



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Lam Soon (Hong Kong) Limited

Date Submitted 6 January 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>411</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>300,000,000</u>	<u>HK\$1.00</u>	<u>HK\$300,000,000.00</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>300,000,000</u>	<u>HK\$1.00</u>	<u>HK\$300,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month *(State currency)* :

HK\$300,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>243,354,165</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>243,354,165</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 23 May 2003 and revised on 18 April 2006						
Ordinary shares	-	-	-	-	-	(Remarks)
(Note 1)						
2. N/A						
(/ /) shares						
(Note 1)						
3. N/A						
(/ /) shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)					<u>N/A</u>	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
2. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
3. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
4. N/A _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____					N/A	_____
(Preference shares) _____					N/A	_____
(Other class) _____					N/A	_____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total C. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
2. N/A _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
3. N/A _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	<u>N/A</u> <u>N/A</u>

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
	At price : State currency _____	N/A	N/A
10. Other (Please specify)	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
	At price : State currency _____	N/A	N/A
Total E. (Ordinary shares)		N/A	N/A
(Preference shares)		N/A	N/A
(Other class)		N/A	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

On 26 August 2010, the Company granted share options in respect of 19,000,000 ordinary shares to certain eligible employees and the Group Managing Director (including options for 3,170,000 ordinary shares granted to the Group Managing Director with approval obtained pursuant to the Listing Rules).

As of 31 December 2010, share options in respect of 19,000,000 ordinary shares were outstanding but all of them remained unvested in accordance with the terms of grant as disclosed in the announcement of the Company dated 26 August 2010.

Submitted by: Cheng Man Ying

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*

申请书

宜兴市商务局：

我公司决定变更公司经营范围，现提出申请如下：

1、公司经营范围由原来的“加工、生产面粉及其制品、糕点、饼干、方便主食品；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。”变更为“加工、生产面粉；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。”。

2、公司生产经营规模不变。

3、公司章程中涉及上述内容的有关部分条款作相应变更，其它条款不变。

特此申请。

江苏南顺面粉有限公司
2010-12

**江苏南顺面粉有限公司（以下简称公司）
关于变更经营范围的董事会决议**

时间：2010-12-

地点：香港大浦

应出席董事会会议的董事：梁伟峰、欧阳泰能、卢诗曼

实际出席董事会会议的董事：梁伟峰、欧阳泰能、卢诗曼

会议形成决议内容：

1、同意公司经营范围由原来的“加工、生产面粉及其制品、糕点、饼干、方便主食品；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。”变更为“加工、生产面粉；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。”。

2、同意公司生产经营规模不变。

3、同意公司章程中涉及上述内容的有关部分条款作相应变更，其它条款不变。

董事会成员签名：

梁伟峰 _____

欧阳泰能 _____

卢诗曼 _____

**关于江苏南顺面粉有限公司（以下简称公司）
变更经营范围的投资方决定**

时间：2010-12-

地点：香港大浦

投资方形成决定如下：

1、同意公司经营范围由原来的“加工、生产面粉及其制品、糕点、饼干、方便主食品；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。”变更为“加工、生产面粉；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。”。

2、同意公司生产经营规模不变。

3、同意公司章程中涉及上述内容的有关部分条款作相应变更，其它条款不变。

投资方（盖章）：

法定代表人签字：

江苏南顺面粉有限公司章程修正文件

按照公司章程规定及投资方、董事会意见，现对章程中有关条款作出如下修正：

<p>章程 第 二 章</p> <p>第 六 条</p>	<p>原表述为：</p> <p><u>加工、生产面粉及其制品、糕点、饼干、方便主食品；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。</u></p>
	<p>现修改为：</p> <p><u>加工、生产面粉；自用小麦的收购、加工。小麦的国内批发（涉及许可证经营的，按照国家有关规定办理相关手续后经营）。</u></p>

投资方：香港面粉厂有限公司（盖章）

法定代表人（签字）：

江苏南顺面粉有限公司（盖章）

法定代表人（签字）：

年 月 日

申请变更委托书

宜兴市商务局：

兹委托沈玲女士申请办理江苏南顺面粉有限公司经营范围的变更事项。

同时承诺：

- 1、所提交的文件、证件和相关资料真实、合法、有效；
- 2、所有签字真实有效；
- 3、所有复印文本与原件一致；

对因提交虚假文件、证件、签名所引发的一切后果承担全部法律责任。

委托方（江苏南顺面粉有限公司）（公司印章）：

法定代表人（签字）：

联系电话：

传真：

被委托人签字：

联系电话：

传真：

（粘贴被委托人身份证复印件）

年 月 日