



Report of the Directors

董事會報告書

The Directors submit their report together with the audited accounts for the year ended 30th June 2001.



Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 23 to the accounts.

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



Results and appropriations

The results for the year are set out in the consolidated profit and loss account on page 30.

The Directors recommend the payment of a final dividend of HK\$0.015 per ordinary share, totally HK\$4,500,000.

董事會謹此提呈截至二零零一年六月三十日止年度之報告書及經審核賬目。

主要業務

本公司之主要業務為投資控股，其主要附屬公司之主要業務則載於賬目附註23。

本集團按主要業務及地區劃分之營業額及經營溢利之分析載於賬目附註2。

業績及分配

本年度業績載於第30頁之綜合損益表。

董事會建議派發末期股息每股1.5港仙，合共4,500,000港元。

Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 16 to the accounts.

Fixed assets

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

Movements in fixed assets of the Group during the year are set out in note 9 to the accounts.

Share capital and share options

Particulars of the share capital and share options of the Company are set out in notes 14 and 15 to the accounts respectively.

Distributable reserves

At 30th June 2001, the reserves of the Company available for distribution, comprising the contributed surplus and retained earnings, amounted to approximately HK\$65,009,000.

Under The Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

儲備

本集團及本公司年內儲備之變動詳情載於賬目附註16。

固定資產

本公司於本年度並無擁有任何固定資產。

本集團於本年度固定資產之變動載於賬目附註9。

股本及購股權

本公司股本及購股權之詳情分別載於賬目附註14及15。

可供分派儲備

於二零零一年六月三十日，本公司可供分派之儲備（包括實繳盈餘及保留溢利）約為65,009,000港元。

根據百慕達一九八一年公司法（經修訂），倘有合理理由相信(i)公司於派付股息或作出任何分派後未能或無法清償其到期之負債；或(ii)公司資產之可變現價值會將因而低於其負債及其已發行股本與股份溢價之總值，則該公司不得宣派或派付股息或從實繳盈餘中作出分派。

Five-year financial summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 67.

Pre-emptive rights

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

Purchase, sale and redemption of the Company's listed securities

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 listed securities during the year.

Subsidiaries

Details of the Company's principal subsidiaries as at 30th June 2001 are set out in note 23 to the accounts.

Interest capitalised

No interest has been capitalised by the Group during the year.

五年財務概要

本集團於過去五個財政年度之業績、資產及負債載於第67頁。

優先購股權

本公司之公司細則並無關於優先購股權之規定，而百慕達法例亦無對該等權利作出任何限制。

購買、出售及贖回本公司之上市證券

本公司於本年度並無贖回其股票。本公司或其任何附屬公司於本年度亦無購買或出售本公司之上市證券。

附屬公司

有關本公司之主要附屬公司於二零零一年六月三十日之詳情載於賬目附註 23。

撥作資本之利息

本集團於本年度並無利息撥作資本。

Directors

The Directors during the year were:

Mr HUI Sai Chung (Chairman)
Mr HUI Kwok Kwong (Deputy Chairman and Managing Director)
Mr NG Siu Kuen, Nelson
Madam LIU Sau Lai
Dr WONG Chi Ying, Anthony*
Mr LAI Kam Wah*
Mr LIU May Kwan, Peter (resigned on 28th February 2001)

* Independent Non-executive Directors

Save for the Chairman and the Managing Director, all of the Directors are subject to retirement by rotation in accordance with the Company's Bye-laws.

Mr LAI Kam Wah retires by rotation in accordance with clause 87 of the Company's Bye-laws and, being eligible, offer himself for re-election.

The Independent Non-executive Directors have been appointed for a term subject to retirement by rotation in accordance with the Company's Bye-laws.

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 or any of its subsidiaries, which is not determinable by the employer within one year without payment of compensation, other than statutory compensation.

董事

本年度在任之董事如下：

許世聰先生(主席)
許國光先生(副主席兼董事總經理)
吳兆權先生
廖秀麗女士
黃子墨博士*
黎錦華先生*
廖美鈞先生(於二零零一年二月二十八日辭任)

* 獨立非執行董事

根據本公司之公司細則，除主席及董事總經理外，所有董事均須輪流告退。

根據本公司之公司細則第87條，黎錦華先生須輪流告退，惟符合資格願意膺選連任。

獨立非執行董事乃根據本公司之公司細則獲委任，惟彼等須輪流告退。

董事之服務合約

有意於應屆股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立僱主不可於一年內毋須作出賠償(法定賠償除外)而終止之服務合約。

Directors' interests in contracts

No contracts of significance in relation to the Group's business to which the Company, its holding company or its 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.

