# 大盈现代农业股份有限公司 600844

2005 年半年度报告

# 目录

二、	公司基本情况
三、	股本变动及股东情况
四、	董事、监事和高级管理人员
五、	管理层讨论与分析
六、	重要事项
七、	备查文件目录12
八、	财务会计报告(附)
九、	境外财务会计报告(附)

# 一、重要提示

- 1、本公司董事会及其董事保证本报告所载资料不存在任何虚假记载、误导性陈述或者重大遗漏,并对其内容的真实性、准确性和完整性承担个别及连带责任。
  - 2、公司全体董事出席董事会会议。
- 3、 公司半年度财务报告已经上海上会会计师事务所审计并出具了有强调事项的审计报告,本公司管理层对相关事项亦有详细说明,请投资者注意阅读。
- 4、公司负责人廖德荣,主管会计工作负责人陈训明声明:保证本半年度报告中财务报告的真实、完整。

# 二、公司基本情况

(一)公司基本情况简介

1、公司法定中文名称:大盈现代农业股份有限公司 公司英文名称:DAYING MODERN AGRICULTURE CO., LTD.

2、公司 A 股上市交易所:上海证券交易所

公司 A 股简称:\*ST 大盈公司 A 股代码:600844

公司 B 股上市交易所:上海证券交易所

公司 B 股简称:\*ST 大盈 B 公司 B 股代码:900921

3、公司注册地址:上海市浦东新区川北公路 807 号公司办公地址:上海市中山南路 1088 号 9 楼

邮政编码:200011

公司国际互联网网址:无

公司电子信箱: s600844@126.com

4、公司法定代表人:廖德荣 5、公司董事会秘书:沈雅芸 电话:021-63188019

传真:021-63188019 E-mail:syy@hero.com.cn

联系地址:上海市中山南路 1088 号 9 楼

6、公司信息披露报纸名称:《上海证券报》、《香港商报》

登载半年度报告的中国证监会指定网站的网址:http://www.sse.com.cn/

公司半年度报告备置地点:上海市中山南路 1088 号 9 楼

# (二)主要财务数据和指标

1 主要会计数据和财务指标

单位:元 币种:人民币

主要会计数据	本报告期末	上年度期末	本报告期末比上 年度期末增减 (%)
流动资产	419, 504, 326. 65	445, 291, 353. 92	-5. 79
流动负债	436, 099, 856. 68	538, 935, 337. 51	-19.08
总资产	545, 215, 657. 86	614, 727, 337. 02	-11. 31
股东权益 (不含少数股东权益)	72, 054, 733. 35	42, 677, 105. 25	68.84
每股净资产	0. 237	0.14	69. 29
调整后的每股净资产	-0.54	-0.69	不适用
	报告期 (1-6月)	上年同期	本报告期比上年 同期增减(%)

净利润	8, 104, 795. 78	-14, 605, 108. 37	不适用
扣除非经常性损益后的净利润	-10, 155, 334. 47	-29, 013, 056. 33	不适用
每股收益	0.027	-0.048	不适用
每股收益 <sup>注1</sup>	0.027		
净资产收益率(%)	11. 248	-3.412	不适用
经营活动产生的现金流量净额	46, 386, 703. 81	209, 250, 872. 70	-77.83

注 1: 如果报告期末至报告披露日,公司股本发生变化的,按新股本计算。

净利润增加的主要原因是:公司出售了位于上海市斜土路及上海市东诸安浜路二处的房产,转让价款共计 5704.28 万元,获得净收益 1548.66 万元。股东权益增加的主要原因是:净利润 810.48 万元,与银行债务重组豁免了银行借款本金 2,905 万元。

# 2 扣除非经常性损益项目和金额

单位: 元 币种: 人民币

非经常性损益项目	金额
处置除公司产品外的其他资产产生的损益	15, 464, 209. 52
各种形式的政府补贴	593, 142. 34
扣除资产减值准备后的其他各项营业外收入、支出	-233, 528. 03
以前年度已经计提各项减值准备的转回	3, 015, 555. 68
少数股东当期收益影响数	-579, 249. 26
合计	18, 260, 130. 25

# 3 国内外会计准则差异

单位: 千元 币种: 人民币

项目		净利润	股东权益		
坝日	本期数	上期数	期初数	期末数	
按中国会计制度	8, 105	-14, 605	42,677	72, 055	
按国际会计准则调整项目:					
坏帐准备	62	-353	1, 117	1, 179	
存货盘亏	162			162	
存货跌价准备	97			97	
长期投资减值准备			-12, 890	-12, 890	
折旧	293	-201		293	
长期应付款 - 上市前的原股东的留成收益			31, 448	31, 448	
在建房地产跌价准备			240	240	
商誉	1, 324	810	-6, 388	-5, 064	
银行减免借款本金	29, 050				
房产转让收益		192			
房租费用		-373			
长期待摊费用摊销		-405			
预缴所得税费用	2, 544			2, 544	
利息支出	-202	-1, 213		-202	
归属少数股东的利润	110	52		110	

未确认投资损失	-7,777			
其他	-116	-175	-2, 894	-3,010
合计	25, 548	-1, 666	10, 633	14, 907
按国际会计准则	33, 653	-16, 271	53, 310	86, 962

本公司按国际会计准则编制的会计报表业经德豪会计师事务所审计。

4 按中国证监会发布的《公开发行证券公司信息披露编报规则》第 9 号的要求计算的净资产收益率及 每股收益

单位:元 币种:人民币

报告期利润	净资产收益	益率 (%)	每股收益		
拟口别利用	全面摊薄	加权平均	全面摊薄	加权平均	
主营业务利润	0.614	0. 946	0.001	0.001	
营业利润	-19. 498	-30.065	-0.046	-0.046	
净利润	11. 248	17. 344	0. 027	0.027	
扣除非经常性损益后的净利润	-14.094	-21. 732	-0.033	-0.033	

# 三、股本变动及股东情况

(一)股本变动情况

报告期内,公司股份总数及股本结构未发生变化。

# (二)股东情况

- 1、报告期末股东总数为 28,768 户。
- 2、前十名股东持股情况

单位:股

股东名称(全称)	报告期内 增减	报告期末持 股数量	比例(%)	股份类别 (已流通 或未流 通)	质押或冻结 情况	股东性质 (国有股东或外资股东)
上海市农业产业化发展(集团) 有限公司		45, 684, 673	15.00	未流通	质押 45,684,673	
上海轻工控股(集团)公司		45, 637, 785	14. 98	未流通		国有股东
上海市农业投资总公司		43, 248, 156	14. 20	未流通	冻结 43,248,156	国有股东
中国华融资产管理公司		17, 012, 096	5. 59	未流通		国有股东
上海证券有限责任公司		14, 705, 871	4.83	未流通		
上海国际信托投资有限公司		9, 575, 138	3.14	未流通		
林镇铬		2, 280, 156	0.75	已流通		外资股东
上海摹赓科技投资有限公司		2,000,000	0.66	未流通		
俞仲庆		851, 300	0. 28	已流通		外资股东
朱永红		797, 462	0.26	已流通		外资股东

# 前十名股东关联关系或一致行动的说明

上海国际信托投资有限公司和上海证券有限责任公司具有关联关系。此外,公司持股 5%以上的其它股东之间没有关联关系,公司未知其他股东之间是否有关联关系或一致行动人。

#### 3、前十名流通股股东持股情况

股东名称	期末持有流通股的数量	种类(A、B、H 股或其它)
林镇铬	2, 280, 156	B 股
俞仲庆	851, 300	B 股
朱永红	797, 462	B 股
陈玉和	545, 944	B 股
邱学倡	495, 200	B 股
杨忠贵	419, 960	B 股
何巍	380,000	B 股
李颖 mi n	373, 503	B 股
YOU FANG ZHANG	372, 219	B 股
朱永红	369, 263	B 股

#### 前十名流通股股东关联关系的说明

第三和第十名流通股股东姓名相同,但公司未知是否同一人,公司也未知前十名流通股股东是否 存在关联或一致行动人。

前十名流通股股东和前十名股东之间关联关系的说明 未知。

4、控股股东及实际控制人变更情况

本报告期内公司控股股东及实际控制人没有发生变更。

# 四、董事、监事和高级管理人员

(一)董事、监事和高级管理人员持股变动

报告期内公司董事、监事、高级管理人员持股未发生变化。

- (二) 新聘或解聘公司董事、监事、高级管理人员的情况
- 1、2005 年 4 月 26 日四届十九次董事会通过了关于聘任陈训明先生担任公司常务副总经理,杨春方先生担任公司副总经理,免去宋孔杰先生公司副总经理职务的议案。
  - 2、2005年6月22日公司2004年度股东大会补选蒋茂荣先生为公司四届董事会董事。
- 3、2005 年 7 月 27 日蒋茂荣先生向公司董事会提交辞去公司四届董事会董事的辞职报告,根据公司章程的有关规定,该辞职立即生效。

# 五、管理层讨论与分析

(一)报告期内整体经营情况的讨论与分析

由于公司连续三年亏损,公司 A、B 股股票已于 2005 年 5 月 18 日被上海证券交易所暂停上市。在此情况下,公司经营层在董事会的领导下,在政府部门支持下,克服多种困难,通过与银行债务重组,盘活资产存量,降低经营成本等内部挖潜降本增效措施来提高收益,同时公司新开发了房地产项目,维持了一定的生产、经营活动,使公司在 2005 年上半年实现了主营业务收入 742.05 万元,实现净利润 810.48 万元。由于公司大股东及其关联企业占用上市公司巨额资金问题没有得到完全解决,公司的可获利性经营资产依然不足,制约了公司进一步扩大经营的能力。

- (二)报告期公司经营情况
- 1、公司主营业务的范围及其经营情况

#### (1)公司主营业务经营情况的说明

公司因调整肉禽养殖基地,使公司原有"大盈鸭"的原料供应受到影响,在公司新的养殖基地尚未发展建立前,公司主要向山东、江苏地区采购原料,但原料的质量、价格和供应极不稳定。因此,公司的肉禽销售与上年同期比较,生产量和销售额都有大幅度的下降。

公司在广西南宁地区投资开发了 6,665 m 的房产项目,目前该项目进展顺利,预计年底可实现完工和销售。

#### (2)占报告期主营业务收入或主营业务利润 10%以上(含 10%)的行业或产品

单位:元 币种:人民币

	主营业务收入	主营业务成本	毛利率 (%)	主营业务 收入比上 年同期增 减(%)	主营业务 成本比上 年同期增 减(%)	毛利率比上年 同期增减(%)
分行业						
农业	7, 420, 514. 19	6, 938, 474. 50	6. 50	-33. 32	-37. 14	増加 5.68 个 百分点
分产品						
肉禽销售	4, 881, 594. 12	4, 831, 179. 20	1.03	-56. 13	-56. 23	增加 0.22 个 百分点
农副产品销售	2, 538, 920. 07	2, 107, 295. 30	17.00			

报告期内,公司主营业务行业与上年同期比较未发生重大变化。与上年同期比较,报告期内公司的主营业务增加了农副产品销售。

#### (3)主营业务分地区情况表

报告期内,公司的产品全部在上海地区销售。

#### (4)对净利润产生重大影响的其他经营业务

报告期内,公司出售了位于上海市斜土路及上海市东诸安浜路二处的房产,使公司获得净收益 15,486,589.52元。

#### (5)主要控股公司的经营情况及业绩

单位: 万元 币种: 人民币

十世:/370 -1811://120						
公司名称	业务性 质	主要产品或服务	注册资本	资产规模	净利润	
上海大盈肉禽联合有限公 司	农业	肉鸭加工及销售	5, 537	9, 951. 78	- 533. 88	
上海联鑫房地产有限公司	房地产	房地产开发、物业管理	3, 100	2, 341. 65	-90.85	
上海申盈实业有限公司	商贸	农副产品批发零售	4,000	7, 874. 31	-66.77	
南宁联协房地产开发有限公司	房地产	房地产开发	1,000	1, 178. 73	-21.11	

公司控股子公司上海大盈肉禽联合有限公司由于受养殖基地、屠宰加工设备搬迁等因素的影响,生产和销售出现大幅度下降,2005年上半年实现销售收入4,881,594.12元。

公司控股子公司上海联鑫房地产有限公司与上海联岚房地产有限公司共同投资 1,000 万元,成立了南宁联协房地产开发有限公司。目前该公司主要在广西南宁地区开发"南宁经协大楼"6,665 ㎡的房产项目,预计该项目竣工后,可为公司带来一定的经营业绩。

公司控股子公司上海申盈实业有限公司所经营的"大盈生鲜"连锁专卖店项目没有取得新的进展,目前已设立的 30 家"大盈生鲜"连锁专卖柜的经营业绩未能达到公司预期目的,2005 年上半年实现销售收入 2,538,920.07 元。

#### 2、在经营中出现的问题与困难及解决方案

报告期内,尽管上海英雄实业有限公司向公司归还了现金 5000 万元,用以归还该公司及其关联企业对公司的部分欠款,但公司大股东及其关联企业对公司的欠款依然巨大,特别是公司第一大股东上海市农业产业化发展(集团)有限公司及其关联企业占用公司巨额资金问题的解决未有实质性推进,公司仍缺乏应有的经营性可获利资产,持续经营能力仍然存在重大不确定性。

为此,公司积极进行了大股东及其关联企业对公司欠款的催讨工作。2005 年 8 月 17 日,公司已与上海轻工控股(集团)公司、上海海文(集团)有限公司、上海英雄实业有限公司签署了《资产置换协议书》,公司拟用合法拥有的部分资产及负债与上海海文(集团)有限公司合法拥有的三家子公司的权益及一处房地产进行资产置换。公司拟置出经评估后的非获利性资产帐面价值为 17, 227. 16 万元,负债的帐面价值为 7,899.83 万元,净值为 9,327.33 万元;公司拟置入上海海文(集团)有限公司合法所持有的上海精细文化用品有限公司 90%、上海爱伊文具有限公司 50%、上海白金制笔有限公司 40%的权益性资产和位于上海市徐汇区斜土路 2897 弄 50 号房地产,置入资产经评估后的净资产总计价值为 10,718.73 万元。本次重大资产置换方案已上报中国证监会审核。

若本次重大资产置换能顺利实施,则公司的经营性资产和现金流量严重不足、持续经营能力弱的 局面将得到有效改善,为公司恢复上市创造了有利的条件。

#### (三)公司投资情况

#### 1、募集资金使用情况

报告期内,公司无募集资金或前期募集资金使用到本期的情况。

## 2、非募集资金项目情况

报告期内,公司下属子公司上海联鑫房地产有限公司出资 600 万元,与上海联岚房地产有限公司共同成立了南宁联协房地产开发有限公司,上海联鑫房地产有限公司占该公司的投资比例为 60%。该公司目前主要在广西南宁地区开发"南宁经协大楼"6,665 ㎡的房产项目。

2005 年 8 月,公司下属子公司上海大盈肉禽联合有限公司出资 150 万元,在江苏省姜堰市成立了泰州大盈肉禽有限公司;上海大盈肉禽联合有限公司占该公司的投资比例为 75%。该公司目前主要在江苏泰州地区经营"大盈鸭"的养殖、孵化、屠宰等业务。

(四)预测年初至下一报告期期末的累计净利润可能为亏损或者与上年同期相比发生大幅度变动的警示及说明

因公司本次重大资产置换方案已上报中国证监会审核。截至本报告出具日,该方案仍在中国证监会审核之中。由于本次资产置换方案对公司年初至下一报告期期末的累计净利润影响重大,故公司无法对年初至下一报告期期末的累计净利润的盈亏作出预测。

#### (五)公司董事会对会计师事务所本报告期"非标意见"的说明

2005 年上半年度,为公司提供审计服务的上海上会会计师事务所、德豪国际会计师事务所针对公司持续经营能力存在重大不确定性的情况出具了有强调事项段的"非标"意见审计报告,对于会计师事务所关注的问题,公司董事会特作如下解释和说明:

2005年上半年度公司已实现净利润810.48万元,主要是一季度出售存量房产所产生的非主营业务利润。由于报告期内公司未能进行资产重组,除了上海英雄实业有限公司归还了5000万元现金外,大股东及其关联企业占用公司巨额资金问题及公司缺乏经营性资产的问题依然未能得到根本解决,公司持续经营能力仍存在重大不确定性,上海上会会计师事务所、德豪国际会计师事务所在审计报告中所作的强调事项段的说明,现实、公正地反映了公司报告期的实际状况。

2005 年 8 月,公司与第二大股东上海轻工控股(集团)公司就解决其关联企业巨额欠款问题已形成解决方案,公司董事会已通过了其中的重大资产置换方案,并上报中国证监会审核。上海轻工控

股(集团)公司也已承诺了本次重组后其关联企业的后续还款方案。如果该一系列方案能付诸实施,公司大股东及其关联企业对公司的欠款将大大降低,公司的资产结构将得到较大改善,持续经营能力将得到增强,这将给全面解决大股东及其关联企业欠款问题创造了较好的时机。

公司已采取了一定的措施,积极改善公司的财务状况,减轻债务负担,并对现有的产业结构进行 了必要的调整。

独立董事认为:由于公司缺乏经营性资产,持续经营能力存在重大的不确定性。公司应切实抓好以重大资产置换方式解决第二大股东上海轻工控股(集团)公司关联企业欠款的方案,如获准应尽快付诸实施。同时对第一大股东上海市农业产业化发展(集团)有限公司及其关联企业的巨额欠款问题应尽快落实解决方案,必要时应果断采取法律措施。

(六)公司管理层对会计师事务所上年度"非标意见"涉及事项的变化及处理情况的说明

2004 年度,公司所聘的上海上会会计师事务所和德豪国际会计师事务所对公司持续经营能力存在重大不确定性情况出具了有强调事项段的"非标"审计意见。

针对上述"非标"审计意见,公司管理层采取了以下措施:

- 1、公司通过自身挖潜,启动了房地产开发项目,并将肉禽类的主要加工业务向外地迁移,对留存设施对外出租,稳定了原有资产的经营活动。
- 2、公司通过采取出售存量房产,银行债务重等措施,减免了部分银行借款本金,减轻了公司负担。
- 3、在政府有关部门的关心下,经与第二大股东上海轻工控股(集团)公司协商,目前已形成了解决其关联企业对公司巨额欠款这一历史遗留问题的解决方案。如果这一系列方案能得到顺利实施,公司的持续经营能力将得到较大增强。

# 六、重要事项

(一)公司治理的情况

报告期内,公司在治理方面做了以下工作:

- 1、关于股东和股东大会:公司按照《上市公司股东大会规范意见》和《公司章程》的要求召集、召开了 2004 年度股东大会。
  - 2、根据中国证监会和上海证券交易所的要求,对《公司章程》及附件进行了修改。
  - 3、对公司高管进行了调整,聘任了常务副总经理和副总经理各一名,免去了一名原副总经理。 存在的差异及改进措施
- 1、公司目前尚未根据《上市公司治理准则》设立战略、审计、提名、薪酬考核委员会,公司将 视公司发展的需要,在适当的时候建立专门委员会。
- 2、公司目前尚未根据《上市公司治理准则》制定《总经理工作细则》,公司将在适当的时候制定该细则以完善内部管理机制。
  - 3、目前公司总经理职务空缺,由常务副总经理担任行政负责人。
- 4、虽然 2005 年 6 月 22 日公司 2004 年度股东大会上增补了蒋茂荣先生为公司董事,但 7 月 27日,蒋茂荣先生又提出辞去董事职务,这样公司董事会成员仍为 8 名,比公司章程规定的 9 名缺 1名。公司将在适当的时候进行增补。
- (二)报告期内公司没有以前期间拟定的在报告期内实施的利润分配、公积金转增股本或新股发行、 配股等事项
- (三)公司中期不进行利润分配,也不进行公积金转增股本

# (四)重大诉讼仲裁事项

#### 1、重大诉讼

1)、公司控股子公司上海大盈肉禽联合有限公司已收到上海市第一中级人民法院判决书,在中国农业银行上海市青浦支行诉大盈肉禽 800 万元借款案中,大盈肉禽应归还贷款本金、逾期息、律师费

和诉讼费等,目前此案还在执行阶段,该重大诉讼事项已于 2004 年 7 月 31 日刊登在《上海证券报》、《香港商报》上。

- 2)、本公司为上海兴业房产股份有限公司向中国银行上海市宝山支行借款人民币 2000 万元提供连带责任担保,上海市第二中级人民法院判令本公司对兴业房产还款义务承担连带责任(详见公司 2002 年度年报)。2003 年法院已冻结了本公司在上海联鑫房地产有限公司中的全部出资额及权益,目前该案仍在执行阶段,该重大诉讼事项刊登在公司 2004 年报上。
- 3)、2003 年 4 月,南京五彩石科技实业有限公司起诉本公司,要求本公司给付款项约 268 万元等。南京市秦淮区人民法院于 2003 年 10 月 14 日作出了(2003)秦民二初字第 172 号民事判决书,判令本公司败诉。2003 年 10 月 30 日本公司向南京市中级人民法院上诉。2004 年 4 月 2 日,南京市中级人民法院作出民事裁定书,判令本案发回重审,目前该案仍在审理过程中,该重大诉讼事项刊登在公司 2004 年报上。

