

Report of the Directors

董事會報告

The Directors have the pleasure of presenting the interim report together with the condensed financial statements of Fujikon Industrial Holdings Limited (“the Company”) and its subsidiaries (together “the Group”) for the six months ended 30 September 2005.

The condensed financial statements set out on pages 27 to 85, is unaudited, but has been reviewed by the Audit Committee and PricewaterhouseCoopers in accordance with Statement of Auditing Standards 700 “Engagements to review interim financial reports”, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

INTERIM DIVIDEND

The board of Directors (“the Board”) has resolved to declare an interim dividend of HK3 cents per share for the six months ended 30 September 2005 (2004: HK2.5 cents). The interim dividend will be paid on 29 December 2005 to shareholders whose names are registered in the books of the Company on 19 December 2005.

CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Friday, 16 December 2005 to Monday, 19 December 2005 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all transfers of share accompanied by the relevant share certificate must be lodged with the Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:00 p.m. on Thursday, 15 December 2005 for registration.

DIRECTORS’ INTEREST IN SHARES

As at 30 September 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

董事會欣然公佈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」）截至二零零五年九月三十日止六個月之中期報告及簡明財務報表。

第27至85頁所載之簡明財務報表並未經審核，惟已由審核委員會及羅兵咸永道會計師事務所根據香港會計師公會（「香港會計師公會」）頒佈之核數準則第700號「中期財務報告之審閱」審閱。

中期股息

董事會（「董事會」）議決宣派截至二零零五年九月三十日止六個月中期股息每股3港仙（二零零四年：2.5港仙）。中期股息將於二零零五年十二月二十九日向於二零零五年十二月十九日名列本公司股東名冊之股東派付。

暫停辦理股東登記

本公司將於二零零五年十二月十六日星期五至二零零五年十二月十九日星期一（包括首尾兩天）暫停辦理股東登記，期間亦不會轉讓股份。為符合資格收取建議派付之中期股息，股東須於二零零五年十二月十五日星期四下午四時前將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-16室。

董事於股份之權益

以下為於二零零五年九月三十日，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

DIRECTORS' INTEREST IN SHARES (Continued)

"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.

董事於股份之權益 (續)

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。

Name of Director 董事姓名	The Company/ name of associated corporation 本公司/ 聯營公司名稱	Capacity 身份	Number and class of securities 證券數目及類別 (Note 1) (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	15 shares of US\$1.00 each (L) (Note 2)
	Acoustic Touch Limited	控制公司的權益	15股每股面值 1.00美元的股份(L) (附註2)

Report of the Directors

董事會報告

DIRECTORS' INTEREST IN SHARES (Continued)

董事於股份之權益 (續)

Name of Director 董事姓名	The Company/ name of associated corporation 本公司/ 聯營公司名稱	Capacity 身份	Number and class of securities 證券數目及類別 (Note 1) (附註1)
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	15 shares of US\$1.00 each (L) (Note 2)
	Acoustic Touch Limited	控制公司的權益	15股每股面值 1.00美元的股份(L) (附註2)
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	15 shares of US\$1.00 each (L) (Note 2)
	Acoustic Touch Limited	控制公司的權益	15股每股面值 1.00美元的股份(L) (附註2)

DIRECTORS' INTEREST IN SHARES (Continued)

董事於股份之權益 (續)

Name of Director 董事姓名	The Company/ name of associated corporation 本公司/ 聯營公司名稱	Capacity 身份	Number and class of securities 證券數目及類別 (Note 1) (附註1)
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	2,485,000 shares (L) (Note 6) 2,485,000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)
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)
	The Company 本公司	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)

Notes:

附註:

- 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.

- 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。而其股份分別由Gentle Smile Development Limited及Sky Talent Enterprises Limited各擁有15股股份(33.33%股權)、由Artbo Industries Group Limited、East Sino Consultants Limited及Loyal Fair Group Limited各擁有5股股份(11.11%股權)。

Report of the Directors

董事會報告

DIRECTORS' INTEREST 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 500,000 shares registered under the name of Mr. Wong Sau Lik, Weekly Peter and 1,700,000 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.

