   | VND million | VND million | VND million |
| Historical cost             |               |             |             |             |
| 1 January 2011              | 432,343       | 9,573       | 4,667       | 446,583     |
| Acquisitions                | 388           | -           | 37          | 425         |
| Translation differences     | 38,503        | 853         | 416         | 39,772      |
| 30 June 2011                | 471,234       | 10,426      | 5,120       | 486,780     |
| Fully depreciated           | 23,595        | 5,413       | 1,122       | 30,130      |
| Fixed assets not in use     | 80,070        | 2,763       | 1,802       | 84,635      |
| Accumulated depreciation    |               |             |             |             |
| 1 January 2011              | (190,449)     | (7,750)     | (2,769)     | (200,968)   |
| Charge for the year         | (15,091)      | (418)       | (207)       | (15,716)    |
| Translation differences     | (16,961)      | (690)       | (248)       | (17,899)    |
| 30 June 2011                | (222,501)     | (8,858)     | (3,224)     | (234,583)   |
| Fixed assets not in use     | (51,090)      | (2,748)     | (1,717)     | (55,555)    |
| Net book value              |               |             |             |             |
| 1 January 2011              | 241,894       | 1,823       | 1,898       | 245,615     |
| 30 June 2011                | 248,733       | 1,568       | 1,896       | 252,197     |
| Fixed assets not in use (*) | 28,980        | 15          | 85          | 29,080      |

As at 30 June 2011, certain fixed assets with an aggregate carrying value of USD3,798,305 (31 December 2010: USD9,803,601) have been pledged with Vietcombank as security for the short-term borrowings (Note 14).

(\*) These assets had been moved from the old factory located in the centre of Bien Hoa City to the new one located in Tam Phuoc Industrial Park, Long Thanh District. The Company has insufficient demand to justify their re-commissioning and bringing back these assets into its production lines at the present time.

# **11 Construction in progress ("CIP")**

|                                      | Period ended 30 June 2011 |             | Year ended 31 December 20 |             |
|--------------------------------------|---------------------------|-------------|---------------------------|-------------|
|                                      | USD                       | VND million | USD                       | VND million |
| Opening balance                      | 188,896                   | 3,576       | 293,956                   | 5,274       |
| Additions during the year/period     | 299,913                   | 6,184       | 98,824                    | 1,871       |
| Transferred to tangible fixed assets | -                         | -           | (203,884)                 | (3,860)     |
| Translation differences              | -                         | 318         | -                         | 291         |
| Closing balance                      | 488,809                   | 10,078      | 188,896                   | 3,576       |
| Including:                           |                           |             |                           |             |
| ERP software                         | 191,060                   | 3,939       | 179,060                   | 3,390       |
| Waste water treatment                | 287,913                   | 5,936       |                           |             |
| Others                               | 9,836                     | 203         | 9,836                     | 186         |
|                                      | 488,809                   | 10,078      | 188,896                   | 3,576       |

# 12 Investments in subsidiaries

|                                          | Amount       |           | % equity held |             |
|------------------------------------------|--------------|-----------|---------------|-------------|
|                                          | 31 December  |           |               | 31 December |
|                                          | 30 June 2011 | 2010      | 30 June 2011  | 2010        |
|                                          | USD          | USD       | %             | %           |
| AvaFood Shareholding Company ("Avafood") | 4,500,000    | 4,500,000 | 90            | 90          |
| VND million                              | 92,781       | 85,194    |               |             |

# 13 Deferred tax assets

|                                   | Period ended 30 June 2011 |             | Year ended 31 December 2010 |             |
|-----------------------------------|---------------------------|-------------|-----------------------------|-------------|
|                                   | USD                       | VND million | USD                         | VND million |
| Opening balance                   | 2,135,050                 | 40,421      | 2,337,066                   | 41,929      |
| Utilized tax loss carried forward | -                         | -           | (202,016)                   | (3,825)     |
| Foreign exchange difference       | -                         | 3,599       | -                           | 2,317       |
| Closing balance                   | 2,135,050                 | 44,020      | 2,135,050                   | 40,421      |

This pertains mostly to the deferred income tax recognized in 2008 relative to the net loss reported for that year.

