

Goldigit Atom-tech Holdings Limited
金澤超分子科技控股有限公司
(incorporated in the Cayman Islands with limited liability)

Annual Report
2001



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (GEM) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE EXCHANGE)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligations to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）之特色

創業板乃為帶有高投資風險之公司而設立之一個市場。尤其在創業板上市之公司毋須有過往盈利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司亦可能因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市之公司屬新興性質，在創業板買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要途徑為在聯交所為創業板而設之互聯網網頁上刊登。上市公司毋須在憲報指定報章刊登付款公佈披露資料。因此，有意投資之人士應注意，彼等須閱覽創業板網頁，方可取得創業板上市發行人之最新資料。

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Corporation Information

公司資料

EXECUTIVE DIRECTORS

Lao Seng Peng
Yuen Leong
Cai Wei Min

INDEPENDENT NON-EXECUTIVE DIRECTORS

Sun Juyi
Wong Stacey Martin
Lam Ming Yung

COMPANY SECRETARY

Cheung Ying Kwan, FCCA, AHKSA

QUALIFIED ACCOUNTANT

Cheung Ying Kwan, FCCA, AHKSA

COMPLIANCE OFFICER

Yuen Leong

AUTHORIZED REPRESENTATIVES

Lao Seng Peng
Yuen Leong

AUDIT COMMITTEE

Sun Yuyi
Wong Stacey Martin
Lam Ming Yung

AUDITORS

Deloitte Touche Tohmatsu

PRINCIPAL BANKER

Chiyu Banking Corporation Limited

執行董事

劉勝平
袁亮
蔡偉民

獨立非執行董事

孫聚義
黃偉誠
林明勇

公司秘書

張應坤 FCCA, AHKSA

合資格會計師

張應坤 FCCA, AHKSA

監察主任

袁亮

法定代表

劉勝平
袁亮

審計委員會

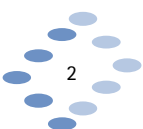
孫聚義
黃偉誠
林明勇

核數師

德勤·關黃陳方會計師行

主要往來銀行

集友銀行有限公司





Corporation Information

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Bank of Butterfield International (Cayman) Limited
P.O. Box 705
Butterfield House
Fort Street
George Town
Grand Cayman
Cayman Islands
British West Indies

主要股份過戶登記處

Bank of Butterfield International
(Cayman) Limited
P.O. Box 705
Butterfield House
Fort Street
George Town
Grand Cayman
Cayman Islands
British West Indies

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
2nd Floor, Vicwood Plaza
199 Des Voeux Road Central, Hong Kong

股份過戶登記處香港分處

香港證券登記有限公司
香港德輔道中199號
維德廣場2樓

REGISTERED OFFICE ADDRESS

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
Cayman Islands
British West Indies

註冊辦事處地址

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
Cayman Islands
British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

7th Floor,
Guangyuan Building
10 Xihuanbeilu Road, Fuzhou
Fujian 350003, PRC

總辦事處暨中國主要經營地點

中國福建
福州市西環北路10號
廣源大廈7樓
郵編：350003

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 908, 9 th Floor
K. Wah Centre
No. 191 Java Road
North Point
Hong Kong

香港主要經營地點

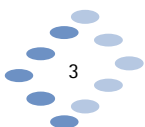
香港
北角
渣華道191號
嘉華國際中心
9樓908室

WEBSITE

<http://www.goldigit.com>

網址

<http://www.goldigit.com>





Financial Summary

財務概要

For the year ended 31 December 截至十二月三十一日止年度

		1999 一九九九年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
RESULTS	業績			
Turnover	營業額	170	6,422	111,023
Profit before taxation	除稅前盈利	456	3,122	62,875
Taxation	稅項	-	-	1,021
Profit before minority interests	除少數股東權益前盈利	456	3,122	61,854
Minority interests	少數股東權益	(91)	42	-
Net profit for the year	年內盈利淨額	365	3,164	61,854
Earnings per share (HK cents)	每股盈利 (港仙)			
Basic	基本	0.03	0.23	4.05

As at 31 December 於十二月三十一日

		2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債		
Total assets	資產總值	14,622	217,267
Total liabilities	負債總值	(11,530)	(4,712)
Shareholders' funds	股東資金	3,092	212,555

Notes:

- The results for each of the three years ended 31 December 2001 have been prepared on a combined basis as if the group structure immediately after the Group Reorganisation had been in existence since 1 January 1999.
- The Company was incorporated in the Cayman Islands on 9 February 2001. Accordingly, the only balance sheets of the Group that have been prepared are those set out on page 40 of the annual report.

附註:

- 截至二零零一年十二月三十一日止三個年度各年之業績乃以合併基準編製，猶如緊隨集團重組後之集團架構自一九九九年一月一日起一直存在。
- 於二零零一年二月九日，本公司於開曼群島註冊成立。據此，本集團已編製之僅有資產負債表載於年報第40頁。



Chairman's Statement

主席報告

During the year 2001, the Company achieved a remarkable growth in turnover and profit attributable to shareholders.

The Group recorded a turnover of HK\$111 million, representing a growth of 16 times as compared to 2000.

Profit attributable to shareholders increased by 19 times to HK\$62 million. Earnings per share was HK4.05 cents, as compared with HK0.23 cents for the corresponding period of last year. Shareholders' fund amounted to HK\$213 million, up by 67 times.

DIVIDEND

The Board has proposed a final dividend of HK1.2 cents per share for the year ended 31st December, 2001. The final dividend, if approved by the members at the forthcoming Annual General Meeting to be held on 29th April, 2002, will be payable on 7th May, 2002 to members whose names are on the register of members of the Company on 29th April, 2002. The register of members of the Company will be closed from Tuesday, 23rd April, 2002 to Monday, 29th April, 2002 both days inclusive, during which period no transfer of shares may be registered.

CHEMICAL PESTICIDES

The Group's core business is the sales and marketing of chemical pesticides applying Propulsive Agent Technology ("PAT"). During the year 2001, the Group has achieved a remarkable increase in both sales and profits, mainly due to the remarkable performance of the products utilising PAT. The Board anticipates continuing growth from chemical pesticides as PAT pesticides will continue to replace traditional pesticides due to increasing environmental and ecological concerns. The Group will continue to utilise its research and development ability to develop new products for customers.

Owing to the cost-effectiveness of PAT products, the Board is confident that growth of sales for the Group's chemical pesticides will sustain during the year 2002.

二零零一年內，本公司的營業額及股東應佔盈利均取得可觀增長。

本集團錄得營業額達111,000,000港元，較二零零零年增長16倍。

股東應佔盈利上升19倍至62,000,000港元。每股盈利為4.05港仙，去年同期則為0.23港仙。股東資金達213,000,000港元，增長67倍。

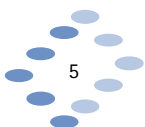
股息

董事會建議就截至二零零一年十二月三十一日止年度派發末期股息每股1.2港仙。倘取得股東於二零零二年四月二十九日舉行之應屆股東週年大會上之批准後，則末期股息將於二零零二年五月七日向於二零零二年四月二十九日名列本公司股東名冊的股東派發。本公司之股東名冊由二零零二年四月二十三日星期二起至二零零二年四月二十九日星期一（包括首尾兩日）期間暫停辦理登記手續，於該期間不會辦理股份轉讓登記手續。

化學農藥

本集團之核心業務為銷售及推廣應用分子推進劑技術（「分子推進劑技術」）之化學農藥。二零零一年內，由於應用分子推進劑技術之產品表現理想，本集團於銷售及盈利方面均取得可觀增長。董事會估計，分子推進劑技術農藥將會持續增長，並隨著環保及生態問題日受關注而逐步取替傳統農藥。本集團將繼續發揮其研究及開發能力，為顧客開發產品。

鑑於應用分子推進劑技術產品的成本效益卓越，董事會深信，本集團化學農藥的銷售將於二零零二年持續增長。





Chairman's Statement

主席報告

While the room for development in the PRC for the Group's product is affluent, the Group will seek to expand its sales network in accordance with its prescribed strategy. The Group will also increase advertising and promotional activities to further enhance the brand awareness and corporate image of the Company.

INCREASE IN NET PROFIT

Gross profit margin for the Group increased to 67% as compared to 57% for the previous year due to benefits from the economies of scale as a result of the significant increase in turnover.

As the Group will launch new products as well as establishing new research center and production base to maintain its efficiency, the Board believes that the positive impact on profit margin will be reflected in the coming financial years.

ENHANCING CUSTOMER RELATIONS

The launch of the Company's website features prominently in enhancing relations with customers. The Group intends to commit more resources to strengthen coordination amongst different sectors in the pesticide industry and the other industry.

ACKNOWLEDGEMENT

I would like to extend my thanks to my fellow directors and staff for their support, effort and contribution to the success of the Group and to our shareholders for their support which make the listing of the Company's share on the GEM a success.

儘管中國為本集團產品提供龐大發展空間，本集團將根據其既定策略致力擴展其銷售網絡，並將加緊進行廣告及宣傳活動從而進一步鞏固本公司之品牌知名度及企業形象。

盈利淨額增加

本集團邊際利潤由去年57%上升至67%，主要由於營業額大幅上升，而受惠於規模經濟效益。

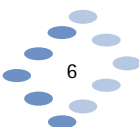
由於本集團將會陸續推出新產品、成立新研究中心及設立生產基地以保持其高度效率，因此董事會相信，邊際利潤之正面影響將於未來財政年度反映。

加強與客戶之聯繫

本公司成立網站，大大促進與客戶的聯繫。本集團擬投入更多資源，加強與農藥業及其他行業之聯繫。

致謝

本集團的成功實有賴董事及員工對本集團的鼎力支持、默默耕耘及積極貢獻，而本集團股份成功於創業板上市亦有賴各股東的大力支持，本人謹藉此向他們致以衷心謝意。





FINANCIAL RESULT

Turnover and gross profit

For the year ended 31st December, 2001, the Group recorded a total turnover of approximately HK\$111 million and profit attributable to shareholders of approximately HK\$62 million as compared to a turnover of approximately HK\$6 million and a profit of approximately HK\$3 million for the corresponding period of last year.

The increase was mainly attributable to the increased sales of Sha Shi Ba and contribution from another pesticide, Dao Ying Wen Jing, in the 2nd half of 2001. The Board believes the increase in sales of our products in various provinces of the PRC implied the recognition of the pesticides utilizing PAT.

As the Group is the only supplier of PAT pesticides, it enjoys a good gross profit margin. Gross profit margin for the year was 67% of sales, compared to 57% in 2000, due to benefits from economies of scale.

Other revenue

Other revenue in the year was approximately HK\$2,419,000 as compared to approximately HK\$1,000 in the previous year. The increase was mainly due to the rise in interest income from fixed deposits.

Selling expenses

Selling expenses increased significantly by 42 times to approximately HK\$2,945,000 as compared to approximately HK\$69,000 in the previous year, principally relating to significant increase in sales of the Group's products.

General and administrative expenses

General and administrative expenses increased significantly to approximately HK\$7,116,000 compared to approximately HK\$415,000 in the previous year. The increase was mainly due to the increase of operating cost associated with the business expansion, the increase in the number of employees, and the addition of the Hong Kong office in March 2001.

財務業績

營業額及毛利

於截至二零零一年十二月三十一日止年度，本集團錄得總營業額約111,000,000港元，以及股東應佔盈利約62,000,000港元，去年同期之營業額及股東應佔盈利則分別為約6,000,000港元及約3,000,000港元。

營業額及股東應佔盈利增長主要由於殺虱霸銷售上升及另一種農藥稻癭蚊淨於二零零一年下半年度作出貢獻。董事會相信，本集團旗下產品於中國各省份的銷售上升，足以印證本集團採用分子推進劑技術之該農藥已獲市場所肯定。

由於國內僅得本集團供應應用分子推進劑技術之農藥，故享有豐厚邊際利潤。受惠於規模經濟效益，年內之邊際利潤為銷售額67%，而二零零零年為57%。

其他收入

本年度之其他收入約2,419,000港元，上年度則約1,000港元，收入增加主要由於定期存款之利息收入增加所致。

銷售開支

銷售開支與去年約69,000港元比較大幅增加約42倍至2,945,000港元，主要由於本集團的營業額大幅上升。

一般及行政費用

一般及行政費用亦由去年約415,000港元大幅增加至約7,116,000港元，有關增加乃主要由擴充業務、僱員數目上升及於二零零一年三月增設香港辦事處導致經營成本增加所致。





BUSINESS REVIEW

Chemical pesticides

Since the commencement of its operation in the year 1997, the Group has been focusing on the research and development of pesticides applying the PAT. In April 1999, the Group successfully applied PAT into chemical pesticide for agriculture industry and launched its first product in 1999. In the year 2001, the Group launched an additional pesticide.

For the year ended 31st December, 2001, turnover of pesticides was approximately HK\$111,023,000, representing an increase of 16 times as compared to approximately HK\$6,422,000 in the last corresponding year 2000. The increase in turnover was largely attributable to the successful penetration of the Group's product in the PRC market and, as well as the launch of Dao Ying Wen Jing product since the 2nd half of 2001.

Sales expansion

The Group continued to expand its market coverage and customer base in mainland China by implementing aggressive marketing strategies. Our marketing effort during the year mainly focused on developing relationships with the users including provision of training courses and demonstration to agents and farmers, strengthening distribution network through sales channels of agricultural protection centres, agricultural resources companies and individual pesticide trading companies, and promotion of products and brand image through newspaper and television advertisement. By the implementation of suitable marketing and distribution programs, the Board believes that the Group is able to improve customer service and expand its network with existing and potential customers.

業務回顧

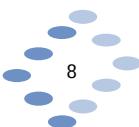
化學農藥

自一九九七年開業以來，本集團一直專注於研發採用分子推進劑技術的農藥。一九九九年四月，本集團成功於化學農藥應用分子推進劑技術，並於一九九九年推出首項產品。二零零一年，本集團再推出一款農藥。

截至二零零一年十二月三十一日止年度，分子推進劑技術農藥的營業額約為111,023,000港元，較二零零零年同期約6,422,000港元增加16倍。營業額上升主要歸因於本集團產品成功打進中國市場，且於二零零一年下半年度成功推出稻癭蚊淨產品。

銷售擴展

本集團繼續積極推行市場推廣策略，以擴闊其於中國大陸的市場覆蓋範圍及客戶基礎。年內，本集團的市場推廣工作主要著眼於與用戶建立關係，包括提供培訓課程及向代理及農戶示範產品等，一方面透過植保站、農資公司及個體農藥貿易公司等銷售渠道鞏固其分銷網絡，另一方面亦透過報章及電視廣告宣傳產品及品牌形象。憑藉積極推行合適的市場推廣及分銷計劃，董事會相信本集團定能提升客戶服務以及擴展與現有及潛在客戶的網絡。





BUSINESS REVIEW (Continued)

Launch of new products

In the 2nd half of 2001, the Group successfully launched a new product – Dao Ying Wen Jing, which is mainly used to extinct Asian rice gall midge, the leading pest in the southern paddy planting regions. The pest is dangerous to paddy growth and may cause complete loss of yield.

Introduction of this new product received good response in the market and its sales performance is satisfactory. Since traditional pesticides are toxic and hazardous to life, the pesticide applying PAT is environmentally friendly and easy to use which can improve the cost-effectiveness and enhance the productivity yield of the farmers.

