30 June 2002

#### 9. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES

Directors' remuneration disclosed pursuant to the Listing Rules and section 161 of the Hong Kong Companies Ordinance is as follows:

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
Fees:			
Executive directors	_	_	
Independent non-executive directors	440	461	
Other emoluments paid and payable to executive directors:			
Basic salaries, allowances and benefits in kind	7,299	9,555	
Pension scheme contributions	20	12	
	7,759	10,028	

The number of directors whose remuneration fell within the bands set out below is as follows:

	Group		
	2002	2001	
	Number of	Number of	
	directors	directors	
Nil – HK\$1,000,000	3	6	
HK\$1,000,001 – HK\$1,500,000	1	-	
HK\$1,500,001 – HK\$2,000,000	_	-	
HK\$2,000,001 – HK\$2,500,000	1	-	
HK\$2,500,001 – HK\$3,000,000	_	2	
HK\$3,000,001 – HK\$3,500,000	1	1	
	6	9	

During the year, 45,800,000 share options were granted to the directors in respect of their services to the Group, further details of which and of the 17,200,000 share options granted to the directors in the prior year are set out under the heading "Share option schemes" in the Report of the Directors. In the absence of a readily available market value for the options on the Company's shares, the directors are unable to arrive at an accurate assessment of the value of the options granted. No estimate value of such options has been charged to the profit and loss account as at the date of the grant.

200 Wo

30 June 2002

# 9. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES (continued)

#### Five highest paid individuals

The five highest paid individuals for the current year included three (2001: three) directors, details of whose remuneration are set out above. The remuneration of the remaining two (2001: two) non-director, highest paid individuals was analysed as follows:

		Group		
	2002	2001		
	HK\$'000	HK\$'000		
Basic salaries, allowances and benefits in kind	1,411	1,808		
Pension scheme contributions	24	12		
_	1,435	1,820		

The remuneration paid to each of the non-director, highest paid individuals fell within the band of nil to HK\$1,000,000 for each of the years ended 30 June 2001 and 2002.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2001: Nil). During the year, no emoluments were paid by the Group to the directors or the non-director, highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office.

#### **10. FINANCE COSTS**

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
Interest on bank loans, overdrafts and other loans wholly			
repayable within five years	37,490	59,830	
Interest on finance leases	2,743	3,805	
Interest on convertible bonds	2,139	1,759	
_	42,372	65,394	

## **NOTES** to Financial Statements

30 June 2002

#### 11. TAX

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
Current year provision:			
Hong Kong	_	683	
Elsewhere	72,641	71,544	
Underprovision in prior year	114	-	
Deferred tax	-	(650)	
	72,755	71,577	

No Hong Kong profits tax has been provided (2001: provided at the rate of 16%) as there were no estimated assessable profits arising from the Group's operations in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

Under the relevant laws and regulations in the PRC, certain subsidiaries (the "PRC Subsidiaries") of the Company operating in the PRC are exempted from income tax for two years from their respective first profit-making year and are eligible for a 50% reduction in income tax for the following three years. During the year, provisions for income tax for these subsidiaries have been made at the applicable reduced rate for the PRC Subsidiaries.

Movements in the deferred tax liabilities for the year are as follows:

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
At beginning of year	_	650	
Deferred tax credit for the year	_	(650)	
At end of year	-	_	

30 June 2002

#### 11. TAX (continued)

The principal components of the Group's net deferred tax assets not recognised at the balance sheet date were as follows:

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
Accelerated depreciation allowances	1,173	679	
Tax losses carried forward	(13,329)	(6,309)	
	(12,156)	(5,630)	

The net deferred tax asset has not been recognised as at the balance sheet date because the directors consider not to recognise the benefit of any future tax relief until it is assured beyond reasonable doubt.

Deferred tax has not been provided as there were no significant timing differences which would give rise to a deferred tax liability at the balance sheet date.

#### 12. NET PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The net profit attributable to shareholders for the year ended 30 June 2002 dealt with in the financial statements of the Company was HK\$43,993,000 (2001: HK\$139,462,000).

