

Additional Information

其他資料

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service agreement with the Company for an initial term of three years commencing from 1 April 2002 and which will continue thereafter until the agreement is terminated by not less than six calendar months' notice in writing served by either party on the other. Such notice of termination is agreed not to be issued earlier than 31 March 2005.

All independent non-executive directors have no fixed terms of appointments. No service agreement has been or will be entered into between the Company and either of the independent non-executive directors.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a 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

No director had a significant beneficial interest, either direct or indirect, in any contracts of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the six months ended 30 September 2004. Save as disclosed in this report, none of the director has had any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group during the six months ended 30 September 2004.

董事之服務合約

各執行董事已與本公司訂立服務合約，自二零零二年四月一日起初步為期三年，並於其後繼續生效，直至協議任何一方向另一方發出不少於六個月之書面通知終止協議為止，並已同意有關終止通知不得於二零零五年三月三十一日前發出。

所有獨立非執行董事並無固定任期。本公司概無且亦不會與任何獨立非執行董事訂立服務合約。

除上述者外，擬於即將舉行之股東週年大會上膺選連任之董事，概無與本公司訂立本公司不得於一年內終止而毋須作出賠償（法定賠償除外）之服務合約。

董事之合約權益

於截至二零零四年九月三十日止六個月內，董事概無於任何由本公司、其控股公司或其任何附屬公司訂立而對本集團業務有重大影響之合約中擁有任何重大直接或間接實益權益。除本報告所披露者外，於截至二零零四年九月三十日止六個月內，董事概無直接或間接於本集團任何成員公司所收購或出售或租予本集團任何成員公司；或本集團任何成員公司所建議收購或出售或租予本集團任何成員公司之任何資產中擁有權益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2004, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company which would be 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 Securities and Futures Ordinance ("SFO") (including the interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to in that section, or will be required, pursuant to the Model Code for Securities Transactions by directors of Listed Issuers (the "Model Code") in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in the shares of the Company

Name of directors	董事名稱	Capacity 身份	Number of shares interested 持有權益之股份數目	Approximate percentage holding of shares 持股量概約百分比
Mr. Ip Ki Cheung (a)	葉紀章先生 (a)	Interest of a controlled corporation 擁有受控制公司之權益	108,000,000	50.05%
Mr. Cheung Shui Kwai (b)	張瑞貴先生 (b)	Interest of a controlled corporation 擁有受控制公司之權益	32,400,000	15.01%
Mr. Chan Siu Chung (c)	陳兆忠先生 (c)	Interest of a controlled corporation 擁有受控制公司之權益	21,600,000	10.00%

Notes:

- (a) Mr. Ip Ki Cheung is beneficially interested in 50% of the entire issued share capital of Capital Concord Profits Limited ("Capital Concord") which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2004. Accordingly, Mr. Ip Ki Cheung is deemed to be interested in these 108,000,000 shares under the SFO.
- (b) Mr. Cheung Shui Kwai is beneficially interested in 30% of the entire issued share capital of Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2004. The interest in 32,400,000 shares represents the proportionate attributable interest through Capital Concord's shareholdings in the Company.
- (c) Mr. Chan Siu Chung is beneficially interested in 20% of the entire issued share capital of Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2004. The interest in 21,600,000 shares represents the proportionate attributable interest through Capital Concord's shareholding in the Company.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零零四年九月三十日，本公司董事及主要行政人員於本公司之股份、相關股份及債券中擁有根據證券及期貨條例（「證券及期貨條例」）第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之有關條文彼等擁有或被視為擁有之權益及淡倉）或根據證券及期貨條例第352條須記錄於該條例所述之登記冊或根據上市規則之上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

於本公司股份之好倉

Name of directors	董事名稱	Capacity 身份	Number of shares interested 持有權益之股份數目	Approximate percentage holding of shares 持股量概約百分比
Mr. Ip Ki Cheung (a)	葉紀章先生 (a)	Interest of a controlled corporation 擁有受控制公司之權益	108,000,000	50.05%
Mr. Cheung Shui Kwai (b)	張瑞貴先生 (b)	Interest of a controlled corporation 擁有受控制公司之權益	32,400,000	15.01%
Mr. Chan Siu Chung (c)	陳兆忠先生 (c)	Interest of a controlled corporation 擁有受控制公司之權益	21,600,000	10.00%

