



DILIGENCE



Strive for Growth

拼搏精神
快速增長

The directors present to the shareholders the annual report on the affairs of the Company and of the Group together with the audited financial statements for the year ended March 31, 2004.

PRINCIPAL ACTIVITIES

The Group is principally engaged in trading of computer related products, consumer electronic products and securities which comprise the manufacture, distribution and marketing of data storage media (primarily floppy disks, CD-R, CD-RW and DVD), the distribution and marketing of computer accessories and storage media drives, scanners, audio and video cassettes, minidisks, household electronic products and telecommunication accessories and securities trading. The Group also made strategic investments in information technology, Internet, Internet-related, supply of household consumer products and other businesses. The Company itself is an investment holding company.

RESULTS

Details of the results of the Group for the year are set out in the consolidated income statement on page 44 of the annual report.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$17.7 million on the acquisition of property, plant and equipment for the purpose of expanding the Group's business. Details of this and other movements in the property, plant and equipment of the Group during the year are set out in note 17 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 28 to the financial statements.

董事謹向各股東提呈有關本公司及本集團業務狀況之年報以及截至二零零四年三月三十一日止年度之經審核財務報表。

主要業務

本集團主要從事買賣電腦相關產品、消費電子產品及證券，其中包括生產、分銷及推廣數據儲存媒體（主要為電腦磁碟、一次收錄光碟、可重寫光碟及DVD），分銷及推廣電腦配件與儲存媒體驅動器、掃瞄器、錄音帶與錄影帶、微型唱碟、家庭電子產品及電訊設備配件及證券買賣。本集團亦於資訊科技、互聯網、互聯網相關、家用消費產品供應及其他業務上作策略性投資。本公司則為投資控股公司。

業績

本集團本年度之業績詳情，載於本年報第44頁之綜合收益表。

物業、機器及設備

本集團於本年度動用約17,700,000港元購買物業、機器及設備，以擴展本集團之業務。有關此項及本集團本年度物業、機器及設備之其他變動詳情，載於財務報表附註第17項。

股本

本公司本年度股本變動詳情，載於財務報表附註第28項。

DIRECTORS

The directors of the Company during the year and up to the date of this report are:

Executive Directors:

Dr. Chan Kwok Keung, Charles (*Chairman*)
Dr. Yap, Allan (*Managing Director*)
Mr. Lui Siu Tsuen, Richard (*Deputy Managing Director*)
Mr. Chan Kwok Hung
Mr. Cheung Kwok Wah, Ken (*resigned on June 16, 2003*)

Non-executive Directors:

Mr. Fok Kin Ning, Canning
Ms. Shih, Edith (*Alternate to Mr. Fok Kin Ning, Canning*)
Mr. Yuen Tin Fan, Francis*
Mr. Ip Tak Chuen, Edmond
Mr. Tsang Link Carl, Brian*
Mr. Cheung Hon Kit
Mr. Kwok Ka Lap, Alva*
Ms. Ma Wai Man, Catherine* (*retired on August 28, 2003*)

* *Independent Non-Executive Director*

In accordance with Clause 87(3) of the Company's Bye-laws, Dr. Chan Kwok Keung, Charles ("Dr. Chan") and Mr. Cheung Hon Kit shall retire at the forthcoming annual general meeting. Mr. Cheung Hon Kit offers himself for re-election and Dr. Chan does not offer himself for re-election at the forthcoming annual general meeting.

The non-executive directors are subject to retirement by rotation in accordance with the above clause of the Company's Bye-laws.

DIRECTORS' SERVICE CONTRACTS

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事

於本年度及截至本報告刊發之日，本公司各董事之姓名如下：

執行董事：

陳國強博士 (主席)
Yap, Allan 博士 (董事總經理)
呂兆泉先生 (副董事總經理)
陳國鴻先生
張國華先生 (於二零零三年六月十六日辭任)

非執行董事：

霍建寧先生
施熙德女士 (霍建寧先生之替代董事)
袁天凡先生*
葉德銓先生
曾令嘉先生*
張漢傑先生
郭嘉立先生*
馬慧敏女士* (於二零零三年八月二十八日退任)

* 獨立非執行董事

依據本公司之公司細則第87(3)條，陳國強博士 (「陳博士」) 及張漢傑先生將在應屆股東週年大會上依章退任。張漢傑先生願意在應屆股東週年大會膺選連任而陳博士則不會在應屆股東週年大會膺選連任。

非執行董事須依據上述本公司之公司細則條款輪值告退。

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事，概無與本集團訂有不可於一年內毋須支付補償 (法定賠償除外) 而終止之服務合約。

DIRECTORS' INTEREST IN SECURITIES

As at March 31, 2004, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which: (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, or (b) were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, were as follows:

(a) Interests in the Shares of the Company

Name of Director	Long position/ Short position	Capacity	Nature of Interest	Number of Shares held in the Company 持有本公司 股份數目	Approximate % of the ordinary issued share capital of the Company 本公司已發行普通股 本概約百分比
董事名稱	好倉／淡倉	身份	權益性質		
Dr. Chan (refer to notes)	Long position	Interest of controlled corporation	Corporate interest	45,798,813	24.55%
陳博士 (見附註)	好倉	受控公司 之權益	公司權益	45,798,813	24.55%
Mr. Lui Siu Tsuen, Richard	Long position	Beneficial owner	Personal interest	1,750,000	0.94%
呂兆泉先生	好倉	實益擁有人	個人權益	1,750,000	0.94%