#### 2、重大诉讼仲裁事项的说明

报告期内,公司无新发生的重大诉讼仲裁事项。。

#### (五)报告期内公司收购及出售资产、吸收合并事项

#### 3、出售资产情况

- 1) 2005 年 3 月 4 日,本公司出售了位于上海市斜土路"英雄大厦"房产 202 室,该资产的帐面价值为 501.05 万元人民币,评估价值为 927.55 万元人民币,实际出售金额为 899.92 万元人民币,产生损益 398.87 万元人民币,该房屋产权交割已办理完毕。该事项已于 2005 年 3 月 5 日刊登在《上海证券报》、《香港商报》上。
- 2) 2005年3月4日,本公司出售了位于上海市斜土路"英雄大厦"房产三至五层,该资产的帐面价值为2,508.16万元人民币,评估价值为3,791.75万元人民币,实际出售金额为3,567.86万元人民币,产生损益1,059.7万元人民币,该房屋产权交割已办理完毕。该事项已于2005年3月5日刊登在《上海证券报》、《香港商报》上。
- 3) 2005年1月7日,本公司出售了位于上海市东诸安浜路房产,该资产的帐面价值为 650.53万元人民币,评估价值为 927.00万元人民币,实际出售金额为 862.65万元人民币,产生损益 212.13万元人民币,该房屋产权交割已办理完毕。。

# (六)报告期内公司重大关联交易事项

#### 1、关联债权债务往来

单位:元 币种:人民币

			向关联方提供资金		关联方向」	市公司提供资金
关联方	关联关系	发生额	余额	收取的资 金占用费 的金额	发生额	余额
一、存在控制关系的关联方 往来款项余额						
1、其他应收款						
上海市农业产业化发展(集团)有限公司	控股股东		115, 400, 828. 85			
上海英雄金笔厂桃浦联营二 厂	参股子公司		2, 034, 727. 93			
2、其他应付款						
上海市农业投资总公司	参股股东					17, 734, 928. 82
上海农凯发展(集团)有限公 司	其他关联 关系					7, 131, 312. 86

提供资金往来及余额		117, 435, 556. 78		24, 866, 241. 68
二、不存在控制关系的关联 方往来款项余额				
1、应收账款		141, 842, 694. 86		
2、其他应收款		327, 549, 719. 80		
3、应付账款				442, 981. 89
4、预收账款				474, 052. 85
5、其他应付款				96, 926, 461. 59
提供资金往来及余额		469, 392, 414. 66		97, 843, 496. 33
合计	/	586, 827, 971. 44	/	122, 709, 738. 01

上市公司向控股股东及其子公司提供资金的余额 586,827,971.44 元人民币。

关联债权债务形成原因:1)因资产重组中途停止而遗留的债权债务合计为 36,161.89 万元; 2)因股权投资未确认而产生的债权债务为 3,961.06 万元; 3)经营活动而产生的债权债务为 4,927.22万元; 4)在公司第一大股东控制上市公司期间所发生的借款 13,632.63 万元。

关联债权债务清偿情况:报告期内,公司收回关联债务 6,439.69 万元,归还关联欠款 1,028.31 万元。报告期内,公司对以前年度遗留的与上海轻工控股(集团)公司及其子公司间的部分债权 2,126.84 万元和部分债务 2,126.84 万元进行了清理。

与关联债权债务有关的承诺:公司拟与上海轻工控股(集团)公司、上海海文(集团)有限公司、上海英雄实业有限公司进行重大资产置换,拟将置换出上海轻工控股(集团)公司关联企业的欠本公司的债务 18,870.14 万元。本次重大资产置换方案尚需得到中国证监会审核通过。

上海轻工控股(集团)公司承诺,在本次资产置换获得公司股东大会通过后,上海轻工控股(集团)公司将于 2005 年年底前以现金或其他方式还清其关联企业剩余的欠本公司债务 12, 291. 75 万元。

关联债权债务对公司经营成果及财务状况的影响:2004 年度,公司对三年以上的应收款项以及股东及其关联方的应收款项增加计提了坏帐准备3.89亿元,导致公司在2004年度发生巨额亏损。

2005 年度,若上海轻工控股(集团)公司关联企业的欠款能正常收回时,公司未来可能对其它 关联企业的欠款因存在无法收回的不确定性,而增加计提坏帐准备所产生的亏损风险将可有效解除。

#### (七)重大合同及其履行情况

1、托管情况

本报告期公司无托管事项。

- 2、承包情况 本报告期公司无承包事项。
- 3、租赁情况 本报告期公司无租赁事项。
- 4、担保情况

单位: 万元 币种: 人民币

公司对外担保情况(不包括对控股子公司的担保)

担保对象	发生日期	担保金额	担保类型	担保期限	担保是否 已经履行 完毕	是否为关 联方担保			
报告期内担保发生	生额合计		0						
报告期末担保余额	额合计		0						
		公司对控股子	公司的担保	情况					
报告期内对控股-	子公司担保发生额包	<b></b>	0						
报告期末对控股-	子公司担保余额合i	†	770						
	2	公司担保总额情况(包括	舌对控股子	公司的担保)					
担保总额			770						
担保总额占公司	争资产的比例		10.6						
		公司违规	担保情况						
为控股股东及公司 的金额	为控股股东及公司持股 50%以下的其他关联方提供担保 0 0								
直接或间接为资产 债务担保金额	产负债率超过 70%	的被担保对象提供的	770						
担保总额超过净	资产 50%部分的金	:额	0						
违规担保总额		·		·	•	770			

注:担保总额原为 780 万元,报告期内归还了 10 万元。

#### 5、委托理财情况

本报告期公司无委托理财事项。

#### 6、其他重大合同

根据公司 2004 年度股东大会通过的决议,公司已与申银万国证券股份有限公司签订了《推荐恢复上市/委托代办股份转让协议》,由申银万国作为保荐人全权办理公司股票恢复上市的推荐工作,或者终止上市后的代办股份转让事宜。

#### (八)公司或持有5%以上股东对公开披露承诺事项的履行情况

报告期内或持续到报告期内,公司或持股5%以上股东没有承诺事项。

#### (九)聘任、解聘会计师事务所情况

公司未改聘会计师事务所,公司现聘任上海上会会计师事务所为公司的境内审计机构,并为公司半年度财务报告出具审计报告。担任本次审计工作并出具审计意见的注册会计师为赵彧非、刘小虎。

公司现聘任德豪国际会计师事务所为公司的境外审计机构。

本次半年报境内审计费用为人民币 25 万元,境外审计费用为人民币 35 万元。

## (十)公司、董事会、董事受处罚及整改情况

报告期内公司、公司董事会及董事均未受中国证监会的稽查、行政处罚及证券交易所的公开谴责。

### (十一)其它重大事项

- 1)、由于公司连续三年亏损,公司 A 股股票(简称:\*ST 大盈,股票代码:600844)和 B 股股票(简称:\*ST 大盈 B,股票代码:900921)已于 2005 年 5 月 18 日起被暂停上市。
  - 2)、2005年6月,公司收到上海英雄实业有限公司现金人民币5000万元,用以归还该公司及其

#### 关联企业对公司的部分欠款。

3)、2005 年 8 月 17 日,公司与其他相关三方签订《资产置换协议书》,公司拟用合法拥有的部分资产及负债与上海轻工控股(集团)公司全资子公司上海海文(集团)有限公司合法拥有的三家子公司的权益及一处房地产进行资产置换,海文集团将公司置出的资产和负债转让至上海英雄实业有限公司。本次资产置换拟置出资产的评估净值为 93, 273, 323. 02 元。拟置入的资产包括:海文集团拥有的上海精细文化用品有限公司 90%的权益(评估净值为 45,000,000.00 元)、上海爱伊文具有限公司50%的权益(评估净值为 12,576,652.83 元)、上海白金制笔有限公司 40%的权益(评估净值为17,872,714.24 元)以及位于斜土路 2897 弄50 号的房地产(评估净值为31,737,900.00 元)。拟置入资产的评估净值合计为107,187,267.07 元。本次资产置换差额部分13,913,944.05 元作为海文集团对公司的应收款,由海文集团转至英雄实业,形成英雄实业对公司的应收款,抵偿英雄实业及其关联企业对公司的应付款。详情参见2005 年 8 月19 日公司刊登在《上海证券报》和《香港商报》的公告。

4)、2005 年 8 月 16 日,公司第三大股东上海市农业投资总公司(持有公司 14.2%的股份)因涉及债务纠纷,其持有的本公司股份中的 23,248,156 股(占公司总股本的 7.63%)在上海国际商品拍卖有限公司公开拍卖,公司第二大股东上海轻工控股(集团)公司(原持有公司 14.98%的股份)通过竞拍获得,这样,上海轻工控股(集团)公司将有可能增持本公司股份 7.63%,合计持有本公司股份 22.62%,成为公司第一大股东,而原第一大股东上海市农业产业化发展(集团)有限公司(持有本公司 15%的股份)成为第二大股东。上述事项尚需履行相关法律手续。该事项详情参见 2005 年 8 月 18 日公司刊登在《上海证券报》和《香港商报》的公告。

#### (十二)信息披露索引

事项	刊载的报刊名称及版面	刊载日 期	刊载的互联网网站及检索 路径
*ST 大盈股票交易异常波动公告	《上海证券报》C12 版, 《香港商报》A11 版	2005- 01-05	http://www.sse.com.cn
*ST 大盈关于银行减免利息及 2004年度业绩预告公告	《上海证券报》23 版, 《香港商报》A10 版	2005- 01-15	http://www.sse.com.cn
*ST 大盈重要事项公告	《上海证券报》C3 版 , 《香港商报》B3 版	2005- 01-28	http://www.sse.com.cn
*ST 大盈股票交易异常波动公告	《上海证券报》C6 版, 《香港商报》A11 版	2005- 02-02	http://www.sse.com.cn
*ST 大盈资产重组事项的临时公告	《上海证券报》23 版, 《香港商报》A5 版	2005- 02-05	http://www.sse.com.cn
*ST 大盈四届十次董事会决议公告	《上海证券报》A3 版, 《香港商报》B9 版	2005- 02-17	http://www.sse.com.cn
*ST 大盈出售房产公告	《上海证券报》28 版, 《香港商报》B5 版	2005- 03-05	http://www.sse.com.cn
*ST 大盈业绩修正及股票存在暂停上市风险的提示性公告	《上海证券报》C39 版, 《香港商报》A7 版	2005- 03-22	http://www.sse.com.cn
*ST 大盈股票交易异常波动公告	《上海证券报》C39 版, 《香港商报》A3 版	2005- 03-25	http://www.sse.com.cn
*ST 大盈股票交易异常波动及股票存在暂停上市风险的提示性公告	《上海证券报》C76 版, 《香港商报 A9 版	2005- 03-30	http://www.sse.com.cn
*ST 大盈股票交易异常波动公告	《上海证券报》8 版, 《香港商报》A11 版	2005- 04-04	http://www.sse.com.cn
*ST 大盈股票交易异常波动及股票存在暂停上市风险的提示性公	《上海证券报》C38 版, 《香港商报》A11 版	2005- 04-22	http://www.sse.com.cn

告			
*ST 大盈股票交易异常波动的公	《上海证券报》C39版,	2005-	http://www.cco.com.cn
告	《香港商报》A6 版	04-27	http://www.sse.com.cn
*ST 大盈四届十九次董事会决议	《上海证券报》C11 版 ,	2005-	
公告暨召开 2004 年度股东大会	《香港商报》B7版	04-28	http://www.sse.com.cn
通知的公告		04-20	
   *ST 大盈第一季度季报	《上海证券报》C10版,	2005-	http://www.sse.com.cn
31 八血矛 子及子派	《香港商报》B7、B8 版	04-28	Tit tp. 77 www. 33c. com. cii
*ST 大盈四届六次监事会决议公	《上海证券报》C11版,	2005-	http://www.sse.com.cn
告	《香港商报》B7 版	04-28	Tit tp. 77 www. 33e. com. cii
*ST 大盈股票存在暂停上市风险	《上海证券报》C11版,	2005-	http://www.sse.com.cn
的提示性公告	《香港商报》B7 版	04-28	Tit tp. 77 www. 33e. com. cii
   *ST 大盈股票暂停上市公告	《上海证券报》C10版,	2005-	http://www.sse.com.cn
31 八盖放示自行工巾公口	《香港商报》B3 版	05-13	Tit tp. 77 www. 33e. com. cii
*ST 大盈 2004 年度股东大会地	《上海证券报》C6 版 ,	2005-	http://www.sse.com.cn
点公告	《香港商报》B7 版	05-27	Tit tp. 77 www. 33e. com. cii
*ST 大盈关于修改股东大会议案	《上海证券报》C3 版 ,	2005-	http://www.sse.com.cn
的公告	《香港商报》A12 版	06-02	Tit tp. 77 www. 33e. com. cii
*ST 大盈关于股票恢复上市工作	《上海证券报》C3 版 ,	2005-	http://www.sse.com.cn
进展情况的公告	《香港商报》A12 版	06-02	Tit tp. 77 www. 33e. com. cii
*ST 大盈关于大股东的关联企业	《上海证券报》C7 版 ,	2005-	http://www.sse.com.cn
归还欠款的公告	《香港商报》B7 版	06-16	Tit tp. // www. sse. com. cii
*ST 大盈 2004 年度股东大会法	《香港商报》B2 版	2005-	http://www.sse.com.cn
律意见书		06-23	TILLE. // www. SSE. COIII. CIT
*ST 大盈 2004 年度股东大会决	《上海证券报》C2 版 ,	2005-	http://www.sse.com.cn
议公告	《香港商报》B2 版	06-23	TILLE. // www. SSE. Colli. CII
*ST 大盈上市公司章程		2005-	http://www.sse.com.cn
이 八표그비스민루(t		06-29	TILLE. // www. 336. Colli. CII

# 七、备查文件目录

- (一)载有公司董事长亲笔签名的二 00 五年半年度报告正文; (二)载有公司法定代表人、财务机构负责人签名并盖章的会计报表;
- (三)载有公司会计师事务所盖章、注册会计师签名并盖章的境内外审计报告原件;
- (四)报告期内公司在《上海证券报》、《香港商报》披露的公司文件正本及公司原稿;
- (五)公司章程。

董事长:廖德荣 大盈现代农业股份有限公司 2005年8月29日

# 审计报告

上会师报字(2005)第999号

大盈现代农业股份有限公司全体股东:

我们审计了后附的贵公司2005年6月30日的资产负债表和2005年1-6月份的利润及 利润分配表以及现金流量表。这些会计报表的编制是贵公司管理当局的责任,我们的 责任是在实施审计工作的基础上对这些会计报表发表意见。

我们按照中国注册会计师独立审计准则计划和实施审计工作,以合理确信会计报表是否不存在重大错报。审计工作包括在抽查的基础上检查支持会计报表金额和披露的证据,评价管理当局在编制会计报表时采用的会计政策和作出的重大会计估计,以及评价会计报表的整体反映。我们相信,我们的审计工作为发表意见提供了合理的基础。

我们认为,上述会计报表符合国家颁布的企业会计准则和《企业会计制度》的规定,在所有重大方面公允反映了贵公司2005年6月30日的财务状况以及2005年1-6月份的经营成果和现金流量。

此外,我们提醒会计报表使用人关注:报告期内贵公司对主要股东及其关联方大额债权账面净额仍占贵公司报告期末资产总额的34.53%;同时 虽然主要股东上海轻工控股(集团)公司为偿还对贵公司欠款已经提出可行方案(参见附注十二),但实施尚须股东大会通过及相关部门批准,因此截至本报告日贵公司仍缺乏应有的经营性可获利资产,持续经营能力仍然存在重大不确定性。本段内容并不影响已发表的审计意见。

上海上会会计师事务所有限公司

中国注册会计师

赵彧非

中国注册会计师

刘小虎

中国 上海

二 五年八月二十九日

# 股份有限公司二〇〇五半年度会计报表

# 资产负债表

2005年6月30日

编制单位:大盈现代农业股份有限公司

会股地年01表 金額单位:元

资产	附注五	行次	合并期末數	母公司期末數	合并期初数	母公司期初數	负债及股东权益	附注五	行次	合并期末數	母公司期末數	合并期初数	母公司期初數
流动资产:							流动负债:						
货币资金	1	1	49,643,513.50	272,860.22	48,803,723.26	255,175.55	短期借款	11	61	155,842,500.00	93,250,000.00	285,205,000.00	222,900,000.00
短期投资		2					应付票据		62				
应收票据		3					应付账款	12	63	42,404,545.55	34,971,195.45	42,877,718.61	38,808,829.25
应收股利		4					预收账款	13	64	1,389,157.10	961.36	5,834,437.59	4,500,961.36
应收利息		5					应付工资		65	88.00	88.00	64,556.82	
应收账款	2	6	85,504,212.46	54,529,482.11	95,134,792.48	63,587,982.11	应付福利费		66	2,249,149.87	137,784.33	2,087,013.35	96,501.13
其他应收款	3	7	269,517,561.70	274,716,452.76	298,196,766.16	297,790,618.83	应付股利	14	67	575,392.79	575,392.79	575,392.79	575,392.79
预付账款	4	8	387,524.92		337,876.70		应交税金	15	68	10,003,430.38	4,479,967.85	5,014,356.67	2,150,808.31
应收补贴款		9					其他应交款	16	69	1,738,636.35	1,360,717.39	1,647,681.99	1,273,666.90
存货	5	10	14,451,514.07		2,818,195.32		其他应付款	17	70	164,912,081.59	114,765,581.42	138,906,077.31	89,391,327.14
待摊费用		11					预提费用		71	112,922.67			
一年内到期的长期债权投资		21					预计负债	18	72	56,871,952.38	56,723,102.38	56,723,102.38	56,723,102.38
其他流动资产		24					一年内到期的长期负债		78				
流动资产合计		30	419,504,326.65	329,518,795.09	445,291,353.92	361,633,776.49	其他流动负债		79				
							流动负债合计		80	436,099,856.68	306,264,790.97	538,935,337.51	416,420,589.26
长期投资:							长期负债:						
长期股权投资	6	31	32,431,286.48	66,762,632.72	33,811,857.88	68,407,119.05	长期借款		81				
长期债权投资		32					应付债券		82				
长期投资合计		33	32,431,286.48	66,762,632.72	33,811,857.88	68,407,119.05	长期应付款		83	31,448,172.26	31,448,172.26	31,448,172.26	31,448,172.26
其中:合并价差(贷差以"-"号表示,合并报表填列)	6	34	18,195,370.08		19,575,933.16		专项应付款		84				
其中:股权投资差额(贷差以"-"号表示,合并报表填列)	6	35	18,195,370.08		19,575,933.16		其他长期负债		85				
固定资产:							长期负债合计		87	31,448,172.26	31,448,172.26	31,448,172.26	31,448,172.26
固定资产原值	7	39	164,937,391.97	41,563,423.89	207,270,753.25	83,586,023.89	递延税款:		88				
减:累计折旧	7	40	69,245,078.49	8,281,354.90	69,526,934.38	10,718,779.27	递延税款贷项		89				
固定资产净值		41	95,692,313.48	33,282,068.99	137,743,818.87	72,867,244.62	负债合计		90	467,548,028.94	337,712,963.23	570,383,509.77	447,868,761.52
减:固定资产减值准备	7	42	12,789,415.22		12,854,366.05								
固定资产净额		43	82,902,898.26	33,282,068.99	124,889,452.82	72,867,244.62	少数股东权益(合并报表填列)		91	5,612,895.57		1,666,722.00	
工程物资		44											
在建工程	8	45	1,432,085.00		1,381,190.00		股东权益:						
固定资产清理		46					股本	19	92	304,564,482.00	304,564,482.00	304,564,482.00	304,564,482.00
固定资产合计		50	84,334,983.26	33,282,068.99	126,270,642.82	72,867,244.62	资本公积	20	93	227,668,311.37	231,240,106.10	198,618,311.37	202,190,106.10
无形资产及其他资产:							盈余公积	21	94	56,144,485.97	56,144,485.97	56,144,485.97	56,144,485.97
无形资产	9	51	7,466,090.01		7,546,659.33		其中:法定公益金	21	95	13,128,575.13	13,128,575.13	13,128,575.13	13,128,575.13
长期待摊费用	10	52	1,478,971.46		1,806,823.07		减:未确认投资损失(合并报表填列)		96	18,527,486.74		10,750,319.06	
其他长期资产		53					未分配利润	22	97	-497,795,059.25	-500,098,540.50	-505,899,855.03	-507,859,695.43
无形资产及其他资产合计		54	8,945,061.47		9,353,482.40								
递延税项:				_		•	外币报表折算差额(合并报表填列)		98				
递延税款借项		55					股东权益合计		99	72,054,733.35	91,850,533.57	42,677,105.25	55,039,378.64
资产总计		60	545,215,657.86	429,563,496.80	614,727,337.02	502,908,140.16	负债和股东权益总计		100	545,215,657.86	429,563,496.80	614,727,337.02	502,908,140.16

