

董事會同寅茲向全體股東提呈本公司及本集團截至二零零零年十二月三十一日止年度之報告書及已審核財務報表。

主要業務

本公司為一投資控股公司。本集團之主要業務為經營零售及分銷「佐丹奴」、「GIORDANO LADIES」、「GIORDANO JUNIOR」及「BLUESTAR EXCHANGE」等品牌物有所值便服及配襯用品。本集團亦同時經營成衣製造業務，供應集團零售業務需求，並向本集團以外之人士供應製成品。

財務資料

本集團截至二零零零年十二月三十一日止年度之業績、現金流動及本公司與本集團於該日之財政狀況俱載於第43至98頁之財務報表內。

五年財務摘要

本集團過去五個財政年度之業績、資產及負債摘要載於第99頁。

主要供應商及客戶

本集團首五大供應商及客戶所佔的購買及銷售總額均低於30%。

股本及購股權

於二零零零年八月十日舉行之股東特別大會中，一項將本公司當時股本中每股面值0.10港元之已發行及未發行股份拆細（「股份拆細」）為兩股面值0.05港元之股份（「股份」）之普通決議案已獲正式通過，並於二零零零年八月十一日起生效。

本公司之股本及購股權於年內變動詳情載於第74至84頁之財務報表附註20。

The directors have pleasure in submitting their report together with the audited financial statements of the Company and the Group for the year ended December 31, 2000.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal business of the Group is the retailing and distribution of value for money casual apparel and accessories under the "GIORDANO", "GIORDANO LADIES", "GIORDANO JUNIOR" and "BLUESTAR EXCHANGE" brands. The Group also carries on apparel manufacturing operations which support the Group's retailing business and supply products to third parties.

FINANCIAL INFORMATION

The results and cash flow of the Group for the year ended December 31, 2000, and the state of affairs of the Company and of the Group as at that date, are set out in the financial statements on pages 43 to 98.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 99.

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate percentages of purchases and sales attributable to the Group's five largest suppliers and customers respectively are less than 30%.

SHARE CAPITAL AND SHARE OPTIONS

At a special general meeting of the Company held on August 10, 2000, an ordinary resolution was duly passed under which each of the then existing issued and unissued shares of HK\$0.10 each in the share capital of the Company was subdivided ("Share Subdivision") into two shares of HK\$0.05 each ("Shares") effective August 11, 2000.

Details of the movements in share capital and share options of the Company during the year are shown in note 20 to the financial statements on pages 74 to 84.

股息

中期股息每股4.25 港仙(一九九九年：3.25 港仙)(已按股份拆細作出調整)已於二零零零年九月十一日派發。

截至二零零零年十二月三十一日止之財政年度，董事會向股東建議派發末期股息每股6.0港仙(一九九九年：每股5.5港仙(已按股份拆細作出調整))及特別股息每股5.0港仙(一九九九年：每股8.5港仙(已按股份拆細作出調整))。

購買、出售或贖回本公司上市股份

本公司於本年度內在香港聯合交易所有限公司(「聯交所」)購回共29,382,000股股份(已按股份拆細作出調整)，所有購回之股份已被本公司註銷。董事會認為購回股份可提高本公司之每股盈利及價值。有關在本年度內購回股份之詳情載於第76及77頁之財務報表附註20。

除上述披露外，在本年度內本公司或其任何附屬公司概無購買、出售或贖回任何本公司之股份。

股份優先購買權

本公司之細則中並無股份優先購買權之規定，而百慕達法例則無限制此等權利。

儲備

本年度儲備之變動情況載於第85至87頁之財務報表附註21。

固定資產

本年度內，集團共添置約136,000,000港元之固定資產。本年度固定資產之變動情況載於第68及69頁之財務報表附註13。

DIVIDENDS

An interim dividend of 4.25 HK cents (1999: 3.25 HK cents) per Share (as adjusted for the effect of the Share Subdivision) was paid on September 11, 2000.

