# ! " # $ % & ' ( ) * +

ZHEJIANG SHANGFENG INDUSTRIAL HOLDINGS. , LTD



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＃＄％＆'（）＆'＊＋＃"，-．／０１２３４５６７８．９：；＜＝＞？@ＡＢＣＤＥＦＧＨＩＪＫＬＭ＜９ＮＯ＜ＰＱＲ＜ＳＴＵＶ）ＷＸＹ４Ｚ

＄％＆'［＼］＾＿｀９ａｂｃｄｅｆｇ＿｀）（ｈｉｊｋＹｌｍ（ｈｎｏｌｐｑｒｓｔｕｖｗ＊＋＃＄％2007 ！ ｘ"，ｙＫａｂ"，ＬＭ９ＱＲＺ

ｚ｛｜｝＆'～＄•国Ｅ书面委托罗建平｜｝＆'代为•席＆'（议Ｆ行使表决权Ｚ

吴建南｜｝＆'～＄•国未•席＆'（议Ｚ

辛金国｜｝＆'～故未•席＆'（议Ｚ

＄％2007 ！ ｘａｂ"，未经审ｈ。

ZHEJIANG SHANGFENG INDUSTRIAL HOLDINGS CO. LTD ZJSF

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0575 82366328

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0575 82366328

sfzhquan@shangfeng.net

312375

http:// www.shangfeng.net

sfzhquan@shangfeng.net

http://www.cninfo.com.cn

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3300001001386

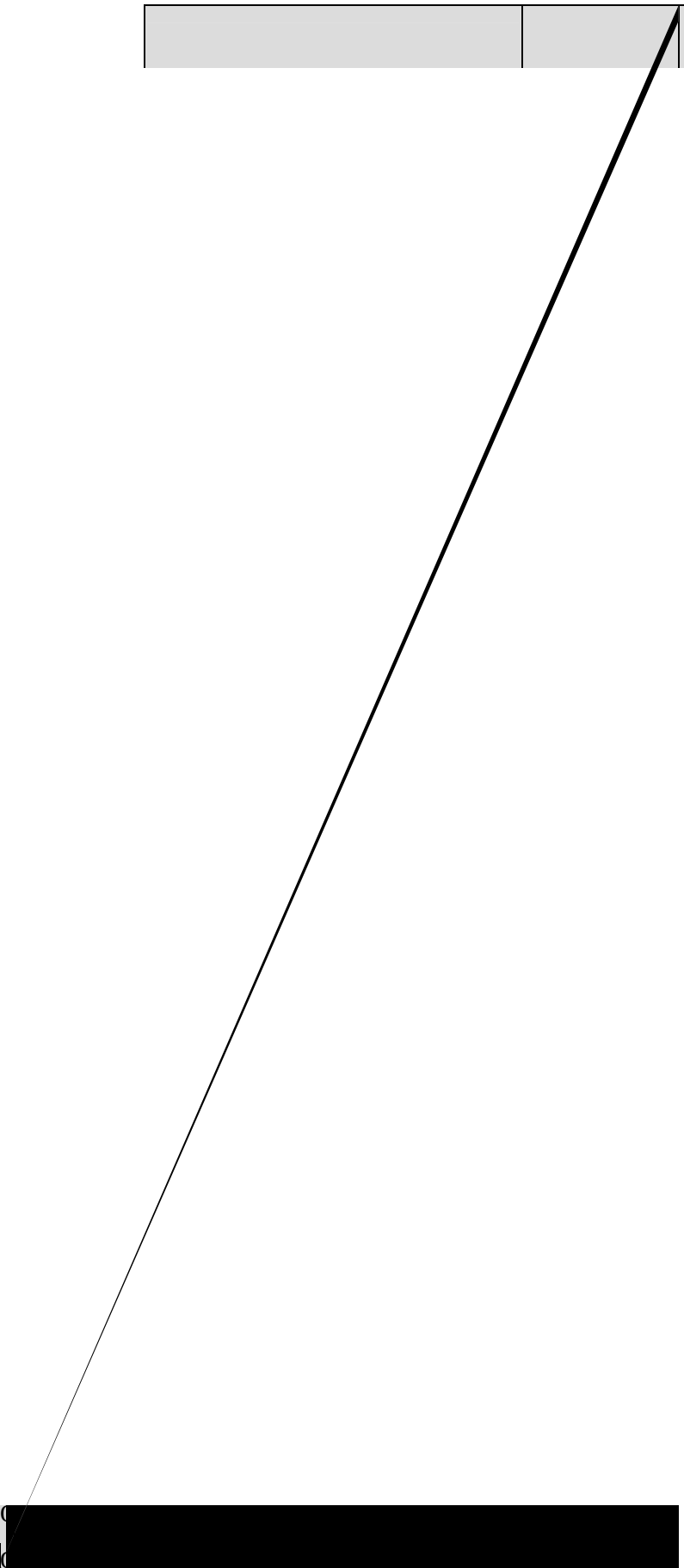
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2 ! > ? @ Q H B C U V W D R ! U V W X Y D R Z D [ \ P

