

其他資料
董事及行政總裁於本公司或相聯法團股份、相關股份及債權證中之權益及淡倉

於二零零六年六月三十日，除下文「購股權」項下所披露者外，根據香港聯合交易所有限公司證券上市規則（「上市規則」）所披露，本公司董事及行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有之權益如下：

Other Information
Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Associated Corporation

As at 30 June 2006, save as disclosed under the heading "Share Option" below, the interests of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") disclosed in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

於本公司股份之權益
Interest in the shares of the Company

董事姓名 Name of Directors	身份及性質 Capacity and nature	股份數目 (附註4) Number of Shares (Note 4)	總計 Total	佔已發行股本之概約百分比 Approximate percentage of issued share capital
葉俊亨先生 Mr. Ip Chun Heng, Wilson	實益擁有人 Beneficial owner	1,000,000	155,160,000	68.77
	配偶權益(附註1) Interest of spouse (Note 1)	1,000,000		
	共同權益(附註2) Joint interests (Note 2)	7,288,000		
	全權信託基金創辦人(附註3) Founder of discretionary trust (Note 3)	145,872,000		
鍾佩雲女士 Ms. Chung Pui Wan	實益擁有人 Beneficial owner	1,000,000	155,160,000	68.77
	配偶權益(附註1) Interest of spouse (Note 1)	1,000,000		
	個人權益(附註2) Personal interests (Note 2)	7,288,000		
	全權信託基金創辦人(附註3) Founder of discretionary trust (Note 3)	145,872,000		
葉國利先生 Mr. Yip Kwok Li	實益擁有人 Beneficial owner	200,000	200,000	0.09
陳志秋先生 Mr. Chan Chi Chau	實益擁有人 Beneficial owner	500,000	500,000	0.22

其他資料 (續)

董事及行政總裁於本公司或相聯法團股份、相關股份及債權證中之權益及淡倉 (續)

附註：

- 1,000,000股股份各自由葉俊亨先生及鍾佩雲女士(葉俊亨先生之配偶)分別持有。因此，根據證券及期貨條例，彼等各自被視為於1,000,000股股份中擁有權益。
- 該等股份由葉俊亨先生及鍾佩雲女士共同持有。
- 該等股份由Promised Return Limited所持有。Promised Return Limited乃專為全權信託基金為受益人而持有股份之專門機構，葉俊亨先生及鍾佩雲女士乃其創辦人。
- 上文所述之股份權益乃指好倉。

於本公司附屬公司之權益

Other Information (continued)

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Associated Corporation (continued)

Notes:

- Each of 1,000,000 shares are separately held by Mr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan, the spouse of Mr. Ip Chun Heng, Wilson. Therefore, each of them are taken to be interested in each of 1,000,000 shares by virtue of the SFO.
- The shares are held jointly by Mr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan.
- The shares are held by Promised Return Limited, a special vehicle used solely for the purpose of holding the shares for the benefit of a discretionary trust in which Mr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan are the founders.
- Interests in shares stated above represent long positions.

Interest in the subsidiary of the Company

董事姓名 Name of Directors	附屬公司名稱 Name of the subsidiary	身份及性質 Capacity and nature	無投票權遞延股份 (附註2) Non-voting deferred Shares (Note 2)	
			數目 Number	百分比 Percentage
葉俊亨先生 Mr. Ip Chun Heng, Wilson	卓悦化粧品批發中心有限公司(附註1) Bonjour Cosmetic Wholesale Center Limited (Note 1)	個人權益 Personal interests	153,000	51%
鍾佩雲女士 Ms. Chung Pui Wan	卓悦化粧品批發中心有限公司(附註1) Bonjour Cosmetic Wholesale Center Limited (Note 1)	個人權益 Personal interests	147,000	49%

其他資料 (續)

董事及行政總裁於本公司或相聯法團股份、相關股份及債權證中之權益及淡倉 (續)

附註：

1. 卓悅化粧品批發中心有限公司乃本公司之全資附屬公司。
2. 該等無投票權遞延股份已繳足股款，每股面值為1.00港元。

除上文所披露者外，於二零零六年六月三十日，本公司董事或行政總裁概無於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及第8分部，或根據證券及期貨條例有關條文被當作或視為擁有之任何權益或淡倉，或根據證券及期貨條例第352條須登記於本公司備存之登記冊之任何權益，或根據上市公司董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或任何淡倉。

主要股東於本公司股份及相關股份中之權益及淡倉

於二零零六年六月三十日，以下人士（本公司董事及行政總裁除外）於本公司已發行股本中擁有根據證券及期貨條例第XV部第2及第3分部已向本公司披露之權益及淡倉，已登記於本公司根據證券及期貨條例第336條而備存之登記冊內：

Other Information (continued)

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Associated Corporation (continued)

Notes:

1. Bonjour Cosmetic Wholesale Center Limited is a wholly-owned subsidiary of the Company.
2. The non-voting deferred shares are fully-paid and have par value of HK\$1.00 each.

