

Other Information

其他資料

SHARE OPTIONS

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

購股權

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

| | Outstanding as at 1 May 2006 | Lapsed | Outstanding as at 31 October 2006 | Exercise price per share (HK\$) | Date of grant | Exercise period |
|-----------------------|------------------------------------|--------|--|--|------------------|-----------------------|
| | 於二零零六年 五月一日 尚未行使 | 失效 | 於二零零六年 十月三十一日 尚未行使 | 每股行使價 (港元) | 授出日期 | 行使期限 |
| Directors | | | | | | |
| 董事 | | | | | | |
| Peter Loris SOLOMON | 1,000,000 | – | 1,000,000 | 2.315 | 14/10/2005 | 14/10/2006-13/10/2011 |
| FU Jin Ming, Patrick | 4,200,000 | – | 4,200,000 | 2.550 | 21/05/2002 | 21/05/2003-20/05/2008 |
| 傅俊明 | 600,000 | – | 600,000 | 1.600 | 06/11/2002 | 06/11/2003-05/11/2008 |
| | 830,000 | – | 830,000 | 2.125 | 30/05/2003 | 30/05/2004-29/05/2009 |
| | 1,000,000 | – | 1,000,000 | 2.975 | 30/03/2004 | 30/03/2005-29/03/2010 |
| | 6,630,000 | – | 6,630,000 | | | |
| WONG Wai Ming | 1,000,000 | – | 1,000,000 | 2.315 | 14/10/2005 | 14/10/2006-13/10/2011 |
| 黃偉明 | | | | | | |
| KHOO Kim Cheng | 3,800,000 | – | 3,800,000 | 2.550 | 21/05/2002 | 21/05/2003-20/05/2008 |
| 邱錦宗 | 2,200,000 | – | 2,200,000 | 1.600 | 06/11/2002 | 06/11/2003-05/11/2008 |
| | 920,000 | – | 920,000 | 2.125 | 30/05/2003 | 30/05/2004-29/05/2009 |
| | 1,400,000 | – | 1,400,000 | 2.975 | 30/03/2004 | 30/03/2005-29/03/2010 |
| | 8,320,000 | – | 8,320,000 | | | |
| WANG Arthur Minshiang | 250,000 | – | 250,000 | 2.315 | 14/10/2005 | 14/10/2006-13/10/2011 |
| 王敏祥 | | | | | | |
| WOON Yi Teng, Eden | 250,000 | – | 250,000 | 2.315 | 14/10/2005 | 14/10/2006-13/10/2011 |
| 翁以登 | | | | | | |
| TSE Hau Yin, Aloysius | 250,000 | – | 250,000 | 2.315 | 14/10/2005 | 14/10/2006-13/10/2011 |
| 謝孝衍 | | | | | | |

SHARE OPTIONS (continued)

購股權 (續)

| | Outstanding as at 1 May 2006 | Lapsed | Outstanding as at 31 October 2006 | Exercise price per share (HK\$) | Date of grant | Exercise period |
|--------------------------------------|------------------------------------|-------------|--|--|------------------|-----------------------|
| | 於二零零六年 五月一日 尚未行使 | 失效 | 於二零零六年 十月三十一日 尚未行使 | 每股行使價 (港元) | 授出日期 | 行使期限 |
| Continuous contract employees | 7,644,000 | (2,214,000) | 5,430,000 | 2.550 | 21/05/2002 | 21/05/2003-20/05/2008 |
| | 3,710,000 | (800,000) | 2,910,000 | 1.600 | 06/11/2002 | 06/11/2003-05/11/2008 |
| 持續合約僱員 | 1,810,000 | (670,000) | 1,140,000 | 2.125 | 30/05/2003 | 30/05/2004-29/05/2009 |
| (Note ii) | 6,650,000 | (2,600,000) | 4,050,000 | 2.975 | 30/03/2004 | 30/03/2005-29/03/2010 |
| (附註ii) | 7,750,000 | (1,000,000) | 6,750,000 | 2.315 | 14/10/2005 | 14/10/2006-13/10/2011 |
| | 27,564,000 | (7,284,000) | 20,280,000 | | | |
| Total | | | | | | |
| 合計 | 45,264,000 | (7,284,000) | 37,980,000 | | | |

During the period under review, no share options were granted or exercised under the Share Option Scheme, therefore, no theoretical value of share option is disclosed.

