



董事會報告書

REPORT OF THE DIRECTORS

Tristate Holdings Limited之董事會(「董事會」)欣然提呈Tristate Holdings Limited(「本公司」)及其附屬公司(統稱「本集團」)截至二零零四年十二月三十一日止年度之董事會報告書連同經審核賬目。

按主要業務及地區分析之經營業務

本公司之主要業務為投資控股。其附屬公司之主要業務為製衣、成衣貿易及品牌產品分銷。

本集團於年度內之表現按業務及地區分部之分析載於賬目附註4。

業績及溢利分配

本集團截至二零零四年十二月三十一日止年度之業績載於第45頁之綜合損益表。

截至二零零四年十二月三十一日止年度並無宣派任何中期股息(二零零三年：無)。

董事會建議派發截至二零零四年十二月三十一日止年度之末期股息每股港幣0.10元，合共港幣26,874,000元(二零零三年：無)。

倘於二零零五年六月二十二日舉行之本公司應屆股東週年大會批准派付末期股息之建議，則預期將於二零零五年六月二十七日向於二零零五年六月二十二日名列本公司股東名冊之股東派付末期股息。本公司將於二零零五年六月十六日至二零零五年六月二十二日(包括首尾兩日)暫停辦理股東登記。

五年財務摘要

本集團截至二零零四年十二月三十一日止五個財政年度之業績及資產與負債之摘要載於第8及9頁。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於賬目附註15。

The board of directors of Tristate Holdings Limited (the "Board") herein presents its report together with the audited accounts of Tristate Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31st December 2004.

Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are garment manufacturing, garment trading and branded product distribution.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 4 to the accounts.

Results and appropriations

The results of the Group for the year ended 31st December 2004 are set out in the consolidated profit and loss account on page 45.

No interim dividend has been declared for the year ended 31st December 2004 (2003: Nil).

The Board recommends the payment of a final dividend of HK\$0.10 per share for the year ended 31st December 2004, totaling HK\$26,874,000 (2003: Nil).

The proposed final dividend, if approved at the forthcoming annual general meeting of the Company to be held on 22nd June 2005, is expected to be paid on 27th June 2005 to the shareholders of the Company whose names appear on the register of members of the Company on 22nd June 2005. The register of members of the Company will be closed from 16th June 2005 to 22nd June 2005, both days inclusive.

Five-year financial summary

A summary of the results and the assets and liabilities of the Group for the last five financial years ended 31st December 2004 are set out on pages 8 and 9.

Property, plant and equipment

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the accounts.



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附屬公司

本公司於二零零四年十二月三十一日之主要附屬公司詳情載於賬目附註17。

聯營公司

本公司於二零零四年十二月三十一日之主要聯營公司詳情載於賬目附註18。

股本

本公司之股本詳情載於賬目附註26。

儲備

本集團與本公司於年度內之儲備變動載於賬目附註28。

可供分配儲備

於二零零四年十二月三十一日，本公司之儲備約為港幣431,020,000元(二零零三年：港幣431,020,000元)和保留溢利約為港幣71,824,000元(二零零三年：港幣22,425,000元)，根據百慕達一九八一年公司法可分配予本公司股東。

購股權

本公司股東於一九九七年十一月二十八日舉行之股東特別大會上採納了一項購股權計劃，據此，本公司或其附屬公司全職僱員(包括執行董事)可獲授認購本公司股份的購股權(「購股權計劃」)。購股權計劃之目的，乃讓僱員透過該計劃購買本公司股份，以參與本集團發展，以及協助吸引和挽留優秀僱員。購股權計劃詳情概括如下：

參與者：本公司及／或其附屬公司之全職僱員(包括執行董事)

可供發行之股份總數和於本報告日期佔已發行股本之比例：20,994,025股(佔本公司已發行股本7.81%)

Subsidiaries

Particulars of the Company's principal subsidiaries as at 31st December 2004 are set out in note 17 to the accounts.

Associated companies

Particulars of the Company's principal associated companies as at 31st December 2004 are set out in note 18 to the accounts.

Share capital

Details of the share capital of the Company are set out in note 26 to the accounts.

Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 28 to the accounts.

