

The Directors have pleasure in submitting their first annual report together with the audited financial statements of Linfair Holdings Limited (the "Company") and the audited proforma financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") (legally established on 18th May, 2005) for the year ended 31st March, 2005.

GROUP REORGANISATION

The Company was incorporated in Cayman Islands on 8th October, 2002 as an exempted company with limited liability under the Companies Law of the Cayman Islands. Pursuant to the reorganisation as disclosed in the Company's prospectus dated 27th May, 2005 (the "Reorganisation"), prepared for the purpose of listing of its shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company then became the holding company of the subsidiaries now comprising the Group. The Company's shares were subsequently listed on the Main Board of the Stock Exchange on 10th June, 2005. Details of the Reorganisation are set out in note 1 to the proforma financial statements.

In order to provide the Company's shareholders with more meaningful information, proforma financial statements are included in this annual report which are prepared as if the Group had been in existence throughout the year ended 31st March, 2005. The basis of preparing the aforesaid proforma financial information, which is detailed in note 1 to the proforma financial statements, is consistently applied for presenting information relating to the Group in this report.

PRINCIPAL ACTIVITIES

As at 31st March, 2005, the Company acts as an investment holding company. Had the Reorganisation been completed on 31st March, 2005, the principal activities of the Group are the provision of engineering systems contracting services and supporting services and sales of related consumables and spare parts, mainly carried out through Linfair Engineering (H.K.) Co., Limited ("Linfair HK") and Linfair Engineering Company Limited, major subsidiaries of the Group. Particulars of the Company's subsidiaries are set out in note 1 to the proforma financial statements. The nature of the principal activities of the Company and the Group has not changed during the year.

本董事會欣然提呈福茂控股有限公司(「本公司」)及其附屬公司(以下統稱「本集團」, 於二零零五年五月十八日依法成立)截至二零零五年三月三十一日止年度的首份年報連同經審核財務報表和經審核備考財務報表。

集團重組

本公司於二零零二年十月八日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。為籌備本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市, 本公司進行於二零零五年五月二十七日刊發的售股章程內披露的重組(「重組」), 根據重組, 本公司當時便成為現時組成本集團的附屬公司的控股公司。本公司股份其後於二零零五年六月十日在聯交所主板上市。重組詳情載於備考財務報表附註1。

本年報收錄備考財務報表旨在向本公司股東提供更多有意義的資料, 乃假設本集團於截至二零零五年三月三十一日止年度一直存在而編製。編製上述備考財務報表的基準詳見備考財務報表附註1, 已有貫徹應用於本報告中以呈列有關本集團的資料。

主要業務

於二零零五年三月三十一日, 本公司乃一間投資控股公司。倘重組於二零零五年三月三十一日得以完成, 本集團的主要業務即為提供工程系統承包及相關的支援服務, 同時銷售相關消耗品及零部件, 主要通過本集團主要附屬公司福茂工程(香港)有限公司(「福茂(香港)」)及Linfair Engineering Company Limited進行。本公司附屬公司的詳情載於備考財務報表附註1。本公司及本集團主要業務的性質於年內並無改變。

DIRECTORS' REPORT**董事會報告書**

LINFAIR HOLDINGS LIMITED
福茂控股有限公司

RESULTS AND APPROPRIATIONS

The results of the Company and the proforma financial results of Group for the year are set out on page 26 and page 38 respectively.

Prior to the Reorganisation and the placing and public offer, the board of directors of Linfair (HK) declared interim dividends in aggregate of HK\$16 million during the year. The declaration of dividends is considered a return of investments to the shareholders of Linfair (HK) for their long-term support to Linfair (HK). They were attributable to the then equity owners of Linfair (HK) and fully paid during the year. All dividends were paid out of the Group's internally generated cash flows from operating activities.

As the Company was recently listed on the Stock Exchange and the Group was not legally established until 18th May, 2005, the Directors do not recommend the payment of dividend by the Company for the year ended 31st March, 2005.