#### 13. DIVIDENDS

	2002	2001
	HK\$'000	HK\$'000
Paid:		
- Interim: HK1.0 (2001: HK1.0) cent per ordinary share	23,050	11,120
- Underaccrual of final and special dividends for 2001		
due to conversion of convertible bonds and		
exercise of share options before dividend record date	1,050	-
	24,100	11,120
Proposed:		
- Final: HK1.5 (2001: HK1.0) cent per ordinary share	35,666	22,340
- Special: Nil (2001: HK3.5 cents per ordinary share)	_	78,170
	35,666	100,510
	59,766	111,630

## **NOTES** to Financial Statements

30 June 2003

#### 13. **DIVIDENDS** (continued)

The proposed final dividend for the year ended 30 June 2002 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

During the year, the Group adopted the revised SSAP 9 as detailed in note 2 to the financial statements. To comply with this revised SSAP, a prior year adjustment has been made to reclassify the proposed final and special dividends for the year ended 30 June 2001 of HK\$100,510,000, which was recognised as a current liability at the prior year end, to the proposed dividends reserve account within the capital and reserves section of the balance sheet. The result of this has been to reduce both the Group's and the Company's current liabilities and increase the reserves previously reported as at 30 June 2001, by HK\$100,510,000.

The effect of this change in accounting policy as at 30 June 2002, is that the current year's proposed final dividend of HK\$35,666,000 has been included in the proposed dividends reserve account within the capital and reserves section of the balance sheet at that date, whereas in previous years it would have been recognised as a current liability at the balance sheet date.

#### 14. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the net profit attributable to shareholders for the year of HK\$131,409,000 (2001: HK\$195,450,000) and the weighted average number of 2,273,832,402 (2001: 2,166,223,638) ordinary shares in issue during the year.

The calculation of diluted earnings per share is based on the net profit attributable to shareholders for the year of HK\$133,213,000 (2001: HK\$197,209,000) and on 2,508,071,214 (2001: 2,343,644,203) ordinary shares, being the weighted average number of ordinary shares outstanding during the year, adjusted for the effects of dilutive potential ordinary shares outstanding during the year.

30 June 2002

#### 14. EARNINGS PER SHARE (continued)

A reconciliation of the earnings and the weighted average number of shares used in calculating the basic and diluted earnings per share is as follows:

	2002 HK\$'000	2001 HK\$'000
Earnings		
Earnings for the purpose of basic earnings per share		
(net profit for the year) calculation	131,409	195,450
Effect of dilutive convertible bonds	1,804	1,759
Earnings for the purpose of diluted		
earnings per share calculation	133,213	197,209
	2002	2001
Number of shares		
Weighted average number of ordinary shares for the		
purpose of basic earnings per share calculation	2,273,832,402	2,166,223,638
Weighted average number of ordinary shares:		
Assuming issued at no consideration on deemed exercise		
of all share options outstanding during the year	54,028,765	9,466,809
Assuming issued at no consideration on deemed exercise		
of all warrants outstanding during the year	9,141,357	17,868,382
Assuming issued at no consideration on deemed exercise		
of all convertible bonds outstanding during the year (note 1)	171,068,690	150,085,374
Weighted average number of ordinary shares for the		
purpose of diluted earnings per share calculation	2 508 071 214	2 242 644 202
purpose of unuted earnings per share calculation	2,508,071,214	2,343,644,203

#### Notes:

- (1) As explained more fully in note 27 to the financial statements, the convertible bonds are exercisable at a conversion price which varies with the share price of the Company prior to the exercise of the conversion rights. In the above calculation of diluted earnings per share, it was assumed that the convertible bonds would be converted at the most advantageous share price prevailing during the year.
- (2) Company's shares issuable on the exercise of the Put Options II by each of the two existing shareholders of AAG as detailed in note 35(d) to the financial statements have not been included in the computation of diluted earnings per share as the Put Options II are anti-dilutive.