| 10 | | | | | |
|---|---|---|---|---|---|
| | | | | | |
| | | 39.56% | 54,106,251 | 54,106,251 | 49,100,000 |
| | | 10.58% | 14,477,429 | 14,477,429 | 14,477,429 |
| | | 2.68% | 3,663,690 | 3,663,690 | |
| | | 1.85% | 2,530,000 | 2,530,000 | |
| | | 1.64% | 2,238,922 | 2,238,922 | |
| | | 1.44% | 1,970,251 | 1,970,251 | |
| | | 1.19% | 1,628,307 | 1,628,307 | |
| | | 1.09% | 1,487,190 | | |
| | | 0.88% | 1,200,000 | 1,200,000 | |
| | | 0.76% | 1,041,239 | | |

| 10 | | |
|---|---|---|
| | | |
| | 1,487,190 | |
| | 1,041,239 | |
| | 521,303 | |
| | 407,000 | |
| | 386,304 | |
| | 357,729 | |
| | 323,402 | |
| | 294,303 | |
| | 269,800 | |
| | 240,000 | |

L L

3 ! U 10 W ] ^ _ ` a D R Z D & b G ^ _ ` a

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|---|---|---|---|---|
| | 54,106,251 | 2007-09-21 | 54,106,251 | ' ( ! ) * + , - . / 0 ! 1 2 3 4 5 , - . + 6 # 5.50 / 7 ' ( 8 9 : ; < = > ? @ A B C D E F % |
| | | 2007-09-21 | 6,839,304 | |

> ? @ A B C n o ! p o ! q r s t 0 u l ] Z ] B C D v P

T U V W X Y #2007 4 15 Z [ \ ] ^ 3 ^ ) _ ` a b a , c d e W f \ %

1 ! B C > ? @ A " w x % y z S / g h i j k l M l m n o p n h l q n r s t k " r u v P w P 0 1 x o 0 y z % { | } f ~ k r • l %