# 14 Short term borrowings and debts

|                                            | 30 June 2011 |             | 31 December 2010 |             |
|--------------------------------------------|--------------|-------------|------------------|-------------|
|                                            | USD          | VND million | USD              | VND million |
| Loans from Vietcombank, Dong Nai Branch(1) | 9,407,280    | 193,959     | 10,496,785       | 198,725     |
| Loans from Viet A Bank (2)                 | -            | -           | 2,980,311        | 56,423      |
| Loans from Kirin (3)                       | 7,000,000    | 144,326     | -                | -           |
|                                            | 16,407,280   | 338,285     | 13,477,096       | 255,148     |

## (1) Loans from Vietcombank, Dong Nai Branch

|                    | , ,       |              |            |               |
|--------------------|-----------|--------------|------------|---------------|
|                    |           | 30 June 2011 | 31         | December 2010 |
|                    | USD       | VND million  | USD        | VND million   |
| Denominated in USD | 1,371,685 | 28,281       | 1,484,741  | 28,109        |
| Denominated in EUR | -         | -            | 50,322     | 953           |
| Denominated in VND | 8,035,595 | 165,678      | 8,961,722  | 169,663       |
|                    | 9,407,280 | 193,959      | 10,496,785 | 198,725       |

Loan from Vietcombank, Dong Nai Branch – Agreement No 2010031/KHDN/NHNT dated 20 August 2010 pertains to a working capital credit facility with a credit limit of VND200 billion (equivalent to USD9,700,262 as at 30 June 2011). The loan is due within 60 months from the date of the execution of the above mentioned contract and each promissory note should be settled no more 6 months from the date loan availment. The credit facility is subject to interest based on the actual rates at the time each loan is drawn and such interest is payable on the 26th day of each month.

The applicable interest rates of these loans for the first 6 months of 2011 for dollar denominated loans were 6% to 7.5% while it was 13.0% to 19% for VND denominated loans. (In 2010 for dollar denominated loans were 6% to 7% while it was 12.0% to 15.5% for VND denominated loans).

The loans are secured by the aggregated values of certain machinery amounting to USD1,500,000 under contract No.016/QHKH/NHNT dated 24 September 2004. As at 30 June 2011, the carrying value of these pledged assets amounted to USD3,798,305 (Note 10).

In addition, certain fixed assets and prepaid land rentals of Avafood Shareholding Company's, its subsidiary, were used to secure the loan by the Company from Vietcombank, Dong Nai Branch. As at 30 June 2011, the carrying value of Avafood's assets pledged to secure the Company's loans amounts to USD8,907,328.

# (2) Loans from Viet A Bank

|                    |     | 30 June 2011 |           | December 2010 |
|--------------------|-----|--------------|-----------|---------------|
|                    | USD | VND million  | USD       | VND million   |
| Denominated in USD | -   | -            | 2,980,311 | 56,423        |

The loan from Viet A Bank under Contract No. 131/10/VAB/HDTHH dated 26 March 2010 pertains to a working capital credit facility with a credit limit of USD3,000,000. The applicable interest rate for the first six months of 2011 was at rates ranging from 0.63% to 0.84% per month (In 2010, interest rates were from 0.55% to 0.63% per month). The loans were secured by certain machineries. The Company has settled all principal and interest to Viet A Bank in June 2011 and Viet A bank has released all secured assets to the Company at the same time.

# (3) Loan from Kirin, a related party (Note 31)

|                    |           | 30 June 2011 | 31 [ | December 2010 |
|--------------------|-----------|--------------|------|---------------|
|                    | USD       | VND million  | USD  | VND million   |
| Denominated in USD | 7,000,000 | 144,326      | -    | -             |

On 25 May 2011, the Company entered into a USD7,000,000 revolving loan agreement with Kirin Holdings Company Ltd, the ultimate parent company. The credit facility is subject to interest based on the base rate plus 1% per annum. The base interest rate is equal to the London Inter-Bank Offered Rate for U.S. Dollars published and released to the market at approximately 11:00 AM London time two London Banking Days before the commencement of the Interest period. The applicable interest rate of this loan for the first 6 months of 2011 is 1.731% per annum. The loan matures on 30 May 2012.

In June 2011, the Company entered into another revolving loan agreement with Kirin Holdings Company Ltd, the ultimate parent company, amounting toUSD3,000,000. The facility is subject to interest based on the same base rate above plus 1% per annum. Its maturity date is on 01 June 2012. This loan was released to the Company in July 2011.

# 15 Trade accounts payable

|                                      |           | 31 December 2010 |           |             |
|--------------------------------------|-----------|------------------|-----------|-------------|
|                                      | USD       | VND million      | USD       | VND million |
| Payable to suppliers                 | 3,623,918 | 74,718           | 3,590,165 | 67,969      |
| Payable to related parties (Note 31) | 388,954   | 8,019            | 1,395,446 | 26,419      |
|                                      | 4,012,872 | 82,737           | 4,985,611 | 94,388      |

# 16 Taxes and amounts payable to State budget

|                     |        | 30 June 2011 |         | 31 December 2010 |  |
|---------------------|--------|--------------|---------|------------------|--|
|                     | USD    | VND million  | USD     | VND million      |  |
| Value added tax     | -      | -            | 242,514 | 4,591            |  |
| Personal income tax | 40,395 | 833          | 122,254 | 2,315            |  |
| Import, export tax  | 23,944 | 494          | 2,076   | 39               |  |
| Other taxes         | 8,576  | 176          | 3,254   | 62               |  |
|                     | 72,915 | 1,503        | 370,098 | 7,007            |  |