Subsequent to 31st March, 2005, certain subsidiaries of the Group have, out of their retained profits for the year ended 31st March, 2005, declared and made dividend distributions to the Company. On 12th July, 2005, the Directors resolved the payment of a special interim dividend of HK 2 cents per ordinary share amounting to approximately HK\$6 million in respect of year ending 31st March, 2006. Such distribution will be made out of the dividend income received by the Company from its subsidiaries subsequent to 31st March, 2005 as referred to above. Accordingly, the said proposed special interim dividend has not been incorporated in the Company's financial statements or the Group's proforma consolidated financial statements for the year ended 31st March, 2005.

The special interim dividend in respect of the year ending 31st March, 2006 is expected to be paid on or around 22nd August, 2005 to those shareholders whose names appear on the register of members of the Company on 16th August, 2005.

業績及利潤分配

本年度本公司的業績和本集團的備考財務業績分別載於第26頁及第38頁。

重組及配售與公開發售前，福茂(香港)董事會年內曾宣派中期股息合共16,000,000港元。是次宣派股息被視為福茂(香港)股東的投資回報，以答謝他們對福茂(香港)的長期支持。股息歸福茂(香港)當時的股本擁有人所有並已於年內派付。所有股息乃自本集團經營活動所得自生現金流撥付。

由於本公司新近才在聯交所上市，而本集團要到二零零五年五月十八日方為合法成立，故董事不建議就截至二零零五年三月三十一日止年度派付股息。

二零零五年三月三十一日後，本集團若干附屬公司自彼等截至二零零五年三月三十一日止年度的保留溢利中向本公司宣派及作出股息分派。二零零五年七月十二日，董事議決就截至二零零六年三月三十一日止年度派付特別中期股息每股普通股2港仙，共約6,000,000港元。上述分派將由上述本公司於二零零五年三月三十一日後自其附屬公司所收取得來的股息收入中支銷。因此，上述建議特別中期股息並無在截至二零零五年三月三十一日止年度本公司的財務報表或本集團的備考綜合財務報表內列賬。

就截至二零零六年三月三十一日止年度的特別中期股息預計將於二零零五年八月二十二日或附近日子支付予二零零五年八月十六日名列本公司股東名冊的股東。

RESERVES

Movements in the reserves of the Company during the year are set out in the statement of changes in equity on page 28.

Movements in the reserves of the Group during the year are set out in the proforma consolidated statement of changes in equity on page 40.

FINANCIAL SUMMARY

A summary of the proforma financial results and position of the Group for the last four financial years is set out on page 80.

PROPERTY, PLANT AND EQUIPMENT

The Company has no property, plant and equipment during the year.

Movements in the property, plant and equipment of the Group during the year are set out in note 12 to the proforma financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 8 to the financial statements and note 21 to the proforma financial statements.

SHARE OPTIONS

A pre-IPO share option scheme (the "Scheme") was approved and adopted by the Company on 30th March, 2005. Particulars of the Scheme are set out in note 9 to the financial statements and note 22 to the proforma financial statements.

儲備

本公司儲備於年內的變動載於第28頁權益變動表。

本集團儲備於年內的變動載於第40頁備考綜合權益變動表。

財務概要

過去四個財政年度本集團備考財務業績及狀況的概要載於第80頁。

物業、廠房及設備

本公司於本年度並無物業、廠房及設備。

本集團物業、廠房及設備的變動載於備考財務報表附註12。

股本

本公司股本於年內的變動載於財務報表附註8及備考財務報表附註21。

購股權

本公司於二零零五年三月三十日批准並採納一項首次公開發售前購股權計劃(「計劃」)。計劃的詳情載於財務報表附註9及備考財務報表附註22。

DIRECTORS' REPORT**董事會報告書**LINFAIR HOLDINGS LIMITED
福茂控股有限公司**SHARE OPTIONS (continued)**

The pre-IPO share options granted are not recognized in the financial statements until they are exercised. The Directors consider it is not appropriate to disclose the value of the pre-IPO share options granted during the year under the Scheme since any valuation of the pre-IPO share options would be subject to a number of assumptions that would be subjective and uncertain. The Directors believe that the evaluation of pre-IPO share options based upon speculative assumptions would not be meaningful and would be misleading.

