

## DIRECTORS' REPORT

### 董事會報告

The Directors have pleasure in presenting their report together with the audited financial statements for the year ended 31 December 2005.

#### Group Reorganisation and Listing

The Company was incorporated in the Cayman Islands with limited liability under the Companies Law (2004 Revision) of the Cayman Islands.

In preparation for the public listing of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company has undergone a series of reorganisations (the "Reorganisation"). Details of the Reorganisation are set out in Appendix VII to the Prospectus of the Company dated 22 November 2005 (the "Prospectus").

The Company's shares were listed on the Main Board of the Stock Exchange (the "Listing") on 2 December 2005.

#### Principal Activities

The Group is principally engaged in property development and property investment businesses in Suzhou, the PRC and through investment in an associated company, in property investment business in Beijing, the PRC.

#### Results and Appropriations

The results of the Group for the year ended 31 December 2005 and the state of affairs of the Group and the Company at that date are set out in the financial statements on pages 43 to 97.

The Directors recommend the payment of a final dividend of HK1.8 cents per share for the year ended 31 December 2005, which will be satisfied by allotment of new shares of the Company, by way of scrip dividend, with an alternative to shareholders to elect to receive such final dividend (or part thereof) in cash in lieu of such allotment.

#### Share Capital

Details of the movements in the share capital of the Company are set out in note 25 to the financial statements.

#### Use of Proceeds from the Company's Initial Public Offering

The proceeds from the Company's issue of new shares at the time of its listing on the Stock Exchange on 2 December 2005, after deduction of related issuance expenses, amounted to approximately HK\$82.1 million. These proceeds were applied during the year ended 31 December 2005 in accordance with the proposed application set out in the Prospectus, as follows:

- approximately HK\$21.7 million was used for partial settlement of the purchase cost of a piece of land in Wuzhong District in Suzhou;

董事欣然提呈其年報連同截至二零零五年十二月三十一日止年度之經審核財務報表。

#### 集團重組及上市

本公司根據開曼群島公司法(二零零四年修訂版)在開曼群島註冊成立為有限公司。

為籌備本公司股份於香港聯合交易所有限公司(「聯交所」)上市,本公司已進行了一系列的重組(「重組」)。有關重組詳情已載於本公司日期為二零零五年十一月二十二日之招股章程(「招股章程」)附錄七內。

本公司股份自二零零五年十二月二日起在聯交所主板上市(「上市」)。

#### 主要業務

本集團主要在中國蘇州市從事物業發展及物業投資業務,以及透過投資於一間聯營公司在中國北京市從事物業投資業務。

#### 業績及分派

本集團截至二零零五年十二月三十一日止年度的業績及本公司於該日的業務狀況載於第43至97頁的綜合收益表。

董事會建議派付截至二零零五年十二月三十一日止年度的末期息每股1.8港仙,將透過以股代息方法配發本公司新股支付。股東亦可選擇以現金收取該等末期股息(或其部份)以代替有關配發。

#### 股本

本公司股本的變動詳情載於財務報表附註25。

#### 本公司首次公開招股所得款項之用途

本公司在二零零五年十二月二日於聯交所上市發行新股份時所得之款項淨額經扣除相關發行費用後,約為82,100,000港元。於截至二零零五年十二月三十一日止年度期間,已把所得之款項根據招股章程內列明之建議應用如下:

- 約21,700,000港元用於支付購買蘇州市吳中區一幅土地的部份成本;



### Use of Proceeds from the Company's Initial Public Offering (Cont'd)

- approximately HK\$27.4 million was kept in interest-bearing bank accounts and reserved for settling the balance of the purchase cost of a piece of land in Wuzhong District and the preliminary construction cost in Suzhou;
- approximately HK\$29 million was used for repayment of bank loan; and
- approximately HK\$4.0 million was applied as additional working capital of the Group.

### Reserves

Details of the movements in the reserves of the Group and the Company during the year are set out in note 27 to the financial statements.

### Donations

During the year, the Group made charitable and other donations of HK\$1 million.

### Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group are set out in note 12 to the financial statements.

### Principal Properties

Details of the principal properties for investment purposes, held for sale and under development are set out on pages 99 to 102.

### Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's articles of association and there was no restriction against such rights under the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### Group Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last four financial years is set out on page 98.

### Purchase, Sale or Redemption of Securities

The Company has not redeemed any of its shares during the year. Other than the issue of 640,321,399 shares by the Company during the year (including 168,000,000 shares issued upon the listing of the shares of the Company on the Stock Exchange on 2 December 2005), neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

### 本公司首次公開招股所得款項之用途 (續)

- 約27,400,000港元存於帶息銀行戶口及保留作支付購買蘇州市吳中區一幅土地及其前期建築費用之成本餘額；
- 約29,000,000港元作償還銀行貸款；及
- 約4,000,000港元已撥作本集團之額外營運資金。

### 儲備

本集團及本公司之儲備於年內之變動情況乃載於財務報表附註27。

### 捐贈

本集團於本年度內作出的慈善捐贈及其他捐贈為1,000,000港元。

### 物業、廠房及設備

本集團之物業、廠房及設備之變動詳情載於財務報表附註12。

### 主要物業

作投資用途的主要物業，待售及發展中物業之詳情載於第99至102頁。

### 優先購股權

本公司的組織章程細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

### 集團財務摘要

本集團過去四個財政年度之業績以及資產及負債摘要載於第98頁。

### 購回、出售或贖回上市證券

本公司於本年內並無贖回本公司任何股份，除本公司於本年內發行640,321,399股股份(包括於二零零五年十二月二日本公司在聯交所上市發行之168,000,000股股份)外，本公司及其附屬公司於本年內並無買入或出售本公司任何股份。

## DIRECTORS' REPORT

### 董事會報告

#### Directors

The directors of the Company during the year were as follows:

##### Executive Directors

Mr. TAOCHAIFU Choofuang (*also known as CF Tao*) (*Chairman*)  
 Mr. TAO Richard (*Vice Chairman*)  
 Mr. TAOCHAIFU Porn (*also known as Paul Tao*) (*Managing Director*)  
 Mr. KONG Mui Sum Lawrence  
 Mr. YIM Chun Leung

##### Non-Executive Director

The Hon. CHAN Bernard Charnwut (appointed on 14 November 2005)

##### Independent Non-Executive Directors

Mr. WONG Gary Ka Wai (appointed on 14 November 2005)  
 Mr. SUN Leland Li Hsun (appointed on 14 November 2005)  
 Mr. CHAN Norman Enrique (appointed on 14 November 2005)

In accordance with the Company's articles of association, Mr. TAO Richard, Mr. KONG Mui Sum Lawrence and Mr. YIM Chun Leung will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

#### Biographical Details of Directors and Senior Management

Biographical details of the Directors and senior management are set out on pages 18 to 21.