# 股份有限公司二〇〇五半年度会计报表 利润及利润分配表

2005半年度

编制单位:大盈现代农业股份有限公司

会股地年02表

金額单位:元

项目	附注五	行次	合并本期數	母公司本期数	合并上期数	母公司上期數	项目	附注五	行次	合并本期數	母公司本期数	合并上期數	母公司上期数
一、主营业务收入	23	1	7,420,514.19		11,127,970.41		六、可供分配的利润		25	-497,795,059.25	-500,098,540.50	-127,204,617.01	-129,785,178.04
减:主营业务成本	23	2	6,938,474.50		11,037,500.69		减:提取法定盈余公积		26				
主营业务税金及附加	24	3	39,784.69		20,985.02		提取法定公益金		27				
二、主营业务利润(亏损以"-"号填列)		4	442,255.00		69,484.70		提取职工奖励及福利基金(合并报表填列)		28				
加:其他业务利润(亏损以"-"号填列)	25	5	693,901.29	1,232,717.54	352,987.57	147,084.82							
减:营业费用		6	1,920,111.06		1,073,223.18								
管理费用		7	9,489,749.52	4,418,740.42	-864,569.54	-5,641,242.74							
财务费用	26	8	3,775,641.47	2,819,234.76	15,507,090.31	13,412,139.74	七、可供股东分配的利润		35	-497,795,059.25	-500,098,540.50	-127,204,617.01	-129,785,178.04
三、营业利润(亏损以"-"号填列)		10	-14,049,345.76	-6,005,257.64	-15,293,271.68	-7,623,812.18	减:应付优先股股利		36				
加:投资收益(亏损以"-"号填列)	27	11	-1,380,571.40	-1,644,486.33	-2,573,780.14	-8,838,009.50	提取任意盈余公积		37				
补贴收入	28	12	593,142.34		1,440,836.99		应付普通股股利		38				
营业外收入	29	13	15,486,789.52	15,410,898.90	1,986,708.01	1,979,336.21	转作股本的普通股股利		39				
减:营业外支出	30	14	376,213.03		279,990.02	100,000.00	八、未分配利润(未弥补亏损以"-"号填列)		40	-497,795,059.25	-500,098,540.50	-127,204,617.01	-129,785,178.04
四、利润总额(亏损总额以"-"号填列)		15	273,801.67	7,761,154.93	-14,719,496.84	-14,582,485.47							
减:所得税		16			228.99		补充资料:						
少数股东损益(合并报表填列)		17	-53,826.43		-114,617.46		1、出售、处置部门或被投资单位所得收益		41				
加:未确认投资损失(合并报表填列)		18	7,777,167.68				2、自然灾害发生的损失		42				
							3、会计政策变更增加(或减少)利润总额		43				
五、净利润(亏损总额以"-"号填列)		20	8,104,795.78	7,761,154.93	-14,605,108.37	-14,582,485.47	4、会计估计变更增加(或减少)利润总额		44				
加:年初未分配利润		21	-505,899,855.03	-507,859,695.43	-112,599,508.64	-115,202,692.57	5、债务重组损失		45				
其他转入		22					6、其他		46				

公司负责人:廖德荣 主管会计工作负责人:陈训明 会计机构负责人:陈训明

# 股份有限公司二〇〇五半年度会计报表

# 现金流量表

2005半年度

#### 编制单位:大盈现代农业股份有限公司

会股地年03表 金額单位:元

项目	附注五	行次	合并本期數	母公司本期數	项目	附注五	行次	合并本期数	母公司本期數	补充资料 附注五	i 行次	合并本期數	母公司本期數
一、经营活动产生的现金流量:					三、筹资活动产生的现金流量:					1、将净利润调节为经营活动的现金流量:			
销售商品、提供劳务收到的现金		1	10,491,697.76	1,866,461.00	吸收投资所收到的现金		26	4,000,000.00		净利润(亏损以"-"号填列)	43	8,104,795.78	7,761,154.93
收到的税费返还		2	126,947.90		其中:子公司吸收少数股东权益性投资收到的现金		27	4,000,000.00		加:少数股东损益(亏损以"-"号填列)	44	-53,826.43	
收到的其他与经营活动有关的现金		3	62,358,523.88	48,734,554.42	借款所收到的现金		28	45,100,000.00	31,500,000.00	减:未确认的投资损失	45	7,777,167.68	
经营活动现金流入小计		5	72,977,169.54	50,601,015.42	收到其他与筹资活动有关的现金		29			加:计提的资产减值准备	46	397,969.38	2,133,212.71
					筹资活动现金流入小计		30	49,100,000.00	31,500,000.00	固定资产折旧	47	3,080,296.28	558,500.82
购买商品、接受劳务支付的现金		6	14,876,417.23							无形资产摊销	48	80,569.32	
支付给职工以及为职工支付的现金		7	2,440,291.32	431,937.30	偿还债务所支付的现金		31	145,900,000.00	132,100,000.00	长期待摊费用摊销	49	327,851.61	
支付的各项税费		8	632,339.57	198,722.48	分配股利、利润或偿付利息所支付的现金		32	3,361,919.57	2,817,542.96	待摊费用的减少(减.增加)	50		
支付的其他与经营活动有关的现金	32	9	8,641,417.61	1,753,624.01	其中:支付少数股东的股利		33			预提费用的增加(减:减少)	51	112,922.67	
经营活动现金流出小计		10	26,590,465.73	2,384,283.79	支付的其他与筹资活动有关的现金		34			处理固定资产、无形资产和其他长期资产的损失(减:收益)	52	-15,464,209.52	-15,410,898.90
					其中:子公司依法减资支付给少数股东的现金		35			固定资产报废损失	53		
经营活动现金流量净额		11	46,386,703.81	48,216,731.63	筹资活动现金流出小计		36	149,261,919.57	134,917,542.96	财务费用	54	3,849,419.57	2,817,542.96
					筹资活动产生的现金流量净额		40	-100,161,919.57	-103,417,542.96	投资损失(减:收益)	55	1,380,571.40	1,644,486.33
										递延税款贷项(减:借项)	56		
										存货的减少(减:增加)	57	-11,730,409.38	
					四、汇率变动对现金的影响		41			经营性应收项目的减少(减:增加)	58	38,679,362.51	31,657,053.36
二、投资活动产生的现金流量:										经营性应付项目的增加(减:减少)	59	25,249,708.30	17,055,679.42
收回投资所收到的现金		12			五、现金及现金等价物净增加額		42	839,790.24	17,684.67	其他(预计负债的增加)	60	148,850.00	
其中: 出售子公司收到的现金		13								经营活动产生的现金流量净额	65	46,386,703.81	48,216,731.63
取得投资收益所收到的现金		14								2、不涉及现金收支的投资和筹资活动:			
处置固定资产、无形资产和其他长期资产而收回的现金		15	55,274,666.62	55,234,276.00						债务转为资本	66		
收到的其他与投资活动有关的现金		16								一年內到期的可转换公司债券	67		
投资活动现金流入小计		17	55,274,666.62	55,234,276.00						融资租入固定资产	68		
购建固定资产、无形资产和其他长期资产所支付的现金		18	659,660.62	15,780.00						3、现金及现金等价物净增加情况:			
投资所支付的现金		19								现金的期末余额 31	69	49,493,513.50	272,860.22
支付的其他与投资活动有关的现金		20								减:现金的期初余额 31	70	48,653,723.26	255,175.55
投资活动现金流出小计		22	659,660.62	15,780.00						加:现金等价物的期末余额	71		
										减:现金等价物的期初余额	72		
投资活动产生的现金流量净额		25	54,615,006.00	55,218,496.00						现金及现金等价物净增加额	73	839,790.24	17,684.67

#### 一. 公司简介

大盈现代农业股份有限公司(以下简称"公司")系1993年9月25日经上海市经委沪经企(1993)404 号文件批准,采用公开募集方式设立的股份有限公司,公司股票于1994年3月11日在上海证券交易 所上市交易。

经营范围包括:肉禽、肉禽种苗养殖、加工;禽蛋制品、农副产品、饲料加工;农业投资与科研技术开发;房地产开发经营。生产笔类、礼品类、电脑绘图仪器类产品和厨房设备、办公用品、建筑装潢材料、钢琴乐器、体育用品及钟表、打火机、制笔器械、小五金及彩印包装(不涉及书刊印刷),销售自产产品(涉及许可证的凭许可证经营)。

#### 二. 公司主要会计政策、会计估计和合并会计报表的编制方法

# 1. 会计制度

公司及所属子公司执行中华人民共和国财政部颁布的企业会计准则和《企业会计制度》及相关补充规定。

#### 2. 会计年度

自公历1月1日起至12月31日止。

# 3. 记账本位币

人民币元。

#### 4. 编制基础、记账基础和计价原则

以持续经营会计假设为编制基础,以权责发生制为记账基础,按实际成本为计价原则。各项财产 如果发生减值,则计提相应的减值准备。

#### 5. 外币业务

对涉及外币的经济业务采用业务发生当月月初中国人民银行公布的人民币基准汇率折合人民币记账。

美元、日元、港元、欧元之外的外币对人民币的汇率,根据美元对人民币的基准汇率和国家外汇管理局提供的纽约外汇市场美元对其他主要外币的汇率进行套算,按照套算后的汇率作为折算汇率。美元对人民币以外的其他货币的汇率,直接采用国家外汇管理局提供的纽约外汇市场美元对其他主要货币的汇率。

第1页

美元、人民币以外的其他货币之间的汇率,按国家外汇管理局提供的纽约外汇市场美元对其他主要外币的汇率进行套算,按套算后的汇率作为折算汇率。

月末按月末中国人民银行公布的人民币基准汇率进行调整。按照月末汇率折合的人民币金额与账面人民币金额之间的差额,作为汇兑损益,计入当期损益;属于筹建期间与购建固定资产无关的,计入长期待摊费用;属于与购建固定资产有关的借款产生的汇兑损益,按照借款费用资本化的原则进行处理,计入相关资产价值。

#### 6. 外币会计报表

根据《合并会计报表暂行规定》,所有资产、负债类项目按照期末市场汇价折算为人民币金额;所有者权益类项目除"未分配利润"项目外,均按照发生时的市场汇价折算为人民币金额;利润表所有项目和"未分配利润"有关发生额的项目按期末市场汇价折算为人民币金额,利润及利润分配表中的"年初未分配利润"项目以上期折算后的人民币金额入账;折算后资产类项目与负债类项目和所有者权益类项目合计数差额,作为"外币报表折算差额",在"未分配利润"项下单列反映。

#### 7. 现金等价物

指持有期限短、流动性强、易于转换为已知金额的现金,价值变动风险很小的短期投资。

#### 8. 短期投资

短期投资是指能够随时变现并且持有时间不准备超过一年(含一年)的投资,包括股票、债券、基金等。

短期投资在取得时以实际支付的全部价款扣除已宣告发放但尚未领取的现金股利或已到期尚未领取的债券利息后的金额确认投资成本。

短期投资的现金股利或债券利息于实际收到时,冲减投资的账面价值。处置短期投资时,将短期投资账面价值与实际取得价款的差额,作为投资损益。

期末按成本与市价孰低法计价,按单项投资计提短期投资跌价准备,并计入当期损益。

#### 9. 坏账准备

应收款项(包括应收账款及其他应收款)坏账核算采用备抵法,公司在期末根据期末应收款项的可收回性,预计可能产生的坏账损失,计提坏账准备。坏账准备计提方法为余额百分比法,计提比例为:应收账款1%,其他应收款5%。对有确凿证据证明无法收回的应收款项,逐笔认定并计提可能发生的坏账准备。

债务人破产或死亡,以其破产财产或遗产清偿后,仍然不能收回的,或因债务人逾期未履行偿债 义务且具有明显特征表明无法收回的应收款项,按审批权限规定批准后,冲销提取的坏账准备。

#### 10. 存货

存货包括:原材料、低值易耗品、库存商品、在产品、产成品、开发成本和开发产品等。

存货以其成本入账。存货成本包括采购成本、加工成本和其他成本。

采购成本包括采购价格、进口关税和其他税金、运输费、装卸费、保险费以及其他直接归属于存货采购的费用。加工成本包括直接人工以及按照一定方法分配的制造费用。其他成本是指除采购成本、加工成本以外的,使存货达到目前场所和状态所发生的其他支出。

发出时按加权平均法计价。存货采用永续盘存制。低值易耗品和包装物采用领用时一次摊销法核算。

开发用土地的核算方法:已签订了不可撤销的土地出让合同或土地购置协议后,且已支付第一笔价款或实际施工已开始时,按合同或协议确定的金额入账。

公共配套设施费用的核算方法:已签订不可撤销的购买公共设施和劳务的合同且已支付第一笔价款或对方义务已履行时,按合同或协议确定的金额入账,并在相关的开发产品中按开发产品建筑面积的比例分摊。

出租开发产品、周转房的摊销方法:按自有的房屋建筑物的折旧政策摊销。

期末按存货可变现净值低于存货成本部分计提存货跌价准备,可变现净值是指公司在正常生产经营过程中,以存货估计售价减去至完工估计将要发生的成本、估计的销售费用以及相关税金后的金额。存货跌价准备按单个存货项目成本与可变现净值孰低计量。

#### 11. 长期投资

长期投资是指持有时间准备超过一年(不含一年)的各项股权性投资,不能变现或不准备随时变现的债券以及其他债权投资等。

长期投资在取得时以实际支付的全部价款扣除已宣告发放但尚未领取的现金股利或已到期尚未领取的债券利息后的金额确认初始投资成本。

对于长期股权投资,若公司持有被投资单位有表决权资本总额20%以下,或持有被投资公司有表决权资本总额20%或以上,但不具有重大影响的,按成本法核算;若公司持有被投资单位有表决权资本总额20%或以上,或虽投资不足20%,但有重大影响的,按权益法核算。

长期股权投资在采用权益法核算时,公司将初始投资成本大于股权购买日享有被投资单位所有者权益份额的差额按被投资单位剩余经营年限或十年孰短平均摊销,计入损益。初始投资成本小于股权购买日享有被投资单位所有者权益份额的差额,计入资本公积。(2002年12月31日前已计入股权投资差额的部分不追溯调整)

长期债权投资按照票面价值与票面利率按期确认为投资收益(利息收入)。

长期债券投资的初始投资成本与债券票面价值之间的差额,作为债券溢价或折价;债券的溢价或折价在债券存续期间内于确认相关债券利息收入时摊销,摊销方法为直线法。

期末按长期投资个别项目的估计未来可收回金额低于投资账面价值的数额分别提取长期投资减值准备。

# 12. 固定资产及折旧

固定资产的确认标准是为生产商品、提供劳务、出租或经营管理而持有的,使用年限超过一年,单位价值较高的资产。

固定资产按成本入账。融资租入固定资产按租赁开始日租赁资产的原账面价值与最低租赁付款额的现值两者中较低者作为入账价值,将其差额计入"未确认融资费用",并在租赁期内各个期间,按直线法进行分摊。若融资租赁资产占公司资产总额比例等于或小于30%,则按最低租赁付款额作为固定资产入账价值。

固定资产折旧方法为年限平均法,并按各类固定资产的原值和估计的使用年限扣除残值4%制定折旧率,预计使用年限如下:

类别使用年限房屋及建筑物30-40年机器设备5-30年运输设备8-9年其他设备5-9年

固定资产在期末时按照账面价值与可收回金额孰低计量,对可收回金额低于账面价值的差额,计提固定资产减值准备。

#### 13. 在建工程

在建工程达到预定可使用状态时转作固定资产。

在建工程在期末时按照账面价值与可收回金额孰低计量,对可收回金额低于账面价值的差额,计提在建工程减值准备。

#### 14. 无形资产

无形资产是指企业为生产商品或者提供劳务、出租给他人,或为管理目的而持有的,没有实物形态的非货币性长期资产。购入时按实际成本计价,投入时按其他股东确认的价格入账。无形资产在下列预计受益期限内平均摊销:

<u>类别</u>

土地使用权 50年

无形资产在期末时按照账面价值与可收回金额孰低计量,对可收回金额低于账面价值的差额,计 提无形资产减值准备。

#### 15. 长期待摊费用

长期待摊费用是指已经支出,但受益期限在一年以上(不含一年)的各项费用。其中开办费先在长期待摊费用中归集,待企业开始生产经营当月起一次计入当月的损益,其余长期待摊费用在下列受益期限内平均摊销:

类别 摊销年限

5年

已出租临时设施

商铺使用权 20年

#### 16. 借款费用

为购建固定资产的专用借款所发生的借款费用在所购建固定资产达到预定可使用状态前发生的, 在发生时计入所购建固定资产成本,在所购建固定资产达到预定可使用状态后发生的,在发生时 直接计入财务费用;其他借款费用均于发生时确认为费用,直接计入当期财务费用。

#### 17. 预计负债

与或有事项相关的义务同时符合以下条件,公司将其列为负债:

- a) 该义务是企业承担的现时义务:
- b) 该义务履行很可能导致经济利益流出企业;
- c) 该义务金额能够可靠地计量。

如果清偿确认的负债所需支出全部或部分预期由第三方或其他方补偿,则补偿金额在基本确定能收到时,作为资产单独确认,确认的补偿金额不超过所确认负债的账面价值。

#### 18. 收入

销售商品的收入,应当在下列条件均能满足时予以确认:公司已将商品所有权上的主要风险和报酬转移给买方,公司既没有保留通常与该商品所有权相联系的继续管理权,也没有对已售出的商品实施控制,与交易相关的经济利益能够流入公司,相关的收入与成本能够可靠地计量。

让渡资产使用权而发生的收入包括利息收入和使用费收入。在同时满足与交易相关的经济利益能够流入公司以及收入金额能够可靠地计量的条件时,确认收入。利息收入按让渡现金使用权的时间和适用利率计算确定收入;使用费收入按有关合同或协议规定的收费时间和方法计算确定收入。

提供劳务,在同一会计年度内开始并完成的劳务,应当在完成劳务时确认收入。如果劳务的开始和完成分属不同的会计年度,在劳务交易的结果能够可靠估计的情况下(即劳务总收入和总成本能可靠地计量,与交易相关的经济利益能够流入企业,劳务的完成程度能可靠地确定时),将在期末按完工百分比法确认相关的劳务收入;在提供劳务交易的结果不能可靠估计的情况下,在期末对劳务收入分别以下三种情况确认和计量:

- a) 如果发生的劳务成本预计能够获得补偿,应按已发生的劳务成本金额确认收入,并按相同金额结转成本;
- b) 如果已经发生的劳务成本预计不能全部得到补偿,应按能够得到补偿的劳务成本金额确认收入,并按已经发生的劳务成本作为当期费用;
- c) 如果已经发生的劳务成本预计全部不能得到补偿,应按已经发生的劳务成本作为当期费用,不确认收入。

## 19. 农产品饲料及农产品流转

公司未从事畜禽养殖,全部待加工的畜禽均向畜禽养殖公司采购,经公司加工后对外销售。公司向畜禽养殖公司销售畜禽养殖所需要的饲料,并从畜禽养殖公司采购检验合格的畜禽。公司向畜禽养殖公司采购的畜禽成本中已含有向其销售畜禽养殖所需饲料的毛利,因此公司期末根据同期类似销售市场的市价确定库存畜禽的可变现净值,同时计提存货跌价准备。

# 20. 所得税

采用应付税款法。

#### 21. 合并会计报表

按照《合并会计报表暂行规定》,在母公司通过直接或间接方式拥有被投资企业的半数以上权益性资本,并能有效地对其实施控制,或者母公司虽未通过直接和间接方式拥有被投资企业半数以上权益性资本情况下,但母公司通过其他有效方法对被投资企业的经营活动能够实施有效控制时,应将被投资企业纳入合并范围。在编制合并报表时,以合并会计报表的母公司和纳入合并范围的子公司的个别会计报表及其他有关资料为依据,在将其相互之间的权益性投资与所有者权益中所持份额、债权与债务以及内部销售收入等进行抵消的基础上,对资产、负债和所有者权益各项目的数额编制合并会计报表。

#### 22. 未确认投资损失

根据财政部1999年3月7日颁布的财会函字(1999)10号《关于资不抵债公司合并会计报表问题请示的复函》,在长期股权投资采用权益法时,如果被投资单位发生亏损,投资企业应按持股比例计算应承担的份额,并冲减长期股权投资的账面数,以长期股权投资减计至零为限。其未确认的被投资单位亏损额,在编制合并会计报表时,在合并会计报表的"未分配利润"项目上增设"减:未确认的投资损失"项目;同时在利润及利润分配表的"少数股东损益"项目下增设"加:未确认的投资损失"项目。这两个项目分别反映母公司未确认的子公司的投资累计亏损额和当期亏损额。

# 三. 主要税项

流转税:增值税税率 17% (肉禽熟制品及加工产品 13%)。

营业税税率 5%。

所得税:所得税税率 33%。

# 四. 控股子公司情况

公司名称	注册资本	<u>经营范围</u>	合并实际	母公司投	合并控制	是否	不合并
	(万元)		投资额	<u>资比例(%)</u>	<u>比例(%)</u>	合并	报表说明
上海大盈肉禽联合有限	5,537	肉鸭系列,种苗,副食品,禽蛋制品,配合	55,370,000.00	90.30	100.00	是	-
公司		饲料等					
上海申盈实业有限公司	4,000	优良种畜、种禽培育;花卉苗木种植;饲料,	40,000,000.00	90.00	100.00	是	-
		销售等					
上海联鑫房地产有限	3,100	房地产开发经营及咨询服务、物业管理、建	24,800,000.00	80.00	80.00	是	-
公司		筑材料等					
南宁联协房地产开发	1,000	房地产开发经营及咨询,销售建筑材料,五	6,000,000.00	60.00	60.00	是	-
有限公司		金交电					
上海英雄金笔厂桃浦	105	笔类及其零件的加工	524,829.97	50.00	50.00	否	三项指标
联营二厂							未达10%

# 五. 合并会计报表项目注释

# 1. 货币资金

<u>项目</u>	期末数			期初数			
	外币金额	汇率	人民币金额	外币金额	汇率	人民币金额	
现金-人民币			134,953.34			101,682.34	
银行存款-人民币			49,346,835.30			48,540,316.22	
-美元	214.44	8.2765	1,774.81	214.42	8.2765	1,774.65	
-港元	0.05	1.0637	0.05	0.05	1.0637	0.05	
银行存款小计			49,348,610.16			48,542,090.92	
其他货币资金							
被冻结之存款			150,000.00			150,000.00	
信用卡存款			9,950.00			9,950.00	
其他货币资金小计			<u>159,950.00</u>			<u>159,950.00</u>	
合计			49,643,513.50			48,803,723.26	