回顧期間概無根據購股權計劃授出或行使購股權，故並未就購股權預期價值作出披露。

Notes:

附註：

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

(i) 聯交所之每日報價表所列本公司股份於緊接有關購股權授出日期前之交易日之收市價如下：

| Date of grant | Closing price per share immediately before the date of grant (HK\$) |
|-----------------|---|
| 授出日期 | 緊接授出日期前之每股收市價 (港元) |
| 21 May 2002 | 二零零二年五月二十一日 2.600 |
| 6 November 2002 | 二零零二年十一月六日 1.550 |
| 30 May 2003 | 二零零三年五月三十日 2.100 |
| 30 March 2004 | 二零零四年三月三十日 2.950 |
| 14 October 2005 | 二零零五年十月十四日 2.300 |

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

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

DISCLOSURE OF INTERESTS**Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations**

As at 31 October 2006, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

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

權益披露**董事於本公司及其相聯法團之股份、相關股份及債券中之權益**

於二零零六年十月三十一日，本公司之董事及行政總裁於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據上市規則所載之上市發行人董事進行證券交易之標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

(a) 於本公司及其相聯法團之股份中之權益及淡倉

| Company/Name of associated corporations | Name of directors | Capacity | Number and class of securities (Note 1) | Percentage shareholding in the same class of securities as at 31 October 2006 |
|---|------------------------|--|---|---|
| 本公司／相聯 法團之名稱 | 董事姓名 | 身份 | 證券數目及類別 (附註1) | 於二零零六年 十月三十一日 在同類別證券中 之股權百分比 |
| Company 本公司 | WANG Lu Yen 王祿閻 | Beneficial owner 實益擁有人 | 620,000 ordinary shares 普通股 (L) | 0.09% |
| Company 本公司 | WANG Lu Yen 王祿閻 | Interest of controlled corporation (Note 2) 受控制法團之權益 (附註2) | 437,720,000 ordinary shares 普通股 (L) | 65.64% |
| Company 本公司 | Peter Loris SOLOMON | Beneficial owner 實益擁有人 | 350,000 ordinary shares 普通股 (L) | 0.05% |

DISCLOSURE OF INTERESTS (continued)

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

(continued)

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

權益披露 (續)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

| Company/Name of associated corporations | Name of directors | Capacity | Number and class of securities (Note 1) | Percentage shareholding in the same class of securities as at 31 October 2006 於二零零六年十月三十一日在同類別證券中之股權百分比 |
|---|---------------------------------|--|---|--|
| 本公司／相聯法團之名稱 | 董事姓名 | 身份 | 證券數目及類別 (附註1) | |
| Company 本公司 | KHOO Kim Cheng 邱錦宗 | Beneficial owner 實益擁有人 | 420,000 ordinary shares 普通股 (L) | 0.06% |
| Company 本公司 | WANG Arthur Minshiang 王敏祥 | Beneficial owner 實益擁有人 | 260,000 ordinary shares 普通股 (L) | 0.04% |
| Company 本公司 | WONG Wai Ming 黃偉明 | Beneficial owner 實益擁有人 | 100,000 ordinary shares 普通股 (L) | 0.01% |
| Roly International 全威國際 (Note 3) (附註3) | WANG Lu Yen 王祿閻 | Beneficial owner 實益擁有人 | 23,631,000 ordinary shares 普通股 (L) | 5.75% |
| Roly International 全威國際 (Note 3) (附註3) | WANG Lu Yen 王祿閻 | Interest of spouse 配偶之權益 (Note 4) (附註4) | 350,000 ordinary shares 普通股 (L) | 0.09% |

DISCLOSURE OF INTERESTS (continued)

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

(continued)

