



Tao Heung Holdings Limited

稻香控股有限公司\*

(Incorporated in the Cayman Islands with Limited Liability)

Stock Code : 573

Interim Report 2011

\* For identification purposes only



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# Corporate Information

## Board of Directors

### Executive Directors

Mr. Chung Wai Ping (*Chairman*)  
Mr. Wong Ka Wing  
Mr. Chung Ming Fat  
Mr. Leung Yiu Chun (*Chief Executive Officer*)  
Ms. Wong Fun Ching  
Mr. Ho Yuen Wah

### Non-executive Directors

Mr. Fong Siu Kwong  
Mr. Chan Yue Kwong, Michael

### Independent non-executive Directors

Mr. Li Tze Leung  
Professor Chan Chi Fai, Andrew  
Mr. Mak Hing Keung, Thomas  
Mr. Ng Yat Cheung

### Company Secretary

Mr. Leung Yiu Chun *FCCA, FCPA*

### Authorised Representatives

Mr. Leung Yiu Chun  
Mr. Ho Yuen Wah

### Members of Audit Committee

Mr. Mak Hing Keung, Thomas (*Chairman*)  
Mr. Li Tze Leung  
Professor Chan Chi Fai, Andrew  
Mr. Chan Yue Kwong, Michael

### Members of Nomination Committee

Professor Chan Chi Fai, Andrew (*Chairman*)  
Mr. Ng Yat Cheung  
Mr. Chan Yue Kwong, Michael

### Members of Remuneration Committee

Mr. Li Tze Leung (*Chairman*)  
Mr. Fong Siu Kwong  
Mr. Mak Hing Keung, Thomas

## Registered Office

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

## Principal Place of Business in Hong Kong

No. 13 Au Pui Wan Street, Fo Tan  
Shatin, New Territories, Hong Kong

## Principal Share Registrar

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 705, Grand Cayman  
KY1-1107, Cayman Islands

## Hong Kong Branch Share Registrar

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

## Principal Bankers

Bank of China (Hong Kong) Limited  
Bank of East Asia, Limited  
CITIC Bank International Limited  
Dah Sing Bank Limited  
DBS Bank (Hong Kong) Limited  
Deutsche Bank AG, Hong Kong Branch  
Hang Seng Bank Limited  
Standard Chartered Bank (Hong Kong) Limited  
UBS AG

## Principal Auditors

Ernst & Young

## Stock Code

573

## Website

[www.taoheung.com.hk](http://www.taoheung.com.hk)

# Financial Highlights

Key Financial Ratios	Notes	Six months ended 30 June		% Change Increase/ (Decrease)
		2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000	
<b>Performance</b>				
Revenue		<b>1,706,927</b>	1,391,906	22.6%
EBITDA		<b>259,683</b>	215,061	20.7%
Profit attributable to owners of the parent		<b>125,310</b>	104,395	20.0%
Gross profit margin		<b>16.7%</b>	15.4%	8.4%
Net profit margin	1	<b>7.3%</b>	7.5%	(2.7%)
<b>Per Share Data</b>				
Earnings per share		<b>HK cents</b>	HK cents	
– Basic		<b>12.33</b>	10.27	20.1%
– Diluted		<b>12.28</b>	10.23	20.0%
Interim dividend per share		<b>6.20</b>	6.20	0.0%
<b>Total Assets and Liabilities</b>				
		<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000	<b>% Change Increase/ (Decrease)</b>
Total assets		<b>1,803,831</b>	1,626,456	10.9%
Net assets		<b>1,312,388</b>	1,231,246	6.6%
Cash and cash equivalents		<b>396,189</b>	382,655	3.5%
Net cash	2	<b>377,143</b>	371,382	1.6%
<b>Liquidity and Gearing</b>				
Current ratio	3	<b>1.4</b>	1.5	(6.7%)
Quick ratio	4	<b>1.2</b>	1.3	(7.7%)
Gearing ratio	5	<b>1.5%</b>	0.9%	66.7%
<b>Per Share Data</b>				
Net assets per share	6	<b>HK cents</b>	HK cents	
Net cash per share	7	<b>129.05</b>	121.17	6.5%
		<b>37.09</b>	36.55	1.5%

## Notes:

- Net profit margin is calculated as net profit attributable to owners of the parent divided by revenue.
- Net cash is cash and cash equivalents less interest-bearing bank borrowings.
- Current ratio is calculated as current assets divided by current liabilities.
- Quick ratio is calculated as current assets less inventories divided by current liabilities.
- Gearing ratio is calculated as total debt (interest-bearing bank borrowings and finance lease payables) divided by total equity attributable to owners of the parent.
- Net assets per share is calculated based on the number of 1,016,926,000 shares (31 December 2010: 1,016,141,000 shares).
- Net cash per share is calculated based on the number of 1,016,926,000 shares (31 December 2010: 1,016,141,000 shares).



Financial Highlights (continued)

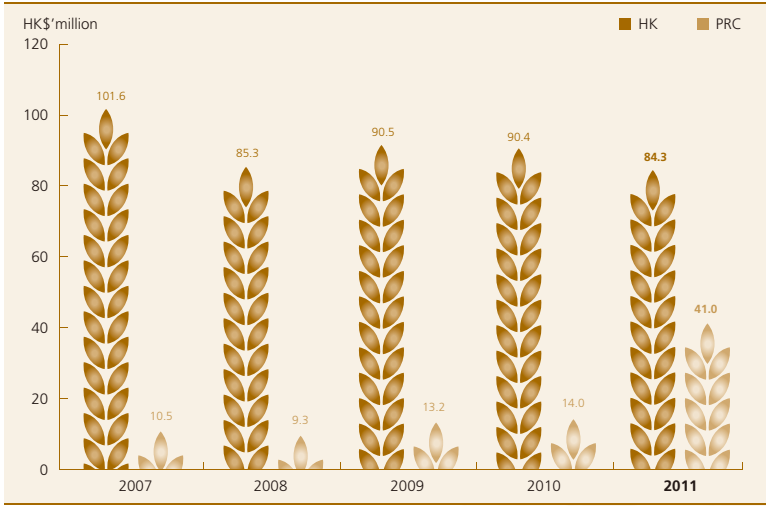
**Turnover** for the six months ended 30 June



**EBITDA** for the six months ended 30 June



**Profit attributable to owners of the parent** for the six months ended 30 June



# Condensed Consolidated Income Statement

For the six months ended 30 June 2011

## Interim Results (Unaudited)

The board (the "Board") of directors of Tao Heung Holdings Limited (the "Company"), together with its subsidiaries (collectively the "Group"), hereby announces the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2011 together with comparative figures for the corresponding period in 2010. These interim condensed consolidated financial statements for the six months ended 30 June 2011 have not been audited, but have been reviewed by the Audit Committee of the Company.