董事之證券權益

於二零零四年三月三十一日，本公司董事及主要行政人員於本公司或任何聯繫公司(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及8分部或根據上市公司董事進行證券交易之標準守則須通知本公司及香港聯合交易所有限公司(「聯交所」)申報之權益及淡倉(包括根據證券及期貨條例有關條文彼等被視作或當作擁有之權益及淡倉)，或(b)須載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淡倉如下：

(a) 本公司股份之權益

Notes:

1. This interest does not include interests in underlying shares of equity derivatives of the Company. This interest needs to be aggregated with those set out in subparagraph (b) below to give the total interest of Dr. Chan in the Company.
2. Dr. Chan is deemed to have a corporate interest in 45,798,813 shares of the Company by virtue of his interest in Chinaview International Limited ("Chinaview"). This interest was detailed and duplicated with the interests as shown in the paragraph "Interests of shareholders discloseable pursuant to the SFO" below.

附註：

1. 該權益不包括本公司之股本衍生工具之相關股份權益。該權益須與下文分段(b)所載權益一併計算，方可得出陳博士於本公司之權益總額。
2. 陳博士因在Chinaview International Limited(「Chinaview」)擁有權益而被視為擁有本公司45,798,813股股份之公司權益。該權益已在下文「根據證券及期貨條例須予披露之股東權益」一段詳述，並與該段所述之權益完全相同。

(b) Interests in equity derivatives (as defined in the SFO) of the Company

(b) 本公司股本衍生工具(定義見證券及期貨條例)之權益

Name of Director	Long position/ Short position	Capacity	Nature of Interest	Exercisable Period	Number of Options	Exercise price per share HK\$	Approximate % of the ordinary issued share capital of the Company
董事名稱	好倉/淡倉	身份	權益性質	行使期間	購股權數目	每股行使價 港元	本公司已發行普通股本概約百分比
Dr. Chan	Long position	Beneficial owner	Personal interest	8.31.2001 to 8.30.2006	4,000,000	2.9888	2.14%
陳博士	好倉	實益擁有人	個人權益	二零零一年八月三十一日 至二零零六年八月三十日	4,000,000	2.9888	2.14%
				2.23.2004 to 2.22.2006	1,600,000	3.415	0.86%
				二零零四年二月二十三日 至二零零六年二月二十二日	1,600,000	3.415	0.86%
Dr. Yap, Allan	Long position	Beneficial owner	Personal interest	8.31.2001 to 8.30.2006	3,250,000	2.9888	1.74%
Yap, Allan博士	好倉	實益擁有人	個人權益	二零零一年八月三十一日 至二零零六年八月三十日	3,250,000	2.9888	1.74%
				2.23.2004 to 2.22.2006	1,600,000	3.415	0.86%
				二零零四年二月二十三日 至二零零六年二月二十二日	1,600,000	3.415	0.86%

Name of Director	Long position/ Short position	Capacity	Nature of Interest	Exercisable Period	Number of Options	Exercise price per share HK\$	Approximate % of the ordinary issued share capital of the Company
董事	好倉/淡倉	身份	權益性質	行使期間	購股權數目	每股行使價 港元	本公司已發行普通股 股本概約百分比
Mr. Lui Siu Tsuen, Richard 呂兆泉先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	2.23.2004 to 2.22.2006 二零零四年二月二十三日 至二零零六年二月二十二日	1,600,000	3.415	0.86%
Mr. Chan Kwok Hung 陳國鴻先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	8.31.2001 to 8.30.2006 二零零一年八月三十一日 至二零零六年八月三十日	1,750,000	2.9888	0.94%
				2.23.2004 to 2.22.2006 二零零四年二月二十三日 至二零零六年二月二十二日	1,600,000	3.415	0.86%
					1,600,000	3.415	0.86%

(c) Interests in associated corporation (as defined in the SFO) of the Company

- (i) Interests in shares of China Strategic Holdings Limited (“CSHL”)

(c) 本公司聯繫公司(定義見證券及期貨條例)之權益

- (i) 中策集團有限公司(「中策」)股份之權益

Name of Director 董事名稱	Long position/ Short position 好倉／淡倉		Capacity 身份	Nature of Interest 權益性質	Number of Shares held in CSHL 持有中策 股份數目	Approximate % of the ordinary issued share capital of CSHL 中策已發行普通 股本概約百分比
Dr. Chan	Long position		Interest of controlled corporation (Note)	Corporate interest	258,819,795	29.36%
陳博士	好倉		受控公司之權益 (附註)	公司權益	258,819,795	29.36%

Note:

Dr. Chan owns the entire interest of Chinaview which in turn owns the entire interest in Galaxyway Investments Limited (“Galaxyway”). Galaxyway owns 33.58% of the entire issued ordinary share capital of ITC Corporation Limited (“ITC”). ITC owns the entire interest of ITC Investment Holdings Limited (“ITC Investment”). ITC Investment owns the entire interest in Hollyfield Group Limited (“Hollyfield”). Hollyfield owns 55.06% of the entire issued share capital of Paul Y. - ITC Construction Holdings Limited (“Paul Y.”). Paul Y. owns the entire interest of Paul Y. - ITC Construction Holdings (B.V.I.) Limited (“PYBVI”) which in turn owns the entire interest in Paul Y. - ITC Investments Group Limited (“PYITCIG”). PYITCIG owns the entire interest of Great Decision Limited (“GDL”) which in turn owns the entire interest in Calisan Developments Limited (“Calisan”).