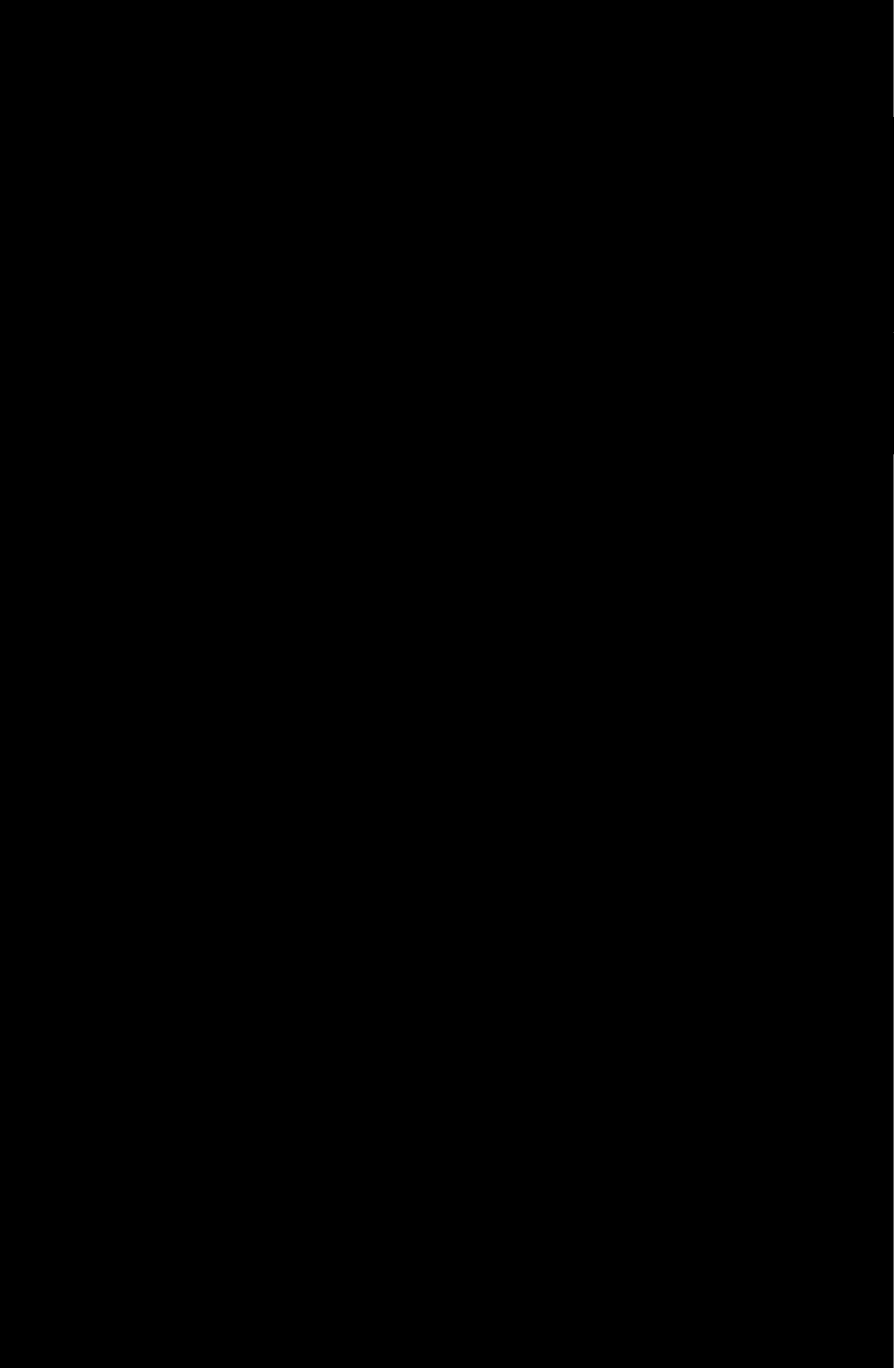
2 ! F { 7 w | \ } ~

2007 1 6 63963.77 542%0 1971.82 1165%0 2286.42 1300% " # 1995.62 1054%%

2007 j i • j c o x ! x ! X O e ] 7 w c j = * P ] ^ B C e w x 55719.85 4 ch j @ 17.30% cw x 1118.81 4 ch j @ 11.95% c 1370.32 4 c h j @ 35.19% P 7 w " { A d g ! $ % s t i B C y m # P

2007 j i • j c o x j 7 w , c e I J ! c h ! L ] ^ h c ] Y Y ! x ! G L P > ? @ A c o x H Z P

| | | | | |
|---|---|---|---|---|
| | 2007 1-6 | 2006 1-6 | % | |
| w x | 639,637,660.93 | 99,573,699.89 | 542% | E P % |
| w x | 19,718,175.36 | -1,851,583.40 | 1165% | E P % |
| ; | 13,024,215.64 | 395,12,0 T2 ,(3) Tj/F5+15.19,718,175 | | 681.36 0.96 0.96 70.96 re |



1165% { | / X f 1 h l } [ 02

# 2006 8 P 75% 7

1118.81 03 2007 6 2766234 1368.86 %

{ | / X f [ #

%

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# 2006 8 2006 E { j {

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10%

h l !1-6

-605,070.89 06 2,766,234 13,688,559.06 %

1

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2006 b a , P

a 4500 ! " $ s

# $ % & % ' ( 7 ) %

* + , E % X - { | f

1 # 2006 8 . P 75%

+ / 0 C { [ 0

2 h l 17,907,777 7,266,234 #

2007 6 12 & % # 2007 6 12 8 2007 6 6 30 ,

2,766,234 7 ; +66

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! > ? @ A p + ) > i B ] B C a H G B ?
! ] P

