

董事會報告書

REPORT OF THE DIRECTORS

董事會茲提呈截至二零零四年六月三十日止年度之報告及經審核賬目。

The directors submit their report together with the audited accounts for the year ended 30th June 2004.

主要業務及按地域劃分之營運分析

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

本公司之主要業務為投資控股。其附屬公司之業務載於賬目附註34。

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 34 to the accounts.

本集團本年度按主要業務及地域劃分之營業額及分部業績分析載於賬目附註2。

An analysis of the Group's turnover and segment results for the year by principal activities and geographical areas is set out in note 2 to the accounts.

業績及溢利分配

RESULTS AND APPROPRIATIONS

本年度之業績載於第35頁之綜合損益表內。

The results of the Group for the year are set out in the consolidated profit and loss account on page 35.

董事不建議派發股息。

The directors do not recommend the payment of a dividend.

五年財務摘要

FIVE YEAR FINANCIAL SUMMARY

本集團過去五年財政年度之業績、資產及負債之摘要載於第4頁。

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 4.

儲備

RESERVES

本集團及本公司儲備於年內之變動載於賬目附註25。

Movements in the reserves of the Group and the Company during the year are set out in note 25 to the accounts.

捐款

DONATIONS

本集團在本年度作出之慈善及其他捐款合共港幣10,000元(二零零三年：港幣26,000元)。

Charitable and other donations made by the Group during the year amounted to HK\$10,000. (2003: HK\$26,000).

固定資產

FIXED ASSETS

本集團之固定資產變動詳情載於賬目附註11。

Details of the movements in fixed assets of the Group are set out in note 11 to the accounts.

主要物業

PRINCIPAL PROPERTIES

本集團用作投資之主要物業詳情載於第6頁。

Details of the principal properties held for investment purposes of the Group are set out on page 6.

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股本

本公司之股本變動詳情載於賬目附註24。

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 24 to the accounts.

可分派儲備

本公司於二零零四年六月三十日之可分派儲備為港幣51,152,000元(二零零三年：港幣51,191,000元(經重列))，包括實繳盈餘港幣51,852,000元(二零零三年：港幣51,852,000元)，而實繳盈餘只在符合賬目附註25所載各項條件方可予以分派。

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 30th June 2004 amounted to HK\$51,152,000 (2003: HK\$51,191,000(restated)), including contributed surplus of HK\$51,852,000 (2003: HK\$51,852,000) which is only distributable subject to conditions as set out in note 25 to the accounts.

銀行貸款、透支及其他借貸之詳情

於二零零四年六月三十日，銀行貸款、透支及其他借貸之詳情載於賬目附註22、23、26及29。

PARTICULARS OF BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

Particulars of bank loans, overdrafts and other borrowings as at 30th June 2004 are set out in notes 22, 23, 26 and 29 to the accounts.

買賣或贖回本公司之上市證券

本公司於年內並無贖回其任何股份。本公司及其任何附屬公司於年內概無買賣本公司任何上市證券。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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 listed securities during the year.

購股權計劃

根據於二零零三年股東週年大會上通過之決議案，本公司根據上市規則採納新計劃，並終止舊計劃。新計劃之細節詳列如下：

SHARE OPTION SCHEME

Pursuant to resolutions passed in the 2003 AGM, the Company has adopted the New Scheme and terminated the Old Scheme in compliance with the Listing Rules. Details of the New Scheme are as follows:

(a) 新計劃之目的

新計劃之目的是使本公司可向經過選定之參與人(定義見下文)授出購股權，作為其對本集團及投資實體之貢獻及支持之獎勵及／或獎賞。

(a) Purpose of the New Scheme

The purpose of the New Scheme is to enable the Company to grant options to selected Participants (as defined below) as incentive and/or rewards for their contribution and support to the Group and any invested entity.

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購股權計劃 (續)

(b) 新計劃的參與人

董事會可酌情邀請屬於以下任何類別，對本集團及任何投資實體有貢獻及作出支持之參與人（「參與人」），藉接納購股權以認購股份：

- (i) 本公司、其任何附屬公司或任何投資實體之任何全職僱員，包括（但不限於）本公司、其任何附屬公司或任何投資實體之任何全職執行董事（個別稱為「僱員」）；
- (ii) 本公司、其任何附屬公司或任何投資實體之任何非執行董事（包括獨立非執行董事）；
- (iii) 本集團任何成員公司或任何投資實體之任何貨品或服務供應商；
- (iv) 本集團或任何投資實體之任何客戶；
- (v) 向本集團或任何投資實體提供研究、發展或其他技術支援之任何人士或實體；
- (vi) 本集團任何成員公司或任何投資實體之股東或本集團任何成員公司或任何投資實體所發行之證券之持有人；
- (vii) 本集團任何成員公司或任何投資實體任何業務範圍或業務發展之任何顧問（專業或非專業）或諮詢人；

SHARE OPTION SCHEME (Cont'd)

(b) Participants of the New Scheme

The Board may, at its discretion, invite any person belonging to any of the following classes of participants for their contribution and support to the Group and any invested entity (the "Participants" and individually, a "Participant") to take up options to subscribe for shares.

