

DIRECTOR'S REPORT

The directors have pleasure in presenting their annual report and the audited financial statements for the year ended 31st March, 2002.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of accessories for photographic, electrical and multimedia products and act as property holding companies.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st March, 2002 are set out in the consolidated income statement on page 24.

The directors recommend the payment of a final dividend of 1 cent per share to the shareholders of the Company whose names appear on the register of members on 22nd August, 2002.

FINANCIAL SUMMARY

A financial summary of the Group is set out on page 71.

SHARE CAPITAL

Movements during the year in the share capital of the Company are set out in note 25 to the financial statements.

RESERVES

Movements during the year in the reserves of the Group and the Company are set out in note 27 to the financial statements.

DIRECTOR'S REPORT (CONTINUED)

INVESTMENT PROPERTIES

During the year, the Group acquired investment properties of HK\$7,665,000. In addition, the Group's investment properties were revalued as at 31st March, 2002 and the deficit of approximately HK\$82,000 arising on the revaluation has been charged as expense during the year.

Details of these movements during the year in the investment properties of the Group are set out in note 14 to the financial statements.

Particulars of the Group's investment properties are set out on page 72.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired property, plant and equipment of approximately HK\$5,374,000.

Details of these and other movements during the year in the property, plant and equipment of the Group are set out in note 15 to the financial statements.

DIRECTORS AND SERVICE CONTRACTS

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

Executive directors:

Ms. Chan Oi Ling, Maria Olimpia (*Chairman*)

Mr. Lam Yu Ho, Daniel (*Managing Director*)

Mr. Cheng Lok Hing

Mr. Cheng Chun Kit

Ms. Liu Ji Hong (appointed on 13th June, 2001)

Independent non-executive directors:

Mr. Wong Yui Leung, Larry

Mr. Heman Tsang (appointed on 23rd August, 2001)

Mr. Richardson, David Alexander (retired on 23rd August, 2001)

DIRECTOR'S REPORT (CONTINUED)

DIRECTORS AND SERVICE CONTRACTS (CONTINUED)

In accordance with Clauses 86(2) and 87 of the Company's Bye-laws, Mr. Cheng Lok Hing and Mr. Wong Yui Leung, Larry retire and, being eligible, offer themselves for re-election in the forthcoming annual general meeting.

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The term of office of each non-executive director is the period up to his retirement by rotation in accordance with the Company's Bye-laws.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 35 to the financial statements, no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the year.

CONNECTED TRANSACTION

On 27th December, 2001, the Group acquired a further 49% interest in March Professional Bags Company Limited from a minority shareholder for a consideration of approximately HK\$12 million. Details of this transaction has been included in the circular of the Company dated 18th January, 2002.

DIRECTOR'S REPORT (CONTINUED)

DIRECTORS' INTERESTS IN SECURITIES

(i) Shares

At 31st March, 2002, the interests of the directors and their associates in the shares of the Company as recorded in the register maintained by the Company pursuant to Section 29 of the Hong Kong's Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") were as follows:

Name of director	Number of shares held	
	Personal interest	Other interest <i>(Note)</i>
Ms. Chan Oi Ling, Maria Olimpia	–	187,140,000
Mr. Lam Yu Ho, Daniel	30,500,000	–
Mr. Cheng Lok Hing	8,000,000	–
Mr. Cheng Chun Kit	8,200,000	–

Note: These shares are held by Honeyard Corporation. The entire issued share capital of Honeyard Corporation is held by The Honeyard Trust, a discretionary trust of which the family members of Ms. Chan Oi Ling, Maria Olimpia are discretionary beneficiaries.

In addition to the above, each of Ms. Chan Oi Ling, Maria Olimpia and Mr. Lam Yu Ho, Daniel holds 500,000 non-voting deferred shares in Mascotte Investments Limited, a subsidiary of the Company. Honeyard Corporation holds one non-voting deferred share in Newland Kingdom Limited, a subsidiary of the Company.

(ii) Share option scheme

Pursuant to the Company's share option scheme (the "Scheme") adopted on 5th September, 1997, for the primary purpose of providing incentive to directors and eligible employees, and which will expire 10 years after the date of adoption, the board of directors of the Company may, at its discretion, grant options to eligible employees, including executive directors, of the Company or any of its subsidiaries to subscribe for shares in the Company at a price not less than 80 per cent. of the average of the closing prices of the shares on the Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of grant of the options or the nominal value of the shares, whichever is the higher.

DIRECTOR'S REPORT (CONTINUED)

DIRECTORS' INTERESTS IN SECURITIES (CONTINUED)

(ii) Share option scheme (Continued)

The maximum number of shares in respect of which options may be granted (together with options exercised and options then outstanding) under the Scheme shall not, when aggregated with any shares subject to any other schemes, exceed such number of shares as shall represent 10 per cent. of the nominal amount of the issued share capital of the Company from time to time and the maximum number of shares in respect of which options may be granted to any one employee cannot exceed 25 per cent. of the maximum number of shares in respect of which options may be granted under the Scheme. Upon acceptance of option, the grantee shall pay HK\$10 to the Company by way of consideration of the grant. An option may be exercised at any time during the three year period commencing six months after the date on which the option is accepted.

The following table discloses movements during the year in the options to subscribe for ordinary share of HK\$0.10 each in the share capital of the Company at an initial subscription price of HK\$0.241 per share, exercisable from 16th August, 1998 to 15th August, 2001:

	Number of share options		
	At 1st April, 2001	Lapsed during the year	At 31st March, 2002
Directors			
Ms. Chan Oi Ling, Maria Olimpia	8,000,000	(8,000,000)	–
Mr. Lam Yu Ho, Daniel	8,000,000	(8,000,000)	–
Mr. Cheng Lok Hing	2,000,000	(2,000,000)	–
Mr. Cheng Chun Kit	2,000,000	(2,000,000)	–
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	20,000,000	(20,000,000)	–

Save as disclosed above, and other than certain nominee shares in subsidiaries held by Ms. Chan Oi Ling, Maria Olimpia, none of the directors and their associates had any personal, family, corporate or other interests in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance at 31st March, 2002.

DIRECTOR'S REPORT (CONTINUED)

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the share option scheme as described above and in note 26 to the financial statements, the Company had no outstanding convertible securities, options, warrants or other similar rights as at 31st March, 2002.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company or any of its 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. In addition, none of the directors, or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company or had exercised any such right during the year.

SUBSTANTIAL SHAREHOLDERS

As at 31st March, 2002, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that, other than the interests of a director disclosed under the heading "Directors' Interests in Securities" as shown above, the Company has not been notified of any other interest representing 10 per cent. or more of the issued share capital of the Company as at 31st March, 2002.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2002, the aggregate amount of turnover attributable to the Group's five largest customers accounted for approximately 35.3 per cent. of the Group's total turnover and the amount of turnover attributable to the Group's largest customer was approximately 13.2 per cent. of the Group's total turnover. The aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 41.3 per cent. of the Group's total purchases and the amount of purchases attributable to the Group's largest supplier was approximately 19.2 per cent. of the Group's total purchases.

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5 per cent. of the Company's issued share capital) has any interest in any of the Group's five largest customers or suppliers.

DIRECTOR'S REPORT (CONTINUED)

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

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.

POST BALANCE SHEET EVENTS

Details of significant post balance sheet events are set out in note 38 to the financial statements.

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31st March, 2002 with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

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

Chan Oi Ling, Maria Olimpia

CHAIRMAN

Hong Kong, 26th July, 2002