

# Report of the Directors 董事會報告

The Directors have the pleasure of presenting the interim report together with the condensed accounts of Fujikon Industrial Holdings Limited ("the Company") and its subsidiaries (together "the Group") for the six months ended 30 September 2004.

The condensed accounts set out on pages 25 to 46, are unaudited, but have been reviewed by the Audit Committee and PricewaterhouseCoopers in accordance with Statement of Auditing Standards 700 "Engagements to review interim financial reports", issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

## INTERIM DIVIDEND

The board of Directors has resolved to declare an interim dividend of HK2.5 cents per share for the six months ended 30 September 2004 (2003: HK2.5 cents). The interim dividend will be paid on 24 December 2004 to shareholders whose names are registered in the books of the Company on 17 December 2004.

## CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Thursday, 16 December 2004 to Friday, 17 December 2004 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all transfers of share accompanied by the relevant share certificate must be lodged with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:00 pm on Wednesday, 15 December 2004 for registration.

董事會欣然公佈富士高實業控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零零四年九月三十日止六個月之中期報告及簡明賬目。

第25至46頁所載之簡明賬目並未經審核，惟已由審核委員會及羅兵咸永道會計師事務所根據香港會計師公會（「香港會計師公會」）頒佈之核數準則第700號「中期財務報告之審閱」審閱。

## 中期股息

董事會議決宣派截至二零零四年九月三十日止六個月中期股息每股2.5港仙（二零零三年：2.5港仙）。中期股息將於二零零四年十二月二十四日向於二零零四年十二月十七日名列本公司股東名冊之股東派付。

## 暫停辦理股東登記

本公司將於二零零四年十二月十六日星期四至二零零四年十二月十七日星期五（包括首尾兩天）暫停辦理股東登記，期間亦不會轉讓股份。為符合資格收取建議派付之中期股息，股東須於二零零四年十二月十五日星期三下午四時前將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處香港證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-16室。

# Report of the Directors 董事會報告

## DIRECTORS' INTERESTS IN SHARES

As at 30 September 2004, the directors of the Company had the following interests in the share or underlying shares of the Company or its associated corporations (within the meaning of the Securities and Futures Ordinance (the "SFO") which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange.

## 董事於股份之權益

以下為於二零零四年九月三十日，本公司董事於本公司或其聯營公司（定義見證券及期貨條例（「證券及期貨條例」））之股份或相關股份中擁有根據證券及期貨條例第XV部第7及8分部須通知本公司及香港聯合交易所有限公司（「聯交所」）之權益（包括根據證券及期貨條例之該等規定被當作或視作擁有之權益及短倉），或（如需要）根據證券及期貨條例第352條須記錄於本公司須存置之登記冊中之權益，或（如需要）根據上市公司董事進行證券交易之標準守則須通知本公司及聯交所之權益。

Name of Director 董事姓名	The Company/name of associated corporation 本公司／聯營公司名稱	Capacity 身份	Number and class of securities (Note 1) 證券數目及類別 (附註1)
Mr. Yeung Chi Hung, Johnny 楊志雄先生	The Company 本公司	Interest of controlled corporation/founder of a discretionary trust 控制公司／全權信託 的創立人的權益	211,714,500 shares (L) (Note 2)
			211,714,500股股份(L) (附註2)
	The Company 本公司	Beneficial owner 實益擁有人	9,691,000 shares (L) (Notes 3 and 10) 9,691,000股股份(L) (附註3及10)
	Acoustic Touch Limited	Interest of controlled corporation 控制公司的權益	15 shares of US\$1.00 each (L)(Note 2) 15股每股面值1.00美元的股份 (L)(附註2)