Continuous development in technologies

The joint efforts for research and development of new products between the Group and research organizations have been progressing smoothly. Application for registration will be submitted to Ministry of Agriculture for a developing product, 1.2% fipromil after the completion of toxicity trial on early 2002.

The Group acquired a parcel of land with a site area 25,307 square meter in November 2001 for the establishment of its research and development centre. Site investigation and applications to the relevant authority in setting up the center has been progressing. The Group expects to put it into operation in the near future.

Establishment of production plant to increase capacity

The Group acquired the land use right in Quanzhou in November 2001 and has applied to commence construction. The new production plant will produce PAT pesticide to substitute to import and tradition pesticides.

業務回顧 (續)

推出新產品

二零零一年下半年度，本集團成功推出針對殺滅稻癭蚊的新產品「稻癭蚊淨」。稻癭蚊為長江以南水稻區主要害蟲，對稻田造成嚴重禍害，往往導致連片失收。

該新產品推出市場後好評如潮，銷售表現亦非常理想。傳統農藥具毒性，危害性命，而應用分子推進劑技術的農藥兼具環保及易於使用的特性，有助改善成本效益，從而提升農戶的生產力收益。

繼續發展技術

本集團與研究機構合作研發新產品的工作進展順利。於二零零二年初完成「1.2% 銳勁特•展膜油劑（象甲淨）」的毒性測試後，將向農業部提交該產品的註冊申請。

本集團於二零零一年十一月購入一幅佔地25,307平方米的地皮，以設立研發中心，並已就此展開勘探土地工作及向有關當局作出申請。預期該研發中心將可於未來短期內投入使用。

設立生產廠房增加生產能力

本集團於二零零一年十一月購入泉州市的土地使用權，並已就動工興建提出申請。該新建廠房將專注生產分子推進劑技術農藥，以取替進口及傳統農藥。



Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 31st December, 2001, the Group's shareholders' funds amounted to approximately HK\$212,555,000 of which HK\$186,583,000 were cash and bank balance.

As at 31st December, 2001, the amount due to directors of the Company amounted to approximately HK\$2,878,000 which was unsecured and non interest bearing.

As at 31st December, 2001, the Group and the Company had no bank facilities in place and no bank borrowing outstanding. The Group's gearing ratio, defined as the Group's total borrowings to the shareholders' funds, was zero since the Group did not have bank borrowing and long-term debts.

The Group depends mainly on its internally-generated funds for its operations. Cash from operations, when not need for working capital requirements, is principally placed in bank deposit. The Group's capital expenditures, such as new product research and development expenses and construction of production facilities, were mainly funded by the proceeds of the placing in July 2001.

During the year ended 31st December, 2001 and 31st December, 2000, the Group conducted its business transactions principally in Renminbi which was relatively stable during the period under review. The Group considered that as the exchange rate risks of the Group is considered to be minimal, the Group did not employ any financial instruments for hedging purposes.

Apart from the Reorganization of the Group as set out in the Prospectus of the Company dated 29th June 2001, there were neither significant investment held by the Group nor material acquisitions and disposals of subsidiaries and affiliated companies for the year ended 31st December, 2001 and 31st December, 2000.

The Group's future plans for material investments or capital assets shall be in line with the details set out in the section of "Statement of Business Objectives" in the Prospectus of Company dated 29th June 2001. Except for the repayment of an amount due to a director upon listing of the Company, there have been no other plans that will require sources of funding from the internal resources of the Group.

As at 31st December 2000 and 2001, the Group had no charge on group assets nor contingent liabilities.

流動資金及財務資源

於二零零一年十二月三十一日，本集團的股東資金約達212,555,000港元，當中186,583,000港元為現金及銀行結存。

於二零零一年十二月三十一日，應付本公司董事款項約2,878,000港元為無抵押及免息。

於二零零一年十二月三十一日，本集團及本公司並無任何銀行融資及未償還銀行貸款。本集團並無銀行借款及長期債務，故資產負債比率（指本集團總借貸對股東資金之比率）為零。

本集團主要以其內部產生資金進行業務營運。經營業務產生的現金倘毋須撥作營運資金，則主要存放於銀行。本集團之資本開支（如新產品研發及興建生產設施開支等）主要由二零零一年七月進行的股份配售所得款項提供資金。

於二零零一年十二月三十一日及二零零零年十二月三十一日止年度內，本集團之業務交易主要以人民幣進行，而人民幣的匯率於回顧期內相當穩定。本集團認為本集團之匯率風險輕微，故本集團並無就對沖採用任何金融工具。

除載於本公司於二零零一年六月二十九日刊發之招股章程所載之集團重組外，於截至二零零一年十二月三十一日及二零零零年十二月三十一日止年度，本集團並無任何重要投資或重大收購及出售附屬公司和聯屬公司。

本集團就重大投資或資本資產作出之未來計劃與本公司於二零零一年六月二十九日刊發之招股章程「業務目標聲明」一節所載詳情一致。除於本公司上市後償還應付董事之款項外，目前並無其他計劃須提用本集團之內部資金。

於二零零一年及二零零零年十二月三十一日，本集團概無抵押任何集團資產或或然負債。



Management Discussion and Analysis

管理層討論及分析

USE OF PROCEEDS FROM THE LISTING

The net proceeds raised from the listing of the Group on the GEM on 9th July, 2001 was approximately HK\$157 million.

During the period from 9th July, 2001 to 31st December, 2001, the Group had incurred the following amount to achieve the business objectives as set out in the Prospectus:

		Planned use of proceeds as stated in the Prospectus up to 31st December 2001 招股章程所載 計劃所得款項用途 截至二零零一年 十二月三十一日 HK\$ million 百萬港元	Actual application 已動用金額 HK\$ million 百萬港元
Development of products	開發產品	9	4
Establishment of research and development center	設立研發中心	2	8
Establishment of production base and purchase of equipment and facilities	設立生產基地 及購入設備與設施	11	5
Expansion of sales network	擴展銷售網絡	0	0
Enhancement of website and establishment of information exchange platform	改良網站及設立 信息交換平台	1	1
Marketing and brand building	市場推廣及品牌確立	1	3
Farmers' training programme	農戶培訓計劃	0	0
		24	21

The remaining balance of the proceeds have been deposited at licensed bank in Hong Kong to prepare for future use as set out in the business development plan in the prospectus. The Board does not envisage any circumstances which may lead to material alteration as to the proposed use of the net proceeds.

By capitalizing on the above funds, the Board believes that the Group has sufficient capital to cope with the needs of its operation.

上市所得款項用途

本集團於二零零一年七月九日在創業板上上市集資所得款項淨額約為157,000,000港元。

二零零一年七月九日至二零零一年十二月三十一日期內，本集團就推行招股章程所載各項業務目標所動用資金如下：

剩餘之所得款項淨額已存入香港持牌銀行有待推行招股章程所述各項業務發展計劃。董事會預期不會出現任何事宜，而須對所得款項淨額之擬定用途作出重大修訂。

計及上述資金後，董事會認為本集團具備足夠資金以應付營運所需。





Management Discussion and Analysis

管理層討論及分析

EMPLOYEE INFORMATION

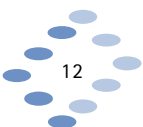
Staff costs, including directors' emoluments, was approximately HK\$2.5 million for the year ended 31st December, 2001 (2000: approximately HK\$0.2 million). The increase in remuneration were mainly due to the increase in the number of staff from 31 to 45 for the expansion of the business of the Group and adjustment of remuneration.

As at 31st December, 2001, the Group had 45 full time employees of which 5 were based in Hong Kong and the rest in PRC. Employees were paid at market remuneration with discretionary bonus and benefit of medical insurance, mandatory provident fund, share options and necessary training. The Company had introduced a Share Option Scheme at the time of listing and the Scheme will be amended from time to time to take into account changes in market conditions and the GEM Listing Rules.

僱員資料

截至二零零一年十二月三十一日止年度，員工成本（包括董事酬金）約2,500,000港元（二零零零年：約200,000港元）。酬金增加乃主要由於本集團擴充業務，員工數目隨之由31名增加至45名，並調整薪酬。

於二零零一年十二月三十一日本集團共有45名全職僱員，當中5名駐於香港，其餘則為中國員工。僱員之薪酬乃按市場薪酬釐定，並可享有酌情花紅及醫療保險、強積金、購股權及有關培訓。本公司於上市時推行購股權計劃，將不時因應市場狀況及創業板上市規則作出修訂。





China is a big agricultural country with large population, but limited arable land. As population grows step by step, the need for agricultural output led to increase in demand for new pesticides. We believe that the development and supply of pesticide based on PAT still lags behind the demand of farmers.

In recent years, there was vigorous growth in pesticide industry in the PRC. The Board believes that the Group has been in an advantageous position that may meet future market demand for and growth on those new pesticides with advanced technology, high efficiency, low toxicity, low residue and low application volume. (高效低毒、低殘留及低用量). Looking to the future, the Group's series products of target propellant have favorable market potential in the PRC.

The listing of the Company on GEM provides the Group a solid base to expand its capacity and seek business development opportunities. We are pleased to note the Group's new product Dao Ying Wen Jing has successfully penetrated the market. Dao Ying Wen Jing is already making contribution to the Group's turnover and profit. We expect that it will make a significant contribution to the Group's performance in the coming years. The Group has commenced research and development study on the application of the PAT on other types of products, namely, fertilizers, herbicides, mosquito terminators, algae killer and oil slicks' solvent. With this regard, we anticipate that sale of the Group's products will continue to expand and bring significant returns to shareholders.

The pesticide industry in China is facing domestic and foreign challenges as well as opportunities from the transition to market economy and the entry of World Trade Organization ("WTO"). In order to adjust itself to accommodate the new circumstances, the future development of the Company will focus on: improving and developing the PAT application, establishing an integrated system of production, sales and service. The Group has signed contracts with various research institutes or universities to support the development and advancement of the PAT to new products. In addition, to modernize its system of operations, the Company will strengthen its coordination among different sectors in the pesticide industry and the other industries.

We anticipate the combination of our unique technology, healthy financial position, market conditions and a good brand name will enable the Group to enhance its competitiveness and economic gains. The Group will continue to execute its business plan and move towards its objective of providing environmental safety products serving customers worldwide.

中國乃一農業大國，擁有龐大人口，但卻缺乏宜於耕種的土地。隨著人口日益增長，農作物產量的需求增加，並帶動新農藥的需求上升。然而，採用分子推進劑技術的農藥之發展及供應仍遠遠落後於農戶之需求。

近年來，中國農藥業增長蓬勃。董事會相會，本集團正處於有利位置，可迎合未來市場對技術先進、高效低毒、低殘留及低用量的新型農藥的需要與增長。展望未來，本集團的靶向推進劑農藥系列在中國會享有優厚的市場潛力。

於創業板上市為本集團形成穩固基礎，以擴充生產力並物色發展商機。本集團為新產品「稻癭蚊淨」成功打入市場感到雀躍，稻癭蚊淨亦已開始為本集團的營業額及盈利帶來貢獻，預期未來亦將會為本集團業績帶來龐大貢獻。本集團另已就於其他類別產品應用分子推進劑技術展開研究及開發工作，包括肥料、除草劑、滅蚊劑、除真菌劑及浮油溶劑等。就此，預計本集團產品的銷量將可持續擴展，並為股東帶來可觀回報。

中國的農藥業同時面臨來自國內及海外的挑戰，加上經濟體系轉型為市場經濟，以及中國加入世界貿易組織（「世貿」）所帶來的新商機，競爭將更趨激烈。本公司已作好準備，應付該等新環境，而本公司未來發展將主要專注於改善及開發分子推進劑技術的應用，以及設立綜合生產、銷售及服務的系統。本集團已與多間研究所或大學簽訂合約，協助開發及改良採用分子推進劑技術之新產品。此外，為求將運作系統現代化，本公司將加強其與農藥業及其他行業各環節的合作。

本集團預期，憑藉我們的獨有的技術、穩健的財務狀況、利好的市況及備受尊崇的名聲，本集團定能鞏固其競爭力及經濟收益。本集團將繼續推行其業務計劃，朝向世界各地客戶提供環保產品的目標進發。



Business Objectives Review

業務目標回顧

An analysis comparing the business objectives as stated in the Prospectus dated 29th June, 2001 with the Group's actual business progress up to 31st December, 2001 is set out below.

載於二零零一年六月二十九日刊發之招股章程的業務目標與本集團截至二零零一年十二月三十一日止年度之實際業務進度比較之分析載列如下。

Business objectives as stated in the Prospectus

Actual business progress up to the end of December 2001

招股章程所述之業務目標

截至二零零一年十二月止之實際業務進度

Development of new products

1.2% fipronil 1.2% 銳勁特•展膜油劑 (象甲淨) :

The Group signed contract with Harbin Institute of Technology for research, development and testing of the PAT product. The 2 year 2 region trial was underway. Application for registration will be submitted to Ministry of Agriculture after the completion of toxicity trial on early 2002.

開發新產品

1.2% 銳勁特•展膜油劑 (象甲淨) :

本集團已就研究、開發及試驗分子推進劑技術產品與哈爾濱工業大學簽訂合約。該兩年兩地試驗仍在進行中。預期於二零零二年初完成毒性試驗後向農業部提出登記申請。

Target propellant new pesticide on Rice Borer: (水稻螟蟲):

The Group signed contract with Shanghai Jiao Tong University on conducting feasibility study. The study will be completed by early 2002.

水稻螟蟲的靶向推進劑:

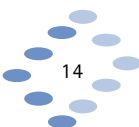
本集團就進行可行性研究與上海交通大學簽訂合約。研究將於二零零二年初完成。

Target propellant new weedicide for paddy:

The feasibility study by Harbin Institute of Technology was completed in November 2001 and the research and development work was in progress.

水稻用除草劑的靶向推進劑:

哈爾濱工業大學已於二零零一年十一月完成可行性研究，而研究及開發工作則仍在進行中。





Business objectives as stated
in the Prospectus

招股章程所述之業務目標

Actual business progress up to
the end of December 2001
截至二零零一年十二月止之
實際業務進度

Target propellant new fertilizer for paddy:

The Group completed the feasibility study on applying PAT to a new fertilizer. Further research work was under preparation.

水稻用化肥的靶向推進劑：

本集團就於化肥應用分子推進劑技術生產新農藥進行之可行性研究已完成。進一步研究工作正在研判中。

Mosquito terminator for urban drains:

The Group signed contracts with Harbin Institute of Technology and Environmental Research Centre of Xiamen University for conducting research and development, and testing respectively. The research and development work was under way.

城市溝渠滅蚊劑：

本集團就研究、開發及試驗分別與哈爾濱工業大學及廈門大學海洋及環境學院簽訂合約。研究及開發工作仍在進行中。

Development of nanotechnology on chemical pesticides:

The Group signed a contract with Environmental Research Centre of Xiamen University for the feasibility study on applying the concept to chemical pesticides. The feasibility study will be completed on early 2002.

納米技術在化學農藥中的應用：

本集團就於化學農藥應用納米技術之可行性研究與廈門大學海洋及環境學院簽訂合約。可行性研究將於二零零二年初完成。



Business Objectives Review

業務目標回顧

Business objectives as stated in the Prospectus

招股章程所述之業務目標

Investment in a research and development centre

投資研發中心

Establishment of production bases and the purchase of
equipment and facilities

建立生產基地及購買器材及設施

Expansion of sales network

拓展銷售網絡

Actual business progress up to the end of December 2001

截至二零零一年十二月止之 實際業務進度

The Group confirmed establishment of its research and development centre in Fuzhou District, Fujian Province and signed an agreement with an independent third party for the acquisition of land uses right at a total contract sum of RMB11 million (site area 16,379 square meter), of which RMB 8 million was paid. Site investigation work and application to relevant authority was submitted.

