

Directors' Report 董事會報告

The directors of the Company (the "Directors") submit herewith their annual report together with the audited financial statements for the year ended 31 March 2006.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 17 to the financial statements.

The analyzes of the principal activities and geographical locations of the operations of the Group during the financial year are set out in note 6 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, turnover attributable to the Group's five largest customers accounted for 80.3% of the total turnover for the year and turnover attributable to the Group's largest customer accounted for 55.5% of the total turnover for the year.

The aggregate purchases during the year attributable to Group's one major supplier was accounted for the Group's 89.7% of the total purchase for the year. Dr Kiss, the Chairman and non-executive director of the Company and his associates (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had a majority interest (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) in this major supplier.

FINANCIAL STATEMENTS

The loss of the Group for the year ended 31 March 2006 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 39 to 131.

The Directors do not recommend the payment of any dividends in respect of the year ended 31 March 2006 (2005: Nil).

本公司董事（「董事」）全人謹將截至二零零六年三月三十一日止年度之年報及經審核財務報表呈覽。

主要業務

本公司之主要業務為投資控股。附屬公司之主要業務及其他詳情列載於財務報表附註17。

本集團於本財政年度之主要業務和經營地區分析列載於財務報表附註6。

主要客戶及供應商

於回顧年度，五大客戶佔本集團全年總營業額的80.3%，而當年中最大客戶佔本集團全年總營業額55.5%。

年內，本集團之一名主要供應商應佔之總採購額佔本集團本年度總採購額之89.7%。本公司主席及非執行董事Dr Kiss及其關連人士（彼就董事所知持有本公司已發行股本5%以上）擁有該主要供應商主要權益（定義見香港聯合交易所證券上市規則（「上市規則」））。

財務報表

本集團截至二零零六年三月三十一日止年度之虧損及本公司與本集團於該日之財務狀況列載於第39至131頁之財務報表內。

董事不建議派發截至二零零六年三月三十一日止年度之股息（二零零五年：零港元）。

Directors' Report 董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment during the year are set out in note 15 to the financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 28 to the financial statements.

ACCUMULATED LOSSES AND RESERVES

Details of movements in accumulated losses and reserves of the Company and the Group during the year are set out in note 30 and consolidated statement of changes in equity to the financial statements respectively.

DIRECTORS

The Directors during the financial year and up to the date of this report were:

Chairman and non-executives director

Dr Zoltan J. Kiss

(appointed on 24 January 2006)

Executive Directors

Seligman Pierre

Chu Chik Ming Jack

Chan Wai Kwong Peter

Chan How Chung Victor (resigned on 24 January 2006)

Lee Huei Lin (resigned on 8 June 2006)

Independent Non-executive Directors

Chow Siu Ngor

Yin Tat Man

Tam Kam Biu William (appointed on 24 January 2006)

Chan Pei Cheong Andy (resigned on 27 October 2005)

In accordance with bye-law 88 of the Company's bye-laws, Mr Chow Siu Ngor and Mr Chan Wai Kwong Peter retires and, being eligible, offers himself for re-election at the forthcoming annual general meeting.

物業、廠房及設備

年內物業、廠房及設備之變動詳情列載於財務報表附註15。

股本

年內本公司股本變動詳情列載於財務報表附註28。

累計虧損及儲備

年內本公司及本集團之累計虧損及儲備變動詳情分別列載於財務報表附註30及綜合股權變動表。

董事

本財政年度內及截至本報告日期，本公司董事如下：

主席兼非執行董事

Dr Zoltan J. Kiss

(於二零零六年一月二十四日獲委任)

執行董事

Seligman Pierre

朱植明

陳為光

陳孝聰 (於二零零六年一月二十四日辭任)

李慧玲 (於二零零六年六月八日辭任)

獨立非執行董事

鄒小岳

袁達文

譚錦標 (於二零零六年一月二十四日獲委任)

陳庇昌 (於二零零五年十月二十七日辭任)

根據本公司之公司細則第88條，鄒小岳先生及陳為光先生依章告退，惟合資格並願意在即將召開之股東週年大會上膺選連任。

In accordance with bye-law 86(2) of the Company's bye-laws, Dr Zoltan J. Kiss and Mr Tam Kam Biu William retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election and re-appointment at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Details of the Dr Kiss's interests and Mr Chan How Chung Victor's interest in contracts are set out in note 36 to the financial statements.