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股股份及根據本公司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股股份及根據本公司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股股份及根據本公司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以王秀力先生名義登記之500,000股股份及根據本公司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1,700,000股股份，誠如下文附註10所述。

DIRECTORS' INTEREST IN SHARES (Continued)

Notes: (Continued)

8. These shares are held by Mys Finance Limited, a company wholly owned by Mr. Ng Kwong Hing.
9. 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.
10. 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 30 September 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.

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 the requirements set out in 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)

8. 此等股份乃由吳廣興先生全資擁有之 Mys Finance Limited 持有。
9. 於此等股份之權益包括根據本公司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。
10. 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，於二零零五年九月三十日，概無本公司董事或行政總裁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。

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。

Report of the Directors

董事會報告

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 contributions 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 30 September 2005

19,591,000 shares (approximately 5% 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九月三十日已發行股本之百分比

19,591,000股股份（約佔已發行股本之5%）

4. 各參與者根據新計劃可獲發行之股份數目上限

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

期限將由董事釐定及通知承授人，而該期限將由提呈購股權當日起計不超過十年後屆滿

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 quotation 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 quotation 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（於自提呈當日起計21日內）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. 提呈當日本公司股份於聯交所每日報價單所示之收市價；
- b. 緊接提呈當日前五個營業日本公司股份於聯交所每日報價單所示平均收市價；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

Report of the Directors

董事會報告

INFORMATION ON SHARE OPTION SCHEMES (Continued)

No option was granted under the New Scheme during the period. As at 30 September 2005, the share options of the Company are as follows:

購股權計劃之資料(續)

期內概無根據新計劃授出購股權。於二零零五年九月三十日，本公司之購股權如下：

Date of grant	Exercise period	Subscription price	Beginning of period	Number of shares			End of period
				Granted during the period	Exercised during the period	Lapsed as a result of termination of employment	
授出日期	行使期	認購價 HK\$ 港元	期初 '000 千股	期內授出 '000 千股	期內行使 '000 千股	因終止僱用而失效之購股權 '000 千股	期終 '000 千股
Old Scheme 舊計劃							
2 May 2000 二零零零年五月二日	2 May 2000 to 1 May 2010 二零零零年五月二日至 二零一零年五月一日	1.287	18,000	-	-	-	18,000
	2 May 2001 to 1 May 2010 二零零一年五月二日至 二零一零年五月一日	1.287	2,380	-	(455)	(130)	1,795
	2 May 2002 to 1 May 2010 二零零二年五月二日至 二零一零年五月一日	1.287	1,870	-	(375)	-	1,495
			22,250	-	(830)	(130)	21,290

INFORMATION ON SHARE OPTION SCHEMES (Continued)

購股權計劃之資料 (續)

Date of grant	Exercise period	Subscription price	Beginning of period	Number of shares			Lapsed as a result of termination of employment	End of period
				Granted during the period	Exercised during the period	因終止僱用而失效之購股權		
授出日期	行使期	認購價 HK\$ 港元	期初 '000 千股	期內授出 '000 千股	期內行使 '000 千股	因終止僱用而失效之購股權 '000 千股	期終 '000 千股	
New Scheme 新計劃								
2 June 2003 二零零三年六月二日	2 December 2003 to 1 June 2013 二零零三年十二月二日至 二零一三年六月一日	1.5	696	-	-	(208)	488	
	2 June 2004 to 1 June 2013 二零零四年六月二日至 二零一三年六月一日	1.5	904	-	-	(208)	696	
	2 June 2005 to 1 June 2013 二零零五年六月二日至 二零一三年六月一日	1.5	208	-	-	-	208	

Report of the Directors

董事會報告

INFORMATION ON SHARE OPTION SCHEMES (Continued)

購股權計劃之資料(續)

