

The directors submit their report together with the audited accounts for the year ended 31st March 2004.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The subsidiaries are principally engaged in the retailing and wholesaling of gold jewellery and gold ornaments, gem-set jewellery and gemstones, and other accessory items. Over 90% of the Group's revenues and results are derived from activities carried out in Hong Kong.

An analysis of the Group's performance by business segment is set out in note 3 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 48.

The directors have declared an interim dividend of HK2 cents per ordinary share, totalling HK\$9,618,000, which was paid on 15th January 2004.

The directors recommend the payment of a final dividend of HK5 cents per ordinary share, totalling HK\$24,049,000 and payable on 15th September 2004.

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in note 20 to the accounts.

FIXED ASSETS

The Company did not own any fixed asset during the year. 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 19 to the accounts.

董事會謹提呈彼等之董事會報告及截至2004年3月31日止年度經審核的賬目。

主要業務及經營分佈之分析

本公司乃一間投資控股公司，其附屬公司主要從事金飾與黃金裝飾品、鑽石首飾與寶石及其他配飾之零售及批發業務。本集團逾90%之收入及業績均源自在香港經營之業務。

本集團按業務分類之業績表現分析載於賬目附註3。

業績及分派

本集團本年度之業績載於第48頁之綜合損益表內。

董事會已宣佈中期股息為每股普通股2港仙，合共9,618,000港元，已於2004年1月15日派發。

董事會現建議派發末期股息每股普通股5港仙，合共24,049,000港元，將於2004年9月15日派發。

儲備

年內本集團及本公司儲備之變動載於賬目附註20。

固定資產

年內本公司並無擁有任何固定資產。年內本集團固定資產之變動詳情載於賬目附註12。

股本

本公司股本之變動詳情載於賬目附註19。

28 DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st March 2004, calculated under the Companies Act of Bermuda, amounted to HK\$343,864,000 (2003: HK\$372,305,000).

FIVE YEAR FINANCIAL SUMMARY

The results, assets and liabilities of the Group for each of the last five financial years ended 31st March are as follows:

可供分派儲備

根據百慕達公司法計算，本公司於2004年3月31日之可供分派儲備為343,864,000港元(2003年：372,305,000港元)。

五年財務摘要

本集團截至3月31日止5個個別財政年度之業績、資產及負債如下：

| | | 2000 | 2001 | 2002 | Restated 經重列 2003 | 2004 |
|--|--------------|-----------|-----------|-----------|-------------------------|------------------|
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Results | 業績 | | | | | |
| Turnover | 營業額 | 1,711,841 | 1,605,764 | 1,478,806 | 1,461,763 | 1,598,123 |
| Profit attributable to shareholders | 股東應佔溢利 | 80,371 | 71,305 | 64,225 | 47,357 | 76,965 |
| Assets and liabilities | 資產及負債 | | | | | |
| Total assets | 資產總值 | 540,445 | 571,306 | 606,496 | 633,617 | 711,444 |
| Total liabilities | 負債總額 | 96,737 | 89,180 | 91,867 | 98,147 | 120,451 |
| Shareholders' funds | 股東權益 | 440,055 | 479,559 | 510,680 | 531,002 | 583,157 |

Summary of the results and of the assets and liabilities of the Group for the latest five years have been extracted from this annual report and prior years' annual reports of the Group. Certain figures of 2002/2003 have been restated as a result of the prior year adjustment in respect of provision for deferred tax assets/liabilities in accordance with Statement of Standard Accounting Practice 12 "income Taxes", issued by the Hong Kong Society of Accountants. Comparative figures for years before 2002/2003 have not been restated to reflect the change as the directors are of the opinion that it is impracticable to do so.

最近5個財政年度之業績及資產與負債概要乃摘錄自本集團本年度及過往年度之年報。2002/2003年之數字已因採納由香港會計師公會頒佈之會計實務準則第12號「所得稅」而作出重列。董事認為毋須將2002/2003年之前之比較數字重列以反映改變。

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.

DIRECTORS

The directors during the year were:

Executive directors

Mr WONG Wai Sheung
Mr TSE Moon Chuen
Mr LAW Tim Fuk, Paul
Mr POON Kam Chi
Mr LAU Kwok Sum

Non-executive directors

Mr WONG Koon Cheung
Mr CHAN Wai
Mr LEE Shu Kuan
Miss YEUNG Po Ling, Pauline
Mr CHIU Wai Mo *
Mr HUI Chiu Chung *
Mr HUI King Wai

* Independent non-executive directors

Mr. TSE Moon Chuen, Mr. LEE Shu Kuan, Miss Yeung Po Ling, Pauline and Mr. CHIU Wai Mo retire by rotation in accordance with clause 99 of the Company's Bye-law and, being eligible, offer themselves for re-election. Details of the proposed directors to be re-elected are set out in the circular sent together with this annual report.

By an ordinary resolution passed at the Annual General Meeting held on 27th August 2003, the Board was authorized to appoint additional directors up to a maximum of 20 directors.

As at 31st March 2004, the Board of Directors included two independent non-executive directors, namely Mr. CHIU Wai Mo and Mr. HUI Chiu Chung, who have both confirmed to the Stock Exchange and the Company their independence status. An additional independent non-executive director is proposed to be appointed before 30th September 2004, so that there will be a total of 3 independent non-executive directors on the Board.