On 30th March, 2005, 1,720,000 pre-IPO share options with an exercise price of HK\$0.65 per share were granted to Mr. Chow Kin Ming ("Mr. Chow"), Director of the Company, and remained outstanding at 31st March, 2005. The exercisable period shall commence from the day following 6 months after 10th June, 2005 and end on 30th March, 2010 (both days inclusive). Mr. Chow has undertaken to the Company and the Stock Exchange not to exercise his pre-IPO share options should any of his exercise would result in the shareholdings of the Company held by members of the public to fall below 25%.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

DIRECTORS

The Directors of the Company during the year and up to the date of this report are:

Executive Directors

Mr. Chang Ei Eu (*Chairman*)

Ms. Hsieh Ming Chiu

Mr. Chow Kin Ming

Independent Non-Executive Directors

Mr. Lee Kin Keung

Dr. Lam Chun Kong

Madam Tung Pui Man

購股權 (續)

所授出的首次公開發售前購股權在得以行使前不會在財務報告中確認。董事認為，由於任何首次公開發售前購股權的價值將受多項主觀及未能確定的假設而影響，故不宜披露在年內所授出首次公開發售前購股權的價值。董事相信，根據毫無根據的假設而對首次公開發售前購股權作出評估，均屬毫無意義，且帶有誤導成份。

二零零五年三月三十日，本公司董事周堅銘先生（「周先生」）獲授1,720,000份行使價每股0.65港元的首次公開發售前購股權，且於二零零五年三月三十一日仍未行使。可行使期為二零零五年六月十日後六個月之日起至二零一零年三月三十日（首尾兩日包括在內）止。周先生已向本公司及聯交所承諾，如行使其首次公開發售前購股權將導致本公司公眾持股量低於25%，則不會行使首次公開發售前購股權。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何證券。

董事

於年內及截至本報告日期為止，本公司在任董事如下：

執行董事

張翼宇先生（主席）

謝明秋女士

周堅銘先生

獨立非執行董事

李健強先生

林振綱博士

董佩雯女士

DIRECTORS (continued)

In accordance with Clauses 86(3) of the Company's Articles of Association, all Directors shall retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Each of Mr. Chang Ei Eu, Ms. Hsieh Ming Chiu and Mr. Chow Kin Ming entered into a service contract with the Company on 20th May, 2005 for initial terms of three years, one year and two years respectively commencing on 10th June, 2005 and will continue thereafter unless and until terminated by either party by giving three months prior written notice to the other.

Each of Independent Non-Executive Directors of the Company was appointed as an Independent Non-Executive Director for a term of one year commencing from 10th June, 2005 pursuant to a letter of appointment, provided that either party may terminate such appointment at any time by giving at least one month's notice in writing to the other term.

The Company has received from each Independent Non-Executive Director an annual confirmation of his/her independence pursuant to the Rules Governing the Listing of Securities ("Listing Rules") on the Stock Exchange and the Company considers such directors to be independent.

