

# Additional Information

## 其他資料

### PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Company's shares were listed on the Stock Exchange on 10 April 2002. Save for this, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Interim Period and up to the date of this report.

### DIRECTORS

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

#### Executive directors:

Mr Ip Ki Cheung (*Chairman*)  
Mr Cheung Shui Kwai (*Managing Director*)  
Mr Chan Siu Chung

#### Independent non-executive directors:

Mr Wong Tat Tong  
Mr Chan Wing Yau, George  
Mr Wan Chuen Fai (appointed on 18 July 2002)

The directors of the Company, except for the Chairman and the Managing Director but including the independent non-executive directors are subject to retirement by rotation and re-election in accordance with the provisions of the Company's articles of association.

### 優先購買權

本公司之公司組織章程細則或開曼群島(本公司註冊成立所處之司法權區)法例概無載有關於優先購買權之條文,而令本公司須按比例向現有股東發售新股份。

### 購買、贖回或出售本公司之上市證券

本公司之股份於二零零二年四月十日在聯交所上市。除此之外,本公司或其任何附屬公司概無於中期期間及截至本報告刊發日期止期間內購買、贖回或出售任何本公司之上市證券。

### 董事

於中期期間及截至本報告日期止,本公司董事如下:

#### 執行董事:

葉紀章先生 (*主席*)  
張瑞貴先生 (*董事總經理*)  
陳兆忠先生

#### 獨立非執行董事:

黃達堂先生  
陳永祐先生  
尹銓輝先生 (二零零二年七月十八日獲委任)

根據本公司之公司組織章程細則之規定,本公司董事(不包括主席及董事總經理但包括獨立非執行董事)須輪值告退並可膺選連任。

## DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service agreement with the Company for an initial term of three years commencing from 1 April 2002 and which will continue thereafter until the agreement is terminated by not less than six calendar months' notice in writing served by either party on the other, such notice to expire not earlier than 31 March 2005.

All non-executive directors have each been appointed for an initial term of one year. No service agreement has been or will be entered in between the Company and either of the independent non-executive directors.

Apart from the foregoing, no director 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

In addition to the transactions and balances detailed elsewhere in this report, the Group had the following material transactions with related parties during the Interim Period:

On 31 March 2000, KIL, a subsidiary of the Group, entered into a consultancy agreement (the "Consultancy Agreement") with an independent third party (the "Consultant") pursuant to which the Consultant agreed to provide various business and financial advisory services to the Group in preparation for the proposed listing of the Group on a recognized stock exchange. The Group paid HK\$500,000 to the Consultant under the Consultancy Agreement during the year ended 31 March 2001.

On 19 January 2001 and 20 March 2001, Mr Ip Ki Cheung and Mr Cheung Shui Kwai (the "Directors", together with KIL known as the "Kenfair Parties") and KIL and the Consultant entered into two further agreements (the "Project Agreement", together with the Consultancy Agreement, the "Agreements") pursuant to which the Consultant agreed to provide various professional services to the Kenfair Parties in connection with the disposal of some or all of the interests of the Directors in the share capital of KIL to a company listed on the Alternative Investment Market board (the "LondonCo") in London for the purpose of obtaining control of the LondonCo and thereafter in arranging the listing of the shares of the LondonCo on the main board of the London Stock Exchange. The Group paid a total of HK\$4,700,000 under the Project Agreements during the year ended 31 March 2001. The total amount paid by the Group to the Consultant during the year ended 31 March 2001 was HK\$5,200,000 under the Agreements. The Group charged HK\$300,000 to the consolidated profit and loss account for the year ended 31 March 2001 and the remaining HK\$4,900,000 was recorded under prepayments, deposits and other receivables as at 31 March 2001.

