

董事會同寅欣然呈報其截至二零零零年十二月三十一日止年度的年報及本公司及本集團經審核財務報表。

### 主要業務

本公司的主要業務為投資控股。本集團的主要業務為稀土產品及耐火材料產品之製造及銷售。

附屬公司的主要業務載於財務報表附註10。

### 分類資料

本集團截至二零零零年十二月三十一日止年度按產品分類的營業額及營業溢利貢獻如下：

		營業額	經營溢利貢獻
		Turnover	Contribution to operating profit
		港幣千元	港幣千元
		HK\$'000	HK\$'000
製造及銷售下列產品	Manufacture and sales of		
— 稀土產品	— rare earth products	371,211	121,322
— 耐火材料產品	— refractory products	187,020	69,454
		558,231	190,776
加：其他收益	Add: Other revenue		4,648
減：銷售及分銷成本	Less: Selling and distribution costs		(5,140)
行政支出	Administrative expenses		(33,015)
			157,269

本集團截至二零零零年十二月三十一日止年度的營業額按地區市場劃分如下：

中華人民共和國（「中國」）	The People's Republic of China (the "PRC")	53%
日本	Japan	25%
美國	The United States	17%
其他	Others	5%
總和	Total	100%

The directors have pleasure in presenting their annual report and the audited financial statements of the Company and the Group for the year ended 31 December 2000.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are manufacturing and sales of rare earth products and refractory products.

The principal activities of the subsidiaries are set out in Note 10 to the financial statements.

### SEGMENTAL INFORMATION

The Group's turnover and contribution to operating profit for the year ended 31 December 2000, analysed by product category, are as follows:

The Group's turnover for the year ended 31 December 2000, analysed by geographical market, is as follows:

## 附屬公司

本公司於二零零零年十二月三十一日的附屬公司詳情載於財務報表附註10。

## 業績及分派

本集團於截至二零零零年十二月三十一日止年度的業績載於第32頁的綜合損益表內。

年內已派發中期股息每股1港仙。董事會現建議派發截至二零零零年十二月三十一日止年度的末期股息每股3港仙予於二零零一年五月十八日名列股東名冊的股東。

其他分派詳情請參閱財務報表附註18。

## 儲備

本集團及本公司於年內的儲備變動及本公司可供派發之儲備的詳情載於財務報表附註18。

## 財務概要

本集團於截至二零零零年十二月三十一日止過去五個財政年度的業績概要載於年報第76頁。

## 固定資產及在建工程

本集團及本公司於年內的固定資產及在建工程的變動詳情載於附註9。

## 股本

本公司於年內的股本變動詳情載於財務報表附註17。

## SUBSIDIARIES

Details of the Company's subsidiaries as of 31 December 2000 are set out in Note 10 to the financial statements.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2000 are set out in the consolidated income statement on page 32.

An interim dividend of HK 1 cent per share was declared and paid during the year. The directors recommend the payment of a final dividend of HK 3 cents per share for the year ended 31 December 2000 to the shareholders on the Register of Members on 18 May 2001.

Please refer to Note 18 to the financial statements for details of other appropriations.

## RESERVES

Details of the movements in the reserves of the Group and the Company during the year and details of the distributable reserve of the Company are set out in Note 18 to the financial statements.

## FINANCIAL SUMMARY

A summary of the results of the Group for the past five financial years ended 31 December 2000 is set out on page 76 of the annual report.

## FIXED ASSETS AND CONSTRUCTION IN PROGRESS

Details of the movements in the fixed assets and construction in progress of the Group and the Company during the year are set out in Note 9 to the financial statements.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in Note 17 to the financial statements.

## 可換股債券

於二零零零年六月十三日，本公司發行價值5,000,000美元，年息3厘及於二零零三年到期之可換股債券予一獨立投資機構。淨額所得已應用於一般營運資金。

年內該債券轉換為本公司普通股股份之詳情載於財務報表附註16。

## 借貸

本集團的銀行借貸及銀行融資詳情載於財務報表附註15及19。

## 董事

於年內及直至本報告刊行日期止本公司的董事為：

### 執行董事

蔣泉龍先生 (主席)  
錢元英小姐 (副主席)  
范亞軍先生  
杜小梅小姐  
顧敖行先生 (於二零零零年五月十九日退任)

### 獨立非執行董事

劉余九先生  
黃春華先生 (於二零零一年二月七日獲委任)  
王怡瑞先生 (於二零零一年二月七日辭任)

根據本公司的公司細則第108條，杜小梅小姐將於即將舉行的股東週年大會上輪值退任，惟合資格並願意膺選連任。

根據本公司的公司細則第112條，黃春華先生將於即將舉行的股東週年大會上輪值退任，惟合資格並願意膺選連任。

非執行董事已獲委任，而任期為兩年。

## CONVERTIBLE BONDS

On 13 June 2000, the Company issued US\$5,000,000 3% convertible bonds due in 2003 to an independent investment institution. The net proceeds from the issue of bonds were used for general working capital purposes.