The directors recommend to shareholders the payment of a final dividend of 6.0 HK cents per Share (1999: 5.5 HK cents per Share, as adjusted for the effect of the Share Subdivision) and a special dividend of 5.0 HK cents per Share (1999: 8.5 HK cents per Share, as adjusted for the effect of the Share Subdivision) for the financial year ended December 31, 2000.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, the Company repurchased a total of 29,382,000 of its own Shares (as adjusted for the effect of the Share Subdivision) on The Stock Exchange of Hong Kong Limited ("Stock Exchange"), all of which were cancelled. The directors consider the share repurchases will lead to an enhancement of the Company's earnings per share and the value of its shares. Details on the shares repurchased during the year are set out in note 20 to the financial statements on pages 76 and 77.

Save as disclosed above, neither the Company nor any of its subsidiaries, otherwise purchased, sold or redeemed any of the Company's shares during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws although there are no restrictions against such rights under the laws of Bermuda.

RESERVES

Movements in reserves during the year are set out in note 21 to the financial statements on pages 85 to 87.

FIXED ASSETS

During the year, the Group acquired fixed assets of approximately HK\$136 million. Movements in fixed assets during the year are set out in note 13 to the financial statements on pages 68 and 69.

附屬公司

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情載於第94至98頁之財務報表附註32。

慈善捐款

本集團在本年度內之慈善捐款為100,000港元(一九九九年：900,000港元)。

董事會

本年度內及截至本報告日為止之董事為：

劉國權先生

歐文柱先生 *

(於二零零零年十二月十一日獲委任)

William Garrett BENNETT 先生 #

畢滌凡先生 *

馮永昌先生

李鵬飛先生，JP *

馬灼安先生

吳士元先生

黃百全先生

陳鉅添先生

(於二零零一年一月十日辭任)

* 獨立非執行

非執行

根據本公司細則第98及101(B)條，畢滌凡先生、吳士元先生及歐文柱先生於即將舉行之股東週年大會上輪值告退，備選再任。

截至本報告日，本公司董事及本集團高級管理人員之履歷載於第8至12頁。

SUBSIDIARIES

Details of the Company's principal subsidiaries at December 31, 2000 are set out in note 32 to the financial statements on pages 94 to 98.

CHARITABLE DONATIONS

Donations made for charitable purposes by the Group during the year amounted to HK\$0.1 million (1999: HK\$0.9 million).

DIRECTORS

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

Mr. LAU Kwok Kuen, Peter

Mr. AU Man Chu, Milton *

(appointed on December 11, 2000)

Mr. William Garrett BENNETT #

Mr. Barry John BUTTIFANT *

Mr. FUNG Wing Cheong, Charles

Mr. LEE Peng Fei, Allen, JP *

Mr. MAH Chuck On, Bernard

Mr. NG Sze Yuen, Terry

Mr. WONG Pak Chuen, Paul

Mr. CHAN Kui Tim, Jimmy

(resigned on January 10, 2001)

* Independent non-executive

Non-executive

Messrs. Barry John Buttifant, Ng Sze Yuen, Terry and Au Man Chu, Milton will retire at the forthcoming Annual General Meeting in accordance with Bye-Laws 98 and 101(B) of the Company's Bye-Laws and, being eligible, offer themselves for re-election.

Biographical details of the directors of the Company and senior management of the Group as at the date of this report are set out on pages 8 to 12.

董事享有權益之合約

本公司或其任何附屬公司概無參與訂立於年終或年內任何時間使本公司任何董事擁有不論直接或間接之重大權益之合約。

DIRECTORS' INTERESTS IN CONTRACTS

None of the directors had a material interest, whether directly or indirectly, in any contract of significance subsisting during or at the end of the year to which the Company or any of its subsidiaries was a party.

