

## 其他資料 Other Information

### 主要客戶及供應商

截至二零零六年六月三十日止六個月，本集團向五大客戶的銷售額佔總銷售額約80%。本集團自五大供應商的採購額佔總採購額約40%。本集團旨在與著名客戶及供應商維持長期合作關係以擴展其業務。

### 董事於競爭業務的權益

於截至二零零六年六月三十日止六個月，本公司董事概無於與本公司或其任何附屬公司存有競爭之任何業務擁有任何權益。

### 董事及最高行政人員於本公司股份的權益及淡倉

於二零零六年六月三十日，根據證券及期貨條例（「證券及期貨條例」）第XV部第7及第8分部已知會本公司和香港聯合交易所有限公司（「聯交所」），並根據證券及期貨條例第352條而存置之登記冊所載；或根據上市規則內上市公司董事進行證券交易的標準守則（「標準守則」）已知會本公司和聯交所，有關本公司董事及最高行政人員擁有本公司或其任何相關法團（按證券及期貨條例第XV部之涵義）之股份、相關股份及債權證之權益或淡倉（包括根據證券及期貨條例之該等條文任何該等董事及最高行政人員擁有或被視作擁有之權益或淡倉）如下：

#### 於本公司普通股中之好倉

名稱	附註	身份及權益類別	股份數目	佔本公司已發行股本百分比(%) Percentage of the Issued Share Capital of the Company
Name	Notes	Capacity and nature of interest	Number of shares	
馬建榮先生 Mr. Ma Jianrong	1	公司權益 Corporate interests	900,000,000	72.29
黃關林先生 Mr. Huang Guanlin	2	公司權益 Corporate interests	117,000,000	9.40

### Major customers and suppliers

During the six months ended 30 June 2006, the Group's sales to top 5 customers accounted for approximately 80% of its total sales; the Group's purchase from top 5 suppliers accounted for approximately 40% of its total purchase. The Group aims to maintain long-term relationship with reputable customers and suppliers in the expansion of its business.

### Directors' interests in competing business

During the six months ended 30 June 2006, none of the directors of the Company had any interest in any competing business with the Company or any of its subsidiaries.

### Directors' and Chief Executives' interests and short positions in the shares of the Company

As at 30 June, 2006, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO) and were recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which were notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") contained in the Listing Rules, were as follows:

#### Long positions in ordinary shares of the Company

## 其他資料 Other Information

附註：

- 於二零零六年六月三十日，該等股份由世通(香港)有限公司(「世通」)一家全資附屬公司卓耀海外有限公司(「卓耀」)實益擁有。而世通則由馬建榮先生擁有74%權益、黃關林先生擁有13%權益及馬寶興先生(馬建榮先生之父)擁有13%權益。由於馬建榮先生有權於世通股東大會上行使超過三分之一的投票權，根據證券及期貨條例，馬建榮先生被視為於卓耀持有的900,000,000股股份中擁有權益。
- 黃關林先生間接擁有卓耀13%的權益，而卓耀則擁有本公司72.29%的權益。

除上述披露外，於二零零六年六月三十日，根據證券及期貨條例第352條記錄於本公司存置之登記冊；或根據上述上市規則的標準守則已知會本公司和聯交所，本公司各董事及高級行政人員概無擁有或被視作擁有本公司或其任何相關法團(按證券及期貨條例第XV部之涵義)之股份、相關股份及債權證之權益或淡倉。

本公司或其任何控股公司、附屬公司或同系附屬公司於期內概無訂立任何安排，令本公司董事及高級行政人員或彼等之配偶或未滿十八歲之子女可藉購入本公司或其他相聯法團之股份或債券而獲益。

### 主要股東於本公司股份的權益及淡倉

於二零零六年六月三十日，下列人士(本公司董事除外)在本公司根據證券及期貨條例第336條所存置之股東名冊所紀錄佔本公司已發行股本5%或以上之權益如下：

於本公司普通股中之好倉

名稱	附註	身份及權益類別	股份數目	佔本公司已發行股本百分比(%)
Name	Notes	Capacity and nature of interest	Number of shares	Percentage of the Issued Share Capital of the Company
卓耀 Excelbright	1	實益持有人 Beneficial owner	900,000,000	72.29
世通 Worldon	1 and 2	實益持有人 Beneficial owner	900,000,000	72.29

Note:

- As at 30 June 2006, these shares were beneficially owned by Excelbright Overseas Limited ("Excelbright") which is a wholly-owned subsidiary of Worldon (Hong Kong) Limited ("Worldon"), which is, in turn, owned as to 74% by Mr. Ma Jianrong, as to 13% by Mr. Huang Guanlin and as to 13% by Mr. Ma Baoxing (father of Mr. Ma Jianrong). As Mr. Ma Jianrong is entitled to exercise more than one-third of the voting power at the general meetings of Worldon, by virtue of the SFO, Mr. Ma Jianrong is deemed to be interested in the 900,000,000 shares held by Excelbright.
- Mr. Huang Guanlin is indirectly interested in a 13% interest in Excelbright, which owns a 72.29% interest in the Company.

