



BONJOUR
Annual
Report
年報
2007



卓悅

BONJOUR 控股有限公司
Holdings Limited

(Incorporated in the Cayman Islands with Limited Liability)
(於開曼群島註冊成立之有限公司)(Stock Code 股份代號：653)



WORLD OF BEAUTY



BONJOUR

卓悅控股有限公司



卓悅化粧品成立於1991年，至今已踏入第17個年頭。17歲是一個芳華婀娜的年齡，卓悅的17歲，多了一分成熟，卻也更加美麗，如同一個少女，17歲將是一段驕傲的歲月。

因為17年來，卓悅建立了香港的品牌，名震大中華地區，成為品質與誠信的保證。但我們並不以此自滿，不斷了解顧客的需求，研究國際美容的多變潮流，從而自我更新，自我提昇，與時並進，與美共存。2000年，我們為了迎接市場多元化的挑戰，另立卓悅美容有限公司，採用新概念、高科技，為生活繁忙壓力沉重的都市男女，提供潤澤身心的美容保健新服務，得到社會的認同和讚許。

我們今天已經於港澳及上海擁有31家門市，銷售超過30,000種產品，得到國際護膚美容品牌的認可，也深獲香港市民的支持。另外，卓悅更擁有10間美容纖體中心，包括2間足底按摩店，遍佈滙港澳從纖體護膚，到美甲浴足，卓悅的顧客華光明采，人生得以充滿自信；卓悅的員工精誠勤奮，令這個世界變得更美好，我身為卓悅的領導人，也深感榮幸歡欣。

新的時期，新的挑戰，面對風浪，我們無畏前進。因為美是崇高的理想，卓悅不但是美容事業的先驅代表，也是生活美學的品味專家。我們的市場策略靈活多樣，對美感的信仰則永恆如一。卓爾超群，光采歡悅，是我們追求的理想。在美的光明大道上，有成千上萬的同行者，是我們的榮耀。

卓悅長大了，青春而成熟，絢彩而穩重，我們期望與大家一起邁進，迎接17歲的地平線上又一道升起的彩虹。

主席 葉俊亨

Bonjour is entering her 17th year. It is the most charming age for a girl. For Bonjour, it is a season of youth, as well as an age of professional maturity.

We are now a symbol of quality and trust. We always work hard to satisfy the changing needs of the market, exploring new cosmetic technologies and products. We never cease to introduce new ideas and skills with excellent market response. In 2000, we established Bonjour Beauty Limited as a new branch, making use of new technology and cultural concepts to provide a mind-relaxing beauty service.

We have a retail network of 31 shops in Hong Kong, Macau and Shanghai, distributing nearly 30,000 products. Bonjour also has 10 body slimming and beauty treatment centres in Hong Kong, Macau and Shanghai, of which two of them are foot massage centres, we are internationally recognized as a beauty product retail brand in Hong Kong, supported by our customers both in Hong Kong and China. I wish to thank all staff who have worked so hard to make a Bonjour dream come true and contributed to the well-being and happiness of so many people.

We face new challenges and new opportunities. Beauty is our commitment and belief. We are determined to pursue this objective with strong faith. And we are honoured that we have your most loyal company on the way.

We are now seventeen, I am sure it will be a more fruitful year ahead. With your support and trust, we will be able to climb another mountain, go another mile, and reach another rainbow on a new horizon.

Bonjour

Ip Chun Heng, Wilson Chairman

RETAIL Product



卓悦化粧品批發中心

成立於1991年，現設有31間分店，不斷提供多元化種類產品，迎合不同階層的市場顧客需求。現時銷售逾30,000多種產品，致力供應獨家代理的國際及集團專有產品，共分為5大類：護膚品、香水、化粧品、保健產品、護髮及個人護理產品等。屬於集團旗下的專有品牌包括：日本YUMÉI、瑞士Swiss Plus、Suisse Reborn及Rote Fabrik、法國marie claire、比利時iwhite、泰國「寶貝」、I.Color、御品堂等……

Bonjour Cosmetic Wholesale Center

Bonjour was established in 1991 and owns 31 retail stores. Bonjour offers over 30,000 beauty and healthcare products, covering a broad range of items, all catered for customers with different budgets and needs. The products are divided into five categories: skincare; make-up; fragrances; healthcare; hair care, personal care and accessories. Bonjour also carries several exclusive and private labels such as YUMÉI from Japan, Swiss Plus, Suisse Reborn and Rote Fabrik from Switzerland, marie claire from France, Bodytouch and Greentouch from Thailand, iwhite from Belgium, I.Color & Yu Bun Tong, etc.



BEAUTY Service



卓悦美容有限公司

為提高卓悦集團服務的多元化，卓悦美容有限公司於2000年設立，與卓悦龐大的零售網絡相輔相承，為顧客提供更週全的化粧品及美容服務。卓悦美容有限公司致力為顧客提供高質量之全方位美容及保健服務，包括纖體、美容、射頻、激光、彩光、水療、按摩、美甲及沐足。

Bonjour Beauty Limited

In order to enhance our kaleidoscopic professional services, Bonjour Beauty Limited was opened in 2000. With a comprehensive retail network, we offer a beauty services and skin care products, including a full range of quality beauty and health services on radio frequency shaping, facial treatments, intense pulsed light, body slimming, laser beauty, spa, body massage, nail art and foot massage.



代言人

為了提高獨家品牌的知名度，卓悦誠邀多位形象鮮明的藝人成為品牌代言人。YUMÉI：國際華裔小姐鍾嘉欣小姐、泰國寶貝椒腰瘦：歌星鄭融小姐及美國7日豐胸療程：影星童愛玲小姐。卓悦美容有限公司：名模 Cara G及影星童愛玲小姐。

Our Spokesperson

To increase brand awareness in the competitive market, Bonjour invites celebrities for its popular OEM products: Miss Chinese International Pageant Linda Chung for YUMÉI. Singer Stephanie Cheng, for Bodytouch Body Shaping Gel Capsicum. California Natural-up: Actress Miss Eileen Tung. Famous model Cara G and actress Miss Eileen Tung, for Bonjour Beauty Limited.

Bonjour Group 卓悅集團 榮膺 Awards



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五年財務及營業概要

Five-Year Financial and Operational Highlights

		(in HK\$ thousands unless otherwise specified)					
(除另有指明外， 均以千港元計算)		二零零三年 2003	二零零四年 2004	二零零五年 2005	二零零六年 2006	二零零七年 2007	
營業額	Turnover	734,901	977,346	1,033,842	1,098,333	1,209,816	
毛利	Gross profit	279,709	385,178	371,897	439,469	522,398	
毛利率	Gross margin	38.06%	39.41%	35.97%	40.01%	43.18%	
經營溢利／(虧損)	Operating profit/(loss)	48,242	65,651	(42,845)	6,841	86,044	
經營溢利率	Operating margin	6.56%	6.72%	(4.14%)	0.62%	7.11%	
年內溢利／(虧損)	Profit/(loss) for the year	41,458	56,506	(44,823)	3,841	71,256	
銷售回報／ 淨溢利率	Return on sales/ Net margin	5.64%	5.78%	(4.34%)	0.35%	5.89%	
營運資金	Working capital	62,729	71,178	(2,357)	(9,138)	89,138	
資產總值	Total assets	256,740	302,469	289,228	268,356	360,853	
負債總值	Total liabilities	154,283	163,269	215,246	188,780	206,176	
股東資金	Shareholders' funds	100,074	135,894	73,082	79,576	154,677	
資產總值回報	Return on total assets	16.15%	18.68%	(15.50%)	1.43%	19.75%	
股本回報	Return on equity	41.43%	41.58%	(61.33%)	4.83%	46.07%	
銷售存貨 週期(日)	Inventory turnover on sales (days)	54	52	45	38	36	
負債總值與股東 資金比例	Total liabilities to shareholders' funds	154.17%	120.14%	294.53%	237.23%	133.29%	
香港零售專門店 總數	Total number of retail outlets in Hong Kong	20	24	30	28	29	
澳門零售專門店 總數	Total number of retail outlet in Macau	1	1	1	1	1	
中華人民共和國 (「中國」) 零售專門店總數	Total number of retail outlet in the People's Republic of China (the "PRC")	0	0	0	0	1	
由聯營公司經營之 香港零售專門店 總數	Total number of retail outlet operated by an associate in Hong Kong	0	0	0	1	1	
香港美容中心總數	Total number of beauty salons in Hong Kong	5	5	7	8	8	
澳門美容中心總數	Total number of beauty salon in Macau	0	1	1	1	1	
中國美容中心總數	Total number of beauty salon in the PRC	0	0	0	0	1	

附註：截至二零零三年十二月三十一日止年度至截至二零零六年十二月三十一日止年度之財務資料摘要，乃摘錄自卓越控股有限公司(「本公司」)各個年度之年報。

Note: The summary of the financial information for the years ended 31st December 2003 to 31st December 2006 have been extracted from the audited financial statements set out in the annual reports of Bonjour Holdings Limited (the "Company") for the respective years.

公司資料

董事會

執行董事

葉俊亨博士(主席兼行政總裁)
(於二零零八年一月一日獲委任為行政總裁)
鍾佩雲女士(副主席)
葉國利先生
陳志秋先生

獨立非執行董事

黃弛維先生
周浩明醫生
勞恒晃先生

審核委員會

黃弛維先生
周浩明醫生
勞恒晃先生

薪酬委員會

周浩明醫生
黃弛維先生
葉俊亨博士

提名委員會

勞恒晃先生
黃弛維先生
葉俊亨博士

授權代表

葉俊亨博士
陳志秋先生

合資格會計師及公司秘書

鄭振忠先生

獨立核數師

羅申美會計師行
執業會計師
(於二零零七年八月十七日委任)

Corporate Information

Board of Directors

Executive Directors

Dr. Ip Chun Heng, Wilson (*Chairman and Chief Executive Officer*)
(appointed as Chief Executive Officer on 1st January 2008)
Ms. Chung Pui Wan (*Vice-chairman*)
Mr. Yip Kwok Li
Mr. Chan Chi Chau

Independent Non-Executive Directors

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

Audit Committee

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

Remuneration Committee

Dr. Chow Ho Ming
Mr. Wong Chi Wai
Dr. Ip Chun Heng, Wilson

Nomination Committee

Mr. Lo Hang Fong
Mr. Wong Chi Wai
Dr. Ip Chun Heng, Wilson

Authorized Representatives

Dr. Ip Chun Heng, Wilson
Mr. Chan Chi Chau

Qualified Accountant and Company Secretary

Mr. Kwong Chun Chung

Independent Auditor

RSM Nelson Wheeler
Certified Public Accountants
(appointed on 17th August 2007)

公司資料(續)**Corporate Information (continued)****法律顧問**

楊樹琳律師行

Legal Advisor

Wilson Yeung & Co

註冊辦事處

Clifton House
75 Fort Street
George Town
Grand Cayman
Cayman Islands

Registered Office

Clifton House
75 Fort Street
George Town
Grand Cayman
Cayman Islands

總辦事處及主要營業地點

香港
九龍土瓜灣
旭日街3號
卓悅集團中心十樓
電話：(+852) 2872-2872
傳真：(+852) 2338-8154

Head Office and Principal Place of Business

10/F., Bonjour Tower
3 Yuk Yat Street
Tokwawan, Kowloon
Hong Kong
Telephone: (+852) 2872-2872
Facsimile: (+852) 2338-8154

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司
DBS廣安銀行
交通銀行香港分行
大新銀行有限公司

Principal Bankers

The Hong Kong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
DBS Kwong On Bank
Bank of Communication Hong Kong Branch
Dah Sing Bank, Limited

投資者資料

公司網址

www.bonjourhk.com

電郵地址

info@bonjourhk.com

股份過戶登記總處

Butterfield Bank (Cayman) Limited
Butterfield House
68 Fort Street
P. O. Box 705
KY1-1107
Grand Cayman
Cayman Islands

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712-1716室

重要日期

暫停股東登記
二零零八年六月二日至
二零零八年六月五日
(包括首尾兩日)

股東週年大會
二零零八年六月五日

股份代號

香港聯交所 : 653
彭博 : 653HK
路透社 : 653.HK

每手買賣單位 : 4,000股

Information for Investors

Company's Website

www.bonjourhk.com

E-mail address

info@bonjourhk.com

Principal Share Registrar and Transfer Office

Butterfield Bank (Cayman) Limited
Butterfield House
68 Fort Street
P. O. Box 705
KY1-1107
Grand Cayman
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17/F., Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Important Dates

Closure of Register of Members
2nd June 2008 to 5th June 2008
(both days inclusive)

Annual General Meeting
5th June 2008

Stock Code

The Stock Exchange of Hong Kong : 653
Bloomberg : 653HK
Reuters : 653.HK

Board Lot : 4,000 shares

各位股東：

本集團於二零零七年表現顯著反彈。本年度，本公司及其附屬公司（統稱「本集團」）之營業額及本公司權益持有人應佔溢利分別較去年錄得10.2%及13.9倍增長。本公司權益持有人應佔溢利為71,300,000港元（二零零六年：4,800,000港元），而本公司每股基本盈利為30.7港仙（二零零六年：2.1港仙）。本公司董事會（「董事會」）建議派付截至二零零七年十二月三十一日止年度末期股息22.2港仙。

本集團各方面均錄得強勢反彈。佔本集團營業額90.2%之核心零售業務貢獻分部溢利59,400,000港元。美容服務部貢獻分部溢利15,600,000港元（二零零六年：虧損1,800,000港元），為此業務分部之紀錄。業績已明確顯示，自二零零六年初採取之措施非常奏效，引領本集團之表現重回升軌。

除所採取之措施外，外在環境大幅改善亦為帶動營業額增長之主要因素。受惠於消費者信心激升及香港旅客人數不斷上升，零售商經歷沙士以後自二零零四年開始之市場復甦以來最理想之經營時光。本集團意識到外在環境瞬息萬變，於二零零六年爆發之次按危機仍對全球金融市場構成連鎖影響。中國政府已採取更嚴緊之宏觀調控措施，藉此壓抑通脹。以上種種變動均對整體經濟及香港之零售業構成若干程度影響。然而，本集團抱持與其他零售商一致之樂觀意見，認為有關影響僅屬輕微，零售市場將繼續健康增長。我們對本集團未來數年之表現將可繼續強勁增長具備十足信心。儘管如此，我們亦將密切注視市場狀況，為突如其來之變動做好準備。

多間盈利表現欠佳但租金高昂之專門店之租約已於二零零八年初屆滿。預期經營效率將會提升，並可進一步改善經營業績。零售及美容服務經過多年網絡重組後，本集團看到有再次拓展網絡之必要，從而維持本集團之競爭力及作為未來溢利增長之額外動力。本集團將審慎選擇新專門店地址，並僅會在店址成功機率高之情況下訂立新租約。除開設新專門店外，拓闊產品系列及服務範圍仍為本集團企業策略之核心所在，藉此確保盈利及營業額得以穩健增長。

We had an outstanding rebound in 2007. The Company and its subsidiaries (collectively, the "Group") achieved a growth rate of 10.2% in turnover and 13.9 times in profit attributable to equity holders of the Company for the year compared to last year. The profit attributable to equity holders of the Company was HK\$71.3 million (2006: HK\$4.8 million) and the basic earnings per share of the Company was HK30.7 cents (2006: HK2.1 cents). The board of directors of the Company (the "Board") proposed a final dividend of HK22.2 cents for the year ended 31 December 2007.

The strong rebound was widely spread across the Group. The core retail business, which accounted for 90.2% of the Group's turnover, contributed a segment profit of HK\$59.4 million. For the beauty services division, it contributed a segment profit of HK\$15.6 million (2006: loss of HK\$1.8 million), which is also a record for this business segment. The results had clearly shown that the actions taken since the beginning of 2006 was very effective in bringing the Group's performance on the growth track again.

Besides the actions taken, the strong improvement in the external environment was also the key factor that induced the turnover growth. Driven by the surging consumer's confidence and the increasing number of tourists visiting Hong Kong, retailers were operating in the best time since the market rebound started in 2004 after SARS. We are aware that the external environment changes quickly. The sub-prime mortgage crisis emerged in 2006 is still having rippling effect on the global financial market. Tighter macroeconomic policies have been adopted by the PRC government to control inflation. All these changes would have some impact on the overall economy as well as the retail sector in Hong Kong. Yet, we share the same optimistic view with other retailers that the impact would be small and the retail market will keep on growing healthily. We are very confident that our Group's performance will continue to grow robustly in the next few years. Nevertheless, we will monitor the market closely and prepare ourselves for any unexpected changes.

The leases of several unprofitable outlets with high rental have expired in early 2008. The operating efficiency is expected to rise and boost the bottom line further. After several years of network restructuring in both retail and beauty services, we do see the needs to expand the network again to maintain our competitiveness and as the additional drive of future profit growth. We will carefully select new locations and will commit ourselves into new leases only when there is a high probability of success. Besides opening new stores, enriching our product range and service lines will still be our core of corporate strategies to ensure healthy profitability and turnover growth.

概括而言，我們對本集團復甦較預期為快感到欣慰。我們亦對本集團之企業實力及競爭力較過往有所增強感到鼓舞。前瞻未來，本集團必定準備就緒，以從當前之豐富市場潛力中獲益。

In summary, we are delighted to see that our Group revived much faster than we expected. We also delighted to see that our corporate strength and competitiveness becomes much stronger than ever. Looking ahead, we are surely well prepared and ready to reap the huge market potential sitting in front of us.

主席
葉俊亨

Ip Chun Heng, Wilson
Chairman

香港，二零零八年四月十八日

Hong Kong, 18th April 2008

管理層討論及分析

Management Discussion and Analysis

業務回顧

Operations Review

本集團回顧

Group Review

截至二零零七年十二月三十一日止年度，本集團錄得營業額1,209,800,000港元(二零零六年：1,098,300,000港元)，年增長率為10.2%。就二零零六年而言，營業額增長乃主要由於營運效益提升，本地經濟整體轉好及到訪香港旅客消費增加所致。

For the year ended 31st December 2007, our Group recorded a turnover of HK\$1,209.8 million (2006: HK\$1,098.3 million), representing an annual increase of 10.2%. As in 2006, the growth in turnover was mainly derived from the increased operating efficiency, the overall improvement in local economy and the increase spending of tourists visiting Hong Kong.

隨著本集團營業額穩健增長，使本公司權益持有人應佔溢利錄得前所未有之增長勢頭，上升13.9倍至二零零七年之71,300,000港元(二零零六年：4,800,000港元)。大體而言，所錄得之溢利為一項新紀錄，其較本集團於二零零五年經歷虧損前之水平為高，並且仍在強勢增長。經營業績猛烈上升，大致上乃二零零六年下半年開始之趨勢。二零零七年下半年之升幅尤其強烈，此段期間賺取約佔全年內本公司權益持有人應佔溢利之71.6%。

While the Group's turnover was growing healthily, the profit attributable to equity holders of the Company was gaining even stronger momentum than ever. It increased 13.9 times to HK\$71.3 million (2006: HK\$4.8 million) in 2007. Basically, the profit achieved was a record and has surpassed the level before we experienced the loss in 2005, and it is still going strong. This exceptionally surge in the bottom line basically followed the trend that started in the second half of 2006. The rebound was remarkably strong in the second half of 2007 – 71.6% of the profit attributable to equity holders of the Company of the year was generated in this period.

毛利率持續改善為推高純利之主要動力。美容服務部表現顯著提升為致使毛利率及純利均得以上升之主要因素之一。美容服務部錄得分類收益15,600,000港元(二零零六年：虧損1,800,000港元)。

The continued improvement in the gross profit margin was the main drive that pushing the net profit up. The significant improvement in the beauty services division was one of the key factors that boosted the gross margin as well as the net profit. The beauty services division recorded a segment gain of HK\$15.6 million (2006: loss of HK\$1.8 million).

本集團於年內繼續奉行嚴謹成本控制措施。儘管行政開支與營業額同步上升，惟分銷成本較二零零六年大幅減少。因此，本集團之營運效益得以進一步提升，從而有助本集團達致現時之溢利水平。

The Group continued to take the stringent cost control measures during the year. While the administrative expenses increased in line with the increase in turnover, the distribution costs were decreased considerably when compared to that of 2006. As such, the Group's operating efficiency was further enhanced and helped the Group to attain the existing profit level.

業務回顧(續)

零售及批發部

零售及批發業務於二零零七年帶來1,091,400,000港元營業額(二零零六年:1,001,900,000港元),年增長率為8.9%。下半年之營業額為557,900,000港元(二零零六年:506,700,000港元),較去年同期六個月期間上升10.1%。零售專門店數目維持不變,故增長主要來自同一專門店之銷售增加。儘管環球股票市場在二零零七年第四季表現反覆,惟本地經濟仍然走勢凌厲。由於失業率已下降至低於4%之極低水平,故零售業之整體氣氛相當正面。除本地經濟蓬勃發展外,營業額增長亦受到訪香港之中國旅客數目增加帶動。愈來愈多中國旅客選擇在年內分別多次到訪香港,而並非集中在傳統黃金週假期等多個旺季蒞臨。人民幣升值及美元(「美元」)貶值均使香港零售市場獲得裨益。

零售及批發部之毛利率繼續增加。溢利率上升為推動本集團溢利達目前水平之主要動力。透過在產品組合中提供更多優質專門產品,本集團提升溢利率之能力大幅增強。前線員工將就推廣專門產品獲得額外獎賞。因此,銷售組合中溢利率較高之產品比例平穩上升。美元貶值僅對少量進口產品構成影響,本集團可將其影響轉嫁客戶。因此,匯率變動對毛利率構成之負面影響並不重大。

於整段期間內,月租維持在相若水平。於年內重續之租約之租金成本並無顯著增加,此乃由於該等租約在二零零四年下旬及二零零五年訂立,當時之租金已處於高昂水平。儘管年內通脹率上升,惟工資及其他經營成本僅隨著營業額上升輕微上升。

為來港的中國旅行團遊客提供服務之本集團全資附屬公司及聯營公司之業務在經歷年內第二季發生之事件後已全面恢復。本年度全資附屬公司之同店銷售額上升35.7%。

Operations Review (continued)

Retail and Wholesale Division

The retail and wholesale business contributed a turnover of HK\$1,091.4 million in 2007 (2006: HK\$1,001.9 million), representing an annual increase of 8.9%. The turnover of the second half amounted to HK\$557.9 million (2006: HK\$506.7 million) with an increase of 10.1% compared to the same corresponding six-month period. The number of retail outlets was remained the same, so the growth was derived mainly from the same store sales. The local economy was still going strong despite the turmoil in the global stock market in the fourth quarter of 2007. As the unemployment rate dropped to a low level of under 4%, the overall sentiment of the retail sector was very positive. Besides the booming local economy, the turnover growth could also be contributed to the increasing number of tourists of the PRC visiting Hong Kong. More and more tourists of the PRC visited Hong Kong evenly and repeatedly during the whole year rather than concentrated in several peak seasons like the traditional golden week holidays. Hong Kong retail market definitely gained advantage from the appreciation of the Renminbi and the depreciation of the United States (the "US") dollar.

The gross profit margin of the retail and wholesale division continued to increase. The increase in profit margin was the key drive to boost the Group's profitability to the present level. By providing more and more exclusive products with high quality in our product range, the capability of increasing the profit margin was largely enhanced. Extra incentives were given to frontline staff to promote the exclusive products. As a result, the proportion of higher margin products in the sales mix was increased steadily. The depreciation of US dollar only had impact on a small portion of the imported products which we could pass on the effect to consumers. Thus, there was not much negative impact on the gross profit margin due to the change in exchange rate.

The monthly rental was more or less the same during the whole period. There was no significant increase in rental cost for leases that renewed during the year. That was the case because those leases were entered in late 2004 and 2005 in which the rental cost had already reached a high level. Although the inflation rate was increased during the year, payroll and other operating costs were increased slightly in line with the increase in turnover.

For our wholly-owned subsidiary and the associated company serving inbound PRC group tourists, the business was fully recovered after the incident happened in the second quarter of the year. The same store sales for the current year increased 35.7% for the wholly-owned subsidiary.

管理層討論及分析(續)

Management Discussion and Analysis (continued)

業務回顧(續)

Operations Review (continued)

零售及批發部(續)

Retail and Wholesale Division (continued)

本集團於第四季在上海開始一間銷售品牌化粧品之專賣店。儘管投資額不多，惟其標誌著本集團進軍中國龐大市場之首步。由於專賣店之經營規模不大，其對本集團之財務表現並無影響。

One specialty store selling branded cosmetics was opened in a shopping centre in Shanghai in the fourth quarter. Though the investment was small, it signified as the first move to tap the huge PRC market potential. As the operation scale was small, it had no impact on the Group's financial performance.

