



HAECO

Hong Kong
Aircraft Engineering
Company Limited
Annual Report 2002

香港飛機工程有限公司
二零零二年報告書



Highlights 摘要

	2002	2001	Change 變幅	
<i>(in HK\$ Million)</i>				<i>(港幣百萬元)</i>
Turnover	2,078	1,994	4.2%	營業總額
Share of results of material jointly controlled companies:				應佔主要共控公司業績：
– Hong Kong Aero Engine Services Limited	141	108	30.6%	– 香港航空發動機維修服務有限公司
– Taikoo (Xiamen) Aircraft Engineering Company Limited	71	76	-6.6%	– 廈門太古飛機工程有限公司
Profit attributable to shareholders	465	312	49.0%	股東應佔溢利
Dividends	539	108	399.1%	股息
Shareholders' equity	3,177	2,713	17.1%	股東股權
<i>(number of shares in '000)</i>				<i>(股份數目以千股計)</i>
Average number of shares in issue	166,330	166,945	-0.4%	平均已發行股份數目
<i>(in HK\$)</i>				<i>(港元)</i>
Earnings per share	2.80	1.87	49.7%	每股盈利
Dividends per share	0.74	0.65	13.8%	每股股息
Special dividend per share	2.50	–	N/A	每股特別股息
Shareholders' equity per share	19.10	16.30	17.2%	每股股東股權

Contents 目錄

1	Group profile	集團簡介
2	Ten year financial summary	十年財務概要
4	Chairman's statement	主席報告書
14	Directors	董事
16	Executive officers	行政人員
17	Corporate information	公司資料
18	Report of the directors	董事局報告
24	Consolidated profit and loss account	綜合損益賬
25	Consolidated balance sheet	綜合資產負債表
26	Company balance sheet	公司資產負債表
27	Consolidated cash flow statement	綜合現金流量表
28	Consolidated statement of changes in equity	綜合股權變動表
29	Notes to the accounts	賬目附註
47	Principal subsidiary and jointly controlled companies	主要附屬公司及共控公司
48	Auditors' report	核數師報告書

Group Profile 集團簡介

Hong Kong Aircraft Engineering Company Limited, one of the world's leading aeronautical engineering groups, is engaged in the maintenance, modification, repair and overhaul of commercial aircraft and their components.

It is principally based at Hong Kong's International Airport, but through jointly controlled companies also provides services in Xiamen, Mainland China and at off airfield locations in Hong Kong.

At Hong Kong's International Airport, where it has about fifty airline customers, it is the only aircraft maintenance facility able to offer a comprehensive package covering transit and technical services with full hangar support.

The hangar has the capacity to accommodate three wide-bodied aircraft fully docked and an additional two nose-in, with a unique mobile tail enclosure to provide full cover and access staging. It has the necessary approvals to handle a wide variety of aircraft types from Boeing 747 to new generation aircraft such as B777 and the Airbus A320/321, A330 and A340. The facility also undertakes B747-200 combi to freighter conversions.

The extensive component and avionics overhaul facilities are situated at Tseung Kwan O in Hong Kong, as is the Rolls-Royce engine service centre operated by Hong Kong Aero Engine Services Limited.

Taikoo (Xiamen) Aircraft Engineering Company Limited operates at Xiamen's airport, where it provides heavy maintenance on Boeing and Airbus aircraft and offers a B747-200/300 passenger to freighter conversion programme. It also offers line maintenance services at various locations in Mainland China.

香港飛機工程有限公司乃全球主要航空工程集團之一，業務範圍包括維修、改裝、修理與大修商用飛機及飛機部件。

本公司主要以香港國際機場為基地，但亦透過共控公司於中國內地廈門及香港機場以外地方提供服務。

本公司於香港國際機場約有五十個航空公司客戶，有唯一能夠提供綜合飛機維修服務的設施，包括航機過境及技術性服務，並全面提供機庫設施的支援。

機庫可容納三架全面配置檢修架的廣體飛機，以及另外兩架飛機的機頭部分。機庫設有一個獨特的活動式機尾護罩，提供全面的遮蔽及檢修工作架。本公司獲得認可為多種類型之飛機提供服務，由波音747型飛機以至波音777、空中巴士A320/321、A330和A340型等新一代飛機不等。本公司的設施亦可進行波音747-200型客貨兩用機的改裝貨機工程。

本公司設備完善的部件及航電大修設施位於香港之將軍澳，該處亦設有由香港航空發動機維修服務有限公司營運的勞斯萊斯引擎服務中心。

廈門太古飛機工程有限公司於中國廈門機場營運，為波音及空中巴士飛機進行大規模維修工程，並提供一項為波音747-200/300型客機改裝貨機的計劃。該公司亦於中國內地不同地點提供外勤維修服務。

CHINA 中國

● SHANDONG 山東

● XIAMEN 廈門

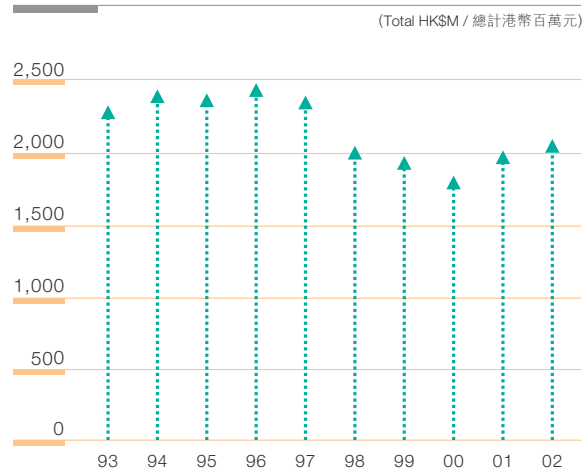
● HONG KONG 香港

Ten Year Financial Summary 十年財務概要

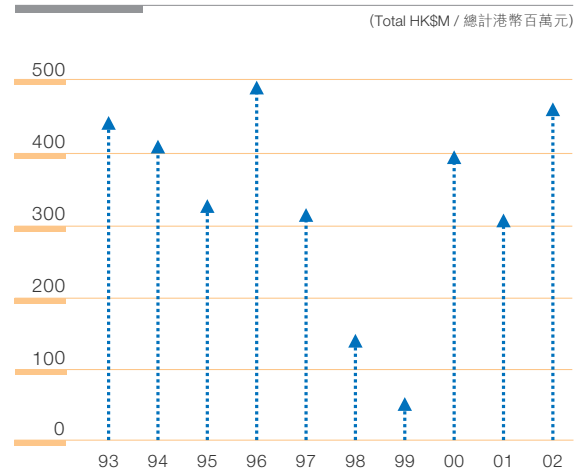
	2002	2001	2000	1999	1998
<i>(in HK\$ Million)</i>					
Turnover	2,078	1,994	1,821	1,959	2,028
Share of results of jointly controlled companies	227	197	134	61	43
Profit attributable to shareholders	465	312	400	59	146
Dividends	539	108	106	81	111
Funds employed :					
Fixed assets	1,597	1,636	1,708	1,773	1,895
Other assets	2,201	1,607	1,276	1,188	1,476
	3,798	3,243	2,984	2,961	3,371
Less: liabilities	512	418	360	339	709
	3,286	2,825	2,624	2,622	2,662
Financed by :					
Shareholders' equity	3,177	2,713	2,509	2,504	2,541
Minority interest	5	5	5	5	5
Long term loan	104	107	110	113	116
	3,286	2,825	2,624	2,622	2,662
<i>(in HK\$)</i>					
Earnings per share	2.80	1.87	2.21	0.32	0.79
Dividends per share	0.74	0.65	0.61	0.44	0.60
Special dividend per share	2.50	–	–	–	–
Shareholders' equity per share	19.10	16.30	15.02	13.53	13.72
Dividend cover – times	3.78	2.88	3.79	0.73	1.31