Date of grant	Exercise period	Subscription price	Beginning of period	Number of shares			End of period
				Granted during the period	Exercised during the period	Lapsed as a result of termination of employment	
授出日期	行使期	認購價	期初	期內授出	期內行使	因終止僱用而失效之購股權	期終
		HK\$	'000	'000	'000	'000	'000
		港元	千股	千股	千股	千股	千股
3 May 2004	3 May 2005 to 2 May 2014	1.0	10,884	-	(3,604)	-	7,280
二零零四年 五月三日	二零零五年五月三日至 二零一四年五月二日						
	3 May 2006 to 2 May 2014	1.0	9,050	-	-	(200)	8,850
	二零零六年五月三日至 二零一四年五月二日						
31 May 2004	3 May 2005 to 2 May 2014	1.0	350	-	-	-	350
二零零四年 五月三十一日	二零零五年五月三日至 二零一四年五月二日						
	3 May 2006 to 2 May 2014	1.0	350	-	-	-	350
	二零零六年五月三日至 二零一四年五月二日						
			<u>22,442</u>	<u>-</u>	<u>(3,604)</u>	<u>(616)</u>	<u>18,222</u>

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

董事購入股份或債券之權利

As at 30 September 2005, the share options granted to and held by the directors of the Company are as follows:

於二零零五年九月三十日，授予並由本公司董事持有之購股權如下：

Name 姓名	Subscription price per share 每股認購價		Number of shares 股份數目			End of period 期終
			Beginning of period 期初	Granted during the period 期內授出	Exercised during the period 期內行使	
Mr. Yeung Chi Hung, Johnny 楊志雄先生	HK\$1.287 HK\$1.000 1.287港元 1.000港元	(i) (ii) (i) (ii)	6,000,000 3,600,000	– –	– –	6,000,000 3,600,000
Mr. Yuen Yee Sai, Simon 源而細先生	HK\$1.287 HK\$1.000 1.287港元 1.000港元	(i) (ii) (i) (ii)	6,000,000 3,600,000	– –	– –	6,000,000 3,600,000
Mr. Chow Man Yan, Michael 周文仁先生	HK\$1.287 HK\$1.000 1.287港元 1.000港元	(i) (ii) (i) (ii)	6,000,000 3,600,000	– –	– –	6,000,000 3,600,000
Mr. Wong Sau Lik, Weeky Peter 王秀力先生	HK\$1.287 HK\$1.000 1.287港元 1.000港元	(i) (ii) (i) (ii)	1,200,000 1,000,000	– –	– (500,000)	1,200,000 500,000
Mr. Ng Kwong Hing 吳廣興先生	HK\$1.287 HK\$1.000 1.287港元 1.000港元	(i) (ii) (i) (ii)	800,000 1,000,000	– –	– –	800,000 1,000,000
			<u>32,800,000</u>	<u>–</u>	<u>(500,000)</u>	<u>32,300,000</u>

Report of the Directors

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

- (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 period 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.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the preceding paragraph and note 23 to the condensed consolidated financial statements, 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 period or at any time during the period.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 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.

董事購入股份或債券之權利(續)

- (i) 購股權可由二零零零年五月二日、二零零一年五月二日或二零零二年五月二日至二零零一年五月一日期間隨時行使。
- (ii) 購股權可由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期間隨時行使。

除上文所披露者外，期內本公司或其任何附屬公司或控股公司並無參與任何安排，致使本公司任何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。

董事於合約中之權益

除上一段及簡明綜合財務報表附註23所披露者外，於期終或期內任何時間，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本公司任何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。

主要股東

於二零零五年九月三十日，以下人士（並非本公司之董事或主要行政人員）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。

SUBSTANTIAL SHAREHOLDERS (Continued) 主要股東 (續)

