

## 董事會報告

董事會欣然提呈彼等之報告連同本公司及本集團截至二零零六年十二月三十一日止年度之經審核賬目。

## 主要業務

本公司之主要業務為投資控股。各附屬公司主要在香港及澳門從事美容保健產品之零售及批發與經營纖體美容及保健中心等業務。

## 業績

本集團截至二零零六年十二月三十一日止年度之業績及現金流量詳情，以及本公司及本集團於該日之業務狀況載於第47至第52頁之財務報表。

## 股息

董事會不建議派付截至二零零六年十二月三十一日止年度之任何末期股息(二零零五年：無)。

## 暫停股東登記

本公司將由二零零七年五月二十八日星期一至二零零七年六月一日星期五(包括首尾兩日)暫停股東登記，期間不會辦理任何股份過戶手續。為符合資格出席應屆股東週年大會，所有過戶文件連同有關股票須於二零零七年五月二十五日星期五下午四時三十分前送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室，以辦理過戶登記手續。

## 五年財務概要

本公司過往五個財政年度之業績以及資產及負債概要載於第5頁。

## 物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於第92至第93頁之財務報表附註17。

## Directors' Report

The Board have pleasure in submitting their report together with the audited accounts of the Company and the Group for the year ended 31st December 2006.

## Principal Activities

The principal activity of the Company is investment holding. The subsidiaries are principally engaged in the retail and wholesale of beauty and health-care products and the operation of beauty and health salons in Hong Kong and Macau.

## Results

Details of the results and cash flow of the Group for the year ended 31st December 2006, and the state of affairs of the Company and of the Group as at that date, are set out in the financial statements on pages 47 to 52.

## Dividends

The Board do not recommend the payment of any final dividend for the year ended 31st December 2006 (2005: Nil).

## Closure of Register of Members

The registers of the Company will be closed from Monday, 28th May 2007 to Friday, 1st June 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the attending the forthcoming annual general meeting, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 25th May 2007.

## Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 5.

## Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in Note 17 to the financial statements on pages 92 to 93.

## 董事會報告 (續)

### 股本

本公司股本之變動詳情載於第104至第107頁之財務報表附註26。

### 儲備

本集團及本公司儲備於年內之變動載於第108至第109頁之財務報表附註27及第51頁之綜合權益變動表。

### 可供分派儲備

根據開曼群島公司法第22章(一九六一年第三法例，經綜合及修訂)，本公司之股份溢價及實繳盈餘可分派予股東。於二零零六年十二月三十一日，本公司可供分派予股東之儲備合共約92,414,000港元(二零零五年：91,599,000港元)。

### 分類資料

本集團本年度按業務分類之業績分析載於第82至第84頁之財務報表附註7。由於本集團大致上所有營業額及經營溢利業績貢獻乃來自在香港之業務，故並無呈列地區分類分析。

### 購股權資料

購股權乃根據本公司唯一股東於二零零三年六月十七日以通過一項書面決議案之方式批准之購股權計劃授予董事、行政人員及僱員。

計劃之詳情如下：

#### (A) 目的

購股權計劃旨在讓本公司更靈活及有效給予指定參與者(定義見附註(B))獎勵、回報、報酬、補償及／或利益。

## Directors' Report (continued)

### Share Capital

Details of the movements in share capital of the Company are set out in Note 26 to the financial statements on pages 104 to 107.

### Reserves

Movements in the reserves of the Group and of the Company during the year are set out in Note 27 to the financial statements on pages 108 to 109 and in the consolidated statement of change in equity on page 51.

### Distributable Reserves

Pursuant to the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, share premium and contributed surplus of the Company are distributable to the shareholders. At 31st December 2006, the Company's reserves available for distribution to shareholders amounted in total to approximately HK\$92,414,000 (2005: HK\$91,599,000).

### Segment Information

An analysis of the Group's performance for the year by business segment is set out in Note 7 to the financial statements on pages 82 to 84. No geographical segments analysis is presented as substantially all the Group's turnover and contribution to operating profits results are derived from the operation in Hong Kong.

