

The board of Directors (the “Board”) has the pleasure of presenting its report together with the audited accounts (the “Accounts”) of Karrie International Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) for the year ended 31 March 2003.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of computer casings, office automation products, video cassette housings, moulds, plastic and metal parts (together referred to as “Metal and Plastic Business”) and provision of electronic manufacturing services (“EMS Business”).

The Group’s turnover by principal product category and geographical locations together with their respective profit from operations for the year ended 31 March 2003 is analysed as follows:

1. By principal product category:

董事會謹此呈上嘉利國際控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零三年三月三十一日止年度的報告及經審核帳目(「帳目」)。

主要業務

本公司之主要業務為投資控股，其附屬公司主要從事製造及銷售電腦外殼、錄影帶外殼、辦公室文儀產品、模具、塑膠及金屬部件(統稱「五金塑膠業務」)及提供電子專業代工服務(「電子專業代工業務」)。

本集團按主要產品及客戶所在地劃分的營業額及經營溢利截至二零零三年三月三十一日止年度的分析如下：

1. 按主要產品分析：

		2003 二零零三年			
		Metal and Plastic Business 五金塑膠 業務 HK\$'000 千港元	EMS Business 電子專業 代工業務 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額				
External	外部	843,623	894,356	-	1,737,979
Inter-segment	內部	75,465	-	(75,465)	-
Segment results	分部業績	98,190	36,395	-	134,585
Other revenue	其他收入	-	-	-	8,890
Profit from operations	經營溢利	-	-	-	143,475
Finance costs	財務成本	-	-	-	(10,401)
Taxation	稅項	-	-	-	(12,031)
Profit after taxation	除稅後溢利	-	-	-	121,043



PRINCIPAL ACTIVITIES (Cont'd)

主要業務 (續)

1. By principal product category: (Cont'd)

1. 按主要產品分析：(續)

		2002 二零零二年			
		Metal and Plastic Business 五金塑膠 業務 HK\$'000 千港元	EMS Business 電子專業 代工業務 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額				
External	外部	768,046	388,216	-	1,156,262
Inter-segment	內部	30,367	-	(30,367)	-
Segment results	分部業績	72,008	12,446	-	84,454
Other revenue	其他收入	-	-	-	10,228
Profit from operations	經營溢利	-	-	-	94,682
Finance costs	財務成本	-	-	-	(9,244)
Taxation	稅項	-	-	-	(3,793)
Profit after taxation	除稅後溢利	-	-	-	81,645

2. By geographical locations*:

2. 按客戶所在地*：

		2003 二零零三年					
		Japan 日本 HK\$'000 千港元	Asia (excluding Japan) 亞洲 (不包括日本) HK\$'000 千港元	North America 北美洲 HK\$'000 千港元	Western Europe 西歐 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Turnover	營業額						
External	外部	186,783	610,529	254,061	686,606	-	1,737,979
Internal	內部	-	53,334	-	-	(53,334)	-
Segment results	分部業績	19,786	38,974	21,828	53,997	-	134,585



2. By geographical locations*: (Cont'd)

2. 按客戶所在地*: (續)

2002
二零零二年

		Japan	Asia (excluding Japan) 亞洲 (不包括日本)	North America	Western Europe	Elimination	Total
		日本	亞洲 (不包括日本)	北美洲	西歐	抵銷	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Turnover	營業額						
External	外部	305,257	212,262	195,474	443,269	-	1,156,262
Internal	內部	-	25,261	-	-	(25,261)	-
Segment Results	分部業績	23,142	23,888	9,880	27,544	-	84,454

* Turnover by geographical locations is determined on the basis of the destination of delivery of merchandise.

* 按地區分析的營業額是以貨品運送的目的地來決定。

RESULTS AND APPROPRIATIONS

Details of the Group's results for the year ended 31 March 2003 are set out in the consolidated profit and loss account on page 80 of this annual report.

An interim dividend of HK8.0 cents per ordinary share was paid during the year. The Directors have recommended the payment of a final dividend of HK11.0 cents and a special final dividend of HK5.0 cents per share for this financial year.

FIXED ASSETS

Details of the movements in fixed assets of the Group are set out in Note 13 to the Accounts.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 25 to the Accounts.

業績與分派

本集團截至二零零三年三月三十一日止年度的業績，詳載於本年報第八十頁之綜合損益表內。

本財政年度已派發中期息每普通股8.0港仙。董事會現建議派發末期股息為每股11.0港仙及特別末期股息每股5.0港仙。

固定資產

在本財政年度內的固定資產變動情況詳載於帳目附註十三。

股本

本公司股本情況詳載於帳目附註二十五。



RESERVES AND RETAINED PROFIT

Movements in reserves and retained profit of the Group and the Company during the year are set out in Note 27 to the Accounts.

As at 31 March 2003, the Company's reserves of approximately HK\$315,324,000 representing the contributed surplus, retained profit and proposed dividends were available for distribution to the Company's shareholders.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$766,000.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

SHARE OPTIONS SCHEMES

The Old Scheme

The old share option scheme of the Company (the "Old Scheme") was adopted on 27 November 1996 pursuant to which share options were granted to employees and Executive Directors of the Company or its subsidiaries. No further options can be, or have been, issued under the Old Scheme from 21 May 2002, the date of adoption of the new share option scheme of the Company (the "New Scheme") and termination of the Old Scheme. The key terms of the Old Scheme are summarised herein below:

- (i) The participants of the Old Scheme include any eligible employee (including any executive directors) of the Company and its subsidiaries;
- (ii) The total number of shares subject to options granted under the Old Scheme is 36,000,000 which represents 9.36% of the existing issued share capital of the Company as at the date of this report;

儲備與保留溢利

本集團及本公司在本年度之儲備及保留溢利變動情況載於帳目附註二十七。

截至二零零三年三月三十一日止，本公司可供分派儲備約315,324,000港元，為繳入盈餘、保留溢利及擬派股息。

捐款

本集團於本年度進行的慈善及其他捐款達766,000港元。

購買、出售或贖回股份

本公司及其附屬公司在本年度內概無購買、出售或贖回本公司任何股份。

購股權計劃

舊計劃

本公司舊有的購股權計劃(「舊計劃」)於一九九六年十一月二十七日採納。於二零零二年五月二十一日以前，本公司及其任何附屬公司的僱員及執行董事曾據舊計劃之條款獲授購股權。於二零零二年五月二十一日，舊計劃已被終止及一新購股權計劃(「新計劃」)獲採納，據此，本公司不可亦未有再根據舊計劃授出購股權。舊計劃的主要條文摘要如下：

- (i) 舊計劃參與人包括本公司或其附屬公司的任何合資格僱員(包括任何執行董事)；
- (ii) 可按舊計劃下授出購股權以供發行的股份總數為36,000,000股，相當於本報告日期本公司現行已發行股本的9.36%；



SHARE OPTIONS SCHEMES (Cont'd)**The Old Scheme** (Cont'd)

- (iii) The maximum entitlement of any eligible employee, when aggregated with shares issued and issuable under all options granted to him, must not exceed 25% of the aggregated number of shares for the time being issued and issuable under the Old Scheme;
- (iv) An option may be exercised in accordance with the terms of the Old Scheme at any time during a period to be notified by the Board to each grantee and in any event shall be not later than ten years from 1 December 1996;
- (v) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;
- (vi) The subscription price payable upon exercising any particular option granted under is determined based on a formula: $P = N \times E_p$, where "P" is the subscription price; "N" is the number of shares to be subscribed; and "E_p" is the exercise price of the higher of (a) the nominal value of the shares; or (b) 80% of the average closing prices of the shares of the Company quoted on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the last five trading days;
- (vii) The Old Scheme was terminated on 21 May 2002 but in all other respects the provisions of the Old Scheme remains in force and all options granted prior to its termination shall continue to be valid and exercisable in accordance therewith;

購股權計劃 (續)**舊計劃** (續)