Note: SSAP 34 "Employees benefits" has been adopted in 2002 with an adjustment to opening reserves of HK\$117 million as at 1st January 2002.

Turnover
營業總額



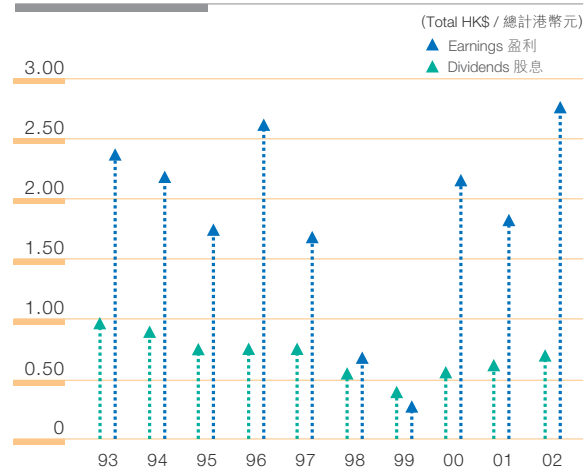
Profit attributable to shareholders
股東應佔溢利



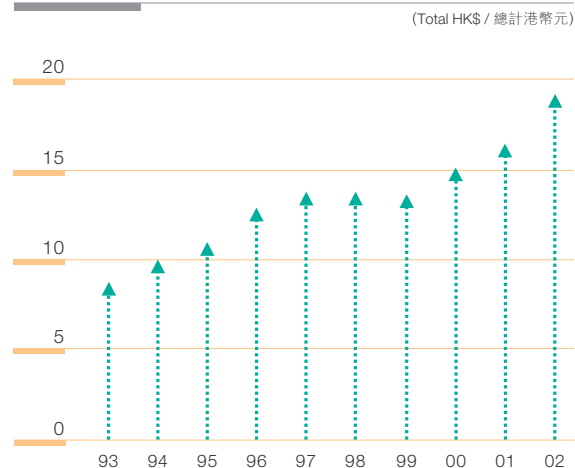
1997	1996	1995	1994	1993	
					(港幣百萬元)
2,375	2,462	2,391	2,418	2,307	營業總額
40	(6)	8	(2)	12	應佔共控公司業績
320	495	331	414	447	股東應佔溢利
148	148	148	174	187	股息
					資金運用：
1,057	401	324	367	364	固定資產
1,970	2,428	2,068	1,913	1,674	其他資產
3,027	2,829	2,392	2,280	2,038	
485	455	364	433	418	減：負債
2,542	2,374	2,028	1,847	1,620	
					資本來源：
2,537	2,369	2,023	1,842	1,615	股東股權
5	5	5	5	5	少數股東權益
-	-	-	-	-	長期借款
2,542	2,374	2,028	1,847	1,620	
					(港元)
1.73	2.67	1.79	2.23	2.41	每股盈利
0.80	0.80	0.80	0.94	1.01	每股股息
-	-	-	-	-	每股特別股息
13.70	12.79	10.93	9.95	8.72	每股股東股權
					盈利對股息比率倍數
2.16	3.34	2.24	2.38	2.39	

附註：二零零二年因採用會計實務準則第三十四號「僱員福利」，二零零二年一月一日結算之期初儲備調整為港幣一億一千七百萬元。

Earnings and dividends per share 每股盈利及每股股息



Shareholders' equity per share 每股股東股權



Chairman's Statement

主席報告書

Results

Profit after tax attributable to shareholders for the year was HK\$465 million, which represented an increase of 49% from the previous year.

This result included an amount of HK\$70 million comprising the release of provisions made in previous financial periods to cover potential problems in collecting full amounts due from customers and for stock obsolescence. The corresponding figure in 2001 was a charge of HK\$54 million. In addition, there was a non-recurring HK\$14 million profit in 2001 from the disposal of a house previously used by staff, and the sale of the Company's wheel and brake repair and overhaul business to its jointly controlled company, Goodrich Asia-Pacific Limited.

The increase in attributable profit in 2002 before these exceptional items was 12%, from HK\$352 million to HK\$395 million.

The contribution from jointly controlled companies continued to grow in 2002, with their combined share of recurring pre-tax profits increasing from HK\$222 million to HK\$262 million. In particular, both Taikoo (Xiamen) Aircraft Engineering Company Limited (TAECO) and Hong Kong Aero Engine Services Limited (HAESL) had successful and profitable years.

業績

本年度之股東應佔除稅後溢利為港幣四億六千五百萬元，此業績較上年度上升百分之四十九。

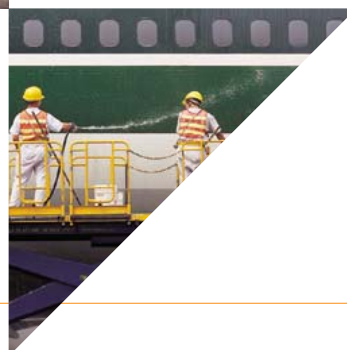
此業績包括將過去數個財政年度為應收客戶款項或未能悉數收賬及為存貨報廢所作出之撥備港幣七千萬元回撥。二零零一年之相應數字為撥備開支港幣五千四百萬元。此外，二零零一年業績包括來自出售一所原本供員工使用之房屋，以及出售本公司之輪轂和掣動片修理及大修業務予其共控公司Goodrich Asia-Pacific Limited合共港幣一千四百萬元之非經常性溢利。

扣除此等特殊項目後之二零零二年度股東應佔溢利由港幣三億五千二百萬元增加至港幣三億九千五百萬元，上升百分之十二。

來自共控公司之業績貢獻於二零零二年間繼續增長，各共控公司之除稅前經常性溢利由港幣二億二千二百萬元增加至港幣二億六千二百萬元。其中廈門太古飛機工程有限公司（廈門太古飛機工程公司）及香港航空發動機維修服務有限公司（香港航空發動機維修服務公司）之盈利近年皆有出色表現。



