

REPORT OF THE DIRECTORS

The directors present their annual report and the audited financial statements for the year ended March 31, 2004.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services to its subsidiaries. The activities of its principal subsidiaries and associate are set out in notes 44 and 45 respectively to the financial statements.

RESULTS

The results of the Group for the year ended March 31, 2004 are set out in the consolidated income statement on page 28.

INVESTMENT PROPERTIES

The Group's investment properties were revalued as at March 31, 2004, as set out in note 12 to the financial statements. The resulting deficit arising on revaluation has been charged directly to the investment property revaluation reserve and consolidated income statement with an amount of HK\$570,000 and HK\$121,000 respectively.

PROPERTY, PLANT AND EQUIPMENT

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

MAJOR PROPERTIES

Details of the major properties of the Group at March 31, 2004 are set out on page 94.

SHARE CONSOLIDATION AND SUBDIVISION

At the extraordinary general meeting of the Company held on May 9, 2003, the consolidation of every 25 issued and unissued shares of HK\$0.25 each in the share capital of the Company into 1 consolidated share of HK\$6.25 was approved to take effect on May 12, 2003.

At the extraordinary general meeting of the Company held on December 3, 2003, the subdivision of every issued and unissued share of HK\$6.25 each in the share capital of the Company into 25 subdivided shares of HK\$0.25 each was approved to take effect on the same date.

SHARE CAPITAL AND WARRANTS

Movements in the share capital and warrants of the Company are set out in note 25 to the financial statements.

董事會報告書

董事謹此提呈截至二零零四年三月三十一日止年度之年報及經審核財務報表。

主要業務

本公司乃投資控股公司，並為其附屬公司提供公司管理服務。其主要附屬公司及聯營公司之業務分別載於財務報表附註44及45。

業績

本集團截至二零零四年三月三十一日止年度之業績載於第28頁之綜合收益賬內。

投資物業

於二零零四年三月三十一日，本集團重估其投資物業，有關詳情載於財務報表附註12，因而產生之重估虧絀達570,000港元及121,000港元，已直接於投資物業重估儲備及綜合收益賬入賬。

物業、廠房及設備

本集團與本公司之物業、廠房及設備於年內之變動情況載於財務報表附註13。

主要物業

本集團於二零零四年三月三十一日所持有之主要物業詳情載於第94頁。

股份合併及分拆

本公司於二零零三年五月九日舉行股東特別大會，會上批准本公司股本中每25股每股面值0.25港元之已發行及未發行股份合併為1股每股面值6.25港元之合併股份，並於二零零三年五月十二日生效。

本公司於二零零三年十二月三日舉行股東特別大會，會上批准本公司股本中每股面值6.25港元之已發行及未發行股份分拆為25股每股面值0.25港元之分拆股份，並於同日生效。

股本及認股權證

本公司之股本及認股權證變動情況載於財務報表附註25。

REPORT OF THE DIRECTORS – continued

RESERVES

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

DIRECTORS

The directors of the Company during the year and up to the date of this report are:

Executive directors:

Chan Heng Fai
Chan Tong Wan (Appointed as Managing Director on August 25, 2003)

Chan Yoke Keow
Chan Sook Jin, Mary-ann

Non-executive directors:

Fong Kwok Jen

Independent non-executive directors:

Lee Ka Leung, Daniel
Wong Dor Luk, Peter
Da Roza Joao Paulo (Appointed on July 20, 2004)

Alternate directors:

Lau Kwok Fai (alternate to Chan Heng Fai)
Wooldridge Mark Dean (alternate to Fong Kwok Jen)

In accordance with Articles 78 and 79 of the Company's Articles of Association, Ms. Chan Yoke Keow and Mr. Da Roza Joao Paulo retire by rotation and, being eligible, offer themselves for re-election. The term of office of each non-executive director and independent non-executive director is the period up to his retirement by rotation and each one of them can be re-appointed in accordance with the above articles.