購入、出售或贖回股份

年內本公司並無贖回其任何股份。年內本公司或其任何附屬公司並無購入或出售任何本公司股份。

董事

於年內之董事如下：

執行董事

黃偉常先生
謝滿全先生
羅添福先生
潘錦池先生
劉國森先生

非執行董事

黃冠章先生
陳偉先生
李樹坤先生
楊寶玲小姐
趙偉武先生*
許照中先生*
許競威先生

* 獨立非執行董事

根據本公司之公司細則第99條之規定，謝滿全先生、李樹坤先生、楊寶玲小姐及趙偉武先生須輪值告退，惟彼等均符合資格，願意膺選連任。該重選董事之細節於通函刊載，連同本年報一併寄出。

透過於2003年8月27日舉行之股東週年大會上通過之普通決議案，董事會獲授權，委任額外董事至最多20名董事。

於2004年3月31日，董事會的2名獨立非執行董事趙偉武先生及許照中先生，他們已向聯交所及本公司確認其獨立身份。另一位獨立非執行董事將於2004年9月30日被委任，屆時董事會將有獨立非執行董事共3位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT**Executive directors**

Mr WONG Wai Sheung, aged 54, is the founder, Chairman and Chief Executive of the Group. He has over 37 years of experience in the jewellery industry in Hong Kong. He is responsible for the overall strategic planning and management of the Group. He has been an associate director of The Kowloon Gold Silver and Jewel Merchant's Staff Association since November 1993. Mr Wong was invited to act as honorary permanent chairman of Jewellery Traders Industry & Commerce Association since April 2001.

Mr TSE Moon Chuen, aged 54, is the co-founder of the Group. Presently, he is the Director & Deputy General Manager. He has over 32 years of experience in jewellery retailing business and is responsible for the sales operations and administration of the Group's retail shops. He has been an executive committee member of the Diamond Federation of Hong Kong, China Ltd. since 2001. He has also been appointed as the chairman of the Tsuen Wan Festival Lightings Organizing Committee for 6 consecutive years. He has been appointed as Honorable President of Hong Kong Gold & Silver Ornaments Workers & Merchants General Union.

Mr LAW Tim Fuk, Paul, aged 51, joined the Group in 1996. Presently, he is a Director, Company Secretary, Qualified Accountant, and Financial Controller of the Group. He is a member of The Association of Chartered Certified Accountants, the Chartered Institute of Management Accountants, the Hong Kong Society of Accountants and the Institute of Chartered Secretaries and Administrators. Mr Law holds a Bachelor's Degree with honours in Accountancy. He has over 15 years of accounting and auditing experience and over 13 years of experience in commerce. He is responsible for the accounting and finance of the Group.

Mr POON Kam Chi, aged 56, joined the Group as a Branch Manager in 1994. Presently, he is a Director and Operations Director. Mr Poon has over 37 years of experience in the jewellery retailing business in Hong Kong.

董事及高層管理人員之履歷**執行董事**

黃偉常先生，54歲，為本集團創辦人、主席兼行政總裁。黃先生具備逾37年香港珠寶業經驗，負責本集團整體企業策劃及行政管理事宜。彼自1993年11月為九龍首飾業文員會之理事長。自2001年4月獲邀出任玉器業工商會永遠名譽會長。

謝滿全先生，54歲，為本集團之共同創辦人。現職為董事兼副總經理。謝先生具備逾32年香港珠寶及金飾零售業經驗，負責本集團零售店之銷售、營運及行政事宜。彼於2001年為香港鑽石總會有限公司之執行會員，彼亦連續六屆被委任為荃灣區節日燈飾籌備委員會主席。並於2003年被委任為香港金銀首飾工商總會之名譽會長。

羅添福先生，51歲，1996年加入本集團。現職為董事、公司秘書、合資格會計師及集團財務總監。羅先生為英國特許公認會計師公會、英國特許管理會計師公會、香港會計師公會及特許秘書及行政人員公會之會員。羅先生持有會計系榮譽學士學位，具備逾15年會計及核數經驗及逾13年商業經驗。彼負責本集團會計及財務事宜。

潘錦池先生，56歲，於1994年出任本集團分行經理，現職為董事兼營運總監。彼具備逾37年香港珠寶零售業經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)**Executive directors (cont'd)**

Mr LAU Kwok Sum, aged 62, joined the Group as a Branch Manager in 1995. Presently, he is a Director & Zone Manager (Yaumatei & Mongkok). Prior to joining the Group, Mr Lau worked as a regional manager in a listed jewellery company in Hong Kong. Mr Lau has more than 34 years of experience in retailing, purchasing and wholesaling of jewellery products.

Non-executive directors

Mr WONG Koon Cheung, aged 71, has over 52 years of experience in retailing and manufacturing of jewellery in Hong Kong. He joined the Group in 1992.

Mr CHAN Wai, aged 74, has over 57 years of experience in retailing and manufacturing of jewellery in Hong Kong. He joined the Group in 1992.

Mr LEE Shu Kuan, aged 77, has over 37 years of experience in property development in Hong Kong. He joined the Group in 1991.

Miss YEUNG Po Ling, Pauline, aged 37, is the co-founder of the Group. Miss Yeung has over 16 years of experience in public relations. Miss Yeung was the winner of Miss Hong Kong and Miss International of Goodwill in 1987. Miss Yeung was also the president of the Wai Yin Club for the year 1995-1996.

Mr CHIU Wai Mo, aged 54, has over 37 years of experience in general trading, property investment and management consultancy in Hong Kong and Japan. Mr Chiu holds directorships in a number of companies in Hong Kong and Japan. He joined the Group in 1997 and is a member of the Audit Committee.