Distributable reserves

As at 31st December 2004, the reserves of the Company amounted to approximately HK\$431,020,000 (2003: HK\$431,020,000) and retained profits amounted to approximately HK\$71,824,000 (2003: HK\$22,425,000) both of which were available for distribution to the Company's shareholders as calculated in accordance with the Companies Act 1981 of Bermuda.

Share options

A share option scheme was adopted by the shareholders of the Company at the special general meeting held on 28th November 1997, pursuant to which options may be granted to full-time employees (including executive directors) of the Company or its subsidiaries to subscribe for shares in the Company (the "Share Option Scheme"). The purposes of the Share Option Scheme are to provide employees with the opportunity of participating in the growth of the Group by acquiring shares in the Company and to assist in the attraction and retention of high quality employees. A summary of details of the Share Option Scheme is set out as follows:

Participants：Full-time employees (including executive directors) of the Company and/or any of its subsidiaries

Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of this report：20,994,025 shares representing 7.81% of the issued share capital of the Company



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<p>各參與者可獲得的最高數量</p>	<p>：不得超過購股權計劃下已發行和可發行股份總數之25%</p>	<p>Maximum entitlement of each participant</p>	<p>： Not exceeding 25% of the aggregate number of shares issued and issuable under the Share Option Scheme</p>
<p>根據購股權必須認購證券之期限</p>	<p>：於購股權獲接納日期起計不超過三年，且於以下較早日期屆滿(i)該期限之最後一日及(ii)一九九七年十一月二十八日起計十年期滿當日</p>	<p>Period within which the securities must be taken up under an option</p>	<p>： Not exceeding three years from the date on which the option is accepted and expiring on the earlier of (i) the last day of such period and (ii) the date falling on the expiry of ten years from 28th November 1997</p>
<p>購股權行使之前必須持有之最短期限</p>	<p>：購股權可於董事會向各承授人所發出的通知所規定的期限內任何時間行使。董事會亦可訂定該期間行使購股權的限制。</p>	<p>Minimum period for which an option must be held before it can be exercised</p>	<p>： An option may be exercised at any time during a period to be notified by the Board to each grantee. The Board may also provide restrictions on the exercise of an option during such period.</p>
<p>接納購股權時須付金額及必須或可支付或通知付款或償還因該目的所作的貸款的期限</p>	<p>：港幣1.00元，於邀約的二十八天內</p>	<p>Amount payable on acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid</p>	<p>： HK\$1.00 within 28 days of offer</p>
<p>行使價格之釐定基準</p>	<p>：認購價須由董事會釐定及不低於(i)本公司股份面值及(ii)授出購股權日期前五個交易日在香港聯合交易所有限公司(「聯交所」)股份買賣平均收市價之80%(以較高者為準)。</p>	<p>Basis of determining the exercise price</p>	<p>： The subscription price shall be determined by the Board and not less than the higher of (i) the nominal value of a share of the Company and (ii) 80% of the average of the closing price of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the five trading days immediately preceding the date of grant of the options on which there were dealings in the shares on the Stock Exchange.</p>
<p>購股權計劃尚餘之有效期</p>	<p>：購股權計劃自一九九七年十一月二十八日起計十年有效。</p>	<p>Remaining life of the Share Option Scheme</p>	<p>： The Share Option Scheme will remain in force for a period of ten years from 28th November 1997.</p>



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自二零零一年九月一日起，聯交所要求購股權的行使價為不低於在授出日期本公司股份於聯交所的收市價及緊接授出日期前五個交易日本公司股份於聯交所的平均收市價的較高者。截至本報告日期，本公司並無於二零零一年九月一日或以後授出任何購股權。

於年初及年終時，並無根據購股權計劃之購股權尚未行使。於年度內，並無購股權獲行使、取消或失效。

本年度並無授出任何購股權，因此毋須對授出購股權估值。

本公司的購股權詳情亦載於賬目附註27。

退休福利

本集團退休福利計劃詳情載於賬目附註24。

貸款及借貸

本集團貸款及借貸詳情載於賬目附註23及29。

捐款

本集團於年度內作出的慈善及其他捐款約港幣37,000元。

With effect from 1st September 2001, the Stock Exchange requires that the exercise price of options shall be at least the higher of the closing price of the shares of the Company on the Stock Exchange on the date of grant and the average closing prices of the shares of the Company on the Stock Exchange for the five trading days immediately preceding the date of grant. Up to the date of this report, the Company has not granted any options on or after 1st September 2001.