# Report of the Directors 董事會報告

## DIRECTORS' INTERESTS IN SHARES (CONT'D)

## 董事於股份之權益 (續)

Name of Director 董事姓名	The Company/name of associated corporation 本公司／聯營公司名稱	Capacity 身份	Number and class of securities (Note 1) 證券數目及類別 (附註1)
Mr. Yuen Yee Sai, Simon 源而細先生	The Company 本公司	Interest of controlled corporation/founder of a discretionary trust 控制公司／全權信託 的創立人的權益	211,714,500 shares (L) (Note 2) 211,714,500股股份(L) (附註2)
	The Company 本公司	Beneficial owner 實益擁有人	9,691,000 shares (L) (Notes 4 and 10) 9,691,000股股份(L) (附註4及10)
	Acoustic Touch Limited	Interest of controlled corporation 控制公司的權益	15 shares of US\$1.00 each (L)(Note 2) 15股每股面值1.00美元的股份 (L)(附註2)
Mr. Chow Man Yan, Michael 周文仁先生	The Company 本公司	Interest of controlled corporation/founder of a discretionary trust 控制公司／全權信託 的創立人的權益	211,714,500 shares (L) (Note 2) 211,714,500股股份(L) (附註2)
	The Company 本公司	Beneficial owner 實益擁有人	9,691,000 shares (L) (Notes 5 and 10) 9,691,000股股份(L) (附註5及10)
	Acoustic Touch Limited	Interest of controlled corporation 控制公司的權益	15 shares of US\$1.00 each (L)(Note 2) 15股每股面值1.00美元的股份 (L)(附註2)

# Report of the Directors 董事會報告

## DIRECTORS' INTERESTS IN SHARES (CONT'D)

## 董事於股份之權益 (續)

Name of Director 董事姓名	The Company/name of associated corporation 本公司／聯營公司名稱	Capacity 身份	Number and class of securities (Note 1) 證券數目及類別 (附註1)
Mr. Wong Sau Lik, Weeky Peter 王秀力先生	The Company 本公司	Interest of controlled corporation 控制公司的權益	10,485,000 shares (L) (Note 6) 10,485,000股股份(L) (附註6)
		Beneficial owner 實益擁有人	2,200,000 shares (L) (Notes 7 and 10) 2,200,000股股份(L) (附註7及10)
Mr. Ng Kwong Hing 吳廣興先生	The Company 本公司	Interest of controlled corporation 控制公司的權益	5,243,500 shares (L) (Note 8) 5,243,500股股份(L) (附註8)
		Beneficial owner 實益擁有人	1,800,000 shares (L) (Notes 9 and 10) 1,800,000股股份(L) (附註9及10)

# Report of the Directors 董事會報告

## DIRECTORS' INTERESTS IN SHARES (CONT'D)

### Notes:

1. The letter "L" represents the Director's interests in the share and underlying shares of the Company, its subsidiaries or its associated corporations.
2. These shares are held by Acoustic Touch Limited, which is owned as to 15 shares (33.33%) by Gentle Smile Development Limited, as to 15 shares (33.33%) by Sky Talent Enterprises Limited, as to 5 shares (11.11%) by Artbo Industries Group Limited, as to 5 shares (11.11%) by East Sino Consultants Limited and as to 5 shares (11.11%) by Loyal Fair Group Limited.

Gentle Smile Development Limited is beneficially owned by the Chow Family Trust, which is a discretionary trust and the objects of which are the family members of Mr. Chow Man Yan, Michael. Sky Talent Enterprises Limited is beneficially owned by the Yuen Family Trust, which is a discretionary trust and the objects of which are the family members of Mr. Yuen Yee Sai, Simon. East Sino Consultants Limited is wholly owned by Silverfun Property Limited. Each of Artbo Industries Group Limited and Loyal Fair Group Limited is wholly owned by Trittorney Limited, which is in turn wholly owned by Silverfun Property Limited. Silverfun Property Limited is wholly owned by Golden Hope Financial Limited, which is in turn wholly owned by Mr. Yeung Chi Hung, Johnny.

Under the SFO, each of Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael is deemed to be interested in all shares in which Acoustic Touch Limited is interested.

3. Interests in these shares comprise 91,000 shares registered under the name of Mr. Yeung Chi Hung, Johnny and 9,600,000 shares to be allotted and issued upon exercise in full of the outstanding options granted to him under the share option schemes of the Company as referred to in note 10 below.
4. Interests in these shares comprise 91,000 shares registered under the name of Mr. Yuen Yee Sai, Simon and 9,600,000 shares to be allotted and issued upon exercise in full of the outstanding options granted to him under the share option schemes of the Company as referred to in note 10 below.

