

# Other Information

## 其他資料

### Share Options

Movement of the options to subscribe for shares of the Company granted to the Directors and employees (*Note ii*) under the Scheme during the period under review was as follows:

### 購股權

於本回顧期間根據該計劃授予董事及僱員 (*附註 ii*) 認購本公司股份之購股權變動情況如下：

	Options granted by the Company Number of underlying shares of the Company comprised in the options 本公司授出之購股權 購股權涉及之本公司相關股份數目				Outstanding as at 31 October 2005 於二零零五年 十月三十一日 尚未行使	Exercise price per share (HK\$) 每股行使價 (港元)	Date of grant 授出日期	Exercise period 行使期限
	Outstanding as at 1 May 2005 於二零零五年 五月一日 尚未行使	Granted 授出	Exercised 行使	Lapsed 失效				
<b>Directors</b>								
<b>董事</b>								
Steven Julien FENIGER 范倚棋	6,240,000	-	-	-	6,240,000	2.550	21/05/2002	21/05/2003 – 20/05/2008
	1,660,000	-	-	-	1,660,000	2.220	27/06/2002	27/06/2003 – 26/06/2008
	4,700,000	-	-	-	4,700,000	1.600	06/11/2002	06/11/2003 – 05/11/2008
	1,960,000	-	-	-	1,960,000	2.125	30/05/2003	30/05/2004 – 29/05/2009
	3,200,000	-	-	-	3,200,000	2.975	30/03/2004	30/03/2005 – 29/03/2010
	17,760,000	-	-	-	17,760,000			
FU Jin Ming, Patrick 傅俊明	4,200,000	-	-	-	4,200,000	2.550	21/05/2002	21/05/2003 – 20/05/2008
	600,000	-	-	-	600,000	1.600	06/11/2002	06/11/2003 – 05/11/2008
	830,000	-	-	-	830,000	2.125	30/05/2003	30/05/2004 – 29/05/2009
	1,000,000	-	-	-	1,000,000	2.975	30/03/2004	30/03/2005 – 29/03/2010
	6,630,000	-	-	-	6,630,000			
WONG Wai Ming 黃偉明	-	1,000,000 ( <i>Note iv</i> ) (附註iv)	-	-	1,000,000 ( <i>Note iv</i> ) (附註iv)	2.315	14/10/2005	14/10/2006 – 13/10/2011
KHOO Kim Cheng 邱錦宗	3,800,000	-	-	-	3,800,000	2.550	21/05/2002	21/05/2003 – 20/05/2008
	2,200,000	-	-	-	2,200,000	1.600	06/11/2002	06/11/2003 – 05/11/2008
	920,000	-	-	-	920,000	2.125	30/05/2003	30/05/2004 – 29/05/2009
	1,400,000	-	-	-	1,400,000	2.975	30/03/2004	30/03/2005 – 29/03/2010
	8,320,000	-	-	-	8,320,000			

## Share Options (continued)

## 購股權 (續)

Options granted by the Company  
Number of underlying shares of the Company  
comprised in the options  
本公司授出之購股權  
購股權涉及之本公司相關股份數目

	Outstanding as at 1 May 2005	Granted	Exercised	Lapsed	Outstanding as at 31 October 2005	Exercise price per share (HK\$)	Date of grant	Exercise period
	於二零零五年 五月一日 尚未行使	授出	行使	失效	於二零零五年 十月三十一日 尚未行使	每股行使價 (港元)	授出日期	行使期限
<b>Directors (continued)</b> <b>董事 (續)</b>								
KWOK Chi Kueng 郭志強	3,000,000	-	-	-	3,000,000	2.550	21/05/2002	21/05/2003 – 20/05/2008
	1,080,000	-	(540,000)	-	540,000	1.600	06/11/2002	06/11/2003 – 05/11/2008
	830,000	-	-	-	830,000	2.125	30/05/2003	30/05/2004 – 29/05/2009
	1,000,000	-	-	-	1,000,000	2.975	30/03/2004	30/03/2005 – 29/03/2010
	5,910,000	-	(540,000)	-	5,370,000			
WANG Arthur Minshiang 王敏祥	-	250,000	-	-	250,000	2.315	14/10/2005	14/10/2006 – 13/10/2011
WOON Yi Teng, Eden 翁以登	-	250,000 (Note iv) (附註 iv)	-	-	250,000 (Note iv) (附註 iv)	2.315	14/10/2005	14/10/2006 – 13/10/2011
TSE Hau Yin, Aloysius 謝孝衍	-	250,000	-	-	250,000	2.315	14/10/2005	14/10/2006 – 13/10/2011
<b>Continuous contract employees</b>	10,494,000	-	-	(2,234,000)	8,260,000	2.550	21/05/2002	21/05/2003 – 20/05/2008
<b>持續合約僱員</b>	4,200,000	-	(100,000)	(240,000)	3,860,000	1.600	06/11/2002	06/11/2003 – 05/11/2008
(Note ii)	1,810,000	-	-	-	1,810,000	2.125	30/05/2003	30/05/2004 – 29/05/2009
(附註 ii)	8,710,000	-	-	(800,000)	7,910,000	2.975	30/03/2004	30/03/2005 – 29/03/2010
	-	8,750,000 (Note iv) (附註 iv)	-	-	8,750,000 (Note iv) (附註 iv)	2.315	14/10/2005	14/10/2006 – 13/10/2011
	25,214,000	8,750,000	(100,000)	(3,274,000)	30,590,000			
<b>Total 合計</b>	<b>63,834,000</b>	<b>10,500,000</b>	<b>(640,000)</b>	<b>(3,274,000)</b>	<b>70,420,000</b>			
		(Note v) (附註 v)	(Note iii) (附註 iii)		(Note v) (附註 v)			

