

The directors herein present their report and the audited financial statements of the Company and the Group for the period from 1 April 2003 to 31 December 2003.

### **Change of Financial Year-end**

The financial year-end of the Group has been changed from 31 March to 31 December.

### **Principal Activities**

The principal activity of the Company is investment holding. The Group was principally engaged in information technology business, provision of financial information and related services, hotel operation, distance learning and application services, property investment and development and through its listed subsidiary, South Sea, was engaged in property development; design, manufacturing and marketing of consumer packaged electronics; and provision of electronic manufacturing services.

### **Segmented Information**

Particulars of the Group's turnover and segment information are set out in notes 4 and 5 to the financial statements.

### **Results**

The Group's profit for the period from 1 April 2003 to 31 December 2003 and the state of affairs of the Company and the Group as at 31 December 2003 are set out in the accompanying financial statements on pages 31 to 109.

The directors do not recommend the declaration of the payment of a final dividend for the period from 1 April 2003 to 31 December 2003 (year ended 31 March 2003: Nil).

## Comparative Financial Information

The consolidated results and the assets and liabilities of the Group for the last five financial years, as extracted from the Group's published audited financial statements, are set out below:

### RESULTS

	Nine months ended		Year ended 31 March		
	31 December 2003 HK\$'000	2003 HK\$'000	2002 HK\$'000	2001 HK\$'000	2000 HK\$'000
Net profit/(loss) attributable to shareholders	<u>80,971</u>	<u>13,845</u>	<u>(32,488)</u>	<u>15,677</u>	<u>47,987</u>

### ASSETS AND LIABILITIES

	31 December		31 March		
	2003 HK\$'000	2003 HK\$'000	2002 HK\$'000	2001 HK\$'000	2000 HK\$'000
Total assets	<u>5,905,479</u>	<u>5,920,928</u>	<u>5,427,815</u>	<u>3,355,509</u>	<u>2,264,826</u>
Total liabilities and minority interests	<u>(2,919,396)</u>	<u>(3,212,625)</u>	<u>(2,745,001)</u>	<u>(1,478,774)</u>	<u>(481,033)</u>
Net assets	<u>2,986,083</u>	<u>2,708,303</u>	<u>2,682,814</u>	<u>1,876,735</u>	<u>1,783,793</u>

## Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Company and the Group during the period are set out in note 13 to the financial statements.

## Subsidiaries

Particulars of the Company's principal subsidiaries are set out in note 14 to the financial statements.

## Associates

Particulars of the Company's and the Group's associates are set out in note 15 to the financial statements.

## Borrowings

Details of borrowings of the Company and the Group are set out in note 28 to the financial statements.

## Share Capital and Share Premium

Details of movements in the share capital and share premium of the Company during the period, together with the reasons therefor, are set out in notes 32 and 33 to the financial statements, respectively.

## Reserves

Details of movements in the reserves of the Company and the Group during the period are set out in note 34 to the financial statements.

## Distributable Reserves

At 31 December 2003, the amount of the Company's reserves available for distribution to shareholders was approximately HK\$126,219,000 representing profit retained for the period. In addition, the Company's share premium account with a balance of HK\$472,736,000 may be distributed in the form of fully paid bonus shares.

## Major Customers and Suppliers

The Group's sales to the five largest customers and purchases from the five largest suppliers for the period from 1 April 2003 to 31 December 2003 accounted for less than 30% of the Group's total turnover and purchases, respectively, for the period.

## Directors' Remuneration

Details of directors' emoluments are set out in note 37 to the financial statements.

## Pension Costs

Details of pension costs in respect of the period are set out in note 43 to the financial statements.

## Directors

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

Mr. YU Pun Hoi (*Chairman*)

Mr. ZHANG Hong Ren

Mr. LI Shilin<sup>#</sup>

Mr. LUO Ning<sup>#</sup>

Mr. SUN Yalei<sup>#</sup>

Mr. LAM Bing Kwan<sup>#</sup>

Ms. WONG King King<sup>\*</sup>

Mr. Francisco Paredes ACOSTA<sup>\*</sup>

<sup>#</sup> *Non-executive directors*

<sup>\*</sup> *Independent non-executive directors*

In accordance with article 94 of the Company's articles of association, Mr. Sun Yalei and Mr. Li Shilin will retire at the forthcoming Annual General Meeting. Mr. Li Shilin, being eligible, offers himself for re-election at the forthcoming Annual General Meeting.

## Biographical Details of Directors

### Executive Directors

**Mr. Yu Pun Hoi**, aged 45, is the Chairman and a substantial shareholder of the Company. Mr. Yu has extensive experience in media and Internet technology businesses, and in properties investment and development. Mr. Yu was a director of the Company from October 1991 to October 1994 and joined the Board again in January 1997. He is also the Chairman of South Sea, a listed subsidiary of the Company.

