

僱員購買股份之權利

於二零零零年二月十六日，若干僱員獲授予 671,867 份購股權（已根據上文所述之股本重組作出調整），可藉此認購合共 671,867 股本公司股份。購股權可於二零零零年二月十六日至二零零三年二月十五日期間內按每股 3.59 港元之價格行使。由於董事會於二零零三年五月二十三日作出決定，此等購股權並無更新，及讓其失效。

除上文所披露者外，本公司、其控股公司或其任何附屬公司於期內概無參與任何安排，致使本公司董事、彼等各自之配偶或未滿十八歲之子女透過購入本公司或任何其他公司之股份或債券而獲益。

主要股東

於二零零三年三月三十一日，根據披露權益條例第 16(1) 條而存置之本公司權益登記冊所記錄，以下人士擁有本公司已發行股本 10% 或以上權益：

姓名 Name	所持已發行 普通股數目 Number of issued ordinary shares held	佔已發行普通股 總額之百分比 Percentage of total issued ordinary shares
Bright Asia Holdings Limited	63,786,000 (Note)	56.95%

Bright Asia Holdings Limited 全部已發行股本其中 60% 由周德雄先生持有、20% 由周煥燕女士持有及 20% 由黃少華女士持有。

除上文所披露者外，本公司並未獲悉有任何其他人士擁有本公司已發行股本 10% 或以上權益。

附註：根據於二零零三年四月三日所進行將本公司每 4 股股份合併為 1 股股份，以及按本公司每兩股合併股份發行一股新股份所進行之供股，就以此作參考而言，於二零零三年五月三十日，Bright Asia 持有 23,919,750 股股份之權益，佔本公司之已發行股本 56.95%。

EMPLOYEES' RIGHT TO ACQUIRE SHARES

On 16 February 2000, 671,867 (as adjusted pursuant to the capital restructuring explained above) share options were granted to certain employees, which entitled them to subscribe to a total of 671,867 shares of the Company. The share options were exercisable at a price of HK\$3.59 per share during the period from 16 February 2000 to 15 February 2003. As a result of a Board decision on 23 May 2003, these options were not renewed and allowed to lapse.

Save as disclosed above, at no time during the period 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.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2003, the following party was interested in 10% or more of the issued share capital of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance.

姓名 Name	所持已發行 普通股數目 Number of issued ordinary shares held	佔已發行普通股 總額之百分比 Percentage of total issued ordinary shares
Bright Asia Holdings Limited	63,786,000 (Note)	56.95%

The entire issued share capital of Bright Asia Holdings Limited is held as to 60% by Mr. Chow Tak Hung, 20% by Ms. Chow Woon Yin and 20% by Ms. Wong Siu Wah.

Other than as disclosed above, the Company has not been notified of any other parties with interests representing 10% or more of the Company's issued share capital.

Note: Pursuant to the consolidation of every 4 shares into 1 share of the Company on 3 April 2003 and the rights issue in the proportion of one new share for every two consolidated shares of the Company, for information purpose, as at 30 May 2003, Bright Asia holds 23,919,750 shares, representing 56.95% of the issued share capital of the Company.

購買、出售及贖回上市證券

本公司或其任何附屬公司於截至二零零三年三月三十一日止六個月內概無購買、出售或贖回本公司之任何上市證券。

暫停股東登記

本公司將於二零零三年六月二十二日至二零零三年六月二十六日(首尾兩日包括在內)暫停辦理股東登記手續，期內將不會進行股份過戶。

如欲獲派上述中期股息，所有過戶文件連同有關股票最遲須於二零零三年六月十九日下午四時三十分交回本公司之股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。

審核委員會

為遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之最佳應用守則，本公司於二零零零年一月成立審核委員會(「委員會」)，以書面方式界定其職權，並專責就本集團之財務申報程序及內部監控作出審議及提供監督。委員會由本公司兩名獨立非執行董事組成。本集團截至二零零三年三月三十一日止期間之未經審核簡明綜合中期財務報表已由委員會審議，委員會並認為該等財務報表乃遵照適用之會計準則及聯交所之規定及其他法例規定，並已作出足夠披露。

遵守最佳應用守則

董事會未有察覺有任何資料合理顯示，於本中期報告之會計期間內任何時段，本公司有不符上市規則附錄十四所載之最佳應用守則之處，惟非執行董事並無固定任期，只根據本公司之公司細則輪流告退。

承董事會命
主席兼董事總經理
周德雄

香港，二零零三年五月三十日

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 31 March 2003.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 20 June 2003 to 26 June 2003, both days inclusive, during which period, no transfer of shares will be effected.

In order to qualify for the interim dividend abovementioned, all transfers accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tengis Limited, at G/F, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on 19 June 2003.

AUDIT COMMITTEE

To comply with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company set up an Audit Committee (the "Committee") in January 2000, with written terms of reference, for the purpose of reviewing and providing supervision on the financial reporting process and internal controls of the Group. The Committee comprises the Company's two independent non-executive directors. The Group's unaudited condensed consolidated interim financial statements for the period ended 31 March 2003 have been reviewed by the Committee who are of the opinion that such financial statements comply with the applicable accounting standards, the requirements of the Stock Exchange and other legal requirements, and that adequate disclosures have been made.

CODE OF BEST PRACTICE

The Board is not aware of any information that would reasonably indicate that the Company is not, or was not in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules for any part of the accounting period covered by the interim report, save that the non-executive directors are not appointed for a specific term but are subject to retirement by rotation in accordance with the Company's bye-laws.

By order of the Board
Chow Tak Hung
Chairman and Managing Director

Hong Kong, 30 May 2003