銷售之存貨週期為36日(二零零六年：38日)。存貨週期顯然仍維持於穩健水平。管理層密切監控存貨周期，並將在需要時採取行動以清減滯銷存貨。

The inventory turnover period on sales was 36 days (2006: 38 days). The inventory turnover was clearly maintained at a healthy level. The management closely monitored the inventory turnover and took actions to clear slow moving items when necessary.

網店

E-Shop

奶粉項目

Milk Powder Project

為拓闊向網上客戶提供之產品組合，本集團於首季推出日本奶粉項目。自此之後，由三月至十二月之每月總奶粉銷售額平均錄得2.5倍增長，於十二月更錄得4倍之增長紀錄。奶粉銷售額持續增長啟示出本集團於未來數年在網絡發展方面之目標市場。於年內第三季，網店進一步豐富其產品組合，於「嬰兒產品」區內加入更多嬰兒護理產品。本集團已物色可靠配送夥伴，將奶粉產品送遞至中國各個主要城市。年內第四季已完成測試營運。

To broaden the product range offered to online customers, the Japanese Milk Powder project was launched in the first quarter. Since then, the monthly sales of total milk powder from March to December were averagely recorded a growth of 2.5 times. The highest growth as 4 times was recorded in December. The continuous growth of sales of milk powder pinpointed the targeted market of the Group's online development in coming years. In the third quarter of the year, the E-shop further enriched the product profile by adding more baby care products in the "Baby Products" corner. Reliable logistics partners were identified for courier delivery of milk powder products to major cities of the PRC. A test operation was completed in the fourth quarter of the year.

「卓悅—卡通」購物積分卡

Point Pay Card Project

經過多月協調及初步準備後，積分卡系統之安裝及測試已於十二月完成。首張儲有1,000分之積分卡已推出市場。除透過本集團之網上及零售網絡進行銷售及市場推廣外，網店已與多間中國公司接觸，以商討擔任本集團積分卡在中國不同城市銷售及市場推廣之代理之事宜。本集團已於廣州選定一間潛在公司代理，磋商謹訂於二零零八年首季進行。卓悅為首間應用積分卡系統之化粧品零售夥伴，實為二零零七年之重要里程碑，標誌著本集團已取得打開中國零售市場之門的鑰匙。

After months of coordination and preliminary preparation, installation and testing of the Point Pay Card system were done in December. The first Point Pay Card installed with 1,000 points was introduced to the market. Apart from selling and marketing through the Group's online and retail network, the E-shop had been in contact with several parties of the PRC for being the Group's agent for selling and marketing Point Pay Cards in various cities of the PRC. A potential corporate agent in Guangzhou was selected and negotiations were scheduled to take place in the first quarter of 2008. Bonjour as the first cosmetics retail partner applying Point Pay Card System, it was an important milestone in the year of 2007 and that the Group had obtained the key to enter the retail market in the PRC.

業務回顧(續)

美容服務部

美容服務部在二零零七年錄得分類收益 15,600,000 港元(二零零六年：虧損 1,800,000 港元)。營業額(服務贖回)達破紀錄之 118,400,000 港元(二零零六年：96,500,000 港元)，年增長率為 22.7%。緊隨二零零六年第二季進行重組後，美容服務部之業務表現於二零零六年下半年開始扭轉。自當時起，組合銷售及服務贖回之增長顯著改善，至二零零七年下半年，動力更加明顯，下半年營業額達到 66,000,000 港元。營業額增加是由於本港經濟表現強勁，及本集團成功推出最新醫學美容服務。

除了澳門之美容服務中心外，已完成將「卓越美容」改換為全新主題設計之「悅榕莊」。提升形象有助增加營業額，亦同時提高本集團之市場地位。足底按摩服務中心「水云莊」及修甲服務之表現令人滿意，為美容服務部貢獻盈利。年內，本集團原定會開設更多修甲服務中心，但卻難以聘得足夠的受訓美容師進駐新的修甲服務中心，因此，擴展計劃仍然原地踏步。相反，集團開設了一間專門於醫學美容科技之新服務中心。該中心之經營表現十分優異，初期投資額已全數回本。

繼二零零七年首季為一間美容服務中心遷址後，本集團之美容服務中心網絡已完成重組。因著重組，固定經營成本得以減少，經營效率亦顯著增加。廣告開支維持在與二零零六年大致相同之水平。據此，本財政年度之成本效益已進一步獲提升，營業額亦增長 22.7%。

展望

零售及批發部

本集團相信，當前利好市場之因素在二零零八年奧運年將發揮更明顯之作用。失業率已經大幅改善，並預料會在一段較長時間內徘徊於低水平。隨著普遍入息水平上升，平均開支相信亦會增加。

Operations Review (continued)

Beauty Services Division

The beauty services division recorded a segment gain of HK\$15.6 million for 2007 (2006: loss of HK\$1.8 million). The turnover (service redemption) hit a record of HK\$118.4 million (2006: HK\$96.5 million), representing an annual increase of 22.7%. The turnaround of the beauty services division has started in the second half of 2006 after the restructuring took place in the second quarter of 2006. Since then, the growth in packages sale and the service redemption was getting much stronger. The momentum was even more apparent in the second half of 2007. The turnover of the second half amounted to HK\$66.0 million. The increase in turnover could be contributed to the booming local economy and our successful launching of the latest medical beauty services.

Except the salon in Macau, the transformation of “Bonjour Beauty” to the new thematic look “About Beauty” was completed. The upgraded image helped to increase the turnover and at the same time enhanced our positioning in the market. The “Top Comfort” foot massage salons and the nail bar service were performing satisfactorily and contributing margin to the beauty services division. We originally planned to open more nail bar service centres during the year, but there were difficulties in recruiting sufficient trained beauticians for new salons. As a result, our expansion program was in stand still. Instead, we opened a new service centre specialized in medical beauty technology. The performance of the new centre was so successful that we have already recovered all the initial investment.

After the relocation of one beauty salon in the first quarter of 2007, the restructuring of our beauty salon network was completed. As a result of the restructuring, the fixed operating costs were reduced and the operating efficiency increased substantially. The advertising expense was kept at about the same level of 2006. As such, the cost effectiveness was further enhanced while the turnover has increased 22.7% in this financial year.

Outlook

Retail and Wholesale Division

We are confident that the prevailing positive factors certainly will be even stronger in 2008, which is the year of Olympics. The unemployment rate has already improved significantly and is expected to stay at low level for a long time. While the general income level rises, the average spending is expected to increase.

管理層討論及分析(續)

展望(續)

零售及批發部(續)

中國內地取消五一黃金week公眾假期，但對營業額不會有影響。更多國內旅客選擇在非旺季的日子出外旅遊，避開大量旅客湧入之時間及高昂之住宿費。正當中國經濟繼續以每年超過10%之幅度增長，全年旅客人數勢必上升。基於同一理由，團體旅客人數亦會穩步增加。再者，由於港元兌人民幣和其他主要貨幣之匯價有可能逐步貶值，在香港購物對遊客之吸引力愈來愈大。因此，管理層樂觀地預測，本集團之營業額將與整體中國經濟之擴張步伐一致。同理，於聯營公司之投資所產生之利潤亦將會提升。

毛利率自二零零五年以來顯著提高，集團預期毛利率在未來兩年仍有上升空間。本集團將繼續致力於毛利率之改善措施，例如調配更多市場推廣資源在利潤較高之私人品牌及獨家品牌。集團亦會經常革新佣金及獎賞計劃，調整銷售額組合以增加高邊際利潤產品之比重。

在未來十二個月到期之租約大部分於租金已急劇上升之期間訂立，故本集團並不預期租金成本將再度顯著上升。相反，有數間未能獲利之店舖之租約已於二零零八年年初屆滿，租金成本對營業額之比率將會回落。

租金以外，由於通脹率上升，管理層亦合理預計其他分銷成本及行政開支會有所增加。然而，預料增幅將與營業額之增加幅度相若。因此，對整體盈利不會有重大影響。

本集團正尋找機會擴展零售網絡。目前本集團有31間零售專門店，相信尚有空間可於未來二至三年增加約十至十五間分店。租金成本為影響擴張步伐之主要因素。本集團在挑選新店店址時，會採納較審慎之推測。

Management Discussion and Analysis (continued)

Outlook (continued)

Retail and Wholesale Division (continued)

The golden week holiday of the PRC in May is cancelled, but there will be no impact on the turnover. More and more tourists from the PRC prefer to travel in non-peak season to avoid high traffic and accommodation cost. As the economy of the PRC continues to grow more than 10% each year, the number of visitors for the whole year will increase. The number of group tourists would also increase steadily as well because of the same rationale. Furthermore, as Hong Kong dollar is likely to depreciate gradually against the Renminbi and other major foreign currencies, shopping in Hong Kong is becoming more and more attractive to tourists. Therefore, we can optimistically foresee that the Group's turnover will increase in line with the overall booming Chinese economy. Likewise, the profit derived from the investment in the associated company will also increase.

The gross profit margin has increased substantially since 2005 and we expect there is still room for increase for the next couple of years. The Group will continue to put effort on gross profit margin improvement. For example, marketing resources will be directed more on private labels and exclusive brands, which have high margins. Commission and incentive schemes will constantly reformed to push the sales mix towards higher proportion of high margin products.

For leases to be expired in the next twelve months, most of them were entered in the period which rental had already increased sharply. We do not expect the rental cost will increase considerably again. On the contrary, several leases of unprofitable shops has already expired in early 2008, the ratio of rental cost to turnover will decrease.

Besides rental, we reasonably believe that other distribution costs and administration expenses will increase, as the inflation rate is rising. Yet, we expect the increase will be at about the same rate as the increase in turnover. So, there will be no significant effect on the overall profitability.

The Group is looking for opportunities to expand the retail network. We have 31 retail outlets at present, we believe there should be room for expansion for about 10 to 15 outlets in the coming two to three years. Rental cost is the key factor affecting the pace of expansion. We will select new shop locations with prudent estimation.

管理層討論及分析(續)

展望(續)

零售及批發部(續)

在上海市之專門店現時運作暢順。由於每間零售店舖之投資額不大，管理層正尋覓機會在上海一帶開設更多門店。本集團認為此項投資實屬必要，以作為建立本集團於數年後之增長潛力之起步點。

經過二零零七年錄得溢利大躍進後，管理層對本集團之零售業務充滿信心，基於營業額增長前景、邊際溢利更高及租金成本減低，相信此項業務將繼續保持強勁增長。

網店

奶粉項目

本集團把注意力投放在中國。根據經驗，中國對奶粉類產品仍有極大需求。通過網上論壇用戶無遠弗屆之轉介途徑，預期日本奶粉產品將可迅速滲透中國市場。回顧二零零七年之增長走勢，及展望中國市場之顧客反應理想，估計奶粉銷售於二零零八年可大幅躍升三倍。

「卓悅一卡通」購物積分卡

與中國代理商就成為「卓悅一卡通」代理之磋商，相信會耗費相當時間，而估計距完成磋商和簽訂合約尚需要多數月時間。考慮到中國稅法之繁複程度，本集團會用較多時間處理稅務籌劃，以便能夠與當地合作夥伴達致可行之運作方法。3,000分和5,000分之「卓悅一卡通」購物積分卡計劃於二零零八年上半年推出。這兩種價值積分乃專為禮品及奶粉市場度身訂造。在3,000分及5,000分購物積分卡之後，9,000分購物積分卡以及一套四種價值之購物積分卡尊貴禮盒裝將於稍後發出。每一種卡積分值均為針對焦點市場，以爭取來自整個零售及禮品市場之銷售。透過與當地合作夥伴之合作，發售「卓悅一卡通」購物積分卡之租金及工資成本可被抵銷，而較低之營運成本將有利於獲取更高邊際利潤。

Management Discussion and Analysis (continued)

Outlook (continued)

Retail and Wholesale Division (continued)

The specialty shop in Shanghai is running smoothly. As the investment size is small for each shop, we are looking for opportunities to open more in Shanghai area. We consider this investment is the necessary initial step for building the growth potential for the Group several years from now.

After the remarkable jump in profit in 2007, we are confident that the Group's retail business will continue to grow strongly based on the prospects of increasing turnover, higher margin, and reduced rental cost.

E-shop

Milk Powder Project

The Group would extend the focus to the PRC as it is learned by experience that the huge demand of milk powder items remains in the PRC. It is anticipated that the Japanese milk powder products are to be penetrated into the PRC market quickly through dynamic referring by internet forum users. Looking back the growth trend in 2007 and looking forward to the positive market response from the PRC customers, it is estimated that the milk powder sales would increase massively by 3 times in 2008.

Point Pay Card Project

The negotiations with PRC parties for being the Point Pay Card agent would be expected to be time-consuming and it is foreseen that some more months would be taken up for completion of negotiations and contract signing. Considering the complexity of China Taxation Law, the Group would spend more time on taxation planning in order to come up with a workable practice with local partners. The Point Pay Cards of 3,000 and 5,000 points are scheduled to be launched in the first half of 2008. These two values are tailor-made for gift and milk powder market. The Point Pay Card of 9,000 and a prestige gift set with all four values of card will be issued following 3,000 and 5,000 points cards. The market focused for each card value is defined to capture sales from the whole retail and gift market. By cooperation with local partners, the rental and labour cost of selling the Point Pay Card would be eliminated and the low operation cost benefits a high profit margin.

管理層討論及分析(續)

Management Discussion and Analysis (continued)

展望(續)

Outlook (continued)

網店(續)

E-shop (continued)

網上購買會員

Online Purchase Membership

由於要讓路予奶粉項目和「卓悅一卡通」項目，網上購買會員計劃會押後至二零零八年。本集團之目標為分別於二零零八年第三季展開「會員登記」，並於二零零九年推出網上購買計劃。

Giving way to Milk Powder Project and Point Pay Card Project, the launching of Online Purchase Membership program is however delayed until 2008. We target to kick off the “Membership Registration” in the third quarter of 2008 and online purchase program in 2009 respectively.

美容服務部

Beauty Service Division

美容服務部於二零零七年之表現大幅改善，尤以下半年最為明顯。此業務部門正以爽朗步伐發展，營運效率亦達到新高水平，可以肯定美容服務部將為本集團整體溢利作出更大貢獻。儘管市場競爭仍然十分激烈，集團有信心可在未來數年獲取更大市場份額。本集團能夠利用最尖端科技，以極具競爭力之價格提供各種美容服務，這令本集團較其他競爭對手享有明顯競爭優勢。達致此點之關鍵為，本集團經常留意市場變化並尋找具備新市場潛力之投資機會。隨著本集團於二零零七年下半年新開設之醫學美容服務中心取得成功，管理層計劃於二零零八年另外開設兩個中心。

The performance of the beauty services division was much improved in 2007, especially in the second half year. While the division operation is running at the high gear with much higher efficiency than ever, the beauty services division will definitely contribute a lot more to the Group's overall profitability. Though the market is still very competitive, we are confident that we are able to reap a bigger share of the market in the next few years. We have strong competitive edges over other competitors as we can provide a broad range of beauty services with latest technology at very competitive prices. This could be achieved as we always alert with the market changes and look for investment opportunities that will provide new market potential. As our new medical beauty centre opened in the second half of 2007 was successful, we plan to open two more centres in 2008.

為擴大本集團於主要住宅區之客戶基礎，本集團計劃在未來三年裏開設六至八間新美容服務中心。首間在住宅區之美容服務中心已於二零零八年第一季開業。由於該等新美容服務中心平均面積會較現有美容服務中心細小，故每間中心之投資額將顯著較低，有助降低成本。待該等新美容服務中心開業後，客戶基礎將大大擴闊，據此，管理層預料美容服務部將步入營業額之高增長期。

To broaden our client base in major residential districts, we plan to open six to eight new beauty salons in three years time. The first one in residential districts is opened in the first quarter in 2008. While the size of the new salons will be on average smaller than the existing salons, the investment for each salon will be much smaller so as to minimize the cost. Since the client base will be largely increased after the opening of new salons, we can foresee that we are entering into a period of high turnover growth for the beauty services division.

人手短缺是本集團擴展計劃面臨之主要障礙。為迎接這項挑戰，集團十分積極招攬資歷較深之員工，同時推行多類型培訓計劃，以提升初級員工之技能及專業水準。員工成本上漲乃無可避免，惟管理層深信，增加之成本可換取更高盈利，故屬合理明智之舉。

The manpower shortage is the major obstacle to our expansion plan. To meet this challenge, we are taking aggressive approach to recruit experienced staff, and at the same time, implementing extensive training program to increase the skill and professional standards for junior staff. Staff cost will inevitably increase, but we are certain that the additional cost would be justified by the increase in the bottom line.

展望(續)

美容服務部(續)

現時，美容服務部對本集團溢利之貢獻，較核心零售業務部為小。然而，美容服務市場仍有很大發展空間，管理層預期，美容服務部產生之利潤將成為今後數年推動本集團溢利持續增長之主要力量之一。

財務回顧

流動資金及財務資源

本集團繼續採取審慎管理財務資源之方針，流動資金及財務資源水平仍然保持穩健。於二零零七年十二月三十一日，本集團之現金及銀行存款為122,500,000港元(二零零六年：29,600,000港元)。於二零零七年十二月三十一日，本集團之銀行借款為1,000,000港元(二零零六年：1,100,000港元)，當中300,000港元(二零零六年：300,000港元)須於未來12個月內償還。因此，本集團於二零零七年十二月三十一日之淨現金結餘(總銀行及現金結餘減總銀行借款及銀行透支)為121,000,000港元(二零零六年：21,800,000港元)。

於二零零七年十二月三十一日，本集團之資產負債比率為0.01(二零零六年：0.01)，該比率乃根據本集團之銀行借款及股東資金154,700,000港元(二零零六年：79,600,000港元)計算。總負債對股東資金比率為133.3%，較去年之237.2%有所改善。二零零七年之流動比率為1.43(二零零六年：0.95)。

現金流量

經營業務現金流入由二零零六年之17,000,000港元增加91,200,000港元至二零零七年之108,200,000港元。除稅前溢利為85,200,000港元。非現金項目總額為22,600,000港元(主要為折舊及股份支付)，而營運資金增長為3,500,000港元，其已被稅項及利息付款2,900,000港元所抵銷。

Outlook (continued)

Beauty Service Division (continued)

The beauty services division currently contributes a smaller portion of profit to the Group compared to the core retail business division. Yet, the market for beauty services is far from matured. We anticipate that the profit generated by the beauty services division would be one of the main forces that pushing the Group's profit up continuously in the next few years.

Financial Review

Liquidity and Financial Resources

Liquidity and financial resources position remain strong as the Group continues to adopt a prudent approach in managing its financial resources. As at 31st December 2007, the Group's cash and bank deposits amounted to HK\$122.5 million (2006: HK\$29.6 million). The Group's bank borrowings as at 31st December 2007 were HK\$1.0 million (2006: HK\$1.1 million), out of which HK\$0.3 million (2006: HK\$0.3 million) were repayable within the next 12 months. Therefore, the Group had a net cash balance (total bank and cash balance minus total bank borrowings and bank overdrafts) of HK\$121.0 million as at 31st December 2007 (2006: HK\$21.8 million).

As at 31st December 2007, the Group's gearing ratio was 0.01 (2006: 0.01), and was calculated based on the Group's bank borrowings and shareholders' funds of HK\$154.7 million (2006: HK\$79.6 million). Total liability to shareholders' fund improved to 133.3% as compared to 237.2% in last year. The current ratio is 1.43 in 2007 (2006: 0.95).

Cash Flow

Cash inflow from operating activities increased by HK\$91.2 million from HK\$17.0 million in 2006 to HK\$108.2 million in 2007. The profit before taxation was HK\$85.2 million. The total amount of non-cash items amounting to HK\$22.6 million (mainly the depreciation and share-based payments), the increase in working capital amounting to HK\$3.5 million and was net off with tax and interest payments amounting to HK\$2.9 million.

管理層討論及分析(續)

Management Discussion and Analysis (continued)

財務回顧(續)

Financial Review (continued)

現金流量(續)

Cash Flow (continued)

投資活動所產生現金流出由二零零六年之22,700,000港元減少10,900,000港元至二零零七年之11,800,000港元。減少之原因大致上為減少購買物業、廠房及設備。

Cash outflow from investing activities decreased by HK\$10.9 million from HK\$22.7 million in 2006 to HK\$11.8 million in 2007. The decrease was largely due to a decrease in purchase of property, plant and equipment.

融資活動之現金流入為2,500,000港元(二零零六年：流出6,200,000港元)。本年度之現金流入主要為本公司發行股份所得款項。

Cash inflow from financing activities was HK\$2.5 million (2006: outflow of HK\$6.2 million). The cash inflow for this year mainly represented proceeds from issue of shares of the Company.

或然負債

Contingent Liabilities

本集團於結算日之或然負債詳情載於財務報表附註33。

Details of contingent liabilities of the Group at the balance sheet date are set out in Note 33 to the financial statements.

外匯風險

Foreign Exchange Exposures

由於本集團大部份資產、收款及付款均以港元、美元及日圓計算，故外匯波動風險很低。於二零零七年十二月三十一日，本集團所有銀行借款均以港元為單位。本集團之銀行借款按浮動息率計息，息率為銀行最優惠利率或短期銀行同業拆息利率。本集團將繼續監察其外匯狀況，如有需要將訂立遠期外匯合約對沖外匯風險。

The Group has minimum exposure to foreign exchange fluctuations as most of its assets, receipts and payments are in Hong Kong dollar, US dollar and Japanese Yen. As at 31st December 2007, all of the Group's bank borrowings were denominated in Hong Kong dollar. The Group's bank borrowings were on floating rate basis at either bank prime rate or short-term inter-bank offer rates. The Group will continue to monitor its foreign exchange position and, if necessary, will hedge its foreign exchange exposure by forward foreign exchange contracts.

股本架構

Capital Structure

於回顧年度，本公司購回及註銷3,024,000股本公司之繳足普通股，另已向本公司購股權持有人發行11,400,000股本公司普通股。於二零零七年十二月三十一日，本公司之已發行及繳足股份總數為233,984,000股。

During the year under review, 3,024,000 fully paid ordinary shares of the Company were repurchased and cancelled, and 11,400,000 ordinary shares of the Company were issued to the share options holders of the Company. The total number of issued and fully paid shares of the Company as at 31st December 2007 was 233,984,000.

財務回顧(續)

本集團資產抵押

於二零零七年十二月三十一日，本集團若干賬面值約2,008,000港元(二零零六年：2,044,000港元)之預付土地租賃款項及樓宇經已抵押，作為本集團若干銀行借款之擔保。

重大之收購及出售投資及附屬公司以及持有之重大投資

截至二零零七年十二月三十一日止年度，並無重大之收購或出售附屬公司，亦並無持有重大投資。

人力資源

本集團深信，對於任何企業而言，員工皆為最寶貴的資產之一。在回顧年度內，本集團為加強全體前線員工之客戶服務技巧，特別提供了一系列培訓課程，並邀請專業顧問擔任講員，豐富培訓內容。本集團又向高級行政人員及一般僱員授予購股權，藉以獎勵及挽留管理團隊中之優秀人才。同時，本集團亦為各級員工制訂可觀之薪酬方案及業績達標花紅。此等獎勵計劃有助於加強員工士氣，提高工作效率，令董事更加相信，採納此一策略方針乃明智決定。

於二零零七年十二月三十一日，本集團在香港及澳門約有900名(二零零六年：860名)全職及兼職僱員。高級管理人員團隊共有19人，其中約半數已在本集團任職超過5年。本集團視人才為寶貴之人力資源，並認為本集團如要繼續獲得成功，必須吸引優秀人才留任。

Financial Review (continued)

Charges on Group Assets

As at 31st December 2007, certain prepaid land lease payments and buildings of the Group with carrying amount of approximately HK\$2,008,000 (2006: HK\$2,044,000) was pledged as security for certain bank borrowings of the Group.

Material Acquisitions and Disposals of Investments and Subsidiaries and Significant Investments Held

There were no material acquisitions or disposals of subsidiaries and no significant investment held during the year ended 31st December 2007.

Human Resources

The Group adheres to a strong belief that one of the most valuable assets of a corporation is its employees. During the year under review, the Group provided a series of training courses to enhance the customer service skills of all our frontline staff by inviting professional consultants as lecturers to enrich the scope of this program. The Group also offers share options to the senior executives and general staff, as a means to reward and retain high caliber of the management team. In the meantime, competitive remuneration packages and goal-oriented bonuses are paid to different levels of staff. These rewarding packages strengthen the morale among the staff and led to high efficiencies, which further reinforced the confidence of the Directors' decision to adopt this strategic direction.

