

The Directors have the pleasure of presenting the annual report together with the audited accounts of Fujikon Industrial Holdings Limited ("the Company") and its subsidiaries (together "the Group") for the year ended 31 March 2003.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the design, manufacture, marketing and trading of electro-acoustic products, accessories and other electronic products and property holding.

An analysis of the Group's performance for the year by business and geographical segment is set out in Note 30 to the accounts.

CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2003, the five largest customers accounted for approximately 38% of the Group's total turnover and the five largest suppliers of the Group accounted for less than 30% of the Group's total purchases. The largest customer to the Group accounted for approximately 15% of the Group's total turnover. None of the directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) of the Company had a beneficial interest in the Group's five largest customers.

RESULTS AND APPROPRIATIONS

Details of the Group's results for the year ended 31 March 2003 are set out in the consolidated profit and loss account on page 49 to the accounts.

An interim dividend of HK2.5 cents per ordinary share was paid during the year. The Directors recommend the payment of a final dividend of HK4.5 cents per ordinary share, which will bring the total dividend for the year ended 31 March 2003 to HK\$25,550,000.

董事欣然提呈富士高實業控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零三年三月三十一日止年度之年報及經審核賬目。

主要業務

本公司為一間投資控股公司，其附屬公司之主要業務為設計、製造、推廣及銷售電聲產品、配件及其他電子產品以及持有物業。

按業務及地區劃分之本集團本年度業績之分析載於賬目附註30。

客戶及供應商

於截至二零零三年三月三十一日止年度，本集團五大客戶佔本集團總營業額約38%，而本集團五大供應商佔本集團總採購額少於30%。本集團之最大客戶佔本集團總營業額約15%。董事、彼等之聯繫人士或任何股東(就董事所知，擁有本公司股本逾5%者)概無於本集團之五大客戶擁有實益權益。

業績及撥款

本集團截至二零零三年三月三十一日止年度之業績詳情載於賬目第49頁之綜合損益表。

年內已派發中期股息每股普通股2.5港仙。董事會建議派發末期股息每股普通股4.5港仙，故此截至二零零三年三月三十一日止年度之股息總額為25,550,000港元。

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in share capital and share options of the Company are set out in Notes 23 and 24, respectively, to the accounts.

RESERVES AND RETAINED PROFIT

Movements in reserves of the Group and the Company during the year are set out in Note 25 to the accounts.

As at 31 March 2003, the Company's reserves of approximately HK\$138,800,000 (subject to provisions of the Companies Act 1981 of Bermuda (as amended)) and retained profit of approximately HK\$3,784,000 were available for distribution to the Company's shareholders.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares up to the date of this report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and the laws in Bermuda.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 14 to the accounts.

PROPERTY, MACHINERY AND EQUIPMENT

Details of movements in property, machinery and equipment during the year are set out in Note 12 to the accounts.

BANK LOANS

Particulars of bank loans as at 31 March 2003 are set out in Notes 19 and 22 to the accounts.

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in Note 28 to the accounts.

股本及購股權

本公司股本及購股權之變動詳情分別載於賬目附註23及24。

儲備及保留溢利

年內，本集團及本公司儲備變動載於賬目附註25。

於二零零三年三月三十一日，本公司可供分派予本公司股東之儲備約為138,800,000港元(受百慕達一九八一年公司法(經修訂)之條文所限)及保留溢利約為3,784,000港元。

購買、出售及贖回股份

截至本報告日期，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市股份。

優先認購權

本公司之公司細則及百慕達法例並無載有優先認購權之規定。

附屬公司

本公司附屬公司之詳情載於賬目附註14。

物業、機械及器材

年內，物業、機械及器材之變動詳情載於賬目附註12。

銀行貸款

於二零零三年三月三十一日之銀行貸款詳情載於賬目附註19及22。

退休金計劃

退休金計劃詳情載於賬目附註28。

FINANCIAL SUMMARY

A summary of the Group's financial information is set out on page 3 of this annual report.

CONNECTED TRANSACTIONS

Certain related party transactions disclosed in Note 3 to the accounts constituted connected transactions under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules"). Details of such connected transactions are as follows:

(1) Transactions with The Bright Printing Press and Paper Products Limited ("Bright Printing")

Bright Printing is ultimately owned as to 97% by Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon, and Mr. Chow Man Yan, Michael, directors of the Company, and as to the remaining 3% by an independent third party not connected with the Directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates. Bright Printing is principally engaged in the printing, manufacturing and selling of paper products and labels.