Accordingly, Dr. Chan is deemed to be interested in 258,819,795 shares of CSHL which are held by Calisan by virtue of his interests in Chinaview.

附註：

陳博士擁有Chinaview所有權益，而Chinaview則擁有Galaxyway Investments Limited(「Galaxyway」)所有權益。Galaxyway擁有德祥企業集團有限公司(「德祥企業」)全部已發行普通股本33.58%權益。德祥企業擁有ITC Investment Holdings Limited(「ITC Investment」)所有權益。ITC Investment擁有Hollyfield Group Limited(「Hollyfield」)所有權益。Hollyfield擁有保華德祥建築集團有限公司(「保華德祥」)全部已發行股本之55.06%權益。保華德祥擁有Paul Y.-ITC Construction Holdings (B.V.I.) Limited(「PYBVI」)所有權益，而PYBVI則擁有Paul Y.-ITC Investments Group Limited(「PYITCIG」)所有權益。PYITCIG擁有Great Decision Limited(「GDL」)所有權益，而GDL則擁有Calisan Developments Limited(「Calisan」)所有權益。

故此，陳博士因在Chinaview擁有權益而被視為擁有由Calisan所持有之258,819,795股中策股份。

(ii) Interests in PSC Corporation Ltd. ("PSC")

(ii) 普威聯營有限公司(「普威聯營」)
之權益

Name of Director	Long position/ Short position	Capacity	Nature of Interest	Exercisable Period	Number of Options	Exercise price per share S\$	Approximate % of the issued share capital of PSC
董事名稱	好倉/淡倉	身份	權益性質	行使期間	購股權數目	每股行使價 新加坡元	普威聯營已發行股本概約百分比
Dr. Yap, Allan	Long position	Beneficial owner	Personal interest	8.20.2004 to 8.19.2013	5,000,000	0.105	0.45%
Yap, Allan博士	好倉	實益擁有人	個人權益	二零零四年八月二十日 至二零一三年八月十九日	5,000,000	0.105	0.45%
Mr. Lui Siu Tsuen, Richard	Long position	Beneficial owner	Personal interest	8.20.2004 to 8.19.2013	2,000,000	0.105	0.18%
呂兆泉先生	好倉	實益擁有人	個人權益	二零零四年八月二十日 至二零一三年八月十九日	2,000,000	0.105	0.18%

Save as disclosed above, as at March 31, 2004, none of the Directors or chief executive of the Company had: (a) under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO); (b) any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO; or (c) any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules.

除上文所披露者外，於二零零四年三月三十一日，本公司董事及主要行政人員概無：(a)根據證券及期貨條例第XV部第7及8分部或根據證券及期貨條例之有關條文被視作或當作於本公司或任何聯繫公司(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何權益或淡倉；(b)須載入本公司根據證券及期貨條例第352條存置之登記冊之任何權益；或(c)根據上市規則所載上市公司董事進行證券交易之標準守則須通知本公司及聯交所之任何權益。

SHARE OPTIONS SCHEMES

2001 Share Option Scheme

The Company's share option scheme was adopted on August 21, 2001 (the "2001 Share Option Scheme") for the primary purpose of providing incentives to the employees of the Group. Under the 2001 Share Option Scheme, the board of directors of the Company may grant options to eligible employees including the directors (but excluding independent non-executive directors) of the Company and the directors of any of the subsidiaries of the Company to subscribe for shares in the Company. Pursuant to a resolution passed at a special general meeting of the Company on March 17, 2003, the Company has terminated the 2001 Share Option Scheme and adopted a new share option scheme (the "2003 Share Option Scheme").

2003 Share Option Scheme

Under the 2003 Share Option Scheme, the board of directors of the Company may grant options to directors and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters and service providers of any members of the Group who the board of directors considers have contributed or will contribute or can contribute to the Group. The purpose of the 2003 Share Option Scheme is to provide participants with the opportunity to acquire proprietary interests in the Group and to encourage participants to work towards enhancing the value of the Group and its shares for the benefits of the Group and its shareholders as a whole.

Subject to the condition that the total number of shares which may be issued upon the exercise of all outstanding options granted and to be exercised under the 2003 Share Option Scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time, the total number of shares in respect of which options may be granted under the 2003 Share Option Scheme, when aggregated with any shares subject to any other schemes, is not permitted to exceed 10% of the shares of the Company in issue on the date of approval and adoption of the 2003 Share Option Scheme.

