

## Report of the Directors 董事會報告

The Board has the pleasure of presenting the report together with the audited accounts (“the “Accounts”) of the Group for the year ended 31 March 2006.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of computer casings, office automation products, moulds, plastic and metal parts (together referred to as “Metal and Plastic Business”) and provision of electronic manufacturing services business (“EMS Business”).

The Group’s turnover by principal product category and geographical locations together with their respective operating profit for the year ended 31 March 2006 is analysed as follows:

#### 1. By principal product category:

董事會謹此呈上本集團截至二零零六年三月三十一日止年度之報告及經審核帳目（「帳目」）。

### 主要業務

本公司之主要業務為投資控股，其附屬公司主要從事製造及銷售電腦外殼、辦公室文儀產品、模具、塑膠及金屬部件（統稱「五金塑膠業務」）及提供電子專業代工服務。

本集團按主要產品及地區之營業額及經營溢利截至二零零六年三月三十一日止年度之分析如下：

#### 1. 按主要產品分析：

#### The year ended 31 March 2006 截至二零零六年三月三十一日止之年度

		<b>Metal and Plastic Business 五金塑膠 業務 HK\$'000 千港元</b>	<b>EMS Business 電子專業 代工業務 HK\$'000 千港元</b>	<b>Elimination 抵銷 HK\$'000 千港元</b>	<b>Total 合共 HK\$'000 千港元</b>
Turnover	營業額				
External	外部	1,431,428	2,161,313	–	3,592,741
Inter-segment	內部	109,723	–	(109,723)	–
Segment results	分部業績	161,917	52,122	–	214,039
Other operating income	其他經營收入				14,628
Operating profit	經營溢利	–	–		228,667
Finance costs	財務成本	–	–		(24,531)
Taxation	稅項	–	–		(17,757)
Profit attributable to equity holders of the Company	股權持有人應佔溢利	–	–		186,379

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## PRINCIPAL ACTIVITIES (Cont'd)

### 1. By principal product category: (Cont'd)

## 主要業務 (續)

### 1. 按主要產品分析：(續)

The year ended 31 March 2005  
截至二零零五年三月三十一日止之年度

		Metal and Plastic Business 五金塑膠 業務 HK\$'000 千港元 (Restated) (重列)	EMS Business 電子專業 代工業務 HK\$'000 千港元 (Restated) (重列)	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元 (Restated) (重列)
Turnover	營業額				
External	外部	1,172,806	1,390,384	–	2,563,190
Inter-segment	內部	63,238	–	(63,238)	–
Segment results	分部業績	121,262	45,157		166,419
Other operating income	其他經營收入	–	–		12,311
Operating profit	經營溢利	–	–		178,730
Share of loss of an associated company	應佔聯營 公司虧損	–	(10,234)		(10,234)
Finance costs	財務成本	–	–		(8,720)
Taxation	稅項	–	–		(13,203)
Profit attributable to equity holders of the Company	股權持有人 應佔溢利	–	–		146,573

# Report of the Directors 董事會報告

## PRINCIPAL ACTIVITIES (Cont'd)

## 主要業務 (續)

### 2. By geographical locations\*:

### 2. 按地區\*：

the year ended 31 March 2006  
截至二零零六年三月三十一日止之年度

		Japan	Asia (excluding Japan) 亞洲 (不包括 日本)	North America	Western Europe	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	243,253	1,494,003	600,095	1,255,390	3,592,741
Segment results	分部業績	17,187	66,316	60,955	69,581	214,039

the year ended 31 March 2005  
截至二零零五年三月三十一日止之年度

		Japan	Asia (excluding Japan) 亞洲 (不包括 日本)	North America	Western Europe	Total
		HK\$'000 千港元 (Restated) (重列)	HK\$'000 千港元 (Restated) (重列)	HK\$'000 千港元 (Restated) (重列)	HK\$'000 千港元 (Restated) (重列)	HK\$'000 千港元 (Restated) (重列)
Turnover	營業額	227,879	1,096,507	429,867	808,937	2,563,190
Segment results	分部業績	16,406	47,810	40,950	61,253	166,419

\* Turnover by geographical locations is determined on the basis of the destination of delivery of merchandise.

\* 按地區分析之營業額是以貨品運送的目的地來決定。

# Report of the Directors 董事會報告

## RESULTS AND APPROPRIATIONS

Details of the Group's results for the year ended 31 March 2006 are set out in the consolidated profit and loss account on page 124 of this annual report.

An interim dividend of HK9 cents per ordinary share was paid during the Year. The Directors have recommended the payment of a final dividend of HK13 cents and a special dividend of HK3 cents per share for the Year.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in Note 15 to the Accounts.

## SHARE CAPITAL

Details of the share capital of the Company are set out in Notes 21 to the Accounts.

## RESERVES AND RETAINED PROFIT

Movements in reserves and retained profit of the Group and the Company during the Year are set out in Note 23 to the Accounts.

As at 31 March 2006, the Company's reserves of approximately HK\$262,463,000 representing the contributed surplus, retained profit and proposed dividends were available for distribution to the Company's shareholders.

## DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$561,000.

## 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 year.

## 業績與分派

本集團截至二零零六年三月三十一日止年度之業績，詳載於本年報第一百二十四頁之綜合損益表內。

本財政年度已派發中期息每普通股9港仙。董事會現建議派發末期股息為每股13港仙及特別股息每股3港仙。

## 物業、廠房及設備

在本財政年度內之固定資產變動情況詳載於帳目附註15。

## 股本

本公司股本情況詳載於帳目附註21。

## 儲備與保留溢利

本集團及本公司在本年度之儲備保留溢利變動情況載於帳目附註23。

截至二零零六年三月三十一日止，本公司可供分派予本公司股東的儲備約262,463,000港元，為繳入盈餘、保留溢利及擬派股息。

## 捐款

本集團於本年度進行之慈善及其他捐款達561,000港元。

## 購買、出售或贖回股份

本公司及其附屬公司在本年度內概無購買、出售或贖回本公司任何股份。

## SHARE OPTIONS SCHEMES

### The Old Scheme

The old share option scheme of the Company (the “Old Scheme”) was adopted on 27 November 1996 pursuant to which share options were granted to employees and executive directors of the Company or its subsidiaries. No further options can be, or have been, issued under the Old Scheme from 21 May 2002, the date of adoption of the new share option scheme of the Company (the “New Scheme”) and termination of the Old Scheme. Details of the Old Scheme are summarised herein below:

- (i) The participants of the Old Scheme include any eligible employee (including any executive directors) of the Company and its subsidiaries;
- (ii) The total number of shares may be issued by the Company if all options which had been granted under the Old Scheme have been exercised is 36,000,000 which represents 8.75% of the existing issued share capital of the Company as at the date of this report;
- (iii) The maximum entitlement of any eligible employee, when aggregated with shares issued and issuable under all options granted to him, must not exceed 25% of the aggregated number of shares for the time being issued and issuable under the Old Scheme;
- (iv) An option may be exercised in accordance with the terms of the Old Scheme at any time during a period to be notified by the Board to each grantee and in any event shall be not later than ten years from 1 December 1996;
- (v) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;

## 購股權計劃

### 舊計劃

本公司舊有的購股權計劃（「舊計劃」）於一九九六年十一月二十七日採納。本公司及其任何附屬公司的僱員及執行董事曾據舊計劃之條款獲授購股權。於二零零二年五月二十一日，舊計劃已被終止及一新購股權計劃（「新計劃」）獲採納，據此，本公司不可亦未有再根據舊計劃授出購股權。舊計劃之詳細資料摘要如下：

- (i) 舊計劃參與人包括本公司或其附屬公司的任何合資格僱員（包括任何執行董事）；
- (ii) 根據舊計劃已授出的所有購股權若然行使，本公司可發行之股份總數為36,000,000股，相當於本報告日期本公司現行已發行股本之8.75%；
- (iii) 每名合資格僱員可得購股權數目上限（行使其獲授購股權的已發行及可發行股份總數）不得超過根據舊計劃當時已發行及可予發行之股份總數之25%；
- (iv) 獲授人可根據董事會通知每名獲授人有關其購股權的個別行使期內任何時間，按舊計劃的條款行使其購股權，惟不得超過由一九九六年十二月一日起計十年年期；
- (v) 獲授人在接納購股權時須支付十港元作為獲授購股權之代價，款項概不退回；

## SHARE OPTIONS SCHEMES (Cont'd)

### The Old Scheme (Cont'd)

- (vi) The subscription price payable upon exercising any particular option granted is determined based on a formula:  $P = N \times E_p$ , where "P" is the subscription price; "N" is the number of shares to be subscribed; and "E<sub>p</sub>" is the exercise price of the higher of (a) the nominal value of the shares; or (b) 80% of the average closing prices of the shares of the Company quoted on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the last five trading days;
- (vii) The Old Scheme was terminated on 21 May 2002 but in all other respects the provisions of the Old Scheme remain in force and all options granted prior to its termination shall continue to be valid and exercisable in accordance therewith;
- (viii) Details of share option movements during the year ended 31 March 2006 under the Old Scheme are as follows:

## 購股權計劃 (續)

### 舊計劃 (續)

- (vi) 根據每項獲授予購股權在行使時認購本公司股份之價格乃按下列算式釐定： $P = N \times E_p$ ，其中「P」為認購價；「N」為認購之股份數目；「E<sub>p</sub>」為行使價以認購一股本公司股份之價格；惟至少必須為以下之較高者：(a) 本公司股份之面值；或(b)緊接授予購股權日期之前五個交易日香港聯合交易所有限公司(「聯交所」)股份在聯交所之平均收市價之80%；
- (vii) 舊計劃已於二零零二年五月二十一日終止，惟舊計劃之任何條文仍然有效，及所有在舊計劃終止前授出之購股權會繼續有效並可據此繼續行使；
- (viii) 根據舊計劃於截至二零零六年三月三十一日止年度之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of Share Options				
						Outstanding at 31 March 2005	Granted during the Year	Exercised during the Year	Lapsed/cancelled during the Year	Outstanding at 31 March 2006
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	二零零五年三月三十一日尚未行使 ('000) (千)	於本年度獲授予 ('000) (千)	於本年度行使 ('000) (千)	於本年度失效/取消 ('000) (千)	二零零六年三月三十一日尚未行使 ('000) (千)
Employees 員工	20/09/2000	0.300	20/09/2000-30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2001-30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2002-30/11/2006	0.35	-	200	-	-	-	200
	20/09/2000	0.300	21/09/2003-12/08/2006	0.35	-	320	-	-	-	320

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## SHARE OPTIONS SCHEMES (Cont'd)

### The Old Scheme (Cont'd)

(ix) Details of share option movements during the period between 1 April 2006 to 15 June 2006 under the Old Scheme are as follows:

## 購股權計劃 (續)

### 舊計劃 (續)

(ix) 根據舊計劃於二零零六年四月一日至六月十五日止之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of Share Options 購股權數目				Outstanding at 15 June 2006
						Outstanding at 31 March 2006	Granted during the period from 1 April 2006 to 15 June 2006	Exercised during the period from 1 April 2006 to 15 June 2006	Lapsed/cancelled during the period from 1 April 2006 to 15 June 2006	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	之價格 (HK\$) (港元)	之價格 (HK\$) (港元)	於 二零零六年 三月三十一日 尚未行使 (千)	於 二零零六年 四月一日至 六月十五日 獲授予 (千)	於 二零零六年 四月一日至 六月十五日 行使 (千)	於 二零零六年 四月一日至 六月十五日 失效/取消 (千)	於 二零零六年 六月十五日 尚未行使 (千)
Employees 員工	20/09/2000	0.300	20/09/2000- 30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2001- 30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2002- 30/11/2006	0.35	-	200	-	-	-	200
	20/09/2000	0.300	21/09/2003- 12/08/2006	0.35	-	320	-	-	-	320

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme

The New Scheme was adopted on 21 May 2002 to comply with the new requirements of Chapter 17 of the Listing Rules effected on 1 September 2001. Details of the New Scheme are summarised herein below:

- (i) The purpose of the New Scheme is to provide incentives or rewards to eligible participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity (as defined in the New Scheme);
- (ii) The participants of the New Scheme include any employee, director (including executive and non-executive director of the Group), shareholder, supplier, customer, consultant, adviser, other service provider, partner and business or strategic alliance partner of the Group or any Invested Entity (as defined in the New Scheme) or any discretionary trust whose discretionary objects may be any of the above persons;
- (iii) The total number of shares may be issued by the Company if all options granted under the New Scheme have been exercised is 30,724,000 which represents 7.5% of the existing issued share capital of the Company at the date of this report;

## 購股權計劃 (續)

### 新計劃

新計劃於二零零二年五月二十一日採納，以符合二零零一年九月一日生效之上市規則第十七章之新規定。新計劃之詳細摘要如下：

- (i) 新計劃旨在鼓勵或獎勵合資格參與者對本集團作出貢獻及／或有助本集團招聘及挽留能幹之僱員，以及吸納對本集團與任何投資對象（按《新計劃》定義）有價值之人才；
- (ii) 董事局可絕對酌情授購股權予新計劃之參與人，包括本集團之任何僱員或董事（包括本集團之執行及非執行董事）、股東、供應商、客戶、顧問、諮詢人、其他服務供應商、任何合營企業夥伴、業務或策略性聯盟合夥人以認購本公司之股份或任何投資對象（按《新計劃》定義）或彼等為全權託管受益人之任何全權信託；
- (iii) 根據新計劃已授出的所有購股權若然行使，本公司可發行之股份總數為30,724,000股，相當於本報告日期本公司現行已發行股本之7.5%；



## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

- (iv) The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Company at the date of adoption of the New Scheme and thereafter, if refreshed shall not exceed 10% of the shares in issue as at the date of approval of the refreshed limit by the Company's shareholders. The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time;
- (v) Unless approved by shareholders in general meeting, no participants shall be granted an option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted to such participant in any 12-month period up to the date of the latest grant would exceed 1% of the issued share capital of the Company from time to time. Options granted to a substantial shareholder or an independent non-executive director in excess of 0.1% of the Company's share capital in issue for the time being and with a value in excess of HK\$5,000,000 must be approved in advance by the Company's shareholders;
- (vi) An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be notified by the Board to each grantee. Unless otherwise determined by the Board at its sole discretion, there is no requirement of a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised;

## 購股權計劃 (續)

### 新計劃 (續)

- (iv) 除非獲得股東大會批准，否則參與人在截至最近一次獲授購股權之前之任何12個月內，其根據新計劃已獲授及將獲授購股權而獲發或將獲發之股份之總數不得超過採納新計劃當日之已發行股份數目之10%，及其後如獲更新，將不會超逾由股東批准更新當日已發行股份數目之10%。因行使根據新計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權而可予以發行之股份數目上限，不得超逾不時已發行股份之30%；
- (v) 除非獲得股東大會批准，否則因授予每名參與者之購股權在獲行使而已發行及將予發行之股份數目，在任何12個月內不得超逾已發行股份之1%。倘每名主要股東或獨立非執行董事獲授之購股權合共佔本公司當時已發行股份逾0.1%；或根據授出購股權當日聯交所每日價表所報股份之收市價計算，總值超逾5,000,000港元，則授予購股權之建議必須事先經股東批准；
- (vi) 每名獲授人可按新計劃之條款於董事會向其通知之行使期內行使購股權。除董事會酌情考慮外，行使購股權時並無任何最少持有期限或工作表現目標要求之規限；

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

- (vii) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;
- (viii) The subscription price payable upon exercising any particular option granted under the New Scheme is determined based on a formula:  $P = N \times E_p$ , where "P" is the subscription price; "N" is the number of shares to be subscribed; and "E<sub>p</sub>" is the exercise price of the highest of (a) the nominal value of a share in the Company on the date of grant; (b) the closing price of shares of the Company on the Stock Exchange, as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (c) the average of the closing prices of shares of the Company on the Stock Exchange on the five trading days immediately preceding the date of grant and as adjusted pursuant to the clauses of the New Scheme; and
- (ix) The life of the New Scheme is until the tenth anniversary of the adoption date of the New Scheme.

## 購股權計劃 (續)

### 新計劃 (續)

- (vii) 獲授人在接納購股權時須支付十港元作為獲授購股權之代價，款項概不退回；
- (viii) 根據每項獲授予購股權在行使時認購本公司股份的價格乃按下列算式釐定： $P = N \times E_p$ ，其中「P」為認購價；「N」為認購之股份數目；「E<sub>p</sub>」為行使價以認購一股本公司股份之價格；惟至少必須為以下之較高者：(a) 本公司股份的面值；或(b) 本公司股份在聯交所之收市價，以有關購股權授予日聯交所日報表所示者為準；或(c) 緊接授予購股權日期之前五個交易日本公司股份在聯交所之平均收市價或按新計劃條款所調整之行使值；及
- (ix) 新計劃之有效期為其獲採納當日起計直至十週年當日。

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## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(x) Details of share option movements during the year ended 31 March 2006 under the New Scheme are as follows:

## 購股權計劃 (續)

### 新計劃 (續)

(x) 根據新計劃於截至二零零六年三月三十一日止年度之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Number of Share Options					
					Price at exercise date of options	Outstanding at 31 March 2005	Granted during the Year	Exercised during the Year	Lapsed/cancelled during the Year	Outstanding at 31 March 2006
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	於二零零五年三月三十一日尚未行使 (千)	於本年度獲授予 (千)	於本年度行使 (千)	於本年度失效/取消 (千)	於二零零六年三月三十一日尚未行使 (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	280	-	-	-	280
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	560	-	-	-	560
	07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	560	-	-	-	560
Mr. Kwok Wing Kin, Francis 郭永堅先生	01/11/2002	1.65	01/01/2003-31/10/2012	1.65	3.18 (AVG平均)	750	-	(700)	-	50
	01/11/2002	1.65	01/01/2004-31/10/2012	1.65	-	750	-	-	-	750
	27/04/2004	1.90	01/01/2005-26/04/2014	1.86	-	160	-	-	-	160
	27/04/2004	1.90	01/01/2006-26/04/2014	1.86	-	320	-	-	-	320
	27/04/2004	1.90	01/01/2007-26/04/2014	1.86	-	320	-	-	-	320
	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	200	-	-	-	200
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	400	-	-	-	400
	07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	400	-	-	-	400