董事 (續)

根據本公司的章程細則第86(3)條，全體董事將於應屆股東週年大會上告退，惟彼等合乎資格並願意膺選連任。

張翼宇先生、謝明秋女士及周堅銘先生已於二零零五年五月二十日個別與本公司訂立服務合約，初定年期由二零零五年六月十日起，分別為期三年、一年及兩年。該等服務合約將於其後繼續生效，直至其中一方向另一方發出三個月書面通知終止該等合約為止。

本公司各獨立非執行董事的獨立非執行董事任期由二零零五年六月十日起為期一年，惟其中一方可隨時向另一方發出最少一個月書面通知終止任期。

本公司已收到各獨立非執行董事根據聯交所證券上市規則（「上市規則」）就本身的獨立身份發出的周年確認書，本公司認為有關董事具備獨立身份。

DIRECTORS' REPORT

董事會報告書

LINFAIR HOLDINGS LIMITED
福茂控股有限公司DIRECTORS' INTERESTS IN SHARES AND SHARE
OPTIONS

The Company was listed on the Stock Exchange on 10th June, 2005. As at the date of this report, the interests and short positions of the Directors and chief executive, in the shares and share options of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO Ordinance"), as recorded in the registers maintained by the Company pursuant to Section 352 of the SFO Ordinance, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO Ordinance or the Model Code (the "Model Code") for Securities Transaction by Directors of Listed Companies in the Listing Rules, were as follows:

Long positions

- (1) Ordinary shares of HK\$0.1 each of the Company

董事於股份及購股權的權益

本公司於二零零五年六月十日在聯交所上市。於本報告日期，董事及最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）股份及購股權中擁有根據證券及期貨條例第352條所存置登記冊所記錄，或根據上市規則中證券及期貨條例第XV部或上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

好倉

- (1) 本公司每股面值0.1港元的普通股

Name of Director	Capacity	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
董事姓名	身分		
Mr. Chang Ei Eu 張翼宇先生	Corporate interest (Note) 公司權益(附註)	225,000,000	75%
Ms. Hsieh Ming Chiu 謝明秋女士	Other interest (Note) 其他權益(附註)	225,000,000	75%

Note: The 225,000,000 shares referred to above are duplicated and held by Polestar Assets Limited ("Polestar") which is beneficially owned as to 80% by Mr. Chang Ei Eu and as to 20% by Ms. Hsieh Ming Chiu, and they are therefore deemed to be interested in the 225,000,000 shares held by Polestar.

附註： 上述225,000,000股股份屬於由Polestar Assets Limited（「Polestar」）持有的同一批股份，而Polestar則由張翼宇先生及謝明秋女士分別實益擁有80%及20%，故此彼等均被視為於Polestar持有的225,000,000股股份中擁有權益。

**DIRECTORS' INTERESTS IN SHARES AND SHARE
OPTIONS** (continued)

(2) Share options

Name of Director 董事姓名	Capacity 身分	Number of options held 所持購股權數目	Number of underlying shares 相關股份數目
Mr. Chow Kin Ming 周堅銘先生	Beneficial owner 實益擁有人	1,720,000	1,720,000

Other than disclosed above, none of the Company's Directors, chief executives and their associates, had any interests or short positions in any shares of the Company or any of its associated corporations at the date of this report.

**ARRANGEMENTS TO PURCHASE SHARES OR
DEBENTURES**

Other than disclosed above under "Share Options", at no time during the year was the Company 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, and neither the Directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

董事於股份及購股權的權益 (續)

(2) 購股權

除上文披露者外，於本報告日期，本公司董事、最高行政人員及彼等的聯繫人概無於本公司或其任何相聯法團的股份擁有任何權益或淡倉。

購買股份或債權證的安排

除上文「購股權」所披露外，於年內任何時間，本公司概無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體的股份或債券證而獲得利益，而董事、最高行政人員或彼等的任何配偶或未滿18歲的子女亦無認購本公司證券的任何權利，或行使任何有關權利。

DIRECTORS' REPORT**董事會報告書**
LINEAIR HOLDINGS LIMITED
福茂控股有限公司
SUBSTANTIAL SHAREHOLDERS

As at the date of this report, so far as is known to the Directors of the Company, the persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company as recorded in the registers maintained by the Company pursuant to Section 336 of the SFO Ordinance and/or as notified to the Company were as follows:

*Long positions***Ordinary shares of HK\$0.1 each of the Company**

Name of shareholder	Capacity	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
股東姓名	身分		
Polestar Assets Limited	Beneficial owner (Note) 實益擁有人 (附註)	225,000,000	75%

Note: Polestar is beneficially owned as to 80% by Mr. Chang Ei Eu and as to 20% by Ms. Hsieh Ming Chiu, and they are therefore deemed to be interested in the 225,000,000 shares held by Polestar.