As at 31st December 2007, the Group had approximately 900 (2006: 860) full-time and part-time employees in both Hong Kong and Macau. The senior management team consisted of 19 people, in which about half of them had been with the Group for over 5 years. The Group treasures people as valuable human resources and recognizes the importance of attracting and retaining high quality staff for the Group's continuous success.

董事及高級管理人員簡介

Directors and Senior Management Profiles

執行董事

葉俊亨博士，50歲，本公司主席、行政總裁兼執行董事。葉博士與鍾佩雲女士於一九九一年六月攜手創辦本集團之業務。葉博士擁有逾30年之零售及服務業經驗。葉博士於二零零七年獲State Gleska University of California頒授世界傑出華人獎榮譽博士學位。憑藉葉博士在零售及批發業之豐富經驗，本集團之業務自一九九六年起迅速成長。葉博士負責本集團整體策劃及制訂公司政策。

鍾佩雲女士，47歲，本公司副主席兼執行董事。鍾女士為葉俊亨博士之配偶，擁有逾25年銷售及推廣化粧品經驗。一九九一年本集團成立之前，鍾女士曾於多間化粧品公司擔任銷售及推廣名牌化粧品工作逾5年。憑藉銷售推廣技巧，加上對化粧品之深入認識，鍾女士對本集團開創新產品及制訂推廣策略作出重大貢獻。鍾女士負責管理整體銷售及推廣業務。

葉國利先生，48歲，本公司執行董事，為葉俊亨博士之胞弟。葉先生擁有逾15年香港及中國之物流、業務發展及銷售營運經驗，其中包括為一間訂造珠寶公司開發香港之業務部門及為一間中國公司工作合共5年，負責管理及監控銷售隊伍以及監察本集團零售專門店之業務，並兼管本集團之採購業務。葉先生於一九九八年五月加入本集團。

陳志秋先生，45歲，本公司執行董事，持有美國休斯敦Rice University工商管理碩士學位以及香港中文大學工商管理學士學位。陳先生在化粧品零售及批發業務管理方面擁有15年經驗，其中十一年於香港兩間上市公司工作。陳先生負責電子銷售點系統之策略制訂及監控，並協助本公司主席制訂本集團之政策及策劃動向。陳先生於二零零二年六月加入本集團。

Executive Directors

Dr. IP, Chun Heng, Wilson, aged 50, is the Chairman, Chief Executive Officer (the “CEO”) and Executive Director of the Company. Dr. Ip together with Ms. Chung Pui Wan founded the business of the Group in June 1991. Dr. Ip has more than 30 years’ experience in running retail and service business, Dr. IP has received World Outstanding Chinese Award and honorary doctoral degree from State Gleska University of California in 2007. Based on his solid experience in retail and wholesale industries, he has successfully led the business of the Group grows tremendously since 1996. Dr. Ip is responsible for the overall strategic planning and formulation of corporate policies of the Group.

Ms. CHUNG, Pui Wan, aged 47, is the Vice-chairman and an Executive Director of the Company. Ms. Chung, spouse of Dr. Ip Chun Heng, Wilson, has more than 25 years’ experience in sales and marketing of cosmetic products. Before the Group was founded in 1991, Ms. Chung had worked for several cosmetic companies in the sales and marketing of branded cosmetic products for over 5 years. With her sales promotion technique and in-depth product knowledge in cosmetics, Ms. Chung has significant contribution to the Group’s product innovation and marketing strategy. Ms. Chung is responsible for the overall sales and marketing operations management.

Mr. YIP, Kwok Li, aged 48, is an Executive Director of the Company. Mr. Yip, brother of Dr. Ip Chun Heng, Wilson, has more than 15 years’ experience in logistics, business development, and sales operation in Hong Kong and the PRC, within which, he had worked for a custom jewelry company in developing business operation in Hong Kong and worked for a PRC company for an aggregate of 5 years. He is responsible for managing and supervising the sales forces and monitoring the Group’s operation of the retail outlets. Mr. Yip is also in charge of the purchasing operations of the Group. He joined the Group in May 1998.

Mr. CHAN, Chi Chau, aged 45, is an Executive Director of the Company. Mr. Chan holds a master degree in business administration obtained from the Rice University in Houston, the U.S.A. and a bachelor degree in business administration obtained from the Chinese University of Hong Kong. He has 15 years’ experience in the field of cosmetic retail and wholesale management, eleven of which gained from two listed companies in Hong Kong. Mr. Chan is responsible for planning and supervising the implementation of the Electronics Point of Sales System. He also assists the Chairman of the Company in policy setting and strategy development of the Group. He joined the Group in June 2002.

獨立非執行董事

黃弛維先生，42歲，自二零零四年七月起獲委任為本公司獨立非執行董事。黃先生為香港執業會計師，亦為英格蘭及威爾斯特許會計師公會會員。黃先生自一九九八年起獲認許為香港高等法院大律師。黃先生擁有逾20年會計經驗。目前，黃先生為一間執業會計師事務所之擁有人及一間律師行之顧問。黃先生為建溢集團有限公司及雅視光學集團有限公司之獨立非執行董事。該兩間公司在香港聯合交易所有限公司(「聯交所」)主板上市。

周浩明醫生，46歲，自二零零四年七月起獲委任為本公司獨立非執行董事。周醫生於一九八八年獲得香港中文大學醫學學士兼外科學士學位，其後於一九九零年獲得愛爾蘭Royal College of Surgeon兒科文憑，並於二零零六年獲得香港浸會大學公司管治與董事學理學碩士學位。周醫生擁有逾18年私家醫生經驗，亦為多個醫學組織會員。周醫生曾分別擔任香港大學及香港中文大學名譽臨床醫學講師／導師，亦為沙田區議會醫療及衛生服務工作小組委員。彼亦為香港董事學會資深會員。目前，周醫生為香港單親協會之創會名譽顧問，亦為杏林醫務中心董事兼主席。

勞恒晃先生，45歲，自二零零四年九月起獲委任為本公司獨立非執行董事。勞先生一九八六年畢業於布里斯托大學，獲頒授法律學士學位。彼現時為史蒂文生黃律師事務所之合夥人。勞先生於一九八九年獲認為香港高等法院之律師。彼亦於一九九五年獲認為新加坡最高法院之律師及於一九九六年獲認為英格蘭及威爾士最高法院之律師。勞先生目前為飛達帽業控股有限公司之獨立非執行董事，該公司於聯交所主板上市。

Independent Non-Executive Directors

Mr. WONG, Chi Wai, aged 42, is an Independent Non-Executive Director of the Company since July 2004. Mr. Wong is a Certified Public Accountant (Practicing) in Hong Kong and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. Wong has also been admitted as a barrister of the High Court of Hong Kong since 1998. Mr. Wong has over 20 years of experience in the accountancy profession and he currently is the owner of a certified public accountants firm and an advisor of a law firm. Mr. Wong is an independent non-executive director of Kin Yat Holdings Limited and Arts Optical International Holdings Limited, both companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Dr. CHOW, Ho Ming, aged 46, is an Independent Non-Executive Director of the Company since July 2004. Dr. Chow obtained his bachelor of medicine and bachelor of surgery from the Chinese University of Hong Kong in 1988, diploma of child health from Royal College of Surgeon in Ireland in 1990 and master of science in corporate governance and directorship from the Hong Kong Baptist University in 2006. Dr. Chow has been engaged in private practice for more than 18 years. He is a member of a number of medical associations. Dr. Chow had been the honorary clinical lecturer/tutor of the University of Hong Kong and The Chinese University of Hong Kong respectively and a member of Medical and Health Services Subcommittee of Shatin District Board. He is also a fellow of the Hong Kong Institute of Directors. Currently, Dr. Chow is the founding honorary consultant of Hong Kong Single Parent Association and the director and chairman of Hang Lam Medical Centre Limited.

Mr. LO, Hang Fong, aged 45, is an Independent Non-Executive Director of the Company since September 2004. Mr. Lo graduated from the University of Bristol with a bachelor of law degree in 1986. He is currently a partner of a law firm, Stevenson, Wong & Co. Mr. Lo has been admitted as a solicitor to the High Court of Hong Kong since 1989. He is also admitted as a solicitor to the Supreme Court of Singapore in 1995 and the Supreme Court of England and Wales in 1996. Mr. Lo is currently the independent non-executive director of Mainland Headwear Holdings Limited, a company listed on the Main Board of the Stock Exchange.

高級管理層

鄭振忠先生，40歲，本公司之財務總監、合資格會計師及公司秘書。鄭先生持有香港中文大學之工商管理碩士學位、香港理工大學之資訊系統理學碩士學位及倫敦大學法律學士學位。鄭先生為香港會計師公會資深會員及香港特許秘書公會會員，鄭先生擁有逾15年核數、會計及財務監管經驗。鄭先生於二零零六年四月加入本集團。

夏國珠女士，50歲，卓悅美容有限公司之總裁，負責管理本集團有關美容服務等業務。夏女士於一九九二年考獲International Cosmetology Association之美容文憑，並於二零零三年考獲香港城市大學中國傳統美容學文憑。彼亦在二零零四年取得International Spa and Beauty College頒發之水晶治療證書。憑著其在美容界超過25年之豐富經驗，夏女士於二零零六年四月一日獲香港特別行政區之教育統籌局委任為美容行業「諮委會」委員，負責為美容行業擬訂、維持和更新「能力標準說明」，並為行業制訂「過往資歷認可」機制。夏女士於二零零一年十一月加入本集團。

徐孟威先生，42歲，本集團之資訊科技經理，持有英國Essex University數學及運算科學學士學位。徐先生擁有逾19年軟件開發及系統管理經驗，負責電子銷售點系統以及監督本集團電腦系統運作。徐先生於二零零二年七月加入本集團。

Senior Management

Mr. KWONG, Chun Chung, aged 40, is the Financial Controller, Qualified Accountant and Company Secretary of the Company. Mr. Kwong holds a master degree in business administration from the Chinese University of Hong Kong, a master of science degree in information systems from the Hong Kong Polytechnic University and a bachelor of laws degree from London University. He is a fellow member of Hong Kong Institute of Certified Public Accountants and an associate member of Hong Kong Institute of Chartered Secretaries. He has over 15 years of experience in auditing, accounting and financial control. He joined the Group in April 2006.

Ms. HA, Kwok Chu, Rosina, aged 50, is the President of Bonjour Beauty Limited and she is responsible for the management of the beauty service of the Group. Ms. Ha obtained a diploma of cosmetology from the International Cosmetology Association in 1992 and a diploma in cosmetology (Traditional Chinese Medicine) from City University of Hong Kong in 2003. She also obtained a certificate in crystal healing issued by International Spa and Beauty College in 2004. With her fruitful 25 years' experience in the beauty industries, Ms. Ha had been appointed as one of the Beauty Industry Training Advisory Committees by ITACs of Education and Manpower Bureau on 1st April 2006, responsible for developing, maintaining and updating the Specification of Competency Standards, and formulate a Recognition of Prior Learning mechanism for the industry. She joined the Group in November 2001.

Mr. TSUI, Mang Wai, Eric, aged 42, is the Information Technology Manager of the Group. Mr. Tsui holds a bachelor degree of Science in mathematics and computing from the Essex University, United Kingdom. He has more than 19 years' experience in software development and system management. He is responsible for the EPOS system and overseeing the operation of the Group's computer system. He joined the Group in July 2002.

企業管治慣例

本公司致力設立良好企業管治常規及程序。截至二零零七年十二月三十一日止年度內，本集團一直遵守聯交所證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「企業管治守則」）所訂明之守則條文，惟對守則條文A.2.1之偏離除外。上述偏離將於下文相關段落中說明。

董事之證券交易

本公司已採納上市規則附錄10所載列之模範守則，作為其本身就有關本公司董事在證券交易方面之操守守則（「守則」）。經向各本公司董事（「董事」）作特別垂詢後，本公司確認全體董事於本回顧年度內均告遵守守則所載列之所需標準。

董事會

董事會成員

董事會由七名董事組成，其中四名為執行董事葉俊亨博士、鍾佩雲女士、葉國利先生及陳志秋先生，以及三名為獨立非執行董事黃弛維先生、周浩明醫生及勞恒晃先生。每名董事各自之履歷詳情載於本年報「董事及高級管理人員簡介」一節。

董事會結構均衡，而每名董事均具備與本集團業務相關之豐富知識、經驗及／或專業知識。就本公司所深知，除鍾佩雲女士及葉國利先生分別為本公司主席及行政總裁葉俊亨博士之配偶及兄弟外，董事會成員間概無任何財務、業務、家族或其他重大／相關關係。董事會認為，董事於執行其職務及責任時，上述關係並不會對其獨立判斷與持正行事構成影響。全體執行及獨立非執行董事之深厚經驗及專業知識均讓本公司受惠。

Corporate Governance Report

Corporate Governance Practices

The Company is committed to the establishment of good corporate governance practices and procedures. Throughout the year ended 31st December 2007, the Group has complied with the code provisions prescribed in the Code on Corporate Governance Practices (“CG Code”) set out in the Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), except for the deviation from Code Provision A.2.1 which is explained in the following relevant paragraph.

Directors’ Securities Transactions

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

Board of Directors

Composition of the Board of Directors

The Board comprises seven Directors, of whom four are Executive Directors, namely Dr. Ip Chun Heng, Wilson, Ms. Chung Pui Wan, Mr. Yip Kwok Li and Mr. Chan Chi Chau and, three are Independent Non-executive Directors, namely Mr. Wong Chi Wai, Dr. Chow Ho Ming and Mr. Lo Hang Fong. Each of the Directors’ respective biographical details is set out in the “Directors and Senior Management Profiles” of this annual report.

The composition of the Board is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business of the Group. To the best knowledge of the Company, there is no financial, business, family or other material/relevant relationship among members of the Board save that Ms. Chung Pui Wan and Mr. Yip Kwok Li is the spouse and brother of Dr. Ip Chun Heng, Wilson, the Chairman and CEO of the Company, respectively. In the Board’s opinion, these relationships do not affect the Directors’ independent judgement and integrity in executing their roles and responsibilities. All Executive Directors and Independent Non-executive Directors bring a variety of experience and expertise to the Company.

企業管治報告(續)

Corporate Governance Report (continued)

董事會(續)

Board of Directors (continued)

主席及行政總裁

Chairman and Chief Executive

根據企業管治守則之守則條文A.2.1，主席與行政總裁之角色應有區分，並不應由一人同時兼任。年內，本公司並無任何職稱為「行政總裁」之人員，惟該等職責目前由葉俊亨博士及鍾佩雲女士履行。

According to the code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the year, the Company does not have any officer with the title “chief executive officer”, but such duties are undertaken by Dr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan.

於二零零八年一月一日，葉俊亨博士獲委任為行政總裁，此乃由於董事會認為葉博士對零售銷售及化粧品市場具備豐富知識及經驗，故為最適合出任本公司之行政總裁。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、知識、技能及經驗之人選，則本公司或會作出必要安排。

On 1st January 2008, Dr. Ip Chun Heng, Wilson has been appointed as the CEO since the Board considered that Dr. Ip has in-depth knowledge and experience in the retail sales and cosmetic product market and is the most appropriate person. 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.

董事會之職能

Functions of the Board of Directors

本公司由董事會監管，而董事會負責指導及監督本公司事務。董事會須就本集團之發展向股東負責，以提升股東之長遠價值為目標，同時平衡廣泛股份持有者之權益。

The Company is governed by the Board which is responsible for directing and supervising its affairs. This Board is accountable to shareholders for the development of the Group with the goal of maximizing long-term shareholder's value, while balancing broader stakeholder's interests.

董事會亦負責領導及監控本公司，監督本集團之業務及評估本集團之表現。此外，董事會亦專注於本集團之整體策略發展，而其政策尤其著重於本集團之增長及財務表現。

The Board is also responsible for the leadership and control of the Company, oversee the Group's businesses and evaluate the performance of the Group. Besides, the Board also focuses on overall strategic development of the Group and its policies with particular attention paid to the growth and financial performance of the Group.

董事會(續)**董事會之職能(續)**

董事會授權本公司執行董事及管理層負責本集團之日常營運，部門主管則負責各不同範疇之業務／職能，而若干有關策略性決策之主要事宜則保留待董事會批准。董事會將其管理及行政職能授權予管理層時，其已就管理層之權力發出清晰指示，尤其對管理層代表本公司作出任何決策或訂立任何承諾前須向董事會作出報告及獲其事先批准之情況發出清晰指示。

獨立非執行董事

為符合上市規則第3.10(1)條，本集團有三名獨立非執行董事，佔超過三分之一董事會成員。該三名獨立非執行董事中，黃弛維先生具備上市規則第3.10(2)條所規定有關會計或有關財務管理專業之適當專業資格。

本公司已接獲各獨立非執行董事根據上市規則第3.13條有關其獨立性之書面確認書。根據該確認書，本公司認為黃弛維先生、周浩明醫生及勞恒晃先生為獨立人士。

董事之委任、重選及罷免

各執行董事已與本公司訂立服務合約，由二零零三年七月一日起初步為期兩年，其後可由任何一方發出不少於三個月之書面通知予以終止。

各獨立非執行董事已與本公司訂立服務合約，黃弛維先生及周浩明醫生之任期，由二零零七年七月一日至二零零八年六月三十日，而勞恒晃先生之任期則由二零零七年九月二十四日至二零零八年六月三十日，其後可由任何一方發出不少於一個月之書面通知予以終止。

本公司之公司細則規定，全體董事(包括執行董事及獨立非執行董事)須最少每三年輪席告退一次。

Board of Directors (continued)**Functions of the Board of Directors (continued)**

The Board delegates day-to-day operations of the Group to Executive Directors and management of the Company with department heads responsible for different aspects of the business/functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its management and administration functions to management, it has given clear directions as to the powers of management, in particular, with respect to the circumstances where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

Independent Non-executive Directors

In compliance with Rule 3.10(1) of the Listing Rules, there are three Independent Non-executive Directors representing over one-third of the Board. Among the three Independent Non-executive Directors, Mr. Wong Chi Wai has appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The Company has received from each of the Independent Non-executive Directors the written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company, based on such confirmation, considers Mr. Wong Chi Wai, Dr. Chow Ho Ming and Mr. Lo Hang Fong to be independent.

Directors' Appointment, Re-election and Removal

Each of the 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 either party giving not less than three months' notice in writing.

Each of the Independent Non-Executive Directors has entered into a service contract with the Company for a specific term commencing from 1st July 2007 to 30th June 2008 for Mr. Wong Chi Wai and Dr. Chow Ho Ming and commencing from 24th September 2007 to 30th June 2008 for Mr. Lo Hang Fong respectively, and will continue thereafter until terminated by either party giving not less than one month's notice in writing.

In accordance with the Company's articles of association, all Directors (including Executive Directors and Independent Non-executive Directors) are subject to retirement by rotation at least once every three years.

董事會(續)

Board of Directors (continued)

董事會會議及董事會常規

Board Meetings and Board Practices

董事會須每年舉行最少四次會議，董事會亦將於其他須董事會就特定事宜作出決策之情況下舉行會議。董事將於各董事會會議舉行前接獲將討論之議程事項詳情及委員會會議之會議紀錄。公司秘書負責於董事會會議前向董事派發詳盡文件，令董事得以迅速獲悉清晰準確之資料，並得以於會議上就討論事項作出知情決定。全體董事均可接觸公司秘書，而公司秘書會定期向董事會提供監管及規管事宜之最新資料。公司秘書亦負責確保遵守董事會會議程序，並向董事會提供有關遵守董事會會議程序事宜之意見。

The Board meets at least four times a year, and the Board will also meet on other occasions when a board-level decision on a particular matter is required. The Directors will receive details of agenda items for decision and minutes of committee meetings in advance of each Board meeting. The Company Secretary is responsible for distributing detailed documents to Directors prior to the meetings of the Board to ensure that the Directors are able to make informed decisions regarding the matters discussed in the meetings so that they may receive accurate, timely and clear information. All Directors have access to the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters. The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing to the Board opinions on matters in relation to the compliance with the procedures of the Board meetings.

任何董事如擬尋求獨立專業意見以充分履行其職責，均可尋求有關意見，費用概由本公司承擔。透過入職簡介、持續參與董事會工作及與主要管理人員舉行會議，本公司鼓勵董事提升其技能與知識，並加深對本集團之瞭解。

Any Director wishing to do so in the furtherance of his or her duties, may take independent professional advice at the Company's expense. The Directors are encouraged to update their skills, knowledge and familiarity with the Group through their initial induction, ongoing participation at Board and Committee meetings, and through meeting key members of management.

截至二零零七年十二月三十一日止年度，已舉行四次會議，而董事會會議之出席紀錄載列如下：

During the year ended 31st December 2007, four meetings were held. The attendance records for the Directors' meetings are set out below:

董事之出席率
Directors' Attendance

執行董事

Executive Directors

葉俊亨博士	Dr. Ip Chun Heng, Wilson	3/4
鍾佩雲女士	Ms. Chung Pui Wan	2/4
葉國利先生	Mr. Yip Kwok Li	4/4
陳志秋先生	Mr. Chan Chi Chau	4/4

獨立非執行董事

Independent Non-executive Directors

黃弛維先生	Mr. Wong Chi Wai	4/4
周浩明醫生	Dr. Chow Ho Ming	3/4
勞恒晃先生	Mr. Lo Hang Fong	3/4

董事會委員會

審核委員會

本公司已成立審核委員會，並具有明文職權範圍。目前，審核委員會成員包括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。黃弛維先生為委員會主席。

審核委員會為董事會與本公司核數師間就集團審核範圍事宜之重要聯繫。審核委員會之職責為審閱外部核數及風險評估之效率，並審閱本公司之年報與賬目及中期報告，亦向董事會提供意見及建議。審核委員會已審閱本公司截至二零零七年十二月三十一日止年度之經審核財務報表。委員會定期與管理層及外部核數師舉行會議，以討論核數服務計劃、本集團所採納之會計原則與慣例及財務申報事宜。截至二零零七年十二月三十一日止年度內，審核委員會已舉行四次會議，以審閱截至二零零六年十二月三十一日止年度之經審核財務報表及截至二零零七年六月三十日止六個月之未經審核財務報表，並就批准有關財務報表向董事會提推薦意見，亦已審閱本集團採納之會計原則及政策以及其內部監控系統。審核委員會會議之出席紀錄載列如下：

審核委員會成員

黃弛維先生
周浩明醫生
勞恒晃先生

Members of the audit committee

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

Board Committees

Audit Committee

The Company has established an audit committee with written terms of reference. At present, members of the audit committee comprise Mr. Wong Chi Wai, Dr. Chow Ho Ming and Mr. Lo Hang Fong, being the three Independent Non-Executive Directors. Mr. Wong Chi Wai is the chairman of the committee.