Details of the conversion of the bonds into ordinary shares of the Company during the year are set out in Note 16 to the financial statements.

## BORROWINGS

Details of the bank borrowings and banking facilities of the Group are set out in Notes 15 and 19 to the financial statements.

## DIRECTORS

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

### Executive directors

Jiang Quanlong (*Chairman*)  
Qian Yuanying (*Deputy Chairman*)  
Fan Yajun  
To Siu Mui, Annie  
Gu Aoxing (retired on 19 May 2000)

### Independent non-executive directors

Liu Yujiu  
Huang Chunhua, Charles (appointed on 7 February 2001)  
Wong Yee Sui, Andrew (resigned on 7 February 2001)

In accordance with Article 108 of the Company's Articles of Association, Ms. To Siu Mui, Annie will retire by rotation from the Board at the forthcoming annual general meeting and being eligible, offer herself for re-election.

In accordance with Article 112 of the Company's Articles of Association, Mr. Huang Chunhua, Charles will retire from the Board at the forthcoming annual general meeting and being eligible, offer himself for re-election.

The non-executive directors have been appointed for a term of two years.

建議在即將舉行的股東週年大會上膺選連任的董事概無與本公司訂立不可由本公司於一年內終止而毋須支付賠償（法定賠償除外）的服務合約。

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### 董事於股份的權益

於二零零零年十二月三十一日，本公司根據證券（披露權益）條例（「披露權益條例」）第29條所存置的登記冊所示，披露各董事及行政總裁於本公司的股本中擁有的權益如下：

### DIRECTORS' INTERESTS IN SHARES

As at 31 December 2000, the interests of the directors and chief executives in the share capital of the Company as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") are as follows:

(i) 本公司

董事 Directors	權益性質 Nature of interests	所持股份數目 Number of shares held
錢元英 Qian Yuanying	公司權益（附註1） Corporate interests (Note 1)	415,000,000

(i) The Company

(ii) 附屬公司

董事 Directors	權益性質 Nature of interests	所持無投票權遞延股份 Number of non-voting deferred shares held
蔣泉龍 Jiang Quanlong	個人權益 Personal interests	7,000,000
錢元英 Qian Yuanying	個人權益 Personal interests	3,000,000

(ii) Subsidiaries

- (a) 新威稀土集團（香港）有限公司 (a) Xinwei Rare Earth Group (Hong Kong) Limited

(b) 宜興新威利成稀土有限公司

- (b) Yixing Xinwei Leeshing Rare Earth Company Limited

董事 Directors	權益性質 Nature of interests	股本權益 Equity interest
蔣泉龍 Jiang Quanlong	公司權益（附註2） Corporate interests (Note 2)	5%

附註：

- (1) 該等股份乃透過YY Holdings Limited持有，其全部已發行股本由蔣氏信託的受託人持有，而受益人為錢元英及其子女全資擁有的公司。
- (2) 權益由新威集團公司持有，該國內企業由蔣泉龍擁有5%權益，餘下的95%權益由錢元英之弟擁有。蔣先生亦為該企業的法定代表。

### 董事於合約的權益

年內，本集團毋須支付代價而使用新威集團公司的出口配額以安排其產品出口至中國以外地方。透過這項安排而處理的出口銷售約為42,403,000港元。

年內，本集團向蔣先生租用兩個辦公室單位作為銷售及市場推廣總部，月租總額為人民幣18,000元（約值16,900港元）。於本年內，就該等租約所支付的經營性租賃合約租金合共約203,000港元。

除以上及財務報表附註7披露者，於結算日或年內任何時間各董事概無於本公司或其任何附屬公司訂立與其業務有關的任何重大合約中擁有直接或間接的實際權益。

### 董事擁有購買股份或債券權益

透過本公司之購股權計劃，本公司之董事可酌情向本公司或其附屬公司之全日員工或執行董事以1港元為代價授出購股權，使其可認購本公司之股份。董事會設定的購股行使價格為不低於股份面值或不低於股份在緊接授出購股權之日為止之五個交易日在聯交所之平均收市價80%的價格（兩者以較高者為準）。

Notes:

- (1) These shares are held through YY Holdings Limited, the entire issued share capital of which is held by the trustee of the Jiang family trust, the discretionary object of which is a company wholly owned by Ms. Qian Yuanying and her children.
- (2) The equity interest is held by Xinwei Group Limited, a domestic enterprise 5% owned by Mr. Jiang Quanlong with remaining 95% owned by a brother of Ms. Qian Yuanying. Mr. Jiang is also the legal representative of the enterprise.

