

## 董事局報告書

### REPORT OF THE DIRECTORS

**董事**謹此提呈截至二零零零年八月三十一日止年度之經審核賬目。

#### 主要業務及營業地區分析

本公司及其附屬公司之主要業務為向香港、日本及加拿大用戶提供國際電訊服務、向香港與加拿大用戶提供撥號及寬頻上網服務及提供網頁內容與電子商貿服務。

本集團於本年度按主要業務及市場地區劃分之營業額及經營溢利貢獻分析載於賬目附註2。

#### 業績及分配

本年度業績載於第52頁之綜合損益表。

董事不建議派發股息。

#### 儲備

本集團及本公司儲備於年內之變動載於賬目附註16。

#### 捐款

本集團於年內所作之捐款為70,000港元。

#### 固定資產

本集團及本公司固定資產之變動詳情載於賬目附註11。

The directors submit their report together with the audited accounts for the year ended 31st August 2000.

#### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activities of the Company and its subsidiaries are the provision of international telecommunications services to customers in Hong Kong, Japan and Canada, dial-up and broadband internet access services to Hong Kong and Canadian customers, and the provision of internet content and e-commerce services.

An analysis of the Group's turnover and contribution to operating profit for the year by principal activities and geographical markets is set out in note 2 to the accounts.

#### RESULTS AND APPROPRIATIONS

The results for the year are set out in the consolidated profit and loss account on page 52.

The directors do not recommend the payment of a dividend.

#### RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 16 to the accounts.

#### DONATIONS

Donations made by the Group during the year amounted to HK\$70,000.

#### FIXED ASSETS

Details of the movements in fixed assets of the Group and the Company are set out in note 11 to the accounts.

### 股本及購股權

本公司股本及購股權之變動詳情載於賬目附註 15。

### 可供分派儲備

按照香港公司條例第七十九B條之規定計算，本公司於二零零零年八月三十一日之可供分派儲備約為 97,942,000 港元（一九九九年：91,362,000 港元）。

### 五年財務概要

本集團過去五個財政年度之業績及資產與負債概要載於第 104 頁。

### 本集團之借貸

於二零零零年八月三十一日之本集團借貸須於下列期間償還：

### SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company are set out in note 15 to the accounts.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st August 2000, calculated under section 79B of the Hong Kong Companies Ordinance, amounted to approximately HK\$97,942,000 (1999: HK\$91,362,000).

### FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 104.

### GROUP'S BORROWINGS

The Group's borrowings as at 31st August 2000 are repayable in following periods:

		銀行透支		融資租賃承擔	
		Bank overdrafts		Obligations under finance leases	
		2000	1999	2000	1999
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
按通知或不超過一年	On demand or not exceeding one year	67,088	52,865	4,089	3,739
一年以上但不超過兩年	More than one year but not exceeding two years	—	—	4,438	4,056
兩年以上但不超過五年	More than two years but not exceeding five years	—	—	2,952	7,426
		67,088	52,865	11,479	15,221

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#### 購買、出售或贖回股份

本公司於年內並無贖回任何股份。於本年度內，本公司或其任何附屬公司概無購買或出售本公司任何股份。

#### 董事

本年度內及截至本報告日期止之在任董事如下：

王維基先生（主席）

張子建先生（董事總經理）

莊建俊先生

馮素梅女士

蕭詠筠女士

杜惠冰女士（於二零零零年十月四日獲委任）

鄭慕智先生 \* #

李漢英先生 \* #

陳健民先生 \* #

根據本公司之公司組織章程細則第 92 條，杜惠冰女士退任，並願意候選連任。

根據本公司之公司組織章程細則第 96 條，陳健民先生任滿退任，並願意候選連任。

\* 獨立非執行董事

# 審核委員會成員

#### PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

#### DIRECTORS

The directors during the year and up to the date of this report were:

Mr WONG Wai Kay, Ricky (Chairman)

Mr CHEUNG Chi Kin, Paul (Managing director)

Mr CHONG Kin Chun, John

Ms FUNG So Mui, Fion

Ms SIO Veng Kuan, Corinna

Ms TO Wai Bing (appointed on 4th October 2000)

Mr CHENG Mo Chi, Moses \* #

Mr LEE Hon Ying, John \* #

Mr CHAN Kin Man \* #

In accordance with Article 92 of the Company's Articles of Association, Ms TO Wai Bing retires, but being eligible, offers herself for re-election.

