The Directors would like to present to shareholders their annual report together with the audited financial statements of the Company and of the Group for the nine months ended 31 December 2004.

#### CHANGE OF FINANCIAL YEAR END DATE

During the period, the Company changed its financial year end date from 31 March to 31 December in order to cope with the financial year end date of its principal revenue generating associate. The financial statements for the current period cover the nine month period from 1 April 2004 to 31 December 2004.

#### **PRINCIPAL ACTIVITIES**

The Company is an investment holding company. The principal activities of the Group are the provision of financial services, including stockbroking, futures and options broking, mutual funds and insurance-linked investment plans and products broking, securities margin financing and corporate finance advisory services. Particulars of the principal subsidiaries of the Company are set out in note 14 to the financial statements.

#### RESULTS

The results of the Group for the period from 1 April 2004 to 31 December 2004 are set out in the consolidated income statement on page 29 of the Annual Report.

#### FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past four financial years ended 31 March 2004 and the financial period from 1 April 2004 to 31 December 2004 is set out on page 75 of the Annual Report.

#### **FIXED ASSETS**

Movements in the fixed assets of the Group during the period are set out in note 12 to the financial statements.

#### SHARE CAPITAL

Movements in the share capital of the Company during the period are set out in note 22 to the financial statements.

董事欣然向各股東提呈本公司及本集團截至二零 零四年十二月三十一日止九個月之年報及經審核 財務報表。

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#### 更改財務年度結算日

於期間內,本公司將其財務年度結算日由三月三 十一日改為十二月三十一日,務求配合為本公司 賺取收益之主要聯營公司之財務年度結算日。財 務報表所覆蓋之期間為九個月,由二零零四年四 月一日至二零零四年十二月三十一日止。

#### 主要業務

本公司為投資控股公司。本集團之主要業務為提供金融服務,包括證券買賣、期貨與期權買賣、 互惠基金、保險掛鈎投資計劃及產品買賣、證券 保證金融資及企業融資顧問服務。本公司主要附 屬公司之詳情詳列於財務報表附註第14項內。

#### 業績

本集團由二零零四年四月一日至二零零四年十二 月三十一日止期間之業績,詳列於年報第29頁之 綜合損益計數表。

#### 財務概要

本集團截至二零零四年三月三十一日止過去四個 財務年度,以及由二零零四年四月一日至二零零 四年十二月三十一日止期間之業績與資產及負債 概要詳列於年報第75頁。

#### 固定資產

本集團於期間內固定資產之變動,詳列於財務報 表附註第12項內。

#### 股本

本公司於期間內股本之變動,詳列於財務報表附 註第22項內。

#### RESERVES

Movements in the reserves of the Company and of the Group during the period are set out in note 23 to the financial statements and the consolidated statement of changes in equity respectively.

#### DISTRIBUTABLE RESERVES

At 31 December 2004, the Company had no reserves available for distribution to the shareholders.

#### DIRECTORS

The Directors of the Company during the period and up to the date of this annual report were as follows:

#### **Executive Directors:**

Mr. Lam Kwok Hing (Chairman) Mr. Nam Kwok Lun (Deputy Chairman and Managing Director)

#### Independent Non-executive Directors:

Mr. Chen Wei-Ming Eric Mr. Kwan Wang Wai Alan *(appointed on 7 September 2004)* Mr. Ng Chi Kin David

In accordance with Bye-laws 99 and 102 of the Company's Bye-laws, Messrs. Chen Wei-Ming Eric and Kwan Wang Wai Alan retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

#### DIRECTORS AND SENIOR MANAGEMENT BIOGRAPHIES

Biographical information of the Directors of the Company and the senior management of the Group are set out on pages 12 to 15 of the Annual Report.

#### DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for a "three-year" term commencing from 1 September 2000 which is not determinable within one year without payment of compensation. These service contracts shall continue thereafter unless and until terminated by either party with not less than three months' prior written notice.