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(x) (Cont'd)

## 購股權計劃 (續)

### 新計劃 (續)

(x) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價 (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權授出日前之價格 (HK\$) (港元)	Price at exercise date of options 於購股權行使日之價格 (HK\$) (港元)	Number of Share Options 購股權數目				
						Outstanding at 31 March 2005 於二零零五年三月三十一日尚未行使 (千)	Granted during the Year 於本年度獲授予 (千)	Exercised during the Year 於本年度行使 (千)	Lapsed/cancelled during the Year 於本年度失效/取消 (千)	Outstanding at 31 March 2006 於二零零六年三月三十一日尚未行使 (千)
Mr. Lee Shu Ki 李樹琪先生	01/11/2002	1.65	01/01/2003-31/10/2012	1.65	-	200	-	-	-	200
	01/11/2002	1.65	01/01/2004-31/10/2012	1.65	-	300	-	-	-	300
	27/04/2004	1.90	01/01/2005-26/04/2014	1.86	-	80	-	-	-	80
	27/04/2004	1.90	01/01/2006-26/04/2014	1.86	-	160	-	-	-	160
	27/04/2004	1.90	01/01/2007-26/04/2014	1.86	-	160	-	-	-	160
	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	200	-	-	-	200
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	400	-	-	-	400
	07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	400	-	-	-	400

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(x) (Cont'd)

## 購股權計劃 (續)

### 新計劃 (續)

(x) (續)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Number of Share Options					
					Price at exercise date of options	Outstanding at 31 March 2005	Granted during the Year	Exercised during the Year	Lapsed/cancelled during the Year	Outstanding at 31 March 2006
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	二零零五年三月三十一日尚未行使 ('000) (千)	於本年度獲授予 ('000) (千)	於本年度行使 ('000) (千)	於本年度失效/取消 ('000) (千)	二零零六年三月三十一日尚未行使 ('000) (千)
Mr. Wong Shun Pang 黃順鵬先生	01/11/2002	1.65	01/01/2003-31/10/2012	1.65	-	100	-	-	-	100
	01/11/2002	1.65	01/01/2004-31/10/2012	1.65	-	200	-	-	-	200
	01/12/2003	2.475	01/08/2005-30/11/2013	2.425	-	100	-	-	(100)	-
	01/12/2003	2.475	01/01/2006-30/11/2013	2.425	-	200	-	-	-	200
	01/12/2003	2.475	01/01/2007-30/11/2013	2.425	-	200	-	-	-	200
	27/04/2004	1.90	01/01/2005-26/04/2014	1.86	-	160	-	-	-	160
	27/04/2004	1.90	01/01/2006-26/04/2014	1.86	-	120	-	-	-	120
	27/04/2004	1.90	01/01/2007-26/04/2014	1.86	-	120	-	-	-	120
	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	200	-	-	-	200
Ms. Ho Po Chu 何寶珠女士	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	400	-	-	-	400
	07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	400	-	-	-	400
	07/02/2005	3.35	01/07/2005-06/02/2015	3.325	-	800	-	-	-	800

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(x) (Cont'd)

## 購股權計劃 (續)

### 新計劃 (續)

(x) (續)

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價 (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權授出日前之價格 (HK\$) (港元)	Price at exercise date of options 於購股權行使日之價格 (HK\$) (港元)	Number of Share Options 購股權數目				
						Outstanding at 31 March 2005 二零零五年三月三十一日尚未行使 (‘000) (千)	Granted during the Year 於本年度獲授予 (‘000) (千)	Exercised during the Year 於本年度行使 (‘000) (千)	Lapsed/cancelled during the Year 於本年度失效/取消 (‘000) (千)	Outstanding at 31 March 2006 二零零六年三月三十一日尚未行使 (‘000) (千)
(ii) Other Eligible Participants 其他合資格參與者										
Employees 員工	22/05/2002	1.30	22/05/2002-12/08/2006	1.30	-	100	-	-	-	100
	22/05/2002	1.30	22/05/2002-21/05/2012	1.30	3.25	200	-	(100)	-	100
	22/05/2002	1.30	22/05/2003-21/05/2012	1.30	3.25	100	-	(100)	-	-
	01/11/2002	1.65	01/01/2003-31/10/2012	1.65	3.38 (AVG平均)	1,070	-	(650)	-	420
	01/11/2002	1.65	01/01/2004-31/10/2012	1.65	3.45 (AVG平均)	2,080	-	(530)	-	1,550
	01/12/2003	2.475	01/08/2005-30/11/2013	2.425	-	2,282	-	-	(2,282)	-
	01/12/2003	2.475	01/01/2006-30/11/2013	2.425	2.97 (AVG平均)	4,554	-	(120)	(320)	4,114
	01/12/2003	2.475	01/01/2007-30/11/2013	2.425	-	4,524	-	-	(360)	4,164
	27/04/2004	1.90	01/01/2005-26/04/2014	1.86	3.21 (AVG平均)	1,352	-	(396)	(60)	896
	27/04/2004	1.90	01/01/2006-26/04/2014	1.86	2.95	510	-	(150)	-	360
	27/04/2004	1.90	01/01/2007-26/04/2014	1.86	-	280	-	-	-	280
	01/02/2005	3.15	01/01/2006-31/01/2015	3.15	-	1,090	-	-	(112)	978
	01/02/2005	3.15	01/01/2007-31/01/2015	3.15	-	2,180	-	-	(224)	1,956
	01/02/2005	3.15	01/01/2008-31/01/2015	3.15	-	2,180	-	-	(224)	1,956
	07/02/2005	3.35	01/07/2005-06/02/2015	3.325	-	1,800	-	-	-	1,800
	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	880	-	-	-	880
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	1,760	-	-	-	1,760
07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	1,760	-	-	-	1,760	

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## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(xi) Details of share option movements during the period between 1 April 2006 to 15 June 2006 under the New Scheme are as follows:

## 購股權計劃 (續)

### 新計劃 (續)

(xi) 根據新計劃於二零零六年四月一日至六月十五日止之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of Share Options				Outstanding at 15 June 2006
						Outstanding at 31 March 2006	Granted during the period from 1 April 2006 to 15 June 2006	Exercised during the period from 1 April 2006 to 15 June 2006	Lapsed/cancelled during the period from 1 April 2006 to 15 June 2006	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	於二零零六年三月三十一日尚未行使 ('000) (千)	於二零零六年四月一日至六月十五日獲授予 ('000) (千)	於二零零六年四月一日至六月十五日行使 ('000) (千)	於二零零六年四月一日至六月十五日失效/取消 ('000) (千)	於二零零六年六月十五日尚未行使 ('000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	280	-	-	-	280
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	560	-	-	-	560
	07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	560	-	-	-	560
Mr. Kwok Wing Kin, Francis 郭永堅先生	01/11/2002	1.65	01/01/2003-31/10/2012	1.65	-	50	-	-	-	50
	01/11/2002	1.65	01/01/2004-31/10/2012	1.65	-	750	-	-	-	750
	27/04/2004	1.90	01/01/2005-26/04/2014	1.86	-	160	-	-	-	160
	27/04/2004	1.90	01/01/2006-26/04/2014	1.86	-	320	-	-	-	320
	27/04/2004	1.90	01/01/2007-26/04/2014	1.86	-	320	-	-	-	320
	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	200	-	-	-	200
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	400	-	-	-	400
07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	400	-	-	-	400	

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## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(xi) (Cont'd)

## 購股權計劃 (續)

### 新計劃 (續)

(xi) (續)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of Share Options 購股權數目				Outstanding at 15 June 2006	
						Outstanding at 31 March 2006	Granted during the period from 1 April 2006 to 15 June 2006	Exercised during the period from 1 April 2006 to 15 June 2006	Lapsed/cancelled during the period from 1 April 2006 to 15 June 2006		
姓名	授出日期	行使價 (HK\$) (港元)	行使期	之價格 (HK\$) (港元)	之價格 (HK\$) (港元)	尚未行使 (千)	於 二零零六年 三月三十一日 尚未行使 (千)	於 二零零六年 四月一日至 六月十五日 獲授予 (千)	於 二零零六年 四月一日至 六月十五日 行使 (千)	於 二零零六年 四月一日至 六月十五日 失效/取消 (千)	尚未行使 (千)
Mr. Lee Shu Ki 李樹琪先生	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	-	200	-	-	-	-	200
	01/11/2002	1.65	01/01/2004- 31/10/2012	1.65	-	300	-	-	-	-	300
	27/04/2004	1.90	01/01/2005- 26/04/2014	1.86	-	80	-	-	-	-	80
	27/04/2004	1.90	01/01/2006- 26/04/2014	1.86	-	160	-	-	-	-	160
	27/04/2004	1.90	01/01/2007- 26/04/2014	1.86	-	160	-	-	-	-	160
	07/02/2005	3.35	01/01/2007- 06/02/2015	3.325	-	200	-	-	-	-	200
	07/02/2005	3.35	01/01/2008- 06/02/2015	3.325	-	400	-	-	-	-	400
	07/02/2005	3.35	01/01/2009- 06/02/2015	3.325	-	400	-	-	-	-	400



