

# 董事會報告

## Directors' Report

The directors present their annual report and the audited financial statements for the year ended 31st March, 2006.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The principal activities of its associates and subsidiaries are set out in notes 18 and 34, respectively, to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 58.

An interim dividend of HK2.0 cents per share amounting to HK\$5,876,000 was paid to the shareholders during the year. The directors now recommend the payment of a final dividend of HK5.0 cents per share and a special dividend of HK6.0 cents per share after considering the Group's cash position and the needs of business development. The proposed dividends will be paid to the shareholders on the register of members on 3rd August, 2006, amounting to HK\$32,326,000, and the remaining profit be retained for the year.

### RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 61 to the financial statements.

The Group's reserves available for distribution to shareholders at 31st March, 2006 include contributed surplus and accumulated profits totalling HK\$338,923,000 (FY05: HK\$329,586,000).

The Company's reserves available for distribution to shareholders at 31st March, 2006 include contributed surplus and accumulated profits totalling HK\$91,344,000 (FY05: HK\$89,025,000).

董事會提呈彼等之報告及本公司與本集團截至二零零六年三月三十一日止年度之經審核財務報表。

### 主要業務

本公司主要作為投資控股公司及提供公司管理服務，其聯營及附屬公司之主要業務詳情載於綜合財務報表附註18及34。

### 業績及分配

本集團截至二零零六年三月三十一日止年度之業績載於綜合損益賬第58頁。

每股2.0港仙之中期股息已於年內向股東支付，總數為5,876,000港元。董事會現建議派發年內之末期股息每股普通股5.0港仙，並在考慮集團的現金狀況及業務發展需要後，建議派發特別股息每股普通股6.0港仙。該總數為32,326,000港元之建議股息將向於二零零六年八月三日名列股東名冊之股東派發，其餘溢利作為年內保留。

### 儲備

本集團儲備於年內之變動載於財務報表第61頁之綜合權益變動表。

於二零零六年三月三十一日，本集團可供分派予股東之儲備包括繳入盈餘及累計溢利合共338,923,000港元（二零零五財政年度：329,586,000港元）。

於二零零六年三月三十一日，本公司可供分派予股東之儲備包括繳入盈餘及累計溢利合共91,344,000港元（二零零五財政年度：89,025,000港元）。

## PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$30,707,000 on property, plant and equipment.

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

## SHARE CAPITAL

Movements during the year in share capital of the Company are set out in note 27 to the consolidated financial statements.

## DIRECTORS

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

### Executive directors

Lai Yam Ting

Lau Ming Chi, Edward

### Non-executive directors

Allen Joseph Pathmarajah

Kuo Chi Yung, Peter

Tan Swee Hock, Sunny

(resigned on 31st March, 2006)

Moo Kwee Chong, Johnny

Tan Suan Kheng, Esther

George Finlay Bell

(appointed on 10th October, 2005)

Darren John Collins

(ceased as alternate director and appointed as non-executive director on 8th February, 2006)

Wang Yung Chang, Kenneth

(appointed on 8th February, 2006)

Michael William Brinsford

(resigned on 9th October, 2005)

Samuel Timothy Hilbert

(resigned on 8th February, 2006)

### Independent non-executive directors

Cheung Man, Stephen

Hon Sheung Tin, Peter

Li King Hang, Richard

## 物業、廠房及設備

年內，本集團在物業、廠房及設備方面動用了30,707,000港元。

上述及年內其他有關本集團在物業、廠房及設備變動之詳情載於綜合財務報表附註16。

## 股本

本公司之股本於年內之變動載於綜合財務報表附註27。

## 董事

本公司於年內及直至本報告日期之董事如下：

### 執行董事

賴音廷

劉銘志

### 非執行董事

Allen Joseph Pathmarajah

郭其鏞

陳瑞福

(於二零零六年三月三十一日辭職)

巫貴昌

陳川琮

George Finlay Bell

(於二零零五年十月十日獲委任)

Darren John Collins

(於二零零六年二月八日不再擔任  
替任董事及獲委任為非執行董事)

Wang Yung Chang, Kenneth

(於二零零六年二月八日獲委任)

Michael William Brinsford

(於二零零五年十月九日辭職)

Samuel Timothy Hilbert

(於二零零六年二月八日辭職)

### 獨立非執行董事

張文

韓相田

李景衡

### DIRECTORS (Continued)

In accordance with the Company's bye-laws 99, Mr. Lau Ming Chi, Edward, Mr. Moo Kwee Chong, Johnny and Mr. Hon Sheung Tin, Peter will retire by rotation. In addition, Mr. George Finlay Bell, Mr. Darren John Collins and Mr. Wang Yung Chang, Kenneth, being non-executive directors appointed by the Board during the year, will hold office only until the forthcoming annual general meeting pursuant to the Company's bye-laws 102(B). All retiring directors, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or 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 is the period up to his retirement by rotation in accordance with the Company's bye-laws.