	Notes	Six months ended 30 June	
		2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
REVENUE	5	1,706,927	1,391,906
Cost of sales		(1,421,888)	(1,177,750)
Gross profit		285,039	214,156
Other income and gains	5	15,046	6,798
Selling and distribution costs		(42,532)	(29,933)
Administrative expenses		(98,329)	(64,862)
Finance costs	6	(138)	(266)
PROFIT BEFORE TAX	7	159,086	125,893
Income tax expense	8	(31,816)	(20,480)
PROFIT FOR THE PERIOD		127,270	105,413
Attributable to:			
Owners of the parent		125,310	104,395
Non-controlling interests		1,960	1,018
		127,270	105,413
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
– Basic	10	HK12.33 cents	HK10.27 cents
– Diluted	10	HK12.28 cents	HK10.23 cents

Details of the dividend payable and proposed for the period are disclosed in note 9 to this report.

# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2011

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
<b>PROFIT FOR THE PERIOD</b>	<b>127,270</b>	105,413
Other comprehensive income for the period		
Exchange differences on translation of foreign operations	<b>13,525</b>	1,275
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>140,795</b>	106,688
Attributable to:		
Owners of the parent	<b>138,715</b>	105,670
Non-controlling interests	<b>2,080</b>	1,018
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>140,795</b>	106,688

# Condensed Consolidated Statement of Financial Position

As at 30 June 2011

	Notes	30 June 2011 (Unaudited) HK\$'000	31 December 2010 (Audited) HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	11	955,136	854,017
Prepaid land lease payments		19,234	18,855
Biological assets		2,726	–
Investment properties	11	7,620	7,620
Goodwill	12	53,647	22,020
Investments in associates		3,316	3,316
Deferred tax assets		55,358	63,220
Rental deposits		78,207	75,750
Deposits for purchases of property, plant and equipment		–	12,362
Pledged deposits		11,914	–
Other deposit		–	4,442
<b>Total non-current assets</b>		<b>1,187,158</b>	<b>1,061,602</b>
<b>CURRENT ASSETS</b>			
Inventories		85,400	61,967
Biological assets		11,609	–
Trade receivables	13	16,426	13,528
Prepayments, deposits and other receivables		91,055	61,222
Tax recoverable		15,994	11,398
Pledged deposits		–	31,200
Cash and cash equivalents		396,189	382,655
		<b>616,673</b>	<b>561,970</b>
Asset classified as held for sale		–	2,884
<b>Total current assets</b>		<b>616,673</b>	<b>564,854</b>
<b>CURRENT LIABILITIES</b>			
Trade payables	14	131,285	136,177
Other payables and accruals		245,786	215,919
Interest-bearing bank borrowings		19,046	11,273
Finance lease payables		182	200
Due to non-controlling shareholders of subsidiaries		14,625	946
Tax payable		26,160	21,384
<b>Total current liabilities</b>		<b>437,084</b>	<b>385,899</b>
<b>NET CURRENT ASSETS</b>		<b>179,589</b>	<b>178,955</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,366,747</b>	<b>1,240,557</b>



## Condensed Consolidated Statement of Financial Position (continued)

As at 30 June 2011

	Notes	30 June 2011 (Unaudited) HK\$'000	31 December 2010 (Audited) HK\$'000
<b>NON-CURRENT LIABILITIES</b>			
Finance lease payables		112	197
Deferred tax liabilities		9,159	9,114
Other borrowings		45,088	–
Total non-current liabilities		54,359	9,311
Net assets		1,312,388	1,231,246
<b>EQUITY</b>			
Equity attributable to owners of the parent			
Issued capital		101,693	101,614
Reserves		1,138,871	1,062,717
Proposed dividend	9	63,067	64,017
Non-controlling interests		1,303,631	1,228,348
		8,757	2,898
Total equity		1,312,388	1,231,246

# Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2011

	Attributable to owners of the parent												
		Issued capital	Share premium	Capital reserve	Other reserve	Share option reserve	Capital redemption reserve	Exchange fluctuation reserve	Retained profits	Proposed dividend	Total	Non-controlling interests	Total equity
	Note	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000
At 1 January 2010		101,614	316,526	110,748	21,136	16,739	9	31,300	464,361	64,017	1,126,450	1,671	1,128,121
Profit for the period		-	-	-	-	-	-	-	104,395	-	104,395	1,018	105,413
Other comprehensive income for the period													
Exchange differences on translation of foreign operations		-	-	-	-	-	-	1,275	-	-	1,275	-	1,275
Total comprehensive income for the period		-	-	-	-	-	-	1,275	104,395	-	105,670	1,018	106,688
Equity-settled share option arrangements		-	-	-	-	2,324	-	-	-	-	2,324	-	2,324
Dividend paid to a non-controlling shareholder of subsidiaries		-	-	-	-	-	-	-	-	-	-	(120)	(120)
Final 2009 dividend		-	-	-	-	-	-	-	(64,017)	(64,017)	-	-	(64,017)
Proposed interim 2010 dividend	9	-	-	-	-	-	-	-	(63,001)	63,001	-	-	-
At 30 June 2010		101,614	316,526	110,748	21,136	19,063	9	32,575	505,755	63,001	1,170,427	2,569	1,172,996
At 1 January 2011		101,614	316,526	110,748	21,136	19,206	9	38,363	556,729	64,017	1,228,348	2,898	1,231,246
Profit for the period		-	-	-	-	-	-	-	125,310	-	125,310	1,960	127,270
Other comprehensive income for the period													
Exchange differences on translation of foreign operations		-	-	-	-	-	-	13,405	-	-	13,405	120	13,525
Total comprehensive income for the period		-	-	-	-	-	-	13,405	125,310	-	138,715	2,080	140,795
Equity-settled share option arrangements		-	-	-	-	743	-	-	-	-	743	-	743
Issue of shares		79	2,689	-	-	(1,519)	-	-	-	-	1,249	-	1,249
Acquisition of subsidiaries		-	-	-	-	-	-	-	-	-	-	5,875	5,875
Acquisition of non-controlling interests		-	-	-	(1,358)	-	-	-	-	-	(1,358)	(176)	(1,534)
Dividend paid to a non-controlling shareholder of subsidiaries		-	-	-	-	-	-	-	-	-	-	(1,920)	(1,920)
Final 2010 dividend		-	-	-	-	-	-	-	(49)	(64,017)	(64,066)	-	(64,066)
Proposed interim 2011 dividend	9	-	-	-	-	-	-	-	(63,067)	63,067	-	-	-
At 30 June 2011		101,693	319,215*	110,748*	19,778*	18,430*	9*	51,768*	618,923*	63,067	1,303,631	8,757	1,312,388

\* These reserve accounts comprise the consolidated reserves of HK\$1,138,871,000 (31 December 2010: HK\$1,062,717,000) in the condensed consolidated statement of financial position.

# Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2011

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Net cash flows from operating activities	223,773	156,080
Net cash flows used in investing activities	(172,984)	(166,001)
Net cash flows used in financing activities	(58,308)	(73,933)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(7,519)</b>	<b>(83,854)</b>
Cash and cash equivalents at beginning of period	332,655	427,535
Effect of foreign exchange rate change, net	5,672	654
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>330,808</b>	<b>344,335</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>		
Cash and bank balances	330,808	250,271
Non-pledged time deposits with original maturity of less than six months when acquired	65,381	94,064
Cash and cash equivalents as stated in the condensed consolidated statement of financial position	396,189	344,335
Non-pledged time deposits with original maturity of more than three months when acquired	(65,381)	–
	<b>330,808</b>	<b>344,335</b>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 29 December 2005 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is located at No. 13 Au Pui Wan Street, Fo Tan, Shatin, New Territories, Hong Kong.

During the period, the Group was involved in the following principal activities:

- restaurant operations and provision of food catering services
- bakery operations
- production, sale and distribution of food products

## 2. BASIS OF PRESENTATION AND PREPARATION

The unaudited interim condensed consolidated financial statements for the six months ended 30 June 2011 (the “Interim Financial Statements”) have been prepared in accordance with the Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The unaudited Interim Financial Statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2010.

## 3. ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those used in the financial statements of the Group for the year ended 31 December 2010, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), which are effective for the Group’s accounting period beginning on or after 1 January 2011.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemptions from Comparative HKFRS 7 Disclosures for First-time Adopters</i>
HKAS 24 (Revised)	<i>Related Party Disclosures</i>
HKAS 32 Amendment	Amendment to HKAS 32 <i>Financial Instruments: Presentation – Classification of Rights Issues</i>
HK(IFRIC)-Int 14 Amendment	Amendment to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i>
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i>
Improvements to HKFRSs 2010	Improvements to a number of HKFRSs



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

For the six months ended 30 June 2011

### 3. ACCOUNTING POLICIES (continued)

The adoption of these new and revised HKFRSs has had no significant financial effect on these unaudited Interim Financial Statements and there have been no significant changes to the accounting policies applied in these unaudited Interim Financial Statements.

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these unaudited Interim Financial Statements.

HKFRS 1 Amendments	<i>Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters<sup>1</sup></i>
HKFRS 7 Amendments	<i>Amendments to HKFRS 7 Financial Instruments: Disclosures – Transfers of Financial Assets<sup>1</sup></i>
HKFRS 9	<i>Financial Instruments<sup>4</sup></i>
HKFRS 10	<i>Consolidated Financial Statements<sup>4</sup></i>
HKFRS 11	<i>Joint Arrangements<sup>4</sup></i>
HKFRS 12	<i>Disclosure on Interests in Other Entities<sup>4</sup></i>
HKFRS 13	<i>Fair Value Measurement<sup>4</sup></i>
HKAS 1 Revised	<i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income<sup>3</sup></i>
HKAS 12 Amendments	<i>Amendments to HKAS 12 Income Taxes – Deferred Tax: Recovery of Underlying Assets<sup>2</sup></i>
HKAS 19 (2011)	<i>Employee Benefits<sup>4</sup></i>
HKAS 27 (2011)	<i>Separate Financial Statements<sup>4</sup></i>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures<sup>4</sup></i>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2011

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2012

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2012

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2013

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's results of operations and financial position.

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

For the six months ended 30 June 2011

### 4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the provision of food catering services through a chain of restaurants. Information reported to the Group's chief operating decision maker (i.e. the chief executive officer) for the purpose of resources allocation and performance assessment, focuses on the operation results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

#### Geographical information

The following tables present revenue from external customers for the six months ended 30 June 2011 and 2010 and certain non-current asset information as at 30 June 2011 and 31 December 2010, by geographic area.

(a) *Revenue from external customers*

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Hong Kong	1,292,405	1,150,774
Mainland China	414,522	241,132
	<b>1,706,927</b>	1,391,906

The revenue information above is based on the location of the customers.

(b) *Non-current assets*

	30 June	31 December
	2011 (Unaudited) HK\$'000	2010 (Audited) HK\$'000
Hong Kong	527,414	499,986
Mainland China	514,265	422,646
	<b>1,041,679</b>	922,632

The non-current asset information above is based on the location of assets and excludes financial instruments and deferred tax assets.

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

For the six months ended 30 June 2011

### 5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents gross restaurant and bakery revenue and net invoiced value of goods sold, net of relevant business tax and allowances for trade discounts.

An analysis of revenue, other income and gains is as follows:

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
<b>REVENUE</b>		
Restaurant and bakery operations	1,617,938	1,355,965
Sale of food	88,989	35,941
	<b>1,706,927</b>	<b>1,391,906</b>
<b>OTHER INCOME AND GAINS</b>		
Bank interest income	1,912	1,631
Gross rental income from investment properties	233	555
Sponsorship income	1,623	3,431
Gain on disposal of items of property, plant and equipment	7,974	–
Others	3,304	1,181
	<b>15,046</b>	<b>6,798</b>

### 6. FINANCE COSTS

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Interest on bank loans wholly repayable		
– Within five years	128	250
– Beyond five years	7	8
Interest on finance leases	3	8
Total interest expense on financial liabilities not at fair value through profit or loss	<b>138</b>	<b>266</b>

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

For the six months ended 30 June 2011

### 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	<b>Six months ended 30 June</b>	
	<b>2011</b> <b>(Unaudited)</b> <b>HK\$'000</b>	2010 (Unaudited) HK\$'000 (Restated)
Gross rental income from investment properties	<b>(233)</b>	(555)
Less: Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	–	1
Net rental income	<b>(233)</b>	(554)
Employee benefit expenses (including directors' remuneration):		
Salaries and bonuses	<b>432,508</b>	364,071
Retirement benefit scheme contributions (defined contribution schemes)	<b>24,021</b>	18,803
Equity-settled share option expense	<b>743</b>	2,324
	<b>457,272</b>	385,198
Cost of inventories sold	<b>565,730</b>	452,760
Depreciation	<b>100,279</b>	88,730
Recognition of prepaid land lease payments	<b>180</b>	172
Lease payments under operating leases in respect of land and buildings:		
Minimum lease payments	<b>117,379</b>	97,923
Contingent rents	<b>5,391</b>	4,897
	<b>122,770</b>	102,820
Foreign exchange differences, net	<b>(1,954)</b>	31
Gain on disposal of items of property, plant and equipment	<b>(7,974)</b>	–
Write-off of items of property, plant and equipment	<b>6,993</b>	–