### Share Option Information

Share options are granted to directors, executives and employees under the Share Option Scheme approved by a resolution in writing passed by the sole shareholder of the Company on 17th June 2003.

Details of the scheme are as follows:

#### (A) Purpose

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to selected Participants (as defined in note (B)).

**董事會報告 (續)**

**購股權資料 (續)**

**(B) 合資格人士**

董事會可全權酌情決定邀請任何屬於以下參與者類別之人士（「參與者」）接納購股權以認購股份：

- (i) 按合約委任且受薪之本公司、其任何控股公司、彼等各自之附屬公司及本公司或其任何附屬公司持有股權之公司（「合資格實體」）之任何僱員；及
- (ii) 合資格實體之任何執行董事及非執行董事。

董事會可向任何參與者授出購股權（「購股權」），以按董事會可能釐定之購股權價格認有關購股份數目，惟須遵守規則之任何限制及規限。

**(C) 接納購股權時應付之款項**

參與者於授出日期起計28日內接納購股權時須向本公司支付1.00港元作為授出購股權之代價。

**(D) 購股權價格**

購股權價格由董事會釐定，且須知會購股權持有人。最低購股權價格不得低於下列之最高者：

- (i) 授出購股權當日聯交所每日報價表所列股份之收市價；
- (ii) 緊接授出購股權日期前五個營業日（聯交所開放進行買賣證券業務之日）聯交所每日報價表所列股份之平均收市價；及
- (iii) 股份面值。

**Directors' Report (continued)**

**Share Option Information (continued)**

**(B) Who May Join**

The Board may, at their absolute discretion, invite any person belonging to any of the following classes of participants ("Participant"), to take up options to subscribe for Shares:

- (i) any employee holding salaried office or employment under a contract with the Company, any of its holding companies, any of their respective subsidiaries and any entity in which the Company or any of its subsidiaries holds any equity interest ("Eligible Entity"); and
- (ii) any executive directors and non-executive directors of any Eligible Entity.

The Board may offer to grant an option ("Option") to any Participant to subscribe for such number of Shares at the option price as the Board may determine, subject always to any limits and restrictions specified in the Rules.

**(C) Payment On Acceptance of Option Offer**

A Participant shall pay the Company HK\$1.00 for the grant of an Option on acceptance of an option offer within 28 days after the offer date.

**(D) Option Price**

The option price will be determined by the Board and notified to an Option-holder. The minimum option price shall not be less than the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the offer date;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days (on which the Stock Exchange is open for business of dealing in securities) immediately preceding the Offer Date; and
- (iii) the nominal value of the Shares.

董事會報告 (續)

Directors' Report (continued)

購股權資料 (續)

Share Option Information (continued)

(E) 購股權計劃涉及之最高股份數目

(E) Maximum Number of Shares Subject to the Share Option Scheme

(i) 因行使根據購股權計劃將授出之所有購股權及任何其他計劃將授出之任何購股權而可予發行之股份總數合共不得超過於完成售股建議及資本化發行後已發行股份10%。根據購股權計劃或任何其他計劃之條款失效或註銷之購股權將不會計入附註(E)(i)之10%限額。

(i) The total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any options to be granted under any other schemes must not in aggregate exceed 10% of the Shares in issue as at upon completion of the Share Offer and the Capitalisation Issue. Options lapsed or cancelled in accordance with the terms of the Share Option Scheme, or any other schemes will not be counted for the purpose of calculating the 10% limit in note (E)(i).

(ii) 在本公司股東(「股東」)批准之情況下，董事會或會「更新」10%限額，惟按「更新」限額因行使根據購股權計劃及任何其他計劃將授出之購股權而可予發行之股份總數不得超過股東批准「更新」限額當日已發行股份10%。

(ii) With the approval of the shareholders of the Company (the "Shareholders"), the Board may "refresh" the 10% limit provided that the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme and any other schemes under the limit as "refreshed" shall not exceed 10% of the Shares in Issue at the date on which the Shareholders approve the "refreshed" limit.