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# D E F G H

h 2007 06 30

| | | | Y | |
|---|---|---|---|---|
| | | | | |
| | 175,815,691.65 | 94,282,826.34 | 86,877,442.80 | 42,836,722.89 |
| T | | | | |
| | | | | |
| | | | | |
| F | 107,801,536.89 | | 36,990,806.32 | 1,314,536.00 |
| F • | 266,372,435.47 | 104,214,477.50 | 339,701,649.64 | 110,040,267.97 |
| * | 12,992,121.81 | 5,457,942.42 | 9,536,108.54 | 3,276,293.21 |
| F p | | | | |
| F ; p • | | | | |
| F ; p h | | | | |
| F | | | | |
| F | 20,275,198.39 | 58,088,284.51 | 10,784,863.26 | 49,046,656.62 |
| | 95,498,145.71 | 27,536,580.98 | 75,721,746.03 | |

| | | | | |
|---|---|---|---|---|
| e | | | | |
| | 181,700,000.00 | 81,000,000.00 | 82,760,000.00 | 26,000,000.00 |

h 2007 1-6

| | | | | |
|---|---|---|---|---|
| | | | | |
| | 639,637,660.93 | 80,259,147.35 | 99,573,699.89 | 96,651,818.35 |
| | 639,637,660.93 | 80,259,147.35 | 99,573,699.89 | 96,651,818.35 |
| | | | | |
| p | | | | |
| d r | | | | |

h 2007 1-6

| | | | | |
|---|---|---|---|---|
| | | | | |
| } | 7[illegible]9,524,076.30 | 77,632,393.29 | 100,741,398.82 | 99,638,4 1.2 9.12 re h W |

 CTj /F5+3 9.1

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|---|---|---|---|---|
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| | | 20,000,000.00 | | |
| | | | | |
| r | | | | |
| | | | | |
| A | 12,998,713.11 | 20,772,678.57 | 13,563,243.72 | 588,974.42 |
| | 10,528,871.29 | 2,730,336.83 | -6,822,126.72 | 5,417,142.58 |
| | | | | |
| | | | | |
| | | | | |
| | 184,000,000.00 | 74,000,000.00 | 9,000,000.00 | 9,000,000.00 |
| j | | | | |
| | | | | |
| A | 184,000,000.00 | 74,000,000.00 | 9,000,000.00 | 9,000,000.00 |
| | 111,000,000.00 | 19,000,000.00 | | |
| ; • | 12,899,273.84 | 1,340,838.56 | 683,514.99 | 492,388.47 |
| | | | | |
| | | | | |
| A | 123,899,273.84 | 20,340,838.56 | 683,514.99 | 492,388.47 |

w .48 re f540.96 356.13.20 TD (;) Tj/F5+1 9.12 Tf9/

| | | | | | | | | | | | | | | | | | | |
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| 1. | | | | | | | | | | | | | | | | | | |
| 2 | | | | | | | | | | | | | | | | | | Oh > |
| 3 | | | | | | | | | | | | | | | | | | |
| ; • | | | | | | | | | | | | | | | | | | |

1 > 370.32 404.64 0.48 15.6 re f( 370.04 0 TD ( ) Tj 25.92 0 TD 3Tj 45.6 0 TD ( ) Tj 4 0 TD 3TD ( ) Tj 50.16 0 TD ( 0 TD 39.2 0 TD ( ) Tj 23.28 0 TD 3TD ( ) Tj 50.16 .16 0. 0 TD 30 TD ( ) Tj 48.72

# I J 0 H K L

**M N * + O P Q R**

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[1993]51 s h n # 1993 11 18 !

f 3300001001386 % 136,786,080.00 136,786,080

1 4 f A 84,136,080.00

52,650,000.00 % % 1 330 1" %" 1 MI

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f ! 8 f % ! + &

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8 + %

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f y t 3 %

B. F

F ( F • F )x + h b ! , !

