

The directors submit their report together with the audited accounts for the year ended 31st March 2001.

## PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The subsidiaries are principally engaged in the retailing and wholesaling of gold jewellery and gold ornaments, gem-set jewellery and gemstones, and other accessory items. All the Group's turnover and results are derived from activities carried out in Hong Kong.

An analysis of the Group's turnover and contribution to operating profit before finance costs by principal activity is set out in note 2 to the accounts.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated profit and loss account on page 38.

The directors have declared an interim dividend of HK2.5 cents per ordinary share, totalling HK\$11,983,000, which was paid on 11th January 2001.

The directors recommend the payment of a final dividend of HK5 cents per ordinary share, totalling HK\$23,276,000 and payable on 30th August, 2001.

## RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 18 to the accounts.

## FIXED ASSETS

The Company did not own any fixed asset during the year.

Details of the movements in fixed assets of the Group are set out in note 11 to the accounts.

## SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 17 to the accounts.

董事會謹提呈彼等之董事會報告及截至2001年3月31日止年度經審核的賬目。

## 主要業務及經營分佈之分析

本公司乃一間投資控股公司，其附屬公司主要從事金飾與黃金裝飾品、鑽石首飾與寶石及其他配飾之零售及批發業務。本集團所有營業額及業績均源自在香港經營之業務。

本集團按主要業務分析之營業額及所佔未計財務費用前之經營溢利載於賬目附註2。

## 業績及分派

本集團本年度之業績載於第38頁之綜合損益表內。

董事會已宣佈中期股息為每普通股2.5港仙，合共11,983,000港元，已於2001年1月11日派發。

董事會現建議派發末期股息每普通股5港仙，合共23,276,000港元將於2001年8月30日派發。

## 儲備

年內本集團及本公司儲備之變動載於賬目附註18。

## 固定資產

年內本公司並無擁有任何固定資產。

年內本集團固定資產之變動詳情載於賬目附註11。

## 股本

本公司股本之變動詳情載於賬目附註17。

**DONATIONS**

Charitable and other donations made by the Group during the year amounted to HK\$22,023.

**捐款**

本集團於年內之慈善及其他捐款為22,023港元。

**FIVE YEAR FINANCIAL SUMMARY**

The results, assets and liabilities of the Group for each of the last five financial years ended 31st March are as follows:

**五年財務摘要**

本集團截至3月31日止5個個別財政年度之業績、資產及負債如下：

	1997	1998	1999	2000	2001
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Results 業績					
Turnover 營業額	1,507,382	1,738,242	1,444,713	1,711,841	<b>1,605,764</b>
Profit attributable to shareholders 股東應佔溢利	62,318	78,028	40,680	80,371	<b>71,305</b>
Assets and liabilities 資產及負債					
Total assets 資產總值	392,438	465,333	482,359	540,445	<b>571,306</b>
Total liabilities 負債總額	176,007	111,833	110,979	123,190	<b>115,023</b>
Shareholders' funds 股東權益	216,431	353,500	371,380	417,255	<b>456,283</b>

The results, assets and liabilities of the Group for the year ended 31st March 1997 have been prepared on a combined basis as if the group structure, at the time when the Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

本集團於截至1997年3月31日止年度之業績、資產及負債乃按合併基準編製，猶如集團於本公司股份在香港聯合交易所有限公司（「聯交所」）主板上市時之架構一直存在。

The results, assets and liabilities of the Group for each of the four years ended 31st March 2001 have been prepared on the basis set out in note 1(b) to the accounts.

本集團於截至2001年3月31日止4個個別年度之業績、資產及負債乃按照賬目附註1(b)所載之基準編製。

## PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

## DIRECTORS

The directors during the year were:

### Executive directors

Mr WONG Wai Sheung  
Mr TSE Moon Chuen  
Mr LAW Tim Fuk, Paul  
Mr POON Kam Chi  
Mr LAU Kwok Sum

### Non-executive directors

Mr WONG Koon Cheung  
Mr CHAN Wai  
Mr LEE Shu Kuan  
Miss YEUNG Po Ling, Pauline  
Mr CHIU Wai Mo \*  
Mr HUI Chiu Chung \*  
Mr HUI King Wai

\* Independent non-executive directors

Mr CHAN Wai, Mr LEE Shu Kuan, Miss YEUNG Po Ling, Pauline and Mr CHIU Wai Mo retire by rotation in accordance with clause 99 of the Company's Bye-law and, being eligible, offer themselves for re-election.