In accordance with Article 96 of the Company's Articles of Association, Mr CHAN Kin Man retires by rotation and, being eligible, offers himself for re-election.

\* *Independent non-executive directors*

# *Members of the Audit Committee*

### 董事之服務合約

王維基先生及張子建先生與本公司訂立為期三年之服務合約，任期由一九九七年七月一日起至二零零零年六月三十日止，其後可每年續約。王先生及張先生均有權收取由董事會酌情決定之年度花紅，惟於任何一個財政年度應付予全部執行董事之年度花紅總額，不得超過本集團除稅後但未計非經常性項目前之綜合溢利之5%。

除上文所披露者外，擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立任何不得於一年內予以終止而毋須作出補償（法定賠償除外）之服務合約。

### 董事及高級管理人員之履歷

董事及高級管理人員之履歷簡介載於第32頁。

### 董事於合約中之權益

於年度終結或年內任何時間，本公司或其任何附屬公司概無訂立任何與本集團業務有關係且本公司董事於其中擁有重大權益（不論直接或間接）之重大合約。

### DIRECTORS' SERVICE CONTRACTS

Mr WONG Wai Kay, Ricky and Mr CHEUNG Chi Kin, Paul have entered into service contracts with the Company for a term of three years with effect from 1 July 1997 until 30 June 2000, and continuing thereafter on a yearly basis. Mr Wong and Mr Cheung are also entitled to annual bonus paid at the discretion of the Board (provided that the aggregate of the annual bonuses payable to all the executive directors in respect of any one financial year does not exceed 5% of the consolidated profit of the Group after taxation but before extraordinary items).

Save as disclosed above, none of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out on page 32.

### DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the 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 year or at any time during the year.

## 董事局報告書

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#### 關連交易

本公司於一九九九年與 DDI CORPORATION（前稱 KDD Corporation）訂立多項服務協議（「服務協議」）；據此，DDI CORPORATION 向本公司提供國際網絡服務。於二零零零年三月，DDI CORPORATION 因認購本公司現持有 85% 股權之附屬公司香港寬頻網絡有限公司之已發行股本 15% 權益而成為一名關連人士（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））。本公司由二零零零年三月一日至二零零零年八月三十一日止期間根據服務協議須向 DDI CORPORATION 支付之服務費為 33,129,000 港元，佔本集團截至二零零零年八月三十一日止年度之營業額 2.7%。本公司已就上述持續進行之關連交易向香港聯合交易所有限公司申請豁免嚴格遵守上市規則第 14 章之規定。獨立非執行董事已檢討此等根據服務協議進行之交易，並確認此等交易乃：

- (a) 於本公司之一般及日敘業務中訂立；
- (b) 按一般商業條款訂立；及
- (c) 對本公司股東而言乃屬公平合理。

以上關連交易同時構成一有關連人士交易並披露於賬目附註 21(a)。

#### CONNECTED TRANSACTION

The Company and DDI CORPORATION (formerly known as KDD Corporation) entered into service agreements (the "Service Agreements") in 1999 pursuant to which DDI CORPORATION provides international carrier services to the Company. In March 2000, upon subscription of a 15% equity interest in the issued share capital of Hong Kong Broadband Network Limited, a subsidiary in which the Company now holds 85% equity interest, DDI CORPORATION became a connected person as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules"). The service fees payable to DDI CORPORATION by the Company pursuant to the Service Agreements for the period from 1st March 2000 to 31st August 2000 amounted to HK\$33,129,000, representing 2.7% of the Group's turnover for the year ended 31st August 2000. The Company has applied for a waiver by the Stock Exchange of Hong Kong Limited from strict compliance with the requirements of Chapter 14 of the Listing Rules on the above-mentioned continuing connected transactions.

