

The directors present their report and the audited financial statements of the Company from 25 January 2002 (date of incorporation) to 30 April 2002 and of the Group for the year ended 30 April 2002.

Corporate Reorganisation

The Company was incorporated in Bermuda on 25 January 2002 as an exempted company with limited liability under the Companies Act 1981 of Bermuda.

Pursuant to a group reorganisation to rationalise the structure of the Group in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company became the holding company of the companies comprising the Group on 22 April 2002. Details of the group reorganisation are set out in the Company's prospectus dated 30 April 2002 (the "Prospectus").

The shares of the Company have been listed on the Stock Exchange since 10 May 2002 (the "Listing Date").

Principal Activities

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 34 to the financial statements.

Results and Appropriations

The results of the Group for the year ended 30 April 2002 are set out in the consolidated income statements on page 40.

During the year, a subsidiary distributed US\$10.8 million to its then shareholder prior to becoming a member of the Group. Details are set out in note 9 to the financial statements.

The directors now recommend the payment of a final dividend of 3.0 HK cents per share to the shareholders whose names appear on the register of members of the Company on 13 September 2002.

董事會謹此提呈報告及本公司自二零零二年一月二十五日(註冊成立日期)至二零零二年四月三十日止及本集團截至二零零二年四月三十日止年度之經審核財務報告。

公司重組

本公司於二零零二年一月二十五日根據百慕達一九八一年公司法在百慕達註冊成立為受豁免有限公司。

根據整頓本集團架構以籌備本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市而進行之集團重組，本公司於二零零二年四月二十二日成為組成本集團各公司之控股公司。有關集團重組之詳情載於本公司於二零零二年四月三十日刊發之招股章程(「招股章程」)。

本公司股份自二零零二年五月十日(「上市日期」)起在聯交所上市。

主要業務

本公司為投資控股公司。其附屬公司之主要業務載於財務報告附註34。

業績及分派

本集團截至二零零二年四月三十日止年度之業績載於第40頁之綜合收益表。

本年內，一間附屬公司在成為本集團屬下公司之前向其當時之股東分派10,800,000美元。有關詳情載於財務報告附註9。

董事會現建議向二零零二年九月十三日名列本公司股東名冊之股東派發末期股息每股3.0港仙。

Share Capital

Movements in the authorised and issued share capital of the Company since its incorporation are set out in note 21 to the financial statements.

Reserves

Movements in the reserves of the Group and of the Company during the year are set out in note 22 to the financial statements.

Machinery and Equipment

Details of movements in the Group's machinery and equipment during the year are set out in note 11 to the financial statements.

Share Options

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution of the sole shareholder passed on 22 April 2002 for the primary purpose of providing incentives or rewards to eligible persons for their contribution or potential contribution to the Group. Under the Scheme, the board of directors of the Company or a committee thereof may grant options to eligible persons (*Notes*) to subscribe for shares of the Company. The Scheme specifically excludes Mr. WANG Lu Yen from participating in the Scheme so long as he remains as a substantial shareholder (as such term is construed in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules")) of the Company.

Notes:

The eligible persons under the Scheme include:

- (i) any director or proposed director (whether executive or non-executive, including any independent non-executive director), employee or proposed employee (whether full time or part time) of the Group or the controlling shareholder of the Company; or
- (ii) any holder of any securities issued by the Group or the controlling shareholder of the Company; or
- (iii) any business partner, agent, consultant, representative, supplier of goods or services or customer of the Group or the controlling shareholder of the Company.

股本

本公司法定及已發行股本自註冊成立後之變動載於財務報告附註21。

儲備

本集團及本公司儲備於本年度之變動載於財務報告附註22。

機器及設備

本集團機器及設備於本年度之變動詳情載於財務報告附註11。

購股權

本公司之購股權計劃(「該計劃」)乃根據唯一股東於二零零二年四月二十二日決議採納，主要目的為就合資格人士對本集團曾經或將會作出之貢獻給予彼等獎勵或回報。根據該計劃，本公司董事會或董事委員會可將購股權授予合資格人士(附註)以認購本公司股份。於身為本公司主要股東(按聯交所證券上市規則(「上市規則」)有關此詞語之釋義)之期間，王祿閻先生無權參與該計劃。