No share options under the Share Option Scheme were outstanding at the beginning and at the end of the year. No share options were exercised, cancelled or lapsed during the year.

No share options were granted during the year and, accordingly, valuation of share options granted was not necessary.

Details of the share options of the Company are also set out in note 27 to the accounts.

Retirement benefits

Details of the retirement benefit schemes of the Group are set out in note 24 to the accounts.

Loans and borrowings

Details of the loans and borrowings of the Group are set out in notes 23 and 29 to the accounts.

Donations

Charitable and other donations made by the Group during the year amounted approximately to HK\$37,000.



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董事

於年內及截至本報告日期之本公司董事（「董事」）為：

執行董事：

汪建中先生

（主席兼行政總裁）

吳清河先生

（於二零零五年一月二十六日辭任）

羅澤華先生

（於二零零四年五月三十一日退任）

非執行董事：

汪顧亦珍女士（榮譽主席）

唐文瑛女士

麥汪詠宜女士

汪穗中博士

唐騮千先生

（於二零零四年九月三十日辭任）

唐裕年先生

（於二零零四年九月三十日辭任）

獨立非執行董事：

袁正文先生

羅啟耀先生

孔捷思先生

根據本公司細則第85及86條，袁正文先生及孔捷思先生將輪值告退，並符合資格於本公司應屆股東週年大會上重選連任。

Directors

The directors of the Company (the “Directors”) who held office during the year and up to the date of this report were:

Executive Directors:

Mr. Wang Kin Chung, Peter

(Chairman and Chief Executive Officer)

Mr. Wu Ching Her

(resigned on 26th January 2005)

Mr. Lo Chak Wa

(retired on 31st May 2004)

Non-Executive Directors:

Ms. Wang Koo Yik Chun (Honorary Chairlady)

Ms. Leslie Tang Schilling

Ms. Mak Wang Wing Yee, Winnie

Dr. Wang Shui Chung, Patrick

Mr. Tang Liu Chien, Oscar

(resigned on 30th September 2004)

Mr. Tang Yue Nien, Martin

(resigned on 30th September 2004)

Independent Non-Executive Directors:

Mr. Yuan Ching Man, James

Mr. Lo Kai Yiu, Anthony

Mr. James Christopher Kralik

In accordance with Bye-Laws 85 and 86 of the Company's Bye-Laws, Mr. Yuan Ching Man, James and Mr. James Christopher Kralik retire by rotation, and being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.



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董事及高層管理人員之履歷

於本報告日期，董事及高層管理人員之履歷簡介載於第4至7頁。

董事服務合約

各董事概無與本公司或其任何附屬公司簽訂一年內不能終止且須作出賠償(法定賠償除外)之服務合約。

董事酬金

本公司董事的酬金乃根據彼等的職責、任職年期、現時本公司的財政狀況及市況並經公平磋商後釐定。

董事截至二零零四年十二月三十一日止年度的酬金詳情載於賬目附註14(a)。

收購股份或債券之安排

除於本報告「購股權」一節及於賬目附註27內所披露者外，本公司、其附屬公司、其同系附屬公司或其控股公司於年內任何時間概無訂立任何安排，致使董事藉此購入本公司或其他機構之股份或債券而獲益。

Biographical details of Directors and senior management

Brief biographical details of Directors and senior management of the Company as at the date of this report are set out on pages 4 to 7.

Directors' service contracts

None of the Directors has a service contract with the Company or any of its subsidiaries, which is not determinable within one year without payment of compensation (other than statutory compensation).

Directors' emoluments

The emoluments payable to Directors of the Company are determined at arm's length on the basis of responsibilities involved, time devoted, current financial position of the Company and the prevailing market conditions.

Details of the emoluments of the Directors for the year ended 31st December 2004 are set out in note 14(a) to the accounts.

Arrangement to acquire shares or debentures

Save as disclosed in the section "Share options" of this report and in note 27 to the accounts, at no time during the year was the Company, its subsidiaries, its fellow subsidiaries or its holding company, 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.



