

建議重選退任董事之資料

INFORMATION OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

根據本公司細則，本公司董事馮永昌先生及畢滌凡先生將於二零零七年股東週年大會上退任，並均願膺選連任。以下乃該等董事之個人資料簡介供股東參考：

馮永昌先生（執行董事），現年四十五歲，於一九八八年加入本集團，並自一九九七年二月十一日起在本公司擔任現職銜。馮先生亦為本集團台灣業務之總經理及若干附屬公司之董事。彼持有香港大學學士學位及新加坡國立大學工商管理碩士學位。於加入本集團前，馮先生有五年房地產業務經驗。

馮先生於過往三年並無於其他上市公司擔任任何董事職務。彼與本公司之任何董事、高級管理人員或主要股東概無任何關連。按證券及期貨條例第XV部之涵義，於二零零七年三月二十二日，彼持有一百一十二萬二千股本公司股份及購股權以認購五百萬股本公司股份，合共約佔本公司現時已發行股本百分之零點四一。

本公司與馮先生之間並無任何服務合約，惟彼與兩間附屬公司訂立了僱用合約，雙方均可給予對方不少於三個月的書面通知終止該合約。彼亦須按本公司之細則輪值告退及膺選連任。彼每年的薪酬為港幣一百九十萬零二千元。彼亦可獲發酌情酬金、享有僱主繳納之公積金供款及房屋津貼。該酬金乃根據彼於本集團之職務及職責及現時市況而釐定。

彼並無根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第13.51(2)(h)條至第13.51(2)(v)條須予披露的資料，亦無涉及根據該等條文須予披露的事宜，且並無任何本公司股東需要知悉的其他事項。

In accordance with the Bye-Laws of the Company, Mr. FUNG Wing Cheong, Charles and Mr. Barry John BUTTIFANT, Directors of the Company, will retire from office at the 2007 annual general meeting and will offer themselves for re-election. The following are the brief biographical particulars of each of these Directors for the shareholders' information:

Mr. FUNG Wing Cheong, Charles (*Executive Director*), aged 45, joined the Group in 1988 and has assumed the current position in the Company since February 11, 1997. Mr. Fung is also the General Manager of the Group's operations in Taiwan and director of certain subsidiaries of the Group. He holds a bachelor degree from The University of Hong Kong and an MBA degree from the National University of Singapore. Before joining the Group, Mr. Fung had worked for five years in the real estate business.

Mr. Fung did not hold any directorship in other listed company in the last three years. He does not have any relationship with any directors, senior management or substantial shareholders of the Company. As at March 22, 2007, Mr. Fung has had interests in 1,122,000 shares of the Company and options to subscribe for 5,000,000 shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), which in aggregate represent approximately 0.41% of the existing issued share capital of the Company.

There is no service contract entered into between the Company and Mr. Fung; however, he has agreements with two subsidiaries, which are terminable by either party by giving to the other not less than three months' notice in writing. He is subject to retirement by rotation and re-election pursuant to the Bye-Laws of the Company. His annual salary amounts to approximately HK\$1,902,000. He is also entitled to discretionary bonus, provident fund contributed by employer and housing allowance. Such emolument is determined with reference to his duties and responsibilities with the Group and the prevailing market conditions.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

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畢滌凡先生（獨立非執行董事），現年六十二歲，於一九九一年五月加入本集團，彼亦為本公司審核委員會主席及補償委員會成員。畢滌凡先生為Hsin Chong International Holdings Limited（「新昌國際」）之董事總經理，亦分別為新昌營造集團有限公司主席葉維義先生及新昌管理集團有限公司副主席馮葉儀皓女士之替代董事。彼並為台和商事控股有限公司及華訊股份有限公司之獨立非執行董事，及為於紐約聯合交易所上市之 Global-Tech Appliances Inc. 之非執行董事。於加入新昌國際前，彼為霸菱亞洲投資有限公司之營運合夥人。彼亦於二零零一年至二零零二年期間擔任和記行（集團）有限公司（「和記行」）之董事總經理，並於二零零二年十一月至二零零四年四月期間出任和記行之業務及企業發展顧問。於加入和記行前，彼於萬威國際有限公司擔任董事總經理超過八年，並曾於寶麗碧集團和森那美香港有限公司工作超過十一年，期間曾出任財務董事及董事總經理職務。畢滌凡先生為特許公認會計師公會、香港會計師公會、Chartered Management Institute、香港管理專業協會及香港董事學會之資深會員。