#### Directors' Service Contracts

Each of the executive directors of the Company has entered into a service contract with the Company for an initial term of two years commencing on 1 December 2005 (the "Commencement Date"), which will continue thereafter provided that either the Company or the executive director may, after 6 months of the Commencement Date, terminate the appointment of the executive director by giving to the other party not less than 3 months' written notice of termination or by payment in lieu of such notice.

The non-executive director and each of the independent non-executive directors of the Company has entered into letters of appointment with the Company for a term of three years commencing on 14 November 2005 and may be terminated by either party by giving one month's written notice.

Save as disclosed above, none of the directors of the Company has a contract of service with the Company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (except for statutory compensation).

#### 董事

年內任職的董事如下：

##### 執行董事

陶哲甫先生 (別名CF Tao) (主席)  
 陶家祈先生 (副主席)  
 陶錫祺先生 (別名Paul Tao) (董事總經理)  
 江森森先生  
 嚴振亮先生

##### 非執行董事

陳智思先生 (於二零零五年十一月十四日獲委任)

##### 獨立非執行董事

王家偉先生 (於二零零五年十一月十四日獲委任)  
 孫立勳先生 (於二零零五年十一月十四日獲委任)  
 陳樂文先生 (於二零零五年十一月十四日獲委任)

根據本公司之組織章程細則，陶家祈先生、江森森先生及嚴振亮先生將於應屆股東週年大會告退，惟彼符合資格並願意膺選連任。

#### 董事及高級管理層之履歷

董事及高級管理層之履歷詳情載於第18至21頁。

#### 董事之服務合約

各執行董事已與本公司訂立服務合約，初步任期為二年，由二零零五年十二月一日開始(「開始日期」)，於開始日期的六個月後，本公司或執行董事可終止其執行董事的任命，其中一方可向另外一方發出不少於三個月的書面通知或代通知金。

本公司之非執行董事及各獨立非執行董事已與本公司訂立服務合約，任期由二零零五年十一月十四日起計，任期為三年，若終止其服務合約，其中一方可向另外一方發出一個月的書面通知。

除上文披露者外，本公司之董事與本公司或其附屬公司之間並無訂立任何於毋須賠償(法定賠償除外)情況下可於一年內終止之服務合約。



### Directors' Interests in Contracts

Details of Directors' interest in contracts of significance in relation to the Group's business are set out in the section headed "Connected Transactions and Continuing Connected Transactions" in this report.

### Directors' and Chief Executives' Interests in the Shares and Underlying Shares of the Company

As at 31 December 2005, the Directors had the following interests in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company pursuant to section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Rules Governing the Listing of Securities of the Stock Exchange ("Listing Rules"):

#### Long position in ordinary shares of HK\$0.01 each in the Company

Name of Director	Personal Interest	Family Interest	Corporate Interest	Total	Approximate percentage of the Company's issued share capital 本公司已發行股本之概約百分比
董事姓名	個人權益	家族權益	公司權益	總計	
Mr. TAOCHAIFU Choofuang (Note) 陶哲甫先生 (附註)	Nil 無	Nil 無	257,373,900	257,373,900	40.19%
Mr. TAO Richard 陶家祈先生	6,577,300	Nil 無	Nil 無	6,577,300	1.03%
Mr. TAOCHAIFU Porn 陶錫祺先生	6,577,300	Nil 無	Nil 無	6,577,300	1.03%
Mr. KONG Mui Sum Lawrence 江淼森先生	1,644,000	Nil 無	Nil 無	1,644,000	0.25%
Mr. YIM Chun Leung 嚴振亮先生	822,000	Nil 無	Nil 無	822,000	0.13%

Note:

Belbroughton Limited ("Belbroughton") is the legal and beneficial owner of 257,373,900 shares. Belbroughton is wholly-owned by Seal United Investments Limited, which in turn is owned by Mr. TAOCHAIFU Choofuang and his spouse, Mrs. TAO POON Lai Yew Nancy in equal proportion. Accordingly, Mr. TAOCHAIFU Choofuang is deemed to be interested in the 257,373,900 shares held by Belbroughton.

Save as disclosed above, none of the Company's Directors, chief executives and their associates, had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO at the date of this report.

### 董事的合約權益

董事的合約權益與本集團業務有關重大合約的詳情載於本年報內「關連交易及持續關連交易」一節中。

### 董事及主要行政人員於本公司的股份及相關股份中擁有的權益

於二零零五年十二月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352節所置存的登記冊所示，董事於本公司的股份及相關股份中擁有的權益，或根據聯交所證券上市規則（「上市規則」）所載董事進行證券交易的標準守則須以其他方式知會本公司及聯交所的權益如下：

#### 本公司每股面值0.01港元的普通股之好倉

Name of Director	Personal Interest	Family Interest	Corporate Interest	Total	Approximate percentage of the Company's issued share capital 本公司已發行股本之概約百分比
董事姓名	個人權益	家族權益	公司權益	總計	
Mr. TAOCHAIFU Choofuang (Note) 陶哲甫先生 (附註)	Nil 無	Nil 無	257,373,900	257,373,900	40.19%
Mr. TAO Richard 陶家祈先生	6,577,300	Nil 無	Nil 無	6,577,300	1.03%
Mr. TAOCHAIFU Porn 陶錫祺先生	6,577,300	Nil 無	Nil 無	6,577,300	1.03%
Mr. KONG Mui Sum Lawrence 江淼森先生	1,644,000	Nil 無	Nil 無	1,644,000	0.25%
Mr. YIM Chun Leung 嚴振亮先生	822,000	Nil 無	Nil 無	822,000	0.13%

