

SUBSTANTIAL SHAREHOLDERS

Save as disclosed herein, the directors are not aware of any person who was, directly or indirectly, interested or had short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or, was directly or indirectly, interested in 10% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company or any options in respect of such capital as at 30th September, 2004.

SHARE OPTIONS SCHEME

On 23rd September, 2004, the Company adopted a new share option scheme to provide incentives or rewards to the eligible participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity.

No share options under the Scheme were outstanding at the beginning and at the end of the six months ended 30th September, 2004 and no share options were granted, exercised, cancelled or lapsed during the financial period.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period ended 30th September, 2004.

CODE OF BEST PRACTICE

The Company has complied with the Code of Best Practice, as set out by The Stock Exchange of Hong Kong Limited in Appendix 14 to the Listing Rules throughout the period, except that the non-executive directors of the Company were not appointed for a specific term but are subject to rotation in Annual General Meeting pursuant to Articles 95 and 104 of the Company's Articles of Association.

主要股東

除本文所披露者外，於二零零四年九月三十日，各董事並不知悉有任何人士直接或間接擁有根據證券條例第XV部第2及3分部之條文規定而須向本公司及聯交所披露之股份或相關股份中之權益及淡倉，亦無於附有可在一切情況下於本公司之股東週年大會上投票之權利之已發行股本中，直接或間接擁有其面值10%或以上之權益，或有關該等股本涉及之任何購股權。

購股權計劃

於二零零四年九月二十三日，本公司採納一項新購股權計劃，旨在鼓勵或回報合資格參與者為本集團作出貢獻及/或令本集團得以羅致具才幹之僱員，以及吸納對本集團及任何投資實體具價值之人才。

於截至二零零四年九月三十日止六個月期初及期末，該計劃項下概無任何購股權尚未行使，亦無任何購股權於本財務期間內獲授出、行使、註銷或失效。

收購、出售或贖回股份

截至二零零四年九月三十日止六個月內，本公司或其任何附屬公司並無收購、出售或贖回本公司任何上市證券。

最佳應用守則

本公司於此期間內均有遵守香港聯合交易所有限公司上市規則附錄14所載之最佳應用守則，惟本公司之非執行董事並非按特定條款委任，彼等須按照本公司之公司組織章程細則第95條及第104條於股東週年大會上輪值告退。

AUDIT COMMITTEE

The audit committee, which consists of three independent non-executive directors of the Company, has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including a review of the unaudited Interim Accounts for the six months ended 30th September, 2004.

By Order of the Board
Chan Sui Kau
Chairman

Hong Kong, 17th December, 2004

審核委員會

由本公司三名獨立非執行董事所組成之審核委員會已審閱本集團採用之會計政策及慣例，並曾就審核、內部控制及財務申報等事宜進行討論，當中包括審閱截至二零零四年九月三十日止六個月之未經審核中期賬目。

承董事會命
主席
陳瑞球

香港，二零零四年十二月十七日