### DIRECTORS' INTERESTS IN CONTRACTS

Other than as disclosed in the section headed "Connected Transactions" below, no contracts of significance to which the Company, or any of its holding companies or fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事 (續)

根據本公司之公司細則第99條，劉銘志先生、巫貴昌先生及韓相田先生將於即將舉行之股東週年大會上輪值告退。此外，董事會於年內委任George Finlay Bell先生，Darren John Collins先生及Wang Yung Chang, Kenneth先生為非執行董事，而根據公司細則第102(B)條，董事僅留任至即將召開之股東週年大會舉行日期為止。全體退任董事均合資格並願意於即將召開之股東週年大會上膺選連任。

在即將召開之股東週年大會上擬膺選連任之董事概無與本公司訂立本公司不可於一年內免付賠償(法定補償除外)予以終止之服務合約。

根據本公司之公司細則，非執行董事之委任年期為其直至輪值告退之期。

### 董事之合約權益

年內，除下文「關連交易」所披露者外，董事概無於本公司、其任何控股公司、同系附屬公司或附屬公司所訂立並對本公司業務而言確屬重要之合約中擁有任何直接或間接之重大實益權益。

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31st March, 2006, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

### (a) Shares

Name of Company 公司名稱	Director 董事	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other	Total 總計	Approximate % of shareholding 股權概約百分比
Automated Systems Holdings Limited 自動系統集團有限公司	Lai Yam Ting 賴音廷	4,141,621	-	-	-	4,141,621	1.41%
	Kuo Chi Yung, Peter 郭其鏞	9,271,241	-	-	-	9,271,241	3.16%
Automated Systems (H.K.) Limited 自動系統(香港)有限公司	Lai Yam Ting 賴音廷	1,070,000 <sup>1</sup>	-	-	-	1,070,000	N/A <sup>2</sup>
	Kuo Chi Yung, Peter 郭其鏞	2,140,000 <sup>1</sup>	-	-	-	2,140,000	N/A <sup>2</sup>
Computer Systems Advisers (M) Berhad	Tan Swee Hock, Sunny 陳瑞福	132,000 <sup>3</sup>	48,000 <sup>4</sup>	-	-	180,000	0.18%
	Tan Suan Kheng, Esther 陳川琮	36,000	-	-	-	36,000	0.04%
Computer Sciences Corporation	Michael William Brinsford	10,472 <sup>5</sup>	-	-	-	10,472	≈0%

## 董事之股份及相關股份之權益

於二零零六年三月三十一日，董事及本公司主要行政人員於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有而(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條須登記於該條文所述之登記冊之權益及淡倉；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

### (a) 股份

**DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)**

**(b) Underlying shares**

Name of company 公司名稱	Director 董事	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other 其他	Total 總計
Automated Systems Holdings Limited 自動系統集團有限公司	Lai Yam Ting 賴音廷	2,068,000 <sup>6</sup>	–	–	–	2,068,000
	Lau Ming Chi, Edward 劉銘志	1,068,000 <sup>6</sup>	–	–	–	1,068,000
	Kuo Chi Yung, Peter 郭其鏞	708,000 <sup>6</sup>	–	–	–	708,000
Computer Sciences Corporation	George Finlay Bell	133,633 <sup>7 &amp; 9</sup>	–	–	–	133,633
	Darren John Collins	12,000 <sup>7 &amp; 9</sup>	–	–	–	12,000
	Michael William Brinsford	177,951 <sup>5, 7 &amp; 9</sup>	–	–	–	177,951
	Samuel Timothy Hilbert	21,838 <sup>8 &amp; 9</sup>	–	–	–	21,838

Notes:

1. These shares were non-voting deferred shares.
2. The issued share capital of Automated Systems (H.K.) Limited comprise 55,350,000 non-voting deferred shares and 2 ordinary shares. The 2 ordinary shares are beneficially owned by the Company.
3. Interests held by the director as at the date of the director's resignation effective 31st March, 2006.
4. Interests held by spouse as at the date of the director's resignation effective 31st March, 2006.
5. Interests held by the director as at the date of the director's resignation effective 9th October, 2005.