#### 儲備

本公司及本集團於期間內儲備之變動分別,詳列 於財務報表附註第23項及綜合權益變動表內。

#### 可供分派儲備

於二零零四年十二月三十一日,本公司並無可供 分派予各股東之儲備。

#### 董事

於期間內及截至本年報刊發日期,本公司之董事 如下:

**執行董事:** 藍國慶先生*(主席)* 藍國倫先生*(副主席兼董事總經理)* 

**獨立非執行董事:** 陳偉明先生 關宏偉先生 *(於二零零四年九月七日獲委任)* 伍志堅先生

根據本公司之公司細則細則99及102,陳偉明先 生及關宏偉先生須於即將召開之股東週年大會上 退任,惟符合資格於大會上膺選連任。

#### 董事及高級管理層簡歷

本公司董事及本集團高級管理層之簡歷詳列於年 報第12至15頁。

#### 董事之服務合約

各執行董事均與本公司訂立不得於一年內終止而 毋須作出補償之服務合約,合約期由二零零零年 九月一日起計,為期三年。該等服務合約將於其 後繼續生效,直至及除非任何一方發出不少於三 個月之書面通知予以終止。

#### DIRECTORS' SERVICE CONTRACTS (Continued)

According to the appointment letter entered into between the Company and Mr. Kwan Wang Wai Alan, Mr. Kwan has been appointed as Independent Non-executive Director of the Company with effect from 7 September 2004 until the conclusion of the next annual general meeting of the Company.

None of the Directors proposed for re-election at the forthcoming annual general meeting has entered into any service agreements with any member of the Group which is not determinable within one year without payment of compensation, other than statutory compensation.

#### **DIRECTORS' INTERESTS IN SHARES**

At 31 December 2004, the interests of the Directors and their associates in the shares and the underlying shares 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 (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") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

#### 1. Long positions in the ordinary shares of HK\$0.10 each of the Company

#### 董事之服務合約(續)

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根據本公司與關宏偉先生訂立之委任函件,關先 生由二零零四年九月七日起已獲委任為本公司之 獨立非執行董事,任期至本公司下屆股東週年大 會結束為止。

將於應屆股東週年大會上膺選連任之董事,概無 與本集團任何成員公司訂立不可於一年內終止而 毋須作出補償(法定補償除外)之服務合約。

#### 董事於股份之權益

於二零零四年十二月三十一日,按本公司根據證券及期貨條例(「證券及期貨條例」)第352條存置 的登記冊所記錄,董事及彼等之聯繫人於本公司 及其聯營公司之股份及相關股份之權益,或根據 聯交所證券上市規則(「上市規則」)所載上市公司 董事進行證券交易之標準守則(「標準守則」)須知 會本公司及聯交所之權益如下:

#### 1. 於本公司每股面值0.10港元普通股之長倉

Name of Director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of the issued share capital of the Company 佔本公司已 發行股本 百份比
<b>Mr. Lam Kwok Hing <i>(Note)</i></b> 藍國慶先生 <i>(註)</i>	Interest of controlled corporation 受控制法團之權益	311,718,000	67.76%
<b>Mr. Nam Kwok Lun <i>(Note)</i></b> 藍國倫先生 <i>(註)</i>	Interest of controlled corporation 受控制法團之權益	311,718,000	67.76%

#### DIRECTORS' INTERESTS IN SHARES (Continued)

- 1. Long positions in the ordinary shares of HK\$0.10 each of the Company (*Continued*)
  - *Note:* The shares are registered in the name of and beneficially owned by J&A Investment Limited ("J&A"), a company incorporated in the British Virgin Islands. The entire issued share capital of J&A is beneficially owned as to 80% and 20% by Mr. Lam Kwok Hing and Mr. Nam Kwok Lun respectively.
- 2. Long positions in the ordinary shares of HK\$0.20 each of ATNT

#### 董事於股份之權益(續)

- 於本公司每股面值0.10港元普通股之長倉 (續)
- 註: 上述股份由J&A Investment Limited(「J&A」, 一間於英屬處女群島註冊成立之公司)實益擁 有,並以其名義登記。J&A之全部已發行股本則 由藍國慶先生及藍國倫先生分別實益擁有80%及 20%之權益。
- 於亞洲聯網每股面值0.20港元普通股之長
  倉