## 購入、出售或贖回證券

年內本公司並無贖回其任何股份。年內本公司或其任何附屬公司並無購入或出售任何本公司股份。

## 董事

於年內之董事如下：

### 執行董事

黃偉常先生  
謝滿全先生  
羅添福先生  
潘錦池先生  
劉國森先生

### 非執行董事

黃冠章先生  
陳偉先生  
李樹坤先生  
楊寶玲小姐  
趙偉武先生\*  
許照中先生\*  
許競威先生

\* 獨立非執行董事

根據本公司之公司細則第99條之規定，陳偉先生、李樹坤先生、楊寶玲小姐及趙偉武先生須輪值告退，惟彼等均符合資格，願意膺選連任。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### Executive directors

Mr WONG Wai Sheung, aged 51, is the founder, chairman and chief executive of the Group. He has over 34 years of experience in the jewellery industry in Hong Kong. He is responsible for the overall strategic planning and management of the Group. He has been an associate director of The Kowloon Gold Silver and Jewel Merchant's Staff Association since November 1993. Mr Wong was invited as honorary permanent chairman of Jewellery Traders Industry & Commerce Association since April 2001.

Mr TSE Moon Chuen, aged 51, is the co-founder of the Group. He has over 29 years of experience in jewellery retailing business and is responsible for the sales operations and administration of the Group's retail shops. He has been a voting member of the Diamond Federation since 2001. He has also been appointed as the chairman of the Tsuen Wan Festival lightings organizing committee for 3 consecutive years.

Mr LAW Tim Fuk, Paul, aged 48, joined the Group as the financial controller and company secretary in 1996. He is a member of The Association of Chartered Certified Accountants, the Chartered Institute of Management Accountants, the Hong Kong Society of Accountants and the Institute of Chartered Secretaries and Administrators. Mr Law holds a Bachelor's Degree with honours in Accountancy. He has over 14 years of accounting and auditing experience and over 10 years of experience in commerce. He is responsible for the accounting and finance of the Group.

Mr POON Kam Chi, aged 53, joined the Group as a branch manager in 1994, and was appointed as Chief Operating Officer of the Group in 2000. Mr Poon has over 32 years of experience in the jewellery retailing business in Hong Kong.

Mr LAU Kwok Sum, aged 59, joined the Group as a branch manager in 1995 and was appointed as zone manager of the Group in 2000. Prior to joining the Group, Mr Lau worked as a regional manager in a listed jewellery company in Hong Kong. Mr Lau has more than 31 years of experience in retailing, purchasing and wholesaling of jewellery products.

## 董事及高層管理人員之履歷

### 執行董事

黃偉常先生，51歲，為本集團創辦人、主席兼行政總裁。黃先生具備逾34年香港珠寶業經驗，負責本集團整體企業策劃及行政管理事宜。彼自1993年11月為九龍首飾業文員會之理事長。自2001年4月獲邀為玉器業工商會永遠名譽會長。

謝滿全先生，51歲，為本集團之共同創辦人。謝先生具備逾29年香港珠寶及金飾業經驗，負責本集團零售店之銷售、營運及行政事宜。彼於2001年為香港鑽石總會之投票會員及連續三年被委任為荃灣區節日燈飾籌備委員會主席。

羅添福先生，48歲，1996年加入本集團任職財務總監及公司秘書。羅先生為英國特許公認會計師公會、英國特許管理會計師公會、香港會計師公會及特許秘書及行政人員公會之會員。羅先生持有會計系榮譽學士學位，具備逾14年會計及核數經驗及逾10年商業經驗。彼負責本集團會計及財務事宜。

潘錦池先生，53歲，於1994年出任本集團分行經理及於2000年被委任為本集團營運總監。彼具備逾32年香港珠寶零售業經驗。

劉國森先生，59歲，於1995年出任本集團分行經理及於2000年被委任為本集團區域經理。彼於加入本集團前，曾於香港一間上市珠寶公司任職區域經理。劉先生擁有逾31年零售、採購及批發珠寶產品經驗。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

### Non-executive directors

Mr WONG Koon Cheung, aged 68, has over 49 years of experience in retailing and manufacturing of jewellery in Hong Kong. He joined the Group in 1992.