附註：

該計劃下之合資格人士包括：

- (i) 本集團或本公司控股股東之任何董事或候任董事(不論為執行或非執行董事，包括任何獨立非執行董事)、僱員或擬聘僱員(不論全職或兼職)；或
- (ii) 本集團或本公司控股股東所發行任何證券之持有人；或
- (iii) 本集團或本公司控股股東之任何業務夥伴、代理、顧問、代表、貨品或服務供應商或客戶。

Share Options *(continued)*

The initial total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue immediately following the listing of the Company's shares (which shall include the shares issued pursuant to the exercise of the over-allotment option as more particularly described in the Prospectus). Subject to the approval of the Company's shareholders, the aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company shall not exceed 30 per cent. of the Company's shares in issue from time to time. Options granted to the independent non-executive directors or substantial shareholders or any of their respective associates in excess of 0.1 per cent. of the Company's shares in issue and with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

The maximum number of shares issued and to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company to any eligible persons (including those cancelled, exercised and outstanding options), in any 12-month period up to the date of the latest grant shall not exceed 1 per cent. of the Company's shares in issue. Any further grant of options in excess of such limit must be separately approved by shareholders in general meeting.

Options granted must be taken up within 30 days inclusive of the day on which such offer was made, upon payment of HK\$1 per option. Options may be exercised at any time commencing on the date as the board may determine and ending on such date as the board may determine but shall not exceed 10 years from the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant or the average closing price of the shares for the five business days immediately preceding the date of grant.

購股權 (續)

根據該計劃可授出之購股權初步涉及之股份總數，不得超逾本公司緊隨本公司股份上市後已發行股份(包括根據招股章程所詳述超額配股權之行使而已發行之股份)之10%。在本公司股東批准之規限下，本公司按所有根據該計劃及本公司任何其他購股權計劃已授出但尚待行使之購股權行使時可發行之股份總數，不得超逾本公司不時已發行股份之30%。授予獨立非執行董事或主要股東或其各自之任何聯繫人士之購股權所涉及之股份數目若超逾本公司已發行股份之0.1%及其價值超逾5,000,000港元，則必須事先經由本公司股東批准。

於任何直至最近期授出購股權日期止之十二個月內按根據該計劃及本公司任何其他購股權計劃授予任何合資格人士之購股權(包括已註銷、已行使及未行使者)之行使而已發行及可發行之股份數目上限，不得超逾本公司已發行股份之1%。若進一步授出超逾該上限之購股權，須另行經由股東於股東大會上批准。

所授購股權須於批授日期(該日包括在內)30天內接納，接納時須按每份購股權支付1港元。購股權可由董事會決定之日期起隨時行使，直至董事會決定之日期(不超逾授出日期後十年)為止。行使價由本公司董事會釐定，其將不會低於本公司股份於授出日期之收市價或本公司股份於緊接授出日期前五個交易日之平均收市價(兩者以較高者為準)。

Share Options (continued)

No options were granted or agreed to be granted under the Scheme from its date of adoption to 30 April 2002.

Subject to the earlier termination of the Scheme in accordance with the rules governing the Scheme, the Scheme will expire on 22 April 2012.

Options to subscribe for shares of the Company were granted to Category A Eligible Persons (as defined in the Scheme) after 30 April 2002, details of which are shown as follows:

Date of grant 授出日期	Exercise price per share (HK\$) 每股行使價 (港元)	Exercise period 行使期限	Number of underlying shares of the Company 相關之本公司股份數目
21/05/2002	2.55	21/05/2003 – 20/05/2008	40,670,000
27/06/2002	2.22	27/06/2003 – 26/06/2008	3,260,000

Directors

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

Executive directors

WANG Lu Yen	(appointed on 19 February 2002)
Steven Julien FENIGER	(appointed on 22 April 2002)
FU Jin Ming, Patrick	(appointed on 22 April 2002)
KHOO Kim Cheng	(appointed on 19 February 2002)
KWOK Chi Kueng	(appointed on 22 April 2002)

Independent non-executive directors

WANG Arthur Minshiang	(appointed on 22 April 2002)
WONG Wai Ming	(appointed on 22 April 2002)

購股權 (續)