董事會報告書 – 續

儲備

本集團及本公司於年內之儲備變動詳情載於財務報表附註26。

董事

年內及截至本報告日期為止，本公司之在任董事如下：

執行董事：

陳恒輝
陳統運 (於二零零三年八月二十五日獲委任為董事總經理)

陳玉嬌
陳淑貞

非執行董事：

鄺國禎

獨立非執行董事：

李家樑
王多祿
Da Roza Joao Paulo (於二零零四年七月二十日獲委任)

替任董事：

劉國輝 (陳恒輝之替任董事)
Wooldridge Mark Dean (鄺國禎之替任董事)

根據本公司之公司組織章程細則第78及79條，陳玉嬌女士及Da Roza Joao Paulo先生須輪值告退，惟合資格且願膺選連任。各非執行董事及獨立非執行董事之任期至根據上述細則輪值告退為止，且均可根據上述細則再獲委任。

DIRECTORS' INTERESTS IN SECURITIES

董事於證券之權益

(1) Directors' and chief executives' interests in shares and underlying shares

(1) 董事及主要行政人員於股份及相關股份之權益

At March 31, 2004, the interests of the directors and the chief executives and their associates in the shares, underlying shares and convertible debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

於二零零四年三月三十一日，董事及主要行政人員及彼等之聯繫人士於本公司或其相聯法團之股份、相關股份及可換股債券中，擁有記錄於根據證券及期貨條例（「證券及期貨條例」）第352條須存置登記冊之權益，或根據上市公司董事進行證券交易的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如下：

Long positions

好倉

(a) Ordinary shares of HK\$0.25 each of the Company

(a) 本公司每股面值0.25港元之普通股

| 董事姓名 | 身份 | 所持已發行 普通股數目 Number of issued ordinary shares held | 佔本公司已發行 股本百分比 Percentage of the issued share capital of the Company % |
|--------------------------------|---|--|---|
| Name of director | Capacity | | |
| Chan Heng Fai 陳恒輝 | Beneficial owner 實益擁有人 | 100,676,225 | 6.63 |
| Chan Yoke Keow 陳玉嬌 | Beneficial owner 實益擁有人 | 31,437,275 | 2.07 |
| | Held by trust (Note 1) 以信託持有 (附註1) | 59,733,600 | 3.93 |
| | Held by controlled corporations (Note 2) 所控制之公司持有 (附註2) | 464,328,425 | 30.59 |
| Chan Sook Jin, Mary-ann 陳淑貞 | Beneficial owner 實益擁有人 | 25,650 | – |
| | Held by spouse (Note 3) 由配偶持有 (附註3) | 3,416,000 | 0.23 |
| Fong Kwok Jen 鄺國禎 | Beneficial owner 實益擁有人 | 3,828,000 | 0.25 |
| Chan Tong Wan 陳統運 | Beneficial owner 實益擁有人 | 5,147,750 | 0.34 |
| Wong Dor Luk, Peter 王多祿 | Beneficial owner 實益擁有人 | 280,000 | 0.02 |
| | | 668,872,925 | 44.06 |

DIRECTORS' INTERESTS IN SECURITIES – continued

董事於證券之權益 – 續

(1) Directors' and chief executives' interests in shares and underlying shares – continued

(1) 董事及主要行政人員於股份及相關股份之權益 – 續

Long positions – continued

好倉 – 續

(b) Share options

(b) 購股權

| 董事姓名 | 身份 | 所持購股權數目 | 相關股份數目 |
|--------------------------------|---------------------------|------------------------|-----------------------------|
| Name of director | Capacity | Number of options held | Number of underlying shares |
| Chan Heng Fai 陳恒輝 | Beneficial owner 實益擁有人 | 22,060,000 | 22,060,000 |
| Chan Yoke Keow 陳玉嬌 | Beneficial owner 實益擁有人 | 23,131,739 | 23,131,739 |
| Chan Sook Jin, Mary-ann 陳淑貞 | Beneficial owner 實益擁有人 | 25,000,000 | 25,000,000 |
| | | 70,191,739 | 70,191,739 |

(c) Warrants

(c) 認股權證

| 董事姓名 | 身份 | 所持認股權證數目 | 相關股份數目 |
|-----------------------|---|-------------------------|-----------------------------|
| Name of director | Capacity | Number of warrants held | Number of underlying shares |
| Chan Yoke Keow 陳玉嬌 | Held by controlled corporation (Note 4) 所控制之公司持有 (附註4) | 65,000,000 | 130,000,000 |

