

The directors have pleasure in presenting their report and the audited financial statements of the Company and the Group for the year ended 31 March 2005.

### PRINCIPAL ACTIVITIES

The Group's principal activities during the year consisted of the production, dyeing and sale of knitted fabric and yarn, the retailing and distribution of casual apparel and accessory, the provision of franchise services, the provision of repair and maintenance services for motors and generators, and the trading of generators. There were no significant changes in the nature of the Group's principal activities during the year.

The principal activity of the Company is investment holding.

### RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2005 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 32 to 112.

An interim dividend of HK10.0 cents per ordinary share was paid on 2 February 2005. The directors recommend the payment of a final dividend of HK11.0 cents per ordinary share in respect of the year, to shareholders on the register of members on 26 August 2005. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the capital and reserves section of the balance sheet.

董事會欣然呈奉本公司與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財務報表，敬祈省覽。

### 主要業務

本年度本集團之主要業務包括針織布及棉紗之產銷及整染、便服及飾物之銷售、提供特許經營服務、提供汽車及發電機之維修及保養服務及銷售發電機。本集團之業務性質在本年度並無重大轉變。

本公司之主要業務為投資控股。

### 業績與股息

本集團於截至二零零五年三月三十一日止年度之溢利及本公司與本集團截至該日期之業務狀況列載於第32至112頁之財務報表。

中期股息每股港幣10.0仙已於二零零五年二月二日派發。董事會茲建議派發本年度末期股息每股港幣11.0仙予二零零五年八月二十六日名列股東名冊之股東，是項建議股息已列入本財務報表，亦即於資產負債表的資本及儲備賬中由保留溢利撥出。

**SUMMARY FINANCIAL INFORMATION**

A summary of the results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below.

**財務資料概要**

下表為本集團於過往五個財政年度之業績、資產、負債與少數股東權益之摘要，乃摘自已公佈之經審核財務報表及按需要重新分類。

**RESULTS**
**業績**

		Year ended 31 March				
		截至三月三十一日止年度				
		2005	2004	2003	2002	2001
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>TURNOVER</b>	<b>營業額</b>	<b>7,302,697</b>	6,216,465	5,198,585	4,720,333	4,309,436
<b>PROFIT FROM OPERATING</b>	<b>經常業務溢利</b>					
<b>ACTIVITIES</b>		<b>525,181</b>	498,266	618,734	531,418	480,475
Share of profit of an associate	應佔聯營公司溢利	<b>40,276</b>	33,344	46,630	62,157	56,299
Finance costs	財務費用	<b>(10,224)</b>	(4,086)	(2,787)	(5,770)	(6,229)
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	<b>555,233</b>	527,524	662,577	587,805	530,545
Tax	稅項	<b>(65,116)</b>	(57,888)	(37,926)	(29,501)	(59,089)
<b>PROFIT BEFORE</b>	<b>未計少數股東權益前</b>					
<b>MINORITY INTERESTS</b>	<b>溢利</b>	<b>490,117</b>	469,636	624,651	558,304	471,456
Minority interests	少數股東權益	<b>(21,886)</b>	(47,666)	(34,089)	(28,197)	(7,568)
<b>NET PROFIT FROM</b>	<b>股東應佔經常業務</b>					
<b>ORDINARY ACTIVITIES</b>	<b>溢利淨額</b>					
<b>ATTRIBUTABLE</b>						
<b>TO SHAREHOLDERS</b>		<b>468,231</b>	421,970	590,562	530,107	463,888

**ASSETS, LIABILITIES AND  
MINORITY INTERESTS**
**資產、負債與  
少數股東權益**

		As at 31 March				
		於三月三十一日				
		2005	2004	2003	2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>TOTAL ASSETS</b>	<b>資產總值</b>	<b>4,818,563</b>	4,390,685	3,368,333	2,793,575	2,540,375
<b>TOTAL LIABILITIES</b>	<b>負債總值</b>	<b>(2,084,180)</b>	(1,859,461)	(1,001,912)	(731,945)	(846,071)
<b>MINORITY INTERESTS</b>	<b>少數股東權益</b>	<b>(103,498)</b>	(82,766)	(50,710)	(36,971)	(8,046)
		<b>2,630,885</b>	2,448,458	2,315,711	2,024,659	1,686,258

**FIXED ASSETS AND INVESTMENT PROPERTIES**

Details of movements in the fixed assets and investment properties of the Group during the year are set out in notes 13 and 14 to the financial statements, respectively.