The Group has purchased printing products from Bright Printing amounting to approximately HK\$7,780,000 and sold packaging materials to Bright Printing amounting to approximately HK\$4,000 during the year ended 31 March 2003.

These transactions are of a recurring nature and continue after the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited. The Directors consider these transactions have been conducted in the ordinary and usual course of business of the Group on normal commercial terms and the continuation of these transactions in the future will be beneficial to the Group.

財務撮要

本集團財務資料之撮要載於本年報第3頁。

關連交易

賬目附註3披露之若干關連交易乃屬於香港聯合交易所有限公司證券上市規則(「上市規則」)第14章所指之關連交易。該等關連交易詳情如下：

(1) 與光明柯式印務紙品廠有限公司(「光明柯式印務」)進行之交易

光明柯式印務之97%權益最終由本公司董事楊志雄先生、源而細先生及周文仁先生擁有，而餘下之3%由與本公司或其任何附屬公司之董事、主要行政人員、主要股東，或彼等各自之聯繫人士概無關連之獨立第三方擁有。光明柯式印務主要從事印刷、製造及出售紙品及標籤。

於截至二零零三年三月三十一日止年度內，本集團向光明柯式印務購買為數約7,780,000港元之印刷品及向光明柯式印務出售為數約4,000港元之包裝材料。

該等交易屬經常性質，並於本公司股份在香港聯合交易所有限公司上市後繼續進行。董事認為該等交易乃按正常商業條款在本集團日常及一般業務過程中進行，日後繼續進行該等交易將令本集團受惠。

CONNECTED TRANSACTIONS (Continued)

(1) Transactions with The Bright Printing Press and Paper Products Limited (“Bright Printing”)*(Continued)*

Pursuant to the requirements set by The Stock Exchange of Hong Kong Limited for waivers granted to the Group from strict compliance with the relevant requirements as set out in Chapter 14 of the Listing Rules, the connected transactions mentioned above for the year ended 31 March 2003 have been reviewed by the independent non-executive directors and the auditors of the Company, and have been approved by the Board of Directors.

(2) Financial assistance to Ningbo Fusion Electrical Material Co., Ltd. (“NFE”)

NFE is a sino-foreign equity joint venture enterprise established in the PRC, the registered capital of which is held as to 70% by Fujikon Electrical Limited (“FEL”), a wholly owned subsidiary of the Company, and the remaining 30% by Yuyao City Shun-Tai Industrial Trading Co., Ltd. (“Shun-Tai Industrial”).

On 25 September 2002, a bank (“the Bank”) agreed to extend a revolving loan facility of up to US\$4,000,000 to NFE. On 19 November 2002, the Company and FEL (“the Guarantors”) provided full corporate guarantee (“the Guarantee”) in favour of the Bank in respect of the facility extended to NFE. The Guarantee shall remain in full force and effect until NFE shall have duly performed and discharged its obligations and liabilities under the facility.

Given that financial assistance provided by the Guarantors to NFE exceeds the proportional interest of the Company in NFE, the grant of the Guarantee constitutes a connected transaction under Rule 14.26 of the Listing Rules.

At the special general meeting of the Company held on 11 November 2002, the Guarantee was approved by the shareholders of the Company.

關連交易 (續)

(1) 與光明柯式印務紙品廠有限公司(「光明柯式印務」)進行之交易 (續)

根據香港聯合交易所有限公司就授予本集團豁免嚴格遵守上市規則第14章所載有關規定而訂立之規定，上述截至二零零三年三月三十一日止年度之關連交易已由本公司獨立非執行董事與核數師審議，並獲董事會批准。

(2) 向寧波富舜電業材料有限公司(「寧波富舜」)提供財務資助

寧波富舜為於中國成立之中外合資經營企業，其註冊資本由本公司全資附屬公司富士高電業有限公司(「富士高電業」)持有70%，其餘30%則由余姚市舜台工貿有限公司(「舜台工貿」)持有。

二零零二年九月二十五日，一家銀行(「銀行」)同意向寧波富舜提供一筆高達4,000,000美元之循環貸款額度。二零零二年十一月十九日，本公司與富士高電業(「擔保人」)就寧波富舜所獲額度而向銀行提供全數公司擔保(「擔保」)。擔保將一直具備十足效力，直至寧波富舜妥為履行並解除其於額度項下之責任及負債為止。

