



# Report of the Directors

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2005.

## **PRINCIPAL ACTIVITIES**

The principal activity of the Company is investment holding. During the year, the Group was principally engaged in the trading of timber logs. In the prior year, the Group was also principally involved in the provision and installation of fire-rated timber door sets and the provision of interior decoration and renovation services. These activities were minimal in the current year.

## **RESULTS AND DIVIDENDS**

The Group's loss for the year ended 31 March 2005 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 20 to 55.

The directors do not recommend the payment of any dividends in respect of the year.

## **SUMMARY FINANCIAL INFORMATION**

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 56. This summary does not form part of the audited financial statements.

## **FIXED ASSETS**

Details of movements in the fixed assets of the Company and the Group during the year are set out in note 13 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 which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## **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 year.

## **RESERVES**

Details of movements in the reserves of the Company and the Group during the year are set out in note 27(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

## **DISTRIBUTABLE RESERVES**

At 31 March 2005, the Company had no reserves available for distribution, calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended) (2004: HK\$3,264,000).

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 100% of the total sales for the year and sales to the largest customer included therein amounted to 50%. The Group's sole supplier accounted for 100% of the total purchases for the year.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or the sole supplier.

## DIRECTORS

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

### *Executive directors:*

|                            |                            |
|----------------------------|----------------------------|
| Mr. Lum Chor Wah, Richard  | (appointed on 9 June 2004) |
| Mr. Yeung Tony Ming Kwong  | (appointed on 9 June 2004) |
| Mr. Pun Yuen Sang          |                            |
| Mr. Tang Hin Keung, Alfred |                            |
| Mr. Chu Chi Ming           | (resigned on 9 June 2004)  |
| Mr. Mak Kui Yuen           | (resigned on 9 June 2004)  |
| Ms. Ip Siu Fung            | (resigned on 9 June 2004)  |
| Ms. Lee Lim                | (resigned on 9 June 2004)  |

### *Independent non-executive directors:*

|                           |                                 |
|---------------------------|---------------------------------|
| Mr. Leung Chi Hung        |                                 |
| Mr. Tsui Robert Che Kwong | (appointed on 27 August 2004)   |
| Mr. Lam Allan Shu Cheuk   | (appointed on 18 November 2004) |
| Mr. Ng Chi Kin, Kenny     | (resigned on 18 November 2004)  |

In accordance with the Company's bye-laws, Mr. Yeung Tony Ming Kwong, Mr. Leung Chi Hung, Mr. Tsui Robert Che Kwong and Mr. Lam Allan Shu Cheuk will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of the independence from Mr. Leung Chi Hung, Mr. Tsui Robert Che Kwong, and Mr. Lam Allan Shu Cheuk, and still considers them to be independent as at the date of this report.

## DIRECTORS' BIOGRAPHIES

Biographical details of the directors of the Company are set out on pages 10 to 11 of the annual report.



## Report of the Directors *(Continued)*

### **DIRECTORS' SERVICE CONTRACTS**

Mr. Pun Yuen Sang and Mr. Tang Hin Keung, Alfred, have entered into service contracts with the Company for a term of two years commencing on 1 July 2002, which shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice, with such notice not expiring earlier than 1 July 2004.

Mr. Lum Chor Wah, Richard, has entered into a service contract with the Company for a term of two years commencing on 1 August 2004, which shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice, with such notice not expiring earlier than 1 August 2006.

During the year, Mr. Yeung Tony Ming Kwong has no service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Apart from the foregoing, no director has entered into any service agreements with any members of the Group (excluding contracts expiring or determinable by the employee within one year without payment of compensation other than statutory compensation).

### **DIRECTORS' REMUNERATION**

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

### **DIRECTORS' INTERESTS IN CONTRACTS**

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during the year.