Line maintenance
at Chek Lap Kok,
Hong Kong
位於香港赤鱘角之
外勤維修部



業務回顧

本公司是唯一一間在香港國際機場提供全面飛機維修服務之公司。本公司之設施包括一個可完全容納三架廣體飛機之單一機庫和相關之維修工場及辦公室，及位於將軍澳一幢設有部件與航電大修工場和行政辦公室之五層高樓宇。本公司於機場大樓亦有佔用樓面。

外勤維修

外勤維修部僱用員工約一千五百五十人，為於香港國際機場營運航班之航空公司提供全面之技術性及非技術性服務。在香港，本公司是提供此類服務之主要供應商，因此部門之業績表現主要受進出機場之航班數目影響。在二零零一年，平均每日處理飛機數目為一百八十七架，而本年之平均數目增加至二百架，增幅為百分之七。在香港，價格仍極易受市場波動影響。

Review of Operations

The Company is the sole provider of comprehensive aircraft maintenance at Hong Kong International Airport. The Company's premises comprise a single hangar capable of fully enclosing three wide-bodied aircraft, together with associated workshops and offices, and a five-storey building at Tseung Kwan O housing component and avionic overhaul workshops and administration offices. The Company also occupies space at the airport terminal.

Line maintenance

The line maintenance division employs around 1,550 people, who provide a comprehensive range of technical and non-technical services to airlines operating through Hong Kong International Airport. The Company is the main provider of such services in Hong Kong and hence the division's performance is primarily related to the number of flights through the airport.

In 2001, the average number of aircraft handled daily was 187, and this average number grew to 200 this year, a 7% increase. This market in Hong Kong continues to be extremely price-sensitive.

Base maintenance

The base maintenance division employs around 1,130 people, who provide customers that rely on the Company for comprehensive support with a full range of scheduled maintenance checks and in addition undertake periodic checks, modifications and overhaul work on a wide variety of aircraft types. Approximately 43% of the division's work is for the three scheduled airlines operating out of Hong Kong: Cathay Pacific Airways, Air Hong Kong and Dragonair. It competes on price, availability of space, turnaround time and quality of workmanship with other Maintenance and Repair Organisations worldwide. The hangar was busy throughout the year, resulting in an

基地維修

基地維修部僱用員工約一千一百三十人，為依賴本公司提供綜合支援服務之客戶進行全面之定期維修檢查，並為不同類型之飛機進行定期檢查、改裝及大修工程。部門進行之工程中，約百分之四十三乃來自三家營運定期航班之香港航空公司，分別為國泰航空公司、香港華民航空公司及港龍航空公司。部門無論在價格、機庫可用空間、周轉時間及工藝質素上足與世界任何同業競爭。機庫全年使用量繁多，員工工時及設施使用率因而上升。二零零二年售出之工時為一百三十八萬小時，較二零零一年增加百分之五。

部件及航電大修

大修部在將軍澳擁有一幢五層高樓宇，提供逾七千平方米之現代化工場空間，及僱用員工約二百三十人。本公司與兩



Base maintenance at Chek Lap Kok, Hong Kong
位於香港赤鱗角之基地維修部



家空中巴士部件原件生產商達成協議，提供保用及修理服務，令年內工場設施使用率增加，預期二零零三年之使用率會進一步提高。

國泰航空公司已接收兩架空中巴士A340-600型飛機，第三架飛機預期於二零零三年四月接收。本公司與該公司議定了一份合約，購入一批專門供該等飛機使用之備件租予該公司使用。購入此等備件之成本總計將為港幣八千一百萬元。

共控公司

廈門太古飛機工程公司經營兩個機庫，每個均可完全容納兩架廣體飛機。第三個規模相若之機庫現正興建中，預期於二零零三年三月二十四日啟用，並於本年最後一季前全面投入運作。廈門太古飛機工程公司之機庫設施大部分為股東客戶（或其聯繫機構）使用，此外亦為全日空航空公司、廈門航空公司及海南航空公司進行工程。繼年初機庫設施使用率相對放緩後，二零零二年間亦能保持高使用率，完成了多項全面性之大規模維修計劃，並將波音747-200/300型客機改裝為貨機。此外亦為港龍航空於北京、上海及廈門，以及為其他於廈門及上海營運之外國航空公司提供外勤維修支援。至本年底止，此等業務於廈門每月處理一百七十班航班，於上海則處理九十班航班。集團應佔溢利較二零零一年減少百分之七，反映年初之機庫設施使用率較低，以及機庫進行之飛機工程計劃規模較小。

increase in utilisation of both staff and facilities. Man-hours sold in 2002 were 1.38 million, a 5% increase when compared with 2001.

Component and avionics overhaul

The overhaul division occupies a five-storey building at Tseung Kwan O with more than 7,000 square metres of modern workshop space and employs around 230 people. The agreements with two Airbus component Original Equipment Manufacturers to provide warranty and repair services resulted in increased utilisation of the facilities during the year, and this is expected to improve further in 2003.

Cathay Pacific Airways has taken delivery of two Airbus A340-600 aircraft with a third scheduled for delivery in April 2003. The Company has negotiated a contract with the airline to acquire, maintain and lease to it, a pool of spares specific to these aircraft. The cost of the spares acquired will total HK\$81 million.

Jointly controlled companies

TAECO operates two hangars, each of which is capable of fully enclosing two wide-bodied aircraft. A third hangar of similar size is currently under construction. It is scheduled to open on 24th March 2003 and to be fully operational by the last quarter of the year. Most of TAECO's capacity is taken up by shareholder customers (or their affiliates); work was also undertaken for ANA, Xiamen Airlines and Hainan Airlines. After a relatively slow start to the year, capacity was well utilised during 2002 with the completion of a number of comprehensive heavy maintenance packages and the conversion of Boeing 747-200/300 passenger aircraft for use as freighters. Line maintenance support has been provided to Dragonair in Beijing, Shanghai and Xiamen, and to other foreign carriers operating into Xiamen and Shanghai. By the year-end, these operations were handling 170 flights per month in Xiamen and 90 in Shanghai. Reflecting lower utilisation early in the year, and smaller work packages on aircraft in the hangar, the profit attributable to the Group decreased 7% from 2001.

HAESL had a strong year, with increased revenue and improved profitability. This increase reflected additional throughput and work packages on the Trent 700 and 800 engines. In addition to work performed for Cathay Pacific Airways, which accounts for about 50% of revenue, significant engine work was also carried out for Rolls-Royce plc, Emirates Airlines, Qantas Airways, Thai International, Malaysian Airlines, Garuda and China Southern Airlines. Singapore Aero Engine Services Pte. Limited (SAESL), in which HAESL has a 20% interest, started operations in January 2002. SAESL results in 2002 were in line with expectations and it plans to break even in 2003 on increased volume.

Goodrich Asia-Pacific Limited, (formerly Goodrich Aerospace Asia-Pacific Limited) which refurbishes carbon brakes and overhauls wheel hubs at Fanling, in Hong Kong, continued to perform very well. The Xiamen based Goodrich TAECO Aeronautical Systems (Xiamen) Company Limited (formerly TRW TAECO Aeronautical Systems (Xiamen) Company Limited) experienced increased demand for its services and was profitable.