# NOTES to Financial Statements

30 June 2002

## 15. FIXED ASSETS

### Group

			Plant,	Furniture			
	ŭ	in progress  HK\$'000	•	and fixtures HK\$'000	Office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
				11Κψ 000			
Cost:							
At 1 July 2001	144,548	19,978	644,524	19,286	27,196	32,380	887,912
Additions	20,226	69,361	221,393	420	1,455	6,222	319,077
Disposal of subsidiaries	-	-	(696)	-	(616)	(1,664)	(2,976)
Disposals	-	-	-	(3,350)	-	-	(3,350)
Write-off	-	-	(15,514)	-	-	(116)	(15,630)
Transfer from construction							
in progress	5,825	(45,874)	38,604	1,069	376	-	_
At 30 June 2002	170,599	43,465	888,311	17,425	28,411	36,822	1,185,033
Accumulated depreciation:							
At 1 July 2001	37,607	_	199,748	7,904	15,524	23,818	284,601
Provided during the year	8,408	_	56,162	1,766	4,135	3,386	73,857
Disposal of subsidiaries	-	_	(219)	_	(260)	(602)	(1,081)
Written back on disposals	-	_	-	(1,668)	_	_	(1,668)
Write-off		-	(1,806)	-	-	(77)	(1,883)
At 30 June 2002	46,015	-	253,885	8,002	19,399	26,525	353,826
Net book value:							
At 30 June 2002	124,584	43,465	634,426	9,423	9,012	10,297	831,207
At 30 June 2001	106,941	19,978	444,776	11,382	11,672	8,562	603,311

30 June 2002

### 15. FIXED ASSETS (continued)

#### **Company**

	Office
	equipment
	HK\$'000
Cost:	
Additions during the year and balance at 30 June 2002	23
Accumulated depreciation:	
Provided during the year and balance at 30 June 2002	4
Net book value:	
At 30 June 2002	19
At 30 June 2001	-

The buildings are erected on land situated in the PRC under operating leases which expire between the years 2011 and 2016.

At 30 June 2002, certain fixed assets, mainly buildings in the PRC, with a total net book value of approximately HK\$6,202,000 (2001: HK\$17,436,000), were pledged as security for certain banking facilities granted to the Group as set out in notes 25 and 28 to the financial statements.

The net book value of assets held under finance leases included in the total amount of fixed assets at 30 June 2002 amounted to HK\$39,313,000 (2001: HK\$53,962,000).

# **NOTES** to Financial Statements

30 June 2002

#### 16. GOODWILL

As detailed in note 3 to the financial statements, the Group has adopted the transitional provision of SSAP 30 which permits goodwill in respect of acquisitions which occurred prior to 1 July 2001, to remain eliminated against consolidated reserves.

The amount of goodwill remain in consolidated reserves, arising from the acquisition of subsidiaries prior to 1 July 2001, is as follows:

	Group
	HK\$'000
Cost:	
At beginning of year	581,353
Release on partial disposal of interests in subsidiaries	(5,005)
Release on disposal of discontinued operations	(456,470)
At 30 June 2002	119,878
Accumulated impairment:	
At beginning of year and at 30 June 2002	
Net amount:	
At 30 June 2002	119,878
At 30 June 2001	581,353

#### 17. INVESTMENTS IN SUBSIDIARIES

		Company
	2002	2001
	HK\$'000	HK\$'000
Unlisted shares, at cost	664,881	545,426

The balances with subsidiaries are unsecured, interest-free and are repayable on demand.

Annual Report Asia



30 June 2002

## 17. INVESTMENTS IN SUBSIDIARIES (continued)

Details of principal subsidiaries are as follows:

		Nominal value			
	Place of	of issued	Perce	entage	
	incorporation/	ordinary share/	of	equity	
	registration	paid-up	attributa	ble to	Principal
Name	and operations	capital	the Cor	mpany	activities
			2002	2001	
Directly held					
Asia Aluminum Group	British Virgin	US\$23,609	69.05	73.8	Investment
Limited	Islands		(note 1)		holding
Asia Aluminum	Hong Kong	HK\$10,000	100	100	Provision of
Management Limited					management
					services
					to Group
					companies
Indirectly held					
Asia Aluminum	Hong Kong	HK\$2	69.05	73.8	Investment
Manufacturing			(note 2)		holding and
Company Limited					trading of
					aluminium and
					stainless steel products
					products
Long Hing Profits	British Virgin	US\$1	69.05	73.8	Investment
Limited	Islands/Hong Kong		(note 2)		holding
					and trading of
					minium panels
					and high grade
					aluminium
				exti	rusion products

