

## Other Information 其他資料

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 30 June 2006, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

Ordinary shares of HK\$0.20 each in the Company at 30 June 2006 (“Share”).

### 董事及行政總裁的證券權益

於二零零六年六月三十日，根據《證券及期貨條例》第三百五十二章規定須由本公司存備的登記冊所載，本公司各董事及行政總裁於本公司及其相聯法團（按《證券及期貨條例》第XV部所賦予的涵義）的股份、相關股份及債券證，或根據《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「上市規則」）《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

本公司每股面值0.20港元的普通股份（「股份」）。

Name of Director 董事姓名	Long Position (Share) 好倉 (股份)	Nature of Interests 權益性質	Approximate Percentage of Total Issued Share Capital as at 30 June 2006 (%) 於二零零六年 六月三十日 佔已發行股本總數 的概約百分比(%)
Datuk LIM Chee Wah (“Datuk Lim”) 林致華拿督（「林拿督」）	53,465,400 (Note附註1)	Interest through a controlled corporation 透過受控制公司 持有的權益	74.25
Mr. Percy ARCHAMBAUD-CHAO (“Mr. A. Chao”) 趙世雄先生（「趙先生」）	15,000,000 (Note附註2)	Interest through a controlled corporation 透過受控制公司 持有的權益	20.83



Other Information (Continued)  
其他資料 (續)**DIRECTORS' AND CHIEF EXECUTIVE'S  
INTERESTS IN SECURITIES (Continued)***Notes:*

1. The corporate interests in these Shares are held through VXL Capital Partners Corporation Limited ("VXL Partners"), a company wholly and beneficially owned by Datuk Lim. The interests in the 15,000,000 Shares are duplicated with that of Mr. A. Chao and those shown in Note 2 of the section headed "Substantial Shareholders' Interests in Securities" hereinafter.
2. The corporate interests in these Shares are held through Huge More Limited, a company wholly and beneficially owned by Mr. A. Chao. The interests in the 15,000,000 Shares are duplicated with that of Datuk Lim and those shown in Note 2 of the section headed "Substantial Shareholders' Interests in Securities" hereinafter.

Save as disclosed above, as at 30 June 2006, none of the directors, chief executive of the Company or their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register maintained under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**董事及行政總裁的證券權益 (續)***附註：*

1. 該等股份的公司權益乃透過由林拿督全資及實益擁有的 VXL Capital Partners Corporation Limited (「VXL Partners」) 持有。15,000,000 股股份權益與趙先生的權益及下文「主要股東的證券權益」一節附註 2 所顯示的權益重疊。
2. 該等股份的公司權益乃透過由趙先生全資及實益擁有的 Huge More Limited 持有。15,000,000 股股份的權益與林拿督的權益及下文「主要股東的證券權益」一節附註 2 所顯示的權益重疊。

除上文所披露者外，於二零零六年六月三十日，根據《證券及期貨條例》第三百五十二條規定須由本公司存備的登記冊所載，本公司全體董事及行政總裁概無本公司或其任何相聯法團（按《證券及期貨條例》第 XV 部所賦予的涵義）的股份、相關股份及債券證或根據《標準守則》須知會本公司及聯交所的權益及淡倉。



Other Information (Continued)  
其他資料(續)

**SUBSTANTIAL SHAREHOLDERS'  
INTERESTS IN SECURITIES**

As at 30 June 2006, the interests or short positions of every person, other than the directors and chief executive of the Company, in the shares and underlying shares of the Company, as recorded in the register maintained by the Company under section 336 of the SFO were as follows:

**主要股東的證券權益**

於二零零六年六月三十日，任何人士（並非本公司董事或總裁）於本公司股份及相關股份中擁有須根據《證券及期貨條例》第三百三十六條規定須由本公司存備的登記冊的權益或淡倉如下：