- (iii) 每名合資格僱員可得購股權數目上限(行使其獲授購股權的已發行及可發行股份總數)不得超過根據舊計劃當時已發行及可予發行的股份總數的25%;
- (iv) 獲授人可根據董事會通知每名獲授人有關其購股權的個別行使期內任何時間,按舊計劃的條款行使其購股權,惟不得超過由一九九六年十二月一日起計十年年期;
- (v) 獲授人在接納購股權時須支付十港元作為獲授股購權的代價,款項概不退回;
- (vi) 根據每項獲授購股權在行使時認購本公司股份的價格乃按下列算式釐定: $P = (N \times E_p)$, 其中「P」為認購價;「N」為認購之股份數目;「E_p」為行使價以認購一股本公司股份的價格;惟至少必須為以下之較高者:(a) 本公司股份的面值;或(b)緊接授予購股權日期之前五個交易日香港聯合交易所有限公司(「聯交所」)股份在聯交所的平均收市價之80%;
- (vii) 舊計劃已於二零零二年五月二十一日終止,惟舊計劃的任何條文仍然有效,及所有在舊計劃終止前授出的購股權會繼續有效並可據此繼續行使;



SHARE OPTIONS SCHEMES (Cont'd)

The Old Scheme (Cont'd)

(viii) Details of share option movements during the year ended 31 March 2003 under the Old Scheme are as follows:

購股權計劃(續)

舊計劃(續)

(viii) 根據舊計劃於截至二零零三年三月三十一日止年度的購股權變動詳情如下：

Name 姓名	Date of Grant 授出日期	Exercise Price 行使價 (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權授出日前的價格 (HK\$) (港元)	Number of Share Options 購股權數目					
					Price at exercise date of options 於購股權行使日三十一日的價格 (HK\$) (港元)	Outstanding at 31 March 2002 二零零二年三月三十一日尚未行使 ('000) (千)	Granted during the year 於本年度獲授與 ('000) (千)	Exercised during the year 於本年度行使 ('000) (千)	Lapsed / cancelled during the year 於本年度失效/取消 ('000) (千)	Outstanding at 31 March 2003 二零零三年三月三十一日尚未行使 ('000) (千)
(i) Directors/Chief Executives 董事及行政總裁										
Mr. Ho Cheuk Fai 何焯輝先生	19/06/1999	0.335	19/06/1999-30/11/2006	0.41	-	3,000	-	-	-	3,000
Mr. Ho Cheuk Ming 何卓明先生	19/06/1999	0.335	19/06/1999-30/11/2006	0.41	-	7,000	-	-	-	7,000
Mr. Kwok Wing Kin, Francis 郭永堅先生	20/09/2000	0.300	21/09/2002-30/11/2006	0.35	1.49	300	-	(300)	-	-
	20/09/2000	0.300	31/03/2003-30/11/2006	0.35	-	300	-	-	-	300
Mr. Tam Wing Hung 談永雄先生	20/09/2000	0.300	20/09/2000-30/11/2006	0.35	1.76	300	-	(300)	-	-
	20/09/2000	0.300	21/09/2001-30/11/2006	0.35	-	300	-	-	-	300
	20/09/2000	0.300	21/09/2002-30/11/2006	0.35	-	380	-	-	-	380
	20/09/2000	0.300	21/09/2003-30/11/2006	0.35	-	520	-	-	-	520
Ms. Ho Po Chu, Scandy 何寶珠女士	19/06/1999	0.335	19/06/1999-30/11/2006	0.41	-	2,500	-	-	-	2,500
(ii) Employees 員工										
	20/09/2000	0.300	20/09/2000-30/11/2006	0.35	1.75 (AVG 平均)	400	-	(250)	-	150
	20/09/2000	0.300	21/09/2001-30/11/2006	0.35	1.581 (AVG 平均)	800	-	(650)	-	150
	20/09/2000	0.300	21/09/2002-30/11/2006	0.35	1.776 (AVG 平均)	1,180	-	(980)	-	200
	20/09/2000	0.300	21/09/2003-30/11/2006	0.35	-	520	-	-	-	520



SHARE OPTIONS SCHEMES (Cont'd)

The Old Scheme (Cont'd)

- (ix) Details of share option movements during the three months ended 30 June 2003 under the Old Scheme are as follows:

購股權計劃(續)

舊計劃(續)

- (ix) 根據舊計劃於截至二零零三年六月三十日止三個月之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Outstanding at 31 March 2003	Number of Share Options			Outstanding at 30 June 2003
							Granted during the period between 1 April 2003 to 30 June 2003	Exercised during the period between 1 April 2003 to 30 June 2003	Lapsed /cancelled during the period between 1 April 2003 to 30 June 2003	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前的價格 (HK\$) (港元)	於購股權行使日的價格 (HK\$) (港元)	於二零零三年三月三十一日尚未行使 (‘000) (千)	於二零零三年四月一日至六月三十日獲授與 (‘000) (千)	於二零零三年四月一日至六月三十日行使 (‘000) (千)	於二零零三年四月一日至六月三十日失效/取消 (‘000) (千)	於二零零三年六月三十日尚未行使 (‘000) (千)
(i) Directors/Chief Executives 董事及行政總裁										
Mr. Ho Cheuk Fai 何焯輝先生	19/06/1999	0.335	19/06/1999- 30/11/2006	0.41	-	3,000	-	-	-	3,000
Mr. Ho Cheuk Ming 何卓明先生	19/06/1999	0.335	19/06/1999- 30/11/2006	0.41	1.68	7,000	-	(300)	-	6,700
Mr. Kwok Wing Kin, Francis 郭永堅先生	20/09/2000	0.300	31/03/2003- 30/11/2006	0.35	1.78	300	-	(100)	-	200
Mr. Tam Wing Hung 談永雄先生	20/09/2000	0.300	21/09/2001- 30/11/2006	0.35	-	300	-	-	-	300
	20/09/2000	0.300	21/09/2002- 30/11/2006	0.35	-	380	-	-	-	380
	20/09/2000	0.300	21/09/2003- 30/11/2006	0.35	-	520	-	-	-	520
Ms. Ho Po Chu, Scandy 何寶珠女士	19/06/1999	0.335	19/06/1999- 30/11/2006	0.41	-	2,500	-	-	-	2,500



SHARE OPTIONS SCHEMES (Cont'd)

The Old Scheme (Cont'd)

(ix) (Cont'd)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Outstanding at 31 March 2003	Number of Share Options			Outstanding at 30 June 2003
							Granted during the period between 1 April 2003 to 30 June 2003	Exercised during the period between 1 April 2003 to 30 June 2003	Lapsed /cancelled during the period between 1 April 2003 to 30 June 2003	
(ii) Employees 員工	20/09/2000	0.300	20/09/2000- 30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2001- 30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2002- 30/11/2006	0.35	-	200	-	-	-	200
	20/09/2000	0.300	21/09/2003- 30/11/2006	0.35	-	520	-	-	-	520

The New Scheme

The New Scheme was adopted on 21 May 2002 to comply with the new requirements of Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") effected on 1 September 2001. The key terms of the New Scheme are summarised herein below:

(i) The purpose of the New Scheme is to provide incentives or rewards to eligible participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity (as defined in the New Scheme);

購股權計劃 (續)

舊計劃 (續)

(ix) (續)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Outstanding at 31 March 2003	Number of Share Options			Outstanding at 30 June 2003
							Granted during the period between 1 April 2003 to 30 June 2003	Exercised during the period between 1 April 2003 to 30 June 2003	Lapsed /cancelled during the period between 1 April 2003 to 30 June 2003	
(ii) Employees 員工	20/09/2000	0.300	20/09/2000- 30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2001- 30/11/2006	0.35	-	150	-	-	-	150
	20/09/2000	0.300	21/09/2002- 30/11/2006	0.35	-	200	-	-	-	200
	20/09/2000	0.300	21/09/2003- 30/11/2006	0.35	-	520	-	-	-	520

新計劃

新計劃於二零零二年五月二十一日採納，以符合二零零一年九月一日生效的《香港聯合交易所有限公司證券上市規則》(「《上市規則》」)第十七章的新規定。新計劃的主要條款摘要如下：

(i) 新計劃旨在鼓勵或獎勵合資格參與者對本集團作出貢獻及／或有助本集團招聘及挽留能幹之僱員，以及吸納對本集團及任何投資對象(按《上市規則》定義)；



SHARE OPTIONS SCHEMES (Cont'd)**The New Scheme** (Cont'd)

