

Share Options (continued)

Notes:

1. Details of options granted to each of the directors are set out in the paragraph headed "Directors' Rights to Acquire Shares or Debentures of the Company and its Associated Corporations" in this report below.
2. Other employees include employees of the Group and of the subsidiaries of Roly International Holdings Ltd. ("Roly International") (other than the directors of the Company) working under employment contracts with the Group or subsidiaries of Roly International which are regarded as "continuous contracts" for the purpose of the Employment Ordinance (Cap. 57, Laws of Hong Kong).
3. During the period under review, 1,515,000 new shares of US\$0.02 each were issued pursuant to the Scheme at subscription price at HK\$2.55 per share. The weighted average closing price of the shares on the trading days immediately preceding the exercise of the relevant options was HK\$3.064 per share.
4. The closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on 29 May 2003, being the trading day immediately preceding the date of grant of the relevant options, was HK\$2.1 per share.
5. Save as indicated in the table above, no option has been lapsed or cancelled during the period under review.
6. The directors consider that it is not appropriate to state the value of the share options granted to the eligible persons during the period under review on the ground that there are serious limitations in the application of the Black-Scholes Model and the Binomial Model in the valuation of share options, especially there are a number of variables which are crucial for the calculation of the options value thus rendering such value cannot be reasonably determined. Accordingly, the directors believe that any valuation of the share options based on a great number of speculative assumptions would not be meaningful and may be misleading to the shareholders.

購股權 (續)

附註：

1. 授予各董事之購股權詳列於本報告下文「董事購買本公司及其相聯法團股份或債券之權利」一節。
2. 其他僱員包括根據與本集團或全威國際控股有限公司(「全威國際」)之附屬公司訂立之僱傭合約(就香港法例第57章僱傭條例而言，被視為「持續合約」者)受聘於本集團及全威國際附屬公司工作之僱員(本公司董事除外)。
3. 於回顧期間，已根據該計劃按認購價每股2.55港元發行1,515,000股每股面值0.02美元之新股份。股份於緊接有關購股權行使日期前之交易日之加權平均收市價為每股3.064港元。
4. 聯交所發佈之每日收市價表所列本公司股份於二零零三年五月二十九日(即緊接有關購股權授出日期前之交易日)之收市價為每股2.1港元。
5. 除上表所示外，於回顧期間概無購股權失效或被註銷。
6. 董事會認為不適宜說明於回顧期間內已授予合資格人士之購股權之價值，原因為採用柏力克-舒爾斯模式及二項式模式以評估購股權之價值所受限制極大，尤其因為有多項變數對購股權價值之計算甚為關鍵，以致無法合理確定有關價值。因此，董事會相信任何根據眾多推敲假設作出之購股權估值概無意義，且或會對股東構成誤導。

Disclosure of Interests

Directors' Interests in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 October 2003, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange, were as follows:

(1) Interests and short positions in the shares of the Company and its associated corporations

Company/Name
of associated
corporations

Name of directors

Capacity

本公司／相聯
法團之名稱

董事姓名

身份

Company
本公司

WANG Lu Yen
王祿閻

Beneficial owner
實益擁有人

權益披露

董事於本公司及其相聯法團之股份、相關股份及債券中之權益

於二零零三年十月三十一日，本公司之董事及行政總裁於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及債券中擁有須根據證券及期貨條例第352條記入本公司存置之登記冊之權益及淡倉，或須根據上市公司董事進行證券交易之標準守則知會本公司及聯交所之權益及淡倉如下：

(1) 於本公司及其相聯法團之股份中之權益及淡倉

Percentage
shareholding in
the same class
of securities as at
31 October 2003

Number and
class of securities
(Note 1)

於二零零三年
十月三十一日
在同類別證券中
之股權百分比

證券數目及類別
(附註1)

620,000
ordinary shares
普通股 (L)

0.10%

Disclosure of Interests (continued)
Directors' Interests in Shares,
Underlying Shares and Debentures of
the Company and its Associated
Corporations (continued)

權益披露 (續)
董事於本公司及其相聯法團之股
份、相關股份及債券中之權益 (續)

(1) **Interests and short positions in the shares of the Company and its associated corporations (continued)**

