

Report of the Directors

董事會報告

The directors of the Company present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2007.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries in the year under review consisted of the manufacture and marketing of clocks and lighting products, the trading of metals and the provision of electroplating services.

Results and Dividends

The Group's results for the year ended 31 March 2007 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 35 to 130. The directors of the Company do not recommend the payment of any dividend in respect of the year.

Five Years Financial Summary

A summary of the published results, assets and liabilities, and minority interests of the Group for the last five financial years, as extracted from the audited financial statements is set out on pages 131 to 132 of the annual report. This summary does not form part of the audited financial statements.

Investment Properties and Property, Plant and Equipment

Details of movements in the investment properties and property, plant and equipment of the Group during the year are set out in notes 15 and 16 to the financial statements.

Share Capital and Share Options

Details of movements in the Company's share capital and share options are set out in note 30 to the financial statements.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the bye-laws of the Company or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Purchase, Sale or Redemption of Shares

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

本公司董事茲提呈本公司及本集團截至二零零七年三月三十一日止年度之董事會報告及經審核財務報告。

主要業務

本公司主要業務為投資控股。於回顧年度，本公司附屬公司之主要業務包括製造及市場銷售時鐘與照明產品、金屬貿易及提供電鍍服務。

業績及股息

本集團截至二零零七年三月三十一日止之業績及本公司與本集團於該日之業務狀況載於第35至130頁之財務報告內。本公司董事不建議派發任何該年度股息。

五年財務摘要

本集團過去五個財政年度公佈之業績，資產及負債及少數股東權益概要(節錄自經審核財務報告)載於年報第131頁至第132頁。此概要並非構成經審核財務報告之部份。

投資物業及物業、廠房及設備

本集團於年內之投資物業及物業、廠房及設備之變動詳情載於財務報告附註15及16。

股本及購股權

本公司之股本變動及購股權詳情載於財務報告附註30。

優先購股權

根據本公司之公司細則或百慕達法例，並無有關優先購買權之規定，以致本公司必須向其現有股東按持股比例發行新股份。

購入、出售或贖回股份

於本年度，本公司或其附屬公司概無購入、出售或贖回本公司之任何股份。

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Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 39(b) to the financial statement and in the consolidated statement of changes in equity, respectively.

Distributable Reserves

At 31 March 2007, the Company had no retained profits available for cash distribution and/or distribution in specie. Under the Companies Act 1981 of Bermuda, the Company's contributed surplus of HK\$128,013,000 may be distributed under certain circumstances. In addition, the Company's share premium account with a balance of HK\$86,681,000 may be distributed in the form of fully paid bonus shares.

Major Customers and Suppliers

In the year under review, sales to the Group's five largest customers accounted for 41.07% of the total sales for the year and sales to the largest customer included therein amounted to 11.69%. Purchases from the Group's five largest suppliers accounted for 16.20% of the total purchases for the year and purchases from the largest supplier included therein amounted to 5.14%. As far as the directors of the Company are aware, neither the directors, their associates, nor any shareholders (which, to the best knowledge of the directors of the Company, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

Directors

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

Executive directors:

Mr. LEUNG Heung Ying, Alvin
(appointed on 14 June 2007)

Ms. CHUNG Oi Ling, Stella
(appointed on 14 June 2007)

Mr. CHEN Vee Yong, Frederick
(resigned on 11 July 2007)

Mr. LEE Sang Yoon
(appointed on 27 June 2006 and resign on 11 July 2007)

Mr. LIANG Jin You (resigned on 4 July 2007)

Ms. LI Kwo Yuk (resigned on 4 July 2007)

Mr. LEUNG Kin Yau (resigned on 4 July 2007)

Mr. OU Jian Sheng (resigned on 4 July 2007)

Mr. DENG Ju Neng (resigned on 4 July 2007)