Name of shareholder 股東姓名	Long Position (Share) 好倉 (股份)	Nature of Interests 權益性質	Approximate Percentage of total issued share capital as at 30 June 2006 (%) 於二零零六年 六月三十日 佔已發行股本總數 的概約百分比(%)
VXL Partners	38,465,400 (Note附註1)	Beneficial interests 實益權益	53.42
	15,000,000 (Note附註2)	Security interests 保證權益	20.83
Huge More Limited	15,000,000 (Note附註2)	Interests through a controlled corporation 透過受控制公司 擁有之權益	20.83

Notes:

- These shares are registered in the name of VXL Partners, a company wholly and beneficially owned by Datuk Lim.
- These Shares are registered in the name of Huge More Limited, a company wholly and beneficially owned by Mr. A. Chao and in which VXL Partners has a security interest in the entire issued share capital. The interests in the 15,000,000 Shares are duplicated among themselves and those shown in Notes 1 & 2 of the section headed "Directors' and Chief Executive's Interests in Securities".

附註：

- 該等股份乃以林拿督全資及實益擁有的公司 VXL Partners 的名義登記。
- 該等股份乃以趙先生全資及實益擁有的公司 Huge More Limited 的名義登記。VXL Partners 於該公司的全部已發行股本中擁有證券權益。該 15,000,000 股股份的權益本身與「董事及行政總裁的證券權益」一節附註 1 及 2 所顯示的權益重疊。

Save as disclosed above, as at 30 June 2006, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register maintained under section 336 of the SFO.

除上文所披露者外，於二零零六年六月三十日，概無於其他本公司股份或相關股份的權益或淡倉載入根據《證券及期貨條例》第三百三十六條規定須由本公司存備的登記冊內。



**Other Information (Continued)**  
**其他資料 (續)****INTERIM DIVIDEND**

The Board of Directors has resolved not to declare any interim dividend for the six months ended 30 June 2006 (six months ended 30 June 2005: Nil).

**SHARE OPTION SCHEME**

On 5 June 2005, the Company adopted a new share option scheme (the "Share Option Scheme").

Pursuant to the Share Option Scheme, the Company may grant options to any employee or officer (whether full time or part time and including any executive director, but excluding any non-executive director and independent non-executive director) of the Company and its subsidiaries (the "Group"), to provide incentives or rewards for their contribution or potential contribution to the growth and development of the Group.

No options were granted, exercised, cancelled, lapsed under the Share Option Scheme during the period under review and there were no outstanding share options at 30 June 2006.

At 30 June 2006, the total number of shares available for issue under the Share Option Scheme was 7,200,000 shares which represented 10% of the then issued share capital of the Company on the approval date of the Share Option Scheme and the existing issued share capital of the Company at the date of this report.

**中期股息**

董事會議決不宣派截至二零零六年六月三十日止六個月的任何中期股息(截至二零零五年六月三十日止六個月：無)。

**購股權計畫**

於二零零五年六月五日，本公司採納新購股權計畫(「購股權計畫」)。

根據購股權計畫，本公司可向本公司及其附屬公司的任何僱員或高級人員(不論是全職或兼職員工，包括任何執行董事，惟不包括任何非執行董事及獨立非執行董事)授出購股權，作為彼等對集團發展有所貢獻或具有潛在貢獻的獎賞或報酬。

回顧期內，本公司並無根據購股權計畫授出、行使、註銷購股權或將購股權作廢。於二零零六年六月三十日並無尚未行使的購股權。

於二零零六年六月三十日，根據購股權計畫可供發行的股份總數為7,200,000股，佔批准購股權計劃當日本公司已發行股本及於本報告公佈日期本公司現有已發行股本的10%。



Other Information (Continued)  
其他資料(續)

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

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

## CORPORATE GOVERNANCE

### Compliance with the Code on Corporate Governance Practices

The Group is committed to maintain high standards of corporate governance and the Board of Directors considers that effective corporate governance is an essential factor to the corporate success and to enhancing shareholders' value.

The Company has applied the principles and complied with the code provisions of the Code of Corporate Governance Practices (the "CG Code") as set out in Appendix 14 to the Listing Rules throughout the accounting period covered by these interim results.