# 17 Accrued expenses payables

|                 | 30 June 2011 |             | 31 December 2010 |             |
|-----------------|--------------|-------------|------------------|-------------|
|                 | USD          | VND million | USD              | VND million |
| Transportation  | 187,215      | 3,860       | 205,841          | 3,897       |
| Trade discounts | 71,254       | 1,469       | 83,659           | 1,584       |
| Others          | 21,249       | 438         | 146,593          | 2,775       |
|                 | 279,718      | 5,767       | 436,093          | 8,256       |

#### 18 Other payables

|                                          | 30 June 2011 |             | 31      | 31 December 2010 |  |
|------------------------------------------|--------------|-------------|---------|------------------|--|
|                                          | USD          | VND million | USD     | VND million      |  |
| Dividends payable (Note 34)              | 24,265       | 500         | 24,265  | 459              |  |
| Trade union, social and health insurance | 29,885       | 616         | 13,002  | 246              |  |
| Other payables to BOM                    | 30,177       | 622         | 106,851 | 2,023            |  |
| Other payables                           | 67           | 2           | 11,599  | 220              |  |
|                                          | 84,394       | 1,740       | 155,717 | 2,948            |  |

# 19 Long term borrowings and debts

|                                        |           | 30 June 2011 | 31 December 2010 |             |
|----------------------------------------|-----------|--------------|------------------|-------------|
|                                        | USD       | VND million  | USD              | VND million |
| Loan from the Chairman                 | -         | -            | 3,430,928        | 64,954      |
| Loan from the Parent Company (Note 31) | 3,430,928 | 70,739       | -                | -           |
|                                        | 3,430,928 | 70,739       | 3,430,928        | 64,954      |

Previously it was a converted five year shareholder loan under a loan agreement dated 30 July 2009. The loan bears interest at SIBOR three months less 1%. On February 28, 2011, Trade Ocean Holdings Sdn Bhd ("TOH"), parent company, and The Company and Mr Pang Tee Chiang ("PTC") entered into a Loan Novation Agreement whereby TOH has agreed to assume the rights and obligations of the USD3,430,928 loan PTC had extended to the Company.

| 20 Owner's equity         |               |               |                 |                   |
|---------------------------|---------------|---------------|-----------------|-------------------|
|                           | Share capital | Share premium | Accumulated     | Total             |
|                           |               |               | Profit (Losses) |                   |
|                           | USD           | USD           | USD             | USD               |
| Balance, 1 January 2010   | 18,313,995    | 4,082,759     | (11,318,220)    | 11,078,534        |
| Prior period's net profit | -             | -             | 861,867         | 861,867           |
| Balance, 30 June 2010     | 18,313,995    | 4,082,759     | (10,456,353)    | 11,940,401        |
| Balance, 1 January 2011   | 18,313,995    | 4,082,759     | (10,705,863)    | 11,690,891        |
| Current period's net loss | -             | -             | (813,138)       | (813,138 <u>)</u> |
| Balance, 30 June 2011     | 18,313,995    | 4,082,759     | (11,519,001)    | 10,877,753        |

# In VND:

|                           | Share capital | Share premium | Accumulated<br>Losses | Total       |
|---------------------------|---------------|---------------|-----------------------|-------------|
|                           | VND million   | VND million   | VND million           | VND million |
| Balance, 1 January 2010   | 328,571       | 73,249        | (203,060)             | 198,760     |
| Prior period's net profit | -             | -             | 15,983                | 15,983      |
| Translation differences   | 11,044        | 2,462         | (6,826)               | 6,680       |
| Balance, 30 June 2010     | 339,615       | 75,711        | (193,903)             | 221,423     |
| Balance, 1 January 2011   | 346,721       | 77,295        | (202,683)             | 221,333     |
| Current period's net loss | -             | -             | (16,765)              | (16,765)    |
| Translation differences   | 30,877        | 6,883         | (18,051)              | 19,709      |
| Balance, 30 June 2011     | 377,598       | 84,178        | (237,499)             | 224,277     |

### 21 Share capital

The Company's charter capital is VND291,409,840 thousand (equivalent USD18,313,995), which is divided into 29,140,984 ordinary shares with par value of VND10,000 each.

|                       | Number of shares | VND'000     | USD<br>equivalent |
|-----------------------|------------------|-------------|-------------------|
| Authorized            | 29,140,992       | 291,409,920 | 18,314,000        |
| Issued and fully paid | 29,140,984       | 291,409,840 | 18,313,995        |