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

權益披露 (續)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

| Company/Name of associated corporations | Name of directors | Capacity | Number and class of securities (Note 1) | Percentage shareholding in the same class of securities as at 31 October 2006 |
|--|-----------------------------|---|--|---|
| 本公司／相聯法團之名稱 | 董事姓名 | 身份 | 證券數目及類別 (附註1) | 於二零零六年十月三十一日在同類別證券中之股權百分比 |
| Roly International 全威國際 (Note 3) (附註3) | WANG Lu Yen 王祿閻 | Interest of controlled corporation 受控制法團之權益 (Note 5) (附註5) | 121,243,500 ordinary shares 普通股 (L) | 29.53% |
| Roly International 全威國際 (Note 3) (附註3) | FU Jin Ming, Patrick 傅俊明 | Beneficial owner 實益擁有人 | 3,000,000 ordinary shares 普通股 (L) | 0.73% |
| Roly International 全威國際 (Note 3) (附註3) | WONG Wai Ming 黃偉明 | Beneficial owner 實益擁有人 | 210,000 ordinary shares 普通股 (L) | 0.05% |
| Roly International 全威國際 (Note 3) (附註3) | KHOO Kim Cheng 邱錦宗 | Beneficial owner 實益擁有人 | 3,722,000 ordinary shares 普通股 (L) | 0.91% |
| Byford International Limited ("Byford") 百富國際有限公司 (「百富」) (Note 6) (附註6) | WANG Lu Yen 王祿閻 | Interest of controlled corporation 受控制法團之權益 (Note 7) (附註7) | 134,709,990 ordinary shares 普通股 (L) | 67.35% |

DISCLOSURE OF INTERESTS (continued)

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

(continued)

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

權益披露 (續)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

| Company/Name of associated corporations | Name of directors | Capacity | Number and class of securities (Note 1) | Percentage shareholding in the same class of securities as at 31 October 2006 |
|--|-----------------------------|---------------------------|--|---|
| 本公司／相聯法團之名稱 | 董事姓名 | 身份 | 證券數目及類別 (附註1) | 於二零零六年十月三十一日在同類別證券中之股權百分比 |
| Westman Linmark (Thailand) Ltd. (Note 8) (附註8) | WANG Lu Yen 王祿聞 | Beneficial owner 實益擁有人 | 2 preference shares 2股優先股 (L) | 0.07% |
| Westman Linmark (Thailand) Ltd. (Note 8) (附註8) | Peter Loris SOLOMON | Beneficial owner 實益擁有人 | 1 preference share 1股優先股 (L) | 0.03% |
| Westman Linmark (Thailand) Ltd. (Note 8) (附註8) | FU Jin Ming, Patrick 傅俊明 | Beneficial owner 實益擁有人 | 1 preference share 1股優先股 (L) | 0.03% |
| Westman Linmark (Thailand) Ltd. (Note 8) (附註8) | WONG Wai Ming 黃偉明 | Beneficial owner 實益擁有人 | 1 preference share 1股優先股 (L) | 0.03% |
| Westman Linmark (Thailand) Ltd. (Note 8) (附註8) | KHOO Kim Cheng 邱錦宗 | Beneficial owner 實益擁有人 | 1 preference share 1股優先股 (L) | 0.03% |

DISCLOSURE OF INTERESTS (continued)

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

(continued)

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

Notes:

- (1) The letter "L" represents the Director's interests in the shares.
- (2) As at 31 October 2006, Mr. WANG Lu Yen, Mrs. WANG LIAW Bin Bin, his wife, and Megastar Holdings Limited, a company controlled by Mr. WANG Lu Yen, held approximately 35.37% of the issued share capital of Roly International. Mr. WANG Lu Yen is thus deemed, by virtue of the SFO, to be interested in all the shares of the Company in which Roly International is interested.
- (3) As at 31 October 2006, Roly International, the ultimate holding company of the Company, through RGS Holdings Limited, held 437,720,000 shares, representing 65.64% of the issued share capital of the Company. As at 31 October 2006, the issued share capital of Roly International was US\$41,059,476.4 divided into 410,594,764 shares of US\$0.10 each.
- (4) These shares in Roly International were held by Mrs. WANG LIAW Bin Bin, the wife of Mr. WANG Lu Yen.
- (5) These shares in Roly International were held by Megastar Holdings Limited, the entire issued share capital of which is owned by Mr. WANG Lu Yen. Mr. WANG Lu Yen is a director of Megastar Holdings Limited.
- (6) As at 31 October 2006, Roly International, the ultimate holding company of the Company, through Pacific Genius Group Limited ("PGGL"), held 134,709,990 shares, representing 67.35% of the issued share capital of Byford. By virtue of Mr. WANG Lu Yen's interest and deemed interest in Roly International as more particularly described in Note 2 above, Mr. WANG Lu Yen is deemed, by virtue of the SFO, to be interested in all the shares of Byford in which Roly International is interested. As at 31 October 2006, the issued share capital of Byford is HK\$2,000,000 divided into 200,000,000 shares of HK\$0.01 each.
- (7) These shares in Byford were held by PGGL, the entire issued share capital of which is owned by Roly International.
- (8) Westman Linmark (Thailand) Ltd. is a subsidiary of the Company. As at 31 October 2006, the issued share capital of Westman Linmark (Thailand) Ltd. was 12,000,000 Baht divided into 2,940 ordinary shares of 2,000 Baht each and 3,060 preference shares of 2,000 Baht each.