The independent non-executive directors have reviewed these transactions carried out under the Service Agreements and confirmed that the transactions were:

- (a) in the ordinary and usual course of business of the Company;
- (b) entered into on normal commercial terms; and
- (c) fair and reasonable so far as the shareholders of the Company are concerned.

The above connected transaction also constitutes a related party transaction and is disclosed in note 21(a) to the accounts.

**董事於股本或債務證券中之權益**

於二零零零年八月三十一日，根據證券（披露權益）條例（「披露權益條例」）第二十九條規定本公司存置之登記冊所記錄或本公司所獲通知，董事及行政總裁於本公司及其相聯法團（按披露權益條例之涵義）之股份及購股權中擁有如下權益：

(a) 本公司每股面值 0.1 港元之普通股（「股份」）

	實益持有之股份數目				合計權益
	個人權益	法團權益	家屬權益	其他權益	
	Personal interests	Corporate interests	Family interests	Other interests	Total interests
王維基先生 Mr WONG Wai Kay, Ricky	1,800,000	247,046,000 <i>附註 Note</i>	—	—	248,846,000
張子建先生 Mr CHEUNG Chi Kin, Paul	508,000	246,250,000 <i>附註 Note</i>	—	—	246,758,000
莊建俊先生 Mr CHONG Kin Chun, John	370,000	—	—	—	370,000
蕭詠筠女士 Ms SIO Veng Kuan, Corinna	510,000	—	—	—	510,000
馮素梅女士 Ms FUNG So Mui, Fion	770,000	—	—	—	770,000

附註：

王維基先生及張子建先生之法團權益乃透過彼等各自於以下公司之權益產生：

- (i) 王先生及張先生各自擁有約 34% 股權之 Top Group International Limited 持有 240,000,000 股股份；
- (ii) 王先生及張先生各自擁有 50% 股權之 Global Network Development Limited 持有 6,250,000 股股份；及
- (iii) 王先生及其配偶全資擁有之 Bullion Holdings Limited 持有 796,000 股股份。

除上文所披露者外，董事或行政總裁（包括彼等之配偶及未滿 18 歲之子女）概無於本公司及其相聯法團之股本中擁有任何須根據披露權益條例予以披露之權益。

**DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES**

At 31st August 2000, the interests of the directors and chief executives in the shares and options of the Company and its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance")), as recorded in the register maintained by the Company under Section 29 of the SDI Ordinance or as notified to the Company were as follows:

(a) Ordinary shares of HK\$0.1 each of the Company (the "Share")

	實益持有之股份數目				合計權益
	個人權益	法團權益	家屬權益	其他權益	
	Personal interests	Corporate interests	Family interests	Other interests	Total interests
Mr WONG Wai Kay, Ricky	1,800,000	247,046,000 <i>附註 Note</i>	—	—	248,846,000
Mr CHEUNG Chi Kin, Paul	508,000	246,250,000 <i>附註 Note</i>	—	—	246,758,000
Mr CHONG Kin Chun, John	370,000	—	—	—	370,000
Ms SIO Veng Kuan, Corinna	510,000	—	—	—	510,000
Ms FUNG So Mui, Fion	770,000	—	—	—	770,000

Note:

The corporate interests of Mr WONG Wai Kay, Ricky and Mr CHEUNG Chi Kin, Paul arise through their respective interests in the following companies:

- (i) 240,000,000 Shares are held by Top Group International Limited which is owned as to approximately 34 per cent each by Mr Wong and Mr Cheung;
- (ii) 6,250,000 Shares are held by Global Network Development Limited which is owned as to 50 per cent each by Mr Wong and Mr Cheung; and
- (iii) 796,000 Shares are held by Bullion Holdings Limited which is wholly owned by Mr Wong and his spouse.

Save as disclosed above, none of the directors or chief executives (including their spouse and children under 18 years of age) have any interest in the share capital of the Company and its associated corporations required to be disclosed pursuant to the SDI Ordinance.