Save as disclosed above, as at 30 June 2006, none of the directors and chief executive of the Company had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company and the Stock Exchange pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time during the period was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the directors and chief executives of the Company (including their spouse and children under 18 years of age) to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporation.

### Substantial shareholders' Interests and Short Positions in the Shares of the Company

At 30 June 2006, the following persons who held interests of 5% or more of the issued share capital of the Company, other than directors of the Company, were recorded in the register of members required to be kept by the Company pursuant to Section 336 of the SFO:

#### Long position in ordinary shares of the Company

## 其他資料 Other Information

附註：

1. 卓耀為一家於二零零五年四月十二日在英屬處女群島註冊成立的公司，並持有本公司已發行股本的72.29%權益。於二零零六年六月三十日，世通持有卓耀全數已發行股本。
2. 於二零零六年六月三十日，世通已發行股本由馬建榮先生持有74%，馬寶興先生持有13%，黃關林先生則持有13%。馬建榮先生為馬寶興先生之子。黃關林先生為馬寶興先生的女婿兼馬建榮先生的妹夫。由於世通持有卓耀全數已發行股本而馬建榮先生控制世通股東大會超過三分之一投票權，根據證券及期貨條例，馬建榮先生被視為於卓耀持有的900,000,000股股份中擁有權益。

除上文所披露者外，於二零零六年六月三十日，除本公司董事（其權益載於上文「董事及最高行政人員於本公司股份的權益及淡倉」一節）外，概無其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予記錄之權益或淡倉。

### 股息

在本公司於二零零六年六月五日舉行之股東週年大會上，股東通過派發截至二零零五年十二月三十一日止年之末期股息每股0.02港元，予二零零六年五月三十日營業結束時名列本公司股東名冊上之股東。該現金股息已於二零零六年六月二十日派發。

董事會不建議派付中期股息（截至二零零五年六月三十日止六個月：無），並建議保留期內溢利。

### 企業管治常規守則

於二零零五年十月九日，董事會通過並採納本身的企業管治守則。此乃涵蓋香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四《企業管治常規守則》（「企業管治守則」）所載的全部條文，以及大部份的建議最佳常規守則。

本公司截至二零零六年六月三十日止六個月期間均已遵從上市規則所載企業管治守則內的所有條文。

Note:

1. Excelbright, a company incorporated in British Virgin Islands on 12 April 2005, held a 72.29% interest in the issued share capital of the Company. As at 30 June 2006, the entire issued share capital of Excelbright was held by Worldon.
2. As at 30 June 2006, the issued share capital of Worldon was held as to 74% by Mr. Ma Jianrong, as to 13% by Mr. Ma Baoxing and as to 13% by Mr. Huang Guanlin. Mr. Ma Jianrong is the son of Mr. Ma Baoxing. Mr. Huang Guanlin is the son-in-law of Mr. Ma Baoxing and brother-in-law of Mr. Ma Jianrong. As the entire issued share capital of Excelbright is held by Worldon and Mr. Ma Jianrong controls more than one-third of the voting power at general meetings of Worldon, Mr. Ma Jianrong is deemed to be interested in the 900,000,000 shares held by Excelbright under the SFO.

Save as disclosed above, as at 30 June 2006, no person, other than the directors of the Company, whose interests are set out in the section headed "Directors and Chief Executives' interests and short positions in the shares of the Company" above, had interest or short position in the shares and underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### Dividends

At the Company's Annual General Meeting held on 5 June 2006, shareholders approved the final dividend of HK\$0.02 per share for the year ended 31 December 2005 to shareholders whose names appeared on the register of members of the Company at the close of business on 30 May 2006. The final dividend was paid on 20 June 2006.

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2006 (Six months ended 30 June 2005: Nil) and propose that the profit for the period be retained.

### Corporate Governance

On 9 October 2005, the Board adopted its own Code of Corporate Governance, which covered all the code provisions and most of the recommended best practices of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Company had complied with all the code provisions of the CG Code as set out in the Listing Rules during the six months ended 30 June 2006.