**Mr. Zhang Hong Ren**, aged 51, has been in senior and management positions in economic research, media and computer technology industries since 1991. He holds a master's degree in Economics. Mr. Zhang joined the Board in October 1999. He is also a director of South Sea, a listed subsidiary of the Company.

### Non-executive Directors

**Mr. Li Shilin**, aged 54, is the Executive Director and Deputy General Manager of CITIC Group (formerly known as "China International Trust and Investment Corporation", a substantial shareholder of the Company), the Chairman of CITIC Guoan Group and the Chairman of CITIC Guoan Information Industry Co., Ltd. He has been appointed as non-executive director of the Company since November 1998.

**Mr. Luo Ning**, aged 45, is the Assistant President of CITIC Group, the Vice Chairman of CITIC Guoan Group, the Chairman and the President of CITIC Network Co. Ltd. He has been appointed as non-executive director of the Company since October 1999.

**Mr. Sun Yalei**, aged 36, is the Vice-Chairman and the General Manager of CITIC Guoan Group and the Vice Chairman of CITIC Guoan Information Industry Co., Ltd. He has been appointed as non-executive director of the Company since October 1999.

**Mr. Lam Bing Kwan**, aged 54, has been in senior management positions in the banking and financial industry for more than 10 years. He joined the Board in 1991 and has been re-designated as non-executive director since April 2002. Mr. Lam is also a non-executive director of South Sea, a listed subsidiary of the Company.

### Independent Non-executive Directors

**Ms. Wong King King**, aged 35, is the General Manager of Hong Kong Jade Bird Science & Technology Limited of Peking University Jade Bird Group. Ms. Wong has been appointed as independent non-executive director of the Company since December 2001.

**Mr. Francisco Paredes Acosta**, aged 57, is a senior partner of Acosta & Fernandez Law Firm in the Philippines, and has pursued his legal profession in the Philippines for over thirty years. Mr. Acosta has been appointed as an independent non-executive director of the Company since February 1995. Mr. Acosta is also an independent non-executive director of South Sea, a listed subsidiary of the Company.

## Directors' Interests and Short Positions

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

### The Company

- (i) Interests in shares of HK\$0.10 each of the Company (the “Sino-i Shares”) (excluding interests in underlying Sino-i Shares)

Name of Director	Number of Sino-i Shares			Total interest
	Personal interest	Corporate interest	Family interest	
Yu Pun Hoi (“Mr. Yu”)	–	6,658,325,316	50,000,000	6,708,325,316
Zhang Hong Ren	504,000	–	–	504,000

- (ii) Interests in underlying Sino-i Shares held through debentures

Name of Director	Number of underlying Sino-i Shares	Nature of Interest
Mr. Yu	2,000,000,000	Corporate

- (iii) Short positions in Sino-i Shares

Name of Director	Number of Sino-i Shares	Nature of Interest
Mr. Yu	8,658,325,316	Corporate

### Associated Corporation

By virtue of Mr. Yu’s corporate and family interests in a total of 6,708,325,316 Sino-i Shares as disclosed above, Mr. Yu is entitled to control the exercise of more than one-third of the voting power at general meetings of the Company. According to Part XV of the SFO, Mr. Yu is taken to be interested in those shares, underlying shares and debentures of the Company’s associated corporations (within the meaning of Part XV of the SFO) in which the Company holds an interest, including interests held by the Company in the shares, underlying shares and debentures of South Sea, which is a subsidiary of the Company the shares of which are listed on the Stock Exchange. The interests which Mr. Yu is taken to have in the shares, underlying shares and debentures of South Sea are set out below.

## Directors' Interests and Short Positions (continued)

### Associated Corporation (continued)

- (i) Interests in shares of HK\$0.01 each of South Sea (the "South Sea Shares") (excluding interests in underlying South Sea Shares)

Name of Director	Number of South Sea Shares	Nature of Interest
Mr. Yu	20,266,720,000 ( <i>Note</i> )	Corporate

*Note:*

These 20,266,720,000 South Sea Shares are collectively held by Victorious Limited, Robina Profits Limited and Ko Tact Limited which are all wholly-owned subsidiaries of the Company. Mr. Yu is taken to be interested in these South Sea Shares for the purposes of Part XV of the SFO.