## Share Options (continued)

### Notes:

- (i) The closing price of the shares of the Company as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited ("Stock Exchange") immediately before the dates on which the options were granted were as follows:

**Date of grant**  
授出日期

21 May 2002	二零零二年五月二十一日
27 June 2002	二零零二年六月二十七日
6 November 2002	二零零二年十一月六日
30 May 2003	二零零三年五月三十日
30 March 2004	二零零四年三月三十日
14 October 2005	二零零五年十月十四日

- (ii) Employees include employees of the Group and of the subsidiaries of Roly International Holdings Ltd. ("Roly International") (other than the Directors) working under employment contracts with the Group or subsidiaries of Roly International which are regarded as "continuous contracts" for the purpose of the Employment Ordinance (Cap. 57, Laws of Hong Kong).

- (iii) The weighted average closing price of the shares on the trading days immediately preceding the exercise of the share options was HK\$2.66.

- (iv) These are options entitling to subscribe for shares offered during the period under review but accepted after the period end date. According to the rules of the Scheme, these options are taken to be granted on the date of offer of such options.

- (v) The options granted and outstanding as at 31 October 2005 included options offered during the period under review but accepted after the period end date.

- (vi) The Company has used the Black-Scholes Model for estimating the fair value of options granted under the Scheme. The Black-Scholes Model is one of the commonly used models to estimate the fair value of an option which can be exercised before the expiry of the option period. The assumptions used in the calculation are:

- (a) Risk-free interest rate – the yield of 4-year Exchange Fund Notes on the date of grant
- (b) Expected volatility of share price – annualised volatility for one year immediately preceding the date of grant
- (c) Expected life of share options – 1.5 - 4.5 years
- (d) Expected dividend paid out rate – 40%

The amount written off in the income statement for the six months ended 31 October 2005 was approximately US\$221,000 (2004: Nil).

The fair value of options granted during the period using the Black-Scholes Model was approximately US\$889,000 (2004: Nil).

The calculation of the fair value of options 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 option holders may be substantially different from the value of options calculated.

## 購股權 (續)

### 附註：

- (i) 香港聯合交易所有限公司(「聯交所」)之每日報價表所列本公司股份於緊接有關購股權授出日期前之交易日之收市價如下：

**Closing price per share immediately before the date of grant**  
(HK\$)  
緊接授出日期前之每股收市價  
(港元)

21 May 2002	二零零二年五月二十一日	2.600
27 June 2002	二零零二年六月二十七日	2.075
6 November 2002	二零零二年十一月六日	1.550
30 May 2003	二零零三年五月三十日	2.100
30 March 2004	二零零四年三月三十日	2.950
14 October 2005	二零零五年十月十四日	2.300

- (ii) 僱員包括根據與本集團及 Roly International Holdings Ltd. (全威國際控股有限公司) (「全威國際」) 之附屬公司訂立之僱傭合約 (就香港法例第57章僱傭條例而言，被視為「持續合約」者) 受聘於本集團及全威國際之附屬公司工作之僱員 (董事除外)。

- (iii) 股份於緊接購股權獲行使前之交易日之加權平均收市價為2.66港元。

- (iv) 此等有權認購股份之購股權於本回顧期內授出，但於期間結算日後方獲接納。根據該計劃之規則，該等購股權被視為於發出要約日授出。

- (v) 已授出及於二零零五年十月三十一日尚未獲行使之購股權，包括於本回顧期內授出要約但卻於期間結算日後方獲接納之購股權。

- (vi) 本公司採用柏力克－舒爾斯模式評估根據該計劃授出之購股權之公平價值。柏力克－舒爾斯模式是其中一種常用於評估可於行使期限前行使之購股權之公平價值之模式。有關計算所採用之假設如下：

- (a) 無風險利率 – 於授出日期之四年期外匯基金債券收益率
- (b) 預期股價波幅 – 緊接授出日期前一年內之按年計波幅
- (c) 預期購股權期限 – 1.5至4.5年
- (d) 預期派息率 – 40%

