## Directors' Report

The Directors are pleased to present their first annual report together with the audited accounts of the Company for the year ended 31 December 2006.

## **Group Reorganisation and Listing**

The Company was incorporated in the Cayman Islands under the Cayman Companies Law as an exempted company with limited liability on 21 March 2006 and was registered on 22 August 2006 as an oversea company in Hong Kong under Part XI of the Companies Ordinance.

For the purpose of the listing of and permission to deal in the Company's shares (the "Shares") on the Main Board of The Stock Exchange, the Company has undergone a series of reorganisation to rationalise its group structure (the "Group Reorganisation"). Details of the Group Reorganisation are set out in appendix VI to the Prospectus.

The Shares have been listed on the Main Board of the Stock Exchange since 1 February 2007.

## **Principal Activities**

The principal activity of the Company is investment holding. Details of the principal activities of each member of the Company are set out in note 31 to the financial statements.

The principal activities of each member of the Company during the year ended 31 December 2006 are manufacturing, marketing and selling our branded prescription and over-the-counter western pharmaceuticals and modern Chinese medicine products, including modern Chinese medicine injectibles, for the Chinese market.

#### **Results and Dividends**

The results of the Company for the year ended 31 December 2006 are set out in the consolidated income statement on page 30.

The Directors do not recommend the payment of any dividend for the year.

## **Property, Plant and Equipment**

Details of the movements in the property, plant and equipment of the Company during the year are set out in note 13 to the financial statements.

## **Share Capital**

Details of movements in the share capital of the Company during the year are set out in note 24 to the financial statements.

#### Reserves

Details of the movements in the reserves of the Group during the year are set out in Consolidated Statement of Changes in Equity.

#### **Pre-emptive Rights**

There are no provisions for pre-emptive rights under the Articles of Associations of the Company or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## **Purchase, Sale or Redemption of the Company's Listed Securities**

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed Shares.

## **Directors**

The Directors of the Company during the year and up to the date of this report were:

#### **Executive Directors:**

Mr. Lin Ou Wen (appointment on 21 March 2006)

(Chairman and Chief Executive Officer)

Mr. Lin Qing Ping (appointment on 27 October 2006)

(General Manager and Chief Operating Officer)

Mr. Xu Chao Hui (appointment on 27 October 2006)
Mr. Dennis Luan Thuc Nguyen (appointment on 27 October 2006)

**Non-executive Directors** 

Mr. Tang Bin (appointment on 27 October 2006)
Mr. John Yang Wang (appointment on 27 October 2006)

**Independent Non-executive Directors** 

Mr. Goh Jin Hian(appointment on 7 January 2007)Mr. Liu Jun(appointment on 7 January 2007)Mr. Lam Yat Cheong(appointment on 7 January 2007)

In accordance with Article 87(1) of the Articles of Association of the Company, Messrs. Lin Ou Wen, Lin Qing Ping and Dennis Luan Thuc Nguyen will retire at the forthcoming annual general meeting by rotation and, being eligible, offer themselves for re-election.

The Board confirmed that the Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules of the Stock Exchange. The Company considers all of the Independent Non-executive Directors are independent.

All of the Independent Non-executive Directors are members of the Company's audit committee, nomination committee and remuneration committee.

#### **Biographical Details of the Directors and the Senior Management**

The biographical details of the Directors and the senior management are set out on pages 19 to 20.

### **Directors' Service Contracts**

Each of the Executive Directors has entered into a service contract with the Company for an initial term of three years commencing on 1 February 2007 ("Listing Date") unless terminated by not less than three months' written notice of termination served by either the Director or the Company. Each of the service contracts further provides that during the term of the service contract and within one year upon the termination of service, the Executive Director cannot engage in any business which is competing or is likely to compete, either directly or indirectly, with the business of the Company.

Each of the Non-executive Directors and Independent Non-executive Directors has entered into an appointment letter with the Company for a term of three years commencing from the Listing Date. The appointments are subject to the provisions of retirement and rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, none of the Directors has entered into any service contracts with the Company or any of its subsidiaries (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

The Company's policies concerning remuneration of the Executive Directors are as follows: –

- (i) the amount of remuneration is determined on a case by case basis depending on the relevant Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided at the discretion of the Board to the relevant Directors under their remuneration package; and
- (iii) the Executive Directors may be granted, at the discretion of the Board, the Share Option Scheme adopted by the Company, as part of their remuneration package.

## **Directors' interests in Contracts of Significance**

Save as disclosed in section under "Continuing Connected Transaction" of this annual report on page 26, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Company. There is no contract of significance between the Company, its holding company or any of its subsidiaries or its controlling shareholder during the year.