鑑於擔保人向寧波富舜提供之財務資助超出本公司於寧波富舜所佔之權益比例，根據上市規則第14.26條，提供擔保構成關連交易。

本公司於二零零二年十一月十一日舉行股東特別大會，本公司股東於會上批准提供擔保。

CONNECTED TRANSACTIONS (Continued)

(2) Financial assistance to Ningbo Fusion Electrical Material Co., Ltd. ("NFE") (Continued)

As Shun-Tai Industrial has provided pro rata counter indemnity to the Guarantors, the Directors are of the view that the grant of the Guarantee is on normal commercial terms.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors who held office during the year and up to the date of this report are:

Executive directors

Mr. Yeung Chi Hung, Johnny
Mr. Yuen Yee Sai, Simon
Mr. Chow Man Yan, Michael
Mr. Wong Sau Lik, Weekly Peter
Mr. Tsang Yiu Wah
Mr. Ng Kwong Hing

Non-executive director

Dr. Lui Ming Wah

Independent non-executive directors

Dr. Chang Chu Cheng
Mr. Che Wai Hang, Allen

In accordance with the Bye-laws of the Company, Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael will retire from office and, being eligible, offer themselves for re-election. All other remaining directors continue in office.

All executive directors entered into service contracts with the Company for a term of three years commencing from 1 April 2000, which continue thereafter until terminated by either party. Other than these service contracts, none of the Directors have an unexpired service contract with the Company which is not terminable by the Company within one year without payment of compensation other than statutory compensation.

關連交易 (續)

(2) 向寧波富舜電業材料有限公司(「寧波富舜」)提供財務資助 (續)

由於舜台工貿已按比例向擔保人提供相應彌償保證，董事認為提供擔保乃按一般商業條款進行。

董事及董事服務合約

年內及截至本報告日期任職之董事如下：

執行董事

楊志雄先生
源而細先生
周文仁先生
王秀力先生
曾耀華先生
吳廣興先生

非執行董事

呂明華博士

獨立非執行董事

張樹成博士
車偉恒先生

根據本公司之公司細則，楊志雄先生、源而細先生及周文仁先生將任滿，彼等符合資格並願膺選連任。其餘所有董事繼續任職。

所有執行董事均已與本公司訂立服務合約，年期由二零零零年四月一日起計，為期三年，合約到期後除非任何一方予以終止，否則合約繼續生效。除該等服務合約外，董事概無與本公司訂立任何本公司不得於一年內終止而毋須作出賠償(法定補償除外)之未屆滿服務合約。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (Continued)

The non-executive director and the independent non-executive directors are not appointed for a specific term, but are subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Company's Bye-laws.

DIRECTORS' INTERESTS IN SHARES

As at 31 March 2003, the directors of the Company had the following interests in the share capital of the Company and its associated corporations within the meaning of the Securities (Disclosure of Interests) Ordinance ("the SDI Ordinance"), as recorded in the Register of Directors' Interests required to be kept by the Company pursuant to Section 29 of the SDI Ordinance.

The Company

(ordinary shares of HK\$0.10 each)

董事及董事服務合約 (續)

非執行董事及獨立非執行董事並無任何特定任期，惟須根據本公司細則之規定於股東週年大會上輪流退任及重選連任。

董事於股份之權益

於二零零三年三月三十一日，本公司根據證券(披露權益)條例(「披露權益條例」)第29條所存置之董事權益名冊所記錄，本公司董事擁有本公司及相聯法團(定義見披露權益條例)股本中之權益如下：

本公司

(每股面值0.10港元之普通股)

Name 姓名	Type of interest 權益類別			Total 總計	Percentage of shares outstanding 已發行股份 之百分比
	Personal interest 個人權益	Corporate interest 公司權益			
Mr. Yeung Chi Hung, Johnny 楊志雄先生	7,651,000	245,427,000 (a)		253,078,000	68.87%
Mr. Yuen Yee Sai, Simon 源而細先生	7,651,000	245,427,000 (a)		253,078,000	68.87%
Mr. Chow Man Yan, Michael 周文仁先生	7,651,000	245,427,000 (a)		253,078,000	68.87%
Mr. Wong Sau Lik, Weekly Peter 王秀力先生	–	13,485,000 (b)		13,485,000	3.67%
Mr. Tsang Yiu Wah 曾耀華先生	–	13,485,000 (c)		13,485,000	3.67%
Mr. Ng Kwong Hing 吳廣興先生	–	6,742,500 (d)		6,742,500	1.83%