(1) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

Company/Name of associated corporations	Name of directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2003
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	於二零零三年十月三十一日在同類別證券中之股權百分比
Company 本公司	WANG Lu Yen 王祿閻	Interest of a controlled corporation 受控制法團之權益 (Note 2) (附註2)	433,000,000 ordinary shares 普通股 (L)	66.73%
Company 本公司	Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	144,000 ordinary shares 普通股 (L)	0.02%
Company 本公司	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	170,000 ordinary shares 普通股 (L)	0.03%
Company 本公司	WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	260,000 ordinary shares 普通股 (L)	0.04%

Disclosure of Interests (continued)
Directors' Interests in Shares,
Underlying Shares and Debentures of
the Company and its Associated
Corporations (continued)

權益披露 (續)
董事於本公司及其相聯法團之股
份、相關股份及債券中之權益 (續)

(1) Interests and short positions in the shares of
the Company and its associated corporations
(continued)

(1) 於本公司及其相聯法團之股份中之權益
及淡倉 (續)

Company/Name of associated corporations	Name of directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2003 於二零零三年 十月三十一日 在同類別證券中 之股權百分比
本公司／相聯 法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	
Roly International 全威國際 (Note 3) (附註3)	WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	20,200,000 ordinary shares 普通股 (L)	5.09%
Roly International 全威國際 (Note 3) (附註3)	WANG Lu Yen 王祿閻	Interest of spouse 配偶之權益 (Note 4) (附註4)	350,000 ordinary shares 普通股 (L)	0.09%
Roly International 全威國際 (Note 3) (附註3)	WANG Lu Yen 王祿閻	Interest of a controlled corporation 受控制法團之權益 (Note 5) (附註5)	121,243,500 ordinary shares 普通股 (L)	30.53%

Disclosure of Interests (continued)
**Directors' Interests in Shares,
Underlying Shares and Debentures of
the Company and its Associated
Corporations (continued)**

權益披露 (續)
**董事於本公司及其相聯法團之股
份、相關股份及債券中之權益 (續)**

(1) **Interests and short positions in the shares of
the Company and its associated corporations
(continued)**

(1) 於本公司及其相聯法團之股份中之權益
及淡倉 (續)

Company/Name of associated corporations	Name of directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2003 於二零零三年 十月三十一日 在同類別證券中 之股權百分比
本公司／相聯 法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	
Roly International 全威國際 (Note 3) (附註3)	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	2,000,000 ordinary shares 普通股 (L)	0.50%
Roly International 全威國際 (Note 3) (附註3)	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	625,000 ordinary shares 普通股 (L)	0.16%
Westman Linmark (Thailand) Ltd. (Note 6) (附註6)	WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	2 preference shares 優先股 (L)	0.07%
Westman Linmark (Thailand) Ltd. (Note 6) (附註6)	Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%

Disclosure of Interests (continued)
**Directors' Interests in Shares,
Underlying Shares and Debentures of
the Company and its Associated
Corporations (continued)**

權益披露 (續)
**董事於本公司及其相聯法團之股
份、相關股份及債券中之權益 (續)**

**(1) Interests and short positions in the shares of
the Company and its associated corporations
(continued)**

**(1) 於本公司及其相聯法團之股份中之權益
及淡倉 (續)**

Company/Name of associated corporations	Name of directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2003 於二零零三年 十月三十一日 在同類別證券中 之股權百分比
本公司／相聯 法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	
Westman Linmark (Thailand) Ltd. (Note 6) (附註6)	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%
Westman Linmark (Thailand) Ltd. (Note 6) (附註6)	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%
Westman Linmark (Thailand) Ltd. (Note 6) (附註6)	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	1 preference share 優先股 (L)	0.03%

Disclosure of Interests (continued)
**Directors' Interests in Shares,
Underlying Shares and Debentures of
the Company and its Associated
Corporations (continued)**

**(1) Interests and short positions in the shares of
the Company and its associated corporations
(continued)**

Notes:

1. The letter "L" represents the director's interests in the shares.
2. As at 31 October 2003, 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 35.71 per cent. of the then issued share capital of Roly International. Mr. WANG Lu Yen is thus deemed, by virtue of the SFO, to be interested in all the shares in which Roly International is interested.
3. As at 31 October 2003, Roly International, the ultimate holding company of the Company, through RGS Holdings Limited, held 433,000,000 shares, representing 66.73 per cent. of the then issued share capital of the Company. As at 31 October 2003, the issued share capital of Roly International was US\$39,711,326.40 divided into 397,113,264 shares of US\$0.10 each.
4. These shares in Roly International were held by Mrs. WANG LIAW Bin Bin, the wife of Mr. WANG Lu Yen.
5. 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. Mr. WANG Lu Yen is a director of Megastar Holdings Limited.