購股權計劃

二零零一年購股權計劃

本公司於二零零一年八月二十一日採納其購股權計劃(「二零零一年購股權計劃」)，旨在鼓勵本集團之僱員。根據二零零一年購股權計劃，本公司董事會可向本公司合資格僱員，包括任何董事(但不包括獨立非執行董事)及本公司任何附屬公司之董事授出購股權，以認購本公司股份。根據本公司於二零零三年三月十七日舉行之股東特別大會上通過之決議案，本公司已終止二零零一年購股權計劃並採納一項新購股權計劃(「二零零三年購股權計劃」)。

二零零三年購股權計劃

根據二零零三年購股權計劃，本公司董事會可向本集團董事及僱員，以及董事會認為曾經或將會或能夠對本集團作出貢獻之任何本集團成員公司之任何諮詢人、顧問、分銷商、承判商、供應商、代理人、客戶、業務夥伴、合營企業業務夥伴、發起人、服務供應商授出購股權。該二零零三年購股權計劃旨在向參與者提供購入本集團股份權益之機會，並鼓勵參與者致力以本集團及其股東之整體利益為依歸，促進本集團及其股份之價值。

因行使根據二零零三年購股權計劃及本公司任何其他購股權計劃之所有已授出惟尚未行使及將予行使之購股權而可能發行之股份總數，不得超過本公司不時已發行股份之30%。在此規限下，本公司根據二零零三年購股權計劃可能授出之購股權涉及之股份總數，連同任何其他計劃可能涉及之股份數目，不得超過批准及採納二零零三年購股權計劃當日本公司已發行股份之10%。

Under the 2003 Share Option Scheme, the options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1 per option. Options may be exercised at any time from the date on which the option is accepted to the tenth anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company shares on the date of grant or the average closing price of the shares for the five business days immediately preceding the date of grant or the nominal value of the share of the Company.

The closing price of the Company's share immediately before February 23, 2004, the date of grant, was HK\$3.325 per share. No charge is recognized in the consolidated income statement in respect of the value of options granted during the year.

The 5 days weighted average closing price of the Company's share immediately before January 15, 2004, the date of exercise, was HK\$2.55.

As at the date of this report, the number of shares available for issue under the 2003 Share Option Scheme, other than the number of shares in respect of which options had been granted, is 3,230,320, representing approximately 1.73% of the shares of the Company in issue at the date of this report.

Particulars of the movements of the share options are set out in note 37 to the financial statements.

The directors of the Company considered that it is not appropriate to value share options granted under the 2003 Share Option Scheme during the year as a number of factors critical for the valuation of the share options granted cannot be determined accurately. In the absence of readily available market value of the options under the options scheme, any valuation of the share options would be meaningless and could be misleading to the shareholders.

根據二零零三年購股權計劃，除非獲得本公司股東事先批准，否則向個別人士授出之購股權所涉及之股份數目上限，於任何一年期間不得超過本公司已發行股份之1%。向主要股東或獨立非執行董事授出之購股權如超過本公司股本之0.1%，或其價值超過5,000,000港元，亦須獲得本公司股東之事先批准。

購股權須自授出日期起28日內，藉支付每份購股權1港元之代價而接納。購股權可自接納日期起，至授出日期起計10年內隨時行使。行使價由本公司董事釐定，惟不得低於下列三者中之最高者：本公司股份於授出日期之收市價；股份於緊接授出日期前五個營業日之平均收市價；及本公司股份面值。

本公司股份於緊接授出日期二零零四年二月二十三日之收市價為每股3.325港元。年內所授出購股權之價值並未於綜合收益表內確認。

緊接行使日期二零零四年一月十五日前五日之加權平均收市價為2.55港元。

於本報告日期，根據二零零三年購股權計劃可供發行之股份數目（已頒授購股權所涉及之股份數目除外）為3,230,320股，相當於本報告日期本公司已發行股份之約1.73%。

購股權之變動詳情載於財務報表附註37。

本公司董事認為，由於不能準確釐定所授出購股權之估值之若干關鍵因素，故不宜就年內根據二零零三年購股權計劃授出之購股權進行估值。在不能提供購股權計劃下購股權之市值作參考情況下，對購股權作任何估值均無意義，並可能會誤導股東。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company or any of its 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.

購買股份或債券之安排

除上文所披露者外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Interests of directors of the Company in competing businesses during the year required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

董事於競爭業務之權益

本公司董事於年內在競爭業務之權益按上市規則第8.10條之規定披露如下：

Name of Director 董事名稱	Name of entity which businesses are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團業務相競爭之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團業務相競爭之業務描述	Nature of interest of the director in the entity 董事於該實體之權益性質
Dr. Chan 陳博士	Pacific Century Premium Developments Limited ("PCPDL") (former name: Dong Fang Gas Holdings Limited) (Note) 盈科大衍地產發展有限公司 (「盈大地產」) (前稱東方燃氣集團有限公司) (附註)	Investments in securities 證券投資	Chairman and Executive Director (resigned on 5.10.2004) 主席兼執行董事 (於二零零四年五月十日辭任)
Dr. Yap, Allan Yap, Allan博士	PCPDL (Note) 盈大地產 (附註)	Investments in securities 證券投資	Vice Chairman and Executive Director (resigned on 5.10.2004) 副主席兼執行董事 (於二零零四年五月十日辭任)
Mr. Chan Kwok Hung 陳國鴻先生	PCPDL (Note) 盈大地產 (附註)	Investments in securities 證券投資	Executive Director (resigned on 5.10.2004) 執行董事 (於二零零四年五月十日辭任)
Mr. Fok Kin Ning, Canning 霍建寧先生	Cheung Kong (Holdings) Limited ("CKH") 長江實業(集團)有限公司 (「長實」)	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Non-executive Director 非執行董事

