

The directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2006.

## **GROUP REORGANISATION**

The Company was incorporated in the Cayman Islands on 26 August 2005 as an exempted company with limited liability under the Companies Law of the Cayman Islands. Pursuant to the reorganisation as disclosed in the prospectus of the Company dated 12 May 2006 (the "Prospectus") to rationalise the structure of the Group in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company became the holding company of all other companies now comprising the Group on 8 May 2006 (the "Reorganisation"). Further details of the Reorganisation are set out in Note 1 to the consolidated financial statements of the Group.

Following the completion of the Reorganisation, the Company's shares ("Shares") were listed on the Stock Exchange on 24 May 2006 ("Listing Date").

## **PRINCIPAL ACTIVITIES**

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are provision of port services. Particulars of its subsidiaries and associates are set out in note 32 to the financial statements.

An analysis of the Group's performance for the year is set out in note 5 to the financial statements.

## **RESULTS AND APPROPRIATIONS**

The results of the Group for the year ended 31 December 2006 are set out in the consolidated income statement on page 41.

The directors recommend the payment of a final dividend of HK2.3 cents per ordinary share for the year ended 31 December 2006, totaling HK\$41,094,000.

## **RESERVES**

Movements in the reserves of the Group and the Company during the year are set out in note 26 to the financial statements.

## **PROPERTY, PLANT AND EQUIPMENT**

Details of the movements in property, plant and equipment of the Group and the Company are set out in note 15 to the financial statements.

## **SHARE CAPITAL**

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

## **DISTRIBUTABLE RESERVES**

Distributable reserves of the Company at 31 December 2006, amounted to HK\$74,059,000 (2005: loss of HK\$426,000).

## BORROWINGS

Particulars of borrowings of the Group as at 31 December 2006 are set out in note 27 to the financial statements.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## 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 82 to 83.

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the year, there was no purchase, sale or redemption by the Company of its securities except its issue of 664,700,000 new shares (taking into account the exercise of the over allotment option in full) as disclosed in the Prospectus.

## SHARE OPTION SCHEME

Pursuant to the written resolution passed by the sole shareholder of the Company on 26 April 2006, a share option scheme (the "Scheme") was approved and adopted. Details of the Scheme are set out in the Prospectus. Relevant information relating to the Scheme is also set out as follows:

### a. Purpose of the Scheme

The purpose of the Scheme is to provide incentive to eligible persons for their contribution to the Group. The Board of Directors may offer to grant options to any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; any directors of the Company or any of its subsidiaries or any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries.

### b. Maximum Number of Shares Available for Issue Under the Scheme

Except with the approval of the Company's shareholders at general meeting and the issue of a circular by the Company, the total number of Shares which may be issued upon exercise of all options to be granted under the Scheme must not in aggregate exceed 10% of the total number of Shares in issue immediately following completion of the Share Offer (including the Hong Kong Public Offer, the International Placing and the Preferential Offer). No options may be granted under the Scheme if this will result in such limit being exceeded. As at the date of this report, the Company has granted share options representing the right to subscribe for 13,400,000 Shares under the Scheme, representing approximately 0.7% of the total number of Shares in issue.

### c. Maximum Entitlement of Each Participant Under the Scheme

Except with the approval of the Company's shareholders at general meeting and the issue of a circular by the Company, no option shall be granted to any participant if any further grant of options would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including both exercised, cancelled and outstanding options) in any 12-month period up to and including such further grant would exceed 1% of the total number of Shares in issue as at the date of grant.

**SHARE OPTION SCHEME** (Continued)**d. Period and Payment on Acceptance of Options**

An offer of grant of an option may be accepted by a grantee and will have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee. A consideration of HK\$1.00 is payable on acceptance of the offer of grant of an option.

**e. Basis of Determining the Exercise Price**

The subscription price of a Share in respect of any particular option granted under the Scheme shall be a price determined by the Board of Directors and notified to the participants and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

**f. Period of the Scheme**

Subject to earlier termination by the Company in general meeting or by the Board of Directors, the Scheme shall be valid and effective for a period of ten years from the date of adoption, i.e. 26 April 2006.