除上述披露外，於過往三年，畢滌凡先生亦曾出任一間於香港主板上市之公司－東方明珠創業有限公司（前稱「招商迪辰（亞洲）有限公司」）（二零零二年八月至二零零六年五月）及兩間已除牌之創業板公司－媒體世紀集團（二零零三年六月至二零零五年十二月）和媒體伯樂集團有限公司（二零零五年十一月至二零零六年五月）之獨立非執行董事。彼於二零零四年六月至二零零六年二月期間出任 China Technology Global Corporation（前稱「DF China Technology Inc.」）之非執行董事，該公司於美國 Over-the-Counter Bulletin Board 上市。

畢滌凡先生與本公司之任何董事、高級管理人員或主要股東概無任何關連，亦無於本公司或本集團其他公司擔當任何其他職位。按證券及期貨條例第XV部之涵義，彼於二零零七年三月二十二日亦無持有本公司任何股份之權益。

Mr. Barry John BUTTIFANT (*Independent Non-executive Director*), aged 62, joined the Group in May 1991. He is also chairman of the Audit Committee and a member of the Compensation Committee of the Company. Mr. Buttifant is the managing director of Hsin Chong International Holdings Limited ("Hsin Chong International") and is an alternate director to Mr. V-nee Yeh, chairman of Hsin Chong Construction Group Ltd. and Mrs. Fung Yeh Yi Hao, Yvette, deputy chairman of Synergis Holdings Limited. He is also an independent non-executive director of Daiwa Associate Holdings Limited and Alltronics Holdings Limited and a non-executive director of a NYSE public company, Global-Tech Appliances Inc.. Prior to joining Hsin Chong International, he was an operating partner of Baring Private Equity Asia Limited. He was also the managing director of Wo Kee Hong (Holdings) Limited ("Wo Kee Hong") from 2001 to 2002 and was the Advisor to the board of directors of Wo Kee Hong from November 2002 to April 2004. Prior to joining Wo Kee Hong, he was the managing director of IDT International Limited for over eight years and had worked for Polly Peck Group and Sime Darby Hong Kong Limited for more than 11 years in the capacity of finance director and managing director. Mr. Buttifant is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Chartered Management Institute, the Hong Kong Management Association and The Hong Kong Institute of Directors.

Saved as disclosed above, in the last three years, Mr. Buttifant also served as an independent non-executive director of Pearl Oriental Innovation Limited (formerly known as China Merchants DiChain (Asia) Limited), a company listed on the Main Board in Hong Kong from August 2002 to May 2006, and two de-listed GEM Board companies, MediaNation Inc. from June 2003 to December 2005 and Media Partners International Holdings Inc. from November 2005 to May 2006. During the period from June 2004 to February 2006, he was a non-executive director of China Technology Global Corporation (formerly known as DF China Technology Inc), a company listed on the Over-the-Counter Bulletin Board in the United States.

Mr. Buttifant does not have any relationship with any directors, senior management or substantial shareholders of the Company nor hold any other position with the Company and other members of the Group. As at March 22, 2007, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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本公司與畢滌凡先生之間並無任何服務合約。彼出任董事的任期為三年，並須按本公司之細則輪值告退及膺選連任。彼每年之董事酬金為港幣二十七萬五千元正，該金額乃根據彼於本公司之職務及職責及現時市況而釐定。

畢滌凡先生服務本集團已逾九年。彼符合上市規則第3.13條所載獨立性指引，並已向聯交所書面確認其對公司的獨立性，亦按年向公司確認其獨立身份。因此，董事會視彼仍為獨立人士，並鑒於彼之豐富經驗及對董事會之寶貴貢獻，深信彼應該被重選為董事。

彼並無根據上市規則第13.51(2)(h)條至第13.51(2)(v)條須予披露的資料，亦無涉及根據該等條文須予披露的事宜，且並無任何本公司股東需要知悉的其他事項。

There is no service contract entered into between the Company and Mr. Buttifant. He is appointed for a term of three years and subject to retirement by rotation and re-election pursuant to the Bye-Laws of the Company. He is entitled to receive an annual director's fee of HK\$275,000 which is determined with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Mr. Buttifant has served the Group for over nine years. He has met the independence guidelines as set out in Rule 3.13 of the Listing Rules and has submitted to the Stock Exchange a written confirmation concerning his independence and given an annual confirmation of his independence to the Company. The Board, therefore, considers him to continue to be independent and believes he should be re-elected in view of his extensive experience and valuable contribution to the Board.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.