權益披露 (續)

**董事於本公司及其相聯法團之股
份、相關股份及債券中之權益 (續)**

**(1) 於本公司及其相聯法團之股份中之權益
及淡倉 (續)**

附註：

1. 「L」乃指董事於股份之權益。
2. 於二零零三年十月三十一日，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** 合共持有全威國際當時之已發行股本約35.71%。因此，根據證券及期貨條例，王祿閻先生被視為擁有全部全威國際所擁有權益之股份。
3. 於二零零三年十月三十一日，本公司最終控股公司全威國際透過 **RGS Holdings Limited** 持有433,000,000股股份，佔本公司當時已發行股本66.73%。於二零零三年十月三十一日，全威國際之已發行股本為39,711,326.40美元，分為397,113,264股每股面值0.10美元之股份。
4. 該等全威國際股份由王祿閻先生之妻子廖彬彬女士持有。
5. 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。王祿閻先生為**Megastar Holdings Limited** 之董事。

Disclosure of Interests (continued)
Directors' Interests in Shares,
Underlying Shares and Debentures of
the Company and its Associated
Corporations (continued)

(1) Interests and short positions in the shares of the Company and its associated corporations (continued)

Notes: (continued)

6. Westman Linmark (Thailand) Ltd. is a subsidiary of the Company. As at 31 October 2003, the issued share capital of Westman Linmark (Thailand) Ltd. was 12,000,000 Baht divided into 2,940 ordinary shares of 2,000 Baht each and 3,060 preference shares of 2,000 Baht each.

(2) Interests and short positions in the underlying shares of the Company and its associated corporations

Company/Name of associated corporations	Name of directors	Capacity	Number of underlying shares (Notes 1 and 2) 相關股份之數目 (附註1及2)
本公司	Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	14,560,000 (L)
本公司	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	7,030,000 (L)
本公司	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	6,920,000 (L)
本公司	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	5,630,000 (L)

權益披露 (續)
董事於本公司及其相聯法團之股份、
相關股份及債券中之權益 (續)

(1) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

附註：(續)

6. Westman Linmark (Thailand) Ltd. 為本公司之附屬公司。於二零零三年十月三十一日，Westman Linmark (Thailand) Ltd. 之已發行股本為12,000,000泰銖，分為2,940股每股面值2,000泰銖之普通股，以及3,060股每股面值2,000泰銖之優先股。

(2) 於本公司及其相聯法團之相關股份中之權益及淡倉

Disclosure of Interests (continued)
Directors' Interests in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (continued)

權益披露 (續)
董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(2) **Interests and short positions in the underlying shares of the Company and its associated corporations (continued)**

(2) 於本公司及其相聯法團之相關股份中之權益及淡倉 (續)

Company/Name of associated corporations	Name of directors	Capacity	Number of underlying shares <i>(Notes 1 and 2)</i>
本公司／相聯法團之名稱	董事姓名	身份	相關股份之數目 <i>(附註1及2)</i>
Roly International 全威國際	Steven Julien FENIGER 范倚棋	Beneficial owner 實益擁有人	2,000,000 (L)
Roly International 全威國際	FU Jin Ming, Patrick 傅俊明	Beneficial owner 實益擁有人	1,000,000 (L)
Roly International 全威國際	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	8,350,000 (L)
Roly International 全威國際	KWOK Chi Kueng 郭志強	Beneficial owner 實益擁有人	645,000 (L)

Notes:

附註：

- The letter "L" represents the directors' interests in the shares.
- Details of the above underlying shares are set out in the paragraph headed "Directors' Rights to Acquire Shares or Debentures of the Company and its Associated Corporations".