- (i) any full-time employee of the Company, any of its subsidiary or any invested entity, including (without limitation) any executive director of the Company, any of its subsidiary or any invested entity, who is in full time employment of the Company, any of its subsidiary or any invested entity (individually, an "Employee");
- (ii) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiary or any invested entity;
- (iii) any supplier of goods or services to any member of the Group or any invested entity;
- (iv) any customer of the Group or any invested entity;
- (v) any person or entity that provides research, development or other technical support to the Group or any invested entity;
- (vi) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity;
- (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any invested entity;

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購股權計劃 (續)

(b) 新計劃的參與人 (續)

(viii) 本集團業務運作或業務安排之任何合夥人或合作人，及就新計劃而言，可向上述任何類別之參與人(一位或以上)全資擁有之公司授出購股權。

(c) 根據新計劃可供發行股份數目上限

(i) 根據新計劃及本集團當時任何其他計劃授出之所有未行使購股權，於行使時可發行股份數目，最多不得超過本公司不時已發行股份之30%。按新計劃或本公司當時任何其他計劃之條款作廢或取消之購股權，於計算以上之30%上限時，不得計算在內；

(ii) 根據新計劃可供發行股份數目上限為143,460,537股股份，相當於股東在二零零三年股東週年大會上有條件批准及採納新計劃當日已發行股份之10%。

(d) 各參與人之權利上限

於截至向每位獲授人之授出日期為止之任何12個月期間內，根據新計劃及本集團當時任何其他計劃向獲授人授出之購股權(包括已行使及未行使之購股權)獲行使而已發行及可予發行之股份總數，合共不得超過當時已發行股份總數之1%。

SHARE OPTION SCHEME (Cont'd)

(b) Participants of the New Scheme (Cont'd)

(viii) any joint venture partner or counter-party to business operation or business arrangements of the Group, and for the purposes of the New Scheme, the options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of the Participants.

(c) Maximum number of shares available for issue under the New Scheme

(i) The maximum number of share which may be issued upon exercise of all outstanding option granted and yet to be exercised under the New Scheme and any other schemes for the time being of the Company shall not exceed 30% of the shares in issue from time to time. Options lapsed or cancelled for the time being of the Company shall not be counted for the purpose of calculating the said 30% limit;

(ii) The maximum number of shares available for issue under the New Scheme is 143,460,537 shares, represents 10% of the shares in issue as at the date the shareholders conditionally approve and adopt the New Scheme at the 2003 AGM.

(d) Maximum entitlement of each Participant

The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each grantee under the New Scheme and any other schemes for the time being of the Company (including both exercised and outstanding options) in any 12-month period up to the date of grant to each grantee must not exceed 1% of the aggregate number of shares for the time being in issue.

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購股權計劃 (續)

(e) 購股權之剩餘壽命及行使時限

現時並無一般規定限制購股權必須於持有任何最短期限後方可行使，惟董事會獲授權於授出任何特定購股權時，可酌情施加該等最短期限限制。由授出日期起計10年至該段10年期間最後一日內任何時時，購股權可根據新計劃之條款行使。

(f) 接納購股權建議時之應付代價

參與人於接納購股權建議時應付港幣1元之代價。

(g) 訂明認購價之基準

新計劃訂明之股份認購價須為董事會向已獲任何授出購股權建議之參與人所知會之價格，惟不得低於以下各項之最高數值：(i)於授出日期(必須為營業日)股份在聯交所每日報價表所報之收市價；及(ii)於緊接授出日期前五個營業日股份於聯交所每日報價表所報之平均收市價，惟認購價不得低於股份之面值。

於二零零三年六月三十日，所有根據舊計劃授出之購股權均已交回及註銷。

於二零零三年十一月二十六日至二零零四年六月三十日期間，並無根據新計劃授出任何購股權。

SHARE OPTION SCHEME (Cont'd)

(e) Remaining life and exercisable period of the options

There is no general requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. An option may be exercised in accordance with the terms of the New Scheme at any time during a period of 10 years commencing on the date of grant and expiring on the last day of the said 10-year period.