- (ii) The participants of the New Scheme include any employee, director (including executive and non-executive director of the Group), shareholder, supplier, customer, consultant, adviser, other service provider, partner and business or strategic alliance partner of the Group or any Invested Entity (as defined in the New Scheme) or any discretionary trust whose discretionary objects may be any of the above persons;
- (iii) The total number of shares available for issue under the New Scheme is 18,493,600 which represents 4.81% of the existing issued share capital of the Company at the date of this report;
- (iv) The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Company at the date of adoption of the New Scheme, unless approval from the Company's shareholders has been obtained. The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time;
- (v) Unless approved by shareholders in general meeting, no participants shall be granted an option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted to such participant in any 12-month period up to the date of the latest grant would exceed 1% of the issued share capital of the Company from time to time. Options granted to a substantial shareholders or an independent non-executive director in excess of 0.1% of the Company's share capital in issue for the time being and with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders;

購股權計劃 (續)**新計劃** (續)

- (ii) 董事局可絕對酌情授購股權予新計劃之參予人，包括本集團或任何投資對象(按《上市規則》定義)或彼等為全權託管受益人的任何全權信託之任何僱員或董事(包括本集團之執行及非執行董事)、股東、供應商、客戶、顧問、諮詢人、其他服務供應商、任何合營企業夥伴、業務或策略性聯盟合夥人以認購本公司的股份；
- (iii) 可按新計劃下授出購股權以供發行的股份總數為18,493,000股，相當於本報告日期香港交易所現行已發行股本的4.81%；
- (iv) 除非獲得股東大會批准，否則參予人在截至最近一次獲授購股權之前的任何12個月內，其根據新計劃已獲授及將獲授購股權而獲發或將獲發的股份的總數不得超過採納新計劃當日之已發行股份數目的10%。因行使根據新計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權而可予以發行的股份數目上限，不得超逾不時已發行股份的30%；
- (v) 除非獲得股東大會批准，否則因授予每名參予者的購股權在獲行使而已發行及將予發行的股份數目，在任何12個月內不得超逾已發行股份之1%。倘每名主要股東或獨立非執行董事獲授的購股權合共佔本公司當時已發行股份逾0.1%；或根據授出有購股權當日聯交所每日價表所報股份的收市價計算，總值超逾5,000,000港元，則授予購股權的建議必須事先經股東批准；



SHARE OPTIONS SCHEMES (Cont'd)**The New Scheme** (Cont'd)

- (vi) An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be notified by the Board to each grantee. Unless otherwise determined by the Board at its sole discretion, there is no requirement of a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised;
- (vii) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;
- (viii) The subscription price payable upon exercising any particular option granted under the New Scheme is determined based on a formula: $P = N \times E_p$, where "P" is the subscription price; "N" is the number of shares to be subscribed; and "E_p" is the exercise price of the highest of (a) the nominal value of a share in the Company on the date of grant; (b) the closing price of shares of the Company on the Stock Exchange, as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (c) the average of the closing prices of shares of the Company on the Stock Exchange on the five trading days immediately preceding the date of grant and as adjusted pursuant to the clauses of the New Scheme; and
- (ix) The life of the New Scheme is until the tenth anniversary of the adoption date of the New Scheme.

購股權計劃 (續)**新計劃** (續)

- (vi) 每名獲授人可按新計劃之條款於董事會向其通知的行使期內行使購股權。除董事會酌情考慮內，行使購股權時並無任何最少持有期限或工作表現目標要求的規限；
- (vii) 獲授人在接納購股權時須支付十港元作為獲授購股權的代價，款項概不退回；
- (viii) 根據每項獲授予購股權在行使時認購本公司股份的價格乃按下列算式釐定： $P = (N \times E_p)$ ，其中「P」為認購價；「N」為認購之股份數目；「E_p」為行使價以認購一股本公司股份的價格；惟至少必須為以下之較高者：(a) 本公司股份的面值；或(b) 本公司股份在聯交所的收市價，以有關購股權授予日聯交所日報表所示者為準；或(c) 緊接授予購股權日期的前五個交易日本公司股份在聯交所的平均收市價或按新計劃條款所調整的行使值；及
- (ix) 新計劃的有效行使期為計至其獲採納當日起計十週年當日。



SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

(x) Details of share option movements during the year ended 31 March 2003 under the New Scheme are as follows:

購股權計劃 (續)

新計劃 (續)

(x) 根據新計劃於截至二零零三年三月三十一日止年度的購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Number of Share Options					
					Price at exercise date of options	Outstanding at 31 March 2002	Granted during the year	Exercised during the year	Lapsed /cancelled during the year	Outstanding at 31 March 2003
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前的價格 (HK\$) (港元)	於購股權行使日 的價格 (HK\$) (港元)	於二零零二年三月三十一日 尚未行使 ('000) (千)	於本年度 獲授與 ('000) (千)	於本年度 行使 ('000) (千)	於本年度 失效/取消 ('000) (千)	於二零零三年三月三十一日 尚未行使 ('000) (千)
(i) Directors/Chief Executives 董事及行政總裁										
Mr. Kwok Wing Kin, Francis 郭永堅先生	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	-	-	750	-	-	750
	22/05/2002	1.30	22/05/2003- 21/05/2012	1.30	-	-	750	-	-	750
	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	-	-	750	-	-	750
	01/11/2002	1.65	01/01/2004- 31/10/2012	1.65	-	-	750	-	-	750
Mr. Tam Wing Hung 談永雄先生	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	-	-	100	-	-	100
Mr. Lee Shu Ki 李樹琪先生	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	1.69 (AVG 平均)	-	300	(300)	-	-
	22/05/2002	1.30	22/05/2003- 21/05/2012	1.30	-	-	300	-	-	300
	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	-	-	300	-	-	300
	01/11/2002	1.65	01/01/2004- 31/10/2012	1.65	-	-	300	-	-	300
Mr. Leung Wai Ho 梁偉浩先生	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	-	-	200	-	-	200



SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

(x) (Cont'd)

購股權計劃 (續)

新計劃 (續)

(x) (續)

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Number of Share Options					
					Price at exercise date of options	Outstanding at 31 March 2002	Granted during the year	Exercised during the year	Lapsed /cancelled during the year	Outstanding at 31 March 2003
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前的價格 (HK\$) (港元)	於購股權行使日 的價格 (HK\$) (港元)	於購股權 二零零二年 三月三十一日 尚未行使 的數量 ('000) (千)	於本年度 獲授與 的數量 ('000) (千)	於本年度 行使 的數量 ('000) (千)	於本年度 失效/取消 的數量 ('000) (千)	於本年度 三月三十一日 尚未行使 的數量 ('000) (千)
(ii) Other Eligible Participants 其他合資格參與者										
Employees 員工	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	1.693 (AVG 平均)	-	3,800	(1,530)	-	2,220
	22/05/2002	1.30	22/05/2003- 21/05/2012	1.30	-	-	2,800	-	-	2,800
	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	1.798 (AVG 平均)	-	4,150	(250)	-	3,900
	01/11/2002	1.65	01/01/2004- 31/10/2012	1.65	-	-	3,950	-	-	3,950



SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

(xi) Details of share option movements during the three months ended 30 June 2003 under the New Scheme are as follows:

購股權計劃(續)

新計劃(續)

(xi) 根據新計劃於截至二零零三年六月三十日止三個月之購股權變動詳情如下：

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Outstanding at 31 March 2003	Number of Share Options			Outstanding at 30 June 2003
							Granted during the period between 1 April 2003 to 30 June 2003	Exercised during the period between 1 April 2003 to 30 June 2003	Lapsed /cancelled during the period between 1 April 2003 to 30 June 2003	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前的價格 (HK\$) (港元)	於購股權行使日 的價格 (HK\$) (港元)	二零零三年三月三十一日 尚未行使 ('000) (千)	於二零零三年四月一日至六月三十日 獲授與 ('000) (千)	於二零零三年四月一日至六月三十日 行使 ('000) (千)	於二零零三年四月一日至六月三十日 失效/取消 ('000) (千)	二零零三年六月三十日 尚未行使 ('000) (千)