## 董事於股份之權益 (續)

### 附註:

1. 字母「L」指董事於本公司、其附屬公司或其聯營公司的股份及相關股份的權益。
2. 該等股份由Acoustic Touch Limited持有。而Gentle Smile Development Limited擁有Acoustic Touch Limited 15股股份(即33.33%)，而Sky Talent Enterprises Limited擁有15股股份(即33.33%)，Artbo Industries Group Limited、East Sino Consultants Limited及Loyal Fair Group Limited均持有5股股份(11.11%)。

Gentle Smile Development Limited由全權信託基金Chow Family Trust(其受益人為周文仁先生的家族成員)實益擁有。Sky Talent Enterprises Limited由全權信託基金Yuen Family Trust(其受益人為源而細先生的家族成員)實益擁有。East Sino Consultants Limited由Silverfun Property Limited全資擁有。Artbo Industries Group Limited及Loyal Fair Group Limited均由Trittorney Limited全資擁有，而Trittorney Limited則由Silverfun Property Limited全資擁有。Silverfun Property Limited由Golden Hope Financial Limited全資擁有，而Golden Hope Financial Limited則由楊志雄先生全資擁有。

根據證券及期貨條例，楊志雄先生、源而細先生及周文仁先生被視作於Acoustic Touch Limited之所有股份中擁有權益。

3. 於此等股份之權益包括以楊志雄先生名義登記的91,000股股份及根據本公司購股權計劃授予彼之尚未行使購股權而將予配發及發行之9,600,000股股份，誠如下文附註10所述。
4. 於此等股份之權益包括以源而細先生名義登記之91,000股股份及根據本公司購股權計劃授予彼之尚未行使購股權而將予配發及發行之9,600,000股股份，誠如下文附註10所述。

# Report of the Directors 董事會報告

## DIRECTORS' INTERESTS IN SHARES (CONT'D)

Notes: (cont'd)

5. Interests in these shares comprise 91,000 shares registered under the name of Mr. Chow Man Yan, Michael and 9,600,000 shares to be allotted and issued upon exercise in full of the outstanding options granted to him under the share option schemes of the Company as referred to in note 10 below.
6. These shares are held by Miracle Journey Corp., a company wholly owned by Mr. Wong Sau Lik, Weekly Peter.
7. Interests in these shares comprise 2,200,000 shares to be allotted and issued upon exercise in full of the outstanding options granted to Mr. Wong Sau Lik, Weekly Peter under the share option schemes of the Company as referred to in note 10 below.
8. These shares are held by Mys Finance Limited, a company wholly owned by Mr. Ng Kwong Hing.
9. Interests in these shares comprise 1,800,000 shares to be allotted and issued upon exercise in full of the outstanding options granted to Mr. Ng Kwong Hing under the share option schemes of the Company as referred to in note 10 below.
10. Share options are granted to Directors under the share option schemes of the Company, details of which are separately disclosed under Directors' rights to acquire shares or debentures below.

Save as disclosed above, none of the directors and chief executive of the Company had any interest and short position in the share, underlying shares and debentures of the Company or its associated corporations (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO as at 30 September 2004.

## 董事於股份之權益 (續)

附註: (續)

5. 於此等股份之權益包括以周文仁先生名義登記之91,000股股份及根據本公司購股權計劃授予彼之尚未行使購股權而將予配發及發行之9,600,000股股份，誠如下文附註10所述。
6. 此等股份由王秀力先生全資擁有之公司Miracle Journey Corp.持有。
7. 於此等股份之權益包括根據本公司購股權計劃授予王秀力先生之尚未行使購股權而將予配發及發行之2,200,000股股份，誠如下文附註10所述。
8. 此等股份乃由吳廣興先生全資擁有之Mys Finance Limited持有。
9. 於此等股份之權益包括根據本公司購股權計劃授予吳廣興先生之尚未行使購股權而將予配發及發行之1,800,000股股份，誠如下文附註10所述。
10. 購股權乃根據本公司購股權計劃授予董事，購股權計劃詳情於下文「董事購入股份或債券之權利」中披露。

除上文所披露者外，於二零零四年九月三十日，概無本公司董事或行政總裁於本公司或其聯營公司（定義見證券及期貨條例）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之任何權益及短倉。

# Report of the Directors 董事會報告

## INFORMATION ON SHARE OPTION SCHEMES

The Company has share option schemes, under which it may grant options to eligible participants (including executive directors of the Company) to subscribe for shares in the Company.