2. 应收账	款				
<u>账龄</u>			期末数		
	账面余额	比例(%)	坏账准备金额	计提比例(%)	账面价值
1年以内	3,104,736.79	1.91	59,590.01	1.92	3,045,146.78
1至2年	25,031,298.74	15.41	10,438,993.71	41.70	14,592,305.03
2至3年	11,846,972.47	7.29	11,009,693.93	92.93	837,278.54
3年以上	122,460,245.09	<u>75.39</u>	55,430,762.98	45.26	67,029,482.11
合计	162,443,253.09	<u>100.00</u>	76,939,040.63		<u>85,504,212.46</u>
<u>账龄</u>			期初数		
	账面余额	比例(%)	坏账准备金额	计提比例(%)	账面价值
1年以内	2,634,696.61	1.54	26,346.96	1.00	2,608,349.65
1至2年	25,043,015.56	14.63	10,439,110.87	41.68	14,603,904.69
2至3年	11,916,972.47	6.96	11,010,393.93	92.39	906,578.54
3年以上	131,611,664.37	<u>76.87</u>	54,595,704.77	41.48	77,015,959.60
合计	<u>171,206,349.01</u>	<u>100.00</u>	76,071,556.53		95,134,792.48
应收账款中	无持本公司5%(含5%	)以上表决权股份	份的股东的欠款。		
		期末	₹数	期	初数
		金额	比例(%)	金额	比例(%)
前五名欠款	单位的总额及比例	147,781,701.31	90.97	156,931,701.31	91.66
3. 其他应	收款				
<u>账龄</u>			期末数		
NNHT		L <b>L/T</b> IL(0/)	坏账准备金额	计提比例(%)	账面价值
NVH3	账面余额	比例(%)	九次以上田 亚弘	V1 3/C DO 1/3 ( / 0 )	ДПШЛ
1年以内	账面余额 4,532,943.20	0.74	673,414.06	14.86	3,859,529.14

5.01

<u>52.01</u>

100.00

14,004,725.93

153,008,491.04

347,095,346.86

45.34

47.71

16,880,771.69

167,707,066.85

269,517,561.70

2至3年

3年以上

合计

30,885,497.62

320,715,557.89

616,612,908.56

<u>账龄</u>			期初数		
	 账面余额	比例(%)	坏账准备金额	计提比例(%)	账面价值
1年以内	9,977,239.02	1.55	945,628.83	9.48	9,031,610.19
1至2年	260,525,089.25	40.33	179,411,474.80	68.87	81,113,614.45
2至3年	49,440,721.00	7.65	15,269,955.51	30.89	34,170,765.49
3年以上	326,035,774.10	<u>50.47</u>	<u>152,154,998.07</u>	46.67	173,880,776.03
合计	645,978,823.37	<u>100.00</u>	347,782,057.21		<u>298,196,766.16</u>

其他应收款中持本公司5%(含5%)以上表决权股份的股东的欠款:

上海市农业产业化发展(集团)有限公司 115,400,828.85 115,400,828.85

	期末数		期初数		
	金额	比例(%)	金额	比例(%)	
前五名欠款单位的总额及比例	425,959,227.24	69.08	426,185,694.17	65.98	

# 4. 预付账款

<u>账龄</u>	期末数	期末数		期初数		
		比例(%)	金额	比例(%)		
1年以内	152,997.84	39.48	103,349.62	30.59		
1至2年	-	-	3,657.07	1.08		
2至3年	3,657.07	0.94	230,870.01	68.33		
3年以上	230,870.01	<u>59.58</u>	=	<u>=</u>		
合计	<u>387,524.92</u>	<u>100.00</u>	<u>337,876.70</u>	<u>100.00</u>		

公司无预付持公司5%(含5%)以上表决权股份的股东的款项。

# 5. 存货

# a) 账面价值

<u>项目</u>	期末数			期初数		
	账面余额	跌价准备	账面价值	账面余额	跌价准备	账面价值
房产开发成本	12,199,118.79	-	12,199,118.79	-	-	-
原材料	1,728,081.10	-	1,728,081.10	935,895.44	-	935,895.44
产成品(库存商品)	1,248,126.91	965,308.36	282,818.55	2,506,038.03	868,217.73	1,637,820.30

# 第10页

<u>项目</u>		期末数			期初数	
	 账面余额	跌价准备	账面价值	账面余额	跌价准备	账面价值
低值易耗品	194,181.26	-	194,181.26	194,181.26	-	194,181.26
在产品	47,314.37	<u>-</u>	47,314.37	50,298.32	<u>=</u>	50,298.32
合计	15,416,822.43	965,308.36	14,451,514.07	3,686,413.05	868,217.73	2,818,195.32
b) 存货跌价准备	, I					
<u>项目</u>	<u>期初数</u>		本期计提		本期转回	期末数
—— 产成品	868,217.73		97,090.63		-	965,308.36
6. 长期股权投资	Z L					
a) 账面价值						
项目			期末	数		
<u></u>	期末余额	其中:	股权投资差额		准备	 账面价值
其他股权投资	36,222,901.58		18,195,370.08	3,791,6		32,431,286.48
<u>项目</u>			期初勢	数		
	期初余额	其中:	股权投资差额	减值	准备	账面价值
其他股权投资	37,603,472.98		19,575,933.16	3,791,6	15.10	33,811,857.88
b) 其他股权投资	图(不含股权投资	[差额]				
<u>项目</u>				期末数		
			期末余额	减值	准备	账面价值
上海华东房地产(集团			14,002,283.16		-	14,002,283.16
海南三亚碧海度假村			1,966,785.13	1,966,7		-
丹阳市柳盈肉禽有限			1,300,000.00	1,300,0		-
上海英雄金笔厂桃浦			524,829.97	524,8	29.97	-
上海鑫诚物业有限公	司		<u>233,633.24</u>		Ξ	<u>233,633.24</u>
合计			<u>18,027,531.50</u>	<u>3,791,6</u>	<u>15.10</u>	<u>14,235,916.40</u>
				#D AT #L		
<u>项目</u>			ᄪᄱᄼᅉ	期初数	\ <del>\</del>	
1. 海水大中地立, 使豆	シナロハヨ		期初余额	<b>减</b> 值	准备	账面价值
上海华东房地产(集团			14,002,283.16	1 000 7	- 07 10	14,002,283.16
海南三亚碧海度假村			1,966,785.13	1,966,7		-
丹阳市柳盈肉禽有限			1,300,000.00	1,300,0		-
上海英雄金笔厂桃浦			524,829.97	524,8		999 641 56
上海鑫诚物业有限公 合计	미		233,641.56	9 701 6	<u>-</u> 15 10	233,641.56
ロИ			<u>18,027,539.82</u>	<u>3,791,6</u>	<u>14.10</u>	14,235,924.72

(除特别注明外,金	<b></b>	氏巾兀)					
c) 子公司、合营1	企业、联营1	企业及其他	.股权投资				
被投资公司			<u>经营期</u>	<u> </u>	<u>注册资本</u>	<u>.</u>	<u>占被投资单位</u>
						<u>;</u>	主册资本比例
上海华东房地产(集团)	有限公司		不约定期	限	77,500,000.00		19.358%
海南三亚碧海度假村有	i限公司		2000.07-2002	2.07	9,650,000.00		20.380%
丹阳市柳盈肉禽有限公	∖司		1995.06-2005	5.06	3,250,000.00		40.000%
上海英雄金笔厂桃浦联	营二厂		1994.12-2014	1.12	1,049,659.94		50.000%
上海鑫诚物业有限公司	]		1999.06-2009	0.06	500,000.00		50.000%
d) 其他股权投资机	又益法核算区	内容					
被投资公司		期初数				期末数	
_	投资成本	损益调整	期初余额本類		投资成本	损益调整	期末余额
上海鑫诚物业有限公司	250,000.00	-16,358.44	233,641.56	-8.32	250,000.00	-16,366.76	233,633.24
e) 股权投资差额							
被投资公司	初始金額	形成原因	<u>摊销期限</u>	期初	数 本期增加	本期摊销	期末数
上海大盈肉禽联合有限公司			2002.01-2004.12			-	-
上海联鑫房地产有限公司	26,281,207.0		2002.01-2011.12 2003.04-2013.03	18,396,844.5 558,022.		1,314,060.35 33,815.04	17,082,784.60
上海联鑫房地产有限公司 上海申盈实业有限公司	676,380.7 653,753.7		2003.04-2013.03	621,066.		32,687.69	524,207.09 588,378.39
合计	52,129,356.5	7		19,575,933.		1,380,563.08	18,195,370.08
f) 长期股权投资》	或值准备						
被投资公司		期初数	本期计:	提	期末数		<u>计提原因</u>
<del></del>	限公司	1,966,785.13			66,785.13	可收回金额值	<del></del> 氏于账面价值
丹阳市柳盈肉禽有限公		1,300,000.00		- 1,30	00,000.00		氏于账面价值
上海英雄金笔厂桃浦联		524,829.97		<u>-</u> <u>5</u> 5	24,829.97	可收回金额值	氐于账面价值
合计		<u>3,791,615.10</u>		<u>=</u> <u>3,79</u>	<u>91,615.10</u>		
7. 固定资产及累计	十折旧						
<u>项目</u>	<u>其</u>	<u> </u>	本期增	<u>加</u>	本期减少	-	<u>期末数</u>
原值							
房屋及建筑物	139,941,8	383.53	100,585	.20	42,073,980.00	9	7,968,488.73
机器设备	61,756,	568.57	32,850	.00	-	6	1,789,418.57
运输设备	5,188,9	921.50	352,814	.42	783,641.90	١	4,758,094.02

# 第12页

38,011.00

<u>524,260.62</u>

42,857,621.90

421,390.65

164,937,391.97

383,379.65

207,270,753.25

其他设备

合计

<u>项目</u>	<u>期初数</u>	本期增加	本期减少	期末数
累计折旧				
房屋及建筑物	29,608,834.06	1,557,654.88	2,995,925.19	28,170,563.75
机器设备	37,267,713.16	1,334,538.20	-	38,602,251.36
运输设备	2,451,092.63	161,021.20	366,226.98	2,245,886.85
其他设备	199,294.53	27,082.00	Ξ	<u>226,376.53</u>
合计	<u>69,526,934.38</u>	3,080,296.28	3,362,152.17	<u>69,245,078.49</u>
净值	137,743,818.87			95,692,313.48

a) 其中:位于上海市北蔡川北公路807号的房屋建筑物(期末净值为32,381,140.99元)权证[沪房地浦字(1996)第001201号]记载于上海英雄电脑绘图仪器用品有限公司名下,相关产权变更登记尚在办理过程中。

# b) 固定资产减值准备

<u>项目</u>	<u>期初数</u>	<u>本期计提</u>	<u>本期转销</u>	<u>期末数</u>	<u>计提原因</u>
机器设备	12,789,415.22	-	-	12,789,415.22	可收回金额低于账面价值
运输设备	64,950.83	Ξ	<u>64,950.83</u>	Ξ.	-
合计	12,854,366.05	Ē	64,950.83	12,789,415.22	

# 8. 在建工程

# a) 账面价值

<u>项目</u>	期末数	<u>期初数</u>
账面余额	3,237,810.00	3,066,810.00
减:减值准备	<u>1,805,725.00</u>	<u>1,685,620.00</u>
账面价值	<u>1,432,085.00</u>	<u>1,381,190.00</u>

# b) 增减变动

工程名称	<u>期初数</u>	本期增加	<u>本期转入</u>	<u>其他减少</u>	<u>期末数</u>
			固定资产		
待结转房屋	1,841,610.00	-	-	-	1,841,610.00
常熟筹建项目	1,205,200.00	-	-	-	1,205,200.00
机器设备	-	141,000.00	-	-	141,000.00
固定资产改良工程	<u>20,000.00</u>	30,000.00	Ξ	<u>=</u>	50,000.00
合计	3,066,810.00	<u>171,000.00</u>	- =	- =	<u>3,237,810.00</u>

# 第13页

c)	在建工程减值准备
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<u>项目</u> <u>期初数 本期计提 本期转回</u> <u>期末数</u> <u>计提原因</u>

常熟筹建项目 1,205,200.00 - 1,205,200.00 可收回金额低于账面价值

待结转房屋 480.420.00 120.105.00 - 600.525.00 可收回金额低于账面价值

合计 <u>1,685,620.00</u> <u>120,105.00</u> <u>-</u> <u>1,805,725.00</u>

9. 无形资产

a) 账面价值

<u>项目</u> <u>期末数</u> <u>期初数</u>

账面余额 18,697,233.45 18,777,802.77

减:减值准备 <u>11.231.143.44</u> <u>11.231.143.44</u>

账面价值 7,466,090.01 7,546,659.33

b) 增减变动

项目 期初数 本期增加 本期减少 本期摊销 期末数

职工使用权房 11,231,143.44 - 11,231,143.44

土地使用权 <u>7.546,659.33</u> <u>- \_ \_ 80,569.32</u> <u>7,466,090.01</u>

合计 <u>18,777,802.77</u> <u>= <u>80,569.32</u> <u>18,697,233.45</u></u>

c) 其他资料

<u>项目</u> <u>取得方式</u> <u>原始金额</u> <u>累计摊销</u> <u>期</u>末数 剩余摊销期限

职工使用权房 购买 12,726,040.31 1,494,896.87 11,231,143.44

土地使用权 出让 <u>8,056,931.67</u> <u>590,841.66</u> <u>7,466,090.01</u> 46年4个月

合计 <u>20.782,971.98</u> <u>2.085,738.53</u> <u>18,697,233.45</u>

d) 无形资产减值准备

<u>项目</u> <u>期初数</u> <u>本期计提</u> <u>本期转回</u> <u>期末数</u> <u>计提原因</u>

职工使用权房 11,231,143.44 - - - 11,231,143.44 预计可收回金额低于账面价值

10. 长期待摊费用

项目 原始金额 期初数 本期增加 本期摊销 本期转出 累计摊销 期末数 剩余摊销年限 2,714,025.27 1,081,739.71 270,434.94 1,902,720.50 811,304.77 已出租临时设施 1年6个月 650,000,00 373,750.04 16.249.98 292.499.94 357.500.06 商铺使用权 11年 其他 370,000.00 351,333.32 41,166.69 59,833.37 310,166.63 4年-4年3个月

合计 <u>3.734.025.27</u> <u>1.806.823.07</u> <u>= 327.851.61</u> <u>= 2.255.053.81</u> <u>1.478.971.46</u>

第14页

11	短期	供款
11.	ᄶᅺᅒᆡ	ᆸᆸᇄᇧ

11. 人立规门目录入	•	期末数			期初数	
-	币种	年利率(%)	人民币金额	币种	年利率(%)	人民币金额
未逾期借款						
保证借款	人民币	5.3100-6.8299	35,574,000.00	人民币	5.3100-6.2658	45,800,000.00
已逾期借款		7 0 11 0 0 10 7 0	400 000 700 00		1 0000 0 1070	040 407 000 00
保证借款	人民币	5.8410-6.4350	120,268,500.00	人民币	4.8000-6.4350	219,405,000.00
抵押借款 合计	人民币		<u>-</u> 155,842,500.00	人民币	5.8410-5.9292	20,000,000.00 285,205,000.00
ПИ			100,012,000.00			<u> </u>
12. 应付账款						
<u>项目</u>			·	期末数		期初数
余额			42,404	,545.55		42,877,718.61
其中:账龄超	过三年的名	<b>余额</b>	35,571	,175.60		39,420,809.40
应付账款中公	·司无欠持有	与本公司5%(含5%	%)以上表决权股	份的股东。	款项。	
13. 预收账款						
<u>项目</u>			·	期末数		期初数
余额			1,389	,157.10		5,834,437.59
其中:账龄超	过一年的急	余额	425	,058.10		4,925,058.10
14. 应付股利						
<u>投资人</u>			:	期末数		期初数
募集法人股股	东		544	,447.16		544,447.16
社会公众B股	投东		24	,068.63		24,068.63
社会公众A股	股东		<u>6</u>	<u>5,877.00</u>		<u>6,877.00</u>
合计			<u>575</u>	,392.79		<u>575,392.79</u>
15. 应交税金	:					
<u>税种</u>		计缴	<u>标准</u>	期末数		期初数
营业税		应税收入的	约5% 4,072	2,194.30		1,897,156.96
增值税		13%或	7,030	3,051.36		2,947,697.53
房产税		1.2%或	7,858	3,906.22		1,730,539.46

税种	计缴标准	期末数		期初数
企业所得税	<u> </u>	970,164.49		-1,573,937.93
城建税	应交流转税的1%或7%	59,449.19		31,051.91
个人所得税	超额累进税率	6,664.82		-18,151.26
合计	,CHA21,C10	10,003,430.38		5,014,356.67
16. 其他应交款				
<u>项目</u>	<u>计缴标准</u>	期末数		期初数
教育费附加	应交流转税的0.2%或3%	980,911.58		913,042.27
堤防维护费	应交流转税的1%	568,568.84		568,568.84
工业科技发展基金	销售收入0.2%	82,023.85		82,023.85
农村合作医疗保险基	金 销售收入0.2%	80,373.73		80,373.73
河道管理费	应交流转税的0.25%或1%	25,713.63		2,628.58
义务兵优待金	应交流转税的0.3%	1.044.72		1.044.72
合计		<u>1,738,636.35</u>		<u>1,647,681.99</u>
17. 其他应付款				
<u>项目</u>		期末数		期初数
余额		164,912,081.59		138,906,077.31
其中:账龄超过三年	的余额	31,158,309.57		43,923,932.99
其他应付款中公司欠	持有本公司5%(含5%)以上表	决权股份的股系	东的款项:	
股东名称	33131 🖂 3000(🖂 000)	期末数	3.1.3377.24	期初数
上海市农业投资总公	司 1	7,734,928.82		17,734,928.82
上海轻工控股(集团) 2	公司	-		175,182.37
18. 预计负债				
<u>项目</u>	期初数	本期增加	本期减少	期末数
预计诉讼损失	56,723,102.38	148,850.00	-	56,871,952.38
	<u>原告</u>		第一被告	<u>金额</u>
本期新增诉讼损失	谭延良	丹阳市柳盈肉	8萬有限公司	148,850.00

•	· · · · · · · · · · · · · · · · · · ·								
19. 股本									
<u>项目</u>		期末数	期初数						
尚未流通股份		179,983,469.00	179,983,469.00						
境内上市的人民币普通股		27,684,336.00		27,684,336.00					
境内上市的外资股		96,896,677.00		96,896,677.00					
股份总数		304,564,482.00		304,564,482.00					
20. 资本公积									
<u>项目</u>	<u>期初数</u>	本期增加	本期减少	期末数					
股本溢价	169,225,041.65	-	-	169,225,041.65					
关联交易差价	17,645,594.05	-	-	17,645,594.05					
其他资本公积	11,747,675.67	29,050,000.00	=	40,797,675.67					
合计	<u>198,618,311.37</u>	<u>29,050,000.00</u>	≣	227,668,311.37					
报告期内,债权银行免除了公司共计29,050,000.00元的债务本金,并对该部分本金自期初始不计利									
息。									
21. 盈余公积									
<u>项目</u>	<u>期初数</u>	本期增加	<u>本期减少</u>	期末数					
法定盈余公积	29,428,422.11	-	-	29,428,422.11					
法定公益金	13,128,575.13	-	-	13,128,575.13					
任意盈余公积	13,587,488.73	=	Ξ	<u>13,587,488.73</u>					
合计	<u>56,144,485.97</u>	Ē	Ē	<u>56,144,485.97</u>					
22. 未分配利润									
<u>项目</u>		<u>本期数</u>		<u>上期数</u>					
净利润		8,104,795.78		-393,300,346.39					
加:年初未分配利润		-505,899,855.03		-112,599,508.64					
其他转入		-		-					
可供分配的利润		-497,795,059.25		-505,899,855.03					
减:提取法定盈余公积		-		-					
提取法定公益金		-		-					
可供股东分配的利润		-497,795,059.25		-505,899,855.03					
减:应付普通股股利		-		-					

# 第17页

-497,795,059.25

-505,899,855.03

未分配利润

# 23. 主营业务收入及主营业务成本

# a) 按主营业务种类列示

<u>项目</u>		本期数			上年同期比较数		
	主	营业务收入	主营业务成		务收入	主营业务成本	
肉禽销售		4,881,594.12	4,831,179.	20 11,127	,970.41	11,037,500.69	
农副产品销售		<u>2,538,920.07</u>	2,107,295.	<u>30</u>	<u>=</u>	=	
合计	=	7,420,514.19	6,938,474.	<u>50</u> <u>11,127</u>	<u>,970.41</u>	11,037,500.69	
b) 业务分部	报表						
<u>项目</u>			<u>本期</u>	<u>数</u>		<u>上年同期比较数</u>	
(i) 主营业务收	八						
农业			7,420,514.	19		11,127,970.41	
(ii) 主营业务成	本						
农业			6,938,474.	50		11,037,500.69	
c) 其他资料							
<u>项目</u>						<u>本期数</u>	
报告期内公司前五名销售总额						3,344,159.67	
报告期内公司前五名采购总额						2,497,425.42	
24. 主营业务	税金及附加						
<u>税种</u>		<u>计缴标准</u>		<u>本期数</u>		<u>上年同期比较数</u>	
城建税	应交流	流转税的1%或7%		20,254.95		3,629.98	
教育费附加	应交流	转税的0.2%或3%	7,456.62		6,862.53		
农村教育费附加		销售收入0.2%	6,731.41			-	
河道管理费	应交流转	<b>专税的0.25</b> %或1%		5,341.71		3,629.98	
工业科技发展基	[业科技发展基金 销售收入0.2%		Ξ		<u>6,862.53</u>		
合计				<u>39,784.69</u>		<u>20,985.02</u>	
25. 其他业务	利润						
<u>项目</u>			<del>-</del>	支出金额		其他业务利润	
<u> </u>	本期数	上年同期比较数	本期数	<sup>2山並叙</sup> ————————————————————————————————————		世界利用 ————————————————————————————————————	
租金收入	2,362,938.67	1,632,835.05	1,680,087.38	1,343,816.69	682,851.29	289,018.36	
鸭苗销售	11,050.00	-	-	-	11,050.00	-	