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

For the six months ended 30 June 2011

### 8. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profits arising in Hong Kong for the six months ended 30 June 2011. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Current – Hong Kong		
Charge for the period	14,710	14,990
Current – Elsewhere	9,200	8,701
Deferred	7,906	(3,211)
Total tax charge for the period	31,816	20,480

### 9. DIVIDEND

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Proposed interim – HK6.20 cents (2010: HK6.20 cents) per ordinary share	63,067	63,001

The proposed dividend for the period under review has been approved at the Company's board meeting held on 31 August 2011.

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

For the six months ended 30 June 2011

### 10. EARNINGS PER SHARE

The calculation of the basic earnings per share amounts is based on the unaudited consolidated profit for the six months ended 30 June 2011 attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,016,327,492 (2010: 1,016,141,000) in issue during the period under review.

The calculation of the diluted earnings per share amount is based on the unaudited consolidated profit for the six months ended 30 June 2011 attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of the Pre-IPO Share Option Scheme.

The calculations of basic and diluted earnings per share are based on:

	<b>Six months ended 30 June</b>	
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
<b>Earnings</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	<b>125,310</b>	104,395
	<b>Number of shares</b>	
	<b>Six months ended 30 June</b>	
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)
<b>Shares</b>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	<b>1,016,327,492</b>	1,016,141,000
Effect of dilution – weighted average number of ordinary shares:		
Share options	<b>4,120,107</b>	4,534,525
	<b>1,020,447,599</b>	1,020,675,525

### 11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

During the six months ended 30 June 2011, additions of property, plant and equipment and investment properties amounted to HK\$147,119,000 in aggregate (2010: HK\$169,800,000).

As at 30 June 2011, leasehold land and buildings with net book value of approximately HK\$75,104,000 (31 December 2010: HK\$78,664,000) were pledged to secure banking facilities granted to the Group.

As at 30 June 2011, the Group's investment properties with a total carrying amount of HK\$6,520,000 (31 December 2010: HK\$6,520,000) were pledged to secure banking facilities granted to the Group.

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

For the six months ended 30 June 2011

### 12. GOODWILL

	<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000
Carrying amount at 1 January	22,020	22,020
Acquisition of subsidiaries (note 19)	30,713	–
Exchange realignment	914	–
	<b>53,647</b>	22,020

### 13. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on cash and credit card settlement. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at the end of the reporting period, based on the payment due date and that are not considered to be impaired, is as follows:

	<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000
Neither past due nor impaired	8,947	9,345
Less than 1 month past due	5,830	2,545
1 to 3 months past due	1,423	780
Over 3 months past due	226	858
	<b>16,426</b>	13,528

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

For the six months ended 30 June 2011

### 14. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000
Within 1 month	112,203	126,352
1 to 2 months	8,068	3,739
2 to 3 months	3,465	1,240
Over 3 months	7,549	4,846
	<b>131,285</b>	136,177

The trade payables are non-interest-bearing and generally have payment terms within 60 days.

### 15. CONTINGENT LIABILITIES

	<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000
Bank guarantees given in lieu of utility and property rental deposits	28,186	28,101

### 16. OPERATING LEASE ARRANGEMENTS

#### (i) As lessor

The Group leases its investment properties to third parties under operating lease arrangements with lease negotiated for terms ranging from two to three years.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000
Within one year	6	6



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

For the six months ended 30 June 2011

### 16. OPERATING LEASE ARRANGEMENTS (continued)

#### (ii) As lessee

The Group leases certain of its office premises and restaurant and bakery properties under operating lease arrangements with lease terms ranging from two to fifteen years and certain of the leases comprise renewal options.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000
Within one year	<b>212,048</b>	205,702
In the second to fifth years, inclusive	<b>378,147</b>	325,728
Beyond five years	<b>139,550</b>	121,183
	<b>729,745</b>	652,613

The operating leases of certain restaurant and bakery properties also call for additional rentals, which will be based on certain percentage of revenue of the operation being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreements. As the future revenue of these restaurants could not be accurately determined as at the end of the reporting period, the relevant contingent rental has not been included.

### 17. COMMITMENTS

In addition to the operating lease commitments detailed in note 16(ii) above, the Group had the following capital commitments as at the end of the reporting period:

	<b>30 June 2011 (Unaudited) HK\$'000</b>	31 December 2010 (Audited) HK\$'000
Contracted but not provided for:		
Property, plant and equipment	–	7,975
Acquisition of subsidiaries	–	39,980

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

For the six months ended 30 June 2011

### 18. CONNECTED AND RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with connected and related parties during the period:

#### (a) Transactions with connected and related parties

Particulars of significant transactions between the Group and connected and related parties are summarised as follows:

	Notes	Six months ended 30 June	
		2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Purchases of food and other operating items			
Miracle Time Enterprise Limited ("Miracle Time")	(i) & (iii)	–	4,126
Skybest International Investment Enterprise Limited ("Skybest")	(ii) & (iii)	967	5,145
Rental expense to a related party	(iv)	24	24

Notes:

- (i) Miracle Time is a non-wholly owned subsidiary of the Company and a connected person of the Company as Café de Coral Holdings Limited, a substantial shareholder (as such term is defined under the Listing Rules) of the Company, currently holds 20% of the issued share capital of Miracle Time.
- (ii) Skybest was a non-wholly owned subsidiaries of the Company and a connected person of the Company as Café de Coral Holdings Limited, a substantial shareholder (as such term is defined under the Listing Rules) of the Company, held 20% of the issued share capital of Skybest. As at 31 January 2011, the Group acquired remaining 20% interests from the then shareholder. Since then, Skybest become an indirect wholly-owned subsidiary of the Company.
- (iii) The purchase of food and other operating items are charged based on terms and conditions negotiated on an individual basis.
- (iv) The rental expense to a related party, Madam Chan Sai Ying, who is the spouse of Mr. Chung Wai Ping, was charged based on mutually agreed terms at a monthly fixed amount of HK\$4,000 (2010: HK\$4,000).

