

Directors' Report

董事會報告書

The directors present their annual report and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 March 2005.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in design, manufacture and sales of electronic and electrical products.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2005 are set out in the consolidated income statement on page 45.

An interim dividend of HK3.5 cents per share amounting to approximately HK\$27,756,000 was paid during the year. The directors recommend the payment of a final dividend of HK1.0 cent per share amounting to approximately HK\$7,930,000 to the shareholders on the register of members on 26 August 2005.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in investment properties and property, plant and equipment of the Group are set out in notes 10 and 11 to the financial statements, respectively.

SHARE CAPITAL

Details of the Company's authorised, issued and fully paid share capital are set out in note 23 to the financial statements.

董事會謹提呈董事會報告書以及本公司及其附屬公司（下文統稱「本集團」）截至二零零五年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股，其附屬公司則主要從事設計、製造及銷售電子及電器產品。

業績及分派

本集團於截至二零零五年三月三十一日止年度之業績載於第45頁之綜合收益表。

本年度已派付中期股息每股3.5港仙，總額約為27,756,000港元。董事會建議向於二零零五年八月二十六日名列股東名冊之股東派付末期股息每股1.0港仙，總額約為7,930,000港元。

投資物業以及物業、廠房及設備

年內，有關本集團之投資物業以及物業、廠房及設備之變動詳情分別載於財務報表附註10及11。

股本

本公司之法定、已發行及繳足股本之詳情載於財務報表附註23。

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Mr. Lam Man Chan
 Ms. Ting Lai Ling
 Ms. Ting Lai Wah
 Mr. Hui King Chun
 Mr. Yeung Cheuk Kwong

Non-executive directors:

Dr. Hari Naroomal Harilela, GBS OBE JP
 Mr. Lam Ping Cheung, Andrew
(re-designated on 23 February 2005)

Independent non-executive directors:

Mr. Ng Chi Yeung, Simon
 Mr. Tam Yuk Sung, Sammy
(appointed on 27 September 2004)
 Mr. Ho Lok Cheong
(appointed on 23 February 2005)

In accordance with Articles 86 and 87 of the Company's Bye-Laws, Mr. Tam Yuk Sang, Sammy, Mr. Ho Lok Cheong, Mr. Yeung Cheuk Kwong and Ms. Ting Lai Wah retire by rotation, and being eligible, offer themselves for re-election at the forthcoming annual general meeting. All of the remaining directors continue in office.

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

The Company has received from each of its independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and considers all the independent non-executive directors to be independent.

董事

年內及直至本報告書刊發日期任職之本公司董事如下：

執行董事：

林文燦先生
 丁麗玲女士
 丁麗華女士
 許經振先生
 楊卓光先生

非執行董事：

Hari Naroomal Harilela博士 GBS OBE太平紳士
 林炳昌先生
(於二零零五年二月二十三日調任)

獨立非執行董事：

吳志揚先生
 譚旭生先生
(於二零零四年九月二十七日獲委任)
 何樂昌先生
(於二零零五年二月二十三日獲委任)

根據本公司之公司細則第86條及第87條，譚旭生先生、何樂昌先生、楊卓光先生及丁麗華女士將於本屆股東週年大會上依章告退，惟符合資格且願膺選連任。其他董事均繼續留任。

擬於本屆股東週年大會上膺選連任之董事概無與本公司訂立於一年內毋須作出賠償(法定賠償除外)方可終止之服務合約。

本公司已根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條收取其各獨立非執行董事有關其獨立性之週年確認書，並認為所有獨立非執行董事均為獨立人士。

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DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2005, the directors, chief executive of the Company and their associates had the following interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") to be notified to the Company and the Stock Exchange:

董事及行政總裁於股份、相關股份及債權證之權益及淡倉

於二零零五年三月三十一日，本公司各董事、行政總裁及彼等之聯繫人士於本公司及其相聯法團（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份、相關股份及債權證中擁有並根據證券及期貨條例第352條須保存之登記冊所記載，或根據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及淡倉如下：

