

**財務報表附註**  
**NOTES TO THE FINANCIAL STATEMENTS**

截至二零零零年十二月三十一日止年度  
For the year ended 31st December, 2000

**十六、存貨**

**16. INVENTORIES**

		本集團 The Group	
		2000	1999
		港幣千元 HK\$'000	港幣千元 HK\$'000
原料	Raw materials	382,432	293,223
在製品	Work in progress	40,097	67,331
製成品	Finished goods	45,867	66,119
		468,396	426,673

**十七、貿易及其他應收賬款**

**17. TRADE AND OTHER RECEIVABLES**

本集團之政策為平均給予其貿易顧客60日之賒賬期。

The Group has a policy of allowing an average credit period of 60 days to its trade customers.

貿易及其他應收賬款中貿易應收賬款港幣411,737,000元(一九九九年:港幣562,522,000元)以到期日為基準之賬齡分析如下:—

The aging analysis of trade receivables of HK\$411,737,000 (1999: HK\$562,522,000) included in trade and other receivables on due day basis are as follows:—

		本集團 The Group		本公司 The Company	
		2000	1999	2000	1999
		港幣千元 HK\$	港幣千元 HK\$	港幣千元 HK\$	港幣千元 HK\$
應收貿易賬款	Trade receivables				
0至60日	0 – 60 days	311,984	281,543	—	—
61至90日	61 – 90 days	6,024	202,129	—	—
超過90日	over 90 days	93,729	78,850	—	—
		411,737	562,522	—	—

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#### 十八、貿易及其他應付賬款

貿易及其他應付賬款中貿易應付賬款港幣552,208,000元(一九九九年：港幣700,262,000元)以到期日為基準之賬齡分析如下：—

#### 18. TRADE AND OTHER PAYABLES

The aging analysis of trade payables of HK\$552,208,000 (1999: HK\$700,262,000) included in trade and other payables on due day basis are as follows:—

		本集團		本公司	
		The Group		The Company	
		2000	1999	2000	1999
		港幣千元	港幣千元	港幣千元	港幣千元
		HK\$	HK\$	HK\$	HK\$
應付貿易賬款	Trade payables				
0至60日	0 – 60 days	447,240	419,699	—	—
61至90日	61 – 90 days	92,728	227,029	—	—
超過90日	over 90 days	12,240	53,534	—	—
		<u>552,208</u>	<u>700,262</u>	<u>—</u>	<u>—</u>

#### 十九、銀行貸款

#### 19. BANK LOANS

		本集團	
		The Group	
		2000	1999
		港幣千元	港幣千元
		HK\$'000	HK\$'000
有抵押銀行貸款償還期：	Secured bank loans repayable		
	within a period of:		
一年	one year	7,647	3,791
超過一年但不足五年	more than one year but		
	within five years	<u>25,561</u>	<u>78</u>
		<u>33,208</u>	<u>3,869</u>
減：列於流動負債之金額	Less: Amount shown under		
	current liabilities	<u>(7,647)</u>	<u>(3,791)</u>
列於非流動負債之金額	Amount shown under		
	non-current liabilities	<u>25,561</u>	<u>78</u>

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**二十、融資租約承擔**

**20. OBLIGATIONS UNDER FINANCE LEASES**

		本集團 The Group	
		2000	1999
		港幣千元 HK\$'000	港幣千元 HK\$'000
融資租約承擔償還期如下：	The maturity of obligations under finance leases is as follows:		
一年內	within one year	-	660
超過一年但不足五年	more than one year but within five years	-	971
		-	1,631
減：列於流動負債之金額	Less: Amount shown under current liabilities	-	(660)
列於非流動負債之金額	Amount shown under non-current liabilities	-	971

**二十一、遞延稅項**

**21. DEFERRED TAXATION**

		本集團 The Group	
		2000	1999
		港幣千元 HK\$'000	港幣千元 HK\$'000
年初結存	Balance at beginning of the year	32,980	30,965
出售附屬公司	Disposal of subsidiaries	(23,535)	-
年內變動 (附註七)	Movement during the year (note 7)	(6,573)	2,015
年終結餘	Balance at end of the year	2,872	32,980
源自：	Arising from:		
加速折舊免稅額	Accelerated depreciation allowances	3,211	33,253
其他	Others	(339)	(273)
		2,872	32,980

於結算日，本集團及本公司之財務報表內並無其他未撥備之重大潛在遞延稅項負債／資產。

At the balance sheet date, there was no other significant potential deferred tax liability/asset not provided for in the financial statements of the Group and the Company.