& , X / X, & Y ~

%

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,4 %

B. y , i

B , a %

C. ! + & t , .

(3)

e , • y E,

j :

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, 8 f h %! T * $ ,

7 E E p % * $ E

A F ! • h ,+ * $ y %

8 ,o 7 , 8 7 j

,/ 8 C ? • + I , + h 7 !?

f ? , %

B.

& t j , C 7 t •

, $ , 8 f C p.12pff#9.1#2

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+ • 181 1 5% 1-2 10% • 2-3

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1 5% 0 • 1-2 10% 0 • 2-3

30% 0 • 3 60% %

& ! V F * 8 • h %

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(2) 9 t %

F s h Y f • • h %

( ) ) T

1 ! H , } } f # ,

! } C ! , , P @ %

2 %

/ P • j / P = 4 T 0 h } =

G T j h } G T 0 # ? j h } F e V

C G f 0 } • 0 j } = 4 T 0 6

} % x %

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J ; 8 %

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E 0 (2) & %

( ))

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+ F ( & ) + e Y ~ 8 ( !

e Y ~ 8 ) 0

(2) & V ! & $ V F

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e Y ~ 8 ( ! e Y ~ 8 ) + 8

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r m s t k

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s t k q n

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| k | k h | 120 | k | 84 | 70.00 |
| q | | | | | |
| n | k h | 100 | q l n | 60 | 60.00 |
| h l | | | | | |
| n | k h | 400 | k | 400 | 100.00[ 1] |
| k | k h | 30 | k | 21 | 70.00 |
| m | k h | 800 | k | 640 | 80.00 |
| h l n | k h | 500 | k | 375 | 75.00[ 2] |

x | ! 8 0h T D (0 & ).+ 61. 6 0 T D ( ) Tj /F5 12 Tf 9.12( ) Tj /F5+40 j / F 5 1 2 T f 9 . 1 2 ( ) T j / F 5 + f11.28 0 T2()] Tj/F1 Tj/F512 Tf9.12() Tj/F5+40

x | ! 8 0 T D (k0 & ) 1 + 6 1 . 6 %12 Tf22.3

H (%)

n g h 6500 n 6500 100.00

**p N q r s t**

+ y ; • %

**u N \ ] I J 0 H i > L v**

1

(1) [

| | Y | |
|---|---|---|
| | 1,275,081.41 | 194,641.92 |
| | 66,943,068.16 | 109,713,368.27 |
| | 18,659,293.23 | 65,907,681.46 |
| | 86,877,442.80 | 175,815,691.65 |

(2) —

| | Y | |
|---|---|---|

| | Y | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | (%) | h | | | (%) | h | |
| 1 | 283,630,439.65 | 71.92 | 3,908,255.34 | 279,722,184.31 | | | | |



279.

| | | | | |
|---|---|---|---|---|
| 3 | 739,214.86 | 7.75 | 739,214.86 | 5.68 |
| | 9,536,108.54 | 100 | 12,992,121.81 | 100 |

(2) 5% ( k 5%) t " %

(3) * T / X

* { | * > T %

8

(1) [

| | Y | | | | | |
|---|---|---|---|---|---|---|
| | | h | | | h | |
| | 2,697,285.51 | | 2,697,285.51 | | | |
| / P | 20,313,673.58 | 657,896.23 | 19,655,777.35 | 31,869,867.20 | 657,896.23 | 31,211,970.97 |
| | 25,593.49 | | 25,593.49 | | | |
| 6 } | 3,638,993.85 | | 3,638,993.85 | 3,962,560.16 | | 3,962,560.16 |
| | 2,183,018.64 | | 2,183,018.64 | 524,645.88 | | 524,645.88 |
| h } | 1,905,824.61 | | | | | |

D( ) TjET Q q 288268.4 8.64 1

(D (/F12 0$TD ( )459.48 03j/F8

| | | | |
|---|---|---|---|
| | 1,038,224.98 | 225,671,230.81 | 254,632,746.03 |

14 !