The connected and related party transactions as disclosed above also constitute continuing connected transaction as defined in Chapter 14A of the Listing Rules.

#### (b) Key management compensation

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
Short term employee benefits	2,190	2,095
Post-employment benefits	34	34
	<b>2,224</b>	2,129

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

For the six months ended 30 June 2011

### 19. BUSINESS COMBINATIONS

On 30 December 2010, the Group entered into agreements with Guangzhou Baixing Pasturage and Feed Co., Ltd. ("Baixing"), Guangzhou Rongli Poultry Co., Ltd. ("Rongli") and Guangzhou Yisheng Poultry Co., Ltd. ("Yisheng") (collectively the "Baixing Group") to acquire a 70% equity interest of the Baixing Group for a total consideration of RMB38,000,000 (the "Acquisition") with effective 1 January 2011. On 1 January 2011, the Group's representatives appointed to the board of directors of Baixing Group and controlled majority of the voting power, so as to obtain controls of the financial and operating policies of the Baixing Group. Accordingly, Baixing Group became a 70% owned subsidiary of the Group and its results are consolidated into the Group thereafter.

The fair values of the identifiable assets and liabilities of the Baixing Group as at the date of the Acquisition which were equivalent to the corresponding carrying amounts immediately before the Acquisition are as follows:

	HK\$'000 (Unaudited)
Property, plant and equipment	50,435
Biological assets <sup>#</sup>	16,088
Inventories	3,380
Trade receivables	10,973
Prepayments, deposits and other receivables	2,536
Cash and bank balances	6,030
Trade payables	(9,066)
Other payables and accruals	(16,979)
Tax payable	(27)
Other borrowings	(43,786)
Non-controlling interests	(5,875)
Total identifiable net assets at fair values	13,709
Goodwill on acquisition ( <i>note 12</i> )	30,713
Satisfied by cash	44,422

An analysis of the net outflow of cash and cash equivalents in respect of the Acquisition is as follows:

	HK\$'000 (Unaudited)
Cash consideration	(44,422)
Cash and bank balances acquired	6,030
Net outflow of cash and cash equivalent included in cash flows from investing activities	(38,392)
Transaction costs of the Acquisition included in cash flows from operating activities	(1,600)
	(39,992)

<sup>#</sup> The fair value of the acquired identifiable biological assets of HK\$16,088,000 is provisional pending finalisation of valuation for those assets.

Since the Acquisition, Baixing Group contributed HK\$40,617,000 to the Group's revenue and HK\$5,090,000 to the consolidated profit for the period ended 30 June 2011.

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

For the six months ended 30 June 2011

### **20. ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY WITHOUT CHANGE OF CONTROL**

On 31 January 2011, the Group acquired an additional 20% of the issued shares of Skybest for a purchase consideration of HK\$1,534,000. The carrying amount of the non-controlling interests in Skybest on the date of acquisition was HK\$176,000. The Group recognised a decrease in non-controlling interests of HK\$176,000 and a decrease in equity attributable to owners of the parent of HK\$1,358,000.

### **21. EVENT AFTER THE REPORTING PERIOD**

There has been no material event after the end of the reporting period which requires disclosure in this report.

### **22. COMPARATIVE AMOUNTS**

Certain comparative amounts have been reclassified to conform with current period's presentation. In the opinion of directors, such reclassifications result in a more appropriate presentation and better reflects the nature of the transactions.

# Management Discussion and Analysis

## Review

The Board is pleased to announce the Group's unaudited interim results for the six months ended 30 June 2011. The past six months marks an important period for Tao Heung as it entered its 20th year of operation. As it prepares to write a new chapter in its history, the very first lines will again describe a company charting fresh successes. Tao Heung is one of the most outstanding operators in the food catering industry in Hong Kong, and has grown prudently its restaurant network to more than 80 shops in Hong Kong and Mainland China. Such triumphs can be attributed in part to the early establishment of the centralised logistics centres that enabled the Group to benefit from high efficiency and quality control.

In celebrating the Group's 20th anniversary, a number of specially tailored promotions were introduced that helped raise customer traffic and enhance awareness of the Tao Heung brand. This contributed to the Group achieving double-digit growth in overall turnover during the review period. Also aiding growth was strong consumption sentiment in China leading to significantly greater business for the Mainland China operations. In turn, this allowed the Group to report robust revenue growth for the first half of the financial year.

During the review period, the operating environment has become increasingly challenging due to rising food cost and various operating expenses resulting from inflation. The implementation of statutory minimum wage has compounded matters. Nevertheless, the Group was able to maintain positive profit growth and improve efficiency by adopting a series of effective cost control measures.

In terms of curbing the effects of rising labour cost and rent, the Group reined in operating expenses and bolstered efficiency by way of greater automation and workflow re-engineering, thus helping preserve the Group's profitability at the same time. With the aim of establishing a vertically integrated food supply network in mind, the Group acquired a poultry farm in Mainland China in January 2011. The farm has helped boost the Group's profit and is expected to play an increasingly prominent role in combating rising food costs. Together with the higher utilisation rates achieved at both logistics centres in Dongguan and Hong Kong, the Group managed to keep cost under control and deliver satisfactory profit growth in the first half of 2011.

## Financial Results

The Group's total revenue was increased by 22.6% to approximately HK\$1,706.9 million. This was due to the opening of five new shops; ample growth from the Mainland China operations owing to a healthy economy and increased spending; and launch of several prominent promotions in Hong Kong that helped maintain customer traffic. Gross margin realised moderate growth, rising from 15.4% to 16.7%, while EBITDA increased by 20.7% to HK\$259.7 million, up from HK\$215.1 million recorded in the first half year of 2010. The administrative expenses were increased by 51.6% to approximately HK\$98.3 million. This was mainly attributable to the increase in number of shops, additional administrative expenses associated with the newly acquired poultry farm and the written off of items of property, plant and equipment at the defunct Fotan Logistics Centre. Profit attributable to owners of the parent was HK\$125.3 million, an increase of 20.0% compared to HK\$104.4 million over the same period last year.

The Board has proposed an interim dividend of HK6.2 cents per share for the six months ended 30 June 2011, representing a dividend payout ratio of 50.3%. The management intends to retain surplus cash for upcoming investments in Mainland China.