本集團落實於福建省福州市設立研發中心，並與獨立第三者訂立協議，以總合約金額人民幣11,000,000元購入土地所有權（地盤面積16,379平方米），已支付其中人民幣約8,000,000元。有關勘探土地工作仍在進行中，並已向有關當局作出申請。

The Group confirmed establishment of a production factory in Quanzhou, Fujian Province and signed a contract with an independent third party for the acquisition of land uses right at a total contract sum of RMB 6 million (site area 25,307 square meter). Plans to construction of the factory was under preparation.

本集團落實於福建省泉州市設立生產廠房，並與獨立第三方簽訂合約，以總合約金額人民幣6,000,000元購入土地所有權（地盤面積25,307平方米）。興建廠房計劃仍在籌備中。

The Group performed market surveys with agricultural resources companies in various regions. The Group will expand its sales network and increase the intensity of marketing activities.

本集團與各省市之農資公司進行市場研究。本集團將擴展銷售網絡，提昇市場推廣活動的力度。





Business Objectives Review

業務目標回顧

Business objectives as stated in the Prospectus

招股章程所述之業務目標

Enhancement of the Group's website

改善本集團的網站

Marketing and brand building

市場推廣及確立品牌

Actual business progress up to the end of December 2001

截至二零零一年十二月止之 實際業務進度

The Group engaged professional IT provider to continuously improve its management information systems for eCommerce through the launch of a new design for the Group's website, as well as the developing a two way interactive information exchange platform. The contract sum amounted to RMB2.8 million, of which RMB1 million was paid.

本集團已委聘專業資訊科技供應商為本集團網站的設計推陳出新及開發互動信息交換平台，從而不斷改進電子商貿的管理資訊系統。合約金額為人民幣2,800,000元，已支付其中人民幣1,000,000元。

The Group signed a contract with a business advertising and promotion services company for advertising and promotion activities for the Group's products, including the launch of Dao Ying Wen Jing through TV advertisement in various provinces between August and November 2001. The contact sum amounted to RMB2.7 million was paid.

本集團已與商業廣告及宣傳服務公司簽訂合約，就本集團產品推行廣告及宣傳活動，包括於二零零一年八月至十一月在有關省市透過電視廣告宣傳稻癭蚊淨推出市場。已支付合約金額人民幣2,700,000元。

The Group continued to participate in conferences, seminars and the relevant local Agricultural Protection Centre to build up a good reputation for the Company's products. The Group continued to co-operate with agricultural technological units providing training programmes for sales agents and agricultural resources companies.

本集團繼續參與會議、研討會及有關植保站，為本公司產品建立良好聲譽。本集團繼續與農業科技單位合作，為銷售代理及農資公司提供培訓課程。





Profiles of Directors and Senior Management

董事及高級管理層資料

EXECUTIVE DIRECTORS

Mr. LAO Seng Peng, aged 38, is the Chairman of the Group. He graduated from the Tsinghua University with a bachelor degree in civil structural engineering. Thereafter, he worked as an engineer for China Fujian International Economic and Technological Co-operation (中福公司) and was transferred to Macau office. Mr. Lao became a citizen of Macau in August 1992. From October 1997 to January 1999, Mr. Lao was the General Manager of Fujian Storage Battery Co., Ltd. (福建蓄電池有限公司), a subsidiary of BOC Group. Since Mr. Lao invested in the Group in March 1998, he is responsible for the overall management of the Group, as well as its strategic planning and business development.

Mr. CAI Wei Min, aged 55, is an Executive Director and responsible for research and development of the Group. He holds a master degree in chemical engineering from Harbin Industrial University. He is a professor and the Dean of the Environmental Protection Engineering Department of Harbin Institute of Technology and also engaged as the Dean with the Environmental Protection Engineering School of Shanghai Jiao Tong University since January 2001. He is also retained as Foreign Academician of National Science Academy of Russia. Mr. Cai is the developer of the Propulsive Agent technology and joined the Group in March 1998. Mr. Cai is primarily responsible for the Group's product research and development.

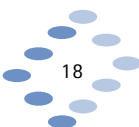
Mr. YUEN Leong, aged 44, is the General Manager of the Group. He holds a master degree in mechanical engineering from the Shanghai Jiao Tong University (上海交通大學). Prior to joining the Group, Mr. Yuen was a senior research analyst of Fujian Provincial Research and Development Center. Mr. Yuen has over 10 years of experience in corporate management and operation. Mr. Yuen joined the Group in March 1998 and is responsible for overall management of the Group.

執行董事

劉勝平先生，38歲，本集團主席。畢業於清華大學，持有土木結構工程學士學位。畢業後，曾於福建省中福公司任職工程師，後派駐澳門辦公室。劉先生於一九九二年八月成為澳門居民。一九九七年十月至一九九九年一月期間，劉先生擔任中銀集團附屬公司福建蓄電池有限公司的總經理。劉先生自一九九八年三月開始投資於本集團，一直負責本集團的整體管理，以及其策略計劃及業務發展。

蔡偉民先生，55歲，本集團執行董事，負責集團研究及發展。彼持有哈爾濱工業大學的化學工程碩士學位，並為哈爾濱工業大學的教授及環境保護工程學系主任，更於二零零一年一月受聘為上海交通大學環境保護工程學院院長，亦為俄羅斯國家科學院外籍院士。蔡先生是分子推進劑技術的發明者。蔡先生於一九九八年三月加盟本集團，主要負責本集團的產品研究與發展。

袁亮先生，44歲，本集團總經理。持有上海交通大學機械工程的碩士學位。在加盟本集團以前，袁先生是福建省政府經濟研究中心的高級研究員，擁有超過十年公司管理經營經驗。袁先生於一九九八年三月加盟本集團，負責本集團的整體管理工作。





Profiles of Directors and Senior Management

董事及高級管理層資料

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. SUN Juyi, aged 49, joined the Group in June 2001 as an Independent Non-executive Director, is the deputy managing director and financial controller of Shum Yip Investment Limited, a company listed in The Stock Exchange of Hong Kong Limited. He graduated from the Finance and Economic Institute of Tianjin in the PRC in 1978 and underwent a master research study program at the Finance and Economics Institute of Tianjin in the PRC in 1987. He is a senior accountant and a registered accountant in the PRC. He had been a lecturer of the Finance and Economic Institute of Tianjin and the assistant to the head of 深圳中華會計師事務所 (Shenzhen Chinese Accountants Firm). Mr. Sun has 18 years of experience in financial lecturing, accounting, auditing and corporate financial management.

Mr. Stacey Martin WONG, aged 34, joined the Group in June 2001. Mr. Wong has over ten years of experience in the investment banking industry and holds a master of arts degree from the University of Cambridge.

Mr. LAM Ming Yung, aged 38, joined the Group in June 2001 as an Independent Non-executive Director. He graduated from the School of Law of East China University of Politics and Law in 1986 and was awarded the degree of bachelor of law. Mr. Lam started practicing law in 1987 in Fujian Province in the PRC, and moved to Hong Kong in mid-1993. He was registered as a foreign lawyer with the Hong Kong Law Society in 1995, and is now practicing as a senior legal consultant of PRC corporate securities law in the Hong Kong office of Sidley Austin Brown & Wood, an international law firm, which is the legal adviser to the Company in relation to the Placing.

獨立非執行董事

孫聚義先生，49歲，獨立非執行董事，於二零零一年六月加盟本集團，並為香港聯合交易所有限公司上市公司深業控股有限公司之董事副總經理兼財務總監。彼於一九七八年畢業於中國天津財經學院，並於一九八七年完成中國天津財經學院碩士研究生學習，現為高級會計師及中國註冊會計師。曾任天津財經學院講師、深圳中華會計師事務所所長助理。孫先生在財務教學、會計、審計及企業財務管理方面積逾十八年經驗。

黃偉誠先生，34歲，於二零零一年六月加盟本集團。黃先生在投資銀行業擁有逾十年經驗。黃先生持有劍橋大學文碩士學位。

林明勇先生，38歲，獨立非執行董事，於二零零一年六月加盟本集團，在一九八六年畢業於華東政法學院法律系，持有法律學士學位。林先生在一九八七年開始在中國福建省執業，一九九三年中遷到香港。在一九九五年登記註冊為香港律師會的海外律師，現於國際律師行盛德律師事務所香港辦事處擔任中國證券部的高級法律顧問，該律師事務所為本公司配售事項的法律顧問。



Profiles of Directors and Senior Management

董事及高級管理層資料

SENIOR MANAGEMENT

Mr. CHEN Li Quan, aged 60, is the Vice-General Manager of the Group. Mr. Chen graduated from Shanghai Medical University with a bachelor degree in medicine and was a former research fellow of the Geographic Survey Institute under the Ministry of Chemical Industry of the PRC. Mr. Chen has over 15 years of experience in production management on medical and chemical products. Mr. Chen joined the Group in September 1997 and is primarily responsible for overseeing the production operations as well as products' quality control measures.

Mr. WU Yong Qiang, aged 45, is the Vice-General Manager of the Group. Prior to joining the Group, Mr. Wu was the head of Marketing Department of The Import and Export Company of China Xiamen Foreign Trade Group (廈門中貿集團進出口公司) and the General Manager of Xiamen Yiren Group (廈門依人集團). Mr. Wu has over 12 years of experience in sales and marketing as well as international trade operations. Mr. Wu joined the Group in March 1998 and is responsible for the Group's sales and marketing activities.

Mr. HAN Geng Chen, aged 47, is the Vice-General Manager of the Group. He holds a doctorate degree in Philosophy from Iowa State University of U.S. Prior to joining the Group, Mr. Han was a senior research analyst of Food and Agriculture Division of the United Nations. He was also the senior vice-president of Pioneer Hi-bred International Inc., USA (美國先鋒種業集團) and a senior executive of Hubei Xiangfan Seeds Corporation of Chatai Group of Thailand (泰國正大集團湖北襄樊種業公司). Mr. Han has over 11 years of experience in managing new High-Tech companies with special focus on agricultural High-Tech companies. Mr. Han joined the Group in March 1998 and is responsible for development of new products and the industrial management for science study results of the Group.

Mr. HUANG Cai Jin, aged 30, is the Chief Consultant on Corporate Planning of the Group. He holds a doctorate degree in management science and system from Shanghai Jiaotong University (上海交通大學). Prior to joining the Group, Mr. Huang was the senior research analyst of Fujian Provincial Strategic Research and Development Center specializing in corporate development and countermeasure. Mr. Huang joined the Group in March 1998 and is responsible for the Group's strategic planning and corporate development research.

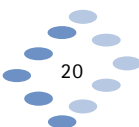
高級管理層

陳利銓先生，60歲，本集團副總經理。陳先生畢業於上海醫科大學，持有醫學學士學位，歷任國家化工部地質勘查院研究員，擁有超過十五年醫學及化學製品的生產管理經驗。陳先生於一九九七年九月加盟本集團，主要負責生產業務及商品品質管理。

吳永強先生，45歲，本集團副總經理。在加盟本集團以前，吳先生是廈門中貿集團進出口公司市場推廣部主管及廈門依人集團總經理。吳先生擁有超過十二年國際貿易經營的銷售及市場推廣經驗。吳先生於一九九八年三月加盟本集團，負責本集團的銷售及市場推廣活動。

韓庚辰先生，47歲，本集團副總經理，持有美國依阿華州立大學的哲學博士學位。在加盟本集團以前，韓先生是聯合國食品及農業部的高級研究員、美國先鋒種業集團的高級管理人員，亦是泰國正大集團湖北襄樊種業公司的首席行政執行官。韓先生擁有超過十一年管理專注研究農業高科技公司的經驗。韓先生於一九九八年三月加盟本集團，負責本集團的新產品發展及科學研究結果的工業管理。

黃采金先生，30歲，本集團公司策劃的總顧問，持有上海交通大學的管理科學及系統學博士學位。在加盟本集團以前，黃先生是福建省經濟研究中心的高級研究員，專注於公司發展及對策。黃先生於一九九八年三月加盟本集團，負責本集團的策略計劃及公司發展研究。



SENIOR MANAGEMENT

Mr. LI Da Liang, aged 38, is the sales manager of the Group. He graduated from He Nan Agricultural University with a master degree in agricultural studies. Mr. Li has over 7 years of experience on sales of agricultural products. Mr. Li joined the Group in March 1998 and is responsible for the Group's sales and marketing activities.

Ms. GUO Xiang Mei, aged 39, is the finance manager of the Group. She is a qualified accountant in the PRC and has over 10 years of experience in finance and accounting. She was formerly a senior financial controller of Fujian Taisheng Trade Co., Ltd. (福建省泰晟貿易有限公司) before she joined the Group in August 2000.

Mr. DING Jian, aged 28, is the business development manager of the Group. He graduated from Fujian Mechanical Electronic School with a degree in Mechanical Science. He has over 5 years of experience on image consulting and market promotion activities. Prior to joining the Group in December 2000, he was the chief corporate identity system planner of Fujian Southeast Broadcast & TV Networks Co., Ltd. (東南廣播電視網絡有限公司) and the chief promoter of the Third China Investment and Trade Forum.

Mr. PENG Dong Yue, aged 29, is the production manager of the Group. Mr. Pang studied in Fuzhou Normal University in finance study. Prior to joining the Group in March 1998, Mr. Pang was a senior executive to Fujian Southeast Broadcast & TV Networks Co., Ltd. (東南廣播電視網絡有限公司). Mr. Pang is primarily responsible for production management of the Group.

Mr. LEUNG Yun Fai, aged 44, is the financial controller of the Group. He joined the Group in April 2001 and is responsible for financial planning of the Group. He has over 20 years of experience in auditing and accounting and holds a bachelor degree of business administration from a US University. Prior to joining the Group, Mr. Leung had over 19 years of auditing experience with an international accounting firm.