Mr CHAN Wai, aged 71, has over 54 years of experience in retailing and manufacturing of jewellery in Hong Kong. He joined the Group in 1992.

Mr LEE Shu Kuan, aged 74, has over 34 years of experience in property development in Hong Kong. He joined the Group in 1991.

Miss YEUNG Po Ling, Pauline, aged 34, is the co-founder of the Group. Miss Yeung has over 13 years of experience in public relations. Miss Yeung was the winner of Miss Hong Kong and Miss International of Goodwill in 1987. Miss Yeung was also the president of the Wai Yin Club for the year 1995 – 1996.

Mr CHIU Wai Mo, aged 51, has over 34 years of experience in general trading, property investment and management consultancy in Hong Kong and Japan. Mr Chiu holds directorships in a number of companies in Hong Kong and Japan. He joined the Group in 1997.

Mr HUI Chiu Chung, aged 54, joined the Group in 1997 and he is a group managing director of OSK Group. Mr Hui has 30 years of experience in the securities and investment industry. Mr Hui had for years been serving as a Council Member and Vice-Chairman of The Stock Exchange of Hong Kong Limited. He was also a Director of the Hong Kong Securities Clearing Company Limited. He is at present a member of the Advisory Committee of Hong Kong Securities & Futures Commission and a Committee Member of the Hong Kong Stockbrokers Association. Mr Hui also serves as a non-executive director of several listed companies in Hong Kong.

### 董事及高層管理人員之履歷 (續)

#### 非執行董事

黃冠章先生，68歲，具備逾49年香港零售及製造珠寶業經驗。彼於1992年加入本集團。

陳偉先生，71歲，具備逾54年香港零售及製造珠寶業經驗。彼於1992年加入本集團。

李樹坤先生，74歲，具備逾34年香港物業發展經驗。彼於1991年加入本集團。

楊寶玲小姐，34歲，為本集團之共同創辦人。楊小姐具備逾13年公關工作經驗。楊小姐為1987年度香港小姐冠軍及國際親善大使。楊小姐亦曾任1995至1996年度慧妍雅集主席。

趙偉武先生，51歲，具備逾34年香港及日本一般貿易、物業投資及管理顧問工作經驗。趙先生出任多間香港及日本公司之董事。彼於1997年加入本集團。

許照中先生，54歲，1997年加入本集團。彼為萬信集團董事總經理，具備30年之證券及投資經驗，多年來曾出任香港聯合交易所有限公司理事及副主席，亦曾任香港中央結算有限公司董事。許先生現時為香港證券及期貨事務監察委員會諮詢委員會委員及香港證券經紀業協會委員。彼亦為香港多間上市公司之非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

### Non-executive directors (cont'd)

Mr HUI King Wai, aged 51, is a solicitor practising in Hong Kong and joined the Group in 1999. He graduated from South Bank University, London with a Bachelor of Law Degree. He was admitted solicitor of the Supreme Court of England and Wales and of the Supreme Court of Hong Kong in 1981 and 1982 respectively.

### Senior management

Mr AU Kwok Kau, aged 52, is the co-founder and general manager of the Group since 1991. He is responsible for overall administration of the Group. He has over 29 years of experience in the jewellery industry in Hong Kong. Mr Au is a brother-in-law of Mr Wong Wai Sheung.

Miss CHUNG Vai Ping, Icy, aged 31, is the marketing manager of the Group. She joined the Group in 1990 and is responsible for the product marketing of the Group.

Mr. LING Hay Ming, Derek, aged 34, is the Project Manager of Jewellworld.com Limited ("JWL"), a subsidiary of the Company. He obtained his Master's Degree in Business Administration and Bachelor's Degree in Computer Engineering from Santa Clara University in California, U.S.A. Prior to joining the Group, Mr Ling had over 9 years of business consulting and management experience in U.S.A. and Hong Kong.