Pursuant to an ordinary resolution of the Company passed on 21 August 2002, the Company adopted a new share option scheme (the "New Scheme"), which complied with Chapter 17 of the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange and terminated the share option scheme adopted on 23 March 2000 (the "Old Scheme"). The options granted prior to the termination of the Old Scheme will remain in full force and effect.

On 18 August 2003, an ordinary resolution was passed for refreshing the 10% limit (the "10% Limit") under the New Scheme on the total number of shares, which may be issued upon the exercise of all options to be granted under all the share option schemes of the Company. Following refreshing the 10% Limit, details of the New Scheme are as follows:

### 1. Purpose of the New Scheme

As incentive or rewards to eligible participants for their contributions to the Group

### 2. Eligible participant of the New Scheme

Any eligible employee (whether full-time or part-time, including any executive director), any non-executive director, any shareholder, any supplier and any customer of the Company or any of its subsidiaries or any entity in which any member of the Group holds any equity interest, and any other party having contribution to the development of the Group

### 3. Total number of shares available for issue under the New Scheme and percentage of issued share capital as at 30 September 2004

27,009,000 shares (approximately 7% of issued share capital)

## 購股權計劃之資料

本公司設有購股權計劃。據此，本公司可向合資格參與者（包括本公司之執行董事）授出可認購本公司股份之購股權。

根據本公司於二零零二年八月二十一日通過之普通決議案，本公司採納新購股權計劃（「新計劃」）。新計劃符合聯交所證券上市規則（「上市規則」）第17章之規定，並終止於二零零零年三月二十三日所採納之購股權計劃（「舊計劃」）。在終止舊計劃前授出之購股權將仍為全面生效及有效。

於二零零三年八月十八日，一項普通決議案獲通過，以更新新計劃下因行使根據本公司所有購股權計劃所授出之購股權而將予發行之股份總數10%上限（「10%上限」）。隨著更新10%上限後，新計劃之詳情如下：

### 1. 新計劃之目的

作為合資格參與者為本集團所作貢獻之獎勵或獎賞

### 2. 新計劃之合資格參與者

本公司或其任何附屬公司或本集團任何成員公司持有任何股權之任何實體之任何合資格僱員（不論全職或兼職，包括任何執行董事）、任何非執行董事、任何股東、任何供應商及任何客戶，以及對本集團發展貢獻良多之任何其他人士

### 3. 新計劃項下可供發行之股份總數及佔二零零四年九月三十日已發行股本之百分比

27,009,000股股份（約佔已發行股本之7%）

# Report of the Directors 董事會報告

## INFORMATION ON SHARE OPTION SCHEMES (CONT'D)

## 購股權計劃之資料 (續)

- |   |  |
|---|--|
| <p>4. Maximum entitlement of each participant under the New Scheme</p> <p>Not exceeding 1% of the issued share capital of the Company for the time being in any 12-month period.</p>  | <p>4. 各參與者根據新計劃可獲發行之股份數目</p> <p>上限不超過任何十二個月期間本公司當時已發行股本之1%。</p>  |
| <p>5. The period within which the shares must be taken up under an option</p> <p>A period (which may not expire later than 10 years from the date of offer of that option) to be determined and notified by the Directors to the grantee thereof.</p>   | <p>5. 必須根據購股權認購股份之期限</p> <p>將由董事釐定及通知承授人之期間，但不會於提呈購股權當日起計十年後屆滿。</p>  |
| <p>6. The minimum period for which an option must be held before it can be exercised</p> <p>N/A</p>   | <p>6. 行使購股權前必須持有購股權之最短期限</p> <p>不適用</p>  |
| <p>7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid</p> <p>A remittance in favour of the Company of HK\$1.00 on or before the date of acceptance (which may not be later than 21 days from the date of offer)</p>   | <p>7. 申請或接納購股權應付之款項，以及必須或可予繳款或催繳款項，或就此須償還貸款之期限</p> <p>於接納當日或之前（不會遲於自提呈當日起計21日）匯寄1.00港元予本公司</p>                             |
| <p>8. The basis of determining the exercise price</p> <p>Being determined by the Directors and being not less than the highest of:</p> <p>a. the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer;</p> <p>b. the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and</p> | <p>8. 釐定行使價之基準</p> <p>由董事釐定，惟不會低於下列各項之最高者：</p> <p>a. 提呈當日股份於聯交所每日報價單所示之收市價；</p> <p>b. 緊接提呈當日前五個營業日股份於聯交所每日報價單所示平均收市價；及</p> |



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## INFORMATION ON SHARE OPTION SCHEMES (CONT'D)

c. the nominal value of the shares of the Company.