Save as disclosed above, no contract of significance to which the Company, its holding company, its fellow subsidiaries or any of its subsidiaries was a party, in which a Director had a material interest, subsisted at the end of the year or at any time during the year.

根據公司細則第86(2)條，Dr Zoltan J. Kiss及譚錦標先生依章告退，惟合資格並願意在即將召開之股東週年大會上膺選連任。

董事的服務合約

擬在即將召開之股東週年大會上膺選連任之董事概無與本公司或任何附屬公司訂立如不作出賠償（法定賠償除外）則不能於一年內終止之服務合約。

董事所佔合約權益

Dr Kiss及陳孝聰先生所佔合約權益之詳情載於財務報表附註36。

除上文披露者外，本公司、其控股公司、其同集團附屬公司或其任何附屬公司在年終時或本年度內任何時間，概無訂立任何令董事擁有重大權益之重要合約。



Directors' Report 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 March 2006, the interests or short positions of the Directors and chief executives and their associates in the shares of the Company as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (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 Companies (the "Model Code") were as follows:

Long position in the ordinary shares of HK\$0.01 each (the "Shares") in the Company

董事及主要行政人員之證券權益

於二零零六年三月三十一日，董事及本公司主要行政人員及彼等之聯繫人士於本公司之股份中擁有根據證券及期貨條例（「證券及期貨條例」）第352條須記錄在本公司存置之名冊上之權益及淡倉，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或淡倉如下：

於本公司每股面值0.01港元普通股（「股份」）之好倉

| Name of Director 董事姓名 | Number of Shares 股份數目 | Type of interest 權益類別 | Percentage of issued share capital 佔已發行股本百分比 |
|---|----------------------------------|---|--|
| Dr Zoltan J. Kiss ("Dr Kiss") Dr Zoltan J. Kiss (「Dr Kiss」) | 600,000,000 (Note a) (附註a) | Interest in controlled corporations 受控制公司權益 | 16.52% |
| Seligman Pierre ("Mr Seligman") Seligman Pierre (「Seligman先生」) | 24,700,000 (Note b) (附註b) | Beneficial 實益 | 0.68% |
| Chu Chik Ming Jack ("Mr Chu") 朱植明 (「朱先生」) | 1,000,000 (Note c) (附註c) | Beneficial 實益 | 0.03% |
| Chan Wai Kwong Peter ("Mr Chan") 陳為光 (「陳先生」) | 600,000 (Note d) (附註d) | Beneficial 實益 | 0.02% |
| Lee Hwei Lin ("Ms Lee") 李慧玲 (「李小姐」) | 2,700,000 (Note e) (附註e) | Beneficial 實益 | 0.07% |

Notes:

a. Of the 600,000,000 Shares are indirectly held by Dr Kiss through a wholly owned subsidiary of Flytech Holdings Limited, namely, Multichannel Investments Limited. The entire share capital of Flytech Holdings Limited is wholly owned by Dr Kiss.

附註：

a. 由Dr Kiss間接持有之600,000,000股股份由Flytech Holdings Limited全資擁有之附屬公司，即Multichannel Investments Limited持有。Flytech Holdings Limited所有股本由Dr Kiss全資擁有。

- | | |
|--|--|
| b. Mr Seligman is beneficially interested in 24,700,000 options granted by the Company. | b. Seligman先生實益擁有本公司授出之24,700,000份購股權。 |
| c. Mr Chu is beneficially interested in 1,000,000 options granted by the Company. | c. 朱先生實益擁有本公司授出之1,000,000份購股權。 |
| d. Mr Chan is beneficially interested in 500,000 options granted by the Company and 100,000 shares of the Company. | d. 陳先生實益擁有本公司授出之500,000份購股權及本公司100,000股股份。 |
| e. Ms Lee is beneficially interested in 2,700,000 shares of the Company. | e. 李小姐實益擁有本公司2,700,000股股份。 |