附註：

- (a) 於二零零四年九月三十日，葉紀章先生實益擁有Capital Concord Profits Limited（「Capital Concord」）全部已發行股本之50%權益，而該公司則持有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。因此，根據證券及期貨條例，葉紀章先生被視為擁有該108,000,000股股份之權益。
- (b) 於二零零四年九月三十日，張瑞貴先生實益擁有Capital Concord全部已發行股本之30%權益，而該公司則持有本公司108,000,000股股份，佔本公司全部已發行股本之50.05%。所持有之32,400,000股股份乃透過Capital Concord於本公司之股權按比例計算之應佔權益。
- (c) 於二零零四年九月三十日，陳兆忠先生實益擁有Capital Concord全部已發行股本之20%權益，而該公司則持有本公司108,000,000股股份，佔本公司全部已發行股本之50.05%。所持有之21,600,000股股份乃透過Capital Concord於本公司之股權按比例計算之應佔權益。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Pursuant to the share option scheme (the "Scheme") adopted by a resolution passed by the Company on 18 March 2002, the directors of the Company may grant as incentive to directors or employees of the Company or its subsidiaries options to subscribe for shares in the Company within a period of ten years commencing from the date which the share option scheme becomes unconditional, which is the date of listing of shares of the Company on 10 April 2002. No share options have been granted under the Scheme since its adoption.

Save as disclosed above, at no time during the six months ended 30 September 2004 was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2004, according to the register kept by the Company under Section 336 of the SFO and so far as is known to the directors and the chief executives of the Company, the following companies and persons had an interest or short position in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or are directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of any other member of the Group:

Long positions in the shares of the Company

Name of substantial shareholder 主要股東名稱	Capacity 身份	Number of shares interested 持有權益之股份數目	Number of underlying shares (in respect of warrants of the Company held) 相關股份數目 (就本公司持有之認股權證而言)	Approximate percentage existing issued ordinary share capital of the Company
				本公司現有已發行普通股股本中之持量概約百分比
Capital Concord (1)	Beneficial owner 實益擁有人	108,000,000	-	50.05%
Best Aims Finance Limited ("Best Aims") (1, 2, and 5) (1、2及5)	Interest of a controlled corporation 擁有受控制公司之權益	108,000,000	-	50.05%
Harbour Rich Finance Limited ("Harbour Rich") (1, 3 and 6) (1、3及6)	Interest of a controlled corporation 擁有受控制公司之權益	32,400,000	-	15.01%
Pace Maker Finance Limited ("Pace Maker") (1, 4 and 7) (1、4及7)	Interest of a controlled corporation 擁有受控制公司之權益	21,600,000	-	10.00%
Mr. Ip Ki Cheung (1, 2, 5 and 8) 葉紀章先生 (1、2、5及8)	Interest of a controlled corporation 擁有受控制公司之權益	108,000,000	-	50.05%

董事收購股份或債券之權利

根據本公司於二零零二年三月十八日經通過一項決議案採納之購股權計劃(「該計劃」)，本公司董事可向本公司或其附屬公司之董事或僱員授出購股權作獎勵，藉以在購股權計劃成為無條件後之日(即本公司股份上市日期二零零二年四月十日)開始起計十年期間內認購本公司股份。自該計劃採納以來，本公司概無根據購股權計劃授出購股權。

除上文所披露者外，於截至二零零四年九月三十日止六個月內，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司董事、彼等各自之配偶或18歲以下之子女可藉收購本公司或任何其他法人團體之股份或債券而得益。

主要股東

於二零零四年九月三十日，根據本公司按照證券及期貨條例第336條而存置之登記冊，以及就本公司董事及主要行政人員董事所知，下列公司及人士於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文規定須向本公司披露之權益或淡倉，或於附帶有權在任何情況下於本集團任何其他成員公司之股東大會上投票之任何類別股本中，直接或間接擁有超過其面值5%或以上之權益：