- (ii) Interests in underlying South Sea Shares

Name of Director	Notes	Number of underlying South Sea Shares
Mr. Yu	1	11,111,111,111
	2	18,761,668,837

*Notes:*

- Pursuant to the subscription agreement (the "Subscription Agreement") entered into on 29 December 2003 between Robina Profits Limited ("Robina") and South Sea relating to the subscription of convertible loan notes in an aggregate principal amount of HK\$200,000,000 (the "South Sea Notes"), South Sea agreed to issue and Robina agreed to subscribe for the South Sea Notes in an aggregate principal amount of HK\$200,000,000. The South Sea Notes are convertible into a total of 11,111,111,111 South Sea Shares at an initial conversion price of HK\$0.018 each (subject to adjustments). Robina is a wholly owned subsidiary of the Company. As such, Mr. Yu is taken to be interested in these underlying South Sea Shares for the purposes of Part XV of the SFO.
- Pursuant to the sale and purchase agreement (the "Sale and Purchase Agreement") entered into on 29 December 2003 between South Sea as purchaser and First Best Assets Limited, Rosewood Assets Limited, Pippen Limited, Staverley Assets Limited, 中 信 信 息 科 技 投 資 有 限 公 司 (CITIC Information Technology Investment Company Limited), Macro Resources Limited and Empire Gate Industrial Limited (collectively, the "Vendors") as vendors relating to the acquisition by South Sea of a total of 12,515,795,316 Sino-i Shares (the "Sale Shares"), South Sea agreed to acquire from the Vendors the Sale Shares (of which 8,658,325,316 Sale Shares are held by companies controlled by Mr. Yu) at a consideration of HK\$976,334,238, representing a price of approximately HK\$0.078 each. Half of the consideration will be satisfied by an issue of a total of 27,120,395,500 South Sea Shares (the "Consideration Shares") at a price of HK\$0.018 each to the Vendors upon completion of the Sale and Purchase Agreement. Those Vendors which are companies controlled by Mr. Yu are entitled to a total of 18,761,668,837 Consideration Shares under the Sale and Purchase Agreement. As such, Mr. Yu is taken to be interested in these 18,761,668,837 Consideration Shares for the purposes of Part XV of the SFO.

## Directors' Interests and Short Positions (continued)

### Associated Corporation (continued)

#### (iii) Interests in debentures of South Sea

Pursuant to the Subscription Agreement, South Sea agreed to issue and Robina agreed to subscribe for the South Sea Notes in an aggregate principal amount of HK\$200,000,000. Robina is a wholly owned subsidiary of the Company. As such, Mr. Yu is taken to be interested in the South Sea Notes for the purposes of Part XV of the SFO.

Save as disclosed above, as at 31 December 2003, none of the directors and chief executive of the Company had any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## Share Option Scheme

The share option scheme adopted at the extraordinary general meeting held on 29 October 1999 (the "Old Scheme") was terminated upon the adoption of the share option scheme at the extraordinary general meeting of the Company held on 29 August 2002 (the "New Scheme"). Under the New Scheme, share options may be granted to directors, employees of the Group and those who have contributed or will contribute to the Group at any time within 10 years after its adoption at the discretion of the Board.

During the period, no share options have been granted or exercised under the Old Scheme or the New Scheme. No further options would be granted under the Old Scheme. All share options granted under the Old Scheme had lapsed and details of which are as follows:

Grantee	Date of Grant	Exercise period	Exercise price per share	Number of Share options		
				At 1 April 2003	Lapsed during the period	At 31 December 2003
<b>Employees</b>						
In aggregate	27-07-00	1-5-02 to 30-4-03	HK\$0.50	3,000,000	3,000,000	–

A summary of the New Scheme is as follows:

#### (1) Purpose

The purpose of the New Scheme is to provide incentives or rewards to participants for their contribution or would-be contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which any member of the Group holds any equity interests (the "Invested Entity").

## Share Option Scheme (continued)

### (2) Participants

The participants include:

- a. any employee (whether full time or part time employee, including any executive director but not any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- b. any non-executive director (including independent non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- c. any supplier of goods or services to any member of the Group or any Invested Entity;
- d. any customer of the Group or any Invested Entity;
- e. any person or entity that provides research, development or other technological support or other services to the Group or any Invested Entity;
- f. any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- g. any ex-employee who has contributed or may contribute to the development and growth of the Group and any Invested Entity.

### (3) Maximum number of shares available for subscription

The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option scheme of the Company must not in aggregate exceed 30 per cent. of the issued share capital of the Company from time to time.

### (4) Maximum entitlement of each participant

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the New Scheme and any other share option scheme of the Company (including exercised, cancelled and outstanding options) to each participant in any 12-month period shall not exceed 1 percent of the issued share capital of the Company in issue.