(i) Directors/Chief Executives
董事及行政總裁

Mr. Kwok Wing Kin, Francis 郭永堅先生	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	-	750	-	-	-	750
	22/05/2002	1.30	22/05/2003- 21/05/2012	1.30	-	750	-	-	-	750
	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	-	750	-	-	-	750
	01/11/2002	1.65	01/01/2004- 31/10/2012	1.65	-	750	-	-	-	750
Mr. Tam Wing Hung 談永雄先生	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	-	100	-	-	-	100
	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	-	300	-	-	-	300
Mr. Lee Shu Ki 李樹琪先生	22/05/2002	1.30	22/05/2003- 21/05/2012	1.30	-	300	-	-	-	300
	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	-	300	-	-	-	300
	01/11/2002	1.65	01/01/2004- 31/10/2012	1.65	-	300	-	-	-	300
Mr. Leung Wai Ho 梁偉浩先生	22/05/2002	1.30	23/05/2002- 21/05/2012	1.30	-	200	-	-	-	200



SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

(xi) (Cont'd)

購股權計劃 (續)

新計劃 (續)

(xi) (續)

Number of Share Options
購股權數目

Name	Date of Grant	Exercise Price	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Outstanding at 31 March 2003	Number of Share Options			Outstanding at 30 June 2003
							Granted during the period between 1 April 2003 to 30 June 2003	Exercised during the period between 1 April 2003 to 30 June 2003	Lapsed /cancelled during the period between 1 April 2003 to 30 June 2003	
姓名	授出日期	行使價 (HK\$) (港元)	行使期	於購股權授出日前的價格 (HK\$) (港元)	於購股權行使日的價格 (HK\$) (港元)	二零零三年三月三十一日尚未行使 (千)	於二零零三年四月一日至六月三十日獲授與 (千)	於二零零三年四月一日至六月三十日行使 (千)	於二零零三年四月一日至六月三十日失效/取消 (千)	二零零三年六月三十日尚未行使 (千)
Employees 員工	22/05/2002	1.30	22/05/2002- 21/05/2012	1.30	2.126 (AVG 平均)	2,220	-	(1,480)	-	740
	22/05/2002	1.30	22/05/2003- 21/05/2012	1.30	2.292 (AVG 平均)	2,800	-	(950)	-	1,850
	01/11/2002	1.65	01/01/2003- 31/10/2012	1.65	1.95	3,900	-	(100)	-	3,800
	01/11/2002	1.65	01/01/2004- 31/10/2012	1.65	-	3,950	-	-	-	3,950

(ii) Other Eligible Participants

其他合資格參與者



SHARE OPTIONS SCHEMES (Cont'd)**The New Scheme** (Cont'd)

A professional actuarial firm has been invited to perform an estimation of the option value. The valuation of the outstanding options as at 31 March 2003 was about HK\$26,469,000, details are as follows:

Date of Grant	Exercise Period	Exercise Price	No. of Share Options Outstanding	Actuarial Valuation
授出日期	行使期	行使價 HK\$'000 千港元	尚未行使之 購股權數目 '000 千	精算評估值 HK\$'000 千港元
19/06/1999	19/06/1999-30/11/2006	0.335	12,500	14,633
20/09/2000	20/09/2000-30/11/2006	0.300	2,520	2,954
22/05/2002	23/05/2002-21/05/2012	1.300	7,170	3,704
01/11/2002	1/01/2003-31/12/2012	1.650	9,950	5,178
			32,140	26,469

of which,

其中：

		Actuarial Valuation
		精算評估值
		HK\$'000
		千港元
Ho's family	何氏家族	14,632
Directors (excluding the members of the Ho's family)	董事 (除何氏家族外)	3,936
Other staff and non-employees	(其他員工及非員工)	7,901
		26,469



SHARE OPTIONS SCHEMES (Cont'd)**The New Scheme** (Cont'd)

As the Directors considered that options granted should not be recognised until they are exercised due to the facts that time elapses from the original grant date, options are exercised or lapsed in the interim, the length to the expiry period of options granted shortens, and the underlying share price moves to different levels, the Company decided to measure the value of outstanding options as at 31 March 2003 (the "Measurement Date") instead of the grant dates.

In assessing the value of the share options granted during the year ended 31 March 2003, the Black-Scholes option pricing model (the "Black-Scholes Model") has been used. The Black-Scholes Model is one of the most generally accepted methodologies used to calculate the value of options and is one of the recommended option pricing models as set out in Chapter 17 of the Listing Rules.

The variables of the Black-Scholes Model include expected life of the options, risk-free interest rate, expected volatility and expected dividend of the shares of the Company, if any.

In assessing the value of the share options granted during the period to both directors and employees, the following key variables have been applied to the Black-Scholes Model:

- (a) The risk-free rate applied to the Black-Scholes Model is 3.61% in average, which represent the yield of the Hong Kong Government Exchange Bills/Fund Notes corresponding to the expected life of the options as at the Measurement Date;
- (b) The expected volatility used in the calculation is 71.625% and represents the standard deviation of the daily closing share prices of the Company for the last thirty six months from the Measurement Date; and

購股權計劃 (續)**新計劃** (續)

董事們經考慮過由授出購股權當日至今時間減值、在期內購股權的行使、購股權到期日的縮減、及股份價值的變動等因數後；決定授出購股權的代價應待其被行使時才予以確認；故此我們棄用購股權授出日，而以二零零三年三月三十一日（「計算日」）當天為計算已授出但仍未行使的購股權價值的估值基準。

截至二零零三年三月三十一日止年度期間所授出購股權的價值乃使用「柏力克－舒爾斯」期權定價模式（「柏舒模式」）評估。柏舒模式乃計算購股權價值最普遍接納方法之一，亦為《上市規則》第十七章建議使用的定價模式之一。

柏舒模式的變數包括購股權的預計有效期、無風險利率、本公司股份的預期價格波動及預期派發的股息（如有）。

評估期內授予董事及僱員的購股權價值時已於柏舒模式採用下列主要變數：

- (a) 柏舒模式所採用無風險利率平均為3.61%，乃指香港外匯基金票據於計量日期與購股權預計有效期相對的回報率；
- (b) 計算購股權價值所使用之預期波動率為71.625%，相當於自計算日起計過去三十六個月本公司股份每日收市價的標準差；及



SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

- (c) Based on historic pattern, it is assumed that dividend would be paid out at HK16.8 cents per share per year during the expected life of the options.

In assessing the aggregate value of the share options, two adjustment has been made for possible future forfeiture of options and reduced term of options due to termination.

No charge is recognised in the consolidated profit and loss account in respect of the value of options granted during the year.

It should be noted that the value of options calculated using the Black-Scholes Model is based on various assumptions and is only an estimate of the value of share options granted during the year. It is possible that the financial benefit accruing to the grantee of an option will be considerably different from the value determined under the Black-Scholes Model.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and there was no restriction against such rights under the laws of Bermuda.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 135 to 136 of this annual report.

購股權計劃 (續)

新計劃 (續)

- (c) 按照過往形式，計算時乃假設於購股權有效期內每年分派每股股息16.8港仙。

評估購股權價值時已就日後可能沒收購股權及可能縮減購股權行使期等兩項因素作出調整。

綜合損益表內並無確認本年度內所授購股權的價值。

務請注意，以柏舒模式計算之購股權價值乃按若干假設計算及僅為年內所授購股權的估計價值。購股權獲授人應得的財務利益可能與根據柏舒模式所計得的價值有重大差異。

優先權

本公司細則規定概無載有本公司須按比例向現有股東發行新股的優先權條文，而百慕達法例中亦無限制有關優先權的條文。

五年財務摘要

本集團過去五個財政年度的業績及資產與負債摘要載於本年報第一百三十五至一百三十六頁。



MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

SUBSIDIARIES

Particulars of the subsidiaries of the Company are set out in Note 14 to the Accounts.

BANK LOANS AND OVERDRAFTS

Particulars of bank loans and overdrafts of the Group as at 31 March 2003 are set out in Notes 19 and 22 to the Accounts.