截至二零零五年十月三十一日止六個月於收益表內撇銷之金額約為221,000美元 (二零零四年：無)。

於期內授出之購股權按柏力克－舒爾斯模式評估之公平價值約為889,000美元 (二零零四年：無)。

使用柏力克－舒爾斯模式計算購股權之公平價值乃基於若干假設且僅為一項估計。購股權持有人獲得之財務利益可能與計算所得之購股權價值有重大差異。

## Disclosure of Interests

### Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations

As at 31 October 2005, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Interests and short positions in the shares of the Company and its associated corporations

## 權益披露

### 董事於本公司及其相聯法團之股份、相關股份及債券中之權益

於二零零五年十月三十一日，本公司之董事及行政總裁於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據聯交所證券上市規則（「上市規則」）附錄10所載之上市發行人董事進行證券交易之標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

#### (a) 於本公司及其相聯法團之股份中之權益及淡倉

Company/Name of associated corporations	Name of Directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2005
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	於二零零五年十月三十一日在同類別證券中之股權百分比
Company 本公司	WANG Lu Yen 王祿闇	Beneficial owner 實益擁有人	620,000 ordinary shares 普通股 (L)	0.09%
Company 本公司	WANG Lu Yen 王祿闇	Interest of controlled corporation 受控制法團之權益 (Note 2) (附註2)	437,340,000 ordinary shares 普通股 (L)	65.64%
Company 本公司	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	130,000 ordinary shares 普通股 (L)	0.02%
Company 本公司	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	170,000 ordinary shares 普通股 (L)	0.03%

**Disclosure of Interests** (continued)

**權益披露** (續)

**Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations**  
(continued)

**董事於本公司及其相聯法團之股份、相關股份及債券中之權益** (續)

**(a) Interests and short positions in the shares of the Company and its associated corporations** (continued)

**(a) 於本公司及其相聯法團之股份中之權益及淡倉** (續)

Company/Name of associated corporations	Name of Directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2005  於二零零五年十月三十一日在同類別證券中之股權百分比
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	
Company 本公司	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	108,000 ordinary shares 普通股 (L)	0.02%
Company 本公司	WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	260,000 ordinary shares 普通股 (L)	0.04%
Roly International 全威國際 (Note 3) (附註3)	WANG Lu Yen 王祿闇	Beneficial owner 實益擁有人	23,631,000 ordinary shares 普通股 (L)	5.76%
Roly International 全威國際 (Note 3) (附註3)	WANG Lu Yen 王祿闇	Interest of spouse 配偶之權益 (Note 4) (附註4)	350,000 ordinary shares 普通股 (L)	0.09%
Roly International 全威國際 (Note 3) (附註3)	WANG Lu Yen 王祿闇	Interest of controlled corporation 受控制法團之權益 (Note 5) (附註5)	121,243,500 ordinary shares 普通股 (L)	29.54%
Roly International 全威國際 (Note 3) (附註3)	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	3,000,000 ordinary shares 普通股 (L)	0.73%

**Disclosure of Interests** (continued)

**權益披露** (續)

**Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations**  
(continued)

**董事於本公司及其相聯法團之股份、相關股份及債券中之權益** (續)

**(a) Interests and short positions in the shares of the Company and its associated corporations** (continued)

**(a) 於本公司及其相聯法團之股份中之權益及淡倉** (續)

Company/Name of associated corporations	Name of Directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2005  於二零零五年十月三十一日在同類別證券中之股權百分比
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	
Roly International 全威國際 (Note 3) (附註3)	WONG Wai Ming 黃偉明	Beneficial owner 實益擁有人	130,000 ordinary shares 普通股 (L)	0.03%
Roly International 全威國際 (Note 3) (附註3)	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	3,522,000 ordinary shares 普通股 (L)	0.86%
Roly International 全威國際 (Note 3) (附註3)	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	482,000 ordinary shares 普通股 (L)	0.12%
Byford International Limited ("Byford") 百富國際有限公司 (「百富」) (Note 6) (附註6)	WANG Lu Yen 王祿閻	Interest of controlled corporation 受控制法團之權益 (Note 7) (附註7)	134,609,990 ordinary shares 普通股 (L)	67.30%
Westman Linmark (Thailand) Ltd. (Note 8) (附註8)	WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	2 preference shares 優先股 (L)	0.07%

**Disclosure of Interests** *(continued)*

**權益披露** (續)

**Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations**  
*(continued)*

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

**(a) Interests and short positions in the shares of the Company and its associated corporations** *(continued)*

(a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

Company/Name of associated corporations	Name of Directors	Capacity	Number and class of securities <i>(Note 1)</i>	Percentage shareholding in the same class of securities as at 31 October 2005
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 <i>(附註1)</i>	於二零零五年十月三十一日在同類別證券中之股權百分比
Westman Linmark (Thailand) Ltd. <i>(Note 8)</i> <i>(附註8)</i>	Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%
Westman Linmark (Thailand) Ltd. <i>(Note 8)</i> <i>(附註8)</i>	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%
Westman Linmark (Thailand) Ltd. <i>(Note 8)</i> <i>(附註8)</i>	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%
Westman Linmark (Thailand) Ltd. <i>(Note 8)</i> <i>(附註8)</i>	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%