於本公司股份之好倉

Name of substantial shareholder 主要股東名稱	Capacity 身份	Number of shares interested 持有權益之股份數目	Number of underlying shares (in respect of warrants of the Company held) 相關股份數目 (就本公司持有之認股權證而言)	Approximate percentage existing issued ordinary share capital of the Company 本公司現有已發行普通股股本中之持股量概約百分比
Mr. Cheung Shui Kwai (1,3,6 and 9) 張瑞貴先生 (1、3、6及9)	Interest of a controlled corporation 擁有受控制公司之權益	32,400,000	-	15.01%
Mr. Chan Siu Chung (1,4, 7 and 10) 陳兆忠先生 (1、4、7及10)	Interest of a controlled corporation 擁有受控制公司之權益	21,600,000	-	10.00%
Dynamic Lead Limited ("Dynamic Lead") (11 and 15) (11及15)	Beneficial owner 實益擁有人	-	20,356,000	9.43%
Better Choice Investments Limited ("Better Choice") (11, 12 and 15) (11、12及15)	Interest of a controlled corporation 擁有受控制公司之權益	-	20,356,000	9.43%
Reo Developments Limited ("Reo") (12, 13 and 15) (12、13及15)	Interest of a controlled corporation 擁有受控制公司之權益	-	20,356,000	9.43%
Golden Resources Development International Limited ("Golden Resources") (13 and 15) 金源米業國際有限公司 (「金源米業」) (13及15)	Interest of a controlled corporation 擁有受控制公司之權益	-	20,356,000	9.43%
Cosmopolitan Properties and Securities Limited ("Cosmopolitan Properties") (14 and 15) 四海地產證券有限公司 (「四海地產」)(14及15)	Beneficial owner 實益擁有人	-	18,000,000	8.34%
Cosmopolitan International Holdings Limited ("Cosmopolitan International") (14 and 15) 四海國際集團有限公司 (「四海國際」) (14及15)	Interest of a controlled corporation 擁有受控制公司之權益	-	18,000,000	8.34%

Notes:

1. The entire issued share capital of Capital Concord is beneficially owned as to 50% by Best Aims, 30% by Harbour Rich and 20% by Pace Maker.
2. The entire issued share capital of Best Aims is beneficially owned by Mr. Ip Ki Cheung.
3. The entire issued share capital of Harbour Rich is beneficially owned by Mr. Cheung Shui Kwai.
4. The entire issued share capital of Pace Maker is beneficially owned by Mr. Chan Siu Chung.
5. These shares are attributable to Best Aims in respect of its 50% interest in Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2004. Best Aims is deemed to be interested in these 108,000,000 shares under the SFO.
6. These shares are attributable to Harbour Rich in respect of its 30% interest in Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2004.
7. These shares are attributable to Pace Maker in respect of its 20% interest in Capital Concord, which in turn holds 108,000,000 shares representing 50.05% of the entire issued shares of the Company as at 30 September 2004.
8. These shares are attributable to Mr. Ip Ki Cheung in respect of his 100% interest in Best Aims. Accordingly, Mr. Ip Ki Cheung is deemed to be interested in the 108,000,000 shares (in which Best Aims is deemed to be interested) under the SFO.
9. These shares are attributable to Mr. Cheung Shui Kwai in respect of his 100% interest in Harbour Rich.
10. These shares are attributable to Mr. Chan Siu Chung in respect of his 100% interest in Pace Maker.
11. The entire issued share capital of Dynamic Lead is beneficially owned by Better Choice.
12. The entire issued share capital of Better Choice is beneficially owned by Reo.
13. The entire issued share capital of Reo is beneficially owned by Golden Resources, which is a company listed on the main board of the Stock Exchange.
14. The entire issued share capital of Cosmopolitan Properties is beneficially owned by Cosmopolitan International, which is a company listed on the main board of the Stock Exchange.
15. These are interest held under warrants of the Company which entitle the holder to subscribe for shares of the Company at an initial subscription price of HK\$0.69 per Share (subject to adjustment) from the date of issue to 2 December, 2005.

附註：

1. Capital Concord之全部已發行股本中，Best Aims實益擁有50%、Harbour Rich實益擁有30%及Pace Maker實益擁有20%。
2. Best Aims之全部已發行股本乃由葉紀章先生實益擁有。
3. Harbour Rich之全部已發行股本乃由張瑞貴先生實益擁有。
4. Pace Maker之全部已發行股本乃由陳兆忠先生實益擁有。
5. 該等股份乃屬於Best Aims所有，此乃由於在二零零四年九月三十日，Best Aims擁有Capital Concord之50%權益，而該公司擁有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。根據證券及期貨條例，Best Aims被視為持有該108,000,000股股份之權益。
6. 該等股份乃屬於Harbour Rich所有，此乃由於在二零零四年九月三十日，Harbour Rich擁有Capital Concord之30%權益，而該公司擁有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。
7. 該等股份乃屬於Pace Maker所有，此乃由於在二零零四年九月三十日，Pace Maker擁有Capital Concord之20%權益，而該公司擁有本公司108,000,000股股份，佔本公司全部已發行股份之50.05%。
8. 該等股份乃屬於葉紀章先生所有，此乃由於葉紀章先生擁有Best Aims之100%權益。因此，根據證券及期貨條例，葉紀章先生被視為持有108,000,000股股份(Best Aims被視為持有該等股份之權益)之權益。
9. 該等股份乃屬於張瑞貴先生所有，此乃由於張瑞貴先生擁有Harbour Rich之100%權益。
10. 該等股份乃屬於陳兆忠先生所有，此乃由於陳兆忠先生擁有Pace Maker之100%權益。
11. Dynamic Lead之全部已發行股本乃由Better Choice實益擁有。
12. Better Choice之全部已發行股本乃由Reo實益擁有。
13. Reo之全部已發行股本乃由金源米業實益擁有，而該公司為聯交所之上市公司。
14. 四海地產之全部已發行股本乃由四海國際實益擁有，而該公司為聯交所之上市公司。
15. 本公司之認股權證持有此等權益，並賦予持有人權利可於發行日期起計直至二零零五年十二月二日按每股0.69港元(須予調整)之初步認購價認購本公司股份。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Island, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