**董事之股份及相關股份之權益 (續)**

**(b) 相關股份**

附註：

1. 此等股份為無投票權遞延股。
2. 自動系統(香港)有限公司之已發行股份包括55,350,000股無投票權遞延股及2股普通股。該2股普通股由本公司實益擁有。
3. 董事於辭任生效當日(即二零零六年三月三十一日)所持有之權益。
4. 於董事辭任生效當日(即二零零六年三月三十一日)由其配偶持有之權益。
5. 董事於辭任生效當日(即二零零五年十月九日)所持有之權益。

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Notes: (Continued)

6. Options to acquire ordinary shares of the Company, further details of which are set out in the section headed "Share Option Schemes" below.
7. Options to acquire common stock of Computer Sciences Corporation ("CSC").
8. Comprise options to acquire 21,820 shares of CSC common stock and 18 units (representing 18 shares of CSC common stock) in CSC Stock Fund as at the date of the director's resignation effective 8th February, 2006.
9. The directors' options to acquire shares in CSC (including CSC Stock Fund) are remuneration in their capacities as executives of these related corporations.

Save as mentioned above, as at 31st March, 2006, none of the directors and the chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

## 董事之股份及相關股份之權益 (續)

附註：(續)

6. 可認購本公司普通股之購股權，有關之進一步詳情載於下文「購股權計劃」一節。
7. 可認購Computer Sciences Corporation (「CSC」) 普通股之購股權。
8. 包括於董事辭任生效當日(即二零零六年二月八日)可認購21,820股CSC普通股之購股權及18個CSC Stock Fund單位(相等於18股CSC普通股)。
9. 董事可認購CSC股份之購股權(包括CSC Stock Fund)乃彼等擔任此等相關公司之行政人員之酬金。

除上文所述者外，於二零零六年三月三十一日，概無董事及本公司主要行政人員於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例之有關條文被當作或視為擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條須登記於該條文所述之登記冊之權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之權益或淡倉。

## SHARE OPTION SCHEMES

Details of the Company's share option schemes are set out in note 28 to the consolidated financial statements.

The following table discloses movements in the Company's share options during the year:

Participants 參與者	Number of shares to be issued upon exercise of share options 於行使購股權時所發行之股票					At 31.3.2006 於二零零六年 三月三十一日	Date of grant 授出購股 權日期	Exercise period 行使期限	Exercise price 行使價 HK\$ 港元
	At 1.4.2005 於二零零五年 四月一日	Granted during the year 於本年度 內授出	Exercised during the year 於本年度 內行使	Lapsed during the year 於本年度 內註銷	At 31.3.2006 於二零零六年 三月三十一日				
<b>Directors</b> <b>董事</b>									
Lai Yam Ting 賴音廷	490,000	-	-	-	490,000	2.3.1999	3.3.2001 to 2.3.2009	0.90	
	245,000	-	-	-	245,000	19.10.1999	20.10.2001 to 19.10.2009	2.30	
	245,000	-	-	-	245,000	11.2.2000	12.2.2002 to 11.2.2010	3.35	
	196,000	-	-	-	196,000	27.7.2001	27.7.2003 to 26.7.2011	2.40	
	412,000	-	-	-	412,000	20.11.2002	20.11.2003 to 19.11.2012	1.34	
	232,000	-	-	-	232,000	6.8.2004	6.8.2005 to 5.8.2014	1.28	
	-	248,000	-	-	248,000	9.6.2005	9.6.2006 to 8.6.2015	1.98	
	1,820,000	248,000	-	-	2,068,000				
Lau Ming Chi, Edward 劉銘志	120,000	-	-	-	120,000	19.10.1999	20.10.2001 to 19.10.2009	2.30	
	120,000	-	-	-	120,000	11.2.2000	12.2.2002 to 11.2.2010	3.35	
	148,000	-	-	-	148,000	27.7.2001	27.7.2003 to 26.7.2011	2.40	
	330,000	-	-	-	330,000	20.11.2002	20.11.2003 to 19.11.2012	1.34	
	140,000	-	-	-	140,000	6.8.2004	6.8.2005 to 5.8.2014	1.28	
	-	210,000	-	-	210,000	9.6.2005	9.6.2006 to 8.6.2015	1.98	
	858,000	210,000	-	-	1,068,000				
Kuo Chi Yung, Peter 郭其鏞	245,000	-	-	-	245,000	19.10.1999	20.10.2001 to 19.10.2009	2.30	
	245,000	-	-	-	245,000	11.2.2000	12.2.2002 to 11.2.2010	3.35	
	218,000	-	-	-	218,000	27.7.2001	27.7.2003 to 26.7.2011	2.40	
	708,000	-	-	-	708,000				