30 June 2002

## 17. INVESTMENTS IN SUBSIDIARIES (continued)

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary share/ paid-up capital			Principal activities
Indirectly held (continued)					
Majestic Holdings Limited	Hong Kong	HK\$60,000,000	69.05 (note 2)	73.8	Investment holding and trading of aluminium products
Nanhai Asia Aluminium Factory Co., Ltd.	PRC	US\$34,790,000	69.05 (note 2)	73.8	Manufacture and trading of aluminium products
Nanhai Panasia Metal Spraying Co., Ltd.	PRC	US\$2,900,000	69.05 (note 2)	73.8	Subcontracting of aluminium panels and high grade aluminium extrusion products processing
Nanhai Xinya Aluminium & Stainless Steel Co., Ltd.	PRC	US\$13,390,000	69.05 (note 2)	73.8	Subcontracting of aluminium and stainless steel products processing
Pavillion Services Limited	British Virgin Islands/Hong Kong	US\$200	69.05 (note 2)	73.8	Trading of aluminium and stainless steel
Huge Spot Holdings Limited	British Virgin Islands/PRC	US\$1	69.05 (note 2)	73.8	Investment holding
i-Metal.com Limited	Hong Kong	HK\$10,000	85	85	Operation of e-commerce portal

30 June 2002

### 17. INVESTMENTS IN SUBSIDIARIES (continued)

	Place of	Nominal value of issued		entage
	incorporation/ registration	ordinary share/ paid-up	ot attributa	equity ble to Principal
Name	and operations	capital	the Cor	•
	,		2002	2001
Indirectly held (continued)				
Kar Yip Holdings	British Virgin	US\$1	69.05	73.8 Investment
Limited	Islands/PRC		(note 2)	holding
Nanhai Hongjia Aluminum Company Limited	PRC	US\$8,320,000	41.43 (notes 2	<ul> <li>Manufacture and trading of</li> </ul>
Administration Company Emilied			and 4)	aluminium products
Nanhai Nanhua Aluminum Company Limited	PRC	US\$9,800,000	41.43 (notes 2 and 4)	<ul> <li>Manufacture and trading of aluminium products</li> </ul>
Hamington International Limited	British Virgin Islands/PRC	US\$1,000	– (note 3)	65 Investment holding
Prime Hill Technology	Hong Kong/	HK\$1,000,000	_	65 Development
Limited	PRC		(note 3)	of designs and technologies with applications in environmental protection products
Nanhai Prime Hill Technology Limited	PRC	US\$2,000,000	– (note 3)	65 Manufacture and trading of environmental protection products

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

## **NOTES** to Financial Statements

30 June 2002

#### 17. INVESTMENTS IN SUBSIDIARIES (continued)

Notes:

(1) In accordance with contractual arrangement underlying the disposal of a 26.2% of equity interest in AAG, the disposal consideration entitled to by the Company will be adjusted based on the involved subsidiaries' attainment of certain financial thresholds in the current and the coming year of operations.

At the date of these financial statements, negotiation with Indalex is still ongoing regarding certain elements of these adjustments. In view of the uncertainties involved, the directors considered that the adjustments on the initial consideration cannot be readily available and reasonably determinable at this stage and accordingly, the amount of these additional consideration has not been accounted for in the financial statements. Further details of the adjustment on the disposal consideration are set out in the Company's circular dated 18 May 2001 to its shareholders.

An option (the "Call Option") was granted by the Company to Indalex, a minority shareholder of AAG, pursuant to which the minority shareholder has (i) the right in perpetuity to acquire from the Company its entire equity interest in AAG upon the failure by the Company to stop and/or remedy any material breach of the shareholders agreement entered into between the parties; and (ii) the right to acquire from the Company its entire equity interest in AAG upon occurrence of certain triggering events during a period of three years commencing from 8 June 2001. These triggering events include, inter alia, the Company ceasing to hold a 60% effective equity interest in AAG and Mr. Kwong ceasing to hold a 35% effective equity interest in the Company. Further details of the Call Option are set out in the Company's circular dated 18 May 2001 to its shareholders.

In addition to the foregoing, the Company has also granted a put option ("Put Option I") to Indalex, under which the Company is obliged at the request of Indalex to purchase its entire equity interest in AAG under certain circumstances. Further details of the Put Option I are set out in note 35(c) to the financial statements.

Neither the Call Option nor the Put Option I have been exercised during the year ended 30 June 2002.

- (2) These companies are wholly-owned subsidiaries of AAG and accordingly, the Company's effective equity interests in these companies will also be fully disposed of in the event of the exercise of the Call Option by Indalex.
- (3) The Company's equity interests in Hamington and its subsidiaries were fully disposed of by the Group on 23 August 2001. Further details of the disposal are set out in note 5 to the financial statements.