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## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(xi) (Cont'd)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of Share Options				Outstanding at 15 June 2006
						Outstanding at 31 March 2006	Granted during the period from 1 April 2006 to 15 June 2006	Exercised during the period from 1 April 2006 to 15 June 2006	Lapsed/cancelled during the period from 1 April 2006 to 15 June 2006	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	之價格 (HK\$) (港元)	之價格 (HK\$) (港元)	尚未行使 (千)	獲授予 (千)	行使 (千)	失效/取消 (千)	尚未行使 (千)
Mr. Wong Shun Pang 黃順鵬先生	01/11/2002	1.65	01/01/2003-31/10/2012	1.65	2.95	100	-	(100)	-	-
	01/11/2002	1.65	01/01/2004-31/10/2012	1.65	2.95	200	-	(50)	-	150
	01/12/2003	2.475	01/01/2006-30/11/2013	2.425	-	200	-	-	-	200
	01/12/2003	2.475	01/01/2007-30/11/2013	2.425	-	200	-	-	-	200
	27/04/2004	1.90	01/01/2005-26/04/2014	1.86	-	160	-	-	-	160
	27/04/2004	1.90	01/01/2006-26/04/2014	1.86	-	120	-	-	-	120
	27/04/2004	1.90	01/01/2007-26/04/2014	1.86	-	120	-	-	-	120
	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	200	-	-	-	200
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	400	-	-	-	400
07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	400	-	-	-	400	
Ms. Ho Po Chu 何寶珠女士	07/02/2005	3.35	01/07/2005-06/02/2015	3.325	-	800	-	-	-	800

## 購股權計劃 (續)

### 新計劃 (續)

(xi) (續)

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## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

(xi) (Cont'd)

## 購股權計劃 (續)

### 新計劃 (續)

(xi) (續)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of Share Options 購股權數目				Outstanding at 15 June 2006
						Outstanding at 31 March 2006	Granted during the period from 1 April 2006 to 15 June 2006	Exercised during the period from 1 April 2006 to 15 June 2006	Lapsed/cancelled during the period from 1 April 2006 to 15 June 2006	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	二零零六年三月三十一日尚未行使 ('000) (千)	於二零零六年四月一日至六月十五日獲授予 ('000) (千)	於二零零六年四月一日至六月十五日行使 ('000) (千)	於二零零六年四月一日至六月十五日失效/取消 ('000) (千)	二零零六年六月十五日尚未行使 ('000) (千)
(ii) Other Eligible Participants 其他合資格參與者										
Employees 員工	22/05/2002	1.30	22/05/2002-12/08/2006	1.30	-	100	-	-	-	100
	22/05/2002	1.30	22/05/2002-21/05/2012	1.30	-	100	-	-	-	100
	01/11/2002	1.65	01/01/2003-31/10/2012	1.65	2.88	420	-	(100)	-	320
	01/11/2002	1.65	01/01/2004-31/10/2012	1.65	2.91 (AVG平均)	1,550	-	(300)	-	1,250
	01/12/2003	2.475	01/01/2006-30/11/2013	2.425	2.93 (AVG平均)	4,114	-	(480)	-	3,634
	01/12/2003	2.475	01/01/2007-30/11/2013	2.425	-	4,164	-	-	-	4,164
	27/04/2004	1.90	01/01/2005-26/04/2014	1.86	2.95	896	-	(80)	-	816
	27/04/2004	1.90	01/01/2006-26/04/2014	1.86	-	360	-	-	-	360
	27/04/2004	1.90	01/01/2007-26/04/2014	1.86	-	280	-	-	(40)	240
	01/02/2005	3.15	01/01/2006-31/01/2015	3.15	-	978	-	-	-	978
	01/02/2005	3.15	01/01/2007-31/01/2015	3.15	-	1,956	-	-	-	1,956
	01/02/2005	3.15	01/01/2008-31/01/2015	3.15	-	1,956	-	-	-	1,956
	07/02/2005	3.35	01/07/2005-06/02/2015	3.325	-	1,800	-	-	-	1,800
	07/02/2005	3.35	01/01/2007-06/02/2015	3.325	-	880	-	-	-	880
	07/02/2005	3.35	01/01/2008-06/02/2015	3.325	-	1,760	-	-	-	1,760
	07/02/2005	3.35	01/01/2009-06/02/2015	3.325	-	1,760	-	-	-	1,760

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

A professional actuarial firm has been invited to perform a valuation of the share options granted under the share option schemes.

According to the Hong Kong Financial Reporting Standard 2 ("HKFRS2"), the cost of share based transactions should be recognised as an expense over the period from the date of grant until they are exercisable by the receiver of such payment. The expense required to be reported for share options granted on or before 31 March 2006 would be estimated as follows:

	Financial Year						
	財政年度						
	2003/04	2004/05	2005/06	2006/07	2007/08	2008/09	Total
							合計
P&L expenses (HK\$'000)	768	4,718	7,311	3,379	1,511	436	18,123
損益賬支出(千港元)							

There are several relevant measures that may be considered to assess the financial impact of the share option schemes, including the expense of share-based transactions under generally accepted financial reporting standards (e.g., HKFRS2). The expense of the share-based transactions attributes the expense of share-based transaction over the period from the original transaction date (i.e., grant date) to the date when the recipient's entitlement to the payment has been fully realized (i.e., vested).

In assessing the value of the share options granted during the year ended 31 March 2006 and the expense of share-based transactions under HKFRS2 requirement, the Binomial option pricing model (the "Binomial model") has been used. The Binomial Model is one of the generally most accepted methods used to calculate the value of options and expense of share-based transactions.

## 購股權計劃 (續)

### 新計劃 (續)

一間專業估值公司獲邀評估本公司之購股權價值和費用。

根據香港財務報告準則第二號(「HKFRS2」)，購股權於授出日期的公平值須於有關的權益期內攤銷，攤銷支出從損益賬戶扣除。有關於二零零六月三月三十一日或以前授出的購股權所產生的損益賬支出遂評估如下：

現時有數種計量方法可以考慮用作評估購股權計劃對財務報表的影響，包括於普遍採納的財務報告標準(如HKFRS2)下以股份支付的交易的有關支出。至於以股份支付的交易的相關支出則會於有關權益期內(即不同財政年度內)攤銷。

HKFRS2規定下以股份支付的交易的相關支出乃使用二項式期權定價模式(「二項式模式」)評估。「二項式模式」乃計算購股權價值及股份支付的交易的有關支出最為普遍接納之方法之一。

# Report of the Directors 董事會報告

## SHARE OPTIONS SCHEMES (Cont'd)

### The New Scheme (Cont'd)

The parameters of the Binomial Model include the risk free rate, dividend yield, exit rate and trigger price multiple. The risk free rate has made reference to the yield Exchange Fund Notes as at the grant date. The dividend yield makes reference to the dividend history and it is assumed that the grantee will exercise the option in accordance with their sub-optimal exercise policy.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and there was no restriction against such rights under the laws of Bermuda.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 207 of this annual report.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

## SUBSIDIARIES

Particulars of the subsidiaries of the Company are set out in Note 16 to the Accounts.

## BANK LOANS AND OVERDRAFTS

Particulars of bank loans and overdrafts of the Group as at 31 March 2006 are set out in Notes 24 to the Accounts.

## 購股權計劃 (續)

### 新計劃 (續)

二項式模式之參數包括購股權之無風險利率、股息回報率、提早行使購股權和價格波動等因素。無風險利率乃參照香港外匯基金票據之回報率。股息回報率乃反映有關過往紀錄及假設授讓者將根據次佳行使政策行使購股權。

## 優先權

本公司章程細則規定概無載有本公司須按比例向現有股東發行新股之優先權條文，而百慕達法例中亦無限制有關優先權之條文。

## 五年財務概要

本集團過去五個財政年度之業績及資產與負債摘要載於本年報第二百零七頁。

## 管理合約

本年度內，本公司概無就整體業務或任何重大業務之管理或行政工作訂立任何合約，亦無存有此等合約。

## 附屬公司

本公司各附屬公司之詳情，載於帳目附註16。

## 銀行貸款與透支

本集團於二零零六年三月三十一日之銀行貸款與透支詳情列於帳目附註24。

# Report of the Directors 董事會報告

## DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

### Executive Directors

Mr. Ho Cheuk Fai (*Chairman & Chief Executive Officer*)

Mr. Ho Cheuk Ming (*Deputy Chairman & Chief Operating Officer*)

Mr. Kwok Wing Kin, Francis (*Deputy Chairman*)

Mr. Lee Shu Ki

Mr. Wong Shun Pang

Mr. Tam Wing Hung (*Resigned on 13 February 2006*)

### Independent Non-executive Directors

Mr. So Wai Chun

Mr. Chan Sui Sum, Raymond

Mr. Fong Hoi Shing

The Independent Non-executive Directors are appointed for specific terms and hold office until 30 June 2006, 4 February 2007 and 6 December 2006 respectively, subject to extension.