權益披露 (續)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

附註：

- (1) 「L」乃指董事於股份之權益。
- (2) 於二零零六年十月三十一日，王祿閣先生連同其妻子廖彬彬女士及由王祿閣先生所控制之公司Megastar Holdings Limited合共持有全威國際已發行股本約35.37%。因此，根據證券及期貨條例，王祿閣先生被視為擁有全部全威國際所擁有本公司股份之權益。
- (3) 於二零零六年十月三十一日，本公司之最終控股公司全威國際透過RGS Holdings Limited持有437,720,000股股份，佔本公司已發行股本之65.64%。於二零零六年十月三十一日，全威國際之已發行股本為41,059,476.4美元，分為410,594,764股每股面值0.10美元之股份。
- (4) 該等全威國際股份由王祿閣先生之妻子廖彬彬女士持有。
- (5) 該等全威國際股份由Megastar Holdings Limited持有，Megastar Holdings Limited之全部已發行股本由王祿閣先生擁有。王祿閣先生為Megastar Holdings Limited之董事。
- (6) 於二零零六年十月三十一日，本公司之最終控股公司全威國際透過Pacific Genius Group Limited (「PGGL」) 持有134,709,990股百富股份，佔百富已發行股本之67.35%。由於王祿閣先生擁有及被視為擁有全威國際之權益(詳見上文附註2)，故根據證券及期貨條例，王祿閣先生被視為擁有全部全威國際所擁有於百富股份中之權益。於二零零六年十月三十一日，百富之已發行股本為2,000,000港元，分為200,000,000股每股面值0.01港元之股份。
- (7) 該等百富股份由PGGL持有，PGGL之全部已發行股本由全威國際擁有。
- (8) Westman Linmark (Thailand) Ltd.為本公司之附屬公司。於二零零六年十月三十一日，Westman Linmark (Thailand) Ltd.之已發行股本為12,000,000泰銖，分為2,940股每股面值2,000泰銖之普通股，以及3,060股每股面值2,000泰銖之優先股。

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

(continued)

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

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(b) 於本公司及其相聯法團之相關股份中之權益及淡倉

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

DISCLOSURE OF INTERESTS (continued)

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

(continued)

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

權益披露 (續)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(b) 於本公司及其相聯法團之相關股份中之權益及淡倉 (續)

| Company/Name of associated corporations | Name of directors | Capacity | Number of underlying shares comprised in the options and warrants (Notes 1 and 2) 購股權及認股權證涉及之相關股份數目 (附註1及2) |
|---|-----------------------------|--|--|
| 本公司／相聯法團之名稱 | 董事姓名 | 身份 | |
| Roly International 全威國際 | WANG Lu Yen 王祿聞 | Interest of controlled corporation 受控制法團之權益 | 30,310,875 (L) |
| Roly International 全威國際 | Peter Loris SOLOMON | Beneficial owner 實益擁有人 | 200,000 (L) |
| Roly International 全威國際 | FU Jin Ming, Patrick 傅俊明 | Beneficial owner 實益擁有人 | 750,000 (L) |
| Roly International 全威國際 | WONG Wai Ming 黃偉明 | Beneficial owner 實益擁有人 | 1,000,000 (L) |
| Roly International 全威國際 | KHOO Kim Cheng 邱錦宗 | Beneficial owner 實益擁有人 | 7,043,000 (L) |

Notes:

- (1) The letter "L" represents the Directors' interests in the shares.
- (2) Details of the above underlying shares are set out in the paragraph headed "Directors' rights to acquire shares or debentures".