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董事於重大合約中之權益

二零零三年四月一日，本公司之全資附屬公司華孚製衣廠有限公司（「華孚」）與TDB Company Limited（「TDB」）就新界葵涌梨木道66至72號德大工業大廈地下及二樓至十一樓的物業訂立租賃協議（「租賃協議」）。TDB之大部份股份由一項全權信託間接持有，而董事汪顧亦珍女士則為該全權信託之合資格受益人。根據聯交所證券上市規則（「上市規則」）附錄十六第15段，租賃協議於年內及本年度結算日屬重大合約。租賃協議詳情載於本報告「關連交易」一節。

除上述者外，於本年度結算日或本年內之任何時間，並無訂立與本集團業務有關、或由本公司、其附屬公司、同系附屬公司或控股公司參與而本公司董事或管理層成員直接或間接擁有重大利益之重要合約。

董事於競爭業務之權益

汪顧亦珍女士和汪建中先生是Hua Thai Manufacturing Public Company Limited（「華泰」）及其若干附屬公司之董事。華泰是本公司持有36.43%之聯營公司，該公司及其附屬公司均從事製衣和成衣貿易業務，其股份在泰國證券交易所上市。

汪建中先生是Triskele Company Limited（「Triskele」）之董事。Triskele是本公司持有20%之聯營公司，從事成衣及一般貿易業務。Triskele自二零零四年十二月起終止業務。

Directors' interests in contracts of significance

Hwa Fuh Manufacturing Company (Hong Kong) Limited ("Hwa Fuh"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement with TDB Company Limited ("TDB"), relating to the premises at ground and 2nd to 11th Floors, Tak Dah Industrial Building, 66-72 Lei Muk Road, Kwai Chung, New Territories (the "Tenancy Agreement") on 1st April 2003. TDB is a company with a majority of its shares being indirectly held by a discretionary trust of which Ms. Wang Koo Yik Chun, being a Director, is an eligible beneficiary. The Tenancy Agreement was a contract of significance which subsisted during the year and at the end of the year pursuant to paragraph 15 in Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Further particulars of the Tenancy Agreement are set out in the section "Connected transaction" of this report.

Save for the above, no contracts of significance in relation to the Group's businesses to which the Company, its subsidiaries, its fellow subsidiaries or its holding company was a party and in which any of the Company's Directors or members of its management had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' interests in competing businesses

Ms. Wang Koo Yik Chun and Mr. Wang Kin Chung, Peter are directors of Hua Thai Manufacturing Public Company Limited ("Hua Thai") and certain of its subsidiaries. Hua Thai is a 36.43% held associated company of the Company and, together with its subsidiaries, are engaged in the garment manufacturing and trading businesses. The shares of Hua Thai are listed on the Stock Exchange of Thailand.

Mr. Wang Kin Chung, Peter is a director of Triskele Company Limited ("Triskele"). Triskele is a 20% held associated company of the Company and is engaged in the garment and general trading business. Triskele ceased its business since December 2004.



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由於汪顧亦珍女士和汪建中先生是華泰及其若干附屬公司之董事，而汪建中先生是Triskele之董事，彼等被視為為直接或間接與本集團業務競爭或可能構成競爭之業務擁有權益，根據上市規則第8.10條，此權益必須在本公司年報內披露。

By virtue of Ms. Wang Koo Yik Chun's and Mr. Wang Kin Chung, Peter's directorships in Hua Thai and certain of its subsidiaries; and Mr. Wang Kin Chung, Peter's directorship in Triskele, they are considered to be interested in the businesses, which compete or are likely to compete, directly or indirectly, with the Group's business and are required to disclose such interests in the Company's annual report under rule 8.10 of the Listing Rules.