DIRECTORS

The Directors who held office during the year and up to the date of this report are:

Executive Directors

Mr. Ho Cheuk Fai (*Chairman & Chief Executive Officer*)
Mr. Ho Cheuk Ming (*Deputy Chairman & Chief Operating Officer*)
Mr. Kwok Wing Kin, Francis (*Deputy Chairman*)
Mr. Tam Wing Hung
Mr. Lee Shu Ki

Independent Non-executive Directors

Mr. So Wai Chun
Mr. Leung Wai Ho
Mr. Chan Sui Sum, Raymond

管理合約

本年度內，本公司概無就整體業務或任何重大業務的管理或行政工作訂立任何合約，亦無存有此等合約。

附屬公司

本公司各附屬公司的詳情，載於帳目附註十四。

銀行貸款與透支

本集團於二零零三年三月三十一日的銀行貸款與透支詳情列於帳目附註十九及二十二。

董事會

本年度內及截至本年度日期止在任的董事如下：

執行董事

何焯輝先生 (*主席兼行政總裁*)
何卓明先生 (*副主席兼營運總裁*)
郭永堅先生 (*副主席*)
談永雄先生
李樹琪先生

獨立非執行董事

蘇偉俊先生
梁偉浩先生
陳瑞森先生



DIRECTORS (Cont'd)

The independent non-executive Directors are appointed for specific terms and hold office until 30 June 2004, 7 September 2003 and 4 February 2004 respectively, subject to extension.

In accordance with Bye-law 87 of the Company, Messrs. Ho Cheuk Ming and Lee Shu Ki retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS

Details of Mr. Ho Cheuk Fai's interests in contracts of significance and connected transactions in relation to the Group's business having been subsisted during the year are set out as follows:

- (a) A lease agreement dated 15 November 2001 was entered into between Castfast Industrial (Yan Tien) Limited ("Castfast (Yan Tien)"), a wholly-owned subsidiary of the Company, as landlord and Kar-Info Company Limited ("Kar-Info") as tenant for the lease of a portion of 3rd Floor of Phase 4 of a factory in Yan Tien, Dongguan, the People's Republic of China at monthly rental of HK\$16,830 for a term of two years commencing on 15 November 2001.

董事會 (續)

本公司獨立非執行董事之任期均以特定年期委任，其任期分別於二零零四年六月三十日、二零零三年九月七日及二零零四年二月四日屆滿，延期除外。

按照公司細則第八十七條規定，何卓明先生及李樹琪先生將於即將舉行的股東週年大會上退任，惟有資格並願意膺選連任。

董事的服務合約

本公司並無與擬於股東週年大會上重選連任之董事訂立任何不可於一年內由本公司無償終止的服務合約(法定賠償除外)。

董事於合約之利益及關連交易

本集團於年內亦曾涉及下列有關何焯輝先生擁有權益的重要合約及關連交易：

- (a) 雁田嘉輝塑膠五金廠有限公司(「雁田嘉輝」)(本公司之全資附屬公司)(出租人)與嘉訊通有限公司(「嘉訊通」)(承租人)於二零零一年十一月十五日訂立的租賃協議，有關出租位於中國東莞雁田之廠房第四期三樓廠房部份樓面，每月租金16,830港元，租期自二零零一年十一月十五日起計為期兩年。



DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (Cont'd)

- (b) On 15 November 2001, Kings Lion Development Limited ("Kings Lion") as landlord entered into a lease with Karrie Industrial Company Limited ("Karrie Industrial"), a wholly-owned subsidiary of the Company, as tenant for the lease of a portion (being 25,322 square feet in gross floor area) of 9th Floor, Southeast Industrial Building, 611-619 Castle Peak Road, Tsuen Wan, New Territories together with two car parking spaces in the same building at a monthly rental of HK\$105,473 (that is, at approximately HK\$4.17 per square feet) for a term of two years commencing on 18 November 2001.
- (c) A lease agreement dated 15 November 2001 was entered into between Castfast (Yan Tien) as landlord and Dongguan Yanxun Electronics Company Limited ("Dongguan Yanxun"), an 85% owned subsidiary of the Company, as tenant for the lease of a portion of a factory in Yan Tien, Dongguan, the People's Republic of China at a monthly rental of HK\$238,470 for a term of two years commencing on 15 November 2001.

Kar-Info and Kings Lion are connected persons of the Company under Chapter 14 of the Listing Rules for the reason that Mr. Ho Cheuk Fai, a Director of the Company, together with his wife, control 100% of the voting power in general meetings and also control the board of each of Kar-Info and Kings Lion.

The Independent Non-executive Directors have reviewed the above transactions and confirmed that those transactions have been entered into by the Group in the ordinary and usual course of its business and on normal commercial terms which are fair and reasonable so far as the shareholders of the Company are concerned.

董事於合約之利益及關連交易 (續)

- (b) 勁獅發展有限公司(「勁獅」)(出租人)與嘉利產品有限公司(「嘉利產品」)(本公司之全資附屬公司)(承租人)於二零零一年十一月十五日就位於新界荃灣青山公路611-619號東南工業大廈九樓部份樓面(建築面積為25,322平方呎)連同兩個位於該大廈地下的車位訂立租賃協議，月租105,473港元(即每平方呎約4.17港元)，為期兩年，租期由二零零一年十一月十八日起計。
- (c) 雁田嘉輝(出租人)與東莞雁訊電子有限公司(「東莞雁訊」)(本公司持有其85%權益之附屬公司)(承租人)於二零零一年十一月十五日訂立租賃協議，租賃位於中國東莞雁田的廠房部份樓面，月租238,470港元，租期由二零零一年十一月十五日起計為期兩年。

根據《上市規則》第十四章，嘉訊通及勁獅均為本公司的關連人士，因本公司董事何焯輝先生連同其妻子控制嘉訊通及勁獅的股東大會100%投票權及其董事會。

獨立非執行董事已審閱上述交易，並確認此等交易乃在本集團的日常業務中進行，並按正常的商業條款訂立，對本公司之股東屬公平合理。



DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS (Cont'd)

- (d) On 16 October 2002, a loan agreement was entered into between the Company as Guarantor, Dongguan Yanxun as Borrower, and The Bank of East Asia Limited, Shenzhen Branch as Lender whereby the Guarantor was required to guarantee to the Lender to secure the credit facilities of up to the extent of RMB20,000,000 granted by the Lender to the Borrower.

Save as disclosed above, no other contracts of significance in relation to the Company's business to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於合約之利益及關連交易 (續)

- (d) 東莞雁訊(「借款人」)與東亞銀行深圳分行(「貸款人」)於二零零二年十月十六日訂立借款合同；據此，本公司(「擔保人」)需向貸款人作出保證，作為貸款人向借款人授出最高達人民幣20,000,000元銀行融資之擔保。

除上文披露外，本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司的業務而本公司董事直接或間接擁有重大利益的重要合約。



DIRECTORS' AND CHIEF EXECUTIVE' S INTERESTS IN SHARES*As at 31 March 2003*

The interests of the Directors and chief executive in the shares of the Company and any associated corporations (as defined in the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")) as recorded in the register maintained under Section 29 of the SDI Ordinance or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies are as follows:

(A) Interests in the Company**董事及行政總裁的股份權益**

於二零零三年三月三十一日

本公司各董事及行政總裁在本公司及其相聯法團(釋義見《證券(披露權益)條例》(「《披露條例》」))股本中擁有並已登記於本公司按《披露條例》第二十九條而存置的登記冊所載的權益，或根據《上市公司董事進行證券交易的標準守則》已知會本公司及聯交所的權益如下：

(甲) 於本公司的權益

Number of ordinary shares of HK\$0.10 each
每股面值0.1港元的普通股數目

		Personal interests	Family interests	Corporate/ Other interests	Number of outstanding share options
		個人權益	家屬權益	法團權益或其他權益	未行使購股權數目
Mr. Ho Cheuk Fai	何焯輝先生	-	33,318,000 (Note 1) (附註一)	232,200,000 (Note 2) (附註二)	3,000,000
Mr. Ho Cheuk Ming	何卓明先生	2,000,000	-	232,176,780 (Note 3) (附註三)	7,000,000
Mr. Kwok Wing Kin, Francis	郭永堅先生	400,000	-	-	3,300,000
Mr. Tam Wing Hung	談永雄先生	300,000	-	-	1,300,000
Mr. Lee Shu Ki	李樹琪先生	1,100,000	-	-	900,000
Mr. Leung Wai Ho	梁偉浩先生	-	-	-	200,000
Ms. Ho Po Chu, Scandy	何寶珠女士	33,318,000	-	232,200,000 (Note 4) (附註四)	2,500,000



DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)**(A) Interests in the Company** (Cont'd)

Notes:

1. Mr. Ho Cheuk Fai is deemed to be interested in these shares by virtue of the fact that his wife, Ms. Ho Po Chu, Scandy, has a personal interest in these shares.
2. 232,200,000 Shares are held by Pearl Court Company Limited ("Pearl Court") as trustee for a unit trust known as Ho Cheuk Fai Family Trust ("HCF Trust"). Mr. Ho Cheuk Fai is deemed to be interested in these shares through Pearl Court by virtue of his wife being the only shareholder of Pearl Court and controlling one-third or more of the voting power at general meetings of Pearl Court. Mr. Ho Cheuk Fai is also deemed to be interested in these shares by virtue of the fact that one of 10,000 units of HCF Trust is held by his wife and the beneficiaries of a discretionary trust known as Ho Wai Leung Memorial Trust ("HWL Trust") (see note 3 below) which include Mrs. Scandy Ho and children under 18.
3. These shares are held by Pearl Court as trustee for HCF Trust. 9,999 of 10,000 units of HCF Trust are held by HSBC International Trustee Limited ("HTL") as trustee for HWL Trust. Mr. Ho Cheuk Ming is deemed to be interested in these Shares by virtue of the fact that he is one of the beneficiaries of the HWL Trust.
4. Disregarding the interests of her husband, Mr. Ho Cheuk Fai, who is the Chairman and a Director of the Company and whose interests are separately disclosed, Ms. Ho Po Chu, Scandy is deemed to be interested in these shares through Pearl Court by virtue of the facts that she is the only shareholder of Pearl Court and holds one unit of HCF Trust and that the beneficiaries of HWL Trust includes herself and children under 18.

董事及行政總裁的股份權益 (續)**(甲) 於本公司之權益** (續)

附註：

- 一 何焯輝先生因其妻子何寶珠女士該等股份中擁有個人權益而被視為擁有該等權益。
- 二 232,200,000股股份由Pearl Court Company Limited (「Pearl Court」)以Ho Cheuk Fai Family Trust (「HCF Trust」)的單位信託之受託人持有。由於何焯輝先生的妻子乃Pearl Court的唯一股東及在Pearl Court股東大會控制三分之一投票權，故何焯輝先生被視為透過Pearl Court持有該等股份。何焯輝先生亦因HCF Trust 10,000個單位中的其中一個乃由其妻子持有，而Ho Wai Leung Memorial Trust (「HWL Trust」) (見附註三)的受益人包括何太及其18歲以下的子女，故此被視為擁有該等股份的權益。
- 三 這些股份由Pearl Court以HCF Trust受託人身份持有。HCF Trust 10,000個單位中的9,999個乃由HWL Trust之全權信託之受託人HSBC International Trustee Limited (「HITL」)持有。何卓明先生由於屬HWL Trust的受益人之一，故被視為持有該等股份。
- 四 除何寶珠女士的丈夫何焯輝先生本身的權益外 (該等權益因何先生為本公司主席及董事已作獨立披露)何寶珠女士為Pearl Court的唯一股東，其持有HCF Trust其中一個單位以及由於HWL Trust之受益人包括何寶珠女士及其18歲以下的子女，因此何寶珠女士被視為透過Pearl Court擁有該等股份的權益。



DIRECTORS' AND CHIEF EXECUTIVE' S INTERESTS IN SHARES (Cont'd)

董事及行政總裁的股份權益 (續)

(B) Interests in associated corporations

(乙) 於相聯法團的權益

(i) *Karrie Industrial Company Limited*

(i) 嘉利產品有限公司

Number of non-voting deferred shares of HK\$100 each
每股面值100港元的無投票權遞延股份數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益
Mr. Ho Cheuk Fai	何焯輝先生	43,000	-	-	43,000
Ms. Ho Po Chu, Scandy	何寶珠女士	7,000	-	-	7,000

(ii) *Karpo Technologies Limited*

(ii) 嘉寶科技有限公司

Number of non-voting deferred shares of HK\$100 each
每股面值100港元的無投票權遞延股份數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益
Mr. Ho Cheuk Fai	何焯輝先生	10,000	-	-	10,000



DIRECTORS' AND CHIEF EXECUTIVE' S INTERESTS IN SHARES (Cont'd)**董事及行政總裁的股份權益** (續)**(B) Interests in associated corporations** (Cont'd)**(乙) 於相聯法團的權益** (續)(iii) *Karrie Industrial Holdings Limited*(iii) *Karrie Industrial Holdings Limited***Number of non-voting deferred shares of HK\$1 each
每股面值1港元的無投票權遞延股份數目**

		Personal interests	Family interests	Corporate/ Other interests	Total interests
		個人權益	家屬權益	法團權益或 其他權益	合計權益
Mr. Ho Cheuk Fai	何焯輝先生	1	-	-	1
Ms. Ho Po Chu, Scandy	何寶珠女士	1	-	-	1

Save as disclosed above and under the heading "Share Option Schemes", none of the Directors, chief executives or their associates have any personal, family, corporate or other interests in the share capital of the Company or any of its associated corporations as defined in the SDI Ordinance as at 31 March 2003.

除上文及根據「購股權計劃」所披露外，各董事、行政總裁或其聯繫人於二零零三年三月三十一日在本公司或其相關法團（釋義見《披露條例》）股本中無持有任何個人、家屬、法團或其他權益。



DIRECTORS' AND CHIEF EXECUTIVE' S INTERESTS IN SHARES (Cont'd)

As at 30 June 2003

The interests of the Directors and chief executive in the shares of the Company and any associated corporations (as defined in the Securities and Future Ordinance (the "SFO")) as recorded in the register maintained 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 are as follows:

(A) Interests in the Company**董事及行政總裁的股份權益 (續)**

於二零零三年六月三十日

本公司各董事及行政總裁在本公司(及其相聯法團)(釋義見《證券及期貨條例》(「《證券條例》」))股本中擁有並已登記於本公司按證券條例第三百五十二條而存置的登記冊所載的權益，或根據《上市公司董事進行證券交易的標準守則》已知會本公司及聯交所的權益如下：

(甲) 於本公司的權益

Number of ordinary shares of HK\$0.10 each
每股面值0.1港元的普通股數目

		Personal interests	Family interests	Corporate/ Other interests	Number of outstanding share options
		個人權益	家屬權益	法團權益或 其他權益	仍未行使的 購股權數目
Mr. Ho Cheuk Fai	何焯輝先生	-	33,318,000 (Note 1) (附註一)	172,200,000 (Note 2) (附註二)	3,000,000
Mr. Ho Cheuk Ming	何卓明先生	2,300,000	-	172,182,780 (Note 3) (附註三)	6,700,000
Mr. Kwok Wing Kin, Francis	郭永堅先生	500,000	-	-	3,200,000
Mr. Tam Wing Hung	談永雄先生	300,000	-	-	1,300,000
Mr. Lee Shu Ki	李樹琪先生	1,100,000	-	-	900,000
Mr. Leung Wai Ho	梁偉浩先生	-	-	-	200,000
Ms. Ho Po Chu, Scandy	何寶珠女士	33,318,000	-	172,200,000 (Note 4) (附註四)	2,500,000



DIRECTORS' AND CHIEF EXECUTIVE' S INTERESTS IN SHARES (Cont'd)**(A) Interests in the Company** (Cont'd)

Notes:

1. Mr. Ho Cheuk Fai is deemed to be interested in these shares by virtue of the fact that his wife, Ms. Ho Po Chu, Scandy, has a personal interest in these shares.
2. 172,200,000 shares are held by Pearl Court Company Limited ("Pearl Court") as trustee for a unit trust known as Ho Cheuk Fai Family Trust ("HCF Trust"). Mr. Ho Cheuk Fai is deemed to be interested in these Shares through Pearl Court by virtue of his wife being the only shareholder of Pearl Court and controlling one-third or more of the voting power at general meetings of Pearl Court. Mr. Ho Cheuk Fai is also deemed to be interested in these shares by virtue of the fact that one of 10,000 units of HCF Trust is held by his wife and the beneficiaries of a discretionary trust known as Ho Wai Leung Memorial Trust ("HWL Trust") (see note 3 below) which includes Mrs. Scandy Ho and children under 18.
3. These shares are held by Pearl Court as trustee for HCF Trust. 9,999 of 10,000 units of HCF Trust are held by HSBC International Trustee Limited ("HTL") as trustee for HWL Trust. Mr. Ho Cheuk Ming is deemed to be interested in these Shares by virtue of the fact that he is one of the beneficiaries of the HWL Trust.
4. Disregarding the interests of her husband, Mr. Ho Cheuk Fai, who is the Chairman and a Director of the Company and whose interests are separately disclosed, Ms. Ho Po Chu, Scandy is deemed to be interested in these shares through Pearl Court by virtue of the facts that she is the only shareholder of Pearl Court and holds one unit of HCF Trust and that the beneficiaries of HWL Trust includes herself and children under 18.

董事及行政總裁之股份權益 (續)**(甲) 於本公司之權益** (續)

附註：

- 一 何焯輝先生因其妻子何寶珠女士該等股份中擁有個人權益而被視為擁有該等權益。
- 二 172,200,000股股份由Pearl Court Company Limited (「Pearl Court」) 以Ho Cheuk Fai Family Trust (「HCF Trust」) 之單位信託的受託人持有。由於何焯輝先生的妻子乃Pearl Court的唯一股東及在Pearl Court股東大會控制三分之一投票權，故何焯輝先生被視為透過Pearl Court持有該等股份。何焯輝先生亦因HCF Trust 10,000個單位中的其中一個乃由其妻子持有，而HWL Trust (見附註三) 的受益人包括何太及其18歲以下的子女，故此被視為擁有該等股份的權益。
- 三 這些股份由Pearl Court以HCF Trust受託人身份持有。HCF Trust 10,000個單位中的9,999個乃由HWL Trust之全權信託之受託人HTL持有。何卓明先生由於屬HWL Trust的受益人之一，故被視為持有該等股份。
- 四 除何寶珠女士的丈夫何焯輝先生本身的權益外(該等權益因何先生為本公司主席及董事已作獨立披露)何寶珠女士為Pearl Court的唯一股東，其持有HCF Trust其中一個單位以及由於HWL Trust之受益人包括何寶珠女士及其18歲以下的子女，因此何寶珠女士被視為透過Pearl Court擁有該等股份之權益。



DIRECTORS' AND CHIEF EXECUTIVE' S INTERESTS IN SHARES (Cont'd)**董事及行政總裁之股份權益** (續)**(B) Interests in associated corporations** (Cont'd)**(乙) 於相聯法團的權益** (續)(i) *Karrie Industrial Company Limited*(i) *嘉利產品有限公司*Number of non-voting deferred shares of HK\$100 each
每股面值100港元的無投票權遞延股份數目

		Personal interests	Family interests	Corporate /Other interests	Total interests	Short Position
		個人權益	家屬權益	法團權益或 其他權益	合計權益	淡倉
Mr. Ho Cheuk Fai	何焯輝先生	43,000	-	-	43,000	43,000 (see Note) (見附註)
Ms. Ho Po Chu, Scandy	何寶珠女士	7,000	-	-	7,000	7,000 (see Note) (見附註)

(ii) *Karpo Technologies Limited*(ii) *嘉寶科技有限公司*Number of non-voting deferred shares of HK\$100 each
每股面值100港元的無投票權遞延股份數目

		Personal interests	Family interests	Corporate /Other interests	Total interests	Short Position
		個人權益	家屬權益	法團權益或 其他權益	合計權益	淡倉
Mr. Ho Cheuk Fai	何焯輝先生	10,000	-	-	-	10,000 (see Note) (見附註)



DIRECTORS' AND CHIEF EXECUTIVE' S INTERESTS IN SHARES (Cont'd)**(B) Interests in associated corporations** (Cont'd)(iii) *Karrie Industrial Holdings Limited***董事及行政總裁之股份權益** (續)**(乙) 於相聯法團之權益** (續)(iii) *Karrie Industrial Holdings Limited*Number of non-voting deferred shares of HK\$100 each
每股面值100港元的無投票權遞延股份數目

		Personal interests	Family interests	Corporate /Other interests	Total interests	Short Position
		個人權益	家屬權益	法團權益或 其他權益	合計權益	淡倉
Mr. Ho Cheuk Fai	何焯輝先生	1	-	-	1	1 (see Note) (見附註)
Ms. Ho Po Chu, Scandy	何寶珠女士	1	-	-	1	1 (see Note) (見附註)

Note: The short position is created by virtue of the grant of option in favour of Karrie International (B.V.I.) Limited to acquire these shares.

附註：有關的淡倉乃由於給予Karrie International (B.V.I.) Limited在該等股份上之轉讓權而產生。

Save as disclosed above and under the heading "Share Option Schemes", none of the Directors, chief executives or their associates have any personal, family, corporate or other interests in the share capital of the Company or any of its associated corporations as defined in the SFO as at 30 June 2003.

除上文及根據「購股權計劃」一所披露外，各董事、行政總裁或其聯繫人於二零零三年六月三十日在本公司或其相聯法團（釋義見《證券條例》）股本中無持有任何個人、家屬、法團或其他權益。

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the directors of the Company had any interest in any business which competes with the Group.

董事於競爭業務之權益

本公司各董事概無與本集團構成競爭之業務中擁有任何權益。



SUBSTANTIAL SHAREHOLDERS

As at 31 March 2003

According to the register of interests kept by the Company under Section 16(1) of the SDI Ordinance, the persons (other than a Director or chief executive of the Company) who are, directly or indirectly, interested and/or deemed to be interested in 10% or more of the nominal value of the issued share capital of the Company are as follows:

主要股東

於二零零三年三月三十一日

根據本公司按《披露條例》第十六(一)條存置的權益登記冊，直接或間接擁有及／或被視作擁有本公司已發行股本的面值10%或以上的權益的人士(不包括董事及本公司的行政總裁)如下：

Number of ordinary shares of HK\$0.10 each
每股面值0.1港元的普通股數目

Name of Shareholder 股東名稱	Personal interests 個人權益	Corporate/ Other interests 法團權益或 其他權益	Shareholding percentage 持股百分比
Pearl Court *	-	232,200,000 (Note 1 附註一)	60.87%
HITL	-	232,500,780 (Note 2 附註二)	60.94%
HSBC Holdings plc ("HHUK")	-	232,500,780 (Note 2 附註二)	60.94%
HSBC Bank plc ("HBP")	-	232,500,780 (Note 2 附註二)	60.94%
Midcorp Limited ("ML")	-	232,500,780 (Note 2 附註二)	60.94%
Griffin International Limited ("GIL")	-	232,500,780 (Note 2 附註二)	60.94%
HSBC Europe BV ("HEB")	-	232,500,780 (Note 2 附註二)	60.94%
HSBC Europe (Netherlands) B.V. ("HEN")	-	232,500,780 (Note 2 附註二)	60.94%
HSBC Private Banking Holdings (Suisse) SA ("HPBHS")	-	232,500,780 (Note 2 附註二)	60.94%



SUBSTANTIAL SHAREHOLDERS (Cont'd)

Notes:

1. Pearl Court is a trustee of the HCF Trust.
 2. HITL is the trustee of the HWL Trust. HITL is a wholly-owned subsidiary of HHUK through HBP, ML, GIL, HEB, HEN and HPBHS, which are also wholly-owned subsidiaries of HHUK. HHUK, HBP, ML, GIL, HEB, HEN and HPBHS are deemed to be interested in these shares by virtue of the interest of HITL which acts as trustee of the HWL Trust. The interests of HITL, HHUK, HBP, ML, GIL, HEB, HEN and HPBHS duplicate each other.
- * The interests of Pearl Court duplicates the family interests and corporate/other interests of Mr. Ho Cheuk Fai, Mr. Ho Cheuk Ming and Ms. Ho Po Chu, Scandy as stated in the section headed "Directors' and Chief Executive' Interests in the Shares".