Details of the share options granted, exercised, lapsed and cancelled under the Scheme up to the reporting date are as follows:

	Granted	Exercised	Lapsed	Cancelled	Outstanding options held as at the reporting date	Approximate percentage of issued share capital of the Company (%)	Exercise price HK\$	Grant date (Note)	Exercise period
<b>Executive Directors</b>									
Nie Jiansheng	2,100,000	-	-	-	2,100,000	0.12	2.28	01/08/2006	01/02/2007-01/08/2016
Zhang Jinming	2,000,000	-	-	-	2,000,000	0.11	2.28	01/08/2006	01/02/2007-01/08/2016
Yu Rumin	1,900,000	-	-	-	1,900,000	0.11	2.74	03/02/2007	03/08/2007-03/02/2017
Xue Lingsen	1,100,000	-	-	-	1,100,000	0.06	2.28	01/08/2006	01/02/2007-01/08/2016
Yuan Baotong	1,100,000	-	-	1,100,000	-	-	2.28	01/08/2006	01/02/2007-01/08/2016
Jiao Hongxun	1,100,000	-	-	-	1,100,000	0.06	2.28	01/08/2006	01/02/2007-01/08/2016
<b>Non-executive Director</b>									
Wang Guanghao	2,300,000	-	-	-	2,300,000	0.13	2.28	01/08/2006	01/02/2007-01/08/2016
<b>Other employees</b>									
	1,800,000	-	-	-	1,800,000	0.10	2.28	01/08/2006	01/02/2007-01/08/2016
<b>Total</b>	<b>13,400,000</b>	<b>-</b>	<b>-</b>	<b>1,100,000</b>	<b>12,300,000</b>	<b>0.69</b>			

Note: The share price of the Company at the date before the grant date of 1 August 2006 and 3 February 2007 were HK\$2.28 and HK\$2.74 respectively.

## DIRECTORS

The directors during the year were:

### Executive Directors:

Mr. Nie Jiansheng  
Mr. Zhang Jinming  
Mr. Yu Rumin (*Appointed on 24 November 2006*)  
Mr. Xue Lingsen  
Mr. Yuan Baotong (*Resigned on 31 December 2006*)  
Mr. Jiao Hongxun

### Non-executive Director:

Mr. Wang Guanghao

### Independent Non-executive Directors:

Mr. Kwan Hung Sang, Francis  
Professor Japhet Sebastian Law  
Dr. Cheng Chi Pang, Leslie

In accordance with Article 112 of the Company's Articles of Association, Mr. Nie Jiansheng, Mr. Zhang Jinming, Mr. Yu Rumin, Mr. Xue Lingsen, Mr. Jiao Hongxun, Mr. Wang Guanghao, Mr. Kwan Hung Sang, Francis, Professor Japhet Sebastian Law and Dr. Cheng Chi Pang, Leslie shall retire by rotation and being eligible, offer themselves for reelection at the forthcoming annual general meeting.

## DIRECTORS' SERVICE CONTRACTS

Each of the executive directors and non-executive directors of the Company during the year has entered into a service contract with the Company on 26 April 2006 until the expiry of the annual general meeting in 2008 with effect from the Listing Date for a term of three years. Each of these contracts may be terminated by executive directors and non-executive directors giving not less than three months' notice in writing.

The independent non-executive directors are appointed for a period of two years commencing from the Listing Date in accordance with their respective appointment letters.

Save as disclosed above, none of the directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTEREST IN CONTRACTS

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

## BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out on pages 17 to 20.

## DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 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"), which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short positions which the directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO, or which are required to be and are recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise required to be notified to the Company, and the Stock Exchange pursuant to the Model Code for Securities Transactions by directors of Listed Companies contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

Name of Directors	Long position/ Short position	Number of shares	Number of share options outstanding	Exercise price HK\$	Date of grant	Aggregate percentage of interest %
Wang Guanghao	Long position	–	2,300,000	2.28	01/08/2006	0.13%
Nie Jiansheng	Long position	–	2,100,000	2.28	01/08/2006	0.12%
Zhang Jinming	Long position	–	2,000,000	2.28	01/08/2006	0.11%
Xue Lingsen	Long position	–	1,100,000	2.28	01/08/2006	0.06%
Jiao Hongxun	Long position	–	1,100,000	2.28	01/08/2006	0.06%
Kwan Hung Sang, Francis*	Long position	520,000	–	–	–	0.03%

\* The above interests are held in the capacity as a beneficial owner.