Fujikon Industrial Company Limited

(Class A (non-voting) shares of HK\$1.00 each)

富士高實業有限公司

(每股面值1.00港元之A類(無投票權)股份)

Name 姓名	Corporate interest 公司權益
Mr. Yuen Yee Sai, Simon 源而細先生	600,000 (e)
Mr. Chow Man Yan, Michael 周文仁先生	600,000 (f)

DIRECTORS' INTERESTS IN SHARES (Continued)

Acoustic Touch Limited

(ordinary shares of US\$1.00 each)

Name		Corporate interest
姓名		公司權益
Mr. Yeung Chi Hung, Johnny	楊志雄先生	15 (a)
Mr. Yuen Yee Sai, Simon	源而細先生	15 (a)
Mr. Chow Man Yan, Michael	周文仁先生	15 (a)

Notes:

- a. Acoustic Touch Limited holds 211,714,500 shares. Pursuant to three agreements entered into by Acoustic Touch Limited with Miracle Journey Corp., Mighty Media Limited and Mys Finance Limited respectively, Miracle Journey Corp., Mighty Media Limited and Mys Finance Limited have granted to Acoustic Touch Limited pre-emption rights over the Shares held by them. Miracle Journey Corp. holds 13,485,000 shares, Mighty Media Limited holds 13,485,000 shares and Mys Finance Limited holds 6,742,500 shares respectively. Under the SDI Ordinance, Acoustic Touch Limited is deemed to be interested in 245,427,000 shares.

Acoustic Touch Limited is owned as to 15 shares (33.33%) by Coral Sea Group Limited, as to 15 shares (33.33%) by Shinning Fairview Holdings Inc., as to 5 shares (11.11%) by Artbo Industries Group Limited, as to 5 shares (11.11%) by East Sino Consultants Limited and as to 5 shares (11.11%) by Loyal Fair Group Limited. Coral Sea Group Limited is wholly owned by Mr. Chow Man Yan, Michael. Shinning Fairview Holdings Inc. is wholly owned by Mr. Yuen Yee Sai, Simon. East Sino Consultants Limited is wholly owned by Silverfun Property Limited. Each of Artbo Industries Group Limited and Loyal Fair Group Limited is wholly owned by Trittonney Limited, which is in turn wholly owned by Silverfun Property Limited. Silverfun Property Limited is wholly owned by Golden Hope Financial Limited, which is in turn wholly owned by Mr. Yeung Chi Hung, Johnny. Under the SDI Ordinance, each of Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael is deemed to be interested in all shares in which Acoustic Touch Limited is interested.

董事於股份之權益 (續)

Acoustic Touch Limited

(每股面值1.00美元之普通股)

附註：

- a. 211,714,500股股份由Acoustic Touch Limited持有。根據Acoustic Touch Limited與Miracle Journey Corp.、Mighty Media Limited及Mys Finance Limited分別訂立之三份協議，Acoustic Touch Limited獲Miracle Journey Corp.、Mighty Media Limited及Mys Finance Limited授予彼等持有之股份之優先購股權。13,485,000股股份由Miracle Journey Corp.持有。13,485,000股股份由Mighty Media Limited持有。6,742,500股股份則由Mys Finance Limited持有。根據披露權益條例，Acoustic Touch Limited視作持有245,427,000股股份之權益。

Acoustic Touch Limited 分別由Coral Sea Group Limited (由周文仁先生全資擁有) 及Shinning Fairview Holdings Inc. (由源而細先生全資擁有) 各擁有15股 (33.33%股權)，由Artbo Industries Group Limited (由Trittonney Limited全資擁有)、East Sino Consultants Limited (由Silverfun Property Limited全資擁有) 及Loyal Fair Group Limited (由Trittonney Limited全資擁有) 各擁有5股 (11.11%股權)。同時亦全資擁有Trittonney Limited之Silverfun Property Limited則由Golden Hope Financial Limited (由楊志雄先生全資擁有) 擁有。根據披露權益條例，楊志雄先生、源而細先生及周文仁先生各被視為於Acoustic Touch Limited擁有之全部股份中擁有權益。

DIRECTORS' INTERESTS IN SHARES (Continued)

Yeung Chi Hung, Johnny has settled, among others, the shares in Acoustic Touch Limited indirectly held by Silverfun Property Limited on a discretionary trust, the objects of which are the family members of Yeung Chi Hung, Johnny.