Save as disclosed above, as at 30 June 2006, none of the directors or the chief executive of the Company had, pursuant to Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO or any interests which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, was interested in or had any short position.

Substantial Shareholders' Interest and Short Positions in the Shares, Underlying Shares of the Company

As at 30 June 2006, the interests and short positions of the following persons, other than Directors and chief executive of the Company, in the issued share capital of the Company which have been disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO have been recorded in the register kept by the Company pursuant to section 336 of the SFO:

名稱 Name	股份權益總數 Total interests in shares	佔權益概約百分比 Approximate percentage of interests
Promised Return Limited (Note 2) (附註2)	145,872,000 (Note 1) (附註1)	64.66%
Deco City Limited (Note 2) (附註2)	145,872,000 (Note 1) (附註1)	64.66%
DBS Trustee H.K. (Jersey) Limited (Note 2) (附註2)	145,872,000 (Note 1) (附註1)	64.66%

其他資料 (續)

主要股東於本公司股份及相關股份中之權益及淡倉 (續)

附註：

1. 上文所述之股份權益乃指好倉。
2. Promised Return Limited乃由Deco City Limited全資擁有，而Deco City Limited則為一間由全權信託基金DBS Trustee H.K. (Jersey) Limited間接全資擁有之公司。該全權信託基金之受益人包括葉俊亨先生(「葉先生」)及鍾佩雲女士(「葉太」)之家族成員。Promised Return Limited乃專為以上述全權信託基金為受益人而持有股份之專門機構。於其註冊成立日期，Promised Return Limited之股權分別由葉先生及葉太持有51%及49%。於二零零三年六月十七日，葉先生及葉太將Promised Return Limited之全部已發行股本轉讓予Deco City Limited。

除上文所披露者外，於二零零六年六月三十日，概無任何人士於本公司已發行股本中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或任何淡倉。

購股權

本公司之購股權計劃(「購股權計劃」)乃於二零零三年六月十七日採納，據此，本公司董事獲授權可酌情決定邀請本集團僱員(包括於本集團之本公司董事)接納購股權以認購本公司股份。購股權計劃之目的乃為參與者提供認購本公司權益之機會，及鼓勵參與者為本公司及其股東之整體利益作出貢獻，提升本公司及其股份之價值。

Other Information (continued)

Substantial Shareholders' Interest and Short Positions in the Shares, Underlying Shares of the Company (continued)

Notes:

1. Interests in shares stated above represent long positions.
2. Promised Return Limited is wholly owned by Deco City Limited which in turn is a company indirectly wholly owned by a discretionary trust, DBS Trustee H.K. (Jersey) Limited, which beneficiaries comprise family members of Mr. Ip Chun Heng, Wilson ("Mr. Ip") and Ms. Chung Pui Wan ("Mrs. Ip"). Promised Return Limited is a special vehicle used solely for the purpose of holding the shares for the benefit of the discretionary trust referred to above. As at the date of its incorporation, Promised Return Limited was held as to 51% and 49% by Mr. Ip and Mrs. Ip respectively. On 17 June 2003, Mr. Ip and Mrs. Ip transferred the entire issued share capital of Promised Return Limited to Deco City Limited.

Save as disclosed above, no person was interested in or had any short position in the issued share capital of the Company which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO as at 30 June 2006.

Share Option

The Company's share option scheme (the "Share Option Scheme") was adopted on 17 June 2003 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including Directors of the Company in the Group, to take up options to subscribe for shares of the Company. The purpose of the Share Option Scheme is to provide participates with the opportunity to acquire interests in the Company and to encourage participates to work towards enhancing the value of the Company and its share for the benefit of the Company and its shareholders as a whole.

購股權 (續)

Share Option (continued)

於二零零六年六月三十日，根據購股權計劃已授出但尚未行使之購股權詳情如下：

Details of the share options outstanding as at 30 June 2006 which have been granted under the Share Option Scheme are as follows:

	於 二零零六年 一月一日 持有 Held at 1 January 2006	期內已授出 Granted during the Period	期內已行使 Exercised during the Period	期內已註銷 Cancelled during the Period	期內已失效 Lapsed during the Period	於 二零零六年 六月三十日 持有 Held at 30 June 2006	行使價 港元 Exercise price HK\$	授出日期 Grant date	由以下 日期行使 Exercise from	行使至 Exercisable until
					附註 Note					
僱員 Employees	668,000	—	—	—	—	668,000	1.650	二零零三年 十一月二十九日 29 Nov 2003	二零零五年 一月一日 1 Jan 2005	二零一四年 十二月三十一日 31 Dec 2014
	828,000	—	—	—	(48,000)	780,000	3.805	二零零五年 一月二十五日 25 Jan 2005	二零零六年 一月一日 1 Jan 2006	二零一五年 十二月三十一日 31 Dec 2015
總數 Total	1,496,000	—	—	—	(48,000)	1,448,000				

附註：

Note:

終止僱用一名承授人後，48,000份購股權已告失效。

48,000 options were lapsed following the cessation of employment of a grantee.