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## (b) 本公司之購股權

於一九九七年七月十二日，本公司股東通過一項購股權計劃（「購股權計劃」）。據此，董事可酌情邀請本集團僱員（包括本公司任何執行董事）接納購股權（「購股權」）認購本公司之股份，惟須符合購股權計劃規定之條款及條件。根據購股權計劃授出之購股權將於二零零七年七月十一日失效。

本公司董事所獲授予於二零零零年八月三十一日尚未獲行使之購股權詳情如下：

## (b) Share options of the Company

On 12th July 1997, a share option scheme ("the Share Option Scheme") was approved by the shareholders of the Company under which its directors may, at their discretion, invite employees of the Group including any executive directors of the Company to take up options ("the Share Options") to subscribe for Shares in the Company subject to the terms and conditions stipulated therein. The Share Options granted under the Share Option Scheme will lapse not later than 11th July 2007.

Details of the outstanding Share Options at 31st August 2000 granted to the directors of the Company are as follows:

授出日期 Date of grant	尚未獲行使之購股權數目 Number of Share Options outstanding		
	19th September 1997 附註 1 Note 1	3rd September 1998 附註 2 Note 2	2nd June 2000 附註 3 Note 3
王維基先生 Mr WONG Wai Kay, Ricky	—	—	10,000,000
張子建先生 Mr CHEUNG Chi Kin, Paul	—	—	10,000,000
莊建俊先生 Mr CHONG Kin Chun, John	500,000	500,000	—
馮素梅女士 Ms FUNG So Mui, Fion	500,000	500,000	—
蕭詠筠女士 Ms SIO Veng Kuan, Corinna	500,000	500,000	—

## 附註：

- 於一九九七年九月十九日授予之購股權可於二零零零年九月十九日或該日之後按每股 1.20 港元之價格行使。
- 於一九九八年九月三日授予之購股權可於二零零零年九月三日或該日之後按每股 0.26 港元之價格行使。
- 於二零零零年六月二日王維基先生及張子建先生各獲授予 10,000,000 份購股權可於下列期間內按每股 1.50 港元之價格行使：
 

可即時行使	3,000,000
於二零零一年六月二日或該日之後	3,000,000
於二零零二年六月二日或該日之後	4,000,000
- 於一九九九年十二月十四日，王維基先生及張子建先生各獲授予 10,000,000 份購股權，可於下列期間內按每股 8.20 港元之行使價行使：
 

可即時行使	3,000,000
於二零零零年十二月十四日或該日之後	3,000,000
於二零零一年十二月十四日或該日之後	4,000,000

 上述購股權已根據一項於二零零零年六月二日通過之董事局決議案註銷。

年內，本公司董事莊建俊先生、馮素梅女士及蕭詠筠女士因分別按行使價每股 1.5 港元及 0.26 港元行使彼等於一九九七年九月十九日及一九九八年九月三日獲授予之購股權，因而獲分別發行合共 1,300,000 股股份及 1,500,000 股股份。

除上文所披露者外，於年內任何時間，各董事及行政總裁（包括彼等之配偶及未滿 18 歲之子女）概無於本公司及其相聯法團（按披露權益條例之涵義）之股份中擁有任何權益，亦無行使任何認購該等股份之權利。

此外，除上文所披露者外，於年內任何時間，本公司或其任何附屬公司概無作出任何安排，令本公司之董事及／或行政總裁可藉購入本公司或任何其他法人團體之股份或債券而獲益。

## Notes:

- The Share Options granted on 19th September 1997 are exercisable at HK\$1.20 per Share on or after 19th September 2000.
- The Share Options granted on 3rd September 1998 are exercisable at HK\$0.26 per Share on or after 3rd September 2000.
- The 10,000,000 Share Options granted on 2nd June 2000 to each of Mr WONG Wai Kay, Ricky and Mr CHEUNG Chi Kin, Paul are exercisable at HK\$1.50 per Share which are exercisable over the following periods:
 

Immediately exercisable	3,000,000
On or after 2nd June 2001	3,000,000
On or after 2nd June 2002	4,000,000
- On 14th December 1999, 10,000,000 Share Options were granted to each of Mr WONG Wai Kay, Ricky and Mr CHEUNG Chi Kin, Paul at an exercise price of HK\$8.20 per Share which were exercisable over the following periods:
 

Immediately exercisable	3,000,000
On or after 14th December 2000	3,000,000
On or after 14th December 2001	4,000,000

 The above Share Options were cancelled pursuant to a board resolution passed on 2nd June 2000.