Name of person	Number of ordinary shares (Note 1)	Nature of interest	Approximate percentage of interest
名稱或姓名	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	56.71%
Sky Talent Enterprises Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	56.71%
Hero King Services Limited	211,714,500	Trustee (other than a bare trustee) (Note 2) 信託人 (非被動信託人) (附註2)	56.71%
Golden Hope Financial Limited	211,714,500	Interest of trustee-controlled corporation (Note 2) 信託人控制公司之權益 (附註2)	56.71%
Gentle Smile Development Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益 (附註2)	56.71%
Clever Choice Group Limited	211,714,500	Trustee (other than a bare trustee) (Note 2) 信託人 (非被動信託人) (附註2)	56.71%
HSBC International Trustee Limited	212,214,500	Trustee (other than a bare trustee) (Note 2 and 7) 信託人 (非被動信託人) (附註2及7)	56.84%
Silverfun Property Limited	211,714,500	Trustee (other than a bare trustee) (Note 2) 信託人 (非被動信託人) (附註2)	56.71%

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS (Continued) 主要股東 (續)

Name of person	Number of ordinary shares (Note 1)	Nature of interest	Approximate percentage of interest
名稱或姓名	普通股股份數目 (附註1)	權益性質	權益概約百分比
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)	59.31%
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)	59.31%
Ms. Cai Liting 蔡麗婷女士	221,405,500	Interest of spouse (Note 5) 配偶之權益 (附註5)	59.31%
DJE Investment S.A.	22,460,000	Beneficial owner 實益擁有人	6.02%
Dr. Jens Ehrhardt Kapital AG	22,460,000	Interest of controlled corporation (Note 6) 控制公司之權益 (附註6)	6.02%
Ehrhardt Dr. Jens Alfred Karl	22,460,000	Interest of controlled corporation (Note 6) 控制公司之權益 (附註6)	6.02%

Note 1: Interests in shares and underlying shares stated above represent long positions.

附註1: 上文所列於股份及相關股份之權益指長倉權益。

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.

附註2: Acoustic Touch Limited分別由Gentle Smile Development Limited及Sky Talent Enterprises Limited各擁有15股股份(33.33%股權),由Artbo Industries Group Limited、East Sino Consultants Limited及Loyal Fair Group Limited各擁有5股股份(11.11%股權)。

SUBSTANTIAL SHAREHOLDERS (Continued)

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 Services 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 then 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.

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.

Note 6: On 10 June 2005, DJE Investment S.A. held 22,460,000 shares of the Company. DJE Investment S.A. was owned as to approximately 81% by Dr. Jens Ehrhardt Kapital AG, which was in turn owned as to approximately 83.5% by Ehrhardt Dr. Jens Alfred Karl.

Note 7: On 28 June 2005, HSBC International Trustee Limited, being the trustee of the Chow Family Trust and the Yuen Family Trust (as mentioned in note 2 above) and other private trusts which were beneficially owned by the unrelated third parties, had an interest in 212,214,500 shares of the Company.

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 30 September 2005.

主要股東 (續)

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 Services Limited全資擁有，而Hero King Services Limited則由HSBC International Trustee Limited全資擁有。HSBC International Trustee Limited為Chow Family Trust及Yuen Family Trust之信託人，各為全權信託基金，其對象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各由Silverfun Property Limited全資擁有，而Silverfun Property Limited則由Golden Hope Financial Limited全資擁有。Silverfun Property Limited為Yeung Unit Trust（由Yeung Family Trust實益擁有）之信託人，Yeung Family Trust乃為全權信託基金，其對象乃為楊志雄先生之家族成員。Golden Hope Financial Limited則由楊志雄先生全資擁有。

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。

附註6：於二零零五年六月十日，DJE Investment S.A. 持有本公司22,460,000股股份。Dr. Jens Ehrhardt Kapital AG 擁有DJE Investment S.A. 約81%之權益，而Ehrhardt Dr. Jens Alfred Karl 則擁有Dr. Jens Ehrhardt Kapital AG約83.5%之權益。

附註7：於二零零五年六月二十八日，HSBC International Trustee Limited 為Chow Family Trust 及Yuen Family Trust之信託人（如上文附註2所述），並為其他私人基金（由無關連第三方實益擁有）之信託人，擁有本公司212,214,500股股份之權益。

除上文所披露者外，據董事所知，於二零零五年九月三十日，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。

Report of the Directors

董事會報告

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 period.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct ("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"). Upon enquiry by the Company, all directors and senior management of the Group confirmed of their compliance with the required standard set out in the Model Code and the Code of Conduct throughout the period.