Miss LI Wai Ki, Vickie, aged 45, is the chief product designer of the Group. She joined the Group in 1996 and is responsible for product design and development. Miss Li has over 25 years of experience in jewellery design. Prior to joining the Group, she had worked for a listed jewellery company in Hong Kong for four years. Miss Li also won several international design awards namely: 1999 Grand Competition of Taiwan & Hong Kong Jadeite Jewellery Design Silver Award & Creative Idea Award, 2000 Grand Competition of Taiwan & Hong Kong Jadeite Jewellery Design Creative Idea Award, Chuk Kam Jewellery Competition 2000 "Asian Cultural Trends" Winner, Hong Kong & Jewellery Design Competition Finalist Award, The Buyers' Favourite Diamond Jewelry Design Competition 2000 Bronze Award (Set-item Section), and The Third International South Sea Pearl Jewellery Design Competition Bronze Award (Others Section).

## 董事及高層管理人員之履歷 (續)

### 非執行董事 (續)

許競威先生，51歲，香港執業律師。彼於1999年加入本集團。許先生畢業於倫敦South Bank University，持有法律學士學位。許先生分別於1981年及1982年獲英格蘭及威爾斯高等法院及香港高等法院承認為執業律師。

### 高級管理人員

區國球先生，52歲，自1991年起為本集團之共同創辦人，亦為集團總經理，負責集團整體行政運作。具備逾29年香港珠寶業經驗。區先生為黃偉常先生之妹夫。

鍾惠冰小姐，31歲，本集團市場推廣經理，1990年加入本集團，負責本集團之產品推廣事宜。

林曦明先生，34歲，為本公司之附屬公司珠寶世界(香港)有限公司(「珠寶世界」)之項目經理。彼於美國加州聖克拉拉大學畢業，持有工商管理碩士學位及電腦工程學士學位。於加入本集團前，林先生在美國及香港具有逾9年商業顧問及管理經驗。

李慧姬小姐，45歲，本集團產品首席設計師，於1996年加入本集團，負責產品設計及發展。李小姐擁有逾25年珠寶設計經驗。加入本集團前，曾於香港一間上市珠寶公司任職4年。李小姐曾贏取下列國際性獎項：1999年台港翡翠首飾設計比賽銀獎及創意獎，2000年港台翡翠首飾設計比賽創意獎。足金首飾設計比賽2000，「亞洲文化潮流獎」及香港珠寶設計比賽入圍獎。「2000年最受買家歡迎鑽石首飾設計比賽」套裝組銅獎、「第三屆國際南洋珠寶首飾設計比賽」另類組銅獎。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

### Senior management (cont'd)

Mr LEUNG Cheung Wai, aged 64, joined the Group as a business consultant in 1992. Mr Leung has over 48 years of experience in sales and administration in the jewellery industry in Hong Kong. He is responsible for supervising the sales teams of the Group's retail shops.

Miss LEUNG Wai Sheung, Garry, aged 33, is the Marketing Communications Manager of the Group. She holds a Bachelor's Degree in Business Administration and a Professional Diploma in China Economy and Finance. She joined the Group in 1994 and is responsible for the co-ordination of project development and corporate affairs. Miss Leung is also responsible for property investment and leasing matters of the Group.

Mr LEUNG Chi Kong, aged 67, is a branch manager of the Group. Mr Leung joined the Group in 1992 and has more than 27 years of experience in purchasing and retailing of gem-set jewellery. Prior to joining the Group, Mr Leung worked as a supervisor in a listed jewellery company in Hong Kong.

Mr NG Siu Kwan, Terence, aged 50, joined the Group in 2000 as the Managing Director of Luk Fook Securities Limited. He has over 20 years senior management experience in professional accountancy and financial services sector covering stock brokering, financial institution and fund management businesses. He holds a Master's Degree in Business Administration and is a fellow member of The Association of Chartered Certified Accountants, the Hong Kong Society of Accountants and the Institute of Chartered Secretaries and Administrators. He is in charge of the securities operation and supervise marketing, dealing, and monitor compliance.