以往根據購股權計劃及任何其他計劃授出之購股權(包括根據有關計劃條款尚未行使、已註銷、已失效或已行使之購股權)將不會計入「更新」限額。

Options previously granted under the Share Option Scheme and any other schemes (including those outstanding, cancelled, lapsed in accordance with the terms of the relevant scheme, or exercised options) will not be counted for the purpose of calculating the limit as "refreshed".

(iii) 在不違反購股權計劃所載之相關限額下，董事會可向於徵求股東批准上述限額前指定之參與者授出超過10%限額之購股權。在此情況下，本公司必須向股東寄發通函，載列可能獲授購股權之指定參與者簡介、將授出之購股權數目與條款、向指定參與者授出購股權之目的及該等購股權條款如何可達致上述目的之說明。

(iii) Subject to the relevant limits as stated in the Share Option Scheme, the Board may, with the approval of the Shareholders, grant Options in excess of the 10% limit to Participants specifically identified before Shareholders' approval is sought. In such situation, the Company will send a circular to the Shareholders' containing a generic description of the specified Participants who may be granted such Options, the number and terms of such Options to be granted and the purpose of granting such Options to the specified Participants with an explanation of how the terms of the Options will serve the purpose.

董事會報告 (續)

購股權資料 (續)

(E) 購股權計劃涉及之最高股份數目 (續)

- (iv) 因行使根據購股權計劃及任何其他計劃授出而有待行使之所有尚未行使之購股權而可予發行之股份總數不得超過不時已發行股份30%。倘授出購股權會導致超出此限額，則不會根據購股權計劃及任何其他計劃授出購股權。

(F) 行使購股權之時間

在不違反購股權計劃所列條文之情況下，根據購股權計劃授出而已歸屬且尚未失效之購股權可於董事會知會之期間隨時行使，惟有關期間不得超過授出購股權日期起計10年。購股權亦須按董事會於授出購股權當時訂定之任何條件行使。

(G) 購股權計劃之期限

購股權計劃自採納日期起計10年內有效及生效(惟可經董事會根據規則行使權力終止)，於期限屆滿後，本公司不再授出購股權。購股權計劃之條文仍然具十分效力，據此，任何購股權可於10年期間屆滿前行使(而該等購股權可於10年期間或之後根據規則行使)，或可根據購股權計劃條文之規定行使。

Directors' Report (continued)

Share Option Information (continued)

(E) Maximum Number of Shares Subject to the Share Option Scheme (continued)

- (iv) The total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes shall not exceed 30% of the Shares in issue from time to time. No Options may be granted under the Share Option Scheme and any other schemes if this will result in the limit being exceeded.

(F) Time of Exercise of Options

Subject to the provisions as stated in the Share Option Scheme, an Option under the Share Option Scheme which is vested and has not lapsed may be exercised at any time during such period notified by the Board as not exceeding 10 years from the Offer Date. The exercise of Options may also be subject to any conditions imposed by the Board at the time of offer.

(G) Period of the Share Option Scheme

Subject to the Board exercising its right under the Rules to terminate the Share Option Scheme, this Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further Options will be granted. The provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior to expiry of the 10-year period and which are at that time or become thereafter capable of exercise under the Rules, or otherwise to the extent as may be required in accordance with the provisions of the Share Option Scheme.

## 董事會報告 (續)

## Directors' Report (continued)

### 購股權資料 (續)

### Share Option Information (continued)

#### (H) 管理

#### (H) Administration

董事會須負責管理購股權計劃，本公司並無委任信託人管理購股權計劃。

The Board has responsibility for administering the Share Option Scheme. There are no trustees appointed for the purposes of the Share Option Scheme.