## INTEREST IN ISSUED ORDINARY SHARES AND UNDERLYING SHARES OF ASSOCIATED CORPORATIONS

As at 31 December 2006, certain directors of the Company had interests in the issued ordinary shares and underlying shares covered by options granted under the share option schemes of an associated corporation (within the meaning of SFO), Tianjin Development Holdings Limited ("Tianjin Development") as follows:

Name of Directors	Long position/ Short position	Number of shares	Number of share options outstanding	Exercise price HK\$	Date of grant	Exercise period	Aggregate percentage of interest (%)
Wang Guanghao	Long position	–	1,000,000	3.10	23/12/2004	28/12/2004 – 21/11/2007	0.10%
Yu Rumin	Long position	–	900,000	3.10	23/12/2004	28/12/2004 – 21/11/2007	0.09%
Nie Jiansheng	Long position	–	700,000	3.10	23/12/2004	28/12/2004 – 21/11/2007	0.07%

## SHAREHOLDERS WITH NOTIFIABLE INTERESTS

As at 31 December 2006, other than the interests and short positions held by directors and chief executive of the Company as disclosed above, the following corporations have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of shareholder	Capacity	Number of shares in which the shareholder has deemed to have interests	Percentage of shareholding (%)
Leadport Holdings Limited	Beneficial owner	1,122,000,000	62.8%
Tianjin Development ( <i>Note 1</i> )	Interest of controlled corporations	1,122,000,000	62.8%
Tsinlien Group Company Limited (“Tsinlien”) ( <i>Note 2</i> )	Interest of controlled corporations	1,148,820,000	64.3%

### Notes:

- Leadport Holdings Limited is a wholly-owned subsidiary of Tianjin Development. By virtue of the SFO, Tianjin Development is deemed to be interested in all the Shares held by Leadport Holdings Limited.
- Tianjin Development is a subsidiary of Tianjin Investment Holdings Limited which in turn is a wholly-owned subsidiary of Tsinlien. As at 31 December 2006, Tianjin Investment Holdings Limited is directly interested in 26,820,000 Shares, representing approximately 1.5% of the issued share capital of the Company. Tsinlien Venture Capital Company Limited is a wholly-owned subsidiary of Tsinlien and a shareholder of Tianjin Development. By virtue of the SFO, Tsinlien is deemed to be interested in all the Shares held by or deemed to be interested in by each of Tianjin Development, Tianjin Investment Holdings Limited and Tsinlien Venture Capital Company Limited.

Save as disclosed above, as at 31 December 2006, the register maintained by the Company pursuant to section 336 of the SFO recorded no other interests or short positions in the shares and underlying shares of the Company.

## MANAGEMENT CONTRACT

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.

## MAJOR SUPPLIERS AND CUSTOMERS

The percentages of purchases and sales for the year ended 31 December 2006 attributable to the Group’s major suppliers and customers are as follows:

Purchases	
– the largest supplier	10.7%
– five largest suppliers combined	25.9%
Sales	
– the largest customer	11.9%
– five largest customers combined	38.8%

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company’s share capital) had an interest in the major suppliers or customers noted above.

## CONNECTED TRANSACTIONS

### A. Continuing Connected Transactions

The Board, including the independent non-executive directors of the Company, has reviewed and confirmed that the continuing connected transactions set out below have been entered into:

- i. in the usual and ordinary course of businesses of the Group;
- ii. on normal commercial terms; and
- iii. in accordance with the relevant written agreements governing on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

In accordance with paragraph 14A.38 of the Rules Governing the Listings of Securities on The Stock Exchange of Hong Kong Limited, the Board of Directors engaged the auditors of the Company to perform certain factual finding procedures on the continuing connected transactions set out below on a sample basis in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants. The auditors have reported their factual findings for the selected samples based on the agreed procedures to the Board of Directors.

The Auditors of the Company confirmed to the directors in writing in respect of the continuing connected transactions set out below for the year ended 31 December 2006:

- i. were approved by the Directors of the Company;
- ii. were entered into in accordance with the terms of the respective written agreement; and
- iii. did not exceed the respective annual limits for the relevant continuing connected transactions disclosed in the Prospectus dated 12 May 2006.

We have entered into a number of agreements with certain subsidiaries of Tianjin Port (Group) Co., Ltd. (“Tianjin Port Group”) for the year ended 31 December 2006. The Stock Exchange has exercised its discretion under Rule 14A.06 of the Listing Rules to deem Tianjin Port Group as a connected person of the Company.

Details of the continuing connected transactions of the Company are as follows:

#### **(1) Continuing connected transactions exempt from the independent shareholders’ approval requirements**

The transactions set out in (i) and (ii) below constitute continuing connected transactions for the Company under Rule 14A.34 of the Listing Rules and are exempt from the independent shareholders’ approval requirement but subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47 of the Listing Rules. Conditional waivers have been granted by the Stock Exchange from strict compliance by the Company with the disclosure requirements for the year ended 31 December from 2006 to 2008 for these transactions.