附註：

Belbroughton Limited（「Belbroughton」）為257,373,900股股份的合法實益擁有人。Belbroughton乃由Seal United Investments Limited全資擁有，其為陶哲甫先生及陶潘麗瑤女士（為陶哲甫先生的配偶）按相等比例擁有。因此，陶哲甫先生被視為擁有Belbroughton所持257,373,900股股份的權益。

除上文披露者外，截至本年報日期為止，本公司之董事、主要行政人員及彼等之聯繫人士概無於本公司或其任何相聯法團之股份及相關股份擁有任何權益或淡倉，而需按證券及期貨條例第352節記錄。

## DIRECTORS' REPORT

### 董事會報告

#### Substantial Shareholders' Interests in Shares and Underlying Shares of the Company

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31 December 2005, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital:

#### Long position in ordinary shares of HK\$0.01 each in the Company

Name	Personal interest	Corporate interest	Total	Approximate percentage of the Company's issued share capital
名稱	個人權益	公司權益	總計	本公司已發行股本之概約百分比
Belbroughton Limited (Note 1)	Nil	257,373,900	257,373,900	40.19%
Belbroughton Limited (附註1)	無			
Seal United Investments Limited (Note 1)	Nil	257,373,900	257,373,900	40.19%
Seal United Investments Limited (附註1)	無			
Mr. TAOCHAI FU Choofuang (Note 1)	Nil	257,373,900	257,373,900	40.19%
陶哲甫先生 (附註1)	無			
Mrs. TAO POON Lai Yew Nancy (Note 1)	Nil	257,373,900	257,373,900	40.19%
陶潘麗瑤女士 (附註1)	無			
Mr. TAO Shing Pee (Note 2)	114,156,200	Nil	114,156,200	17.83%
陶欣伯先生 (附註2)		無		
Oriental Pearl International Inc. (Note 3)	Nil	41,003,200	41,003,200	6.4%
Oriental Pearl International Inc. (附註3)	無			
Mr. KINOSHITA James Hajime (Note 3)	Nil	41,003,200	41,003,200	6.4%
木下一先生 (附註3)	無			
Mrs. KINOSHITA CHEUNG Yuen Shiu Lana (Note 3)	Nil	41,003,200	41,003,200	6.4%
木下張婉笑女士 (附註3)	無			

#### Notes:

1. Belbroughton Limited ("Belbroughton") is the legal and beneficial owner of 257,373,900 shares. Belbroughton is wholly-owned by Seal United Investments Limited ("Seal United"), which in turn is owned by Mr. TAOCHAI FU Choofuang ("Mr. CF Tao") and his spouse, Mrs. TAO POON Lai Yew Nancy ("Mrs. Nancy Tao") in equal proportion. Accordingly, Seal United as well as Mr. CF Tao and Mrs. Nancy Tao are deemed to be interested in 257,373,900 shares.
2. Mr. TAO Shing Pee, the brother of Mr. CF Tao, is the legal and beneficial owner of 114,156,200 shares.
3. Oriental Pearl International Inc. is the legal and beneficial owner of 41,003,200 shares, which is owned by Mr. KINOSHITA James Hajime and Mrs. KINOSHITA CHEUNG Yuen Shiu Lana in equal proportion. Accordingly, Mr. KINOSHITA James Hajime and Mrs. KINOSHITA CHEUNG Yuen Shiu Lana are deemed to be interested in 41,003,200 shares.

#### 主要股東於本公司的股份及相關股份中擁有的權益

根據證券及期貨條例第XV部第336條須予存置的登記冊所示，於二零零五年十二月三十一日，本公司之主要股東（為本公司之發行股本的5%或以上）已通知本公司有關之權益，詳情如下：

#### 本公司每股面值0.01港元的普通股之好倉

Name	Personal interest	Corporate interest	Total	Approximate percentage of the Company's issued share capital
名稱	個人權益	公司權益	總計	本公司已發行股本之概約百分比
Belbroughton Limited (Note 1)	Nil	257,373,900	257,373,900	40.19%
Belbroughton Limited (附註1)	無			
Seal United Investments Limited (Note 1)	Nil	257,373,900	257,373,900	40.19%
Seal United Investments Limited (附註1)	無			
Mr. TAOCHAI FU Choofuang (Note 1)	Nil	257,373,900	257,373,900	40.19%
陶哲甫先生 (附註1)	無			
Mrs. TAO POON Lai Yew Nancy (Note 1)	Nil	257,373,900	257,373,900	40.19%
陶潘麗瑤女士 (附註1)	無			
Mr. TAO Shing Pee (Note 2)	114,156,200	Nil	114,156,200	17.83%
陶欣伯先生 (附註2)		無		
Oriental Pearl International Inc. (Note 3)	Nil	41,003,200	41,003,200	6.4%
Oriental Pearl International Inc. (附註3)	無			
Mr. KINOSHITA James Hajime (Note 3)	Nil	41,003,200	41,003,200	6.4%
木下一先生 (附註3)	無			
Mrs. KINOSHITA CHEUNG Yuen Shiu Lana (Note 3)	Nil	41,003,200	41,003,200	6.4%
木下張婉笑女士 (附註3)	無			

#### 附註：

1. Belbroughton Limited ("Belbroughton") 為257,373,900股股份的合法實益擁有人。Belbroughton乃由Seal United Investments Limited ("Seal United") 全資擁有，其為陶哲甫先生及陶潘麗瑤女士（為陶哲甫先生的配偶）按相等比例擁有。因此，Seal United連同陶哲甫先生及陶潘麗瑤女士被視為於該等257,373,900股股份擁有權益。
2. 陶欣伯先生（陶哲甫先生的胞兄），為114,156,200股股份的合法實益擁有人。
3. Oriental Pearl International Inc. 為41,003,200股股份的合法實益擁有人，其由木下一先生及木下張婉笑女士按相等比例擁有。因此，木下一先生及木下張婉笑女士被視為於該等41,003,200股股份擁有權益。





## Share Options

Details of the Company's share option scheme are set out in note 26 to the financial statements.

## Major Suppliers and Customers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases	
— the largest supplier	70%
— five largest suppliers combined	85%
Sales	
— the largest customer	6%
— five largest customers combined	23%

Save as the four properties purchased by the connected persons of the Group (whom constitute four of the five largest customers) as disclosed under the section headed "Connected Transactions and Continuing Connected Transactions", none of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

## Connected Transactions and Continuing Connected Transactions

During the year, the Group had the following connected and continuing connected transactions, certain details of which are disclosed in compliance with the requirements of the Listing Rules.

