

REPORT OF THE DIRECTORS

The Directors present their annual report and audited financial statements for the year ended 31 December 2004.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding. The principal activities of its subsidiaries consist of the marketing and distribution of automotive products and property holding for rental income purposes. There were no changes in the nature of the Group's principal activities during the year.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the aggregate turnover attributable to the two largest customers of the Group accounted for 100 per cent of the Group's turnover for the year and sales to the largest customer included therein amounted to approximately 91 per cent.

The aggregate purchases attributable to the largest supplier accounted for all of the Group's purchases for the year. None of the Directors, their associates or any shareholders (which to the knowledge of the Directors owned more than 5 per cent of the Company's share capital) had any beneficial interests in the Group's largest customer and the Group's largest suppliers.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2004 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 21 to 59.

No dividends had been paid or declared by the Company for both years presented.

SEGMENTAL INFORMATION

Details of segmental information are set out in note 31 to the financial statements.

SUMMARY FINANCIAL INFORMATION

The results, assets and liabilities of the Group for the last five financial years are summarised on page 60. This summary is not part of the audited financial statements.

FIXED ASSETS AND INVESTMENT PROPERTIES

Details of movements in fixed assets and investment properties of the Group are set out in notes 14 and 15 to the financial statements respectively.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in note 16 to the financial statements.

BORROWINGS

Details of the Group's borrowings are set out in note 24 to the financial statements.



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RETIREMENT SCHEME

The Group has implemented a provident fund scheme for its staff in compliance with requirements of the Mandatory Provident Fund (the "MPF") Schemes Ordinance from 1 December 2000. The Company contributed according to the minimum requirements of the MPF Ordinance (that is, 5 per cent of staffs' relevant income with maximum limit of HK\$1,000) and the contributions were charged to the profit and loss account.

SHARE CAPITAL, WARRANTS AND SHARE OPTIONS

Details of movements in the Company's share capital, warrants and share options during the year and subsequent to the balance sheet date, together with the reasons for the issue thereof, are set out in note 26 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda, 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.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 27 to the financial statements.

DISTRIBUTABLE RESERVES

At 31 December 2004, the Company had no reserves available for cash distribution and distribution in specie computed in accordance with the Companies Act 1981 of Bermuda except for the Company's share premium account which may be distributed in the form of fully paid bonus shares.

Under the Companies Act 1981 of Bermuda, the Company may make distributions from its contributed surplus in certain circumstances, prescribed by Section 54 thereof, which the Company was unable to satisfy as at 31 December 2004.

CONTINGENT LIABILITIES

Details of contingent liabilities of the Company and the Group as at 31 December 2004 are set out in note 29 to the financial statements.

SIGNIFICANT ISSUES

During the years presented, there were no significant investments and material acquisitions or disposals of subsidiaries or associated companies. Also, there is no plan for material investments or capital assets in the near future mainly because of the Group's limited funding position. Since all the purchases of our merchandise had been fixed at an agreed exchange rate prior to the confirmation of purchase orders by the Group to its vendors, the Group had no exposure to fluctuation in exchange rates and any related hedges. Furthermore, the Company and the Group had no significant commitments during the year (2003: HK\$170,000) as set out in note 34 to the financial statements.



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There was also no material change in capital structure and pledge of assets of the Group during the two years presented.

For the year ended 31 December 2004, the Directors are not aware of any significant change from the position as at 31 December 2003 and the information published in the report and accounts for the year ended 31 December 2003. The capital structure of the Company only consists of share capital, no other capital instrument was issued by the Company.

RELATED PARTY TRANSACTIONS

Pursuant to the subscription agreement entered into between Winsley and the Company on 4 February 2004, Winsley agreed to subscribe for 430,000,000 shares of the Company at HK\$0.018 each. The consideration of HK\$7,740,000 was satisfied by as to HK\$7,647,163 by setting off against amount owed by the Group to Winsley and the remaining amount of HK\$92,837 by cash.

After the completion of the transaction, Winsley holds 40% of the entire issued share capital of the Company. In addition, Winsley is a company jointly controlled by Mr. Chan Chun Choi, an executive Director ("Mr. Chan") and Madam Lam Mo Kuen, Anna ("Madam Lam"), who is the wife of Mr. Chan.

At the balance sheet date, the outstanding balance due to Madam Lam amounted to HK\$2,197,000. The amount is unsecured, interest-free and has no fixed terms of repayment.

SIGNIFICANT POST BALANCE SHEET EVENT

Details of significant post balance sheet event are set out in note 35 to the financial statements.