| | | | | | | |
|---|---|---|---|---|---|---|
| | Y | | ? | | | $ |

| F | Y | |
|---|---|---|
| | 194,824,489.55 | 145,686,687.97 |

20 *

| * | Y | |
|---|---|---|
| | 26,035,571.24 | 46,971,124.97 |

21 F

| | Y | |
|---|---|---|
| | 14,572,806.43 | 2,622,193.76 |
| ; < n | 22,012.36 | 44,230.34 |
| | 1,648,698.00 | 811,058.93 |
| * | 953,928.26 | 87,178.91 |
| | 73,630.27 | 293,021.34 |
| | 6,274.72 | 4,764.68 |
| | 28,348.08 | 28,348.08 |
| ] | 10,664.80 | 15,046.40 |
| ] | 8,581.55 | 15,046.40 |
| M n | 13,730.53 | 11,438.31 |
| | 17,338,675.00 | 3,932,327.15 |

22 F

| F | Y | |
|---|---|---|
| | 97,799,261.12 | 70,723,520.18 |

23 *

| * | Y | |
|---|---|---|
| | 239,70 | |

| | | |
|---|---|---|
| D | 300,000.00 | 300,000.00 |
| D | 9,000,000.00 | 9,000,000.00 |
| | 9,300,000.00 | 9,300,000.00 |

25

| | | Y | | + - | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | j | = | > ? | | A | | |
| | | | (%) | | | | | | | (%) |
| | 1 | | | | | | | | | |
| | 2 | | | | | | | | | |
| | 3 | 84,136,080.00 | 61.51 | | | | | | 84,136,080.00 | 61.51 |
| | | | | | | | | | | |
| | | 84,136,080.00 | 61.51 | | | | | | 84,136,080.00 | 61.51 |
| | | | | | | | | | | |
| | 4 | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | 84,136,080.00 | 61.51 | | | | | | 84,136,080.00 | 61.51 |
| | 1 | 52,650,000.00 | 38.49 | | | | | | 52,650,000.00 | 38.49 |
| | 2 | | | | | | | | | |
| | 3 | | | | | | | | | |
| | 4 | | | | | | | | | |
| | | 52,650,000.00 | 38.49 | | | | | | 52,650,000.00 | 38.49 |
| | | 136,786,080.00 | 100.00 | | | | | | 136,786,080.00 | 100.00 |

26 >

| | | | | |
|---|---|---|---|---|
| | 254,706,647.26 | 939,805.27 | | 255,646,452.53 |
| h | 34,324,446.41 | | 310,000.00 | 34,014,446.41 |
| T | 22,296.19 | | | 22,296.19 |
| | 289,053,389.86 | 939,805.27 | 310,000.00 | 289,683,195.13 |

> 310,000.00 j F %

27 >

| | Y | | | |
|---|---|---|---|---|
| > | 26,228,833.88 | | | 26,228,833.88 |
| | 11,923,682.34 | | | 11,923,682.34 |
| | 38,152,516.22 | | | 38,152,516.22 |

28 ; •

| | |
|---|---|
| Y ; • | -105,663,262.59 |
| | 19,956,154.48 |
| | |
| | -85,707,108.11 |

1 19,956,154.48 , ? %

29

(1) [

| | | |
|---|---|---|
| 1. T | 80,000.00 | 80,000.00 |
| 2. T | -744,343.42 | -317,945.65 |
| 3. | 13,688,559.06 | 999,395.26 |
| 4. 8 & @ r | | |
| 5. ( ) | | -410,259.06 |

2,766,234 13,688,559.06 %

.

1 F

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| | Y | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | (%) | h | | | (%) | h | |
| 1 | 71,040,202.79 | 45.14 | 3,552,010.14 | 67,488,192.65 | 26,165,691.26 | 17.11 | 2,592,567.84 | 23,573,123.42 |
| 1- 2 | 21,517,705.88 | 13.67 | 2,151,770.59 | 19,365,935.29 | 51,371,331.10 | 33.58 | 3,327,111.12 | 48,044,219.98 |
| 2-3 | 11,142,465.03 | 7.08 | 4,598,344.35 | 6,544,120.68 | 15,170,891.29 | 9.92 | 3,426,829.96 | 11,744,061.33 |
| 3 | 53,692,978.84 | 34.11 | 37,050,959.49 | 16,642,019.35 | 60,258,352.26 | 39.39 | 39,405,279.49 | 20,853,072.77 |
| | 157,393,352.54 | 100 | 47,353,084.57 | 110,040,267.97 | 152,966,265 | | | |

