

Report of the Directors 董事報告

The Directors have the pleasure of presenting the annual report together with the audited accounts of Fujikon Industrial Holdings Limited ("the Company") and its subsidiaries (together "the Group") for the year ended 31 March 2005.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 13 to the accounts.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 3 to the accounts.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 46.

An interim dividend of HK2.5 cents per ordinary share was paid during the year. The Directors recommend the payment of a final dividend and a special dividend of HK5.5 cents and HK2.0 cents respectively per ordinary share, which will bring the total dividend for the year ended 31 March 2005 to approximately HK\$37,052,000.

RESERVES

Movements in reserves of the Group and the Company during the year are set out in note 24 to the accounts.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in share capital and share options of the Company are set out in notes 22 and 23, respectively, to the accounts.

DISTRIBUTABLE RESERVES

As at 31 March 2005, the Company's reserves of approximately HK\$138,800,000 (subject to provisions of the Companies Act 1981 of Bermuda (as amended)) and retained profit of approximately HK\$29,037,000 were available for distribution to the Company's shareholders.

董事欣然提呈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」）截至二零零五年三月三十一日止年度之年報及經審核賬目。

主要業務及業務地區分析

本公司之主要業務為投資控股，其附屬公司之主要業務載於賬目附註13。

按業務及地區劃分之本集團本年度業績之分析載於賬目附註3。

業績及撥款

本集團本年度之業績詳情載於第46頁之綜合損益表。

年內已派發中期股息每股普通股2.5港仙。董事建議分別派發末期股息及特別股息每股普通股5.5港仙及2.0港仙，故此截至二零零五年三月三十一日止年度之股息總額約為37,052,000港元。

儲備

本集團及本公司於年內儲備之變動詳情載於賬目附註24。

股本及購股權

本公司股本及購股權之變動詳情分別載於賬目附註22及23。

可供分派儲備

於二零零五年三月三十一日，本公司可供分派予本公司股東之儲備約為138,800,000港元（受百慕達一九八一年公司法（經修訂）之條文所限）及保留盈利約為29,037,000港元。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and the laws in Bermuda.

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 year.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$87,000.

FIXED ASSETS

Details of movements in fixed assets of the Group during the year are set out in note 11 to the accounts.

BANK LOANS

Particulars of bank loans as at 31 March 2005 are set out in notes 18 and 21 to the accounts.

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in note 27 to the accounts.

FIVE YEAR FINANCIAL SUMMARY

A summary of the Group's financial information is set out on pages 4 to 5 of this annual report.

優先認購權

本公司之公司細則及百慕達法例並無載有優先認購權之規定。

購買、出售或贖回股份

本公司及其任何附屬公司於年內概無購買、出售或贖回任何本公司股份。

捐款

本集團於本年度之慈善及其他捐款約為87,000港元。

固定資產

本集團於本年度固定資產之變動詳情載於賬目附註11。

銀行貸款

於二零零五年三月三十一日之銀行貸款詳情載於賬目附註18及21。

退休金計劃

退休金計劃詳情載於賬目附註27。

五年財務概要

本集團財務資料之撮要載於第4至第5頁。

Report of the Directors 董事報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors who held office during the year and up to the date of this report are:

Executive directors

Mr. Yeung Chi Hung, Johnny
Mr. Yuen Yee Sai, Simon
Mr. Chow Man Yan, Michael
Mr. Wong Sau Lik, Weekly Peter
Mr. Ng Kwong Hing
Mr. Tsang Yiu Wah (resigned on 30 June 2004)

Independent non-executive directors

Dr. Chang Chu Cheng
Mr. Ho Bing Kwan
Mr. Pang Kwong Wah
Mr. Che Wai Hang, Allen (appointed on 1 June 2005)
Mr. Lee Yiu Pun (appointed on 1 June 2005)

In accordance with the bye-laws of the Company, Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael will retire as directors by rotation and the offices of Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun as directors will end at the forth coming annual general meeting of the Company. Such directors, being eligible, will offer themselves for re-election. All other remaining directors continue in office.