Mr LUI Cheung, Michael, aged 44, joined the Group as accounting manager in 1999. Mr Lui had worked for a few years in a reputable international accountancy firm. Thereafter, he has gained over 19 years of experience in accounting, finance and internal auditing from a variety of business organizations including a renowned financial institution and several listed companies in Hong Kong.

### 董事及高層管理人員之履歷 (續)

#### 高級管理人員 (續)

梁祥偉先生，64歲，1992年加入本集團為業務顧問，具備逾48年香港珠寶業銷售及行政經驗。梁先生負責監管本集團零售商店的銷售隊伍。

梁偉霜小姐，33歲，本集團市務統籌經理，其持有工商管理學士學位及中國財經專業文憑，1994年加入本集團，現專責項目發展與企業事務之統籌工作。彼亦負責本集團物業投資及租賃事宜。

梁志剛先生，67歲，本集團分行經理。梁先生於1992年加入本集團，擁有逾27年採購及零售珠寶首飾經驗。彼於加入本集團前，曾於香港一間上市珠寶公司任職主任。

伍兆鈞先生，50歲，2000年加入本集團為六福証券有限公司董事總經理。彼於會計及財經服務界累積超過二十年的高級管理經驗，其中涉及股票經紀，財務機構，基金管理顧問等。伍先生擁有工商管理碩士學位，彼亦為英國特許公認會計師公會，香港會計師公會及及特許秘書及行政人員公會之資深會員。彼主要負責證券業務的運作，並監管推廣、交易以及監察工作。

呂鏘先生，44歲，於1999年加入本集團出任會計經理一職。彼曾於本港一間著名國際會計師事務所工作數年。呂先生具備逾19年於多種商業機構包括著名金融機構及多間上市公司之會計，金融及內部核數之經驗。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

### Senior management (cont'd)

Mr LUK Kwong Fat, Samuel, aged 45, joined the Group as the business development manager in 1996. He is responsible for the Group's marketing activities. Mr Luk has over 20 years of experience in business development. Mr Luk is a brother-in-law of Mr Wong Wai Sheung.

Mr TSUI Kin Wah, Tommy, aged 43, is the gemologist and the gemstone purchaser of the Group. Mr Tsui joined the Group in 1995 and has over 11 years of experience in purchasing and authentication of diamonds. Mr Tsui is an Executive Committee member of the Hong Kong Gemological Association and a member of Gemological Association of Great Britain.

Mr WONG Wai Tong, aged 40, joined the Group in 1998 as the deputy business director. He has over 24 years of manufacturing and purchasing experience in jewellery and gold industry. He is responsible for the purchasing of diamonds, gems and K-gold products of the Group. Mr Wong is a brother of Mr Wong Wai Sheung.

### PENSION SCHEME

Details of the pension scheme operated by the Group are set out in note 9 to the accounts.

## 董事及高層管理人員之履歷 (續)

### 高級管理人員 (續)

陸廣發先生，45歲，1996年加入本集團為業務拓展部經理，彼專責集團市場推廣事務，並具備逾20年市場推廣經驗。陸先生為黃偉常先生之妻舅。

徐建華先生，43歲，為本集團寶石鑑證師及寶石買手。徐先生於1995年加入本集團，擁有逾11年採購及鑑定寶石經驗。徐先生為香港寶石學協會之理事，及為英國寶石學協會之會員。

黃偉棠先生，40歲，於1998年加入本集團為業務副總監，具備逾24年香港珠寶黃金業製造及採購經驗。黃先生負責監管本集團採購鑽石、寶石及K金產品之事宜，黃先生為黃偉常先生之弟弟。

### 退休金計劃

本集團運作之退休金計劃之詳情載於賬目附註9。



### DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 22 to the accounts, no other contracts of significance in relation to the Group's business to which the Company, its subsidiaries or its holding company 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.

### MANAGEMENT CONTRACTS

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

### CONNECTED TRANSACTIONS

The related party transaction entered into by the Group during the year ended 31st March 2001 as disclosed in note 22(c) to the accounts does not constitute a connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The related party transactions, which also constitute connected transactions under the Listing Rules are set out in note 22(a) and (b) to the accounts.