## Disclosure of Interests (continued)

### Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations

(continued)

#### (a) Interests and short positions in the shares of the Company and its associated corporations (continued)

Notes:

- (1) The letter "L" represents the Director's interests in the shares.
- (2) As at 31 October 2005, Mr. WANG Lu Yen, Mrs. WANG LIAW Bin Bin, his wife, and Megastar Holdings Limited, a company controlled by Mr. WANG Lu Yen, held approximately 35.39% of the issued share capital of Roly International. Mr. WANG Lu Yen is thus deemed, by virtue of the SFO, to be interested in all the shares of the Company in which Roly International is interested.
- (3) As at 31 October 2005, Roly International, the ultimate holding company of the Company, through RGS Holdings Limited, held 437,340,000 shares, representing approximately 65.64% of the issued share capital of the Company. As at 31 October 2005, the issued share capital of Roly International was US\$41,039,476.40 divided into 410,394,764 shares of US\$0.10 each.
- (4) These shares in Roly International were held by Mrs. WANG LIAW Bin Bin, the wife of Mr. WANG Lu Yen.
- (5) These shares in Roly International were held by Megastar Holdings Limited, the entire issued share capital of which is owned by Mr. WANG Lu Yen. Mr. WANG Lu Yen is a director of Megastar Holdings Limited.
- (6) As at 31 October 2005, Roly International, the ultimate holding company of the Company, through Pacific Genius Group Limited ("PGGL"), held 134,609,990 shares, representing approximately 67.30% of the issued share capital of Byford. By virtue of Mr. WANG Lu Yen's interest and deemed interest in Roly International as more particularly described in Note 2 above, Mr. WANG Lu Yen is deemed, by virtue of the SFO, to be interested in all the shares of Byford in which Roly International is interested. As at 31 October 2005, the issued share capital of Byford is HK\$2,000,000 divided into 200,000,000 shares of HK\$0.01 each.
- (7) These shares in Byford were held by PGGL, the entire issued share capital of which is owned by Roly International.
- (8) Westman Linmark (Thailand) Ltd. is a subsidiary of the Company. As at 31 October 2005, the issued share capital of Westman Linmark (Thailand) Ltd. was 12,000,000 Baht divided into 2,940 ordinary shares of 2,000 Baht each and 3,060 preference shares of 2,000 Baht each.

## 權益披露 (續)

### 董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

#### (a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

附註：

- (1) 「L」乃指董事於股份之權益。
- (2) 於二零零五年十月三十一日，王祿閻先生連同其妻子廖彬彬女士及由王祿閻先生所控制之公司Megastar Holdings Limited合共持有全威國際已發行股本約35.39%。因此，根據證券及期貨條例，王祿閻先生被視為擁有全部全威國際所擁有權益之本公司股份中之權益。
- (3) 於二零零五年十月三十一日，本公司之最終控股公司全威國際透過RGS Holdings Limited持有437,340,000股股份，佔本公司已發行股本約65.64%。於二零零五年十月三十一日，全威國際之已發行股本為41,039,476.40美元，分為410,394,764股每股面值0.10美元之股份。
- (4) 該等全威國際股份由王祿閻先生之妻子廖彬彬女士持有。
- (5) 該等全威國際股份由Megastar Holdings Limited持有，Megastar Holdings Limited之全部已發行股本由王祿閻先生擁有。王祿閻先生為Megastar Holdings Limited之董事。
- (6) 於二零零五年十月三十一日，本公司之最終控股公司全威國際透過Pacific Genius Group Limited (「PGGL」) 持有134,609,990股百富股份，佔百富已發行股本67.30%。由於王祿閻先生擁有及被視為擁有全威國際之權益(詳見上文附註2)，故根據證券及期貨條例，王祿閻先生被視為於全威國際擁有權益之全部百富股份中擁有權益。於二零零五年十月三十一日，百富之已發行股本為2,000,000港元，分為200,000,000股每股面值0.01港元之股份。
- (7) 該等百富股份由PGGL持有，PGGL之全部已發行股本由全威國際擁有。
- (8) Westman Linmark (Thailand) Ltd. 為本公司之附屬公司。於二零零五年十月三十一日，Westman Linmark (Thailand) Ltd. 之已發行股本為12,000,000泰銖，分為2,940股每股面值2,000泰銖之普通股，以及3,060股每股面值2,000泰銖之優先股。