# 第18页

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 ±
 ±

 1.680.087.38
 1.343.816.69
 693.901.29

63,969.21

352,987.57

63,969.21

1,696,804.26

2,373,988.67

原材料销售

合计

26. 财务	發用
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<u>类别</u>	<u>本期数</u>	<u>上年同期比较数</u>
利息支出	3,849,419.57	15,507,594.59
减:利息收入	82,938.08	5,341.10
汇兑损失	-	0.02
其他	<u>9,159.98</u>	<u>4,836.80</u>
合计	<u>3,775,641.47</u>	<u>15,507,090.31</u>

报告期内,债权银行免除了公司共计29,050,000.00元的债务本金,并对该部分本金自期初始不计利息;另有61,950,000.00元本期已归还的借款本金自期初始不计利息。

# 27. 投资收益

<u>项目</u>	<u>本期数</u>	<u>上年同期比较数</u>
权益法下被投资单位权益净增加额	-8.32	-
股权投资差额摊销	<u>-1,380,563.08</u>	-2,573,780.14
合计	<u>-1,380,571.40</u>	-2,573,780.14

## 28. 补贴收入

<u>类别</u>	<u>收入来源</u>	本期数	<u>上年同期比较数</u>
种禽补偿收入	上海市青浦区农业委员会	361,600.00	
增值税退税	上海市青浦区国税局第十税务所	126,947.90	
税款返还	上海市南汇区芦潮港镇人民政府	74,594.44	27,604.99
电价补贴款	上海市青浦区赵屯镇财政所	30,000.00	30,000.00
" 禽流感 " 防治补贴	上海市青浦区农业委员会	-	1,333,232.00
十佳农业龙头企业补贴	上海市青浦区农业委员会	Ξ	<u>50,000.00</u>
合计		<u>593,142.34</u>	<u>1,440,836.99</u>

# 29. 营业外收入

<u>项目</u>	<u>本期数</u>	<u>上年同期比较数</u>	
固定资产处置净收入*	15,486,589.52	1,979,336.21	
罚款收入	200.00	-	

#### 第19页

 项目
 本期数
 上年同期比较数

 其他
 - 7,371.80

合计 <u>15,486,789.52</u> <u>1,986,708.01</u>

报告期内,公司处置了位于上海市斜土路及上海市东诸安浜路二处的房产,转让价款共计57,042,808.00元。其中,售予关联方上海英雄轻工业品进出口有限公司所得之价款为1,208,532.00元,交易单价不高于同期售予非关联方同类房产之平均单价。

#### 30. 营业外支出

<u>项目</u>	<u>本期数</u>	<u>上年同期比较数</u>
预计诉讼损失	148,850.00	-
在建工程减值准备	120,105.00	-
赔偿支出	84,878.03	179,990.02
固定资产处置净损失	22,380.00	-
罚款支出	Ξ.	100,000.00
合计	<u>376,213.03</u>	<u>279,990.02</u>

#### 31. 现金(现金流量表)

现金包括资产负债表日的现金、银行存款、其他货币资金(不包括被冻结之存款、票据保证金或保函等限定用途之存款)。

项目期末数期初数货币资金49,643,513.5048,803,723.26减:被冻结之存款150,000.00150,000.00现金合计49,493,513.5048,653,723.26

# 32. 支付的其他与经营活动有关的现金,对其中价值较大的分项列示如下:

项目本期数支付的其他与经营活动有关的现金8,641,417.61其中:企业间资金往来2,965,983.16所占比例34.32%

# 六. 母公司会计报表主要项目注释

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<u>账龄</u>			期末数		
	账面余额	比例(%)	坏账准备	计提比例(%)	账面价值
1年以内	-	-	-	-	-
1至2年	-	-	-	-	-
2至3年	11,000,000.00	10.62	11,000,000.00	100.00	-
3年以上	92,570,496.31	<u>89.38</u>	38,041,014.20	41.09	54,529,482.11
合计	103,570,496.31	<u>100.00</u>	49,041,014.20		54,529,482.11
<u>账龄</u>			期初数		
	账面余额	比例(%)	坏账准备	计提比例(%)	账面价值
1年以内	-	-	-	-	-
1至2年	-	-	-	-	-
2至3年	11,000,000.00	9.76	11,000,000.00	100.00	-
3年以上	101,720,496.31	90.24	38,132,514.20	37.49	63,587,982.11
合计	112,720,496.31	<u>100.00</u>	49,132,514.20		63,587,982.11

应收账款中无持有本公司5%(含5%)以上表决权股份的股东欠款。

	期末数		期初数	
	金额	比例(%)	金额	比例(%)
前五名欠款单位的总额及比例	103,570,496.31	100.00	112,720,496.31	100.00

# 2. 其他应收款

<u>账龄</u>	期末数				
	账面余额	比例(%)	坏账准备	计提比例(%)	账面价值
1年以内	27,010,526.55	4.54	1,350,526.34	5.00	25,660,000.21
1至2年	249,274,300.98	41.91	172,569,250.80	69.23	76,705,050.18
2至3年	11,329,343.54	1.90	6,400,008.02	56.49	4,929,335.52
3年以上	307,196,528.16	<u>51.65</u>	139,774,461.31	45.50	167,422,066.85
合计	<u>594,810,699.23</u>	<u>100.00</u>	320,094,246.47		274,716,452.76

<u>账龄</u>			期初数		
	账面余额	比例(%)	坏账准备	计提比例(%)	账面价值
1年以内	26,591,540.32	4.32	1,329,577.02	5.00	25,261,963.30
1至2年	249,275,300.98	40.49	172,569,750.80	69.23	76,705,550.18
2至3年	29,884,566.92	4.85	7,665,237.60	25.65	22,219,329.32
3年以上	309,908,744.37	<u>50.34</u>	136,304,968.34	43.98	173,603,776.03
合计	615,660,152.59	<u>100.00</u>	317,869,533.76		297,790,618.83
其他应收款中	持本公司5%(含5%)	以上表决权股份	)的股东的欠款:		
<u>股东名称</u>			期末数		期初数
上海市农业产	业化发展(集团)有限	以司	105,205,582.38		105,205,582.38
		期末	<b>三数</b>	期	初数
	<del>-</del>	金客	<b>比例</b> (%)	金额	比例(%)
前五名欠款单位	位的总额及比例	425,959,227.2	4 71.61	426,185,694.17	69.22
3. 长期股权	投资				
a) 账面价值					
,			期末数		
	期末余额	其中	1:股权投资差额	减值准备	账面价值
其他股权投资	67,287,462.69		17,606,991.69	524,829.97	66,762,632.72
			期初数		
	期初余额	其中	:股权投资差额	减值准备	账面价值
其他股权投资	68,931,949.02		18,954,867.08	524,829.97	68,407,119.05
b) 其他股权	投资(不含股权投资	差额)			
<u>项目</u>			<u>期末账面价值</u>		期初账面价值
上海申盈实业	有限公司		28,082,913.79		28,783,080.83
上海华东房地	产(集团)有限公司		14,002,283.16		14,002,283.16
上海联鑫房地	产有限公司		7,070,444.08		6,666,887.98
上海大盈肉禽	联合有限公司		-		-
上海英雄金笔	厂桃浦联营二厂		Ξ.		<u>-</u>
合计			49,155,641.03		49,452,251.97

# c) 子公司、合营企业、联营企业及其他股权投资

<u>被投资公司</u>	<u>经营期限</u>	<u>注册资本</u>	<u>占被投资单位</u>
			注册资本比例
上海华东房地产(集团)有限公司	不约定期限	77,500,000.00	19.358%
上海大盈肉禽联合有限公司	1997.08 - 不约定期限	55,370,000.00	90.300%
上海申盈实业有限公司	2002.09 - 2012.09	40,000,000.00	90.000%
上海联鑫房地产有限公司	1995.02 - 2015.02	31,000,000.00	80.000%
上海英雄金笔厂桃浦联营二厂	1994.12 - 2014.12	1,049,659.94	50.000%

## d) 其他股权投资权益法核算内容(不含股权投资差额)

被投资公司		期初	]数						期末	数	
	投资成本	投资准备	损益调整	期初余额	投资成本	损益调整	本期变动	投资成本	投资准备	损益调整	期末余额
上海大盈肉禽联合有限公司	68,487,785.10	3,571,794.73	-72,059,579.83	-	-	-	-	68,487,785.10	3,571,794.73	-72,059,579.83	-
上海联鑫房地产有限公司	25,197,712.17	=	-18,530,824.19	6,666,887.98	-	403,556.10	403,556.10	25,197,712.17	=	-18,127,268.09	7,070,444.08
上海申盈实业有限公司	36,000,000.00	=	-7,216,919,17	28,783,080.83	=	-700.167.04	-700.167.04	36,000,000.00	=	-7,917,086,21	28.082.913.79
合计	129,685,497,27	3,571,794.73	-97,807,323.19	35,449,968.81	ā	-296,610.94	-296,610.94	129,685,497,27	3,571,794.73	-98,103,934.13	35,153,357.87

## e) 股权投资差额

<u>被投资公司</u>	初始金额	形成原因	摊销期限	期初数	本期增加	本期摊销	期末数
上海大盈肉禽联合有限公司	24,518,014.90	溢价购入	2002.01-2004.12	-	-	-	-
上海联鑫房地产有限公司	26,281,207.06	溢价购入	2002.01-2011.12	18,396,844.95	-	1,314,060.35	17,082,784.60
上海联鑫房地产有限公司	676,380.77	溢价购入	2003.04-2013.03	558,022.13	=	33,815.04	<u>524,207.09</u>
合计	51,475,602.73			18,954,867.08	<u> </u>	1,347,875.39	17,606,991.69

## 4. 投资收益

<u>项目</u>	本期数	<u>上年同期比较数</u>
股权投资差额摊销	-1,347,875.39	-2,573,780.14
期末调整的权益法下被投资单位权益净增加额	<u>-296,610.94</u>	<u>-6,264,229.36</u>
合计	<u>-1,644,486.33</u>	<u>-8,838,009.50</u>

# 七. 子公司与母公司会计政策不一致对合并会计报表影响

子公司编报会计政策无与母公司会计政策不一致之处。

# 八. 关联方关系及其交易

# 1. 存在控制关系的关联方情况

## a) 存在控制关系的关联方性质

<u>公司名称</u>	注册地址	经营范围	<u>与公司</u>	<u>企业</u>	<u>法定</u>
			<u>关系</u>	<u>性质</u>	代表人
上海轻工控股(集团)公司	上海市肇嘉浜路376号	市国资部门授权范围内的国有资产经营与管理	主要股东	国有企业	吕永杰
上海市农业产业化发展(集团)	上海市南汇区三灶镇	农业投资,农业基础设施改造与建设,农副产品生	主要股东	国内合资	蒋茂荣
有限公司	五星村南六公路876号	产等			
上海市农业投资总公司	上海市浦东新区沈家	农村一二三产业及相关投资开发等	主要股东	国有企业	陈金才
	弄路新力大厦F8A				
上海农凯发展(集团)有限公司	上海市南汇区康桥	农业及相关产业的实业投资与股权投资;企业托管、	原实际控制方	国内合资	周正毅
	工业区沪南路2821号	重组与购并			
上海大盈肉禽联合有限公司	上海市青浦区赵屯镇	肉鸭系列,种苗,副食品等	子公司	国内合资	宋孔杰
上海申盈实业有限公司	上海市西藏北路489号	优良种畜、种禽培育,花卉苗木种植,饲料销售等	子公司	国内合资	杨春方
	9号楼西侧(9幢A-18)				
上海联鑫房地产有限公司	上海市芦潮港镇特别	房地产开发经营及咨询服务、物业管理等	子公司	国内合资	唐海根
	贸易区香港街B座4号				
上海英雄金笔厂桃浦联营二厂	上海市南大路2160号	笔类及零件加工	子公司	国内合资	赵松生
南宁联协房地产开发有限公司	南宁市人民西路57号	房地产开发及咨询,销售建筑材料,五金交电	子公司	国内合资	陈培昌

## b) 存在控制关系的关联方的注册资本及其变化

控制方名称	<u>期初数</u>	<u>本期增加</u>	<u>本期减少</u>	<u>期末数</u>
上海轻工控股(集团)公司	3,653,300,000.00	-	-	3,653,300,000.00
上海市农业产业化发展(集团)有限公司	500,000,000.00	-	-	500,000,000.00
上海市农业投资总公司	56,000,000.00	-	-	56,000,000.00
上海农凯发展(集团)有限公司	800,000,000.00	-	-	800,000,000.00

<u>被投资方名称</u>	<u>期初数</u>	本期增加	<u>本期减少</u>	<u>期末数</u>
上海大盈肉禽联合有限公司	55,370,000.00	-	-	55,370,000.00
上海申盈实业有限公司	40,000,000.00	-	-	40,000,000.00
上海联鑫房地产有限公司	31,000,000.00	-	-	31,000,000.00
上海英雄金笔厂桃浦联营二厂	1,049,659.94	-	-	1,049,659.94
南宁联协房地产开发有限公司	-	10,000,000.00	-	10,000,000.00

## c) 存在控制关系的关联方所持股份及其变化

<u>主要股东</u>	期末	数	期初数		
	持股比例(%)	所持股数	持股比例(%)	所持股数	
上海轻工控股(集团)公司	14.98	45,637,784.00	14.98	45,637,784.00	
上海市农业产业化发展(集团)有限公司	15.00	45,684,673.00	15.00	45,684,673.00	
上海市农业投资总公司	14.20	43,248,156.00	14.20	43,248,156.00	

公司于2003年6月5日公告,上海市农业产业化发展(集团)有限公司将其持有的45,684,673股公司法人股(占公司总股本的15.00%)为华信投资(集团)有限公司与兴业银行上海分行签署的5.75亿授信合同提供质押担保。该质押已于2003年6月2日在中国证券登记结算有限责任公司上海分公司办理了质押登记手续。质押期限为2003年6月2日至2005年6月6日止。截至本会计报告公布日,该部分股权仍处于质押状态。

公司于2005年7月27日接中国证券登记结算有限责任公司上海分公司通知,公司股东上海市农业投资总公司(现持有本公司43,248,156股的国有股股份,占总股本的14.20%)持有的本公司43,248,156股的股份因涉及与中国农业银行上海市长宁支行债务纠纷诉讼案,已被上海市徐汇区人民法院冻结,期限一年,自2005年7月26日起至2006年7月25日。上述股权自2004年9月起被上海市第一中级人民法院冻结,至今一直处于司法冻结状态。

公司于2005年8月18日公告,股东上海市农业投资总公司持有的本公司23,248,156股国有股(占公司总股本7.63%),于2005年8月16日由上海国际商品拍卖有限公司主持拍卖。该股权由公司另一股东上海轻工控股(集团)公司拍得。该部分股权拍卖为司法拍卖,需经上海市第一中级人民法院以司法裁定书形式确认方为有效。

如上述股权拍卖最终成立,上海轻工控股(集团)公司履行相关手续并在中国证券登记结算有限责任公司上海分公司办理登记过户手续后将成为本公司第一大股东,上海市农业投资总公司由原占公司总股本14.20%变更为6.57%,仍是本公司第三大股东。

<u>子公司名称</u>	期末数	Į.	期初数		
	合并控制比例(%)	合并所持股数	合并控制比例(%)	合并所持股数	
上海大盈肉禽联合有限公司	100.00	55,370,000.00	100.00	55,370,000.00	
上海申盈实业有限公司	100.00	40,000,000.00	100.00	40,000,000.00	
上海联鑫房地产有限公司	80.00	24,800,000.00	80.00	24,800,000.00	
南宁联协房地产开发有限公司	60.00	6,000,000.00	-	-	
上海英雄金笔厂桃浦联营二厂	50.00	524,829.97	50.00	524,829.97	

- d) 存在控制关系的关联方交易
- (i) 采购货物

公司本期及上年同期无向存在控制关系的关联方采购货物。

#### (ii) 销售货物

公司本期及上年同期无向存在控制关系的关联方销售货物。

#### (iii) 向关联方支付房屋租赁费

 文联方名称
 本期数
 上年同期比较数

 上海农凯发展(集团)有限公司
 234,947.81

#### (iv) 为公司借款担保

担保企业	<u>担保目的</u>	<u>期末数</u>	期初数
上海市农业投资总公司*1	获得贷款	75,242,500.00	99,305,000.00
上海市农业产业化发展(集团)有限公司*2	获得贷款	10,000,000.00	10,000,000.00

\*1:其中,与上海高校科技产业(集团)有限公司共同为公司期初借款担保20,000,000.00元,至期末该金额减少为12,974,000.00;与公司共同为子公司上海大盈肉禽联合有限公司期初借款担保7,800,000.00元,至期末该金额减少为2,000,000.00元。

\*2:与上海海鸟企业发展股份有限公司共同为公司担保。

#### (v) 关联方往来款项余额

<u>项目</u>	<u>期末数</u>	期初数
其他应收款		
上海市农业产业化发展(集团)有限公司	115,400,828.85	115,400,828.85
上海英雄金笔厂桃浦联营二厂	2,034,727.93	2,034,727.93
其他应付款		
上海市农业投资总公司	17,734,928.82	17,734,928.82
上海农凯发展(集团)有限公司	7,131,312.86	7,131,312.86
上海轻工控股(集团)公司	-	175,182.37

- 2. 不存在控制关系的关联方情况
- a) 不存在控制关系的关联方性质

 关联方名称
 关联方关系

 上海华东房地产(集团)有限公司
 联营企业

 上海鑫诚物业有限公司
 联营企业

#### 第26页

<u>关联方名称</u>	<u>关联方关系</u>
富友证券经纪有限责任公司	同受一方控制
福州利盟进出口有限公司	同受一方控制
华信投资(集团)有限公司	同受一方控制
南非英雄制笔用品有限公司	同受一方控制
上海奥斐钟表有限公司	同受一方控制
上海澳盈畜禽养殖有限公司	同受一方控制
上海白金制笔有限公司	同受一方控制
上海大盛食品有限公司	同受一方控制
上海钢琴有限公司	同受一方控制
上海高校科技产业(集团)有限公司	同受一方控制
上海国誉英雄文化用品有限公司	同受一方控制
上海海立钢琴有限公司	同受一方控制
上海海文(集团)有限公司	同受一方控制
上海梅林正广和(集团)有限公司	同受一方控制
上海轻工业供销公司	同受一方控制
上海轻工业供销公司浦东公司	同受一方控制
上海申兰(集团)有限公司	同受一方控制
上海申兰肉类厂	同受一方控制
上海申藤畜禽有限公司	同受一方控制
上海手表厂	同受一方控制
上海顺风进出口有限公司	同受一方控制
上海泰琳实业有限公司	同受一方控制
上海桃士商贸有限公司	同受一方控制
上海提琴厂	同受一方控制
上海犀飞利永生制笔有限公司	同受一方控制
上海英雄彩印包装有限公司(2005年后非关联方)	同受一方控制
上海英雄打字机厂	同受一方控制
上海英雄大酒店有限公司	同受一方控制
上海英雄电脑绘图仪器用品有限公司	同受一方控制
上海英雄电子办公用品有限公司	同受一方控制
上海英雄金笔厂	同受一方控制

<u>关联方名称</u>	<u>关联方关系</u>
上海英雄金笔厂常熟有限公司	同受一方控制
上海英雄金笔厂温州华立厂	同受一方控制
上海英雄金笔销售有限公司	同受一方控制
上海英雄科技发展部	同受一方控制
上海英雄礼品有限责任公司	同受一方控制
上海英雄联合销售公司	同受一方控制
上海英雄南京有限公司	同受一方控制
上海英雄轻工业品进出口有限公司	同受一方控制
上海英雄商社有限公司	同受一方控制
上海英雄实业有限公司	同受一方控制
上海英雄塑钢门窗安装有限公司	同受一方控制
上海英雄桃浦制笔有限公司	同受一方控制
上海英雄现代厨房设备有限公司	同受一方控制
上海英雄永生商社有限公司	同受一方控制
上海永生金笔有限公司	同受一方控制
上海永生联合销售公司	同受一方控制
上海永生文教用品有限公司	同受一方控制
上海圆珠笔厂	同受一方控制
上海制笔电化厂	同受一方控制
上海制笔化工厂	同受一方控制
上海制笔零件二厂	同受一方控制
上海制笔零件三厂	同受一方控制
上海制笔零件四厂	同受一方控制
上海制笔零件五厂	同受一方控制
上海制笔零件一厂	同受一方控制
英雄金笔厂江阴有限公司	同受一方控制
中国第一铅笔二厂	同受一方控制
中国第一铅笔一厂	同受一方控制

b) 不存在控制关系的关联方交易

(i) 采购货物

上海申兰肉类厂 1,769,458.39 -

上海澳盈畜禽养殖有限公司 - 446,318.90

(ii) 公司向关联方出售房产

<u>关联方名称</u> <u>本期数</u> <u>上年同期比较数</u>

上海英雄轻工业品进出口有限公司 1,208,532.00

交易单价不高于同期售予非关联方同类房产之平均单价。

#### (iii) 为公司借款担保

担保企业	担保目的	期末数	期初数
上海梅林正广和(集团)有限公司	获得贷款	29,000,000.00	29,000,000.00
上海高校科技产业(集团)有限公司*	获得贷款	12,974,000.00	20,000,000.00
上海大盛食品有限公司	获得贷款	8,000,000.00	8,000,000.00
华信投资(集团)有限公司	获得贷款	-	50,000,000.00