## 購股權計劃

本公司購股權計劃之概要詳情載於綜合財務報表附註28。

本公司之購股權於年內之變動如下：

## SHARE OPTION SCHEMES (Continued)

## 購股權計劃(續)

Participants 參與者	Number of shares to be issued upon exercise of share options 於行使購股權時所發行之股票				At 31.3.2006 於二零零六年 三月三十一日	Date of grant 授出購股 權日期	Exercise period 行使期限	Exercise price 行使價 HK\$ 港元
	At 1.4.2005 於二零零五年 四月一日	Granted during the year 於本年度 內授出	Exercised during the year 於本年度 內行使	Lapsed during the year 於本年度 內註銷				
Other employees 其他僱員	440,000	-	(190,000)	-	250,000	2.3.1999	3.3.2001 to至2.3.2009	0.90
	1,540,000	-	-	(100,000)	1,440,000	19.10.1999	20.10.2001 to至19.10.2009	2.30
	1,565,000	-	-	(100,000)	1,465,000	11.2.2000	12.2.2002 to至11.2.2010	3.35
	630,000	-	-	(40,000)	590,000	30.6.2000	1.7.2002 to至30.6.2010	3.40
	1,792,000	-	-	(86,000)	1,706,000	27.7.2001	27.7.2003 to至26.7.2011	2.40
	3,316,000	-	(1,552,000)	(132,000)	1,632,000	20.11.2002	20.11.2003 to至19.11.2012	1.34
	2,628,000	-	(312,000)	(224,000)	2,092,000	6.8.2004	6.8.2005 to至5.8.2014	1.28
	-	2,430,000	-	-	2,430,000	9.6.2005	9.6.2006 to至8.6.2015	1.98
	11,911,000	2,430,000	(2,054,000)	(682,000)	11,605,000			
Total合共	15,297,000	2,888,000	(2,054,000)	(682,000)	15,449,000			

The closing price of the shares immediately before the date of last grant was HK\$1.95.

最後授出日期前股份之收市價為1.95港元。

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed in the section headed "Directors' Interests in Shares and Underlying Shares" and "Share Option Schemes" above, at no time during the year was the Company, or any of its holding companies or fellow subsidiaries or 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.

#### 董事購買股份或債券之權利

除上文「董事之股份及相關股份之權益」及「購股權計劃」所披露者外，本公司、其任何控股公司、同系附屬公司或附屬公司於年內任何時間概無作出任何安排，致使本公司之董事可藉購買本公司或任何其他法人團體之股份或債券而獲利。



### CONNECTED TRANSACTIONS

During the year, the Group entered into the following transactions with its fellow subsidiaries and holding companies which constituted connected transactions under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"):

### 關連交易

年內，本集團與其同系附屬公司及控股公司進行之持續關連交易（根據香港聯合交易所有限公司證券上市規則「上市規則」）如下：

Name of company 公司名稱	Nature of transactions 交易性質	Amount 金額 HK\$'000 千港元
CSA (PRC) Company Limited	Sales by the Group 本集團銷貨	455
	Purchases by the Group 本集團購貨	61
	Staff costs charged by the Group 本集團徵收之員工開支	919
	Expenses charged to the Group 本集團支付之開支	1,926
CSC Computer Sciences Pte Limited	Staff costs charged by the Group 本集團徵收之員工開支	892
	Expenses charged to the Group 本集團支付之開支	7,017
CSC Computer Sciences (HK) Limited	Sales by the Group 本集團銷貨	6
	Purchases by the Group 本集團購貨	24
	Staff costs charged by the Group 本集團徵收之員工開支	1,433
	Expenses charged to the Group 本集團支付之開支	1,231
CSA Holdings Ltd	Staff costs charged by the Group 本集團徵收之員工開支	9
	Expenses charged to the Group 本集團支付之開支	395