	Number of issued ordinary shares held 所持已發行普通股數目		Percentage of the issued share capital of ATNT	
	Personal	Corporate		佔亞洲聯網
Name of Director and associates	interests	interests	Total	已發行股本
董事及聯繫人姓名	個人權益	<b>公司權益</b> (Note) (註)	總額	百份比
<b>Mr. Lam Kwok Hing</b> 藍國慶先生	3,474,667	97,041,333	100,516,000	23.57%
<b>Mr. Lam Kwok Yan</b> 藍國恩先生	3,475,167	97,041,333	100,516,500	23.57%

- Note: At 31 December 2004, an aggregate of 97,041,333 shares of ATNT were held by Optimist. Messrs. Lam Kwok Yan and Lam Kwok Hing are each entitled to exercise or control the exercise of one-third or more of the voting rights at general meetings of Medusa Group Limited ("Medusa"), which in turn is entitled to exercise or control the exercise of one-third or more of the voting rights at general meetings of Optimist.
- 註: 於二零零四年十二月三十一日,合共 97,041,333之亞洲聯網股份由Optimist持有。藍 國恩先生及藍國慶先生各自有權在Medusa Group Limited(「Medusa」)之股東大會上行使 或控制三分之一或以上之投票權,而Medusa則 有權在Optimist之股東大會上行使或控制三分之 一或以上之投票權。



DIRECTORS' INTERESTS IN SHARES (Continued)		董事於股份之權益 (續)			
3.	3. Share options of the Company		3. 本公司之認股權		
			Number of share options 認股權數目		options
			Outstanding at 1.4.2004 於二零零四年	Lapsed during the period	Outstanding at 31.12.2004 於二零零四年
	Name of Director	Capacity	四月一日	於期間內	十二月三十一日
	董事姓名	身份	尚未行使	<b>失效</b> (Note) (註)	尚未行使
	<b>Mr. Lam Kwok Hing</b> 藍國慶先生	Beneficial owner 實益擁有人	10,500,000	(10,500,000)	—
	<b>Mr. Nam Kwok Lun</b> 藍國倫先生	Beneficial owner 實益擁有人	10,500,000	(10,500,000)	
			21,000,000	(21,000,000)	

Note: The lapsed options were due to expiry.

#### 4. Share options of ATNT

註: 認股權因到期而失效。

Number of share options

亞洲聯網之認股權 4.

			認股權數目	
		Outstanding		Outstanding
		at 1.4.2004	Lapsed during	at 31.12.2004
Name of Director		於二零零四年	the period	於二零零四年
and associates	Capacity	四月一日	於期間內	十二月三十一日
董事及聯繫人姓名	身份	尚未行使	失效	尚未行使
			(Note)	
			(註)	
Mr. Lam Kwok Hing	Beneficial owner	5,725,000	(5,725,000)	_
藍國慶先生	實益擁有人			
Mr. Lam Kwok Yan	Beneficial owner	5,725,000	(5,725,000)	_
藍國恩先生	實益擁有人			
		11,450,000	(11,450,000)	_
		11,400,000		

Note: The lapsed options were due to expiry.

註: 認股權因到期而失效。

#### DIRECTORS' INTERESTS IN SHARES (Continued)

#### 5. Ordinary shares in subsidiaries which are wholly-owned

One of the Directors has non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company.

Save as disclosed above, at 31 December 2004, none of the Directors of the Company or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

#### SHARE OPTION SCHEMES

Particulars of the Company's share option schemes together with the details of movements in the share options to subscribe for shares of HK\$0.10 each in the Company are set out in note 28 to the financial statements.

# DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as the share options granted to the Directors under the share option schemes as described in note 28 to the financial statements, at no time during the period was the Company, its ultimate holding company or any subsidiaries of its ultimate holding company 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 and none of the Directors, their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

#### 董事於股份之權益(續)

#### 5. 全資附屬公司之普通股

其中一名董事為本公司利益而於若干附屬 公司中持有非實益個人股權。

除上文披露者外,於二零零四年十二月三 十一日,概無本公司董事或其聯繫人於本 公司或其任何相聯法團(定義見證券及期貨 條例第XV部)之任何股份、相關股份或債券 中,擁有記入根據證券及期貨條例第352條 須存置之登記冊之任何權益或淡倉,或根 據標準守則須以其他方式知會本公司及聯 交所之任何權益或淡倉。

#### 認股權計劃

本公司之認股權計劃,連同有關可認購本公司每股面值0.10港元股份之認股權之變動詳情,均載於財務報表附註第28項內。

#### 董事收購股份或債券之權利

於期間內,除財務報表附註第28項所述根據認股 權計劃授予董事認股權外,本公司、其最終控股 公司或其最終控股公司之任何附屬公司,概無訂 立任何安排,以致本公司董事可透過收購本公司 或任何其他法人團體之股份或債券而獲得任何利 益,且董事、彼等之配偶或18歲以下之子女概無 擁有可認購本公司證券之任何權利,或於期間內 行使任何有關權利。

#### CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS (Continued)

- (1) On 6 February 2004, Karfun Investments Limited ("Karfun"), a wholly-owned subsidiary of the Company, entered into a conditional subscription agreement with ATNT, in relation to the subscription of a convertible note in principal amount of HK\$30,000,000 to be issued by ATNT. During the period, Karfun exercised the right to convert in full the convertible note of HK\$30,000,000 into 150,000,000 shares of ATNT at a conversion price of HK\$0.20 per share of ATNT. ATNT then becomes the associate of the Group.
- (2) On 25 November 2004, Karfun conditionally agreed to acquire 48,520,667 shares of ATNT from Optimist and 3,475,167 shares of ATNT from Mr. Lam Kwok Yan for an aggregate consideration of HK\$23,398,125 at a price of HK\$0.45 per share of ATNT. At the same time, Mr. Lam Kwok Yan entered into a conditional agreement with Mr. Lam Kwok Hing, pursuant to which Mr. Lam Kwok Hing acquired 50% interest in Medusa from Mr. Lam Kwok Yan for a consideration of HK\$21,834,300. Upon completion of the conditional agreement between Mr. Lam Kwok Hing and Mr. Lam Kwok Yan, Medusa would be wholly-owned by Mr. Lam Kwok Hing. Optimist is a wholly-owned subsidiary of Medusa and its sole asset is 97,041,333 shares of ATNT. The acquisition of the shares of ATNT constituted as a connected transaction for the Company under the Listing Rules and was approved by the independent shareholders of the Company at a special general meeting on 30 March 2005.
- (3) During the period, the Group received commission income from securities dealing of approximately HK\$1,000 and HK\$31,000 from the Director, Mr. Lam Kwok Hing and the associates of the Directors, Messrs. Lam Kwok Hing and Nam Kwok Lun respectively.
- (4) During the period, the Group received interest income from securities margin financing of approximately HK\$18,000 from the associates of the Directors, Messrs. Lam Kwok Hing and Nam Kwok Lun.
- (5) During the period, the Group received advisory fee income of HK\$50,000 from ATNT.

關連交易及董事之合約權益(續)