自該計劃採納日期至二零零二年四月三十日期間，本公司並無根據該計劃授出或同意授出任何購股權。

除非該計劃根據該計劃之規則提早終止，該計劃將於二零一二年四月二十二日屆滿。

於二零零二年四月三十日後，本公司將可認購本公司股份之購股權授予第一類合資格人士 (定義見該計劃)，有關詳情如下：

董事

本年內及截至本年報刊發日期止在任之本公司董事如下：

執行董事

王祿閻	(於二零零二年二月十九日獲委任)
范倚棋	(於二零零二年四月二十二日獲委任)
傅俊明	(於二零零二年四月二十二日獲委任)
邱錦宗	(於二零零二年二月十九日獲委任)
郭志強	(於二零零二年四月二十二日獲委任)

獨立非執行董事

王敏祥	(於二零零二年四月二十二日獲委任)
黃偉明	(於二零零二年四月二十二日獲委任)

Directors (continued)

In accordance with bye-law 86(2) of the Company's bye-laws, Messrs. Steven Julien FENIGER, FU Jin Ming, Patrick, KWOK Chi Kueng, WANG Arthur Minshiang and WONG Wai Ming will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Each of Messrs. WANG Lu Yen, Steven Julien FENIGER, FU Jin Ming, Patrick, KHOO Kim Cheng and KWOK Chi Kueng has entered into a service agreement with the Company for an initial term of three years commencing from 1 May 2002, and will continue thereafter until terminated by either party by giving to the other not less than six months' notice in writing.

Each of the independent non-executive directors has been appointed since 22 April 2002 for a term of two years commencing from 1 May 2002 subject to the right of the independent non-executive director to terminate his appointment at any time by giving the Company at least one month's notice in writing.

Save as disclosed above, none of the directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事 (續)

根據本公司之公司細則第86(2)條，范倚棋先生、傅俊明先生、郭志強先生、王敏祥先生及黃偉明先生將於應屆股東週年大會上告退，惟彼等符合資格並願意膺選連任。

王祿閻先生、范倚棋先生、傅俊明先生、邱錦宗先生及郭志強先生各與本公司訂有服務協議，由二零零二年五月一日起初步為期三年，其後將會延續，直至協議任何一方另發出不於六個月書面通知予以終止為止。

獨立非執行董事各於二零零二年四月二十二日獲委任，由二零零二年五月一日起為期兩年，惟獨立非執行董事有權隨時向本公司發出至少一個月書面通知以終止其任命。

除上文所披露者外，各董事概無與本公司或其任何附屬公司訂立任何本集團不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

Directors' Interests in Shares

The interests of the directors and chief executives of the Company in the equity or debt securities of the Company or any of its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) which had to be notified to the Company and the Stock Exchange pursuant to section 28 of the SDI Ordinance (including any interests which they are taken or deemed to have under section 31 of, or part 1 of the Schedule to, the SDI Ordinance) or were required, pursuant to section 29 of the SDI Ordinance, to be entered in the register referred to therein, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, to be notified to the Company and the Stock Exchange, as at 10 May 2002, the Listing Date, were as follows:

董事之股份權益

於二零零二年五月十日(上市日期)，本公司董事及主要行政人員於本公司或其任何相聯法團(按證券(披露權益)條例(「披露權益條例」)之定義)之股本或債務證券中，擁有以下根據披露權益條例第二十八條須知會本公司及聯交所之權益(包括根據披露權益條例第三十一條或附表第一部被當作或視為擁有之權益)，或根據披露權益條例第二十九條須登記於該條例所述之登記冊之權益，或根據上市規則中上市公司董事進行證券交易之標準守則規定須知會本公司及聯交所之權益：

Name of companies 公司名稱	Name of directors 董事姓名	Number of shares held 所持股份數目				Total 總計
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	
The Company 本公司	WANG Lu Yen 王祿閻	—	—	468,000,000 (Note 1) (附註1)	—	468,000,000
Roly International Holdings Ltd. ("Roly International") (全威國際控股有限公司 (「全威國際」)) (Note 2) (附註2)	WANG Lu Yen 王祿閻	20,200,000	350,000 (Note 3) (附註3)	121,243,500 (Note 4) (附註4)	—	141,793,500
	FU Jin Ming, Patrick 傅俊明	1,275,000	—	—	—	1,275,000
	KHOO Kim Cheng 邱錦宗	415,000	—	—	—	415,000
	KWOK Chi Kueng 郭志強	290,000	—	—	—	290,000

Directors' Interests in Shares (continued)

董事之股份權益 (續)