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#### 二十二、股本

#### 22. SHARE CAPITAL

		每股面值港幣 0.1元之股份數目	港幣千元
		Number of shares of HK\$0.1 each	HK\$'000
法定股本：	Authorised:		
於二零零零年一月一日及 二零零零年十二月三十一日	At 1.1.2000 and 31.12.2000	700,000,000	70,000
已發行及繳足股本：	Issued and fully paid:		
於一九九九年一月一日	At 1.1.1999	445,912,794	44,591
因行使僱員購股權而發行	Issued on exercise of employee share options	11,022,500	1,102
於一九九九年十二月三十一日 及二零零零年一月一日	At 31.12.1999 and 1.1.2000	456,935,294	45,693
因行使僱員購股權而發行	Issued on exercise of employee share options	10,414,500	1,042
於年內購回	Repurchased during the year	(1,000,000)	(100)
於二零零零年十二月三十一日	At 31.12.2000	466,349,794	46,635

年內，本公司透過聯交所購回其本身股份如下：

During the year, the Company repurchased its own shares through the Stock Exchange as follows:

購回月份 Month of repurchase	購回每股面值港幣 0.10 元 之股份數目 No. of shares of HK\$0.10 each repurchased	每股購回價格 Repurchase price per share		已付總代價 Aggregate consideration paid 港幣千元 HK\$'000
		最高 Highest 港幣 HK\$	最低 Lowest 港幣 HK\$	
二零零零年七月 July 2000	1,000,000	2.600	2.525	2,550

上述股份已在購回後註銷。

The above shares were cancelled upon repurchase.

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**二十三、僱員購股權計劃**

於本年度內行使及失效之購股權及於二零零零年十二月三十一日尚未行使之購股權詳情如下：

**23. EMPLOYEE SHARE OPTION SCHEME**

Particulars of the share options exercised and lapsed during the year and outstanding as at 31st December, 2000 were as follows:

		可發行股份數目 Number of shares issuable
於一九九九年一月一日結餘	Balance at 1.1.1999	28,720,000
於年內行使	Exercised during the year	(11,022,500)
於一九九九年十二月三十一日 及二零零零年一月一日結餘	Balance at 31.12.1999 and 1.1.2000	17,697,500
於年內行使	Exercised during the year	(10,414,500)
於年內失效	Lapsed during the year	(3,011,000)
<b>於二零零零年十二月三十一日結餘</b>	<b>Balance at 31.12.2000</b>	<b>4,272,000</b>

根據購股權計劃條款，購股權可於下列期限內行使：

According to the terms of the share option scheme, share options are exercisable within the following periods:

授出日期 Date of grant	可發行股份數目 Number of share issuable	每股行使價 Exercise price per share 港幣 HK\$	行使期限 Exercisable period
一九九七年八月一日 1.8.1997	550,000	2.430	一九九八年八月一日至 二零零一年七月三十一日 1.8.1998 to 31.7.2001
一九九七年十二月四日 4.12.1997	3,652,000	1.544	一九九八年十二月四日至 二零零一年十二月三日 4.12.1998 to 3.12.2001
一九九八年二月十一日 11.2.1998	70,000	1.351	一九九九年二月十一日至 二零零二年二月十日 11.2.1999 to 10.2.2002

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#### 二十四、認股權證

於一九九九年十二月三十一日，本公司有88,249,118份證股權證尚未獲行使，並可於二零零零年五月三十一日或之前任何時間，以認購價每股港幣3.8元（可予調整）行使。

本年度內概無行使任何認股權證，而此等證股權證已於二零零零年五月三十一日失效。

#### 24. WARRANTS

At 31st December, 1999, the Company had 88,249,118 warrants which were outstanding and could be exercised at any time on or before 31st May, 2000 at the subscription price of HK\$3.8 per share (subject to adjustment).