Notes:

附註:

- These shares are owned by a discretionary trust, Bermuda Trust (Cook Island) Limited. Mrs. Chan Yoke Keow ("Mrs. Chan") is one of the discretionary objects.
- These shares are owned by BPR Holdings (BC) Inc., BPR Holdings (Far East) Limited, First Pacific International Limited and Prime Star Group Co. Ltd., in which Mrs. Chan has beneficial interests.
- These shares are owned by Mr. Wooldridge Mark Dean, the spouse of Ms. Chan Sook Jin, Mary-ann.
- These warrants are owned by Prime Star Group Co. Ltd., in which Mrs. Chan has a beneficial interest.

- 該等股份由一項全權信託 Bermuda Trust (Cook Island) Limited 擁有，而陳玉嬌女士 (「陳女士」) 乃該項信託之受益人之一。
- 該等股份由陳女士實益擁有之 BPR Holdings (BC) Inc.、BPR Holdings (Far East) Limited、First Pacific International Limited 及 Prime Star Group Co. Ltd. 擁有。
- 該等股份由陳淑貞女士之配偶 Wooldridge Mark Dean 先生擁有。
- 該等認股權證由陳女士實益擁有之 Prime Star Group Co. Ltd. 擁有。

REPORT OF THE DIRECTORS – continued

董事會報告書 – 續

DIRECTORS' INTERESTS IN SECURITIES – continued

董事於證券之權益 – 續

(1) Directors' and chief executives' interests in shares and underlying shares – continued

(1) 董事及主要行政人員於股份及相關股份之權益 – 續

Long positions – continued

好倉 – 續

(d) Shares in a subsidiary

(d) 於一家附屬公司之股份

At March 31, 2004, the following directors held interests in the shares of PeopleMed.com, Inc., a subsidiary of the Company as follows:

於二零零四年三月三十一日，以下董事於本公司附屬公司PeopleMed.com, Inc.之股份擁有之權益如下：

所持普通股數目

| Number of ordinary shares held | |
|--------------------------------|------------------|
| 個人權益 | 家族權益 |
| Personal interests | Family interests |

| | | | |
|----------------|-----|---------|------------------------|
| Chan Heng Fai | 陳恒輝 | 100,000 | – |
| Chan Yoke Keow | 陳玉嬌 | – | 100,000 (附註) (Note) |
| Chan Tong Wan | 陳統運 | 25,000 | – |
| Fong Kwok Jen | 鄺國禎 | 25,000 | – |

Note: These shares are owned by Mr. Chan Heng Fai ("Mr. Chan"), the spouse of Mrs. Chan.

附註：該等股份由陳女士之配偶陳恒輝先生（「陳先生」）擁有。

REPORT OF THE DIRECTORS – continued

董事會報告書 – 續

DIRECTORS' INTERESTS IN SECURITIES – continued

董事於證券之權益 – 續

(2) Options

Particulars of the Company's and subsidiaries' share option schemes are set out in note 40 to the financial statements.

The following table discloses details of the Company's share options in issue during the year:

(2) 購股權

本公司及附屬公司之購股權計劃詳情載於財務報表附註40。

下表披露本公司於年內已發行之購股權詳情：

| 董事姓名 | 授出日期 | 可予行使期限 | 每股行使價 | 於二零零三年 四月一日及 二零零四年 三月三十一日 之購股權數目 Number of share options At 4.1.2003 and 3.31.2004 | |
|------------------------------|----------------|-----------------------|---|--|------------|
| Name of director | Date granted | Exercisable period | Exercise price per share 港元 HK\$ | | |
| Category 1: Directors | 第一類: 董事 | | | | |
| Chan Heng Fai | 陳恒輝 | 4.22.1996 | 4.22.1996 – 4.21.2006 | 0.4025 | 1,000,000 |
| | | 5.15.1997 | 5.15.1997 – 5.14.2007 | 0.4512 | 6,660,000 |
| | | 10.26.1997 | 10.26.1997 – 10.25.2007 | 0.3064 | 14,400,000 |
| Chan Yoke Keow | 陳玉嬌 | 4.22.1996 | 4.22.1996 – 4.21.2006 | 0.4025 | 2,071,739 |
| | | 5.15.1997 | 5.15.1997 – 5.14.2007 | 0.4512 | 6,660,000 |
| | | 10.26.1997 | 10.26.1997 – 10.25.2007 | 0.3064 | 14,400,000 |
| Chan Sook Jin, Mary-ann | 陳淑貞 | 10.26.1997 | 10.26.1997 – 10.25.2007 | 0.3064 | 25,000,000 |
| Total for directors | 董事總數 | | | | 70,191,739 |
| Category 2: Employees | 第二類: 僱員 | | | | |
| Total for employees | 僱員總數 | 5.15.1997 | 5.15.1997 – 5.14.2007 | 0.4512 | 1,300,000 |
| Total for all categories | 所有類別總數 | | | | 71,491,739 |

No share option was granted or exercised during the year.

年內並無購股權獲授出或行使。

REPORT OF THE DIRECTORS – continued

董事會報告書 – 續

DIRECTORS' INTERESTS IN SECURITIES – continued

董事於證券之權益 – 續

(2) Options – continued

In addition, the following outstanding options to subscribe for shares in the capital of certain subsidiaries of the Company, granted to certain directors of the Company under the share option schemes of these subsidiaries are as follows:

- (i) *eBanker USA.Com, Inc. ("eBanker")*

The following table presents details of share options in issue during the year.

(2) 購股權 – 續

此外，以下可認購本公司若干附屬公司股本中股份之尚未行使購股權乃根據該等附屬公司之購股權計劃授予本公司若干董事，詳情如下：

- (i) *eBanker USA.Com, Inc. ("eBanker")*

下表乃年內已發行購股權之詳情。

| | | 每股行使價 | 於二零零四年 三月三十一日之 購股權數目 Number of share options at 3.31.2004 |
|-------------------------|--------|---|--|
| Category 1: Directors | 第一類：董事 | Exercise price per share 美元 US\$ | |
| Chan Heng Fai | 陳恒輝 | 3.00 | 500,000 |
| Fong Kwok Jen | 鄺國禎 | 3.00 | 100,000 |
| Total held by directors | 董事所持總數 | | 600,000 |
| Category 2: Employees | 第二類：僱員 | | |
| Total held by employees | 僱員所持總數 | 3.00 | 20,000 |
| Total | 總計 | | 620,000 |

There was no movement in the share options granted by eBanker during the year.

eBanker授出之購股權於年內並無任何變動。

REPORT OF THE DIRECTORS – continued

董事會報告書 – 續

DIRECTORS' INTERESTS IN SECURITIES – continued

董事於證券之權益 – 續

(2) Options – continued

(2) 購股權 – 續

(ii) *Global Med Technologies, Inc. (“Global Med”)*

(ii) *Global Med Technologies, Inc. (“Global Med”)*

The following table presents the activity for options for the year ended and as of March 31, 2004:

下表乃購股權於截至二零零四年三月三十一日止年度及於該日之詳情：

| | | 每股行使價 | 於二零零四年三月三十一日之購股權數目 |
|--------------------------------|---------------|--------------------------|-------------------------|
| | | Exercise price per share | Number of share options |
| | | 美元 | at 3.31.2004 |
| | | US\$ | |
| Category 1: Directors | 第一類：董事 | | |
| Chan Heng Fai | 陳恒輝 | 0.78 | 250,000 |
| Chan Tong Wan | 陳統運 | 0.66 | 50,000 |
| Fong Kwok Jen | 鄺國禎 | 0.78 | 150,000 |
| Total held by directors | 董事所持總數 | | 450,000 |
| Category 2: Employees | 第二類：僱員 | | |
| Total held by employees | 僱員所持總數 | 0.76 | 8,304,942 |
| Total | 總計 | | 8,754,942 |
| | | 購股權 Options | 價格* Price* |
| | | | 美元 |
| | | | US\$ |
| Outstanding, beginning of year | 年初尚未行使 | 8,911,942 | 0.75 |
| Granted | 授出 | 68,000 | 0.68 |
| Forfeited/cancelled | 已沒收／註銷 | (225,000) | 0.54 |
| Outstanding, end of year | 年終尚未行使 | 8,754,942 | 0.76 |

There was no movement in options granted to the directors during the year.