董事之證券權益

於二零零四年十二月三十一日，本公司各董事及最高行政人員於本公司及其相聯法團(定義見《證券及期貨條例》(「證券及期貨條例」))之股份、相關股份及債券中擁有根據證券及期貨條例第352條規定已登記於本公司置存的登記冊之權益及淡倉，或根據上市規則附錄十上市公司董事進行證券交易的標準守則(「標準守則」)之規定已知會本公司及聯交所之權益及淡倉如下：

Directors' interests in securities

As at 31st December 2004, the interests and short positions of each Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept by the Company under Section 352 of 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 under Appendix 10 of the Listing Rules ("Model Code") were as follows:

(I) 於本公司之股份權益

(I) Interests in shares of the Company

董事姓名 Name of Director	好倉/淡倉 Long/short position	所持股份數目 Number of shares held					總數 Total	佔已 發行股本 概約百分比 Approximate percentage of issued share capital
		直接 實益擁有 Directly beneficially owned	透過配偶或 未成年子女 Through spouse or minor child(ren)	透過 受控制公司 Through controlled corporation(s)	透過全權信託 /信託的受益 人或受託人 Through discretionary trust(s)/as beneficiary or trustee of trust(s)	透過一致 行動人士 Through person(s) acting in concert		
汪建中先生 Mr. Wang Kin Chung, Peter	好倉 Long position	-	-	188,260,000 (a)	-	-	188,260,000	70.05%
汪顧亦珍女士 Ms. Wang Koo Yik Chun	好倉 Long position	-	-	-	1,537,000 (b)	-	1,537,000	0.57%



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(II) 於華泰之股份權益

(II) Interests in shares of Hua Thai

董事姓名 Name of Director	好倉／淡倉 Long/short position	所持股份數目 Number of shares held			總數 Total	佔已發行股本 概約百分比 Approximate percentage of issued share capital
		直接實益擁有 Directly beneficially owned	透過配偶或 未成年子女 Through spouse or minor child(ren)			
汪建中先生 Mr. Wang Kin Chung, Peter	好倉 Long position	–	1,085,800 (c)	1,085,800	10.86%	
汪顧亦珍女士 Ms. Wang Koo Yik Chun	好倉 Long position	7,500 (d)	2,500 (d)	10,000	0.10%	

除上文所披露者外，於二零零四年十二月三十一日，本公司各董事或最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中持有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例董事被當作或視為持有之權益及淡倉）；(ii)根據證券及期貨條例第352條規定須登記於本公司置存的登記冊之權益或淡倉；或(iii)根據標準守則之規定知會本公司及聯交所之權益或淡倉。

Save as disclosed above, as at 31st December 2004, none of the Directors or chief executive of the Company had any interests or short position in the shares, underlying shares or debentures of the Company or associated corporation (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which a Director was taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.



董事會報告書 REPORT OF THE DIRECTORS

主要股東

按本公司根據證券及期貨條例第336條規定置存之主要股東登記冊，於二零零四年十二月三十一日，本公司獲知會下列股東（並非本公司董事或最高行政人員）按證券及期貨條例第XV部第2及第3分部向本公司披露持有或視為持有本公司股份、債券或相關股份之權益及／或淡倉。該等權益乃附加於上文「董事之證券權益」一節所披露有關本公司董事及最高行政人員之權益。

Substantial shareholders

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31st December 2004, the Company had been notified that the following shareholders (not being Directors or chief executive of the Company) were interested, or were deemed to be interested, in the following interests and/or short positions in the shares, debentures or underlying shares of the Company, notifiable to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO. These interests are in addition to those disclosed in the section "Directors' interests in securities" above in respect of the Directors and chief executive of the Company.

股東姓名 Name of shareholder	好倉／淡倉 Long/short position	所持股份數目 Number of shares held					總數 Total	佔已發行股本 概約百分比 Approximate percentage of issued share capital
		直接實益擁有 Directly beneficially owned	透過配偶或未成年子女 Through spouse or minor child(ren)	透過受控制公司 Through controlled corporation(s)	透過全權信託／信託的受益人或受託人 Through discretionary trust(s)/as beneficiary or trustee of trust(s)	透過一致行動人士 Through person(s) acting in concert		
Silver Tree Holdings Inc.	好倉 Long position	188,260,000 (a)	-	-	-	-	188,260,000	70.05%
丁岱曦女士 Ms. Daisy Ting	好倉 Long position	-	188,260,000 (e)	-	-	-	188,260,000	70.05%
唐驥千先生 Mr. Tang Chi Chien, Jack	好倉 Long position	-	-	-	-	188,260,000 (f)	188,260,000	70.05%