高級管理層 (續)

李大良先生，38歲，本集團銷售經理。畢業於河南農業大學，持有農業學碩士學位。李先生擁有逾7年農製品銷售的經驗。李先生於一九九八年三月加盟本集團，負責本集團的銷售及市場推廣活動。

郭香美女士，39歲，本集團財務經理，為中國合資格會計師，擁有逾十年財務及會計經驗。於二零零零年八月加盟本集團前，為福建省泰晟貿易有限公司的高級財務總監。

丁健先生，28歲，本集團業務拓展經理，畢業於福建機電學校，持有機械科學學位。彼擁有超過五年形象顧問及市場推廣活動經驗。在二零零零年十二月加盟本集團以前，丁先生為東南廣播電視網絡有限公司的公司識別系統總監及第三屆中國投資與貿易洽談會總策劃人。

彭東岳先生，29歲，本集團生產經理。於福州師範大學修讀金融學。在一九九八年三月加盟本集團以前，彼為福建東南廣播電視網絡有限公司的高級行政人員。彭先生主要負責管理本集團的生產。

梁潤輝先生，44歲，本集團的財務總監。於二零零一年四月加盟本集團，負責本集團的財務策劃，擁有逾二十年的審計及會計經驗，持有美國一間大學的工商管理學士學位。在加盟本集團之前，梁先生已擁有超過十九年於國際會計師行工作的審計經驗。



Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Goldigit Atom-tech Holdings Limited (the "Company") will be held at 49th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong, on 29th April, 2002 (Monday) at 10:00 a.m. for the following purposes:

1. To consider and adopt the Audited Financial Statements of the Company and the Report of the Directors and Auditors for the year ended 31st December, 2001;
2. To approve and declare a final dividend;
3. To re-elect retiring Directors and authorize the board of directors (the "Board") to fix their remuneration;
4. To re-appoint Auditors and authorise the Board to fix their remuneration; and
5. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (c) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to exercise during the Relevant Period (as hereinafter defined in this Resolution) to exercising all the power of the Company to allot, issue and deal with additional shares in the Company (the "Shares") and to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible or exchangeable securities and to make or grant offers, agreements and options in respect thereof;

金澤超分子科技控股有限公司(「本公司」)謹此公佈，將於二零零二年四月二十九日星期一上午十時正假座香港中環花園道1號中銀大廈49樓舉行股東週年大會，以商討下列事項：

1. 省覽及採納本公司截至二零零一年十二月三十一日止年度之經審核財務報表、董事會報告及核數師報告；
2. 批准宣派末期股息；
3. 重選退任董事，並授權董事會(「董事會」)釐定董事酬金；
4. 續聘核數師，並授權董事會釐定核數師酬金；及
5. 作為特別事項，考慮及酌情通過以下決議案為普通決議案(可予修訂)：

普通決議案

「動議：

- (a) 在本決議案(c)段之規限下，董事謹此獲授無條件一般授權，於有關期間(定義見本決議案)行使本公司一切權力，以配發、發行及處理本公司之額外股份(「股份」)及配發、發行或授出可兌換或轉換為股份之證券或購股權、認股權證或可認購股份之相似權利或該等可兌換或轉換證券及作出或授出售股建議、協議及購股權；





Notice of Annual General Meeting

股東週年大會通告

- (b) the mandate referred to in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue;
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants or convertible securities (including, without limitation, the Notes) issued by the Company or any securities which are convertible or exchangeable into Shares;
 - (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company,
- (b) (a)段所述授權將授權董事於有關期間作出或授出或須以有關期間結束後行使該等權力之售股建議、協議、購股權及轉換或兌換權利；
- (c) 董事根據上文(a)段所述授權而配發、發行或處理或有條件或無條件同意配發或發行或處理(不論是否根據購股權或其他原因而配發或發行或處理者)之股本面值總額除基於下列事項外：
- (i) 供股；
 - (ii) 根據本公司發行之任何認股權證或可換股證券(包括但不限於票據)或可兌換或轉換為股份之任何證券之條款行使認購或兌換權利；
 - (iii) 行使本公司當時就向本公司及／或其任何附屬公司之高級職員及／或僱員授出或發行股份而採納之任何購股權計劃或類似安排所授出購股權的認購權利或購買股份之權利；或
 - (iv) 任何以股代息計劃或根據本公司之公司細則規定配發及發行股份或本公司其他證券以代替股份之全部或部分股息之類似安排，



Notice of Annual General Meeting

股東週年大會通告

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) shall be limited accordingly;

(d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest; and

"Rights Issue" means an offer of Shares or warrants, options or other securities of the Company giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of Shareholders on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company)."

不得超過本決議案通過日期本公司已發行股本面值總額20%，而(a)段所述批准亦須受此限制；

(d) 就本決議案而言：

「有關期間」指由本決議案通過日期起至下列三者中之較早日期止期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按任何適用法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予之權力；

及

「供股」乃指向於指定記錄日期名列股東名冊之股份持有人按彼等當日持有股份之比例提呈股份、認股權證、購股權或其他證券以於董事訂定之期間內認購股份，惟董事有權按需要或權宜就零碎股權或經考慮法例或對本公司有影響之地方的任何認可監管機關或任何證券交易所規定之任何限制或責任後，取消若干股份持有人在此方面之權利或作出其他安排。」



Notice of Annual General Meeting

股東週年大會通告

6. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of all powers of the Company during the Relevant Period (as hereinafter defined in this Resolution) to repurchase its own shares (the "Shares") be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares which may be repurchased by the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), or any other stock exchange or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

- (c) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

6. 作為特別事項·考慮並酌情通過下列決議案為普通決議案:

普通決議案

「動議:

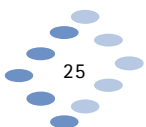
- (a) 在本決議案(b)段規限下·謹此一般及無條件批准董事於有關期間(定義見本決議案下文)內行使本公司一切權力購回其本身股份(「股份」):

- (b) 根據上文(a)段之批准在有關期間內在有關香港聯合交易所有限公司(「聯交所」)創業板或任何其他證券交易所或根據香港證券及期貨事務監察委員會就此認可及聯交所根據香港購回股份守則認可之任何其他證券交易所可能購回之股份面值總額不得超過於本決議案通過日期本公司已發行股本面值總額10%·而上述批准亦須受此限制:及

- (c) 就本決議案而言:

「有關期間」指本決議案通過日期起至下列三者中之較早日期止期間:

- (i) 本公司下屆股東週年大會結束時;
- (ii) 按任何適用法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿時;及





Notice of Annual General Meeting

股東週年大會通告

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest."

7. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

"**THAT** conditional upon the passing of Ordinary Resolutions No. 5 and 6 set out in this notice, of which this Resolution forms part, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the shares in the Company repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 6 since the granting of such repurchase mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution."

By Order of the Board
Goldigit Atom-tech Holdings Limited
Cheung Ying Kwan
Company secretary

Hong Kong, 19th March, 2002

(iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案授予之權力。」

7. 作為特別事項，考慮及酌情通過下列決議案為普通決議案（可予修訂）：

普通決議案

「**動議**待本通告（本決議案構成其中部分）所載第5項及第6項普通決議案獲通過後，於董事可能根據及按照第5項普通決議案授出之授權配發、發行或處理或有條件或無條件同意配發、發行或處理之股本面值總額中，額外增加及擴大本公司自授出該等購回授權起根據及按照第6項普通決議案購回之本公司股份面值總額，惟該數額不得超過於本決議案通過日期當日本公司已發行股本面值總額10%。」

承董事會命
金澤超分子科技控股有限公司
公司秘書
張應坤

香港，二零零二年三月十九日





Notice of Annual General Meeting

股東週年大會通告

Principal place of business:

Unit 908, 9th Floor,
K. Wah Centre, No. 191 Java Road,
North Point, Hong Kong

Notes:

1. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 2/F, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
3. If two or more persons are joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. The register of members of the Company will be closed from Tuesday 23rd April, 2002 to Monday, 29th April 2002, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's registrar, Hong Kong Registrars Limited at the above address not later than 4:00 p.m. on Monday, 22nd April, 2002.

主要經營地點:

香港北角
渣華道191號嘉華國際中心
9樓908室

附註:

1. 有權出席以上通告召開之股東週年大會及於會上投票表決之股東，有權委派一位或多位受委代表出席大會及代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同授權書或其他經簽署之授權文件（如有）或經公證人簽署證明之授權書或授權文件副本，最遲須於股東週年大會或其任何續會指定舉行時間四十八小時前送達本公司於香港之股份過戶登記分處香港證券登記有限公司，地址為香港德輔道中199號維德廣場2樓，方為有效。填妥及交回委任表格後，股東仍可親身出席大會及投票。
3. 倘兩名或以上人士為本公司股份聯名持有人，由排名首位的聯名持有人親身或由受委代表投票後，其他聯名持有人的投票將不獲接納。就此而言，排名次序乃按有關股份持有人於本公司股東名冊排名次序釐定。
4. 本公司將於二零零二年四月二十三日星期二至二零零二年四月二十九日星期一（包括首尾兩日）期間暫停辦理股東登記手續，期間不會辦理股份過戶。為符合資格領取擬派末期股息，所有轉讓文件連同有關股票須於二零零二年四月二十二日星期一下午四時正前送交於上述地址之本公司股份過戶登記分處香港證券登記有限公司。





Report of the Directors

董事會報告

The directors present the first annual report and the audited financial statements for the period from 9 February 2001 (date of incorporation) to ended 31 December 2001.

CORPORATE REORGANISATION AND LISTING OF THE COMPANY'S SHARES ON THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

The Company was incorporated in the Cayman Islands with limited liability on 9 February 2001 under the Companies Law (2001 Second Revision) Chapter 22 of the Cayman Islands. Pursuant to a group reorganisation of the Group in preparation for the listing of the Company's shares on GEM, the Company became the holding company of the Group on 22 June 2001. Details of the group reorganisation are set out in the paragraph headed "Corporate Reorganisation" in appendix V of the prospectus of the Company dated 29 June 2001.

The shares of the Company have been listed on the GEM since 9 July 2001.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 29 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2001 are set out in the consolidated income statement on page 39 of the annual report.

An interim dividend amounting to HK\$10,000,000 was declared and paid by a subsidiary to the then shareholder of the subsidiary before the group reorganisation.

The directors recommend the payment of a final dividend of HK1.2 cents per share to the shareholders on the register of members on 29 April 2002, amounting to HK\$20,398,000 and the retention of the remaining profit for the year of HK\$31,456,000.

董事謹提呈由二零零一年二月九日（註冊成立日期）至二零零一年十二月三十一日止期間之第一份年報及經審核財務報表。

公司重組及本公司股份於香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）上市

本公司於二零零一年二月九日根據開曼群島公司法（二零零一年第二修訂本）第22章於開曼群島註冊成立為有限公司。根據本集團之重組，以準備本公司股份於創業板上上市，本公司於二零零一年六月二十二日成為本集團之控股公司。集團重組詳情載於本公司於二零零一年六月二十九日刊發之招股章程附錄五「公司重組」一段。

本公司股份自二零零一年七月九日起於創業板上上市。

主要業務

本公司乃一間投資控股公司，其附屬公司之主要業務載於財務報表附註29。

業績及分派

本集團截至二零零一年十二月三十一日止年度之業績載於本年報第39頁綜合收益表。

於集團重組前，一間附屬公司曾向其當時股東宣派及派付10,000,000港元中期股息。

董事建議向於二零零二年四月二十九日名列股東名冊之股東派付末期股息每股1.2港仙，合共20,398,000港元，而本年度保留盈利為31,456,000港元。



Report of the Directors

董事會報告

FINANCIAL SUMMARY

A summary of the results of the Group for each of the three years ended 31 December 2001 is set out on page 4 of the annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year/period in the property, plant and equipment of the Group and the Company are set out in note 12 to the financial statements.

SHARE CAPITAL

Details of movements in the authorised and issued share capital of the Company during the period are set out in note 20 to the financial statements.

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SHARE OPTION SCHEMES

The Company's share option scheme (the Scheme) was adopted pursuant to a resolution passed on 22 June 2001 for the primary purpose of providing incentives to directors and eligible employees, and will expire in 2011. Under the Scheme, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in aggregate is not permitted to exceed 25% of the shares of the Company in issue and issuable.

財務概要

本集團截至二零零一年十二月三十一日止三個年度各年之業績概要載於本年報第4頁。

物業、廠房及設備

本集團及本公司於年／期內之物業、廠房及設備變動詳情載於財務報表附註12。

股本

本公司於期內之法定及已發行股本變動詳情載於財務報表附註20。

期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

購股權計劃

本公司透過於二零零一年六月二十二日通過之決議案而採納的購股權計劃（「計劃」），主要用作激勵董事及合資格僱員的士氣，而該購股權計劃將於二零一一年屆滿。根據該計劃，本公司董事會可向合資格僱員（包括本公司及其附屬公司董事）授出購股權，以認購本公司股份。

未經本公司股東批准，根據計劃而授出之購股權涉及的股份總數不得超過本公司於任何時候已發行股份之10%。授予任何個別人士之購股權涉及的股份總數不得超過本公司已發行及可予發行股份之25%。



SHARE OPTION SCHEMES (Continued)

Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 per option. Options may be exercised at any time from the expiry of three years from the date of acceptance of the share option to such date as determined by the board of directors but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company, and will not less than the higher of the closing price of the Company's shares on the date of grant, the average closing price of the shares for the five business days immediately preceding the date of grant and the nominal value of the Company's shares.

No option was granted by the Company during the period since the adoption of the Scheme.

RESERVES

Details of movements in the reserves of the Group and of the Company during the year/period are set out in note 21 to the financial statements.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company since its date of incorporation and up to the date of this report were:

Executive directors:

Lao Seng Peng	(appointed on 16 March 2001)
Yuen Leong	(appointed on 19 March 2001)
Cai Wei Min	(appointed on 19 March 2001)

Independent non-executive directors:

Sun Juyi	(appointed on 20 April 2001)
Wong Stacey Martin	(appointed on 20 June 2001)
Lam Ming Yung	(appointed on 19 March 2001)

購股權計劃 (續)

授出之購股權，可於按每份購股權1港元繳款後，於授出日期起計21日內領取。購股權可於接納購股權日期起計三年屆滿後任何時間行使，直至董事會釐定之日期，惟在任何情況下不得超過十年。行使價由本公司之董事釐定，惟不會低於下列最高者：本公司股份於授出日期之收市價；緊接授出日期前五個營業日之股份收市價；及本公司股份之面值。

年內，本公司自採納計劃起並無授出購股權。

儲備

本集團及本公司於年／期內之儲備變動詳情載於財務報表附註21。

董事及董事服務合約

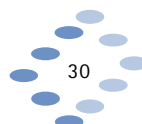
註冊成立日期至本報告日期期間在任之本公司董事如下：

執行董事：

劉勝平	(於二零零一年三月十六日獲委任)
袁亮	(於二零零一年三月十九日獲委任)
蔡偉民	(於二零零一年三月十九日獲委任)

獨立非執行董事：

孫聚義	(於二零零一年四月二十日獲委任)
黃偉誠	(於二零零一年六月二十日獲委任)
林明勇	(於二零零一年三月十九日獲委任)





DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (Continued)

In accordance with the provisions of the Company's Articles of Association, Messrs. Sun Juyi and Lam Ming Yung will retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Each of the executive directors has entered into a service agreement with the Company under which they are to act as executive directors for an initial term of three years commencing from 22 June 2001 and shall continue thereafter until terminated by either party giving to the other not less than six calendar months' notice writing. All executive directors are also entitled to a discretionary bonus calculated as a percentage of the audited consolidated profit of the Group attributable to shareholders of the Company whenever for each year the audited consolidated net profit of the Group after taxation and minority interests but before extraordinary and exceptional items and before payment of the total directors' bonus payable exceeds HK\$60 million. The percentage shall be determined by the board of directors but in any case the aggregate amount payable each financial year to all executive directors of the Company shall not exceed 6% of such profit.

Each of the independent non-executive directors was appointed for a period commencing on this appointment date to the annual general meeting for the year ended 31 December 2001.