儲備

本公司及本集團於本年度之儲備變動詳情分別載於財務報告附註39(b)及綜合權益變動表。

可供分派儲備

於二零零七年三月三十一日，本公司沒有可供之現金分派及／或實物分派之保留溢利。根據百慕達一九八一年公司法，本公司之繳入盈餘為128,013,000港元，於若干情形下可供分派。此外，本公司之股份溢價結餘為86,681,000港元，可作已繳足紅股形式分派。

主要客戶及供應商

於回顧年度內，本集團五大客戶之銷售佔全年總銷售額41.07%，及最大客戶佔之銷售包括在內佔11.69%。本集團五大供應商之採購佔年內之總採購額16.20%，及最大供應商之採購額包括在內佔5.14%。就本公司董事會所知，擁有本公司已發行股本5%以上之董事、彼等之聯繫人士或任何股東概無持有本集團五大客戶及供應商之任何實益權益。

董事

本公司董事在本年度及至本報告日期為如下：

執行董事：

梁享英
(於二零零七年六月十四日獲委任)

鍾愛玲
(於二零零七年六月十四日獲委任)

陳維雄
(於二零零七年七月十一日辭任)

李相潤
(於二零零六年六月二十七日獲委任及
於二零零七年七月十一日辭任)

梁金友 (於二零零七年七月四日辭任)

李戈玉 (於二零零七年七月四日辭任)

梁健友 (於二零零七年七月四日辭任)

歐健生 (於二零零七年七月四日辭任)

鄧巨能 (於二零零七年七月四日辭任)

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Directors (continued)

Independent non-executive directors:

Mr. LO Ming Chi, Charles
Mr. LO Wah Wai
Mr. ORR Joseph Wai Shing
Mr. WONG Ngo San, Marcus
(appointed on 14 June 2007)

In accordance with bye-law 86(2) of the Company's Bye-laws, Mr. Leung Heung Ying, Alvin, Ms. Chung Oi Ling, Stella and Mr. Wong Ngao San, Marcus shall hold office only until the forthcoming annual general meeting of the Company and shall be eligible for re-election at the forthcoming annual general meeting. In accordance with bye-law 87 of the Company's Bye-laws, Messrs. ORR Joseph Wai Shing and LO Wah Wai will retire by rotation at the forthcoming annual general meeting and shall be eligible for re-election at the forthcoming annual general meeting.

Biography of Directors and Senior Management

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 14 to 18 of the annual report.

Directors' Service Contracts

No director of the Company proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

Directors' Interests in Contracts

No director of the Company had a significant beneficial interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any its subsidiaries was a party at any time during the year.

Directors' and Chief Executives' Interests in Shares and Underlying Shares

As at 31 March 2007, the interests of the directors and chief executives of the Company in the shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register kept by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

董事 (續)

獨立非執行董事：

勞明智先生
盧華威先生
柯偉聲先生
王傲山先生
(於二零零七年六月十四日獲委任)

按照本公司之公司細則第86(2)條規定梁享英先生、鍾愛玲女士及王傲山先生將任職至即將舉行之股東週年大會及將符合資格並願意於即將舉行的股東週年大會上重選連任，按照本公司之細則87條規定，柯偉聲先生及盧華威先生將於即將舉行的股東週年大會上輪席退任，及符合資格並願意於即將舉行的股東週年大會上重選連任。

董事及高級管理人員簡歷

本公司董事及本集團高級管理人員簡歷詳情載於年報第14至18頁。

董事服務合約

本公司並無與擬於即將舉行之股東週年大會上膺選連任之董事訂立任何不可於一年內由本公司無償終止(法定補償除外)之服務合約。

董事合約權益

各董事在本公司或其任何附屬公司於本年度內任何時間，概無參與訂立與本集團業務有關連之重大合約，亦無擁有任何直接或間接之重大實益權益。

董事及主要行政人員之股份及相關股份權益

於二零零七年三月三十一日，本公司根據證券及期貨條例(「證券及期貨條例」)第352條而設立之名冊所記錄，本公司董事及主要行政人員於本公司或其他相聯法團(具有證券及期貨條例第XV部的涵義)之股份；或根據上市公司董事進行證券交易的標準守則而須知會本公司及聯交所之權益如下：