Name of Director 董事名稱	Name of entity which businesses are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團 業務相競爭之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團 業務相競爭之業務描述	Nature of interest of the director in the entity 董事於該實體之權益性質
	Hutchison Whampoa Limited ("HWL") 和記黃埔有限公司 (「和黃」)	Distribution of computer products 電腦產品分銷	Group Managing Director 集團董事總經理
	Hutchison Global Communications Holdings Limited ("HGCH") 和記環球電訊控股有限公司 (「和記環球電訊」)	Distribution of computer products 電腦產品分銷	Chairman (appointed on 9.3.2003) 主席(於二零零三年九月三日獲委任)
	CKH 長實	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Non-executive Director 非執行董事
	HWL	Manufacturing and trading of high quality consumer electronic products Development and supply of mobile telecommunications accessories, plastics, electronics and premium products Distribution of computer products	Group Managing Director Chairman
	和黃	製造及買賣優質消費電子產品 開發及供應流動電訊配件、塑膠、電子及優質產品 電腦產品分銷	集團董事總經理 主席
	Hutchison Harbour Ring Limited ("HHR") 和記港陸有限公司 (「和記港陸」)	Manufacturing and trading of high quality consumer electronic products Development and supply of mobile telecommunications accessories, plastics, electronics and premium products 製造及買賣優質消費電子產品 開發及供應流動電訊配件、塑膠、電子及優質產品	Chairman 主席

Name of Director 董事名稱	Name of entity which businesses are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團 業務相競爭之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團 業務相競爭之業務描述	Nature of interest of the director in the entity 董事於該實體之權益性質
	HGCH 和記環球電訊	Distribution of computer products 電腦產品分銷	Chairman 主席
	CKH 長實	Investment in securities 證券投資	Non-executive Director 非執行董事
	HWL 和黃	Finance and investment 金融及投資	Group Managing Director 集團董事總經理
	Cheung Kong Infrastructure (Holdings) Limited ("CKI") 長江基建集團有限公司 (「長江基建」)	Securities investment 證券投資	Deputy Chairman 副主席
	CKH 長實	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Non-executive Director 非執行董事
	HWL 和黃	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Group Managing Director 集團董事總經理
	CKI 長江基建	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Deputy Chairman 副主席
	HHR 和記港陸	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Chairman 主席

Name of Director 董事名稱	Name of entity which businesses are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團業務相競爭之實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the businesses of the Group 現與或可能與本集團業務相競爭之業務描述	Nature of interest of the director in the entity 董事於該實體之權益性質
Ms. Shih, Edith 施熙德女士	Hutchison International Limited ("HIL") Hutchison International Limited (「HIL」)	Distribution of computer products 電腦產品分銷	Executive Director 執行董事
	HIL	Manufacturing and trading of high quality consumer electronic products Development and supply of mobile telecommunications accessories, plastics, electronics and premium products Distribution of computer products 製造及買賣優質消費電子產品 開發及供應流動電訊配件、塑膠、電子及優質產品 電腦產品分銷	Executive Director 執行董事
	HHR	Manufacturing and trading of high quality consumer electronic products Development and supply of mobile telecommunications accessories, plastics, electronics and premium products 製造及買賣優質消費電子產品 開發及供應流動電訊配件、塑膠、電子及優質產品	Executive Director 執行董事
	和記港陸		
	HIL	Finance and investment 金融及投資	Executive Director 執行董事
	HIL	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Executive Director 執行董事
	HHR	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Executive Director 執行董事
	和記港陸		
Mr. Ip Tak Chuen, Edmond 葉德銓先生	CKH (Note) 長實 (附註)	Investment in securities 證券投資	Executive Director 執行董事
	CKH (Note) 長實 (附註)	Information technology, e-commerce and new technology 資訊科技、電子商貿及新科技	Executive Director 執行董事

Note:

附註：

Such businesses may be made through its subsidiaries, associated companies or by way of other forms of investments.

上述業務可透過附屬公司、關連公司或以其他投資方式經營。

Other than as disclosed above, none of the directors is interested in any business apart from the Company's businesses which competes or is likely to compete, either directly or indirectly, with the Company's businesses.

