

The Directors present their annual report and the audited financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 December 2000.

### **Principal activities**

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the design, manufacture and marketing of machines, tools and materials used in the semiconductor industry.

### **Segmental information**

Details of segmental information are set out in note 29 to the financial statements.

### **Results and appropriations**

The Directors recommend the payment of a final dividend of 85.0 cents (1999: 28.0 cents) per share, which together with the interim dividend of 30.0 cents (1999: 7.0 cents) per share paid during the year, makes a total dividend for the year of 115.0 cents (1999: 35.0 cents) per share, and the retention of the remaining profit for the year amounting to HK\$643.7 million (1999: HK\$198.3 million).

Details of the results of the Group and appropriations of the Company are set out in the consolidated income statement on page 24 and the accompanying notes to the financial statements.

### **Five year financial summary**

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 58.

### **Property, plant and equipment**

During the year, the Group continued to expand its manufacturing facilities. The Group acquired plant and machinery for approximately HK\$295 million and invested approximately HK\$54 million on upgrading the manufacturing, support and other facilities.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 11 to the financial statements.

### **Subsidiaries**

Details of the Company's principal subsidiaries at 31 December 2000 are set out in note 12 to the financial statements.

### **Issue of shares**

1,043,000 shares and 1,785,000 shares were issued for cash at par on 20 March 2000 and 15 December 2000 respectively to certain employees pursuant to their entitlements under the Employee Share Incentive Scheme.

董事會謹向各股東呈報本公司及其附屬公司(以下稱為「本集團»)截至二零零零年十二月三十一日止年度之年度報告及經審核財務報表。

### **主要業務**

本公司乃一間投資控股公司。其主要附屬公司之業務為設計、製造及銷售半導體工業所用之器材、工具及物料。

### **分類資料**

分類資料之詳細資料載於財務報表附註第29項。

### **業績及分配**

董事會現建議派付末期股息每股85.0仙(一九九九年: 28.0仙),連同年內曾派付中期股息每股30.0仙(一九九九年: 7.0仙),是年度之全年股息每股為115.0仙(一九九九年: 35.0仙),並保留是年度結餘溢利港幣643,700,000元(一九九九年: 港幣198,300,000元)。

有關本集團業績及本公司分配之詳細資料載於第24頁綜合收益報表及隨附之財務報表附註。

### **五年財務摘要**

本集團過往五個財政年度之業績、資產及負債之摘要載於第58頁。

### **物業、廠房及設備**

本集團於年內繼續擴展旗下生產設施。集團斥資約港幣二億九千五百萬元購置機器設備,並投資約港幣五千四百萬元以提升生產、支援及其他設施。

有關上述及其他本集團於年內之物業、廠房及設備變動之詳細資料載於財務報表附註第11項。

### **附屬公司**

有關本公司於二零零零年十二月三十一日之主要附屬公司之詳細資料載於財務報表附註第12項。

### **發行股份**

分別於二零零零年三月二十日及二零零零年十二月十五日,已根據僱員股份獎勵制度,按面值以現金發行1,043,000及1,785,000股股份予部份僱員。

### Reserves

Movements during the year in the reserves of the Group and the Company are set out in note 19 to the financial statements.

### Borrowings

Details of the Group's bank borrowings are set out in note 17 to the financial statements. No interest was capitalised by the Group during the year.

### Directors

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

#### *Executive Directors:*

Arthur H. del Prado, Chairman  
Lam See Pong, Patrick, Managing Director  
Fung Shu Kan, Alan  
Rinse de Jong (resigned on 9 February 2001)

#### *Independent Non-executive Directors:*

Orasa Livasiri  
Paulus Cornelis van den Hoek

In accordance with Article 113 of the Company's Articles of Association, Lam See Pong, Patrick retires and, being eligible, offer himself for re-election.

The term of office for each non-executive Director is the period up to retirement by rotation in accordance with the Company's Articles of Association.

Biographical details of Directors as at the date of this report are:

Arthur H. del Prado, is the Chairman of the Company and President, Chief Executive Officer and founder of ASM International N.V. ("ASM International"). Mr. del Prado currently serves on the Board of several companies, civic and non profit organizations, among which the MEDEA Board, the "Micro Electronics Development for European Applications" project and Dujat, Dutch & Japanese Trade Federation, Associated Venture Investors (A.V.I.), Venture capital group in California, Santa Clara, U.S.A..