Name of directors	Notes	Capacity/ nature of interest	Number of shares held		Number of underlying shares (in respect of the share options) of the Company held 持有本公司 相關股份 (有關購股權) 數目	Percentage of holding
			Long position	Short position		
董事姓名	附註	身份／權益性質	好倉	淡倉		持股百分比
Mr. Lam Man Chan 林文燦先生	1	Family interest 家族權益	277,923,176	–	–	35.05%
Ms. Ting Lai Ling 丁麗玲女士	1	Family interest 家族權益	277,923,176	–	–	35.05%
Ms. Ting Lai Wah 丁麗華女士	1	Corporate interest 公司權益	277,923,176	–	–	35.05%
Mr. Hui King Chun 許經振先生	2	Family interest 家族權益	40,640,000	–	–	5.12%
Mr. Yeung Cheuk Kwong 楊卓光先生	3	Personal interest 個人權益	–	–	4,700,000	0.59%
Dr. Hari Naroomal Harilela Hari Naroomal Harilela博士	–	Personal interest 個人權益	100,000	–	–	0.01%

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Notes:

- (1) The 277,923,176 shares of the Company are held by and registered in the name of Goodchamp Holdings Limited, which is 100% owned by Sinowin Inc. as trustee of The Sinowin Unit Trust. The Sinowin Unit Trust is a unit trust owned by Banque Paribas International Trustee Limited as trustee of a discretionary trust. The family members of Mr. Lam Man Chan and Ms. Ting Lai Ling, both directors of the Company, are the discretionary objects of the discretionary trust. Ms. Ting Lai Wah, a director of the Company, is the sole shareholder of Sinowin Inc.
- (2) The 40,640,000 shares of the Company are held by and registered in the name of Grandlink Holdings Limited, which is 100% owned by Basab Inc. as trustee of The Basab Unit Trust. The Basab Unit Trust is a unit trust owned by Guardian Trustee Limited as trustee of a discretionary trust. The family members of Mr. Hui King Chun, a director of the Company, are the beneficiaries of the discretionary trust.
- (3) The personal interest of Mr. Yeung Cheuk Kwong comprises 4,700,000 share options granted by the Company to him on 10 July 2003. The options are exercisable at a subscription price of HK\$2.475 for each share during the period from 2 August 2003 to 28 February 2008. The percentage of holding is calculated on the basis (i) that the options are fully exercised; and (ii) the number of issued share capital of the Company when the options are exercised is the same as that as at 31 March 2005.

In addition to the above, certain directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the company solely for the purpose of compliance with the minimum company membership requirements.

董事及行政總裁於股份、相關股份及債權證之權益及淡倉(續)

附註：

- (1) 本公司之277,923,176股股份乃以Goodchamp Holdings Limited之名義持有及登記，而該公司乃由Sinowin Inc. (作為The Sinowin Unit Trust之信託人) 擁有100%權益。The Sinowin Unit Trust乃一項由Banque Paribas International Trustee Limited (作為一項全權信託之信託人) 擁有之單位信託。本公司董事林文燦先生及丁麗玲女士之家族成員為該全權信託之全權受益人。本公司董事丁麗華女士為Sinowin Inc.之唯一股東。
- (2) 本公司之40,640,000股股份乃以Grandlink Holdings Limited之名義持有及登記，而該公司乃由Basab Inc. (作為The Basab Unit Trust之信託人) 擁有100%權益。The Basab Unit Trust乃一項由Guardian Trustee Limited (作為一項全權信託之信託人) 擁有之單位信託。本公司董事許經振先生之家族成員為該全權信託之受益人。
- (3) 楊卓光先生之個人權益包括本公司於二零零三年七月十日向其授出之4,700,000份購股權。該等購股權可於二零零三年八月二日至二零零八年二月二十八日止期間內，按每股股份2.475港元之認購價予以行使。持股百分比乃根據(i)該等購股權已獲悉數行使；及(ii)於該等購股權獲行使時之本公司已發行股本數目與於二零零五年三月三十一日之數目相同。

除上文所述者外，若干董事為本公司之利益而於若干附屬公司持有非實益個人股份權益，惟此舉僅為符合公司股東人數最低規定。

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DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Save as disclosed above, none of the directors, chief executive of the Company and their associates had any interests or short positions in the shares, underlying shares and debentures of the Company and 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 which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHT TO ACQUIRE SHARES

As at 31 March 2005, the director of the Company has the following options to subscribe for the shares of the Company under the Company's share option scheme approved and adopted on 23 August 2002:

Name of director	Outstanding options as at 31 March 2005	Date of grant	Exercise period	Exercise price per share
董事姓名	於二零零五年三月三十一日 尚未行使之購股權	授出日期	行使期限	HK\$ 每股行使價 港元
Mr. Yeung Cheuk Kwong	4,700,000	10 July 2003	2 August 2003 to 28 February 2008	2.475
楊卓光先生		二零零三年七月十日	二零零三年八月二日至 二零零八年二月二十八日	