## CONNECTED TRANSACTIONS *(Continued)*

### A. Continuing Connected Transactions *(Continued)*

#### (1) Continuing connected transactions exempt from the independent shareholders' approval requirements *(Continued)*

##### *i. Supply of water by Tianjin Port Construction and Engineering Company ("Tianjin Port Construction and Engineering"), a wholly-owned subsidiary of Tianjin Port Group*

Date of agreement:	8 May 2006
Covenant parties:	<ul style="list-style-type: none"> <li>• Tianjin Port Container Terminal Co., Limited ("Tianjin Container") and Tianjin Harbour Second Stevedoring Co., Limited ("Tianjin Second Stevedoring")</li> <li>• Tianjin Port Construction and Engineering</li> </ul>
Terms:	<ul style="list-style-type: none"> <li>• 8 May 2006 – 31 December 2008</li> <li>• The fees were charged in relation to services are determined according to the usage by the Group and the prices prescribed by the PRC Government</li> </ul>
Object:	To provide water to Tianjin Container and Tianjin Second Stevedoring and their subsidiaries nominated by them from time to time
Waiver granted by the Stock Exchange in respect of the annual cap for the year ended 31 December 2006:	RMB5,000,000 (Approximately HK\$4,800,000)
Actual amount of fees for the year ended 31 December 2006:	RMB4,845,000 (Approximately HK\$4,741,000)



**CONNECTED TRANSACTIONS** *(Continued)***A. Continuing Connected Transactions** *(Continued)***(1) Continuing connected transactions exempt from the independent shareholders' approval requirements** *(Continued)***ii. Provision of communications services by Tianjin Communications Navigation Company Limited ("Tianjin Communications Navigation"), a wholly-owned subsidiary of Tianjin Port Group**

Date of agreement:	8 May 2006
Covenant parties:	<ul style="list-style-type: none"> <li>• Tianjin Container and Tianjin Second Stevedoring</li> <li>• Tianjin Communications Navigation</li> </ul>
Terms:	<ul style="list-style-type: none"> <li>• 8 May 2006 – 31 December 2008</li> <li>• The fees were charged in relation to services are determined according to the usage by the Group and the prices prescribed by the PRC Government</li> </ul>
Object:	To provide communications services to Tianjin Container and Tianjin Second Stevedoring and their subsidiaries nominated by them from time to time
Waiver granted by the Stock Exchange in respect of the annual cap for the year ended 31 December 2006:	RMB1,300,000 (Approximately HK\$1,200,000)
Actual amount of fees for the year ended 31 December 2006:	RMB872,000 (Approximately HK\$853,000)

## CONNECTED TRANSACTIONS *(Continued)*

### A. Continuing Connected Transactions *(Continued)*

#### (2) Non-exempt continuing connected transaction

The following transaction constitutes a non-exempt continuing connected transaction for the Company and will be subject to the reporting and announcement requirements and the approval by the independent shareholders of the Company in general meeting as required under Rule 14A.35 of the Listing Rules. Conditional waivers have been granted by the Stock Exchange to the Company from strict compliance with the disclosure and independent shareholders' approval requirements under the Listing Rules for the period from 8 May 2006 to 31 December 2008 for this transaction.

#### *i. Supply of electricity by Tianjin Port Electricity Company ("Tianjin Port Electricity"), a wholly-owned subsidiary of Tianjin Port Group*

Date of agreement:	8 May 2006
Covenant parties:	<ul style="list-style-type: none"> <li>• Tianjin Container and Tianjin Second Stevedoring</li> <li>• Tianjin Port Electricity</li> </ul>
Terms:	<ul style="list-style-type: none"> <li>• 8 May 2006 – 31 December 2008</li> <li>• The fees were charged in relation to services are determined according to the usage by the Group and the prices prescribed by the PRC Government</li> </ul>
Object:	To provide electricity to Tianjin Container and Tianjin Second Stevedoring and their subsidiaries nominated by them from time to time
Waiver granted by the Stock Exchange in respect of the annual cap for the year ended 31 December 2006:	RMB28,600,000 (Approximately HK\$27,500,000)
Actual amount of fees for the year ended 31 December 2006:	RMB26,195,000 (Approximately HK\$25,631,000)

**CONNECTED TRANSACTIONS** *(Continued)***B. Exempt continuing connected transactions**

The following transaction constitutes a continuing connected transaction for the Company under Rule 14A.33(3) of the Listing Rules and is exempt from the reporting, announcement and independent shareholders' approval requirements of Chapter 14A of the Listing Rules. Notwithstanding the fact that the following transaction is exempt from the reporting, announcement and independent shareholders' approval requirements of Chapter 14A of the Listing Rules, we disclosed the details of the transaction below, on a voluntary basis, in order to increase transparency of our transactions with Tianjin Port Group.