年內授予董事之購股權並無任何變動。

DIRECTORS' INTERESTS IN SECURITIES – continued

董事於證券之權益 – 續

(2) Options – continued

(2) 購股權 – 續

(ii) Global Med Technologies, Inc. (“Global Med”) – continued

(ii) Global Med Technologies, Inc. (“Global Med”) – 續

The following table presents the composition of options outstanding and exercisable as of March 31, 2004:

下表呈列於二零零四年三月三十一日尚未行使及可予行使購股權之情況：

| 行使價範圍 Range of exercise price 美元 US\$ | 尚未行使購股權 Options Outstanding | | | 可予行使購股權 Exercisable Options | |
|--|--------------------------------|-----------------------------|--------------|--------------------------------|-----------------------------|
| | 款額 Amount | 價格* Price* 美元 US\$ | 年期* Life* | 款額 Amount | 價格* Price* 美元 US\$ |
| 0.45-0.55 | 104,000 | 0.48 | 8.8 | 42,000 | 0.49 |
| 0.56-1.00 | 7,815,498 | 0.65 | 6.1 | 4,315,331 | 0.71 |
| 1.01-1.50 | 289,000 | 1.15 | 4.2 | 257,000 | 1.14 |
| 1.51-2.00 | 322,194 | 1.78 | 3.7 | 322,194 | 1.78 |
| 2.45-3.00 | 210,750 | 2.51 | 3.0 | 210,750 | 2.51 |
| 3.75 | 13,500 | 3.75 | 2.3 | 13,500 | 3.75 |
| 總計 Total | <u>8,754,942</u> | <u>0.76</u> | <u>5.9</u> | <u>5,160,775</u> | <u>0.88</u> |

* Price and life reflect the weighted average exercise price and weighted average remaining contractual life, respectively.

* 價格及年期分別指加權平均行使價及加權平均尚餘契約期。

The fair value of the options in Global Med granted during the year is not disclosed as in the opinion of the directors, certain assumptions needed to derive the fair value using the Black-Scholes option pricing model cannot be reasonably determined.

董事認為，由於未能合理釐訂若干採用柏力克－舒爾斯期權訂價模式計算公平值所需之假設，故並無披露年內授出之Global Med購股權公平值。

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements 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.

除上文所披露者外，本公司或其任何附屬公司於年內任何時間概無參與任何安排，可使本公司董事藉收購本公司或任何其他法人團體之股份或債券而獲利。

DIRECTORS' SERVICE CONTRACTS

董事之服務合約

- (i) On November 9, 1998, a service contract (“Service Contract”) was entered into between the Company and Mr. Chan, for a term of five years expiring on January 31, 2002. This Service Contract superseded the prior service contract and the terms of the Service Contract are deemed to have taken effect on February 1, 1997. On November 25, 2000, a supplementary agreement was entered into between the Company and Mr. Chan for the extension of the Service Contract for a period of three years expiring on January 31, 2005.

Commencing from February 1, 1998 and up to January 31, 2005, the Service Contract provides for the payment of a salary of the greater of (a) an annual salary equal to 5.9% of the net assets value of the Company as shown in its consolidated audited accounts at each financial year end, or (b) 101% of the basic salary for the immediately preceding year commencing from February 1, 1997 to January 31, 1998. In addition, Mr. Chan is also entitled to receive an accommodation allowance of HK\$30,000 per month.

On August 22, 2003, Mr. Chan submitted a “Voluntary Undertaking to Reduce Basic Remuneration by Approximately 50% Effective August 1, 2003” (“Voluntary Reduction Undertaking”) to the directors of the Company. This Voluntary Reduction Undertaking, effective August 1, 2003, through the remaining life of the Service Contract, voluntarily amends the Service Contract by placing additional limits on Mr. Chan's remuneration, resulting in an immediate going-forward reduction of approximately 50% in basic salary remuneration, and requiring any additional remuneration to be subject to the Company's profit before taxation as shown in its consolidated audited accounts at each financial year end. The Company will not be obligated to remunerate Mr. Chan any more than would be required under the Service Contract before this Voluntary Reduction Undertaking.