Details of shareholders as at 30 June 2011 are as follows:

| Number of shares            |           |            |            |             |             |  |
|-----------------------------|-----------|------------|------------|-------------|-------------|--|
|                             | Listed    | Unlisted   |            | Equivale    | ent capital |  |
|                             | shares    | shares     | Total      |             | amount      |  |
|                             |           |            |            | VND'000     | %           |  |
| Trade Ocean Holding SDN BHD | -         | 16,684,646 | 16,684,646 | 166,846,460 | 57.25%      |  |
| Pang Tee Chiang (*)         | 1,237,469 | 5,499,840  | 6,737,309  | 67,373,090  | 23.12%      |  |
| Yau Hau Jan                 | -         | 81,139     | 81,139     | 811,390     | 0.28%       |  |
| Ng Eng Huat                 | 800,403   | -          | 800,403    | 8,004,030   | 2.75%       |  |
| Public shareholders         | 4,837,487 | -          | 4,837,487  | 48,374,870  | 16.60%      |  |
|                             | 6,875,359 | 22,265,625 | 29,140,984 | 291,409,840 | 100.00%     |  |

(\*)The Board of Management of Dong Nai Industrial Zone has approved the amended Investment Certificate dated 22 April 2011 to allow Mr. Pang Tee Chiang, the former General Director, to transfer 5,499,840 unlisted shares (equivalent to 18,87% of equity interest) to Indochina Beverage Holdings Ltd., a company established in British Virgin Island. The Company is in the progress of getting approval from Vietnam Securities Depository.

| 22               | Net sales |                 |                |                 |                |
|------------------|-----------|-----------------|----------------|-----------------|----------------|
|                  |           | Six months ende | d 30 June 2011 | Six months ende | d 30 June 2010 |
|                  |           | USD             | VND million    | USD             | VND million    |
|                  |           |                 |                |                 | Restated       |
| Revenue          |           |                 |                |                 |                |
| Domestic sales   |           | 23,205,597      | 478,453        | 28,972,224      | 537,261        |
| Export sales     |           | 1,571,614       | 32,404         | 1,115,710       | 20,690         |
|                  |           | 24,777,211      | 510,857        | 30,087,934      | 557,951        |
| Sales deduction: |           |                 |                |                 |                |
| Sales allowance  |           | (622,828)       | (12,841)       | (1,447,526)     | (26,842)       |
| Sales returns    |           | (10,728)        | (222)          | (19,912)        | (370)          |
|                  |           | (633,556)       | (13,063)       | (1,467,438)     | (27,212)       |
| Net sales        |           | 24,143,655      | 497,794        | 28,620,496      | 530,739        |

#### 23 Cost of goods sold

|                                       | Six months ended 30 June 2011 |         | Six months ended 30 June 2010 |              |
|---------------------------------------|-------------------------------|---------|-------------------------------|--------------|
|                                       | USD VND million               |         | USD                           | VND million  |
|                                       |                               |         |                               | Reclassified |
| Cost of goods sold for domestic sales | 18,495,973                    | 381,350 | 21,483,594                    | 398,392      |
| Cost of goods sold for export sales   | 1,389,573                     | 28,650  | 874,616                       | 16,219       |
|                                       | 19,885,546                    | 410,000 | 22,358,210                    | 414,611      |

# 24 Income from financial activities

|                                              | Six months ended 30 June 2011 |             | Six months ended 30 June 2010 |             |
|----------------------------------------------|-------------------------------|-------------|-------------------------------|-------------|
|                                              | USD                           | VND million | USD                           | VND million |
| Interest income from bank deposits           | 6,901                         | 142         | 5,524                         | 102         |
| Interest income from loan to related parties |                               |             |                               |             |
| (Note 31)                                    | 450,591                       | 9,290       | -                             | -           |
| Gain from disposal of investment in          |                               |             |                               |             |
| associate                                    | -                             | -           | 300,000                       | 5,563       |
| Realised gains from foreign exchange         | 1,279,102                     | 26,373      | 592,721                       | 10,991      |
| Unrealised gains from foreign exchange       | -                             | -           | 51,414                        | 954         |
|                                              | 1,736,594                     | 35,805      | 949,659                       | 17,610      |

# 25 Expenses for financial activities

|                                    | Six months ended 30 June 2011<br>USD VND million |        | Six months ended 30 June 2010 |             |
|------------------------------------|--------------------------------------------------|--------|-------------------------------|-------------|
|                                    |                                                  |        | USD                           | VND million |
| Interest expense                   | 794,304                                          | 16,377 | 557,288                       | 10,334      |
| Realised foreign exchange losses   | 489,516                                          | 10,093 | 841,262                       | 15,600      |
| Unrealised foreign exchange losses | 561,796                                          | 11,583 | -                             | -           |
| Other finance expenses             | 7,878                                            | 162    | 13,837                        | 257         |
|                                    | 1,853,494                                        | 38,215 | 1,412,387                     | 26,191      |