董事及行政總裁於股份、相關股份及債權證之權益及淡倉(續)

除上述披露者外，本公司各董事、行政總裁及彼等之聯繫人士概無於本公司及其相聯法團(具有證券及期貨條例第XV部所賦予之涵義)之股份、相關股份及債權證中擁有根據證券及期貨條例第352條須保存之登記冊所記載，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

董事購買股份之權利

於二零零五年三月三十一日，本公司各董事持有下列購股權，並可根據於二零零二年八月二十三日批准及採納之本公司購股權計劃以認購本公司股份：

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed under the heading “Directors’ right to acquire shares”, none of the directors, their spouses or children under the age of 18 had any right to subscribe for shares of the Company, or had exercised any such right during the year, and at no time during the year was the Company or any of its subsidiaries 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.

DIRECTORS’ INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as set out in note 31 to the financial statements, no contracts of significance to which the Company or its subsidiaries 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 year or at any time during the year.

購買股份或債權證之安排

除「董事購買股份之權利」所披露者外，於年內，各董事、彼等之配偶或十八歲以下之子女概無認購本公司股份之權利或行使任何該等權利，而本公司或其任何附屬公司於年內任何時間亦無訂立任何安排，致使本公司之董事可藉購入本公司或任何其他法人團體之股份或債權證而獲益。

董事於重要合約之權益

除財務報表附註31所述者外，本公司或其附屬公司於年終或年內任何時間，概無訂立本公司之任何董事直接或間接擁有重大權益之重要合約。

RELATED PARTY AND CONNECTED TRANSACTIONS

Significant related party and connected transactions entered into by the Group during the year are disclosed in note 31 to the financial statements. Those transactions, which also constitute connected transactions under the Listing Rules, required to be disclosed in accordance with Chapter 14 of the Listing Rules, are as follows:

(a) Rental expense paid to:

Man Fat Enterprise Company Limited
Geming Company Limited

關連人士及關連交易

年內，本集團進行之重大關連人士及關連交易於財務報表附註31披露。根據上市規則第十四章須予披露之該等交易（根據上市規則亦構成關連交易），現載列如下：

(a) 租金支出，支付予：

文發企業有限公司	540
錦聲有限公司	432

HK\$'000
千港元

(b) Legal and professional fees paid to:

Andrew Lam & Co.

(b) 法律及專業費用，支付予：

林炳昌律師事務所	964
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HK\$'000
千港元

In the opinion of the directors, the above transactions were carried out on normal commercial terms and in the ordinary course of business. The independent non-executive directors have reviewed the above connected transactions and are of the opinion that the transactions are in the ordinary course of business of the Group and in accordance with the terms of the arrangements governing such transactions that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

董事認為，上述交易乃於正常業務過程中按一般商業條款進行。獨立非執行董事已審閱上述關連交易，認為該等交易乃在本集團日常業務過程中進行，而制約該等交易之安排乃按一般商業條款訂立。

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2005, so far as was known to the directors or chief executive of the Company, the following persons (other than the interests disclosed above in respect of certain directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO are set out below:

主要股東

於二零零五年三月三十一日，據本公司董事及行政總裁所知，以下人士（不包括上文披露有關本公司若干董事及行政總裁之權益）於本公司股份或相關股份中擁有根據證券及期貨條例第336條須存置之登記冊所記載之權益或淡倉：

Name of shareholder 股東名稱	Notes 附註	Capacity/ nature of interest 身份／權益性質	Number of shares held 所持股份數目		Percentage of holding 持股百分比
			Long position 好倉	Short position 淡倉	
Goodchamp Holdings Limited	1	Beneficial interest 實益權益	277,923,176	–	35.05%
Banque Paribas International Trustee Limited	1	Trustee interest 信託人權益	277,923,176	–	35.05%
Sinowin Inc.	1	Trustee interest 信託人權益	277,923,176	–	35.05%
Grandlink Holdings Limited	2	Beneficial interest 實益權益	40,640,000	–	5.12%
Guardian Trustee Limited	2	Trustee interest 信託人權益	40,640,000	–	5.12%
Basab Inc.	2	Trustee interest 信託人權益	40,640,000	–	5.12%
FMR Corp.	3	Investment manager 投資經理	71,680,000	–	9.04%
Templeton Investment Counsel, LLC	–	Investment manager 投資經理	63,414,532	–	8.00%
Oaktree Capital Management, LLC (“OCM”)	4	Corporate interest 公司權益	48,880,000	–	6.16%
OCM Emerging Markets Fund, LP (“EMF”)	4	Beneficial interest 實益權益	48,880,000	–	6.16%