(f) Payment on acceptance of the option offer

A sum of HK\$1 is payable by the Participant on acceptance of the option offer.

(g) Basis of determining the subscription price

The subscription price for share under the New Scheme shall be a price notified by the Board to a Participant to whom any offer of the grant of an option is made and shall be 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 five business days immediately preceding the date of grant, provided that the subscription price shall not be lower than the nominal value of a share.

On 30th June 2003, all the share options granted under the Old Scheme were surrendered and cancelled.

There was no share options granted under the New Scheme for the period from 26th November 2003 to 30th June 2004.

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董事

年內及截至本報告書之日止在任董事如下：

林小明先生
趙雪英女士
楊劍標先生
(於二零零四年九月二十七日獲委任)
趙善改先生¹
伍國棟先生¹
馬廷雄先生¹
(於二零零四年九月二十七日獲委任)

¹ 獨立非執行董事

趙雪英女士、楊劍標先生及馬廷雄先生根據公司細則第87(1)條及第86(2)條任滿將會輪值告退，但表示如再度獲選，願繼續連任。

並無明確任期之獨立非執行董事須按照本公司細則輪值告退。

根據上市規則第3.13條，本公司已向各上述獨立非執行董事收取其獨立性之確認書及本公司亦確信彼等為獨立人仕。

董事服務合約

林小明先生及趙雪英女士已分別與本公司訂立服務合約，由二零零二年七月一日生效，其後可由任何一方事先以三個月書面通知予以終止，而通知期不得於首年內任何時間屆滿。根據此服務合約，按照董事會所酌情應付予各董事之酬金每年可增加不超過15%，而各董事可獲發一項酌情花紅，惟於該年度應付予所有董事之花紅總金額不得超過本集團之除稅及少數股東權益後但未計非經常及特殊項目及該等花紅之經審核純利5%。每年薪金增加之金額及根據此服務合約應付之花紅乃由董事會全權酌情決定，惟該等服務合約有關各方不可就董事會作出有關彼之任何決定投票或計入法定人數內。

DIRECTORS

The directors during the year and up to the date of this report were:—

Mr LAM Shiu Ming, Daneil
Ms CHIU Suet Ying
Mr YEUNG Kim Piu
(appointed on 27th September 2004)
Mr CHIU Shin Koi¹
Mr NG Kwok Tung¹
Mr MA Ting Hung¹
(appointed on 27th September 2004)

¹ Independent Non-executive Directors

Ms Chiu Suet Ying, Mr Yeung Kim Piu and Mr Ma Ting Hung, retire by rotation in accordance with Articles 87(1) and 86(2) of the Company's Bye-Laws and, being eligible, offer themselves for re-election.

Independent non-executive directors who have not been appointed for a specific term are subject to retirement by rotation as specified by the Company's Articles of Association.

The Company has received from each of the above independent non-executive directors a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company is satisfied that they are independent as such.

DIRECTORS' SERVICE CONTRACTS

Mr Lam Shiu Ming, Daneil and Ms Chiu Suet Ying have each entered into a service contract with the Company commencing 1st July 2002, which may be terminated by either party thereto giving to the other three months' prior notice in writing, which notice period shall not expire at any time during the first year. Under these service contracts, the remuneration payable to each of them may, subject to the discretion of the directors, be increased by not more than 15 percent per annum and they will each be entitled to discretionary bonus provided that the total amount of bonuses payable to all the directors for such year shall not exceed five percent of the Group's audited net profit after taxation and minority interests but before extraordinary and exceptional items and the payment of such bonus. The amount of the annual salary increase and the bonus payable under such service contracts is at the sole discretion of the board of directors provided that the respective parties to such service contracts may not vote or be counted in the quorum in respect of any such determination of the board of directors in relation to him or her.