於二零零六年十二月三十一日，根據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 31st December 2006 which have been granted under the scheme are as follows:

	於 二零零六年 一月一日 持有 Held at 1st January 2006	期內已授出 Granted during the Year	期內已失效 Lapsed during the Year	於 二零零六年 十二月三十一日 持有 Held at 31st December 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
<b>董事：</b> Director:								
葉俊亨 Ip Chun Heng, Wilson	—	400,000	—	400,000	0.876	二零零六年 八月七日 7th Aug 2006	二零零六年 八月七日 7th Aug 2006	二零一六年 八月六日 6th Aug 2016
鍾佩雲 Chung Pui Wan	—	400,000	—	400,000	0.876	二零零六年 八月七日 7th Aug 2006	二零零六年 八月七日 7th Aug 2006	二零一六年 八月六日 6th Aug 2016
葉國利 Yip Kwok Li	—	300,000	—	300,000	0.876	二零零六年 八月七日 7th Aug 2006	二零零六年 八月七日 7th Aug 2006	二零一六年 八月六日 6th Aug 2016
陳志秋 Chan Chi Chau	—	300,000	—	300,000	0.876	二零零六年 八月七日 7th Aug 2006	二零零六年 八月七日 7th Aug 2006	二零一六年 八月六日 6th Aug 2016
<b>其他僱員：</b> Other Employees:	720,000	—	—	720,000	1.650	二零零三年 十一月二十九日 29th Nov 2003	二零零五年 一月一日 1st Jan 2005	二零一四年 十二月三十一日 31st Dec 2014
	776,000	—	(48,000)	728,000	3.805	二零零五年 一月二十五日 25th Jan 2005	二零零六年 一月一日 1st Jan 2006	二零一五年 十二月三十一日 31st Dec 2015
	—	9,530,000	—	9,530,000	0.876	二零零六年 八月七日 7th Aug 2006	二零零六年 八月七日 7th Aug 2006	二零一六年 八月六日 6th Aug 2016
<b>總數：</b> Total:	1,496,000	10,930,000	(48,000)	12,378,000				

## 董事會報告 (續)

### 董事

年內及截至本報告日期止任職之董事如下：

#### 執行董事

葉俊亨先生  
鍾佩雲女士  
葉國利先生  
陳志秋先生

#### 獨立非執行董事

黃馳維先生  
周浩明醫生  
勞恒晃先生

根據本公司之公司細則第108條之規定，葉俊亨先生、鍾佩雲女士及周浩明醫生將於應屆股東週年大會上輪席告退。所有退任董事均合資格並有意在應屆股東週年大會上膺選連任。

### 董事及高級管理人員履歷

於本報告日期，本公司董事及本集團高級管理人員之履歷詳情載於第20至第22頁。

### 董事之服務合約

各執行董事已與本公司訂立服務合約，自二零零三年七月一日起初步為期兩年，並將於其後持續直至其中一方向另一方發出不少於三個月書面通知終止為止。

各獨立非執行董事已與本公司訂立為期一年之服務合約，而黃馳維先生及周浩明醫生的合約於二零零七年六月三十日屆滿，勞恒晃先生的合約於二零零七年九月二十三日屆滿，而服務合約在屆滿後將會延續，直到其中一方向另一方發出不少於一個月書面通知終止為止。

於應屆股東週年大會上膺選連任之董事概無與本公司訂立在一內毋須支付賠償而不可終止之服務合約。

## Directors' Report (continued)

### Directors

The Directors who held office during the year and up to the date of this report are:

#### Executive Directors

Mr. Ip Chun Heng, Wilson  
Ms. Chung Pui Wan  
Mr. Yip Kwok Li  
Mr. Chan Chi Chau

#### Independent Non-Executive Directors

Mr. Wong Chi Wai  
Dr. Chow Ho Ming  
Mr. Lo Hang Fong

In accordance with article 108 of the Company's articles of association, Mr. Ip Chun Heng, Wilson, Ms. Chung Pui Wan and Dr. Chow Ho Ming will retire by rotation at the forthcoming AGM. All the retiring Directors, being eligible, will offer themselves for re-elections at the forthcoming AGM.

### Directors' and Senior Management's Biographies

Biographical details of the directors of the Company and senior management of the Group as at the date of this report are set out on pages 20 to 22.

### Directors' Service Contracts

Each of Executive Directors has entered into a service contract with the Company for an initial term of two years commencing from 1st July 2003, and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other.