Other transaction, in addition to those related party transactions referred to in the preceding paragraph, entered into by the Group during the year ended 31st March 2001, which also constitutes connected transaction under the Listing Rules, required to be disclosed in accordance with Chapter 14 of the Listing Rules, is as follows:

### 董事服務合約

在即將舉行之股東週年大會上候選連任之董事並無與本公司訂立本公司不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

### 董事之合約權益

除賬目附註22所披露外，在年末或年內任何時間內，本公司、其附屬公司或其控股公司概無訂立任何其他與本集團業務有關而本公司董事擁有直接或間接之重大權益之重大合約。

### 管理合約

本年度內，本公司概無訂立與本公司整體業務或任何主要部份之管理及行政有關之任何合約，而年內亦無存在該等合約。

### 關連交易

截至2001年3月31日止年度，於賬目附註22(c)中披露之本集團訂立之有關連人士交易。根據香港聯合交易所有限公司證券上市規則(「上市規則」)，該等交易並不構成關連交易。

載於賬目附註22(a)及(b)之有關連人士交易亦根據上市規則構成關連交易。

除前段所述之有關連人士交易外，本集團於截至2001年3月31日止年度所訂立，並根據上市規則第14章構成關連交易之其他交易如下：

### CONNECTED TRANSACTIONS (CONT'D)

A subsidiary of the Company entered into a shareholders' agreement on 19th April 2000 with Splendid Diamond Limited, Treasure Superior Limited and Grand Joy Holdings Limited for the investment in Jewellworld.com Limited, whereby the Group holds a 51% interest therein. Jewellworld.com Limited is engaged in the setting up of a portal to facilitate and support e-business operations in the jewellery industry. The proposed investment sum of this project is in the region of HK\$10,000,000. Splendid Diamond Limited and Grand Joy Holdings Limited are beneficially owned by the children of Mr Wong Wai Sheung and Mr Au Kwok Kau respectively, both of whom are directors of companies within the Group.

The connected transaction in respect of the tenancy agreement entered into with Mr Wong Wai Sheung's father, for the lease of a retail shop of the Group as disclosed in note 22(a) to the accounts. The independent non-executive directors of the Company, Mr Chiu Wai Mo and Mr Hui Chiu Chung, have confirmed that the transaction had been conducted in the ordinary and usual course of the Group's business and in accordance with the terms of the tenancy agreement. In the opinion of the directors, the tenancy agreement was entered into on normal commercial terms which are fair and reasonable so far as the shareholders of the Company are concerned.

### 關連交易 (續)

本公司之一間附屬公司於2000年4月19日與 Splendid Diamond Limited、Treasure Superior Limited及Grand Joy Holdings Limited訂立一項於Jewellworld.com Limited(本集團持有該公司51%權益)進行投資的股東協議。Jewellworld.com Limited從事設立入門網站,以進行及支援珠寶業內之電子商務運作。此項目之建議投資金額約為10,000,000港元。Splendid Diamond Limited及Grand Joy Holdings Limited分別由黃偉常先生之子女及歐國球先生之子女實益擁有,而彼等均為本集團內公司之董事。

於賬目附註22(a)中披露就與黃偉常先生之父親訂立有關租賃本集團其中一間零售店舖之租賃協議之關連交易而言,本公司之獨立非執行董事趙偉武先生及許照中先生已確認該項交易乃於本集團之日常業務過程中根據該協議之條款進行,據董事之意見,該租賃協議對本公司股東而言乃按公平合理之一般商業條款訂立。

## DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES

At 31st March 2001, the interests of the directors and chief executives in the shares, and options of the Company recorded in the register maintained by the Company under Section 29 of the Securities (Disclosure of Interest) Ordinance or as notified to the Company were as follows:

## 董事之股本或債務證券權益

於2001年3月31日，按本公司根據證券(披露權益)條例(「披露權益條例」)第29條而置存之登記冊所記錄或據本公司所知，各董事及行政總裁在本公司之股份及購股權之權益如下：