董事及高層管理人員之履歷(續)**執行董事(續)**

劉國森先生，62歲，於1995年出任本集團分行經理，現職為董事兼區域經理(油旺區)。彼於加入本集團前，曾於香港一間上市珠寶公司任職區域經理。劉先生擁有逾34年零售、採購及批發珠寶產品經驗。

非執行董事

黃冠章先生，71歲，具備逾52年香港零售及製造珠寶業經驗。彼於1992年加入本集團。

陳偉先生，74歲，具備逾57年香港零售及製造珠寶業經驗。彼於1992年加入本集團。

李樹坤先生，77歲，具備逾37年香港物業發展經驗。彼於1991年加入本集團。

楊寶玲小姐，37歲，為本集團之共同創辦人。楊小姐具備逾16年公關工作經驗。楊小姐為1987年度香港小姐冠軍及國際親善大使。楊小姐亦曾任1995至1996年度慧妍雅集主席。

趙偉武先生，54歲，具備逾37年香港及日本一般貿易、物業投資及管理顧問工作經驗。趙先生出任多間香港及日本公司之董事。彼於1997年加入本集團，並為審核委員會會員之一。

32 BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

Non-executive directors (cont'd)

Mr HUI Chiu Chung, J.P., aged 57, joined the Group in 1997 and is Chairman of the Audit Committee. He is currently Managing Director of UOB Kay Hian (Asia) Limited. Mr Hui has 33 years of experience in the securities and investment industry. Mr Hui had for years been serving as a Council Member and Vice-Chairman of the Stock Exchange. He was also a Director of the Hong Kong Securities Clearing Company Limited. He is at present a member of the Advisory Committee of Hong Kong Securities & Futures Commission, appointed Member of Securities & Futures Appeals Tribunal, member of the Listing Committee of the Stock Exchange of Hong Kong and Committee Member of the Hong Kong Stockbrokers Association. Mr Hui also serves as independent non-executive director of several listed companies in Hong Kong.

Mr HUI King Wai, aged 54, is a solicitor practising in Hong Kong and joined the Group in 1999. He was admitted solicitor of the Supreme Court of England and Wales and of the Supreme Court of Hong Kong in 1981 and 1982 respectively.

Senior management

Mr AU Kwok Kau, aged 55, is the co-founder and General Manager of the Group since 1991. He is responsible for overall administration of the Group. He has over 32 years of experience in the jewellery industry in Hong Kong.

Miss CHUNG Vai Ping, Icy, aged 34, is the Product Development Manager of the Group. She joined the Group in 1990 and is responsible for the product development of the Group. She has won the Best of Show Award with her design "Flashing" in the 2nd Hong Kong Jewellery Design Competition.

董事及高層管理人員之履歷(續)

非執行董事(續)

許照中先生，太平紳士，57歲，1997年加入本集團，現為審核委員會主席。彼現為大華繼顯(亞洲)有限公司董事總經理，具備33年之證券及投資經驗，多年來曾出任聯交所理事及副主席，亦曾任香港中央結算有限公司董事。許先生現時為香港證券及期貨事務監察委員會諮詢委員會及學術評審委員會委員，證券及期貨事務上訴審裁處委員，香港交易所屬下香港聯合交易所上市委員會及香港證券經紀業協會委員會委員。彼亦為香港多間上市公司之獨立非執行董事。

許競威先生，54歲，香港執業律師。彼於1999年加入本集團。許先生分別於1981年及1982年獲英格蘭及威爾斯高等法院及香港高等法院承認為執業律師。

高級管理人員

區國球先生，55歲，自1991年起為本集團之共同創辦人，亦為集團總經理，負責集團整體行政運作。具備逾32年香港珠寶業經驗。

鍾惠冰小姐，34歲，本集團產品拓展經理，1990年加入本集團，負責本集團之產品拓展事宜。鍾小姐設計的作品「煙花」曾贏取第二屆香港珠寶設計比賽大獎。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

Senior management (cont'd)

Mr LEUNG Tak Fai, aged 41, joined the Group as Internal Audit Manager since 2002. He is a member of the Hong Kong Society of Accountants, the Chartered Association of Certified Accountants and holds a Master Degree in Business Administration. He has over 11 years of internal auditing experience of retailing industry in Hong Kong.

Miss LEUNG Wai Sheung, Garry, aged 36, is the Corporate Affairs Manager of the Group. She holds a professional Diploma in China Economy and Finance, a Bachelor's Degree in Business Administration and a Master Degree in Business Administration. She joined the Group in 1994 and is responsible for the Group's administration, co-ordination of project development and corporate affairs.

Miss LI Wai Ki, Vickie, aged 48, is the Chief Jewellery Designer of the Group. She joined the Group in 1996 and is responsible for product design and development. Miss Li has over 28 years of experience in jewellery design. Prior to joining the Group, she had worked for a listed jewellery company in Hong Kong for 4 years. Miss Li also won several international design awards in recent years, namely:

"Tahitian Pearl Trophy 2003"

Brooch Category: Winner

Parure Category: 2nd runner-up

"The 5th Hong Kong Jewellery Design Competition" Merit Awards – "Ring Category"

"Chuk Kam Jewellery Design Competition 2004" Buyer's Choice Group – Winner

Mr LING Hay Ming, Derek, aged 37, joined the Group in 2001 as I.T. Manager and the Project Manager of Jewellworld.com Limited, a subsidiary of the Company. He obtained his Master Degree in Business Administration and Bachelor's Degree in Computer Engineering from Santa Clara University in California, U.S.A. Prior to joining the Group, Mr Ling had over 12 years of business consulting and management experience in U.S.A. and Hong Kong.