### (5) Time of acceptance

An offer of grant of an option may be accepted by a participant within 28 days from the date of the offer of grant of the option. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option.



### Share Option Scheme (continued)

(6) Maximum period for exercising an option

An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date on which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option.

(7) Basis of determining the subscription price

The subscription price for shares under the New Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the share.

(8) Remaining life of the New Scheme

The New Scheme will remain in force for a period of 10 years commencing on 29 August 2002 up to 28 August 2012.

### Directors' Service Contracts

None of the directors proposed for re-election at the forthcoming annual general meeting has entered into any 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

During the period, the Group had material transactions in the normal course of business with certain related companies. Details of these transactions are set out in note 40 to the financial statements. Mr. Yu is interested in these transactions to the extent that he has direct and indirect beneficial interests in some of these companies.

Apart from the foregoing, no director had a beneficial interest, either direct or indirect, in any significant contract to which the Company or any of its subsidiaries was a party at the balance sheet date or at any time during the period.

## Substantial Shareholders' Interests and Short Positions

As at 31 December 2003, those persons (other than directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of person holding an interest or short position in shares and underlying shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO	Number of Sino-i Shares	Number of underlying Sino-i Shares	Long position/ Short position	Approximate percentage of issued share capital of the Company*	Notes
Kung Ai Ming	6,708,325,316	2,000,000,000	long position	42.15	1
	6,658,325,316	2,000,000,000	short position	41.84	1
Rosewood Assets Limited	1,698,333,000	–	long position	10.67	2
	1,698,333,000	–	short position	10.67	2
First Best Assets Limited	–	2,000,000,000	long position	–	2
	–	2,000,000,000	short position	–	2
Actinna Development Limited	3,959,992,316	–	long position	24.88	2
	3,959,992,316	–	short position	24.88	2
Macro Resources Limited	1,000,000,000	–	long position	6.28	2 & 3
	1,000,000,000	–	short position	6.28	2 & 3
Righteous International Limited	1,000,000,000	–	long position	6.28	2
	1,000,000,000	–	short position	6.28	2
CITIC Group (formerly known as “China International Trust & Investment Corporation”)	5,419,660,000	2,000,000,000	long position	34.05	3
	2,857,470,000	–	short position	17.96	3
CITIC Capital Markets Holdings Limited	2,562,190,000	2,000,000,000	long position	16.10	3
CITIC Pacific Limited	2,562,190,000	2,000,000,000	long position	16.10	3
Golden Gateway Enterprises Inc.	2,562,190,000	2,000,000,000	long position	16.10	3
Forever Glory Holdings Ltd.	2,562,190,000	2,000,000,000	long position	16.10	3
Yiu Kin Wai	2,387,340,000	–	long position	15.00	4
	2,000,000,000	–	short position	12.57	4
Empire Gate Industrial Limited	2,000,000,000	–	long position	12.57	4
	2,000,000,000	–	short position	12.57	4
Chen Peng Jing	5,000,000	1,800,000,000	long position	0.03	5
Procure Group Limited	–	1,800,000,000	long position	-	5
South Sea	10,515,795,316	2,000,000,000	long position	66.08	6

\* For the avoidance of doubt, interests in underlying Sino-i Shares held through debentures have not been taken into account when calculating the percentages set out above since these underlying Sino-i Shares have not been issued as at 31 December 2003.

## Substantial Shareholders' Interests and Short Positions (continued)

*Notes:*

1. Ms. Kung Ai Ming is the spouse of Mr. Yu and is taken to be interested or holds a short position in those Sino-i Shares in which Mr. Yu and herself hold an interest or short position.
2. Rosewood Assets Limited and First Best Assets Limited are directly interested and hold a short position in 1,698,333,000 Sino-i Shares and 2,000,000,000 underlying Sino-i Shares respectively. Rosewood Assets Limited, First Best Assets Limited and Actinna Development Limited are wholly-owned by Mr. Yu. Phippen Limited is wholly owned by Actinna Development Limited. As such, Actinna Development Limited is taken to be interested and holds a short position in the 3,959,992,316 Sino-i Shares in which Phippen Limited holds an interest and short position. Macro Resources Limited is owned as to 60% by Righteous International Limited and Righteous International Limited is wholly-owned by Mr. Yu. Righteous International Limited is taken to be interested and holds a short position in the 1,000,000,000 Sino-i Shares in which Macro Resources Limited holds an interest and short position. The interests and short positions of Rosewood Assets Limited, First Best Assets Limited, Actinna Development Limited and Righteous International Limited in the Company are included as part of the interests and short positions held by Mr. Yu.
3. Macro Resources Limited is owned as to 40% by Staverley Assets Limited. As such, Staverley Assets Limited is taken to be interested and holds a short position in the 1,000,000,000 Sino-i Shares in which Macro Resources Limited holds an interest and short position. In addition, Staverley Assets Limited is directly interested and holds a short position in 1,307,470,000 Sino-i Shares and CITIC Information Technology Investment Company Limited is directly interested and holds a short position in 550,000,000 Sino-i Shares. Both Staverley Assets Limited and CITIC Information Technology Investment Company Limited are wholly owned subsidiaries of CITIC Group. The interests and short positions held respectively by Macro Resources Limited, Staverley Assets Limited and CITIC Information Technology Investment Company Limited in the Company are included as the interests and short positions held by CITIC Group.

