

Report of the Directors

The directors submit their first report together with the audited accounts for the year ended 31st December 2000.

Group reorganisation

The Company was incorporated in the Cayman Islands on 6th September 2000 as an exempted company with limited liability under the Companies Law (2000 Revision) of the Cayman Islands.

On 29th December 2000, pursuant to a group reorganisation (the “Reorganisation”) in preparation for the listing of the shares in the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company acquired the entire issued share capital of Glory Access Limited (“Glory Access”) through a share swap and became the holding company of Glory Access and its subsidiaries. Details of the Reorganisation are set out in the prospectus of the Company dated 4th January 2001. The shares of the Company were listed on the Stock Exchange on 16th January 2001.

The Reorganisation has been reflected in the accounts by regarding the Company as having been the holding company of the Group since 1st January 1999. The basis of presentation for these accounts is set out in note 1 to the accounts.

Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 13 to the accounts.

An analysis of the Group's turnover and contribution to profit before taxation for the year by principal activities and markets is set out in note 3 to the accounts.

Results and appropriations

The results for the year are set out in the consolidated profit and loss account on page 19.

The Directors do not recommend the payment of a final dividend.

The details of dividends paid and declared by the Company's subsidiaries before the Reorganisation during the year are set out in note 8 to the accounts.

Report of the Directors

Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 21 to the accounts.

Donations

Charitable and other donations made by the Group during the year amounted to HK\$1,000,000.

Fixed assets

Details of the movements in fixed assets of the Group are set out in note 12 to the accounts.

Share capital

Details of the movements in share capital of the Company are set out in note 20 to the accounts.

Distributable reserves

There is no distributable reserve of the Company as at 31st December 2000 calculated under the Companies Law (2000 Revision) of the Cayman Islands.

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 49.

Purchase, sale or redemption of shares

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.

Report of the Directors

Directors

The directors during the year were:

Mr. Wong Chor Wo	(appointed on 6th September 2000)
Ms. Rosita Andres	(appointed on 6th September 2000)
Mr. Wong Chor Sang	(appointed on 29th December 2000)
Mr. Po, Eric	(appointed on 29th December 2000)
Mr. Kwok Kee Ho, Danny	(appointed on 29th December 2000)
Mr. Chan Sheung Kwan *	(appointed on 29th December 2000)
Mr. Chan Sze Shing, Leo *	(appointed on 29th December 2000)
Ms. Joanna Lawrence	(first director, appointed and resigned on 6th September 2000)

* *Independent non-executive directors*

In accordance with Article 99 of the Company's Articles of Association, Mr. Wong Chor Sang, Mr. Po, Eric, Mr. Kwok Kee Ho, Danny, Mr. Chan Sheung Kwan and Mr. Chan Sze Shing, Leo retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Director's service contracts

Each of the Executive Directors has entered into a Director's Service Contract with the Company for a term of 2 years beginning on 16th January 2001. The contracts may be terminated by either party thereto giving to the other 3 month's prior notice in writing.

The five Executive Directors together are entitled to a fixed salary of HK\$2,535,000 per annum in aggregate and any further performance related bonus shall be determined by the Company having regard to the operating results of the Group provided that the total sum of any performance related bonus payable to all the Directors in respect of any financial year shall not exceed 5% of the audited consolidated net profit after taxation of the Group in respect of the same financial year.

Save as disclosed above, none of the Directors who are proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

Report of the Directors

Biographical details of directors and senior management

Executive Directors

Mr. Wong Chor Wo, aged 49, is the Chairman of the Company and the founder of the Group. Mr. Wong has over 28 years' experience in the handbag industry. He is responsible for formulating the overall business strategies and plans of the Group. He also oversees the finance and product development of the Group. Mr. Wong was appointed as a consultant to the Returned Overseas Chinese Association of Sichuan Province, a committee member of the Sichuan Chinese Overseas Friendship Association, and All-China Federation of Returned Overseas Chinese Committee Member in April, May 2000 and March 2001 respectively.

Mr. Wong Chor Sang, aged 43, is an Executive Director and the Vice Chairman of the Company. He joined the Group in September 1987 and is in charge of the purchasing of raw materials and subcontracting business. He assists Mr. Wong, the Chairman of the Company, in the day-to-day affairs of the Group. Mr. Wong Chor Sang has over 25 years' experience in the handbag industry. He is the brother of Mr. Wong.

Mr. Po, Eric, aged 31, is an Executive Director, the Chief Financial Officer and the Company Secretary of the Company. Mr. Po joined the Group in April 2000 and is responsible for the financial control and management of the Group. He has over six years' experience in auditing and corporate finance. Mr. Po graduated from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) with a Bachelor of Arts (Honours) degree in Business Studies. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Society of Accountants.

Mr. Kwok Kee Ho, Danny, aged 33, is an Executive Director and the production manager of the Company. He has over six years' experience in the handbag industry. Mr. Kwok joined the Group in May 1995 and has substantial experience in factory operations and management. He mainly stations at the Hui Zhou factory and is responsible for the overall management and planning of the Group's production facilities in the PRC.