The Company reviewed the need for an internal audit function in April 2006 pursuant to Code 2.5 of the CG Code and considered it appropriate to continue with the practice of outsourcing the internal audit functions. Accordingly, in August 2006, the Company engaged Lawrence CPA Limited of Hong Kong to provide internal audit services to the Company and its subsidiaries for the financial year ending 31 December 2006 to enable the Company to discharge its annual review responsibilities pursuant to Code 2.1 and C.2.2 of the CG Code and report by the end of the year pursuant to C.2.3 of the CG Code.

## 購買、出售或贖回本公司的 已上市證券

於回顧期內，本公司或任何其附屬公司概無購買、出售或贖回本公司的任何已上市證券。

## 企業管治

### 遵守《企業管治常規守則》

集團致力維持高水平企業管治，董事會認為有效的企業管治乃企業賴以成功及提昇股東價值的要素。

本公司已於該等中期業績涉及的會計期間內，應用《上市規則》附錄十四的《企業管治常規守則》（「《企業管治守則》」）的原則及遵從適用的守則條文。

本公司已於本年四月根據《企業管治守則》第C.2.5條完成是否需要增設內部審核部門的檢討，並認為本公司應繼續現行外聘內部審核服務的常規。據此，於本年八月，本公司聘用了富勤會計師有限公司為本公司及其附屬公司提供截至二零零六年十二月三十一日止的財政年度內的內部審核服務，以確保本公司能履行其根據《企業管治守則》第C.2.1條及第C.2.2條的年度檢討責任及根據《企業管治守則》第C.2.3條於年終時作出報告。



Other Information (Continued)  
其他資料(續)

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本公司已於該等中期業績涉及的會計期間內，應用《上市規則》附錄十四的《企業管治常規守則》（「《企業管治守則》」）的原則及遵從適用的守則條文。

本公司已於本年四月根據《企業管治守則》第C.2.5條完成是否需要增設內部審核部門的檢討，並認為本公司應繼續現行外聘內部審核服務的常規。據此，於本年八月，本公司聘用了富勤會計師有限公司為本公司及其附屬公司提供截至二零零六年十二月三十一日止的財政年度內的內部審核服務，以確保本公司能履行其根據《企業管治守則》第C.2.1條及第C.2.2條的年度檢討責任及根據《企業管治守則》第C.2.3條於年終時作出報告。





Other Information (Continued)  
其他資料 (續)**CORPORATE GOVERNANCE (Continued)**

For the half year ended 30 June 2006, Lawrence CPA Limited conducted an interim audit on the effectiveness of the system of internal control with the scopes to evaluate and test the management's assertions of whether (a) the system of internal control of the Group including financial reporting, operational and compliance controls is effective; (b) the risk management process of the Group is effective; and (c) effective internal controls are maintained to safeguard the Group's assets.

Lawrence CPA Limited completed its interim internal audit report with the following conclusions:

1. There is no significant concern and nothing has come to their attention which causes them to believe that the above management assertions are not true;
2. The enterprise risk management process appears to be sufficient for controlling the principal risks that may negatively affect the achievement of the Group's objectives at different levels; and
3. Overall control over the financial reporting process of the first six months appears to be adequate.

In addition, Lawrence CPA Limited had conducted an IT audit of the Company and concluded that no material weakness has been found during the information technology audit for the period under review.

**企業管治 (續)**

富勤會計師有限公司對截至二零零六年六月三十日的六個月為止的內部監控制度效率進行了一次中期審計，範圍包括評估及測試管理層的下列聲明，其中包括(a)集團的內部監控制度，包括財務匯報、營運及合規監控是有效的；(b)集團的風險管理程序是有效的；及(c)集團維持有效的內部監控制度，以保障集團的財產。

富勤會計師有限公司已完成其中期內部監控報告，並得出下列結論：—

1. 沒有重大的事項及任何事情致使他們相信上述管理層聲明是不真實的；
2. 本公司顯得有足夠的風險管理程序在各層面監控那些能對實現集團目標帶來負面影響的主要風險；及
3. 首六個月的財務匯報程序的全面監控顯得足夠。

此外，富勤會計師有限公司已為本公司進行了一次資訊科技審計，結論為在該審計期間並無發現任何重大缺點。



Other Information (Continued)  
其他資料(續)

## CORPORATE GOVERNANCE (Continued)

The following are deviations to the CG Code due to reasonable grounds:

Pursuant to Code A.4.1 of the CG Code, non-executive directors shall be appointed for a specific term. However, all independent non-executive directors are not appointed for specific term except the lastly appointed director, Dr. Allen Lee who has a fixed term of one year. The Company is actively under consideration to fix the terms of all independent non-executive directors. In accordance with the Articles of Association of the Company, all directors are subject to retirement by rotation and re-election at annual general meetings.