附註：

- (1) 「L」乃指董事於股份之權益。
- (2) 上述相關股份之詳情載於「董事購買股份或債券之權利」一段。

DISCLOSURE OF INTERESTS *(continued)*

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

(continued)

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

As at 31 October 2006, none of the Directors and chief executive of the Company had interests or short positions in the debentures of the Company and its associated corporations as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' rights to acquire shares or debentures

- (1) Movement of the options granted by the Company to the Directors under the Share Option Scheme during the period under review was set out in the paragraph headed "Share Options" above.

權益披露 *(續)*

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 *(續)*

(c) 於本公司及其相聯法團之債券中之權益及淡倉

於二零零六年十月三十一日，概無董事及本公司之行政總裁於本公司及其相聯法團之債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

董事購買股份或債券之權利

- (1) 本公司於本回顧期間根據購股權計劃授予董事之購股權變動載於上文「購股權」一段。

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

(2) Pursuant to the share option scheme of Roly International, the ultimate holding company of the Company, the Directors and employees of the Group may, at the discretion of the directors of Roly International, be granted options to subscribe for shares of Roly International. Movement of the options granted by Roly International to the Directors during the period under review was as follows:

權益披露 (續)**董事購買股份或債券之權利** (續)

(2) 根據本公司最終控股公司全威國際之購股權計劃，董事及本集團僱員可按全威國際董事酌情決定獲授可認購全威國際股份之購股權。於本回顧期間內全威國際授予董事之購股權變動如下：

| Name of directors | Date of grant | Options granted by Roly International | | Exercise price per share (US\$) | Exercise period |
|-----------------------|---------------|--|----------------------------|---------------------------------|-----------------------|
| | | Number of underlying shares of Roly International comprised in the options | 全威國際授出之購股權購股權涉及之全威國際相關股份數目 | | |
| | | Outstanding as at 1 May 2006 and 31 October 2006 | 尚未行使 | | |
| | | 於二零零六年五月一日及二零零六年十月三十一日 | | | |
| 董事姓名 | 授出日期 | | | 每股行使價 (美元) | 行使期限 |
| WANG Lu Yen 王祿閻 | 23/08/2004 | 1,600,000 | | 0.248 | 23/08/2005-22/08/2010 |
| Peter Loris SOLOMON | 11/11/2005 | 200,000 | | 0.165 | 11/11/2006-10/11/2011 |
| WONG Wai Ming 黃偉明 | 11/11/2005 | 1,000,000 | | 0.165 | 11/11/2006-10/11/2011 |
| KHOO Kim Cheng 邱錦宗 | 07/03/2002 | 1,800,000 | | 0.130 | 07/03/2004-06/03/2010 |
| | 22/11/2002 | 1,500,000 | | 0.138 | 22/11/2003-21/11/2008 |
| | 09/05/2003 | 2,000,000 | | 0.151 | 09/05/2004-08/05/2009 |
| | 30/03/2004 | 1,200,000 | | 0.321 | 30/03/2005-29/03/2010 |
| | | 6,500,000 | | | |

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

(3) On 29 April 2004, Roly International issued bonus warrants carrying the right to subscribe for new ordinary shares of US\$0.10 each in the capital of Roly International to its shareholders whose names were on the register of members of Roly International as at 26 April 2004 on the basis of one bonus warrant for every four existing ordinary shares of Roly International held by them. Each bonus warrant entitles the holder to subscribe for one new share at the exercise price of S\$0.75 at any time during the period commencing on 29 April 2004 and expiring on 28 April 2009. Particulars of the warrants issued to the Directors and remained outstanding as at 31 October 2006 were as follows:

權益披露 (續)**董事購買股份或債券之權利** (續)

