

董事會欣然提呈本公司截至二零零四年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為一投資控股公司，其附屬公司及聯營公司之主要業務分別為製造及經銷電子商品、導電硅橡膠按鍵、印製電路板及電訊產品。

業績及分配

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51頁之綜合損益表。

董事會建議向於二零零五年五月三十一日名列本公司股東名冊上之股東派發末期股息每股1港仙，股息金額合共約5,508,000港元。

本公司將於二零零五年五月二十四日至二零零五年五月三十一日（首尾兩天包括在內）期間暫停辦理股份過戶登記手續，於該期間內將不會進行任何股份之過戶登記。

物業、廠房及設備

本集團於二零零四年十二月三十一日重估其土地及樓宇，導致出現重估盈餘約17,352,000港元及602,000港元，並已分別直接計入資產重估儲備及損益表中。

於年內，本集團以約11,302,000港元收購租約土地及樓宇以及以約48,720,000港元收購廠房、機器及模具以擴充生產設備。

有關本集團之物業、廠房及設備於年內其他變動之詳情，載於財務報表附註12。

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

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its subsidiaries and associate are the manufacture of and trading in electronic products, conductive silicon rubber keypads, printed circuit boards, and telecommunication products, respectively.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2004 are set out in the consolidated income statement on page 51.

The directors recommend the payment of a final dividend of HK1 cent per share to the shareholders whose names appear on the register of members on 31 May 2005, amounting to a total amount of approximately HK\$5,508,000.

The register of members of the Company will be closed from 24 May 2005 to 31 May 2005, both days inclusive, during which period no transfer of shares will be registered.

PROPERTY, PLANT AND EQUIPMENT

The Group's land and buildings were revalued at 31 December 2004, resulting in a revaluation surplus of approximately HK\$17,352,000 and HK\$602,000 which has been credited directly to the asset revaluation reserve and the income statement, respectively.

During the year, the Group acquired a leasehold land and building at a cost of approximately HK\$11,302,000 and plant, machinery and moulds at a cost of approximately HK\$48,720,000 to expand its production facilities.

Details of these and other movements during the year in property, plant and equipment of the Group are set out in Note 12 to the financial statements.

儲備

本集團及本公司年內之儲備變動詳情，載於財務報表附註25。

董事及服務合約

年內及直至本報告日期為止，本公司之董事如下：

執行董事：

唐錫麟先生 (主席兼董事總經理)
李嘉輝先生
高麗瓊女士
鍾惠愉女士

非執行董事：

李國樑先生
楊耀宗先生

獨立非執行董事：

孫耀全先生
曹廣榮先生
葛根祥先生

根據本公司之公司細則，李國樑先生、楊耀宗先生及曹廣榮先生任期屆滿需依章告退，惟彼等符合資格並願膺選連任。

唐錫麟先生、李嘉輝先生、高麗瓊女士及鍾惠愉女士已與本公司簽訂由二零零四年四月一日起至二零零七年三月三十一日止為期三年的服務合約。

除上文披露者外，各擬於即將舉行之股東週年大會重選連任之董事，並無與本集團訂立不能於一年內由本集團終止，而毋須作出賠償(法定賠償除外)之服務合約。

根據本公司之公司細則規定，非執行董事之任期為一年，由二零零五年一月一日至二零零五年十二月三十一日止及以輪值退任之方式委任。

RESERVES

Details of movements during the year in the reserves of the Group and the Company are set out in Note 25 to the financial statements.

DIRECTORS AND SERVICE CONTRACTS

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

Executive directors:

Mr. Tong Shek Lun (*Chairman and Managing Director*)
Mr. Li Ka Fai, Fred
Ms. Ko Lai King, Kinny
Ms. Chung Wai Yu, Regina

Non-executive directors:

Mr. Lee Kwok Leung
Mr. Yang Yiu Chong, Ronald Jeffrey

Independent non-executive directors:

Mr. Sun Yaoquan
Mr. Tsao Kwang Yung, Peter
Mr. Goh Gen Cheung

In accordance with the Company's bye-laws, Mr. Lee Kwok Leung, Mr. Yang Yiu Chong, Ronald Jeffrey and Mr. Tsao Kwang Yung, Peter retire and, being eligible, offer themselves for re-election.

Mr. Tong Shek Lun, Mr. Li Ka Fai, Fred, Ms. Ko Lai King, Kinny and Ms. Chung Wai Yu, Regina have entered into service contracts with the Company for a period of three years commencing from 1 April 2004 to 31 March 2007.