## 董事之服務合約

各執行董事已與本公司訂立服務合約，自二零零二年四月一日起初步為期三年，並於其後繼續生效，直至協議任何一方另向另一方發出不少於六個月之書面通知終止協議為止，有關終止通知不得於二零零五年三月三十一日前發出。

所有非執行董事各自之委任期初步為一年。本公司概無亦不會與任何獨立非執行董事訂立服務合約。

除上述者外，擬於即將舉行之股東週年大會上膺選連任之董事，概無與本公司訂立本公司不得於一年內終止而毋須作出賠償（法定賠償除外）之服務合約。

## 董事之合約權益

除本報告其他部分所詳述之交易及結餘以外，本集團於中期期間曾與關連人士進行以下重大交易：

於二零零零年三月三十一日，本集團之附屬公司建發國際與一獨立第三方（「顧問公司」）簽訂一項顧問協議（「顧問協議」），據此，顧問公司同意為本集團提供若干業務及財務諮詢服務，以籌備本集團於一所認可證券交易所上市。於截至二零零一年三月三十一日止年度，本集團根據顧問協議支付500,000港元予顧問公司。

於二零零一年一月十九日及二零零一年三月二十日，葉紀章先生及張瑞貴先生（「董事」，連同建發國際統稱為「建發各方」）與建發國際及顧問公司另行簽訂兩項協議（「計劃協議」，連同顧問協議統稱為「協議」），據此，顧問公司同意，就出售董事於建發國際股本中之部分或所有權益予一家於倫敦Alternative Investment Market Board上市之公司（「LondonCo」），以取得LondonCo之控制權，繼而安排LondonCo之股份於倫敦證券交易所主板上市事宜，向建發各方提供多項專業服務。於截至二零零一年三月三十一日止年度，本集團根據計劃協議支付合共4,700,000港元。截至二零零一年三月三十一日止年度，本集團根據協議向顧問公司支付合共5,200,000港元。本集團從截至二零零一年三月三十一日止年度之綜合損益賬中扣除300,000港元，餘款4,900,000港元則於二零零一年三月三十一日入賬列作預付款項、按金及其他應收款項。

## DIRECTORS' INTERESTS IN CONTRACTS (continued)

Subsequently, during the year ended 31 March 2002, the management of the Group resolved to seek a proposed listing of the shares of the Company on the Stock Exchange. Accordingly, the Kenfair Parties were under discussion with the Consultant for the termination of the services provided by the Consultant under the Agreements. The Directors were also under discussion with KIL in respect of an indemnity from the Directors to KIL for any loss under the Agreements. Pursuant to a deed of termination and release dated 28 December 2001 entered into among the Kenfair Parties and the Consultant (the "Deed"), the parties thereto agreed, inter alia, to terminate the Agreements and release one another from all liabilities under the Agreements and the Directors jointly and severally undertook to indemnify KIL against any loss under the Agreements. In consideration for this, the Consultant agreed to refund an amount of HK\$2,200,000 to the Kenfair Parties. Accordingly, the sum of HK\$5,200,000 previously paid by the Group during the year ended 31 March 2001 was fully indemnified by the Directors and the Group recorded a receivable of HK\$5,200,000 from the Directors which was settled prior to 31 March 2002 through an offset against the dividends payable of HK\$17,250,000 and HK\$10,350,000 to Mr Ip Ki Cheung and Mr Cheung Shui Kwai, respectively, who were also shareholders of KIL prior to the Group Reorganisation. As a result of the indemnity noted above, the Group recorded the reversal of the HK\$300,000 previously charged to the consolidated profit and loss account as other income during the year ended 31 March 2002.

Save as disclosed in the above, no director had a significant beneficial interest, either direct or indirect, in any contracts of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the Interim Period.