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事及董事服務合約 (續)

根據本公司的公司組織章程細則條文，孫聚義先生、黃偉誠先生及林明勇先生將於應屆股東週年大會任滿告退，惟彼等合資格並願意膺選連任。

各執行董事均已與本公司訂立一項服務協議。彼等據此擔任執行董事的初步年期自二零零一年六月二十二日起計為期三年，期滿可予續約，直至任何一方向另一方發出不少於六個曆月書面通知終止為止。所有執行董事亦有權享有本公司股東應佔本集團經審核綜合盈利某一百分比數額作為酌情花紅，惟僅會於本集團各年的經審核綜合盈利淨額（已扣除稅項及少數股東權益後，惟不計及非經常及特殊項目，且未計及支付予所有執行董事的應付酌情花紅總額）超過60,000,000港元才予以支付。該百分比由董事會酌情決定，惟所有執行董事於本公司各年度應得的花紅總額不可超過該等盈利6%。

各獨立非執行董事之任期由該等委任日期至截至二零零一年十二月三十一日止年度股東週年大會舉行日期為止。

概無擬於應屆股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂立任何不可由本集團於一年內終止而毋須作出賠償之服務合約（法定賠償除外）。



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2001, the interests of the directors and chief executives and their associates in the securities of the Company and its associated corporations ("securities" and "associated corporations" as defined in the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance") as recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance were as follows:

Interest in the Company's shares

Name 董事姓名	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total no. of shares 所持股份 總數
Lao Seng Peng 劉勝平先生	-	-	1,169,479,600 (note) (附註)	-	1,169,479,600

Note: These shares are held by Best Today Investments Limited ("Best Today"), a company incorporated in the British Virgin Islands ("BVI") and wholly owned by Mr. Lao Seng Peng.

Save as disclosed above, none of the directors and chief executives and their associates had any personal, family, corporate or other interests in the securities of the Company or any of its associated corporations as defined in the SDI Ordinance as recorded in the register as at 31 December 2001 maintained under Section 29 of the SDI Ordinance or which are required, pursuant to rules 5.40 to 5.49 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange, to be notified to the Company and the Stock Exchange.

At no time during the period was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and none of the directors, or their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights.

董事於證券中之權益

於二零零一年十二月三十一日，按本公司根據證券(披露權益)條例(「披露權益條例」)第29條存置之登記冊所記錄，董事及行政總裁與彼等之聯繫人士於本公司及其相聯法團之證券(「證券」及「相聯法團」兩詞之定義見披露權益條例)中之權益如下：

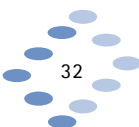
於本公司股份之權益

Name 董事姓名	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total no. of shares 所持股份 總數
Lao Seng Peng 劉勝平先生	-	-	1,169,479,600 (note) (附註)	-	1,169,479,600

附註：此等股份由 Best Today Investments Limited (「Best Today」) 持有，該公司於英屬處女群島註冊成立，由劉勝平先生全資擁有。

除上文所披露者外，於二零零一年十二月三十一日，概無董事或行政總裁或彼等之聯繫人士於本公司或其任何相聯法團之證券中擁有須根據披露權益第29條存置之登記冊所記錄之個人、家族、公司或其他權益，或根據聯交所創業板上市規則第5.40至5.49條須知會本公司及聯交所之權益。

於期內任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉著購入本公司或任何其他法人團體的股份或債務證券(包括債券)而獲取利益，而各董事或彼等之配偶或十八歲以下子女亦無任何認購本公司證券之權利或已行使任何該等權利。





Report of the Directors

董事會報告

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the issue of shares of the Company pursuant to the group reorganisation mentioned above, at no time during the period was the Company, its holding company or any of its subsidiaries 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.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to, which the Company, its holding company or any of 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 period or at any time during the period.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2001, in addition to those interests as disclosed above in respect of the directors, the Company had been notified of the following interests, being 10% or more in the issued share capital of the Company directly or indirectly according to the register of substantial shareholders required to be maintained under section 16(1) of the SDI Ordinance:

Name 姓名／名稱		Number of shares 持有股份數目	Approximate percentage of holding 概約持股量 百分比
Best Today (note)	Best Today (附註)	1,169,479,600	68.80%
Lao Seng Peng (note)	劉勝平先生 (附註)	1,169,479,600	68.80%

Note: Best Today is the immediate holding company of the Company. Mr. Lao Seng Peng has 100% personal interests in Best Today. Therefore both Best Today and Mr. Lao Seng Peng are deemed to have the duplicate interests in the share capital of the Company by virtue of section 8 of the SDI Ordinance.

購買股份或債券之安排

除根據上文所述之集團重組而發行本公司股份外，本公司、其控股公司或其任何附屬公司於期內任何時間並無參與任何安排，致使本公司之董事以收購本公司或任何其他法人團體之股份或債券之方式獲取利益。

董事於重大合約之權益

於結算日或期內任何時間，本公司、其控股公司或其任何附屬公司概無訂有本公司董事直接或間接擁有重大權益之重大合約。

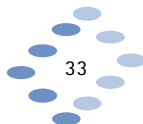
主要股東

於二零零一年十二月三十一日，除上文所披露董事權益外，按根據披露權益條例第16(1)條存置之主要股東名冊所示，本公司獲悉以下主要股東於本公司已發行股本中擁有10%或以上權益：

附註：Best Today乃本公司之直接控股公司，而劉勝平先生於Best Today持有100%個人權益。因此，按照披露權益條例第8條，Best Today及劉勝平先生均被視為於本公司股本中擁有同一份權益。

Other than as disclosed above, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital as at 31 December 2001.

除上文所披露者外，本公司並無獲悉任何人士於二零零一年十二月三十一日擁有佔本公司已發行股本10%或以上之任何其他權益。





Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for about 54% of the turnover of the Group and the largest customer accounted for about 12% of the total turnover.

The five largest suppliers of the Group in aggregate accounted for about 100% of its operating costs for the year. Purchases from the single largest supplier accounted for about 92% of its operating costs.

Save as disclosed above, none of the directors, their respective associates, or any shareholders (which to the knowledge of the directors own more than 5% of the Company's share capital) has any interest in any of the five largest customers and the five largest suppliers of the Group for the financial year ended 31 December 2001.

All transactions between the Group and its customers were carried out on normal commercial terms.

AUDIT COMMITTEE

The Company established an audit committee on 22 June 2001 with written terms of reference based on the guidelines set out in "A Guide for the Formation of an Audit Committee" issued by the Hong Kong Society of Accountants. The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advice and comments thereon to the Board of Directors. The audit committee will also be responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group. The audit committee comprises three independent non-executive directors as follows:

Name

Sun Juyi
Wong Stacey Martin
Lam Ming Yung

主要客戶及供應商

年內，本集團五大客戶佔本集團營業額約54%，而最大客戶佔總營業額約12%。

本集團五大供應商合共佔本年度經營成本約100%，而最大單一供應商佔其經營成本約92%。

除上文所披露者外，本公司董事或彼等各自之聯繫人士或任何股東（就董事所知，擁有本公司5%以上股本之股東）概無於本集團截至二零零一年十二月三十一日止年度任何五大客戶及五大供應商中擁有任何權益。

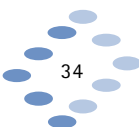
本集團與客戶之所有交易按照一般商業條款進行。

審計委員會

本公司已遵照香港會計師公會頒布之「組成審核委員會指引」所載之指引，於二零零一年六月二十二日成立具有明確職權及職責範圍之審計委員會。審計委員會的主要職責為審閱本公司年報及賬目、半年度報告及季度報告，並就此向董事會提供建議及意見。審計委員會亦負責審閱及監管財務申報程序及本集團的內部監控制度。審計委員會由以下三位獨立非執行董事組成：

姓名

孫聚義
黃偉誠
林明勇





Report of the Directors

董事會報告

RETIREMENT BENEFITS SCHEME

The Group strictly complies with the Mandatory Provident Fund Ordinance in making mandatory contributions for its staff in Hong Kong and staff retirement fund for those staff in the People's Republic of China.

POST BALANCE SHEET EVENTS

There is no significant events occurring after the balance sheet date.

CORPORATE GOVERNANCE

The Company has complied throughout the period with the chapters 5.28 to 5.39 as set out in the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

During the period, the Audit Committee held 3 meetings and performed the following duties:

1. reviewed and commented on the Company's draft annual and interim financial reports;
2. met with the external auditors and participated in the reappointment and assessment of the performance of the external auditors.

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

None of the directors or the management shareholders of the Company and their respective associates (as set out in the Rules Governing the Listing of Securities on the GEM of the Stock Exchange) had an interest in a business which competes or may compete with the business of the Group.

退休福利計劃

本集團嚴格遵照強制性公積金條例，就香港員工作出強制性公積金供款，並為中華人民共和國員工之員工退休金作出供款。

結算日後事項

於結算日後並無任何重大事項。

公司管治

本公司於期內一直遵守聯交所創業板證券上市規則所載第5.28至5.39章之規定。

期內，審核委員會曾舉行三次會議以履行以下職務：

1. 審閱及評議本公司年度及中期財務報告草擬本；
2. 與外聘核數師會面及參與續聘和評估外聘核數師之表現。

優先購買權

本公司之公司組織章程細則或開曼群島法例並無有關優先購買權之規定，本公司毋須按比例向本公司現有股東提呈新股份。

競爭性權益

本公司之董事或管理層股東及彼等各自之聯繫人士（根據聯交所創業板證券上市規則之規定）概無於對本集團之業務構成或可能構成競爭之公司持有權益。



Report of the Directors

董事會報告

SPONSOR'S INTERESTS

As updated and notified by the Company's sponsor, Core Pacific – Yamaichi Capital Limited ("Core Pacific – Yamaichi"), neither Core Pacific – Yamaichi nor its directors, employees or associates had any interest in the share capital of the Company as at 31 December 2001 pursuant to Rules 6.35 and 18.63 as set out in the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. Pursuant to the agreement dated 9 July 2001 entered into between the Company and Core Pacific-Yamaichi, Core Pacific – Yamaichi has received and will receive a fee for acting as the Company's retained sponsor for the period from 9 July 2001 to 31 December 2003 or until the sponsor agreement is terminated upon the terms and conditions set out therein.

AUDITORS

Messrs. Deloitte Touche Tohmatsu were appointed as auditors of the Company during the period. A resolution will be submitted to the annual general meeting of the Company to re-appoint them as auditors.

On behalf of the Board

Lao Seng Peng
Chairman

18th March, 2002

保薦人權益

按本公司之保薦人京華山一企業融資有限公司（「京華山一」）之最新通知，根據聯交所創業板證券上市規則所載第6.35條及第18.63條，京華山一及其董事、僱員或聯繫人士於二零零一年十二月三十一日概無於本公司持有任何權益。根據本公司與京華山一於二零零一年七月九日訂立之協議，京華山一已經及將會就於二零零一年七月九日起至二零零三年十二月三十一日止期間（或直至按照協議之條款及條件終止保薦人協議止期間）出任本公司之持續保薦人收取費用。

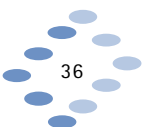
核數師

德勤•關黃陳方會計師行於期內獲委任為本公司核數師，本公司將於股東週年大會提呈決議案續聘彼等擔任核數師。

代表董事會

劉勝平
主席

二零零二年三月十八日



Report of the Auditors

核數師報告

TO THE MEMBERS OF GOLDIGIT ATOM-TECH HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the financial statements on pages 39 to 75 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and of the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

**致金澤超分子科技控股有限公司
列位股東**

(於開曼群島註冊成立之有限公司)

本核數師行已完成審核刊於第39頁至第75頁按照香港公認會計原則編製之財務報表。

董事及核數師各自之責任

貴公司董事負責編製真實公平之財務報表。在編製真實公平之財務報表時，董事必須選擇及貫徹採用合適之會計政策。

本核數師行之責任是根據審核工作之結果，對該等財務報表作出獨立意見，並向股東報告。

意見之基礎

本核數師行是按照香港會計師公會頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編製該等財務報表時所作之重大估計及判斷、所釐定之會計政策是否適合 貴公司及 貴集團之具體情況，以及有否貫徹運用並足夠披露該等會計政策。

本核數師行在計劃及進行審核工作時，均以取得一切本行認為必需之資料及解釋為目標，使本核數師行能獲得充分之憑證，就該等財務報表是否存有重要錯誤陳述，作合理之確定。在作出意見時，本核數師行亦已衡量該等財務報表所載資料在整體上是否足夠。本核數師行相信，吾等之審核工作已為下列意見建立合理之基礎。



Report of the Auditors

核數師報告

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2001 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

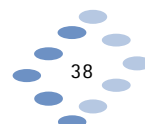
Hong Kong, 18th March, 2002

意見

本核數師行認為上述財務報表均真實與公正地反映 貴公司及 貴集團於二零零一年十二月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求而編製上述資料。

德勤·關黃陳方會計師行
執業會計師

香港，二零零二年三月十八日



Consolidated Income Statement

綜合收益表

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

		Notes 附註	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Turnover	營業額	4	111,023	6,422
Cost of sales	銷售成本		<u>(36,417)</u>	<u>(2,755)</u>
Gross profit	毛利		74,606	3,667
Other revenue	其他收入	5	2,419	1
Selling expenses	銷售費用		(2,945)	(69)
Administrative expenses	行政費用		(7,116)	(415)
Research and development costs	研究及開發成本		<u>(4,089)</u>	<u>(62)</u>
Profit before taxation	經營盈利	6	62,875	3,122
Taxation	所得稅	8	<u>1,021</u>	<u>-</u>
Profit before minority interests	未扣除少數股東權益前之盈利		61,854	3,122
Minority interests	少數股東權益		<u>-</u>	<u>42</u>
Net profit for the year	年內盈利淨額	9	<u>61,854</u>	<u>3,164</u>
Dividends	股息	10	<u>30,398</u>	<u>-</u>
Earnings per share (HK cents)	每股盈利(港仙)	11		
Basic	基本		<u>4.05</u>	<u>0.23</u>

Consolidated Balance Sheet

綜合資產負債表

At 31 December, 2001
於二零零一年十二月三十一日

		Notes 附註	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	9,168	3,650
Intangible assets	無形資產	13	8,930	8,460
			<u>18,098</u>	<u>12,110</u>
Current assets	流動資產			
Inventories	存貨	15	523	11
Other receivables	其他應收款項		1,468	57
Prepayments and deposits	預付款項及按金		10,595	1,078
Cash and bank balances	現金及銀行結餘		186,583	1,366
			<u>199,169</u>	<u>2,512</u>
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	16	757	7,072
Accruals	應計款項		1,077	60
Amount due to a shareholder	應付股東款項	17	-	3,646
Amounts due to directors	應付董事款項	18	2,878	-
			<u>4,712</u>	<u>10,778</u>
Net current assets (liabilities)	流動資產(負債)淨值		<u>194,457</u>	<u>(8,266)</u>
Non-current liabilities	非流動負債			
Amount payable for acquisition of licence	收購特許權之應付款項		-	752
			<u>-</u>	<u>752</u>
			<u>212,555</u>	<u>3,092</u>
Capital and reserves	資本及儲備			
Share capital	股本	20	84,993	78
Reserves	儲備	21	127,562	3,014
			<u>212,555</u>	<u>3,092</u>

Lao Seng Peng
劉勝平
Director
董事

Yuen Leong
袁亮
Director
董事

Balance Sheet

資產負債表

At 31 December, 2001
於二零零一年十二月三十一日

		Notes 附註	2001 二零零一年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	12	27
Investments in subsidiaries	於附屬公司之投資	14	28,475
			<u>28,502</u>
Current assets	流動資產		
Other receivables	其他應收款項		1,416
Prepayments	預付款項		1,156
Amounts due from subsidiaries	附屬公司欠款		39,190
Cash and bank balances	現金及銀行結餘		144,976
			<u>186,738</u>
Current liabilities	流動負債		
Accrued charges	應計支出		1,056
Amounts due to directors	應付董事款項	18	206
			<u>1,262</u>
Net current assets	流動資產淨值		<u>185,476</u>
			<u>213,978</u>
Capital and reserves	資本及儲備		
Share capital	股本	20	84,993
Reserves	儲備	21	128,985
			<u>213,978</u>