Save as disclosed above, as at 31 March 2006, none of the Directors or chief executives, nor their associates, had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零零六年三月三十一日，各董事或主要行政人員或彼等之聯繫人士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、相關股份或債權證中擁有任何根據證券及期貨條例第352條須記錄在名冊上之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

SHARE OPTIONS

The following is a summary of the principal terms of the share option scheme adopted by the Company on 29 July 2002 (the “Scheme”).

The purpose of the Scheme is to enable the Company to grant options to employees, executives or officers of the Company or any of its subsidiaries and other persons who have made a contribution to the Group as incentives and/or rewards for their contributions to the Company or its subsidiaries.

According to the Scheme, the Board may grant options to the eligible participants as defined in the Scheme to subscribe for such number of shares as the Board may determine. Options granted should be accepted within 30 days from the date of offer. Upon acceptance of the options, the grantee shall pay HK\$1 to the Company by way of consideration for the grant.

購股權

以下為本公司於二零零二年七月二十九日採納之購股權計劃（「該計劃」）之主要條款概要。

該計劃旨在使本公司可向曾對本集團作出貢獻之本公司或其任附屬公司僱員、行政人員或高級職員以及其他人士授出購股權，作為彼等對本公司或其附屬公司作出貢獻之獎勵及／或回報。

根據該計劃，董事會可向該計劃所界定之合資格參與者授出購股權，以認購董事會所釐定數目之股份。授出之購股權須自邀約日期起計30日內接納。接納購股權時，承授人須向本公司支付1港元作為獲授購股權之代價。

Directors' Report 董事會報告

The exercise price of options shall be determined by the Board, save that such price will not be less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; or (c) the nominal value of a share.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option scheme(s) of the Company must not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the Scheme provided that the Company may at any time seek approval from its shareholders to refresh the limit to 10% of the shares in issue as at the date of approval by the shareholders in general meeting where such limit is refreshed. Options previously granted under any share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option scheme(s) of the Company (including exercised and outstanding options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Options granted to substantial shareholders or independent non-executive Directors or their respective associates (as defined in the Listing Rules) in excess of 0.1% of the Company's issued share capital on the date of grant or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no options can be exercised more than 10 years after it has been granted. There is no general requirement that an option must be held for any minimum period before it can be exercised. The Scheme will expire on 29 July 2012.

購股權之行使價由董事會釐定，惟不得低於(a)授出購股權當日(須為營業日)聯交所每日報價表所示之股份收市價；(b)截至授出購股權日期前五個營業日聯交所每日報價表所示之股份平均收市價；或(c)股份面值(以最高者為準)。

因行使根據該計劃及本公司任何其他購股權計劃授出之所有購股權而可發行之股份上限，不得超過批准及採納該計劃當日本公司已發行股本之10%，惟本公司可隨時徵求股東批准將上限重新釐定為股東於股東大會上批准重新釐定上限當日之已發行股份之10%。計算重新釐定之上限時，先前根據本公司任何購股權計劃授出之購股權(包括根據該等計劃尚未行使、已註銷、已失效或已行使之購股權)不會計算在內。

於截至授出購股權日期之前任何12個月內，因行使各合資格參與者根據該計劃及本公司任何其他購股權計劃獲授之購股權(包括已行使及未行使之購股權)而已發行及可發行之股份總數，不得超過授出購股權當日之已發行股份之1%。倘向主要股東或獨立非執行董事或彼等各自之聯繫人士(定義見上市規則)授出超逾本公司於授出日期之已發行股本之0.1%或價值超出5,000,000港元之購股權，則須先經本公司股東批准。

購股權行使期將由董事會全權釐定，惟授出購股權日期起計10年後不可行使購股權。本公司並無規定行使前必須持有購股權之最短期限。該計劃將於二零一二年七月二十九日屆滿。

The total number of Shares available for issue under the Scheme was 311,817,006 Shares (representing 8.3% of the Shares in issue as at the date of this report).