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SUBSTANTIAL SHAREHOLDERS (Continued)

Notes:

- (1) The details of this note are stated in note (1) of the above section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures".
- (2) The details of this note are stated in note (2) of the above section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures".
- (3) The interests are indirectly held by FMR Corp. through its 100% controlled corporations, namely, Fidelity Management & Research Company and Fidelity Management Trust Company.
- (4) These shares are held through EMF. OCM is the general partner of EMF and is holding 2% in EMF. OCM is deemed to be interested in shares held by EMF solely as general partner of EMF but disclaims any beneficial interest therein except for its pecuniary interest. OCM has notified the Company that its interest and the interest of EMF has changed, the details of which as at 31 March 2005 are as follows:
 - (a) The number of shares held by EMF and the number of shares that OCM is deemed to be interested in is 51,278,000 shares (instead of 48,880,000 shares).
 - (b) The number of shares represent 6.47% (instead of 6.16%) of the issued share capital of the Company.

Save as disclosed above, as at 31 March 2005, the directors and chief executive of the Company are not aware of any other persons who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

主要股東 (續)

附註：

- (1) 此附註之詳情已載述於上文「董事及行政總裁於股份、相關股份及債權證之權益及淡倉」一節附註(1)。
- (2) 此附註之詳情已載述於上文「董事及行政總裁於股份、相關股份及債權證之權益及淡倉」一節附註(2)。
- (3) 該等權益乃FMR Corp.透過其全權控制之公司Fidelity Management & Research Company及Fidelity Management Trust Company間接持有。
- (4) 該等權益乃透過EMF持有。OCM乃EMF之普通合夥人，並持有EMF之2%權益。OCM僅因作為EMF之普通合夥人而被視作於EMF持有之股份中擁有權益，惟於其金錢利益以外，OCM於當中並無任何實益權益。OCM已通知本公司，其權益及EMF之權益已出現變動，於二零零五年三月三十一日之有關詳情如下：
 - (a) EMF持有之股份數目及OCM被視為擁有權益之股份數目為51,278,000股（而非48,880,000股）。
 - (b) 股份數目相當於本公司已發行股本之6.47%（而非6.16%）。

除上文所披露者外，於二零零五年三月三十一日，本公司董事及行政總裁並無獲悉有任何其他人士於本公司之股份或相關股份中擁有根據證券及期貨條例第336條須存置之登記冊所記載之權益或淡倉。

SHARE OPTIONS SCHEME

A share option scheme of the Company was approved and adopted on 23 August 2002 (the "Scheme"). The Scheme is valid and effective for a period of ten years from the date of adoption.

Pursuant to the Scheme, the Company may grant options to inter alia, directors and employees of the Company or its subsidiaries to subscribe for shares in the Company, subject to a maximum of 10% of the issued share capital of the Company from time to time and the maximum number of shares in respect of which options may be granted to any one employee shall not be more than 30% of the maximum number of shares in respect of options granted under the Scheme. Options granted are exercisable at any time for a period of ten years from the date of grant. The subscription price of the option shares shall not be less than the higher of (i) the closing price of the shares on the Stock Exchange on the date of grant; (ii) the average closing price of the shares on the Stock Exchange for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share. Options granted must be taken up within 28 days of the date of grant and a nominal consideration of HK\$1 is payable on the grant of an option.

購股權計劃

本公司於二零零二年八月二十三日批准及採納一項購股權計劃（「計劃」）。該計劃由採納日期起之十年期間內有效。

根據該計劃，本公司可向（其中包括）本公司或其附屬公司之董事及僱員授出購股權，據此彼等可認購本公司股份，惟最多為本公司不時已發行股本之10%，而任何一名僱員可能獲授之購股權所涉及之股份數目最多不得超過根據該計劃所授出購股權所涉及股份最高數目之30%。所授出之購股權可自授出日期起計十年內任何時間予以行使。購股權之認購價不得少於以下之較高者：(i)股份於授出日期在聯交所之收市價；(ii)股份於緊接授出日期前五個交易日在聯交所之平均收市價；或(iii)股份面值。所授出之購股權須於授出日期起計28日內接納，並須於接納購股權時就每份購股權支付1港元名義代價。

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SHARE OPTIONS SCHEME (Continued)

Outstanding share options which was granted under the Scheme as at 31 March 2005 are as follows:

購股權計劃(續)

於二零零五年三月三十一日，根據計劃授出而尚未行使之購股權如下：

Participants	Date of grant	Exercise period	Exercise price per share HK\$ 每股行使價 港元	Outstanding options as at 1 April 2004 and 31 March 2005 於二零零四年四月一日 及於二零零五年 三月三十一日 尚未行使之購股權
參與者	授出日期	行使期限		
Director				
董事				
Mr. Yeung Cheuk Kwong	10 July 2003	2 August 2003 to 28 February 2008	2.475	4,700,000
楊卓光先生	二零零三年七月十日	二零零三年八月二日至 二零零八年二月二十八日		
Others				
其他				
Employees	10 July 2003	2 August 2003 to 28 February 2008	2.475	15,000,000
僱員	二零零三年七月十日	二零零三年八月二日至 二零零八年二月二十八日		
Other participant	10 July 2003	2 August 2003 to 28 February 2008	2.475	7,000,000
其他參與者	二零零三年七月十日	二零零三年八月二日至 二零零八年二月二十八日		
				26,700,000

No options were granted, exercised, cancelled or lapsed during the year.

年內並無購股權被授出、行使、註銷或失效。

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

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

購買、出售或贖回本公司上市證券

於本年度內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

		%
		百分比
Sales	銷售額	
– the largest customer	– 最大客戶	39
– five largest customers aggregated	– 五大客戶合計	59
Purchases	採購額	
– the largest supplier	– 最大供應商	27
– five largest suppliers aggregated	– 五大供應商合計	42

None of the directors, their associates or any shareholders (which to the knowledge of the directors own more than 5% of the Company's share capital) had an interest in the Group's five largest customers or suppliers during the year.

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 pro-rata basis to existing shareholders.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to approximately HK\$1,000,000.

CORPORATE GOVERNANCE

None of the directors is aware of any information that would reasonably indicate the Company is not or, was not for any time during the year ended 31 March 2005, in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules, except for the term of office for the non-executive directors of the Company is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-Laws of the Company.

主要客戶及供應商

本集團主要客戶及供應商所佔年內銷售額及採購額之百分比如下：

各董事、彼等之聯繫人士或就董事所知擁有本公司股本5%以上之股東，概無於年內擁有本集團五大客戶或供應商任何權益。

優先購買權

本公司之公司細則或百慕達法例概無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。

慈善捐款

年內，本集團作出之慈善捐款約為1,000,000港元。

公司管治

就董事所知，概無任何資料可合理顯示本公司於截至二零零五年三月三十一日止年度內任何時間並無遵守上市規則附錄14所載之最佳應用守則，惟根據本公司之公司細則規定，本公司非執行董事須於股東週年大會上輪流告退，並可膺選連任。

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AUDIT COMMITTEE

In compliance with the requirements of the Stock Exchange, an Audit Committee comprising one non-executive director and three independent non-executive directors was formed. Reporting to the Board of the Company, the Audit Committee is dedicated to the review and supervision of the Group's financial reporting process and internal controls.

COMPLIANCE WITH CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions (the "Code"). Having made specific enquiry of all directors of the Company, the directors of the Company have complied with the required standard as set out in the Code throughout the year ended 31 March 2005.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its directors, the Company has maintained a sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules throughout the year ended 31 March 2005.

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu and Messrs. Graham H.Y. Chan & Co. as joint auditors of the Company.

On behalf of the Board

Lam Man Chan
Chairman

Hong Kong, 18 July 2005

審核委員會

本公司已遵照聯交所之規定成立一個審核委員會，成員包括一名非執行董事及三名獨立非執行董事。審核委員會須向本公司董事會匯報，其責任為審閱及監管本集團之財務申報程序及內部控制。

遵守董事進行證券交易之守則

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的標準守則》作為其本身有關董事進行證券交易操守之守則（「守則」）。向本公司全體董事作出特定查詢後，於截至二零零五年三月三十一日止年度，本公司各董事均已遵照守則所載之所需標準。

充足之公眾持股量

根據本公司可公開取得之資料及據其董事所知，截至二零零五年三月三十一日止年度，本公司一直根據上市規則之規定維持充足之公眾持股量，不少於本公司已發行股份之25%。

核數師

股東週年大會上將提呈一項決議案以續聘德勤•關黃陳方會計師行及陳浩賢會計師事務所作為本公司之聯席核數師。

代表董事會

林文燦
主席

香港，二零零五年七月十八日