

### **SHARE OPTION SCHEME**

On 30 December 2002, the Company adopted a new share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants including the Company's executive directors and independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, and any minority shareholders in the Company's subsidiaries who contribute to the success of the Group's operations. Upon adoption of the Scheme, no share options were granted under the Scheme from 30 December 2002.

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

During the six months ended 30 September 2004, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **CODE OF BEST PRACTICE**

In the opinion of the directors, the Company has complied with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the accounting period covered by the interim report, except that the independent non-executive directors are not appointed for specified terms as required by paragraph 7 of the Code. All the directors excluding the executive Chairman, and without limitation to the non-executive directors, are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws.

### **購股權計劃**

於二零零二年十二月三十日，本公司採納一項新購股權計劃（「該計劃」），旨在對本集團營運成功作出貢獻之合資格參與者給予鼓勵及回報，合資格參與者包括本公司之執行董事及獨立非執行董事、本集團其他僱員、本集團之貨品或服務供應商、本集團之客戶，以及本公司附屬公司之任何少數權益股東。於採納該計劃後，自二零零二年十二月三十日以來，概無根據該計劃授出任何購股權。

### **購買、出售或贖回本公司之上市證券**

於截至二零零四年九月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

### **最佳應用守則**

董事認為，在本中期報告所涵蓋之會計期間內本公司一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之最佳應用守則（「應用守則」），惟獨立非執行董事並無按應用守則第7段之規定指定任期。所有董事（除執行主席外，其他包括但不限於非執行董事）須輪值告退，並根據本公司之公司細則於股東週年大會上重選。

#### **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS**

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The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions. All directors of the Company have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code during the six months ended 30 September 2004.

#### **AUDIT COMMITTEE**

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The Audit Committee has reviewed the Group's financial process and internal controls including the review of the unaudited interim financial statements for the period under review.

On behalf of the Board

**Lo Ming Chi, Charles**

*Chairman*

Hong Kong, 23 December 2004

#### **上市發行人董事進行證券交易之標準守則**

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本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行證券交易之標準守則。經本公司作出特定查詢後，本公司全部董事確認，於截至二零零四年九月三十日止六個月內，彼等已遵守標準守則所載之規定準則。

#### **審核委員會**

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審核委員會已審閱本集團之財務申報程序及內部監控措施，包括審閱截至此回顧期間之未經審核中期財務報表。

代表董事會

主席

**勞明智**

香港，二零零四年十二月二十三日