董事於股份之權益

於二零零零年十二月三十一日，董事在本公司的股份權益(已按股份拆細作出調整)如下：

DIRECTORS' INTERESTS IN SHARE CAPITAL

At December 31, 2000, the interests of the directors in the share capital of the Company (as adjusted for the effect of the Share Subdivision) were as follows:

董事	Director	持有股份數目及權益性質				總額	已授出而尚未行使 之購股權可認購 股份之數目 Number of Shares over which options had been granted which remained outstanding
		個人	家族	公司	Number of Shares held and nature of interest		
		Personal	Family	Corporate			
劉國權	Lau Kwok Kuen, Peter	10,308,000	-	-	10,308,000	26,400,000	
馮永昌	Fung Wing Cheong, Charles	600,000	-	-	600,000	1,700,000	
馬灼安	Mah Chuck On, Bernard	479,086	-	-	479,086	1,840,000	
吳士元	Ng Sze Yuen, Terry	692,000	-	-	692,000	900,000	
黃百全	Wong Pak Chuen, Paul	1,296,000	-	-	1,296,000	548,000	

除上述披露外，各董事或彼等之聯繫人士概無於本公司或其任何聯繫公司(按證券(披露權益)條例(「該條例」)之涵義)之股本權益中擁有任何須遵照該條例第28條知會本公司及聯交所之權益(包括根據該條例第31條或附件第I部被視為或假定擁有之權益)或須遵照該條例第29條列入所述之登記名冊內之權益。

Save as disclosed above, none of the directors or their associates had any interests in the share capital of the Company or its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance ("Ordinance")) which had to be notified to the Company and the Stock Exchange pursuant to section 28 of the Ordinance (including interests which they were deemed or taken to have under section 31 of, or Part I of the Schedule to, the Ordinance) or which were required, pursuant to section 29 of the Ordinance, to be entered in the register referred to therein.

董事購入股份或債券之權利

本年度內，本公司授出可認購2,700,000股股份之購股權(已按股份拆細作出調整)予以下董事：

董事	Director	已授出購股權之	
		股份數目	每股行使價
		Number of Shares over which options were granted	Exercise price per Share
			港元 HK\$
馮永昌	Fung Wing Cheong, Charles	900,000	4.46
馬灼安	Mah Chuck On, Bernard	900,000	4.46
吳士元	Ng Sze Yuen, Terry	900,000	4.46
		<u>2,700,000</u>	

本年度內，因以下董事行使其年前授予之購股權而發行股份共27,964,000股(已按股份拆細作出調整)：

董事	Director	已行使	
		購股權數目	每股行使價
		Number of options exercised	Exercise price per Share
			港元 HK\$
陳鉅添	Chan Kui Tim, Jimmy	600,000	2.220
陳鉅添	Chan Kui Tim, Jimmy	3,384,000	1.855
陳鉅添	Chan Kui Tim, Jimmy	10,016,000	2.600
陳鉅添	Chan Kui Tim, Jimmy	8,000,000	2.830
馮永昌	Fung Wing Cheong, Charles	600,000	1.605
劉國權	Lau Kwok Kuen, Peter	3,600,000	1.855
馬灼安	Mah Chuck On, Bernard	468,000	0.878
黃百全	Wong Pak Chuen, Paul	200,000	2.150
黃百全	Wong Pak Chuen, Paul	1,096,000	0.878
		<u>27,964,000</u>	

除上述者外，本公司或其任何附屬公司年內概無訂立任何安排，致使本公司董事或彼等之配偶或未滿十八歲之子女可藉購入本公司或其他法團之股份或債券而獲益。

DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

During the year, options to subscribe for 2,700,000 Shares of the Company (as adjusted for the effect of the Share Subdivision) were granted to the following directors:

Director	已授出購股權之	
	股份數目	每股行使價
	Number of Shares over which options were granted	Exercise price per Share
		港元 HK\$
Fung Wing Cheong, Charles	900,000	4.46
Mah Chuck On, Bernard	900,000	4.46
Ng Sze Yuen, Terry	900,000	4.46
	<u>2,700,000</u>	