All executive directors entered into service contracts with the Company for a term of two years commencing from 1 April 2004, which continued thereafter until 31 March 2006. Other than these service contracts, none of the directors have an unexpired service contract with the Company which is not determinable within one year without payment of compensation other than statutory compensation.

董事及董事服務合約

年內及截至本報告日期任職之董事如下：

執行董事

楊志雄先生
源而細先生
周文仁先生
王秀力先生
吳廣興先生
曾耀華先生(於二零零四年六月三十日辭任)

獨立非執行董事

張樹成博士
何炳堃先生
彭廣華先生
車偉恒先生(於二零零五年六月一日獲委任)
李耀斌先生(於二零零五年六月一日獲委任)

根據本公司之公司細則楊志雄先生、源而細先生及周文仁先生將輪流退任，而車偉恒先生及李耀斌先生將於本公司應屆股東週年大會上任滿，彼等符合資格並願膺選連任。其餘所有董事繼續任職。

所有執行董事均已與本公司訂立服務合約，年期由二零零四年四月一日起計，為期二年，其後一直有效至二零零六年三月三十一日為止。除該等服務合約外，董事概無與本公司訂立任何本公司不得於一年內終止而毋須作出賠償(法定補償除外)之未屆滿服務合約。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (Continued)

Except Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun, each of whom is appointed for a term of one year, all independent non-executive directors are not appointed for a specific term.

All directors of the Company are subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Company's Bye-laws.

Each of the independent non-executive directors confirmed his independence with the Company pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Company considered all the independent non-executive directors are independent.

DIRECTORS' INTERESTS IN SHARES

As at 31 March 2005, 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.

董事及董事服務合約 (續)

除車偉恒先生及李耀斌先生各獲任期一年的委任外，所有獨立非執行董事並無任何特定任期。

本公司全體董事須根據本公司公司細則的規定於股東週年大會上輪流退任及重選連任。

各獨立非執行董事已根據香港聯合交易所有限公司證券上市規則第3.13條就其獨立性向本公司作出確認。本公司認為所有獨立非執行董事確屬獨立人士。

董事於股份之權益

於二零零五年三月三十一日，以下為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。

Report of the Directors 董事報告

DIRECTORS' INTERESTS IN SHARES (Continued)

董事於股份之權益 (續)

Name of Director	The Company/name of associated corporation	Capacity	Number and class of securities (Note 1)
董事姓名	本公司／聯營公司名稱	身份	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	Founder of a discretionary trust 全權信託的創立人	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)
Mr. Yuen Yee Sai, Simon 源而細先生	The Company 本公司	Founder of a discretionary trust 全權信託的創立人	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)

DIRECTORS' INTERESTS IN SHARES (Continued)

董事於股份之權益 (續)

Name of Director	The Company/name of associated corporation	Capacity	Number and class of securities
董事姓名	本公司／聯營公司名稱	身份	證券數目及類別
Mr. Chow Man Yan, Michael 周文仁先生	The Company 本公司	Founder of a discretionary trust 全權信託的創立人	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)
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)
	The Company 本公司	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)

Report of the Directors 董事報告

DIRECTORS' INTERESTS IN SHARES (Continued)

董事於股份之權益 (續)

Name of Director	The Company/name of associated corporation	Capacity	Number and class of securities (Note 1)
董事姓名	本公司／聯營公司名稱	身份	證券數目及類別 (附註1)
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)
	The Company 本公司		

Notes:

- The letter "L" represents the Director's interests in the share and underlying shares of the Company, its subsidiaries or its associated corporations
- 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.

附註：

- 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。
- 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%)。

DIRECTORS' INTERESTS IN SHARES (Continued)

Notes: (Continued)

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. Each of East Sino Consultants Limited, Artbo Industries Group Limited and Loyal Fair Group Limited is beneficially owned by the Yeung Family Trust, which is a discretionary trust and the objects of which are the family members of 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.