# 26 Selling expenses

|                                         | Six months ended 30 June 2011 |             | Six months ended 30 June 20 |             |
|-----------------------------------------|-------------------------------|-------------|-----------------------------|-------------|
|                                         | USD                           | VND million | USD                         | VND million |
|                                         |                               |             |                             | Restated    |
| Transportation expense                  | 1,256,010                     | 25,896      | 1,144,091                   | 21,216      |
| Salary                                  | 890,117                       | 18,352      | 1,077,577                   | 19,983      |
| Commission for salesmen and promotional |                               |             |                             |             |
| expenses                                | 1,612,392                     | 33,244      | 1,150,752                   | 21,340      |
| Depreciation                            | 16,870                        | 348         | 24,888                      | 462         |
| Other expenses                          | 223,106                       | 4,601       | 261,983                     | 4,857       |
|                                         | 3,998,495                     | 82,441      | 3,659,291                   | 67,858      |

# 27 General and administration expenses

|                 | Six months ended 30 June 2011 |                 | Six months ended 30 June 2 |             |
|-----------------|-------------------------------|-----------------|----------------------------|-------------|
|                 | USD                           | USD VND million |                            | VND million |
|                 |                               |                 |                            | Restated    |
| Salary          | 416,978                       | 8,597           | 403,895                    | 7,490       |
| Depreciation    | 8,380                         | 173             | 8,831                      | 164         |
| Office expenses | 306,598                       | 6,321           | 363,390                    | 6,739       |
| Bank charges    | 19,741                        | 407             | 16,280                     | 302         |
| Other expenses  | 139,014                       | 2,867           | 281,066                    | 5,211       |
|                 | 890,711                       | 18,365          | 1,073,462                  | 19,906      |

# 28 Other expenses

|                             | Six months ended 30 June 2011 |       | Six months ended 30 June 2 |             |
|-----------------------------|-------------------------------|-------|----------------------------|-------------|
|                             | USD VND million               |       |                            | VND million |
| Depreciation of idle assets | 119,094                       | 2,455 | 149,185                    | 2,766       |
| Others                      | 867                           | 18    | 47,846                     | 888         |
|                             | 119,961                       | 2,473 | 197,031                    | 3,654       |

29

Other costs

#### **Cost by element** Six months ended 30 June 2011 Six months ended 30 June 2010 USD **VND** million USD VND million Raw materials 353,489 17,144,678 18,135,000 41,294 Labour cost 2,002,796 2,162,601 Depreciation and amortisation 643.168 13.261 763,813 Outside service costs 3,080,144 63,506 2,952,766

2,062,633

24,933,419

#### 30 **Corporate income tax**

The Company is liable to corporate income tax at the rate of 15% for a period of 12 years from 1994, the year it commenced commercial operations. Thereafter, from 2006 onwards the Company is subject to income tax at the rate of 25%.

42,527

514,077

1,524,131

25,538,311

According to Decree No. 24/2007/ND-CP dated 14 February 2007 (which replaced Decree No. 164/2003/ND-CP dated 22 December 2003), the Company is entitled to tax incentives in relation to the relocation of its business activities out of an urban area. In 2006, the Company relocated one of its production lines from Bien Hoa City to Tam Phuoc Industrial Zone, Long Thanh District. As a result, profit derived from this line is exempt from corporate income tax for two years and a reduction of 50% for the following six years. Also as stated in this Decree, the Company is entitled to tax incentives in relation to investments made in new production lines that are qualified under this Decree. The tax incentives include one year of exemption from corporate income tax and a reduction of 50% for the following four years applied to profit derived from the new production lines.

In 2008, Decree No. 124/2008/ND-CP dated 11 December 2008 (which replaced Decree No. Decree No. 24/2007/ND-CP dated 14 February 2007), the Company will to continue to enjoy its tax incentives under Decree No. 24/2007/ND-CP dated 14 February 2007.

In accordance to Letter No. 11924/TC-CST dated 20 October 2004 issued by the Ministry of Finance, the Company is entitled to a 50% reduction for two years after listing its shares in Ho Chi Minh City Securities Trading Centre. The Company has completed the registration with the tax authority to apply the incentives commencing from 2007.