In the spirit of good corporate governance practices, Mr. Ho Cheuk Fai, the chairman of the Board, will voluntarily retire from office at the forthcoming annual general meeting notwithstanding that he is not required by the Bye-laws of the Company to do so. In accordance with Bye-Law 87 of the Company's Bye-Laws, Messrs. Ho Cheuk Ming and Lee Shu Ki will retire from office by rotation at the forthcoming annual general meeting. All such Directors, being eligible, offer themselves for re-election.

## 董事會

本年度內及截至本年報日期止，在任之董事如下：

### 執行董事

何焯輝先生 (*主席兼行政總裁*)

何卓明先生 (*副主席兼營運總裁*)

郭永堅先生 (*副主席*)

李樹琪先生

黃順鵬先生

談永雄先生

(於二零零六年二月十三日辭任)

### 獨立非執行董事

蘇偉俊先生

陳瑞森先生

方海城先生

本公司獨立非執行董事之任期均以特定年期委任，其任期分別於二零零六年六月三十日、二零零七年二月四日及二零零六年十二月六日屆滿，延期除外。

然而，為建立良好的企業管治，董事會主席何焯輝先生自願在即將舉行之股東週年大會上退任，儘管本公司章程細則並無這樣的要求。按照本公司章程細則第87條規定，何卓明先生及李樹琪先生將於即將舉行之股東週年大會上輪席退任。所有該等董事為有資格並願意膺選連任。

# Report of the Directors 董事會報告

## DIRECTORS' SERVICE CONTRACTS

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 terminable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which any of the Group companies was a party and in which a Director was materially interested, either directly or indirectly, subsisted at the end of the Year or at any time during the Year.

## CONNECTED TRANSACTIONS

Upon the expiry of the previous lease agreement on 17 November 2005, a new lease agreement (the "Lease Agreement") dated 16 November 2005 was entered into between Kings Lion Development Limited ("Kings Lion") as landlord and Karrie Industrial Company Limited ("Karrie Industrial"), a wholly-owned subsidiary of the Company, as tenant for the lease of a portion (being 26,573 square feet in gross floor area) of 9th Floor, Southeast Industrial Building, 611-619 Castle Peak Road, Tsuen Wan, New Territories together with two car parking spaces in the same building at a monthly rental of HK\$111,607 (that is, at approximately HK\$4.2 per square foot) for a term of two years commencing on 18 November 2005.

Kings Lion is a connected person of the Company under Chapter 14A of the Listing Rules for the reason that Mr. Ho Cheuk Fai, a Director of the Company, together with his wife, control 100% of the voting power in general meeting and also control the board of Kings Lion. The transaction therefore constitutes a continuing connected transaction under Rule 14A.34 of the Listing Rules. Details of the transaction are set out in the announcement dated 16 November 2005 issued to the shareholders of the Company.

## 董事之服務合約

本公司並無與擬於股東週年大會上重選連任之董事訂立任何不可於一年內由本公司無償終止之服務合約(法定賠償除外)。

## 董事於合約之利益

本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司之業務而本公司董事直接或間接擁有重大利益之重要合約。

## 關連交易

在前租賃協議於二零零五年十一月十七日期滿時，勁獅發展有限公司(「勁獅」)(出租人)與嘉利產品有限公司(「嘉利產品」)(本公司之全資附屬公司)(承租人)於二零零五年十一月十六日就位於新界荃灣青山公路611-619號東南工業大廈九樓部份樓面(建築面積為26,573平方呎)連同兩個位於該大廈地下的車位訂立租賃協議(「租賃協議」)，月租111,607港元(即每平方呎約4.2港元)，為期兩年，租期由二零零五年十一月十八日起計。

根據《上市規則》第14A章，勁獅為本公司之關連人士，因本公司董事何焯輝先生連同其妻子控制勁獅之股東大會100%投票權及其董事會。該交易遂根據《上市規則》第十四A章第三十四條構成持續關連交易。有關交易詳情乃刊登在本公司於二零零五年十一月十六日向股東發出之公佈內。

## Report of the Directors 董事會報告

### CONNECTED TRANSACTIONS (Cont'd)

The Independent Non-executive Directors have reviewed the transaction and confirmed that the transaction has been entered into by the Group in the ordinary and usual course of its business and on normal commercial terms which are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company have reviewed the transaction, and have confirmed in a letter to the Directors stating that the transaction had been approved by the Board, was entered into in accordance with the terms of the Lease Agreement and had not exceeded the cap disclosed in the announcement of the Company dated 16 November 2005.

### 關連交易 (續)

獨立非執行董事已審閱上述交易，並確認此等交易乃在本集團之日常業務中進行，並按公平合理的正常之商業條款訂立，對本公司之股東有利。

本公司核數師檢討了有關交易，並在致董事的信函中列明有關交易已經董事會通過，乃根據租賃協議之條款訂立及交易的總額並沒有超越本公司於二零零五年十一月十六日刊發的公佈中披露的上限。

# Report of the Directors 董事會報告

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 March 2006

The interests of the Directors and chief executive in the shares and the underlying shares of the Company and any associated corporations (as defined in the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies are as follows:

### (A) Interests in the Company

## 董事及最高行政人員之股份權益

於二零零六年三月三十一日

本公司各董事及最高行政人員在本公司(及其相聯法團)(釋義見《證券及期貨條例》(「《證券條例》」))股本中擁有並已登記於本公司按證券條例第352條而存置之登記冊所載之權益,或根據《上市公司董事進行證券交易的標準守則》已知會本公司及聯交所之權益如下:

### (甲) 於本公司之權益

Number of ordinary shares of HK\$0.10 each  
每股面值0.10港元之普通股數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai	何焯輝先生	5,830,000	209,650,000 (Note 1) (附註一)	172,200,000 (Note 2) (附註二)	215,480,000	52.49
Mr. Ho Cheuk Ming	何卓明先生	8,100,000 (Note 3) (附註三)	-	172,200,000 (Note 2) (附註二)	180,300,000	43.92
Mr. Kwok Wing Kin, Francis	郭永堅先生	3,300,000 (Note 4) (附註四)	-	-	3,300,000	0.80
Mr. Lee Shu Ki	李樹琪先生	3,300,000 (Note 5) (附註五)	-	-	3,300,000	0.80
Mr. Wong Shun Pang	黃順鵬先生	2,610,000 (Note 6) (附註六)	-	-	2,610,000	0.64
Mr. Fong Hoi Shing	方海城先生	2,000	-	-	-	0.00
Ms. Ho Po Chu	何寶珠女士	37,450,000 (Note 7) (附註七)	178,030,000 (Note 7) (附註七)	172,200,000 (Note 2) (附註二)	215,480,000	52.49



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

### (A) Interests in the Company (Cont'd)

Notes:

1. The personal interests of Mr. Ho Cheuk Fai comprise 5,830,000 ordinary shares. Mr. Ho Cheuk Fai is deemed to be interested in (a) 37,450,000 shares held by his spouse, Ms. Ho Po Chu, as beneficial owner and (b) 172,200,000 shares in which his children under 18 are interested. Such 172,200,000 shares in which his children under 18 are interested are duplicated with his interests as a founder of the Ho Cheuk Fai Family Trust ("HCF Trust") in the same block of shares referred to in Note 2 below.
2. 172,200,000 shares are held by Pearl Court Company Limited ("Pearl Court") as trustee for a unit trust, the HCF Trust. Mr. Ho Cheuk Fai is deemed to be interested in these 172,200,000 shares as founder of the HCF Trust. Ho Po Chu is interested in these 172,200,000 shares by virtue of the fact that (a) she controls or exercises the control of one-third or more of the voting power at general meetings of Pearl Court; (b) she holds one unit in the HCF Trust; and (c) she is one of the discretionary objects of a discretionary trust known as Ho Wai Leung Memorial Trust ("HWL Trust"), the trust property of which comprises 9,999 units in the HCF Trust and in which Ms. Ho Po Chu, Mr. Ho Cheuk Ming and Mr. Ho Cheuk Fai's children under 18 are the discretionary objects. These 9,999 units of HCF Trust are held by HSBC International Trustee Limited ("HITL") as trustee for HWL Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu, their children under 18 and Mr. Ho Cheuk Ming in the 172,200,000 shares are duplicated with each other.
3. The personal interests of Mr. Ho Cheuk Ming comprise 6,700,000 ordinary shares and 1,400,000 outstanding share options.
4. The personal interests of Mr. Kwok Wing Kin, Francis comprise 700,000 ordinary shares and 2,600,000 outstanding share options.
5. The personal interests of Mr. Lee Shu Ki comprise 1,400,000 ordinary shares and 1,900,000 outstanding share options.
6. The personal interests of Mr. Wong Shun Pang comprise 510,000 ordinary shares and 2,100,000 outstanding share options.
7. The personal interests of Ms. Ho Po Chu comprise 36,650,000 ordinary shares and 800,000 outstanding share options. Ms. Ho Po Chu is also deemed to be interested in (a) 5,830,000 shares held by her spouse, Mr. Ho Cheuk Fai, as beneficial owner and (b) 172,200,000 shares in which her children under 18 are interested. Such 172,200,000 shares in which her children under 18 are interested are duplicated with her interests in the same block of shares referred to in Note 2 above.