**固定資產及投資物業**

本集團於本年度之固定資產及投資物業變動之詳情分別列載於財務報表附註13及14。

**SHARE CAPITAL AND SHARE OPTIONS**

Details of movements in the share capital and share options of the Company during the year, together with the reasons thereof, are set out in notes 27 and 28 to the financial statements, respectively.

**股本及購股權**

本公司於年內股本及購股權變動之詳情及有關原因分別列載於財務報表附註27及28。

**PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

**優先認購權**

本公司之組織細則及百慕達之法例概無優先認購權條文要求本公司須按比例向現有股東發行新股。

**PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES  
OF THE COMPANY**

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

**RESERVES**

Details of movements in the reserves of the Company and the Group during the year are set out in note 29(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

**DISTRIBUTABLE RESERVES**

At 31 March 2005, the Company's reserves available for cash distribution and/or distribution in specie amounted to HK\$574,494,000, of which HK\$145,881,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account, in the amount of HK\$343,272,000, may be distributed in the form of fully paid-up bonus shares.

**MAJOR CUSTOMERS AND SUPPLIERS**

In the year under review, both purchases and sales from and to the five largest suppliers and customers accounted for less than 30% of the Group's total purchases and sales for the year, respectively.

**購入、贖回或出售本公司上市證券**

本公司及任何附屬公司於年內概無購入、贖回或出售任何本公司之上市證券。

**儲備**

本公司及本集團於本年度之儲備變動詳情分別列載於財務表附註29(b)及綜合權益變動表。

**可供分派儲備**

於二零零五年三月三十一日，本公司可供作現金及／或實物分派之儲備為港幣574,494,000元，其中將擬派發的本年度末期股息為港幣145,881,000元。此外，本公司股本溢價賬港幣343,272,000元亦可以繳足紅股方式予以分派。

**主要客戶及供應商**

於本審核年度，五大供應商及客戶佔本年度集團之總採購額及銷售額均不足30%。

## DIRECTORS

The directors of the Company during the year were:

### Executive directors

Poon Bun Chak (*Chairman and Managing Director*)

Poon Kai Chak

Poon Kei Chak

Poon Kwan Chak

Ting Kit Chung

### Independent non-executive directors

Au Son Yiu

Cheng Shu Wing

Wong Tze Kin, David

In accordance with the Company's Bye-laws, all the existing directors will retire and, being eligible, will offer themselves for re-election at the forthcoming Annual General Meeting.

The Company has received annual confirmations of independence from Messrs. Au Son Yiu, Cheng Shu Wing and Wong Tze Kin, David, and as at the date of this report still considers them to be independent.

## DIRECTORS' SERVICE CONTRACTS

The service contracts entered into between the Company and each of the executive directors as listed above may be terminated by either party by giving not less than three months' written notice or compensation in lieu.

## 董事

本年內本公司董事如下：

### 執行董事

潘彬澤 (主席兼董事總經理)

潘佳澤

潘機澤

潘鈞澤

丁傑忠

### 獨立非執行董事

區燊耀

鄭樹榮

黃自建

根據本公司組織細則，所有現任董事將於即將舉行之股東週年大會上退任，惟彼等符合資格並願膺選連任。

本公司已收到歐燊耀先生、鄭樹榮先生及黃自建先生週年獨立確認書，因此截至本報告日止，本公司維持確認彼等之獨立身份。

## 董事服務合約

本公司與上列執行董事簽訂之服務合約要求雙方於終止服務合約時，其中一方須給予不少於三個月之書面通知或代通知補償。

Save as disclosed above, no directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

#### **DIRECTORS' REMUNERATION**

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

#### **DIRECTORS' INTERESTS IN CONTRACTS**

Mr. Poon Bun Chak, being an executive director and also a substantial shareholder of the Company, was interested in shareholder loan agreements for advances granted to the Group during the year. Details of the shareholder loan are set out in the section "Continuing Connected Transactions" and note 24 and 34(c) to the financial statements.

Save as disclosed above, no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the year.

除上文所披露者外，本公司與建議在即將舉行之股東週年大會上重選連任之董事一概無簽訂本公司於一年內不作補償（法定賠償除外）則不可終止之服務合約。

#### **董事酬金**

董事袍金須待股東於股東大會通過。其他酬金則由公司之董事會根據董事之工作、責任及表現與集團之業績而釐定。

#### **董事合約權益**

於年內，本公司執行董事兼主要股東潘彬澤先生向本集團提供貸款。股東貸款明細載於「持續關連交易」一段及財務報表附註24及34(c)。

除以上披露外，各董事於年內概無在本公司、其控股公司或其任何附屬公司所簽訂之任何重大合約中直接或簡接佔有重大權益。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### Executive directors

Mr. Poon Bun Chak, aged 57, is the chairman and managing director overseeing the planning and development of the Group. He founded the Group in 1975 and has more than 30 years' experience in the textile field.

