

## 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二零零四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

本集團截至二零零四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35至第39頁之財務報表。

## 股息

董事會已宣派中期股息每股普通股3.6港仙，相當於7,877,000港元，已於二零零四年十月十五日派付。

董事會建議派付截至二零零四年十二月三十一日止年度之末期股息每股普通股9.6港仙，相當於21,005,000港元。

## 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2頁。

## 固定資產

本集團固定資產之變動詳情載於第60頁之財務報表附註12。

## 股本

本公司股本之變動詳情載於第68頁之財務報表附註20。

## 儲備

本集團及本公司儲備於年內之變動載於第70至第71頁之財務報表附註21及綜合股權變動表。

## 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 31 December 2004.

## 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 31 December 2004, and the state of affairs of the Company and of the Group as at that date, are set out in the financial statement on page 35 to 39.

## Dividends

The Board have declared an interim dividend of 3.6 HK cents per ordinary share, amounted to HK\$7,877,000 which was paid on 15 October 2004.

The Board recommend the payment of a final dividend of 9.6 HK cents per ordinary share for the year ended 31 December 2004 amounted to HK\$21,005,000.

## 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 2.

## Fixed Assets

Details of the movements in fixed assets of the Group are set out in note 12 to the financial statements on page 60.

## Share Capital

Details of the movements in share capital of the Company are set out in note 20 to the financial statements on page 68.

## Reserves

Movements in the reserves of the Group and of the Company during the year are set out in note 21 to the financial statements and in the consolidated statement of change in equity on pages 70 to 71.

## 董事會報告 (續)

### 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。於二零零四年十二月三十一日，本公司可供分派予股東之儲備合共約93,416,000港元(二零零三年：85,772,000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51至第53頁之財務報表附註3。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

本公司購股權計劃概要及購股權年內變動詳情載於第80至第92頁。

### 董事

年內及截至本報告日期止任職之董事如下：

#### 執行董事

葉俊亨先生  
鍾佩雲女士  
葉國利先生  
陳志秋先生

#### 獨立非執行董事

黃馳維先生  
周浩明醫生  
勞恒晃先生 (於二零零四年九月二十四日獲委任)

根據本公司之公司細則第108條之規定，葉國利先生將於應屆股東週年大會上輪席告退。此外，根據本公司之公司細則第112條之規定，勞恒晃先生之任期將於應屆股東週年大會上屆滿，並可於應屆股東週年大會上膺選連任。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。

## Directors' Report (continued)

### 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 31 December 2004, the Company's reserves available for distribution to shareholders amounted in total to approximately HK\$93,416,000 (2003: HK\$85,772,000).

### Segment Information

An analysis of the Group's performance for the year by business segment is set out in note 3 to the financial statements on pages 51 to 53. 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

A summary of the share option scheme and details of the movements in share options of the Company during the year are set out on page 80 to 92.

### Directors

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

#### Executive Directors

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

#### Independent Non-Executive Directors

Mr. Wong Chi Wai  
Dr. Chow Ho Ming  
Mr. Lo Hang Fong (appointed on 24 September 2004)

In accordance with article 108 of the Company's articles of association, Mr. Yip Kwok Li will retire by rotation at the forthcoming AGM. In addition, in accordance with article 112 of the Company's articles of association, Mr. Lo Hang Fong shall hold office only until the forthcoming AGM and shall be eligible for re-election at the forthcoming AGM. All the retiring directors, being eligible, will offer themselves for re-elections at the forthcoming AGM.

## 董事會報告 (續)

### 董事及高級管理人員履歷

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

### 董事之服務合約

各執行董事已與本公司訂立服務合約，自二零零三年七月一日起初步為期兩年，並將於其後持續直至其中一方向另一方發出不少於三個月書面通知終止為止。各執行董事均享有基本薪金（董事會可酌情調整），並可享有不超過本公司於二零零四年十二月三十一日後任何財政年度之經審核股東應佔溢利15%之酌情管理花紅。執行董事不得就向其支付之管理花紅款額之決議案投票。

各獨立非執行董事已與本公司訂立為期一年之服務合約，而黃兆維先生及周浩明醫生的合約於二零零五年六月三十日屆滿，勞恒晃先生的合約於二零零五年九月二十三日屆滿，而服務合約在屆滿後將會延續，直到其中一方向另一方發出不少於一個月書面通知終止為止。各獨立非執行董事除每年酬金100,000港元外，並無收取其他酬金或花紅。

除上文所披露者外，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。

### 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' Report (continued)

### Directors' and Senior Management's Biographies

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

### Directors' Service Contracts

Each of Executive Directors has entered into a service contract with the Company for an initial term of two years commencing from 1 July 2003, and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. Each of these Executive Directors is entitled to a basic salary which will be reviewed at the discretion of the Board. In addition, the Executive Directors are also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the Executive Directors for any financial year of the Company after 31 December 2004 but may not exceed 15% of the audited profit attributable to the shareholders of the Group in respect of the financial year. An Executive Director may not vote on any resolution of the Directors regarding the amount of the management bonus payable to him.