根據該計劃可予發行之股份總數為311,817,006股(佔於本報告日期之已發行股份8.3%)。

The movements in share options granted under the Scheme during the year are shown below:

於本年內就該計劃所授出購股權之變動如下：

| Name/Category of participant 姓名/參與人類別 | At 1 April 2005 於二零零五年四月一日 | Granted during the year 年內授出 | Exercised during the year 年內行使 | Lapsed during the year 年內失效 | At 31 March 2006 於二零零六年三月三十一日 | Date of offer to grant options 購股權授出日期 | Exercise price per share 每股行使價 (HK\$) (港元) | Exercisable period 可行使期間 |
|--|-------------------------------|---------------------------------|-----------------------------------|--------------------------------|----------------------------------|---|---|-----------------------------|
| Directors 董事 | | | | | | | | |
| Seligman Pierre | 23,100,000 | - | - | - | 23,100,000 | 25/11/2004 | 0.088 | 20/12/2004 - 19/12/2014 |
| | - | 1,600,000 | - | - | 1,600,000 | 22/6/2005 (note a, b) (附註a,b) | 0.166 | 27/6/2005 - 26/6/2015 |
| Chu Chik Ming Jack 朱植明 | - | 1,000,000 | - | - | 1,000,000 | 22/6/2005 (note a, b) (附註a,b) | 0.166 | 27/6/2005 - 26/6/2015 |
| Chan Wai Kwong Peter 陳為光 | - | 1,000,000 | (500,000) (note c) (附註c) | - | 500,000 | 22/6/2005 (note a, b) (附註a,b) | 0.166 | 27/6/2005 - 26/6/2015 |
| Lee Huei Lin 李慧玲 | - | 2,700,000 | (2,700,000) (note c) (附註c) | - | - | 22/6/2005 (note a, b) (附註a,b) | 0.166 | 27/6/2005 - 26/6/2015 |
| Other eligible participants | 16,117,006 | - | - | - | 16,117,006 | 22/12/2003 | 0.160 | 2/1/2004 - 1/1/2014 |
| | 62,300,000 | - | - | - | 62,300,000 | 25/11/2004 | 0.088 | 20/12/2004 - 19/12/2014 |
| | - | 89,700,000 | (7,600,000) (note c) (附註c) | - | 82,100,000 | 22/6/2006 (note a, b) (附註a,b) | 0.166 | 27/6/2005 - 26/6/2015 |
| 其他合資格參與人士 | - | 179,200,000 | (7,700,000) (note c) (附註c) | - | 171,500,000 | 22/6/2006 (note a, b) (附註a,b) | 0.166 | 20/7/2005 - 19/7/2015 |
| | 101,517,006 | 275,200,000 | (18,500,000) | - | 358,217,006 | | | |

Notes:

- (a) The average of the closing prices of the Shares for the five business days immediately preceding the date of grant was HK\$0.1654.
- (b) The closing price of the Share on 20 June 2005, being the date immediately before the date of grant such options, was HK\$0.162.
- (c) The weighted average closing price of the Share immediately before the dates on which the options were exercised was HK\$0.54.

附註：

- (a) 股份於即緊接授出日期前五個營業日之平均收市價為0.1654港元。
- (b) 股份於二零零五年六月二十日(即緊接有關購股權授出日期前之日)之收市價為0.162港元。
- (c) 在緊接購股權行使日期之加權平均收市價為0.54港元。

Directors' Report 董事會報告

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company, its holding company, its fellow subsidiaries or any of its subsidiaries a party to any arrangement 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.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Pursuant to Rule 8.10(2) of the Listing Rules, details of the interests held by the Directors in business which is considered to compete or are likely to compete, either directly or indirectly, with the business of the Group, are disclosed as follows:

| Name of company | Competing business |
|--|--------------------|
| REXCAPITAL Finance Limited ("RFL") | Money lending |
| RPI Finance Limited ("RPI") | Money lending |
| TKR Finance Limited ("TKR") (in liquidation) | Money lending |

Mr Chan How Chung, Victor, past executive director as well as the ex-chairman of the Company, is a director of the above companies. Miss Lee Huei Lin is a director of these companies. The terms and conditions of the financing loans of each of RFL, RPI and TKR are market driven and agreed at arm's length between the borrowers and the financiers. When making decisions on the above competing businesses, the relevant Directors, in the performance of their duties as directors of the Company, have acted and will continue to act in the best commercial interest of the Group.