Save as disclosed above and under the heading "Share Option Schemes", none of the Directors, chief executives or their associates have any interests in any associated corporations of the Company as defined in section 16(1) of the SDI Ordinance as at 31 March 2003.

主要股東 (續)

附註：

- 一 Pearl Court為HCF Trust之受託人。
 - 二 HITL為HWL Trust之受託人。HITL為HHUK透過HBP, ML, GIL, HEB, HEN及HPBHS(彼等亦為HHUK之全資附屬公司)而擁有之全資附屬公司。因此HHUK、HBP, ML, GIL, HEB, HEN及HPBHS透過HITL及被視為擁有HITL所持有之權益。HITL、HHUK、HBP, ML, GIL, HEB, HEN及HPBHS之權益乃互相重複。
- * 各主要股東於股份中之法團權益／其他權益與何焯輝先生、何卓明先生及何寶珠女士之家屬權益及法團權益／其他權益重複，於「董事及行政總裁股份之權益」中詳述。

除上文及於「購股權計劃」中披露外，於二零零三年三月三十一日，根據《披露條例》第十六(一)條而存置的權益登記冊並無記錄有關董事、行政總裁或其聯繫人在本公司的相聯法團中的其他權益。



SUBSTANTIAL SHAREHOLDERS (Cont'd)

As at 30 June 2003

According to the register of interests kept by the Company under section 336 of the SFO, the persons (other than a Director or chief executive of the Company) who are, directly or indirectly, interested and/or deemed to be interested in 5% or more of the nominal value of the issued share capital of the Company are as follows:

主要股東 (續)

於二零零三年六月三十日

根據本公司按《證券條例》第三百三十六條存置的權益登記冊，直接或間接擁有及／或被視作擁有本公司已發行股本的面值5%或以上的權益的人士(不包括董事及本公司的行政總裁)如下：

Number of ordinary shares of HK\$0.10 each
每股面值0.1港元的普通股數目

Name of Shareholder 股東名稱	Personal interests 個人權益	Corporate/ Other interests 法團權益或 其他權益	Shareholding percentage 持股百分比
Pearl Court *	-	172,200,000 (Note 1 附註一)	44.79%
HITL	-	172,556,780 (Note 2 附註二)	44.88%
HSBC Holdings plc ("HHUK")	-	172,556,780 (Note 2 附註二)	44.88%
HSBC Bank plc ("HBP")	-	172,556,780 (Note 2 附註二)	44.88%
Midcorp Limited ("ML")	-	172,556,780 (Note 2 附註二)	44.88%
Griffin International Limited ("GIL")	-	172,556,780 (Note 2 附註二)	44.88%
HSBC Europe BV ("HEB")	-	172,556,780 (Note 2 附註二)	44.88%
HSBC Europe (Netherlands) B.V. ("HEN")	-	172,556,780 (Note 2 附註二)	44.88%
HSBC Private Banking Holdings (Suisse) SA ("HPBHS")	-	172,556,780 (Note 3 附註三)	44.88%
Mr. Cheah Cheng Hye 謝清海先生	-	37,638,000 (Note 3 附註三)	9.79%
Value Partners Limited ("VPL")	-	37,638,000 (Note 3 附註三)	9.79%



SUBSTANTIAL SHAREHOLDERS (Cont'd)

Notes:

1. Pearl Court is a trustee of HCF Trust.
 2. HITL is the trustee of HWL Trust. HITL is a wholly-owned subsidiary of HHUK through HBP, ML, GIL, HEB, HEN and HPBHS, which are also wholly-owned subsidiaries of HHUK. HHUK, HBP, ML, GIL, HEB, HEN and HPBHS are deemed to be interested in these shares by virtue of the interests of HITL which acts as trustee of HWL Trust. The interests of HITL, HHUK, HBP, ML, GIL, HEB, HEN and HPBHS duplicate one another.
 3. Mr. Cheah is deemed to be interested in these shares by virtue of his 32.53% control over VPL.
- * The interests of Pearl Court duplicates with the family interests and corporate/other interests of Mr. Ho Cheuk Fai, Mr. Ho Cheuk Ming and Ms. Ho Po Chu, Scandy as stated in the section headed "Directors' and Chief Executive' Interests in the shares".

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2003 attributable to the Group's major suppliers and customers are as follows:

Purchases

The largest supplier	27%
Five largest suppliers combined	57%

Sales

The largest customer	40%
Five largest customers combined	80%

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) had a beneficial interest in the Group's major suppliers or customers noted above.

主要股東 (續)

附註：

- 一 Pearl Court為HCF Trust的受託人。
 - 二 HITL為HWL Trust的受託人。HITL為HHUK透過HBP, ML, GIL, HEB, HEN及HPBHS(彼等亦為HHUK之全資附屬公司)而擁有的全資附屬公司。因此HHUK、HBP, ML, GIL, HEB, HEN及HPBHS透過HITL及被視為擁有HITL所持有的權益。HITL、HHUK、HBP、ML、GIL、HEB、HEN及HPBHS的權益乃互相重覆。
 - 三 謝清海先生透過擁有32.53%VPL的控制權，因此被視為擁有該等股份的權益。
- * Pearl Court於股份中之權益／與何焯輝先生、何卓明先生及何寶珠女士的家屬權益及法團權益／其他權益重覆，於「董事及行政總裁股份的權益」中詳述。

主要客戶及供應商

截至二零零三年三月三十一日止年度，本集團在主要供應商及客戶的購買及銷售百分比為：

購買

最大供應商	27%
五大供應商共佔	57%

銷售

最大客戶	40%
五大客戶共佔	80%

除上述外，各董事、彼等的聯繫人或以董事所知擁有本公司股本超過5%的股東並無擁有任何上述本集團主要供應商及客戶的權益。



CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Monday, 28 July 2003 to Friday, 1 August 2003 (both dates inclusive) during which no transfer of shares will be registered. In order to qualify for the proposed final dividend and special final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Room 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 25 July 2003.

COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

In the opinion of the Directors, the Company was in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules throughout the year.

AUDIT COMMITTEE

According to the requirements of the Listing Rules, in January 1999 the Group has established an Audit Committee which now comprises three independent non-executive directors of the Company. They are responsible for dealing with matters relating to audit which include reviewing and supervising the financial reporting process and internal control to protect the interests of the shareholders.

暫停辦理過戶登記

本公司將由二零零三年七月二十八日(星期一)至二零零三年八月一日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。如欲享有擬派發的末期股息及特別末期股息，所有填妥的股份轉讓文件連同有關的股票，須於二零零三年七月二十五日(星期五)下午四時前送達本公司於香港的股份過戶登記分處：香港中央證券登記有限公司；地址為香港灣仔皇后大道東183號合和中心17樓1712至6室。

遵守最佳應用守則

董事會認為本公司於本財政年度內一直遵守《上市規則》附錄十四內所載「最佳應用守則」的規定。

審核委員會

遵照《上市規則》，本公司於一九九九年一月成立了審核委員會；該委員會由三位獨立非執行董事組成。審核委員會負責處理審核範圍內的事宜，包括檢討及監督財務匯報程序及內部監控，以保障股東的利益。



AUDITORS

The accounts for the year ended 31 March 2001 were audited by Arthur Andersen & Co. The accounts for the years ended 31 March 2002 and 2003 were audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for reappointment.

On behalf of the Board of Directors

Ho Cheuk Fai

Chairman

Hong Kong, 30 June 2003

核數師

二零零一年三月三十一日止年度的帳目由安達信公司審核。二零零二年及二零零三年三月三十一日止年度的帳目由羅兵咸永道會計師事務所審核；該核數師已任滿，惟有資格並願意膺選連任。

承董事會命

主席

何焯輝

香港，二零零三年六月三十日