- 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.
- 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.
- 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.
- These shares are held by Miracle Journey Corp., a company wholly owned by Mr. Wong Sau Lik, Weekly Peter.
- 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.
- These shares are held by Mys Finance Limited, a company wholly owned by Mr. Ng Kwong Hing.

董事於股份之權益 (續)

附註：(續)

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、Artbo Industries Group Limited及Loyal Fair Group Limited均由全權信託基金Yeung Family Trust(其受益人為楊志雄先生的家族成員)實益擁有。

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。

- 於此等股份之權益包括以楊志雄先生名義登記的91,000股股份及因全面行使根據本公司的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。
- 於此等股份之權益包括以源而細先生名義登記之91,000股股份及因全面行使根據本公司的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。
- 於此等股份之權益包括以周文仁先生名義登記之91,000股股份及因全面行使根據本公司的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。
- 此等股份由王秀力先生全資擁有之公司Miracle Journey Corp.持有。
- 於此等股份之權益包括為因全面行使根據本公司的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。
- 此等股份乃由吳廣興先生全資擁有之公司Mys Finance Limited持有。

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DIRECTORS' INTERESTS IN SHARES (Continued)

Notes: (Continued)

- 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.
- Share options are granted to the 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 shares, 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 31 March 2005.

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. Details of the schemes are set out in note 23 to the accounts.

Pursuant to the ordinary resolutions 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.

董事於股份之權益 (續)

附註：(續)

- 於此等股份之權益包括因全面行使根據本公司的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。
- 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，於二零零五年三月三十一日，概無本公司董事或主要行政人員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。

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。該計劃詳情載於賬目附註23。

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。

INFORMATION ON SHARE OPTION SCHEMES

(Continued)

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 contribution 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 31 March 2005

28,135,000 shares (approximately 8% of issued share capital)

4. Maximum entitlement of each participant under the New Scheme

Not exceeding 1% of the issued share capital of the Company for the time being in any 12-month period.

5. The period within which the shares must be taken up under an option

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.

購股權計劃之資料 (續)

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二零零五年三月三十一日已發行股本之百分比

28,135,000股股份（已發行股本約8%）。

4. 各參與者根據新計劃可獲發行之股份數目上限

不超過任何十二個月期間本公司當時已發行股本之1%。

5. 必須根據購股權認購股份之期限

將由董事釐定及通知承授人之期限，但不會於提呈購股權當日起計十年後屆滿。

INFORMATION ON SHARE OPTION SCHEMES

(Continued)

6. **The minimum period for which an option must be held before it can be exercised**
N/A
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**
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).
8. **The basis of determining the exercise price**
Being determined by the Directors and being not less than the highest of:
 - 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;
 - 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
 - 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)

購股權計劃之資料 (續)

6. 行使購股權前必須持有購股權之最短期限
不適用。
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
於接納當日或之前（不會遲於自要約當日起計21日）匯寄1.00港元予本公司。
8. 釐定行使價之基準
由董事釐定，惟不會低於下列各項之最高者：
 - a. 要約當日本公司股份於聯交所每日報價表所示之收市價；
 - b. 緊接要約當日前五個營業日本公司股份於聯交所每日報價表所示平均收市價；及
 - 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。

INFORMATION ON SHARE OPTION SCHEMES

(Continued)

Options to subscribe for 21,297,000 shares were granted under the New Scheme during the year. According to the Black-Scholes Model, the fair value of the options granted on 3 May 2004 and 31 May 2004 were approximately \$8,152,000 and \$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 was 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 year.