### A. Connected Transactions

#### 1. Four contracts to sell properties

Suzhou Garden Villa Development and Management Co., Ltd., ("SGVDM"), an indirect non-wholly owned subsidiary of the Company, has entered into four sale and purchase contracts in Chinese with four connected persons respectively for the purpose of selling to them four respective villas in the Suzhou Garden Court, with the sales were completed by the end of December 2005. Particulars of the four sale and purchase contracts are summarized as follows:

Date of the contract 合約日期	Purchaser 買方	Property 物業	Purchase Price 購買價
20 July 2005	Lakeside Consultants Limited (beneficially owned by Mr. TAO Richard, Vice Chairman)	Villa no. J505, Suzhou Garden Court	RMB6,090,000
二零零五年七月二十日	湖濱諮詢有限公司 (由副主席 陶家祈先生實益擁有)	錦麗苑第J505號別墅	人民幣6,090,000元

## 購股權

有關本公司之購股權計劃詳情載於財務報表附註26。

## 主要供應商及客戶

本集團主要供應商及客戶所佔採購及銷售百分率如下：

採購額	
— 最大供應商	70%
— 五大供應商合併計算	85%
銷售額	
— 最大客戶	6%
— 五大客戶合併計算	23%

除由本集團之關連人士(其構成五大客戶中之四位)購買四個物業外,其詳情已於「關連交易及持續關連交易」一節中披露,並無董事,其聯繫人士或任何股東(就董事所知擁有本公司股本5%以上)於本年度任何時間擁有上述供應商或客戶之權益。

## 關連交易及持續關連交易

年內,以下為本集團之關連交易及持續關連交易,其某些詳情已遵守上市規則的規定披露。

### A. 關連交易

#### 1. 銷售物業的四份合約

本公司間接非全資附屬公司蘇州錦華苑建設發展管理有限公司(「錦華苑建設」)與四名關連人士分別簽訂四份以中文訂立的買賣合約,以向彼等售出錦麗苑四幢別墅,有關銷售於二零零五年十二月底完成。有關四份買賣合約的詳情概述如下：

# DIRECTORS' REPORT

## 董事會報告

### Connected Transactions and Continuing Connected Transactions (Cont'd)

#### A. Connected Transactions (Cont'd)

##### 1. Four contracts to sell properties (Cont'd)

Date of the contract 合約日期	Purchaser 買方	Property 物業	Purchase Price 購買價
20 July 2005 二零零五年七月二十日	Lanick Group Limited (beneficially owned by Mr. TAOCHAI FU Porn, Managing Director) 朗利集團有限公司 (由董事總經理 陶錫祺先生實益擁有)	Villa no. J601, Suzhou Garden Court  錦麗苑第J601號別墅	RMB8,300,000  人民幣8,300,000元
20 July 2005 二零零五年七月二十日	Eastside Properties Limited (beneficially owned by Ms. TAO Miriam in trust for the entire benefit of Mrs. Nancy Tao, a controlling shareholder) 東方物業有限公司 (由陶蘊怡女士完全就 控股股東陶潘麗瑤女士的 利益以信託方式合法擁有)	Villa no. J602, Suzhou Garden Court  錦麗苑第J602號別墅	RMB9,520,000  人民幣9,520,000元
22 December 2005 二零零五年十二月二十二日	Ms. TAO Miriam, a daughter of Mr. CF Tao and a sister of Mr. TAO Richard and Mr. TAOCHAI FU Porn, and is therefore a connected person of the Company 陶蘊怡女士，為陶哲甫先生之 女兒及陶家祈先生及 陶錫祺先生之胞姊； 因此成為本公司的關連人士	Villa no. J501, Suzhou Garden Court  錦麗苑第J501號別墅	RMB5,500,000  人民幣5,500,000元

### 關連交易及持續關連交易 (續)

#### A. 關連交易 (續)

##### 1. 銷售物業的四份合約 (續)



**Connected Transactions and Continuing Connected Transactions (Cont'd)**

**A. Connected Transactions (Cont'd)**

**2. Financial assistance from connected persons for the benefit of the Group**

The Group has obtained banking facilities from certain banks prior to the Listing. Some of these banking facilities were secured by security provided by certain connected persons of the Company, who have not required the provision of any security from the Group for such financial assistance provided to the Group. Upon the listing of the Shares on the Main Board in December 2005 ("Listing"), the security provided by these connected persons of the Company for the aforesaid banking facilities (part of these banking facilities amounted to HK\$29 million were repaid using the listing proceeds upon Listing) were released and the remaining facilities were replaced by the Company's corporate guarantee, as the banks then have issued letters of consent for agreement in principle to release the relevant guarantees, mortgages, pledges and/or charges upon the Listing. Particulars of such financial assistance are summarized below.

*a. Banking facilities from Asia Commercial Bank Limited*

By a facility letter dated 1 November 2005, Asia Commercial Bank Limited has granted to World Margin Limited ("WML"), an indirect wholly-owned subsidiary of the Company, banking facilities to the total extent of approximately HK\$74.26 million.

To secure the aforesaid banking facilities:

- (i) Fontwell Holdings Limited, a company ultimately and beneficially owned by Mr. CF Tao and his family members, has mortgaged the 23rd Floor of and Car Parking Space Nos.28 and 51 on the 2nd Floor of Fortis Bank Tower at 77-79 Gloucester Road and Nos.117-119 Jaffe Road, Hong Kong, with all the rentals therefrom assigned, to Asia Commercial Bank Limited;
- (ii) Chong Lai Company Limited ("CLCL"), a company beneficially and ultimately owned by Mr. CF Tao and his family members, has mortgaged Units Nos.1 and 2 on the 19th Floor of Professional Building, Nos.19-23 Tung Lo Wan Road, Hong Kong, with all the rentals therefrom assigned, to Asia Commercial Bank Limited;
- (iii) pledge of fixed deposit in name of New Heritage Investments Limited in Hong Kong dollars for not less than HK\$17,000,000;
- (iv) pledge of fixed deposit in name of Mr. CF Tao in US dollars for not less than US\$3,600,000; and
- (v) the Company has given a corporate guarantee for HK\$30,000,000 in favour of Asia Commercial Bank Limited.