<sup>\*:</sup>与上海市农业投资总公司共同为公司借款担保。

#### (iv) 为关联方承担连带责任

报告期内,镇江市润州区人民法院于2005年4月21日作出民事判决书,判决子公司上海大盈肉禽联合有限公司在出资不到位的范围内为被投资公司丹阳市柳盈肉禽有限公司的违约行为承担连带责任。后上海大盈肉禽联合有限公司提起上诉。镇江市中级人民法院于2005年7月12日作出二审判决,驳回上诉,维持原判。截至本会计报表公布日,上海大盈肉禽联合有限公司已实际履行连带责任148,850.00元,且该连带责任已履行完毕。

#### (v) 关联方往来款项余额

项目 期末数 期初数

应收账款

上海英雄永生商社有限公司 75,745,529.05 75,745,529.05

#### 第29页

<u>项目</u>	<u>期末数</u>	期初数
福州利盟进出口有限公司	44,211,205.00	44,211,205.00
上海英雄商社有限公司	16,824,967.26	25,974,967.26
上海大盛食品有限公司	3,476,474.30	3,476,474.30
上海申藤畜禽有限公司	1,584,519.25	1,584,519.25
其他应收款		
上海钢琴有限公司	136,243,069.60	136,243,069.60
上海永生金笔有限公司	50,040,575.26	50,267,042.19
富友证券经纪有限责任公司	34,470,000.00	34,470,000.00
上海永生联合销售公司	14,987,699.24	14,987,699.24
上海英雄打字机厂	14,389,127.97	14,664,750.04
上海澳盈畜禽养殖有限公司	8,335,395.38	8,335,395.38
上海英雄桃浦制笔有限公司	8,166,600.63	8,286,450.57
上海英雄现代厨房设备有限公司	8,124,103.75	8,244,103.75
上海申藤畜禽有限公司	7,393,779.00	7,393,779.00
上海英雄实业有限公司	5,188,774.23	22,994,067.82
上海犀飞利永生制笔有限公司	5,140,569.31	5,140,569.31
上海英雄电脑绘图仪器用品有限公司	4,670,713.66	4,725,073.65
上海英雄塑钢门窗安装有限公司	4,531,988.19	5,046,988.19
上海大盛食品有限公司	3,583,243.01	3,583,243.01
上海华东房地产(集团)有限公司	3,122,299.00	3,122,299.00
上海提琴厂	2,930,145.32	2,930,145.32
上海英雄联合销售公司	2,557,453.07	9,089,665.04
上海英雄彩印包装有限公司	N/A	2,294,383.95
上海英雄永生商社有限公司	2,005,246.70	2,005,246.70
上海永生文教用品有限公司	1,400,882.00	1,400,882.00
上海桃士商贸有限公司	1,313,025.14	1,313,025.14
上海英雄电子办公用品有限公司	1,115,093.57	1,115,093.57
上海英雄金笔厂常熟有限公司	1,059,523.14	1,059,523.14
上海英雄大酒店有限公司	963,749.00	963,749.00
上海制笔零件二厂	912,349.89	912,349.89
上海圆珠笔厂	830,768.68	830,768.68

<u>项目</u>	期末数	期初数
<u> </u>	385,339.56	467,500.00
英雄金笔厂江阴有限公司	311,166.22	311,166.22
上海申兰(集团)有限公司	300,000.00	300,000.00
上海海立钢琴有限公司	300,000.00	300,000.00
上海英雄商社有限公司	216,328.01	216,328.01
上海英雄金笔厂温州华立厂	132,953.06	132,953.06
上海国誉英雄文化用品有限公司	127,087.60	127,087.60
南非英雄制笔用品有限公司	103,194.41	103,194.41
	96,200.00	96,200.00
上海手表厂	64,892.25	64,892.25
上海奥斐钟表有限公司	04,032.23	193,794.04
上海轻工业供销公司	-	,
上海白金制笔有限公司	-	155,689.10
上海制笔零件五厂	-	153,935.00
上海制笔零件三厂	-	23,000.00
应付账款		
上海申兰肉类厂	351,405.38	892,309.68
上海海立钢琴有限公司	50,395.01	50,395.01
上海白金制笔有限公司	32,658.30	188,347.40
中国第一铅笔二厂	6,830.98	6,830.98
中国第一铅笔一厂	1,692.22	1,692.22
上海英雄联合销售公司	-	1,285,268.49
上海制笔电化厂	-	576,834.51
上海英雄打字机厂	-	275,622.07
上海制笔零件三厂	-	241,928.35
上海永生金笔有限公司	-	226,466.93
上海英雄金笔厂	-	188,201.75
上海制笔零件一厂	-	177,149.00
上海轻工业供销公司浦东公司	-	152,000.00
上海制笔化工厂	-	146,307.33
上海英雄桃浦制笔有限公司	-	119,849.94
上海英雄金笔销售有限公司	-	82,160.44

<u>项目</u>	<u>期末数</u>	期初数
上海海文(集团)有限公司	-	81,601.40
上海制笔零件四厂	-	72,694.50
上海英雄电脑绘图仪器用品有限公司	-	54,359.99
上海英雄实业有限公司	-	17,290.06
上海英雄礼品有限责任公司	-	1,500.00
预收账款		
上海澳盈畜禽养殖有限公司	474,052.85	474,052.85
上海顺风进出口有限公司	-	4,500,000.00
其他应付款		
上海英雄实业有限公司	53,047,746.42	12,197,746.42
上海泰琳实业有限公司	43,517,385.49	43,517,385.49
上海英雄永生商社有限公司	1,037.17	1,037.17
上海海文(集团)有限公司	114.40	114.40
上海申兰(集团)有限公司	114.27	114.27
上海英雄礼品有限责任公司	-	10,880,477.21
上海英雄轻工业品进出口有限公司	-	1,133,084.06
上海英雄科技发展部	-	836,666.00
上海英雄塑钢门窗安装有限公司	-	515,000.00
上海英雄彩印包装有限公司	-	258,000.00
上海英雄现代厨房设备有限公司	-	120,000.00
上海英雄南京有限公司	-	117,480.21
上海英雄金笔厂	-	28,000.00

## 九. 或有事项

# 1. 未决诉讼

原告 起诉要求 起诉金额 南京金笔厂、南京五彩石科技实业有限责任公司 履行合同义务并支付违约金 2,682,599.00

# 2. 已在合并报表范围内抵销的或有负债

被担保企业与本公司关系担保企业担保目的担保金额上海大盈肉禽联合有限公司子公司本公司获得贷款7,700,000.00

其中公司与上海市农业投资总公司共同为子公司上海大盈肉禽联合有限公司担保2,000,000.00元。

3. 报告期末无对非关联企业提供的债务担保

#### 十. 承诺事项

公司名称互相担保额度为公司担保金额公司对外公司尚未履行担保金額担保金額担保金額上海华源制药股份有限公司22,500,000.0022,500,000.00-22,500,000.00

# 十一. 资产负债表日后事项

1. 截至本报告日止,已到期但未偿还的借款及偿付情况如下:

 项目
 期末已到期未偿还数
 截至本报告日已减少数

 逾期借款
 120,268,500.00

2. 截至本报告日止,期末已到期但未偿还的应付款项偿付情况如下:

项目期末未偿还数截至本报告日已偿还数账龄超过三年的应付账款35,571,175.60-账龄超过三年的其他应付款31,158,309.57-

### 十二. 其他重要事项

- 1. 公司披露的2004年年度报告显示公司最近三年连续亏损 根据《上海证券交易所股票上市规则》的规定,公司股票自2005年5月18日起被上海证券交易所暂停上市交易,若不能满足恢复上市的条件,公司将面临退市。
- 2. 2005年重大资产重组进行情况
- a) 报告期内,公司对以前年度遗留的与上海轻工控股(集团)公司及其子公司间的部分债权债务进行了清理;
- b) 报告期内,上海轻工控股(集团)公司之子公司上海英雄实业有限公司支付了公司50,000,000.00元;
- c) 公司拟用部分资产及负债与上海轻工控股(集团)公司子公司上海海文(集团)有限公司持有的上海精细文化用品有限公司90%股权、上海爱伊文具有限公司50%股权、上海白金制笔有限公司40%股权以及控制的上海市斜土路2897弄50号的房地产进行置换,该等置换尚须相关部门批准;

#### 第33页

拟用于置换的资产和负债:	
<u>项目</u>	<u>金额</u>
流动资产	
应收账款	
账面余额	50,859,610.34
减:坏账准备	22,517,321.54
账面价值	28,342,288.80
其他应收款	
账面余额	195,979,409.14
减:坏账准备	52,050,065.59
账面价值	143,929,343.55
流动资产小计	172,271,632.35
长期投资	
账面余额	524,829.97
减:减值准备	<u>-524,829.97</u>
账面价值	-
在建工程	
账面余额	1,205,200.00
减:减值准备	<u>1,205,200.00</u>
账面价值	-
无形资产	
账面余额	11,231,143.44
减:减值准备	<u>11,231,143.44</u>
账面价值	=
拟置出资产总额	172,271,632.35
流动负债	
应付账款	34,971,195.45
预收账款	961.36
其他应付款	<u>12,577,980.26</u>
流动负债小计	47,550,137.07
长期负债	
长期应付款	<u>31,448,172.26</u>
拟置出负债总额	<u>78,998,309.33</u>
拟置出资产净额	93,273,323.02

- d) 资产置换后,上海轻工控股(集团)公司或其子公司将以现金支付剩余的以前年度积欠公司的款项。
- 3. 针对公司缺乏经营性获利资产拟采取的措施
- a) 如本附注十二2所述,拟置出的资产主要系应收款项等非经营性资产,而拟置入的资产系股权等经营性资产;
- b) 2006年度子公司上海联鑫房地产有限公司拟拍卖获得、翻新并销售位于南宁市济南路交易场二期项目。
- c) 子公司上海大盈肉禽联合有限公司拟在江苏省泰州市投资设立泰州大盈肉禽有限公司(筹),以建立养殖屠宰基地,确保原料供应,从而增加销售收入。
- 4. 债务重组

报告期内无重大债务重组。

5. 非货币性交易

报告期内无重大非货币性交易。

- 6. 其他事项
- a) 2004年度公司原实际控制方上海农凯发展(集团)有限公司之法定代表人周正毅被依法追究刑事责任,由此影响公司对上海农凯发展(集团)有限公司及其关联企业债权的可收回性。
- b) 2002年度公司为履行对上海申兰生猪肉品物流中心有限公司的投资承诺和之后项目顺利开展, 代上海申兰生猪肉品物流中心有限公司向上海市金山区亭林镇对外经济发展公司预先支付了土地 购置款人民币一亿元整。上海市金山区亭林镇对外经济发展公司告知公司该款项已转付给上海市 农业产业化发展(集团)有限公司,故其不再对该笔债务予以确认。
- c) 上海市第二中级人民法院受理中国银行上海市宝山支行申请执行公司为上海兴业房产股份有限公司债务担保一案,出具《上海市第二中级人民法院协助执行通知书》冻结公司对子公司上海联鑫房地产有限公司的投资。

# 7. 非经常性损益

		<u>本期数</u>	<u>上年同期比较数</u>
a)	处置资产损益	15,464,209.52	1,979,336.21
(i)	长期股权投资	-	-
(ii)	固定资产	15,464,209.52	1,979,336.21
b)	越权审批或无正式批准文件的税收返还、减免	-	-
c)	各种形式的政府补贴	593,142.34	1,440,836.99
d)	对非金融企业收取的资金占用费	-	2,428,318.77
e)	营业外收入(扣除资产减值准备项目)	200.00	7,371.80
f)	营业外支出(扣除资产减值准备项目)	-233,728.03	-279,990.02
g)	因不可抗力因素而计提的资产减值准备	-	-
h)	以前年度已经计提各项资产减值准备的转回	3,015,555.68	8,891,421.87
(i)	应收账款	95,086.23	31,909.21
(ii)	其他应收款	2,920,469.45	8,859,512.66
(iii)	存货	-	-
(iv)	长期股权投资	-	-
(v)	固定资产	-	-
(vi)	在建工程	-	-
i)	所得税影响	-	-
j)	少数股东当期收益影响	<u>-579,249.26</u>	<u>-59,347.66</u>
合i	<del>l</del>	18,260,130.25	<u>14,407,947.96</u>

#### REPORT OF THE AUDITORS

To the shareholders of

#### DAYING MODERN AGRICULTURE COMPANY LIMITED

We have audited the accompanying consolidated balance sheet of Daying Modern Agriculture Company Limited (the Company) and its subsidiaries (the Group) as at 30 June 2005 and the related consolidated statements of income, cash flow and changes in shareholders' equity for the six months ended 30 June 2005. These consolidated financial statements set out on pages 3 to 38 are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

#### **OPINION**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as of 30 June 2005 and the results of its operations and cash flows for the six months ended 30 June 2005 in accordance with International Financial Reporting Standards.

Without qualifying our option above we draw attention to Note 30, which refers to the uncertainty relating to going concern. As at 30 June 2005, the accumulated net loss of the Group amounted to RMB 505,810,000. The amount of current liabilities was larger than that of current assets. The overdue bank loan amounted to RMB 122,290,000. Since year 2003, the Group have to partly stop the principle activities, and the operating of business was continuously shrinking.

If the Group loses the ability to continue as a going concern, the amount of liquidity of some assets would be far lower than the amount in the balance sheet. And non-current assets and liabilities would be reclassified into current assets and liabilities. As a result, the Group might

have to bear additional liabilities. Significant doubt exists on the Group's ability to continue a	as a
going concern, though the related measures would possibly be taken as described in Note 30.	

**BDO International** 

Certified Public Accountants

Shanghai, China, 29 August 2005

# DAYING MODERN AGRICULTURE COMPANY LIMITED CONSOLIDATED INCOME STATEMENT Six months ended 30 June 2005\*

	Notes	Six months ended 30 June 2005 RMB'000	Six months ended 30 June 2004 RMB'000
OPERATING REVENUE		7,377	11,107
Cost of goods sold		<u>(6,939)</u>	(11,280)
Gross profit		438	(173)
Other income	5	46,998	4,285
Selling and distribution costs		(1,932)	(1,268)
General and administrative			
expenses		<u>(7,955)</u>	(2,631)
PROFIT/(LOSS) FROM OPERATING ACTIVITIES		37,549	213
Finance costs		(4,060)	(16,726)
Share of profits less losses of associates and contractual joint ventures		<del>-</del>	27
PROFIT/(LOSS) BEFORE INCOME TAX	4	33,489	(16,486)
Income tax expense		<del>_</del>	<del>_</del>
PROFIT/(LOSS) BEFORE MINORITY INTERESTS		33,489	(16,486)
Minority interests		(164)	(215)
PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS		33,653	(16,271)
PROFIT/LOSS PER SHARE	7	RMB0.1105	RMB(0.0007)

# DAYING MORDERN AGRICULTURE COMPANY LIMITED CONSOLIDATED BALANCE SHEET 30 June 2005

ASSETS	Notes	30 June 2005 Rmb'000	31 December 2004 Rmb'000
Non-current assets			
Property, plant and equipment	8	96,290	138,616
Construction in progress	9	295	20
Goodwill	10	12,811	12,868
Interests in associates	11	234	234
Held-to-maturity investment	12	1,112	
Total non-current assets		<u>110,742</u>	<u>152,850</u>
Current assets			
Cash and cash equivalents	13	49,651	48,804
Trade and other receivables	14	43,853	39,100
Inventories	15	14,733	2,909
Properties under development expect	ted	-	-
to be sold within twelve months	4.5	24.520	24 - 20
Due from shareholders	16	34,620	34,620
Due form related companies	17	274,991	319,785
Due from associates			
Total current assets		<u>417,848</u>	<u>445,218</u>
TOTAL ASSETS		<u>528,590</u>	<u>598,068</u>

EQUITY AND LIABILITIES	Notes	30 June 2005 Rmb'000	31 December 2004 Rmb'000
Equity			
Issued capital	18	304,564	304,564
Reserves	19	(217,602)	(251,255)
Total equity		86,962	53,309
MINORITY INTERESTS		5,441	1,605
Current liabilities			
Bank and other borrowings	20	157,864	287,025
Trade and other payables	21	100,316	98,866
Tax payable		(1,574)	(1,574)
Provision	22	56,872	56,723
Due to shareholders	16	17,735	7,108
Due to related companies	17	104,974	95,006
Total current liabilities		436,187	<u>543,154</u>
TOTAL EQUITY AND LIABILITIES		<u>528,590</u>	<u>598,068</u>

Director Director

# DAYING MORDERN AGRICULTURE COMPANY LIMITED CONSOLIDATED CASHFLOW STATEMENT Six Months ended 30 June 2005

	Six months	Six months
	ended	ended
	30 June 2005	30 June2004
CASH FLOW FROM OPERATING ACTIVITIES	22 400	(4 5 40 5)
Profit /Loss before income tax	33,489	(16,485)
Adjustments for:		
Impairment of assets	210	(8,332)
Share of profits less losses of associates and contractual joint ventures	-	(28)
Loss on disposal of property, plant and equipment	(18,091)	(772)
Depreciation	3,327	6,264
Amortization of goodwill	56	1,646
Interest expenses	4,051	15,679
Losses from debt restructure	(29,050)	
Operating loss before working capital changes	(6,008)	(2,028)
Decrease/(increase) in trade and other receivables	(4,753)	(28,216)
Decrease/(increase) in inventories	(11,824)	(210)
Decrease/(increase) in due from related companies	44,915	167,903
Increase/(decrease) in trade and other payables	1,450	11,239
Increase/(decrease) in due to related parties	9,968	16,402
Increase/(decrease) in due to associates		1,933
Increase/(decrease) in provisions	149	(3,302)
Increase/(decrease) in due to contractual joint ventures	_	-
Cash flows before income tax paid	33,897	163,721
Income tax paid		
NET CASH FLOWS FROM/(USED IN) OPERATING ACTIVITES	<u>33,897</u>	<u>163,721</u>

	Notes	Six months ended 30 June 2005	Six months ended 30 June2004
NET CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES		22 907	162 731
CASH FLOWS FROM INVESTING ACTIVITIES		<u>33,897</u>	<u>163,721</u>
Investments in associates and contractual joint ventures		_	_
Acquisition of subsidiaries		_	(4,000)
Assets Disposal		57,192	8,305
Disposal of subsidiaries		-	-
Purchases of property, plant and equipment		(707)	(1,556)
and construction in progress			
Proceeds form disposal of interests in contractual joint ventures		-	-
NET CASH FLOWS USED IN INVESTING ACTIVITIES		<u>56,485</u>	2,749
CASH FLOWS FROM FINANCING ACTIVITIES			
New band and other borrowings		45,100	31,800
New investment		4,000	-
Repayment of bank and other borrowings		(145,900)	(190,510)
Repayment of bank interests		(3,362)	(2,265)
Repayment of due to shareholders		10,627	(2,930)
NET CASH FLOWS FROM/(USED IN)			
FINANCING ACTIVITIES		(89,535)	(163,905)
INCDEASE/(DECDEASE) IN CASH AND			
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		847	2,565
Cash and cash equivalents at beginning of year		48,804	2,363 3,452
Cash and Cash equivalents at beginning of year		40,004	
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u>49,651</u>	<u>6,017</u>

# DAYING MODERN AGRICULTURE COMPANY LIMITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY Six months ended 30 June 2005

	Notes	30 June 2005	31 December 2004
Cl	18	Rmb'000	Rmb'000
Share capital	18		
Balance at beginning and end of year		<u>304,564</u>	<u>304,564</u>
RESERVES			
Share premium			
Balance at beginning and end of year		<u>184,472</u>	<u>184,472</u>
Statutory surplus reserve			
Balance at beginning of year		30,518	30,518
Transfer from retained profits		-	-
Prior year adjustment under PRC GAAP		-	-
Adjustment due to change of consolidation			
scope			
Balance at end of year		30,518	30,518
General surplus reserve			
Balance at beginning and end of year		<u>16,058</u>	16,058
Statutory public welfare fund			
Balance at beginning of year		9,568	9,568
Transfer from retained profits		-	-
Prior year adjustments under PRC GAAP		-	-
Adjustment due to change of consolidation			
scope		<del>_</del>	
Balance at end of year		9,568	9,568
<u>Undistributed pre-establishment profits</u>			
Balance at beginning and end of year		47,592	47,592
Retained profits/(accumulated losses)			
Balance at beginning of year		(539,463)	(147,057)
Net loss of year		33,653	(392,406)
Balance at end of year		<u>(505,810)</u>	(539,463)
Total reserves		(217,602)	(251,255)
Total equity		<u>86,962</u>	(53,309)

#### 1. CORPORATE INFORMATION

Daying Modern Agriculture Company Limited (the "Company") was established in the People's Republic of China (the "PRC") on 21 December 1993 as a joint stock limited company. The Company was renamed from Hero (Group) Company Limited on 17 February 2003. The registered office of the Company is located at No. 807 Chuanbeigong Road, Pudong New Area, Shanghai, the PRC.