Lao Seng Peng
劉勝平
Director
董事

Yuen Leong
袁亮
Director
董事

Consolidated Statement of Recognised Gains and Losses

綜合已確認損益表

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Net loss arising from exchange differences on translation of financial statements of operations outside Hong Kong not recognised in the income statement	折算香港境外業務財務報表匯兌差額所產生而未於收益表確認之虧損淨額	(36)	-
Net profit for the year	年內盈利淨額	<u>61,854</u>	<u>3,164</u>
Total recognised gains	已確認收益總額	61,818	3,164
Goodwill arising on increase in interests in a subsidiary and written off to reserve	附屬公司權益增加所產生而於儲備撇銷之商譽	<u>-</u>	<u>(64)</u>
		<u>61,818</u>	<u>3,100</u>

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

			2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
		Notes 附註		
NET CASH INFLOW FROM OPERATING ACTIVITIES	經營活動之現金 流入淨額	22	43,617	12,704
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	投資回報及融資費用			
Interest received	已收利息		2,369	1
Dividend paid	已付利息		(10,000)	-
NET CASH (OUTFLOW) INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	投資回報及融資費用之 現金(流出)流入 淨額		(7,631)	1
TAXATION	稅項			
Overseas income tax paid	已付海外利得稅		(1,021)	-
INVESTING ACTIVITIES	投資活動			
Purchase of property, plant and equipment	購買物業、廠房 及設備		(5,947)	(3,741)
Purchase of intangible assets	購買無形資產		(1,410)	(7,520)
Purchase of additional interests in a subsidiary	購買附屬公司 額外權益		-	(565)
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	投資活動之現金 流出淨額		(7,357)	(11,826)
NET CASH INFLOW BEFORE FINANCING	融資前現金流入 淨額		27,608	879

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

		Notes 附註	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
FINANCING	融資	23		
Proceeds from new issue of shares less issuing expenses	新股發行所得款項減發行開支		157,645	-
NET CASH INFLOW FROM FINANCING	融資之現金流入淨額		157,645	-
INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加		185,253	879
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值項目		1,366	487
EFFECT OF FOREIGN EXCHANGE RATE	匯率之影響		(36)	-
CASH AND CASH EQUIVALENTS AT END OF THE YEAR REPRESENTED BY CASH AND BANK BALANCES	相等於現金及銀行結餘的年終之現金及現金等值項目		186,583	1,366

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

1. GROUP REORGANISATION AND BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company was incorporated in the Cayman Islands on 9 February 2001 as an exempted company with limited liability under the Companies Law (2001 Second Revision) Chapter 22 of the Cayman Islands.

Pursuant to a group reorganisation ("Group Reorganisation") of the Group in preparation for the listing of the Company's shares on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company became the holding company of the Group in June 2001. The shares of the Company have been listed on the GEM since 9 July 2001.

The Group resulting from the Group Reorganisation is regarded as a continuing entity. Accordingly, these financial statements have been prepared on the merger accounting basis as if the Company had always been the holding company of the Group.

Further details of the Group Reorganisation are set out in the prospectus ("Prospectus") issued by the Company dated 29 June 2001.

The Company is an investment holding company and the principal activities of the Group are the development and distribution of pesticides.

1. 集團重組及財務報表編製基準

本公司於二零零一年二月九日根據開曼群島公司法(二零零一年第二修訂本)第22章在開曼群島註冊成立為獲豁免有限公司。

根據本集團為籌備本公司股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市而進行的集團重組(「集團重組」)，本公司於二零零一年六月成為本集團的控股公司。本公司股份自二零零一年七月九日起在創業板上上市。

集團重組後產生之本集團被視為持續經營實體。因此，財務報表乃按合併會計基準編製，猶如本公司一直為本集團控股公司。

有關集團重組進一步詳情載於本公司於二零零一年六月二十九日刊發的招股章程(「招股章程」)。

本公司乃一間投資控股公司，而本集團的主要業務為開發及分銷殺蟲劑。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted for the first time a number of new and revised Statements of Standard Accounting Practice ("SSAP") issued by the Hong Kong Society of Accountants. Adoption of these Standards has led to a number of changes in the Group's accounting policies. The revised accounting policies are set out in note 3. In addition, the new and revised Standards have introduced additional and revised disclosure requirements which have been adopted in these financial statements. Comparative amounts for the prior year have been restated in order to achieve a consistent presentation.

The adoption of these new and revised Standards has resulted in the following changes to the Group's accounting policies that have affected the amounts reported for the current or prior periods.

Goodwill

In the current period, the Group has adopted SSAP 30 Business Combinations and has elected not to restate goodwill previously eliminated against reserves. Accordingly, goodwill arising on acquisitions prior to 1 January 2001 is held in reserves and will be charged to the income statement at the time of disposal of the relevant subsidiary or at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisitions after 1 January 2001 is capitalised and amortised over its estimated useful life. Negative goodwill arising on acquisitions after 1 January 2001 is presented as a deduction from assets and will be released to income based on an analysis of the circumstances from which the balance resulted.

2. 採納會計實務準則

本集團於本年度首次採納香港會計師公會頒佈的多項新頒佈或新修訂會計實務準則（「會計實務準則」）。採納該等準則導致本集團的會計政策出現多項變動。經修訂會計政策載於附註3。此外，該等新訂及經修訂準則要求作出額外披露並已修訂披露規定，因此已於財務報表內作出有關披露。去年比較數額已獲重列，致使呈列方式貫徹一致。

採納新訂及經修訂準則導致本集團的會計政策有以下變動，並對本年度或以往期間所呈報的數額有所影響。

商譽

期內，本集團採納會計實務準則第30號「企業合併」，並選擇不會將以往在儲備中對銷的商譽重列。因此，於二零零一年一月一日前進行之收購產生的商譽將計入儲備，並將於出售有關附屬公司或評定商譽出現減值時在收益表中扣除。

於二零零一年一月一日後進行之收購產生的商譽將會撥充資本，並按估計可用年期攤銷。於二零零一年一月一日後進行之收購產生的負商譽列為資產減值，並按導致出現負商譽的情況而於收入中確認。

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財務報表附註

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE (Continued)

Operating leases commitments

In accordance with SSAP 14 (Revised) Leases which has introduced some amendments to the basis of accounting for finance and operating leases, and to the disclosures specified for the Group's leasing arrangements. These changes have not had any material effect on the results for the current or prior accounting periods and, accordingly, no prior year adjustment has been required. Disclosures for all of the Group's leasing arrangements have been modified so as to comply with the requirements of SSAP 14 (Revised). Comparative amounts have been restated in order to achieve a consistent presentation.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

The principal accounting policies which have been adopted in preparing the financial information set out in this report and which conform with accounting principals generally accepted in Hong Kong are as follows:

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition.

Goodwill arising on acquisitions after 1 January 2001 is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet as a separate intangible asset.

2. 採納會計實務準則 (續)

經營租約承擔

根據會計實務準則第14號(經修訂)「租約」,財務及經營租約的會計基準須作出若干修訂,而本集團的租賃安排亦須作出所需披露。由於該等變動並無對現行或過往會計期間的業績有任何重大影響,因此,毋須作出往年調整。本集團的所有租賃安排披露已經作出修訂,以符合會計實務準則第14號(經修訂)的規定。比較數額已重列,致使呈列方式貫徹一致。

3. 主要會計政策

財務報表乃按歷史成本常規法編製。

就編製財務資料而採納的主要會計政策載於本報告,該等政策符合以下香港普遍接納會計原則:

商譽

綜合賬目時產生的商譽指收購成本超逾本集團於收購日期在附屬公司、聯營公司或共同控制實體的可資確認資產與負債公平價值的權益的數額。

於二零零一年一月一日後進行之收購產生的商譽將撥充資本,並於估計可用經濟年期,按直線法攤銷。收購附屬公司產生的商譽在資產負債表中獨立呈列作個別無形資產。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

Goodwill arising on acquisitions prior to 1 January 2001 continues to be held in reserves, and will be charged to the income statement at the time of disposal of the relevant subsidiary, or at such time as the goodwill is determined to be impaired.

On disposal of a subsidiary, the attributable amount of unamortised goodwill/goodwill previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

Revenue recognition

Sales of goods are recognised when goods are delivered and title has been passed.

Interest income is accrued on a time basis so as to reflect the effective yield on the underlying asset.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Lease

Leases where substantially all the risks and rewards of ownership remains with the leasing companies are accounted for as operating leases.

Rentals payable under operating leases are charged to income statement on a straight-line basis over the term of the relevant lease.

3. 主要會計政策 (續)

商譽 (續)

於二零零一年一月一日前進行之收購產生的商譽一直於儲備列賬，直至出售有關附屬公司或評定商譽出現減值時方予在收益表中扣除。

釐定出售產生之盈虧時，有關附屬公司的未攤銷商譽應佔金額／以往於儲備中對銷或計入的商譽會納入計算。

於附屬公司之投資

在附屬公司的投資計入本公司的資產負債表，按成本減任何可資確認減損入賬。

收益確認

貨品銷售額於貨品送呈及擁有權獲轉移時確認。

利息收入乃以時間基準產生，以反映有關資產的實際收益率。

投資所得股息收入於股東收取款項的權利獲確立時確認。

租約

凡擁有權之風險及回報基本上全部仍屬出租公司之租約均列為經營租約。

該等經營租約之應付租金按有關租期以直線法在收益表支銷。

Notes to the Financial Statements

財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development is recognised only if all of the following conditions are met:

- an asset is created that can be identified;
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. Internally generated intangible assets are amortised on a straight-line basis over their useful lives, which is usually not more than 10 years.

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation and accumulated impairment losses.

Properties in the course of construction for production, rental or administrative purpose, or for purposes not yet determined, are carried at cost, less any identified impairment loss. Cost includes professional fees and, for qualified assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 主要會計政策 (續)

研發支出

研究活動支出於其產生期間確認為費用。

從開發產生的內部所得無形資產僅於符合以下所有情況下方獲確認：

- 所創造資產可予辨識；
- 所創造資產將可能帶來未來經濟收益；及
- 資產的開發成本能可靠計算。

當無內部所得無形資產可予確認時，開發支出於其生產期間確認為費用。內部所得無形資產於其可使用年期內（一般不超過10年），以直線法進行攤銷。

物業、廠房及設備

物業、廠房及設備乃按成本減折舊及累計減損列賬。

就生產、租賃或行政目的或未擬定用途的在建物業而言，均以成本減任何可資確認的減損入賬。成本包括專業費用及借貸成本（就合資格資產而言）可根據本集團的會計政策撥充資本。該等資產乃在資產開始投入擬定用途時按其他物業資產的相同基準折舊。

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財務報表附註

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截至二零零一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method, on the following basis:

Leasehold improvement	5 years
Plant and equipment	10 years
Furniture and fixtures	5 years
Office equipment	5 years
Motor vehicles	10 years

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Licence

The initial cost of acquiring a licence for manufacture of a particular product is capitalised and amortised on a straight-line basis over its estimated useful life, which is on average 10 years. The cost of renewing licence is charged to income statement.

Knowhow

The initial cost of acquiring a knowhow for manufacture of a product is capitalised and amortized on a straight-line basis over its estimated useful life or over 10 years, whichever is the shorter.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

折舊乃按物業、廠房及設備之估計可用年期以直線法撇銷其成本，所用之基準如下：

租賃物業裝修	5年
廠房及設備	10年
傢俬及固定裝置	5年
辦公室設備	5年
汽車	10年

出售或報廢物業、廠房及設備所得的利益或虧損為資產的銷售所得款項與賬面值的差額，並於收益表內確認。

特許權

收購製造特定產品之特許權之創辦成本會撥充資本，按其估計可用年期（平均為10年），以直線法進行攤銷。續領特許權之成本從收益表中扣除。

技術

收購製造特定產品之技術之創辦成本會撥充資本，於其估計可用年期或10年（以較短者為準），以直線法進行攤銷。

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截至二零零一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another SSAP, in which case the impairment loss is treated as revaluation decrease under that SSAP.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another SSAP, in which case the reversal of the impairment loss is treated as a revaluation increase under that other SSAP.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

3. 主要會計政策 (續)

減值

於各結算日，本集團審閱其有形及無形資產的賬面值，以釐定該等資產有否減損跡像。倘資產的可收回金額估計少於其賬面值，則資產的賬面值須減至其可收回金額。減損即時確認為開支，惟倘有關資產根據另一項會計實務準則按估值列帳，則減損根據該會計實務準則當作重估減值論。

倘減損其後獲撥回，資產的賬面值增至其經修訂估計可收回金額，惟已增加的賬面值不會超逾倘並無於過往年度確認減損而釐定的賬面值。減損撥回即時確認為收入，惟倘有關資產根據另一項會計實務準則按重估值列帳，則減損撥回根據該會計實務準則當作重估增值論。

存貨

存貨按成本或可變現淨值的較低者入賬。成本包括所有直接原料及直接勞工成本（如適用）及將存貨運至現時地點及達致現時狀況所需之該等費用。成本以加權平均法計算，可變現淨值乃以估計銷售價減除完成有關市場營銷、銷售及分銷之產品成本計算。

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財務報表附註

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

Transactions in currencies other than Hong Kong Dollars are translated at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are retranslated at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates ruling on the balance sheet date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, if any, are classified as equity and are recognised as income or as expense in the year in which the operation is disposed of.

Retirement benefit scheme

The retirement benefit costs charged in the income statement represent the contributions payable in respect of the current year to the Group's Mandatory Provident Fund scheme and state - sponsored retirement plan for its employees in Hong Kong and the People's Republic of China ("PRC") respectively.

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed using the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

3. 主要會計政策 (續)

外幣

以港元以外貨幣進行之交易以交易當日之匯率折算。以該等貨幣結算之貨幣資產及負債以結算日之匯率進行換算。匯兌損益均計入收益表內。

在編制綜合賬目時，本集團海外業務之資產及負債乃按結算日之匯率進行換算。收入與開支項目以年內平均匯率進行換算。匯兌差額（如有）將歸類為股東權益，並在出售業務之年度確認為收入或支出。

退休福利計劃

退休福利成本在收益表中扣除，該成本乃指於現年度向本集團分別就香港及中華人民共和國（「中國」）僱員而設的強制性公積金計劃及國家資助退休計劃支付的供款。

稅項

稅項乃按年內之業績並就毋須課稅或不獲寬減之項目作出調整後計算。因部分收入及支出項目的稅務年度與財務報表內採用的會計期間有別而引致時間差距，倘時間差距的稅務影響有可能在可見將來確定為稅項負債或資產，則在財務報表中以負債法計算為遞延稅項。

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財務報表附註

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截至二零零一年十二月三十一日止年度

4. TURNOVER

Turnover represents the amounts received and receivable for goods sold to outside customers, less returns, allowances and sales tax during the year, and is analysed as follows:

Sales of goods	貨品銷售
Less: sales tax	減：銷售稅

Note: Sales tax represents various local taxes levied at different rates based on the respective categories of the invoiced value of goods sold.