## **Management Contracts**

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

# Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its associated corporations

As at 31 December 2006, the interests or short positions of the Directors and Chief Executives in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules were as follows:

Name of Directors	Company/name of associated corporation	Capacity	Number of Shares (Note 1)	Approximate percentage of interest
Mr. Lin Ou Wen	The Company	Interest of corporation (Note 2)	248,704,000 (L)	19.430%
		Interest of spouse (Note 3)	38,580,979 (L)	3.014%
Mr. Lin Qing Ping	The Company	Interest of corporation (Note 4)	331,520,000 (L)	25.900%
Mr. Xu Chao Hui	The Company	Interest of corporation (Note 5)	105,088,000 (L)	8.210%
Mr. Dennis Luan Thuc Nguyen	The Company	Interest of corporation (Note 6)	70,400,000 (L)	5.500%
Mr. Tang Bin	The Company	Interest of corporation (Note 7)	75,392,000 (L)	5.890%

#### Notes:

- 1. The letter"L" denotes long position in the Shares.
- 2. These shares are registered in the name of Thousand Space Holdings Limited, which is wholly owned by Mr. Lin Ou Wen who is deemed to be interested in all the Shares in which Thousand Space Holdings Limited is interested by virtue of the SFO.
- 3. 123,776,000 Shares are registered in the name of Orient Day Management Limited, which is owned as to 23.38%, 45.45% and 31.17% by Mr. Lin Qing Mei, Mr. Liu Dao Hua and Ms. Xue Mei respectively. Mr. Lin Ou Wen is deemed to be interested in all the Shares referred to in note 2 above, in which Ms. Xue Mei, his spouse, is interested by virtue of the SFO.
- 4. These shares are registered in the name of Bright Elite Management Limited, which is wholly owned by Mr. Lin Qing Ping who is deemed to be interested in all the Shares in which Bright Elite Management Limited is interested by virtue of the SFO.

- 5. These shares are registered in the name of Loyal More Group Limited, which is owned as to 66.67% and 33.33% of its entire share capital by Messrs. Xu Chao Hui, our Executive Director, and Mr. Chen Bo Mei respectively. Mr. Xu Chao Hui is deemed or taken to be interested in all the Shares in which Loyal More Group Limited is interested by virtue of the SFO.
- 6. These shares are registered in the name of NAP, which is wholly owned by Paradigm Capital Limited. Ms. Fan Li Rong, spouse of Mr. Dennis Luan Thuc Nguyen, holds 100% of the share capital in Paradigm Capital Limited. Mr. Dennis Luan Thuc Nguyen is deemed or taken to be interested in all the Shares in which NAP is deemed or taken to be interested by virtue of the SFO.
- 7. These shares are registered in the name of Good East Management Limited, which is owned as to 64.52% and 35.48% of its entire share capital by Messrs. Tang Bin and Mr. Chen Shi Yan respectively. Mr. Tang Bin is deemed or taken to be interested in all the Shares in which Good East Management Limited is interested by virtue of the SFO.

Save as disclosed above, none of the Directors or Chief Executive of the Company aware of any other Director or Chief Executive of the Company who has any interests or short positions in any shares and underlying shares in, and debentures of the Company or any associated corporation as at 31 December 2006.

## **Directors' Right to Acquire Shares or Debentures**

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouses or minor children to acquire such rights in any other body corporate.

# Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its associated corporations

As at 31 December 2006, the interests and short positions of the following shareholders, other than a Director or Chief Executive of the Company, in the shares or underlying shares or debentures of the Company which would have to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO are as follows:

Name of Shareholder	Company/name of subsidiary	Capacity	Number of Shares (Note 1)	Approximate percentage of shareholding
Bright Elite Management Limited	The Company	Beneficial owner	331,520,000 (L)	25.900%
Mr. Lin Qing Ping	The Company	Interest of corporation (Note 2)	331,520,000 (L)	25.900%
Thousand Space Holdings Limited	The Company	Beneficial owner	248,704,000 (L)	19.430%
Mr. Lin Ou Wen	The Company	Interest of corporation (Note 3)	248,704,000 (L)	19.430%
		Interest of spouse (Note 4)	38,580,979 (L)	3.014%
Ms. Xue Mei	The Company	Interest of spouse (Note 4) Interest of corporation (Note 4)	248,704,000 (L) 38,580,979 (L)	19.430% 3.014%
Orient Day Management Limited	The Company	Beneficial owner	123,776,000 (L)	9.670%
Mr. Liu Dao Hua	The Company	Interest of corporation (Note 4)	123,776,000 (L)	9.670%
Orchid Asia III, L.P.	The Company	Beneficial owner	117,952,000 (L)	9.215%