During the year, a total of 1,300,000 Shares and 1,500,000 Shares were issued to Mr CHONG Kin Chun, John, Ms FUNG So Mui, Fion and Ms SIO Veng Kuan, Corinna, directors of the Company, pursuant to the exercise of the Share Options granted on 19th September 1997 and 3rd September 1998 at the exercise price of HK\$1.50 and HK\$0.26 per Share, respectively.

Save as disclosed above, at no time during the year had the directors and chief executives (including their spouse and children under 18 years of age) held any interest in, or been granted or exercised any rights to subscribe for shares of the Company and its associated corporations within the meaning of the SDI Ordinance.

In addition, save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors and/or the chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## 董事局報告書

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#### 主要股東

於二零零零年八月三十一日，除上文所披露各董事及行政總裁所持之權益外，根據披露權益條例第16(1)條規定存置之主要股東名冊所載，本公司並未獲知會有任何佔本公司已發行股本10%或以上之主要股東權益。

#### 管理合約

年內並無訂立或存在任何涉及本公司全部或大部份業務之管理及行政工作之合約。

#### 主要客戶及供應商

本集團五大客戶所佔之本年度銷售額百分比合共佔本年度之銷售總額不足30%，故不予披露有關主要客戶之資料。本集團主要供應商所佔之本年度採購額百分比如下：

		2000	1999
		百分比 %	百分比 %
採購	Purchases		
– 最大供應商	– the largest supplier	59	40
– 五大供應商合計	– five largest supplier combined	82	69

各董事、彼等之聯繫人士或任何就董事所知擁有本公司已發行股本逾5%之股東概無擁有上述主要供應商之權益。

#### SUBSTANTIAL SHAREHOLDERS

At 31st August 2000, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that the Company had not been notified of any substantial shareholders' interests, being 10% or more of the Company's issued share capital, other than those of the directors and chief executives as disclosed above.

#### MANAGEMENT CONTRACTS

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

#### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate percentage of sales for the year attributable to the Group's five largest customers is less than 30% of total sales for the year and therefore no disclosures with regard to major customers are made. The percentage of purchases for the year attributable to the Group's major suppliers are as follows:

None of the directors, their associates or any shareholder (which to the knowledge of the directors own more than 5% of the Company's issued share capital) had an interest in the major suppliers noted above.

### 遵守上市規則中之最佳應用守則

本公司於全年度均遵守上市規則所載之最佳應用守則。

### 審核委員會

本公司已參考香港會計師公會頒佈之「成立審核委員會指引」擬訂職權範圍書，列明審核委員會之職權及責任。

審核委員會乃董事局與本公司核數師就集團審核範圍事宜互相溝通之重要聯繫。審核委員會專責檢討內部監控與風險評估及對外審核之成效，其職責亦包括檢討及監督本集團之財務申報程序。委員會由獨立非執行董事李漢英先生、鄭慕智先生及陳健民先生組成。委員會於本財政年度內共召開三次會議。

### 核數師

本賬目由羅兵咸永道會計師事務所審核。該核數師任滿告退，惟符合資格願意應聘連任。

代表董事會

主席

王維基

香港，二零零零年十一月二十七日

### COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

Throughout the year, the Company was in compliance with the Code of Best Practice as set out in the Listing Rules.

### AUDIT COMMITTEE

The written terms of reference which describe the authority and duties of the Audit Committee were prepared and adopted with reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants.

The Audit Committee provides an important link between the board of directors and the Company's auditors in matters coming within the scope of the group audit. It reviews the effectiveness of internal controls and risk evaluation and of the external audit. Its duties also include the review and supervision of the Group's financial reporting process. The Committee comprises three independent non-executive directors, namely Mr LEE Hon Ying, John, Mr CHENG Mo Chi, Moses and Mr CHAN Kin Man. Three meetings were held during the current financial year.

### AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Wong Wai Kay, Ricky

Chairman

Hong Kong, 27th November 2000