### 9. The remaining life of the New Scheme

The New Scheme is valid and effective for a period of 10 years commencing on 3 September 2002 (date of fulfilment of all conditions on the adoption of the New Scheme)

The following table discloses movements of the share options of the Company during the period:

## 購股權計劃之資料 (續)

c. 本公司股份面值。

### 9. 新計劃餘下之期限

新計劃自二零零二年九月三日(採納新計劃之全部條件達成之日)起計十年內有效

下表顯示期內本公司之購股權變動如下:

Date of grant	Exercise period	Subscription price	Number of shares				End of period
			Beginning of period	Granted during the period	Exercised during the period	Lapsed as a result of termination of employment	
授出日期	行使期	認購價 HK\$ 港元	期初 '000 千股	期內授出 '000 千股	期內行使 '000 千股	因終止僱用而 失效之購股權 '000 千股	期終 '000 千股
<b>Old Scheme</b> 舊計劃							
2 May 2000 二零零零年 五月二日	2 May 2000 to 1 May 2010 二零零零年五月二日至 二零一零年五月一日	1.287	18,000	-	-	-	18,000
	2 May 2001 to 1 May 2010 二零零一年五月二日至 二零一零年五月一日	1.287	3,230	-	-	(850)	2,380
	2 May 2002 to 1 May 2010 二零零二年五月二日至 二零一零年五月一日	1.287	2,720	-	-	(850)	1,870
			<u>23,950</u>	<u>-</u>	<u>-</u>	<u>(1,700)</u>	<u>22,250</u>

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## INFORMATION ON SHARE OPTION SCHEMES 購股權計劃之資料 (續) (CONT'D)

Date of grant	Exercise period	Subscription price	Number of shares				End of period
			Beginning of period	Granted during the period	Exercised during the period	Lapsed as a result of termination of employment	
授出日期	行使期	認購價 HK\$ 港元	期初 '000 千股	期內授出 '000 千股	期內行使 '000 千股	因終止僱用而 失效之購股權 '000 千股	期終 '000 千股
<b>New Scheme 新計劃</b>							
3 June 2003 二零零三年 六月三日	2 December 2003 to 1 June 2013 二零零三年十二月二日至 二零一三年六月一日	1.5	1,152	-	-	(208)	944
	2 June 2004 to 1 June 2013 二零零四年六月二日至 二零一三年六月一日	1.5	1,360	-	-	(208)	1,152
	2 June 2005 to 1 June 2013 二零零五年六月二日至 二零一三年六月一日	1.5	208	-	-	-	208
3 May 2004 二零零四年 五月三日	3 May 2005 to 2 May 2014 二零零五年五月三日至 二零一四年五月二日	1.0	-	11,272	-	(33)	11,239
	3 May 2006 to 2 May 2014 二零零六年五月三日至 二零一四年五月二日	1.0	-	9,325	-	-	9,325
31 May 2004 二零零四年 五月三十一日	3 May 2005 to 2 May 2014 二零零五年五月三日至 二零一四年五月二日	1.0	-	350	-	-	350
	3 May 2006 to 2 May 2014 二零零六年五月三日至 二零一四年五月二日	1.0	-	350	-	-	350
			<u>2,720</u>	<u>21,297</u>	<u>-</u>	<u>(449)</u>	<u>23,568</u>

# Report of the Directors 董事會報告

## INFORMATION ON SHARE OPTION SCHEMES (CONT'D)

Options to subscribe for 21,297,000 shares were granted under the New Scheme during the period. According to the Black-Scholes Model, the fair values of the options granted on 3 May 2004 and 31 May 2004 were approximately HK\$8,152,000 and HK\$295,000 respectively, with the following variables and assumptions:

- (i) the expected life was estimated to be about 10 years from the date of grant;
- (ii) no dividend will be paid out during the expected life of the options;
- (iii) the risk-free rates used were 4.535% and 4.558% respectively, being the yields of the Hong Kong Exchange Fund Notes for a period of about 10 years; and
- (iv) the expected volatility used were about 14.6% and 18.3% respectively, which represented the standard deviations of the daily closing prices of the shares of the Company in the Stock Exchange for the twelve months immediately preceding the date of offers.