- 「L」乃指董事於股份之權益。
- 上述相關股份之詳情載於「董事購買本公司及其相聯法團股份或債券之權利」一節。

Disclosure of Interests (continued) Directors' Interests in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (continued)

(3) Interests and short positions in the debentures of the Company and its associated corporations

As at 31 October 2003, none of the directors and chief executive of the Company had any interests or short positions in the debentures of the Company and its associated corporations as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

Directors' Rights to Acquire Shares or Debentures of the Company and its Associated Corporations

(1) Options granted to the executive directors of the Company under the Company's share option scheme and remained outstanding as at 31 October 2003 were as follows:

Name of directors	Date of grant	Number of underlying shares of the Company			Outstanding as at 31 October 2003	Exercise price per share (HK\$)	Exercise period
		As at 1 May 2003	Granted	At 31 October 2003			
		於二零零三年 五月一日	授出	於二零零三年 十月三十一日 尚未行使			
董事姓名	授出日期				每股行使價	行使期限	
					(港元)		
Steven Julien	21/05/2002	6,240,000	—	6,240,000	2.55	21/05/2003–20/05/2008	
FENIGER (Note)	27/06/2002	1,660,000	—	1,660,000	2.22	27/06/2003–26/06/2008	
范倚祺 (附註)	06/11/2002	4,700,000	—	4,700,000	1.60	06/11/2003–05/11/2008	
	30/05/2003	—	1,960,000	1,960,000	2.125	30/05/2004–29/05/2009	

權益披露 (續)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(3) 於本公司及其相聯法團之債券中之權益及淡倉

於二零零三年十月三十一日，本公司之董事及行政總裁概無於本公司及其相聯法團之債券中擁有任何須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及或淡倉或根據上市公司董事進行證券交易之標準守則須知會本公司及聯交所之權益或淡倉。

董事購買本公司及其相聯法團股份或債券之權利

(1) 於二零零三年十月三十一日，本公司執行董事根據本公司購股權計劃已獲授而尚未行使之購股權如下：

Disclosure of Interests (continued)
Directors' Rights to Acquire Shares or
Debentures of the Company and its
Associated Corporations (continued)

權益披露 (續)
董事購買本公司及其相聯法團股
份或債券之權利 (續)

Name of directors	Date of grant	Number of underlying shares of the Company			Exercise price per share (HK\$)	Exercise period
		As at 1 May 2003	Granted	Outstanding as at 31 October 2003		
董事姓名	授出日期	於二零零三年 五月一日	授出	於二零零三年 十月三十一日 尚未行使	每股行使價 (港元)	行使期限
FU Jin Ming, Patrick	21/05/2002	4,200,000	—	4,200,000	2.55	21/05/2003–20/05/2008
傅俊明	06/11/2002	2,000,000	—	2,000,000	1.60	06/11/2003–05/11/2008
	30/05/2003	—	830,000	830,000	2.125	30/05/2004–29/05/2009
KHOO Kim Cheng	21/05/2002	3,800,000	—	3,800,000	2.55	21/05/2003–20/05/2008
邱錦宗	06/11/2002	2,200,000	—	2,200,000	1.60	06/11/2003–05/11/2008
	30/05/2003	—	920,000	920,000	2.125	30/05/2004–29/05/2009
KWOK Chi Kueng	21/05/2002	3,000,000	—	3,000,000	2.55	21/05/2003–20/05/2008
郭志強	06/11/2002	1,800,000	—	1,800,000	1.60	06/11/2003–05/11/2008
	30/05/2003	—	830,000	830,000	2.125	30/05/2004–29/05/2009

Note:

Mr. Steven Julien FENIGER was granted with options in excess of the individual limit stipulated in the Note to Rule 17.03(4) of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

Up to 31 October 2003, none of the above options granted by the Company to the directors had been exercised and all such options remained outstanding as at 31 October 2003.