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)

年內根據新計劃授出可認購21,297,000股股份之購股權。根據畢蘇定理，按下列之變數及假設，於二零零四年五月三日及二零零四年五月三十一日授出之購股權之價值分別為8,152,000港元及295,000港元：

- (i) 預計年期為由授出之日起計十年；
- (ii) 在購股權之預計年期內，將不會派付股息；
- (iii) 用作計算之無風險利率分別為4.535厘及4.558厘，即為期十年之香港外匯基金票據之收益率；及
- (iv) 用作計算之預計股價波動率分別約為14.6%及18.3%，即本公司股份於緊接要約授予購股權日期前十二個月在聯交所每日收市價之標準偏差。

在評估購股權之總值時，並無就購股權日後可能遭放棄行使而作出調整。損益表內並無就於年內授出之購股權價值之費用確認任何扣減。

股東須注意，採用畢蘇定理計算購股權之價值乃根據不同之假設，並僅為估計之數據。購股權之承授人所得之財務得益將可能與已計算之價值大為不同。

Report of the Directors 董事報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at 31 March 2005, the share options granted to and held by the directors of the Company are as follows:

Name 姓名	Subscription price per share 每股認購價		Beginning of year 年初	Granted during the year 年內授出	Exercised during the year 年內行使	End of year 年終
Mr. Yeung Chi Hung, Johnny 楊志雄先生	\$1.287港元	(i)	6,000,000	–	–	6,000,000
	\$1.000港元	(ii)	–	3,600,000	–	3,600,000
Mr. Yuen Yee Sai, Simon 源而細先生	\$1.287港元	(i)	6,000,000	–	–	6,000,000
	\$1.000港元	(ii)	–	3,600,000	–	3,600,000
Mr. Chow Man Yan, Michael 周文仁先生	\$1.287港元	(i)	6,000,000	–	–	6,000,000
	\$1.000港元	(ii)	–	3,600,000	–	3,600,000
Mr. Wong Sau Lik, Weekly Peter 王秀力先生	\$1.287港元	(i)	1,200,000	–	–	1,200,000
	\$1.000港元	(ii)	–	1,000,000	–	1,000,000
Mr. Ng Kwong Hing 吳廣興先生	\$1.287港元	(i)	800,000	–	–	800,000
	\$1.000港元	(ii)	–	1,000,000	–	1,000,000
			20,000,000	12,800,000	–	32,800,000

(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.

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

Save as disclosed above, at no time during the year 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.

董事購入股份或債券之權利

於二零零五年三月三十一日，授予並由本公司董事持有之購股權如下：

(i) 購股權可於二零零零年五月二日或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之期間隨時行使。

(ii) 購股權可於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之期間隨時行使。

除上文所披露者外，於年內任何時間，本公司或其任何附屬公司或控股公司並無參與任何安排，致使任何本公司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。

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the preceding paragraph and note 29 to the accounts, 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 year or at any time during the year.

COMPETING BUSINESS

In the opinion of the Directors, there is no such competing business as defined by the Listing Rules.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2005, 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.

Name of person	Number of ordinary shares (Note 1)	Nature of interest	Approximate percentage of interest
名稱	普通股股份數目 (附註1)	權益性質	權益概約百分比
Acoustic Touch Limited	211,714,500	Beneficial owner 實益擁有人	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 Service Limited	211,714,500	Trustee (other than a bare trustee) (Note 2) 信託人 (被動信託人除外) (附註2)	57.39%

董事於合約中之權益

除上段及賬目附註29所披露者外，於年結時或本年度內任何時間，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任何本公司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。

競爭性業務

董事認為，並無存在上市規則定義之競爭性業務。

主要股東

於二零零五年三月三十一日，以下人士（並非本公司董事及主要行政人員）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及第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。

Report of the Directors 董事報告

SUBSTANTIAL SHAREHOLDERS (Continued)

主要股東 (續)

Name of person	Number of ordinary shares (Note 1)	Nature of interest	Approximate percentage of interest
名稱	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	Trustee (other than a bare trustee) (Note 2) 信託人(被動信託人除外) (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	Trustee (other than a bare trustee) (Note 2) 信託人(被動信託人除外) (附註2)	57.39%
HSBC International Trustee Limited	211,714,500	Trustee (other than a bare trustee) (Note 2) 信託人(被動信託人除外) (附註2)	57.39%
Silverfun Property Limited	211,714,500	Trustee (other than a bare trustee) (Note 2) 信託人(被動信託人除外) (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%
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%

SUBSTANTIAL SHAREHOLDERS (Continued)

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.