## Management Discussion and Analysis (continued)

### Hong Kong Operations

Hong Kong market recorded steady growth during the review period, with revenue of HK\$1,292.4 million reported, representing year-on-year growth of 12.3%. This was mainly due to incremental same store sales growth of 3.8% and local restaurant network expansion. The management has prudently opened four new outlets during the review period, raising the total to 68 outlets as at 30 June 2011. To celebrate the 20th anniversary of Tao Heung, some themed marketing campaigns were introduced that successfully bolstered customer traffic, including the “HK\$1 Chicken” campaign and souvenir offer linking ties with Panda-a-Panda, as well as TV commercials for raising brand image and recalling the collective memory of Tao Heung among the general public.

As at 30 June 2011, the Hong Kong operations achieved EBITDA of HK\$165.4 million, a year-on-year increase of 1.0%. During review period, food cost recorded double-digit growth owing to inflationary pressure and cost of labour increased as minimum wage laws were enforced. However, gross margin remained stable despite a surge in various costs, thus highlighting the effectiveness of the Group’s cost control measures and the ability to lessen the impact through greater automation and the proven success of standardised and simplified work flow. Taking into account of the depreciation of property, plant and equipment, which increased by 8.6% due to the establishment of the new logistics centre in Tai Po, profit attributable to owners of the parent for the period was HK\$84.3 million, compared to HK\$90.4 million achieved in the last corresponding period.

### Mainland China Operations

Exceptional growth was realised from the Mainland China operations as revenue topped HK\$414.5 million, up by 71.9% over the same period last year. Driving such growth has been the public’s rising affluence leading to increased demand for reputable and premium catering services. Moreover, growing concerns over food safety attracted middle-to-high income earners to choose Tao Heung’s restaurants. The Group’s strategy to tap the fast growing wedding and banquet markets further helped fuel growth, while the sale of chilled dim sum via the Direct Sales Outlet (直銷中心) found in the Dongguan Logistics Centre represented a new income source.

As at 30 June 2011, EBITDA increased sharply by 83.8% to HK\$94.3 million, up from HK\$51.3 million for the previous corresponding period. Profit attributable to owners of the parent increased at an equally encouraging rate of 192.9% to HK\$41.0 million. Improved profitability was the result of increased revenue, enhanced efficiency and greater food supply from the Dongguan Logistics Centre. Same store sales growth increased by 16.7%. As at the end of the reporting period, the Group operated a total of 15 outlets in Mainland China, having opened one outlet, located in Huizhou, during the period.

### Logistics Centres

The logistics centres in Tai Po and Dongguan continued to increase their food supply to the Group’s restaurants and achieved higher efficiency. By achieving greater economies of scale, the logistics centre also enabled the Group to gain better control of food quality and bolster efficiency. Moreover, the Group increased bulk purchasing of food raw materials from their sources that achieved similar ends.

The Dongguan Logistics Centre achieved higher output and started to generate profit in the first half of 2011, having reached breakeven point in 2010. Output at the centre was around 800 tonnes per month and by the end of 2011 will be 1,000 tonnes per month.

Having only commenced operation in January 2011, Tai Po Logistics Centre quickly generated synergy with the Dongguan Logistics Centre, allowing the Group to mitigate rising cost pressure, thus reaffirming the correctness of management’s decision to invest in the new logistics centre. Tai Po Logistics Centre reached an average output of approximately 900 tonnes per month and the management has set an output target of 1,000 tonnes per month by the end of 2011. An additional role of the logistics centres will be to help the Group explore more peripheral business opportunities, aiding Tao Heung’s future business expansion. Presently, the centres effectively supply pre-packaged and festive products such as dim sums and mooncakes.

## Management Discussion and Analysis (continued)

### Peripheral Business

The peripheral business achieved remarkable growth with revenue up 147.6%. In respect of airline catering, pre-packaged and chilled food business continued to generate steady revenue for the Group, climbing from approximately HK\$35.9 million to approximately HK\$48.3 million. In addition, the poultry farm newly acquired has become a new income source for the Group, which contributed approximately HK\$40.6 million in sales during the review period. The management will continue to explore more distribution channels for pre-packaged chilled foods as it remains confident that this segment has significantly more room for growth.

### Financial resources and liquidity

The Group maintained a strong financial and liquidity position for the six months ended 30 June 2011. The total assets increased by 10.9% to approximately HK\$1,803.8 million (31 December 2010: approximately HK\$1,626.5 million) while the total equity increased by 6.6% to approximately HK\$1,312.4 million (31 December 2010: approximately HK\$1,231.2 million).

As at 30 June 2011, the Group had the cash and cash equivalents amounting to approximately HK\$396.2 million. After deducting the total interest-bearing bank borrowings of HK\$19.1 million, the Group had a net cash surplus position of approximately HK\$377.1 million. In view of its cash-rich position, the Group continues to explore any investment or business development opportunities to deploy its cash resources with an aim to enhance the Group's profitability and values to its shareholders.

As at 30 June 2011, the Group's total interest-bearing bank borrowings were increased to approximately HK\$19.1 million (31 December 2010: approximately HK\$11.3 million) during the period under review. The gearing ratio (defined as the total of interest-bearing bank borrowings and finance lease payables divided by the total equity attributable to the owners of the Company) was increased to 1.5% (31 December 2010: 0.9%).

### Capital expenditure

Capital expenditure for the six months ended 30 June 2011 amounted to approximately HK\$147.1 million (2010: HK\$169.8 million) and there was no capital commitments as at 30 June 2011 (31 December 2010: HK\$47.9 million). The capital expenditure was mainly related to the renovation of the Group's new restaurants and for Tai Po Logistics Centre.

### Pledge of assets

As at 30 June 2011, the Group pledged its bank deposits of approximately HK\$11.9 million, leasehold land and buildings of approximately HK\$75.1 million and investment properties of approximately HK\$6.5 million to secure the banking facilities granted to the Group.

### Contingent liabilities

As at 30 June 2011, the Group had contingent liabilities in respect of bank guarantees given in lieu of rental and utility deposits amounting to approximately HK\$28.2 million (31 December 2010: approximately HK\$28.1 million).

### Foreign exchange risk management

The Group's sales and purchases for the six months ended 30 June 2011 were mostly denominated in Hong Kong Dollars ("HK\$") and Renminbi ("RMB"). The RMB is not a freely convertible currency. Future exchange rates of the RMB could vary significantly from the current or historical exchange rates as a result of the controls that could be imposed by the PRC government. The exchange rates may also be affected by economic developments and political changes domestically and internationally, and the demand and supply of the RMB. The appreciation or devaluation of the RMB against HK\$ may have impact on the Group results.

## Management Discussion and Analysis (continued)

The Group currently does not maintain a foreign currency hedging policy. However, the management would monitor the foreign exchange exposure and will consider hedging significant currency exposure should the need arise.