In assessing the aggregate value of the options, no adjustment has been made for possible future forfeiture of the options. No charge is recognised in the profit and loss account in respect of the value of options granted during the period.

It should be noted that the value of options calculated using the Black-Scholes Model is based on various assumptions and is only an estimate. It is possible that the financial benefit accruing to the grantees of options will be considerably different from the value calculated.

## 購股權計劃之資料 (續)

期內，認購21,297,000股股份之購股權已根據新計劃授出。根據柏力克－舒爾茨期權定價模式，購股權於二零零四年五月三日及二零零四年五月三十一日之公允價值分別約為8,152,000港元及295,000港元，其可變數及假設如下：

- (i) 預計有效期為授出日期起計約十年；
- (ii) 於購股權之預計有效期間不會派發任何股息；
- (iii) 所採用之無風險利率分別為4.535厘及4.558厘，即香港外匯基金票據約十年期之收益率；及
- (iv) 所採用之預期波幅分別約為14.6%及18.3%，相當於本公司股份緊接建議授出日期前十二個月在聯交所之每日收市價之標準差。

在估計購股權總價值時，並無就日後可能收回購股權作出調整。期內並無就已授出購股權之價值在損益賬確認任何支出。

謹請留意，採用柏力克－舒爾茨期權定價模式計算購股權之價值，乃基於多項假設並僅為估計。購股權承授人累計之財務得益可能與所計出之價值出現重大差別。

# Report of the Directors 董事會報告

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at 30 September 2004, the share options granted to and held by the directors of the Company are as follows:

## 董事購入股份或債券之權利

於二零零四年九月三十日，授予並由本公司董事持有之購股權如下：

Name 姓名	Subscription price per share 每股認購價		Number of shares 股份數目			End of period 期終
			Beginning of period 期初	Granted during the period 期內授出	Exercised during the period 期內行使	
Mr. Yeung Chi Hung, Johnny 楊志雄先生	HK\$1.287港元 HK\$1.000港元	(i) (ii)	6,000,000 —	— 3,600,000	— —	6,000,000 3,600,000
Mr. Yuen Yee Sai, Simon 源而細先生	HK\$1.287港元 HK\$1.000港元	(i) (ii)	6,000,000 —	— 3,600,000	— —	6,000,000 3,600,000
Mr. Chow Man Yan, Michael 周文仁先生	HK\$1.287港元 HK\$1.000港元	(i) (ii)	6,000,000 —	— 3,600,000	— —	6,000,000 3,600,000
Mr. Wong Sau Lik, Weeky Peter 王秀力先生	HK\$1.287港元 HK\$1.000港元	(i) (ii)	1,200,000 —	— 1,000,000	— —	1,200,000 1,000,000
Mr. Ng Kwong Hing 吳廣興先生	HK\$1.287港元 HK\$1.000港元	(i) (ii)	800,000 —	— 1,000,000	— —	800,000 1,000,000
			<u>20,000,000</u>	<u>12,800,000</u>	<u>—</u>	<u>32,800,000</u>

(i) The options are exercisable at any time during the periods from 2 May 2000, 2 May 2001 or 2 May 2002 to 1 May 2010.

(i) 購股權可由二零零零年五月二日、二零零一年五月二日或二零零二年五月二日至二零一零年五月一日期間隨時行使。

(ii) The options are exercisable at any time during the periods from 3 May 2005 or 3 May 2006 to 2 May 2014.

(ii) 購股權可由二零零五年五月三日或二零零六年五月三日至二零一四年五月二日期間隨時行使。

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries or holding companies a party to any arrangements to enable any of the Company's directors or chief executives to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

除上文所披露者外，期內本公司或其任何附屬公司或控股公司並無參與任何安排，致使本公司任何董事或主要行政人員可藉購入本公司或任何其他法人團體之股份或債務證券（包括債券）而取得利益。

# Report of the Directors 董事會報告

## DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the preceding paragraph and note 16 to the interim financial report, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding companies was a party and in which any of the Company's directors or chief executives had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

## SUBSTANTIAL SHAREHOLDERS

As at 30 September 2004, the following persons (not being a director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and which have been recorded in the register kept by the Company pursuant to the section 336 of the SFO.