Name of companies 公司名稱	Name of directors 董事姓名	Number of shares held 所持股份數目				Total 總計
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	
Westman Linmark (Thailand) Ltd. (Note 5) (附註5)	WANG Lu Yen 王祿閻	2 preference shares 優先股	—	—	—	2 preference shares 優先股
	FU Jin Ming, Patrick 傅俊明	1 preference share 優先股	—	—	—	1 preference share 優先股
	KHOO Kim Cheng 邱錦宗	1 preference share 優先股	—	—	—	1 preference share 優先股
	KWOK Chi Kueng 郭志強	1 preference share 優先股	—	—	—	1 preference share 優先股

Notes:

- As at 10 May 2002, 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 36.0 per cent. of the issued share capital of Roly International. Mr. WANG Lu Yen is thus deemed, by virtue of the SDI Ordinance, to be interested in all the shares in which Roly International is interested.
- As at 10 May 2002, Roly International, the ultimate holding company of the Company, through RGS Holdings Limited, held 468,000,000 shares, representing 75.0 per cent. of the issued share capital of the Company. As at 10 May 2002, the Listing Date, the issued share capital of Roly International was US\$39,475,076.40 divided into 394,750,764 shares of US\$0.10 each.
- These shares in Roly International were held by Mrs. WANG LIAW Bin Bin, the wife of Mr. WANG Lu Yen.
- 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.
- Westman Linmark (Thailand) Ltd. is a subsidiary of the Company. As at 10 May 2002, the issued share capital of Westman Linmark (Thailand) Ltd. was 6,000,000 Baht divided into 1,470 ordinary shares of 2,000 Baht each and 1,530 preference shares of 2,000 Baht each.

附註：

- 於二零零二年五月十日，王祿閻先生連同其妻子廖彬彬女士及由王祿閻先生所控制之公司 Megastar Holdings Limited 合共持有全威國際已發行股本約36.0%。因此，根據披露權益條例，王祿閻先生被視為擁有全威國際所擁有權益之全部股份。
- 於二零零二年五月十日，本公司最終控股公司全威國際透過 RGS Holdings Limited 持有 468,000,000 股股份，佔本公司已發行股本 75.0%。於二零零二年五月十日（上市日期），全威國際之已發行股本為 39,475,076.40 美元，分為 394,750,764 股每股面值 0.10 美元之股份。
- 該等全威國際股份由王祿閻先生之妻子廖彬彬女士持有。
- 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閻先生擁有。
- Westman Linmark (Thailand) Ltd. 為本公司之附屬公司。於二零零二年五月十日，Westman Linmark (Thailand) Ltd. 之已發行股本為 6,000,000 泰銖，分為 1,470 股每股面值 2,000 泰銖之普通股，以及 1,530 股每股面值 2,000 泰銖之優先股。

Directors' Rights to Acquire Shares or Debentures

Pursuant to the share option schemes of Roly International, the ultimate holding company, the directors and employees of the Company may, at the discretion of the ultimate holding company's directors, be granted options to subscribe for shares of the ultimate holding company. Particulars of the outstanding options granted to the directors of the Company as at the Listing Date, were as follows:

Name of directors 董事姓名	Number of underlying shares of Roly International 相關之全威國際股份數目	Exercise price per share (US\$) 每股行使價(美元)	Expiry date of option 購股權屆滿日期
Steven Julien FENIGER 范倚棋	1,000,000	0.130	06/03/2010
FU Jin Ming, Patrick 傅俊明	150,000 1,000,000 1,000,000	0.150 0.100 0.130	09/02/2005 20/08/2009 06/03/2010
KHOO Kim Cheng 邱錦宗	750,000 1,350,000 1,500,000 2,000,000	0.177 0.150 0.100 0.130	25/02/2003 09/02/2005 20/08/2009 06/03/2010
KWOK Chi Kueng 郭志強	150,000 400,000 400,000	0.150 0.100 0.130	09/02/2005 20/08/2009 06/03/2010

Save as disclosed above, at no time during the year was the Company, or any of its holding companies, 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

根據最終控股公司全威國際之購股權計劃，本公司董事及僱員可按最終控股公司董事會酌情決定獲授可認購最終控股公司股份之購股權。於上市日期，本公司董事已獲授而尚未行使之購股權如下：

除上文所披露者外，於本年內任何時間，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，使本公司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。

Directors' Rights to Acquire Shares or Debentures *(continued)*

After 30 April 2002, the executive directors of the Company were granted the following options under the Scheme:

董事購買股份或債券之權利 (續)

於二零零二年四月三十日後，本公司之執行董事根據該計劃獲授下列購股權：

Name of directors	Date of grant	Number of underlying shares of the Company 相關之本公司 股份數目	Exercise price per share (HK\$) 每股行使價 (港元)	Exercise period 行使期限
董事姓名	授出日期			
Steven Julien FENIGER	21/05/2002	6,240,000	2.55	21/05/2003 – 20/05/2008
范倚棋	27/06/2002	1,660,000 <i>(Note)</i> <i>(附註)</i>	2.22	27/06/2003 – 26/06/2008
FU Jin Ming, Patrick	21/05/2002	4,200,000	2.55	21/05/2003 – 20/05/2008
傅俊明				
KHOO Kim Cheng	21/05/2002	3,800,000	2.55	21/05/2003 – 20/05/2008
邱錦宗				
KWOK Chi Kueng	21/05/2002	3,000,000	2.55	21/05/2003 – 20/05/2008
郭志強				

Note:

An option entitling Mr. Steven Julien FENIGER to subscribe for 6,240,000 shares, which represent 1 per cent. of the total number of shares then in issue, was granted to him on 21 May 2002. Pursuant to Rule 4(E) of the Scheme, any further grant of option to him during the period from 21 May 2002 and 20 May 2003 would require shareholders' approval. Hence, the grant of option to Mr. Feniger on 27 June 2002 would be conditional upon obtaining shareholders' approval and the Company intends to obtain such approval at the forthcoming annual general meeting of the Company.

附註：

范倚棋先生於二零零二年五月二十一日獲授一份可認購6,240,000股股份(相當於當時已發行股份總數之1%)之購股權。根據該計劃第4(E)項規則，於二零零二年五月二十一日至二零零三年五月二十日期間若再向其授出購股權，須經由股東批准。因此，於二零零二年六月二十七日授予范倚棋先生之購股權須待取得股東批准後，方可作實，而本公司擬於本公司應屆股東週年大會上徵求有關批准。

Connected Transactions and Related Party Transactions

During the year ended 30 April 2002, as the shares of the Company had not been listed on the Stock Exchange, the transactions between the Company or its subsidiaries on the one part and their related parties on the other only constituted related party transactions, but not connected transactions which are required to be disclosed under Chapter 14 of the Listing Rules. Details of the related party transactions for the year are set out in note 31 to the financial statements.

Directors' Interests in Contracts

Save as disclosed in note 31 to the financial statements, no contracts of significance to which the Company, any of its holding companies, 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.

Substantial Shareholders

The Company became a listed company on 10 May 2002. The register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance showed that the following shareholders had an interest of 10 per cent. or more in the issued share capital of the Company as at that date:

Name of substantial shareholders 主要股東名稱／姓名		Number of shares of the Company held 所持本公司股份數目	Approximate percentage of issued shares of the Company held 所持本公司已發行 股份概約百分比
RGS Holdings Limited	RGS Holdings Limited	468,000,000	75%
Roly International (Note 1)	全威國際 (附註1)	468,000,000	75%
WANG Lu Yen (Note 2)	王祿閻 (附註2)	468,000,000	75%

關連交易及有關連人士交易

於截至二零零二年四月三十日止年度，由於本公司股份尚未在聯交所上市，本公司或其附屬公司(作為一方)與其有關連人士(作為另一方)進行之交易只構成有關連人士交易，而並非上市規則第十四章規定披露之關連交易。本年度有關連人士交易之詳情載於財務報告附註31。

董事之合約權益

除財務報告附註31所披露者外，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於本年終或本年內任何時間仍然有效之重大合約，而本公司董事直接或間接在其中擁有重大權益。

主要股東

本公司於二零零二年五月十日成為上市公司。據本公司遵照披露權益條例第十六(一)條存置之主要股東登記冊所示，下列股東於該日擁有本公司已發行股本10%或以上之權益：

Substantial Shareholders (continued)

Notes:

1. RGS Holdings Limited is a wholly-owned subsidiary of Roly International. Roly International, by virtue of the SDI Ordinance, is deemed to be interested in all the shares of the Company in which RGS Holdings Limited is interested.
2. Mr. WANG Lu Yen, together with Mrs. WANG LIAW Bin Bin, his wife, and Megastar Holdings Limited, a company controlled by Mr. WANG Lu Yen, hold approximately 36.0 per cent. of the issued share capital of Roly International and Mr. WANG Lu Yen is thus deemed, by virtue of the SDI Ordinance, to be interested in all the shares of the Company in which Roly International is interested.