董事於合約之權益

本公司、其控股公司或其附屬公司並無參與訂立與本集團業務有關並於本年度結束時或本年度內任何時間仍然生效且本公司董事直接或間接擁有重大權益之重要合約。

Directors' interests in equity or debt securities

As at 30th June 2001, the Directors, chief executives and their associates had the following interests in the share capital of the Company or any its associated corporations (within the meaning of the Securities (Disclosure of Interests) Ordinance (the "SDI Ordinance")), as recorded in the register maintained by the Company under Section 29 of the SDI Ordinance or as notified to the Company to were as follows:

董事於股本或債務證券中之權益

於二零零一年六月三十日，本公司各董事、行政總裁及彼等之聯繫人士於本公司或其任何相聯法團(定義見證券(披露權益)條例(「披露權益條例」))須予申報之權益或已登記於根據披露權益條例第29條存置之名冊之權益如下：

Name of Directors 董事姓名		Number of shares of the Company beneficially held 實益持有之本公司股份數目			
		Personal interests 個人權益	Corporate interests 法團權益	Family interests 家屬權益	Other interests 其他權益
Mr HUI Sai Chung	許世聰先生	11,008,000	158,000,000(a)	—	—
Mr HUI Kwok Kwong	許國光先生	11,716,000	154,735,000(b)	—	—
Mr NG Siu Kuen, Nelson	吳兆權先生	1,230,000	1,230,000(c)	—	(d)
Madam LIU Sau Lai	廖秀麗女士	1,102,500	—	—	(d)

Directors' interests in equity or debt securities (Cont'd)

Notes:

- (a) 153,000,000 of these shares are held by Good Benefit Limited ("Good Benefit"), a company in which Ever Win Limited ("Ever Win") holds a 45.1% interest (note (d)). In addition, 5,000,000 shares are held by Ever Win directly.

50,000 ordinary shares of one Canadian dollar each in Ever Win are held by a trustee on behalf of a discretionary trust, the discretionary objects of which include Mr HUI Sai Chung and his family members. Mr HUI Sai Chung and his spouse further own 30,834 and 5 class A non-convertible redeemable preferred shares of no par value in Ever Win respectively.

- (b) 153,000,000 of these shares are held by Good Benefit, a company in which Evergrow Company Limited ("Evergrow") holds a 45.1% interest (note (d)). In addition, 1,735,000 shares are held by Evergrow directly.

50,000 ordinary shares of one Canadian dollar each in Evergrow are held by a trustee on behalf of a discretionary trust, the discretionary objects of which include Mr HUI Kwok Kwong and his family members. Mr HUI Kwok Kwong further owns 30,823 class A non-convertible redeemable preferred shares of no par value in Evergrow.

- (c) These shares are held by Gain Time Investments Limited, the entire issued share capital of which is beneficially owned by Mr NG Siu Kuen, Nelson.

董事於股本或債務證券中之權益 (續)

附註：

- (a) 該等股份中之153,000,000股乃由Good Benefit Limited (「Good Benefit」) 持有。Ever Win Limited (「Ever Win」) 持有Good Benefit 百分之四十五點一權益(附註(d))。此外，5,000,000股股份由Ever Win直接持有。

Ever Win每股面值1加元之普通股份50,000股由一名信託人代表一項全權信託基金持有，該全權信託基金之受益人包括許世聰先生及其家族成員。許世聰先生及其配偶另分別擁有Ever Win A級無面值不可兌換可贖回優先股30,834股及5股。

- (b) 該等股份中之153,000,000股乃由Good Benefit 持有。Evergrow Company Limited (「Evergrow」) 持有Good Benefit 百分之四十五點一權益(附註(d))。此外，1,735,000股股份由Evergrow直接持有。

Evergrow每股面值1加元之普通股份50,000股由一名信託人代表一項全權信託基金持有，該全權信託基金之受益人包括許國光先生及其家族成員。許國光先生另擁有Evergrow A級無面值不可兌換可贖回優先股30,823股。

- (c) 該等股份由Gain Time Investments Limited持有，其全部已發行股本由吳兆權先生實益擁有。

Directors' interests in equity or debt securities (Cont'd)

Notes: (Cont'd)

- d) The beneficial interests of the Directors in the share capital of Good Benefit, which held 153,000,000 shares of the Company as at 30th June 2001, are as follows:

Name of Directors 董事姓名		Number of shares 股份數目	Percentage of holding 持股百分比
Mr HUI Sai Chung	許世聰先生	4,510	45.1%
Mr HUI Kwok Kwong	許國光先生	4,510	45.1%
Mr NG Siu Kuen, Nelson	吳兆權先生	900	9.0%
Madam LIU Sau Lai	廖秀麗女士	80	0.8%
		10,000	100%

At 30th June 2001, the following Directors owned interests in non-voting deferred shares in Ngai Hing Hong Plastic Materials Limited, which are subject to an option granted to Ngai Hing (International) Company Limited to acquire the said non-voting deferred shares.