The reconciliation between the profit (loss) before income tax and taxable profit (loss) is shown below:

|                                                            | Six months ended 30 June 2011 |             | Six months ended 30 June 2 |             |
|------------------------------------------------------------|-------------------------------|-------------|----------------------------|-------------|
|                                                            | USD                           | VND million | USD                        | VND million |
| Accounting profit (loss) before tax                        | (813,138)                     | (16,765)    | 1,122,937                  | 20,824      |
| Adjusted for:                                              |                               |             |                            |             |
| Permanent difference                                       |                               |             |                            |             |
| - Expenses without appropriate supporting                  |                               |             |                            |             |
| document                                                   | 4,206                         | 87          | 24,799                     | 460         |
| - Fee for the Board of Management                          | 6,111                         | 126         | -                          | -           |
| - Depreciation of idle assets                              | 119,094                       | 2,455       | 149,185                    | 2,766       |
| - Administration Penalty                                   | 317                           | 7           | -                          | -           |
| Temporary difference                                       |                               |             |                            |             |
| - Accrued expenses                                         | 339,202                       | 6,994       | 615,152                    | 11,407      |
| - Unrealized loss/(gain) from foreign exchange             |                               |             |                            |             |
| difference                                                 | 533,302                       | 10,996      | (51,414)                   | (953)       |
| Less: Adjustments for decreasing profit                    |                               |             |                            |             |
| before tax                                                 |                               | -           | -                          | -           |
| <ul> <li>Accrued expenses recognized from prior</li> </ul> |                               |             |                            |             |
| years                                                      | (436,093)                     | (8,991)     | (560,040)                  | (10,385)    |

336,295

40,103

14,164

54,756

28,263

473,581

|                                                 | Six months ended 30 June 2011 |             | Six months ended 30 June 2010 |             |
|-------------------------------------------------|-------------------------------|-------------|-------------------------------|-------------|
|                                                 | USD                           | VND million | USD                           | VND million |
| - Severance allowance paid during the period    | (17,803)                      | (367)       | -                             | -           |
| - Unrealised loss on foreign exchange           |                               |             |                               |             |
| difference in the prior year is realized in the |                               |             |                               |             |
| current year                                    | (5,019)                       | (103)       | -                             | -           |
| Taxable profit /(loss) from normal business     | (269,821)                     | (5,561)     | 1,300,619                     | 24,119      |
| Less: Gain on capital assignment                | -                             | -           | (300,000)                     | (5,563)     |
| Taxable profit for normal operating activities  | -                             | -           | 1,000,619                     | 18,556      |
| Income tax expenses at tax rate of 25%          | -                             | -           | 250,154                       | 4,639       |
| Tax incentive on income from incremental        |                               |             |                               |             |
| investment and relocation                       | -                             | -           | (64,084)                      | (1,188)     |
| Income tax expense from normal operating        |                               |             |                               |             |
| activities                                      | -                             | -           | 186,070                       | 3,451       |
| Corporate income tax expenses from disposal     |                               |             |                               |             |
| of capital assignment                           | -                             | -           | 75,000                        | 1,390       |
| Corporate income tax expense                    | -                             | -           | 261,070                       | 4,841       |
| Utilization of taxable loss carried forward     | -                             | -           | (261,070)                     | (4,841)     |
| Total corporate income tax expenses for the     |                               |             |                               |             |
| current year                                    | -                             |             | -                             |             |

Tax losses can be carried forward to offset future years' taxable income up to five years from the year in which they were incurred. The actual amount of accumulated losses that can be carried forward is subject to the result of a tax audit which will be carried out by the local tax authorities. Tax losses available for offset against future taxable income are as follows:

| Year                       | Status of tax audit |            | Tax losses  |
|----------------------------|---------------------|------------|-------------|
|                            |                     | USD        | VND million |
| 2008                       | Not yet performed   | 13,074,272 | 221,962     |
| 2009                       | Not yet performed   | 29,892     | 536         |
| For the six months of 2011 | Not yet performed   | 269,821    | 5,561       |
|                            |                     | 13,373,985 | 228,059     |

# Deferred corporate income tax

The details of deferred tax asset recognised by the Company, and the movements thereon are as shown below:

|                                           |                          |           | Recognised in the statement of |               |  |
|-------------------------------------------|--------------------------|-----------|--------------------------------|---------------|--|
|                                           | Balance                  | sheet     | income                         |               |  |
|                                           | 30 June 2011 31 December |           | Six months                     | Six months    |  |
|                                           |                          | 2010      | ended 30 June                  | ended 30 June |  |
|                                           |                          |           | 2011                           | 2010          |  |
|                                           | USD                      | USD       | USD                            | USD           |  |
| Utilization of deferred income tax assets | -                        | -         | -                              | (261,070)     |  |
|                                           | 2,135,050                | 2,135,050 | -                              | (261,070)     |  |
| VND million                               | 44,020                   | 40,421    | -                              | (4,841)       |  |