**關連交易及持續關連交易 (續)**

**A. 關連交易 (續)**

**2. 關連人士就本集團利益提供的財務資助**

本集團於上市前取得某幾間銀行的銀行信貸。部份此等銀行信貸乃由本公司若干關連人士提供的抵押品作為擔保，而彼等並無要求本集團就其對本集團提供的有關財務資助提供任何抵押。由於當時銀行已出具同意書原則上同意於上市後解除有關擔保、按揭、質押及／或抵押，故待股份於二零零五年十二月在主板上市（「上市」）後，此等本公司關連人士就上述銀行信貸（於上市時，部份信貸額為29,000,000港元已由上市集資所得的款項償還）所提供的抵押品已被解除，信貸餘額已由本公司的企業擔保取代。有關上述財務資助的詳情概述如下。

*a. 來自亞洲商業銀行有限公司的銀行信貸*

根據日期為二零零五年十一月一日的信貸函件，亞洲商業銀行有限公司已向本公司間接全資附屬公司世謙有限公司（「世謙」）批授銀行信貸，總額約74,260,000港元。

為擔保上述銀行融資：

- (i) 陶哲甫先生及其家庭成員最終實益擁有的公司Fontwell Holdings Limited已將香港告士打道77至79號及謝斐道117至119號華比富通大廈23樓以及2樓第28號及51號泊車位抵押，並連同全部有關租金轉讓予亞洲商業銀行有限公司；
- (ii) 陶哲甫先生及其家庭成員最終實益擁有的公司Chong Lai Company Limited（「CLCL」）已將香港銅鑼灣道19至23號建康大廈19樓1至2號單位抵押，並連同全部有關租金轉讓予亞洲商業銀行有限公司；
- (iii) 將新繼企業有限公司名下不少於17,000,000港元的港元定期存款抵押；
- (iv) 將陶哲甫先生名下不少於3,600,000美元的美金定期存款抵押；及
- (v) 本公司已向亞洲商業銀行有限公司作出30,000,000港元的企業擔保。



# DIRECTORS' REPORT

## 董事會報告

### Connected Transactions and Continuing Connected Transactions (Cont'd)

#### A. Connected Transactions (Cont'd)

##### 2. Financial assistance from connected persons for the benefit of the Group (Cont'd)

###### a. Banking facilities from Asia Commercial Bank Limited (Cont'd)

None of Fontwell Holdings Limited, CLCL, Mr. CF Tao or Mrs. Nancy Tao has required the provision of any security from the Group for the above financial assistance given for the benefit of WML.

###### b. Loan contract with The Bank of East Asia Limited, Shanghai branch

By a loan contract dated 8 October 2005, The Bank of East Asia Limited, Shanghai branch has granted to New Heritage Group Limited ("NH Group") an indirect wholly-owned subsidiary of the Company, a loan of US\$3,200,000.

To secure the loan, Mr. CF Tao has charged a deposit of US\$3,200,000 in favour of The Bank of East Asia Limited.

Mr. CF Tao has not required the provision of any security from the Group for the above financial assistance given for the benefit of NH Group.

The above pledged deposit was released upon WML provide a deposit of US\$3,200,000 as security to The Bank of East Asia Limited subsequent to Listing.

Each of the above financial assistance provided by the connected persons of the Company for the benefit of the Group was on terms favourable to the Group where no security over the assets of the Group was required. Therefore, each of the above financial assistance falls within the exemption under Rule 14A.65(4) of the Listing Rules and was therefore not subject to the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

#### B. Continuing Connected Transactions

##### 3. Motor vehicle lease agreement

On 1 February 2005, New Heritage Management Limited ("NH Management"), an indirect wholly-owned subsidiary of the Company, entered into a motor vehicle lease agreement with HY Automotive Holdings Limited (beneficially owned by Mr CF. Tao and his family members) for the lease of two private motor vehicles. Under the said lease agreement, NH Management has agreed to lease two private motor vehicles for a term of one year commencing from 1 February 2005 at an aggregate rental of HK\$16,000 per month, which shall be automatically renewed for each of the subsequent years thereafter on the same terms and conditions, except that the monthly rental thereof shall be mutually agreed by the parties.

The above motor vehicle lease agreement was terminated with effect from 1 February 2006.

### 關連交易及持續關連交易 (續)

#### A. 關連交易 (續)

##### 2. 關連人士就本集團利益提供的財務資助 (續)

###### a. 來自亞洲商業銀行有限公司的銀行信貸 (續)

Fontwell Holdings Limited、CLCL、陶哲甫先生或陶潘麗瑤女士概無要求本集團就上述世謙利益所提供的財務資助提供任何擔保。

###### b. 與東亞銀行有限公司(上海分行)簽訂的貸款合約

根據日期為二零零五年十月八日的貸款合約，東亞銀行有限公司(上海分行)已向本公司之間接全資附屬公司新澤集團有限公司(「新澤集團」)授出貸款3,200,000美元。

為取得該項貸款，陶哲甫先生已向東亞銀行有限公司質押3,200,000美元的存款。

陶哲甫先生並無要求本集團就新澤集團利益所提供的上述財務資助而提供任何抵押。

當世謙於上市後向東亞銀行有限公司提供3,200,000美元存款作質押時，上述質押存款已被解除。

本公司關連人士就本集團利益提供的上述各項財務資助乃按對本集團有利的條款進行，而毋須以本集團資產作為抵押。因此，根據上市規則第14A.65(4)條，上述各項財務資助均屬於在豁免的範圍內，故毋須遵守上市規則有關申報、公佈及獲得獨立股東批准的規定。

#### B. 持續關連交易

##### 3. 汽車租賃協議

二零零五年二月一日，本公司之間接全資附屬公司新澤管理有限公司(「新澤管理」)與HY Automotive Holdings Limited(陶哲甫先生及其家庭成員實益擁有，就租賃兩輛私家汽車簽訂一份汽車租賃協議。根據上述租賃協議，新澤管理已同意租用兩輛私家汽車，租期由二零零五年二月一日開始，為期一年，每月租金合共16,000港元。根據該汽車租賃協議，租期將於其後每年按相同條款及條件自動更新，惟有每月租須經由協議雙方共同協定除外。

上述汽車租賃協議已被終止，並由二零零六年二月一日正式生效。



Connected Transactions and Continuing Connected Transactions (Cont'd)

**B. Continuing Connected Transactions (Cont'd)**

**4. Tenancy agreement of Hong Kong office**

On 21 March 2005, NH Management as tenant entered into a tenancy agreement with Fontwell Holdings Limited (beneficially owned by Mr. CF Tao and his family members) as landlord for the lease of Room 2301, 23rd Floor, Fortis Bank Tower, Nos.77-79 Gloucester Road, Hong Kong and Nos.117-119 Jaffe Road, Hong Kong for the use by the Group at a monthly rental of HK\$49,000, exclusive of government rates and management fees, for a term of one year commencing on 1 February 2005 and expiring on 31 January 2006.