Each of Independent Non-Executive Directors has entered into a service contract with the Company for a term of one year expiring on 30 June 2005 for Mr. Wong Chi Wai and Dr. Chow Ho Ming and expiring on 23 September 2005 for Mr. Lo Hang Fong respectively, and will continue thereafter until terminated by not less than one month's notice in writing served by either party to the other. Save for the annual remuneration of HK\$100,000 for each of them, they are not entitled to any other remuneration and bonus.

Save as disclosed above, no director 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.

### Directors' Interests in Contracts

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

**董事及行政總裁於本公司或任何相聯法團股份、相關股份及債權證中之權益及淡倉**
**Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporation**

於二零零四年十二月三十一日，根據香港聯合交易所有限公司證券上市規則（「上市規則」）所披露，本公司董事及行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份中擁有之權益如下：

As at 31 December 2004, the interests of the directors and the chief executive of the Company in the shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) disclosed in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

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

董事姓名 Name of Directors	身份及性質 Capacity and nature	股份數目 (3) Number of Shares (3)	總計 Total	佔已發行股本百分比 % of issued share capital
葉俊亨先生 Mr. Ip Chun Heng, Wilson	個人權益 (1) Personal interests (1)	7,288,000	153,160,000	70
	全權信託基金創辦人 (2) Founder of discretionary trust (2)	145,872,000		
鍾佩雲女士 Ms. Chung Pui Wan	個人權益 (1) Personal interests (1)	7,288,000	153,160,000	70
	全權信託基金創辦人 (2) Founder of discretionary trust (2)	145,872,000		

**附註：**
**Notes:**

- 該等股份由葉俊亨先生及鍾佩雲女士共同持有。
  - 該等股份由Promised Return Limited所持有。Promised Return Limited乃專為全權信託基金為受益人而持有股份之專門機構，葉俊亨先生及鍾佩雲女士乃其創辦人。
  - 上文所述之股份權益乃指好倉。
- The shares are held jointly by Mr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan.
  - The shares are held by Promised Return Limited, a special vehicle used solely for the purpose of holding the shares for the benefit of a discretionary trust which Mr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan are the founders.
  - Interests in shares stated above represent are long positions.

**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)

**本公司於相關股份之好倉**
**Long positions in underlying shares of the Company**

董事姓名 Name of Director	於二零零四年 一月一日持有 Held at 1 January 2004	於二零零四年 十二月 三十一日持有 Held at 31 December 2004	每股行使價 港元 Exercise price per share HK\$	授出日期 Grant date	由以下日期行使 Exercise from	行使至 Exercise until
葉俊亨 Ip Chun Heng, Wilson	1,000,000	1,000,000	1.65	二零零三年 十一月二十九日 29 November 2003	二零零五年 一月一日 1 January 2005	二零一四年 十二月三十一日 31 December 2014
鍾佩雲 Chung Pui Wan	1,000,000	1,000,000	1.65	二零零三年 十一月二十九日 29 November 2003	二零零五年 一月一日 1 January 2005	二零一四年 十二月三十一日 31 December 2014
葉國利 Yip Kwok Li	500,000	500,000	1.65	二零零三年 十一月二十九日 29 November 2003	二零零五年 一月一日 1 January 2005	二零一四年 十二月三十一日 31 December 2014
陳志秋 Chan Chi Chau	500,000	500,000	1.65	二零零三年 十一月二十九日 29 November 2003	二零零五年 一月一日 1 January 2005	二零一四年 十二月三十一日 31 December 2014

**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
葉俊亨先生 Mr. Ip Chun Heng, Wilson	卓悦化粧品批發中心 有限公司 (附註1) Bonjour Cosmetic Wholesale Center Limited (Note 1)	個人權益 Personal interests	153,000	51%
鍾佩雲女士 Ms. Chung Pui Wan	卓悦化粧品批發中心 有限公司 (附註1) Bonjour Cosmetic Wholesale Center Limited (Note 1)	個人權益 Personal interests	147,000	49%

附註：

Notes:

- 卓悦化粧品批發中心有限公司乃本公司之全資附屬公司。
- 該等無投票權遞延股份已繳足股款，每股面值為1.00港元。
- Bonjour Cosmetic Wholesale Center Limited is a wholly-owned subsidiary of the Company.
- The non-voting deferred shares are fully-paid and have par value of HK\$1.00 each.

## 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)

#### 於本公司附屬公司之權益 (續)

除上文所披露者外，於二零零四年十二月三十一日，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、相關股份及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之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，致令本公司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)

#### Interest in the subsidiary of the Company (continued)

Save as disclosed above, as at 31 December 2004, 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 of the Company 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 corporate with the business of the Group.