Yuen Yee Sai, Simon has settled, among others, the shares in Acoustic Touch Limited indirectly held by Shinning Fairview Holdings Inc. on a discretionary trust, the objects of which are the family members of Yuen Yee Sai, Simon.

Chow Man Yan, Michael has settled, among others, the shares in Acoustic Touch Limited indirectly held by Coral Sea Group Limited on a discretionary trust, the objects of which are the family members of Chow Man Yan, Michael.

- b. Mr. Wong Sau Lik, Weeky Peter holds the shares through Miracle Journey Corp., a corporation in which he is the sole shareholder.
- c. Mr. Tsang Yiu Wah holds the shares through Mighty Media Limited, a corporation in which he is the sole shareholder.
- d. Mr. Ng Kwong Hing holds the shares through Mys Finance Limited, a corporation in which he is the sole shareholder.
- e. These shares are held by River Treasure Limited, which is, in turn, wholly owned by Boon Corporation. Boon Corporation is wholly-owned by TrustNet (Cook Islands) Limited, who, in turn, is the trustee of a discretionary trust, the objects of which are the family members of Mr. Yuen Yee Sai, Simon.
- f. These shares are held by Asia Supreme Limited which is, in turn, wholly owned by Vivace Limited. Vivace Limited is wholly-owned by TrustNet (Cook Islands) Limited, who, in turn, is the trustee of a discretionary trust, the objects of which are the family members of Mr. Chow Man Yan, Michael.

Share options are granted to directors under the share option scheme of the Company. Refer details under Directors' rights to acquire shares or debentures below.

Save as disclosed above, the Company had no notice of any interests required to be recorded under Section 29 of the SDI Ordinance as at 31 March 2003.

董事於股份之權益 (續)

楊志雄已將(其中包括) Silverfun Property Limited 間接持有之 Acoustic Touch Limited 股份轉讓予受益人為楊志雄家族成員之全權信託。

源而細已將(其中包括) Shinning Fairview Holdings Inc. 間接持有之 Acoustic Touch Limited 股份轉讓予受益人為源而細家族成員之全權信託。

周文仁已將(其中包括) Coral Sea Group Limited 間接持有之 Acoustic Touch Limited 股份轉讓予受益人為周文仁家族成員之全權信託。

- b. 王秀力先生透過其全資擁有之 Miracle Journey Corp. 持有股份。
- c. 曾耀華先生透過其全資擁有之 Mighty Media Limited 持有股份。
- d. 吳廣興先生透過其全資擁有之 Mys Finance Limited 持有股份。
- e. 該等股份由 Boon Corporation 全資擁有之 River Treasure Limited 持有。Boon Corporation 由 TrustNet (Cook Islands) Limited 全資擁有，後者乃受益人為源而細先生家族成員之全權信託之信託人。
- f. 該等股份由 Vivace Limited 全資擁有之 Asia Supreme Limited 持有。Vivace Limited 由 TrustNet (Cook Islands) Limited 全資擁有，後者乃受益人為周文仁先生家族成員之全權信託之信託人。

本公司根據購股權計劃授予董事購股權。董事購入股份或債券之詳情請參閱下文。

除上文所披露者外，於二零零三年三月三十一日，本公司並不知悉任何根據披露權益條例第 29 條須予記錄之權益。

INFORMATION ON SHARE OPTION SCHEME

The Company has a share option scheme, under which it may grant options to eligible participants (including executive directors of the Company) to subscribe for shares in the Company. Details of the scheme are set out in Note 24 to the accounts.

Pursuant to an ordinary resolution of the Company passed on 21 August 2002, the Company adopted a new share option scheme ("the New Scheme") which was complied with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Stock Exchange"). As at 31 March 2003, no options have been granted under the New Scheme.