EMPLOYEES

As at 31 December 2004, the Group had a total of 8 employees (2003: 10 employees), of whom 5 were based in Hong Kong whereas 3 was local staff employed in the PRC. The remuneration package for Hong Kong staff was strictly on a monthly-salary basis and that for the PRC employees was performance oriented. Year-end bonus was linked to the financial results of the Group as well as the performance of individual staff. The remuneration policies of the Group's employees are subject to review regularly. Total staff costs for the year amounted to HK\$1,942,000 (2003: HK\$1,678,000). On irregular but necessary basis, adequate on-job training had been provided to staff in need.

The Group did not operate any pension or retirement schemes for its Directors or employees until the implementation of MPF in December 2000. The Group has a share option scheme, which was duly approved by the shareholders on 22 January 1998, available for any full-time employees of the Company or any of its subsidiaries, including any executive directors of the Company or of any subsidiaries. No options have ever been granted since the approval of the scheme.

PLEDGE OF ASSETS

At year-end date, the Group's land and buildings with an aggregate net book value of HK\$12,700,000 (31 December 2003: HK\$7,920,000) were pledged to secure bank loans and overdrafts of the Group.

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PROPERTY VALUATION

A property valuation had been carried out by Vigers Appraisal & Consulting Limited ("Vigers"), an independent professional valuer, in respect of the Group's leasehold land and buildings. The Group's leasehold land and buildings were valued at HK\$12,700,000, giving rise to a write back of impairment loss on leasehold land and building of HK\$4,960,000.

ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES

During the year, there were no material acquisitions and disposals of the Company's subsidiaries. eSolutions Holding Limited ("eSolutions"), the Group's former associate was dissolved with effect from 2 January 2004 pursuant to the Order of the Court of First Instance of the High Court.

DIRECTORS

The Directors during the year were:

Executive Directors

Chan Chun Choi (*Chairman and Managing Director*)

Lu Su Hua (*Deputy Chairman*)

Lam Mo Kuen, Anna (*resigned on 7 June 2004*)

Non-executive Director

Liu Kwok Fai Alvan (*resigned on 30 September 2004*)

Independent Non-executive Directors

Ng Chi Shing

Yuen Kwok Wah, Bernard

Lam Williamson (*appointed on 28 September 2004*)

In accordance with clauses 87(1) and 86(2), respectively, of the Company's bye-laws, Mr. Ng Chi Shing and Mr. Lam Williamson shall retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company on 18 May 2005 (the "2005 AGM").

DIRECTORS BIOGRAPHIES

Biographical details of the Directors are set out on pages 4 to 6 of the annual report.

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of emoluments of the Directors and the five highest paid individuals in the Group are set out in notes 9 and 10 to the financial statements, respectively.



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DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the 2005 AGM has a service contracts with the Company which is not determinable by the Group within one year without payments other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Except as disclosed in the note 32 to the financial statements, none of the Directors had a significant beneficial interest in any contract of significance to the business of the Company to which the Company or any of its subsidiaries was a party during the year.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

The Company operates a share option scheme for the purpose of providing incentives and rewards to employees including the executive directors of the Company and of its subsidiaries ("Eligible Participants") who contribute to the success of the Group's operations.

On 22 January 1998, the Company conditionally approved a share option scheme (the "Scheme") under which the Directors may, at their discretion, grant options to Eligible Participants, to subscribe for shares of the Company during the 10 years from its date of approval. The Scheme became effective upon the listing of the Company's shares on the Stock Exchange on 16 February 1998 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. No options have been granted since the approval of the Scheme.

Subsequent to the adoption of the Scheme on 22 January 1998, the Stock Exchange introduced a number of changes to the Listing Rules on share option schemes. These new rules came into effect on 1 September 2001. Since then no share options have been granted under the Scheme. However, any option to be granted in the future under the Scheme shall be subject to the new changes which include, inter alia, the following:—

- (a) the maximum number of shares issuable under share options to each Eligible Participant within any 12-month period is limited to 1 per cent of the shares in issue at any time. Any further grant of share options in excess of this limit is subject to the approval of the shareholders of the Company (the "Shareholders") in a general meeting;
- (b) share options granted to a Director, chief executive or substantial Shareholder, or to any of their associates, are subject to approval in advance by independent non-executive Directors; and

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- (c) the exercise price of share options is determined by Directors, but may not be less than the higher of: (i) the Stock Exchange closing price of the shares on the date of grant of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the grant.

Under the existing Scheme, the Directors may at their discretion grant options at \$1.00 per option to Eligible Participants to subscribe for shares at a price calculated in accordance with paragraph below.