董事及高層管理人員之履歷(續)

高級管理人員(續)

梁德輝，41歲，2002年加入本集團為內部審計經理。梁先生為香港會計師公會及英國特許會計師公會會員，並持有工商管理碩士學位。梁先生具備逾11年零售行業之內部審計經驗。

梁偉霜小姐，36歲，為集團之企業事務經理，彼持有中國財經專業文憑、工商管理學士學位及工商管理碩士學位。1994年加入本集團，現負責集團行政，項目發展與企業事務之統籌工作。

李慧姬小姐，48歲，本集團首席珠寶設計師，於1996年加入本集團，負責產品設計及發展。李小姐擁有逾28年珠寶設計經驗。加入本集團前，曾於香港一間上市珠寶公司任職4年。李小姐曾於近年贏取了下列國際性獎項：

[2003年國際大溪地珍珠首飾設計比賽]

胸針組冠軍

三件套裝組季軍

[第5屆香港珠寶設計比賽] – 優異獎(戒指組)

[足金首飾設計比賽2004]最受歡迎組獎(套裝)

林曦明先生，37歲，於2001年加入本集團，為本公司之資訊科技經理及附屬公司珠寶世界(香港)有限公司之項目經理。彼於美國加州聖克拉拉大學畢業，持有工商管理碩士學位及電腦工程學士學位。於加入本集團前，林先生在美國及香港具有逾12年商業顧問及管理經驗。

34 BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

Senior management (cont'd)

Mr TSUI Kin Wah, Tommy, aged 46, is the Chief Gemmologist of the Group. Mr Tsui joined the Group in 1995 and has over 14 years of experience in purchasing and authentication of diamonds. Mr Tsui is an Executive Committee member of the Hong Kong Gemmological Association and a member of Gemmological Association of Great Britain.

Mr WONG Wai Tong, aged 43, joined the Group in 1998. Presently, he is the Business Director. He has over 27 years of manufacturing and purchasing experience in jewellery and gold industry. He is responsible for the purchasing of diamonds, gems and gold products of the Group and the operation of the Company. Mr Wong is the brother of Mr Wong Wai Sheung.

Mr YEUNG Wai Hing, aged 39, joined the Group as the Finance & Accounting Manager in 2002. Mr. Yeung is a member of The Association of Chartered Certified Accountants and the Hong Kong Society of Accountants. Prior to joining the Group, Mr. Yeung has gained over 10 years of finance and accounting experience at a variety of business organizations including listed groups.

Mr. WONG Cheung Sang, Wallace, aged 40, is the Administration Manager of the Group. He holds a Bachelor's Degree and a Master Degree in Business Administration. He joined the Group in 2004 and is responsible for the Group's administration affairs.

Mr. TANG Hon Man, aged 38, is the Marketing Manager of the Group. He holds a Bachelor's Degree in Business Administration and a Master Degree in Management. Mr. Tang joined the Group in 2003 and has more than 13 years of experience in advertising and marketing field. He is responsible for the Group's marketing and promotion affairs.

PENSION SCHEME

Details of the pension scheme operated by the Group are set out in note 10 to the accounts.

董事及高層管理人員之履歷(續)

高級管理人員(續)

徐建華先生，46歲，為本集團首席寶石鑑定師。徐先生於1995年加入本集團，擁有逾14年採購及鑑定寶石經驗。徐先生為香港寶石學協會之理事，及為英國寶石學協會之會員。

黃偉棠先生，43歲，於1998年加入本集團，現職為業務總監，具備逾27年香港珠寶黃金業製造及採購經驗。黃先生負責監管本集團採購鑽石、寶石及金飾產品及公司業務之事宜，黃先生為黃偉常先生之弟弟。

楊位慶先生，39歲，於2002年加入本集團出任財務及會計經理一職。楊先生為英國特許公認會計師公會及香港會計師公會之會員。於加入本集團前，楊先生具備逾10年於商業機構包括上市集團之財務及會計經驗。

黃祥生先生，40歲，為集團之行政經理，彼持有工商管理學士及碩士學位，2004年加入本集團，現負責集團行政事務之統籌工作。

鄧瀚文先生，38歲，為集團之市場推廣經理，彼持有工商管理學士及管理碩士學位。鄧先生於2003年加入本集團，擁有逾13年廣告及市場推廣之經驗，現負責集團市場推廣工作。

退休金計劃

本集團運作之退休金計劃之詳情載於賬目附註10。

DIRECTORS' SERVICE CONTRACTS

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.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 25 to the accounts, no other contracts of significance in relation to the Group's business to which the Company, its 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.

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 related party transaction entered into by the Group during the year ended 31st March 2004 as disclosed in note 25(b) to the accounts does not constitute a connected transaction under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The related party transactions, which also constitute connected transaction under the Listing Rules are set out in note 25(a) to the accounts and disclosed in accordance with the former Chapter 14 of the Listing Rules as follows:

The connected transaction in respect of the tenancy agreement entered into with Mr Wong Wai Sheung's father, for the lease of a retail shop of the Group was, in the opinion of the directors, entered into on normal commercial terms which are fair and reasonable so far as the shareholders of the Company are concerned.

董事服務合約

在即將舉行之股東週年大會上候選連任之董事並無與本公司訂立本公司不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

董事之合約權益

除賬目附註25所披露外，在年末或年內任何時間內，本公司、其附屬公司或其控股公司概無訂立任何其他與本集團業務有關而本公司董事擁有直接或間接之重大權益之重大合約。

管理合約

本年度內，本公司概無訂立與本公司整體業務或任何主要部份之管理及行政有關之任何合約，而年內亦無存在該等合約。

關連交易

截至2004年3月31日止年度，於賬目附註25(b)段中披露之本集團訂立之有關連人士交易。根據香港聯交所證券上市規則(「上市規則」)，該等交易並不構成關連交易。

載於賬目附註25(a)之有關連人士交易(即根據上市規則亦構成關連交易)根據上市規則前第14章須予披露如下：

就與黃偉常先生之父親訂立有關租賃本集團其中一間零售店舖之租賃協議之關連交易而言，據董事之意見，該租賃協議對本公司股東而言乃按公平合理之一般商業條款訂立。

36 DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31st March 2004, save as disclosed below, none of the director and chief executive of the Company had interests and short positions in the shares, underlying shares and debentures of the issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) which (a) were required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein; or (b) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Exchange:

I. Long positions in shares and underlying shares of the Company:

| Name of Director 董事名稱 | Beneficial Owner 實益擁有人 | Child under 18 or Spouse 18歲以下 子女或配偶 | Controlled Corporation 受控法團 | Beneficiary of Trust 信託受益人 | Share Option 購股權 | Total Interest 總權益 | % of Shares 所佔 股份百分比 |
|-------------------------------|------------------------------|--|--|----------------------------------|------------------------|--------------------------|-------------------------------|
| Mr WONG Wai Sheung 黃偉常先生 | 1,712,878 | | 245,144,176 note (a) &(b) 附註(a)及(b) | 3,920,010 note (c) 附註(c) | 7,064,000 | 257,841,064 | 53.61% |
| Mr TSE Moon Chuen 謝滿全先生 | 23,344 | | 245,144,176 note (a) &(b) 附註(a)及(b) | | | 245,167,520 | 50.97% |
| Mr LAW Tim Fuk, Paul 羅添福先生 | 1,236,000 | | | | | 1,236,000 | 0.26% |
| Mr WONG Koon Cheung 黃冠章先生 | 2,678,090 | | 245,144,176 note (a) &(b) 附註(a)及(b) | | | 247,822,266 | 51.52% |
| Mr CHAN Wai 陳偉先生 | 4,299,022 | | 245,144,176 note (a) &(b) 附註(a)及(b) | | | 249,443,198 | 51.86% |
| Mr LEE Shu Kuan 李樹坤先生 | 5,634,579 | 735,650 note (f) 附註(f) | 247,730,800 note (a),(b), (d)&(e) 附註(a)、(b)、 (d)及(e) | | | 254,101,029 | 52.83% |

董事之證券權益及淡倉

於2004年3月31日，除下文所披露者外，本公司董事及主要行政人員概無於發行人及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有記錄於(a) 根據證券及期貨條例第352條須予置存之登記冊；或其他(b)根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司之權益及淡倉：

I. 本公司股份及相關股份之好倉：

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (CONT'D)**I. Long positions in shares and underlying shares of the Company: (cont'd)**

Note (a)

Mr WONG Wai Sheung, Mr TSE Moon Chuen, Mr CHAN Wai, Mr LEE Shu Kuan and Mr WONG Koon Cheung are also directors, and together with their associates collectively control over one-half of the voting power, of Luk Fook (Control) Ltd. which holds 231,858,000 shares in the Company. These directors were deemed to be interested in the same shares, relevant disclosures were therefore duplicated for the purpose of SFO.

Note (b)

Mr WONG Wai Sheung, Mr TSE Moon Chuen, Mr CHAN Wai, Mr LEE Shu Kuan and Mr WONG Koon Cheung are also directors, and together with their associates collectively control over one-third of the voting power, of Dragon King Investment Ltd. which holds 13,286,176 shares in the Company. These directors were deemed to be interested in the same shares, relevant disclosures were therefore duplicated for the purpose of SFO.

Note (c)

Mr WONG Wai Sheung and his family are discretionary beneficiaries of the WONG's family Trust (the "Trust"). The Trust is the beneficial owner of the entire issued share capital of Kwai Kee Cheung Jewellery & Goldsmith Co. Ltd. which is the beneficial owner of 3,920,010 shares of the Company.

Note (d)

Mr LEE Shu Kuan holds 33.3% of the entire issued share capital of Wah Hang Kimon Investments Limited which in turn holds 630,624 shares of the Company.

Note (e)

Mr LEE Shu Kuan holds 51% of the entire issued share capital of Wah Hang Kimon Holdings Limited which in turn holds 1,956,000 shares of the Company.

Note (f)

Mr LEE Shu Kuan's spouse, Ms FONG Chi Ling, holds 735,650 shares of the Company.

董事之證券權益及淡倉(續)

37

I. 本公司股份及相關股份之好倉：(續)

附註(a)

黃偉常先生、謝滿全先生、陳偉先生、李樹坤先生及黃冠章先生均為董事，連同彼等之聯繫人士共同控制六福(控股)有限公司超過一半投票權，該公司則持有231,858,000股本公司股份。該等董事被視為於同一份股份中擁有權益，因而已就證券及期貨條例而言作重複披露。

附註(b)

黃偉常先生、謝滿全先生、陳偉先生、李樹坤先生及黃冠章先生均為董事，連同彼等之聯繫人士共同控制龍寶投資有限公司超過三分之一投票權，該公司則持有13,286,176股本公司股份。該等董事被視為於同一份股份中擁有權益，因而已就證券及期貨條例而言作重複披露。

附註(c)

黃偉常先生及其家族為黃氏家族信託(「信託」)之酌情受益人。該信託為桂記祥珠寶金行有限公司全部已發行股本之實益擁有人，桂記祥珠寶金行有限公司實益擁有3,920,010股本公司股份。

附註(d)

華亨錦安投資有限公司持有630,624股本公司股份，而李樹坤先生持有該公司全部已發行股本33.3%。

附註(e)

華亨錦安控股有限公司持有1,956,000股本公司股份，而李樹坤先生持有該公司全部已發行股本51%。

附註(f)

李樹坤先生之配偶方志玲女士持有735,650股本公司股份。

38 DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (CONT'D)

董事之證券權益及淡倉(續)