On 25 January 2006, the above tenancy agreement was renewed at a monthly rental of HK\$72,000, exclusive of government rates and management fees, for a term of one year commencing on 1 February 2006 and expiring on 31 January 2007.

**5. Licence agreement**

On 21 March 2005, NH Management as licensee entered into a licence agreement with Fontwell Holdings Limited as licensor for obtaining the licence to use by the Group of car parking spaces nos. 28 and 51 on the 2nd Floor of Fortis Bank Tower, Nos.77-79 Gloucester Road, Hong Kong and Nos.117-119 Jaffe Road, Hong Kong at a monthly licence fee of HK\$7,000, exclusive of government rates and management fees, for a term of one year commencing from 1 February 2005 to 31 January 2006.

On 25 January 2006, the above licence agreement was renewed at a monthly licence fee of HK\$7,000, exclusive of government rates and management fees, for a term of one year commencing on 1 February 2006 and expiring on 31 January 2007.

**6. Two tenancy agreements of residential property developed by the Group**

On 2 November 2004, through an agent, Mr. TAO Richard, one of the executive directors, as landlord entered into a tenancy agreement with SGVDM pursuant to which SGVDM has leased from Mr. TAO Richard the premises developed by SGVDM known as Unit 8B, Jin Shing Apartment, No. 38 Shi Shan Road, New District, Suzhou, the PRC at a monthly rental of RMB14,904, exclusive of all outgoings, for a term of 2 years commencing on or before 4 December 2004.

On the same day, through the same agent, Mr. TAO Richard as landlord entered into another tenancy agreement with SGVDM, pursuant to which SGVDM has leased from Mr. TAO Richard the premises developed by SGVDM known as Unit 8D, Jin Shing Apartment, No. 38 Shi Shan Road, New District, Suzhou, the PRC for a monthly rental of RMB12,420, exclusive of all outgoings, for a term of 2 years commencing on or before 4 December 2004.

關連交易及持續關連交易 (續)

**B. 持續關連交易 (續)**

**4. 香港辦事處之租賃協議**

二零零五年三月二十一日，新澤管理(作為承租人)與Fontwell Holdings Limited(陶哲甫先生及其家庭成員最終實益擁有)(作為業主)就租賃香港告士打道77-79號及香港謝斐道117-119號華比富通大廈23樓2301室以供本集團使用而簽訂一份租賃協議，月租49,000港元，不包括政府差餉及管理費，租期由二零零五年二月一日開始，至二零零六年一月三十一日屆滿，為期一年。

二零零六年一月二十五日，上述租賃協議已被續期，月租72,000港元，不包括政府差餉及管理費，租期由二零零六年二月一日開始，至二零零七年一月三十一日屆滿，為期一年。

**5. 特許協議**

二零零五年三月二十一日，新澤管理(作為特許使用人)與Fontwell Holdings Limited(作為特許人)就領取香港告士打道77-79號及香港謝斐道117-119號華比富通大廈2樓第28及51號泊車位的許可證以供本集團使用而簽訂一份特許協議，許可證月費為7,000港元，不包括政府差餉及管理費，租期由二零零五年二月一日開始，至二零零六年一月三十一日屆滿，為期一年。

二零零六年一月二十五日，上述特許協議已被續期，許可證月費為7,000港元，不包括差餉及管理費，年期由二零零六年二月一日開始，至二零零七年一月三十一日屆滿，為期一年。

**6. 由本集團發展之住宅物業之兩份租賃協議**

二零零四年十一月二日，其中一位執行董事陶家祈先生(作為業主)透過一名代理與錦華苑建設簽訂一份租賃協議；據此，錦華苑建設已向陶家祈先生租入位於中國蘇州市新區獅山路38號錦興樓8B室的物業，月租人民幣14,904元，不包括所有開支，租期於二零零四年十二月四日或之前開始，為期兩年。

同日，陶家祈先生(作為業主)透過同一名代理與錦華苑建設簽訂另一份租賃協議；據此，錦華苑建設已向陶家祈先生租入位於中國蘇州市新區獅山路38號錦興樓8D室的物業，月租人民幣12,420元，不包括所有開支，租期於二零零四年十二月四日或之前開始，為期兩年。

# DIRECTORS' REPORT

## 董事會報告

### Connected Transactions and Continuing Connected Transactions (Cont'd)

#### B. Continuing Connected Transactions (Cont'd)

##### 7. Landscaping and maintenance contract

On 17 February 2005, SGVDM entered into a landscaping and maintenance contract with 蘇州新繼園林綠化有限公司 (Suzhou New Heritage Trees & Landscaping Co., Ltd.) ("SNHTL") (Mr. CF Tao and Mr. TAOCHAIFU Porn, two of the executive directors, indirectly owns 95% equity interest) pursuant to which SNHTL provides landscaping and maintenance services to SGVDM in respect of phases 2 and 3 and commercial centre of Suzhou Garden Villa for an annual fee of RMB44,000 for a period of one year commencing on 1 January 2005 to 31 December 2005.