- Purpose of the New Scheme**
As incentive or rewards to eligible participants for their contribution to the Group
- Eligible participants of the New Scheme**
Any eligible employee (whether full-time or part-time, including any executive directors), any non-executive directors, any shareholders, any suppliers and any customers of the Company or any of its subsidiaries or any entity in which any member of the Group holds any equity interest, and any other parties having contribution to the development of the Group
- Total number of shares available for issue under the New Scheme and percentage of issued share capital as at 31 March 2003**
2,670,000 shares (0.73% of issued share capital)
- Maximum entitlement of each participant under the New Scheme**
Not exceeding 1% of the issued share capital of the Company for the time being in any 12-month period

購股權計劃之資料

本公司設有購股權計劃。據此，本公司可向合資格參與者(包括本公司之執行董事)授出可認購本公司股份之購股權。該計劃詳情載於賬目附註24。

根據本公司於二零零二年八月二十一日通過之普通決議案，本公司採納新購股權計劃(「新計劃」)。新計劃符合香港聯合交易所有限公司(「聯交所」)證券上市規則第17章之規定。於二零零三年三月三十一日，並無根據新計劃授出任何購股權。

- 新計劃之目的**
作為合資格參與者為本集團所作貢獻之獎勵或獎賞
- 新計劃之合資格參與者**
本公司或其任何附屬公司或本集團任何成員公司持有任何股權之任何實體之任何合資格僱員(不論全職或兼職，包括任何執行董事)、任何非執行董事、任何股東、任何供應商及任何客戶，以及對本集團發展貢獻良多之任何其他人士
- 新計劃項下可供發行之股份總數及佔二零零三年三月三十一日已發行股本之百分比**
2,670,000股股份(已發行股本之0.73%)
- 各參與者根據新計劃可獲發行之股份數目上限**
不超過任何十二個月期間本公司當時已發行股本之1%

INFORMATION ON SHARE OPTION SCHEME (Continued)

購股權計劃之資料 (續)

- | | |
|--|--|
| <p>5. The period within which the shares must be taken up under an option
A period (which may not expire later than 10 years from the date of offer of that option) to be determined and notified by the Directors to the grantee thereof.</p> | <p>5. 必須根據購股權認購股份之期限
將由董事釐定及通知承授人之期限，但不會於提呈購股權當日起計十年後屆滿</p> |
| <p>6. The minimum period for which an option must be held before it can be exercised
N/A</p> | <p>6. 行使購股權前必須持有購股權之最短期限
不適用</p> |
| <p>7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid
A remittance in favour of the Company of HK\$1.00 on or before the date of acceptance (which may not be later than 21 days from the date of offer)</p> | <p>7. 申請或接納購股權應付之款項，以及必須或可予繳款或催繳款項，或就此須償還貸款之期限
於接納當日或之前(不會遲於自要約當日起計21日)匯寄1.00港元予本公司</p> |
| <p>8. The basis of determining the exercise price
Being determined by the Directors and being not less than the highest of:</p> <p>a. the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer;</p> <p>b. the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and</p> <p>c. the nominal value of the Shares</p> | <p>8. 釐定行使價之基準
由董事釐定，惟不會低於下列各項之最高者：</p> <p>a. 要約當日股份於聯交所每日報價表所示之收市價；</p> <p>b. 緊接要約當日前五個營業日股份於聯交所每日報價表所示平均收市價；及</p> <p>c. 股份面值</p> |
| <p>9. The remaining life of the New Scheme
The New Scheme is valid and effective for a period of 10 years commencing on 3 September 2002 (date of fulfilment of all conditions on the adoption of the New Scheme)</p> | <p>9. 新計劃餘下之期限
新計劃自二零零二年九月三日(採納新計劃之全部條件達成之日)起計十年內有效</p> |

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at the date of this report, the share options granted to and held by the directors of the Company are as follows:

董事購入股份或債券之權利

於本報告日期，授予並由本公司董事持有之購股權如下：

Name		Subscription price per share	Beginning of year	Granted during the year	Exercised during the year	End of year
姓名		每股認購價	年初	年內授出	年內行使	年終
Mr. Yeung Chi Hung, Johnny	楊志雄先生	HK\$1.287港元 (i)	6,000,000	–	–	6,000,000
		HK\$0.504港元	1,560,000	–	1,560,000	–
Mr. Yuen Yee Sai, Simon	源而細先生	HK\$1.287港元 (i)	6,000,000	–	–	6,000,000
		HK\$0.504港元	1,560,000	–	1,560,000	–
Mr. Chow Man Yan, Michael	周文仁先生	HK\$1.287港元 (i)	6,000,000	–	–	6,000,000
		HK\$0.504港元	1,560,000	–	1,560,000	–
Mr. Wong Sau Lik, Weekly Peter	王秀力先生	HK\$1.287港元 (i)	1,200,000	–	–	1,200,000
		HK\$0.504港元	300,000	–	300,000	–
Mr. Tsang Yiu Wah	曾耀華先生	HK\$1.287港元 (i)	1,200,000	–	–	1,200,000
		HK\$0.504港元	300,000	–	300,000	–
Mr. Ng Kwong Hing	吳廣興先生	HK\$1.287港元 (i)	800,000	–	–	800,000
		HK\$0.504港元	200,000	–	200,000	–
			26,680,000	–	5,480,000	21,200,000