In the event that the Company should terminate Mr. Chan's employment following the change of control of the Company, as defined in the Service Contract, or for any reasons not specifically excluded in the Service Contract, Mr. Chan shall be entitled to receive as liquidated damages a lump sum equal to the sum which would have been payable by the Company as gross salary in respect of the unexpired term of the Service Contract on the date notice of termination is given.

- (i) 於一九九八年十一月九日，本公司與陳先生訂立一份為期五年之服務合約（「服務合約」），於二零零二年一月三十一日屆滿。此服務合約取代之前訂立之服務合約，而服務合約之條款被當作已於一九九七年二月一日生效。於二零零零年十一月二十五日，本公司與陳先生訂立一項補充協議，將服務合約延長三年，於二零零五年一月三十一日屆滿。

由一九九八年二月一日起至二零零五年一月三十一日止，服務合約規定須支付薪金之金額為下列較高者：(a)相等於本公司每個財政年度年結日之經審核綜合賬目所示本公司資產淨值5.9%之年薪；或(b)緊接一九九七年二月一日至一九九八年一月三十一日之前一年基本薪金之101%。陳先生亦有權收取每月30,000港元之房屋津貼。

二零零三年八月二十二日，陳先生向本公司董事呈交「自願承諾自二零零三年八月一日起減薪約50%」（「自願減薪承諾」）。此自願減薪承諾自二零零三年八月一日起生效，直至服務合約結束，就陳先生之薪酬作出額外限制，從而自願修訂服務合約，基本薪酬即時持續減低約50%，而任何額外薪酬須取決於每個財政年度年結日之本公司綜合經審核賬目所示除稅前溢利。本公司毋須向陳先生支付多於服務合約於自願減薪承諾前規定之薪酬。

倘本公司因控制權轉變（定義見服務合約），或因服務合約並無特別訂明豁免之任何原因而終止僱用陳先生，則陳先生有權於接獲解僱通知當日收取一筆定額賠償，數額相當於本公司於服務合約餘下期間須付予陳先生之薪金總額。

REPORT OF THE DIRECTORS – continued

DIRECTORS' SERVICE CONTRACTS – continued

- (ii) On April 22, 2002, a service contract was entered into between the Company and Mrs. Chan for a term of 5 years expiring on February 1, 2007. This service contract provides for the payment of a salary of the greater of (a) an annual salary equal to 1% of the net asset value of the Company as shown in its consolidated audited accounts at each financial year end, or (b) 110% of the basic salary as mentioned in the service contract with Mrs. Chan. In addition, Mrs. Chan is also entitled to receive an accommodation allowance of HK\$30,000 per month. For a period of 12 calendar months beginning May 1, 2002, Mrs. Chan voluntarily received only 75% of the greater of (a) or (b) above.

In the event that the Company should terminate Mrs. Chan's employment following the change of control of the Company, as defined in the service contract, or for any reasons not specifically excluded in the service contract, Mrs. Chan shall be entitled to receive as liquidated damages a lump sum equal to the sum which would have been payable by the Company as gross salary in respect of the unexpired term of the service contract on the date notice of termination is given.

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

DIRECTORS' INTERESTS IN CONTRACTS

Other than certain transactions as disclosed in note 42 to the financial statements, no other contract of significance to which the Company or any of its subsidiaries 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.

董事會報告書 – 續

董事之服務合約 – 續

- (ii) 本公司與陳女士於二零零二年四月二十二日訂立一份為期五年之服務合約，將於二零零七年二月一日屆滿。該合約規定須支付之薪金金額為下列較高者：(a)相等於本公司每個財政年度年結日之經審核綜合賬目所示本公司資產淨值1%之年薪；或(b)與陳女士所訂立服務合約所述基本薪金110%。此外，陳女士亦有權收取每月30,000港元之房屋津貼。由二零零二年五月一日起十二個曆月期間，陳女士僅自願收取上文(a)或(b)項較高者之75%。