Name of Shareholder	Company/name of subsidiary	Capacity	Number of Shares (Note 1)	Approximate percentage of shareholding
Loyal More Group Limited	The Company	Beneficial owner	105,088,000 (L)	8.210%
Mr. Xu Chao Hui	The Company	Interest of corporation (Note 5)	105,088,000 (L)	8.210%
Mr. Chen Bo Mei	The Company	Interest of corporation (Note 5)	105,088,000 (L)	8.210%
Pope Investments LLC	The Company	Beneficial owner	102,400,000 (L)	8.000%

#### Notes

- (1) The letter "L" denote long position in the Shares.
- (2) These shares are registered in the name of Bright Elite Management Limited, which is wholly owned by Mr. Lin Qing Ping who is deemed to be interested in all the Shares in which Bright Elite Management Limited is interested by virtue of the SFO.
- (3) These shares are registered in the name of Thousand Space Holdings Limited, which is wholly owned by Mr. Lin Ou Wen who is deemed to be interested in all the Shares in which Thousand Space Holdings Limited is interested by virtue of the SFO.
- (4) These shares are registered in the name of Orient Day Management Limited, which is owned as to 23.38%, 45.45% and 31.17% by Mr. Lin Qing Mei, Mr. Liu Dao Hua and Ms. Xue Mei, spouse of Mr. Lin Ou Wen, respectively, therefore Mr. Liu Dao Hua is deemed to be interested in the Shares held by Orient Day Management Limited for the purpose of the SFO. Ms. Xue Mei is the spouse of Mr. Lin Ou Wen, therefore, she is deemed to be interested in the Shares of which Mr. Lin Ou Wen is deemed to be interested in for the purpose of the SFO and vice versa.
- (5) These shares are registered in the name of Loyal More Group Limited, which is owned as to 66.67% and 33.33% of its entire share capital by Messrs. Xu Chao Hui, our Executive Director, and Mr. Chen Bo Mei respectively, therefore, Messrs. Xu Chao Hui and Chen Bo Mei are deemed to be interested in all the Shares held by Loyal More Group Limited for the purpose of the SFO.

Save for the disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company which would have to be disclosed to the Company and the Stock Exchange pursuant to Division 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under 336 by the SFO as at 31 December 2006.

#### **Exempt Connected Transaction**

## Promissory Note issued to Mr. Lin Ou Wen

On 8 August 2006, Wuyi BVI issued a promissory note in the amount of US\$8.0 million (the "Promissory Note") in favor of Mr. Lin Ou Wen, our Chairman, Chief Executive Officer, Executive Director and Substantial Shareholder, in connection with a loan it received in the same amount from Mr. Lin Ou Wen. The Promissory Note was not secured by any assets of the Group and interest-free. We have paid the Promissory Note out of the proceeds from the Global Offering of the Company's Shares .

Under normal commercial terms, interest and security are usually required for debt. Pursuant to the Promissory Note, the amount of US\$8.0 million did not carry any interest which had been due and payable on the date on which dealings in the Shares first commence on the Stock Exchange. Accordingly, the terms were more favorable to the Company.

The Promissory Note is exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.31 of the Listing Rules as the financial assistance was provided by a connected person for the benefit of the Company on normal commercial terms (or on terms more favorable to the Company) where no security over the assets of the Group was granted in respect of the financial assistance given.

This connected transaction is exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.31(2) of the Listing Rules.

## **Exempt Continuing Connected Transaction**

#### **Tenancy Agreement with Mr. Lin Qing Xiang**

On 1 January 2006, Fujian Sanai entered into a tenancy agreement with Mr. Lin Qing Xiang for the lease of office premises located at Unit 01-03, 23rd Floor, District A, Jinyuan Plaza, 68 Guangda Road, Taijiang District, Fuzhou (the "Tenancy Agreement"). Mr. Lin Qing Xiang is the brother of Mr. Lin Ou Wen and the Substantial Shareholder, Mr. Lin Qing Ping and Mr. Lin Qing Mei, a shareholder of Orient Day Management Limited, one of our shareholders. The Tenancy Agreement provides for a term of three years, expiring on 1 January 2009, and requires monthly rental payments in the amount of RMB17,004.75. The annual rental payable by the Group to Mr. Lin Qing Xiang under the Tenancy Agreement is RMB204,057. At the time of the Company's listing, Savills Valuation and Professional Services Limited, an independent property valuer, has confirmed that the rental payments due under the Tenancy Agreement are consistent with prevailing market rates available from independent third parties.