The audit committee acts as an important link between the Board and the Company's auditors in matters within the scope of the Group's audit. The duties of the audit committee are to review and discuss on the effectiveness of the external audit and risk evaluation of the Company, as well as the Company's annual report and accounts, interim report and to provide advice and comments to the Board. The audit committee has reviewed the audited financial statements of the Company for the year ended 31st December 2007. The Committee meets regularly with the management and the external auditors to discuss the audit service plan, accounting principles and practices adopted by the Group and financial reporting matters. During the year ended 31st December 2007, four meetings were held to review the audited financial statements for the year ended 31st December 2006 and the unaudited financial statement for the six months ended 30th June 2007 with the recommendations to the Board for approval; and has reviewed the accounting principles and policies adopted by the Group and its system of internal control. The attendance records for the audit committee meetings are set out below:

**董事之出席率
Directors' Attendance**

4/4
3/4
3/4

董事會委員會(續)

Board Committees (continued)

薪酬委員會

Remuneration Committee

本公司已於二零零五年九月十六日成立薪酬委員會，其書面職權範圍與企業管治守則之條款相若。薪酬委員會就本公司所有董事及高級管理人員薪酬組合之政策及架構向董事會提供推薦意見。概無委員會成員可參與釐定其本身酬金。薪酬委員會由三名成員組成，包括兩名獨立非執行董事黃弛維先生及周浩明醫生以及主席、行政總裁兼執行董事葉俊亨博士。周浩明醫生為委員會主席。截至二零零七年十二月三十一日止年度內，已舉行一次會議，以檢討所有董事及高級管理人員之薪酬方案。薪酬委員會會議之出席紀錄載列如下：

The Company established a remuneration committee on 16th September 2005 with terms of reference no less exacting terms than CG Code. The remuneration committee makes recommendations to the Board on the Company's policy and structure for remuneration packages of all the Directors and senior management. No committee member should be involved in deciding his own remuneration. The remuneration committee consists of three members, including two Independent Non- executive Directors, namely Mr. Wong Chi Wai and Dr. Chow Ho Ming, and the Chairman, CEO and Executive Director, Dr. Ip Chun Heng, Wilson. Dr. Chow Ho Ming is the chairman of the committee. During the year ended 31st December 2007, one meeting was held to review the remuneration packages of all the Directors and the senior management, The attendance records for the remuneration committee meeting are set out below:

董事之出席率
Directors' Attendance

薪酬委員會成員

Members of the remuneration committee

周浩明醫生	Dr. Chow Ho Ming	0/1
黃弛維先生	Mr. Wong Chi Wai	1/1
葉俊亨博士	Dr. Ip Chun Heng, Wilson	1/1

董事會委員會(續)

提名委員會

本公司已於二零零五年九月十六日成立提名委員會，其書面職權範圍與企業管治守則之條款相若。提名委員會負責根據候選人之資格、業務經驗及是否適合本公司之基準提名潛在董事人選、審閱董事提名、就有關委任及評核獨立非執行董事之獨立性向董事會提供推薦意見。提名委員會由三名成員組成，包括兩名獨立非執行董事黃弛維先生及勞恒晃先生以及主席、行政總裁兼執行董事葉俊亨博士。勞恒晃先生為委員會主席。截至二零零七年十二月三十一日止財政年度內，已舉行兩次會議以檢討董事會之架構、規模及組成、評估獨立非執行董事之獨立性，以及就續訂獨立非執行董事之服務合約向董事會提供推薦意見。提名委員會會議之出席紀錄載列如下：

提名委員會成員

勞恒晃先生
黃弛維先生
葉俊亨博士

Members of the nomination committee

Mr. Lo Hang Fong
Mr. Wong Chi Wai
Dr. Ip Chun Heng, Wilson

問責性及核數

董事於財務報表及財務申報之責任

本公司截至二零零七年十二月三十一日止年度之財務報表已由審核委員會審閱。董事知悉彼等於編製賬目及就本公司之業績、狀況及前景提呈平衡、清晰及全面評估之責任。董事並不知悉任何事件或狀況可能對本公司持續營運之能力構成重大疑問。

Board Committees (continued)

Nomination Committee

The Company established a nomination committee on 16th September 2005 with terms of reference no less exacting terms than the CG Code. The nomination committee is responsible for nominating potential candidates for directorship based on the candidates' qualifications, business experience and suitability to the Company, reviewing the nomination of Directors, making recommendations to the Board on such appointments and assessing the independence of the Independent Non-executive Directors. The nomination committee consists of three members, including two Independent Non-executive Directors, namely Mr. Wong Chi Wai and Mr. Lo Hang Fong and the Chairman, CEO and Executive Director, Dr. Ip Chun Heng, Wilson. Mr. Lo Hang Fong is the chairman of the committee. During the financial year ended 31st December 2007, two meetings were held to review the structure, size and composition of the Board, assess the independence of Independent Non-executive Directors, and make recommendations to the Board relating to the renewal services of Independent Non-executive Directors. The attendance records for the nomination committee meetings are set out below:

董事之出席率
Directors' Attendance

Mr. Lo Hang Fong	1/2
Mr. Wong Chi Wai	2/2
Dr. Ip Chun Heng, Wilson	2/2

Accountability and Audit

Directors' Responsibility for the Financial Statements and Financial Reporting

The Company's financial statements for the year ended 31st December 2007 have been reviewed by the audit committee. The Directors acknowledge their responsibility for preparing the accounts and presenting a balanced, clear and comprehensive assessment of the Company's performance, position and prospects. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

企業管治報告(續)

Corporate Governance Report (continued)

問責性及核數(續)

Accountability and Audit (continued)

核數師酬金

Auditor's Remuneration

羅申美會計師行自二零零七年八月十七日起獲委聘為本公司核數師，以填補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辭任所產生之臨時空缺。截至二零零七年十二月三十一日止年度，就羅申美會計師行之核數服務應付彼等合共880,000港元。年內，就羅申美會計師行所提供非核數服務(包括稅務諮詢服務)為92,500港元。

RSM Nelson Wheeler have been appointed as auditor of the Company with effect from 17th August 2007 to fill the casual vacancy left by the resignation of PricewaterhouseCoopers and Lau & Au Yeung. For the year ended 31st December 2007, an amount of totaling HK\$880,000 was payable to RSM Nelson Wheeler for their audit services. During the year, an amount of HK\$92,500 was paid to RSM Nelson Wheeler for providing non-audit services, including taxation advisory services.

投資者及股東關係

Investor and Shareholder Relations

董事會深明與本公司股東及投資者維持清晰、適時及有效通訊之重要性。因此，董事會及本集團之高級管理層透過路展、個人訪問及會議等多種不同渠道與投資者、分析員、基金經理及傳媒維持緊密通訊。本集團特別委派報行董事陳志秋先生作為投資者關係之聯絡人，以回應投資者有關索取資訊之要求與查詢。本集團特別委派執行董事陳志秋先生作為投資者關係之聯絡人，以回應投資者有關索取資訊之要求與查詢。

The Board recognizes the importance of maintaining clear, timely and effective communication with shareholders of the Company and investors. Therefore, the Board and the Group's senior management maintain close communications with investors, analysts, fund managers and the media by various channels including roadshows, individual interviews and meetings. The Group specifically assigns Mr. Chan Chi Chau, an Executive Director, being the contact person of investor relations to respond the requests for information and queries from the investors.

董事會亦歡迎股東就對本集團構成影響之事宜表達意見，並鼓勵彼等出席股東大會，直接與董事會或管理層溝通。

The Board also welcomes the views of shareholders on matters affecting the Group and encourages them to attend shareholders' meetings to communicate with the Board or Management directly.

內部監控

Internal Control

董事會已就本集團內部監控系統之有效性進行檢討。內部監控系統乃設計以符合本集團之特定需要及所承受之風險，而基於其性質所言，有關系統僅可就不會出現誤報或損失提供合理(而非絕對)保證。

The Board had conducted a review of the effectiveness of the Group's internal control system. The internal control system is designed to meet the Group's particular needs and the risks to which it is exposed, and by their nature can only provide reasonable, but not absolute assurance against misstatement or loss.

內部監控(續)

本集團已制訂程序以保障資產不會在未經授權下遭使用或出售、控制資本開支、存置妥善之會計記錄，並確保供業務及刊發用途之財務資料之可靠性。本集團內合資格管理人員會持續維持及監察內部監控系統。

董事會與審核委員會已授權一外聘獨立專業團體，就本集團內部監控系統之成效進行年度檢討。檢討範圍涵蓋所有重大監控事宜，包括財務、業務及遵例監控等方面。根據外聘獨立專業團體之評估結果，董事會認為本集團之內部監控系統具有效用，而審核委員會亦未發現內部監控系統有重大缺陷。

Internal Control (continued)

Procedures have been set up for safeguarding assets against unauthorized use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publication. Qualified management throughout the Group maintains and monitors the internal control system on an ongoing basis.

The Board and the audit committee have delegated an external independent professional body to conduct an annual review of the effectiveness of the internal control system of the Group, covering all material controls, including financial, operation and compliance control, etc. Based on the assessment made by the external independent professional body, the Board considered that the internal control system of the Group are effective and the audit committee have found no material deficiencies on the internal control system.

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二零零七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

本集團截至二零零七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48至第54頁之財務報表。

股息

董事會建議派付截至二零零七年十二月三十一日止年度之末期股息22.2港仙(二零零六年：無)。

暫停股東登記

本公司將由二零零八年六月二日(星期一)至二零零八年六月五日(星期四)(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。為符合資格獲派發截至二零零七年十二月三十一日止年度之末期股息及出席應屆股東週年大會，所有過戶文件連同有關股票須於二零零八年五月三十日(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85頁之財務報表附註16。

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 2007.

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 2007, 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 48 to 54.

Dividends

The Board recommend the payment of a final dividend of HK22.2 cents for the year ended 31st December 2007 (2006: Nil).

Closure of Register of Members

The registers of the Company will be closed from Monday, 2nd June 2008 to Thursday, 5th June 2008, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend for the year ended 31st December 2007 and to attend 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, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, 30th May 2008.

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 16 to the financial statements on page 85.

股本

本公司股本之變動詳情載於第100至第101頁之財務報表附註30。

儲備

本集團及本公司儲備於年內之變動載於第102至第103頁之財務報表附註31及第52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。於二零零七年十二月三十一日，本公司可供分派予股東之儲備合共約97,430,000港元(二零零六年：92,414,000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76至第78頁之財務報表附註8。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。

Share Capital

Details of the movements in share capital of the Company are set out in Note 30 to the financial statements on pages 100 to 101.

Reserves

Movements in the reserves of the Group and of the Company during the year are set out in Note 31 to the financial statements on pages 102 to 103 and in the consolidated statement of changes in equity on page 52.

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 2007, the Company's reserves available for distribution to shareholders amounted in total to approximately HK\$97,430,000 (2006: HK\$92,414,000).

Segment Information

An analysis of the Group's performance for the year by business segment is set out in Note 8 to the financial statements on pages 76 to 78. 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)

Directors' Report (continued)

購股權資料(續)

Share Option Information (continued)

(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。

(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.

購股權資料(續)

(E) 購股權計劃涉及之最高股份數目

- (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。
- (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%。

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。

- (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。

Share Option Information (continued)

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

- (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) 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.

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) 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)

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(續)

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

(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。

(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) 行使購股權之時間

(F) Time of Exercise of Options

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。

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) 購股權計劃之期限

(G) Period of the Share Option Scheme

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購股權)，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。

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.

購股權資料(續)
Share Option Information (continued)
(H) 管理

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。

於二零零七年十二月三十一日，根據計劃已授出但尚未行使之購股權詳情如下：

(H) Administration

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

Details of the share options outstanding as at 31st December 2007 which have been granted under the scheme are as follows:

	於二零零七年 一月一日 持有 Held at 1st January 2007	年內 已授出 Granted during the Year	年內 已行使 Exercised during the Year	於二零零七年 十二月三十一日 持有 Held at 31st December 2007	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
董事：								
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
	—	1,800,000	—	1,800,000	0.934	二零零七年 四月三十日 30th Apr 2007	二零零七年 四月三十日 30th Apr 2007	二零一七年 四月二十九日 29th Apr 2017
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
	—	1,800,000	—	1,800,000	0.934	二零零七年 四月三十日 30th Apr 2007	二零零七年 四月三十日 30th Apr 2007	二零一七年 四月二十九日 29th Apr 2017
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
	—	800,000	—	800,000	0.934	二零零七年 四月三十日 30th Apr 2007	二零零七年 四月三十日 30th Apr 2007	二零一七年 四月二十九日 29th Apr 2017
其他僱員：								
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
	728,000	—	—	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	—	(9,450,000)	80,000	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
	—	6,600,000	(850,000)	5,750,000	0.934	二零零七年 四月二十日 30th Apr 2007	二零零七年 四月三十日 30th Apr 2007	二零一七年 四月二十九日 29th Apr 2017
總數：	12,378,000	11,000,000	(11,400,000)	11,978,000				

董事會報告(續)

Directors' Report (continued)

董事

年內及截至本報告日期止任職之董事如下：

Directors

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

執行董事

葉俊亨博士
鍾佩雲女士
葉國利先生
陳志秋先生

Executive Directors

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

獨立非執行董事

黃弛維先生
周浩明醫生
勞恒晃先生

Independent Non-Executive Directors

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

根據本公司之公司細則第108條之規定，葉國利先生、勞恒晃先生及陳志秋先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。

In accordance with article 108 of the Company's articles of association, Mr. Yip Kwok Li, Mr. Lo Hang Fong and Mr. Chan Chi Chau will retire by rotation at the forthcoming AGM. All the retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM.

董事及高級管理人員履歷

於本報告日期，本集團董事及高級管理人員之履歷詳情載於第21至第23頁。

Directors' and Senior Management's Biographies

Biographical details of the Directors and senior management of the Group as at the date of this report are set out on pages 21 to 23.

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任何一方發出不少於三個月書面通知終止為止。

Directors' Service Contracts

Each of the 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 either party giving not less than three months' notice in writing.

各獨立非執行董事已與本公司訂立服務合約，黃弛維先生及周浩明醫生的任期由二零零七年七月一日至二零零八年六月三十日，勞恒晃先生的任期由二零零七年九月二十四日至二零零八年六月三十日，而服務合約在屆滿後將會延續，直到任何一方發出不少於一個月書面通知終止為止。

Each of the Independent Non-Executive Directors has entered into a service contract with the Company for a specific term commencing from 1st July 2007 to 30th June 2008 for Mr. Wong Chi Wai and Dr. Chow Ho Ming and commencing from 24th September 2007 to 30th June 2008 for Mr. Lo Hang Fong respectively, and will continue thereafter until terminated by either party giving not less than one month's notice in writing.

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年內毋須支付賠償而不可終止之服務合約。

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

於二零零七年十二月三十一日，根據上市規則所披露，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：

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

As at 31st December 2007, 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 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
葉俊亨博士 Dr. Ip Chun Heng, Wilson	實益擁有人 Beneficial owner	1,400,000	1,800,000	159,560,000	68.19
	配偶權益(附註1) Interest of spouse (Note 1)	1,400,000	1,800,000		
	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	1,400,000	1,800,000	159,560,000	68.19
	配偶權益(附註1) Interest of spouse (Note 1)	1,400,000	1,800,000		
	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			
葉國利先生 Mr. Yip Kwok Li	實益擁有人 Beneficial owner	200,000	300,000	500,000	0.21
陳志秋先生 Mr. Chan Chi Chau	實益擁有人 Beneficial owner	800,000	800,000	1,600,000	0.68

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. 3,200,000股股份各自由葉俊亨博士及鍾佩雲女士(葉俊亨博士之配偶)分別持有。根據證券及期貨條例，彼等各自被視為於3,200,000股股份中擁有權益。</p> <p>2. 該等股份由葉俊亨博士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，葉俊亨博士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 3,200,000 shares are separately held by Dr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan, the spouse of Dr. Ip Chun Heng, Wilson. Each of them are taken to be interested in each of 3,200,000 shares by virtue of the SFO.</p> <p>2. The shares are held jointly by Dr. 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 Dr. 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

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
葉俊亨博士 Dr. 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，於二零零七年十二月三十一日，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 2007, 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

於二零零七年十二月三十一日，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 2007, 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	62.34%
Deco City Limited (Note 2)(附註2)	145,872,000	62.34%
DBS Trustee H.K. (Jersey) Limited (Note 2)(附註2)	145,872,000	62.34%

附註：

Notes:

- 上文所述之股份權益乃指好倉。
- 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博士(「葉博士」)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之股權分別由葉博士及葉太持有51%及49%。於二零零三年六月十七日，葉博士及葉太將Promised Return之全部已發行股本轉讓予Deco City Limited。

- Interests in shares stated above represent long positions.
- 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 Dr. Ip Chun Heng, Wilson ("Dr. 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 Dr. Ip and Mrs. Ip respectively. On 17th June 2003, Dr. 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，於二零零七年十二月三十一日，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 2007.

購買、出售或贖回證券

年內，本公司於聯交所購回本公司合共3,024,000股普通股，總代價為3,819,600港元。購回該等普通股之詳情如下：

Purchase, Sale or Redemption of Securities

During the year, the Company repurchased a total of 3,024,000 ordinary shares of the Company at an aggregate consideration of HK\$3,819,600 on the Stock Exchange. Details of the repurchases of such ordinary shares were as follows:

購回日期 Date of repurchase	購回普通股數目 Number of ordinary shares repurchased	每股普通股價格 Price per ordinary share		總購買價 Aggregate purchase price (港元) (HK\$)
		最高 Highest (港元) (HK\$)	最低 Lowest (港元) (HK\$)	
二零零七年七月十一日	11th July 2007	1,000,000	1.18	1,150,080
二零零七年七月十二日	12th July 2007	60,000	1.20	72,000
二零零七年七月十七日	17th July 2007	460,000	1.23	553,800
二零零七年八月二日	2nd August 2007	336,000	1.40	459,320
二零零七年九月十七日	17th September 2007	672,000	1.37	903,440
二零零七年九月十八日	18th September 2007	496,000	1.38	680,960
合計	Total	3,024,000		3,819,600

購回之本公司3,024,000股普通股於年內全數獲註銷，而本公司已發行股本按獲註銷普通股之面值減少。董事認為增加本公司資產淨額及每股盈利整體上對股東有利，上述購回股份由董事根據股東之授權使其生效。

All of the 3,024,000 repurchased ordinary shares of the Company were cancelled during the year and the issued share capital of the Company was reduced by the par value thereof. The above repurchases were effected by the Directors, pursuant to the mandate from shareholders, with a view to benefit shareholders as a whole in enhancing the net assets and earnings per share of the Company.

除上文披露者外，本公司或其任何附屬公司於年內概無購買、出售及贖回本公司任何上市證券。

Save as disclosed above, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of any listed securities of the Company during the year.

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5.6%及17.3%，而本集團之最大及五大客戶分別佔本集團營業額0.5%及1.0%。

Major Customers and Suppliers

During the year, the Group's largest and five largest suppliers accounted for 5.6% and 17.3% of the Group's purchases respectively, and the Group's largest and five largest customers accounted for 0.5% and 1.0% of the Group's turnover respectively.

附屬公司投資

本公司各附屬公司之業務載於第87至第90頁之財務報表附註19。

Investment in Subsidiaries

The activities of the Company's subsidiaries are set out in Note 19 to the financial statements on pages 87 to 90.

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。

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.

董事會報告(續)

Directors' Report (continued)

關連交易

截至二零零七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。

Connected Transactions

The Group did not enter into any transactions during the year ended 31st December 2007, that would constitute connected transactions under the Listing Rules.

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。

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.

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。

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.

慈善捐款

截至二零零七年十二月三十一日止年度內，本集團合共捐贈5,000港元之慈善捐款。

Charitable Donations

During the year ended 31st December 2007, the Group made charitable donations totaling HK\$5,000.

核數師

財務報表經由羅申美會計師行審核。一項重新委聘退任核數師羅申美會計師行之決議案將於應屆股東週年大會上提呈。羅申美會計師行自二零零七年八月十七日起獲委任為本公司核數師，以填補自二零零三年出任本公司聯席核數師之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辭任所產生之臨時空缺。

Auditor

The financial statements were audited by RSM Nelson Wheeler. A resolution to re-appoint the retiring auditor, RSM Nelson Wheeler will be put at the forthcoming AGM. RSM Nelson Wheeler have been appointed as auditor of the Company with effect from 17th August 2007 to fill the casual vacancy left by the resignation of PricewaterhouseCoopers and Lau & Au Yeung, the joint auditors of the Company since 2003.

代表董事會
主席
葉俊亨

On behalf of the Board
Ip Chun Heng, Wilson
Chairman

香港，二零零八年四月十八日

Hong Kong, 18th April 2008

RSM Nelson Wheeler

羅申美會計師行

Certified Public Accountants

致卓悅控股有限公司

(於開曼群島註冊成立之有限公司)

全體股東

本核數師(以下簡稱「我們」)已審核列載於第48至第108頁內卓悅控股有限公司(「貴公司」)的綜合財務報表，此財務報表包括於二零零七年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港《公司條例》的披露規定編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按不同情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見，並僅向全體股東報告，除此之外本報告別無其他用途。我們不會就此報告的內容向任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

To the shareholders of Bonjour Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Bonjour Holdings Limited (the "Company") set out on pages 48 to 108, which comprise the consolidated and Company balance sheets as at 31st December 2007, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

獨立核數師報告(續)

Independent Auditor's Report (continued)

核數師的責任(續)

Auditor's Responsibility (continued)

審核涉及執程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

意見

Opinion

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零七年十二月三十一日的事務狀況及 貴集團截至該日止年度的業績及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

In our opinion the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December 2007 and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

羅申美會計師行
執業會計師

RSM Nelson Wheeler
Certified Public Accountants

香港，二零零八年四月十八日

Hong Kong, 18th April 2008

綜合收益表

截至二零零七年十二月三十一日止年度

Consolidated Income Statement

For the year ended 31st December 2007

			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
		附註 Note		
營業額	Turnover	6	1,209,816	1,098,333
銷售成本	Cost of goods sold		(687,418)	(658,864)
毛利	Gross profit		522,398	439,469
其他收入	Other income	7	11,081	12,031
分銷成本	Distribution costs		(33,713)	(39,648)
行政開支	Administrative expenses		(412,699)	(403,807)
其他經營開支	Other operating expenses		(1,023)	(1,204)
經營業務溢利	Profit from operations		86,044	6,841
融資成本	Finance costs	9	(1,085)	(2,334)
應佔聯營公司溢利	Share of profits of an associate		255	140
除稅前溢利	Profit before tax		85,214	4,647
所得稅開支	Income tax expense	10	(13,958)	(806)
年度溢利	Profit for the year	11	71,256	3,841
以下項目應佔：	Attributable to:			
本公司權益持有人	Equity holders of the Company		71,256	4,801
少數股東權益	Minority interests		-	(960)
			71,256	3,841
股息	Dividends	14	54,812	-
每股盈利	Earnings per share	15		
基本	Basic		HK30.7 cents 港仙	HK2.1 cents港仙
攤薄	Diluted		HK30.5 cents 港仙	HK2.1 cents港仙

綜合資產負債表

於二零零七年十二月三十一日

Consolidated Balance Sheet

At 31st December 2007

			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
		附註 Note		
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	16	32,362	41,633
預付土地租賃款項	Prepaid land lease payments	17	1,560	1,586
商譽	Goodwill	18	1,890	1,890
於聯營公司之投資	Investment in an associate	20	3,115	2,860
租金及水電按金	Rental and utility deposits		22,830	33,169
遞延稅項資產	Deferred tax assets	28	4,775	8,567
			66,532	89,705
流動資產	Current assets			
存貨	Inventories	21	119,788	114,937
應收貿易賬款	Trade receivables	22	11,970	7,698
租金及水電按金	Rental and utility deposits		20,491	10,630
預付款項、訂金及 其他應收賬款	Prepayments, deposits and other receivables	23	15,427	11,967
應收聯營公司款項	Due from an associate	20	4,088	2,632
即期可收回稅項	Current tax recoverable		81	1,151
銀行及現金結餘	Bank and cash balances	24	122,476	29,636
			294,321	178,651
流動負債	Current liabilities			
應付貿易賬款	Trade payables	25	98,544	87,949
其他應付賬款、已收訂金 及應計開支	Other payables, deposits received and accrued charges		42,604	33,023
遞延收益	Deferred revenue		35,753	40,083
長期銀行借款之即期部分	Current portion of long-term bank borrowings	26	178	168
短期銀行借款	Short-term bank borrowings	26	-	21
信託收據貸款	Trust receipt loans	26	18,740	18,322
銀行透支	Bank overdrafts	26	508	6,691
融資租賃款項	Finance lease payables	27	148	102
即期稅項負債	Current tax liabilities		8,708	1,430
			205,183	187,789
流動資產／(負債)淨額	Net current assets/(liabilities)		89,138	(9,138)
總資產減流動負債	Total assets less current liabilities		155,670	80,567

綜合資產負債表(續)

於二零零七年十二月三十一日

Consolidated Balance Sheet (continued)

At 31st December 2007

			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
		附註 Note		
非流動負債	Non-current liabilities			
長期銀行借款	Long-term bank borrowings	26	334	513
融資租賃款項	Finance lease payables	27	305	247
長期服務金負債	Long service payment liabilities	29	354	231
			993	991
資產淨值	NET ASSETS		154,677	79,576
資本及儲備	Capital and reserves			
股本	Share capital	30	2,340	2,256
儲備	Reserves	31	152,337	77,320
總權益	TOTAL EQUITY		154,677	79,576

於二零零八年四月十八日獲董事會批准。 Approved by the Board of Directors on 18th April 2008.

Ip Chun Heng, Wilson
葉俊亨
Director
董事

Chung Pui Wan
鍾佩雲
Director
董事

資產負債表

於二零零七年十二月三十一日

Balance Sheet

At 31st December 2007

			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非流動資產	Non-current assets			
於附屬公司之投資	Investments in subsidiaries	19	34,041	34,041
流動資產	Current assets			
應收附屬公司款項	Due from subsidiaries	19	81,613	76,309
租金及水電按金	Rental and utility deposits		-	27
銀行及現金結餘	Bank and cash balances	24	23,564	5,742
			105,177	82,078
流動負債	Current liabilities			
應付附屬公司款項	Due to subsidiaries	19	32,492	18,898
其他應付賬款及應計費用	Other payables and accrued charges		4,844	68
銀行透支	Bank overdrafts		-	62
			37,336	19,028
流動資產淨額	Net current assets		67,841	63,050
資產淨值	NET ASSETS		101,882	97,091
資本及儲備	Capital and reserves			
股本	Share capital	30	2,340	2,256
儲備	Reserves	31	99,542	94,835
總權益	TOTAL EQUITY		101,882	97,091

於二零零八年四月十八日獲董事會批准。 Approved by the Board of Directors on 18th April 2008.