Shandong TAECO Aircraft Engineering Company Limited, which provides a heavy maintenance service for narrow-bodied aircraft and in particular B737 aircraft, is expanding its capacity and capabilities to meet customers' projected needs. A second hangar, which is planned to cost US\$8.6 million, is scheduled for completion in May 2003. This company is profitable.

香港航空發動機維修服務公司本年度表現強勁，收益及溢利率均有所提高。這反映特倫特 700及800引擎之工程量及工程計劃有所增加。該公司約佔五成之收益來自為國泰航空公司進行之工程，此外亦為勞斯萊斯公司、亞聯酋航空公司、澳洲航空公司、泰國國際航空公司、馬來西亞航空公司、印尼航空公司及中國南方航空公司提供重大之引擎工程服務。香港航空發動機維修服務公司擁有二成權益之新加坡航空發動機維修服務有限公司(新加坡航空發動機維修服務公司)，於二零零二年一月投入運作。新加坡航空發動機維修服務公司二零零二年度之業績與預期相若，該公司計劃二零零三年工程量增加以達收支平衡。

Goodrich Asia-Pacific Limited (前稱 Goodrich Aerospace Asia-Pacific Limited) 於香港粉嶺從事碳質掣動片整修及輪載大修業務，繼續有非常良好的表現。以廈門為基地之廈門豪富太古宇航有限公司(前稱廈門天合太古宇航有限公司)之服務需求有所增加，可錄得盈利。

山東太古飛機工程有限公司為狹體飛機(特別是波音 737 型飛機)提供大規模維修服務，並正致力擴展其工程能力與規模，以應付客戶未來之需求。該公司計劃耗資八百六十萬美元興建之第二個機庫，預期於二零零三年五月落成。該公司可錄得盈利。

In-Services Asia Limited出售 Intertechnique 部件，並為客戶提供保用及修理服務。該公司於二零零二年之收益有所增長，並錄得盈利。

EADS SOGERMA HAECO Services Company Limited乃一家共控公司，於二零零二年間成立，本公司持有其中五成權益。該公司已向本公司收購其於二零零一年裝置之電腦化部件測試設備，其本年度之表現令人滿意。

廈門霍尼韋爾太古宇航有限公司於本年度錄得盈利。

通用電氣發動機服務(廈門)有限公司本年度表現令人失望。該公司原定發展引擎拆解及重新裝配工場為一項具有引擎翻新及修理能力之設施，但通用電力公司已將該項計劃推延至二零零三年。

In-Services Asia Limited sells Intertechnique components, and provides a warranty and repair service to customers. Its revenue has grown in 2002 and the company is profitable.

EADS SOGERMA HAECO Services Company Limited, a jointly controlled company in which the Company has a 50% interest, was incorporated during 2002. It has acquired from the Company the computerised component testing equipment it installed in 2001 and has had a satisfactory year.

Honeywell TAEKO Aerospace (Xiamen) Company Limited made a profit for the year.

GE Engine Services (Xiamen) Limited had a disappointing year. The planned development of the engine strip and rebuild workshop into a facility capable of refurbishing and repairing engine components has been delayed by the General Electric Company until 2003.



*Components testing
at Tseung Kwan O,
Hong Kong
於香港將軍澳
作部件測試*





Engine testing facility at HAESL, Tseung Kwan O, Hong Kong
香港航空發動機維修服務公司於香港將軍澳的引擎測試設施。

財務回顧

營業總額增加百分之四，主要反映機場航班升降量上升，以及機庫進行更多大規模維修工程。

本公司位於香港國際機場之基地維修設施及相關辦公室，乃根據一項由機場管理局發出為期二十年之專營權而運作。雖然此等樓宇在設計上最少有四十年之使用年期，但董事局決定此等設施應按專營權年期攤銷，而其估計可供使用年期已相應作出調整。與二零零一年比較，二零零二年因而有一項港幣二千七百萬元之額外折舊。

Financial Review

Turnover increased by 4%, primarily reflecting increased activity at the airport and more heavy maintenance work in the hangar.

The Company's base maintenance facility and related offices operate at Hong Kong International Airport under a 20-year franchise from the Airport Authority. While the buildings were designed to have at least a 40-year life, the Directors have decided that it is more appropriate that these facilities be amortised over the period of the franchise and the estimated useful life has been adjusted accordingly. This has resulted in HK\$27 million of additional depreciation in 2002 compared with 2001.

股息

董事局建議派發二零零二年度末期股息每股港幣0.46元，連同於二零零二年九月二十三日已派發之中期股息每股港幣0.28元，本年度共派息每股港幣0.74元，比二零零一年全年派發之股息增加百分之十四。盈利股息比率為3.8倍。

此外，董事局建議連同末期股息派發特別股息每股港幣2.50元。

二零零二年度之已付及擬派股息總計為港幣五億三千九百萬元。

資產淨值

年內資產淨值由港幣二十八億二千五百萬元增加至港幣三十二億八千六百萬元。資本開支總計港幣八千七百萬元，大部分用於機場使用之器具及汽車。營運資金因職員房屋借款再融資及過去數個財政期所作之準備回撥，由港幣一億三千八百萬元上升至港幣五億元。

流動資金淨值及融資

年內之現金、現金等價物及短期存款增加港幣四億二千二百萬元至港幣四億四千七百萬元，營業現金流入淨額表現強勁。本公司預計於二零零三年內可帶來之流動資金超過應付其營業、營運資金及預算資本性開支需要。此外，本公司議好之信貸安排相當於港幣四億五千四百萬元，其中港幣三億七千六百萬元需於二零零三年內續期。

Dividend

Your Directors have recommended a final dividend for 2002 of HK\$0.46 per share which, together with the interim dividend of HK\$0.28 per share paid on 23rd September 2002, results in a total distribution for the year of HK\$0.74 per share, an increase of 14% over the total dividend declared for 2001. The dividend cover is 3.8 times.

In addition, the Directors have recommended a special dividend of HK\$2.50 per share payable with the final dividend.

The total dividends paid and proposed in respect of 2002 is HK\$539 million.

Net assets

Net assets increased during the year from HK\$2,825 million to HK\$3,286 million. Capital expenditure amounted to HK\$87 million, mostly on tooling and vehicles used on the airfield. Working capital increased from HK\$138 million to HK\$500 million with the refinancing of staff housing loans and the release of provisions made in previous financial periods.

Net liquid funds and financing

Cash, cash equivalents and short term deposits increased by HK\$422 million to HK\$547 million during the year, with strong net operating cash flow. The Company is expected to generate liquid funds during 2003 that will exceed its operating, working capital and budgeted capital expenditure requirements. In addition, it has negotiated loan facilities equivalent to HK\$454 million, of which HK\$376 million is subject to renewal during 2003.