II. Long positions in shares and underlying shares of Luk Fook (Control) Limited, the ultimate holding company

II. 於最終控股公司六福(控股)有限公司股份及相關股份之好倉：

| Name of Director 董事名稱 | Beneficial Owner 實益擁有人 | Child under 18 or Spouse 18歲以下 子女或配偶 | Controlled Corporation 受控法團 | Beneficiary of Trust 信託受益人 | Total Interest 總權益 | % of Shares 所佔 股份百分比 |
|--------------------------------------|------------------------------|--|-----------------------------------|----------------------------------|--------------------------|-------------------------------|
| Mr WONG Wai Sheung 黃偉常先生 | 478,111 | | | 33,954,791 note (a) 附註(a) | 34,432,902 | 34.43% |
| Mr TSE Moon Chuen 謝滿全先生 | | 82,853 note(b) 附註(b) | 1,916,100 note(c) 附註(c) | | 1,998,953 | 2.00% |
| Mr POON Kam Chi 潘錦池先生 | 162,435 | | | | 162,435 | 0.16% |
| Mr LAU Kwok Sum 劉國森先生 | 1,600 | | | | 1,600 | 0.002% |
| Mr WONG Koon Cheung 黃冠章先生 | 4,553,433 | | | | 4,553,433 | 4.55% |
| Mr CHAN Wai 陳偉先生 | 6,427,843 | | | | 6,427,843 | 6.43% |
| Mr LEE Shu Kuan 李樹坤先生 | 6,613,544 | 645,307 note (d) 附註(d) | 1,093,575 note (e) 附註(e) | | 8,352,426 | 8.35% |
| Miss YEUNG Po Ling, Pauline 楊寶玲小姐 | 60,000 | | | | 60,000 | 0.06% |

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (CONT'D)

II. Long positions in shares and underlying shares of Luk Fook (Control) Limited, the ultimate holding company (cont'd)

Note (a)

Mr WONG Wai Sheung and his family are discretionary beneficiaries of the WONG's family Trust (the "Trust"). The Trust is the beneficial owner of the entire issued share capital of Kwai Kee Cheung Jewellery & Goldsmith Co. Ltd. which is the beneficial owner of 33,954,791 shares of Luk Fook (Control) Limited.

Note (b)

Mr TSE Moon Chuen's spouse, Ms FONG Anissa King, holds 82,853 shares of Luk Fook (Control) Limited.

Note (c)

Mr TSE Moon Chuen holds 100% of the entire issued share capital of Moon Chuen Investment Limited which in turn holds 1,916,000 shares of Luk Fook (Control) Limited.

Note (d)

Mr LEE Shu Kuan's spouse, Ms Fong Chi Ling, holds 645,307 shares of Luk Fook (Control) Limited.

Note (e)

Mr LEE Shu Kuan holds 33.3% of the entire issued share capital of Wah Hang Kimon Investments Limited which in turn holds 1,093,575 shares of Luk Fook Control.

DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Details of the directors' benefits from rights to acquire shares or debentures are set out in the following section regarding the Company's Share Option Scheme.

Apart from the above, at no time during the year was the Company, its subsidiaries or its holding company 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.

董事之證券權益及淡倉 (續)

II. 於最終控股公司六福(控股)有限公司股份及相關股份之好倉(續)：

附註(a)

黃偉常先生及其家族為黃氏家族信託(「信託」)之酌情受益人。該信託為桂記祥珠寶金行有限公司全部已發行股本之實益擁有人，而該公司則實益擁有六福(控股)有限公司33,954,791股股份。

附註(b)

謝滿全先生之配偶方惠瓊女士持有六福(控股)有限公司82,853股股份。

附註(c)

謝滿全先生持有Moon Chuen Investment Limited全部已發行股本，而該公司則持有六福(控股)有限公司1,916,100股股份。

附註(d)

李樹坤先生之配偶方志玲女士持有六福(控股)有限公司645,307股股份。

附註(e)

李樹坤先生持有華亨錦安投資有限公司全部已發行股本33.3%，而該公司則持有六福(控股)有限公司1,093,575股股份。

董事藉購入股份或債券權利之實益

董事藉購入股份或債券權利之實益之詳情載於下文有關本公司購股權計劃一節。

除以上所述，本公司、其附屬公司或其控股公司於年內任何時間概無訂立任何安排，使本公司董事能藉收購本公司或任何其他法人團體之股份或債券而獲得利益。

40 SUBSTANTIAL SHAREHOLDERS

As at 31st March 2004, save as disclosed below, so far as is known to any director or chief executive of the Company, no person, other than a director or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the Securities and Futures Ordinance.

主要股東

於2004年3月31日，除下文披露者外，據本公司之董事或行政總裁所知悉，除本公司董事或行政總裁外，概無其他人士於本公司之股份及相關股份中，擁有權益或淡倉而須記錄於本公司根據證券及期貨條例第336條須予置存之登記冊。

| Name of Shareholder 股東名稱 | Beneficial Owner 實益擁有人 | Controlled Corporation 受控法團 | Total Interest 總權益 | % of Shares 佔股本 百分比 |
|--|------------------------------|-----------------------------------|--------------------------|------------------------------|
| Luk Fook (Control) Limited 六福(控股)有限公司 | 231,858,000 | | 231,858,000 | 48.21% |
| Value Partners Limited 惠理基金管理公司 | 43,824,000 | | 43,824,000 | 9.11% |
| Mr CHEAH Ching Hye 謝清海先生 | | 43,824,000 note 附註 | 43,824,000 | 9.11% |

Note

Mr CHEAH is a controlling shareholder, with 31.82% interest, of Value Partners Limited which in turn holds 43,824,000 shares of the Company. By virtue of the SFO, he is deemed to be interested in those shares of the Company and relevant disclosures are therefore duplicated.

附註

謝先生乃持有惠理基金管理公司31.82%權益之控股股東，而該公司持有本公司43,824,000股股份。根據證券及期貨條例，彼被視為於本公司之該等股份中擁有權益，因此須作出重複披露。

SHARE OPTION SCHEME

On 17th April 1997, a share option scheme (“the Scheme”) was approved at a Special General Meeting of the Company under which the directors may, at their discretion, grant employees, including any executive directors, of the Company and any of its subsidiaries options to subscribe for shares in the Company subject to the terms and conditions stipulated therein. A summary of the Scheme is as follows:

(1) Purpose

The purpose of the Scheme is to provide an employee incentive compensation plan that is based on corporate performance and is tied to the Company’s share value with the goal of increasing shareholders’ wealth.

