

Directors' interests in shares (continued)

Notes:

(1) As at 31 December 2000, Arthur H. del Prado, member of his immediate family and a foundation controlled by him together held about 23.47% of the issued share capital of ASM International.

A wholly owned subsidiary of ASM International, Advanced Semiconductor Materials (Netherlands Antilles) N. V. hold 207,427,500 shares of the Company as at 31 December 2000. ASM International also holds the fixed-rate participating shares of ASM Assembly Automation Limited and ASM Assembly Materials Limited which are wholly owned subsidiaries of the Company. These shares carry no voting rights, no rights to participate in a distribution of profits, and very limited rights on a return of capital.

(2) Paulus Cornelis van den Hoek owns the entire issued share capital of Paaihorn Beheer Alfa B. V., which in turn owns 1,250,000 shares of the Company.

Save as disclosed above and other than certain nominee shares in subsidiaries held by the Directors in trust for the Company or its subsidiaries, none of the Directors or chief executives held any interests in the share capital of the Company or its associated corporations as defined in the SDI Ordinance at 31 December 2000.

Directors' rights to acquire shares or debentures

Other than those rights described under the Employee Share Incentive Scheme, none of the Directors or chief executives or their spouses or children under the age of 18 had any right to subscribe for shares of the Company, or had exercised any such right during the year; and at no time during the year was the Company or its holding companies or any of its fellow subsidiaries or 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.

Substantial shareholders

As at 31 December 2000, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that, other than the interest disclosed in "Directors' interests in shares" above in respect of Arthur H. del Prado, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital.

On 9 February 2001, the Company received notification from The Capital Group Companies, Inc. that they are holding 46,103,500 shares, representing 12.1% of the issued share capital of the Company.

董事股份權益 (續)

附註：

(一) 於二零零零年十二月三十一日，Arthur H. del Prado、其直系家族成員及一個由 Arthur H. del Prado 所控制之基金共持有約23.47%ASM International 已發行股本。於二零零零年十二月三十一日透過ASM International 之全資附屬公司Advanced Semiconductor Materials (Netherlands Antilles) N. V. 持有207,427,500股本公司股份。ASM International 亦持有先進自動器材有限公司及先進半導體物料科技有限公司之分享固定利息股份，而該兩間公司均為本公司之全資附屬公司。該等股份不享有投票之權利，亦無權享有分派之溢利，並在股本退還時只享有非常有限之權利。

(二) Paulus Cornelis van den Hoek持有Paaihorn Beheer Alfa B.V. 之全部發行股份，而後者則持有本公司1,250,000股股份。

除上述所披露者及董事以信託方式代本公司持有附屬公司若干代理人股份外，於二零零零年十二月三十一日，董事或主要行政人員概無持有本公司或其有關公司(定義見證券權益條例)任何股本權益。

董事購買股份或債券之權利

除僱員股份獎勵制度所述之權利外，各董事或主要行政人員、或彼等之配偶或18歲以下之子女並無可認購本公司股份之權利，亦無於年內行使該等權利。於年內任何時間，本公司、控股公司、同集團附屬公司或附屬公司均無參與任何安排以使本公司董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

主要股東

於二零零零年十二月三十一日，根據證券權益條例第16(1)條存置之主要股東名冊所示，除以上之董事股份權益所披露有關Arthur H. del Prado之權益外，本公司並無接獲知會有任何其他人士擁有本公司已發行股本10%或以上權益。

於二零零一年二月九日，公司接獲The Capital Group Companies, Inc.之通知，獲悉對方持有46,103,500股本公司股份，佔本公司已發行股本12.1%。

Directors' interests in contracts

During the year, the Group had certain transactions with the ASM International group of companies, details of which are set out in note 28 to the financial statements.

Arthur H. del Prado has indirect interest in ASM International as disclosed in "Directors' interests in shares" above.

Save as disclosed above, no contracts of significance to which the Company or its holding companies or any of its fellow subsidiaries or 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.

Directors' service contracts

No Director of the Company has a service contract with any company in the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Purchase, sale or redemption of shares

There was no purchase, sale or redemption of shares of the Company by the Company or any of its subsidiaries during the year.

Pre-emptive rights

There are no provisions for pre-emptive rights under the Company's Articles of Association although there are no restrictions against such rights under the laws in the Cayman Islands.

Major customers and suppliers

The largest customer of the Group by itself and together with the next four largest customers accounted for 17.2% and 44.2% respectively of the Group's turnover for the year under review.

The aggregate purchases attributable to the five largest suppliers of the Group was less than 30% of the Group's turnover for the year under review.

None of the directors, their associates or any shareholder which, to the knowledge of the directors, owns more than 5% of the Company's share capital has a beneficial interest in the Group's five largest customers and suppliers.

Donations

During the year, the Group made charitable donations amounting to HK\$98,342.

董事在合約上之權益

年內，本集團與ASM International集團公司有一般交易，詳細資料載於財務報表附註第28項。

如上文「董事股份權益」所述，Arthur H. del Prado於ASM International持有間接股份權益。

除以上披露者外，本公司、本公司之控股公司、同集團附屬公司或附屬公司概無訂立是在是年度結算日或年度內任何時間有效，而本公司董事於其中直接或間接擁有重大權益之重大合約。

董事之服務合約

本公司各董事概無與本集團任何公司訂立本集團不支付賠償(法定賠償除外)而不能於一年內終止之服務合約。

買賣或贖回股份

本公司或其任何附屬公司於是年度內並無買賣或贖回本公司股份。

先買權

本公司之公司組織章程細則並無任何有關先買權之條文，根據開曼群島法例，對先買權並無任何限制。

主要客戶及供應商

是年度，本集團之最大客戶以其本身及連同其次四家最大客戶合計，分別佔集團營業額17.2%及44.2%。

是年度，本集團之五家最大供應商合共所佔之採購額少於30%。

以董事會所知，概無任何持有本公司股本逾5%以上之董事、其聯繫人士及任何股東持有本集團五家最大客戶及供應商之受益權。

捐款

年內，本集團之慈善捐款為港幣98,342元。

Corporate Governance

In the opinion of the Directors, the Group has complied with the Code of Best Practice, as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited throughout the year ended 31 December 2000.

Auditors

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

On behalf of the board

Lam See Pong, Patrick

Director

12 February 2001

公司監管

董事會認為，本集團於截至二零零零年十二月三十一日止年度一直已遵守香港聯合交易所有限公司證券上市規則附錄14所載之最佳應用守則。

核數師

本公司將於股東週年大會提呈一項續聘德勤·關黃陳方會計師行為本公司核數師之決議案。

承董事會命

董事

林師龐

二零零一年二月十二日