Ip Chun Heng, Wilson
葉俊亨
Director
董事

Chung Pui Wan
鍾佩雲
Director
董事

綜合權益變動表

截至二零零七年十二月三十一日止年度

Consolidated Statement of Changes in Equity

For the year ended 31st December 2007

 本公司權益持有人應佔
Attributable to equity holders of the Company

		股本 Share capital 千港元 HK\$'000	股份溢價賬 Share premium account 千港元 HK\$'000	資本贖回 儲備 Capital redemption reserve 千港元 HK\$'000	合併儲備 Merger reserve 千港元 HK\$'000	股份支付 儲備 Share- based payment reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	總計 Total 千港元 HK\$'000	少數股東 權益 Minority interests 千港元 HK\$'000	總權益 Total equity 千港元 HK\$'000
於二零零六年一月一日	At 1st January 2006	2,256	50,964	-	415	763	18,684	73,082	900	73,982
年度溢利及年內確認之 收入及開支總額	Profit for the year and total recognised income and expense for the year	-	-	-	-	-	4,801	4,801	(960)	3,841
收購少數股東權益	Acquisition of minority interests	-	-	-	-	-	-	-	960	960
少數股東償還應付 貸款	Repayment of loan due to a minority shareholder	-	-	-	-	-	-	-	(900)	(900)
確認股份支付	Recognition of share-based payments	-	-	-	-	1,658	35	1,693	-	1,693
於二零零六年 十二月三十一日	At 31st December 2006	2,256	50,964	-	415	2,421	23,520	79,576	-	79,576
於二零零七年一月一日	At 1st January 2007	2,256	50,964	-	415	2,421	23,520	79,576	-	79,576
年度溢利及年內確認之 收入及開支總額	Profit for the year and total recognised income and expense for the year	-	-	-	-	-	71,256	71,256	-	71,256
行使購股權 (附註30(a))	Exercise of share options (note 30(a))	114	11,664	-	-	(1,742)	-	10,036	-	10,036
股份購回 (附註30(b))	Repurchase of shares (note 30(b))	(30)	(3,832)	30	-	-	-	(3,832)	-	(3,832)
確認股份支付	Recognition of share-based payments	-	-	-	-	1,403	-	1,403	-	1,403
已付股息	Dividends paid	-	-	-	-	-	(3,762)	(3,762)	-	(3,762)
於二零零七年 十二月三十一日	At 31st December 2007	2,340	58,796	30	415	2,082	91,014	154,677	-	154,677
代表：	Representing:									
於二零零七年 十二月三十一日 (擬派末期股息後)	At 31st December 2007 after proposed final dividend							99,865		
擬派末期股息	Proposed final dividend							54,812		
本公司權益持有人 應佔權益	Equity attributable to equity holders of the Company							154,677		

綜合現金流量表

截至二零零七年十二月三十一日止年度

Consolidated Cash Flow Statement

For the year ended 31st December 2007

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
	附註 Note		
經營業務所產生 現金流量	CASH FLOWS FROM OPERATING ACTIVITIES		
除稅前溢利	Profit before tax	85,214	4,647
就以下各項作出調整：	Adjustments for:		
融資成本	Finance costs	1,085	2,334
應佔聯營公司溢利	Share of profits of an associate	(255)	(140)
利息收入	Interest income	(455)	(207)
長期服務金撥備／(撥回)	Provision for/(write back of) long service payment	123	(905)
壞賬撇銷	Bad debts written off	2	-
已沒收之已付按金	Deposit paid forfeited	450	-
折舊	Depreciation	19,468	22,717
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	26	26
出售物業、廠房及設備 (收益)／虧損	(Gain)/loss on disposals of property, plant and equipment	(44)	1,047
滯銷存貨撥回	Write-back of slow-moving inventories	(163)	(262)
撇銷物業、廠房 及設備	Written off of property, plant and equipment	827	724
股份支付	Share-based payments	1,403	1,693
營運資金變動前之 經營溢利	Operating profit before working capital changes	107,681	31,674
存貨(增加)／減少	(Increase)/decrease in inventories	(4,688)	15,505
應收貿易賬款 (增加)／減少	(Increase)/decrease in trade receivables	(4,274)	337
租金及水電按金減少／ (增加)	Decrease/(increase) in rental and utility deposits	28	(1,266)
預付款項、訂金及其他 應收賬款(增加)／減少	(Increase)/decrease in prepayments, deposits and other receivables	(3,460)	72
應付貿易賬款 增加／(減少)	Increase/(decrease) in trade payables	10,595	(7,236)
其他應付賬款、已收 訂金及應計開支 增加／(減少)	Increase/(decrease) in other payables, deposit received and accrued charges	9,581	(4,051)
遞延收益減少	Decrease in deferred revenue	(4,330)	(11,317)
經營業務所產生之現金	Cash generated from operations	111,133	23,718
已付香港利得稅	Hong Kong profits tax paid	(1,998)	(5,908)
已付海外利得稅	Overseas profits tax paid	(232)	(182)
已退回香港利得稅	Hong Kong profits tax refunded	412	1,716
已付利息	Interest paid	(1,085)	(2,334)
經營業務所產生 現金淨額	Net cash generated from operating activities	108,230	17,010

		附註 Note	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
投資活動所產生現金流量	CASH FLOWS FROM INVESTING ACTIVITIES			
收購附屬公司	Acquisition of a subsidiary		—	(930)
收購聯營公司	Acquisition of an associate		—	(2,720)
授予董事之貸款	Loans to directors		—	(389)
授予聯營公司之貸款	Loans to associate		(1,456)	(2,632)
已收利息	Interest received		455	207
購入物業、廠房及設備	Purchases of property, plant and equipment		(10,922)	(16,492)
出售物業、廠房及設備所得款項	Proceeds from disposals of property, plant and equipment		170	301
投資活動所耗現金淨額	Net cash used in investing activities		(11,753)	(22,655)
融資活動所產生之現金流量	CASH FLOWS FROM FINANCING ACTIVITIES			
償還銀行借款	Repayment of bank borrowings		(190)	(6,736)
所籌得之長期及短期銀行借款	Long-term and short-term bank borrowings raised		—	254
信託收據貸款增加	Increase in trust receipt loans		418	1,274
償還應付融資租賃款項	Repayment of finance lease payables		(124)	(103)
少數股東償還應付貸款	Repayment of loan due to a minority shareholder		—	(900)
發行股份所得款項	Proceeds from issue of shares		10,036	—
股份購回	Repurchase of shares		(3,832)	—
已付予本公司權益持有人之股息	Dividends paid to equity holders of the Company		(3,762)	—
融資活動所產生/(所耗)之現金淨額	Net cash generated from/(used in) financing activities		2,546	(6,211)
現金及現金等價物增加/(減少)淨額	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		99,023	(11,856)
於一月一日之現金及現金等價物	CASH AND CASH EQUIVALENTS AT 1ST JANUARY		22,945	34,801
於十二月三十一日之現金及現金等價物	CASH AND CASH EQUIVALENTS AT 31ST DECEMBER		121,968	22,945
現金及現金等價物分析	ANALYSIS OF CASH AND CASH EQUIVALENTS			
銀行及現金結餘	Bank and cash balances	24	122,476	29,636
銀行透支	Bank overdrafts	26	(508)	(6,691)
			121,968	22,945

財務報表附註

截至二零零七年十二月三十一日止年度

Notes to the Financial Statements

For the year ended 31st December 2007

1. 一般資料

本公司乃根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。其註冊辦事處為 Clifton House, 75 Fort Street, George Town, Grand Cayman, Cayman Islands 及主要營業地點之地址為香港九龍土瓜灣旭日街3號卓悅集團中心10樓。本公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司。其附屬公司之主要業務載於財務報表附註19。

2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納香港會計師公會已頒佈，與其業務相關且於二零零七年一月一日或以後開展之會計期間生效之所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則；香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策上於本年度與過往年度所呈報之金額出現重大變動。

本集團並未採納已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團已著手評估該等新訂香港財務報告準則之影響，惟目前仍未能確定該等新訂香港財務報告準則對本集團之經營業績及財務狀況是否有重大影響。

3. 主要會計政策

此等財務報表乃根據香港財務報告準則、香港公認會計原則，以及香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露要求編製。

該等財務報表乃根據歷史成本慣例編製。

1. General Information

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Clifton House, 75 Fort Street, George Town, Grand Cayman, Cayman Islands and its principal place of business is 10/F., Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 19 to the financial statements.

2. Adoption of New and Revised HKFRSs

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for accounting periods beginning on or after 1st January 2007. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have material impact on its result of operations and financial position.

3. Significant Accounting Policies

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention.

3. 主要會計政策(續)

編製符合香港財務報告準則之財務報表需使用若干重大會計假設及估計，董事於應用會計政策之過程中亦需行使其判斷。涉及重大判斷或有關假設及估計對財務報表而言屬重大之範疇乃於財務報表附註4中披露。

編製該等財務報表所採用之主要會計政策載列如下：

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司指本集團有控制權之公司。控制權指監管一間實體之財政及營運政策之權力，以於其業務活動中獲益。於評估本集團是否控制另一間實體時，擁有現時可行使或可兌換之潛在投票權及其影響均會予以考慮。

附屬公司由控制權轉移至本集團之日起全面綜合計算，並由控制權終止之日起取消綜合。

出售附屬公司之收益或虧損指出售所得款項與本集團應佔其資產淨值連同有關以往並無於綜合收益表扣除或確認之附屬公司之商譽及任何相關累計外幣匯兌儲備。

集團內公司間之交易、結餘及交易之未變現溢利均會予以對銷。除非交易提供已轉讓資產出現減值之憑證，否則未變現虧損亦予以對銷。附屬公司之會計政策經已於需要時作出變動，以確保與本集團所採納之政策貫徹一致。

於本公司之資產負債表內，附屬公司投資以成本減減值撥備列賬。本公司將附屬公司之業績以已收及應收股息入賬。

3. Significant Accounting Policies (continued)

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 4 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31st December. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill relating to the subsidiary which was not previously charged or recognised in the consolidated income statement and also any related accumulated foreign currency translation reserve.

Inter-company transactions, balances and unrealised profits on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

3. 主要會計政策(續)

(b) 業務合併及商譽

本集團所收購之附屬公司採用收購會計法入賬。收購成本按交易當日所提供資產、已發行之股本工具及所產生或承擔之負債之公平值，另加收購直接應佔之成本計算。於收購時附屬公司之可識別資產、負債及或然負債均按彼等於收購日期之公平值計算。

收購成本超逾本集團應佔附屬公司可識別資產、負債及或然負債之淨公平淨值列為商譽。本集團應佔可識別資產、負債及或然負債之淨公平淨值超出收購成本之任何部份乃於綜合收益表中確認。

商譽會每年作減值測試，並按成本減累計減值虧損列賬。商譽之減值虧損乃於綜合收益表中確認，且其後不會予以撥回。就減值測試而言，商譽乃分配至現金產生單位。

(c) 聯營公司

聯營公司為本集團對其有重大影響力之實體。重大影響力乃於有關實體之財務及營運政策擁有參與權，而非控制或共同控制權。現時可行使或可兌換之潛在投票權的存在及影響時，將於評估本集團有否重大影響時予以考慮。

於聯營公司之投資乃採用權益會計法於綜合財務報表內列賬，並按成本作出初步確認。所收購聯營公司之可識別資產、負債及或然負債乃按其於收購當日之公平價值計算。倘收購成本超出本集團應佔聯營公司之可識別資產、負債及或然負債之公平淨值，則差額將以商譽列賬，而該商譽將列入投資之賬面值，並作為投資之一部分進行減值評估。倘本集團攤分可識別資產、負債及或然負債之公平淨值高於收購成本，則有關差額將於綜合收益表內確認。

3. Significant Accounting Policies (continued)

(b) Business combination and goodwill

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets, liabilities and contingent liabilities of the subsidiary in an acquisition are measured at their fair values at the acquisition date.

The excess of the cost of acquisition over the Group's share of the net fair value of the subsidiary's identifiable assets, liabilities and contingent liabilities is recorded as goodwill. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised in the consolidated income statement.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses of goodwill are recognised in the consolidated income statement and are not subsequently reversed. Goodwill is allocated to cash-generating units for the purpose of impairment testing.

(c) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policies of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has significant influence.

Investment in an associate is accounted for in the consolidated financial statements by the equity method of accounting and is initially recognised at cost. Identifiable assets, liabilities and contingent liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets, liabilities and contingent liabilities is recorded as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised in the consolidated income statement.

3. 主要會計政策(續)

(c) 聯營公司(續)

本集團應佔收購後聯營公司的溢利或虧損於綜合收益表確認，而其應佔收購後儲備的變動於綜合儲備賬內確認。累計之收購後儲備變動而作出調整。倘本集團應佔聯營公司之虧損相等於或超出其於聯營公司之權益，包括任何其他無抵押應收賬款，則本集團不再確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。倘聯營公司其後錄得溢利，本集團僅會於其所分佔的溢利相當於未確認的分佔虧損後，始行恢復確認所分佔的有關溢利。

出售聯營公司之收益或虧損指銷售所得款項與本集團應佔其資產淨值連同有關以往並無於綜合收益表扣除或確認之聯營公司之商譽及任何相關累計外幣匯兌儲備之差額。

本集團與其聯營公司交易之未變現溢利以本集團於聯營公司之權益的數額對銷。除非交易提供已轉讓資產減值之憑證，否則未變現虧損亦予以對銷。聯營公司之會計政策經已於需要時作出變動，以確保與本集團所採納之政策貫徹一致。

(d) 外幣兌換

(i) 功能及呈列貨幣

本集團旗下各實體之財務報表所包括之項目，均使用實體經營之主要經濟環境所採用之貨幣(「功能貨幣」)計算。綜合財務報表以港元呈列，該貨幣乃本公司之功能及呈列貨幣。

3. Significant Accounting Policies (continued)

(c) Associates (continued)

The Group's share of an associate's post-acquisition profits or losses is recognised in the consolidated income statement, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill relating to the associate which was not previously charged or recognised in the consolidated income statement and also any related accumulated foreign currency translation reserve.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

3. 主要會計政策(續)

(d) 外幣兌換(續)

(ii) 於各實體財務報表之交易及結餘

外幣交易乃採用交易日當日之匯率換算為功能貨幣。以外幣為單位之貨幣資產及負債乃以結算日之匯率換算。是項換算政策所產生溢利及虧損乃計入收益表中。

(iii) 綜合賬目換算

功能貨幣與本公司之呈列貨幣有所不同之所有集團實體之業務及財務狀況乃按下列方法換算為本公司之呈列貨幣：

- 各項資產負債表所呈列之資產及負債，均按該資產負債表結算日之收市匯價換算；
- 各項損益表之收入及開支乃按平均匯率換算，(除非該平均匯率並不足以合理反映於交易日期適用匯率之累計影響，則在此情況下，收入及開支乃以交易日之匯率進行換算)；及
- 所有因此而產生之匯兌差額乃於外幣換算儲備內確認。

3. Significant Accounting Policies (continued)

(d) Foreign currency translation (continued)

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the rates ruling on the balance sheet date. Profits and losses resulting from this translation policy are included in the income statement.

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

3. 主要會計政策(續)

(d) 外幣兌換(續)

(iii) 綜合賬目換算(續)

於綜合賬目時，因換算海外實體投資淨額及借貸所產生之匯兌差額乃於外幣換算儲備內確認。當出售海外業務時，該等匯兌差額於綜合收益表確認為出售盈虧的一部分。

收購海外實體所產生之商譽及公平值調整乃列作海外實體之資產及負債處理，並按收市匯率換算。

(e) 物業、廠房及設備

物業、廠房及設備均以成本值減累計折舊及減值虧損列賬。

僅於項目相關未來經濟利益將流入本集團及項目成本能可靠地計量時，其後成本方會計入資產之賬面值或確認為一個獨立資產(如適用)。所有其他維修及保養均於產生之期間於收益表列作開支。

物業、廠房及設備則以直線法按其估計可使用年期足以撇銷成本之比率折舊。所用之主要年率如下：

樓宇	2%
租賃物業裝修	租期或預期可供本集團使用之年期(以較短者為準)
傢俬、裝置及設備	20%
汽車	30%

3. Significant Accounting Policies (continued)

(d) Foreign currency translation (continued)

(iii) Translation on consolidation (continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in the consolidated income statement as part of the profit or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed in the income statement during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings	2%
Leasehold improvements	Over the period of lease or their expected useful lives to the Group whichever is shorter
Furniture, fixtures and equipment	20%
Motor vehicles	30%

3. 主要會計政策(續)

(e) 物業、廠房及設備(續)

剩餘價值、可使用年期及折舊方法於每個結算日獲審閱及調整(如適用)。

出售物業、廠房及設備之盈虧指出售所得款項淨額與相關資產賬面值間之差額，並於收益表確認。

(f) 租賃

(i) 經營租賃

倘擁有權之大部分風險及回報由出租人保留之租賃，分類為經營租賃。經營租賃款額在扣除自出租人收取之任何優惠後，於租賃期內以直線法在收益表中列作開支。

(ii) 融資租賃

將資產擁有權之大部份風險及回報轉讓至本集團之租賃，則分類為融資租賃入賬。於租期開始時，融資租賃會以租賃資產之公平值及最低租賃付款現值(以較低者為準)撥充資本，兩者均於租期開始時釐訂。

予出租人之相應債務乃於資產負債表內計作應付融資租賃。租金乃於融資費用及未償還負債間作出分配。融資費用會分配至租期內各期間，以就餘下之負債取得穩定之期間息率。

於融資租賃下之資產以與自置資產同樣按租期計算折舊。

3. Significant Accounting Policies (continued)

(e) Property, plant and equipment (continued)

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at each balance sheet date.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the income statement.

(f) Leases

(i) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments (net of any incentives received from the lessor) are expensed in the income statement on a straight-line basis over the lease term.

(ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the balance sheet as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets.

3. 主要會計政策(續)

(g) 存貨

存貨乃按成本值與可變現淨值兩者之較低者入賬。成本值以先入先出方法釐訂。成本值以存貨之發票成本計算，並包括購買之所有成本、兌換成本及其他將存貨達致其現存地點及狀況所產生之成本。可變現淨值乃指於日常業務過程中之估計售價減任何估計完成成本及作出銷售所需之預期成本計算。

(h) 金融工具之確認及終止確認

金融資產及金融負債於本集團成為該工具合約條文之訂約方時，在資產負債表內確認。

當自資產收取現金流量之合約權利屆滿時；或本集團將資產所有權絕大部份風險及回報轉讓時；或本集團概無轉讓亦無保留資產的絕大部份風險及回報時，惟尚未保留對資產的控制權時，則金融資產將終止確認。於終止確認金融資產後，資產賬面值與已收及應收代價以及直接於權益內確認之累計損益之總和差額於收益表內確認。

當有關合約內指定之責任獲解除、取消或屆滿時終止確認金融負債。終止確認金融負債之賬面值與已收代價之差異於收益表內確認。

3. Significant Accounting Policies (continued)

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. Cost represents the invoiced cost of inventories which include all costs of purchase, costs of conversion and other cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in the income statement.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in the income statement.

3. 主要會計政策 (續)

(i) 貿易及其他應收賬款

貿易及其他應收賬款指附有固定或可釐訂付款額及無活躍市場報價之非衍生金融資產，其初步按公平值確認，而其後則採用實際利率法按攤銷成本扣除減值撥備計算。倘有客觀憑證顯示本集團將不能按應收賬款之原有條款收回所有到期款項，則會對貿易及其他應收賬款作出減值撥備。撥備之數額為應收賬款賬面值與估計未來現金流量現值之間的差額，並按初步確認之實際利率貼現。該撥備之數額於收益表中確認。

當應收賬款之可收回金額增加乃客觀地與於確認減值後發生之事件有關時，則減值虧損會於隨後期間撥回並在收益表確認，惟應收賬款於減值被撥回日期之賬面值不得超過假設未確認減值時作出之原有攤銷成本為限。

(j) 現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行及手頭之現金、存放於銀行及其他財務機構之活期存款，以及短期高流動性的投資（可轉換為現金款項及不受價值變動的高風險所限）。現金及現金等價物亦包括須按要償還及為本集團整體現金管理一部份之銀行透支。

(k) 金融負債及權益工具

根據香港財務報告準則，金融負債及權益工具乃根據該金融負債及權益工具所訂立合約安排性質及金融負債及權益工具之定義而進行分類。權益工具指證明於經扣除本集團之所有負債後於其資產中餘下權益之任何合約。

3. Significant Accounting Policies (continued)

(i) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in the income statement.

Impairment losses are reversed in subsequent periods and recognised in the income statement when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

(j) Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

3. 主要會計政策(續)

(l) 借款

借款初步按公平值，扣除所產生之交易成本確認，其後使用實際利率法按攤銷成本列賬。

除非本集團有無條件權利延遲償還負債直至結算日後最少12個月，否則借款應分類為流動負債。

(m) 貿易及其他應付賬款

貿易及其他應付賬款初步按公平值確認，其後則採用實際利率法按攤銷成本列賬，如出現影響並不重大，則以成本列賬。

(n) 權益工具

本公司所發行之權益工具乃按收取之應得款項扣除直接發行成本入賬。

(o) 收益確認

收益包括於本集團日常業務過程中銷售貨物及服務之已收或應收代價之公平值。

收益扣除退貨、折扣及貼現並經本集團內公司間之銷售對銷後列賬。

銷售商品收益在擁有權之風險及回報轉移時確認，一般亦即為商品出售或付運予客戶及所有權轉讓時同時發生。

提供美容及保健護理服務之收入按照服務被換取為基準，以不超過五年之限期確認。美容護理計劃於售出時確認為負債。當計劃之有關服務獲換取時，便於年內確認為服務收入，並撥入收益賬。計劃之餘值則列作年終之流動負債項下之遞延收益。於預付計劃屆滿時，便會全數確認相應之遞延收益。

3. Significant Accounting Policies (continued)

(l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(m) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(o) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenue is shown net of returns, rebates and discounts and after eliminating sales within the Group.

Revenues from the sales of merchandise are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are sold or delivered and the title has passed to the customers.

Revenue from provision of beauty and health treatment services is recognised on a systematic basis in accordance with service usage over a period of not more than five years. Beauty treatment packages are recorded as liabilities when sold. Packages surrendered in exchange for services during the year are recognised as service income and transferred to the income statement. The remaining value of packages is classified as deferred revenue under current liabilities at the end of the year. Upon expiry of prepaid packages, the corresponding deferred revenue is fully recognised.

3. 主要會計政策(續)

(o) 收益確認(續)

利息收入乃採用實際利率法按時間比例確認。

佣金收入以應計基準確認。

租賃收入以直線法按租期確認。

(p) 僱員福利

(i) 僱員應享假期

僱員可享有之年假及長期服務假期乃在其權利產生時確認。本集團為截至結算日止僱員已提供之服務而產生之年假及長期服務假期之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

(ii) 退休金責任

本集團為所有僱員提供定額供款退休計劃。本集團及僱員向計劃作出之供款乃根據僱員基本薪金之百分比計算。於收益表扣除之退休福利計劃成本指本集團應付予有關基金之供款。

於中華人民共和國(「中國」)註冊成立之附屬公司參加由當地政府為本集團之中國僱員設立之退休計劃。向該等計劃作出之供款於產生時在收益表內扣除。

3. Significant Accounting Policies (continued)

(o) Revenue recognition (continued)

Interest income is recognised on a time-proportion basis using the effective interest method.

Commission income is recognised on an accrual basis.

Rental income is recognised on a straight-line basis over the lease term.

(p) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to the income statement represents contributions payable by the Group to the funds.

Subsidiaries incorporated in the People's Republic of China ("PRC") participate in the retirement schemes operated by the local authorities for the Group's employees in the PRC. Contributions to these schemes are charged to the income statement when incurred.