(2) Eligible persons

Any employees, including any executive directors, of the Company and any of its subsidiaries.

(3) Number of shares available for issue

At 31st March 2004, the maximum number of shares available for issue is 20,626,000, representing approximately 4.29% of the issued share capital of the Company as at 31st March 2004.

(4) Maximum entitlement of each eligible person

No option shall be granted to an eligible person which would cause, at the date of grant, the aggregate number of shares over which that options is granted, together with the aggregate number of shares the subject of any other options granted to that eligible person under the scheme (whether such options have or have not been exercised at the date of grant) to exceed 25% of the aggregate number of shares already issued and issuable under the scheme.

(5) Time of exercise of option

An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on the date of grant of an option and expiring at 5:01 p.m. on the business day preceding the 10th anniversary of the date of grant.

購股權計劃

1997年4月17日，本公司股東特別大會批准一項購股權計劃（「該計劃」），據此，董事可酌情授予本公司及其任何附屬公司之僱員（包括任何執行董事）購股權，可在該計劃條款及條件之規限下認購本公司股份。該計劃概述如下：

(1) 目的

該計劃旨在提供一個以公司表現為依據之僱員獎賞計劃，該計劃與本公司股份價值息息相關，故可達到增加股東財富之目標。

(2) 合資格人士

本公司及其任何附屬公司任何僱員，包括任何執行董事。

(3) 可發行股份最高數目

於2004年3月31日可供發行之股份最高數目為20,626,000股，相當於本公司於2004年3月31日已發行股本約4.29%。

(4) 每名合資格人士之最高配額

在授出購股權當天，向合資格人士授出之購股權，連同該計劃授予該名合資格人士之任何其他購股權（不論該等購股權於授出日期已行使與否）所涉及之股份總數，不得超過該計劃已發行及可予發行之股份總數之25%。

(5) 行使購股權之時間

購股權可由購股權授出日期起至授出日期10週年日前一個營業日下午5時1分止期間任何時間按照該計劃之條款行使。

42 SHARE OPTION SCHEME (CONT'D)**(6) Exercise price**

The option price per share payable on the exercise of an option:

- (a) granted before 1st September 2001 was determined by the directors as being in no event less than the higher of:
 - (i) the nominal value of the shares; and
 - (ii) 80% of the average of the closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of offer of an option.
- (b) granted on or after 1st September 2001 is determined by the directors, in compliance with the requirements of Chapter 17 of the Listing Rules, as being at least the higher 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; and
 - (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant.

購股權計劃(續)**(6) 行使價**

行使購股權時應付之每股購股權價格：

- (a) 於2001年9月1日前授出之購股權，由董事釐定，惟在任何情況均不得低於以下兩者之較高者：
 - (i) 股份之面值；及
 - (ii) 緊接購股權授出日期前5個營業日，在聯交所每日報價表所列股份之平均收市價之80%。
- (b) 於2001年9月1日或之後授出之購股權，由董事釐定，並須符合上市規則第17章之規定，至少是以下兩者之較高者：
 - (i) 授出日期(須為營業日期)聯交所每日報價表所列股份之收市價；及
 - (ii) 緊接授出日期前5個營業日，聯交所每日報價表所列股份之平均收市價。

SHARE OPTION SCHEME (CONT'D)**(7) Remaining life of the Scheme**

The Scheme will remain in force until 16th April 2007.

The following table discloses movements in the Company's share options during the year:

| | Options held at 1st April 2003 於2003年 4月1日 持有之購股權 | Options exercised during the year 年內行使 之購股權 | Options held at 31st March 2004 於2004年 3月31日 持有之購股權 | Exercise date 行使日期 |
|---|--|--|--|---|
| <i>Executive directors</i> 執行董事 | | | | |
| WONG Wai Sheung 黃偉常 | 7,064,000 | – | 7,064,000 | N/A 不適用 |
| TSE Moon Chuen 謝滿全 | 1,761,000 | (1,761,000) | – | 1st September 2003 2003年9月1日 |
| LAW Tim Fuk, Paul 羅添福 | 1,236,000 | (1,236,000) | – | 1st September 2003 2003年9月1日 |
| POON Kam Chi 潘錦池 | 1,305,000 | (1,305,000) | – | 5th August 2003 2003年8月5日 |
| <i>Employees under continuous contracts</i> 持續合約僱員 | 6,467,000 | (1,998,000) | 4,469,000 | From 24th July 2003 to 26th February 2004 2003年7月24日至 2004年2月26日 |

All the options above were granted on 14th June 2000 and are exercisable at any time during the period from 14th June 2000 to 13th June 2010 at an exercise price of HK\$0.34 per share.

The weighted average closing prices of the shares immediately before the dates on which options were exercised were HK\$1.480, HK\$1.480, HK\$1.030 and HK\$1.372 in relation to the options exercised by Mr. Tse Moon Chuen, Mr. Law Tim Fuk, Paul, Mr. Poon Kam Chi and other employees under continuous contracts.

During the year, no options were granted, cancelled or lapsed. The share options granted are not recognised in the accounts until they are exercised.

Apart from the share option scheme mentioned above, none of the directors or chief executives (including their spouse and children under 18 years of age) had been granted, or exercised, any rights to subscribe for shares in the Company or any other body corporate.