(i) The options are exercisable at any time during the periods from 2 May 2000, 2 May 2001 or 2 May 2002 to 1 May 2010.

(i) 購股權可於二零零零年五月二日或二零零一年五月二日或二零零二年五月二日至二零一零年五月一日之期間隨時行使。

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries or holding companies a party to any arrangements to enable any of the Company's directors or chief executives to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

除上文所披露者外，於年內任何時間，本公司或其任何附屬公司或控股公司並無參與任何安排，致使任何本公司董事或主要行政人員可藉購入本公司或任何其他法人團體之股份或債務證券（包括債券）而取得利益。

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the preceding paragraph and Note 3 to the accounts, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding companies was a party and in which any of the Company's directors or chief executives had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

COMPETING BUSINESS

In the opinion of the Directors, there is no such competing business as defined by the Listing Rules.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2003, the following entities (not being a director or chief executive of the Company) had registered an interest in 10% or more of the issued share capital of the Company:

Name 名稱		Number of issued shares 已發行股份數目	Percentage holding 持股百分比
Acoustic Touch Limited (Note)	Acoustic Touch Limited (附註)	245,427,000	66.79%
Silverfun Property Limited (Note)	Silverfun Property Limited (附註)	245,427,000	66.79%
Shinning Fairview Holdings Inc. (Note)	Shinning Fairview Holdings Inc. (附註)	245,427,000	66.79%
Coral Sea Group Limited (Note)	Coral Sea Group Limited (附註)	245,427,000	66.79%
Golden Hope Financial Limited (Note)	Golden Hope Financial Limited (附註)	245,427,000	66.79%

Note:

Acoustic Touch Limited holds 211,714,500 shares. Pursuant to three agreements entered into by Acoustic Touch Limited with Miracle Journey Corp., Mighty Media Limited and Mys Finance Limited respectively, Miracle Journey Corp., Mighty Media Limited and Mys Finance Limited have granted to Acoustic Touch Limited pre-emption rights over the Shares held by them. Miracle Journey Corp. holds 13,485,000 shares, Mighty Media Limited holds 13,485,000 shares and Mys Finance Limited holds 6,742,500 shares respectively. Under the SDI Ordinance, Acoustic Touch Limited is deemed to be interested in 245,427,000 shares.

董事於合約中之權益

除上段及賬目附註3所披露者外，於年結時或本年度內任何時間，本公司或其任何附屬公司或控股公司並無就本集團之業務簽訂任何本公司董事或主要行政人員直接或間接擁有重大權益之重要合約。

競爭性業務

董事認為，並無存在上市規則定義之競爭性業務。

主要股東

於二零零三年三月三十一日，以下公司(並非本公司之董事或主要行政人員)已登記佔本公司已發行股本10%或以上權益：

附註：

211,714,500股股份由Acoustic Touch Limited持有。根據Acoustic Touch Limited與Miracle Journey Corp.、Mighty Media Limited及Mys Finance Limited分別訂立之三份協議，Acoustic Touch Limited獲Miracle Journey Corp.、Mighty Media Limited及Mys Finance Limited授予彼等持有之股份之優先購股權。13,485,000股股份由Miracle Journey Corp.持有。13,485,000股股份由Mighty Media Limited持有。6,742,500股股份則由Mys Finance Limited持有。根據披露權益條例Acoustic Touch Limited視作持有245,427,000股股份之權益。

SUBSTANTIAL SHAREHOLDERS (Continued)