Currency fluctuations

The Group's income is substantially in HK dollars or US dollars. Operating costs and capital expenditure of the Company and its Hong Kong based jointly controlled entities is substantially in those same currencies, as are those of its jointly controlled entities in Mainland China, which also use Renminbi.

Environment

In recognition of its impact on the environment, when it moved to Chek Lap Kok and built its new facilities in Tseung Kwan O, the Company incorporated numerous systems to minimise the effect of effluents on the environment. Since then, it has initiated projects to reduce where possible energy and resource usage.

Staff

The Company employed 3,544 staff at the end of 2002, a small decrease from the end of 2001. This number included 188 craftsmen and engineering apprentice trainees for TAECO and 145 full-time HAECO employees who have been seconded to TAECO.

In addition, TAECO employed 1,725 local staff and HAESL 683 staff.

The good result for the year reflects the hard work and commitment of all the staff, and on behalf of the shareholders, I would like to thank them for their continuing support.

貨幣浮動

本集團之收入以港幣或美元為主。本公司及其以香港為基地之共控公司之營運及資本性開支均以同類貨幣為主，而其在中國內地之各共控公司之開支則以人民幣計算。

環境保護

本公司瞭解其業務對環境造成之影響，於遷往赤鱸角及於將軍澳興建新設施時，設置了多套環保系統，務求盡量減低污水及廢氣對環境造成之影響。自此，本公司已確定了多項計劃以求盡量減少能源及資源之浪費。

職工

本公司於二零零二年底僱用員工三千五百四十四人，較二零零一年底略為減少。此數字包括來自廈門太古飛機工程公司接受培訓之一百八十八名技工及工程學徒，以及一百四十五名借調往該公司之港機工程全職僱員。

此外，廈門太古飛機工程公司僱用一千七百二十五名當地員工，香港航空發動機維修服務公司則僱用六百八十三名員工。

本年度之業績表現良好，乃全體員工辛勤努力及忠心服務之成果。本席謹代表股東衷心感謝他們一直以來之支持。



Heavy maintenance at
TAECO, Xiamen,
Mainland China
廈門太古飛機工程公司
於中國內地廈門提供之
大型維修服務



展望未來

本公司之大規模維修設施於年內保持高使用量，而預約工程顯示此情況將持續至二零零三年上半年。預期二零零三年進出香港國際機場之航班數目將會增加，這將導致外勤維修收益有所增長。然而由於全球大規模維修能力過剩及香港國際機場之技術性及非技術性外勤維修服務正處於劇烈的競爭環境下，因此價格將繼續受到壓力，即使工程量有所增加，收益亦會因價格下降而抵銷。廈門太古飛機工程公司之第三個機庫將於二零零三年間逐步投入運作，但香港航空發動機維修服務公司面對之競爭將日趨激烈，預計共控公司之整體業績將不及去年。

主席

唐寶麟

香港，二零零三年三月四日

Outlook

The Company's heavy maintenance facilities have been well utilised during the year, and forward bookings indicate this will continue into the first half of 2003. The number of flights through Hong Kong International Airport is expected to increase in 2003 and this should lead to growth in line maintenance revenue. However, rates will continue to be under pressure, due to both the worldwide capacity for heavy maintenance and the competitive environment for technical and non-technical line maintenance services at Hong Kong International Airport, and any increase in volume could be offset by a fall in the rates. TAECO's third hangar will become operational progressively through 2003, but HAESL will face increasing competition, and the overall result from the jointly controlled companies is unlikely to match that of last year.

David Turnbull

Chairman

Hong Kong, 4th March 2003

Directors

董事

Executive Directors

David Turnbull, aged 47, has been Chairman of the Board since September 1995. He was Director and Managing Director of the Company from January 1990 to December 1993 and rejoined the Board in March 1995. He is also Deputy Chairman and Chief Executive of Cathay Pacific Airways Limited and a Director of Swire Pacific Limited and John Swire & Sons (H.K.) Limited. He joined the Swire Group in 1976.

Chan Ping Kit, aged 57, was appointed Deputy Chairman and Chief Executive Officer on 8th August 2001. He first joined the Company in 1966 and resigned from the Company as Deputy Chief Engineer (Maintenance) in June 1990. He rejoined in December 1992 as General Manager (Base Maintenance & China Operations) and was appointed a Director in November 1993. He was appointed Managing Director in July 1998.

John Paterson, aged 45, has been a Director of the Company since October 1998 and was appointed Chief Operating Officer of the Company on 1st January 2002. He joined the Swire Group in September 1978. He is also a Director of Hong Kong Aero Engine Services Limited and Singapore Aero Engine Services Pte. Limited.

Marven Bowles, aged 52, has been Finance Director since October 2000. He was Company Secretary from August 1991 to October 1997. He joined the Swire Group in 1981.

Mark Hayman, aged 42, joined the Company in October 2001 and was appointed Director (Engineering) on 1st February 2002. He was previously General Manager Engineering Planning and Technical Supplies of Cathay Pacific Airways Limited. He joined the Swire Group in 1987.

常務董事

唐寶麟，現年四十七歲，自一九九五年九月起出任董事局主席。彼於一九九零年一月至一九九三年十二月期間出任本公司董事兼董事總經理，並於一九九五年三月再次加入董事局。彼亦為國泰航空有限公司副主席兼行政總裁，並為太古股份有限公司及香港太古集團有限公司董事。彼於一九七六年加入太古集團。

陳炳傑，現年五十七歲，於二零零一年八月八日獲委任為副主席兼行政總裁。彼於一九六六年首次加入本公司，於一九九零年六月離職，當時為本公司副總工程師（維修）。彼於一九九二年十二月再次加入本公司為總經理（基地維修及中國業務），於一九九三年十一月獲委任為董事。彼於一九九八年七月獲委任為董事總經理。

鮑天頌，現年四十五歲，自一九九八年十月起出任本公司董事，於二零零二年一月一日獲委任為本公司營運總裁。彼於一九七八年九月加入太古集團。彼亦為香港航空發動機維修服務有限公司及新加坡航空發動機維修服務有限公司之董事。

馬文博，現年五十二歲，自二零零零年十月起出任財務董事。彼於一九九一年八月至一九九七年十月期間出任公司秘書。彼於一九八一年加入太古集團。

馬海文，現年四十二歲，於二零零一年十月加入本公司，並於二零零二年二月一日獲委任為董事（工程）。彼曾為國泰航空有限公司工程策劃及技術供應總經理。彼於一九八七年加入太古集團。

非常務董事

梁德基，現年五十七歲，自一九九八年五月起出任本公司董事。彼為國泰航空有限公司工務董事，並為香港航空發動機維修服務有限公司及聯誼工程有限公司董事。

代董事：簡柏基

何祖英，現年五十五歲，於一九九九年九月獲委任為董事。彼於一九七零年加入太古集團，曾在集團之香港及台灣辦事處工作。彼亦為太古股份有限公司及香港太古集團有限公司董事。