## DIRECTORS' INTERESTS IN SHARE CAPITAL

At the date of this report, the interests of the directors in the equity securities of the Company or any associated corporation, as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance"), were as follows:

## 董事之合約權益 (續)

其後於截至二零零二年三月三十一日止年度內，本集團管理層決議申請本公司股份於聯交所上市，因此，建發各方與顧問公司商議終止顧問公司根據協議所提供之服務。董事亦與建發國際商議就協議所引致之任何損失向建發國際作出賠償保證。根據建發各方與顧問公司於二零零一年十二月二十八日簽訂之終止及解除契據（「該契據」），簽約各方同意（其中包括）終止協議，並解除雙方於協議項下所有責任。董事共同及個別承諾就協議所引致之損失向建發國際作出賠償保證，代價為顧問公司同意退還2,200,000港元予建發各方。因此，本集團早前於截至二零零一年三月三十一日止年度支付之5,200,000港元已獲董事全數賠償，且本集團於年內錄得應收董事款項5,200,000港元，而該筆款項已於二零零二年三月三十一日前，透過與應付葉紀章先生及張瑞貴先生（彼等於集團重組前為建發國際之股東）分別為17,250,000港元及10,350,000港元之股息對銷結清。由於上述賠償保證，本集團於截至二零零二年三月三十一日止年度內，將過往從綜合損益賬中扣除之300,000港元轉撥為其他收入。

除上文所披露者外，董事概無於任何由本公司、其控股公司或其任何附屬公司於中期期間訂立而對本集團業務有重大影響之合約中擁有任何重大直接或間接權益。

## 董事於股本之權益

於本報告刊發日期，根據證券（披露權益）條例（「披露權益條例」）第29條本公司存置之登記冊記錄，董事於本公司或任何聯營公司股本中之權益如下：

### Number of shares held and nature of interest

Name of directors 董事姓名	Notes 附註	所持股份數目及權益性質				
		Personal 個人	Family 家族	Corporate 公司	Other 其他	
Mr Ip Ki Cheung	葉紀章先生	(a)	-	-	108,000,000	-
Mr Cheung Shui Kwai	張瑞貴先生	(b)	-	-	-	108,000,000
Mr Chan Siu Chung	陳兆忠先生	(c)	-	-	-	108,000,000

## DIRECTORS' INTERESTS IN SHARE CAPITAL (continued)

Notes:

- (a) Mr Ip Ki Cheung is beneficially interested in 50% of the entire issued share capital of Capital Concord which in turn holds 108,000,000 shares representing 56.6% of the entire issued shares of the Company immediately following the completion of the share offer, the capitalization issue and over-allotment option. The interests of Mr Ip Ki Cheung are accordingly "corporate interests" as described in paragraph 3(c) of practice note 5 of the Listing Rules.
- (b) Mr Cheung Shui Kwai is beneficially interested in 30% of the entire issued share capital of Capital Concord. The interests of Mr Cheung Shui Kwai are accordingly "other interests" as described in paragraph 3(d) of practice note 5 of the Listing Rules.
- (c) Mr Chan Siu Chung is beneficially interested in 20% of the entire issued share capital of Capital Concord. The interests of Mr Chan Siu Chung are accordingly "other interests" as described in paragraph 3(d) of practice note 5 of the Listing Rules.

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interests in the ordinary shares of the Company or any of its associated corporations, as defined in the SDI Ordinance.

## DIRECTORS' RIGHTS TO ACQUIRE SHARE OR DEBENTURES

Apart from as disclosed under the heading "Share option scheme" below and other than in connection with the Group Reorganisation and the Company's initial public offering, at no time during the Interim Period and up to the date of this report was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and/or rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any full time employees and executives of the Company, including all executive directors of the Company and any of its subsidiaries. The Scheme became effective upon the listing of the Company's shares on the Stock Exchange on 10 April 2002 and unless otherwise cancelled or amended, will remain in force for a period of 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

## 董事於股本之權益 (續)

附註：

- (a) 葉紀章先生實益擁有Capital Concord全部已發行股本之50%權益，而Capital Concord則持有108,000,000股股份，佔本公司緊隨股份發售、資本化發行及超額配股權完成後之全部已發行股份之56.6%。葉紀章先生之權益因此如上市規則應用指引第5項第3(c)段所述列為「公司權益」。
- (b) 張瑞貴先生實益擁有Capital Concord全部已發行股本之30%權益，張瑞貴先生之權益因此如上市規則應用指引第5項第3(d)段所述列為「其他權益」。
- (c) 陳兆忠先生實益擁有Capital Concord全部已發行股本之20%權益，陳兆忠先生之權益因此如上市規則應用指引第5項第3(d)段所述列為「其他權益」。