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with the code provisions as set out in the Appendix 14 "Code of Corporate Governance Practices" of the Listing Rules (the "Code") throughout the period, save the deviations from the code provisions A.2.1 and A.4.1 of the Code.

According to the code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Up to the date of this interim report, the Board has not appointed an individual to the post of chief executive officer. The roles of the chief executive officer have been performed collectively by all the executive directors, including the chairman, of the Company. The Board considers that this arrangement allows contributions from all executive directors with different expertise and is beneficial to the continuity of the Company's policies and strategies. Going forward, the Board will periodically review the effectiveness of this arrangement and considers appointing an individual to chief executive officer when it thinks appropriate.

買賣或贖回股份

期內，本公司及其任何附屬公司概無購買、出售或贖回任何本公司股份。

證券交易之標準守則

本公司已採納關於本集團董事及高層管理人員進行證券交易之操守守則（「操守守則」），其採納之條款不遜於上市規則附錄10所載列之規定準則（「標準守則」）。於本公司作出一切合理查詢後，本集團所有董事及高層管理人員確認，彼等於期內均已一直遵守載列於標準守則及操守守則之規定準則。

企業管治

董事認為，期內，本公司一直遵守上市規則附錄14「企業管治常規守則」（「守則」）所載列之守則條文，惟與守則條文第A.2.1及A.4.1條有所偏離。

根據守則條文第A.2.1條，主席及行政總裁之職能應分開，不應由一人同時兼任。直至本中期報告日期，董事會尚未委任任何人士擔任行政總裁一職。行政總裁之職責乃由本公司所有執行董事（包括主席）共同擔任。董事會認為，該安排讓各位擁有不同專業的執行董事共同決策，亦可貫徹執行本公司之政策及策略，故符合本集團利益。展望未來，董事會將定期檢討該安排之成效，及考慮於適當時委任人士擔任行政總裁。

CORPORATE GOVERNANCE (Continued)

According to the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election. One of the independent non-executive directors of the Company is not appointed for a fixed term but is 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.

REMUNERATION COMMITTEE

The members of the Remuneration Committee comprises all the three independent non-executive directors and one of the executive directors of the Company and its adopted terms of reference have been written according to the requirements set out in the Appendix 14 of the Listing Rules.

AUDIT COMMITTEE

The Audit Committee currently comprises all the three independent non-executive directors of the Company and its adopted terms of reference have been amended according to the requirements set out in the Appendix 14 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.

On behalf of the Board,

YEUNG CHI HUNG, JOHNNY

Chairman

Hong Kong, 30 November 2005

企業管治 (續)

根據守則條文第A.4.1條，非執行董事須按特定任期獲委任，並可應選連任。本公司其中一名獨立非執行董事並非按特定任期獲委任，惟須根據本公司公司細則之條文須輪值退任，並可於本公司之股東週年大會上應選連任。

薪酬委員會

薪酬委員會成員包括本公司所有三名獨立非執行董事及本公司一名執行董事，其採納之職權範圍乃根據上市規則附錄14所載列之規定而釐定。

審核委員會

審核委員會目前包括本公司所有三名獨立非執行董事，其採納之職權範圍乃根據上市規則附錄14所載列之規定而修定。

審核委員會為董事會與本公司核數師在本集團核數範疇方面之重要橋樑，審核委員會亦負責檢討年度及中期報告（於董事會批准前）、外部與內部審核及內部控制之成效並進行風險評估。

代表董事會

楊志雄

主席

香港，二零零五年十一月三十日