Mr. Poon Kai Chak, aged 55, is a younger brother of Mr. Poon Bun Chak. He joined the Group in 1980 and has more than 25 years' experience in the industry. He is responsible for the knitting operations of the Group.

Mr. Poon Kei Chak, aged 53, is a younger brother of Mr. Poon Bun Chak. He joined the Group on its establishment in 1975 and has more than 30 years' experience in the field. He looks after the dyeing operations and assists in the overall management of the Group.

Mr. Poon Kwan Chak, aged 59, is the elder brother of Mr. Poon Bun Chak. He joined the Group in 1976 and has more than 29 years' related experience. He is responsible for the Group's merchandising and sales management.

Mr. Ting Kit Chung, aged 49, is responsible for the general administration and financial management of the Group. He joined the Group in 1991 and has more than 10 years' banking experience. He holds a Bachelor of Arts degree from The University of Hong Kong.

## 董事及高級管理人員履歷

### 執行董事

潘彬澤先生，五十七歲，主席兼董事總經理，負責監督本集團之規劃及發展。彼於一九七五年創辦本集團，擁有逾三十年紡織業經驗。

潘佳澤先生，五十五歲，潘彬澤先生之胞弟。彼於一九八零年加入本集團，擁有逾二十五年本行業經驗，負責管理本集團織布業務。

潘機澤先生，五十三歲，潘彬澤先生之胞弟。彼於一九七五年本集團創立時加入本集團，擁有逾三十年紡織業經驗，負責管理整染業務及協助管理本集團一般業務。

潘鈞澤先生，五十九歲，潘彬澤先生之胞兄。彼於一九七六年加入本集團，擁有逾二十九年有關業務經驗，負責管理本集團採購及銷售業務。

丁傑忠先生，四十九歲，負責本集團行政及財務管理。彼於一九九一年加入本集團，擁有逾十年銀行業經驗。彼持有香港大學文學士學位。

### Independent non-executive directors

Mr. Au Son Yiu, aged 60, has extensive experience in the securities industry. He is a director of The Association of Former Council Members of The Stock Exchange of Hong Kong Limited and The Institute of Securities Dealers Limited, a consultant to Dao Heng Securities Limited and a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council. He is also an independent non-executive director for several public companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). In addition, he is the ex-deputy chairman of The Hong Kong Securities Clearing Company Limited (1992–1994) and ex-council member of the Stock Exchange (1988–1994). He was appointed as an independent non-executive director of the Company in July 1995 and a member of the Audit Committee of the Company in March 1999.

Mr. Cheng Shu Wing, aged 55, is a director of Worldvest Capital Limited. He holds a Bachelor of Business Administration degree from The Chinese University of Hong Kong and has more than 29 years' experience in banking and securities industries in Hong Kong.

Mr. Wong Tze Kin, David, aged 42, is a director of CFL Anchor Limited. Mr. Wong holds a Bachelor of Science degree from the University of California at Berkeley. He is a member of the American Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. He has approximately 20 years' experience in accounting, corporate finance, fund management and stockbroking.

### 獨立非執行董事

區樂耀先生，六十歲，於證券界積累廣泛經驗。彼為香港聯合交易所歷屆理事聯誼會有限公司及證券商協會有限公司董事，道亨證券有限公司顧問，以及一九九八年立法會選舉委員會金融服務界界別分組之選舉委員。彼亦為多間在聯交所上市之公眾公司之獨立非執行董事。此外，彼亦為香港中央結算有限公司前任副主席（一九九二年至一九九四年）及聯交所前任理事會成員（一九八八年至一九九四年）。於一九九五年七月獲委任為本公司之獨立非執行董事，並於一九九九年三月獲委任為本公司之審核委員會成員。

鄭樹榮先生，五十五歲，寶盛融資有限公司董事，彼持有香港中文大學工商管理學士學位。有逾二十九年香港銀行業及證券業經驗。

黃自建先生，四十二歲，現為安格爾有限公司董事。黃先生持有加州大學柏克萊分校理學士學位，並為美國會計師協會會員及香港會計師公會之資深會員。黃先生於會計、企業融資、基金管理、及證券經紀業務擁有約20年經驗。



### Senior management

Mr. Chan Min, Samuel, aged 50, is a director of the Group's retail operation. He holds a Master's degree in business administration from the Northwestern University and The Hong Kong University of Science and Technology. He is a member of the British Computer Society. Prior to joining the Group in 1996, Mr. Chan had over 13 years' experience in retail operation and MIS management.