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Directors' and Chief Executives' Interests in Shares and Underlying Shares (continued)

Long positions

Ordinary shares of HK\$0.10 each of the Company

Name 姓名	Capacity 身份	Number of issued shares held 所持已發行 股份數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. LIANG Jin You 梁金友先生	Held by controlled corporation (note) 控制公司持有(附註)	119,184,300	39.14%

Note: 119,184,300 shares are owned by Golden Glory Group Limited, a company incorporated in the British Virgin Islands. The entire issued share capital of Golden Glory Group Limited is beneficially owned by General Line International (Holdings) Limited, which is in turn 100% beneficially owned by Mr. LIANG Jin You.

Save as disclosed above, none of the other directors, chief executives nor their associates had any interest 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) as at 31 March 2007.

Directors' Rights to Acquire Shares or Debentures

Save as under note 30 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

Share Option Scheme

Particulars of the Company's share option scheme are set out in note 30 to the financial statements.

董事及主要行政人員之股份及相關股份權益(續)

好倉

本公司每股面值0.10港元之普通股

Number of issued shares held 所持已發行 股份數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
119,184,300	39.14%

附註：119,184,300股股份由Golden Glory Group Limited擁有。Golden Glory Group Limited為於英屬處女群島註冊成立之公司，Golden Glory Group Limited之全部已發行股本由廣橋國際(控股)有限公司實益擁有，此公司由梁金友先生實益擁有。

除上文披露外，於二零零七年三月三十一日，概無其他董事、主要行政人員或彼等之聯繫人士擁有本公司或其相聯法團(具有證券及期貨條例第XV部的涵義)的任何股份、相關股份或債券的任何權益或淡倉。

董事購買股份或債券權利

除財務報告附註30所披露外，於本年內任何時間，並無任何董事、彼等之配偶或十八歲以下子女有任何認購本公司股份或債券，或已行使該等權利而獲益；或本公司及其附屬公司概無任何安排，以致本公司董事可藉購入其他法人團體之股份或債務而獲益。

購股權計劃

有關本公司之購股權計劃詳細披露載於財務報告附註30。

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Substantial Shareholders

As at 31 March 2007, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that other than the interests disclosed above in respect of certain directors and chief executives, the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

Long positions

Ordinary shares of HK\$0.10 each of the Company

Name of Shareholders 股東名稱	Note 附註	Nature of interest 權益性質	Total 總數	Approximate percentage of shareholdings 佔股權概約百分比 (%) 百分比
Golden Glory Group Limited	1&2	Beneficial owner 實益擁有人	119,184,300 (L)	39.14
General Line International (Holdings) Limited 廣橋國際(控股)有限公司	1&2	Held by controlled corporation (Note) 控制公司持有(附註)	119,184,300 (L)	39.14

(L) Long position

Note:

- These 119,184,300 Shares are owned by Golden Glory Group Limited, which is a company incorporated in the British Virgin Islands. The entire issued share capital of Golden Glory Group Limited is beneficially owned by General Line International (Holdings) Limited, which is wholly owned by Mr. Liang Jin You ("Mr. Liang") Accordingly, General Line International Holdings Limited and Mr. Liang are deemed to be interested in these Shares. Ms. Li Kwo Yuk, an executive Director as at 31 March 2007 and the spouse of Mr. Liang, is deemed to be interested in the Shares interested by Mr. Liang and their interests duplicate each other.
- Golden Glory Group Limited sold the 119,184,300 Shares it owned to Marigold Worldwide Group Limited on 2 May 2007. Marigold Worldwide Group Limited has become the substantial shareholder of the Company since then.