Each of Independent Non-Executive Directors has entered into a service contract with the Company for a term of one year expiring on 30th June 2007 for Mr. Wong Chi Wai and Dr. Chow Ho Ming and expiring on 23rd September 2007 for Mr. Lo Hang Fong respectively, and will continue thereafter until terminated by not less than one month's notice in writing served by either party to the other.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation.

## 董事會報告 (續)

## Directors' Report (continued)

### 董事之合約權益

各董事概無於在年內或年終存在而本公司或其任何附屬公司為訂約方之任何重大合約中直接或間接擁有重大權益。

### Directors' Interests in Contracts

None of the Directors had a material interest, whether directly or indirectly, in any contract of significance subsisting during or at the end of the year to which the Company or any of its subsidiaries was a party.

### 董事及行政總裁於本公司或任何相聯法團股份、相關股份及債權證中之權益及淡倉

### Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

於二零零六年十二月三十一日，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）之股份中擁有之權益如下：

As at 31st December 2006, the interests of the Directors and the chief executive of the Company in the shares 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)	根據購股權計劃持有之相關股份數目 Number of underlying Shares held pursuant to share options	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	400,000	155,960,000	69.13
	配偶權益 (附註 1) Interest of spouse (Note 1)	1,000,000	400,000		
	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	400,000	155,960,000	69.13
	配偶權益 (附註 1) Interest of spouse (Note 1)	1,000,000	400,000		
	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	300,000	500,000	0.22
陳志秋先生 Mr. Chan Chi Chau	實益擁有人 Beneficial owner	500,000	300,000	800,000	0.35



董事會報告 (續)

Directors' Report (continued)

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

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

於本公司股份之權益 (續)

Interest in the shares of the Company (continued)

附註：

Notes:

- |   |  |
|---|--|
| <p>1. 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。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。</p> <p>2. 該等股份由葉俊亨先生及鍾佩雲女士共同持有。</p> <p>3. 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。</p> <p>4. 上文所述之股份權益乃指好倉。</p> | <p>1. 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. Each of them are taken to be interested in each of 1,000,000 shares by virtue of the SFO.</p> <p>2. The shares are held jointly by Mr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan.</p> <p>3. 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.</p> <p>4. Interests in shares stated above represent long positions.</p> |
|---|--|

於本公司附屬公司之權益

Interest in the subsidiary of the Company

無投票權遞延股份 (附註2)

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	Non-voting deferred shares (Note 2)	
			數目 Number	百分比 Percentage
葉俊亨先生 Mr. Ip Chun Heng, Wilson	卓悅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	卓悅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%

附註：

Notes:

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

## 董事會報告 (續)

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

除上文所披露者外，於二零零六年十二月三十一日，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聯交所之權益或任何淡倉。

### 董事認購股份或債務證券之權利

除本報告所披露者外，於年內任何時間，本公司或其任何附屬公司並無訂立任何安排，致令董事可透過購入本公司或任何其他法人團體之股份或債務證券(包括債權證)而獲得利益，而於年內，董事、行政總裁或彼等之配偶或未滿18歲之子女概無任何權利或已行使任何該等權利以認購本公司之證券。

### 董事於競爭業務之權益

年內，本公司董事或管理層股東(定義見上市規則)概無於與本集團業務競爭或可能與本集團業務競爭之業務中擁有權益。

## Directors' Report (continued)

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

Save as disclosed above, as at 31st December 2006, none of the directors or the chief executive of the Company had, under 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 pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, was interested in or had any short position.

### Directors' Rights to Acquire Shares or Debt Securities

Save as disclosed herein, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the company or any other body corporate and none of the Directors, chief executive or their spouse or children under the age of 18, had any right to subscribe for securities of the Company or had exercised any such rights during the year.

### Directors' Interest in Competing Business

During the year, none of the Directors or management shareholders of the Company (as defined in the Listing Rules) has an interest in a business which compete or may cooperate with the business of the Group.