## 董事於合約中之權益

除上段及中期財務報告附註16所披露者外，於期終或期內任何時間，本公司或其任何附屬公司或控股公司並無就本集團之業務簽訂本公司任何董事或主要行政人員直接或間接擁有重大權益之重要合約。

## 主要股東

於二零零四年九月三十日，以下人士（並非本公司之董事或主要行政人員）擁有本公司股份及相關股份權益及短倉，而須根據證券及期貨條例第XV部第2及3分部知會本公司，並且已載入根據證券及期貨條例第336條存置之登記冊。

Name	Number of ordinary shares (Note 1)	Nature of interest	Approximate percentage of interest 權益概約 百分比
名稱或姓名	普通股股份數目 (附註1)	權益性質	
Acoustic Touch Limited	211,714,500	Beneficial owner (Note 2) 實益擁有人 (附註2)	57.39%
Sky Talent Enterprises Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	57.39%
Hero King Services Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	57.39%

# Report of the Directors 董事會報告

## SUBSTANTIAL SHAREHOLDERS (CONT'D)

## 主要股東 (續)

Name	Number of ordinary shares (Note 1)	Nature of interest	Approximate percentage of interest
名稱或姓名	普通股股份數目 (附註1)	權益性質	權益概約 百分比
Golden Hope Financial Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	57.39%
Gentle Smile Development Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	57.39%
Clever Choice Group Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	57.39%
HSBC International Trustee Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	57.39%
Silverfun Property Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	57.39%
Ms. Yan Yau Tai, Ellen 殷有娣女士	221,405,500	Interest of spouse (Note 3) 配偶之權益 (附註3)	60.02%

# Report of the Directors 董事會報告

## SUBSTANTIAL SHAREHOLDERS (CONT'D)

## 主要股東 (續)

Name	Number of ordinary shares (Note 1)	Nature of interest	Approximate percentage of interest 權益概約 百分比
名稱或姓名	普通股股份數目 (附註1)	權益性質	
Ms. Leung Woon Yee 梁煥儀女士	221,405,500	Interest of spouse (Note 4) 配偶之權益 (附註4)	60.02%
Ms. Cai Liting 蔡麗婷女士	221,405,500	Interest of spouse (Note 5) 配偶之權益 (附註5)	60.02%
Value Partners Limited 惠理基金管理公司	25,712,000	Beneficial owner (Note 6) 實益擁有人 (附註6)	6.97%
Mr. Cheah Cheng Hye 謝清海先生	25,712,000	Interest of controlled corporation (Note 6) 控制公司之權益 (附註6)	6.97%

Note 1: Interests in shares and underlying shares stated above represent long positions.

Note 2: Acoustic Touch Limited is owned as to 15 shares (33.33%) by Gentle Smile Development Limited, as to 15 shares (33.33%) by Sky Talent Enterprises Limited, as to 5 shares (11.11%) by Artbo Industries Group Limited, as to 5 shares (11.11%) by East Sino Consultants Limited and as to 5 shares (11.11%) by Loyal Fair Group Limited.

附註1: 上文所列於股份及相關股份之權益指長倉權益。

附註2: Acoustic Touch Limited分別由Gentle Smile Development Limited及Sky Talent Enterprises Limited各擁有15股(33.33%股權)、由Artbo Industries Group Limited、East Sino Consultants Limited及Loyal Fair Group Limited各擁有5股(11.11%股權)。

# Report of the Directors 董事會報告

## SUBSTANTIAL SHAREHOLDERS (CONT'D)

Note 2: (cont'd)

Gentle Smile Development Limited is wholly owned by Clever Choice Group Limited, which is in turn wholly owned by HSBC International Trustee Limited. Sky Talent Enterprises Limited is wholly owned by Hero King Service Limited, which is in turn wholly owned by HSBC International Trustee Limited. HSBC International Trustee Limited is the trustee of the Chow Family Trust and the Yuen Family Trust, each of which is a discretionary trust and the objects of which are the family members of Mr. Chow Man Yan, Michael and Mr. Yuen Yee Sai, Simon, respectively.