30 June 2002

#### 17. INVESTMENTS IN SUBSIDIARIES (continued)

Notes: (continued)

(4) These companies are established in the PRC with independent third parties during the year, in each of which a 60% equity interest was held by a subsidiary of the Group. As the Group is able to exercise unilateral control over the operational and financial policies of these joint venture companies, they have been accounted for as subsidiaries in accordance with the Group's accounting policies. The purpose of the establishment of these subsidiaries is to execute the investment in assets of each of Hongjia and Nanhua as set out in note 35(a) to the financial statements and the Group has contracted for capital contributions in cash of approximately RMB150,000,000 (approximately HK\$141,804,000) into these subsidiaries.

In addition, the aggregate of the set up costs of these joint ventures and the cost incurred by the Group in acquiring certain business database for injection into the joint ventures was HK\$73,558,000. As at the balance sheet date, the unsettled consideration in respect of the acquisition of HK\$38,446,000 was classified as "amount due to minority equity/shareholders" under current liabilities.

Pursuant to the contractual arrangements, each of Nanhua and Hongjia warranted and guaranteed the financial performance of the respective joint ventures. The directors are currently reviewing the contractual arrangements. Accordingly, the potential financial effect to the Group, if any, has not yet been reflected in the current year's financial statements.

30 June 2002

#### 18. TRADE RECEIVABLES

An aged analysis of the Group's trade receivables as at the balance sheet date, based on invoice date, is as follows:

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
Within 3 months	335,999	321,166	
4 to 6 months	100,578	81,983	
7 to 12 months	75,983	31,154	
More than 1 year	53,219	47,190	
	565,779	481,493	
Provision for bad and doubtful debts	(60,933)	(51,543)	
	504,846	429,950	

It is the general policy of the Group to allow a credit period of two to three months. In addition, for certain customers with long established relationships and good repayment history, a longer credit period may be granted.

#### 19. INVENTORIES

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
Raw materials	111,691	131,719	
Work in progress	54,770	40,926	
Finished goods	96,419	80,427	
	262,880	253,072	

As at the balance sheet date, there were no inventories carried at net realisable value (2001: Nil).

30 June 2002

#### 20. DUE FROM RELATED COMPANIES

Particulars of the amounts due from related companies disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance are as follows:

			Maximum	
		At	amount	At
		30 June	outstanding	1 July
Group	Notes	2002	during the year	2001
		HK\$'000	HK\$'000	HK\$'000
AAAP	(i)	-	6,248	6,248
IASG	(ii)	11,751	16,099	5,255
		11,751		11,503

#### Notes:

- (i) AAAP is a company of which Mr. Kwong is a director.
- (ii) The basis of the related party relationship with IASG is set out in note 4 to the financial statements.

The amounts due from related companies, which are trade in nature, are unsecured, interest-free and have no fixed terms of repayment.

## 21. DUE FROM MINORITY EQUITY/SHAREHOLDERS

A portion of the amounts due from minority equity/shareholders of subsidiaries of approximately HK\$70,978,000 represents the accounts receivable arising from the sale of raw materials to the minority equityholders. The remaining balance of approximately HK\$107,403,000 represents consideration receivable from the minority shareholders in relation to the partial disposal of the Group's equity interest in AAG which was subsequently settled in cash. The balances are unsecured, interest-free and are repayable on demand.

30 June 2002

## 22. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	(	Group	Company		
	2002	2001	2002	2001	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Cash and bank balances	557,833	16,243	5,486	772	
Deposits with financial					
institutions	224,055	420,844	_	_	
Time deposits with banks	546,647	570,314	-	_	
	1,328,535	1,007,401	5,486	772	
Less: Pledged time deposits					
(note 28)	78,000	24,482	_	_	
	1,250,535	982,919	5,486	772	

At 30 June 2002, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$1,171,520,000 (2001: HK\$629,574,000). RMB is not freely convertible into foreign currencies. Subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks authorised to conduct foreign exchange business.

#### 23. TRADE PAYABLES

An aged analysis of the Group's trade payables at the balance sheet date, based on invoice date, is as follows:

	Group		
	2002	2001	
	HK\$'000	HK\$'000	
Within 3 months	180,379	181,238	
4 to 6 months	9,866	3,075	
7 to 12 months	6,041	918	
More than 1 year	3,763	3,391	
	200,049	188,622	