除上文所披露者外，各董事或其聯繫人士概無於本公司或其任何聯營公司（定義見披露權益條例）之普通股中擁有任何個人、家族、公司或其他權益。

## 董事收購股份或債券之權利

除下文「購股權計劃」一節所披露者外，以及除有關集團重組及本公司首次公開發售者外，中期期間內任何時間及截至本報告刊發日期止期間內，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司董事、彼等各自之配偶或18歲以下之子女可藉收購本公司或任何其他法人團體之股份或債券而得益。

## 購股權計劃

本公司設有一項購股權計劃（「該計劃」），藉以向對本集團業務成功作出貢獻之合資格參與者給予鼓勵及／或回報。該計劃之合資格參與者包括本公司任何全職僱員及行政人員（包括本公司及其任何附屬公司之所有執行董事）。該計劃自本公司股份於二零零二年四月十日在聯交所上市起生效，除非以其他方式註銷或修訂該計劃，否則該計劃自該日起計十年內保持有效。

根據該計劃現時獲准授出而尚未行使之購股權行使時所涉及之股份最多相等於本公司於任何時間已發行股份10%。該計劃各合資格參與者於任何12個月期間內根據購股權可獲發行之股份最多以本公司任何時間之已發行股份1%為限。凡進一步授出超逾此限額購股權，必須於股東大會上獲股東批准。

## SHARE OPTION SCHEME (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their subsidiaries, in excess of 0.1% of the shares or the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting Interim Period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options, which must be a business day; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer, provided that the subscription price shall not be lower than the nominal value of the shares.

The financial impact of share options granted is not recorded in the Company's nor the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date are deleted from the register of outstanding options.

No options have been granted or agreed to be granted under the Scheme up to the date of this report.

## 購股權計劃 (續)

凡向本公司之董事、行政總裁或主要股東或任何彼等之聯繫人士授予購股權，必須事先取得獨立非執行董事之批准。此外，凡於任何12個月期間內向本公司或其任何附屬公司之主要股東或獨立非執行董事授予任何購股權，而有關數額超逾本公司任何時間已發行股份之0.1%或總值（根據授出日期本公司股份之價格計算）超過5,000,000港元，必須事先於股東大會上獲股東批准。

授出購股權之建議可於提出建議日期起計28日內接納，承授人須支付合共1港元之象徵式代價。所授購股權之行使期乃由董事釐定，並於若干歸屬期後方會開始，且最遲須於購股權建議提出日期起計5年或該計劃屆滿日期（倘為較早者）前當日結束。

購股權之行使價由董事釐定，惟不得低於(i)本公司股份於購股權建議提出日期（必須為營業日）在聯交所之收市價；及(ii)本公司股份於緊接建議提出日期前五個交易日在聯交所之平均收市價（以較高者為基礎），惟認購價不得低於股份面值。

授出購股權之財務影響不會於本公司或本集團之資產負債表內記錄，直至購股權獲行使之時為止，且不會於損益賬或資產負債表內就其成本扣除任何費用。於購股權獲行使時，本公司會將由此發行之股份按股份之面值列作額外股本，而每股行使價超出股份面值之差額則計入股份溢價賬內。於行使日期前註銷之購股權自尚未行使之購股權登記冊刪除。

截至本報告日期，本公司概無根據該計劃授出或同意授出任何購股權。

## SUBSTANTIAL SHAREHOLDERS

At the date of this report, the following interests of 10% or more of the share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:

## 主要股東

於本報告日期，根據披露權益條例第16(1)條本公司須存置之權益登記冊記錄，下列人士於本公司股本中擁有10%或以上之權益：

Name 姓名／名稱		Number of shares held 所持股份數目	Percentage of the Company's share capital 佔本公司股本 百分比
Capital Concord Profits Limited ("Capital Concord") (note 1)	Capital Concord Profits Limited ("Capital Concord") (附註1)	108,000,000	56.6%
Best Aims Finance Limited ("Best Aims") (notes 1 and 2)	Best Aims Finance Limited ("Best Aims") (附註1及2)	54,000,000 (note 5) (附註5)	28.3%
Harbour Rich Finance Limited ("Harbour Rich") (notes 1 and 3)	Harbour Rich Finance Limited ("Harbour Rich") (附註1及3)	32,400,000 (note 6) (附註6)	17.0%
Pace Maker Finance Limited ("Pace Maker") (notes 1 and 4)	Pace Maker Finance Limited ("Pace Maker") (附註1及4)	21,600,000 (note 7) (附註7)	11.3%
Mr Ip Ki Cheung (note 2)	葉紀章先生 (附註2)	54,000,000 (note 8) (附註8)	28.3%
Mr Cheung Shui Kwai (note 3)	張瑞貴先生 (附註3)	32,400,000 (note 9) (附註9)	17.0%
Mr Chan Siu Chung (note 4)	陳兆忠先生 (附註4)	21,600,000 (note 10) (附註10)	11.3%

Notes:

附註：

- The entire issued share capital of Capital Concord is beneficially owned as to 50% by Best Aims, 30% by Harbour Rich and 20% by Pace Maker.
- The entire issued share capital of Best Aims is beneficially owned by Mr Ip Ki Cheung.
- The entire issued share capital of Harbour Rich is beneficially owned by Mr Cheung Shui Kwai.
- The entire issued share capital of Pace Maker is beneficially owned by Mr Chan Siu Chung.
- These shares are attributable to Best Aims in respect of its 50% interest in Capital Concord.
- These shares are attributable to Harbour Rich in respect of its 30% interest in Capital Concord.
- These shares are attributable to Pace Maker in respect of its 20% interest in Capital Concord.
- These shares are attributable to Mr Ip Ki Cheung in respect of his 100% interest in Best Aims.
- These shares are attributable to Mr Cheung Shui Kwai in respect of his 100% interest in Harbour Rich.
- These shares are attributable to Mr Chan Siu Chung in respect of his 100% interest in Pace Maker.

- Capital Concord之全部已發行股本分別由Best Aims、Harbour Rich及Pace Maker實益擁有50%、30%及20%。
- Best Aims之全部已發行股本均由葉紀章先生實益擁有。
- Harbour Rich之全部已發行股本均由張瑞貴先生實益擁有。
- Pace Maker之全部已發行股本均由陳兆忠先生實益擁有。
- 該等股份乃Best Aims就其於Capital Concord之50%權益所應佔之股數。
- 該等股份乃Harbour Rich就其於Capital Concord之30%權益所應佔之股數。
- 該等股份乃Pace Maker就其於Capital Concord之20%權益所應佔之股數。
- 該等股份乃葉紀章先生就其於Best Aims之100%權益所應佔之股數。
- 該等股份乃張瑞貴先生就其於Harbour Rich之100%權益所應佔之股數。
- 該等股份乃陳兆忠先生就其於Pace Maker之100%權益所應佔之股數。

## POST BALANCE SHEET EVENT

According to SSAP 18, revenue from the receipt of participation fee are recognized when the event takes place. As the Hong Kong International Toys & Gifts Show and the Asian Gifts, Premium & Household Products Show organized by the Group are held and completed in October every year and the turnover of the Group is principally from the participation fee received from these shows, disclosing the unaudited turnover and net profit from ordinary activities attributable to shareholders for the period from 1 April to 31 October every year in the interim report will give a better understanding of the business operations of the Group. The unaudited turnover and net profit from ordinary activities attributable to shareholders for the period from 1 April 2002 to 31 October 2002 were approximately HK\$156,000,000 and HK\$57,000,000 respectively compared with HK\$145,000,000 and HK\$55,350,000 for the period from 1 April 2001 to 31 October 2001. Based on the profit for the period from 1 April 2002 to 31 October 2002, the directors of the Company resolved to pay an interim dividend amounted to HK\$0.09 per share to the shareholders whose name appeared on the register of members of the Company at the close of business on 6 December 2002. The dividend is to be payable on or before 23 December 2002 and the register of members of the Company should be closed from 4 December 2002 to 6 December 2002 (both date inclusive).