	Personal interests 個人權益	Number of ordinary shares beneficially held 實益持有普通股數目		
		Family interests 家屬權益	Corporate interests 法團權益	Other interests 其他權益
Mr WONG Wai Sheung 黃偉常先生	2,626,019	—	—	13,273,507 (note (a)) (附註(a))
Mr TSE Moon Chuen 謝滿全先生	1,395,344	37,781 (note (b)) (附註(b))	—	—
Mr POON Kam Chi 潘錦池先生	74,070	—	—	—
Mr LAU Kwok Sum 劉國森先生	35,294	—	—	—
Mr WONG Koon Cheung 黃冠章先生	2,965,589	—	—	—
Mr CHAN Wai 陳偉先生	3,333,022	—	—	—
Mr LEE Shu Kuan 李樹坤先生	5,922,081	735,650 (note (d)) (附註(d))	2,586,624 (note (c)) (附註(c))	—
Miss YEUNG Po Ling, Pauline 楊寶玲小姐	2,156,939	—	—	—

## DIRECTORS' INTERESTS IN EQUITY OR DEBT SECURITIES (CONT'D)

Notes:

- (a) Mr Wong Wai Sheung's interest includes those of him and his family as discretionary beneficiaries under the Wong's Family Trust (the "Trust"). The Trust is the beneficial owner of the entire issued share capital of Kwai Kee Cheung Jewellery & Goldsmith Company Limited which is the beneficial owner of 13,273,507 shares in the Company.
- (b) Mr. Tse Moon Chuen's spouse Ms Fong Anissa King holds 37,781 shares in the Company.
- (c) Wah Hang Kimon Investments Limited holds 630,624 shares in the Company and Wah Hang Kimon Holdings Limited holds 1,956,000 shares in the Company. In turn, Mr Lee Shu Kuan holds approximately 33.3% and 51% of the entire issued share capital of Wah Hang Kimon Investments Limited and Wah Hang Kimon Holdings Limited respectively.
- (d) Mr Lee Shu Kuan's spouse, Ms Fong Chi Ling, holds 735,650 shares in the Company.

## DIRECTORS' BENEFITS FROM RIGHTS TO ACQUIRE SHARES OR DEBENTURES

On 17th April 1997, a share option scheme was approved at a special general meeting of the Company under which the directors may, at their discretion, grant employees, including any executive directors, of the Company and any of its subsidiaries options to subscribe for shares in the Company subject to the terms and conditions stipulated therein. Details of the option granted to the directors under this scheme is set out in note 10(a) to the accounts.

Apart from the share option scheme mentioned above, none of the directors or chief executives (including their spouse and children under 18 years of age) had been granted, or exercised, any rights to subscribe for shares in the Company or any other body corporate.

At no time during the year was the Company or its holding company 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.

## 董事之股本或債務證券權益 (續)

附註：

- (a) 黃偉常先生之權益包括其本人及其家族作為黃氏家族信託之酌情受益人而擁有之權益，而黃氏家族信託為桂記祥珠寶金行有限公司全部已發行股本之實益擁有人。桂記祥珠寶金行有限公司實益擁有本公司13,273,507股股份。
- (b) 謝滿全先生之配偶方惠琮女士持有37,781股本公司股份。
- (c) 華亨錦安投資有限公司持有630,624股本公司股份，而Wah Hang Kimon Holdings Limited持有本公司1,956,000股股份。李樹坤先生則持有華亨錦安投資有限公司及Wah Hang Kimon Holdings Limited分別約33.3%及51%之全部已發行股本。
- (d) 李樹坤先生之配偶方志玲女士持有735,650股本公司股份。

## 董事收購股份或債券之權利

於1997年4月17日，本公司之股東特別大會通過採納購股權計劃：據此，董事可酌情向本公司及其任何附屬公司之僱員（包括任何執行董事）授出可認購本公司股份之購股權，惟須受該計劃所訂條款及條件規限。根據此計劃授予董事購股權之詳情載於賬目附註10(a)。

除以上所述購股權計劃外，並無任何董事或行政總裁（包括彼等之配偶及未滿18歲之子女）獲授予或行使可認購本公司或其任何法人團體股份之權利。

本公司或其控股公司於年內任何時間概無訂立任何安排，使本公司董事能藉收購本公司或任何其他法人團體之股份或債券而獲得利益。

## SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance shows that as at 31st March 2001, the Company had been notified of the following substantial shareholders' interests, being 10% or more of the Company's issued share capital.