Lam See Pong, Patrick, Executive Director, aged 52, is the Managing Director of the Company. He has a Bachelor of Science degree in Electrical Engineering from the University of Manitoba, Canada, a Diploma in Management Studies from the University of Hong Kong, and a Masters degree in Business Administration from the Chinese University of Hong Kong. He has over 30 years of experience in computer and semiconductor industry. He joined the Group in 1975 and was responsible for founding ASM's operation in Hong Kong.

### 儲備

有關是年度本集團及本公司儲備變動之詳細資料載於財務報表附註第19項。

### 借款

有關本集團銀行借款之詳細資料載於財務報表附註第17項內。本集團於年內並無將任何利息資本化。

### 董事

本公司是年度及截至本報告日期之董事為：

#### *執行董事：*

Arthur H. del Prado，主席  
林師龐，董事總經理  
馮樹根  
Rinse de Jong (於二零零一年二月九日辭任)

#### *獨立非執行董事：*

Orasa Livasiri  
Paulus Cornelis van den Hoek

林師龐根據本公司組織章程細則第一百一十三條依章告辭董事職位，而彼具資格並表示願意膺選連任。

每位非執行董事獲委任之任期需根據本公司之公司組織章程細則規定輪值告退。

截至本報告日期之董事資料：

Arthur H. del Prado，為本公司主席及ASM International N.V. (「ASM International」) 總裁兼行政總裁及創辦人。彼為多間公司、公民及非牟利機構之董事會及幹事會成員，其中包括MEDEA(歐洲微電子應用發展項目)、Dujat(荷蘭及日本貿易工聯會)及Associated Venture Investors (A.V.I.) (美國加州Santa Clara投資基金集團)。

林師龐(執行董事)，現年五十二歲，為本公司之董事總經理。彼持有加拿大曼尼托巴大學電子工程學士學位、香港大學管理學文憑及香港中文大學工商管理碩士學位。林先生於電腦及半導體工業具有三十年以上經驗。彼於一九七五年加入本集團，並負責創立ASM在香港的業務。

### **Directors (continued)**

Fung Shu Kan, Alan, Executive Director, aged 50, is the Financial Director of the Group in charge of financial planning and control. He obtained his Diploma and Masters degree in Business Administration from Hong Kong Polytechnic and the University of East Asia respectively. He joined the Group in 1978 and before that he had worked for two multinational semiconductor companies for over 10 years.

Rinse de Jong, Executive Director, aged 52, joined ASM International as Vice President of Finance and Chief Financial Officer in February 1997. He holds a degree in accountancy. Rinse de Jong resigned with effect from 9 February 2001.

Orasa Livasiri, Independent Non-executive Director, aged 45, was appointed to the Board as an Independent Non-executive Director in 1994. She is a solicitor in private practice for over 16 years and is a partner of Messrs. Ng, Lie, Lai & Chan, the Company's legal adviser.

Paulus Cornelis van den Hoek, Independent Non-executive Director, aged 62, was appointed to the Board as an Independent Non-executive Director in 1994. He has been a partner in the law firm of Stibbe in Amsterdam since 1969 and until last year Chairman of the Board of that firm. He has also been a part-time professor of corporate law at the Free University of Amsterdam since 1991 until September 1999. He is a member of the Committee for Company Law of the Dutch Ministry of Justice. From 1981 to 1984 he was President of the Netherlands Bar Association. He serves amongst other on the supervisory boards of ASM International, Ballast Nedam N.V., Buhrmann N.V. and the Robeco group of companies as an independent non-executive member.

### **Employee Share Incentive Scheme**

The Group has an Employee Share Incentive Scheme which is for the benefit of the Group's employees and members of management and has a life of 10 years starting from December 1989. On 25 June 1999, at an extraordinary general meeting, the shareholders approved to extend the period of the Scheme for a further term of 10 years up to 23 March 2010 and allow up to 5% of the issued share capital of the Company from time to time, excluding any shares of the Company subscribed for or purchased pursuant to the Scheme since 23 March 1990, to be subscribed for or purchased pursuant to the Scheme during the extended period.