# 31 Related party transaction and balances

During the six months ended 30 June 2011, the following transactions with related parties were recorded:

| Related party                 | Relation        | Transaction                     | USD        | VND million |
|-------------------------------|-----------------|---------------------------------|------------|-------------|
| Chuan Li Can Manufacturing    | Ex-Affiliate    | Purchases of materials by the   |            |             |
| (Vietnam) Co., Ltd            |                 | Company                         | 687,095    | 14,167      |
| Avafood Shareholding          | Subsidiary      | Loans granted by the            |            |             |
| Company                       |                 | Company (1)                     | 2,483,286  | 51,200      |
|                               |                 | Interest income earned by the   |            |             |
|                               |                 | Company                         | 450,591    | 9,290       |
|                               |                 | Processing fees charged to      |            |             |
|                               |                 | the Company (2)                 | 1,393,586  | 28,733      |
|                               |                 | Sales of drink products by the  |            |             |
|                               |                 | Company                         | 14,680     | 303         |
|                               |                 | Office and factory rentals fee  |            |             |
|                               |                 | charged to the Company          | 162,200    | 3,344       |
|                               |                 | Carrying value of assets        |            |             |
|                               |                 | pledged by Avafood for the      |            |             |
|                               |                 | Company's loans                 | 8,907,328  | 183,651     |
|                               | Ex-Chairman/    | Transfer loan to Trade Ocean    |            |             |
| Mr. Pang Tee Chiang           | Ex - General    | Holding SDN BHD                 | 3,430,928  | 70,739      |
|                               | Director        | Paid interest for other payable | 7,485      | 154         |
| Trade Ocean Holding SDN       | Parent Company  |                                 |            |             |
| BHD                           |                 | Loan extend to the Company      | 3,430,928  | 70,739      |
| Kirin Holding Company Limited | Ultimate parent | Loans to the Company            | `7,000,000 | 144,326     |
|                               | company         | Interest expense charged to     |            |             |
|                               |                 | the Company                     | 10,125     | 209         |

# Transactions with Avafood Shareholding Company ("Avafood")

(1) In 2010, the Company signed a loan agreement with Avafood in which the Company granted a loan facility of USD7,000,000 to Avafood. The VND denominated loan was subject to interest at the rates ranging from 14.72% to 16.91% which is consistent with published by Vietcombank Dong Nai from January 2011 to May 2011. In June 2011, interest rate changed into interest rate on loan that the Company received from Kirin in May 2011 (equal to 1.731% per annual for the USD denominated loan) for the period from 1 June 2011 until 30 May 2012.

Any outstanding balance will be net-off with any inter-company balances between the two parties such as the processing agreement (2), sale of finished goods or any other debt settlement.

# (2) Processing agreement:

The Company and Avafood signed a renewed processing agreement dated 2 January 2010 in which Avafood will process canned/bottled fruit juice products and biscuits& confectionery products. Processing fees for both of canning products and biscuit products will be determined based on margin 7% of monthly production cost of the Company for each kind of product product in the factory located at the address of Avafood.

|                       |                 |                   |             | Trade    | Other    |            |
|-----------------------|-----------------|-------------------|-------------|----------|----------|------------|
| Related party         | Relation        | Transaction       | Receivables | payables | payables | Loans      |
|                       |                 |                   | USD         | USD      | USD      | USD        |
| Avafood Shareholding  | Subsidiary      | Loan              | 6,905,261   | -        | -        | -          |
| Company               |                 | Sales of products | 263,763     | -        | -        | -          |
| Kirin Holding Company | Ultimate parent | Loan              | -           | -        | -        | 7,000,000  |
| Limited               | company         | Payable interest  | -           | -        | 10,125   | -          |
| Trade Ocean Holding   | Parent          |                   |             |          |          |            |
| SDN BHD               | Company         | Loan              | -           | -        | -        | 3,430,928  |
| Chuan Li Can          |                 | Purchases of      |             |          |          |            |
| Manufacturing         | Ex-Affiliate    | materials         | -           | 388,954  | -        | -          |
|                       |                 |                   | 7,169,024   | 388,954  | 10,125   | 10,430,928 |
| VND million           |                 |                   | 147,811     | 8,019    | 209      | 215,065    |

# At 30 June 2011 the following balances were outstanding with related parties:

# 32 Segmental information

At 30 June 2011, management determined the following reportable segments by categories of sales: (1) domestic sales and (2) export sales. The Company analyses segment revenue and cost of sales.

# The segment results for the six months ended 30 June 2011 are as follows:

| -                          | Domestic     | Export      | Total        |
|----------------------------|--------------|-------------|--------------|
|                            | USD          | USD         | USD          |
| Sales revenue – net        | 22,575,228   | 1,568,427   | 24,143,655   |
| Cost of sales              | (18,495,973) | (1,389,573) | (19,885,546) |
| Gross profit               | 4,079,255    | 178,854     | 4,258,109    |
| Gross profit - VND Million | 84,106       | 3,688       | 87,794       |

The segment results for the six months ended 30 June 2010 are as follows:

| 0                          |              | _         |              |
|----------------------------|--------------|-----------|--------------|
|                            | Domestic     | Export    | Total        |
|                            | USD          | USD       | USD          |
| Sales revenue – net        | 27,504,786   | 1,115,710 | 28,620,496   |
| Cost of sales              | (21,483,594) | (874,616) | (22,358,210) |
| Gross profit               | 6,021,192    | 241,094   | 6,262,286    |
| Gross profit - VND Million | 111,657      | 4,471     | 116,128      |
|                            |              |           |              |

Management also determined the following reportable segments by categories of products: (1) drinks, (2) biscuits and (3) others. The Company analyses segment revenue and cost of revenue.