Pursuant to Code A.4.2 of the CG Code, the directors shall retire by rotation at least once every three years. However, in accordance with the Company's bye-laws, the directors are not required to retire once in every three year but at each annual general meeting one-third of the directors for the time being shall retire from office by rotation. The Board will ensure the retirement of each director by rotation at least once every three years in order to comply with the Code Provisions to the Listing Rules.

### Internal Model Code

The Board adopted its "Model Code of Securities Dealings by Directors and Relevant Employees of the Company" (the "Internal Model Code") in September 2005 as the Group's guidelines regarding Directors' and relevant employees' securities transaction on terms no less exacting than the required standard as set out in the Model Code.

Having made specific enquiry of all Directors, during the six months ended 30 June 2006, the Directors have complied with the Internal Model Code in their securities transactions.

## 企業管治 (續)

以下乃因合原因出現偏離《企業管治守則》的情況：

根據《企業管治守則》第A.4.1條，非執行董事的委任應有指定任期。然而，除最後被委任的董事李鵬飛博士有一年的指定任期外，所有獨立非執行董事均無指定任期。本公司現正考慮向所有獨立非執行董事定立指定任期。按照本公司的《公司章程細則》，全體董事均須於股東週年大會上輪值退任及膺選連任。

根據《企業管治守則》第A.4.2條，董事須最少每三年輪值退任一次。然而，按照本公司的細則，董事毋須每三年退任一次，惟於每次股東週年大會，當時三份一的董事須輪值退任。董事會將確保每名董事均最少每三年輪值退任一次，以符合《上市規則》所載的守則條文。

### 《內部標準守則》

於二零零五年九月，董事會採納《本公司董事及有關僱員進行證券交易的標準守則》（「《內部標準守則》」）作為集團關於董事及有關僱員按不遜於《標準守則》的條款進行證券交易的指引。

經向全體董事作出特定查詢後，於截至二零零六年六月三十日止六個月內，董事已進行證券交易時遵守《內部標準守則》的規定。





**Other Information (Continued)**  
**其他資料 (續)****AUDIT COMMITTEE**

The written terms of reference stating the composition, authority and duties of the Audit Committee has been reviewed on 27 September 2005 pursuant to Section C.3 of Appendix 14 to the Listing Rules. The Audit Committee comprises three independent non-executive directors, namely Mr. Michael YEE Kim Shing (the Chairman), Mr. Alan Howard SMITH, J.P., and Dr. Allen LEE Peng Fei, J.P.. The current unaudited interim result announcement for the six months ended 30 June 2006 has been reviewed by the Audit Committee and also by external auditors in accordance with Statement of Auditing Standard 700 "Engagements to review interim financial reports" issued by the Hong Kong Institute of Certified Public Accountants and the Audit Committee.

By order of the Board  
**Datuk LIM Chee Wah**  
*Chairman*

Hong Kong, 25 September 2006

**審核委員會**

本公司已根據《上市規則》附錄十四第C.3節，於二零零五年九月二十七日對列明審核委員會成員、權力及職責的書面職權範圍作出審閱。審核委員會由三名獨立非執行董事組成，包括余金盛先生(主席)、史亞倫太平紳士及李鵬飛博士平紳士。截至二零零六年六月三十日止六個月未經審核中期業績報告已由審核委員會審閱，並由外部核數師根據香港會計師公會所頒布的《核數準則》第700號《審閱中期財務報告的委聘》審閱。

承董事會命  
主席  
林致華拿督

香港，二零零六年九月二十五日