### **董事 (續)**

馮樹根(執行董事)，現年五十歲，本集團財務董事，負責財務規劃及監督。馮先生分別持有香港理工學院及東亞大學之工商管理文憑及碩士學位，馮先生於一九七八年加入本集團，之前曾在兩間國際性半導體公司工作超過十年。

Rinse de Jong，執行董事，現年五十二歲，於一九九七年二月加入ASM International，任職財務副總裁兼首席財務主管。彼持有會計學位。Rinse de Jong於二零零一年二月九日辭任。

Orasa Livasiri(獨立非執行董事)，現年四十五歲，於一九九四年獲委任加入董事會為獨立非執行董事。彼出任私人執業律師超過十六年，現為本公司法律顧問伍李黎陳律師行之合夥人。

Paulus Cornelis van den Hoek(獨立非執行董事)，現年六十二歲，於一九九四年獲委任入董事會為獨立非執行董事。彼自一九六九年出任阿姆斯特丹 Stibbe 律師行合夥人，至去年度為該律師行董事會主席。自一九九一年起至一九九九年九月止彼亦為阿姆斯特丹 Free University 兼職教授。彼現為荷蘭司法部公司法委員會委員。彼於一九八一年至一九八四年間曾出任荷蘭律師會主席。彼現任 ASM International, Ballast Nedam N.V., Buhrmann N.V. 及 Robeco 公司集團各監理會成員及獨立非執行董事。

### **僱員股份獎勵制度**

本集團制訂僱員股份獎勵制度，專為本集團僱員及管理階層成員之利益而設，期限為十年，於一九八九年十二月開始。於一九九九年六月二十五日舉行之股東特別大會上，股東批准該計劃延長十年，為期至二零一零年三月二十三日止，以及在延長期間內根據該計劃認購或購買之股份數目限額為本公司已發行股本百分之五(不包括自一九九零年三月二十三日根據該計劃認購或購買之任何股數在內)。

#### Employee Share Incentive Scheme (continued)

On 22 February 2000, the Directors resolved to contribute HK\$284,300 to the Scheme, enabling the trustees of the Scheme to subscribe for a total of 2,843,000 shares in the Company for the benefit of employees and members of the management of the Group in respect of their services for the year ended 31 December 1999. Upon expiration of the defined qualification period on 20 March 2000 and 15 December 2000, the trustees subscribed for 1,043,000 shares and 1,785,000 shares respectively for the benefit of those staff qualified under the Scheme. 286,000 of these shares were issued to certain Directors.

On 12 February 2001, the Directors resolved to contribute HK\$180,000 to the Scheme enabling the trustees to subscribe for a total of 1,800,000 shares in the Company for the benefit of employees and members of the management of the Group in respect of their services for the year ended 31 December 2000 upon the expiration of a defined qualification period. 205,000 of the share entitlements have been allocated to certain Directors.

#### Directors' interests in shares

Details of the beneficial interests of the Directors in the share capital of the Company and its associated corporations as at 31 December 2000 as recorded in the register maintained under Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") are as follows:

		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益
Arthur H. del Prado (Note 1)	Arthur H. del Prado (附註一)	—	—	—	—
Lam See Pong, Patrick	林師龐	2,970,000	—	—	—
Fung Shu Kan, Alan	馮樹根	276,000	—	—	—
Rinse de Jong	Rinse de Jong	—	—	—	—
Orasa Livasiri	Orasa Livasiri	—	—	—	—
Paulus Cornelis van den Hoek (Note 2)	Paulus Cornelis van den Hoek (附註二)	120,000	—	1,250,000	—

#### 僱員股份獎勵制度 (續)

董事會於二零零零年二月二十二日議決向該制度供款港幣284,300元，以使該制度之信託人能就本集團僱員及管理階層成員截至一九九九年十二月三十一日止年度所提供之服務，為其受益認購合共2,843,000股本公司股份。於指定合格期間屆滿時即二零零零年三月二十日及二零零零年十二月十五日，信託人為該制度合資格之職員受益認購1,043,000股及1,785,000股股份；其中286,000股已發行予部份董事。

董事會於二零零一年二月十二日議決向該制度供款港幣180,000元，以使該制度之信託人於指定合格期間屆滿時，能就本集團僱員及管理階層成員截至二零零零年十二月三十一日止年度所提供之服務，為其受益認購合共1,800,000股本公司股份；其中205,000股股份權利已分配予部份董事。

#### 董事股份權益

根據證券(公開權益)條例(「證券權益條例」)第二十九條保存名冊之記錄所示，於二零零零年十二月三十一日，各董事於本公司及有關公司之股份權益之詳細資料如下：