Other than as disclosed above, no director being 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.

The non-executive directors have been appointed for a term of one year from 1 January 2005 to 31 December 2005 and are subject to retirement by rotation in accordance with the Company's bye-laws.

董事之合約權益

於年終時或本年度任何時間內，本公司或其任何附屬公司概無訂立任何本公司董事直接或間接擁有重大權益之重要合約。

董事於競爭業務之權益

各執行董事向本公司確認彼等除本集團業務外，概無於其他業務擁有權益，致使其與本集團業務直接或間接競爭或可能競爭。

董事之證券權益

於二零零四年十二月三十一日，根據證券及期貨條例（「證券及期貨條例」）（香港法例第371章）第352條規定而設置之登記冊所載或已根據上市公司董事進行證券交易的標準守則向本公司及聯交所呈報，各董事及彼等之聯繫人士持有本公司及其相聯法團之股份及認購股權之權益如下：

- (i) 本公司每股面值0.1港元之普通股（好倉）

DIRECTORS' INTERESTS IN CONTRACTS

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 and indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The executive directors have confirmed to the Company that they are not interested in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

DIRECTORS' INTERESTS IN SECURITIES

At 31 December 2004, the interests of the directors and their associates in the shares and share options of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (Chapter 371 of the Laws of Hong Kong) ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

- (i) Ordinary shares of HK\$0.1 each of the Company (Long position)

董事姓名 Name of director	權益類別 Type of interest	持有之 普通股數目 Number of ordinary shares held	佔本公司 已發行股本 之百分比 Percentage of issued share capital of the Company
唐錫麟先生 Mr. Tong Shek Lun	公司權益 Corporate	231,180,000	42%
李嘉輝先生 Mr. Li Ka Fai, Fred	公司權益 Corporate	231,180,000	42%
高麗瓊女士 Ms. Ko Lai King, Kinny	公司權益 Corporate	231,180,000	42%
鍾惠愉女士 Ms. Chung Wai Yu, Regina	公司權益 Corporate	231,180,000	42%

董事之證券權益 (續)

- (i) 本公司每股面值0.1港元之普通股(好倉)(續)

以上股份由本公司主要股東Sapphire Profits Limited持有，唐錫麟先生、李嘉輝先生、高麗瓊女士及鍾惠愉女士分別持有Sapphire Profits Limited已發行股本之90.41%、3.46%、3.46%及2.67%。

- (ii) 認購股權

董事於本公司之認購股權權益詳情載於下文「認購股權計劃」內。

除上文及「認購股權計劃」內所披露之持股權外，所有董事及其聯繫人士於二零零四年十二月三十一日概無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有權益或淡倉。

DIRECTORS' INTERESTS IN SECURITIES (CONTINUED)

- (i) Ordinary shares of HK\$0.1 each of the Company (Long position) (continued)

The above shares are held by Sapphire Profits Limited, a substantial shareholder of the Company. Mr. Tong Shek Lun, Mr. Li Ka Fai, Fred, Ms. Ko Lai King, Kinny and Ms. Chung Wai Yu, Regina each owns 90.41%, 3.46%, 3.46% and 2.67% of the issued share capital of Sapphire Profits Limited, respectively.

- (ii) Share options

Details of the directors' interests in share options of the Company are set out in the section headed "Share Option Schemes" below.

Other than the holdings disclosed above, and in the section headed "Share Option Schemes" none of the directors and their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations at 31 December 2004.

認購股權計劃

根據本公司一項於一九九八年二月十四日通過之決議案而採納，並將於二零零八年二月十三日期滿之認購股權計劃（「舊認購股權計劃」），本公司董事會可向合資格僱員，包括本公司及其任何附屬公司之董事授出認購股權，以認購本公司股份。

根據本公司於二零零二年五月二十九日舉行之股東週年大會，本公司已終止舊認購股權計劃，並採納符合上市規則第17章經修訂規則之新認購股權計劃（「認購股權計劃」）。惟於舊認購股權計劃終止後，將不會再根據舊認購股權計劃授出任何認購股權，而舊認購股權計劃之其他條文將會繼續生效，致使可行使所有於二零零一年九月一日前根據舊認購股權計劃授出但尚未行使之所有認購股權，且根據舊認購股權計劃之條款，所有該等認購股權將仍然有效及可予行使。

於本年度內，概無根據認購股權計劃授出認購股權。

本公司各項認購股權計劃之詳情，載於財務報表附註27。

除上述之認購股權計劃外，於本年度任何時間內，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可藉購買本公司或任何其他法定團體之股份或債券而獲益。

SHARE OPTION SCHEMES

In accordance with the Company's share option scheme (the "Old Share Option Scheme") which was adopted pursuant to a resolution passed on 14 February 1998 and which will expire on 13 February 2008, the board of directors of the Company may grant options to eligible employees, including directors, of the Company and any of its subsidiaries to subscribe for shares in the Company.