### Human resources

As at 30 June 2011, the Group had 8,250 employees. In order to attract and retain the high quality staff and to enable smooth operation within the Group, the Group offered competitive remuneration packages (with reference to market conditions and individual qualifications and experience) and various in-house training courses. The remuneration packages are subject to review on a regular basis.

In addition, the Group also adopted the Pre-IPO Share Option Scheme and Share Option Scheme, where eligible employees are entitled to various share options to subscribe for the ordinary shares in the Company for their past and potential contribution to the growth of the Group. As at 30 June 2011, there are 9,565,000 outstanding options granted under the Pre-IPO Share Option Scheme which have not been exercised yet. Also, as at 30 June 2011, no options have been granted or agreed to be granted pursuant to the Share Option Scheme.

### Prospects

The operating environment remains challenging for the whole food catering industry in the near future. Factors such as rising labour cost resulting from new labour laws along with other expenses affected by inflation, are relevant to both Hong Kong and Mainland China markets, will continue to challenge the Group's business performance. Inflation is a global concern that has the potential to undermine all business sectors; however, when properly managed, as the Group was able to do following the SARS outbreak in 2003 and financial crisis in 2008, present fresh opportunities. After the aforementioned downturns, Tao Heung's restaurant network actually expanded at an even faster pace than normal owing to the Group's capacity to leverage cost control measures that included bulk purchasing, greater utilization of its logistic centres and direct sourcing. As a leading Chinese restaurant group, the management of Tao Heung possesses solid experience in weathering uncertain market conditions and is confident that Tao Heung will emerge stronger and larger in the coming years.

Aside from controlling costs, tapping growth opportunities is equally essential and the Group will do so by placing emphasis on developing in the Mainland China market. The management will seek to more quickly expand the Group's presence in strategic parts of the country. At present, two new restaurants are scheduled for opening in the upcoming half year, thereby raising the total shop count to 17 in Mainland China by the end of 2011. Another four shop locations have been confirmed which are located in the major cities in Guangdong Province, and Nanning in Guangxi Province, are scheduled for opening in 2012. The management will consider additionally expanding into the eastern and northern regions of Mainland China as appropriate premises are found. By the end of 2012, the management aims to operate up to 25 restaurants, while maintaining focus on strengthening its presence in Southern China.

Complementing expansion efforts will be a multi-branding strategy that places clear emphasis on the "Tao Heung" and "Cheers Palace" brands, thus also underscoring management's commitment to tapping the wedding and banquet market. At the same time, the management will seek to draw the attention and patronage of business and middle-class customers, which it sees as the target groups of both brands.

As the Group embarks on its expansion efforts, it will do so while being mindful of preserving its sterling record on food safety. With increasing instances of food recalls and health scares occurring in Mainland China, contrasted by growing health consciousness among the public, this will play to Tao Heung's strength. The Group will therefore continue placing heavy emphasis on food quality control. Towards this end, it will utilize the laboratories at the Group's logistics centres as well as employ a food chain integration strategy to develop solutions for maintaining food hygiene and safety.

## Management Discussion and Analysis (continued)

The operating environment in Hong Kong is anticipated to remain testing in the near future. Nevertheless, the Group will seek to expand at a moderate rate with the opening of three new restaurants in the second half year. By placing supreme effort towards maintaining customer traffic and average spending, while benefiting from revenue contributions made by new outlets, the management expects the Hong Kong operations to sustain growth in the remaining financial year.

The upcoming six months will also see past initiatives further developed, including the “Take-away Counters” (外賣檔) found at several of the Group’s popular restaurants. These new sales channels, which offer the Group’s pre-packaged foods, have received favourable responses during past years; hence more products will be introduced and will feature new packaging. In respect of the Tai Cheong Bakery operation, the Group will continue developing more products as well as tap the tourists market by introducing modern and stylish packaging that projects a dynamic and captivating image. Moreover, the management will continue to identify prime locations so as to expand the Tai Cheong Bakery network still further strengthen the Group’s distribution network in the region.

The Dongguan and Tai Po Logistics Centres will continue to realize cost savings for the Group through enhanced efficiency complemented by a higher degree of direct sourcing from local farms. Moreover, Phase 2 of the Tai Po Logistics Centre will be completed in early 2012, which will enable the Group to have greater capacity for producing festive foods and pre-packaged items. This is of significance since Tao Heung branded festive foods, such as mooncakes, were one of the top sales performers in the second half of last year. The management will expand production of self-branded mooncakes at the Tai Po Logistics Centre while private label foods will be produced at the Dongguan Logistics Centre. Such an arrangement will lead to enhanced competitiveness for all of Tao Heung’s food products. Other festive foods, such as Tao Heung branded dumplings and Chinese Poon Choi (盤菜) will be actively promoted as well.

While dedicated to the ongoing development of Tao Heung, we are also committed to being a responsible corporate citizen. As mentioned in 2010 annual report, the defunct Fotan Logistics Centre would be redeveloped as Tao Miao Institute of Professional Development for Catering Industry (VTC飲食專業發展稻苗學院). During the review period, we have obtained the conditional permission from the Town Planning Board for the wholesale conversion of the industrial building into proposed educational institution. Currently, we are in the process of applying special waiver for conversion of an entire industrial building from Lands Department.

As the management continues to develop formidable businesses in Hong Kong and Mainland China, supported by advanced infrastructure and reputation for being a champion of food safety, it will do so in the knowledge that it is building on a tradition of excellence that can be traced back 20 years. While Tao Heung certainly cherishes its 20th anniversary this year, the management is clearly committed to laying the groundwork so that the Group can continue to enjoy fruitful and healthy growth in the decades to come.

## Other Information

### Dividend

In acknowledging continuous support from our shareholders, the Directors have declared the payment of an interim dividend of HK6.20 cents per ordinary share in respect of the year ending 31 December 2011, payable on 7 October 2011 to shareholders whose names appear on the register of members of the Company on 20 September 2011.

### Closure of Register of Members

The register of members of the Company will be closed from Wednesday, 21 September 2011 to Friday, 23 September 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 September 2011.