主要股東

據本公司董事或最高行政人員所知，於本報告日，於本公司股份或相關股份擁有權益或淡倉並載於本公司按證券及期貨條例第336條須予存置的登記冊及／或已向本公司知會的人士（本公司董事或最高行政人員除外）如下：

好倉

本公司每股面值0.1港元的普通股

附註： Polestar 由張翼宇先生及謝明秋女士分別實益擁有80%及20%，故此彼等均被視為於Polestar 持有的225,000,000股股份中擁有權益。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance to which the Company 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.

董事於重大合約的權益

本公司於年底或年內任何時間概無訂立任何重大合約而本公司董事從中直接或間接擁有重大權益者。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board of Directors of the Company has adopted the Model Code during the year. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code.

董事進行證券交易的標準守則

本公司董事會已於年內採納標準守則。對全體董事作出特定查詢後，本公司確認董事已遵守標準守則所規定之準則。

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2005, the aggregate amount of proforma turnover attributable to the Group's five largest customers accounted for approximately 54% of the Group's total proforma turnover and the proforma turnover attributable to the Group's largest customer accounted for approximately 27% of the Group's total proforma turnover.

The aggregate amount of proforma purchases attributable to the Group's five largest suppliers accounted for approximately 96% of the Group's total proforma purchases and the proforma purchases attributable to the Group's largest supplier accounted for approximately 51% of the Group's total proforma purchases.

At no time during the year did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest suppliers or customers.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, the interests of the Directors of the Company in businesses which competed or were likely to compete, either directly or indirectly, with the business of the Group are set out as follows:

Mr. Chang Ei Eu ("Mr. Chang") and Ms. Hsieh Ming Chiu ("Ms. Hsieh") and their children jointly owns 90.9% equity of Linfair Engineering and Trading Limited ("Linfair (Taiwan)"), a private limited company incorporated in Taiwan which engaging in, among other things, the trading and installation of broadcasting, audio and visual entertainment systems, audio and/or visual system installation for auditorium and music recording studios, and installation of aluminium scaffold. Thus, Linfair (Taiwan) competes with the Group in respect of broadcasting and audio and visual systems and the theme park show systems. Accordingly, both Mr. Chang and Ms. Hsieh were regarded as having interests in competing businesses of the Group during the year. In order to eliminate/reduce any potential competition between the Group and Linfair (Taiwan), the Company, Mr. Chang, Ms. Hsieh and Linfair (Taiwan) have entered into a non-competition

主要客戶及供應商

截至二零零五年三月三十一日止年度，本集團五大客戶的備考營業額總額佔本集團總備考營業額約54%，而本集團最大客戶的備考營業額則佔本集團總備考營業額約27%。

本集團五大供應商的備考採購額總額佔本集團總備考採購額約96%，而本集團最大供應商的備考採購額則佔本集團總備考採購額約51%。

本公司董事、董事的聯繫人或據董事所知擁有本公司股本5%的股東於年內任何時間概無擁有本集團主要供應商或客戶的任何權益。

董事於構成競爭業務的權益

年內，本公司各董事於與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有的權益如下：

張翼宇先生（「張先生」）、謝明秋女士（「謝女士」）以及彼等的子女合共擁有福茂國際股份有限公司（「福茂（台灣）」）之90.9%股本。福茂（台灣）為於台灣註冊成立的私人有限公司。其從事的業務包括買賣及安裝廣播及影音娛樂系統、為會堂及音樂錄音室安裝視覺及／或音響系統，以及安裝鋁質台架等。故此，就廣播及影音娛樂系統及主題樂園表演系統而言，福茂（台灣）乃與本集團競爭。因此，張先生與謝女士均被視為於年內在與本集團構成競爭的業務中擁有權益。為排除／減少本集團與福茂（台灣）之間可能出現的競爭，本公司、張先生、謝女士及福茂（台灣）於二零零五年五月二十日訂立了不競爭協