Mr. Chan Chi Hon, aged 43, joined the Group in 1997 and is the Group's financial controller and company secretary. Mr. Chan holds a Master's degree in commerce from The University of New South Wales, Australia, and is a fellow member of the Hong Kong Institute of Certified Public Accountants and is a certified practising accountant of the CPA Australia. He has more than 18 years' experience in auditing and accounting.

Mr. Chau Kuen Kai, aged 47, is a factory manager of the knitting operation of the Group. He joined the Group in 1979 and has more than 25 years' experience in the knitting industry.

Mr. Fung Wai Lun, Daniel, aged 48, is a director of the Group's retail operation. Before joining the Group in 1996, Mr. Fung had more than 20 years' experience in the retailing industry.

Mr. Hon Siu Kit, aged 45, is an associate director of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. He joined the Group in 1993 and has more than 27 years' experience in the textile industry.

### 高級管理人員

陳勉先生，五十歲，本集團零售業務之董事。彼持有美國西北大學及香港科技大學合作的工商管理碩士學位。彼為英國電腦學會會員。於一九九六年加入本集團前，陳先生曾從事零售業之業務及資訊科技管理超過十三年。

陳志漢先生，四十三歲，本集團財務總監兼公司秘書。彼於一九九七年加入本集團。彼持有澳洲新南威爾斯大學商科碩士學位，並為香港會計師公會資深會員及澳洲會計師公會會員，具有超過十八年的核數與會計經驗。

周權佳先生，四十七歲，本集團針織業務工廠經理。彼於一九七九年加入本集團，擁有超過二十五年針織業經驗。

封偉倫先生，四十八歲，本集團零售業務董事。於一九九六年加入本集團之前，已具有超過二十年零售業經驗。

韓少傑先生，四十五歲，本集團從事針織布銷售之附屬公司永佳染廠有限公司業務董事。彼於一九九三年加入本集團，擁有超過二十七年紡織業經驗。

Mr. Hung Cho Tak, Joe, aged 38, is a general manager of the Group's retail operation in Hong Kong. He joined the Group in 2000 and has more than 14 years' experience in the retailing industry. Mr. Hung has 10 years' experience in the East Asian countries, such as Singapore, South Korea, Taiwan and the People's Republic of China (the "PRC").

洪祖德先生，三十八歲，本集團零售業務香港區總經理。於二零零零年加入本集團，擁有超過十四年零售經驗。當中具有十年東南亞零售業務經驗，包括星加坡、南韓、台灣及中國大陸等。

Mr. Ling Man, aged 52, is a factory manager in charge of the yarn dyeing operation of the Group. He joined the Group in 1998 and has more than 29 years' experience in the dyeing and finishing industry.

凌文先生，五十二歲，本集團染紗業務部工廠經理。於一九九八年加入本集團，擁有超過二十九年整染業經驗。

Mr. Liu Wei Chao, aged 40, joined the Group in 1996 and is the chief financial officer of the Group's retail operation. He has more than 21 years' experience in accounting. Mr. Liu holds a Master's degree in business administration from the University of Western Sydney, Australia. He is a member of the Chinese Institute of Certified Public Accountants and CIA (Certified Internal Auditor).

劉偉超先生，四十歲，於一九九六年加入本集團，彼為集團零售業務財務總監，彼具有超過二十一年財務及會計經驗。彼持有澳洲西悉尼大學工商管理碩士學位，並為中國註冊會計師及國際內部審計師會員。

Mr. Su Geng Weng, aged 41, is a general manager of the Group's retail operation in Shanghai. He joined the Group in 1998 and has more than 16 years' experience in the retailing industry.

蘇耿文先生，四十一歲，本集團零售業務上海區總經理。於一九九八年加入本集團及已具有超過十六年零售經驗。

Mr. Ting Kit Hung, aged 53, is the director and chief executive of the Group's motor and generator services operation in the PRC. Mr. Ting is an associate member of the Institute of Motor Industry, the Chartered Institute of Transport and the British Institute of Management. He also holds a Master's degree in business administration from The University of East Asia, Macau. He joined the Group in 1995 and has more than 35 years' experience in the motor industry. He is the elder brother of Mr. Ting Kit Chung.