Name of Directors 董事姓名		Number of non-voting deferred shares held 持有無投票權遞延股份數目	
		Personal interests 個人權益	Other interest 其他權益
Mr HUI Sai Chung	許世聰先生	200,000	50,000(i)
Mr HUI Kwok Kwong	許國光先生	200,000	50,000(ii)

Notes:

- (i) These shares are held by Ever Win.
(ii) These shares are held by Evergrow.

董事於股本或債務證券中之權益 (續)

附註：(續)

- d) 董事在Good Benefit(於二零零一年六月三十日持有本公司153,000,000股股份)股本之實益權益如下：

於二零零一年六月三十日，下列董事擁有毅興塑膠原料有限公司無投票權遞延股份權益，而該公司並已授予Ngai Hing (International) Company Limited可購買上述無投票權遞延股份之購股權。

附註：

- (i) 該等股份由Ever Win持有。
(ii) 該等股份由Evergrow持有。

Directors' interests in equity or debt securities (Cont'd)

Save as disclosed above and other than certain nominee shares in the subsidiaries of the Company held by certain Directors of the Company in trust for the Group as at 30th June 2001, none of the Directors, chief executives and their associates have any beneficial or non-beneficial interests in the share capital of the Company and associated corporations required to be disclosed pursuant to the SDI Ordinance.

Directors' rights to acquire shares or debentures

Pursuant to the Company's share option scheme which became effective on 29th March 1994, the Board of Directors of the Company may at their discretion grant options to directors and employees of the Company or any of its subsidiaries to subscribe for shares in the Company subject to the terms and conditions stipulated therein. No share options were granted during the year or outstanding as at 30th June 2001.

Apart from the above,

- (a) at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate; and
- (b) none of the Directors, chief executives, their spouses or children under the age of 18 had been granted any right to subscribe for shares in or debentures of the Company, or exercised any such right.

Substantial shareholders

As at 30th June 2001, other than the interests disclosed above in respect of the Directors, no other person is recorded in the register of substantial shareholders maintained under Section 16(1) of the SDI Ordinance as having 10% or more of the issued share capital of the Company.

董事於股本或債務證券中之權益 (續)

除上文所披露及本公司若干董事以信託方式代本集團持有本公司若干附屬公司代理人股份外，於二零零一年六月三十日，各董事、行政總裁及彼等之聯繫人士於本公司及相聯法團之股本中概無擁有任何根據披露權益條例須予披露之實益或非實益權益。

董事購買股份或債券之權利

根據本公司自一九九四年三月二十九日起生效之購股權計劃，本公司董事會可酌情授予本公司或其任何附屬公司之董事及僱員購股權，以根據購股權計劃所訂之條款及條件認購本公司之股份。截至二零零一年六月三十日止年度概無授出或於該日並無尚未行使之購股權。

除上述所列外：

- (a) 於本年度任何時間內，本公司、其控股公司或其任何附屬公司並無參與訂立任何安排，致使本公司董事或行政總裁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；及
- (b) 各董事、行政總裁、其配偶或十八歲以下之子女概無獲授予可認購本公司股份或債券之權利，或已行使此等權利。

主要股東

除上文所披露有關董事之權益外，根據本公司按披露權益條例第16(1)條而存置之主要股東名冊所顯示，概無任何人士於二零零一年六月三十日擁有本公司已發行股本百分之十或以上之權益。

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.

Major customers and suppliers

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

The largest supplier	24%
Five largest suppliers combined	60%

The aggregate percentage of sales attributable to the Group's five largest customers is less than 30% of the Group's total sales for the year ended 30th June 2001 and therefore no additional disclosure with regard to the major customers is made.

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

Retirement scheme arrangements

Prior to 1st December 2000, the Group contributes to a defined contribution retirement benefit scheme (the "Scheme") which is available to all qualifying employees. The assets of the Scheme are held separately from those of the Group in an independently administered fund. Contributions to the Scheme by the Group are calculated as a percentage of the employees' basic salaries. No contribution has been made by the Group to the Scheme since 1st December 2000 as the Group elected to contribute to the mandatory provident fund scheme (the "MPF Scheme") as detailed below.