3. 主要會計政策(續)

(p) 僱員福利(續)

(iii) 長期服務金負債

根據香港僱傭條例，本集團在若干情況下終止僱用僱員而支付之長期服務金所衍生之負債淨額，是指僱員於本期間及過往期間就提供服務所賺取之未來福利。

長期服務金負債採用預計單位貸記法評估。按照精算師(其已於二零零七年十二月三十一日進行估值)之意見，支付長期服務金負債之成本會從收益表中扣除，以便將成本於僱員之服務年期內攤分。

在釐定現值時，長期服務金負債須予以折讓，並扣除在本集團定額供款退休計劃下之累計權益中由本集團供款之部分。精算盈虧於僱員平均餘下服務年期間確認。過往服務成本於福利獲歸屬前以直線法按平均年期確認為開支。

(q) 股份支付

本集團發行股本結算股份支付予若干董事及僱員。股本結算股份支付乃於授出日期按公平值(不包括非市場形式歸屬條件影響)計量。於股本結算股份支付授出日期釐定之公平值乃根據本集團對最終將歸屬之股份估計及經調整非市場形式歸屬條件影響，於歸屬期按直線法列作開支。

3. Significant Accounting Policies (continued)

(p) Employee benefits (continued)

(iii) Long service payment liabilities

The Group's net obligation in respect of long service amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their services in the current and prior periods.

The long service payment liabilities are assessed using the projected unit credit method. The cost of providing the long service payment liabilities is charged to the income statement so as to spread the costs over the service lives of employees in accordance with the advice of the actuaries who carried out a valuation as at 31st December 2007.

The long service payment liabilities are discounted to determine the present value and reduced by entitlements accrued under the Group's defined contribution retirement scheme that is attributable to contributions made by the Group. Actuarial gains and losses are recognised over the average remaining service lives of employees. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested.

(q) Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

3. 主要會計政策 (續)

(r) 借款成本

所有借款成本均在產生之期間內於收益表內確認。

(s) 稅項

所得稅指即期稅項及遞延稅項之總和。

即期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與收益表所載溢利淨額有所不同，原因是應課稅溢利不包括其他年度之應課稅或可予扣稅之收入或開支項目，亦不包括免稅或不可扣稅之項目。本集團有關即期稅項之負債乃採用於結算日已實行或實質已實行之稅率計算。

遞延稅項乃指在財務報表內資產及負債之賬面值與採用應課稅溢利計算之相應稅基之差額，並採用資產負債表負債法入賬。遞延稅項負債一般按所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供作抵銷可予扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認入賬。倘暫時差額乃因商譽或首次確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中之其他資產及負債而產生，則不會確認有關資產及負債。

遞延稅項負債乃按於附屬公司及一間聯營公司之權益而產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額將不會在可見將來沖回者除外。

遞延稅項資產之賬面值乃於各結算日進行檢討，並調低至預期將不可能有充裕之應課稅溢利以收回所有或部份資產。

3. Significant Accounting Policies (continued)

(r) Borrowing costs

All borrowing costs are recognised in the income statement in the period in which they are incurred.

(s) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and an associate except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 主要會計政策(續)

(s) 稅項(續)

遞延稅項乃根據於結算日已實行或實質實行之稅率，按預期在負債償還或資產變現期間適用之稅率計算。遞延稅項乃自收益表中扣除或計入，惟倘遞延稅項直接自權益中扣除或計入時，則在此情況下亦會在權益內處理。

當可合法執行權利許可將即期稅項資產與即期稅項負債抵銷，並且當涉及與同一稅務機關所徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相對銷。

(t) 關連人士

下列人士將被視為與本集團有關連人士：

- (i) 直接或間接透過一間或多間中介實體控制本集團、被本集團控制或與本集團受到共同控制；擁有本集團權益並可對本集團發揮重大影響力；或與他人共同擁有本集團控制權人士；
- (ii) 該人士為聯營公司；
- (iii) 該人士為合資企業；
- (iv) 該人士乃本公司或其母公司之主要管理人員；
- (v) 該人士乃(i)或(iv)中所述人士之家族近親；
- (vi) 該人士乃(iv)或(v)中所述任何人士直接或間接控制、共同控制或對該實體有重大影響力或擁有重大投票權之實體；或
- (vii) 該人士乃本集團或與本集團有關連之實體為其僱員而設之離職後福利計劃受益人。

3. Significant Accounting Policies (continued)

(s) Taxation (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(t) Related parties

A party is related to the Group if:

- (i) directly or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (ii) the party is an associate;
- (iii) the party is a joint venture;
- (iv) the party is a member of the key management personnel of the Company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

3. 主要會計政策(續)

(u) 分類呈報

分類乃本集團從事提供產品或服務(業務分類)，或在特定經濟環境內從事提供產品或服務(地區分類)之可辨別部份，而風險及回報有別於其他分部者。

按照本集團的內部財務報告，本集團選擇業務分類作為主要報告格式呈列，而地區分類則為次要報告格式呈列。

分類收入、開支、資產及負債包括可直接地歸屬於一分部及所有可以合理地分配予該分部的項目。未分配成本主要指企業開支。分類資產主要包括物業、機器及設備、商譽、存貨，以及貿易應收賬款。分類負債由經營負債組成，惟不包括稅項負債及公司借貸等項目。

分類收益、開支、資產及負債均於集團成員公司間之結餘及集團成員公司間之交易乃作為綜合賬目過程之一部份予以對銷釐定，惟此等集團成員公司間之結餘及交易乃於本集團旗下各企業之間某單一分類內產生者則另作別論。分類間之定價乃根據與其他外界人士提供者相若之條款進行。

分類資本開支乃於購入分部資產(包括有形資產及無形資產)期間所產生之總成本，而有關資產預期可用一個期間以上。

3. Significant Accounting Policies (continued)

(u) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products and services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

Segment revenue, expenses, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to the segment. Unallocated costs mainly represent corporate expenses. Segment assets consist primarily of property, plant and equipment, goodwill, inventories and trade receivables. Segment liabilities comprise operating liabilities and exclude items such as tax liabilities and corporate borrowings.

Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between Group enterprises within a single segment.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

3. 主要會計政策(續)

(v) 資產減值

於各結算日，本集團審閱其有形及無形資產(商譽、遞延稅項資產、存貨及應收款項除外)之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘若出現任何該等跡象，則估計資產之可收回金額，以便釐定任何減值虧損。倘若未能估計個別資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。

可收回金額乃公平值減銷售成本及使用價值兩者中較高者。在評估使用價值時，估計日後現金流按當時市場對該項資產之貨幣時值及資產特定風險之評估的折現率折算成現值。

倘若估計資產之可收回金額(或現金產生單位)低於其賬面值，則資產(或現金產生單位)之賬面值減至其可收回金額。減值虧損即時於收益表確認，惟倘相關資產以重估價值列賬，在此情況下減值虧損按重估價值減少。

倘若減值虧損其後沖回，資產(現金產生單位)之賬面值乃增加至其經重新估計之可收回金額，惟已增加賬面值並不超過於過往年度並無確認資產(現金產生單位)減值虧損而釐定之賬面值(扣除攤銷或折舊)。減值虧損沖回即時於綜合收益表確認，惟倘相關資產以重估價值列賬，在此情況下減值虧損沖回按重估價值增加處理。

3. Significant Accounting Policies (continued)

(v) Impairment of assets

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill, deferred tax assets, inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3. 主要會計政策(續)

(w) 撥備及或然負債

當本集團因已發生的事件須承擔現有之法律或推定責任，而履行責任時有可能導致經濟利益流出時，並可作出估計責任金額的情況下，須對這些在時間或金額之不確定負債確認撥備。倘金額之時間價值為重要因素，則撥備之金額乃按預期用於解除該責任之支出之現值列賬。

倘使經濟利益履行的機會不大，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可出現之責任，即是否存在將取決於日後是否會發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則這些負債亦披露為或然負債。

(x) 結算日後事項

為本集團於結算日狀況之提供額外資料或顯示持續經營假設並不適合之結算日後事項均屬於調整事項，並於財務報表內反映。並非調整事項之重大結算日後事項則於財務報表附註中披露。

4. 估計不確定因素之主要來源

有極大風險對下個財政年度之資產及負債之賬面值作出重大調整之未來主要假設，以及於結算日估計不確定因素之主要來源討論如下。

(a) 物業、廠房及設備與折舊

本集團釐定本集團物業、廠房及設備之估計可使用年期及有關折舊支出。該項估計乃根據性質及功能類似之物業、廠房及設備之實際可使用年期之過往經驗而作出。倘可使用年期與先前估計者有異，本集團將修訂折舊費用，其亦將撇銷或撇減技術性陳舊或已報廢或出售之非策略性資產。

3. Significant Accounting Policies (continued)

(w) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(x) Events after the balance sheet date

Events after the balance sheet date that provide additional information about the Group's position at the balance sheet date or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the balance sheet date that are not adjusting events are disclosed in the notes to the financial statements when material.

4. Key Sources of Estimation Uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

4. 估計不確定因素之主要來源(續)

(b) 所得稅

本集團須繳納若干司法權區之所得稅。釐定所得稅撥備時須作出重大估計。於日常業務過程中，本集團有不少用以釐定最終稅項之交易及計算並不明確。倘有關事宜之最終稅務結果與初步記錄之金額有所不同，則該等差額將對作出釐定期間之即期稅項及遞延稅項撥備構成影響。

(c) 商譽減值

釐訂商譽是否減值需要估計商譽所分配至之現金產生單位之使用中價值。計算使用中價值需要本集團估計現金產生單位所預期產生之未來現金流，以及就計算現值所適用之貼現率。於結算日，商譽之賬面值為1,890,000港元及2,658,000港元(二零零六年：1,890,000港元及2,658,000港元)。使用價值之估計詳情已分別於財務報表附註18及20中提供。

(d) 滯銷存貨撥備

滯銷存貨撥備乃根據存貨之賬齡及預計可變現淨值釐訂。評估撥備金額涉及判斷及估計。倘於未來之實際結果與原先之估計有異，有關差異將對存貨之賬面值及於有關估計作出變動之期內之撥備／撤回金額造成影響。

(e) 股份支付開支

授予董事及僱員之購股權之公平值於各份購股權授出之日釐訂，並於歸屬期內列作開支扣除，及於本集團之股份付款儲備作出相應調整。於評估購股權之公平值時，會採用柏力克－舒爾斯期權定價模式(「柏力克－舒爾斯模式」)。柏力克－舒爾斯模式為其中一個獲普遍採納之購股權公平值計算方法。柏力克－舒爾斯模式需要作出主觀假設，包括購股權之預期股息回報及預計年期。該等假設之任何變動均對購股權公平值之估算構成重大影響。

4. Key Sources of Estimation Uncertainty (continued)

(b) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the period in which such determination is made.

(c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the balance sheet date was HK\$1,890,000 and HK\$2,658,000 (2006: HK\$1,890,000 and HK\$2,658,000). Details of the estimation of the value in use are provided in note 18 and 20 to financial statements respectively.

(d) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

(e) Share-based payment expenses

The fair value of the share options granted to the directors and employees determined at the date of grant of the respective share options is expensed over the vesting period, with a corresponding adjustment to the Group's share-based payment reserve. In assessing the fair value of the share options, the Black-Scholes option pricing model (the "Black-Scholes Model") was used. The Black-Scholes Model is one of the generally accepted methodologies used to calculate the fair value of the share options. The Black-Scholes Model requires the input of subjective assumptions, including the expected dividend yield and expected life of options. Any changes in these assumptions can significantly affect the estimate of the fair value of the share options.

5. 財務風險管理

本集團之業務承受各種財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃針對金融市場之難以預測性，並尋求將對本集團之財務表現產生之潛在不利影響減至最低。

(a) 外幣風險

由於本集團大部份業務交易、資產及負債主要以本集團實體之功能貨幣計值，故本集團面臨之外幣風險極微。本集團目前並無就外幣交易、資產及負債制定外幣對沖政策。本集團將密切監察其外幣風險，並考慮於需要時對沖重大外幣風險。

(b) 信貸風險

計入資產負債表之現金及銀行結餘、貿易及其他應收款、及應收聯營公司款項之賬面值為本集團就本集團之財務資產面對之最高信貸風險。

本集團並無重大集中信貸風險。

本集團設有既定政策以確保向具適當信貸歷史之客戶進行銷售。向零售客戶之銷售均以現金或通過主要信用卡進行。應收聯營公司款項由董事密切監控，並與多個最近無拖欠紀錄之獨立客戶有關。

現金及銀行結餘之信貸風險有限，原因是交易對手均為由國際信用評級機構評定具有高信用等级之銀行。

5. Financial Risk Management

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currency of Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Credit risk

The carrying amount of the cash and bank balances, trade and other receivables and amount due from an associate included in the balance sheet represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentrations of credit risk.

It has policies in place to ensure that wholesale sales of products are made to customers with an appropriate credit history. Sales to retail customers are made in cash or via major credit cards. Amount due from an associate is closely monitored by the directors. These related to a number of independent customers for whom there is no recent history of default.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

5. 財務風險管理(續)
(c) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需求，從而確保本集團維持足夠現金儲備以應付其短期及長期的流動資金需求。

本集團之財務負債之到期分析如下：

		少於一年 Less than 1 year 千港元 HK\$'000	一年至兩年 Between 1 and 2 years 千港元 HK\$'000	兩年至五年 Between 2 and 5 years 千港元 HK\$'000	超過五年 Over 5 years 千港元 HK\$'000
於二零零七年 十二月三十一日		At 31st December 2007			
銀行借款	Bank borrowings	707	199	150	—
融資租賃款項	Finance lease payables	165	347	—	—
貿易及其他應付款	Trade and other payables	141,148	—	—	—
信託收據貸款	Trust receipt loans	18,740	—	—	—
於二零零六年 十二月三十一日		At 31st December 2006			
銀行借款	Bank borrowings	6,913	199	349	—
融資租賃款項	Finance lease payables	111	150	119	—
貿易及其他應付款	Trade and other payables	120,972	—	—	—
信託收據貸款	Trust receipt loans	18,322	—	—	—

(d) 利率風險

本集團所面對之附息風險之要來自其銀行存款、借貸及信託收據貸款。該等存款及借貸所附帶之浮動利率隨着當時市況變動。

5. Financial Risk Management (continued)
(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

		少於一年 Less than 1 year 千港元 HK\$'000	一年至兩年 Between 1 and 2 years 千港元 HK\$'000	兩年至五年 Between 2 and 5 years 千港元 HK\$'000	超過五年 Over 5 years 千港元 HK\$'000
於二零零七年 十二月三十一日		At 31st December 2007			
銀行借款	Bank borrowings	707	199	150	—
融資租賃款項	Finance lease payables	165	347	—	—
貿易及其他應付款	Trade and other payables	141,148	—	—	—
信託收據貸款	Trust receipt loans	18,740	—	—	—
於二零零六年 十二月三十一日		At 31st December 2006			
銀行借款	Bank borrowings	6,913	199	349	—
融資租賃款項	Finance lease payables	111	150	119	—
貿易及其他應付款	Trade and other payables	120,972	—	—	—
信託收據貸款	Trust receipt loans	18,322	—	—	—

(d) Interest rate risk

The Group's exposure to interest-rate risk arises from its bank deposits, borrowings and trust receipt loans. These deposits and borrowings bear interests at variable rates varied with the then prevailing market condition.

5. 財務風險管理(續)

(d) 利率風險(續)

於二零零七年十二月三十一日，倘於該日之利率下降100基準點而所有其他變數維持不變，則年內除稅後綜合溢利將下降157,000港元(二零零六年：上升200,000港元)，主要原因是銀行存款利息收入下降(二零零六年：上升)。倘利率上升100基準點，而所有其他變數維持不變，年內綜合除稅後溢利將上升157,000港元(二零零六年：下降200,000港元)，主要原因是銀行存款利息收入上升(二零零六年：下降)。

(e) 公平值

本集團於綜合資產負債表內反映之財務資產及財務負債之賬面值與其各自之公平值相若。

6. 營業額

本集團之營業額指對客戶之貨品銷售及服務收入如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銷售商品	Sales of merchandise	1,076,492	986,882
美容護理服務之收入	Service income of beauty treatment services	101,878	73,693
確認已屆滿預付計劃 應佔服務收入額	Recognition of service income attributable to expired prepaid packages	16,558	22,772
佣金收入	Commission income	14,888	14,986
		1,209,816	1,098,333

7. 其他收入

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銀行利息收入	Bank interest income	455	207
租金收入	Rental income	6,974	9,252
其他收入	Other income	3,652	2,572
		11,081	12,031

5. Financial Risk Management (continued)

(d) Interest rate risk (continued)

At 31st December 2007, if interest rates at that date had been 100 basis points lower with all other variables held constant, consolidated profit after tax for the year would have been HK\$157,000 lower (2006: HK\$200,000 higher), arising mainly as a result of lower (2006: higher) interest income from bank deposits. If interest rates had been 100 basis points higher, with all other variables held constant, consolidated profit after tax for the year would have been HK\$157,000 higher (2006: HK\$200,000 lower), arising mainly as a result of higher (2006: lower) interest income from bank deposits.

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated balance sheet approximate their respective fair values.

6. Turnover

The Group's turnover which represents sales of goods and services to customers are as follows:

7. Other Income

8. 分類資料

本集團之主要業務分為兩個業務分類，包括(i)批發及零售美容保健產品及(ii)經營纖體美容及保健中心。

截至二零零七年十二月三十一日止年度之分類資料如下：

8. Segment Information

The Group's principal operation is organised into two business segments including (i) wholesaling and retailing of beauty and health-care products and (ii) operation of beauty and health salons.

The segment information for the year ended 31st December 2007 are as follows:

		批發及零售美容 保健產品 Wholesaling and retailing of beauty and health-care products 千港元 HK\$'000	經營纖體 美容及 保健中心 Operation of beauty and health salons 千港元 HK\$'000	對銷 Elimination 千港元 HK\$'000	總計 Total 千港元 HK\$'000
分類收益	Segment revenue				
營業額	Turnover				
對外收益	External revenue	1,091,380	118,436	-	1,209,816
分類間收益	Inter segment revenue	1,128	-	(1,128)	-
		1,092,508	118,436	(1,128)	1,209,816
分類業績	Segment results	59,373	15,590		74,963
其他收入	Other income				11,081
應佔聯營公司溢利	Share of profits of an associate	255	-	-	255
經營業務溢利	Profit from operations				86,299
融資成本	Finance costs				(1,085)
除稅前溢利	Profit before tax				85,214
所得稅開支	Income tax expense				(13,958)
年度溢利	Profit for the year				71,256
分類資產	Segment assets	294,417	64,108	(18,247)	340,278
於聯營公司之投資	Investment in an associate	3,115	-	-	3,115
未分配公司資產	Unallocated corporate assets				17,460
總資產	Total assets				360,853
分類負債	Segment liabilities	132,093	83,110	(18,247)	196,956
未分配公司負債	Unallocated corporate liabilities				9,220
總負債	Total liabilities				206,176
其他分類資料：	Other segment information:				
資本開支	Capital expenditure	3,150	8,000	-	11,150
折舊及攤銷	Depreciation and amortisation	8,668	10,826	-	19,494
其他非現金開支	Other non-cash expenses	2,901	937	-	3,838

8. 分類資料(續)

截至二零零六年十二月三十一日止年度之分類資料如下：

8. Segment Information (continued)

The segment information for the year ended 31st December 2006 are as follows:

		批發及零售美容 保健產品 Wholesaling and retailing of beauty and health-care products 千港元 HK\$'000	經營纖體 美容及 保健中心 Operation of beauty and health salons 千港元 HK\$'000	對銷 Elimination 千港元 HK\$'000	總計 Total 千港元 HK\$'000
分類收益	Segment revenue				
營業額	Turnover				
對外收益	External revenue	1,001,868	96,465	-	1,098,333
分類間收益	Inter segment revenue	142	-	(142)	-
		1,002,010	96,465	(142)	1,098,333
分類業績	Segment results	(3,423)	(1,767)		(5,190)
其他收入	Other income				12,031
應佔聯營公司溢利	Share of profits of an associate	140	-	-	140
經營業務溢利	Profit from operations				6,981
融資成本	Finance costs				(2,334)
除稅前溢利	Profit before tax				4,647
所得稅開支	Income tax expense				(806)
年度溢利	Profit for the year				3,841
分類資產	Segment assets	227,499	39,734	(27,588)	239,645
於聯營公司之投資	Investment in an associate	2,860	-	-	2,860
未分配公司資產	Unallocated corporate assets				25,851
總資產	Total assets				268,356
分類負債	Segment liabilities	141,686	72,572	(27,588)	186,670
未分配公司負債	Unallocated corporate liabilities				2,110
總負債	Total liabilities				188,780
其他分類資料：	Other segment information:				
資本開支	Capital expenditure	4,994	11,498	-	16,492
折舊及攤銷	Depreciation and amortisation	10,536	12,207	-	22,743
其他非現金開支	Other non-cash expenses	2,826	793	-	3,619

8. 分類資料(續)

由於本集團絕大部分資產均位於香港，故並無呈列按資產及資本開支所在地劃分之分類資料。由於本集團大多數於香港向客戶銷售商品及提供所有服務，故並無呈列按客戶所在地區劃分之營業額及分類業績。

8. Segment Information (continued)

No segment information by location of assets and capital expenditure is presented as substantially all the Group's assets are located in Hong Kong. No analysis of turnover and segment results by location of customers is presented as the Group sells substantially all merchandise and provides all services to customers in Hong Kong.

9. 融資成本

9. Finance Costs

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銀行貸款及透支之 利息開支	Interest expense on bank loans and overdrafts	1,072	2,325
融資租賃費用	Finance lease charges	13	9
		1,085	2,334

10. 所得稅開支

10. Income Tax Expense

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
即期稅項－香港利得稅	Current tax – Hong Kong Profits Tax		
本年度撥備	Provision for the year	10,361	341
過往年度(超額撥備)/ 撥備不足	(Over)/under-provision in prior years	(334)	8,157
		10,027	8,498
即期稅項－海外	Current tax – Overseas		
本年度撥備	Provision for the year	89	182
過往年度撥備不足/ (超額撥備)	Under/(over)-provision in prior years	50	(140)
		139	42
遞延稅項(附註28)	Deferred tax (Note 28)	3,792	(7,734)
		13,958	806

香港利得稅按截至二零零七年十二月三十一日止年度之估計應課稅溢利以稅率17.5%(二零零六年：17.5%)計算。

Hong Kong Profits Tax has been provided at the rate of 17.5% (2006: 17.5%) on the estimated assessable profit for the year ended 31st December 2007.

10. 所得稅開支(續)

其他地區之應課稅溢利之稅項開支乃根據本集團現有經營所在地區之稅率並按當地之現行法例、詮釋及慣例計算。

所得稅開支乃除稅前溢利(不包括應佔聯營公司溢利)乘以香港利得稅之乘積之對賬調整如下：

10. Income Tax Expense (continued)

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax expense and the product of profit before tax (excluding share of profits of an associate) multiplied by the Hong Kong Profits Tax rates is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
除稅前溢利(不包括應佔聯營公司溢利)	Profit before tax (excluding share of profits of an associate)	84,959	4,507
按香港利得稅率17.5%計算之稅項(二零零六年：17.5%)	Tax at the Hong Kong Profits Tax rate of 17.5% (2006: 17.5%)	14,867	788
毋須課稅之收入之稅務影響	Tax effect of income that is not taxable	(3,236)	(1,497)
不可扣稅之開支之稅務影響	Tax effect of expenses that are not deductible	495	489
動用以往未確認稅項虧損之稅務影響	Tax effect of utilisation of tax losses not previously recognised	(542)	(5,246)
過往年度之遞延稅項資產撥備不足	Under-provision of deferred tax assets in prior years	(25)	(3,226)
未確認稅項虧損之稅務影響	Tax effect of unrecognised tax losses	2,724	1,614
過往年度(超額撥備)/撥備不足	(Over)/under-provision in prior years	(284)	8,017
附屬公司不同稅率之影響	Effect of different tax rates of subsidiaries	(41)	(133)
所得稅開支	Income tax expense	13,958	806

由第十屆全國人民代表大會於二零零七年三月十六日通過之新中國企業所得稅法引入各項變動，包括統一內資及國外企業之企業所得稅率為25%。新稅法將自二零零八年一月一日起生效。新稅法對本集團之綜合財務報表之影響並不重大。

The new PRC enterprise income tax law passed by the Tenth National People's Congress on 16th March 2007 introduces various changes which include the unification of the enterprise income tax rate for domestic and foreign enterprises at 25%. The new tax law will be effective from 1st January 2008. The impact of the new tax law on the Group's consolidated financial statements is not material.