丁傑雄先生，五十三歲，本集團在中國汽車及發電機維修部董事兼行政總裁。彼為英國汽車工業學會、英國特許運輸學會及英國管理學會會員，亦擁有澳門東亞大學工商管理碩士學位。彼於一九九五年加入本集團，擁有逾三十五年汽車維修業經驗。彼為丁傑忠先生之胞兄。

Mr. Wong Tung Yiu, aged 50, is an associate director and the general manager of Nice Dyeing Factory Limited, a subsidiary of the Group engaged in the sale of finished knitted fabric. He joined the Group in 1994 and has more than 31 years' experience in the textile industry.

王東耀先生，五十歲，本集團從事針織布銷售之附屬公司永佳染廠有限公司業務董事兼總經理。彼於一九九四年加入本集團，擁有超過三十一年紡織業經驗。

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 March 2005, the interests and short positions of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of 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 Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

#### 董事於股份及相關股份之權益及淡倉

於二零零五年三月三十一日，根據《證券及期貨條例》第352條而備存的登記冊，或根據《上市公司董事進行證券交易的標準守則》通知本公司及聯交所，各董事在本公司及其聯繫法團（定義見《證券及期貨條例》第XV部）的股本權益及淡倉如下：

於本公司好倉之普通股份：

Name of director	董事姓名	Number of shares held, capacity and nature of interest			Total	Percentage of the Company's issued capital
		Directly, beneficially owned	Through spouse or minor children	Through controlled corporations		
		直接、實益擁有	藉配偶或未成年子女	藉受控制公司	合計	佔本公司已發行股本百分率
Poon Bun Chak	潘彬澤	29,720,000	168,800,104*	505,200,000#	703,720,104	53.1
Poon Kai Chak	潘佳澤	7,802,800	—	—	7,802,800	0.6
Poon Kei Chak	潘機澤	21,477,200	—	—	21,477,200	1.6
Poon Kwan Chak	潘鈞澤	6,442,800	—	—	6,442,800	0.5
Ting Kit Chung	丁傑忠	1,600,000	—	—	1,600,000	0.1
		67,042,800	168,800,104	505,200,000	741,042,904	55.9

- \* 168,800,104 shares are owned by Farrow Star Limited, which is wholly owned by Perfection Inc. as a trustee for The Evergreen Trust, a discretionary trust, the beneficiaries of which include the family members of Mr. Poon Bun Chak. These shares are held through his spouse or minor children in accordance with the SFO.
  
- # 505,200,000 shares are owned by Giant Wizard Corporation in which Farrow Star Limited has an 87.51% equity interest. A 12.4% interest in Giant Wizard Corporation is owned by Messrs. Poon Bun Chak, Poon Kei Chak and Poon Kwan Chak.

The interests of the directors in the share options of the Company are separately disclosed in note 28 to the financial statements.

Save as disclosed above, as at 31 March 2005, none of the directors had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

#### **DIRECTORS' RIGHTS TO ACQUIRE SHARES**

Save as disclosed in the share option scheme disclosures in note 28 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

- \* 168,800,104股股份由 Farrow Star Limited 持有，而 Perfection Inc. 則以 The Evergreen Trust 之信託人身份完全擁有 Farrow Star Limited，該全權信託之受益人包括潘彬澤先生之家族成員。根據《證券及期貨條例》，該等股份屬於以配偶及未成年子女持有。
  
- # 505,200,000股股份由 Farrow Star Limited 擁有 87.51% 股本權益之 Giant Wizard Corporation 擁有。Giant Wizard Corporation 之 12.4% 權益由潘彬澤先生、潘機澤先生及潘鈞澤先生擁有。

各董事所持有本公司之購股權權益已披露於財務報表附註28。

除上文所述外，於二零零五年三月三十一日，董事概無於本公司或其任何聯繫法團之股份、相關股份中，擁有須遵照《證券及期貨條例》第352條予以記錄之權益或淡倉，或根據《上市公司董事進行證券交易的標準守則》須知會本公司及聯交所。

#### **董事之購股權利**

除於財務報表附註28所載的購股權計劃披露以外，於年內任何時間，概無任何董事或彼等各自的配偶或未成年子女獲授可藉購入本公司的股份而獲益的權利，或彼等概無行使此等權利；或本公司或其控股公司或其任何附屬公司概無參與任何安排，致令董事可於任何其他法人團體獲得此等權利。

**SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES**

At 31 March 2005, the following interests of 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:

**主要股東及其他人士於股份及相關股份權益**

於二零零五年三月三十一日，以下股東擁有本公司已發行股本之5%或以上權益，已根據《證券及期貨條例》第336條規定記載於權益登記冊內：

Name	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分率
名稱	身份及權益種類	持有普通股數目	已發行股本百分率
State Street Corporation	Interests of controlled corporations 於受控制公司權益	66,797,821	5.0

Save as disclosed above, as at 31 March 2005, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上述披露外，於二零零五年三月三十一日，無任何人士（除本公司董事權益已詳述於「董事於股份及相關股份之權益及淡倉」）根據《證券及期貨條例》第336條須登記其於本公司股份或相關股份的權益。

**CONTINUING CONNECTED TRANSACTIONS**

The independent non-executive directors of the Company have reviewed the continuing connected transactions of the Group and have confirmed that these transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;

**持續關連交易**

本公司獨立非執行董事已審閱本集團之持續關連交易，並確認該等交易按以下進行：

- (i) 該等交易屬本集團的日常業務；

- (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

During the year, a shareholder loan was granted to the Group by a substantial shareholder and also a director of the Company. Details of the shareholder loan are set out in note 24 and 34(c) to the financial statements.

#### **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

#### **AUDIT COMMITTEE**

The Company has established an audit committee (the "Committee") in compliance with Rule 3.21 of the Listing Rules. The Committee comprises the three independent non-executive directors of the Company, Messrs. Au Son Yiu, Cheng Shu Wing and Wong Tze Kin, David.

The terms of reference and duties have been laid down as guidelines for the Committee. The principal duties of the Committee include the review and supervision of the financial reporting process and internal controls of the Group. During the year, the Committee held two meetings to review the internal

- (ii) 按照一般商業條款進行，或對本集團而言，該等交易的條款不遜於獨立第三者可取得或提供的條款；及
- (iii) 該等交易是根據有關交易的協議條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。

於年內，本公司之主要股東兼董事借出股東貸款予本集團。股東貸款明細載於財務報表附註24及34(c)。

#### **公眾持股量之符合**

按本公司獲得之公眾資料及董事會之理解，於本報告日，公眾已持有本公司不少於合計已發行股本之25%。

#### **審核委員會**

本公司已按《證券上市規則》第3.21條，成立一審核委員會（「委員會」），委員會包括本公司之三位獨立非執行董事，分別為區樂耀先生、鄭樹榮先生及黃自建先生。

委員會備有明確之條文及職責細則作指引。委員會之主要職責包括審核及監察本集團之財務報告及內部監控制度。於本年度內，委員會已進行過兩次會議，檢討集團之內部監控制度及財務報告事宜，並向董事會提出意

controls and financial reporting matters and provide recommendations to the board of directors. For this fiscal year, the Committee has reviewed and discussed with the management the audited financial statements of the Group.

#### **CODE OF BEST PRACTICE**

In the opinion of the directors, the Company complied with the Code of Best Practice, as set out in Appendix 14 of the Listing Rules of the Stock Exchange, throughout the accounting period covered by the annual report, except that the independent non-executive directors of the Company are not appointed for specific terms as required by the Code of Best Practice, but subject to retirement and re-election at the forthcoming Annual General Meeting in accordance with the Company's Bye-laws.

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

The Company has adopted the Model Code of the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have complied with the required standard set out in the Model Code, throughout the accounting period covered by the annual report.

#### **AUDITORS**

Ernst & Young retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD

#### **Poon Bun Chak**

*Chairman*

Hong Kong, 19 July 2005

見。關於本年度，審核委員會已與管理層審閱及討論已審核的集團財務報表。

#### **最佳應用守則**

董事會認為，本公司於本年報所述之會計期間均遵守根據聯交所《證券上市規則》附錄十四指引所載之《最佳應用守則》，惟本公司非執行董事之委任並無按《最佳應用守則》有特定任期，而須根據本公司之組織細則於即將舉行之股東週年大會上退任及膺選連任。

#### **上市公司董事進行證券交易的標準守則**

本公司已採納《證券上市規則》之《上市公司董事進行證券交易的標準守則》，作為本公司董事進行本公司證券交易之守則。按本公司向各董事之查詢，各董事已於本年報所述之會計期間均遵守《上市公司董事進行證券交易的標準守則》之規定。

#### **核數師**

安永會計師事務所任滿告退，惟本公司將於應屆股東週年大會上提呈續聘該核數師之決議案。

承董事會命

主席

潘彬澤

香港，二零零五年七月十九日