## 董事及最高行政人員之股份權益 (續)

### (甲) 於本公司之權益 (續)

附註:

- 一、 何焯輝先生之個人權益由5,830,000股本公司普通股股份組成。何焯輝先生被視為持有(a)其配偶何寶珠女士作為實益擁有人持有之37,450,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何焯輝先生作為Ho Cheuk Fai Family Trust (「HCF Trust」)的成立人(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。
- 二、 172,200,000股股份由Pearl Court Company Limited (「Pearl Court」)以HCF Trust之單位信託之受託人持有。何焯輝先生作為HCF Trust之成立人，被視為持有該等172,200,000股股份之權益。何寶珠女士被視為持有該等172,200,000股股份之權益，因為(a)她於Pearl Court股東大會控制或行使控制三分之一或以上投票權；(b)她持有HCF Trust的一個單位；及(c)她作為一個名為Ho Wai Leung Memorial Trust (「HWL Trust」)酌情信託的酌情信託對象，該酌情信託持有HCF Trust之9,999單位，其酌情信託對象由何寶珠女士、何卓明先生及何焯輝先生未滿18歲的子女組成。該等9,999 HCF Trust之單位由HSBC International Trustee Limited (「HITL」)作為HWL Trust的受託人持有。故此，該等172,200,000股股份之權益，被視為何焯輝先生、何寶珠女士及其彼等未滿18歲的子女及何卓明先生之間重疊之同一權益。
- 三、 何卓明先生之個人權益由6,700,000股本公司普通股股份及1,400,000尚未行使之購股權組成。
- 四、 郭永堅先生之個人權益由700,000股本公司普通股股份及2,600,000尚未行使之購股權組成。
- 五、 李樹琪先生之個人權益由1,400,000股本公司普通股股份及1,900,000尚未行使之購股權組成。
- 六、 黃順鵬先生之個人權益由510,000股本公司普通股股份及2,100,000尚未行使之購股權組成。
- 七、 何寶珠女士之個人權益由36,650,000股本公司普通股股份及800,000尚未行使之購股權組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之5,830,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何寶珠女士(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES** (Cont'd)

董事及最高行政人員之股份權益 (續)

**(B) Interests and short positions in associated corporations**

(乙) 於相聯法團之權益

(i) Karrie Industrial Company Limited ("KICL")

(i) 嘉利產品有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	43,000	43,000 (Note 1) (附註一)	43,000 (Note 1) (附註一)	43,000	85.98% (Note 3) (附註三)	43,000 (Note 1) (附註一)	85.98% (Note 3) (附註三)
Ms. Ho Po Chu 何寶珠女士	7,000	7,000 (Note 1) (附註一)	7,000 (Note 1) (附註一)	7,000	13.99% (Note 2) (附註二)	7,000 (Note 1) (附註一)	13.99% (Note 2) (附註二)

(ii) Karpo Technologies Limited ("KTL")

(ii) 嘉寶科技有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	10,000	10,000 (Note 1) (附註一)	10,000 (Note 1) (附註一)	10,000	99.90% (Note 3) (附註三)	10,000 (Note 1) (附註一)	99.90% (Note 3) (附註三)

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

## 董事及最高行政人員之股份權益 (續)

### (B) Interests and short positions in associated corporations (Cont'd)

### (乙) 於相聯法團之權益 (續)

(iii) Karrie Industrial Holdings Limited ("KIHL")

(iii) Karrie Industrial Holdings Limited

#### Number of non-voting deferred shares of HK\$1 each 每股面值1港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)
Ms. Ho Po Chu 何寶珠女士	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)

Notes:

附註：

- Karrie International (B.V.I.) Limited ("KIBVI"), a direct wholly-owned subsidiary of the Company, has been granted options to acquire from Mr. Ho Cheuk Fai and Ms. Ho Po Chu their non-voting deferred shares in each of KICL, KTL and KIHL. Accordingly, KIBVI is taken to be interested in these non-voting deferred shares in respect of which Mr. Ho Cheuk Fai and Mr. Ho Po Chu have each created short positions. In addition, by virtue of (i) their interests in the Company; and (ii) the interests of their children under 18 in the Company, as referred to in Notes 1, 2 and 7 under the section headed "(A) Interests in the Company" above, Mr. Ho Cheuk Fai and Ms. Ho Po Chu are each deemed to be interested in the long positions that KIBVI has in these non-voting deferred shares. Such interests are duplicated with their personal interests in these non-voting deferred shares.
- The entire issued share capital of KICL comprises 50,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
- The entire issued share capital of KTL comprises 10,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
- The entire issued share capital of KIHL comprises 2 non-voting deferred shares of HK\$1 each and 10 ordinary shares of HK\$1 each.

- Karrie International (B.V.I.) Limited ("KIBVI"), 本公司之直接全資附屬公司，獲授予認購權以認購何焯輝先生和何寶珠女士於KICL, KTL及KIHL所持有的無投票權遞延股份。由於何焯輝先生和何寶珠女士因上述所授予認購權而各自產生有關之淡倉，KIBVI遂持有該等股份之權益。再者，於上述(甲)「於本公司之權益」中，因他們及其18歲以下的子女持有本公司之權益，何焯輝先生和何寶珠女士各自被視為持有KIBVI中該等股份之權益。該等權益跟其個人於這些股份的權益乃屬重複的。
- 嘉利產品已發行股份由50,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- 嘉寶科技已發行股份由10,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- KIHL已發行股份由2股每股面值1港元之無投票權遞延股份及10股每股面值1港元之普通股股份組成。

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

Save as disclosed above and under the heading "Share Option Schemes", none of the Directors, chief executives or their associates have any personal, family, corporate or other interests and short positions in the shares and the underlying shares of the Company or any of its associated corporations as defined in the SFO as at 31 March 2006.

#### As at 15 June 2006

The interests of the Directors and chief executive in the shares and the underlying shares of the Company and any associated corporations (as defined in the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies are as follows:

### 董事及最高行政人員之股份權益 (續)

除上文及根據「購股權計劃」中所披露外，各董事、最高行政人員或其聯繫人等於二零零六年三月三十一日在本公司或其相聯法團（釋義見《證券條例》）股份及相關股份中無持有任何個人、家屬、法團或其他權益或淡倉。

#### 於二零零六年六月十五日

本公司各董事及最高行政人員在本公司（及其相聯法團）（釋義見《證券及期貨條例》（「《證券條例》」））股本中擁有並已登記於本公司按證券條例第352條而存置之登記冊所載之權益，或根據《上市公司董事進行證券交易的標準守則》已知會本公司及聯交所之權益如下：

# Report of the Directors 董事會報告

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

## 董事及最高行政人員之股份權益 (續)

### (A) Interests in the Company

### (甲) 於本公司之權益

Number of ordinary shares of HK\$0.10 each  
每股面值0.10港元之普通股數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai	何焯輝先生	5,830,000	209,650,000 (Note 1) (附註一)	172,200,000 (Note 2) (附註二)	215,480,000	52.35
Mr. Ho Cheuk Ming	何卓明先生	8,100,000 (Note 3) (附註三)	–	172,200,000 (Note 2) (附註二)	180,300,000	43.80
Mr. Kwok Wing Kin, Francis	郭永堅先生	3,300,000 (Note 4) (附註四)	–	–	3,300,000	0.80
Mr. Lee Shu Ki	李樹琪先生	3,300,000 (Note 5) (附註五)	–	–	3,300,000	0.80
Mr. Wong Shun Pang	黃順鵬先生	2,610,000 (Note 6) (附註六)	–	–	2,610,000	0.63
Mr. Fong Hoi Shing	方海城先生	2,000	–	–	–	0.00
Ms. Ho Po Chu	何寶珠女士	37,450,000 (Note 7) (附註七)	178,030,000 (Note 7) (附註七)	172,200,000 (Note 2) (附註二)	215,480,000	52.35

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

### (A) Interests in the Company (Cont'd)

Notes:

1. The personal interests of Mr. Ho Cheuk Fai comprise 5,830,000 ordinary shares. Mr. Ho Cheuk Fai is deemed to be interested in (a) 37,450,000 shares held by his spouse, Ms. Ho Po Chu, as beneficial owner and (b) 172,200,000 shares in which his children under 18 are interested. Such 172,200,000 shares in which his children under 18 are interested are duplicated with his interests as a founder of the Ho Cheuk Fai Family Trust ("HCF Trust") in the same block of shares referred to in Note 2 below.
2. 172,200,000 shares are held by Pearl Court Company Limited ("Pearl Court") as trustee for a unit trust, the HCF Trust. Mr. Ho Cheuk Fai is deemed to be interested in these 172,200,000 shares as founder of the HCF Trust. Ho Po Chu is interested in these 172,200,000 shares by virtue of the fact that (a) she controls or exercises the control of one-third or more of the voting power at general meetings of Pearl Court; (b) she holds one unit in the HCF Trust; and (c) she is one of the discretionary objects of a discretionary trust known as Ho Wai Leung Memorial Trust ("HWL Trust"), the trust property of which comprises 9,999 units in the HCF Trust and in which Ms. Ho Po Chu, Mr. Ho Cheuk Ming and Mr. Ho Cheuk Fai's children under 18 are the discretionary objects. These 9,999 units of HCF Trust are held by HSBC International Trustee Limited ("HITL") as trustee for HWL Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu, their children under 18 and Mr. Ho Cheuk Ming in the 172,200,000 shares are duplicated with each other.
3. The personal interests of Mr. Ho Cheuk Ming comprise 6,700,000 ordinary shares and 1,400,000 outstanding share options.
4. The personal interests of Mr. Kwok Wing Kin, Francis comprise 700,000 ordinary shares and 2,600,000 outstanding share options.
5. The personal interests of Mr. Lee Shu Ki comprise 1,400,000 ordinary shares and 1,900,000 outstanding share options.
6. The personal interests of Mr. Wong Shun Pang comprise 660,000 ordinary shares and 1,950,000 outstanding share options.
7. The personal interests of Ms. Ho Po Chu comprise 36,650,000 ordinary shares and 800,000 outstanding share options. Ms. Ho Po Chu is also deemed to be interested in (a) 5,830,000 shares held by her spouse, Mr. Ho Cheuk Fai, as beneficial owner and (b) 172,200,000 shares in which her children under 18 are interested. Such 172,200,000 shares in which her children under 18 are interested are duplicated with her interests in the same block of shares referred to in Note 2 above.

## 董事及最高行政人員之股份權益 (續)

### (甲) 於本公司之權益 (續)

附註:

- 一、 何焯輝先生之個人權益由5,830,000股本公司普通股股份組成。何焯輝先生被視為持有(a)其配偶何寶珠女士作為實益擁有人持有之37,450,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何焯輝先生作為Ho Cheuk Fai Family Trust (「HCF Trust」)的成立人(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。
- 二、 172,200,000股股份由Pearl Court Company Limited (「Pearl Court」)以HCF之單位信託之受託人持有。何焯輝先生作為HCF Trust之成立人，被視為持有該等172,200,000股股份之權益。何寶珠女士被視為持有該等172,200,000股股份之權益，因為(a)她於Pearl Court股東大會控制或行使控制三分之一或以上投票權；(b)她持有HCF Trust的一個單位；及(c)她作為一個名為Ho Wai Leung Memorial Trust (「HWL Trust」)酌情信託的酌情信託對象，該酌情信託持有HCF Trust之9,999單位，其酌情信託對象由何寶珠女士、何卓明先生及何焯輝先生未滿18歲的子女組成。該等9,999 HCF Trust之單位由HSBC International Trustee Limited (「HITL」)作為HWL Trust的受託人持有。故此，該等172,200,000股股份之權益，被視為何焯輝先生、何寶珠女士及其彼等未滿18歲的子女及何卓明先生之間重疊之同一權益。
- 三、 何卓明先生之個人權益由6,700,000股本公司普通股股份及1,400,000尚未行使之購股權組成。
- 四、 郭永堅先生之個人權益由700,000股本公司普通股股份及2,600,000尚未行使之購股權組成。
- 五、 李樹琪先生之個人權益由1,400,000股本公司普通股股份及1,900,000尚未行使之購股權組成。
- 六、 黃順鵬先生之個人權益由660,000股本公司普通股股份及1,950,000尚未行使之購股權組成。
- 七、 何寶珠女士之個人權益由36,650,000股本公司普通股股份及800,000尚未行使之購股權組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之5,830,000股股份；及(b)其未滿18歲的子女擁有172,200,000股股份之權益。該等172,200,000股股份之權益，被視為何寶珠女士(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES** (Cont'd)

董事及最高行政人員之股份權益 (續)

**(B) Interests and short positions in associated corporations**

(乙) 於相聯法團之權益

(i) Karrie Industrial Company Limited ("KICL")

(i) 嘉利產品有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	43,000	43,000 (Note 1) (附註一)	43,000 (Note 1) (附註一)	43,000	85.98% (Note 3) (附註三)	43,000 (Note 1) (附註一)	85.98% (Note 3) (附註三)
Ms. Ho Po Chu 何寶珠女士	7,000	7,000 (Note 1) (附註一)	7,000 (Note 1) (附註一)	7,000	13.99% (Note 2) (附註二)	7,000 (Note 1) (附註一)	13.99% (Note 2) (附註二)

(ii) Karpo Technologies Limited ("KTL")

(ii) 嘉寶科技有限公司

Number of non-voting deferred shares of HK\$100 each  
每股面值100港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	10,000	10,000 (Note 1) (附註一)	10,000 (Note 1) (附註一)	10,000	99.90% (Note 3) (附註三)	10,000 (Note 1) (附註一)	99.90% (Note 3) (附註三)

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

## 董事及最高行政人員之股份權益 (續)

### (B) Interests and short positions in associated corporations (Cont'd)

### (乙) 於相聯法團之權益 (續)

(iii) Karrie Industrial Holdings Limited ("KIHL")

(iii) Karrie Industrial Holdings Limited

#### Number of non-voting deferred shares of HK\$1 each 每股面值1港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)
Ms. Ho Po Chu 何寶珠女士	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)

Notes:

附註：

- Karrie International (B.V.I.) Limited ("KIBVI"), a direct wholly-owned subsidiary of the Company, has been granted options to acquire from Mr. Ho Cheuk Fai and Ms. Ho Po Chu their non-voting deferred shares in each of KICL, KTL and KIHL. Accordingly, KIBVI is taken to be interested in these non-voting deferred shares in respect of which Mr. Ho Cheuk Fai and Mr. Ho Po Chu have each created short positions. In addition, by virtue of (i) their interests in the Company; and (ii) the interests of their children under 18 in the Company, as referred to in Notes 1, 2 and 7 under the section headed "(A) Interests in the Company" above, Mr. Ho Cheuk Fai and Ms. Ho Po Chu are each deemed to be interested in the long positions that KIBVI has in these non-voting deferred shares. Such interests are duplicated with their personal interests in these non-voting deferred shares.
- The entire issued share capital of KICL comprises 50,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
- The entire issued share capital of KTL comprises 10,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
- The entire issued share capital of KIHL comprises 2 non-voting deferred shares of HK\$1 each and 10 ordinary shares of HK\$1 each.

- Karrie International (B.V.I.) Limited ("KIBVI"), 本公司之直接全資附屬公司，獲授予認購權以認購何焯輝先生和何寶珠女士於KICL, KTL及KIHL所持有的無投票權遞延股份。由於何焯輝先生和何寶珠女士因上述所授予認購權而各自產生有關之淡倉，KIBVI遂持有該等股份之權益。再者，於上述(甲)「於本公司之權益」中，因他們及其18歲以下的子女持有本公司之權益，何焯輝先生和何寶珠女士各自被視為持有KIBVI中該等股份之權益。該等權益跟其個人於這些股份的權益乃屬重複的。
- 嘉利產品已發行股份由50,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- 嘉寶科技已發行股份由10,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- KIHL已發行股份由2股每股面值1港元之無投票權遞延股份及10股每股面值1港元之普通股股份組成。



# Report of the Directors 董事會報告

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

Save as disclosed above and under the heading "Share Option Schemes", none of the Directors, chief executives or their associates have any personal, family, corporate or other interests and short positions in the shares and the underlying shares of the Company or any of its associated corporations as defined in the SFO as at 15 June 2006.

## DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors had any interest in any business which competes with the business of the Group.