## CODE OF BEST PRACTICE

In the opinion of the directors, the Company complied with the Code of Best Practice (the "Code"), as set out in Appendix 14 of the Listing Rules of the Stock Exchange, from the listing of the Company's shares on the Stock Exchange on 10 April 2002 to 30 September 2002, except that the independent non-executive directors of the Company were not appointed for specific terms as required by paragraph 7 of the Code but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's articles of association.

## AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code of Best Practice, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal control. The audit committee comprises the three independent non-executive directors of the Company.

## 結算日後事項

根據會計實務準則第18號，參展費收益乃於展覽會舉行時確認。由於本集團於每年十月均會舉辦香港國際玩具及禮品展暨亞洲贈品及家居用品展，而該等展覽會亦於月內結束，而本集團之營業額主要源自該等展覽會之參展費，故披露每年四月一日至十月三十一日期間之未經審核營業額及股東應佔日常業務純利，更能反映本集團之業務營運。二零零二年四月一日至二零零二年十月三十一日期間之未經審核營業額及股東應佔日常業務純利分別約為156,000,000港元及57,000,000港元，二零零一年四月一日至二零零一年十月三十一日期間則分別為145,000,000港元及55,350,000港元。根據二零零二年四月一日至二零零二年十月三十一日期間之溢利，本公司董事議決向於二零零二年十二月六日營業時間結束時名列本公司股東名冊之股東派付每股0.09港元之中期股息，並將於二零零二年十二月二十三日或之前派付。本公司應於二零零二年十二月四日至二零零二年十二月六日（包括首尾兩日）暫停辦理股份過戶登記手續。

## 最佳應用守則

董事認為，本公司股份於二零零二年四月十日在聯交所上市之日至二零零二年九月三十日止期間，本公司一直遵守聯交所上市規則附錄十四所載之最佳應用守則（「守則」），惟本公司獨立非執行董事並非如守則第7段之規定以指定年期委任，而須按照本公司之公司組織章程細則之規定於股東週年大會上輪值告退並膺選連任。

## 審核委員會

本公司已按照最佳應用守則之規定成立審核委員會，以審閱及監察本集團之財務申報程序及內部監控。審核委員會由本公司三名獨立非執行董事組成。

## USE OF PROCEEDS

Following the listing of the Company's shares on the Stock Exchange on 10 April 2002 and up to 30 September 2002, use of the listing proceeds are analysed as follows:

## 所得款項用途

於二零零二年四月十日本公司股份在聯交所上市後至二零零二年九月三十日止，上市所得款項之用途分析如下：

		<b>Forecast</b> 預計 HK\$'000 千港元	<b>Actual</b> 實際 HK\$'000 千港元
Expansion of the existing trade shows	擴充現有貿易展覽會	4,000	1,000
Development of new shows	開發新展覽會	8,000	2,000
Development of the market in the People's Republic of China	開發中華人民共和國市場	4,000	3,000
General working capital	一般營運資金	26,000	4,000
Total	總計	42,000	10,000

The directors are of the opinion that the remaining proceeds, which was deposited with banks, will be applied to their intended use as set out in the Company's prospectus dated 25 March 2002 in the coming period.

董事認為，其餘已存入銀行之所得款項將於下期撥作本公司二零零二年三月二十五日刊發之售股章程內所載之擬定用途。

ON BEHALF OF THE BOARD

**Ip Ki Cheung**

Chairman

Hong Kong

18 November 2002

代表董事會

主席

葉紀章

香港

二零零二年十一月十八日