-0.24 Tc (7) Tj0.1 Tc (6) Tj3 Tj0 Tc (35) Tj-0.24 Tc 2.152, 00 3 5 + 5

| | | | | |
|---|---|---|---|---|
| | 800,000.00 | | | 800,000.00 |
| | 201,820,181.71 | 68,001,543.53 | 9,480,865.71 | 260,340,859.53 |

(2) —

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|---|---|---|---|---|
| g | | Y ~ | | |

q l n 20 4,999,42610.32 re h W nBT345.36 74 0 TD ( ) Tj/F5+2 9.12 Tf9.12 0

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| -410,259.06 |
| -441,342.33 |

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| | | |
|---|---|---|
| h l n | | 17,654.00 |
| | 6,247,904.40 | |
| P F | 208,452,853.77 | |
| 0 | 89,993,315.58 | |

Q33.12 0.48 D9.12 Tf 18 0 TD (Q) 0 TD -0.24 Tc (T) 37,655,6(XT) Tj /F5+1 9.12 Tf 26.88 0 TD (O) Tj /F5+1 9.12 T

| | | |
|---|---|---|
| 0 | 3,000,000.00 | |
| A | 5,048,205.68 | 2,323,055.41 |
| (3) * | | |
| k | | 1,503.00 |
| h l | 383,250.14 | 329,259..21 |
| 0 | | 5400.00 |
| A | 383,250.14 | 336,162.21 |
| (4) F | | |
| L 0 h | | 1400.00 |
| k | 1,731,361.53 | 4,771,970.79 |
| l | 188,411.00 | 174,504.27 |
| 0 | 27,196,130.49 | 53,476,810.72 |
| A | 29,115,903.02 | 58,424,685.78 |
| (5) * • | | |
| P F | 30,811,933.41 | |
| A | 30,811,933.41 | |
| (6) F | | |
| | 49,713,572.32 | 31,846,643.00 |
| P | 1,613,742.82 | 1,613,742.82 |
| h l | 6,344.90 | 16,344.90 |
| | | 48,000,000.00 |
| | | 100,000.00 |
| A | 51,333,660.04 | 81,576,730.72 |

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| | (%) | | | | | | | |
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| | 0 | | = 4 | | 0 | | = 4 | |
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| | 5.20 | -0.52 | 5.07 | -0.48 | 0.1442 | -0.0135 | 0.1442 | -0.0135 |
| | 5.27 | 0.48 | 5.13 | 0.45 | 0.1459 | 0.0126 | 0.1459 | 0.0126 |
| \ | 2.56 | -0.36 | 2.50 | -0.33 | 0.0710 | -0.0093 | 0.0710 | -0.0093 |

f x X T :

1. 0

(1) 0 = /

(2) 0 = /

2. = 4

(1) = 4 (ROE)

ROE=P/(E0+NP/2+EI/M0-EJ*MJ/M0)

:P f 0NP f 0E0 f Y 0EI f j ? @

0EJ f ; < @ 0M0 f 0MI f ( 8

0MJ f ( 8 .

(2) = 4 (EPS)

EPS=P/(S0+S1+SI*MI/N0-SJ*MJ/M0)

:P f 0S0 f Y 0S1 f X > ? ; • @

0SI f j ? @ 0SJ f X @ 0M0 f

0MI f ( 8 0MJ f ( 8 .

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| 2006.1.1 6.30 / h S | 1,729,550.64 |
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| 2006.1.1 6.30 " # h S | 1,729,550.64 |
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| | 1,729,550.64 |

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|---|---|
| 73,817,218.54 | 73,817,218.54 |
| 15,237,600.86 | 15,237,600.86 |
| 11,333,952.63 | 9,967,623.59 |
| | |
| 351,190.55 | 351,190.55 |
| 1,729,550.64 | 1,729,550.64 |

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| | | ? | ? | |
| ,779.17 | 2,250,748.32 | | 1,810,288.09 | 57,685,239.40 |
| ,959.09 | | | | 1,163,959.09 |
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| ,224.98 | | | | 1,038,224.98 |
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3h2 . 5 6 7 j / F 5 + 1 9 . 1 2 T f 9 . 1 2 0 T D ( ! ) T j / F ( ] ) T j 0 T ; + 0 9 . 1 2