Pursuant to the annual general meeting held by the Company on 29 May 2002, the Old Share Option Scheme was terminated and a new share option scheme which complied with the amended rules of Chapter 17 of the Listing Rules (the "Share Option Scheme") was adopted. Except that no further options may be granted under the Old Share Option Scheme consequent upon its termination, all the other provisions of the Old Share Option Scheme will remain in force so as to give effect to the exercise of all outstanding options granted under the Old Share Option Scheme prior to 1 September 2001 and all such options will remain valid and exercisable in accordance with the terms of the Old Share Option Scheme.

No options were granted under the Share Option Scheme during the year.

Particulars of the Company's share option schemes are set out in Note 27 to the financial statements.

Other than the share option schemes 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.

主要股東

除上文「董事之證券權益」所披露之權益外，於二零零四年十二月三十一日根據證券及期貨條例第336條存置之主要股東名冊顯示，下列股東已知會本公司其擁有本公司已發行股本中有關權益：

好倉 Long position	持有之 普通股數目 Number of ordinary shares held	佔本公司已發行 股本之百分比 Percentage of issued share capital of the Company
名稱 Name		
Sapphire Profits Limited	231,180,000	42%
Perfect Treasure Investment Limited	88,100,000	16%

除上文所披露者外，本公司並未獲知會任何於二零零四年十二月三十一日佔本公司已發行股本中任何其他有關權益或淡倉。

主要客戶及供應商

於本年度內，本集團之最大及五大供應商分別佔本集團之總購買額約23%及45%。本集團之最大及五大客戶分別佔本集團總營業額約10%及34%。

所有董事及其聯繫人士或任何股東(據董事所知擁有本公司5%以上之已發行股本)概無擁有本集團五大客戶或供應商之權益。

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2004, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that, other than the interests of certain directors disclosed under the section headed "Directors' Interests in Securities" above, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2004.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's largest and top five suppliers accounted for approximately 23% and 45% of the Group's total purchases, respectively. The Group's largest and top five customers accounted for approximately 10% and 34% of the Group's total turnover, respectively.

None of the directors, their associates or shareholders which to the knowledge of the directors owns more than 5% of the Company's issued share capital has any interest in any of the Group's five largest customers or suppliers.

可換股證券、認股權證或類似權利

本公司於二零零四年十二月三十一日並無尚未行使之可換股證券、認股權證或類似權利，而年內亦無行使任何可換股證券、認股權證或類似權利。

購買、出售及回購本公司上市證券

於本年度內，本公司及其各附屬公司概無購買、出售或贖回本公司任何上市證券。

股份優先購買權

本公司之公司細則或百慕達法律均無關於股份優先購買權之規定，要求本公司在發行新股時須按比例配發予現有股東。

授予聯營公司之融資及承擔

根據於二零零二年八月十四日訂立之貸款協議，本集團向長盈集團授予總額5,000,000美元(相等於約39,000,000港元)之貸款(「貸款」)。於二零零四年十二月三十一日，貸款之應計利息約為261,000港元。

於二零零四年十二月三十一日，本集團向長盈集團另行作出約31,723,000港元之墊款(「墊款」)，供其用作一般營運資金。該筆墊款為無抵押，利息按香港上海滙豐銀行有限公司於每月月底之最優惠利率計算，且無固定還款期。

於二零零四年十二月三十一日，本集團向銀行提供之信貸擔保乃本集團及長盈集團合共可動用之信貸額(主要為一般貿易貸款及融資租賃貸款)(「擔保」)，總額約289,800,000港元。於二零零四年十二月三十一日，本集團及長盈集團已分別動用信貸額中約27,982,000港元及約101,064,000港元。

CONVERTIBLE SECURITIES, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, warrants or other similar rights as at 31 December 2004 and there has been no exercise of any convertible securities, warrants or similar rights during the year.

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

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

PRE-EMPTIVE RIGHTS

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

FINANCIAL ASSISTANCE AND GUARANTEES GIVEN TO/FOR AFFILIATED COMPANIES

Pursuant to a loan agreement dated 14 August 2002, a loan of an aggregate amount of US\$5,000,000 (equivalent to approximately HK\$39,000,000) (the "Loan") was granted by the Group to the Ascalade Group. As at 31 December 2004, accrued interest in respect of the loan amounted to approximately HK\$261,000.

