

董事會報告書 Directors' Report

董事謹提呈截至二零零五年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為一家投資控股公司，其附屬公司之主要業務載於綜合財務報表附註38。

業績及分派

本集團截至二零零五年十二月三十一日止年度之業績載於本年報第40頁之綜合收入報表。

截至二零零四年十二月三十一日止九個月之末期股息為每股3.75港仙，共計約11,329,000港元，已於年內派付予股東。董事會現建議向二零零六年六月二十二日名列股東名冊上之股東派發截至二零零五年十二月三十一日止年度之末期股息每股1港仙。

投資物業

本集團之投資物業於二零零五年十二月三十一日由獨立物業估值師按公開市場價值作出重估。公平值增加200,000港元，已納入收入報表中。有關詳情載於綜合財務報表附註17。

廠房及設備

本集團於年內之廠房及設備之變動詳情載於綜合財務報表附註16。

股本

本公司於年內之股本變動詳情載於綜合財務報表附註28。

本公司之可供分派儲備

董事認為，本公司於二零零五年十二月三十一日可用以分派予股東之儲備包括股份溢價、實繳盈餘及累計溢利總額 226,497,000港元(二零零四年十二月三十一日：283,190,000港元)。

根據百慕達一九八一年公司法(經修訂)，本公司之實繳盈餘可用以分派。然而，在下列情況下，本公司不得以實繳盈餘宣派或派發股息或作出分派：

The directors present their annual report and the audited consolidated financial statements for the year ended 31st December, 2005.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 38 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2005 are set out in the consolidated income statement on page 40 of the annual report.

A final dividend for the nine months ended 31st December, 2004 of HK3.75 cents per share, amounting to approximately HK\$11,329,000 was paid to the shareholders during the year. The directors now recommend the payment of a final dividend of HK1 cent per share, for the year ended 31st December, 2005, to the shareholders on the register of members on 22nd June, 2006.

INVESTMENT PROPERTY

At 31st December, 2005, the Group's investment property was revalued by an independent property valuer on an open market basis. The increase in fair value of HK\$200,000 has been credited to the consolidated income statement. Details are set out in note 17 to the consolidated financial statements.

PLANT AND EQUIPMENT

Details of the movements during the year in the plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of movements during the year in share capital of the Company are set out in note 28 to the consolidated financial statements.

DISTRIBUTABLE RESERVE OF THE COMPANY

In the opinion of the directors, the Company's reserves available for distribution to shareholders as at 31st December, 2005 consisted of share premium, contributed surplus and accumulated profits totalling HK\$226,497,000 (31st December, 2004: HK\$283,190,000).

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

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| <p>(a) 於付款後無法或將無法支付到期之負債；或</p> <p>(b) 其資產之可變現價值因而少於其負債與其已發行股本及股份溢價賬之總和。</p> | <p>(a) it is, or would after payment be, unable to pay its liabilities as they become due; or</p> <p>(b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.</p> |
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董事

本公司於本年度及直至本報告書刊發日期止之董事如下：

執行董事：

劉小鷹先生 (主席)
羅習之先生
田定康先生 (於二零零五年三月十日辭任)

非執行董事：

馮靄業先生
盧永逸先生

獨立非執行董事：

鄭永勝先生
廖國輝先生
霍偉明先生

根據本公司之公司細則第87條，盧永逸先生及羅習之先生將於應屆股東週年大會上任滿告退，惟彼等合乎資格並願膺選連任。

各擬於應屆股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立於一年內不可由本集團毋須補償 (法定補償除外) 而予以終止之服務合約。

每位非執行董事及獨立非執行董事之任期乃直至其根據本公司之公司細則輪值告退為止之年間。

DIRECTORS

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

Executive directors:

Mr. Lau Siu Ying (*Chairman*)
Mr. Luo Xi Zhi
Mr. Tin Ding Hong, William (*resigned on 10th March, 2005*)

Non-executive directors:

Mr. Fung Oi Ip, Alfonso
Mr. Lo Wing Yat

Independent non-executive directors:

Mr. Chang Wing Seng, Victor
Mr. Liu Kwok Fai, Alvan
Mr. Fok Wai Ming, Eddie

In accordance with clause 87 of the Company's bye-laws, Messrs. Lo Wing Yat and Luo Xi Zhi shall retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

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

The term of office of each of the non-executive directors and independent non-executive directors is the year up to his retirement by rotation in accordance with the Company's bye-laws.