During the year, the principal activities of the Company and its subsidiaries (collectively referred to as the "Group") were cultivating and processing of poultry and germchit of poultry, processing of eggs of poultry and agricultural supplement, producing and processing of feedstuff, investment and R&D on agriculture, property development, the manufacture and sale of pen and stationery products, piano products, cooking appliances and other consumer products.

The Group principally operates in the PRC and employed approximately 174 employees as at 30 June 2005.

#### 2. SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES

#### Basis of presentation

For six months ended 30 June 2005(the "Period"), these consolidated financial statements have been prepared in accordance with International Accounting Standard 34, International Financial Reporting Standards (collectively "IFRS"), other International Accounting Standards ("IAS") and theirs interpretation. The consolidated financial statements have been prepared under the historical cost convention, except for the measurement of long term receivables which are stated at fair value.

For the Period, the Group follows the regulations of IFRS 1, IFRS 2, IFRS 4, IFRS 5, revised IAS 39, revised IAS 27 and revised IAS 28. The important events listed in the above IFRSs and IAS have not happened during the Period, so adoption of the above accounting policy would make no significant impact on the Company's consolidated financial report.

The Group maintains its books and prepares its statutory financial statements in accordance with the relevant accounting principles and financial regulations applicable to joint stock limited companies established by the Ministry of Finance of the PRC. The subsidiaries maintain their books and prepare their financial statements in accordance with the relevant accounting regulations applicable to enterprises established in the PRC. The accounting policies and bases adopted in the preparation of the statutory financial statements differ in certain material respects from IFRS. The material differences arising from restating the results of operation and financial position to comply with IFRS have been adjusted in these consolidated financial statements, but will not be taken up in the accounting records of the Group.

# 2 . SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES --CONTINUED

#### Basis of presentation-continued

The net impact of these IFRS adjustments is set out in note 27 to the consolidated financial statements.

As note 30 says, the board of the Company declared that the Company (group) will have adequate liquid fund to support its operation to continue as a going concern for the foreseeable future. So this report was prepared on a going concern base and excluded any adjustments for assumption that the Company can't meet the requirement of a going concern base.

#### Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiaries for the six months ended 30 June 2005. The results of the subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant inter company transactions and balances and balances within the Group have been eliminated in the preparation of the consolidated financial statements.

Particulars of the subsidiaries of the Company, which are all established and operate in the PRC, are as follows:

	Percentage of	
Company	interest held	Principal activities
Shanghai Hero Fountain Pen Plant Taopu No.2	50	Manufacture and sale
Factory		of fountain pens, parts
		and components
Nanning Lianxie Real Estate Development	60	Real estate development, cons
Company Limited		ultant and sale of tembering
Shanghai Shenying Industrial Company Limited	90	Production and sale of
		poultry products
Shanghai Lianxin Real Estate Company Limited	80	Property development
("Lianxin Real Estate")		
Shanghai Daying Poultry Company Limited	90.3	Production and sale of
("Daying Poultry")		poultry products

#### Interests in subsidiaries

A subsidiary is a company over which the Company has the power to govern its financial and operating policies so as to obtain benefits from its activities. A subsidiary is excluded from consolidation if it operates under severe long term restrictions which may impair its ability to transfer funds to the Company.

# 2 . SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES --CONTINUED

#### Associates and contractual joint ventures

An associate is a company, not being a subsidiary, in which the Group has a long term interest of not less than 20% of the equity voting rights and over which the Group is in a position to exercise significant influence.

A contractual joint venture is an interest in a venture between two or more venturers whose rights and obligations with respect to the venture are specified in a contractual joint venture agreement, which gives the venturers joint control over the venture and in which no single Venturer is in a position to control unilaterally the activity of the venture. Results of contractual joint ventures are shared among the venture partners based on pre-determined ratios rather than in proportion to their equity interests.

The Group's share of the post-acquisition results and reserves of associates and contractual joint ventures is included in the consolidated income statement and consolidated reserves, respectively. The Group's investments in associates and contractual joint ventures are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting less any provisions for permanent diminution in values deemed necessary by the directors.

#### Goodwill

Goodwill arising on acquisition of subsidiaries and associates represents the excess of the purchase consideration paid over the fair values ascribed to the net underlying assets acquired. An assessment is made at each balance sheet date of whether there is any indication of impairment of goodwill. If any such indication exists, the goodwill's value should be estimated. The Group's goodwill are stated in the consolidated balance sheet at cost less any provisions for permanent diminution in values deemed necessary by the directors.

#### 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.

#### Impairment of assets

An assessment is made at each balance sheet date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognized for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated.

# 2 . SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES –CONTINUED

#### Impairment of assets-continued

An asset's recoverable amount is calculated as the higher of the asset's value in use or its net selling price.

An impairment loss is recognized only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the income statement in the period in which it arises.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization), had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is credited to the income statement in the period in which it arises.

#### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after tangible assets have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained for the use of the tangible asset, the expenditure is capitalised as an additional cost of that asset.

Years for depreciation of property, plant and equipment are classified as follows:

Buildings 30 to 40 years

Plant, machinery and equipment 5 to 30 years

Motor vehicles and lifts 5 to 9 years

Depreciation of property, plant and equipment acquired from the predecessor company pursuant to the reorganization in 1993 is calculated on the straight-line basis to write off the cost of such assets over the estimated remaining useful lives thereof, after taking into account the condition of these assets when they were acquired by the Company.

The gain or loss on disposal of property, plant and equipment recognised in the income statement is the difference between the net sales proceeds and the carrying amount of the relevant asset.

# 2 . SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES --CONTINUED

#### Construction in progress

Construction in progress represents property, plant and equipment under construction and is stated at cost. Cost comprises directly attributable costs of construction as well as interest charge on related borrowings during the period of construction, installation and testing. The capitalization of such interest expense ceases when the assets under construction are completed and are ready for their intended use.

Construction in progress is transferred to property, plant and equipment when it is ready for its intended use.

No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and are ready for their intended use.

#### Properties under development

Properties under development represent property development project in the PRC and are stated at cost unless, in the opinion of the Directors, there have been diminution in values other than those considered to be temporary in nature, when they are written down to values determined by the Directors. Cost comprises payments for the acquisition of land use rights, materials, direct labour and other directly attributable costs, including interest expense on related borrowed funds during the period of construction.

#### Held-to-maturity investments

Held-to-maturity investments are financial assets with fixed or determinable payments and fixed maturity that an entity has the positive intention and ability to be held to maturity. Held-to-maturity investments are recognised and carried at cost and discount or premium less any provisions for permanent diminution in values deemed necessary by the directors.

#### Financial assets at fair value through profit of loss

Financial assets at fair value through profit of loss are acquired or incurred principally for the purpose of selling or repurchasing it in the near term. Upon initial recognition it is designated by the entity as at fair value through profit or loss.

For investment actively traded in recognized financial markets, fair value is generally determined by reference to stock exchange quoted market prices at the close of business at the balance sheet date. For investment in an equity instrument that does not have a quoted market price in an active market and for which other methods of reasonably estimating fair value are clearly inappropriate or unworkable, the instrument would be measured at cost, subject to a review of impairment. For an investment that has a fixed maturity, the instrument would be measured at cost using the effective interest rate method, subject to a review of impairment.

# 2 . SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES --CONTINUED

#### Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets that are designated as available for sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss. Upon initial recognition it is designated by the entity as at fair value through equity.

#### Cash and cash equivalents

Cash on hand and in banks and short-term deposits which are held to maturity are carried at cost.

Cash and cash equivalents are defined as cash on hand, demand deposits and short term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash on hand and deposits in banks.

#### **Inventories**

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- \* Raw materials purchase cost, freight and other transportation and incidental costs on a Weighted average basis;
- \* Finished goods and work in progress cost of direct materials and labor and a proportion of manufacturing overheads based on normal operating capacity on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

#### Loans and borrowings

All loans and borrowings are initially recognised at cost, being the fair value of the consideration received and including charges associated with the loan/borrowing.

After initial recognition, all interest-bearing loans and borrowings, other than liabilities held for trading, are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on settlement. Liabilities which are held for trading are subsequently measured at fair value.

In relation to liabilities which are held for trading (which are not part of a hedging relationship), any gain or loss arising from a change in fair value is included in the net profit and loss when

the liability is derecognised or impaired, as well as through the amrtisation process.

# 2 . SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES -- CONTINUED

#### Trade and other payables

Liabilities for trade and other amounts payable are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group

Payables to related parties are carried at cost.

#### **Provisions**

Provisions are recognised when the Group 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.

A provision for warranty is recognised for all products under warranty at the balance sheet date based on past experience on the level of repairs and returns.

#### Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

Bills of exchange and promissory notes which are held to maturity are measured at amortised cost using the effective interest rate method. Those that do not have a fixed maturity are carried at cost, being the fair value of the consideration given.

### Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals applicable to such operating leases are charged/credited to the income statement on the straight-line basis over the lease terms.

#### Retirement benefits

Obligatory retirement benefits in the form of contributions under defined contribution retirement plans to registered insurance companies are charged to the income statement as incurred.

#### Accommodation benefits

Contributions to an accommodation fund administered by the Public Accommodation Funds Administration Centre are charged to the income statement as incurred.

# 2. SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES --CONTINUED

#### Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

#### (a) Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

#### (b) Interest income

Revenue is recognised as the interest accrues (taking into account the effective yield on the asset) unless collectibility is in doubt.

#### (c) Dividends

Revenue is recognised when the shareholders' right to receive payment has been established.

#### Income taxes

Corporation tax is provided on the taxable profit for the year at the applicable tax rate.

Deferred income tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry-forward of unused tax assets and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable (greater than 50%) that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

#### Government grants and subsidies

Grants and subsidies from the government are recognised at fair value where there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will

be complied with. When the grant or subsidy relates to an expense item, it is recognised as

# 2 . SUMMARY OF SIGNIFCANT ACCOUNTING POLICIES AND ESTIMATES --CONTINUED

income over the periods necessary to match them on a systematic basis to the costs which it is intended to compensate. Where the grant or subsidy relates to an asset, the fair value is deducted in arriving at the carrying amount of the related asset.

#### Foreign currency transactions

The Group's financial records are maintained and the consolidated financial statements are stated in Renminbi ("RMB").

Foreign currency transactions are recorded at the applicable rates of exchange quoted by the People's Bank of China which are deemed to represent the market rates at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the market rates at that date. All resulting exchange differences arising on settlement or re-statement are recognised in the income statement for the year.

#### Use of estimates

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

#### 3. SEGMENT INFORMATION

The Group's operating businesses are organised and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers different products and services for different markets. The Group's reportable segments are poultry operation, real estate operation and raw products . Revenue is attributed to the geographic segments based on the location of products sold.

The following table presents revenue and profit or loss information by business segments for the six months ended 30 June 2005 and certain asset and liability information by business segments as at 30 June 2005.

# 3. SEGMENT INFORMATION--CONTINUED

# **Business segments**

Six month ended 30 June 2005

	Poultry	Real	Raw		
	RMB'000	Estate	products	Others	Total
		RMB'000	RMB'000	RMB'000	RMB'000
Operating revenue	4,870	-	2,507	-	7,377
Cost of goods sold	<u>(4,831)</u>	Ξ.	(2,108)		(6,939)
Gross profit	<u>39</u>		399		<u>438</u>
Other income					46,998
Unallocated expenses					(9,887)
Profit from operations					37,549
Finance costs					(4,060)
Share of profits less losses of associates and contractual joint ventures					
Profit before income					33,489
tax					
Income tax expense					
Profit before minority					33,489
loss Minority interests					(164)
Net profit attributable to shareholders					<u>33,653</u>
Segment assets	105,756	37,794	41,866	-	185,416
Unallocated assets					343,174
Total assets					<u>528,590</u>
Segment liabilities	124,022	20,204	15,084	_	159,310
Unallocated liabilities					<u>276,877</u>
Total liabilities					436,187
Other information:					
Capital expenditure	<u>97</u>	<u>246</u>	39	14	<u>396</u>
Depreciation	<u>2,494</u>	<u> 185</u>	74	<u>781</u>	<u>3,534</u>
	<del></del>	<del></del>		<del></del>	

# 3. SEGMENT INFORMATION--CONTINUED

# Business segments-continued

Six months ended 30 June 2004

	Poultry	Real	Raw	Others	Total
	RMB'000	Estate	products	RMB'000	RMB'000
		RMB'000	RMB'000		
Operating revenue	11,107	-	-	-	11,107
Cost of goods sold	(11,280)				(11,280)
Gross profit	(173)	<u>-</u>	<del>-</del>	<u> </u>	<u>(173)</u>
Other income					4,285
Unallocated expenses					(3,899)
Profit from operations					213
Finance costs					(16,726)
Share of profits less					
losses of associates and					27
contractual joint					
ventures					
Loss before income tax					(16,486)
Income tax expense					
Loss before minority					(16.496)
interests					(16,486)
Minority interests					(215)
Net loss attributable to					(16.271)
shareholders					<u>(16,271)</u>
Segment assets	184,552	35,035	46,949	-	266,536
Unallocated assets					857,550
Total assets					<u>1,124,086</u>
Segment liabilities	155,961	26,791	10,493	-	193,245
Unallocated liabilities					499,754
Total liabilities					692,999
Other information:					
Capital expenditure	1,207	340		9	1,556
Depreciation	4,833	191	<u>-</u> _	1,240	6,264
•		<del></del>	====		

# 3. SEGMENT INFORMATION--CONTINUED

# Geographical segments

The following tables present revenue information by geographical segments

Six months ended 30 June 2005

	PRC	Overseas	Total
	RMB'000	RMB'000	RMB'000
Operating revenue	<u>7,377</u>	<del>-</del>	<u>7,377</u>

Six months ended 30 June 2004

	PRC	Overseas	Total
	RMB'000	RMB'000	RMB'000
Operating revenue	<u>11,107</u>	<del>-</del>	<u>11,107</u>

All of the operating facilities of the Group are located in the PRC.

The Directors are of the opinion that intersegment sales are immaterial.

# 4. PROFIT BEFORE INCOME TAX

	Note	Six months ended 30 June 2005 RMB'000	Six months ended 30 June 2004 RMB'000
Included in the profit before income tax are the following revenue items:			
Operating revenue		7,377	11,107
Other income		<u>46,998</u>	<u>4,285</u>
Total revenue		<u>54,375</u>	<u>15,392</u>
Loss before income tax is arrived at after charging the following expenses: Finance costs:		4,051	16,721
Interest on bank and other borrowings		4,031	10,721
Bank charges and others		-	-
Exchange losses, net		_	_
Changes in present value of long term receivables			
		<u>4,060</u>	<u>16,726</u>
Depreciation:			
- Buildings		2,330	3,146
- Plant, machinery and equipment		779	2,896
- motor vehicles and lifts		425	222
Total depreciation		<u>3,534</u>	<u>6,264</u>
Operating lease rentals on land and buildings		689	407
Amortisation of goodwill		57	1646
Staff costs:			
- Wages and salaries		1,946	2,555
- Retirement costs (defined contribution fund)		108	207
- Accommodation benefits (defined contribution fund)		<u> 52</u>	24

## 5. OTHER INCOME

	Note	Six months ended 30 June 2005 RMB'000	Six months ended 30 June 2004 RMB'000
Gain on Fixed Assets Disposal		15,693	2,172
Gain on disposal of a subsidiary			
Rental income		1,567	595
Other investment income			
Interest income		83	5
Electricity subsidy		30	80
Fiscal refund		202	28
Subsidy for catching and killing duck		-	181
Taxes refund			101
Sale of raw material, container and young duck			
Reverse of provision			
*gains from debt restructure		29,050	-
Agency revenue for sale of properties			
Subsidy for processors during the period of bird flu		362	1,153
Others		11	71
		46,998	4,285

<sup>\*</sup> Details is set out in notes 31.

## 6. INCOME TAX EXPENSE

Pursuant to relevant PRC tax regulations, the income tax rate applicable to the Company is 33%. The Group's principal subsidiaries are subject to tax rates applicable to enterprises in the PRC.

For the six months ended 30 June 2004 and 30 June 2005, the Company, associates and contractual joint ventures made no provisions for income tax.

There was no material amount of unprovided deferred tax in respect of the period.

## 7. PROFIT PER SHARE

For the six months ended 30 June 2005, the profit per share is RMB0.1105. The calculation of profit per share is based on the net profit attributable to shareholders for the period of RMB 33,653,000 (six months ended 30 June 2004: RMB(16,271,000)) and total number of 304,564,482 (six months ended 30 June 2004: 304,564,482) "A" and "B" shares in issue during the period.

# 8 . PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Motor vehicles and lifts RMB'000	Plant, machinery and equipment RMB'000	Total RMB'000
Cost:				
At 1 January 2005	160,960	4,705	62,648	228,313
Additions	10	351	71	432
Transfer from construction in progress	-	-	-	-
Decreases	(42,074)	<u>(783)</u>		(42,857)
At 30 June 2005	<u>118,896</u>	4,273	<u>62,719</u>	<u>185,888</u>
Accumulated depreciation:				
At 1 January 2005	36,925	1,898	50,874	89,697
Additions	2,330	779	425	3,534
Decreases	(3,202)	_(431)		(3,633)
At 30 June 2005	34,053	2,246	51,299	89,598
Net book value:				
At 31 December 2004	<u>124,035</u>	<u>2,807</u>	<u>11,774</u>	<u>138,616</u>
At 30 June 2005	<u>82,843</u>	<u>2,027</u>	<u>11,420</u>	<u>96,290</u>

Buildings with a net book value of RMB32,865,000 are registered in name of the former owner, Hero Computer Assistant Design Company. Up to the date of this report, the registration of change in ownership and issuance of property ownership certificate were still in process.

# 9. CONSTRUCTION IN PROGRESS

	30 June 2005	31 December 2004	30 June 2004
	RMB'000	RMB'000	RMB'000
At beginning of the period	20	863	863
Additions	275	1,226	1,206
Transfer to property, plant and equipment	-	(2,069)	(2,069)
Other disposals	-	-	-
Provision for impairment loss At end of the period	<u></u> 		<del>-</del>

#### 10. GOODWILL

	30 June 2005 RMB'000	31 December 2004 RMB'000	30 June 2004 RMB'000
At beginning of year, at cost	12,868	26,335	26,335
Additions	-	334	-
Amortisation	(57)	(13,801)	(1,646)
At end of year	12,811	12,868	(24,689)

# 11 . INTERESTS IN ASSOCISTES

Particulars of the associates, which were all established and operate in the PRC, are as follows:

<u>Company</u>	Percentage of	<u>Principal activities</u>
	equity interest	
	<u>(%)</u>	
Shanghai Xincheng Property	50	Property management
Management Co., Ltd.		

50% of the total capital of Shanghai Xincheng Property Management Co., Ltd. is held by the Company. As at 30 June 2005,the assets and liabilities of this company amounted to RMB 1,077,000 and RMB610,000 respectively. For six months ended 30 June 2005,operation revenue of the company amounted to RMB 411,000,and the net losses amounted to RMB17.

12. HELD-TO-MATURITY INVESTMENT	ΓS
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12. HELD-10-MATURITT INVESTMENTS		
	30 June 2005	31 December 2004
	RMB'000	RMB'000
Unlisted investments		
- at cost	-	-
- at recoverable amount	<u>1,112</u>	<u>1,112</u>
	<u>1,112</u>	<u>1,112</u>
13 . CASH AND CASH EQUIVALENTS		
	30 June 2005	31 December 2004
	RMB'000	RMB'000
Cash and bank balances	<u>49,651</u>	<u>48,804</u>
14 . TRADE AND OTHER RECEIVABLES		
	30 June 2005	31 December 2004
	RMB'000	RMB'000
Trade debtors	4,636	5,209
Prepayments, deposits and other receivables	<u>39,217</u>	<u>33,891</u>
	<u>43,853</u>	<u>39,100</u>

The balance of Trade and Other Receivables as at 30 June 2005 includes RMB100,000,000 due from Shanghai Jinshan District Tinglin Town Foreign Economic Development Company. It is formed as set out below:

During the year ended 31 December 2002, the Company and Agriculture Industrialization, a significant shareholder, made arrangement on purchase of land use right with area of mou1,100 at Hongyang Village, Tinglin Town for establishment of Shanghai Shenlan Live Pig, Meat & Physical Distribution Center Co., Ltd.. At the end of the year 2002, the Company paid RMB100,000,000 to Shanghai Jinshan District Tinglin Town Foreign Economic Development Company as prepayments for the purchase of the land use right (Including made payment of RMB60,000,000 on 27 December 2002, RMB23,118,507 and RMB16,881,493 on 30 December 2002), the total amount of which were transferred to Agriculture Industrialization by Shanghai Jinshan District Tinglin Town Foreign Economic Development Company immediately after the receiving. At present, Shanghai Jinshan District Tinglin Town Foreign Economic Development Company refuses to recognize this amount of money for the reason that it has been totally transferred to Agricultural Industrialization. Meanwhile, Agricultural Industrialisation recognizes that it had received RMB100,000,000 but which only formed the debt relationship between it and Shanghai Jinshan District Tinglin Town Foreign Economic Development Company. Up to 30 June 2005, provision for bad debts of RMB 70,000,000.00 is made on the basis of prudenceness

#### 15 . INVENTORIES

	30 June 2005	31 December 2004
	RMB'000	RMB'000
Raw materials – at cost	1,922	1,130
Work in progress – at cost	48	50
Investment property	12,199	-
Finished goods		
- at cost		
	44	1,276
- at net realisable value	520	453
	<u>14,733</u>	<u>2,909</u>

#### 16. DUE FROM/(TO) SHAREHOLDERES

The amounts due from/(to) shareholders are unsecured, interest-free and are repayable on demand.

