

董事會報告 Directors' Report

董事會欣然提呈截至二零零六年十二月三十一日止年度之年報及經審核綜合賬目。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合賬目附註39。

業績及分配

本集團截至二零零六年十二月三十一日止年度之業績載於第52頁之綜合收益表。

每股2.0港仙之中期股息約5,354,000港元已於年內派付予股東。董事會現建議向於二零零七年五月十六日名列本公司股東登記冊之股東派付為數約26,769,000港元每股10.0港仙之末期股息，而年內之剩餘溢利30,135,000港元則予以保留。

物業、機器及設備

本集團在年內繼續擴充及提升其用於印刷及製造包裝產品之設備。有關該等擴充及本集團物業、機器及設備於年內之其他變動詳情載於綜合賬目附註13。

The directors have pleasure in presenting their annual report and the audited consolidated financial statements for the year ended 31st December, 2006.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in notes 39 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2006 are set out in the consolidated income statement on page 52.

An interim dividend of HK2.0 cents per share amounting to approximately HK\$5,354,000 was paid to the shareholders during the year. The Directors now recommend the payment of a final dividend of HK10.0 cents per share to the shareholders on the register of members on 16th May, 2007, amounting to approximately HK\$26,769,000, and the retention of the remaining profit for the year of HK\$30,135,000.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group continued to expand and upgrade its facilities for printing and manufacturing of packaging products. Details of these and other movements during the year in the property, plant and equipment of the Group are set out in note 13 to the consolidated financial statements.

業績、資產及負債

下表概述本集團截至二零零六年十二月三十一日止五個年度之綜合業績、資產及負債。

RESULTS, ASSETS AND LIABILITIES

The following table summarises the consolidated results, assets and liabilities of the Group for the five years ended 31st December, 2006.

	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000	二零零二年 2002 千港元 HK\$'000
母公司股權持有人 應佔溢利	62,258	47,838	40,644	35,260	34,360
總資產	1,336,853	1,164,678	973,319	733,971	790,197
總負債	(731,792)	(633,253)	(501,556)	(312,305)	(393,866)
	605,061	531,425	471,763	421,666	396,331

附註： 截至二零零二年十二月三十一日及二零零三年十二月三十一日止年度之數字並無作出調整以反映採納多項於二零零五年一月一日生效之新增香港財務報告準則及香港會計準則所導致會計政策之變動。

Note: The figures for the year ended 31st December, 2002 and 31st December, 2003 have not been adjusted to reflect the change in accounting policy for the adoption of a number of new Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards effective on 1st January, 2005.

流動資金及財政資源

於二零零六年十二月三十一日，銀行結餘及現金為195,193,000港元（二零零五年：201,959,000港元）。計息之負債為484,598,000港元（二零零五年：483,520,000港元）。股東資金加少數股東權益為605,061,000港元（二零零五年：531,425,000港元）。淨資產負債比率（計息負債減現金／股東資金加少數股東權益）為47.8%（二零零五年：53.0%）。

LIQUIDITY AND FINANCIAL RESOURCES

As at 31st December, 2006, the bank balances and cash amounted to HK\$195,193,000 (2005: HK\$201,959,000). The interest bearing liabilities amounted to HK\$484,598,000 (2005: HK\$483,520,000). The shareholders' equity plus minority interests amounted to HK\$605,061,000 (2005: HK\$531,425,000). The net debt to equity ratio (interest bearing liabilities less cash/sharholders' equity plus minority interests) was 47.8% (2005: 53.0%).

本公司可供分派儲備

本公司於二零零六年十二月三十一日可供分派予股東之儲備金額相當於保留溢利及繳入盈餘合共約38,902,000港元(二零零五年: 35,557,000港元), 詳情已載於附註38(a)。

股本

本公司股本之詳情載於綜合賬目附註25。

董事

以下乃年內及截至本報告日期為止之本公司董事會成員:

執行董事:

許經振先生(主席)

丘少明先生

許檳榔先生

李春仁先生

周勁先生

王鳳舞先生

王廣宇先生

(於二零零六年十一月十六日獲委任)

獨立非執行董事:

吳志揚先生

譚旭生先生

何樂昌先生

(於二零零六年六月二十六日獲委任)

林炳昌先生

(於二零零六年六月二十六日辭任)

王鳳舞先生、吳志揚先生及譚旭生先生將根據本公司之公司細則第87條之規定, 在即將舉行之股東週年大會上依章告退, 惟彼等已表示願意膺選連任。

DISTRIBUTABLE RESERVES OF THE COMPANY

The amount of the Company's reserves available for distribution to shareholders as at 31st December, 2006 represented the retained profits and contributed surplus totalling approximately HK\$38,902,000 (2005: HK\$35,557,000). Details are set out in note 38(a).