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.

Each of East Sino Consultants Limited, Artbo Industries Group Limited and Loyal Fair Group Limited is wholly owned by Silverfun Property Limited, which is in turn wholly owned by Golden Hope Financial Limited. Silverfun Property Limited is the trustee of Yeung Unit Trust, which is beneficially owned by the Yeung Family Trust, a discretionary trust and the objects of which are the family members of Mr. Yeung Chi Hung, Johnny. Golden Hope Financial Limited is wholly owned by Mr. Yeung Chi Hung, Johnny.

主要股東 (續)

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)。

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 Service Limited 則由 HSBC International Trustee Limited 全資擁有。HSBC International Trustee Limited 為 Chow Family Trust 及 Yuen Family Trust (各為全權信託基金) 之信託人，其受益人分別為周文仁先生及源而細先生之家族成員。

East Sino Consultants Limited、Artbo Industries Group Limited 及 Loyal Fair Group Limited 均由 Silverfun Property Limited 全資擁有。Silverfun Property Limited 則由 Golden Hope Financial Limited 全資擁有。Silverfun Property Limited 為 Yeung Unit Trust 之信託人，Yeung Unit Trust 由全權信託基金 Yeung Family Trust (其受益人為楊志雄先生的家族成員) 實益擁有。Golden Hope Financial Limited 由楊志雄先生全資擁有。

Report of the Directors 董事報告

SUBSTANTIAL SHAREHOLDERS (Continued)

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.

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 31 March 2005.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2005, the five largest customers accounted for approximately 42% of the Group's total turnover and the five largest suppliers of the Group accounted for less than 30% of the Group's total purchases. The largest customer to the Group accounted for approximately 15% of the Group's total turnover. None of the directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) of the Company had a beneficial interest in the Group's five largest customers.

CONNECTED TRANSACTIONS

The Group has purchased printing products from The Bright Printing Press and Paper Products Limited ("Bright Printing") amounting to approximately HK\$11,993,000 during the year ended 31 March 2005. These transactions constituted connected transactions under Chapter 14A of the Listing Rules by reason that Bright Printing is ultimately owned as to an aggregate of 97% by Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon, and Mr. Chow Man Yan, Michael, directors of the Company.

主要股東 (續)

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。

除上文所披露者外，據董事所知，於二零零五年三月三十一日，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。

管理合約

年內，並無訂立或存在任何有關本公司全部或任何大部份業務之管理及行政合約。

主要客戶及供應商

於截至二零零五年三月三十一日止年度，本集團五大客戶佔本集團總營業額約42%，而本集團五大供應商佔本集團總採購額少於30%。本集團之最大客戶佔本集團總營業額約15%。董事、彼等之聯繫人士或任何股東（就董事所知，擁有本公司股本逾5%者）概無於本集團之五大客戶擁有實益權益。

關連交易

於截至二零零五年三月三十一日止年度，本集團向光明柯式印務紙品廠有限公司（「光明柯式印務」）購買為數約11,993,000港元之印刷品。根據上市規則第14A章，此等交易構成關連交易，因為光明柯式印務最終由本公司董事楊志雄先生、源而細先生及周文仁先生合共擁有97%之權利。

CONNECTED TRANSACTIONS (Continued)

The Directors consider these transactions have been conducted in the ordinary and usual course of business of the Group on normal commercial terms and the continuation of these transactions in the future will be beneficial to the Group.