Ms. Rosita Andres, aged 46, is an Executive Director. Ms. Andres has over 20 years' experience in the handbag industry. She joined the Group in September 1987 and is presently responsible for the overall management and daily operations of the Company. Ms. Andres is the wife of Mr. Wong, the Chairman of the Company.

Report of the Directors

Independent non-executive Directors

Mr. Chan Sheung Kwan, aged 37, is a Non-executive Director. He is a fellow member of the Hong Kong Society of Accountants and Chartered Financial Analyst. He holds a Bachelor of Social Science degree from the University of Hong Kong and a Master of Business Administration degree from the University of Birmingham. He has over 12 years' diversified experience in banking, auditing and accounting.

Mr. Chan Sze Shing, Leo, aged 45, is a Non-executive Director. He obtained his Bachelor of Arts degree from the University of Calgary, Alberta, Canada. Upon his return to Hong Kong, he joined the Legal Department of Hong Kong as a Court Prosecutor in Criminal Prosecution. He was awarded a legal scholarship and obtained his LLB degree and Professional Certificate in Law from the University of Hong Kong. He was called to the Hong Kong Bar as a Barrister-at-Law working as a Crown Counsel for the Hong Kong Government. He is currently a barrister practicing law in Hong Kong and is a member of the Hong Kong Bar Association. He was appointed to sit as a temporary magistrate in 1997 and is presently sitting as a deputy magistrate in the Magistracy courts in Hong Kong.

Senior management

Ms. Chan Siu Ling, aged 31, is the sales and purchasing manager of the Group. Ms. Chan has over 13 years' experience in the sales and marketing of handbags and related products. Ms. Chan joined the Group in November 1992. She is responsible for the sales and marketing of the Group's handbag business in the US, Japan and Europe.

Ms. Chiu Wan Yee, Wendy, aged 37, is the personnel and administration manager of the Group. Ms. Chiu joined the Group in October 1994 and has over 10 years' experience in administration. She is responsible for the general administration and personnel activities within the Group.

Mr. Tse Siu Yung, Simon, aged 34, is the merchandising manager of the Group. Mr. Tse graduated from the Bunka Fashion College in Japan with a Certificate in Fashion. He has over nine years' experience in the handbag industry. Mr. Tse joined the Group in April 1999 and is responsible for the sales of handbags in Japan, the US and Europe.

Report of the Directors

Directors' interests in contracts

Apart from the Reorganisation and those disclosed in note 26 to the accounts, no contracts of significance in relation to the Group's business to which the Company, 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.

Directors' interests in equity or debt securities

At 31st December 2000, the interests of the directors and chief executives in the shares, warrants and options of the Company and its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI ordinance")), as notified to the Company were as follows:

(a) Ordinary shares of HK\$0.10 each

Name of director	Number of shares				Total
	Personal interest	Family Interest	Corporate interest	Other interest	
Mr. Wong Chor Wo	—	16,000,000 (note 1)	144,000,000 (note 3)	—	160,000,000
Ms. Rosita Andres	—	144,000,000 (note 2)	16,000,000 (note 4)	—	160,000,000

Notes:

- 1 These shares are ultimately beneficially owned by Ms. Rosita Andres, the wife of Mr. Wong Chor Wo.
- 2 These shares are ultimately beneficially owned by Mr. Wong Chor Wo, the husband of Ms. Rosita Andres.
- 3 These shares are registered in the name of Wisechoice Assets Limited, the entire issued share capital of which is held by Mr. Wong Chor Wo.
- 4 The shares are registered in the name of Accuport Developments Limited, the entire share capital of which is held by Ms. Rosita Andres.

Report of the Directors

(b) Share options

Under a share option scheme approved by the shareholders of the Company, the Directors of the Company may, at their discretion, invite full-time employees of the Group, including full-time Executive Directors of the Group, to take up options to subscribe for shares in the Company subject to the terms and conditions stipulated therein.

The maximum number of shares subject to the share option scheme shall not exceed 10% of the issued share capital of the Company from time to time, excluding for this purpose shares allotted and issued upon the exercise of options granted under the share option scheme. No option has been granted up to the date of this report.

Apart from the above, at no time during the year was the Company or its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Substantial shareholders

At 31st December 2000, the Company had not been notified of any substantial shareholders' interests, being 10% or more of the Company's issued share capital, other than those of the directors and chief executives as disclosed above.

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.

Report of the Directors

Major customers and suppliers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

- the largest supplier	30%
- five largest suppliers combined	48%

Sales

- the largest customer	30%
- five largest customers combined	72%

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.

Audit Committee

The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants.

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the Group audit. It also reviews the effectiveness both of the external and internal audit and of internal controls and risk evaluation. The Committee comprises two independent non-executive directors, namely Mr. Chan Sheung Kwan and Mr. Chan Sze Shing, Leo.

Directors' interest in competing business

None of the Directors of the Company had interest in a business which competes or may compete with the business of the Group.

Subsequent events

Details of the subsequent events of the Group are set out in note 27 to the accounts.

Report of the Directors

Pre-emptive rights

There are no provisions for pre-emptive rights under the Company's Memorandum of Association although there are no restrictions against such rights under the laws in the Cayman Islands.

Auditors

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

On behalf of the Board

WONG CHOR WO

Chairman

Hong Kong, 18th April 2001