主要股東於本公司股份及相關股份中之權益及淡倉

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

於二零零六年十二月三十一日，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分部須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：

As at 31st December 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 Division 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 (附註1) Total interests in shares (Note 1)	佔權益 概約百分比 Approximate percentage of interests
Promised Return Limited (Note 2) (附註2)	145,872,000	64.66%
Deco City Limited (Note 2) (附註2)	145,872,000	64.66%
DBS Trustee H.K. (Jersey) Limited (Note 2) (附註2)	145,872,000	64.66%

附註：

Notes:

1. 上文所述之股份權益乃指好倉。
2. Promised Return Limited (「Promised Return」) 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之全部已發行股本轉讓予Deco City Limited。

1. Interests in shares stated above represent long positions.
2. Promised Return Limited ("Promised Return") 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 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 was held as to 51% and 49% by Mr. Ip and Mrs. Ip respectively. On 17th June 2003, Mr. Ip and Mrs. Ip transferred the entire issued share capital of Promised Return to Deco City Limited.

除上文所披露者外，於二零零六年十二月三十一日，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。

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 under Divisions 2 and 3 of Part XV of the SFO as at 31st December 2006.

## 董事會報告 (續)

### 購買、出售或贖回證券

本公司概無於年內贖回其任何股份。本公司或其任何附屬公司亦無於年內購買或出售本公司任何股份。

### 主要客戶及供應商

年內，本集團之最大及五大供應商分別佔本集團之採購3%及15%，而本集團之最大及五大客戶分別佔本集團營業額1%及2%。

### 附屬公司投資

本公司各附屬公司之業務載於第94至第97頁之財務報表附註19。

### 管理合約

年內並無訂立或存在有關本公司全部或任何重大部分業務之管理及行政之合約。

### 關連交易

截至二零零六年十二月三十一日止年度，本集團概無訂立根據上市規則構成關連交易之任何交易。

### 優先認購權

本公司之公司細則章程並無有關優先認購權之條文，而開曼群島法律並無有關權利之限制。

### 公眾持股量

以本公司所獲得之公開資料而言，和本公司董事所得悉，於本報告日期，最少有25%之本公司已發行股本是由公眾所持有。

## Directors' Report (continued)

### Purchase, Sale or Redemption of Securities

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

### Major Customers and Suppliers

During the year, the Group's largest and five largest suppliers accounted for 3% and 15% of the Group's purchases respectively, and the Group's largest and five largest customers accounted for 1% and 2% of the Group's turnover respectively.

### Investment in Subsidiaries

The activities of the Company's subsidiaries are set out in Note 19 to the financial statements on pages 94 to 97.

### Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### Connected Transactions

The Group did not enter into any transactions during the year ended 31st December 2006, that would constitute connected transactions under the Listing Rules.

### 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 the Cayman Islands.

### Public Float

As far as the information publicly available to the Company is concerned and to the best knowledge of the directors of the Company, at least 25% of the Company's issued share capital were held by members of the public as at the date of this report.

## 董事會報告 (續)

### 慈善捐款

截至二零零六年十二月三十一日止年度內，本集團合共捐贈20,000港元之慈善捐款。

### 核數師

賬目經由羅兵咸永道會計師事務所及劉歐陽會計師事務所有限公司共同審核。一項重新委聘退任聯席核數師羅兵咸永道會計師事務所及劉歐陽會計師事務所有限公司之決議案將於應屆股東週年大會上提呈。本公司在上三個年度並無更換過核數師。

代表董事會  
主席  
葉俊亨

香港，二零零七年四月二十日

## Directors' Report (continued)

### Charitable Donations

During the year ended 31st December 2006, the Group made charitable donations totaling HK\$20,000.

### Auditors

The accounts were audited jointly by PricewaterhouseCoopers and Lau & Au Yeung C.P.A. Limited. A resolution to re-appoint the retiring joint auditors, PricewaterhouseCoopers and Lau & Au Yeung C.P.A. Limited, will be put at the forthcoming AGM. The Company has not changed its auditors in the preceding three years.

On behalf of the Board  
**Ip Chun Heng, Wilson**  
Chairman

Hong Kong, 20th April 2007