容漢新[#]，現年六十歲，自一九八四年七月起出任董事。彼於一九七三年加入太古集團，曾在集團之香港及日本辦事處工作。彼亦為英國太古集團有限公司及太古股份有限公司董事。

湯彥麟，現年四十七歲，自一九九六年十二月起出任本公司董事。彼於一九七七年加入太古集團，曾在澳洲、菲律賓、加拿大、日本及歐洲工作。彼亦為香港太古集團有限公司董事、國泰航空有限公司企業發展董事及港龍航空有限公司董事。

獨立非常務董事

李德信[#]，現年五十七歲，自一九八六年七月起出任本公司董事。彼亦為中電控股有限公司副主席、太平地氈國際有限公司主席、香港上海酒店有限公司董事，以及嘉道理父子有限公司主席。彼亦為審核委員會主席。

代董事：米高嘉道理

吳樹熾博士[#]，CBE, LLD, JP，現年八十二歲，自一九八三年一月起出任本公司董事。彼亦為正信工商顧問有限公司主席、大日本印刷香港有限公司副主席及多間上市公司包括香港小輪有限公司之非常務董事。

梁國權，現年四十二歲，於二零零三年三月四日獲委任為董事。彼亦為地鐵有限公司財務董事及太平地氈國際有限公司董事。

[#] 審核委員會成員

Non-Executive Directors

Derek Cridland, aged 57, has been a Director of the Company since May 1998. He is also Engineering Director of Cathay Pacific Airways Limited and a Director of Hong Kong Aero Engine Services Limited and Associated Engineers Limited.
Alternate: Chris Gibbs

Davy Ho Cho Ying, aged 55, was appointed a Director in September 1999. He joined the Swire Group in 1970 and has worked with the Group in Hong Kong and Taiwan. He is also a Director of Swire Pacific Limited and John Swire & Sons (H.K.) Limited.

Peter Johansen[#], aged 60, has been a Director since July 1984. He joined the Swire Group in 1973 and has worked with the Group in Hong Kong and Japan. He is also a Director of John Swire & Sons Limited and Swire Pacific Limited.

Tony Tyler, aged 47, has been a Director of the Company since December 1996. He joined the Swire Group in 1977 and has worked in Australia, the Philippines, Canada, Japan and Europe. He is also a Director of John Swire & Sons (H.K.) Limited, Director Corporate Development of Cathay Pacific Airways Limited and a Director of Hong Kong Dragon Airlines Limited.

Independent Non-Executive Directors

Dinty Dickson Leach[#], aged 57, has been a Director of the Company since July 1986. He is also a Vice Chairman of CLP Holdings Limited, Chairman of Tai Ping Carpets International Limited and a Director of The Hongkong & Shanghai Hotels, Limited and Chairman of Sir Elly Kadoorie & Sons Ltd. He is also Chairman of the Audit Committee.

Alternate: The Hon. Michael Kadoorie

Dr. Alex Wu Shu Chih[#], CBE, LLD, JP, aged 82, has been a Director of the Company since January 1983. He is also Chairman of Fidelity Management Limited, Vice Chairman of Dai Nippon Printing Co., (HK) Limited and a non-executive Director of a number of listed companies including Hong Kong Ferry Co. Limited.

Lincoln Leong Kwok Kuen, aged 42, was appointed a Director of the Company on 4th March 2003. He is also Finance Director of MTR Corporation Limited and a Director of Tai Ping Carpets International Limited.

[#] Member of the Audit Committee

Executive Officers 行政人員

Secretary

Margaret Yu Chan Sau Mui, aged 57, has been Company Secretary since September 2002. She joined the Swire Group in 1978.

Executive Officers

Fred Chan Chi Hung, aged 54, joined the Company in 1967 and was appointed General Manager Component & Avionics Overhaul in December 1996. He is also Director and General Manager of Goodrich Asia-Pacific Limited.

Mak Chung Yu, aged 35, joined the Company from Cathay Pacific Airways Limited in September 2002 as General Manager Corporate Planning.

Thomas Ng Sze Ho, aged 49, rejoined the Company in 1995 and was appointed General Manager Personnel in November 2002. He was previously employed by the Company from 1987 to 1991.

Ashok Sathianathan, aged 55, first joined the Company in 1987 and resigned in 1989. He rejoined the Company in 1992, was appointed a General Manager in August 1998 and is currently General Manager Commercial with responsibility for material management and commercial functions.

Woo Hung Kwong, aged 51, joined the Company in 1981 and was appointed General Manager Finance in August 2000.

Paul Yu Kam Lam, aged 55, has been General Manager Maintenance since December 1999. He was previously employed by the Company from 1967 to 1990 and rejoined as General Manager Base Maintenance in September 1997.

公司秘書

余陳秀梅，現年五十七歲，自二零零二年九月起出任公司秘書。彼於一九七八年加入太古集團。

行政人員

陳智雄，現年五十四歲，於一九六七年加入本公司，於一九九六年十二月獲委任為零件及航電大修總經理。彼亦為 Goodrich Asia-Pacific Limited 董事兼總經理。

麥宗儒，現年三十五歲，於二零零二年九月加入本公司出任企業策劃總經理。彼之前任職國泰航空有限公司。

吳思豪，現年四十九歲，於一九九五年再次加入本公司，並於二零零二年十一月獲委任為人事總經理。彼曾於一九八七年至一九九一年受聘於本公司。

沙舒雅，現年五十五歲，曾於一九八七年加入本公司，於一九八九年離職。彼於一九九二年再次加入本公司，並於一九九八年八月獲委任為總經理，現為商務總經理，負責物資管理及商業職務。

胡雄光，現年五十一歲，於一九八一年加入本公司，並於二零零零年八月獲委任為財務總經理。

虞金林，現年五十五歲，自一九九九年十二月起出任維修總經理。彼曾於一九六七年至一九九零年受聘於本公司，於一九九七年九月再次加入本公司出任基地維修總經理。

Corporate Information

公司資料

Registered Office

35th Floor, Two Pacific Place
88 Queensway, Hong Kong

Auditors

PricewaterhouseCoopers

Depository

The Bank of New York
ADR Division
101 Barclay Street
22nd Floor
New York, NY10286
U.S.A.

(Toll free) 1-888-BNY-ADRs

Fax: (212) 571-3050

E-mail: ADR@bankofny.com

Website: <http://adrbny.com>

Principal Banker

The Hongkong and Shanghai
Banking Corporation Limited

Registrars

Computershare Hong Kong
Investor Services Limited
19th Floor, Hopewell Centre
183 Queen's Road East
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Website:

<http://computershare.com.hk>

For further information about Hong Kong Aircraft Engineering Company Limited, please contact:

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Group Public Affairs
Hong Kong Aircraft Engineering
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Fax: (852) 2526-9365
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香港金鐘道八十八號
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核數師

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電郵: ADR@bankofny.com

網址: <http://adrbny.com>

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香港上海滙豐銀行有限公司

股份登記處

香港中央證券登記有限公司
香港皇后大道東一八三號
合和中心十九樓

網址: <http://computershare.com.hk>

查詢有關香港飛機工程有限公司之詳情，
請聯絡：

香港飛機工程有限公司
公共事務經理
香港金鐘道八十八號
太古廣場二期三十五字樓
電話: (852) 2840-8098
傳真: (852) 2526-9365
網址: <http://www.haeco.com>

Report of the Directors

董事局報告

The Directors submit their report and the audited accounts for the year ended 31st December 2002 which are set out on pages 24 to 47 .