# The segment results for the six months ended 30 June 2011 are as follows:

| 0                          | l l          |           |             |              |
|----------------------------|--------------|-----------|-------------|--------------|
|                            | Drinks       | Biscuits  | Other       | Total        |
|                            | USD          | USD       | USD         | USD          |
| Sales revenue – net        | 21,357,040   | 670,399   | 2,116,216   | 24,143,655   |
| Cost of sales              | (16,740,839) | (748,327) | (2,396,380) | (19,885,546) |
| Gross profit               | 4,616,201    | (77,928)  | (280,164)   | 4,258,109    |
| Gross profit - VND Million | 95,177       | (1,607)   | (5,776)     | 87,794       |

# The segment results for the six months ended 30 June 2010 are as follows:

|                            | Drinks       | Biscuits  | Other       | Total        |
|----------------------------|--------------|-----------|-------------|--------------|
|                            | USD          | USD       | USD         | USD          |
| Sales revenue – net        | 26,158,752   | 556,970   | 1,904,773   | 28,620,495   |
| Cost of sales              | (20,427,870) | (436,740) | (1,493,600) | (22,358,210) |
| Gross profit               | 5,730,882    | 120,230   | 411,173     | 6,262,285    |
| Gross profit - VND Million | 106,273      | 2,230     | 7,625       | 116,128      |
|                            |              |           |             |              |

### 33 Non cash transactions

Non-cash transaction occurred during the period which has impact on the statement of cash flows include:

|                                                                              |         | 30 June 2011 |
|------------------------------------------------------------------------------|---------|--------------|
|                                                                              | USD     | VND million  |
| Interest income from loan to Avafood, offsetting with processing fee payable |         |              |
| (Note 31)                                                                    | 450,591 | 9,290        |
|                                                                              |         |              |

# 34 Basic earnings/(loss) per share and dividends

Basic earnings/loss per share is shown below

|                                                   | Six months ended 30 June 2011 |             | Six months ended 30 June 2010 |             |
|---------------------------------------------------|-------------------------------|-------------|-------------------------------|-------------|
|                                                   | USD                           | VND million | USD                           | VND million |
| Profit/(loss) attributable to shareholders of the |                               |             |                               |             |
| Company (USD)                                     | (813,138)                     | (16,765)    | 861,867                       | 15,982      |
| Weighted average number of ordinary shares        |                               |             |                               |             |
| on issue                                          | 29,140,984                    | 29,140,984  | 29,140,984                    | 29,140,984  |
| Basic earnings/(loss) per share (USD/ VND         |                               |             |                               |             |
| million per share)                                | (0.028)                       | (0.001)     | 0.030                         | 0.001       |

No dividend was declared for the six months ended 30 June 2011. As at 30 June 2011, the 2007 dividends of USD24,265 is still outstanding and this is included in the other payables (Note 17).

# 35 Board of Director and Management's remuneration

During the period, the members of Board of Director and Management received remuneration as follows:

|                          | 30 June 2011 |             | 30 June 2010 |             |
|--------------------------|--------------|-------------|--------------|-------------|
|                          | USD          | VND million | USD          | VND million |
| Board of Management fees | 7,275        | 150         | 6,544        | 121         |
| Salary                   | 268,300      | 5,532       | 188,575      | 3,497       |
|                          | 275,575      | 5,682       | 195,119      | 3,618       |

# 36 Commitments

As at 30 June 2011, the Company was committed under operating lease agreements in the following amounts:

|                          |           | <b>30 June 2011</b> 31 December 2 |         | December 2010 |
|--------------------------|-----------|-----------------------------------|---------|---------------|
|                          | USD       | VND million                       | USD     | VND million   |
| Within the next year     | 395,710   | 8,159                             | 184,574 | 3,423         |
| Within two to five years | 1,139,229 | 23,489                            | 273,483 | 5,071         |
| Over five years          | 939,066   | 19,362                            | 3,168   | 59            |
|                          | 2,474,005 | 51,010                            | 461,225 | 8,553         |

On 2 January 2011, the Company entered into additional warehouse and workshop leasing of 19,208 m<sup>2</sup> with Avafood for 10 years up to 31 December 2020.

# 37 Approval for issuance of the financial statements

The separate financial statements for the period ended 30 June 2011 were approved by the Board of Directors on \_\_\_\_\_

Michio Nagabayashi General Director

Nguyen Hong Phong Chief Accountant



Grant Thornton (Vietnam) Ltd.

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