Pursuant to the requirements set by the Stock Exchange for waivers granted to the Group from strict compliance with the relevant requirements as set out in Chapter 14A of the Listing Rules, the connected transactions mentioned above for the year ended 31 March 2005 have been reviewed by the independent non-executive directors and the auditors of the Company, and have been approved by the Board of Directors.

Save as disclosed above, there is no other connected transaction which needs to be disclosed in accordance with the requirements set out in Chapter 14A of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors and senior management of the Group on terms no less exacting than the required standard set out in Appendix 10 of the Listing Rules ("Model Code"). Having made specific enquiry of all directors and senior management of the Group, they confirmed of their compliance with the required standard set out in the Model Code and the Company's code of conduct regarding securities transactions by directors and senior management throughout the year ended 31 March 2005.

關連交易 (續)

董事認為該等交易乃按正常商業條款在本集團日常及一般業務過程中進行，日後繼續進行該等交易將令本集團受惠。

根據聯交所就授予本集團豁免嚴格遵守上市規則第14A章所載有關規定而訂立之規定，上述截至二零零五年三月三十一日止年度之關連交易已由本公司獨立非執行董事與核數師審議，並獲董事會批准。

除上文披露者外，並無其他根據上市規則第14A章規定須予披露之關連交易。

證券交易標準守則

本公司已就本集團的董事及高層管理人員進行證券交易採納嚴謹度不低於上市規則附錄10所載標準守則（「標準守則」）所訂標準的行為守則。本公司已向本集團所有董事及高層管理人員明確查詢並獲彼等確認，於截至二零零五年三月三十一日止整個年度，彼等一直遵守標準守則及本公司有關董事及高層管理人員進行證券交易的行為守則。

Report of the Directors 董事報告

CODE OF BEST PRACTICE

In the opinion of the Directors, the Company has complied with the Code of Best Practice ("Code") as set out in Appendix 14 of the Listing Rules throughout the year until the Code was replaced by the Code of Corporate Governance Practices which became effective on 1 January 2005, 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.

AUDIT COMMITTEE

The 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 Hong Kong Institute of Certified Public Accountants. Following a resolution passed by the board of directors ("Board") of the Company at its meeting held on 31 May 2005, the terms of reference were amended, adopted and in force after 1 June 2005 pursuant to the new Appendix 14 "Code of Corporate Governance Practices" of the Listing Rules.

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 annual and interim reports prior to their approval by the Board, the effectiveness of the external and internal audit and of internal controls and risk evaluation. Following the appointments of Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun as independent non-executive directors on 1 June 2005, the Audit Committee currently comprises all the five independent non-executive directors of the Company.

最佳應用守則

上市規則附錄14所載之最佳應用守則(「守則」)已被二零零五年一月一日開始生效之企業管治常規守則取代。董事認為，在此之前，本公司一直遵守守則，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。

審核委員會

載列審核委員會權限與職責之職權範圍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。繼本公司董事會(「董事會」)於二零零五年五月三十一日舉行之會議上通過一項決議案後，職權範圍已根據上市規則新訂之附錄14「企業管治常規守則」予以修訂、採納並於二零零五年六月一日後生效。

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，審核委員會亦負責審閱年報及中期報告以便提交董事會批准，並檢討外部與內部審核及內部控制之成效並進行風險評估。待車偉恒先生及李耀斌先生於二零零五年六月一日獲委任為獨立非執行董事後，審核委員會現由本公司所有五名獨立非執行董事組成。

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float, as not less than 25% of the issued share capital of the Company, are held by the public.

AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board of Directors,

YEUNG CHI HUNG, JOHNNY

Chairman

Hong Kong, 23 June 2005

公眾持股量

根據本公司可從公開途徑取得的資料及就董事所知，於本報告日期，公眾股東持有足夠公眾持股量（即佔本公司已發行股本不少於25%）。

核數師

賬目由羅兵咸永道會計師事務所審核，彼等已任滿，惟符合資格並願意連任。

代表董事會

楊志雄

主席

香港，二零零五年六月二十三日