除上文披露者外，概無董事擁有與本公司業務直接或間接出現競爭或可能出現競爭之任何業務之權益。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事之重大合約權益

於本年終或本年內任何時間，本公司或其任何附屬公司並無訂立任何重大合約，及本公司董事均無直接或間接持有重大合約之重大權益。

INTERESTS OF SHAREHOLDERS DISCLOSEABLE PURSUANT TO THE SFO

As at March 31, 2004, the register of substantial shareholders kept by the Company pursuant to Section 336 of the SFO showed that the following parties had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

根據證券及期貨條例須予披露之股東權益

於二零零四年三月三十一日，本公司根據證券及期貨條例第336條而存置之主要股東登記冊所示，以下人士於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文而須向本公司披露之權益或淡倉：

Name of Shareholders	Notes	Long Position/ Short Position	Capacity	Nature of Interest	Nos. of shares of the Company held	No. of underlying shares		Approximate % of the ordinary issued share capital of the Company
						(unlisted equity derivatives of the Company)	held	
股東名稱	附註	好倉/淡倉	身份	權益性質	持有本公司股份數目	持有相關股份數目(本公司非上市股本衍生工具)	本公司已發行普通股本概約百分比	
Ms. Ng Yuen Lan, Macy	1	Long Position	Interest of spouse	Family interest	45,798,813	-	24.55%	
伍婉蘭女士	1	好倉	配偶權益	家族權益	45,798,813	-	24.55%	
Ms. Ng Yuen Lan, Macy	1	Long Position	Interest of spouse	Family interest	-	5,600,000	3.00%	
伍婉蘭女士	1	好倉	配偶權益	家族權益	-	5,600,000	3.00%	
Dr. Chan	1	Long Position	Interest of controlled corporation	Corporate interest	45,798,813	-	24.55%	
陳博士	1	好倉	受控公司之權益	公司權益	45,798,813	-	24.55%	
Dr. Chan	1	Long Position	Beneficial owner	Personal interest	-	5,600,000	3.00%	
陳博士	1	好倉	實益擁有人	個人權益	-	5,600,000	3.00%	
Chinaview	1	Long Position	Interest of controlled corporation	Corporate interest	45,798,813	-	24.55%	
Chinaview	1	好倉	受控公司之權益	公司權益	45,798,813	-	24.55%	

Name of Shareholders	Notes	Long Position/ Short Position	Capacity	Nature of Interest	Nos. of shares of the Company held	No. of underlying shares	Approximate % of the ordinary issued share capital of the Company
						(unlisted equity derivatives of the Company) held	
股東名稱	附註	好倉/淡倉	身份	權益性質	持有本公司股份數目	持有相關股份數目(本公司非上市股本衍生工具)	本公司已發行普通股本概約百分比
Galaxyway	1	Long Position	Interest of controlled corporation	Corporate interest	45,798,813	–	24.55%
Galaxyway	1	好倉	受控公司之權益	公司權益	45,798,813	–	24.55%
ITC	1	Long position	Interest of controlled corporation	Corporate interest	45,798,813	–	24.55%
德祥企業	1	好倉	受控公司之權益	公司權益	45,798,813	–	24.55%
ITC Investment	1	Long position	Interest of controlled corporation	Corporate interest	45,798,813	–	24.55%
ITC Investment	1	好倉	受控公司之權益	公司權益	45,798,813	–	24.55%
Mankar Assets Limited (“Mankar”)	1	Long position	Interest of controlled corporation	Corporate interest	45,798,813	–	24.55%
Mankar Assets Limited (「Mankar」)	1	好倉	受控公司之權益	公司權益	45,798,813	–	24.55%
Famex Investment Limited (“Famex”)	1	Long position	Beneficial owner	Corporate interest	45,798,813	–	24.55%
其威投資有限公司(「其威」)	1	好倉	實益擁有人	公司權益	45,798,813	–	24.55%
HWL	2	Long position	Interest of controlled corporation	Corporate interest	10,002,653	–	5.36%
和記黃埔	2	好倉	受控公司之權益	公司權益	10,002,653	–	5.36%
Hutchison International Limited (“HIL”)	2	Long position	Interest of controlled corporation	Corporate interest	10,002,653	–	5.36%
Hutchison International Limited (「HIL」)	2	好倉	受控公司之權益	公司權益	10,002,653	–	5.36%

Name of Shareholders	Notes	Long Position/ Short Position	Capacity	Nature of Interest	Nos. of shares of the Company held	No. of underlying shares (unlisted equity derivatives of the Company) held	Approximate % of the ordinary issued share capital of the Company
股東名稱	附註	好倉/淡倉	身份	權益性質	持有本公司股份數目	持有相關股份數目(本公司非上市股本衍生工具)	本公司已發行普通股本概約百分比
Yachting Investments Limited ("Yachting")	2	Long position	Interest of controlled corporation	Corporate interest	10,002,653	–	5.36%
Yachting Investments Limited (「Yachting」)	2	好倉	受控公司之權益	公司權益	10,002,653	–	5.36%
Cobbleford Limited ("Cobbleford")	2	Long position	Beneficial owner	Corporate interest	10,002,653	–	5.36%
Cobbleford Limited (「Cobbleford」)	2	好倉	實益擁有人	公司權益	10,002,653	–	5.36%
Mr. Li Ka-shing	2 & 3	Long position	Founder of discretionary trusts and interest of controlled corporations	Corporate and other interests	10,002,653	–	5.36%
李嘉誠先生	2及3	好倉	全權信託創辦人及受控公司權益	公司及其他權益	10,002,653	–	5.36%
Li Ka-Shing Unity Trustee Corporation Limited (as trustee of The Li Ka-Shing Unity Discretionary Trust)	2 & 3	Long position	Trustee and beneficiary of a trust	Other interest	10,002,653	–	5.36%
Li Ka-Shing Unity Trustee Corporation Limited (作為The Li Ka-Shing Unity Discretionary Trust之信託人)	2及3	好倉	信託人及信託受益人	其他權益	10,002,653	–	5.36%
Li Ka-Shing Unity Trustcorp Limited (as trustee of another discretionary trust)	2 & 3	Long position	Trustee and beneficiary of a trust	Other interest	10,002,653	–	5.36%
Li Ka-Shing Unity Trustcorp Limited (作為另一項全權信託之信託人)	2及3	好倉	信託人及信託受益人	其他權益	10,002,653	–	5.36%