As of 30 June 2005, the amounts due from shareholders are RMB115,401,000 and provision for bad debts of RMB 80,781,000 has been made for them.

As of 30 June 2005, the amounts due to shareholders are RMB 17,735,000.

## 17. DUE FROM/(TO) RELATED COMPANIES

The amounts due from/(to) related companies are unsecured, interest-free and are repayable on demand.

As of 30 June 2005, the amount due from related companies is RMB 469,391,000 and provision for bad debts of RMB 194,400,000 has been made for them.

The balance of the amounts due from related companies as at 30 June 2005 includes amount of RMB34,470,000 which is due from Fuyou Securities Brokerage Co. Ltd. (Fuyou Securities). It is arisen when the company paid Fuyou Securities to purchase its 12.77% shares. As the industrial and commercial registering procedure for this share is not completed, the Company recognized it as amounts due from related parties for the moment. On 26 September 2003, Fuyou. Securities was suspended from operation by China Securities Regulatory Commission for its disobeying related laws and regulations and the measures on administration of Securities

#### 17. DUE FROM/(TO) RELATED COMPANIES--CONTINUED

Companies. So provision for bad debts of RMB 24,129,000.00 is made on the basis of prudenceness.

The balance of the amounts due to related companies as at 30 June 2005 includes amount of RMB53,048,000 which is due to Shanghai Hero Industrial Company and amount of RMB 43,517,000 which is due to Shanghai Tailin Industrial Company.

#### 18 . SHARE CAPITAL

At 30 June 2005, the registered and issued share capital of the Company was as follows:

	30 June 2005		31 Dec	ember 2004
	Number	RMB'000	Number	RMB'000
"A" shares of par value of				
RMB1.00 each issued to:				
State government of the PRC	88,885,940		161,157,847	
PRC corporate investors	91,097,529		18,825,622	
PRC individual investors	27,684,336		27,684,336	
	207,667,805	207,668	207,667,805	207,668
"B" shares of par value of RMB				
1.00 each issued to foreign				
investors	96,896,667	96,896	96,896,667	96,896
		304,564		304,564

The State "A" shares are held and registered in the name of Industry Holding and Shanghai Municipal Agricultural Investment Corporation ("Agricultural Investment") representing 14.98%, and 14.20% equity interest of the Company, respectively. They exercise the voting rights on the State government of the PRC.

43,248,156 state-owed shares hold by Agricultural Investment, which are involved in lawsuit of the loan contract with Shanghai Changning subbranch of Agricultural Bank of China , have been frozen by Shanghai No.1 Intermediate People's Court. The duration is one year, from 26 July 2005 to 25 July 2006.

23,248,156 state-owed shares hold by Agricultural Investment, which are involved in lawsuit of the loan contract with Shanghai Jing'an subbranch of Industrial and Commercial Bank of China, have been auctioned and acquired by Industry Holding. The share transfer won't go into effect until it was approved by Shanghai No.1 Intermediate People's Court. After the realization of the share transfer, Industry Holding will become the primary shareholder, and Agricultural Investment is still the third shareholder.

Among the State "A" shares, 45,684,670 legal person shares, representing 15% equity interest of the Company by Agricultural Industrialization, were pledged to the Industrial Bank from 2 June 2003 to 6 June 2005 for its guarantee responsibility provided for Huaxin Investment with limit of RMB 575,000,000. As at the date when these consolidated financial statements were reported, these shares still be impawned.

#### 18 . SHARE CAPITAL--CONTINUED

The "A" and "B" shares carry equal rights with respect to the distribution of the Company's assets and profits and rank pari passu in all other respects. The "A" shares may only be held by the State government and PRC investors and the "B" shares were originally issued to foreign investors. Pursuant to a document of the China Securities Regulatory Commission dated 19 February 2001, PRC individual investors with foreign currencies are allowed to buy "B" shares listed on the stock exchanges of the PRC.

#### 19. RESERVES

## (a) Statutory surplus reserve

In accordance with the Company Law of the PRC and the Company's articles of association, the Company is required to allocate 10% of its profit after tax, as determined in accordance with PRC accounting standards and regulations applicable to the Company, to the statutory surplus reserve ("SSR") until such reserve reaches 50% of the registered capital of the Company. Subject to certain restrictions set out in the Company Law of the PRC and the Company's articles of association, part of the SSR may be converted to increase share capital, provided that the remaining balance after the capitalization is not less than 25% of the registered capital.

#### (b) Statutory public welfare fund

In accordance with the Company Law of the PRC, the Company is required to transfer 5% to 10% of its profit after tax, as determined in accordance wit PRC accounting standards and regulations applicable to the Company, to its statutory public welfare fund ("PWF") which is a non-distributable reserve other than in the event of the liquidation of the Company. PWF must be used for capital expenditure on staff welfare facilities and these facilities remain as properties of the Company.

When the PWF is utilised, and amount equal to the lower of cost of the assets and the balance of the PWF is transferred from the PWF to the general surplus reserve. This reserve is non-distributable other than upon liquidation. On disposal of the relevant assets, the original transfers from the PWF are reversed.

#### (c) Undistributed pre-establishment profits

The Company was established as joint stock limited company on 21 December 1993 upon the reorganisation of Shanghai Hero Industrial Developing Company (the "Former Company"), a State-owned enterprise established in Shanghai, the PRC.

Pursuant to statutory rules in the RPC, the assets and liabilities and the business of the Former Company were deemed to have been transferred to the Company on 1 December 1993 at revaluation on 31 December 1992 as approved by the Shanghai State Assets Administration Bureau.

#### 19 . RESERVES—CONTINUED

Undistributed pre-establishment profits represent profits of the Former Company for the period from 1 January 1993 to 30 November 1993 as follows:

	30 June 2005	31 December 2004
	RMB'000	RMB'000
Net profit for the period from 1 January	41,735	41,735
1993 to 30 November 1993 as reported		
in the statutory accounts		
Impact of IFRS adjustments	5,857	5,857
	47,592	47,592

As at the date when these consolidated financial statements were approved, the Directors were not aware of any new announcements of government authorities in respect of treatments of the undistributed pre-establishment profits.

For the presentation of the current year's consolidated financial statements, the undistributed pre-establishment profits have been classified as a reserve as the Directors are of the opinion that the possibility of the amount being demanded of payment in the foreseeable future is remote.

## (d) Distribution of profits

As at 30 June 2005, the distributable retained profits of the Group as determined in accordance with PRC accounting standards and regulations applicable to the Group amounted to RMB (497,795,000) (2004: RMB(505,900,000)), the distributable retained profits of the Group as determined in accordance with International Accounting Standards amounted to RMB (217,602,000) (2004: RMB(251,255,000)). According to the relevant regulations in the PRC, the retained profits available for distribution are the lower of the amount determined under PRC accounting standards and the amount determined under IFRS.

The Directors do not recommend the payment of a dividend for the six months ended 30 June 2005.

## 20 . BANK AND OTHER BORROWINGS

	30 June 2005	31 December 2004
	RMB'000	RMB'000
Bank loans	117,650	247,500
Other borrowings	40,214	39,525
	157,864	<u>287,025</u>
Balances due:		
Overdue	122,290	241,225
Within one year	35,574	45,800
In the second year	-	-
In the third to fifth years, inclusive		
	157,864	287,025
Portion classified as current liabilities	(157,864)	(287,025)
Long term portion	<del>_</del>	<u>-</u> _

Bank loans of RMB 117,650,000 and other borrowings of RMB 40,214,000 denominated in RMB as at 30 June 2005 bear annual interest at rates ranging from 4.80% to 6.44%...

Certain of the Group's bank loans are guaranteed by the following parties:

		30 June	31 December
		2005	2004
		RMB'000	RMB'000
	Significant shareholder		
*1	Agricultural Industralization	10,000	10,000
	Huaxin Investment (Group) Co., Ltd.	-	50,000
*2	Agricultural Investment	37,050	61,600
		47,050	121,600
	Related parties		
*3	Meilin Aquarius (Group) Co., Ltd.	31,600	31,600
*2	Shanghai university science and technology Co.,Ltd	12,974	20,000
	Shanghai dasheng products Co.,Ltd	8,000	8,000
		52,574	59,600
	Third parties		
	Shanghai Green Land (Group) Co.,Ltd.	-	41,000
*1	Shanghai Albatronics Co.,Ltd.	10,000	10,000
*3	Xinye Real Estate Co., Ltd.	31,600	31,600
	Shanghai Huayuan Pharmaceuticals Co., Ltd.	22,500	22,500
		64,100	105,100
		163,724	286,300

<sup>\*</sup> The overdue loan as at 30 June 2005 amounted to RMB122,290,000, of which the bank loan from Shanghai Pudong Development Bank Putuo Subbranch that amounted to RMB100,000 has been settled on 8 August 2005.

- \*1 Be co-guaranteed by the two parties.
- \*2 RMB12,974,000 of bank loans are co-guaranteed by the two parties.
- \*3 Be co-guaranteed by the two parties.

The remaining bank and other borrowings as at 30 June 2005 are unsecured.

#### 21. TRADE AND OTHER PAYABLES

	30 June 2005	31 December 2004
	RMB'000	RMB'000
Trade creditors	41,893	24,566
Other payables and accrued liabilities	58,423	74,300
	100,316	98,866

#### 22 . PROVISIONS

	30 June 2005	31 December 2004
	RMB'000	RMB'000
Accrued for lawsuit	<u>56,872</u>	56,723

The lawsuit provision represents management's best estimate of joint liability undertaken by the Group as the guarantor as at 30 June 2005.

The provision accrued for lawsuit amounted to RMB 149,000, which was made for Danyang Fenquan Plastic Company to undertake joint liability for the six months ended 30 June 2005,

Pursuant to verdict by the Court, the lawsuit provision of RMB 55,440,000 are made for a third party, Xinye Real Estate Co. Ltd. as at 30 June 2005 and due to this joint liability undertaken by the Group for Xinye Real Estate Co., Ltd., all the investment and equity in Lianxin Property of the Company (80% equity interests in the company amounted to RMB 24,800,000) has been frozen by the Court.

Pursuant to verdict by the Court, the lawsuit provision of RMB1,283,000 are made for a related party, Shanghai Parts No.2 Factory.

#### 23. NOTES TO THE CONSOLIDATED CASH FLOW STATMENT

Analysis of changes in financing during the year

	Issued capital (including share premium account and capital reserve)	Bank and other borrowing	Due to Shareholders	Minority interests
	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2005	489,036	287,025	7,108	1,605
Net cash inflow/(outflow) from financing	-	(129,161)	10,627	4,000
Losses shared by minority shareholders	<u>-</u>	<u> </u>		(164)
Balance at 30 June 2005	489,036	157,864	<u>17,735</u>	5,441

#### 24 . RETIREMENT BENEFITS

As stipulated by the PRC State regulations, the Company participates in a defined contribution retirement plan. All employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount within the geographical area of their last employment at their retirement dates. The Company is required to make contributions to registered insurance companies at a rate of 22.5%(2004: 22.5%) of the previous year's average basic salaries within the geographical area where the employees are under employment with the Company. The Company has no obligation for the payment of pension benefits beyond the annual contributions to the registered insurance companies as set out above.

#### 25 . COMMITMENTS

The Company had signed mutually guaranteed agreement with Shanghai Huayuan Pharmaceuticals Co., Ltd., a third party, for a total amount of RMB 22,500,000. The Company has provided no guarantee for it, so the un-provided guarantee liability for it is RMB 22,500,000.

## 26 . CONTINGENCIES

# (a) Contingent liabilities

	30 June 2005	31 December 2004
	RMB'000	RMB'000
Shanghai Lianxin Real Estate Co., Ltd.	-	-
Shanghai Shenlan (Group) Co., Ltd.	-	-
*Shanghai Daying Poultry Co., Ltd.	7,700	7,800
Shanghai Huaxing Green Engineering Co., Ltd.	-	-
Zhenqing Feeds Works	800	800
Shanghai Qingpu Daying Collective Assets	500	500
Investment Corporation		
	9,000	9,100

<sup>\*</sup>Be co-guaranteed by the Company and Agricultural Investment Company.

- (b) As notes 25 says, the Company had signed mutually guaranteed agreement with Shanghai Huayuan Pharmaceuticals Co., Ltd., a third party, for a total amount of RMB22,500,000. As this note (a) says, the Company has provided no guarantee for it, so the un-provided guarantee liability for it is RMB22,500,000.
- (c) The Company has failed in the lawsuit, in which Nanjing Wucaishi Science and technical Co., Ltd. prosecuted the Company for paying back its processing fee and penalty which amounted to RMB2,683,000 in the first trial. Dissatisfied with it, the Company has lodged a further appeal and then the court cancelled the original verdict and requires rejudging on this case. Up to the date of this report, the lawsuit is still in the course of trial.

#### 27 . IMPACT OF IFRS ADJUSTMENTS ON NET LOSS AND NET ASSETS

	Net	profit/(loss)for the	Net assets as at	Net assets as at
	Six months ended 30 June		30 June2004	31 December 2004
	2005	2004	RMB'000	RMB'000
	RMB'000	RMB'000		
As reported in the statutory accounts of				
the Group prepared in accordance with PRC				
accounting standards	8,105	(14,605)	72,055	42,677
Provision for bad debts	62	(353)	1,179	1,117
Inventory loss	162	-	162	-
Retrospective adjustment due to the change	-	-	-	-
of accounting estimates				
Provision for inventories	97	-	97	-
Provision for stocks	-	-	-	-
Provision for long term investments	-	-	(12,890)	(12,890)
Depreciation	294	(201)	293	-
Long term credible-undistributed	-	-	31,448	31,448
pre-establishment profits				
Provision for properties under development	-	-	240	240
Goodwill	1,324	810	(5,064)	(6,388)
Gain on disposal of a subsidiary	-	-	-	-
Exemption from the bank loan interest	-	-	-	-
Exemption from the bank loan principal	29,050	-	-	-
Gain on real estate transfer	-	192	-	-
Rental expenses	-	(373)	-	-
Amortization of other assets	-	(405)	-	-
Prepaid income tax expenses	2,544	-	2,544	-
Interest expenses	(202)	(1,213)	(202)	-
Minority interests	110	52	110	-
Unrecognized investment loss	(7,777)	-	-	-
Others	(116)	(175)	(3,010)	(2,895)
Impact of IFRS adjustments, net	25,548	(1,666)	14,908	10,633
As restated in these consolidated financial				
statements	33,653	(16,271)	86,962	53,309

## 28. RELATED PARTY TRANSATCIONS

Other than disclosed elsewhere in the financial statements, the Group had the following material related party transactions during the year.

(a) Transaction with associates, contractual joint ventures and related parties

, <b>,</b>	Six months ended 30 June 2005 RMB'000	Six months ended 30 June 2004 RMB'000
Sales of goods		
Sales to related parties	<u>1,209</u>	<u>5,928</u>
Purchases of goods		
Purchases from related parties	<u>1,769</u>	<u>446</u>
Rental income		
Rental from related parties	<del></del>	<u>23</u>
Rental paid to shareholder	<u> </u>	<u>27</u>
	30 June	31 December
	2005	2004
	RMB'000	RMB'000
Provide finance		
Provide finance to shareholders	115,401	115,401
Provide finance to related parties	<u>477,785</u>	<u>440,895</u>
	<u>593,186</u>	<u>556,296</u>
Acquire finance		
Acquire finance from shareholders	18,310	25,041
Acquire finance from related parties	<u>151,124</u>	170,554
	<u>169,434</u>	<u>195,595</u>

The terms of the related party transactions are determined by agreement.

(b) Details of balances with shareholders, related companies, and associates are set out in notes16 and 17 respectively.

#### 29 . POST BALANCE SHEET EVENT

- (a) As note 20 says, the overdue loan of RMB100,000 from Putuo Subbranch of Shanghai Pudong Development Bank as at 30 June 2005 has been settled on 8 August 2005.
- (b) As note 18 says, 43,248,156 state-owed shares hold by Agricultural Investment, which are involved in lawsuit of the loan contract with Shanghai Changning subbranch of Agricultural Bank of China, have been frozen by Shanghai No.1 Intermediate People's Court. The duration is one year, from 26 July 2005 to 25 July 2006.
- (c) As note 18 says, 23,248,156 state-owed shares hold by Agricultural Investment, which are involved in lawsuit of the loan contract with Shanghai Jing'an subbranch of Industrial and Commercial Bank of China, have been auctioned and acquired by Industry Holding. The share transfer won't go into effect until it was approved by Shanghai No.1 Intermediate People's Court. After the realization of the share transfer, Industry Holding will become the primary shareholder, and Agricultural Investment is still the tertiary shareholder.
- (d) On 17 August 2005, the meeting of Board of Directors was convened. The Proposal Report on the Company's Significant Assets Replacement and Agreement on Assets Replacement were examined and passed. The Company plans to use parts of its assets and liabilities (evaluation value of RMB93,273,000) to exchange with a property and three subsidiaries (total evaluation value of RMB107,187,000) of Shanghai Haiwen (Group)Co. Ltd. which is wholly owned by Shanghai Light Industry Hold Co. Ltd.. The replacement difference which amounted to RMB13,914,000 will be used to cancel out accounts payable of Shanghai Hero Industry Co. Ltd. which is wholly owned by Shanghai Light Industry Hold Co. Ltd. and its associates. This significant assets replacement is to be reported to the China Securities Regulatory Committee for approval.

#### 30 . GOING CONCERN

At 30 June 2005, the accumulated net losses of the Group as determined in accordance with PRC accounting standards and regulations applicable to the Group amounted to RMB 497,795,000(2004: Accumulated net losses RMB505,900,000), that determined under IFRS amounted to RMB 505,810,000 (2004: Accumulated net losses RMB539,463,000).

At 30 June 2005, the overdue loan amounted to RMB122,290,000.

Because of the technical limitation and the shrink of the domestic market, the Company has had to partly stop the principle activities since 2003.

Although as the difficulties faced by the Company mentioned above, the board of the Company declared that the Company (group) have adequate liquid fund to support its operation to continue as a going concern for the foreseeable future, the reasons for which state as follows:

- (a) As note 29 says, The Company plans to use parts of its assets and liabilities to exchange with a property and three subsidiaries of Shanghai Haiwen (Group) Co. Ltd. which is wholly owned by Shanghai Light Industry Hold Co. Ltd.. The assets to be replaced out are mainly non-operational assets such as accounts receivable, while the assets to be replaced in are operational assets just as equities.
- **(b)** After this replacement, Shanghai Light Industry Hold Co. Ltd. and its subsidiaries will pay off the residual amounts due to the Group with cash.
- (c) Lianxin Real Estate, one of subsidiaries of the Company, is intended to purchase the second program of trade field in Jinan Road, Nanning City, Guangxi Province in auction market in 2006, then face-lift and sale it.
- (d) Daying Poultry, one of subsidiaries of the Company, plan to establish Taizhou Daying Poultry Company Limited (tentative name) in Taizhou, Jiangsu Province for breeding and slaughter base to ensure the supply of raw material and increase sales revenue.

#### 31. DEBT RESTRUCTURE

Up to 30 June 2005, pursuant to Debt Restructure Agreement signed by the Group and the creditor banks, Shanghai Putuo subbranch of Industrial and Commercial Bank of China, the bank agreed eliminated the corpus of RMB29,050,000.

## 32. OTHER SIGNIFICANT EVENTS

Disclosure in 2004 Annual Report showed the Company suffered three consecutive years of loss. According to the related regulation, listed share companies suffering three consecutive years of loss will be suspended from trading. So the Company was suspended from public trading by Shanghai Stock Exchange since 18 May 2005. And the Company continuously suffering losses will be withdrawn from the Stock Market

#### 33. FINANCIAL INSTRUMENTS

Financial risk management objectives and policies

The Group is exposed to market risk, including primarily changes in interest rates. The Group does not hold or issue derivative financial instruments for trading purposes.

Interest rate risk

#### 33. FINANCIAL INSTRUMENTS—CONTINUED

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's interest bearing loans and borrowings. The Group dose not hedge interest rate fluctuation as the Group's exposure to interest rate risk is not significant.

#### Exchange rate risk

The Group's exposure to market risk for changes in foreign currency exchange rates is minimal.

The Group does not, and currently there is no effective way to, hedge exchange rate fluctuations between RMB and other currencies.

## Credit risk

Credit risk arising from the inability of a counterpart to meet the terms of the Group's financial instrument contracts is generally limited to the amounts, if any, by which the counterpart's obligations exceed the obligations of the Group. The Group minimizes exposure to credit risk by only dealing with counterparts with acceptable credit ratings.

#### Net fair values

The aggregate net fair values of financial assets and financial liabilities are not materially different from their carrying amounts.

## Credit risk exposures

The Group's maximum exposure to credit risk (not taking into account the value of any collateral or other security held) in the event that the counterparts fail to perform their obligations as at 30 June 2005 in relation to each class of recognized financial assets is the carrying amount of those assets as indicated in the balance sheet.

#### Significant concentrations of credit risk

Concentrations of credit risk exist when changes in economic, industry or geographic factors similarly affect groups of counterparts whose aggregate credit exposure is significant in relation to the Group's total credit exposure. The Group has significant sales transactions with related companies and customers in the stationery and poultry product industries and has a significant concentration of credit risk.

## 34. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current year's presentation.

# 35 . APPROVAL OF THE CONSOLIDTATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorized for issue by the Board of Directors on 29 August 2005.