### DIRECTORS' INTERESTS IN CONTRACTS

During the year, the Group arranged export sales of its product outside the PRC using the export quota of Xinwei Group Limited at no consideration. Export sales handled through this arrangement amounted to approximately HK\$42,403,000.

During the year, the Group leased two office premises from Mr. Jiang for use as its sales and marketing headquarters at an aggregate monthly rent of RMB18,000 (equivalent to about HK\$16,900). During the year, the total operating lease rentals paid in respect of these leases amounted to approximately HK\$203,000.

Save as disclosed above and in Note 7 to the financial statements, no directors had a beneficial interest, either direct or indirect, in any contract of significance to the business of the Company or any of its subsidiaries was a party at the balance sheet date or at any time during the year.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

There was a Share Option Scheme in the Company, under which the directors of the Company may, at their discretion, invite any full time employee or executive director of the Company or its subsidiaries to take up options at HK\$1 each as consideration for option to subscribe for shares in the Company. The exercise price is determined by the Board at not less than 80% of the average closing price of the shares as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited for the five trading days immediately preceding the date of offer of the option or the nominal value of the shares, whichever is higher.

於二零零零年十二月三十一日並無授出任何購股權。

年內本公司或其附屬公司概無參與任何能夠使本公司之任何董事或行政總裁或其配偶或未滿十八歲的子女藉着購入本公司或任何其他法人團體之股份或債券而獲得利益之任何安排。

### 主要股東

於二零零零年十二月三十一日，根據披露權益條例第16(1)條所保存之主要股東登記冊所顯示，本公司已被知會下列股東擁有本公司已發行股本10%或以上的權益。

名稱	普通股股份數目
YY Holdings Limited (請參閱「董事於股份的權益」附註1)	415,000,000

### 管理合約

本年度內概無訂立或存在任何對本集團全部或重大部份之業務與管理及行政有關之合約。

### 購買、出售或贖回本公司的上市證券

本集團於本年度內概無購買、出售或贖回任何本公司之上市證券。

### 主要客戶及供應商

於二零零零年內，本集團最大五名客戶的銷售額合共佔本集團總銷售額約35%，而本集團最大客戶的銷售額則約佔14%。年內，本集團最大五名供應商的採購額合共佔本集團總採購額約32%，而本集團最大供應商的採購額則約佔9%。

As at 31 December 2000, no options under the Share Option Scheme have been granted to the directors.

At no time during the year was the Company or any of its subsidiaries a party to any arrangement, which enable any of the directors or chief executives of the Company or 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.

### SUBSTANTIAL SHAREHOLDERS

As of 31 December 2000, the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that the Company has been notified of the followings interests, being 10% or more of the Company's issued share capital.

Name	Number of ordinary shares
YY Holdings Limited (please see Note 1 of Directors' Interests in Shares)	415,000,000

### MANAGEMENT CONTRACTS

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

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

There has been no purchase, sale or redemption of any of the Company's listed securities by the Group during the year.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers represented approximately 35% of the Group's total sales. The sales attributable to the Group's largest customer was approximately 14%. The aggregate purchases attributable to the Group's five largest suppliers during the year represented approximately 32% of the Group's total purchases and the purchases attributable to the Group's largest supplier was approximately 9%.

據各董事所知，各董事、彼等的聯繫人及擁有本公司5%以上已發行股本的任何股東概無於本集團五大客戶的股本中擁有任何權益。

### 優先購股權

根據本公司之公司組織章程及細則及開曼群島之法例，本公司並無對於發行新股設立任何優先購股權之規定。

### 最佳應用守則

本公司於二零零零年十二月三十一日止年度內，已遵守香港聯合交易所有限公司證券上市規則附錄14所載的最佳應用守則各段。

本公司於年內全期維持審核委員會，成員包括本公司兩位獨立非執行董事劉余九先生及黃春華先生。

### 核數師

本公司於即將舉行的股東週年大會上將提呈續聘安達信公司為本公司核數師的決議案。

承董事會命

主席  
蔣泉龍

香港，二零零一年三月二十八日

None of the directors, their associates or any shareholders which to the knowledge of the directors, own more than 5% of the Company's issued share capital has any interest in the share capital of any of the five largest customers or suppliers of the Group.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Memorandum and Articles of Association and the Cayman Islands Companies Law in relation to the issue of new shares by the Company.

### CODE OF BEST PRACTICE

The Company 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.

The Company has established an audit committee with written terms of reference in compliance with the Code of Best Practice throughout the year ended 31 December 2000. The audit committee comprises the two independent non-executive directors of the Company, Messrs. Liu Yujiu and Huang Chunhua, Charles.

### AUDITORS

A resolution to reappoint Messrs. Arthur Andersen & Co as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Jiang Quanlong**  
Chairman

Hong Kong, 28 March 2001