管理合約

年內並無訂立或出現任何有關本公司業務之全部或任何重要部分之管理及行政合約。

主要客戶及供應商

本集團之主要供應商所佔之採購額百分比如下：

最大供應商	24%
五名最大供應商合共	60%

本集團五大客戶於截至二零零一年六月三十日止年度應佔之總銷售額百分比少於本集團總銷售額百分之三十，故沒有額外披露該等主要客戶之資料。

於本年度任何時間內，概無董事、彼等之聯繫人士或股東(據董事所知擁有本公司百分之五以上之股本權益者)於上述主要供應商擁有任何權益。

公積金安排

於二零零零年十二月一日前，本集團為所有合資格僱員可參與之界定供款退休福利計劃(「該計劃」)支付供款。該計劃之資產由一獨立管理基金持有，與本集團之資產分開。本集團就該計劃所供款乃按僱員基本薪金之某一百分比計算。由於本集團選擇向強制性供積金計劃(「強積金計劃」)供款，所以本集團並沒有於二零零零年十二月一日後向該計劃供款。

Retirement scheme arrangements (Cont'd)

With effect from 1st December 2000, the MPF Scheme was made compulsory as enforced by the Mandatory Provident Fund Schemes Authority of Hong Kong. The MPF Scheme is a defined contribution retirement benefit scheme administered by independent trustees. Each of the employer and the employee have to contribute an amount equal to 5% of the relevant income (plus cashable allowances) of the employee to the MPF Scheme. Contributions from the employer are 100% vested in the employees as soon as they are paid to the relevant MPF Scheme but all benefits derived from the mandatory contributions must be preserved until the employee reaches the retirement age of 65 subject to certain exceptions.

The aggregate employer's contributions, net of forfeited contribution of approximately HK\$286,000 under the Scheme, which have been dealt with in the profit and loss account of the Group for the year, amounted to approximately HK\$1,978,000.

Compliance with the Code of Best Practice

In the opinion of the Directors, the Company has complied with Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited throughout the year ended 30th June 2001 except that the term of office for the Independent Non-executive Directors of the Company are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Company's Bye-laws. This does not comply with Paragraph 7 of the Code of Best Practice which suggests that Independent Non-executive Directors should be appointed for a specific term.

公積金安排(續)

自二零零零年十二月一日間始，香港強制性公積金計劃管理局實施強積金計劃。強積金計劃為一界定供款退休金計劃及由獨立信託人管理。僱主與僱員均須各按有關收入(包括現金津貼)的百分之五向強積金計劃供款。僱主之供款投入有關強積金計劃後，即全數歸僱員所有，除若干情況外，強制性供款涉及之利益須保留至僱員年屆65歲退休時才予發還。

本集團從本年度損益表中扣除之供款約為1,978,000港元，上述款項經已扣除於該計劃下被沒收供款約286,000港元。

遵守最佳應用守則

董事認為，除下列所述外，本公司於截至二零零一年六月三十日止年度內一直遵守香港聯合交易所有限公司的證券上市規則附錄14之規定。根據本公司之公司細則，本公司獨立非執行董事須於股東週年大會上輪流告退及膺選連任，於此並無遵守最佳應用守則第7段獨立非執行董事須以固定任期委任之規定。

Audit Committee

The Company has established an Audit Committee since January 1999 with guidelines recommended by the Hong Kong Society of Accountants. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedure of the Group. The Audit Committee comprises the two Independent Non-executive Directors, namely, Mr Lai Kam Wah and Dr Wong Chi Ying, Anthony. The Audit Committee has met not less than twice a year. The Audit Committee has met with the Group's auditors in September 2001 to review the Group's results for the year before it was tabled for the Board's approval.

Auditors

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as auditors to the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

Hui Sai Chung

Chairman

Hong Kong,
11th October 2001

審核委員會

本公司已根據香港會計師公會建議之指引於一九九九年一月成立一個審核委員會。該委員會之主要職責為審閱及監督本集團之財務匯報過程及內部監控。審核委員會由兩名獨立非執行董事黎錦華先生和黃子墨博士組成。該委員會每年將開會不少於兩次，並已於二零零一年九月本集團是年度業績報告提呈董事會批准前與核數師開會審閱該報告。

核數師

本賬目已由羅兵咸永道會計師事務所審核，該核數師任滿告退惟符合資格願意膺選連聘。本公司將於應屆股東週年大會上提呈決議案，續聘羅兵咸永道會計師事務所作為本公司之核數師。

代表董事會

主席

許世聰

香港，
二零零一年十月十一日