As at 31 December 2004, advances (the "Advances") further granted by the Group to the Ascalade Group for general working capital purposes amounted to approximately HK\$31,723,000. Such advances are unsecured, bear interest at prime rate as quoted by the Hongkong and Shanghai Banking Corporation Limited at the end of each month and have no fixed terms of repayment.

As at 31 December 2004, the guarantees given by the Group to banks in respect of facilities (mainly in the form of general trade facilities and finance lease facilities) (the "Guarantees") which may be utilised collectively by the Group and the Ascalade Group amounted to an aggregate amount of approximately HK\$289,800,000. As at 31 December 2004, the Group and the Ascalade Group had utilised such facilities to the extent of approximately HK\$27,982,000 and approximately HK\$101,064,000 respectively.

授予聯營公司之融資及承擔 (續)

於二零零四年十二月三十一日，長盈集團根據擔保動用且未償還之貸款、墊款及信貸額合共約172,048,000港元，相當於本集團截至二零零四年十二月三十一日止年度之資產淨值約43.6%。長盈集團在擔保下之此等貸款、墊款及已動用信貸額載於財務報表附註15、18及29。

長盈集團於二零零四年十二月三十一日之綜合資產負債表包括下列之資產與負債：

		千港元 HK\$'000
非流動資產	Non-current assets	216,325
流動資產	Current assets	287,617
流動負債	Current liabilities	(196,107)
流動資產淨值	Net current assets	91,510
非流動負債	Non-current liabilities	(158,130)
股東資金	Shareholders' funds	149,705

長盈集團之詳情載於財務報表附註15。

FINANCIAL ASSISTANCE AND GUARANTEES
GIVEN TO/FOR AFFILIATED COMPANIES

(CONTINUED)

As at 31 December 2004, the aggregate amount of the outstanding Loan and Advances and facilities utilised by the Ascalade Group under the Guarantees amounted to approximately HK\$172,048,000, which represented approximately 43.6% of the net asset value of the Group as at 31 December 2004. Particulars of the Loan, Advances and facilities utilised by the Ascalade Group under the Guarantees are set out in Notes 15, 18 and 29 to the financial statements.

The consolidated balance sheet of the Ascalade Group as at 31 December 2004, which included the assets and the liabilities to the Group, is as follows:

Details of the Ascalade Group are set out in Note 15 to the financial statements.

公司管治

截至二零零四年十二月三十一日止年度，本公司已遵守根據香港聯合交易所有限公司證券上市規則附錄14所載之最佳應用守則。

本公司已採納一項其條款不低於香港聯合交易所有限公司證券上市規則附錄10載列所需標準（「標準守則」）之董事進行證券交易之行為守則。經向董事作出特定查詢後，各董事確認，彼等已一直遵守標準守則載列之所需標準及本公司採納之董事進行證券交易之行為守則。

本公司已根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條，得到各獨立非執行董事確認彼等獨立性之年度確認。本公司認為，所有獨立非執行董事均屬獨立。

於二零零五年四月二十二日，董事會成立薪酬委員會及提名委員會。各委員會由三位成員組成，主要為獨立非執行董事。各委員會均已採納符合上市規則附錄14所載之職權範圍。

薪金政策

本集團僱員之薪金政策乃由董事會根據僱員之優點、資格及能力釐定。

足夠之公眾持股量

本公司於截至二零零四年十二月三十一日止年度一直維持足夠之公眾持股量。

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31 December 2004 with the Code of Best Practice as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Model Code"). Having made specific enquiry of all directors, all directors confirmed they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by directors adopted by the Company.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"). The Company considers all of the independent non-executive Directors are independent.

On 22 April, 2005, a remuneration committee and a nomination committee were established by the board of Directors. Each of the committees comprises three members, the majority of which being independent non-executive Directors. Each of the committees has adopted the terms of the reference in line with those set out in Appendix 14 of the Listing Rules.

EMOLUMENT POLICY

The emolument policy for employees of the Group is set by the Board of Directors on the basis of their merit, qualifications and competence.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2004.

核數師

本公司將於股東週年大會上提呈德勤•關黃陳方會計師行續任本公司核數師之決議案。

承董事會命

主席兼董事總經理
唐錫麟

香港
二零零五年四月二十二日

AUDITORS

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

On behalf of the Board

Tong Shek Lun
Chairman and Managing Director

Hong Kong
22 April 2005