**Disclosure of Interests** (continued)

**權益披露** (續)

**Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations**  
(continued)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

**(b) Interests and short positions in the underlying shares of the Company and its associated corporations**

(b) 於本公司及其相聯法團之相關股份中之權益及淡倉

Company/ Name of associated corporations	Name of Directors	Capacity	Number of underlying shares comprised in the options and warrants (Notes 1 and 2) 購股權及認股權證涉及之 相關股份數目 (附註1及2)
本公司／相聯 法團之名稱	董事姓名	身份	
Company 本公司	Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	17,760,000 (L)
Company 本公司	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	6,630,000 (L)
Company 本公司	WONG Wai Ming 黃偉明	Beneficial owner 實益擁有人	1,000,000 (L) (Note 3) (附註3)
Company 本公司	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	8,320,000 (L)
Company 本公司	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	5,370,000 (L)
Company 本公司	WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	250,000 (L)
Company 本公司	WOON Yi Teng, Eden 翁以登	Beneficial owner 實益擁有人	250,000 (L) (Note 3) (附註3)
Company 本公司	TSE Hau Yin, Aloysius 謝孝衍	Beneficial owner 實益擁有人	250,000 (L)
Roly International 全威國際	WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	6,650,000 (L)
Roly International 全威國際	WANG Lu Yen 王祿閻	Interest of spouse 配偶之權益	87,500 (L)

## Disclosure of Interests (continued)

### Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations (continued)

#### (b) Interests and short positions in the underlying shares of the Company and its associated corporations (continued)

Company/ Name of associated corporations	Name of Directors	Capacity	Number of underlying shares comprised in the options and warrants (Notes 1 and 2) 購股權及認股權證涉及之 相關股份數目 (附註1及2)
本公司／相聯 法團之名稱	董事姓名	身份	
Roly International 全威國際	WANG Lu Yen 王祿閻	Interest of controlled corporation 受控制法團之權益	30,310,875 (L)
Roly International 全威國際	Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	1,150,000 (L)
Roly International 全威國際	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	750,000 (L)
Roly International 全威國際	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	7,243,000 (L)
Roly International 全威國際	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	161,250 (L)

#### Notes:

- (1) The letter "L" represents the Directors' interests in the shares.
- (2) Details of the above underlying shares are set out in the paragraph headed "Directors' rights to acquire shares or debentures".
- (3) These are options entitling to subscribe for shares offered during the period under review but accepted after the period end date. According to the rules of the Scheme, these options are taken to be granted on the date of offer of such options.

#### (c) Interests and short positions in the debentures of the Company and its associated corporations

As at 31 October 2005, none of the Directors and chief executive of the Company had interests or short positions in the debentures of the Company and its associated corporations as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## 權益披露 (續)

### 董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

#### (b) 於本公司及其相聯法團之相關股份中之權益及淡倉 (續)

#### 附註：

- (1) 「L」乃指董事於股份之權益。
- (2) 上述相關股份之詳情載於「董事購買股份或債券之權利」一段。
- (3) 此等有權認購股份之購股權於本回顧期內授出，但於期間結算日後方獲接納。根據該計劃之規則，該等購股權被視為於發出要約日授出。

#### (c) 於本公司及其相聯法團之債券中之權益及淡倉

於二零零五年十月三十一日，本公司之董事及行政總裁概無於本公司及其相聯法團之債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

**Disclosure of Interests** (continued)

**Directors' rights to acquire shares or debentures**

- (a) Movement of the options granted by the Company to the Directors under the Scheme during the period under review was set out in the paragraph headed "Share Options" above.
- (b) Pursuant to the Roly's Scheme, the Directors and employees of the Group may, at the discretion of the directors of Roly International, the ultimate holding company of the Company, be granted options to subscribe for shares of Roly International. Movement of the options granted by Roly International to the Directors during the period under review was as follows:

**權益披露** (續)

**董事購買股份或債券之權利**

- (a) 本公司於本回顧期間內根據該計劃授予董事之購股權變動，載於上文「購股權」一段。
- (b) 根據全威計劃，董事及本集團僱員可按本公司最終控股公司全威國際董事酌情決定獲授可認購全威國際股份之購股權。於本回顧期間內全威國際授予董事之購股權變動如下：

Name of Directors	Date of grant	Options granted by Roly International	Exercise price per share (US\$)	Exercise period
		Number of underlying shares of Roly International comprised in the options		
董事姓名	授出日期	全威國際授出之購股權 購股權涉及之全威國際 相關股份數目	每股行使價 (美元)	行使期限
		Outstanding as at 1 May 2005 and 31 October 2005		
		於二零零五年五月一日 及二零零五年十月三十一日 尚未行使		
WANG Lu Yen 王祿閻	23/08/2004	1,600,000	0.248	23/08/2005 – 22/08/2010
Steven Julien FENIGER 范倚棋	22/11/2002 30/03/2004	600,000 200,000	0.138 0.321	22/11/2003 – 21/11/2008 30/03/2005 – 29/03/2010
		800,000		
KHOO Kim Cheng 邱錦宗	07/03/2002 22/11/2002 09/05/2003 30/03/2004	2,000,000 1,500,000 2,000,000 1,200,000	0.130 0.138 0.151 0.321	07/03/2004 – 06/03/2010 22/11/2003 – 21/11/2008 09/05/2004 – 08/05/2009 30/03/2005 – 29/03/2010
		6,700,000		