11. 年度溢利

本集團本年度之溢利已扣除／(計入)
以下各項：

11. Profit for the Year

The Group's profit for the year is stated after charging/(crediting)
the following:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
核數師酬金	Auditor's remuneration		
本年度	Current year	900	1,280
上年度(超額撥備)／ 撥備不足	(Over)/under-provision in prior year	(20)	60
		880	1,340
已售存貨成本	Cost of inventories sold	687,418	658,864
滯銷存貨撥回	Write-back of slow-moving inventories	(163)	(262)
已沒收之已付按金	Deposit paid forfeited	450	-
折舊	Depreciation	19,468	22,717
出售物業、廠房及設備 (收益)／虧損	(Gain)/loss on disposals of property, plant and equipment	(44)	1,047
撇銷物業、廠房及設備	Written off of property, plant and equipment	827	724
匯兌收益淨額	Net exchange gains	(392)	(830)
土地及樓宇之經營租賃開支	Operating lease charge for land and buildings	163,294	163,468
員工成本，包括董事酬金	Staff costs, including directors' emoluments		
薪金及工資	Wages and salaries	174,258	162,759
股份支付	Share-based payments	1,403	1,693
退休福利計劃供款	Retirement benefits scheme contributions	6,833	6,798
未使用年度休假撥備	Provision for unutilised annual leave	2,312	358
長期服務金撥備／(撥回) (附註29)	Provision for/(write-back of) long service payment (Note 29)	123	(905)
		184,929	170,703

12. 董事及僱員酬金

12. Directors' and Employees' Emoluments

(a) 董事酬金

截至二零零七年十二月三十一日止年度，各董事之酬金載列如下：

(a) Directors' emoluments

The remuneration of each director for the year ended 31st December 2007 were as follows:

		基本薪金、 津貼及 實物利益	酌情花紅	以股份為 基礎付款	退休福利 計劃供款	總計	
		袍金	Discretionary	Share-based	Retirement	Total	
		and benefits	bonuses	payments	contributions		
		Fees	in kind		scheme		
		千港元	千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
執行董事	Executive Directors						
葉俊亨博士	Dr. Ip Chun Heng, Wilson	-	2,953	2,641	230	180	6,004
鍾佩雲女士	Ms. Chung Pui Wan	-	2,953	2,641	230	180	6,004
葉國利先生	Mr. Yip Kwok Li	-	875	44	-	12	931
陳志秋先生	Mr. Chan Chi Chau	-	822	65	102	12	1,001
		-	7,603	5,391	562	384	13,940
獨立非執行董事	Independent non-executive Directors						
黃弛維先生	Mr. Wong Chi Wai	120	-	-	-	-	120
周浩明醫生	Dr. Chow Ho Ming	120	-	-	-	-	120
勞恒晃先生	Mr. Lo Hang Fong	120	-	-	-	-	120
		360	-	-	-	-	360
		360	7,603	5,391	562	384	14,300

12. 董事及僱員酬金(續)
(a) 董事酬金(續)

截至二零零六年十二月三十一日止年度，本公司各董事之酬金載列如下：

		基本薪金、 津貼及 實物利益		酌情花紅	以股份為 基礎付款	退休福利 計劃供款	總計
		袍金	and benefits	Discretionary	Share-based	Retirement	Total
		Fees	in kind	bonuses	payments	contributions	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
執行董事	Executive Directors						
葉俊亨博士	Dr. Ip Chun Heng, Wilson	-	3,067	-	62	168	3,297
鍾佩雲女士	Ms. Chung Pui Wan	-	3,067	-	62	168	3,297
葉國利先生	Mr. Yip Kwok Li	-	864	42	46	12	964
陳志秋先生	Mr. Chan Chi Chau	-	780	63	46	12	901
		-	7,778	105	216	360	8,459
獨立非執行董事	Independent non-executive Directors						
黃弛維先生	Mr. Wong Chi Wai	110	-	-	-	-	110
周浩明醫生	Dr. Chow Ho Ming	110	-	-	-	-	110
勞恒晃先生	Mr. Lo Hang Fong	105	-	-	-	-	105
		325	-	-	-	-	325
		325	7,778	105	216	360	8,784

年內，董事並無豁免或同意豁免任何酬金之安排。

12. Directors' and Employees' Emoluments (continued)
(a) Directors' emoluments' (continued)

The remuneration of each director for the year ended 31st December 2006 were as follows:

There was no arrangement under which a director waived or agreed to waive any emoluments during the year.

12. 董事及僱員酬金(續)

12. Directors' and Employees' Emoluments (continued)

(b) 五名最高薪人士

年內，本集團五名最高薪人士中包括兩名(二零零六年：四名)董事，彼等之酬金詳情載於上文之分析。年內其餘三名(二零零六年：一名)人士之應付酬金如下：

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included 2 (2006: 4) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 3 (2006: 1) individuals were set out below.

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
基本薪金、津貼及實物利益	Basic salaries, allowances and benefits in kind	2,629	420
酌情花紅	Discretionary bonuses	56	35
以股份為基礎付款	Share-based payments	38	77
退休福利計劃供款	Retirement benefits scheme contributions	36	12
		2,759	544

該等人士之酬金屬於下列範圍：

The emoluments fell within the following bands:

		人數 Number of individuals	
		二零零七年 2007	二零零六年 2006
零至1,000,000港元	Nil – HK\$1,000,00	–	1
1,000,001港元至2,000,000港元	HK\$1,000,001 – HK\$2,000,000	3	–
		3	1

年內，本集團並無向上述任何董事或任何五名最高薪人士支付任何酬金，作為邀請彼等加盟或在加盟本集團時之報酬或離職補償(二零零六年：無)。

During the year, no emoluments have been paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2006: Nil).

13. 本公司權益持有人應佔年度溢利

本公司權益持有人應佔年度溢利，包括溢利約946,000元(二零零六年：815,000港元)已於本公司財務報表內處理。

14. 股息

13. Profit for the year attributable to Equity Holders of the Company

The profit for the year attributable to equity holders of the Company included a profit of approximately HK\$946,000 (2006: HK\$815,000) which has been dealt with in the financial statements of the Company.

14. Dividends

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
每股普通股1.6港仙之已付 中期股息(二零零六年：無)	Interim dividend paid of HK1.6 cents (2006: Nil) per ordinary share	3,762	-
每股普通股22.2港仙之擬派 末期股息(二零零六年：無)	Proposed final dividend of HK22.2 cents (2006: Nil) per ordinary share	51,050	-
		54,812	-

15. 每股盈利

每股基本盈利

本公司權益持有人應佔每股基本盈利是根據本公司權益持有人應佔本集團溢利約71,256,000港元(二零零六年：4,801,000港元)及年內已發行普通股之加權平均數231,728,000股(二零零六年：225,608,000股)計算。

每股攤薄盈利

本公司權益持有人應佔每股攤薄盈利乃根據本公司權益持有人應佔年內溢利約71,256,000港元(二零零六年：4,801,000港元)及普通股之加權平均數233,676,000股(二零零六年：225,608,000股)(即用以計算每股基本盈利之年內已發行普通股加權平均數231,728,000股(二零零六年：225,608,000股)加上於結算日無償視為行使尚未行使購股權假設已發行之普通股1,948,000股(二零零六年：無)之加權平均數計算。

15. Earnings per Share

Basic earnings per share

The calculation of basic earnings per share attributable to equity holders of the Company is based on the profit for the year attributable to equity holders of the Company of approximately HK\$71,256,000 (2006: HK\$4,801,000) and the weighted average number of ordinary shares of 231,728,000 (2006: 225,608,000) in issue during the year.

Diluted earnings per share

The calculation of diluted earnings per share attributable to equity holders of the Company is based on the profit for the year attributable to equity holders of the Company of approximately HK\$71,256,000 (2006: HK\$4,801,000) and the weighted average number of ordinary shares of 233,676,000 (2006: 225,608,000), being the weighted average number of ordinary shares of 231,728,000 (2006: 225,608,000) in issue during the year used in the basic earnings per share calculation plus the weighted average number of ordinary shares of 1,948,000 (2006: Nil) assumed to have been issued at no consideration on the deemed exercise of the share options outstanding at the balance sheet date.

16. 物業、廠房及設備
16. Property, Plant and Equipment

		樓宇 Buildings 千港元 HK\$'000	租賃物業 裝修 Leasehold improvements 千港元 HK\$'000	傢俬、裝置 及設備 Furniture, fixtures and equipment 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	總計 Total 千港元 HK\$'000
成本值	Cost					
於二零零六年一月一日	At 1st January 2006	533	69,845	33,144	1,973	105,495
添置	Additions	-	12,903	3,589	-	16,492
出售	Disposals	-	(3,156)	(1,191)	-	(4,347)
撇銷	Written off	-	(1,574)	-	-	(1,574)
於二零零六年十二月三十一日 及二零零七年一月一日	At 31st December 2006 and 1st January 2007	533	78,018	35,542	1,973	116,066
添置	Additions	-	6,467	4,468	215	11,150
出售	Disposals	-	-	(148)	(140)	(288)
撇銷	Written off	-	(2,356)	(3,928)	-	(6,284)
於二零零七年十二月三十一日	At 31st December 2007	533	82,129	35,934	2,048	120,644
累計折舊及減值	Accumulated depreciation and impairment					
於二零零六年一月一日	At 1st January 2006	64	37,783	16,062	1,656	55,565
本年度折舊	Charge for the year	11	16,631	5,952	123	22,717
出售	Disposals	-	(2,445)	(554)	-	(2,999)
撇銷	Written off	-	(850)	-	-	(850)
於二零零六年十二月三十一日 及二零零七年一月一日	At 31st December 2006 and 1st January 2007	75	51,119	21,460	1,779	74,433
本年度折舊	Charge for the year	10	13,518	5,806	134	19,468
出售	Disposals	-	-	(22)	(140)	(162)
撇銷	Written off	-	(1,722)	(3,735)	-	(5,457)
於二零零七年十二月三十一日	At 31st December 2007	85	62,915	23,509	1,773	88,282
賬面值	Carrying amount					
於二零零七年十二月三十一日	At 31st December 2007	448	19,214	12,425	275	32,362
於二零零六年十二月三十一日	At 31st December 2006	458	26,899	14,082	194	41,633

於二零零七年十二月三十一日，已抵押作為保證授予本集團之銀行貸款之樓宇賬面值為448,000港元(二零零六年：458,000港元)。

At 31st December 2007 the carrying amount of buildings pledged as security for the Group's bank loans amounted to HK\$448,000 (2006: HK\$458,000).

於二零零七年十二月三十一日本集團根據融資租賃持有之設備及汽車賬面值為335,000港元(二零零六年：276,000港元)。

At 31st December 2007 the carrying amount of equipment and motor vehicles held by the Group under finance leases amounted to HK\$335,000 (2006: HK\$276,000).

17. 預付土地租賃款項

17. Prepaid Land Lease Payments

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
於一月一日	At 1st January	1,586	1,612
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	(26)	(26)
於十二月三十一日	At 31st December	1,560	1,586

本集團之預付土地租賃款項為就長期租賃項下之香港土地使用權之付款。

The Group's prepaid land lease payments represent payments for land use rights in Hong Kong under long term leases.

於二零零七年十二月三十一日已抵押作為授予本集團之銀行貸款之擔保之預付土地租賃款項賬面值達 1,560,000 港元（二零零六年：1,586,000 港元）。

At 31st December 2007 the carrying amount of prepaid land lease payments pledged as security for the Group's bank loans amounted to HK\$1,560,000 (2006: HK\$1,586,000).

18. 商譽

18. Goodwill

		千港元 HK\$'000
成本	Cost	
於二零零六年一月一日	At 1st January 2006	151
因收購附屬公司額外權益而產生	Arising on acquisition of additional interest in a subsidiary	1,890
於二零零六年十二月三十一日及 二零零七年十二月三十一日	At 31st December 2006 and 31st December 2007	2,041
累計減值虧損	Accumulated impairment losses	
於二零零六年一月一日、 二零零六年十二月三十一日及 二零零七年十二月三十一日	At 1st January 2006, 31st December 2006 and 31st December 2007	151
賬面值	Carrying amount	
於二零零七年十二月三十一日	At 31st December 2007	1,890
於二零零六年十二月三十一日	At 31st December 2006	1,890

通過業務合併收購之商譽，被分配至批發及零售美容保健產品之現金產生單位，該單位為進行減值測試之另一個分類。

Goodwill acquired through business combination is allocated to the Group's cash-generating units identified under the wholesaling and retailing of beauty and health-care products operation which is a separate segment for impairment testing.

18. 商譽(續)

現金產生單位之可收回價值乃按管理層於五年期內批准之財務預算之現金流預測之使用中價值釐定。超過五年期之現金流乃按估計增長率5%推斷。計算其他使用中價值之主要假設如下：

毛利率
應用於現金流預測之折現率

18. Goodwill (continued)

The recoverable amounts of the cash-generating units have been determined based on value-in-use calculations using cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 5%. Other key assumptions used for value-in-use calculations are as follows:

Gross margin 59%
Discount rate applied to cash flow projection 2.64%

19. 於附屬公司之投資

19. Investments in Subsidiaries

		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非上市投資，按成本	Unlisted investments, at cost	34,041	34,041

應收／(應付)附屬公司之款項為無抵押、免息及無固定還款期。

The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

於二零零七年十二月三十一日之附屬公司詳情如下：

Particulars of the subsidiaries as at 31st December 2007 are as follows:

公司名稱 Name of companies	註冊成立地點 Place of incorporation	主要業務及營業地點 Principal activities and place of operation	已發行繳足股本或已註冊股本 Particulars of issued share capital/registered capital	法團類別 Type of legal entity	應佔股權百分比 Attributable equity interests
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直接持有權益：

Interests held directly:

卓悅集團有限公司 Bonjour Group Limited	英屬處女群島 British Virgin Islands	投資控股 Investment holding	3,000股每股面值 1美元之普通股 3,000 ordinary shares of US\$1 each	有限公司 Limited liability company	100%
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間接持有權益：

Interests held indirectly:

卓悅美容有限公司 Bonjour Beauty Limited	香港 Hong Kong	在香港經營纖體 美容及保健中心 Operation of beauty and health salons in Hong Kong	2股每股面值1港元 之普通股 2 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
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19. 於附屬公司之投資(續)

19. Investments in Subsidiaries (continued)

公司名稱 Name of companies	註冊成立地點 Place of incorporation	主要業務及營業地點 Principal activities and place of operation	已發行繳足股本或已註冊股本 Particulars of issued share capital/ registered capital	法團類別 Type of legal entity	應佔股權百分比 Attributable equity interests
間接持有權益：(續) Interests held indirectly: (continued)					
卓悅美容國際有限公司 Bonjour Beauty International Limited	英屬處女群島 British Virgin Islands	在香港及澳門投資控股 Investment holding in Hong Kong and Macau	1,000股每股面值1美元之普通股 1,000 ordinary shares of US\$1 each	有限公司 Limited liability company	100%
卓悅化粧品(海外)有限公司 Bonjour Cosmetic (Overseas) Limited	英屬處女群島 British Virgin Islands	在澳門投資控股 Investment holding in Macau	1,000股每股面值1美元之普通股 1,000 ordinary shares of US\$1 each	有限公司 Limited liability company	100%
卓悅化粧品批發中心有限公司 Bonjour Cosmetic Wholesale Center Limited	香港 Hong Kong	在香港批發及零售美容保健產品 Wholesaling and retailing of beauty and health-care products in Hong Kong	300,000股每股面值1港元之無投票權遞延股及1,000股每股面值1港元之普通股 300,000 non-voting deferred shares of HK\$1 each and 1,000 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
卓悅澳門離岸商業服務有限公司 Bonjour Macao Commercial Offshore Company Limited	澳門 Macau	在澳門買賣美容保健產品 Trading of beauty and health-care products in Macau	已註冊資本500,000澳門元 Registered capital of MOP500,000	有限公司 Limited liability company	100%
卓悅醫療科技美容中心有限公司 Bonjour Medical Science and Technology Beauty Center Limited	香港 Hong Kong	在香港提供美容及保健相關顧問服務 Provision of beauty and health-care related consultancy services in Hong Kong	100股每股面值1港元之普通股 100 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
盈匯化粧品有限公司 L'avance Cosmetics Limited	香港 Hong Kong	在香港投資控股 Investment holding in Hong Kong	1,000股每股面值1港元之普通股 1,000 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%

19. 於附屬公司之投資(續)
19. Investments in Subsidiaries (continued)

公司名稱 Name of companies	註冊成立地點 Place of incorporation	主要業務及營業地點 Principal activities and place of operation	已發行繳足股本或已註冊股本 Particulars of issued share capital/registered capital	法團類別 Type of legal entity	應佔股權百分比 Attributable equity interests
間接持有權益：(續) Interests held indirectly: (continued)					
信亨國際有限公司 Sheen Honour International Limited	香港 Hong Kong	在香港批發及零售美容保健產品 Wholesaling and retailing of beauty and health-care products in Hong Kong	100,000股每股面值1港元之普通股 100,000 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
韋亨行有限公司 Win Come Hong Limited	香港 Hong Kong	在香港買賣美容保健產品 Trading of beauty and health-care products in Hong Kong	100,000股每股面值1港元之普通股 100,000 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
御品堂國際控股有限公司 Royal Health International (Holdings) Limited	香港 Hong Kong	暫無營業 Inactive	100股每股面值1港元之普通股 100 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
德昇國際企業有限公司 Good Merit International Enterprise Limited	香港 Hong Kong	在香港零售美容保健產品 Retailing of beauty and health-care products in Hong Kong	3,000,000股每股面值1港元之普通股 3,000,000 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
卓悅免稅店批發有限公司 Bonjour Duty Free Wholesale Center Limited	香港 Hong Kong	在香港投資控股 Investment holding in Hong Kong	100股每股面值1港元之普通股 100 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
迅佳集團有限公司 Speedwell Group Limited	英屬處女群島 British Virgin Islands	在澳門提供美容及保健相關之顧問服務 Provision of beauty and health-care related consultancy services in Macau	1股面值1美元之普通股 1 ordinary share of US\$1 each	有限公司 Limited liability company	100%

19. 於附屬公司之投資(續)

19. Investments in Subsidiaries (continued)

公司名稱 Name of companies	註冊成立地點 Place of incorporation	主要業務及營業地點 Principal activities and place of operation	已發行繳足股本或已註冊股本 Particulars of issued share capital/registered capital	法團類別 Type of legal entity	應佔股權百分比 Attributable equity interests
間接持有權益：(續) Interests held indirectly: (continued)					
全得發展有限公司 Full Gain Developments Limited	英屬處女群島 British Virgin Islands	在澳門零售美容保健產品 Retailing of beauty and health-care products in Macau	1股面值 1美元之普通股 1 ordinary share of US\$1 each	有限公司 Limited liability company	100%
雄悅實業有限公司 Fine Hero Industrial Limited	香港 Hong Kong	暫無營業 Inactive	100股每股面值 1港元之普通股 100 ordinary shares of HK\$1 each	有限公司 Limited liability company	100%
Yumei Yugen Kaisha	日本 Japan	暫無營業 Inactive	60股每股面值 50,000日元之普通股 60 ordinary shares of JPY50,000 each	有限公司 Limited liability company	100%
卓悅美容(上海)有限公司 Bonjour Beauty (Shanghai) Limited	香港 Hong Kong	在香港投資控股 Investment holding in Hong Kong	1股每股面值 1港元之普通股 1 ordinary share of HK\$1 each	有限公司 Limited liability company	100%
富尚有限公司 Richly Fine Limited	香港 Hong Kong	暫無營業 Inactive	1股每股面值 1港元之普通股 1 ordinary share of HK\$1 each	有限公司 Limited liability company	100%
雅悅美容(上海)有限公司	中國 PRC	在上海零售美容保健產品 Retailing of beauty and nail-care products in Shanghai	註冊股本 2,000,000港元 Registered capital of HK\$2,000,000	全外資企業及有限公司 Wholly-owned foreign enterprise and limited liability company	100%
韋亨行(廣州)化妝品有限公司	中國 PRC	暫無營業 Inactive	註冊股本 2,000,000美元 Registered capital of US\$2,000,000	全外資企業及有限公司 Wholly-owned foreign enterprise and limited liability company	100%

20. 於聯營公司之投資

20. Investment in an Associate

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
於香港之非上市投資	Unlisted investment in Hong Kong:		
應佔資產淨值	Share of net assets	457	202
商譽	Goodwill	2,658	2,658
		3,115	2,860

本集團於二零零七年十二月三十一日之聯營公司詳情如下：

Details of the Group's associate at 31st December 2007 are as follows:

公司名稱 Name of company	註冊成立地點 Place of incorporation	主要業務及營業地點 Principal activity and place of operation	已發行繳足股本 Particulars of issued share capital	法團類別 Type of legal entity	應佔股權百分比 Attributable equity interests
Wealth China Development Limited	香港 Hong Kong	在香港經營百貨公司 Operation of a department store in Hong Kong	500,000股每股面值1港元之普通股 500,000 ordinary shares of HK\$1 each	有限公司 Limited liability company	34%

聯營公司之財務年結日為三月三十一日，與本集團不同。

The associate has a financial accounting period of 31st March which is not coterminous with the Group.

本集團之聯營公司之財務資料概要如下：

Summarised financial information in respect of the Group's associate is set out below:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
於十二月三十一日	At 31st December		
總資產	Total assets	12,580	13,762
總負債	Total liabilities	(11,236)	(13,167)
資產淨值	Net assets	1,344	595
本集團分佔聯營公司之資產淨值	Group's share of associate's net assets	457	202
於十二月三十一日止年度／期間	Year/period ended 31st December		
總收入	Total revenue	167,485	36,543
年度／期間之總溢利	Total profit for the year/period	750	412
年度／期間之本集團分佔聯營公司之溢利	Group's share of associate's profit for the year/period	255	140

20. 於聯營公司之投資(續)

應收聯營公司之款項為無抵押、免息及無固定還款期。

商譽乃以於聯營公司(用作減值測試的個別現金產生單位)投資獲得。

現金產生單位之可收回數額乃按使用價值計算方法，採用按已獲管理層批准且涵蓋五年期之財政預算之現金流量乃採用估計增長率5%推斷。就使用價值計算方法採用之其他主要假設如下：

適用於現金流量預測折現率 2.64%

20. Investment in an Associate (continued)

The amount due from an associate is unsecured, interest-free and have no fixed terms of repayment.

Goodwill acquired for investment in an associate which is a separate cash-generating units for impairment testing.

The recoverable amounts of the cash-generating units have been determined based on value-in-use calculations using cash flow projections approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 5%. Other key assumptions used for value-in-use calculation are as follows:

Discount rate applied to cash flow projection 2.64%

21. 存貨

21. Inventories

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
以供轉售之採購貨品	Merchandise stock for resale	120,685	115,997
減：滯銷存貨撥備	Less: Allowance for slow-moving inventories	(897)	(1,060)
		119,788	114,937

年內，本集團已撥回滯銷存貨之撥備約163,000港元(二零零六年：262,000港元)。該等金額已被計入銷售存貨成本中。

The Group has written-back an allowance of approximately HK\$163,000 for slow-moving inventories for the year (2006: HK\$262,000). The amount was included in cost of inventories sold.

22. 應收貿易賬款

22. Trade Receivables

(a) 本集團給予批發客戶60至90日之信貸期。應收貿易賬款之賬齡(按發票日期)分析如下：

(a) The Group's wholesale customers are granted credit terms ranging from 60 to 90 days. The ageing analysis of trade receivables based on the invoice date is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
0-30日	0 - 30 days	10,218	6,542
31-60日	31 - 60 days	780	678
61-90日	61 - 90 days	332	247
91-120日	91 - 120 days	640	231
		11,970	7,698

22. 應收貿易賬款(續)
22. Trade Receivables (continued)

(b) 本集團之應收貿易賬款以下列貨幣為面值：

(b) The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		港元 HKD 千港元 HK\$'000	澳門元 MOP 千港元 HK\$'000	人民幣 RMB 千港元 HK\$'000	總計 Total 千港元 HK\$'000
二零零七年	2007	11,129	714	127	11,970
二零零六年	2006	7,274	424	-	7,698

(c) 於二零零七年十二月三十一日，應收貿易賬款334,000港元(二零零六年：473,000港元)為已逾期但尚未減值。該等款項乃由多名近期無延遲還款記錄之個別客戶有關。該等應收貿易賬款之賬齡分析如下：

(c) As of 31st December 2007, trade receivables of HK\$334,000 (2006: HK\$473,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
不多於三個月	Up to 3 months	640	231

23. 預付款項、訂金及其他應收賬款
23. Prepayments, Deposits and Other Receivables

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
貿易按金	Trade deposit	2,068	2,035
預付款項	Prepayment	3,339	3,848
遞延佣金	Deferred commission	8,420	3,499
其他	Others	1,600	1,946
應收關連公司款項	Due from related companies	-	639
		15,427	11,967

應收關連公司之款項為無抵押、免息及無固定還款期。

The amounts due from related companies are unsecured, interest-free and have no fixed terms of repayment.