## SUBSTANTIAL SHAREHOLDERS

As at 31 March 2006

The interests or short positions of the persons (other than a Director or Chief Executive of the Company) in the shares or underlying shares of the Company as recorded in the register of interests kept by the Company under section 336 of the SFO are as follows:

## 董事及最高行政人員之股份權益 (續)

除上文及根據「購股權計劃」中所披露外，各董事、最高行政人員或其聯繫人等於二零零六年六月十五日在本公司或其相聯法團(釋義見《證券條例》)股份及相關股份中無持有任何個人、家屬、法團或其他權益或淡倉。

## 董事於競爭業務之權益

本公司各董事概無與本集團構成競爭之業務中擁有任何權益。

## 主要股東

於二零零六年三月三十一日

以下人士(不包括董事及本公司之最高行政人員)於本公司股份及相關股份中擁有根據本公司按《證券條例》第336條存置之權益登記冊之權益：

### Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目

Name of Shareholder 股東名稱	Personal interests 個人權益	Corporate/ Other interests 法團權益或 其他權益	Shareholding percentage 持股百分比
Pearl Court	172,200,000 (Note 1附註一)		41.95%
HITL	–	172,200,000 (Note 1附註一)	41.95%
Cheah Cheng Hye 謝清海先生	–	41,020,000 (Note 2附註二)	9.99%
Value Partners Limited ("VPL")	–	41,020,000 (Note 2附註二)	9.99%

# Report of the Directors 董事會報告

## SUBSTANTIAL SHAREHOLDERS (Cont'd)

Notes:

1. These 172,200,000 shares are held by Pearl Court as trustee for HCF Trust. HITL is deemed to be interested in these 172,200,000 shares held by Pearl Court by virtue of the fact that 9,999 of 10,000 units of HCF Trust are held by HITL as trustee for HWL Trust.
2. VPL is interested in 41,020,000 shares in the capacity of investment manager. Mr. Cheah Cheng Hye is interested in the same block of shares by virtue of his 32.77% shareholding in VPL.

Save as disclosed above, as at 31 March 2006, no person, other than the Directors and Chief Executive of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests in the Shares" above, had registered an interest or short position in the shares and underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

## ENCUMBRANCES ON SHARES

The Board wishes to disclose the following details for the purpose of sound corporate governance:

As disclosed in 2004/05 Interim Report, on 22 November 2004, the Company received a written statement (the "Statement") dated 22 November 2004 from Pearl Court, a substantial shareholder of the Company holding 172,200,000 ordinary shares of HK\$0.10 each in the share capital of the Company.

## 主要股東 (續)

附註：

- 一、 該等172,200,000股股份由Pearl Court作為HCF Trust之受託人持有。HITL被視為擁有該等由Pearl Court持有之172,200,000股股份之權益，因為HITL作為HWL Trust之受託人持有10,000個HCF Trust單位中之9,999個單位。
- 二、 VPL作為投資經理持有41,020,000股股份。由於謝清海先生持有VPL 32.77%之股權，故此他被視為擁有該等41,020,000股股份的權益。

除上文及董事及最高行政人員於「董事及最高行政人員之股份權益」中披露外，於二零零六年三月三十一日，並無人士需根據《證券條例》第336條登記其於本公司之股份及相關股份權益或淡倉記錄。

## 股份之產權負擔

董事會為加強公司管治而作出以下披露：

根據二零零四／零五中期報告之披露，本公司於二零零四年十一月二十二日收到本公司一主要股東Pearl Court Company Limited(「Pearl Court」)的一封日期為二零零四年十一月二十二日之書面陳述(「書面陳述」)。Pearl Court持有本公司每股面值0.10港元之普通股共172,200,000股。

### ENCUMBRANCES ON SHARES (Cont'd)

In the Statement, Pearl Court confirmed that, as at 22 November 2004, it had not created or caused to be created nor were there any encumbrances, including without limitation charges, mortgages, pledges, liens, options, restrictions, right of first refusal, adverse interests or any third party rights or claims whatsoever (the "Encumbrances"), in respect of any of its interests in the Company. Pearl Court had further undertaken to the Company that it would inform the Board within 7 calendar days before the Company published its results announcements for any year, half-year, quarterly or any other interim period as to whether any of its interests in the Company was encumbered by any Encumbrances as at the date of notification, provided that Pearl Court would have the right to terminate such notification arrangement by giving to the Board a notice in writing not less than one month immediately preceding the deadline for the Company to publish an announcement for its results for any year, half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules). Pearl Court has further authorised the Company to disclose such information to the Stock Exchange of Hong Kong Limited and to the public by any means that the Board deems fit and to include such information in the Company's annual or interim reports or in its results announcements for any year, half-year, quarterly or any other interim period.

Without prejudice to the disclosure obligations of the Company required under the Listing Rules (including the general disclosure obligation of the Company under Rule 13.09 of the Listing Rules), the Board will publish such information as from time to time received from Pearl Court in its annual and interim reports and in its results announcements for any year, half-year, quarterly or any other interim period. The Board will also publish a separate announcement upon receipt of the notice from Pearl Court.

### 股份之產權負擔 (續)

於該書面陳述內，Pearl Court確認截至二零零四年十一月二十二日有關其於本公司擁有之任何權益，並無設立或者引致設立任何產權負擔之情況，這包括但不限於押記、按揭、抵押、留置權、期權、限制、優先購買權、逆向權益或者任何第三者權利或索償（統稱「產權負擔」）。Pearl Court亦作出承諾，除非Pearl Court於本公司任何年度、半年度、季度或任何其他中期業績公佈前，最少給予1個月書面通知給董事會關於停止該安排外，其會於本公司未來刊登的年度、半年度、季度或任何其他中期業績公佈之前七天內知會本公司有關其公司於知會日就擁有本公司權益而涉及之產權負擔的情況。Pearl Court同時亦授權本公司以任何董事會認為合適的方法披露這些資料予聯交所及公眾，並將這些資料刊登於本公司之年報或中期報告內，或於本公司之年度、半年度、季度或任何其他中期業績公佈內。

在不損及本公司遵守上市規則之披露責任下（包括根據上市規則第13.09條之一般披露責任），當收到Pearl Court的最新消息，董事會將會於年報及中期報告、年度、半年度、季度或任何其他中期業績公佈內刊登有關資料。另外，若收到Pearl Court發出的通知，董事會亦會刊登一則獨立公佈以告知。

# Report of the Directors 董事會報告

## ENCUMBRANCES ON SHARES (Cont'd)

Subsequently, on 3 March 2006, (being five days before the 2005/06 3rd Quarterly Results Announcement) and 23 June 2006, Pearl Court notified the Company in writing that it had not pledged any of its interests in the ordinary shares of the Company as at both 3 March 2006 and 23 June 2006 respectively. As at 23 June 2006, the number of ordinary shares of HK\$0.10 each of the Company held by Pearl Court was 172,200,000 shares.

In addition, Pearl Court also notified the Company in the same notice dated 23 June 2006 that it would terminate, with effect from 2006/07 1st Quarterly Results Announcement, the arrangement of informing the Board as of whether it has not created or caused to be created any Encumbrances in respect of any of its interests in the Company.

## MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2006 attributable to the Group's major suppliers and customers are as follows:

Purchases	
The largest supplier	24%
Five largest suppliers combined	48%
Sales	
The largest customer	38%
Five largest customers combined	85%

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) had a beneficial interest in the Group's major suppliers or customers noted above.

## 股份之產權負擔 (續)

隨後 Pearl Court 分別於二零零六年三月三日 (即二零零五/零六年度第三季業績公佈前五天) 及二零零六年六月二十三日, 以書面通知本公司, 截至二零零六年三月三日及二零零六年六月二十三日其擁有本公司普通股之權益, 並沒有作出任何股份抵押。於二零零六年六月二十三日, Pearl Court 擁有本公司每股面值 0.10 港元之普通股之數目為 172,200,000 股。

此外, Pearl Court 亦於二零零六年六月二十三日的書面通知內提及其已決定, 由二零零六/零七年度年度第一季度業績公佈起, 停止通知本公司關於 Pearl Court 於本公司擁有之任何本公司權益, 有否設立或者引致設立任何產權負擔之情況的這項安排。

## 主要客戶及供應商

截至二零零六年三月三十一日止年度, 本集團在主要供應商及客戶之購買及銷售百分比為:

購買	
最大供應商	24%
五大供應商共佔	48%
銷售	
最大客戶	38%
五大客戶共佔	85%

除上述外, 各董事、彼等的聯繫人或以董事所知擁有本公司股本超過 5% 之股東並無擁有任何上述本集團主要供應商及客戶之權益。

# Report of the Directors 董事會報告

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 31 July 2006 to Friday, 4 August 2006 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Room 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 28 July 2006.

## PUBLIC FLOAT

As at the date of this annual report, based on public information available to the Company and to the best knowledge of the Directors, the Company maintained sufficient public float, being 25% of the issued share capital of the Company as required under the Listing Rules.

## AUDITORS

The Accounts have been audited by Messrs. PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

**Ho Cheuk Fai**

*Chairman*

Hong Kong, 29 June 2006

## 暫停辦理過戶登記

本公司將由二零零六年七月三十一日(星期一)至二零零六年八月四日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。如欲享有擬派發之末期股息及特別股息，所有填妥之股份轉讓文件連同有關之股票，須於二零零六年七月二十八日(星期五)下午四時前送達本公司於香港之股份過戶登記分處：香港中央證券登記有限公司；地址為香港灣仔皇后大道東183號合和中心17樓1712至6室。

## 公眾持股量

於本年報刊發日期，根據本公司獲得的公開資料及據本公司董事知悉，本公司擁有足夠的公眾持股量，即不少於上市規則規定下本公司已發行股份的25%。

## 核數師

本年度之帳目由羅兵咸永道會計師事務所審核；該核數師已任滿，惟有資格並願意膺選連任。

承董事會命

主席

何焯輝

香港，二零零六年六月二十九日