No warrants were exercised and these warrants were lapsed on 31st May, 2000.

#### 二十五、儲備

#### 25. RESERVES

本集團	The Group	資本 贖回儲備						總額 Total
		股本溢價 Share premium	Capital redemption reserve	實繳盈餘 Contributed surplus	資本儲備 Capital reserve	滙兌儲備 Translation reserve	滾存溢利 Accumulated profits	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於一九九九年一月一日	At 1.1.1999	127,239	185	331,559	706	(11,177)	774,523	1,223,035
行使購股權	Exercise of share options	11,445	-	-	-	-	-	11,445
年內純利	Net profit for the year	-	-	-	-	-	152,581	152,581
股息(附註九)	Dividends (Note 9)	-	-	-	-	-	(41,230)	(41,230)
外滙差額	Exchange difference	-	-	-	-	633	-	633
於一九九九年十二月三十一日及二零零零年一月一日	At 31.12.1999 and 1.1.2000	138,684	185	331,559	706	(10,544)	885,874	1,346,464
行使購股權	Exercise of share options	12,587	-	-	-	-	-	12,587
購回股份之溢價	Premium on repurchase of shares	(2,450)	-	-	-	-	-	(2,450)
於購回股份時轉撥	Transfer upon repurchase of shares	-	100	-	-	-	(100)	-
年內純利	Net profit for the year	-	-	-	-	-	822,404	822,404
股息(附註九)	Dividends (Note 9)	-	-	-	-	-	(93,598)	(93,598)
外滙差額	Exchange difference	-	-	-	-	(44,831)	-	(44,831)
於二零零零年十二月三十一日	At 31.12.2000	148,821	285	331,559	706	(55,375)	1,614,580	2,040,576
以下公司應佔：	Attributable to:							
本公司及附屬公司	The Company and subsidiaries	148,821	285	331,559	706	(52,772)	1,603,878	2,032,477
聯營公司	Associates	-	-	-	-	(2,603)	10,702	8,099
		148,821	285	331,559	706	(55,375)	1,614,580	2,040,576

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二十五、儲備 (續)

25. RESERVES (Continued)

本公司	The Company	資本					匯兌儲備	滾存溢利	總額
		股本溢價	資本贖回儲備	實繳盈餘	資本儲備	資本儲備			
		Share premium	Capital redemption reserve	Contributed surplus	Capital reserve	Translation reserve	Accumulated profits	Total	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
於一九九九年一月一日	At 1.1.1999	127,239	185	522,566	-	-	10,797	660,787	
行使購股權	Exercise of share options	11,445	-	-	-	-	-	11,445	
年內純利	Net profit for the year	-	-	-	-	-	82,939	82,939	
股息 (附註九)	Dividends (Note 9)	-	-	-	-	-	(41,230)	(41,230)	
於一九九九年 十二月三十一日及 二零零零年一月一日	At 31.12.1999 and 1.1.2000	138,684	185	522,566	-	-	52,506	713,941	
行使購股權	Exercise of share options	12,587	-	-	-	-	-	12,587	
購回股份之溢價	Premium on repurchase of shares	(2,450)	-	-	-	-	-	(2,450)	
於購回股份時轉撥	Transfer upon repurchase of shares	-	100	-	-	-	(100)	-	
年內純利	Net profit for the year	-	-	-	-	-	65,803	65,803	
股息 (附註九)	Dividends (Note 9)	-	-	-	-	-	(93,598)	(93,598)	
於二零零零年 十二月三十一日	At 31.12.2000	148,821	285	522,566	-	-	24,611	696,283	

附註：

Notes:

- |  |  |
|--|--|
| <p>(i) 於結算日可供分派予股東之儲備 (按百慕達公司法及本公司之公司細則所規定計算) 為港幣 547,177,000元 (一九九九年：港幣 575,072,000元)。此外本公司之股本溢價可以繳足紅股方式派發。</p> | <p>(i) The reserves of the Company available for distribution to the shareholders, as calculated under the Companies Act of Bermuda and the Bye-laws of the Company, as at the balance sheet date amounted to HK\$547,177,000 (1999: HK\$575,072,000). In addition, the Company's share premium may be distributed in the form of fully-paid bonus shares.</p> |
| <p>(ii) 本集團之實繳盈餘指所收購附屬公司股份之面值與本集團於一九九零年進行集團重組之時因收購事項而發行之本公司股份之面值兩者間之差額。</p>                                      | <p>(ii) The contributed surplus of the Group represents the difference between the nominal value of shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the Group reorganisation in 1990.</p>  |
| <p>(iii) 本公司之實繳盈餘指本公司所收購附屬公司之有關淨資產之面值與本集團於一九九零年進行集團重組之時因收購事項而發行之本公司股份之面值兩者間之差額。</p>                              | <p>(iii) The contributed surplus of the Company represents the difference between the book values of the underlying net assets of the subsidiaries acquired by the Company, and the nominal value of the Company's shares issued for the acquisition at the time of the Group reorganisation in 1990.</p>  |

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#### 二十六、資產抵押

##### 本集團

於結算日，本集團將其賬面淨值總額分別約港幣184,000,000元及港幣221,000,000元（一九九九年：港幣195,000,000元及港幣192,000,000元）之位於香港之若干土地及樓宇以及廠房、機械及設備，和一間聯營公司之權益作抵押，為本集團及一間聯營公司分別取得約港幣611,000,000元（一九九九年：港幣444,000,000元）及港幣66,000,000元（一九九九年：港幣103,000,000元）之銀行融資。

#### 二十七、承擔及或然負債

於結算日沒有包括在財務報表內之承擔及或然負債如下：

(甲) 購買物業、 廠房及設備 之資本承擔	(a) Capital commitments contracted for in respect of acquisition of property, plant and equipment
-----------------------------	--

22,857

22,193

-

-

#### 26. PLEDGE OF ASSETS

##### The Group

At the balance sheet date, certain of the Group's land and buildings and plant, machinery and equipment in Hong Kong and interests in an associate with an aggregate net book value of approximately HK\$184 million and HK\$221 million (1999: HK\$195 million and HK\$192 million) respectively were pledged to secure banking facilities granted to the Group and an associate to the extent of approximately HK\$611 million (1999: HK\$444 million) and HK\$66 million (1999: HK\$103 million) respectively.

#### 27. COMMITMENTS AND CONTINGENT LIABILITIES

At the balance sheet date, there were commitments and contingent liabilities, so far as not provided for in the financial statements, in respect of:

本集團		本公司	
The Group		The Company	
2000	1999	2000	1999
港幣千元	港幣千元	港幣千元	港幣千元
HK\$'000	HK\$'000	HK\$'000	HK\$'000



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二十七、承擔及或然負債 (續)

27. COMMITMENTS AND CONTINGENT  
LIABILITIES (Continued)

	本集團		本公司		
	The Group		The Company		
	2000	1999	2000	1999	
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
(乙) 根據不可撤銷 之土地及 樓宇營業租約 所須履行之 每年承擔：	(b) Annual commitments under non-cancellable operating leases in respect of land and buildings:				
營業租約屆滿：	Operating leases which expire:				
— 一年內	— within one year	672	745	-	-
— 第二至第五年 (包括首尾兩年)	— in the second to fifth year inclusive	4,564	9,593	-	-
— 五年後	— over five years	6,173	446	-	-
		11,409	10,784	-	-
(丙) 或然負債：	(c) Contingent liabilities:				
(i) 由以下公司 動用之貸款 及銀行融資 作出擔保：	(i) Guarantees given in respect of loans and banking facilities utilised by:				
— 附屬公司	— subsidiaries	-	-	559,419	341,117
— 一間聯營公司	— an associate	40,600	40,600	40,600	40,600
		40,600	40,600	600,019	381,717

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#### 二十七、承擔及或然負債 (續)