During the year, options for 27,964,000 Shares granted in previous years (as adjusted for the effect of the Share Subdivision) were exercised by the following directors:

Director	已行使	
	購股權數目	每股行使價
	Number of options exercised	Exercise price per Share
		港元 HK\$
Chan Kui Tim, Jimmy	600,000	2.220
Chan Kui Tim, Jimmy	3,384,000	1.855
Chan Kui Tim, Jimmy	10,016,000	2.600
Chan Kui Tim, Jimmy	8,000,000	2.830
Fung Wing Cheong, Charles	600,000	1.605
Lau Kwok Kuen, Peter	3,600,000	1.855
Mah Chuck On, Bernard	468,000	0.878
Wong Pak Chuen, Paul	200,000	2.150
Wong Pak Chuen, Paul	1,096,000	0.878
	<u>27,964,000</u>	

Apart from the above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

主要股東權益

就各董事所知，於二零零零年十二月三十一日，本公司根據該條例第16條規定存置之登記冊內之記錄，並無任何人士直接或間接擁有本公司已發行股本10%或以上之權益。

服務合約

在即將召開之股東週年大會上膺選連任之董事，概無與本公司或其附屬公司訂立本集團不可於一年內無須賠償(法定補償除外)而終止之服務合約。

銀行貸款、透支及其他借款

於二零零零年十二月三十一日，本集團之銀行貸款及其他借款須於以下期間償還：

(以百萬港元為單位)	(In HK\$ millions)	銀行貸款 Bank loan	其他借款 Other borrowings
即付或一年內	On demand or within one year	\$1	\$ 4
一年至兩年內	Between one and two years	1	14
三年至五年內	Between three and five years	-	4
		\$2	\$22

遵守最佳應用守則

董事會認為，本公司於本年度內一直遵守聯交所證券上市規則(「上市規則」)附錄14所載之最佳應用守則(除指引7：本公司之非執行董事乃根據本公司細則獲委任至輪值告退為止；及指引11：根據公司政策，董事酬金是由本公司董事會委任之補償委員會(由兩位執行董事、兩位獨立非執行董事及一位獨立管理顧問組成)處理)。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

So far as the directors are aware, no parties were, directly or indirectly, interested in 10% or more of the issued share capital of the Company as at December 31, 2000 as recorded in the register required to be kept by the Company under section 16 of the Ordinance.

SERVICE CONTRACTS

The directors being proposed for re-election at the forthcoming annual general meeting do not have any service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

At December 31, 2000, the Group's bank loan and other borrowings which were repayable over the following periods:

COMPLIANCE WITH CODE OF BEST PRACTICE

In the opinion of the directors, the Company 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 ("Listing Rules") throughout the year, except in relation to guideline 7: as non-executive directors of the Company are appointed for a term expiring upon their retirement by rotation as required by the Company's Bye-Laws; and guideline 11: as a matter of Company policy, remuneration of directors is dealt with by a compensation committee appointed by the board of directors of the Company which comprises two executive directors, two independent non-executive directors and an independent management consultant.

審核委員會

本公司根據上市規則附錄14所載之最佳應用守則，於一九九八年成立審核委員會（「審核委員會」）。審核委員會於本年內開會三次，對本集團之財務報告程序及內部監控制度，作出檢討及向董事會提出建議。

核數師

羅兵咸永道會計師事務所願膺選連任，而續聘彼等之有關決議案將於股東週年大會上提呈。

承董事會命

劉國權

主席

香港，二零零一年三月八日

AUDIT COMMITTEE

The Company has established an audit committee ("Audit Committee") since 1998 in accordance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules. Three meetings of the Audit Committee were held during the year to review and advise the board of directors on the Group's financial reporting process and internal controls.

AUDITORS

PricewaterhouseCoopers, being eligible, offer themselves for re-appointment, and a resolution to this effect will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

LAU KWOK KUEN, PETER

Chairman

Hong Kong, March 8, 2001