East Sino Consultants Limited is wholly owned by Silverfun Property Limited. Each of Artbo Industries Group Limited and Loyal Fair Group Limited is wholly owned by Trittorney Limited, which is in turn wholly owned by Silverfun Property Limited. Silverfun Property Limited is wholly owned by Golden Hope Financial Limited, which is in turn wholly owned by Mr. Yeung Chi Hung, Johnny.

Note 3: Ms. Yan Yau Tai, Ellen is the wife of Mr. Yeung Chi Hung, Johnny.

Note 4: Ms. Leung Woon Yee is the wife of Mr. Yuen Yee Sai, Simon.

Note 5: Ms. Cai Liting is the wife of Mr. Chow Man Yan, Michael.

Note 6: On 28 August 2003, Value Partners Limited held 25,712,000 shares of the Company and was owned as to approximately 32.53% by Mr. Cheah Cheng Hye.

Save as disclosed above, so far as is known to the Directors, there is no other person who has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as at 30 September 2004.

## 主要股東 (續)

附註2: (續)

Gentle Smile Development Limited由Clever Choice Group Limited全資擁有，而Clever Choice Group Limited則由HSBC International Trustee Limited全資擁有。Sky Talent Enterprises Limited由Hero King Service Limited全資擁有，而Hero King Services Limited則由HSBC International Trustee Limited全資擁有。HSBC International Trustee Limited為Chow Family Trust及Yuen Family Trust之信託人，各為全權信託基金，其對象分別為周文仁先生及源而細先生之家族成員。

East Sino Consultants Limited由Silverfun Property Limited全資擁有。Artbo Industries Group Limited及Loyal Fair Group Limited均由Trittorney Limited全資擁有，而Trittorney Limited則由Silverfun Property Limited全資擁有。Silverfun Property Limited由Golden Hope Financial Limited全資擁有，而Golden Hope Financial Limited則由楊志雄先生全資擁有。

附註3: 殷有娣女士為楊志雄先生之妻子。

附註4: 梁煥儀女士為源而細先生之妻子。

附註5: 蔡麗婷女士為周文仁先生之妻子。

附註6: 於二零零三年八月二十八日，惠理基金管理公司持有本公司25,712,000股股份，而謝清海先生擁有惠理基金管理公司約32.53%之權利。

除上文所披露者外，據董事所知，於二零零四年九月三十日，概無其他人士於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露之權益或短倉。



# Report of the Directors 董事會報告

## PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the period.

## 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 Effective Audit Committees" published by the HKICPA.

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the group audit. It also reviews the effectiveness of the external and internal audit and of internal controls and risk evaluation. The Audit Committee currently comprises three independent non-executive directors of the Company, namely Dr. Chang Chu Cheng, Mr. Ho Bing Kwan and Mr. Pang Kwong Wah.

## CODE OF BEST PRACTICE

None of the directors of the Company is aware of any information which would indicate that the Group is not, or was not, in compliance with the Code of Best Practice as set out in Appendix 14 to the Listing Rules of the Stock Exchange at any time during the six months ended 30 September 2004, save that the independent non-executive directors of the Company are not appointed for a fixed term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Bye-laws.

On behalf of the Board of Directors,

**YEUNG CHI HUNG, JOHNNY**

*Chairman*

Hong Kong, 30 November 2004

## 買賣或贖回股份

期內，本公司及其任何附屬公司概無購買、出售或贖回任何本公司股份。

## 審核委員會

載列審核委員會權限與職責之書面職權範圍經已根據香港會計師公會頒佈之「審核委員會有效運作指引」而編製及採納。

審核委員會為董事會與本公司核數師在集團核數範疇方面之重要橋樑，審核委員會亦負責檢討外部與內部審核及內部控制之成效並進行風險評估。審核委員會現由本公司三名獨立非執行董事組成，分別為張樹成博士、何炳堃先生及彭廣華先生。

## 最佳應用守則

本公司董事並無知悉任何資料顯示本公司於截至二零零四年九月三十日止六個月內，未有遵守聯交所上市規則附錄14所載之最佳應用守則，惟本公司獨立非執行董事並無指定任期，而須根據公司細則輪流退任及於本公司股東週年大會上重選。

代表董事會

主席

楊志雄

香港，二零零四年十一月三十日