(丙) 或然負債：(續)

- (ii) 本集團將就違反任何有關出售附屬公司(如財務報表附註六所載，該等附屬公司現正進行製造印制電路板之業務)為177,827,000美元(或約為港幣1,383,494,000元)所發出之擔保及彌償保證作出賠償。本集團之負債以相等於在二零零零年八月十七日落實之完成日期(「完成」)後首年內之總代價之金額為限，但此最高負債額將於完成後之首年後減少至120,000,000美元(或約為港幣933,600,000元)，惟倘該項違反乃由於或有關任何欺詐、蓄意作出之失實陳述或嚴重疏忽之事項而產生，該限額則須維持於相等於代價之金額。有關交易之詳情載於本公司在二零零零年七月二十八日刊發之通函內。

#### 二十八、關連人士交易

- (甲) 於本年內，本集團與其聯營公司進行以下交易：

收取聯營公司利息收入

#### 27. COMMITMENTS AND CONTINGENT LIABILITIES (Continued)

(c) Contingent liabilities: (Continued)

- (ii) The Group will be liable for any breach of the warranties and indemnities given in connection with the disposal of the subsidiaries of US\$177,827,000 (or approximately HK\$1,383,494,000) which carry on the business of manufacturing printed circuit boards as set out in note 6 to the financial statements. The liabilities of the Group are limited to an amount equal to the total consideration during the first year after the completion date on 17th August, 2000 ("Completion"), but this maximum liability will be reduced to US\$120,000,000 (or approximately HK\$933,600,000) after the first year following Completion (except where the breach has arisen as a result of or in connection with any fraud, wilful misrepresentation or gross negligence in which event the limit shall remain equivalent to the consideration). Details of the transactions are set out in the circular issued by the Company on 28th July, 2000.

#### 28. RELATED PARTY TRANSACTIONS

- (a) During the year, the Group entered into the following transactions with its associates:

	2000	1999
	港幣千元	港幣千元
	HK\$'000	HK\$'000

Interest income received  
therefrom

6,293      4,432

**財務報表附註**  
**NOTES TO THE FINANCIAL STATEMENTS**

截至二零零零年十二月三十一日止年度  
For the year ended 31st December, 2000

**二十八、關連人士交易 (續)**

(甲) (續)

附註：

- (i) 利息以商業利率按聯營公司尚欠款項之結餘港幣70,004,000元(一九九九年：港幣56,636,000元)計算。其他聯營公司欠款尚未償還之餘額並無收取利息。
- (ii) 聯營公司欠款是無抵押及無固定還款期。

**28. RELATED PARTY TRANSACTIONS (Continued)**

(a) (Continued)

Notes:

- (i) Interest was charged on the outstanding balance due from an associate amounting to HK\$70,004,000 (1999: HK\$56,636,000) at the commercial rates. No interest was charged on the outstanding balances due from other associates.
- (ii) The amounts owed by associates are unsecured and have no fixed terms of repayment.

	2000	1999
	港幣千元	港幣千元
	HK\$'000	HK\$'000

於年終聯營公司欠款

Amounts owed by  
associates at end  
of the year

<u>374,837</u>	<u>339,243</u>
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- (乙) 本公司向銀行提供公司擔保及本集團以聯營公司之投資作抵押，為其取得若干銀行融資。

- (b) The Company provided a corporate guarantee and the Group pledged its investment in an associate in favour of a bank to secure certain banking facilities granted thereto.

聯營公司之投資作抵押及公司擔保之詳情分別載於財務報表附註二十六及二十七。

Details of the pledge of investment in an associate and the corporate guarantee are disclosed in notes 26 and 27 to the financial statements respectively.

- (丙) 本集團向關連公司所購入之貨品為港幣12,005,000元(一九九九年：港幣31,796,000元)。該等交易乃按市價進行，或倘並無市價可供參考，則按原值加上一個利潤比率作標價。

- (c) The Group purchased goods from its related companies amounted to HK\$12,005,000 (1999: HK\$31,796,000). The transactions were carried out at market price or where no market price was available, at cost plus a percentage profit mark-up.