附註：

范倚棋先生獲授超逾聯交所證券上市規則(「上市規則」)第17.03(4)條之附註所訂明個人上限之購股權。

截至二零零三年十月三十一日止，上述由本公司授予董事之購股權並未獲行使，而於二零零三年十月三十一日，所有該等購股權尚未行使。

Disclosure of Interests (continued)
Directors' Rights to Acquire Shares or Debentures of the Company and its Associated Corporations (continued)

(2) Pursuant to the share option schemes of Roly International, the ultimate holding company of the Company, the directors and employees of the Company may, at the discretion of the directors of Roly International, be granted options to subscribe for shares of Roly International. Particulars of the options granted to the directors of the Company and remained outstanding as at 31 October 2003 were as follows:

權益披露 (續)
董事購買本公司及其相聯法團股份或債券之權利 (續)

(2) 根據本公司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全威國際董事會酌情決定獲授可認購全威國際股份之購股權。於二零零三年十月三十一日，本公司董事已獲授而尚未行使之購股權如下：

Number of underlying shares of Roly International								
相關之全威國際股份數目								
Name of directors	Date of grant	As at				Outstanding	Exercise	Exercise period
		1 May 2003	Granted	Exercised	Lapsed	as at 31 October 2003	price per share	
董事姓名	授出日期	於二零零三年五月一日	授出	行使	失效	於二零零三年十月三十一日尚未行使	每股行使價 (美元)	行使期限
Steven Julien FENIGER	07/03/2002	1,000,000	—	—	—	1,000,000	0.130	07/03/2004–06/03/2010
范倚棋	22/11/2002	1,000,000	—	—	—	1,000,000	0.138	22/11/2003–21/11/2008
FU Jin Ming, Patrick 傅俊明	10/02/2000	45,000	—	(45,000)	—	—	0.150	10/02/2001–09/02/2005
	21/08/2001	1,000,000	—	(1,000,000)	—	—	0.100	21/08/2002–20/08/2009
	07/03/2002	1,000,000	—	—	—	1,000,000	0.130	07/03/2004–06/03/2010

Disclosure of Interests (continued)
Directors' Rights to Acquire Shares or
Debentures of the Company and its
Associated Corporations (continued)

權益披露 (續)
董事購買本公司及其相聯法團股
份或債券之權利 (續)

Name of directors	Date of grant	Number of underlying shares of Roly International				Outstanding as at 31 October 2003	Exercise price per share (US\$)	Exercise period
		As at 1 May 2003	Granted	Exercised	Lapsed			
董事姓名	授出日期	於二零零三年 五月一日	授出	行使	失效	於二零零三年 十月三十一日 尚未行使	每股行使價 (美元)	行使期限
KHOO Kim Cheng 邱錦宗	10/02/2000	1,350,000	—	—	—	1,350,000	0.150	10/02/2001– 09/02/2005
	21/08/2001	1,500,000	—	—	—	1,500,000	0.100	21/08/2002– 20/08/2009
	07/03/2002	2,000,000	—	—	—	2,000,000	0.130	07/03/2004– 06/03/2010
	22/11/2002	1,500,000	—	—	—	1,500,000	0.138	22/11/2003– 21/11/2008
	09/05/2003	—	2,000,000	—	—	2,000,000	0.151	09/05/2004– 08/05/2009
KWOK Chi Kueng 郭志強	10/02/2000	45,000	—	—	—	45,000	0.150	10/02/2001– 09/02/2005
	21/08/2001	200,000	—	—	—	200,000	0.100	21/08/2002– 20/08/2009
	07/03/2002	400,000	—	—	—	400,000	0.130	07/03/2004– 06/03/2010

Other than as disclosed above, at no time during the period under review 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.

除上文所披露者外，於回顧期間任何時間，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。

Disclosure of Interests (continued)
Substantial Shareholders and Other Persons Who are Required to Disclose Their Interests Pursuant to Part XV of the SFO

(1) Substantial shareholders of the Company

As at 31 October 2003, the following shareholders (other than the directors and chief executive of the Company whose interests and short positions in the shares and underlying shares of the Company are set out above) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholders	Capacity	Number of shares of the Company (Note 1)	Approximate percentages of interest as at 31 October 2003
股東名稱	身份	本公司股份數目 (附註1)	於二零零三年十月三十一日之概約權益百分比
RGS Holdings Limited	Beneficial owner 實益擁有人	433,000,000 (L)	66.73%
Roly International (Note 2) 全威國際 (附註2)	Interests of a controlled corporation 受控制法團之權益	433,000,000 (L)	66.73%

Notes:

- The letter "L" represents the entity's interests in the shares.
- The entire issued share capital of RGS Holdings Limited is owned by Roly International.