COMPETING INTERESTS

For the six months ended 30 September 2004, the directors are not aware of any business or interest of the directors, the management, shareholders and their respective associates that compete or may compete with the business of the Group.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2004.

COMPLIANCE WITH CODE OF BEST PRACTICE

In the opinion of the directors of the Company, the Company complied with the Code of Best Practice (the "Code"), as set out in Appendix 14 of the Listing Rules of the Stock Exchange, throughout the accounting period covered by this report, except that the independent non-executive directors of the Company are not appointed on specific terms as required by paragraph 7 of the Code but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's articles of association.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted a code of conduct regarding directors' securities transactions based on the terms as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rules, throughout the six months ended 30 September 2004. After having made specific enquiry to all directors of the Company, the directors are of the opinion that they have complied with the required standard set out in the Model Code regarding securities transactions by directors throughout the six months ended 30 September 2004.

AUDIT COMMITTEE

The Audit Committee of the Company currently has a membership comprising the three independent non-executive directors of the Company. The terms of reference of the Audit Committee, which is based on "A Guide for the Formation of an Audit Committee" and updated by "A Guide for Effective Audit Committees" as issued by the HKICPA (previously known as the Hong Kong Society of Accountants) in December 1997 and in February 2002 respectively, sets out the powers and duties of the committee and is reviewed by the board of directors of the Company from time to time. The Audit Committee meets regularly with management and the external auditors of the Company and reviews matters relating to audit, accounting and financial statements as well as internal control, risk evaluation and general compliance of the Group, and reports directly to the board of directors of the Company.

ON BEHALF OF THE BOARD

Ip Ki Cheung
Chairman

Hong Kong
13 December 2004

優先購買權

本公司之公司組織章程細則或開曼群島(本公司註冊成立所處之司法權區)法例概無載有關於優先購買權之條文，而令本公司須按比例向現有股東發售新股份。

競爭權益

截至二零零四年九月三十日止六個月內，董事並不知悉各董事、管理層、股東及彼等各自之聯繫人士之任何業務或權益與本集團業務出現競爭或可能出現競爭。

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司概無於截至二零零四年九月三十日止六個月內購買、贖回或出售任何本公司之上市證券。

遵守最佳應用守則

本公司董事認為，於本報告涵蓋之會計期間內，本公司一直遵守聯交所上市規則附錄14所載之最佳應用守則(「守則」)，惟本公司獨立非執行董事並非如守則第7段之規定以指定年期委任，而須按照本公司之公司組織章程細則之規定於股東週年大會上輪值告退並膺選連任。

遵守上市公司董事進行證券交易的標準守則

本公司於截至二零零四年九月三十日止六個月內已採納一套根據上市規則附錄10內上市公司董事進行證券交易的標準守則(「標準守則」)所載列之條款而制定之操守準則，在向本公司全體董事作出特別查詢後，各董事認為彼等於截至二零零四年九月三十日止六個月內一直遵守標準守則所載有關董事進行證券交易所規定之標準。

審核委員會

本公司審核委員會之成員目前由本公司三名獨立非執行董事組成。審核委員會之職權範圍乃根據香港會計師公會分別於一九九七年十二月頒佈之「成立審核委員會指引」而釐定及於二零零二年二月頒佈之「審核委員會有效運作指引」作出更新，該守則載列委員會之權力及責任，並經本公司之董事會不時檢討。審核委員會與管理層及本公司之外來核數師定期舉行會議，檢討有關本集團之審核、會計、財務報表及內部監控、風險評估及一般遵例事宜，並向本公司董事會直接報告。

代表董事會

主席
葉紀章

香港
二零零四年十二月十三日