截至二零零六年六月三十日止六個月期間內，本公司董事或行政總裁概無持有、獲授或行使購股權。

During the six months period ended 30 June 2006, no option has been held by, granted to or exercised by directors or the chief executive of the Company.

購買、出售或贖回本公司上市證券

Purchase, Sale or Redemption of the Company's Listed Securities

期內，本公司或其任何附屬公司並無購買、出售或贖回任何本公司之上市證券。

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

其他資料 (續)

企業管治

董事認為，除下文所披露者外，期內，本公司一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之企業管治常規守則之守則條文（「守則條文」）。

守則條文 A.2.1

本公司並無任何職稱為「行政總裁」（「行政總裁」）之人員。行政總裁之職責目前由葉俊亨先生（「葉先生」）及鍾佩雲女士（「葉太」）履行。彼等均為本公司之執行董事及創辦人，亦分別為本公司之主席及副主席。葉先生擁有逾28年之零售及服務業經驗，彼負責本集團整體策劃及制訂公司政策。葉太擁有逾23年銷售及推廣化粧品經驗，彼負責管理本集團之整體銷售及推廣業務。董事會認為，基於本集團之經營性質及範疇，葉先生及葉太最適合出任本公司之行政總裁，因彼等尤其對零售銷售及化粧品市場具備豐富知識及經驗。儘管上文另有規定，董事會將不時檢討現行架構。在適當時候，倘可於本集團內外物色具備合適領導才能、技能及經驗之人選，則本公司或會作出必要安排。

標準守則

本公司已採納上市規則附錄10所載列之標準守則，作為其本身就有關董事在證券交易方面之操守守則（「守則」）。經向各董事作特別垂詢後，本公司確認全體董事於回顧期間內均告遵守守則所載列之所需標準。

Other Information (continued)

Corporate Governance

In the opinion of the directors, save as disclosed below, the Company has complied with the code provisions (the “Code Provision”) set out in the Code on Corporate Governance Practices contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the period.

Code Provision A.2.1

The Company does not have any officer with the title “chief executive officer” (the “CEO”). At present, the duties of a CEO are undertaken by Mr. Ip Chun Heng, Wilson (“Mr. Ip”) and Ms. Chung Pui Wan (“Mrs. Ip”). They both are the executive directors and founders of the Company and also are the Chairman and Vice-chairman of the Company respectively. Mr. Ip has more than 28 years’ experience in running retail and service business and he is responsible for the overall strategic planning and formulation of corporate policies of the Group. Mrs. Ip has more than 23 years’ experience in sales and marketing of cosmetic products and she is responsible for the overall sales and marketing operations management of the Group. The Board considered that, due to the nature and extent of the Group’s operations, Mr. Ip and Mrs. Ip are the most appropriate chief executives of the Company because they particular have the in-depth knowledge and experience in the retails sales and cosmetic product market. Notwithstanding the above, the Board will review the current structure from time to time. When at the appropriate time and if candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make necessary arrangements.

Model Code

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors (the “Code”). Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Code for the period under review.

其他資料 (續)

審核委員會

本公司已成立審核委員會，具有根據香港會計師公會建議之指引編製之明文職權範圍。全體審核委員會成員均具備適當行業及財務經驗，以提供遵守財務報告、內部監控及風險評估之意見。目前，審核委員會成員包括本公司三名獨立非執行董事黃弛維先生、周浩明醫生及勞恒晃先生。本期間內，審核委員會曾召開兩次會議。審核委員會已審閱外部核數、內部監控及風險評估之效率。本公司於本期間之未經審核財務報表已由審核委員會審閱。

其他董事會委員會

除審核委員會外，本公司已於二零零五年九月十六日成立薪酬委員會及提名委員會。本公司成立該等董事會委員會，以確保維持高水平之企業管治。

承董事會命
主席
葉俊亨

香港，二零零六年九月十五日

Other Information (continued)

Audit Committee

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. All audit committee members possess appropriate industry and financial experience to advise on the compliance of the financial reporting, internal controls and risk evaluation. At present, audit committee members comprise Mr. Wong Chi Wai, Dr. Chow Ho Ming and Mr. Lo Hang Fong, being the three independent non-executive directors of the Company. During the period, two meetings of the audit committee have been held. The audit committee has reviewed the effectiveness of both the external audit and of internal controls and risk evaluation. The unaudited financial statements of the Company for the period has been reviewed by the audit committee.

Other Board Committees

In addition to the audit committee, the Company has established a remuneration committee and a nomination committee on 16 September 2005. These board committees were formed to ensure maintenance of high corporate governance standards.

By Order of the Board
Ip Chun Heng, Wilson
Chairman

Hong Kong, 15 September 2006