SHARE CAPITAL

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

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Mr. Hui King Chun, Andrew (*Chairman*)

Mr. Yau Chau Min, Paul

Mr. Hui Bin Long

Mr. Li Chun Ren

Mr. Zhou Jin

Mr. Wang Feng Wu

Mr. Wang Guang Yu

(appointed on 16th November, 2006)

Independent non-executive directors:

Mr. Ng Chi Yeung, Simon

Mr. Tam Yuk Sang, Sammy

Mr. Ho Lok Cheong

(appointed on 26th June, 2006)

Mr. Lam Ping Cheung, Andrew

(resigned on 26th June, 2006)

Messrs. Wang Feng Wu, Ng Chi Yeung, Simon and Tam Yuk Sang, Sammy shall retire at the forthcoming annual general meeting in accordance with Article 87 of the Bye-Laws of the Company and, being eligible, offer themselves for re-election.

王廣宇先生及何樂昌先生將根據本公司之公司細則第86條之規定，在即將舉行之股東週年大會上依章告退，惟彼等已表示願意膺選連任。

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立任何不得於一年內在無需支付任何賠償（法定賠償除外）之情況下終止之服務合約。

董事於股份、相關股份及債券中擁有之權益

於二零零六年十二月三十一日，董事及彼等之聯繫人士在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」）第十五部）之股份、相關股份及債券中，擁有須登記於本公司根據證券及期貨條例第352條存置之登記冊內或須根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）所載之上市公司董事進行證券交易之標準守則（「標準守則」）以其他方式知會本公司及聯交所之權益如下：

Messrs. Wang Guang Yu and Ho Lok Cheong shall retire at the forthcoming annual general meeting in accordance with Article 86 of the Bye-Laws of the Company and, being eligible, offer themselves for re-election.

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st December, 2006, the interests of the directors and their associates 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 ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise 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 (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

董事名稱	身份	持有已發行 普通股之數目	本公司已發行 股本之百分比 Percentage of the issued share capital of the Company
Name of director	Capacity	Number of issued ordinary shares held	
許經振先生 Mr. Hui King Chun, Andrew	信託形式持有 Held by trust	(附註) 195,805,000 (Note)	73.15%

附註：該等股份以由全權信託間接全資擁有之公司Accufit Investments Inc.之名義登記，其受益人為許經振先生之家族成員。其包括134,116,000股由Accufit Investments Inc.實益持有之股份及65,384,000股受本公司於二零零六年十月二十五日發表之公佈內所述之認沽期權安排所規限之股份（其中3,695,000股股份已於結算日前出售，因此不再受認沽期權安排所規限）。

除上述所披露者外，於二零零六年十二月三十一日，董事、行政總裁或彼等之聯繫人士概無在本公司或其任何相聯法團（定義見證券及期貨條例第十五部）之股份、相關股份及債券中，擁有任何須登記於本公司根據證券及期貨條例第352條存置之登記冊內或須根據標準守則以其他方式知會本公司及聯交所之權益或淡倉。

購買股份或債券之安排

除附註26「購股權計劃」所披露者外，本公司、其控股公司或其任何附屬公司或同系附屬公司概無於年內作為一方參與訂立任何可令本公司董事藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排。

董事於重大合約之權益

本公司、其控股公司、附屬公司或同系附屬公司概無作為一方參與訂立本公司董事於其中直接或間接擁有重大權益之重大合約，而該等合約於年終或於年內任何時候仍然有效。

Note: These shares are registered in the name of Accufit Investments Inc., a company indirectly wholly-owned by a discretionary trust, the beneficiaries of which are the family members of Mr. Hui King Chun, Andrew. This comprises 134,116,000 shares beneficially held by Accufit Investments Inc. and 65,384,000 shares subject to put option arrangements as referred in the Company's announcement dated 25th October, 2006 (of which 3,695,000 shares have been disposed of before the balance sheet date are no longer subject to put option arrangements).