## 其他資料 Other Information

### 董事進行證券交易的標準守則

本集團已採納上市規則所載之《上市公司董事進行證券交易的標準守則》作為本公司有關董事證券交易行為守則（「證券交易守則」）。經就此事作特別徵詢，所有董事均已確認彼等於本期內嚴格遵守證券交易守則有關的規定。

高級管理層因其在本公司所擔任的職務可能擁有未公佈股價敏感資料，已被要求遵守證券交易守則的規定。

### 購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於截止二零零六年六月三十日止六個月內概無購買、贖回或出售本公司任何上市證券。

### 董事會

董事會負責公司的管治工作，須就股東所委託的資產負責。董事會的主要職責包括制訂本集團之業務策略方針、設定管理層目標、監督其表現及評估管理策略的有效性。

於本中期報告日期，執行董事為馬建榮先生、黃關林先生、馬仁和先生、陳忠靜先生及鄭妙輝女士，獨立非執行董事則為錢鋒先生、宗平生先生及戴祥波先生。

### 審核委員會

本公司審核委員會共有三名獨立非執行董事，分別為戴祥波先生、錢鋒先生及宗平先生，戴祥波先生是審核委員會的主席。

審核委員會的主要責任是就本集團的財務及會計慣例及內部監控作出關鍵而客觀的檢討，包括考慮法定審核的性質及範圍、審閱本集團的中期及全年賬目以及檢討本集團會計及財務監控的完整性及有效性。

審核委員會已聯同管理層檢討本集團所採納之會計原則及慣例，並就核數、內部監控及財務報表等事宜（包括審閱截至二零零六年六月三十日止六個月之未經審核財務報表）進行磋商。

### Securities Transactions of Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in the Listing Rules as the Company's code of conduct regarding Directors securities transactions ("Securities Trading Code"). Upon specific enquiries, all Directors confirmed their strictly compliance with the relevant provisions of the Securities Trading Code during the period.

Senior Management who, because of their office in the Company, are likely to be in possession of unpublished price sensitive information, have been requested to comply with the provisions of the Securities Trading Code.

### Purchase, sale or redemption of securities

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities shares during the six months ended 30 June 2006.

### Board of Directors

The Board is responsible for governing the Company and managing assets entrusted by the shareholders. The principal responsibilities of the Board include the formulation of the Group's business strategies and management objectives, supervision of the management and evaluation of the effectiveness of management strategies.

As at the date of this interim report, the Executive Directors are Mr. Ma Jianrong, Mr. Huang Guanlin, Mr. Ma Renhe, Mr. Chen Zhongjing and Ms. Zheng Miaohui, and the Independent Non-executive Directors are Mr. Qian Feng, Mr. Zong Pingsheng and Mr. Dai Xiangbo.

### Audit Committee

The Audit Committee of the Company comprises three Independent Non-executive Directors, namely Mr. Dai Xiangbo, Mr. Qian Feng and Mr. Zong Pingshen. The chairman of the Audit Committee is Mr. Dai Xiangbo.

The principal responsibilities of the Audit Committee are to conduct critical and objective reviews of the Group's financial and accounting practices and internal controls. These include determining of the nature and scope of statutory audit, reviewing the Group's interim and annual accounts and assessing the completeness and effectiveness of the Group's accounting and financial controls.

The Audit Committee reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial report matters including the review of these unaudited interim financial statements for the six months ended 30 June 2006.

## 其他資料 Other Information

### 薪酬委員會

本公司薪酬委員會由一名執行董事與二名獨立非執行董事組成，分別為馬仁和先生、錢鋒先生及戴祥波先生，馬仁和先生是薪酬委員會的主席。

薪酬委員會的主要責任是就董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程式制訂此等薪酬政策而向董事會提出建議。

### 提名委員會

本公司提名委員會共有一名執行董事與二名獨立非執行董事，分別為黃關林先生、宗平生先生及戴祥波先生，黃關林先生是提名委員會的主席。

提名委員會的主要責任是物色具備合適資格可擔任董事的人士，挑選提名有關人士出任董事或就此向董事會提供意見，並定期檢討董事會的架構、人數及組成，並就任何擬作出的變動向董事會提出建議。

承董事會命

主席  
馬建榮

中國寧波，二零零六年八月四日

### Remuneration Committee

The Remuneration Committee of the Company comprises one Executive Director and two Independent Non-executive Directors, namely Mr. Ma Renhe, Mr. Qian Feng and Mr. Dai Xiangbo, and Mr. Ma Renhe is the Chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure for the Directors and senior management and on the establishment of a formal and transparent process for approving such remuneration policy.

### Nomination Committee

The Nomination Committee of the Company comprises one Executive Director and two Independent Non-executive Directors, namely Mr. Huang Guanlin, Mr. Zong Pingsheng and Mr. Dai Xiangbo, and Mr. Huang Guanlin is the Chairman of the Nomination Committee.

The principal responsibilities of the Nomination Committee are to identify candidates with suitable qualifications as directors, select and nominate such candidates for directorship and provide recommendations to the Board; review the structure, headcount and composition (including skills, knowledge and experience) of the Board and make recommendations to the Board for any proposed changes.

On behalf of the Board

**Ma Jianrong**  
*Chairman*

Ningbo, China, 4 August 2006