(3) 於二零零四年四月二十九日，全威國際發行紅利認股權證予二零零四年四月二十六日名列全威國際股東名冊之股東，紅利認股權證附有認購全威國際股本中每股面值0.10美元之新普通股之權利，每持有四股全威國際現有普通股，即可獲得一份紅利認股權證。每份紅利認股權證可供持有人於二零零四年四月二十九日至二零零九年四月二十八日期間，以行使價0.75新加坡元認購一股新股。於二零零六年十月三十一日，董事已獲發行而尚未行使之認股權證詳情如下：

| Name of directors | Capacity | Warrants issued by Roly International |
|-----------------------------|--|--|
| | | Number of underlying shares of Roly International outstanding as at 1 May 2006 and 31 October 2006 |
| 董事姓名 | 身份 | 全威國際發行之認股權證於二零零六年五月一日及二零零六年十月三十一日尚未行使之相關全威國際股份數目 |
| WANG Lu Yen 王祿閻 | Beneficial owner 實益擁有人 | 5,050,000 |
| | Interest of spouse (Note 1) 配偶之權益(附註1) | 87,500 |
| | Interest of a controlled corporation (Note 2) 受控制法團之權益(附註2) | 30,310,875 |
| FU Jin Ming, Patrick 傅俊明 | Beneficial owner 實益擁有人 | 750,000 |
| KHOO Kim Cheng 邱錦宗 | Beneficial owner 實益擁有人 | 543,000 |

DISCLOSURE OF INTERESTS (continued)

Directors' rights to acquire shares or debentures (continued)

(3) (continued)

Notes:

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

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

權益披露 (續)

董事購買股份或債券之權利 (續)

(3) (續)

附註：

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

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

DISCLOSURE OF INTERESTS (continued)**Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO**(a) *Substantial shareholders of the Company*

As at 31 October 2006, the following shareholders (other than the Directors and chief executive of the Company whose interests and short positions in the shares and underlying shares of the Company are set out above) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

| Name of substantial shareholders | Capacity | Number of shares of the Company held (Note 1) | Approximate percentage of interest as at 31 October 2006 |
|---|--|--|--|
| 主要股東名稱 | 身份 | 持有之本公司股份數目 (附註1) | 於二零零六年十月三十一日之概約權益百分比 |
| RGS Holdings Limited | Beneficial owner 實益擁有人 | 437,720,000 (L) | 65.64% |
| Roly International 全威國際 (Note 2) (附註2) | Interest of controlled corporation 受控制法團之權益 | 437,720,000 (L) | 65.64% |
| Arisaig Greater China Fund Limited | Beneficial owner 實益擁有人 | 66,469,000 (L) | 9.97% |
| Arisaig Partners (Mauritius) Limited (Note 3) (附註3) | Investment manager 投資經理 | 66,469,000 (L) | 9.97% |
| Lindsay William Ernest COOPER (Note 4) (附註4) | Interest of controlled corporation 受控制法團之權益 | 66,469,000 (L) | 9.97% |

權益披露 (續)**主要股東及須根據證券及期貨條例XV部須披露彼等權益之其他人士**(a) *本公司之主要股東*

於二零零六年十月三十一日，下列股東（其於本公司之股份及相關股份之權益及淡倉已載於上文之董事及本公司行政總裁除外）於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

DISCLOSURE OF INTERESTS (continued)

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

(a) Substantial shareholders of the Company (continued)

Notes:

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

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

Save as disclosed in the paragraph headed "Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations" and paragraph (a) above, as at 31 October 2006, no other person had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

INTERIM DIVIDEND

The Directors have declared the payment of an interim dividend of 1.8 HK cents per share in respect of the six months ended 31 October 2006 and such interim dividend will be paid in cash on or about 11 January 2007 to shareholders whose names appear on the register of members of the Company on 4 January 2007.

權益披露 (續)

主要股東及須根據證券及期貨條例XV部須披露彼等權益之其他人士 (續)

(a) 本公司之主要股東 (續)

附註：

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

(b) 根據證券及期貨條例第XV部須披露彼等權益之其他人士

除「董事於本公司及其相聯法團之股份、相關股份及債券中之權益」一段及上文第(a)段所披露者外，於二零零六年十月三十一日，概無其他人士於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

中期股息

董事會已宣派截至二零零六年十月三十一日止六個月之中期股息每股1.8港仙，該等中期股息將於二零零七年一月十一日或該日前後以現金派付予於二零零七年一月四日名列本公司股東名冊之股東。

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 2 January 2007 to 4 January 2007, both days inclusive. In order to qualify for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Standard Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4.30 p.m. on 29 December 2006.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

REVIEW OF RESULTS

The unaudited condensed consolidated interim financial information of the Group for the six months ended 31 October 2006 have been reviewed by the external auditors of the Company in accordance with the International Standard on Review Engagement No. 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the International Auditing and Assurance Standards Board. The audit committee, comprising the three independent non-executive Directors referred to below, has reviewed with management and the Company's external auditors the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including the report prepared by the external auditors to the audit committee in respect of the review of the Group's condensed consolidated interim financial information for the six months ended 31 October 2006.