購買股份或債券之安排

除上文披露者外，本公司、其控股公司、其同集團附屬公司或其任何附屬公司於年內任何時間概無參與任何安排，致使各董事可藉購入本公司或任何其他公司之股份或債券而獲益。

董事於競爭性業務中之權益

根據上市規則第8.10(2)條，董事所擁有而與或可能與本集團業務有直接或間接競爭之業務權益詳情披露如下：

| 公司名稱 | 競爭性業務 |
|-------------------------------|-------|
| 御泰信貸有限公司（「御泰信貸」） | 貸款 |
| 御泰財務有限公司（「御泰財務」） | 貸款 |
| 鼎康御泰財務有限公司 （「鼎康御泰財務」）（清盤中） | 貸款 |

陳孝聰先生為本公司之前任執行董事及前任主席，亦為上述公司之董事。李慧玲小姐為上述公司之董事。御泰信貸、御泰財務及鼎康御泰財務各自之財務貸款之條款及條件均由市場導向並由借貸雙方經公平磋商協定。於制訂上述競爭業務之決策時，有關董事（於履行彼等作為本公司董事之職務時）經已並將繼續採取符合本集團最佳商業利益之行動。

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2006, the interests or short positions of the following parties in the shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long Position in the Shares

| Name of shareholder 股東名稱 | Number of Shares 股份數目 | Type of interest 權益類別 | Percentage of issued share capital 佔已發行股本百分比 |
|---|--------------------------|--|--|
| Multichannel Investments Limited | 600,000,000 | Beneficial owner (Note a) 實益擁有人 (附註a) | 16.52% |
| Team Equity Investments Limited | 304,393,973 | Beneficial owner (Note b) 實益擁有人 (附註b) | 8.38% |
| Mirea Asset Global Investment Management Limited | 185,400,000 | Beneficial owner 實益擁有人 | 5.10% |
| Bookmark Technology Limited | 182,000,000 | Beneficial owner (note c) 實益擁有人 (附註c) | 5.01% |

Notes:

- a) Multichannel Investments Limited is wholly owned by Flytech Holdings Limited which was wholly owned by Dr. Zoltan J. Kiss who was taken to be interested as disclosed in the paragraph headed "Directors' and Chief Executives' Interests in Securities" above.
- b) Team Equity Investments Limited is wholly-owned by Mr. Liang Jian Jun.
- c) Bookmark Technology Limited is wholly owned by Ms Nina Kung.

主要股東

於二零零六年三月三十一日，按本公司根據證券及期貨條例第336條須存置之登記冊所載，下列各方於本公司股份中擁有之權益或淡倉如下：

於股份之好倉

| Name of shareholder 股東名稱 | Number of Shares 股份數目 | Type of interest 權益類別 | Percentage of issued share capital 佔已發行股本百分比 |
|---|--------------------------|--|--|
| Multichannel Investments Limited | 600,000,000 | Beneficial owner (Note a) 實益擁有人 (附註a) | 16.52% |
| Team Equity Investments Limited | 304,393,973 | Beneficial owner (Note b) 實益擁有人 (附註b) | 8.38% |
| Mirea Asset Global Investment Management Limited | 185,400,000 | Beneficial owner 實益擁有人 | 5.10% |
| Bookmark Technology Limited | 182,000,000 | Beneficial owner (note c) 實益擁有人 (附註c) | 5.01% |

附註：

- a) Mutlichannel Investments Limited 由 Flytech Holdings Limited 全資擁有，而 Flytech Holdings Limited 則如上文「董事及主要行政人員之證券權益」一段披露被視為由 Dr. Zoltan J. Kiss 全資擁有。
- b) Team Equity Investments Limited 為梁健俊先生全資擁有。
- c) Bookmark Techology Limited 為龔如心女士全資擁有。

Directors' Report 董事會報告

Save as disclosed above, the register required to be kept under section 336 of the SFO shows that as at 31 March 2006, the Company had not been notified of any other person who had an interest or short position in the shares and underlying shares of the Company.