Name of shareholder  
股東名稱

Number of ordinary shares held  
所持普通股數目

Luk Fook (Control) Limited

231,858,000

Mr Wong Wai Sheung, Mr Tse Moon Chuen, Mr Poon Kam Chi, Mr Lau Kwok Sum, Mr Wong Koon Cheung, Mr Chan Wai, Mr Lee Shu Kuan and Miss Yeung Po Ling, Pauline have interests in Luk Fook (Control) Limited.

## 主要股東

於2001年3月31日，按根據證券披露權益條例第16(1)條而置存之主要股東名冊所示，據本公司所知下列主要股東擁有本公司已發行股本10%或以上。

黃偉常先生、謝滿全先生、潘錦池先生、劉國森先生、黃冠章先生、陳偉先生、李樹坤先生及楊寶玲小姐均於Luk Fook (Control) Limited持有權益。

These interests are in addition to those disclosed above in respect of the directors and chief executives.

有關權益並未包括於上述董事及行政總裁之披露資料內。

## MAJOR CUSTOMERS AND SUPPLIERS

During the year the Group sold less than 30% of its goods to its 5 largest customers and therefore no additional disclosure with regard to major customers is made.

## 主要客戶及供應商

年內，本集團向其五名最大客戶出售之貨品少於30%，因此並無披露主要客戶之附加資料。

The percentages of purchases for the year attributable to the Group's major suppliers are as follows:

年內，本集團主要供應商所佔購貨額之百分比如下：

	2001	2000
The largest supplier 最大供應商	12%	14%
Five largest suppliers combined 五名最大供應商合計	35%	35%

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's share capital) had interest in the major suppliers noted above.

各董事、彼等之聯繫人士或任何股東(據董事所知擁有本公司5%以上股本者)概無擁有上述主要供應商之權益。

## BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS

At 31st March 2001, the Group had no bank loans, overdrafts or other borrowings.

## 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.

## COMPLIANCE WITH THE CODE OF BEST PRACTICE OF THE LISTING RULES

Throughout the year, the Company was in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules.

## AUDIT COMMITTEE

Pursuant to the Listing Rules, an audit committee, comprising all independent non-executive directors, was established on 1st April 1999.

By reference to "A Guide for The Formation of An Audit Committee" published by the Hong Kong Society of Accountants, written terms of reference which describe the authority and duties of the audit committee were prepared and adopted by the Board of the Company on the same date. The principal activities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls.

## 銀行貸款、透支及其他借貸

於2001年3月31日，本集團並無銀行貸款、透支或其他借貸。

## 優先購買權

本公司之公司細則並無載列有關優先購買權之規定，惟百慕達法例對該等權利並無限制。

## 遵守上市規則之最佳應用守則

本年內，本公司一直遵照上市規則附錄14所載列之最佳應用守則。

## 審核委員會

為符合上市規則之規定，董事會於1999年4月1日成立一個由獨立非執行董事組成之審核委員會。

參考香港會計師公會刊發之「成立審核委員會指引」，董事會已於同日制定及採納列明審核委員會權限及職責之職權範圍書。審核委員會之主要職責包括審閱監督財務匯報程序及內部監控。

### CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 20th August 2001 to 23rd August 2001, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Central Registration Hong Kong Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 17th August 2001.

### AUDITORS

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By order of the Board

*Chairman*

**Wong Wai Sheung**

Hong Kong, 23rd July 2001

### 暫停辦理股份過戶登記

本公司將由2001年8月20日至2001年8月23日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合資格享有末期股息,所有過戶文件連同有關股票最遲須於2001年8月17日下午4時送達本公司在香港之股份過戶登記處,香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心17樓1712-1716室。

### 核數師

本賬目乃由羅兵咸永道會計師事務所審核。彼等行將退任及將膺選連任。

承董事會命

*主席*

**黃偉常**

香港, 2001年7月23日