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董事服務合約 (續)

根據一份由本公司與楊劍標先生於二零零四年九月二十七日訂立之服務協議，任何一方向另一方提交不少於一個月之書面通知予以終止。根據此服務協議，在董事會的絕對酌情權下，亦可按彼之表現及本集團有關的財政年度之營運業績而獲取年終酌情性花紅。

除上文所披露者外，擬於應屆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於一年內不作賠償(法定賠償除外)則不可終止之服務合約。

董事之合約權益

除於賬目附註33所披露者外，本公司、其控股公司、其附屬公司或同系附屬公司概無參與訂立於結算日或年內任何時間仍然生效、對本集團業務有重要影響而本公司董事直接或間接擁有重大實際權益之合約。

董事於競爭性業務的權益

本公司董事概無對於本集團業務構成競爭或可能構成競爭之業務擁有權益。

董事於股本證券或債務證券之權益

於二零零四年六月三十日，本公司各董事及主要行政人員所擁有根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第341、342及343條須知會本公司及聯交所之本公司及相聯法團(定義見證券及期貨條例)之所有好倉(包括根據證券及期貨條例第344及345條任何該等董事被視為擁有之權益)，或根據證券及期貨條例第352條須登記於本公司須存置之登記冊或根據上市公司董事進行證券買賣的標準守則(「標準守則」)須知會本公司及聯交所之權益如下：

DIRECTORS' SERVICE CONTRACTS (Cont'd)

Mr Yeung Kim Piu has entered into a service contract with the Company on 27th September 2004, which may be terminated by either party giving to the other not less than one month notice in writing. Under the service agreement, he is entitled to an annual discretionary bonus having regard to his performance and the operating results of the Group in the relevant 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.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 33 to the accounts, no contracts of significance in relation to the Group's business to which the Company, its holding company, its subsidiaries or its fellow 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.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the directors of the Company has an interest in business which competes or may compete with the business of the Group.

DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

As at 30th June 2004, the interests which are all long positions of each of the directors and chief executives of the Company in the share capital of the Company and its associated corporation (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Sections 341, 342 and 343 of the SFO (including interest which any such director was taken to have under Sections 344 and 345 of the SFO) or which were required to be entered 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 Companies (the "Model Code") were as follows:

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董事於股本證券或債務證券之權益 (續)

DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES (Cont'd)

董事姓名 Name of Director	權益性質 Nature of interest	所持本公司股份數目 Number of shares of the Company held	持股百分比 Percentage of shareholding
林小明先生 Mr Lam Shiu Ming, Daneil	一項全權信託之創立人(註) Founder of a discretionary trust (Note)	872,406,705	53.70%

註：該全權信託之受託人為Central Core Resources Limited。該公司擁有Globalcrest Enterprises Limited全部已發行股本，而Globalcrest Enterprises Limited則擁有本公司872,406,705股股份。

Note: The trustee of the discretionary trust is Central Core Resources Limited which owns the entire issued share capital of the Globalcrest Enterprises Limited which in turn is interested in 872,406,705 shares of the Company.

除上文所披露者外，於二零零四年六月三十日，本公司各董事或主要行政人員或彼等各自之聯繫人士概無擁有根據證券及期貨條例第341、342及343條或標準守則須知會本公司及聯交所之本公司或任何相聯法團之股本權益及淡倉(包括根據證券及期貨條例第344及345條被視為或當作擁有之權益)或根據證券及期貨條例第352條須登記於該條例所述登記冊之權益。

Save as disclosed above, as at 30th June 2004, none of the directors or chief executives of the Company or their associates had any interests (including short positions) in the share capital of the Company or any of its associated corporations where were required to be notified to the Company and the Stock Exchange pursuant to Sections 341, 342 and 343 of the SFO (including interests which they were deemed or taken to have under Sections 344 and 345 of the SFO) or the Model Code or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein.

本年度內，各董事(包括彼等之配偶及18歲以下之子女)並無擁有，或獲授予或行使任何可認購本公司及其相聯法團之股份之權利。

At no time during the year, the directors (including their spouse and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares of the Company and its associated corporations.

此外，本年度內，本公司、其控股公司、其附屬公司或其同系附屬公司於年內並無訂立任何安排，使本公司董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

In addition, at no time during the year was the Company, its holding company, its subsidiaries, its associated company or its fellow subsidiaries a party to any arrangement to enable the directors of the Company to hold any interests or short positions in the shares or underlying shares in or debentures of, the Company or any other body corporate.