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

暫停辦理股份過戶登記手續

本公司將由二零零七年一月二日至二零零七年一月四日(首尾兩日包括在內)暫停辦理股份過戶登記手續。股東如擬獲取中期股息,須於二零零六年十二月二十九日下午四時三十分前將所有填妥之過戶表格連同有關股票送交本公司之香港股份過戶登記分處標準證券登記有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

買賣或贖回股份

於回顧期間,本公司及其任何附屬公司概無買賣或贖回本公司任何股份。

審閱業績

本集團截至二零零六年十月三十一日止六個月的未經審核簡明綜合中期財務資料已經由本公司的外聘核數師根據國際審計及核證準則委員會所頒佈的國際審閱聘用準則第2410號「由實體的獨立核數師執行的中期財務資料審閱」進行審閱工作。審核委員會(成員為下述三位獨立非執行董事)已與管理層及本公司的外聘核數師檢討本集團採用的會計準則及慣例,並討論核數、內部控制及財務申報事宜,包括外聘核數師就審閱本集團截至二零零六年十月三十一日止六個月之簡明綜合中期財務資料呈報審核委員會之報告。

審核委員會亦已審閱本公司於回顧期間進行的關連交易的條款及條件。

CORPORATE GOVERNANCE

A corporate governance report (“CG Report”) has been published and included in the annual report of the Company for the year ended 30 April 2006, in which the Company reported the adoption of most of the Code Provisions as stated in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange as the Code on Corporate Governance Practices (“Code”) of the Company, save for the deviations from Code Provisions B.1.3. and E.1.2. On 23 August 2006, Mr. WANG Lu Yen, chairman of the Board, attended the annual general meeting (“AGM”) of the Company and also arranged for the chairmen or members of the executive, audit, remuneration, investment and strategy committees to be available to answer questions at the AGM, it brought the Company into full compliance with Code Provision E.1.2 during the period under review. For the period under review, the Company has fully complied with the Code Provisions of the Code, save for Code Provision B.1.3.

Code Provision B.1.3

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

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

公司管治

在刊載於截至二零零六年四月三十日止年度的本公司年報上的公司管治報告(「公司管治報告」)中，本公司報告除偏離守則條文第B.1.3條及第E.1.2條外，本公司已採納聯交所證券上市規則附錄十四所載的大部分守則條文作為本公司的公司管治常規守則(「守則」)。於二零零六年八月二十三日，董事會主席王祿聞先生出席本公司股東週年大會(「股東週年大會」)及亦已安排執行、審核、薪酬、投資及策略委員會之主席或成員於股東週年大會上回答提問，此舉令本公司於回顧期間完全遵守守則條文第E.1.2條。於回顧期間，除守則條文B.1.3外，本公司已完全遵守守則之守則條文。

守則條文第B.1.3條

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

管理層認為，薪酬委員會在上文所載之經修訂薪酬委員會職權範圍(「經修訂職權範圍」)下可更有效地履行其職能，原因是其職責在經修訂職權範圍下較守則條文所規定者涵蓋範圍更為廣泛及嚴謹。因此，本公司建議薪酬委員會日後將繼續遵守經修訂職權範圍之條文。管理層將定期檢討職權範圍及於必要時作出適當變動。

**MODEL CODE FOR SECURITIES TRANSACTIONS BY
DIRECTORS OF LISTED ISSUERS**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code regarding Directors' securities transactions throughout the six months ended 31 October 2006.

By Order of the Board

WANG Lu Yen

Chairman

Hong Kong, 12 December 2006

上市發行人董事進行證券交易之標準守則

本公司已採納標準守則(載於上市規則附錄十)。經向本公司全體董事作出特定查詢後，彼等均確認，於截至二零零六年十月三十一日止六個月內已遵守標準守則載列有關董事進行證券交易之規定標準。

承董事會命

王祿閻

主席

香港，二零零六年十二月十二日