購股權計劃(續)**(7) 該計劃之餘下年期**

該計劃將仍然生效，直至2007年4月16日。

下表披露本公司購股權於年內之變動：

| | Options held at 31st March 2004 於2004年 3月31日 持有之購股權 | Exercise date 行使日期 |
|---|--|---|
| <i>Executive directors</i> 執行董事 | | |
| WONG Wai Sheung 黃偉常 | 7,064,000 | N/A 不適用 |
| TSE Moon Chuen 謝滿全 | – | 1st September 2003 2003年9月1日 |
| LAW Tim Fuk, Paul 羅添福 | – | 1st September 2003 2003年9月1日 |
| POON Kam Chi 潘錦池 | – | 5th August 2003 2003年8月5日 |
| <i>Employees under continuous contracts</i> 持續合約僱員 | 4,469,000 | From 24th July 2003 to 26th February 2004 2003年7月24日至 2004年2月26日 |

以上所有購股權於2000年6月14日授出及可於2000年6月14日至2010年6月13日期間任何時間按每股0.34港元之行使價行使。

對於謝滿全先生、羅添福先生、潘錦池先生及其他持續合約僱員行使之購股權，股份於緊接購股權行使日期前之加權平均收市價為1.480港元、1.480港元、1.030港元及1.372港元。

年內，並無購股權授出、註銷或失效。授出之購股權於行使時方會在賬目內確認。

除以上所述購股權計劃外，並無任何董事或行政總裁(包括彼等之配偶及未滿18歲之子女)獲授予或行使可認購本公司或其任何法人團體股份之權利。

44 MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group sold less than 30% of its goods to its 5 largest customers and therefore no additional disclosure with regard to major customers is made.

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

| | | 2004 | 2003 |
|---------------------------------|-----------|------|------|
| The largest supplier | 最大供應商 | 17% | 18% |
| Five largest suppliers combined | 五名最大供應商合計 | 34% | 40% |

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 interest in the major suppliers noted above.

BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

At 31st March 2004, the Group had no bank loans, overdrafts or other borrowings.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws although there are no restrictions against such rights under the laws of Bermuda.

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

Throughout the year, the Company was in compliance with the Code of Best Practice as set out in the Listing Rules.

AUDIT COMMITTEE

In compliance with paragraph 14 of the Code of Best Practice, the Board has established an audit committee comprising all independent non-executive directors, to monitor the accounting and financial reporting practices and internal control systems of the Company. Since 1st April 2003, the audit committee has held several meetings to consider matters including the 2003 annual report of the Company, internal controls and the implications of the new accounting standards to the Group's financial reporting, the unaudited interim condensed consolidated accounts for the six months ended 30th September 2003, the 2004 annual report of the Company and the Group's IT control environment.

主要客戶及供應商

年內，本集團向其五名最大客戶出售之貨品少於30%，因此並無披露主要客戶之附加資料。

年內，本集團主要供應商所佔購貨額之百分比如下：

| | 2004 | 2003 |
|-----------|------|------|
| 最大供應商 | 17% | 18% |
| 五名最大供應商合計 | 34% | 40% |

各董事、彼等之聯繫人士或任何股東（據董事所知擁有本公司5%以上股本者）概無擁有上述主要供應商之權益。

銀行貸款、透支及其他借貸

於2004年3月31日，本集團並無銀行貸款、透支或其他借貸。

優先購買權

本公司之附例並無載列有關優先購買權之規定，惟百慕達法例對該等權利並無限制。

遵守上市規則之最佳應用守則

本年內，本公司一直遵照上市規則所載列之最佳應用守則。

審核委員會

董事會已成立一個由所有獨立非執行董事組成之審核委員會，以符合最佳應用守則第14段之規定。審核委員會之主要職責包括監督本公司之會計及財務匯報程序和內部監控。自2003年4月1日起以來，審核委員會召開多個會議以省覽包括本公司2003年度年報、內部監控及新會計實務準則對本集團財務報告之影響等事宜、審閱有關截至2003年9月30日止6個月之未經審核中期簡明綜合賬目之財務報告、2004年度年報及本集團之資訊科技控制之環境等事宜。

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 23rd August 2004 to 27th August 2004, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 20th August 2004.

AMENDMENTS TO BYE-LAWS

To align the Company's Bye-laws with amendments to the Listing Rules and the enactment of the Securities and Futures Ordinance, the Directors propose to amend the Bye-laws. Accordingly, a special resolution will be proposed at the forthcoming annual general meeting to amend the Bye-laws. The circular containing details of the proposed amendments to the Bye-laws will be sent to the Shareholders together with this Annual Report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of its directors as at 24th July 2004, being the latest practicable date prior to the issue of the annual report, the public float of shares in the Company has remained above the minimum percentage required by The Stock Exchange throughout the year.

AUDITORS

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

By order of the Board

Wong Wai Sheung

Chairman

Hong Kong, 23rd July 2004

暫停辦理股份過戶登記

本公司將由2004年8月23日至2004年8月27日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合資格享有末期股息,所有過戶文件連同有關股票最遲須於2004年8月20日下午4時送達本公司在香港之股份過戶登記處,香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心17樓1712-1716室。

細則修訂

為使細則符合上市規則修訂及證券及期貨條例之法規董事建議修訂細則。因此,將於應屆股東週年大會提呈特別決議案以修訂細則。一份載有細則修訂建議股東週年大會提呈特別決議案以修訂細則。一份載有細則修訂建議之通函將會連同此年報寄發予股東。

充裕的公眾持股量

根據本公司獲得之公開資料及據董事所知的最後實際可行日期為2004年7月24日,即本年報發行日前,本集團股份之公眾持股量全年保留於聯交所要求的最低百分比之上。

核數師

本賬目已經由羅兵咸永道會計師事務所審核,該核數師任滿告退,但表示願意膺聘連任。

承董事會命

主席

黃偉常

香港, 2004年7月23日