## 董事會報告 (續)

### 主要股東於本公司股份、相關股份及債權證中之權益及淡倉

於二零零四年十二月三十一日，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：

名稱 Name	股份權益總數(1) Total interests in shares (1)	佔權益 概約百分比 Approximate percentage of interests
Promised Return Limited (2)	145,872,000	66.67%
Deco City Limited (2)	145,872,000	66.67%
DBS Trustee H.K. (Jersey) Limited (2)	145,872,000	66.67%

附註：

- 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先生(「葉先生」)及鍾佩雲女士(「葉太」)之家族成員。Promised Return乃專為以上述全權信託基金為受益人而持有股份之專門機構。於其註冊成立日期，Promised Return之股權分別由葉先生及葉太持有51%及49%。於二零零三年六月十七日，葉先生及葉太將Promised Return之全部已發行股本轉讓予Deco City Limited。

除上文所披露者外，於二零零四年十二月三十一日，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。

## Directors' Report (continued)

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

As at 31 December 2004, 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:

Name	Total interests in shares (1)	Approximate percentage of interests
Promised Return Limited (2)	145,872,000	66.67%
Deco City Limited (2)	145,872,000	66.67%
DBS Trustee H.K. (Jersey) Limited (2)	145,872,000	66.67%

Notes:

- 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 Mr. Ip Chun Heng, Wilson ("Mr. Ip") and Ms. Chung Pui Wan ("Mrs. Ip"). Promised Return is a special vehicle used solely for the purpose of holding the Shares for the benefit of the discretionary trust referred to above. As at the date of its incorporation, Promised Return was held as to 51% and 49% by Mr. Ip and Mrs. Ip respectively. On 17 June 2003, Mr. Ip and Mrs. Ip transferred the entire issued share capital of Promised Return to Deco City Limited.

Save as disclosed above, no person was interested in or had any short position in the issued share capital of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO as at 31 December 2004.

## 董事會報告 (續)

### 購買、出售或贖回證券

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

### 主要客戶及供應商

年內，本集團向其五大供應商採購之貨品及服務少於30%，而向其五大客戶出售之貨品及服務少於30%。

### 主要附屬公司

本公司各附屬公司之業務載於財務報表附註13。

### 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份業務之管理及行政之合約。

### 關連交易

截至二零零四年十二月三十一日止年度，本集團概無訂立根據上市規則構成關連交易之任何交易。

### 優先認購權

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

### 遵守上市規則最佳應用守則

據董事所悉，概無任何資料將可合理顯示本公司於截至二零零四年十二月三十一日止年度，在任何方面並無或曾並無遵守於二零零五年一月一日前已生效而對在二零零五年一月一日前開始之會計期間仍然適用之上市規則附錄14所載列之最佳應用守則。

## Directors' Report (continued)

### Purchase, Sale or Redemption of Securities

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

### Major Customers and Suppliers

During the year, the Group purchased less than 30% of its goods and services from its 5 largest suppliers and sold less than 30% of its goods and services to its 5 largest customers.

### Principal Subsidiaries

The activities of the Company's subsidiaries are set out in note 13 to the financial statements.

### Management Contracts

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

### Connected Transactions

The Group did not enter into any transactions during the year ended 31 December 2004, that would constitute connected transactions under the Listing Rules.

### Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's articles of association and there was no restriction against such rights under the laws of the Cayman Islands.

### Compliance with the Code of Best Practice of The Listing Rules

None of the Directors is aware of any information that would reasonably indicate that the Company is not or was not for any part of the year ended 31 December 2004, in compliance with the Code of Best Practice as set out in Appendix 14 to the Listing Rules which was in force prior to 1 January 2005 and remains applicable for the accounting periods commencing before 1 January 2005.



## 董事會報告 (續)

### 模範守則

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

### 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，於二零零五年四月二十五日（為就付印本年報前，確定載於本報告內有關資料之最後可行日期），最少有25%之本公司已發行股本是由公眾所持有。

### 獨立非執行董事

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，本公司認為黃馳維先生、周浩明醫生及勞恒晃先生為獨立人士。

### 審核委員會

本公司已成立審核委員會，具有根據香港會計師公會建議之指引編製之明文職權範圍。目前，審核委員會成員包括本公司三名獨立非執行董事黃馳維先生、周浩明醫生及勞恒晃先生。審核委員會已審閱外部核數以及內部監控及風險評估之效率。年內，審核委員會曾召開兩次常規會議。本公司截至二零零四年十二月三十一日止年度之經審核財務報表已由審核委員會審閱。

## Directors' Report (continued)

### Model Code

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 (the "Code"). Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Code for the year under review.

### 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 25 April 2005 (being the latest practicable date prior to the printing of this annual report for the purpose of ascertaining the relevant information contained in this report).

### Independent Non-Executive Directors

The Company has received from each of its 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.

### Audit Committee

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. 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 of the Company. The audit committee has reviewed the effectiveness of both the external audit and of internal controls and risk evaluation. During the year, two regular meetings of the audit committee have been held. The audited financial statements of the Company for the year ended 31 December 2004 have been reviewed by the audit committee.

董事會報告 (續)

核數師

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

代表董事會  
主席  
葉俊亨

香港，二零零五年四月二十二日

Directors' Report (continued)

Auditors

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

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

Hong Kong, 22 April 2005