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2005, the interests of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

### Long positions in ordinary shares of the Company:

| Name of director           | Notes | Number of shares held through controlled corporation | Percentage of the Company's issued share capital |
|----------------------------|-------|--|--|
| Mr. Yeung Tony Ming Kwong  | 1     | 369,600,000  | 55   |
| Mr. Tang Hin Keung, Alfred | 2     | 134,400,000  | 20   |
| Mr. Pun Yuen Sang          | 2     | <u>134,400,000</u>                                   | <u>20</u>  |

Notes:

- (1) Mr. Yeung Tony Ming Kwong is interested in these shares through Smart Town Holdings Limited, a company which is 50% and 50% beneficially owned by Mr. Yeung Tony Ming Kwong and Mr. Liu Ching Hua, respectively.
- (2) Mr. Tang Hin Keung, Alfred and Mr. Pun Yuen Sang are interested in these shares through Pan-Star Nominees Limited, a company which is 40%, 30% and 30% beneficially owned by Mr. Wei Ming, Mr. Tang Hin Keung, Alfred and Mr. Pun Yuen Sang, respectively.

In addition to the above, certain directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, as at 31 March 2005, none of the directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the share option scheme disclosures in note 26(b) to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director of the Company or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

## Report of the Directors *(Continued)*

### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES**

As at 31 March 2005, the following interests and underlying shares of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

#### **Long positions in ordinary shares of the Company:**

| <b>Name</b>                 | <b>Notes</b> | <b>Capacity and nature of interest</b> | <b>Number of ordinary shares held</b> | <b>Percentage of the Company's issued share capital</b> |
|-----------------------------|--------------|--|---------------------------------------|---|
| Smart Town Holdings Limited | 1            | Directly beneficially owned            | 369,600,000                           | 55.00   |
| Mr. Liu Ching Hua           | 1            | Through a corporation                  | 369,600,000                           | 55.00   |
| Pan-Star Nominees Limited   | 2            | Directly beneficially owned            | 134,400,000                           | 20.00   |
| Mr. Wei Ming                | 2            | Through a corporation                  | 134,400,000                           | 20.00   |

#### *Notes:*

- (1) The ordinary shares are held by Smart Town Holdings Limited, which is 50% and 50% beneficially owned by Mr. Yeung Tony Ming Kwong and Mr. Liu Ching Hua, respectively.
- (2) The ordinary shares are held by Pan-Star Nominees Limited, which is 40%, 30% and 30% beneficially owned by Mr. Wei Ming, Mr. Tang Hin Keung, Alfred and Mr. Pun Yuen Sang, respectively.

Save as disclosed above, as at 31 March 2005, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## **DISCLOSURE PURSUANT TO RULE 13.20 OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "LISTING RULES")**

Pursuant to rule 13.20 of the Listing Rules, the details of the Group's trade deposits and accounts receivable, which exceeded 8% of the Group's total assets (the percentage ratio as defined under the Listing Rules) as at 31 March 2005, are set out below:

### **Trade deposits**

The Group had advanced trade deposits to an independent third party, Man Fai Tai Congo (Holding) Limited s.a.r.l., of approximately HK\$24.3 million for the purchase of timber logs for trading purposes. In the opinion of the directors, the trade deposits resulted from the ordinary course of business of the Group. The trade deposits were interest-free, unsecured and repayable on demand.

### **Accounts receivable**

Accounts receivable of approximately HK\$12.1 million was due from an independent third party, Ming Wah Engineering (Development) Company Limited ("Ming Wah") for the provision of interior decoration services. In the opinion of the directors, the accounts receivable resulted from the ordinary course of business of the Group. The accounts receivable were interest-free, unsecured and due to be repayable within seven days upon Ming Wah's receipt of the settlement from the main contractor.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report, being the latest practicable date prior to the date of this report.

## **POST BALANCE SHEET EVENTS**

Details of the significant post balance sheet events of the Group are set out in note 33 to the financial statements.

## **CODE OF BEST PRACTICE**

In the opinion of the directors, the Company complied with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules, throughout the accounting period covered by the annual report, except that the independent non-executive directors of the Company are not appointed for specific terms as required by paragraph 7 of the Code, but are subject to retirement by rotation in accordance with the Company's bye-laws.

## **MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules (the "Model Code") as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have complied with the required standard set out in the Model Code, throughout the accounting period covered by the annual report.



## Report of the Directors *(Continued)*

### **AUDIT COMMITTEE**

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the three independent non-executive directors of the Company.

### **AUDITORS**

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

**Lum Chor Wah, Richard**

*Chairman*

Hong Kong  
27 July 2005