Save as disclosed above, the Company has not been notified of any other interests representing 10 per cent. or more of the Company's issued share capital.

Major Customers and Vendors of the Group's Customers

During the year, the five largest customers of the Group in aggregate accounted for approximately 63.0 per cent. of the turnover of the Group and the largest customer accounted for approximately 37.3 per cent. of the turnover of the Group.

The five largest vendors of the Group's customers in aggregate accounted for less than 10 per cent. of the Group's total shipment value of products for the year.

None of the directors, their respective associates or any shareholders of the Company (which, to the knowledge of the directors, own more than 5 per cent. of the issued share capital of the Company) had any interest in any of the five largest customers of the Group for the year ended 30 April 2002.

主要股東 (續)

附註：

1. RGS Holdings Limited 為全威國際之全資附屬公司，因此，根據披露權益條例，全威國際被視為擁有 RGS Holdings Limited 所擁有權益之全部本公司股份。
2. 王祿閻先生連同其妻子廖彬彬女士及由王祿閻先生所控制之公司 Megastar Holdings Limited 合共持有全威國際已發行股本約36.0%。因此，根據披露權益條例，王祿閻先生被視為擁有全威國際所擁有權益之全部本公司股份。

除上文所披露者外，本公司並不知悉有任何其他佔本公司已發行股本10%或以上之權益。

主要客戶及本集團客戶之供應商

於本年度，本集團五家最大客戶合共約佔本集團營業額之63.0%，其中最大一家客戶約佔本集團營業額之37.3%。

本集團客戶之五家最大供應商合共佔本集團於本年度之貨品付運總值少於10%。

本公司各董事、彼等各自之聯繫人士或任何股東(據董事會所知為擁有本公司已發行股本多於5%者)概無於本集團截至二零零二年四月三十日止年度之任何五家最大客戶擁有任何權益。

Purchase, Sale or Redemption of The Company's Listed Securities

As the Company only became a listed company on 10 May 2002, 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.

Financial Summary

A summary of the results and the assets and liabilities of the Group for the last four financial years is set out on pages 90 and 91 of the annual report.

Corporate Governance

As the Company only became a listed company on 10 May 2002, the requirements of the Code of Best Practice as set out in Appendix 14 to the Listing Rules (the "Code of Best Practice") apply to the Company from that date onwards.

The Company has complied with the Code of Best Practice since the Listing Date and up to the date of this report.

Audit Committee

The Company has established an audit committee on 22 April 2002 with written terms of reference in compliance with the Code of Best Practice. The audit committee has two members comprising the two independent non-executive directors, namely, Mr. WANG Arthur Minshiang and Mr. WONG Wai Ming.

買賣或贖回本公司之上市證券

本公司於二零零二年五月十日才成為上市公司，故本年內本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

優先購買權

本公司之公司細則或百慕達法例概無有關優先購買權之條文規定本公司須按持股比例向現有股東發售新股份。

財務概要

本集團於對上四個財政年度之業績與資產及負債概要載於本年報第90及91頁。

公司管治

本公司於二零零二年五月十日才成為上市公司，故上市規則附錄十四所載之最佳應用守則（「最佳應用守則」）自該日起適用於本公司。

自上市日期後，直至本年報刊發日期止，本公司均有遵守最佳應用守則之規定。

審核委員會

本公司已於二零零二年四月二十二日遵照最佳應用守則成立審核委員會，並以書面訂明其職權範圍。審核委員會由兩位成員組成，分別為王敏祥先生及黃偉明先生（均為本公司獨立非執行董事）。

Auditors

Messrs. Deloitte Touche Tohmatsu have been acting as auditors of the Company since its incorporation on 25 January 2002.

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint them.

On behalf of the Board of Directors

WANG Lu Yen

Chairman

Hong Kong

29 July 2002

核數師

自本公司於二零零二年一月二十五日註冊成立起，由德勤•關黃陳方會計師行擔任本公司之核數師。

本公司將於應屆股東週年大會上提呈決議案，以續聘核數師。

代表董事會

王祿閻

主席

香港

二零零二年七月二十九日