**i. Provision of fee collection services to Tianjin Port Group**

Date of agreement:	8 May 2006
Covenant parties:	<ul style="list-style-type: none"> <li>• Tianjin Container and Tianjin Second Stevedoring</li> <li>• Tianjin Port Group</li> </ul>
Terms:	8 May 2006 – 31 December 2008
Object:	To collect various fees, including but not limited to port construction fees and port management fees, from their customers and forward them to Tianjin Port Group in accordance with relevant PRC regulations. No service fees will be paid by Tianjin Port Group to Tianjin Container and/or Tianjin Second Stevedoring for the fee collection services
Fee collected on behalf of Tianjin Port Group for the year ended 31 December 2006:	RMB243,150,000 (Approximately HK\$237,916,000)

## CONNECTED TRANSACTIONS *(Continued)*

### C. Agreement for Purchase of Leased Equipment

On 8 May 2006, Tianjin Container entered into an agreement with Tianjin Port Group to terminate the equipment lease agreement and purchase any remaining equipment being used by Tianjin Container at a purchase price of RMB31.1 million (equivalent to HK\$29.9 million) based on an independent valuation of the value of the equipment. The purchase was completed on 9 May 2006.

### D. Agreements for the Acquisition of Land Use Rights, Berths and Railways

The Group entered into two agreements with the Bureau of Land and Resources and Housing Management of the Municipality of Tianjin (“Tianjin Land Bureau”) and Tianjin Port Group and two agreements with Tianjin Port Group (the “Acquisition Agreements”) on 8 May 2006 to acquire the land use rights, berths and railways (the Properties”) that were the subject of the original lease agreements (the “Original Lease Agreements”) entered into in 1997 from Tianjin Port Group for an aggregate consideration of RMB894 million (equivalent to approximately HK\$860 million). The Original Lease Agreements were terminated with effect on the same date. The consideration for the purchase of the Properties was based on an independent valuation by a qualified domestic appraisal firm certified by the Tianjin Land Bureau and has been confirmed by the Tianjin Land Bureau.

Upon signing of the Acquisition Agreements, the Original Lease Agreements were also terminated. Tianjin Container and Tianjin Second Stevedoring are entitled to use and occupy the relevant land at no charge prior to the issuance of the land use rights certificate in their name.

### E. Agreement for Purchase of Equipment

On 26 July 2006, Tianjin Second Stevedoring entered into a sale and purchase agreement with Tianjin Port Group Storage Company, a wholly-owned subsidiary of Tianjin Port Group, for the purchase of 2 sets of transtainers (the “Equipment”) for use in its daily operations. The consideration for the sale and purchase of the Equipment approximately RMB3,708,000 (equivalent to approximately HK\$3,600,000) is based on the net book value of the Equipment as at 31 May 2006 which is a commercial decision and arrived at after arm’s length negotiation with Tianjin Port Group Storage Company.

In respect of the aforesaid transaction, please refer to the announcement dated 26 July 2006 published by the Company on 27 July 2006 for further details.

### F. Historical Agreements with Tianjin Port Group

The following agreements have been terminated when the shares of the Company were listed on the Main Board of the Stock Exchange on 24 May 2006.

- i. Equipment lease agreement
- ii. Container reconfiguration storage service agreement
- iii. Provision of supporting services and auxiliary services agreements
- iv. Inventory management and material supplies agreement
- v. Berths, railways and storage space facilities leasing agreements

The details of the above agreements had been disclosed on page 111 to 112 of the Prospectus.

## INTERESTS IN COMPETITORS

Mr. Yu Rumin is the vice chairman and chief executive director of Tianjin Port Group, as well as the chairman and a director of Tianjin Port Limited, which is a subsidiary of Tianjin Port Group. Tianjin Port Group operates the businesses of handling containerised and non-containerised cargo through its various subsidiaries and associated companies.

As the board of the Company is independent of the board of Tianjin Port Group (save for Mr. Yu, who is the vice chairman and chief executive director of Tianjin Port Group, is the only common director in both of these companies), the Group is capable of carrying on its businesses independently of the businesses of Tianjin Port Group .

Save as disclosed above and within the knowledge of the Directors, as at the date of this report, none of the Directors and their respective associates had any interest in a business which competes or may compete with the business of the Group.

## COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules for the period commencing from Listing Date to 31 December 2006. A report on the principal corporate governance practices adopted by the Company is set out on page 21 to 26.

## COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to Listing Rules as the 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 since the Listing Date to 31 December 2006.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

## AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

**WANG Guanghao**

*Chairman*

Hong Kong, 18 April 2007