## CONNECTED TRANSACTIONS (Continued)

## 關連交易 (續)

Name of company 公司名稱	Nature of transactions 交易性質	Amount 金額 HK\$'000 千港元
CSA Automated Pte Limited	Sales by the Group 本集團銷貨	70
	Purchases by the Group 本集團購貨	14
	Staff costs charged by the Group 本集團徵收之員工開支	63
	Expenses charged to the Group 本集團支付之開支	5,580
CSA P. T. Cita Simas Artha	Purchases by the Group 本集團購貨	15
CSA MSC Sdn Bhd	Expenses charged to the Group 本集團支付之開支	796
Computer Systems Advisers (M) Berhad	Expenses charged to the Group 本集團支付之開支	87
CSC Computer Sciences Japan Co. Ltd.	Staff costs charged by the Group 本集團徵收之員工開支	33
	Expenses charged to the Group 本集團支付之開支	154
CSC Computer Sciences Korea YH	Staff costs charged by the Group 本集團支付之開支	11
	Purchases by the Group 本集團購貨	15
CSC Malaysia Limited	Expenses charged to the Group 本集團支付之開支	27
CSC Australia Pty Limited	Staff costs charged by the Group 本集團支付之開支	301
	Expenses charged to the Group 本集團支付之開支	170

CONNECTED TRANSACTIONS (Continued)

關連交易 (續)

Name of company 公司名稱	Nature of transactions 交易性質	Amount 金額 HK\$'000 千港元
CSC India Pte Limited	Staff costs charged by the Group 本集團徵收之員工開支	35
	Expenses charged to the Group 本集團支付之開支	45
CSC Taiwan Limited	Staff costs charged by the Group 本集團徵收之員工開支	182
	Expenses charged to the Group 本集團支付之開支	1,032
Computer Sciences Corporation	Staff costs charged by the Group 本集團徵收之員工開支	42
	Expenses charged to the Group 本集團支付之開支	1,364
	Purchases by the Group 本集團購貨	993
CSC (Thailand) Limited	Expenses charged to the Group 本集團支付之開支	537
CSC Canada Limited	Expenses charged to the Group 本集團支付之開支	368

Pursuant to Rule 14A.38 of the Listing Rules, the board of directors engaged the auditors of the Company to perform certain agreed upon procedures in respect of the continuing connected transactions of the Group. The auditors have reported their factual findings on these procedures to the board of directors.

根據上市規則第14A.38條規定，董事會聘用本公司核數師為本集團之持續關連交易履行若干已協定之程序。核數師已向董事會報告該等程序之實際發現。

All of the independent non-executive directors of the Company have confirmed that the above continuing connected transactions have been entered into:

本公司全體獨立非執行董事已確認，上述持續關連交易乃：

- |   |   |
|---|---|
| (i) in the ordinary and usual course of business of the Company;  | (i) 在本公司日常及一般業務過程中進行；   |
| (ii) either on normal commercial terms or, where there are no sufficient comparables, on terms no less favourable to the Group than terms available to or from independent third parties; and | (ii) 按一般商業條款進行，或如並無足夠交易可資比較，則按對本集團而言不遜於提供予獨立第三方或獲獨立第三方提供之條款進行；及 |
| (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.                     | (iii) 按規管交易之相關協議之條款進行，該條款乃屬公平合理並符合本公司股東之整體利益。                   |

## SUBSTANTIAL SHAREHOLDERS

As at 31st March, 2006, so far as is known to the directors and chief executives of the Company, the interests and short positions of every person, other than directors or chief executive of the Company in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Name of shareholder 股東名稱	Number of ordinary shares of the Company held 公司持有之 普通股股份數目			Percentage of issued share capital 佔發行股本 之百分比 %	Notes 附註
	Direct interest 直接權益	Deemed interest 被視為權益	Total 合共		
CSA Holdings Ltd ("CSA")	189,701,896	–	189,701,896	64.6	1
CSC Computer Sciences International Inc. ("CSI")	13,730,000	189,701,896	203,431,896	69.24	1
Computer Sciences Corporation ("CSC")	–	203,431,896	203,431,896	69.24	2

Notes:

1. CSI beneficially owned 100% of CSA and was accordingly deemed to be interested in 189,701,896 shares of the Company. In addition, CSI owned directly 13,730,000 shares of the Company.
2. CSC, through its wholly-owned subsidiary, CSI, was deemed to be interested in 203,431,896 shares of the Company.