As the Group is engaged only in the manufacture and sales of pesticides during the year and over 90% of the consolidated turnover and trading results of the Group for the year is derived in the PRC, an analysis of the consolidated turnover and trading results of the Group by business and geographical location is not presented.

5. OTHER REVENUE

Interest on bank deposits	銀行存款利息
Sundry income	雜項收入

4. 營業額

營業額即於年內就已售予外界顧客貨品已收及應收之賬款，扣除退貨、折扣及銷售稅，分析如下：

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
111,159	6,438
(136)	(16)
<u>111,023</u>	<u>6,422</u>

附註：銷售稅包括多項地方稅項，按售出貨品種類適用的不同稅率根據發票價徵稅。

由於本集團於年內僅從事農藥製造及銷售，且本集團於本年度超過90%的綜合營業額及經營業績均源自中國，故並無呈列本集團按業務及地區分析的綜合營業額及經營業績。

5. 其他收益

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
2,369	1
50	-
<u>2,419</u>	<u>1</u>

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財務報表附註

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6. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:

Depreciation of property, plant and equipment	物業、廠房及設備之折舊	429	91
Amortisation of intangible assets	無形資產之攤銷	940	564
Total depreciation and amortisation	總折舊及攤銷	1,369	655
Auditors' remuneration	核數師酬金	616	-
Operating lease charges:	經營租賃開支:		
Premises	廠房	360	55
Staff costs:	員工成本:		
Directors' remuneration	董事酬金		
- fees	- 袍金	150	-
- other emoluments	- 其他酬金	612	24
		762	24
Staff costs excluding directors' remuneration	員工成本(不包括董事酬金)	1,597	157
Retirement benefits scheme contributions, excluding amounts included in directors' remuneration	退休福利計劃供款(不包括列於董事酬金之款額)	89	-
		2,448	181

6. 除稅前溢利

除稅前溢利經扣除下列各項:

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
	429	91
	940	564
	1,369	655
	616	-
	360	55
	150	-
	612	24
	762	24
	1,597	157
	89	-
	2,448	181

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7. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

7. 董事及員工酬金

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Directors' emoluments:	董事酬金：		
Fees:	袍金：		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	150	-
		<u>150</u>	<u>-</u>
Other emoluments (executive directors):	其他酬金(執行董事)：		
Salaries and other benefits	薪金及其他福利	594	24
Bonus	花紅	-	-
Retirement benefits scheme contributions	退休福利計劃供款	18	-
		<u>612</u>	<u>24</u>
Total emoluments	酬金總額	<u>612</u>	<u>24</u>

Emoluments of the Directors were as follows:

董事酬金如下：

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Executive	執行董事		
Director A	董事A	215	12
Director B	董事B	187	11
Director C	董事C	210	1
Independent non-executive	獨立非執行董事		
Director D	董事D	50	-
Director E	董事E	50	-
Director F	董事F	50	-
		<u>50</u>	<u>-</u>

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For the year ended 31 December 2001
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7. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Employees' Emoluments:

The five highest paid individuals of the Group include three (2000: three) directors of the Company, details of whose emoluments are set out above. The emoluments of the remaining two (2000: two) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefits scheme contributions	退休福利計劃供款

7. 董事及員工酬金 (續)

員工酬金：

本集團五名最高薪人士包括本公司三名董事(二零零零年：三名)，酬金詳情已載於上文。其餘兩名(二零零零年：兩名)最高薪人士之酬金如下：

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
300	34
14	-
<u>314</u>	<u>34</u>

Notes to the Financial Statements

財務報表附註

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8. TAXATION

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

No provision for taxation in other jurisdictions were made as the Group's PRC subsidiary, Fujian Goldigit Fine Chemical Industry Co., Ltd. ("Fujian Goldigit") was originally eligible for certain tax holiday and concessions and is exempted from PRC income taxes commencing in year 2000 for two years and thereafter a 50% exemption for the next three years.

However, on 24 May 2001, Fujian Goldigit submitted a written application in respect of the deferral of its entitlement of privileged tax policy to 1 January 2001 to the State Tax Bureau of Fujian Province, PRC ("the Tax Bureau"). The application was successfully approved by the Tax Bureau on 1 August 2001 and the Tax Bureau agreed to defer the tax holiday and concessions. Fujian Goldigit is exempted from PRC income tax commencing in year 2001 for two years and thereafter a 50% exemption for the next three years. Upon the approval of deferral of tax holiday and concessions, Fujian Goldigit was required to pay back the income tax for 2000 in the year. The income tax represented the underprovision of income tax for the year ended 31 December 2000.

Details of the potential deferred tax charge not provided for in the year are set out in note 19.

9. NET PROFIT FOR THE YEAR

Of the Group's net profit for the year, HK\$27,858,000 (2000: Nil) has been dealt with in the financial statements of the Company.

8. 稅項

由於本集團的收益並非在香港產生或獲得，故並無作出香港利得稅撥備。

由於本集團之中國附屬公司福建金澤精細化工有限公司（「福建金澤」）原先享有若干免稅期及稅務寬減，並自二零零零年起計兩年內獲豁免中國所得稅及於其後三年獲50%寬減，故並無就其他司法權區稅項作出撥備。

然而，於二零零一年五月二十四日，福建金澤就暫緩享有截至二零零一年一月一日的中國稅務寬減向福建省國家稅務局（「稅務局」）遞交書面申請。申請已於二零零一年八月一日成功獲稅務局批准，稅務局並同意遞延福建金澤的免稅期及稅務寬減及自二零零一年起計兩年內豁免中國所得稅及於其後三年寬減所得稅50%。獲批准暫緩免稅期及稅務寬減後，福建金澤須因而繳回二零零零年之所得稅。所得稅指截至二零零零年十二月三十一日止年度之不足利得稅撥備。

有關本年度未作撥備的潛在遞延稅項詳情載於附註19。

9. 年內盈利淨額

本集團於年內之盈利淨額中，27,858,000港元（二零零零年：無）已在本公司財務報表中處理。

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財務報表附註

For the year ended 31 December 2001
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10. DIVIDENDS

No dividend has been paid or declared by the Company during the year. An interim dividend of HK\$10,000,000 (2000: Nil) was declared by a subsidiary, Goldigit Limited before the Group Reorganisation.

A final dividend of HK1.2 cents (2000: Nil) per share has been proposed by the directors and is subject to approval by the shareholders in general meeting.

11. EARNINGS PER SHARE

The calculation of the earnings per share for the year is based on the profit for the year of HK\$61,854,000 (2000: HK\$3,164,000) and on the weighted average of 1,525,668,219 (2000: 1,359,860,000) shares that would have been in issue throughout the year on the assumption that the Group Reorganisation has been completed as at 1 January 2000.

10. 股息

本公司於年內並無派付或宣派股息。本集團附屬公司Goldigit Limited於集團重組前宣派中期股息10,000,000港元(二零零零年:無)。

董事建議派發末期股息每股1.2港仙(二零零零年:無),惟派發股息須獲股東在股東大會批准,方始有效。

11. 每股盈利

年內每股盈利乃根據年內盈利61,854,000港元(二零零零年:3,164,000港元)及假設集團重組已於二零零零年一月一日完成,而年內已發行股份加權平均數1,525,668,219股(二零零零年:1,359,860,000股)計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
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12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Leasehold improvement 租賃樓宇 裝修 HK\$'000 千港元	Plant and equipment 廠房及 設備 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP	本集團							
COST	成本							
At 1 January 2001	於二零零一年 一月一日	74	3,619	48	-	-	-	3,741
Additions	添置	-	-	131	93	371	5,352	5,947
At 31 December 2001	於二零零一年 十二月三十一日	74	3,619	179	93	371	5,352	9,688
DEPRECIATION	折舊							
At 1 January 2001	於二零零一年 一月一日	-	91	-	-	-	-	91
Provided for the year	年內撥備	15	362	26	11	15	-	429
At 31 December 2001	於二零零一年 十二月三十一日	15	453	26	11	15	-	520
NET BOOK VALUE	賬面淨值							
At 31 December 2001	於二零零一年 十二月三十一日	59	3,166	153	82	356	5,352	9,168
At 31 December 2000	於二零零零年 十二月三十一日	74	3,528	48	-	-	-	3,650

Construction in progress represents the land use right in the PRC with a medium term lease.

在建工程指於中國按中期租賃享有之土地使用權。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

12. PROPERTY, PLANT AND EQUIPMENT (Continued)

12. 物業、廠房及設備 (續)

		Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY	本公司			
COST	成本			
Additions during the period and balance at 31 December 2001	期內添置及於二零零一年 十二月三十一日 之結餘	6	23	29
DEPRECIATION	折舊			
Provided for the period and balance at 31 December 2001	期內撥備及於二零零一年 十二月三十一日 之結餘	—	2	2
NET BOOK VALUE	賬面淨值			
At 31 December 2001	於二零零一年十二月 三十一日	<u>6</u>	<u>21</u>	<u>27</u>

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

13. INTANGIBLE ASSETS

13. 無形資產

		Licence 特許權 HK\$'000 千港元	Knowhow 技術 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP	本集團			
COST	成本			
At 1 January 2001	於二零零一年一月一日	1,880	7,520	9,400
Additions during the year	年內添置	-	1,410	1,410
At 31 December 2001	於二零零一年十二月三十一日	1,880	8,930	10,810
AMORTISATION	攤銷			
At 1 January 2001	於二零零一年一月一日	564	376	940
Charge for the year	年內開支	188	752	940
At 31 December 2001	於二零零一年十二月三十一日	752	1,128	1,880
NET BOOK VALUE	賬面淨值			
At 31 December 2001	於二零零一年十二月三十一日	1,128	7,802	8,930
At 31 December 2000	於二零零零年十二月三十一日	1,316	7,144	8,460

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
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14. INVESTMENTS IN SUBSIDIARIES

Unlisted shares 非上市股份

The carrying value of the unlisted shares is based on the book values of the underlying net assets of the subsidiaries at the time they became members of the Group under the Group Reorganisation.

Details of the Company's subsidiaries at 31 December 2001 are set out in note 29.

15. INVENTORIES

Raw materials and consumables	原料及消耗品
Work in progress	在製品
Finished goods	製成品

The above inventories are carried at cost.

14. 於附屬公司之投資

THE COMPANY

本公司

2001

二零零一年

HK\$'000

千港元

28,475

非上市股份之賬面價值乃按附屬公司根據集團重組成為本集團成員公司時之有關資產淨值賬面值計算。

本公司附屬公司於二零零一年十二月三十一日之詳情載於附註29。

15. 存貨

THE GROUP

本集團

2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元

Raw materials and consumables	原料及消耗品	18	10
Work in progress	在製品	103	1
Finished goods	製成品	402	-
		523	11

上述存貨乃按成本值列值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
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16. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade and other payables at the reporting date:

0 to 180 days	0至180日
181 to 365 days	181至365日
Over 365 days	365日以上

17. AMOUNT DUE TO A SHAREHOLDER

The amount due to a shareholder was unsecured, interest free and repayable on demand.

18. AMOUNTS DUE TO DIRECTORS

The amounts due to directors are unsecured, interest free and repayable on demand.

16. 應付賬款及其他應付款項

應付賬款及其他應付款項於結算日之賬齡分析如下：

THE GROUP	
本集團	
2001	2000
二零零一年	二零零零年
HK\$'000	HK\$'000
千港元	千港元
5	1,895
-	4,707
752	470
<hr/>	<hr/>
757	7,072
<hr/>	<hr/>

17. 應付股東款項

應付股東款項乃無抵押、免息及按要求償還。

18. 應付董事款項

應付董事款項乃無抵押、免息及按要求償還。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2001
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19. UNRECOGNISED DEFERRED TAXATION

At the balance sheet date, the Group had unrecognised deferred tax assets (liabilities) are as follows:

		THE GROUP 本集團	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Taxation effect of timing differences arising as a result of:	時差產生之稅務影響乃因：		
Timing differences arising from expenditure incurred and written off but not allowed for tax purpose	因已產生開支引致並已撇銷之時差，惟不得用作扣稅用途	869	(281)
Net deferred tax assets (liabilities)	遞延稅項資產(負債)淨值	869	(281)

The amount of unrecognised deferred tax credit (charge) for the year are as follows: 年內計入(扣除)之未確認遞延稅項如下：

		THE GROUP 本集團	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Tax effect of timing differences arising as a result of:	時差產生之稅務影響乃因：		
Timing difference arising from expenditure incurred and written off but not allowed for tax purpose	因已產生開支引致並已撇銷之時差，惟不得用作扣稅用途	1,150	(281)

The deferred tax asset has not been recognised in the financial statements as it is not certain that the benefit will be crystallised in the foreseeable future.

遞延稅項資產並無於財務報表確認，乃由於不能確定利益可於可見將來實現。

The Company had no significant unrecognised deferred tax for the period or at the balance sheet date.

本公司於期內或結算日並無重大未確認遞延稅項。

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財務報表附註

For the year ended 31 December 2001
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20. SHARE CAPITAL

20. 股本

		No. of shares 股份數目	HK\$'000 千港元
<i>Authorised:</i>	法定:		
Shares of HK\$0.10 each on incorporation	於註冊成立時每股0.10港元之股份	3,800,000	380
Subdivision (<i>note a below</i>)	拆細 (見下文附註a)	7,600,000	380
Increase of share capital (<i>note b below</i>)	法定股本增加 (見下文附註b)	9,992,400,000	499,620
Balance as at 31 December 2001	於二零零一年十二月三十一日之結存	10,000,000,000	500,000

Notes: Pursuant to the sole shareholder's resolutions of the Company, the Company's share capital were changed as follows:

附註：根據本公司唯一股東之決議案，本公司股本變動如下：

- (a) Pursuant to the resolution passed on 21 June 2001, each of the authorised, existing issued and unissued shares of HK\$0.10 of the Company was sub-divided into 2 shares of HK\$0.05 each.
- (b) Pursuant to the resolution passed on 22 June 2001, the authorised share capital of the Company was increased from HK\$380,000 to HK\$500,000,000 by the creation of 9,992,400,000 additional shares of HK\$0.05 each.

- (a) 根據二零零一年六月二十一日通過之決議案，本公司每股0.10港元之法定、現有已發行及未發行股份已拆細為2股每股0.05港元之股份。
- (b) 根據二零零一年六月二十二日通過之決議案，本公司藉增設9,992,400,000股每股0.05港元之股份把法定股本由380,000港元增加至500,000,000港元。

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For the year ended 31 December 2001
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20. SHARE CAPITAL (Continued)

20. 股本 (續)

		No. of shares 股份數目	HK\$'000 千港元
<i>Issued:</i>	已發行:		
Shares of HK\$0.10 each on incorporation (Note a below)	於註冊成立時每股0.10港元之股份 (下文附註a)	1	-
<i>Issued and fully paid:</i>	已發行及繳足:		
Subdivision (Note (a) under authorized capital above)	拆細(見上文法定 股本附註(a))	2	-
Issue of shares in accordance with the Group Reorganisation on 22 June 2001 (Note b)	根據集團重組於 二零零一年六月二十二日 發行股份(附註b)	99,998	5
Placing of new shares on 6 July 2001 (Note c)	於二零零一年七月六日 配售新股份(附註c)	340,000,000	17,000
Capitalisation issue of shares	股份資本化發行	1,359,760,000	67,988
Balance as at 31 December 2001	於二零零一年十二月 三十一日之結餘	1,699,860,000	84,993

Notes:

- (a) The Company was incorporated on 9 February 2001 with an authorised share capital of HK\$380,000 divided into 380,000 shares of HK\$0.10 each, one of which was allotted and issued Nil paid to the subscriber of the Company on the same date.
- (b) On 22 June 2001, the Company issued a total number of 99,998 new shares of HK\$0.05 each for shares in a subsidiary Goldigit Limited, pursuant to the Group Reorganisation, details of which were set out in the paragraph headed "Corporate Reorganisation" in Appendix V of the Prospectus.
- (c) On 6 July 2001, the Company issued a total of 340,000,000 new shares of HK\$0.05 each at a price of HK\$0.50 per share.