Other than as disclosed above, none of the directors, chief executives, nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31st December, 2006, as required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in "Share Option Scheme" in note 26, at no time during the year was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company, its holding company, subsidiaries or fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

主要股東

於二零零六年十二月三十一日，根據本公司按照證券及期貨條例第336條所存置之主要股東登記冊顯示，除上文所披露之若干董事權益外，下列股東已知會本公司彼等於本公司之已發行股本中擁有相關權益及淡倉。

(i) 好倉

本公司每股面值0.1港元之普通股

股東名稱	身份	所持已發行 普通股數目 Number of issued ordinary shares held	佔本公司已發行 股本之百分比 Percentage of the issued share capital of the Company
Names of shareholders	Capacity		
Basab Inc.	信託受益人 Beneficiary of trusts	195,805,000 (附註1)(Note 1)	73.15%
Guardian Trustee Limited	信託受益人 Beneficiary of trusts	195,805,000 (附註1)(Note 1)	73.15%
Penta Investment Advisers Ltd.	投資經理 Investment manager	28,616,000 (附註2)(Note 2)	10.69%
John Zwaanstra	投資經理 Investment manager	28,616,000 (附註2)(Note 2)	10.69%
Evolution Capital Management LLC	投資經理 Investment manager	24,518,000	9.16%
Evolution Master Fund, Ltd. SPC	投資經理 Investment manager	24,518,000	9.16%

SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2006, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that other than the interest disclosed above in respect of certain directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

(i) Long positions

Ordinary shares of HK\$0.1 each of the Company

所持已發行 普通股數目 Number of issued ordinary shares held	佔本公司已發行 股本之百分比 Percentage of the issued share capital of the Company
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195,805,000 (附註1)(Note 1)	73.15%
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28,616,000 (附註2)(Note 2)	10.69%
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24,518,000	9.16%
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董事會報告 Directors' Report

附註：

1. 該等股份乃以由Basab Inc. (作為Basab Unit Trust之信託人) 全資擁有之公司 Accufit Investments Inc. 之名義登記。Basab Unit Trust乃由Guardian Trustee Limited作為信託人之全權信託擁有之單位信託基金，其受益人為許經振先生之家族成員。其包括134,116,000股由Accufit Investments Inc. 實益持有之股份及65,384,000股受本公司於二零零六年十月二十五日發表之公佈內所述之認沽期權安排所規限之股份 (其中3,695,000股股份已於結算日前出售，因此不再受認沽期權安排所規限)。
2. John Zwaanstra全資擁有Penta Investment Advisers Ltd.。
3. 許經振先生為Accufit Investments Inc. 之董事。

Notes:

1. These shares are registered in the name of Accufit Investments Inc., which is 100% owned by Basab Inc. as trustee of the Basab Unit Trust which is a unit trust owned by Guardian Trustee Limited as trustee of a discretionary trust, the beneficiaries of which are the family members of Mr. Hui King Chun, Andrew. This comprises 134,116,000 shares beneficially held by Accufit Investments Inc. and 65,384,000 shares subject to put option arrangements as referred in the Company's announcement dated 25th October, 2006 (of which 3,695,000 shares have been disposed of before the balance sheet date hence are no longer subject to put option arrangements).
2. John Zwaanstra wholly owns Penta Investment Advisers Ltd.
3. Mr. Hui King Chun, Andrew is a director of Accufit Investments Inc.

(ii) 淡倉

本公司每股面值0.1港元之普通股

(ii) Short positions

Ordinary shares of HK\$0.1 each of the Company

股東名稱	身份	所持已發行 普通股數目 Number of issued ordinary shares held	佔本公司已發行 股本之百分比 Percentage of the issued share capital of the Company
Names of shareholders	Capacity		
Penta Investment Advisers Ltd.	投資經理 Investment manager	28,616,000	10.69%
John Zwaanstra	投資經理 Investment manager	28,616,000	10.69%
Evolution Capital Management LLC	投資經理 Investment manager	24,518,000	9.16%
Evolution Master Fund, Ltd. SPC	投資經理 Investment manager	24,518,000	9.16%

除上文所披露之權益外，於二零零六年十二月三十一日，本公司並不知悉在本公司之已發行股本中擁有任何其他相關權益或淡倉。

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued capital of the Company as at 31st December, 2006.