In addition, CITIC Capital Markets Holdings Limited is indirectly interested in 2,562,190,000 issued Sino-i Shares and 1,800,000,000 underlying Sino-i Shares. CITIC Capital Markets Holdings Limited is indirectly held as to 50% by CITIC Pacific Limited, as to 25% by CITIC International Financial Holdings Limited and as to the remaining 25% directly by CITIC Group. Both CITIC International Financial Holdings Limited and CITIC Pacific Limited are companies the shares of which are listed on The Stock Exchange of Hong Kong Limited and in which CITIC Group controls a 53.84% and 28.88% interests respectively. Both Forever Glory Holdings Ltd. and Golden Gateway Enterprises Inc. are wholly owned subsidiaries of CITIC Pacific Limited. The interests and short positions held by CITIC Capital Markets Holdings Limited is included as part of the interests of Forever Glory Holdings Ltd., Golden Gateway Enterprises Inc., CITIC Pacific Limited and CITIC Group respectively.

CITIC Capital Active Partner Fund Limited (formerly known as The Ka Wah Five Arrows China Hong Kong Fund Limited) is interested in 200,000,000 underlying Sino-i Shares. CITIC Capital Active Partner Fund Limited is held as to 5.58% directly by CITIC Group, as to 41.85% indirectly by CITIC International Financial Holdings Limited (in which CITIC Group controls a 53.84% interest) and as to the remaining 45.65% directly by CITIC Capital Markets Holdings Limited. The interest in these underlying Sino-i Shares held by CITIC Capital Active Partner Fund Limited is included as part of the interests of CITIC Capital Markets Holdings Limited, Forever Glory Holdings Ltd., Golden Gateway Enterprises Inc., CITIC Pacific limited and CITIC Group respectively.

4. Empire Gate Industrial Limited is wholly-owned by Mr. Yiu Kin Wai. Its interest and short position in the Company are included as part of the interest and short position held by Mr. Yiu Kin Wai.
5. Procure Group Limited is wholly-owned by Mr. Chen Peng Jing. Its interest in Sino-i Shares is included as part of the interest held by Mr. Chen Peng Jing.
6. Pursuant to the Sale and Purchase Agreement, South Sea had agreed to acquire a total of 12,515,795,316 Sale Shares from the Vendors. South Sea is taken to be interested in these shares for the purpose of Part XV of the SFO.

Save as disclosed above, as at 31 December 2003, no other person (other than a director or chief executive of the Company) had notified to the Company any interest or short position in the Sino-i Shares or underlying Sino-i Shares of the Company which was required to be recorded in the register kept by the Company under Section 336 of the SFO.

## **Related Party Transactions and Connected Transactions**

Details of related party transactions and connected transactions of the Company and the Group are set out in notes 40 and 45(a) to the financial statements.

## **Purchase, Redemption or Sale of Listed Securities**

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold or redeemed any of the Company's shares during the period.

## **Compliance with the 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited throughout the period covered by the annual report except that non-executive directors are not appointed for a specific terms as recommended in paragraph 7 of Appendix 14. All Directors are subject to the retirement and rotation requirements in accordance with the Company's articles of association.

## **Audit Committee**

The Company has established an audit committee (the "Committee") in accordance with paragraph 14 of the Code of Best Practice throughout the period. The Committee comprises two independent non-executive directors of the Company.

The Committee has adopted specific terms of reference which clearly state its authorities and duties. The principal duties of the Committee include the review of the Group's financial reports and internal controls.

## **Post Balance Sheet Events**

Details of the significant post balance sheet events of the Company and the Group are set out in note 45 to the financial statements.

## **Auditors**

The financial statements have been audited by Messrs Grant Thornton who retire and, being eligible, offer themselves for re-appointment. A resolution will be proposed at the forthcoming annual general meeting for the reappointment of auditors of the Company.

On behalf of the Board

**Zhang Hong Ren**

*Director*

Hong Kong, 29 April 2004