Name of Shareholders	Notes	Long Position/ Short Position	Capacity	Nature of Interest	Nos. of shares of the Company held	No. of underlying shares (unlisted equity derivatives of the Company) held		Approximate % of the ordinary issued share capital of the Company
						持有相關股份數目(本公司非上市股本衍生工具)	本公司已發行普通股本概約百分比	
股東名稱	附註	好倉/淡倉	身份	權益性質	持有本公司股份數目			
Li Ka-Shing Unity Trustee Company Limited (as trustee of The Li Ka-Shing Unity Trust)	2 & 3	Long position	Trustee	Other interest	10,002,653	-		5.36%
Li Ka-Shing Unity Trustee Company Limited (作為The Li Ka-Shing Unity Trust之信託人)	2及3	好倉	信託人	其他權益	10,002,653	-		5.36%
Cheung Kong (Holdings) Limited ("CKH")	2 & 3	Long position	Interest of controlled corporations	Corporate interest	10,002,653	-		5.36%
長江實業(集團)有限公司 (「長實集團」)	2及3	好倉	受控公司之權益	公司權益	10,002,653	-		5.36%

Notes:

附註:

(1) Famex is a wholly-owned subsidiary of Mankar. Mankar is a wholly-owned subsidiary of ITC Investment, which in turn is a wholly-owned subsidiary of ITC. Galaxyway, a wholly-owned subsidiary of Chinaview, owns more than one-third of the issued ordinary share capital of ITC. Dr. Chan owns the entire issued share capital of Chinaview. Ms. Ng Yuen Lan, Macy is the spouse of Dr. Chan. Mankar, ITC Investment, ITC, Galaxyway, Chinaview, Dr. Chan and Ms. Ng Yuen Lan, Macy are deemed to be interested in 45,798,813 shares of the Company which are held by Famex. Ms. Ng Yuen Lan, Macy is deemed to be interested in 5,600,000 underlying shares (in respect of unlisted equity derivatives) of the Company held by Dr. Chan.

(1) 其威為Mankar之全資附屬公司。Mankar為ITC Investment之全資附屬公司，而ITC Investment則為德祥企業之全資附屬公司。Chinaview之全資附屬公司Galaxyway擁有德祥企業已發行普通股本三分之一以上。陳博士擁有Chinaview全部已發行股本。伍婉蘭女士為陳博士之配偶。Mankar、ITC Investment、德祥企業、Galaxyway、Chinaview、陳博士及伍婉蘭女士被視為於其威持有之45,798,813股本公司股份中擁有權益。伍婉蘭女士被視為於陳博士持有之5,600,000股本公司相關股份(有關非上市股本衍生工具)中擁有權益。

- (2) Cobbleford is a wholly-owned subsidiary of Yachting, which in turn is a wholly-owned subsidiary of HIL. HIL is a wholly-owned subsidiary of HWL. Certain subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL. Yachting, HIL, HWL and CKH are all deemed to be interested in 10,002,653 shares held by Cobbleford.
- (3) Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital, owns the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited. Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, together with certain companies which Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of CKH.

In addition, Li Ka-Shing Unity Holdings Limited also owns the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in The Li Ka-Shing Unity Trust.

Mr. Li Ka-shing, being the settlor may be regarded as a founder of each of DT1 and DT2 for the purposes of the SFO. CKH, Li Ka-Shing Unity Trustee Company Limited, Li Ka-Shing Unity Trustcorp Limited and Li Ka-Shing Unity Trustee Corporation Limited were all deemed to be interested in 10,002,653 shares which are held by Cobbleford.

- (2) Cobbleford為Yachting之全資附屬公司，而Yachting則為HIL之附屬公司。HIL為和記黃埔之全資附屬公司。長實集團之若干附屬公司有權於和記黃埔之股東大會上行使或控制行使超過三分之一之投票權。Yachting、HIL、和記黃埔及長實集團均被視為於Cobbleford持有之10,002,653股股份中擁有權益。
- (3) 李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有Li Ka-Shing Unity Holdings Limited已發行股本之三分之一，而該公司則擁有Li Ka-Shing Unity Trustee Company Limited全部已發行股本。Li Ka-Shing Unity Trustee Company Limited以The Li Ka-Shing Unity Trust信託人之身份，連同若干公司合共持有長實集團三分之一以上之已發行股本，而Li Ka-Shing Unity Trustee Company Limited以The Li Ka-Shing Unity Trust信託人之身份有權在該等公司之股東大會上行使或控制行使三分之一以上之投票權。