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董事於證券之權益

於二零零五年十二月三十一日，按照本公司依據香港證券及期貨條例（「證券及期貨條例」）第352條所設存名冊之記錄或根據上市公司董事進行證券交易之標準守則（「標準守則」）本公司及香港聯合交易所有限公司（「聯交所」）接獲之通知，董事及彼等之聯繫人士擁有本公司及其相聯法團股本之權益如下：

DIRECTORS' INTERESTS IN SECURITIES

At 31st December, 2005, the interests of the directors and their associates in the share capital of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Hong Kong Securities and Futures Ordinance ("SFO"), or as notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

董事姓名 Name of director	身份 Capacity	持有之普通股數目 Number of ordinary shares held (附註) (Note)	佔本公司已發行 股本百分比 Percentage of the issued share capital of the Company
劉小鷹先生 Mr. Lau Siu Ying	以信託持有 Held by trust	211,500,013	70%

附註：該等股份由在英屬處女群島註冊成立之公司 Future 2000 Limited 持有，而該公司由一信託人持有。有關全權信託之受益人包括劉小鷹先生、其配偶及其子女。

Note: These shares are held by Future 2000 Limited, a company incorporated in the British Virgin Islands which in turn is held by a trust. The beneficiaries of the discretionary trust include Mr. Lau Siu Ying, his spouse and his children.

上文披露之權益指於本公司或其相聯法團之股份之長倉。

The interest disclosed above represents long positions in the shares of the Company or its associated corporations.

除上文披露者外，董事或彼等之聯繫人士於二零零五年十二月三十一日概無擁有本公司或其任何相聯法團（定義見證券及期貨條例）任何證券之權益或淡倉。

Save as disclosed above, none of the directors nor their associates, had any interests or short positions in any securities of the Company or any of its associated corporations as defined in the SFO at 31st December, 2005.

購股權

本公司購股權計劃之詳情載於綜合財務報表附註29。自該計劃採納以來概無任何購股權授出。

SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 29 to the consolidated financial statements. No options have been granted since the adoption of the scheme.

年內，一家附屬公司向一名僱員授出購股權。有關詳情載於綜合財務報表附註29。

A subsidiary granted an option to an employee during the year. Details are set out in note 29 to the consolidated financial statements.

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董事購買股份或債券之權利

於年內任何時間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，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。董事、彼等之配偶或未滿18歲之子女於年內概無擁有任何可認購本公司證券之權利或曾行使任何該等權利。

董事於重大合約之權益

本公司董事在本公司或其任何附屬公司於年終或年內任何時間已訂立之重大合約中，概無擁有直接或間接之重大權益。

主要股東

於二零零五年十二月三十一日，按照本公司依據證券及期貨條例第336條所設存之主要股東名冊列示，本公司獲下列股東知會其在本公司已發行股本中之相關權益。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or its holding 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. None of the directors, their spouses or children under the age of 18 had any rights to subscribe for the securities of the Company or had exercised any such rights during the year.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or its holding company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsist at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2005, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, the following shareholder had notified the Company of relevant interests in the issued share capital of the Company.

主要股東姓名 Name of substantial shareholder	身份 Capacity	持有之普通股數目 Number of ordinary shares held (附註) (Note)	佔本公司已發行 股本百分比 Percentage of the issued share capital of the Company
李偉先生 Mr. Lee Wai, Timothy	受控制法團持有 Held by controlled entity	211,500,013	70%

附註：根據證券及期貨條例，由於李偉先生有權於Future 2000 Limited之股東大會上行使三分之一以上投票權，故被視為於Future 2000 Limited擁有權益之股份中擁有權益。

Note: Under the SFO, Mr. Lee Wai, Timothy is deemed to have interests in the shares of the Company which Future 2000 Limited has interests as he is entitled to exercise more than one-third of the voting power at general meetings of Future 2000 Limited.