關連交易

年內，本集團與於本公司一間附屬公司擁有10%股權之股東雲南紅河卷煙總廠昭通卷煙廠訂立買賣交易，款額約為140,400,000港元（二零零五年：131,600,000港元）。聯交所已授出有條件豁免，即豁免本公司嚴格遵守上市規則之規定，而本公司獨立非執行董事已確認，該等交易乃根據聯交所授出之豁免所載之條件進行。

獨立非執行董事已確認，上述交易乃由本集團於日常業務過程中按一般商業條款及根據監管該等交易之協議條款訂立，該等條款對股東及本公司整體利益而言屬公平合理。

除上文所披露者外，概無須當作關連交易而遵照上市規則之有關規定予以披露之其他交易。

CONNECTED TRANSACTIONS

During the year, the Group has entered into sales transaction with Zhaotong Cigarette Factory, Honghe General Cigarette Factory, Yunnan, a 10% equity shareholder in a subsidiary of the Company, amounted to approximately HK\$140,400,000 (2005: HK\$131,600,000). The Stock Exchange has granted conditional waivers to the Company from strict compliance with the requirements of the Listing Rules, and the independent non-executive directors of the Company have confirmed that these transactions were carried out in compliance with the conditions set out in the waivers granted by the Stock Exchange.

The independent non-executive directors have confirmed that the above transactions has been entered into by the Group in the ordinary course of its business on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Save as disclosed above, there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

主要客戶及供應商

於截至二零零六年十二月三十一日止年度，本集團最大客戶及五大客戶分別佔本集團總收益約38%及67%。本集團最大供應商及五大供應商分別佔本集團總購貨額約29%及81%。

董事、彼等之聯繫人士或任何就董事會所知擁有本公司股本逾5%之股東概無於本集團任何五大客戶或供應商之股本中擁有任何權益。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

董事於競爭業務之權益

年內，概無董事於本公司之競爭業務中擁有須根據上市規則第8.10條予以披露之權益。

優先購股權

本公司之公司細則或百慕達法例並無有關可能強令本公司按比例向現有股東發售新股之優先購股權之規定。

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st December, 2006, the Group's largest customer and five largest customers accounted for approximately 38% and 67% respectively of the Group's total revenue. The Group's largest supplier and five largest suppliers accounted for approximately 29% and 81% respectively of the Group's total purchases.

None of the directors, their associates or any shareholders (which to the knowledge of the Directors owned more than 5% of the Company's share capital) had an interest in the share capital of any of the Group's five largest customers or suppliers.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year, none of the directors had any interests in competing business of the Company which was required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

薪酬政策

有關本集團僱員之薪酬政策乃由薪酬委員會根據僱員之表現、資歷及工作能力而制定。

薪酬委員會經考慮本集團之營運業績、個別表現及可比較市場數據審閱本集團就本集團董事及高級管理層之所有薪酬制定之薪酬政策及架構。

本公司於二零零二年採納購股權計劃。有關計劃詳情已載於賬目附註26。

委任獨立非執行董事

本公司已根據上市規則第3.13條接獲各獨立非執行董事(包括吳志揚先生、譚旭生先生及何樂昌先生)有關其獨立性之年度確認書。本公司認為全體獨立非執行董事為獨立人士。

足夠之公眾持股量

本公司於截至二零零六年十二月三十一日止年度期間一直保持足夠之公眾持股量。

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is set up by the Remuneration Committee and is based on their merit, qualifications and competence.

The Remuneration Committee reviews the Group's emolument policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme in 2002. Details of the scheme are set out in note 26 to the financial statements.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, Messrs. Ng Chi Yeung, Simon, Tam Yuk Sang, Sammy and Ho Lok Cheong, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive directors are independent.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st December, 2006.

聯席核數師

本公司將在即將舉行之股東週年大會上提呈一項決議案，續聘德勤•關黃陳方會計師行及陳浩賢會計師事務所為本公司之聯席核數師。

承董事會命

許經振

主席

香港，二零零七年四月十八日

JOINT AUDITORS

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu and Messrs. Graham H.Y. Chan & Co. as joint auditors of the Company.

On behalf of the Board

Hui King Chun, Andrew

Chairman

Hong Kong, 18th April, 2007