Acoustic Touch Limited is owned as to 15 shares (33.33%) by Coral Sea Group Limited, as to 15 shares (33.33%) by Shinning Fairview Holdings Inc., as to 5 shares (11.11%) by Artbo Industries Group Limited, as to 5 shares (11.11%) by East Sino Consultants Limited and as to 5 shares (11.11%) by Loyal Fair Group Limited. Coral Sea Group Limited is wholly owned by Mr. Chow Man Yan, Michael. Shinning Fairview Holdings Inc. is wholly owned by Mr. Yuen Yee Sai, Simon. East Sino Consultants Limited is wholly owned by Silverfun Property Limited. Each of Artbo Industries Group Limited and Loyal Fair Group Limited is wholly owned by Trittorney Limited, which is in turn wholly owned by Silverfun Property Limited. Silverfun Property Limited is wholly owned by Golden Hope Financial Limited, which is in turn wholly owned by Mr. Yeung Chi Hung, Johnny. Under the SDI Ordinance, each of Silverfun Property Limited, Shinning Fairview Holdings Inc., Coral Sea Group Limited and Golden Hope Financial Limited is deemed to be interested in all shares in which Acoustic Touch Limited is interested. Save as disclosed above, the Company had no notice of any interests to be recorded under Section 16 (1) of the SDI Ordinance as at 31 March 2003.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

AUDIT COMMITTEE

The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants.

主要股東 (續)

Acoustic Touch Limited 分別由 Coral Sea Group Limited (由周文仁先生全資擁有) 及 Shinning Fairview Holdings Inc. (由源而細先生全資擁有) 各擁有 15 股 (33.33% 股權)，由 Artbo Industries Group Limited (由 Trittorney Limited 全資擁有)、East Sino Consultants Limited (由 Silverfun Property Limited 全資擁有) 及 Loyal Fair Group Limited (由 Trittorney Limited 全資擁有) 各擁有 5 股 (11.11% 股權)。同時亦全資擁有 Trittorney Limited 之 Silverfun Property Limited 則由 Golden Hope Financial Limited (由楊志雄先生全資擁有) 擁有。根據披露權益條例，Silverfun Property Limited、Shinning Fairview Holdings Inc.、Coral Sea Group Limited 及 Golden Hope Financial Limited 各被視為於 Acoustic Touch Limited 擁有之全部股份中擁有權益。除以上所披露者外，於二零零三年三月三十一日，本公司並不知悉任何根據披露權益條例第 16(1) 條須予記錄之權益。

管理合約

年內，並無訂立或存在任何有關本公司全部或任何大部份業務之管理及行政合約。

審核委員會

載列審核委員會權限與職責之書面職權範圍經已根據香港會計師公會頒佈之「成立審核委員會指引」而編製及採納。

AUDIT COMMITTEE *(Continued)*

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the group audit. It also reviews the effectiveness of the external and of internal controls and risk evaluation. The members of the Committee are Dr. Lui Ming Wah, being non-executive director of the Company, and Dr. Chang Chu Cheng and Mr. Che Wai Hang, Allen, being independent non-executive directors of the Company.

CODE OF BEST PRACTICE

In the opinion of the Directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules of The Stock Exchange of Hong Kong Limited throughout the year ended 31 March 2003, save that non-executive director and independent non-executive directors of the Company are not appointed for a fixed term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Bye-laws.

AUDITORS

Messrs. Arthur Andersen & Co audited the accounts for the year ended 31 March 2001. The accounts for the years ended 31 March 2002 and 2003 were audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for reappointment.

On behalf of the Board of Directors,

YEUNG CHI HUNG, JOHNNY

Chairman

Hong Kong, 10 July 2003

審核委員會 *(續)*

審核委員會為董事會與本公司核數師在集團核數範疇方面之重要橋樑，審核委員會亦負責檢討外部與內部控制之成效並進行風險評估。委員會成員為本公司非執行董事呂明華博士以及獨立非執行董事張樹成博士及車偉恒先生。

最佳應用守則

董事認為，截至二零零三年三月三十一日止整個年度，本公司一直遵守上市規則附錄14所載之最佳應用守則，惟本公司非執行董事及獨立非執行董事並無指定任期，而須根據公司細則輪流退任及於本公司股東週年大會上重選。

核數師

安達信公司於截至二零零一年三月三十一日止年度為本公司審核賬目。截至二零零二年及二零零三年三月三十一日止年度之賬目由羅兵咸永道會計師事務所審核，彼等已任滿，惟符合資格並願意連任。

代表董事會

楊志雄

主席

香港，二零零三年七月十日