DIRECTORS' REPORT**董事會報告書**

LINFAIR HOLDINGS LIMITED
福茂控股有限公司

DIRECTORS' INTERESTS IN COMPETING BUSINESS*(continued)*

agreement dated 20th May, 2005 restraining Linfair (Taiwan) from competing with the Group. Although this agreement became effective after the year end date, for the purpose of disclosure continuity, both Mr. Chang and Ms. Hsieh confirmed to the Company of the compliance during the year with the terms of the non-completion undertakings given by Mr. Chang, Ms. Hsieh and Linfair (Taiwan).

Save as disclosed above, none of the Directors of the Company were interested in any business apart from the Group's businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group during the year.

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's Articles of Association which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CODE OF BEST PRACTICE

In respect of financial year ended 31st March, 2005, in the opinion of the Directors, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Listing Rules as effective during the said period, except that the audit committee was set up on 14th September, 2004.

POST BALANCE SHEET EVENTS

Details of significant post balance sheet events are set out in note 10 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Directors of the Company, the Company has maintained the prescribed public float with the Listing Rules.

董事於構成競爭業務的權益 (續)

議，藉此限制福茂(台灣)與本集團競爭。雖然此協議於本年結算日後生效，張先生與謝女士為確保資料披露之延續性，已向本公司確認，彼等於年內一直遵守張先生、謝女士及福茂(台灣)作出之不競爭承諾。

除上文披露者外，如不計本集團的業務，年內概無本公司董事於與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有權益。

優先購買權

本公司章程細則並無優先購買權條文，規定本公司須按比例向現有股東提呈發售新股。

最佳應用守則

董事認為，於截至二零零五年三月三十一日止財政年度，本公司已遵守上述期間有效的上市規則附錄14所載的最佳應用守則，惟審核委員會於二零零四年九月十四日成立則除外。

結算日後事項

結算日後事項的詳情載於財務報表附註10。

足夠公眾持股量

根據本公司所得的公開資料及就本公司董事所知，本公司乃維持上市規則所訂明的公眾持股量。

EXPOSURE TO BORROWERS AND OTHER SPECIFIC CIRCUMSTANCES THAT MAY REQUIRE DISCLOSURE

As at 31st March, 2005, the Group has made advances of approximately HK\$69.4 million and HK\$28.9 million to Mechtronic International Ltd and Zhan Jiang Hua Li Jin Video Plate Co. Ltd. respectively.

The balances represented the trade receivables due from customers arising mainly from engineering system contracts for optical disc manufacturing systems and were unsecured, interest free and repayable in accordance with the agreed credit terms under sales contracts. The customers were not connected persons of the company as defined in the Listing Rules.

AUDITORS

Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company since its incorporation on 8th October, 2002.

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

On behalf of the Board

Chang Ei Eu
CHAIRMAN

12th July, 2005

向借款人貸款及可能需要披露的其他特定情況

於二零零五年三月三十一日，本集團分別向 Mechtronic International Ltd及湛江華麗金音影碟有限公司墊付約69,400,000港元及28,900,000港元。

該等金額乃應收客戶貿易帳款，主要來自光碟製造系統的工程系統合約，乃無抵押、免息並須根據銷售合約下協定的信貸條款予以償還。該等客戶並非本公司的關連人士（定義見上市規則）。

核數師

德勤•關黃陳方會計師行自本公司於二零零二年十月八日註冊成立以來便一直出任本公司核數師。

本公司應屆股東週年大會上將提呈續聘德勤•關黃陳方會計師行的決議案。

代表董事會

主席
張翼宇

二零零五年七月十二日