## Disclosure of Interests (continued)

### Directors' rights to acquire shares or debentures (continued)

(c) On 29 April 2004, Roly International issued bonus warrants carrying the right to subscribe for new ordinary shares of US\$0.10 each in the capital of Roly International to its shareholders whose names were on the register of members of Roly International as at 26 April 2004 on the basis of one bonus warrant for every four existing ordinary shares of Roly International held by them. Each bonus warrant entitles the holder to subscribe for one new share at the exercise price of S\$0.75 at any time during the period commencing on 29 April 2004 and expiring on 28 April 2009. Particulars of the warrants issued to the Directors and remained outstanding as at 31 October 2005 were as follows:

Name of Directors	Capacity	Warrants issued by Roly International Number of underlying shares of Roly International outstanding as at 1 May 2005 and 31 October 2005 全威國際發行之認股權證 於二零零五年五月一日及二零零五年十月三十一日 尚未行使之相關全威國際股份數目
董事姓名	身份	
WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	5,050,000
	Interest of spouse (Note 1) 配偶之權益 (附註1)	87,500
	Interest of controlled corporation (Note 2) 受控制法團之權益 (附註2)	30,310,875
Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	350,000
FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	750,000
KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	543,000
KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	161,250

#### Notes:

- (1) These warrants in Roly International were held by Mrs. WANG LIAW Bin Bin, the wife of Mr. WANG Lu Yen.
- (2) These warrants in Roly International were held by Megastar Holdings Limited, the entire issued share capital of which is owned by Mr. WANG Lu Yen. Mr. WANG Lu Yen is a director of Megastar Holdings Limited.

## 權益披露 (續)

### 董事購買股份或債券之權利 (續)

(c) 於二零零四年四月二十九日，全威國際發行紅利認股權證予二零零四年四月二十六日名列全威國際股東名冊之股東，紅利認股權證附有認購全威國際股本中每股面值0.10美元之新普通股之權利，每持有四股全威國際現有普通股，即可獲得一份紅利認股權證。每份紅利認股權證可供持有人於二零零四年四月二十九日至二零零九年四月二十八日期間，以行使價0.75新加坡元認購一股新股。於二零零五年十月三十一日，董事已獲發行而尚未行使之認股權證詳情如下：

**Warrants issued by Roly International**  
**Number of underlying shares of Roly International**  
**outstanding as at 1 May 2005 and 31 October 2005**  
全威國際發行之認股權證  
於二零零五年五月一日及二零零五年十月三十一日  
尚未行使之相關全威國際股份數目

#### 附註：

- (1) 該等全威國際認股權證由王祿閻先生之妻子廖彬彬女士持有。
- (2) 該等全威國際認股權證由Megastar Holdings Limited持有，Megastar Holdings Limited之全部已發行股本由王祿閻先生擁有。王祿閻先生為Megastar Holdings Limited董事。

**Disclosure of Interests** (continued)

**Directors' rights to acquire shares or debentures** (continued)

Other than as disclosed above, at no time during the period under review was the Company, or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

**Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO**

**(a) Substantial shareholders of the Company**

As at 31 October 2005, the following shareholders (other than the Directors and chief executive of the Company whose interests and short positions in the shares and underlying shares of the Company are set out above) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of substantial shareholders	Capacity	Number of shares of the Company held (Note 1)	Approximate percentage of interest as at 31 October 2005
主要股東名稱	身份	持有之本公司股份數目 (附註1)	於二零零五年 十月三十一日 之概約權益百分比
RGS Holdings Limited	Beneficial owner 實益擁有人	437,340,000 (L)	65.64%
Roly International 全威國際 (Note 2) (附註2)	Interest of controlled corporation 受控制法團之權益	437,340,000 (L)	65.64%
Arisaig Greater China Fund Limited	Beneficial owner 實益擁有人	56,254,000 (L)	8.44%
Arisaig Partners (Mauritius) Limited (Note 3) (附註3)	Investment manager 投資經理	56,254,000 (L)	8.44%
Lindsay William Ernest COOPER (Note 4) (附註4)	Interest of controlled corporation 受控制法團之權益	56,254,000 (L)	8.44%

**權益披露** (續)

**董事購買股份及債券之權利** (續)

除上文所披露者外，於本回顧期間任何時間，本公司或其任何控股公司、同系附屬公司或附屬公司概無參與訂立任何安排以使董事可藉購入本公司或任何其他法團之股份或債券而獲取利益。