董事會報告書

REPORT OF THE DIRECTORS

所持股份數目

Number of shares held

股東姓名	好倉／淡倉	直接 實益擁有	透過配偶或 未成年子女	透過 受控制公司	透過全權信託 ／信託的受 益人或受託人		透過一致 行動人士	總數	佔已 發行股本 概約百分比
					Through discretionary trust(s)/as beneficiary or trustee of trust(s)	Through person(s) acting in concert			
Name of shareholder	Long/short position	Directly beneficially owned	Through spouse or minor child(ren)	Through controlled corporation(s)	Through discretionary trust(s)/as beneficiary or trustee of trust(s)	Through person(s) acting in concert	Total	Approximate percentage of issued share capital	
唐裕年先生 Mr. Tang Yue Nien, Martin	好倉 Long position	-	-	-	23,860,000 (g)	-	23,860,000	8.88%	
HSBC International Trustee (New Zealand) Limited (前稱 formerly known as Bermuda Trust (New Zealand) Limited)	好倉 Long position	-	-	-	29,206,000 (g and h)	-	29,206,000	10.87%	
HSBC International Trustee Limited	好倉 Long position	-	-	29,206,000 (i)	10,000 (i)	-	29,216,000	10.87%	

除上文所披露者外，於二零零四年十二月三十一日，就本公司董事或最高行政人員所知，並無其他人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中持有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條規定登記於本公司置存的登記冊之權益或淡倉。

Save as disclosed above, as at 31st December 2004, no other person (other than a Director or chief executive of the Company) known to any Director or chief executive of the Company had an interest or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.



董事會報告書 REPORT OF THE DIRECTORS

「董事之證券權益」及「主要股東」之附註（於二零零四年十二月三十一日之資料）：

Notes to sections “Directors’ interests in securities” and “Substantial shareholders” (per information as at 31st December 2004):

- a. 188,260,000股股份由汪建中先生全資擁有之公司Silver Tree Holdings Inc.實益擁有。
 - b. Euroworld Trustee Holdings Corporation以單位信託之信託人身份持有1,379,000股股份，該單位信託之單位由受益對象包括汪顯亦珍女士之全權信託持有。另外158,000股股份由Main World Investment Limited持有，其全部已發行股本由同一單位信託實益擁有。
 - c. 華泰之1,085,800股股份由汪建中先生之配偶丁岱曦女士持有。
 - d. 華泰之7,500股股份由汪顯亦珍女士持有，而2,500股股份則由其已故配偶汪松亮先生持有。
 - e. 188,260,000股股份由丁岱曦女士之配偶汪建中先生全資擁有之公司Silver Tree Holdings Inc.實益擁有（見附註a）。
 - f. 根據證券及期貨條例第317條，唐驥千先生視為於汪建中先生所持本公司股本證券權益中擁有權益，該等股本證券為由汪建中先生全資擁有之公司Silver Tree Holdings Inc.所持有之188,260,000股股份（見附註a）。
 - g. HSBC International Trustee (New Zealand) Limited以一項信託之受託人身份持有23,860,000股股份，該項信託之全權受益人為唐裕年先生。
 - h. HSBC International Trustee (New Zealand) Limited以多項信託之受託人身份持有29,206,000股股份，該等股份均以HSBC International Trustee Limited之名義登記。
 - i. 29,206,000股股份由HSBC International Trustee (New Zealand) Limited持有（見附註g及h），該公司經常／須根據HSBC International Trustee Limited的指示或指令行事。另外10,000股股份由HSBC International Trustee Limited以受託人（被動受託人除外）身份持有。
- a. 188,260,000 shares were beneficially owned by Silver Tree Holdings Inc., a company wholly-owned by Mr. Wang Kin Chung, Peter.
 - b. 1,379,000 shares were held by Euroworld Trustee Holdings Corporation as trustee of a unit trust, units of which were held by a trust, the discretionary objects of which included Ms. Wang Koo Yik Chun. Another 158,000 shares were held by Main World Investment Limited, the entire issued share capital of which was beneficially owned by the same unit trust.
 - c. 1,085,800 shares in Hua Thai were held by Ms. Daisy Ting, the spouse of Mr. Wang Kin Chung, Peter.
 - d. 7,500 shares in Hua Thai were held by Ms. Wang Koo Yik Chun and 2,500 shares were held by the late Mr. Wang Seng Liang, the spouse of Ms. Wang Koo Yik Chun.
 - e. 188,260,000 shares were beneficially owned by Silver Tree Holdings Inc., a company wholly-owned by Mr. Wang Kin Chung, Peter (see Note a), the spouse of Ms. Daisy Ting.
 - f. By virtue of Section 317 of the SFO, Mr. Tang Chi Chien, Jack was taken to be interested in the interest of Mr. Wang Kin Chung, Peter in the equity securities of the Company, namely 188,260,000 shares which were held by Silver Tree Holdings Inc., a company wholly-owned by Mr. Wang Kin Chung, Peter (see Note a).
 - g. HSBC International Trustee (New Zealand) Limited held 23,860,000 shares as trustee of a trust of which Mr. Tang Yue Nien, Martin was a discretionary beneficiary.
 - h. HSBC International Trustee (New Zealand) Limited held 29,206,000 shares as trustees for various trusts and all the shares were registered in the name of HSBC International Trustee Limited.
 - i. 29,206,000 shares were held by HSBC International Trustee (New Zealand) Limited (see Notes g and h), a company accustomed/obliged to act in accordance with the directions or instructions of HSBC International Trustee Limited. Another 10,000 shares were held by HSBC International Trustee Limited as trustee (other than a bare trustee).