##### 8. Fitness club agreement

In November 2004, SGVDM entered into an agreement with 上海克拉克海奇健身有限公司 (Clark Hatch Fitness Centers (Shanghai) Ltd.) ("Clark Hatch Shanghai") (which was subsequently supplemented by a supplemental agreement dated 18 September 2005 made between the same parties) (collectively, the "Fitness Club Agreement"), pursuant to which SGVDM provides Clark Hatch Shanghai with the sports and fitness club house with facilities located on the 3rd Floor, Block 11, Suzhou Garden Court (the "Club House"), and Clark Hatch Shanghai provides cleaning, maintenance, repair, operation and janitorial services for the Club House, for a term of 3 years commencing on 1 January 2005. During the term, Clark Hatch Shanghai is required to pay SGVDM a monthly rental in a sum (i) of RMB60,000 or (ii) equal to 30% of the monthly gross revenues (before taxes) received by Clark Hatch Shanghai from the operation of Club House, whichever is higher.

As Clark Hatch Shanghai is a Sino-foreign equity joint venture enterprise of the PRC, owned as to 90% by Clark Hatch (China) Limited, which in turn is beneficially owned as to 50% by an independent third party and as to 50% by Mr. TAOCHAIFU Porn, the transactions contemplated under the Fitness Club Agreement constituted continuing connected transactions for the Company under the Listing Rules.

As disclosed in the Prospectus, based on the consideration and analysis of the budget provided by Clark Hatch Shanghai for the revenues of the Club House for each of the 3 years ending 31 December 2007, the Directors then anticipated that the annual caps for the annual rental to be received by the Group from Clark Hatch Shanghai under the Fitness Club Agreement for the 3 years ending 2007 will be RMB864,000, RMB1,369,500 and RMB1,503,900 respectively. The transactions contemplated under the Fitness Club Agreement for the year ending 31 December 2005 was exempt from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules. However, in respect of the maximum annual rental to be received from Clark Hatch Shanghai for each of the 2 years ending 31 December 2007, the transactions contemplated under the Fitness Club Agreement for each of the 2 years ending 31 December 2007 are subject to the reporting and announcement requirements under the Listing Rules.

### 關連交易及持續關連交易 (續)

#### B. 持續關連交易 (續)

##### 7. 美化及保養合約

二零零五年二月十七日，錦華苑建設與蘇州新繼園林綠化有限公司（「新繼園林綠化」）（兩位執行董事陶哲甫先生及陶錫祺先生間接全資擁有95%股本權益）簽訂一份美化及保養合約；據此，新繼園林綠化向錦華苑建設提供錦華苑二期及三期以及商業中心的美化及保養服務，年費人民幣44,000元，於二零零五年一月一日開始，至二零零五年十二月三十一日屆滿，為期一年。

##### 8. 健身會協議

二零零四年十一月，錦華苑建設與上海克拉克海奇健身有限公司（「上海克拉克」）簽訂一份協議（該協議其後由上述協議雙方所訂立日期為二零零五年九月十八日的補充協議補充）（統稱「健身會所協議」）；據此，錦華苑建設向上海克拉克提供位於錦麗苑11座3樓的體育及健身會所連設施（「會所」）；而上海克拉克則為會所提供清潔、保養、維修、營運及庶務服務，由二零零五年一月一日開始，為期三年。於年期內，上海克拉克須向錦華苑建設支付月租合共(i)人民幣60,000元或(ii)相等於上海克拉克於經營會所得每月總收益（除稅前）30%（以較高者為準）。

由於上海克拉克乃一間由克拉克海奇（中國）有限公司擁有90%股權的中國中外合資企業，而克拉克海奇（中國）有限公司則由一名獨立第三方及陶錫祺先生分別各佔一半股權，根據上市規則，健身會所協議項下進行的交易構成本公司的持續關連交易。

誠如招股章程所披露，根據該代價及上海克拉克就會所截至二零零七年十二月三十一日止三個年度各年收益所提供的預算分析，董事當時預期，本集團根據健身會所協議向上海克拉克收取截至二零零七年止三個年度的每年租金的上限將分別為人民幣864,000元、人民幣1,369,500元及人民幣1,503,900元。根據上市規則，截至二零零五年十二月三十一日止年度健身會所協議項下進行的交易獲豁免遵守上市規則有關申報、公佈及獲得獨立股東批准的規定。然而，就截至二零零七年十二月三十一日止兩個年度各年向上海克拉克收取每年租金的最高額而言，截至二零零七年十二月三十一日止兩個年度各年健身會所協議項下進行的交易須遵守上市規則有關申報及公佈的規定。



**Connected Transactions and Continuing Connected Transactions (Cont'd)**

**B. Continuing Connected Transactions (Cont'd)**

**8. Fitness club agreement (Cont'd)**

The Stock Exchange has granted a waiver from strict compliance with the announcement requirement under Rule 14A.47 of the Listing Rules in respect of the transactions contemplated under the Fitness Club Agreement for the 2 years ending 31 December 2007.

The independent non-executive directors have confirmed that the above continuing connected transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the above relevant agreements on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. The auditors of the Company have also confirmed that (i) the above continuing connected transactions have been approved by the Board of Directors of the Company; (ii) the transactions pertaining to the above continuing connected transactions were entered into at amounts consistent with the pricing policies as stated in the Prospectus; (iii) on terms no less favourable than those available to or from independent third parties; and (iv) the above continuing connected transactions did not exceed the relevant caps in the financial year ended 31 December 2005.

During the year, the Group had the following connected transactions which have been completed prior to the Listing and therefore, which are not subject to any disclosure requirements of the Listing Rules and the details of which have not been disclosed in the Prospectus.

**1. Transfer of interest in Clark Hatch Shanghai**

In January 2005, SGVDM agreed to transfer 10% equity interest in Clark Hatch Shanghai to SNHTL at the total consideration of US\$20,000, equivalent to 10% of the registered capital of Clark Hatch Shanghai. The transfer of equity interest was completed upon a certificate of approval was issued by the relevant PRC Government on 8 July 2005.

**2. Assignment of Chattels**

On 22 March 2005, B.T. Shipping & Enterprises Limited, a company which is beneficially owned by Mr. CF Tao and his family members, as assignor has entered into an assignment of chattels with NH Management as assignee whereby the assignor agreed to dispose to the assignee all the office equipment and fixtures as set out in the assignment at the total consideration of HK\$106,649.20.

**3. Financial assistance from connected persons for the benefit of the Group**

a. By a facility letter dated 14 April 2005, The Hong Kong and Shanghai Banking Corporation Limited has granted to WML the banking facilities to the total extent of US\$1,000,000.