**主要股東及須根據證券及期貨條例XV部披露彼等之權益之其他人士**

**(a) 本公司之主要股東**

於二零零五年十月三十一日，下列股東（其於本公司之股份及相關股份之權益及淡倉已載於上文之本公司董事及行政總裁除外）於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

## Disclosure of Interests (continued)

### Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO

(continued)

#### (a) Substantial shareholders of the Company (continued)

Notes:

1. The letter "L" represents the entity's interests in the shares.
2. The entire issued share capital of RGS Holdings Limited is owned by Roly International.
3. Arisaig Partners (Mauritius) Limited is the fund manager of Arisaig Greater China Fund Limited.
4. Mr. Lindsay William Ernest COOPER owns 100% interest in Madeleine Ltd which in turn owns 33.33% interest in Arisaig Partners (Holdings) Ltd. Arisaig Partners (Holdings) Ltd, through its wholly owned subsidiary Arisaig Partners (BVI) Limited, owns 100% interest in Arisaig Partners (Mauritius) Limited.

#### (b) Other persons who are required to disclose their interests pursuant to Part XV of the SFO

Save as disclosed in the paragraph headed "Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations" and paragraph (a) above, as at 31 October 2005, no other person had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

## 權益披露 (續)

### 主要股東及須根據證券及期貨條例XV部披露彼等之權益之其他人士 (續)

#### (a) 本公司之主要股東 (續)

附註：

1. 「L」乃指實體於股份之權益。
2. RGS Holdings Limited 之全部已發行股本乃由全威國際擁有。
3. Arisaig Partners (Mauritius) Limited 為 Arisaig Greater China Fund Limited 之基金經理。
4. Lindsay William Ernest COOPER 先生擁有 Madeleine Ltd 之 100% 權益，而 Madeleine Ltd 則擁有 Arisaig Partners (Holdings) Ltd 之 33.33% 權益。Arisaig Partners (Holdings) Ltd 透過其全資附屬公司 Arisaig Partners (BVI) Limited 擁有 Arisaig Partners (Mauritius) Limited 之 100% 權益。

#### (b) 根據證券及期貨條例第XV部須披露權益之其他人士

除「董事於本公司及其相聯法團之股份、相關股份及債券中之權益」一段及上文第(a)段所披露者外，於二零零五年十月三十一日，概無其他人士於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

### Interim Dividend

The Directors have declared the payment of an interim dividend of 2.70 HK cents per share in respect of the six months ended 31 October 2005 and such interim dividend will be paid on or about 12 January 2006 in cash to shareholders whose names appear on the register of members of the Company on 5 January 2006.

### Closure of Register of Members

The register of members of the Company will be closed from 3 January 2006 to 5 January 2006, both days inclusive. In order to qualify for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4.30 p.m. on 30 December 2005.

### Purchase, Sale or Redemption of Shares

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the period under review.

### Review of Results

The unaudited results of the Group for the six months ended 31 October 2005 have been reviewed by the external auditors of the Company in accordance with Statement of Auditing Standards No. 700 "Engagements to Review Interim Financial Reports" issued by the Hong Kong Institute of Certified Public Accountants. The audit committee, comprising the three independent non-executive Directors referred to below, has reviewed with management and the Company's external auditors the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters. The audit committee has also discussed with the external auditors the interim audit committee report issued by the external auditors in relation to their review of the Company's interim financial report.

The audit committee has also reviewed the terms and conditions of connected transactions of the Company took place during the period under review.

### 中期股息

董事會已宣派截至二零零五年十月三十一日止六個月之中期股息每股2.70港仙，有關中期股息將於二零零六年一月十二日或該日前後以現金派付予二零零六年一月五日名列本公司股東名冊之股東。

### 暫停辦理股份過戶登記手續

本公司將由二零零六年一月三日至二零零六年一月五日（首尾兩日包括在內）暫停辦理股份過戶登記手續。股東如欲獲取中期股息，須於二零零五年十二月三十日下午四時三十分前，將所有填妥之過戶表格連同有關股票送交本公司之香港股份過戶登記分處標準証券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。

### 買賣或贖回股份

於本回顧期間，本公司及其任何附屬公司概無買賣或贖回本公司任何股份。

### 審閱業績

本集團截至二零零五年十月三十一日止六個月之未經審核業績，已經由本公司之外聘核數師根據香港會計師公會頒佈之核數準則第700號「審閱中期財務報告之職責」審閱。審核委員會（成員為下述三位獨立非執行董事）已與管理層及本公司之外聘核數師檢討本集團採用之會計準則及慣例，並討論核數、內部控制及財務申報事宜。審核委員會亦已與外聘核數師討論後者就審閱本公司之中期財務報告而發出之中期審核委員會報告。

審核委員會亦已審閱本公司於本回顧期間進行之關連交易之條款及條件。

## Corporate Governance

The Company has adopted most of the Code Provisions as stated in Appendix 14 to the Listing Rules as the Code on Corporate Governance Practices (“Code”) of the Company.