- (1) 於二零零四年二月六日,本公司之一間全資 附屬公司佳帆投資有限公司(「佳帆」)與亞洲 聯網簽訂一份有條件認購協議,涉及認購將 由亞洲聯網發行本金30,000,000港元之可換 股票據。於期間內,佳帆行使權利以悉數轉 換 30,000,000港 元 之 可 換 股 票 據 為 150,000,000股亞洲聯網股份,換股價為每 股亞洲聯網股份0.20港元。自此,亞洲聯網 成為本集團之聯營公司。
- (2) 於二零零四年十一月二十五日, 佳帆有條件 同意按每股亞洲聯網股份0.45港元之價格, 分別向 Optimist與藍國恩先生收購 48,520,667股亞洲聯網股份及3,475,167股 亞洲聯網股份,總代價為23,398,125港元。 與此同時,藍國恩先生與藍國慶先生訂立有 條件協議。據此,藍國慶先生向藍國恩先生 收 購 Medusa之 50%權 益 , 代 價 為 21,834,300港元。於完成藍國慶先生與藍國 恩先生之有條件協議後,Medusa將會由藍 國慶先生全資擁有。Optimist為Medusa之 全資附屬公司,其唯一資產為97,041,333股 亞洲聯網股份。根據上市規則,收購亞洲聯 網股份構成本公司之一項關連交易,並已於 二零零五年三月三十日舉行之股東特別大會 上由獨立股東批准。
- (3) 於期間內,本集團就證券買賣而分別向董事 藍國慶先生及董事藍國慶先生與藍國倫先生 彼等之聯繫人收取佣金收入約1,000港元及 31,000港元。
- (4) 於期間內,本集團就證券保證金融資而向董 事藍國慶先生與藍國倫先生之聯繫人收取利 息收入約18,000港元。
- (5) 於期間內,本集團向亞洲聯網收取顧問費 50,000港元。

#### CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed above, there was no other material transaction which need to be disclosed as a connected transaction in accordance with the requirements of the Listing Rules and no contract of significance to which the Company, its ultimate holding company or any subsidiaries of its ultimate holding company 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 period or at any time during the period.

#### SUBSTANTIAL SHAREHOLDERS

At 31 December 2004, the following persons (other than the Directors and chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Long positions in the ordianry shares of HK\$0.10 each of the Company

關連交易及董事之合約權益
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除上文披露者外,於本期間結束時或期間內任何 時間,並無其他重大交易需要根據上市規則之規 定,如關連交易般予以披露,且本公司、其最終 控股公司或其最終控股公司之任何附屬公司,並 無與本公司直接或間接擁有其重大權益之董事訂 立任何重大合約。

#### 主要股東

根據本公司按證券及期貨條例第336條而存置之 登記冊所記錄,於二零零四年十二月三十一日, 下列人士(除本公司董事及主要行政人員外)於本 公司擁有股份及相關股份之權益或淡倉。

於本公司每股面值0.10港元普通股之長倉

Name of shareholder 股東名稱	Capacity 身份	Number of issued ordianry shares held 所持已發行普通股數目	Percentage of the share capital of the Company 佔本公司股本百分比
J&A	Interest of controlled corporation 受控制法團之權益	311,718,000	67.76%

Save as disclosed above, no person (other than the Directors and chief executives of the Company whose interests are set out under the heading "Directors' Interests in Shares" above) had an interest or a short position in the shares and underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

#### **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Company's Byelaws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders. 除上文披露者外,根據本公司按證券及期貨條例 第336條而存置之登記冊所記錄,除董事或本公 司主要行政人員(彼等之權益已詳列於「董事於股 份之權益」內)外,概無其他人士於本公司擁有股 份及相關股份之權益或淡倉。

#### 優先購買權

根據本公司之公司細則或百慕達法例,概無載列 任何有關本公司須按比例向現有股東提呈發售新 股份之優先購買權規定。

#### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the period from 1 April 2004 to 31 December 2004.

#### **RETIREMENT BENEFITS SCHEME**

Details of the Group's retirement benefits scheme are set out in note 29 to the financial statements.

#### **COMPETING INTERESTS**

During the period, none of the Directors or the management shareholders of the Company (as defined in the Listing Rules) had an interest in a business that competed with the Group or might compete with the business of the Group.

#### MAJOR CUSTOMERS AND SUPPLIERS

During the period from 1 April 2004 to 31 December 2004, less than 30% of the Group's sales were attributable to the Group's five largest customers.

The Group had no major suppliers due to the nature of principal activities of the Group.

# PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the period from 1 April 2004 to 31 December 2004, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

#### 足夠之公眾持股量

本公司於二零零四年四月一日至二零零四年十二 月三十一日止期間內,均維持足夠之公眾持股 量。

#### 退休福利計劃

本集團之退休福利計劃詳情,載於財務報表附註 第29項內。

#### 權益競爭

於期間內,董事或本公司之管理層股東(定義見 上市規則),概無於與本集團之業務構成或可能 構成競爭之業務中擁有任何權益。

#### 主要客戶及供應商

由二零零四年四月一日至二零零四年十二月三十 一日止期間內,本集團之五大客戶共佔本集團銷 售額不足30%。

基於本集團之主要業務性質,本集團並無主要供 應商。

#### 購入、贖回或售出上市證券

由二零零四年四月一日至二零零四年十二月三十 一日止期間內,本公司或其任何附屬公司概無購 入、贖回或售出本公司任何上市證券。

#### AUDIT COMMITTEE

The audit committee comprises the three Independent Non-executive Directors of the Company. On 7 September 2004, Mr. Kwan Wang Wai Alan was appointed as an Independent Non-executive Director and member of the audit committee of the Company. The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the unaudited interim results for the six months ended 30 September 2004 and the audited results for the period from 1 April 2004 to 31 December 2004.

#### CODE OF BEST PRACTICE

The Company was in compliance with the Code of Best Practice (the "Code") during the period from 1 April 2004 to 31 December 2004 as set out in Appendix 14 of the Listing Rules, except that Messrs. Chen Wei-Ming Eric and Ng Chi Kin David, the Independent Non-executive Directors, were not appointed for a specific term as required by paragraph 7 of the Code, but are subjected to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws.

# MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

During the period from 1 April 2004 to 31 December 2004, the Company has adopted the Model Code under Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transaction. 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 and the Code during the period.

# INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company confirmed that annual confirmations of independence were received from each of the Company's Independent Non-executive Directors pursuant to Rules 3.13 of the Listing Rules and all Independent Non-executive Directors are considered to be independent.

#### 審計委員會

審核委員會由本公司三名獨立非執行董事組成。 於二零零四年九月七日,關宏偉先生獲委任為本 公司之獨立非執行董事及審核委員會成員。審核 委員會已與管理層審閲本集團所採納之會計原則 及慣例,以及討論內部監控及財務報告事宜,其 中包括審閱截至二零零四年九月三十日止六個月 未經審核中期業績,以及由二零零四年四月一日 至二零零四年十二月三十一日止期間之經審核業 績。

#### 最佳應用守則

本公司由二零零四年四月一日至二零零四年十二 月三十一日止期間內,一直遵守上市規則附錄14 所載之最佳應用守則(「守則」),惟獨立非執行董 事陳偉明先生及伍志堅先生並無按該守則第7段 所述有指定任期,但根據本公司之公司細則,彼 等須於本公司之股東週年大會上輪席告退及膺選 連任。

#### 董事進行證券交易之標準守則

由二零零四年四月一日至二零零四年十二月三十 一日止期間內,本公司已採納上市規則附錄10之 標準守則,作為董事進行證券交易之操守準則。 於本公司特別作出查詢後,全體董事均確認,彼 等於期間內已遵從標準守則及守則所規定之準 則。

#### 獨立非執行董事之獨立性

本公司確認,已根據上市規則第3.13條向本公司 各獨立非執行董事收取年度獨立地位確認書,而 全體獨立非執行董事均被認為屬獨立。



Details of a significant event occurring after the balance sheet date are set out in note 26(b) to the financial statements.

#### **AUDITORS**

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

By Order of the Board LAM KWOK HING Chairman

Hong Kong, 26 April 2005

結算日後事項

結算日後發生之重大事項詳情,載於財務報表附 註第26(b)項內。

#### 核數師

本公司將於應屆股東週年大會上提呈決議案,以 續聘德勤 • 關黃陳方會計師行為本公司核數師。

承董事會命 **藍國慶** *主席* 

香港,二零零五年四月二十六日