Principal activity and results

The Hong Kong Aircraft Engineering Company Limited Group is primarily engaged in the business of commercial aircraft overhaul and maintenance. Its operations are carried out principally in Hong Kong. The results of the Group are set out in the consolidated profit and loss account on page 24 .

Ten year financial summary

A ten year financial summary of the results and of the assets and liabilities of the Group is shown on pages 2 and 3.

Dividends

The Directors recommend the payment of a final dividend of HK\$0.46 and a special dividend of HK\$2.50 per ordinary share for the year ended 31st December 2002 which, together with the interim dividend of HK\$0.28 per ordinary share paid on 23rd September 2002 makes a total dividend for the year of HK\$3.24 per ordinary share. This represents a total distribution for the year of HK\$539 million. Subject to the approval of the 2002 final dividend and special dividend by the shareholders at the Annual General Meeting on 13th May 2003, it is expected that the dividends will be paid on 20th May 2003 to shareholders registered on 13th May 2003. The shareholders' register will be closed from 5th May 2003 to 13th May 2003, both dates inclusive.

董事局謹提呈截至二零零二年十二月三十一日止年度之報告書及經審核賬目。該等賬目詳列於第二十四頁至第四十七頁。

主要業務及業績

香港飛機工程有限公司集團主要業務為經營商用飛機之大修及維修業務。其業務主要在香港進行。本集團之業績詳列於第二十四頁之綜合損益賬內。

十年財務概要

本集團之業績、資產及負債之十年財務概要載於第二頁及第三頁。

股息

董事局建議派發截至二零零二年十二月三十一日止年度之末期股息每普通股港幣0.46元及特別股息每普通股港幣2.50元，連同於二零零二年九月二十三日已派發之中期股息每普通股港幣0.28元，全年派息為每普通股港幣3.24元。全年派息總額為港幣五億三千九百萬元。二零零二年末期股息及特別股息有待股東於二零零三年五月十三日召開之股東週年大會通過，股息預期於二零零三年五月二十日派發予於二零零三年五月十三日名列股東名冊內之股東。股票過戶手續將於二零零三年五月五日至二零零三年五月十三日（包括首尾兩天）暫停辦理。

儲備賬

本公司及本集團年內之儲備賬變動見賬目附註第20條。

銀行及其他借貸

本公司及其附屬公司於本年年底並無銀行借貸。其他借貸詳列於賬目附註第21條。

利息

利息詳列於賬目附註第7條。

會計政策

本集團之主要會計政策見賬目附註第2條。

捐款

本年度內，本公司及其附屬公司之慈善捐款共達港幣一百萬元。

固定資產

固定資產增減詳情，見賬目附註第12條。

與一間有關連公司之重大交易

本集團與國泰航空有限公司簽訂多項總數龐大之合約，相當於本集團二零零二年營業總額約百分之四十三，此等合約乃關於國泰航空有限公司之飛機及有關設備之維修及大修。此等合約均在本集團及國泰航空有限公司以按一般商業條件以及正常業務程序下而簽訂。

Reserves

Movements in the reserves of the Company and the Group during the year are set out in note 20 to the accounts.

Bank and other borrowings

The Company and its subsidiary have no bank loans at the end of the year. The details of other borrowings are shown in note 21 to the accounts.

Interest

The details of interest are included in note 7 to the accounts.

Accounting policies

The principal accounting policies of the Group are set out in note 2 to the accounts.

Donations

During the year the Company and its subsidiary made donations for charitable purposes totalling HK\$1 million.

Fixed assets

Movements of fixed assets are shown in note 12 to the accounts.

Significant transactions with a related company

Various contracts in relation to the maintenance and overhaul of Cathay Pacific Airways Limited's aircraft and related equipment, which in total are significant and represented approximately 43% of the Group's turnover in 2002, exist between the Group and Cathay Pacific Airways Limited. These contracts have all been concluded on normal commercial terms in the ordinary and usual course of business of the Group and Cathay Pacific Airways Limited.

Share capital

During the year under review, the Company purchased 126,600 of its shares on The Stock Exchange of Hong Kong Limited (the Stock Exchange). The repurchases were considered by Directors to be in the long-term interests of Shareholders to the extent that they would result in increases in earnings per share and the return on shareholders' capital and would not weaken the Company's balance sheet or its ability to make other investments. All of the shares repurchased were cancelled. Details of the repurchases are as follows:

Month	Number of shares purchased 購回股份數目	Highest price paid per share 每股最高價格 (HK\$港元)	Lowest price paid per share 每股最低價格 (HK\$港元)	Aggregate price 總價格 (HK\$港元)	月份
January 2002	126,600	12.35	11.90	1,538,630	二零零二年一月

As at 31st December 2002, 166,324,850 shares were in issue
(31st December 2001: 166,451,450 shares).

股本

在本年度內，本公司於香港聯合交易所有限公司（聯交所）購回本公司共126,600股股份。董事局認為購回股份將令每股盈利及股東資金回報增加，及不會削弱本公司之資產負債表或其進行其他投資之能力，因此將為股東帶來長遠利益。所有該等購回之股份已被註銷。購回股份詳情如下：

於二零零二年十二月三十一日，已發行股份為
166,324,850股（二零零一年十二月三十一日為
166,451,450股）。

Agreement for services

There is an agreement for services, in respect of which the John Swire & Sons Limited group provides services to Hong Kong Aircraft Engineering Company Limited and its subsidiary and under which costs are reimbursed and a fee payable. The counter party was John Swire & Sons Limited (JS&S) until 30th June 2002 and has been John Swire & Sons (H.K.) Limited (JS&SHK), a wholly-owned subsidiary of JS&S, since 1st July 2002. The agreement can be terminated by either party giving not less than twelve months' notice of termination expiring on 31st December 2004 or any subsequent 31st December.

Peter Johansen as a director and shareholder of JS&S is interested in this agreement. Davy Ho Cho Ying, David Turnbull and Tony Tyler are directors of JS&SHK and therefore have an interest in the agreement with JS&SHK.