附註:

- (a) 本公司於二零零一年二月九日註冊成立，法定股本為380,000港元，分為380,000股每股0.10港元之股份，其中一股於同日以未繳股款之方式配發及發行予本公司之認購人。
- (b) 於二零零一年六月二十二日，本公司根據集團重組發行合共99,998股每股0.05港元之新股，以換取附屬公司Goldigit Limited之股份，有關詳情載於本公司之招股章程內附錄五「公司重組」一段。
- (c) 於二零零一年七月六日，本公司按每股0.50港元之價格發行合共340,000,000股每股0.05港元之新股。

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For the year ended 31 December 2001
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20. SHARE CAPITAL (Continued)

The Company intends to use the net proceeds from the new issue of shares to finance the Group's its product research and development projects, building its distribution network nationwide and general working capital requirements. The Group has spent approximately HK\$5,500,000 and HK\$3,500,000 on its product research and development projects and its distribution network respectively during the year. The Group also acquired a piece of land in the PRC for approximately HK\$5,352,000 for development of a manufactory up to the balance sheet date.

As the Company was incorporated on 9 February 2001. There were no issued share capital of the Company as at 31 December 2000. The share capital shown on the consolidated balance sheet as at 31 December 2000 represented the share capital of subsidiaries comprising the Group before the Group Reorganisation.

All the shares which were issued during the period rank pari passu with the then existing shares in all respects.

20. 股本 (續)

本公司擬動用新股發行之所得款項淨額作為本集團研發計劃、建立全國分銷網絡及一般營運資金之用。本集團於年內分別就產品研發項目及分銷網絡動用5,500,000港元及3,500,000港元。截至結算日，本集團於中國以約5,352,000港元之價格購入一幅地皮，用以興建廠房。

本公司於二零零一年二月九日註冊成立。於二零零零年十二月三十一日，本公司並無已發行股本。於二零零零年十二月三十一日之綜合資產負債表呈列之股本乃集團重組前組成本集團各附屬公司之股本。

期內，所有已發行股份與當時現有股份於各方面均享有同等權益。

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21. RESERVES

21. 儲備

		Exchange reserve	Goodwill reserve	Share premium	Special reserve	Statutory reserve fund 法定 儲備基金	Accumulated profits	Total
		滙兌儲備 HK\$'000 千港元	商譽儲備 HK\$'000 千港元	股份溢價 HK\$'000 千港元	特別儲備 HK\$'000 千港元	儲備基金 HK\$'000 千港元	累計盈利 HK\$'000 千港元	總計 HK\$'000 千港元
THE GROUP	本集團							
At 1 January 2000	於二零零零年一月一日	-	(129)	-	-	-	43	(86)
Goodwill arising on increase in interests in a subsidiary	附屬公司權益增加 產生之商譽	-	(64)	-	-	-	-	(64)
Transfer	轉撥	-	-	-	-	350	(350)	-
Net profit for the year	年內盈利淨額	-	-	-	-	-	3,164	3,164
At 31 December 2000 and 1 January 2001	於二零零零年十二月 三十一日及 二零零一年一月一日	-	(193)	-	-	350	2,857	3,014
Share swap in accordance with the Group Reorganisation	遵照集團重組而 交換之股份	-	-	-	73	-	-	73
Premium arising on issue of shares by way of placing	配售股份產生 之溢價	-	-	153,000	-	-	-	153,000
Capitalisation issue of shares	股份資本化發行	-	-	(67,988)	-	-	-	(67,988)
Expenses incurred in connection with the issue of shares	發行股份產生 之開支	-	-	(12,355)	-	-	-	(12,355)
Exchange difference arising on translation of financial statements of operations outside Hong Kong	折算香港境外 業務財務報表 產生之滙兌 差額	(36)	-	-	-	-	-	(36)
Transfer	轉撥	-	-	-	-	6,971	(6,971)	-
Net profit for the year	年內盈利淨額	-	-	-	-	-	61,854	61,854
Dividends	股息	-	-	-	-	-	(10,000)	(10,000)
At 31 December 2001	於二零零一年十二月 三十一日	(36)	(193)	72,657	73	7,321	47,740	127,562
THE COMPANY	本公司							
At 9 February 2001	於二零零一年二月九日	-	-	-	-	-	-	-
Pursuant to Group Reorganisation	根據集團重組而 產生之變動	-	-	-	28,470	-	-	28,470
Premium arising on issue of shares by way of placing	配售股份產生 之溢價	-	-	153,000	-	-	-	153,000
Capitalisation issue of shares	股份資本化發行	-	-	(67,988)	-	-	-	(67,988)
Expenses incurred in connection with the issue of shares	發行股份產生 之開支	-	-	(12,355)	-	-	-	(12,355)
Net profit for the year	年內盈利淨額	-	-	-	-	-	27,858	27,858
At 31 December 2001	於二零零一年十二月 三十一日	-	-	72,657	28,470	-	27,858	128,985

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For the year ended 31 December 2001
截至二零零一年十二月三十一日止年度

21. RESERVES (Continued)

The special reserve of the Company represents the difference between the book values of the underlying net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued under the Group Reorganisation.

The Company's reserves available for distribution to shareholders as at 31 December 2001 represents the aggregate of share premium, special reserve and accumulated profits of HK\$128,985,000 (2000: Nil).

22. RECONCILIATION OF PROFIT BEFORE TAXATION TO NET CASH INFLOW FROM OPERATING ACTIVITIES

21. 儲備 (續)

本公司之特別儲備指本公司收購附屬公司當日有關資產淨值賬面值與本公司根據集團重組而發行股份的面值之差額。

於二零零一年十二月三十一日，本公司可分派予股東之儲備指股份溢價、特別儲備及累計盈利合共128,985,000港元（二零零零年：無）。

22. 除稅前盈利與經營業務之現金流入淨額對賬

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Profit before taxation	除稅前盈利	62,875	3,122
Interest income	利息收入	(2,369)	(1)
Depreciation	折舊	429	91
Amortisation	攤銷	940	564
(Increase) decrease in inventories	存貨(增加)減少	(512)	495
(Increase) decrease in other receivables	其他應收款項(增加)減少	(1,411)	1,533
Increase in prepayments and deposits	預付款項及按金增加	(9,517)	(749)
(Decrease) increase in amount due to a shareholder	應付股東款項(減少)增加	(3,646)	1,468
(Decrease) increase in trade and other payables	貿易賬款及其他應付款項(減少)增加	(6,315)	6,591
Increase in accruals	應計款項增加	1,017	60
Increase in amounts due to directors	應付董事款項增加	2,878	-
Decrease in amount payable for acquisition of licence	取得特許權之應付款項減少	(752)	(470)
Net cash inflow from operating activities	經營業務之現金流入淨額	43,617	12,704

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23. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR 23. 年內融資變動分析

		Share capital of subsidiaries	Share capital	Share premium	Special reserve	Minority interest
		comprising the Group 組成本集團 各附屬公司				
		股本 之股本	股份溢價	特別儲備	少數 股東權益	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2000	於二零零零年一月一日	-	78	-	-	543
Purchase of additional interests in a subsidiary	收購附屬公司之 額外權益	-	-	-	-	(501)
Profit for the year	年內盈利	-	-	-	-	(42)
At 31 December 2000 and 1 January 2001	於二零零零年十二月三十一日 及二零零一年一月一日	-	78	-	-	-
Share swap in accordance with the Group Reorganisation	遵照集團重組 而交換 之股份	5	(78)	-	73	-
Issue of shares for cash	發行股份以換取現金	17,000	-	-	-	-
Premium arising on issue of ordinary shares	發行普通股產生 之溢價	-	-	153,000	-	-
Shares issue expenses	股份發行開支	-	-	(12,355)	-	-
Capitalisation issue of shares	股份資本化發行	67,988	-	(67,988)	-	-
At 31 December 2001	於二零零一年十二月三十一日	84,993	-	72,657	73	-

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24. MAJOR NON-CASH TRANSACTIONS

On 22 June 2001, the Company issued 99,998 new shares in aggregate of HK\$0.05 each for the exchange of investment in a subsidiary held by a director and other independent third parties, for the purpose of listing of its shares on the Stock Exchange.

25. CONTINGENT LIABILITIES

The Group and the Company had no contingent liabilities as at both 31 December 2001 and 2000.

26. OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group had commitments for future minimum lease payment in respect of land and buildings under non-cancellable operating leases which fall due as follows:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年，包括首尾兩年
Over five years	五年以上

The Company had no operating lease commitment at the balance sheet date.

24. 主要非現金交易

於二零零一年六月二十二日，本公司就股份於聯交所上市，發行合共99,998股每股0.05港元之新股，以換取一名董事及其他獨立第三方於附屬公司持有之投資。

25. 或然負債

本集團及本公司於二零零一年及二零零零年十二月三十一日並無任何或然負債。

26. 經營租賃承擔

於結算日，本集團就有關土地及樓宇之到期不可撤銷經營租約承擔之日後最低租賃款項如下：

		THE GROUP	
		本集團	
		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	416	100
In the second to fifth year inclusive	第二至第五年，包括首尾兩年	492	409
Over five years	五年以上	430	534
		<u>1,338</u>	<u>1,043</u>

本公司於結算日並無經營租賃承擔。

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27. COMMITMENTS

Contracted for but not provided in the financial statements	已訂約但未於財務報表撥備
- Acquisition of property, plant and equipment	- 收購物業、廠房 及設備
- Research and development projects	- 研發計劃

The Company had no commitment at the balance sheet date.

28. RETIREMENT BENEFITS SCHEME

The Group companies operating in the PRC have participated in defined contribution retirement schemes organized by the relevant local government authorities in the PRC. All PRC employees are entitled to an annual pension equal to a fixed portion of their ending basic salaries at their retirement dates. The Company is required to make specific contributions to the retirement schemes at a rate of 21% (2000: Nil) of the basic salary of its PRC employees and have no further obligation for post-retirement benefits beyond the annual contributions made. Pursuant to these arrangements, the retirement plan contributions paid for the year ended 31 December 2001 amounted to approximately HK\$57,000 (2000: HK\$Nil).

27. 承擔

THE GROUP 本集團	
2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
2,121	-
6,721	-
8,842	-

本公司於結算日並無承擔。

28. 退休福利計劃

本集團旗下公司於中國經營，並參與由中國政府有關地方機關設立的供款退休計劃。所有中國僱員均可享有按固定比例根據彼等之退休日期最後底薪計算的年度退休金。本公司須就退休計劃按其中國僱員底薪之21%（二零零零年：無）作出特定供款，除年度供款外，本公司對退休後之福利並無進一步責任。根據該等安排，截至二零零一年十二月三十一日止年度之退休計劃供款約57,000港元（二零零零年：零港元）。

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28. RETIREMENT BENEFITS SCHEME (Continued)

During the year, the Group has joined a Mandatory Provident Fund scheme ("MPF Scheme") for all its non-PRC employees. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect of MPF Scheme is to make the required contributions under the scheme.

The retirement benefits scheme contributions arising from the MPF Scheme charged to the income statement represent contributions payable to the funds by the Group at rates specified in the rules of the scheme.

During the year, the Group made retirement benefits scheme contributions amounting to HK\$50,000 (2000: Nil).

28. 退休福利計劃(續)

年內，本集團就所有非中國僱員加入強制性公積金計劃（「強積金計劃」）。強積金計劃已根據強制性公積金計劃條例向強制性公積金管理局註冊。強積金計劃之資產與本集團資產分開處理，並由獨立信託人管理。根據強積金計劃規則，僱主及其僱員各自均須按規則所規定之比率向計劃作出供款。本集團在強積金計劃下之唯一責任為支付計劃規定之供款。

強積金計劃產生之退休福利計劃供款於收益表內扣除，乃指由本集團按計劃所規定之特定比率向該基金支付的供款。

年內，本集團已作出之退休福利計劃供款為50,000港元（二零零零年：無）。

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29. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2001 are as follows:

Name of subsidiary 附屬公司名稱	Place/ Country of incorporation 註冊成立 地點/國家	Issued and fully paid ordinary share capital/ registered capital 已發行及 繳足普通股本/ 註冊資本	Proportion of nominal value of issued capital held by the Company 本公司持有已發行 股本面值之比例		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Goldigit Limited	British Virgin Islands 英屬處女群島	US\$10,000 10,000美元	100	-	Investment holding 投資控股
Fujian Goldigit 福建金澤	PRC 中國	HK\$3,000,000 3,000,000港元	-	100	Manufacturing and sales of solvent pesticides 製造及銷售農藥溶劑
Spring New Development Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	-	100	Investment holding 投資控股
Quanzhou Quangang Fine Chemical Company Limited 泉州泉港金澤精細化工 有限公司	PRC 中國	US\$1,000,000 1,000,000美元	-	100	Property holding 持有物業

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

29. 附屬公司之詳情

本公司附屬公司於二零零一年十二月三十一日之詳情如下：

於年結日或年內任何時間，並無任何附屬公司有任何已發行債務證券。

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30. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with directors/major shareholders as follows:

- (a) The Company issued 1,169,393,600 shares (after capitalization issue) of HK\$0.05 each to a director, Mr. Lao Seng Peng for the exchange of 86% equity interest in a subsidiary, Goldigit Limited originally held by Mr. Lao Seng Peng for the purpose of the listing of the Company's shares on the Stock Exchange pursuant to the Group Reorganisation.
- (b) The Group obtained interest free advances from the directors, Mr. Lao Seng Peng, Mr. Yuen Leong and Mr. Cai Wei Min during the year. Details of the amounts due to directors were disclosed under note 18 to the financial statements.

31. ULTIMATE HOLDING COMPANY

The Company's ultimate holding company is Best Today Investments Limited, a limited company incorporated in the British Virgin Islands.

32. APPROVAL OF FINANCIAL STATEMENTS

The financial statements set out on pages 39 to 75 were approved and authorised for issue by the Board of Directors on 18th March, 2002.

30. 關連人士交易

年內，本集團與董事／主要股東訂立下列交易：

- (a) 本公司根據集團重組以準備本公司股份於聯交所上市而發行1,169,393,600股（於資本化發行後）每股0.05港元之股份予董事劉勝平先生，以換取由劉勝平先生原先於附屬公司Goldigit Limited持有之86%股權。
- (b) 年內，本集團獲得董事劉勝平先生、袁亮先生及蔡偉民先生之免息墊款。應付董事款項之詳情載於財務報表附註18。

31. 最終控股公司

本公司之最終控股公司為於英屬處女群島註冊成立之有限公司 Best Today Investments Limited。

32. 財務報表之批准

載於第39至第75頁之財務報表已獲董事會於二零零二年三月十八日批准及授權刊發。