24. 銀行及現金結餘

24. Bank and Cash Balances

		本集團 Group		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銀行及手頭現金	Cash at bank and in hand	76,873	23,903	8,095	10
首期少於三個月之 定期存款	Time deposits with initial term of less than three months	45,603	5,733	15,469	5,732
		122,476	29,636	23,564	5,742
以下列貨幣為面值：	Denominated in:				
– 港元	– HK dollars (“HK\$”)	112,877	17,882	23,564	5,742
– 澳門元	– Macau Pataca (“MOP”)	8,457	6,204	–	–
– 日圓	– Japanese Yen (“JPY”)	1	1	–	–
– 人民幣	– Renminbi (“RMB”)	1,138	5,158	–	–
– 美元	– United States dollars (“US\$”)	3	391	–	–
		122,476	29,636	23,564	5,742

短期銀行存款(到期日為一至三個月)之實際年利率為2.88厘(二零零六年：2.79厘)。銀行現金以每日銀行存款利率之淨動利率計息。

The effective interest rate on short-term bank deposits, with maturity ranging from 1 to 3 months was 2.88% (2006: 2.79%) per annum. Cash at bank earns interest at floating rates based on daily bank deposit rates.

人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定限制。

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

25. 應付貿易賬款

25. Trade Payables

(a) 應付貿易賬款之賬齡分析(按收取貨物日期)如下：

(a) The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
0–30日	0 – 30 days	47,694	34,514
31–60日	31 – 60 days	30,609	32,782
61–90日	61 – 90 days	13,499	13,969
91–120日	91 – 120 days	6,742	6,684
		98,544	87,949

25. 應付貿易賬款(續)

(b) 本集團之應付貿易賬款之賬面值
以下列貨幣為面值：

25. Trade Payables (continued)

(b) The carrying amounts of the Group's trade payables are
denominated in the following currencies:

		港元 HKD 千港元 HK\$'000	澳門元 MOP 千港元 HK\$'000	總計 Total 千港元 HK\$'000
二零零七年	2007	97,123	1,421	98,544
二零零六年	2006	85,435	2,514	87,949

26. 銀行借款及透支
26. Bank Borrowings and Overdrafts

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非流動	Non-current		
長期銀行借款，已抵押	Long-term bank borrowings, secured	334	513
流動	Current		
長期銀行借款，已抵押	Long-term bank borrowings, secured	178	168
短期銀行借款	Short-term bank borrowings	-	21
信託收據貸款	Trust receipt loans	18,740	18,322
銀行透支	Bank overdrafts	508	6,691
		19,426	25,202
		19,760	25,715

26. 銀行借款及透支(續)
26. Bank Borrowings and Overdrafts (continued)

(a) 本集團之借款到期日如下：

(a) The maturity of the Group's borrowings is as follows:

		長期銀行借款		短期銀行借款及銀行透支		信託收據貸款	
		Long-term bank borrowings	Short-term bank borrowings and bank overdrafts	Trust receipt loans			
		二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年
		2007	2006	2007	2006	2007	2006
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
按要求或於一年內	On demand or within one year	178	168	508	6,712	18,740	18,322
於第二年	In the second year	187	176	-	-	-	-
於第三至第五年 (包括首尾兩年)	In the third to fifth years, inclusive	147	337	-	-	-	-
於五年內全數償還	Wholly repayable within five years	512	681	508	6,712	18,740	18,322

(b) 本集團於二零零七年十二月三十一日之銀行借款之平均實際利率如下：

(b) The average effective interest rates of the Group's bank borrowings at 31st December 2007 were as follows:

		二零零七年	二零零六年
		2007	2006
長期銀行借款， 按浮動利率	Long-term bank borrowings, at floating rate	4.63%	5.92%
短期銀行借款， 按浮動利率	Short-term bank borrowings, at floating rate	N/A	6.40%
信託收據貸款	Trust receipt loans	P/P-0.5%	P/P-0.5%
銀行透支	Bank overdrafts	P+0.5%	P+0.5%

(c) 所有本集團之銀行借款及透支均以港元為面值，該等借款之賬面值與其公平值相若。有關銀行融資之保證已載於財務報表附註35。

(c) All the Group's bank borrowings and overdrafts are denominated in HK\$ and the carrying amounts of these borrowings approximate their fair values. Details of security for banking facilities are set out in Note 35 to financial statements.

27. 融資租賃款項

27. Finance Lease Payables

		最低租賃款項		最低租賃款項之現值	
		Minimum lease payments		Present value of minimum lease payments	
		二零零七年	二零零六年	二零零七年	二零零六年
		2007	2006	2007	2006
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
一年內	Within one year	165	111	148	102
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	347	150	305	141
五年後	After five years	-	118	-	106
		512	379	453	349
減：未來融資開支	Less: Future finance charges	(59)	(30)	N/A	N/A
租賃責任之現值	Present value of lease obligations	453	349	453	349
減：於十二個月內 結算之款項 (於流動負債下呈列)	Less: Amount due for settlement within 12 months (shown under current liabilities)			(148)	(102)
於十二個月後結算之款項	Amount due for settlement after 12 months			305	247

本集團之政策為以融資租賃租用若干機器及汽車。平均租賃期為五年。於二零零七年十二月三十一日，平均實際借貸利率為3厘(二零零六年：2.25厘)。利率於合約日期釐定為固定利率，因此，本集團面對公平值利率風險。所有租賃均以固定還款基準釐定，並無就或然租賃訂立任何安排。於各租賃期完結時，本集團可選擇以面值購回機器及汽車。

所有融資租賃款項均以港元為面值。

本集團之融資租賃款項以出租人對租用資產之業權擔保。

It is the Group's policy to lease certain of its equipment and motor vehicles under finance leases. The average lease term is 5 years. At 31st December 2007, the average effective borrowing rate was 3% (2006: 2.25%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. At the end of each lease term, the Group has the option to purchase the equipment and motor vehicles at nominal prices.

All finance lease payables are denominated in Hong Kong dollars.

The Group's finance lease payables are secured by the lessor's title to the leased assets.

28. 遞延稅項

以下為本集團確認之主要遞延稅項負債及(資產)

28. Deferred Tax

The following are the major deferred tax liabilities and (assets) recognised by the Group.

		加速 稅項折舊 Accelerated tax depreciation 千港元 HK\$'000	減速 稅項折舊 Decelerated tax depreciation 千港元 HK\$'000	稅項虧損 Tax losses 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零六年一月一日	At 1st January 2006	380	(283)	(930)	(833)
計入年度收益表 (附註10)	Credit to income statement for the year (note 10)	(380)	(4,453)	(2,901)	(7,734)
於二零零六年十二月三十一日 及二零零七年一月一日	At 31st December 2006 and at 1st January 2007	-	(4,736)	(3,831)	(8,567)
扣除/(計入)年度 收益表(附註10)	Charge/(credit) to income statement for the year (note 10)	-	(19)	3,811	3,792
於二零零七年十二月三十一日	At 31st December 2007	-	(4,755)	(20)	(4,775)

以下為就資產負債表而言遞延稅項結餘(於對銷後)之分析：

The following is the analysis of the deferred tax balances (after offset) for balance sheet purposes:

	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
遞延稅項資產	4,775	8,567

於結算日，並無就餘下未動用之稅務虧損及可扣減暫時差異約1,649,000港元(二零零六年：542,000港元)及1,942,000港元(二零零六年：零元)確認遞延稅項資產，原因是不確定未來溢利來源。未動用稅項虧損可無限期結轉。

At the balance sheet date, no deferred tax asset has been recognised in respect of the remaining unused tax losses and deductible temporary differences of approximately HK\$1,649,000 (2006: HK\$542,000) and HK\$1,942,000 (2006: HK\$Nil) respectively due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.

29. 長期服務金負債

根據香港僱傭條例，本集團須於若干情況下為在本集團至少服務滿五年之僱員於終止僱用時作出一筆過付款。應付之金額視乎僱員最後之薪金及服務年期而定，並扣減根據本集團之定額供款退休計劃（本集團須作出供款）之累計應得之款項。本集團並無保留任何資產為任何餘下責任提供資金。

長期服務金負債之精算估值已於二零零七年十二月三十一日由邦盟駿評估有限公司按預計單位信貸法進行。

(a) 於資產負債表確認之金額如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
未提供資金責任之現值	Present value of unfunded obligations	354	231
未確認之精算收益淨額	Net unrecognised actuarial gains	-	-
		354	231

(b) 於資產負債表確認之負債淨額變動如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
於一月一日	At 1st January	231	1,136
於收益表賬確認之 開支／(收入)	Expense/(income) recognised in the income statement	123	(905)
於十二月三十一日	At 31st December	354	231

29. Long Service Payment Liabilities

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employee's final salary and years of service, and is reduced by entitlements accrued under the Group's defined contribution retirement scheme that is attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

An actuarial valuation of long services payment liabilities was carried out at 31st December 2007, by BMI Appraisals Limited, using the projected unit credit method.

(a) The amount recognised in the balance sheet is as follows:

(b) Movements in the net liability recognised in the balance sheet are as follows:

29. 長期服務金負債(續)
29. Long Service Payment Liabilities (continued)

(c) 於收益表確認之開支/(收入)如下：

(c) Expense/(income) recognised in the income statement is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
即期服務成本	Current service cost	85	29
利息費用	Interest cost	12	9
已確認精算 淨虧損/(收益)	Net actuarial losses/(gains) recognised	26	(943)
		123	(905)

(d) 所使用之主要精算假設如下：

(d) The principal actuarial assumptions used are as follows:

		二零零七年 2007	二零零六年 2006
折讓率	Discount rate	3.5%	3.7%
未來薪酬之長期增長率	Long term rate of salary increment	3.0%	3.0%
強制性公積金之有關 收入及長期服務金 最高金額/薪酬 之長期增長率	Long term rate of increases to mandatory provident fund relevant income and long service payments maximum amount/wages	—	2.0%

30. 股本
30. Share Capital

		股份數目 Number of shares	千港元 HK\$'000
法定：	Authorised:		
每股0.01港元之普通股 於二零零六年十二月 三十一日及二零零七年 十二月三十一日	Ordinary shares of HK\$0.01 each At 31st December 2006 and 31st December 2007	2,000,000,000	20,000
已發行及繳足：	Issued and fully paid:		
每股0.01港元之普通股 於二零零六年十二月 三十一日及二零零七年 一月一日	Ordinary shares of HK\$0.01 each At 31st December 2006 and at 1st January 2007	225,608,000	2,256
行使購股權時發行股份 (附註a)	Shares issued on exercise of share option (note a)	11,400,000	114
購回股份(附註b)	Repurchase of shares (note b)	(3,024,000)	(30)
於二零零七年十二月 三十一日	At 31st December 2007	233,984,000	2,340

30. 股本(續)

附註：

- (a) 截至二零零七年十二月三十一日止年度，本集團高級管理層根據本公司購股權按平均價0.88港元行使購股權，導致發行11,400,000股每股面0.01港元之普通股，總現金代價10,035,700港元。所收取之認購代價超過已發行股份面值之金額為9,921,700港元，已計入股份溢價賬。
- (b) 本公司於聯交所購回其股份如下：

購回月份	Month of repurchase	股份數目 Number of share	每股最高價 Highest price paid per share 港元 HK\$	每股最低價 Lowest price paid per share 港元 HK\$	已付總代價 Aggregate consideration paid 千港元 HK\$'000
二零零七年七月	July 2007	1,520,000	1.23	1.12	1,776
二零零七年八月	August 2007	336,000	1.40	1.35	459
二零零七年九月	September 2007	1,168,000	1.38	1.32	1,584
		3,024,000			3,819

上述股份於購回時已註銷，因此，本公司之已發行股本將扣除該等股份之面值。購回溢價乃自股份溢價賬扣除。

- (c) 本集團之資本管理目標為確保集團能夠持續經營，以及透過優化債務及權益比例為股東帶來最佳回報。

本集團按風險比例設定資本金額。本集團管理資本結構並就此根據相關資產之經濟狀況及風險特質作出調整。為維持或調整資本結構，本集團或會調整股息支付金額、發行新股、購回股份、籌集新貸款、償還現有債務或出售資產以減低債務。

惟一外部加上資本要求為：本集團須維持其於聯交所上市股份之公眾持股量不少於股份25%。於二零零七年十二月一日，股份中30%（二零零六年：31%）持於公眾手中。

30. SHARE CAPITAL (continued)

Note:

- (a) During the year ended 31st December 2007, 11,400,000 ordinary shares of HK\$0.01 each were issued in relation to share options exercised by senior management of the Group under the share option scheme of the Company at the average price of HK\$0.88 for a total cash consideration of HK\$10,035,700. The excess of the subscription consideration received over the nominal values issued, amounted to HK\$9,921,700, was credited to the share premium account.
- (b) The Company repurchased its own shares on the Stock Exchange as follow:

	股份數目 Number of share	每股最高價 Highest price paid per share 港元 HK\$	每股最低價 Lowest price paid per share 港元 HK\$	已付總代價 Aggregate consideration paid 千港元 HK\$'000
July 2007	1,520,000	1.23	1.12	1,776
August 2007	336,000	1.40	1.35	459
September 2007	1,168,000	1.38	1.32	1,584
	3,024,000			3,819

The above shares were cancelled upon repurchase and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. The premiums on repurchase were charged against share premium.

- (c) The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. As at 31st December 2007, 30% (2006: 31%) of shares were in public hands.

31. 儲備

(a) 本集團

本集團儲備之數額及其變動於綜合權益變動表內呈列。

(b) 本公司

31. Reserves

(a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity.

(b) Company

		股份溢價賬 Share premium account 千港元 HK\$'000	資本贖回儲備 Capital redemption reserve 千港元 HK\$'000	股份支付儲備 Share-based payment reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零六年一月一日	At 1st January 2006	83,791	-	763	7,808	92,362
確認以股份為基礎付款	Recognition of share-based payments	-	-	1,658	-	1,658
本年度溢利	Profit for the year	-	-	-	815	815
於二零零六年十二月三十一日	At 31st December 2006	83,791	-	2,421	8,623	94,835
於二零零七年一月一日	At 1st January 2007	83,791	-	2,421	8,623	94,835
行使購股權 (附註30(a))	Exercise of share options (note 30(a))	11,664	-	(1,742)	-	9,922
股份購回 (附註30(b))	Repurchase of shares (note 30(b))	(3,832)	30	-	-	(3,802)
確認股份支付付款	Recognition of share-based payments	-	-	1,403	-	1,403
本年度溢利	Profit for the year	-	-	-	946	946
已付股息	Dividends paid	-	-	-	(3,762)	(3,762)
於二零零七年十二月三十一日	At 31st December 2007	91,623	30	2,082	5,807	99,542
代表：	Representing:					44,730
於二零零七年十二月三十一日 (擬派末期股息後)	At 31st December 2007 after proposed final dividend					
擬派末期股息	Proposed final dividend					54,812
本公司權益持有人應佔權益	Equity attributable to equity holders of the Company					99,542

31. 儲備(續)

(c) 儲備之性質及用途

(i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬之資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期之債務。

(ii) 資本贖回儲備

資本贖回儲備指本公司通過聯交所購回及註銷之股本之面額。已發行股本按註銷之股本面值削減，並於註銷所購回股份後轉至資本贖回儲備。

(iii) 合併儲備

本集團之合併儲備指根據所收購之附屬公司股本之面值高於本公司發行以戶交換之股份面值之差額。

(iv) 以股份為基礎付款儲備

以股份為基礎付款儲備指已授予本公司僱員但未行使之實際或估計購股權數目之公平值根據財務報表附註3(q)中就以股份付款之款項採納之會計政策確認。

31. Reserves (continued)

(c) Nature and purpose of reserves

(i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Capital redemption reserve

The capital redemption reserve represents the nominal amount of share capital repurchased through the Stock Exchange and cancelled by the Company. The issued share capital was reduced by the nominal value thereof and transfer to the capital redemption reserve is made upon cancellation of the repurchased shares.

(iii) Merger reserve

Merger reserve represents the difference between the nominal value of the share capital of the subsidiaries acquired and the nominal value of the Company's shares issued in exchange thereof.

(iv) Share-based payment reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 3(q) to the financial statements.

32. 股份支付

於二零零三年六月十七日，本公司當時唯一股東批准購股權計劃(「計劃」)。根據此計劃，董事會可酌情提呈購股權予任何董事及本集團僱員，授予彼等權利以認購總數不超過不時發行之股份10%。該等購股權將於承授人終止受僱於本公司或其附屬公司時失效。

32. Share-Based Payments

On 17th June 2003, a share option scheme ("Scheme") was approved by then the sole shareholder of the Company. Under this Scheme, the Board of Directors may at its discretion offer options to any directors and employees of the Group which entitle them to subscribe for shares in aggregate not exceeding 10% of the shares in issue from time to time. These options shall lapse where the grantee ceases to be employed by the Company or its subsidiaries.

32. 股份支付(續)
32. Share-Based Payments (continued)

購股權特定類別詳情如下：

Details of the specific categories of options are as follows:

	授出日期 Date of grant	歸屬日期 Vesting Date	行使期間 Exercise period	行使價 Exercise price 港元 HK\$
二零零三年 2003	二零零三年十一月二十九日 29th November 2003	二零零五年一月一日 1st January 2005	1/1/2005-31/12/2014	1.650
二零零五年 2005	二零零五年一月二十五日 25th January 2005	二零零六年一月一日 1st January 2006	1/1/2006-31/12/2015	3.805
二零零六年 2006	二零零六年八月七日 7th August 2006	二零零六年八月七日 7th August 2006	7/8/2006-6/8/2016	0.876
二零零七年 2007	二零零七年四月三十日 30th April 2007	二零零七年四月三十日 30th April 2007	30/4/2007-29/4/2017	0.934

倘購股權自授出日期起計十年期後尚未行使，則購股權將失效。倘僱員於購股權行使前離開本集團，則購股權將被沒收。

If the options remain unexercised after a period of ten years from the date of grant, the options expire. Options are forfeited if the employee leaves the Group before the options exercised.

年內尚未行使之購股權詳情如下：

Details of the share options outstanding during the year are as follows:

		二零零七年 2007		二零零六年 2006	
		購股權數目 Number of share options	加權平均 行使價 Weighted average exercise price 港元 HK\$	購股權數目 Number of share options	加權平均 行使價 Weighted average exercise price 港元 HK\$
年初尚未行使	Outstanding at the beginning of the year	12,378,000	1.09	1,496,000	2.77
年內授出	Granted during the year	11,000,000	0.93	10,930,000	0.88
年內沒收	Forfeited during the year	-	-	(48,000)	3.81
年內行使	Exercised during the year	(11,400,000)	0.88	-	-
年末尚未行使	Outstanding at the end of the year	11,978,000	1.15	12,378,000	1.09
年末可行使	Exercisable at the end of the year	11,978,000	1.15	12,378,000	1.09

32. 股份支付(續)

年內，於行使購股權日期之加權平均股價為1.23港元(二零零六年：無)。年末尚未行使之購股權之加權平均餘下合約年期為八年(二零零六年：九年)，行使價介乎0.876港元至3.805港元(二零零六年：0.876港元至3.805港元)。二零零七年，購股權已於二零零七年四月三十日授出。當日，購股權之估計公平值為1,403,000港元。二零零六年，購股權已於二零零六年八月七日授出。當日所授出購股權之估計公平值為1,658,000港元。

該等公平俱乃以柏力克－舒爾斯模式計算。模式之輸入數值如下：

32. Share-Based Payments (continued)

The weighted average share price at the date of exercise for share options exercised during the year was HK\$1.23 (2006: Nil). The options outstanding at the end of the year have a weighted average remaining contractual life of 8 years (2006: 9 years) and the exercise prices range from HK\$0.876 to HK\$3.805 (2006: HK\$0.876 to HK\$3.805). In 2007, options were granted on 30th April 2007. The estimated fair values of the options on that date was HK\$1,403,000. In 2006, options were granted on 7th August 2006. The estimated fair values of the options granted on that date was HK\$1,658,000.

These fair values were calculated using the Black-Scholes Model. The inputs into the model were as follows:

授出購股權日期	Date of Grant of share option	二零零三年	二零零五年	二零零六年	二零零七年
		十一月二十九日	一月二十五日	八月七日	四月三十日
		29th November	25th January	7th August	30th April
		2003	2005	2006	2007
購股權價值	Option value	HK\$0.240港元	HK\$0.730港元	HK\$0.150港元	HK\$0.128港元
行使價	Exercise price	HK\$1.650港元	HK\$3.805港元	HK\$0.876港元	HK\$0.934港元
授出日期股價	Share price at grant date	HK\$1.650港元	HK\$3.725港元	HK\$0.870港元	HK\$0.93港元
預期波幅	Expected volatility	49.64%	46.79%	50.64%	48.14%
無風險	Risk-free	3.33%	2.83%	3.826%	3.844%
預期壽命	Expected life	5 years年	5 years年	3 years年	0.5 years年
預期股息率	Expect dividend yield	8.41%	4.36%	0%	0%

預期波幅乃按計算本公司股價於過去四年之歷史波幅計算。模式所用之預期壽命已根據本集團之最佳估計作調整以反映不司轉讓、行使限制及行為因素之影響。

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous four years. The expected life used in the model has been adjusted, based on the Group's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

33. 或然負債

33. Contingent Liabilities

		本集團 Group	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銀行就應付業主之租金 作出之擔保	Guarantee given by bank for rental payment to landlords	1,884	1,884

於二零零七年十二月三十一日，本公司並無任何重大或然負債。(二零零六年：無)。

As at 31st December 2007, the Company did not has any significant contingent liabilities (2006: Nil).

34. 承擔

34. Commitments

(a) 經營租賃承擔

本集團根據不可撤銷之經營租賃而於未來就土地及樓宇需支付之最低租賃付款總額如下：

(a) Commitments under operating leases

The Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within one year	123,494	149,822
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	90,359	146,453
五年後	After five years	3,132	1,981
		216,985	298,256

截至二零零七年及二零零六年十二月三十一日止年度，概無於收益表中確認或然基礎租金。

No contingent-based rents have been recognised in the income statement for the years ended 31st December 2007 and 2006.

34. 承擔(續)

(a) 經營租賃承擔(續)

本集團根據不可撤銷經營租賃之未來最低應收租金如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within one year	5,408	3,411
第二至第五年 (包括首尾兩年)	In the second to fifth years inclusive	1,299	3,080
		6,707	6,491

(b) 於二零零七年十二月三十一日，本公司並無任何重大承擔。

34. Commitments (continued)

(a) Commitments under operating leases (continued)

The Group had future minimum lease rental receivable under non-cancellable operating leases as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within one year	5,408	3,411
第二至第五年 (包括首尾兩年)	In the second to fifth years inclusive	1,299	3,080
		6,707	6,491

(b) The Company did not have any significant commitments at 31st December 2007 and 2006.

35. 銀行融資

於二零零七年十二月三十一日，本集團總值約71,000,000港元(二零零六年：88,000,000港元)之銀行融資以以下方式擔保：

- (a) 本集團之第一法定押記超過所持有總賬面淨值約2,008,000港元(二零零六年：2,044,000港元)之土地及樓宇之租賃溢價；及
- (b) 本公司及其附屬公司所授之企業擔保達58,106,000港元(二零零六年：75,104,000港元)。

35. Banking Facilities

As at 31st December 2007, the Group's banking facilities totalling approximately HK\$71 million (2006: HK\$88 million) were secured by the following:

- (a) first legal charges over lease premium for land and buildings held by the Group with a total net carrying amount of approximately HK\$2,008,000 (2006: HK\$2,044,000) and
- (b) corporate guarantees given by the Company and its subsidiaries amounting to HK\$58,106,000 (2006: HK\$75,104,000).

36. 關聯人士交易

除財務報表其他地方所披露之關聯人士交易及結餘外，本集團年內與關連人士有以下交易進行：

售予聯營公司

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
售予聯營公司	Sales to an associate	8,857	5,539

主要管理層人員酬金

Key management personnel compensation

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
袍金	Fees	360	325
薪金、津貼及實物福利	Salaries, allowances and benefits in kind	12,386	9,260
酌情花紅	Discretionary bonuses	5,451	229
退休福利計劃供款	Retirement benefits scheme contribution	417	405
		18,614	10,219

37. 財務報表之批准

財務報表已於二零零八年四月十八日由董事會批准及授權刊發。

37. Approval of Financial Statements

The financial statements were approved and authorised for issue by the Board of Directors on 18th April 2008.



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