董事會報告書

REPORT OF THE DIRECTORS

公眾持股量

根據已公開之資料及就董事會所知，本公司截至刊發本年報之最後可行日期止已維持足夠之公眾持股量。

購買、出售或贖回股份

本公司於年內並無贖回任何股份。本公司及其任何附屬公司於年內均無購買或出售本公司股份。

優先認股權

本公司細則中並無優先認購權之規定，而根據百慕達法例並無限制該權利，使本公司須按現有股東股份比例發售新股份。

管理階層合約

年內，本集團並無簽訂或存有任何有關本集團全盤業務或其中任何重大部份之管理及行政合約。

主要供應商和客戶

本集團主要供應商及客戶於年度內佔總採購額與銷售額之百分比如下：

採購額

—最大供應商	21%
—五大供應商合計	29%

銷售額

—最大客戶	12%
—五大客戶合計	42%

Public float

On the basis of information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float as at the latest practicable date prior to the issue of the annual report.

Purchase, sale or redemption of shares

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

Pre-emptive rights

There are no provisions for pre-emptive rights under the Company's Bye-Laws and there are no restrictions against such rights under the laws of Bermuda, which will oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Management contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

Major suppliers and customers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	21%
– five largest suppliers combined	29%

Sales

– the largest customer	12%
– five largest customers combined	42%



董事會報告書 REPORT OF THE DIRECTORS

本集團之聯營公司華泰及其附屬公司(統稱「華泰集團」)是本集團上述五大供應商之一。本集團與華泰集團的交易詳情載列於賬目附註31。本公司主席兼行政總裁汪建中先生的家族成員及親屬在華泰擁有實益權益。董事會認為，上述交易的條款並不優於提供予獨立第三方的條件。

除上述者外，於年度內並無任何董事、彼等之聯繫人士或據董事會所知持有本公司股本超過5%之股東擁有本集團五大客戶及／或供應商之實益權益。

關連交易

於二零零三年四月一日，本公司之全資附屬公司華孚與TDB就新界葵涌梨木道66-72號德大工業大廈地下及二樓至十一樓之物業(「該物業」)訂立租賃協議。TDB之大部份股份乃由一項全權信託間接持有，而董事汪顧亦珍女士則為該全權信託之合資格受益人。根據上市規則第十四章(於二零零四年三月三十一日前生效)，租賃協議構成本公司之關連交易。

租賃協議之詳情如下：

年期	:	兩年(由二零零三年四月一日起至二零零五年三月三十一日止)，可選擇再續期兩年，租金則由TDB與華孚商定
月租	:	港幣371,435元(不包括管理費用、差餉及地租)
該物業面積	:	約148,574平方呎
該物業用途	:	由本集團用作工廠、寫字樓及倉庫

Hua Thai, an associated company of the Group, and its subsidiaries (collectively known as the "Hua Thai Group") is one of the five largest suppliers of the Group referred to above. Details of transactions between the Group and Hua Thai Group are set out in note 31 to the accounts. A number of family members and relatives of Mr. Wang Kin Chung, Peter, the Chairman and the Chief Executive Officer of the Company, have beneficial interests in Hua Thai. In the opinion of the Board, such transactions were carried out on terms no more favourable than terms available to independent third parties.