Save as mentioned above, as at 31st March, 2006, there was no other person (other than the directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

## 主要股東

於二零零六年三月三十一日，就董事及本公司主要行政人員所知，下列人士（本公司董事或主要行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益或淡倉：

Name of shareholder 股東名稱	Number of ordinary shares of the Company held 公司持有之 普通股股份數目			Percentage of issued share capital 佔發行股本 之百分比 %	Notes 附註
	Direct interest 直接權益	Deemed interest 被視為權益	Total 合共		
CSA Holdings Ltd ("CSA")	189,701,896	–	189,701,896	64.6	1
CSC Computer Sciences International Inc. ("CSI")	13,730,000	189,701,896	203,431,896	69.24	1
Computer Sciences Corporation ("CSC")	–	203,431,896	203,431,896	69.24	2

附註：

1. CSI實益擁有CSA 100%權益，而被視作擁有本公司之189,701,896股股份之權益。此外，CSI直接擁有本公司之13,730,000股股份。
2. CSC透過其全資擁有附屬公司CSI被視作於本公司之203,431,896股股份中擁有權益。

除上文所述者外，於二零零六年三月三十一日，並無任何其他人士（本公司董事或主要行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉。

## DONATIONS

During the year, the Group made donations amounting to HK\$10,000.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

## 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.

## CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31st March, 2006 with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules except that with respect to Code A.4.2, one-third of directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall be subject to retirement by rotation at each annual general meeting, and all directors appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting. In order to comply with the Code A.4.2, the Board proposed to amend the relevant provisions in the Bye-laws of the Company at the forthcoming Annual General Meeting of the Company.

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all directors, all directors confirmed they have complied with the required standard set out in the Model Code during the year ended 31st March, 2006.

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 Listing Rules. The Company considers all of the independent non-executive directors are independent.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, the directors confirmed that the Company has maintained a sufficient public float throughout the year ended 31st March, 2006.

## 捐款

年內，本集團之捐款為10,000港元。

## 購買、出售或贖回上市證券

於年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 優先認購權

在本公司之公司細則或百慕達法例下，並無有關強制本公司按比例向現有股東發售新股之優先認購權之規定。

## 企業管治

本公司於截至二零零六年三月三十一日止年度內一直遵守上市規則附錄14所載之《企業管治常規守則》，惟就守則第A.4.2條而言，於每屆股東週年大會上，當時在任之三分之一或其數目不等於三或三的倍數，則最接近三分之一之數目的董事須輪值退任，而所有獲委任以填補臨時空缺或增加董事人數之董事之任期僅直至下屆股東週年大會為止。為符合守則第A.4.2條之規定，董事會建議於本公司即將舉行之股東週年大會上，修訂本公司章程細則之相關條文。

本公司已採納上市規則附錄10所載之標準守則。本公司已就董事於截至二零零六年三月三十一日止年度是否有遵守標準守則作出查詢，全體董事均確認他們已完全遵從標準守則所規定之準則。

本公司已接獲各獨立非執行董事根據上市規則第3.13條呈交之年度確認書，確認其獨立性。本公司認為全體獨立非執行董事確屬獨立人士。

## 公眾持股量

根據本公司可公開獲取之資料及據董事所知，董事確認本公司於截至二零零六年三月三十一日止年度內一直維持充足之公眾持股量。

## AUDIT COMMITTEE

The audit committee, which was established pursuant to the requirements of the Listing Rules, comprising Mr. Cheung Man, Stephen, Mr. Allen Joseph Pathmarajah, Mr. Hon Sheung Tin, Peter and Mr. Li King Hang, Richard met fourth times in the year. During the meetings, the Audit Committee has reviewed with the management the connected transactions, accounting principles and practices adopted by the Group including the review of the audited annual results, unaudited interim and quarterly results, and discussed various auditing, financial reporting and internal control matters.

## AUDITORS

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

On behalf of the Board

**LAI Yam Ting**  
*Managing Director*

Hong Kong, 7th June, 2006

## 審核委員會

審核委員會乃根據上市規則之規定而成立，其成員包括張文先生、Allen Joseph Pathmarajah先生、韓相田先生及李景衡先生。年內，審核委員會已舉行四次會議。審核委員會已聯同管理層審閱關連交易，以及本集團採納之會計原則及慣例（包括審閱經審核年度業績、未經審核中期及季度業績），並與管理層討論若干核數、財務申報及內部監控事宜。

## 核數師

本公司於應屆股東週年大會上將提呈決議案續聘德勤•關黃陳方會計師事務所為本公司之核數師。

承董事會命

**賴音廷**  
*董事總經理*

香港，二零零六年六月七日