The subscription price of the options may be determined by the Directors and shall be the higher of the nominal value of a share and 80 per cent of the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the grant date of the options. The maximum number of shares over which options may be granted must not exceed 10 per cent of the issued share capital of the Company from time to time, excluding for this purpose shares issued pursuant to the Scheme. No options may be granted to any person which, if exercised in full, would result in the total number of shares already issued and issuable to him under the Scheme exceeding 25 per cent of the aggregate number of shares subject to the Scheme, at the time it is proposed to grant the relevant option to such person.

Summary details of the Scheme are also set out in note 26 to the financial statements.

The Company shall amend, in due course, the terms of the Scheme to comply with the requirements of the amended Listing Rules on share option schemes.

Other than the share option scheme as described in note 26 to the financial statements, at no time during the year was the Company, or its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

None of the directors or chief executives of the Group, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.



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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL OF THE COMPANY

At the balance sheet date, the interests of the Directors and chief executives of the Company in the share capital of the Company and its associated corporations, as recorded in the register required to be kept by the Company under Section 352 of the Securities and Futures Ordinance (the "SFO"), or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

(a) The Company:

Name of Directors/executives	Number of shares held (other interest)
Chan Chun Choi	540,377,586
Lam Mo Kuen, Anna	540,377,586

Of the above shares:

- (i) 110,377,586 shares are held by Eternal Victory Enterprises Inc. ("EVEI"), a company incorporated in the British Virgin Islands, as trustee of a unit trust, the units of which are held by a discretionary trust established for the family members of Mr. Chan, including Madam Lam. Mr. Chan holds all the issued share of EVEI; and
- (ii) 430,000,000 shares are held by Winsley.

(b) Associated Corporation:

Name of associated corporation	Name of Directors	Number of shares held	Class of shares	Type of interest
Victory Motors Centre Limited	Mr. Chan Chun Choi	100,000	Non-voting deferred	Personal
		2,800,000	Non-voting deferred	Corporate (Note)
Victory Motors Centre Limited	Madam Lam Mo Kuen, Anna	100,000	Non-voting deferred	Personal
		2,800,000	Non-voting deferred	Corporate (Note)

Note: The 2,800,000 non-voting deferred shares are held by Victory Petro Chemical Limited (formerly Kwong Hung Hing Enterprises Co. Limited) of which Mr. Chan and Madam Lam together hold the entire issued share capital.

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Save as disclosed above, none of the Directors or their associates had any personal, family, corporate or other interest in the equity or debt securities of the Company or any of its associated corporations, as defined in the SFO.

ULTIMATE HOLDING COMPANY AND SUBSTANTIAL SHAREHOLDERS

The Directors consider the ultimate holding company of the Company at the balance sheet date to be Winsley, details of whose share interests are set out under the section headed "Directors' and Chief Executives' Interests in Share Capital of the Company".

During the year under review, EVEI and Forex held 110,377,586 and 265,100,000 shares of the Company respectively, representing approximately 10.27 per cent and 24.66 per cent of the share capital of the Company, respectively. At the balance sheet date, no persons, other than Winsley, EVEI, and Forex were registered as having an interest of 5 per cent or more in the share capital of the Company that were required to be recorded in pursuant to Section 336 of the SFO.

CORPORATE GOVERNANCE

The Company's 2004 audited financial statements had been reviewed by the Audit Committee, which comprises three independent non-executive Directors, before they were duly approved by the Board under the recommendation of the Audit Committee.

In the opinion of the Directors, the Company had complied with the Code of Best Practices as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by the 2004 annual report.

The Company had received, from each of the independent non-executive Directors, an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules. The Company had made specific enquiries of all Directors regarding any non-compliance with the Model Code during the year, and received confirmations from all Directors that they had fully complied with the required standard set out in the Model Code.

With the consent of the Audit Committee, the Board hereby confirms that, in the preparation of the 2004 consolidated financial statements of the Company, the Directors, both collectively and individually, applied such degree of skill, care and diligence as may reasonably be expected of under the Rule 3.08 of the Listing Rules.

AUDITORS

Fan, Mitchell & Co. retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Fan, Mitchell & Co. as auditors of the Company is to be proposed at the 2005 AGM.



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APPRECIATION

Although the operating results for the financial year under review were again unsatisfactory, the Company and its Board believe that more efforts must be required to overturn the performance in the challenging years ahead. In the mean time, the Board would like to thank all the staff for their hard work and hope to have their continuous support and patience in the attempt of making future years success.

On Behalf of the Board

Chan Chun Choi

Chairman and Managing Director

Hong Kong, 8 April 2005