Save as aforementioned, none of the Directors, their associates, or any shareholder (which to the knowledge of the Board owns more than 5% of the Company's share capital) has, at any time during the year, a beneficial interest in any of the Group's top five customers and/or suppliers.

Connected transaction

On 1st April 2003, Hwa Fuh, a wholly-owned subsidiary of the Company, entered into a Tenancy Agreement with TDB, in relation to the premises at Ground and 2nd to 11th Floors, Tak Dah Industrial Building, 66-72 Lei Muk Road, Kwai Chung, New Territories (the "Premises"). TDB is a company with a majority of its shares being indirectly held by a discretionary trust of which Ms. Wang Koo Yik Chun, a Director, is an eligible beneficiary. The Tenancy Agreement constituted a connected transaction for the Company under Chapter 14 of the Listing Rules (in force prior to 31st March 2004).

Details of the Tenancy Agreement were as follows:

Term	:	Two years (commencing from 1st April 2003 to 31st March 2005) with an option to renew and extend for two further years at a rent to be agreed between TDB and Hwa Fuh
Monthly rental	:	HK\$371,435 (excluding management fee, government rates and government rent)
Area of the Premises	:	Approximately 148,574 sq.ft.
Use of the Premises	:	Occupied by the Group as factory, office and warehouse premises



董事會報告書

REPORT OF THE DIRECTORS

租賃協議之條款乃經華孚與TDB經公平磋商後釐定，並根據獨立估值師行戴德梁行有限公司於二零零三年三月二十四日確認該物業當時之市值租金後計算。董事會（包括獨立非執行董事）認為，租賃協議之條款乃一般商業條款及公平合理，並符合本公司全體股東之利益。

本集團根據租賃協議於兩年期間支付之租金總額（為數港幣8,914,440元）佔本集團於二零零二年十二月三十一日之有形資產賬面淨值港幣691,424,000元少於3%，故租賃協議毋須根據當時上市規則第十四章之規定獲得本公司獨立股東批准。

獨立非執行董事已檢討該項交易，並確定交易乃按一般商業條款經公平磋商後於本集團日常業務中進行，為公平合理及符合本公司股東之利益。

上述交易之進一步資料載於本公司二零零三年四月一日發出之公告。

核數師

本賬目已由羅兵咸永道會計師事務所審核，該核數師任滿告退，惟願應聘連任。

董事會代表

汪建中

主席兼行政總裁

香港，二零零五年四月二十二日

The terms of the Tenancy Agreement were arrived at after arms-length negotiations between Hwa Fuh and TDB and were based on the confirmation from DTZ Debenham Tie Leung Limited, a firm of independent valuers, on 24th March 2003, of the then market rental of the Premises. The Board (including the independent non-executive Directors) considered the terms of the Tenancy Agreement to be normal commercial terms and were fair and reasonable and in the interests of all shareholders of the Company.

As the aggregate rental payable by the Group pursuant to the Tenancy Agreement for the two-year term (in the amount of HK\$8,914,440) represents less than 3% of the book value of the net tangible assets of the Group of HK\$691,424,000 as at 31st December 2002, the Tenancy Agreement was not subject to the approval by the Company's independent shareholders pursuant to Chapter 14 of the Listing Rules then prevailing.

The independent non-executive Directors have reviewed such transaction and confirmed that the transaction has been carried out under normal commercial terms, in the ordinary and usual course of business of the Group and on an arm's length basis, and is fair and reasonable in so far as the shareholders of the Company are concerned.

Further details of the transaction were set out in the announcement of the Company dated 1st April 2003.

Auditors

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Wang Kin Chung, Peter

Chairman and Chief Executive Officer

Hong Kong, 22nd April 2005