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

During the year under review, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company.

CONNECTED TRANSACTIONS

Particulars of connected transactions of the Company and the Group during the year ended 31 March 2006 are set out in note 36 to the financial statements. Other than as disclosed therein, there was no other connected transaction of the Company and the Group during the year ended 31 March 2006.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 March 2006 are set out on note 27 the financial statements.

FIVE YEAR FINANCIAL SUMMARY

A summary of the consolidated results and of the assets and liabilities of the Group for the last five financial years is set out on page 132.

除上文所披露者外，根據證券及期貨條例第336條置存之登記冊所顯示，於二零零六年三月三十一日，本公司並無獲知會任何其他人士於本公司股份或相關股份中擁有權益或淡倉。

購買、出售或贖回本公司之上市證券

於回顧年度內，本公司及其附屬公司概無購買、出售或贖回任何本公司之上市證券。

關連交易

本公司及本集團於截至二零零六年三月三十一日止年度之關連交易詳情列載於財務報表附註36。除上述所披露者外，於截至二零零六年三月三十一日止年度，本公司及本集團概無其他關連交易。

銀行貸款及其他借款

本公司及本集團於二零零六年三月三十一日之銀行貸款及其他借款詳情列載於財務報表附註27。

五年財務概要

本集團於過去五個財政年度之綜合業績及資產與負債概要列載於本年報第132頁。

PRE-EMPTIVE RIGHTS

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

CODE OF BEST PRACTICE

None of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, throughout the year ended 31 March 2006, in compliance with the Code of Best Practice as previously set out in Appendix 14 to the Listing Rules which remains applicable to disclosure in annual reports in respect of accounting periods, the three independent non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation at the Company's annual general meeting as specified in the bye-laws of the Company.

AUDIT COMMITTEE

The audit committee of the Company consisted of Mr Chow Siu Ngor, Mr Yin Tat Man and Mr Tam Kam Biu William, the three independent non-executive Directors. The primary duties of the audit committee are to review the accounting principles and practices adopted by the Group, and the financial reporting process and internal control system of the Group.

優先認購權

本公司之公司細則或百慕達法例並無有關本公司須按比例向現有股東發售新股之優先認購權規定。

最佳應用守則

董事概不知悉任何資料，可合理顯示本公司於截至二零零六年三月三十一日止年度內並未或曾經未有遵守之前載於上市規則附錄十四之最佳應用守則（仍然適用於有關會計期間之年報之披露），惟三名獨立非執行董事並無固定任期，惟須根據本公司細則在本公司之股東週年大會上輪值告退。

審核委員會

本公司之審核委員會成員為三名獨立非執行董事鄒小岳先生、袁達文先生及譚錦標先生。審核委員會之主要職責在於檢討本集團採納之會計原則及慣例，以及本集團之財務申報程序及內部控制系統。

Directors' Report 董事會報告

AUDITORS

KPMG resigned as auditors of the Company on 11 November 2003. Grant Thornton were appointed subsequently on 14 January 2004. Grant Thornton retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Grant Thornton is to be proposed at the forthcoming annual general meeting.

By order of the Board

Seligman Pierre
Managing Director

Hong Kong, 27 July 2006

核數師

畢馬威會計師事務所於二零零三年十一月十一日辭去核數師一職。均富會計師行已於二零零四年一月十四日被委派繼任。均富會計師行即將告退，惟符合資格並願膺選連任。在即將召開之股東週年大會上將提呈決議案，續聘均富會計師行為本公司核數師。

承董事會命

董事總經理
Seligman Pierre

香港，二零零六年七月二十七日