Saved as disclosed above, none of the other directors, chief executives or their associates had any interest 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) as at 31 March 2007.

主要股東

於二零零七年三月三十一日，本公司根據證券及期貨條例第336條而設立之主要股東名冊顯示，除上文披露有關若干董事及主要行政人員之權益外，下列股東向本公司知會於本公司已發行股本之有關權益。

好倉

本公司每股面值0.10港元之普通股

(L) 好倉

附註：

- 該119,184,300股股份由Golden Glory Group Limited擁有。Golden Glory Group Limited為於英屬處女群島註冊成立之有限公司，Golden Glory Group Limited之全部已發行股本由廣橋國際(控股)有限公司實益擁有，此公司由梁金友先生(「梁先生」)全資擁有。因此，General Line International Holdings Limited及梁先生被視為於該等股份中擁有權益。於二零零七年三月三十一日，李戈玉女士為本公司之執行董事兼梁先生之配偶被視為於梁先生擁有權益之股份中擁有權益，而彼等之權益互相重疊。
- Golden Glory Group Limited於二零零七年五月二日向Marigold Worldwide Group Limited出售其擁有之119,184,300股股份。Marigold Worldwide Group Limited自此以後成為本公司主要股東。

除上文披露外，於二零零七年三月三十一日，概無其他董事、主要行政人員或彼等之聯繫人士擁有本公司或其任何相聯法團(具有證券及期貨條例第XV部的涵義)的任何股份、相關股份或債券的任何權益或淡倉。

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Directors' Interests in Competing Business

No director of the Company had interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules, during the year and up to the date of this report.

Corporate Governance

In the opinion of the directors of the Company, the Company has complied throughout the year ended 31 March 2007 with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules, save as the deviations disclosed in the Corporate Governance Report as set out in pages 19 to 24.

Public Float

As at the date of this report, based on the information publicly available to the Company and within the knowledge of the directors of the Company, over 25% of the issued share capital of the Company was held by the public as required under the Listing Rules.

Auditors

Messrs KLL Associates CPA Limited ("KLL") had been the auditors of the Company for the year ended 31 March 2005. On 21 April 2006, the Company announced that KLL has resigned as auditors of the Company with effect from 23 March 2006 as to the merger of their practice with BDO McCabe Lo Limited. Following the resignation of KLL, the special general meeting of the Company has passed an ordinary resolution to appoint SHINEWING (HK) CPA Limited ("SHINEWING") as auditors of the Company. A resolution for the re-appointment of SHINEWING as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

On Behalf of the Board
LEUNG Heung Ying, Alvin
Managing Director

Hong Kong, 27 July 2007

董事在競爭業務之權益

於年內及截至本報告之日期，根據上市規則，本公司董事並無在一項業務中不論直接或間接佔有權益，而該項業務跟本集團本身業務相互競爭。

企業管治

本公司董事認為，除載於第19頁至第24頁之企業管治報告所偏差披露之外，本公司於截至二零零七年三月三十一日止年度內已遵守上市規則附錄十四之最佳應用守則（「守則」）。

公眾持股量

按本公司之公開資料及就本公司董事會所知，於本報告日期，本公司已應上市規則要求有超過25%之已發行股本由公眾持有。

核數師

華融會計師事務所有限公司（「華融」）於截至二零零四年及二零零五年三月三十一日止年度為本公司之核數師。本公司於二零零六年四月二十一日宣佈，華融因業務與德豪嘉信會計師事務所有限公司合併而辭任本公司核數師，於二零零六年三月二十三日生效。華融辭任後，本公司於股東特別大會上通過一項普通決議案，委任信永中和（香港）會計師事務所有限公司（「信永中和」）為本公司核數師。本公司將於應屆股東週年大會上提呈一項決議案，以續聘信永中和為本公司之核數師。

代表董事會
梁享英
董事總經理

香港，二零零七年七月二十七日