服務協議

就英國太古集團為香港飛機工程有限公司及其附屬公司提供服務，以及有關支付服務成本及費用等事宜，雙方已訂立服務協議。二零零二年六月三十日之前，協議另一方為英國太古集團有限公司；自二零零二年七月一日起則為香港太古集團有限公司，該公司乃英國太古集團有限公司之全資附屬公司。協議任何一方均可給予不少於十二個月通知於二零零四年十二月三十一日或此後任何年份之十二月三十一日終止該協議。

容漢新作為英國太古集團有限公司之董事兼股東，在該協議中有利益關係。何祖英、唐寶麟及湯彥麟均為香港太古集團有限公司董事，因此在與香港太古集團有限公司訂立之協議中有利益關係。

主要顧客及供應商

年內，本集團之五大顧客及供應商分別佔本公司銷售額百分之七十一及採購額百分之四十。本集團之最大顧客國泰航空有限公司佔本公司銷售額百分之四十三，而最大供應商香港機場管理局則佔本公司採購額百分之十一。

據董事局所知，並無董事、彼等之聯繫人士或任何擁有百分之五以上本公司已發行股本之股東（國泰航空有限公司除外），持有在上文披露之顧客或供應商之權益。

董事

芳名列於第十四頁及第十五頁之現任董事中，馬海文及梁國權分別於二零零二年二月一日及二零零三年三月四日獲委任。此外，羅基富及劉廣全出任董事分別直至二零零二年一月三十一日及二零零二年七月三十一日退休為止。其餘所有董事皆於年內全年任職，並於本報告書公佈之日仍然在任。

於本年度內之不同時間，簡柏基及米高嘉道理出任代董事。

根據本公司章程第九十三條，所有董事在通過普通決議案獲選後，均須於第三屆股東週年大會上告退。根據上述規定，陳炳傑、何祖英、湯彥麟及吳樹熾博士於本年輪值告退，但因符合資格均願候選連任。

梁國權根據本公司章程第九十一條於上屆股東週年大會上獲委任為董事，亦於本年輪值告退，但因符合資格願候選連任。

Major customers and suppliers

71% of sales and 40% of purchases during the year were attributable to the Group's five largest customers and suppliers respectively. 43% of sales were made to the Group's largest customer, Cathay Pacific Airways Limited while 11% of purchases were made from the largest supplier, Airport Authority of Hong Kong.

No Director, their associates or any shareholder who to the knowledge of the Directors owns more than 5% of the Company's issued share capital (other than in respect to Cathay Pacific Airways Limited) has an interest in the customers or suppliers disclosed above.

Directors

Of the present Directors whose names are listed on pages 14 and 15, Mark Hayman and Lincoln Leong Kwok Kuen were appointed on 1st February 2002 and 4th March 2003 respectively. In addition, Keith William Law and Stephen Lau Kwong Chuen served as Directors until their retirement on 31st January 2002 and 31st July 2002 respectively. All the remaining Directors served throughout the year and still hold office at the date of this report.

At various times during the year, Chris Gibbs and The Hon Michael Kadoorie served as alternate Directors.

Article 93 of the Company's Articles of Association provides for all Directors to retire at the third Annual General Meeting following their election by ordinary resolution. In accordance therewith Chan Ping Kit, Davy Ho Cho Ying, Tony Tyler and Dr Alex Wu Shu Chih retire this year and being eligible, offer themselves for re-election.

Lincoln Leong Kwok Kuen having been appointed to the Board under Article 91 of the Articles of Association of the Company since the last Annual General Meeting, also retires and being eligible, offers himself for election.

No Director has a service contract with the Company that is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

Details of Directors' remuneration are provided in note 4 to the Accounts.

Corporate governance

The Company has complied throughout the year with the Code of Best Practice as set out in the Listing Rules (Main Board).

Directors' interests

At 31st December 2002, the beneficial interests of the Directors in the shares of the Company, as recorded in the register maintained under section 29 of the Securities (Disclosures of Interests) Ordinance (SDI) were as follows:

	Personal 個人權益	Other 其他權益	Total 總計	
The Hon Michael Kadoorie (alternate Director)	–	3,782,886*	3,782,886	米高嘉道理 (代董事)
Dinty Dickson Leach	112,000	–	112,000	李德信

* By virtue of the SDI, The Hon Michael Kadoorie and his family were deemed to be interested in 3,782,886 shares in the Company, which are held through discretionary trusts.

各董事均無與本公司訂有不可由僱主免付賠償金 (法定之賠償金除外) 而於一年內終止之服務合約。

董事酬金詳情見賬目附註第4條。

公司管治

本公司全年均遵守上市規則 (主版) 內之最佳應用守則。

董事權益

於二零零二年十二月三十一日，根據證券 (披露權益) 條例 (披露權益條例) 第二十九條須設立之名冊內所登記，各董事在本公司之股份中有實益如下：

* 依據披露權益條例之規定，米高嘉道理及其家族透過全權信託被視為在本公司該批3,782,886股股份中有利益關係。

Neither during nor prior to the year under review, has any right been granted to, or exercised by, any Director of the Company, or to or by the spouse or minor child of any Director, to subscribe for shares, warrants or debentures of the Company.

Other than as stated above, the Directors of the Company held no interests, whether beneficial or non-beneficial, in the share capital or warrants of the Company or its associated corporations (within the meaning of SDI).

At no time during the year did any Director, other than as stated in this report, have a beneficial interest, whether directly or

在本年度內或之前，本公司之任何董事或彼等之配偶或未成年子女並無獲授權或行使權利，以認購本公司股份、認股權證或債券。

除上述外，本公司之董事並無實益或非實益擁有本公司或其相聯法團之股本或認股權證 (定義見披露權益條例)。

在本年度任何期間內，除在此報告內所述外，本公司或其任何相聯法團所簽訂之重要合約，概無董事在其中直接或間接擁有重大實益。

在本年度任何期間內，本公司或其任何相聯法團，概無任何安排，使公司董事得以購買本公司或其他法人團體之股份或債券而獲利。

主要股東

根據披露權益條例第十六(一)條須設立之主要股東名冊顯示，於二零零二年十二月三十一日，本公司已獲通知以下之權益，相等於本公司已發行股本百分之十或以上。此等權益不包括在上述各董事之披露權益內。

indirectly, in a contract to which the Company, or any of its associated corporations was a party, which was of significance and in which the Director's interest was material.

At no time during the year was the Company, or any of its associated corporations, 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.

Substantial shareholders

The register of substantial shareholders maintained under Section 16(1) of the SDI shows that at 31st December 2002, the Company had been notified of the following interests, being 10% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors.

		Number of shares 股份數目
John Swire & Sons Limited	英國太古集團有限公司	99,649,103
John Swire & Sons (H.K.) Limited	香港太古集團有限公司	99,649,103) Duplications of John Swire 與英國太古集團有限公司
Swire Pacific Limited	太古股份有限公司	99,649,103) & Sons Limited's holding 之持股量重複
Cathay Pacific Airways Limited	國泰航空有限公司	45,649,686)

核數師

在即將舉行之股東週年大會上將動議通過再聘請羅兵咸永道會計師事務所為本公司核數師之決議案。

承董事局命

主席

唐寶麟

香港，二零零三年三月四日

Auditors

A resolution for the re-appointment of PricewaterhouseCoopers as Auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

David Turnbull

Chairman

Hong Kong, 4th March 2003