倘本公司因控制權轉變（定義見服務合約），或因服務合約並無特別訂明豁免之任何原因而終止僱用陳女士，則陳女士有權於接獲解僱通知當日收取一筆定額賠償，數額相當於本公司於服務合約餘下期間須付予陳女士之薪金總額。

除上文所披露者外，概無任何董事與本公司訂立任何本公司不可於一年內毋須作出賠償（法定賠償除外）而終止之服務合約。

董事於合約之權益

除財務報表附註42所披露之若干交易外，本公司或其任何附屬公司概無訂立任何本公司董事直接或間接擁有重大權益且於年終或年內任何時間仍然生效之其他重要合約。

REPORT OF THE DIRECTORS – continued

董事會報告書 – 續

SUBSTANTIAL SHAREHOLDERS

As at March 31, 2004, according to the register of interest in shares and short positions kept by the Company pursuant to Section 336 of the SFO and so far as is known to or can be ascertained after reasonable enquiries by the directors, the persons (other than the Directors of the Company or their respective associate) who were interested in 5% or more in the issued share capital of the Company are as follows:

| 名稱 Name | 所持股份數目 Number of shares held | 百分比 % |
|-------------------------------------|---------------------------------|----------|
| Prime Star Group Co., Ltd. | 351,260,000 | 23.14 |
| First Pacific International Limited | 102,874,600 | 6.78 |
| Novena Furnishing Centre Pte Ltd. | 77,060,000 | 5.08 |
| Novena Holdings Limited (Note) (附註) | 77,060,000 | 5.08 |

Note: Novena Holdings Limited is deemed to be interested in 77,060,000 shares by virtue of its corporate interests in Novena Furnishing Centre Pte Ltd.

主要股東

於二零零四年三月三十一日，根據本公司遵照證券及期貨條例第336條存置之股份權益及淡倉登記冊及據董事目前所知或於作出合理查詢後確定，下列人士（除本公司董事或彼等各自之聯繫人士外）擁有本公司已發行股本5%或以上權益：

| 所持股份數目 Number of shares held | 百分比 % |
|---------------------------------|----------|
| 351,260,000 | 23.14 |
| 102,874,600 | 6.78 |
| 77,060,000 | 5.08 |
| 77,060,000 | 5.08 |

附註：基於 Novena Holdings Limited 於 Novena Furnishing Centre Pte Ltd. 之公司權益，其被視為於 77,060,000 股股份中擁有權益。

Save as disclosed above, as at March 31, 2004, no person other than the directors of the Company whose interests are set out in the section headed "Directors' and chief executives' interests in shares and underlying shares" above, had registered an interest of 5% or more in the issued share capital of the Company that was required to be recorded in the register of interest pursuant to Section 336 of the SFO.

除上文所披露者外，於二零零四年三月三十一日，除上文「董事及主要行政人員於股份及相關股份之權益」一節所載本公司董事擁有之權益外，概無任何人士登記擁有本公司已發行股本5%或以上而須根據證券及期貨條例第336條記入權益登記冊之權益。

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended March 31, 2004, the aggregate amount of turnover and purchases attributable to the Group's five largest customers and suppliers respectively accounted for less than 30% of the Group's total turnover and purchases.

主要客戶及供應商

截至二零零四年三月三十一日止年度，本集團五大客戶及供應商分別佔本集團營業總額及採購總額不足30%。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

購回、出售或贖回上市證券

本公司或其任何附屬公司於年內概無購回、出售或贖回本公司任何上市證券。

POST BALANCE SHEET EVENTS

Details of significant post balance sheet events are set out in note 43 to the financial statements.

結算日後事項

於結算日後之重大事項詳情載於財務報表附註 43。

CORPORATE GOVERNANCE

In the opinion of the directors, the Company has complied throughout the year ended March 31, 2004 with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

公司管治

董事認為，本公司於截至二零零四年三月三十一日止年度一直遵守香港聯合交易所有限公司證券上市規則附錄14所載最佳應用守則。

REPORT OF THE DIRECTORS – continued

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

CHAN TONG WAN
MANAGING DIRECTOR

July 27, 2004

董事會報告書 – 續

核數師

將於股東週年大會提呈有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

董事總經理
陳統運

二零零四年七月二十七日