The Tenancy Agreement was entered into by Fujian Sanai in the ordinary and usual course of business. The terms of the Tenancy Agreement are normal commercial terms which the Directors (including the Independent Non-executive Directors) consider to be fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Tenancy Agreement constitutes a continuing connected transaction exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.33 of the Listing Rules as each of the percentage ratios (other than the profit ratio) is, on an annual basis, equal to or more than 0.1% but less than 2.5%, and the annual consideration required under the agreement is less than HK\$1,000,000.

This connected transaction is exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.31(2) of the Listing Rules.

## **Continuing Connected Transaction**

#### **Sale and Purchase Agreements for Industrial Products and Minerals**

福州宏宇包裝工業有限公司 Fuzhou Hongyu Packing Co., Ltd. ("Fuzhou Hongyu") has historically provided and will continue to provide the packaging materials to the Company on an arm's length basis for the pharmaceutical products manufactured by the Company in our ordinary course of business. The principal business of Fuzhou Hongyu is manufacturing of compound bags, packaging boxes, paper boxes and printing of packaging accessories.

The entire share capital of Fuzhou Hongyu is owned by Mr. Lin Ou Wen. Under the Listing Rules, for as long as Mr. Lin Ou Wen remains as our Chairman, Chief Executive Officer, Executive Director or Substantial Shareholder, the transactions with Fuzhou Hongyu has constituted non-exempt continuing connected transactions.

For the years from 2003 to 2006, the Group only relied on Fuzhou Hongyu for provision of packaging materials for the pharmaceutical products manufactured by us. The reasons the Group purchased packaging materials from Fuzhou Hongyu instead of independent third parties in those years were that we considered a higher degree of confidentiality on the anti-counterfeiting measures adopted in connection with the packaging materials could be maintained, its prices were reasonable and service level was satisfactory.

On 25 December 2005, Fujian Sanai and Fuzhou Hongyu entered into a sale and purchase agreement for a term of one year commencing from 1 January 2006. On 30 November 2006, Fujian Sanai and Fuzhou Hongyu entered into another sale and purchase agreement for a term of two years commencing from 1 January 2007. The aforementioned sale and purchase agreements are collectively referred to as the Sale and Purchase Agreements (the "Sale and Purchase Agreements"). Pursuant to the Sale and Purchase Agreements, Fujian Sanai agreed to purchase annual packaging materials, including paper cartons and packaging color boxes, from Fuzhou Hongyu for aggregate amounts of approximately RMB21.0 million, RMB17.0 million and RMB20.0 million of the year ended 31 December 2006 and years ending 31 December 2007 and 2008.

Details of the above sale and purchase of packaging materials are set out in the Prospectus.

For the year ended 31 December 2006 and years ending 31 December 2007 and 2008, the Directors project that the annual aggregate transaction amount under the Sale and Purchase Agreement will not exceed RMB17.5 million, RMB17.0 million and RMB20.0 million respectively (collectively the "Annual Caps"). The Annual Caps are less than the actual payment of Fujian Sanai to Fuzhou Hongyu for the years ended 31 December 2003, 2004 and 2005 for Fujian Sanai has retained more suppliers with an aim to minimize connected transactions with Fuzhou Hongyu. The projected cost of sales for the years ending 31 December 2007 and 2008 is based on the historical growth of our sales volume and the Directors' projection of future growth of our sales volume considering the amount

of orders placed by our customers. Our sales volume grew at a rate of 47.8% and 32.0%, respectively for the years ended December 31,2004 and 2005. Based on this growth, the Directors' projection of our sales volume will grow at a rate of approximately 30.0% for the years ending 31 December 2007 and 2008. The Annual Cap for the year ended 31 December 2006 is based on the estimated actual payment of Fujian Sanai to Fuzhou Hongyu for the year ended 31 December 2006. The Annual Caps are based on the projected cost of sales multiplied by the percentage of packaging materials supplied by Fuzhou Hongyu. Although the amount of materials to be supplied by Fuzhou Hongyu as a percentage of the Company's projected costs of sale remain the same for the years ending 31 December 2007 and 2008, the figure for the Annual Cap for the years ending 31 December 2007 and 2008 are different because the projected cost of sales for the Company has been increased from 2007 to 2008.

For the year ended 31 December 2006, payments made by Fujian Sanai to Fuzhou Hongyu for the purchase of packaging materials was approximately RMB15 million.

On the basis of the Annual Caps, the continuing connected transactions under the Sale and Purchase Agreements will be subject to the requirements of reporting, announcement and independent shareholders' approval as required by Rules 14A.45 to 14A.48 of the Listing Rules.