此外，Li Ka-Shing Unity Holdings Limited亦擁有Li Ka-Shing Unity Trustee Corporation Limited (「TDT1」) (作為The Li Ka-Shing Unity Discretionary Trust (「DT1」)之信託人)以及Li Ka-Shing Unity Trustcorp Limited (「TDT2」) (作為另一項全權信託 (「DT2」)之信託人)之全部已發行股本。TDT1及TDT2各持有The Li Ka-Shing Unity Trust之信託單位。

李嘉誠先生(作為創立人)就證券及期貨條例而言可被視為DT1及DT2之創辦人。長實集團、Li Ka-Shing Unity Trustee Company Limited、Li Ka-Shing Unity Trustcorp Limited及Li Ka-Shing Unity Trustee Corporation Limited均被視為於Cobbleford所持有之10,002,653股股份中擁有權益。

RULE 13.20 OF THE LISTING RULES

The total market capitalization of the Company was approximately HK\$596.9 million as at March 31, 2004 (the "Total Market Capitalisation"). The trade receivables due to the Group from (1) Walmart Stores Inc. (2) Best Buy Co. Inc. and (3) Officemax Inc., three principal groups of customers of the Group, amounted to approximately HK\$132.3 million, HK\$81.3 million and HK\$48.0 million respectively as at March 31, 2004. Each of the three groups of trade receivables were interest-free, unsecured, within their credit terms of 0 to 90 days from the invoice date and arose from the ordinary course of business, and represented more than 8% of the Total Market Capitalisation.

As at March 31, 2004, the aggregate amount of the advance by the Company to Wing On Travel (Holdings) Limited was approximately HK\$168 million (the "Loan"), representing more than 8% of the Total Market Capitalisation. The Loan is unsecured and bears interest at a rate of 2% over the Hong Kong dollar prime rate and is repayable on demand.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended March 31, 2004:

- (i) The Group's largest customer and five largest customers accounted for approximately 24.7% and 56.2% respectively of the Group's total turnover.
- (ii) The Group's largest supplier and five largest suppliers accounted for approximately 23.8% and 45.1% respectively of the Group's total purchases (not including purchases of items which are of capital nature).

So far as the directors are aware, none of the directors, their associates or any shareholders who owned more than 5% of the Company's share capital had any interest in the five largest customers or suppliers of the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the year ended March 31, 2004, there were no purchases, sales or redemptions by the Company, or any of its subsidiaries, of the Company's listed shares.

上市規則第13.20條

本公司於二零零四年三月三十一日之總市值約為596,900,000港元(「總市值」)。於二零零四年三月三十一日，本集團應收(1) Walmart Store Inc.；(2) Best Buy Co. Inc.及(3) Officemax Inc.本集團之三大集團客戶之貿易應收款項分別約為132,300,000港元、81,300,000港元及48,000,000港元。上述三個集團各自結欠之貿易應收款項均為免息、無抵押、須於彼等自發票日期起計0至90日之信貸期內償還，且在本集團日常業務過程中產生，佔總市值超逾8%。

於二零零四年三月三十一日，本公司給予永安旅遊(控股)有限公司之墊款總額約為168,000,000港元(「該貸款」)，佔總市值超逾8%。該貸款乃無抵押，按港元最優惠利率加2厘計息，並須於要求時償還。

主要客戶及供應商

截至二零零四年三月三十一日止年度：

- (i) 本集團之最大客戶及五大客戶分別約佔本集團總營業額之24.7%及56.2%。
- (ii) 本集團之最大供應商及五大供應商分別約佔本集團總購貨額(不包括屬資本性質之貨品採購)之23.8%及45.1%。

據董事會所知，各董事、彼等之聯繫人士或任何擁有本公司股本5%以上之股東，概無於本集團之五大客戶或供應商中擁有任何權益。

購買、出售或贖回本公司之上市股票

截至二零零四年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市股票。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws in Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CORPORATE GOVERNANCE

The Company has complied throughout the year ended March 31, 2004 with the Code of Best Practice as set out in Appendix 14 of the Listing Rules except that the non-executive directors are not appointed for a specific term as they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the audited financial statements of the Company. The Audit Committee currently comprises two independent non-executive directors, namely, Mr. Tsang Link Carl, Brian and Mr. Kwok Ka Lap, Alva.

AUDITORS

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

Dr. Chan Kwok Keung, Charles
Chairman

Hong Kong, July 23, 2004

優先購買權

本公司之公司細則或百慕達法律並無任何有關優先購買權之條款，規定本公司須按比例向現有股東提呈發售新股份。

公司管治

本公司於截至二零零四年三月三十一日止年度一直遵守上市規則附錄十四所載最佳應用守則之規定，惟非執行董事並無固定任期，因彼等須根據本公司之公司細則，在本公司之股東週年大會上輪值告退並膺選連任。

審核委員會

本公司之審核委員會（「審核委員會」）已聯同管理層審閱本集團所採納之會計政策及慣例，並就審核、內部監控及財務報告事宜進行商討，其中包括審閱本公司經審核之財務報表。審核委員會之成員包括兩位獨立非執行董事，曾令嘉先生及郭嘉立先生。

核數師

董事會將於本公司之股東週年大會上提呈決議案，續聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會

主席
陳國強博士

香港，二零零四年七月二十三日