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委任獨立非執行董事

董事會已收到各獨立非執行董事按照聯交所證券上市規則(「上市規則」)第3.13條就其獨立性而提交之確認函。本公司認為，所有獨立非執行董事均屬獨立人士。

優先購買權

本公司之公司細則或百慕達法例並無優先購買權之條文，致使本公司須按比例向現有股東提呈發售新股。

購買、出售或贖回本公司之上市證券

於年內，本公司及其附屬公司概無購買、出售或贖回本公司之任何上市證券。

主要客戶及供應商

於年內，向本集團五大客戶作出之銷售額合共佔本集團銷售總額不足30%。

向本集團五大供應商作出之採購額於年內合共約佔本集團採購總額之99%，而向本集團最大供應商作出之採購額約佔89%。

於年內任何時間，董事、彼等之聯繫人士或據董事所知任何擁有本公司已發行股本5%以上之本公司股東概無擁有本集團五大供應商或客戶任何一位之實際權益。

公司管治

本公司由於年內一直遵從當時生效之上市規則附錄十四所載之最佳應用守則。

本公司已採納上市規則附錄十所載之標準守則，作為其董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事均已聲明彼等於年內一直遵守標準守則。

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on the Stock Exchange (the "Listing Rules"). The Company considers all of the independent non-executive directors are independent.

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.

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

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

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's five largest customers during the year was less than 30% of total turnover.

The aggregate purchases attributable to the Group's five largest suppliers during the year comprised approximately 99% of the Group's total purchases and the purchases attributable to the Group's largest supplier was approximately 89%.

At no time during the year did a director, an associate of a director or a shareholder of the Company which to the knowledge of the directors, own more than 5% of the Company's issued share capital, had a beneficial interest in any of the Group's five largest suppliers.

CORPORATE GOVERNANCE

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 of the Listing Rules which were then in force.

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by directors. Having made specific enquiry of all directors, all directors declared that they have complied with the Model Code throughout the year.

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關連交易

於二零零五年十二月二十九日，Well Force International Inc. (「Well Force」)、長遠智揚(控股)有限公司(「長遠智揚」)及 Synergy Technologies (Asia) Limited (「Synergy Technologies」)已完成一項重組，列載如下：

- 本公司以2,032,000港元之代價向Well Force收購Synergy Technologies之49%股權；及
- 本公司以2,032,349港元之代價向Well Force出售長遠智揚之46%股權。

於重組前，Well Force乃一家附屬公司之少數股東。

有關上述交易之進一步詳情載於本公司於二零零六年一月二十日刊發之通函內。

酬金政策

本集團之僱員酬金政策由薪酬委員會設立，並以僱員之功績、資歷及才幹為基準。

本公司董事之酬金由薪酬委員會就本公司之經營業績、個人表現及類似市場數據而決定。

本公司已採納一項購股權計劃作為給予董事及合資格僱員之獎勵，計劃之詳情載於綜合財務報表附註29。

足夠公眾持股量

本公司於截至二零零五年十二月三十一日止年度內一直維持足夠的公眾持股量。

墊款予實體

於二零零五年十二月三十一日，本集團作出予廣州市遠揚通訊設備有限公司(其為本集團之客戶)之應收貿易賬款全額約為18,348,000港元。

應收貿易賬款為無抵押、免息及按要求還款，並且源於本集團之日常業務中向客戶銷售移動電話所產生。

CONNECTED TRANSACTIONS

On 29th December, 2005, the Company, Well Force International Inc. ("Well Force"), Synergy Pacific (Holding) Limited ("Synergy Pacific") and Synergy Technologies (Asia) Limited ("Synergy Technologies") completed a restructuring as follows:

- the Company purchased 49% equity interest in Synergy Technologies from Well Force for a consideration of HK\$2,032,000; and
- the Company disposed of 46% equity interest in Synergy Pacific to Well Force for a consideration of HK\$2,032,349.

Well Force was a minority shareholder in a subsidiary prior to the restructuring.

Further details of the above transactions are set out in a circular dated 20th January, 2006 issued by the Company.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in note 29 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st December, 2005.

ADVANCE TO AN ENTITY

As at 31st December, 2005, the amount of trade receivable from 廣州市遠揚通訊設備有限公司, being a customer of the Group, amounted to approximately HK\$18,348,000.

The trade receivable, which is unsecured, interest free and repayable on demand, resulted from the sales of mobile phones in the ordinary course of business.

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核數師

本公司將於股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

劉小鷹

主席

香港，二零零六年四月二十五日

AUDITORS

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

Lau Siu Ying

Chairman

Hong Kong, 25th April 2006