During the six months ended 31 October 2005, the Company has complied with the Code Provisions of the Code, except for the following deviations:

### 1. Code Provision B.1.3

The terms of reference of the remuneration committee were in compliance with the Code Provisions except modifications have been made to Code Provision B.1.3 (a) such that the remuneration committee has the power to do such things and to approve all matters in relation to compensation regarding all the Directors and the senior management of the Group in accordance with the terms and conditions of their respective agreement/contract with the Company, or as the case may be, the relevant subsidiary of the Company and Code Provision B.1.3 (b) has been deleted. In addition, the remuneration committee is also delegated to exercise all the powers of the Board in relation to the share option scheme of the Company.

Management considers that the remuneration committee can better serve its functions under the modified terms of reference of the remuneration committee set out above (“Modified Terms”) as its duties under the Modified Terms are more extensive and onerous than those prescribed in the Code Provisions. The Company therefore proposes that the remuneration committee shall continue to abide by the provisions of the Modified Terms in the future.

### 2. Code Provision B.1.4

Code Provision B.1.4 provides that the remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board. The terms of reference of the remuneration committee are available for inspection upon request at the Company’s head office and principal place of business in Hong Kong and will be posted on the Company’s website by the end of the current financial year.

## 公司管治

本公司已採納上市規則附錄十四所載之大部分守則條文，作為本公司的企業管治常規守則（「守則」）。

於二零零五年十月三十一日止六個月內，本公司一直遵守該等守則條文，惟以下偏離除外：

### 1. 守則條文第B.1.3條

薪酬委員會之職權範圍乃符合守則條文之規定，惟已對守則條文第B.1.3(a)條作出修訂除外，據此薪酬委員會有權根據有關人員與本公司或（視乎情況而定）其有關附屬公司訂立協議／合約之條款與條件，處理及批准有關本集團所有董事及高級管理層之薪酬事宜，並已刪除守則條文第B.1.3(b)條。此外，薪酬委員會亦獲授權就本公司之購股權計劃行使董事會之一切權力。

管理層認為，薪酬委員會在上文所載之經修訂薪酬委員會職權範圍（「經修訂職權範圍」）下可更有效地履行其職能，原因是其職責在經修訂職權範圍下較守則條文所規定者涵蓋範圍更為廣泛及嚴謹。因此，本公司建議薪酬委員會日後應繼續遵守經修訂職權範圍之規定。

### 2. 守則條文第B.1.4條

守則條文第B.1.4條規定，薪酬委員會應編製其職權範圍、解釋其角色及董事會授予其之權力。薪酬委員會之職權範圍可應要求在本公司之總辦事處及香港主要營業地點查閱，並將於本財政年度年結前刊登在本公司網站上。



## Corporate Governance (continued)

### 3. Code Provision C.3.4

Code Provision C.3.4 provides that the audit committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board. The terms of reference of the audit committee are available for inspection upon request at the Company's head office and principal place of business in Hong Kong and will be posted on the Company's website by the end of the current financial year.

### 4. Code Provision E.1.2

Code Provision E.1.2 provides that the chairman of the Board should attend the annual general meeting of the Company. It has always been the intention of the Company to comply with this Code Provision. However, due to unexpected business commitment, Mr. WANG Lu Yen, the chairman of the Board, was unable to attend the annual general meeting of the Company held on 19 August 2005.

## Model Code for Securities Transactions by Directors of Listed Issuers

The Company has adopted the Model Code. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code regarding directors' securities transactions throughout the six months ended 31 October 2005.

By Order of the Board

**WANG Lu Yen**  
Chairman

Hong Kong, 14 December 2005

## 公司管治 (續)

### 3 守則條文第C.3.4條

守則條文第C.3.4條規定，審核委員會應編製其職權範圍、解釋其角色及董事會授予其之權力。審核委員會之職權範圍可應要求在本公司之總辦事處及香港主要營業地點查閱，並將於本財政年度年結前刊登在本公司網站上。

### 4. 守則條文第E.1.2條

守則條文第E.1.2條規定，董事會主席須出席本公司之股東週年大會。本公司原擬遵守此一守則條文，惟由於有未能預料之公務纏身，董事會主席王祿閻先生未能出席本公司於二零零五年八月十九日舉行之股東週年大會。

## 上市發行人董事進行證券交易之標準守則

本公司已採納標準守則。經向本公司全體董事作出特定查詢後，彼等均確認，於截至二零零五年十月三十一日止六個月內已遵守標準守則載列有關董事進行證券交易之規定標準。

承董事會命

**王祿閻**  
主席

香港，二零零五年十二月十四日