**關連交易及持續關連交易 (續)**

**B. 持續關連交易 (續)**

**8. 健身會協議 (續)**

聯交所已授出豁免就截至二零零七年十二月三十一日止兩個年度健身會所協議項下進行的交易嚴格遵守上市規則第14A.47條有關公佈規定。

獨立非執行董事已確認上述持續關連交易乃(i)於本集團之日常及一般業務過程中；(ii)按一般商業條款，或向本集團提供之條款不遜於向獨立第三者或由獨立第三者提供之條款；及(iii)根據上述有關協議按公平合理，且符合本公司股東整體利益之條款訂立。本公司之核數師亦已確認(i)上述持續關連交易已獲本公司董事會批准；(ii)上述持續關連交易項下之交易乃根據招股章程內之定價政策；(iii)不遜於向獨立第三者或由獨立第三者提供之條款；以及(iv)於截至二零零五年十二月三十一日財務年度，上述持續關連交易並無超過相關上限。

年內，以下為已在上市前完成之本集團之關連交易；因此，無須遵守上市規則之任何的披露規定及其詳情並無於招股章程內披露。

**1. 上海克拉克之權益轉讓**

於二零零五年一月，錦華苑建設同意轉讓其於上海克拉克中擁有10%股本權益予新繼園林綠化，代價為20,000美元，相等於上海克拉克之10%註冊資本。當有關中國政府於二零零五年七月八日發出批准證書時，股本權益轉讓已完成。

**2. 動產轉讓**

二零零五年三月二十二日，海祥船務企業有限公司(一間由陶哲甫先生及其家庭成員最終實益擁有之公司)(作為委託者)與新澤管理(作為受託人)就委託者同意出售契約訂明之所有辦公室設備及裝置簽訂一份動產轉讓契約，總代價為106,649.20港元。

**3. 關連人士就本集團利益提供的財務資助**

a. 根據日期為二零零五年四月十四日的信貸函件，香港上海滙豐銀行有限公司向世謙批授銀行信貸，總額1,000,000美元。



## DIRECTORS' REPORT

### 董事會報告

#### Connected Transactions and Continuing Connected Transactions (Cont'd)

##### 3. Financial assistance from connected persons for the benefit of the Group (Cont'd)

To secure the aforesaid banking facilities:

- (i) Miripa (BVI) Ltd., a company which is beneficially owned by Mr. CF Tao and his family members, has given a corporate guarantee for US\$1,000,000; and
- (ii) Pledge of fixed deposit in the name of Miripa (BVI) Ltd. in the amount of US\$1,000,000.

The above facilities was fully repaid on 10 October 2005.

- b. On 20 August 2005, Mr. CF Tao has entered into a loan contract with WML whereby Mr. CF Tao agreed to grant to WML a loan facility of US\$3,200,000 (the "Loan"). The Loan was fully repaid by WML to Mr. CF Tao on 12 September 2005. Waiver of the obligations to pay any interest under the loan contract was granted by Mr. CF Tao to WML.

#### Directors' Interest in Competing Business

Mr. CF Tao, Chairman of the Company, and his family members (including Mr. TAO Richard, Vice Chairman and Mr. TAOCHAI FU Porn, Managing Director) are interested in certain properties in PRC which may constitute a competing business to the Group including, 48 apartments in Suzhou Garden Villa and a villa no. J505 in Suzhou Garden Court developed by SGVDM.

Pursuant to the non-competition deed dated 16 November, 2005 signed by Mr. CF Tao and his spouse ("Mr. and Mrs. Tao") in favour of the Company (the "Deed"), Mr. and Mrs. Tao have undertaken to the Company to make necessary arrangements as stated in the Deed to avoid competing the business of the Group. Details of such arrangements have already been disclosed in the Prospectus.

#### Corporate Governance

A report on the principal corporate governance practices adopted by the Company is set out on pages 36 to 41 of this report.

#### Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

#### 關連交易及持續關連交易 (續)

##### 3. 關連人士就本集團利益提供的財務資助 (續)

為擔保上述銀行融資：

- (i) 陶哲甫先生及其家庭成員實益擁有的公司Miripa (BVI) Ltd.已作出1,000,000美元的企業擔保；及
- (ii) 將Miripa (BVI) Ltd.名下的1,000,000美元定期存款抵押。

上述信貸已於二零零五年十月十日全數被償還。

- b. 二零零五年八月二十日，陶哲甫先生與世謙簽訂貸款合同，據此，陶哲甫先生同意向世謙批授3,200,000美元貸款額度（「貸款」）。世謙已於二零零五年九月十二日把貸款全數償還予陶哲甫先生。陶哲甫先生向世謙豁免根據貸款合同下支付任何利息之責任。

#### 董事於競爭業務之權益

陶哲甫先生（本公司主席）及其家庭成員（包括副主席陶家祈先生及董事總經理陶錫祺先生）乃於中國某些物業持有權益，其可能構成與本集團競爭業務，其中包括由錦華苑建設發展的錦華苑48間公寓及錦麗苑第J505號別墅。

根據日期為二零零五年十一月十六日由陶哲甫先生及其配偶（「陶先生及陶太太」）簽訂之不競爭契約（「契約」）。陶先生及陶太太已向本公司承諾採取契約內訂明之必要安排以避免與本集團業務競爭。該項安排之詳情已於招股章程內披露。

#### 企業管治

本公司所採納的主要企業管治常規的報告，載於本年報第36至41頁。

#### 足夠的公眾持股量

根據本公司可從公開途徑取得的資料及就本公司董事所知，於本年報日期，本公司已發行股份之公眾持股量為不少於25%。



### Subsequent Events

Details of the subsequent events of the Group are set out in note 36 to the financial statements.

### Auditors

The Company's auditors, Grant Thornton retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**TAOCHAIFU Choofuang**  
*Chairman*

Hong Kong, 3 April 2006

### 結算日後事項

本集團之結算日後事項之詳情載於財務報表附註36。

### 核數師

本公司核數師均富會計師行將任滿告退，有關續聘均富會計師行為本公司核數師之決議案將於應屆股東週年大會提呈。

代表董事會

主席  
**陶哲甫**

香港，二零零六年四月三日