This connected transaction is subject to the reporting, announcement and independent shareholders' approval requirements under Rule 14A.35 of the Listing Rules.

In the opinion of the Directors (including the Independent Non-executive Directors), the terms of the continuing connected transactions referred to above are made in the ordinary and usual course of our business, on an arm's length basis and on normal commercial terms which are no less favorable than terms available from independent third parties. The Directors (including the Independent Non-executive Directors) are of the view that the terms and conditions of these transactions are fair and reasonable and are in the best interests of our Company and our shareholders as a whole. The Directors, including the Independent Non-executive Directors, are also of the view that the Annual Caps are fair and reasonable as far as our Shareholders taken as a whole are concerned.

The Stock Exchange has granted the Company a waiver for a period of three years up to 31 December 2008 from compliance with the announcement and independent shareholders' approval requirements set out in Rule 14A.42(3) of the Listing Rules in respect of the Sale and Purchase Agreement.

The Directors confirm that the disclosure requirement in accordance with Chapter 14A of the Listing Rules has been complied with by the Company.

The related party transactions disclosed in the Note 29 to the financial statements.

## **Share Options**

The Company's Share Option Scheme was adopted on 8 January 2007 by the way of passing resolutions by all of the then shareholders of the Company with a valid period of 10 years commencing on the Listing Date. The share option enables the Company to grant options to eligible participants as incentives and rewards for their contribution to the Group. Eligible participants include all full time employee, Directors (including Independent Non-executive Directors) and part-time employees with weekly working hours of 10 hours and above, of the Group, Substantial Shareholders of each member of the Group, associates of the Directors and Substantial Shareholders of any member of the Group, trustee of any trust pre-approved by the Board; and any advisor (professional or otherwise), consultant, distributor, supplier, agent, customer, joint venture partner, service provider to the Group whom the Board considers, in its sole discretion, has contributed or contributes to the Group.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme must not, in aggregate, exceed 164,300,000 shares, 10% of the issued share capital (1,643,000,000 shares) on this report date. The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the relevant class of the shares in issue from time to time.

Each participant should take up option at HK\$1.00 consideration to subscribe for shares. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period but may not be exercised after the expiry of ten years from the commencement date.

The subscription price for shares under the Share Option Scheme will be determined by the Board in its absolute discretion and notified to each grantee and will be no less than the highest of:

(i) the closing price of the shares as stated in the daily quotation sheet issued by the Stock Exchange on the Offer Date which must be a Business Day;

## **Directors' Report**

- (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the offer date; and
- (iii) the nominal value of a Share at the time of exercise of an option.

As at 31 December 2006, no option had been granted or agreed to be granted by the Company pursuant to the Share Option Scheme.

## **Major Customers and Suppliers**

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

#### **Purchases**

– the largest supplier	17.3%
<ul> <li>five largest suppliers combined</li> </ul>	43.8%

#### Sales

– the largest customer	4.0%
– five largest customers combined	18.5%

Fuzhou Hongyu is one of the five largest suppliers which is entirely owned by Mr. Lin Ou Wen, a Director of the Company. Save as disclosed above, none of the Directors, their associates or any shareholders (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers and major customers noted above.

## **Corporate Governance**

The Company's corporate governance principles and practices are set out on pages 15 to 18.

#### **Sufficiency of Public Float**

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

## **Code of Best Practice**

The Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules for the year ended 31 December 2006.

#### **Model Code for Securities Transactions**

The Company has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the Directors. Based on specific enquiry made with all Directors, the Directors have complied with the required standard set out in the Model Code, throughout the accounting period covered by the annual report.

## **Competing Interests**

None of the Directors or management shareholders of the Company and their respective associates (as defined in the Main Board Listing Rules) has an interest in a business which competes or may compete with the business of the Company or has any other conflict of interest with the Company during the year.

#### **Audit Committee**

In compliance with Rule 3.21 of the Listing Rules, the Board has established an audit committee on 8 January 2007, with written terms of reference. The primary duties of the audit committee are to review the financial reporting procedures and internal controls and provides guidance in relation thereto. The audit committee comprises the three Independent Non-executive Directors of the Company.

The audited financial statements of the Company for the year ended 31 December 2006 have been reviewed by the audit committee before recommending to the Board for approval.

#### **Auditors**

The financial statements of the Company for the year under review have been audited by Messrs. Deloitte Touche Tohmatsu who will retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting.

On behalf of the Board

#### **LIN OU WEN**

Chairman

Hong Kong, 19 April 2007