權益披露 (續)

主要股東及須根據證券及期貨條例第十五部披露彼等之權益之其他人士

(1) 本公司之主要股東

於二零零三年十月三十一日，下列股東（本公司董事及行政總裁（彼等於本公司之股份及相關股份之權益及淡倉載於上文）除外）於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

Name of shareholders	Capacity	Number of shares of the Company (Note 1)	Approximate percentages of interest as at 31 October 2003
股東名稱	身份	本公司股份數目 (附註1)	於二零零三年十月三十一日之概約權益百分比
RGS Holdings Limited	Beneficial owner 實益擁有人	433,000,000 (L)	66.73%
Roly International (Note 2) 全威國際 (附註2)	Interests of a controlled corporation 受控制法團之權益	433,000,000 (L)	66.73%

附註：

- 「L」乃指實體於股份之權益。
- RGS Holdings Limited之全部已發行股本乃由全威國際擁有。

Disclosure of Interests *(continued)*
Substantial Shareholders and Other Persons Who are Required to Disclose Their Interests Pursuant to Part XV of the SFO *(continued)*

(2) Other persons who are required to disclose their interests pursuant to Part XV of the SFO

Save as disclosed in the paragraph headed "Directors' Interests in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" and paragraph (1) above, as at 31 October 2003, no other person had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

Interim Dividend

The directors have declared the payment of an interim dividend of 2.5 HK cents (equivalent to 0.32 US cent) per share in respect of the six months ended 31 October 2003 and such interim dividend will be payable on or about 16 January 2004 in cash to shareholders whose names appear on the register of members of the Company on 13 January 2004.

權益披露 *(續)*

主要股東及須根據證券及期貨條例第十五部披露彼等之權益之其他人士 *(續)*

(2) 須根據證券及期貨條例第十五部披露彼等之權益之其他人士

除「董事於本公司及其相聯法團之股份、相關股份及債券中之權益」一節及上文第(1)段所披露者外，於二零零三年十月三十一日，概無其他人士於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

中期股息

董事會已宣派截至二零零三年十月三十一日止六個月的中期股息每股2.5港仙(相等於0.32美仙)，有關中期股息將於二零零四年一月十六日或該日前後以現金派付予二零零四年一月十三日名列本公司股東名冊的股東。

Closure of Register of Members

The register of members of the Company will be closed from 9 January 2004 to 13 January 2004, both days inclusive. In order to qualify for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrars of the Company, Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4.00 p.m. on 8 January 2004.

Audit Committee

The audit committee comprising Mr. WANG Arthur Minshiang, Mr. WONG Wai Ming and Dr. WOON Yi Teng, Eden, being the three independent non-executive directors of the Company, was set up on 22 April 2002 with written terms of reference. The audit committee has reviewed with the management and the Company's external auditors the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the Interim Report for unaudited financial statements of the Group for the six months ended 31 October 2003 issued by the external auditors.

Purchase, Sale or Redemption of Shares

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the six months ended 31 October 2003.

暫停辦理股份過戶登記手續

本公司將於二零零四年一月九日至二零零四年一月十三日(首尾兩日包括在內)暫停辦理股份過戶登記手續。股東如擬獲取中期股息，須於二零零四年一月八日下午四時前將所有填妥的過戶表格連同有關股票送交本公司的香港股份過戶登記分處標準證券登記有限公司，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

本公司已於二零零二年四月二十二日成立審核委員會，並以書面訂明其職權範圍，而其現任成員為王敏祥先生、黃偉明先生及翁以登博士(三位均為本公司獨立非執行董事)。審核委員會已與本公司管理層及外聘核數師檢討本集團採用的會計準則及慣例，並討論核數、內部控制及財務申報事宜，包括由外聘核數師發出本集團截至二零零三年十月三十一日止六個月的中期報告(載有未經審核財務報告)。

買賣或贖回股份

於截至二零零三年十月三十一日止六個月內，本公司及其任何附屬公司概無買賣或贖回本公司任何股份。

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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 to the Listing Rules during the period under review.

By Order of the Board

WANG Lu Yen

Chairman

Hong Kong, 18 December 2003

最佳應用守則

董事會認為，於回顧期間內，本公司均有遵守上市規則附錄十四所載的最佳應用守則。

承董事會命

王祿闇

主席

香港，二零零三年十二月十八日