董事會報告書

REPORT OF THE DIRECTORS

主要股東

於二零零四年六月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士擁有佔本公司已發行股本5%或以上之本公司已發行股本權益(包括淡倉)：

股東名稱

Name of shareholder

Globalcrest Enterprises Limited (註 1)(Note 1)

Central Core Resources Limited (註 1)(Note 1)

Value Partners "A" Fund

惠理基金管理公司 Value Partners Limited (註 2及3)(Notes 2 & 3)

Pan Asia Special Opportunities Fund

上述披露之所有權益全為本公司股份之好倉。

註：

1. Globalcrest Enterprises Limited 之全部已發行股本由Central Core Resources Limited持有，而Central Core Resources Limited乃林小明先生及趙雪英女士之若干直系親屬為受益人之全權信託之受託人。
2. 惠理基金管理公司以Value Partners "A" Fund 投資經理之身分持有89,384,025股股份。
3. 惠理基金管理公司為由謝清海先生控制之公司。因此，謝清海先生被視為於惠理基金管理公司所持權益中擁有權益。

管理合約

本年度內，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存在任何合約。

SUBSTANTIAL SHAREHOLDERS

At 30th June 2004, in accordance with the register kept by the Company under Section 336 of the SFO, the following people were interested in the issued share capital of the Company (including short positions) representing 5% or more of the issued share capital of the Company:

所持本公司股份數目 Number of shares of the Company held

持股百分比 Percentage of shareholding

872,406,705

53.70%

872,406,705

53.70%

89,384,025

5.50%

89,384,025

5.50%

83,464,285

5.14%

All the interests disclosed above represent long positions in the shares of the Company.

Note:

1. The entire issued share capital of Globalcrest Enterprises Limited is held by Central Core Resources Limited, the trustee of a discretionary trust under which certain immediate family members of Mr LAM Shiu Ming Daneil and Ms CHIU Suet Ying are discretionary objects.
2. The capacity of Value Partners Limited in holding the 89,384,025 shares was the investment manager of Value Partners "A" Fund.
3. Value Partners Limited was a controlled corporation of Mr Cheah Cheng Hye. As a result, the interest held by Value Partners Limited was deemed interest held by Mr Cheah Cheng Hye.

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.

董事會報告書

REPORT OF THE DIRECTORS

優先購買權

儘管百慕達法律並無限制優先購買權，但本公司之公司細則並無有關權利之規定。

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's bye-laws and there are no restrictions against such rights under the laws in Bermuda.

主要供應商及客戶

年內本集團主要供應商及客戶所佔之購貨及銷售百分比如下：

MAJOR SUPPLIERS AND CUSTOMERS

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

購貨額

— 最大供應商	20.12%
— 五大供應商合計	50.77%

Purchases

— the largest supplier	20.12%
— five largest suppliers combined	50.77%

銷售額

— 最大客戶	13.42%
— 五大客戶合計	38.44%

Sales

— the largest customer	13.42%
— five largest customers combined	38.44%

各董事、彼等之聯繫人士或任何股東(就董事所知擁有本公司逾5%之股本)概無擁有上述主要供應商或客戶之任何權益。

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.

關連交易

本集團於截至二零零四年六月三十日止年度進行之若干有關連人士交易，即根據上市規則構成獲豁免關連交易者，乃載於賬目附註33。

CONNECTED TRANSACTIONS

Certain related party transactions entered into by the Group during the year ended 30th June 2004, which constituted exempted connected transactions under the Listing Rules, are disclosed in note 33 to the accounts.

董事會報告書

REPORT OF THE DIRECTORS

審核委員會

本公司已參考香港會計師公會頒佈之「成立審核委員會指引」編撰及採納詳述審核委員會權力及職責之書面職權範圍。

審核委員會乃董事會與本集團核數師就本集團審核事務進行溝通之重要聯繫，亦負責檢討外部審計工作、內部監控及風險評估各方面之成效。審核委員會現由三名獨立非執行董事伍國棟先生、趙善改先生及馬廷雄先生組成。審核委員會於本財政年度曾舉行兩次會議。

遵守上市規則之最佳應用守則

本公司於年內一直遵守上市規則附錄14所載之最佳應用守則。

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，惟符合資格並願受聘連任。

承董事會命

林小明
主席

香港，二零零四年十月二十一日

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 Institute of Certified Public Accountants.

The Audit Committee provides an important link between the Board and the Group's auditors in matters coming within the scope of the Group's audit. It also reviews the effectiveness of the external audit, internal controls and risk evaluation. The Audit Committee comprises three Independent Non-executive Directors, namely Messrs. Ng Kwok Tung, Chiu Shin Koi and Ma Ting Hung. Two meetings were held during the current financial year.

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

The Company was in compliance with the Code of Best Practice as set out in Appendix 14 to the Listing Rules throughout the year.

AUDITORS

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

On behalf of the Board

Lam Shiu Ming, Daneil
Chairman

Hong Kong, 21st October 2004