

**董事購入股份之權利**

根據本公司之購股權計劃，本公司已授出購股權予若干董事以認購本公司的普通股，購股權詳情概述如下：

**DIRECTORS' RIGHT TO ACQUIRE SHARES**

Pursuant to the Company's share option scheme, the Company granted options over the Company's ordinary shares in favour of certain directors, the summary details of which are as follows:

董事	Directors	購股權數目			行使期間	行使價
		期初	期內行使	於二零零五年三月三十一日		
		At the beginning of the period	Exercised during the period	As at 31 March 2005	Exercise Period	Exercise price 港元 HK\$
周德雄先生	Mr. Chow Tak Hung	500,000	500,000	—	二零零四年七月十二日至 二零一三年七月十一日 12 July 2004 – 11 July 2013	\$3.00
周煥燕女士	Ms. Chow Woon Yin	500,000	500,000	—	二零零四年七月十二日至 二零一三年七月十一日 12 July 2004 – 11 July 2013	\$3.00
黃少華女士	Ms. Wong Siu Wah	500,000	500,000	—	二零零四年七月十二日至 二零一三年七月十一日 12 July 2004 – 11 July 2013	\$3.00
		<u>1,500,000</u>	<u>1,500,000</u>	<u>—</u>		

本公司董事在回顧期間內行使彼等之購股權以認購股份。於行使當日，股份之加權平均收市價為3.00港元。

The directors of the Company exercised their options to acquire shares during the period under review. The weighted average closing price of the shares was HK\$3.00 on the exercise date.

除上文所披露者外，本公司、其控股公司或其任何附屬公司於期間內任何時間概無參與任何安排，致使本公司董事、彼等各自之配偶或未滿十八歲之子女透過購入本公司或任何其他法人團體之股份或債券而獲益。

### 主要股東

於二零零五年三月三十一日，根據證券及期貨條例第336條而存置之本公司權益登記冊所記錄，以下人士擁有本公司已發行股本5%或以上權益：

Save as disclosed above, at no time during the period was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouses, or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### SUBSTANTIAL SHAREHOLDERS

At 31 March 2005, the following party was interested in 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

股東名稱 Name	附註 Note	權益類別 Nature of interest	持有已發行 普通股數目 Number of issued ordinary shares held	已發行普通股 總額百分比 Percentage of total issued ordinary shares
Bright Asia Holdings Limited		實益擁有人 Beneficial owner	95,706,597	51.22%
周德雄先生 Mr. Chow Tak Hung	(1)	公司權益 Corporate interest	95,706,597	51.22%
周彩花女士 Ms. Chau Choi Fa	(2)	配偶權益 Interest of spouse	95,706,597	51.22%

附註：

Note:

- (1) Bright Asia Holdings Limited之全部已發行股本由周德雄先生、周煥燕女士及黃少華女士分別擁有60%、20%及20%。根據證券及期貨條例第十五部第2及第3部份之條文，周德雄先生被視作於由Bright Asia Holdings Limited持有之本公司所有股份中擁有權益。
- (2) 周彩花女士為執行董事周德雄先生之妻子，根據證券及期貨條例第十五部第2及第3部份之條文規定，因周德雄先生於本公司中擁有權益而被視作於本公司之股份及相關股份中擁有權益。
- (1) The entire issued share capital of Bright Asia Holdings Limited is held as to 60% by Mr. Chow Tak Hung, 20% by Ms. Chow Woon Yin and 20% by Ms. Wong Siu Wah. By virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Chow Tak Hung is deemed to be interested in all the shares in the Company held by Bright Asia Holdings Limited.
- (2) Ms. Chau Choi Fa is the wife of Mr. Chow Tak Hung, an executive director, and is deemed to be interested in the shares and underlying shares in the Company in which Mr. Chow Tak Hung is interested under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文所披露者外，於二零零五年三月三十一日，概無任何人士（除本公司之董事或主要行政人員（彼等之權益載於上文「主要股東」一節外），於本公司之股份或相關股份中擁有根據證券及期貨條例336條之規定而存置之登記冊所紀錄須知會本公司之權益及淡倉。

### 購買、出售及贖回上市證券

本公司或其任何附屬公司於截至二零零五年三月三十一日止六個月內概無購買、出售或贖回本公司之任何上市證券。

### 審核委員會

本公司已按最佳應用守則之規定成立審核委員會，藉以就本集團之財務申報程序及內部監控作出審議及提供監督。審核委員會之成員包括本公司三位獨立非執行董事。本集團於本期間之財務報表乃經審核委員會審閱，彼等認為該財務報表乃遵照適用之會計標準及法例規定，並作出適當的披露。

### 遵守最佳應用守則

董事認為，本公司在中期報告涵蓋之會計期間內已遵照聯交所證券上市規則（「上市規則」）附錄十四所載之最佳應用守則，惟獨立非執行董事並無固定任期，只根據本公司之公司細則輪流告退。

Save as disclosed above, as at 31 March 2005, no person, other than the directors or chief executive of the Company, whose interests are set out in the section "Substantial Shareholders" above, had any interests or short positions in the shares or underlying shares of the Company that is required to be recorded in the register required to be kept pursuant to Section 336 of SFO.

### PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 31 March 2005.

### AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code of Best Practice, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the three independent non-executive directors of the Company. The Group's financial statements for the Period have been reviewed by the Committee, who are of the opinion that such statements comply with the applicable accounting standards and legal requirements, and that adequate disclosures have been made.

### CODE OF BEST PRACTICE

In the opinion of the directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange throughout the accounting period covered by the interim report, except that the independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation in accordance with the Company's bye-laws.

### 股份暫停過戶及其他事項

為界定有權收取中期股息之股東，本公司將由二零零五年七月八日(星期五)至二零零五年七月十一日(星期一)(包括首尾兩天)暫停辦理股份過戶手續。已認購本公司股份但尚未在本公司之香港股份過戶登記分處辦理股份過戶手續之任何人士，須於二零零五年七月七日(星期四)下午四時正前辦理股份過戶手續，以符合收取中期股息之資格。

承董事會命  
主席兼董事總經理  
周德雄

香港，二零零五年六月二十三日

### BOOK CLOSE AND OTHER GENERAL INFORMATION

For the purpose of determining entitlements to the interim dividend, the Company shall close its registers of members and transfers from Friday 8 July 2005 and Monday 11 July 2005 (both days inclusive). Any person who has acquired shares in the Company but who has not lodged the share transfer with the Company's branch share registrars in Hong Kong should do so before 4:00 p.m. on Thursday 7 July 2005 in order to qualify for the interim dividend.

By order of the Board  
**Chow Tak Hung**  
*Chairman and Managing Director*

Hong Kong, 23 June 2005