### Directors' Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2011, the interests and short positions of the Directors in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") were as follows:

Name of Directors	Notes	Number of ordinary shares (long position)					% of total issued shares
		Personal interests	Family interests	Corporate interests	Equity derivatives	Total interests	
<b>Executive Directors</b>							
Mr. Chung Wai Ping	(a) and (d)	–	12,174,222	373,731,689	–	385,905,911	37.95
Mr. Wong Ka Wing	(b)	5,522,679	–	103,283,124	–	108,805,803	10.70
Mr. Chung Ming Fat	(c)	–	–	56,795,068	–	56,795,068	5.58
Mr. Leung Yiu Chun	(e)	480,000	–	–	320,000	800,000	0.08
Ms. Wong Fun Ching	(e)	240,000	–	–	560,000	800,000	0.08
Mr. Ho Yuen Wah		2,000,000	–	–	–	2,000,000	0.20
<b>Non-executive Directors</b>							
Mr. Fong Siu Kwong		180,000	–	–	–	180,000	0.02
<b>Independent non-executive Directors</b>							
Mr. Ng Yat Cheung		70,937	–	–	–	70,937	0.01

Notes:

- 373,731,689 shares were held by Billion Era International Limited, which is wholly-owned by Mr. Chung Wai Ping.
- Of these shares, 5,522,679 shares were held by Mr. Wong Ka Wing personally and 103,283,124 shares were held by Joy Mount Investments Limited, which is wholly-owned by Mr. Wong Ka Wing.
- These shares were held by Whole Gain Holdings Limited, which is wholly-owned by Mr. Chung Ming Fat.
- 12,174,222 shares were held by Ms. Chan Sai Ying, spouse of Mr. Chung Wai Ping.
- These represented interests in options granted to Directors under the Pre-IPO Share Option Scheme to subscribe for shares of the Company, further details of which are set forth under the section headed "Share Option Schemes" to this report.



## Other Information (continued)

Saved as disclosed above, as at 30 June 2011, none of the directors or chief executives had registered an interest or short position in the share of underlying shares of the Company that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified.

## Substantial Shareholders' Interests in Shares and Underlying Shares

As at 30 June 2011, the interests and short positions of every persons, other than directors or chief executive of the Company, in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as recorded in the register kept by the Company under Section 336 of the SFO were as follows:

Name of Shareholder	Notes	Number of ordinary shares (long position)	
		Directly beneficially owned	% of total issued shares
Billion Era International Limited	(a)	373,731,689	36.75
Joy Mount Investments Limited	(b)	103,283,124	10.16
Perfect Plan International Limited	(c)	102,053,976	10.04
Value Partners Limited	(d)	88,615,000	8.71
Whole Gain Holdings Limited	(e)	56,795,068	5.58

Notes:

- (a) These shares were wholly-owned by Billion Era International Limited, which is beneficially owned by Mr. Chung Wai Ping.
- (b) These shares were wholly-owned by Joy Mount Investments Limited, which is beneficially owned by Mr. Wong Ka Wing.
- (c) These shares were wholly-owned by Perfect Plan International Limited, which is an indirect wholly-owned subsidiary of Café de Coral Holdings Limited.
- (d) These shares were wholly-owned by Value Partners Limited, which is a wholly-owned subsidiary of Value Partners Group Limited.
- (e) These shares were wholly-owned by Whole Gain Holdings Limited, which is beneficially owned by Mr. Chung Ming Fat.

Save as disclosed above, as at 30 June 2011, the Directors are not aware of any other person (other than the directors or chief executive of the Company) who have the interests or short positions in the shares and underlying shares of the Company which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

## Share Option Schemes

### (a) Pre-IPO Share Option Scheme

Pursuant to a Pre-initial public offering share option scheme (the "Pre-IPO Share Option Scheme") on 9 June 2007, the Company has granted 15,190,000 options to eligible directors, senior management and employees of the Group to subscribe for ordinary shares in the Company subject to the terms and conditions stipulated under the Pre-IPO Share Option Scheme. The exercise price shall be 50% of the final offer price to the public. The Pre-IPO Share Option Scheme will remain in force for a period of 10 years from the grant date.

## Other Information (continued)

At 30 June 2011, there are 9,565,000 outstanding options granted under the Pre-IPO Share Option Scheme which have not been exercised yet. Share options granted under the Pre-IPO Share Option Scheme are exercisable at HK\$1.59 per share and the holders of the said share options may exercise the share options during the period from 29 June 2009 to 28 June 2012, both days inclusive.

Details of the share options outstanding as at 30 June 2011 which have been granted under the Pre-IPO Share Option Scheme are as follows:

Name	Date of Grant	Number of share options					Outstanding at 30 June 2011
		Outstanding at 1 January 2011	Granted during the period	Exercised during the period	Lapsed on expiry	Cancelled upon termination of employment	
<b>Executive Directors</b>							
Mr. Leung Yiu Chun	9 June 2007	560,000	–	(240,000)	–	–	320,000
Ms. Wong Fun Ching	9 June 2007	560,000	–	–	–	–	560,000
Other employees	9 June 2007	9,380,000	–	(545,000)	–	(150,000)	8,685,000
		10,500,000	–	(785,000)	–	(150,000)	9,565,000

### (b) Share Option Scheme

Pursuant to a share option scheme (the "Share Option Scheme") adopted by the Company on 9 June 2007, the Directors may invite participants to take up options at a price determined by the Board of Directors but in any event shall not be less than the higher of (i) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant which must be a business day; (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant and; (iii) the nominal value of the shares. The option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period which may be determined and notified by the Board to the grantee at the time of making an offer which shall not expire later than 10 years from the grant date. As at the date of this report, no options have been granted or agreed to be granted pursuant to the Share Option Scheme.

## Corporate Governance

The Board is committed to maintaining high standard of corporate governance practices to safeguard the interests of the Company's shareholders and to enhance corporate value and accountability. These can be achieved by an effective Board, segregation of duties with clear responsibility, sound internal control, appropriate risk assessment procedures and transparency to all the shareholders.

The Company has complied with all the code provisions and, where applicable, the recommended best practices of the Code on Corporate Governance Practices as set forth in Appendix 14 of the Listing Rules throughout the period ended 30 June 2011.

## Other Information (continued)

### **Model Code of Securities Transactions by Directors**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities by the Directors of the Company. Based on specific enquiry with the Directors, all the Directors have complied with the required standards as set out in the Code throughout the six months ended 30 June 2011.

### **Purchase, Sale or Redemption of Listed Securities**

During the six months ended 30 June 2011, neither the Company nor any of its subsidiaries had purchased, sold or redeemed the Company's listed securities.

### **Publication of interim results**

The electronic version of this report will be published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.taoheung.com.hk](http://www.taoheung.com.hk)).

### **Appreciation**

The Board would like to thank the management of the Group and all the staff for their hard work and dedication, as well as its shareholders, business partners and associates, bankers and auditors for their support to the Group throughout the period.

By order of the Board  
**Chung Wai Ping**  
*Chairman*

Hong Kong, 31 August 2011